

**MINUTES OF THE MEETING  
OF THE EXECUTIVE COUNCIL OF THE  
BUSINESS LAW SECTION OF  
THE FLORIDA BAR**

**THURSDAY, JUNE 25, 2015  
BOCA RATON RESORT, ADDISON BALLROOM EAST/WEST  
BOCA RATON FLORIDA**

The annual meeting of the Executive Council of the Business Law Section (“BLS” or “Section”) of The Florida Bar was called to order by the Honorable William Van Nortwick, Chair, at 3:35 p.m.

**I. QUORUM**

As the first order of business, as is the Section’s tradition and regular practice, the Chair requested that everyone present sign the “Attendance List” to confirm that a quorum was present for the transaction of business. (Accompanying these minutes as Exhibit A is the Attendance Sheet.)

**A. NON AGENDA ITEM -- Michael Higer**

Mr. Higer visited the Executive Council meeting to address the members. Mr. Higer announced that he is exploring a run for President of The Florida Bar. Mr. Higer explained his experience working as a member of the Board of Governors, and reminisced fondly of the time and participation in the Section and with its members. Mr. Higer also announced that Ron Ponzoli will be the new Board of Governors’ liaison to the Section.

**B. NON AGENDA ITEM – Greg Coleman**

President Coleman addressed the Executive Council, and thanked the Section for its work. President Coleman asked the members to continue to follow Vision 2016, and predicted the future will bring many changes imposed by outside forces will drastically alter the practice of law.

**II. APPROVAL OF MINUTES**

Mr. Polenberg presented the minutes of the January 22, 2015 meeting of the Section held at the Rosen Shingle Creek Resort, Orlando, Florida, which were attached as Exhibit A to the agenda. Upon motion duly made and seconded, the minutes of the September 1, 2014 fall retreat meeting were unanimously approved. Mr. Polenberg then presented the minutes of the March 26, 2015 meeting at the Executive Council Retreat held at the Hotel Monaco & Grand Canal, Venice, Italy, which were attached as Exhibit B to the agenda. Upon motion duly made and seconded, the minutes of the March 26, 2015 meeting were unanimously approved.

### **III. TREASURER'S REPORT**

Mr. Polenberg presented the Treasurer's Report for the Section, and reported that as of the May 2015 financial statements, the Section continued to be on track to exceed its budgeted revenue budget for the Bar year 2014-2015, and should have a positive variance to budgeted expenses for total operating expense despite the fact expense reporting was still lagging. Mr. Murphy moved to approve the financial report, and Mr. Baron seconded the motion. The Executive Council unanimously approved the financial report.

### **IV. PRESENTATION OF AWARDS The Honorable William Van Nortwick**

Chair Van Nortwick announced Kacy Donlon as the Outstanding Member of the Year for Year 2014-15, explaining the dedication and work Ms. Donlon performed to be able to launch the new website. Ms. Donlon invested hours upon hours of work to gather content and work with the developer to produce the website, which is exactly the dedication deserving of this recognition.

Chair Van Nortwick then gave Executive Council members gifts for serving the Section this year.

### **V. MATTERS REQUIRING EXECUTIVE COUNCIL VOTE OR CONSIDERATION**

#### **A. LEGISLATIVE COMMITTEE REPORT: Melanie Damian, Chair**

The Chair recognized Melanie Damian, chair of the Legislation Committee. Ms. Damian reported the legislative session for 2015 was very active for the section, and compliments Aimee Diaz-Lyon and Greg Black for their work as the Section's lobbyist. Mr. Damian also recognized Robert Kain, Mark Stein, and Michael Chesal for their extraordinary efforts to testify and answer questions regarding the CADRA initiative that passed the legislature, and there was much rejoicing. Ms. Damian also reported that the LLC Glitch Bill had passed, but that the Financial Literacy bill did not.

Steph Nagin posed a question about the Section's ability to identify legislation that affects business law early by highlighting the fact some legislative matters had escaped the Section's review until late in the process. Ms. Damian reported that the Legislative Committee is aware of that issue, and has asked the substantive Committees to develop a list of key words to provide to Ms. Diaz-Lyon and Mr. Black to help them search of legislation that may involve business law issues.

Ms. Damian then presented the issue of renewing the contract for lobbying services with Metz, Husband, & Daughton. Ms. Diaz-Lyon was excused from the room for the Executive Council to consider the contract for Bar Year 2015-16. The Executive Council unanimously approved the renewed contract.

