

Section of Public Contract Law  
321 North Clark Street  
Chicago, Illinois 60610-4714

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**DATED MATTER**

Register for the program and make your hotel reservations **today**. The Hilton Sedona will release our room block on **Friday, October 14!**

American Bar Association  
Section of Public Contract Law

# How Effective Is Your Compliance Program?



**A CLOSER LOOK AT  
HIGH-RISK AREAS**

**November 11, 2005**

**Hilton Sedona Resort & Spa**  
Sedona, Arizona

Never in modern times has business been subjected to the level of **risk** with **public contracting** that it faces today. The accelerating momentum of broadly-based requirements for contractor **self-governance** within an **ethical corporate culture** creates standards that few contractors can meet. At the same time, escalating levels of highly publicized **criminal and civil enforcement** actions are causing great concern in **boardrooms** and **executive offices**. This environment demands focused **attention to compliance** by contractors and their advisors.

Even before Sarbanes-Oxley and the recent amendments to the Organization Sentencing Guidelines, most contractors had implemented **internal controls**, usually **reactive** to legal liability or new legislation. But compliance programs born of reaction do not prepare an organization for the next compliance crisis. Organizations whose compliance programs are based on past problems are no better prepared to meet **future compliance issues** than is the readiness of an army trained and equipped for the last war. To meet the next compliance crisis, your compliance program must be based on a disciplined, **proactive analysis of risks**, and implementation of aggressive compliance measures to control and mitigate your risks.

This program assembles **experts** from government, corporations, and the private bar to **identify and analyze** the **best practices** for **mitigating the risks** of noncompliance by building internal controls and practices that will **prevent** and **detect** compliance failures and violations of law. Program elements include:

- How to assess the compliance **risks of the particular organization**.
- **Best practices** for structuring internal **controls** and **training** to match the key compliance risks identified.
- How **federal prosecutors** and **debarring officials** apply the key elements of the **Sentencing Guidelines** in their decision making.
- A **deeper** look at high-risk compliance issues.
- **Ethics in government contracting** will address developments in policy, legislation and decisional law, establishing an elevated expectation for ethical conduct within both **government** and **contractor** organizations.

Join us on November 10 from 6:00 p.m. to 7:30 p.m. for a meet and greet reception. Register today and network with other procurement professionals in beautiful Sedona on November 11 for this **“on the money,” practical program** designed to give the latest thinking on **structuring and sustaining your compliance program**.

## PROGRAM

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**Friday, November 11, 2005**

7:30 a.m. to 8:15 a.m.

### **Registration**

8:15 a.m. to 8:30 a.m.

### **Welcome and Introduction— Fall Program Co-Chairs**

#### **Richard J. Bednar**

Crowell & Moring LLP  
Washington, DC

#### **Anthony P. Underwood**

Director of Contracts  
Civil Space Systems  
Ball Aerospace & Technologies Corp.  
Boulder, CO

8:30 a.m. to 10:00 a.m.

### **Identifying High Compliance Risks—Compliance under the New Sentencing Guidelines**

- How to assess the compliance risks of a particular organization
- Developing a culture of compliance in a multi-national defense company
- Structuring internal controls and compliance training

#### **Richard J. Bednar**, *Panel Moderator*

Crowell & Moring LLP  
Washington, DC

#### **Carl Buzawa**

Vice President, Contracts & Legal  
Textron Systems Corporation  
Wilmington, MA

#### **Patrick J. Gnazzo**

Executive Vice President, Business Practices  
Computer Associates  
Islandia, NY

# PROGRAM

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## **John T. Jones, Jr.**

Senior Counsel  
General Dynamics, C4 Systems, Inc.  
Scottsdale, AZ

## **Lisa A. Kuca**

Director of Corporate Compliance  
Holland & Knight LLP  
McLean, VA

10:00 a.m. to 10:15 a.m.

## **Networking Break**

10:15 a.m. to 11:45 a.m.

