

**MINUTES OF THE EXECUTIVE COUNCIL OF THE
BUSINESS LAW SECTION OF THE FLORIDA BAR
ON JUNE 21, 2001**

The Executive Council ("Council") of the Business Law Section of The Florida Bar (the "Section") held a meeting on June 21, 2001 in Orlando, Florida. Chair Hal Litchford called the meeting to order at approximately 3:35 p.m. Present at the meeting were:

Hal Litchford
Dave Felman
John Emmanuel
Steve Mahle
Diane Wells
Steven Fender
Karen Jennemann
Paul Hyman
Brian K. Gart
John B. Macdonald
Don Workman
Mark J. Wolfson
Jeffrey Hirsch
Roberta Colton
David Beyer
Edward LaRose
Paul S. Singerman
Howard Berlin
Mike Williamson
John Olson
Jonathan C. Koch
Steve Busey
Ken Darrow
Bill Van Nortwick
Larry Silverman
Scott Shuker
Rick Gross
Russ Blain
Tom Smith
Leslie R. Stein
Bucky Fox
Anne McGihon
David Baker
Marsha Rydberg
Michael S. Wilson
Bill Wiley
Jim Murphy
Greg Yadley
Gary Salzman
Daur Mand
Gardner Davis
Stacey Dawes
Jim Gale
Larry Kuninr
Gary Teblum

Stuart Cohn
David Ackerman
David Saliwanchik
Judith McCaffrey
Ava Doppert
Mike Chesal
Lou Conti
Philip Bates
Stephen Nagin
Ted Borowski
Scott Austin

Chair Hal Litchford welcomed everyone to the meeting. The Minutes of the April 20, 2001 meeting were revised to reflect the attendance of Bucky Fox. The Minutes of said meeting were then approved.

Awards and Recognitions - Hal Litchford

Hal Litchford recognized Mark Wolfson and Don Workman for all of their hard work in obtaining passage of revised Article 9 of the Uniform Commercial Code. A token of appreciation was given to both Mark and Don. Mark Wolfson recognized Bill Wiley for all of his hard work last year before the legislature.

Hal Litchford then recognized all of the outgoing committee chairs and also provided them with a token of the Section's appreciation.

Dave Felman then recognized outgoing Chair Hal Litchford for all of his hard work on behalf of the Section during the last several years. Dave presented Hal with a Civil War painting in appreciation of Hal's service to the Section.

Treasurer's Report - John D. Emmanuel

John Emmanuel reported on the Section's financial condition and reviewed the Statement of Operations attached to the Agenda materials. He also discussed the proposed formation of a Budget Committee for the Section.

John then discussed the proposed interim guidelines for reimbursing Section Members who are members of the judiciary. A copy of the proposed interim guidelines is attached hereto as Exhibit "A". A Motion was passed for the Council to adopt the interim guidelines. These guidelines will be used on an interim basis while more permanent guidelines are being considered by the Budget Committee.

Legislative Report - Jim Murphy

Jim Murphy presented a summary of the Section's legislative successes during the last year. The Section enjoyed one of its

most successful years before the Legislature. Bill Wiley thanked the many individuals who had assisted him in supporting our proposed legislative positions. Jim also noted that the Session next year will commence on January 26, 2002 which is early. Committees need to adopt their legislative positions in the immediate future in order to give Bill time to line up sponsors.

Business Courts - Rick Gross and Mike Higer provided an update of the Section's Business Court's project. It appears that one or more Chief Circuit Judges are interested in sponsoring a pilot program. However, they are requesting assistance in locating funding for the new division. Several Council members indicated that various business associations may be interested in lobbying the legislature for funding for this project. Howard Berlin indicated that the Supreme Court may resist a legislative effort to create a special court division. The members of this special committee were asked to proceed forward with attempts to locate funding for this project.

Website - Diane Wells

Diane Wells provided an update of the Section's new website. She and others have recently finished reviewing the materials to be used on the site. The materials will be submitted in the near future and a true launch will be scheduled for early August. Once the site is launched, she suggests that the Section should sponsor a major announcement of the launch in order to make members and others aware of its availability. Diane noted that the Section had entered into a contract with Dot Marketing for the sum of \$60,000.00. This contract includes creation of the site and hosting the site for one year (approximately August of 2001 through August 2002). She also suggested that the Section should hire a web administrator, who would be charged with contacting members of the Section to obtain materials for the website and keep the content fresh. Diane has had discussions with one proposed web administrator who would charge the Section \$12,000.00 per year.

Lou Conti suggested the possibility of our Section contacting The Florida Bar with respect to possible assistance in maintaining our site. Diane will investigate this possibility. Howard Berlin also indicated that advertising on the Section's site could help defray the cost of keeping the site up and running. Chair Hal Litchford thanked Diane Wells for all of her hard work on the website.

Committee Reports:

Anti-Trust, Franchise and Trade - David Beyer informed the Council that his Committee had a good meeting earlier in the day. They have a Seminar scheduled for December 7, 2001. They are working on legislation for the 2003 session.

