

1 **PRAXIS FIDES MUTUAL BENEFIT ASSOCIATION, INC.**

2 #35 Paseo del Congreso, Catmon, City of Malolos, Bulacan

3 Tel No. (044) 791-3558; (044) 662-4288

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5 **MINUTES OF THE SPECIAL MEETING 2022-01 OF THE BOARD OF TRUSTEES**

6 **March 31, 2022**

7 **In attendance:**

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9	Fr. Nap A. Baltazar	- Chairman of the Board
10	Fr. Angelito S. Santiago	- Vice-Chairman of the Board
11	Dr. Pelagia S. Bautista	-Trustee/ Secretary
12	Fr. Romualdo C. Go	- Trustee/Treasurer
13	Ms. Eufrocina A. Cabuhat	- Trustee/Auditor
14	Atty. Eusebio P. Dulatas Jr.	- Independent Trustee
15	Engr. Dexter I. Raquel	- Independent Trustee
16	Ms. Ellaine Carla M. Pasco	- Resource Person
17	Ms. Rosanna S. Jose	- Corporate Secretary
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20 **I**

21 **PLACE AND TIME OF MEETING**

22 This meeting of the Board of Trustees of Praxis Fides Mutual Benefit Association, Inc. was held
23 on March 31, 2022 at 9:15 AM at the principal office of the corporation at No. 35 Paseo Del
24 Congreso, Catmon, Malolos City.

25 **II**

26 **PRESIDING OFFICER AND SECRETARY**

27 The Chairman of the Board, Fr. Nap A. Baltazar presided over the meeting, while Ms. Rosanna S.
28 Jose, Corporate Secretary, recorded the minutes of the proceedings.

29 **III**

30 **PRESENCE OF QUORUM AND CALL TO ORDER**

31 Fr. Nap A. Baltazar called the meeting to order with an opening prayer at 9:15 AM led by Fr.
32 Romualdo Go. All the trustees were present and the meeting, having been duly convened, was
33 ready to proceed with business.

34 **IV**

35 **AGENDA**

36 **2022 Budget for Fixed Expenditures**

37 Ms. Ellaine Carla Pasco, Internal Comptroller presented the 2022 Proposed Budget for fixed
38 expenditures. She noted that the draft of the budget was prepared by the President, the
39 Division Chief, Technical and Financial Management and the Internal Comptroller. Ms. Pasco
40 also explained that the figures were based on actual expenses of 2021 with a 3% increase for
41 2022.

42 The BOT examined each of the items and gave their recommendations which will translate into
43 the final budget appropriation for the year. A Board Resolution will be prepared to document
44 the approval of the said budget.

45 **Suggestions/Recommendations from the BOT:**

- 46 1. Transportation Allowance which form part of the salary of the staff transferred under MEN2
- 47 Salaries and Wages
- 48 2. Remove all "Other Employees and Staff Benefits" which were put ON HOLD (suspended)
- 49 3. Retain budget for Consultancy Services but not exclusive to ACJ
- 50 4. Retain DRT payroll. The Investment Committee should explore investment opportunities at
- 51 DRT. Make a collaboration with Petrifidelis to find income-generating activities from the
- 52 property.
- 53 5. Remove Appraisal Fee for Independent Appraiser because this expense is for the account of
- 54 the Borrower
- 55 6. Budget for CSR rounded of to P 140K.
- 56 7. Items under Meetings and Conferences will be re-classed into two (2) categories:
- 57 a) Committee Meetings b) Workforce Meetings
- 58 The BOT suggested to streamline the membership in the various committees in order to cut
- 59 the budget. It should be limited to the minimum BOT MEMBERS only plus ONE (1) Resource
- 60 Person which is upon invitation only. Ms. Pasco will recompute the values for the
- 61 committee meetings based on assumption of holding a meeting per month.
- 62 8. Budget for Lights and Water was reduced by 10% from previous year's actual figures.
- 63 Management should take the initiative to save on the utilities.
- 64 9. The Audit Committee should revisit the current communication expenses. Engr. Dexter
- 65 Raquel suggested PLDT plan P 2,900/month with 300mbps.
- 66 10. On the Transportation Allowance II of the areas, the BOT required the AR/AC to submit the
- 67 whereabouts/destinations that will justify the release of the allowance to the workforce.
- 68 The Management should be responsible to discuss and explain this new requirement to the
- 69 AR/AC. This will take effect 2nd Quarter of 2022.
- 70 11. The BOT requested Management to justify the opening of PF branches. Need to check if the
- 71 purpose for opening of branches was achieved.
- 72 12. The BOT suggested the sale of the Isuzu Crosswind because the cost of maintenance is
- 73 getting higher as the unit gets older. The resale value may be used as partial payment for
- 74 the purchase of a new/replacement vehicle.
- 75 13. A ten percent (10%) of total Opex shall be appropriated for Miscellaneous Expenses.

