MINUTES OF THE REGULAR MEETING
OF THE HHA WILIKINA APARTMENTS PROJECT, INC.
HELD AT 1002 N. SCHOOL STREET
HONOLULU, HAWAII 96817
ON THURSDAY, MARCH 20, 2008
IN THE COUNTY OF HONOLULU, STATE OF HAWAII

The Board of Directors of the HHA Wilikina Apartments Project, Inc., met for their Regular Meeting at 1002 N. School Street, on Thursday, March 20, 2008 at 2:34 p.m.

The meeting was called to order by Chairman Eric Beaver and, on roll call, those present and absent were as follows:

CALL TO ORDER/ ROLL CALL

PRESENT: Director Eric Beaver, Chairperson
Director Anne Marie Beck
Director Hosino
Director Ignacio
Director Smith

Executive Director, Chad Taniguchi
Deputy Attorney General, Diane Taira
Deputy Attorney General, Krislen Chun

EXCUSED: Director Thompson
Director Park
Director Yoshioka

OTHERS: Henry Oliva

STAFF PRESENT: Barbara Arashiro, Acting Contracts & Procurement Officer
Michael Hee, Contract Administration Section Chief
Derek Kimura, Property Management and Maintenance Services Branch Chief
Deesha Piiohia, Clerk Typist II

Chairperson Beaver declared a quorum present.

QUORUM

Director Smith moved, Director Beck seconded,

APPROVAL OF MINUTES REGULAR MEETING 01/24/08

That the minutes of the Regular Meeting held on January 24, 2008 be approved as circulated.

The motion was unanimously carried.

Director Smith moved, Director Ignacio seconded,

APPROVAL OF REQUEST FOR PROPOSAL (RFP) RELATING TO THE SALE OF PROPERTY OWNED BY HHAWILIKINA APARTMENT LOCATED IN WAHIAWA, OAHU AND TO AUTHORIZE HPHA TO ACT AS HHA

The Approval of Request for Proposal (RFP) relating to the sale of Property Owned by HHA Wilikina Apartment Projects, Inc. (Wilikina) (TMK 7-3-09:03) Located in Wahiawa, Oahu and to authorize HPHA to act as HHA Wilikina Apartments Project Inc.'s agent.

Chad Taniguchi, Executive Director stated the Request for Proposal (RFP) was advertised on Wednesday, March 19, 2008. The motion will make it clear that staff from Hawaii Public Housing Authority (HPHA) will be acting on behalf of Wilikina. The deputy attorney general's office recommends the approval of this for action.

Director Smith asked why the Board can not continue as the agent.
Deputy Attorney General, Krislen Chun, stated this for the purpose of the RFP

regarding distributing information, etc.

WILIKINA APARTMENTS PROJECT INC.'S AGENT.

Director Smith asked what would HPHA staff be doing and who would be doing this. Mr. Taniguchi stated the HPHA staff would be making the arrangements with Alvarez and Marsal (A & M) to show the property to prospective buyers.

Director Smith asked does that mean that Michael Hee, Contract Administration Section Chief, who was working with the consultant to create the RFP not doing it legally. Ms. Chun stated that the Board's previous authorization was to issue the RFP.

Director Smith asked is there any definition of "acting as an agent". Ms. Chun stated not in the By-Laws but article XIII, Section 1 allows an agent to act in the name of and behalf of the corporation by resolution.

Director Smith moved, Director Beck seconded,

> To amend the motion and to ratify the RFP issued for the sale of the property and any subsequent documents related to the RFP and to authorize HPHA to act as the corporation's agent pursuant to Section 1, Article XIII of the By-Laws, for the purpose of acting as corporation's agent responsible to collect responses to the RFP, showing the property, discussing additional information and taking that information to the Board.

The motion was unanimously carried.

APPROVAL OF AMENDMENT OF BY-LAWS REGARDING USE OF SALE PROCEEDS.

Director Smith moved, Director Beck seconded,

> Approval of Amendment of By-Laws regarding use of sale proceeds.

The motion was unanimously carried.

APPROVAL OF ARTICLES OF INCORPORATION WILIKINA (RESOLUTION NO.13) REGARDING USE OF SALE PROCEEDS.

Director Smith moved, Director Beck seconded,

> Approval of Articles of Incorporation of HHA Wilikina Apartments Project, Inc. (Resolution No.13) regarding use of sale proceeds.

The motion was unanimously carried.

RESOLUTION NO. 13

WHEREAS, HHA Wilikina Apartments Project, Inc. was created for the purpose of owning, operating, and managing a multi-family housing project in furtherance of providing housing opportunities for the people of Hawaii, as well as to eliminate prejudice and discrimination in housing; and

WHEREAS, a decision has been made to offer for sale property owned by HHA Wilikina Apartment Project, Inc.; and

WHEREAS, HHA Wilikina Apartments Project, Inc., is governed by its Articles of Incorporation; and

WHEREAS, pursuant to Article XII of the Articles of Incorporation, in order for the Board of Directors to amend the Articles of Incorporation, the Board of Directors must adopt a resolution setting forth the amendments, now therefore;

BE IT RESOLVED by the Board of Directors of the HHA Wilikina Apartments Project, Inc. that the Articles of Incorporation of HHA Wilikina Apartments Project, Inc. are hereby proposed to be amended by adding a new article to read as follows:

> "Distribution in Event of Sale of Property Owned by the Corporation.
>
> The proceeds of the sale of any property owned by the Corporation shall be deposited with the Hawaii Public Housing Authority, State of Hawaii, for expenditure by the Hawaii Public Housing Authority as directed by its Board;" and

BE IT FURTHER RESOLVED that the proposed amendment shall be submitted for action by the Board of Directors at its next regular scheduled meeting; and

BE IT FURTHER RESOLVED that a copy of this Resolution shall be transmitted to each Director of the Board of Directors of HHA Wilikina Apartments Projects, Inc.

The UNDERSIGNED, hereby certifies that the foregoing Resolution was duly adopted by the Directors of the HHA Wilikina Apartments Project, Inc. on March 20, 2008.

Eric Beaver, Chairperson

ADJOURNMENT

There being no further items to be discussed,

Director Smith moved, Director Hosino seconded,

The meeting be adjourned at 2:48 p.m.

The motion was unanimously carried.

Linda L Smith

LINDA SMITH
Secretary

Approved: MAY 15 2008