

# 2024 ANNUAL MEMBER CONFERENCE

April 14-16, 2024

Silverado Resort | Napa, CA

## REGISTER TODAY



## CONFERENCE REGISTRATION

The registration fee is **\$695 per attendee** and includes sessions and meal functions. To register, go to the “Upcoming Events” tab on the NADC website, [www.dealercounsel.com](http://www.dealercounsel.com), and look for “2024 NADC Annual Member Conference.” **Registration is open to NADC members only.** Payment may be made through the website using a credit card or by mailing NADC a check. Make check payable to NADC and send to:

NADC, 1800 M Street NW, Suite 400 South, Washington, DC 20036

Contact Jennifer Polo-Sherk ([jpolo-sherk@dealercounsel.com](mailto:jpolo-sherk@dealercounsel.com)) with registration questions.

## REGISTRATION CANCELLATION POLICY

Cancellation(s) of the 2024 NADC Annual Member Conference can be accommodated by NADC up to Friday, March 22, 2024 less a \$25.00 processing fee. After March 22, we are not able to process refunds.

## CLE CREDIT

CLE Credit may be available for up to 885 minutes (this includes the Dealer 101 and In-House Roundtable sessions) of educational program pending approval in your state (14.75 general credits for states that calculate 60 minutes per credit; 17.7 general credits for states that use 50 minutes per credit). We will submit CLE applications to states requested on our registration form and will confirm once we hear back.

Contact Jennifer Polo-Sherk at [jpolo-sherk@dealercounsel.com](mailto:jpolo-sherk@dealercounsel.com) for more information. **Please make sure to indicate on your online registration form what states you would like to receive CLE credit in.**

## TRAVEL PLANS

Our popular program, Dealer Counsel 101, will take place on Sunday, April 14 at 12:00pm. Please arrange your travel to join us. The fee to attend is \$75. Attendees may expect CLE credits for this session. Make sure to indicate if you are planning to attend on our registration form. A light lunch will be provided.

We hope you will also join us later in the day as we celebrate our 20th anniversary with music, cocktail, food and drinks at 6:00pm. The conference will conclude on Tuesday, April 16 at 1:15 pm. Currently, we only have hotel rooms available for our conference dates, Sunday and Monday.

## NEW MEMBER AND FIRST TIME ATTENDEE WELCOME RECEPTION—Sunday, April 14

New members and first-time conference attendees are invited to join the NADC Board of Directors at the new member welcome reception at 5:30pm. New members and first-time conference attendees will receive an invitation email after registering for the event.

## SUGGESTED DRESS

Dress attire for all conference events is business casual.

## WEATHER

Average High Temperature: 71°F (21.7°C)

Average Low Temperature: 49°F (9.4°C)

## TRANSPORTATION

The Silverado Resort is 55 miles away from the Oakland Airport, 61 miles away from the San Francisco International Airport, 70 miles away from the Sacramento International Airport and 45 miles away from the Sonoma County Airport. There are resort-wide shuttle services for your convenience while on property. However, the hotel does not offer transportation to the town of Napa or area airports. Rental cars are available at all airports. In addition, the hotel works with several shuttle services and can assist guests with a reservation by calling the Concierge team at 707-257-5436 or 707-257-5439.

Additionally, there is complimentary on-site automobile and motorcycle self-parking. The resort does not offer valet parking. Also note that the resort has electric vehicle charging stations located in the Main Lot by the Market and Bakery.

## HOTEL ADDRESS

Silverado Resort  
1600 Atlas Peak Road  
Napa, CA 94558

## HOTEL RESERVATIONS

The room block at the Silverado Resort in Napa, CA, closed on March 14, 2024.

## HOTEL CANCELLATION POLICY

First night deposit (Room, Tax and Resort Fee) will be charged at time of booking. No shows or guests who cancel a portion of their reservation within seven (7) days of arrival will be charged the full length of stay.

