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February 6, 2013

VIA E-MAIL

William K. Bradford, Esq. – wkb@bradfordladner.com
Bradford Ladner, LLP
Montclair Building
3928 Montclair Road, Suite 208
Mountain Brook, AL 35213

Re: *Sarah Edwards v. Girl Scouts of North Central Alabama, Inc.*
Jefferson County Circuit Court Case No. CV2012-903414

Dear Chip:

In response to your request for production of documents and interrogatories, I am attaching the appropriate responses.

Concerning the request for production of documents, GSNCA has spent 339 hours retrieving the numerous documents you have requested. At \$50.00 per hour, GSNCA is entitled to be reimbursed the sum of \$16,950.00.

GSNCA has found 10,945 pages of documents responsive to your requests. At \$.50 per page, GSNCA is entitled to be reimbursed \$5,472.50.

A number of documents requested by you are confidential. These documents include, but are not limited to, internal memoranda, internal financial documents, and names, addresses and phone numbers of various individuals. Before these confidential documents can be produced, it will be necessary to have a Protective Order. Additionally, a number of documents have been redacted, based on the attorney-client privilege and/or work product doctrine. My clients are willing to enter into a Protective Order. Please advise of your position on this matter.



William K. Bradford, Esq.
February 6, 2013
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Once the appropriate Protective Order has been entered into, and signed by the Court, and once GSNCA has been reimbursed the amount of \$22,422.50 for time and expenses incurred in producing the documents, these documents will be provided to you.

Very truly yours,


Daniel J. Burnick
FOR THE FIRM
Publisher: AlabamaEmploymentLawBlog.com

DJB/sfb

c: Steven A. Brickman, Esq.

IN THE CIRCUIT COURT OF JEFFERSON COUNTY, ALABAMA

SARAH EDWARDS,)	
)	
PETITIONER,)	
)	
V.)	Case No. CV2012-903414
)	
GIRL SCOUTS OF NORTH-)	
CENTRAL ALABAMA, INC., an)	
Alabama non-profit corporation,)	
)	
RESPONDENT.)	

**GIRL SCOUTS OF NORTH-CENTRAL ALABAMA, INC.
RESPONSES TO PETITIONER'S INTERROGATORIES**

COMES NOW the Respondent, Girl Scouts of North-Central Alabama, Inc. ("GSNCA"), and in response to Petitioner's Interrogatories, responds as follows:

1. Please identify each and every person or entity who participated in any "site visits" or "site surveys" as noted in the August 22, 2012 Responses to Property Plan Questions circular.

RESPONSE: See documents produced.

2. As to each Board Member of the Council, please identify by name whether they were present or absent at the time of the final vote on the Three Phase Property Plan, and for those present, please indicate whether their vote was yea, nea or abstained.

RESPONSE: Please see Board Minute Meetings. There is not a record of which individuals voted yea, nea or abstained.

3. Please identify each and every consultant, expert, or other person or entity that assisted the Council in performing evaluations, gathering data, making inspections or appraisals in order to formulate the Three Phase Property Plan.

RESPONSE: Glen Chin with GSUSA, L'Tryce Slade, UAB, GSNCA, Property Committee and sub-committees.

4. Please identify each and every person on the "property assessment committee" made reference to in the August 22, 2012 Responses to Property Plan Questions circular.

RESPONSE: See documents produced.

5. Please identify the "partnerships" made reference to on page 5 of the August 22, 2012 Responses to Property Plan Questions circular.

RESPONSE: (a) Bear Creek
(b) Botanical Gardens
(c) Rickwood Caverns
(d) Huntsville Depot
(e) Moundville Archeological Park
(f) Kentuck Art Associates

6. Please identify the persons or entities who have "made inquiries" as to Camps Anderel, Coleman and Trico as noted on page 7 of the August 22, 2012 Response to Property Plan Questions circular.

RESPONSE: GSNCA objects to Interrogatory No. 6 in that GSNCA has had contact and/or negotiations with potential purchasers for the properties identified in Interrogatory No. 6. To identify any potential purchasers would interfere with GSNCA's ability to negotiate and/or sell the properties in the best interest of GSNCA.

7. Please identify and property that has been considered or inquired about by the Council in reference to moving the Council headquarters or in reference to acquiring land for a new camp made reference to on page 10 of the August 22, 2012 Responses to Property Plan Questions circular.

RESPONSE: GSNCA objects to Interrogatory No. 7 in that it seeks information concerning any potential inquiries concerning moving the Council Headquarters. To reveal this information would interfere with GSNCA's ability to negotiate in terms most favorable to GSNCA.

