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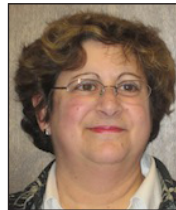


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A Dealer Primer for the Green Pea Automotive Attorney

By Deborah Dorman, *ENYCAR*

At the April Spring Conference, NADC for the first time offered a Dealer 101 program, focusing on dealership operations for those new to the automotive dealership practice. As the participants gave great reviews of Dealer 101, the purpose of this article is to provide some additional information that may be useful for those new to the industry. With more than twenty-four years of experience working with car dealers, and having started with no automotive background at all, I can shed some light on the differences between automotive attorneys and their dealership clients, and how to achieve desired results. ("Green Pea," by the way, is what a new car salesperson is sometimes called.)

Attorneys are, for the most part, cautious souls, having learned how to visualize worst case scenarios, to follow precedent, and to base decisions on facts, figures, and logic, to the extent possible. Whether timid or aggressive, attorneys believe in thorough research, expert opinions and data, and prevention of legal issues from arising in the first place. Of course, attorneys can and should be creative and sometimes even daring in zealously fighting for their clients, so I do not mean to paint a picture of any of us as little rabbits in the

background. There are many lions out there, as it should be. The first line of defense, however, is prevention: understanding the hazards and rules and attempting to get clients to follow them.

I will describe several groups of new car dealers in the industry today. The first are the self-made millionaires (whom I will dub the "Cowboys"). The Cowboys began with a love of cars, perhaps in sales or even in prep departments and worked their way up. For the most part, they are older, because no one can really work their way into ownership anymore, and they are risk takers, mostly self-educated, who have seen vast changes in the business and may or may not be moving along with the pace of that change. They are usually well-known and involved in the local community, have long term relationships with customers and vendors, and highly value loyalty. The second group are the better-educated sons and daughters of the first group (whom I will call the "Successors"). These Successors were born into the business, and often thought they would try some other career, only to return to the fold for the opportunity offered and the pressure that may have come to bear from their families. Successors tend to be in their 30s and 40s, less interested in social networking within the industry, and

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somewhat more focused on data, regulation, and education. The third group are the “Investors,” the public companies that are looking for stockholder return on investment (“ROI”) from the dealerships more than community presence. The Investor dealerships are often run from a corporate headquarters in another location, but implemented by General Managers who are on site locally. The larger organizations often have more “corporate” systems in place for human resources and regulatory compliance, but they may find it more difficult to keep tabs on the local operations.

The first two groups are shrinking in numbers as they tend to operate “single points” (one dealership/franchise). In today’s economic climate, it has become increasingly difficult to keep a single point profitable, especially since the regulatory burdens are the same and the manufacturers (OEMs) have so much control. As a result, the Investors are the fastest growing segment of ownership, although some locally and family-owned dealer groups are also in expansion mode.

Cowboys often make decisions “from the gut.” They earned their status and financial position, and rely on that experience and power to call the shots. They rarely want to retire and may have difficulty turning over the reins to the next generation. Some have embraced technology, but others cannot. The Successors find themselves with instant status that may be resented by others at the dealership. They either disregard that negativity or work extra hard to prove themselves.

They see the need for technology, but unless they are Millennials, they may have trouble embracing it. If Successors are Millennials, it is second nature. Many Successors have attended either Northwood University, the NADA Dealership Academy, or other colleges. Decisions are based more on analysis or reliance on experts or both. Many of these Successors are either seeking a social life or looking for family time alongside grueling hours of work. The General Managers of the Investor group have to answer to the corporate authority, but they may have significant power over the particular dealership(s) they run. However, they will not be making decisions based on gut feelings or today’s numbers, as many Investors are publicly traded companies.

It is important to understand whichever type of client you have. What you see as an obvious need for cautious and preventive measures may not seem like a necessary investment to the client, and how you get them to take your advice could be a constant struggle, as it is for those of us who advise them at their dealer associations. The more you can simplify the requirements and automate the processes, the better. Dealers will always want to know (and deserve to know) what are actual legal requirements and what are “best practices.” They do not have the time or desire to read manuals or books on compliance topics, so checklists and forms are key. Webinars may seem appealing, and may be necessary in some cases, but often lose effectiveness due to other distractions. Training and processes imposed by the manufacturers can



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be overwhelming. It is dangerous to discuss laws or regulations that have been proposed, but not passed, because dealers will remember the content as if it had happened, when in fact, it may never come to fruition. I try to distill all regulatory schemes into this basic framework:

1. Put someone who has some degree of authority in charge of reviewing the regulations (for either all compliance or for one particular program, such as Safeguarding/Red Flags,).
2. Evaluate the dealership's current status with respect to the regulations. This can be accomplished by onsite meetings, interviews, and review of vendor agreements, among other things.
3. Write up a plan.
4. Train the appropriate personnel and document the training (as the employees often do not remember that they received the training and often tell auditors/inspectors that they were not trained).
5. Implement the plan.
6. Periodically review the plan and make revisions and retrain as necessary

We try to do live, face to face, training when possible. The Cowboys still believe in this process, but they do not want to attend themselves. The Successors think they are too busy, but they actually like this approach if we can get them in the room. With the Investors' local dealership staff, their participation is dependent on whether their corporate offices encourage them to attend training locally, as they also

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Updated Information:

John Forehand
Kurkin Forehand Brandes LLP
Phone: 850-391-5060
Email: jforehand@kfb-law.com

tend to have more compliance support provided from their corporate offices. Stick to the short time frame, bullet points, and the simple, most practical solutions, and recognize that your clients are coming from a totally different point of view and training, and maybe, just maybe, you can lead them to water AND get them to drink. ■

Deborah Dorman has been the President of the Eastern New York Coalition of Automotive Retailers for 24 years, and is licensed to practice law in NY and DC. She is honored to be serving on the Board of Directors of NADC. She is an active member of ATAEE, and in her "spare time," she directs, acts, writes, and designs for community theater.



NADC Member Announcements

Do you have an announcement or accomplishment that you would like to share with the NADC community?

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Executive Director's Message



Erin H. Murphy
NADC Executive Director

Our Fall Conference is fast approaching. We will be meeting at the Ritz-Carlton, Chicago on October 22-24, 2017. For the fifth year, due to popular demand, we have extended the program by a half day, making the total education program 1½ days. There are so many interesting, timely topics to cover, and it was clear that one day was not enough. The conference schedule is as follows:

SUNDAY, OCTOBER 22

3:00 to 5:00 pm	Board Meeting
5:30 pm	New Member Reception
6:00 to 7:30 pm	Reception

MONDAY, OCTOBER 23

7:00 to 8:00 am	Breakfast
8:00 to 8:15 am	Opening Remarks
8:15 to 9:45 am	Session 1: The Cyborgs are Coming! The Cyborgs are Coming! The Ethical Concerns with the Latest Technology Disruptions Stuart Teicher, <i>Teicher Professional Growth</i>
9:45 to 10:15 am	Break
10:15 to 11:15 am	Session 2: Framework Agreements and this Impact on Dealership Groups Aaron Jacoby, <i>Arent Fox LLP</i> Ken Rosenfield, <i>Rosenfield & Company</i>
11:15 to 11:45 am	Break
11:45 am to 12:45 pm	Session 3: Financial and Legal Issues Affecting Multi-Franchise Buy/Sells Ed Impert, <i>Lithia Motors, Inc.</i> Erin Tenner, <i>Gray Duffy LLP</i> Sid Tobiason, <i>Moss Adams</i>
12:45 to 2:15 pm	Lunch and Community Service Project: Partnering with Local Dealerships for Summer Jobs for Under Resourced Youth Robert Shimberg, <i>Hill Ward Henderson</i> Michelle Shimberg, <i>Treasurer, Men of Vision Inc.</i>
2:15 to 3:15 pm	Session 4: Emerging Technology Issues Affecting Dealers Brad Miller, <i>NADA</i>
3:15 to 3:30 pm	Break
3:30 to 5:00 pm	Session 5: Impact of Dealership Reinsurance Mark Barnes, <i>Portfolio</i> David Blum, <i>Akerman Senterfitt</i> John Buelow, <i>CliftonLarsenAllen</i> Ryan Kerrigan, <i>Kerrigan Advisors</i>
5:00 to 6:30 pm	Reception

TUESDAY, OCTOBER 24

7:30 to 8:30 am	Breakfast
8:30 to 10:00 am	Session 6: NADA Update Andy Koblenz, <i>NADA</i> Paul Metrey, <i>NADA</i>
10:00 to 10:15 am	Break
10:15 to 11:15 am	Session 7: Overcoming Manufacturer Obstacles and Objections to Enhance Dealer Warranty Repair Profitability Len Bellavia, <i>Bellavia Blatt & Crossett, P.C.</i> Joe Jankowski, <i>Armatus Dealer Uplift</i> Christopher Koenig, <i>Bellavia Blatt & Crossett, P.C.</i>
11:15 to 11:30 am	Break
11:30 am to 12:30 pm	Session 8: Dealership Compliance and Ethics Programs Kelly Baker, <i>Asbury Automotive</i> Melanie Joo, <i>The Scali Law Firm</i> Melinda Levy-Storms, <i>The Niello Company</i> Chris Scali, <i>The Scali Law Firm</i>
12:30 to 12:45 pm	Closing Remarks

Please register now so you will not miss out on this valuable educational opportunity and get a chance to network and make new friends and connections. CLE Credit will be available for the 600 minutes (including 90 minutes of ethics) of educational program pending approval in your state (10 credits for states that calculate 60 minutes per credit; 12 for states that use 50 minutes per credit). The “Community Service Project” session will be a lunch session, and may not be eligible for CLE credit in some states. For states that do not approve this session, 570 minutes of educational program (totaling 9.5 credit hours for states that calculate 60 minutes per credit and 11.4 for states that use 50 minutes per credit) will be available.

