

Hawaiian Paradise Park Owners Association
APPROVED - Special Membership Board of Directors Meeting July 28, 2014
Minutes

- I. **Call to Order:** President, B.J. Mullenix, called the meeting to order at 6:10 p.m. Quorum was established. The meeting took place in the Activity Center.

- II. **Roll Call:**
 - a) Board of Directors: B.J. Mullenix, President; Jo Maynard, Vice President; Janice Ashford, Treasurer, District 7; June Conant, District 6; Roseanne McLean, District 8; Francis Ganon, District 1; Tom Jennings, Interim Director, District 4

 - b) *Guests: Kana Covington, Erin James, John Hanor, James Tatar, Heather McNeill, Bill Carino, Ken McGilvray, Kareen Haskin, Ron Haskin, Steve Crawford, Kathryn Crawford, Craig Ha??sk [ILLEGIBLE], William Redmond, Joan Galante, Sam Cox [ILLEGIBLE], Samantha Payne, Dorothy Heinrich, David Prager, Sandra Collins, Peter Frost, Debbie Walsh, Terry McLean.
**NOTE1: Recording Secretary only received Owner Input List and Not actual Guest Sign-in Sheet. There were more Members than noted above – Does someone have the complete list?*
***NOTE2: Recording only through first half of Owner input letter m). Back-up tape usually run by GM was not in use due to his absence, so all info past m) is from in meeting Recording Secretary notes only. Did anyone else record it in its entirety so that it can be copied for the records?*

- III. **Approval of Agenda:** BJ Mullenix motioned to approve the Agenda for Special Board of Directors Meeting of July 28, 2014; Roseanne McLean 2nd.
Discussion: The amended agenda was read to The General membership – two added speaker reports. Jo Maynard motioned to accept the amended agenda. Roseanne McLean 2nd – Vote: 7 yes – Unanimous in favor. Motion carried

- IV. **Interim Volunteer Member, Terry McLean, Status Report of Maintenance Department**
Terry McLean, retired specialized department police officer and general member. Began to supervise the maintenance shop and start a tool inventory. Reported there's some operational issues that could have been of penalty fee detriment to HPPOA, which he corrected some pro and found that there was no proper inventory. Items needed are not there and a non-operational vehicle belonging to HPPOA was found stored at a residence. A police report will be initiated, if other items are found missing.

- V. **Janice Ashford, Board Treasurer Status Report**
Janice Ashford, an accountant, is an unpaid Board member filling in Temporarily in the office staff as part of the GM position. Reported, Member, Susan Escobar, is working as an interim Secretary volunteer in the office and is taking less of a salary than previous

employee in that position because she's a member and felt the salary offered was too much for the position. Four Board Members are donating their time to fill in the position needed until new staffing can be hired. This is actually saving the HOA \$6,345.78 bi-weekly by their donating their time. Part of the problems that they have found in the office were: 1) Improper use of company computers. 2) Previous staff adding time cards and filling out time cards before the actual date or week yet occurred lending need for further research of that history. 3) Deposits to hui not being recorded properly. 4) A deposit in QuickBooks was short \$175 in comparison to what actual check was written. 5) Waste by poor management planning. 18.37 instead of under \$7 for concrete. 6) Found a 15k asset at an employee's house. 7) Found that though directed not to, the GM had ordered more Puna rock. 8) Maintenance guy was eavesdropping outside hui of last Executive Session Meeting. 9) Found office to be a disaster. That was a short list of what they have so far.

VI. District 4 Director, Tom Jennings to the assembly

Interim Director for district 4. Stated purpose of meeting is to take care of some unfinished housekeeping duties. (Entire Statement attached)

BJ Mullenix, President: Added suggestion to get to know who your Rep is and to contact them directly, if you have issues that you want to bring up. There's a special sign-up for those who don't have email, so things can be mailed to them to accommodate all the members in the community.

Roseanne McLean, District 8: Noted she's not on computer regularly, but will attempt to respond to all, unless it's disrespectful. Email your phone number and she will call you personally.

VII. Owner Input:

- a) June Conant: Spoke as an owner, in response to all the calls she received in regards to Office shakeup and what can be done against it. The purpose of her petition is to allow the membership to ask for a Special Membership meeting. The petition was given to the President, BJ Mullenix, read into the record, and requested to be sent out as a ½-page insert into the next mailing already scheduled to go out.
- b) Kana Covington: Aloha, Pelekea is drama and trauma, which you find if you're looking for and we must look for the Pono, excellence. The board serves at the pleasure of this community and must think of the community. Thanked Ohana and asked to move forward.
- c) John Hanor: Worried about the status of the non-profit organization of HPPOA, if secret meetings occur in which decisions are made to fire people because hiring people, even as semi-volunteers to replace those who were supposedly overpaid could actually be extra illegal and unethical. We, as a community, should examine this process and determine whether Board Members are acting in a manner that they should resign or be replaced. Secret meetings to get rid of someone are not right.

