

IN THE SUPERIOR COURT FOR THE STATE OF ALASKA AT FAIRBANKS

Ctrm: 305                                      Tok Community Umbrella Corp.                      Judge: McConahy  
Date: June 23, 2015                                      vs.                                      Clerk: Dalton  
Case: 4FA-15-01930CI                                      Tok Chamber of Commerce

PROCEEDINGS: Forcible Entry and Detainer

COUNSEL PRESENT

Plaintiff: Zane D. Wilson, for 3<sup>rd</sup> party plaintiff  
                    w/Lisa Conrad  
Defendant: Thomas R. Wickwire  
                    w/Theresa Woody

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08:38:47      Court in session  
  
                    Clerk places phone call to Global Access Line -line is open.

08:39:12      Court welcomes parties present  
  
                    Wilson: counsel have stipulated to Exhibits 2,3,4,5 and 11

08:42:18      Wilson; Request guidance on Wickwire's Motion for Clarification

08:42:46      Court; I don't have it (reviews Wilson's copy)

08:42:50      Wilson explains/comments on Wickwire's position on motion filed

08:46:34      Wickwire responds  
                    Before the court makes findings we should have a right to  
                    answer complaint, file motions, process discovery, address the  
                    law. Wilson's position is we don't get that right, we have to  
                    do it today.

08:48:05      Courts comments;  
                    Everyone agrees the building is owned by the umbrella corp. and  
                    if they own the building, who is the umbrella corp. seems to go  
                    towards the title issue which controls the real property.

08:52:05      Wickwire; I agree title is an issues and we need to prove we own the  
                    building and we're prepared to do that.

08:52:29      Court; I don't think that's disputed. What about the idea of moving  
                    forward without final determination of who is the umbrella  
                    corp. and who is the board who makes these decisions?

08:53:15      Wickwire; They're not just articles or by-laws, they're practices that  
                    have been conducted for years before these people got on the

board. Their contention that in the April annual mtg. someone stood up and said they want to replace the whole board . . .

08:55:01 Court; I'm glad to hear evidence on that, but if I do that now, I don't see doing it again. Glad to do that the next two days. If make the decision, the decision will be made. I won't proceed with the FED if we do that today.

08:56:08 Wickwire; I request you make findings of whether or not this Board had the right to act for the Corp. that owns the building and insisting the Chamber of Commerce either pay rent or be evicted. The law that applies . . . is tentative to a temporary judgment which is subject to review. They need to go through records, see what the practices have been and how much they're supported by prior board members. And we haven't been able to do that.

08:57:05 Court; If you want to do that these proceedings should be held in abeyance. If you want to go forward I'm not sure we come back and do this. What I understand is the chamber has been there since last fall, they haven't been paying rent. There's a dispute about rent . . .

08:58:15 Wickwire; we want to proceed today, at the end of today maybe I'll know more, whether we cover things thoroughly or ask for time to call more witnesses.

08:58:29 Wilson; object to that, I'm absolutely opposed to lets get through today and Wickwire sees how the evidence comes out and have to argue about this again. We're ready to go, simple issues.

08:59:22 Opening Statements by Wilson

09:09:21 Opening Statements by Wickwire

09:13:55 Witness Sworn/Affirmed: Madeline Kelleyhouse

09:14:28 Court explains prior professional contact with witness  
Wilson/Wickwire; no concerns

09:16:05 Direct Examination by Wilson

09:16:16 29 to 30 years Tok resident.

09:16:23 I'm retired. I worked for ACS as deputy magistrate, clerk and magistrate for 2 years. Explains work history . . .

09:17:07 I'm a member of TCUC.

09:17:16 Involved in that first effort to remove board, Oct. 2014, explains . . .

09:17:41 To evict the Chamber of Commerce.

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09:17:50 They made decision to evict COC, not giving any info. why.  
09:18:06 Many of us in the audience said this is ridiculous, we need to  
have a public meeting about this.  
09:18:36 We held the mtg. I made a motion to removed 3 people; Mr.  
Bates, Ms. Woody and Ms. Vanzant.  
09:19:03 We voted. 70 votes yes, 6 opposed.  
09:19:25 No, the board totally ignored that act, they said it was an  
illegal meeting.  
09:19:43 April 16 was the annual mtg. I attended it. Convened, yes.  
09:20:01 I made motion, yes. It was videotaped.  
09:20:24 It's accurate of what took place. My motion was seconded by  
three different people.  
  
