

NADC Virtual Annual Member Conference May 3-4, 2021

Registration and additional details can be found at
www.dealercounsel.com

CONFERENCE REGISTRATION

Join us for our virtual spring program which will offer innovative ideas and tackle the complex issues facing dealers and their counsel. Registration is available [here](#). The registration fee is \$299 per attendee and includes access to eleven sessions and archived video recordings of the sessions for 60 days, CLE credits (if approved), meeting materials, access to our virtual exhibitor hall, social networking opportunities and in-platform messaging opportunities.

Registration will be open until Friday, April 30th. If you wish to attend the day of, please email jpolo-sherk@dealercounsel.com.

Cancellation Policy: Cancellation(s) of the 2021 NADC Virtual Annual Member Conference can be accommodated by NADC up to Monday, April 16, 2021 less a \$25.00 processing fee. After April 16, we are not able to process refunds.

CLE Credit: We will be applying for CLE credit for all sessions. *Please check your individual state bar associations for guidelines regarding virtual CLE credits. Some jurisdictions may require the session be viewed live to obtain credit.*

CLE credit may be available for the 600 minutes (live) of educational program pending approval in your state (10 general credits for states that calculate 60 minutes per credit; 12 for states that use 50 minutes per credit). At this time, we have not submitted applications to any state.

Pennsylvania Attorneys: Please note that our virtual program will not get approved in Pennsylvania. The only avenue for PA attorneys to receive credit for an online program is for the course to be offered by an accredited distance learning provider. We are working on obtaining this accreditation and have submitted 2 out of 5 programs required for accreditation. If you have any questions regarding distance learning requirements in PA, we suggest you look on their website [here](#).

CLE credit will be applied towards the state or states entered on your online registration form. Contact Kira Forster at kforster@dealercounsel.com for more information.

HOW TO ATTEND OUR VIRTUAL MEETING

Approximately one to two weeks prior to start of the conference, you will receive further instructions with a link to log into the virtual conference (you must register first to receive this link). When you receive this link, hit 'Log In' and type the email address you used to pay for your registration.

We are using the Pathable platform which utilizes Zoom for web conferencing. To attend a virtual meeting on the Pathable platform, we strongly recommend using Google Chrome. Due to limitations within Zoom, attendees in Safari, Firefox, or other browsers may have to dial in via telephone in order to hear the meeting audio. Telephone dial-in numbers are provided once you join the broadcast.

Alternatively, if you have Zoom already downloaded, you will have an option to open the meeting within the Zoom program.

System Requirements for Attending a Pathable Powered Event: You'll be able to perform a system check to make sure your internet browser, and its configuration is compatible with the Pathable requirements. The check will be performed upon first event page load and can also be run at any time from the Account drop-down menu, after you have logged in. This platform is most compatible with Chrome.

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NADC Virtual Annual Member Conference

May 3-4, 2021



Conference Schedule

(all times listed are Eastern)

MONDAY, MAY 3

Pre-Recorded Video

Welcome and Opening Remarks

10:00 - 11:30 am

Session 1: NADA Update

Andrew Koblenz, *NADA*

Paul Metrey, *NADA*

During this session, NADA executives Andy Koblenz and Paul Metrey will highlight salient and breaking federal regulatory developments affecting auto dealers on a range of topics including the Presidential transition, the shift to EVs, federal COVID relief measures, Arizona DMS litigation, LIFO recapture, the assault on dealer participation and voluntary protection products, the proliferation of "All-In" APR legislation, the status of small business credit application and FTC Customer Information Safeguards rulemakings, and more.

11:30 am to 12:00 pm

Virtual Expo & Coffee Break

Monday Virtual Expo & Coffee Breaks sponsored by:



12:00 to 1:30 pm

Session 2: Top Legal Issues for Auto Dealers in 2021 and Beyond

Michael G. Charapp, *Charapp & Weiss, LLP*

Eric L. Chase, *Bressler, Amery & Ross, P.C.*

Eric Chase and Michael Charapp will discuss selected leading topics in the law for car dealers during 2021 and discuss them interactively with the members. A handout will be the Defender publication of Eric Chase's Top 25 article, published in January 2021. As in the past, the presentation may also include important developments arising in the first few months of 2021, so that the information is as current as possible.

