

Section of Public Contract Law  
321 North Clark Street  
Chicago, Illinois 60654-7598



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## **DATED MATTER**

Make your hotel reservations now.  
The Embassy Suites Hotel Napa Valley  
will release our room block on  
Thursday, October 23, 2008, at  
5:00 p.m. CST.

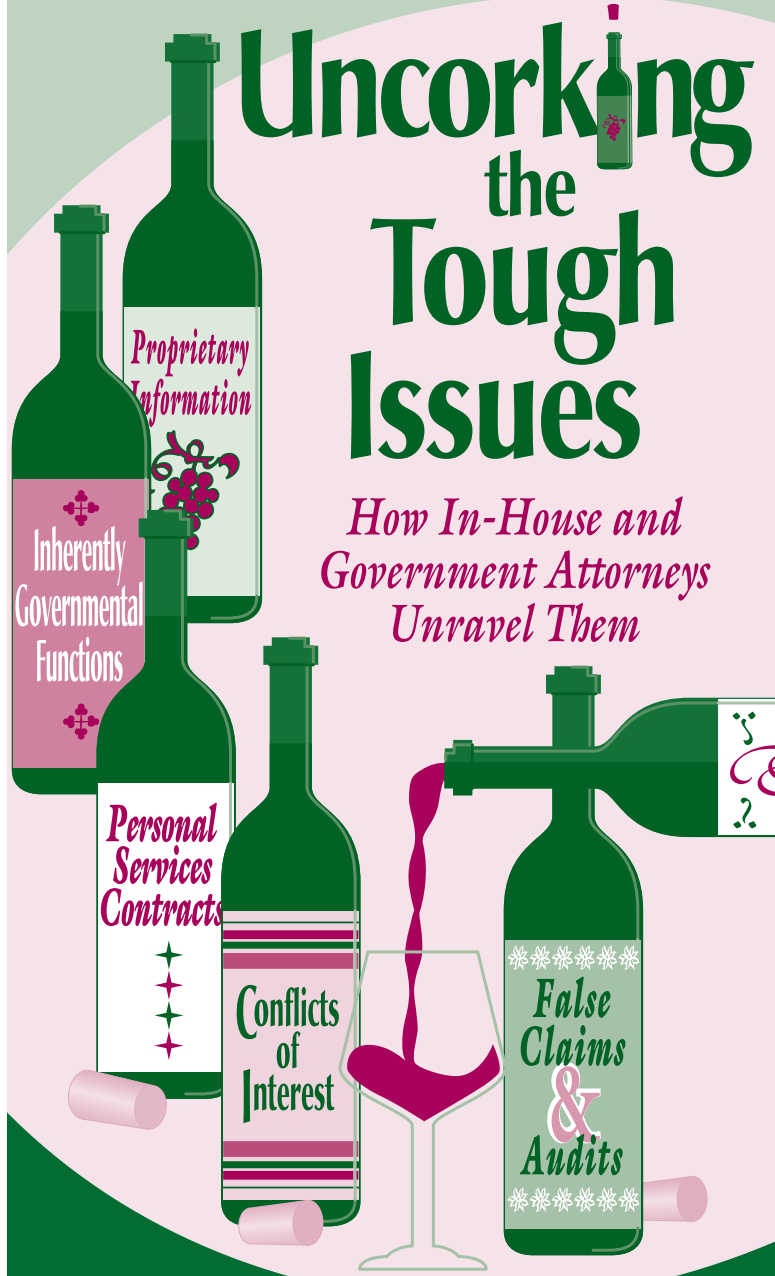


American Bar Association  
Section of Public Contract Law  
National Contract Management Association



# Uncorking the Tough Issues

*How In-House and  
Government Attorneys  
Unravel Them*



## November 14, 2008

*Embassy Suites Hotel Napa Valley*  
Napa, California

## PROGRAM OVERVIEW

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What are the **toughest procurement law issues** you face today? Will the **change in administration** affect them? How? Our **distinguished speakers** will spend the day addressing **the legal problems that keep them awake at night**, how they analyze those problems, and how they see the issues changing over the next four years.