09:20:41 Wilson; request to play the video  
09:20:42 Wickwire; object, I haven't seen it.  
Y  
09:20:50 Court: We'll take a moment, you can review it, I'll come back in and  
see if you have any objections.  
  
09:21:26 Recording Paused.  
09:30:34 Recording Resumed.  
  
09:30:59 Wickwire: couldn't hear all of it, but no objections,  
  
09:31:11 Video played  
09:37:40 Video ends  
  
09:37:50 Mr. Bates was up for election, with Mrs. Conrad.  
  
09:38:30 Wickwire: Objection, speculation  
Court: reserve, see if she'll tie together  
  
09:38:51 Somebody from the audience called out "let us vote."  
09:39:02 It was an uproar from the audience.  
09:39:21 The people tried to remove them all, felt they were all  
connected pretty much.  
09:39:45 At least ¾ or more demanded this take place.  
09:39:59 I observed it, yes.  
09:40:12 Yes.  
  
09:40:12 Wickwire: Objection, speculation  
Court: reserve and allow her to answer  
  
09:40:34 Because of the outcry of the people there anting to vote on the  
removal of the board, I felt like they all wanted a chance to  
vote on it. Most people who sided with removing the board were  
sided with Ms. Conrad being on there because she was not  
connected with the past.  
09:41:27 I'm not aware of that. I've been on the TCUC board twice.

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09:41:46 When I was on the board, never any decision made that weren't at the meetings.

09:42:04 Second time, nobody made decisions outside the mtgs., that I'm aware of.

09:42:21 Re exhibit 1

09:42:25 The articles of incorporation. Yes, true & accurate.

09:42:41 Yes, the same. I was on the board back in 1980's.

09:43:17 And on again a second time approx. 2002, when Ms. Morgan was president. I resigned, didn't have the time.

09:43:51 Mr. Simmons was the original president of the TCUC, the chairman for many years, through 1991.

09:44:22 I don't know. I believe I've seen a signed set.

09:44:46 Wilson; move to admit  
Wickwire: Objection  
Court: Overruled

09:45:02 Admitted Exhibit(s) 1

09:45:17 Cross Examination by Wickwire

09:45:31 Motion to evict the Chamber of Commerce.

09:45:40 I'm not aware. Not in November.

09:45:52 In Oct. there was a meeting where I made a motion to remove the board. Notice posted many places around the town. Flyer mailed out to most of the box holders.

09:46:34 Because it was the sole topic to be discussed at the mtg.

09:46:44 TCUC wanted to evict them from the building.

09:47:07 No. No, I have no personal knowledge of that.

09:47:25 I heard that from somebody.

09:47:35 I'd seen the prior lease agreement they had and it seemed reasonable to me. Yes. Yes.

09:47:55 When I worked for the Tok Chamber of Commerce, I did the books, paid the bills. Paid a surveyor . . . in conjunction with TCUC. Why would they pay a surveyor if they didn't have some interest?

09:48:58 To the best of my knowledge, there's no mention there.

09:49:11 Wilson: Objection  
Court: Overruled

09:49:55 I have not read that so I haven't seen a copy of it.

09:50:05 I can't answer that.

09:50:19 Wilson: Objection, hearsay  
Court: Overruled

09:51:32 No.

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09:51:40 No, I do not know.  
09:51:53 No sir.  
09:51:58 I have no knowledge sir.  
09:52:12 No. I want to clarify when we were at that mtg in October where they voted to evict, last year, people asked them specifically why. Not a single board member said why.  
09:53:10 What happened between the two of them, we had no knowledge.  
09:53:43 I can't even begin to surmise that.  
09:53:59 I don't understand that question.  
09:54:23 Not that I'm aware of.  
09:54:30 There was a dispute about having Ms. Tito sit at the table. It was surprising she was there. None of that thought she was appointed. That became a matter of disputed.

