

The Florida Bar – Business Law Section

MEETING OF THE EXECUTIVE COUNCIL

Minutes of Meeting - Thursday, June 23, 2011 – 3:30 p.m. to 6:30 p.m.

Gaylord Palms Resort - Orlando, Florida

(flabizlaw.org)

The following members of the Business Law Section and the Executive Council were recorded as being present at the meeting of the Executive Council on Thursday June 23, 2011, commencing at approximately 3:30 p.m.

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|----------------------------|--------------------|-----------------------|
| Marsha Rydberg | Mindy Mora | Stephen Nagin |
| Mary Scriven | Alan H. Aronson | Ava Doppelt |
| Robert C. Brighton | Lewis Killian | Michael G. Williamson |
| Philip Schwartz | Bill Wiley | Gary Teblum |
| Jennifer Morando | Juan Carlos Ferrer | Sally B. Fox |
| Leora Herrmann | Kevin M. Levy | Mark S. Roher |
| Jodi Cooke | Leyza Blanco | Brad M. Saxton |
| Roland Sanchez-Medina, Jr. | Diane Noller Wells | Jon Polenberg |
| Jude Cooper | Ed LaRose | Gregory C. Yadley |
| Dineen Pashoukos Wasylik | Robert Thornburg | Michael Chesal |
| Larry K. Kunin | Jeffrey Hirsch | Ryon McCabe |
| Kacy Donlon | Robert Barron | Russ Blain |
| Jay Brown | Steve Mahle | Jason Jones |
| Stuart Cohn | Gwynne Young | Scott Shuker |
| Jonathan Steszewski | John Olson | Manuel Farach |
| Karen J. Orlin | Philip Kabler | Michael J. Higer |

Jason Burnett

Lynn Welter Sherman

Don Workman

Brian Gart

The Annual Meeting of the Section was commenced at approximately 3:30 p.m. by the Chair, Michael J. Higer who asked Judge Williamson to give the Report of the Nominating Committee for the Election of the Officers of the Section for the 2011-2012 Program Year.

The following Officers were elected by unanimous consent of the members of the Section in attendance at the Annual Meeting of the Section:

Chair Mindy A. Mora

Chair-Elect Brian K. Gart

Secretary/Treasurer Stephen E. Nagin

Following the election of Officers the Annual Meeting of the Section was adjourned by Mr. Higer and the Executive Council Meeting was called to order.

I. Chair's Call to Order and Opening Remarks

The Chair, Michael Higer called the meeting of the Executive Council to Order at approximately 3:45 p.m. and welcomed all attendees, members and guests of the Section. In lieu of introductions a sign-in sheet was circulated to record attendance.

Mr. Higer then reaffirmed the Section's standing commitment and resolution for providing and supporting *pro bono* service.

Mr. Higer introduced the Section's new program administrator, Mary Ann Obos, and Board of Governor member Eugene Pettis who is exploring whether to run for President of the Florida Bar.

II. Secretary / Treasurer Report

The minutes as presented by Mr. Gart from the January 20, 2011 meeting of the Executive Council in Tampa, as amended by Mr. Murray and Judge Van Nortwick, were approved by unanimous consent.

This Program Year's Budget (2011-2012) and the next Program Year's Budget (2012-2013), although amended and approved at the January 20th meeting of the Section in Tampa, will be revised for presentation purposes to break-out and track certain additional projected expenses, including reimbursement for the attendance of Judges, Professors and Clerks at future meetings of the Section.

III. Reports of Special Committees and Task Forces

A. Chapter 608 LLC Drafting Task Force - Mr. Higer asked Mr. Wiley to update the Council regarding the successful passage of the Olmstead Patch, and the amendments to Chapter 608.433, to clarify the charging lien rights of judgment creditors with respect to single member Florida LLCs. Mr. Wiley recognized the support and hard work of Task Force Chairs, Lou Conti and Gary Teblum during the legislative session. Additionally, Mr. Teblum asked that Mr. Wiley and Aimee Diaz Lyon be recognized for their tireless support and lobbying work to have the Patch enacted as law.

The Task Force is now turning its attention back to comprehensive revisions of Chapter 608 and has developed a two page list of issues to be addressed. Mr. Teblum stated the goal of the Task Force is to conduct sessions throughout the Summer and during the Retreat with the aim of presenting the redraft for Executive Council approval at the meeting scheduled for December, and immediately thereafter for Big Bar review before the start of the 2012 legislative session starting early in January. The Task Force has already started the process of consulting with and obtaining input from other substantive law sub-committees, including Business Litigation and Bankruptcy/UCC. Members of the Task Force include members of the Tax and Real Property Sections, with the hope that the Real Property and Tax Sections will support and approve the final product for passage.

B. Third Party Opinion Standards – Mr. Schwartz provided an update and advised the Executive Council that the revised draft is fairly close to being final. The comment period is now over and it is the expectation of the Opinions Standards Task Force that it will be seeking final approval at the Council meeting at the Retreat provided that they have addressed any final concerns or comments that the Business Litigation Committee may have to the final form of the Opinion Standards.

IV. Committee Reports

A. Antitrust, Franchise and Trade Regulation - Mr. Murray reported that the Committee in conjunction with ABA Forum on Franchising presented a joint CLE program entitled, “Fundamentals of Franchising” on June 10 in Fort Lauderdale. The program included speakers from Tampa and Miami and had 27 attendees. Additionally, the Committee put on a short CLE presentation during its meeting regarding purchasing cooperatives presented by Kurtis Gibson, senior general counsel for Arby’s and Wendy’s. The Committee is planning their next CLE dealing with antitrust enforcement tools and practices. The Committee is also working on revisions and updates to the Covenant Not to Compete statutes and Hal Litchford, a former chair of the Section has agreed to head up that project on behalf of the Committee. Lastly, the Committee sought Council approval to various, non-material amendments to the certification standards for antitrust certification. The Motion by Mr. Murray was seconded by Judge Olson and passed by unanimous consent.

B. Bankruptcy/UCC – Ms. Blanco gave the report on behalf of the Committee and asked Don Workman to present the Committee’s Triple Motion to approve and adopt the 2010 Amendments to UCC Article 9 in Florida and to adopt the Official Comments to Article 9 to

support the amendments. A copy of Mr. Workman's Executive Summary presented in support of the Motion is attached to the minutes. The motion was seconded by Stuart Ames and passed unanimously.

Ms. Blanco updated the Executive Council on the current status and proposed recommendations of the Study Group on Receivership Law and Receiver Qualifications and expects the Study Group will be able to present a final report and recommendation at the Retreat in Naples after consulting with other substantive law committees of the Section and other Sections of the Bar that may be impacted by the report and recommendations.

Lastly, Ms. Blanco reported on the Committee's work and support of the Section to host the Gala Party at the Tampa Aquarium during the NCBJ in October, 2011.

C. Bankruptcy Judicial Liaison – Jason Burnett generally reviewed the matters discussed at the June 22nd meeting, including (i) reports from the Clerks of all three Districts of the Bankruptcy Court who attended the meeting, (ii) future updates and changes to the CM/ECF system, and (iii) presentation of a summary of Bankruptcy Rules and Form Amendments now addressed in the Local Rules and Forms.

D. Business Litigation – Mr. McCabe gave the report of the Committees' meeting which focused largely on legislative issues, including identifying issues of concern for the Business Litigation Committee in connection with the work of the Chapter 608 LLC Drafting Task Force and Opinion Standards Task Force. The Committee heard a report from Mr. Wiley on the challenges presented for the coming legislative year and that the Committee's position on statutory attorneys' fees/entitlement issues and Chapter 57.105 and related statutes. It is likely that staff will require a white paper from the Committee for the 2012 session. The Committee is also assisting in efforts to revitalize the FICPA Liaison Committee. Lastly, work to prepare and present the CLE and review for certification is ongoing. The Certification Standards Committee has proposed minor amendments to the certification standards for business litigation which the Committee has reviewed, adopted and moved for Executive Council approval. The changes address largely non-material, technical changes, including new requirements for jury trials. The Motion was seconded by Mr. Murray and passed by unanimous consent of the Executive Council.

