

**THE FLORIDA BAR BUSINESS LAW SECTION  
EXECUTIVE COUNCIL MEETING AGENDA**

Thursday, June 16, 2016  
3:30 p.m. – 6:30 p.m.  
Hilton Bonnet Creek, Orlando

- I. Call to Order, and Introductions by Council Members – G. Alan Howard, Chair**
- II. Approval of Minutes – Melanie Damian, Secretary-Treasurer**
  - A. Minutes of January 29, 2016 Executive Council Meeting (EXHIBIT “A”)
  - B. Report of Executive Council Vote on SB 562/HB 713
  - C. Report of Executive Council Vote on legislation regarding inconsistent positions taken by a defendant/debtor in bankruptcy and foreclosure actions
- III. Treasurer’s Report – Melanie Damian, Secretary-Treasurer (EXHIBIT “B”)**
- IV. Matters Requiring Executive Council Vote or Consideration**
- V. Reports of Special Committees and Task Forces**
  - A. Bylaws Task Force – Phil Schwartz, Chair
  - B. Chapter 607 Sub-Committee – Phil Schwartz and Gary Teblum, Co-Chairs
  - C. Proceedings Supplementary Task Force – Barbara Riesberg, Chair
  - D. Sponsorships Task Force – Doug Bates, Chair
  - E. Rule 4-4.2 Task Force – Manny Farach, Chair
- VI. Standing Committee Reports**
  - A. Bankruptcy/UCC – Lynn Sherman, Chair; Hon. Cathy McEwen, Judicial Chair
  - B. Bankruptcy/Judicial Liaison – Cori Lopez-Castro, Chair; Hon. Paul Hyman, Judicial Chair
  - C. Business Litigation – Detra Shaw-Wilder, Chair; Hon. Ed LaRose, Judicial Chair
  - D. Communications – Paige Greenlee, Chair
  - E. Computer & Technology Law – Robert Kain, Chair
  - F. Continuing Legal Education – Stephanie Lieb, Chair
  - G. Corporations, Securities & Financial Services – Stefan Rubin, Chair
  - H. eDiscovery Committee – Steve Teppler, Chair
  - I. Inclusion/Mentoring/Fellowships – Carlos Sardi, Chair  
Hon. John Olson and Hon. Gill Freeman, Co-Judicial Chairs
  - J. Intellectual Property – Woody Pollack, Chair
  - K. Legislation – Michael Chesal, Chair  
Aimee Diaz Lyon & Greg Black, Legislative Consultants
  - L. Long Range Planning – Greg Yadley, Chair; Hon. Michael G. Williamson, Judicial Chair
  - M. Membership & Law School Relations – Amir Isaiah and Zach Hyman, Co-Chairs
  - N. Pro Bono – John MacDonald, Chair; Hon. Laurel Isicoff, Judicial Chair
  - O. Labor Day Weekend Retreat – Jodi Cooke, Chair
  - P. State/Federal Courts Liaison – Jude Cooper, Chair; Hon. Gill Freeman, Judicial Chair
  - Q. Third Party Opinion Standards Committee – Robert Barron, Chair

**VI. Other Reports:**

- A. Historian/Parliamentarian Report – Phil Schwartz
- B. Council of Sections Report – Jon Polenberg
- C. Board of Governors – Michael Higer
- D. RPPTL Liaison Report – Jamie Marx/Marsha Rydberg
- E. Tax Liaison Report –
- F. Liaison to FICPA Report – Donald Workman
- G. Liaison to Out-of-State Practitioners Report – Donald Workman
- H. Young Lawyers Division Liaison Report – Andrew Jenkins/Christian George
- I. Chair’s Report – G. Alan Howard
- J. Chair-Elect’s Report – Jon Polenberg

**VII. Future Meeting Dates**

- A. Labor Day Retreat – Ritz-Carlton, Naples September 2-5, 2016
- B. Mid-year Meeting – Gaylord Palms, Orlando January 26, 2017

**VIII. Motion to Adjourn**

# **EXHIBIT A**

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

**JANUARY 29, 2016  
HILTON ORLANDO 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 Chair Alan Howard at 9:03am.

**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.)

**NON AGENDA ITEMS**

The Chair then took a point of personal privilege to recognize that our very own Honorable Catherine Peek McEwen of the U.S. Bankruptcy Court, Middle District of Florida, Tampa, was not in attendance at the meeting because she was in Tallahassee being recognized as the first recipient of the Chief Justice’s Distinguished Federal Judicial Service Award. The new award recognized Judge McEwen’s outstanding and sustained service to the public, especially as it relates to the support of pro bono legal services and was presented by Chief Justice Jorge Labarga at a Jan. 28 ceremony at the Supreme Court of Florida.

