

OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE

MINUTES OF MEETING

February 26, 2014

12:00 p.m.

A meeting of the Executive Committee (the "Committee") of the Oregon State Bar Business Law Section (the "Section") was held at 12:00 p.m. on Wednesday, February 26, 2014, at the offices of Samuels Yoelin Kantor LLP, 111 SW 5th Avenue, Suite 3800, Portland, Oregon 97204, pursuant to notice duly given. The meeting commenced at 12:05 p.m.

The following Committee members, constituting a quorum, were present at the meeting: Justin Denton, David Kopilak, Benjamin Lenhart, Kenneth Haglund, David Ludwig, David Matheson and Valerie Sasaki, and, via teleconference, Holley Young Franklin, Kyle Wuepper and Ambyr O'Donnell.

Also in attendance at the meeting were Carole Barkley and Dani Edwards, OSB Liaison, and, via teleconference, Chris Hall and Tom Wrosch, Oregon Corporation Division.

1. Prior Committee Minutes. After a motion duly made and seconded, the Committee unanimously approved the minutes of the Committee meeting held January 16, 2014.

2. Bar Liaison Report. Dani Edwards reported that information regarding current Section membership had been compiled, and that there were 962 total members. 120 Section members from 2013 did not renew their memberships, and the Section had 85 new members.

3. Legislative Update.

a. Update. Chris Hall reported that the Legislative Task Force had selected the following three amendment proposals to update the Oregon Business Corporation Act: (i) ratification of defective corporate acts; (ii) fix notice provisions in appraisal rights statute to work with shareholder action by written consent; and (iii) elimination of the need to file a plan of merger with articles of merger. Chris and Kenneth Haglund provided the Committee with brief summaries of each proposal. The Committee discussed the history behind, and the limitations of, the Oregon State Bar's three legislative proposal limit.

b. Recent BOLI Case on Successor Liability. Ben Lenhart provided an overview of a recently decided BOLI case regarding successor liability, and asked the group whether it would be appropriate for the Section to take a formal position on the holding and/or advocate for change with respect thereto. It was generally agreed that the topic may be too controversial.

4. Treasurer's Report. Kenneth Haglund reported on the Section's 2013 year-end financial statements, including revenues, expenses and membership levels. Kenneth reported that the Section's account balance as of December 31, 2013 was \$91,632, and noted that he would prepare a revised budget proposal to better align budgeted and actual expenditures.

5. Rescheduling of Retreat. David Ludwig reported that the Allison Inn elected not to charge any costs associated with the retreat previously cancelled due to weather. David reported on some possible times for a rescheduled retreat, but noted the prior feedback was probably insufficient, and that it was best to move the retreat to sometime in June or July. After discussion, there was general

concurrence that June would be best, and David noted that he would send around a request for feedback on Committee member availability.

6. Ratification of Request to OSB Governance and Strategic Planning Committee. Dani Edwards reported that the OSB Governance and Strategic Planning Committee had reviewed the Committee's previously submitted request via letter, dated January 30, 2014 (the "Request Letter"), and that it had asked its staff to come back with language for a permanent exception to the new rules. After a motion duly made and seconded, the Committee unanimously ratified the Request Letter, and authorized the Section's officers to discuss and negotiate the subject matter thereof with the OSB Governance and Strategic Planning Committee and its officers. Dani noted that the prior firm sponsorship amounts for the retreat would likely need to be refunded.

7. Subcommittee Structure and Process.

a. Sufficiency of Sub-Committees. Ben Lenhart initiated a discussion regarding sub-committees, and noted that many of the Committee's functions were provided through the sub-committee process. The Committee discussed the possibility of an Outreach Committee, which would function to enhance outreach to members outside of the Portland metropolitan area. The Committee discussed member demographics and past outreach programs. The Committee further discussed whether to establish a new "Content" Committee or to expand the scope of the Website or Newsletter Committees to cover content.

b. Confirmation of Sub-Committee Chairs/Members. Ben Lenhart initiated a discussion of sub-committee chairs and membership. It was noted that the CLE and Newsletter Committee chairs and members had been established. Lorie Harris Hancock was elected, and Holley Young Franklin agreed to serve, as co-chairs of the Social Committee. David Ludwig agreed to serve as chair of the Planning Committee, and Justin Denton and Valerie Sasaki agreed to serve on the Planning Committee.

8. 2014 Meeting Locations. Ben Lenhart asked for volunteers to host future 2014 Committee meetings. After discussion, the Committee agreed to the attached meeting schedule.

9. Other Business.

a. Carole Barkley was excused from the meeting. Upon her exit, Ben Lenhart noted that Carole had requested a \$5 per hour increase in compensation. The Committee discussed her work for the Section and it was noted that there should be a broader discussion regarding her work and other service providers at the next retreat. After a motion duly made and seconded, the Committee unanimously approved an increase in Carole's hourly rate from \$25 to \$30 per hour.

b. Ben Lenhart initiated a discussion regarding Tyler John Volm, who has decided to switch his practice to employment law with Barran Liebman LLP. There was a general sense of perplexity and bafflement among Committee members. Someone asked "is he all right." Another person said "who knows." Ben stated that Tyler was just young and making a mistake, and all agreed. After a motion duly made and seconded, the Committee unanimously approved the following statement with respect to Tyler John Volm: "Good luck."

There being no further business to discuss, the meeting adjourned at 12:56 p.m.

Respectfully submitted,
Kenneth R. Haglund, Jr., Acting Secretary