THE CALIFORNIA CLUB – LOS ANGELES, CALIFORNIA
(courtesy of Club member Ian Campbell)

ANNUAL INSTITUTE
WEDNESDAY, DECEMBER 4, 2019

FEATURED SPEAKERS:

JUSTICE JOSHUA P. GROBAN
California Supreme Court

PHILLIP A. WASHINGTON
Chief Executive Officer
Los Angeles County Metropolitan Transportation Authority (Metro)

Where Law, Business and Politics Intersect

INSTITUTE FOR CORPORATE COUNSEL
(ICC)

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INSTITUTE FOR CORPORATE COUNSEL
A Partnership of In House and Outside Counsel

Top Speakers
The Institute will feature California Supreme Court Justice Joshua P. Groban, Metro CEO Phillip A. Washington, former Gubernatorial press secretary and public affairs strategist Michael Bustamante, California Business Roundtable President Robert Lapsley, noted LA Times Sacramento Bureau Chief John Myers, former DOJ Deputy Assistant Attorney General Beth Brinkmann, distinguished law professors Iman Anabtawi (UCLA), Stephen Bainbridge (UCLA) and Rebecca Brown (USC), the general counsels of Fox Corp. and Fox Sports, LA Dodgers, Platinum Equity, Snap and many other prominent in house and outside practitioners.

Exceptional Networking with Hundreds of Experienced Professionals
Meet, reconnect and learn from your peers at five networking events – including a special breakfast session and networking cocktail party.

Practical Advice and Take-Aways
You need to understand your clients’ economic and business environment to properly represent them. To that end, the Institute focuses on new developments in law, business and politics that affect business and legal professionals in Southern California and provides insight into best practices and changes in the law that impact local and national business operations.

Who Should Attend?
The Institute is crafted to meet the needs of in house counsel and those professionals who work with them, including: outside attorneys • accountants • compliance officers • consultants • corporate officers and directors • diversity officers • financial planners • HR professionals • investors • legal administrators • legal assistants • legal technology specialists • librarians • litigation support professionals.

Who Are We?
The Institute for Corporate Counsel is a collaboration of the USC Gould School of Law and the Los Angeles County Bar Association Business Law Section. For nearly 40 years, the Institute has been the premier annual event at which in house and outside counsel gather to compare notes, keep abreast of key legal developments and network with colleagues.

Sign Up Now!
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USC Gould School of Law – Continuing Legal Education
699 Exposition Boulevard, Suite 326, Los Angeles, California 90089-0071

Telephone: (213) 821-3580
Email: cle@law.usc.edu
Website: http://gould.usc.edu/cle

Office hours are 9:00 AM to 5:00 PM Pacific Time
JUSTICE JOSHUA P. GROBAN
CALIFORNIA SUPREME COURT

JUSTICE JOSHUA GROBAN began serving on the California Supreme Court in January 2019. Previously he was a Senior Advisor to Governor Jerry Brown and advised the governor on judicial appointments, legal policy and legislative issues. Justice Groban advised the governor on the appointment of over 600 judges, or roughly one out of every three judges in the state. He received numerous awards from bar groups and other legal organizations for his work on judicial appointments. He also served on a local school board, participated in mentor programs for college and law students, and frequently lectured on judicial appointments. Justice Groban has also taught State Appellate Practice at the UCLA School of Law.

Justice Groban had previously been in private practice, where he specialized in complex civil litigation, with a focus on antitrust, internal investigations, and intellectual property.

Justice Groban received his bachelor’s degree with honors and distinction from Stanford University. He received his J.D. from Harvard Law School, where he graduated cum laude. Following graduation, he clerked for the Honorable William C. Conner in the Southern District of New York.

PHILLIP A. WASHINGTON
CHIEF EXECUTIVE OFFICER
LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

PHILLIP WASHINGTON was unanimously selected CEO of the Los Angeles County Metropolitan Transportation Authority by the Metro Board of Directors on March 12, 2015. As Metro CEO, he manages a budget of $7.2 billion, is responsible for overseeing more than $18 billion in capital projects, and provides oversight of an agency with nearly 11,000 employees that transports 1.2 million passengers daily riding on a fleet of 2,000 clean-air buses and six rail lines.

Metro is the lead transportation planning, programming and financing agency for LA County. As such, it is a major construction agency that oversees bus, rail, highway and other mobility-related infrastructure projects – together representing the largest modern public works program in North America. Mr. Washington was a key leader in the successful 2016 effort to pass a new half-cent sales tax in Los Angeles County, which will allow Metro to build 40 major highway and transit projects over the next 40 years, create 778,000 jobs and provide $133.3 billion in economic impact for the region.

Mr. Washington previously served as the CEO of the Denver Regional Transportation District. While in Denver, Mr. Washington implemented the nation’s first and only $2.2 billion public-private transit partnership (P3), which is still in operation.