E. Communications – Mr. Valori gave the report which focused largely on efforts to develop new initiatives for the coming Program Year. Mr. Valori also reported that Business Law Journal for 2011 is finished and that sponsors in addition to Damian & Valori and Berger Singerman are required in order to send the Journal to the publisher for printing and mailing. The necessary funds were raised during the course of the Executive Council meeting and the sponsorships will be recognized in the Journal. Lynn Sherman and Jude Cooper have agreed to serve as co-editors for the 2012 Journal. Mr. Valori also thanked Stephen Fender for editing the 2010 Journal, sought articles for the Journal and website, and encouraged all Committees to remember to post their agendas, CLE programs, meeting minutes and other materials to the Section website. Lastly, Mr. Valori moved for approval of the renewal of Tracy Eller's contract as website manager for the Section. The motion was seconded by Mr. Polenberg and passed by unanimous consent.

F. Computer /Cyber Law – Kevin Levy provided the report of the Committee which has resolved to refocus its energies and scope to become the “Technology Law Committee” in the future. While the Committee will continue to be involved in E-Discovery issues and concerns and support the work of the E-Discovery Committee, the Technology Law Committee intends to also turn its attention to data-privacy law and the developing law and concerns surrounding social networking and cyber-disclosures. The Technology Law Committee intends to present a new mission statement at the Executive Council Meeting at the Retreat in Naples and open communications with all members and other Committees of the Section to determine how the “Technology Law Committee” can assist and support the work of the other Committees of the Section.

G. CLE – No report was provided, however, the Section’s CLE Calendar will be posted on the Section’s website and reviewed at the next Executive Council meeting at the Retreat in Naples.

H. Corporation, Securities and Financial Services – Roland Sanchez-Medina provided the report and the subjects of the Committee’s meeting that day, including a review of the Committee’s legislative positions in connection with the last minute amendments to Transferee Tax Liability bill that resulted in the legislation being killed on the final day of the 2011 session. The bill will be re-filed and supported by the Committee for the 2012 session. Additionally, the Committee reviewed the “open issues” list which is developing in the Chapter 608 LLC Drafting Task Force and assisting in the consulting with the RPPTL Section. Lastly, the Committee heard a Section 607 case law update.

I. E-Discovery – The Report was provided by Manny Farach on behalf of the Committee who updated the Executive Council regarding the recent passage of the State E-Discovery rule amendments. The State Civil Rules Committee adopted 98% of the Committee’s recommended E-Discovery rule amendments. The amendments are now on a fast track for approval by the Board of Governors and Supreme Court. The Committee views the work as a great success for the Section.

The Committee is now focusing on future projects, including (a) a symposium and CLE program to be put on when the new E-Discovery Rules become official, (b) adopting protocols for E-Discovery issues for use by judges and lawyers in light of the new amendments, (c) potential legislation on preservation of electronically stored information, and (d) possible E-Discovery Certification.

J. Diversity Committee – Mr. Murray provided the report and presented an initial draft and summary of the Section’s proposed Diversity Plan. Implementation of the Plan will require various Budget amendments and committee meeting scheduling considerations to be reviewed at the Committee’s meeting in September and considered for final approval at Executive Council Meeting in Naples. Mr. Higer commented that Section needs to make the Diversity Plan happen and thanked Mr. Murray, but charged the entire Committee and others to get involved and assist Mr. Murray.

K. FICPA Liaison Committee – Ms. Wells provided the report and urged the Section and members to identify more non-lawyer participants. The Committee has a steep learning curve

and needs help in understanding what the Section can do for the accountants, help engage on substantive issues common to FICPA and the Section, and find ways to encourage participation and volunteers willing to grow the work of the Committee. Currently the structure is essentially an *ad hoc* approach which requires the Committee to find participants who are interested in issues common to both professions that could be benefited by the Section's involvement. The approach in the future may be to identify categories of issues and concerns and see if there is any traction from the Section membership to participate. Those issues will be identified and presented at upcoming meetings.

L. Intellectual Property – Robert Thornburg gave the report on behalf of the Committee which heard a 30 minute CLE presentation at their meeting on current patent case law and patent reform. The Committee also reviewed the recent proposed changes to the E-Discovery Rules and discussed IP Certification and presenting an examination review course.

M. Legislation – Mr. Teblum presented the report and thanked our lobbyist's Bill Wiley and Aimee Diaz Lyon on behalf of the Section, as well as Legislation Vice Chair, Stephen Nagin for all of their hard work during the past Program Year and the legislative session. Mr. Teblum then reviewed the workings of the Committee including current and likely legislative positions of the Section as outlined in the attached agenda. Additionally, Mr. Wiley with the assistance of Ms. Diaz Lyon reported on the results of the 2011 legislative session and the accelerated schedule and requirements of the rapidly approaching 2012 legislative session as set forth in Mr. Wiley's memo to the Committee and the Section dated June 21, 2011 and attached to these minutes. Thereafter, Mr. Teblum moved for renewal of Mr. Wiley's engagement for the coming Program Year which was seconded by nearly everyone and passed by unanimous consent and acclamation.

N. Long Range Planning – Judge Williamson announced that the Long Range Planning Committee, ever fruitful, ever planning, would stand on its recent past reports and current initiatives.

O. Membership Committee – Mr. Aronson gave the report of the Committee which was combined with the Retreat Planning Meeting. Sponsorship efforts and planning for the Retreat in Naples in September is well under way and looking very favorable for record attendance and another successful program and agenda. Additionally, Membership is planning various Law School reach-out events early in September.

P. Pro Bono Committee – Judge Van Nortwick provided the report of the Committee which is focused on various projects and initiatives to support the Section's standing pro bono platform and resolutions, including the following:

1. Continued Support of the One Campaign – framing of program posters outside the chambers of participating Judges;
2. Funding Requests – including funding for the frames and various CLE events;
3. Judge McEwen will be collecting pro bono policies and surveys from law firms represented by members in the Section in an effort to develop a set of pro bono "best practices";

4. Providing legal advice and developing pro bono support for non-profit organizations that cannot afford representation; and

5. Providing CLE and training of lawyers to provide pro bono services outside of their regular practice area.

Mr. Higer thanked the members of the Pro Bono Committee for their continued service and hard work and reminded the entire council of the Section's commitment to Pro Bono service as a key initiative.

Q. State/Federal Courts Liaison Committee – will continue to meet and report at future meetings of the Section.

VI. Other Reports

A. Historian/Parliamentarian: Mr. Schwartz reported that he has enlisted Russ Blain as Co-Chair and engaged in an initial project of collecting past minutes of as many of the prior Executive Council meetings as they can find and identify for the Section archives.

B. Board of Governors Report – Gwynne Young presented a written report which is attached to these Minutes.

C. Chair's Report – Mr. Higer summarized what he thought, with all self-modesty, was a very successful Program Year for the Section, including:

- the 40th Anniversary Retreat in September 2010 with many of the past Chairs attending and being honored.
- The restructuring of the non-substantive law committees in order to permit greater participation and ease scheduling overlap.
- Approval of the Olmstead Patch.
- The rollout of the Section's Diversity Plan.
- The Commitment to pro bono service, and pro bono initiatives.
- The amazing trip to Amsterdam last May.
- The incredible talent and resources available to the Section throughout the year, including the continued interest and participation by the past-Chairs, long-time members of the Section, and the Judiciary.

Mr. Higer concluded by thanking all the members of the Council for their participation in the continued success of the Section, and signaled out Yvonne Sharon, our program administrator; Bill Wiley and Aimee Diaz Lyon, our lobbyists; Lou Conti and Gay Teblum for their leadership of the LLC Drafting Task Force; Ms. Mora for her support as Vice Chair; Mr.

Gart for his miserable attempts to understand the Budget and keep the minutes close enough to approve at each Section meeting.

Chair-Elect Report – Ms. Mora reported on looking forward to taking over as Chair and presented Mr. Higer with a gift and commemorative plaque on behalf of the Section for all his service and hard work during the very active 2010-2011 Program Year.

Ms. Mora also reported that the 2012 Executive Counsel Retreat will be in Buenos Aries, Argentina in March, and that she is scheduling a full Section meeting in Tampa for December 1, 2011 in advance of the accelerated 2012 legislative session.

Thereafter, the meeting was adjourned to the annual reception of the Section for drinks, food and Lynn Sherman's wedding ceremony.

