

**Hawaiian Paradise Park Owners Association
APPROVED – Board of Directors Meeting Minutes
February 20, 2019**

I. Call to Order: Vice President, Kathleen Shaw (District 3) called the Board of Directors Meeting to order on January 16, 2018 at 6:05 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 Crelly, Secretary (District 6), Mary Couch (District 2), Mayelin Stillwell (District 5), Leslie Blyth (District 7), Chris Anderson (District 8)- arrived@6:09/left@8:22, David Roe (District 9)

- **Absent:** Larry Kawaaauhau, President (District 1)
- **Owners:** Shawn Merrill, Robert Merrill, Alexa Von Alemann, Azya Martinez, Parker Micholson, Wrenn Bunlar, Rosemary L. Brown, David Prager, Judi Houle, Terri Stratton, Fran and Pam Holden, Tiffany E. Hunt, Patrick Murdoch
- **Guests: Auditors John Arbles and Mike Ito, Don Morris, GM**

III. Approve Agenda

Agenda changes discussed: 1) Treasurer report distributed, but not read, will be added by Recording Secretary. 2) Owner Input moved up to after Manager's report. **Tanya Seaver (District 4) moved to approve the Agenda as amended. David Roe (District 9) seconded the motion. Vote: Yes-7. Unanimous. Motion carried.**

IV. TIH Audit Report - Mike Ito and John Arbles auditors from KFA Wakahara – The auditors gave their report summary about the recent audit ending year of June 2018. They have submitted report, financial statement and all other part deliverables related to the payment. They distributed their letters regarding governance and their findings. Their engagement was regarding standards practice. First year audit required some things addressed that were easily taken care of with Board and staff of office. They've completed the engagement. Thank you for the opportunity to work with your association. Last weeks meeting was informative and covers a lot of the information. The findings were delivered to the board for dissemination to the community. A Board member asked, "how did the audit turn out? Was it a clean audit?" Auditor John Arbles replied: Audit opinions can be adverse or modified. In this case it's unmodified, clean, we audited the numbers and there's a clean audit opinion.

We are required to give two communications to the board. 1) internal control recommendations to process documenting the system of internal controls with any suggestions that might stream line the systems. 2) governance letter dictates our interaction with management. We described our relationship with management and we did not have any problems with them, or in obtaining information. We came to office and did numerous testing's, we also got open info from board members, and every one provided information openly.

How and when to implement internal control recommendations varies in importance, but *bottom line*: clean audit opinion.

More questions and information ensued. One of the auditors went on to state: It turned out really good. It's really about the actions and interactions with the people in our firm. One more thing that is important the tax return will be worked on and completed by May 15 deadline. Since report has been finished there is some information requested that will be there in time for the deadline. The tax department has specific people specialized and working on it. John Arbles may be the conduit. The Board thanked them for all they did.

Mayelin Stillwell stated that she wanted private meetings with the Auditors added for the Finance Committee, but the Auditor replied that would be up to the board to decide, and was not the audit company's decision. Mayelin Stillwell insisted this was in a brochure and a promise. The Auditor stated that if it actually said that, then it would have been an oversight during the engagement letter, but he didn't know anything about what she stated. He went on to explain that if, at the beginning, the auditors didn't necessarily understand governance and the roll everyone was to play, then we will modify that and you can vote for that. We want to provide the info as directed. Board member Tanya Seaver stated that it will be going on website for all to see. Board Member David Roe acknowledged that the auditor's time is very valuable, so the

Board will need to determine if you're going to be our long-term audit company, and make that decision first. It would be nice to come up with a process to filter questions. Mr. Arbles stated that this concludes this year's audit and if they're engaged again, they can start answering those questions, but he cannot reopen. Tanya will send Mr. Arbles email, if the Board Okays it. If the Finance Committee has a follow up question, two or five, they will do it, because they now understand it all a little better. He clarified that if things are voted on, we will do it.

V. Approve Past Minutes

Craig Crelly (District 3) moved to approve the 1-16-19 Board of Directors' meeting minutes. David Roe (District 9) seconded the motion. Discussion: page 5: typo - needed to add the word, "not" e.g. there is "not" a process in place. Mayelin Stillwell (District 5) made a lengthy complaint about the summary of the nominating committee report. She wanted it rewritten, but the board agreed the Recording's Secretary was accurate as written. The motion died on the floor with Mayelin's objections to the summary of Kathleen's Conflict of Interest comments. Mayelin was asked if she was asking to have Kathleen Shaw's name added to her comments? Mayelin stated that she wanted everyone's names attributed to everything said. It was explained to her that is not what Minutes are to do; rather they report what was done, not what was said in great detail. Minutes are a summary of what occurs. Mayelin objected to this and the characterization that her discussion was lengthy. The Recording Secretary offered to insert the start and completion time of Mayelin's discussion. Mayelin stated that a "long" discussion is an opinion. **Motion died. Mayelin Stillwell (District 5) moved to make the paving section verbatim. Leslie Blyth (District 7) seconded the motion.** Discussion: Page 4 – Mayelin Stillwell disagreed with the summarized version, so she wanted it verbatim because she said it was her and not Tanya who suggested sealed envelopes. David said that is what the minutes state. **Vote: Yes-2, No- 5 (David Roe/District 9, Chris Anderson/District 8, Tanya Seaver/District 4, Mary Couch/District 2, Kathleen Shaw/District 3). Motion did not carry.** Mayelin Stillwell (District 5) had issues with the Recordkeeping section on page 5, but the Board agreed with the summary of the minutes and that they are correct. Mary Couch stated that the Recording Secretary did correctly record what everyone was saying.

Tanya Seaver (District 4) left the room@6:52 p.m.

Kathleen Shaw (District 3) moved to accept the 1-16-19 BOD Meeting minutes with "with tape" removed along with noting Mayelin Stillwell's objection to the minutes, and add the word, "not" regarding library use process. Chris Anderson (District 8) seconded the motion. Discussion: Mayelin Stillwell insisted that she only said the envelopes had to be sealed, but not that they had to be sealed "with tape" so it was important that was removed to make sure the minutes are more accurate. **Vote: Yes-5, No-1 (Mayelin Stillwell/District 5), Abstain-0 - [Tanya Seaver was out of the room for the vote.]. Motion carried.**

Tanya Seaver returned to the room @ 6:52 p.m.

Mary Couch (District 2) moved to approve the 1-24-19 BOD Special Meeting Minutes. Chris Anderson (District 8) seconded the motion. Vote: Yes-7, No-0, Abstain-1 (Mayelin Stillwell). Motion carried.

