

**RESOLUTION OF THE
INTERIM TRUSTEES OF
THE KAMEHAMEHA SCHOOLS**

At a meeting of the Interim Trustees of the Kamehameha Schools ("KS") held on November 2, 2000, pursuant to a legal call therefor, there was present a quorum of the Interim Trustees whereupon the following resolutions, upon motion duly made and seconded, were adopted:

1. WHEREAS, on May 7, 1999, the Probate Court ordered the interim removal of the Incumbent Trustees and relieved the Incumbent Trustees of all power and authority to exercise any trust power related to KS and its subsidiaries and affiliated organizations;

2. WHEREAS, on May 7, 1999, the Probate Court appointed the Interim Trustees and vested them "with full and complete discretion, power, and authority to exercise all trust powers with respect to [KS] and its subsidiaries and its affiliated organizations in a manner consistent with the Will of Bernice Pauahi Bishop and the Codicils thereto and subject to such duties, responsibilities, and fiduciary obligations as are imposed by law and under the Will of Bernice Pauahi Bishop and the Codicils thereto";

3. WHEREAS, the U.S. Internal Revenue Service required the permanent resignation or removal of all Incumbent Trustees as a condition for resolving the KS audit issues for 1990-98 and preserving KS's tax-exempt status;

EXHIBIT A

12. WHEREAS, under the compromise and settlement, any and all claims against any outside providers to KS were assigned to the Trust Estate;

13. WHEREAS, KS Chief Executive Officer Hamilton I. McCubbin engaged the services of the law firm of Morgan Lewis & Bockius ("Morgan Lewis") to undertake an evaluation of certain outside service providers to the Incumbent Trustees covering the period July 1, 1989 through May 7, 1999;¹

14. WHEREAS, Dr. McCubbin requested Morgan Lewis, on the basis of its review, to advise him with respect to two questions: 1) whether any of these providers had violated any standards of professional conduct that would give rise to any monetary claims, including disgorgement, against the provider; and 2) whether any of the activities of any of these providers was such that it would be inappropriate for the Trust Estate to continue to use the services of that provider in the future;

15. WHEREAS, Master Richards filed a Report Regarding Retention of Non-Staff Counsel with the Probate Court on May 18, 2000 (the "Richards Report"), concerning work performed by various outside service providers during the period August 1998 through May 1999;

16. WHEREAS, the Richards Report concluded that certain fees of various outside providers were surchargeable against the former Trustees and that, in the event such surcharge claims were pursued and one or more of the former Trustees could not pay, disgorgement of certain fees by two of the outside providers might be warranted;

¹ Morgan Lewis' review examined activities of the following service providers: Ashford & Wriston, Cades Schutte Fleming & Wright, McCorriston Miller Mukai & MacKinnon, Pitluck Kido Sato & Stone, Verner Liipfert Bernhard McPherson & Hand and PriceWaterhouse (prior to its merger with Coopers & Lybrand) and PricewaterhouseCoopers (following the merger). These firms are herein collectively referred to as the "providers".

17. WHEREAS, all of the surcharge claims against the former Trustees have now been settled and rendered moot through the mediated settlement that has been approved by the Probate Court;

18. WHEREAS, over the period May 2000 through October 2000, Morgan Lewis has performed an extensive review of various outside service providers, examining approximately 370 bankers boxes of files consisting of approximately one million pages of file material and conducting over 200 hours of interviews;

19. WHEREAS, Morgan Lewis briefed Dr. McCubbin and the Interim Trustees on its findings with respect to these outside service providers on October 19, 2000;

20. WHEREAS, Morgan Lewis has submitted its Final Report, dated October 31, 2000, to Dr. McCubbin;

21. WHEREAS, Morgan Lewis, on the basis of its review, has concluded and recommended that the Trust Estate does not have or should not pursue claims against any of these outside providers;

22. WHEREAS, on the basis of Morgan Lewis' Final Report, Dr. McCubbin has recommended to the Interim Trustees that they adopt a resolution approving the findings, conclusions, and recommendations in Parts V and VI of the Final Report;

23. WHEREAS, the Interim Trustees have reviewed the Final Report and Dr. McCubbin's recommendations on the Report;

24. WHEREAS, the Interim Trustees have determined that the findings, conclusions, and recommendations in the Final Report are sound and well documented,

including the conclusions and recommendations that the Trust Estate does not have or should not pursue any claims against the outside providers;

25. WHEREAS, the Interim Trustees, as the sole interested party possessing any potential claims against any and all outside providers, have determined that there is no basis for such claims or that such claims should not be pursued;

26. WHEREAS, the Interim Trustees believe that it is in KS's best interest to approve the findings, conclusions, and recommendations in the Final Report and to allow KS to put the events of the past behind it and to return to its primary mission of educating children.

NOW THEREFORE, IT IS HEREBY RESOLVED THAT:

1. The Interim Trustees approve the findings and conclusions set forth in Parts V and VI of the October 31, 2000 Final Report of Morgan Lewis, including the conclusions and recommendations that no claims exist or should be pursued against any of the outside service providers.

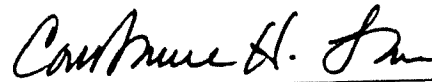
2. The Interim Trustees hereby direct that this Resolution and the Final Report be filed with the Probate Court and made available to the Attorney General, Masters Matsumoto, Matsubara and Richards, as well as the outside service providers reviewed in the Final Report.

3. The Interim Trustees authorize the KS staff to take appropriate steps to file comments on the Richards Report that are consistent with this Resolution.

THIS CERTIFIES that the undersigned was the Secretary of the Interim Trustees on November 2, 2000, and that the foregoing is a full, true, and correct representation of

the resolution adopted by the Interim Trustees at a meeting on said date, legally called and held, at which a quorum was present. The vote was 5 in favor, ⁴⁴0 against this resolution.

DATED: November 2, 2000, Honolulu, Hawai'i



Secretary of the Interim Trustees
of the Kamehameha Schools