

**BOARD OF EMPLOYEE LEASING COMPANIES
TELEPHONE CONFERENCE CALL MEETING MINUTES
WEDNESDAY, MAY 25, 2005
10:00 a.m. EST**

MEET-ME-NUMBER: (850) 414-1706

I. CALL TO ORDER

The meeting was called to order at approximately 10:00 a.m. EST by Ms. Celeste Dockery, Board Chair.

II. ROLL CALL

MEMBERS PRESENT

Celeste D. Dockery, Chair
Frank W. Crum, Jr.
Kelly Lanza
Ryan S. Moore

MEMBERS ABSENT

Carlos Rodriguez, Vice Chair

STAFF PRESENT

John T. Knap, Executive Director, DBPR
Krista B. Woodard, Government Analyst II, DBPR
Mary Ellen Clark, Board Counsel, Office of Attorney General
Eric Hurst, Assistant General Counsel, DBPR

OTHERS PRESENT

Tasha Carter, Department of Financial Services, Division of Workers' Compensation
Michael Miller, Kunkel, Miller & Hament, P.A.
Timothy Tack, Kunkel, Miller & Hament, P.A.
August Curcio
Cindy Gilford
Ellen Brady
Karen Alston
Robert Gomes

The meeting was opened with a roll call and a quorum was established.

Ms. Woodard advised that Mr. Rodriguez was not able to attend due to the rescheduling of the meeting.

III. REVIEW AND CONSIDERATION OF EMPLOYEE LEASING COMPANY AND CONTROLLING PERSON APPLICATIONS

- A. TxReCo, Inc. d.b.a. Pinnacle Employee Leasing**
Robert L. Gomes, Controlling Person Applicant
Richard Adam Schaub, Controlling Person Applicant

Ms. Woodard presented the applications stating that all exhibits were submitted and were complete. She further stated that in addition to the certificate of insurance, the applicant submitted a letter from the insurance agent advising of workers' compensation coverage.

Ms Woodard presented the controlling person application of Robert L. Gomes stating all exhibits were submitted and complete. She further stated the criminal history reports from the Florida Department of Law Enforcement (FDLE) and the Federal Bureau of Investigations (FBI) revealed an incident for which the applicant provided an explanation.

Ms. Woodard presented the controlling person application of Richard A. Schaub stating all exhibits were submitted and complete and the only outstanding item is the criminal history report from the FBI.

Mr. Mike Miller was present and represented Mr. Schaub stating should anything derogatory be revealed on the criminal history report that Mr. Schaub would subject himself to the jurisdiction of the board.

MOTION: Ms. Lanza moved to approve the applications with the condition that should any derogatory information be revealed on the report for Mr. Schaub that he would appear before the board.

SECOND: Mr. Crum seconded the motion and it passed unanimously.

IV. REVIEW AND CONSIDERATION OF CHANGE OF OWNERSHIP APPLICATIONS

A. Certified Professional Employer Organization, Inc. – GL 80 Certified Professional Employer Organization, LLC – GM 176

Ms. Woodard presented the applications stating Mr. August R. Curcio would be the new owner and controlling person for the company.

MOTION: Mr. Moore moved to approve the applications.

SECOND: Mr. Crum seconded the motion and it passed unanimously.

V. DEFICIENT EMPLOYEE LEASING COMPANY APPLICATIONS FOR REVIEW

A. Harvey Judkowitz, Controlling Person Applicant AHM Business Solutions, Inc.

Ms. Woodard presented the application stating the application has been deficient for over 90 days and at the request of the board, notification was mailed to the applicant to cure the deficiencies in the application within 30 days of the notice.

Ms. Woodard further stated the applicant did not respond to the notice and therefore did not meet the requirements of Section 468.524, Florida Statutes.

MOTION: Mr. Crum moved to deny the application after consideration of the information provided for failure to comply with Section 468.524, FS.

SECOND: Mr. Moore seconded the motion and it passed unanimously.