09:55:08 Redirect Examination by Wilson

09:55:22 That was a special meeting called by the membership.

09:55:27 Witness Excused

09:55:40 Witness Sworn/Affirmed: Elisabeth Conrad

09:56:03 Direct Examination by Wilson

09:56:09 I manage the public land info. center in Tok.  
09:56:18 45 year Tok resident. I'm member of TCUC.  
09:56:29 TCUC is non-profit organization . . .  
09:56:39 I do now, since April.  
09:56:46 At the annual mtg. in April, elected to board.  
09:57:02 No objections to my placement on board.

09:57:12 Re exhibit 1

09:57:23 Articles of Incorporation, yes, true & accurate.  
09:57:38 When I asked for them the president referred me to the Facebook page that has all the documents. Pres. is Teresa Woody.

09:58:07 Re exhibit 3

09:58:11 Minutes of the April 14<sup>th</sup> special meeting.  
09:58:33 Ms. Woody was the source of the minutes.  
09:58:46 Ratification of minutes to be approved, we had 3 sets of minutes before us to be approved.  
09:59:05 No public notice of this mtg.  
09:59:13 It was special email meeting, 2 days prior to the annual mtg.  
09:59:37 Explains public notice of meetings . . .

10:00:00 Admitted Exhibit(s) 3 by stipulation

10:00:23 Re exhibit 4

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10:00:25 Minutes of April 16 annual mtg.  
10:00:47 After the elections and they did their mtg., it was adjourned.  
Afterwards he called me up there, sat down and discussed the  
officers. Not done during open mtg.  
10:01:12 It was brought up in the minutes. Response? They said it was  
past practices, they didn't do it during open mtg.. I argued  
the fact it needed to be done in open mtg.  
10:01:45  
10:02:27 Seat D  
10:03:09 Because the community wants transparency, mtgs. advertised,  
start working together. They want a board that will work with  
them. It's affecting our whole community. People are tired of  
it. They want it to end. They want a board that will listen to  
them, make sure money is spent on essential services . . .  
10:04:23 Crowd all stood up. And the vote should have been allowed.  
10:04:39 Absolutely. No question. It would happen.  
10:04:57 Not aware of any history that supports this.  
10:05:19 Re exhibit 11  
10:05:34 TCUC policy on disciplinary & board removal procedures.  
10:05:52 They actually followed it, followed the rules . . .  
10:06:15 They advertised, went through whole process.  
10:06:27 At the mtg. I asked for volunteers. Several stood up, we picked  
5 people, we ended up 3. The membership picked it.  
10:06:58 Wickwire: Objection, relevance  
10:07:22 Wilson responds  
10:08:10 Court: Overruled  
10:08:23 Once board got formed they had their mtgs.  
10:08:50 Re exhibit 9  
10:08:57 Special membership meeting notice.  
10:09:38 Postal clerk stamped & dated it. It was mailed to all box  
holders, 751 or 752.  
10:10:21 The committee sent certified letters to all 3 board members.  
10:10:34 Teresa Woody was accepted, the other two were returned.  
10:10:54 Special membership mtg. went forward June 19<sup>th</sup>.  
10:11:11 Re exhibit 8  
10:11:17 June 19 special membership mtg minutes. True & accurate.  
10:11:53 Explains executive session . . . He made sure everyone in  
there was a community member.  
10:12:30 Court; does that include everyone in the membership?

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10:12:50 the membership, 18 and older. No one there was excluded.  
10:13:11 Result? Vote held in executive session?  
10:13:39 Yes, vote taken to remove board members. Yes, it passed.  
10:13:51 It was unanimous.  
10:14:07 T.Woody, R.Vanzant and A.Bates were removed from board.  
10:14:52 Interesting to see there were other community members present,  
that weren't at annual mtg.

10:15:37 Wilson; move exhibits 8 & 9  
Wickwire; same objection  
Court: Overruled

10:16:07 Admitted Exhibit(s) 8 and 9

10:16:09 Wilson; move exhibit 10  
Wickwire; no objection

10:16:33 Admitted Exhibit(s) 10

10:16:42 Re exhibit 7

10:16:56 It's a letter to Bill Drake and . . . the investigative  
committee from T. Woody, R.Vanzant and T.Tito.  
10:18:07 No, no.