VI. President Report – Absent/No report.

VII. Treasurer Report – Tanya Seaver

Bank Balances as of the end of January 2019:

- TOTAL Checking, Savings, Investments and Bond Reserve: \$5,459,779.31
- TOTAL Accounts Receivables: \$4,628,768.52. 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 billed out approximately \$3,135,000 for the annual billing. December's AR balance was approximately \$2,061,000. Based on my calculations, the office has collected approximately \$568,000 of both current and past due road maintenance fees in January.

Allowance for Doubtful Accounts balance is: \$725,409.36. As I reported last month, the allowance account was decreased through our annual audit and we are seeing the results of the adjustments now. (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.)

Our first principle payment on the new Bond was made in January for \$790,000 and interest of \$339,382.88 was paid for the first year (\$165,340.38 of this was paid in July).

There were 48 transfers completed during the month.

Now that the audit is completed, the Board needs to approve posting it to the website so that the office can get it posted and sent our Bond holder.

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.

VIII. General Manager's Report – Don Morris - General Manager's report was distributed.

Loeffler Construction has finished with striping of all the main roads. We will be installing road reflectors after we have finished the current phase of Aggrebind. 22nd Maku'u Dead End has been prepared for AggreBind. We are just waiting for the right weather to apply the AggreBind. The road crew will also be starting to refurbish and replace road signs and stop signs after they complete some of the other projects.

Equipment: The Volvo grader is almost finished, should be done by next week. We had to replace the air compressor in the water truck last week. It is back on the road. All other equipment is running fine at this time.

Mowing: The road crew mowed 76 miles of roadway easement with the side arm mower and 65 miles with the deck mower.

Weed Whacking: The road crew has weed whacked the entrances and all corners of the crossroads of Maku'u, Paradise, and Kaloli.

Graded & Compacted: The road crew graded 16.5 miles of road last month.

Rubbish Pickup: 2.25 tons of rubbish and 35 tires picked up. Disposing of the tires is expensive.

Safety Report: No accidents or injuries for the past 53 months.

Thank you for your support.

The Treasurer, Tanya Seaver (District 4) inquired why the fly wheel took so long to fix after it finally arrived. The GM reported that the mechanic was busy, but for twice the price they could have gotten another mechanic to fix it sooner. A discussion about mechanics ensued and moved into discussion the older vehicle's need for specially manufactured parts from the manufacturer when it breaks down. A discussion about cross training or getting another driver for the second grader.

IX. Owner Input

David Prager – Regarding Robert's Rules of order. It's gotten so complicated and big, so he suggested the Board either move away from using it, or go back to a smaller version of it.

Terri Stratton. Thank you for the road striping. The road reports used to be published to the website so members knew what was going on. We who come to meeting know what's getting done, but getting it on the website would be good.

Tiffany Hunt – Reminded the board of the signs of conduct and community displayed around the room. Appalled at the level of conduct in the meeting. Recently relocated here due to the lava event, and was a Secretary in her past subdivision. She made lengthy minutes reports with title pages and reams of discussion. She appreciated that her representative responded

about the \$360 bill. Suggested draft minutes circulated before the meeting with all changes submitted before the meeting to save time and conflict. She specifically came to talk to the board about the road fee. Please stop raising the fee. Many are retired and/or live out here. In her former subdivision, they had a swimming pool and paved roads for \$220. We paid for them. I'm here now. I'm paying attention. I'd love to be at work. I paid a \$300 transfer fee, too. Please, do your business at hand.

X. Committee Reports

a. **PMP** – Terri Stratton - We are looking for new members on the Pro Management Committee.

b. **Mailbox Committee** – Chris Anderson. – In conjunction with the membership mailbox committee, they have agree with the four sites and they are going to start clearing them. They need to get bids. We've gotten two companies to give bids and would like the board to direct the GM to come up with proposals for the board to decide. He thought maybe a special meeting might be need to get this moving on to our community. A large discussion ensued regarding the plans, dozing, green waste, hauling away green waste, permits, specifics, and the fact that until there is a signed commitment from the USPS with approval of the plan, and then board approval, no work can be done or you're wasting time and money.

Craig Crelly (District 6) noted that he's been under attack by Mayelin Stillwell for three years in social media. He added HPPOA's policy is that "any correspondence must be signed by the committee chair," and that wasn't done by Mary Couch (District 2), who acknowledged that to be true with apology for the overstep. Chris Anderson (District 8) pointed that the board mailbox committee presentation is complete. Asking if the board committee can start clearing lots one at a time. David Roe (District 9) replied that if we only have 720 mailboxes, we should not be clearing all the lots. Mary Couch stated that she would send all the letters from USPS to Don and the Board to prove that USPS was really going to move forward, stating that they want to meet with HPP and see the cleared lots. The Board and the GM want to see the actual physical plan. Mary stated that they aren't done, but they want to start clearing the lots as the plans are being completed.

Chris Anderson (District 8) is moved for the RFP to be sent out to start the bids to start the clearing process. He stated here: If we get the bids and have to do a special meeting to get this project moving. **Tanya Seaver (District 4) seconded the motion.** Discussion: The GM noted that he's done all of this already in the past. He got bids in 2017 to lay out pads, rebar, this all happened already with the Board Mailbox Committee before it was decommissioned in favor of the Membership Mailbox committee that has now united with the re-formed Board Mailbox Committee. He went on to state that until there is something in writing from the USPS, it's a waste of money.

The present mailbox committee wants to move forward and the GM's bids from 2017 would need updating. Tanya Seaver (District 4) asked the GM to give all the past information already done to the committee to openly review since they have to come back to the board and can't act on their own.

Craig Crelly (District 6) noted that in 2016, \$100,000 was put aside for this project, the entire Board wrote the USPS stating in writing that the Association was ready to clear the land and what the USPS instructions were per their requirements. We were told they had 8,000 boxes, and half were already here, we said we were ready, had the GM ready to go, but the USPS ignored us and never got back to us, so he wanted to see a firm commitment from the USPS. We don't want to clear 8 acres and hear they just had a budget cut. Mary Couch stated that they have the commitment from the people who report to the postmaster and do the actual physical box handling. She stated she would follow-up with getting a letter stating that we have the rest of the 7,400 mailboxes for sure.

