

**Hawaiian Paradise Park Owners Association
APPROVED – Board of Directors Meeting Minutes
January 16, 2019**

I. Call to Order: Vice President, Kathleen Shaw (District 3) called the Board of Directors Meeting to order on January 16, 2018 at 6:07 p.m. Quorum was established. The meeting took place in the HPPOA Hui Activity Center Library.

II. Roll Call:

Board of Directors: Kathleen Shaw, Vice President (District 3), Tanya Seaver, Treasurer (District 4), Craig Crely, Secretary (District 6), Mary Couch (District 2), Mayelin Stillwell (District 5) Chris Anderson (District 8), David Roe (District 9)-arrived at 7:00 p.m.

- **Absent:** Leslie Blyth (District 7), Larry Kawaaauhau, President (District 1)
- **Owners:** Judi Houle, Rosie Brown, Tam Hunt, Leliani Bronson Crely, Corky Schoonmaker, Shawn Merrill, Robert Merrill, Ruth Mizuba
- **Guests:** Chris Dodge of Spectrum, Don Morris, GM

III. Approve Agenda

Craig Crely (District 6) moved to approve the Agenda. Chris Anderson (District 8) seconded the motion. Vote: Yes-6.

Unanimous. Motion carried. Discussion: Added 1) Owner input. 2) Proposal to adjourn at 9pm and keep discussion to ten minutes. 3) Section IV. Change to Chris Dodge of Spectrum instead of Mr. Arbles. 4) Bylaws Committee won't be giving a report-tabled. 5) Finance Committee tabled - the last two meetings no quorum was met so no meeting/report.

Added to New biz: F) Regarding Land donated to county for park. **Chris Anderson (District 8) moved to accept the amended Agenda. Mary Couch (District 2) seconded the motion. Vote: Yes-6. Unanimous. Motion carried.**

IV. Chris Dodge – Spectrum – Direct Sales Supervisor. They are building out the rest of HPP working in several areas. They are waiting power from HELCO by late end of February tentatively. Once installed power supply, within one to 1.5 weeks they will begin offering service by going door to door, as well as, make effort to contact all before the cable takes life, they'll take orders, get it ready and once they activate, they'll come out and make it as smooth and easy as possible. Hope to start before next membership meeting. This is a heads up that they will be going door to door leaving cards, going to gates to offer the new service in HPPOA. 12th to ocean hoped up and running by end of June, notwithstanding unplanned delays. They have plans then to 15TH, 1ST, 13TH, so by end of year, every street will have cable. He'd like to speak at the next General Membership Meeting to give a report because the customer care doesn't get any of the info he has and he works directly with the construction department so he has information people will want to know. He left cards for all and enough for the office, for those wanting a card after tonight. He clarified he's on the sales department.

V. Approve Past Minutes

Chris Anderson (District 8) moved to approve the 12-19-18 meeting minutes as amended. Motion died on the floor.

Mayelin Stillwell moved to remove the sentence, "It was incorrectly commented on in punaweb forum that..." Mary Couch seconded the motion. Discussion: Vote: Yes-2, No-3 (Kathleen Shaw/District 3, Tanya Seaver/District 3, Chris Anderson/District 8), Abstain-1 (Craig Crely/District 6) . Motion did not carry

Chris Anderson (District 8) moved to approve the 12-19-18 meeting minutes as amended. Mary Couch (District 2) seconded the motion. Vote: Yes-5, No-1 (Mayelin Stillwell/District 5), Abstain-0. Motion carried.

