

**REPORT OF THE**

**COMMISSIONERS  
FOR THE PROMOTION OF  
UNIFORMITY OF LEGISLATION**

**TO THE GOVERNOR  
AND THE GENERAL ASSEMBLY OF VIRGINIA**



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## TABLE OF CONTENTS

OVERVIEW OF UNIFORM LAW COMMISSION .....	1
HISTORY OF THE CONFERENCE .....	2
DIVERSITY STATEMENT .....	3
PROCEDURES.....	3
PROCESS FOR CREATION OF UNIFORM AND MODEL ACTS .....	4
VALUE FOR VIRGINIA AND THE STATES.....	5
STATE APPROPRIATIONS .....	5
OTHER FINANCIAL CONTRIBUTORS .....	6
THE IMPORTANCE OF VIRGINIA’S CONTRIBUTION.....	6
THE VIRGINIA COMMISSIONERS .....	7
ACTIVITIES OF 2024 SESSION OF VIRGINIA GENERAL ASSEMBLY.....	7
REPORT OF PROCEEDINGS OF THE 2024 ANNUAL MEETING .....	10
2024 ADOPTIONS BY CONFERENCE.....	11
SUMMARIES .....	11
Uniform Antitrust Pre-Merger Notification Act .....	11
Uniform Mortgage Modification Act .....	11
Updates to the Unincorporated Organization Acts.....	12
REQUEST FOR TOPICS APPROPRIATE FOR CONSIDERATION AS UNIFORM ACTS .....	12

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Conference of Commissioners on Uniform State Laws  
[www.uniformlaws.org/](http://www.uniformlaws.org/)**

**Report of the  
Commissioners for the Promotion of Uniformity of  
Legislation  
to  
The Governor and the General Assembly of Virginia  
Richmond, Virginia**

**January 1, 2024 - December 31, 2024**

**OVERVIEW OF UNIFORM LAW COMMISSION**

The Uniform Law Commission (ULC), also known as the National Conference of Commissioners on Uniform State Laws (the Conference), has worked for the uniformity of state laws since 1892. It is composed of state commissions on uniform laws from each state, the District of Columbia, the Commonwealth of Puerto Rico, and the U.S. Virgin Islands. Each jurisdiction determines the method of appointment and the number of commissioners appointed. Most jurisdictions provide for their commission by statute. The statutory authority governing Virginia’s uniform law commission can be found in Chapter 29 of Title 30 (§ 30-196 et seq.) of the Code of Virginia.

There is only one fundamental requirement for the more than 300 uniform law commissioners: that, when first appointed, they are members of the bar. While some commissioners serve as state legislators and other state officials, most are practitioners, judges, or law professors. Uniform law commissioners receive no salaries for their work with the ULC.

Commissioners study and review the law of the states to determine which areas of law should be uniform. The commissioners promote the principle of uniformity by drafting and proposing statutes in areas of the law where uniformity between the states is desirable. The ULC can only propose laws; no uniform law is effective until a state legislature adopts it.

The work of the ULC simplifies the legal life of businesses and individuals by providing rules and procedures that are consistent from state to state. Representing both state government and the legal profession, it is a genuine coalition of state interests. It has sought to bring uniformity to the divergent legal traditions of more than 50 jurisdictions—and has done so with significant success.

## HISTORY OF THE CONFERENCE

On August 24, 1892, representatives from seven states—Delaware, Georgia, Massachusetts, Michigan, New York, New Jersey, and Pennsylvania—met in Saratoga Springs, New York, to form what is now known as the Uniform Law Commission. By 1912, every state was participating in the ULC. The U.S. Virgin Islands was the last jurisdiction to join, appointing its first commission in 1988.

Very early on, the ULC became known as a distinguished body of lawyers. The ULC has attracted some of the best of the profession. Woodrow Wilson became a member before his service as President of the United States. Several Justices of the Supreme Court of the United States were previously members: former Justices Brandeis, Rutledge, and Souter, and former Chief Justice Rehnquist. Legal scholars have served in large numbers, including Professors Wigmore, Williston, Pound, and Bogert. Many more distinguished lawyers have served since 1892.