Originally from the South Side of Chicago (the Chicago housing projects of Altgeld Gardens), Mr. Washington is a 24-year veteran of the U.S. Army, where he held the rank of Command Sergeant Major and was awarded the prestigious Defense Superior Service Medal. He holds a B.A. in Business from Columbia College, an M.A. in Management from Webster University, and is a graduate of the Harvard University Kennedy School for Senior Executives in State and Local Government.
8:00 AM
Check-In and Continental Breakfast

9:00 – 10:00 AM
Special Breakfast Session
The New California Rules of Professional Conduct: What All Attorneys Need to Know

In November 2018, amended rules of professional conduct adopted by the California Supreme Court went into effect. The amended rules contain substantive changes to existing rules, as well as the adoption of several new rules. This session reviews the changes that attorneys need to be aware of as they go about their everyday practice. Ensure you are complying with the new Rules of Professional Conduct and avoid run-ins with the State Bar.

1 hour of MCLE legal ethics credit available

10:00 – 10:15 AM
Welcome and Opening Remarks

10:15 – 11:15 AM
Governor Newsom One Year In

How’s he doing? How’s California doing? Hear insights from the head of the Los Angeles Times Sacramento bureau, a key leader for business interests in the State capital, and a former Gubernatorial press secretary and public affairs strategist for a lively panel discussion on Governor Newsom and the challenges he has faced in his first year – and beyond – the state some have called “ungovernable”!

Merri A. Baldwin
Rogers Joseph O’Donnell, PC
San Francisco, CA

Scott B. Garner
Umberg Zipser LLP

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Michael J. Bustamante
Partner
California Strategies, LLC

Robert C. Lapsley
President
California Business Roundtable
Sacramento, CA

MODERATOR
John Myers
Sacramento Bureau Chief
Los Angeles Times
Sacramento, CA

11:15 – 11:35 AM
Networking Break
11:35 AM – 12:35 PM

LITIGATION TRACK SESSION 1A

Wage and Hour Class Actions: Can Over 5,000 New Filings Each Year in California Be Telling Us Something?

Learn from this expert panel as they look at the continuing torrent of wage/hour class actions with settlements ranging in excess of $5,000,000 – including recent updates in the law, preventive measures employers should be considering, best practices during litigation, and settlement strategies. In addition, there will be a brief discussion of other recent developments, including the AB5 bill.

Paul Berkowitz
Sheppard, Mullin, Richter & Hampton LLP
Janelle C. Carney
Law Office of Joseph Antonelli
Hon. Jay C. Gandhi (Ret.)
JAMS
MODERATOR
Angel Gomez
Epstein Becker & Green, P.C.

12:35 – 2:20 PM

Luncheon Presentation
The Future of Los Angeles as a Global Metropolis

Hear Metro CEO Phillip Washington for a 30 minute luncheon discussion in which he shares his insights about Los Angeles’ transportation challenges, progress, strategies for the future, and how they affect the economic future of the city.

Phillip A. Washington
Chief Executive Officer
Los Angeles County Metropolitan Transportation Authority

TRANSACTIONAL TRACK SESSION 1B

M&A: Delaware Law Updates

Join an experienced Delaware litigator, a seasoned M&A transactional attorney, and prominent UCLA business law professors for a discussion regarding the most recent corporation law cases in Delaware and their impact on how deals are executed.

The panel will highlight cutting edge trends and developments bearing on a variety of issues faced by M&A lawyers such as deal process, deal protections, disclosure and appraisal rights, among others.

Stephen M. Bainbridge
William D. Warren Distinguished Professor of Law
UCLA School of Law
Eva Davis
Winston & Strawn LLP
Edward B. Micheletti
Skadden, Arps, Slate, Meagher & Flom LLP
Wilmington, DE
MODERATOR
Angel Gomez
Epstein Becker & Green, P.C.

Continuing Education Credits

ATTORNEYS. Minimum Continuing Legal Education (MCLE): USC Gould School of Law, a State Bar of California-approved MCLE provider, certifies that this activity qualifies for minimum continuing legal education credit in the amount of 7 hours of which 1 hour may apply to legal ethics credit. This event may or may not meet the requirements for continuing legal education in other states. Please check with the bar association or Supreme Court in the state in which you are seeking credit to determine if this event is eligible.

ACCOUNTANTS. Continuing Professional Education (CPE): This program meets the guidelines set by the California State Board of Accountancy in the amount of 6.5 hours.

e indicates the number of hours of MCLE legal ethics credit available for a particular session.
2:20 – 3:20 PM
TRANSACTIONAL TRACK SESSION 2B

Board of Directors and Corporate Governance Developments

This accomplished panel will discuss recent developments and best practices in corporate governance, including fiduciary duties, board composition and conduct of meetings, and how shareholder activism is changing the landscape.

