

**Orchidland Community Association
Board of Directors Meeting Minutes
December 19, 2023**

Call to Order: President Tara Brandon presiding. This is the OLCA Board of Directors meeting of December 19, 2023, via Zoom online conferencing the time is 630pm.

Present: Tara Brandon (Pres), John Erickson (VP), Hershel Hood (Treasurer), Dr. Mike Colson, Mōpua Cann, Jason Tice, Reed Becker, Juanita Ray.

Motion 12192023-1: To approve the Agenda for the OLCA Board of Directors meeting of December 19, 2023, as distributed by OLCA Secretary (via pdf). **Second** _____ **Discussion** _____ **CALL TO VOTE** _____ **Approved 8 of 8**

Motion 12192023-2 : To approve the Minutes for the OLCA Board of Directors meeting of November 21, 2023, as distributed by Secretary (via pdf). **Second** _____ **Discussion** _____ **CALL TO VOTE** _____ **Approved 8 of 8**

Monthly Reports and Motions:

President, Tara Brandon:

Welcome and thank you all for what you do for the OLCA. In this meeting we will need to discuss some matters I have been researching in the Executive Session. I've asked the Secretary to develop information and I will provide, as necessary, additional information. I believe that it will be helpful if we conduct the financial business first and, time permitting, see how far we can get through the list of issues listed in the Executive Session.

Tara – OLCA President

Treasurer's Report, Hershel Hood

This is the OLCA Treasurer report for December 2023 Board of Directors meeting. The following information has been provided by the OLCA Bookkeeper, JB Services, Hilo, Hi. and Hershel Hood, OLCA Treasurer. A separate PDF document with the OLCA bank accounts balances will be sent to each board member and can also be found on the Orchidland.org website, Financials. The following is a summary of the expenses paid by OLCA in the month of November 2023.

Administrative expenses:

1. JB services, monthly accounting services, October 2023 =\$3,141.36.
2. JB services, OLCA October postcard processing, supplies =\$168.81.
3. Hawaii Accounts Processing, November lien processing =\$2,650.00.
4. B&B Pacific, RSUI Indemnity Co., D&O insurance renewal =\$17,960.00.
5. B&B Pacific, OLCA D&O insurance, short term payment =\$669.65.
6. Landa Web Design, add Zoom links to OLCA website =\$37.97.
7. Hawaii John's, portable toilet for OLCA membership meeting =\$178.53.
8. OfficeMax, 40 newsletters for November membership meeting =\$40.00.

Total administrative expenses =\$24,808.35.

Roads expenses:

1. Watkins Paving, labor and equipment only =\$24,291.08.
2. Sanford's, materials only =\$5,994.39.
3. Puna Rock, materials only =\$4,304.90.
4. Watkins Paving, asphalt pothole filling, materials only, =\$3,769.63.
5. Watkins Paving, community lot mowing, from Community Lot Funds, as directed by the President =\$900.00.

Total roads expenses =\$39,260.00.

Total November 2023 expenses =\$64,068.35.

Motions

Motion 12192023-3: Approve payment to JBS, bookkeeping services for November 2023. invoice #1216 in the amount of \$3,141.36. This is a monthly reoccurring billing. **Second__Discussion__CALL TO VOTE_____Approved 8 of 8**

Motion 12192023-4: Approve payment to JBS, for postage. Invoice #1217 in the amount of \$24.42.

Second_____Discussion_____CALL TO VOTE_____ Approved 8 of 8

Motion 12192023-5: Approve payment to HAP, invoice # ORLD-12-2023, in the amount of \$2,650.00. December 2023 lien processing. This is a monthly reoccurring billing. **Second__Discussion__CALL TO VOTE__ Approved 8 of 8**

Motion 12192023-6: Approve payment to Landa, for web services, invoices #2852, #2867 and #2863, in the amount of \$192.42. **Second_____Discussion_____CALL TO VOTE_____ Approved 8 of 8**

Motion 12192023-7: Approve depositing \$44,000.00 into the OLCA Paving Fund at CU Hawaii. This comes out of the OLCA Roads Fund. See comments below for further details and information. **Second_____Discussion_____CALL TO VOTE_____ Approved 8 of 8**

Motion 12192023-8: Approve payment to Carbonara CPAs for preparation of OLCA tax form 990 and related forms for fiscal year of 2022-23. Total amount due is \$2,277.49. See comments below for further explanation and details.

