

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

Business Law Section 2004 Midyear Meeting

January 20, 2005

The Executive Council of the Business Law Section of The Florida Bar (the “Section”) met on January 20, 2005 at the Midyear Meeting held at the Hyatt Regency Downtown Miami. Chair Maxine Long called the meeting to order at 3:53 p.m. The members of the Executive Council (the “Council”) and other invitees present at the meeting were:

The following members were in attendance:

David Ackerman	Michael Higer	Mark Roher
Howard Berlin	Jeffrey Hirsch	Joel Rothman
David A. Beyer	Alan Howard	Stefan Rubin
Russell Blain	Paul Hyman	Marsha Rydberg
Michael Chesal	Jonathan Koch	Dave Saliwanchik
Stuart R. Cohn	Katherine Lake	Jeanne Seewald
Roberta Colton	Ed LaRose	Scott Shuker
Lou Conti	Samuel Lewis	Paul Singerman
Kenneth Darrow	Maxine Long	William Van Nortwick
Jeff Davis	Hal K. Litchford	Diane Wells
Ava Doppelt	John Macdonald	William Wiley
John Emmanuel	Steven Mahle	Michael Williamson
Manny Farach	Thomas Messana	Mark Wolfson
Steven Fender	Jason Murray	Philip Schwartz
Henry Fox	John Olson	
Jim Gale	Karen Orlin	
Rick Gross	Steve Peretz	

I. Introduction

Chair Maxine Long welcomed council members and visitors to the Midyear meeting.

II. Approval of Minutes

Upon motion, with a second, the minutes of the August 22, 2004 meeting of the Executive Council were approved as submitted. A discussion ensued regarding the financial results from the August 2004 retreat.

III. Treasurer’s Report

A. Midyear Statement. Treasurer Diane Noller Wells presented the current financial status of the Section and reported that the Section continues to be in good financial condition.

The Unaudited Statement of Operations dated December 17, 2004 was distributed to members and a brief discussion was held. It was noted that the net operations for fiscal year 2004-2005 to date was \$75,319, leaving a total current fund balance of \$286,039.

B. Budget Task Force Memo. The memorandum by Marsha Rydberg, Chair of the Council of Sections, on the Status Report on Bar/Section Budget Taskforce and Request for Immediate Action was discussed at length. Upon the motion of Merrick Gross, with a second by Joel Rothman, and as amended by Lou Conti, the Council unanimously authorized the Section's representative at the January 22nd meeting of the Council of Sections to obtain the best proposal possible for the Section, but to support a proposal that requires the Bar to review general overhead (G&A) based on the average profit (loss) calculated on a trailing five year basis, with any increase in the dollar amount being charged to Sections limited to not more than \$3.00 per member from the date of adoption of the policy forward.

C. 2005/2006 Budget. The 2005/2006 proposed budget was discussed at length. Upon the motion of Bankruptcy Judge Michael Williamson, with a second by John Olson, the Council unanimously approved the budget.

IV. Special Committee Reports

A. Multi-Jurisdictional Practice. Chair Maxine Long reported that oral argument before the Florida Supreme Court was re-scheduled for February 10, 2005, and would be aired live. The Council discussed the position of the International Section. As part of this discussion, Chair Maxine Long presented an offer by the International Law Section to support a symposium they are organizing in April 2005. Upon the motion of Bucky Fox, with a second by Michael Chesal, the Council authorized supporting the International Law Section by advertising the symposium on the Section's website.

V. Committee Reports

A. Antitrust, Franchise & Trade Regulations. David Beyer gave the Committee report. The Committee enjoyed the comments of Trish Connors concerning recent developments at the Florida AG's office. The Committee is working on revisions to its CLE in preparation for a half day seminar at the Business Law Retreat in August. The Committee is also working on a publication that organizes in a single book all the franchise statutes in Florida with annotations.

B. Bankruptcy/UCC. Scott Shuker gave the Committee report. He thanked Professor Davis for his presentation of the topic: "Ending the Nonsense: The In Pari Delicto Doctrine." The Committee is looking forward to a March 16th seminar on evidence and appellate issues and is working on a Fall seminar addressing the Bankruptcy Reform Act, if enacted. Upon triple motion of Scott Shuker, with a second by John Olson, the Council unanimously authorized the Section to support amendments to Chapter 679, Florida Statutes, to correct that until a secured creditor disposes of a

motor vehicle in accordance with UCC Article 9 the debtor retains title to the motor vehicle, effectively overruling the *Coulter* case.

C. Bankruptcy Judicial Liaison Committee. Judge Hyman gave the Committee report. He noted the excellent turn out for the Committee's events. He reported that Tampa, Orlando and Ft. Myers is working on a first day motion rule similar to the rule adopted in the Southern District of Florida. One difference is that the Middle District rule will require a summary of the case to be filed with the first day motions. For the Southern District, he reported that training for electronic filing will begin on May 31st. If you are licensed from another district, you can complete your training online. All others must attend in-person training. Lastly, he reported that the West Palm Beach courthouse is still closed and will reopen in a new location during late summer.

