UT LAW CLE Continuing Legal Education

eConference
2023 LLCs, LPs and Partnerships eConference

Session 1 1.00 hr	**Case Law Update** A survey of recent Texas cases addressing significant issues (fiduciary duties, piercing the entity veil, and more) in the context of LLCs and partnerships (including limited partnerships and LLPs). **Elizabeth S. Miller,** Baylor Law School - Waco, TX **Douglas K. Moll,** University of Houston Law Center - Houston, TX
Session 2 0.50 hr	**Part One: Corporate Transparency Act Regulations** Hear an overview of the Corporate Transparency Act and related regulations and a discussion regarding who is a reporting company, who is a beneficial owner, and what information will be required to be disclosed. **Lauren White,** Haynes and Boone, LLP - Dallas, TX
Session 3 0.50 hr | 0.50 Ethics	**Part Two: Corporate Transparency Act Regulations and the Practical Implications** A practice-focused review on the implications of the CTA for lawyers who serve or who have served as an organizer of covered entities and what communications and safeguards practitioners can implement now to prepare themselves and their clients for the implementation of the CTA. **Charis B. Clawson,** Baird, Crews, Schiller and Whitaker, P.C. - Temple, TX **Taylor Fitzner,** Baird, Crews, Schiller and Whitaker, P.C. - Temple, TX
Session 4 0.75 hr	**Capital Call Provisions in LLC and Partnership Agreements** A discussion of planning and drafting issues related to capital calls by LLCs and partnerships, including an analysis of relevant case law and examples of capital call contract provisions. **Cliff Ernst,** McGinnis Lochridge - Austin, TX **K. "Andy" Tiwari,** Tiwari, PLLC - San Antonio, TX
Session 5 0.50 hr	**Covenants Not to Compete and the Proposed FTC Ban** In January, the Federal Trade Commission announced a proposed rule that, if enacted, would amount to a near-total ban on the use of non-compete agreements and leave employers with fewer legal means of protecting their confidential and proprietary information. This presentation will cover the proposed rule, the status of potential opposition to the rule, as well as what businesses should do to prepare in the event the rule is approved in its current form. **Kevin Koronka,** Husch Blackwell LLP - Austin, TX
Session 6 0.75 hr	**Texas Legislative Update for Partnerships and LLCs** Summary of selected bills passed in the 2023 Texas Legislature affecting partnerships and limited liability companies. **Daryl B. Robertson,** Hunton Andrews Kurth LLP - Dallas, TX
Session 7	**Texas Tax Update**

0.75 hr	A discussion of Texas taxes, including some potential opportunities and pitfalls facing LLCs, LPs, and Partnerships. **Rich Moore,** Reed Smith LLP - Austin, TX
Session 8 0.50 hr	**A Resurgence of the Capital Gain Exclusion Under Section 1202 (Qualified Small Business Stock)** In recent years, there has been a resurgence in companies structured to qualify for the capital gain exclusion under Section 1202 for qualified small business stock. Hear a review of the essential requirements for a business to qualify for this attractive tax benefit, important considerations for business owners and investors, and the use of LLCs and partnerships in Section 1202 structures. **Brandon Bloom,** Holland & Knight LLP - Dallas, TX
Session 9 0.75 hr | 0.25 Ethics	**Texas Two-Step: What's all the Fuss About?** The Texas Business Organizations Code permits a Texas corporation, LLC or limited partnership to merge into itself and thereby divide its assets and liabilities among itself and one or more additional new entities, but may not thereby prejudice the rights of its creditors under existing laws. Delaware permits LLC and limited partnerships (but not corporation) to effect similar divisions. Recently businesses with mass tort liability litigation have used divisive mergers to apportion their assets and liabilities so that the litigation is allocated to a surviving new entity with limited assets, filed for bankruptcy, and the plaintiffs have challenged the actions in courts with mixed results. Hear a summary of the state of play in this zone. **Byron F. Egan,** Jackson Walker LLP - Dallas, TX
Session 10 0.50 hr | 0.25 Ethics	**Updates from Delaware** A survey of recent Delaware cases addressing significant issues, including fiduciary duties, elimination of fiduciary duties and contractual interpretation in the context of LLCs and partnerships (including limited partnerships and LLPs). **Cliff C. Gardner,** Skadden, Arps, Slate, Meagher & Flom LLP - Wilmington, DE
Session 11 0.50 hr	**Drafting Net Profit Agreements** Net profits agreements are used in transactions where the parties have an interest in sharing in profits but do not want to create or participate in an entity arrangement with the parties involved. Net profits agreements raise a number of issues which may be as basic as the very definition of what the parties intend to share, as well as the methods of payout, the impact on tax consequences of these arrangements and concerns relating to the unintended partnership. Review the issues lawyers may need to consider with their clients to draft an effective net profits agreement. **Michael A. DePompei,** Haynes Boone, LLP - Dallas, TX **Frank Z. Ruttenberg,** Haynes Boone, LLP - San Antonio, TX

