

I. INTRODUCTION

“To unceremoniously dismiss [a highly-respected staff member] from this position is an unfortunate example of how non-profit boards can make terrible decisions when a few individuals dominate a board of directors and do not understand the mission of the organization they lead or their role in it.”

—Gil Cabrera¹

One day in late June of last year, a visibly angry man barged unannounced into the girls’ dressing room in the Casa del Prado Theater in Balboa Park.

The San Diego Junior Theatre was using the theater at the time for a production of *Goodnight Moon*. On that day the house was empty, all the seats unfilled. The cast and crew were in the theater, however, rehearsing for an opening night just two days away. At the time, the dressing room was occupied by several girls, roughly between the ages of eight and seventeen, who were changing into their costumes. They were also singing “Happy Birthday.”

What happened next was to be a pivotal event in the long and generally proud history of the 70 year-old children’s theater. It would precipitate a drastic chain reaction of events, mishandled at every step by the very people entrusted to keep the children’s theater safe and well-managed, people whose very title has the word “trust” in it.

The enraged man entered the dressing room and yelled at the children to be quiet. When one of them silently mocked him, he allegedly grabbed her by the shoulders, shook her harshly, and yelled “Are you mocking me? Don’t do that to me!”

The man then left the dressing room and immediately confessed the incident to two staff members of the theater, and shortly after to a third. His confession put these three employees in a very difficult place, because the man who’d just admitted to entering the girls’ dressing room and allegedly battering a child was their boss: Jimmy Saba, the executive director of the theater.

One of the staff members who heard Saba’s confession was Tony Cucuzzella, the Production Manager who’d worked for Junior Theatre over twenty years and was widely considered the theater’s most valuable staff member. He reported the incident to the Board, and less than two months later found himself fired, along with another witness to Saba’s confession,

¹ Exhibit 32, Gil Cabrera Facebook Post, September 20, 2016.

Rayme Sciaroni, the theater's well-respected Artistic Director. When the third witness, a Box Office Supervisor of twenty years named Diane Dale, showed signs of resisting the Board's cover-up, she was soon driven out through targeted intimidation, including being falsely accused of burglary along with a wig and makeup artist named Francia Cohen. Both were investigated by the police based on a report the SDPD would quickly term "unfounded."

When Junior Theatre's community rallied in support of these employees and began criticizing the Board's acts, they too found themselves the target of retribution and intimidation. They were followed by armed, plainclothes security guards. They were threatened with legal action by the Board's outside attorney, Gil Cabrera (who was fresh off a failed bid to be the San Diego City Attorney). The Board called the police on the author of this complaint and his wife though they'd done nothing wrong and the SDPD cleared them of any criminal suspicion— simply because they had the temerity to speak up. The community was shaken to the core, and children were left frightened and confused.

At every turn, the Board engaged in a disturbing pattern of retaliating against whistleblowers, tampering with witnesses, and creating an atmosphere of fear so potent a parent asked, "Is this a children's theater or a police state?" It was a valid question.

As the facts emerged, it became clear that the Board of Trustees is riddled with conflicts of interest and utterly dominated by a core group of childhood friends. And that to protect their private social club of old friends, which includes Jimmy Saba, they would stoop to almost any low, no matter how cruel, to bully their critics into silence and retain control over the organization. Among this core group: Krista Cabrera, the wife of Gil Cabrera; Darien Webster, a convicted criminal who has made a career of preying on victims of wildfires; Lizbeth Persons Price, who helped herself to a lucrative "consulting" contract while a trustee; Joan Dawson, a deputy city attorney for San Diego who is duty-bound to protect both the organization's interests and the city's; and David Braun, a middle-school vice principal with his own history of allegations of physically abusing a student.

It also became clear as the facts emerged that board members engaged in glaring instances of self-dealing, wasted the charity's assets on frivolous and self-serving luxuries, and deceived, harassed, and mismanaged the organization's employees until it was depleted of all its most critical and trusted staff members. In the process, the Board has driven away countless donors, patrons, and students—many of whom will likely never return.

Only the office of California’s Attorney General has the authority to dislodge these untrustworthy trustees from their stronghold of deceit, mismanagement, abuse of authority, and unconscionable acts against the community. The rapid disintegration and imminent peril of the beloved organization has reached the point where nothing else may save it. San Diego Junior Theatre deserves a second act, where a sense of moral order is restored, justice prevails, and the final curtain closes not on a dismal scene of tragedy and loss, but the hopeful scene of a community restored and rebuilding.

II. FACTUAL BACKGROUND²

A. The San Diego Junior Theatre.

The San Diego Junior Theatre (the “Junior Theatre,” “SDJT,” or “JT”) is a 501(c)(3) California non-profit public benefit corporation. Its California Corporate number is C0274243.³ The mission of Junior Theatre is to provide “engaging, innovative, high-quality theatre education and productions for children of all cultural heritages, ages, abilities and levels of interest.”⁴

² This complaint relies in part on information provided by members of the Junior Theatre community who are minors and/or have requested confidentiality because of fears of retaliation by the current Board of Junior Theatre. Facts or allegations supplied by such individuals are cited as “Confidential source/s.” Most, if not all, of these sources are willing to speak to members of the Attorney General’s staff and/or other law enforcement as needed. In addition, some facts cited to “confidential source/s” are based on documents which are not attached as exhibits to this complaint; these documents will be provided to members of the Attorney General’s staff and/or other law enforcement as needed under appropriate safeguards for confidentiality.

None of the sources identified herein as “confidential source/s” are the author of this complaint, Matt Valenti, who is also a witness to and participant in certain events at issue in his capacity as a longstanding Junior Theatre parent-volunteer. All facts provided directly by the author are cited as “Matt Valenti.” All references to the author are written in the third person for the sake of clarity and consistency.

Matt Valenti is an attorney admitted to practice in California; State Bar No. 253978. He has no representational capacity or attorney-client relationship with any individual or entity connected to this matter. He has solely authored this complaint and submits it on an entirely unpaid basis, in his capacity as a concerned parent-volunteer member of the Junior Theatre community and co-founder of the Junior Theatre Oversight Group (JT Oversight Group).

JT Oversight Group is an advocacy group formed in late 2016 “to ensure the members of the San Diego Junior Theatre Board of Trustees are competent, ethical, transparent, and accountable to the Junior Theatre community, and place the interests and safety of the children of the community first.” <http://jtoversightgroup.org/>

³ <https://businesssearch.sos.ca.gov/CBS/Detail>

⁴ <http://juniortheatre.com/about/mission/>

Junior Theatre was founded in 1948 by Craig Noel, a National Medal of Arts winner and the founding director of the Old Globe Theater. At first an offshoot of the Old Globe, Junior Theatre eventually became a stand-alone group and was incorporated in 1953. Today it is the oldest continually-running youth theater program in the United States, and has long been held in high esteem by the national performing arts community for the quality and professionalism of its productions. Several well-known Hollywood actors, including Dennis Hopper and Raquel Welch, started on their career path at Junior Theatre, as well as Tony Award-winning Broadway performers, directors, and choreographers like Christian Hoff and Casey Nicholaw.⁵ Junior Theatre was recently referred to by the *San Diego Union Tribune* as “the pioneering youth company that has trained numerous Broadway stars-to-be.”⁶

Junior Theatre shares the Casa del Prado Theater in Balboa Park with three other non-profit youth performing arts organizations. Its education program utilizes classroom space in the adjacent Casa del Prado building, where its administrative office is located.

The Casa del Prado Theater and all other space utilized by the Junior Theatre is owned by the City of San Diego, which has granted the free use of the space for the benefit of the children of San Diego.

Because Junior Theatre shares very little information with the public (as detailed below) it is not known how many children the organization serves every year. It is likely in the high hundreds or low thousands, since in addition to producing ten or more musicals and plays every season, Junior Theatre also offers numerous classes, workshops, and summer and holiday camps through its educational department.⁷ There are approximately ten full time employees,⁸ and numerous part-time and contract employees, including minors.

In its 2014 IRS 990 filing (the last year available) Junior Theatre reported a total budget around \$1.2 million, with overall revenues falling about 10 percent in the year ending September 30, 2015, and a deficit of \$75,815.00.⁹

Junior Theatre receives taxpayer funds in the form of support from the City of San Diego and the County of San Diego. The city’s Commission for Arts and Culture is a major funder of

⁵ <http://juniortheatre.com/about/history/>

⁶ <http://www.sandiegouniontribune.com/entertainment/theater/sd-et-stage-kinky-20170227-story.html>

⁷ <http://juniortheatre.com/education/>

⁸ <http://juniortheatre.com/contact/>

⁹ Exhibit 5, Junior Theatre IRS 990 Return, 2014.

Junior Theatre.¹⁰ It awarded approximately \$253,915 to the organization over the last three years, which places the organization in the top 30% of all local arts groups funded by the city.¹¹ (The Commission is currently evaluating applications for funding for the 2018 fiscal year under its new streamlined application process.¹² Junior Theatre is scheduled for an upcoming advisory panel session with the Commission on March 22.¹³)

The county's Community Enhancement Program awarded Junior Theatre a total of \$16,000 over the last three years.¹⁴ Junior Theatre also recently received approximately \$3,300 in federal funds from the National Endowment for the Arts.¹⁵

B. The Board of Trustees.

The current version of the bylaws requires the Board of Trustees (the "Board") to consist of a minimum of 12 and a maximum of 30 trustees.¹⁶ Under the bylaws, each trustee "must perform [his or her] duties in good faith, in Junior Theatre's best interests, with care, including reasonable inquiry, using ordinary prudence, as a person in like position would use under similar circumstances, and without compensation."¹⁷

The precise composition of the current Board is unclear. The list of 13 trustees on the organization's website does not include Lizbeth Persons Price as Past President.¹⁸ A recent show program lists her as Past President, however.¹⁹ According to Section 2.5 of the bylaws the outgoing President is granted ex officio status with voting rights.²⁰

¹⁰ <http://juniortheatre.com/about/mission>

¹¹ http://docs.sandiego.gov/councilcomm_agendas_attach/2015/bge_150506_8.pdf

¹² <http://www.voiceofsandiego.org/topics/arts/culture-report-20/>

¹³ https://www.sandiego.gov/sites/default/files/final_fy18_universal_funding_panel_agenda_march_2017_1.pdf

¹⁴ <http://www.sandiegocounty.gov/content/dam/sdc/auditor/pdf/summyorg14.pdf>

<http://www.sandiegocounty.gov/content/dam/sdc/auditor/pdf/summyorg15.pdf>

<http://www.sandiegocounty.gov/content/dam/sdc/auditor/pdf/summyorg16.pdf>

¹⁵ <http://juniortheatre.com/2015/05/junior-theatre-seen-in-san-diego-union-tribune/>

¹⁶ Exhibit 1, Bylaws of the San Diego Junior Theatre, Amended October 3, 2016. This version of the Bylaws was amended on August 3, 2016 and again on October 3, 2016, during the time period when many of the events at issue were occurring. As described later in this complaint, serious questions should be raised about the validity of these amendments and the process by which the Junior Theatre Bylaws have been amended. In addition, the Board has not provided any previous iteration of the Bylaws, despite being requested to do so.

¹⁷ Ibid.

¹⁸ <http://juniortheatre.com/about/board-of-trustees/>

¹⁹ Exhibit 27, *Little Shop of Horrors* Program, Board of Trustees Page, 2016.

²⁰ Exhibit 1, Bylaws of the San Diego Junior Theatre, Amended October 3, 2016.

The following subsections serve to introduce most of the trustees on the current board, including all the officers of the board and all trustees who have or had a known role in the gross mismanagement and loss of charitable assets occurring at Junior Theatre.²¹

1. President Darien Webster.

Darien Webster, the current president of the board, first became a trustee in 2008.²² He is a Junior Theatre alumnus and the parent of student/s who attend or attended Junior Theatre. He is a graduate of Patrick Henry High School and the owner of Cabinets Direct.²³

Webster and/or his company Cabinets Direct reconstructed the Junior Theatre administrative office sometime around December 2013, tearing down a wall, installing new flooring, removing old cabinetry, and installing new cabinetry.²⁴ He was a trustee at the time.²⁵ Executive Director Jimmy Saba told staff members that Webster (and/or his company) was paid \$4,000 to \$5,000 by Junior Theatre for the reconstruction.²⁶ Neither Webster nor his company apparently had a valid contractor's license at the time.²⁷ (Cabinets Direct is Webster's fictitious business name, and none of the three other "Cabinets Direct" registered in California appear to be owned by Webster.²⁸ The "dba" company's "About" page on Facebook states, "We can refer you to our licensed installer. We are a material supplier only."²⁹)

On February 17, 2015 the Attorney General's Registry of Charitable Trusts Office received Junior Theatre's annual registration renewal form (RRF-1 form), covering the period between September 1, 2013 and October 30, 2014.³⁰ Part B, Question 1 asked, "During this

²¹ Regarding the other current trustees: Michael Luisi, Jason Rao, and Clea Shannon are not discussed in detail in this complaint because nothing is currently known of their specific role in the events and issues examined herein; the remaining trustees Stephen Flach, Becky Biegelsen and Ron Williams are mentioned briefly. In addition, two former trustees who had a role in some relevant events, Celestina Cozic and Joseph Marron, are also discussed briefly.

²² Exhibit 10, Darien Webster LinkedIn Profile, January 2017.

²³ <http://juniortheatre.com/artists/darien-webster/>

²⁴ Exhibit 11, Cabinets Direct Facebook Post, March 7, 2015; confidential source/s.

²⁵ Exhibit 13, *Little Mermaid* Program, Board of Trustees Page, 2013.

²⁶ Confidential source/s.

²⁷ <https://www2.cslb.ca.gov/onlineservices/CheckLicenseII/PersonnelLicenseList.aspx?SeqNumber=645621&PersName=WEBSTER%2c+DARIEN+CARL>

²⁸ <https://www2.cslb.ca.gov/onlineservices/CheckLicenseII/NameSearch.aspx?NextName=Cabinets+Direct&NextLicNum=>

²⁹ Exhibit 12, Cabinets Direct Facebook "About" Page, January 2017.

³⁰ Exhibit 9, Junior Theatre RRF-1 Form, 2015.

reporting period, were there any contracts, loans, leases, or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest?”³¹ The box next to this question was checked “No.”³²

Junior Theatre’s 990 return filed with the IRS for the tax year beginning October 1, 2013 and ending September 30, 2014 does not list any compensation for Webster in Part VII “Compensation of Officers, Directors, Trustees...”³³ The box is checked next to the statement “Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.”³⁴ In addition, under Part IV the boxes are checked “No” in response to Question 28 (a) and (c), “Was the organization a party to a business transaction with one of the following parties...: a) A current or former officer, director, trustee, or key employee?...b) An entity of which a current or former officer, director, trustee, or key employee (or family member thereof) was an officer, director, trustee, or direct or indirect owner?”³⁵

On November 12, 2008, the same year Webster first became a trustee of Junior Theatre, the San Diego District Attorney’s office filed criminal charges against him.³⁶

The charges included:

Count 1, Business and Professions Code 7028.16, “Contracting Without License – Emergency”;³⁷ and

Count 2, Insurance Code 15006(a), “Licensing Requirement”.³⁸

³¹ Ibid.

³² Ibid.

³³ Exhibit 4, Junior Theatre IRS 990 Return, 2013.

³⁴ Ibid.

³⁵ Ibid.

³⁶ Exhibit 14, *People v. Webster*, Criminal Charge Summary, November 12, 2008.

³⁷ Business and Professions Code 7028.16 is a felony charge brought against unlicensed contractors who offer or perform repairs “to a residential or nonresidential structure for damage caused by a natural disaster for which a state of emergency is proclaimed by the Governor...or for which an emergency or major disaster is declared by the President of the United States.” The crime is punishable by a maximum fine of \$10,000 and up to three years in prison. State and local agencies cooperate to arrest and prosecute unlicensed contractors operating in declared disaster areas through a multi-jurisdictional Disaster Fraud Management Taskforce, and utilize undercover sting operations as part of their efforts. See, e.g., http://www.csfb.ca.gov/Media_Room/Press_Releases/2003/December_9.aspx

³⁸ Insurance Code 15006(a) reads in relevant part, “No person shall engage in a business regulated by this chapter, or act or assume to act as, or represent himself or herself to be, a licensee unless he or she is licensed under this chapter.” The maximum penalty for a willful violation of this statute is a fine of \$25,000.

Webster was booked and released at the Central Jail on December 21, 2008.³⁹

Webster apparently took a plea deal and pleaded guilty to the Insurance Code charge, and on April 6, 2009 admitted, “I ~~contracted~~ acted as a public insurance adjuster without registration.”⁴⁰ (Strike-through text in the original.) The Business and Professions Code 7028.16 charge was dropped and Webster was sentenced to three years of probation, with the specific condition that he did not commit the same or similar violations.⁴¹

The District Attorney’s prosecution was related to contracting work Webster and his company performed starting in 2007, two years after Webster’s contractor’s license was revoked by the California Contractors State License Board (“Contractors’ Board”).⁴² The Contractors’ Board had revoked the license of Webster’s company (a partnership named Reconstruction Restoration Experts Construction, license No. 736347) on March 10, 2005.⁴³ Webster, his partner, and their company were charged with violating four sections of the Business and Professions Code in relation to a \$215,000 contract to rebuild a fire-damaged home.⁴⁴

The charges in the Contractor’s Board’s Accusation included: abandonment without legal excuse of a construction project; departing from trade standards; departing from plans or specifications; and exceeding the contract amount.⁴⁵ The Contractor’s Board’s Accusation charged Webster with nearly fifty sub-violations stemming from his faulty repairs of the fire-damaged home, including: “Failed to properly install dryer vent,” and “Failed to properly install the fire alarms.”⁴⁶

Webster has also been a defendant in numerous civil cases related to his contracting businesses. One such lawsuit included an allegation of contracting without a license which post-dates Webster’s 2008 prosecution and aligns with his renovation of the Junior Theatre office (as detailed below).

A lawsuit filed against Webster and his company in 2002 included the allegation that Webster and his company “breached the oral agreement by failing, neglecting, and refusing to

³⁹ Exhibit 15, *People v. Webster*, Predisposition Minutes, December 16, 2008.

⁴⁰ Exhibit 16, *People v. Webster*, Guilty Plea, April 6, 2009.

⁴¹ Exhibit 17, *People v. Webster*, Judgment Minutes, April 6, 2009.

⁴² Case No. S-2002-405; prosecuted on behalf of the Contractor’s Board by Deputy Attorney General Kathleen B.Y. Lam.

⁴³ Exhibit 18, Contractors’ State License Board Complete Case File, Case No. S-2002-405, certified January 23, 2016.

⁴⁴ *Ibid.*

⁴⁵ *Ibid.*

⁴⁶ *Ibid.*

compensate plaintiff for the balance due for the cabinets manufactured, delivered, and installed.”⁴⁷

A lawsuit filed against Webster and his company in 2003, for claims of breach of contract, intentional misrepresentation and others, alleged:

At the time of entering the Contract, Defendants RE [Reconstruction Restoration Experts Construction] and DARIEN WEBTSEER represented that they were licensed contractors, qualified to perform works of improvement and repairs for which they had been retained. However, Plaintiff is informed and believes and based thereon alleges that RE’s Class B license expired and/or was cancelled by the Contractors’ State License Board of the State of California on or about April 5, 2002, prior to completion of the project/contract. Plaintiff is further informed and believes and based thereon alleges that RE continued to work on the home to complete the project after its license had expired and/or was cancelled.⁴⁸

Another lawsuit in 2003 alleged that Webster and his company contracted to reconstruct and repair a fire-damaged home but that “the work, labor and services provided by [Webster and his company] had numerous deficiencies and defective conditions,” including damage to “walls, ceilings, roof and roofing, chimneys, floors, floor coverings, structural and component parts” of the home.⁴⁹

A lawsuit filed against Webster in 2006 alleged breach of contract, negligence, and fraud claims, among others, related to a business scheme of “approaching the prospective victim of the Cedar Fires for the purpose of allowing WEBSTER to investigate, analyze, estimate and negotiate a homeowner reconstruction contract among the homeowner/Cedar Fires victim and his/her insurance company.”⁵⁰ One of the parties involved in that suit alleged that “[Webster] did not hold a valid California contractor’s license or similar professional license and/or registration at all relevant times, including without limitation, during the course of construction/improvement of the property/project which is the subject matter of the instant litigation.”⁵¹

That same lawsuit also contained a claim of conversion against Webster for “unlawfully, illegally and improperly utilizing [cross-claimant’s] American Express card,” in the amount of approximately \$25,000 worth of unauthorized charges, for “personal items such as personal trips

⁴⁷ Exhibit 19, *Unicorn Cabinets v. Webster*, Complaint, October 7, 2002.

⁴⁸ Exhibit 20, *Buckmaster v. Reconstruction aka Restoration Experts Construction*, Complaint, July 7, 2003.

⁴⁹ Exhibit 21, *Reconstruction Expert Construction v. Johnson*, Cross-Complaint, February 28, 2003.

⁵⁰ Exhibit 22, *Webster v. K.S. Stratton Construction*, Cross-Complaint, December 18, 2006.

⁵¹ Exhibit 23, *Webster v. K.S. Stratton Construction*, Answer of Arkegos, Inc., February 2, 2007

to Fiji, Australia, Hawaii...purchases of jewelry, clothes, groceries, a satellite dish, restaurant charges” and “approximately \$19,000 to remodel his own residence.”⁵²

Most recently, a lawsuit filed in 2014 against Webster and his “dba” company Cabinets Direct alleged that Webster “negligently and carelessly designed, constructed and installed” the cabinets at several residential construction projects.⁵³ The suit also alleged that during that August 2013 to July 2014 time period Webster “was not a licensed contractor with the State of California.”⁵⁴ (The same time period during which Webster and/or his company renovated the Junior Theatre office.⁵⁵)

2. Past-President Lizbeth Persons Price.

Lizbeth Persons Price, the past-president, joined the board in 2004.⁵⁶ She is a Junior Theatre alumnus and also the parent of student/s who attend or attended Junior Theatre. She is currently or very recently employed by Junior Theatre.⁵⁷

Persons Price is UC Berkeley graduate with 20 years of experience in public relations, marketing, constituent advocacy and fundraising. She is President of Persons Price Communications, and co-founder of Cause for Celebration, both consulting firms “specializing in the creative growth of nonprofit and small business ventures.”⁵⁸ She is currently employed by San Diego State University School of Music and Dance as a Public Affairs Specialist.⁵⁹

According to archived versions of the Junior Theatre website, Persons Price “has been a Trustee from 2004-2015, and has served SDJT as Vice President of the Board of Trustees, as a parent volunteer, and has occasionally been on staff directing Marketing, Public Relations and Development.”⁶⁰

On November 20, 2014 Persons Price, while President of the Board, signed a Certificate of Amendment of the Articles of Incorporation of the San Diego Junior Theatre (“Amended

⁵² Exhibit 22, *Webster v. K.S. Stratton Construction*, Cross-Complaint, December 18, 2006.

⁵³ Exhibit 24, *Webster dba Cabinets Direct v. Envision Design Remodeling*, Cross-Complaint, October 27, 2014.

⁵⁴ Ibid.

⁵⁵ Exhibit 11, Cabinets Direct Facebook Post, March 7, 2015; confidential source/s.

⁵⁶ <https://web.archive.org/web/20160423053130/http://juniortheatre.com/artists/lizbeth-persons-price/>

⁵⁷ Confidential source/s.

⁵⁸ http://music.sdsu.edu/index.php/faculty/lizbeth_price

⁵⁹ Ibid.

⁶⁰ <https://web.archive.org/web/20160423053130/http://juniortheatre.com/artists/lizbeth-persons-price/>

Articles”) on behalf of the organization.⁶¹ Article Four of the Amended Articles states (in part) that “no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.”⁶²

In or around March 2007 Junior Theatre signed an 18 month contract with Persons Price and/or her consulting company Persons Price Communications.⁶³ The contract term was March 2007 through September 2008.⁶⁴ The contract was for her to work as a part-time “Development Specialist” to “create an Alumni Relations and Development plan to promote SDJT’s 60th Anniversary season.”⁶⁵ The work apparently entailed Persons Price spending time on Facebook networking with alumni; it is unclear if any significant fundraising resulted from her efforts.⁶⁶ Persons Price (and/or her consulting company) was paid around \$30,000 to \$35,000 for the contract.⁶⁷ She was a trustee during the 2007-2008 time period.⁶⁸

Junior Theatre’s RRF-1 forms filed with the Attorney General’s Registry of Charitable Trusts Office, covering the period between October 1, 2005 to September 30, 2009 are all checked “No” in answer to Part B, Question 1, “During this reporting period, were there any contracts, loans, leases, or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest?”⁶⁹

Junior Theatre’s 990 return filed with the IRS for the tax year beginning October 1, 2006 and ending September 30, 2007 does not list any compensation for Persons Price in Part V-A(C).⁷⁰ In addition, Schedule A of the 990 return is checked “No” in answer to Questions 2c, 2d, and 2e, “During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers...c) Furnishing of

⁶¹ Exhibit 2, Certificate of Amendment of the Articles of Incorporation, December 29, 2014.

⁶² Ibid.

⁶³ Exhibit 28, Lizbeth Persons Price Online Yatedo Resume, January 2017.

⁶⁴ Ibid.

⁶⁵ Ibid.

⁶⁶ Confidential source/s.

⁶⁷ Confidential source/s.

⁶⁸ Exhibit 3, Junior Theatre IRS 990 Return, 2006;

<https://web.archive.org/web/20160423053130/http://juniortheatre.com/artists/lizbeth-persons-price/>

⁶⁹ Exhibit 6, Junior Theatre RRF-1 Form, 2008; Exhibit 7, Junior Theatre RRF-1 Form, 2009; and Exhibit 8, Junior Theatre RRF-1 Form, 2010.

⁷⁰ Exhibit 3, Junior Theatre IRS 990 Return, 2006.

goods, services, or facilities? d) Payment of compensation...? e) Transfer of any part of its income or assets?”⁷¹

3. **Treasurer Ken Ruggiero.**

Ken Ruggiero, the current treasurer, joined the board around 2013.⁷² He is the parent of student/s who attend or attended Junior Theatre. He has more than 23 years of management, finance and business development experience.⁷³ He has an MBA from Columbia University and a BA in Accounting from the University of Massachusetts.⁷⁴ He is currently the CEO of Goal Structured Solutions, a specialty finance company that manages in excess of \$19 billion in student loans. Previously he served Goal Financial, LLC as CFO, and President and COO. During his tenure at Goal Financial the company originated more than \$8 billion in student loans, becoming a top 10 student loan lender.⁷⁵

Ruggiero is apparently the personal guarantor of two lines of credit extended to Junior Theatre (secured with his home as collateral), totaling approximately \$75,000 to \$100,000, which are fully maxed out.⁷⁶ He has recently told staff members of the organization “my home is on the line,” in reference to these lines of credit.⁷⁷

4. **Secretary Karen Quiñones.**

Karen Quiñones, the current secretary, joined the board in October 2014.⁷⁸ She is the parent of student/s who attend or attended Junior Theatre. She received her law degree from U.C Hastings and her undergraduate degree in literature from U.C. Santa Barbara.⁷⁹ She owns a property management business in San Diego and is a visiting teacher in the San Diego Unified School District.⁸⁰ She is a board member of the La Jolla Playhouse⁸¹ and the ion theatre

⁷¹ Ibid.

⁷² Exhibit 13, *Little Mermaid* Program, Board of Trustees Page, 2013.

⁷³ <http://juniortheatre.com/artists/ken-ruggiero/>

⁷⁴ Ibid.

⁷⁵ <https://goalsolutions.com/management-team/>

⁷⁶ Confidential source/s.

⁷⁷ Confidential source/s.

⁷⁸ <http://juniortheatre.com/artists/karen-Quiñones/>

⁷⁹ Ibid.

⁸⁰ Ibid.

⁸¹ <http://www.lajollaplayhouse.org/about-the-playhouse/leadership-staff/board-of-trustees>

company.⁸² It is unclear if Quiñones is an attorney, but in any event she is not admitted to practice in California.⁸³

Quiñones may have provided Junior Theatre with legal advice regarding the incidents and events described in this complaint (see below).