**B. PROFESSIONAL RULE OF CONDUCT 4-4.2**

**Manny Farach, Chair**

Manny Farach reported that the Section had communicated the approved position to a working group that was analyzing the issues associated with the changes to Rule 4-4.2 proposed by the Government Lawyers Section of The Florida Bar. For reference, Mr. Farach stated this is the second time the Executive Council is addressing this proposed change, which attempts limit the ability of an attorney to contact directly government employees rather than through counsel. The Section has taken the position that no change is necessary, but if there is going to be a change, then the Section would be comfortable with either the rule enacted in Utah or Washington D.C. The Real Property and Probate Law Section of The Florida Bar has taken a position consistent with the Section's position. The Government Lawyers Section rejected the Section's position, and submitted to The Florida Bar a rule change that the Section opposes. Appended to the agenda as Exhibit D is a draft letter to The Florida Bar from the Section stating The Section's opposition. The Executive Council unanimously approved the draft letter.

**C. NEW WEBSITE; COMMUNICATIONS COMMITTEE**

**Kacy Donlon, Chair**

Ms. Donlon stated the Section has launched the new website. Critical to the new website is content; the Committees must provide a lot of content to the Communications Committee to post on the website to make it a success. Each Committee should have a liaison who does not need to attend the Communications Committee meetings, but should gather content from their respective Committees and deliver it to the Communications Committee for posting. During the discussion, Ms. Donlon addressed the "Join" button for the substantive committees as opposed to the "Learn More" button for non-substantive committees. Mr. Donlon also asked that the Section provide the Communications Committee with news, publications, events, and happenings; for instance, posting the news that the Honorable Michael Williamson will be Chief Judge for the bankruptcy court for the Middle District of Florida. Finally, Ms. Donlon reviewed the sponsor information and the media gallery components on the website.

**D. FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS  
TASK FORCE**

**Don Workman, Chair**

Mr. Workman thanked the task force members for their involvement with analyzing efforts to renew relations with the Florida Institute of Certified Public Accountants (FICPA). The task force engaged in conversations with the FICPA executive director Deborah Curry, who was enthusiastic. Ms. Curry expressed interest in moving forward, and leaving the past issues behind. The two areas the Section and FICPA could collaborate are with legislative matters and networking. Mr. Workman then stated that the task force recommends reestablishing the FICPA as a Committee of the Section.

## **VI. REPORTS OF SPECIAL COMMITTEES AND TASK FORCES**

### **A. CHAPTER 607 SUB-COMMITTEE**

**Alan Aronson, Phil Schwartz, and Gary Teblum, *Co-Chairs***

Gary Teblum reported the Committee has been working in earnest for 18 months. The Committee is tackling several substantive issues, and currently addressing the complicated issues under Article 8. Mr. Teblum stated Committee is targeting the 2017 legislative year.

### **B. EMPLOYEE HACKER LEGISLATION TASK FORCE**

**Robert Kain, *Chair***

Robert Kain reported CADRA has passed the Florida Legislature, and there was much rejoicing.

### **C. PROCEEDINGS SUPPLEMENTARY TASK FORCE**

**Barbara Riesberg, *Chair***

Barbara Riesberg reported they task force had its best meeting, and reached agreement on several issues that previously created controversy and dispute. One of the remaining issues involves the statute of limitations. Mr. Riesberg nevertheless expects to have a proposal at the Section retreat in Naples. Ms. Riesberg also reported that the task force will be meeting with Senator Simmons regarding the proposal, and will circulate it to other sections and committees in The Florida Bar to determine whether there are opponents to the proposal.

### **D. STRATEGIC PLANNING TASK FORCE**

**Steph Nagin, *Chair***

Mr. Nagin reported that it is difficult for the task force to meet, and that there may be too much overlap with the Bylaws Revisions Task Force.

### **E. SPONSORSHIP TASK FORCE**

**Michael Chesal, *Chair***

Michael Chesal reported the Committee recognizes that most of the sponsorship it receives is based on the Labor Day Retreat, and therefore, started analyzing whether it makes sense for the Section to hire a person who would be responsible for marketing. Mr. Chesal stated the task force would continue to analyze the issue and report to the Executive Council.

### **F. BYLAWS REVISIONS TASK FORCE**

**Phil Schwartz, *Chair***

Mr. Schwartz reiterated the exposure draft included changes to the bylaws to put in place the different organization the Section is today as opposed to what it used to be. Mr. Schwartz explained that the task force was going to need an ample time allotment during an Executive Council

meeting to discuss the proposed changes.