Session 12 1.00 hr | 1.00 Ethics	**Practicing of Law Across State Lines, Cross Border Issues and Privacy** Privacy laws continue to develop and evolve as regulators promulgate regulations and laws that seek to protect and permit individual privacy rights and remedies. Gain insight on issues that arise in privacy, including COPA and biometric data, and will discuss the expectation for the development of new privacy laws within the United States and best practices to adopt when responding to privacy incidents and advising clients and internal stakeholders. **Skyla R. Banks,** Amplitude, Inc. - Dallas, TX **Fisayo Fadelu,** Pecan Street - Austin, TX **Brice White,** Meta, Inc. - Dallas, TX
Session 13 0.75 hr	**Secretary of State Update** Learn about filing tips and resources that will make your transactions with the Secretary of State easier and more predictable; hear updates on notable legislation and our system modernization initiative. **Chase A. Howell,** Texas Secretary of State - Austin, TX
Session 14 0.75 hr	**Unincorporated Interests as Securities Under Federal Law and State Law** Everyone knows that corporate stock and bonds are securities under both federal and state law, but what about limited partnership interests? LLP interests? LLC interests? Joint venture interests? Explore recent cases under state and federal law exploring the boundaries of “What is a Security?”. **Christine Hurt,** Southern Methodist University Dedman School of Law - Dallas, TX
Session 15 0.75 hr	**Structuring Acquisitions and Sales when the Target is an S Corp** Explore popular structuring methods used to acquire businesses operating as an S Corp, including a step-by-step analysis of the tax-free S Corp “F” Reorganization technique whereby a target S Corp is converted into an LLC that is acquired by the purchaser. Alternative structuring options, equity rollovers, and S Corp due diligence issues also will be discussed. **Dan G. Baucum,** Ferguson Braswell Fraser Kubasta PC - Plano, TX **Adrienne Randle Bond,** Frost Brown Todd LLP - Houston, TX
Session 16 0.75 hr	**Texans Doing Business in Mexico and Mexicans Doing Business in Texas** Review and update structuring principals for Mexico-sourced investment in the U.S., and U.S.-sourced investment in Mexico, and provide highlights of U.S. tax developments impacting these international transactions. Hear a review of business structures for doing business across the U.S.-Mexico border, and a discussion of key concepts, common traps and reporting requirements. **William H. Hornberger,** Jackson Walker LLP - Dallas, TX **Raúl Navarro,** Chevez Ruiz Zamarripa - Houston, TX
Session 17 1.00 hr | 1.00 Ethics	**Ethics in the Age of AI: Legal Practice Transformations** Gain insight into the ethical dilemmas that arise when utilizing ChatGPT and similar generative AI technologies in the legal field. Hear a discussion addressing the potential pitfalls and evolving responsibilities of Texas partnership attorneys in this new era. **Robert R. Keatinge,** Holland & Hart LLP - Denver, CO **Kayla Landeros,** Baylor Law School and West, Webb, Allbritton & Gentry, PC - Waco, TX