VI. President Report – Absent/No report.

VII. Treasurer Report – Tanya Seaver

Bank Balances as of the end of December 2018:

- TOTAL Checking, Savings, Investments and Bond Reserve: \$5,412,291.18
- TOTAL Accounts Receivables: \$2,061,854.07. This account balance represents unpaid road maintenance fees, lien fees, finance charges, legal fees, Collection expenses and bounced check charges, as well as, a few transfer fees that have been billed but not paid. The office appears to be collecting on these past due balances as the balance of the account has to decreased from June by approximately \$306,000. Some of the decrease may be attributed to bankruptcies and foreclosure accounts that were written off; however, a large portion is payment receipts.
- Allowance for Doubtful Accounts balance is: \$1,161,782.77. The allowance account has decreased since June by approximately \$15,000. This decrease relates to bankruptcy and foreclosure accounts that were written off because they are

uncollectible, as well as General manager waiving some finance charges in order to collect payoff's on accounts. We can expect to see the Allowance for Doubtful Accounts balance decrease significantly once the audit entries have been posted upon final review of the audit, since this is an estimate and General manager has worked with the auditors to come up with a quantifiable estimation method going forward, resulting in a much lower estimate of collectability. (This is a Contra-asset Account required by Generally Accepted Accounting Principles (GAAP) that records the estimated amount of receivables, which may not be collectible.)

- There were 49 transfers completed during the month.
- The audit is complete and everyone should have received their email from John Arbles today. The draft financials have been reviewed by the office and returned with revisions. The revisions have been made and the draft financials still need financial review by the supervising partner of the Audit company. Once that is done, it is determined if there will be any other changes to the report and the Board will receive a draft. The plan for the final audited financial statement is to be presented to the Board in February by John Arbles. The office is in communication with the bond holder and has received an extension of the audit financials, so we are in compliance with no problem for the bond.

Statement Regarding Unaudited Financial Information – the unaudited financial information set forth above is preliminary and subject to adjustments and modifications. The audited financial statements and related notes are to be included in our annual report for the year ending June 30, 2018. Adjustments and modifications to the financial statements maybe identify during the course of the audit work, which could result in significant differences from this preliminary unaudited financial information.

A question asked to clarify what Board Expenses meant and it was a legal issue recommended by the accounting firm for a one time issue regarding where to categorize a legal issue. A question about P&L discussed. There was a Finance Committee meeting yesterday, but only Parker and the Treasurer were present. A probably typo will be investigated regarding a number that seemed out of alignment.

VIII. General Manager's Report

Loeffler Construction has finished the striping all the main roads today. There's been a lot of inquiries about road reflectors and whether we will be putting them down. The GM thinks that the reflectors can be purchased for approximately \$10,000 for all the main roads. It's up to the Board to decide whether they'd like to move forward with that. Installation is pretty easy and the road crew put it down last time. They will check for liability to see if volunteers are a possibility.

Road crew started preparing Maku'u at 22nd dead end for the AggreBind.

The office has finished the printing and mailing out of 8,700 annual Road Maintenance bills with the President's Report. The office has also processed 188 liens for this fiscal year. We need a new server. The present server is about 7 years old and keeps crashing. It can't keep up with the volume, especially quick books. At least twice a week it crashes, requiring a large ordeal just to get it back up. A price from the IT specialist was distributed. For approximately \$4,800, they will receive a system about four times faster with five times the capacity.

Equipment: The Volvo grader is still in the repair shop. They'd been waiting the parts to fix the flywheel and those just arrived so it should be up and ready in couple weeks. All other equipment is running fine at this time.

Mowing: The road crew mowed 56 miles of roadway easement with the side arm mower and 48 miles with the deck mower.

Graded & Compacted: The road crew has graded 18.5 miles of road.

Rubbish Pickup: 1.75 tons of rubbish picked up.

Safety Report: No accidents or injuries for the past 52 months.

Thank you for your support.

7:00 pm - David Roe (District 9) arrived.

A discussion about easements occurred. A board member noted that the quality of road work and prep for striping was not good. There is need for better equipment besides a backhoe to make them, but also a concern about the level of and need for more training of the crew. Discussion about grading and putting down material versus just grading. When road work is needed then putting down material or other work has to stop. Question about AC Reject use for AggreBind and hauling cost.

Tanya Seaver (District 3) moved to authorize purchase of a new server from Pacific Protech Services for the estimated quote#1225 at the price of \$4,847.70. Craig Crelly (District 6) seconded the motion. Discussion: ProTech will have to scrub the old system which will then be put on the inventory list. The weather here is very damaging to computer equipment. The quote is reasonable.
Vote: Yes-6, No-0, Abstain-1 (David Roe/District 9) Motion carried. .

