

**TECHNICAL SECRETARY AND ZEDE VILLAGE OF NORTH BAY COUNCIL  
RESOLUTION APPROVING MINUTES FROM SPECIAL MEETING  
ENACTING ROATAN COMMON LAW CODE**

The Zonas de Empleo y Desarrollo Económico Village of North Bay (the “ZEDE of North Bay”) Technical Secretary and Council, through the undersigned persons in all of their identified capacities, being a quorum of the ZEDE of North Bay Council, and having an opportunity to contemporaneously discuss the matter below through electronic means, hereby respectively propose, consent to, approve, and adopt the attached minutes from the Special Meeting Enacting the Roatan Common Law Code, as an emergency action on behalf of the ZEDE of North Bay Council pursuant to Article III, Sections 3.05(2), (3), (6), (7), (8), 3.06(1),(2)(b), 3.07(7), (8), and 3.09, as well as all other sections implicated thereby, of the August 23, 2018 Charter and Bylaws of the ZEDE Village of North Bay, by unanimous proposal, approval, and adoption of not less than a majority of the eligible members of the Council, as well as the Technical Secretary himself, with full waiver of notice, as an electronic special meeting of the ZEDE of North Bay Council or otherwise in lieu of any such special or regular meeting, with the electronically approved version of this document standing as an adequate public record of the same.

APPROVED:

Council Member and Technical Secretary

By:

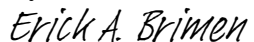


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Tristan Mason Monterroso

Council Member and Secretary

By:




[Erick A. Brimen \(Jan 19, 2019\)](#)

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Erick A. Brimen

Council Member and Treasurer

By:



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Rodrigo Quercia

Council Member

By:



[Oliver Porter \(Jan 21, 2019\)](#)

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Oliver Porter

Council Member

By:

*Titus Gebel*  
Titus Gebel (Jan 19, 2019)

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Titus Gebel

Council Member

By:

*Gabriel Delgado Ayau*  
Gabriel Delgado Ayau (Jan 31, 2019)

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Gabriel Delgado Ayau

Approval Acknowledged:

Technical Secretary

By:



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Tristan Mason Monterroso

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

By:

*Erick A. Brimen*  
Erick A. Brimen (Jan 19, 2019)

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Erick A. Brimen, Secretary

**ZEDE VILLAGE OF NORTH BAY COUNCIL MEETING  
LONG FORM MINUTES**

<b>Nature of Meeting:</b>	Emergency Electronic Meeting of the Technical Secretary and Council of the ZEDE Village of North Bay, Republic of Honduras, to Consider Enacting Roatan Common Law Code
<b>Date(s) of Meeting:</b>	Call to order, deliberations and Vote: December 10-14, 2018; supplementary Record Filings: December 14-17, 2018
<b>Time(s) of Meeting:</b>	Various
<b>Address or Virtual Location of Meeting:</b>	Via contemporaneous electronic communication between and among Technical Secretary and Council Members.
<b>Identities of All Attendees:</b>	Technical Secretary Tristan M. Monterroso  Council Members Erick A. Brimen, Titus Gebel, Oliver Porter, Gabriel Delgado Ayau, and Rodrigo Quercia  Legal Advisors and Experts Martin Klapper, Tom Bell, Nick Dranias, Hon. Clint Bolick, Hon. Richard Sanders (ret.), Hon. John Gemmill (ret.), Ilya Shapiro, Anonymous Jurist(s)
<b>Agenda:</b>	Consideration of Roatan Common Law Code for Statutory Enactment.

Meeting called to order by Technical Secretary Tristan M. Monterroso, together with a proposal to suspend ordinary procedure and further requesting waiver of notice through invocation of emergency and urgent matter authorities under the August 23, 2018 Charter and Bylaws of the ZEDE Village of North Bay, with a quorum being present, and with unanimous consent and without objection by all attendees.

1. December 10, 2018 - Motion to Consider and Open Discussion regarding Enactment of Roatan Common Law Code (“RCLC”) as Emergency Urgent Matter with Waiver of Notice for Vote within 18 Hours.

