

**Orchidland Community Association
Board of Directors Meeting
Approved Minutes
September 21, 2021**

Call to Order: President Doug Anderson presiding this is the OLCA Board of Directors meeting of September 21, 2021 via Zoom online conferencing the time is 6:32pm.

Board roll call via Zoom: Doug Anderson, Tara Brandon, Brian Murphy, Hershel Hood, John Erickson, Steve Lyon, Jeremai Cann and Charles Heaukulani

Motion to approve the Agenda for the OLCA Board of Directors meeting of September 21, 2021 as distributed (via pdf).

Seconded

Call to vote, all in favor 8, Motion approved.

Motion to approve the Minutes for the OLCA Board of Directors meeting of August 17, 2021 as distributed (via pdf).

Seconded

Call to vote, all in favor 8, Motion approved.

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

Secretary report and Motions by Brian Murphy:

At last week's, September 14th RMC meeting I read the following:

"As OLCA Secretary, I cannot complete the RMC and BOD Minutes without the RMC Chair providing me a full monthly report, including RMC discussion and approved Motions for road and road side maintenance. The RMC reports for August and September 2021 were incomplete.

There is OLCA protocol to follow, the RMC discusses and then approves all road and roadside maintenance and scheduling, this also includes the hiring of contractors. After RMC approval, these road projects are taken to the Board for funding approval at the monthly meetings.

It is clear that John Erickson is not up to the task of RMC Chairperson. It is fortunate that Tara Brandon has agreed to step up to replace John as the new RMC Chairperson in order to help get things back on track from here on out. Tara agreed to step down as OLCA's Vice President to fulfill this new position. Prior to tonight's meeting, OLCA President, Doug Anderson discussed these changes with all members of the RMC and he received our approval."

Tara Brandon resigned as OLCA's Vice-President and was elected the new RMC Chairperson. At this time, we have a few technical issues to complete.

1) Motion to elect Charles Heaukulani as the new OLCA Vice-President and to add him as a new authorized bank signatory/ account representative at CU Hawaii Federal Credit Union with President

Doug Anderson, Secretary Brian Murphy and Treasurer Hershel Hood on the OLCA bank accounts. In addition, the removal of former VP, Tara Brandon from the CU Hawaii Federal Credit Union signatory listing for OLCA.

Seconded

Discussion: Charles has served on many other Boards over the past decades. He has become familiar with the volunteer management provided by the OLCA Board. And as the majority of OLCA Board members, he will put our community's interest first and foremost.

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

According the OLCA Bylaws, the OLCA October 2021 Newsletter is to be mailed 30-days prior to the November Semi-Annual Membership meeting scheduled for Saturday, November 27, 2021. The October Newsletter will be printed and to DPSI for mailing by October 20th. I will need newsletter reports from the President, Treasurer and RMC Chairperson.

Due to the fact that Covid-19 restrictions on social gatherings are being reinstated and it is the beginning of the 2021 flu-season. I suggest that we make a newsletter announcement and post on the OLCA website that the Saturday, November 27, 2021 Membership meeting will be held via Zoom. **2) Motion** to approve holding the OLCA Semi-Annual Membership meeting via Zoom online conferencing due the fact that Covid restrictions on social gatherings are being reacted with the 2021 flu-season.

Seconded

Discussion: referenced above

More Discussion: John Erickson was opposed.

Call to vote, all in favor 7, 1 opposed, Motion approved.

In June, we approved the following Motion:

Motion to approve the 2021 Right-Of-Way Policy and Procedures and the letters to address specific ROW violations.

I have offered to work with RMC Chairperson Tara Brandon to address specific ROW violations and send out letters as needed. If other Board members would like to assist us addressing these ROW issues, please let us know.

The Board approved funding to hire an attorney that specializes in complicated lien issues (les pendens). The retainer was paid and this legal issue should be resolved soon.

That completes the Secretary's Report and Motions.

That completes the monthly Secretary's report.

This is the August 2021 OLCA Treasurer report by Hershel Hood. Data provided by DPSI, OLCA bookkeeper. Includes monthly financials for August 2021 as distributed via PDF.