IX. Mailbox Committee – Mary Couch reported that the mailbox committee is on hold. The USPS got back and said until the board approves the plan they can't move forward. In a nutshell, it's not as the USPS are saying, they are saying they aren't ordering the boxes until the board approves the plan. It was her suggestion to come up with a plan they can approve to send to postal service because Megan Brennan announced that there are going to be major changes at the postal service. So, she was under the thinking that if there's any chance for free boxes, we need to move sooner than later because USPS been running in the red for years. She stated that she told them about land use, and that the land use was said can be used, 15 acres of each 20 acre parcel, as long as we negotiate with Jeff Darrow present plans and get them approved. All the deeded lots are set up that way and so is Watamu. February 4 is next committee meeting. A Board member noted that the issue is very complex, so perhaps they should have a Special Meeting just to talk about it. That was agreeable to another Board member, once they have the plan. A discussion occurred about having two plans in case USPS finds fault with the first choice. Mary will take it back to the committee to discuss.

Chris Anderson (District 8) moved to institute a Board Mailbox Committee. Craig Crelly (District 6) seconded that motion.

Discussion: Ruth Mizuba spoke stating that when she was Chair on the previous Board Mailbox Committee, the post office had approved the 16th/Maku'u and 15th/Kaloli lots to be used for the mailbox location to have the USPS deliver. A Board member wanted the Board mailbox committee to work with the membership mailbox committee. There's nothing wrong with too much info. Chris Anderson stated he'd be willing to do that. Another Board member noted that the Government keeps promising things and then they wait for a new board. We filed this in 2016 with Alton at USPS, they waited for two more mailbox committees. The Association needs to get something and be firm with that plan in order to make the USPS follow through with completing it. They've been playing us. The board can look at all the ideas. *Chris Anderson (District 8) will only work with Mary Couch from the membership committee. The Board Mailbox committee chair, Chris Anderson, can chose the people for the committee. Motion died to be restated.*

Chris Anderson (District 8) moved to institute a Board Mailbox Committee and the Chair picks the members. Craig Crelly (District 6) seconded the motion. Discussion: Chris Anderson stated that he will only work with Mary Couch of the Membership Mailbox Committee. **Vote: Yes-6, No-1 (Mayelin Stillwell), Abstain-0. Motion carried.**

X. Nominating Committee – Mayelin Stillwell wanted the Board to tell them what happened regarding the form and Kathleen Shaw noted what was done at the December meeting. The minutes were read of last months minutes. The Board wanted the Conflict of Interest portion removed because 414D doesn't prevent a person from running for the position, they just can't vote on things that they have a conflict of interest.

Mayelin Stillwell stated that there are other disqualifying issues preventing people from running like board members can't run twice in a row even though they aren't noted in HPPOA Bylaws. The banners, for the main drags, have the numbers of the Districts, which change as they are open every year. We had someone to change the existing banners we have, but he can't meet the deadline. So the nominating committee wanted to request the approval to change the numbers and commas of the banner for \$50.

Kathleen Shaw (District 4) moved to give \$50 plus tax for banner change. Chris Anderson (District 8) seconded the motion. Discussion : Velcro covers would be good. Just changing the numbers on the banners. **Vote: Yes-6, No-0, Abstain-1 (Chris Anderson/District 8). Motion carried.**

Howling Holidays and other signs are still up, need to and will be removed from street signs.

Someone wanted to put up a sign and it was noted that any signs can only be put on private property, 20 feet back from the road or on a fence of a neighbor who approves it. The GM noted that there is a standing policy that nothing can be on the easement.

XI. Community Resource Report - Judi Houle

Albizia Workshop - This Saturday at 9 am in Hui library, then after the class, they will treat the non-hazard trees outside the community center. We were rained out last time.

Fire Ant Workshop – The next one will be March 16 at 9am in the Hui library – free help, sign up your street and the team will come with Tango. We have approximately 8 streets that have signed up for that and are now fire ant free by doing this.

