

**Minutes of the Annual Meeting of the  
Business Law Section of The Florida Bar and  
Annual Meeting of the Business Law Section Executive Council**

**June 24, 2004**

Chair, Jim Murphy, called to order the Annual Meeting of the Business Law Section at approximately 3:45 p.m. on June 24, 2004. The Chair announced that the only order of business was the election of officers for the new term. The Chair recognized Roberta Colton, Chair of the Nominating Committee. He noted that Phil Bates and Stuart Ames were other members of that Committee. The Nominating Committee recommended Maxine Long as Chair, Mark Wolfson as Chair Elect, and Diane Noller Wells as Secretary/Treasurer. The Chair asked whether any nominations had been received by the Secretary, pursuant to the Bylaws. The Secretary responded in the negative. Ms. Colton moved for the election of the officers. The vote was unanimous. The Chair congratulated the new officers. The Annual Meeting was concluded. The following members were in attendance.

Jim Murphy  
Mark Wolfson  
David Ackerman  
Scott Austin  
Howard Berlin  
Stephen Busey  
Roberta Colton  
Kenneth Darrow  
Ava Doppelt  
Dave Felman  
Henry Fox  
Irwin Gilbert  
Jeff Hirsch  
Jonathan Koch  
Ed LaRose  
Tom Messana  
Jason Murray  
John Olson  
Steven Peretz  
Ronald Roman  
Martha Rydberg  
  
Phil Schwartz  
Paul Singerman  
Gary Teblum  
Diane Wells  
Michael Williamson

Maxine Long  
John Emmanuel  
Stuart Ames  
Phil Bates  
Russ Blain  
Stuart Cohn  
Lou Conti  
Jeff Davis  
Manual Farach  
George Fender  
James Gale  
Merrick Gross  
Glen Howard  
Katherine Lake  
Stephen Mahle  
Mindy Mora  
Stephen Nagin  
Karen Orlin  
Donald Rett  
Joel Rothman  
Lisa Schiller  
  
Scott Shuker  
Tom Smith  
Bill Van Nortwick  
Bill Wiley

**EXHIBIT A**

I. Next, the Chair called to order the Annual Meeting of the Business Law Section Executive Council at approximately 3:55 p.m. The same members listed above were in attendance.

II. After calling the meeting to order, the Chair asked for motion to approve the minutes of the April 2004 spring meeting. Upon motion of Russ Blain, and a second, the minutes were approved as submitted.

III. Next the Chair called on Mark Wolfson as Treasurer to present the current financial status of the section. The Treasurer went over the Unaudited Statement of Operations dated June 11, 2004 which was passed out to the members present. It was noted that year to date revenues were \$151,985, total expenses were \$85,937, and total current fund balance was \$215,268.

IV. Special recognitions: For Lifetime Achievement Awards, the Chair recognized Professor Stuart Cohn of the Corporations, Securities and Financial Services Committee and Professor Jeff Davis of the Bankruptcy/UCC Committee for their long-time commitment and service to the section and improving business laws in the State of Florida. The Chair also recognized outgoing Council members: Gardner Davis, Paul Orshan, Larry Silverman, Danny Aronson, and Don Rett. The Chair also announced an Outstanding Member Award for Judge Bill Van Nortwick for his hard work in connection with the Article 5 Task Force dealing with full funding for the courts and as Chair of the Committee looking at proposed changes to ethical rules.

V. Special Committee Reports/Updates:

A. Article 5 Task Force – Maxine Long, Chair of the Task Force, reported that the Section had received letters of appreciation from Chief Justice Anstead and Chief Judge Farina with respect to the Section's assistance in making sure that the courts received adequate funding for the current fiscal year. It was noted that 100 new judges were needed but legislation was not approved in that regard. She noted that Chief Justice Anstead had asked the Section to remember the current focus needs to be local funding for the programs which were not funded at the state level and, that incoming Justice Pariente has sent a letter requesting continued assistance from the Section with respect to court funding and related matters. Judge Van Nortwick added that Justice Pariente has an interest in obtaining Section support as did Chief Justice Anstead and that she intended to attempt to increase communications with business leaders throughout the state.

The Chair noted that the Executive Committee along with Diane Noller Wells, incoming Secretary/Treasurer, had discussed and proposed the formation of a new Section Committee focused on state and federal trial courts other than the bankruptcy courts. Its members would be at a minimum designees of the Business Litigation Committee; Intellectual Property Committee; and Anti-Trust, Franchise and Trade Regulation Committee, along with a state or federal judge as a co-Chair. The other co-chair would be a lawyer member appointed by the Chair. The Chair of the Section could appoint other members. Upon motion of Russ Blain,

and a second, the Executive Council unanimously approved the formation of a Committee to be known as the “State and Federal Judicial Liaison Committee.” The Chair announced that Bill Van Nortwick had been asked to be one of the co-Chairs and Maxine Long suggested Mike Higer as the lawyer co-Chair.

