

**Revised Agenda for the Bankruptcy/UCC Committee  
of the Business Law Section of the Florida Bar**

2022 Labor Day Retreat

Saturday, September 3, 2022, 1:30 p.m. – 4:00 p.m., Calusa 3-5

Registration for Zoom:

<https://us02web.zoom.us/meeting/register/tZYpdeyrrTlrH9KtNhal36xyeA1vYMEYIMfM>

Mariane Dorris, Chair  
Kenny Murena, Legislative Vice-Chair  
Adina Pollan, Vice-Chair  
Hon. Mindy Mora, Judicial Chair

**I. Welcome & Approval of Minutes from the Prior Meeting - EXHIBIT A**  
Mariane Dorris

**II. Introductions of Special Guests and Pro Bono Reminder**  
Mariane Dorris

The Section reaffirms its goal to achieve 100% participation in pro bono service by Business Law Section members and attorneys in their firms. One way to achieve this goal is to participate in the Veterans' Financial Literacy Project. (Carlos Sardi)

**III. Business Law Section Update & Welcome**

Doug Bates, Section Chair  
Mark Stein, Section Chair-Elect  
Manny Farach, Section Treasurer  
Stephanie Lieb, Section Secretary  
Gregory Yadley, Section Chair of Long Range Planning  
Kacy Donlon, Section Immediate Past Chair

**IV. Legislation**

*A. Legislative Overview for 2023 Session*  
Peter Valori, Legislation Committee Chair  
Aimee Diaz Lyon, Section Lobbyist

*B. Legislative Review Subcommittee*  
Kenny Murena  
Jodi Dubose, Andrew Layden, James Silver, Luis Rivera, Thomas Zeichman

*C. 2023 Legislative Items*  
*a. Judgement Lien Amendments*  
Prof. Jeff Davis, Jodi Dubose

b. *ABC Gitch Bill*  
Patricia Redmond, Jodi Dubose

c. *Warehouse Lien Amendments* (§713.585) - **EXHIBIT B**  
Dennis LeVine  
Since approved by EC at Labor Day Retreat 2021, there have been revisions. Need updated white paper, draft bill language and triple motion if revisions materially alter what was approved last year.

**Approved 09/06/21:**

*The Business Law Section support legislation to amend Fla. Stat. Chapter 713.78 to clarify that (1) storage liens on motor vehicles and vessels can be foreclosed only under the procedures set out in Fla. Stat. 713.78 and 559.917; (2) the same procedures for a lender or owner of a vehicle or vessel to request an inspection related to a towing and storage liens is the same as set out in 713.585 for a repair lien are also applicable to towing and storage liens for vehicles and vessels under Fla. Stat. 713.78; (3) the same procedures for posting a bond regarding repairs on vehicles and vessels in 713.585 and 559.917 are also applicable to towing and storage liens for vehicles and vessels under Fla. Stat. 713.78.*

d. *Kearney Fix (Re: Requirements for Waivers of Exemptions)*  
Jennifer Morando, John Hutton

e. *Motor Vehicle Exemption*  
Kelly Roberts

f. *Series LLC - **EXHIBIT C***  
Lou Conti, Series LLC Study Group

**The proposed Triple Motion for the Protected Series LLC additions to the LLC Act is below:**

The following triple motion was made by Louis T. M. Conti, seconded by [ to come ].

RESOLVED, that the Florida Bar Business Law Section (the "Section") supports proposed legislation adding Protected Series Limited Liability Company provisions to the Florida Revised Limited Liability Company Act, Chapter 605 (the "Florida LLC Act"), by adding new Sections 605.12101 through 605.12803, Florida Statutes, with respect to the creation of Florida Protected Series Limited Liability Companies, and for rules addressing the registration and requirements for foreign Series

Limited Liability Companies doing business in Florida. The proposed new sections being added to the Florida LLC Act are based on the Uniform Protected Series Act promulgated and adopted by the Uniform Law Commission. The form of the proposed Protected Series LLC provisions are substantially in the form of the draft legislation, draft dated as of August 31, 2022, as presented to the Executive Council of the Section, and subject to such further changes as are deemed appropriate and approved by (i) the Protected Series Limited Liability Company Task Force, and (ii) the Executive Committee of the Section; and it is further

RESOLVED, that the Proposed Legislation: (1) Is within the Section's subject matter jurisdiction as described in the Section's bylaws; (2) Either is beyond the scope of the bar's permissible legislative or political activity, or is within the bar's permissible scope of legislative or political activity and the proposed Section position is consistent with an official bar position on that issue; and (3) Does not have the potential for deep philosophical or emotional division among a substantial segment of the bar's membership.

