

**THE THIRTIETH LEGISLATURE  
APPLICATION FOR GRANTS  
CHAPTER 42F, HAWAII REVISED STATUTES**

Type of Grant Request:

Operating

Capital

Legal Name of Requesting Organization or Individual: Dba:

Hawaii Assisted Housing, Inc.

Amount of State Funds Requested: \$ 348,000

Brief Description of Request (Please attach word document to back of page if extra space is needed):

Grant in Aid funds to be used to acquire and install a wireless high-speed broadband internet system in Maili and Nanakuli. The network will use WiFi to provide affordable internet access to the community. Hawaii Assisted Housing, Inc. will work with community partners to secure sites to install antennas broadcasting WiFi to the community using technology from Sun Global Broadband, LLC.

Amount of Other Funds Available:

State: \$ 0

Federal: \$ 0

County: \$ 0

Private/Other: \$ 0

Total amount of State Grants Received in the Past 5 Fiscal Years:

\$ 0

Unrestricted Assets:

\$ 316,036.84

New Service (Presently Does Not Exist):  Existing Service (Presently in Operation):

Type of Business Entity:

- 501(C)(3) Non Profit Corporation
- Other Non Profit
- Other

Mailing Address:

3165 Waiialae Avenue, Suite 200

City: Honolulu State: HI Zip: 96816

Contact Person for Matters Involving this Application

Name:  
Carl Cunningham

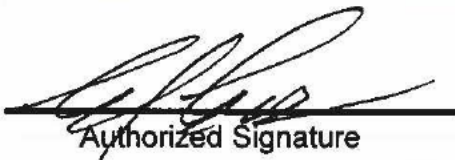
Title:  
President

Email:  
carlc@mdihawaii.com

Phone:  
808-735-9099

Federal Tax ID#:

State Tax ID#

  
Authorized Signature

Carl Cunningham, President

Name and Title

1-21-2022

Date Signed

## Application Submittal Checklist

*The following items are required for submittal of the grant application. Please verify and check off that the items have been included in the application packet.*

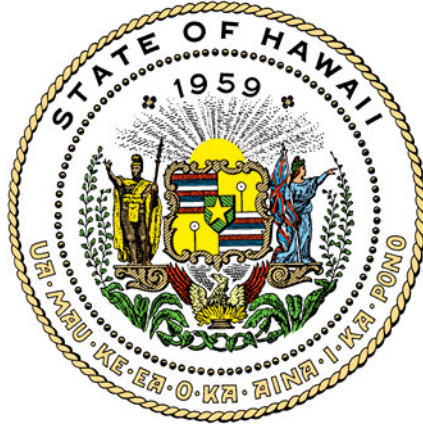
- 1) Certificate of Good Standing (If the Applicant is an Organization)
- 2) Declaration Statement
- 3) Verify that grant shall be used for a public purpose
- 4) Background and Summary
- 5) Service Summary and Outcomes
- 6) Budget
  - a) Budget request by source of funds ([Link](#))
  - b) Personnel salaries and wages ([Link](#))
  - c) Equipment and motor vehicles ([Link](#))
  - d) Capital project details ([Link](#))
  - e) Government contracts, grants, and grants in aid ([Link](#))
- 7) Experience and Capability
- 8) Personnel: Project Organization and Staffing



AUTHORIZED SIGNATURE

CARL CUNNINGHAM  
PRINT NAME AND TITLE

1-21-22  
DATE



## Department of Commerce and Consumer Affairs

### CERTIFICATE OF GOOD STANDING

I, the undersigned Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that

HAWAII ASSISTED HOUSING, INC.

was incorporated under the laws of Hawaii on 11/01/1993 ; that it is an existing nonprofit corporation; and that, as far as the records of this Department reveal, has complied with all of the provisions of the Hawaii Nonprofit Corporations Act, regulating domestic nonprofit corporations.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii.

Dated: January 19, 2022

Director of Commerce and Consumer Affairs

**DECLARATION STATEMENT OF  
APPLICANTS FOR GRANTS PURSUANT TO  
CHAPTER 42F, HAWAII REVISIED STATUTES**

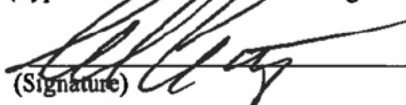
The undersigned authorized representative of the applicant certifies the following:

- 1) The applicant meets and will comply with all of the following standards for the award of grants pursuant to Section 42F-103, Hawaii Revised Statutes:
  - a) Is licensed or accredited, in accordance with federal, state, or county statutes, rules, or ordinances, to conduct the activities or provide the services for which a grant is awarded;
  - b) Complies with all applicable federal and state laws prohibiting discrimination against any person on the basis of race, color, national origin, religion, creed, sex, age, sexual orientation, or disability;
  - c) Agrees not to use state funds for entertainment or lobbying activities; and
  - d) Allows the state agency to which funds for the grant were appropriated for expenditure, legislative committees and their staff, and the auditor full access to their records, reports, files, and other related documents and information for purposes of monitoring, measuring the effectiveness, and ensuring the proper expenditure of the grant.
  
- 2) If the applicant is an organization, the applicant meets the following requirements pursuant to Section 42F-103, Hawaii Revised Statutes:
  - a) Is incorporated under the laws of the State; and
  - b) Has bylaws or policies that describe the manner in which the activities or services for which a grant is awarded shall be conducted or provided.
  
- 3) If the applicant is a non-profit organization, it meets the following requirements pursuant to Section 42F-103, Hawaii Revised Statutes:
  - a) Is determined and designated to be a non-profit organization by the Internal Revenue Service; and
  - b) Has a governing board whose members have no material conflict of interest and serve without compensation.

Pursuant to Section 42F-103, Hawaii Revised Statutes, for grants used for the acquisition of land, when the organization discontinues the activities or services on the land acquired for which the grant was awarded and disposes of the land in fee simple or by lease, the organization shall negotiate with the expending agency for a lump sum or installment repayment to the State of the amount of the grant used for the acquisition of the land.

Further, the undersigned authorized representative certifies that this statement is true and correct to the best of the applicant's knowledge.

Hawaii Assisted Housing, Inc.  
(Typed Name of Individual or Organization)

  
(Signature)

1-21-22  
(Date)

Carl Cunningham,  
(Typed Name)

President  
(Title)

## Application for Grants

*If any item is not applicable to the request, the applicant should enter "not applicable".*

### **I. Certification – Please attach immediately after cover page**

#### **1. Certificate of Good Standing (If the Applicant is an Organization)**

If the applicant is an organization, the applicant shall submit one (1) copy of a certificate of good standing from the Director of Commerce and Consumer Affairs that is dated no earlier than December 1, 2021.

Please see attached.

#### **2. Declaration Statement**

The applicant shall submit a declaration statement affirming its compliance with [Section 42F-103, Hawaii Revised Statutes](#).

Please see attached.

#### **3. Public Purpose**

The applicant shall specify whether the grant will be used for a public purpose pursuant to [Section 42F-102, Hawaii Revised Statutes](#).

Hawaii Assisted Housing, Inc. attests that, if awarded, the grant will be used for a public purpose pursuant to Section 42F-102, Hawaii Revised Statutes. The (1) name of the requesting organization is Hawaii Assisted Housing, Inc., (2) the public purpose for the grant, (3) the services to be supported by the grant, (4) the target group; and (5) the cost of the grant and the budget are all detailed in this application.