Annual Holiday Food Pantry – They provided food for 364 people - the most ever. They gave away over 200 Christmas gifts, plus of food, clothing, toiletries and blankets. Thank you to the volunteer wrappers! We provided food for 3,568 people, last year, 2018, through the HPP Food Pantry Program. The next and all 4th Tuesdays of the month, from 1:30 to 3:30 is the food pantry. They expect increases due to the Government shut down. Overall there are more people in need, so we'll need to buy more food.

Our community Emergency Response Team and Emergency Radio Response teams are prepping for an Emergency Response Drill on February 23 from 9am to 4pm. They will establish and set up a practice incident command center for disaster training at the Hui – they will practice their response to hurricane emergencies – Civil defense will be here as well as several members of local communities to observe. The CERT and ERR meet every month and volunteers are encouraged to join in our Disaster preparedness trainings.

XII. Owner Input

Leilani Bronson Crelly – I would like to address the Mailbox Committee issue and inform you that February 25, 2018, at the General Membership Meeting, I felt there had been a coup and a takeover by Steve Crawford, Mary Couch, Mike Smith et cetera, who wanted to create ANOTHER mailbox committee after which they came up with a plan that I consider very unsafe. Point in fact, I had a near crash incident on Maku'u where we have our mailbox, and I then asked what dates the current mailbox committee meets and was told that there was no upcoming meeting and they hadn't met since November. I felt that we had done a lot of work and it was a lot safer than putting 8,000 mailboxes along our main thoroughfare roads. Any way you look at it, it's unsafe. I credit the Board for tonight considering another report including the past Mailbox Committee Report that was proven and approved mailbox committee report that would then take it on to 20 acre lots.

XIII. Old Business

1) Roads

A. Paving – Bids – distributed. Tanya asked in future that it be done with sealed envelopes. She then removed herself from the room. Mayelin Stillwell (District 5) wanted to declare her issue of upset that the envelope wasn't sealed with tape because anyone could have put in bids. There were four bids in the envelope. Mayelin Stillwell continued asking that she wanted an RFT and list of all vendors sent them to, but was told that he didn't send a letter, only transmitted with the exact specs desired for the bid. A long discussion of Mayelin's discontent about the bids. A discussion occurred regarding HPP contracts and procedures. Long discussion occurred about which roads to do in which order. **Kathleen Shaw (District 3) moved to finish 1st between Paradise and Kaloli. Craig Crelly (District 6) seconded the motion.** Discussion: if you want contractor to prep, we show them and have them bid on it. Special meeting needed?
Vote: Yes-5, No-0, Abstain-2 (David Roe/District 9, Tanya Seaver/District 4). Motion carried.

Kathleen Shaw (District 3) moved that the bid includes company doing the prep and our guys doing the prep with the companies overseeing. Specify base course. Evaluate the roads and let the company's make the decision. Every road is different. That's why we do a bid. GM suggested hiring an excavator to deal with the bad easements, including big trees that need cutting down.

Kathleen Shaw (District 3) moved to get bids with separately itemized prep and paving costs of the roads they're going to pave. Mary Couch (District 2) seconded the motion. Discussion: heard above **Vote: Yes-7, No-0, Abstain-0. Unanimous. Motion carried.**

8:09 Tanya Seaver left the room.

B. Aggrebind – Status – See GM report above.

C. AT&T Contract – GM sent the board the contract proposal via email with revisions and HPPOA attorney comments. If you agree with those suggestions then we will send it back to them. The price sheet is \$1000 for 1 year lease for a 2 year option. Will ask for \$2000 for that, plus \$2000, instead of their proposed \$1700 because they are adamant about getting the contract. Mary liked GM negotiating. Potential income \$2,000 per month with 7.5% raise in 5 year increments with a 20 year potential. Mayelin Stillwell wanted that money to go to the maintenance of the Hui rather than to go to the roads. The GM will try to negotiate for more than AT&T offered.

Kathleen Shaw (District 3) moved to negotiate with AT&T for a one time payment of \$2,000, a monthly payment of \$2,000 with a 10% increase per 5 year increment. Chris Anderson (District 8) seconded the motion.

