

**ADJOURNED ANNUAL ASSOCIATION MEETING
VILLAGES OF KAPOLEI ASSOCIATION**

Wednesday, October 28, 1998
Villages of Kapolei Recreation Center
Kapolei, Hawaii

CALL TO ORDER

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

ROLL CALL

President Riggins was informed that there are 537 Class A members and 408 Class B members present, in person or by proxy, at this meeting. This represents 82% of the Class B members. This number satisfies the quorum requirements of Article I, Section 1.09(a) and Section 1.09(b), and Article X, Section 10.01 of the Association By-Laws as well as Article IX, Section 9.01(b) of the DCC&Rs and Article XV of the Articles of Incorporation for the purpose of voting on amendments of the Association's governing instruments.

SELECTION OF TELLERS

President Riggins asked for volunteers to act as tellers for the purpose of certifying any ballot count. Clifford Baptista, Lot 2-141, and John Quiming, Lot 3-152, volunteered.

NEW BUSINESS

President Riggins stated that the next order of business is the amendment of the Association's Declaration of Covenants, Conditions & Restrictions, Articles of Incorporation, and By-Laws and the First Supplemental Declaration of Covenants, Conditions and Restrictions for Iwalani Village - Village V of the Villages of Kapolei.

The following motion to adopt the amendments was made by Director Peterson, seconded by Director Smith:

Motion on Amendments

1. The following provisions of the Association's governing instruments be amended:

Article III, Section 3.01 and Article VI, Sections 6, 01 (a)-(f), 6.02 and 6.03 and other provisions of the DCC&R and By-Laws as shown in the text of Proposed Amendment Number 1 (with a minor revision to Article VI, Section 6.02 for clarification purposes);

Article V, Section 5.02 (r) and Article VII, Sections 7.05 (new subsection), 7.06 (a),

and 7.06 (b) of the DCC&R as shown in the text of Proposed Amendment Number 2;

Article III, Section 3.01, Article V, Sections 5.02(a) and (c) and 5.10, Article VII , Section 7. 02 (a), (b), (e), (f), and (g) and Section 7.03(a)-(c), Article VIII, Section 8.02, Section 8.03(c), (d), and (e), Section 8.05(a)-(e), and Section 8.06(a) Article IX, Sections 9.01 (b), 9.04, 9.06, and 9.12 of the DCC&R, Article VIII and Article XV of the Articles of Incorporation, and Article I, Sections 1.01(b), 1.02, and 1.09(a)-(d), and Article X, Section 10.01 of the By-Laws as shown in the text of Proposed Amendment Number 3 (with the revision made to Article VII , Section 7. 02 (b) (4) of the DCC&R and mailed to the owners);

Article V, Section 5,02(o) of the DCC&R as shown in the text of Proposed Amendment Number 4;

Article V, Section 5.02(z) of the DCC&R as shown in the text of Proposed Amendment Number 5;

Article V, Section 5,02, New Subsection of the DCC&R as shown in the text of Proposed Amendment Number 6;

Article V, Section 5,04(d) and Article VII, Section 7.05(f) of the DCC&R as shown in the text of Proposed Amendment No. 7;

Article V, Section 5.04, New Subsection of the DCC&R as shown in the text of Proposed Amendment No. 8;

Article VII, Section 7.05, New Subsection of the DCC&R as shown in the text of Proposed Amendment No. 9;

Article VII , Section 7. 04 (h)-(k) of the DCC&R as shown in the text of Proposed Amendment Number 10;

Article V, Section 5,02(h) of the DCC&R as shown in the text of Proposed Amendment Number 11;

Article VII. Section 7.1 and new Article XIV of the First Supplemental Declaration of Covenants, Conditions and Restrictions for Iwalani Village - Village V of the Villages of Kapolei as shown in the text of Proposed Amendment Number 12;

Article I, Section 1.05 and Article II, Sections 2.01, 2.02, 2.03, 2.04, and 2.05 of the By-Laws as shown in the text of Proposed Amendment Number 13 (with the correction of the typographical error in Article II, Section 2.01) ;

Article VII, Section 7.05, New Subsection of the DCC&R as shown in the text of

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Proposed Amendment Number 14;

2. The owners be permitted to vote upon these amendments by means of a ballot whereby they may vote separately on each amendment.

The text of the amendments, with attached revisions, will be attached to the written form of this motion.

The motion to adopt the amendments was made in writing, and the written motion will be attached to and made a part of the meeting minutes.

As there were no objections, President Riggins asked the Association's attorney to briefly explain any of the amendments that the homeowners may have questions on. The Association's attorney, Ms. Anne Anderson, then answered the questions of the homeowners. Attorney Anderson also explained that the change to Article VI, Section 6.02 of the DCC&R involved deleting the words "constituting a quorum at said meetings" in the second sentence and replacing them with the words "present at a meeting at which there is a quorum" so that the second sentence reads:

At all meetings of the Design Review Committee, Members representing a majority of the total number of positions then existing on the Design Review Committee, as established by the Board pursuant to Article VI, Section 6.01(b), shall constitute a quorum and the acts of the majority of the Members present at a meeting at which there is a quorum shall be the acts of the Design Review Committee;

Attorney Anderson explained that the correction to Article II, Section 2.01 of the By-Laws involved deleting the word "not" and replacing it with the word "no" so that the relevant sentence reads:

If and when Declarant becomes a Class A Association Member and is no longer a Class B Association Member, it shall be treated in the same fashion as all other Class A Association Members with respect to the eligibility requirements for service on the Board.

With no further questions, President Riggins called for the vote.

EXPLANATION OF THE BALLOT

President Riggins explained the ballot and instructed everyone to turn in their ballot to one

of the tellers once they have voted.

CLOSING OF THE POLLS

President Riggins asked if everyone who wished to vote, did so. Since no one else wished to vote, President Riggins declared the polls closed and asked the tellers to please count the votes and report back as soon as possible.

RECESS

President Riggins asked if there were no objections, the annual meeting would be recessed until the votes were tallied.

The meeting recessed at 8:05 p.m.

RECONVENE

The meeting reconvened at 8:52 p.m.

ANNOUNCEMENT OF RESULTS

The results were read by the teller and then reread by President Riggins. Following are the results of the vote:

T N E M D N E M A	TOTAL COUNT OF VOTES							
	CLASS A VOTES						CLASS B VOTES	
	YES		NO		QUORUM ONLY/ BLANK VOTE		YES	
	Count	%	Count	%	Count	%	Count	%
1	456	85	13	2	67	12	408	100
2	453	84	16	3	67	12	408	100
3	448	83	18	3	69	13	408	100
4	451	84	17	3	68	13	408	100
5	455	85	12	2	69	13	408	100
6	448	83	8	1	67	12	408	100
7	460	86	9	2	67	12	408	100

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8	442	82	27	5	67	12	408	100
9	421	78	36	7	79	15	408	100
10	450	84	17	3	69	13	408	100
11	458	85	11	2	67	12	408	100
12	450	84	16	3	70	13	408	100
13	459	85	9	2	68	13	408	100
14	441	82	26	5	69	13	408	100

All amendments were adopted. The count verification will become part of the meeting file.

ADJOURNMENT

President Riggins stated that if there is no further business this meeting will be adjourned.

Meeting adjourned at 9:02 p.m.

Respectfully Submitted,

Kathrine Geralde
Administrative Assistant

Approved:

Date: July 14, 1999