### **II. Background and Summary**

This section shall clearly and concisely summarize and highlight the contents of the request in such a way as to provide the State Legislature with a broad understanding of the request. Please include the following:

#### **1. A brief description of the applicant's background;**

Hawaii Assisted Housing, Inc. (HAHI), a Hawaii non-profit, 501(c) 3 was formed November 1, 1993, for the express purpose of fostering the development of low-income housing. Since 1993, HAHI has a proven track record of producing quality

affordable housing for the people of Hawaii. HAHI has partnered on numerous government-assisted projects as well as multiple successful Tax-credit projects, most recently completing a 134-unit multi-family project in Koloa, Kauai, the largest affordable development to date for the County of Kauai. HAHI generally acts as the sole general partner of the limited partnership ownership structure.

HAHI has no paid employees or board members. Carl Cunningham is its President and is responsible for its day-to-day activities.

2. The goals and objectives related to the request;

As an owner of affordable housing, HAHI is responsible for enhancing the lives of tenants living in affordable housing. With the spread of Covid in the communities that we serve, the need for reliable high-speed internet has increased. Students are participating in remote learning relying on internet access to receive instruction. Access to high-speed internet is an obstacle for employment as jobs require tasks to be completed remotely.

The 2020 Census estimates indicated that approximately 15% of residents live in poverty. High speed internet is cost prohibitive for many residents. High speed internet providers charge about \$49.99 per month for their services.

The proposed Wi-fi network will provide free and affordable high speed broadband options to residents by leveraging the Emergency Broadband Benefit program. Qualified residents may be eligible for a \$30 per month subsidy through the Emergency Broadband Benefit program. The Emergency Broadband Benefit is available for residents that are already receiving federal benefits such as WIC or families earning up to 200% of the poverty guideline. It is estimated that the program will be available for a family of four earning \$63,840 per year.

The wireless internet system will be purchased from Sun Global Broadband, LLC (Sun Global). Sun Global uses a proven long-range outdoor wireless system that provides affordable, reliable 5G-type connectivity for a variety of electronic devices with automatic authentication, and ensures connection throughout an expansive coverage area. Additionally, Sun Global's system has immense mobility, seamlessly providing connection from indoor to outdoor spaces while remaining on one network. This wireless system utilizes a network of rooftop antennas installed throughout the community, using existing infrastructure from carriers acting as the middle mile and last mile to broadcast a Wi-Fi signal. HAHI looks to provide free high-speed internet to rural communities using Sun Global's technology, technology initially intended to implement a Hawaii wireless network for Public Safety and create a Smart City.

The advantages of Wi-Fi are as follows:

- Broadcasts on Wi-Fi rather than 4G or 5G
  - Wi-Fi operates on a lower frequency that experiences less interference
  - Wi-Fi requires less power (.5w) to broadcast a signal vs. cellular (600w) resulting in lower operating cost
  - The Federal Aviation Administration issued restrictions to address interference with radar, radio altimeters and other gauges caused by 5G.
- Smaller antennas make it easier to install additional antennas as needed to expand coverage
- Ability to access the internet through their computer, phone, or tablet without buying equipment that is specific to the provider.
- Ability to access the internet outdoors beyond their homes
- Low cost to implement the system. About one tenth the cost of cellular.

3. The public purpose and need to be served;

Census data estimates that 20% of Nanakuli residents and 16% of Maili residents do not have a broadband internet subscription. Broadband internet subscriptions from local providers start at \$49.99 per month, an amount that many lower income families are not able to afford.

This project will provide reliable high-speed internet service to the Waianae community. Residents will access the internet via a free highspeed Wi-fi network. Lower income residents will be able to access the service for free using the Affordable Connectivity Program that provides qualifying families with a \$30 per month federal subsidy for high-speed internet service.

The need for reliable high-speed internet has increased due to the CoVid19 pandemic. Students can use the service to complete their homework assignments online. Residents working from home can also benefit from this service.

Reliable high speed internet access is a catalyst for economic stability and job creation. As more jobs require all or part of their work to be from home, not having access to high-speed internet is an obstacle for employment. High speed internet enables entrepreneurs to create new businesses.

4. Describe the target population to be served; and

Residents living in Maili and Nanakuli communities will benefit from this service. The 2020 census population estimate is 23,730 people. Over 15% of the residents live in poverty in the area. The area has a concentration of children (approximately 30%) under the age of 18.

5. Describe the geographic coverage.

The wireless service will provide high-speed broadband to Maili and Nanakuli communities. Our goal is to provide internet access for communities in Maili and Nanakuli. The Wi-Fi signal is broadcast approximately 1 mile from each antenna. Antennas will be installed throughout the community to provide blanket Wi-Fi coverage to the Maili and Nanakuli communities.

### **III. Service Summary and Outcomes**

The Service Summary shall include a detailed discussion of the applicant's approach to the request. The applicant shall clearly and concisely specify the results, outcomes, and measures of effectiveness from this request. The applicant shall:

1. Describe the scope of work, tasks and responsibilities;

A wireless broadband network utilizing Wi-fi to deliver high speed internet to residents of Nanakuli and Maili will be implemented. Antennas will be installed in multiple locations to broadcast a Wi-fi signal to the community.

HAHI will purchase the equipment from Sun Global. Sun Global will provide the equipment and install the equipment on the selected sites. HAHl will coordinate the implementation of the broadband network. HAHl will coordinate the purchase of the antennas and the installation of the antennas with the owners of the selected sites. HAHl will also coordinate the design of coverage areas with Sun Global.

2. Provide a projected annual timeline for accomplishing the results or outcomes of the service;

January – July 2022	Site Identification and planning.
August 2022 – March 2023	Construction and installation.
April 2023	Completion – broadband available.



3. Describe its quality assurance and evaluation plans for the request. Specify how the applicant plans to monitor, evaluate, and improve their results; and

HAHI. Will contract with a third-party project manager to coordinate, design, and monitor the installation of the antennas. The wireless internet equipment will be purchased from Sun Global. Sun Global is a leader in providing wireless internet access in Hawaii and is experienced in implementing wireless telecommunications systems internationally.

4. List the measure(s) of effectiveness that will be reported to the State agency through which grant funds are appropriated (the expending agency). The measure(s) will provide a standard and objective way for the State to assess the program’s achievement or accomplishment. Please note that if the level of appropriation differs from the amount included in this application that the measure(s) of effectiveness will need to be updated and transmitted to the expending agency.

Benchmarks to determine effective of this project are:

1. Number of clients subscribing to the service
2. Compliant fiscal management including accurately accounting for funds, providing requisite reports on a timely manner, and completing the project on budget
3. Compliance with federal, state and city laws
4. Completion of the project on schedule

## **IV. Financial**

### **Budget**

1. The applicant shall submit a budget utilizing the enclosed budget forms as applicable, to detail the cost of the request.
  - a. Budget request by source of funds (Link)
  - b. Personnel salaries and wages (Link)
  - c. Equipment and motor vehicles (Link)
  - d. Capital project details (Link)
  - e. Government contracts, grants, and grants in aid (Link)
2. The applicant shall provide its anticipated quarterly funding requests for the fiscal year 2023.

Quarter 1	Quarter 2	Quarter 3	Quarter 4	Total Grant
\$30,000	\$106,000	\$106,000	\$106,000	\$348,000

3. The applicant shall provide a listing of all other sources of funding that they are seeking for fiscal year 2023.
  
4. The applicant shall provide a listing of all state and federal tax credits it has been granted within the prior three years. Additionally, the applicant shall provide a listing of all state and federal tax credits they have applied for or anticipate applying for pertaining to any capital project, if applicable.