- Who is really managing the acquisition system? The proposed **mandatory disclosure rule, impending changes to the False Claims Act, auditors and IG representatives** who attend negotiations with contractors—all call into question who's running the show. Can companies rely on contracts entered into by duly authorized officials, or **will law enforcement take over the contract administration function**?
- How much more abstruse can **organizational conflict of interest analysis** be? What are the new rules on **personal conflicts of interest** intended to accomplish, how effectively will they do that, and what will be the **consequences for compliance errors** or failures?
- **Personal services**—these **contracts are illegal** but the government keeps buying them anyway. Is the law out of date? Are the government's **winks and nods** justified or justifiable? Can the government buy what it needs within the rules? What **legal and regulatory changes** are needed or planned?
- **Mid-sized companies** face special challenges. How do in-house counsel for these companies ensure **adequate compliance**? How do they develop enough leverage to negotiate **adequate IP protection** when their customer is used to battling corporate behemoths? And how can they compete effectively under the rules **when the behemoths are on one side and the small businesses are on the other**?
- The rapidly-evolving **role of contractors**—how do you address the issues that arise when the **law and regulations are not in sync with practice**? Should **third-party liability** be different when the actor is a contractor's employee rather than the government's employee? **Will there ever be another voluntary disclosure** in a world of mandatory disclosure? Should **OCI burdens** be borne solely by contractors, or is there a role for the government, too?

Join your colleagues and **learned experts** from government, industry and private practice for a stimulating analysis of these tough procurement law issues and what they see as changes to them in the years ahead.

## PROGRAM SPONSORS

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The Section gratefully acknowledges the very generous support from the following Fall Program Sponsors:

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## OTHER PLANNED EVENTS

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### Thursday, November 13, 2008

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

#### **Enhancing the Wine Tasting Experience**

Before uncorking the “tough issues” on Friday, the Public Contract Law Section is excited to offer, on a space-available basis, a wine tasting and food pairing discussion focusing on enhancing the wine tasting experience. The tasting will be led by Al Hernandez, a food and wine writer, and one of the few Americans to have been admitted to the court of Master Sommeliers and awarded a Master of Wines certification.

Al will review the basics of wine tasting and then discuss how to enhance the tasting experience, including:

- “See, swirl, sniff, sip, and savor”
- How your glass affects what you taste
- Basics of pairing food and wine, and what foods to avoid when tasting

One “tough issue” in the world-renowned Napa Valley is which of the many outstanding wineries to visit in limited time. Some of the Valley’s gems are overlooked in favor of larger, more famous wineries. After Al reviews the basics of tasting, he will introduce you to some smaller producers or newer wineries that you may not know, who will pour their wines and be available to answer questions. We hope this introduction will inspire you to discover all Napa has to offer, and leave you “tenderized” for the Friday program to follow.

**The per person cost of \$40.00 includes the sampling of several different wines, light appetizers, and a souvenir Riedel glass.** The cost of the tasting is being partially defrayed by donations from *Diepenbrock Harrison* and *Rogers Joseph O’Donnell*. The seminar will wrap up early enough for you to continue your gustatory adventures with dinner at the various fine establishments within minutes of the hotel.

### Saturday, November 15, 2008

8:30 a.m. to 12:00 noon

#### **Section Council Meeting**

The Council of the Section of Public Contract Law will meet in **open** session where a number of action and informational items will open the window on legislation, regulatory and other substantive issues of current interest and importance to government contracts practitioners. All members and registrants for the Friday program are welcome.

## PROGRAM

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### Friday, November 14, 2008

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

#### **Registration**

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

#### **Welcome and Introduction**

**Rocco J. Maffei, Jr.**, *Program Co-Chair*  
Lockheed Martin  
Akron, OH

**Patricia H. Wittie**, *Program Co-Chair*  
Oldaker Belair & Wittie, LLP  
Washington, DC

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

#### **Champagne on a Beer Budget? The Government Perspective**

- Personal and organizational conflicts of interest
- Personal services—illegal but ubiquitous
- Proprietary material and trade secrets
- Inherently governmental functions
- Cost and price evaluation issues

**Brig. Gen. David G. Ehrhart**, *Moderator*  
United States Air Force  
Dayton, OH

**David Drabkin**  
Deputy Chief Acquisition Officer/Senior  
Procurement Advisor  
General Services Administration  
Washington, DC

**Michael R. Golden**  
Managing Associate General Counsel,  
Procurement Law  
Government Accountability Office  
Washington, DC

**Douglas P. Larsen**  
Deputy General Counsel, Acquisition & Logistics  
Department of Defense  
Washington, DC

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

#### **Networking Break**

# PROGRAM

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

## **Smaller Vineyards, Better Wine? The Mid-Size Corporate Perspective**

- Adequate compliance—a mid-sized problem
- Negotiating adequate IP protection
- Competing with small business set-asides
- When old legal rights meet new regulations and tight budgets

