

Minutes of Special Executive Board of GBCA meeting – 9/16/12

Present: Ron Arnstein, President; Mera Eisen, Vice President; Paul Stewart-Stand, Treasurer; Dan Fast, Secretary; Dorothy Schulman, Michael Brown, Drew Orr, , Chris Rietsch, John Bergherr, Gerry Sircus, Jay Martin, Fred Margolies, Ken Finkelman, Martha Levites, Rina Slavin

Meeting called to order at 10:05 AM by Ron Arnstein, President.

The meeting was called at the request of : Paul Stewart-Stand, Dorothy Shulman, John Bergerherr, and Jay Martin for the purposes of: reviewing recent billing from George Calcagnini, the GBCA attorney; and to discuss Mr. Calcagnini's request that we waive a possible conflict of interest if Lesli Klainberg hires him to defend her against the lawsuit brought against her (and the GBCA) by 19 Pond St, Inc. (Neil Hicks).

Ron reported on the meeting with Mr. Calcagnini, Ron Arnstein, Dan Fast, Mera Eisen, John Bergherr, and Lesli Klainberg, which took place on 8/31/12, to discuss the lawsuit. Ron described his 9/12/12 conversation with Mr. Calcagnini discussing Mr. Calcagnini's representing Lesli, and a waiver of conflict of interest, which Ron had received on 9/12/12, which would need to be signed before 9/14/12 in order for Lesli to meet her deadline to answer the lawsuit in court. He described his discussions with Ken Finkelman and Dan Fast regarding the waiver, and their feeling that there was no problem with it, and his sending Mr. Calcagnini's letter to the Board on 9/13/12 by email. When a majority of the Board agreed by email with Ron, Dan, and Ken, Ron signed the waiver. Dan explained that it was done by email only because of the time factor. Waiting for the next Board meeting, or a Special Board meeting, would have pushed a decision to a moot point.

Ron reported on his recent telephone conversation with Mr. Deiter, in which Ron stated that the Board was against settling the lawsuit because it is frivolous. Ron said that Mr. Deiter claimed that it is against C&A (our insurance company) policy to settle frivolous lawsuits because it encourages similar suits

John Bergherr moved, seconded by Martha Levites, that since George Deiter Esq. was assigned as counsel to represent the GBCA and its officers and Ken Finkelman on August 30, 2012 in the suit brought by Neil Hicks, no conflict of interest exists between the GBCA and George Calcagnini due to his being retained by Lesli Klainberg as legal counsel in the same suit. All in favor except one opposed. Motion passed.

The Board then reviewed the recent statement from Mr. Calcagnini, which included billing for \$2960 for the meeting described above, his subsequent research on some of the salient points of the lawsuit, his conversations with Mr. Deiter, the insurance company's lawyer who will be handling the lawsuit, and his production of a short letter to Mr. Deiter containing his researches. The statement also included mention of a previous bill for \$2671, and noted that the previous bill had been paid, leaving a balance of \$2960.

Martha then explained that the previous bill, which she as the then Treasurer had paid, was for work done involving the closing on the Jones house, that she had met with Lesli, and that Lesli had agreed to pay \$1981 of the \$2671. Martha moved, seconded by John, to accept Lesli's offer to pay \$1981 to reimburse the GBCA for closing costs on the sale of the Jones property. Passed unanimously.

Chris moved, seconded by Jay, to have John be the Board and GBCA contact with our insurance company and the insurance company's lawyer in the lawsuit. Passed unanimously.

Meeting adjourned at 11:00 AM.