8:19 pm. – Tanya Seaver returned to the room. Discussion: According to county, it's okay.

Vote Yes-5, No-1 (Craig Crelly/District 6), Abstain-1 (Tanya Seaver/District 4). Motion carried.

D. Spectrum – no paperwork back from them yet.- See above for more information.

E. Forensic Analysis – Mayelin Stillwell wanted to know why is it still on the Agenda? They were waiting for the audit info. Then they can decide to move forward. They decided to wait and see, because this audit was more thorough than previous audit.

Tanya Seaver reported a conversation not long after their meeting with Mr. Van Guenther asking about a hard number. He gave an example of the condo units with a bid for \$7,000. (8k was what he said at meeting per a couple board member) – it took 1.8 minutes per transaction. Out of this I could tell you we do approximately 8,000 transactions in a month in a month, not a year and his bid was based on 8,000 per year in the condo association. It will be \$150,000 for a forensic analysis. If we even consider doing it we need the entire membership weigh in on it because it's a lot of cash. And what are we paying? How do you get your money back. There is an upcoming membership meeting. **Mary Couch (District 2) moved to table until after the audit is complete. Chris Anderson (District 8) seconded the motion.** Discussion: It can be brought up after the audit. All 8,800 members have to be consulted and to vote on that kind of a large expenditure. As a survey or a ballot? That needs to be discussed later. **Vote: Yes-7. Unanimous. Motion carried.**

F. Bylaws – Chris Anderson (District 8) moved to table to next month. Mary Couch (District 2) seconded the motion. Discussion: Why? **Vote: Yes-5, No-0, Abstain-2. Mayelin Stillwell/District 5, David Roe/District 9) motion carried**

G. Format of meeting minutes – reviewing of old minutes of years ago, every meeting back then, they started with discussion of last meeting motions and whether they had been addressed or not. We have a lot of motions and we need to keep track. I suggest it be part of the agenda at the beginning of old business. A discussion ensued. Tabled until the new server is up and running.

XIV. New Business

A. Record Keeping – Mary Couch – It hasn't been kept since a prior board indicated no longer maintaining audio data. She felt that law obligated them to keep audio data and so she felt they needed to start doing it. Doesn't care about the past, insists it must be done. Discussion about audio requirements as record keeping. Written minutes are required, but there is no where in the bylaws requiring them to be audio. It was asked that law be found and cited which is said to state that audio is required to be kept per State or Federal laws.

There was then a question about where the Recording Secretary's Job Description allows her to witness swearing in, and where it says that she can witness swearing in Board members because they were sworn in with her as witness as said to be okay per bylaws. Conversation tabled for time.

B. Board liaison for committee – Tanya Seaver (District 4) moved that any Board liaison, for anything, must be approved by the majority of the board. Chris Anderson (District 8) seconded the motion. Discussion: Is this needed because either 1) board feels it needs a liaison on every committee, or 2) are their board liaisons that are self promoting themselves, which since you can join any committee you want, are you saying you can be a member of a committee, but you can't be a liaison? If a Board member is on a committee, they're just a member and not automatically the Board liaison just because they say so, they have to be voted in as liaison of the Board, by the entire Board, first. No member who happens to be on a committee can represent themselves as a board liaison unless they are voted to do so by the board. If a board member is on a committee, the appointed board liaison has the authority to speak for the committee. If the board decides someone is to be a liaison, then we are giving them the authority to speak for the board. They won't be authorized to do so other wise. We're all members, we can go to any meeting we want. More discussion occurred. **Vote: Yes-5, No-1 (Mayelin Stillwell/District 5), Abstain-1 (Mary Couch/District 2). Motion carried.**

C. Election Process – there was an election process and procedure group that was going to form, but fell off and went no where. It created issues. It was asked to remove this item permanently from the Agenda.

D. Inventory – to be done on everything HPPOA has. A motion was read from last meeting that it's pending to be done. The GM noted that there exists a fixed assets inventory and also an inventory of shop, office, and warehouse was done for insurance, as well. All big stuff is on the fixed asset inventory list. Anything \$500 and above. Subject tabled for time after a discussion about some items like dried up thermal plastic paint, which is a fire hazard, so the GM wants it needs to be dumped.