- d) James Tator – As leader for new Cert team, wants to continue getting the storage area ready for his cert team stuff. June Conant was given this info, and was going to talk to the Board about it, but she didn't get to give it to the board, so he'll write out the request for the New Board President.
- e) Heather McNeal – Dist 7 – Came due to rumors of what happened. People weren't taking responsibility at the last meeting and they didn't know the rules or the bylaws, but made a clean sweep of the HPPOA employees. She's worried that if the little things can't be taken responsibility for like getting the chair in order or leaning the bylaw, then maybe big decisions should be made. Reports her road, in the past 7 years, is best it's ever been in even after the heavy rains, thanks to the GM. Last GM sued so she won't be surprised if another law suit or receivership occurs. June Conant never swore at another Board member, so she shouldn't be dismissed. She thought a secret meeting occurred at a Board members house on Sunday, July 20, but told that was not true.
- f) Ken McGilvray, District 3: Thanked the new and old Boards for volunteering. Concerned regarding finance and current paving recently finished. He had asked for documents, back in May, in a quest for transparency, but was declined by GM who said he wasn't authorized to release the documents. He will get the info by going through his records from when he was on the Board, but suggested the new Board look back, regarding two contracts: 1) the grubbing and clearing contract and 2) the Paving contract with Yamada. He's concerned that whoever the contractor was did not follow the terms of the contract. We paid a lot for paving and grubbing/clearing so someone should pay for it. Over a million dollars is in question here. Ken told the Board that he needs to see contract 4 because he thinks that it was changed through a change order, which altered the original.
- It was stated that Roseanne McLean, a current Board member and retired attorney will be reviewing all contracts from now on to make sure they are followed to the letter.
- g) Kareen Haskin: Thanks to Tom Jennings for a voice to move forward. Wants playground for children. Potlucks for the community At least he's looking at the brighter side and moving forward. Her pet peeve is the dust, and doesn't understand why they can't keep it down. End of beach road toward Pahoia and the dust stops at her house. If we're going back to rocks, could we go back to fill the pot holes and do something about the dust. She has silicosis and it's not helping her health. Re: the Vote by the Board for the employee removals, we do need a better management and a Board that isn't afraid of the GM, but will supervise the GM....think about the water on the road...500/day for days expended from association fees. Felt Board did the right thing because better management needed along with a board unafraid to supervise the GM. Concerned with an employee who gave out Community info to the Puna web.
- h) Ron Haskin: Thanked the new board. He supports them. Willing to help and serve on the committees coming to be formed. Thanked them for decisive move necessary so that we can move forward.

- i) Steve Crawford: Dist 7- Felt new Board needs to correct a serious situation created by last Board who had no authority to make a motion to postpone the appointing/filling of a vacancy in dist 2 and one in 4. Vacancies section of bylaws was read. The majority of the remaining directors were to appoint and fill those vacancies, not the next new Board. Felt one person left who had applied should fill the vacancy.
- j) Katherine Crawford: Dist 7-Re: Code of conduct, Procedure Section. Read some of the points of Attachment d. (copy given and attached) Attachment d has not been signed by any board member and she wants to know why. Wants Board to follow the code of conduct and sign attachment d now. Recommended when speaking that Codes of conduct be followed and unsubstantiated allegations are a waste of our time and just hearsay. Wanted to point out how years hours of Volunteer Board efforts have been wiped out and tossed aside.
- k) Craig Hirsch: Heard rumors that really riled him up at first, but some things have not been addressed that concern him in regards to loan with French bank. Wants to know if anyone contacted the accountants to see if this change has an impact.
- l) William Redmond: 1) Vehemently doesn't like the sound system and wants Board to be on the stage so they can be seen. Concurs with majority of speakers. Sees a lack of safety inspections, stop signs missing, huge potholes in front of post office. Complained about pot holes and it took 3 weeks with a solution of gravel over the hole. Hopes the new Board will take note of this and work on it.
- m) Joan Galante: Agrees with Tom Jennings statement. Concerned with association finances. Shocked about double billing and non-payment. Detail PNL goes to all board, finance committee, several worksheets go out to board and were good. Waiting to hear from Janice. She worked diligently. Whatever we paid was to the budget, and kept to it, never over. Would like to go over it with finance committee and Janice Ashford, Treasurer. Ron Dolan audits every year, so there was no impropriety or that would have been found.
- n) Samantha Paine: One thing that's paramount worry about all the money going to make us face our biggest lawsuit. Not sure if allegations are true or not. Hoping bylaws have been followed so that we are in a lot of trouble facing lawsuits.
- o) Dorothy Heinrich: Feels the board created animosity from the beginning. They needed to follow bylaws, use Robert's rule of order, and not make light why all these people are here tonight. Wants commitment from board to Represent them well.
- p) David Prager (13th @ dead-end). Park has a lot of work to be done and wants it come into 2^{1st} century. When GM says that's the way biz is done, when questioned, there are grounds to be fired. GM's job is to enforce those contracts. Wrong rock was put on his road. Road is separated into categories. Now we don't have anything because that wrong rock was taken off.
- q) Sandra Collins (14th street 31 years.): Last board didn't do their job and that's why we're here. The person who is making a list of New Board's breaking Robert's rules is ironic after that same person broke so many of them, herself. There was no board approval to shut down a meeting. No approval for attorney. No approval to fly to Honolulu to talk to State Rep, no approval to move the garbage, board didn't care

