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***APPROVED* MINUTES OF MEETING  
CALIFORNIA LAW REVISION COMMISSION**

September 18, 2025

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A meeting of the California Law Revision Commission was held in Sacramento and via teleconference on September 18, 2025.

ATTENDANCE

**Commission**

*Present*    Richard Simpson, Vice-Chair  
              Maria Bee  
              Senator Catherine Blakespear  
              David A. Carrillo  
              Amb. (r.) David Huebner  
              Cara Jenkins, Legislative Counsel  
              Victor King

*Absent*     Xochitl Carrion, Chair  
              Ana Cubas  
              Assemblymember Blanca Pacheco

**Commission Staff**

Sharon Reilly, Executive Director  
Sarah Huchel, Chief Deputy Director  
Steve Cohen, Senior Staff Counsel  
Christie House, Chief Administrative Officer  
Megan Hayenga, Office Technician

**Antitrust Expert**

Cheryl Johnson, Consultant to the Commission

**Other Attendees<sup>1</sup>**

Megan Abell  
Joan Allen  
Denise Amos  
Bianca Blomquist  
George Cavinta  
Lucy Chinkezan  
Sam Chung

Vidushi Dyal  
Eric Enson  
Samantha Gordon  
Devon Gray  
Lee Hepner  
Robert Herrell  
Amy Hines-Shaikh

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<sup>1</sup> Members of the public are only identified in the Minutes as attendees if they expressly consented to being identified when registering to attend via teleconference, by completing the voluntary visitor register at an in-person meeting location, or by identifying themselves during public comment.

Jason Ikerd  
 Zoe Johnson  
 Tasia Kieffer  
 Stephanie Kimball  
 Sadalia King  
 Ron Knox  
 John Kwoka  
 Robert Lande  
 Gilbert Lara  
 Peter Leroe-Muñoz  
 Nadia Mahallati  
 Mona Masri  
 John Newman  
 Benjamin O'Brien

Brynne O'Neal  
 Teri Olle  
 Andrea Ordin  
 Andrew Oxford  
 Justin Paddock  
 Kaitlyn Preston  
 Dan Robbins  
 Carmen Ruiz-Ochoa  
 Sam Samuelson  
 Aniko Sherry  
 Carlia Suba  
 Jennifer Suh  
 Trisha Thao  
 Jenna Waite

## CONTENTS

APPROVAL OF ACTIONS TAKEN .....	2
MINUTES.....	3
ADMINISTRATIVE MATTERS .....	3
Introductory remarks by Vice Chair .....	3
Report of the Executive Director .....	3
Commissioner Suggestions.....	3
Election of Officers.....	3
Commission Handbook Updates.....	3
2025 LEGISLATIVE PROGRAM.....	4
STUDY E-200 — RECODIFICATION OF TOXIC SUBSTANCE STATUTES.....	4
STUDY I-100 — EQUAL RIGHTS AMENDMENT .....	4
STUDY I-200 — TERMINOLOGY RELATING TO PERSONS WITH DISABILITIES.....	4
STUDY B-750 — ANTITRUST LAW .....	4

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## APPROVAL OF ACTIONS TAKEN

Unless otherwise indicated, the Commission decisions noted in these Minutes were approved by all members present at the meeting. If a member who was present at the meeting voted against a particular decision, abstained from voting, or was not present when the decision was made, that fact is noted below.

## MINUTES

The Commission considered Memorandum 2025-34, presenting draft Minutes of the June 26, 2025, meeting. The Commission approved the Minutes without change.

*(Senator Blakespear was not present when this decision was made.)*

## ADMINISTRATIVE MATTERS

### **Introductory remarks by Vice Chair**

Vice Chair Simpson announced Chair Xochitl Carrion's resignation from the Commission.

### **Report of the Executive Director**

The Executive Director reported on the following matters:

- SB 470 (Laird), alternative teleconference rules under the Bagley-Keene Open Meeting Act
- Budget update
- Office space
- Website contract
- Staff vacancy

### **Commissioner Suggestions**

There were no suggestions made by Commissioners.

### **Election of Officers**

The Commission considered Memorandum [2025-35](#) which describes the terms for Commission officers and the election process. The Commission held two elections, first to fill the Chair and Vice-Chair positions through October 11, 2025, and then to fill those same offices through October 11, 2026. Current Vice Chair Richard Simpson was elected Chair and Victor King was elected Vice Chair for both terms.

*(Senator Blakespear was not present when this decision was made.)*

### **Commission Handbook Updates**

The Commission will consider proposed revisions to the Handbook at its December 4, 2025, meeting.

## 2025 LEGISLATIVE PROGRAM

The Commission considered Memorandum [2025-36](#), discussing the Commission's 2025 legislative program. No Commission decisions were required or made.

