TECHNICAL SECRETARY AND ZEDE VILLAGE OF NORTH BAY COUNCIL RESOLUTION APPROVING MINUTES FROM SPECIAL MEETING ON FEBRUARY 28, 2019

The Zonas de Empleo y Desarrollo Económico Village of North Bay (the "ZEDE of North Bay") Technical Secretary and Council, through the undersigned persons in all of their identified capacities, being a quorum of the ZEDE of North Bay Council, and having an opportunity to contemporaneously discuss the matter below through electronic means, hereby respectively propose, consent to, approve, and adopt the attached minutes from the Special Meeting on February 28, 2019, at the March 14, 2019 regular meeting of the ZEDE of North Bay Council, by unanimous proposal, approval, and adoption of not less than a majority of the eligible members of the Council, as well as the Technical Secretary himself, with the electronically approved version of this document standing as an adequate public record of the same.

Effective Date: March 14, 2019

Council Member and Technical Secretary

Vote to Approve Resolution: Yes ☑

No _____

By: 

_____

Tristan Mason Monterroso

Council Member and Secretary

Vote to Approve Resolution: Yes ☑

No _____

By: Erick A. Brimen

Erick A. Brimen (Mar 28, 2019)

_____

Erick A. Brimen

Council Member and Treasurer

Vote to Approve Resolution: Yes ☑

No _____

By: Rodrigo Quercia
Rodrigo Quercia (Mar 25, 2019)

_____

Rodrigo Quercia

Council Member

Vote to Approve Resolution: Yes ☑

No _____

By:

Oliver Porter (Mar 25, 2019)

_____

Oliver Porter

Council Member

Vote to Approve Resolution: Yes ☑

No _____

By:

Titus Gebel
Titus Gebel (Mar 25, 2019)

_____

Titus Gebel

Council Member

Vote to Approve Resolution: Yes ☑ *

No _____

By:

Gabriel Delgado Ayau
Gabriel Delgado Ayau (Mar 24, 2019)

_____

Gabriel Delgado Ayau (*absent as to vote on resolutions regarding Employment Agreement, communications of official actions to Camp, and authorization of entry into indemnification agreements with jurists)

Approval Acknowledged:

Technical Secretary
By:

_____

Tristan Mason Monterroso

Duly Noted in the Public Records of the ZEDE of North Bay
By:

Erick A. Brimen
Erick A. Brimen (Mar 28, 2019)

_____

Erick A. Brimen, Secretary

SECRETARIO TÉCNICO Y EL PUEBLO DE
ZEDE DEL CONSEJO DE LA BAHÍA NORTE
RESOLUCIÓN APROBANDO LAS ACTAS DE LA REUNIÓN ESPECIAL
EL 28 DE FEBRERO DE 2019

El Secretario Técnico y el Consejo de las Zonas de Empleo y Desarrollo Económico de North Bay (la "ZEDE de North Bay"), a través de las personas abajo firmantes en todas sus capacidades identificadas, siendo un quórum de la ZEDE de North Bay Council, y teniendo la oportunidad de discutir contemporáneamente el asunto a continuación a través de medios electrónicos, proponen por la presente, respectivamente, el consentimiento para, aprobar, y adoptar el acta adjunta de la Reunión Extraordinaria del 28 de febrero de 2019, en la reunión ordinaria del 14 de marzo de 2019 de la ZEDE del Consejo del Norte de la Bahía, por propuesta, aprobación y adopción unánime de no menos de la mayoría de los miembros elegibles del Consejo, así como del propio Secretario Técnico, quedando la versión electrónicamente aprobada de este documento como un registro público adecuado del mismo.

Fecha de entrada en vigor: 14 de marzo de 2019

Debidamente anotado en los Registros Públicos de la ZEDE de North Bay
Por:
Erick A. Brimen
Erick A. Brimen (Mar 28, 2019)
_____
Erick A. Brimen, Secretario

ZEDE VILLAGE OF NORTH BAY COUNCIL MEETING
LONG FORM MINUTES

Nature of Meeting:	Special Meeting of the Technical Secretary and Council of the ZEDE Village of North Bay, Republic of Honduras
Date(s) of Meeting:	Call to order, deliberations and Vote: February 28, 2019
Time(s) of Meeting:	8:30 a.m. Roatan Time
Address or Virtual Location of Meeting:	Via ZOOM contemporaneous electronic communication between and among Technical Secretary and Council Members.
Identities of All Attendees:	Technical Secretary Tristan M. Monterroso Council Members Erick A. Brimen, Titus Gebel, Oliver Porter, Gabriel Delgado Ayau, and Rodrigo Quercia Legal Advisor: Nick Dranias
Agenda:	Consideration of Various Contractual Resolutions and the Adoption of a Charter Amendment

Meeting called to order by Technical Secretary Tristan M. Monterroso under the August 23, 2018 Charter and Bylaws of the ZEDE Village of North Bay, as amended, with a quorum being present at all times, and without objection by all attendees.

1. Motion to Consider and Open Discussion regarding proposed draft resolution to approve various contractual transactions and to amend charter pursuant to prior notice.

Motion: Erick Brimen
Second: Dr. Titus Gebel
Vote:

Aye:	6 - Monterosso, Brimen, Gebel, Quercia, Porter, Ayau.
Nay:	0
Abstain/Absent:	3 – open seats
Disposition:	PASSED

Discussion:

SDEH General Counsel Nick Dranias explained the text of each draft resolution, answering questions from each council member as to commercial reasonableness, comparables, and incidental authorities of each draft resolution, and making contemporaneous notes of the discussion, all of which are memorialized in their essence in the corresponding final resolutions approved by electronic signature effective February 28, 2019

2. Motion to adopt procedure on ZOOM electronic meeting of the Council requiring "hand raising" for recognition by the Secretary.

