

## RESUME

### **DONALD J. WEIDNER**

Dean Emeritus and Alumni Centennial Professor  
College of Law  
Florida State University  
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### **CURRENT PROFESSIONAL EMPLOYMENT**

Dean Emeritus and Alumni Centennial Professor, College of Law, Florida State University.

### **SELECTED PROFESSIONAL APPOINTMENTS AND RECOGNITIONS**

2019 Recipient, Dr. Martin Luther King, Jr. Distinguished Service Award, Florida State University.

Commissioner from the State of Florida, Uniform Law Commission (since 2011)  
(Legislative Liaison 2012-19, inactive 2019-21).

Appeals Judge, Gulf Coast Claims Facility (to resolve claims against British Petroleum arising from the Deepwater Horizon Oil Spill) (2011-2013).

In July 2011, named one of the Nine Transformative Law Deans of the Last Decade by *The Leiter Report*.

Member, 1996-2016, Florida Supreme Court Commission on Professionalism.

Reporter (principal drafter), 1987-94, for the Revised Uniform Partnership Act (1994).

Elected Member, since 1980, American Law Institute.

### **EDUCATION**

J.D with Honors, University of Texas at Austin, 1969.

Honors: Project Editor, *Texas Law Review*; Award for Best Article in Area of Patents, Copyrights and Trademarks; Administrative Law Project Award; Order of the Coif.

B.S. (Psychology), Fordham University, 1966.

### **PROFESSIONAL EMPLOYMENT HISTORY**

Currently Dean Emeritus and Alumni Centennial Professor, Florida State University College of Law. Dean Emeritus since 1997, Alumni Centennial Professor since 2005, Professor since 1978, Associate Professor 1976-78.

Dean, Florida State University College of Law, 1991-1997 and 2000-2016. After resigning as Dean in 1997, was asked to return as Interim Dean in 1998, reappointed Dean in 2000, remaining Dean until 2016. Associate Dean for Academic Affairs, 1984-1985. Professor since 1978, Associate Professor 1977-78, Visiting Associate Professor 1976-77.

Other honors at Florida State: 2018 Recipient, Circle of Gold Award, Florida State University Alumni Association; Commemorative Articles, 43 FLA. ST. U. L. REV. 1107-1131 (2016); Don Voyage Sailing Trip (gift from the faculty) (2016); Summer for Undergraduates Program named in my honor (2016); Guardian of the Flame Award (by the students) (2015); Recipient, Professor of the Year (by the students) (1979).

Associate Professor, College of Law, Cleveland State University, 1974 – 1976.

Assistant Professor, School of Law, University of South Carolina, 1971 – 1974.

Bigelow Teaching Fellow and Instructor, University of Chicago Law School, 1970 – 1971.

Associate, Willkie Farr & Gallagher, N.Y., N.Y., 1969-70 (Summer Associate, 1968).

### **Visiting and Other Appointments:**

<u>Mediator   Arbitrator</u>	Upchurch Watson White & Max (since July 2016).
<u>Of Counsel:</u>	Ruden McClosky Smith Schuster & Russell (Fall 1997) (semester-long sabbatical after my first six years as Dean).
<u>Visiting Professor:</u>	University of North Carolina School of Law (Summer 1991). Stanford Law School (Fall 1981). University of New Mexico School of Law (Fall 1979). University of Texas School of Law (Summer 1978).

## **PUBLICATIONS**

### **Books and Chapters:**

THE REVISED UNIFORM PARTNERSHIP ACT (Thomson Reuters 2022) (with Robert W. Hillman and Allan G. Donn) (in print and in ebook) (successor to 1998-2021 editions).

*Capital Accounts in LLCs and in Partnerships*, in RESEARCH HANDBOOK ON PARTNERSHIPS, LLCs AND ALTERNATIVE FORMS OF BUSINESS ORGANIZATIONS (Robert W. Hillman and Mark J. Loewenstein, eds.) (Edward Elgar Publishing 2015) (in print and in ebook).

*Pitfalls in Partnership Law Reform: Some U.S. Experience, in THE GOVERNANCE OF CLOSE CORPORATIONS AND PARTNERSHIPS IN EUROPE AND THE UNITED STATES*, Joseph A. McCahery, Theo Raaijmakers and Erik P.M. Vermeulen, Eds. (Oxford Univ. Press 2004).