5. **Trustee Krista Cabrera.**

Krista Cabrera joined the board in 2015. She is a Junior Theatre alumna and is also the parent of student/s who attend or attended Junior Theatre. She has a B.A. in political science from California State University, Chico, and received her law degree from the University of San Diego School of Law.⁸⁴ She is a lawyer admitted to practice in California; State Bar No. 190595.⁸⁵ She is currently employed as a litigation attorney at Foley & Lardner LLP where she concentrates on employment litigation. Her counseling practice includes litigation avoidance and the review of employment policies and procedures. She also “trains managers and HR professionals regarding harassment, discrimination and retaliation avoidance.”⁸⁶

Soon after Krista Cabrera joined the board her law firm Foley & Lardner LLP was retained by Junior Theatre, in an unknown capacity.⁸⁷ She may have provided the organization with legal advice regarding the incidents and events described in this complaint, including through her apparent supervision and instruction of Edward Cramp, an attorney retained by Junior Theatre in August 2016.⁸⁸ (See below.)

Krista Cabrera is married to Gil Cabrera, a lawyer and local politician. Sometime around August 2016 the Board retained Gil Cabrera to represent the organization.⁸⁹ (His representation of Junior Theatre is extensively discussed throughout this complaint.)

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⁸² <http://iontheatre.com/board-of-directors/>

⁸³ <http://members.calbar.ca.gov/fal/MemberSearch/QuickSearch?FreeText=Karen+Qui%C3%B1ones&x=0&y=0&SOUNDSLike=false>

⁸⁴ <http://juniortheatre.com/artists/krista-cabrera/>

⁸⁵ <http://members.calbar.ca.gov/fal/Member/Detail/190595>

⁸⁶ <https://www.foley.com/krista-m-cabrera/>

⁸⁷ Confidential source/s.

⁸⁸ Confidential source/s.

⁸⁹ Gil Cabrera, October 27, 2016 meeting.

6. Trustee Catherine Morrison.

Catherine Morrison first became a trustee in 2010 and her most recent position was secretary. She is the parent of student/s who attend or attended Junior Theatre. She has a B.S. in Psychology from USC, and a Juris Doctor from the University of San Diego School of Law.⁹⁰ She is a lawyer admitted to practice in California; State Bar No. 172223.⁹¹ Morrison is currently employed by the City of San Diego as a Deputy City Attorney in the Civil Division (Advisory) where, among other things, she issues “legal opinions to the City Council, City Departments and Commissions on matters related to Government Affairs, such as the Brown Act and Public Records Act.”⁹²

As part of her duties, she gives legal advice and representation to the city Commission for Arts and Culture. On November 1, 2016 Morrison approved a city council resolution on behalf of the City Attorney, authorizing the Commission for Arts and Culture to enter an agreement with the San Diego Tourism Authority to pay the Tourism Authority \$374,802 for “the purpose of cultural tourism promotion.”⁹³ On November 28, 2016 Morrison conducted a training session for the Commission for Arts and Culture entitled “Supplemental Training on Conflicts of Interest.”⁹⁴ (Her co-presenter for this training session was Stacey Fulhorst, Executive Director of the San Diego Ethics Commission.)⁹⁵

Morrison may have provided Junior Theatre with legal advice regarding the incidents and events described in this complaint (see below).

7. Trustee Joan Dawson.

Joan Dawson has been a trustee since approximately 2014. She is a Junior Theatre alumna and also the parent of student/s who attend or attended Junior Theatre. She received her undergraduate degree from UCSD and her law degree from UC Hastings College of Law. She is a lawyer admitted to practice in California; State Bar No. 178311.⁹⁶ She is currently employed by the City of San Diego as a Deputy City Attorney in the Labor and Employment

⁹⁰ <http://juniortheatre.com/artists/catherine-morrison/>

⁹¹ <http://members.calbar.ca.gov/fal/Member/Detail/172223>

⁹² <https://www.linkedin.com/in/morrisoncatherine>

⁹³ http://docs.sandiego.gov/council_reso_ordinance/rao2016/R-310816.pdf

⁹⁴ https://www.sandiego.gov/sites/default/files/11-28-16_commission_agenda.pdf

⁹⁵ Ibid.

⁹⁶ <http://members.calbar.ca.gov/fal/Member/Detail/178311>

Unit.⁹⁷ Previously she was the Head Deputy City Attorney for the Neighborhood Prosecution Unit.⁹⁸

Dawson may have provided Junior Theatre with legal advice regarding the incidents and events described in this complaint (see below).

Dawson is married to Greg Dawson, a parent volunteer at Junior Theatre who is employed as the Vice President of News at NBC 7 San Diego.⁹⁹ Greg Dawson had a role in some of the events described in this complaint (see below).

8. **Trustee David Braun.**

David Braun is an alumnus of Junior Theatre and first became a trustee in 2003.¹⁰⁰ He has served as both Vice President and President of the board; his term as board president was in approximately 2007-2008.¹⁰¹ Braun took “a couple of years off due to term limits” before recently returning to the board.¹⁰²

Braun is employed by the San Diego Unified School District as the Vice Principal of Thurgood Marshall Middle School.¹⁰³ In July 2011 a reviewer on a teacher rating website wrote Braun “is not knowledgable [sic] about autism and students with disabilities. He was overly strict about an incident that occurred at the school where my son was accused of something [sic] he didn’t do.”¹⁰⁴ In January 2016 a reviewer on the same site wrote, “i witnessed mr braun yank [an 8th grader] by the ear and drag him to the office telling him to ‘shut his mouth.’”¹⁰⁵ (The potential relevance of these allegations is discussed in below.)

In May 2015 Braun hosted a fundraising party at his home billed as “Lights, Camera, Action!” It featured “[c]ocktails and hors d’oeuvres, [p]rofessional transportation to/from the event from the Casa del Prado theatre,” “red carpet status,” and reserved seating for Junior Theatre’s performance of *Superman*. That show was directed by Junior Theatre’s Executive Director Jimmy Saba, who would also deliver a speech at Braun’s party “stating SDJT’s Goals

⁹⁷ https://www.sandiego.gov/sites/default/files/attachment_2_4.pdf

⁹⁸ <http://www.sdcda.org/office/leq/leq-winter-2004.pdf>

⁹⁹ http://www.nbcsandiego.com/on-air/about-us/Greg_Dawson.html

¹⁰⁰ <http://juniortheatre.com/artists/david-braun/>

¹⁰¹ Ibid.

¹⁰² Ibid.

¹⁰³ http://www.marshallmiddle.org/apps/pages/index.jsp?uREC_ID=14114&type=d&pREC_ID=staff

¹⁰⁴ <http://www.ratemyteachers.com/david-braun/607931-t>

¹⁰⁵ Ibid.

and Achievements.”¹⁰⁶ The requested donation to attend the party ranged between \$150.00 and \$175.00.¹⁰⁷ Although the fundraiser apparently was not widely advertised to the greater Junior Theatre community, Braun would post a photograph taken at the party on Facebook and describe the party as a “[v]ery successful fundraiser at my house this afternoon with many alumni in attendance.”¹⁰⁸ (The photograph includes Braun and his fellow trustees Darien Webster and Lizbeth Persons Price, as well as the executive director, Jimmy Saba.)¹⁰⁹ Braun’s post did not identify the number of attendees nor the total amount raised by the event.¹¹⁰

C. **Executive Director Jimmy Saba.**

James “Jimmy” Saba is currently the Executive Director of Junior Theatre. He is also an alumnus. He was hired by the board in 2013.

Saba is an actor with professional credits and has continued to perform in local theater productions since his hiring.¹¹¹ He currently serves on the advisory board of a non-profit theater group called the Blindspot Collective.¹¹²

Prior to Saba’s hiring, Junior Theatre published a job listing for the executive director role, outlining the expected duties of a prospective executive director:

Responsible for the consistent achievement of the organization’s mission and financial objectives. Oversees all aspects of the organization, including financial, educational, artistic, human resources, and communications. Plans, directs and implements a comprehensive development program that generates individual donor, foundation, and corporate support. Provides vision and leadership for artistic and educational programs. Creates and maintains a stakeholder friendly environment, such that Board members, families, staff, alumni, volunteers and friends contribute to and feel a part of Junior Theatre. Manages staff in a professional, knowledgeable, and motivational manner. Effectively represents Junior Theatre in the community.¹¹³

¹⁰⁶ <http://juniortheatre.tix.com/Event.aspx?EventCode=754150>

¹⁰⁷ Ibid.

¹⁰⁸ Exhibit 29, David Braun Facebook Post, May 9, 2015.

¹⁰⁹ Ibid.

¹¹⁰ Ibid.

¹¹¹ See, e.g., <http://www.sandiegoreader.com/news/2015/oct/14/theater-coward-rep/#>

¹¹² <https://www.blindspotcollective.org/about>

¹¹³ Exhibit 30, SDJT Executive Director Job Posting, 2011.

Nothing in Saba's known professional history suggests that he had significant experience in many of these areas, particularly in regards to overseeing human resources, financial aspects of the organization, and fundraising.¹¹⁴ Soon after he was hired as the new executive director, he was asked if there was "[a]nything [about the job] that makes you nervous?"; Saba responded, "As part of my duties, I will be expected to raise money in the form of donations and sponsorships. That is never easy, especially in these uncertain times. But I couldn't be more confident of my product and I can't wait to engage in the challenge. Maintaining a program that is both fiscally sound and artistically robust is also a bit of a balancing act."¹¹⁵

Around the same time, Saba described to the *San Diego Union Tribune* how he was still close to many fellow Junior Theatre alumni, saying, "There were a whole slew of people involved, and I bet I've kept in touch with 50 percent of that group," Saba said. "I mean, really in touch. That was the introduction to the group I would grow up with in life. We would get together and share our milestone moments, and we continue to do so."¹¹⁶ Among those childhood friends are the current trustees Darien Webster, Lizbeth Persons Price, Krista Cabrera, Joan Dawson, and David Braun, as well as Carla Corder, an office assistant who was recently promoted to communications director.¹¹⁷

D. Outside Counsel.

Beginning approximately August of 2016, the Junior Theatre retained two outside attorneys, Gil Cabrera and Edward Cramp, to represent the organization in regards to the incident in which Executive Director Jimmy Saba is alleged to have committed battery against a teenage student in the girls' dressing room at Junior Theatre. (That incident and its aftermath is described in detail in the timeline in subsection E below, and referred to throughout this complaint.)

In addition, sometime after Krista Cabrera joined the board her law firm Foley & Lardner LLP was retained by the Junior Theatre in an unknown capacity.¹¹⁸ No information is available to determine if the firm itself played any role in advising Junior Theatre regarding the events described in this complaint.

¹¹⁴ <http://www.balboapark.org/blogs/balboa-park-beat/director-actor-and-playwright-james-saba-lead-san-diego-junior-theatre>

¹¹⁵ Ibid.

¹¹⁶ <http://juniortheatre.com/2015/05/junior-theatre-seen-in-san-diego-union-tribune/>

¹¹⁷ <http://juniortheatre.com/contact/>

¹¹⁸ Confidential source/s.

1. Gil Cabrera and The Cabrera Firm A.P.C.

Gil Cabrera is an attorney licensed to practice in California; State Bar No. 19303.¹¹⁹ He is the principal of The Cabrera Firm A.P.C. He is married to Junior Theatre trustee Krista Cabrera.¹²⁰ He was retained by Junior Theatre in approximately August 2016.¹²¹

According to its website, The Cabrera Firm A.P.C. “specializes in representing clients in dispute resolution, be it pre-litigation negotiations, federal or state litigation, arbitrations, mediations, actions by governmental regulatory agencies or other forums.”¹²² The firm “also provides outside general counsel services providing full legal services to companies and individuals needing more day-to-day legal assistance,” and “advice and representation regarding municipal, state and federal election, lobbying and political ethics laws.”¹²³

Gil Cabrera is currently the Vice Chair of the San Diego Convention Center’s board of directors¹²⁴ and speaks publically on behalf of the organization regarding high-profile matters.¹²⁵ He is also a board member of the San Diego LGBT Community Center.¹²⁶ He is a frequent media commentator on a range of current political and legal issues.¹²⁷

In the spring of 2016 Gil Cabrera ran unsuccessfully for the office of San Diego City Attorney.¹²⁸ Previously he has served as co-chair of the San Diego Chief of Police’s Use of Force Task Force, and served a term as Chair of the city Ethics Commission.¹²⁹ He was not reappointed to a second term on the board of the Ethics Commission by then-mayor Jerry Sanders, stating in 2010, “I honestly don’t know why I was not reappointed while historically every other commissioner willing to serve a second term was allowed to do so.”¹³⁰

¹¹⁹ <http://members.calbar.ca.gov/fal/Member/Detail/190303>

¹²⁰ To avoid confusion, this memorandum uses both the first and last names of Gil Cabrera and Krista Cabrera when referring to them individually.

¹²¹ Gil Cabrera, October 27, 2016 meeting.

¹²² <http://www.cabrerafirm.com/expertise.aspx>

¹²³ Ibid.

¹²⁴ <https://visitsandiego.com/board/gil-cabrera>

¹²⁵ <http://www.sandiegouniontribune.com/news/watchdog/sd-me-cushman-bills-20170228-story.html>

¹²⁶ <http://www.thecentersd.org/about/board-of-directors.html>

¹²⁷ <http://cabrerfirm.com/news.aspx>

¹²⁸ <http://www.sandiegouniontribune.com/opinion/editorials/sdut-gil-cabrera-for-city-attorney-san-diego-2016may26-story.html>

¹²⁹ Ibid.

¹³⁰ <http://www.sandiegouniontribune.com/sdut-q-gil-cabrera-former-san-diego-ethics-commission-c-2010mar18-htmlstory.html>

Gil Cabrera has claimed he identified a potential conflict of interest due to his wife Krista Cabrera's position as trustee on the Board, and that the organization signed a written waiver pursuant to Rule of Professional Conduct 3-310.¹³¹ To date, however, he has refused to provide a copy of such waiver. (See below.)

2. Edward Cramp and Duane Morris LLP.

Edward Cramp is a lawyer admitted to practice in California; State Bar No. 212490.¹³² He is currently the Managing Partner of the San Diego office of Duane Morris, LLP.¹³³ He is a friend or longtime associate of Gil Cabrera.¹³⁴ He was retained by Junior Theatre sometime around August 1, 2016 to investigate the incident in the girls' dressing room involving Executive Director Jimmy Saba.¹³⁵

Cramp is a higher education attorney who focuses on representing private postsecondary education institutions. He also represents and advises clients in civil rights matters, including defending against claims by students and employees in areas such as the ADA, Section 504 of the Rehabilitation Act, Title IX of the Higher Education Act, Title VII of the Civil Rights Act and analogous state laws.¹³⁶

Nothing in Cramp's known professional background indicates he has any training or experience with the sensitive task of interviewing alleged minor victims of violent crimes.¹³⁷

E. Timeline of Relevant Events.

The following timeline is meant as a succinct summary of major recent events relevant to this complaint. It is not intended to be all-inclusive, and some important events or facts not included in the timeline are discussed elsewhere in this complaint. Some dates are approximate.

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¹³¹ Gil Cabrera, October 27, 2016 meeting.

¹³² <http://members.calbar.ca.gov/fal/Member/Detail/212490>

¹³³ <http://www.duanemorris.com/attorneys/edwardmcramp.html>

¹³⁴ Gil Cabrera, October 27, 2016 meeting.

¹³⁵ Ibid.

¹³⁶ <http://www.duanemorris.com/attorneys/edwardmcramp.html>

¹³⁷ Ibid.

April 2016:
The Board announces a reduction in the Communications Director’s hours, revealing a serious budget deficit.

A staff meeting is held to inform the staff that the Board decided to reduce the hours of Theresa Wulf, the Communications Director. The staff is informed she would go from full-time to part-time due to budget constraints.¹³⁸ The total savings would be about \$25,000 to \$30,000 annually.¹³⁹

Also sometime in or around April or May of 2016 the Board had discussions on the possibility of making a cut of 20% across the organization’s budget.¹⁴⁰ Around this time trustee Stephen Flach (a Director of Finance at the Hilton San Diego Bayfront¹⁴¹) is reported to be “very concerned about Junior Theatre’s finances.”¹⁴²

June 2016:
The entire staff is put on a one or two week work furlough; parents become concerned about the Executive Director’s angry outbursts.

Junior Theatre puts its entire staff on a one or two week unpaid work furlough.¹⁴³ Also during this month numerous staff members, parents, and children observe that Executive Director Jimmy Saba appears extremely stressed and prone to frequent angry outbursts towards the cast and crew of the show he is directing, *Goodnight Moon*.¹⁴⁴ He was later described as seeming “anxious and flustered” during this time, and “was yelling at the kids beyond what you would expect.”¹⁴⁵

At least one parent of a longtime student who was in the cast or crew has described their child as coming home from numerous rehearsals “in tears” and “very upset and confused” during this period because of the way Saba was treating the children in *Goodnight Moon*.¹⁴⁶

¹³⁸ Confidential source/s.

¹³⁹ Confidential source/s.

¹⁴⁰ Confidential source/s.

¹⁴¹ <http://juniortheatre.com/artists/stephen-flach/>

¹⁴² Confidential source/s.

¹⁴³ Confidential source/s.

¹⁴⁴ Confidential source/s.

¹⁴⁵ Confidential source/s.

¹⁴⁶ Confidential source/s.

June 29, 2016:

Executive Director Jimmy Saba allegedly commits a battery against a child in the girls' dressing room.

During a rehearsal three days before opening night of *Goodnight Moon*, Executive Director Jimmy Saba enters the production office, where Production Manager Tony Cucuzzella and Artistic Director Rayme Sciaroni are working.¹⁴⁷ As Saba enters the production office his hands are on his head, he appears in obvious distress, and he is saying: "Oh my god, Oh my god, Oh my god!" repeatedly.¹⁴⁸ Cucuzzella and Sciaroni know that Saba has a health condition and are initially concerned he is having a medical emergency.¹⁴⁹ They ask him what is wrong and Saba allegedly responds: "I just hit a child."¹⁵⁰

Saba then explains to the two men in a distraught tone that he went into the dressing room to tell the girls to stop singing "and a girl behind me was mocking me and I told her to stop it."¹⁵¹ At that point Cucuzzella asks, "Do you mean you turned around and hit her accidentally?" Saba does not reply, and Cucuzzella asks Saba the name of the girl. Saba replies that he does not know her name, and describes her only as "the older girl with her hair in a bun."¹⁵² Cucuzzella immediately leaves the room to go and check on the child.¹⁵³

The alleged victim is reticent to speak about the incident because she fears she is in trouble, but after Cucuzzella reassures her she is not in trouble she gives him the following (paraphrased) account:

The girls were loudly singing "Happy Birthday" in the dressing room. Some of the girls were in varying stages of undress. Jimmy Saba suddenly entered unannounced and yelled at the girls inside to be quiet. The alleged victim was standing behind or to the side of him, with her back close to the wall of the dressing room. She silently mocked him by making a face imitating his angry expression. Either he saw it or other girls facing Saba may have noticed her mocking face and giggled or otherwise indicated the fact to Saba. Saba then allegedly turned towards the girl, took hold of her by both shoulders, and shook her several times while yelling, "Are you mocking me? Don't you do that to me!"¹⁵⁴

¹⁴⁷ Confidential source/s.

¹⁴⁸ Confidential source/s.

¹⁴⁹ Confidential source/s.

¹⁵⁰ Confidential source/s.

¹⁵¹ Confidential source/s.

¹⁵² Confidential source/s.

¹⁵³ Confidential source/s.

¹⁵⁴ Confidential source/s.

As the alleged victim explains this to Cucuzzella, she demonstrates what Saba allegedly did to her by placing both of her hands on her own shoulders and shaking them fairly vigorously.¹⁵⁵

This account has been substantially corroborated by other girls present in the dressing room during this incident¹⁵⁶ including one eyewitness who later gave an interview for Channel 10 News.¹⁵⁷ (See November 3, 2016 below.)

Cucuzzella again assures the girl that she is not in trouble and determines that she seems okay at the moment; soon thereafter the children, Cucuzzella, and Sciaroni go onstage for their rehearsal.¹⁵⁸ (Within two months the Board would terminate Cucuzzella and Sciaroni, see below.)

Saba apparently remains in the production office for the next approximately forty minutes and is there when Box Office Supervisor Diane Dale enters. The following day (or thereabouts) she would describe in writing what happened next:¹⁵⁹

I went into the production office to make copies, when Jimmy said “The worst thing that could happen for me at JT just happened” So I asked “what?” He explained that the kids were being loud so he went in to tell them to be quiet and when he turned around a girl was “mocking” him and that he had “had enough” and demonstrated on himself how he had shoved her on her shoulder and said “Stop that!” I asked which child? He said he didn’t know her name and said “ It’s the older girl with the bun on her head” So I went to go see who it was, I saw the student and she didn’t appear to be upset so I did not tell Tony until the following day.¹⁶⁰

(Within three months Dale would effectively be terminated through an apparent constructive discharge, see below.)

Although Saba would later claim he had “self-reported” the incident,¹⁶¹ the three staff members he spoke to about the incident immediately afterwards did not view Saba as “self-reporting” at the time, but rather viewed Saba as having “blurted it out” in a panic, or was

¹⁵⁵ Confidential source/s.

¹⁵⁶ Confidential source/s.

¹⁵⁷ Confidential source/s; <http://www.10news.com/news/junior-theater-director-accused-of-shaking-girl>

¹⁵⁸ Confidential source/s.

¹⁵⁹ Confidential source/s.

¹⁶⁰ Exhibit 31, Word File “6/29,” circa June 30, 2016.

¹⁶¹ Exhibit 40, Board Statement of October 26, 2016.

“telling the story to gain for sympathy for himself.”¹⁶² Saba would also later claim to have apologized to the alleged victim and the other girls in the dressing room.¹⁶³ There is little or no available evidence to substantiate this claim, and at least two eyewitnesses have expressly refuted it.¹⁶⁴ Eyewitnesses have also made it clear that it was Cucuzzella who apologized to them, not Saba, and that he had apologized for Saba’s behavior.¹⁶⁵

It should be noted here that in addition to the employee witnesses Cucuzzella, Sciaroni, and Dale, a contract makeup artist and wig designer named Francia Cohen is also present in the theater at the time of the incident. Like the three employees, she is working directly with the cast and crew of the show, which includes the alleged victim of Saba’s battery.¹⁶⁶ She briefly overhears the girls singing “Happy Birthday” in the dressing room on her way to the costume loft (but does not witness Saba enter).¹⁶⁷ (Cohen too would soon be pushed out of the organization by the Board, see below.)

Later on this date Cucuzzella verbally reports Saba’s confession to a member of the Board at the time, Joseph Marron.¹⁶⁸ One of his purposes for reporting the incident was an attempt to get help for Saba, who Cucuzzella feared was under too much stress.¹⁶⁹ Cucuzzella believed he had no choice but to report the incident directly to the Board since his immediate supervisor was Saba himself.¹⁷⁰

Mid July 2016:

Trustee Joseph Marron assures Cucuzzella the Board is investigating.

Joseph Marron calls Cucuzzella about the June 29 incident with Saba in the girls’ dressing room, and assures him that board president Darien Webster was “taking care of it.”¹⁷¹ Cucuzzella assumes that means the Board is properly investigating the incident, although by this time, approximately two weeks after he first reported it to Marron, neither

¹⁶² Confidential source/s.

¹⁶³ Exhibit 40, Board Statement of October 26, 2016.

¹⁶⁴ Confidential source/s.

¹⁶⁵ Confidential source/s.

¹⁶⁶ Confidential source/s.

¹⁶⁷ Confidential source/s.

¹⁶⁸ Confidential source/s.

¹⁶⁹ Confidential source/s.

¹⁷⁰ Confidential source/s.

¹⁷¹ Confidential source/s.

Cucuzzella, Sciaroni, Dale, nor Cohen have been questioned by anyone from the Board about the incident. It is unknown whether Saba has been questioned by the Board at this point.

July 29, 2016:
Saba allegedly lunges angrily at Cucuzzella.

Saba, Cucuzzella, and Junior Theatre’s HR consultant, Marta Becerra, have a discussion about the failure of the organization to properly handle an issue with a staff member’s employee benefit.¹⁷² Cucuzzella advocates on behalf of the staff member, while Saba indicates either a lack of concern or a failure to appreciate the importance of the issue.¹⁷³ After Becerra leaves Cucuzzella confides to Saba that he believes the consultant is to blame for the problem and isn’t competent to perform the work.¹⁷⁴ Saba becomes enraged, slams his arms down on his desk while allegedly lunging clumsily towards Cucuzzella, who quickly rolls his wheeled office chair out of Saba’s path.¹⁷⁵ Saba then yells in distress, “There’s so much going on you just don’t know!”¹⁷⁶

Cucuzzella is now seriously concerned about Saba’s stress level and is worried about the safety of the children in the program.¹⁷⁷ At some point around this time he sends an email to Sciaroni stating as much.¹⁷⁸ Sciaroni writes back in agreement.¹⁷⁹ They both express the desire to see that Saba gets proper help and support.¹⁸⁰

July 30, 2016:
**Cucuzzella calls law enforcement anonymously;
asks the Board about getting help for Saba.**

Cucuzzella overhears a parent in the green room discussing “mandated reporting” in reference to an unrelated situation.¹⁸¹ At the time Cucuzzella does not fully understand the requirements of the mandatory reporting law because Junior Theatre has never

¹⁷² Confidential source/s.
¹⁷³ Confidential source/s.
¹⁷⁴ Confidential source/s.
¹⁷⁵ Confidential source/s.
¹⁷⁶ Confidential source/s.
¹⁷⁷ Confidential source/s.
¹⁷⁸ Confidential source/s.
¹⁷⁹ Confidential source/s.
¹⁸⁰ Confidential source/s.
¹⁸¹ Confidential source/s.

trained its staff on the law.¹⁸² Concerned about Saba's instability and the possibility that another child could be allegedly battered, Cucuzzella calls Child Protective Services (CPS) anonymously to ask for guidance on how to handle the situation, not revealing any identifying information about Junior Theatre, Saba, or the alleged victim.¹⁸³ He is informed that law enforcement could take no action if the victim was no longer in San Diego (as was the case).¹⁸⁴ He then calls the San Diego Police Department anonymously, also not revealing the identity of any of the parties, and the person he speaks to confirms what he was told by the person at CPS.¹⁸⁵

Cucuzzella sends an email to board president Darien Webster informing him about this latest incident with Saba allegedly lunging at him during the meeting, and asking Webster about the progress of the Board's investigation of the previous incident involving Saba in the girls' dressing room.¹⁸⁶ Cucuzzella pleads again for the Board to provide support for Saba because of Saba's high stress level and frequent angry outbursts, citing both the girls' dressing room incident of June 29 and Saba's alleged attempt to lunge towards Cucuzzella.¹⁸⁷ Cucuzzella also informs Webster in the email that he has called law enforcement about the girls' dressing room incident.¹⁸⁸ He does not expressly state that he called anonymously, fearing that if he did so the Board would continue to delay its investigation of Saba.¹⁸⁹

Webster replies to Cucuzzella's email, stating vehemently that Cucuzzella should "cease and desist" what he is doing; demanding that Cucuzzella not call the authorities; claiming the Board had completed and closed its investigation of the girls' dressing room incident; and requesting the name of Cucuzzella's lawyer (Cucuzzella did not have one at the time).¹⁹⁰

As of this date, the Board has still not interviewed or otherwise asked Cucuzzella, Sciaroni, Dale, or Cohen anything about the girls dressing room incident.¹⁹¹ Nor has the Board spoken to the alleged victim or her family.¹⁹² It is not known if any members of the Board interviewed Saba about the incident as of this date.

¹⁸² Confidential source/s.

¹⁸³ Confidential source/s.

¹⁸⁴ Confidential source/s.

¹⁸⁵ Confidential source/s.

¹⁸⁶ Confidential source/s; Exhibit 40, Board Statement of October 26, 2016.

¹⁸⁷ Confidential sources/s.

¹⁸⁸ Confidential source/s.

¹⁸⁹ Confidential source/s.

¹⁹⁰ Confidential source/s.

¹⁹¹ Confidential source/s.

¹⁹² Confidential source/s.

August 3, 2016:

The Board finally asks Cucuzzella for the alleged victim's name; the Board retains Gil Cabrera and he retains Edward Cramp; the Board amends the bylaws.

Board president Webster contacts Cucuzzella to ask him, for the first time, the name of the student Saba allegedly battered.¹⁹³ Cucuzzella promptly provides him with the girl's name.¹⁹⁴

Gil Cabrera is also retained around this date.¹⁹⁵ He quickly hires Edward Cramp, the Managing Partner of the San Diego office of Duane Morris, to represent the organization.¹⁹⁶

Also on this date the Board amends the organization's bylaws.¹⁹⁷ (It is unknown what specific term or terms are amended.)

August 5, 2016:

Edward Cramp introduces himself.