E. Library Use Policy – Mayelin Stillwell – felt there was no actual written policy about the library use and reported some confusion. The GM disabused her of this idea, stating there is a procedure. Check out the key, give back the key. Sign in and sign out the key. Mayelin said, let's have a policy. How about a policy. Key policy discussion occurred. Mayelin wants Mary Couch and her to make a policy. Mary agreed that there is not a process, so it should be documented. The GM noted that it was documented in the minutes and simply needs to be printed up. It was further explained that the way the calendar is done, it only goes a month at a time, so if someone wants consecutive meetings, they can't always get the same time because other things get booked in. It would be nice to go on line and automated with idea that rentals come first because they are needed revenue to maintain the Hui Activity Center. Mayelin cited that in some time in the past, they could just call the office and be put on the schedule forever. Mary explained to her that they only allow a month at a time on the schedule. The GM disabused Mary of this idea stating that was not correct, but that the Membership Mailbox committee had been wishy-washy with their desired day and date use, they'd cancel, add, cancel, add. Pick a day and time and you can have it unless someone already has it. Mayelin started a discussion about the key. The GM stated that it is noted on a key log and Craig stated that they do have a policy protocol.

Mayelin Stillwell (District 5) moved that Mary Couch and Mayelin Stillwell write a activity center key policy to be submitted to the Board for approval at the February Board Meeting with intent to post on website, and include on the check out key log. Discussion: GM is in charge, but she and Mary want to meet with him about this. Discussion of policy creation. **Chris Anderson (District 8) seconded the motion. Vote; Yes 2, No-5 (David Roe/District 9, Tanya Seaver/District 4, Craig Crelly/District 6, Kathleen Shaw/District 3, Chris Anderson/District 8). Abstain-0. Motion did not carry.**

Tanya Seaver (District 4) moved that GM, Don Morris, asked the office staff in charge of key control to add to sign out sheet states that all keys must be returned by the person who took the keys out. Mary Couch (District 2) seconded the motion. Discussion: Mary liked idea. Mayelin wanted a friendly warning of consequences. Person checking out key, must be the one to return it. Mayelin was concerned with enforcement. Long discussion occurred. **Tanya Seaver (District 4) rescinded her motion. Craig Crelly seconded. Motion died.**

Kathleen Shaw moved to add Executive Session to tonight’s Agenda. Craig Crelly (District 6) seconded the motion. Discussion: Regarding Personnel and legal. Limited to half an hour. **Vote: Yes-6, No-1 (Mayelin Stillwell/District 5), Abstain-0. Motion carried.**

F. Land donated to County for Park – Mary Couch – she took the deed up to the county planning dept to find out where they stand with land use as it applies to mailboxes, they said, it’s open zoning for all of HPPOA land, but the land designated in HPPOA Master plan registered with county that CDP is working off of is the land designated as our park. The date they’re working off is online. The one HPPOA has says it’s designated for an elementary school. She stated that CDP and planning have it designated for city center, but the Master plan was done in 2005 and is designated for schools. We should probably have a board member as part of CDP committee because it’s planning city centers and all kinds of things including the plan the CDP has designating that park lot is identified. Wouldn’t the county have checked that? She said that is what Jeff Darrow said in planning department. The board asked to see the official HPP plan to check. The county doesn’t have control of HPP property. Mary will follow up and get more info about the links to the master plan CDP is referring to.

XV. Announcements:

Next scheduled Regular Board of Directors Meeting is February 20, 2019 at 6pm

XVI. Adjournment to Executive Session

Kathleen Shaw (District 3) moved to adjourn to Executive Session. Mayelin Stillwell (District 5) seconded the motion. Vote: Yes-Unanimous. Motion carried. Meeting adjourned at 9:35 p.m.

Respectfully Submitted:

Secretary

Susan Bambara, Recording Secretary

Date

Date

Motions Log for BOD Meeting 1-16-19

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