Motion: Tristan M. Monterroso

Second: Dr. Titus Gebel

Vote:

Aye: 6 - Monterosso, Brimen, Gebel, Quercia, Porter, Ayau.

Nay: 0

Abstain/Absent: 3 – open seats

Disposition: PASSED

Discussion:

12/10/18 - Tom Bell: Opposed to addition of “First Principles” language in RCLC (email commentary).

12/10/18 – Martin Klapper and Anonymous Jurist(s): Opposed to addition of “First Principles language in RCLC (email commentary).

12/11/18 – Nick Dranias: Request for commentary by Justice Clint Bolick, Justice Richard Sanders, Judge John Gemmill, Ilya Shapiro (email).

12/11/18 – Gabriel Delgado Ayau and Oliver Porter: Concerns expressed about lack of description or summary regarding referenced code provisions (email commentary).

2. December 11, 2018 Motion to Extend Discussion and Consider Legal Advisor and Expert Commentary Concerning Enactment of RCLC to December 13, 2018 at 12:00 p.m. CST (Roatan/Liberty Time)

Motion: Dr. Titus Gebel

Second: Erick A. Brimen

Vote:

Aye: 6 - Monterosso, Brimen, Gebel, Quercia, Porter, Ayau.

Nay: 0

Abstain/Absent: 3 – open seats

Disposition: PASSED – Discussion Continued through December 13, 2018 at 12:00 p.m. CST

Discussion:

12/11/18 – Justice Richard Sanders: Supportive of “First Principles” language in RCLC (email commentary).

12/11/18 –Judge John Gemmill: Broadly supportive of concept of “First Principles” language in RCLC with suggestions for revision (email commentary).

12/11/18 –Ilya Shapiro: Broadly supportive of criticism of “First Principles” language in RCLC (email commentary).

12/12/18 –Dr. Titus Gebel: Questioning failure to address critique of portion of “First Principles” language regarding organizational structure of non-natural legal entities.

12/12/18 –Dr. Titus Gebel: Requesting further commentary from legal advisors and experts.

12/12/18—Martin Klapper: Maintaining opposition to “First Principles” language in RCLC (email commentary).

12/12/18 –Nick Dranias: Expressing agreement with need to revise portion of “First Principles” language addressing organizational structure of non-natural legal entities; but otherwise supportive of “First Principles” language in RCLC (email commentary).

12/12/18 –Dr. Titus Gebel: Furnishing hyperlinks to text of underlying RCLC code as well as summaries and explanations (email commentary).

12/12/18 –Dr. Titus Gebel: Requesting Dranias to specifically address criticism of portion of “First Principles” attempting to limit expansion of legal theories to those logically entailed by RCLC regarding impact on vertical stare decisis (email).

12/12/18 –Nick Dranias: Expressing agreement with concern and suggesting revision to “First Principles” that would protect decisional hierarchy (email commentary).

12/12/18 –Tom Bell: Maintaining opposition to “First Principles” language in RCLC (email commentary).

12/12/18 –Nick Dranias: Maintaining support for “First Principles” language in RCLC with proposed revisions (email commentary).

12/12/18 –Justice Clint Bolick: Broadly expressing support for the concept of “First Principles” in RCLC (email commentary).

12/13/18 –Dr. Titus Gebel: furnishing revised language of RCLC for consideration and further observing “after six judges and our own legal experts have discussed the First Principle approach, please find attached the conclusion. The proposed wording of § 1003 (now § 1002) has been modified for clarity and stringency, but the idea of first principles remains. § 1002 was cancelled because it did not fit into our first principle approach which is intended to give us rather more freedom compared to other common law jurisdictions, instead of ‘promoting harmony across (all of them)’. § 1001 has seen some technical wording adaptations. The first principle approach is all about the epic struggle between collectivism and individualism. Individual rights, freedom of contract and the concept of self-responsibility are more and more regulated away in today’s world. Unfortunately, they are also fading away in common law - namely by court decisions, where new (‘social justice’) principles are invented. What we have established now is an attempt to give our judges ammunition to disregard these developments in other parts of the world and stick to what is written in the code, no more no less.” (email commentary).

