

February 9, 2023

Colorado Amateur Hockey Association Board of Directors and Executive Committee

Via email to CAHA Board of Directors and Executive Committee through Peter Schaffer, CAHA's General Counsel (peterschaffer8@gmail.com)

Casey Jorgensen
General Counsel
USA Hockey
1775 Bob Johnson Drive
Colorado Springs, CO 80906

Via email to cjorgensen@usahockey.org

Dear CAHA Member Directors, Executive Committee Members, and Mr. Jorgensen:

Kutak Rock represents Aces Hockey Academy, LLC ("Aces"). We request that you provide this correspondence, along with each and every exhibit as transmitted, to each of CAHA's Member Directors and each member of CAHA's Executive Committee. Like each of the recipients of this letter, Aces is a Member Director of the Colorado Amateur Hockey Association ("CAHA") Board of Directors. We write to make each of you aware of correspondence that we have received from CAHA's General Counsel, Peter J. Schaffer, and to respond to you as an organization, rather than to Mr. Schaffer directly. Given that Mr. Schaffer has alleged potential claims for libel and slander, we write this letter to avoid litigation or further disputes. For your reference, Mr. Schaffer's correspondence to Aces is attached to this letter as **Exhibits A, B & C**.

FACTUAL BACKGROUND

Pursuant to CAHA's Bylaws, which are attached to this letter as **Exhibit D**, Aces is a Member Director of CAHA's Board of Directors. CAHA's *Board of Directors is the governing body of the organization*, and each Member Director has a responsibility to act in the organization's best interests and to ensure that CAHA is managed responsibly and according to its Bylaws and procedures. This responsibility is extremely important to Aces, as there are thousands of children in Colorado who are impacted by CAHA's actions and decisions, and the Bylaws are written to protect those individuals and the programs in which they participate.

To meet Aces' responsibilities, we requested certain documents from CAHA on December 9, 2022. Our requests are attached to this letter as **Exhibit E** (the relevant time-period for these

requests was later narrowed significantly). These requests relate to the financial operations of the organization, as well as asks for documents regarding potential transactions between CAHA and numerous apparently private, for-profit entities who list, or listed, Randy Kanai as their Registered Agent with the Colorado Secretary of State.

Aces also asked CAHA on January 4, 2023 to conduct elections, as required in the CAHA Bylaws, for all Executive Committee members. Aces' demand for elections is attached as **Exhibit F**. Based on the minutes available on the CAHA website and correspondence received from CAHA representatives, elections have not occurred for several years. The last election for which there are any minutes occurred four years ago in 2019. As every member of the Executive Committee is granted a two-year term, such a delay would indicate that none of the CAHA Executive Committee members have been elected in accordance with the CAHA Bylaws. There are potentially serious legal repercussions for an entity when they operate through individuals who have not been properly elected, including the potential that every action taken by those individuals could be deemed void or voidable. Entities in the past have had years of their official actions being wiped out simply because they did not conduct proper elections.

Coincidentally or not, after Aces' inquiries, which were initiated pursuant to Colorado law and the CAHA Bylaws, on January 23, 2023, Mr. Schaffer sent Aces the letter attached as **Exhibit A**. Mr. Schaffer also sent that same or a similar letter to numerous third parties, apparently including the Colorado Avalanche, Kroenke Sports Entertainment, and Kroenke Sports Charities. Mr. Schaffer also sent the follow up emails attached to this letter as **Exhibit B and C**. In those emails, Mr. Schaffer requests an extraordinary amount of information regarding the private documents and correspondence of Aces and its management under the guise of alleged libel or slander, but provides no support or context related to such actions.

We write to each of you to respond to Mr. Schaffer's correspondence, purportedly sent on behalf of CAHA, because Aces believes the issues and accusations made by Mr. Schaffer deserve to be considered by CAHA's Board of Directors as a whole. Aces asks that you consider whether CAHA's investigation is appropriate, or whether it constitutes improper intimidation of a member of CAHA's Board of Directors. Our response to Mr. Schaffer's correspondence is being provided to each of you because it is being sent on behalf of CAHA itself, the organization which we all govern as Member Directors.

RESPONSES TO CAHA'S DEMANDS AND THREATS

First, Aces has never, and will never, libel or slander CAHA. CAHA is a fantastic organization that Aces is proud to be a part of, and under CAHA, Colorado hockey has thrived through the unification of all members, participants, and programs of Colorado hockey together to participate and compete. Aces categorically denies that it has ever slandered or libeled CAHA.

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Second, we ask you to consider whether Mr. Kanai and Mr. Schaffer are acting on CAHA's behalf and pursuant to an appropriate vote of the Executive Committee. We have seen no minutes of any Executive Committee meeting where the instruction to investigate anyone for libel or slander was voted upon, much less voted in favor of. We ask that the voting breakdown for this investigation be made public to the entire Board of Directors.

