

**Hawaiian Paradise Park Owners Association  
APPROVED – Board of Directors Meeting Minutes  
September 19, 2018**

**I. Call to Order:** President, Leslie Blyth (District 7) called the Board of Directors Meeting to order on October 17, 2018 at 6:0 p.m. Quorum was established. The meeting took place in the HPPOA Hui Activity Center Library.

**II. Roll Call:**

**Board of Directors:** Leslie Blyth, President (District 7), Mayelin Stillwell, Vice President (District 5), Mary Couch, Secretary (District 2), Tanya Seaver, Treasurer (District 4), David Roe (District 9), Kathleen Shaw (District 3), Larry Kawaauhau (District 1), Chris Anderson (District 8)-in attendance via phone/left at 11:02 pm, Craig Crelly (District 6)- sworn in during Executive session between Part #1 and Part #2 BOD Meetings.

**Owners:** Leilani Bronson-Crelly, Shawn Merrill, Robert Merrill, Mike Smith, Mie Fowler, Rosemary L. Brown, David Prager, Judi Houle, Kathryn Crawford

**Guest:** GM, Don Morris

Approve Agenda

- 1) **Kathleen Shaw (District 3) moved to go to Executive session before all business listed on the Agenda. Larry Kawaauhau (District 1) seconded the motion.** Discussion: One member opposed stating that some items needing done in regular business included past minutes. The GM had some items that needed done. **Kathleen Shaw (District 3) amended her motion to do the General Manager's report and business, and then go to Executive session. Larry Kawaauhau (District 1) seconded the motion. Vote: Yes-5, No-3 (Leslie Blyth/District 7, Mary Couch/District 2, Mayelin Stillwell/District 5), Abstain-0. Motion carried.**
  - 2) Under New Business: Add C. Board Registered Letter
  - 3) Under old business remove swearing Craig Crelly to move to executive session.
  - 4) District 6 is not vacant as it incorrectly noted on the Agenda so they will put his name on with the word pending although it was noted that per Robert's Rules he doesn't need to be sworn in
- Kathleen moved to approve the agenda as amended. David Roe (District 9) seconded. Discussion above. Vote: Yes-5, No-3 (Mary Couch/District 3, Mayelin Stillwell/District 5, Leslie Blyth/District 7) Motion carried.

**General Manager's Report – AT&T Contract Aggrebind Update**

Aloha Hawaiian Paradise Park Subdivision property owners. There seems to be confusion among our community members, especially some of the newer property owners as to the laws that govern our subdivision. We would like to try and clarify a few of these issues. Our association is a 501(C)-4 Non Profit Corporation that is governed by the laws of Hawaii Revised Statute 414 D.

We are not an HOA/CONDOMINIUM association; the statute that governs these associations 421 J and 514 does not apply to our association.

We do not govern your properties or the structures on them. We are in the business of road maintenance. That is it. We hope this will clarify some of the misunderstanding. HPPOA's Articles of Incorporation and Bylaws are available on our website at: [www.hppoa.net](http://www.hppoa.net), located under the, Executive Information link.

Loeffler Construction has been awarded the contract for the main road striping project. They are estimating a start date of around December 2018.

The road crew is also in the process of widening, laying down new material, grading and compacting the roadway from the ABC roads p to 5<sup>th</sup> street. They will be continuing this process throughout the subdivision. We have also scheduled to apply 4.5 miles more of the Aggrebind for the dust abatement project.

**Liens:** The office has processed 72 of the 299 property liens this fiscal year, in support of our bond agreement.

**Equipment:** The Volvo grader is down. It needs a new flywheel and starter. The parts have been ordered; we will start the repairs as soon as they arrive. The repairs on the roller have been done and it is back on the road as well as the F450 dump truck.

**Mowing:** The road crew mowed 51.5 miles of roadway easement with the side arm mower and 64 miles with the deck mower.

**Graded & Compacted:** The roller was down last month so there was no grading of roads.

**Rubbish Pickup:** 2 Tons of rubbish picked up.

**Abandon Vehicles:** 5 Vehicles removed.

**Safety Report:** No accidents or injuries for past 48 months.

**Thank you for your support.**

A board member asked if the association still has to pay for vehicle removal – Yes and unfortunately they keep dropping them off like water.

Another Board member thought that the County is considering pulling back this charge, so it would be wise to send something to Mayor and County Representative to support this.