Alexis Miller Buese
Sidley Austin LLP

Joni Lee Gaudes
Vice President, General Counsel
ASICS America Corporation

Andrew Shaxted
Senior Director, Data Privacy
FTI Consulting
Chicago, IL

MODERATOR

Stacey Olliff
Senior Vice President,
Business & Legal Affairs
Prodege, LLC

3:20 – 3:25 PM Passing Period

3:25 – 4:25 PM
BUSINESS CASES ON THE DOCKET OF THE UNITED STATES SUPREME COURT

The 2019 term of the Court includes cases involving employment discrimination, environmental laws, intellectual property rights, and arbitration, among others. Our panel of Supreme Court advocates will discuss recent decisions and cases still to be argued and decided that may affect your practice and your clients’ businesses.

Beth S. Brinkmann
Former Deputy Assistant Attorney General
U.S. Department of Justice, Civil Division
Covington & Burling LLP
Washington, D.C.

Scott L. Nelson
Attorney, Litigation Group
Public Citizen
Washington, D.C.

MODERATOR

Rebecca L. Brown
The Rader Family Trustee Chair in Law
USC Gould School of Law

4:25 – 4:40 PM Networking Dessert Break
4:40 – 5:40 PM  
**The General Counsel Perspective: What Keeps Us Up at Night**

Experienced general counsel will discuss current issues that they and their legal departments are grappling with and the potential big issues of tomorrow. The panelists will also discuss how they and their teams try to anticipate new trends and stay on top of changes in their companies, their industries and the laws and regulations that affect them.

- **Kris Agarwal**  
  General Counsel  
  Platinum Equity Advisors, LLC
- **Sam Fernandez**  
  Executive Vice President  
  General Counsel  
  Los Angeles Dodgers
- **Michael J. O'Sullivan**  
  General Counsel  
  Snap Inc.
- **Claudia Teran**  
  Executive Vice President  
  Corporate General Counsel  
  Fox Corp. and Fox Sports

**MODERATOR**  
Paul B. Salvaty  
Hogan Lovells US LLP

5:40 – 6:15 PM  
**A Conversation with California Supreme Court Justice Joshua P. Groban**

Justice Joshua Groban, in conversation with Mark Haddad, will address changes to and challenges facing the Supreme Court of our nation’s largest and most dynamic state.

- **Justice Joshua P. Groban**  
  California Supreme Court  
  San Francisco, CA
- **Mark E. Haddad**  
  Lecturer in Law  
  USC Gould School of Law

6:15 – 7:15 PM  
**Networking Cocktail Party**

Join Institute speakers and participants for a cocktail party hosted by JAMS.

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**upcoming USC Gould School of Law programs**

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January 27-29, 2020  
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**INTELLECTUAL PROPERTY**

March 17, 2020  
Fairmont Miramar Hotel & Bungalows – Santa Monica, California

**REAL ESTATE LAW AND BUSINESS**

April 2, 2020  
Jonathan Club – Los Angeles, California

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Institute tickets may be purchased as part of an Institute sponsorship or individually as indicated on the inside back cover of this brochure. Your all-day ticket or sponsorship fee includes the Institute program, breakfast and the breakfast session, the luncheon and keynote presentation, refreshment breaks, networking cocktail party, Institute app (an electronic guidebook to the Institute) and an electronic download of the Institute’s Syllabus.

LOCATION, PARKING AND HOTEL ACCOMMODATIONS
The Institute will be held at:

The California Club (courtesy of Club member Ian Campbell)
538 South Flower Street, Los Angeles, CA 90071
Website: www.californiaclub.org

Complimentary valet parking will be available at the Los Angeles Public Library garage (adjacent to the Club at 524 South Flower Street) with validation. Validations may be obtained at Will Call. Self-parking at the Library garage without validation costs $35. Parking will not be available at the Club garage.

For information regarding nearby hotel accommodations, please email us at cle@law.usc.edu or contact Wendy Wiley Willett at (213) 821-3579.

CHECK-IN AND BADGE PICK UP
Check-in begins at 8:00 AM. Badges will be held at Will Call, located inside the Great Hall on the first floor of the Club.

DRESS CODE
The dress code for the Institute is business attire. No jeans or athletic shoes are permitted at any time. Jackets and ties for gentlemen are required after 6:00 PM on the first floor of the Club.

SPECIAL REQUIREMENTS?
The Institute for Corporate Counsel welcomes the participation of individuals with special needs. If you require special accommodations, or a vegetarian/vegan/gluten free diet, or have any other questions, please contact the USC Gould Continuing Legal Education office at cle@law.usc.edu or call (213) 821-3580 for assistance.

SYLLABUS
An up-to-date reference volume prepared by our speakers will be distributed electronically to registrants prior to the Institute. The Syllabus may also be purchased after the Institute for $150. Visit www.gould.usc.edu/cle/icc for more information or to order.

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All registrations and purchases are final and non-refundable.
Registration Form

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WEDNESDAY, DECEMBER 4, 2019

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Wednesday, December 4, 2019

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Justice Joshua P. Groban
California Supreme Court

Phillip A. Washington
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