that she was threatened by GM, she was afraid of him after she went to offer her help in office. Willing to pay a polygraph. GM should have been fired a long time ago.

- r) Gail Spencer: Read a letter from law office of Steven Lee Strauss representing his stated "wrongly terminated" three employees. Demanded each be reinstated to their jobs. Wrongful termination has impacted their health, caused them humiliation, and he question what they've done. Mediation is a willing by his clients. (Letter submitted and attached with all allegations)
- s) Carol Beebee: Question about the park properties as to why parks didn't happen. Wants real community spirit. She is a licensed contractor willing to work with others to volunteer to do it. Wants a park or maybe four.
- t) Catherine Garcia – Stated the responsibility of newly elected Board to know the bylaws and make sure their actions don't violate them. Orientation meeting is to make sure new members are familiar with the bylaws. Such sweeping changes whether good or bad were done in violation of the bylaws. Heard of a secret meeting and other possible violations, so emphatic that the new Board read the bylaws.
- u) Mary C Vincent: Heard about an alleged secret meeting. Was told it was a closed meeting, but it has to be open to all members like her. Feels deceived. Wants all board members to have their own emails. Can district 8 have info how to contact her Rep?
- v) Dick Koval: Whether a meeting was secret or perceived secret, we now have an attorney letter that is a concern. Board is to put rock on roads. Two people in last owner input said, 'be very careful what you do.' Now we're having a special meeting and the problem is even if the Board is well intended, they have to do it by the letter of the law. This association has a history of getting in over our heads or we get sued and have to defend ourselves.
- w) Craig Crelly (Dist 2): Glad of Membership presence for this meeting and wish they'd been here last time. Stated that GM was asked for info and office wouldn't give it. Employee, Secretary, slandered his wife. Old Board didn't follow Robert's rules except at their convenience. Asked to give the board time because few seemed to care what last Board did or attendance would have been higher before now.
- x) Larry Cox (Dist 3): How come in Ainaloa we get a street paved every year and we pay less association fees? Where did all the millions of dollars go? Re: 29th-a dotted line was done, but never painted yellow. There's a black plastic wall ruining his property value. Everyone has got to work together.
- y) Carol Gray: Stated the role of BOD is to set policy and operations are done by employees. Our board is running operations, it's wrong, she's concerned about that. They're not supposed to micro manage. That's the manager's job. Go through the legal processes so the organization is run correctly. Really concerned board has taken over operation and that spouses and friends aren't professionals, and was done legally via proper process?

- z) Doug Stillwell: Thanked New Board. Questions and concerns re: phase 5 paving and clearing & grubbing. \$100,000 was approved. GM said it was, but it wasn't done. The mess with department of health cost \$63,000 to haul it away, but GM said it would cost \$18,000. Questioned how that got approved. We need to follow the rules and have the board approval for these expenditures. The reasons why the three employees were fired and what the process was that caused their firing. What's in the future for us?
- aa) Bill Newman: Re appointments for board-Bruce Derrick was appointed to serve. The past President cancelled the election without notification, behaved as a dictator. He was on the last board and nothing got done because it is a cabal of her associates. We had no say, we were run roughshod over. Questioned, not why or if, but how were the firings done. Felt the Board was remiss, should have had a meeting before it happened, but they're gone, get used to it. This board will be held to the fire to obey the bylaws, but the list of what the old Board did is so bad that league of women voter's wont have anything to do with us.
- bb) Dennis Stockton (District 5): Agreed sound system not great, but is working on it and will email with President to work on getting it better.
- cc) Mayelin Stillwell: Thanked the membership for coming, stating they don't know what has gone on, that the previous Board used the bylaws when they wanted it and when they didn't, they didn't. The 3 minority board members couldn't get anything done and stated she was harassed by a male Board member. She tried to fight for the non-transparency of the contract. Per specifications, the work was not completed. Suggested a visit to those newly paved roads for a look at those shoulders. They're rough and a liability to us. Someone signed off on that job before the paving was done and now to do the paving needed to fix the problem could damage the work done. Stated former President never addressed the electronic and verbal harassment issue.
- dd) Dan [?]: Re: council meeting: nothing got done. Wants to make sure the board is transparent. Things need to be seen in writing. What did old Board do? Are you happy with last board? Are you happy with what this new board did? Transparency is a must.
- ee) Peter Frost – One tax road fee...bylaws were changed, which he stated was done by past President, so it's going to cost. He has letter from lawyer. He pays \$1000 and his road is same as when he paid 100 in fees. Magnetic signs mentioned

