

**Hawaiian Paradise Park Owners Association**  
**APPROVED – Board of Directors Special Meeting Minutes**  
**November 5, 2018**

**I. Call to Order:** Larry Kawaauhau (District 1) called the Board of Directors Special Meeting to order on November 5, 2018 at 6:04 p.m. Quorum was established. The meeting took place in the HPPOA Hui Activity Center Library.

**II. Roll Call:**

**Board of Directors:** Larry Kawaauhau, President (District 1), Kathleen Shaw, Vice President (District 3), Tanya Seaver, Treasurer (District 4), Craig Crelly, Secretary (District 6), Chris Anderson (District 8)-arrived 6:05, David Roe (District 9)-arrived 6:12p, Mayelin Stillwell (District 5)-left@9:10pm

**Absent:** Mary Couch (District 2), Leslie Blyth (District 7)

**Owners:** Terri Stratton, Bruce Derrick

**Guest:** GM, Don Morris

**III. Approve Agenda**

Two agendas were presented because the former Secretary created one out of the template from a Regular meeting with a full Agenda of regular business upon it, and the new Secretary generated an Agenda with a smaller amount of content, leaving regular business for the upcoming Regular Board Meeting scheduled this month. **Tanya Seaver (District 4) moved to approve the newest smaller agenda created by the new Secretary. Larry Kawaauhau (District 1) seconded the motion.** Discussion: Two items within the New Business section were discussed. Treasurer requested adding a motion under the Agenda's New Business Section to get any records that are available from the period during the time HPP was in receivership. This is to look and see what occurred financially at that time, and for more information regarding costs and comparative costs. The time period was approximately 1996 to 2002. The second item within the New Business section would be to investigate a rough estimate of engineering costs and dry well (for road drainage) cost estimates with regards to road improvements. Dry wells are put into the ground and remove dangerous ponding water on roads that need regular removing. **Craig Crelly (District 6) moved to approve Agenda as amended with sections 6A, 6B under the New Business section. Chris Anderson (District 8) seconded the motion.** Discussion: These were points of clarification within the New Business Section. **Vote: Yes-5, No-0, Abstain-1 (Mayelin Stillwell/District 5). Motion carried.**

**IV. Approval of Past Minutes**

**David Roe (District 9) arrived at 6:12pm**

**Mayelin Stillwell (District 5) moved to remove the words, "Elect Chair" as noted in the title of the July 2, 2018 Meeting #2 Minutes from the HR Committee title. David Roe (District 9) seconded the motion.**

Discussion: Although it was noted on the Agenda, it was not actually done that evening, so the chair will be appointed within the committee. **Vote: Yes-5, No-1 (Chris Anderson/District 8), Abstain-1 (Craig Crelly/District 6). Motion carried.**

**Chris Anderson (District 8) - Left the room at 6:25pm**

**Kathleen Shaw (District 3) moved to approve the 7-2-18 Special Meeting #2 as amended. Tanya Seaver (District 4) seconded the motion.** Discussion: Remove/Amend the words “Elect Chair” from an Agenda title in HR section because that didn’t happen, so they will do in committee. Remove “Elect Chair” from Finance Committee because that didn’t happen. Add a clarification notation of who voted “no” on a motion. **Vote: Yes-6. Unanimous. (Note: Chris Anderson/District 8 was out of the room for the vote). Motion carried.**

**July 18, 2018 Meeting #2 – Mayelin Stillwell (District 5) moved to have the page 4 #2 Bylaws Committee Report of July 18, 2018 be made verbatim. Tanya Seaver (District 4) seconded the motion.** Discussion: Since no action was taken, why not just remove the entire report since it doesn’t affect anything? **Vote: Yes-1 (Mayelin Stillwell/District 5), No-2 (Craig Crelly/District 6, Chris Anderson/District 8). Abstain-4 (Tanya Seaver/District 4, Larry Kawaauhau/District 1, David Roe/District 9, Kathleen Shaw/District 3). Motion did not carry.**

**Chris Anderson (District 8) moved to approve the July 18, 2018 Meeting #2 Minutes. Craig Crelly (District 6) seconded the motion.** Discussion: Mayelin Stillwell (District 5) wanted the Bylaws Committee report amended to remove the entire portion between the first sentence and the final sentence. Mayelin Stillwell (District 5) still felt her wording was important to convey, but not summarized: “Why would I admit or say something like that, the membership wasn’t able to see them and know that the document circulated? How about money and cost still needs to be discussed, how about that?” – After the words: ‘2/3 vote,’ cross out everything until it says, ‘money and costs still need to be discussed.’ Change it to: “The bylaws committee has ballots that they mailed as presented at the last General Membership Meeting stating that because they got 2/3 vote at that meeting, money and cost needs to be discussed. I’m satisfied with that.” **Vote: Yes-3, No-1 (Mayelin Stillwell/District 5), Abstain-3 (Kathleen Shaw/District 3, Tanya Seaver/District 4, David Roe/District 9). Motion carried.**

