

**Hawaiian Paradise Park Owners Association  
APPROVED – Board of Directors Meeting Minutes  
April 18, 2018**

**I. Call to Order:** President, Craig Crely (District 3) called the Board of Directors meeting to order on April 18, 2018 at 6:15 p.m. Quorum was established. The meeting took place in the HPPOA Hui Activity Center Library.

**II. Roll Call:**

**Board of Directors:** Craig Crely, President (District 3), Ruth Mizuba, Vice President (District 2), Patrick Murdoch, Secretary (District 6), Jack Oskins (District 4), Leslie Blyth (District 7), Larry Kawaaauhau (District 1), David Roe (District 9)-arrived@6:35, Malia Ahuna-Alofaituli (District 5) Absent: Chris Anderson (District 8),

**Owners:** Rosemary L. Brown, Terri Stratton, Steve Crawford, Mary Couch, Bill Shattuck, Leilani Bronson-Crely, Shawn Merrill, Robert Merrill, Mayelin Stillwell, Judi Houle, Bruce Derrick, Erhard Atrata, Kathleen Shaw

**III. Approve Agenda**

**Ruth Mizuba (District 2) moved to approve the Agenda. Patrick Murdoch (District 6) seconded the motion.** Discussion: Leslie Blyth (District 7) requested adding video tape recording to the agenda per member Tanya Seaver's request. Long discussion occurred as to when to add it on the agenda. It was noted that in past minutes, someone just had to let the board know that they were recording. Another noted that a past board had voted to not allow recording. Tonight, all seemed fine with audio recording, but there was some discomfort voiced with regard to video. **Craig Crely (District 3) moved to add vote on recording of the meeting to the Agenda. Leslie Blyth (District 7) seconded the motion.** Discussion: Added as "IIIB. Approval of video/audio or not at all" **Vote: Yes-6, No-0, Abstain-1 (Larry Kawaaauhau/District 1) . Unanimous. Motion carried.**

**IIIB. Approval of video/audio or not at all**

**Patrick Murdoch (District 6) moved to allow video and audio to this Board of Directors meeting. Leslie Blyth (District 7) seconded the motion.** Discussion: **Vote: Yes-2, No-5 (Larry Kawaaauhau/District 1, Ruth Mizuba/District 2, Craig Crely/District 3, Patrick Murdoch/District 6, Malia Ahuna-Alofaituli/District 5, Abstain-0. Motion did not carry.**

**Craig Crely (District 6) moved to allow audio recording of tonight's Board meeting. Patrick Murdoch seconded the motion.** Discussion: Member & Board Candidate Tanya stated she plans to video next month. **Vote: Yes-4, No-2 (Larry Kawaaauhau/District 1, Ruth Mizuba/District 2), Abstain-1 (Patrick Murdoch/District 6). Motion carried.**

**IV. Approve Past Minutes**

**Patrick Murdoch (District 6) moved to approve the March 21, 2018 BOD Meeting Minutes. Ruth Mizuba (District 2) seconded the motion.** Discussion: Correction of Mailbox report . The \$100,000 is not specifically earmarked, so that was corrected to state it is just set aside. **Patrick Murdoch (District 6) moved to approved the March 21, 2018 BOD Meeting Minutes as amended. Larry Kawaaauhau (District 1) seconded the motion. Vote: Yes-6, No-0, Abstain-1 (Leslie Blyth/District 7). Motion carried.**

**David Roe (District 9) ARRIVED AT 6:35**

**V. President's Report – Craig Crely (District 3) –** Tonight I would like to speak to you about some of the current problems I think we are having in HPP. A problem I am concerned about is the membership committees. The committees seem to be only looking at bylaws that help their decisions, but ignoring others. I will start with the Finance Committee (*NOTE: quotes are from Bylaws*):

"The Finance Committee meets three times a year, and as needed, monitor investments, revenues, expenses, periodically, against budget expectations, make recommendations of needed adjustment to Board of directors, prepare annual roads/Non-roads budgets for submission to the Board of Directors, recommend a percentage for compensation for use of non-roads maintenance assets," **per Article 11;**

"The budget shall include operating expenses for the succeeding fiscal year, expenses for a special membership meeting and reflect a separate accounting for road maintenance funds and expenses, prepare a capital improvement plan with a minimum three year horizon" to support **Article 4;** "Objects and purposes and a long range financial plan document for projects approved or requested by the Board of Directors. Monitor compliance with long term Bond debt obligations, review and recommend accounting and collections practices as needed, and monitor that checks and balances are maintained, evaluate performance of long term contractors of six months or more and no less than a mid-contract before renewing any contract, to make recommendation or report to the full board for review and approval."

**Committee Scope and Authority (under "Committees"):** **"The board, by a resolution adopted by a majority of Directors are the Membership by resolution adopted by a majority of members present at a membership meeting at which a quorum is present may designate and appoint one or more committees, which committees shall have such scope and authority as shall be delegated to them by the appointed body through said resolution; provided, however, that actions and decisions of such committees shall be subject to approval of the appointing body."**

Speaking of the above, since it says (in the bylaws), "actions and decisions of committees shall be subject to approval of the appointing body," I would like to see where the Finance Committee has gone do the membership for approval before submitting any decisions to the board. The board was

elected, by vote of every member of their district who may or may not have voted. As little as 16 people can appoint the committees. Even after the membership votes, the committee still has to seek board approval.

