

**ANNUAL ASSOCIATION MEETING  
VILLAGES OF KAPOLEI ASSOCIATION**

**DRAFT**

Wednesday, April 19, 1995  
Makakilo Elementary School  
Kapolei, Hawaii

**ROLL CALL**

President John Atchison stated that Section 1.09 of the By-Laws of the Villages of Kapolei Association specify that a quorum exists when there is represented at any meeting, in person or by proxy, at least 20% or 200 of Class A membership, whichever is less; and at least 25% of the Class B membership.

He announced that a quorum has been established with more than 20% of Class A and more than 25% of Class B owners represented at the meeting.

**CALL TO ORDER**

President Atchison called the Annual Meeting of the Villages of Kapolei Association to order at 7:20 p.m.

**PROOF OF NOTICE OF MEETING**

A notice of the Annual Meeting was sent to all owners of record on March 24, 1995, a copy of which will become a part of the Annual Meeting file.

**INTRODUCTIONS**

President Atchison introduced the Board members present: Vice President Peggy Kerby, Vice President Delta Westcot, Secretary John Connell, Treasurer Steve Yonemura, and Directors Ken Kamimura, Lezley Kushima, Tom Otake and Warren Wegesend. He also introduced the following invited guests and office staff: Anne Anderson, Attorney for the Association; Mike Packard of Chaney, Brooks & Co., the Associations property manager; Franco Mola of Kekuilani Development; Terri Tomimoto, Office Manager, Claire Loo-Hoy, Administrative Assistant; Barbara Caple, Administrative Assistant; Kim Mercado, Part-Time Office Clerk; Richard Govoni, Covenants Specialist; and Paul Onaka, Covenants Specialist.

**PARLIAMENTARY AUTHORITY**

President Atchison noted that if there were no objections, the most recent edition of *Robert's Rules of Order, Newly Revised*, would be the governing authority for this meeting. There being no objections, the meeting was governed accordingly.

**ANNUAL ASSOCIATION MEETING  
VILLAGES OF KAPOLEI ASSOCIATION**

Wednesday, April 19, 1995

Page 2

**CONDUCT OF BUSINESS**

President Atchison advised that in order to accomplish our business fairly, it is necessary to ask assistance in the following customary rules:

- A. Smoking is not allowed in this building. If you smoke, please do so outside.
- B. This meeting is a private meeting and is restricted to attendance by owners, proxy holders representing owners, officers, staff, representatives of the managing agent, and other individuals who have been specifically invited by the Board.
- C. If a member desires to speak on agenda business, please stand and be recognized by the Chair. State your name, the Village you live in, lot number and/or apartment number for the record.
- D. Discussion is only permitted on a pending motion. Therefore, make sure that you do not start a long discussion without first making it in a form of a motion.
- E. During the discussion, please be sure to stay on the subject and do not make any personal remarks about any individual.
- F. Make sure that all remarks are addressed to the Chair, not to each other.
- G. Additional ballots labeled A through E were distributed to each eligible voter in attendance. Proxy holders (including the Board of Directors) were also given additional ballots for assigned proxies. The additional ballots will be used only on issues which will require a precise count of votes when voting either by verbal acknowledgment or raising of hands will not suffice.

Hearing no objections, the above rules were adopted.

**APPROVAL OF MINUTES OF PRECEDING MEETINGS**

President Atchison announced that the minutes of the Annual Meeting held March 23, 1994, and the Adjourned Annual Meeting on April 6, 1994; the Special Association Meeting held on June 8, 1994, and the Special Adjourned Association meetings on July 17, September 7, October 19, and December 14, 1994; and the Special Association Meeting on February 1, 1995 were sent to all homeowners of record on April 12, 1995, and were made available at checkin. They have been reviewed by the Board of Directors

and were also made available at the Association office. He called for corrections to the  
**ANNUAL ASSOCIATION MEETING**  
**VILLAGES OF KAPOLEI ASSOCIATION**  
Wednesday, April 19, 1995  
Page 3

minutes and hearing none, announced that the minutes stood approved.

### **REPORTS OF OFFICERS**

- A. President's Report -- President reported on events of the last year. A written report was included in the April 1995 newspaper.
- B. Treasurer's Report -- Treasurer Yonemura reported on the receipts and disbursements for the year 1994.

### **REPORT OF DEVELOPERS**

- A. **Protest** -- Warren Wegesend filed a formal protest on behalf of HFDC as follows:

"As the Declarant for the Villages of Kapolei the HFDC hereby files, for the record, a formal protest as to the Association's determination of the number of Class B votes. It is our understanding that the Association is considering, for Class B lots, to be only those lots which are part of a subdivision map recorded in Land Court. We disagree with that determination."

- B. **HFDC** -- Tom Otake gave a status report on each village. He reported that the community park was completed in the latter part of the first quarter and the Recreation Center will be completed in the Summer of 1996.

### **AUDITOR'S REPORT**

President Atchison advised that the auditor's report has been completed and was mailed to all owners on April 12, 1995, and was also made available at checkin.

### **DETERMINATION OF THE NUMBER OF BOARD MEMBERS**

President Atchison advised that Section 2.01 of Article II of the By-Laws provide for a Board of not less than three (3) nor more than nine (9) persons. The Board recommends that the number of Directors remain at nine and puts forward the following resolution: BE IT RESOLVED, by the members of the Villages of Kapolei Association, that the current number of Directors remain at the maximum number of nine (9) for the

1995-1996 year. President Atchison asked if there were any objections, and hearing none, the resolution was adopted.