On or around this day attorney Edward Cramp arrives unannounced at Junior Theatre. He informs staff members he is there to investigate the girls' dressing room incident.¹⁹⁸ He is under the direct supervision of Gil Cabrera.¹⁹⁹

Cramp is also likely under the direct or indirect supervision of Krista Cabrera and other lawyer-trustees: around this time Saba would attempt to reassure a staff member that the Board was properly handling the controversial firings by referring to "all the lawyers on the board," by which he is said to have meant to imply that all of the trustees who are attorneys had advised or approved the actions of the Board, including Cramp's investigation.²⁰⁰

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¹⁹³ Confidential source/s.

¹⁹⁴ Confidential source/s.

¹⁹⁵ Gil Cabrera, October 27, 2016 meeting.

¹⁹⁶ Ibid.

¹⁹⁷ Exhibit 1, Bylaws of the San Diego Junior Theatre, Amended October 3, 2016.

¹⁹⁸ Confidential source/s.

¹⁹⁹ Gil Cabrera, October 27, 2016 meeting.

²⁰⁰ Confidential source/s.

August - Mid September 2016:
Edward Cramp “investigates.”

Edward Cramp conducts his investigation, separately interviewing Saba, Cucuzzella, Sciaroni, and Dale about Saba’s alleged battery in the girls’ dressing room.²⁰¹ He does not interview wig designer Francia Cohen, though she was present at the theater at the time of the incident.²⁰²

Cramp tells Cucuzzella he “is not tasked by the Board” to investigate the incident in which Saba allegedly lunged at Cucuzzella.²⁰³ (His eventual report to the Board would include a conclusion on that alleged lunging incident, however.²⁰⁴ See below.)

During his investigation Cramp speaks with a parent of the child allegedly battered.²⁰⁵ (He does not speak with the other parent, though the couple is divorced.)²⁰⁶ When describing the incident he was investigating to the alleged victim’s parent, Cramp identifies the location of the incident as a “Backstage Area” and at no point does he indicate the true location.²⁰⁷ He describes the incident to the parent as, “Jimmy put his hand on her shoulder and said ‘I’m serious.’”²⁰⁸ (Nearly two months after he spoke with Gil Cabrera and Cramp, this parent of the alleged victim would send an angry email to Gil Cabrera demanding a new investigation into the incident after learning from the public controversy that the incident actually occurred in the girls’ dressing room and Saba is alleged to have done more than place his hand on the girl’s shoulder.²⁰⁹ See below, November 2, 2016.)

Cramp makes one or possibly two attempts to schedule an interview with the alleged victim through this parent, but never follows through to secure the interview, and never interviews her before finalizing his report.²¹⁰

He does not attempt to interview any of the eyewitnesses to the actual incident, i.e., the other girls who were present in the girls’ dressing room at the time Saba entered.²¹¹ He does not

²⁰¹ Gil Cabrera, October 27, 2016 meeting; confidential source/s.

²⁰² Confidential source/s.

²⁰³ Confidential source/s.

²⁰⁴ Confidential source/s.

²⁰⁵ Gil Cabrera, October 27, 2016 meeting; Exhibit 40, Board Statement of October 26, 2016; confidential source/s.

²⁰⁶ Confidential source/s.

²⁰⁷ Confidential source/s.

²⁰⁸ Confidential source/s.

²⁰⁹ Confidential source/s.

²¹⁰ Gil Cabrera, October 27, 2016 meeting.

²¹¹ Ibid.

consider or investigate the possibility that a separate offense may have been committed by Saba against these girls if any of them suffered emotional trauma from witnessing the incident.²¹²

Cramp finishes his investigation by the end of the month and submits his report to the Board. Cramp's report concludes the following: Jimmy Saba's testimony on the matter was credible; Saba "did not act inappropriately," the other staff witnesses—Cucuzzella, Sciaroni, and Dale—were "not credible;" and the incident occurred in the green room or other backstage area, rather than in the girls' dressing room.²¹³ He also separately concludes that the incident where Saba lunged at Cucuzzella did not happen, based on the apparently incorrect or false testimony of HR consultant Marty Bacerra that Saba had left the meeting with her, and despite not having even interviewed Cucuzzella about the incident.²¹⁴

It is not known whether Cramp's report considers or makes any conclusion regarding the potential legal liability faced by the organization because of the girls' dressing room incident, or whether Board members who were informed of Saba's alleged battery could be personally liable under the mandated reporting law if they failed to promptly report that incident to law enforcement, or whether they may be personally liable in civil court for failure to adequately supervise Saba.

September 20, 2016:

Gil Cabrera posts an ironic message on Facebook about unceremonious dismissals of highly respected staff members and other "terrible" non-profit board decisions.

Gil Cabrera posts on Facebook in reference to the sudden firing of a highly respected staff member at an unrelated San Diego non-profit:

To unceremoniously dismiss him from this position is an unfortunate example of how non-profit boards can make terrible decisions when a few individuals dominate a board of directors and do not understand the mission of the organization they lead or their role in it.²¹⁵

Also on or around this day, Gil Cabrera helps orchestrate the unceremonious and retaliatory firings of Tony Cucuzzella and Rayme Sciaroni at the behest of a few individuals

²¹² Gil Cabrera, October 27, 2016 meeting.

²¹³ Exhibit 40, Board Statement of October 26, 2016; Gil Cabrera, October 27, 2016 meeting.

²¹⁴ Confidential source/s.

²¹⁵ Exhibit 32, Gil Cabrera Facebook Post, September 20, 2016.

dominating the Junior Theatre's board.²¹⁶ (Among them are his wife Krista Cabrera, whose job at Foley & Lardner includes advising clients on avoiding HR retaliation; Darien Webster, a convicted criminal who apparently defrauded wildfire victims and Junior Theatre itself with unlicensed contracting work; Lizabeth Persons Price, who arranged for the organization to give her a lucrative consulting contract to spend time on Facebook; and Ken Ruggiero, a banker who put his own house on the line for a loan to a mismanaged and financially flailing organization, and who is avowedly anxious to see it quickly repaid.)

September 24, 2016:
Trustees meet in private;
Saba tells the Board "It's them or me;"
Webster (and likely Gil Cabrera) search the employees' computers
after hours.

Several members of the Board meet in private with Saba to discuss Cramp's investigation.²¹⁷ He tells them that he no longer feels comfortable working with Cucuzzella and Sciaroni and that, "It's them or me."²¹⁸

Also around this time Saba instructs staff members to "leave your computers on tonight," claiming there will be some sort of IT work performed on them.²¹⁹ In fact, the computers are searched by Webster and likely Gil Cabrera, who find the email exchange between Cucuzzella and Sciaroni in which they express concern for Saba's behavior.²²⁰

September 28, 2016:
The Board votes to fire Tony Cucuzzella and Rayme Sciaroni.

The Board holds a meeting to discuss Cramp's investigation. The majority of the Board in attendance, including Saba's old friends Webster, Persons Price, Dawson, Krista Cabrera, and Braun, as well as trustees Morrison and Quiñones want to clear Saba of all wrongdoing and terminate Cucuzzella and Sciaroni.²²¹ Trustee Joseph Marron expresses concern that the investigation had been improperly handled by Cramp, and expresses the belief that it is

²¹⁶ Gil Cabrera, October 27, 2016 meeting.

²¹⁷ Confidential source/s.

²¹⁸ Confidential source/s.

²¹⁹ Confidential source/s.

²²⁰ Confidential source/s.

²²¹ Confidential source/s.

Saba who should be terminated, not Cucuzzella and Sciaroni.²²² The Board votes to remove Marron from his position on the board and he is then told to leave the meeting.²²³

Celestina Cozic, the Parent Auxiliary member of the board at the time, also expresses disapproval of Saba and support for Cucuzzella and Sciaroni.²²⁴ (Her tenure on the board was up for renewal on October 1, and the Board would decline to reappoint her.)²²⁵

Trustee Ron Williams, who was out of town, had asked Webster to be included via telephone to vote against the termination of Cucuzzella and Sciaroni, but was told by Webster that no trustees would be allowed to appear at the meeting by phone.²²⁶ Despite this, Webster allows one or more other trustees to appear by phone to vote with the majority.²²⁷

The Board then votes to exonerate Saba for the alleged battery, and votes to terminate Cucuzzella and Sciaroni for “insubordination,” or “not following the chain of command,” purportedly based on their emails to each other expressing concern about Saba.²²⁸

September 29, 2016:

Tony Cucuzzella and Rayme Sciaroni are unceremoniously fired.

Webster and Persons Price call Cucuzzella and Sciaroni separately into the production office and inform them each in turn they are terminated.²²⁹ When asked, the president and past-president give no reason for the terminations, with Webster only responding, “the Board decided to terminate your employment.”²³⁰

As they terminate Cucuzzella, Webster sees him check a message on his phone and demands to know if the phone is the property of Junior Theatre (it is not); meanwhile Persons Price confiscates an outdated Rolodex from off Cucuzzella’s desk.²³¹ Cucuzzella and Sciaroni are forbidden from saying goodbye to other staff members, and are immediately escorted off the

²²² Confidential source/s.

²²³ Confidential source/s.

²²⁴ Confidential source/s.

²²⁵ Confidential source/s.

²²⁶ Confidential source/s.

²²⁷ Confidential source/s.

²²⁸ Confidential source/s.

²²⁹ Confidential source/s.

²³⁰ Confidential source/s.

²³¹ Confidential source/s.

premises by Webster.²³² A large man, unknown to staff members and most likely a plainclothes security guard, is present in the hallway as this occurs.²³³

Over the last two or more decades, no employee of Junior Theatre has ever been dismissed so unceremoniously.²³⁴

Saba (who had left the building shortly before the terminations²³⁵) sends an email later in the day to staff informing them of the firings. It reads:

Dear Staff:

Effective immediately Tony Cucuzzella and Rayme Sciaroni are no longer employed by San Diego Junior Theatre. I realize this news will come as a very big shock to you all. I take no pleasure in the reporting of it and I am not at liberty to discuss specifics.

As you all process this news, I ask you all to move forward in a manner that puts San Diego Junior Theatre, and its reputation, first. Should you receive questions from students and families – the details are confidential.

I will be calling individual meetings with staff regarding immediate coverage – first with senior staff, and then with those individuals who are most affected.

Please plan on attending the Staff Meeting on Oct 8 at 10:00 am.

Sincerely,
James Saba²³⁶

As word spreads later that day that “Tony and Rayme were fired and escorted out of the building,” numerous members of the community begin calling and emailing Saba, other Junior Theatre staff members, and Board members for information, but no details are released.²³⁷

At this time rehearsals for the upcoming performance of *Chitty Chitty Bang Bang* are in progress. Sciaroni was scheduled to direct a performance of Junior Theatre’s traveling singing group in a few weeks, as well as direct the upcoming production of *Little Shop of Horrors*. The community is uncertain what to make of such sudden terminations in the midst of a busy

²³² Confidential source/s.

²³³ Confidential source/s.

²³⁴ Confidential source/s.

²³⁵ Confidential source/s.

²³⁶ Exhibit 33, Jimmy Saba Email to Staff, September 29, 2016.

²³⁷ Confidential source/s.

schedule for the children in the program.²³⁸ Many begin to wonder what could cause the organization to fire the two men so suddenly and in such a manner that would adversely affect the reputation of the two men.²³⁹

September 30, 2016:

The Board orders the Assistant Production Manager to inform the parents of cast and crew of *Chitty Chitty Bang Bang* about the firings via an email.

Around this time the Board refuses to instruct or allow Theresa Wulf, the organization's highly experienced communications and public relations expert, to handle the growing community uproar, despite her offers of assistance.²⁴⁰ Nor do the communications and public relations professionals on the Board, including Persons Price and Becky Biegelsen, take any action or send out any statements to attempt to stave off the rapidly growing damage to the organization's reputation.²⁴¹

Instead, the Board instructs Assistant Production Manager Kyle Waterman (who has been on staff approximately a year) to send an email to the parents of the cast and crew of *Chitty Chitty Bang Bang*, stating:

As many of you have heard already, there has been staffing changes here. As of yesterday, Rayme and Tony are no longer employed by Junior Theatre. As this is a personnel matter, details are confidential and will not be discussed.

Kyle Waterman,
Interim Production Manager²⁴²

(This email was actually composed by Gil Cabrera or another one of the lawyers advising the Board.)²⁴³

Later, Saba sends an email to parents of children in Junior Theatre's traveling group, stating in part "I know many of you are aware of the recent staff changes at JT. I also understand that many of our families want answers. Unfortunately I can only report that the matter is

²³⁸ Matt Valenti; confidential source/s.

²³⁹ Ibid.

²⁴⁰ Confidential source/s.

²⁴¹ Matt Valenti; confidential source/s.

²⁴² Exhibit 34, Kyle Waterman Email to Parents, September 30, 2016.

²⁴³ Confidential source/s.

confidential. Confidentiality protects *everyone* involved.”²⁴⁴ He does not identify who “*everyone*” includes.”²⁴⁵

These two emails would be the only written communication the organization releases regarding the sudden firings, until the Board issues a statement nearly a month later (see October 26, 2016 below).

Also on or around this date Saba asks a student in the program to inform the cast and crew of *Chitty Chitty Bang Bang* that Cucuzzella and Sciaroni are no longer working at Junior Theatre.²⁴⁶ Saba knows that this child highly esteemed the two fired men and had long considered them to be mentors.²⁴⁷ Saba tells the child he thinks “it would be better if you told them,” rather than Saba himself.²⁴⁸

October 1, 2016:
The Board hires armed plainclothes security.

Around this date the Board hires a private security company to provide plainclothes security guards who are apparently armed with concealed weapons.²⁴⁹ They begin patrolling the city-owned buildings and public park spaces utilized by Junior Theatre.²⁵⁰ The cost for each guard is \$65.00 an hour, and at some points in the following weeks it appears that at least two guards are on duty at a time, for several hours each day.²⁵¹

Junior Theatre had never hired security guards before.²⁵² The staff is told by the Board that with the termination of Cucuzzella and Sciaroni the staff was depleted and the security was simply there to serve as “extra eyes and ears.”²⁵³

The guards begin to perform surveillance on various staff members, including Dale, as well numerous family members and children in the cast and crew of *Chitty Chitty Bang Bang*.²⁵⁴ The plainclothes security guards write down license plate numbers and follow various

²⁴⁴ Exhibit 36, Jimmy Saba Email to Parents, September 30, 2016. (Emphasis in original.)

²⁴⁵ Ibid.

²⁴⁶ Confidential source/s.

²⁴⁷ Confidential source/s.

²⁴⁸ Confidential source/s.

²⁴⁹ Matt Valenti; confidential source/s.

²⁵⁰ Matt Valenti; confidential source/s.

²⁵¹ Confidential source/s.

²⁵² Confidential source/s.

²⁵³ Confidential source/s.

²⁵⁴ Matt Valenti; confidential source/s.

community members throughout Balboa Park, including areas of the park not within the control of Junior Theatre.²⁵⁵

October 3, 2016:
The Board amends the bylaws again.

For the second time in two months the Board amends the organization's bylaws.²⁵⁶ It is not known which specific term or terms are amended. The certificate of adoption of bylaws is signed by Darien Webster and Karen Quiñones.²⁵⁷

October 6, 2016:
Board members intimidate and harass Diane Dale at work; she tells them, "I think your employees deserve more respect."

Box Office Supervisor Diane Dale (who worked for Junior Theatre over twenty years) sends an email to Saba and Webster describing the emotional toll witnessing the sudden firings of her longtime colleagues was taking on her.²⁵⁸ She goes on to add:

[A]fter watching a box being carried in for each of them [Cucuzzella and Sciaroni] followed by them being escorted out, and then to come to work the next day and every day since to find a similar box perched outside my box office door, I am left feeling incredibly anxious feeling I am next, ALL of this feels like emotional intimidation. I think your employees deserve more respect.²⁵⁹

Early October 2016:
The community responds.

In the weeks following the sudden firings of Cucuzzella and Sciaroni the community struggles to comprehend what has happened.

Hundreds, if not thousands of messages are posted on Facebook and other social media regarding the controversy, from students, parents, patrons, donors, and alumni of Junior Theatre—many of the messages from across the country and abroad. A special Facebook page

²⁵⁵ Matt Valenti; confidential source/s.

²⁵⁶ Exhibit 1, Bylaws of the San Diego Junior Theatre, Amended October 3, 2016.

²⁵⁷ Ibid.

²⁵⁸ Confidential source/s.

²⁵⁹ Confidential source/s.

called “Friends of Rayme and Tony” is established and numerous members of the community begin to post there, many calling for the Board to provide transparency on its decision.

During several performance nights of *Chitty Chitty Bang Bang*, a few community members set up a table near the theater at which children and families can write a “Heart Gram” for Cucuzzella and Rayme on colored construction paper, and nearly a hundred are collected and sent to the two men.²⁶⁰ This table and the families and children who came by to write messages of support for the two men would quickly become a focal point of the surveillance performed by the plainclothes guards.²⁶¹

A pivotal event occurs during this time period when a teenage Junior Theatre student creates an online petition calling for the Board to reconsider its decision. The petition reads in full:

The San Diego Junior Theatre Board of Trustees

Dear Darien Webster, Lizbeth Persons Price, Ken Ruggiero, Catherine Morrison, Becky Biegelsen, David Braun, Krista Cabrera, Stephen Flach, Celestina Cozic, Joan Dawson, Michael Luisi, Dr. Joseph M. Marron, Karen Quiñones, Jason Rao, and Ron Williams: **We are very disappointed with your decisions.** Please read the list of signatures and comments on this petition, and reconsider your decision. The secrecy of the SDJT Board of Trustees must come to an end. We demand **transparency and change.**²⁶²

By the time the petition closes a month or two later there would be more than 330 signatures and dozens of heartfelt and passionate messages posted to the petition. A brief selection of quotes from the comments of the online petition serves to illustrate the depth of feeling experienced by the community in response to the termination of Cucuzzella and Sciaroni:

“I am Appalled that these 2 incredible, talented men were let go.” ...

“Hard to imagine JT without those two pillars of the community.” ...

“Dear Jim Saba - From the arts community perspective, to dismiss Rayme Sciaroni, without stated cause, is so disappointing about the SDJT judgement. Rayme brought such a touch of professionalism to the ‘stars of the future’.
Sincerely, Rob Appel - Publisher-Editor, SD Theatre Reviews / BRAVO SD” ...

²⁶⁰ Matt Valenti; confidential source/s.

²⁶¹ Matt Valenti; confidential source/s.

²⁶² Exhibit 37, Online Petition Including Full Signatories and Comments, January 2017. (Emphasis in original.)

“Under Rayme and Tony, JT has witnessed a performance renaissance like no other. Their leadership, determination, and skillful management helped JT put on some of the best youth theatre productions I ever witnessed.” ...

“As a former colleague of Tony and Rayme, I’m astounded to learn they’re no longer with San Diego Junior Theatre. I’ve admired and respected their work for many years and can’t imagine what prompted their simultaneous departure from the organization.” ...

“As a pit orchestra musician for about ten JT productions and four Spring Swing shows I hold Rayme and Tony in high regard. They show great professionalism, dedication and passion for musical theater and working with young people and are clearly loved by the cast, crew and JT community as a whole.” ...

“I first worked with Tony professionally in 1981. I have known him longer than I have known my wife. He is an honorable man, dedicated to the kids of Junior Theatre. I have been in awe of Rayme’s talents for years. Both proven assets to Junior Theatre. I do not understand their dismissal.” ...

“This is an absolute outrage! My daughter has been with JT for several years and has had the opportunity to be involved in several shows with both of these gentlemen. The students see how much they put in to every show. Some of the shows have rivaled Broadway level performances.” ...

“There is no way this will be any sort of ‘smooth transition’. You cannot fire two men who contribute the most to the establishment or shows, with no explanation. Very disturbing.” ...

“Horrible and so sad. How could they do this to Tony and Rayme? They were the 2 people at jt that I trusted the most.” ...

“Why?”²⁶³

The teenager who created the online petition would soon receive a cease and desist type letter from Gil Cabrera implying the threat of legal action (as detailed in October 19, 2016 below).

Although nearly all the comments on the petition focus exclusively on the sudden loss of Cucuzzella and Sciaroni, there is an expository comment left by an anonymous poster with the screen name “ParentNow Now”:

²⁶³ Ibid.

Parents, alumni, and students need to know what is REALLY going on at the top levels of JT. Very simply, corruption. The snakes & rats on the Board are protecting its incompetent Exec Director James Saba, and Tony/Rayme were its sacrificial lambs.

How is it that someone with NO experience RUNNING a theater company gets hired to actually RUN one of the most prestigious junior theatre companies in the country?

Answer: friends in high places. Over the last 3 years, donations under the helm of Saba have been abysmal, and JT is practically running IN THE RED. Have I got your attention now?

Follow the money (or lack of it) people. A college intern would probably be just as effective as Mr. Saba in raising funds. He MUST GO....and the head SNAKES in charge MUST GO. Saba's buddies will always have his back, so the whole lot MUST GO.

We MUST not let them get away with trying to ruin two mens' careers, men who are loved by so many of us and who are the real backbone of JT. Make phone calls, write letters and emails, make life hell for those at the top. Put pressure on those in charge and DO NOT support JT with your money until changes are made AT THE TOP. Repeat, NO \$\$\$. Our outrage must be LOUD and PUBLIC.

Please copy this and send to anyone you know affiliated with JT. Something is rotten in our theater and the stench is coming from top Board members. If you don't know who they are, find out! We must take back OUR theater!!²⁶⁴

Also during this period, many members of the community begin discussing Saba's alleged battery in the girls' dressing room. Once incident becomes more widely known, the Junior Theatre staff and Board begins to receive a high volume of complaints and expressions of deep disappointment in the organization.²⁶⁵ Yet at no time do any of the public relations professionals on the Board make any formal statement to the public, or authorize Theresa Wulf, the organization's communications director, to do so.²⁶⁶

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²⁶⁴ Ibid. (Emphasis in orginial.)

²⁶⁵ Confidential source/s.

²⁶⁶ Confidential source/s.

October 8, 2016:

Diane Dale speaks up at a staff meeting and reminds the Board she is a witness to Saba's alleged battery; Treasurer Ken Ruggiero states his "home is on the line."

A staff meeting is held and trustees Webster and Ruggiero attend. The topic is the recent firings of Cucuzzella and Sciaroni.

Ruggiero tells the staff that his own child or children had expressed shock and dismay at the decision to fire Cucuzzella and Sciaroni, and that doing so had been "very difficult," but that the staff should trust the decision was made in the best interests of Junior Theatre because "I've put my own home on the line with a loan to JT."²⁶⁷

Box Office Supervisor Diane Dale speaks at the meeting and reminds the board members she was a witness to Saba's alleged battery, and that she knows Cucuzzella and Sciaroni "did nothing wrong and everything right."²⁶⁸ She tells the board members and Saba that she has "lost all respect" for them.²⁶⁹ Within days she would become the next target of the Board's campaign of retaliation and witness intimidation (see below).

Also around this date wig designer and makeup artist Francia Cohen receives a phone call from Saba, who inquires about her feelings regarding the controversies.²⁷⁰ (Cohen would later report the purpose of his call appeared to be to test her loyalties.)²⁷¹ Cohen replies that she feels "there's something very suspicious" about the terminations of Cucuzzella and Sciaroni, and she tells Saba: "Jimmy, sooner or later the truth always comes out."²⁷² Cohen would also soon become the next target of the Board's campaign of retaliation and witness intimidation (see below).

October 10, 2016:

The Board's internal memo.

The Board sends staff members an email message containing what is described as an "internal memo," which reads:

²⁶⁷ Confidential source/s.

²⁶⁸ Confidential source/s.

²⁶⁹ Confidential source/s.

²⁷⁰ Confidential source/s.

²⁷¹ Confidential source/s.

²⁷² Confidential source/s.

Junior Theatre Staff,

As you are aware, two members of our staff are no longer with Junior Theatre. This has understandably caused some confusion and concern among our kids, parents, staff, volunteers and alumni. As with any personnel matter, the details surrounding an employee's departure are not openly shared in order for the organization to protect the privacy rights of those involved.

No decision was made lightly or without full Board consultation. The conclusion we came to, although very difficult, was made with due diligence and care. Please be assured that all was done keeping in mind the best interests of the children, families and community involved with Junior Theatre. We have heard the community concerns. As the Board of a youth-focused organization, we understand the need of parents to be assured of the safety of their children. Please know that the employment-related changes do not concern any inappropriate conduct involving any of our students.

Moving forward together, San Diego Junior Theatre will remain a vibrant and inclusive organization that provides engaging, innovative, high quality theatre education and productions for children of all cultural heritages, ages, abilities and levels of interest.

Respectfully,

San Diego Junior Theatre
Board of Trustees²⁷³

October 19, 2016:

The Board moves its regularly scheduled meeting to a secret location; Gil Cabrera sends his first threatening letter.

A regularly scheduled meeting of the Board (which are normally held in one of the rooms of the Casa del Prado building) is suddenly moved without notice to an undisclosed off-site location, after the Board hears that several parents and community members had called the office and stated they wished to attend.²⁷⁴ (Several of these parents and community members had gathered in the Casa del Prado courtyard and were waiting to attend the meeting before they learned it was moved offsite).²⁷⁵

Earlier in the day Gil Cabrera sends a cease and desist email to the teenage Junior Theatre student who created the online petition. The email reads:

²⁷³ Exhibit 35, Board of Trustees Internal Memo to Staff, October 10, 2016.

²⁷⁴ Matt Valenti; confidential source/s.

²⁷⁵ Ibid.

[Redacted],

I represent San Diego Junior Theatre. I will note that I am representing Junior Theatre on a pro bono basis. The Board is in receipt of your petition calling for greater transparency and information regarding recent employment actions taken by Junior Theatre. While I appreciate the passion and support for certain individuals and Junior Theatre generally as well as the desire for more information, it is important to understand that Junior Theatre and its Board of Directors cannot provide any further information without violating the law and the privacy rights of a number of employees and former employees. As such, the Board and employees of Junior Theatre are at a disadvantage in that individuals can levy a number of false accusations or spread rumors, but the Board and Junior Theatre cannot provide any additional information publicly. I suspect the individuals stoking these issues are aware of this limitation and taking advantage of it.

One thing that is important for you and others to know, however, is that the Board of Directors is made up of all volunteers, a number of whom are themselves alumni of Junior Theatre and some of whom currently have children in Junior Theatre. As such, all of these individuals take their responsibilities very seriously and made these decisions only after a thorough independent investigation – that involved an outside attorney with no connection to Junior Theatre or any of the individuals involved. Also for your information, the outside counsel conducted the independent investigation on a pro bono basis.

Finally, I have reviewed a number of posts on the Facebook site dedicated to this issue. A number of these posts make disparaging and rumor filled remarks about Board members and employees of Junior Theatre. Many of these posts are likely defamatory and are doing damage to the reputations of individuals without any factual basis supporting the allegations. I would caution you and others about doing damage to individuals' reputations who have only taken steps to protect Junior Theatre and its students. In addition, efforts being currently made to protest or otherwise publicly discuss these issues will only damage Junior Theatre – an institution you claim to want to protect.

Should you have any questions regarding the above, please do not hesitate to contact me.

Yours,
Gil Cabrera, Esq.²⁷⁶

Also on this day Cohen gathers a few items belonging to Cucuzzella and Sciaroni, including plastic trophies and coffee mugs, and brings them home with the intention of

²⁷⁶ Exhibit 38, Gil Cabrera Cease and Desist Email to Teenage Student, October 19, 2016.

delivering them to the two men.²⁷⁷ Kyle Waterman sees her take the items and reports her to Saba and Webster.²⁷⁸ On or around this date, Webster, knowing that the only items Cohen has taken were items belonging to Cucuzzella and Sciaroni, makes a police report accusing her and Diane Dale of burglary.²⁷⁹

After learning about this police report from a staff member, Cohen returns all the items to the theater the next day and leaves a note with them indicating they belonged to Cucuzzella and Sciaroni.²⁸⁰

October 21, 2016:

Francia Cohen tenders her resignation in a letter.

Francia Cohen leaves a resignation letter with Diane Dale. It reads:

I quit!

I can no longer work at a children's theater that does not put child's safety first. I am resigning as of today. I can no longer be a part of it. I fulfilled my duties for this [*Chitty Chitty Bang Bang*] show. Wigs completed. I submitted the receipts. If anyone from SDJT tries to intimidate me in the least (ie- calls, emails) I will seek an attorney and sue you for any harassment. I am not a staff at SDJT. I am only a designer that wanted the TRUTH!!! I'm also not an employee and have signed no contracts with SDJT.²⁸¹

October 26, 2016:

The Board issues a statement;

Gil Cabrera sends a second threatening letter, this time to Francia Cohen, which includes a false accusation of theft.