Federal and State Tax Credit three prior years

2019 - None

2020 - None

2021 - Hocking Hale (As General Partner of the owner) Federal and State LIHTC,  
Federal and State Historic Tax Credit

Anticipated Federal and State Tax Credit Applications

2022 - Koamalu Affordable Housing Project (As General Partner of owner)  
Federal and State LIHTC

2022 - Hale O Lipoa Affordable Housing Project (As General Partner of owner)  
Federal and State LIHTC

5. The applicant shall provide a listing of all federal, state, and county government contracts, grants, and grants in aid it has been granted within the prior three years and will be receiving for fiscal year 2023 for program funding.

Grant In Aid

None

Contracts

Rental Assistance Program Contract for the Na Lei Hulu Kupuna Project. (As General Partner of Na Lei Hulu Kupuna Senior Rentals, LP.)

Grants

None

6. The applicant shall provide the balance of its unrestricted current assets as of December 31, 2021.

Unrestricted assets as of December 31, 2021 is \$316,036.84

## **V. Experience and Capability**

### **1. Necessary Skills and Experience**

The applicant shall demonstrate that it has the necessary skills, abilities, knowledge of, and experience relating to the request. State your experience and appropriateness for providing the service proposed in this application. The applicant shall also provide a listing of verifiable experience of related projects or contracts for the most recent three years that are pertinent to the request.

Hawaii Assisted Housing Inc. has not worked on a state or county contract in the last three years. The last grant received was from the City and County of Honolulu Affordable Housing Fund (2016) in the amount of \$3,850,000 for the acquisition and rehabilitation of the Na Lei Hulu Kupuna senior apartments. The project was completed in compliance with the City and County of Honolulu requirements. HAHl. has developed four affordable housing projects utilizing the Low-Income Housing Tax Credit program.

Hawaii Assisted Housing, Inc. has coordinated with community partners to provide services to enhance the lives of its residents. Hawaii Assisted Housing, Inc. has partnered with Hawaii Meals on Wheels to provide meals to seniors. Other partners include the Hawaii Food Bank, YWCA, and Family Life Center.

### **2. Facilities**

The applicant shall provide a description of its facilities and demonstrate its adequacy in relation to the request. If facilities are not presently available, describe plans to secure facilities.

Hawaii Assisted Housing Inc. is in discussions with the property owners of several different sites to install the antennas to deliver the Wi-Fi signal to area residents. HAHl will work with the property owners to enter in to contracts to install and maintain antennas on their respective properties.

## **VI. Personnel: Project Organization and Staffing**

### **1. Proposed Staffing, Staff Qualifications, Supervision and Training**

The applicant shall describe the proposed staffing pattern and proposed service capacity appropriate for the viability of the request. The applicant shall provide the

qualifications and experience of personnel for the request and shall describe its ability to supervise, train and provide administrative direction relative to the request.

HAHI will contract with a project manager to provide project management services. HAHl will separately contract with Sun Global LLC to provide and install the equipment.

Hawaii Assisted Housing Inc.  
Carl Cunningham, President

Carl Cunningham is the President of HAHl. with close to 30 years of experience in finance and lending. Mr. Cunningham started his career with Shearson Lehman Brothers Mortgage as a Regional Manager in their Mortgage Banking Division, where he spent 12 years learning and understanding the world of lending.

From there Mr. Cunningham moved to Honolulu Mortgage, Inc. where he was President and Chief Operating Officer of Hawaii's largest private mortgage banker from 1993 to 2002, providing \$2.5 billion in loan servicing. From 2002 through 2011 Carl held numerous positions throughout the lending world, from Senior Vice President at Bank of Hawaii to Managing Partner at Hawaii Community Lending where he specialized in lending for Native Hawaii's. Today, Mr. Cunningham is Vice President and Project Manager at Mark Development, Inc. one of Hawaii's leaders in affordable housing development and property management. Mr. Cunningham continues to use his expertise in financing and lending to help create cost effective affordable housing solutions for the State of Hawaii.

Mr. Cunningham has been instrumental in developing and operating thriving affordable housing communities on Oahu and Kauai. HAHl has an ownership interest in four affordable housing communities providing homes for 338 families. He has overseen the development of the Koa'e Makana a 133 affordable housing project in Koloa, Kaua'i.

HAHI will purchase the Wi-Fi system from Sun Global. HAHl will enter into a contract with a third-party project manager to ensure that the project is installed in compliance with applicable laws and in compliance with the grant.

## **2. Organization Chart**

The applicant shall illustrate the position of each staff and line of responsibility/supervision. If the request is part of a large, multi-purpose organization, include an organization chart that illustrates the placement of this request.

Refer to Organizational Chart

### **3. Compensation**

The applicant shall provide an annual salary range paid by the applicant to the three highest paid officers, directors, or employees of the organization by position title, not employee name.

No paid officers, directors, or employees.

## **VII. Other**

### **1. Litigation**

The applicant shall disclose any pending litigation to which they are a party, including the disclosure of any outstanding judgement. If applicable, please explain.

Not applicable.

### **2. Licensure or Accreditation**

The applicant shall specify any special qualifications, including but not limited to licensure or accreditation that the applicant possesses relevant to this request.

None

### **3. Private Educational Institutions**

The applicant shall specify whether the grant will be used to support or benefit a sectarian or non-sectarian private educational institution. Please see [Article X, Section 1, of the State Constitution](#) for the relevance of this question.

Not Applicable

### **4. Future Sustainability Plan**

The applicant shall provide a plan for sustaining after fiscal year 2022-23 the activity funded by the grant if the grant of this application is:

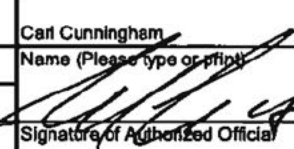
- (a) Received by the applicant for fiscal year 2022-23, but
- (b) Not received by the applicant thereafter.

The operation of the high-speed broadband will be supported by income from subscriptions to the service.

## BUDGET REQUEST BY SOURCE OF FUNDS

Period: July 1, 2022 to June 30, 2023

Applicant: Hawaii Assisted Housing, Inc.

BUDGET CATEGORIES	Total State Funds Requested (a)	Total Federal Funds Requested (b)	Total County Funds Requested (c)	Total Private/Other Funds Requested (d)
<b>A. PERSONNEL COST</b>				
1. Salaries				
2. Payroll Taxes & Assessments				
3. Fringe Benefits				
<b>TOTAL PERSONNEL COST</b>				
<b>B. OTHER CURRENT EXPENSES</b>				
1. Airfare, Inter-Island				
2. Insurance				
3. Lease/Rental of Equipment				
4. Lease/Rental of Space				
5. Staff Training				
6. Supplies				
7. Telecommunication				
8. Utilities				
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20				
<b>TOTAL OTHER CURRENT EXPENSES</b>				
<b>C. EQUIPMENT PURCHASES</b>				
<b>D. MOTOR VEHICLE PURCHASES</b>				
<b>E. CAPITAL</b>	<b>348,000</b>			
<b>TOTAL (A+B+C+D+E)</b>	<b>348,000</b>			
<b>SOURCES OF FUNDING</b>	Budget Prepared By:			
(a) Total State Funds Requested	Carl Cunningham		808-735-9099 ext. 222	
(b) Total Federal Funds Requested	Name (Please type or print)		Phone	
(c) Total County Funds Requested			1-21-22	
(d) Total Private/Other Funds Requested				
<b>TOTAL BUDGET</b>	<b>348,000</b>	Carl Cunningham, President		
		Name and Title (Please type or print)		

## BUDGET JUSTIFICATION - PERSONNEL SALARIES AND WAGES

Period: July 1, 2022 to June 30, 2023

Applicant: Hawaii Assisted Housing, Inc.