### STUDY E-200 — RECODIFICATION OF TOXIC SUBSTANCE STATUTES

The Commission considered Memorandum [2025-37](#), presenting a cumulative draft of proposed recodified provisions of Chapter 6.5 of Division 20 of the Health and Safety Code that have been provisionally approved by the Commission for inclusion in a future tentative recommendation.

The Commission provisionally approved the three technical changes to the recurring cumulative draft described in the memorandum.

The Commission also considered Memorandum [2025-38](#), presenting a staff draft of additional proposed recodified provisions of Chapter 6.5 for provisional inclusion in the future tentative recommendation.

The Commission provisionally approved the inclusion of the proposed revisions presented by Memorandum [2025-38](#) in that future tentative recommendation, and directed staff to replace the word “presenting” as used in proposed Health and Safety Code Section 85560(d)(2).

*(Senator Blakespear was not present when these decisions were made.)*

### STUDY I-100 — EQUAL RIGHTS AMENDMENT

The Commission considered Memorandum [2025-39](#), presenting a staff draft final recommendation with minor clarifying and technical changes, including to a Commission Comment.

The Commission approved the staff draft final recommendation for submission to the legislature and publication in the Commission's final reports.

*(Senator Blakespear was not present when this decision was made.)*

### STUDY I-200 — TERMINOLOGY RELATING TO PERSONS WITH DISABILITIES

The Commission considered Memorandum [2025-40](#), providing a status report on the study. No Commission action relating to this memorandum was required or taken.

### STUDY B-750 — ANTITRUST LAW

The Commission considered Memorandum [2025-41](#), presenting draft language options for Single Firm Conduct and legislative findings and declarations and [Supplements 1](#) and

[2 thereto.](#)

The Commission voted to move forward with recommendations on Single Firm Conduct separately from the other antitrust issues. The Commission also voted to reject Option One and directed staff to present a draft staff recommendation at its next meeting, revising Option Two<sup>2</sup> as follows:

**Section 167XX is added to the Business and Professions Code, to read:**

- (a) It is unlawful for one or more persons to act, cause, take or direct measures, actions, or events:
  - (1) In restraint of trade, ~~or to attempt to restrain the free exercise of competition or the freedom of trade or production;~~ or,
  - (2) To monopolize or monopsonize, to attempt to monopolize or monopsonize, to maintain a monopoly or monopsony, or to combine or conspire with another person to monopolize or monopsonize in any part of trade or commerce.
- (b) As used in this section, “restraint of trade” shall include, but not be limited to, any actions, measures, or acts included or cognizable under [Section 16720](#), whether directed, caused, or performed by one or more persons.
- (c) Anticompetitive effects in one market from the challenged conduct may not be offset by purported benefits in a separate market; and the harm to a person or persons from the challenged conduct may not be offset by purported benefits to another person or persons.<sup>3</sup>

The Commission also directed staff to note in a Comment that “restraint of trade” means “unreasonable” restraint of trade, in accordance with current law.

The Commission voted to direct staff to revise the basic purpose statement as follows:

**Section 167XX is added to the Business and Professions Code to read:**

- (a) ~~The purpose of this chapter is Legislature finds and declares that the~~ promotion and protection of free and fair competition, which is fundamental to a healthy marketplace that protects all trade participants, including workers and consumers, and to an environment that is conducive to the preservation of our democratic, political, and social institutions.
- (b) Protecting competition includes protecting competition between businesses when they compete for workers by prohibiting anticompetitive business practices that impede workers’ freedom to choose employment.

This basic purpose statement above combines (a) from the previous “enhanced purpose statement” below:

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<sup>2</sup> The revision to Option Two and the related language reflect all the changes made by the Commission to the proposed language first presented to the Commission at it June 26, 2025 meeting, as reflected in Memorandum [2025-30](#); see also Memorandum [2025-21](#), pp.3-5, 9-14.

<sup>3</sup> This is based on New York’s Twenty-First Century Anti-Trust Act, [S.335](#) (Gianaris), 2025-2026, Reg. Sess. (N.Y. 2025).

The Legislature hereby finds and declares all of the following:

- (a) ~~That protecting competition includes protecting competition between businesses when they compete for workers and prohibiting anticompetitive business practices that impede workers' freedom to choose employment.~~
- (b) ~~There is widespread concern about the growing consolidation in our marketplaces and that the accumulation of market power by a few dominant corporations harms our marketplace opportunities, undermines the power of workers, consumers, and small businesses, and threatens our democratic values.~~
- (c) ~~Effective enforcement against anticompetitive activity has been limited and impeded by the federal courts by applying narrow definitions of monopolies and monopolization, limiting the scope of unilateral conduct, making it excessively difficult to challenge unfair competition, and unreasonably heightening the standards that plaintiffs and government enforcers must overcome to establish violations of those laws.~~
- (d) ~~A goal of California's antitrust laws is which includes to protect consumer welfare, which includes ensuring open and fair labor markets.~~

The Commission voted to direct staff to revise the statement reflecting California's laws, preferences and priorities as follows:

The Legislature hereby finds and declares all of the following:

- (a) The California Supreme Court has determined that the Cartwright Act is "broader in range and deeper in reach" than the federal Sherman Act; courts shall liberally interpret California's antitrust laws to best promote free and fair competition and be mindful that California favors "maximizing" effective deterrence of antitrust violations; and that the Cartwright Act is not modeled on the Sherman Act. Further, California courts have recognized that the Cartwright Act departs from the Sherman Act in many respects, including, but not limited to, inclusion of indirect purchaser recovery, use of a proximate cause test for Cartwright Act standing, recognition of broader harms and per se conduct, lower actionable market shares, structured rule of reason analysis, and differing burdens of proof.
- (b) ~~Courts shall liberally interpret California's antitrust laws to best promote free and fair competition and be mindful that California favors maximizing deterrence of antitrust violations.~~
- (c) ~~Actions that unreasonably restrain trade or create or attempt to create a monopoly or monopsony, can be harmful and anticompetitive whether done by unilateral action or multiple parties and both should be subject to antitrust scrutiny.~~
- (b) ~~Courts interpreting this law shall not be bound by federal precedent interpreting the Sherman Act and shall make their own determinations of whether challenged conduct by a single firm violates California law and is in keeping with the language and spirit of that law. Federal caselaw on the subject of this article is not binding on California courts, but courts may consider federal caselaw as persuasive authority to the extent they find it~~

- ~~persuasive and consistent with California law and interests~~ Section 167XX.
- (c) ~~The 2023 Merger Guidelines issued by the California joins the U.S. Department of Justice and Federal Trade Commission in recognize recognizing that unilateral action and multiparty actions, horizontal and vertical relationships, and various forms of corporate entities can interfere with free and fair competition, and courts shall harmonize their rulings with the Guidelines and the guidance of the Guidelines should be followed whenever possible when construing this section to the extent consistent with California law and interests.~~
- (f) ~~The California Supreme Court has determined that the Cartwright Act is “broader in scope range and deeper in reach” than the federal Sherman Act; and that the Cartwright Act is not modeled on the Sherman Act. Further, California courts have recognized that the Cartwright Act departs from the Sherman Act in many respects, including, but not limited to, inclusion of indirect purchaser recovery, use of a proximate cause test for Cartwright Act standing, recognition of broader harms and per se conduct, lower actionable market shares, structured rule of reason analysis, and differing burdens of proof.~~

The Commission voted to codify the following nonexclusive list of elements of federal precedents that are not binding on California law and gave staff discretion to craft the introductory wording. The Commission directed staff not to use the phrase “the Legislature finds and declares,” however, and to instead draft alternative introductory language specifying that the list is nonexclusive and that California law does not require a finding of any of the listed conduct to establish liability.

**Section 167XX is added to the Business and Professions Code to read:**

~~The Legislature hereby finds and declares that although the following may constitute evidence of a violation of this section, liability shall not require a finding that:~~

- (a) The unilateral conduct of the defendant altered or terminated a prior course of dealing between the defendant and a person subject to the exclusionary conduct;
- (b) The defendant treated persons subject to the exclusionary conduct differently than the defendant treated other persons;
- (c) ~~Any price of~~ The defendant’s price for a product or service was below any measure of the costs to the defendant for providing the product or service;
- (d) ~~The conduct of the defendant’s conduct presented by the conduct~~ makes no economic sense apart from its tendency to harm competition;
- (e) ~~The risk of~~ conduct’s risk of harming competition or actual harm must be proven with quantitative evidence;
- (f) In cases where a defendant’s business is a multi-sided platform, that the defendant’s conduct presents harm to competition on more than one side of the multi-sided platform, or that the harm to competition on one side

- of the multi-sided platform outweighs any benefits to competition on any other side(s) of the multi-sided platform;
- (g) In a claim of predatory pricing, the defendant is likely to recoup the losses it sustains from below-cost pricing of the products or services at issue;
  - (h) The rivals whose ability to compete has been reduced or harmed are as efficient, or nearly as efficient, as the defendant's; or,
  - (i) A single firm or person has or may achieve a market share at or above a threshold recognized under Section 2 of the Sherman Act or any specific threshold of market power and need not define or prove a "relevant market" where there is direct evidence of market effects or power.

*(Commissioner Jenkins was not present when these decisions were made.)*

The Commission also considered Memorandum [2025-43](#), presenting public comment analysis and draft language options for misuse of market power and [Supplement 1](#) thereto. The Commission voted to not proceed with misuse of market power and considered, but voted against, importing the list of conduct from Option One into Single Firm Conduct.

*(Commissioners Blakespear, Huebner, and Jenkins abstained on the first vote. Commissioner Jenkins was not present for the second vote.)*

The Commission will consider Memorandum [2025-42](#) and the [First Supplement](#) to Memorandum 2025-42, presenting public comment analysis and draft language options for mergers and acquisitions at its December 4, 2025, meeting.