

**Orchidland Community Association
Board of Directors Meeting
Minutes
March 20, 2018**

Call to Order: President Steve (Mongo) Lyon presiding; this is the Board of Directors meeting of March 20, 2018 at the Pahoia Community Center the time is 7:02pm.

Roll Call: Steve Lyon, Tegen Greene, Frederic Wirick, Sky Platt, Doug Anderson, Steve Baca and Don Stoner by phone conference.

RMC Chairperson, Gerald Akana is off island as is Jeremai Cann.

Paul Imaizumi is out on extended leave while he is caring for his wife, Faith. Our thoughts and prayers are with Faith, Paul and their family.

**Motion to approve the Agenda for the BOD meeting of March 20, 2018 as distributed.
Seconded, called to vote, 7 in favor, unanimous.**

**Motion to approve the Minutes of the BOD meeting of February 20, 2018 as distributed.
Seconded, called to vote, 7 in favor, unanimous.**

President's welcome announcement to members and general public:

Aloha and welcome to the March 2018 Board of Director's meeting for fiscal year 2017-18.

OLCA members and the general public are welcome to attend but are asked to please not interrupt the proceedings and agenda. Guests will be given the opportunity to speak at the end of meeting. Sign-in and suggestion forms will also be provided at the meeting; these forms will be reviewed and addressed by the BOD at the next scheduled meeting.

One final notice, this is a public meeting and it is being video recorded.

Monthly Reports:

Treasurer Tegen Greene, monthly financial report, as distributed.

Secretary Frederic Wirick's report:

In brief, the Court Hearing held on Thursday, March 1, 2018 was in favor of the Defendants including OLCA Board members and the Orchidland Community Association.

OLCA is NOT being ordered into receivership!

The OLCA Membership elected Board of Directors: President Steve Lyon, Vice President Donald Stoner, Secretary Frederic Wirick, Treasurer Tegen Greene, Road Chair Gerald Akana and Directors: Sky Platt, Doug Anderson, Jermai Cann, Steve Baca and Paul Imaizumi were listed on the State of Hawaii DCCA/ BREG business registration on March 1, 2018.

The March 1st Hearing was lengthy, a few hours, most discussion took place behind closed doors with the attorneys in the Judge's chambers, and after consulting with the clients, an agreement was reached and approved by the Judge.

Summarized terms of agreement as stated at the end of the March 1st Hearing:

(Actual Court order being prepared by OLCA Defendant's attorney, Michele Luke)

-- Unfreezing of OLCA accounts, these funds have been frozen since March 2016 and total over \$120,000. These bank accounts, records and statements will be handled by OLCA's book and record keeper, Ken Ah Lo of Data Processing Services, Inc.

-- OLCA Mandatory Road Maintenance Assessment fees are to be made out to Orchidland Community Association, Inc. and sent to Data Processing Services, Inc. c/o Ken Ah Lo.

-- No use of unlicensed contractors for road improvements. Since July 2015, only licensed contractors have been used for OLCA road improvements.

-- Former SM, Nancy Cabral would monitor but would not interfere with operations or dictate management of: OLCA financial accounts by DSP, Ken Ah Lo; monitoring of the upcoming ballot count/ election process; and transparent consulting with the Judge for legal guidance.

-- Lift of discovery, discovery or dispositive motions Hearing May 8, 2018. With the final filing due by April 20th, and final response April 30th.

-- New Court date is March 21, 2019.

Additional Updates following the March 1, 2018 Court Hearing::

We, the OLCA Membership elected Board of Directors led by President Steve Lyon were told by OLCA attorneys that in the Judge's chambers on March 1st the Judge stated that the OLCA Bylaws are the bylaws!

For the complete OLCA Bylaws visit www.Orchidland.org and click on Bylaws. Also the proposed 2018 Bylaw revisions are found at this location, and are part of the 2018-19 Ballot that was enclosed in the OLCA March 2018 Newsletter that was recently mailed to the OLCA Membership. Please take the time to complete the 2018-19 OLCA Ballot and return it to the address printed on the reverse side. It was advised that OLCA use a third-party to count OLCA 2018-19 Ballot votes this year, please note the name and address of this third-party when returning the enclosed Ballot by mail.

Below is a short list of some of the current and primary OLCA Bylaws (revised 2010).

Long and short -- pay to play -- you must be an OLCA member to vote, run as a candidate for the OLCA Board of Directors and to be elected by the OLCA Membership. Note all OLCA

members are verified by Ken Ah Lo of Data Processing Services, Inc. -- OLCA's (and the Court recognized) book and record keeper.

OLCA Bylaws (revised 2010):

ARTICLE III — MEMBERSHIP & VOTES

Section 1. QUALIFICATION OF MEMBERS. There shall be only one class of membership in OLCA. Each person who is the owner of a lot in Orchidland Estates shall be entitled to membership upon full payment of all MRMA's and any interest or liens due.