**B. Committees of the Membership - “Committees of the membership are elected by the membership and include, but not limited to, bylaws, finance, and nominating committee. Committees of the membership are advisory. Actions of these committees are subject to review and approval of the board.”**

Next, in regards to the Bylaws Committee: This is Milton’s [Pavao, Chair of Bylaws Committee] letter to us (the Board): “The Presentation made by the Bylaws Committee on February 25, 2018 to the General Membership detailing bylaws proposed amendments will not be forwarded to the Office staff, as they have requested. We’d appreciate if the Board President instructs the General manager to have his staff stop requesting it. The office staff has no justifiable reason to have it, nor is it within their job duties. We remind you that a overwhelming majority of the membership present at the February 25<sup>th</sup> Membership meeting approved sending the proposed bylaw amendments to lot owners for their vote. We also remind you that as Board of Directors you have the responsibility and duty to carry out the wishes of the membership. By accepting the office you hold, you have agreed to work on behalf of the membership. To do otherwise would be a breach of that duty and responsibility. ...[continuing after next paragraph] The Bylaws committee complied fully with Article 14 Section 2, note that the title of this Article is ‘amendment to the bylaws’ – nowhere in this Article does it provide for board involvement or approval. The intent of this article is very clear that any proposed by lot amendments preside solely with the membership.”

The President then referred back to and read the bylaws **“Section B. Committees of the Membership – The committees of the membership are advisory. Actions of these committees are subject to review and approval of the board.”**

The Bylaws Committee is telling the Board that we have a duty to do with they say with no oversight.

Next, The Nominating Committee (per the bylaws). Read the qualifications to be a Board member: **“The affairs of the Association shall be governed by a board composed of nine persons who must be members in good standing.”** – that’s it – that’s your qualifications.

Then if one reads, under “The Nominating Committee: They receive the nominations from membership and verify qualifications of nominees. Candidates shall present statements of 200 words or fewer, describing the nominee’s qualifications for service on the board and their reasons for wanting to serve on the Board.”

Now to jump over to **Conflict of Interest** (per the bylaws): **“A Conflict of Interest exists when any Director, Officer or Member of a Committee or Employee of HPOA has a direct or indirect financial interest in any matter involving the Association. An indirect financial interest shall include Financial benefit to a relative of any Director, Officer, Committee Member, or Employee when so determined by a majority vote of the Board. Our policy established under Article 8 Section 11.”**

**Article 8 Section 11: “Conflict of Interest: The Board shall annually adopt a Conflict of Interest policy that applies to all Board members and Association employees. The policy shall include the following: No member of the Board shall vote at any board meeting on any issue in which such a member has a conflict of interest. The Director shall disclose the nature of the conflict of interest prior to a vote at a board meeting and the minutes of the meeting shall record the fact that disclosure was made. Any after the fact disclosure of a conflict of interest on the part of any director shall result in the nullification of the relevant code of the director and shall be grounds for removal from the board.”**

Next, the President read a letter from the head of the Nominating Committee: “District 6 candidates already know that Craig Crely has been disqualified. Members in District 6 already know Crely’s been disqualified. Crely’s disqualification has been advertised on social media, so many people are aware that Crely has been disqualified. The Board intervening is breaking the bylaws and a blatant conflict of interest. The board is crossing the line into this election being construed as another fraudulent election created by the Board. Be advised to move forward, distance yourselves from the election process, as the bylaws dictate, and keep this election clean, ensure the timeline is maintained. The Nominating Committee is striving for a clean election.”

**Committee Guidelines** state that everything done in them is Advisory: “Approvals, Recommendations and Proposals: The Chair of each Committee shall seek prior approval by Association Board for actions of the committees. Action and decisions of committees shall be subject to the approval of the appointing body. In all cases actions and decisions of the committee shall be subject to the approval of the Board.”

So, because the Nominating Committee decided to release all this information about the election, stating that I was disqualified, I want to know, with what they did, without approval, how can this election be considered fair and what do they propose to do about this injustice with me when you’ve told the whole Park that I cannot run, when it is the Board (per the bylaws) who makes the decision of whether I run or not, and not the nominating committee?

That concludes my President’s report.

**VI. Appoint New Treasurer - Ruth Mizuba (District 2) nominated Chris Anderson (District 8) to the position of Treasurer. Larry seconded the motion.** Discussion: We don’t have anyone qualified and we must have a treasurer to serve out the final two months. He was Treasurer in past and has previous experience. Leslie Blyth (District 7) made an objection because she stated that she observed him as hostile toward the finance committee and he was not always prepared, didn’t always attend the Finance Committee meetings, so she stated that unless his attitude has changed on how he convenes over the Finance Committee, it is going to create several problems, even if it is just for two months.

This comment created a discussion and question from the President who stated he’d have to ask about these things to know if they’re true, and then asked Leslie Blyth what exactly has happened with the Finance committee because he’s hearing that the Finance Committee has apparently branched themselves out into doing some type of road construction job they financed, and other things, they’re reviewing contracts for things, and I would wonder where they got the permission from the Board or membership to do that? Leslie stated that she was there as an observer so she couldn’t speak to that question. **Vote: Yes-5, No-1(Leslie Blyth/District 7, David Roe/District 9), Abstain-1(Malia Ahuna-Alofaituli/District 5). Motion carried.**

**VII. GM's Report – Don Morris –** Thank you for your road maintenance requests. The road crew continues to try and keep up with the endless potholes that are being created by the ongoing rains. We know that this is a big problem right now, so, please try and be patient. The road crew will be in your area as soon as they possibly can.