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ARTICLE 9 AMENDMENT
EXECUTIVE SUMMARY

Article 9 provides the rules governing any transaction (other than a finance lease) that couples a debt with a creditor's interest in a debtor's personal property. If the debtor defaults, the creditor may repossess and sell the property (generally called collateral) to satisfy the debt. The creditor's interest is called a "security interest." Article 9 also covers certain kinds of sales that look like a grant of a security interest. Many reasons exist to adopt these revisions (the "Revisions") to Revised Article 9.

- Article 9 was substantially revised in 1998, and the 1998 revisions are in effect in all states and the District of Columbia. Florida enacted those changes in 2001. The 2010 amendments to Article 9 modify the existing statute to respond to filing issues and address other matters that have arisen in practice following a decade of experience with the revised Article 9.
- 2010 amendments provide greater guidance as to the name of a debtor to be provided on a financing statement. For business entities and other registered organizations, the amendments clarify that the proper name for perfection purposes is the name filed with the state and provided on the organization's charter or other constitutive documents, to the extent there is a conflict with the name on an entity database.
- More importantly, the 2010 Amendments provide significantly greater clarity as to the name of an individual debtor to be provided on a financing statement. The amendments offer two alternatives:
 - Alternative A provides that, if the debtor holds a driver's license issued by the state where the financing statement is filed, the debtor's name as it appears on the latest or most recent driver's license is the name required to be used on the financing statement. If the debtor does not have such a driver's license, either the debtor's actual name or the debtor's surname and first personal name may be used on the financing statement. [Recommended for Florida]
 - Alternative B provides that the debtor's driver's license name, the debtor's actual name or the debtor's surname and first personal name may be used on the financing statement.
- The amendments further improve the filing system for the filing of financing statements. More detailed guidance is provided for the debtor's name on a financing statement when the debtor is a corporation, limited liability company or limited partnership or when the collateral is held in statutory or common law trust or in a decedent's estate. Some extraneous information currently provided on financing statements will no longer be required.

- The amendments provide greater protection for an existing secured party having a security interest in after-acquired property when it or the debtor relocates to another state or merges with another entity.
- Provision authorizing debtor to file a correction statement if a financing statement was filed against the debtor without authorization has been updated. While this filing has no legal effect on the underlying claim, it does put in the public record the debtor's claim that the financing statement was wrongfully filed. The amendments change in two ways: (1) the filing is no longer called a "correction statement," but is instead referred to as an "information statement." (2) the amendments authorize the secured party of record also to file an information statement if the secured party believes that an amendment to its financing statement was not authorized. The change addresses concerns of secured parties that an amendment to a different financing statement may be inadvertently filed on the secured party's financing statement because the amendment contains an error when referring to the file number of the financing statement to be amended. The comments also make clear that the secured party has no duty to file an information statement, even if it knows of the unauthorized filing.
- Amendments provide a set of transition rules and also contain a number of technical changes that respond to issues arising in the marketplace. For example, extraneous information currently provided on financing statements will no longer be required; a safe harbor for the transfer of chattel paper in conformance with the Uniform Electronic Transactions Act is included in the amendments; clarification is given with respect to certificates of title for title goods where the certificates of title are, in whole or in part, in electronic form; and greater guidance is given with respect to the notice requirements applicable to electronic dispositions of collateral (specifically, time and "electronic location" of online auctions) when a security interest is enforced by sale or other disposition of the collateral.
- Amendments are accompanied by changes to the Official Comments to Article 9 to explain the amendments and also provide some additional clarifications in the Official Comments.
- The state should adopt the 2010 amendments so that its Article 9 rules will benefit from the experience with the existing statute and are up to date. Seven states have enacted the Revisions: Indiana, Minnesota, Nebraska, Nevada, North Dakota, Texas, Washington. The Revisions have been introduced in the following jurisdictions: Connecticut, District of Columbia, Kentucky, Massachusetts, Oklahoma, Rhode Island.

**THE FLORIDA BAR
BUSINESS LAW SECTION
LEGISLATION COMMITTEE
MID YEAR MEETING
Thursday, June 23, 2011, 11:00 a.m. - noon
Gaylord Palms Resort
Emerald 3
Kissimmee, Florida**

AGENDA

1. Call to order and welcome
2. Self-introduction of members, advisors and guests present
3. [Executive Session Discussion] Renewal of Contract for Bill Wiley – 2011-12 Bar Year
4. Discussion of Importance of Having Substantive Committee Representation at Legislation Committee Meetings/Conference Calls
 - a. Designating substitutes when not available
 - b. Ability to timely prepare White Papers or respond to requests for same
 - c. The truncated legislative session necessitates more proactive presence than on many other Bar committees.
5. Report on Results of 2011 Legislative Session
6. Bill Wiley/Aimee Lyon Diaz report on 2012 legislative schedule and timing
7. Current and Possible Additional “Triple Motion” Positions of the Business Law Section, including:
 - i. Key Items
 1. Court Funding (already covered by existing triple motion position)
 2. Nonjudicial Foreclosures (already covered by existing triple motion position)
 3. Transferee Liability Fix (already covered by existing triple motion position)
 4. UCC Article 9 Revisions – Report on status
 - a. Ready for triple motion position?
 5. Section 57.105 – Status from Business Litigation (already covered by existing triple motion position)

6. Foreclosures in Uncontested Proceedings

ii. Other

1. Comprehensive LLC Statute Revision (2012 project)
 2. Expert Testimony to Establish Attorney's Fees under Charging Lien
 3. Attorney Client Privilege in Public Sector
 4. Uniform Arbitration Act Proposal
 5. ABC Statute – glitches/abandonment
 6. Notices of Foreclosure Actions
 7. Revision to Covenant Not to Compete Statute – 2012 or 2013?
 8. Fraudulent Transfers – Charitable Organizations
 9. Comprehensive Chapter 607 Revision (2013 Project)
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8. Issues Likely to Re-Arise in Next Legislative Session
 9. New Business
 10. Call to Adjourn

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MEMORANDUM

TO: Business Law Section File

FROM: Bill Wiley

SUBJECT: Legislative Program—2010-2011 Bar Year. Michael Higer, Chair; Mindy Mora, Vice-Chair; Brian Gart, Secretary/Treasurer; Gary Teblum, Legislation Committee Chair; Steph Nagin, Legislation Committee Vice-Chair.

DATE: June 21, 2011

*****Aimee Diaz' contact info: Aimee Diaz Lyon; Metz, Husband & Daughton, P.A., 215 South Monroe, Suite 505, Tallahassee 32301; 850-205-9000; fax: 850-205-9001; cell: 850-251-4300—NOTE—Although Aimee will be the primary contact, my subcontract is with the Metz firm. Steve Metz, Warren Husband and Jim Daughton will also assist, as necessary.**

A. Legislation Committee Members/Contact Info/ (Substantive Committee Liaison):

Gary Teblum, Chair; 813-227-7457; gteblum@trenam.com; (CSFS).

Steph Nagin, Vice-Chair; 305-527-1180 or 949-632-0600; snagin@naginlaw.com; (AF & T) & (IP).

Michael Higer, Section Chair; 305-356-7544; mhiger@hlglawyers.com.

Mindy Mora, Section Chair-elect; 305-350-2414; mmora@bilzin.com.

Brian Gart, Section Secretary/Treasurer; 954-712-5130; bgart@bergersingerman.com; (BR/UCC).

Manuel Juan Dominguez; 561-835-9400; mdominguez@bermandevalerio.com. (AF&T).

Doug Bates; 305-755-9500; dbates@bergersingerman.com. (BR/UCC).

Mark Nichols; 941-809-5936; nichmd@gmail.com. (BUS.LIT.)

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Ava Doppelt; 407-841-2330; adoppelt@addmg.com. (IP, COMPUTER LAW).

Alan Howard; 904-357-3660; ahoward@milamhoward.com. (CSFS).