Motion:	Erick Brimen	
Second:	Rodrigo Quercia	
	Vote:	
	Aye:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
	Nay:	0
	Abstain/Absent:	3 – (3 open seats)
	Disposition:	PASSED

3. Motion to amend draft resolution to approve interim trust agreement for the ZEDE of North Bay Trust by shortening the transitional period for service as Trustee by Nick Dranias Law & Policy Analysis LLC to six (6) months from twelve (12) months.

Motion:	Erick Brimen	
Second:	Gabriel Delgado Ayau	
	Vote:	
	Aye:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
	Nay:	0
	Abstain/Absent:	3 – (3 open seats)
	Disposition:	PASSED

Discussion: Ayau emphasized the need to find permanent trust company to serve as Trustee. Dranias advised of potential conflicts and limitations on use of Arizona IOLTA public service trust, including fact of interest being paid to legal services foundation. Dranias advised of Bank maintaining public service trust as having the legal status of custodian trustee and, therefore, compliant with Charter and organic law. Gebel discussed modifications to template of trust agreement, clarifying accounts and trust asset definitions, as well as requirement of further negotiations with CAMP and Honduran agencies before fully establishing tax account. Dranias and Brimen underscored that trust assets should not be interpreted to include the assets of ZEDE subsidiaries that do not derive from the exercise of sovereign powers. Porter agreed. Gebel emphasized the prudential requirement of voluntary transparency for the finances of ZEDE subsidiaries.

3. Motion to approve resolution authorizing entry into interim trust agreement for the ZEDE of North Bay Trust with Nick Dranias Law & Policy Analysis LLC as initial interim trustee.

Motion:	Erick Brimen	
Second:	Gabriel Delgado Ayau	
	Vote:	
	Aye:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
	Nay:	0
	Abstain/Absent:	3 – (3 open seats)
	Disposition:	PASSED

4. Motion to approve resolution authorizing entry into February 1, 2019 Stock Transfer Agreement whereby the stock of the Institute for Excellence, SA was transferred to the ZEDE of North Bay by SDEH to facilitate the ZEDE of North Bay's community betterment programs and access to banking resources.

Motion:	Erick Brimen	
Second:	Gabriel Delgado Ayau	
	Vote:	
	Aye:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
	Nay:	0
	Abstain/Absent:	3 – (3 open seats)
	Disposition:	PASSED

5. Motion to approve resolution authorizing Technical Secretary to utilize existing funds of Institute for Excellence, SA for community betterment programs subject to various controls as well as to accept advance into ZEDE of North Bay Trust of up to $50,000.00 from SDEH for operations pursuant to the subsequent authorized issuance of a future promissory note with terms that are equivalent or better than those deemed commercially reasonable by Dr. Byron Schlomach in relation to the February 1, 2019 promissory note under his examination.

Motion:	Erick Brimen	
Second:	Dr. Titus Gebel	
	Vote:	
	Aye:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
	Nay:	0
	Abstain/Absent:	3 – (3 open seats)
	Disposition:	PASSED

5. Motion to approve amendment to draft resolution authorizing issuance and sale of K-12 scholarship tax credits upon enactment of tax code to ensure that they are non-transferrable.

Motion:	Erick Brimen	
Second:	Dr. Titus Gebel	
	Vote:	
	Aye:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
	Nay:	0
	Abstain/Absent:	3 – (3 open seats)
	Disposition:	PASSED

6. Motion to approve resolution authorizing issuance and sale of K-12 scholarship tax credits as amended upon enactment of tax code.

Motion:	Erick Brimen	
Second:	Gabriel Delgado Ayau	
	Vote:	
	Aye:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
	Nay:	0
	Abstain/Absent:	3 – (3 open seats)
	Disposition:	PASSED

7. Motion to approve resolution adopting Charter Amendment to Section 5.02(2) to clarify that banks, title companies and law firms may serve as trustees of the ZEDE of North Bay Trust.

Motion:	Erick Brimen	
Second:	Gabriel Delgado Ayau	
	Vote:	
	Aye:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
	Nay:	0
	Abstain/Absent:	3 – (3 open seats)
	Disposition:	PASSED

8. Motion to amend resolution draft resolution ratifying and authorizing judicial candidate proposals as well as entry into indemnification agreements by separating the two subject matters into distinct resolutions and also clarifying that Erick Brimen or his designee, in coordination with the Technical Secretary, is the official point of contact for all communications with CAMP.

Motion: Erick Brimen
Second: Oliver Proter
Vote:

Aye:	5 - Monterosso, Brimen, Gebel, Quercia, Porter.
Nay:	0
Abstain/Absent:	4 – (Ayau absent; 3 open seats)
Disposition:	PASSED

9. Motion to approve resolution clarifying that Erick Brimen or his designee, in coordination with the Technical Secretary, is the official point of contact for all communications with CAMP, including judicial proposals.

Motion: Erick Brimen
Second: Rodrigo Quercia
Vote:

Aye:	5 - Monterosso, Brimen, Gebel, Quercia, Porter.
Nay:	0
Abstain/Absent:	4 – (Ayau absent; 3 open seats)
Disposition:	PASSED

10. Motion to approve resolution authorizing Dr. Gebel to negotiate and enter into indemnification agreements with judicial candidates.

Motion: Erick Brimen
Second: Rodrigo Quercia
Vote:

Aye:	5 - Monterosso, Brimen, Gebel, Quercia, Porter.
Nay:	0
Abstain/Absent:	4 – (Ayau absent; 3 open seats)
Disposition:	PASSED

11. Motion to amend draft resolution to approve the January 31, 2019 Employment Agreement of Technical Secretary Tristan Monterroso by striking certain language authorizing the Technical Secretary to make further amendments, substitutions and modifications to the agreement.

