



# Before You Sign

**WWEMA  
Finance & Contract  
Administration  
Council**

**May 13-14, 2015  
Chicago, Illinois**

*“We send our entire  
contracts department.  
If we can avoid even one  
big contract mistake as a  
result of this conference,  
we’ve paid not only for  
their registrations, but  
for our WWEMA dues  
for the whole year.”*

*— Bill Decker  
Aqua-Aerobic Systems*

**Terms and Conditions • Negotiation Techniques • Enforcement  
Licensing & OEM Agreements • Surety Bonds • ... and more**

## Reactions to the Program in 2014:

*“The WWEMA Finance & Contract Administration Council provided another great conference. I was able to take the information provided and immediately apply it to my work. I enjoyed the networking and also hearing that others experience some of the same issues and struggles that I do; I’m not alone. Thank you.”*

*- Tammy Medel-Cavanaugh  
Duperon Corporation*

*“This year’s event included substantive discussions about current topics and trends. The speakers were dynamic and engaging, the sessions were on-point with participants’ business experiences, and the attendees learned a lot. There’s a reason people go back to this conference year after year!”*

*- Tara Smith Hackler  
Kruger Veolia*

*“2014 was my third year attending. I always know I’ll learn a great deal from the conference. What usually surprises me is that I always learn something from each and every presentation. Sometimes you think you have a good understanding of a specific topic, but I always pick up something I didn’t previously know.”*

*- Deb Heasley  
Aqua-Aerobic Systems*

## 2015 Planning Committee

**Jim Brown**

*SUEZ environnement Treatment Solutions*

**Susan Button**

*Xylem Inc.*

**Jon Forrest**

*Fortech Inc.*

**Brian Harrell**

*Hydro International*

**Charles Jenkins**

*Heyward Inc.*

## Schedule of Events

### Wednesday, May 13

8:00 - 9:00 a.m.

#### Registration and Continental Breakfast

9:00 - 9:15 a.m.

#### Welcome and Introductions

9:15 - 10:15 a.m.

#### Licensing Agreements and OEM Contracts

*Melissa Vallone and Jeff Gray*

Original Equipment Manufacturer (OEM) and licensing partnerships can help bring your product to new, larger markets and/or can help your company expand and improve its own technology and service offerings. But before you sign that OEM contract or licensing agreement, make sure your company is protected.

In this session, you’ll learn best practices and pitfalls to avoid, as well as considerations such as:

- How to best handle warranty and application considerations
- Typical length of agreements
- Percentage typical licensing fees
- The best controls to assure engineering and financial compliance
- managing risk



**Melissa Vallone**, a partner in the Chicago office of Barnes & Thornburg LLP, is a member of the firm’s Intellectual Property Department and its Associations and Foundations Practice Group. She concentrates in information technology, trademark, trade dress, unfair competition, copyright, domain name, and commercial contract issues. Her practice focuses on negotiating information technology contracts, intellectual property licensing agreements, trademark counseling, prosecuting domestic and international trademark applications, development and maintenance of trademark portfolios, and intellectual property litigation. She works with a variety of industries, including manufacturing, publishing, high-tech, and service industry clients, as well as not-for-profits and associations.



**Jeff Gray** is a partner in Barnes & Thornburg LLP’s Chicago office and a member of the firm’s Corporate Department. He has represented a broad-range of domestic and international clients, including Fortune 100 corporations, privately held entities, and entrepreneurs in an array of corporate, securities, real estate, and financing matters. He drafts and negotiates a variety of commercial agreements, including supply, distributorship, and independent sales representative agreements.

10:15 - 10:30 a.m.

## Break

10:30 - 11:30 a.m.

## Contract Enforcement

Mike Zito

Contracts—even those entered into in good faith—are sometimes broken. Mike Zito will share strategies and techniques for enforcing contract agreements without souring the business relationship.



**Mike Zito** is a commercial litigator and partner in the Business Litigation and Corporate Services Division of Shook, Hardy & Bacon. He manages the firm's commercial receivables litigation group, which provides clients with a centralized management system for financial recovery actions. He has expertise in complex commercial litigation, asset investigation and judgment enforcement, strategic litigation management, and alternative fee arrangements; counterclaim defense; and bankruptcy proceedings. He was named a "Client Service All-Star" in the *2014 BTI Client Service All-Star Team for Law Firms*.

11:30 - 11:45 a.m.