10:18:20 Admitted Exhibit(s) 7

10:18:29 Re exhibit 6

10:18:36 It's a letter to Mr. Wickwire dated 5/15/15. No longer needed  
his services, the community and chamber was going to sit down  
and do their own negotiations.  
10:19:20 it was the board, John and I were leading it.  
10:19:30 Rhonda and Teresa were the two under question. We were going to  
do a 30 day process.  
10:19:39 Let the community do their process.

10:19:55 Wickwire: Objection, hearsay  
Court: Sustained

10:20:45 I left that mtg. thinking we had 30 days to go through the  
process . . . the chamber and TCUC would negotiate . . .

10:21:15 Court; authorized by the membership or board?

10:21:31 I think both.  
10:21:40 Mr. Bristol was nominated as president.

10:22:26 Wilson; move exhibit 5  
Wickwire; object

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Court: Overruled

10:22:40 Admitted Exhibit(s) 6

10:23:10 Not that I know, no.

10:23:18 No history of email mgts. I've only been on the board for 2 months. None that I'm aware of.

10:23:41 Not until this board.

10:23:56 Cross Examination by Wickwire

10:24:02 Re exhibit 7

10:24:59 The only minutes I've seen are from outcome of the mtg.

10:25:40 And at the mtg . . .

10:25:46 Right. June 19<sup>th</sup>. Same day.

10:26:03 Correct, found guilty for grounds for removal.

10:26:15 Yes, there are minutes.

10:26:22 First, we don't have a TCUC secretary.

10:26:32 The investigation committee cleaned up a few things that needed to be addressed at the mtg. It all transpired right there.

10:27:02 We don't have a secretary . . .

10:27:08 Wickwire: Objection  
Court admonishes witness

10:27:27 Yes (believe there were grounds to remove them.)

10:27:42 Yes, and they followed the rules.

10:27:54 (Roberts Rules of Order) You could have come. Up to the membership to allow the attorney to be there.

10:28:20 Not verbatim. But you could have been there.

10:28:30 No, the community could have voted to allow you to be there.

10:29:33 Only four of us were there. We really didn't have quorum.

10:29:44 Did Rhonda and Teresa vote? Yes, but they're not members.

10:30:10 We had a quorum until Rhonda got sick and left the room.

10:30:30 There was a quorum.

Clerk Johnson in/Clerk Dalton out

10:30:58 I can't remember what the vote was. We had four people there.

10:32:16 I don't know what you're asking, do I have minutes? I don't know. I've only gotten what since I've been on board. I don't know what you're asking me.

10:33:03 They still would have voted him out. I know so, the disrespect, definitely. Before I decided to run, I attended three meetings. I was astonished that people would sit on a board and treat our community with such disrespect. I've never seen a board so disrespectful to its membership.

10:34:16 Some members are disrespectful to the board, not all.  
There's some history going on with two organizations trying to



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work together. There's a lot of emotions involved with this board and the community. The emotions are running high.

10:35:13 They have a right to speak, yes.

10:35:30 You call it to order if the level of disruption is so great.

10:35:41 You just have to call it to order and show respect. You don't show disrespect right back.

10:36:01 She gets very frustrated and just sits there and listens.

10:36:12 Yeah, Roberts Rules of Order. Sometimes you have a Sgt. of Arms. If you can't control a meeting, then have a sgt of arms control it for you.

10:36:47 All you've got to do is saying I'm calling this to order and move on. Everyone is entitled to voice their opinions.

10:37:11 Clerk Dalton in/Clerk Johnson out

10:37:43 Redirect Examination by Wilson

10:37:48 Re exhibit 8

10:38:14 The executive session is not in the minutes, correct.

10:38:24 Re exhibit 7

10:38:30 No, there's not a TCUC secretary. Because Connie Tito has never been nominated/elected to the board.

10:38:58 Yes, I saw the charges.

10:39:00 They were given to all of us.

10:39:19 No. This has been going on since October, 2014.