Owners of Orchidland lots exempt from MRMA's shall be made members upon full payment of the annual MRMA.

"Owner" means a person or entity that is on the title as an owner or as a buyer under an Agreement of Sale. It does not include a tenant under a lease agreement.

Section 2. VOTING RIGHTS. Members shall be entitled to one vote for each lot owned at all membership meetings or by mail-in ballot. In the case of more than one owner per lot, only one vote shall be cast per lot. Members who own more than one lot shall be entitled to one vote for each lot owned.

ARTICLE VII — BOARD OF DIRECTORS

Section 1. POWERS. The BOD shall conduct, manage and control the affairs and business of the corporation. The directors shall have the following powers and responsibilities, subject to the limitations set by law, the Charter of Incorporation, these bylaws, and duly approved policies and procedures:

- To delegate or limit the authority of the president, officers, or other directors.
- To select or remove the agents or employees of the corporation.
- To see that all finances are protected and managed in the interest of the corporation.
- To maintain road billing records and other necessary records.
- To make reports as required by law.
- To see that all organizational documents are protected.
- To supervise maintenance and improvements of roads within Orchidland Estates.
- To propose guidelines for committees.
- To make policies and procedures.
- To provide for adequate liability insurance unless waived for good cause by a two-thirds (2/3) vote of the BOD.
- To recommend an annual MRMA for approval by the general membership.
- To present a recommended budget for the next fiscal year at the annual membership meeting.

Section 3. ELECTION AND TERM OF OFFICE. Directors shall be elected for a term of three (3) years, with a minimum of four (4) BOD positions elected each year, except for every third year

when a minimum of three (3) BOD positions will be elected. Directors shall be elected by members in good standing through a mail-in ballot. The ballots along with a list of qualified nominees and their personal statements shall be sent at least thirty (30) days before the annual meeting and ballots shall be due by May 15. Ballots received after this deadline shall not be counted. No member shall be elected for more than two (2) consecutive terms. A term shall be defined as a period of three (3) years but shall exclude any period of time a member may have served to fill a vacancy. A director who has served for five (5) or more consecutive years, excluding time served filling a vacancy, shall not be able to serve for three (3) years after leaving office.

Once again for the complete OLCA Bylaws visit www.Orchidland.org and click on Bylaws.

Also, please participate in the annual OLCA Membership Ballot voting process, the March 2018 OLCA Newsletter has been mailed and the 2018-19 Ballot is enclosed. OLCA is a designated 414D Community Association – and NOT a Home Owners Association, we are self-governed. Exercise your right to vote -- this is your Orchidland Community Association!

Old Business:

Recently Orchidland Community Association, Inc. (OLCA) regained access to and registered OLCA with the Department of Commerce and Consumer Affairs (DCCA)/ Business Registration (BREG) -- the current Director and Officer (D&O) listing now shows the OLCA Board.

Note, this OLCA corporate listing was fraudulently changed by an imposter group in March 2016.

Also OLCA regained access to OLCA's corporate USPS Post Office (PO) Box 280, Keaau, HI 96749. Note, this PO Box was seized by imposters in April 2016.

In addition, OLCA financial accounts at HFS Federal Credit Union in Keaau and Central Pacific Bank (CPB) in Hilo were forced frozen by the malicious actions of imposters in March 2016.

At the recent March 1, 2018 Court Hearing, in the Terms of Agreement for a Court Order, the Court directed HFS and CPB to "unfreeze" these accounts.

In preparation for this OLCA fund liberation, the following Motion is presented for BOD approval.

Motion to approve Orchidland Community Association, Inc. President Steve Lyon as an additional approved and authorized bank signatory or authorized person, and OLCA book and record keeper Ken Ah Lo of Data Processing Services, Inc. as an authorized recipient for the following OLCA financial institutions: HFS Federal Credit Union, Central Pacific Bank and CU Hawaii Federal Credit Union.

Seconded

Discussion: OLCA President Steve Lyon's name will be added to the existing list of approved and authorized bank signatories or authorized persons including: OLCA Vice President Donald Stoner, Treasurer Tegen Greene and Secretary Frederic Wirick.

More Discussion, call to vote, 7 in favor, unanimous.

RMC report summarized by RMC Vice Chair Don Stoner (full report as distributed):

Updates on unpaved roadway maintenance:

The first round of road maintenance on unpaved roads, about 30 miles, was completed in January 2018, this service included – mowing of road sides, grading, adding of materials where needed and opening of natural drainages.

Over the last month, the second round of scheduled road maintenance began for fiscal year 2017-18. Please note, this is first time in the history of OLCA, that 30 miles of the unpaved roads will be serviced in one fiscal year.

