

# 2019 BIO BUSINESS DEVELOPMENT FUNDAMENTALS COURSE

PHILADELPHIA, PA.

FRIDAY, MAY 31, 2019

## REGISTRATION & BREAKFAST

7:00 AM – 8:30 AM

## WELCOME AND INTRODUCTION

*Patricia Sinatra, Head of Business Development and Strategy, Attenua, Inc. and Course Director*

8:30 AM – 8:45 AM

## MODULE 1: STRATEGIC ALLIANCES AND NEGOTIATION

8:45 AM – 12:00 PM

### **Faculty:**

- *Veronique Riethuisen, SVP Business Development, IPSEN Pharmaceuticals*
- *Patricia Sinatra, Head of Business Development and Strategy, Attenua, Inc.*

- Role of BD professional
- Resources for the licensing professional
- Definitions/types of alliances
- Perspectives from the buy and sell side
- The process of sourcing and outreach
- Development of support materials/market research
- Deal process/due diligence
- Term sheets/key provisions
- What is a negotiation?
- Preparing for negotiations
  - What is the goal?
  - What is your target? Best Alternative to a Negotiated Agreement (BATNA)?
  - What is your first offer?
- Common points of negotiation contention/do's and don'ts
- Distribution of Case Study

**Networking Break:**  
10:00 AM – 10:30 AM

## LUNCH

12:00 PM – 1:00 PM

## MODULE 2: THE ROLE OF INTELLECTUAL PROPERTY IN BIOTECHNOLOGY INNOVATION

1:00 PM – 5:00 PM

### **Faculty:**

- *Ken Weber, Partner, Kilpatrick Townsend*
- *Robert Silverman, SVP of Legal Affairs, Concert Pharmaceuticals*

- Categories of IP: patents, copyrights, trademarks, trade secrets
- Overview of patenting (i.e., what a patent is and is not; and what is and is not patentable, requirements for patentability, and patent term)
- Patent prosecution process
- Anatomy of a patent
- Overview of claims (i.e., what a claim is, types of claims, infringement, validity/enforceability)
- What are "Opinions of Counsel" and how are they used?
- Differences between U.S. and other countries related to IP (i.e., research exclusion, and first to invent)

**Networking Break:**  
3:00 PM – 3:30 PM

- What to look for in “due diligence”
- Landmark Cases in Biotechnology & Pharmaceuticals

**NETWORKING RECEPTION**

**5:00 PM – 6:00 PM**

**SATURDAY JUNE 1, 2019**

**BREAKFAST**

**7:30 AM – 8:30 AM**

**MODULE 3: FINANCIAL CONCEPTS IN LICENSING**

**8:30 AM – 12:00 PM**

**Faculty:**

- *Wyatt A. Gotbetter, Partner, Health Advances LLC*
- *John Selig, Managing Partner, WaveEdge Capital*

- What is the role of Financial Modeling in Deal Valuation?
- Types of Valuation Methodologies
  - Cost-based
  - Comparables
  - Net Present Value (NPV) based
  - Advanced methodologies (e.g., Monte Carlo analysis, real options)
  - Limitations of modeling
- Details on how to calculate probability-adjusted NPV
  - Estimating inputs
    - Sales forecasting (i.e., incidence/prevalence, penetration/market share, and pricing)
    - Commercialization expenses (i.e., sales force, marketing expenses, and pre-launch ramp-up)
    - Development costs (i.e., pre/clinical development, cost of clinical supplies)
  - Estimating risk
    - Cost of capital
    - Probability of technical success
  - Sensitivity analyses
- Case Study

**Networking Break:  
10:00 AM – 10:30 AM**

**LUNCH**

**12:00 PM – 1:00 PM**

**MODULE 4: CONTRACTS**

**1:00 PM – 5:00 PM**

**Faculty:**

- *Mark Cooper, Principal, Faber Law Group*
- *Pauline Jen Ryan, Partner, Red Sky Partners, LLC*

- Intro to Contracts
- Types of Contracts
- Getting Started: the Preliminary Agreements
- Networking Break
- Licenses
- Scope of License & Exclusivity

**Networking break:  
3:00 PM – 3:30 PM**

- License Fees & Payment Terms
- Diligence, Termination & Other Key Provisions
- Additional Final Definitive Agreements & Wrap-Up
- Collaborative Research, Co-Development and Co-Promotion Agreements
- Mergers and Acquisitions
- Options and Hybrids

## SUNDAY, JUNE 2 2019

### BREAKFAST

**7:30 AM – 8:30 AM**

### MODULE 5: TECHNOLOGY TRANSFER AND THE ROLE OF THE UNIVERSITY IN IP CREATION

**8:30 AM – 10:00 PM**

#### **Faculty:**

- *Kathleen Denis, PhD, Consultant, University Relations (Formerly Founding Director, Office of Technology Transfer, Rockefeller University)*

**Networking Break:  
10:00 AM – 10:30 AM**

- The technology transfer landscape
- Why, what and how?
  - Why would you have a relationship with a university?
  - What are the legal requirements that make it different?
  - How has the relationship between industry and universities evolved?
- Goals and needs of the parties
- IP basics
- The players
- Types of Agreements used
- Terms and their negotiation
- Common pitfalls and suggested workarounds
- Striking the balance
- Role of gap funds and incubators at Universities
- The special needs of a university spin-off

### MODULE 6: MAKING THE DEAL SUCCEED: THE ROLE OF ALLIANCE MANAGEMENT 10:30 AM – 12:00 PM

#### **Faculty:**

- *Katie Skrable, Director of Alliance Management, Genentech*

- Role of Alliance Management
- Trends in Strategic Alliances
- Relationship Management
- Governance structures
- How to resolve conflicts?
- Termination considerations

### LUNCH

**12:00 – 1:00 PM**

**MODULE 7: THE SOFTER SIDE OF NEGOTIATION**

**1:00 – 2:00 PM**

***Faculty:***

- *Anjan Aralihalli, CBO, GlyPharma Therapeutics*
  - Negotiation strategies & techniques
  - Agreement building, team organization, risk taking
  - Differences across countries
  - Managing internally (team members, expectations)

**MODULE 8: CASE STUDY**

- *Mark Cooper, Christine Fischette, Robert Silverman and Patricia Sinatra*

**2:00 – 5:00 PM  
(includes working  
break)**