

Minutes
Executive Committee Video Conference
Uniform Law Commission
Thursday, May 10, 2018
Chicago

Carl H. Lisman, Executive Committee Chair, called the meeting to order on May 10, 2018, at 9:05 a.m. Central Time.

The following members of the Committee were present by video conference or telephone: Commissioners: Diane F. Boyer-Vine; Richard T. Cassidy, Immediate Past President; Gail Hagerty; Barry Hawkins; Ryan Leonard, Legislative Committee Chair; Anita Ramasastry, President; Daniel Robbins, Committee on Scope and Program Chair; and Steve Wilborn, Vice President. Commissioners Thomas J. Buiteweg, Treasurer, and Nora Winkelman, Secretary, were not able to attend the meeting.

Also present by video conference: Commissioner Edwin E. Smith; Stephanie Heller with the Federal Reserve Bank of New York; Elizabeth Cotton-Murphy, Chief Administrative Officer; Ben Orzeske, Chief Counsel; Katie Robinson, Legislative Program Director; and Joleen Dimond, Accounting and Finance Officer.

1. Approval of Minutes, Conference Call/Webinar, April 5, 2018, and Ballot Minutes, April 13, 2018

A motion was made and approved accepting the minutes of the Executive Committee meeting held April 5, 2018, and the ballot minutes of April 13, 2018.

2. Uniform Designation Requests

A motion was made and approved to designate the Unauthorized Disclosure of Intimate Images Act as a Uniform Act.

Ben Orzeske was asked to develop a Request for Uniform/Model Designation Form based on the criteria and procedures used for designation and consideration of acts as outlined in the Bylaws. In the future, drafting committee chairs will be asked to submit this form when making a request for Uniform or Model designation.

3. Federal Mortgage Note Registry project

Commissioner Smith and Stephanie Heller reported on recent developments impacting the federal mortgage note registry project. The ALI is scheduled to approve the amendments to the Uniform Commercial Code Articles 1, 3, 8 and 9 this month, and the act is scheduled for a final reading at the 2018 ULC Annual Meeting. The federal statute is substantially complete. Although the Federal Reserve Bank of New York remains supportive of the project, it no longer wishes to lead the push for enactment of the federal statute. If registry proposal embodied in the New York Fed's statute does not go forward as collectively imagined, there is a possibility all

commercial law rules could be left to alternative federal regulation which would diminish the UCC.

After discussion, it was decided that Nelson Mullins should be asked to assess the political landscape to better determine whether the ULC is well-positioned to lobby Congress on this issue. The Drafting Committee was asked to map out what ULC involvement in the federal enactment effort would look like and to report to the Executive Committee in July.

4. Request for Technical Amendment from the JEB UTEA to amend section 305 of the Uniform Powers of Appointment Act

A motion was made and approved authorizing to technical amendments to the Uniform Powers of Appointment Act under Section 4.3(b)(3) of the ULC Constitution.

5. Public Information Committee report

Carl Lisman summarized the written report submitted for the Committee's consideration. There is deep division among commissioners over the question of how much visibility the ULC should have, and whether any committee of the ULC should be actively working to raise the visibility of the Conference.

The Executive Committee would like the Public Information Committee to address the question of visibility and to submit a report in July for consideration. The report should lay out alternative views: (1) proactively trying to raise the visibility of the Conference (and what steps would the Committee recommend to raise visibility) versus (2) a more reactive strategy that will help commissioners deal with issues as they arise. The report should set out the merits and disadvantages of each approach.

6. *Petrobras* class action lawsuit

Ben Orzeske summarized a notice received regarding class action litigation on behalf of investors in bonds issued by Petrobras, the national oil company of Brazil. Both the ULC and ULF are potential members of the class because both organizations purchased these bonds.

There is a proposed settlement with a \$3 million dollar settlement fund to be divided among claimants. The formula for calculating the amount payable to each claimant is complicated, because it involves multiple bond issues and the amount payable depends upon the date of purchase and the date of sale. Bonds held until maturity do not qualify for a share of the settlement because the investors received the full value of the investment with the promised interest. If the ULC and ULF agree to join the class and receive a share of the settlement funds, the total amount received is estimated to be between \$200 minimum, up to a maximum of about \$2,500.

After discussion, Mr. Orzeske was asked to file the paperwork as a claimant in the Petrobras class action law suit on behalf of the ULC and to seek similar approval from the ULF.

7. Altai Status Report

Elizabeth Cotton-Murphy, Chief Administrative Officer, reported on database implementation delays and attendant cost overruns. The project is still incomplete and project hours are running low. There is a possibility that another budget adjustment will be required to complete the implementation.

8. Budget Report

Joleen Dimond summarized the written report submitted for the Committee's consideration. The report was received by the Committee.

9. Scanning Project

Elizabeth Cotton-Murphy reported on the status of the scanning project. The initial estimate substantially underestimated the scope of the project. The project is 15% - 20% complete and the \$10,000 grant from the Foundation will soon be exhausted. The committee discussed alternatives. Staff was asked to project costs for completing the project on-premises and will also speak to the current vendor about offering a deep discount based on the initial projection.

The meeting was adjourned at 10:21 a.m. Central Time.