**ANNUAL ASSOCIATION MEETING  
VILLAGES OF KAPOLEI ASSOCIATION**

Wednesday, April 19, 1995

Page 4

**ELECTION OF DIRECTORS**

Section 2.01 of Article II of the By-Laws also provides that each of Directors shall be an Association Member, a partner of a partnership Association Member, an officer or director of a corporate Association Member or any officer, director or employee of Declarant. There shall not be more than one representative on the Board of Directors from any one Lot.

There were five (5) vacancies on the Board to be filled. Three to serve for three (3) years; one to serve for two years and one to serve for one year. The one and two year terms were created by directors who resigned prior to completion of their term of office.

President Atchison announced that the Nominating Committee has put together a slate of individuals willing to serve. They are Ken Kamimura, Lezley Kushima, John Riggins, Bette Uyeda and Warren Wegesend. Their names will appear on the ballots listed in alphabetical order.

President Atchison then called for nominations from the floor. The following individual was nominated: Jack Houtz. His name will be added to the ballot in alphabetical order.

He then asked if there were any further nominations, and hearing none he declared the nominations closed. Each of the candidates were then asked to introduce himself/herself.

**SELECTION OF TELLERS/INSPECTORS OF ELECTION**

President Atchison asked for volunteers to act as Tellers for the purpose of certifying any ballot count at the meeting. The following volunteers were appointed: Ms. Pat Holt, lot #4-286; and Ms. Marlene Pestana-Gualdarama, lot #3405 5/F.

**EXPLANATION OF BALLOT**

President Atchison explained the ballot and the process of voting. He explained that ballots cast by those present were to be collected by the Tellers.

He announced that the Board of Directors has authorized Peggy Kerby to vote all proxies which have been assigned to the Board.

**ANNUAL ASSOCIATION MEETING  
VILLAGES OF KAPOLEI ASSOCIATION**

Wednesday, April 19, 1995

Page 5

**CLOSING OF THE POLLS**

President Atchison asked if all voted who wish to vote. Hearing no response, he announced the polls closed.

**CONTINUING THE BUSINESS OF THE MEETING**

President Atchison asked if there were no objections, the meeting would continue while the ballots were being counted.

**NEW BUSINESS**

**A. Acknowledgments** -- President Atchison acknowledged those community members who volunteered their time to serve on various committees and presented certificates to past Board members and the Chairpersons of the committees.

**B. Resolution of 1995 Assessments** -- President Atchison explained the resolution and the need for its adoption. He asked if there were no objections, the resolution would be adopted. Hearing none, he announced that the following resolution is adopted:

"BE IT RESOLVED by the members of Villages of Kapolei Association, that the amount by which each member's assessment in 1995 exceeds the total payments of the Association for maintenance, repairs and other expenses and capital expenditures of the Association as the Board of Directors has appropriately paid or determined payable, shall be applied to 1996 regular member assessments."

**C. Appointment of a Nominating Committee** -- Each year the Board is required by Section 2.03 of Article I of the Villages of Kapolei By-Laws to appoint a Nominating Committee whose chairman shall be a member of the Board. The committee shall serve until the close of the next annual meeting when the next such appointment will be

announced. The committee for the 1995-1996 year shall consist of Delta Westcot as the Chairperson and Lynn Hiyakumoto.

## **RECESS**

The meeting was briefly recessed until the tabulation of the votes was completed.

- D. Announcement of Election Results --** The head Teller read each candidates name and percentage of votes, and handed the report to the Chair. President Atchison then declared John Riggins, Lezley Kushima, and Ken Kamimura elected for three years; Warren

## **ANNUAL ASSOCIATION MEETING VILLAGES OF KAPOLEI ASSOCIATION**

Wednesday, April 19, 1995

Page 6

Wegesend elected for two years; and Bette Uyeda elected for one year. The results of the combined tally (floor and proxy votes) are below:

### **Election of Directors**

#### **Nominees**

#### **Votes Cast for**

|                 |     |     |
|-----------------|-----|-----|
| Jack Houtz      | 116 | 20% |
| Ken Kamimura    | 555 | 96% |
| Lezley Kushima  | 565 | 97% |
| John Riggins    | 569 | 98% |
| Warren Wegesend | 555 | 96% |
| Bette Uyeda     | 489 | 84% |

President Atchison congratulated the new directors and announced that there would be a brief Organizational Meeting for all Directors immediately following the meeting.

- E. Homeowner Comments --** President Atchison announce the following: "Before we conclude the new business, I would like to make a brief announcement. The Board realizes that many of you may have questions that you would like to ask or comments that you would like to make that do not fall under new business. As such, the Board has agreed to set time aside after the adjournment of this meeting to hear from owners regarding Association matters. If you have questions or comments, please stay after the adjournment of this meeting to address the Board regarding those matters."

## **ADJOURNMENT**

President Atchison asked if there was any further business to be brought before the meeting. Hearing none, the meeting was adjourned at 9:00 p.m.

Submitted,

Delta Westcot  
Vice President

Approved As To Form: Date: 5/10/95

Approved: Date: \_\_\_\_\_