Mary Couch (District 2) stated that the postal service requested to come visit as a team like they did, before feedback changed the plan, to being placed on the land instead of the easements. They want to come at the end of the month, so she conveyed the committee thought that if the association could at least get started, she would take the action item to make sure USPS has boxes and when we can expect the others. A discussion ensued about the need to get the boxes and plan in place before starting work on clearing lots. David Roe was okay with clearing one lot if we actually have the 720 boxes, but not unless we have a commitment for the other 8100. Kathleen Shaw (District 3) noted that the letter to USPS should go out on letter head and Chris Anderson (District 8) stated that the Mailbox Committee will draft a letter and send it through email to Board members to start getting stuff done. **Motion died.**

Chris Anderson (District 8) moved to have the (BOD) mailbox committee draft a letter to present to board via email, if approved goes through corporation to office to the USPS (US Postal Service). Kathleen Shaw (District

3) seconded the motion. Discussion: No action without it in writing from all board members via email. Action is taken when the last director consents (meaning ALL directors must consent). In addition to sending it out to everyone approving via email, we need to have a blurb to everyone that all board members sign off on. Draft will go to all on board and then it can be ratified in next meeting. Final meeting needs to be signed in the office like it was done last time. Once all agree with the draft, then all will have to go in to office to sign off on a real copy in the office. Kathleen Shaw stated that she saw the GM's reports and he did have it all done already. Craig Crelly stated that the committee can't take action without getting it in writing and he would only vote yes, if he sees the commitment from the USPS in writing from them. Mayelin Stillwell clarified that Craig wants this done per State Law, which the GM stated they did last time, as well. The committee is making a recommendation to advise the board of what they'd like to have approval to do. Until the Board knows everyone is in agreement about the draft, then the actual real signature letter will need to be signed in the office. **Vote: Yes-7, No- 1 (Craig Crelly/District 6). Motion carried.**

c. Nominating Committee – Leslie Blyth – referring to the information they distributed in the Board packets requesting 1) the board approve the league of women voters to count the district election ballots and that organization needs to be engaged early because they get booked up. 2) a request that the board instruct the GM and office staff to start working on the Master District Election Mailing list before April 1; and after April 1st, they want the staff to update the list to only reflect those current with their road fee payments.

A Board member questioned what the sense is of having the staff has to do it twice? Leslie stated it would be wrong to ask for the list before all the payments are received, so she said that after April 1st. The GM noted that this is private information of people's names and pertinent information that the Nominating committee are requesting is something that they do not have a right to access and furthermore, he explained in detail that is not how the mailing is even done. He clarified there is no list, the computer does it and it's all mail merge with the name of the person going right out on the postcard. There's no list for committee people to have containing other community member's information.

Leslie Blyth (District 7) and Mary Couch (District 2) stated that should be changed because this was an issue last year when Mayelin Stillwell and the nominating committing requested a list for each district so they could verify and cross reference.

Kathleen Shaw (District 3) asked why then does anyone need that list until the day they count? Mayelin Stillwell stated that was not what Leslie Blyth meant, "she doesn't mean the Nominating committee gets it" – the GM wanted clarification because he thought that the counters were coming to the office to count the ballots and Leslie Blyth concurred with David Roe (District 9)'s statement that if the counters come to the office then the office can provide the list directly to the counters, so it was concluded there's no sense in directing the staff to generate a list for the nominating committee to have or access. The list should be available when the votes are counted. Leslie clarified this was just the request to make sure that the list is there when the count begins. That ballots are going to be mailed out based on the April payments received. Mayelin Stillwell stated that people who paid after April 1st wanted ballots. The GM clarified that the list cannot be re-done after the ballots are sent out. Mayelin agreed with this because it has to match.

A discussion about voting and the need for a notice that people have to be paid up to date by April 1st. The list should be there for the counters, but the GM cannot give out information about people because that would be a breach of privacy for the community. The observers cannot be handling people's private information. Mayelin explained what happened in the past and Chris Anderson acknowledged that this is just a request that the list is ready for the counters to be a proactive request for that day of the count. Craig Crelly noted how last nominating committee tried to kick him off the ballot stating he hadn't completed his application correctly, although others hadn't either, but only he was prevented from serving his district for the beginning of his stead on the board under that guise that he didn't completely fill out the form, noting that others were not harassed over their empty application areas. He was curious how what he approved for the Nominating committee in the last election stated that the ballot was due at 4 pm on Tuesday, March 15 2018, but somehow it's changed to 2019 now, but the board didn't approve that, so this kind of stuff goes on without Board approval. Mayelin stated that the Nominating committee talked to the President and she was immediately reminded that one board member cannot do anything, it has to be the whole board. Then Mayelin stated it was a typo. Craig Crelly wanted to point out that the Nominating committee kept him off the board and attempted to keep him from running over a similar thing, but then they want it overlooked when they make a simple human error. Mayelin declared that it was getting personal and off topic. Another Board member noted it was not off-topic.

Tanya Seaver (District 3) left the room @7:51

Mary Couch (District 2) moved that the date change be approved for the candidate consideration form. Chris Anderson (District 8) seconded the motion. Vote: Yes-6, No-1 (Craig Crelly/District 6). Motion carried (Tanya Seaver/District 4 was out of room for the vote).

Kathleen Shaw (District 3) moved to approve the League of Women’s Voters to count the ballots. Chris Anderson (District 8) seconded the motion. Vote: Yes- 6, No-1 (Craig Crelly/District 6), Abstain-0. Motion carried. The GM asked for clarification on where they would be counting the ballots because it would make a difference to the staff and what they need to do to prepare.

Kathleen Shaw (District 4) moved that the master list be created from the mail merge list on the same day the ballot printing begins, after April first. Chris Anderson (District 8) seconded the motion. After the mail is received on Monday, everything has to be posted as it’s opened. So it will be, after the first, once everything is posted, then the mail merge is created and the post cards are made by the mail merge, and then cut.