8. Was the decision to adopt the Three Phase Property Plan put to a vote of the Council Delegates? If not, why was the proposal not voted on by the Delegates?

RESPONSE: No, it was not required.

AS TO INTERROGATORY RESPONSES:

As to Responses to Interrogatories:



**Patricia Coghlan, Chief Executive Officer
Girl Scouts of North-Central Alabama, Inc.**

[NOTARY ON FOLLOWING PAGE]

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

Sworn and subscribed before me on this the 5 day of Feb, 2012.

Dorley Comeau
NOTARY PUBLIC COMMISSION EXPIRES SEPTEMBER 23, 2015
My Commission Expires: _____

AS TO OBJECTIONS AND RESPONSES TO INTERROGATORIES:

s/ Daniel J. Burnick
Daniel J. Burnick (BUR012)
Attorney for GSNCA

OF COUNSEL:
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Facsimile: (205) 212.3836
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CERTIFICATE OF SERVICE

I hereby certify that on the 6th day of February, 2013, I electronically filed the foregoing with the Clerk of Court using the ECF system which sent notification of such filing to all properly registered parties and to the extent they are not properly registered with the Court's ECF system, they have been served by directing same to their office addresses via First-Class, United States mail, postage prepaid, as follows:

William K. Bradford, Esq.
Bradford Ladner, LLP
3928 Montclair Road, Suite 208
Mountain Brook, AL 35213

/s/ Daniel J. Burnick
OF COUNSEL

IN THE CIRCUIT COURT OF JEFFERSON COUNTY, ALABAMA

SARAH EDWARDS,)	
)	
PETITIONER,)	
)	
V.)	Case No. CV2012-903414
)	
GIRL SCOUTS OF NORTH-)	
CENTRAL ALABAMA, INC., an)	
Alabama non-profit corporation,)	
)	
RESPONDENT.)	

**GIRL SCOUTS OF NORTH-CENTRAL ALABAMA, INC.
RESPONSES TO PETITIONER’S REQUESTS FOR PRODUCTION OF DOCUMENTS**

COMES NOW the Respondent, Girl Scouts of North-Central Alabama, Inc. (“GSNCA”), and in response to Petitioner’s Requests for Production of Documents, avers that it will produce those documents identified below, at a mutually agreeable place and time, upon agreement by the Petitioner for reimbursement of all costs incurred in the copying of these documents (Fifty Cents (\$.50) per page) and Fifty and No/100 Dollars (\$50.00) per hour for time spent retrieving these documents, and upon the entry of an appropriate Protective Order for those documents that are deemed to be confidential.

1. A true and correct copy of the Board meeting agendas from the time of Merger until the present.

RESPONSE: GSNCA objects to Request No. 1 in that it is overly broad and unduly burdensome. Request No. 1 seeks information going back five (5) years, although the vote made the basis of this Petition took place in 2012. Request No. 1 also seeks information that is irrelevant and not calculated to lead to the discovery of admissible evidence. Without waiving these objections, a copy of Board Meeting Agendas will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

2. A true and correct copy of the Board meeting minutes from the time of the Merger until the present, including any and all reports, memoranda, financial statements, committee reports, studies, attachments, exhibits, or other collateral materials, documents or information referenced in the minutes or attached to the minutes.

RESPONSE: GSNCA objects to Request No. 2 in that it is overly broad and unduly burdensome. Request No. 2 seeks information going back five (5) years, although the vote made the basis of this Petition occurred in 2012. Request No. 2 also seeks information that is irrelevant and not calculated to lead to the discovery of admissible evidence. Additionally, some of this information is confidential, and will be produced upon the entry of an appropriate Protective Order. Some of the documents requested are protected by the attorney-client privilege

and/or work product doctrine. Without waiving these objections, Board Meeting Packets will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

3. A copy of any recording of any Board meetings from the time of the Merger and the present, whether the recording be a document, tape recording, audio file, videotape or on other media.

RESPONSE: GSNCA objects to Request No. 3 in that it is overly broad and unduly burdensome. Request No. 3 seeks information going back five (5) years, although the vote made the basis of this Petition took place in 2012. This request seeks information that is irrelevant and not calculated to lead to the discovery of admissible evidence. Without waiving these objections, GSNCA is unaware of any such recordings.