Motion: Erick Brimen
Second: Rodrigo Quercia
Vote:

Aye:	5 - Monterosso, Brimen, Gebel, Quercia, Porter.
Nay:	0
Abstain/Absent:	4 – (Ayau absent; 3 open seats)
Disposition:	PASSED

12. Motion to approve resolution authorizing entry into the Employment Agreement of Technical Secretary Tristan Monterroso based on reasonable comparables and finding it to be commercially reasonable in light of reported basis of compensation.

Motion: Erick Brimen
Second: Dr. Titus Gebel
Vote:

Aye:	4 - Brimen, Gebel, Quercia, Porter.
Nay:	0
Abstain/Absent:	5 – (Monterroso abstaining; Ayau absent; 3 open seats)
Disposition:	PASSED (majority of quorum)

13. Motion to amend draft resolution to require biweekly regular monthly meetings of the ZEDE of North Bay Council on the 2nd and 4th Thursday of each month starting at 9:30 a.m. Eastern Time.

Motion: Erick Brimen
Second: Rodrigo Quercia
Vote:

Aye:	5 - Monterosso, Brimen, Gebel, Quercia, Porter.
Nay:	0
Abstain/Absent:	4 – (Ayau absent; 3 open seats)
Disposition:	PASSED

14. Motion to approve resolution to require biweekly regular monthly meetings of the ZEDE of North Bay Council on the 2nd and 4th Thursday of each month starting at 9:30 a.m. Eastern Time.

Motion: Erick Brimen
Second: Rodrigo Quercia
Vote:

Aye:	5 - Monterosso, Brimen, Gebel, Quercia, Porter.
Nay:	0
Abstain/Absent:	4 – (Ayau absent; 3 open seats)
Disposition:	PASSED

15. Motion to strike draft resolution granting general incidental power to the Technical Secretary.

Motion: Erick Brimen
Second: Tristan Monterroso
Vote:

Aye:	5 - Monterosso, Brimen, Gebel, Quercia, Porter.
Nay:	0
Abstain/Absent:	4 – (Ayau absent; 3 open seats)
Disposition:	PASSED

16. Motion to Adjourn Special Meeting.

Motion: Tristan Monterroso
Second: Erick Brimen
Vote:

Aye:	5 - Monterosso, Brimen, Gebel, Quercia, Porter.
Nay:	0
Abstain/Absent:	4 – (Ayau absent; 3 open seats)
Disposition:	PASSED

The foregoing minutes are a true and accurate record of proceedings before the Council of the ZEDE Village of North Bay at the aforesaid meeting, together with the previously circulated archive of related email communications, and I further certify the same for the public record after approval at the next meeting of the Council.

Erick A. Brimen
Erick A. Brimen (Mar 28, 2019)

Mar 28, 2019

Erick A. Brimen, Secretary Date

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REUNIÓN DEL CONSEJO DEL PUEBLO DE ZEDE DE NORTH BAY
MINUTAS DE FORMULARIOS LARGOS

Naturaleza de la reunión:	Reunión Extraordinaria de la Secretaría Técnica y del Consejo de la Aldea ZEDE de North Bay, República de Honduras
Fecha(s) de la reunión:	Llamada al orden, deliberaciones y votaciones: 28 de febrero de 2019
Hora(s) de la reunión:	8:30 a.m. Hora de Roatán
Dirección o lugar virtual de la reunión:	A través de la comunicación electrónica contemporánea de ZOOM entre la Secretaría Técnica y los miembros del Consejo.
Identidades de todos los asistentes:	Secretario Técnico Tristán M. Monterroso Miembros del Consejo Erick A. Brimen, Titus Gebel, Oliver Porter, Gabriel Delgado Ayau y Rodrigo Quercia Asesora Jurídica: Nick Dranias
Agenda:	Consideración de varias resoluciones contractuales y la adopción de una enmienda a la Carta Constitutiva

Reunión convocada por el Secretario Técnico Tristan M. Monterroso bajo los Estatutos y Reglamentos del 23 de agosto de 2018 de la Aldea ZEDE de North Bay, según enmendados, con un quórum presente en todo momento, y sin objeción por parte de todos los asistentes.

1. Moción para Considerar y Discusión Abierta sobre el proyecto de resolución propuesto para aprobar varias transacciones contractuales y para enmendar la carta constitutiva de conformidad con la notificación previa.

Moción: Erick Brimen
Segundo: Dr. Titus Gebel
Votar:
Sí: 6 - Monterosso, Brimen, Gebel, Quercia, Porter, Ayau.

No: 0
Abstención/Ausencia: 3 - asientos libres
Disposición: APROBADO

Discusión:

El Asesor Jurídico General de la SDEH, Nick Dranias, explicó el texto de cada proyecto de resolución, respondiendo a las preguntas de cada miembro del consejo sobre la razonabilidad comercial, comparabilidad y autoridades incidentales de cada proyecto de resolución, y tomando notas contemporáneas de la discusión, todas las cuales están memorizadas en su esencia en las resoluciones finales correspondientes aprobadas por firma electrónica a partir del 28 de febrero de 2019.

2. Moción para adoptar el procedimiento de la reunión electrónica de ZOOM del Consejo que requiere"levantar la mano" para su reconocimiento por el Secretario.