**Aggrebind:** Order was completed on April 16, 2018 and was scheduled for pick up at the plant on April 17, 2018. We are waiting on an ETA for the port of Hilo.

**Equipment:** All the front end repairs have been made on the Volvo greater and just we are just waiting now for the clutch master cylinder to be replaced. It should be back on the road by next week. All other equipment is running fine at this time. We continue to do the daily maintenance and repairs on all other equipment.

**Mowing:** The road crew mowed 80 miles of roadway easement with the side arm mower, and 34 miles with the deck power.

**Widened, Graded, Graveled and compacted:** 11.5 miles

**Rubbish Pick-up:** 2.25 tons

**Dead Animals Removed:** 3 pigs

**Abandoned Vehicles:** 3 vehicles removed from the six tagged last month.

**Signs Replacements:** 8 "STOP" signs, 2 "Do Not Pass" signs and 2 Neighborhood Watch signs

**Safety Report:** No accidents or injuries for the past 43 months. Thank you for your support.

#### **VIII. Committee Reports - (Limit 3 minutes per report/All Motions must be submitted in writing)**

a. **Mailbox Committee: Ruth Mizuba, Chair –** Has been in contact with Roberta Kaumoana at USPS who states that she is working with engineering, financing and address management departments as to what amount of land will be needed for deliveries in the park. Factors needed to be examined for how to implement the 8,800 boxes and it's difficult for USPS to give an accurate timeline, but plan to get back to Ruth at the end of May. They are excited to get this done for the community and appreciate HPPOA's cooperation and patience. They're responding and working on it. It was hoped the project would be finished by July, but it's still coming at this point. Issue of Deed Questioned and it was reported that land use attorney/legal counsel was sought and the deed restricts only the Residential, so we are of the mindset that it's permissible, but after we receive the schematics from the USPS, then we can pursue other Government agencies to seek a variance. It will all be permitted and will go into county review.

The **Membership Mailbox Committee** was given a reminder notice that any letter, or anything they're proposing to do needs clearance through the board before they send out letters or represent themselves as representing the community.

b. **Parks Committee: Ruth Mizuba, Chair –** There's not much to report because it is a county project now; however, she did meet with Roxy Walton, the head of Parks and Recreations and she said the final draft of the park layout is done. They'll be distributing it shortly and the park is still a go.

c. **Nominating Committee – Bruce Derrick –** The committee discussed this estimated cost to send out the ballots. It was decided that envelope was most desired although it is about \$1,000 more than post card, but it was felt that people didn't like the different colored post card idea and many thought it was junk mail, so they didn't get them. It was noted that the rental mail box doesn't deliver anything except first class mail; therefore, postcards would inhibit those using that mail system from getting their ballot. The committee recommended sending the ballots as a full page in envelopes. Envelopes will be stuffed by volunteers of and by the nominating committee. This process will probably cost about \$6,000, but he stated it is important to the membership. Putting on the addresses is a tedious process and will require office staff to take away from their regular duties to verify people and whether they're paid up. The person whose name is on the lot deed receives the ballot. It was noted that people running for positions should not be touching the ballots during prep. **David Roe (District 9) moved to approve use of the envelope return ballot method. Jack Oskins (District 4) seconded the motion.** Discussion: Last time it was done with a postcard, the time before that it was done with a c-fold, so it was done every way in past. David Roe offered to print the 5,000 addresses and Leslie Blyth volunteered to help David. **Vote: Yes-6, No-0, Abstain-0 Ruth Mizuba (District 2) and Larry Kawaahau (District 1) didn't vote. Motion carried.**

**XII. Community Resource Report – Judi Houle (Albizia, Emergency Access Team, Fire Ant, & Neighborhood Watch) –** Reporting on the free services we provide the HPP community.

**The Food Pantry** is on 4<sup>th</sup> Tuesday of every month. On March 27<sup>th</sup>, at our last event, we provided for 283 individuals, 105 of those were children, 128 were adults and 50 of those adults are seniors. We purchase the food at the food basket in Hilo and then come here to unload at 11:30, here at the pavilion. It takes ten to 12 volunteers to do this. Our recipients come between 1:30 and 3:30. We help the disabled and elderly to their cars with the groceries. This is about two tons of food, so it's a physical job and I appreciate anyone who helps. If you'd like to donate clothes or personal hygiene products, they usually appreciate those as well. Some did that last month and we thank you for that. Gave a thank you to Eileen O'Hara who gave a \$800 grant to help support our food pantry. This will actually pay for a whole year of food, so it's a very appreciated donate as are any donations because we can make them go very far toward helping our community.

**Albizia and Rapid Ohia Death (ROD) free workshops** are happening every third Saturday in the Hui library. They have been working with the Big Island Invasive Species Committee to start cutting and treating the hazardous albizia trees starting next month – 84 properties have been contacted and it's moving forward. She gave thanks to Office Manager and Staff who helped contact the owners, sent out letters and made phone calls to assist in getting permission to cut down the hazardous trees on those properties. We expect that work to begin within the next two to four weeks and should make a difference for our safety on those roads. All this is being paid by a State grant, so it's not coming out of HPPOA's pocket, which is always a good thing.