**Probono Mission of the Section was then read as a reminder that the Section’s mission is to achieve 100% participation in Pro Bono Service by Business Law Section members and attorneys in their firms.**

**II. APPROVAL OF MINUTES**

Ms. Damian presented the minutes of the September 7, 2015 Meeting of the Executive Council of the Business Law Section (Exhibit A to Agenda). Upon motion by Rick Gross duly made and seconded by Judge Smith, the minutes of the September 7, 2015 Executive Council Meeting were unanimously approved.

**III. BUDGET COMMITTEE REPORT**

Ms. Damian presented the Treasurer’s Report for the Section, and reported the financials as of December 15, 2015.

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

##### **A. Budget**

The Chair again recognized Melanie Damian, Secretary/Treasurer of the Section who presented the 2016 – 2017 proposed budget for the Section which was attached to the Agenda as Exhibit B. Carlos Sardi, chair of Inclusion Mentorship and Fellowship, requested a total budget increase to \$40,000 which would include a separate line item of \$30,000 for Section Fellows. Zach Hyman on behalf of the Membership Committee requested an increase to the Membership Committee line item. Chair Elect Jon Polenberg commented that an increase to the expense line items would require corresponding reductions in expenses or increase in revenue. Much discussion ensued.

Michael Chesal moved that the Section membership dues be increased to \$60 per member, the motion was seconded by Mark Stein. The motion passed. Section dues will be increased for the 2016-2017 Bar Year to \$60.

The 2016-2017 Proposed Budget was then amended by agreement in the following ways:

- 1) increasing dues revenue to \$285,000;
- 2) increasing the 88007 Membership line item to \$10,000;
- 3) increasing the 84107 Diversity line item to \$10,000;
- 4) a new line item was added to include \$30,000 for Section Fellows.
- 5) decreasing the retreat breakfast line item to \$10,000.

As so amended, the Treasurer moved the 2016-2017 Proposed Budget for approval. The motion was duly seconded and passed with one no vote by Gary Teblum.

##### **B. Proposed Amended & Restate Bylaws**

Phil Schwartz reported the work of the Bylaw Revision Task Force which has worked over the last two years on the proposed revisions. Mr. Schwartz gave a very thorough report as to the process and the changes contained in the proposed Exposure Draft Dated December 31, 2015. **The proposed By-Laws were attached to the Agenda as Exhibit C**

Phil Schwartz moved the following resolution that was seconded by Diane Wells.

**RESOLVED**, that the Executive Council hereby approves the substance of the proposed Amended and Restated Bylaws of the Section (exposure draft dated December 31, 2015), and further

**RESOLVED**, following this meeting, Section leadership shall provide the draft amended and restated bylaws: (a) to Section members for comment; and (b) to the Big Bar (in the manner discussed at this meeting) for comment.

Mr. Schwartz answered a number of questions. The Council discussed the Exposure Draft at some length. The Resolution passed with an amendment that the Section's bylaws (i) further clarify and highlight the issues of diversity, inclusion and fellowship as an express purpose of the Section (Section 1.2(h)), and (ii) add the diversity/inclusion committee as a permanent standing committee of the Section (Section 5.7) and subject to any comments received regarding the proposed amended and restated bylaws from the big bar and from Section membership.

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

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

**Gary Teblum, Co-Chairs**

Phil Schwartz reported the Sub-Committee has and will continue to work in earnest for the next 18 months. The Sub-Committee is tackling several substantive issues, and currently addressing the complicated issues under Article 8. Mr. Teblum stated that the Sub-Committee is targeting the 2017 legislative year.