The Board finally releases a public statement on the firings, written by Gil Cabrera.²⁸² The statement is reprinted by the *San Diego Union Tribune* later in the day in an article titled, "San Diego Junior Theatre board offers new statement on dismissals".²⁸³ The board's statement claims, among other things, that "these departures [the terminations of

²⁷⁷ Confidential source/s.

²⁷⁸ Confidential source/s.

²⁷⁹ Confidential source/s.

²⁸⁰ Confidential source/s.

²⁸¹ Confidential source/s. (Emphasis in original.)

²⁸² Gil Cabrera, October 27, 2016 meeting.

²⁸³ <http://www.sandiegouniontribune.com/entertainment/theater/sd-et-theater-juniorthatre-20161018-story.html>

Cucuzzella and Sciaroni] are in no way related to any safety issues or inappropriate behavior related to the children under our care.”²⁸⁴

The statement acknowledges the now widely-known incident involving Saba’s alleged battery, but does not identify Saba by name, calling him only an “employee,” and uses the term “backstage area” to describe the location of the incident, rather than identifying it as the girls’ dressing room.²⁸⁵ The encounter between Saba and the child is labeled a “discussion,” and Saba’s actions are described as “[t]he employee placed their hand on the shoulder of the student while speaking with the student and stated ‘you need to stop that,’ or words to that effect.”²⁸⁶

The statement also claims the subsequent terminations of Cucuzzella and Sciaroni “were not based on the report of this incident to the Board of Trustees.”²⁸⁷ It is silent however about whether the terminations were based on the subsequent call the Board knew Cucuzzella placed to law enforcement.²⁸⁸ The statement claims that because of the “privacy rights of these employees [Cucuzzella and Sciaroni]” Junior Theatre could provide no further information.²⁸⁹ (Notably, however, the Board’s statement reveals significant personal information about the alleged victim of Saba and the alleged victim’s father,²⁹⁰ albeit inaccurate information.²⁹¹)

The statement ends with “[i]n the interests of attempting to answer any remaining questions, a representative of Junior Theatre will be available on Thursday afternoon [the next day] at 5pm at 600 West Broadway, Suite 700.”²⁹² (The address is the office of Gil Cabrera.²⁹³)

Also on this day Gil Cabrera sends his second cease and desist letter to a member of the Junior Theatre community.²⁹⁴ This time it is to contract employee Francia Cohen, the wig and makeup artist.

²⁸⁴ Exhibit 40, Board Statement of October 26, 2016.

²⁸⁵ Ibid.

²⁸⁶ Ibid.

²⁸⁷ Ibid.

²⁸⁸ Ibid.

²⁸⁹ Ibid.

²⁹⁰ Ibid. The statement reads in relevant part, “The student’s father indicated he had picked up the student that day, the student had not raised any issues with him and he doubted ‘[the student] considered it a big deal.’”

²⁹¹ Confidential source/s. See also, Timeline, November 2, 2016, which includes this father’s email to Gil Cabrera in which he states, “My daughter from the bgining [sic] was not willing to divulge the dressing room part probably because she was scared like many other kids that she would get in trouble.”

²⁹² Exhibit 40, Board Statement of October 26, 2016.

²⁹³ <http://www.cabrerafirm.com/contact.aspx>

²⁹⁴ It is unknown if Gil Cabrera sent cease and desist type letters (or letters accusing individuals of a crime) to additional Junior Theatre community members other than the two identified herein. Gil Cabrera was requested to identify and provide copies of any other such letters, but to date no response to this request has been made.

This letter goes further than the letter Gil Cabrera previously sent to the teenage student. It contains not only a cease and desist demand targeted at Cohen's statements on Facebook, but also includes the accusation that Cohen committed a theft from Junior Theatre. (Cohen would be quickly and completely cleared of these accusations, as described below.) The letter reads in full:

Re: Cease and Desist Defamatory Statements

Dear Ms. Cohen:

I represent your former employer, San Diego Junior Theatre ("SDJT"). SDJT has learned from several sources that you are publicly defaming SDJT and individuals associated with it. In particular, you have communicated publically that you "can say from direct knowledge that the Board is NOT putting a child's welfare first." This statement implies, and we are told you have directly stated, that children are in danger at SDJT. Such statements are blatantly false and potentially damaging to SDJT and the reputations of individuals related to SDJT.

SDJT therefore demands that you cease and desist from making any further defamatory statements regarding SDJT, its Board or its employees. SDJT also demands that you take down any post already made concerning SDJT that is doing damage to its reputation and the reputation of those involved with the organization.

In addition, we are aware that you stole property from SDJT's offices on Wednesday, October 19, 2016. I have attached a Facebook post where you admit doing this with two other individuals. We demand the return of all property removed from SDJT's offices without authorization. Regardless of what you think you were doing, this constitutes conversion and will be treated seriously by SDJT.

You have stated that you were not an employee of SDJT and you never signed any agreements with SDJT. I have attached your signed acknowledgment of the Employee Handbook and the terms and conditions of employment related thereto.

Should you fail to remove the offending posts and return the property you took, or further defame SDJT, I have been authorized to use all legal recourse available to protect SDJT's interests and secure return of the property, including initiation of a civil action seeking damages, punitive damages and attorneys' fees and costs.

Very truly yours,

Guillermo Cabrera
of
THE CABRERA FIRM, A.P.C.²⁹⁵

The letter contains an attachment which includes the photo of a single page of a document purported to be from Cohen's employment agreement with Junior Theatre, and

²⁹⁵ Exhibit 39, Gil Cabrera Cease and Desist/False Theft Accusation Letter, October 26, 2016.

screenshots of a Facebook “chat room” in which Cohen purportedly discusses her and another individual leaving Junior Theatre with “a bag of items.”²⁹⁶

In fact, Cohen and the other individuals were permitted to be in Junior Theatre at the time, and the items in question were the personal property of Sciaroni and Cucuzzella, and not the Junior Theatre, and all were essentially worthless items such as coffee mugs and plastic trophies.²⁹⁷ These facts were made clear in the Facebook “chat room,” including pictures of the mugs and trophies, which Gil Cabrera and Webster had somehow gained access to viewing, apparently with the assistance of Kyle Waterman.²⁹⁸

October 27, 2016:

Gil Cabrera holds a meeting at his office where he makes numerous startling admissions.

Gil Cabrera holds a meeting at his office. The meeting conflicts with the final dress rehearsal for *Chitty Chitty Bang Bang*, at which many parents would normally attend for the opportunity to photograph the performance. Nevertheless, at least a dozen parents, volunteers, alumni, and other Junior Theatre community members attend the meeting, including Matt Valenti, the author of this complaint. Gil Cabrera is the only representative of the Board at the meeting, although after the meeting ends it is discovered that his wife Krista Cabrera was somewhere in her husband’s office suite during the meeting.²⁹⁹

Before starting the meeting, Gil Cabrera informs the attendees that he will be recording the meeting on his phone. Valenti states that if the attendees are going to consent to be recorded, Gil Cabrera should agree to make a copy of the recording available to the attendees afterwards. Gil Cabrera agrees to do so.³⁰⁰ (Despite the agreement that night, and his subsequent promise the next day to supply the recording “by next week,”³⁰¹ Gil Cabrera has never provided the recording.³⁰² See below.)

The meeting begins and Gil Cabrera quickly makes several damaging admissions.

²⁹⁶ Ibid.

²⁹⁷ Confidential source/s.

²⁹⁸ Confidential source/s.

²⁹⁹ Matt Valenti; confidential source/s.

³⁰⁰ Gil Cabrera, October 27, 2016 meeting.

³⁰¹ Exhibit 41, Gil Cabrera Email to Matt Valenti, October 28, 2016.

³⁰² The recording of the meeting, if made available by Gil Cabrera, will confirm the veracity of the description of the meeting contained herein.

The first occurs when Valenti points out that Gil Cabrera's wife Krista is a trustee of the Board, and asks Gil Cabrera if he had therefore evaluated whether his representation of Junior Theatre complied with Rule of Professional Conduct 3-310. Valenti reads the relevant portions of the Rule to him and asks if Junior Theatre had executed an appropriate written waiver of the conflict of interest pursuant to the Rule.³⁰³ Gil Cabrera appears to hesitate, and responds that the organization did sign such a waiver.³⁰⁴ (Despite a request at the meeting and a follow-up request in writing, Gil Cabrera has never provided a copy of this waiver, see below.)

Valenti states that it appears Gil Cabrera wrote the October 19 email to the teenage student and his October 26 cease and desist letter to Francia Cohen (discussed above) in an attempt to silence them for exercising their First Amendment rights over a matter of public concern, and that in any event neither the teenage student nor Cohen had stated anything defamatory because there was in fact significant reason to doubt the organization was properly attending to the safety of the children. Valenti then asks if Gil Cabrera had considered whether the organization would be liable under Anti-SLAPP laws and "SLAPP-back" suits if it followed through with Gil Cabrera's legal threats.³⁰⁵ Gil Cabrera replies that he is confident the organization wouldn't be liable for a SLAPP-back suit because he had successfully represented a client in an Anti-SLAPP case which went through an appellate court.³⁰⁶ He does not attempt to dispute the substance of Valenti's statement, however.³⁰⁷

As the meeting progresses Gil Cabrera's admissions continue.

He admits he is "not sure" if the trustees on the Board are bound by the mandatory reporting law, eventually stating "I'm not going to take a position on that."³⁰⁸

³⁰³ Rule of Professional Conduct of the State Bar of California 3-310 reads in relevant part:

"(B) A member shall not accept or continue representation of a client without providing written disclosure to the client where: (1) The member has a legal, business, financial, professional, or personal relationship with a party or witness in the same matter; . . . (C) A member shall not, without the informed written consent of each client: (1) Accept representation of more than one client in a matter in which the interests of the clients potentially conflict; or (2) Accept or continue representation of more than one client in a matter in which the interests of the clients actually conflict."

³⁰⁴ Gil Cabrera, October 27, 2016 meeting.

³⁰⁵ Code of Civil Procedure §§425.16 and 425.18, which provide procedural protections against "lawsuits brought primarily to chill the valid exercise of the constitutional rights of freedom of speech and petition for the redress of grievances," and provide legal remedies, including attorneys' fees and punitive damages, for defendants wrongly sued for the exercise of their free speech rights.

³⁰⁶ Gil Cabrera, October 27, 2016 meeting.

³⁰⁷ Ibid.

³⁰⁸ Ibid.

He admits that his wife Krista Cabrera has known Executive Director Jimmy Saba since they were children together in the Junior Theatre.³⁰⁹

He admits that Edward Cramp is a longtime friend or associate (though he denies they have a close friendship), and that he (Gil Cabrera) “reached out” to Cramp on behalf of Junior Theatre.³¹⁰ (This is contrary to what he stated in the cease and desist email sent to a teenage student on October 19, in which he described Cramp as “an outside attorney with no connection to Junior Theatre or any of the individuals involved.”³¹¹)

He admits that Edward Cramp’s report falsely concluded the battery allegedly committed by Saba occurred in the “green room” or “backstage area.”³¹² He further admits there were no witness statements or other evidence to indicate it had occurred anywhere but in the girls’ dressing room.³¹³

He admits (or does not deny) that the Junior Theatre had an incident in the past where a female adult entered the boy’s dressing room unannounced (without having been also alleged to commit a battery) and was subsequently banned by the Board from re-entering the backstage areas of the theater as a consequence.³¹⁴ Despite this, he refuses to reveal if Saba was disciplined by the Board in any way for his alleged battery in the girls’ dressing room.³¹⁵

He admits Cramp did not interview the alleged victim of Saba’s alleged battery, nor did Cramp interview any of the eyewitnesses to the incident.³¹⁶

He admits that Cramp did not consider or investigate the possibility that the eyewitnesses to the alleged battery incident could also be considered victims of a crime and treated accordingly.³¹⁷

He admits that he is not aware of Cramp possessing any special training or experience related to interviewing minor victims and eyewitnesses of violent crime.³¹⁸

³⁰⁹ Ibid.

³¹⁰ Ibid.

³¹¹ Exhibit 38, Gil Cabrera Cease and Desist Email to Teenage Student, October 19, 2016.

³¹² Gil Cabrera, October 27, 2016 meeting.

³¹³ Ibid.

³¹⁴ Ibid.

³¹⁵ Ibid.

³¹⁶ Ibid.

³¹⁷ Ibid.

³¹⁸ Ibid.

Finally, he admits the organization had no plan and had done nothing whatsoever to prepare for the operational and public relations consequences of terminating Cucuzzella and Sciaroni.³¹⁹

If the purpose of the meeting was for Gil Cabrera to quell the community's growing concerns, by the end it has produced the opposite effect. Nearly all of the dozen or so community members leave the meeting with an even deeper sense of unease and doubt about the truthfulness of the organization and its representatives, and a greater concern for the safety and well-being of the children it serves.³²⁰ Valenti agrees to be the point of contact between the concerned community members and the organization, and Gil Cabrera agrees to respond to his requests for additional information.³²¹

October 28, 2016:

Gil Cabrera promises to supply the recording he made of the meeting, and to convey requests for information to the Board.

Gil Cabrera sends an email to Valenti. It reads in full:

Mr. Valenti,

Thank you for attending last night and providing your viewpoint on the issues before the Board. I will be providing the Board with a detailed report as well as the audio file for their information.

With regard to the audio file, in the course of the discussion a number of names, including the one of the father of the student was mentioned which if released could inevitably lead to the disclosure of the student's name. As a result, I will be redacting just the names that are mentioned during the course of the conversation and then providing the audio. I suspect I will be able to accomplish this by next week.

In the meeting, you mentioned sending me a list of requests to convey to the Board. I am happy to do that once it is received. I have requested an electronic version of the bylaws and will forward those when I have them in hand.

Yours,
Gil Cabrera, Esq.

³¹⁹ Ibid.

³²⁰ Matt Valenti; confidential source/s.

³²¹ Matt Valenti; Gil Cabrera, October 27, 2016 meeting.

Valenti immediately begins emailing Gil Cabrera requests for information, and continues to do so for the next few weeks, including numerous requests for which the organization would have no justification in claiming privacy protections or attorney-client privilege.³²² To date, with the exception of a recently amended copy of bylaws and a copy of the articles of incorporation, Gil Cabrera has not provided a single substantive response or document, whether redacted or otherwise, including the promised audio recording he made of his meeting. (See below.)

October 29, 2016:

Trustee Krista Cabrera enters girls' dressing room with the knowledge and approval of trustee Joan Dawson.

A parent volunteer sees Krista Cabrera enter the girls' dressing room immediately after the end of a performance of *Chitty Chitty Bang Bang*, while some of the students inside are still changing.³²³ Another trustee, Joan Dawson, consents to Krista Cabrera entering the girls' dressing room.³²⁴ The parent volunteer who witnesses this emails Saba and Waterman to report the incident.³²⁵ (The next day the parent would be approached by Dawson in the lobby of the theatre, who stated ominously, "Just so you know, I know about the email.")³²⁶

At some point after this incident, paper signs are taped outside the doorways of the girls' and boys' dressing rooms, stating "No Adults Allowed in Dressing Room".³²⁷ (These signs would remain there for the remainder of *Chitty Chitty Bang Bang*, but were not posted during rehearsals and performances of the next Junior Theatre productions in late December 2016 through January 2017.)³²⁸

November 2, 2016:

**Webster's false police report is investigated by the SDPD;
Diane Dale is constructively discharged as a result of this harassment;
The parent of the child allegedly battered by Saba sends an angry
email to Gil Cabrera.**

Detective Jose Conde of the San Diego Police Department interviews Francia Cohen by phone, and Diane Dale at the theater, regarding the alleged burglary reported

³²² Exhibits 42- 48. (Email correspondence between Matt Valenti and Gil Cabrera).

³²³ Exhibit 49, Parent Email to Jimmy Saba, re. "Adult in Girls' Dressing Room," October 29, 2016.

³²⁴ Ibid.

³²⁵ Ibid.

³²⁶ Confidential source/s.

³²⁷ Confidential source/s.

³²⁸ Confidential source/s.

by Webster and/or Gil Cabrera.³²⁹ The case number of his investigation is 16043752.³³⁰ Detective Conde reportedly “rolls his eyes” when he learns of the items allegedly taken and seems “perplexed” as to why he was called out to investigate.³³¹ (The case would soon be closed and Francia and Dale completely cleared of any wrongdoing, after the SDPD determined the police report to be “unfounded.”³³²)

After suffering the fear and humiliation of being questioned by a detective at her place of employment, Dale confronts Saba about the police investigation.³³³ Saba tells her he is surprised that she (Dale) was questioned because “Darien [Webster] said the only person in the report was Francia [Cohen].”³³⁴ (In fact, he had earlier told another staff member that “Darien included Diane in the police report.”³³⁵) Dale responds by asking, “Darien made a false report against Francia?”³³⁶ Saba replies, “We had to put a stop to Francia.”³³⁷

Dale then informs Saba that she can no longer work at Junior Theatre and leaves the building, after twenty years of service to the organization.³³⁸

Also on this day the parent of the child allegedly battered by Saba sends an email to Gil Cabrera. It reads in full:

Mr Cabrera,

Hello my name is [redacted] and I am the [parent] of [redacted] whom I would assume you know is the young girl that was involved in the girls dressing room incident. Back in September I was contacted by someone representing the JT and they asked me a few questions about the incident and what was my thoughts of what happened. I was informed that Jimmy went into the “Backstage Area” or as I assume “Green Room” and had to inform a few girls to keep it down after which [my daughter] said something else and Jimmy put his hand on her shoulder and said “I’m serious”. At this point I wasn’t thrilled that Jimmy put his hand on her shoulder but I’ve seen many kids be told to hush up in the common room “Green Room”.. Never Ever was I informed that this took place in the Girls Dressing Room. So fast forward to today were I’ve read people have been fired (Not

³²⁹ Confidential source/s.

³³⁰ Confidential source/s.

³³¹ Confidential source/s.

³³² Matt Valenti.

³³³ Confidential source/s.

³³⁴ Confidential source/s.

³³⁵ Confidential source/s. (It is unclear if Dale was alleged by Webster to be a witness or an accomplice in his false report of burglary.)

³³⁶ Confidential source/s.

³³⁷ Confidential source/s.

³³⁸ Confidential source/s.

Jimmy) for possible whistle blowing. Up until now me and my family have stayed out of the huge uprising that's taking place. I have no connection with Tony and Rayme since we are fairly new to the JT and this was only our second show but I am going to ask the following question. WHY was a grown man under the payroll of the San Diego Junior Theater entering the GIRLS dressing room and putting his hands on a [redacted age] year old girl? After hearing of this new details of the girls dressing room I'm asking that a new investigation takes place and the people responsible to step up and explain what the hell is going on. My daughter from the beginning was not willing to divulge the dressing room part probably because she was scared like many other kids that she would get in trouble. Now I could be out of line in this email if Im told that it is JT policy to allow Directors to enter the Girls dressing room. Mr Cabrera I realize you did not step into that dressing room but as of now it sounds like your the voice of the JT so [I] expect a prompt response.³³⁹

It is not known what response, if any, Gil Cabrera and the Board made to this email, or if a new investigation was opened into Saba's alleged battery of this parent's daughter. (One report indicates that Cramp may have been "called back" to reopen his investigation after this date, but that has not been confirmed and no further information is known about Cramp's involvement after the close of his investigation in September.)³⁴⁰

November 3, 2016:

**The community holds a Town Hall meeting;
Channel 10 News reports on the Town Hall and interviews an
eyewitness to Saba's alleged battery.**

A number of community members organize and hold a public forum called the "Town Hall in Support of Junior Theatre," in order to share information and discuss the recent controversies.³⁴¹

The event is properly permitted by the City and is held in the courtyard adjacent to the Casa del Prado Theatre, and lasts approximately three hours. More than one hundred people attend the event in person, and more than two hundred online via a livestream broadcast. (Among the viewers online are several members of the Board, including Webster, Quiñones, and Persons Price.)³⁴²

³³⁹ Confidential source/s. (Emphasis in original.)

³⁴⁰ Confidential source/s.

³⁴¹ Matt Valenti and his wife Jennifer were among the dozen or more organizers of this event.

³⁴² Darien Webster and Karen Quiñones; confidential source/s.

The Town Hall is promoted on Facebook and via word of mouth, and the organizers produce a program flyer for the event.³⁴³

As the forum begins Matt Valenti gives an introductory explanation of what is known at that time, based mainly upon the information discovered at Gil Cabrera's October 27 meeting. At that point there are still many in the community who had no idea of the allegations against Jimmy Saba or of the connection between those allegations and the terminations of Cucuzzella and Sciaroni.

Many in the community also hear for the first time about the composition of the Board of Trustees, and the fact that a majority of the trustees are old friends of each other and of Saba.

About a dozen community members take turns speaking at the microphone to describe their feelings upon hearing of the firings of Cucuzzella and Sciaroni, and numerous attendees are in tears for much of the event. There are many expressions of love and devotion to Junior Theatre, and shock and perplexity at the organization's current state of affairs.

Several past and present Junior Theatre students speak and also express their concern about the firings and the general direction of the organization.

³⁴³ Exhibit 50, "Town Hall to Support Junior Theatre" Flyer, November 3, 2016. The full text reads:

"We ♥ Junior Theatre!

Welcome to the Town Hall to Support Junior Theatre!

We are here tonight to show our love and support for a place and a community which has meant so much to so many people for nearly 70 years.

Unfortunately, there have been some problems recently that we need to work together to fix. We're coming together here tonight to speak up about how we feel about the current situation, but also to stay positive and focused on building a stronger, healthier community than ever.

As the song in *Chitty Chitty Bang Bang* goes: "From the ashes of disaster grow the roses of success!"

We are doing this for JT, for the community, for justice, and for love—and most of all, for the children.

SPECIAL NOTE: Your feelings matter! And your words are powerful. EVERYONE is welcome to speak, so long as they remain respectful in their choice of words. Please maintain the privacy of all children by not identifying any children by name or other identifying information (unless they are your own children). Most of all, please remember to stay positive, constructive, and caring. We are here to show the world just what an AWESOME and SPECIAL community we are, and just how great a place the San Diego Junior Theatre can be!

And let's all remember the line from another great *Chitty Chitty Bang Bang* song: "Team work can make a dream work!"

(The flyer was written by Matt Valenti. Emphasis in original.)

One of these student speakers is an eyewitness to Saba's alleged battery in the girls' dressing room, who tells her version of the incident. She states:

A while ago, during the production of Goodnight Moon, a director at JT barged into the girls dressing room unannounced and yelled at us for singing happy birthday very loudly. The house wasn't open, so we were having fun with it, being pretty loud. Then all of a sudden, the director ran in, as I said, and started yelling at us about being so loud. Our cast ranged [redacted age range], so it wasn't at all surprising when a younger one did the mimicking faces, you know, nyah nyah. A bit disrespectful, but it gave no excuse for the director's reaction, which was to turn around, grab the child by the arm pretty tight, and shake it a bit while yelling in her face to stop it.

He has no right to yell at or grab children, much less [redacted age] year olds, who mainly joke around. But the thing that sets me off, is that because the whole board and that person decided to cover up the whole thing, many lives have been affected. Being childhood friends holds no jurisdiction over the fact that they fire the people who tried to make things right, ESPECIALLY if those two people are the heart and soul of the theatre. One of said people has been at this theatre for 23 years, and builds the sets for every production on the mainstage no matter the deadline. I have gotten the honor of knowing him for at least six years. He is nice and always has the well-being of all students as a primary concern.

As for the other person, I have known him since I started at JT. He has helped me improve my singing (believe me it was pretty bad). For a while I had slight stage fright, and under the direction of him, I have been able to mainly overcome this. He has been directing for a while, so many would agree that he is an amazing person.

JT has been like a second home, or a safe haven, for me and many others before me. But now, the glue binding this haven has been ripped away, and I can't call it home anymore. I mean, what's the point in calling a place a home if the reason it was a home is gone?³⁴⁴

This eyewitness was not pressured or coached in any way to make her remarks.³⁴⁵ Soon after she would be interviewed by Itica Milanes of Channel 10 News, and substantially repeat what she said during the Town Hall. (See below.)

By the end of the forum, dozens of community members, including many Junior Theatre students, have signed a petition which states that the undersigned, "in a spirit of love and concern

³⁴⁴ Town Hall to Support Junior Theatre; confidential source/s. (The quote is a copy of the eyewitness's written notes from which she read aloud; her actual remarks may have varied slightly. Emphasis in original.)

³⁴⁵ Matt Valenti; confidential source/s.

for the children of the San Diego region,” are calling on the current trustees to resign and “fully cooperate with an orderly transition to an entirely new Board of Trustees to be composed of unbiased, competent, and caring members of the San Diego and SDJT community.”³⁴⁶

A news crew from Channel 10 News covers the Town Hall, and reporter Itica Milanes interviews the eyewitness who had spoken at the Town Hall about Saba’s alleged battery.³⁴⁷ In the edited broadcast version of her interview she states:

Many people’s lives have been affected by this. [Saba] barged into the girls’ dressing room while we were changing. He didn’t even announce himself. The director for some reason decided to run in and tell us to be quiet. There was this girl who was doing, “Nyah, Nyah” because she was young. He grabbed her by the arm and was like, “Stop that!”

I was shocked! I mean how could someone do that? Especially to a kid if they’re just being silly. I haven’t heard anything about an apology. Because those people were practically the heart and soul of this community. To have those two people ripped away, I was crying for two days straight because of it.³⁴⁸

At this point it is more than four months after Saba’s alleged battery in the girls’ dressing room and Channel 10 reporter Itica Milanes is apparently the very first investigative professional of any kind to interview an eyewitness to the incident.³⁴⁹

November 4, 2016:

**Matt Valenti and his wife Jennifer ask Saba to resign;
a plainclothes security guard is then sent to eject Matt Valenti from
the theater.**

Matt Valenti and his wife Jennifer drop off their children (who are cast in the show) at the theater for that evening’s performance of *Chitty Chitty Bang Bang*.³⁵⁰ At the time, Jennifer Valenti is the “Parent Chair” of all parent volunteer activities related to this

³⁴⁶ Exhibit 51, Petition Demanding the Resignation and Replacement of the SDJT Board of Trustees, November 3, 2016. (This petition was written by Matt Valenti.)

³⁴⁷ <http://www.10news.com/news/junior-theater-director-accused-of-shaking-girl>

³⁴⁸ Ibid.

³⁴⁹ Gil Cabrera, October 27, 2016 meeting; Matt Valenti; confidential source/s.

³⁵⁰ Matt Valenti.

production and is volunteering in the lobby.³⁵¹ Matt Valenti is also volunteering in the green room during the performance.³⁵²

Beforehand, they both speak in private with Jimmy Saba, something which they have done many times in the past.³⁵³ They remind him about the Channel 10 newscast and the numerous reports of his alleged battery, and civilly demand he resigns his position for the good of the organization, if for no other reason.³⁵⁴ They also request he does not enter the green room or go onstage to announce the show that evening out of respect for the feelings of the children in the program, many of whom are now fully aware of the allegations which are circulating about him.³⁵⁵ The conversation is emotional but civil, and at no time do either Matt Valenti or Jennifer Valenti raise their voices or make any threats.³⁵⁶ For his part, Saba says little but insists “people are supporting me,” and informs them he has no intention of resigning.³⁵⁷

After this conversation ends Matt Valenti goes to the green room for his volunteer shift.³⁵⁸ Trustee Joan Dawson is also on duty in the green room.³⁵⁹ A few minutes later a large, unknown man enters the green room and begins walking towards the dressing rooms.³⁶⁰ Valenti stops him and asks what he needs, and the man replies he is “looking for Jimmy Saba.”³⁶¹ Valenti directs him to the production office, and a few minutes later the man returns and requests to speak with Valenti.³⁶² They step into the hallway and the man explains he is a private security guard and has been instructed to ask Valenti to leave the building.³⁶³ Valenti asks to see his identification, but the man refuses, at first only stating that his name is “Brad”, and after further questioning, stating “Brad Proulx.”³⁶⁴ Valenti requests the name of the company the man works for but “Brad Proulx” refuses to reveal it.³⁶⁵ “Brad Proulx” aggressively requests that Valenti “step outside” the theater in the dark to “talk it over,” and Valenti politely declines this request,

³⁵¹ Ibid.

³⁵² Ibid.

³⁵³ Ibid.

³⁵⁴ Ibid; Exhibit 54, Matt Valenti Email Responding to Waterman’s Email, November 6, 2016.

³⁵⁵ Exhibit 54, Matt Valenti Email Responding to Waterman’s Email, November 6, 2016.

³⁵⁶ Matt Valenti.

³⁵⁷ Ibid.

³⁵⁸ Ibid.

³⁵⁹ Ibid.