Road maintenance was completed on unpaved upper Pohaku Drive, Laniuma from 39th to 40th Ave, and 40th Ave from Pohaku Drive to Orchidland Drive.

Service has also begun on 34th and 35th Ave.

Updates on pothole filling: the seemingly constant rain over the past month has made it nearly impossible to fill potholes with cold mix; crews have been out to fill potholes with gravel on a regular basis to help prevent larger potholes from forming until cold mix can be applied. The worst potholes and located on lower Orchidland Drive between Hwy 130 and the entrance to Blanes Drive-in. This short section of roadway receives heavy commercial traffic and the two parking lots from the Mormon church drain onto lower Orchidland Drive, causing ponding during heavy rains. Also some sections of lower Auli'i from Hwy 130 to 36th Ave experience ponding during heavy rains, the worst sections between 34th and 35th Ave, this ponding coupled with residential traffic flow, creates more potholes and needed repairs in this section.

New Business and Updates on upcoming RMC projects in 2018:

The scope of work, including County specifications, for the installation of 25 mph speed humps on Pohaku Drive and 40th Ave have been completed. This installation is a road improvement and safety project, and will require licensed contractors to submit bids. The intent of this project is to help reduce speeding vehicles and reduce the amount of cut through/ bypass traffic. In turn, reduce the risk of vehicular accidents, improve public safety and reduce liability risks to OLCA on these private roads.

Summary: for decades Pohaku Drive and 40th Ave have been used as a cut through for bypass traffic from Hwy 130 to Hwy 11. Over the years there have been numerous vehicle accidents on these private roads, including a young girl that was hit by a speeding vehicle on 40th Ave. Over the past years with the growing Puna District population and road construction on Hwy 130 between Keaau and Pohaku Drive, the amount of cut through/ bypass traffic has increased. In addition, during temporary road closures of Hwy 130, the HPD has directed County traffic through the private roads of Pohaku Drive and 40th Ave to Hwy 11, creating an emergency bypass route.

2) New asphalt pavement.

The scope of work for asphalt paving of upper Laniuma from 39th to 40th Ave has been completed. This is a road improvement project and will require licensed contractors to submit bids.

Summary: For fiscal year 2017-18, at least \$50 of the \$200 MRMA collected was to go to new asphalt paving, allowing the RMC and BOD to move forward to complete some of the Paving Plan set forth on or about 1998. The Paving Plan is considered a “living document,” and as such, the scheduled paving would be determined by on various factors including but not limited to: amount of traffic; environmental conditions including flooding, poor drainage and ponding; cost of upkeep and ongoing maintenance; potential liability risks and more.

In accordance with the 1998 Paving Plan, the three final sections roads were considered for possible asphalt paving:

600’ of upper Pahaku Drive; or approximately one third mile of upper Laniuma from 39th to 40th Ave; or approximately one third of a mile of upper Illima Drive from 36th to 37th Ave.

The RMC has surveyed all three sections of roads and has determined that upper Laniuma Drive from 39th to 40th Ave is priority -- but funding is a real issue. The 600’ section of upper Pohaku Drive is also a high priority, it will be considered for asphalt paving when the 25mph speed humps are installed on Pohaku Drive and 40th Ave. Illima Drive from 36th to 37th is by far the most affordable section of road to maintain and is least affected by environmental conditions. In addition, Illima Drive parallels Ainaloa Drive, a County maintained road, which is less than 1/8 of mile south of Illima Drive.

Note, the completion of the proposed asphalt paving project is dependent on the amount of paving funds collected from the 2017-18 MRMA. As referenced in the March 2017 Newsletter, one linear mile by 20’ wide of new asphalt paving to include: preparation grading, 4” of 1 ½” base course graded and compacted, and 2” of hot asphalt pavement was approximately \$400,000. The proposed section of Laniuma for asphalt paving is about 1/3 of mile in length.

New Business:

Additional updates regarding the installation of 25 mph speed humps on 40th Ave and Pohaku Drive and the hot asphalt paving of the approximate 600’ of upper Pohaku Drive:

Bids have gone out to licensed contractors for this road improvement and road safety project. At this point, one company has provided a substantially lower bid for the installation of the speed humps – project funding has been the only remaining issue.

At the March 1, 2018 Hearing there was a Court Order to unfreeze the frozen OLCA funds, these funds include a \$30,000 Capital Fund, that fund is in place for urgent road and road safety projects. The increased and speeding traffic on 40th Ave and Pohaku Drive has become real safety issue and potential liability risk to OLCA.

The two following Motions were approved by the RMC and are recommended for approval by the BOD:

Motion to approve the necessary funding and the lowest bid for the installation 25 mph speed humps on 40th Ave and Pohaku Drive, and the hot asphalt paving of the approximate 600’ of upper Pohaku Drive.

