Business Law

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Mark Your Calendars

Business Law Section Mid-Year May 26th

This year's Business Law Section Mid-Year CLE, scheduled for the full day of May 26, 2016, will be an update on statutory and case law in Washington and a highlight of various trends affecting the practices of our business law constituents. The focus this year is really to be as practical as possible, giving our audience not just academically interesting observations, but also the nuts-and-bolts "take-aways" to incorporate into day-to-day practice. Given its importance and timeliness, we will include a segment from our Partnerships and LLC Law Subcommittee on the new LLC Act, which went into effect on January 1, 2016.

While the subcommittee has been active in presenting around the State since the first of the year, we are hopeful the Mid-Year CLE will be an opportunity for a six-month reflection and a summary of what practitioners should be thinking about going forward – and counseling their clients about with respect to existing agreements. We will also include updates from the Corporations Act Revisions Committee about statutory updates affecting Title 23B. We also plan to include a segment from our colleagues on the Nonprofit Corporations subcommittee to discuss recent updates in that area of law, as well as give us all a refresher on the traps for the unwary between the business corporations law, with which we are all so familiar in our professional realms, and the nonprofit corporations law, which impacts many of us in our community activities but with which so few of us are familiar.

Finally, the program will also include a segment on ethics in business transactions and a summary of one of the more vexing problems facing our business clients today – that of data privacy and information security. Although few of us are versed in the substantive law behind it, all of our clients are in danger of the kind of breaches that are making the news with alarming frequency these days. We hope that you will join us for an enjoyable and informative program.

The Business Law Section Mid-Year will take place at the WSBA Conference Center at 1325 Fourth Avenue, Suite 600, in Seattle. Attendees may attend in person or via webcast.

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Effectively Developing IP Assets

By Adam Burks and Maria Čulić Anderson

Business leaders in various industries share many of the same goals: developing their companies' brand, expanding their customer base, and protecting / growing revenue. However, many business leaders may not fully appreciate how developing and protecting their companies' intellectual property (IP) is essential to reaching these goals. Even some business leaders who understand the need for IP may not know how to create and implement policies that maximize the value of their companies' IP. Here are five general recommendations for business leaders in developing and implementing an effective IP policy.

Gain a Working Knowledge of IP Issues

A fundamental first step in understanding how to identify and protect IP is to become familiar with the types of IP that are available, as well as the costs, benefits, and scope of protection associated with each type of IP. IP falls into one of four main types: trademarks, copyrights, patents, and trade secrets. Each type of IP provides a different scope of protection and has different costs and benefits.

Trademarks. Trademarks are brand and company identifiers and include logos, brand names, titles, and the like on items (often designated through the symbols ® or ™). Service marks provide similar functions with respect to services. One of the greatest benefits of trademarks is protecting a company's goodwill and relationship with its customer base. Filing for a trademark with the United State Patent and Trademark Office (USPTO) is fairly inexpensive and provides nationwide notice to other entities that may attempt to use similar marks.

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Copyrights. Copyrights protect a company's creative works from unauthorized use by others. A few examples of copyrightable works include artwork, music, stories, and various designs. Registering a copyright for a creative work with the United State Copyright Office (USCO) is straightforward, inexpensive, and provides nationwide protection against anyone who attempts to copy the creative work without permission of the owner of the copyright.

Patents. Patents protect new and useful inventions related to processes, machines, manufactures, and compositions of matter. Once the USPTO grants a patent application, the owner of the granted patent may prevent anyone in the United States from using, selling or manufacturing the subject matter claimed in the patent. Patents are often critical to preventing potential competitors from entering the market and controlling who may practice the claimed subject matter (e.g., through licensing agreements).

Trade Secrets. A trade secret is secret information that is commercially valuable, but which may not be valuable if disclosed publically. Trade secrets are not registered with the government (unlike trademarks, copyrights, and patents), and the value of trade secrets depends on trade secret information remaining secretive. Trade secrets may offer limited protection and are often used in situations in which other IP protection is unavailable. One example of information that may be suitable for trade secret protection is a list of customers. The information about these customers may be valuable (especially to a competitor), but the information may be ineligible for protection using another form of IP protection.