VIII. New Business:

HR Committee: Janice Ashford made a motion to create a committee to write a conflict of interest policy. Jo Maynard 2nd the motion.

Discussion the policy is in there said a member, but it's there, but not there. Needs more clarification. **Vote: Unanimous in favor. Motion passed.**

Interim GM: HPPOA needs one. Terry McLean will serve no longer than six months or until a new GM is hired. Roseanne McLean motioned that someone is hired as interim GM and advertise for permanent GM. Janice Ashford- 2nd. Discussion: It was noted that

Director, Jo Maynard, has a perfect background for the interim GM. **Janice Ashford amended the motion to have Jo Maynard step in as volunteer GM. Tom Jennings- 2nd ...Discussion: Is there a list of what GM should do. HR committee responsible for making that. Vote in favor: 4 abstain: 2 (June Conant/Jo Maynard). Motion carried.**

HR COMMITTEE re-established: Maureen Haskin, Mayelin Stillwell, Janice Ashford volunteered to be on the committee. **Jo Maynard motioned that Maureen Haskin, Mayelin Stillwell and Janice Ashford to serve on the new HR committee. Tom Jennings, 2nd Vote: Unanimous in favor. Motion carried.**

Paths and several other committees needed to be re-established. **Roseanne McLean motioned to table re-establishment of Paths, CAC RSTC, Parks and Road Testing for next meeting. Tom Jennings. 2nd Vote: Unanimous. Motion Carried.**

Owner input committee: **Tom Jennings motioned to establish an Owner Input Committee. Janice Ashford, 2nd. Vote: 6 Yes, 1-No(Roseanne McLean) 0 abstained. Motion carried.**

Tom Jennings motioned to start a Website committee for the purpose of maintaining the website with appropriate and timely info at all times. Janice Ashford, 2nd. Vote: 6 in favor. 1 Opposed (Roseanne McLean), 0 abstained.

IX. Adjournment of Meeting:

Roseanne McLean motioned to adjourn at 8:25p.m. Tom Jennings 2nd Vote: Unanimous in Favor. Motion carried. The meeting adjourned at 8:25p.m.

Respectfully Submitted and Approved:

S Bamba
Susan Bamba, Recording Secretary of Minutes

10-21-14
Date

B.D. Muller, *President*
~~Bruce Derrick, Secretary.~~
President

10-21-14
Date

Motions Log

BJ Mullenix motioned to approve the Agenda for Special Board of Directors Meeting of July 28, 2014; Roseanne McLean 2nd. Jo Maynard motioned to accept the amended agenda. Roseanne McLean 2nd – Vote: 7 yes – Unanimous in favor. Motion carried

Janice Ashford made a motion to create a committee to write a conflict of interest policy. Jo Maynard 2nd the motion. Vote: Unanimous in favor motion passed.

Roseanne McLean motioned that someone is hired as Interim GM and advertise for permanent GM. Janice Ashford- 2nd. Janice Ashford amended the motion to have Jo Maynard step in as volunteer GM. Tom Jennings- 2nd. Vote in favor: 4 abstain: 2 (June Conant/Jo Maynard). Motion carried.

Jo Maynard motioned that Maureen Haskin, Mayelin Stillwell and Janice Ashford to serve on the new HR committee. Tom Jennings, 2nd Vote: Unanimous in favor. Motion carried.

Roseanne McLean motioned to table re-establishment of Paths, CAC RSTC, Parks and Road Testing for next meeting. Tom Jennings. 2nd Vote: Unanimous. Motion Carried.

Tom Jennings motioned to establish an Owner Input Committee. Janice Ashford, 2nd. Vote: 6 Yes, 1-No(Roseanne McLean) 0 abstained. Motion carried.

Tom Jennings motioned to start a Website committee for the purpose of maintaining the website with appropriate and timely info at all times. Janice Ashford, 2nd. Vote: 6 in favor. 1 Opposed (Roseanne McLean), 0 abstained.

Roseanne McLean motioned to adjourn at 8:25pm. Tom Jennings 2nd Vote: Unanimous in favor. Motion carried.