B. Important Dates:

1. ~~September 3-6, 2010--Retreat--Naples.~~
2. ~~November 2, 2010--Election Day.~~
3. ~~November, 16, 2010--Organizational Session of Legislature.~~
4. ~~December, 2010; January-February, 2011--Interim Legislative Committees, Tallahassee.~~
5. ~~January 20-21, 2011--Executive Council Meeting--Tampa Airport Marriott.~~
6. ~~March 8, 2011--Legislature convenes for 60-day regular session.~~
7. ~~May 6, 2011--Last day of regular session.~~
8. June 23, 2011--Annual Meeting--Orlando Gaylord Palms Resort.
9. September 2-5, 2011--Retreat, Ritz-Carlton, Naples.
10. Week of September 19, 2011--Interim Legislative Committees, Tallahassee.
11. Weeks of October 3, 17 and 31, 2011--Interim Legislative Committees, Tallahassee.
12. Week of November 14, 2011--Interim Legislative Committees, Tallahassee.
13. Week of December 5, 2011--Interim Legislative Committees, Tallahassee.
14. NEXT REGULAR 60 DAY LEGISLATIVE SESSION: COMMENCES JANUARY 10, 2012--REAPPORTIONMENT SESSION.

LEGISLATION COMMITTEE CONFERENCE CALL MEETINGS--4:00 P.M.--
(OR AS SET BY CHAIR)--CALL-IN NUMBER(S):

888-376-5050; Conference ID: 1352846759; Leader PIN: 40216

- ~~Thurs., February 17, 2011.~~
- ~~Thurs., March 10, 17, 24 and 31, 2011.~~
- ~~Thurs., April 7, 14, 21 and 28, 2011.~~
- ~~Friday, May 6, 2011 Last day of regular session.~~

WILEY SUGGESTED DATES: JAN., 12, 19 & 26; FEB. 2, 9, 16 & 23; AND MARCH 1 & 9 (9TH--AT 5 P.M.)

C. "Triple Motion" Section Approved Positions --Approved by Board of Governors for Section Lobbying--Active; Continuing; and Reserved:

1. Active Positions--Relates to Filed Bills (or bills to be filed):

a. Court Funding. Supports adequate funding of the state courts' system, state attorneys' offices, public defenders' offices, and court-appointed counsel. (7-23-2010). (LC). 2011 SESSION--A GOOD NEWS STORY IN A BLEAK ECONOMIC ENVIRONMENT WITH BUDGET SHORTFALLS--COURTS FUNDED AT CURRENT YEAR LEVELS.

b. Not for Profit Corporations--Glitches. Supports proposed technical, clarifying and modernizing revisions to Chapter 617 F.S. re not for profit corporations. The scope of such amendments includes changes to Ch. 617 that will conform that chapter to changes made in Ch. 607 re for profit corporations since 1990. (7-23-2010). (CSFS). SEE CH. 2008-205 PASSED IN 2008 SESSION. See--Stu Ames email of March 1, 2011. 2011 SESSION--NO BILLS INTRODUCED.

c. Limited Liability Companies (Including Charging Liens). Supports RPPTL position: "supports limitation of creditor remedies against partner interest in general and limited liability partnerships and member interests in limited liability companies to charging liens and to prohibit foreclosure against such interests," provided that single member LLC's are eliminated from the scope of the legislation. (7-23-2020). (CSFS). Olmstead Issues--new position j. below.---HB 253/SB 1152.--**PASSED--SEE ENROLLED CS/HB 253.** **APPROVED BY GOVERNOR; CH. 2011-77, EFFECTIVE 5-31-2011.**

d. Corporations; Limited Liability Companies. Supports glitch amendments of a technical, corrective and clarifying nature to Florida Statutes, Chapter 607 re: Corporations and Chapter 608 re: Limited Liability Companies. (7-23-2010). (CSFS). SEE CH. 2008-187 PASSED IN 2008 SESSION. 2011 SESSION--NO BILLS INTRODUCED.

e. Division of Corporations--Transfer to DOR. Opposes legislation that would transfer the functions of the Division of Corporations in the Department of State to the Department of Revenue. (7-23-2010). (LC, CSFS & IP). 2011 SESSION--NO BILLS INTRODUCED.

f. Division of Corporations--Sunset. Opposes "sunset" of the Division of Corporations of the Department of State. (7-23-2010). (LC, CSFS & IP). 2011 SESSION--NO

BILLS INTRODUCED.

g. Property Exemption--Alimony, Support, Separate Maintenance. Supports SB 1858 (2010 Session) providing federal bankruptcy exemption for alimony, child support or separate maintenance, that has already been received, to the extent necessary for the support of the debtor or his/her dependents. (7-23-2010). (BR/UCC). 2011 SESSION--NO BILLS INTRODUCED.

h. Non-judicial Foreclosures, Etc. Opposes any amendment to existing Florida law governing real property foreclosures unless those amendments carefully preserve and protect the property rights and due process rights of the holders of interests in or affecting Florida real property. (7-23-2010). (Florida Bankers Association bills: HB 799 by Young/SB 1288 by Hays. (Virginia Townes, Akerman, 407-423-4000, Virginia.townes@akerman.com). See also: foreclosure/foreclosure related bills: HB 127/SB 738; SB 784/HB 127; HB 1191/SB 1964; SB 1288/HB 799; HB 1421/SB 2006. 2011 SESSION--ALL BILLS DIED IN COMMITTEES.

i. Attorney's Fees. Supports legislation providing for award of attorney's fees for time incurred litigating the amount of attorney's fees a prevailing party may recover pursuant to a fee-shifting provision of a statute, rule or contract. (10-1-2010).--Possible interim studies by staff--follow-up after Session. 2011 SESSION--NO BILLS INTRODUCED.

j. Olmstead--LLC Charging Liens/Creditor Rights. Supports amendments to section 608.433, F.S., to clarify the charging lien and other rights of judgment creditors with respect to members of Florida LLC's. (1-20-2011). HB 253 by Stargell/SB 1152 by Simmons. Lead--Lou Conti; louis.conti@hklaw.com; 813-227-6343; 407-257-8777. **PASSED--SEE ENROLLED CS/HB 253. APPROVED BY GOVERNOR; CH. 2011-77, EFFECTIVE 5-31-2011.**

k. Transferee Tax Liability. Supports clarification of Florida Statutes, section 213.758, "Transfer of Tax Liability," in order to streamline the transfers of businesses and stocks of goods. (1-28-2011). HB 907 by Wood/SB 1384 by Altman. See also SB 2044 re tax administration. TAX LAW SECTION INITIATIVE--CS/CS/CS/HB 907 BY WOOD PASSED HOUSE. CS/SB 1384 BY ALTMAN CLEARED ALL SENATE COMMITTEES AND WAS ON SPECIAL ORDER CALENDAR LAST DAY OF SESSION. CONTROVERSIAL AMENDMENTS FILED ON FINAL DAY RESULTED IN BILL NOT BEING TAKEN UP. WILL BE REFILED FOR 2012 SESSION.

l. Application of Foreign Law. Opposes SB 1294 & HB 1273 (2011) or similar legislation regarding the choice of foreign laws, legal codes, or systems that declare certain court decisions rendered under such laws, codes, or systems are void, that certain choice of venue or forum provisions in contracts are void, or that claims of forum non conveniens or related claims must be denied under certain circumstances. (4-7-2011). (International Law Section position). 2011 SESSION--HB DIED IN COMMITTEE OF REFERENCE. SB DIED IN COMMERCE AND TOURISM COMMITTEE.

