

VHCA board meeting (DRAFT – DRAFT\_ DRAFT)

20 Oct 2018 10 am

219 Kuleana Loop,Hilo (Mark's residence)

Present: Vivian Mark, James Lehner, Janus Garramone, Kirk Puuohau-Pummill, Alex Keeley

Meeting called to order at 10 AM by president Mark.

Minutes from June 16, 2018 executive session meeting approved.

Treasurer's report. Treasurer, Tom Knott, has relocated to Oregon temporarily. Vivian informed the group that all of the accountant's September reports were forwarded to the board, and distributed copies of one report (Balance Sheet) which showed:

Farmlots - \$9,266.71

Houselots – (3,112.04)

Mailboxes – 8,610.31

Waterfront Donations – \$68,115.57.

Discussion: Houselots minus balance? Jim will get with Tom to find out how the money has gotten into the red for houselots. Which of the above accounts paid for the lawyers (SMA; Dissolution)? Money paid for road repair, in advance, was not recovered, even though repair was not started. Report will be reviewed with the treasurer and accountant and reported back to the board.

Opinion from the lawyer regarding Duties and Authority in wake of the 2018 lava flow.

Discussion on three options: 1. Dissolution, 2. "hibernate" (remain as entity, but suspend certain activities); 3. Dissolve and re emerge as a new entity.

Jim motioned to hibernate the association, Janus, seconded.

Discussion. Since the future of this area is not known, waiting until some time has passed and major decisions are made so VHCA membership can make an informed decision, appears to be the wisest solution. This is also probably the most cost effective route at this time. Proceeding with this plan will require bylaws and charter amendments as proposed by the attorney.

Motion passed – unanimous.

Proposed by laws amendments review

Motion by Kirk to accept amendment A. Charges and Assessments (Article XI, Section B, Subsection 5). Second Janus. Discussion: suspend mandatory assessments due to Act of God. Motion passed.

Motion by Alex to approve Amendment G as written. Refund of Assessments (Article XI, Section G) Kirk second. Discussion: Refund of assessments. Motion passed.

Alex, motion to approve Amendment C. Definitions (Add a new number 15). Kirk second. Discussion: Definition of "property" or "properties". Motion passed.

Janus motion to approve Amendment D. Property Rights (Article V, Section E, Subsections 1 and 2). second Vivian. Discussion: Distribution of remaining property. Motion passed.

Alex motion to approve Amendment E. Participation in meetings by electronic or telephonic means (Article VI, Section I) Second Kirk. Discussion: Allows, at board discretion, electronic or telephonic participation in meetings. Motion passed.

Kirk motion to approve Amendment F. Director Attendance Electronically (Article VII, Section F, Subsection 11). Alex second. Discussion: Board members may participate in meetings electronically. Motion passed.

Janus motion to approve Amendment G. Dissolution (Article XIV). Alex second. Discussion: Includes dissolution in bylaws – to be in consonance with Charter. Motion passed.

Charter amendment review

Janus motion to approve Amendment H. Dissolution (Article X). Alex second. Discussion: further clarification of dissolution in the winding up process. Motion passed.

Motion: All further interest to existing liens will be suspended. Seconded

Discussion: This will save accounting expenses on property with no value. Liens are collected when property is transferred. It seems highly unlikely that property will be transferred (sold) in the near future. Motion passed

Question on liens. Can someone sue the assoc. for the lien on their property even though it is worth nothing? No motion made on this.

D&O Insurance. (Pyramid Insurance - \$1000/ year. Alex will contact agent to review D&O insurance and request for reduced premium, based on no activity in the area. jim will send alex contact info.

Jeff Hunt address for accountant - Janus will talk to him.

Prop tax refund process. Janus will provide instructions to go with mail out so people can apply for tax refund, if they haven't already.

For future meeting dates/ location. Jim will check with Pahoia Community Center, hong chong gi in Pahoia, HSCA and HPP.

Proposed meeting dates. Board/ Community (to discuss amendments) Dec. 8, 2018 or Jan 5, 2019. (Amendments will be mailed to members at least a month before meeting); Annual Meeting April 27, 2019 (to vote on amendments and elect board).

Meeting adjourned 12:04

James Lehner

Secretary