B. MJP: Lou Conti reported that briefs had been filed with the Supreme Court and oral argument was scheduled for September 3, 2004. Rick Gross noted that Steve Maher of Shutts and Bowen in Miami would do the oral argument on behalf of the Section. The case is SCO4-135.

C. Revisions to Rules of Professional Conduct Task Force: The Chair called on Judge Van Nortwick, as Chair of Ethics Rules Study Group, to discuss the current status of the proposed rule changes being proposed by the Florida Bar. In particular, proposed Rule 4-1.18, dealing with representation of “former prospective clients” was the primary issue addressed by this Committee. He noted that a letter had been sent to the Florida Bar Ethics Counsel from the Section which objected to the Florida Bar’s proposed rule change that did not adopt the ABA Model Rule which permits a screening option. It was proposed that Marsha Rydberg would try to attend the August 2004 Florida Bar Board of Governors meeting which is to consider the matter.

## VI. Committee Reports

A. AFTR: Jason Murray gave the report. He discussed their CLE program, that there was a delay on the certification vote, and that there was no significant legislation for the Committee. His Committee discussed there was some issues with their members’ use of Section’s website. Alan Howard, Chair of the Communications Committee, said that there was a glitch which was reported to have been corrected last February of 2004. He noted traffic has doubled since last year. Rick Gross, Maxine Long, and Jim Gale all made comments regarding whether information should be placed on the public side of the website. Ron Roman mentioned navigation issues. Upon motion of Mark Wolfson, which was seconded, the Council approved referring the issue of website functionality and usability to the Communications Committee to study and report back at the August 2004 meeting.

B. Business Courts. The Chair noted the presence of Circuit Judge Kevin Carey from the Thirteenth Judicial Circuit. Judge Carey is working with members of the Section, particularly Dave Felman and Jim Murphy, with support from Ben Hill, to study the issue of potential business courts in Hillsborough County. The ad hoc committee had met with Chief Judge Menendez and spent time with the clerk’s office as well as speaking with Judge Barton, the Chief of the Civil Division. Judge Carey noted that additional funding would make a Business Courts Division in the Circuit a reality more quickly but that the ad hoc committee was continuing to pursue the matter. Rick Gross reported that the Orlando Business Court Division is doing extremely well, and members were reminded that Judge Roche was coming to the Retreat.

C. Corporations: Scott Austin reported for the Corporations, Securities, and Financial Services Committee. He stated that the glitch bill for the Chapter 607 had passed and that Lou Conti, himself, and Phil Schwartz were working on other revisions to Florida’s limited partnership act. He noted that there was no action taken on business trusts legislation proposed

by the Florida Secretary of State. He added that they were trying to get U of F law students to work on not-for-profit legislation. He also said that Chapter 608 needed to be updated. A committee was being formed to address the PLC act.

The Chair recognized Stu Ames, who made a motion to amend Section 701.02, Florida Statutes, dealing with the collateral assignment of mortgages in order to resolve concerns of the mortgage warehouse lending industry. He noted that the Florida Bankers supported the change. In particular, it was seconded and approved after discussion that Section 701.02(4) be added to overrule the Rucker decision. The motion passed for presentation to the Board of Governors as the position of the Section.

D. Bankruptcy/UCC: Tom Messana reported that the Committee meeting was well attended as usual. They had worked with Senator Aronberg with respect to the sale of customer lists and supported the proposed legislation in its current form. He mentioned that the proposed glitch changes to the Judgment Lien statute needed to be presented and passed at the appropriate time by the Executive Council. Tom Messana described the discussion of the status of the bankruptcy appellate panels in Florida. He said his Committee would report to the Council at the August.

E. Business Litigation: Jonathan Koch, the Chair, gave the report. He said the Committee was working on a February 2005 arbitration seminar in Tampa. The Committee is working on updating the business certification review course. The Committee is also going to work on the business litigation CLE manual which was last updated in 2001. The Committee will try to use law students to update the manual. Finally, he noted the privacy in court records is an issue that his Committee intended to look into over the coming months.

F. CLE Committee: Lou Conti gave the report of that Committee. Mark Wolfson noted that at the most recent meeting of the substantive committee, members should receive CLE credit with certain limitations for attending committee meetings. Lou Conti referred to the results of CLE attendance and finances in the attachments to the package provided to Council members.