They will be having a **radio field day** here in the park. We have invited experts from all around the island to come and give demonstrations. We are encouraging everyone in the park to come out and learn more about emergency radio communications and how to set up digital radios. All the

clubs have been invited and the CERT Team will be there, too. We are the only community with a repeater system. This event will be on April 28<sup>th</sup> at 9am until 4pm. Please come.

An application for the **AED (Automatic External Defibrillator)** has been sent. There's a nurse who has filled out that part of the application and has volunteered to monitor the system. It's a free system with free training from the Hilo Medical Center. The nurse is an emergency room nurse and has volunteered to make sure it's working properly. Dr. Shaw has also volunteered to monitor it.

### **XIII. Owners' Input – 3-minute testimony requested. Submit a written question for which a response is desired.**

Leslie Blyth – I would like to know the status of the civil complaint from the four employees. Has it been filed?

Terri Stratton – Now that Mayor Kim has decided that removing junk vehicles is no longer a priority and a bad use of our money, how much is that going to add to our budget? How many cars do we get now?

Steve Crawford – Under old business #3 – placing Association Records on the HPOA Website and action taken when requested documents are delineated at retrieval time. I guess that has to do with when Ken McGilvray and I, as the Finance Committee, went into the office last month to request IRS tax forms 990 for fiscal years 2015, 2016 and 2017. They were going to charge us money for those forms, but if you read the IRS Publication 557, it says those forms are free up to the first 100 pages and Bridget, the Bookkeeper person said, nope, we're charging you 20 cents per page because that's what the IRS says, but I beg to differ, it's black and white, anyone can find it, but one of the interesting things I found on Form 990 for fiscal year 2016 was the number of hours that the board members are putting in and I'm going to be filing a complaint with the IRS since they charged me, I refused to pick them up after I had them print them up.

A member stated that 990's are available online after about three months, but Mr. Crawford stated that since he was going to be charged, although he let the office create the copies, he stated that he refused to pay for them.

A discussion occurred about the form 990 of 2016 and a question Mr. Crawford about how the hours people volunteered were calculated.

Mary Couch – I am recording. I have sent out letters to Board members with regards to dual committees. We on Leilani's suggestions when we went to the office, tried to extend an olive branch and nobody's acknowledging or responding, can't schedule meetings, it's you can use the library or whatever. It's sounding like that February's meeting is just going to be a wash, kind of like the October meeting and no action will be taken. I can tell you guys right now in detail that there were violations, not only against the bylaws, but when you plan meetings without board approvals, not once, but twice, and you do not provide minutes that have been taken and post them like you're supposed to – there is not one mailbox committee minutes posted on the website. They were taken, Leilani was the Secretary, I still have some leftovers that were commixed with PMAR that I gave to Leilani. Nothing is being recorded. I love you, Ruth, but at the last meeting you did say that you would post. You did not post anything. You presented yourself to be open and transparent. The people in District 2 don't know what's going on. I went with approval from you guys and sent a letter to Megan Brennan on the 19<sup>th</sup> of January. On the 20<sup>th</sup>, my husband gets a call while I wasn't there. Now on 26<sup>th</sup>, he called and was very informative. If we have to provide land, it's expensive so we shouldn't have to provide money for all this stuff and he said he looked forward to meeting with our committee. Then he sent me in writing the info, but my Ipad couldn't open it. Then I was informed that you had already made a meeting for the 28<sup>th</sup> with the USPS representative, but it was never recorded or approved. Then at the meeting we had the following month on the 11<sup>th</sup>, you told us you were meeting with the USPS gentleman to show him the lot that is deeded as a restricted deed and that can't be changed. I told you a person came to me and legal stuff is coming up. There are foreclosure lots all over the park! There are lots of opportunities to have things done. The people on that committee are talented, busing their butts and trying to do something for all of this community, but saying we are obstructing. We are trying to do things legal because all of the road money is being tied up in crap. Peter's thing is the perfect example of that. Please, I am asking and foretelling you that if you continue down this path, some bad things are going to happen and I would encourage the people that aren't a party what really happened to get up on board because your names are all included so it's your responsibility to know.

Mayelin Stillwell – 1) When will I get that district recall policy? This is my fourth time asking and I emailed a few days ago to ask you to provide me a copy tonight so there's no excuse to not provide that to me. Several of you voted for the policy. Why can't I get it?

2) Ruth stated that the attorney letter regarding the deed restricted land and its use would be posted for all to see and it's not there yet.

