

**MINUTES OF THE EXECUTIVE COUNCIL OF THE
BUSINESS LAW SECTION OF THE FLORIDA BAR
JANUARY 10, 2002**

The Executive Council of the Business Law Section of The Florida Bar (the "Section") held a meeting in conjunction with the Mid-Year Meeting of The Florida Bar on January 10, 2002, at the Hyatt Regency Hotel in Miami, Florida. Chair David Felman called the meeting to order at 3:40 p.m. Present at the meeting were:

David Felman
John Emmanuel
Jim Murphy
Steve Busey
John MacDonald
John Olsen
Alan Howard
Diane Wells
Paul L. Orshan
David Beyer
Larry Silverman
David Ackerman
Greg Yadley
Philip Bates
Honorable Paul Hyman
Jeffrey Hirsch
Howard Berlin
Rick Gross
Gardner Davis
Marsha Rydberg
Honorable William Van Nortwick
Honorable Michael Williamson
Steve Mahle
Jonathan Koch
Steve Krulin
Karen J. Orlin
Maxine M. Long
Gary Teblum
Scott Austin
Scott Shuker
Judith McCaffrey
Russ Blain

Joel Rothman
David Miller
Ken Darrow
Bucky Fox
James Gale
Stephen Nagin
Michael J. Higer

The minutes of the August 26, 2001, meeting of the Executive Council were approved as written.

Special Report by Greg Yadley

Greg Yadley reported about the recent incident involving the single engine airplane which had collided with the Bank of America Building. Greg advised the Committee that the plane had hit the 28th floor of the building where his law firm's offices were located. One of the attorneys in the firm had been working in the office where the plane hit, but had left about an hour before the collision. Greg reported that, thankfully, no employees were injured and the incident caused less damage to working files and disruption than expected. Greg remarked that he and others in his firm had received tremendous encouragement and support from other lawyers and colleagues.

Treasurer's Report and Budget Committee Report

Jim Murphy gave a Treasurer's report and addressed the proposed Section budget for fiscal year 2002-2003.

Jim reported that the Budget Committee considered and discussed a draft of the budget during a conference call on November 20, 2001. The Committee considered historical income and expenses incurred by the Section during the past five fiscal years as compiled by Judge Williamson in developing the budget. The Committee also considered data provided by the Communications Committee relating to projected maintenance expenses of the Section website during the next year. The draft budget projected a 15,738 operating deficit plus an additional projected deficit from the Section Retreat, which is carried as a separate expense item on the budget.

Following a lengthy discussion, the Executive Council approved the proposed budget subject to the following amendments: (1) an additional increase in the Section dues from \$35 to \$40 per member (which will result in projected additional annual revenues of \$21,500), and (2) decreasing the expenses budgeted for the newsletter from \$6,000 to \$3,000. Chair David Felman stated that the Annual Retreat Committee would continue to consider ways to decrease the projected deficit for the 2002 Annual Retreat and would report to the Council at its next meeting on a possible amendment to the budget to reflect the Committee's recommendations.

Jim also reviewed the statement of operations of the Section, a copy of which was attached to the meeting agenda. John Olsen noted that the loss from the 2001 Section Retreat was not reflected in the statement of operations, and it was agreed that a line item would be added in the future to reflect that information.

Vice Chair's Report

John Emmanuel reported that an excellent program was planned for the 2002 Annual Retreat featuring Elizabeth Tarbert, Chief Ethics Counsel for The Florida Bar, who would speak on "Legal Ethics for Business Lawyers", Jeff Grossman, who would speak on the "Business of Law" and Kelly Fox, who would lead a round table discussion on law firm management.

Communications Committee

Diane Wells introduced Tim Grigham of Dot Marketing, who demonstrated the new Section website. Dot Marketing, with substantial input from Diane and the Communications Committee, had designed the website. Mr. Grigham explained that additional substantive information was still being added to the website, but that it included many features which would be of use to Section members, including a "news" or "current events" section, organized "chat rooms," a search engine which would allow members to navigate and locate information on the law library and other parts of the website, and an "employment" section where law-related job information can be posted. Diane also introduced Tracey Eller, who is serving as a "website administrator" for the website. Tracey is continuing to load and update additional information onto the website as it is received from Section Committees.