4. A true and correct copy of any financial statements by the Council from the time the Merger and the present.

RESPONSE: GSNCA objects to Request No. 4 in that it is vague, overly broad and unduly burdensome. Additionally, Request No. 4 seeks information that contains confidential information. This Request seeks information going back five (5) years, although the vote made the basis of this Petition took place in 2012. Additionally, the term "financial statements" is vague, ambiguous and confusing. Without waiving these objections, all of the reports are available on GSNCA's website. Furthermore, Profit and Loss Statements, Balance Sheets and Cashflow documents were produced pursuant to Request No. 2. Additional financial statements that have not been made public or provided to the Board will be produced once the appropriate Protective Order is entered and upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

5. A true and correct copy of any and all documents, of whatever kind or type, and regardless of their "title" or designation, that reflect the financial condition, income, expenses, assets or liabilities of the Council from the time of the Merger to the present.

RESPONSE: GSNCA objects to Request No. 5 in that it is overly broad and unduly burdensome. Additionally, Request No. 5 seeks information that contains confidential information. This Request seeks information going back five (5) years, although the vote made the basis of this Petition took place in 2012. Additionally, the term "financial statements" is vague, ambiguous and confusing. Without waiving these objections, all of the reports are available on GSNCA's website. Furthermore, Profit and Loss Statements, Balance Sheets and Cashflow documents were produced pursuant to Request No. 2. Additional financial statements that have not been made public or provided to the Board will be produced once the appropriate Protective Order is entered and upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

6. A true and correct copy of each Annual Report of the Council from the time of Merger to the present.

RESPONSE: GSNCA objects to Request No. 6 in that it is overly broad and unduly burdensome. Request No. 6 seeks information going back five (5) years, although the vote made the basis of this Petition took place in 2012. The 2012 Annual Report has not yet been finalized. Annual Reports are available on the GSNCA website.

7. A true and correct copy of any financial audits conducted in relation to the Council from the time Merger and present.

RESPONSE: GSNCA objects to Request No. 7 in that it is overly broad and unduly burdensome. Request No. 7 seeks information going back five (5) years, although the vote made the basis of this Petition took place in 2012. Without waiving these objections, copies of the financial audits are available on GSNCA's website.

8. A true and correct copy of any form 990 for the Council from the time of Merger and the present.

RESPONSE: GSNCA objects to Request No. 8 in that it is overly broad and unduly burdensome. Request No. 8 seeks information going back five (5) years, although the vote made the basis of this Petition took place in 2012. GSNCA's Form 990s are available on GSNCA's website.

9. A true and correct copy of the Executive Committee meeting agendas from the time of Merger and present.

RESPONSE: GSNCA objects to Request No. 9 in that it is overly broad and unduly burdensome. Request No. 9 seeks information that is not relevant and it not calculated to lead to the discovery of admissible evidence. Additionally, portions of the agendas contain information that is confidential and/or privileged. Request No. 9 seeks information going back five (5) years, although the vote made the basis of this Petition took place in 2012. Without waiving these objections, the Executive Committee Meeting Agendas will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

10. A true and correct copy of the Executive Committee meeting minutes from the time of the Merger and present, including any and all reports, memoranda, financial statements, committee reports, studies, attachments, exhibits, or other collateral materials, documents or information referenced in the minutes or attached to the minutes.

RESPONSE: GSNCA objects to Request No. 10 in that it is overly broad and unduly burdensome. Request No. 10 seeks information that is not relevant and it not calculated to lead to the discovery of admissible evidence. Additionally, portions of the above documents contain information that is confidential. Request No. 10 seeks information going back five (5) years, although the vote made the basis of this Petition took place in 2012. Without waiving these objections, these documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

11. A copy of any document which evidences the payment or nonpayment of membership dues to the Girl Scouts of America (GSUSA) by any Board member in the years 2010, 2011, 2012, including the date of payment.

RESPONSE: GSNCA objects to Request No. 11 in that it is vague, overly broad and unduly burdensome. Additionally, Request No. 11 seeks information that is irrelevant, and not calculated to lead to the discovery of admissible evidence. Additionally, counsel has never submitted any documents to "Girl Scouts of America". Without waiving these objections, it would take an inordinate amount of time to search GSNCA's database to obtain this information.

12. A true and correct copy of any and all correspondence, emails, memorandum, electronic memorandum, or interoffice memoranda between or among Board members, Council staff, or the membership of the Council regarding the three phase property plan.

RESPONSE: GSNCA objects to Request No. 12 in that it is vague, overly broad and unduly burdensome. Additionally, Request No. 12 seeks information that is irrelevant, and not calculated to lead to the discovery of admissible evidence. Some of these documents are protected by the attorney-client privilege and/or work product doctrine. Without waiving these objections, it would take an inordinate amount of time to search GSNCA's database to obtain this information. Without waiving these objections, documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

13. A true and correct copy of any and all correspondence, emails, memorandum, reports, or other communication between any consultant and the Council which references the three phase property plan.