*Reply: The Recall policy can be found on page 10 of the bylaws and the letter from attorney has not yet been posted.*

3) Per the bylaws, the board is to solicit agenda items from the membership for their membership meetings, instead this board removed the bylaw committee's presentation off the February 2018 Membership Meeting Agenda days before the membership meeting. They tried to hijack our meeting. They broke the bylaws. The Bylaws committee, per the bylaws is to report to the membership during their meetings, therefore the Bylaws committee had no choice but to amend the agenda at the beginning of the meeting. The membership voted to add the BLC presentation and have a member chair the meeting instead of the board President. That is their right per the bylaws and from what I understand, you guys are trying to do something to say that that meeting is illegal. It is not. The board often claims their actions are driven by fiduciary duty. The definition of fiduciary duty was read. The board's fiduciary duty is to carry out the acts of the membership as stated in its Articles of Incorporation and 414D, such as been voted in the October 2017 Membership meeting to have a forensic analysis and the vote of February 2018 General membership meeting approving bylaw amendment proposals to go to ballot for the entire membership to vote. Instead the board stated they hired an attorney consultation regarding the validity of the membership meeting as a whole, including the formation of any committee as a means to stonewall the acts of the membership. The bylaws committee has asked you for a copy of the attorney letter that you sent to the attorney and his response. It is our right to see the legal letters that justifies your actions against what happened at the membership meeting. And since the board hired an attorney paid for with lot owners money, they should represent the membership as well and any decisions or opinions given should not be based on the one sided of the presentation of facts. You don't seem to understand there's a difference between membership committees and board committees. Why do you think that is? There's no mistake in the bylaws. It's because the membership committees handle the checks and balances for the membership and that means that the board is not to interfere or it would have been a board committee. You are interfering with the elections and everything. Point of order, you can't be doing that, it's a conflict of interest.

Bruce Derrick – I noticed an item on the agenda about awarding the contract for the pin-striping of the roads. It hasn't been through the committee yet. There's been nothing but noise this year to even having a finance committee meeting. We had a co-chair of the committee go to office. They refused any documentation. Also, I know people who work for striping companies and their response was why would you ever expect somebody licensed, insured, stripes roads for a living, ever bid on a contract that says it doesn't have to meet the code? The federal code says, private roads open to public travel. The state code says the same and so does the county code. You're putting us in a very libelous position and if the board approves of having this work done by unlicensed contractors, liability insurance is not good.

Erhard Atrata – Last month, I told you my problem, having run my beautiful classic Mercedes into a load of gravel that was just dumped in the middle of my road. I made a police report and even the policeman said that whether it's a public road or private road, there's still a responsibility to put up a cone, so people don't run into it. I spent a lot of time on that car. It's almost 30 years old and a classic. In Germany, currently worth \$100,000, so if you don't make a decision within one week, I will have to take further legal action. Thank you.

#### XIV. Old Business

1. **Approval for bids for Road Striping Contract and Gutters for Activity Center – GM, Don Morris** – Estimates and proposals from three licensed contractors were distributed regarding replacing the gutters on the Activity Center. They are all licensed contractors as well. The bid prices were for one and both sides. It keeps falling down and has been put back up with straps, so it must be fixed/secured properly for safety. A long discussion of the bids occurred. More detailed bids were requested.

**Road Striping** – Three licensed contractor bids for striping the roads were distributed and discussed. All road edges and centerline cleaning must be done the day before they come to stripe the roads. One of the companies bidding for the job turned out to also be the fiancé of BOD Candidate Tanya Seaver. A discussion ensued regarding a conflict of interest since, she is running for the Board. She stated that they aren't married, and she is an employee "and that's not even official." She went on to clarify her position in the company and stated that her name isn't on the business at all. She conveyed that although her Official Board of Directors Candidate Submission Form Application's self-description, stated: *"I am familiar with the business, machinery, material, labor costs etc as I own a General contractors company with my fiancé."* – that was a mistake and then the road striping bid discussion continued for quite a while. The Board had some questions and more details that they wanted addressed in the bid regarding the paint quality and the reflectors. Vote tabled for follow-up questions about pricing details to be determined.

2. **Update and Status on the Aggrebind Polymer Road Sealant** – GM, Don Morris – See GM Report above.

3. **Proposal Resolution No. 18-02, Identifying Association Records that can be requested.**

4. **Placing Association Records on the HPPOA Website** – A format for requesting records, inspections and copies along with a copy of what is stated in policies of what's available to the membership, along with a page on definitions by attorney Ted Hong. These define procedures for when people request copies to include them giving a deposit, so that people can't walk in, request copies and then default on paying for them after the office has done the work. There was also noted long past Board had implemented a \$2 per page charge for copies.

The GM wanted to put all the forms and all the information that the membership should be able to access easily and have it at their fingertips on the website. That way, everyone can go right on the website and get it, but should they actually still need a copy from the office, then that's available to them for \$2 per page because it requires the staff to take away from the regular duties. **Patrick Murdoch (District 6) moved that the Board have all required financials or approved documents on the HPPOA Website. David Roe (District 9) seconded the motion.** Discussion: Time frame and what to be posted was requested. The website is currently being restructured and this info will be posted including the 12 items mandated to be available to the membership. A discussion occurred. As soon as the website is done, the material can be uploaded. **Patrick Murdoch (District 6) rescinded his motion** so a time frame could be added to the motion for completion.

Approximately 8:54 PM – Larry Kawaahau (District 1) left for work.

Patrick Murdoch (District 6) moved that all required information be posted on the website in three months from the date of this meeting April 18, 2018. Craig Crelly seconded the motion. Vote: Yes-7. Unanimous. Motion carried.

Break @ 8:58 PM -9:13 PM. Board Meeting Reconvened.

