

Representing the Startup Venture 2019 – Part II

Basic Business Skills for Starting and Running a Successful Practice

Friday, November 22, 2019 | 9:00 a.m. – 4:30 p.m.

Convene | 810 Seventh Avenue | NYC

Program Agenda

8:30 a.m.	Registration
9:00 a.m. - 9:10 a.m.	Welcome and Introduction
9:10 a.m. – 10:25 a.m.	Financing the Startup Venture <ul style="list-style-type: none">• More on “Friends and Family Offerings”• Investors: Where to Find Them, How to Sell Them• Structuring Investments by “Angel” Investors• What Investors Look For <p>Cliff Ennico, Esq. Law Offices of Clifford R. Ennico Fairfield, CT</p> <p><i>(1.5 MCLE Credits in Areas of Professional Practice)</i></p>
10:25 a.m. – 10:50 a.m.	Crowdfunding, Coin Offerings and Other Cutting-Edge Financing Techniques for Startup Ventures <p>Cliff Ennico, Esq. Law Offices of Clifford R. Ennico Fairfield, CT</p> <p><i>(0.5 MCLE Credits in Areas of Professional Practice)</i></p>
10:50 a.m. – 11:00 a.m.	Break
11:00 a.m. – 11:50 a.m.	Employment Law Issues for Startup Businesses <ul style="list-style-type: none">• When Do You Hire Your First Employee?• “Everybody Here’s an Independent Contractor”• “At Will” Employment vs. Employment Agreement• Basics of Employment Taxes: FICA, FUTA, Medicare• Can You Restrict an Employee’s Activities on Social Media Platforms?• When Should You Consider an Option Plan?• The Right Way to Fire an Employee <p>Kerry C. Zaroogian, Esq. Outten & Golden, LLP New York City</p> <p>Bruce R. Millman, Esq. Littler Mendelsohn, P.C. New York City</p> <p><i>(1.0 MCLE Credits in Areas of Professional Practice)</i></p>
11:50 a.m. – 1:00 p.m.	Lunch (on your own)

1:00 p.m. – 2:15 p.m.

Selected Tax Issues affecting Start Up Ventures.

- Taxation of Crowdfunding, ICO's, SAFTS, Token Pre-Sales
- General comments on using partnerships as venture vehicles
- Tax treatment of Organization and Syndication costs
- Different approaches to allocating income in ventures
- Deferred Comp: True equity versus phantom equity
- Profits interests vs. capital interests
- The "Carried Interest": drafting and implementation
- The political landscape and the future of the "carried interest"
- Non-vested interests and the Section 83(b) election
- When a "sweat equity" player withdraws from the company: cashing out prior to the sale of the business (Section 736 A versus B payouts)

Thomas J. Riggs, Esq. CPA
Head Of Financial Services Tax | PKF O'Connor Davies | NYC

(1.5 MCLE Credits in Areas of Professional Practice)

2:15 p.m. – 3:05 p.m.

When Startups Cross National Boundaries: Tax Issues Involving Overseas Partners

- Structuring the US Operations of an Overseas Venture
- Taxation of Inflow and Outflow Payments to Founders and Investors
- Withholding of distributions and other payments
- Do Overseas Partners Need to File US Tax Returns?
- Co-ordinating foreign and domestic operations

Leo Parmegiani, CPA, MST
PKF O'Connor Davies, a division of O'Connor Davies, LLP | NYC

Cliff Ennico, Esq.
Law Offices of Clifford R. Ennico
Fairfield, CT

(1.0 MCLE Credits in Areas of Professional Practice)

3:05 p.m. – 3:10 p.m.

Break

3:10 p.m. – 3:40 p.m.

When Startups Cross National Boundaries: Immigration Issues Involving Overseas Partners

- Can foreign students in the U.S. on a student visa engage in entrepreneurial activities?

- Visas available for overseas partners [HB-1, E-1, E-2, O-1, L-1A & EB-5]
- The new Unlawful Presence triggering date for F/J/M visa holders
- The International Entrepreneur Rule, the RAISE Act and other recent developments in Congress

Peg Yang, Esq.
Law Offices of Peg Yang/Visa Human Capital
New York City

(0.5 MCLE Credits in Areas of Professional Practice)

3:40 p.m. – 4:30 p.m.

Ethical Considerations for the Lawyer Representing Startup Ventures

- What Business Lawyers Do
- Who (or What) exactly is the Client?
- Ethical Issues in Advising Startup Clients and Managing Business Transactions
- Representing Family Members, Business Partners and Other Multiple Clients
- Working for Chickens: Investing in Clients and Other Nontraditional Forms of Payment
- When Clients Cross State Lines: Doing Legal Work in Jurisdictions Other Than New York

Cliff Ennico, Esq.
Law Offices of Clifford R. Ennico
Fairfield, CT

(1.0 MCLE Credit in Ethics)

4:30 p.m.

Adjournment