

NA LEO `O HAWAII EMERGENCY BOARD MEETING
Tuesday, January 10, 2023, 5:30 p.m.
Na Leo `O Hawai`i Studio B & Zoom

MINUTES

Call to Order: Vice Chair Mel Ventura called the emergency board meeting to order on Tuesday, January 10 at 5:32pm. Present via Zoom were Vic Chair Mel Ventura, BMs Wally Lau, Kai Masaoka, Barrett Otani. Treasurer Bill Takaba, BMs Jennifer Zelko, Aaron Chung, and Secretary Nancy Kelly were present. Also in attendance were staff Kyle Kawano, Matt Cordero, and Esther Domian. Absent and excused was Chair Gerald Takase.

Welcome & Introductions: New board members Aaron Chung and Barrett Otani introduced to the other board members and staff. Business Manager Esther Domian who started on January 9th was also introduced. No other participants were present.

Statements from the Public on Agenda Items: There were no statements from the public.

New Business: Vice-chair Ventura noted that Treasurer Takaba received a letter from Edgamin Hu CPA, Inc., dated January 5, 2023, suspending bookkeeping services for NLOH.

The Vice-chair indicated that the purpose of the emergency meeting was to discuss and decide on the next course of action which would be appropriate for discussion in an Executive Session.

At 5:35 pm it was moved by BM Zelko and seconded by BM Kelly to go into Executive Session. The Board got out of Executive Session at 6:58 pm.

Summary of discussion and actions taken by the Board during the Executive Session:

- a. It was acknowledged that the creation of NLOH EP and the use of tax credits generated by NLOH PV systems was highly improper and not in NLOH's best interest.
- b. It was also acknowledged that the bookkeeping services provided by Edgamin Hu CPA, Inc. are critical to NLOH's operation and it is in the best interest of NLOH to provide them sufficient information and assurances to reverse suspension of their services.
- c. The Board unanimously approved the following regarding NL EP and Chair Takase:
 - 1) That as the sole remaining partner of NL EP, Gerald Takase provide information about NL EP so the questions raised by the accountants can be answered. The information is requested by January 31, 2023.
 - 2) That NLEP be dissolved within 30 days and that no tax credits from the NLOH PV system shall be sold or otherwise distributed and no credits be applied for the 2022 tax year and beyond by NL EP or any other related entities.

- 3) That NL EP reimburse NLOH for NL EP expenses for legal setup costs and accounting services totaling \$21,817.33 within 30 days.
 - 4) That Chair Takase's previous verbal resignation offer be accepted upon receipt of his written resignation.
- d. Motion to move forward with action approved in executive session was made by BM Zelko and seconded by BM Takaba. Motion unanimously approved.
 - e. It was suggested that BM Takaba contact Edgamin Hu on Wednesday, January 11, 2023 to provide them an update on what transpired at the meeting prior to distribution of the meeting minutes.

Announcements: BM Zelko announced that we are moving forward with recruitment of a new President/CEO. The vacancy is posted on NLOH's website and will be advertised in the classified section of the Hawaii Tribune Herald and West Hawaii Today. The entire board will participate in the interview and selection process.

BM Ventura and Chris Parayno, NLOH production staff member, will be attending the upcoming ACM Regional Conference in Santa Barbara, California.

Adjournment: BMs Zelko and Takaba moved and seconded, respectively, to adjourn the meeting. The motion was unanimously approved and the meeting was adjourned at 7:05pm.

Respectfully submitted,

Nancy Kelly
Secretary