Movimiento: Erick Brimen
Segundo: Rodrigo Quercia
Votar:
Sí: 6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
No: 0
Abstención/Ausencia: 3 - (3 asientos libres)
Disposición: APROBADO

3. Moción para enmendar el proyecto de resolución para aprobar el acuerdo de fideicomiso interino para el ZEDE del North Bay Trust, acortando el período de transición para el servicio como Fideicomisario por Nick Dranias Law & Policy Analysis LLC a seis (6) meses, de doce (12) meses.

Movimiento: Erick Brimen
Segundo: Gabriel Delgado Ayau
Votar:
Sí: 6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
No: 0
Abstención/Ausencia: 3 - (3 asientos libres)
Disposición: APROBADO

Discusión: Ayau enfatizó la necesidad de encontrar una compañía fiduciaria permanente que sirva como Fideicomisario. Dranias aconsejó sobre posibles conflictos y limitaciones en el uso del fideicomiso de servicio público de Arizona IOLTA, incluyendo el hecho de que se paguen intereses a la fundación de servicios legales. Dranias aconsejó que el Banco mantuviera el fideicomiso de servicio público como un fideicomisario custodio y, por lo tanto, que cumpliera con los Estatutos y la ley orgánica. Gebel discutió las

modificaciones a la plantilla del acuerdo de fideicomiso, aclarando las cuentas y las definiciones de los activos del fideicomiso, así como el requisito de negociaciones adicionales con CAMP y las agencias hondureñas antes de establecer completamente la cuenta de impuestos. Dranias y Brimen subrayaron que los activos del fideicomiso no deben interpretarse en el sentido de que incluyen los activos de las filiales de ZEDE que no se derivan del ejercicio de poderes soberanos. Porter estuvo de acuerdo. Gebel hizo hincapié en el requisito prudencial de transparencia voluntaria para las finanzas de las filiales de ZEDE.

3. Moción para aprobar la resolución que autoriza la entrada en el acuerdo de fideicomiso interino de ZEDE of North Bay Trust con Nick Dranias Law & Policy Analysis LLC como fideicomisario interino inicial.

Movimiento: Erick Brimen
Segundo: Gabriel Delgado Ayau
Votar:

Sí:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
No:	0
Abstención/Ausencia:	3 - (3 asientos libres)
Disposición:	APROBADO

4. Moción para aprobar la resolución que autoriza la entrada en el Acuerdo de Transferencia de Acciones del 1 de febrero de 2019 por el cual las acciones del Instituto para la Excelencia, S.A. fueron transferidas a la ZEDE de North Bay por la SDEH para facilitar la ZEDE de los programas de mejoramiento de la comunidad de North Bay y el acceso a los recursos bancarios.

Movimiento: Erick Brimen
Segundo: Gabriel Delgado Ayau
Votar:

Sí:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
No:	0
Abstención/Ausencia:	3 - (3 asientos libres)
Disposición:	APROBADO

5. Moción para aprobar la resolución que autoriza al Secretario Técnico a utilizar los fondos existentes de Institute for Excellence, SA para programas de mejoramiento comunitario sujetos a varios controles, así como para aceptar un adelanto a ZEDE of North Bay Trust de hasta $50,000.00 de SDEH para operaciones conforme a la posterior emisión autorizada de un futuro pagaré con términos equivalentes o mejores que los que el Dr. Byron Schlomach considere comercialmente razonables en relación con el pagaré del 1 de febrero de 2019 que está siendo examinado.

Movimiento: Erick Brimen
Segundo: Dr. Titus Gebel
Votar:

Sí:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
No:	0
Abstención/Ausencia:	3 - (3 asientos libres)
Disposición:	APROBADO

5. Moción para aprobar la enmienda al proyecto de resolución que autoriza la emisión y venta de créditos tributarios para becas K-12 al promulgarse el código tributario para asegurar que no sean transferibles.

Movimiento: Erick Brimen
Segundo: Dr. Titus Gebel
Votar:

Sí:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
No:	0
Abstención/Ausencia:	3 - (3 asientos libres)
Disposición:	APROBADO

6. Moción para aprobar la resolución que autoriza la emisión y venta de créditos tributarios para becas K-12, con las enmiendas introducidas a la promulgación del código tributario.

Movimiento: Erick Brimen
Segundo: Gabriel Delgado Ayau
Votar:

Sí:	6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
No:	0
Abstención/Ausencia:	3 - (3 asientos libres)
Disposición:	APROBADO

7. Moción para aprobar la resolución que adopta la Enmienda de la Carta Constitutiva a la Sección 5.02(2) para aclarar que los bancos, las compañías de títulos y los bufetes de abogados pueden servir como fideicomisarios de la ZEDE de North Bay Trust.

Movimiento: Erick Brimen
Segundo: Gabriel Delgado Ayau
Votar:

Sí: 6 - Monterosso, Brimen, Ayau, Gebel, Quercia, Porter.
No: 0
Abstención/Ausencia: 3 - (3 asientos libres)
Disposición: APROBADO

8. Moción para enmendar el proyecto de resolución que ratifica y autoriza las propuestas de candidatos judiciales, así como la entrada en acuerdos de indemnización, separando los dos temas en resoluciones distintas y también aclarando que Erick Brimen o su representante, en coordinación con el Secretario Técnico, es el punto de contacto oficial para todas las comunicaciones con CAMP.

Movimiento: Erick Brimen
Segundo: Oliver Proter
Votar:
Sí: 5 - Monterosso, Brimen, Gebel, Quercia, Porter.
No: 0
Abstención/Ausencia: 4 - (Ayau ausente; 3 asientos libres)
Disposición: APROBADO

9. Moción para aprobar la resolución que aclara que Erick Brimen o su designado, en coordinación con el Secretario Técnico, es el punto de contacto oficial para todas las comunicaciones con el CAMP, incluyendo las propuestas judiciales.

