

**OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES**

September 12, 2018 Meeting

Meeting Location: Miller Nash Graham & Dunn LLP, 111 SW 5th Avenue, Suite 3400, Portland, OR 97204.

Present in Person: David Ludwig (Chair), Valerie Sasaki, Jeffrey Tarr, Justin Denton, Tyler Volm, William Goodling and David Post (“David P.”).

Present by Phone: Genevieve Kiley, Doug Lindgren, Jennifer Nicholls, Lauren DeMasi, Anne Arathoon and Benjamin Kearny.

Also Present: Carole Barkley and Danielle Edwards (by phone).

Absent: Kara Tatman and Thomas Tongue.

Minutes Author: Jeffrey Tarr, Secretary.

A quorum was present. David Ludwig (“David L.”), the Chair of the Committee, called the meeting to order at 12:12 p.m.

A. Approval of Prior Minutes (David Ludwig).

As the first order of business, a discussion took place regarding approval of the minutes for the July 11, 2018 and June 13, 2018 Executive Committee (“EC”) meetings.

Jeffrey was out of town for the July 11, 2018 meeting, and Genny acted as the Secretary to record the meeting minutes for the July 11, 2018 EC meeting. Genny reported that she was unable to complete the July 11, 2018 EC meeting minutes in time to circulate them for today’s meeting for approval. She said she will have them completed and circulated in time for the October EC meeting.

Jeffrey circulated a draft of the June 13, 2018 meeting minutes by e-mail to the EC earlier today. David L. had two comments to the June 13th EC meeting minutes, namely: (i) in Section B, first paragraph, reference to the “EC’s October 10, 2018 annual meeting” should be changed to the “EC’s October 2018 annual meeting,” as the actual date of the annual meeting has not yet been set; and (ii) in Section E.,4., fourth paragraph, reference to “David P.” should be changed to “David L.” Valerie then made a motion to approve the June 13, 2018 EC meeting minutes subject to the changes proposed by David L. Tyler seconded the motion, and the motion was unanimously approved.

B. Bar Liaison Report (Danielle Edwards).

Dani reported that Lisa Amatangel left her employment with the Bar, and that Dani will be replacing Lisa as the Bar's liaison with the Business Section EC.

Dani next spoke about setting a date in October for the Business Section's annual meeting. The EC has already scheduled an October EC meeting for October 10, 2018 at the Tonkon Torp firm. Dani said the annual meeting does not need to be on that date or at the Tonkon Torp firm. Dani did note that the October annual meeting can be no later than October 15th if the Business Section intends to raise its annual dues (which has been discussed by the EC).

Dani next talked about having access to meeting space at the Department of Justice's downtown Portland office. She said the EC can use the meeting space if it wants to, and can contact Dani to make arrangements if there is a need for the space.

C. Treasurer Report (Genny Kiley).

Earlier today Genny e-mailed to the EC the July and August month-end Statements of Revenue and Expense for the Business Section.

Genny noted the following: (i) six new members (3 paid and 3 unpaid) joined the Business Section in August, for a total membership as of August 31, 2018 of 930 members (892 paid and 38 unpaid); (ii) year-to-date revenue (through August 31, 2018) is \$26,670, just a tad short of the budgeted amount of \$27,000 and the August 31, 2017 year-to-date amount of \$26,940; and (iii) the ending fund balance (as of August 31, 2018) is \$53,542.

The next item of business was a discussion of the Business Section's 2019 Budget. Earlier today Valerie e-mailed to the EC a draft 2019 Budget. Valerie said she used last year's budgeted numbers, but noted that the 2019 Budget needs to be updated before approved to reflect the new expenses the Business Section is incurring to hire Carole Barkley as the editor of the Business Section's newsletter.

Valerie then discussed the issue of increasing the annual dues rate for Business Section members. The Business Section's current annual dues rate is \$30. However, the 2019 Budget reflects an increase in the annual dues rate to \$35 per Business Section member. David L. then asked Dani if other Bar Sections are charging \$35 per year per member. Dani advised the EC that \$30 per year is on the higher side of Section dues rates and that only one Section, namely the Debtor/Creditor Section, currently charges \$35 per year.

Valerie next made a case for why the Business Section dues rate should be increased to \$35 per year. She advised that it has been many years since the Business Section last made an annual dues increase. She also noted that the Business Section's expenses have increased as a result of hiring Carole Barkley as the editor of the Business

Section's newsletter. It was noted that the hiring of Carole as the editor (with the result of getting the Business Section's newsletter out more often and on a more timely basis) has added noticeable value for the Business Section members, thus justifying the annual dues increase by \$5 per year per member.

Jeffrey next made a motion to seek (at the Business Section's annual meeting) to increase (as of January 1, 2019) the annual dues rate for the Business Section to \$35 per year per member. Tyler seconded the motion, and the motion was unanimously approved.

It was noted that the annual dues increase must be approved at the Business Section's annual meeting, and that once approved by the membership at the annual meeting, it still needs to also be approved by the OSB Board of Governors.