GENERAL AND LIMITED LIABILITY PARTNERSHIPS UNDER THE REVISED UNIFORM PARTNERSHIP ACT (West 1996) (Cal. Supp. 1997) (with Robert W. Hillman and Allan W. Vestal).

*Special Allocations and Capital Accounts, in SYMPOSIA ON FEDERAL TAXATION* (Research Institute of America, 1981).

REAL ESTATE: TAXATION AND BANKRUPTCY (West 1979) (with Martin Cowan and Gerald Smith).

### **Substantive Law Articles:**

*The Unfortunate Role of Special Litigation Committees in LLCs*, 77 BUS. LAWYER 381 (2022). <https://ssrn.com/abstract=3845673>.

*LLC Default Rules Are Hazardous to Member Liquidity*, 76 BUS. LAWYER 422 (151 (2020)). <https://ssrn.com/abstract=3523876>. Podcast at <https://www.nybusinessdivorce.com/tag/donald-weidner>

*Dissatisfied Members in Florida LLCs: Remedies*, 18 FLA. ST. U. BUS. REV. 1 (2019). <https://ssrn.com/abstract=3254537>. (reprinted in 62 CORPORATE PRACTICE COMMENTATOR 441 (2020)).

*New FASB Rules on Accounting for Leases: A Sarbanes-Oxley Promise Delivered*, 72 BUS. LAWYER 367 (2017). <https://ir.law.fsu.edu/cgi/viewcontent.cgi?article=1431&context=articles>

*Leaving Law Firms with Client Fees: Florida's Path*, 91-10 FLA. B. J. 9 (2017). <https://ir.law.fsu.edu/cgi/viewcontent.cgi?article=1430&context=articles>

*Capital Accounts in LLCs and in Partnerships: Powerful Default Rules and Potential Tax Significance*, 14 FLA. ST. BUS. REV. 1 (2015). [https://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=2623274](https://papers.ssrn.com/sol3/papers.cfm?abstract_id=2623274)

*Partners without Partners: The Legal Status of Single Person Partnerships*, XVII FORDHAM J. CORP. & FIN. L. 449 (2012) (with Robert W. Hillman) (reprinted in Mark J. Lowenstein and Robert W. Hillman, Agency and Partnership Law (Edward Elgar 2018)).

*Academic Freedom and the Obligation to Earn It*, 32 J. LAW & EDUC. 445 (2003). <https://ir.law.fsu.edu/articles/131/>

*Pitfalls in Partnership Law Reform: Some United States Experience*, 27 J. CORPORATION L. 1031 (2001) (symposium).

*Thoughts on Academic Freedom: Urofsky and Beyond*, 33 U. TOLEDO L. REV. 257 (2001) (symposium).

*Synthetic Leases: Structured Finance, Financial Accounting and Tax Ownership*, 25 J. CORPORATION L. 445 (2000).

*Cadwalader, RUPA and Fiduciary Duty*, 54 WASH. & LEE L. REV. 877 (1997).

*Foreword to Freedom of Contract and Fiduciary Duty: Organizing the Internal Relations of the Unincorporated Firm*, 54 WASH. & LEE L. REV. 389 (1997).

*RUPA and Fiduciary Duty: The Texture of Relationship*, 58 J. LAW & CONTEMP. PROBS. 81 (Spring 1995).

*The Revised Uniform Partnership Act: The Reporters' Overview*, 49 BUS. LAW. 1 (1993) (with John W. Larson) (reprinted in Mark J. Lowenstein and Robert W. Hillman, *Agency and Partnership Law* (Edward Elgar 2018)).

*Three Policy Decisions Animate Revision of Uniform Partnership Act*, 46 BUS. LAW. 427 (1991).

*The Revised Uniform Partnership Act Midstream: Major Policy Decisions*, 21 U. TOL. L. REV. 825 (1990).

*A Perspective to Reconsider Partnership Law*, 16 FLA. ST. L. REV. 1 (1988).

*New Limited Liability for Florida Limited Partners*, 16 STETSON L. REV. 113 (1986).