Develop an IP Policy Tailored to Business Goals

An essential prerequisite for creating an IP policy that guides development and protection of IP assets is developing a working knowledge of the types, costs, and benefits of the different types of IP. However, this working knowledge should be applied practically to current and future business goals in order to develop an effective IP policy. The following section discusses specific steps for developing an IP policy that is tailored to meeting current and future business goals.

Identify Current and Future Business Goals. Various factors are relevant to defining the scope of an IP policy. Some factors relate to the types of services and products currently provided to customers, the customers to whom those services

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and products are targeted, and competitors that offer the same or similar services and products. Other factors relate to how the above factors change over time. For example, how will a targeted customer base change over the course of one, five, or ten years? Will current competitors leave the market or will new competitors likely join the market? Is there an expectation that current products and services will be offered in the future?

Establish an IP Baseline. After identifying current and future business goals, the next step is to establish an IP baseline that describes the IP assets that are currently available or that could be reasonably developed in a short period of time. An IP baseline will reveal IP assets that may have already been developed but have been overlooked (for example, an improvement to a backend software service). As a result, an IP audit typically provides a robust view of a company's current IP assets, directions to develop the current IP assets, and ideas for creating new IP assets.

Create an IP Policy. An IP policy should reflect strategies for developing the IP baseline in view of current and future business goals to create an IP policy that complements and promotes those goals. Generally, an IP policy considers three aspects. The first aspect is how IP assets may be used defensively to protect from actions by other companies and enable current business activities to continue uninterrupted. The second aspect is how IP assets may be used offensively, such as by excluding competitors or potential competitors from using technology or by preventing competitors from borrowing against customer goodwill. The third aspect is the extent to which protection or development of IP is desired based on the company's current and future business goals and expected value of IP protection/enforcement. For example, would expending the resources to develop and protect a current product make sense in light of future business goals that may change or abandon the product?

Establish Best Practices. The next step is to establish best practices for use in implementing the IP policy. Best practices should include a comprehensive description of how to implement the IP policy. Best practices should also incorporate guidelines for selecting IP assets to protect in line with the IP policy, and guidelines for documentation, communications, and timelines for development of current or potential IP assets.

Designate an IP Person or Committee to Implement the IP Policy

A common practice is designating an IP person or committee to guide implementation of a company's IP policy and best practices. This designated IP person or committee should serve as the point of contact for IP issues and should be tasked with carrying out the IP policy and best practices.

Train/Incentivize Employees to Identify IP Issues and Follow the IP Policy

Effective implementation of an IP policy requires active participation by employees. Employees are typically the originators of IP assets and often have a unique perspective regarding creative and technological innovations. As a result, part of implementing an IP policy should include training employees to follow the company's IP policy and encouraging employees' participation.

IP Disclosures. Employee training should emphasize prompt disclosure of potential IP assets to the designated person or committee so that the designated person or committee may determine whether to pursue protection for the potential IP asset. A common example is when a technical employee creates a potentially new process or device that includes some novel feature. This employee should be trained to disclose this potentially new process or device to the designated IP person or committee as soon as possible.

External Communications. While internal communications to the designated IP individual or committee should be encouraged, external disclosures to entities outside of the company should be carefully controlled. Some IP assets, such as potentially patentable ideas and trade secrets, may be jeopardized by unauthorized disclosures to outside third parties. As such, the need for confidentiality and secrecy of all IP issues should be emphasized to employees.

Employee Incentive Programs. While periodic training sessions may increase the likelihood that employees will follow the IP policy, implementing an IP "award program" may also incentivize employees' adoption of and compliance with the IP policy. An IP award program may include rewarding certain tasks, milestones, or other actions that an employee has completed or undertaken. These rewards may be financial or non-financial in nature (e.g., a placard, special parking, or the like).