**Gail D. Zirkelbach**, *Moderator*

Jackson Kelly PLLC  
Denver, CO

**Dawn M. Call**

Vice President and General Counsel  
Management Training Corp. (MTC)  
Centerville, UT

**Lisa Glover-Gardin**

Senior Counsel  
Quantum Corp.  
San Jose, CA

**Robert F. Miller**

Vice President, General Counsel and  
Corporate Secretary  
Altra Inc.  
Los Angeles, CA

**Catherine E. Stallworth**

Associate General Counsel  
BMC Software, Inc.  
Houston, TX

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

## **Program Luncheon**

Presiding:

**Michael W. Mutek**, *Chair*

Section of Public Contract Law  
Raytheon Company  
Garland, TX

Luncheon Speaker:

Speaker to be announced

# PROGRAM

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

## **Grand Cru: Perspectives from Three Top Defense Contractors**

- Mandatory disclosure rules—how will they affect compliance?
- New pressures or old ones—false claims, audits, and their effect on management of the acquisition system
- Stretched too thin—a workforce coping with reduced resources

**Marcia G. Madsen**, *Moderator*

Mayer Brown LLP  
Washington, DC

**James B. Comey**

Senior Vice President and General Counsel  
Lockheed Martin Corporation  
Bethesda, MD

**W. Burks Terry**

Vice President and General Counsel  
Northrop Grumman Corporation  
Los Angeles, CA

**Paul W. “Whit” Cobb, Jr.**

Vice President and Deputy General Counsel  
BAE Systems, Inc.  
Rockville, MD

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

## **Networking Break**

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

## **No Whine Before Its Time: The Private Bar Responds**

- Increase in third party liability for contractors
- Compliance and ethics training programs
- The new compliance requirements and the impact of mandatory disclosure
- New developments in organizational conflicts of interest

**Kristen Ittig**, *Moderator*

Arnold & Porter LLP  
Washington, DC

**Scott Hommer**

Venable LLP  
Vienna, VA

## PROGRAM

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### **Tom McGovern**

Hogan & Hartson LLP  
Washington, DC

### **Rich Rector**

DLA Piper US LLP  
Washington, DC

### **Angela Styles**

Crowell & Moring LLP  
Washington, DC

5:00 p.m. to 7:00 p.m.

### **Section Reception**

## COMING ATTRACTIONS

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### **MARCH 5–7, 2009**

#### **15th Annual Federal Procurement Institute and Open Midyear Council Meeting**

LOEWS ANNAPOLIS HOTEL, ANNAPOLIS, MD

### **MAY 15–16, 2009**

#### **4th Annual State and Local Procurement Symposium and Open Spring Council Meeting**

HOTEL INTERCONTINENTAL, NEW ORLEANS, LA

### **JULY 31–AUGUST 3, 2009**

#### **Annual Educational Programs and Open Council Meeting**

INTERCONTINENTAL CHICAGO, CHICAGO, IL

### **NOVEMBER 13–14, 2009**

#### **Fall Educational Program and Open Council Meeting**

DISNEY'S CONTEMPORARY RESORT, LAKE BUENA VISTA, FL

### **MARCH 4–6, 2010**

#### **16th Annual Federal Procurement Institute and Open Midyear Council Meeting**

LOEWS ANNAPOLIS HOTEL, ANNAPOLIS, MD

### **MAY 14–15, 2010**

#### **5th Annual State and Local Procurement Symposium and Open Spring Council Meeting**

RENAISSANCE SEATTLE HOTEL, SEATTLE, WA

## CANCELLATION POLICY

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Requests for refund must be made in writing and received in the Section of Public Contract Law's office on or before November 7, 2008. **Refund requests received after October 21 will be reduced by a \$25.00 administrative fee.** Substitutions may be made at any time.

***A registration submitted online or by mail, fax, or PDF to the Section office is considered a firm commitment. If you do not cancel by the designated deadline date for refund, you will be expected to pay the registration fee even if circumstances prevent you from attending the program.***

**NO REFUNDS WILL BE MADE AFTER NOVEMBER 7, 2008.**

## 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.

## SPECIAL AIRLINE DISCOUNTS

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Discounted fares are available from ABA Orbitz For Business including ABA negotiated discounts on American and United Airlines. To book online, go to [www.abanet.org/travel](http://www.abanet.org/travel), click under the Orbitz For Business logo at the top of the page, then click on the appropriate link in the Self Paid Travel box. For assistance with online or offline reservations, call toll free 877-222-4185. If you are calling American Airlines directly at 800-433-1790, please reference Discount Code 19838. The toll-free number for United is 800-521-4041, Discount Code 578IG.