The 2019 audit is still in process by the OLCA CPA, Carbonaro CPAs and Associates. The estimated cost remaining is approximately \$9,000.00. Meetings have been completed between the CPA the OLCA bookkeeper and the Treasurer in order to resolve questions regarding the audit. The delays in completion have been caused by incomplete information provided by previous OLCA Treasurers. The requested information is from the years 2016 to 2019, times were complicated for OLCA back then due to the lawsuit that was going on. However, the audit is slowly approaching completion. I will continue to assist in completing this project in the absence of the President. Three progress payments have been made so far to the CPAs. The amount paid so far is approximately \$7,400.00.

*** Motion #1. motion to the BOD to approve making the final payment to Carbonaro CPAs, of approximately \$9,000.00 once the audit has been completed. Hopeful estimated completion is this month.

Seconded

Call to vote, all in favor 8, Motion approved.

OLCA has 2 very important insurance policy renewals that are coming up.

1. D&O, management liability insurance. This annual policy is set for renewal/ expiration on 11-17-2021. The cost is \$14,840.00. I have been acting as the Insurance representative for OLCA and will continue to do this for the duration of my term as Treasurer. Assistance from the president, **Douglas Anderson, is required to complete the application.** Douglas, as OLCA president, is required by the insurance agent to complete and sign and transmit the application to their office. I recommend before November 1st, 2021.

I have already provided Doug with the application forms from the insurance agents at B&B. The previous application form (from last year) has also been provided to use as a reference. Email correspondence from the insurance agents has also been provided.

*** Motion #2, to approve the completed application for the OLCA- D&O, 2021- 2022 insurance coverage, as provided and signed by the President of OLCA, Douglas Anderson, OLCA before November 1, 2021.

Seconded

Call to vote, all in favor 8, Motion approved.

*** Motion #3, to approve making the required payment of \$14,840.00, for the OLCA, D&O insurance for years 2021-2022 coverage as soon as the insurance application has been completed by the OLCA President.

Seconded

Call to vote, all in favor 8, Motion approved.

2. OLCA Bond. This required liability policy is set for expiration/ renewal on 10-30-2021. The amount due is \$533.00. Essentially, this is required insurance as stated in the OLCA articles of Incorporation.

*** Motion #4, to approve payment to B&B insurance for the required BOND coverage in the amount of \$533.00 for the fiscal year of 2021-2022.

Seconded

Call to vote, all in favor 8, Motion approved.

*** Motion #5, to approve the Treasurer, Hershel Hood, to create the required BOD approval letter to be submitted with the BOND payment as a representative of OLCA before October 1, 2021.
Seconded
Call to vote, all in favor 8, Motion approved.

*** Motion #6, to approve submittal of the required B&B insurance questionnaire before October 1, 2021. The Treasurer, with the advise of the OLCA President, will complete the required questionnaire and submit.
Seconded
Call to vote, all in favor 8, Motion approved.

In light of Tara Brandon resignation as OLCA Vice President , in case you didn't know this, OLCA must have a new V.P. in place immediately.
If we don't the D&O insurance policy and the BOND maybe rejected! This rejection is highly probable and we can't let this happen.

The following is a summary of expenses paid by OLCA in the month of August 2021:

1. AT&H, asphalt pot hole filling =	\$2,615.92
2. AT&H, OLCA community lot maintenance	\$192.04= comm. fund
3. Carbonaro CPAs. Audit progress billing #2 =.	\$2,403.45
4. DPSI, July MRMA Billings, mailings & Audit =.	\$3,274.84
5. Brian Murphy, reimbursements for Zoom acct. =.	\$156.96
6. Flying disc production, Zoom moderator =.	\$62.55
7. Haitsuka Degele , attorney for lis pendens.	\$1,500.00 = legal fund
8. Landa, webmaster- OLCA .org , website fix=.	\$175.00
9. DPSI, accounting transfer fees=.	\$200.00
10. DPSI, August accounting services, C.C. =.	\$2,426.33
11. Watkins Paving, work on 39th, labor/ materials=	\$1000.00
12. Carbonaro CPAs, progress bill #3=.	\$3,648.53
13. Community lot property tax payment @1/2=.	\$199.91
14. Uprise Farms& Services, 37th road work=.	\$12,526.67
<u>Total expenses paid= \$27,955.00</u>	

Billings for the OLCA cell phone and Storequest storage comes to approximately \$210.00 monthly.

Once BOD approved, the final 1/2 payment for asphalt road work completed on upper Pohaku dr. by Hokori Construction should be made. \$30,502.60.

