

2024 NADC FALL CONFERENCE

October 13-15, 2024

The Grand Hyatt Nashville | Nashville, TN

Register Now!

Hotel Deadline is Sunday, September 15, 2024



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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, and look for “2024 NADC Fall 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) with registration questions.

CANCELLATION POLICY

Cancellation(s) of the 2024 NADC Fall Conference can be accommodated by NADC up to Friday, September 20, 2024, less a \$25.00 processing fee. After September 20, we are not able to process refunds.

CLE CREDIT

The program may offer up to 780 minutes of educational content, including Dealer 101 and the In-House Roundtable, pending approval in your state. This equates to 13 general credits in states that use a 60-minute credit hour and 15.6 general credits in states that use a 50-minute credit hour. When registering, please specify the states in which you wish to receive CLE credits.

TRAVEL PLANS

Please join us for our opening cocktail reception at 6:00 pm on Sunday, October 13. The conference will conclude on Tuesday, October 15 at 12:00 pm. Only a select number of rooms are available before and after the meeting dates. Please make your reservations today to secure additional dates if available.

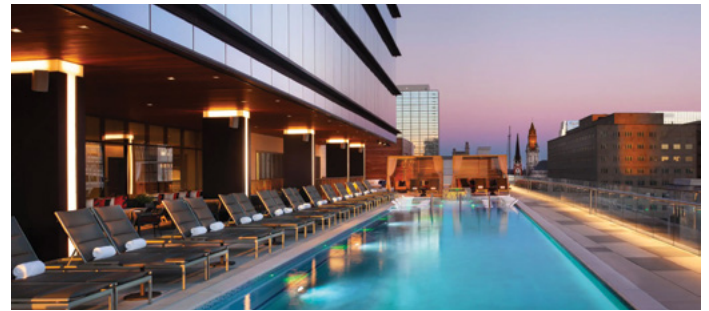
NEW MEMBER AND FIRST-TIME ATTENDEE WELCOME RECEPTION

New members and first-time conference attendees are invited to join the NADC Board of Directors at welcome reception immediately prior to the conference opening cocktail reception on Sunday, October 13. New members and first-time conference attendees will receive an invitation email after registering for the event.

HOTEL RESERVATIONS

Make sure to reserve your room before our room block sells out or before the cutoff date, September 15, 2024 (whichever occurs first). You may make your reservations [online](#) or by calling the Central Reservations Office at (888) 591-1234. See more details below. Note that there are a limited number of rooms for Friday, Saturday, and Tuesday at our member rate.

All reservation requests require a credit card. If you want to cancel your reservation without incurring a fee equivalent to one night's stay, you need to do so at least 48 hours before 11:59 PM local time on the day you are scheduled to check in.



HOTEL ADDRESS

The Grand Hyatt Nashville
1000 Broadway
Nashville, TN 37203

HOTEL CANCELLATION POLICY

48 hours before 11:59 PM local time on the day you are scheduled to check in, to avoid night fee.

WEATHER

Average High Temperature: 72°F
Average Low Temperature: 49°F

TRANSPORTATION

Depending on traffic and weather, the Nashville International Airport (BNA) is approximately 15 to 20 minutes away. John C. Tune Airport (JWN), is approximately 15 to 25 minutes away.

SUGGESTED DRESS

Dress for all conference events is business casual.

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CONFERENCE SCHEDULE

*Schedule subject to change

SUNDAY, OCTOBER 13

2:00 - 5:00 PM

Dealer 101: Employment

Johnnie Brown, *Pullin, Fowler, Flanagan, Brown & Poe, PLLC*
Shari Patish, *MileOne Autogroup*

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 two of a three-part series for Dealer 101 and will focus on employment matters for dealerships.

3:00 - 5:00 PM

Board Meeting

5:30 PM

New Member and First Time Attendee Reception

6:00 - 7:30 PM

Reception

Exclusively Sponsored by:



MONDAY, OCTOBER 14

7:00 AM

Registration

7:00 - 8:00 AM

General Breakfast

Monday General Breakfast Co-Sponsored by:



7:00 - 8:00 AM

Networking Breakfast for Women of NADC

8:00 - 8:30 AM

Opening Remarks

8:30 - 10:00 AM

Session 1: NADA Update

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 NADA's challenges to and education on the FTC Vehicle Shopping Rule; the FTC Noncompete Rule; EV policy developments; federal legislation on right to repair, privacy, and catalytic converters; a new study on the Cost of Distribution in auto retailing; recent enforcement actions and related compliance issues; and more.