Name changes may be made to the room reservations no later than 72 hours prior to arrival. **Make sure to reserve your room by the cutoff date, March 14th, or before it sells out, whichever occurs first.**

**2024 NADC ANNUAL MEMBER CONFERENCE  
 CONFERENCE SCHEDULE**

**SUNDAY, APRIL 14**

**12:00 to 3:00 pm**

**Dealer 101 – Part I: Operational Compliance | Martini/Trefethen**

*Johnnie Brown, Pullin, Fowler, Flanagan, Brown & Poe, PLLC*

*Shari Patish, Hall Automotive*

(Light lunch served)

This program is an introduction to the dealership environment and the legal and regulatory issues dealership principals and managers are likely to encounter. It is designed for those attorneys relatively new to dealership operations and issues, or those more experienced attorneys who may be very knowledgeable about one legal area and wish to gain knowledge of other legal exposures faced by motor vehicle dealers. This session is part one of a three-part series for Dealer 101 and will focus on operational compliance for dealerships.

**3:00 to 5:00 pm**

**Board Meeting | Royal Oak**

**5:00 to 6:00 pm**

**Past President / Founders Reception (Invite Only) | Arbor**

Sponsored by:



**5:30 to 6:00 pm**

**New Member and First Time Attendee Reception | Fairway Deck**

**6:00 to 7:30 pm**

**Cocktail Reception | Fairway Deck**

Co-Sponsored by:



## MONDAY, APRIL 15

**7:00 am**                      **Registration | Mansion Lobby**

**7:00 to 8:00 am**            **General Breakfast | Fairway Deck**

Co-Sponsored by:



**7:00 to 8:00 am**            **Networking Breakfast for Women of NADC | Inside Terrace**

Co-Sponsored by:



**8:00 to 8:30 am**            **Opening Remarks | Silverado Ballroom**

**8:30 to 10:00 am**        **Session 1: NADA UPDATE | Silverado Ballroom**

*Daniel Ingber, NADA*

*Andrew Koblenz, NADA*

*Paul Metrey, NADA*

During this session, NADA Executives will highlight salient and breaking federal regulatory developments affecting dealers on a range of topics including electric vehicles, NADA’s challenge to the FTC’s Final Vehicle Shopping Rule, and other significant rulemakings, legislation, recent enforcement actions, and related compliance issues.

**10:00 to 10:30 am**        **Break | Fairway Deck**

Monday Refreshment Breaks

Co-Sponsored by:



**MONDAY, APRIL 15**

**10:30 am to 12:00 pm Session 2: Under the Hood Inspection of the FTC CARS Rule | Silverado Ballroom**

*Chris Cleveland, ComplyAuto*

*Andy Graff, ComplyAuto*

*Mark Sanborn, ComplyAuto*

The CARS Rule is the most impactful rule in FTC history for dealerships because of its scope and requirements. The FTC’s publication is more than 370 pages long and covers a range of mandates including advertising restrictions, sales process prohibitions, and record keeping requirements.

Attendees will be guided through a deep-dive into the finer points of the Rule and will leave the session knowing what they can do to help their dealer clients.

**12:00 to 1:30 pm Lunch | Mansion Gardens (Inclement Weather: Fairway Deck)**

Monday Lunch Co-Sponsored by:



**12:00 to 1:30 pm In-House Breakout Lunch | Vintner’s Court**

*Moderated by: Kyle Sipples, Leila Qutami*

(Lunch Provided)

**1:30 to 2:30 pm Session 3: Don’t be the Audit one out: triggers, compliance and legal considerations**

*Shay Potter, ArentFox Schiff*

*Daisy Sexton, ArentFox Schiff*

*Lewis Fisher, Moss Adams*

This session will focus on Warranty and Sales Audits, specifically how audits come about, how dealerships can make sure they’re prepared in case they get audited, the audit investigation process, potential outcomes of an audit, and the statutory landscape surrounding audits.

**2:30 to 2:45 pm Break | Fairway Deck**



## MONDAY, APRIL 15

2:45 to 3:45 pm

### **Session 4: Asset Purchase Agreements: The Caps and Traps of Indemnity Holdbacks | Silverado Ballroom**

*Alan Haig, Haig Partners*

*Monica Hoenshell, Calvert Law Group*

*Frank Killgore, Killgore Pearlman & Semanie, P.A.*

One of the fundamental questions to be addressed in the session is, "What is the real value of all the representations and warranties negotiated in the APA, and can the Buyer or Seller justify walking away from a deal based upon an impasse in establishing these terms, particularly when historically there are few, if any, claims brought under the indemnity provision".

The session will identify the underlying thoughts and rationale from both the Buyer's and the Seller's perspective that drive the negotiations in setting the caps and holdback. Presenters will identify the specific terms of representations and warranties, caps and "baskets" and escrowed holdback amounts they have successfully negotiated, and to have an open discussion on whether the negotiation of these terms causes delays in closing that do not justify the demand for them.