Assess and Reassess the Relevance of the IP Policy Over Time

Once an IP policy has been implemented, determining the continued relevance of that IP policy is critical. Specifically, the IP policy should be periodically reviewed in light of the current state of the company and the state of the industry in order to ensure that the IP policy is having its intended effect and is still aligned with current and future business goals. One way to determine the effectiveness of an IP policy is to conduct periodic due diligence to investigate the state of the industry. Specifically, performing due diligence should identify whether competitors (or potential competitors) have recently begun enforcing their IP assets or actively acquiring IP assets in a technological area that overlaps with the company's IP. Depending on the scope of these changes, the IP policy may need to be updated to address these external changes. For example, the IP policy may need to be modified to place an emphasis on acquiring new IP assets to protect against potential infringement claims from potential competitors. Additionally, an IP policy should be reviewed to account for changes to current and future business goals.

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Effectively Developing IP Assets continued

Conclusion

Developing an IP policy is essential to developing and leveraging IP assets effectively. The above recommendations address some of the issues and challenges of creating an IP asset that complements business goals. Legal professionals may provide further insight and help shape a specific IP policy that reflects a company's particular competitive position and business objectives.

Adam Burks *is an associate in the Seattle office of Knobbe Martens. His practice includes patent drafting, prosecution, and counseling for technologies related to software, telecommunications, speech recognition, cloud-computing, touch-screen devices, and mobile security. Mr. Burks has substantial experience counseling technology-based clients of all sizes—from startups to Fortune 500 companies—and working with clients to create tailor-made strategies for maximizing the value of their intellectual property and for cultivating their businesses as a whole.*

Maria Čulić Anderson *is a partner in the Seattle office of Knobbe Martens. She has extensive experience in developing patent and trademark portfolios and developing patent and trademark assets. Ms. Anderson also provides patent and trademark risk of liability analysis and advice for a wide variety of products and services. She also counsels clients on patentability and infringement matters and develops comprehensive intellectual property programs for pre-litigation, licensing and enforcement purposes. She has been very active in the prosecution, defense and enforcement of patents in the computer science and ecommerce fields since 1993.*

Non-Profits Spotlight: Wayfind
Matching Diapers and Lawyers Since 2003

By Radhika Prabhakar

Wayfind is a Seattle non-profit organization bringing attorneys and small local businesses together. Founded in 2003 by a group of Washington lawyers, Wayfind (previously known as WAACO) provides free legal services to low-income and minority communities to facilitate social change. It is especially focused on bettering these communities through providing free legal assistance to set up micro-enterprises and non-profit organizations. Simply put, Wayfind provides people who have great business ideas, but no capital, a way to implement their ideas.

One of Wayfind's primary objectives is to provide and increase access to attorneys for all members of our community. It serves as a beacon both for those with a business need and others who want to meet this need. This aspect of Wayfind was most recently encapsulated when the National Diaper Bank Network sought Wayfind's services to provide attorney-speakers for its annual conference. The Network contacted Wayfind for an attorney who would present the legal challenges of the diaper business at its conference. Wayfind successfully fulfilled this request through reaching out to its many dedicated attorney-volunteers.

Wayfind also assists local businesses directly through its many training programs and other services, according to Jodi Nishioka, Director of Wayfind. A few years ago, South King County was identified as an area of great need. Ms. Nishioka started attending community meetings in the county and built relationships organically through her involvement. Her grassroots efforts subsequently led to that community reaching out to Wayfind seeking its legal services geared towards assisting businesses. Wayfind responded by crafting a pilot program comprising four training sessions on how to incorporate a non-profit. Thereafter, Wayfind provided a platform for these businesses seeking fiscal sponsorship, and helpfully provided a legal checklist for those seeking to set up a non-profit organization.

While Wayfind largely serves non-profit organizations, it also promotes local micro-entrepreneurship as it helps set up for-profit micro-businesses. It spearheaded this program in 2009, which has quickly become Wayfind's most popular service. Since 2010, Seattle has seen the explosion of local micro-entrepreneurships, fueling the need for this program. The organization now seeks greater numbers of attorney-volunteers to meet this rising demand for its microenterprise-oriented services.