Movimiento: Erick Brimen
Segundo: Rodrigo Quercia
Votar:
Sí: 5 - Monterosso, Brimen, Gebel, Quercia, Porter.
No: 0
Abstención/Ausencia: 4 - (Ayau ausente; 3 asientos libres)
Disposición: APROBADO

10. Moción para aprobar la resolución que autoriza al Dr. Gebel a negociar y celebrar acuerdos de indemnización con candidatos judiciales.

Movimiento: Erick Brimen
Segundo: Rodrigo Quercia
Votar:
Sí: 5 - Monterosso, Brimen, Gebel, Quercia, Porter.
No: 0
Abstención/Ausencia: 4 - (Ayau ausente; 3 asientos libres)
Disposición: APROBADO

11. Propuesta para enmendar el proyecto de resolución para aprobar el Acuerdo de Empleo del 31 de enero de 2019 del Secretario Técnico Tristán Monterroso mediante la supresión de cierto texto que autoriza al Secretario Técnico a hacer más enmiendas, sustituciones y modificaciones al acuerdo.

Moción: Erick Brimen
Segundo: Rodrigo Quercia
Votar:
Sí: 5 - Monterosso, Brimen, Gebel, Quercia, Porter.
No: 0
Abstención/Ausencia: 4 - (Ayau ausente; 3 asientos libres)
Disposición: APROBADO

12. Propuesta para aprobar la resolución por la que se autoriza la entrada en el Acuerdo de Empleo del Secretario Técnico Tristán Monterroso sobre la base de comparables razonables y se determina que es comercialmente razonable a la luz de la base de compensación reportada.

Movimiento: Erick Brimen
Segundo: Dr. Titus Gebel
Votar:
Sí: 4 - Brimen, Gebel, Quercia, Porter.
No: 0
Abstención/Ausencia: 5 - (Monterroso se abstiene; Ayau está ausente; 3 escaños vacantes)
Disposición: PASADO (mayoría del quórum)

13. Propuesta para enmendar el proyecto de resolución para requerir reuniones quincenales regulares mensuales de la ZEDE del Consejo del Norte de la Bahía el segundo y cuarto jueves de cada mes a partir de las 9:30 a.m., hora del Este.

Movimiento: Erick Brimen
Segundo: Rodrigo Quercia
Votar:
Sí: 5 - Monterosso, Brimen, Gebel, Quercia, Porter.
No: 0
Abstención/Ausencia: 4 - (Ayau ausente; 3 asientos libres)
Disposición: APROBADO

14. Moción para aprobar la resolución para requerir reuniones quincenales regulares mensuales de la ZEDE del Concilio del Norte de la Bahía el 2do y 4to jueves de cada mes comenzando a las 9:30 a.m., hora del Este.

Movimiento: Erick Brimen
Segundo: Rodrigo Quercia
Votar:

Sí:	5 - Monterosso, Brimen, Gebel, Quercia, Porter.
No:	0
Abstención/Ausencia:	4 - (Ayau ausente; 3 asientos libres)
Disposición:	APROBADO

15. Moción para suprimir el proyecto de resolución que otorga poderes incidentales generales al Secretario Técnico.

Movimiento: Erick Brimen
Segundo: Tristán Monterroso
Votar:

Sí:	5 - Monterosso, Brimen, Gebel, Quercia, Porter.
No:	0
Abstención/Ausencia:	4 - (Ayau ausente; 3 asientos libres)
Disposición:	APROBADO

16. Moción para levantar la sesión especial.

Moción: Tristán Monterroso
Segundo: Erick Brimen
Votar:

Sí:	5 - Monterosso, Brimen, Gebel, Quercia, Porter.
No:	0
Abstención/Ausencia:	4 - (Ayau ausente; 3 asientos libres)
Disposición:	APROBADO

Las actas anteriores son un registro verdadero y preciso de las actuaciones ante el Consejo de la Aldea ZEDE de North Bay en la reunión mencionada, junto con el archivo de comunicaciones por correo electrónico previamente distribuido, y certifico además que lo mismo para el registro público después de su aprobación en la próxima reunión del Consejo.

Erick A. Brimen
Erick A. Brimen (Mar 28, 2019)

Mar 28, 2019

Erick A. Brimen, Secretario — Fecha

From:	Titus Gebel
To:	Erick A. Brimen
Cc:	Nick Dranias; Gabriel Delgado; Oliver Porter; Rodrigo; Tristan Monterroso
Subject:	Re: Revised Agenda and Suggestion for Council Meeting
Date:	Tuesday, February 26, 2019 6:55:25 AM

Dear Erick,

fine with me presuming you called in the meeting as Secretary of the Council. We are all ad hoc Secretaries.

Best,
Titus

Dr. Titus Gebel

COO & CLO | NeWay Capital LLC
www.newaycapital.com

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> Am 26.02.2019 um 13:12 schrieb Erick A. Brimen <ebrimen@newaycapital.com>:
>
> Dear Council,
>
> In my capacity as ad hoc Secretary, I hereby call a special meeting of the Council of the ZEDE Village of North Bay for Thursday, February 28, 2019 at 8:30 a.m. Roatan Time (9:30am EST) to consider the agenda implicated by the draft resolution and related instruments sent by Nick Dranias.
>
> Please confirm receipt of this notice and your ability to attend. Dial-in information will be circulated before the scheduled time of the meeting.
>
> Thanks!
>
> On Mon, Feb 25, 2019 at 6:58 PM <ndranias@secure-newaycapital.com> wrote:
>
> > Dear Tristan and Erick:
> >
> > In light of the discussions held today, I've attached a draft resolution, together with relevant agreements, that I would recommend be circulated as the agenda of a proposed meeting of

the ZEDE of North Bay Council to take place no later than Thursday, February 28, 2019. This would be a special meeting, which if given with 24 hour's notice, would be considered as organized in the ordinary course of business under the Charter. I would suggest a simple email to all council members containing the same attachments and stating:

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- Approval of the TS employment agreement
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Notable omissions from this resolution include:

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Thanks,

Nick Dranias, esq.