G. Communications Committee: Alan Howard, Chair, noted that the Committee intended to re-establish the Quarterly report. A discussion was held on whether to publish the Quarterly in electronic form or provide hard copies. That issue was referred back to the Committee for discussion and report to the Council at the August meeting.

H. Computer Law Committee: Manny Farach gave the report of that Committee. He noted that the 4<sup>th</sup> DCA was on the verge of implementing its electronic filing program. He noted that Judge Farmer, Chief Judge, reported the system would be operational within the next 12 months. He noted they intended to have a seminar next year at the annual meeting.

I. Intellectual Property: Jim Gale gave the report of this Committee. He mentioned that with respect to certification there was a potential number of people who were interested in revisiting the matter. He noted that they had less than 40 attendees at the seminar, but it was a good program. Jim Gale also mentioned that a major issue for IP attorneys was the

issue of malpractice and risk assessment and the enormous increase in insurance premiums. He also discussed the Committee intended to publish an IP newsletter and use law students to assist.

J. Judicial Liaison Committee (Bankruptcy): Russ Blain reported that the next meeting will take place Thursday at the 2004 retreat at Malapan. Russ Blain noted that Committee continues to be active in its discussions about the various issues affecting bankruptcy lawyers throughout the state.

K. Legislative: Diane Noller Wells gave the Committee report. She noted that Bar rules require the Council to re-approve legislative positions that were not enacted into legislation during the recent legislative session. Diane referred to her June 21, 2004 agenda that she submitted which stated the current Section positions and proposed 2005 legislative projects. She made a motion for the Council to approve the following as official legislation of the Section for recommendation to the Florida Bar:

- (a) Support Judgment Lien Glitch Bill filed with the Legislature
- (b) Support Senator Aronberg, revised bill, SB 482/GB 393
- (c) Oppose legislation that would re-enact the Bulk Sales Act, Article 6 of the Uniform Commercial Code
- (d) Support clarifying and technical amendments to Chapter 2000-258, Laws of Florida, creating a system for centralized filing of judgment liens with respect to personal property and addressing certain debtor-creditor issues relating to garnishment.
- (e) Support adequate funding of the state courts system, state attorneys' offices, public defenders' offices, and court-appointed counsel.
- (f) Oppose legislation to impose income tax on limited liability companies and subchapter 2 corporations (HB 1553/SB 2838 from 2004 legislative session).

The motion, which was seconded, passed by unanimous vote and all the foregoing described legislation were adopted as official positions of the Section.

L. Long Range Planning Committee: Roberta Colton made the report for the Committee and noted her Committee's work on the election of the new officers. She also mentioned the availability of members of the Long Range Planning Committee to assist other Committee's with their work.

M. Opinion Committee: Phil Schwartz provided the Committee report and mentioned that the Real Property, Probate and Trust Law Section was working on new standards and that his Committee was ready to start working on new standards from the business law perspective. He noted that Dave Felman would be working with him as a co-Chair.

N. Student and Membership Committee: David Akerman gave the Committee's Student report. He noted that two law students from the University of Florida had attended many of the Section's meetings held on June 24. He added that there was an effort to activate an association for business law students at the University of Florida. He mentioned that the Committee was going to work with Florida State University and Stetson University on obtaining the interest of students in the business law section activities, including the holding of periodic meetings at the school.

Steph Nagin, co-Chair reported on the results of the membership survey he prepared with respect to the views of Executive Council members about services and their perceptions of the Section. He noted that only 23% of Executive Council members responded. He went over the report and a discussion was held among Council members about the results of the survey. Steph Nagin noted that he intended to recirculate the survey to try to obtain comments from additional Council members.

VII. Chair's Report: Jim Murphy thanked the members of the Council for being supportive of him during his tenure this past year as Chair of the Section. He particularly noted the assistance of Alina Cooper. The Chair mentioned the luggage tag gifts for the Council members.

VIII. Chair-Elect's Report: Maxine Long first thanked out-going Chair, Jim Murphy, for all of his hard work and effort during the past year. She presented him with a Mont Blanc pen as a token of her personal appreciation for the assistance that he had given both to the Council and to her. Maxine noted the upcoming retreat and encouraged all members to attend and mentioned that the Section had been successful with fund raising. It was announced that the Executive Council spring retreat would be held April 14-17, 2005 at a resort in Costa Rica. She next discussed the renewal of the Section's lobbyist contract. Bill Wiley was asked to leave the room. Upon motion by Russ Blain, which was seconded, to renew Bill Wiley's contract as presented which offers a slight increase in the total sum paid. This contract combines both services and costs in one bill. The motion passed unanimously.

Whereupon the meeting was adjourned at approximately 5:50 p.m.

Respectfully submitted,

Mark J. Wolfson  
Secretary/Treasurer