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Non-Profits Spotlight: Wayfind Matching Diapers and Lawyers Since 2003 continued

Wayfind's January clinic in partnership with United Way of King County, offering free legal assistance to local nonprofits. ©Wayfind

Such volunteers will, in return, find Wayfind an attractive option. First, Wayfind provides all its volunteers complete malpractice insurance. So newer attorneys wary of providing their services to real clients are not held hostage to such insurance concerns. More importantly, attorneys who want to be involved in the community by utilizing their professional skills will find that "Wayfind does a good job bridging attorneys who want to do community organization via transactional work, and the business community," says Madhu Singh, a dedicated volunteer at Wayfind and founder of Seattle's Foundry Law Group. In this regard, Ms. Nishioka observes that attorney-volunteers find aiding micro-entrepreneurs particularly fulfilling because it facilitates one-on-one interaction with clients without creating an attorney-client relationship. This enables meaningful interaction with the client without being too onerous on the volunteers. Ms. Nishioka is hopeful that as the legal community here grows, Wayfind will see more volunteers signing up to serve rising demand for its services.

While volunteers are Wayfind's lifeblood, as with any other non-profit organization, it is always appreciative of sustained funding. Wayfind is exclusively funded through donations and does not receive any governmental resources. Ms. Nishioka hopes to change that and is actively working to obtain funding from the City of Seattle in addition to other community organizations such as Washington CASH. WSBA's Business Law section holds particular significance for Wayfind in this regard. The section has been instrumental in shaping and financially supporting Wayfind over the years, and Ms. Nishioka is confident that it will continue to extend its generous support to Wayfind.

For more information on Wayfind and finding out how you could help out, please visit its website at *www.wayfindlegal.org*.

Radhika Prabhakar *is a Washington attorney experienced in business litigation and corporate law. Ms. Prabhakar serves on the Current Developments committee of the WSBA Business Law section.*

Washington's New Provisions on Advance Waivers of Corporate Opportunities: Opening the Road for Investors

By Annamarie C. Larson and Stephan H. Coonrod

In 2015, Governor Inslee signed Senate Bill 5031 ("SB 5031") into law, amending the Washington Business Corporation Act ("WBCA") to allow corporations to include in their articles of incorporation an advance waiver of the corporate opportunity doctrine. Venture capital and private equity firms commonly finance multiple investments in the same area of activity and require a seat on the board of directors as a condition to their investment. Without the ability to rely on an advance waiver, investors who hold board seats could be liable to the corporation for outside investments falling in the same area of activity.

What is the corporate opportunity doctrine?

The corporate opportunity doctrine derives from the common law duty of loyalty and prohibits directors or officers from appropriating or "usurping" for themselves business opportunities that rightfully belong to the corporation. To determine whether something is a corporate opportunity, Delaware courts have analyzed factors such as: whether the opportunity is in the same line of business as the corporation, whether the corporation would be financially able to take the opportunity, whether the corporation has an interest or expectancy in the opportunity, and whether taking the opportunity would create a conflict of interest or be a breach of fiduciary duties for the director or officer.[1] If the director or officer fully discloses the opportunity to the corporation, and the corporation properly rejects the opportunity, then the director or officer can appropriate the project without incurring liability.

Prior to the WBCA amendment, venture capital and private equity firms wanting to invest and hold board seats in Washington corporations, but also wanting to pursue other investments in the same line of business, were faced with the choice of either taking the risk or seeking absolute certainty through the time-consuming process of getting disclaimers from the board for each corporate opportunity on a case-by-case basis. This process was unpredictable and, because disclosure of the existence of corporate opportunities is often subject to non-disclosure agreements, could entail disclosure of confidential information.

What does the new Washington law mean?

In response to this unpredictable, time-consuming process, Washington amended the WBCA to allow corporations to include in their articles of incorporation an advance waiver

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Washington's New Provisions on Advance Waivers of Corporate Opportunities: Opening the Road for Investors *continued*

of corporate opportunities (referred to in the statute as "business opportunities").[2] The amendment went into effect on July 26, 2015. The waiver may be with respect to any business opportunity (a broad "blanket" provision) or may be with respect to particular classes or categories of business opportunities delineated in the articles of incorporation. However, a waiver does not modify a director's or officer's other duties – for example, to keep proprietary information of the corporation confidential, to not use corporate assets, and to not compete unfairly with the corporation. The waiver included in the articles of incorporation can extend to directors, officers, and related persons; however, the waiver for officers and their related persons requires further specific board approval after the inclusion of such provision in the articles of incorporation.