General Counsel | NEWAY Capital LLC*

www.newaycapital.com

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Erick A. Brimen

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From: Erick A. Brimen
To: Titus Gebel
Cc: Gabriel Delgado; Nick Dranias; Oliver Porter; Rodrigo; Tristan Monterroso
Subject: Re: Revised Agenda and Suggestion for Council Meeting
Date: Tuesday, February 26, 2019 7:00:53 AM

Thank you Titus - indeed: as Secretary of the Council.

On Tue, Feb 26, 2019 at 8:55 AM Titus Gebel <tgebel@newaycapital.com> wrote:

> Dear Erick,
>
> fine with me presuming you called in the meeting as Secretary of the Council. We are all ad hoc Secretaries.
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> Best,
> Titus
>
> Dr. Titus Gebel
>
> COO & CLO | NeWay Capital LLC
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- Approval of a proposal to have regular monthly meetings of the Council on the second Thursday of each month at 10:00 a.m. Roatan Time (to avoid special meetings all the time)

Notable omissions from this resolution include:

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- No approval of the February 1, 2019 promissory note (Byron is still analyzing and wants to write up a written opinion letter to justify his findings).

Enjoy!

Again – please call the meeting with 24 hours notice. That means no later than Tuesday (tomorrow) just to be safe.

Thanks,

Nick Dranias, esq.

General Counsel | NEWAY Capital LLC*

www.newaycapital.com

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Erick A. Brimen

CEO | NEWAY Capital LLC
http://www.newaycapital.com

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From: Titus Gebel
To: Gabriel Delgado
Cc: Erick A. Brimen; Nick Dranias; Oliver Porter; Rodrigo; Tristan Monterroso
Subject: Re: Revised Agenda and Suggestion for Council Meeting
Date: Wednesday, February 27, 2019 3:18:27 AM

I support Gabe's proposal.

Titus

Dr. Titus Gebel

COO & CLO | NeWay Capital LLC
www.newaycapital.com

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> Am 26.02.2019 um 21:10 schrieb Gabriel Delgado Ayau <gdelgado@newaycapital.com>:
>
> Erick, all, I can attend.
>
> I would like to recommend that we do consider amending the charter to include the provision allowing Trust Companies as officially authorized parties for the ZEDE Trust, as we have discussed.
>
> Thanks you,
>
> Gabe
>
> On Tue, 26 Feb 2019 at 06:12, Erick A. Brimen <ebrimen@newaycapital.com> wrote:
>
> > Dear Council,
> >
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Enjoy!

Again – please call the meeting with 24 hours notice. That means no later than Tuesday (tomorrow) just to be safe.

Thanks,

Nick Dranias, esq.

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Erick A. Brimen

CEO | NEWAY Capital LLC
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--

Gabriel Delgado Ayau
CRO | NeWay Capital LLC
http://www.newaycapital.com

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From: Tristan Monterroso
To: Oliver Porter
Cc: Erick A. Brimen; Gabriel Delgado Ayau; Rodrigo Quercia; Titus Gebel; ndranias@secure-newaycapital.com
Subject: Re: Revised Agenda and Suggestion for Council Meeting
Date: Tuesday, February 26, 2019 8:06:18 AM

Yes of course. I can attend.

Tristan

On Tue, Feb 26, 2019 at 8:30 AM Oliver Porter <oliverporter1@comcast.net> wrote:

> I can attend. Oliver
>
> ---
>
> **From:** Erick A. Brimen [mailto:ebrimen@newaycapital.com]
> **Sent:** Tuesday, February 26, 2019 7:12 AM
> **To:** ndranias@secure-newaycapital.com
> **Cc:** Gabriel Delgado Ayau; Oliver Porter; Rodrigo Quercia; Titus Gebel; Tristan Monterroso
> **Subject:** Re: Revised Agenda and Suggestion for Council Meeting
>
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Erick A. Brimen

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Tristan Monterroso
Technical Secretary
Zede North Bay

From: Rodrigo Quercia
To: Erick A. Brimen
Cc: Oliver Porter; Gabriel Delgado Ayau; Rodrigo Quercia; Tristan Monterroso; Titus Gebel; ndranias@secure-newaycapital.com
Subject: Re: Revised Agenda and Suggestion for Council Meeting
Date: Tuesday, February 26, 2019 8:37:14 AM

I can attend as well, thank you.
Rodrigo

Sent from my iPhone

On 26 Feb 2019, at 12:06, Tristan Monterroso <tristan@zedenorthbay.org> wrote:

> Yes of course. I can attend.
>
> Tristan
>
> On Tue, Feb 26, 2019 at 8:30 AM Oliver Porter <oliverporter1@comcast.net> wrote:
>
> > I can attend. Oliver
> >
> > ---
> >
> > **From:** Erick A. Brimen [mailto:ebrimen@newaycapital.com]
> > **Sent:** Tuesday, February 26, 2019 7:12 AM
> > **To:** ndranias@secure-newaycapital.com
> > **Cc:** Gabriel Delgado Ayau; Oliver Porter; Rodrigo Quercia; Titus Gebel; Tristan Monterroso
> > **Subject:** Re: Revised Agenda and Suggestion for Council Meeting
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Tristan Monterroso
Technical Secretary
Zede North Bay

From:	ndranias@secure-newaycapital.com
To:	"Rodrigo Quercia"; "Erick A. Brimen"
Cc:	"Oliver Porter"; "Gabriel Delgado Ayau"; "Rodrigo Quercia"; "Tristan Monterroso"; "Titus Gebel"
Subject:	RE: Revised Agenda and Suggestion for Council Meeting
Date:	Tuesday, February 26, 2019 8:46:51 AM
Attachments:	NDLPALLC Interim Trust Agreement-Dranias Comments for Council.docx

Council members – I have marked up the trust agreement with some comments for your consideration and deliberations in connection with this matter on Thursday.