*D. Legislative Items to be Monitored*

*a. Foreclosure Notice Bill*

April Stone, Hon. Catherine Peek McEwen

*b. UCRERA Glitch Bill*

Hon. Mindy A. Mora

*c. Bankruptcy Venue Reform Act of 2021 (H.R. 4193/ S.2827)*

John Hutton, Hon. Catherine Peek McEwen

House - 06/28/2021 Referred to the House Committee on the Judiciary.

Senate - 09/23/2021 Read twice and referred to the Committee on the Judiciary.

*d. Nondebtor Release Prohibition Act of 2021 (H.R. 4777/S.2497)*

Hon. Catherine Peek McEwen

House- 11/03/2021 Ordered to be Reported (Amended) by the Yeas and Nays: 23 - 17. Action By: Committee on the Judiciary

Senate - 07/28/2021 Read twice and referred to the Committee on the Judiciary.

## *E. Study Groups*

### *a. UCC Article 12*

Robert Kain

### *b. FDUTPA*

R. Scott Shuker

Purpose is to review §501.207 of FDUTPA and the holding in *Perlman v. PNC Bank, N.A.*, 38 F.4th 899, 905 (11th Cir. 2022). Recently, the Eleventh Circuit in *Perlman* held that Fla. Stat. § 501.207(3) (FDUTPA) does not overcome the requirement set forth in *Isaiah v. JPMorgan Chase Bank*, 960 F.3d 1296, 1308 (11th Cir. 2020), that a receiver must allege the presence of at least one innocent director or stockholder to have standing to bring his aiding and abetting claims against a defendant. The Eleventh Circuit notes that while the statute might provide that the wrongful acts of the Receivership Entities are not imputed to Perlman, this does not change the fact that absent an allegation of an innocent director or stockholder, the Receivership Entities cannot be said to have suffered an injury for purposes of common law tort claims against third parties.

### *c. Uniform Voidable Transactions Act Task Force*

John Hutton

### *d. Florida Exemptions Review/Revisions*

Kelly Roberts, Luis Rivera

## **V. Continuing Legal Education, Communications, and Publications**

### *A. Bankruptcy/UCC Committee CLE Programs*

#### *a. Previously Held CLE Programs*

*i. 5/25/2022 – 2022 Business Litigation & Bankruptcy / UCC Case Law Update*

*ii. 08/10/22- -Pick Your Partner CLE (Matt Hale, Lou Conti, Robert Barron)*

#### *b. Future Programs*

*i. View from the Bench 2022 – Tampa and Miami  
November 3 (Tampa) November 4 (Miami)*

Hon. Michael Williamson

*ii. CLE Planning-*

Tara Trevorrow

■ CLE lunch series on the UCC: (i) UCC Article 2 and Litigation (causes of action and affirmative defenses); (ii) UCC Article 9 Lien Perfection (Issues in Bankruptcy and State Court); (iii) UCC Article 9 Sale of Collateral; and (iv) the proposed UCC Article 12

■ Practices & Procedures of our new Bankruptcy Judges: (i) Orlando Judges Robson and Geyer; and (ii) Jacksonville Judges Brown and Burgess

■ A potential skills CLE at the beginning of the Winter Meeting in January 2023

■ Current issues in Receivership cases

*iii. Contact Tara Trevorrow, Mariane Dorris or Kenny Murena if you would like to present a CLE or share ideas for future topics*

*B. Communications Committee Report & Newsletter*

*C. Out of State Division Newsletter Submissions*

Hon. Catherine Peek McEwen

Don Workman

**VI. Cross-Committee Partnership and Other Liaison Reports**

*A. Other Liaison Reports*

*a. CLE Committee – Luis Rivera*

*b. IMF Committee – Christina Taylor*

*c. Membership Committee – Dana Robbins, Juan Mendoza*

*d. Pro Bono – Amanda Finley*

*e. ABI Veterans Task Force - Carlos Sardi*

**VII. New Business**

*a. ABI Liaison*

Adina Pollan

- b. *Regional Bankruptcy Bar Liaison*  
(Bankruptcy Bar Assn. of No. Dist. of Fla., Bankruptcy Bar Assn. of So. Dist. of Fla., Central Fla. Bankruptcy Law Assn., Jacksonville Bankruptcy Bar Assn., Tampa Bankruptcy Bar Assn., Southwest Fla. Bankruptcy Professionals Assn.)

**VIII. Future Meeting Dates & Events**

NCBJ Welcome Reception – October 19, 2022, 6:30 pm – 8:00 pm World Marriott Center, Orlando, FL.

Mid-Year Meeting – January 25-26, 2023 – Renaissance Sea World (not meeting at the same time as Big Bar) September 2-5, 2022

EC Retreat- April 23-27, 2023-Sedona, AZ

- IX. CLE Program: FINANCIAL FRAUD: A DEEP DIVE INTO WHAT CAUSES IT, HOW YOU RECOGNIZE AND FIGHT IT AND WHY WE CAN'T WE STOP IT. EXHIBIT D**

- X. Adjourn**