

Legal Forum

May 5-7, 2024

The Scottsdale Resort & Spa, Scottsdale, AZ

SUNDAY, MAY 5th

3:00 – 4:00pm

BREAKOUT SESSIONS

- **Leasing 101- Can you Sell Your Paper? How Front End Negotiations Can Impact the Syndication of Your Transaction**

Join this very experienced group of inside and outside counsel as they take a unique approach to the commonly negotiated provisions of a Master Lease. The panel will first provide a basic primer on syndications in the equipment finance market. The panel will then delve into how certain Master Lease provisions that you negotiate with your Lessee, may negatively impact your ability to assign the transaction to an investor. There will be ample time for Q&A during and at the conclusion of this presentation. This presentation is geared to attorneys who are newer to the equipment finance practice or are looking for a refresher on this important topic.

DAVID MIELE

Chief Administrative Officer

Citizens Asset Finance, a division of Citizens Bank, N.A.

SHARI BACSARDI

Partner

Womble Bond Dickinson (US) LLP

GREGORY FAHERTY

Shareholder

Baker, Donelson, Bearman, Caldwell, Berkowitz, PC

4:00 – 4:15pm

BREAK

4:15 – 5:15pm

BREAKOUT SESSIONS

- **Everything But the Lease**

Learn about documents beyond the stand alone Lease Agreement or Master Lease Agreement and Schedule that are typical in equipment lease transactions. Gain a greater understanding of the appropriate ancillary documents to use depending on the transaction type/facts, market trends and issues to consider when the lessee or another party looks for exceptions or wants to negotiate ancillary documents.

BRIAN KESTENBAUM

Senior Vice President and General Counsel LEAF Commercial Capital Inc.

MICHAEL GALLO

Of Counsel

Padfield & Stout, LLP

RUTHANNE HAMMETT

Partner

Thompson Coburn LLP

BONNIE MICHAEL

Shareholder

Baker, Donelson, Bearman, Caldwell & Berkowitz PC

- **Won't Get Fooled Again: Challenges, Opportunities and Solutions In An Ever-Evolving Fraud Landscape**

With the advent of artificial intelligence and transformation to digital transactions, fraud schemes are ever-evolving within the equipment finance industry. This interactive session will identify the latest fraud trends, provide insight into the challenges faced by various-sized institutions and examine the emerging methods of fraud detection and prevention techniques. The Who ... and where ... are at this informative panel session that you won't want to miss.

JULIA GAVRILOV

Partner

Moritt Hock & Hamroff LLP

MATTHEW CLEAVES

Managing Counsel

Wells Fargo Equipment Finance

DEBBIE DEVASSY BABU

Shareholder
Darcy & Devassy PC

ZAHID KASSEM
Owner
Kassem Consulting

MONDAY, MAY 6th

8:00 – 9:30am

GENERAL SESSION - State of the Industry Report & Legal Update Part 1

Welcoming Remarks

MOLLY SIMON
Senior Legal Counsel
DLL

Presentation of Edward A. Groobert Award for Legal Excellence, 2024

ELFA Update & Top 10 Trends

LEIGH LYTLE
President and CEO
Equipment Leasing and Finance Association

Legal Update Part 1

A timely and lively discussion of recent case law and statutory developments covering bankruptcy, creditor litigation, and the Corporate Transparency Act.

BARBARA GOODSTEIN
Partner
Mayer Brown LLP

ALEX DARCY
Shareholder
Darcy Devassy PC

JULIA GAVRILOV
Partner
Moritt Hock & Hamroff LLP

LAWRENCE HOLMES
Partner
Offit Kurman LLP

9:30 – 9:45am

BREAK

9:45 – 10:45am

BREAKOUT SESSIONS

- **Codebreakers: Decoding the Matrix of UCC Article 2A and Article 9**

Embark on a Matrix-inspired journey as we unravel the mysteries of Article 2A and Article 9 of the UCC - a code that surrounds us, shaping the legal landscape just like the Matrix surrounds our world. In this introductory and interactive session, we will guide you through the realms of UCC Article 2A and Article 9. Beginning with UCC Article 2A, we will navigate through terminology, examine lease qualification, and discuss the complexities of finance leases. With UCC Article 9, we will demystify key terms, decode the attachment process, explore the methods of perfection and review priority rules. Our discussion will also extend to the impact of bankruptcy filings on both leases and secured transactions.

