

**BOARD OF EMPLOYEE LEASING COMPANIES
TELEPHONE CONFERENCE CALL MEETING MINUTES
WEDNESDAY, FEBRUARY 15, 2012
10:00 a.m. EST
MEET-ME-NUMBER: (888) 808-6959**

I. CALL TO ORDER

The meeting was called to order at approximately 10:05 a.m. EST by Mr. John Jones, Board Chair.

II. ROLL CALL

MEMBERS PRESENT

John Jones, Chair
Abram Finkelstein, Vice-Chair
Eric Arfons
Celeste Dockery

MEMBERS ABSENT

STAFF PRESENT

Rick Morrison, Executive Director, DBPR
Krista Woodard, Government Analyst II, DBPR
Mary Ellen Clark, Board Counsel, Office of the Attorney General
LaChea Parsons, Prosecuting Attorney, DBPR

OTHERS PRESENT

Mark Mark, Department of Financial Services, Workers' Compensation
Michael Miller, Kunkel, Miller & Hament, P.A.
Timothy Tack, Kunkel, Miller & Hament, P.A.
Steven Groulx
Darlene Lemke
H. Britt Landrum
Jon Crouch
Chuck Osborne
Tricia Rousseau
Thomas Streuken
Glen Distefano
Alex Pisani
Peggy Roberts
Robert Florka
Kim Roberts
Brooke Ellis
Tia Roman
Torbin Madson
Albert Kelly
Kristen Ramson
Adam Boussard
Craig Hill
John Crouch

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

III. REVIEW AND APPROVAL OF THE JANUARY 25, 2012 TELEPHONE CONFERENCE CALL MEETING MINUTES

Ms. Woodard informed that the minutes for the January meeting would be presented to the board at the March 22, 2012 meeting for review and approval.

IV. REVIEW AND CONSIDERATION OF CONTROLLING PERSON APPLICATIONS

A. Neal Bibeau, Controlling Person Applicant

AlphaStaff, Inc. – GL 49
Alpha FLA 6, Inc. – GM 292
AlphaStaff 3, Inc. – GM 234
AlphaStaff Systems V, Inc. – GL 125
AlphaNY2, Inc. – GM 317
Alpha NYPEO, Inc. – GM 319
Equity Leasing-Finance II, Inc. – GM 239
AlphaGA 2, Inc. – GM 386
ASI Resources, Inc. – GM 387

Mr. Jones presented the controlling person application of Neal Bibeau.

MOTION: Mr. Finkelstein moved to approve the application.
SECOND: Mr. Jones seconded the motion and it passed unanimously.

B. Jason Alaric Morgan, Controlling Person Applicant

AlphaStaff, Inc. – GL 49
Alpha FLA 6, Inc. – GM 292
AlphaStaff 3, Inc. – GM 234
AlphaStaff Systems V, Inc. – GL 125
AlphaNY2, Inc. – GM 317
Alpha NYPEO, Inc. – GM 319
Equity Leasing-Finance II, Inc. – GM 239
AlphaGA 2, Inc. – GM 386
ASI Resources, Inc. – GM 387

Mr. Jones presented the controlling person application of Jason Morgan.

MOTION: Mr. Jones moved to approve the application.
SECOND: Mr. Arfons seconded the motion and it passed unanimously.

V. NOTIFICATIONS OF CHANGE OF OWNERSHIP APPLICATIONS

A. Administrative Concepts Corporation – GL 108
Administrative Concepts 2000 Corporation – GM 268
Administrative Concepts 2003, Inc. – GM 359
21st Century Concepts LLC d/b/a Administrative Concepts – GM 333

Mr. Jones presented the change of ownership applications asking if Ms. Sarah Peel was going to be a controlling person of the companies after the purchase.

Mr. Mike Miller, representing the buyer, stated he did not know because they were just buying the assets of the companies.

Mr. Jones informed Mr. Miller that after reading the statute, if there is no continuance of controlling persons from one company to the next, the fact of the notification to the board does not apply, but prior approval would be necessary.

Mr. Jones further stated that based on the information in the agenda materials that Mr. Broomell and Ms. Peel would no longer be controlling persons, he thinks that prior approval is required.

Mr. Miller stated that the intent of the non-controversial section of the Statutes two years ago was that matters shouldn't get tied up and as long as the employee leasing company doing the acquisition have a controlling person in place, prior approval from the board was not required.

Ms. Dockery stated she disagreed with Mr. Miller's interpretation of the statute and that in a stock purchase that may be the case, but not in an asset purchase.