Tanya Seaver (District 4) returned into the room @ 7:55

An official of HPP will provide it as a hand delivery to the officials counting on the day of the ballot counting, and then the official(s) of HPP will pick it up when the count is completed. **Vote: Yes-8, No-0, Abstain-0. Unanimous. Motion carried.**

3) The Nominating Committee is requesting board approval to mail out district announcement mailers using standard sized postcards with the address on one side and the announcement on the other side, about the Candidates wanted and the search for them. Mayelin stated that it’s been done in the past. They estimate approximately 2,400 mailers. The purpose was stated to be per the bylaws that the board is supposed to advertise it and this is a quick way to get that information out. David Roe (District 9) and Chris Anderson (District 8) noted that the openings can also be announced as have been done by banner and newspaper. It was clarified that has also been done in the past. It was noted that what they’ve done in past was to mail to all 2400 people in the districts up for election. We mailed from Honokaa to Kohala because it didn’t make sense to send it off island because the Board members need to be able to attend the meetings. There’s probably about 2100 at minimum. All those not to run will need to be deleted. Mary Couch requested if they could just create signage and put it up at Shower because so much of the subdivision drives through that area. It was noted that they have already placed banners on Shower. **Kathleen Shaw (District 3) moved to send the post cards out to local areas. David Roe (District 9) seconded the motion.** Discussion: cost to association? Billings go out to all, but not all are eligible. **Vote: Yes-5, No-3 (Craig Crelly/District 6, Chris Anderson/District 8, Kathleen Shaw/District 4), Abstain-0. Motion carried.**

The GM noted that gives only three weeks from deadline to mail, so he wanted to know if the Board is approving overtime to have the office staff do this added work with short timeline? We spend all day opening mail and posting, but the nominating committee doesn’t have the right to see private info. The amount of money owed is visible, and would have to be redacted. It would be a mail merge. Mayelin Stillwell stated that these things weren’t private. **Mary Couch (District 2) moved to clarify what a limited number is and add three zip codes: Hilo, Keaau, Pahoa.** Terri Stratton spoke from the gallery sharing the areas they did last time. Discussion ensued. **Mary Couch (District 7) rescinded her motion.**

Kathleen Shaw (District 3) moved to send the same zip codes as done last time it was done for District 6, but this time to Districts 1, 6, 9 with the notation, as noted, about “Candidates Wanted” section. Leslie Blyth (District 7) seconded the motion. Discussion: How much will it cost? What card stock to be used. **Kathleen Shaw (District 3) rescinded her motion.**

Discussion that Nominating Committee needing to get a price quote. Post card stock, cuts cost. Postage is roughly \$1200. If we print them in the office, they will need to also be cut. Mary Couch volunteered to assist, but the GM noted that she can’t because it just comes through the computer. Budget discussed. It will have to be done in house. The GM was uncertain if the office has time to do it because it needs to be done in two weeks, before March 15. We don’t have enough time to get it out and back by the 15th. Discussion. Leslie Blyth screamed that she would just pay for “the [EXPLETIVE] thing because she’s sick of it, so she wanted to buy the stock and pay to have it printed. Tanya Seaver wanted to know why is this now in a time crunch? . Mayelin Stillwell stated it needed to go in billing. Tanya Seaver disagreed with allowing Leslie Blyth to make a motion that she would personally pay for it.

Tanya Seaver (District 4) moved that the board finds the money and pay the overtime to get this done because a committee and volunteers should not have access to the private information. Bruce Derrick spoke from the

gallery wanting it noted that in the past election people put his address out in the public. Tanya Seaver stated that she didn't know why anyone would want to run for this board because since running, she's been harassed in her business by people actually in the room having called the county to report so-called problems. She stated that she has received nothing but misery for trying to help our community and the frustration in dealing with adults bickering like children has been daunting.

Mayelin Stillwell (District 5) kept interrupting Tanya Seaver (District 4) while she had the floor so the Chair stated that Mayelin need to let Tanya finish or Mayelin would be asked to leave.

At this point an owner spoke out in the cacophony of voices and stated that the meeting was not running properly and she wanted to be head. The chair stated it was a board meeting so the audience would not be heard now. **Motion died.**

Tanya Seaver (District 4) moved to approve the funds, up to \$2500, towards the mail out of postcards. Mary Couch (District 2) seconded the motion. Discussion: This is to cover any overtime needed for the staff to meet the short deadline being presented to prepare the information. David Roe wanted it mentioned that the board just heard an owner speak about our \$360 road fees. This is a candidates wanted postcard. We have sent out a thousand and gotten one response. **Vote: Yes-6, No-2 (Chris Anderson/District 8, Craig Crelly/District 6), Abstain-0. Motion carried.**

d. Finance Committee

We had a meeting this past Monday and for the first time, in a long time, we finally met quorum. The meetings have been called and held, but the quorum had not been met.

Chris Anderson left the room at 8:22 pm.

The meeting went well and the Finance Committee has agreed to meet twice a month, one in the day and one in the evening, to help members on committee make quorum. When they meet, they will be working on budget and capital improvement.

XI. Community Resource Report – Judi Houle –Has lived here almost 30 years and cares about community. She volunteers to help provide free services to the Community, which include a food pantry sponsored by Neighborhood Watch. The **Food Pantry** happens every fourth Tuesday of the month. Recipients come between 1:30 and 3:30. We appreciate any donations of clothing or toiletries.

The next one will be March 26, 2019. People wanting to donate items of food, clothing or toiletries are asked to come at around 11:30 a.m. that day of the event and there are tables set up for those items.

Albizia, Ohia ROD, and Fire Ant Workshops are given on a rotation of themes every third Saturday of month in the Library. We are going to alternate this month with Fire Ant workshops. You can also bring six or more neighbors together, come to a workshop, and then we'll provide free training on that street with tango, and do lot demonstrations. We have eight streets that are fire ant free. Come to the workshop March 16, bring your neighbors, sign up a minimum of six neighbors to have street treatment training. The more product purchased, the cheaper the product costs for your street.

A Board member asked what the status is with the **Ohia ROD** in HPP? Judi reported that it's widespread and that in the workshop, they talk about how to prevent the spread. The also talk about other invasive species. The BIISC (Big Island Invasive Species Committee) comes in to the subdivision to teach our community and they've been doing this for about four years.

This Saturday will be a **CERT and Neighborhood Watch Training along with the Radio Team**, and they will be creating a practice incident command center at the Hui. They will begin setting up radio systems at 8 a.m. and the event begins at 9 a.m. going until to 2 p.m. People are encouraged to come anytime during the day to see what we're doing. We have a lot of nurses and doctor who come. Our CERT team gave almost 4,000 hours of our time through the recent Leilani lava event . We've invited surrounding communities to come and will be training with them as well. We will be practicing and learning from each other. All are invited to attend. _____

***BEGIN: Variation from the Agenda** heard as Mayelin Stillwell (District 5) asked to excuse the GM from this and all meetings until his private case against a Board member is finished. A Board member responded that because the situation

is a personal issue and not a board thing, so if Mayelin makes it a board thing, then the Board would also have to limit that District Representative involved from being able to weigh in on certain things. The GM clarified that it is, indeed, not a board issue. Tanya Seaver (District 4) stated that the Board would need to get legal opinion about the entire situation and Mary Couch agreed that the Board does need to get a legal opinion.