10:39:35 When they started digging into the original charges, they found others connected to it. It led to a little bit more.

10:40:08 As far as I know.

10:40:22 Absolutely not. Because it was discussed prior. If they had representation the membership got to vote on it.

10:40:42 Not to my knowledge.

10:41:04 Yes, I've been involve in disruptive mtgs. Found a way to go forward. It would have been hard, but you could have done it.

10:41:37 Yes, police officer present. No.

10:41:56 Recross Examination by Wickwire

10:42:10 Wickwire approaches witness

10:42:33 Yes, I think.

10:42:47 Yes, He was committee chair, Yes he was there.

10:43:12 No, you're not a member. But according to our policy the membership can vote on it.

10:43:33 If a lawyer came in, it could be voted by the membership to be present. No minutes. It was recorded though.

10:44:18 I think if you had been there you would have been allowed to be in there, without question.

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10:44:42 Yes, because you yourself told us to file the policies.

10:45:13 Witness Excused

10:45:23 Court; recess until 10:55

10:45:39 Recording Paused.

10:58:54 Recording Resumed.

10:59:21 Wilson; we stipulate to page 652 and the cover of the book

10:59:25 Court; Marked & Admitted Defendant's Exhibit(s) 12-A

10:59:57 Witness Sworn/Affirmed: Theresa Woody

11:00:21 Direct Examination by Wickwire

11:00:35 Work and education experience.

11:00:49 I've lived in Tok for 5 years. April 2014 I got on the TCUC board. Two seats open. I won my seat 27 to 14. Rhonda Vanzant won the other seat. Alvin Bates was president, Brignor was secretary, I was treasure and John Bristol was member at large.

11:01:58 Written in 2004, expired in 2009.

11:02:06 (hold over period) No, I don't know what they did in the past. When we discovered that was the lease in July, we wanted to start working on a current lease.

11:03:20 We mentioned it in our meetings, we wanted to get a current lease with the chamber of commerce.

Wilson: Objection, leading  
Court: Overruled

11:03:45 At our Sept. 11 public mtg, there were 13 community members there, board voted to keep the civic center in the TCUC name. After the mtg., nothing was recorded, it was told they would look for another place. The building was now ours we would have to winterize it.

11:04:37 Wilson: Objection, hearsay

11:04:50 About a new lease? No they didn't want a new lease, they just wanted the building. John R. approached . . .

11:05:25 Wilson; objection, relevance  
COURT: Noted.

11:05:49 When the chamber left the building un-winterized, we held a special meeting. We held a mtg. Sept. 25 to approve funds to winterize it.

11:06:40 We chose to get a new lease, we wanted a current lease.

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11:08:16 We voted to table the chamber eviction, because there were only 4 community members there. We wanted to wait until the Oct. meeting to vote to evict the chamber.  
11:08:47 We held the mtg., voted, it was 3 to 2 to evict.  
11:09:00 Immediately after that vote, Kathy . . stood up and moved to remove the three of us board members.  
11:09:17 We did state they left the building in conditions that they shouldn't have and we wanted a new lease.  
11:09:39 At our November board mtg, public meeting of the TCUC, 70 members showed up. Alvin presented the notice to the COC.  
11:10:12 Much discussion, community asked us to sit down and negotiate the terms for a new lease. We, the board, decided to put the FED on hold, preliminary negotiations for a new lease.  
11:10:57 Met again on Dec. 8<sup>th</sup>., it was a good mtg. Chamber and board. We both agreed an attorney would right up the final lease.  
11:11:15 The COC came to us with demands, they wanted a 50 year lease. TCUC did not agree to that. We tried to meet in January . . . could not get enough of the COC board there . . .  
11:13:32 We retained Mr. Wickwire as our atty to help us with the legality of the lease.  
  