A board member asked about the start date for the new gutters for the Hui. The GM noted that Tuesday and Thursday are probably best days to close down the activity center because there are the least booked activities on those two days, so he is looking at a way to be least intrusive to those using the center then.

**AT&T Authorization Letter** discussed - would allow AT&T access to an area to assess feasible for possible placement of a tower. Nothing is set at this time because AT&T must have the assessment first before any other action would occur. **Kathleen Shaw (District 3) moved to allow AT&T to come in to do a feasibility study. Tanya Seaver (District 4) seconded the motion.** Discuss: no cost Association. AT&T will do a testing of soil, radio frequencies, boundaries, and other assessments to gauge feasibility. **Vote: Yes-7, No-1 (Chris Anderson). Motion carried.**

**AggreBind** – 4.5 miles to fulfill the DOH agreement. They are currently patching paved roads with hot mix, but it could be patched with AggreBind. 31<sup>st</sup>, will need prep and won't happen until the next ½ mile is done. They don't have a forklift to get the 3 tons of product. Discussion ensued about options to renting, including buying forks for the backhoe. The bucket is already set up for forks. Forks are about \$575 from Bacon and a set is needed.

**David Roe (District 9) moved to recess to Executive Session. Larry Kawaauhau (District 1) seconded the motion. Vote: Yes-6, No-1 (Mayelin Stillwell/District 5), Abstain-1 (Leslie Blyth/District 7). Motion carried.** Meeting recessed to Executive Session at 6:45 p.m.

**President, Leslie Blyth, reconvened the Regular BOD Meeting at 11:02 p.m. and Quorum was re-established.**

**Roll Call - Board of Directors:** Leslie Blyth, President (District 7), Mayelin Stillwell, Vice President (District 5), Mary Couch, Secretary (District 2), Tanya Seaver, Treasurer (District 4), David Roe (District 9) Kathleen Shaw (District 3), Chris Anderson (District 8)-Left at close of Executive Session at 11:02 pm, Craig Crelly (District 6)- sworn in during Executive session between Part #1 and Part #2 of BOD Meeting@9:11p.m. ) *Absent:* Larry Kawaauhau (District 1)-left for work at 9:15 p.m.

**Mary Couch (District 2) moved to table everything left on the Agenda, except part of the President's report to include the announcement of what was done in executive sessions, bylaws committee business, the and forensic analysis business. Leslie Blyth (District 7) seconded the motion.** Discussion: A board member queried about the intent

of what is to be discussed regarding forensic analysis. To inquire what the next steps would be to engage Mr. Guentherer.

**Vote: Yes-6, No-1 (Kathleen Shaw/District 3), Abstain-0. Motion carried.**

### **President's Report – Leslie Blyth**

Motions made in Executive Sessions made in June 20, 2018, September 19, 2019 were announced as follows:

#### **During the 6-20-18 Executive Session Meeting:**

- 1) A motion was made and was carried to get more details for the Doubtful Accounts.
- 2) A motion was made and was carried to approve the ballots as written and mailed for the election of 2018
- 3) A motion was made and was carried for the additional Printing costs of \$489.05 for the election ballots was passed.
- 4) A motion was made and was carried for the Approval of the 2018/2019 Budget.

#### **During the 7-2-18 Executive Session Meeting:**

- 1) The Conflict of Interest Contract was approved.
- 2) Use of Robert's Rules of Order 11<sup>th</sup> edition was approved for use and reference.

#### **During the 7-18-18 Executive Session Meeting & Tonight's motions done in Executive Session were:**

- 1) A motion was made and carried to rescind the 7-2-18 BOD Meeting motion to get a further legal opinion and delay swearing in Mr. Crely (District 6).
- 2) The District 6 Representative, Mr. Crely was sworn in during the Executive Session.
- 3) A motion was made and carry to have Leslie Blyth (District 7) as the contact person to approve a legal settlement.
- 4) A motion was made and carry to have David Roe (District 9) authorized to contact an attorney regarding a legal issue.
- 5) A motion was made and carry to have Leslie Blyth (District 7) work with the office staff regarding a billing issue for a lot owner.

**Bylaws Committee –** Mayelin Stillwell (District 5) reported that the League of Women Voters would charge \$600 to do a ballot counting of over 8,000. She was seeking approval to engage them. If engaged the League of Women's Voters will send a contract after payment is made, so we need a contact person to interface with them. A question came up asking for a Legal Review that assures they are legal before they are sent out. No legal review was done yet.

