

Ho'ike: Kauai Community Television, Inc.
Annual Meeting of the Board
January 27, 2005

MINUTES

I Call to Order President Jose Bulatao called the meeting to order at 10:02 A.M.

II Roll Call

Present: J Robertson, Soleille La Fete, Lyndon Yamane, Teresa Tico, and Gabrielle Dorman, Jose Bulatao, John Isobe, and MaBel Fujiuchi.

Excused: Dr. Tavana and Greg Myers.

III Installation of Officers

The 2005 officers were installed:

President - Jose Bulatao

Vice President - Dr. Tavana

Secretary - Gabrielle Dorman

Treasurer - MaBel Fujiuchi

MOTION: It was moved and unanimously approved to accept the executive directors as announced.

Installation of New Directors

Soleille La Fete

Greg Meyers

John Isobe

Lyndon Yamane

President Bulato stated that to be in a position to welcome five new directors to the board was a unique situation, and welcomed each and every member. He announced the following proposed committees and chair appointments.

FINANCE

Chair – MaBel Fujiuchi

John Isobe

Lyndon Yamane

PERSONNEL

Chair –Dr. Tavanva

Lyndon Yamane

MaBel Fujiuchi

RESOURCE – DEVELOPMENT

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Chair –Gabrielle Dorman
Soleille La Fete
Greg Meyers

LEGAL AFFAIRS

Chair - Teresa Tico
Greg Meyers
John Isobe

MOTION: It was moved and unanimously approved to accept the chairs and committees as announced.

IV Annual Report to The Board of Directors

Managing Director J Robertson acknowledged the expertise of all those present and welcomed the new Directors expressing his personal gratitude for all members. The Annual Report was distributed.

All 45-50 pages were not reviewed. He announced that the Financial Report was included and that Ho'ike had received \$75,000.00 capital funds. Ho'ike would be able to meet all needs, and be solvent for at least two years upon receipt of the operating capital. The reports requested by the DCCA were prepared and ready to submit. The community was able to borrow equipment during the year at a loan value worth \$346,000, and for the first time in Ho'ike's history, operating fees were under the \$300,000 mark. Ho'ike had given back more than the dollar received. J expressed pride in, and among the staff for this first time achievement and for continuing to raise the bar

MOTION: It was moved and unanimously approved to officially receive the report from Managing Director, J Robertson.

It was further moved and elected to adjourn for a two-minute break before the *Regular Meeting of the Board*.

Regular Meeting of the Board

- I. Call to Order**
- II. Roll Call (All remained)**
- III. Correspondence**

President Bulatao acknowledged Ed Coll and allowed him a three-minute presentation.

SUMMARY:

- Although Ed welcomed the new board members, he stated that he was unsure as to how they had been selected as he felt this procedure had been obscured from the public. He noted that nearly all the complaints listed in the Annual Report were his, and alleged they were not accurately documented.

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- He declared that under state law, Ho'ike is a "*public benefit corporation*" as opposed to a *non-profit corporation*. He asked that information be corrected on Ho'ike's web site.
- He reviewed his complaints from previous correspondence submitted to the DCCA. declaring Unfair Competition. RE: *A state subsidized entity should not compete against other production companies for government contracts*. In brief, his request for consideration was that the new board would review his correspondence, and all documentation pertaining to his complaints and reconsider bidding against other non, or for profit organizations.

Jose thanked Ed for bringing his complaints to the board, and committed to review both Ed's, and Ho'ike's documentation pertaining to his issues. Jose assured Ed he would assign them to the appropriate committee(s) for consideration and resolution.

Ed Coll thanked Jose.

IV. President's Report

President Jose Bulatao stated that he wanted to share -partly in response to Ed Coll's curiosity as to how the organization had arrived at the current body of members. He explained that Ho'ike had searched for qualities more than geographical location and ethnicity, but for professional backgrounds and skills that would personally and collectively foster the growth of Ho'ike. He expressed gratitude for all the members and their wiliness to serve.

V. Contract Draft with DCCA

J Robertson Update

- Contract serves how we operate. The fourteen-month extension of contract with State, which included the entire year of 2004, extended to Feb. 28, 2005.
- We just received draft in confidential form of a proposed contract to take us to the next generation.
- Meeting scheduled for Feb. 9th, 2005 to work on Sunshine Laws. Contract clearly states *Ho'ike is not a government agency*. Some requirements are a little erroneous and there are certain things we don't agree with.
- One common concern is that the contract should include 'a good inspection non-relinquishment clause'. Each PEG entity keeps ownership of equipment.
- J asked the President for permission to forward the document to the legal committee to review and discuss some of the issues addressed.

VI Center Project

Jose turned the report over to J to spare his voice due to a temporary physical condition.