1:30 to 2:00 pm

Virtual Expo & Coffee Break

2:00 to 3:00 pm

Session 3: Impact of COVID-19 on Valuations and Buy / Sell Transactions

Aaron Jacoby, *Arent Fox*

Erin Kerrigan, *Kerrigan Advisors*

Bob Morrison, *Rosenfield and Company, PLLC*

Kevin J. Nill, *Haig Partners*

Ken Rosenfield, *Rosenfield and Company, PLLC*

This will be a panel discussion on how COVID-19 has impacted the values and valuation of auto dealerships and buy/sell transactions.

3:00 to 3:30 pm

Virtual Expo & Coffee Break

3:30 to 4:30 pm

Session 4: Privacy Laws and In-Car Tech: Are They on a Collision Course?

Andrea Amico, *Privacy4Cars*

Eric Johnson, *Hudson Cook, LLP*

Are rapidly evolving in-car technologies and privacy laws on a collision course? While the impact of privacy laws is extensively discussed in dealer settings when it comes to "traditional" information systems (DMSs, emails, web, etc.), somehow the topic of Nonpublic Personal Information collected by the vehicles themselves is often left behind. This dealer "blind spot" can result in significant liabilities (to the tune of hundreds of dollars per day for every vehicle). How can dealers best prepare to reduce and mitigate their exposure? In this session we will:

1. Discuss a number of State privacy laws, primarily focusing on the California Consumer Privacy Act (CCPA) which has become a blueprint for a number of other State legislatures and proposed federal bills. We will address the definition of Nonpublic Personal Information, Covered Devices, the rights granted to consumers (and consequently, the duties dealers must be able to perform), what is happening at both the state and federal levels on the issue of consumer privacy, and other relevant laws, including record disposal laws and a new breed of cybersecurity laws.
2. Discuss what (and how much) information vehicles collect and clarify once for all: are vehicles "Covered Devices" and what data collected by vehicles is "Personal Information"? We will further compare how the protocols defined by law may - or may not - be met by vehicles, to identify the gaps dealers will have to manage.
3. Share the results of a statistical study performed at California and Massachusetts dealerships in 4Q 2020, and discuss the risk implications of current practices under privacy, data security, and UDAP laws.
4. Finally, we will highlight some options dealers may have when tackling the issue of Personal Information and data collected by vehicles, and offer some strategies to minimize exposure.

4:30 to 5:00 pm

Virtual Expo & Coffee Break

5:00 to 6:00 pm

Session 5A: Using Root Cause Analysis to Enhance Compliance

Jonathan Marks, *Baker Tilly US, LLP*

Root cause analysis is a tool to help identify not only what and how an event occurred, but also why it happened. This analysis is a key element of a fraud risk management program and is now a best practice or hallmark of an organization's compliance program. When able to determine why

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an event or failure occurred, it is then possible to recommend workable corrective measures that deter future fraud events of the type observed. It is important that those conducting the root cause analysis are thinking critically by asking the right questions (sometimes probing), applying the proper level of skepticism, and when appropriate examining the information (evidence) from multiple perspectives.

Session 5B: Ensure Your Client's Legacy: Navigating Family Dynamics

Dan Iosue, *The Rawls Group*

Eric Pridgen, *Underwood & Roberts, PLLC*

As a family-owned business, we understand first-hand how family dynamics influences daily business operations and decisions AND how the business impacts family interactions. Many of your clients experience similar dynamics but too often they are overlooked as just being "what it is." In fact, the dynamics at play within the family can create incredible dysfunction in the workplace as well as at home. Dysfunctional dynamics can devalue the family business, limit growth, and demoralize employees. In this session we will dive into how to overcome these challenges. We will answer the question of who is considered family in the business, we will identify what core expectations to set, and what governance policies are and how your clients can benefit from them.

