

**Orchidland Community Association
Board of Directors Meeting
Approved Minutes
October 20, 2020**

In accordance to State regulations regarding Board meetings and business: the OLCA Board has approved (via email vote) -- that the regularly scheduled monthly OLCA Committees and Board meetings will be conducted via Zoom online conferencing.

In addition, email approved Motions have also been utilized since April 2020, due in part to the Covid-19 pandemic, the concerns of social interaction and State imposed regulations.

The OLCA Board has utilized email voting for the approval of Motions when needed to help expedite the business of OLCA Committees and the Board. A majority vote is required in order for a Motion to be approved. These email Motions are recorded by the OLCA Secretary and included in the monthly Minutes.

In addition to Zoom online conferencing, the OLCA Board has approved (via email) that any Executive Agendas/ Sessions and/ or special guest presentations are to come at the end of the Board meetings following regular business.

Zoom online conferencing update: the morning of the regularly scheduled OLCA Board meeting, October 20, 2020 -- the OLCA Secretary will send a Zoom invitation via email. Be sure to download the free Zoom app and/ or software to your smart phone and/ or computer ahead of time. Zoom check-in begins at 6:15pm the evening of regularly scheduled Board meeting. Referencing the Zoom email invitation, simply click on the link below "Join Zoom Meeting" and follow the prompts. Note, once you are admitted to the Zoom meeting, be sure to unmute your audio and open your video connection. The OLCA Board meeting will begin on or about 6:30pm, when a quorum of 6 or more Board members are present.

Call to Order: Vice President Doug Anderson presiding, this is the OLCA Board of Directors meeting of October 20, 2020 via Zoom online conferencing the time is 6:32pm.

Board roll call via Zoom: VP Doug Anderson, Secretary Ric Wirick, Treasurer Hershel Hood, Road Chair John Erickson, former Road Chair Sky Platt and Brennan Low.

Special Guests roll call via Zoom: Tara Brandon and Brian Murphy

Board members absent: Steve (Mongo) Lyon, Tegen Greene and Jeremai Cann.

1) Motion to approve the Agenda for the OLCA Board of Directors meeting of October 20, 2020 as distributed (via pdf).

Seconded

Call Motion to vote, all in favor 6, Motion Approved

2) Motion to approve the Minutes for the OLCA Board of Directors meeting of September 15, 2020 as distributed (via pdf).

Seconded

Call Motion to vote, all in favor 6, Motion Approved

Vice President's announcement to board members and special guests:

Aloha and welcome to the October OLCA Board of Director's meeting for fiscal year 2020-21. Our Committee and Board meetings are now being held via Zoom online conferencing due to concerns of the Covid-19 pandemic and the onset of the flu season.

Special guests are welcome by Zoom invitation to attend but are asked to please not interrupt the proceedings and agenda. Special guests will be given the opportunity to speak at the end of meeting.

Motion to elect interim OLCA Board Members Tara Brandon and Brian Murphy as was announced at the previous OLCA Board meetings and in accordance to the OLCA Bylaws.

Second

Discussion: Both OLCA members had expressed interest to join the OLCA Board month's ago, and have attended this month's RMC and CLDC meetings as "special guests". They both live on 37th Ave: Tara near the intersection of Illima Drive, and Brian, near the intersection of Pohaku Drive.

Currently, the OLCA Board member count is 9 members with the addition of Tara and Brian, we will again have our 11-member Board in accordance to OLCA Bylaws.

Note, David Guinn, who has been out on extended medical leave since July 2020, has formally resigned from the Board – and in doing so has created one of these two Board vacancies. Our best wishes and prayers go out to David for his speedy recovery.

More discussion: Could we now have a brief introduction (1 to 2 minutes) from Tara and then Brian before moving to their election vote.

Call Motion to vote, all in favor 6, Motion Approved.

Welcome, Tara and Brian to the OLCA Board as interim Directors, now we have 8 Board members in attendance at tonight's meeting.