POSITION TITLE	FULL TIME EQUIVALENT	ANNUAL SALARY A	% OF TIME ALLOCATED TO GRANT REQUEST B	TOTAL STATE FUNDS REQUESTED (A x B)
Not Applicable				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
				\$ -
<b>TOTAL:</b>				
<b>JUSTIFICATION/COMMENTS:</b>				
No GIA funds will be used for this purpose.				

## BUDGET JUSTIFICATION - EQUIPMENT AND MOTOR VEHICLES

Period: July 1, 2022 to June 30, 2023

Applicant: Hawaii Assisted Housing, Inc.

DESCRIPTION EQUIPMENT	NO. OF ITEMS	COST PER ITEM	TOTAL COST	TOTAL BUDGETED
Not Applicable			\$ -	
			\$ -	
			\$ -	
			\$ -	
			\$ -	
<b>TOTAL:</b>				

**JUSTIFICATION/COMMENTS:**  
GIA funds will not be used for this purpose.

DESCRIPTION OF MOTOR VEHICLE	NO. OF VEHICLES	COST PER VEHICLE	TOTAL COST	TOTAL BUDGETED
Not Applicable			\$ -	
			\$ -	
			\$ -	
			\$ -	
			\$ -	
<b>TOTAL:</b>				

**JUSTIFICATION/COMMENTS:**  
GIA funds will not be used for this purpose.



# BUDGET JUSTIFICATION - CAPITAL PROJECT DETAILS

Period: July 1, 2022 to June 30, 2023

Applicant: Hawaii Assisted Housing, Inc.

<b>FUNDING AMOUNT REQUESTED</b>						
TOTAL PROJECT COST	ALL SOURCES OF FUNDS RECEIVED IN PRIOR YEARS		STATE FUNDS REQUESTED	OTHER SOURCES OF FUNDS REQUESTED	FUNDING REQUIRED IN SUCCEEDING YEARS	
	FY: 2020-2021	FY: 2021-2022	FY:2022-2023	FY:2022-2023	FY:2023-2024	FY:2024-2025
PLANS			-			
LAND ACQUISITION			-			
DESIGN			60,000.00	-0-	-0-	-0-
CONSTRUCTION			-			
EQUIPMENT			288,000.00	-0-	-0-	-0-
<b>TOTAL:</b>			<b>348,000.00</b>	<b>-0-</b>	<b>-0-</b>	<b>-0-</b>
<b>JUSTIFICATION/COMMENTS:</b>						

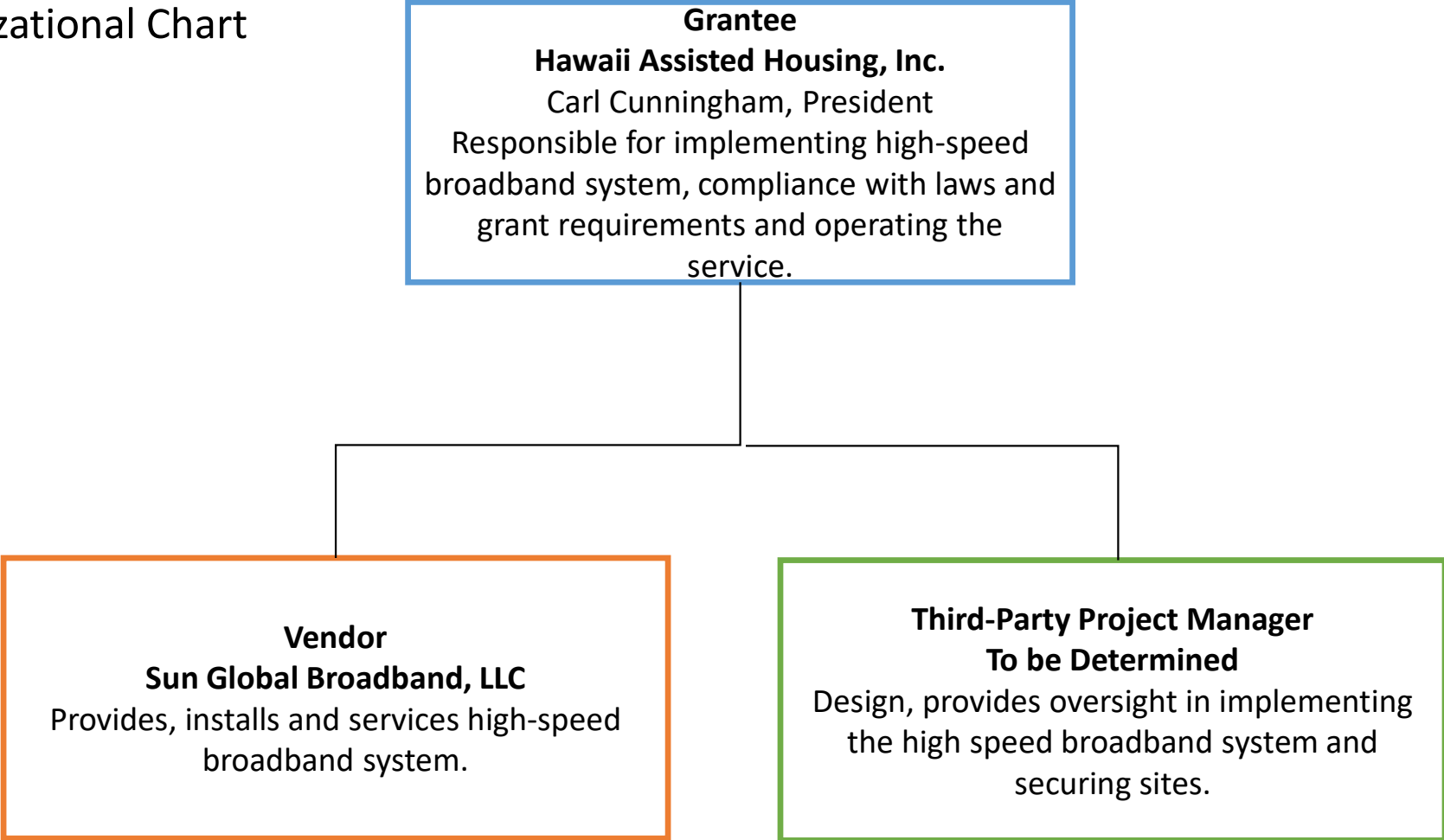
**GOVERNMENT CONTRACTS, GRANTS, AND / OR GRANTS IN AID**

Applicant: Hawaii Assisted Housing, Inc.

Contracts Total: 225,000

	<b>CONTRACT DESCRIPTION</b>	<b>EFFECTIVE DATES</b>	<b>AGENCY</b>	<b>GOVERNMENT ENTITY (U.S./State/Hawaii/ Honolulu/ Kauai/ Maui County)</b>	<b>CONTRACT VALUE</b>
1	Rental Assistance Program*	11/15/2018	HHFDC	State	225,000
2	*As General Partner of Na Le Hulu Kupuna Senior Rentals LP. Contract is for \$225,000 per year				
3	Contract term is to November 30, 2022				
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Organizational Chart



INTERNAL REVENUE SERVICE  
DISTRICT DIRECTOR  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY



CC: HCOCH  
Gerald  
Joe

Date: **MAR 24 1999**

HAWAII ASSISTED HOUSING INC  
3165 WAIALAE AVE STE 200  
HONOLULU, HI 96816

Employer Identification Number:  
99-0310230  
DLN:  
17053030721039  
Contact Person:  
DAVID V SCIAN ID# 31369  
Contact Telephone Number:  
(877) 829-5500  
Our Letter Dated:  
July 1995  
Addendum Applies:  
No

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(2).


Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(2) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(2) organization.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,

  
District Director

Letter 1050 (DO/CG)

Internal Revenue Service

Department of the Treasury

Washington, DC 20224

Hawaii Assited Housing, Inc.  
3165 Waiialae Avenue, No. 200  
Honolulu, HI 96816

Person to Contact: Ms. MJ Salins  
Telephone Number: (202) 622-6474  
Refer Reply to: CP:E:EO:T:1

Date: JUL 25 1995

Employer Identification Number: 99-0310230  
Key District: Los Angeles  
Accounting Period Ending: December 31  
Foundation Status Classification: 509(a)(1)/170(b)(1)(A)(vi)  
Advance Ruling Period Begins: November 1, 1993  
Advance Ruling Period Ends: December 31, 1997  
Form 990 Required: Yes

Dear Applicant:

Based on the information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably be expected to be a publicly supported organization described in the section(s) indicated above.

Accordingly, you will be treated as a publicly supported organization, and not as a private foundation, during an advance ruling period. This advance ruling period begins and ends on the dates indicated above.

Within 90 days after the end of your advance ruling period, you must submit to your key district office information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, you will be classified as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, if you are classified as a private foundation, you will be treated as a

Hawaii Assisted Housing, Inc.

private foundation from the date of your inception for purposes of sections 507(d) and 4940.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of Code sections 2055, 2106, and 2522.

Donors (including private foundations) may rely on the advance ruling that you are not a private foundation until 90 days after your advance ruling period ends. If you submit the required information within the 90 days, donors may continue to rely on the advance ruling until we make a final determination of your foundation status. However, if notice that you will no longer be treated as the type of organization indicated above is published in the Internal Revenue Bulletin, donors may not rely on this advance ruling after the date of such publication. Also, donors (other than private foundations) may not rely on the classification indicated above if they were in part responsible for, or were aware of, the act that resulted in your loss of that classification, or if they acquired knowledge that the Internal Revenue Service had given notice that you would be removed from that classification. Private foundations may rely on the classification as long as you were not directly or indirectly controlled by them or by disqualified persons with respect to them. However, private foundations may not rely on the classification indicated above if they acquired knowledge that the Internal Revenue Service had given notice that you would be removed from that classification.

If your sources of support, or your purposes, character, or method of operation change, please let your key district know so that office can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send a copy of the amended document or bylaws to your key district. Also, you should inform your key district office of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act.

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code.

Hawaii Assisted Housing, Inc.

However, if it is determined that you are a private foundation, you will be subject to excise taxes under Chapter 42. You also may be subject to other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please contact your key district office.

Contribution deductions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fund-raising events may not necessarily qualify as fully deductible contributions, depending on the circumstances. If your organization conducts fund-raising events such as benefit dinners, shows, membership drives, etc., where something of value is received in return for payments, you are required to provide a written disclosure statement informing the donor of the fair market value of the specific items or services being provided. To do this you should, in advance of the event, determine the fair market value of the benefit received and state it in your fund-raising materials such as solicitations, tickets, and receipts in such a way that the donor can determine how much is deductible and how much is not. Your disclosure statement should be made, at the latest, at the time payment is received. Subject to certain exceptions, your disclosure responsibility applies to any fund-raising circumstance where each complete payment, including the contribution portion, exceeds \$75. In addition, donors must have written substantiation from the charity for any charitable contribution of \$250 or more. For further details regarding these substantiation and disclosure requirements, see the enclosed copy of Publication 1771. For additional guidance in this area, see Publication 1391, Deductibility of Payments Made to Organizations Conducting Fund-Raising Events, which is available at many IRS offices or by calling 1-800-TAX-FORM (1-800-829-3676).

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt from Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. If your gross receipts each year are not normally more than \$25,000, we ask that you establish that you are not required to file Form 990 by completing Part I of that Form for your first year. Thereafter, you will not be required to file a return until your gross receipts exceed the \$25,000 minimum. For guidance in determining if your gross receipts are "normally" not more than the \$25,000 limit, see the instructions for the Form 990. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting

Hawaii Assisted Housing, Inc.

period. A penalty of \$10 a day is charged when a return is filed late, unless there is reasonable cause for the delay. The maximum penalty charged cannot exceed \$5,000 or 5 percent of your gross receipts for the year, whichever is less. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are required to make your annual return available for public inspection for three years after the return is due. You are also required to make available a copy of your exemption application, any supporting documents, and this exemption letter. Failure to make these documents available for public inspection may subject you to a penalty of \$10 per day for each day there is a failure to comply (up to a maximum of \$5,000 in the case of an annual return). See Internal Revenue Service Notice 88-120, 1988-2 C.B. 454, for additional information.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

In this letter, we have not determined the effect on your tax-exempt status of financing your activities with the proceeds of tax-exempt bonds since you have not indicated that you intend to use such methods now or in the future.

You need an employer identification number even if you have no employees. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

We are informing your key district office of this ruling. Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any immediate questions about this ruling, please contact the person whose name and telephone number are shown in the heading of this letter. For other matters, including questions concerning reporting requirements, please contact your key district office.



Hawaii Assisted Housing, Inc.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

*Marvin Friedlander*

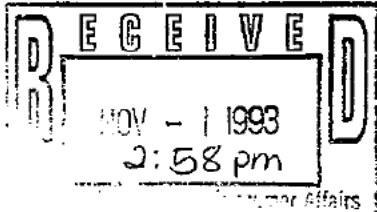
Marvin Friedlander  
Chief, Exempt Organizations  
Technical Branch 1

Enclosures:  
Form 872-C  
Pub. 1771

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

STATE OF HAWAII

In the Matter of the )  
Incorporation )  
 )  
 of )  
 )  
 HAWAII ASSISTED HOUSING, INC. )  
 )  
 as a nonprofit corporation )  
\_\_\_\_\_ )



ARTICLES OF INCORPORATION

ASHFORD & WRISTON  
Attorneys at Law  
P.O. Box 131  
Honolulu, Hawaii 96810

ARTICLES OF INCORPORATION

OF

HAWAII ASSISTED HOUSING, INC.  
(a Hawaii nonprofit corporation)

(Section 415B-34, Hawaii Revised Statutes)

The undersigned, desiring to form a nonprofit corporation under and in accordance with the laws of the State of Hawaii and to obtain the benefits conferred by said laws upon nonprofit corporations, does hereby certify as follows:

ARTICLE I

NAME

The name of the Corporation is HAWAII ASSISTED HOUSING, INC.

ARTICLE II

PLACE OF BUSINESS

The address of the initial office of the Corporation is 3165 Waialae Avenue #200, Honolulu, Hawaii 96816.

ARTICLE III

DURATION

The duration of the Corporation is perpetual.

ARTICLE IV

PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and within such constraints the Corporation's purposes shall include, without limitation, the use and application of the whole or any part of the income from the principal of the funds maintained by the Corporation exclusively for charitable, religious, educational, scientific and literary purposes either directly or by contributions or distributions to organizations which qualify as exempt organizations under section

501(c)(3) of the Code. A principal purpose of the Corporation, at least initially, is to foster the development of low income housing to improve the living conditions of families within the State of Hawaii by furnishing affordable housing, by building or acquiring and rehabilitating appropriate housing for sale or rental to lower income families at affordable prices or rents, and to advise or cooperate with other organizations with similar objectives, utilizing, when available, government funding and programs, as well as private financing sources, to provide such affordable housing.

