

PROPHET NDA MISSION

MINUTES

JANUARY 17, 2011

9:00 AM

283 NGAWHA SPRINGS ROAD, KAIKOHE

MEETING CALLED BY	Shalaam-El; Bey
TYPE OF MEETING	First meeting of the Board
FACILITATOR	Rose-Dawn-El: Bey
NOTE TAKER	Rose-Dawn-El: Bey
TIMEKEEPER	Rose-Dawn-El: Bey
ATTENDEES	Shalaam-El: Bey, Rose-Dawn-El: Bey

Agenda topics

15 MIN

WELCOME, APPOINTMENT OF OFFICERS

SHALAAM-EL: BEY

DISCUSSION	As Settlor of the Prophet Noble Drew Ali Trust, Shalaam-El: Bey formally opens the first meeting of the Board.	
	Since he has not yet located anyone else he feels trustworthy at this time to take on the responsibility of trusteeship for the Board of this Trust, Shalaam feels it best that he assumes the role of Executor of this Trust and that he should appoint Rose-Dawn as first Trustee.	
	Shalaam will also act in the capacity of Trustee, until such time that suitable persons are found for Trustee positions with the Board. At which time he feels that he can step aside as Executor, with Rose-Dawn assuming that role over the other Trustees.	
	Shalaam is Chairman for this year.	
CONCLUSIONS	Shalaam appoints himself Executor of the Trust.	
	Shalaam then appoints Rose-Dawn-El: Bey Trustee. Shalaam-El: Bey and Rose-Dawn-El: Bey are now the first two Trustees on the Board of PROPHET NDA MISSION.	
ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE

45 MIN

DISSICUSSION OF PLANS FOR FIRST YEAR

SHALAAM

DISCUSSION	A solicitor, Evgeny Orlov, and an accountant Natalie (we will get the spelling of her last name) have been chosen to serve the Board in their respective capacities. We should place Mr. Orlov or his firm, Equity Law, on retainer, maybe at the rate of \$2,000 NZ a month, since the Trust will be using him fairly often for this first year, especially for locating and hiring the appropriate solicitors for the acquisition of Trust property and other assets.
	The Trust should acquire the old Ngawha Springs Lodge from Dave Rawini Todd and his partners. He expressed to us the desire to sell. This acquisition will serve as the first location for the shop and café. It would also be good as a health retreat for surrounding community. We could have the massage therapist who served Matua Peta Harrison in his work at the lodge when he had the wharepura (clinic) operating there – her name is Tania – we will contact Matua for her contact details. The two resident families there can be hired by the Trust to manage the place, Tanya and Lesley husband and wife, would be the managers and Ra and his adult son, take care of the grounds and gardens. They would remain as residents at the facility. The third resident, Elizabeth, an RN can also remain as a resident if she would agree to employment by the Trust as Head Nurse, to look after recuperating guests. These people remain as residents as part of their employment, without charge. Food and lodging are provided. Tanya and Les would keep general cleaning, Ra's son will take care of keeping the guest toilets and showers clean. Guests are notified that cleaning up after themselves is a requirement to their stay. The type of guests accommodated are people who desire to stay for a few nights to be close to the hot pools and rest and eat healthy food supplied. The kitchen will be brought up to certified standard. The cast iron stove will be converted from diesel fuelling to an operational LP gas burning stove. In the entertainment and sitting rooms two heat and air conditioning pumps are to be installed. The whare up front is to be converted to a cafe and organic food shop. In room in the main house s to be equipped with electric oil heaters. Continue discussion of plans at another meetn.
	Purchase adjoining land to the old Ngawha Springs lodge for marakai/gardening.

We approach the Trust's bank, Bank of New Zealand, to open an account for setoff. This will allow the Principal, Shalaam-El: Bey to be the funder of and to fund of the Trust. He will create an initial fund of \$100 million NZD, one half of which, \$50M will be placed in a certificate of deposit or other investment with the bank, BNZ; the other \$50M will be use for the expenses and maintenance of the Trust for the first year. This will be the beginning balance for the first annual budget. With the help of the bank's advisor, decisions will be made as to which transactions are setoff and which are funded.

The first two projects would be:

- 1) to purchase and develop the old Ngawha Springs lodge as discussed - projected cost \$3.5M and
- 2) fund Ken Pedlar Enterprises for developing low cost prefabricated housing for underprivileged people in Aotearoa/New Zealand – projected \$10M initially, this year.

CONCLUSIONS **Motion** to retain Evgeny Orlov as solicitor – made by Shalaam, seconded Rose-Dawn, **carried** unanimous.

Motion to retain Natalie as accountant – made by Rose-Dawn, seconded by Shalaam, **carried** unanimous.

Motion to purchase the old Ngawha Springs Lodge and approach the present residents along the lines of the discussion, nicknamed the Ngawha Springs old lodge project – made by Shalaam, seconded by Rose-Dawn, **carried** unanimous.

Motion to purchase adjacent land to the Ngawha Springs Lodge – made by Shalaam, seconded by Rose-Dawn, **carried**

Motion to open a Trust fund of a total of \$100M (one-hundred million New Zealand dollars) on the signature of the Settlor as funder, if necessary backed by the security lodged with the Secretary to the Treasury, the New Zealand Treasury, in the form of Bond numbered RD 028 481 506 NZ. – made by Rose-Dawn, seconded by Shalaam, motion **carried** unanimous.

Motion to allocate half of the fund to this first year's budget and half to investment with our Bank – made by Shalaam, seconded, **carried**.

Motion to execute the two projects outlined in discussion as the first two projects to be completed immediately for this year – made by Shalaam, seconded by Rose-Dawn, **carried** unanimously.

ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE
Find out the last name of Natalie	Rose-Dawn	May 30th
Go to Bank and inquire about opening Trust setoff account	Rose-Dawn	August 30th

10 MIN

RESOLUTION

CHAIRMAN SHALAAM

RESOLUTION	
	It is resolved that: i) that one-hundred million New Zealand dollars is created by the signature of the Settlor of this Trust, Shalaam-El: Bey, and
	ii) that fifty million New Zealand dollars is allocated to investment with the Bank of New Zealand for the first year 2011, and
	iii) that fifty million New Zealand dollars is allocated for the Trust's first year's budget, and
	iv) that the first two projects undertaken by the Trust and to be executed immediately are a) the Ngawha Springs old lodge project and b) the Ken Pedlar Enterprises funding

The next meeting will be scheduled after the setoff account is arranged and the Trust fund is created. The agenda would be engaging our Solicitor for the Ngawha Springs old lodge project and the details of the ken Pedlar Enterprises funding project.

Chairman, Executive

Seal