TUESDAY, MAY 4

10:00 to 11:00 am

Session 6: Vendere Jure Cars Remotius* (*Legally Selling Cars Remotely)

Eric Johnson, *Hudson Cook, LLP*

Terry O'Loughlin, *Reynolds & Reynolds*

Chris Wager, *Mac Murray & Shuster*

This session will address a series of issues regarding remote commercial relations with dealer customers. It will include the following legal issues:

- Advertising Remotely
- TCPA
- FTC's Cooling-Off Rule
- State Home Solicitation Sales Laws (door-to-door)
- Off-Site Sales and Delivery Issues
- Red Flags Rule Requirements
- Dealer Agreement Issues
- Sunday Blue Laws
- Insurance Issues and Risks
- Other Considerations and Tips and Recommendations

11:00 to 11:30 am

Virtual Expo & Coffee Break

11:30 am to 12:30 pm

Session 7: The Disenfranchisement of Smaller Market Cadillac and Lincoln Dealers – Legality & Economics

Jim Appleton, *NJCAR*

Paul Norman, *Boardman & Clark LLP*

Joe Roesner, *The Fontana Group*

Ron Smith, *Stoll Keenon Ogden (Moderator)*

Donn Wray, *Stoll Keenon Ogden*

This program will be an examination of manufacturer programs which increase dealer invoice relative to vehicle MSRP and then replace all or part of that lost margin with conditional incentives. These incentive payments are conditioned on potentially costly elements, including significant margin if the dealer either builds a separate facility or substantially upgrades current facilities.

Actual case studies will be presented consisting of examination of three legal proceedings and more importantly the economic impacts of these programs on mid to small market dueling dealers. We have found that often times dealers do not realize the long-term value of an incremental franchise and the overall lifetime value of the customer relationship.

12:30 to 1:00 pm

Virtual Expo & Coffee Break

1:00 to 2:00 pm

Session 8: Vaccinations, Legislation and Adaptation: Dealership Workforce Guidance for a New Era

Katharine Batista, *Offit Kurman*

Ari Karen, *Offit Kurman*

In 2021, car dealerships will see not only a new administration and new legislation, and hopefully, the end to a pandemic, but also a new consumer. This means adapting business models and, importantly, your workforce. Ari Karen and Katharine Batista will discuss how to handle the COVID-19 vaccine as it's rolled out to average Americans, including whether you can mandate it, what excuses you must consider and how to treat employees who refused. Mr. Karen and Ms. Batista will also discuss integrating long-term teleworking into your workforce, modifying job positions to meet new consumer demands and how to anticipate and comply with the new laws we are likely to see from a Biden administration.

2:00 to 2:30 pm

Virtual Expo & Coffee Break

2:30 to 3:30 pm

Session 9: SBA Financing for Auto Dealerships

Connor Duncan, *Live Oak Bank*

Jason Lumpkin, *Live Oak Bank*

This presentation will focus on educating M&A and advisory professionals on how the SBA loan programs work, the benefits and features of the SBA loan products, and how they can be utilized to facilitate a dealership acquisition.

More than 93% of privately owned dealers were able to obtain a PPP and have now had recent positive experience with the SBA program. However, most dealers and their advisors are unfamiliar with the flagship SBA loan programs and how they can be utilized for M&A. With the SBA products dealers can obtain up to 90% financing on terms of between 10-25 years for the purchase of a franchise and associated real estate. With the average age of the dealer body increasing, and blue sky values at an all-time high – it has become increasingly difficult for sellers to perpetuate their store to the next generation and even more difficult for a first time dealer to buy a franchise. This product can be an excellent solution to the succession challenge facing dealers, and this presentation will focus on educating NADC attorneys on the nuisances of the program and products.

3:30 pm

Closing Remarks and Adjourn

4:00 pm

Networking