Summarized Monthly Reports and Motions (full reports as distributed):

Secretary's report by Frederic (Ric) Wirick:

Following last month's disrupted RMC and BOD meetings, and with the increased threat of Covid-19 and the onset of the flu season -- the majority of the OLCA Board approved the following two Motions via email from September 21st to 24th, 2020:

-- **Motion** to approve this new Zoom meeting platform for both OLCA Committee and Board meetings starting October 2020 until the New Year 2021, at which time we will re-evaluate the meeting process.

Seconded

Discussion: This was initially suggested by Board member Brennan Low.

Call Motion to vote, all in favor, 6 in favor, 3 no response – Motion approved.

-- **Motion** to approve that OLCA Executive Agenda/ Executive Sessions and/ or special guest presentations are to be scheduled after the regular Agenda/ OLCA business is completed.

Second

Discussion: This was also initially suggested by Board member Brennan Low.

Call Motion to vote, all in favor, 6 in favor, 3 no response – Motion approved.

As per the OLCA Board approved Motion of September 15, 2020 -- the Agri-Cultural Center (ACC) lease agreement was delivered to the OLCA attorney, Peter Steinberg, for legal review and suggestions. And the majority of the OLCA Board approved payment of his legal services via an email vote.

-- **Motion** to approve the payment of \$500 to OLCA attorney Peter Steinberg for the OLCA Board directed legal review of the ACC lease agreement that the OLCA Board approved on September 15, 2020.

Noting -- that any additional legal service provided by Peter Steinberg will cost OLCA an additional \$250 per hour.

Seconded by Doug Anderson

Discussion, call to vote, all in favor 5, 1 opposed (Tegen Greene) and 3 no response.

Motion approved.

In addition, as OLCA Secretary, I had worked with Carrie Walters, former Legal Secretary (now Board Assistant) during the Orchidland Voice/ Arthurs lawsuit from 2015-19 (plus on follow-ups in 2020). We worked with various attorneys including, OLCA attorney Peter Steinberg.

Ms. Walters and I had discussed how to properly move forward with the legal review of the ACC lease agreement. It was agreed that when the OLCA Board approved ACC lease agreement for legal review and suggestions – it would go to OLCA attorney, Peter Steinberg, because he was local, efficient and affordable. Please note, it was OLCA attorney Peter Steinberg that OLCA went to originally when the 2015 Orchidland Voice/ Arthurs lawsuit was filed. Interestingly, his retainer fee at that time was also \$500.

The complete details of this ACC lease agreement and legal review process are covered in detail in the Community Lot Development Committee report, coming later in this meeting.

Treasurer's report by Hershel Hood, including monthly financials for September 2020 as distributed via pdf:

This is the Orchidland Community Association treasurer report for October 2020 from treasurer Hershel Hood.

A meeting with the OLCA bookkeeper was held on September 22,2020.

Hershel Hood and Ric Wirick, Secretary, attended.

Topics discussed:

1. The resolution of old debt. Monies not paid by residents for their road association dues.

2. How DPS, the bookkeeper, would be able to accommodate our request for resolution of the outstanding debt.
3. Development of a cost schedule to perform the requested services.
4. Developing a time line for implementing the resolution of the old debt.

Future discussions will be required. DPS will provide information as it is developed.

A cost to completion was submitted by DPS on 10-12-2020 in the amount of \$1,256.54. There are an estimated 300 to 400 accounts that will need to be evaluated. Their goal is to complete the project by the end of this year, 12-31-2020.

Motion #1. To approve payment to our bookkeeper DPS for the completion of bad debt resolution in the amount of \$1,256.54.

Seconded

More Discussion, call Motion to vote, all in favor 8, Motion Approved.

Motion #2. To create a new checking and savings account at CU Hawaii for the Community lot fund and eliminating the account at HFS.

Seconded

Discussion: At this time, the Community Lot fund has no checking account.

More Discussion, call Motion to vote, all in favor 8, Motion Approved.

Motion #3. Transfer 25% of the MRMA dues accumulated this fiscal year to the paving fund. As required by OLCA bylaws. This amount is \$80,324.25. Paving fund is at HFS bank.

Seconded

More Discussion, call Motion to vote, all in favor 8, Motion Approved.