**Mayelin Stillwell (District 5) moved to amend the Bylaw Committee Report to removed all wordage after “2/3 vote” through “to be discussed” on the 7-18-18 #2 Meeting Minutes. No second heard. Motion died on the floor.**

**Tanya Seaver (District 4) moved to have the Bylaws Committee Report added verbatim of the 7-18-18 Meeting #2 Minutes. Chris Anderson seconded the motion.** Discussion: Mayelin Stillwell (District 5) didn’t approve of the summary of what was done and wanted her verbatim wording inserted for clarification. This is a small pocket of time, and in lieu of not removing the information altogether, but allow clarity, reporting and for the board member in dissent to the summary feel heard. **Vote: Yes-6, No-0, Abstain-1 (David Roe/District 9). Motion carried.**

**Chris Anderson (District 8) moved to amend the approved the 7-18-18 Meeting #2 Minutes with a verbatim transcript of the Bylaws Committee Report added (to page 4). Larry Kawaauhau (District 1) seconded the motion. Yes-6, No-0, Abstain-1 (David Roe/District 9). Motion carried.**

**Tanya Seaver (District 4) moved to approve the 8-15-18 BOD Meeting Minutes. Chris Anderson (District 8) seconded the motion.** Mayelin Stillwell (District 5) – wanted “Craig Crelly’s” personal Owner Input to be removed or amended to add several discussions that she remembered occurred. Mayelin stated she would bring her recording of the conversation so it could be changed to verbatim. This then motivated Mr. Crelly to state that he would then want to have all the past minutes amended to properly reflect that he was illegally kept off the board, and prevented from being sworn in, meeting after meeting. Mayelin stated she thought something like that was already noted and he stated that it should be amended to properly note that the Board refused to swear him in, meeting after meeting, and to which then reflects the illegality of keeping him off the board, and all motions that

were made without him being able to represent his District as he was voted on to do. Mayelin will bring in her recording. **Vote: Yes-6, No-1 (Mayelin Stillwell/District 5), Abstain-0. Motion carried.**

**September 19, 2018** – Discussion about Mayelin Stillwell's motion about checking with Mr. Guenther regarding what would be required to "get the ball rolling" and not actually engaging Mr. Guenther. Mayelin stated that it was impossible to get quotes for others and he could only be engaged, which she did, but this was refuted by Board members who said the intention of the motion was not to engage him, so a large discussion occurred regarding the need for three bids, just like any other work done for the subdivision per the bylaws. Scope of work, all the things required, per the bylaws, were a few of the questions that still needed asking of Mr. Guenther. Mayelin stated that because Recording Secretary summarized her motion incorrectly and she didn't correct the incorrect wording on the recording, then, her motion to "get the ball rolling" meant that she could engage Mr. Guenther to start the project. A discussion occurred on what "get the ball rolling" meant, which to the rest of the board, in the room, meant, going out getting other quotes (as required by the bylaws and even if off island or inter-island, it was still required to get three bids first before engagement of anyone), and also meant getting a statement of work with the scope of the work encompassed within the quote, et cetera; however, it was not to begin to actually do the work with him. That was not what the majority of the Board felt they voted on despite Mayelin's contention that the Recording Secretary miswrote what the rest of the Board agreed with the motion as written and upon which they voted. We wanted a pricing and we discussed it. When, and how long were also questions they wanted to know. **Tanya Seaver (District 4) moved to approve the 9-19-18 BOD Meeting minutes as written. Chris Anderson (District 8) seconded the motion. Vote: Yes-6, No-1 (Mayelin Stillwell/District 5), Abstain-0. Motion carried.**

**Tanya Seaver (District 4) moved to table approval of the 10-17-18 BOD and 10-24-18 Special Meeting Minutes. Craig Crelly seconded the motion.** Discussion: They will be done as would usually be, at the next November regular BOD meeting. **Vote: Yes-7. Unanimous. Motion carried.**

## V. Old Business

- A) **Approve Road Fees** – A Discussion occurred: Mayelin Stillwell (District 5) felt that the Finance Committee was supposed to have a say as opposed to a recommendation. Tanya Seaver (District 4), Treasurer consulted the Bylaws and stated it is not listed on the tasks for Finance Committee. Once Association are out of debt, the road fees will come down, but they need to go up 10% for now. \$328 are the present road fees. Mr. McGilvray, a present Finance Committee member, was also a Past President and in past minutes it is noted that he suspended Finance Committee's altogether for some time. Per Bruce Derrick (in audience and also a member of the present FC): The Finance Committee was established in 2010 Bylaws changes. Prior to that, the board picked the Finance Committee members. It's the decision of the Board, but the Finance Committee usually makes a recommendation to the board. This year the Finance Committee didn't attend the last two meetings that were called by the present Treasurer. Quorum wasn't met twice at the last two Finance Committee meetings that were called. The Finance Committee was usually part of the conversation in past, but they didn't show up to the meetings to give input. Road fee changes and decisions are required by November 30. There is still a small window of time left, so, they Finance Committee will have one more chance to convene with the hopes the members would attend in order to give input to the Board. **David Roe (District 9) moved to table approval of road fee changes to the next Board meeting. Larry Kawaauhau (District 1) seconded the motion.** Discussion: The FC will be called to have a meeting in order to address and make their recommendation in regards to the road fees. It was discussed that 137 miles of road is actually 274 miles of road needing maintenance to cover each way. **Vote: Yes-7. Unanimous. Motion carried.**

