

Proceedings of the 2022 US Chess Special Delegates Meeting

March 23, 2022

Online

This document is an overview of the meeting and includes the official documentation of motions. More details and the discussions may be found in the video files located on the US Chess website. See Appendix A below for a list of Delegates in attendance.

President Mike Hoffpauir opened the proceedings and welcomed everyone to the Special Delegates Meeting. He noted that the meeting was called for a single purpose – to consider a motion authorizing the sale of the US Chess headquarters property in Crossville, Tennessee. The Executive Board voted to move the US headquarters to St. Louis in January. Selling the current US headquarters building in Crossville requires action by the Delegates.

A substitute motion was prepared in response to queries about the original motion from the Bylaws Committee. Legal counsel reviewed it and it will be presented to the delegates.

Following the second Town Hall meeting, Delegate Alexander Lumelsky (CT) submitted another substitute motion to introduce to the delegates.

With the President’s introduction complete, the existence of a quorum was established.

Delegate and Executive Board Member David Day (UT) of the Conflict of Interest Committee indicated there were no conflicts of interests in the declarations received.

SDM22-01 (Mike Hoffpauir, VA)

I move that Andy Rea from Florida be appointed as our parliamentarian.

PASSED

Vice President Randy Bauer introduced the original motion put forward by the board for the delegates and also introduced the substitute motion, the latter recommended by the Executive Board to replace the original version. The aim of the motion is for the Delegates to authorize the Life Member Asset (LMA) Trust to sell the headquarters building. It was noted that the 11 Trustees are appointed by the Delegates.

Original Executive Board Motion on the agenda

The Board of Delegates moves to authorize the sale of the US Chess headquarters building located at 137 Obrien Drive, Crossville, Tennessee 38555.

The delegates then voted to replace the original Executive Board motion with the Executive Board’s substitute motion.

Executive Board Substitute Motion

Under the authority of Section 7.6 of the LMA Trust, the Board of Delegates moves to authorize the LMA Trust to sell the US Chess headquarters building located at 137 Obrien Drive, Crossville, Tennessee 38555 (the “Premises”). The Board of Delegates further authorizes the trustees or their designee(s) to execute and deliver such agreements and documents as they, in their sole and absolute discretion, deem necessary or advisable to effectuate the sale of the Premises. All proceeds from the sale of the Premises will be deposited in the LMA Trust account.

Further, the trustees or their designee(s) are authorized and directed to take any and all actions in order to effectuate the intent and purposes of the foregoing paragraph. **PASSED as a substitution**

President Hoffpauir introduced Delegate Alexander Lumelsky as the architect of the second substitute motion.

Vice President Bauer expressed his support for Delegate Lumelsky’s version and its improvement on the prior amendment.

Delegate Lumelsky presented the case for the second substitute motion, saying that during the review it was noted that the LMA Trust owns the real estate, so neither the Bylaws nor the Articles of Incorporation provisions is applicable to guide the original motion. Instead, it is the requirements of the LMA Trust document that must be met. Following the second Town Hall meeting, Delegate Lumelsky rewrote the substitute motion for clarity of purpose. His version was presented to the Bylaws Committee and the Executive Board, who both gave their approval of it.

Lumelsky (CT) Substitute Motion

The Executive Board moves the Board of Delegates to issue the following resolution:

Pursuant to section 7.6 of the LMA Trust document, the Board of Delegates hereby resolves to sell the real property located at 137 Obrien Drive, Crossville, Tennessee 38555 (“the Property”), and directs as follows:

1. Upon the final sale of the Property, the LMA Trustees shall report to the Board of Delegates:
 - (a) the final sale price of the Property, including the amount of net proceeds after any related expenses and taxes,
 - (b) the identity of the purchasing party and their relationship to US Chess, if any, and
 - (c) a declaration that the LMA Trustees, acting in good faith, accepted the best available offer.

(continued on next page)

2. Upon the final sale of the Property, the LMA Trustees shall deposit the net proceeds of sale into the LMA Trust account.

PASSED as a substitution and the final wording of the motion

With the Lumelsky (CT) Substitute Motion accepted, the floor was open for discussion of the motion as it appears above and below [SDM22-02 (Executive Board)].

SDM22-02 (Executive Board)

The Executive Board moves the Board of Delegates to issue the following resolution:

Pursuant to section 7.6 of the LMA Trust document, the Board of Delegates hereby resolves to sell the real property located at 137 Obrien Drive, Crossville, Tennessee 38555 (“the Property”), and directs as follows:

1. Upon the final sale of the Property, the LMA Trustees shall report to the Board of Delegates:
 - (a) the final sale price of the Property, including the amount of net proceeds after any related expenses and taxes,
 - (b) the identity of the purchasing party and their relationship to US Chess, if any, and
 - (c) a declaration that the LMA Trustees, acting in good faith, accepted the best available offer.

