

Ho'ike: Kauai Community Television, Inc.

Board of Directors Meeting

Ho'ike Center Studio

April 26, 2006

10:10 AM

MINUTES

I Call to Order

President Jose Bulatao called the meeting to order at a 10:10 A.M.

II Roll Call

Present: J Robertson, Greg Meyers, Lyndon Yamane, Jose Bulatao, Gabrielle Dorman, Yvette Crosby, John Isobe.

Teri Tico, Ma Bel Fujiuchi excused

III Community Correspondence

President Bulatao welcomed Yvette Crosby as a new Board Member, and guests Diane Sumida and Carol Yotsuda and Carol Ayala representing the GIAC. Their presentation was delayed till later in the meeting.

IV Approval of Minutes of January 31,2006

Lyndon Yamane motioned for approval, seconded by Yvette Crosby and carried

V President's Report

Informed the Board that all necessary information was included in the following reports.

VI Treasure's Report

Report read by J Robertson

Slight error in report was corrected.

Total Liabilities & Equity was reported at \$569,244.56

Capital Expenditure proposal

J explained a need for more ability to assist the community, especially in Times of crisis and reminded the Board of the fact that our equipment for such alarm is antiquated, and during heavy rains and disasters people could be left without information.

He continued to explain his in-depth research and discovered Synergy Broadcast Systems Upgrade, a potential great value and service to the community. The upgrade would cost \$20,000.00 and greatly expand Ho'ike's capabilities via programming information, community information, and emergency information.

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He explained the importance and diversity of the split screen feature and the ability to show more than one aspect of an event with messaging on the screen at one time, which would allow Ho'ike to be a conduit to the community.

After numerous questions and discussion regarding Ho'ike's current financial obligations along with assets of the upgrade ...

Greg Meyers motioned to authorize the \$20,000.00 investment. Seconded by Lyndon and carried.

VII Managing Director's Report

Submitted in writing, and presented by J Robertson

a. Facility report

Approximately 440 people visited the Ho'ike facility.

Report included information concerning

- Equipment Use
- Inventory
- Training and Education
- Program Report
- Community Outreach and Marketing

b. Alliance for Community Media

J announced that in February of 2006, he was elected by the Board as the Western Regional Chairman, that he had been invited to speak at the Boston Conference, and that Ho'ike had been invited to participate as a panel presenter during two workshops at the ACM National Conference in July.

Jose invited members to attend the Regional Conference. Workshop and training opportunities were explained.

c. DCCA/CA/REF

Here J asked the question of the staff "Do we have a job in six months?" The Director had applied for exemption with the State Procurement Office to extend our contract for another six months. Discussion and questions followed.

d. Student Film Festival

J reported on the enthusiasm, growth and expansion pertaining to the budding producers participating in the upcoming Student Film Festival.

VIII Nomination Committee Selection (1 seat)

Due to the resignation of Soleille La Fete Jose appointed Lyndon and John Isobe as the nominating committee for a new Board member.

IX Resolution to dissolve the KCAET, LLC.

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Jose invited guests' **Carol Yotsuda, Carol Ayala and Diane Sumida** to move to the table.

Jose brought everyone up to date regarding request for necessary paperwork requested by the Board in January to dissolve the KCAET, LLC. As spokes-Person for the GIAC, Diane took the floor to explain her history with GIAC, her position, and understanding of the negotiations between the LLC, the GIAC and Ho'ike throughout the process of developments. Diane admitted that when she had been asked to decipher the files, she concluded that due to the lack of clarity in the paperwork, and inability to obtain information, made it one of the most difficult tasks of her entire business career.

- A Managing Co. in Honolulu had drawn up an Operating Agreement, which no one had seen. When Diane finally saw the agreement, she was shocked at how unfavorable it read for all involved parties with exception of the operating committee of the Management Co.
- The LLC was formed, which was to be a good thing.
- The Operating Agreement revealed that no member including the LLC had any authority to direct it, fire, or sue it.
- Mano Wai promised all kinds of grants that never materialized. There was no money.
- In May of 2004 other potential associates, United Way, and Malama Pono dropped out and the Operating Agreement was amended to just include Ho'ike and GIAC.
- March 18, 2005 Ho'ike asked to withdraw from the program which left GIAC only - in quest of "what to do"?

Jose interrupted to explain that the Ho'ike Board had asked the LLC for some clarification since Ho'ike had been told that during the exploration process Ho'ike would not be liable for any financial arrangements. Ho'ike had long requested the opportunity to meet with the GIAC to discuss the vision and the arrangement for each organization, but the LLC had never allowed them to communicate. Under the circumstances that the LLC would not cooperate in providing any requested paperwork, comply with any reasonable requests, and continued to send invoices for large amounts without sufficient accounting, Ho'ike decided to withdraw.

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The guests and members continued to hash and rehash facts and details recorded from former meetings. The only difference was that for the first time the two organizations were able to sit at the same table face to face and discuss their plight. They discovered that both organizations had been faced with the same unreasonable demands, requests and circumstances.

- The GIAC revealed they had paid \$39,000, which amounted to a lifetime of savings for piles of paper, and nothing to show for it. At that point they hired an attorney to interpret the paperwork just to dissolve.
- Ho'ike disclosed they had invested an approximate total of \$26,000 for nothing as well.
- GIAC had A small amount of funds in American Savings in two separate accounts \$70, and \$6,000. The \$6,000 amount was a charitable donation through Carol, which their board wished to return to Carol.
- After more discussion pertaining to the details, Diane informed the Board how to dissolve.
- “The architectural contract, that Ho'ike never saw, stated that the LLC might be dissolved pursuant to the unanimous election by the members of the Dissolve.”

Upon further discussion regarding concerns, and reiterating exasperating experiences with Mano Wai, both organizations agreed there was too much to begin to comprehend.

Motion requested: with all authorized parties present, Jose asked to approve and sign the resolution to dissolve concurrently with GIAC and Ho'ike as a correct procedural step in that direction.

Motion was made by Gabrielle, seconded by Lyndon and carried.

Second portion of business pertained to the final request for \$7,623.00 from Admiral Kihune. Jose requested a motion to bring the issue to a conclusion stating:

- The Board authorizes a payment of \$7,657.23 to Mano Wai.
- Authorize a letter from Greg Meyers representing Ho'ike to the Admiral stating That Ho'ike will make the payment of \$7,657.23 to Mano Wai with the stipulation that the payment will be a final end to any and all claims arising with the involvement of the KCAET and LLC.

Jose asked for a motion, and Greg Meyers asked for a brief discussion. The discussion revolved around the possibility of not paying the said amount, which no one felt was

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righteously owed, and of the possible repercussion of such action. The issue was once again examined from different points of view until finally decided to draft the letter, pay the bill, and hope for the best.

- Greg agreed to write the letter.

John Isobe made the motion to authorize Greg to compose the letter with notice of stipulations along with the payment. Motion was seconded by Gabrielle and carried.

Jose asked for a motion to adjourn.

Motion made by Yvette, seconded by Lyndon and carried

Meeting ended at 12:05

Submitted by Secretary, Gabrielle Dorman

Date 7/24/06