## HOTEL INFORMATION

The Embassy Suites Hotel Napa Valley is located at 1075 California Boulevard in the heart of Napa Valley wine country on the corner of First Street and California Boulevard. The Mediterranean-style, three-story building is within minutes of Napa Valley's world-renowned wineries, restaurants, spas and specialty shopping and blocks from COPIA: the American Center for Wine, Food & the Arts, and the Napa Valley Opera House—both accessible via the Downtown Trolley.

The hotel is best accessed by rental car from any of three airports: San Francisco, Oakland, or Sacramento. The approximate driving distance from each airport is 60, 52, and 65 miles, respectively. Shuttle service to Napa from San Francisco International and Oakland Airports is also available through Evans Airport Service. The cost is \$45.00 per person each way. Schedules and reservations can be obtained by calling Evans directly at 707-255-1559.

A block of rooms has been reserved on a **priority basis for program speakers and registrants**. Room rates at the Embassy Suites Hotel Napa Valley are \$169, single/double, plus 12.07% tax per night for a spacious suite, offering a separate living room with sofa bed and a private bedroom. Each suite contains a galley kitchen which includes a wet bar with microwave, refrigerator and coffeemaker. All suites are equipped with two remote control color televisions and a two-line telephone with voice mail and Internet access. Recreational services include access to an indoor pool, outdoor pool, whirlpool and sauna as well as a complimentary pass to a local health and fitness center. Guests enjoy a daily full cooked-to-order breakfast and nightly two-hour Manager's Reception. A limited number of rooms are available to government employees at the rate of \$129, single or double, per night. Proof of employment by a federal, state, or local government agency will be required at check-in to be entitled to this \$129 room rate.

You may reserve your accommodations by calling the hotel directly at 707-253-9540 or toll free at 800-362-2779, referring to the **ABA Section of Public Contract Law 2008 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 within 72 hours of the scheduled day of arrival to avoid a one-night cancellation charge.**

**Make your reservations NOW. The hotel will release the room block on Tuesday, October 23, 2008 at 5:00 p.m. (CST).**

## REGISTRATION APPLICATION

Send directly to:

**Marilyn M. Neforas, American Bar Association**  
**321 North Clark Street, M/S 19.1,**  
**Chicago, Illinois 60654**  
**312-988-5596 — Fax: 312-988-6033**  
**neforasm@staff.abanet.org**

Please register the following person for the *Public Contract Law (PCL) Section* program on **Uncorking the Tough Issues** on Friday, November 14, 2008, at the Embassy Suites Hotel Napa Valley, in Napa, California.

### 1 Registration Fee:

- \$240 Member/Associate of PCL Section or NCMA
- \$195 Government Employee of PCL Section or NCMA
- \$215 Other Government Employee
- \$295 ABA Member, PCL Non-Member
- \$350 Non-ABA Member

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

- \$40 Thursday, November 13, Wine Tasting, Registrant
- \$40 Thursday, November 13, Wine Tasting, Guest
- Free Friday, November 14, Cocktail Reception
- Free Saturday, November 15, Council Meeting

**For reservations postmarked or submitted electronically after November 7, 2008, and for walk-in registrants, add \$25 to each fee category.**

- 3 Name \_\_\_\_\_ (please print or type)  
ABA Member No. \_\_\_\_\_  
Firm/Agency/Company \_\_\_\_\_  
Address \_\_\_\_\_  
City, State, Zip \_\_\_\_\_  
Telephone Number \_\_\_\_\_  
Fax Number \_\_\_\_\_  
Email \_\_\_\_\_  
Name of guest \_\_\_\_\_

### 4 Payment Method:

- Enclosed is my check, made payable to the **American Bar Association/PCL**, for \$\_\_\_\_\_.
  - Government purchase/training order enclosed.
  - Charge \$\_\_\_\_\_ to my Credit Card:  
 AmEx  MasterCard  Visa
- Card Number: \_\_\_\_\_  
Exp. Date: \_\_\_\_\_  
Signature: \_\_\_\_\_

- 5  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