D. Business Litigation. John Koch gave the Committee report. He asked everyone to support the arbitration seminar scheduled at the new Stetson Law School Building on February 25th by attending or sending a lawyer from their firm. He reported that revisions to the 5th Edition of the Business Litigation Manual were due January 31st. He further reported that the committee has revived its internal publications committee with Melanie Damian and Peter Valori, is discussing updates to the Florida Rules of Civil Procedure, and an ad hoc committee was formed to review the differing interpretations of Federal Rule 56 and Rule 1.510, Fla. R. Civ. Proc. by the state and federal courts. The perception is that summary judgment is more easily attained in federal court.

E. CLE Committee. Michael Higer gave the Committee report. He asked for the Council and Committees to independently market their CLE's. We need to do more! He also announced that the lunch time seminars have been very successful and have garnered new members for the Section.

F. Communications Committee. Alan Howard gave the Committee report. Upon the motion of Diane Noller Wells, with a second, the Council unanimously authorized the hiring of Graphite-Works, LLC to provide revisions to the website in accordance with their written proposal dated January 15, 2005 and revisions requested by the Communications Committee. Alan Howard explained that the revisions were intended to:

- Remove Flash intro
- Simplify home page.
- Abolish individual logins, making most of the site public.
- Increase contrast in color so links are easier to read. White background is preferable.

- Rework links/buttons to remove redundant links and show all sub-links without clicking. All additional links should show on rollover.
- Add “What’s New” section to homepage. Add ability to tag new links, calendar items, and library documents as they are added through admin so that they show up in What’s New.
- Display of committee members should be in alphabetical order.
- Add a link for members to update their membership information. Content should go to the webmaster to be updated from admin menu unless there is a simple way to let them do it themselves, remembering that we are abolishing individual logins.
- Link to join listserv should be added to each committee page except Executive Council. Address will be provided.
- Enhance administrative tools, granting our website administrator greater control over functionality.
- Enhance Listserv Functionality

G. Computer/Cyber Law. Manny Farach gave the Committee report. He announced that the 4th District Court of Appeals e-filing program is on hold until July 2005. Attorney Mark Gross spoke at the meeting on the topic of negotiating tech deals. He announced that the Committee’s CLE: “The Cyber-Law Tool Kit: What Every Practitioner Needs to Know” is scheduled for June 24th at the Annual Meeting.

H. Corporations, Securities & Financial Services. Karen Orlin provided the Committee’s report. 17 members and one student attended. The Committee is working on a one-hour, free CLE addressing the topic of valuation and appraisal rights. The Committee discussed its mission statement and goals. The Committee reviewed updates regarding the Re-FRUPLA legislation.

I. Council of Sections. Marsha Rydberg further reported on budget issues. The Council continued its review and discussion of the issues raised in Ms. Rydberg’s status report. See III.B. above.

J. Intellectual Property Committee. Jim Gale gave the Committee’s report. The Committee requested a different time slot for its meeting to avoid overlap with the meeting of the Computer Law Committee. Certification is on the agenda for the next meeting. Upon triple motion of Jim Gale, with a second, and as amended by Bucky Fox, the Council unanimously authorized the Committee to provide technical support for

Senate Bill 678 and the companion House Bill without addressing the merits of the bills and if the Committee approves support of the bills for the Section to support and lobby for enactment of the revised bills. The Committee continued its review of malpractice insurance issues and is planning a CLE on May 6th called “Ethics, Malpractice and IP Issues.”

K. Legislative Committee. Rick Gross gave the report. He reminded the Council that pending legislation had been approved by the Council in June pursuant to a triple motion and that the Section’s positions were being carried forward. Upon triple motion of Rick Gross, with a second, the Council unanimously authorized the Section to support House Bill 263, and its companion Senate Bill, which seeks funding for 20 additional judgeships.

L. Long Range Planning Committee. No report.

M. Membership & Law School Relations Committee. Jason Murray reported for the Committee. Receptions are upcoming at University of Florida, Nova Southeastern University and later at Florida State University and Stetson. Jason solicited help for receptions at the other Florida law schools. He also asked for help to reach new members, develop marketing materials, and for a law student reception at the Annual Meeting.

N. Opinions Committee. No report.

O. State/Federal Court Liaison Committee. Judge VanNortwick presented the report for the Committee and announced the excellent first-start on January 13th.

VI. Chair’s Report: Maxine M. Long

Maxine Long thanked everyone for attending the Council meeting and reminded everyone to enjoy the reception scheduled to follow the meeting.

VII. Chair-Elect’s Report: Mark J. Wolfson

Mark Wolfson asked for volunteers to work on the retreat committee for August.

Thereupon, the Council adjourned at 6:00 p.m.

Respectfully submitted,

Diane Noller Wells
Secretary/Treasurer