This amendment to the WBCA also added a safe harbor for a director or officer considering a specific prospective opportunity. Under this safe harbor provision, in the absence of an applicable advance waiver of business opportunities in the corporation's articles of incorporation, the board of directors or shareholders of the corporation can disclaim the specific opportunity through a procedure comparable to the safe harbor provisions of the WBCA with respect to conflicting interest director transactions.[3] It is important to note that this safe harbor is available only if the specific business opportunity is presented to the board of directors or shareholders before the opportunity is taken by the director or officer—subsequent ratification does not work under this safe harbor provision.

Which states allow waiver of the corporate opportunity doctrine?

In 2000, Delaware amended its General Corporation Law by adding Section 122(17) to permit a corporation to renounce in advance, either in its certificate of incorporation or by action of the board of directors, any interest in specific corporate opportunities or classes or categories of corporate opportunities. Section 122(17) in effect permits a corporation to limit the scope of the opportunities to which it lays claim, even in advance of when those opportunities arise. A number of other states have amended their corporate statutes to enact similar provisions, including Oklahoma, New Jersey, Nevada, Missouri, and Kansas.

What effect does the new law have in Washington?

The amendment to the WBCA has the positive effect of making venture capital and private equity funds more comfortable in selecting Washington as the jurisdiction of incorporation for their business interests. The advance waiver of business opportunity provisions, if implemented in a corporation's articles of incorporation, can help avoid the time-consuming process that was previously required to clear specific business opportunities and affords directors and officers greater protection from potential liability. To take advantage of this provision, investors in Washington corporations can condition their investment on inclusion of an advance waiver of business opportunities in the corporation's articles of incorporation. In addition, to the extent that there is no applicable advance waiver of business opportunities in the articles of incorporation, directors and officers of Washington corporations now will have a clear process for clearing those business opportunities with disinterested directors or shareholders.

Annamarie Larson *is an associate in the Seattle office of K&L Gates LLP. Her practice focuses on corporate and transactional matters, including alternative investments and acquisitions. Ms. Larson represents public pension plans and other institutional investors in connection with their investments in private equity funds, hedge funds, and other matters. She advises Chinese clients on their investments in the United States.*

Stephan Coonrod *is a corporate and business partner at K&L Gates LLP, where he handles acquisitions for both domestic and international buyers and sellers and private equity and other investment transactions. Mr. Coonrod is a member of the Corporate Act Revision Committee of the WSBA, which is responsible for proposing revisions to the Washington Business Corporation Act.*

1 Guth v. Loft, Inc., 5 A.2d 503 (Del. 1939).
2 RCW 23B.02.020(5)(k) (2015).
3 RCW 23B.08.720(1)(a) (2015).

Highlights of Key State Court Cases of Interest

By Bryan C. Graff

Washington Court of Appeals Declines to Apply Highest Fiduciary Obligation on Managing Partner.

Is the managing partner of a general partnership held to the highest standard of fiduciary obligation in Washington? If so, the managing partner would shoulder the burden of dispelling all doubts concerning the discharge of her duties and, to the extent she was unable to do so, all doubts would ordinarily be resolved against her. Division I of the Court of Appeals, however, declined to apply this highest fiduciary standard to a managing partner in *RSD AAP, LLC v. Alyeska Ocean, Inc.*, 190 Wn. App. 305, 358 P.3d 483 (2015). Further, it concluded that no Washington case has applied such a heightened standard, finding that Division II's apparent adoption of such a standard nearly 40 years ago in *Bovy v. Graham, Cohen & Wampold*, 17 Wn. App. 567, 571 n.3, 564 P.2d 1175 (1977), was dicta.