### **B. PROCEEDINGS SUPPLEMENTARY TASK FORCE**

*Chair*

The Task Force reported that the legislation is moving forward in the 2016 legislative session.

### **C. SPONSORSHIP TASK FORCE**

**Doug Bates, Chair**

Doug Bates reported that the Sponsorship Task force will provide the Council a proposal for a marketing consultant at the June Meeting.

### **D. RULE 4-4.2 TASK FORCE**

Manny Farach reported that the Government lawyers recommendation was defeated ....end of report.

## **VI. STANDING COMMITTEE REPORTS**

### **A. BANKRUPTCY/UCC**

**Leyza Blanco**

Ms. Blanco gave the report for the Committee which report was advanced on the agenda. Mindy Mora reported regarding the Committee's study group regarding proposed foreclosure legislation. The Committee reported that it is studying the UVTA. The ABI seminar is scheduled for March 2, 2016. The Committee continues to support Elder Smarts and the CARE program. Finally, Ms. Blanco reported that the Committee will soon roll out the 11<sup>th</sup> Circuit Receivership Application.

### **B. BANKRUPTCY/JUDICIAL LIAISON COMMITTEE**

**The Honorable Paul Hyman, *Chair***

Judge Hyman reported that the Committee had great meeting. Time and place of next meeting discussed. Judge Hyman will report back after survey of membership.

### **C. BUSINESS LITIGATION COMMITTEE**

**Detra Shaw-Wilder, *Chair***

Ms. Shaw reported the Committee meeting was well attended. Subcommittees were formed as to antitrust and business law certification issues. Manny Farach reported on the Beauvias amicus brief to the Third District Court of Appeal which was well received.

### **D. COMMUNICATIONS**

**Chris Broussard, *Co-Chair***

Mr. Broussard provided the Communications Committee report. The Committee has begun an initiative to expand content on social media. The Committee is seeking volunteers to ensure more frequent posting and updates including articles. The Committee reported that it is in discussions with Lexology and is discussing a roll out to rest of Section membership.

### **E. COMPUTER LAW COMMITTEE**

**Robert Kain, *Chair***

Mr. Kain reported that Computer Law Committee is monitoring 5 different pieces of legislation during this 2016 session. The Committee also approved an amendment to CADRA to propose during the 2016 legislative session. The Committee is working on a white paper in support of the amendment.

**F. CONTINUING LEGAL EDUCATION COMMITTEE**  
**Stephanie Lieb, Chair**

Report given by Alan Howard regarding the upcoming CLE's and a general solicitation of additional content driven CLE's was made.

**G. CORPORATIONS, SECURITIES AND FINANCIAL SERVICES COMMITTEE**  
**Stefan Rubin, Chair**

Mr. Rubin reported that the meeting was poorly attended, had lively discussion among those who did attend and started and ended on time. The Committee discussed and passed a proposed amendment to the Florida's Fictitious Name statutes.

Gary Teblum reported that the Committee was asked to file an amicus brief concerning appraisal rights. There was no disagreement at the Committee Meeting that the Court did not get it right and the Committee should file a brief contingent upon the approval from the attorneys. After explanation by Mr. Teblum of the issue. The Committee moved the Council for approval to file an amicus brief (contingent on compliance with the Rules). The Motion was seconded by Mark Nichols. After discussion, the motion passed unanimously.

**H. E-DISCOVERY COMMITTEE**  
**Steve Tepler, Chair**

The Committee reported that it would again be providing a 4 hour CLE at Florida Bar Annual Convention in June. The Committee is in the process of seeking sponsors for the program.

**I. INCLUSION/MENTORING FELLOWSHIPS COMMITTEE**  
**Carlos Sardi, Chair**

Mr. Sardi provided the report. Mr. Sardi reminded the Executive Council that Substantive Law Committees needed to designate a representative to attend the Committee's meetings. The Committee put on a trial skills seminar in October 2015 that went very well. The Committee is supporting minority mentoring picnics in Orlando and Hillsborough County. Mr. Sardi also requested council member be mentors for the fellowship program. Mr. Sardi then introduced the Fellows in attendance who spoke about their experienced and thanked the Section.

