



VC FAMILY LAW BAR ASSOCIATION AND BUSINESS LITIGATION SECTION

Present:

WHAT BUSINESS ATTORNEYS WANT FAMILY LAW ATTORNEYS TO KNOW



Douglas J. Wolf
Douglas J. Wolf APLC

Come hear how family law attorneys can best represent their clients when a business is involved in a dissolution. Whether that is transferring the business, dividing the business, or other ways business concerns are involved in family law matters. Janice Miller will be providing great insight from the business attorney prospective, while family law attorney Doug Wolf will be guiding that insight into the family law context.



Janice Miller
Miller Haga Law Group, LLP

**Wednesday,
October 20, 2021**



12:00 PM – 1:00 PM
Zoom Webinar

This activity has been approved for Minimum Continuing Legal Education credit by the State Bar of California in the amount of 1 hour of **GENERAL** credit. VCBA certifies that this activity conforms to the standards for approved education activities prescribed by the rules and regulations of the State Bar of California governing Minimum Continuing Legal Education.



Douglas J. Wolf



Douglas J. Wolf has been an attorney for over 40 years, licensed to practice before all courts in the State of California. His office offers litigation, mediation and collaborative services with an emphasis on allowing clients to pursue a "Divorce with Dignity".

This professional also conducts Collaborative divorce cases online through virtual video conferencing and document sharing platforms. Counties Served: Los Angeles, Ventura, Orange and San Diego.

Practice Group Membership Southern California

- Los Angeles Collaborative Family Law Association
- Collaborative Family Law Group of San Diego

Licenses: State Bar of California/1979

Certifications

- Certified as a Collaborative Family Law Attorney
- Certified as Family Law Mediator
- Arbitrator for Attorney-Client Services
- Super Lawyers 2020 and 2021

Honors & Recognition:

- Certificate of Recognition from Los Angeles County Board of Supervisors for dedication to issues relating to victims' rights
- Certificate of Recognition from City of Los Angeles City Council for dedication to issues relating to victims'
- President's Certificate of Appreciation from Mothers Against Sexual Abuse (MASA).
- Certificate of Appreciation from Los Angeles County Superior Court for volunteer service as Judge Pro Tem
- Certificate of Recognition from Kiwanis for Outstanding Service to the Community of Chatsworth
- Recipient of award from Constitutional Rights Foundation and Los Angeles County Bar Association for outstanding service in the Lawyer in the Classroom Program.
- Recipient of Honorary Teaching Certificate from Los Angeles Unified School District in recognition of outstanding contribution to young people of the Los Angeles Unified School District
- Recipient of award from Bureau of Jewish Education for Outstanding Contribution for Early Jewish Education at Temple Emet Pre School, Woodland Hills, California.
- Certificate of Appreciation from Los Angeles County Superior Court for continuing service and support in 2016 to the Family Law Courts

Education

- A.B. Degree in Political Science-Public Service University of California at Davis; Davis, California 1974
- California Community Colleges Lifetime Teaching Credential in Law. 1979
- Southwestern University School of Law; Los Angeles, California. 1977



FAMILY LAW BAR ASSOCIATION – OCTOBER 20, 2021

Janice L. Miller

Managing Partner



Janice Miller is the managing partner of Miller HAGA Law Group, LLP and is a highly recognized legal expert with over 25 years of experience as an innovative general counsel. She represents the firm's clients in business transactions, real estate leasing, entertainment, intellectual property, licensing, hospitality, and the emerging legal field of unmanned aerial systems ("drones"). The firm's clients have come to rely on Janice's insightful dispute resolution strategies as a preventive measure to avoid litigation. She is a noted speaker and panelist at conferences attending to matters on entertainment-based venue business affairs, theme park legislation, real estate, intellectual and licensing property management, and drones.

Janice was the managing partner of Berke Miller Law Group from 2016-2019. Prior to entering private practice, Janice was NBCUniversal's Vice President of Business Affairs for Universal Studios Hollywood® and CityWalk®. Janice also held the role of Vice President of Business and Legal Affairs for more than 12 years, playing an important role in both the business and legal sides of the billion-dollar expansion of Universal Studios Hollywood® theme park and the CityWalk® retail, dining and entertainment complex. During her 20+ year tenure with various Universal entities, Janice was the principal senior executive for real estate leasing matters at CityWalk®, managing the entertainment destination's relationships with over 60 tenants with restaurants, nightclubs, and retail venues. In addition, Janice oversaw a number of diverse legal matters, including licensing intellectual property in the theme park, ride safety issues, and litigation management. She also served executive leadership as a strategic advisor on multi-million dollars business deals, including corporate sponsorships. Before joining NBCUniversal, Janice developed a well-earned reputation as a leader in entertainment, real estate and intellectual property business affairs at Walt Disney Imagineering®, Sega GameWorks® and MCA Recreations Services®. Janice started her legal career in entertainment litigation, representing celebrities from the television, motion picture and music industries.