## **Ethics in Government Contracting and Establishing and Sustaining an Effective Corporate Ethical Culture**

- Ethics developments in decisional law, statutes and regulations
- Contractor ethical practices and perceptions
- The meaning of “good faith and fair dealing”

## **Mary L. Walker**, *Panel Moderator*

General Counsel  
United States Air Force  
Washington, DC

## **Pat Harned**

President, Ethics Resource Center  
Washington, DC

## **W. Stanfield Johnson**

Crowell & Moring LLP  
Washington, DC

## **Maryanne R. Lavan**

Vice President, Ethics & Business Conduct  
Lockheed Martin Corporation  
Bethesda, MD

## **Gail Mason**

Senior Attorney  
Office of the General Counsel  
Department of Defense  
Arlington, VA

# PROGRAM

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12:00 noon to 1:30 p.m.

## **Luncheon**

Presiding:

## **Robert L. Schaefer**, *Chair*

Section of Public Contract Law  
Teledyne Technologies Incorporated  
Los Angeles, CA

Speaker:

To be announced

1:45 p.m. to 3:15 p.m.

## **How to Control Your Sarbanes-Oxley Audit Program and Meeting the Compliance Requirements of SOX**

- How to properly scope the audit objectives and activities without breaking the company budget
- How to develop an audit plan that meets statutory, regulatory and company requirements
- Dealing with SOX findings and issues in corporations requiring corrective actions

## **David C. Zucker**, *Panel Moderator*

Law Offices of David C. Zucker  
Santa Clarita, CA

## **Robert S. Metzger**

Gibson, Dunn & Crutcher LLP  
Los Angeles, CA

## **Joseph A. Barsalona**

PricewaterhouseCoopers LLP  
New York, NY

## **Eric Murray**

Chief Financial Officer  
National Steel and Shipbuilding Company  
San Diego, CA

## PROGRAM

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3:15 p.m. to 3:30 p.m.

### Networking Break

3:30 p.m. to 5:00 p.m.

### Identifying and Controlling Enterprise-Threatening Compliance Risks

- International Traffic in Arms Regulations compliance issues
- Corporate audit and compliance issues
- Army view on corporate compliance at operational levels

**Anthony P. Underwood**, *Panel Moderator*  
Director of Contracts  
Civil Space Systems  
Ball Aerospace & Technologies Corp.  
Boulder, CO

**Andrew Zirkelbach**  
Vice President, Empowered Official  
Ball Aerospace & Technologies Corp.  
Broomfield, CO

**Neil A. Gardner**  
Vice President, Audit and Compliance  
Orbital Science Corporation  
Chandler, AZ

**Connie S. Faulkner**  
Command Counsel  
U.S. Army Space & Missile Defense Command  
Colorado Springs, CO

5:30 p.m. to 7:30 p.m.

### Cocktail Reception

## SECTION COUNCIL MEETING

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On **Saturday, November 12, from 8:30 a.m. to 12:00 noon**, at the Hilton Sedona Resort & Spa, the Council of the Section of Public Contract Law will meet in **open** session to discuss issues of current importance to government contracts practitioners. All members and registrants for the Friday program are welcome.

**Please complete and return the Registration Application if you will attend the Saturday Council Meeting.**

## CLE CREDIT

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Accreditation has been requested for this program from every state (including CA and PA) with mandatory continuing legal education (MCLE) requirements for lawyers. Please be aware that each state has its own rules and regulations, including its own definition of "CLE". Attorneys seeking to obtain credit in Pennsylvania must pay fees directly to the PACLE. Please be prepared to remit payment to the PACLE (\$2 per credit hour or any portion thereof) after the program. Certificates of attendance will be available at the conclusion of the program for both attendees and speakers. If you have questions about the number of CLE credit hours granted by each state, you may call 800-285-2221 starting 2 to 3 weeks before the program.

## CANCELLATION POLICY

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The registration fee includes all scheduled coffee breaks, program luncheon, Thursday meet and greet reception, Friday cocktail reception and a bound manual of speakers' written presentations.

Requests for refund must be made in writing and received in the Section of Public Contract Law's office on or before November 4, 2005. **Refund requests received after October 25 will be reduced by a \$25 administrative fee.** Substitutions may be made at any time.