*The Existence of State and Tax Partnerships: A Primer*, 11 FLA. ST. L. REV. 1 (1983) (excerpted in S. BAYERN, *CLOSELY HELD ORGANIZATIONS* 178 (2014) and in P. GOLDSTEIN, *REAL ESTATE TRANSACTIONS* 765-79 (Rev. 2d ed. 1988)).

*Partnership Allocations and Capital Accounts Analysis*, 42 OHIO ST. L. J. 467 (1981) (reprinted in 32-5 MO. DIG. OF TAX ART. 16 (1982) and in 1 BUS. L. REV. ANN. 279 (1982)).

*Transfers of Partnership Interests and Optional Adjustments to Basis*, 10 N. MEX. L. REV. 51 (1980).

*Optional Adjustments to Basis of Partnership Property on Transfer of Partnership Interests*, 1979 WM. & MARY 25TH TAX CONF. 9 (reprinted in two parts in 31-3 MO. DIG. OF TAX ART. 10 (1980) and 31-4 MO. DIG. OF TAX ART. 11 (1981)).

*Realty Shelters: Nonrecourse Financing, Tax Reform and Profit Purpose*, 32 SW. L. J. 711 (1978) (reprinted in 29-10 MO. DIG. OF TAX ART. 1 (1979) and by TRIAL; excerpted in G. KORNGOLD AND P. GOLDSTEIN, REAL ESTATE TRANSACTIONS 659-663 (5<sup>th</sup> ed. 2009) (and predecessor editions) and in G. NELSON AND D. WHITMAN, REAL ESTATE TRANSFER, FINANCE AND DEVELOPMENT 1051-53 (2d ed. 1981).

*Pratt and Deductions for Payments to Partners*, 12 R. PROP. PROB. & TRUST J. 811 (1978) (reprinted in two parts in 29-7 MO. DIG. OF TAX ART. 8 (1979) and 29-8 MO. DIG. OF TAX ART. 25 (1979)).

*Partnership Allocations and Tax Reform*, 5 FLA. ST. L. REV. 1 (1977) (reprinted in 28-4 MO. DIG. OF TAX ART. 1 (1978)).

*Partnership Allocations*, 1976 WM. & MARY 22ND TAX CONF. 29.

*Realty Shelter Partnerships in a Nutshell*, 8 IND. L. REV. 899 (1975) (reprinted in two parts in 26-9 MO. DIG. OF TAX ART. 11 (1976) and 26-10 MO. DIG. OF TAX ART. 28 (1976)).

*Year-end Sales of Losses in Real Estate Partnerships*, 1974 U. ILL. L. F. 533 (reprinted in 25-10 MO. DIG. OF TAX ART. 1 (1975)).

*Passing Depreciation to Investor-Partners*, 25 S.C.L. REV. 215 (1973).

#### **Miscellaneous Law Review and Other Articles:**

*Professor Mike Zimmer—An Early Snapshot*, 47 Loyola U. Chicago L. J. 682 (2016) (Memorial Symposium).

*Starting Line*, 30-9 POWER & MOTORYACHT 152 (September 2014) (humor).

*Fundraising Tips for Deans with Intermediate Development Programs*, 39 TOLEDO L. REV. 393 (2008) (symposium).

*The Common Quest for Professionalism*, 78-3 FLA. B. J. 18 (2004).

*Law School Engagement in Professionalism and Improved Bar Relations*, 72-7 FLA. BAR. J. 40 (1998).

*The Crises of Legal Education: A Wake-Up Call for Faculty*, 47 J. LEGAL ED. 92 (1997).

*The Florida Supreme Court Commission on Professionalism and the Crises of Legal Education*, 71-5 FLA. BAR J. 64 (1997).

*A Dean's Letter to New Law Faculty About Scholarship*, 44 J. LEGAL ED. 440 (1994).

*The Fine Art of Chess*, FSU LAW (Fall 1993) (humor).

*Property Rights in the American Model: Ownership in Theory and Practice*, 14 FLA. ST. YUGOSLAV PROC. & REP. 50 (1980).

Book Review, 24 S.C.L. REV. 149 (1972).

Note, 46 TEX. L. REV. 379 (1968).