## **VII. STANDING COMMITTEE REPORTS**

### **A. BANKRUPTCY/UCC** **Cori Lopez-Castro, Chair**

Ms. Sherman gave the report for the Committee, and stated the meeting was well attended. The Committee is working with the Proceedings Supplementary Task Force as those issues overlap with a legislative proposal the Committee is analyzing called the Uniform Avoidable Transfer Act. In addition, the Committee is working on the Financial Literacy legislation and the UCC 4A amendments. The Committee is also preparing for the Bankruptcy Evidence Boot Camp. The Honorable Laurel Isicoff reported the success of the program to assist the elderly. Finally, Ms. Sherman reported the Committee is preparing to post receiver applications on a stand-alone website.

### **B. BANKRUPTCY/JUDICIAL LIAISON COMMITTEE** **The Honorable Paul Hyman, Chair**

Judge Hyman reported the Committee was well attended, and had addressed several issues.

### **C. BUSINESS LITIGATION COMMITTEE** **Jude Cooper, Chair**

Mr. Cooper reported the Committee discussed several legislative issues, including proceedings supplementary, the business judgment rule in the LLC Act, and Chapter 607. The Committee formed a subcommittee to address Florida Statute 663.021.

### **D. SOCIAL MEDIA** **Paige Greenlee, Chair**

Ms. Donlon gave the report for the Social Media Committee. Ms. Donlon reported that the information provided during her initial comments applied to the Social Media Committee, but added that Tracy Eller deserves many thanks and kudos for the work she has performed to deliver content.

### **F. COMPUTER LAW COMMITTEE** **Larry Kunin, Chair**

Mr. Kunin reiterated that Committee has had to address many bills filed with the Florida Legislature involving computer and technology. Mr. Kunin reported the Computer Law and Intellectual Property Committees jointly recognized Robert Kain's efforts and work on CADRA. The Committee delivered a CLE involving Data Breach and Ethical Issues for Lawyers. Finally, Mr. Kunin moved the Executive Council to recognize Robert Kain for his work on CADRA, which was duly seconded. The Executive Council unanimously approved the motion, and thereupon, the Executive Council recognized Robert Kain.

**G. CONTINUING LEGAL EDUCATION COMMITTEE**

**Mark Nichols, Chair**

Mr. Nichols had requested at the last meeting that members communicate to the Committee any CLE's, and the members have been improving those communications. Mr. Nichols also reported the deadline for submitting Florida Bar Journal articles is mid-July.

**H. CORPORATIONS, SECURITIES AND FINANCIAL SERVICES COMMITTEE**

**Stefan Rubin, Chair**

Mr. Rubin reported the meeting was well attended and 3 people attended by phone. The Committee recognizes the Florida Legislature passed a crowd funding bill, but because it is terribly written and cumbersome, no one will use it. Mr. Rubin discussed the LLC glitch bill, which contains several compromises, but that there will probably be another one in the near future. The Committee spent time discussing Chapter 607. Mr. Rubin also reported the Committee will review Florida's Fictitious Name statutes because it states that an entity may not have Inc or Corp in the name unless the entity is incorporated, but that prohibition does not carry for other business forms.

**I. E-DISCOVERY COMMITTEE**

**Steve Teplar, Chair**

Mr. Murphy delivered the report. The CLE scheduled for the mid-year meeting is sold out with 109 attendees. The Committee also had a CLE during the its meeting. Mr. Nagin asked whether it makes sense for the Section to consider proposing a certification for e-discovery. The members discussed the issue, but no further action was taken at this time.

**J. INCLUSION/MENTORING FELLOWSHIPS COMMITTEE**

**Leyza Blanco, Chair**

Ms. Blanco introduced the fellows in attendance. Further, Ms. Blanco reminded the Executive Council that the Kozak, Tropin, and Throckmorton mentoring event is on October 31, 2015, and the Section needs members to volunteer 1 hour to attend the event for the Section. The Committee is working on a trial skills seminar schedule for Orlando in October 2015, moderated and presented by the Honorable Aalice Blackwell and the Honorable Gil Freeman. Ms. Blanco stressed to the Executive Council that it is critical to the Committee's success that each committee designate a liaison to attend the Committee's meetings.