MOLLY SIMON
Senior Legal Counsel
DLL

LISA PETERS
Partner
Kutak Rock LLP

DIONA ROGERS
Partner
Thompson Coburn, LLP

- **AI-EF 101: All of the tech-savvy lawyering stuff that EF lawyers should know (or at least be considering) right NOW**

Panelists will discuss a myriad of AI-related topics that should be of particular interest to in-house and outside equipment finance lawyers, including, among other things:

- What “AI” really is, including its current and potential capabilities and functionalities.
- Some AI legal issues that our EF clients should be made aware of when incorporating AI tools into their business processes.

- Tech-savvy lawyering, including the various AI-generated lawyering tools that are available to EF lawyers.

EDWARD GROSS

Shareholder

Vedder Price P.C.

HARMONY OSWALD

Founder & CEO

lucy technologies

MICHAEL BABB

General Counsel

Equify Financial LLC

- **Navigating the Nuances: Considerations for Using Commercial Agreements with Municipal Customers**

Join us for an engaging and informative session exploring some of the differences between commercial and municipal finance documents. Our expert panel will conduct a comprehensive analysis of key distinctions, offering valuable practice tips specifically tailored for equipment lessors in the municipal leasing arena. Issues covered in this session include non-appropriation clauses, default and remedies, indemnification, choice of law, validity opinions, state-specific requirements, collectively bargained agreements, and more. Seize this opportunity to enhance your understanding and practical skills in the dynamic field of municipal equipment leasing!

BENJAMIN HALL

Vice President, Senior Corporate Counsel

U.S. Bank

ANDREW ROMSHEK

Partner

Kutak Rock LLP

SHAYNE VANDER ESCH

Counsel

Wells Fargo Bank, N.A.

10:45 – 11:00am

BREAK

11:00 – Noon

BREAKOUT SESSIONS

- **Advanced UCC – Recent Developments**

A lively discussion about how to manage transitioning to the new UCC under the 2022 Amendments and of recent interesting cases.

BARBARA GOODSTEIN

Partner

Mayer Brown LLP

EDWARD GROSS

Shareholder

Vedder Price P.C.

BRADLEY NIELSEN

Partner

Kutak Rock LLP

DIONA ROGERS

Partner

Thompson Coburn LLP

- **Energy Equipment/Climate Finance**

This session will cover eVehicles and charging stations, energy as a service, and the ELFF Energy Transition/Climate Finance study.

STEPHEN WHELAN

Partner

Blank Rome LLP

SCOTT ADAMS

VP Legal & Compliance, North America

Volvo Financial Services

RAFAEL CASTILLO-TRIANA

CEO, Latin American Region

The Alta Group LLC

1:00 – 2:00 pm

BREAKOUT SESSIONS

- **Dodd-Frank Section 1071 – Discussing Latest Updates, Timing, and Compliance Strategies**

This session focuses on the current status of federal court litigation impacting the implementation of Dodd-Frank 1071's data collection rules, a pending Supreme Court case that could upend the financial regulatory powers of the CFPB, and how the injunction ordered by

the Texas federal district court is impacting compliance timelines.

ANDY FISHBURN

VP, Federal Government Relations
ELFA

BRADLEY SALYER

Associate General Counsel
U.S. Bank

OWEN BABCOCK

Associate
Padfield & Stout, LLP

- **Bankruptcy 101**

Bankruptcy 101 is a fun and informative session exploring how the bankruptcy process affects equipment lessors and secured and unsecured lenders. By the end of this presentation, the audience will have taken a journey through both bankruptcy liquidation and reorganization and leave with a basic understanding of bankruptcy terminology and concepts.

ARLENE GELMAN

Shareholder
Vedder Price P.C.