12/13/18 –Rodrigo Quercia: “I’m happy about how it’s [the RCLC is] worded and recognize the monumental importance of this. Thank you for contextualizing.” (email commentary).

12/13/18 –Oliver Porter: “Thank you for all the work and for this explanation of the basis for RCLC. While I do not have the legal background to judge all the provisions, I am now content that there has been a proper socialization of this complex legal foundation for North Bay and future ZEDE’s. As common law evolves, there will surely be future changes, but this gives us a legitimate starting point.” (email commentary).

12/13/18 –Gabriel Delgado Ayau: “I am in agreement with what has been stated by the other council members.” (email commentary).

3. December 13, 2018 Motion to Enact RCLC with Vote to Close at 11:59 p.m. CST (Roatan/Liberty Time).

Motion: Erick A. Brimen

Second: Dr. Titus Gebel

Vote:

Aye: 6 - Monterosso, Brimen, Gebel, Quercia, Porter, Ayau.

Nay: 0

Abstain/Absent: 3 – open seats

Disposition: PASSED – RCLC Enacted Subject to CAMP Approval/Disapproval

Discussion:

12/13/18 –Erick A. Brimen: “I am pleased to share that I will be voting in favor of the motion, and encourage the rest of you to likewise vote in support. I would be remiss if I did not thank Nick Dranias for having raised this issue of "First Principles" and ushering in a thoughtful debate and consideration. Likewise, much gratitude and acknowledgement for Titus who has been managing the whole ‘software development’ effort with elegance and efficiency. We should all be proud of the excellent work being done, and the strong foundations we're methodically laying to ensure short and long term success worthy of a life's legacy! For Liberty and Prosperity.” (email commentary).

12/14/18 –Rodrigo Quercia: “I vote in favor. The Roatan Common Law Code is a crucial part of the vision that the Council and the Promoter is working diligently towards, in partnership with the visionary government of Honduras. This is a fundamental pillar for the region's future emergence as a bastion of freedom and prosperity for many generations to come.” (email commentary).

4. December 14, 2018 Motion to Adjourn but Allow Supplementation of the Record through December 17, 2018 11:59 p.m. CST (Roatan/Liberty Time).

Motion: Erick A. Brimen

Second: Tristan M. Monterroso

Vote:

Aye: 6 - Monterosso, Brimen, Gebel, Quercia, Porter, Ayau.

Nay: 0

Abstain/Absent: 3 – open seats

Disposition: PASSED

Discussion: n/a

5. Supplementary Comments Received for the Record

12/16/18 –Gabriel Delgado Ayau: “There are a lot of good warnings here about judicial overreach... Selection of judges will be truly crucial.” (email commentary)

12/16/18 –Oliver Porter: “I am completely unqualified to comment on the specifics of the various learned legal arguments. However, I do have an opinion on the overall value of the document. The RCLC should be viewed as a "stake in the ground" that sets forth the legal basis on which all rights in the ZEDE are adjudicated. In that mode, this document should be frozen as of the date of approval to create a starting point for the city/state. Any future changes to the RCLC should not be by changes to the underlying codes (such as ALI, etc.) but should only be ratified by action of the governing Council, or by individual contracts agreed to by the governing Council.” (email commentary).

12/16/18 –Dr. Titus Gebel: Requesting Dranias to address concern expressed by Porter. (email).

12/17/18 –Nick Dranias: “I think it is as clear as a common law code can be. We are definitely not adopting an open-ended commitment to whatever revised code the ALI comes up with because we cited specific publications. However, it is the nature of the common law to evolve and adapt to new facts and circumstances. This is good and niche-knowledge-driven in the main when the evolution is logically based on existing principles. It is terrible when it is not. That’s why [the Council] added the 3<sup>rd</sup> first principle.” (email commentary).