Janice is also an expert in the business strategy of CoopertitionSM. She serves as a strategic legal partner and business advisor, providing the firm's clients with pragmatic, cost-effective legal and business solutions that minimize risk and maximize profits.

Janice was selected to the Super Lawyers list for Southern California for 2020 and 2021. Janice earned her J.D. degree from Temple University School of Law, where she graduated *cum laude*. She also earned her B.A. degree from Temple University, where she graduated *magna cum laude*. Additionally, Janice earned her M.B.A. from the University of Redlands.

Janice and her husband of almost 25 years have two wonderful young adult children. Her son is a Certified Flight Instructor who is pursuing a career as a commercial airline pilot, and her daughter is a senior in college pursuing a career in sports medicine. Janice enjoys working out, running, spending time with her friends and a good bottle of wine.

BUSINESS INTERESTS AND FAMILY LAW

**Presented for the Ventura County Family Bar Association
October 20, 2021
12:00pm**

Presenters: Douglas J. Wolf & Janice Miller

1. Introductions of the Speakers
2. Overview of the Subject
 - General recognition of issues
 - Need for experienced outside business counsel
 - Different ideas for awarding and dividing businesses during a dissolution of marriage
3. General Recognition of Issues
 - Stage of Proceeding
 - Pre-separation considerations
 - Pre-filing for dissolution considerations
 - During dissolution proceedings
 - Post-dissolution of Judgment proceedings
 - Type of Business
 - Sole proprietorship
 - Corporation with marital shareholders
 - LLC with marital members
 - Partnership involving marital partners and/or third parties
 - Multi-shareholder corporations
 - Publicly held corporations
 - Characterization, i.e., community property, separate property, or mixed character
 - Significance of Title

- Characterization by Time of Acquisition
 - Acquisitions Prior to Marriage
 - Pre-marital Agreements
 - Acquisitions During Marriage
 - Post-marital Agreements
 - Acquisitions After Separation
- Characterization by Method/Source of Acquisitions
 - Earnings
 - Gifts and Inheritance
 - Acquisitions on Credit
 - Rents, Issues, Profits
- Characterization Presumptions
- Parties' actions affecting characterization
 - Pre-Marital Agreements
 - Post-Marital Agreements/Transmutations
 - Severance
 - Gifts Between Spouses
 - Commingling of Separate and Community Property

4. Fiduciary Duties and Management and Control

- Family Law Considerations
 - Equal management and control of community property
 - Generally, primary management and control to operating spouse
 - Subject to ATRO restrictions
 - Note: *Family Code* section 1100(d) does not require business to be awarded to the primary manager (see (see MARRIAGE OF KOZEN (1986) 185 Cal App 3d 1258, 230 Cal Reporter 304)

- Fiduciary Duties in Exercising Management and Control
 - Need to comply with disclosures
 - Requirement to complete preliminary declarations of disclosure and final declarations of disclosure
 - New business opportunities
 - Continuing obligation for updating disclosures
 - Full disclosure of material fact
 - Access to books and records
 - Truthful accounting
 - Sharing of benefits and profits
- Additional Business Law Considerations
 - The Entity
 - Duties Owed to the Entity
 - Duty of Care
 - Duty of Obedience
 - Duty of Loyalty
 - Good Faith Actions
 - Buy-Sell Agreements

5. Methods to Award/Divide the Business During a Dissolution

- Preliminary Considerations
 - Role of creditors
 - Bankruptcy Risk
 - Collection Account Management
 - Compensation
 - Voting Rights and Privileges
 - Non-compete
 - Security
 - Payment of Taxes
 - Buyout and Support Interplay
- Co-ownership
 - Management considerations

- Ownership vs. Management
 - Dependent upon form of entity
- Dividing the Business
 - In-Kind Approach
 - Limitations on in-kind division
 - Holding Company Approach
 - Choices for Holding Company
 - Some entities cannot hold others
 - Professional entities
 - Nominee Approach
 - Instructing the entity to distribute to both spouses or trusting the operator spouse to do it
 - Using Nominee Approach pre-trial

6. Concluding Comments

- Complexities when confronted with business issues
- Recognize your limitations as a family lawyer/need for retention of business counsel

7. Questions/Comments

8. Contact Information:

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