Motion #4. To create a new Legal fund, checking and savings account at CU Hawaii. To eliminate our existing account entirely and close all relationships with CPB.

Seconded

Discussion: We have only this one account at CPB. By closing this account, we are reducing our banks from 3 to 2. This will simplify the work performed by our bookkeeper.

More Discussion, call Motion to vote, all in favor 8, Motion Approved.

There are several roadwork projects in development, pending approval by the board. After deducting expenses from our total MRMA dues, we will have approximately \$98,000.00 in funds available for road projects for the remainder of this fiscal year. Spend this wisely my friends!

Please see the financial summary for September 2020, provided by our Bookkeeper for further details. If you have any further questions, please ask.

RMC report by RMC Chair John Erickson:

Updates on pothole filling:

This month, AT& H completed a full-rotation of pothole filling on paved roads (asphalt and chip sealed).

Unpaved road maintenance updates: Hokori Construction is completing unpaved road maintenance - a full-service rotation on the 30 miles of unpaved roads. Ashley Tractor and Hauling, is working ahead of the road maintenance crew: AT& H tractor mowing the road sides, pushing back encroaching cane/ cut grass and opening blocked natural drainages with the front-end loader.

Unpaved roads will be serviced/ maintained for 15 mph travel, which means some small potholes and exposed rock may remain and serve as 15 mph speed bumps and dips. Sections of roadway requiring service (multiple potholes, washouts, etc.) will be graded to maintain a center-lane, materials added, crowned to promote runoff and compacted. In areas that require a natural drainage from mauka to makai, 15 mph "speed dips" may be created to allow natural drainage from one side of the road to the other and to a natural drainage location.

Estimated cost of this full service, unpaved road maintenance service:
\$40,000 in materials (1 ½" to 2 ½" base course and gravel -- about eighty 20-ton truckloads delivered).
Plus, \$20,000 for labor and equipment (grader, roller/ compactor, skid-steer loader).

To complete the remainder of this full-service rotation by Horkori Const., additional materials were required – about \$10,000 (1 ½" to 2 ½" base course and gravel -- about twenty 20-ton truckloads delivered). A Motion for this additional funding was approved by email vote.

New Business:

1) A new direction for some pothole repairs in fiscal-year 2020-21:

Anticipating a repeat of the last year's high cost of cold patch repairs on lower Orchidland Drive after every heavy rain storm. The RMC has requested and received estimates for asphalt "hot patching"-- the service to be provided by Horkori Construction.

Two estimates were received: one for the lower section of lower Orchidland Drive from Hwy 130 to the entrance/ exit of Blanes Drive-in (est. 1701 for \$11,900) -- and a second for Orchidland Drive at the Blanes entrance/ exit (estimate 1700 for \$5,562.30). The total cost: \$17,462.30 – for reference, this is cost is close to last-years cost for cold patch.

***The following Motion has been approved by the RMC and is recommended for Board approval:**

Motion to approve Horkori Construction Estimates 1700 and 1701 for hot asphalt patching of lower Orchidland Drive – from Hwy 130 to the entrance/ exit from Blanes Drive-in. Total estimated cost: \$17,462.30

Seconded

Discussion: reference above paragraphs, under New Business. This road maintenance project in to be completed as soon as possible with dry weather conditions.

More Discussion, call Motion to vote, all in favor 8, Motion Approved.

2) Utilizing asphalt hot patching for other paved road repairs in fiscal-year 2020-21:

The RMC has some areas on paved roads that could use asphalt “hot patching” rather than cold-patching. Plus, Horkori Construction has informed the RMC, that occasionally during State Hwy Road Construction in the area, overburden materials (more ordered than they can use) can become available, and if the hot pavement is not used it is dumped for recycle.

At the RMC’s request, Horkori Construction has provided estimates for applying this “low cost or no cost” hot patch material: one estimate is for 1 ton (estimate 1694, for \$837.70) – and a second estimate is for 10 tons (estimate 1695, \$2,518.32) – the cost would be for application, equipment and labor.

