

Finance & Contract Administration Council Meeting May 15-17, 2018

Indianapolis, IN



The Times They Are a Changing - Are You Prepared?

The WWEMA Finance & Contract Administration (F&CA) Council meeting is a must-attend event for anyone working with contracts for their organization. The meeting offers attendees an opportunity for education related to contract and finance administration. Experts will discuss negotiation skills, terms & conditions, contract administrator best practices, tax code implications, public-private partnerships, and more.

SESSIONS:

Law Offices of Barnes & Thornburg LLP 11 S. Meridian Street, 5th Floor Indianapolis, IN 46204

HOTEL:

Hampton Inn Indianapolis Downtown Across from Circle Centre 105 S. Meridian Street Indianapolis, IN 46225

2018 PLANNING COMMITTEE

Cathy Ross

(F&CA Program Chair)

Xylem Inc.

James Brown
Experienced Corporate Counsel

Susan Button Xylem Inc.

Kelsey Byars
Xylem Inc.

Charles JenkinsHeyward Inc.

Cindy Pippel
Aqua-Aerobics Systems, Inc.

On-Site Program Agenda

Tuesday, May 15

> 6:00 - 8:00 p.m. ⋖ Networking Get Together

Yard House, 15 W. Maryland Street

Wednesday, May 16

≫ 8:30 - 9:00 a.m. ≪ Registration

Law Offices of Barnes & Thornburg LLP, 5th Floor

৯- 9:00 - 9:15 a.m. - ≼

Welcome and Introductions

F&CA Program Chair & Meeting Facilitator: Cathy Ross, Contracts Administrator, Xylem Inc.

ക 9:15 - 10:15 a.m. - ഒ

The Design-Build Delivery Method—Is it Right for Your Project? Speakers: William Shepler, President & CEO, PMSI Inc.

Daniel Rawlins, Architect and Sr. Project Manager, K2M Design, Inc.

Design-Build is a method to deliver a project in which the design and construction services are contracted by a single entity known as the design—builder or design—build contractor. Bill Shepler with PMSI, and Dan Rawlins with K2M Design are experts in the field, and both are members of the Design-Build Institute of America (DBIA), and members and past Chairmen of the DBIA Great Lakes Region. This session will provide practical solutions and standard terminology including risk of design in writing contracts for owners and design-build manufacturers, from collaboration to project delivery.

৯ 10:15 - 10:30 a.m. ⊀ Break

> 10:30 a.m. - 12:00 noon ◆

Negotiation Skills - Including Terms & Conditions
Session Facilitator: James Brown, Experienced Corporate Counsel

Attendees will review and mark up some "challenging" provisions in a contract prior to the meeting and will negotiate/discuss how they would negotiate each provision while at the meeting. The first half of the session will focus on issuespotting and a discussion of how the particular language affects the buyer and the seller. Attendees and facilitators will discuss possible compromise language and ways to get their ideas across to the other side. During the second half of the session, attendees will volunteer to represent a buyer or seller in mock negotiations of the provisions, and, with coaching from the facilitator and other attendees, find language that is acceptable to both sides. At the end of the session, attendees will be provided with samples of compromise/"good" provisions. This is an interactive session with all attendees participating in negotiating the terms and conditions.

≈ 1:00 - 2:30 p.m. ಳು Negotiation Skills Session Resumes

Session Facilitator: James Brown, Experienced Corporate Counsel See description above.

രം 2:30 - 2:45 p.m. ഴ Break



On-Site Program Agenda

৯ 2:45 - 3:45 p.m. 🤜

The Impact of the President's Trade Agenda on Our Industry

Speaker: David Spooner, Partner, Barnes & Thornburg LLP

The North American Free Trade Agreement (NAFTA), tariffs, and other trade issues like Buy America(n) are all important issues to water and wastewater equipment manufacturers. Updates and a review of these issues will be discussed in detail with F&CA attendees with an opportunity for questions. David Spooner, a partner in the corporate department at Barnes & Thornburg and co-chair of the International Trade Practice Group, will speak at this enlightening session. Mr. Spooner represents governments, trade associations, and corporate clients on international trade matters, including trade remedies, trade policy, and customs issues.

৯ 3:45 - 4:45 p.m. 🤜

How Does Your Company Handle This?

Session Facilitator: James Brown, Experienced Corporate
Counsel

F&CA attendees will ask questions and bring contract language they struggle with to this session. WWEMA will survey attendees prior to the meeting for their questions, and attendees will engage in a facilitated discussion on how people handle specific aspects of their jobs. Attendees will learn a lot from other colleagues that face the same questions and challenges.

Topics to include:

- Letters of Intent
- Letters of Credit
- Electronic paper
- Master Distributor Agreements
- Escalation Clauses
- Validity of handwritten changes and what are binding
- How does a manufacturer handle a later release on a project and have the customer pay the increased costs
- And more.....

≈ 5:00 - 6:30 p.m. ≪ Networking Reception Barnes & Thornburg Lobby Mezzanine

Thursday, May 17

ഈ 9:00 - 10:00 a.m. ം

Best Contract Administrator Practices: We Got the Contract—Now What?