5. **Action Taken When Requested Documents are Declined at Retrieval Time** – People will have to pay up front for copies when requested from the office. If it's on the website, they can copy it for free. **Craig Crelly (District 3) moved that if people want requested documents on paper from the office, they will have to pay for the documents up front before the office does the work. Instead of having to pay after the office produces the documents and the requestors of documents change their minds. Patrick Murdoch (District 6) seconded the motion.** Discussion: This would prevent people from defaulting on paying after having the office do work that takes away from their tasks to produce said documents. This prevents unnecessary expense to the Association as happened this past week. This encourages people to copy the information from the website themselves and it is their right to have access to that information. **Vote: Yes-6, No-1 (Leslie Blyth/District 7), Abstain-0. Motion carried.**

## XV. New Business

1. **Upcoming Budget, Additional 5% on RMF, Funds Recovered during Refinancing** – Patrick Murdoch – This is in response to Leslie Blyth's requested information about the funds use.
  - a. **Funds in savings, next years priorities, capital or debt** – GM stated that in looking at the projection for attempting to pay down the loan in five years, only \$339,000 is saved, but you end up spending \$725,000 extra a year just to pay it off, so that isn't a worthy savings. He will do the seven year projection as well. He'll print it all out, but stated that it doesn't make sense to save that amount of money for that amount of expense. He will present the 5, 6 and 7 year projections at the next board meeting. Decisions on spending it on the roads versus paying down the load. Tabled for further information and discussion next month.
2. **Office Printer – Lease another printer for 63 months or Buy a printer** – If purchased, the Association will save \$5,674 dollars versus leasing it over the same life of a 63 month lease. Leased or purchased it comes with a maintenance agreement. As of February, the association had already paid \$28,000 leasing the old one and a brand new one, better model could be purchased for \$27,400 and it comes with all the maintenance and everything. Even if you lease it for five years you're stuck with it even if it breaks, whereas if it breaks in three years then a new one can be purchased. It's fiscally much better to buy one. **Ruth Mizuba (District 2) moved to purchase a new printer. Leslie Blyth (District 7) seconded the motion.** Discussion: The number of copies on the buy is less than the copy price we are paying now. We are paying a lot of copies over the lease. January we paid \$2,000 plus over the price of the lease for copies due to billing, so owning will also be an upgrade and saving for copies/paper expenses because it's also an upgrade from this old printer's lease. **Vote: Yes-7. Unanimous. Motion carried.** GM added that they will only pay the \$12,406 up front, and is a lesser price than lease price with no interest.
3. **Validity of Membership Meeting, proper procedures with votes, ballots and committees** – Jack Oskins – The membership meeting was supposed to be about rosters and many people, at least over half, if not more, were there to vote on that, but instead there was a presentation which was poorly given; one reason being the screen was un-viewable and difficult to see. There was only one working microphone, the sound control was very bad and we supposedly had a professional for all that. All the bylaws and suggested changes should have been presented in writing prior to the meeting and available for all in the back of the room. All of it should have been out in the open for us to discuss, it should have been sent to the Board, as that would be considered transparency.
 

A lot of the language within the presentation was inflammatory and thus objectionable to many as well. It was a rogue type of a meeting and it wasn't fair to the membership. The rogue committee that put this all together are the same people who presented all this and now are on all the committees. This is dangerous and can get ugly. It's like a union meeting with someone trying to take over the union and get a new business agent. That's my feeling about it. This is probably the most important thing that we have to deal with as a Board for the membership and we are responsible for correctly running the Association. **Jack Oskins (District 4) moved to get legal help to examine everything that happened by this rogue group. Motion died in Discussion.**

**Patrick Murdoch (District 6) moved that the Board not approve or recognize the motions of the Membership Meeting of February 25, 2018 on the grounds of improper procedures. Craig Crelly (District 3) seconded the motion.** Discussion: The violations of the procedures during the membership meeting were discussed. Specific cases of what was to be acknowledged or discounted were discussed because invalidating everything seemed too much of a blanket statement. One of the biggest thing in the takeover of the meeting was that it wasn't completed correctly according to Robert's Rules. It was agreed that the rooster part of the meeting must still stay and this motion is just regarding the votes that were made by the bylaws committee without them having followed the procedure per the bylaws to have them board approved before they were presented to the membership to be voted upon.

It was stated that Mr. Crawford took the floor before he was recognized by the President first, before taking over, so that, if following Robert's Rules is the issue – he took over before he was recognized. The President stated that he told Mr. Crawford that he wasn't recognized but reported that Mr. Crawford just interrupted the President and took over. This was not following the guidelines.

A long discussion ensued about what was categorized as a surprise attack because the bylaws committee didn't follow the bylaws and contact the President to be placed onto the Agenda. Also per Robert's Rules, what the bylaws committee presented was required to be presented in writing and it was not, only the screen which no one could see and many loudly complained about not being able to see it. It was under the table. The bylaws committee talked about transparency, but there was no discussion prior to that meeting. They offered four bylaw revisions and requested those be sent out to the membership, which can cost an upwards of four or five thousand dollars and that wasn't acceptable. For us to balk at that doesn't make the board uncooperative, but does make it fiscally responsible. Does anyone have any idea how costly that would be to the membership, if we send out every four changes we have considered? It was agreed that it doesn't make fiscal sense or seem fiscally responsible to only send out four changes instead of all the suggested bylaws changes at one time.

The bylaws committee ordered the board to send out the four revisions they suggested by April, just those four revisions, not all of the revisions after two and half years of stating they've been working on the bylaws as a whole document, so that they could present all their suggested changes in a complete document.