A board member noted that when these proposed bylaw changes were presented at the General Membership Meeting, they didn't see any proof beyond, verbal assurances by the presenter, that these proposed changes have been legally reviewed to assure they are in parity with the bylaws, the articles of incorporation and State Law. It was further noted that during that General Membership Meeting, the audience had nothing to reference in writing regarding the proposed changes read to them and the screen upon which it was projected that day was almost impossible to read, even to the board member stating they were very close, in first row of audience.

**Mary Couch (District 2) moved that the board have attorney Thomas Yeh legally review the proposed bylaws changes. Mayelin Stillwell (District 5) seconded the motion.** Discussion: Some concern was noted about the proposed changes because they give the committees the right to rule the association, so it was agreed legal review was needed first before any further actions. **Vote: Yes-6, No-1 (Craig Crely/District 6), Abstain-0. Motion carried.**

**Mayelin Stillwell (District 5) moved that Pending an affirmative legal review of the proposed bylaws changes, the board will approve the League of Women Voters to do the ballot counting for \$600, and approve \$3000 to get the ballots printed by Hawaii Printing Corporation. Leslie Blyth (District 7) seconded the motion.**

Discussion: The quote was questioned as seeming a bit low because it was thought that there'd be more needed that what the quote covers for the printing amount of ballots required. It was clarified that the pricing quote is just for the return ballot. The HPPOA envelopes are a cost that also needs to be factored in because they're being used and then that's coming out of the Road Budget, so that would not be correct so the bylaws committee will request money for that from the board. **Vote: Yes-4, No-3 (Tanya Seaver/District 4, Kathleen Shaw (District 3). Motion carried.**

**Mary Couch (District 2) moved to authorize up to \$500 to cover the expense of envelopes for the proposed ballot bylaw changes. Leslie Blyth (District 7) seconded the motion. Vote: Yes-3, No-3 (Tanya Seaver/District 4, Craig Crelly/District 6, Kathleen Shaw/ Tanya), Abstain-1 (David Roe/District 9) – Motion did not carry, but both Mayelin Stillwell/District 5 and Leslie Blyth/District 7 volunteered to pay for them out of their personal expense.**

Upon reading the ballot proposals, District 9, David Roe, stated that the new changes would require him to quit the board or his job. It was also noted that the new proposals also take away the Board’s ability to make decisions for the Association.

**Forensic Audit Discussion** - Mayelin Stillwell stated that, per the memberships desire, the board needs to move forward with getting a contact person in place to find out what it takes to move this forward with contacting Mr. Guenther to find out if they need a contract from him, or an engagement letter, or something else like that? That’s what she stated she was asking for, right now, to select a contact person to talk to this person.

Another board member noted that because the Association has a new auditor doing an audit, it might be fiscally prudent to wait and see what he comes up with because, traditionally, a new auditor after such a long time with another, often find things that were missed or needed more attention. Thus waiting to see what he uncovers would more helpfully motivate the expense that will be engendered in having a forensic audit.

**Mayelin Stillwell (District 5) moved that Mayelin Stillwell (District 5) will contact Mr. Guenther to find out what we need to do to get this ball rolling in order to then move forward with the forensic analysis. Leslie Blyth (District 7) seconded the motion.** Discussion: This is for her to get pricing and find out the procedure of engaging him. Forensic Analysis as voted on by membership last year. We need a contact person to find out what it would cost, and what is required to engage him. A discussion ensued about delaying until the new Auditor finishes the audit because often things are found when auditors changed. Contact person is to call for pricing information and how to proceed with engaging Mr. Guenther’s services. **Vote: Yes-4, No-2 (Craig Crelly/District 6, Kathleen Shaw/District 3), Abstain-1 (Tanya Seaver/District 4). Motion carried.**

**David Roe (District 9) moved to adjourn. Leslie Blyth (District 7) seconded the motion. Vote: Yes-8. Unanimous. Motion carried.** Meeting adjourned at 11:55 p.m.

**Respectfully Submitted:**

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**Mary Couch, Secretary**

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**Susan Bambara, Recording Secretary**

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**Date**

\_\_\_\_\_  
**Date**

**Motions Log for BOD Meeting 9-19-18**

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HPP 2018