**K. INTELLECTUAL PROPERTY COMMITTEE**

**Dineen Wasylik, Chair**

Ms. Wasylik reported that the Committee engaged in a lively discussion regarding the patent troll legislation that passed the Florida Legislature, and it is working on a glitch bill to address some of the issues. Mark Stein presented a CLE.

**L. LEGISLATIVE COMMITTEE**  
**Melanie Damian, Chair**

No additional report.

**M. LONG RANGE PLANNING COMMITTEE**  
**Greg Yadley, Chair**

Mr. Yadley expressed the Committee's congratulations to the new Executive Committee, and best of luck wishes.

**N. MEMBERSHIP & LAW SCHOOL COMMITTEE**  
**Peter Valori, Chair**

Mr. Valori reported the Committee needs members to volunteer as law school liaisons. These liaisons would contact their local law school student bar associations. Zach Hyman continues to host events for the Section.

**O. PRO BONO COMMITTEE**  
**Jennifer Morando, Chair**

Ms. Morando reported Pro Bono Week is approaching this October, and the Committee is looking for prop bono opportunities. Mr. Morando also asked the Executive Council members to respond to a survey that they will soon be receiving. The Florida Bar Foundation is seeking volunteers to help with a new initiative, and the pro bono committee is investigating how to help. Ms. Morando asked the Executive Council to get the all committees involved by spending a few moments at each meeting to discuss pro bono efforts.

**P. RETREAT COMMITTEE**  
**Jodi Cooke, Chair**

Ms. Cooke explained the Committee has set the first time registration for the Retreat at 50% off regular registration. This year, the Retreat schedule has changed – all meetings will be on Saturday morning, and the CLEs will be Saturday afternoon, which leaves Sunday open. Returning to the Retreat this year is a wine tasting and the whiskey and cigar event. The Committee discussed sponsorships, and the need for Executive Council members to get involved with sponsorship. The Committee is also monitoring registrations, and matching them to hotel reservations, which are selling fast.

**Q. STATE/FEDERAL COURTS LIAISON**  
**Russell Landy, Chair**

In addition to its involvement with the Business Litigation Committee, the State/Federal Courts Liaison Committee is investigating a report that there is some interest in creating a business court in the Naples/Fort Meyers area.

**R. THIRD PARTY OPINION STANDARDS COMMITTEE**  
**Robert Barron, Chair**

Mr. Barron reported the Committee is working on several revisions to the to trusts and LLCs.

**VIII. OTHER REPORTS**

**A. HISTORIAN/PARLIAMENTARIAN**  
**Phil Schwartz**

No report.

**B. COUNCIL OF SECTIONS REPORT**  
**Alan Howard**

No report.

**C. THE FLORIDA BAR CLE COMMITTEE REPORT**  
**Ryon McCabe**

No report.

**D. THE FLORIDA BAR BOARD OF GOVERNORS' REPORT**  
**Michael Higer**

No report.

**E. RPPTL LIAISON REPORT**  
**Marsha Rydberg, Jamie Marx**

No report.

**F. OUT OF STATE DIVISION REPORT**  
**Donald Workman**

The Division is accepting articles.

**G. TAX LIAISON REPORT**  
**Nick Lioce**

No report.

**H. YOUNG LAWYERS DIVISION LIAISON REPORT**  
**Andrew Jenkins**

No report.

**I. CHAIR'S REPORT**

The Honorable William Van Nortwick expressed his thoughts about his year as Chair of the Section, and explained what a wonderful experience it has been. Chair Van Nortwick discussed how impressive the work that the Section does, and how it is only possible because of the great people doing the Sections business. For Chair Van Nortwick, the year has been a great honor.

**J. CHAIR-ELECT'S REPORT**

Mr. Howard started his report by presenting Chair Van Nortwick with a plaque recognizing his contribution to the Section and service as Chair. Mr. Howard continued by giving Chair Van Nortwick a gift from the Section purchased in Venice – a beautiful Murano Glass Vase.

Mr. Howard then expressed his gratitude for being elected Chair of the Section, and stated how humbling it is because of all the work and hours volunteered by the busy lawyers who do Section's work. Mr. Howard stated it is a true privilege to serve, and will strive to be worthy of the confidence bestowed in him.

Mr. Howard completed his report by announcing where the Executive Council Retreat will take place – London, England – at which point, a power point presentation showed images and played music from the destination.

**IX. ADJOURNMENT**

Motion to adjourn was duly seconded, and unanimously approved.

*/S/ Jon Polenberg*

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Jon Polenberg  
Secretary