**J. INTELLECTUAL PROPERTY COMMITTEE**  
**Woody Pollack, Chair**

Mr. Pollack reported that the IP Committee engaged in a spirited discussion regarding the proposed legislation, specifically patent troll prevention act. Mr. Pollack also reported that the



Seventh Annual Intellectual Property Symposium is scheduled April 7-8, 2016 Sea World. And, the Committee voted in support of proposed CADRA amendment.

**K. LEGISLATIVE COMMITTEE**

**Michael Chesal, Chair**

Mr. Chesal reported that the the Committee will be working on several legislative items during the 2016 legislative session including, the proposed Proceeding Supplementary bill, UCC 4A bill, opposition/amendment to the Patent Troll Prevention Act. The Committee will also keep an eye on the drone act, the International Trust Company Act, and other proposed legislation in the subject matter interest of the Section.

**L. LONG RANGE PLANNING COMMITTEE**

**Greg Yadley, Chair**

No report.

**M. MEMBERSHIP & LAW SCHOOL COMMITTEE**

**Zach Hyman, Vice-Chair**

Mr. Hyman reported that the Committee is working on four outreach events. The Committee continues to work on the scholar initiative. The Committee requested an additional \$2000 for this bar year for the events and to support the scholars to attend the Annual meeting. The request was moved and seconded and passed unanimously.

**N. PRO BONO COMMITTEE**

**John MacDonald, Chair**

Mr. MacDonald reminded the Council of the Pro Bono mission. Mr. MacDonald also reported that Florida Bar Foundation continues to promote its fellowship program. And, recognized that we are now in the 5<sup>th</sup> year of providing pro bono clinics for nonprofits around the state. The Committee continues to work to maximize the ability for business lawyers to coordinate with legal aid organizations. Finally, the Committee is working on a website initiative to make pro bono opportunities more accessible.

**O. LABOR DAY WEEEKEND RETREAT COMMITTEE**

**Dineen Wasylik, Chair**

Ms Wasylik reported that early sponsorships are doing well and the committee is working to put on a great retreat.

**P. STATE/FEDERAL COURTS LIAISON**

No report

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

No report

**VII. OTHER REPORTS**

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

No report

**B. COUNCIL OF SECTIONS REPORT**

Alan attended the Council of Section Meeting. End of Report.

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

No additional report

**D. RPPTL LIAISON REPORT**  
**Jamie Marx**

No report

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

The Division is accepting articles.

**F. TAX LIAISON REPORT**  
**Nick Lioce**

No report.

**G. YOUNG LAWYERS DIVISION LIAISON REPORT**

No report.

**H. CHAIR'S REPORT**

Alan Howard reported that the Executive Council Retreat will be in London date

changed to April 14-17. Mr. Howard commended the members to arrive on the 13<sup>th</sup> for cool reception at the Tower of London.

## **I. CHAIR-ELECT'S REPORT**

Jon Polenberg reported that the Section will begin negotiating a new 3year contract with Ritz. He suggested everyone send comments regarding the Retreat to Dineen Wasylik, the 2016 Retreat Chair.

## **VII. FUTURE MEETING DATES**

- A. Executive Council Spring Retreat – Chesterfield Mayfair, London  
April 13-17, 2016**
- B. Florida Bar Annual Meeting June Hilton Orlando Bonnet Creek June  
15-17**

## **VIII. ADJOURNMENT**

Motion to adjourn was duly seconded, and unanimously approved.

*/S/ Melanie E. Damian*

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Melanie Damian  
Secretary

# **EXHIBIT B**



# THE FLORIDA BAR

BUSINESS LAW SECTION

APRIL 2016 FINANCIAL STATEMENT

## YEAR TO DATE OVERVIEW

REVENUE:	\$696,777
EXPENSES:	\$655,569
NET:	\$41,208
BEGINNING FUND BALANCE:	\$463,196
TOTAL CURRENT FUND BALANCE:	\$504,404