Nick Dranias, esq.

General Counsel | NEWAY Capital LLC*

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From: Rodrigo Quercia <rodrigo@newayfunds.com>
Sent: Tuesday, February 26, 2019 8:37 AM
To: Erick A. Brimen <ebrimen@newaycapital.com>
Cc: Oliver Porter <oliverporter1@comcast.net>; Gabriel Delgado Ayau <gdelgado@newaycapital.com>; Rodrigo Quercia <rquercia@newaycapital.com>; Tristan Monterroso <tristan@zedenorthbay.org>; Titus Gebel <tgebel@newaycapital.com>; ndranias@secure-newaycapital.com
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Sent: Tuesday, February 26, 2019 7:12 AM
To: ndranias@secure-newaycapital.com
Cc: Gabriel Delgado Ayau; Oliver Porter; Rodrigo Quercia; Titus Gebel; Tristan Monterroso
Subject: Re: Revised Agenda and Suggestion for Council Meeting

Dear Council,

In my capacity as ad hoc Secretary, I hereby call a special meeting of the Council of the ZEDE Village of North Bay for Thursday, February 28, 2019 at 8:30 a.m. Roatan Time (9:30am EST) to consider the agenda implicated by the draft resolution and related instruments sent by Nick Dranias.

Please confirm receipt of this notice and your ability to attend. Dial-in information will be circulated before the scheduled time of the meeting.

Thanks!

On Mon, Feb 25, 2019 at 6:58 PM <ndranias@secure-newaycapital.com> wrote:

> Dear Tristan and Erick:
>
> In light of the discussions held today, I've attached a draft resolution, together with relevant agreements, that I would recommend be circulated as the agenda of a proposed meeting of the ZEDE of North Bay Council to take place no later than Thursday, February 28, 2019. This would be a special meeting, which if given with 24 hour's notice, would be considered as organized in the ordinary course of business under the Charter. I would suggest a simple email to all council members containing the same attachments and stating:
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> "In my capacity as Technical Secretary [or ad hoc Secretary], I hereby call a special meeting of the Council of the ZEDE Village of North Bay for Thursday, February 28, 2019 at 10:00 a.m. Roatan Time to consider the agenda implicated by the attached draft resolution and related instruments. I request that you reply by acknowledging this notice as adequate."
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> **EXECUTIVE SUMMARY**
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> Notable inclusions in this resolution include:
>
> - Approval of the TS employment agreement
> - Approval of the trust agreement utilizing my firm's client trust fund as an interim measure (based on the state bar confirming that the bank holding the account can be characterized as a custodian-trustee)
> - Approval of the transfer of stock in I4E to the ZEDE (to give the ZEDE access to the outside banking world through the I4E's account and also access to I4E's existing capital to advance community betterment programs – without taxes and without borrowing)
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- Approval of advancing the ZEDE $50,000 to be held in trust, and granting the TS access to such funds, on various conditions, including the eventual signing of a promissory note on the same terms as approved by Byron for the February 1 promissory note (this would authorize the wire transfer of funds into my client trust account to cover the next several months of salary obligations and reimbursements; **my client trust account is at Bank of America, NA, the routing number is 122101706 (paper & electronic)/ 026009593 (wires); the account number is 457040309068**). I've attached the correspondence between myself and the state bar regarding the status of the bank as custodian-trustee.
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Notable omissions from this resolution include:

- No charter amendments
- No approval of the February 1, 2019 promissory note (Byron is still analyzing and wants to write up a written opinion letter to justify his findings).

Enjoy!

Again – please call the meeting with 24 hours notice. That means no later than Tuesday (tomorrow) just to be safe.

Thanks,

Nick Dranias, esq.

General Counsel | NEWAY Capital LLC*

www.newaycapital.com

* Acting from time to time as General Counsel on behalf of affiliated entities, including Sociedad para el Desarrollo Socioeconómico de Honduras, LLC

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--

Erick A. Brimen

CEO | NEWAY Capital LLC

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--

Tristan Monterroso
Technical Secretary
Zede North Bay

From: Gabriel Delgado Ayau
To: ndranias@secure-newaycapital.com
Subject: Re: Revised Agenda and Suggestion for Council Meeting
Date: Tuesday, February 26, 2019 9:32:36 AM

Nick, why not include the amendment of the charter with regards to the Trust, so we can act to set up with a Trust company if we think it's the best way forward down the line?

On Tue, Feb 26, 2019 at 9:46 AM <ndranias@secure-newaycapital.com> wrote:

> Council members – I have marked up the trust agreement with some comments for your consideration and deliberations in connection with this matter on Thursday.
>
> Nick Dranias, esq.
>
> General Counsel | NEWAY Capital LLC*
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>
> ---
>
> **From:** Rodrigo Quercia <rodrigo@newayfunds.com>
> **Sent:** Tuesday, February 26, 2019 8:37 AM
> **To:** Erick A. Brimen <ebrimen@newaycapital.com>
> **Cc:** Oliver Porter <oliverporter1@comcast.net>; Gabriel Delgado Ayau <gdelgado@newaycapital.com>; Rodrigo Quercia <rquercia@newaycapital.com>; Tristan Monterroso <tristan@zedenorthbay.org>; Titus Gebel <tgebel@newaycapital.com>; ndranias@secure-newaycapital.com
> **Subject:** Re: Revised Agenda and Suggestion for Council Meeting
>
> I can attend as well, thank you.