## 'Buy American': Contract Considerations

Susan Button

Susan Button will provide an overview of contract considerations and documentation requirements when dealing with local content restrictions such as "American Iron and Steel."



**Susan Button** is National Contracts Manager for Xylem Americas Region. She has more than 35 years of experience in the water and wastewater industry. She is currently responsible for negotiating terms and conditions with customers across the Xylem brands. Prior to joining Xylem, she was a founding partner of Aeration Engineering Resources Corp., an aeration equipment manufacturing company. She is an active member of WWEMA and serves on the Finance & Contract Administration Council. As a WWEMA representative, she was instrumental in negotiating revised, more risk-balanced EJCDC documents for procurement.

11:45 a.m. - 1:00 p.m.

## Networking Lunch

1:00 - 4:00 p.m.

## Terms and Conditions: Both Sides of the Coin

Indemnification, warranties, limitation of liability, flow-down requirements, payment terms, damage clauses—it's enough to keep a contract administrator awake at night. What are some industry standards and best practices for negotiating fair terms and mitigating risk for your

company? In this highly interactive panel session, you'll get insights into not just *what* contractors and owners are asking for, but *why*.



**Phil Beck** is a partner in the Atlanta, Georgia, office of Smith, Currie & Hancock LLP, with a practice focusing on construction law, government contracts, and commercial litigation. He has represented contractors, owners, and manufacturers.

A member of the Associated General Contractors of America (AGC) Board of Directors, he is a past Chair of that organization's Service and Supply Council and a past member of its Executive Board. He currently serves as Chair of the AGC Contract Documents Forum.



**Jim Brown** is corporate counsel for SUEZ environnement Treatment Solutions. He is active with ConsensusDocs and is a member of the Finance & Contract Administration Planning Committee. He received his bachelor's degree in general engineering

from the U.S. Military Academy at West Point and his juris doctorate from George Mason University School of Law.



**Robert Lewis** is Director of Public Works for the Village of Westchester, Illinois. He has been involved in public works management since 1979, serving in the roles of Contract Administrator, Owners Field Representative, City Engineer, and Director of Public Works. He holds a bachelor of science in civil engineering from Michigan State University and an MBA from the Keller Graduate School.

4:00 - 4:15 p.m.

## ConsensusDocs Update

Jim Brown

The latest news and information from ConsensusDocs, an organization of more than 40 associations representing diverse interests in the design and construction industry.

5:00 - 7:00 p.m.

## Dinner: Lloyd's Chicago

Included with your registration.

## Thursday, May 14

9:00 - 9:45 a.m.

## Surety Bonds

Jeffrey Jubera

What are surety bonds, when are they used, and who benefits from them? In this session, attorney and claims specialist Jeff Jubera will share his expertise on surety bonds and will examine when, why, and how to file claims on them.





**Jeff Jubera** is Vice President - Claims and General Counsel for The Guarantee Co. of North America USA, a position he has held since late 2011. He has spent the past 20 years as an attorney handling surety/fidelity claims. He started in private practice at a law firm in Baltimore and then began his industry career at United States Fidelity & Guarantee Company. Through company mergers, he worked at St. Paul Fire & Marine and Travelers Insurance Co. He also spent time at Great American Insurance Company. Prior to law school, Mr. Jubera worked on the streets of Detroit as a Special Agent for the Bureau of Alcohol, Tobacco & Firearms.

9:45 - 10:00 a.m.

**Break**

10:00 a.m. - 12:00 noon

**Hands-On Negotiations**

*Alan Fishel*

Attorney and negotiations trainer Alan Fishel was the top-rated speaker at the 2013 and 2014 F&CA Council events. In this year's session, he will guide you through a hands-on negotiating session and then debrief you on what worked, what didn't, and what could have been improved.



**Alan Fishel** is a Partner at Arent Fox, Washington, D.C. He practices regularly in front of the Federal Communications Commission and is nationally recognized for his advocacy and transactional skills. He also provides seminars to in-house counsel, including for a chapter of the American Association of Corporate Counsel, regarding how to most effectively negotiate agreements.

Join us November 5-7, 2015  
**WWEMA 107th Annual Meeting**  
 Four Seasons Las Colinas  
 Dallas, Texas



Learn, network, and discover new business opportunities at the only meeting in the water and wastewater industry geared specifically toward the needs of manufacturers and their reps.