### **CLASSROOM TEACHING**

Agency & Partnership, *Alternate Dispute Resolution*, Business Associations, *Closely Held Business Associations*, Federal Income Taxation, Land Use Planning, Legal Method, Liability Among Associated Business Entities Seminar, Partnership Taxation, Professional Responsibility Seminar, *Property, Real Estate Finance*, Slavery and Human Servitudes Seminar, Taxation of Realty Transactions. (*current*).

### **INVITED PRESENTATIONS**

Albuquerque Certified Commercial Investment Members; American Bar Association Business Law Section; American Bar Association Real Property, Probate and Trust Law Section; American Bar Association Section on Legal Education and Admissions to the Bar; American Corporate Counsel Association; Association of American Law Schools Section on Institutional Advancement; Association of American Law Schools Workshop for New Deans; Austin Commercial Real Estate Society; Bar Association of Greater Cleveland; Belmont Law School; Capital University Graduate Program in Taxation; CNBC; Council for Advancement and Support of Education; Escambia Santa Rosa Bar Association; Florida A & M University; Florida Bar Business Law Section; Florida Bar Tax Section; Florida Bar Young Lawyers' Division; Florida College of Advanced Judicial Studies; Florida Conference of District Court of Appeal Judges; Florida First District Court of Appeal; Florida Government Bar Association; Florida Insurance Council; Florida Tax Institute; Houston County (Alabama) Bar Association; Institute for Academic Leadership; LLC Institute (Keynote Address); Louisiana State University School of Law; Maryland Institute for Continuing Professional Education of Lawyers; New Mexico Tax Institute; New York University School of Law; Palm Beach Tax Institute; Shanghai Institute of Foreign Trade; South Carolina Bar Association; Southeastern Association of American Law Schools; Southern Methodist University School of Law; Stanford Law School; Tallahassee Bar Association; Tallahassee Estate Planning Council; Texas A & M University School of Law; The Florida Bar; Tilburg University Center for Company Law; Twelfth Judicial Circuit (Florida) Bench/Bar Conference; University of Toledo Colloquium on Corporate Law and Social Policy; University of Florida Dispute Resolution Center; Washington and Lee University School of Law; West Publishing Company; William & Mary Tax Conference.

## **SELECTED PROFESSIONAL ACTIVITIES AND MEMBERSHIPS**

Law reform work with the National Conference of Commissioners on Uniform State Laws, serving from 1987-1994 as the Reporter for the Uniform Partnership Act (1994); Florida Commissioner (2011-present) (inactive 2019-2021).

Law reform work with the American Law Institute, including on the Tax Advisory Group (before becoming an elected member in 1980), and on the Members Consultative Groups for the Restatement (Third) of Agency, and the Restatement of Corporate Governance (present).

Drafting Committees of The Florida Bar Business Law Section to revise the statutes governing partnerships and limited liability companies.

Speaker and panelist, primarily on business and tax matters, for lawyers, judges, accountants and academics. Also speaker on fundraising, legal education.

Service, American Bar Association Section of Legal Education, including: chair or member, numerous accreditation site inspection teams (through 2012); member, Standards Review Committee 2004-05 (Accreditation Standards).

Service, Association of American Law Schools, including: Site Inspection Reporter, 2006, 2010; Committee on Sections and Annual Meeting, 2009-10; Membership Review Committee, 2001-03.

Admitted to Practice: Supreme Court of the United States (1977); United States Tax Court (1976); United States District Courts for the Northern District of Ohio (1976) and The District of South Carolina (1974); The South Carolina Bar (1973).

Alternative Dispute Resolution: Florida Supreme Court Certified Circuit Civil Mediator (2016); Florida Supreme Court Qualified Arbitrator (2016); Arbitrator, American Arbitration Association (2016).

## **OTHER COMMUNITY SERVICE**

Fundraising assistance to various philanthropic groups (Rotary, Florida Bar Foundation, Public Defenders Association, Tallahassee Bar Association, etc.); Faith Presbyterian Church Men's Faith Group; Reader, Leon County elementary schools; Speaker at various Inns of Court and Rotary Clubs; and Moderator, debates and panels for the American Bar Association, the Federalist Society, the James Madison Institute, Washington and Lee University.

## **HOBBIES**

Boating (sail and power), Fishing, Exercise.

February 2023