

**MINUTES OF THE ANNUAL MEETING OF THE
BUSINESS LAW SECTION OF THE FLORIDA BAR
ON JUNE 20, 2002**

The Business Law Section of The Florida Bar held its annual meeting on June 20, 2002, at the Boca Raton Resort and Club in Boca Raton, Florida. Chair David Felman called the meeting to order at 3:30 p.m. Present at the meeting were:

David Felman
John Emmanuel
Jim Murphy
Maxine Long
John Olson
Hal Litchford
Honorable William Van Nortwick
Russ Blain
John B. MacDonald
Don Workman
Judith McCaffrey
Diane Wells
Steve Fender
Alan Howard
Robert Duckworth
Ken Darrow
Bill Wiley
Mark Wolfson
Gary Teblum
Ava Doppelt
Joe Gomez
Michael Chesal
Steven Peretz
Ronald Roman
Chistine McLeod
Greg Mayback
Terry M. Sanks
Tom Messana
Manuel Farach
Maria Stewart
Frank J. Benasutti
Joel Rothman
Cathy Peek McEwen
Herb Donica
Wanda A. Hagan
Marsha Rydberg

Steve Mahle
Jeffry A. Hirsch
Jonathan C. Koch
Michael J. Higer
Merrick L. "Rick" Gross
Howard Berlin
Henry H. "Bucky" Fox
Honorable Alexander L. Paskay
Steve Busey
Roberta Colton
Honorable Paul Hyman
Philip Schwartz
Honorable David Baker
Professor Jeff Davis
Larry Silverman
Stephen Nagin
Dave Saliwanchik
Karen J. Orlin
Scott R. Austin
Scott Shuker

Roberta Colton gave a report on behalf of the Nominating Committee as follows. The Committee reported that, pursuant to the By-Laws, Chair Elect John Emmanuel will become Chair of the Section.

Current Secretary/Treasurer Jim Murphy was nominated as Chair Elect.

Maxine Long was nominated as the incoming Secretary Treasurer.

No other nominations were made. Chair David Felman then closed the nominations. A motion then passed to approve the proposed slate of officers. The Section meeting was then closed.

**MINUTES OF THE MEETING
OF THE EXECUTIVE COUNCIL
OF THE BUSINESS LAW SECTION
OF THE FLORIDA BAR ON JUNE 20, 2002**

The Executive Council of the Business Law Section of The Florida Bar held a meeting on June 20, 2002, at the Boca Raton Resort and Club in Boca Raton, Florida. Chair David Felman called the meeting to order at 3:40 p.m. The members of the Executive Council present at the meeting were:

David Felman
John Emmanuel
Jim Murphy
Maxine Long
John Olson
Hal Litchford
Honorable William Van Nortwick
Russ Blain
John B. MacDonald
Don Workman
Judith McCaffrey
Diane Wells
Steve Fender
Alan Howard
Robert Duckworth
Ken Darrow
Mark Wolfson
Gary Teblum
Ava Doppelt
Michael Chesal
Steven Peretz
Ronald Roman
Joel Rothman
Marsha Rydberg
Steve Mahle
Jeffrey A. Hirsch
Jonathan C. Koch
Michael J. Higer
Merrick L. "Rick" Gross
Howard Berlin
Henry H. "Bucky" Fox
Steve Busey
Roberta Colten
Honorable Paul Hyman

Philip Schwartz
Honorable David Baker
Professor Jeff Davis
Larry Silverman
Stephen Nagin
Dave Saliwanchik
Karen J. Orlin
Scott R. Austin
Scott Shuker

Also present by invitation were Program Administrator Alina M. Cooper, Section Lobbyist Bill Wiley, Joe Gomez, Christine McLeod, Greg Mayback, Terry M. Sanks, Tom Messina, Manuel Farach, Maria Stewart, Frank J. Benasutti, Cathy Peek McEwen, Herb Donica Wanda A. Hagan, and Honorable Alexander L. Paskay.

Present Executive Council Awards

Chair David Felman recognized and commended Bob Duckworth for his lengthy distinguished service to the Section.

David also recognized and thanked the following outgoing Committee Chairs: Steve Mahle (Business Litigation), Ed LaRose (Antitrust Franchise and Trade), Don Workman (Bankruptcy/UCC), and Gary Teblum (Corporations, Securities, and Financial Services).