A Board member felt the inflammatory language in the bylaws committee presentation to include calling the Board, "the Pharaoh" and other choice name-calling descriptive terms which Steve Crawford used during his presentation to alienate the audience. It did not seem a fair representation of the Committee attempting to work together with the Board.

A discussion ensued about the intent of the amendments and a part of what the bylaws committee presented was read aloud: *"The authority of the Finance committee," this was noted as being under the forensic analysis of their presentation: "solicit voluntary donations and oversee all phases of a specific project. Voluntary donations and other funding overseen by the Finance Committee and deposited in a separate checking account."* – The point was made that in the new suggested restructuring, by the bylaws committee, that the Finance Committee is taking over what the Board should be doing

The bylaws were cited at this point: **"All corporate powers and affairs of the Association shall be exercised or controlled by or with the authority of the board."** They discussed having the attorney they consulted come to a board meeting and tell us all what

powers the Board has or doesn't have because it was stated that the attorney who advised the Board stated that the Board would be remiss by letting the membership run the Association. As a Board, we have to stop that. Whether they have a right to essentially bypass the board, print stuff out and send us the bill, then that's a problem, but it doesn't invalidate what was discussed, it's just that when they're done, they have to come to the Board for a vote. They can talk at the meeting all they want to, but it was a waste of time to make that presentation and present those changes without Board approval, per the bylaws, since the board still has right to vote on it, whether the bylaws committee presented and discussed it at the General membership meeting or not. *The committees "assist" not direct the Board.*

The concern was nullifying everything. The board has a responsibility to the good of the corporation and the board has to run the Association correctly and it has to have the power to do that, otherwise the membership is running the whole Association and we're breaking the law. Legal counsel has to be consulted to make sure the Membership is represented. The board has a fiduciary duty to listen to the membership, but they can't undermine the control of the board they voted to represent them. We aren't dictators and we have to find better ways to handle things. The board still has the authority and responsibility over the proceedings of this community. The attorney stated that the Finance Committee is exceeding their authority. The Attorney stated, "it is the sense of the Board that under the State law and our bylaws, nothing goes out in the mail or other public media without prior board approval." With no paperwork, how do we know what was actually voted on? The bylaws committee has refused to share the written paperwork regarding the amendments they presented to be changed. **Patrick Murdoch (District 6) rescinded his motion.**

**Patrick Murdoch (District 6) moved to have an attorney come and discuss with the Board and the Committees what the rights and powers of the Membership and the Board regarding the proper procedures of the bylaws, what powers the Board has, and who has powers to do what. Craig Crely (District 3) seconded the motion.** Discussion: They can check with the attorney they had consulted previously. The Bylaws, Nominating and Finance committees will all be invited to attend. **Vote: Yes- 7. Unanimous. Motion carried.** Candidate Tanya Seaver wanted to say th at she *is* co-owner of the company bidding for HPP work, but her and her fiancé's company now don't want to work for HPP in any capacity, so there will be no conflict of interest.

#### 4. HPPOA Elections 2018

There was a discussion about the upcoming election Vote count in regards to who can and will do it, how it would be done and for what cost. **Ruth Mizuba (District 2) moved to have Nanawale Community Association count the ballots. Jack Oskins (District 4) seconded the motion.** Discussion: It was the least expensive. They did it last year and the year before St. Teresa's did it. Nanawale followed the format on the counting last year and had a miss-count, which they wrote in pencil. St. Teresa's had a set-up charge, a list of requirements (as shared earlier in the Nominating Committee report) and they would cost at least four or five hundred dollars, which was considerably more than Nanawale is charging. A question of certification of the vote from the Nanawale was queried and was said would be researched. **Vote: Yes-5 No- Abstain-2 (David Roe/District 9, Leslie Blyth/District. Motion carried.** Observers and further details to be determined.

Discussion about Craig Crely's name being leaked to the public and that breach of privacy that apparently allowed someone to falsely state on social media that he had been disqualified – the blurb screen grab of what was disseminated was read aloud – it bashed Craig Crely and the Board. Further discussion ensued about the situation.

The bylaws were read in regards to the Board requirement to pass on the names of the nominees to the Nominating Committee who are then supposed to check their liabilities and qualifications e.g. "qualifications" meaning per the bylaws: **"members in good standing with property within the boundaries of the park."**

A Board member stated that, to his knowledge, only three of the nominee's qualifications were checked with in the office by the nominating committee. The Board has received the Nominating Committee recommendations.

**Patrick Murdoch (District 9) moved to accept the original Nominating Committee list. Motion died in discussion. Patrick Murdoch (District 9) moved to accept the original Candidate Submission form list forwarded by the Board to the Nominating Committee with the nine candidates to include: Mary Couch, Ruth Mizuba, Kathleen Shaw, Malia Ahuna-Alofaituli, Tanya Seaver, Mayelin Stillwell, William "Bill" Shattock, Thomas Fuchtmann, Craig Crely. Malia Ahuna-Alofaituli seconded the motion.** Discussion: A board member wanted to use the Nominating Committee's recommendation, which removed one person because although he is the current Board president the Nominating committee disqualified him because he didn't properly write in his address on the application. A long discussion occurred regarding other incorrect Candidate applications with issues to them that were deigned, okay, by the nominating committee. The bylaws were read which stated that the qualification to run is **"members in good standing with property within the boundaries of the park."** – There were also two candidates who didn't put in their block and lot number and the two candidates who used the wrong form, an Appointment form and not a Candidacy form, but they were not disqualified by the nominating committee, so it seemed most equitable to use the original candidate list of all who had not been disqualified by submitting too late for the deadline. Qualifications aren't on an ability to fill out the application. It was further noted that committees are advisory, and subject to review and approval of the Board. **Vote: Yes 5, No-1 (Leslie Blyth, District 7), Abstain-1 (Craig Crely, District 3). Motion carried.**

The Preferential Vote Ballot used for the elections two years ago will be used as reference for the ballots.