OLCA Roads in need of this “overburden” hot patch service, when materials are available:

- A) Pohaku Drive at intersections of 35th and 36th Ave.
- B) Corner of 35th Ave and Laniuma Drive.
- C) Auli’i Drive at intersections of 34th and 35th Ave.
- D) Illima Drive where needed from 35th to 36th Ave.

***The following Motion has been approved by the RMC and is recommended for Board approval:**

Motion to approve Horkori Construction Estimates: estimate 1694, for one ton of asphalt overburden distributed and rolled at \$837.70 – and/ or a second estimate 1695, for 10 tons of asphalt overburden distributed and rolled for \$2,518.32. Note – the cost would be for application, equipment and labor.

Seconded

Discussion: this “overburden” is a low cost and effective hot patching method to help prevent potholes. With approval of this Motion, Horkori Construction will be given the green-light to use the “overburden” hot asphalt paving when it becomes available.

The OLCA Road Chair will meet with Horkori Construction to look over the various proposed sites and determine how much product is required.

More Discussion, call Motion to vote, all in favor 8, Motion Approved.

3) Preparing for regular and ongoing road maintenance of upper unpaved Pohaku Drive (every 3 months or as needed). And, upper Illima Drive, (every 4 months or as needed) Illima Drive is now being used as a Main Access Road, since access to Ainaloa Blvd has been blocked.

The RMC requested and has received estimates from Horkori Construction for the road maintenance of these two unpaved Main Access Roads: includes -- materials, grading, crowning and compacting:

***The following Motion has been approved by the RMC and is recommended for Board approval:**

Motion to approve the following road maintenance Horkori Construction estimates:

Estimate 1698, for upper unpaved Pohaku Drive = \$4,125

Estimate 1699, for Illima Drive from 36th to 37th and the T-intersection at 37th Ave. = \$5,800

Seconded

Discussion: reference paragraphs above. The RMC will notify Horkori Construction when service is needed.

More Discussion, call Motion to vote, all in favor 8, Motion Approved.

Additional RMC discussion and Motion:

-- RMC discussion regarding opening up a possible emergency bypass from Hwy 130 to Ainaloa Blvd via 37th Ave: updates, two road closures, one late September and the other early October 2020, on Hwy 130 at Ainaloa Blvd created excessive traffic confusion and congestion in Orchidland Estates with Hwy 130 drivers attempting to use Orchidland as a bypass onto Ainaloa Blvd. Apparently these confused drivers had not noticed the road closures at Ainaloa and 34th, 35th, 36th and 37th Ave since early July 2020.

Months earlier, the RMC suggested a possible emergency bypass that would go from Ainaloa Blvd across 37th Ave to Auli'i Drive then down to Hwy 130. Road improvements, maintenance and additional liability insurance for this emergency bypass would only be possible with the cooperation and funding from the County and State. The RMC suggests that we open discussion with the County and State regarding this possible emergency bypass in order to avoid future traffic confusion and congestion in Orchidland Estates during road closures and/ or traffic blockages at Ainaloa Blvd and Hwy 130.

In addition, now that the new roundabout at Hwy 130 and Ainaloa Blvd has reopened and an emergency bypass is needed as soon as possible -- the following Motion is recommended for RMC approval:

***The following Motion has been approved by the RMC and is recommended for Board approval:**

Motion to move the concrete barriers to the side of the road on 37th Ave near Illima Drive to allow for "emergency bypass" traffic to flow from Hwy 130 to Ainaloa Blvd.

Seconded

Discussion: see discussion above regarding this issue. In addition, Tara Brandon (special guest), OLCA resident living near the intersection at Illima Drive and 37th Ave had input: Tara indicated that the new roundabout is open and seems to working well. She also indicated that the two recent accidents at

the intersection of Hwy 130 and Ainaloa Blvd created a traffic jam at 37th and Illima and grid-lock. Tara indicated that if we reopened 37th Ave at Illima, that she would monitor traffic flow for the next month and report back to the RMC.

Hokori Construction has indicated that there would only be a minimal charge to move the concrete barriers aside. If the cut-through traffic on 37th and Ainaloa Blvd over the next month becomes a safety and maintenance issue, the barriers can simply be moved back.