In each year of service, the ULC has steadily increased its contribution to state law. Since its founding, the ULC has drafted more than 300 uniform laws in various fields of law, setting patterns for uniformity across the nation. Uniform Acts include the Uniform Probate Code, the Uniform Partnership Act, the Uniform Limited Partnership Act, the Uniform Anatomical Gift Act, the Uniform Interstate Family Support Act, the Uniform Child Custody Jurisdiction and Enforcement Act, and the Uniform Prudent Management of Institutional Funds Act.

Most significant was the 1940 ULC decision to attack major commercial problems with comprehensive legal solutions – a decision that set in motion the project to produce the Uniform Commercial Code (UCC). Working with the American Law Institute, the UCC took 10 years to draft and another 14 years before it was enacted across the country. It remains the signature product of the ULC.

Today the ULC is recognized for its work in commercial law, family law, the law of probate and estates, the law of business organizations, health law, and conflicts of law, among other areas.

The Uniform Law Commission arose out of the concerns of state government for the improvement of the law and for better interstate relationships. Its sole purpose has been, and remains, service to state government and improvement of state law.

## **DIVERSITY STATEMENT**

Each member jurisdiction determines the number of uniform law commissioners it appoints to the Uniform Law Commission, the terms of uniform law commissioners and the individuals who are appointed from the legal profession of that jurisdiction. The Uniform Law Commission encourages the appointing authorities to consider, among other factors, diversity of membership in their uniform law commissions, including race, ethnicity, and gender, in making appointments. The Uniform Law Commission does its best work when the uniform law commissioners are drawn from diverse backgrounds and experiences.

## **PROCEDURES**

The ULC is usually convened as a body once a year at its annual meeting, for a period of six or seven days in July. In the interim period between these annual meetings, drafting committees composed of commissioners meet to supply the working drafts that are considered at the annual meeting. At each annual meeting, the work of the drafting committees is read and debated. Each act is generally considered over a period of two years. No act becomes officially recognized as a Uniform Act until the Uniform Law Commission is satisfied that it is ready for consideration in the state legislatures. It is then put to a vote of the states, during which each state caucuses and votes as a unit.

The governing body is the ULC Executive Committee. Other standing committees include the Committee on Scope and Program, which considers new subject areas for possible Uniform Acts, and the Legislative Committee, which superintends the relationships of the ULC to the state legislatures.

The ULC's small staff, headquartered in Chicago, handles meeting arrangements, publications, legislative liaison, and general administration for the ULC.

The ULC maintains relationships with many other organizations. The American Bar Association provides advisors to ULC drafting committees and ULC study committees. Liaison is also maintained with the American Law Institute, the Council of State Governments, the National Conference of State Legislatures, the National Association of Secretaries of State, the National Association of Attorneys General, the Conference of Chief Justices, the National Center for State Courts, and other organizations.

## **PROCESS FOR CREATION OF UNIFORM AND MODEL ACTS**

The procedures for preparing an act are the result of long experience with the creation of legislation. The ULC maintains a standing committee called the Scope and Program Committee, which considers new subject areas of state law for potential Uniform or Model Acts. That committee studies suggestions from many sources, including the organized bar, state government, and interested individuals. If the Scope and Program Committee believes that an idea for an act is worthy of consideration, it usually will recommend that a study committee be appointed. Study committees consider the need for and feasibility of drafting and enacting uniform or model legislation in an area and report back to the Scope and Program Committee. Recommendations from the Scope and Program Committee go to the ULC Executive Committee, which makes the final decisions as to whether to study a proposal or undertake a drafting project.

Once a subject receives approval for drafting, a drafting committee is appointed, along with a reporter. Advisors and participating observers are solicited to assist every drafting committee. The American Bar Association appoints official advisors for every drafting committee. Participating observers may come from state government, from organizations with interests and expertise in a subject, and from the ranks of recognized experts in a subject. Advisors and participating observers are invited to attend drafting committee meetings and to contribute comments throughout the drafting process. Advisors and observers do not make decisions with respect to the final contents of an act. Only the ULC members who compose the drafting committee may participate in any necessary votes.