**B. Christopher Munyon, Controlling Person Applicant
Modern Business Associates, Inc.**

Ms. Woodard informed the board that the application had been withdrawn at the request of the applicant.

**C. Paige Peril, Controlling Person Applicant
Transtaff, Inc.**

Ms. Woodard presented the application stating the application has been deficient for over 90 days and at the request of the board, notification was mailed to the applicant to cure the deficiencies in the application within 30 days of the notice.

Ms. Woodard further stated the applicant did not respond to the notice and therefore did not meet the requirements of Section 468.524, Florida Statutes.

MOTION: Mr. Crum moved to deny the application after consideration of the information provided for failure to comply with Section 468.524, FS.

SECOND: Mr. Moore seconded the motion and it passed unanimously.

**D. Maria M. Suria Garcia-Villalta, Controlling Person Applicant
Expert HR, Inc. d.b.a. Expertos EN RH**

Ms. Woodard presented the application stating the application has been deficient for over 90 days and at the request of the board, notification was mailed to the applicant to cure the deficiencies in the application within 30 days of the notice.

Ms. Woodard further stated the applicant did not respond to the notice and therefore did not meet the requirements of Section 468.524, Florida Statutes.

MOTION: Mr. Crum moved to deny the application after consideration of the information provided for failure to comply with Section 468.524, FS.

SECOND: Mr. Moore seconded the motion and it passed unanimously.

VI. NEW BUSINESS

Mr. Miller stated he had a change of ownership question to ask the board referring to the historical sketch form.

He stated a currently licensed employee leasing company will be selling 70% of its stock to a Limited Liability Corporation (LLC) which will be managed by two individuals. He stated there will not be changes in management.

Mr. Miller further stated a huge investment firm will be involved and will be setting up five LLC corporations with many investors in the various LLCs. One of the LLCs will own 80% of the LLC that will own 70% of the employee leasing company. This LLC has 17 worldwide investors and the other four LLCs are going to own the remainder of the stock of the 70% company not owned by the 80% corporation.

His question to the board is if historical sketches will be required to be filed by the worldwide owners or the two individuals that will manage the employee leasing company.

Ms. Clark stated she had spoken to Mr. Miller about this situation and informed that her opinion is to address this issue in a petition for a declaratory statement because everything could be put in writing and the answer is put in writing and then it is filed in a legally searchable format so that no one in the public or on the board would have to remember what was done. It would be done in a manner that anyone doing legal research could get the answer.

Ms. Clark stated she would not give a legal opinion about the matter presented. She further stated the matter was not listed on the agenda and she would never give a legal opinion under those circumstances.

Mr. Miller stated the problem is that publicly traded companies are involved and because of Securities and Exchange Commission (SEC) notifications, the applicant can't come public yet.

Mr. Miller informed the board that the application is forthcoming in the manner he assumes would be correct and the board will have to deal with the matter when the application is presented and decide if the materials presented would be sufficient.

Ms. Clark advised the board members that Mr. Miller is going to require the board to take action in advance of filing a petition for declaratory statement.

Ms. Clark advised Mr. Miller to include a description of the situations surrounding the application rather than asking the board members to glean it from the application materials.

VII. OLD BUSINESS

Ms. Dockery asked if a discussion about workers' compensation would be agendum for the June 2005 board meeting.

Ms. Woodard answered "yes."

Ms. Dockery asked staff to mail a current copy of the Statutes and Rules to each board member.

Ms. Clark informed the board of a fax of a form required to be filed by Mr. Moore based on the ethics conflict that was presented when he voted on the Tristaff matter at the last meeting.

She stated one of the requirements of voting in a situation similar to that is to disclose on record the nature of the conflict and to file this form. It is then required that the form is included in the minutes of the meeting and the form must be provided to the other members of the board and read publicly at the next meeting after the form is filed.

In the interest of complying with this form, Mr. Moore read aloud the nature of the form.

VIII. ADJOURNMENT

MOTION: Ms. Lanza moved to adjourn.

SECOND: Mr. Crum seconded the motion and it passed unanimously.

The meeting adjourned at 10:17 a.m.