RESPONSE: GSNCA objects to Request No. 13 in that it is vague, ambiguous and overly broad. Additionally, it is impossible to determine the location of "any and all correspondence, emails, memorandum, reports, or other communication between any consultant and the Council which references the three phase property plan." Without waiving these objections, these documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

14. A true and correct copy of any and all contracts, agreements, or other documents evidencing an arrangement, agreement or contract between the Council and any outside consultant, whether paid or unpaid, who participated in conducting any studies, assessments, appraisals, reviews, inspections, or the production of any reports or conclusions in connection with the Three Phase Property Plan.

RESPONSE: GSNCA objects to Request No. 14 in that it is vague, ambiguous and overly broad. Additionally, it is impossible to determine the location of "any and all contracts, agreements, or other documents evidencing an arrangement, agreement or contract between the Council and any outside consultant, whether paid or unpaid, who participated in conducting any studies, assessments, appraisals, reviews, inspections, or the production of any reports or conclusions in connection with the Three Phase Property Plan." Without waiving these

objections, these documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

15. A true and correct copy of any and all contracts, contracts for sale, or letters of intent, concerning the sale and purchase of any real property owned by the Council as of May 2012 to the present.

RESPONSE: GSNCA objects to Request No. 15 in that it seeks information that is vague, ambiguous, overly broad and unduly burdensome. Additionally, this request seeks information that is confidential, and may interfere with the potential sale of any property owned by GSNCA. Without waiving these objections, this information will be produced upon the entry of an appropriate Protective Order.

16. A true and correct copy of any documents, contracts, agreements or other material evidencing the Merger.

RESPONSE: GSNCA objects to Request No. 16 in that it is overly broad, ambiguous, and unduly burdensome. Additionally, said request seeks information that is not calculated to lead to the discovery of admissible evidence. The merger took place in 2007, and the vote concerning the Three Phase Property Plan took place in 2012. Without being more specific, GSNCA is unable to respond to Request No. 16.

17. A true and correct copy of any reports, annual reports, or other filings made by the Council with the Girl Scouts of America (GSUSA) from the time of the Merger to the present.

RESPONSE: GSNCA objects to Request No. 17 in that it is vague, ambiguous, and overly broad and unduly burdensome. Request No. 17 seeks information that is confidential and privileged. Without waiving these objections, GSNCA will produce the Charter Reviews upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

18. A true and correct copy of any correspondence, emails, memorandum, or other reports to, from or between the Council and the Girl Scouts of America regarding the Three Phase Property Plan.

RESPONSE: GSNCA objects to Request No. 18 in that it is overly broad and unduly burdensome. GSNCA has had no contact with an identity identified as "Girl Scouts of America". Without waiving these objections, GSNCA has had no correspondence, emails, memorandum, or other reports to, from or between the Council and the Girl Scouts of America."

19. A true and correct copy of any documents, reports, or memoranda, from any of the following committees designated "assessment committees" in the May 2012 Property Updates circular, including but not limited to the following committees: program data committee, property data committee, market research committee, membership/market data committee.

RESPONSE: GSNCA objects to "A true and correct copy of any documents, reports, or memoranda, from any of the following committees designated "assessment committees" in the May 2012 Property Updates circular, including but not limited to the following committees: program data committee, property data committee, market research committee, membership/market data committee." This request is overly broad, vague and ambiguous. Without waiving these objections, the documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

20. A true and correct copy of any and all documents, reports, commentary, memorandum, or other documents to or from the GSUSA property consultant referenced in the May 2012 Property Updates circular, including any report or findings of the consultant.

RESPONSE: These documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

21. A true and correct copy of the 155 camper surveys and parent surveys which are referenced as completed in the May 2012 Property Updates circular.

RESPONSE: GSNCA objects to Request No. 21 as it may contain personal and confidential information, such as names, telephone numbers or addresses. Without waiving these objections, these documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

22. A true and correct copy of the results of the 792 completed surveys, completed as part of market research, direct email, and phone calls as referenced in the May 2012 Property Updates circular.

RESPONSE: GSNCA objects to Request No. 22 as it may contain personal and confidential information, such as names, telephone numbers or addresses. Without waiving these objections, these documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

23. Any and all records regarding the attendance, agenda, meeting, comments, commentary, discussions, or recordings concerning the five town hall meetings referenced in the May 2012 Property Updates circular.