Mr. Jones stated he did not agree with Mr. Miller's interpretation also and that the intent was not to do asset deals and leave liabilities with no way of being paid.

Mr. Finkelstein stated that the intent was to ensure that transactions could occur in a way that the public is not harmed. He further stated that Mr. Miller's interpretation of the statute would have an opposite effect in that the public could be harmed because there would be no oversight as to who is taking the assets.

Mr. Finkelstein stated he would like to see the history of the transactions for this book of business.

After a very lengthy discussion, Ms. Dockery stated she would like for Richard Law, an expert or outside consultant to look into the issues raised by the board relating to asset purchases.

Mr. Jones asked Mr. Morrison to look into contracting with someone to review this matter and to have that person appear at the March 2012 meeting in Tallahassee.

Mr. Morrison stated he would try to get it done.

Ms. Clark stated the board can request the services of an outside consultant or expert to appear at the next meeting to discuss the findings and criteria. She further stated that the expert/ consultant should be able to develop a process to prove the sufficiency of the buyers and sellers; determine who should be responsible for any pending liabilities, and make a determination of whether notification to the board or prior approval from the board is/was required.

After another lengthy discussion pertaining to the contracting of an expert or consultant, the following motion was made.

MOTION: Mr. Arfons moved to hire or contract with an expert to review notifications of change of ownerships for asset purchases for statutory compliance.

SECOND: Ms. Dockery seconded the motion and it passed unanimously.

Mr. Jones asked Ms. Clark if the board was required to take any action on remaining applications or notifications for change of ownerships.

Ms. Clark advised that no action was required of the board because they are just notifications.

- B. Employee Leasing Solutions Two, Inc. – GL 96
Employee Leasing Solutions, Inc. – GM 228
Employee Leasing Solutions Three, Inc. – GM 229
Employee Leasing Solutions Four, Inc. – GM 230
Employee Leasing Solutions Holding Company, Inc. – GM 290
- C. Simple Employer Solutions, Inc. – GL 126
Administrative Concepts 2010, Inc. – GM 320
- D. Thrive HR FL 1, LLC – EL 387

VI. REVIEW AND CONSIDERATION OF EMPLOYEE LEASING COMPANY NAME CHANGES

- A. NELCO Three, Inc. – GM 286
TO: CoAdvantage Resources 17, Inc. d/b/a CoAdvantage
- B. NELCO Seven, Inc. – GM 142
TO: CoAdvantage Resources 18, Inc. d/b/a CoAdvantage
- C. NELCO Eight, Inc. – GM 141
TO: CoAdvantage Resources 19, Inc. d/b/a CoAdvantage
- D. NELCO Two, Inc. – GM 285
TO: CoAdvantage Resources 20, Inc. d/b/a CoAdvantage
- E. Global Employment Solutions PEO, Inc. – GL 8
TO: CoAdvantage Resources 24, Inc. d/b/a CoAdvantage
- F. Global Employment Solutions PEO II, Inc. – GM 293
TO: CoAdvantage Resources 25, Inc. d/b/a CoAdvantage
- G. Global Employment Solutions PEO III, Inc. – GM 279
TO: CoAdvantage Resources 26, Inc. d/b/a CoAdvantage
- H. Global Employment Solutions PEO V, Inc. – GM 27
TO: CoAdvantage Resources 27, Inc. d/b/a CoAdvantage
- I. Global Employment Solutions PEO VI, Inc. – GM 294
TO: CoAdvantage Resources 28, Inc. d/b/a CoAdvantage
- J. Global Employment Solutions PEO VII, Inc. – GL 147
TO: CoAdvantage Resources 29, Inc. d/b/a CoAdvantage
- K. Global Employment Solutions PEO VIII, Inc. – GM 365
TO: CoAdvantage Resources 30, Inc. d/b/a CoAdvantage
- L. Global Employment Solutions PEO IX, Inc. – GM 367
TO: CoAdvantage Resources 31, Inc. d/b/a CoAdvantage

- M. **Co-Advantage Resources, Inc. – GL 82**
TO: **CoAdvantage Resources, Inc. d/b/a CoAdvantage**
- N. **CoAdvantage Resources 11, Inc. – GL 69**
TO: **adding d/b/a CoAdvantage**
- O. **CoAdvantage Resources 13, Inc. – GL 36**
TO: **adding d/b/a CoAdvantage**
- P. **CoAdvantage Resources 14, Inc. – GM 75**
TO: **adding d/b/a CoAdvantage**
- Q. **CoAdvantage Resources 16, Inc. – GM 74**
TO: **adding d/b/a CoAdvantage**
- R. **Co-Advantage Resources IV, Inc. – GM 280**
TO: **CoAdvantage Resources IV, Inc. d/b/a CoAdvantage**
- S. **Co-Advantage Resources-Florida, Inc. – GM 260**
TO: **CoAdvantage Resources-Florida, Inc. d/b/a CoAdvantage**

Mr. Jones presented all of the name change applications.

