

**Hawaiian Paradise Park Owners Association  
APPROVED – Emergency Board of Directors Meeting Minutes  
December 18, 2017**

**I. Call to Order:** President, Lori Laucik (District 5) called the Emergency Board of Directors meeting to order on December 18, 2017 at 1:03 p.m. Quorum was established. The meeting took place in the HPPOA Hui Activity Center Library.

**II. Roll Call:**

**Board of Directors:** Lori Laucik, President, (District 5), Ruth Mizuba, Vice President (District 2), Chris Anderson, Treasurer, (District 8), David Roe, Secretary (District 9), Larry Kawaauhau (District 1), Jack Oskins (District 4). Patrick Murdoch (District 6), Leslie Blyth (District 7)

*It was announced that Kathleen Shaw (District 3) submitted her resignation.*

**Owners:** Steve Crawford, Mayelin Stillwell, Susan Escobar, Leilani Bronson-Crelly, Parker Nicholson.

**Guests:** GM, Don Morris

**III. Approve Agenda**

**Chris Anderson (District 8) moved to approve the Agenda of the 12-18-17 Emergency BOD Meeting. David Roe (District 9) seconded the motion.** Discussion: An engagement letter from HPPOA Counsel will also be discussed in section “c.”  
**Vote: Yes-7. (Ruth Mizuba was not in the room), No-0, Abstain-0. Motion carried.**

**IV. New Business**

**Discuss/Approve Steven Gortler Engagement Letter/Norton Rose Fulbright Engagement Letter & Other Bond Engagement Letter Discussion**

A lengthy discussion occurred about three Letters of Engagement and what each entity does in the bond refinancing process.

Preliminary questions were sent in to Mr. Gortler and they were helpful.

The Financial advisor is representing HPPOA.

The bond counsel are the intermediate neutral party go-between with the bank and the HPPOA.

Brian Hirai is the local counsel who does this was available.

A discussion ensued about the local counsel, Brian Hirai, and what to ask him when he comes to speak with the board at the upcoming Board meeting.

Placement Agent Mike Cavanaugh of Hilltop Securities – bundles and brokers it out.

Bank Counsel Rudy Salo of Nixon Peabody: Bank Counsel works for the lender and their role is to ensure the legal documents including all of the provisions necessary to ensure the lender's rights are protected.

We'll be locked in at 4.3%.

A discussion about consolidation of lots will be brought up with Fulbright tomorrow.

Prior to 2010 if consolidated, they stay, but otherwise, there is no ability to consolidate to get out of paying road fees after 2010,

The engagement agreements are here, but on the 20<sup>th</sup> they should become a resolution after all questions are answered. There will be time for legal counsel and review and is not a done deal with indenture. Mr. Gortler will be ready to sit down and meet with everyone prior to the meeting to get and give feedback, and answer questions.

Once the Local Counsel Brian Hirai of McCarriston, Miller, Mukai, MacKinnon Letter of Engagement is signed, then he will be on board and ready to be at the Question and Answer session with the Board, the Finance Committee and the community during the Board of Directors meeting. Once Steven Gortler is engaged, he will be here and make himself available for the entire day and in to the BOD Meeting this Wednesday.

His responsibility is to make sure that everything is in accordance with the bylaws and that everything is on the up and up. A long discussion about the debt ratio occurred.

Discussion about gross revenues versus net worth.  
Discussion about indenture.

Only Travel fees and a portion of the legal counsel would be the only thing on the hook, if this doesn't work out.

**Patrick Murdoch (District 6) moved to sign the Letter of engagement with Steven Gortler dated November 20th. Chris Anderson (District 8) seconded.** Discussion: Finance Committee was asked if they had any input or questions. They will be able to ask further questions on Wednesday. This is based on the information received and dated December 18<sup>th</sup>. **Vote: Yes-8. Unanimous. Motion carried.**

**Patrick Murdoch (District 6) moved to sign the letter of engagement with Brian Hirai of McCorriston, Miller, Mukai, MacKinnon dated December 14, 2017. Larry Kawauhau (District 1) seconded the motion. Vote: Yes-8. Unanimous. Motion carried.**

**Patrick Murdoch (District 6) moved to sign the letter of engagement with Norton, Rose, Fulbright dated December 7, 2017. Chris Anderson (District 8) seconded the motion.** Discussion: No direction would be taken without authorization of HPPOA. **Vote: Yes-8. Unanimous. Motion carried.**

*The three original letters of engagement were signed by the President and Vice President. By signing the Letters of Engagement, it will allow all questions and get answers.*

**XIV. Announcements -- Next scheduled BOD Regular Meeting is December 20, 2017 at 6 p.m.**

**XV. Adjourn -- Ruth Mizuba (District 2) moved to adjourn. Chris Anderson (District 8) seconded the motion. Vote: Yes-8. Unanimous. Motion carried.** Meeting adjourned at 2:12pm

Respectfully Submitted and Approved:

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Susan Bambara, Recording Secretary

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David Roe, Secretary

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

**Emergency BOD Meeting Motions Log 12-18-17**

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**Ruth Mizuba (District 2) moved to adjourn. Chris Anderson (District 8) seconded the motion. Vote: Yes-8. Unanimous. Motion carried.**