SUMMARY FOLLOWS:

J informed the board that Ho'ike had reached a point to make a full-fledged commitment, or explore alternatives in regards to the proposed new building project

- Ho'ike had received a revised budget, but Mano Wai had not provided answers to the many questions.
- Ho'ike had originally been led to believe it would initially receive the EDA grant and it never happened. Money anticipated from Seattle went to some Oahu organization and "No grants succeeded."
- KCAET recently received a sum of \$5,000. Sharon Yamada reported to Ho'ike that it was unadvised to seek federal funds because there are "too many bunji cords." Independent sources were better.
- When the project was submitted it was presented under false claims as Mano Wai even went so far as to present visuals of men building similar projects on Oahu, Maui and Big Island. It was later discovered that these projects simply did not exist.
- Now, six to eight million dollars are projected and based upon funding from Ho'ike and GIAC. In addition, business plans and marketing analysis were presented with burdensome requests to hire more people and pay more money.
- Ho'ike's space has been cut from 7,200 sq. ft to 5,500. Ho'ike's rent would be \$20,000 a month. Other options had been available to Ho'ike, and partners, but Mano Wai only works on brand new construction.
- Ho'ike invested \$10,000 for legal council with guaranteed replenishment, and to date, nothing had been repaid.
- J feels the GIAC is not well informed. They were unaware they will have to pay to rent classrooms of which there are four.

Director Lyndon Yamane asked if it was possible to explore any new possibilities, or if it was too late. Jose explained that in the Corporate Resolution ten points were not approved. The revision was not made available until late December of 2004 and the document had not been signed. His biggest concern was that contracts were entered without the knowledge of the board.

At this point, Lyndon expressed desire to explore other possibilities. Teresa Tico recommended investigating the legal ramifications - the misrepresentation of supposed buildings that simply do not exist, and the misrepresentation of the Conditional Commitment, which was never provided. MaBel Fujuchi agreed.

Lyndon Yamane expressed concern for new Directors and their lack of knowledge.

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Gabrielle Dorman replied that as a new member, and interior designer, she had attended the architect's presentation, whereupon she discovered the architect's fee was a half-a-million dollars. To her knowledge, no one on the board was even aware of the fee, or had ever even 'seen' the architect's contract. Yet former president Rowena Cobb insisted that Ho'ike was under contract and needed to pay the bill.

Soleille La Fete stated that as a new member she was confused as to who had created the misrepresentation, and how it had come to this. Jose explained that there was a time when the board lost three members and was unable to meet the quorum and proceed accordingly. During this time the LLC and Mano Wai made decisions without the board's consent.

Teri Tico recommended Ho'ike legally extricate itself from the project as soon as possible. John Isobe spoke up and explained that he had a different perspective. "It appears documents have been executed and the architects have done work and need to be paid." Jose insisted that we have never been allowed to look at the details.

Gabrielle informed John that in the previous meeting the board had voted to stop all progress until Mano Wai and the LLC provided appropriate correspondence and documentation that explained the billing. Instead the architect's were allowed to fly over not once, but twice with presentations in spite of the request to stop all proceedings. The current meeting presented the first opportunity for the board to meet, still without the requested documentation.

John Isobe recommended a meeting with Sharon Yamada of Mano Wai, and all potential partners. He explained that it was no fault of the architects. "They believe they are in partnership."

MaBel stated that everything had proceeded without the board's authorization in spite of former meetings with Sharon Yamada. Again, she emphasized that the Conditional Agreement had never been provided and recommended turning the matter over to the legal committee for investigation. Again, Chairperson of the legal committee, Teri Tico, proposed to cease and desist. John didn't have a problem with a cease and desist letter, so long as the board agreed to meet and communicate with potential partners. All members agreed that was necessary.

The following motion was proposed:

- We are hereby resolved to cease and desist any and all work towards the project.
- Arrange for meeting with all parties involved.
- Investigate all pertinent facts and figures, and do all the necessary research in order to extricate Ho'ike from the current arrangement.
- Come to a final resolution.

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MOTION was moved by Teresa Tico, seconded by Mabel Fujiuchi and unanimously approved.

VII. Announcements (tentative meeting dates)

All members committed to the following dates:

Wednesday, April 13, @10A.M.

Wednesday, July 27 @ 10 A.M.

Wednesday, September 14 @ 10 A.M.

Wednesday, October 12 @10 A.M.

(J announced the AC National Conference in Monterey CA July 7,8,9 2005 and all members were encouraged to attend with air and hotel expenses paid. MaBel suggested Teri and Jose go to represent the board. Most members expressed desire to attend.)

V. Adjourn

MOTION to adjourn was made and unanimously approved.

The meeting was adjourned at 12.15 P.M.