***If you complete a registration form and fax it to the Section office, the transaction is considered a firm commitment, and you will be expected to pay the registration fee even if circumstances prevent you from attending the conference.***

**NO refunds will be made after November 4, 2005.**

## HOTEL INFORMATION

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The Hilton Sedona Resort & Spa at 90 Ridge Trail is located 90 minutes north of Phoenix in spectacular Red Rock country, and two hours south of the breathtaking South Rim of the Grand Canyon, right in the heart of Arizona's national parks and monuments.

The full-service Hilton Spa offers exquisite pampering, massages, body wraps, and facials. Complimentary use of the fitness center includes cardiovascular machines, free weights, circuit training and aerobics. Outdoor facilities include tennis, volleyball, water aerobics and heated outdoor lap pool and spa.

The hotel is best accessed by rental car from Phoenix Sky Harbor International Airport. The 115-mile drive takes between 90 and 120 minutes. Shuttle service to the Hilton Sedona from Phoenix Airport is also available through Sedona Phoenix Shuttle. The cost for the 2½-hour ride is \$40 one way and \$75 round trip. Schedules and reservations can be obtained by calling Sedona Phoenix Shuttle directly at 928-282-2066.

A block of rooms has been reserved on a **priority basis for program speakers and registrants**. Room rates at the Hilton Sedona Resort & Spa are \$154, single/double, plus 6.33% tax per night. A limited number of rooms are available to government employees at the rate of \$55, single or double, per night. All guest rooms feature a gas fireplace, minibar, microwave, coffee maker, in-room safe, two-line telephone with data ports, iron/ironing board, hair dryer and private balcony/patio. All guestrooms and meeting rooms have high-speed Internet access with wireless access in public areas—lobby, pools and Grille at Shadow Rock restaurant.

You may reserve your accommodations by calling the hotel directly at 877-273-3762 or 928-284-4040, referring to the **ABA Section of Public Contract Law 2005 Fall Meeting**, and guaranteeing your reservation by credit card or deposit check. Rooms will be available for check-in after 4:00 p.m. with a check-out time of 12:00 noon. Early arrivals or late departures will be booked on an availability basis. **Individuals with guaranteed reservations must cancel their reservations by 48 hours prior on the scheduled day of arrival to avoid a one-night cancellation charge.**

**Make your reservations NOW. The hotel will release the room block on Friday, October 14, 2005 at 5:00 p.m. (CDT).**

## THINGS TO DO IN SEDONA

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Sedona is a land of timeless beauty surrounded by magnificent natural red rock sculptures and pristine national forests. There is more mountainous countryside in Sedona and Arizona than Switzerland. Sedona is located in the southern part of the largest stand of Ponderosa pines in the world. There are more national parks and national monuments in Arizona than any other state, and Sedona is centrally located near most of them.

Tuzigoot, Loy Butte, Palatki and Hononki, Montezuma Castle, and Montezuma Well are some of the nearby Indian ruins.

National and state parks include:

- Dead Horse State Park (Cottonwood)
- Fort Verde Historic Park (Camp Verde)
- Jerome State Historic Park (Jerome)
- Red Rock State Park (Sedona)
- Slide Rock State Park (Oak Creek Canyon)
- Grand Canyon National Park (Grand Canyon)
- Sunset Crater National Monument (beyond Flagstaff)
- Walnut Canyon National Monument (beyond Flagstaff)
- Wupatki National Monument (beyond Flagstaff)

The Hilton Resort features an award-winning 18-hole championship golf course, along with tennis and volleyball. Scenic horseback riding and hiking are nearby.

For those who prefer shopping, Prime Outlets with more than 30 brand-name stores are located one block away from the Resort. Tlaquepaque and Hillside Galleries provide an array of authentic Native American and Western artwork, unique shops and fine restaurants. Just steps away, Tequa Marketplace offers three restaurants and a Sedona Visitor's Center.