RESPONSE: GSNCA objects to Request No. 23 in that it is vague, ambiguous and overly broad. Without waiving these objections, these documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

24. A true and correct copy of the Council charter.

RESPONSE: These documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

25. A true and correct appraisal or assessment for any real property owned by the Council from the date of the Merger until the present.

RESPONSE: GSNCA objects to Request No. 25 in that it is unduly burdensome. Without waiving these objections, these documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

26. A true and correct copy of any documents or materials related to or concerning the "site visits, surveys, and the valuation of other camping facilities available to the Council and its members as referenced in the August 22, 2012 Responses to Property Plan Questions.

RESPONSE: These documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

27. A true and correct copy of any notice to the general membership or voting delegates of the Council concerning a meeting at which the general membership or voting delegates of the Council were, or are to vote on the Three Phase Property Plan or to divest the Council of any real property.

RESPONSE: GSNCA objects to Request No. 27 as it is vague, ambiguous, and unclear. Without waiving these objections, no such documents exist.

28. True and correct copy of any and all information, data compilations, documents, surveys, statistics, or other raw data used to evaluate the criteria noted in the August 22, 2012 Response to Property Plan Questions, including but not limited to the following criteria listed in the circular: amount of operating loss, number of girl members served, amount of truth service unit usage, amount of capital repairs needed to continue use, opportunities to develop into camp to serve more girls, capacity on holding resident during feasibility study, and amount of equipment needed to be replaced.

RESPONSE: GSNCA objects to Request No. 28 in that it is vague, ambiguous, overly broad and unduly burdensome. Without waiving these objections, see the Chen Report.

29. A true and correct copy of any and all documents, correspondence, email, or other memoranda connected with or concerning the utilization of UAB staff, faculty or students in conducting surveys related to the Three Phase Property Plan.

RESPONSE: These documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

30. A true and correct copy of any materials used in conducting the UAB property assessment surveys including copies of the survey questions and answers.

RESPONSE: Any and all documents in the possession of GSNCA will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

31. A true and correct copy of any statistics, data compilations, records, or other documents which evidence or show the attendance at each Council camp for summer camps, program events and other programs or activities, in as much detail as possible for any Council camp from the time of the Merger and the present.

RESPONSE: GSNCA objects to Request No. 31 in that it is vague, ambiguous, overly broad and unduly burdensome. Without waiving these objections, these documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

32. True and correct copy of each Board of Directors conflict of interest statement for any Board member from the time of the merger to the present.

RESPONSE: GSNCA objects to Request No. 32 in that it is unduly burdensome and overly broad. Without waiving these objections, any such documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

33. A true and correct copy of any land survey, appraisal, or title search for any property owned by the Council from the time of the Merger until the present.

RESPONSE: GSNCA objects to Request No. 33 in that it is vague, ambiguous and overly broad, and unduly burdensome. Without waiving these objections, these documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

34. A true and correct copy of any documents regarding or referencing restrictions from the Tennessee Valley Authority in relation to Camps Anderel and Trico.

RESPONSE: These documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

35. A true and correct copy of any documents, memoranda, records, deeds, Board minutes, Executive Committee minutes, meeting minutes, votes, notices, or other material concerning or connected with the sale of Camp Hillcrest.

RESPONSE: GSNCA objects to Request No. 35 in that it is vague, ambiguous, overly broad and unduly burdensome. Without waiving this objection, these documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

36. A true and correct copy of any correspondence or document evidencing a request by any member to review the documents of the Council made within the past 24 months, including a copy of any and all responses from the Council regarding reviewing Council documents.

RESPONSE: These documents will be produced upon reimbursement of time spent gathering these documents and expenses at \$.50 per page.

s/ Daniel J. Burnick
Daniel J. Burnick (BUR012)
Attorney for GSNCA

OF COUNSEL:
SIROTE & PERMUTT, P.C.
2311 Highland Avenue South
Birmingham, Alabama 35205
Telephone: (205) 930.5192
Facsimile: (205) 212.3836
E-Mail: dburnick@sirote.com

CERTIFICATE OF SERVICE

I hereby certify that on the 6th day of February, 2013, I electronically filed the foregoing with the Clerk of Court using the ECF system which sent notification of such filing to all properly registered parties and to the extent they are not properly registered with the Court's ECF system, they have been served by directing same to their office addresses via First-Class, United States mail, postage prepaid, as follows:

William K. Bradford, Esq.
Bradford Ladner, LLP
3928 Montclair Road, Suite 208
Mountain Brook, AL 35213

/s/ Daniel J. Burnick
OF COUNSEL