Second_____Discussion_____CALL TO VOTE_____ Approved 8 of 8

Comments

Regarding the OLCA fiscal year 2022-23 tax form 990 as prepared by Carbonaro CPAs; The Treasurer is officially announcing, to the OLCA BOD, that the forms have been reviewed by the treasurer and the OLCA bookkeeper for accuracy and completeness. The Treasurer is now stating to the BOD, as previously approved by BOD vote, his intent to sign and submit all forms and make the required payment.

Treasurer used OLCA debit card for payments for the following expenditures:

1. B&B Pacific for short-term D&O insurance coverage.
2. Hawaii John's, portable toilet rental.
3. OfficeMax, newsletter printing.

The OLCA D&O insurance policy has been successfully renewed for 11-30-23 to 2024.

After reviewing the banking income statements for MRMAs received as of October 31, 2023, the following information has been deciphered.

1. Total MRMA income received is approximately \$442,321.00.
2. The income amount received stated as MRMAs, previous years is approximately \$119,581.002. This amount is included in the total MRMA income statement above.
3. The total estimated budget for 2023-24 was \$336,700.00.
4. There is an overage of approximately \$105,620.00.
5. With this being said, I recommend that the proposed amount of funding for the Asphalt Road work be done in the amount of \$44,000.00.

Note: The proposed budget for asphalt road work is \$67,400.00 @20% of total MRMAs received. In this fiscal year so far, approximately \$13,000.00 has been spent on Asphalt materials and labor for pothole filling. A \$10,000.00 deposit has already been made into the OLCA Paving Fund at CU Hawaii. So, \$67,400.00 minus \$23,000.00 leaves a remaining balance of \$44,000.00 to be deposited into the OLCA Paving Fund at CU Hawaii.

The amount of overage monies can be used to fund road maintenance or whatever other expenses are approved by the OLCA BOD.

The expenses of an OLCA audit were not budgeted for in the original proposed 2023-24 budget. This expense must be considered when spending funds. The estimated cost is approximately \$20,000.00.

That's all from me. Hershel Hood, OLCA Treasurer.

Road and Maintenance Report – Mōpua Cann

Unpaved/ Gravel Road Maintenance:

On August 15th, OLCA BOD approved the first 2023-24 fiscal year rotation of all gravel roads with a budget in the amount of \$100,000. On November 7th the entire gravel road rotation was completed. There are 145 loads of materials, hauled in, and graded on OLCA roads.

Sanford's Service Center total \$18,767.25 for 79 loads of 2 1/2" gravel. Puna Rock totaled \$17,191.39 for 66 loads of 2 1/2" gravel. This now includes the 17 outstanding loads for the final billing. Watkins Paving total \$62,585.03 for all 145 loads this includes labor, equipment, hauling, and grading. The final overall project with all invoices accounted \$98,543.67 less than the previous \$98,743.80, which was with 17 material loads estimated.

Motion 12192023-9: Approve Puna Rock invoice #2023773 in the amount of \$4,404.87 for the final 17 loads of gravel materials. **Second** _____ **Discussion** _____ **CALL TO VOTE** _____ **Approved 8 of 8**

Motion 12192023-10: Approve budget of \$100,000 for the second fiscal year 2023-24 gravel rotation to start in January. **Second** _____ **Discussion** _____ **CALL TO VOTE** _____ **Approved 8 of 8**

Asphalt Pothole Repairs

Motion 12192023-11: Approve Yamada invoice #11-30-2023 – 3 Invoices at #156545, #156568, #156594 in the amount of \$1,167.30 for cold mix materials used last month for pothole repairs. **Second** _____ **Discussion** _____ **CALL TO VOTE** _____ **Approved 8 of 8**