Any season is a wonderful time to visit Sedona to experience the area tours, shopping, Indian ruins, sports activities, and national and state parks. Further information about any of these activities is available by calling the Concierge Desk at the Hilton Sedona Resort and Spa at 928-284-6935.

## SPECIAL AIRLINE DISCOUNTS

Airfare discounts to ABA meetings are available through ABA Online Travel, Travelocity Business, the ABA's travel agency, or directly from the airlines. To access ABA Online Travel, go to [www.abanet.org/mtd/onlinetravel.html](http://www.abanet.org/mtd/onlinetravel.html).

At ABA Online Travel you will have automatic access to meeting airfare discounts, web fares and web book only airlines. Attendees can call Travelocity Business, toll-free, at 866-321-8403. If you are calling American Airlines directly at 800-433-1790, please reference Discount Code 17715; for US Airways, call 877-874-7687 and mention Discount Code 65163236.

## COMING ATTRACTIONS

### OCTOBER 20-21, 2005

#### 2nd Biannual Federal Drug Pricing Program: Veterans Health Care Act and Beyond

Key Bridge Marriott, Arlington, VA

### MARCH 2-4, 2006

#### 12th Annual Federal Procurement Institute and Open Midyear Council Meeting

Loews Annapolis Hotel, Annapolis, MD

### MAY 19-20, 2006

#### State and Local Procurement Symposium and Open Spring Council Meeting

Wyndham San Diego at Emerald Plaza,  
San Diego, CA

### AUGUST 4-7, 2006

#### Annual Educational Programs and Open Council Meeting

Hilton Hawaiian Village/Renaissance Ilikai Hotel,  
Honolulu, HI

### NOVEMBER 2-4, 2006

#### Fall Educational Program and Open Council Meeting

Hyatt Regency San Antonio, San Antonio, TX

### MARCH 1-3, 2007

#### 13th Annual Federal Procurement Institute and Open Midyear Council Meeting

Loews Annapolis Hotel, Annapolis, MD

## REGISTRATION APPLICATION

Send directly to:

**Marilyn M. Neforas, American Bar Association**  
**321 North Clark Street, Room 19033**  
**Chicago, Illinois 60610**  
**312-988-5596 — Fax: 312-988-6033**

**Register online at: <http://www.abanet.org/contract/admin/programs/fall2005.html>**

Please register the following person for the ABA Public Contract Law (PCL) Section program, **How Effective Is Your Compliance Program** on **Friday, November 11, 2005**, at the Hilton Sedona Resort & Spa in Sedona, Arizona.

**1 Registration Fee:**

- \$240 PCL Section Member or Associate
- \$195 Government Employee PCL Section Member
- \$215 Other Government Employee
- \$295 ABA Member, PCL Non-Member
- \$345 Non-ABA Member

**2 Please indicate which events below you will attend:**

- Free Thursday, November 10, Meet and Greet Reception
- Free Friday, November 11, Cocktail Reception
- Free Saturday, November 12, Council Meeting

**For reservations postmarked or faxed after  
November 4, 2005, and for walk-in registrants,  
add \$25 to each fee category.**

**3** Name \_\_\_\_\_  
(please print legibly or type)

ABA Member No. \_\_\_\_\_

Firm/Agency/Company \_\_\_\_\_

Address \_\_\_\_\_

City, State, Zip \_\_\_\_\_

Telephone Number \_\_\_\_\_

Fax Number \_\_\_\_\_

Email \_\_\_\_\_

**4**  Enclosed is my check, made payable to the **American Bar Association/PCL**, for \$\_\_\_\_\_.

Government purchase/training order enclosed.

Charge \$\_\_\_\_\_ to my Credit Card:

Visa  MasterCard  AmEx

Card Number: \_\_\_\_\_

Exp. Date: \_\_\_\_\_

Signature: \_\_\_\_\_

**5 Please note: Information provided on this registration form will be published in an attendee roster that will be distributed to meeting attendees.**

**Please do not list my name and contact information in the registration roster.**

**Please do not list my e-mail address in the registration roster.**

Please send me information on becoming a member or associate of the:

American Bar Association

Public Contract Law Section

I am an attorney

I am not an attorney