2. Continuing Positions:

a. Bulk Sales. Opposes legislation that would re-enact the Bulk Sales Act, Article 6 of the Uniform Commercial Code or similar legislation. (7-23-2010). (BR/UCC; CSFS). 2011 SESSION--NO BILLS INTRODUCED.

b. Income Tax on LLCs/SubS Corps. Opposes legislation to impose income tax on limited liability companies and/or subchapter S corporations. (7-23-2010). (CSFS). 2011 SESSION--NO BILLS INTRODUCED.

c. Additional Judges. Supports legislation consistent with the Supreme Court of Florida's certification of need for additional judges. (7-23-2010). (LC). 2011 SESSION--ALTHOUGH SUPREME COURT CERTIFIED NEED FOR ADDITIONAL JUDGES, THE STATE BUDGET CRUNCH RESULTED IN NO LEGISLATIVE ACTION TO CREATE NEW JUDGES.

d. Business Courts/Complex Litigation. Supports the funding and allocation of appropriate and necessary resources to fund complex business litigation pilot projects in the 9th, 11th, 13th, and 15th judicial circuits, provided that pilot project funding is to be in addition to existing court funding. (7-23-2010). (LC). 2011 SESSION--NO BILLS INTRODUCED.

e. Offer of Judgment. Supports the replacement of words "files" and "filing" with "serves" and "serving" wherever they appear in subsection (1) of s. 768.79, the Offer of Judgment and Demand for Judgment Statute. (7-23-2010). (BUS.LIT.). 2011 SESSION--NO BILLS INTRODUCED. (NOTE--If offer of settlement repealer bill is filed in 2012 session, potential to amend this language onto--followup with Rep. Soto).

f. Foreclosure--Notices to Homeowners. Supports the creation of s. 702.55, Florida Statutes, providing for notice to homeowner in mortgage foreclosure action of possibility of relief under U. S. Bankruptcy Code. (7-23-2010). (BR/UCC). 2011 SESSION--NO BILLS INTRODUCED.

g. Auctioneers. Supports regulation of auctioneers consistent with language of HB 17--2008 Session. (7-23-2010). (BR/UCC). 2011 SESSION--House selected professions de-regulation legislation, HB 5005, that included auctioneers, died in Senate on final day of session.

h. Uniform Commercial Code--Article 3. Opposes the following proposed amendments to the Uniform Commercial Code: (1) addition of words "or otherwise" to s. 673.4201, Florida Statutes, re conversion of instruments; and (2) addition of the following to ss. 673.1021 and 673.102 re subject matter and applicability, respectively: "Where the provisions of this article address a particular subject or provide a particular remedy, then displacement of the common law occurs so that a party's exclusive remedy is pursuant to this article." (7-23-2010). (BR/UCC). 2011 SESSION--NO BILLS INTRODUCED.

i. Foreclosure--Internet Registry of Properties. Opposes HB 119 (2008 Session) regarding the Department of Financial Services to establish an Internet registry of all

vacant, abandoned, or foreclosure-proposed real properties. (7-23-2010). (BR/UCC). 2011 SESSION--NO BILLS INTRODUCED.

j. Credit Counseling. Opposes definitions of "Credit Counseling Services" in SB 1132 (2009 Session), HB 959 (2009 Session) and HB 1045 (2009 Session), and supports clear definitions and language to exclude licensed Florida attorneys, including bankruptcy attorneys who represent debtors, from the scope of such legislation. (7-23-2010). (BR/UCC).---
-Steph Nagin; See also: SB 1116/ HB 1399; SB 1210/ HB 1003; HB 1433.--2011 SESSION--
ALL BILLS DIED IN COMMITTEES OF REFERENCE.

k. Arbitration. Opposes HB 1135 (2009 Session) and SB 2192 (2009 Session) proposing creation of the "Florida Consumer and Small Business Arbitration Act." (7-3-2010). (BUS.LIT.). 2011 SESSION--NO BILLS INTRODUCED.

3. Reserved Positions--Relating to Legislative Initiatives in Recent Prior Years.

a. Uniform Commercial Code--Revised Article I. Supports Revised Article I of the Uniform Commercial Code, as developed by the National Conference of Commissioners on Uniform State Laws (NCCUSL). (7-23-2010). (BR/UCC). PASSED IN 2007 SESSION; SB 252; CH. 2007-134.

b. Uniform Commercial Code--Documents of Title. Supports Revised Article 7 of the UCC developed by NCCUSL relating to electronic documents of title, warehouse receipts, and bills of lading. (7-23-2010). (BR/UCC). PASSED IN 2010 SESSION; HB 731; CH. 2010--131.

c. Trademarks. Supports Revised Model Trademark Act, Ch. 495, Florida Statutes. (7-23-2010). (IP). PASSED IN 2006 SESSION.

d. Property Exempt From Creditors. Supports amendment to s. 222.25, F.S. providing an exemption from legal process of not to exceed \$4,000 in personal property, provided a resident debtor does not claim or receive the benefits of a homestead exemption under Article X, Section 4 of the Florida Constitution. (7-23-2010). (BR/UCC). PASSED IN 2007 SESSION; SB 2118; CH. 2007-185.

e. Assignment for Benefit of Creditors. Supports legislation to update or modernize the assignment for benefit of creditors statute--Chapter 727, Florida Statutes. (7-23-2010). (BR/UCC). PASSED IN 2007 SESSION; SB 2118; CH. 2007-185.---??Abandonment issues for future consideration/possible action.

f. Limited Partnerships. Supports "glitch" amendments of a technical, corrective and clarifying nature to Florida Statutes, Chapter 620 re Uniform Limited Partnership Act. (7-23-2010). (CSFS). PASSED IN 2008 SESSION; CS/HB 419; CH. 2008-187.

g. Entity Names. Supports legislation to eliminate duplicate names among limited liability companies, paralleling existing Delaware corporate law: (1) providing that an LLC name not distinguishable from the name of an existing corporation or partnership without

permission of the prior name holder not be permitted; (2) providing a "grandfather" clause that would permit existing names on record to remain; (3) applying to both domestic and foreign corporations; and (4) conforming the amendments to partnership and corporate statutes. (CSFS). (7-23-2010). PASSED IN 2007 SESSION; CH. 2007-134.

h. Corporations--Electronic Transmissions. Supports amendment of F.S. s. 607.1620 allowing Florida corporations to take advantage of technological improvements by utilizing electronic financial statements and e-proxies. (CSFS). (7-23-2010). PASSED IN 2009 SESSION; CH. 2009-205.

i. Corporations--Majority voting. Supports legislation amending F. S. Ch. 607 to allow for variations from the plurality voting standard that governs the election of directors and clarifying aspects of the law regarding contingency or later-date resignation by a director. (CSFS). (7-23-2010). PASSED IN 2009 SESSION; CH. 2009-205.

j. Not for Profit Corporations--Governance. Supports SB 382 (2008 Session) permitting a director 15 years of age or older if provided in articles of incorporation or bylaws, or by resolution of board of directors. (7-23-2010). (CSFS). PASSED IN 2008 SESSION; SB 2330; CH. 2008-205.

k. International Arbitration. Supports changing the substantive law that governs international commercial arbitration in Florida, specifically by adoption of the UNCITRAL model international commercial arbitration law. (7-23-2010). (BUS.LIT.). PASSED IN 2010 SESSION; HB 821; CH. 2010-60.

D. Legislative Matters in Process of Development or Review by Section Substantive Committees:

1. Antitrust, Franchise and Trade, Jason Murray, Chair, 305-530-0050, jmurray@carltonfields.com; Manuel Juan Dominguez, Vice-Chair, 561-835-9400, mdominguez@bermandevalerio.com.

- **Monitor legislation affecting venue provisions in franchise agreements—see HB 517—2008 Session.**
- **Study/develop legislation re s. 542.335—covenants not to compete statute—Tom Steele and David Beyer. (Target--2012 Session).**

2. Bankruptcy/UCC, Leyza Blanco, Chair, 305-416-6880, leyza.blanco@gray-robinson.com; Doug Bates, Vice-Chair, 305-755-9500, dbates@bergersingerman.com.

- **PREFILED BILLS REVIEW COMMITTEE--INCLUDING NON-JUDICIAL FORECLOSURE ISSUES: John Hutton, Co-Chair; huttonj@gtlaw.com; Phil Landau, Co-Chair; plandau@sfl-pa.com; Jason Burnett; Jason.Burnett@gray-robinson.com; Jules Cohen; Jules.cohen@akerman.com; Jim Foster; James.foster@akerman.com;**

Brian Gart; bgart@bergersingerman.com; Dennis LeVine; dennis@bcylaw.com; Tom Messana; tmessana@mws-law.com; Marsha Rydberg; mrydberg@rydberglaw.com.

- UCC Revisions Work Group--Don Workman, Professor Davis and others--TARGET: 2012 Session.--??TRIPLE MOTION JUNE.
- Study Group re replevin statute and TRO--Jim Foster.
- Review of ABC statutes--glitches/abandonment issues. Mindy Mora.
- Auctioneer legislation--Mindy Mora. (Continuing Position).
- Notice of Bankruptcy rights. Judge McEwen. (Continuing Position).
- UCC Articles 3 and 4 re forged instruments--Jeff Davis. (Continuing Position).
- Technical Input--debt counseling /credit counseling issues--Steph Nagin, Brian Gart and others. (Continuing Position). See also SB 1116 re debt buyers.
- Inherited IRA--Robertson/Ard Override (Section 222.21, F.S.)-- Doug Bates; Jeff Davis' review. RPPTL bill--PASSED IN 2011 SESSION. SEE ENROLLED HB 469.
- Non-judicial foreclosure subcommittee: Robert Charbonneau, Chair: RPC@ecclegal.com; Brad Saxton--BSaxton@whww.com; Marsha Rydberg--mrydberg@rydberglaw.com--and others!
- Mortgage foreclosure legislation--2012 Session.