DEBRA DEVASSY BABU

Shareholder
Darcy & Devassy PC

KENNETH PETERS

Partner
Dressler & Peters, LLC

DEBORAH RUBIN

Senior Counsel
Taft Law

- **Hot Topics & Trends in Leasing Transactions**

This session will discuss the hot topics and trends in leasing transactions that you need to know, such as auto commencement, deemed acceptance, staggered/late equip deliveries, practical issues relating to “equal access”/“anti-boycott” laws, importance of having original chattel paper, embedded terms, embedded changes, commonly seen template deficiencies, secretary’s certificates for signer authority,

practical/operational UCC issues, etc. The session will include ample time for questions and discussions with the attendees.

DOMINIC LIBERATORE

Deputy General Counsel
DLL

DEREK MARKS

Counsel
Alston & Bird LLP

RYAN THOMPSON

Senior Counsel
PNC Bank, National Association

2:00pm - 2:15

BREAK

2:15 – 3:15pm

BREAKOUT SESSIONS

- **Advanced Bankruptcy Topics**

This session includes discussions about enforcing Article 9 rights in bankruptcy, 1111(b) elections in both traditional and Subchapter V chapter 11 cases, and an interview with a Subchapter V Trustee. Prior ELFA Legal Forums have discussed the basics of Subchapter Vs and how they differ from traditional Chapter 11 cases, but four years after implementation of the statute, we are finally starting to see meaningful case law, real world fact patterns and differing applications of the statute. Come to this session with your list of questions for the portion of the program we are calling, “Ask a real Subchapter V Trustee!”

BRITTANY OGDEN

Attorney, Partner
Quarles & Brady LLP

JENNIFER CRASTZ

Partner
Hemar, Rousso & Heald, LLP

TED BURR

Managing Director
Mac Restructuring Advisors, LLC

- **State Disclosure Laws — What Have We Learned After More Than a Year of Compliance? (And What’s Next?)**

State financial disclosure laws continue to spread across the nation. There are now a total of 16 states that have either passed legislation or have legislation in progress. This panel will discuss how finance companies are navigating compliance in various states and how in-house counsel is approaching issues that have arisen now that some disclosure laws (California) have been in effect for over a year — including disclosing broker fees, blind discounting and assignment of transactions to exempt entities (i.e. banks). Additionally, Scott Riehl, ELFA’s VP of State Government Relations, will provide an update on the latest developments in each state, ELFA’s ongoing efforts to successfully exempt many industry transactions and the progress of the ULC’s Commercial Financing Disclosure Study and Drafting Committee.

ROBERT HORNBY

Member of the Firm

Chiesa Shahinian & Giantomasi PC

SCOTT CHAIT

Director, Counsel

Sumitomo Mitsui Banking Corporation

SCOTT RIEHL

Vice President of State Government Relations

ELFA

SETH YOUNT

Vice President, Legal and Compliance

Amur Equipment Finance

ERIC GAZIN

General Counsel

Verdant Commercial Capital LLC

- **Mindfulness in the Law**

This presentation will discuss mindfulness: what it is, what the benefits are, and ways to foster it within both your daily activities and the practice of law. Professor Noreuil, an award-winning Clinical Professor of Law at the Sandra Day O'Connor College of Law at Arizona State University who has authored five books and numerous articles on the intersection of mindfulness, neuroscience, and learning theory, will also discuss the ways in which mindfulness can enhance emotional intelligence and cognitive

reframing, making us more effective (and happier) lawyers.

CHAD NOREUIL

Clinical Professor of Law

Sandra Day O'Connor College of Law, Arizona State University

3:15 – 3:30pm

BREAK

3:30 – 4:30pm

BREAKOUT SESSIONS

- **What Is Up With California Anyway? A Discussion of California Laws Plaguing the Equipment Leasing and Finance Industry**

Does your company do business in California? Is your company considering entering or leaving the California market? Do you practice law in California or have clients who do business in California? If your answer is yes to any of these questions, this session is right for you. This session is preceded by the State Disclosure Laws session surveying the entire country. As a result of feedback from our members, we have decided to also provide a state-specific session to drill down on California regulations, laws and other particularities that affect the conduct of financing, litigation and enforcement of creditors' rights in the Golden State.