Special Report on Business Litigation Manual Project

David Ackerman reported that the 4th Edition of The Business Litigation Manual had recently been published. He acknowledged the contributions of several members of the Executive Council to that publication.

Committee Reports

Antitrust, Franchise & Trade Regulation

Larry Silberman gave a committee report in Ed LaRose's absence. Larry said that FTC Commissioner Thompson, who spoke at the Section Luncheon, also was a guest at the Antitrust, Franchise & Trade Regulation Committee meeting and provided committee members with additional insights about the workings of the FTC. Larry also reported that the Committee was considering co-sponsoring a seminar on International Franchising with the International Law Section, which Larry felt would be a way to increase seminar attendance.

Bankruptcy/UCC

Russ Blain gave a committee report in Don Workman's absence. Russ reported that United States District Judge Adalberto Jordan spoke at the Committee meeting about bankruptcy appeals, the role of the Section in judicial liaison, and the status of the proposed amendments to the Bankruptcy Code. Judge Hyman added that he had spoke to Senator Nelson and that there would likely be renewed efforts to adopt Bankruptcy reform legislation this year.

Russ further reported that the Committee had recently sponsored two successful seminars, -- on Revised UCC Article 9 and the Annual "View from the Bench" seminar. Judge Williamson added that approximately 400 persons had attended the "View from the Bench Seminar" at each of the locations, Miami and Tampa, where it was presented. Russ also said that the Committee had planned to sponsor a January program on the proposed Bankruptcy reform legislation but decided to cancel it because the legislation had not yet passed and because of a low number of registrations for the seminar.

Russ also informed the Council that, in light of delays and other problems with bankruptcy appeals in the Eleventh Circuit, the Bankruptcy UCC Committee recommended that the Section support adoption of a Bankruptcy Appellate Panel for the Eleventh Circuit -- a procedure followed in other circuits to expedite appeals in bankruptcy cases. Following discussion, the Council approved a triple motion urging adoption of Bankruptcy Appellate Panels in the Eleventh Circuit.

Russ reported on a request by the Bankruptcy Bar of the Southern District to split profits from the reception and judges dinner at the Miami session of the View from the Bench seminar. Following discussion, the Council voted to split the profits 50/50 on an ongoing basis.

Finally, Russ addressed a proposed addition to the UCC Article 9 "Glitch Bill" being sponsored by the Section to amend the definition of "accounts." Following discussion by the Council, and further deliberations among the Bankruptcy/UCC Committee members present, the Council approved a triple motion to add a provision to the "Glitch" bill to amend Revised Article 9 to exempt proceeds from the sale of homestead from the definition of "accounts."

Business Litigation

Steve Mahle reported that United States Magistrate Judge William C. Turnoff from the Southern District of Florida had been a guest speaker at the Committee meeting and had addressed procedures that he and other Magistrate Judges followed. Steve also advised the Council that the Committee had voted to re-institute the Business Litigation Certification Review Course through an alternative delivery format such as by video or over the Internet, rather than through live presentation. Steve said that the Committee also was working with West Publications to sponsor a seminar on

“Business Litigation in Federal Courts” in which the course materials would consist of the West Publications treatise by that name.

Jonathan Koch added that the Committee had planned a seminar last fall which was canceled because of low registration after all of the outlines had been prepared. Jonathan said that the Committee had made a proposal to The Florida Bar Annual Meeting Committee to present the seminar at the Annual Meeting in June.

CLE Committee

Larry Silverman advised the Council that three of twelve planned Section seminars had been canceled because of low registration. Part of the problem might be attributable to the events of September 11; however, the decrease in registrations generally seemed to follow a trend which had begun several years before. Larry suggested that Section committees should considering “co-sponsoring” seminars with other committees, especially for those new seminars which were not well-established. Larry also urged Council members to encourage attendance in their firms at seminars sponsored by Section committees.

Computer Law

Joel Rothman reported that Computer Law Committee members were excited about becoming involved in Section legislative projects. He said that Committee member Manuel Farach had volunteered to be a “legislative liaison” for the Committee. Joel added that the Committee was planning a seminar on “Electronic Filings” at The Florida Bar Annual Meeting and added that the Committee planned to invite Business Litigation Committee members to participate as speakers. Joel assured the Council members that the Computer Law Committee would actively participate in the Section website, and that a Committee member had been appointed as a liaison and journal editor to contribute to the website.