³⁶⁰ Ibid.

³⁶¹ Ibid.

³⁶² Ibid.

³⁶³ Ibid.

³⁶⁴ Ibid.

³⁶⁵ Ibid.

and informs him that he is a lawyer.³⁶⁶ “Brad Proulx” then leaves the building and Valenti returns to his volunteer duties in the green room, and the rest of the night passes uneventfully.³⁶⁷

(A “Brad Leo Proulx” is registered by the California Department of Consumer Affairs as a licensed Security Guard, license number 689727, with a Baton Permit and an Exposed Firearm Permit, and an address of Santee, California.³⁶⁸ A private security company named “Blp Global Investigation Inc” [sic] is apparently owned by a “B Proulx” and doing business in Santee.³⁶⁹)

At no time does Saba, a staff member, or any Board member speak with Valenti or his wife (or email or text them) about the incident.³⁷⁰

November 5, 2016:

**The Board calls the police on Matt Valenti in an attempt to “change [his]attitude”;
Trustee Karen Quiñones attempts to interrogate the eyewitness who was interviewed by Channel 10**

Police officers from SDPD are stationed at the front and side entrances of the theater the next day while children and family arrive for the matinee showing of *Chitty Chitty Bang Bang*. Some of the children are frightened to see the police gathered outside their theater because they associate such a sight with school shootings.³⁷¹ When Matt Valenti arrives with his family to drop his children off for the show, Board members Darien Webster and Karen Quiñones approach him, along with two police officers.³⁷² He is informed by Webster that Webster called the police to request they keep him and his wife Jennifer out of the theater, though he gives no reason other than “we can’t allow you to be bothering Jimmy.”³⁷³

Valenti asks if they can continue the discussion on a bench in the side courtyard of the theater, instead of in front of the theater, where his children and other community members are watching in shock.³⁷⁴ Webster and Quiñones agree to move the discussion, and with two police

³⁶⁶ Ibid.

³⁶⁷ Ibid.

³⁶⁸ <https://www.breeze.ca.gov/datamart/detailsCADCA.do?selector=false&selectorType=&selectorReturnUrl=&anchor=fc8f252.3.3>

³⁶⁹ <http://www.buzzfile.com/business/Blp-Global-Investigation-Inc-619-449-8273>

³⁷⁰ Matt Valenti.

³⁷¹ Confidential source/s.

³⁷² Matt Valenti.

³⁷³ Ibid.

³⁷⁴ Ibid; confidential source/s.

officers standing nearby, Valenti, Webster, and Quiñones begin a lengthy conversation.³⁷⁵ Soon, they are joined by Greg Dawson, the Vice President of News at NBC San Diego (and husband of trustee Joan Dawson).³⁷⁶ Although Greg Dawson says very little, he listens to nearly the entire conversation, including the part in which Webster and Quiñones specifically discuss and attempt to justify the firings of Cucuzzella and Sciaroni.³⁷⁷

During the conversation Webster and Quiñones admit that Valenti poses no threat to anyone, acknowledge his many years of volunteering for the organization, and invite him to speak before a full meeting of the Board to express his position.³⁷⁸ (Valenti would initially accept this offer, and later decide to decline it because the Board refused to rescind its decision banning him and his wife from the theater.)³⁷⁹

Quiñones informs Valenti she has “a legal background” and offers this as sole evidence of her conclusion that the Board did nothing improper in firing Cucuzzella and Sciaroni.³⁸⁰ Valenti explains that the two fired employees are likely to have whistleblower protections under the law, and adds that the Board likely broke the law again when Webster falsely reported a theft by Francia Cohen. Quiñones appears taken aback and concedes that she doesn’t fully understand the legal consequences of the Board’s actions, stating, “I’m not actually admitted in California and haven’t practiced law in years.”³⁸¹ She justifies the firings by saying, “It’s hard to say goodbye to someone you love, but sometimes there’s no other choice, that’s just life”; then quickly concedes to Valenti that the Board did have other choices besides firing the two men.³⁸²

Quiñones also indicates that her own children were “crushed” and “devastated” when they heard the news of the firings of Cucuzzella and Sciaroni, and that she declined to reveal any of the facts to them about the firings “because of privacy,” yet she seems unconcerned that the Vice President of News for NBC is at that moment listening in on the conversation in which numerous details of the firings are being discussed.³⁸³

³⁷⁵ Matt Valenti.

³⁷⁶ Ibid.

³⁷⁷ Ibid.

³⁷⁸ Ibid.

³⁷⁹ Ibid.

³⁸⁰ Ibid.

³⁸¹ Ibid.

³⁸² Ibid.

³⁸³ Ibid.

At the conclusion of the conversation Valenti asks Webster and Quiñones when he and his wife will be allowed back in the theater, and Webster states, “That depends on your attitude, Matt.”³⁸⁴

Valenti then begins speaking individually with each of the two officers on the scene.³⁸⁵ Officer Abdul-Malik Ali informs Valenti that he (Officer Ali) was requested to keep Valenti and his wife from entering the theater under trespasser laws, and that no reason was given.³⁸⁶ He confirms that he is not investigating Valenti or his wife for any alleged crime.³⁸⁷ Officer John Call provides Valenti with the same information.³⁸⁸ This is later confirmed in the SDPD’s Incident History, which states in relevant part, “ON GOING CIVIL DISPUTE BETWEEN PARENT AND THEATER STAFF, ADVISED ON TRESPASS LAWS AND RESTRAINING ORDER.”³⁸⁹ (No proceedings for a restraining order were ever initiated.)³⁹⁰

(The next day Valenti and his wife Jennifer would speak in person with Officer Call for nearly an hour regarding the incident, and Officer Call would once again confirm that Valenti and his wife were not under investigation.³⁹¹ Officer Call said he appreciated that Valenti gave him his word he would not try to enter the theater because, as Officer Call said, “I’d hate to have to make an arrest in those kinds of circumstances.”³⁹² Officer Call expressed his dislike for being called out for such an incident.³⁹³ Officer Call then went to his squad car and returned with stickers for the Valenti children.³⁹⁴)

Also on or around this date, trustee Karen Quiñones approaches the teenage eyewitness to Saba’s alleged battery who had been interviewed by Channel 10 News two nights earlier.³⁹⁵ (The eyewitness had a ticket to see *Chitty Chitty Bang Bang*, but was so nervous to enter the theater and walk past Jimmy Saba that she needed to be escorted by her parent and another adult.³⁹⁶) Quiñones finds this eyewitness and begins asking her numerous personal questions, including

³⁸⁴ Ibid.

³⁸⁵ Ibid.

³⁸⁶ Ibid.

³⁸⁷ Ibid.

³⁸⁸ Ibid.

³⁸⁹ Exhibit 52, San Diego Police Department Incident History Report #P16110007678, November 5, 2016.

³⁹⁰ Matt Valenti.

³⁹¹ Ibid.

³⁹² Ibid.

³⁹³ Ibid.

³⁹⁴ Ibid.

³⁹⁵ Confidential source/s.

³⁹⁶ Confidential source/s.

how old she is, where she lives, and what school she attends.³⁹⁷ The eyewitness's parent feels uncomfortable with the questioning and makes an excuse to end the encounter.³⁹⁸

The parent would later state that Quiñones's questioning felt "invasive" and "intimidating," and made her fear Quinines or other Board members would attempt to retaliate against the eyewitness and her family by calling the girl's school or CPS to cause trouble.³⁹⁹

November 6, 2016:

Waterman sends an email to parents regarding a "stated threat."

Interim Production Manager Kyle Waterman sends an open-copied email to the parents of the cast and crew of *Chitty Chitty Bang Bang*, which reads:

Hello,

You may have noticed an increased police presence at the theater over the past few days. Due to a stated threat made against a staff member we feel the need for increased security. This will continue through the balance of the run of *Chitty Chitty Bang Bang*.

San Diego Junior Theatre remains committed to the safety and well-being of all students, staff, families and patrons.

Thank you,
Kyle Waterman⁴⁰⁰

Since many in the community had witnessed the police speaking to Valenti outside the theater the day earlier and therefore Waterman's email could reasonably be seen as implying that Valenti had made a "stated threat," Valenti felt obliged to defend himself.⁴⁰¹ He hit "reply all" to Waterman's email and wrote a detailed email setting the record straight in order to defend himself from the false accusation, and setting out the details described above.⁴⁰² (Waterman never acknowledged or replied to this email, nor did anyone from the organization or its outside attorneys.)⁴⁰³

³⁹⁷ Confidential source/s.

³⁹⁸ Confidential source/s.

³⁹⁹ Confidential source/s.

⁴⁰⁰ Exhibit 53, Kyle Waterman Email to Parents Re. "Stated Threat," November 6, 2016.

⁴⁰¹ Matt Valenti.

⁴⁰² Exhibit 54, Matt Valenti Email Responding to Waterman's Email, November 6, 2016.

⁴⁰³ Matt Valenti.

Also on or around this date longtime parent volunteer Charles Cozic is stopped by a plainclothes security guard in the lobby of the theatre and told to leave the building.⁴⁰⁴ (He is the husband of Celestina Cozic, the parent auxiliary board member who had advocated on behalf of Cucuzzella and Sciaroni. Earlier in the day Charles Cozic had told Lizbeth Persons Price that she was a “phony” and that she “should be ashamed of herself” for her role in the firings.)⁴⁰⁵ The guard initially refuses to allow Charles Cozic back in the theater, apparently on the instructions of Persons Price, and only after Celestina Cozic calls Kyle Waterman to complain is her husband allowed back in the theater to watch his children perform.⁴⁰⁶

November 6-November 13, 2016:

**The community responds to the banning of parents;
the Board permits Matt and Jennifer Valenti to see the final
performance of their children’s show.**

Upon learning that Matt Valenti and his wife had been forbidden from entering the theater to see their children perform, numerous members of the community write and call Saba, Webster and other Board members to urge them to reconsider the ban.⁴⁰⁷

On November 10, Webster replies to one of these entreaties in an email, stating in full:

I am in receipt of your request we consider allowing the Valenti’s to attend closing day performance of CCB. We are considering this. However, you [sic] request was just sent 25 hours ago. Please understand that this volunteer Board does not reside or work in the same city or even the same state. Consideration such as this requires more than just a phone call. You might assist the process by forwarding some screen shots of Matt’s recent Facebook posts which you referred to for our consideration of his change in attitude which you spoke of. This as well as other data is under consideration. I appreciate your continued patience in this process.

Darien Webster⁴⁰⁸

On November 12 Valenti receives a text from Webster inviting him and his wife to attend the closing performance of *Chitty Chitty Bang Bang*, which they do.⁴⁰⁹ After the show, Valenti

⁴⁰⁴ Confidential source/s.

⁴⁰⁵ Confidential source/s.

⁴⁰⁶ Confidential source/s.

⁴⁰⁷ Confidential source/s.

⁴⁰⁸ Exhibit 55, Darien Webster Email to Confidential Source Re. “Change in Attitude,” November 10, 2016.

⁴⁰⁹ Matt Valenti; SMS Text of Darien Webster to Matt Valenti dated November 12, 2016.

helps volunteer onstage with the “strike” of the set, during which time he works side by side with Webster, who repeatedly tells Valenti how “happy” he is that Valenti and his wife could attend the show.⁴¹⁰ Jennifer Valenti resumes her duties as the Parent Chair in charge of volunteers.⁴¹¹

November 2016 to Present:

Cucuzzella and Sciaroni settlements; Lizbeth Persons Price on paid staff again; the Board makes a questionable promotion, two questionable rehires, and one questionable termination.

Several relevant events occur in late 2016 and/or early 2017:

Cucuzzella and Sciaroni each enter into separate settlement agreements with Junior Theatre related to their terminations.⁴¹² (No known legal actions were filed by either Cucuzzella or Sciaroni; the terms of their confidential settlement agreements with Junior Theatre are unknown.)

Past-president Lizbeth Persons Price is hired and/or given a contract for consulting work, apparently as interim communications director, replacing Theresa Wulf, who resigned in November 2016.⁴¹³ A staff member named Carla Corder is promoted from an office assistant position to the organization’s new Communications Director,⁴¹⁴ though her professional education and experience does not indicate she has any qualifications for the position.⁴¹⁵ (Corder is another Junior Theatre alumna and longtime personal friend of Saba, Webster, Persons Price, and several other members of the Board.)⁴¹⁶ Kyle Waterman is also promoted, and takes over Cucuzzella’s former position as Production Manager.⁴¹⁷

Also during this period two former employees of Junior Theatre are rehired. One had been previously alleged to have invited numerous teenage Junior Theatre students to her house for parties, including “sleepover parties,” of which a photograph of several teens in a bed together is reported to have been seen by staff and/or members of the community.⁴¹⁸

⁴¹⁰ Matt Valenti.

⁴¹¹ Matt Valenti.

⁴¹² Confidential source/s.

⁴¹³ Confidential source/s.

⁴¹⁴ <http://juniortheatre.com/contact/>

⁴¹⁵ Confidential source/s.

⁴¹⁶ Confidential source/s.

⁴¹⁷ <http://juniortheatre.com/contact/>

⁴¹⁸ Confidential source/s.

The other recent rehire had left the organization in our around 2013 after allegations she had had a relationship with a sixteen or seventeen year-old Junior Theatre student, with whom she had brought to Disneyland and spent the night in a hotel.⁴¹⁹ (At that time she was reportedly either fired or allowed to resign by Executive Director Jimmy Saba due to these allegations, as one of his first official duties after taking the position.)⁴²⁰

In addition, around January 2016 a staff member is terminated amidst allegations he had an innapropriate relationship with one or more teenage students; at least one of these allegations was apparently known to Saba and the Board since approximately November 2015.⁴²¹

In December 2016 *San Diego Union Tribune* reporter Bob Hebert publishes a follow-up article on the controversies at Junior Theatre, “Nonprofit Arts Boards Play Crucial (And Complex) Role.”⁴²²

Hebert’s article begins by noting precedence in a similar situation in 2014 in which the San Diego Opera nearly went defunct because it was governed by a dysfunctional board:

The crisis began in March of that year when Ian Campbell, then the opera’s general director, CEO and artistic director, made a surprise announcement to the board that the organization was in dire financial straits and needed to shut down.

The board at first voted almost unanimously to go along with his recommendation. But in the ensuing days a rebellion took shape both within and outside the organization. Eventually more than half the board departed, and Campbell was pushed out by the reconstituted, smaller board, which came up with a plan to save the opera.

David Bennett, who joined the opera as general director in 2015, says the upheaval led to positive changes. “Our board is a very responsive and very proactive one now,” Bennett says. “And they’re very keenly aware and transparent. Those are two very important words.”⁴²³

The *Union Tribune* article went on to compare the history of the dysfunctional San Diego Opera board situation with what was then happening at Junior Theatre:

⁴¹⁹ Confidential source/s.

⁴²⁰ Confidential source/s.

⁴²¹ Confidential source/s.

⁴²² <http://www.sandiegouniontribune.com/entertainment/theater/sd-et-theater-boards-20161128-story.html>

⁴²³ Ibid.

[T]his fall, the San Diego Junior Theatre board's unpopular decision to dismiss two top leaders (for reasons not publicly divulged) led some angry supporters to rally against the trustees and demand they resign en masse. ...

Protests and a concerted online campaign after the September firings of the artistic director and longtime production manager have so far proved unsuccessful in reshaping Junior Theatre's board significantly, nor in getting answers about the dismissals. (The organization has cited privacy issues.)

"Community members who happen to really love an artistic or managing director or development director or anybody on staff who's let go don't really have any leverage in the situation," says [Teresa] Eyring [executive director of the Theatre Communications Group, a national advocacy organization for nonprofit theaters].

"They can threaten to pull their funding. Or if they think something illegal happened, that can be brought to the attention of government."⁴²⁴

III. THE BOARD'S ACTIONS DEMONSTRATE PERSISTENT FRAUD, ABUSE OF AUTHORITY, AND GROSS MISMANAGEMENT

The Attorney general has statutory authority to bring suit against corporate directors for "fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the corporation"⁴²⁵ and for violations of a trustee's statutory duty to act in good faith and in the best interest of the organization.⁴²⁶ Unfortunately, various board members of the Junior Theatre have amply demonstrated the urgent need for the Attorney General to bring just such a suit.

⁴²⁴ Ibid.

⁴²⁵ Corporation Code § 5223, which reads in full:

"(a) The superior court of the proper county may, at the suit of a director, or twice the authorized number (Section 5036) of members or 20 members, whichever is less, remove from office any director in case of fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the corporation or breach of any duty arising under Article 3 (commencing with Section 5230) of this chapter, and may bar from reelection any director so removed for a period prescribed by the court. The corporation shall be made a party to such action.

(b) The Attorney General may bring an action under subdivision (a), may intervene in such an action brought by any other party and shall be given notice of any such action brought by any other party.

⁴²⁶ Corporations Code § 5231, which reads in full:

"(a) A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner that director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

First, as a threshold matter it should be noted that Junior Theatre appears to have no formal ethics program or meaningful conflict of interest policy in place.⁴²⁷ Nor does its Board follow common-sense guidelines to prevent the kinds of abuses common among non-profits.⁴²⁸

Unfortunately, it is all too clear that among the controlling majority of the current Board there is not a strong ethical culture, but rather the extreme opposite: a culture of personal self-

(1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants or other persons as to matters which the director believes to be within that person's professional or expert competence; or

(3) A committee upon which the director does not serve that is composed exclusively of any or any combination of directors, persons described in paragraph (1), or persons described in paragraph (2), as to matters within the committee's designated authority, which committee the director believes to merit confidence, so long as, in any case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.

(c) Except as provided in Section 5233, a person who performs the duties of a director in accordance with subdivisions (a) and (b) shall have no liability based upon any alleged failure to discharge the person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

⁴²⁷ According to the Ethics Resource Center, non-profits like Junior Theatre face severe risk from a variety of unethical board behaviors, including conflicts of interest, lying to employees, abusive behavior, safety violations, lying to stakeholders, improper hiring, and misuse of confidential organizational information. A well-implemented ethics program and a strong ethical culture can essentially eliminate 100% of such misconduct. Ethics Resource Center, *National Nonprofit Ethics Survey: An Inside View of Nonprofit Sector Ethics* (2007).

⁴²⁸ For example, the Caster Center for Nonprofit and Philanthropic Research at the University of San Diego advises nonprofit boards to maintain an ethical culture by following basic ethical guidelines, including:

- "Understand and follow the law."
- "Develop and implement conflict of interest policies with clearly defined steps to resolve potential conflicts."
- "Implement detailed and understandable nepotism policies." ...
- "Embrace (and do not fear) transparency."
- "Be proactive about ethics."
- "Make decisions that are guided by the organization's mission."
- "Regard the letter of the law as a minimum operating standard. *"We should always strive to exceed the minimum requirements."*
- "Be a learning environment where mistakes are not covered up." ...
- "Recognize that all decisions may not lend themselves to complete transparency, but the process by which decisions are made should always be clear and transparent."
- "Have clearly defined Board and staff procedures."
- "Promote a high level of trust throughout the organization."

Barrett, Audrey, et al., *Beyond Regulation: Creating Tools For Promoting An Ethical Culture In Nonprofit Organizations*, Caster Center for Nonprofit and Philanthropic Research, University of San Diego (2006). (Emphasis in original.)

gratification and a spiteful, controlling attitude of domination rather than a commitment to healthy community building and trustworthy stewardship.

There are voluminous instances of current Junior Theatre trustees acting in bad faith, abusing their authority, deceiving the organization's employees and stakeholders, and advancing their own and their old friends' interests at the expense of the organization. These acts and omissions demonstrate a persistent gross mismanagement of the organization as well as a shocking disregard for its mission.

The following subsections of this complaint focus on these acts and omissions, and their awful consequences.⁴²⁹

A. Failure to Ensure the Safety and Well-Being of the Children Served by the Organization.

Perhaps the most critical example of the current Board's gross mismanagement of the organization is the way in which they handled the allegations against their longtime friend and hand-picked executive director, Jimmy Saba. The Board bears full responsibility for the organization's grossly negligent, reckless, and willfully unethical response to his alleged battery of a child in the girls' dressing room.

There are also other serious, ongoing concerns about how the Board handles the safety of the children served by the organizations, and these concerns are among the most important reasons why the legal intervention of the Attorney General is urgently needed.

1. The Board failed to report the suspected child abuse to law enforcement, as required by law.

As any of the several lawyers on the board should have known, the allegations against Saba, if proven true, would most likely constitute a crime: either simple battery⁴³⁰ or child abuse.⁴³¹ The Board should have reported the incident to law enforcement

⁴²⁹ Unless otherwise noted, all facts and allegations in these subsections have already been introduced in the Factual Background and Timeline section of this complaint, where relevant citations to evidence are provided. Generally, only facts not already identified previously are given citations to evidence hereafter.

⁴³⁰ Penal Code § 242 reads in full: "A battery is any willful and unlawful use of force or violence upon the person of another."

immediately upon hearing of it, yet to this day it appears that none of the trustees did, despite having the legal duty to do so. (And of course, board president Darien Webster certainly never should have told Cucuzzella to “cease and desist” his efforts to report the incident.)

It is clear that the trustees of Junior Theatre’s board are subject to the requirements of California’s mandated child abuse reporting law.⁴³² They are frequently at rehearsals, performances, and other activities of the Junior Theatre where children are present, and routinely enter the green room and backstage areas during performances. During these times they come into a great deal of contact with the children and are expected to and do provide supervisory authority over the children. Additionally, two trustees work for the San Diego Unified School District, David Braun and Karen Quiñones, and as such presumably have had training in the requirements of the mandatory child abuse reporting law.

Moreover, as a school administrator, trustee David Braun should also have known that allegations of physical abuse by an adult staff member against a child should be taken seriously, properly investigated, and when appropriate—or even when in some doubt—reported in a timely manner to the authorities. Yet Braun (who himself has been accused of being inappropriately physical with a student in his school⁴³³) apparently urged no such proper investigation into his friend Saba’s actions in the girls’ dressing room.

All available evidence indicates the trustees made a conscious decision not to report the incident to Child Protective Services or other law enforcement, and attempted to enforce a policy forbidding employees from making such a report. Only when they believed that Tony Cucuzzella had made a full report—not realizing that he had kept the identity of Junior Theatre and all parties anonymous—did they retain two lawyers, Gil Cabrera and his friend Edward Cramp. These lawyers then conducted an “investigation” at the Board’s behest that appears to have been little more than a failed attempt at damage control—and a means to provide cover for their planned retaliation against Cucuzzella.

⁴³¹ Penal Code § 273d (a) reads in full: “Any person who willfully inflicts upon a child any cruel or inhuman corporal punishment or an injury resulting in a traumatic condition is guilty of a felony and shall be punished by imprisonment pursuant to subdivision (h) of Section 1170 for two, four, or six years, or in a county jail for not more than one year, by a fine of up to six thousand dollars (\$6,000), or by both that imprisonment and fine.”

⁴³² Penal Code §11165.7 reads in relevant part: “As used in this article, ‘mandated reporter’ is defined as any of the following: ... (8) An administrator, board member, or employee of a public or private organization whose duties require direct contact and supervision of children.”

⁴³³ <http://www.ratemyteachers.com/david-braun/607931-t>

None of these actions demonstrate a commitment to the safety and well-being of the children served by the organization. The responsible authority of the office of the Attorney General must step in to rectify the situation so as to protect vulnerable children.

2. **The Board retained two lawyers with major conflicts of interest and no relevant experience to conduct a sham investigation.**

The Board made a bad situation worse when it retained Gil Cabrera and Edward Cramp to respond to the allegations against Saba.

Aside from the glaring conflict of interest issues with the selection of Gil Cabrera and his friend Edward Cramp (as detailed further in below), choosing Cramp to conduct an investigation was a mistake from the beginning.

Nothing in Cramp's professional biography on the Duane Morris website contains any indication that he had the skills or experience necessary to competently interview the alleged victim and witnesses to a possible crime against a minor. It would be a task which requires great sensitivity and tact, and the ability to win the trust of potentially traumatized children.

And his inexperience (or intentional ineptitude) showed. As Gil Cabrera would later admit, months after the close of the so-called investigation, Cramp never once spoke to the alleged victim of Saba's battery, or to any of the multiple eyewitnesses to his actions. Not once. In fact, the very first professional of any kind to interview an eyewitness to the dressing room incident was a reporter from Channel 10 News.

Moreover, Cramp either lied to or seriously misled the parent of the girl allegedly battered by Saba, telling the parent the incident occurred in the "Backstage Area."⁴³⁴ He also lied to or seriously misled the parent by describing Saba's alleged battery as, "Jimmy put his hand on her shoulder and said 'I'm serious.'"⁴³⁵

When the parent learned the truth nearly two months later, the parent was furious and emailed Gil Cabrera on November 2, asking "WHY was a grown man under the payroll of the San Diego Junior Theater entering the GIRLS dressing room and putting his hands on a [redacted] year old girl? After hearing of this new details of the girls dressing room I'm asking

⁴³⁴ Confidential source/s. (See Timeline, November 2, 2016.)

⁴³⁵ Confidential source/s. (See Timeline, November 2, 2016.)

that a new investigation takes place and the people responsible to step up and explain what the hell is going on.”⁴³⁶

The parent’s email also indicates exactly the reason why someone experienced in interviewing especially vulnerable victims of crime needed to investigate the incident: “My daughter from the bgining [sic] was not willing to divulge the dressing room part probably because she was scared like many other kids that she would get in trouble.”⁴³⁷

Clearly, Edward Cramp was the wrong person for the job—unless, as all appearances indicate, the true objective of his job was to cover up for Jimmy Saba and punish the whistleblowers.

Of course, by the time of the parent’s angry email and demand for a full investigation, the damage of Cramp’s sham investigation was already done. The wrongdoer was shielded from scrutiny, the whistleblowers fired, and the witnesses intimidated into silence—a miscarriage of justice intentionally perpetrated on the organization by two lawyers who knew better, and a Board who should have known better, too.

Although it is apparent the trustees saw Cramp as representing them and protecting their personal interests, he was in fact beholden by the Rules of Professional Conduct to competently protect the interests of his actual client—Junior Theatre.⁴³⁸ He owed a strict duty of loyalty to the organization, and not to its individual board members, even (and especially) when his client’s interests were adverse to the trustees’ personal interests.⁴³⁹ And yet his investigation was so

⁴³⁶ Confidential source/s. (See Timeline, November 2, 2016. Emphasis in original.)

⁴³⁷ Confidential source/s. (See Timeline, November 2, 2016.)

⁴³⁸ Rule of Professional Conduct of the State Bar of California 3-110(A), which reads in full: “A member shall not intentionally, recklessly, or repeatedly fail to perform legal services with competence.”

⁴³⁹ Rule of Professional Conduct of the State Bar of California 3-600, which reads in full:

“(A) In representing an organization, a member shall conform his or her representation to the concept that the client is the organization itself, acting through its highest authorized officer, employee, body, or constituent overseeing the particular engagement.

(B) If a member acting on behalf of an organization knows that an actual or apparent agent of the organization acts or intends or refuses to act in a manner that is or may be a violation of law reasonably imputable to the organization, or in a manner which is likely to result in substantial injury to the organization, the member shall not violate his or her duty of protecting all confidential information as provided in Business and Professions Code section 6068, subdivision (e). Subject to Business and Professions Code section 6068, subdivision (e), the member may take such actions as appear to the member to be in the best lawful interest of the organization. Such actions may include among others:

- (1) Urging reconsideration of the matter while explaining its likely consequences to the organization; or
- (2) Referring the matter to the next higher authority in the organization, including, if warranted by the seriousness of the matter, referral to the highest internal authority that can act on behalf of the organization.

woefully inadequate, biased, and poorly executed that it can be described as nothing other than gross and wanton malpractice. Cramp should have never been allowed to conduct such a sham investigation, yet the evidence indicates that he was not only permitted to do so by Gil Cabrera and the Board, but actually encouraged to, for their personal benefit: to protect their close friend Jimmy Saba, to protect themselves for their failure to report the incident to CPS, and most of all, to protect the social club they'd enjoyed for years from the prying eyes of the public stakeholders.

This is a gross violation of the trustees' duty to act in good faith and put the interests of the organization first, and there can be no excuse for the way they supervised Cramp's investigation. This is not an unsophisticated board who could reasonably rely on Gil Cabrera and Edward Cramp, and ignore all the red flags. With the exception of Darien Webster, all the Board members are college-educated professionals with impressive career accomplishments; two of them, for example—treasurer Ken Ruggiero and Stephen Flach—hold positions in the for-profit world of considerable responsibility, and another, David Braun, is a public school administrator.