In *RSD AAP, LLC*, the parties were converting vessels for commercial fishing operations and entered into a general partnership agreement. The general partnership agreement contained provisions restricting transfer of one's interest in the partnership without consent of two-thirds of the partnership, as well as providing other partners with a right of first refusal on offers to purchase a partner's interest. The defendants were the general manager of the partnership (Alyeska Ocean, Inc., hereinafter "AOI") and AOI's sole shareholder. AOI entered into an option agreement to purchase another partner's interest upon that partner's death. All partners were informed of the option agreement and asked to execute and return consents and waivers. Upon request, AOI also provided a copy of the option agreement to the plaintiff, RSD AAP, LLC ("RSD"). All partners except RSD consented to the transaction. RSD instead sought to purchase the partnership interest itself on the same terms as set forth in the option agreement. The defendants denied that RSD had a right to do so. RSD sued, claiming breach of defendants' duties of loyalty and good faith and fair dealing, among other claims.

The Court of Appeals affirmed the trial court's entry of summary judgment, holding that "AOI did not violate the duty of loyalty or any other obligation imposed because it sought an opportunity for itself as a partner in the enterprise." *RSD AAP, LLC*, 190 Wn. App. at 322. Furthermore, rejecting RSD's assertion that a managing partner must be held to the highest standard of fiduciary obligations, the court concluded: "No Washington case has adopted this proposition since *Bovy*. Because it is merely dicta, we do not apply this proposition for the first time here."

The case may encourage more individuals to serve in a managerial capacity in Washington and is significant in clarifying that *Bovy* did not establish a heightened fiduciary duty on general partners under Washington law.

Administratively Dissolved Corporations May Maintain Lawsuits Beyond Reinstatement Period.

The Washington Court of Appeals recently held that an administratively dissolved corporation is not required to apply for reinstatement within five years under RCW 23B.14.220 in order to maintain a lawsuit. *Burke v. Hill*, 190 Wn. App. 897, 917-18, 361 P.3d 195 (2015). At common law, corporate dissolution was equated with "corporate death." The dissolved corporation ceased to exist for all purposes. Today, however, under Washington's Business Corporation Act (chapter 23B.14 RCW), there is no deadline for concluding lawsuits brought by dissolved corporations. *Burke*, 190 Wn. App. at 907-08.

The *Burke* case involved a Washington corporation that was administratively dissolved by the Secretary of State in 2008 because it failed to file its annual report and pay its licensing fee. In 2012, the dissolved corporation filed a lawsuit against its former attorney. In 2013, the five-year statutory deadline to apply for reinstatement expired. The lawsuit remained pending at that time. The dissolved corporation's former attorney thereafter moved for summary judgment, arguing that the expiration of the five-year reinstatement period rendered the corporation irrevocably dissolved and without standing to maintain the lawsuit. The trial court agreed, granted the defendant's motion, and dismissed the suit.

Division I of the Court of Appeals reversed. The court recognized that under RCW 23B.14.210(3), a dissolved corporation continues its corporate existence and may engage in activities necessary to wind up and liquidate its business and affairs, including, without limitation, collecting assets. *Burke*, 190 Wn. App. at 903-05. Under RCW 23B.14.050(2)(e)-(f), dissolution does not prevent the commencement of a suit by or against a corporation, or abate or suspend a proceeding that is pending by or against a corporation. Further, RCW 23B.14.340 only requires that suits against a corporation be commenced within three years; it does not impose a three-year time limitation on suits by a dissolved corporation. *Burke*, 190 Wn. App. at 912. Finally, the court rejected the argument that the five-year reinstatement provision in RCW 23B.14.220 operates as a statute of limitations, or statutory time-bar, on suits brought by administratively dissolved corporations. *Id.* at 915.

In short, an administratively dissolved corporation retains standing to maintain a lawsuit even after the statutory deadline expires for the corporation to apply for reinstatement. A dissolved corporation need not concern itself with applying for reinstatement in order to continue a properly filed suit in its corporate name.

Bryan Graff is a Member at Ryan, Swanson & Cleveland, PLLC. Mr. Graff has broad litigation and appellate experience, which includes transportation, insurance coverage and regulatory matters, employment, class action and intellectual property cases, as well as construction defect, landlord/tenant and various other business disputes.

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