Communications Committee

Alan Howard, who is in charge of Committee’s investigation and study of advertising and marketing opportunities for the Section website reported that the Committee recommended that the Section approve soliciting advertisements and sponsorships for the website. The Committee felt that law firms would likely be interested in serving as sponsors for the website. In return for a sponsorship fee, law firm sponsors would be listed in the website and provided a link to their firm websites. In addition, the Committee believed that commercial sponsors could be successfully solicited. The Committee recommended that proceeds from advertising be used to maintain and enhance the website with any excess to go to general Section revenues. The Council approved a motion to authorize to Committee to proceed to solicit sponsorships on that basis. The Committee will make a more detailed proposal and report to the Section on its progress at the April 2002 Council meeting.

Diane Wells advised the Council that she intended to proceed with a contract with Jonathan Gouthier to produce a brochure and post cards to publicize the website in accordance with prior approval by the Section of a \$2,500 expenditure for that purpose. Diane added that the Committee would be seeking “underwriters” to cover the additional costs of reproducing and mailing the brochures and post cards.

Chair David Felman commended Diane and the Communications Committee for their tireless efforts on the website.

Corporations, Securities & Financial Services

Gary Teblum reported that the new Chapter 517 rules became effective on January 1, 2002, and he gave special thanks to Karen Orlin for her work on that project. Gary added that sponsors had been secured in both the House and the Senate for the LLC Glitch bill which the Committee had written. The Committee also was working on other legislative projects to present to the Council later this year, he said.

Gary also addressed the Committee’s CLE Projects. He informed the Council that the Committee had sponsored a seminar last year on “Structuring the Business Venture” and was planning a joint seminar with the Tax Section on Mergers and Acquisitions for April of this year.

Intellectual Property

Steph Nagin reported that the Committee had accomplished several initiatives this year, including development of a public informational pamphlet on intellectual property law. The Committee also approved proceeding with a proposal for certification of IP lawyers, which would include subcertification standards in substantive areas of IP law. Steph said that the Committee would present a specific certification proposal to the Council for approval at its April 2002 meeting.

Steph said that the Committee had planned a seminar on “Hot Topics in IP Litigation” for February in Tampa, but had decided to re-schedule it for May in Orlando because of low registration. Steph added that a “stellar panel” had been recruited for the Committee’s “Fourth Annual Law of the Internet” Seminar, and that a Miami law firm had agreed to provide lunch and assist in marketing the seminar.

Judicial Liaison Committee

Judge Paul Hyman reported that over twenty people had attended the Judicial Liaison Committee meeting during which among other topics that were addressed were the status of

Bankruptcy Reform legislation, the differences in bankruptcy practice between the three districts in Florida, and the pro bono efforts of the Southern District.

Legislation Committee

Maxine Long advised the Council that the 2002 legislative session was shaping up to be a “quiet year” as far as Section activities because of other priorities of the legislature, including redistricting and the state budget, and because much of the Section’s legislative agenda had been adopted during the previous session.

Maxine reported that sponsors had been secured for the LLC Glitch Bill and that the UCC Revised Article 9 Glitch Bill was in bill drafting committee. She added that not many of the pre-filed bills seemed to affect the Section’s interests, except for a bill to amend Section 57.105, Florida Statutes, to provide for a twenty-one day “safe harbor” in advance of filing a request for attorney’s fees, which may warrant Section support, and a bill addressing registration of foreign entities which Bill Wiley was to review..

Maxine added that the legislative session would begin early this year – on January 22.

Student Liaison Committee

Scott Shuker reported that the Committee had sponsored a reception for law students at the University of Florida Law School and was now planning a reception at Stetson College of Law. A reception at Nova College of Law had been postponed until the spring.

Chair’s Report

David Felman advised the Council that plans were finalized for the Spring meeting at Hawks Cay in April. He added that the Executive Council meeting would be on Saturday morning.

The Council meeting adjourned at 6:18 p.m.