11:13:56 Re exhibit 5 - A  
  
11:14:02 This is the notice to quit.  
11:14:50 Ex. 6 is the email I sent re finishing the business from our April 9<sup>th</sup> meeting. We wanted to appoint Ms. Tito to fill the vacant seat. We got rudely interrupted, could not finish the mtg  
11:17:19 It was stated at the April 9<sup>th</sup> mtg, uproar, Alvin had stated in the November mtg., she stepped down, it was confirmed by Sue Stancliff that it was recorded. I listened to the entire recording, there wasn't nothing said about filling seat C.  
11:17:58 The email confirms I listened to the meeting.  
11:18:33 We did, at the public mtg, which we always did.  
11:18:46 He said we're going to appoint Ms.Tito to the seat, at the April 9<sup>th</sup> mtg.  
11:19:29 Immediately after that Sue said the seat would be elected. Uproar from the community, we could not continue the mtg.  
11:20:05 After this email, I did another email asking to finish out the business that we had on the agenda April 9<sup>th</sup>.  
11:22:43 Correct, Bates announced that.  
11:23:10 We did meet again, the 2 boards, on January 11<sup>th</sup>.

11:23:34 Wickwire; move exhibits 5 & 6  
Wilson, object to 6, it's hearsay.  
object to 5, relevance  
Court: Overruled

11:25:04 Admitted Exhibit(s) 5-A and 6 A

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11:25:30 Re exhibit 7-A

11:25:34 This is a memo from COC dated March 12 to the TCUC.  
11:26:21 Yes, that was our intent.  
11:26:31 Letter from their attorney in October, after we elected to  
evict.

Wickwire; move to admit  
Wilson; no objection

11:27:03 Admitted Exhibit(s) 7-A

11:27:45 Re exhibit 2

11:28:02 It's the patent;/title for the community center. Given to the  
Tok Comm. Umbrella Corp. and recorded Feb. 4, 2014.

11:28:15 Also got the title report.

11:28:23 Wilson: Objection, hearsay  
Court: Overruled

11:29:13 We met on Feb. 11, the TCUC board had been working with  
Wickwire re legalities of a lease. We told COC we hired atty to  
fine tune the lease. That was our last sit down of the  
preliminary negotiations. Protocol is you then negotiate  
between attorneys.

11:30:20 No lease agreement ever resulted.  
We started in fall of 2014, time was of the essence to get a  
new lease. Visitor Center set to open around May 15<sup>th</sup>.

11:31:12 We went ahead and hired Wickwire to help us with legalities so  
we could have a good lease to present to the COC so it could be  
signed long before the visitors' center opened. We also found  
out there was no fire insurance on the building.

11:31:36 Required more funding from the COC. Also, it was stated the  
roof needed replaced. Set aside monies each year.

11:32:10 April 30<sup>th</sup>. TCUC board was myself, Bristol, Tito, Vansant and  
Lisa Conrad. Myself, Woody, Vanzant and Tito voted for the  
eviction.

11:33:24 Yes, we instructed you to file eviction because we hadn't heard  
from COC. May 1<sup>st</sup> was coming around, we wanted an new lease and  
had not heard anything. In stalling mode.

11:34:26 Wilson: Objection, relevance  
11:35:20 Court comments

11:36:18 I have seen the letter dated May 15<sup>th</sup>.  
11:36:51 Not by board approval, there was no vote take no . . on this.  
11:37:08 I learned of this letter the following Monday. I contacted you,  
said it did not have board approval.

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11:37:47 It was typed up and sent to you without board approval. I instructed you to continue on. This is May 15<sup>th</sup>. We're in the FED process. I believe the eviction took place, deadline was May 12<sup>th</sup>.

11:38:41 He never did have an in person until he resigned (Bristol).

11:39:47 Yes I objected. Exhibit 7 is my letter that myself, Vanzant and Tito signed and presented to the investigative committee, and handed out June 19<sup>th</sup> mtg.

11:40:22 Charges were never filed with TCUC secretary. Investigative Committee did not follow strict confidence.

11:40:42 Original affidavit signed April 13 listed 15 community members . . .  
Altered from original. The hearing notice I received had 3 charges, so it was altered from the original. affidavit.

11:41:40 Page 4 said accused may be represented by . . .  
I felt I was not getting due process. Correct, I took it that I wasn't entitled to attorney.

11:42:10 Wilson: Objection, leading  
Wickwire; withdrawn

11:42:24 Policy under 3 and on page 4 . . .