Seconded

Discussion: This road safety issue has been an ongoing concern of the RMC and BOD for years; already one young girl was hit and seriously injured on her bicycle by a vehicle travelling almost 50 mph in the 25 mph residential zone. These 25 mph speed humps are used by the County to slow and reduce traffic flow in residential areas where cut-through and by-pass traffic is a problem. The installation will increase road safety and reduce liability risks to OLCA.

The scope of works has been provided to licensed contractors bidding on these two projects. 25 mph speed hump installation to be funded by the Capital Fund and the approximate 600' of pavement by the paving fund. The paving of this short section of Pohaku Drive, will complete the 1998 paving plan for 40th Ave and Pohaku Drive.

More discussion, motion called to vote, 6 in favor, 1 abstention.

President Lyon has provided the RMC with proposed 2018 Right of Way (ROW) Policy and Procedure (P&Ps) for review, discussion and vote.

Motion to approve the 2018 Right of Way (ROW) Policy and Procedures (P&P) as distributed.

Seconded

Discussion: this Policy and Procedure has been in the making for the past year; safety, environmental and liability concerns regarding the Right of Ways have been a real and growing issue for decades. This ROW P&P will help OLCA address and work to resolve these issues from here on forward.

More discussion, call to vote, 7 in favor.

Additional RMC Updates:

On Wednesday March 7, 2018 Treasurer Greene reported a locked gate across the end of 42nd Ave. -- blocking road access. In January 2018, after metal posts were installed at this location, the RMC and BOD formally voted to prohibit the installation of gates on Orchidland Estates private roads, and will integrate this into future OLCA Policies and Procedures. A notice was placed on the post in January 2018 – residents were notified NOT to install the gate.

On March 8, 2018, the HPD was notified of the locked gate across 42nd Ave, responding HPD Officer Lunsford noted that a resident cannot block egress of road which prevents emergency vehicle access. The HPD Report and Incident number: M18013806, this incident will now be deferred to the OLCA attorney and the gate will be removed, the residents responsible for the gate and road blockage will assume all costs.

The OLCA Kubota tractor/ loader bucket has been repaired and final preparations are being made for the sale of the tractor in 2018. Efforts are being made with a local tractor company for future sale.

President Lyon continues to make progress on the new, extensive and comprehensive Orchidland Estates road and lot map, it should be completed in 2018.

Social and Community Lot Committee Report:

Saturday March 10, 2018 was the OLCA monthly Harvest Sharing & Farmers Market at the Hui Hoaloha, the OLCA Community gathering place. Even with all the rain over the past weeks the turnout was good – Orchardland Community supported agriculture, just grow it.

One addition item on the information table were flyers for the Neighborhood Place of Puna, a 501c3 nonprofit, serving all of Puna District. NPP offers a variety of services including a food pantry; they work closely with Hilo Food Basket for food distribution to families in need. NPP’s, primary mission is “Helping Parents to Raise Safe and Healthy Children.” Their office is located across the street from the Humane Society in Keaau.

For more information on upcoming events please visit www.Orchidland.org , on the website there is also a direct link to the OLCA group Facebook page.

For vendor information please contact either Committee co-chairs Edie Valentine or Merlin Forman at the monthly events or by calling 808-464-5598.

That concludes the Board business.

Guests input:

Sharon McCartin had some additional questions regarding the unauthorized gate across 42nd Ave., her questions were answered by some of the BOD in attendance.

James E. Higgins, praised the OLCA BOD for their good works and the favorable Court Order on March 1, 2018. He commented that the favorable Court Order was good for the entire Orchardland Community Association. To show gratitude and to celebrate the OLCA’s victory in Court, the Vedic Cultural Association, a registered 501c3 in Orchardland Estates, has offered to assist with the potluck social event that is scheduled before the OLCA Semi-Annual Membership meeting on Saturday 28, 2018. The BOD welcomed his offer to assist.

Final Announcements:

The OLCA March 2018 Newsletter and Ballot were sent to the entire OLCA membership. Please return your Ballots to Neighborhood Place of Puna, 16-105, Opukaha’ia St., Keaau, HI 96749 Also Ballots can be dropped off in-person, Monday thru Thursday, 8am to 4:30pm. Ballots mailed, must be postmarked by May 15th.

The OLCA Semi-Annual Membership meeting is scheduled for Saturday, April 28, 2018 at the OLCA Community Gathering Place, the Hui Hoaloha, located at Orchardland Drive and 36th Ave., from 2pm to 4pm.

An OLCA potluck social will be held from 12 noon to 2pm. For more information please contact Committee Chairpersons: Edie Valentine or Merlin Foreman at 808-464-5598.

Motion to adjourn, call to vote, the BOD meeting for March 20, 2018 is adjourned at 8:04pm.

Submitted by:

Frederic Wirick, Secretary

Date