

**MINUTES OF THE EXECUTIVE COUNCIL OF THE
BUSINESS LAW SECTION OF THE FLORIDA BAR
JANUARY 18, 2001**

The Executive Council ("Council") of the Business Law Section of The Florida Bar (the "Section") held a meeting on January 18, 2001 in Miami, Florida. Chair Hal Litchford called the meeting to order at approximately 3:40 p.m. Present at the meeting were:

Hal Litchford
Dave Felman
John Emmanuel
Yvonne Sherron
Mike Williamson
Tom Smith
William D. Palmer
Stuart D. Ames
Louis T.H. Conti
Bill Van Nortwick
Steve Busey
Karen Jennemann
Paul Hyman
Brian Gart
Roberta Colton
Scott Shuker
Hans Beyer
Rick Gross
Maxine Long
Michael Higer
Steve Mahle
Alan Howard
Michael Chesal
Ed LaRose
Ken Darrow
Bill Wiley
John Olson
Jim Murphy
Paul S. Singerman
Marsha Rydberg
Russ Blain
Steven Fender
Diane Wells
Ava Doppelt
John Macdonald
Don Workman
Jeff Davis

Consideration of the minutes of the last meeting was deferred.

Chair Hal Litchford introduced the Honorable Bill Palmer of the Fifth DCA to the Council.

Tom Smith reported that the Computer Law Committee may be

interested in becoming part of the Business Law Section. This opportunity will be immediately explored by the Council.

Secretary/Treasurer Report - John D. Emmanuel

Secretary/Treasurer John Emmanuel reviewed the year to date statement of income and expenses. He also reviewed the proposed budget for the 2001-2002 bar year. He noted that the proposed budget was primarily in line with that of those in recent years with the exception of costs to be incurred for development of the Section website. After a Motion and second, the proposed budget was approved.

Website Report - Diane Wells

Diane Wells gave the Council an update of the website project. She provided a demonstration of how the site will look and its features. She discussed the information that will be made available on the site including opinion standards, committee reports, links to other sites, a brief bank, etc. A soft launch is planned for March 2001. Diane and the other members of her group were thanked for their hard work.

Legislative Report - Jim Murphy

Jim Murphy presented a summary of the Section's legislative positions for the coming year. These positions include Revised Article 9, glitch amendments to the Judgment Lien Law, amendments to the assignment of rents statute, and amendments to Chapter 517.

In regards to Revised Article 9, a triple motion was made to clarify that the Section is supporting revised Article 9, as drafted by NCUSL, subject to the January 2000 report of the Bankruptcy/UCC Committee, as modified by the special subcommittee report. The motion also included that the Section and its lobbyist would have flexibility to address related issues as they arise in the legislative process. The motion was seconded and carried unanimously. Bill Wiley thanked Don Workman, and the other members of his committee, for all of their hard work on Revised Article 9.

Lou Conti circulated a written proposal regarding amendments to Chapter 517. (See Exhibit A). Similar revisions were previously approved by the Executive Council last year. Lou explained that several revisions had been made subsequent to discussions with the Florida Division of Securities. Lou made a triple motion to approve the proposals described on his Memorandum with respect to revisions to Chapter 517. The motion was seconded and carried unanimously.

Bill Wiley explained that the Department of State would be submitting a bill to provide needed glitch amendments to the Judgment Lien Law. Professor Jeffrey Davis explained the types of glitches that are currently present in the statute. A triple

motion was made and passed to support the Department of State glitch bill which will seek to cure the glitches described in the materials attached to the Executive Council agenda. (See Exhibit B). Bill Wiley will e-mail the Bill to the Executive Council when it is submitted by the Department of State.

Lou Conti then discussed six amendments needed to the LLC statute. The proposed amendments are in the nature of word changes and clarifications. The proposed revisions are discussed in a Memorandum circulated by Lou Conti at the Council Meeting. (See Exhibit C). A triple motion was made and approved to introduce legislation seeking enactment of these changes.

Gary Teblum explained proposed legislation regarding electronic proxies. He provided a handout describing the proposed legislative changes. (See Exhibit D). The proposed changes will be consistent with other model acts. A triple motion was made and passed to support adoption of the changes reflected in his handout.

Committee Reports.

1. Ed LaRose provided a report of the Anti-trust, Franchise and Trade Committee. The Committee is planning a franchise based CLE program. They are also planning a review course for anti-trust certification.
2. John Macdonald provided a report for the Bankruptcy UCC Committee. The Committee had a good turn out of approximately 44 people. The Committee is going to combine with the Business Litigation Committee to give a CLE program on Article 9. The Committee is also planning to publish a handbook on revised Article 9 once it is adopted. The reaffirmation handouts are ready for distribution to local bar organizations. A new study group will work on developing uniform receivership procedures.
3. Mike Higer gave a report on the status of the business courts project. Justice Wells will be scheduling a meeting with the Committee and several Chief Circuit Court Judges in the near future.
4. Business Litigation - Steve Mahle reviewed the Committee's upcoming CLE programs. He also informed the counsel that the Committee's Business Litigation Manual will be ready in the near future.
5. Russ Blain provided a report of the CLE Committee. There are two "smorgasbord" seminars scheduled in May 2001.
6. Lou Conti provided a report of the Corporation and Securities Committee. The Federal Securities Institute is expecting over 150 attendees. He also discussed the Committee's CLE projects and their legislative efforts.

7. Mark Wolfson provided a report for the Financial Services Committee. The Committee has voted to merge with the Corporations and Securities Committee. This will require a vote at the June meeting of the Council.
8. Michael Chesal provided a report for the Intellectual Property Committee. They have partnered with the Younger Lawyers Division to put on a basic IP Seminar in mid-May, 2001.
9. Judge Jennemann provided a report on the Bankruptcy Judicial Liaison Committee. The Chair position of the Committee will soon pass to Judge Hyman. Judge Jennemann reported that the Committee has been very busy and productive. Its projects have included the reaffirmation project, working on uniform notice procedures, and adopting formal rules for the Committee.
10. Dave Fender gave a report on the Publications Committee. He reminded members that articles are needed for the journal and other publications.
11. Dave Ackerman provided a report on the Membership Committee. Several student liaison meetings are scheduled for law school campuses. The writing contest will not be utilized this coming year.

Chair Elect Report

Dave Felman gave a report on the Section Retreat, which is scheduled for the Ritz Carlton in Naples on August 23 - 26, 2001. Justice Wells of the Florida Supreme Court will be a speaker. Entertainment will include the casino night.

Chair Report

Hal Litchford described the proposed change to Bar Rule 4-1.8. Judge Van Nortwick commented that the proposed change could cover items such as taking stock for a fee if the firm is handling a litigation matter for the corporation. Hal Litchford also reminded members that the next meeting of the Council will be held in Paris.

Finally, Hal Litchford reported with regret that Yvonne Sherron will be leaving the Section to devote her full energies to her position as the Director of professional development at The Florida Bar. Our new coordinator will be Alina Cataldi. Yvonne thanked the Council for the gift presented by Hal Litchford. She also thanked her secretary Debbie Shanks for all of her hard work.