11:44:10 I rec'd an email from McManus that he was stepping down from chair. Next communication I got was June 2, email from inv. committee with their hearing, their findings. That's when I found out who new chair was and their findings.

11:44:44 Trial open to the public but only members in good standing may attend.

11:45:43 No, does not have any validity. They changed the original affidavit. And they didn't follow procedure.

11:46:24 Board has staggered seats, explains . . .

11:47:56 Without just cause, and to lump them into one motion was not done properly, or due process. No charges were brought.

11:49:33 Bylaws section one, terms of officers, for 3 years.

11:49:51 Re exhibit 13-A

11:50:27 13-A is bylaws, umbrella corp., dated 4/15/82.

11:51:31 Admitted Exhibit(s) 13-A (without objection)

11:51:42 Exhibit 14 is minutes from the annual mtg, 4/24/08.

11:52:32 Tito's seat was appointed, it was vacant seat. Seat C.

11:52:54 Nov. 2014 Brigor resigned. Board had authority to appoint.

11:53:54 Admitted Exhibit(s) 14-A (without objection)

11:54:24 Exhibit 10-A is TCUC policy on conduct, reads . . .

11:55:01 Exhibit 11-A is TCUC policy on disciplinary & board removal procedures.

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11:55:30 Wickwire; move exhibits 10 & 11

Wilson: object to 10

11:56:50 Admitted Exhibit(s) 10-A & 11-A

11:57:07 Exhibit 12-A, yes

11:58:07 Yes. It was a shouting match.

11:58:44 If it was urgent business, we wanted documentation, so we did it by email. We were finishing the business that we were interrupted with at the April 9<sup>th</sup> mtg.

11:59:37 The mtg. started out attacking president Bates.

11:59:47 It was a fiasco from the call to order. We kept plugging along. Finally, we couldn't hear ourselves anymore. Once it was said we'd appoint Tito to the vacant seat . . . 10 minutes of chaos. Yes, he kept trying to get order. Yes.

12:01:43 Admitted Exhibit(s) 12-A

12:02:02 Wickwire; no other witnesses

12:02:10 Cross Examination by Wilson

12:02:26 Mtg. held April 9<sup>th</sup>.

12:02:47 No sir. We could not finish our business, too disruptive.

12:03:02 The mtg. was adjourned in the middle of it.

12:03:14 Wilson; copy of minutes of April 9

12:03:54 These are unofficial and have not been approved.

12:04:04 I prepared, correct. This is what I prepared, because of the confusion they were not approved.

12:04:40 Marked and Admitted Exhibit(s) 13-A

12:05:21 Never a public mtg. held.

12:05:48 Reads paragraph 2, sunshine laws . . .

Guarantee the public can attend the mtgs. We don't have to abide by the sunshine laws. This is where one of the procedures contradict the bylaws.

12:06:37 They should, (bylaws control).

It says the board may meet . . . these are public mtgs. and should be posted. We abide by that.

12:08:52 I received all the charges brought against me. My due process was violated.

12:10:40 There's people who want to remove me, but also people who want me to remain on the board.

12:11:00 That is not why I did not attend the mtg.

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12:11:14 I didn't attend the mtg. because it didn't follow the process and give me due process.  
12:11:44 He really tried to move on with business.  
12:12:24 No, he was not elected. He had 2 votes. It was 2-1. I voted against. We filled the position, president, at our April 16 annual mtg.  
12:13:03 Alvin had to step down so Lisa could step up.  
12:13:46 Yes, so Mr. Bates could step down.  
12:14:49 It was to have Wickwire continue on and do the next step of the eviction process. Reads last sentence . . .  
12:15:47 I have minutes and my notes of every mtg. I've attended since being on the board.  
12:16:04 No, it was to finish the mtg. of April 9<sup>th</sup>.  
12:16:53 Redirect Examination by Wickwire  
12:16:58 Correct. Referring to the appt. of Tito.  
12:17:17 I didn't know what word to use. I was stepping in as secretary, my job was treasurer, just trying to fill the gap we had.  
12:17:35 We had to finish the business at another time, it was not complete.  
12:18:05 Witness Excused  
12:18:14 Courts closing comments  
12:23:13 Court; Ms. Woody believes the current board consists of herself, Woody, Tito, Vanzant and Conrad?  
Wickwire; Yes.  
12:23:32 Court; And Ms. Conrad believes she is the only current elected board member and there's an election set for July 9<sup>th</sup> for other board members?  
Wilson; Correct.  
12:24:09 Court; Ms. Woody doesn't believe the July 9<sup>th</sup> election is valid, wasn't properly done? Ms. Conrad believes the opposite?  
Wickwire; Correct.  
12:24:22 Court; Always good to focus the issue as narrowly as possible. This is not a political issue, but some sense of that because it has community voting here. I'll call it the Woody board and Conrad board.  
12:25:40 COURT'S FINDINGS AND RULINGS