- B) **Update Civil Rights Policy** – David Roe – An employment practices policy was distributed. David suggested to use it incorporated within the present HPPOA policy. Most areas were similar or the same, but it also will then replace the applicable sections on page 3 to page 6 to HPPOA. They discussed what they would use and add to their present employee handbook. **David Roe (District 9) moved to replace HPP’s Employment practices policy section 1 with the sample employment practices policy section 2, and changing the Organization’s generic name in all sections to “HPPOA”, and adding after the last sentence of page 379 sample “should be directed to human resources or contact the Hawaii civil rights commission directly with the applicable address and phone number.” Chris Anderson (District 8) seconded the motion.** Discussion: Hawaii civil right commission, 830 Punchbowl Street, Room 411, Honolulu, HI 96813. (808) 586-8636, Fax (808) 586-8655. Email: [info@HICRC.org](mailto:info@HICRC.org) Update the Table of Contents appropriately. **Vote: Yes-7. Unanimous. Motion carried.**

## VI. New Business

**Records for Receivership.** Tanya Seaver (District 4) moved to get from office whatever records exist from during the receivership years of HPPOA. Chris Anderson (District 8) seconded the motion. Discussion: This is to get an idea of what was spent in the past and costs at that time for Professional Management. Nancy Cabral said she’d manage for \$27,000 per year. There’s only a small amount of data from that time period, but it would be good to see what information there is available. It’s from about 1996 to around 2002. Minutes found from the Internet note that a discussion about what it would have cost to have Cabral hired on to manage back then was found. This would be good to get info and see what was happening. **Vote Yes-7. Unanimous. Motion carried.**

**Tanya Seaver (District 4) moved to investigate cost for dry wells and engineering standards.** Larry Kawaauhau (District 1) seconded the motion. Discussion: This is just to get rough estimates, not bids. Dry wells will remove and drain ponding on the roads. Also need to analyze our signage and whether they need replacing. “Road Floods” might be a needed sign in some areas. It was noted that the GM should be who approaches companies because there’s too many hands in our business and so many companies don’t want to do business with us. It is a better business practice to try to get work done as a Board and allow the GM to get the info, which Tanya Seaver stated she would work with GM to do. **Tanya Seaver (District 4) moved to investigate cost for dry wells, engineering standards and signage needs in tandem with the GM.** Larry Kawaauhau (District 1) seconded the motion. Discussion: just to get an idea of costs and analyze places that might be worst in need of work.

*Chris Anderson (District 8) left the room at 7:35 p.m.*

**Vote: Yes-6 No-0, Abstain-0. Unanimous. Motion carried.**

## VII. Adjournment/Recess to Executive Session.

**Kathleen Shaw (District 3) moved to recess to Executive Session.** Craig Crelly (District 6) seconded the motion. **Vote: Yes-6 Unanimous. Motion carried.** Meeting recessed to Executive Session at 7:39 p.m. Five minute break called before going into Executive Session.

**VIII. Meeting resumed at 9:00 p.m. Roll Call: Board of Directors:** Kathleen Shaw, Vice President (District 3), Tanya Seaver, Treasurer (District 4), Craig Crelly, Secretary (District 6), Chris Anderson (District 8), David Roe (District 9), **Absent:** Mary Couch (District 2), Leslie Blyth (District 7), Mayelin Stillwell (District 5), Larry Kawaauhau, President (District 1). **Quorum Established**

**IX. Announce Business Done in Executive Session 11-5-18** - The Vice President, Kathleen Shaw (District 3) announced what was done in 11-5-18 Special Executive Session Meeting as follows:

1) The board ratified an agreement with the Hawaii Civil Rights Commission, which included the adoption of a new Civil Rights Policy, and an upcoming training that will be given to the Board and Employees.

**X. Adjournment**

David Roe (District 9) move to adjourn. Chris Anderson (District 8) seconded the motion. Vote: Yes-Unanimous. Motion carried. Meeting adjourned at 9:06 p.m.

**Respectfully Submitted:**

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Susan Bambara, Recording Secretary

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

**Motions Log for BOD Special Meeting 11-5-18**

Craig Crelly (District 6) moved to approve Agenda as amended with sections 6A, 6B under the New Business section. Chris Anderson (District 8) seconded the motion. Vote: Yes-5, No-0, Abstain-1 (Mayelin Stillwell/District 5). Motion carried.

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**David Roe (District 9) move to adjourn. Chris Anderson (District 8) seconded the motion. Vote: Yes- Unanimous. Motion carried.**