The "take-aways" from this Session will greatly benefit any attorney currently negotiating APAs. By the end of this Session, the goal will be for the practitioner to be able to better articulate and advise its client, whether it is the Buyer or the Seller, of the arguments surrounding the need, if any, for caps and holdbacks. In addition, the practitioner will have the ability to advise its client of the spectrum of what is considered reasonable caps and reasonable amounts to be held back in escrow in any given transaction, regardless of the dollar value of the deal.

3:45 to 4:00 pm

### **Break | Fairway Deck**

4:00 to 5:00 pm

### **Session 5: E-Titles and Interstate Vehicle Registration: Behold, The Last Session Before the Cocktail Reception**

*John Brueggeman, Vitu*

*Rob Cohen, Rob Cohen, PLC*

Securing vehicle titles quickly has been an elusive goal for dealers. As too many dealers have discovered, failure to secure titles timely can result in severe legal penalties. DMVs across the country have been painfully slow in adopting new technology to expedite title transfers and registrations. But, there is a technological glimmer of hope. Montana, West Virginia and a few other states have begun to offer e-titling. What exactly is e-titling and how does it differ from ELT (electronic lien and title) programs that have been around for decades? This session will answer that and many more questions related to how dealers from all states can take advantage of these new programs.

With almost all dealers now selling cars to residents in other states, this session will also discuss the challenges, both legally and logistically, related to registering vehicles across state lines. From taking steps to ensure proper perfection of security interests to sales tax collection, cross-border sales present unique compliance problems for dealers and their legal counsel.

5:00 to 6:30 pm

### **Cocktail Reception | Mansion Gardens (Inclement Weather Location: Fairway Deck)**

Sponsored by:



## TUESDAY, APRIL 16

- 7:00 am**                      **Registration | Mansion Lobby**
- 7:00 to 8:15 am**            **General Breakfast | Fairway Deck**
- 8:15 to 8:30 am**            **Opening Remarks | Silverado Ballroom**
- 8:30 to 9:30 am**            **Session 6: The Inside and Outside Look At Harassment Investigations | Silverado Ballroom**  
*Chris Hoffman, Fisher Phillips*  
*Zahira Díaz-Vázquez, Asbury Automotive Group*  
 How a dealership investigates a complaint of harassment can often be more significant than the alleged misconduct. This program focuses on not only best practices for the investigation itself, but other key considerations for both inside and outside counsel.
- 9:30 to 9:45 am**            **Break | Fairway Deck**
- 9:45 to 10:45 am**         **Session 7: Recent Trends in Automotive Litigation and Preventative Measures | Silverado Ballroom**  
*Jessica Gao, Cars.com*  
*Angelique Strong-Marks, Cars.com*  
 This session will focus on recent issues in automotive litigation that affect dealers from price transparency, data privacy, website compliance and copyright issues.
- 10:45 to 11:00 am**       **Break | Fairway Deck**
- 11:00 am to 12:30 pm** **Session 8: Your Clients Deserve Better Contracts | Silverado Ballroom**  
*Ken Adams, Adams Drafting*  
 Contracts allow the business world to function, but business contracts are a mess. One problem is that the prose tends to be wordy, archaic, based on addled conventional wisdom, and filled with redundancy, chaotic verb structures, and various kinds of confusion. That wastes time and money at every stage of the contract process and can lead to disruptive disputes. Another problem is that often, what contracts say isn't as relevant to the transaction as it should be.  
 Both problems are the result of how contract are drafted. To some extent, we all copy-and-paste from precedent contracts and templates of questionable quality and relevance.  
 What's necessary to fix contract language is a comprehensive set of guidelines for clear and concise contract language. We now have that, in the form of Ken Adams's book A Manual of Style for Contract Drafting. But we also need a way to make drafting clear, concise, and relevant contracts into a commodity process. That's something Ken is also working on, by creating highly customizable automated templates.  
 In this session, Ken will discuss how to make contracts clearer and more concise, and how, by making a fresh start, we can greatly improve contract templates.