Speaker: Philip Beck, Partner, Smith, Currie & Hancock LLP

Successful contract administration requires serious planning and meticulous oversight. It is crucial for a company to have a solid contract management team in place, and one that is capable of overseeing any and all contracts that are added to the portfolio. Smith, Currie & Hancock LLP are experts in contract drafting, formation, negotiation, performance, compliance, and review. This session will not only provide information for seasoned contract administrators, but also for new contracts people, and company owners.

ക 10:00 - 10:45 a.m. 🤜

New Tax Code Implications for Manufacturers

Speakers: Randal Kaltenmark, Partner, Barnes & Thornburg

LLP

Brian Schmidt, Partner, Katz, Sapper & Miller

Businesses are scrambling to understand the implications and to learn if and how they may need to restructure or change operating practices to meet the new requirements. Our tax experts have been following these issues closely and will provide a broad overview of potential impacts and changes affecting water and wastewater manufacturers. Mr. Kaltenmark and Mr. Schmidt will provide an update on the new tax codes and how it will affect manufacturers in 2018. Mr. Kaltenmark works in the tax department at Barnes & Thornburg and represents taxpayers in federal, state, and local tax controversies. Mr. Schmidt heads up the manufacturing practice group of Katz, Sapper & Miller and will add CPA and compliance context to this session.

৯ 10:45 - 11:00 a.m. ⊀ Break

> 11:00 - 11:30 a.m. ◆

The Potential Role for P3s in Water Infrastructure
Speaker: Regina Sharrow, Partner, Faegre Baker Daniels LLP

This session will focus on the increased use of public-private partnerships (P3s). While more common outside the U.S., this vehicle for project funding and assuming risk is only now gaining a foothold in the U.S. Ms. Sharrow will provide an overview of P3s, present some case studies, and explore contracting and life-cycle implications for technology manufacturers.

ക 11:30 a.m. - 12:00 noon ം ഒ

Solving Water Globally: A Look Into Xylem Watermark and Planet Water's Aqua Tower Build in Siem Reap, Cambodia

Speaker: Kelsey Byars, Junior Contracts Administrator, Xylem Inc.

The need for clean, safe, water far exceeds the world supply. Millions around the world are negatively impacted on a daily basis. The World Health Organization reports that 663 million people across the globe do not have access to safe water supplies while 2.4 billion lack access to improved sanitation. This results in disease, death from water-related diseases, and reduced productivity while time is spent collecting water by women and children for hours every day. Xylem, Inc. has partnered with the Planet Water Foundation to provide clean water access and water-hygiene education to communities throughout the Asia Pacific Region and Latin America. Kelsey, an employee of Xylem, recently had the opportunity to assist in building an aqua tower which will provide clean water to the community and will permanently impact the quality of life for local residents. Kelsey will share her life-changing experience that will serve as a lasting reminder as to why we are all in the water and wastewater industry!

ക 12:00 noon - ഒ

F&CA Council Meeting Wrap-Up and Adjournment F&CA Program Chair & Meeting Facilitator: Cathy Ross

Antitrust Policy

The Water and Wastewater Equipment Manufacturers Association (WWEMA) is a trade association whose purpose is to promote the common interest of its members and the water and wastewater industry at large, when such interests do not conflict with the common good. WWEMA is not intended to become involved, and it will not become involved, in the competitive decisions of its member companies; nor will it take action that would tend to restrain competition in the water and wastewater equipment industry.

Nevertheless, it is recognized by the Board of Directors of WWEMA that its activities could be regarded by some as a forum of opportunity to promote anti-competitive conduct. For this reason, the Board of Directors has taken this occasion, through this Statement of Policy, to make clear its unequivocal support for the policy of competition served by the antitrust laws, as well as its uncompromising intent to comply strictly in all respects with those laws.

To that end, the following will not be discussed at meetings:

- Current or future prices
- What constitutes a "fair" profit level
- Possible increases or decreases in prices
- Standardization or stabilization of prices
- Pricing procedures
- Cash discounts
- Credit terms
- Control of sales
- Allocations of markets or geographical division of markets
- Refusal to deal with a corporation because of its pricing or distribution practices
- Whether or not the pricing practices of any industry member are un ethical or constitute an unfair trade practice
- Plans to bid or refrain from bidding or submit pricing to bidders on future public projects

Compliance with these guidelines involves not only avoidance of antitrust violation, but avoidance of any behavior which might be considered improper. Antitrust laws are complex and far reaching. This statement is not a complete summary of all applicable laws. It is intended to highlight and emphasize certain basic precautions designed to avoid antitrust problems. In case of doubt, seek the guidance of staff, management, or the organization's counsel or your own corporate counsel should antitrust questions arise.

Code of Ethics

The Water and Wastewater Equipment Manufacturers Association (WWEMA) and its member companies voluntarily pledge to conduct themselves according to the highest professional standards and laws of society.

- We shall strive to provide products and services of quality and value.
- We shall conduct our business with honesty and integrity.
- We shall make truthful representations as to the performance of our products.
- We shall work to maintain our professional skills—and those of our employees—at the state of the art.
- And we shall hold paramount the health and safety of the public in the performance of our business.

Adopted by the WWEMA Board of Directors on May 6, 1991, in Washington, D.C.

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