Rodrigo

Sent from my iPhone

On 26 Feb 2019, at 12:06, Tristan Monterroso <tristan@zedenorthbay.org> wrote:

> Yes of course. I can attend.
>
> Tristan
>
> On Tue, Feb 26, 2019 at 8:30 AM Oliver Porter <oliverporter1@comcast.net> wrote:
>
> > I can attend. Oliver
> >
> > ---
> >
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> > **Sent:** Tuesday, February 26, 2019 7:12 AM
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Erick A. Brimen

CEO | NEWAY Capital LLC

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Tristan Monterroso
Technical Secretary
Zede North Bay

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Gabriel Delgado Ayau
CRO | NeWay Capital LLC
http://www.newaycapital.com

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From:	Gabriel Delgado Ayau
To:	Erick A. Brimen
Cc:	Nick Dranias; Oliver Porter; Rodrigo Quercia; Titus Gebel; Tristan Monterroso
Subject:	Re: Revised Agenda and Suggestion for Council Meeting
Date:	Tuesday, February 26, 2019 1:10:54 PM

Erick, all, I can attend.

I would like to recommend that we do consider amending the charter to include the provision allowing Trust Companies as officially authorized parties for the ZEDE Trust, as we have discussed.

Thanks you,

Gabe

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Thanks,

Nick Dranias, esq.

General Counsel | NEWAY Capital LLC*

www.newaycapital.com

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Gabriel Delgado Ayau
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From: Titus Gebel
To: Gabriel Delgado
Cc: Erick A. Brimen; Nick Dranias; Oliver Porter; Rodrigo; Tristan Monterroso
Subject: Re: Revised Agenda and Suggestion for Council Meeting
Date: Wednesday, February 27, 2019 3:18:27 AM

I support Gabe's proposal.

Titus

Dr. Titus Gebel

COO & CLO | NeWay Capital LLC
www.newaycapital.com

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> Am 26.02.2019 um 21:10 schrieb Gabriel Delgado Ayau <gdelgado@newaycapital.com>:
>
> Erick, all, I can attend.
>
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> Thanks you,
>
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From:	Titus Gebel
To:	Nick Dranias
Cc:	Rodrigo Quercia; Erick A. Brimen; Oliver Porter; Gabriel Delgado; Rodrigo; Tristan Monterroso
Subject:	Re: Revised Agenda and Suggestion for Council Meeting
Date:	Wednesday, February 27, 2019 3:35:00 AM
Attachments:	NDLPALLC Interim Trust Agreement-Dranias Comments for Council-Titus Gebel reply.docx

---

All,

please see my few comments attached.

Thanks Titus

Dr. Titus Gebel

COO & CLO | NeWay Capital LLC
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www.newaycapital.com

* Acting from time to time as General Counsel on behalf of affiliated entities, including Sociedad para el Desarrollo Socioeconómico de Honduras, LLC

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Erick A. Brimen

CEO | NEWAY Capital LLC

http://www.newaycapital.com

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Tristan Monterroso
Technical Secretary
Zede North Bay

<NDLPALLC Interim Trust Agreement-Dranias Comments for Council.docx>

From:	Google Calendar on behalf of Fae Narciso
To:	nick.dranias@newayfunds.com; Titus Gebel; Erick A. Brimen; Rodrigo Quercia; Gabriel Delgado Ayau; Tristan Monterroso; Oliver Porter
Subject:	Invitation: ZEDE Council Meeting @ Thu Feb 28, 2019 7:30am - 8:30am (MST) (nick.dranias@newayfunds.com)
Date:	Wednesday, February 27, 2019 11:56:27 PM
Attachments:	calendar.ics invite.ics

ZEDE Council Meeting

more details »

When Thu Feb 28, 2019 7:30am – 8:30am Mountain Standard Time - Phoenix

Where https://zoom.us/j/3479274636 (map)

Calendar nick.dranias@newayfunds.com

Who
- Erick A. Brimen - organizer
- Titus Gebel
- Rodrigo Quercia
- Gabriel Delgado Ayau
- nick.dranias@newayfunds.com
- Tristan Monterroso
- Oliver Porter

Going (nick.dranias@newayfunds.com)? **Yes** - **Maybe** - **No** more options »

Invitation from Google Calendar

You are receiving this email at the account nick.dranias@newayfunds.com because you are subscribed for invitations on calendar nick.dranias@newayfunds.com.

To stop receiving these emails, please log in to https://www.google.com/calendar/ and change your notification settings for this calendar.

Forwarding this invitation could allow any recipient to modify your RSVP response. Learn More.

ZNB 2-28-19 Special Meeting Minutes ES

Final Audit Report 2019-03-28

Created:	2019-03-22
By:	Nicholas Dranias (ndranias@ndlawpolicy.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAA0Z517qVn_DeBzlmoV6ua-seW6-F9drel

"ZNB 2-28-19 Special Meeting Minutes ES" History

Document created by Nicholas Dranias (ndranias@ndlawpolicy.com)
2019-03-22 - 7:15:06 PM GMT- IP address: 68.225.205.138

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Signature Date: 2019-03-25 - 2:39:17 PM GMT - Time Source: server- IP address: 189.121.18.51

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Signature Date: 2019-03-28 - 1:05:55 PM GMT - Time Source: server- IP address: 107.77.214.153

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