And of course there are also three lawyers on the board (or four if Quiñones is counted), at least two of whom have the specific expertise and experience to properly manage an internal investigation of an employee accused of wrongdoing:

Trustee Joan Dawson has extensive experience in managing employment issues for the City Attorney's Office. As the lead Deputy City Attorney for the office's Employment Services Unit, she "provides legal services in a variety of areas, including employment, labor relations, and retirement."⁴⁴⁰ Her unit "provides legal advice to the Human Resources Department, Risk Department, Personnel Department...the Human Relations Commission...and the Citizens

(C) If, despite the member's actions in accordance with paragraph (B), the highest authority that can act on behalf of the organization insists upon action or a refusal to act that is a violation of law and is likely to result in substantial injury to the organization, the member's response is limited to the member's right, and, where appropriate, duty to resign in accordance with rule 3-700.

(D) In dealing with an organization's directors, officers, employees, members, shareholders, or other constituents, a member shall explain the identity of the client for whom the member acts, whenever it is or becomes apparent that the organization's interests are or may become adverse to those of the constituent(s) with whom the member is dealing. The member shall not mislead such a constituent into believing that the constituent may communicate confidential information to the member in a way that will not be used in the organization's interest if that is or becomes adverse to the constituent.

(E) A member representing an organization may also represent any of its directors, officers, employees, members, shareholders, or other constituents, subject to the provisions of rule 3-310. If the organization's consent to the dual representation is required by rule 3-310, the consent shall be given by an appropriate constituent of the organization other than the individual or constituent who is to be represented, or by the shareholder(s) or organization members.

⁴⁴⁰ <https://www.sandiego.gov/sites/default/files/legacy/cityattorney/pdf/ar110603.pdf>

Review Board on Police Practices.”⁴⁴¹ Her duties also include: “[A]ssisting management throughout the employee discipline, appeal, and grievance process to ensure compliance with City policies and procedures and applicable laws. Advising management on labor, equal opportunity, diversity, privacy, medical leave, disability, and other personnel related issues. Conducting investigations and fact findings concerning employee related discipline and complaints.”⁴⁴² Dawson should have advised a much better course for the organization to take. She should have resigned if she gave such advice and it was ignored, or better still, she should have blown the whistle. She apparently did none of these.

Trustee Krista Cabrera is an employment litigator who also “trains managers and HR professionals regarding harassment, discrimination and retaliation avoidance.” She too should have advised a much better course for the organization to take, and should have resigned if she gave such advice and it was ignored, or better still, she should have blown the whistle. She apparently did none of these.

Likewise, trustee Catherine Morrison is a sophisticated lawyer, well-versed in conflicts of interest issues and government transparency. She should have seen the red flags. She too should have advised a much better course for the organization to take, and should have resigned if she gave such advice and it was ignored, or better still, she should have blown the whistle. But she apparently did none of these.

And of course Gil Cabrera, husband to Krista Cabrera, should likewise have had the experience and knowledge to have prevented Cramp’s malpractice. He also should have advised a much better course for the organization to take, should have resigned if he gave such advice and it was ignored, or better still, should have blown the whistle. He also apparently did none of these, either—quite the contrary, in fact.

Amongst the many failures of this Board, the failure to properly select and manage outside counsel is particularly disturbing considering the numerous board members with a legal background. Clearly, if neither the outside lawyers nor the lawyers on the Board can be trusted to properly secure the legal interests of the organization—the most important of which is the safety of the children—then the Attorney General must step in to do so.

⁴⁴¹ Ibid.

⁴⁴² Ibid.

3. **The Board failed to discipline Saba, failed to secure the children’s dressing rooms, and apparently mishandled allegations three staff members had inappropriate relationships with students.**

The Board has apparently done nothing to properly discipline Saba for his self-confessed actions, despite the organization facing legal action as a result of the firing of the whistleblowers, and a groundswell of community members calling for his resignation or removal. Saba’s continued presence on staff is a major legal liability, and if he once again acts inappropriately towards children the potential damages the organization will face will be severe, due to the Board’s prior knowledge of the allegations against him and their willful failure to take appropriate action to ensure the safety of the children. This is all the more so considering the organization has never conducted background checks on its staff, nor has it ever trained the staff in child abuse prevention and reporting.⁴⁴³

Aggravating the situation is the fact that the trustees have refused to even put in place common-sense measures to help prevent a reoccurrence of harm to the children. Among other things, they continue to neglect the need to secure the children’s’ dressing rooms from encroachment by adults who do not belong in them. This was amply demonstrated in November 2016 when trustee Krista Cabrera entered the girls’ dressing room after a performance, while students were changing—despite having no official reason to do so, and having done so with trustee Joan Dawson’s approval. This is quite simply a Board that believes it is above reproach and can act with impunity or abject negligence towards the children in its charge without suffering any consequences.

Moreover, the organization has recently rehired two staff members who were previously alleged to have had inappropriate relationships with Junior Theatre students—one of whom was apparently terminated by Jimmy Saba based on those very allegations.

One of these rehires, who is now in a supervisory role, was alleged to have held parties for teenage students at her home, including overnight “sleeping parties.” The other is alleged to have conducted a romantic relationship with a sixteen or seventeen year old student which included an overnight hotel stay—the allegation which led to her dismissal. The fact that the organization would rehire these individuals, especially after all the controversy related to Saba’s inappropriate behavior towards a student, is extremely troubling. The apparent reason for these

⁴⁴³ Confidential source/s.

inexplicable rehires is that the trustees prefer staff members who are friendly and loyal to the Board and willing to keep secrets, rather than risk hiring someone from the outside who may put the interests of the students and the organization above those of the trustees. None of this bodes well for the safety and well-being of the children in the program.

In addition, another staff member has recently been terminated amidst yet more allegations of inappropriate relationships with teenage students, and allegations that the Board was aware of these issues long before it took any action.

Allegations of inappropriate relationships with students are serious enough that even if they are not true, or don't rise to the level of criminal activity, it is deeply concerning they are being handled by a board which has amply demonstrated it cannot be trusted to make good choices about reporting suspected child abuse to authorities. Any misstep by the Board in this regard is likely to directly result in preventable harm to a student or students—and after the way the Board has demonstrated time and time again its untrustworthiness, such missteps are virtually guaranteed. This cannot stand: the safety of the children is far too important to risk any further incompetence or willful malpractice from the current Board. This issue alone calls out for the urgent and immediate attention of the Attorney General.

B. Glaring Conflicts of Interest Which Have Impacted the Organization.

While many non-profit boards are composed of people with close personal relationships, the decades-old social club that exists amongst the Junior Theatre's board has turned the organization into the private of plaything of a few untrustworthy individuals. The legal action of the Attorney General is needed to pry the organization away from the control of these individuals. The Board cannot be expected to be capable of rectifying its own mistakes when it is so completely enmeshed in the tangled web of conflicts of interest existing among and between the trustees—particularly the lawyers on the board—including at least two of their spouses.⁴⁴⁴

As discussed above, every single trustee is potentially liable for failing to report a case of suspected child abuse to law enforcement. This, as well as their concerted campaign of

⁴⁴⁴ This analysis does not examine the potential conflicts of interest arising from the self-dealing and/or private inurement transactions of Darien Webster and Lizbeth Persons Price and any personal liability they may face as a consequence of these transactions.

retaliation against whistleblowers and apparent attempts to tamper with witnesses to the alleged crime, demonstrates that each and every trustee who went along with this campaign or failed to stop it has acted in bad faith and against the interests of the organization. In respect to these acts and omissions the trustees have therefore lost the typical legal protection of non-profit board members, and are likely personally liable for a number of crimes, as well as civil torts such as intentional infliction of emotional distress.

In addition, the evidence indicates that trustees Joan Dawson, Catherine Morrison, and Karen Quiñones may have given the organization legal advice regarding the incidents in question, and the evidence also indicates that Krista Cabrera almost certainly did. Thus, each of these lawyers (or purported lawyer, in the case of Quiñones) is potentially liable to the organization itself for serious malpractice. This liability creates a major conflict of interest between them and the organization they are entrusted to serve.

At the outset, it should be noted that, aside from Gil Cabrera's belated claim that the organization had signed an appropriate written waiver of his conflict of interest pursuant to Rule of Professional Conduct 3-310 (a claim he has yet to provide evidence for, despite being asked), there is no evidence to indicate that any of the attorneys involved properly advised the organization of their conflicts or obtained a written waiver. In any event, such written waivers would likely be insufficient to comply with Rule 3-310 because they would be authorized by none other than the conflict-compromised trustees themselves.

To simplify the multitude of interrelated conflicts of interest, this analysis will briefly examine each attorney involved in turn. It will then examine the conflict of interest posed by treasurer Ken Ruggiero's apparent personal guarantee of two lines of credit to the organization.

1. Krista Cabrera's conflicts of interest.

Krista Cabrera is potentially personally liable for her bad faith acts and omissions as a trustee, and also for her likely malpractice as an attorney for the organization. She "trains managers and HR professionals regarding harassment, discrimination and retaliation avoidance"⁴⁴⁵ and knew full well the impropriety of the course of action perused by her husband and his hand-picked colleague Cramp. She is therefore ethically compromised by her own potential malpractice, by her loyalty to her law firm Foley & Lardner LLP (which may also be

⁴⁴⁵ <https://www.foley.com/krista-m-cabrera/>

liable for her malpractice), by her lifelong friendships with Jimmy Saba and several trustees on the Board, and, not the least of which, by her marriage to Gil Cabrera and his association with Edward Cramp.

Under the circumstances it is reasonable to believe she would be inclined to put the interests of herself, her law firm, her childhood friends, and her husband ahead of the interests of the organization to which she owes duties as a trustee and as a lawyer. And the evidence, as detailed as detailed throughout this complaint, indicates she already has.

2. Gil Cabrera's conflicts of interest.

Gil Cabrera is ethically compromised in his representation of the organization in numerous ways. Most obvious is the fact that his wife Krista Cabrera is a trustee, and she herself is seriously compromised, both as a trustee and lawyer for the organization, as discussed above. He is compromised by his association or friendship with Edward Cramp, who is likely liable to the organization for malpractice. And he is also compromised by his own potential malpractice liability, for negligently or recklessly supervising Cramp and assisting with his sham investigation, as well as for his role advising and apparently assisting the organization in retaliating against whistleblowers and tampering with eyewitnesses to an alleged crime.

Under the circumstances it is reasonable to believe Gil Cabrera would be inclined to put the interests of himself, his wife and her childhood friends, and Cramp ahead of the interests of the organization to which he owes duties as a lawyer. And the evidence, as detailed throughout this complaint, indicates he already has.

3. Edward Cramp's conflicts of interest.

Edward Cramp is ethically compromised by his association or friendship with Gil Cabrera, and by extension, Gil Cabrera's compromised position due to his marriage to a potentially liable trustee. Furthermore, Cramp is ethically compromised by his own liability to the organization for malpractice in conducting his "investigation."

Under the circumstances it is reasonable to believe he would be inclined to put the interests of himself, his law firm Duane Morris, and his friend Gil Cabrera (and wife Krista

Cabrera) ahead of the interests of the organization to which he owes duties as a lawyer. And the evidence, as detailed throughout this complaint, indicates he already has.

4. Catherine Morrison's conflicts of interest.

As with others on the Board, Catherine Morrison is potentially personally liable for her bad faith acts and omissions as a trustee, and also for her likely malpractice as an attorney for the organization. She's therefore ethically compromised by her own potential tort liabilities and malpractice. Under the circumstances it is reasonable to believe she would be inclined to put her own interests ahead of the interests of the organization to which she owes duties as a trustee and presumptive lawyer.

But her conflicts of interest also extend outside of the organization, and are not without a degree of irony. A significant part of her duties as Deputy City Attorney includes training employees of city-controlled entities to avoid conflicts of interest. As recently as November of last year—during the same time period when Gil Cabrera's conflict was at its most glaring—she partnered with another city attorney in presenting a training session on conflicts of interest to the San Diego City Commission for Arts and Culture.⁴⁴⁶

Morrison's attorney-client relationship with the Commission for Arts and Culture is a glaring conflict of interest, since the Commission for Arts and Culture is one of Junior Theatre's major funders, donating close to \$90,000 a year to the organization on average.

Considering the numerous legal liabilities the Board has brought upon the organization, as well as the significant charitable assets diverted to self-dealing transactions, Morrison faces an ethical dilemma which she has shown no signs of properly handling. As an attorney for the city, and specifically for the Commission on Arts and Culture, Morrison has a duty to protect the city and the Commission's interests, and that duty is potentially in conflict with the duties she owes to Junior Theatre, both as a trustee and attorney. On the one hand she should report the Board's self-dealing and misspending of assets to the Commission and the City. On the other hand, she is duty-bound to protect Junior Theatre's interest in continuing to receive the Commission's

⁴⁴⁶ It is worth noting that Morrison's co-presenter for this conflicts of interest training session was Stacey Fulhorst, the executive director of the San Diego Ethics Commission. Last year Fulhorst recused herself from overseeing the city attorney election because of a potential conflict of interest: she had worked closely with one of the candidates in the race while he was chair of the Ethics Commission, and later, when he performed independent legal work for the Ethics Commission. That candidate was Gil Cabrera.

funding, and by informing the Commission of the self-dealing and likely illegal acts of the Board, she would risk the organization losing a major funding source.

It is an ethical dilemma, but one which should not be very difficult to solve: clearly, the ethical thing for her to do would be to report what she knows to the Commission and the City while demanding her fellow board members take appropriate corrective actions to remedy their gross mismanagement of the organization and its charitable assets. This could satisfy her ethical duties to both organizations, since even if Junior Theatre lost its major funding source, it would be a relatively small price to pay for correcting such gross mismanagement and unjustified losses of charitable assets. To date, however, there is no evidence to suggest that Morrison has done so.

Under the circumstances, it is reasonable to believe she would be inclined to put the interests of herself ahead of the interests of the organization to which she owes duties as a trustee and lawyer, as well as ahead of the interests of her employer and client, the city of San Diego and its Commission for Arts and Culture. And the evidence, as detailed throughout this complaint, indicates she already has.

5. Joan Dawson's conflicts of interest.

Joan Dawson is potentially personally liable for her bad faith acts and omissions as a trustee, and also for her likely malpractice as an attorney for the organization. She's therefore ethically compromised by her own tort liabilities and potential malpractice, as well as by her longtime friendship with Jimmy Saba and with other trustees on the Board.

In addition, like Morrison, Dawson is a Deputy City Attorney for the city of San Diego, and therefore owes ethical duties to the city which are potentially in conflict with her duties as a trustee and presumptive lawyer for Junior Theatre. As with Morrison, the ethical thing for Dawson to do would be to report what she knows to the City and demand that her fellow board members take appropriate corrective actions to remedy their gross mismanagement of the organization and its charitable assets. To date, however, there is no evidence to suggest that Dawson has done so.

Under the circumstances it is reasonable to believe she would be inclined to put the interests of herself ahead of the interests of the organization to which she owes duties as a trustee and lawyer, as well as ahead of the interests of her employer and client, the city of San Diego. And the evidence, as detailed throughout this complaint, indicates she already has.

6. Karen Quiñones's conflicts of interest.

It is not clear whether Quiñones is in fact a lawyer, although she has apparently held herself out as one, and has also likely provided legal advice to the organization. Assuming she is indeed a lawyer, her conflict analysis is similar to the others on the Board: she is compromised by her own personal interests in that she may be personally liable for malpractice, for failing to report Saba's alleged child abuse, for apparently attempting to tamper with a witness to a crime through her invasive interrogation of an eyewitness to Saba's alleged battery, as well as the other criminal or civil liabilities resulting from the Board's campaign of intimidation and retribution against the community and against other witnesses.

Under the circumstances it is reasonable to believe she too would be inclined to put the interests of herself ahead of the interests of the organization to which she owes duties as a trustee and presumptive lawyer. And the evidence, as detailed throughout this complaint, indicates she already has.

7. Ken Ruggiero's conflict of interest.

Finally, as Junior Theatre's treasurer, Ken Ruggiero owes a strict fiduciary duty of loyalty to the organization, a fact which someone with his extensive banking background would know. If it is true that Ruggiero's "home is on the line" because he has personally guaranteed two lines of credit for the organization, he cannot be expected to align the organization's mission and financial goals when helping structure the organization's finances in an unbiased manner, considering his own personal finances are so closely linked. His decision-making ability as a trustee and treasurer for the organization is fatally compromised by his own personal financial interests, which will inevitably cloud his judgment and impartiality.

Two facts indicate his conflict of interest may have already impacted his decision-making as treasurer:

First, Tony Cucuzzella and Rayme Sciaroni were fired exactly one day before the end of the fiscal year, raising the prospect that the timing was influenced by Ruggiero in order to make the organization's finances for the new fiscal year appear more favorable to outside creditors.

Second, Ruggiero is reportedly a “big fan” of the newly rehired staff member who was previously alleged to have held “sleepover parties” for teenage Junior Theatre students.⁴⁴⁷ The reason he is said to be such a “big fan” and to have been the driving force behind her rehiring is because he believes this staff member has the ability to attract older students to audition for Junior Theatre productions, and he believes this will increase the quality and attendance of the shows and therefore increase the organization’s revenue.⁴⁴⁸

If true, it is therefore reasonable to assume that Ruggiero is anxious to increase the revenue in any way possible so as to ensure prompt repayment of the lines of credit he backed, and that he is therefore putting his own financial interests ahead of the safety and well-being of the children.

C. Gross Mismanagement of Human Resources.

“To unceremoniously dismiss [a highly-respected staff member] from this position is an unfortunate example of how non-profit boards can make terrible decisions when a few individuals dominate a board of directors and do not understand the mission of the organization they lead or their role in it.”

—Gil Cabrera⁴⁴⁹

At the same time he was helping engineer the unceremonious dismissals of two beloved staff members of Junior Theatre, Gil Cabrera wrote the above statement about an unrelated San Diego non-profit in a post on his Facebook page. In retrospect it’s hard to miss the irony of his words, though they are quite true: non-profit boards dominated by a few misguided and self-interested members do indeed make terrible decisions—and the Junior Theatre board, dominated by a self-interested clique of old friends, has made terrible decisions in spades.

Chief among these terrible decisions are the ones they made (and continue to make) regarding the employees of the organization. The aid of the Attorney General is urgently needed to ensure the organization can once again properly manage its affairs, including the all-important management of human resources.

⁴⁴⁷ Confidential source/s.

⁴⁴⁸ Confidential source/s.

⁴⁴⁹ Exhibit 32, Gil Cabrera Facebook Post, September 20, 2016.

1. **Incompetence and bias in the hiring and supervision of Executive Directors.**

The Board's mismanagement of the most important staff position in its organization, the executive director, did not begin when they hired Jimmy Saba. His hiring was only the latest in a series of bad missteps made by the Board in the hiring and management of the organization's chief executive. Over the last approximately seven years there have been three executive directors and two interim executive directors.⁴⁵⁰

The first in the series of executive directors was Will Neblett, who left around 2010. His successor Russ Maitland, apparently hand-picked by trustee Lizbeth Persons Price, lasted less than three months and left under a cloud of allegations about his problematic behaviors.⁴⁵¹ (He would obtain either a settlement or severance pay equal to several additional months' salary, though by all accounts he had done almost nothing for the organization from the very beginning.)⁴⁵²

The Board then finally did something right, and retained a consulting firm named Nonprofit Management Solutions (NMS).⁴⁵³ NMS was contracted for three services: to provide a temporary executive director (an experienced management consultant named Sherri Petro⁴⁵⁴), to develop a strategic plan for the organization, and to help identify and train a permanent executive director.⁴⁵⁵

Unfortunately, Persons Price, the Board's president at the time, soon developed "personality conflicts" with Sherri Petro and other staff of NMS, and discontinued utilizing the consulting firm's services.⁴⁵⁶ The strategic report produced by NMS was "shelved," Sherri Petro was terminated, and the two highly qualified candidates NMS identified for the role of executive director were never interviewed.⁴⁵⁷ Instead, someone on the Board—likely Persons Price, Darien Webster, or David Braun—reached out to an old friend named Jimmy Saba, and invited him to "interview" for the role, though his hiring seems to have been a foregone conclusion.⁴⁵⁸

⁴⁵⁰ One of these interim executive directors was former communications director Theresa Wulf, whose stints managing the organization, though brief, were apparently successful and uncontroversial.

⁴⁵¹ Confidential source/s.

⁴⁵² Confidential source/s.

⁴⁵³ http://www.npsolutions.org/onsite_management/default.asp

⁴⁵⁴ <http://vpistrategies.com/about-us/sherri-petro/>

⁴⁵⁵ Confidential source/s.

⁴⁵⁶ Confidential source/s.

⁴⁵⁷ Confidential source/s.

⁴⁵⁸ Confidential source/s.

Thus, despite having little or no relevant experience managing an organization of the size and complexity of Junior Theatre, Jimmy Saba became the new executive director. This complaint documents in detail the ripple effects that “terrible decision” made by a few self-interested trustees had and continues to have on the organization. And the Board’s failure to manage Saba isn’t just related to Saba’s alleged battery or child abuse in the girls’ dressing room, and all of the terrible decisions which followed from that action.

Even before that incident, it was clear to the Board that Saba was unqualified for the job. Aside from his profound lack of competency in management and leadership, he also is widely known to be an inept fundraiser. As he said himself when asked if anything about taking the job made him nervous: “As part of my duties, I will be expected to raise money in the form of donations and sponsorships.”⁴⁵⁹

And the results of his incompetence and the Board’s refusal to properly manage him are entirely predictable: donations have dropped sharply in the three years since Saba became executive director.⁴⁶⁰ Saba is known to have literally refused a donor’s proffered check for \$500.00, saying, “You can’t afford that.”⁴⁶¹ At other times he was given leads for prospective donors but “didn’t feel comfortable” calling them to ask for a donation, or would talk prospective donors down from donations he thought were “too much” for the donors.⁴⁶²

Of course, Saba’s failure as a fundraiser pales in comparison to his failures as a leader and as a person who can be worthy of earning the trust of children, yet it is one more important element of the Board’s dysfunction and gross mismanagement of the organization’s human resources which cries out for the intervention of the Attorney General.

2. Illegal retaliations against employee whistleblowers and witnesses.

It goes without saying that any organization, particularly a non-profit dedicated to serving the public, should never engage in retaliatory acts against whistleblowers and witnesses to a crime.

⁴⁵⁹ <http://www.balboapark.org/blogs/balboa-park-beat/director-actor-and-playwright-james-saba-lead-san-diego-junior-theatre>

⁴⁶⁰ Confidential source/s.

⁴⁶¹ Confidential source/s.

⁴⁶² Confidential source/s.

Tony Cucuzzella, Rayme Sciaroni, Diane Dale, and Francia Cohen almost certainly meet the definition of whistleblowers under the Labor Code.⁴⁶³ As the three individuals to whom Saba confessed his alleged battery to shortly after it occurred, Cucuzzella, Sciaroni, and Dale are also likely witnesses to a crime. (As discussed further below.) The Board was well aware that any of the four of these whistleblowers and witnesses could call the authorities and potentially testify against Saba regarding the incident in the girls' dressing room.

It is also clear that the Board knew that at least two of them, Dale and Cohen, had already shown signs of being willing to speak out about the incident. Dale criticized the Board directly at the staff meeting on October 8, when she reminded the board members she was a witness to Saba's alleged battery and that she knew Cucuzzella and Sciaroni "did nothing wrong and everything right." Also on or around that date Cohen told Saba "there's something very suspicious" about the terminations of Cucuzzella and Sciaroni, and "sooner or later the truth always comes out."

Within weeks Dale and Cohen would find themselves the subject of a police investigation based on president Webster's false report (which the SDPD would soon term "unfounded").

The inference is clear: Webster used the threat of criminal prosecution to intimidate Dale and Cohen into silence. And disturbingly, the evidence indicates Gil Cabrera advised him to do so and/or assisted in making the false police report, as discussed below. In this respect Webster and possibly Gil Cabrera likely committed two crimes at once: making a false police report and tampering with witnesses to a crime. It may seem unbelievable because it was such an incredibly foolhardy thing to do, in addition to being cruel, but it is perfectly consistent with Webster's

⁴⁶³ Labor Code §1102.5(a) and (b) read in full:

(a) An employer, or any person acting on behalf of the employer, shall not make, adopt, or enforce any rule, regulation, or policy preventing an employee from disclosing information to a government or law enforcement agency, to a person with authority over the employee, or to another employee who has authority to investigate, discover, or correct the violation or noncompliance, or from providing information to, or testifying before, any public body conducting an investigation, hearing, or inquiry, if the employee has reasonable cause to believe that the information discloses a violation of state or federal statute, or a violation of or noncompliance with a local, state, or federal rule or regulation, regardless of whether disclosing the information is part of the employee's job duties.

(b) An employer, or any person acting on behalf of the employer, shall not retaliate against an employee for disclosing information, or because the employer believes that the employee disclosed or may disclose information, to a government or law enforcement agency, to a person with authority over the employee or another employee who has the authority to investigate, discover, or correct the violation or noncompliance, or for providing information to, or testifying before, any public body conducting an investigation, hearing, or inquiry, if the employee has reasonable cause to believe that the information discloses a violation of state or federal statute, or a violation of or noncompliance with a local, state, or federal rule or regulation, regardless of whether disclosing the information is part of the employee's job duties.

well-documented history of preying on wildfire victims with shoddy, unlicensed home repairs, and then attacking them when they speak out against him.

Not only does such whistleblower retaliation and witness tampering put the organization in legal jeopardy, as the recent settlements of Cucuzzella and Sciaroni demonstrate (and as is discussed further below), it also severely impacts the culture and work atmosphere of the organization, and is utterly demoralizing to all the other employees. In the case of Junior Theatre, the end result was predictable: an almost complete breakdown in the functioning of the staff, followed by a mass exodus of the organization's most competent professionals.

3. Senseless loss of three key employees.

There are numerous professionals who fled Junior Theatre after the debacle related to the Board's mismanagement of Saba's alleged battery in the girls' dressing room. But it is worth pausing to note that the first two professionals to leave—the ones who were fired—were outstanding employees integral to the organization.

Tony Cucuzzella had been the Production Manager for over twenty years, and was widely regarded as being the driving force behind all of the organization's productions, as well as trusted mentor to thousands of children over the years. In fact, a year before saying "It's them or me," in regards to the terminations of Cucuzzella and Sciaroni, Jimmy Saba had this to say about Cucuzzella in an interview he gave to the *San Diego Union Tribune*: "Every kid who comes through here has a deep admiration for Tony. He's a big constant. There's someone who is here when we open the doors to the time we shut them, and that's Tony."⁴⁶⁴ At the time, the Board was publically celebrating and honoring Cucuzzella for his years of dedicated service.⁴⁶⁵

Likewise, Rayme Sciaroni is well known throughout the San Diego performing arts community as a warm and gifted director, musician, and teacher. Though he was on staff as Artistic Director for only a few years, he'd already developed a spotless reputation and a loyal following of students and families.

The Board knew full well how fortunate the organization was to have these two men on staff. They knew full well that these two men were not only upstanding and highly esteemed

⁴⁶⁴ <http://juniortheatre.com/2015/05/junior-theatre-seen-in-san-diego-union-tribune/>

⁴⁶⁵ Ibid.

staff members, they also were a driving force in attracting students, families, and audiences to the theater—and were therefore two of the organization’s prime revenue generators.

And yet, all to protect a friend who didn’t deserve protection, and in turn to protect their own social club, the Board fired them. And what’s worse, to say the Board “unceremoniously dismissed” them is an understatement; in fact, they treated the two men like trash being hauled out to the curb. Webster and Persons Price callously terminated them without warning or explanation. Then Webster, with apparent backup from an armed, plainclothes security guard lurking in another room, “escorted” the two men out of the building as if they were common criminals—a sick irony considering it is Webster who is the convicted criminal.

The Board then compounded that terrible decision with yet more terrible decisions, and began a concerted campaign of intimidation to drive out Diane Dale, the Box Office Supervisor of more than twenty years. She, too, was highly esteemed and trusted by students and families, and had a spotless reputation. Moreover, she had managed the theater’s ticket sales professionally and competently, ensuring a steady and reliably accountable stream of revenue for the organization. Yet because she was a witness to Saba’s confession, and because she spoke out against the Board’s terrible decisions, she became the next target. Dale didn’t truly quit the job she was so devoted to—rather, she was clearly constructively discharged via a brutal, month-long harassment campaign by Webster and the Board.

A board that would do such a thing to three of its most important staff members—without even making a plan for how to deal with the operational and public relations fallout, as Gil Cabrera admitted—is not a board that can be trusted with managing the human resources of the organization, to say nothing of the safety and well-being of the children it serves.