MOTION: Ms. Dockery moved to approve all of the name change applications.
 SECOND: Mr. Finkelstein seconded the motion and it passed unanimously.

VII. REVIEW AND CONSIDERATION OF TERMINATION OF EMPLOYEE LEASING COMPANY OPERATIONS

- A. **Employee Leasing Solutions Two, Inc. – GL 96**
- B. **Employee Leasing Solutions, Inc. – GM 228**
- C. **Employee Leasing Solutions Three, Inc. – GM 229**
- D. **Employee Leasing Solutions Four, Inc. – GM 230**
- E. **Employee Leasing Solutions Holding Company, Inc. – GM 290**

Mr. Jones informed that the termination of operation applications have been tabled to the March 2012 meeting.

VIII. REVIEW AND CONSIDERATION OF CONTROLLING PERSON RELINQUISHMENTS

- A. **Joseph W. Cole, II – CO 833**
Sequent, Inc. – EL 357

Mr. Jones presented the controlling person relinquishment of Mr. Joseph Cole.
 MOTION: Mr. Finkelstein moved to accept the controlling person relinquishment.
 SECOND: Mr. Jones seconded the motion and it passed unanimously.

- B. John Bradley Gibson, Jr. – CO 942**
 - AlphaStaff, Inc. – GL 49**
 - Alpha FLA 6, Inc. – GM 292**
 - AlphaStaff 3, Inc. – GM 234**
 - AlphaStaff Systems V, Inc. – GL 125**
 - AlphaNY2, Inc. – GM 317**
 - Alpha NYPEO, Inc. – GM 319**
 - Equity Leasing-Finance II, Inc. – GM 239**
 - AlphaGA 2, Inc. – GM 386**
 - ASI Resources, Inc. – GM 387**

Mr. Jones presented the controlling person relinquishment of Mr. John Gibson, Jr.

MOTION: Mr. Finkelstein moved to accept the controlling person relinquishment.
SECOND: Mr. Jones seconded the motion and it passed unanimously.

- C. Carl Miserendino, CO 960**
 - AlphaStaff, Inc. – GL 49**
 - Alpha FLA 6, Inc. – GM 292**
 - AlphaStaff 3, Inc. – GM 234**
 - AlphaStaff Systems V, Inc. – GL 125**
 - AlphaNY2, Inc. – GM 317**
 - Alpha NYPEO, Inc. – GM 319**
 - Equity Leasing-Finance II, Inc. – GM 239**
 - AlphaGA 2, Inc. – GM 386**
 - ASI Resources, Inc. – GM 387**

Mr. Jones presented the controlling person relinquishment of Mr. Carl Miserendino.

MOTION: Mr. Arfons moved to accept the controlling person relinquishment.
SECOND: Ms. Dockery seconded the motion and it passed unanimously.

IX. REPORTS

A. Office of the Attorney General – Mary Ellen Clark

1. February 2012 Rules Report

Ms. Clark informed that the report contained in the agenda materials was for informational purposes only. She is working towards presenting some language at the March 2012 meeting.

Ms. Clark informed that there is a tentative adoption and effective date for Rule 61G7-5.002, F.A.C.

B. Office of the General Counsel – Eric Hurst

No Report.

C. Executive Director – Rick Morrison

1. BELC Projected Revenue, Expenses and Changes in Account Balance

Mr. Morrison presented the financial projections for the Board as a follow-up from the previous meeting. He informed that at the end of year 2015, the board would still have close to \$1 million in revenue with the granting of a waiver of the renewal fees this year.

D. Chairperson – John Jones

No Report.

X. OLD BUSINESS

None

XI. NEW BUSINESS

None

XII. PUBLIC COMMENTS

None

XIII. ADJOURNMENT

MOTION: Ms. Dockery moved to adjourn.

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

The meeting adjourned at 11: 46 a.m.

Transcripts and/or recordings of the meeting can be obtained upon request.