Mary Couch (District 2) moved that the board deal with the road matters and then allow the GM to go home for the evening. Leslie Blyth (District 7) seconded the motion. Discussion: Three of the Board didn't want the GM at the meeting and asked that he leave as soon as possible, but the other four members of the board pointed out that there were issues to be discussed in Executive Session for which the GM would be needed, as well as, during the regular Board meeting with regard to road matters it was desired he be present because he knows about the Association's day-to-day business, needing to be consulted and inform the Board as needed through the meeting. **Vote: Yes-3, No-4 (Kathleen Shaw/District 3, Tanya Seaver/District 4, Craig Crelly/District 6, David Roe/District 9.), Abstain-0. Motion did not carry.**

End Variation from the Agenda

XII. Roads

Tanya Seaver (District 4) left the room@8:38 p.m.

- a. **Proposals** – two of the four previous bids have bailed because they did not respond to creating another bid after they already gave one, but the board sent it back for more information. The GM noted that requiring the modifying of bids makes people jump off of offering further bids. It was noted that if bid is opened in public it has to be discussed in open session. Mayelin Stillwell wanted the GM to go get more bids since the other two chose not to re-bid again. It was explained why every modification of the bids makes contractors drop out of the bidding process because they don't want to deal with jobs where the people don't know what they want or they keep changing it. Many conversations erupted at this point. Mayelin Stillwell insisted it would be wrong to choose from the two remaining bids that it cannot be allowed. **Kathleen Shaw (District 3) moved to move "Road Proposals" section to Executive Session. Mary Couch (District 2) seconded the motion. Vote: Yes-4, No-2 (Leslie Blyth/District 7, Mayelin Stillwell/District 5), Abstain-0. Motion carried. Mayelin was asked to cite the**
- b. **Aggrebind** – 22nd is ready to go as soon as weather permits. Then to 6th and 4th street.
- c. **Speed bumps** - Mayelin Stillwell referred to the speed bumps policy and stated that some people blow through the stop sign at Paradise dead end, then shared a petition from people living there who wants something done. Mayelin Stillwell suggested cement bumps to hit and go over, so that was noted would cause an unsafe ramping of the vehicle, but not necessarily slow or stop someone. The homeowner with the block wall that gets hit, now has boulders in front of it, in the easement, but are leaving it up to board to figure it out. A discussion ensued including other areas where people blow through the stop signs and hit walls. Signage was discussed and the GM will look into signage, but queried what about the rocks, on Beach and Maku'u, which are a liability? He asked if they are to take them all off or look into being held liable if people plow into them. A board member noted that if the association has the signage, it's not our problem if someone busts through that. Homeowner's insurance was thought would cover that type of situation, but the GM noted that the house is a hazard. The road was there when they bought the house, but it wasn't paved. Reflective paint on the rocks in the easement was discussed, but it was ultimately agreed that if rocks are in easement, they should be removed. **Tanya Seaver (District 3) moved to use some of the yellow striping paint the rocks in the easement at the end of paradise drive. Craig Crelly (District 6) seconded the motion.** Discussion: If rocks don't stop them. The homeowners requested rumble strips, which require a costly machine and private company to do it. A hump would have to be a decent size, but that could ramp speeding cars up to fly. Mayelin Stillwell then asked for a friendly amendment to speak to homeowners first before applying the yellow paint because she asked, "What about the homeowner that has to look at the big yellow rocks?" Mary Couch agreed with the GM that it would be better to put up signage and move the rocks. More discussion occurred. **Tanya Seaver (District 4) rescinded her motion.** We don't have the equipment to pick up the rocks and where do you take them. Mayelin Stillwell accused the GM of placing the rocks in the easement and it was clarified that those rocks were placed there before he came into employ at HPP. **Tanya Seaver (District 4) moved to look into signage. Mary Couch (District 2) seconded the motion.** Discussion: There used to be proper signage but it was run into and knocked over. There was a sign and a left turn arrow. When

people take out all of our signage, can't their insurance pay for it? Yes, but most are unseen, unreported hit and run accidents to the signage. The GM reported that in the most recent incident, the guy took off before the police got there. The correct signage that should be there will be replaced, no bumps, and the rock removal would require a costly machine. Mayelin just wanted to know how the rocks got there and the Board noted that there it was done long before anyone in the room was on the board or employed in the subdivision. She was told to tell her constituents that the board is looking into proper signage. **Vote: Yes-7. Unanimous. Motion carried.**

- d. **Stop Signs** – The question asked was why can't we put stop signs on roads. Past President, Patrick reported from the gallery that in the past Representative Eileen O'Hara stated that Steve, the county traffic engineer stated that putting a four way stop on a private road would cause a legal liability. Patrick offered to go back and get more info, but it was his understanding that if they arbitrarily put in a stop sign in the thoroughfare, the association could or would be sued. These signs would be for the main roads to slow down the traffic. Mary Couch volunteered to go to county to see what their specs are on any other road, if they can put up stop signs, and how that's done. Asked for permission by the board to go ask. If there's no issue for county it should be no issue. A discussion ensued ending with Patrick asking if they should just have this discussion with the traffic engineer.

Tanya Seaver (District 4) moved that the GM find out through James Tyrant (sp?), the insurance agent, and speak with a traffic engineer about specific liability for adding stop signs (in the subdivision). Kathleen Shaw (District 3) seconded the motion. Discussion: We have an umbrella policy. By asking the question, if it would be beneficial for the subdivision to add stop signs. Mayelin wanted the GM to add asking the engineer about the rocks in the easement of a house down a dead end, if a person blows through the stop sign and then hits them? **Vote: Yes-7. Unanimous. Motion carried.**

- e. **Mason Yamaki**

Tanya Seaver (District 4) left the room at 9:21 p.m. It was decided to be a legal road issue

Mary Couch (District 2) moved to take this matter to Executive session. Kathleen Shaw (District 3) seconded the motion. Vote: Yes-5, No-0, Abstain-1 (Mayelin Stillwell/District 2). Motion carried. (Tanya Seaver was out of the room for the vote).