Most acts require four two-day committee meetings, although some require more. A committee usually produces a number of successive drafts as an act evolves. Each drafting committee must then present its work to the whole body of the Uniform Law Commission at the ULC's annual meeting. The most current draft of each act is read and debated. Acts are generally not promulgated without consideration at two annual meetings, although the drafting process for some acts exceeds two years. A draft becomes an official act by a majority vote of the states. The vote by states completes the drafting work, and the act is ready for consideration by the state legislatures.

## VALUE FOR VIRGINIA AND THE STATES

The process of drafting a uniform act is lengthy and deliberate. A committee is appointed from the membership of the ULC. The American Bar Association is invited to appoint an advisor to each drafting committee. The bylaws of the ULC require at least two years for drafting and two readings of the draft at annual meetings of the ULC.

Uniform Law Commissioners donate their professional services, spending hundreds of hours on uniform state laws as a public service because of their commitment to good law. The cumulative value of this donated time in the development of Uniform and Model Acts averages between \$1 and \$2 million per project.

The average revision of an article of the Uniform Commercial Code takes four years, with three to five committee meetings per year. The original Uniform Probate Code took a full decade to develop and promulgate. Each of these comprehensive projects costs much more than the actual budget of the ULC and represents much larger contributions—in terms of time and expertise—from the ULC membership.

Major committees of the ULC draw advisory and observer groups into the drafting process. Meetings of the Uniform Commercial Code committees regularly draw advisors and observers in a ratio of two or three to one commissioner. These advisor and observer groups represent various interests, provide outside expertise, and facilitate dissemination of the act. It is impossible to place a dollar value on their input, which state funds do not cover.

It is also not possible to measure the worth of the intellectual participation by all who are involved. There is no process at either the state or federal level of the United States government today that compares to the uniform law process—intense, nonpartisan scrutiny of both policy and execution of the law.

## STATE APPROPRIATIONS

The ULC is a state service organization that depends upon state appropriations for its continued operation. All states, the District of Columbia, Puerto Rico, and the U.S. Virgin Islands are asked to contribute a specific amount, based on population, for the maintenance of the ULC. In addition, each state delegation requests an amount to cover its commissioners' travel expenses for the Conference's annual meeting. The total requested contribution of all the states to the operation of the ULC is \$3,405,513 in fiscal year 2025 (July 1, 2024,

to June 30, 2025). The smallest state contribution is \$22,380 and the largest is \$197,180. Virginia's dues for fiscal year 2025 are \$70,115. The annual budget of the ULC comes to \$ 5,211,380 for the current fiscal year. Approximately 40 percent of this budget will be used for studying and drafting acts, including holding the annual meeting where the acts are presented to the commissioner body for approval. Another 30 percent will be spent assisting state legislatures with bill enactment and public education regarding Uniform and Model Acts. The remainder of the budget will pay for general administrative costs, governance costs, and occupancy expenses.

### **OTHER FINANCIAL CONTRIBUTORS**

Grants from foundations, including the Uniform Law Foundation, and the federal government are occasionally sought for specific educational and drafting efforts.

The Uniform Commercial Code (UCC) is a joint venture between the ULC and the American Law Institute (ALI). In the 1940s, the Falk Foundation supported the UCC's original development. Proceeds from copyright licensing of UCC materials replenish the original funds. Whenever work on the UCC commences, a percentage of ULC and ALI costs are paid from endowment income.

In addition, the ULC has established royalty agreements with major legal publishers, which reprint the ULC's Uniform and Model Acts in their publications.

All money received from any source is accepted with the understanding that the ULC's drafting work is completely autonomous. No source may dictate the contents of any act because of a financial contribution. By seeking grants for specific projects, the ULC expands the value of every state dollar invested in its work.

### **THE IMPORTANCE OF VIRGINIA'S CONTRIBUTION**

Virginia's participation, both in terms of appointing uniform law commissioners and contributing funds, is essential. Virginia benefits from the excellent body of law created for its consideration. The Conference, and all the states, benefit from having Virginia's direct contribution to the work of the ULC, and the uniform law process is not complete without it. Value contributed returns value, and everyone in every state benefits.



