

## **MEMORANDUM**

To: Board of Trustees

From: M. Delforte, Chair, Legal Committee

Re: Legal Committee Report

Date: February 8, 2025

Legal Committee Meeting January 31, 2025.

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Mike Fenn, Otto Rothermel, and Matt Delforte convened a Legal Committee meeting January 31, 2025, discussed the following topics below, and created tasks, as appropriate.

1. By-Laws.

- (a) With FDR's passing, update to remove reference to Founder. MD also to review reference to relationship with Holy Peace friary or Our Lady of Guadalupe Province (OLG).
- (b) Otto did initial pass through; MD will review Otto's notes and By-laws separately. Committee will recommended revisions to the BOT for consideration and approval at April meeting.

2. FDR's Intellectual Property.

- (a) From our discussion at the last BOT meeting, without knowing more or reviewing any applicable documents, etc., it is our understanding from Br. Kevin that OLG owns all Friar work product and, therefore, has legal rights to all of it.
- (b) That said, OLG has never objected to or even addressed the Mountain's use of FDR's works on our website, in our marketing materials, or selling FDR's works at auction.
- (c) Accordingly, we see no reason at this time to raise any issue or affirmatively pursue a dialogue regarding FDR's works on our website or the upcoming book potentially being published.
  - Makes zero sense to force the issue and seek clarity when they are not asserting any rights to the work or demanding that we turn it all over.

- If they one day make an issue or tell us to cease and desist or deliver the works, we can explore the issue at that point, but we recognize that we have little leverage and, more importantly, value our relationship with OLG greatly and see no reason to raise issues when none exist.
- (d) We believe we can and likely should TM the Mtn. logo, but not FDR's works generally. We see little risk of OLG intervening to stop that process simply because FDR drew it. No chance. If they do for some unforeseen reason, we can dialogue with them at that point.
- (e) We have zero concern about someone trying to pirate or use FDR's works for pecuniary or proprietary interests. If they do, we will send a cease and desist letter. We could also consider bringing it to the attention of OLG, too, to seek their assistance and support, if we believe they own it.
- (f) Steve Copeland book – we have no rights. He interviewed FDR and FDR wanted to be interviewed, and he wrote a book about it.
- (g) There was no K upfront, so no rights to the book or its proceeds now.

### 3. Land/Property Issues.

M.F. advised that a couple of times recently the idea of Mt. Irenaeus becoming a land conservancy has been raised. We do not know what this means legally or what benefits and liabilities might exist if we were to pursue this legal status.

- (a) There is a fracking moratorium in NYS (but Trump might reverse that). Entities have mineral rights on Mt. Irenaeus land. Becoming a land conservancy may protect the Mountain from fracking, drilling, etc.
- (b) We will discuss the issue with the broader Legal Committee. Mike will contact Bona alum Anthony Tirone, an attorney with experience in this area. Mike will reach out to him for a Legal Committee conversation.
- (c) We will also consult with the Land Committee when we learn more.
- (d) If there was reason to pursue this protection, we will need legal counsel with expertise in the area.

### 4. Agreements with Major Gift donors.

- (a) Rob is starting to prepare agreements for large gifts; some to annual fund, some for endowment, some in connection with estate planning.
- (b) M.F. asked whether these agreements are aspirational or binding.
- (c) Dick Tantillo, Bona grad who does advancement for Hamilton. Working with him.

- (d) We are not subject matter experts but will review Rob's template contracts for issue spotting and decide whether we can assist or need to farm out.
- 5. Premielewski contract.
  - (a) Land swap. M.F. has been working with alum Brian Attea on this issue. Mike will request an update.

Respectfully submitted,

MJD