- f. **Forensic Analysis** – tabled due to time. **Kathleen Shaw (District 3) moved to table forensic analysis and bylaws sections. David Roe (District 9) seconded the motion.** Discussion: Mayelin Stillwell inquired if the Board will allow Mr. Guentherer to give his presentation at GMM. Board member Mary Couch (District 2) noted that would be completely up to the membership because it is their meeting and decision to make, not the Board's. She also reported that the membership will be running their own General Membership Meeting. She stated that a person named Adriano (last name not known) volunteered to run the meeting. Alexa Von Alemann was working with the community to find someone to run the meeting. If people want things on the Agenda, they are to contact Alexa. Adriano will be contacted by Mary Couch to let him know that Mr. Guentherer needs to be added to the Agenda. **Tanya Seaver (District 4) returned to the meeting at 9:27 p.m. Vote: Yes-5, No-0, Abstain-2 (Mayelin Stillwell/District 2, Leslie Blyth/District 7). Motion carried.**

XIII. New Business

- a. **Emails/Social Media** – Craig Crelly stated that he was responding to comments made on Social Media. He is tired of being the subject of these comments and would like to see the proof of those comments by the next Board meeting. If the comments aren't true, then he wants an apology or wants the Board to take disciplinary action against the person making those statements. Mayelin wanted to know how recent the comments were because she didn't think it mattered since she deemed it "old stuff" so she didn't want it addressed. Mayelin Stillwell was informed that it matters because she was doing those things while she was on the Board. She then asked if this should be addressed in private session and Craig responded that since she did it in the public then it must also be addressed, transparently, in the public. She excused her behavior by stating he did it to her, too, and she asked for proof of a comment he made, to which he responded that he had the proof with him and was ready to share it. Mayelin interrupted him stating everything she wrote and said were old stuff. She was reminded that he had the floor so he continued his statement:

“On November 16, 2018, Mayelin Stillwell stated in Social media that the Special Board meeting started with an entirely different Agenda than was posted on the website, which is against our bylaws.” After reading the previous quote stated on social media by Mayelin, Craig Crelly asked her to now show where in the bylaws it says that. Mayelin stated, “you’re supposed to go with the Agenda” but did not show anything to support that. Craig Crelly requested she now prove her claims against him, which she put out into the social media. He stated that since she’s made these claims against him, it is now time for her to show the proof of her claims. He went on to explain that at that time, the past President, Leslie Blyth, and past Vice President, Mayelin Stillwell, claimed that they didn’t know why the change to that Agenda back then had occurred, going on to claim that Board Secretary had changed the Agenda without Board Approval. Mr. Crelly countered by noting that he never heard of the Board having to approve the Agenda before a meeting occurred, so that was of interest to him, and should be noted as also needing further proof by Mayelin to substantiate her statements. Mayelin Stillwell interrupted Craig Crelly concurring that the conversation happened, but showing no proof of the statement. She defended herself stating that she did that last year before she was on the Board; therefore, it didn’t matter that she said it. Craig Crelly countered that it actually did matter because she was on the Nominating committee. Codes of Conduct policies are in place for Committee members, too.

Craig Crelly read another quote of Mayelin’s from social media: “Later Crelly named the Nominating Committee for having put the Lot/Block number on the ballots.” Crelly stated that was completely false going on to cite how the ballots that the nominating committee gave the board wanted lot information and that was the same information that she stated was why they kept him off the ballot because they said he didn’t put it on his application.

Next he read another quote from Social Media when she was on the Nominating Committee last year, “Relationships suggests that a conflict of interest shall be avoided. No family member of a director shall be employed for any reason” – Show me that he the policy. She replied it’s in the policy. He said no, it wasn’t. She said it was in the bylaws. He asked her to show him where in the policy and/or the bylaws. She stated that she didn’t need to show him that it was in the bylaws, to which he again countered that was not true.

Crelly continued with the next Mayelin quote from social media from December 2018: “During the chip seal era, a wide scale not seen before, our roads degrade to an all-time low and the easements neglected, yet road fees increase more than 15%...” – “that’s true,” she interrupted – Crelly continued with sharing her quotes in public media from May of 2018: “...don’t vote for...I hope you in districts 2 and 6 voted for new names on the ticket. If the current seated reps who are running, District 2, Mizuba, and District 6, Crelly, prevail, we’ll have a continuation of what we’ve had for over three years. Physical evidence is in the neglected [INAUDIBLE] roads. DOH fugitive dust fines and 15% road maintenance fee hike in less than two years, where’s the money.” – Craig Crelly challenged her to show where he raised the fees 15%. She said, the Board raised the fees 15% - he re-challenged her to show where he raised the rates 15%. Mayelin stated that the Board raised the fees 10% and then 5%. Craig Crelly said, “No, when I was on the Board, we raised it a total of 3.8%. She stuck his name in there on social media. She kept insisting it was 15% and he reiterated that was again not true, and stated that he would not let her continue to interrupt him because he wanted to finish his statement and for her to present proof for all the above statements she made.

He then stated that since she’s saying only things said when she is on the board are important, so Craig then stated he’d share a quote not directed at him, but while she was on the board: “I’m sure there are others on the board who know and others who weren’t told as usual, secret meetings.” And then he stated she said, “District 8: you and District 1 did not properly agendize the special board meeting, no matter how you spin this. You read the bylaws above, but you can’t comprehend them?” – Craig asked if Mayelin realized that they had done the Agendizing of the Executive Session in the open meeting. –Craig Crelly pointed out that Mayelin was demeaning the other board members by stating on the public forum that they don’t comprehend stuff, and he asked her, how that is helping the Association to get along? She wasn’t even at the meeting. Tanya noted that an Agenda is open to being changed in any fashion and even at the last minute until it is approved. Mayelin countered it was unprofessional, and Tanya noted she didn’t say it was professional, just that it was not illegal to do.

Kathleen Shaw then read the Conflict of Interest section of the bylaws: “The board shall annually adopt a conflict of interest policy that applies to all Board members and Association employees.”