## THE VIRGINIA COMMISSIONERS

The Governor is authorized to appoint three members, each to serve a four-year term (§ 30-196, Code of Virginia). David H. Hallock, Jr., of Richmond, Thomas Edmonds, of Richmond, and Christopher R. Nolen, of Henrico, served as gubernatorial appointees through September 30, 2024. Effective October 1, 2024, the Governor's appointees to the Commission are Nicole L. Brenner, of Richmond, Thomas P. Gallanis, of Arlington, and Christopher R. Nolen, of Henrico. The Code of Virginia also provides that the Director of the Division of Legislative Services is a member. Amigo R. Wade, the Director of the Division of Legislative Services, became a member in 2020.

In addition to the Governor's appointments, the Constitution of the Conference authorizes the appointment of life members upon recommendation of the Executive Committee. Such life members are also members of the Virginia delegation to the ULC. Virginia's life members are Ellen F. Dyke, of Vienna, H. Lane Kneeder, of Charlottesville, Esson McKenzie Miller, Jr., of Richmond, and Mary P. Devine, of Manakin-Sabot. Thomas Edmonds, of Richmond, was appointed to life member status during the 2024 Annual Meeting of the ULC.

The Constitution of the Conference also grants membership to the principal administrative officer of the state agency "charged by law with the duty of drafting legislation," or his designee. Emma E. Buck, Legal Section Chief with the Division of Legislative Services, is a member of the ULC in this capacity.

## ACTIVITIES OF THE 2024 SESSION OF THE VIRGINIA GENERAL ASSEMBLY

The following actions regarding uniform laws were taken by the 2024 Session of the Virginia General Assembly.

### **Amendments to the Uniform Commercial Code (2022)**

#### **H.B. 1286**

##### **Delegate Hayes**

**Uniform Commercial Code; amendments.** Makes a number of amendments to the Uniform Commercial Code (UCC) as adopted in Virginia. The bill amends the definitions of "money" and "conspicuous" for purposes of the UCC and makes extensive amendments throughout provisions related to UCC Article 9 to accommodate emerging technologies. Such amendments include updating the traditional rules for attachment and perfection to apply to digital assets, such as controllable electronic records, and changes to several definitions, including "chattel paper," which is reconfigured to reflect the concept that chattel paper is

a secured party's or lessor's right to payment that is secured by specific goods or owned by a lessee under an agreement that includes specific goods, if evidenced by a tangible or electronic record. Under current law, UCC Article 9 provides that perfection of money is through possession; however, since the definition of "money" is amended by this bill to include intangible assets, the amended provisions related to UCC Article 9 describe perfection by control, requiring the electronic money to either be in a deposit account or evidenced through a controllable electronic record. Further amendments to provisions related to UCC Article 9 include updates to governing law provisions for perfection and priority of security interests in chattel paper and in controllable electronic records, controllable accounts, and controllable payment intangibles.

The bill includes amendments to provisions governing sales and leases to provide clarification regarding hybrid or bundled transactions and adds definitions for "hybrid transaction" and "hybrid lease." The bill provides the following approach to the application of provisions related to sales or leases in hybrid or bundled transactions: if the goods aspect of the hybrid transaction predominates, then the provisions that relate to sales or leases apply, but if other aspects predominate, then the provisions that relate primarily to the goods but not the transaction as a whole apply.

The bill also adds a new title that parallels UCC Article 12, relating to controllable electronic records, as defined in the bill, and explaining the payment rights of a purchaser of an electronic record when such record is transferred. To fall within the scope of these provisions, the bill specifies that an electronic record must be controllable. The bill provides that to transfer the economic value associated with the controllable electronic record, or to receive the benefits associated with the controllable electronic record free of competing property interests, a person must have control of the controllable electronic record, which depends on requirements as described in the bill. The new title that parallels UCC Article 12 also describes qualifying purchasers of controllable electronic records, debtor security interests in relation to the person identified as in control of the controllable electronic record, and how to demonstrate control for purposes of priority and order of payment rights. These new provisions also include choice of law provisions to determine jurisdiction of a controllable electronic record.