## ARTICLE V

### POWERS

Solely to further the above charitable, religious, educational, scientific and literary purposes, the Corporation shall have all powers, rights, privileges and immunities which now or hereafter may be conferred or secured by law to nonprofit corporations and which are reasonably incidental to the fulfillment of the objects and purposes set forth above; including, without limitation, the right and power to receive gifts, bequests, grants, and contributions in any form, including but not limited to federal, state, county and private funds, and to use, apply, invest and reinvest the principal or income therefrom or distribute the same for such purposes.

## ARTICLE VI

### LIMITATIONS

Notwithstanding anything in these Articles of Incorporation to the contrary, in all events and under all circumstances, including but not limited to reorganization, dissolution or amendment of these Articles of Incorporation:

(a) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; nor shall the Corporation engage in any activities which are unlawful under the laws of the United States or of the State of Hawaii; nor shall the Corporation engage in any transaction or activity not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

(b) The Corporation shall not be operated for the primary purpose of carrying on any trade or business for profit; and

neither the whole nor any part or portion of the assets, income or earnings, current or accumulated, of the Corporation shall be used, nor shall the Corporation be organized or operated, for objects or purposes which are not exclusively charitable, religious, educational, scientific or literary, as defined under the laws of the United States and of the State of Hawaii.

(c) Neither the whole nor any part or portion of the assets, income or earnings, current or accumulated, of the Corporation shall be used for dividends or otherwise withdrawn or distributed to or divided among any of the Corporation's directors, officers, donors, or any private individual within the meaning of the tax exemption requirements of the laws of the United States and of the State of Hawaii; except, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Corporation's purposes set forth above.

(d) Unless the Corporation shall qualify as an organization excluded as a private foundation by means of section 509(a) of the Code, the Corporation: (1) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code; (2) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; (3) shall not retain any excess business holdings as defined in section 4943(c) of the Code; (4) shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and (5) shall not make any taxable expenditures as defined in section 4945(d) of the Code.

#### ARTICLE VII

##### No Membership Status

The Corporation shall not have members.

#### ARTICLE VIII

##### NON-STOCK BASIS

The Corporation shall not authorize or issue any stock.

#### ARTICLE IX

##### DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors, subject, however to the provisions of law, these Articles of Incorporation and the Bylaws. There may be such

committees as the Board of Directors or the Bylaws may provide. The number of directors shall be not less than three. Subject to such limitation, the number of directors and their selection shall be determined as provided in the Bylaws or by the Board. No decrease in number shall have the effect of shortening the term of an incumbent director. At least one director shall be a resident of the State of Hawaii.

The terms of the initial directors shall be divided into three classes by the Board at its initial meeting such that approximately one-third of the directors shall hold office until the first annual election of directors, one-third for a term that shall expire one year after such first annual election, and one-third for a term that shall expire two years after such first annual election. Thereafter, as the term of office of each director expires, a successor shall be elected and shall hold office for a term of three years and until a successor is elected and qualified.

There shall be nine (9) initial directors, whose names and respective residence street addresses are:

<u>Name</u>	<u>Residence Street Address</u>
Rev. Kenneth K. Ashitomi	1841 Calistoga Drive San Jose, CA 95124
Joseph P. Bova	41-028 Hilu Street Waimanalo, HI 96795
George G. Costa, Jr.	278 Kamokila Road Kapaa, HI 96746
Kenneth K. Fujii	1318 Maalahi Street Honolulu, Hawaii 96819
Russell N. Fukumoto	46-435 Kuneki Street Kaneohe, HI 96744
Rev. Russell A. Higa	3355-A Pinao Street Honolulu, Hawaii 96822
Theodore H. Kagoshima	1299 Kaeleku Street Honolulu, Hawaii 96825
Wayne T. Takahashi	94-449 Hokuala Street Mililani, HI 96789
Mark Y. Watase	1605 Kanalui Street Honolulu, HI 96816

ARTICLE X

OFFICERS

As provided in the Bylaws, the Board of Directors annually shall elect or appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as may be deemed advisable. Any two or more offices may be held by the same individual, provided that the Corporation shall have at least two individuals as officers.

The names of the initial officers of the Corporation, who shall hold office until their successors shall be duly elected or appointed, and their respective residence street addresses are:

<u>Name</u>	<u>Position</u>	<u>Residence Street Address</u>
Joseph P. Bova	President	41-028 Hilu Street Waimanalo, HI 96795
Russell N. Fukumoto	Vice-President	46-435 Kuneki Street Kaneohe, Hawaii 96744
Mark Y. Watase	Secretary	1605 Kanalui Street Honolulu, Hawaii 96816
Wayne T. Takahashi	Treasurer	94-449 Hokuala Street Mililani, HI 96789

ARTICLE XI

BYLAWS

Bylaws of the Corporation shall be adopted by the initial Board of Directors, and thereafter may be adopted, amended or repealed as provided therein.

ARTICLE XII

LIMITATION OF LIABILITY

The property of the Corporation shall alone be liable for the payment of the Corporation's debts and liabilities. The directors and officers shall, to the extent provided by law, incur no personal liability by reason of such position.

ARTICLE XIII

INDEMNIFICATION

The Corporation may indemnify each director, officer, employee and agent, including former directors and officers, to the full extent permitted by the Hawaii Nonprofit Corporation Act. The Corporation may purchase and maintain insurance on behalf of any director or officer against any liability asserted or incurred by such person in any such capacity or arising out of his or her status as such.

ARTICLE XIV

LIQUIDATING DISTRIBUTIONS

Upon the dissolution of the Corporation, whether voluntarily or involuntarily or by operation of law, the remaining assets of the Corporation shall be distributed to Church Expansion and Capital Fund, a Hawaii nonprofit corporation qualified as exempt under section 501(c)(3) of the Code; but, if it is no longer so qualified or no longer in existence then such remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court in whose jurisdiction the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

AMENDMENT

The Articles of Incorporation may be amended by resolution adopted at a meeting of the Board of Directors by a majority of the directors in office. Articles of Amendment shall be delivered to the director of the Department of Commerce and Consumer Affairs of the State of Hawaii for filing and to such other governmental agencies as may be required by law.



ARTICLE XVI

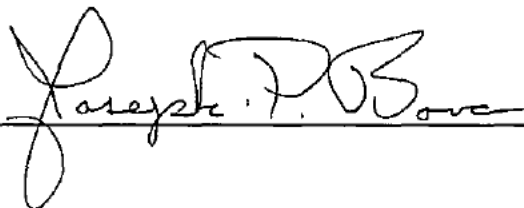
CODE

Any reference in these Articles of Incorporation to a section of the Code shall be interpreted to include a reference to the regulations relating thereto and to the corresponding provisions of any applicable future United States internal revenue law.

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I certify under penalties of section 415B-158 of the Hawaii Revised Statutes that I have read the above statements and that the same are true and correct.

Witness my hand this 1st day of November, 1993.

  
\_\_\_\_\_



STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
336 Merchant Street  
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810  
Phone No. (808) 888-2727



ARTICLES OF AMENDMENT  
(Section 414D-163, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Articles of Amendment, certify as follows:

1. The name of the corporation is:

HAWAII ASSISTED HOUSING, INC. 93315 D2

2. The amendment(s) adopted is attached.

3. The amendment (s) was adopted on: June 4, 2018  
(Month Day Year)

(Check one)

at a meeting of the members:

Designation (class) Of membership	Total Number of Memberships (votes) outstanding	Total Number of Votes Entitled to be Cast By each Class	Number of Votes Cast by each class For Amendment	Number of Votes Cast by each class Against Amendment

(The number of votes cast by each class is sufficient for approval by that class)

OR

by written consent of the members holding at least eighty per cent of the voting power.