Checkout the NADC website, www.dealercounsel.com for a detailed agenda and to [Register](#).

See you in Chicago! ■

HOTEL INFORMATION

Reservations must be made directly with The Ritz-Carlton, Chicago hotel [online](#) or by calling 1-800-542-8680. Reference the “2017 NADC Fall Conference” to receive our discounted rate of \$289 plus tax. Only a select number of rooms are available before and after the meeting dates. Please call the number above to check the availability and to secure additional dates if available.

The room block deadline for hotel reservations is October 2, 2017. Make your reservation early to avoid the room block selling out.

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California Court Recognizes Unlicensed Dealers Have Rights, Too

Feature Article

By Jonathan Michaels, *MLG Automotive Law, APLC*

On May 2, 2017, the California First District Court of Appeal, decided the matter of *Guarantee Forklift, Inc., d/b/a GFL, Inc. v. Capacity of Texas, Inc.*, Case No. A147954, holding that dealerships do not have to be licensed by the California DMV to have standing to sue manufacturers for their violations of the Vehicle Code. This ruling expanded the protections afforded to all California dealerships by creating a new, expansive law that holds manufacturers liable for their violations of the California Vehicle Code.

In the action, MLG Automotive Law represented GFL, a family-owned tractor-trailer business in Alameda County. GFL had been a long-standing dealer of Capacity, the manufacturer of tractors. When Capacity abruptly terminated GFL as a dealer, GFL filed a protest before the New Motor Vehicle Board.

Under California Vehicle Code § 3066, when a protest is filed, the manufacturer's termination notice is stayed until the Board determines whether good cause exists to terminate the dealer. After being served with the NMVB protest (and being informed of the stay), Capacity proceeded with termination proceedings anyway, and refused to recognize GFL as a dealer. Capacity refused to ship GLF parts or vehicles during any portion of the protest proceedings.

When Capacity refused to honor the automatic stay of the termination proceedings, GFL sued Capacity in Superior Court, seeking monetary damages for the lost profits it sustained from the forced closure. Capacity defended the Superior Court action, claiming that because GFL did not have an occupational dealer license by the DMV, it was not a "licensee" under the Vehicle Code. As Capacity argued, because GFL was not a licensee, it was not entitled to sue for monetary damages.

On summary judgment, the Superior Court accepted Capacity's argument and dismissed the case. MLG filed an appeal on behalf of its client, arguing that the legislative intent in enacting the Vehicle Code was to hold manufacturers to a standard of performance, not to provide a shield against dealers who failed to maintain occupational DMV licensing.

Noting that the issue had never been decided by California's judiciary, and that the case was one of first impression, the First District Court of Appeal agreed with GFL's position, and held that in California an unlicensed dealer does have standing to bring a claim in civil court for damages against a manufacturer for alleged violations of the Vehicle Code.

The ruling in *GFL v. Capacity* is a watershed moment for the automotive community. In situations where a dealer has lost its license, or failed to yet obtain one, a claim may still lie against a manufacturer for Vehicle Code violations. The situation could

commonly arise in dealer termination proceedings if, for instance, the dealer failed to maintain its licensing throughout the proceedings and wanted to assert a claim against the manufacturer for coercive conduct. In a case where a dealer was wrongfully terminated, such a claim could have significant value.

Unlicensed dealers would also get to enjoy the benefits of California Vehicle Code § 11726, which entitles a prevailing dealer (but not a prevailing manufacturer) to recover its reasonable attorneys' fees, in addition to other relief provided by the trial court. For dealers outside California, the decision may be instructive to other courts who face the issue, as developed case law is extraordinarily thin on the topic. For dealers everywhere, this is one victory that will not be soon forgotten. ■

Jonathan Michaels is the Managing Partner of MLG Automotive Law, a boutique Newport Beach law firm dedicated exclusively to the automotive industry. In his tenure as a dealer advocate, Michaels has litigated cases against nearly every major auto manufacturer in the world.

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Jami Farris, Editor
jamifarris@parkerpoe.com

Michael Charapp, Assistant Editor
mike.charapp@cwattorneys.com

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