The bill includes a number of transition provisions to address perfection and priority issues that may arise after the effective date of the bill. Under the transition provisions of the bill, the Commonwealth may provide an adjustment date of one year after the effective date of the bill to allow persons with established perfection or priority to perfect their interests that may otherwise be affected or lost after the adjustment date based on the UCC amendments in the bill. Finally, the bill makes technical amendments throughout the UCC.

As introduced, this bill was a recommendation of the Virginia Commissioners to the National Conference of Commissioners on Uniform State Laws. The bill has a delayed effective date of July 1, 2025.

**Passed the House and the Senate unanimously with a delayed effective date of July 1, 2025.**

**The Governor signed this bill on 4/8/2024.**

### **Faithful Presidential Electors Act (2010) - Substantially Similar**

**H.B. 111**

**Delegate Sullivan**

**Electors for President and Vice President; binding of electors; vacancies.** Provides that an elector who is selected by the state convention of any political party and who, at the convening of the electors after the election, refuses to present a ballot, presents an unmarked ballot, or presents a ballot marked in violation of his oath stating that he would, if elected, cast his ballot for the candidates for President and Vice President nominated by the party that selected the elector, or as the party may direct in the event of the death, withdrawal, or disqualification of the party nominee, is deemed to vacate the office of elector. The bill provides that the other electors present shall immediately fill such vacancy in the same manner as a vacancy due to an elector's death or failure or inability to attend. The bill applies the same provisions to electors who are named in a petition of qualified voters not constituting a political party. The bill contains technical amendments that consolidate into a single chapter the provisions of Title 24.2 relating to presidential electors.

**Passed the House unanimously and the Senate (32-6).**

**The Governor offered amendments, which were adopted by the General Assembly.**

### **Uniform Electronic Wills Act (2019)**

**H.B. 210**

**Delegate Martinez**

**Electronic execution of estate planning documents; Uniform Electronic Wills Act.** Permits trusts, advance medical directives, and refusals to make anatomical gifts to be signed and notarized, as appropriate, by electronic means. The bill also codifies the Uniform Electronic Wills Act, which permits a testator to execute a will by electronic means. The Act requires that the will be signed by two witnesses who are in the physical or electronic presence of the testator and acknowledged by the testator and attesting witnesses in the physical or electronic presence of a notary public.

**Passed the House unanimously and the Senate Committee for Courts of Justice (8-7).**

**Defeated by the Senate (19-20).**

## **Uniform Electronic Estate Planning Documents Act (2022)**

**H.B. 1013**

**Delegate Laufer**

**Uniform Electronic Estate Planning Documents Act.** Permits electronic nontestamentary estate planning documents, defined in the bill as certain enumerated records relating to estate planning that are readable as text at the time of signing and are not wills or contained in wills, to be signed and notarized, as appropriate, by electronic means. The bill provides that such electronic nontestamentary estate planning documents shall not be denied legal effect or enforceability or excluded as evidence in a proceeding solely because such documents are in electronic form. The bill also allows for the electronic presence, as that term is defined in the bill, of any witness who is otherwise required by law to be in the physical presence of the person signing the nontestamentary estate planning document.

**Continued to 2025 in the House Committee for Courts of Justice.**

### **REPORT OF PROCEEDINGS OF THE 2024 ANNUAL MEETING**

The 2024 annual meeting of the Conference was held in Boston, Massachusetts, from July 19, 2024, through July 25, 2024.

The following Uniform and Model Acts were approved at the annual meeting:

- *Uniform Antitrust Pre-Merger Notification Act*
- *Uniform Mortgage Modification Act*
- *Updates to Unincorporated Organizations Act*

In addition to the approved acts listed above, the following uniform acts, or amendments to them, and their accompanying reports were considered by the Conference at its annual meeting:

- *Model State Uniform Law Commission Act*
- *Conflicts of Law in Trust and Estates Act*
- *Virtual Currency Customer Protection Act*
- *Judicial Interview of Children Act*
- *Assignment for Benefit of Creditors Act*

## 2024 ADOPTIONS BY CONFERENCE

### SUMMARIES

Summaries of the acts adopted by the Conference are as follows:

#### **Uniform Antitrust Pre-Merger Notification Act**

Companies proposing to engage in most significant mergers or acquisitions must comply with the federal Hart-Scott-Rodino Act (“HSR”). This federal law requires filing a notice of the proposed transaction with the Federal Trade Commission and Department of Justice at least 30 days prior to closing. The HSR filing includes both a basic form detailing information like the corporate structure of the parties and additional documentary material, such as presentations about the merger to the company’s board of directors. The HSR filing allows the federal antitrust agencies to scrutinize mergers before they are completed. State Attorneys General also have a legal right to challenge anticompetitive mergers, but AGs do not have access to HSR filings. This puts the AGs at a significant disadvantage in the process of merger review. It also creates additional costs and uncertainties for the merging parties. The Uniform Antitrust Pre-Merger Notification Act is intended to address the concerns of both the AG and business communities by creating a simple, non-burdensome mechanism for AGs to receive access to HSR filings at the same time as the federal agencies, and subject to the same confidentiality obligations. Under the Act, covered entities must provide their HSR filing to the AG contemporaneously with their federal filing. The material filed with the AG is subject to essentially the same confidentiality protections as applicable to the federal agencies, except that an AG that receives HSR materials may share them with any other AG whose state has also adopted this Act. The anticipated effect is to facilitate early information sharing and coordination among state AGs and the federal agencies. The Act will balance the needs of state enforcers for information with the burdens and risks to filers.

#### **Uniform Mortgage Modification Act**

The parties to a mortgage often agree to modify the terms of the mortgage loan or other obligation secured by the mortgage after the initial transaction is completed. However, the common law is not clear on the issue of whether the modification of a mortgage loan or other obligation secured by a mortgage affects the priority of the mortgage against junior interest holders. This lack of clarity in the law causes delay and unnecessary expense for borrowers and in some cases may mean that a loan is foreclosed rather than modified. The Uniform Mortgage Modification Act is meant to resolve problems and reduce uncertainty by establishing several categories of safe harbor modifications that

can be made to recorded mortgages and secured obligations, and outlines the implications of each type of modification. Permissible modifications under the Act include changes to maturity dates, interest rates, capitalization or payment schedules, escrow or reserve requirements, and other changes that do not affect the priority of junior interest holders or are not materially prejudicial. This Act aims to reduce costs and create straightforward alternatives to foreclosure when possible.

### **Updates to Unincorporated Organization Acts**

The 2024 updates to the Uniform Unincorporated Organization Acts make comprehensive amendments to nine existing Unincorporated Organization Acts. These modifications address issues raised by the Joint Editorial Board for Uniform Unincorporated Organization Acts, as well as similar issues arising from the consideration of evolving case law, disparate judicial interpretations, and other concerns raised in connection with the various states' consideration of the Unincorporated Organization Acts. Some of the updates include: resolving issues surrounding the definition of "partnership" and the definition and use of the terminology relating to "jurisdiction of formation"; distinguishing between domestic and foreign entities in various contexts in the Uniform Partnership Act, Uniform Limited Partnership Act, and Uniform Limited Liability Company Act; synthesizing differing terms in the fundamental change articles of the various entity acts; clarifying when a partner or LLC member is required to refrain from competition; settling matters surrounding "series entities"; addressing issues arising from the enactment of the federal Corporate Transparency Act; and resolving various issues brought to the Drafting Committee's attention by the ABA's Corporate Laws Committee.

### **REQUEST FOR TOPICS APPROPRIATE FOR CONSIDERATION AS UNIFORM ACTS**

The Virginia Commissioners welcome suggestions from the Governor, the General Assembly, the Attorney General, the organized bar, state governmental entities, private interest groups, and private citizens on ideas for new uniform or model acts. Appropriate topics are those where (i) uniformity in the law among the states will produce significant benefits to the public and (ii) it is anticipated that a majority of the states would adopt such an act.

Respectfully submitted,

Christopher R. Nolen, Chairman  
Emma E. Buck  
Mary P. Devine  
Ellen F. Dyke  
Thomas Edmonds

David D. Hallock, Jr.  
H. Lane Kneedler  
E. M. Miller, Jr.  
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