Paving

Motion 12192023-12: Approve the second half of the Paving Contract with Watkins Paving for Ilima. To start as soon schedule opening with contractor. Final payment to be made after the Paving project is completed (\$111,000 budgeted project of which \$55,500 already paid in advance. This approval is to pay on completion \$55,500 upon invoice. **Second** _____ **Discussion** _____ **CALL TO VOTE** _____ **Approved 8 of 8**

Rubbish Removal and Hauling

Motion 12192023-13: Approve D&L Services Invoice #1002 in the amount of \$8,333.36 for Association-wide rubbish removal and hauling services. **Second** _____ **Discussion** _____ **CALL TO VOTE** _____ **Approved 8 of 8**

Motion 12192023-14: Approve D&L Services Invoices #1003 in the amount of \$ 2708.34 for rubbish removal and hauling services from TMK# 08-244 (from June 2023). Projected that this billing will be forwarded to the owner. **Second** _____ **Discussion** _____ **CALL TO VOTE** _____ **Approved 8 of 8**

ROW Mowing:

As of December 12, 2023, 75% of our Orchidland Right of Ways and corners have been mowed. Weather permitting, the mowing rotation will be completed very soon. From what I have seen and heard, ATand H are doing a great job. They did break a mowing blade on a discarded car frame which was not visible in the overgrowth on Pōhaku Drive, but even so they are continuing to make good progress.

Visitors Introduced and Welcomed: Jill Treewater and Roger Sackowski

New Business:

1. **Mailboxes** – Consider a motion to agree to the establishment of a committee from the OLCA BOD - and others from the community - to explore the costs and procedures for adding Cluster Mailbox Units into Orchidland per a suggestion from the Semi-Annual Meeting. **Discussion**_____ : High owner interest. Was part of a plan from 2020/2021 that did not materialize via the ACC group. FYI - Past President Doug is a retired USPS member. **Call to Vote** _____
Approved 8 of 8
2. **BOD Executive Session – Prior** Board approval provided for the BOD to go into Executive Session to discuss several issues and develop motions as necessary.
3. **Return from Executive Session - Conduct any new business.**

Motion 12192023-15: Approve letter directing JB Services to restrict providing any and all financial and other OLCA Proprietary information only to current and BOD approved OLCA BOD Officers.

Second_____ **Discussion**_____ **CALL TO VOTE**_____ **Approved 8 of 8**

Motion 12192023-16: Approve the removal of all non-BOD members (Douglas Anderson) from all OLCA accounts held at HFS. **Discussion**_____Accounts include OLCA Community Lot Savings, OLCA Community Lot Checking, and OLCA Capital Fund. Close out the two Community Lot Accounts. **CALL TO VOTE**_____ **Approved 8 of 8**

Motion 12192023-17: Approve a retainer of \$8,000 from the OLCA Legal Fund to a Big Island Lawyer. This is to retain Mr. P. Kai McGuire as Corporate Counsel for OLCA. **Second**_____ **Discussion:** Payment would be made from the OLCA legal fund to look into ownership of roads and other issues before the board. **CALL TO VOTE**_____ **Approved 8 of 8**

Motion 12192023-18: To Approve the financial and other support of - and - full cooperation with the Agri-Cultural Center (ACC) by the OLCA BOD given ACC's stated goals, history with OLCA/BOD, and services ACC can provide to the larger community per ACC bylaws - and – to allow ACC to be represented at the OLCA BOD with a view to providing updates and requests for support. **Second**_____ **Discussion** – President read into the minutes various communications and summations of emails and conversations with ACC representative Ric Wyrick with the BOD asking questions and a full discussion entered into. The motion was developed from requests directly from the ACC. **CALL TO VOTE**__ **DID NOT PASS (0 of 8 vote)**

Meeting Adjournment: That concludes the OLCA BOD meeting for December 19, 2023, motion to adjourn, call to vote, the time is 8:43 pm.