

THE FLORIDA BAR BUSINESS LAW SECTION
CORPORATIONS, SECURITIES AND FINANCIAL SERVICES
COMMITTEE MEETING

Thursday, January 17, 2019
DoubleTree by Hilton Orlando at SeaWorld

MINUTES

1. Call to Order and Welcome. The meeting was called to order at 9:30 AM by Willard A. Blair, Second Vice Chair of the Committee, who presided at the meeting.
2. Introduction of Members and Guests Present. All members present at the meeting, and all guests attending the meeting, introduced themselves and signed an attendance sheet. In addition, the current executive officers of the Section visited the meeting to give an update to those in attendance of the general activities of the Section.
3. Approval of Minutes. Upon motion, duly seconded, the minutes of the September 1, 2018, Committee meeting were unanimously approved.
4. Chapter 607 Revision Sub-Committee Update. Philip Schwartz and Gary Teblum discussed the current status of revisions to Chapter 607. The revised Chapter 607 was approved by the big bar in October, 2018. At this point there is one open issue (oppression). Mr. Schwartz summarized the bill as follows: (i) the bill modernizes Chapter 607 based on the 2016 Model Business Corporations Act, (ii) certain changes have been made to harmonize the statute with Florida Statutes, Chapter 605, the Revised Florida Limited Liability Company Act, and (iii) the goal is to have a statute that can be clearly understood by judges in the state of Florida.
5. Third Party Opinion Standards Committee Update. Robert Barron indicated that the Opinion Standards Committee of the Florida Bar issued a First Supplement to the Report on Third-Party Legal Opinion Customary Practice in Florida. Mr. Barron described this supplement and indicated that he would upload this to the Section's website.
6. Chapter 605 Update. Gary Teblum led a discussion on Chapter 605. Mr. Teblum indicated that there are a few issues that deserve attention by the subcommittee:
 - a. Harmonization with Chapter 607

- b. Glitches that have been noticed since Chapter 605 was enacted.
- c. Series LLCs and whether to provide for them in Chapter 605

Mr. Teblum also indicated that the committee should decide who will take the lead this project. The Committee agreed that it may be best to wait until we see what happens with 607 so that we don't overextend our resources.

7. Florida's Non-Compete Statute, F.S. 542.335. Professor Cohn led a discussion on this statute. The committee discussed that some courts outside of Florida have refused to enforce our statute on the grounds that it is contrary to public policy. For example, a NY court called our statute "truly obnoxious." The committee discussed that it might be desirable for the Section to form a subcommittee or task force to look into this issue. Several of the committee's members discussed this issue the section's Chairman, Michael Chesal. Chairman Chesal advised that he will take this matter under consideration and that he may discuss it with the committee at the June meeting.
8. Other Business. Gregory Yadley discussed the 37th Annual Federal Securities Institute annual meeting which will be held February 11-12, 2019 in Coconut Grove and encouraged members to attend. Mr. Schwartz indicated that there will be one or more CLE opportunities on the revised Chapter 607 if it is enacted.
9. Meeting Adjourned. The Meeting was adjourned at 11:30 am.