#### XI. Announcements

- a. Next scheduled BOD Regular Meeting is May 16, 2018 at 6 p.m.
- b. Next General Membership Meeting is June 24, 2018

#### XII. Adjourn to Executive Session to discuss Legal and Personnel

Patrick Murdoch (District 6) moved to adjourn to Executive session. Craig Crelly (District 3) seconded the motion. Vote: Yes-7. Unanimous. Motion carried. Meeting adjourned to Executive Session at 10:33 p.m.

Respectfully Submitted:

\_\_\_\_\_  
Secretary

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

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

**BOD Meeting Motions Log 4-18-18**

Ruth Mizuba (District 2) moved to approve the Agenda. Patrick Murdoch (District 6) seconded the motion. Craig Crelly (District 3) moved to add vote on recording of the meeting to the Agenda. Leslie Blyth (District 7) seconded the motion. Discussion: Added as “IIIB. Approval of video/audio or not at all” Vote: Yes-6, No-0, Abstain-1 (Larry Kawaauhau/District 1) . Unanimous. Motion carried.

Patrick Murdoch (District 6) moved to allow video and audio to this Board of Directors meeting. Leslie Blyth (District 7) seconded the motion. Discussion: Vote: Yes-2, No-5 (Larry Kawaauhau/District 1, Ruth Mizuba/District 2, Craig Crelly/District 3, Patrick Murdoch/District 6, Malia Ahuna-Alofaituli/District 5), Abstain-0. Motion did not carry.

Craig Crelly (District 6) moved to allow audio recording of tonight’s Board meeting. Patrick Murdoch seconded the motion. Vote: Yes-4, No-2 (Larry Kawaauhau/District 1, Ruth Mizuba/District 2), Abstain-1 (Patrick Murdoch/District 6). Motion carried.

Patrick Murdoch (District 6) moved to approved the March 21, 2018 BOD Meeting Minutes as amended. Larry Kawaauhau (District 1) seconded the motion. Vote: Yes-6, No-0, Abstain-1 (Leslie Blyth/District 7). Motion carried.

Ruth Mizuba (District 2) nominated Chris Anderson (District 8) to the position of Treasurer. Larry seconded the motion. Vote: Yes-5, No-1(Leslie Blyth/District 7, David Roe/District 9), Abstain-1(Malia Ahuna-Alofaituli/District 5). Motion carried.

David Roe (District 9) moved to approve use of the envelope return ballot method. Jack Oskins (District 4) seconded the motion. Vote: Yes-6, No-0, Abstain-0 Ruth Mizuba (District 2) and Larry Kawaauhau (District 1) didn’t vote. Motion carried.

Patrick Murdoch (District 6) moved that all required information be posted on the website in three months from the date of this meeting April 18, 2018. Craig Crelly seconded the motion. Vote: Yes-7. Unanimous. Motion carried.

Craig Crelly (District 3) moved that if people want requested documents on paper from the office, they will have to pay for the documents up front before the office does the work. Instead of having to pay after the office produces the documents and the requestors of documents change their minds. Patrick Murdoch (District 6) seconded the motion. Vote: Yes-6, No-1 (Leslie Blyth/District 7), Abstain-0. Motion carried.

Ruth Mizuba (District 2) moved to purchase a new printer. Leslie Blyth (District 7) seconded the motion. Vote: Yes-7. Unanimous. Motion carried.

Patrick Murdoch (District 6) moved to have an attorney come and discuss with the Board and the Committees what the rights and powers of the Membership and the Board regarding the proper procedures of the bylaws, what powers the Board has, and who has powers to do what. Craig Crelly (District 3) seconded the motion. Vote: Yes- 7. Unanimous. Motion carried.

Ruth Mizuba (District 2) moved to have Nanawale Community Association count the ballots. Jack Oskins (District 4) seconded the motion. Vote: Yes-5 No- Abstain-2 (David Roe/District 9, Leslie Blyth/District. Motion carried.

Patrick Murdoch (District 9) moved to accept the original Nominating Committee list. Motion died in discussion. Patrick Murdoch (District 9) moved to accept the original Candidate Submission form list forwarded by the Board to the Nominating Committee with the nine candidates to include: Mary Couch, Ruth Mizuba, Kathleen Shaw, Malia Ahuna-Alofaituli, Tanya Seaver, Mayelin Stillwell/William “Bill” Shattuck, Thomas Fuchtman, Craig Crelly. Malia Ahuna-Alofaituli seconded the motion. Vote: Yes 5, No-1 (Leslie Blyth, District 7), Abstain-1 (Craig Crelly, District 3). Motion carried.

Patrick Murdoch (District 6) moved to adjourn to Executive session. Craig Crelly (District 3) seconded the motion. Vote: Yes-7. Unanimous. Motion carried.