3. Business Litigation, Ryon McCabe, Chair, 561-659-7878, rmccabe@mccaberabin.com; Mark Nichols, Vice-Chair, 941-484-1118, mnichols@mccaberabin.com.

- Focus--business litigation/courts funding issues/problems.
- Monitor any changes to arbitration statutes.
- Statutory attorneys' fees/entitlement issues/s. 57.105 and related statutes. Triple Motion Position adopted 9-6-2010. Ryon McCabe, Peter Valori and Judge Smith. ??Interim Studies.
- Revised Uniform Arbitration Act ("RUAA")--Judge Cope; Jon Polenberg.
- Covenants not to compete issues--work with AF &T Committee.
- Watch--HB 129 re intimidation of judge--died in Senate Judiciary.
- Watch--HB 87 re court opinions. HB died in committee. SB died on Calendar.
- Watch--HB 391/SB 822 re expert testimony (Daubert). Did not pass.
- Watch--SB 708 re attorney-client privilege (Thrasher bill). Did not pass.
- Watch--SB 866/HB 576 re judgment interest. PASSED. SEE ENROLLED CS/HB 567.
- Watch--SB 1612/HB 1149 re paralegals. Did not pass.
- SB 1294/HB 567 re application of foreign law. Did not pass. OPPOSE.--NEED FOR NEXT SESSION: OBJECTIVE/ANALYTICAL WHITE PAPER--Jon Polenberg

project.

4. Computer & Technology Law, Stephen Milbrath, Chair, 407-841-2330, smilbrath@addmg.com; Kevin Levy, Vice-Chair, 305-376-6094, klevy@gunster.com.

- **Monitor computer fraud issues.**
 - **Monitor forensic evidence issues.**
 - **Monitor sunset review of Department of State.**
 - **Monitor E-filing/E-discovery issues.**
 - **Covenants not to compete issues--work with AF & T Committee.**
 - **SB 1884/HB 1303 re consumer protection/e-commerce issues.**
- PASSED.**

5. Corporations, Securities and Financial Services, Roland Sanchez-Medina, Jr., Chair, 305-448-4344, roland@smgqlaw.com; Robert Brighton, Vice-Chair, 954-847-3840, rbrighton@shutts.com.

- **Not For Profit Corporations--Ch. 617--Stu Cohn and Stefan Rubin.**
 - **Limited Liability Companies--Ch. 608--Lou Conti. Task Force Project. TARGET: 2012 Session--Rep. McBurney/Senator Simmons.**
 - **LLC's--Olmstead decision/legislative response. HB 253/SB 1152.**
- PASSED.**
- **SEE ENROLLED CS/HB 253.**
 - **Corporations--Ch. 607--Stu Cohn and Stu Ames:**
 - **Model Act Revisions--Alan Aronson and Stefan Rubin;**
 - **Shareholder Proxy Access--David Felman/Rachel Feinman.**
 - **Short-Form Merger--Philip Schwartz.**
 - **Class Voting Revisions--Philip Schwartz**
 - **Transferee Tax Liability/DOR. Committee composed of representatives of Tax, Business Law and RPPTL Sections. See HB's 7157 and 5801 (2010 Session). See HB 5801 passed--CH. 2010-166. Chair: Russell Hale; Russell.hale@akerman.com. Roland Sanchez-Medina--point person for Business Law Section. HB 907/SB 1384. HB passed House. SB died on Calendar. Will be filed early for 2012 Session.**
 - **Private Trust Companies--see Lou Conti's email of 2-10-2010.**
 - **L3C's--Senate Commerce Committee Interim Project # 2011-210.**
 - **Issues raised by Nat Doliner--see email chain commencing 3-15-11.**

6. Intellectual Property, Joel Rothman, Chair, 561-833-9800, jrothman@arnstein.com; Robert Thornburg, Vice-Chair, 305-461-0564, rthornburg@addmg.com.

· Covenants not to compete issues--work with AF & T Committee.

7. Legislation Committee, Gary Teblum, Chair; Steph Nagin, Vice-Chair.

- Liaison process with all substantive committees;
- Work with leadership in setting priorities.

E. Legislation/Issues of Potential Interest to Section—PREFILED BILLS/PROPOSED LEGISLATION/INTERIM PROJECTS/"OTHER" PROPOSALS-- refer to committee(s) for review/potential action:

1. Senate Banking & Insurance Committee Interim Project 2011-201--"Non-judicial foreclosure." (BR/UCC & BUS.LIT.). NJF BILLS NOT CONSIDERED AND DIED IN COMMITTEE.

2. Senate Commerce Committee Interim Project 2011-210--Overview of Low-profit Limited Liability Companies (L3Cs). (BR/UCC). NO BILLS INTRODUCED.

3. Senate Judiciary Committee Interim Project 2011-129--Use & enforceability of arbitration agreements in the medical services and nursing home contexts. (BUS.LIT.).

4. Uniform Power of Attorney Act--Tami Conetta email to Gary Teblum (RPPTL). Bill Phillippi has reviewed for BLS. SEE PASSED CS/SB 670. PRESENTED TO GOV. 6-13.

5. Expert Testimony to Establish Attorney's Fees under Charging Lien (Roshkind Amicus Brief. Family Law Section matter. (BUS.LIT.). NO BILLS INTRODUCED.

6. Attorney client Privilege in Public Sector--amendments to ss. 119.071 and 286.11, F.S. --Manny Farach--Big Bar Task Force. HB 1065/SB 1408. DIED IN COMMITTEES OF REFERENCE.

7. Title Insurance Agent Inducement Rules--RPPTL Issue relating to administrative rules proposed by DFR. Steph Nagin. NO BILLS INTRODUCED.

8. Fraudulent Transfers--Charitable Organizations--John Patterson issues. See prior October, 2010 e-mail chain. NO BILLS INTRODUCED. 2012 SESSION TARGET--John to send white paper and bill draft when ready. (BR/UCC AND CSFS POTENTIAL INTEREST).

9. Foreclosures in Uncontested Proceedings--draft bill to amend ss. 702.065 and 702.10, F.S. RPPTL proposal not introduced--possible 2012 legislation.

10. Governmental lawyer compensation and benefits--Government Lawyer Section

proposal to oppose any efforts to reduce government lawyer compensation/benefits. NO BLS POSITION--Budget Issues.

11. SB 116 re debtors and creditors--BR/UCC. DIED IN COMMITTEE OF REFERENCE.

12. SB 142 re negligence/"crashworthiness"--BUS.LIT. PASSED; SEE ENROLLED CS/SB 142. PRESENTED TO GOV. 6-8.

13. SB 262/HB 129 re intimidation of a Judge--BUS.LIT. DIED IN COMMITTEES OF REFERENCE.

14. SB 328/HB 59 re service of process--BUS.LIT. PASSED; SEE ENROLLED CS/HB 59. APPROVED BY GOV. 6-17, effective 7-1.

15. HB 87/SB 996 re judicial opinions--ALL COMMITTEES. HB DIED IN JUDICIARY COMMITTEE; SB DIED ON SENATE CALENDAR.

16. HB 89 re public notices by governmental entities (includes required legal notices--ALL COMMITTEES. DIED IN SUBCOMMITTEE.