TOTAL CURRENT MEMBERSHIP: 5367

	April 2016 Actuals	YTD 15-16 Actuals	Budget	Percent Budget
Total Business Law				
=====				
31431 Sect Dues	165	253,788	260,000	97.61
31432 Affil Dues	20	2,750	2,500	110.00
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Total Dues Income Net	185	256,538	262,500	97.73
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32191 CLE Committee Course	13,240	116,012	101,381	114.43
32293 NonSect Mem Cost Dif	1,155	10,340	17,000	60.82
35003 Ticket Events	0	3,718	3,000	123.93
35201 Sponsorships	10,500	143,500	122,000	117.62
35601 Bankruptcy Judge Rec	0	0	2,500	0.00
35604 Sect Registration	0	117,261	105,000	111.68
35606 Judl Liaison Dinner	0	12,823	30,000	42.74
35721 Rtrt/Registration	50,084	50,084	0	*
38499 Investment Alloc	3,155	-16,352	11,527	-141.86
39999 Miscellaneous	0	2,853	0	*
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Other Income	78,134	440,239	392,408	112.19
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Total Revenues	78,319	696,777	654,908	106.39
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36998 Credit Card Fees	165	3,064	2,900	105.66
51101 Employee Travel	16	3,128	7,468	41.89
61201 Equip Rental	0	17,706	10,000	177.06
71001 Phone/Direct	0	567	750	75.60
71005 Internet Charges	0	0	700	0.00
81411 Promo Printing	0	0	500	0.00
84001 Postage	3	521	550	94.73
84002 Printing	0	417	2,000	20.85
84007 Membership	0	2,930	4,500	65.11
84009 Supplies	0	475	600	79.17
84010 Photocopying	1	30	250	12.00
84040 Judges Trav Annl Mtg	0	1,501	5,000	30.02
84041 Judges Trav Napl Ret	0	12,359	33,000	37.45
84042 Judges Trav Sprg Ret	0	0	15,000	0.00
84043 Judges Trav Fall Mtg	750	4,406	5,000	88.12
84044 Judl Liaison Dinner	0	15,043	30,000	50.14
84052 Mtg Travel Exp	0	676	8,000	8.45
84054 CLE Speaker Exp	0	912	2,000	45.60
84061 Reception	0	50,977	45,000	113.28
84062 Luncheons	0	13,452	8,000	168.15
84063 Family Dinner	0	136,307	100,000	136.31
84101 Committee Exp	3	2,741	10,000	27.41
84107 Diversity Initiative	1,641	16,254	25,000	65.02
84201 Board Or Council Mtg	36,089	66,627	40,000	166.57
84202 Annual Mtg	0	0	12,000	0.00
84204 Midyear Mtg	0	21,320	10,000	213.20
84216 Strategic Planning	0	0	2,000	0.00
84237 Entertainment Exp	0	16,138	15,000	107.59

	April 2016 Actuals	YTD 15-16 Actuals	Budget	Percent Budget
Total Business Law				
===== 84264 Social Media & Other	0	4,000	7,500	53.33
84282 Law School Program	0	0	500	0.00
84286 FL Bar Foundation	0	50,000	50,000	100.00
84301 Awards	0	0	4,000	0.00
84330 Leadrshp Acad	0	0	10,000	0.00
84422 Website	0	17,286	15,000	115.24
84501 Legis Consultant	0	60,110	80,000	75.14
84701 Council Of Sections	0	300	300	100.00
84914 Bkrpcy Pro Bono Dona	0	0	10,000	0.00
84991 Special Projects	0	5,000	1,500	333.33
84998 Operating Reserve	0	0	32,894	0.00
84999 Miscellaneous	0	1,105	700	157.86
88265 Refreshment Breaks	0	5,820	8,000	72.75
88269 Breakfast	0	34,714	20,000	173.57
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Total Operating Expenses	38,668	565,886	635,612	89.03
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31433 Section Mgmt Fee	76	89,683	91,713	97.79
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Total TFB Support Services	76	89,683	91,713	97.79
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Total Expenses	38,744	655,569	727,325	90.13
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Net Operations	39,575	41,208	-72,417	-56.90
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21001 Fund Balance	0	463,196	434,233	106.67
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Total Current Fund Balance	39,575	504,404	361,816	139.41
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\* \* \* \* \* End of listing \* \* \* \* \*