Third, pursuant to the Bylaws, Articles of Organization, and Affiliate Agreements, CAHA is governed by its Board of Directors, not the Executive Committee or a subset of the Executive Committee. The decision for the Executive Committee to target or discipline a member of CAHA's Board of Directors for actions taken in Aces' role as a Member Director is an extraordinary act and should not be subject to the whims of a small number of people, rather than the entire Board of Directors, and then in accordance with the policies and procedures that CAHA and all Members are bound. We formally request that any further action related to this situation be voted on by the entire Board of Directors.

Fourth, there is no Bylaw, contract, or Colorado law that gives CAHA the right to request the documents and information it has requested in connection with its allegations of potential libel or slander. As you can see in each piece of correspondence, there is no citation to any authority whatsoever for CAHA's requests, and especially given the extraordinary intrusions into Aces' (and Aces' management's) privacy, we respectfully request that CAHA provide specific citations to any basis for these requests. Aces will preserve all identified documents pursuant to your request, but we will wait to hear from you regarding any authority for your request for information.

Fifth, even if there were a basis for these requests, which there is not, CAHA's requests for information are broad and abusive, do not provide any specifics related to the alleged claim and cover multiple years. No court or arbitrator would ever uphold such requests in any lawsuit or arbitration. These requests are drafted to harass and intimidate Aces—who is a CAHA Member Director—from asking completely appropriate questions and to request basic records and information that should be in CAHA's possession based on the CAHA Bylaws and are expressly permitted to be requested under Colorado law.

Sixth, in Mr. Schaffer's email attached as **Exhibit C**, Mr. Schaffer made the unilateral decisions to: (1) declare a violation of an unspecified provision of the CAHA/Aces Affiliate Agreement, (2) provide a four hour and thirty-minute right to cure based on an unspecified provision of the CAHA/Aces Affiliate Agreement, and (3) threaten to commence unspecified disciplinary procedures. Mr. Schaffer's procedures and threats are not contained in any agreement or Bylaw, and in fact are violations of the CAHA Bylaws and the CAHA/Aces Affiliate Agreement. We request that any attempt to take any action relating to any of these threats be based on a specific term of an agreement, Bylaw or Colorado law, and that such authority be provided to

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Aces. The Bylaws and the Affiliate Agreement contemplate a fair process that is governed by the *Board of Directors*, not CAHA's President or General Counsel.

Seventh, through this letter, we request that USA Hockey and CAHA follow their Bylaws relating to Whistleblower protections. As Mr. Schaffer's actions are taken to retaliate against Aces for its legitimate requests for information, as well as its questions and inquiries regarding the propriety of certain transactions by CAHA and its management, they are express violations of the Whistleblower Bylaws of both organizations. It is USA Hockey's and CAHA's responsibility to make sure its affiliated groups are not harassed, intimidated, and targeted in this fashion. Thus, we request that both organizations follow their explicit policies. We also request that CAHA appoint individuals other than the CAHA's President and Treasurer, (who are the individuals identified in CAHA's Bylaws to handle Whistleblower investigations), to conduct any Whistleblower investigation on its behalf.

Eighth, in Colorado, you cannot bring a claim in an effort to silence a person from speaking publicly about an issue of public concern. C.R.S. § 13-20-1101. CAHA is responsible for the safety, welfare, and development of thousands of Colorado's hockey-playing boys, girls, teenagers, and adults. It is inappropriate for CAHA to try to intimidate its own Member Directors, through a threat of a libel or slander lawsuit, in response to completely legitimate requests for information.

Finally, if CAHA takes additional efforts to ratchet its intimidation campaign against Aces and Aces' management by taking any action that affects Aces' (or its affiliates') business operations, participation in CAHA events, status as a Member of CAHA, such as, but not limited to, the threat of discipline without adherence to applicable policies, procedures and bylaws, we will seek immediate judicial assistance on an emergency basis to stop such actions.

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CONCLUSION

Aces is a unique member of the Colorado Hockey Community. It is a school that was founded with the sole purpose of, and is dedicated to, raising Colorado's future leaders, educating dedicated and amazing boys and girls, and allowing them to develop into elite hockey players. These goals are its sole mission. As a byproduct of this mission, Aces was made a Member Director of the CAHA Board of Directors, and it takes its role on that prestigious Board seriously. CAHA can make or break a kid's future, and it should act with the recognition of this serious and extremely important responsibility. It should act according to its own, as well as USA Hockey's, Bylaws and Policies. Aces has only taken actions to further CAHA's and USA Hockey's mission, and it should not be harassed, intimidated, and bullied by CAHA as a result. What CAHA, through its representatives, is doing to Aces is wrong, and we ask the Board of Directors to take any and all action to prevent CAHA, or those agents acting on its behalf, from making this situation worse.

Best regards,



Reid A. Page

cc:

Brooke Wilfley (bwilfley@acessportsacademy.com)

Andy Oakes, President, Okanagan Hockey Group Inc. (andyoakes@okanaganhockey.com)