76 **Comilang Account**

77 Atty. Eusebio Dulatas discussed the findings/observations on the Pacto De Retro account of

78 Rosalinda Comilang.

- 79 1. Ms. Juliana Dimaculangan (retired PF staff) facilitated to secure the TCT that was previously
- 80 mortgaged to other creditors and was the go-between Praxis and Comilang.
- 81 2. The original loan of Comilang was P10M but it was restructured and gone up to P15M.
- 82 3. The Baguio property covering 2,632 sqm was encumbered but such was discovered only
- 83 after the money was already released to Comilang.
- 84 4. The issuance of SPA from Ms. Joan Gorio to Rosalinda Comilang was a "red flag" because at
- 85 that time, there was already an annotation of an SPA in favor of Yoshisima Kodama as early
- 86 as December 8, 2012 and there was no subsequent cancellation of such annotation.

- 87 5. A second annotation covering Secretary's Certificate/Board Resolution executed by Jose
 88 Mari F. Tolentino of Nippon Credit Co., Inc. with no details of the transaction.
 89 6. The property was approved by the Director of the Ancestral Domains Office (ADO) which
 90 cannot be mortgaged easily because it is covered by special laws for indigenous
 91 communities and needs permit from the ADR (similar to pre-patent).
 92 7. The SPA issued by Joan Gorio to Rosalinda Comilang does not include authority to sell which
 93 makes it difficult to execute the Pacto De Retro sale.
 94 8. The Deed of Sale signed by Joan Gorio is subject to all the encumbrances annotated at the
 95 back of the TCT.
 96 9. Ms. Juliana Dimaculangan's actions were highly irregular and her relationship with Comilang
 97 is beyond her duty as an officer of Praxis Fides MBAI.
 98 10. There are two (2) options for consideration:
 99 (a) Proceed with Deed of Sale but PFO will incur about P3.3M for the CGT+DST+registration
 100 and wait for somebody to file a complaint against Praxis;
 101 (b) Pursue collection and attach the property of Joan Gorio to satisfy our claims
 102 11. Get clearance from Yoshishima Kodama and Nippon Credit Co., Inc. that we are selling the
 103 Baguio property to settle a loan. Secure copy of the SPA issued to Kodama and Nippon from
 104 Registry of Deeds-Baguio City.
 105 12. People who received finder's fee may be administratively charged for their negligence.
 106 13. Report the Comilang account as suspicious transaction with AMLA.

107 **Loan Approval – AC Emilia M. Pasco**

No.	Borrower	Purpose	Amount	Nth Loan	Loan Mode	Remarks
1	Pasco, Emilia M.	Construction of Commercial Bldg	5,000,000.00	1 st	M_60/8%	APPROVED
	Total		5,000,000.00			

108 The board unanimously approved the loan application of AC Emilia M. Pasco of SJDM area. The
 109 loan proceeds shall be split into two (2) releases.

110 Engr. Dexter Raquel suggested that Credit Committee should revisit and review the current
 111 interest rates of Praxis to ensure that it is competitive with the rates of other financial
 112 institutions.

113 **IX**
 114 **ADJOURNMENT**

115 There being no other matters to discuss, the meeting was adjourned at 1:05PM with a closing
 116 prayer and final blessing by Fr. Angelito Santiago.

117 **MINUTES PREPARED BY:**

Rosanna S. Jose
 118 **ROSANNA S. JOSE**
 119 Corporate Secretary