David expressed appreciation to Judge Van Norwick for his informative and entertaining presentation at the Section luncheon.

Approval of Minutes

The minutes of the April 13, 2002, meeting of the Council were approved as written.

Treasurer's Report and Budget Committee Report

Jim Murphy reported that, in light of less than anticipated expenses and greater revenues, the ending fund balance for the Section for the current fiscal year was projected to be at least \$110,000. Although Jim estimated that the Section would still show an operating loss of about \$55,000 for the current fiscal year, this was significantly less than expected, and, as reported at the last Executive Council meeting, a surplus of about \$8,000 was still projected in the budget for the upcoming fiscal year.

Committee Reports

Antitrust, Franchise & Trade Regulation

Ed LaRose reported on CLE programs being planned by the Committee. Ed stated that at its meeting earlier that day the Committee discussed that the Florida Attorney General's Office was reconsidering legislation to repeal the indirect purchaser exception or limitation to the reach of state antitrust act. Ed further reported that the Committee was exploring proposing certification for the area of franchise law attorneys.

Bankruptcy/UCC

Don Workman reported that Deborah Menotte, a Chapter 7 Trustee in the Southern District of Florida, had appeared as a guest speaker at the Committee's meeting and had shared her experience and perspectives on the role of Chapter 7 Trustees. He added that an ad hoc subcommittee had been formed to review proposed Committee CLE courses. The last View from the Bench seminar sponsored by the Committee had been very successful, Don said, and plans are on track for another successful presentation this November.

Don also advised the Council that the Committee unanimously recommended approval of another proposed Glitch Bill to UCC Article 9 which would amend Section 679.509(3), Florida Statutes, pertaining to the filing of termination statements. Following discussion, a triple motion was made, seconded and approved regarding this proposed legislation.

Judicial Liaison

Judge Hyman reported on the status of the Bankruptcy Reform legislation before the U.S. Congress. He indicated that only the abortion issue remained to be decided and that there appeared to be a tentative agreement on that issue. Judge Paskay was somewhat more pessimistic about passage. He added that there were a number of controversial provisions in the current bill, including the provision about attorney's certification of debtor's filings and attorney's fees which the Council had discussed at its last meeting. Judge Paskay also reported that a reconstituted committee had been formed to study Bankruptcy Appeals Panels in the Eleventh Circuit which Steve Busey and Jules Cohen had been appointed to co-chair. Judge Paskay also reported that the Middle District of Florida was moving to an electronic filing system beginning in November.

Business Courts

Rick Gross and Michael Higer reported on renewed efforts on the Business Courts project through the establishment of a pilot program in the Ninth Judicial Circuit. Judge Tom Smith was interested and working hard on that effort. Rick and Michael said they were going to meet in July with Judge Smith and Chief Judge Perry of the Ninth Circuit to further explore establishing such a program.

Business Litigation

Steve Mahle reported that the Business Litigation Committee had a good meeting earlier that day during which final plans were discussed for the CLE program in Miami on "Winning Strategies for Commercial Cases in Federal Courts" which the Committee is jointly sponsoring with West Publishing. Steve said that an outstanding list of speakers, including judges and prominent commercial litigators, had been recruited to speak at the program. Steve added that the Honorable William J. Zloch, Chief Judge of the United States District Court for the Southern District of Florida, had spoken to the Committee during its meeting about the topic of "Ethics and Responsibility in the Wake of 9/11".

Computer Law

Joel Rothman reported that the Committee's CLE seminar held the day before on "Electronic Filing" had been well attended with about 65 attendees. He expressed special thanks to Judge David Baker, Tom Kaye of the Circuit Court of the Twelfth Judicial Circuit in Sarasota, and John Patterson of the E-Filing Committee of The Florida Bar for their assistance with the program. Joel reported that the two incoming Committee Vice Chairs, Maria Stewart and Manuel Farach, were to be working on legislative and communication issues. He added that Maria had resurrected the Committee newsletter which would be published as the Computer Law Journal.

Communications Committee

Diane Wells reported that, at its meeting earlier that week, the Committee voted to enlarge its size to include up to fifteen people and to form five subcommittees: (1) Publications, (2) Marketing/Advertising, (3) Section Committee Liaison, (4) Law Library, and (5) Law Student Page. She asked the Vice Chairs of each Section substantive committee to coordinate the involvement of the his or her committee with the Section website. She requested that by July 20 each substantive committee submit written reports or action plans with respect to the website to Hans Beyer.