****This full payment amount comes from the Asphalt Paving fund, not the general funds.**** 25% of MRMA dues collected goes into the Asphalt Paving fund annually.

As a reminder to the Board, the budget for this fiscal year of 2021 -2022, for road maintenance is approximately \$160,000.00. This amount is dependent on the total amount of MRMA dues collected. The final amount could be more or less. Less than \$20,000.00

has been utilized for road maintenance this first quarter. I would strongly recommend that a schedule for routine road maintenance be established, approved and implemented by the BOD.

The tax returns for fiscal year ending June 2021 were due to be submitted to the IRS. I have requested, from Ken Ahlo OLCA bookkeeper, an extension on the due date. The extension was approved by the IRS. The new due date is before May 15, 2022. I suggest that the tax returns be completed before the end of 2021 and NOT wait until the last second. I will submit a request to the BOD to complete the tax returns after the current audit and insurance requirements have been completed.

One last announcement from me Hershel Hood,

I HAVE OFFICIALLY RESIGNED AS A MEMBER OF THE OLCA -Road maintenance committee- ON SEPTEMBER 14, 2021.

I have spent the last almost 2 years as a member of the RMC.

I have also been the Treasurer most of that time. I am burned out. Being Treasurer is enough of a load. It is time for someone else to step up.

I will continue to act as the OLCA Treasurer..

RMC monthly report and directive by RMC Chair Tara Brandon:

First and foremost -- there are protocols and procedures that must be followed by the RMC and BOD before road service is provided and paid for. In addition, when a full-rotation of road maintenance service is underway and funds are available -- every road must be serviced to some degree before funding a new project.

I provided Secretary Murphy with the RMC Minutes from Tuesday, September 14th, he had attached them as a pdf for your review.

Note, the RMC will resume the established format for discussions, Motions, Agendas, Minutes and monthly reports.

Updates on pothole filling:

AT& H continues monthly pothole filling on paved roads (asphalt and chip sealed).

Unpaved/ unimproved road maintenance updates:

Justin Manuel, hired by John, completed pothole filling on 37th Ave between Ainaloa Blvd and Pohaku Drive.

Asphalt paving updates:

Hokori Construction completed the paving of the upper section of Pohaku Drive, about 780' in length -- on Friday, September 10th.

The next section of road to be paved is upper Ilima Drive between 36th and 37th Ave when funding becomes available.

Right of Way Violations:

In June the RMC and BOD approved the 2021 Right of Way (ROW) Policies and Procedures, and various ROW violation letters. These letters can be used by the RMC when needed. For instance, if you see vehicles discarded and/ or parked in the right of way – this is a potential hazard and liability risk to OLCA – and a Right of Way violation.

Sign theft and abandoned vehicles:

AT&H finally received the sign posts to replace those stolen over the past months. The two STOP posts and STOP signs on Auli'i Drive at the intersection of 35th Ave are top on the list.

Abandoned Vehicles, AV's, continue to be discarded on OLCA's roads and right of ways, to date all new AV's have been reported and tagged by the HPD for removal. The County disposal and their sub-contractors/ towing companies are taking about 2-4 weeks to get the HPD reported AV's hauled away.

Old and New Business:

For reference, this paragraph was cut and pasted from the July 2021 Newsletter, it describes some of the annual road maintenance and improvements provided by OLCA:

"...Since 2015, all 30 miles of unpaved roads have been maintained at least once or twice a year. Prior to 2015, only select roads were maintained and some unpaved roads had not seen maintenance for almost a decade. Since 2015, potholes on paved and chip sealed roads are filled on a monthly basis and more often where needed. Road side mowing is completed at least three time a year on Main Access Roads and intersections, and at least twice a year on side roads. When paving funds become available, short sections of asphalt paving are completed, more paving is scheduled for 2021-22 when funds become available..."

As the new RMC Chair, I plan to direct the RMC and BOD to follow-through with the directives listed above:

1) We have not completed the maintenance rotation that was started in May/ June 2021.

Dead-end roads to be addressed off of 40th Ave: upper unpaved Pohaku Drive (above or mauka of the yellow gate), Pualani, Pikake, Oliana and Napua.

Off of Pohaku Drive, the dead end of unpaved upper Pohaku, 39th Ave and Mapuana. In addition, the middle section of Melekulai between 39th and 37th Ave.