## TUESDAY, APRIL 16

12:30 to 1:15 pm

**Session 9: Clicks v. Bricks: The Amazon / Hyundai Partnership | Silverado Ballroom**

*Lauren Bailey, NADA*

*Aaron Jacoby, ArentFox Schiff*

*Todd Milbury, NADA*

Join this session for a brief discussion on the partnership between Amazon and Hyundai and its implication for other brands and dealers.

1:15 pm

**Closing Remarks and Adjourn | Silverado Ballroom**

Boxed lunches provided in Fairway Deck

## ADDITIONAL SPONSORS:

**Wifi:**



**Conference Lanyards:**



**Conference Bags:**



**Conference Gifts:**



**USB Drives:**



## THANK YOU TO OUR 2024 NADC ANNUAL MEMBER CONFERENCE SPONSORS



## LOCAL ACTIVITIES

### CIA at Copia

Foodies and wannabe chefs won't want to miss heading to the CIA at Copia, the ultimate destination for wine, art, and food-related happenings and exhibits. Take a cooking class in the state-of-the-art teaching kitchen, explore the collection of specialty cookware at the Chuck Williams Culinary Arts Museum, or try their new cocktail bar, The Haven, where housemade bites and curated cocktails are sure to hit the spot.





## First Street Napa

For shopping, head to First Street Napa, the heart of shopping in downtown Napa, where you'll find a variety of boutiques offering the best in fashion, home décor, art, and gifts.





## Napa Valley Wine Train


Stationed in downtown Napa, the historic Napa Valley Wine Train provides a stylish way to tour around Napa Valley, where plush rail cars, elegant décor, and gourmet cuisine offer a glimpse of the glamorous days of train travel. Whether you stay on the train and enjoy the ride or opt for one of the half or full day tours with wine excursions, the Wine Train is a unique way to take in the beautiful scenery of Napa Valley.

NAPA VALLEY

# WINE TRAIN


EST. 1864

🔍




**Gourmet Express | Lunch**  
11:30am - 2:30pm | Multiple course gourmet meal

Book



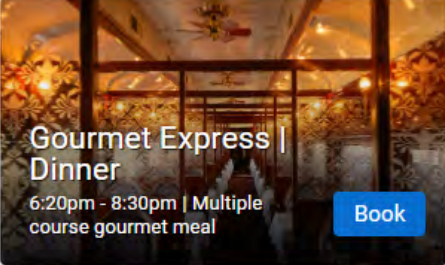
**Vista Dome | Lunch**  
11:30am - 2:30pm | Private table & multiple course gourmet meal

Book




**Legacy Experience | Full Day Winery Tastings**  
Ages 21+ | 10:15am - 4:30pm | 4-course Napa-style meal

Book




**Gourmet Express | Dinner**  
6:20pm - 8:30pm | Multiple course gourmet meal

Book




**Vista Dome | Dinner**  
6:20pm - 8:30pm | Private table & multiple course gourmet meal

Book




**Murder Mystery | Dinner**  
6:20pm - 8:30pm | Murder Mystery and Multiple course gourmet meal

Book




**Tasting on the Rails**  
Ages 21+ | 11:30am - 2:30pm | Includes 7-course gourmet meal paired with 7 wines

Book



**Grgich Hills Winery Tasting | Lunch**  
Ages 21+ | 11:30am - 2:30pm | Multiple course gourmet meal and Tasting at Grgich Hills

Book



**Afternoon Tea**  
11:30am - 2:30pm | Afternoon Tea x Chandon

Book

## POPULAR RESTAURANTS

### **Oxbow Public Market**

A gathering place for gourmet grub in Napa, Oxbow is where you can find everything from oysters and tacos to chocolates and cupcakes. In fact, there are over 20 merchants under one roof, providing endless ways to eat and drink yourself silly.

610 & 644 First Street

Napa, California, 94559

707.226.6529

### **Bounty Hunter Wine Bar & Smokin' BBQ**

In addition to pulled pork and beer can chicken featuring house-made rubs, Bounty Hunter has 40 wines available by the glass.

975 First Street

Napa, CA, 94559

707.226.3976

### **Angèle**

Famed Napa Valley restaurant, Angèle, is renowned for its upscale French country cuisine and quaint, romantic atmosphere since 2002. While wine is a natural choice as you dine on French fare, when your palate needs a break from the grape juice, you can't go wrong with one of Angèle's fantastic cocktails.

540 Main Street (at Fifth St.)

Napa, California, 94559

707.252.8115

