

Final with corrections

**HAWAIIAN SHORES COMMUNITY ASSOCIATION
MINUTES OF THE BOARD OF DIRECTORS SPECIAL MEETING
February 28, 2011**

The Special Meeting of the Board of Directors of Hawaiian Shores Community Association was held on February 28, 2011 at its recreation facilities. The President was in the chair and the Secretary was in Attendance.

Directors present were: President Eileen O'Hara, Vice President David Johnson, , Secretary Caroline Weber, Treasurer Kevin Wibberley, Leon "Pat" Kellogg, Solveig Lamberg, Royden Pilapil, Toni Robert, and Suzan Thompson Forrest

Also in attendance: Director of Operations and Management Candace Martin

A quorum was established and the meeting was called to order at 6:00 pm.

PRESENTATION BY PROFESSIONAL RECORDER

Denise Warner, Professional Recorder

- Owns her business
- Has the capacity to record up to six hours
- Uses 2 recording devices and a laptop computer during recording session
- Familiar with Roberts Rules of Order and can function as Parliamentarian
- Fee is \$23.00 per hour, will contract for 1 year at this fee.
- Does not charge for travel time
- Estimated transcription time at 2-2.5 hours
- Will provide back-up in an emergency
- Currently records the minutes for HPP.

MINUTES

- February 19, 2011 Annual Meeting of the Board of Directions

Motion:

Kevin Wibberley moved and Caroline Weber seconded to adopt the minutes.

Discussion

Toni Robert asked if the recall petitions were going to be introduced since they appear in the minutes. In response President Eileen O'Hara stated that it was a moot point since both Toni Robert and Suzan Thompson Forrest had tendered their resignations at the Annual Board of Directors Meeting February 19, 2011 Further discussion ensued over the whether the word "alleged" should be in the minutes in reference to the petitions., change the word "Regular" to "Special" on page two in reference to the next scheduled meeting. Further discussion ensued the use of the word "removal" versus "recall" and "asking to recall." The name "Martin" will be changed to "Robert." and "alleged" will be added.

Motion:

Solveig Lamberg moved and Pat Kellogg seconded to approve the corrected minutes with amended items

Vote taken

- **5 for:** (*Johnson, Lamberg, Weber, Wibberley, Kellogg*)
- **2 against:** (*Pilapil, Robert*)
- **1 abstain:** (*Thompson Forrest*)

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Motion passed

COMMUNICATIONS

- Receipt of written resignation confirmed by Secretary, Caroline Weber.

OLD BUSINESS

REPORTS

Election Committee Report

Changes were made to the original report to account for the cost of the "10 Employee Hours" which in the original report had not been assigned an actual direct cost. .

Committee member Tim Johnson requested a review of Section 1, Item G which address the committee's recommendation for "*Signature Verification.*" President Eileen O'Hara stated that the recommendation contradicts the approved motion at the annual membership meeting.

Motion

Kevin Wibberley moved and Solveig Lamberg seconded to accept the report with the requested changes in place

Vote taken

- Unanimous for

Motion Passed

Search Committee: Attorney Report

(Caroline Weber, David Johnson , and Eileen O'Hara)

Discussion

Kevin Wibberley tried to establish how many incidents occurred each year that could require legal services. He asked Candace Martin DOOM, how many foreclosures had occurred on the average, per year and she replied 3-5. She replied to his inquiry regarding CC&R violations which amounted to maybe 3 per year. Regarding liens, she stated that members were sent a reminder notice on Feb.11th if their assessment had not been paid by Jan. 31st. The last date for payment is March 11th. If a lien has to be put on the property, the DOOM has a standard form and it does not require the service of an attorney.

Each committee member submitted a list of attorneys. All the candidates presented were reviewed and discussed Aaron Chung, Esq. appeared on lists submitted by both Caroline Weber and Eileen O'Hara. He offered pro bono work to the Association on policy issues and points of law. If legal action was necessary he would refer the case to Henry Nakamoto who also appeared on two of the lists presented.

All of the attorneys reviewed were familiar with homeowners association law and statutes:

- John Winnicki, Esq.. - Oahu
- John Capron, Esq.. – Kona
- John Horak, Esq. – Oahu
- Robert Crudele, Esq. – Hilo
- Roy Yempuku, Esq. – Oahu
- Thomas Yeh, Esq. – Hilo
- Henry Nakamoto, Esq. – Hilo
- Peter Kubota, Esq.. - Hilo

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- Michael Moore, Esq. – Hilo
- Aaron Chung, Esq. – Hilo

Motion:

Solveig Lamberg moved and David Johnson seconded a motion to accept Mr. Chung's generous offer of pro bono services for policy issues and points of law and referral to other attorney for other legal work with a request for a letter of engagement to be sent to HSCA before the next BOD meeting.