More Discussion, call Motion to vote, all in favor 7, 1 abstention Brennan Low, Motion Approved.

-- Updates for the RMC from the Founder/ Director and principle of HAAS (Hawaiian Academy of Arts and Science) and their proposed Elementary school near the intersection of 34th Ave and Orchidland Drive:

The HAAS Principle has contacted the RMC via email, he has indicated that he is aware of the dangerous intersection at Hwy 130 and Orchidland Drive, and the need for road improvements to lower Orchidland Drive. HAAS is part of the State Dept of Education and has access to both State and Federal funding. They have begun a formal road study and are looking into State and Federal grant funding to assist with this issue. In addition, HAAS, would appreciate the cooperation of the OLCA RMC and Board in moving forward. A letter from the RMC approved by the Board has been requested.

Once received, this letter will be sent to the RMC for review and drafting the letter for Board approval.

Farmers Market Committee Report, the October 2nd Market was cancelled, FMC Minutes as distributed via emailed pdf.

Community Lot Development Committee Report and Motions by Secretary Wirick:

The complete Minutes for this month's and last months Minutes as distributed via emailed pdf.

New Business:

1) In order for the ACC (501c3) to move forward with applications for capital building funds via grants and loans from the USDA Rural Development and other groups – to fundraise for the pavilion and site improvements. The “revised” ACC lease agreement with OLCA must be signed and recorded with the State of Hawai'i.

In August 2020, the ACC Board had their attorney draft the ACC lease agreement for the OLCA Community lot (cost \$1000), that lease was then approved by ACC Board. In September 2020, it was then sent to the CLDC, reviewed and approved -- and on September 15, 2020 the OLCA Board, reviewed and approved the lease for legal review and suggestions by the OLCA attorney (\$500). This directive for legal review by an OLCA attorney came from the OLCA Board Assistant, Carrie Walters. She also indicated the edited lease and suggestions would then go back and forth from attorney to attorney and from Board to Board for the final approved revised lease agreement.

On or about October 1, 2020, the OLCA attorney's suggestions were then sent via email to the ACC attorney for review and comment, this was done under the advice of OLCA legal counsel (estimated

ACC cost \$250) and then back to the ACC Board for review and comments. Then back to the ACC attorney for his final edits (estimated ACC cost \$250), and back to the ACC Board for approval. And now to the CLDC, then to the OLCA Board.

Since we are all in this together, the ACC requires some additional funding from the OLCA Community lot fund in order to cover these additional legal costs (\$500 total) – note, OLCA Board Assistant, Carrie Walters indicated that this is just part of the necessary lease agreement -- legal review process.

***The following Motion has been approved by the CLDC and is recommended for Board approval:**

1) Motion to approve \$500 in additional start-up costs for the ACC, to assist with this lease agreement legal-review process. OLCA funds to come out of the OLCA Community Lot fund.

Seconded

More Discussion, call Motion to vote, all in favor 7, 1 abstention Brennan Low, Motion Approved.

These final edits of the ACC lease agreement for OLCA Community lot are attached as pdfs: a copy is the revised ACC lease agreement; a copy of the revised ACC lease agreement with edits shown in red and blue; short-form lease agreement, and Bureau of Conveyances document.

Once reviewed and approved by the CLDC, this revised ACC lease agreement and additional attached documents -- will be added to the OLCA Board Agenda, to be presented as CLDC Motion for OLCA Board approval. The OLCA Board meeting is October 20, 2020 via Zoom online conference – the CLDC plan is to finally get this revised ACC lease approved and signed for recording with the State of Hawai'i.

Note, if this revised lease agreement goes back to the OLCA attorney, the cost for review and suggestions is \$250 hour, no minimum. Then likely back to the ACC attorney (additional \$250) and on and on...

***The following Motion has been approved by the CLDC and is recommended for Board approval:**

2) Motion to approve the OLCA Agri-Cultural Center (501c3) revised lease agreement and additional documents for the OLCA Community Lot as distributed.

Seconded

More discussion, call Motion to vote, all in favor 8, Motion Approved.