OR

by a sufficient vote of the Board of Directors or Incorporators because member approval was not required.

4. Check one:

The written approval of a specified person or persons named in the articles of incorporation was obtained.

The written approval of a specified person or persons is not required.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, I/we are authorized to make this change, and that the statements are true and correct.

Signed this 4th day of June, 2018

Carl Cunningham, President

(Type/Print Name & Title)

(Type/Print Name & Title)

(Signature of Officer)

(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

**ATTACHMENT TO ARTICLES OF AMENDMENT  
OF  
HAWAII ASSISTED HOUSING, INC.**

Article XIV is amended to read in its entirety as follows:

ARTICLE XIV

LIQUIDATING DISTRIBUTIONS

Upon the dissolution of the Corporation, whether voluntarily or involuntarily or by operation of law, the remaining assets of the Corporation shall be distributed to Saint Louis School, a Hawaii nonprofit corporation qualified as exempt under section 501(c)(3) of the Code; but, if it is no longer so qualified or no longer in existence then such remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court in whose jurisdiction the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

BYLAWS

OF

HAWAII ASSISTED HOUSING, INC.  
(a Hawaii nonprofit corporation)

ARTICLE 1

GENERAL

SECTION 1.1. Principal Office. The principal office of the Corporation shall be maintained at such place within or without the State of Hawaii as the Board of Directors shall determine.

SECTION 1.2. Seal. The Corporation may, but need not, have a corporate seal. The seal of the Corporation shall be in such form and shall bear the name of the Corporation and such other words, devices and inscriptions as the Board of Directors from time to time shall prescribe.

SECTION 1.3. Fiscal Year. The fiscal year of the Corporation is January 1 through December 31, or as may otherwise be established by the Board of Directors.

ARTICLE 2

BOARD OF DIRECTORS

SECTION 2.1. Number of Directors. The number of directors of the Corporation shall be fixed by the Board of Directors at each annual meeting of the Board and may be increased or decreased at any special meeting duly called and held for that purpose, provided that the number of directors shall be fixed at not less than three (3). At least one director shall be a resident of the State of Hawaii.

SECTION 2.2. Terms of Directors. Each director shall hold office for a term of one year and until a successor is duly elected and qualified.

SECTION 2.3. Annual Meeting. The annual meeting of the Board of Directors shall be held on the first Monday of April in each year, if not a legal holiday, and if a legal holiday, on the next calendar day following, or on such other day as may be designated by the Board. At the annual meeting of the Board, the Board shall fix the number of directors for the ensuing year, which number so fixed may be decreased or increased thereafter at any special meeting, shall elect new directors, shall appoint the officers of

the Corporation, shall transact any general business which may be brought before the meeting, and shall take such other corporate action as may be appropriate.

SECTION 2.4. Regular Meeting. The Board of Directors may establish regular meetings of the Board, to be held at such places and at such times as the Board may from time to time determine. When any such regular meeting or meetings shall be so established, no further notice thereof shall be required.

SECTION 2.5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman, if any, the President or by any three directors.

SECTION 2.6. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place as is stated in the call for the meeting.

SECTION 2.7. Notice of Meetings. Except as otherwise provided by law, notice of each meeting of the Board of Directors, stating the authority for the call of the meeting and the place, day and time thereof, shall be given to each director by the Secretary or by the person or persons calling the meeting: (a) by leaving the notice with the director personally or by leaving the notice at the director's residence or usual place of business at least 24 hours before the time of the meeting; (b) by personal telephone call to the director at least 24 hours before the time of the meeting; or (c) by mailing the notice, postage prepaid, addressed to the director at the director's address as it is shown on the records of the Corporation, at least five days prior to the time of the meeting. The failure of any director to receive actual notice of the meeting shall not invalidate the meeting or any proceedings thereat, if notice shall have been given as required by this Section. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice of the meeting, except as otherwise required herein.

SECTION 2.8. Waiver of Notice. (a) Whenever any notice is required to be given to any director, a waiver thereof in writing signed by such director, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

(b) Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, the meeting need be specified in the waiver of notice.

(c) Subject to any limitations which are expressly contained in any applicable statute, when two-thirds of the

directors entitled to vote at any meeting sign a written consent or approval on the record of the meeting, actions taken at the meeting, however called or notified, shall be valid.

SECTION 2.9. Quorum. A majority of the number of directors in office shall constitute a quorum for the transaction of business. Except with respect to the election of directors, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. Except as provided in Section 2.14 of these Bylaws, in each election of directors, the candidates receiving the highest number of votes at a meeting of the Board at which a quorum is present, up to the number of directors to be elected in such election, shall be elected.

SECTION 2.10. Adjournment. In the absence of a quorum at the place, date and time of a meeting duly called, and at any meeting duly called and held, the presiding officer or a majority of the directors present may adjourn the meeting from time to time without further notice and may convene or reconvene the meeting when a quorum shall be present.

SECTION 2.11. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors entitled to vote on the subject matter of the meeting. Such consent shall have the force and effect of a unanimous vote.

SECTION 2.12. Participation by Conference Telephone. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can simultaneously hear each other. Participation by this means shall constitute presence in person at a meeting.

SECTION 2.13. Removal of Directors. The Board of Directors may remove from office any director or directors with or without cause by vote of a majority of the Board present at any meeting duly called and held for such purpose.

SECTION 2.14. Director Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office. The term of office of a director elected to fill a directorship by reason of an increase in the number of directors shall continue only until the next regular election of directors.

SECTION 2.15. Powers. The affairs of the Corporation shall be managed by the Board of Directors. Subject to any limitations which may be set forth by law, in the Articles of Incorporation or in these Bylaws, the Board shall have full power to establish policies governing the Corporation, to control and direct the business of the Corporation and to do and provide for any and every lawful act, whether in the ordinary course of the business of the Corporation or otherwise.

SECTION 2.16. Committees. The Board of Directors, by resolution adopted by the Board, may designate and appoint one or more committees, which committees, to the extent provided in the resolution, shall have and exercise all the authority of the Board, except that no such committee shall have the authority of the Board in reference to:

- (a) amending, altering or replacing these Bylaws;
- (b) electing, appointing or removing any member of any such committee or any director or officer of the Corporation;
- (c) amending the Articles of Incorporation, restating Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation;
- (d) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation;
- (e) authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor;
- (f) adopting a plan for the distribution of the assets of the Corporation; or
- (g) amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the committee.

Nothing in subsections (a) to (g) above shall prohibit any committee, if properly authorized by the Board and not prohibited by the bylaws, from engaging in any sale, lease, exchange, mortgage, pledge or distribution of assets of the Corporation in the normal course of the Corporation's business.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon the Board or the director by law.

Each committee shall keep regular minutes of each of its meetings and report the same to the Board at the next meeting of the Board following such committee meeting; except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at the second meeting of the Board following such committee meeting.

## ARTICLE 3

### OFFICERS

SECTION 3.1. Appointment and Term. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Treasurer and a Secretary, and, in the discretion of the Board of Directors, a Chairman of the Board. Each of the officers shall be appointed at the annual meeting of the Board or at such other time as the Board may determine, and shall serve at the pleasure of the Board. No officer is required to be a director. Any two or more offices may be held by the same individual, provided that the Corporation shall have at least two individuals as officers.