Vote taken

- **5 for** (*Johnson, Kellogg, Lamberg, Thompson Forrest, Weber, Wibberley*)
- **1 against** (*Robert*)
- **1 abstain** (*Pilapil*)

Motion Passed

Member Tony Thomas questioned other legal matters than might need to be done and that engaging Mr. Chung might be restrictive. BOD members also discussed tabling the removal of current attorney Michael Thomas, Esq. until new representation was in place.

Motion:

Eileen O'Hara moved and Solveig Lamberg seconded a motion that a letter of engagement would be requested from Henry Nakamoto to provide legal services that cannot be provided by Mr. Chung.

Vote taken:

- **6 for** (*Johnson, Kellogg, Lamberg, Thompson Forrest, Weber, Wibberley*)
- **2 against** (*Pilapil, Robert*)

Motion Passed

Search Committee: Professional Recorder Report

(Kevin Wibberley and Pat Kellogg)

Discussion

Presentation by Denise Warner at the opening of the meeting addressed the services she can provide.

Pat Kellogg recommended the services of Carol Simmons who offers the same type of professional recording services. She charges \$20.00 an hour and would take approximately 2 hours to transcribe. She also offered to have the BOD record the meeting and she could transcribe from our recording.

Solveig stated that having a professional recorder was a good investment and we should not wait any longer to decide. Denise's ability to record using two recorders with the ability to write as it goes on her laptop was discussed as an added benefit.

Toni Robert suggest that the BOD clarify the format of the minutes and Suzan suggested some parameters be established and have a trial period..

Member Mark Mallory suggested that a disk of the meeting be recorded to back up a summary format of the minutes.

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Motion

Kevin Wibberley moved and Caroline Weber seconded that Denise Warner be asked to attend and record the next two BOD meeting on a trial basis.

Vote taken:

- **4 for** (*Lamberg, Johnson, Weber, Wibberley*)
- **3 against** (*Thompson Forrest, Pilapil, Robert*)
- **1 abstain** (*Kellogg*)

Motion Passed

Ivy Torres stated she would be willing to record the minutes pro bono with a two meeting trial period.

Action:

- Agenda items for Regular meeting of the Board on 3/12/2011 established.
- A log was established of all checks out from 2/19/2011 thru submission of new signature cards with bank(s) and copies were provided to members of the BOD,
- Each new board member received a copy of the by-laws, articles of incorporation, declaration of covenants, and copies of all approved BOD minutes from 2010 through January 2011.
- ***BOD deferred action on (a) establishing policy on reimbursements of purchases made with staff credit cards and on the (b) establishment of a search committee to investigate new accounting services.***

Web-Site

A new host has been found for the web-site and the domain name is "hawaiianshores.org" since "hawaiianshorescommunity.com is owned by Toni Robert.

The President, Eileen O'Hara noted that the web-site is in a transitional state and policy needs to be established as well as addressing the following items:

1). Appoint a blog moderator

Ivy Torres offered her services as the blog moderator and Tim Johnson offered to help her out.

Discussion

Toni Robert stated that she did not want her name or address to appear on the blog, if it does she will sue.

Tony Thomas recommended there be a committee on the BOD to see what is on the blog before it's deleted, for their own protection,

Tim Johnson suggested that a standard of etiquette should be established for blogging.

Toni Robert reminded the BOD and members that people have been stalked by information posted on Craig's List.

Royden Pilapil questioned why we needed a blog.

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Action

President, Eileen O'Hara requested that Ivy Torres and Tim Johnson submit a draft of blog rules of etiquette at the next board meeting.

Motion:

Caroline Weber moved and Pat Kellogg seconded to table the blog discussion until the next meeting to allow time for thoughtful consideration before moving forward

Vote taken:

- Unanimous for

Motion passed

2).Decide who will receive email sent to our site

Action

Solveig Lamberg offered to be the point person for email and will disseminate to the rest of the board. A separate email will be set up for Solveig.

3) Decide who will upload documents.

Action

Eileen will forward all documents received in electronic mode to the web master.

Motion carried forward from February 19, 2011 meeting to table the attorney's removal.

NEW BUSINESS

- Toni Robert wants to clear statement regarding \$69,000 salary , it is a false statement, and she wants this addressed at the next meeting
- Compare Hawaii National Bank services with CU Hawaii
- Committee appointments
- Deferred item: Reimbursements for purchases to the next meeting..

Agenda items need to be given to Candace by the Wednesday before the next meeting March 12th.

EXECUTIVE SESSION

Discussion and any subsequent action(s) on items pending from previous executive sessions has been deferred to the executive session of the next BOD meeting.

ADJOURNMENT

The meeting was adjourned by consensus at 8:05 p.m.


Caroline Weber
HSCA Assistant Secretary 4-14-2011