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

*Erick A. Brimen*

Jan 19, 2019

[Erick A. Brimen \(Jan 19, 2019\)](#)

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Erick A. Brimen, Secretary

Date











# ZNB Resolution for Approval of Minutes for RCLC Meeting

Final Audit Report















2019-02-01

Created:	2019-01-11
By:	Nicholas Dranias (ndranias@ndlawpolicy.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAA6yTqwvBPcrKqRzn-lf8ytvj00r0b1M2C

## "ZNB Resolution for Approval of Minutes for RCLC Meeting" History

-  Document created by Nicholas Dranias (ndranias@ndlawpolicy.com)  
2019-01-11 - 1:35:39 AM GMT- IP address: 172.58.27.137
-  Document emailed to Tristan Monterroso (tristan@zedenorthbay.org) for signature  
2019-01-11 - 1:37:17 AM GMT
-  Document viewed by Tristan Monterroso (tristan@zedenorthbay.org)  
2019-01-11 - 4:10:42 AM GMT- IP address: 66.102.8.79
-  Document e-signed by Tristan Monterroso (tristan@zedenorthbay.org)  
Signature Date: 2019-01-11 - 4:12:04 AM GMT - Time Source: server- IP address: 45.7.236.81
-  Document emailed to Erick A. Brimen (ebrimen@newaycapital.com) for signature  
2019-01-11 - 4:12:05 AM GMT
-  Document viewed by Erick A. Brimen (ebrimen@newaycapital.com)  
2019-01-12 - 6:54:10 PM GMT- IP address: 66.102.8.90
-  Document viewed by Erick A. Brimen (ebrimen@newaycapital.com)  
2019-01-14 - 1:43:13 PM GMT- IP address: 66.102.8.151
-  Document viewed by Erick A. Brimen (ebrimen@newaycapital.com)  
2019-01-15 - 4:31:45 AM GMT- IP address: 66.102.8.151
-  Document viewed by Erick A. Brimen (ebrimen@newaycapital.com)  
2019-01-18 - 5:45:42 AM GMT- IP address: 66.102.8.147
-  Document viewed by Erick A. Brimen (ebrimen@newaycapital.com)  
2019-01-19 - 4:20:28 AM GMT- IP address: 66.102.8.128



-  Document e-signed by Erick A. Brimen (ebrimen@newaycapital.com)  
Signature Date: 2019-01-19 - 6:46:05 AM GMT - Time Source: server- IP address: 96.244.100.213
-  Document emailed to Titus Gebel (tgebel@newaycapital.com) for signature  
2019-01-19 - 6:46:06 AM GMT
-  Document viewed by Titus Gebel (tgebel@newaycapital.com)  
2019-01-19 - 3:27:19 PM GMT- IP address: 212.185.78.2
-  Document e-signed by Titus Gebel (tgebel@newaycapital.com)  
Signature Date: 2019-01-19 - 3:27:54 PM GMT - Time Source: server- IP address: 212.185.78.2
-  Document emailed to Rodrigo Quercia (rquercia@newaycapital.com) for signature  
2019-01-19 - 3:27:54 PM GMT
-  Document viewed by Rodrigo Quercia (rquercia@newaycapital.com)  
2019-01-20 - 11:47:38 PM GMT- IP address: 66.102.8.159
-  Document e-signed by Rodrigo Quercia (rquercia@newaycapital.com)  
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-  Document emailed to Oliver Porter (oliverporter1@comcast.net) for signature  
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-  Document viewed by Oliver Porter (oliverporter1@comcast.net)  
2019-01-21 - 3:01:53 AM GMT- IP address: 107.77.237.170
-  Document e-signed by Oliver Porter (oliverporter1@comcast.net)  
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-  Document emailed to Gabriel Delgado Ayau (gdelgado@newaycapital.com) for signature  
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-  Document viewed by Gabriel Delgado Ayau (gdelgado@newaycapital.com)  
2019-02-01 - 2:41:03 AM GMT- IP address: 66.102.8.128
-  Document e-signed by Gabriel Delgado Ayau (gdelgado@newaycapital.com)  
Signature Date: 2019-02-01 - 2:41:39 AM GMT - Time Source: server- IP address: 190.148.51.235
-  Signed document emailed to Rodrigo Quercia (rquercia@newaycapital.com), Titus Gebel (tgebel@newaycapital.com), Erick A. Brimen (ebrimen@newaycapital.com), Gabriel Delgado Ayau (gdelgado@newaycapital.com), and 3 more  
2019-02-01 - 2:41:39 AM GMT