SECTION 3.2. Subordinate Officers and Agents. The Board of Directors may appoint or employ such subordinate officers, including Assistant Treasurers and Assistant Secretaries, agents and employees as may be deemed proper, who shall serve at the pleasure of the Board and who shall have such powers and duties as may be assigned to them by the Board. The authority to employ agents and employees and fix their powers and duties may be delegated by the Board to any person. Any officer of the Corporation may also be a subordinate officer, agent or employee of the Corporation.

SECTION 3.3. Salaries. The salaries and compensation, if any, of all officers, subordinate officers, agents and employees shall be determined by the Board of Directors.

SECTION 3.4. Bonds. Any officer, subordinate officer, agent or employee may be required by the Board of Directors to give a surety company bond for the faithful discharge of such person's duties in such sum as the Board may require and such bond shall be deposited as the Board may direct.

SECTION 3.5 Chairman of the Board. The Chairman of the Board, if any, shall have such power and shall perform such functions and duties as may be assigned to him from time to time by the Board of Directors. When present, the Chairman of the Board, if any, shall preside at all meetings of the Board of Directors.

SECTION 3.6. President. The President shall preside at all meetings of the Board of Directors. Subject to the control of the Board, the President shall be the chief executive officer of the Corporation, shall exercise general supervision and direction over the management and conduct of the affairs of the Corporation and shall have the right to inspect at all times any and all of the records, accounts and property of the Corporation. The President shall also have such other powers and duties as are given elsewhere by law or in these Bylaws and as may be assigned from time to time by the Board.



SECTION 3.7. Vice-Presidents. The Vice President (or Vice-Presidents, in order of priority of appointment) shall assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. Each Vice-President shall have such other powers and duties as may be given to such Vice-President by law or in these Bylaws and as may be assigned from time to time by the Board of Directors.

SECTION 3.8. Treasurer. The Treasurer shall have the powers and perform the duties incidental to the office of the Treasurer and such other powers and duties as may be provided in these Bylaws and as may be assigned from time to time by the Board of Directors.

SECTION 3.9. Secretary The Secretary, when requested, shall attend and keep the minutes of meetings of the Board of Directors and of any committee in books provided for that purpose. The Secretary shall give all notices provided by these Bylaws and shall have such other powers and perform the duties incidental to the office of the Secretary and such other powers and duties as may be provided in these Bylaws or as may be assigned from time to time by the Board. If the Secretary shall not be present at any meeting, the presiding officer shall appoint a secretary pro tempore who shall keep the minutes of such meeting and record them in the books provided for that purpose.

SECTION 3.10. Absence of Treasurer or Secretary. In the absence or inability to act of the Treasurer, the duties thereof shall be performed by such Assistant Treasurer as may have been designated by the Board of Directors, or, if none, then by the Secretary. In the absence or inability to act of the Secretary, the duties thereof shall be performed by such Assistant Secretary as may have been designated by the Board, or if none, then by the Treasurer.

SECTION 3.11. Removal of Officers. The Board of Directors may, at any time, remove from office or discharge from employment, any officer, subordinate officer, agent or employee appointed by it or by any person under authority delegated by it, except so far as such removal would be contrary to law.

SECTION 3.12. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to its directors or officers. To the extent provided by law, any director or officer who assents to or participates in the making of such a loan shall be liable to the Corporation for the amount of the loan until it is repaid. For the purposes of this section, any director who votes against the making of a loan shall be deemed not to have assented to or participated in the making of the loan.

## ARTICLE 4

### EXECUTION OF INSTRUMENTS

SECTION 4.1. Authorized Signatures. All checks, drafts, notes, bonds, acceptances, deeds, proprietary leases, contracts and all other instruments shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors, and, in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by any two of the following unless otherwise required by law: the Chairman, if any, the President, Vice President, Treasurer, Secretary, Assistant Treasurer or Assistant Secretary.

## ARTICLE 5

### LIABILITY OF OFFICERS AND DIRECTORS

SECTION 5.1. Exculpation. Any person who serves as a director or officer of the Corporation without remuneration or expectation of remuneration shall not be liable for damage, injury or loss caused by or resulting from such person's performance of, or failure to perform, duties of the position to which the person was appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties.

SECTION 5.2. Indemnification. The Corporation shall, to the maximum extent permitted by law, have power to indemnify each of its Agents (as defined below) against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an Agent of the Corporation, and shall have power to advance to each such Agent expenses incurred in defending any such proceeding to the maximum extent permitted by law. For purposes of this Section, an "Agent" of the Corporation includes any person who is or was a director, officer, subordinate officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, subordinate officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, subordinate officer, employee or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise serving at the request of such predecessor corporation.

## ARTICLE 6

### BOOKS AND RECORDS

SECTION 6.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees of the Board and other committees appointed by the Board, and shall keep at its registered or principal office in the State of Hawaii a record of the names and addresses of the directors. All books and records of the Corporation may be inspected by any director or director's agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE 7

### AMENDMENTS TO BYLAWS

SECTION 7.1. Procedure. These Bylaws may be altered, amended, added to or repealed by an affirmative vote of not less than a majority of the members of the Board of Directors duly called and held if notice of the proposed amendments shall have been given in the call for such meeting.

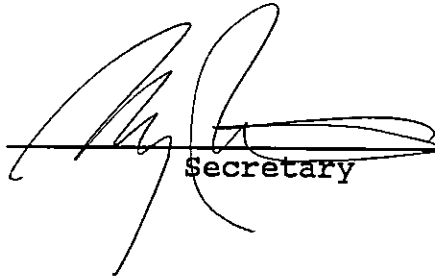
C E R T I F I C A T I O N

BY SECRETARY OF

HAWAII ASSISTED HOUSING, INC.  
(a Hawaii nonprofit corporation)

I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of the above-named Corporation and that the attached Bylaws were duly adopted by said Corporation and are currently effective.

Date: November 1, 1993

  
Secretary



## HAWAII ASSISTED HOUSING, INC.

3165 WAIALAE AVENUE • SUITE 200 • HONOLULU, HAWAII 96816 • TELEPHONE: (808) 735-9099 • FAX: (781) 295-3427

### **RESOLUTIONS OF THE BOARD OF DIRECTORS OF HAWAII ASSISTED HOUSING, INC.**

#### **Re: State of Hawaii, Grant in Aid Application – High-Speed Internet**

The undersigned, being all the directors of HAWAII ASSISTED HOUSING, INC., a Hawaii, nonprofit corporation, as a promotor of affordable housing for the people of Hawaii, adopt the following resolution by written consent without a meeting:

WHEREAS, the Board of Directors of Hawaii Assisted Housing, Inc. (the “Corporation”) deems that the implementation of an affordable high-speed internet service to underserved residents, to be in the best interest of the Corporation;

BE IT RESOLVED that the Board of Directors of the Hawaii Assisted Housing, Inc. authorizes the submission of Grant In Aid application to the Legislature of the State of Hawaii for this purpose; and

BE IT RESOLVED that the Board of Directors of the Hawaii Assisted Housing, Inc. authorizes the President to sign on behalf of the Corporation any and all documents as necessary for the submission of the application; and

RESOVLED, that Hawaii Assisted Housing, Inc., acting through Carl Cunningham, as President, is hereby authorized to execute any applications and agreements relating to the application for the Grant In Aid award or any subsequent applications or documents to receive the Grant In Aid and effectuate the purpose of the award.

Approved this date, January 21, 2022

Hawaii Assisted Housing, Inc.  
A Hawaii Nonprofit Corporation

By Carl Cunningham

Carl Cunningham  
Its President