10:00 - 10:15 AM

Break

Monday Refreshments Co-Sponsored by:



Holland & Knight

10:15 - 11:15 AM

Session 2: Buy-Sells and the Post-Closing Perils

Barrett Beaty, *Charapp & Weiss, LLP*
Frank Killgore, *Kilgore Pearlman, P.A.*
Gabe Robleto, *Kerrigan Advisors*
Brad Weiss, *Charapp & Weiss, LLP*

This panel will discuss the perils that may occur post-closing. They will cover what to do during negotiations and internal processes to protect the buyers and the sellers during the purchase process and after. The perils to be discussed include but are not limited to employment benefits, VPPs, DMS, 401Ks, COBRA, and the WARN Act.

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11:15 AM - 12:15 PM

Session 3: Essentials of Dealer-Owned Warranty Companies (DOWCs)

Edvie Castro, *DOWC*
Andrew Weill, *Weill & Mazer*

Dealers are increasingly using or contemplating the latest evolution in F&I dealer participation programs, dealer-owned warranty companies (“DOWCs”). These involve forming a state-licensed entity owned by the dealer or affiliates as the actual obligor on F&I products. This technique has numerous features that are often a better match for individual dealer goals than other alternatives and can achieve wealth goals more effectively than other tools. Your dealer clients are likely to seek guidance from dealer counsel as they consider these programs. This presentation will introduce the basic legal basics involved in DOWCs: formation, licensing, compliance issues, tax, ownership. There will be a particular focus on the important roles that dealer counsel can play in advising the dealer in the evaluation of the option and operational issues. Unlike reinsurance companies, the DOWCs are state-licensed and it is important that the dealer’s local counsel have a basic understanding of this area. The presenters will candidly discuss situations where the DOWC is not the most suitable option; this is not a sales pitch.

12:15 - 1:45 PM

Lunch

Co-Sponsored by:



12:15 - 1:45 PM

In-House Roundtable Lunch

Moderated by: Kyle Sipples, *Autosaver Group*
Kate Uding, *Luther Landers Automotive Group*

1:45 - 2:45 PM

Session 4: Navigating the Digital Dealership: Website Compliance Essentials and Common Pitfalls

Andrea Gumushian, *ArentFox Schiff*
Lisa Singer, *ArentFox Schiff*
Veronique Tu, *ArentFox Schiff*

This session will cover website compliance and common pitfalls relating to:

- Advertising: Clear and conspicuous disclosures, dealer fees, rebates and the FTC CARS Rule.

- Fair Credit Reporting Act/GLBA: Online credit applications, disclosures, consents, soft and hard credit pulls, and Safeguards Rule breach notification requirement
- Privacy: Overview of state and federal privacy requirements; disclosures and consents when collecting, selling or sharing personal data; use of website tracking technologies (e.g., cookies, web beacons, and pixels); and opt-out requirements.

2:45 - 3:15 PM

Break

3:15 - 4:15 PM

Session 5: Contract Terms and Provisions for Construction Projects

Rocco Cafaro, *Hill Ward Henderson*
Maggie Finnegan, *CarMax*

Auto Dealerships are frequently involved in construction contracting – whether building new dealerships or updating existing facilities. Construction contracts must be reviewed carefully to identify and limit risks and prioritize objectives that are important to the business operation. This presentation will highlight contract terms and provisions that should be identified and considered when undertaking any construction project and discuss important related dispute resolution strategies. The presentation will benefit in-house or outside attorneys who oversee and or engage in reviewing and or negotiating terms and conditions of construction contracts and are tasked with resolving construction contract disputes.

5:00 - 6:30 PM

Reception

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TUESDAY, OCTOBER 15

7:00 AM
Registration

7:00 - 8:15 AM
Breakfast

8:15 - 8:30 AM
Opening Remarks

8:30 - 9:30 AM

Session 6: Malware, Cyberattacks, and Software Breakdowns: Collecting Damages When Events Happen, and Reducing Vulnerabilities Before They Happen

Patrick Anderson, *Anderson Economic Group*
Andrea Gumushian, *ArentFox Schiff*
Brad Weiss, *Charapp & Weiss, LLP*

Automobile dealers are particularly vulnerable to malware, cyberattacks, and software breakdowns. That vulnerability is heightened with the reliance on centrally-managed software, including DMS as well as registration and customer targeting applications. The single ransomware attack on CDK cost automobile dealers over \$1.02 billion in June and July of this year, according to an estimate by Anderson Economic Group. A subsequent error in CrowdStrike software cost Delta airlines alone over \$500 million dollars in just one week. In this session, we review steps dealers and their counsel can take to reduce their vulnerability to such losses, and collect damages from insurance and software vendors when those damages occur. We will review 6 categories of business losses that can befall auto dealers in such events, and how economists can estimate losses for those categories. We also provide practical guidance on dealing with liability issues and insurance policies, contracts with vendors, and state data breach and privacy laws.