Bankruptcy/UCC - John McDonald reported that his Committee meeting was well attended, including three bankruptcy judges. He informed the Council that the National Conference of Bankruptcy Judges will be meeting in Orlando in October of 2001. He made a motion requesting the Section to spend \$5,000.00 to help defray the cost of a cocktail reception which is being planned for this conference. The Motion was approved.

John McDonald also informed the Council of his Committee's upcoming CLE programs, including the View From The Bench Bankruptcy Program and a program on revised Article 9 of the UCC.

John McDonald also made a motion requesting the Council to allow his Committee to discontinue publishing the Bankruptcy Case Notes. He noted that Bill Zewadski had been in charge of this publication for the last 20 years and that Bill has done an outstanding job. Due to changes in technology and the availability of such information from other sources, Bill had recommended to the Committee that the Bankruptcy Case Notes be discontinued. Paul Singerman requested a friendly amendment to the Motion to thank Bill Zewadski for all of his hard work on this project during the past twenty years. With that amendment, the motion passed.

Mark Wolfson advised the Council that he had prepared written materials on revised Article 9 which compares the Florida version to the Uniform version and which also contains "semi-official" comments. Initially, 500 copies will be prepared and these will be sold to Section members as well as non-Section members (at a higher price). It is anticipated that a second printing may be necessary.

BUSINESS LITIGATION - Steve Mahle stated that his Committee had discussed the Business Court's initiative. He also indicated that the Business Litigation Manual is about to be published. His Committee will be sponsoring a CLE course in the fall on topics including computer discovery and spoliation of evidence.

CLE - Russ Blain thanked all of the Committees for their good programs during the last year. In particular, the May internet seminar was a great success. Larry Silberman will head the CLE Committee next year. Russ indicated that the Section needs to focus on advertising its programs well in advance of the program date to increase attendance.

Corporate Counsel - Leslie Stein informed the Council that, despite best efforts, this Committee has never been very successful in obtaining good attendance at its meetings. She indicated that most in-house attorneys attend programs in their specialized practice areas and that their employers did not support their attendance at additional meetings, such as that of this Committee. Leslie then made a motion to abolish the Corporate Council Committee. The motion passed.

Corporations and Securities - Lou Conti indicated that his

Committee had a very good meeting earlier in the day. He discussed several legislative initiatives which they will have for the coming session. He also indicated that his Committee will be working on a treatise which will compare Florida's corporate law to the Uniform Act. He also discussed their Committee's upcoming CLE programs.

Financial Services - Mark Wolfson made a motion to merge his Committee into the Corporations and Securities Committee. This motion passed. The Committee will be known as the Corporations, Securities and Financial Services Committee on an interim basis.

Intellectual Property - Mike Chesal and Steph Nagan reported that their Committee had a large attendance. They are planning their fourth annual Internet Seminar. They will invite members of the Sections new computer law committee to assist on this program. He also discussed the possibility of certification for IP lawyers and also discussed his Committee's other CLE initiatives.

Judicial Liaison Committee - Judge Paul Hyman reported that the Committee will meet at the Section Retreat in Naples on Thursday, August 23, 2001 beginning at 3:30 p.m. He is currently accepting agenda items for this meeting.

Publications - Steve Fender provided a report to the Council of his Committee's recent activities.

Student Liaison Committee - Dave Ackerman reported that the Committee had sponsored a very well attended reception at FSU. He requested volunteers for meeting with students in Orlando and Miami. Professor Stuart Cohn stated that our Section is able to attract students to such meetings but that we need projects to keep them involved. Chair Hal Litchford agreed and indicated that we needed to continue to cultivate our resources at the law schools.

Chair Elect Report - Dave Felman discussed the program for the Section's upcoming Retreat. He also discussed a proposal from the ABA for a possible "National Registration" of attorneys which could effectively preempt State Bar licensing.

Dave then discussed five proposed By-law Amendments. He indicated that each needs to be approved by the Council and then submitted to the Board of Governors. Proposals 2, 3, 4, and 5 were adopted by the Council without change. Proposal 1 was adopted in a revised form. The five proposals, as adopted, are attached hereto as Exhibit "B".

Approval of Lobbyist Contract - Jim Murphy discussed the proposed contract from Lobbyist Bill Wiley. It is the same as Bill's contract last year but it increases the cap on reimbursable expenses from \$5,000 to \$7,500. Jim indicated that this increase would require an amendment to the Section's budget. A Motion was made and approved to approve Bill Wiley's new contract. A Motion was then made and approved to revise the Budget accordingly.

Closing Remarks - Outgoing Chair Hal Litchford then provided closing remarks. He was very proud of all of the legislative positions adopted this year. He indicated that he had received a call from the Governor's office asking whether our Section had reviewed and approved certain legislative positions. He indicated that the Governor's call was proof that our Section is well thought of and recognized as a leading spokesperson on such issues. Hal indicated that he was also proud of our other accomplishments this past year, including increased membership, and the launch of the website. He again expressed his thanks to our Section Coordinator Alina Cooper and passed on the gavel to incoming Chair Dave Felman.

The Council meeting was then adjourned.