4. Mismanagement of numerous other employees and contract staff.

At every turn the Board has seemed utterly determined to mismanage and abuse the human resources of the organization.

Board members—most likely Webster and Persons Price—asked certain staff members to compile dossiers against other staff members.⁴⁶⁶

They instructed Kyle Waterman, an assistant production manager who had worked for Junior Theatre since around 2015, to essentially spy on employees in the theater and on

⁴⁶⁶ Confidential source/s.

Facebook, and it is Waterman who apparently provided Gil Cabrera and Webster with the information about Cohen removing Cucuzzella's and Sciaroni's trophies, as well as the Facebook screen shots which were used as a pretext to make the false police report against Cohen.⁴⁶⁷ Waterman is a relatively new employee who had developed a good reputation amongst the children and families, and for the Board to have made him an accessory to its unethical acts is yet another of the many unnecessary tragedies caused by the Board's gross mismanagement of its employees. (Notably, the Board recently rewarded Waterman for his loyalty to the trustees by promoting him to Cucuzzella's former position as Production Manager.)⁴⁶⁸

The toxic work atmosphere created by the board not only led to Diane Dale's constructive discharge, but it also may have led Theresa Wulf to leave after decades of well-regarded service to the organization. (Compounding the gravity of this loss, and a time when the organization needs good communications with its stakeholders more than ever, the Board promoted Carla Corder to fill the role. Corder was previously an office assistant and has no qualifications or experience in public relations and communications—but she is, not surprisingly, another alumna and an old friend of Saba, Webster, and Persons Price.)

The toxic work environment also cost the organization Francia Cohen, the makeup and wig artist who was a longtime and well-regarded contract staff member. She quit in disgust after it became clear to her the Board was not putting the safety and well-being of the children first, and after being falsely accused of burglary. In addition, numerous arts contractors in the local theater community, such as directors, choreographers, pit musicians and others have stated that they won't be coming back to Junior Theatre work on future productions because of the dysfunction caused by the Board.⁴⁶⁹ Thus, within a span of a few short months, the Board has virtually gutted the organization of its most competent and productive employees and contract staff members, and hampered its ability to attract competent new employees.

5. **Repeated allegations of staff members having inappropriate relationships with students.**

Compounding these self-inflicted HR disasters to the organization, the Board has now unbelievably rehired two individuals who are under a cloud of allegations that

⁴⁶⁷ Confidential source/s.

⁴⁶⁸ <http://juniortheatre.com/contact/>

⁴⁶⁹ Confidential source/s.

they had inappropriate relationships with teenage students in the program. One of these newly rehired staff was specifically discharged by Saba previously because of those allegations. In addition, it appears that the organization has recently terminated the employment of a staff member amidst allegations the staff member had an inappropriate relationship with one or more teenage Junior Theatre students, and that these allegations were known to Saba and the Board long before any action was taken.

A Board that would so willfully mismanage the organization's most important component—its staff—is not a board that can be trusted to competently or ethically manage the organization as a whole. That among these numerous instances of gross HR mismanagement includes the rehiring of individuals who have been accused of having inappropriate relationships with students, and the possible sluggish and inept response to similar allegations made against another staff member, amply demonstrates the Board also can't be trusted with ensuring the safety and well-being of the children served by the organization.

Moreover, a significant percentage of Junior Theatre's part time staff is made up of minors—teenagers with work permits who are hired as teaching assistants. Although it is laudable to hire a teenager as an employee, having minors on staff adds a higher level of complexity and responsibility for any employer, and the Board has shown it can't be trusted with basic employee management, much less more complex and delicate situations. More HR disasters are surely on the way, and it is children who will pay the ultimate price for them, unless the Attorney General takes prompt action.

D. Unconscionable Acts Against the Community: “What is this, a children’s theater or a police state?”

Perhaps the worst of the Board's abuses of authority is the way it intentionally and methodically created a climate of fear designed to suppress criticism of trustees and their old friend Jimmy Saba. And this fear of retribution the Board instilled in the stakeholders goes well beyond parents worrying that their children won't get cast in shows if they speak out on the controversies.

In order to protect their decades-old social club, the trustees engaged in tactics ranging from sending a high-powered lawyer after a teenager, to calling the police on innocent staff members, parents, and witnesses of Jimmy Saba's alleged crime.

At one point during the production of *Chitty Chitty Bang Bang*, while the Board had private plainclothes security guards following parents throughout Balboa Park and writing down their license plate numbers, and police officers stationed outside the theatre doors as children arrived, a parent was overheard to remark:

“What is this, a children’s theater or a police state?”⁴⁷⁰

At the time it was a very apt question, and it is still worth asking.

1. Making baseless legal threats against community members.

The intimidation of the community began with Gil Cabrera’s implicit threat of legal action against a teenage student (and other children), and an explicit legal threat against a well-respected makeup artist—simply for exercising their free speech rights to speak up about a matter of public controversy.

At the outset, it should be noted that this intimidation via baseless legal threats follows a pattern, and it seems likely to have been president Darien Webster’s plan which Gil Cabrera helped carry out.

Webster has a previous history of threatening and pursuing legal action against those who criticize his unethical behavior. In 1999 Webster filed a lawsuit seeking damages and injunctive relief based on causes of action for defamation and slander against a fire victim homeowner who had contracted with Webster’s company, Reconstruction Restoration Expert Construction, to repair the homeowner’s fire-damaged home in Ramona.⁴⁷¹

In his suit, Webster accused his former customer of telling another fire victim homeowner in the area that Webster “screwed him,” and that the fire victim would be be “sorry” if he hired Webster, and other similar statements.⁴⁷² The fire victim denied the allegations and

⁴⁷⁰ Confidential source/s.

⁴⁷¹ Exhibit 25, *Reconstruction Restoration Expert Construction v. Playford*, Complaint, February 1, 1999.

⁴⁷² Exhibit 26, *Reconstruction Restoration Expert Construction v. Playford*, Declaration of Darien Webster, February 19, 1999. Webster further declared therein that the defendant fire victim had stated to a prospective customer of Webster’s company the following:

- a: [The defendant]’s home burned down.
- b: He was screwed by the insurance company and the contractor.
- c: The contractor who “screwed him” was RECONSTRUCTION because they had made him promises they had not kept.
- d: He has made it his mission in life to ensure RECONSTRUCTION never gets hired by going to every fire damaged home he can find to dissuade use of [Webster]’s services.”

the case later settled out of court. In light of the numerous lawsuits and government prosecution Webster would face in the years following that suit, it seems likely there was substantial truth to the fire victim's alleged statements, providing him with a complete defense to charges of defamation and slander. This raises the inference that the purpose of Webster's suit was not to correct an actual injury done to him, but to threaten and silence someone he'd previously victimized and who had the temerity to speak out against him.

Abusing the legal process in such a way is a scenario that Webster—with the willing assistance of Gil Cabrera—seems to have repeated years later at Junior Theatre.

In any event, whether it was the idea of Gil Cabrera, Webster, or another board member to send baseless cease and desist letters to members of the Junior Theatre community in an effort to silence them and deter others who might be inclined to speak up, it was yet another example in a long line of the Board's habitual abuse of its authority and disregard of its ethical duties towards the organization and its mission.

Again, "What is this, a children's theater or a police state?"

2. **Hiring armed, plainclothes security guards to intimidate staff, parents and even children.**

As discussed above, the Board essentially hired its own mercenary force of intimidating, armed "thugs"—as one community member called them. At \$65.00 an hour each, at a time when the organization's finances are already in shambles, there was no reasonable justification for these guards whatsoever. It is clear their one and only purpose was to intimidate staff, parents, and community members into silence so as not to embarrass Jimmy Saba or in any way threaten the trustees' decades-old social club.

It is sickly ironic that during a time when the children's theater was virtually swarming with police and private security guards, ostensibly to "protect" the children, they were there at the behest of Darien Webster, himself a convicted criminal. And all the while, the one person who represents the most potential, documented danger to those children—Jimmy Saba—was freely going about his business in the theater, secure in the notion that if anyone was being protected, it was him.

Again: "What is this, a children's theater or a police state?"

3. Making a false police report to silence witnesses and critics.

It is disturbing enough to note that the Board conducted surveillance on community members, both in person and online. But what is worse is that the Board then took information gleaned from that surveillance out of context and used it as a flimsy pretense to file a police report against Francia Cohen and Diane Dale.

Although this isn't the only likely instance of the Board breaking the law, making a false police report is a particularly egregious one.⁴⁷³ This is especially so when the trustee who apparently made the false report, Darien Webster, is himself a convicted criminal with a long history of defrauding wildfire victims with shoddy and unlicensed home repairs.

When Jimmy Saba told Diane Dale "We had to put a stop to Francia [Cohen]," he wasn't referring to her taking worthless plastic trophies and coffee mugs—he was referring to Cohen's criticism of the Board and himself on Facebook. Likewise, when Dale spoke out against the Board directly to Webster and Ruggiero at the October 8 staff meeting, she too was then suddenly placed on the Board's enemies list. Webster made his false police report solely in an attempt to intimidate Cohen and Dale into silence and scare them from speaking out, including to law enforcement.

Likewise, when the Board retaliated against Matt Valenti by sending an armed, plainclothes security guard to try to remove him from the theater in the dark, and later called the police on him and his wife and kept them from seeing their children perform onstage, it was clearly because Valenti had become a leading voice in a growing chorus of critics. Valenti had been highly critical of the Board at Gil Cabrera's October 27 meeting, in emails to Gil Cabrera, on Facebook, and during the Town Hall open forum—and Valenti's criticisms had clearly gotten under the trustees' skin. Once Valenti began speaking up and questioning the Board, Saba, and Gil Cabrera, he and his wife were also placed on their extensive enemy list, and treated accordingly.

Webster admitted as much in an email he wrote in response to a community member. The community member had pleaded that Webster end the "ban on the Valenti's" (as it was being

⁴⁷³ Penal Code § 148.5(a) reads in full: "(a) Every person who reports to any peace officer listed in Section 830.1 or 830.2, or subdivision (a) of Section 830.33, the Attorney General, or a deputy attorney general, or a district attorney, or a deputy district attorney that a felony or misdemeanor has been committed, knowing the report to be false, is guilty of a misdemeanor."

called) and allow Valenti and his wife back into the theater to see their children perform.

Webster's response included this telling line: "You might assist the process by forwarding some screen shots of Matt's recent Facebook posts which you referred to for our consideration of his change in attitude."

Clearly Webster thought he could use Valenti's children as pawns in an effort to give Valenti, the most vocal critic of the Board, an "attitude" adjustment.

What makes all these acts of witness tampering, critic-silencing, and abuse of police resources particularly egregious is that Webster apparent committed these acts with the willing assistance of Gil Cabrera, a lawyer who has worked in a professional capacity with the San Diego police, and who had run for City Attorney less than four months earlier.

If it seems difficult to believe someone of Gil Cabrera's stature would conspire with someone like Webster to silence community members who were openly advocating for the safety of the children, Lucan's proverb is instructive: *crimen quos inquinat, aequat*.⁴⁷⁴ After all, by this time, it wasn't only the Board's unethical acts which Gil Cabrera was attempting to cover up, it was also his own.

Yet again: "What is this, a children's theater or a police state?"

4. Tampering with witnesses to Jimmy Saba's alleged crime.

One of the most disturbing aspects of the Board's months-long campaign of intimidation against the community is the fact that it appears the Board was actively engaged in a pattern of multiple incidents of witness tampering.⁴⁷⁵

First, of course, the retaliatory firings of Cucuzzella and Sciaroni have all the appearances of being at least partly motivated by an attempt to dissuade the two men (and anyone else) from reporting what they knew to law enforcement. Later, when Webster made his false police report regarding Francia Cohen and Diane Dale, he also appears to have been

⁴⁷⁴"Crime equalizes those whom it contaminates."

⁴⁷⁵ Penal Code § 136.1(a) reads in full: "(a) Except as provided in subdivision (c), any person who does any of the following is guilty of a public offense and shall be punished by imprisonment in a county jail for not more than one year or in the state prison:

(1) Knowingly and maliciously prevents or dissuades any witness or victim from attending or giving testimony at any trial, proceeding, or inquiry authorized by law.

(2) Knowingly and maliciously attempts to prevent or dissuade any witness or victim from attending or giving testimony at any trial, proceeding, or inquiry authorized by law."

attempting to dissuade them from reporting what they knew to law enforcement. And finally, trustee Karen Quiñones “invasive” and “intimidating” questioning of one of the teenage eyewitnesses to Saba’s alleged battery has all the appearances of an attempt to dissuade a witness to an alleged crime.

None of these unconscionable acts were accidents or misunderstandings. Considering the sophistication of many of the board members and outside attorneys involved, the Board knew full well what they were doing was wrong and illegal, and apparently simply believed they would never get caught.

Indeed, less than four months earlier, Gil Cabrera himself had outlined the proper response to make to allegations of crimes against especially vulnerable victims. In support of his campaign for San Diego City Attorney, he wrote an editorial in the *Voice of San Diego* about defending sexual harassment and sexual violence claims, stating in part:

As a seasoned litigator and trial lawyer, **I know that attacking a victim is not only reprehensible, but also not a necessary or even wise legal strategy.** ... This is why as city attorney I will change the way we do things when defending the city against such cases.

[W]e will investigate the underlying allegations to determine for ourselves whether the alleged conduct took place. We will do so respectfully and conscientious of the courage victims have in coming forward. If we determine the allegations are true, we will do what we can to limit the city’s potential liability and resolve the matter as quickly as possible, while doing what we can to right the wrong. ...

[W]e will protect witnesses or others involved in any case from the abuses of outside attorneys. ... Our own investigators and attorneys will be similarly respectful when interviewing potential victims ...⁴⁷⁶

A mere two months after he lost his bid City Attorney, Gil Cabrera had apparently already forgotten these very campaign promises, as he helped “a few individuals” who dominated the Junior Theatre board—one of whom was a convicted criminal who preyed on fire victims—to do exactly what he’d criticized in his editorial.

First, he helped ensure there was not a proper investigation of “the underlying allegations” against Saba. There was no issue of questioning the victim or victims of Saba’s alleged battery “respectfully” or of being “conscientious” of their courage, since Gil Cabrera and

⁴⁷⁶ <http://www.voiceofsandiego.org/topics/opinion/slut-shaming-isnt-viable-legal-strategy/> (Emphasis added.)

his handpicked “investigator” Edward Cramp simply couldn’t be bothered to interview them at all. Nor did Gil Cabrera protect the alleged victim or victims from the abuses of outside attorneys—rather, he actively assisted the outside attorney, Cramp, in abusing the alleged victim by conducting such a phony, deceptive investigation.

Next, as if Cramp’s sham investigation was not bad enough, Gil Cabrera went on to purposefully attack and tamper with the witnesses to Saba’s confession, by engineering the firings of Cucuzzella and Sciaroni and the false police report against Cohen and Dale.

Then, using his friend Cramp’s sham investigation as his cover, he wrote an extremely misleading public relations statement for the organization in which he revoltingly termed Saba’s alleged battery on the girl a “discussion,” and deceived the public and the community’s stakeholders by falsely stating the incident happened in a “backstage area,” though he knew full well it was in the girls’ dressing room.

On top of all that he went on to fire off an abusive cease and desist letter to a teenage Junior Theatre student, and another cease and desist letter to a makeup artist which also falsely accused her of burglary—simply because they spoke out.

These actions raise significant and troubling issues about Gil Cabrera’s commitment to his ethical duties as a lawyer, since an ethical lawyer cannot advise his or her client to break the law, except under circumstances not applicable to this situation.⁴⁷⁷ Needless to say, a lawyer should not only refrain from advising his or her client to break the law, he or she should also refrain from actively assisting the client in doing so.

And these acts were no accidents or simply the acts of a bumbling, incompetent lawyer.

The purpose of contrasting Gil Cabrera’s campaign promises with his actual behavior towards alleged victims and witnesses less than four months later is not merely to show how sickly ironic his statements appear in retrospect. More importantly, it demonstrates beyond a doubt that he knew better, as did his fellow lawyers Cramp, Dawson, Morrison, and his wife Krista—as well as purported lawyer Karen Quiñones. And as did even non-lawyers on the board, like Ken Ruggiero, the student loan banker, and David Braun, the middle-school vice principal: both are professionals whose careers surely include the need to understand the importance of

⁴⁷⁷ Rule of Professional Conduct of the State Bar of California 3-210, which reads in full: “A member shall not advise the violation of any law, rule, or ruling of a tribunal unless the member believes in good faith that such law, rule, or ruling is invalid. A member may take appropriate steps in good faith to test the validity of any law, rule, or ruling of a tribunal.”

following the law. Very few, if any trustees, can reasonably claim that they didn't understand the gravity of the Board's acts.

These acts and omissions were not isolated incidents, or accidental mistakes in judgment, or acts made within legal grey areas upon which reasonable minds could differ. They were extremely abusive and targeted retaliatory acts, designed for one purpose and one purpose only: to shield the alleged child abuser by punishing and silencing all those who might dare speak out about his alleged abuse.

And yet one last time: "What is this, a children's theater or a police state?"

E. A Policy of Intense Secrecy.

A sure sign of a problem with any organization is the fact that its leadership prefers to do all its work in an atmosphere of extreme secrecy. This is especially problematic when it is a community-based non-profit public benefit corporation which has no trade secrets, intellectual property, or commercial advantages to protect, and which should in fact be the most transparent of all corporate entities.

Unfortunately, the Junior Theatre board has conducted itself with utmost secrecy, rather than transparency, and has stonewalled the community's efforts to understand what has truly happened to its beloved theater.

This intransigent stonewalling is especially disturbing in light of Gil Cabrera's own recent statements about the importance of transparency and accountability in board governance. As he wrote regarding allegations of a major board cover-up at the San Diego Association of Governments (SANDAG) in his latest op-ed:

It's important for directors to trust but verify, meaning it's important to have diverse staff sources of information so that no one person or small group of people is controlling the flow of information to the board. ...

Transparency and accountability go hand in hand. Those at SANDAG who are responsible for this monumental mistake must be held fully accountable. ...

The existence of [transparency] policies and procedures is so fundamental to good governance that the failure of SANDAG's board and executive leadership to have them in place is itself a compelling reason for the responsible officials to be held accountable. Given my years of experience working on and for boards and commissions, I can only describe SANDAG's lack

of candor – possibly to its own leadership, undeniably to the public – as **shocking**.⁴⁷⁸

Shamefully, Gil Cabrera apparently doesn't feel that the Junior Theatre community deserves transparency and accountability from the Board, nor does he apparently have any qualms against helping a small group of individuals like Darien Webster and Lizbeth Persons Price control the flow of information to other board members and the Junior Theatre community. Secrecy and cover-up are the watchwords of the current Board, not transparency and accountability. And that lack of candor—to say nothing of intentional deceit—is, to borrow Gil Cabrera's own word, incredibly shocking.

The Board's policy of intense secrecy was first on display after the terminations of Cucuzzella and Sciaroni, when the Board initially hid behind “employee privacy” to avoid explaining anything to its stakeholders. While it is true that employers have a legal duty to keep employee information private, it is clear that the Board, likely advised by employment litigators Gil and Krista Cabrera, decided to use this duty as an all-purpose shield to prevent the Board from being held accountable for its acts.

Likewise, if the Board truly took seriously its duty to keep information about Cucuzzella and Sciaroni private, Webster and Quiñones would never have allowed Greg Dawson—the Vice President of News at NBC (and husband of trustee Joan Dawson)—to listen in on their detailed conversation about the firings with Matt Valenti.⁴⁷⁹ That fact alone demonstrates the insincerity and ulterior motive behind the intense secrecy about the terminations. It was never truly about protecting employee privacy, it was about protecting the dirty secrets of their own private social club.

And the Board isn't just suspiciously secretive about the public controversy over the terminations. It also has provided the community with little information about the organization's operations and finances, other than the small handful of documents required by law to be available to the public. This, in contrast to many non-profits of similar size and purpose who

⁴⁷⁸ <http://www.voiceofsandiego.org/topics/opinion/sandag-owes-public-full-accounting-knew/> (Emphasis added.)

⁴⁷⁹ Though several major local news sources, including Channel 10 News, the *San Diego Union Tribune*, and the *Voice of San Diego* reported about the controversies at Junior Theatre, NBC news was made aware of the controversies but declined to report on them.

routinely release informative annual reports to the public detailing their finances and activities.⁴⁸⁰ Junior Theatre has not released such a report to its stakeholders in many years.⁴⁸¹

According to a profile on Guidestar, it doesn't appear the organization has released an audited financial statement since at least 2014.⁴⁸² Though the organization appears to have claimed its profile on the Guidestar site and uploaded information, the Board has apparently declined to answer all of Guidestar's questions about its internal management and ethics policies.⁴⁸³

Not only has the organization failed to keep its stakeholders apprised of its finances and activities, when stakeholders have made requests for such information they have been routinely rebuffed.⁴⁸⁴ In fact it has been very difficult to obtain any substantive information about the policies and fiscal status of the organization from its Board or through its lawyer Gil Cabrera, despite repeated attempts. Other than a copy of a suspiciously amended set of bylaws and the latest amendment to the articles of incorporation, Gil Cabrera and the Board have provided no response to more than two dozen requests made by Matt Valenti over four months ago.⁴⁸⁵

⁴⁸⁰ See, e.g., the latest annual public report of CYT San Diego, a non-profit children's theater organization: <http://www.cytssandiego.org/siteSpecific/pdfs/2016/07/CYT%20Annual%20Report%202015%20FINAL%201.pdf>; see also, <http://www.sandiegouniontribune.com/entertainment/sd-me-opera-audit-20170208-story.html>

⁴⁸¹ <http://juniortheatre.com/>; confidential source/s.

⁴⁸² <https://www.guidestar.org/profile/8440728>

⁴⁸³ <https://www.guidestar.org/profile/8440728>

⁴⁸⁴ Confidential source/s.

⁴⁸⁵ These requests include the following:

- “1. The recording you made of the meeting last night. (I agree that the names of minors or other identifying information of minors should be redacted.)
2. A list of the current SDJT board members.
3. A list of the SDJT board members between May 1, 2016 through September 30, 2016, including any members who may have resigned, had their term expire, or were removed from the board during that time period, with the date of their departure and reason for departure.
4. The SDJT bylaws, and any and all amendments thereto.
5. The SDJT financial reports and budgets for the last 4 years.
6. The official minutes and draft minutes of all board meetings regarding the firings of Tony Cucuzzella and Rayme Sciaroni.
7. The official minutes and draft minutes of all board meetings regarding the girls' dressing room incident with Jimmy Saba.
8. The final report, and any and all draft reports, of Edward Cramp regarding the girls' dressing room incident with Jimmy Saba.
9. Any law enforcement and/or government agency report/s and/or written communication/s regarding the girls' dressing room incident with Jimmy Saba.

While it is true that there may be valid legal reasons for withholding some of the requested documents, Gil Cabrera has never articulated any such reasons or in any way attempted to defend the organization's stonewalling. He has failed to provide any substantive response to Valenti's accusation and queries, and has never once attempted to justify his and the Board's actions. Instead, he and the Board have gone completely—and tellingly—silent.

The Attorney General has the legal authority to compel the organization to turn over its records and make the Board transparent and accountable to the community it serves, and should exercise this authority as soon as possible.

10. All communications you or any other SDJT counsel have sent on behalf of SDJT to any individuals regarding statements they have made in public or on social media (i.e.: all "cease and desist" letters, whether designated that way or otherwise; all "warning" letters; etc.).

11. The title, court, and case number of any and all pending legal proceedings in which SDJT is a party.

12. The informed written consent document you claimed SDJT signed in order for you to comply with California Rule of Professional Conduct 3-310." (Exhibit 42, Matt Valenti Email to Gil Cabrera, October 28, 2016.) ...

"1. A copy of SDJT's current liability insurance policy, if any;

2. Evidence that the policy was effective on the date of the girls' dressing room incident with SDJT's Executive Director Jimmy Saba;

3. Evidence that the policy continued to be effective after that date;

4. Evidence that the policy is currently effective;

5. Evidence that the policy complies with California Corporations Code section 5047.5(e); and,

6. A copy of the report SDJT made to its insurer regarding the girls' dressing room incident, if any. If the girls' dressing room incident was not reported to the insurer, please state so." (Exhibit 43, Matt Valenti Email to Gil Cabrera, October 31, 2016.) ...

"1. Did Mr. Webster make a police report against Mrs. Cohen? If so, provide me with a copy of the police report. Also provide me with copies of any emails, letters, or other communications by JT board member/s regarding the false police report.

2. Did any other board member make the report or assist in any way in making the report?

3. Did you advise Mr. Webster and/or any other board member to make the report? If so, state the name/s of the other board member/s you advised.

4. Did you assist Mr. Webster and/or any other board member in making the report? If so, state the name/s of the other board member/s you assisted.

5. Has any other police report been made by any board member, staff member of JT, or yourself, within the last three years? If so provide a copy of each and every police report.

6. Does SDJT's general liability insurance policy (if any) cover acts of false reporting?

7. Has SDJT, its board, or yourself, instructed JT's private security company to surveil, investigate, and/or question any employee, staff member, independent contractor, parent, volunteer, or other JT community member? If so, identify with specificity: who instructed the security company so; who was surveilled, investigated, and/or questioned; how they were surveilled, investigated, and/or questioned; and the purported reason/s for such surveillance, investigation, and/or questioning. If the private security company provided JT with any reports relating to any such surveillance, investigation, or questioning, provide me with copies of all such reports." (Exhibit 46, Matt Valenti Email to Gil Cabrera, November 2, 2016.) ...

"[A] copy of each and every set of bylaws of the SDJT, as well as all amendments and changes thereto, for the years 2000 to 2016." (Exhibit 47, Matt Valenti Email to Gil Cabrera, November 4, 2016.)

F. Disregard of Bylaws, Articles, and Corporate Formalities.

Among the many unconscionable acts and omissions of the current Board, it may be easy to dismiss their repeated disregard of the organization's bylaws and corporate formalities as a minor aspect in the overall picture of abuse of authority and gross mismanagement.

Yet bylaws and corporate formalities exist precisely to help prevent these problems, and when the corporate formalities are callously disregarded, when the procedures of a corporation devolve into a hollow shell of what they are supposed to be and become fatally compromised by the "old boys' club" atmosphere of a board dominated by self-serving old friends, it should be no great surprise when major problems occur.

According to the copy provided by Gil Cabrera, the bylaws were recently amended at two highly suspicious moments in time: August 3, 2016—almost to the day when Gil Cabrera and Edward Cramp were hired to "investigate," at a time when the issues surrounding Saba's alleged battery were at their most critical; and October 3, 2016, just days after the firings of Cucuzzella and Sciaroni, and immediately after the departure of Celestina Cozic, the "parent auxiliary" board member who was one of the last remaining voices of reason on the Board.

The timing is simply too suspicious to be merely a coincidence.

Gil Cabrera has failed to furnish the prior versions of the bylaws, and the version he provided gives no indication what aspects of the document were amended. The most likely amendment, though, is to the bylaws' rules regarding term limits of board members (Section 2.3).

As it is currently written, trustees are limited to four consecutive terms of two years each, "except as specified in this Section."⁴⁸⁶ The exceptions listed are poorly worded and ambiguous, creating what appears to be a situation in which the exception swallows the rule. In other words, the bylaws' rules on term limits could be read to essentially do away with term limits altogether: so long as the current board members simply make a "finding of good cause" they may "extend the term of any Trustee for a period of time determined by the Board."⁴⁸⁷ "Good cause" is defined to include "ensuring that there are the minimum number of Trustees and Officers at any given time."⁴⁸⁸

⁴⁸⁶ Exhibit 1, Bylaws of the San Diego Junior Theatre, Amended October 3, 2016.

⁴⁸⁷ Ibid.

⁴⁸⁸ Ibid.

In an “old boys’ club” atmosphere like the current Junior Theatre board, this glaring loophole creates every incentive to avoid recruiting new and independent board members and instead keep re-appointing the same old friends, whether or not they are competent or put the interests of the organization first.

Nowhere is this clearer than in the more than decade-long tenure of Lizbeth Persons Price, who, along with Darien Webster, has dominated the Board for most of her tenure. It seems likely, based on Person Price’s own admissions regarding the length of her time on the Board, that she overstayed her term—and was probably not entitled to cast her vote in September 2016 to protect her friend Jimmy Saba and retaliate against Cucuzzella and Sciaroni.

Unfortunately, the questions of whether her vote on the termination of those two men is valid, and if not, whether the entire decision of the Board was invalid, have become mooted by events.