Valerie next advised that the 2019 Budget does not have an amount budgeted for the NBLC. Will agreed to discuss the matter with the NBLC and to make a proposal for an amount to be add to the 2019 Budget for the NBLC.

Next, it was noted that a notice must be sent to the Business Section membership regarding the October annual meeting, and that the notice must include the proposed slate for the 2019 EC open member seats and the proposal to increase the Business Section's annual dues to \$35 per year per member starting on January 1, 2019. It was further noted that the notice must be sent at least 14 business days in advance of the meeting date. David L. said he would reach out to Sarah Hackbart regarding getting the notice sent, and making sure the notice has a proposed slate for the 2019 EC open member seats and the proposed annual dues increase for 2019.

Next, a discussion took place regarding setting the slate for the election of 2019 EC member seats whose terms are up at the end of 2018. Given timing, it was decided the 2019 EC slate would be set by e-mail. David L. then asked if anyone on the EC had any proposals for adding people to the EC. He asked that any proposals be e-mailed to him and Valerie. Justin recommended James Hein of his firm.

D. Subcommittee Reports and Discussion.

1. CLE Committee (Tyler Volm).

Kara was not able to attend today's meeting, so Tyler filled in on the report.

Tyler spoke about the 2018 annual CLE scheduled for November 2, 2018. He said all speakers are lined up for all topics but one. Tyler said he will circulate a list of the speakers and topics at the next EC meeting. Tyler said the committee is still looking for a speaker on the topic of structuring equity compensation in LLCs and partnerships. Lauren said she would be willing to take on the speaking engagement. Justin said he and a tax lawyer colleague previously spoke on this topic, and he will forward to Lauren his power point presentation to assist Lauren in her preparation to give the presentation. Ben said

he would talk to a colleague in his firm to see if he is willing to give the presentation along with Lauren.

Tyler then advised that an announcement for the 2018 annual CLE will be sent out sometime next week.

Tyler then talked about the fall quarterly CLE. He said the plan is to do a “reboot” of a previous CLE presentation on avoiding M&A post-closing disputes. The plan is to hold the fall quarterly CLE in Eugene at the Oregon Electric Station, and to have two speakers give the presentation, one a litigator and the other a retired judge.

Next, a discussion ensued regarding the Castles Award. It was noted that a request for nominations needs to be sent out. Dani said she would send last year’s request for nominations to Justin, and Justin said he would revise accordingly and get it sent out.

2. Outreach Committee (David P.).

David P. started by discussing the annual social event with the OSCPA. David P. said he has talked to the OSCPA and the tentative date discussed for the social event is currently October 25th. David P. said the OSCPA suggested holding the event at the Red Star in lieu of the Departure to hold costs down. David P. said last year the OSCPA contributed \$500 to the event to cover the cost of alcohol; it was suggested that the OSCPA be asked to contribute the same amount for the same purpose for this year’s social event.

Next, a discussion ensued regarding where to hold the January 2019 EC meeting. A decision was made to once again hold the meeting at the Allison Inn in Newberg, but that the EC will only pay for a one night stay for all local (i.e., Portland) EC members, and will only pay for a two night stay for non-local EC members. The tentative dates were set at Friday, January 25, 2019 and Saturday, January 26, 2019. Valerie will check with the Allison Inn for availability on these dates.

Finally, David said the committee is still looking at and considering ways for the EC to engage in some charitable event or activity.

3. Communications Committee (Genny Kiley).

Genny talked about where Carole is in connection with taking over editorial duties for the Business Section’s newsletter. Carol already has 4 topics and 4 authors lined up on the topics, and is diligently working with the authors in order to get the next edition of the newsletter out by the end of September.

Carole then discussed information she would like to obtain from EC members to add to the newsletter, including annual meeting information, the 2019 slate for the EC

open member seats, details on the 2018 annual CLE, dues increase information, and subcommittee chair reports.

4. New Business Lawyers Committee (Will Goodling).

Will advised that this committee had taken August off (due to vacation schedules, etc.) and met yesterday. He said that the majority of yesterday's meeting involved two NBLC members giving a presentation regarding the status of the marijuana industry in Oregon.

Next, a discussion took place regarding the swearing-in ceremony for new admittees in October. It was agreed that Dani will make sure that the previously used Business Section flyer handed out at previous swearing-in ceremonies will be handed out at the October swearing-in ceremony.

5. Legislative Committee (Valerie Sasaki).

Valerie said that the Section's Ratification of Defective Corporate Action legislative proposal is moving forward. She advised that the legislative committee has made some revisions to it and that her and David L. have reviewed the revisions and find them acceptable. She further advised that the proposal will be presented to the 2019 legislature.

David L. then discussed the status of the Business Section's RULLCA proposal to the Oregon Law Commission (the "OLC"). He advised that he has spoken to Lane Shetterly, and was advised by Lane that the proposal will be considered by the OLC at its September 25, 2018 meeting. Lane advised David L. that he thinks the proposal will be approved at the OLC's September 25, 2018 meeting.

E. Other Business.

None was raised.

F. Adjournment.

There being no further business, David L. adjourned the meeting at 1:14 p.m.