Tanya asked for clarification about changing the Agenda and Mary Couch (District 2) stated that typically when the agenda is generated and posted that is what you go with, but it can be modified. Mary explained how she had created an Agenda for November, but that meeting got pushed and entire agenda was changed. Her previous Agenda was the one that was posted on the website. Robert’s Rules read in regards to amendment changes, which are subject to a 2/3 majority vote after the Agenda is approved, so any Agenda can be changed before or after it is approved. Craig stated

that he's tired of being falsely accused of breaking the bylaws and wants it to stop and proof where that he broke them for every time he's been falsely accused of it.

b. **3/5 year plan**

Tanya Seaver (District 4) moved to accept the audit to have it placed on the website. Kathleen Shaw (District 3) seconded the motion. - a reserve study is needed. Just the audit will be placed on the website. **Vote: Yes-7. Unanimous. Motion carried.**

Kathleen Shaw (District 3) moved to look for someone to do a reserve study and get a quote. Mary Couch (District 2) seconded the motion. Discussion: Because the membership has no concept of what paving and maintaining the roads costs and having an outsider give them the information would be more effective. The auditors recommend this and our assets are deteriorating, but we have no money to replace it. We are looking at the fixed assets so we as a board can start making a plan to do this for our Association. If you have an expensive machine you need to save up money to replace it. Auditor Arbles can suggest some names. Questions from the Finance Committee about the Audit are asked to be funneled through the Treasurer because the auditor wanted only one point person. The Board needs to filter requests to the audit for email requests.

The three or five year plan would be to show how we'd maintain those paved roads. He's probably the best source for that. We need to be able to plan expenditures. Anything that needs to be repaved in two years is not a fixed asset. This is going to be a substantial cost. A long conversation ensued regarding the putting that 10% raise into a goal the community can see with a paved road. Board moved to do it for this year. The reserve study will make the costs clear to everyone.

The one member left in the gallery was asked her opinion and she thought based on what she saw tonight in disorganization, and conflict the board has very little credibility, so the Board would be served to have a professional outsider give an assessment of what a three to five year plan would require. **Vote: Yes-7. Unanimous. Motion carried.**

Mary Couch (District 2) moved for Kathleen Shaw (District 3) to seek people to do a reserve study and get quotes. Craig Crelly (District 6) seconded the motion. Vote: Yes-7. Motion carried.

c. **414D – 143** – Mayelin Stillwell (District 5) launched into a lengthy statement as set up to what was in regard to two board meetings wherein a or two board members attended and voted telephonically. One of the Board members was bed ridden with a broken back. Mayelin went on to explain further why this was a distraction and a problem for her, acting out how the phone calls were heard and all the dialog when a call was lost. The Recording Secretary asked for clarity of the motion and Mayelin said she didn't have a motion yet, but just wanted to give a big background of what occurred first even though she and Mary Couch (District 2) had just thanked the remaining solitary gallery member observing the meeting who had just suggested, when asked by Mary about how to raise the Board's credibility, and had been told that the Board should follow the rules and maintain order, not all talk at once so that the Recording Secretary can track what is being done, and for the board to stop arguing while having a meeting, then Mayelin Stillwell began a lengthy set-up of her position about telephonic attendance of meetings by board members without making a motion and getting a second. The Recording Secretary became upset in frustration and a recess occurred at 10:06 p.m.

When the meeting resumed, Mayelin Stillwell continued on with her lengthy list of reasons for her discontent with the Board having allowed the two meetings that were attended telephonically by member(s). A long discussion ensued.

Mary Couch (District 2) moved that we do not do phone. Craig Crelly (District 6) seconded the motion.

Discussion: if we have a major catastrophe and can't get to each other what do we do? Leslie suggested looking at a balanced view. In the case of an emergency, it's a unique situation. We have to consider that. When there extenuating circumstances to an individual everyone had to be able to community, but Leslie Blyth didn't think it was done. David Roe stated his understanding that Mayelin is saying that bylaws absolutely preclude telephonic participation, Leslie was saying we should just discourage it, but he felt exigent circumstances exist. A discussion regarding the wording "must" not meaning "mandatory," and wondering if a lawyer would say they could do it. Long discussion ensued. **Vote: Yes-4, No-3 (Kathleen Shaw/District 3), Tanya Seaver/District 4, David Roe/District 9). Motion carried.**

Mary Couch suggested getting a professional to clarify the bylaws in all the areas that continually come up in conflict. **Tanya Seaver (District 4) moved to have the expenditure to get a professional bylaw attorney and someone familiar with nonprofit to interpret all the bylaws, the way they stand now, to allow the Board to ask questions, and then for the Board to accept his ruling, abide by what they say, and the outcome will be put in**

the back of existing bylaws with that legal interpretation for clarity in the future. Mary Couch (District 2) seconded the motion. Discussion: How much do you plan to spend? David Roe thought it was a bad idea because lawyers don't interpret the law, but provide opinions, so then we will get some opinion with no basis for an issue at hand and their opinion. It's essentially like asking forensic analysis to look at everything. We can't do that. Get a professional on retainer? The GM noted that since the House Bill 101 was passed on July 17, the Association bylaws are probably not in compliance with the State law now, and that's just to begin with. David agreed that an attorney should look at our bylaws and identify those that are weak, but anytime a lawyer looks at it, it's going to be a massive overall. A discussion ensued. **Tanya Seaver (District 4) rescinded that motion.** Instead of arguing, agree to have a legal interpretation. **Tanya Seaver (District 4) moved to have bylaw disagreements settled with a legal interpretation, as needed.** The attorney will want one point of contact. Leslie Blyth stated that arbitration is to settle a fight, but when you're coming together as a board of different factions, she didn't have a problem with coming together and amicably getting a third party to interpret that disagreement. Mr. Chu's associate is a bylaw expert and costs over \$400/hour. Mr. Hong has done it in past. Mayelin wanted "simple" arbitration. Arbitration is a longer process and it is costly. **Craig Crelly (District 6) seconded the motion.** Discussion continued Ted Hung went through all our bylaws in the past for other issues and he is very familiar with them. **Vote: Yes-7, Unanimous. Motion carried.**

Leslie Blyth (District 7) moved that when this happens and the Board gets a legal opinion, to then have the interpretations, along with the board questions, answers, and scope also added to the Board members training books (for future Board member's reference). Mary Couch (District 2). Vote: Yes-7. Unanimous. Motion carried.

XIV. Announcements:

Next scheduled Regular Board of Directors Meeting is March 20, 2019 at 6 p.m.

XV. Adjournment to Executive Session

Craig Crelly (District 6) moved to adjourn to Executive Session. Tanya Seaver (District 4) seconded the motion. Vote: Yes-7. Unanimous. Motion carried. Meeting adjourned to executive session at 10:41 p.m.

Respectfully Submitted as prepared by Recording Secretary of February 2019 and witnessed as Approved by New Recording Secretary in March:

Secretary

Susan Bambara, Recording Secretary who prepared document

Date

Date

Recording Secretary who witnessed March BOD Meeting approval of 2-20-19 Draft BOD Meeting Minutes:

A. Majidah Labarre

Date

Motions Log for BOD Meeting 2-20-19

Tanya Seaver (District 4) moved to approve the Agenda as amended. David Roe (District 9) seconded the motion. Vote: Yes-7. Unanimous. Motion carried.