17. HB 127/SB 738/SB 784 re rental property foreclosure--BR/UCC;BUS.LIT. DIED IN COMMITTEES OF REFERENCE.

18. HB 143 re tax credits--corporate/franchise--AF&T;CSFS. PASSED; SEE ENROLLED CS/HB 143. APPROVED BY GOV. CH. 2011-76.

19. HB 201 re negligence (similar to SB 142 above)--BUS.LIT. CS/SB 142 PASSED. SEE #12 ABOVE.

20. HB 4029 re transportation corporations--CSFS. DIED IN SENATE MESSAGES.

21. HB 4033 re Florida Industrial Development Corp.--CSFS. PASSED. APPROVED BY GOV. CH. 2011-97, effective 7-1.

22. SB 346 re prohibited discrimination (see also SB 208)--BUS.LIT. DIED IN COMMITTEE OF REFERENCE.

23. SB 428 re judges--LC. DIED IN JUDICIARY COMMITTEE.

24. SB 444 re scrutinized companies--CSFS. PASSED; SEE CS/SB 444; APPROVED BY GOV. CH. 2011-104, effective 7-1.

25. Statutory Revision--cross reference issues re business entity statutes and UCC--Mark Kruse email to Wiley dated 1-26-2011--forwarded to BLS 1-27-2011. Follow-up.

26. SB 530 re condos/bulk assignees--BR/UCC. CS/CS/CS HB 1195 PASSED. PRESENTED TO GOV. 6-13.

27. SB 552/HB 4029 re transportation corporations--CSFS. DIED IN BUDGET SUBCOMMITTEE.

28. SB 662/HB 413 re public accountancy--FICPA. DIED IN COMMITTEES OF REFERENCE.

29. SB 670 re powers of attorney--CSFS;BR/UCC;BUS.LIT. PASSED; SEE ENROLLED CS/SB 670. PRESENTED TO GOV. 6-13.

30. SB 708 re attorney-client privilege (Thrasher)--all committees. DIED IN JUDICIARY COMMITTEE.

31. SB 716/HB 473 re corporate license plates--CSFS. SB DIED IN TRANSPORTATION COMMITTEE. HB DIED IN SUBCOMMITTEE.

32. SB 738/HB 127 re rental property/foreclosure--BR/UCC;BUS.LIT.;CSFS. See also SB 784. DIED IN COMMITTEES OF REFERENCE.

33. SB 774 re economic development--CSFS. DIED IN COMMERCE COMMITTEE.

34. SB 780 re bar dues--LC. DIED IN JUDICIARY COMMITTEE.

35. SB 784 re rental property/foreclosure--BR/UCC;CSFS;BUS.LIT. See also HB 127/SB 738. DIED IN COMMITTEES OF REFERENCE.

36. SB 790 re tax credits--AFT;CSFS. DIED IN BUDGET COMMITTEE.

38. SB 798/HB 187 re One-Stop Business Connect/workgroup--all committees. SB DIED IN COMMITTEE. HB DIED IN SENATE MESSAGES.

39. SB 822/HB 391 re expert testimony (Daubert standard)--BUS.LIT.; all committees. SB DIED ON CALENDAR. HB DIED IN JUDICIARY COMMITTEE.

40. SB 856 re JNC's--LC. DIED IN JUDICIARY COMMITTEE.

41. SB 866/HB 567 re judgment interest/annual adjustments--BUS.LIT.;all committees. PASSED; SEE ENROLLED CS/HB 567. APPROVED BY GOV. CH. 2011-169, effective 7-1.

42. SB 888 re sexting--CL. SEE PASSED CS/CS/HB 75.

43. SB 914 re public notices--all committees. DIED IN COMMITTEE OF

REFERENCE.

44. SB 952/HB 599 re UPMIFA (Uniform Prudent Management of Institutional Funds Act)--BR/UCC;CSFS.--RPPTL BILL. PASSED; SEE ENROLLED CS/CS/CS/HB 599. APPROVED BY GOV. CH. 2011-170.

45. SB 978/HB 469 re ch. 222--Robertson/Ard override--BR/UCC. RPPTL BILL. PASSED; SEE ENROLLED HB 469. APPROVED BY GOV. CH. 2011-84.

46. SB 1018/HB 7061 re state courts trust fund--LC. PASSED; CH. 2011-19.

47. HB 253/SB 1152 re Olmstead--BR/UCC;CSFS;BUS.LIT.;all committees. PASSED; SEE ENROLLED CS/HB 253. APPROVED BY GOV. CH. 2011-77, effective 5-31.

48. HB 287 re economic development--CSFS--all committees. PASSED; SEE ENROLLED HB 287. PRESENTED TO GOV. 6-13.

49. HB 311 re local business taxes--all committees. PASSED; SEE ENROLLED HB 311. APPROVED BY GOV. CH. 2011-78, effective 7-1.

50. HB 397 re economic development--CSFS. DIED IN SUBCOMMITTEE OF REFERENCE.

51. HB 437/SB 740 re motor vehicle franchise agreements--AFT;BUS.LIT. PASSED; SEE ENROLLED CS/HB 437. PRESENTED TO GOV. 6-9.

52. HB 441 re scrutinized companies--CSFS. CS/SB 444 PASSED. APPROVED BY GOV. CH. 2011-104.

53. HB 475 re corporate income tax credits--CSFS. DIED IN SUBCOMMITTEE OF REFERENCE.

54. HB 503 re corporate income tax--all committees. DIED IN FINANCE AND TAX COMMITTEE.

55. HB 799/SB 1288 re commercial non-judicial foreclosure--BR/UCC; CSFS; BUS.LIT. (all committees' interest). DIED IN COMMITTEES OF REFERENCE.

56. HB 815/SB 670 re powers of attorney (RPPTL Bill)--all committees. PASSED; SEE ENROLLED CS/SB 670. PRESENTED TO GOV. 6-13.

57. HB 823 re loan process--BR/UCC; CSFS. DIED ON CALENDAR.

58. HB 877 re title loans--BR/UCC; CSFS. DIED IN SUBCOMMITTEE.

59. SB 1222 re corporate taxation--CSFS. DIED IN COMMERCE AND TOURISM.

60. SB 1236 re corporate taxation--CSFS. DIED IN COMMERCE AND TOURISM.

61. SB 1294 re foreign laws--BUS. LIT.--all committees. DIED IN COMMERCE AND TOURISM.

62. SB 1318/HB 905 re taxation/target industry businesses--CSFS. PASSED; SEE ENROLLED CS/CS HB 879. PRESENTED TO GOV. 6-13.

63. SB 1332 re financial institutions--CSFS. PASSED; SEE ENROLLED CS/HB 1121. PRESENTED TO GOV. 6-13.

64. SB 1344/HM 1047 re deposits/non-resident aliens--CSFS. PASSED; SEE ENROLLED HOUSE MEMORIAL 1047. SIGNED BY OFFICERS AND PRESENTED TO SECRETARY OF STATE 6-9.

65. SB 1384/HB 907 re transferee tax liability--CSFS. SEE ALSO SB 2044. HB PASSED HOUSE; SB DIED ON CALENDAR. SB 2044 DIED IN COMMITTEE.

66. SB 1398 re judiciary--all committees. DIED IN HOUSE MESSAGES.

67. SB 1408/HB 1065 re public meetings/litigation--BUS.LIT.--BIG BAR. DIED IN COMMITTEES OF REFERENCE.

68. SB 1420 re civil cases--BUS.LIT. DIED IN JUDICIARY COMMITTEE.

69. SB 1436 re target industry businesses--CSFS. DIED IN COMMERCE AND TOURISM.

70. SB 1470/HB 1069 re capital investment tax credit--CSFS. DIED IN BUDGET COMMITTEE.

71. SB 1478 re intrastate commerce--all committees. DIED IN COMMERCE AND TOURISM.

72. SB 1506 re corporate income tax--CSFS. DIED IN BUDGET COMMITTEE.

73. SB 1542 re corporate income tax credits--CSFS. DIED IN COMMERCE AND TOURISM.

74. SB 1592/HB 1187 re civil remedies against insurers--BUS.LIT. SB DIED IN BUDGET COMMITTEE. HB DIED IN SUBCOMMITTEE.

75. SB 1612/HB 1149 re paralegals--all committees.--BIG BAR. DIED IN COMMITTEES OF REFERENCE.

76. SB 1632 re Fla. Industrial Development Corp.--CSFS. PASSED; SEE ENROLLED HB 4033. APPROVED BY GOV. CH. 2011-97, effective 7-1.

77. SB 1642 re economic development--CSFS. DIED IN COMMITTEE OF REFERENCE.

78. SB 1664/HB 1097 re Senate confirmation of judges--all committees.--BIG BAR. SEE ALSO HB 7111. SB DIED ON CALENDAR. HB DIED IN COMMITTEE. BUT--HB 7111 PASSED. SEE ENROLLED CS/HB 7111--5-5 ORDERED ENROLLED.