Additional New Business:

The 2020 OLCA Community Center site plan (approved by the CLDC and the OLCA Board) needs to be submitted to the County of Hawai'i Planning Department – but it requires a “site drainage plan” by a civil engineer, and the estimated cost up is to \$500. Elevations are also required but these will be provided by the pavilion manufacturer.

***The following Motion has been approved by the CLDC and is recommended for Board approval:**

3) Motion to approve up to \$500 for the required “site drainage plan” prepared by a civil engineer – in order for OLCA to submit the 2020 Community Center site plan application to Hawai'i County Planning Department for approval. Funding to come from the OLCA Community Lot fund.

Seconded

Discussion: Brennan asked if this was enough to cover the cost of the site drainage plan? Ric responded that is the estimated cost that the Planning Dept representative had indicated.

More discussion, call Motion to vote, all in favor 8, Motion Approved.

Since the CLDC are also mangers of the OLCA Community lot, we are still waiting for updates from the OLCA Farmers Market Committee (FMC) regarding the CLDC recommended and **OLCA Board approved Motion of September 15, 2020:**

-- **Motion** to direct the newly established OLCA Farmers Market Committee to formally register with the State and County in order to receive a permit and an exemption to operate as a Farmers Market during the Covid-19 pandemic.

Discussion: In July 2020 the monthly OLCA Harvest Share was formally converted into the OLCA Farmers Market, with its own Committee. The most recent Covid-19/ Hawaii State restrictions regulate “social gatherings” to no more than 10 persons – inside or outside. Whereas, State and County registered and permitted Farmers Markets are considered “essential” and are able to operate under the current restrictions.

During this Covid-19 pandemic -- OLCA has additional safety concerns and liability risks regarding the unpermitted OLCA Farmers Market -- and recently OLCA had to cancel the monthly event scheduled for Saturday September 5, 2020. The OLCA Farmers Market is to remain closed until the OLCA Farmers Market obtains the formal permit from the County and State. Registration may require a business license, tax number, financial accounting, insurance and more.

The primary concerns of and for OLCA are the potential liability issues that could arise from an “unpermitted” Farmers Market and also insurance limitations during the “State” imposed restrictions related to the Covid-19 pandemic.

Specific updates, permits, etc. from the FMC to the CLDC and OLCA Board are required before the reopening of the OLCA Farmers Market will be considered.

OLCA Agri-Cultural Center (501c3) Board report by Secretary Wirick:

The ACC is awaiting the OLCA Board final approval and filling of the ACC lease agreement in order to move forward with fundraising.

That completes the OLCA reports and motions.

Recess called by Vice President Doug Anderson and approved by the Board for Executive Session from 8:00pm to 8:20pm.

Referencing OLCA Bylaws -- Article 7, Board of Directors -- Section 8, Removal:

Any officer may be removed for cause by a majority vote of the BOD at a regular BOD meeting where a quorum is present.

Motion to remove Steve (Mongo) Lyon from the position of OLCA President for his action’s unbecoming of an officer and president over the past two months.

Seconded

Discussion: at the RMC meeting of September 8, 2020, as a special guest, president Lyon disrupted RMC business and then threatened RMC Secretary with bodily harm.

One day before the BOD meeting of September 15, 2020, the president inserted his own Executive Agenda/ Session – disrupting Association business for almost 2.5 hours.

Earlier this month, he threatened some Board members via email and in-person.

Today, October 20, 2020 president Lyon called and/ or emailed some seated and/ or to-be-elected OLCA Board members, directing them to not attend tonight’s regularly scheduled Board meeting, once again attempting to obstruct Board business.

More discussion, call Motion to vote, all in favor 7, 1 abstention Tara Brandon, Motion Approved.

Final Announcement: The 2020 OLCA October Newsletter will be sent out by DPSI on or about October 30th. Due to Covid-19 restrictions the OLCA November Semi-Annual meeting will be cancelled as it was in April, this announcement is noted in the October Newsletter.

That concludes the OLCA BOD meeting for October 20, 2020, motion to adjourn, call to vote, all in favor 8, the time is 8:30pm.

Submitted by:

Frederic Wirick, Secretary

Date