9:30 - 9:45 AM
Break

9:45 - 10:45 AM

Session 7: Navigating Ownership Disputes and Litigation

Michael Horn, *Archer & Greiner, P.C.*
Rafael Llano, *Archer & Greiner, P.C.*

Owners, Partnerships, shareholders and LLC members in the automotive dealership industry run significant risks if there are disputes between the owners of a dealership. For instance, manufacturers and lenders may view such a lawsuit as a default or reason for termination. This presentation will address practical considerations in the resolution of disputes and potential collateral consequences.

Topics to be covered:

1. Understanding ownership:
 - a. Review of the legal framework governing partnerships; the practical and legal advantages and disadvantages of certain ownership structure for automotive dealerships; and a discussion of common issues leading to disputes among owners.
2. Collateral Consequences to Relationships with Manufacturers, Vendors, Lenders and Landlords Arising Out of Disputes:
 - a. Review of key provisions in manufacturer and vendor agreements potentially impacted by a dispute or change in ownership;
 - b. A discussion of regulatory compliance issues raised by disputes between owners and changes in ownership, with a focus on examples in New York and New Jersey law;
 - c. Potential impacts on current loan agreements and attempts to secure financing;
 - d. A review of relevant lease provisions and issues arising out of disputes and/or changes in ownership;
 - e. Potential impacts on ancillary products, warranties and insurance.
3. Options for Resolving Disputes:
 - a. Overview of key provisions in entity documents and other relevant agreements;
 - b. The use of experts to detect financial fraud and mismanagement, with practical industry examples
 - c. An overview of alternative dispute resolution options, including mediation, arbitration, and negotiation;
 - d. Strategies and practical considerations for litigating disputes.

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10:45 - 11:00 AM

Break

11:00 AM - 12:00 PM

Session 8: Legal and Economic Aspects of Facility Margin Programs

Charles Gallaer, *ArentFox Schiff*

Max McDevitt, *The Fontana Group*

Auto manufacturers design and implement facility margin programs. Facility margin programs offer per-vehicle incentive payments to dealerships that commit to and complete firm-specific facilities investments. These per-vehicle incentive payments change the marginal profit of new retail vehicles sold. Manufacturers often characterize dealership participation in facility margin programs as “optional.” However, these programs impact both participating and non-participating dealerships through their effects on retail competition. How should dealer principals and attorneys approach/think about facility margin programs?

In this talk, we discuss legal and economic aspects of facility margin programs. We provide an overview of these programs and their relationship to state dealer statutes. We discuss benefits various parties receive from these programs and characteristics that make “opting-in” more attractive to dealerships. We analyze the economic implications of facility margin programs on retail competition and the relationship between per-vehicle incentive payments and wholesale price discrimination, demonstrating facility margin programs impact dealerships even if they do not “opt-in.” We draw on experiences litigating facility margin disputes to comment on the ways manufacturers and dealerships characterize facility margin programs to the courts. Finally, we discuss the reception of these characterizations by the courts.

12:00 PM

Closing Remarks and Adjourn

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Contact Jennifer at jpolo-sherk@dealercounsel.com

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POPULAR ATTRACTIONS:

COUNTRY MUSIC HALL OF FAME AND MUSEUM

This iconic museum celebrates the history and traditions of country music with exhibits, memorabilia, and interactive displays.

Address: 222 5th Ave S, Nashville, TN 37203
Phone: (615) 416-2001 | [Website](#)

THE PARTHENON

A full-scale replica of the ancient Parthenon in Greece, this attraction is also an art museum located in Centennial Park.

Address: 2500 West End Ave, Nashville, TN 37203
Phone: (615) 862-8431 | [Website](#)

RYMAN AUDITORIUM

Known as the “Mother Church of Country Music,” the Ryman Auditorium is a historic music venue offering tours and live performances.

Address: 116 5th Ave N, Nashville, TN 37219
Phone: (615) 889-3060 | [Website](#)

POPULAR RESTAURANTS:

THE CATBIRD SEAT

A fine dining experience with a unique, interactive chef’s table concept. The Catbird Seat offers a multi-course tasting menu that changes regularly, focusing on creative and innovative dishes.

Address: 1711 Division St, Nashville, TN 37203
Phone: (615) 810-8200 | [Website](#)

HUSK

Located in a historic mansion, Husk offers a menu that pays homage to Southern ingredients and cuisine, with a modern twist. The menu changes daily to highlight the freshest local produce and meats.

Address: 37 Rutledge St, Nashville, TN 37210
Phone: (615) 256-6565 | [Website](#)

ETCH

Known for its globally inspired cuisine, Etch offers a diverse menu with bold flavors and innovative dishes. The restaurant is also known for its open kitchen, where guests can watch the culinary team at work.

Address: 303 Demonbreun St, Nashville, TN 37201
Phone: (615) 522-0685 | [Website](#)