Upon the final sale of the Property, the LMA Trustees shall deposit the net proceeds of sale into the LMA Trust account.

It was clarified that the best available offer was not necessarily the highest price.

It was clarified that it was the intent to sell the land and the buildings as a package.

Delegate Chris Prosser (TN) stated that he would vote against the motion as he felt he had insufficient information to make a proper decision on whether or not to sell the property package.

Vice President Bauer spoke in response, stating US Chess’s mission is chess-centered, not about owning or managing property. The sale would bring financial gains from investing proceeds from the building’s sale.

The question was called by Leila D’Aquin (LA) and the assembly then voted in favor of ending discussion and advancing to a vote on the motion itself.

Motion SDM22-02 **PASSED**

President Hoffpauir made a motion to adjourn, seconded by the Secretary. Without discussion or opposition, the meeting adjourned.

APPENDIX A

DELEGATES IN ATTENDANCE

Arranged By State

Special Delegates Meeting

March 23, 2022

| Name | State |
|-----------------------|--------------|
| Frank Camaratta (DAL) | AL |
| Todd Guthrie | AL |
| Larry Weston | AR |
| Martha Underwood | AZ |
| Michelle Martinez | AZ |
| Abel Talamantez | CA-N |
| James Eade | CA-N |
| Judit Sztaray | CA-N |
| Richard Koepcke | CA-N |
| Tom Langland | CA-N |
| Brian Glover | CA-S |
| Dewain Barber (DAL) | CA-S |
| James Harrell | CA-S |
| James Mennella | CA-S |
| Randall Hough (DAL) | CA-S |
| Steven Morford | CA-S |
| Paul Covington | CO |
| Alexander Lumelsky | CT |
| Robin Ramson | DC |
| Andrew Rea | FL |
| Bryan Tillis | FL |
| Daaim Shabazz | FL |
| Jon Haskel | FL |
| Kevin Pryor (EB) | FL |
| David Hater (EB) | GA |
| Fun Fong (EB) | GA |
| L. Thad Rogers | GA |
| Maureen Grimaud | GA |
| David Lacombe | IA |
| Michael Nolan (DAL) | IA |
| Randy Bauer (EB) | IA |
| Lawrence Cohen (AD) | IL |
| Rachel Schechter | IL |
| Tim Just | IL |
| William Brock | IL |
| Lester VanMeter | IN |
| Brian Yang | KS |
| Allen Priest (DAL) | KY |
| Richard Williams | KY |
| Leila D'Aquin | LA |
| Jeffrey Caruso | MA |
| Paul Arond | MA |
| Chris Kim | MD |
| John D Rockefeller V | MD |
| Michael Dudley | ME |
| Bradley Rogers | MI |

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|-------------------------|----|
| Mark Nicholas | MI |
| John Fernandez (EB) | MO |
| Thomas Rehmeier | MO |
| John Timmel | NC |
| Alex Relyea (AD) | NH |
| Hal Terrie | NH |
| Anand Mishra | NJ |
| Hal Sprechman | NJ |
| Kameliia Sharuda | NJ |
| Leroy Dubeck (DAL) | NJ |
| Michael Khodarkovsky | NJ |
| Steve Doyle (DAL) | NJ |
| Daniel Serna | NM |
| Alan Losoff | NV |
| Beatriz Marinello (DAL) | NY |
| Daniel Rohde | NY |
| Harold Stenzel | NY |
| Kimberly Doo | NY |
| Sandeep Alampalli | NY |
| Sophia Rohde | NY |
| Sreenivas Alampalli | NY |
| Steve Immitt | NY |
| Charles Unruh (EB) | OK |
| Wilson Gibbins | OR |
| Bradley Crable | PA |
| Dan Heisman | PA |
| Leteef Street | PA |
| David Grimaud | SC |
| Robert McCrary (DAL) | SC |
| Alan Kantor | TN |
| Chris Prosser | TN |
| Alexey Root | TX |
| Francisco Guadalupe | TX |
| Louis Reed | TX |
| Renate Garcia | TX |
| Wendy Reed | TX |
| David Day (EB) | UT |
| Matt Crossette | UT |
| Adam Chrisney | VA |
| Anand Dommalapati | VA |
| Christina Schweiss | VA |
| Ernest Schlich | VA |
| Michael Hoffpauir (EB) | VA |
| Robert Getty | VA |
| Guy Hoffman | WI |
| Sandra Hoffman | WI |