

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

Thursday, June 22, 2017
Boca Raton Resort and Club
Boca Raton, Florida

MINUTES

1. Call to Order and Welcome. Meeting was called to order at 9:30 AM by Robert Barron, 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 January 25, 2017 Committee meeting were unanimously approved.
4. Chapter 605 Revision Sub-Committee. Lou Conti discussed the status of the Chapter 605 Revision Sub-Committee. He discussed with the Committee a Delaware Chancery Court case, Obeid v. Hogan, where the Chancery Court was faced with a dispute regarding two LLCs over the appointment of a retired federal judge for a Special Litigation Committee. The Chancery Court decided that, since the governance structure of the principal entity was of a corporation and not an LLC, the judge could not serve as a member of a Special Litigation Committee because he was not a director of the entity. Mr. Conti noted that the Delaware Bar has proposed legislation that would effectively eliminate the power of an LLC to structure itself and be treated as a corporation. He noted that there may be legislation proposed at the retreat in August.

After the members of the Legislation Committee made their presentation, Mr. Conti continued his update. Mr. Conti discussed the language of the proposed Delaware revision and the general liability protection being built therein.

5. Legislative Update. Members of the Legislation Section joined the meeting and discussed the process of approval of any bill that comes out of the Chapter 607 Revision Sub-Committee. For 2018 legislation, any bill would

likely have to be approved at the 2017 Retreat. The members of the Legislation Section noted that the Fictitious Names legislation was passed, and that the Legislation Section appreciated this Committee's diligence. It was also noted that judicial term limits are likely to come back as an issue in 2018 and that the Section as a whole will again be challenging any such bill.

6. UVTA Amendments. Mr. Conti discussed amendments to the Uniform Voidable Transfers Act. Florida is a Uniform Act state when it comes to the Uniform Fraudulent Conveyance Act. As part of that renaming, amendments were made that were seen as non-controversial and more useful. In addition to language changing from "Fraudulent" to "Voidable", changes were made in relation to choice of law, which may be seen as useful in Florida but which estate planners have found problematic. Because of this split in the bar, no legislation was taken up in the Florida Legislature in 2017. Mr. Conti noted that the Business Law Section should work with the Real Estate and Tax Sections to see if there can be agreement to move the legislation forward.
7. Third Party Opinion Standards Committee Update. Philip Schwartz discussed changes to Third Party Legal Opinion Standards. He stated that the Committee will work with the Real Estate Section to finalize the supplement to the Opinions Report. Mr. Schwartz also discussed his involvement in the Working Group on Legal opinions, or WGLO.
8. Social Media Communications. Andrew Schwartz discussed setting up social media communications for the Committee. He stated that there has been a listserv set up, but there has been little traffic. Potential alternative social media avenues were discussed, including Discussion Boards, LinkedIn groups and Facebook groups.
9. Volunteers to serve Sponsorship Committee. Andrew Schwartz discussed the Section's request for the Committee to provide liaisons to the Sponsorship Committee. The Sponsorship Committee wants a liaison from each committee to help politick on behalf of the committee.
10. Chapter 607 Revision Sub-Committee Update. Philip Schwartz and Gary Teblum discussed the current status of revisions to Chapter 607. The Sub-Committee continues to meet approximately every other week by phone. Messrs. Schwartz and Teblum presented issues regarding Sections 607.0831 and MBCA Section 8.42 of Chapter 607 revision for discussion by those in attendance. The matters were discussed by those in attendance and proposals were discussed by the attendees.
11. Old Business. There was no old business discussed.

12. New Business. There was no new business discussed.

13. Meeting Adjourned. The Meeting was adjourned at 11:30 am.