MARSHALL GOLDBERG

Partner

Glass & Goldberg, A Law Corporation

KEN ITO

Attorney

Hemar, Rouso & Heald, LLP

JENNIFER NG

General Counsel

Eastern Funding LLC

4:30 – 4:45pm

BREAK

4:45 – 5:45pm

General Session

It's All Legal! Trivia Game with Drinks

Led by Mr. Brian Kestenbaum, the "It's All Legal!" trivia game features a diverse range of questions with a playful connection to legal topics. Get ready for two engaging rounds of in-person competition alongside your ELFA Legal Forum companions. Prizes, along with the coveted bragging rights, await the top three participants. **BACK BY POPULAR DEMAND THIS YEAR:** Alcoholic refreshments will be available for all contestants during the game.

IMPORTANT NOTE: To participate in the game, please bring with you a **PERSONAL ELECTRONIC DEVICE** (e.g., your cell phone) to the session. We will be using the Kahoot! Platform to play.

MOLLY SIMON

Senior Legal Counsel
DLL

BRIAN KESTENBAUM

Senior Vice President and General Counsel
LEAF Commercial Capital Inc.

EILEEN BROWN

Partner
Thompson Coburn LLP

TUESDAY, MAY 7th

8:00 – 9:00am

General Session - Legal Update Part 2

A timely discussion of recent case law and statutory developments covering bankruptcy, creditor litigation, the Uniform Commercial Code, and the Uniform Special Deposits Act.

ARLENE GELMAN

Shareholder
Vedder Price P.C.

ROBERT COHEN

Partner
Moritt Hock & Hamroff LLP

BENJAMIN COURT

Partner
Stinson LLP

BARBARA GOODSTEIN

Partner
Mayer Brown LLP

9:00 – 9:15am

BREAK

9:15- 10:15am

BREAKOUT SESSIONS

- **Capital Markets & Syndications Hot Topics**

The Capital Markets & Syndications panel presentation will cover several timely topics facing practitioners in the space, including a summary of the distinctions between electronic signatures and electronic chattel paper, a practical discussion regarding implementation of an electronic vault for storing electronic chattel paper, a sampling of representations and warranties that could be added or refreshed in assignment or purchase agreements, and a discussion regarding the best practices for due diligence and representations and warranties for buyers of transactions requiring a commercial finance disclosure to be provided by the originator.

DANIEL DVORAK

Chief Legal Counsel
Choice Financial Group

DAVID MIELE

Chief Administrative Officer
Citizens Asset Finance, a division of Citizens Bank, N.A.

ANDREA NICOTERA

Assistant General Counsel
U.S. Bank

JILL DAVIDSON

Partner
Womble Bond Dickinson

- **DE&I**

Come chat with Scott Thacker, an industry leader and CEO Consulting Corporation and two powerhouse in-house counsel paving the DEI way about how legal can help leverage DEI to foster organizational culture and drive value in an organization. This collaborative discussion will highlight how legal can drive DEI and will focus on providing tools to counsel.

CARLA POTTER

Lawyer

Cassels Brock & Blackwell LLP

Offit Kurman PC

LISA FLEISCHER

Chief Legal Officer

DLL

JENNIFER NG

General Counsel

Eastern Funding LLC

SCOTT THACKER

Chief Executive Officer

Ivory Consulting Corporation

- **What's Insurance? - Insurance for Non-Insurance Lawyers**

MICHAEL GILL

Partner

Mayer Brown LLP

SCOTT ADAMS

VP Legal & Compliance, North America

Volvo Financial Services

JEAN-PAUL PERRAULT

Member

McGlinchey Stafford PLLC

10:15 – 10:30am

BREAK

10:30am – 11:30am

General Session

Ethics Issues for Equipment Finance Lawyers

How should lawyers navigate demanding clients, creative strategies and ethical obligations unique to our profession? Join this session that will cover contemporary examples and cases involving these topics.

VINCE BORST

Partner

Latimer LeVay Fyock LLC

SCOTT ADAMS

VP Legal & Compliance, North America

Volvo Financial Services

LAWRENCE HOLMES

Principal Attorney