



Federal Publications Seminars

An accelerated one-day briefing on what contractors must know about the new rules on:

- Internal Control Systems to Detect and Prevent Improper Conduct
- Codes of Business Ethics and Conduct
- Mandatory Disclosure Obligations
- Requirements for Reporting Violations and Significant Overpayments

... and more

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CLE 5.5 * / CPE 6 **

The New Contractor Business Ethics Compliance Program and Disclosure Requirements

On November 12, 2008, the FAR Council issued a final rule establishing new **Contractor Business Ethics Compliance Program and Disclosure Requirements**. The new rule is broad in scope, burdensome in application, and – in some respects at least – almost immediate in its effect. This new, one-day seminar by Federal Publications will examine the requirements of the new rule, which will result in significant changes for all government contractors and subcontractors.

February 26, 2009 • Washington, DC
March 10, 2009 • Las Vegas, NV

Presented by Federal Publications Seminars www.fedpubseminars.com

The New Contractor Business Ethics Compliance Program and Disclosure Requirements

Because elements of the new rule, which went into effect on December 12, 2008 apply to all federal contractors, this course is essential to educate and protect your entire organization.

The new rule has four primary elements:

First, it requires all contractors (including commercial items contractors and small businesses) to establish and promote awareness of a Code of Conduct.

Second, it requires all contractors to disclose to the Government any “credible evidence” of (i) certain crimes, (ii) a violation of the civil False Claims Act (FCA), or (iii) a significant overpayment by the Government.

Third, it provides for suspension/debarment for a contractor’s failure to “timely disclose” those same events if there is “credible evidence” to support a violation – even where the event occurred *prior* to the effective date of the new rule.

Fourth, it mandates that large companies with non-commercial items contracts implement a comprehensive “internal control system.”

The details are covered in the balance of this brochure: the exceptional *Course Faculty*, the comprehensive *Course Curriculum* and the *Course Manual* of originally prepared materials.

Course Faculty

Jonathan S. Aronie is a partner in the Washington, D.C. office of Sheppard Mullin Richter & Hampton LLP, where he concentrates on all aspects of federal procurement law, including the Multiple Award Schedule Program. A frequent writer and speaker on a wide range of procurement-related topics, including the Federal Publications seminar on Advanced Issues in Multiple Award Schedule Contracting. Mr. Aronie represents both large and small contractors, in classified and unclassified matters, before the full array of courts, boards, and federal agencies. Mr. Aronie is a graduate of Duke University School of Law.

Louis D. Victorino practices law in the Washington, D.C. office of Sheppard Mullin Richter & Hampton LLP. Mr. Victorino’s practice involves both counseling and litigation in the Public Contract Law field, representing domestic and foreign concerns that sell products or services to Federal, State, or local government agencies. In his 38 year career, he has litigated in excess of forty matters before the Court of Federal Claims, the Boards of Contract Appeals, the Comptroller General as well as various state and Federal District Courts. He is admitted to the bars of the District of Columbia, California, U.S. Court of Federal Claims, and the Federal District Courts for the Northern and Central Districts of California, Colorado, Idaho, Michigan, Rhode Island, and Washington. Mr. Victorino is a graduate of Stanford University, and the UCLA School of Law, where he was an Associate Editor of the UCLA Law Review. He is an author and lecturer on Government Contracts Law.

I. Understanding the new rule and its scope

1. What is required
 - a. How does it differ from what exists now
 - b. To whom does the rule apply
 - c. When must you begin complying
-

II. Understanding the risks of non-compliance

1. Suspension and debarment
 - a. Criminal prosecution
 - b. Breach of contract
 - c. Termination
-

III. Complying with the new disclosure obligations

1. Understanding the company's retroactive disclosure obligations
 - a. Understanding the company's "go-forward" disclosure obligations
 - b. Understanding key terms
 2. What is "credible evidence"
 - a. What is a "timely" disclosure
 - b. Who is a "principal"
 - c. What is a reportable crime
-

IV. Conducting internal investigations in the post-Dec 12 environment

1. Understanding what must be investigated
 - a. Understanding how investigations must be conducted
 - b. Understanding implications of investigation results
 - c. Issues regarding the Attorney Client Privilege

V. Special M&A / due diligence considerations brought about by the new rule

1. Implications of the rule's retroactive, "look-back" provisions
 - a. Reviewing a company's prior disclosures
 - b. Reviewing target company compliance program
 - c. New reps and warranties
-

VI. Drafting a Code of Conduct

1. "Must have" provisions
 - a. Tailored provisions
 - b. What do you do with it
 - c. How do you prove employee awareness
-

VII. Implementing a compliant Internal Control System

1. Understanding the new minimum mandatory requirements
 - a. Discussion of industry best practices

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**For More Information
Call Mike Joseph at 651-848-8655**

Register online at: www.fedpubseminars.com

The New Contractor Business Ethics Compliance Program and Disclosure Requirements

Federal Publications Seminars

195 Broadway, 9th Floor

New York, NY 10007

or detach and mail to the exact address stated above

REGISTRATION APPLICATION

Enclosed is my check for the \$495 registration fee which includes applicable taxes. (Please make check payable to West.)

February 26, 2009
Washington, DC • AMA Executive Conference Center

March 10, 2009
Las Vegas, NV • Flamingo Las Vegas

I understand that (a) an acknowledgement of this registration will be sent to me, and (b) this registration may not be cancelled later than two weeks before the session begins (but I may name a substitute registrant at any time).

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DATES AND LOCATIONS • 2009

February 26, 2009

AMA Executive Conference Center, 2345 Crystal Drive, Arlington, VA 22202 • 571-481-2200 • www.amanet.org/exec_conf_cntr/washington

March 10, 2009

Flamingo Las Vegas • 3555 Las Vegas Blvd. South • Las Vegas, NV 89109 888/308-8899 • 702/733-3111 • www.flamingolasvegas.com

DAILY SCHEDULE

Registration: 8:45 am

Meetings: 9:00 am – 12:00 pm and 1:00 pm – 4:00 pm

To Register:

- Registration fee of \$495 includes the price of a course manual which is valued at \$125 plus applicable taxes. Applicable taxes include sales, use, gross receipts, excise, value added tax (VAT) or equivalent, *ad valorem* and other taxes
- Register online at www.fedpubseminars.com
- Call (888) 494-3696
- Fax the completed registration application information to: 202-772-8298 or mail to Federal Publications Seminars, 195 Broadway, 9th Floor, New York, NY 10007

FOR FURTHER INFORMATION:

Telephone: (888) 494-3696

COURSE MANUAL — An extensive *Manual* of original materials (available from no other source) has been specially prepared for distribution to attendees at this program. Its purpose: to relieve you of the burden of taking voluminous notes and to provide you with a source book of continuing value.

TEAM DISCOUNT — A discount is available for three or more registrations from the same organization for this seminar. The discount – a \$200 per person reduction in the seminar fee – can be taken when three (or more) registrations are sent together. The discount cannot be transferred to other sessions of this program or to other seminars. To receive the team discount, please phone, fax or mail your registration.

***CLE: Continuing Education Credit** — This course is eligible for 5.5 continuing education credit hours. States have widely varying regulations regarding CLE Credit. Please contact us with inquiries about the availability of CLE credit in your state. West Legalworks is an approved CLE provider in New York, California and Illinois. Financial assistance is available for hardship. Call 1-800-308-1700 for details.

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HOTELS — The course registration fee does not include hotel accommodations. For hotel information please go to our website www.fedpubseminars.com. Sound recordings are prohibited. Please note that registrations may not be cancelled later than two weeks before the session starts, but a substitute registrant may be named at any time.