

**Minutes of the Meeting of the  
Business and Corporate Law Section of the  
Idaho State Bar**

**November 13, 2013**

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**Call to Order; Attendance**

A meeting of the Business and Corporate Law Section (the “Section”) of the Idaho State Bar was called to order at approximately 12:05 p.m. at the offices of the Idaho State Bar in Boise, Idaho. Section Governing Council (the “Council”) members in attendance were Michelle Gustavson, Paul Boyd, Brian Buckham, Kari Campos, Wendy Couture, David Hammerquist, Brian Hansen, David Jensen, Mark T. Peters, Sr., Paul Street, and William Wardwell.

**Approval of Minutes**

As the first order of business, Ms. Gustavson requested a motion approving the minutes of the meetings held on September 11, 2013 and October 9, 2013, which had been distributed to attendees at the meeting. After a motion duly made and seconded, the members of the Council unanimously approved the minutes of both meetings.

**Section Finances**

Mr. Buckham provided an update on the status of the Section’s finances, including the results of a summary cash flow analysis. He also reminded the Section that funding requests would be reviewed only twice per year, with the next meeting at which funding requests will be considered to be held in April 2014.

**Monthly Continuing Legal Education**

Ms. Gustavson provided an overview of upcoming monthly CLEs. Section members discussed the model form to be used for the February and March CLE presentations. Ms. Gustavson stated that she had discussed with the American Bar Association (“ABA”) the limitations on use and distribution of the ABA model asset purchase agreement. Following discussion, she requested a motion approving the Section’s purchase of two copies of the ABA’s model asset purchase agreement, and two copies of the ABA’s model stock purchase agreement, to be housed in the Idaho Law Library. Upon motion duly made and seconded, the Council unanimously approved the purchase of the model agreements. Ms. Gustavson then stated that Mr. Buckham had volunteered to prepare a form of model asset purchase agreement to be used for the February and March presentations.

**Annual CLE Update**

Ms. Gustavson provided an update on the Annual CLE, which will include an update on the Idaho Uniform Business Organizations Code and potentially a presentation on advanced contract drafting or advanced negotiation. She also provided an update on the location for the Annual CLE and anticipated costs, and upon motion duly made and seconded, the Council unanimously approved holding the Annual CLE at the Grove Hotel in Boise, Idaho.

**Professional Development Series**

Ms. Gustavson then provided an update on the Section’s professional development series currently being established. She noted that applications for participation in the program will be circulated in late-November.

## **New Member Outreach**

Ms. Gustavson stated that the Section was preparing letters to be sent in January 2014, inviting new members of the Idaho State Bar to participate in the Section.

## **Website Update**

Mr. Hansen stated that the Section is developing a survey to be distributed to Section members in late-November, requesting input on items to be included on the Section's website.

## **Advocate Sponsorship**

Ms. Gustavson provided an update on the Section's sponsorship of the June/July 2014 *Advocate* issue. The deadline for articles is April 9, 2014. Members of the Section have committed to authoring three articles thus far.

## **Appointment of Additional Governing Council Member**

Ms. Gustavson stated that there are vacancies on the Council. She stated that Ryan Paulson of Micron has offered to join the Council. Mr. Paulson provided an overview of his background and transactional practice. Upon motion duly made and seconded, the Council unanimously approved Mr. Paulson's appointment as a member of the Council. Ms. Gustavson noted that one vacancy on the Council remains.

## **Adjournment**

The meeting was adjourned at approximately 12:30 PM. Subsequent to the formal meeting, Paul Boyd provided an overview of recent trends in angel and venture financing.

Brian Buckham  
Secretary