Diane also reported on continuing efforts to coordinate with the University of Florida to provide assistance with the website.

Corporations

Gary Teblum expressed special thanks to Scott Austin and Bill Wiley for their efforts in securing passage of the LLC Glitch bill. Gary also reported on the Committee's efforts with the Florida Secretary of State with regard to a comprehensive "Glitch Bill" addressing a broad variety of legislative affecting business entities. He added that the Committee was pursuing discussions with the Secretary of State on that project, and had developed a good relationship with the new head of the Corporate Division.

Gary noted that the Committee also was continuing its comprehensive review of Chapter 607, the Florida General Corporations Act, and would issue a report to the Council at the August meeting.

Finally, Gary reported that the Committee was exploring alternatives for its CLE seminars, such as telephonic programs, in light of difficulties in attendance at the last Committee sponsored seminar.

Chair David Felman again commended Gary for the outstanding job he had done as Committee Chair and stressed the particular importance of the Committee's Chapter 607 project.

Intellectual Property

Steph Nagin advised the Council that the Committee had presented an excellent program in May on "the Law of the Internet." Chair David Felman recognized Frank Benasutti for his assistance in presenting that program.

Steph then reported on the status of the Committee's proposal regarding IP Certification. Steph said that the Committee had met again at Duck Key after the Executive Council meeting, had a lengthy telephone conference on May 30, and had conducted a discussion about the proposal over the Section website through which various viewpoints were aired. The Committee also had met earlier that day. As a result of these meetings and discussions, Steph stated that the Committee recommended that the Chair appoint a special "blue ribbon committee" to study the issue of whether sub-speciality certification for Patent Law and/ or Patent Litigation would be preempted by federal law and to report to the Council at its August meeting. Steph recommended that Christine McLeod, who had raised the issue of federal preemption, be appointed as one of the members of that committee.

Phil Schwartz, who was appointed by the Chair to investigate the certification issue and to seek a consensus upon the various viewpoints, agreed that the issue of federal preemption needed to be further explored and supported the proposal to form a committee for that purpose. Phil also summarized the principal viewpoints which had been expressed to him by Committee members and other interested parties on the certification proposal.

Following discussion, a motion for appointment of a special committee was approved.

The Chair expressed the Section's gratitude to Phil Schwartz for his exhaustive efforts on this project.

Legislation

The Legislative Committee report was given by Maxine Long. As the Section's pending legislative agenda does not carry over to the new session of the legislature, a triple motion was

made, seconded and approved to continue to oppose legislation that would re-enact the Bulk Sales Act, Article 6 of the UCC, in Florida.

Gary Teblum commented on the Section's input last session into the Secretary of State's bills relating to Ch. 622 and other statutes. It was recommended by Bill Wiley and Maxine Long that the Section adopt a position to formally allow such input, and a triple motion was approved to provide technical and substantive response and advice to the Department of State and other interested parties with respect to legislation introduced in the 2002 Session in the form of SB 2404/HB 1837 re Department of State and HB 791 re unincorporated business entities.

Long Range Planning

Roberta Colton advised the Council that the Long Range Committee had nothing to report on at this time.

Student Liaison Committee

Scott Shuker reported for the Student Liaison Committee on its meeting and future projects.

Chair's Report

Dave Felman as outgoing Chair of the Section thanked Alina Cooper for her valuable assistance to the Section this year.

Chair Elect's Report

John Emmanuel as incoming Chair proposed the renewal of Bill Wiley's contract as the Section's legislative consultant for another year, on the same terms as the previous contract, and this was unanimously moved, seconded and approved.

John also reported on the Section Retreat, noting that the brochures are now available, and encouraging all members to make their reservations quickly. He thanked Rick Gross for his efforts in lining up sponsors for the Retreat, and Rick reported that the total sponsorships are now \$25,000, and additional sponsors are still being sought. John Macdonald and others on the Retreat Committee were also thanked for their participation and assistance.

John announced that the spring Executive Council Retreat will be in New Orleans, timed to coincide with the Jazz Fest.

John Emmanuel thanked Dave Felman on behalf of the Section for his leadership this past year, and presented him with a plaque and Penn rod and reel in appreciation. Members of the Executive Council also received tokens of appreciation. The meeting was then adjourned.