AT&H is familiar and was chosen to complete these last sections (approximately 5-miles) the end of June 2021 but that service was stalled due to end of year funding issues.

The following Motions were approved by the RMC and is recommended for approval by the Board.

Motion to complete the maintenance service rotation started in May/ June 2021, approximately 5-miles, as described with the available and approved funds.

Seconded

Discussion: Dead-end roads to be addressed off of 40th Ave: upper unpaved Pohaku Drive (above or mauka of the yellow gate), Pualani, Pikake, Oliana and Napua.

Off of Pohaku Drive, the dead end of unpaved upper Pohaku, 39th Ave and Mapuana. In addition, the middle section of Melekule between 39th and 37th Ave.

Scope of Work: for the maintenance of the unpaved/ unimproved dead end roads off of 40th Ave and Pohaku Drive, distributing 1 1/2" base course in the roughest sections as needed to help maintain a 15 mph travel speed. Note, the two dead-ends off of Pohaku Drive (39th and Mapuana) may require heavier base course and/ or drain rock.

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

2) We are behind schedule on the road side mowing. I have attached the bid provided by AT&H and would like to schedule mowing of all roads, beginning with the Main Access Roads (40th Ave, Pohaku, Pohaku Place to the paved section of 35th Ave to Laniuma, Laniuma, Orchidland, Auli'i and Ilima. Then all through streets and side roads.

Motion to approve the mowing of OLCA road sides and the clearing of the intersections to improve visibility and road safety.

Seconded

Discussion: my intent with your approval is to schedule this service on regular basis, at least three times a year on Main Access Roads and intersections and at least twice a year on side roads.

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

3) Motion to begin a complete road maintenance service rotation of unpaved/ unimproved roads (all 30-miles) utilizing available funding of up to \$100,000.

Seconded

Discussion: according to all of the road contractors we have hired over the past 6-years, the key to improving our unpaved/ unimproved roads is to get materials down on the road to help build up the road base. The chained-gate dispersal method that was used in May/ June worked well, one truck width down the center of the road, materials dispersed slide-shoveled into the larger potholes where needed.

In May/ June 2021 approximately 100 (15-ton truck loads) of 1 ½" basecourse or 1 ½" drain rock was dispersed over 25 miles with the limited funding (approximately \$50,000 for truck delivery, dispersal and materials). All roads serviced to help maintain the 15-mph speed limit.

My proposal for this upcoming complete rotation is to get 200 (15-ton truck loads dispersed) over the 30-miles of unpaved/ unimproved roads (approximately \$100,000 for truck delivery, dispersal and materials) as described above.

More Discussion: the Board recommended that the new RMC Chair get bids from a few contractors and then take it before the RMC next month before beginning this project.

Call to vote, all in favor 8, Motion approved.

That completes the monthly RMC report and Motions.

Farmers Market Committee (FMC), market remains closed due to State restrictions on social gatherings.

CLDC reports and updates by Secretary Murphy:

We have scheduled with Ashley Tractor and Hauling (AT&H) to mow and weed trim the Community Lot every other month. The funds to pay for this service are to come from the OLCA Community Lot Development fund.

We checked in with Hawaii County Planning and we should receive “site plan approval” within the next week or two. The full-application included: drainage plan, topographical map, basic drawings and more for the OLCA Community Center.

The OLCA Agri-Cultural Center (ACC) BOD has been waiting for this “site plan approval” in order to move forward with fundraising and grant writing for the Community Center.

From 2020 the CLDC with OLCA Board support has utilized Community Lot Development funding help sponsor the establishment and development of the ACC. The annual ACC Directors and Officers insurance is coming due for fiscal year 2021-22.

The CLDC recommends the following Motion for Board approval:

Motion to approve a \$586 donation from the OLCA Community Lot Development fund to the OLCA Agri-Cultural Center for the annual ACC Directors and Officers insurance.

Seconded

Discussion: see reference above.

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

OLCA Agri-Cultural Center (ACC/ 501c3) Board report and updates by Secretary Murphy:

The ACC Board continues to prepare to move forward with fundraising for the Center and we are awaiting the “site plan approval”.

That completes the OLCA reports and motions.

Additional Board input:

That concludes the OLCA BOD meeting for September 21, 2021, motion to adjourn, call to vote, all in favor 8, the time is 8:20pm.

Submitted by:

Brian Murphy, Secretary

Date