Yet they are questions worth pursuing, especially in light of the fact that Persons Price’s name was removed from the organization’s Board of Trustees web page in early November 2016,⁴⁸⁹ at the height of the public controversy, when many community members were asking that very question. The adjustment to the website was made just days after Matt Valenti sent the following request of Gil Cabrera: “A list of the SDJT board members between May 1, 2016 through September 30, 2016, including any members who may have resigned, had their term expire, or were removed from the board during that time period, with the date of their departure and reason for departure.”⁴⁹⁰

In addition to the likelihood that Persons Price overstayed her term on the Board, there are numerous other indications the Board pays little regard to the need to follow its bylaws and corporate formalities.

Briefly, some of these include:

- not keeping proper minutes and/or refusing to provide them to stakeholders when requested;
- voting trustee Joseph Marron off the Board and refusing to reappoint Celestina Cozic because they were disinclined to vote against the dominating members;
- inconsistently applied rules regarding voting by phone;

⁴⁸⁹ Matt Valenti.

⁴⁹⁰ Exhibit 42, Matt Valenti Email to Gil Cabrera, October 28, 2016.

- changing the location of Board meetings to avoid stakeholders who wish to attend; and,
- holding private meetings of Board members in which important Board business is discussed in secret.

All of these failures to follow basic corporate formalities and good board governance are part of a long term pattern, and were encouraged, permitted, or conveniently ignored by numerous trustees whose professional background suggests they should have known better.

It is worth pausing here to note that it may seem difficult to believe a board composed of numerous apparently well-qualified professionals, including at least three practicing lawyers, two high-level financial executives, and a public school administrator, would have ceded authority to a relatively few individual trustees and allowed the formal procedures of the Board to have degenerated so spectacularly.

Yet though this Board's failure to operate professionally and within the law is an extreme example, and though the allegations in this complaint are shocking to the point of seeming unbelievable, this situation is not without precedence in the world of self-perpetuating non-profit boards.⁴⁹¹

⁴⁹¹ See, e.g., Nix, Joshua B., *The Things People Do When No One is Looking: An Argument for Standing in the Charitable Sector*, 14 U. Miami Bus. L. Rev. 147, 159-161 (2005):

[B]oards of nonprofit corporations are frequently self-perpetuating, which means that the directors are not subject to election and their terms are potentially of infinite duration. As a result, these board members are likely to feel less responsibility for their actions since they are not accountable to a group of persons analogous to the shareholders of a for-profit company. Incompetent directors will also be difficult, if not impossible, to remove for the same reason: lack of accountability. ...

Many members of nonprofit boards have jobs as executives in the for-profit world and serve on nonprofit boards as a status symbol rather than out of a genuine desire to further the goals of the charity. As a result, they are often uninvolved, rarely attend meetings, and almost never concern themselves with oversight responsibilities. The danger of larger boards, in addition to a lack of accountability, flows from two separate but closely related social psychological concepts called diffusion of responsibility and deindividuation.

The core principle of diffusion of responsibility is that people are more likely to acquiesce to the will of the group or just "go along" instead of asserting their individual thoughts or feelings in situations where there is a lack of individual accountability. Generally, subjects in experiments designed to study this concept have said that they failed to voice their concerns or act when in a large group because they assumed that if a problem existed, someone else would take care of it. Deindividuation is a related concept...and deals with the phenomenon that individuals who are in a large group tend to lose their personal identities and do things that are inconsistent with their self-identified personalities. Larger groups, of which an individual is a part, give that individual anonymity and also allow them to share the blame, reducing the sense of individual responsibility.

The raw reality is that Junior Theatre's board has become hopelessly dominated by a few individuals, old friends who are intent on continuing to run the Board like their own private social club—without regard to the organization's mission, its assets, or its long-term viability. The Attorney General's office is uniquely empowered to eliminate the ongoing threat they pose to the organization, and to restore professionalism, procedural integrity, transparency, and accountability to Junior Theatre. The very survival of this beloved 70 year-old community nonprofit is at stake.

IV. THE BOARD'S ACTIONS HAVE CAUSED MAJOR AND UNJUSTIFIED LOSSES OF CHARITABLE ASSETS, CREATED LEGAL LIABILITIES WHICH RISK FUTURE LOSSES, AND HARMED CHILDREN

Among the most important duties entrusted to non-profit board members is that of stewardship over the organization's precious resources and charitable assets. This duty is all the more important when a significant portion of those assets are provided by small donors, loyal patrons—and taxpayers.

Unfortunately, significant and compelling evidence exists demonstrating the current Board of Junior Theatre, via indolence, failure to act, reckless spending, and outright private inurement and self-dealing, has squandered the organization's assets and left Junior Theatre in a precarious financial position.

Only the Attorney General has the authority to step in and ensure that the charitable assets and tax dollars controlled by the organization are no longer wasted on self-dealing and campaigns of retaliation against the community. The Attorney General must urgently take control of the purse strings of this organization and protect what is left of its assets.

Nonprofit boards that are especially large and consist of persons who have other responsibilities and duties at for-profit companies are very likely to allow themselves to be dominated by a motivated board member with an agenda. ...

Nonprofit board members who are not compensated, elected, or involved with the charity out of a genuine desire to ensure that the organization is responsibly run can become so disinterested that the more appropriate terms to describe them are uninformed and complacent. ... Where boards acquiesce in their responsibility to monitor the activities of a director, the danger of misappropriation grows exponentially, especially in light of the fact that nonprofit corporations lack shareholder equivalents that would serve as a further check on a dominant director of a public charity.

A. Self-Dealing and Private Inurement.⁴⁹²

Junior Theatre's articles of incorporation clearly state that "no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person."⁴⁹³ Thus, all the trustees are fiduciaries of property irrevocably dedicated to charitable purposes.

There are at least three known instances of trustees personally benefitting from transactions that likely fit California's legal standard for unjustified self-dealing or private inurement, in that they were not made in good faith or without unjustified favoritism, and for which none of the acceptable legal procedures designed to allow such transactions have been followed (i.e., no prior approval from the Attorney General was sought or given; no proper unbiased vote on the matter by a majority of disinterested trustees, etc.).⁴⁹⁴ These instances of

⁴⁹² This complaint only examines instances of self-dealing from the perspective of California law and does not analyze how such instances might be treated under Federal law or for tax purposes under Section 501(c)(3) of the Internal Revenue Code or Section 23701(D) of the California Revenue and Taxation Code.

⁴⁹³ Exhibit 2, Certificate of Amendment of the Articles of Incorporation, December 29, 2014.

⁴⁹⁴ Corporations Code § 5233 reads in full:

"(a) Except as provided in subdivision (b), for the purpose of this section, a self-dealing transaction means a transaction to which the corporation is a party and in which one or more of its directors has a material financial interest and which does not meet the requirements of paragraph (1), (2), or (3) of subdivision (d). Such a director is an "interested director" for the purpose of this section.

(b) The provisions of this section do not apply to any of the following:

(1) An action of the board fixing the compensation of a director as a director or officer of the corporation.

(2) A transaction which is part of a public or charitable program of the corporation if it: (i) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program.

(3) A transaction, of which the interested director or directors have no actual knowledge, and which does not exceed the lesser of 1 percent of the gross receipts of the corporation for the preceding fiscal year or one hundred thousand dollars (\$100,000).

(c) The Attorney General or, if the Attorney General is joined as an indispensable party, any of the following may bring an action in the superior court of the proper county for the remedies specified in subdivision (h):

(1) The corporation, or a member asserting the right in the name of the corporation pursuant to Section 5710.

(2) A director of the corporation.

(3) An officer of the corporation.

(4) Any person granted relator status by the Attorney General.

(d) In any action brought under subdivision (c) the remedies specified in subdivision (h) shall not be granted if:

(1) The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or

(2) The following facts are established:

(A) The corporation entered into the transaction for its own benefit;

(B) The transaction was fair and reasonable as to the corporation at the time the corporation entered into the transaction;

(C) Prior to consummating the transaction or any part thereof the board authorized or approved the transaction in good faith by a vote of a majority of the directors then in office without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the director's interest in the transaction. Except as provided in paragraph (3) of this subdivision, action by a committee of the board shall not satisfy this paragraph; and

(D) (i) Prior to authorizing or approving the transaction the board considered and in good faith determined after reasonable investigation under the circumstances that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances or (ii) the corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or

(3) The following facts are established:

(A) A committee or person authorized by the board approved the transaction in a manner consistent with the standards set forth in paragraph (2) of this subdivision;

self-dealing and/or private inurement are grouped below as pertaining to Lizbeth Persons Price's "consulting" contract and other employment, Darien Webster's unlicensed (and unnecessary) renovation of the administrative office, and the apparent abuse of the organization's credit card and other resources for lavish parties and meals benefitting Board members.

The estimated total lost to Webster's and Persons Price's known self-dealing transactions is \$34,000 to \$40,000. Add in catered board meetings, suspiciously lavish "fundraising" parties, and frequent use of the credit card to pay for large tabs at restaurants, and the total lost to self-dealing is very significant. For an organization which relies on small donors and tax dollars, any amount of self-dealing is unacceptable. The Attorney General must step in to put a stop to it.

1. Lizbeth Persons Price was a well-paid "consultant" while a board member, and was recently hired again.

There can be no question that trustee Lizbeth Persons Price's consulting contract, which ran between approximately March 2007 and September 2008 and netted her a reported \$30,000 to \$35,000, was an unjustified and unreasonable self-dealing transaction. She directly benefitted and there was obvious favoritism in giving her the contract, since her "consulting" work (which apparently consisted of spending most of the time on Facebook) was not a unique service that only she could provide. The Board apparently made no attempt to inform the Attorney General of this transaction, and indeed apparently purposefully concealed it from the Attorney General by failing to identify it on the relevant RRF-1 filing.

(B) It was not reasonably practicable to obtain approval of the board prior to entering into the transaction; and

(C) The board, after determining in good faith that the conditions of subparagraphs (A) and (B) of this paragraph were satisfied, ratified the transaction at its next meeting by a vote of the majority of the directors then in office without counting the vote of the interested director or directors.

(e) Except as provided in subdivision (f), an action under subdivision (c) must be filed within two years after written notice setting forth the material facts of the transaction and the director's interest in the transaction is filed with the Attorney General in accordance with such regulations, if any, as the Attorney General may adopt or, if no such notice is filed, within three years after the transaction occurred, except for the Attorney General, who shall have 10 years after the transaction occurred within which to file an action.

(f) In any action for breach of an obligation of the corporation owed to an interested director, where the obligation arises from a self-dealing transaction which has not been approved as provided in subdivision (d), the court may, by way of offset only, make any order authorized by subdivision (h), notwithstanding the expiration of the applicable period specified in subdivision (e).

(g) Interested directors may be counted in determining the presence of a quorum at a meeting of the board which authorizes, approves or ratifies a contract or transaction.

(h) If a self-dealing transaction has taken place, the interested director or directors shall do such things and pay such damages as in the discretion of the court will provide an equitable and fair remedy to the corporation, taking into account any benefit received by the corporation and whether the interested director or directors acted in good faith and with intent to further the best interest of the corporation. Without limiting the generality of the foregoing, the court may order the director to do any or all of the following:

(1) Account for any profits made from such transaction, and pay them to the corporation;

(2) Pay the corporation the value of the use of any of its property used in such transaction; and

(3) Return or replace any property lost to the corporation as a result of such transaction, together with any income or appreciation lost to the corporation by reason of such transaction, or account for any proceeds of sale of such property, and pay the proceeds to the corporation together with interest at the legal rate. The court may award prejudgment interest to the extent allowed in Section 3287 or 3288 of the Civil Code. In addition, the court may, in its discretion, grant exemplary damages for a fraudulent or malicious violation of this section."

Persons Price's self-dealing or private inurement apparently was repeated very recently when she was temporarily hired around November 2016 to replace Theresa Wulf as interim communications director, and to train the permanent communications director, Carla Corder—another of Persons Price's unqualified old friends. This, less than two years after Persons Price signed the amendment to Junior Theatre's Articles which included the injunction, "no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person."⁴⁹⁵

Considering the self-dealing nature of these transactions, the fact that there was apparently little value which accrued to the organization from Persons Price's consulting services, and the fact that the self-dealing or private inurement was purposefully hidden from the Attorney General, it is appropriate for the Attorney General to institute legal proceedings to recoup all of the organization's assets which were illegally diverted to Persons Price, and seek exemplary damages for her knowing and fraudulent or malicious violation of the corporate code.

2. Darien Webster's apparently unlicensed cabinet business was hired to perform an unnecessary renovation of the administrative office.

The unnecessary remodel of the organization's administrative office in December 2013 was also a very clear instance of unjustified self-dealing benefitting Darien Webster in the amount of \$4,000 to \$5,000. He directly benefitted and there was obvious favoritism in giving him the contract, since his work was not a unique service that only he could provide. Indeed, by law he shouldn't have been allowed to provide it considering he was apparently unlicensed at the time, which creates an unjustified and potentially devastating liability for the organization (as discussed below).

As with Persons Price's diversion of assets for a "consulting" contract, the Board apparently made no attempt to inform the Attorney General of Webster's self-dealing transaction, and indeed apparently purposefully concealed it from the Attorney General by failing to identify it on the relevant RRF-1 filing.

Considering the self-dealing nature of this transaction, the fact that under the law a customer is not legally required to pay an unlicensed contractor for his services,⁴⁹⁶ the fact that the self-dealing was purposefully hidden from the Attorney General, and perhaps most of all, the

⁴⁹⁵ Exhibit 2, Certificate of Amendment of the Articles of Incorporation, December 29, 2014.

⁴⁹⁶ Business and Professions Code § 7031(b).

fact that this transaction has put the organization in major legal jeopardy, risking its all-important agreement to use city property for free (see below), it is appropriate for the Attorney General to institute legal proceedings to recoup all of the organization's assets which were illegally diverted to Webster, and seek exemplary damages for his knowing and fraudulent or malicious violation of the corporate code.

3. Lavish board parties and abuse of organization's credit card.

The Board is known to have frequently ordered pricey catered meals for its meetings and to have put lavish lunches and dinners on the organization's credit card.⁴⁹⁷ On this point it is worth noting the allegations made against Darien Webster in one of the many civil lawsuits filed against him. He was accused of misappropriating the plaintiff's American Express card and making \$25,000 worth of unauthorized charges, for "personal items such as personal trips to Fiji, Australia, Hawaii...purchases of jewelry, clothes, groceries, a satellite dish, restaurant charges" and "approximately \$19,000 to remodel his own residence."⁴⁹⁸

Although it is not known the extent of possible misuse of the Junior Theatre's credit card, this previous allegation against Webster, together with the facts discussed extensively throughout this complaint, give every reason to believe there has been significant self-dealing in this regard as well.

In addition, the Board has authorized the organization to pay for lavish "fundraising parties" like the one held at the home of trustee David Braun in 2015, which were likely money-losing propositions from the start.⁴⁹⁹ This event appears to have been little more than a self-congratulatory party for a select circle of trustees and their friends and was purposefully not widely promoted to the wider Junior Theatre community. It came complete with "red carpet treatment," "cocktails," and luxury private transportation—all presumably paid for by the organization itself, without, apparently, any commensurate justification in terms of donations received.

All of these facts and reasonable inferences demonstrate that, as in so many other aspects of the management of the organization, the current trustees dominating the Board see the

⁴⁹⁷ Confidential source/s.

⁴⁹⁸ Exhibit 22, *Webster v. K.S. Stratton Construction*, Cross-Complaint, December 18, 2006.

⁴⁹⁹ <http://juniortheatre.tix.com/Event.aspx?EventCode=754150> ; Exhibit 29, David Braun Facebook Post, May 9, 2015.

organization as their own private social club, to do with as they please and in order to please themselves and each other—regardless of the effect it will have on the organization and its mission. The Attorney General must institute legal proceedings to disabuse them of this faulty notion.

B. Misspending of Charitable Assets on Illegal and Immoral Acts.

The Board’s concerted campaign of retaliation against whistleblowers and witnesses did not come cheap.

Although Gil Cabrera has claimed that he and Edward Cramp performed their legal “services” *pro bono*—an irony if ever there was one—there is no available evidence to determine the veracity of this statement. In any event, as discussed further in the following section, their representation comes at a steep price in potential legal liability for the organization.

Naturally, the armed, plainclothes security guards used by the Board to intimidate its critics certainly weren’t working *pro bono*, but rather at a reported price tag of \$65.00 an hour per guard.⁵⁰⁰ These guards were seen frequently in and around the theater, usually at least two at a time, during October and November 2016. Assuming that there were two guards on duty for four hours a day, the total price tag for this utterly unnecessary and unconscionable spending would approximate \$31,200 (i.e., 2 guards x 60 days x 4 hours x 65.00).

Furthermore, as discussed in the following section, this campaign of retaliation and intimidation has also created serious legal liabilities for the organization, thus potentially causing the total cost of the Board’s reckless campaign of intimidation to skyrocket. The Attorney General can take action to recoup the costs of this campaign from the trustees who saddled the organization with the expense in bad faith, and act to prevent further waste of the organization’s assets on spiteful attacks against the community.

C. Numerous and Unjustified Legal Liabilities.

The Board’s concerted campaign of retaliation against whistleblowers and witnesses was not only expensive while in progress. It also left behind a trail of potential legal liabilities, any one of which could result in a fatal blow to the organization’s finances.

⁵⁰⁰ Confidential source/s.

The first of these liabilities has already impacted the organization, in the form of the settlements of Cucuzzella and Sciaroni. Though those settlements are confidential and the terms unknown, it seems amply reasonable to assume that the organization—or its insurance company—paid considerably. Cucuzzella alone was employed for over twenty years, and likely received a hefty settlement payment, but both men could have (and in all fairness, should have) received a considerable settlement amount.

Moreover, Diane Dale’s constructive discharge has not been resolved, nor has the legal liability the Board brought on the organization by Gil Cabrera’s and Darien Webster’s false police report against Francia Cohen and Diane Dale. And of course, the alleged victim of Jimmy Saba’s battery in the girls’ dressing room could also bring serious legal claims against the organization. Any possible future victimization of children by Saba would also present massive liability to the organization considering its willful refusal to properly investigate and discipline him. Likewise, should either of the recently rehired employees harm a student, after Saba and the Board were well-aware of the previous allegations about them, the legal liability could be massive as well.

In addition, Darien Webster’s self-dealing contract to renovate the administrative office, though “only” costing the organization \$4,000 to \$5,000 upfront, could ultimately end up costing the organization everything. This is because his unlicensed work was performed on city-owned property—a likely violation of the agreement the organization has with the City of San Diego to use city-owned property at no cost.

It no easy matter to gain permission from the city to renovate city-owned property—as parents have long been told by the organization when they asked whether the filthy carpet in the green room could be replaced,⁵⁰¹ and it is unknown whether Webster and the Board attempted to obtain proper permission from the city to renovate the office. In any case it seems highly unlikely that the city would grant such permission if it knew the work would be performed by an unlicensed contractor. For example, San Diego City Council Policy 700-10 (“Disposition of City-Owned Real property”) requires leasehold improvements to be given prior approval from the mayor’s office.⁵⁰² Council Policy 700-04 (“Balboa Park Uses and Occupancy”) requires

⁵⁰¹ Confidential source/s.

⁵⁰² http://docs.sandiego.gov/councilpolicies/cpd_700-10.pdf

nonprofit organizations using city property in Balboa Park to “comply with all public safety and building codes.”⁵⁰³

Webster’s unlicensed work is highly unlikely to have complied with either requirement, and after a diligent search no evidence could be found in publically available city records that Junior Theatre went through a permitting process with the City before undertaking the construction work. Thus the organization is at risk of losing its most important physical asset of all, its agreement with the City which grants it access to the Casa del Prado Theater and all the classroom space for its education programs at no cost.

That the Board would create such a disastrous liability, simply to do a favor for an old friend who apparently wanted to unload some cabinets and make a quick buck, is yet another glaring reason why the Attorney General must step in and restore order to this organization.

D. Major Reputational Damage, Loss of Community Goodwill—and Harmed Relationships.

Perhaps the most valuable assets of all were utterly squandered by the current Board when they circled the wagons to protect an old friend: the reputation of the organization and the community goodwill that it built in the seven decades of its existence. The community goodwill can be quantified to some extent in tuition, ticket sales, and donations, but its unique value cannot be fully quantified or even fully comprehended.

The stakeholders who participate in Junior Theatre aren’t passively receiving the organization’s services, especially those who become involved in the performances. The children and their families invest a major part of their free time to become involved, pouring their heart and soul into the effort. Many return show after show, year after year to perform, crew, volunteer, and patronize the organization. Their loyalty is intense—or rather, was intense, until it was suddenly thrown into doubt by the Board.

And likewise, many of the recently ousted staff, particularly on the production and box office side of the organization, who worked for the organization with the same concerted devotion and dedication, show after show, year after year—some for as long as twenty years—had the same kind of fervent devotion to the organization as many of the families. And likewise again for so many faithful volunteers and patrons, kindhearted and encouraging San Diegans

⁵⁰³ http://docs.sandiego.gov/councilpolicies/cpd_700-04.pdf

who made the theatre community a valued part of their life, and immeasurably enriched the children's lives as a result.

The close, healthy relationships—built on mutual respect, trust, and honesty—which the organization used to foster were among the highest valued assets of Junior Theatre.

The value of these relationships and the community good will they engendered can't be priced—because it is priceless. And simply to protect their own private social club and cover for each other's failures, “a few individuals” who “dominate a board of directors” decided to throw it all away in a fit of anger and spite.

Some representative comments from the online petition demonstrate exactly what has been lost—and which, hopefully, will be somewhat retrievable when a new Board is constituted:

“I hope the board is aware of the damage this is doing to Junior Theatre's reputation. Tony has devoted his life to that theatre and the children who go through the program. Rayme has been completely committed to his students. Firing them is absolutely unconscionable. If you do not correct this mistake immediately, **I fear for the future of your organization. There are other options for youth theatre in San Diego.** Without Tony and Rayme, you will lose students, their families and your supporters.” ...

“We just heard the sad news regarding your decision to fire Rayme and Tony. **Someone at the top level needs to have their head examined or at the very least reorganize the top people.** We live up north and have made it a ritual to attend the junior theater productions especially when Rayme is directing, their wonderful. **For an organization that depends on outside revenue to operate, you just cut off your right hand and your left.** You can't fix stupid.” ...

“SDJT is for the children, correct? If so, **I am disappointed in a board that would not first consider what is best for the children involved.** The children thrive under Rayme's and Tony's guidance. The performances receive stellar reviews. So what is wrong here? It appears that the children are not being put first. I hope the parents of all the actors/actresses step up and remind the board of the mission statement and vision for the SDJT. Rayme and Tony are positive role models for these children who always demonstrate utmost respect for them. **It is now time for the SDJT Board to act with respect for the children, parents and patrons involved.** Can you do the right thing? Can you listen and hear the passion of the petition feedback? Sometimes the hardest thing and the right thing are the same. It's never too late to make things right.” ...

“Transparency is of the essence for all organizations, if the organization is to maintain the public's confidence. Hiding behind “personnel matter” shows a lack of willingness to be honest with the public and jeopardizes the future of two

very talented gentlemen. You have lost the trust of many because the reason for your decision is not known and suspect. **The truth is what is needed, not stonewalling.**” ...

“All decisions by the SDJT board should be transparent, even encourage feedback from the SDJT community. The abrupt severance of employment of two dedicated and beloved SDJT staff with no explanation by the board is neither democratic nor beneficial to the San Diego's junior theatre community. **We deserve better.**” ...

“We pride ourselves in San Diego on being a tight theatre community- a family. **This will end up hurting your bottom line and reputation.** Any trust our family had is gone.”⁵⁰⁴

E. Psychological and Emotion Harm Done to the Children.

In the final analysis, no one has lost more due to the Board’s unconscionable acts than the very people the organization is obliged to serve: children.

The mission of Junior Theatre is to provide “engaging, innovative, high-quality theatre education and productions for children of all cultural heritages, ages, abilities and levels of interest.”

It is most emphatically not the mission of the organization to put children through unnecessary suffering: as when Jimmy Saba traumatized a group of girls singing “Happy Birthday” in the girls’ dressing room; as when his friends on the Board unceremoniously fired two of the children’s most trusted and beloved teachers because they blew the whistle; and as when Saba, too cowardly and craven to do the job himself, pressured a child into being the one to have to break the news about their beloved “Tony and Rayme” to the other children.

It is most emphatically not the mission of the organization to bully and frighten children: as when the Board’s lawyer sent a threatening letter to a fifteen year-old; as when the Board hired plainclothes, concealed weapons-carrying security guards to follow children and their families around Balboa Park; and as when the children arrived for performances to find police officers stationed outside their theater for no good reason.

It is most emphatically not the mission of the organization to forever taint the children’s memories and emotions: as when children who loved and trusted two mentors were suddenly shocked to hear them being unfairly discredited—and were kept in the dark about it, to ponder

⁵⁰⁴ Exhibit 37, Online Petition Including Full Signatories and Comments, January 2017. (Emphasis added.)

fruitlessly the reason, not knowing that the truth was a shocking injustice had occurred; as when children who had poured their heart and soul and countless hours of free time into an organization suddenly found it now seemed unwelcoming, cold, and dreadful to them.

Stories abound about Junior Theatre children who no longer wanted go to their rehearsals, so afraid were they of Saba's temper. About children who felt traumatized even months after his invasion of their private space in the girls' dressing room, children who felt disrespected and devalued when Saba's actions in the dressing room were swept under the rug. About children who so loved respected Cucuzzella and Sciaroni that they collapsed at their parent's feet in tears upon hearing the news of the firings. About children who were devastated to lose the feeling that Junior Theatre was a "safe space" where they could leave their troubles at the door. And about children who bravely spoke up—like the teenager who started the online petition, or the eyewitness to Saba's alleged battery who gave an interview on Channel 10 News—and who were retaliated against by having a powerful lawyer threaten them, or having a trustee corner them and grill them about where they live and what school they go to.

Even members of the Board itself have acknowledged the suffering the Board's arrogant mishandling of Saba's alleged battery caused to their own children, as when secretary Karen Quiñones revealed her own kids were "crushed" and "devastated" when they heard the news of the firings, and as when treasurer Ken Ruggiero told the staff his own child or children had expressed shock and dismay.

Indeed, the children's own words say it best, and many of them have bravely spoken up, loud and clear:

"JT has been like a second home, or a safe haven, for me and many others before me. But now, the glue binding this haven has been ripped away, and I can't call it home anymore. I mean, what's the point in calling a place a home if the reason it was a home is gone?"⁵⁰⁵

"Horrible and so sad. How could they do this to Tony and Rayme? They were the 2 people at jt that I trusted the most."⁵⁰⁶

"Rayme Sciaroni was my first director at Junior Theatre, in the Sound of Music 2012. He always brings such a bright, positive energy wherever he goes, and that

⁵⁰⁵ Town Hall to Support Junior Theatre; confidential source/s.

⁵⁰⁶ Exhibit 37, Online Petition Including Full Signatories and Comments, January 2017. (Emphasis added.)

for me is what makes Junior Theatre so special. **Junior Theatre is a safe, happy environment where I can go and not think about anything else going on.**⁵⁰⁷

“Both Tony and Rayme have made an amazing impact on my life, and are wonderful, caring people. **They have built JT into a wonderful, safe space** for all looking to express themselves through theatre.”⁵⁰⁸

“They have both been amazing coaches and helpers for me and probably many other students. I would love to have them back.”⁵⁰⁹

“They are way too important to everyone and me and they worked so hard and they always put on amazing shows.”⁵¹⁰

“I have worked with both Tony and Rayme many times and **all they wanted was for me to succeed.** They helped me be a part of something so amazing I couldn't even dream for anything better. **These men made theatre my life and safe place.**”⁵¹¹

That last comment bears repeating: “These men made theatre my life and safe place.”

That “safe place” was taken from the children of Junior Theatre—stolen, really—by Jimmy Saba, Darien Webster, Lizbeth Persons Price, and their other longtime friends. The Board committed an unconscionable theft of something that, once lost, can never be fully restored.

And the sum total of the psychological harm done to dozens, if not hundreds of children involved in Junior Theatre—not to mention the ugly and dark history forever appended to their memories of a place they once adored unreservedly—is incalculable. Though the Attorney General cannot erase that damage, and no form of restitution the Attorney General imposes upon the bad-faith trustees will ever be sufficient to compensate these children for the harm done to them, the very real suffering they endured cannot be overstated and should never be forgotten. It is the prime motivator behind this complaint, and it is the ultimate injustice at issue.

True, children are resilient.

True, they all will experience loss sooner or later.

True, “life goes on.”

⁵⁰⁷ Ibid.

⁵⁰⁸ Ibid.

⁵⁰⁹ Ibid.

⁵¹⁰ Ibid.

⁵¹¹ Ibid.