Based on all the evidence presented, the exhibits and

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12:26:16 affidavits I find Ms. Conrad's has shown her claims have merit  
12:26:24 at this stage, by a preponderance of the evidence. The Woody  
board does not have authority to prosecute the FED case.  
The FED action is denied and dismissed without prejudice.  
The issue of possession and damages is reserved.  
I know parties wanted this resolve and Mr. Wickwire has some  
good points, but the orderly process is needed for the long  
term in order to make a current and correct decision as to who  
is the board and what they do. If the TCUC Board is handling  
funds dealing with shared revenue . . .  
12:27:54 Only one board member that both sides agree is a property  
elected member, that's Conrad. I appoint Ms. Conrad as trustee  
of the court to operate TCUC for the short term interim.  
12:28:00 Woody, Vanzant and Tito at this time, pending resolution of the  
case, shall not act as directors at all.  
I haven't made a final decision, this is interim orders.  
12:28:20 the election scheduled for July 9<sup>th</sup> shall proceed as set.  
Conrad shall immediately file with this court the results of  
that election. Get results to Mr. Wilson the same day, Mr.  
Wilson needs to get it filed the next business day.  
12:28:40 Parties have until July 20<sup>th</sup> to file their positions re that  
election.  
12:29:12 TCUC does need to operate in the interim so all books, records,  
checks and keys necessary to operate shall be provide to Conrad  
today.  
12:29:30 Conrad shall have authority to spend funds necessary for the  
ongoing needs of the organization. Any unusual bill needs to be  
approved by me. Anything that can be postponed, should be.  
12:30:10 Ms. Woody shall file an answer to the complaint filed by 29<sup>th</sup>.  
Parties shall exchange initial disclosures by August 1.  
12:30:52 After August 1<sup>st</sup> I'll schedule a hearing.  
There's been evidence induced here today which continues to be  
part of the record. Other info. not capable of being addressed  
on this shortened hearing.  
12:32:01 Venue here in Fairbanks is proper. If parties want it moved  
they can file a motion.  
12:32:20 I'm reserving on prevailing parties and attorney fees & costs.  
That addresses the FED at this time. I'll address the  
legitimacy of the board on the merits in further detail.  
12:33:26 Court; To the extent Ms. Conrad needs an order, Mr. Wilson shall draft  
that.  
12:33:47 Wickwire; Did you rule the standing of Woody & Vanzant from last fall  
or Ms. Tito's appointment?  
12:24:00 COURT: I've not ruled on that. I'm saying those folks can't act as  
directors from this point forward.  
I've not ruled on the April motion to remove them should be  
implemented. I've not ruled on whether the email appointment of



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Ms. Tito, if I find that as final. Those issues still remain to be resolved.

12:34:38 COURT: I do find there's sufficient info. to conclude they have a likelihood of prevailing on those issues. That's why I'm appointment Ms. Conrad as trustee.

Wickwire; You're not finding the Woody & Vanzant positions on the board are invalid or Tito's appointment is invalid or the special mtg. last week is invalid?

12:35:18 COURT: No, I find they'll likely prevail on all three issues. I'm reserving ruling on the merits. Those issues remain to be determined.

12:36:00 Wilson; I'll submit the Order

Wickwire; There's a finding by the investigative committee last week that they're disqualified from running for the next 5 years.

COURT: I'm not making a finding on that.

12:36:48 Off record