

**ANNUAL ASSOCIATION MEETING  
VILLAGES OF KAPOLEI ASSOCIATION**

Wednesday, July 24, 2002  
Villages of Kapolei Recreation Center  
Kapolei, Hawaii

**ROLL CALL**

President Brian Osgood stated that as specified by Article I, Section 1.09(a) of the By-Laws of the Villages of Kapolei Association we have established a quorum.

He stated that the total number of members present in person or by proxy will be announced once everyone has checked in and those numbers become available.

**CALL TO ORDER**

President Osgood called the Annual Meeting of the Villages of Kapolei Association to order at 7:00 p.m.

**PROOF OF NOTICE OF MEETING**

A notice of the Annual Meeting was sent to all owners of record on June 28, 2002, a copy of which will become a part of the Annual Meeting file.

**INTRODUCTIONS**

President Osgood introduced the Board members present: Vice President Greg Peterson, Secretary Carol Smith, Treasurer Gary Callahan, and Directors Carolyn Ancheta, Leo Domingo, Jamie Gentry, and Paul Sameit.

He also introduced the following office staff: Warren Wegesend, General Manager; Claire Loo-Hoy, Office Manager; Trinh Bayron, Accounts Receivable Clerk; Ramon Aldana, Bookkeeper; Kim Kaoihana, Covenants Specialist; Emilio Fajardo, Maintenance Director; and Chris Lewis, Recreation Director.

**PARLIAMENTARY AUTHORITY**

President Osgood advised 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.

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**CONDUCT OF BUSINESS**

President Osgood advised that in order to accomplish our business fairly, it is necessary to follow customary rules. The rules were announced and were adopted with no objections.

**APPROVAL OF MINUTES OF PRECEDING MEETINGS**

President Osgood announced that the minutes of the Annual Meeting held on August 1, 2001 was sent to all homeowners of record through the Association's newspaper, and were made available at check-in. They have been reviewed by the Board of Directors and were also made available at the Association office. He called for corrections to the minutes.

Hearing no corrections or objections, he declared the minutes approved.

**REPORTS**

- A. PRESIDENT'S REPORT** -- President Osgood gave an oral report. His annual report would be printed in the next newspaper.
- B. AUDITOR'S REPORT** -- President Osgood reported that the 2001 audit has been completed and printed in the Association's newspaper and has been made available at check-in. President Osgood asked if there were any objections to the report. Hearing none, he declared the report approved.

**ELECTION OF DIRECTORS**

President Osgood advised that Article II, Section 2.01 of the By-Laws provides that each Director shall be an Association Member. It also provides that a partner of a general partnership, a partner in a limited liability partnership, a general partner in a limited partnership, an officer or director of a corporation, a member of a member-managed limited liability company, and a manager of a manger-managed limited liability company that owns a lot shall be deemed to be an Association member for this purpose. It also provides that any officer, director, or employee of Declarant (HCDCH), so long as Declarant continues to be a class B Association member, shall be eligible to serve on the Board. There shall not be more than one representative on the Board of Directors from any one Lot.

Article II, Section 2.03 of the By-Laws provides that the Board of Directors shall

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determine each year whether the election of directors shall be by a vote at the annual meeting or by mail ballot and shall give notice to the Association Members of its determination no later than 120 days prior to the date of the annual meeting.

The Board of Directors determined the election to be held by Mail Ballot and gave notice to all homeowners through its February 2002 issue of the Association newsletter.

President Osgood announced that nominations were accepted from the general membership until June 14, 2002, at which time nominations were closed. The nominees were: Carolyn Ancheta, HCDCH Representative Leo Domingo, J.H. "Jamie" Gentry, Jeanette Koa-Kaipō, Jeffrey B. Owens, and Paul Sameit. Their names appeared on the ballots listed in alphabetical order.

In accordance with the procedures adopted by the Board of Directors, the ballots were counted on July 23, 2002 by volunteers of the Hawaii State Teachers Association. Volunteers assembled in the Conference Room of the Association, where the Ballot Box was opened and the ballots removed from their envelopes. Four two-person teams counted the ballots. Counted ballots were bundled with the confirmed tally sheet and recorded on the Election Results Form. The bundled ballots, envelopes and invalid ballots were then placed back in the Ballot Box and locked.

**ANNOUNCEMENT OF ELECTION RESULTS**

Secretary Carol Smith read the following results of the election:

<b><u>CANDIDATE</u></b>	<b><u># OF VOTES</u></b>
Carolyn Ancheta	422
J.H. "Jamie" Gentry	388
HCDCH (Leo Domingo)	646
Jeanette Koa-Kaipō	189
Jeffrey B. Owens	416
Paul Sameit	172

President Osgood declared Leo Domingo, Carolyn Ancheta, and Jeffrey Owens elected for 3 years, and Jamie Gentry elected for 1 year.

President Osgood congratulated the newly elected Directors and announced that there would be a brief organizational meeting of the Board of Directors immediately following this meeting.

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**NEW BUSINESS**

- A. RESOLUTION OF 2002 ASSESSMENTS --** President Osgood 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:

**RESOLUTION OF THE VILLAGES OF KAPOLEI ASSOCIATION FOR  
REVENUE RULING 70-604 ELECTION -- EXCESS INCOME  
APPLIED TO THE FOLLOWING YEAR'S ASSESSMENTS**

"**WHERE AS**, the Villages of Kapolei Association is a Hawaii corporation duly organized and existing under the laws of the State of Hawaii; and

**WHERE AS**, the members of the Villages of Kapolei Association desire that the corporation shall act in full accordance with the rulings and regulations of the Internal Revenue Service;

**NOW, THEREFORE**, the members hereby adopt the following resolution by and on behalf of the Villages of Kapolei Association:

**RESOLVED**, that any excess membership income over membership expenses for the year ended December 31, 2002, shall be applied against the subsequent tax year member assessments as provided by IRS Revenue Ruling 70-604.

- B. APPOINTMENT OF A NOMINATING COMMITTEE --** Since there were no volunteers for this committee, the Board will defer this matter until their next meeting.
- C. CERTIFICATES OF APPRECIATION --** President Osgood presented certificates of appreciation to Board members who completed a term of office this past year and to those community members who volunteered their time to serve on various committees.

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**D. ANNOUNCEMENT OF TOTAL QUORUM COUNT**

President Osgood announced that there are 539 Class A members and 285 of the Class B members, represented in person or by proxy at this meeting. This represents 87% of the Class B members. These numbers satisfy the quorum requirements of Article I, Section 1.09(a) of our By-Laws.

**HOMEOWNER COMMENTS**

President Osgood announce that the Board has agreed to set time aside after the adjournment of this meeting to hear from owners regarding Association matters that do not fall under New Business. Anyone desiring to address the Board was encouraged to stay.

**ADJOURNMENT**

President Osgood asked if there was any further business to be brought before the meeting. Hearing none, President Osgood declared the meeting adjourned. The meeting adjourned at 8:30 p.m.

Respectfully Submitted,

Claire Loo-Hoy  
Office Manager

Approved As To Form: October 23, 2002

Approved: July 23, 2003