79. SB 1672 re retention of judges/justices--all committees. DIED IN JUDICIARY COMMITTEE.

80. SB 1686 re economic development--CSFS. DIED IN COMMERCE AND TOURISM.

81. SB 1764/HB 1199/HB 1223 re corporate income tax--CSFS. SB DIED IN COMMERCE AND TOURISM. HB'S DIED IN FINANCE AND TAX.

82. SB 1818 re Fla. Development Finance Corp. Act--all committees. DIED IN COMMITTEE OF REFERENCE.

83. SB 1828 re credit counseling services--BR/UCC; CSFS; Steph Nagin; Brian Gart. DIED IN BANKING AND INSURANCE.

84. SB 1862/HB 1301 re economic development--all committees. DIED IN COMMERCE AND TOURISM.

85. SB 1878/HB 1337 re jurisdiction--CSFS; BR/UCC; BUS.LIT.--all committees. DIED IN COMMITTEES OF REFERENCE.

86. SB 1894 re small businesses--all committees. DIED IN COMMERCE AND TOURISM.

87. SB 1956/HB 1313 re public/private partnerships--all committees. DIED IN COMMITTEES OF REFERENCE.

88. SB 1964/HB 1191 re foreclosure proceedings--BR/UCC; CSFS; BUS.LIT. DIED IN COMMITTEES OF REFERENCE.

89. HB 943 re capital formation--all committees. DIED IN SENATE MESSAGES.

90. HB 1003 re collection of delinquent financial obligations--BR/UCC; CSFS; Steph Nagin; Brian Gart. DIED IN SUBCOMMITTEE.

91. HB 1035 re condos/bulk assignees--BR/UCC. DIED IN SUBCOMMITTEE--

BUT SEE PASSED CS/CS/CS/HB 1195.

92. HB 1051 re economic development--all committees. DIED IN SUBCOMMITTEE.

93. HB 1099 re enterprise zones--CSFS. DIED IN SUBCOMMITTEE.

94. HB 1129 re small businesses--CSFS. DIED IN SUBCOMMITTEE.

95. HB 1273/SB 1294 re application of foreign law--BUS.LIT.--all committees.--OPPOSE. HB DIED IN SUBCOMMITTEE. SB DIED IN COMMERCE AND TOURISM.

96. HB 1399/SB 1116 re debt buyers--BR/UCC; CSFS; Steph Nagin; Brian Gart. DIED IN COMMITTEES OF REFERENCE.

97. HB 1421 re foreclosure debt relief--BR/UCC; CSFS; BUS.LIT. DIED IN COMMITTEE OF REFERENCE.

98. HB 7023 re judiciary--all committees. DIED ON CALENDAR.

99. HB 7025 re rule-making--all committees. DIED IN JUDICIARY COMMITTEE.

100. HB 7027 re court rules--all committees.--BIG BAR. DIED IN JUDICIARY COMMITTEE.

101. HJR 7111 re Supreme Court--2 DIVISIONS--all committees. BIG BAR. PASSED; SEE ENROLLED CS/HJR 7111.

103. HB 7101 re JNC's--all committees. BIG BAR. DIED ON CALENDAR.

104. HJR 1097 re Senate confirmation of Justices/Judges--all committees. BIG BAR. DIED IN JUDICIARY COMMITTEE--BUT SEE ABOVE PASSED CS/HJR 7111.

105. SB 1998 re corporate income tax--CSFS. PASSED; SEE ENROLLED CS/HB 7185. PRESENTED TO GOV. 6-9.

106. SB 2006 re foreclosure debt relief--BR/UCC; CSFS; BUS.LIT. DIED IN BANKING AND INSURANCE.

107. HB 1433 re credit counseling services--BR/UCC; CSFS; Steph Nagin; Brian Gart. DIED IN SUBCOMMITTEE.

108. SB 2044 re tax administration/transferee tax liability. Similar to HB 907/SB 1384. DIED IN FINANCE AND TAX.

109. HB 7037/SB 1704 re JQC. BIG BAR. HB DIED IN JUDICIARY. SB DIED ON CALENDAR.

110. HB 7039/SB 1672 re Judicial Retention Elections. BIG BAR. DIED IN RESPECTIVE JUDICIARY COMMITTEES.

111. HB 7119 re DCA's. BIG BAR. DIED IN SENATE MESSAGES.

112. HB 7121 re offers of settlement--repealer bill. DIED IN SENATE MESSAGES.

113. HB 7123 re declaratory judgments--repealer bill. DIED IN SENATE MESSAGES.

114. HB 7199 re Supreme Court--BIG BAR--DIED IN SENATE MESSAGES.

115. SB 1884/HB 1303--re consumer protection/e-commerce. CL. PASSED; SEE ENROLLED CS/SB 1884. APPROVED BY GOV. 6-17, effective 10-1.

116. BUDGET--HOUSE SPONSORED \$400,000 STUDY OF SUPREME COURT AND ISSUES RAISED BY HOUSE IN BILLS THAT DID NOT PASS. VETOED BY GOVERNOR.

F. Miscellaneous:

- 1. Legislative Research/Information—ONLINE SUNSHINE: Official Internet Site of The Florida Legislature: <http://www.leg.state.fl.us>.**
- 2. NCCUSL contact—Katie Robinson, 312-450-6600.**

Board of Governors Liaison Report

At its May 27 meeting in Key West, The Florida Bar Board of Governors:

- Heard a review of Bar activities in the just-ended legislative session and plans for an earlier start on next year's session, including a new communications plan with Board members and Bar members.

- Approved a rewrite of the Bar's advertising rules, as proposed by the Board Review Committee on Professional Ethics. The amended rules will be submitted to the Supreme Court by July 5. Major changes, according to BRCPE Chair Carl Schwait, are that non-misleading testimonials and past results that can be objectively verified will be allowed and websites will be subject to all advertising rules, except the requirement that they be submitted for Bar review. Another amendment specifies that all rules which must be submitted for Bar review must be submitted prior to publication or broadcast, not just electronic ads as in the current rules. Schwait said the committee had four goals in redrafting the rules: simplicity, clarity, consistency, and defensibility.

- Heard a report on e-filing for the Florida courts from board members Murray Silverstein and Laird Lile and from Supreme Court Clerk Tom Hall. Hall reported that the e-filing system is gearing up with more counties joining. He said the largest problem is lawyers using the system not following the rule on protecting confidential client information in electronic filing. He said a subcommittee of the Rules of Judicial administration is looking at that problem and considering a redraft of the confidentiality rule.

- Elected Jay Cohen, David Prather and Ed Scales, as the board's representatives on the Executive Committee.

- Approved President-elect Scott Hawkins' request for a commission to review the Bar's disciplinary operations.

- Rejected, on the recommendation of the Program Evaluation Committee, the proposal from the Special Committee to Study Mandatory Regulation of Paralegals. The Special Committee had proposed that lawyers be prohibited from calling their non-lawyer employees "paralegals" unless those employees had become Florida Registered Paralegals with the Bar. Instead the board approved the minority report from the special committee which called for maintaining the FRP program. The board also approved recommendations from the PEC, which was completing its three-year review of the FRP program, on ways to enhance the program. That includes improving education opportunities and increasing education about the program.

- Approved recommendations from the Program Evaluation defining the relationship between the Supreme Court Commission on Professionalism, the Bar's Committee on Professionalism, and the Bar's Henry Latimer Center for Professionalism.

- Approved the recommendation of the Program Evaluation Committee to extend the Special Committee on Diversity and Inclusion for another year.

- Gave final approval to the Bar's 2011-12 budget after making a couple minor changes to allow renovation of four bathrooms at the Bar headquarters.

- Transferred extra \$1 million from the 2010-11 operating budget into the Bar's building maintenance reserve and added an extra \$350,500 for the Clients' Security Fund for claims paid from an unexpected court-ordered payment. Another \$500,000, less administrative costs, was added to the CSF claims paid from the CSF reserve.

- Heard from Investment Committee Chair Ian Comisky that the Bar had an outstanding year for its investments, including a positive return in every quarter.
- Gave final approval to deleting Standing Board Policy 11.21, which allows introduction of resolutions at the Bar Annual Convention.