Craig Crelly (District 3) moved to approve the 1-16-19 Board of Directors' meeting minutes. David Roe (District 9) seconded the motion. Motion died.

Mayelin Stillwell (District 5) moved to make the paving section verbatim. Leslie Blyth (District 7) seconded the motion. Vote: Yes-2, No- 5 (David Roe/District 9, Chris Anderson/District 8, Tanya Seaver/District 4, Mary Couch/District 2, Kathleen Shaw/District 3). Motion did not carry.

Kathleen Shaw (District 3) moved to accept the minutes with “with tape” removed along with noting Mayelin Stillwell’s objection to the minutes, and add the word, “not” regarding library use process. Chris Anderson (District 8) seconded the motion. Vote: Yes-5, No-1 (Mayelin Stillwell/District 5), Abstain-0 - [Tanya Seaver was out of the room for the vote.]. Motion carried.

Mary Couch (District 2) moved to approve the 1-24-19 BOD Special Meeting Minutes. Chris Anderson (District 8) seconded the motion. Vote: Yes-7, No-0, Abstain-1 (Mayelin Stillwell). Motion carried.

Chris Anderson (District 8) moved to have the (BOD) mailbox committee draft a letter to present to board via email, if approved goes through corporation to office to the USPS (US Postal Service). Kathleen Shaw (District 3) seconded the motion. Vote: Yes-7, No- 1 (Craig Crelly/District 6). Motion carried.

Mary Couch (District 2) moved that the date change be approved for the candidate consideration form. Chris Anderson (District 8) seconded the motion. Vote: Yes-6, No-1 (Craig Crelly/District 6). Motion carried (Tanya Seaver/District 4 was out of room for the vote).

Kathleen Shaw (District 3) moved to approve the League of Women’s Voters to count the ballots. Chris Anderson (District 8) seconded the motion. Vote: Yes- 6, No-1 (Craig Crelly/District 6), Abstain-0. Motion carried..

Kathleen Shaw (District 4) moved that the master list be created from the mail merge list on the same day the ballot printing begins, after April first. Chris Anderson (District 8) seconded the motion. Vote: Yes-8, No-0, Abstain-0. Unanimous. Motion carried.

Kathleen Shaw (District 3) moved to send the post cards out to local areas. David Roe (District 9) seconded the motion. Vote: Yes-5, No-3 (Craig Crelly/District 6, Chris Anderson/District 8, Kathleen Shaw/District 4), Abstain-0. Motion carried.

Mary Couch (District 2) moved to clarify what a limited number is and add three zip codes: Hilo, Keaau, Paho. Mary Couch (District 7) rescinded her motion.

Tanya Seaver (District 4) moved to approve the funds, up to \$2500, towards the mail out of postcards. Mary Couch (District 2) seconded the motion. Vote: Yes-6, No-2 (Chris Anderson/District 8, Craig Crelly/District 6), Abstain-0. Motion carried.

Mary Couch (District 2) moved that the board deal with the road matters and then allow the GM to go home for the evening. Leslie Blyth (District 7) seconded the motion. Vote: Yes-3, No-4 (Kathleen Shaw/District 3, Tanya Seaver/District 4, Craig Crelly/District 6, David Roe/District 9.), Abstain-0. Motion did not carry.

Kathleen Shaw (District 3) moved to move “Road Proposals” section to Executive Session. Mary Couch (District 2) seconded the motion. Vote: Yes-4, No-2 (Leslie Blyth/District 7, Mayelin Stillwell/District 5), Abstain-0. Motion carried. Mayelin was asked to cite the

Tanya Seaver (District 4) moved to look into signage. Mary Couch (District 2) seconded the motion. Vote: Yes-7. Unanimous. Motion carried.

Tanya Seaver (District 4) moved that the GM find out through James Tyrant (sp?), the insurance agent, and speak with a traffic engineer about specific liability for adding stop signs (in the subdivision). Kathleen Shaw (District 3) seconded the motion. Vote: Yes-7. Unanimous. Motion carried.

Mary Couch (District 2) moved to take this matter to Executive session. Kathleen Shaw (District 3) seconded the motion. Vote: Yes-5, No-0, Abstain-1 (Mayelin Stillwell/District 2). Motion carried. (Tanya Seaver was out of the room for the vote).

Kathleen Shaw (District 3) moved to table forensic analysis and bylaws sections. David Roe (District 9) seconded the motion. Vote: Yes-5, No-0, Abstain-2 (Mayelin Stillwell/District 2, Leslie Blyth/District 7). Motion carried.

Tanya Seaver (District 4) moved to accept the audit to have it placed on the website. Kathleen Shaw (District 3) seconded the motion. Vote: Yes-7. Unanimous. Motion carried.

Kathleen Shaw (District 3) moved to look for someone to do a reserve study and get a quote. Mary Couch (District 2) seconded the motion. Vote: Yes-7. Unanimous. Motion carried.

Mary Couch (District 2) moved for Kathleen Shaw (District 3) to seek people to do a reserve study and get quotes. Craig Crelly (District 6) seconded the motion. Vote: Yes-7. Motion carried.

Mary Couch (District 2) moved that we do not do phone. Craig Crelly (District 6) seconded the motion. Vote: Yes-4, No-3 (Kathleen Shaw/District 3), Tanya Seaver/District 4, David Roe/District 9). Motion carried.

Tanya Seaver (District 4) moved to have the expenditure to get a professional bylaw attorney and someone familiar with nonprofit to interpret all the bylaws, the way they stand now, to allow the Board to ask questions, and then for the Board to accept his ruling, abide by what they say, and the outcome will be put in the back of existing bylaws with that legal interpretation for clarity in the future. Mary Couch (District 2) seconded the motion.

Tanya Seaver (District 4) moved to have bylaw disagreements settled with a legal interpretation, as needed. Crelly (District 6) seconded the motion. Vote: Yes-7, Unanimous. Motion carried.

Leslie Blyth (District 7) moved that when this happens and the Board gets a legal opinion, to then have the interpretations, along with the board questions, answers, and scope also added to the Board members training books (for future Board member’s reference). Mary Couch (District 2). Vote: Yes-7. Unanimous. Motion carried.

Craig Crelly (District 6) moved to adjourn to Executive Session. Tanya Seaver (District 4) seconded the motion. Vote: Yes-7. Unanimous. Motion carried.