

ORCHIDLAND COMMUNITY ASSOCIATION, Inc.
NOTES - Minutes of the Special General Membership Meeting
November 22, 2014

Call to Order: Bob Arthurs, President, called the meeting to order at 2:27p.m. Quorum was established. The meeting took place at Eagle's Club.

Members Present: Bob Arthurs, Director/President; Bob Dexter, Director/Vice President; Richard Greever, Director/Road Chair; Janet Somalinog, Director/Treasurer; Vijay Karai, Director/Secretary; Dennis McCartin, Director/Vice Road Chair; Wayne Carey, Director; Tegen Greene, Director; Rick Turner, Director; Peter Houle, Director; Don Stoner, Director

Guests: Leslie Dicke, Elisabeth Erle, ___Au? Bravo, C. C___le___, James Kirkpatrick, Ashley Deloach, Darrell Howard, Karen Doom, Maxine Beyer, Alika Beyer, Barbara Gantt, Barbara Arthurs, Gary Boyd, Donna B___, Jay Karai, Janis Carman, Martha Brown, Oscar & Margarite Barbo, Rose Greenway, Donna Brillheart, Mike Lemmen, Maxine Quinlan, Jason & Lori Coad, Myron Akana, John Erickson, Steve Graves, Anne Kamau, Gary Byrd, Gerald Akana, Richard Ellis, William Berg, Stephen Kling, Dale Dinsmore, Richard Kelley, Roger Hawney, Yen Chin, David Aasve, Greg Kundray, Ingrid Dea___, Mary Valerie Chiong, Jakob Caldwell, Ralph Boyea, Sheri Carden, James Guntep, Robert Dick, Sharon McCartin, Ariel Murphy, Nolan Remmers, Earl Yoshimura, Mike Percival, Donald Stoner, Norma Stoner, Dennis McCartin, Sharon McCartin, Elizabeth Wewers, Skyler Platt, Efin Thompson, Noble Beck, A.M. Warren, Theressa Latoski, Jose L. Archuleta, Frederic Wirick, Bryan Lum, Steve Anderson, Mark Schiedermayer, Arthur W. Smith, Arthur E. Molter, Sheldon J. Raiter, Martha Morishige, Mark Willman, Craig Lamb, Therese Zeller, David Milnikov, Anne Kaman, Bill Berg, Satu Paulsen, J___? ?M___z, ILLEGIBLE, Jackie Hernandez, Saun? R? [ILLEGIBLE], Sherri Carden (Owner/Parliamentarian)

Non-Community Member Guest: Dorothy Sanger (from Hawaiian Acres to observe what a great large turnout Orchidland meetings get)

Pledge of Allegiance was done followed by a moment of reflection.

Meeting rules were shown on the big screen for membership to vote on adopting them.

There was some confusion and a time delay due to a last minute allowance of proxy votes along with quite a few discussions as to whether allowing proxy votes were even legal due to not having allowed them in the past and that the issue didn't seem to be addressed one way or the other in the Bylaws, which brought up an issue for future in the Bylaws committee. The membership voted in the meeting (see below) to allow proxies for this meeting and the meeting finally started at 2:41pm.

Power of the Board – Slide shown. (See Attachment)

– *Petition from Ric Wirick was presented to the membership and board, which requested the removal of two directors, Wayne Carey and Dennis McCartin. (See attachment of Petition).* There was a problem with the petition because the bylaws state that the verification process is required and a time is to be given to the accused to mount a defense. This petition has caused much dissention. The accusations were stated, but not proven. People stood up and spoke pro and con for each BOD member in question for petitioned removal.

Ric Wirick motioned to remove Dennis McCartin from the BOD. Discussion: Ric Wirick asked if they served us well as directors and managers of our road funds? Road maintenance was their call for 4 years. He cited grading was needed, but he felt was stalled and he, referred to as a member, felt they failed as managers. He stated that he filled all the pot holes himself and paid it out of his pocket, but the two objected to his getting reimbursed. He stated that a former Treasurer and a member saw an incorrect road built. The petition states that wrong materials from a contractor were used. It was stated that instead of taking the report from the former Treasurer, he was stonewalled. The contractors used Six inch minus product and in two months, it cost \$60,000 to fill the lakes but neither drainages nor topping were done in that price. At end of last year, another \$40,000 was requested. These, he stated, are some of the reasons why he's against these two volunteer BOD's, plus Ric went on that at the July road meeting when Dennis McCartin declined as Road Chair {but accepted being Co-Chair for transition and completion of already started projects}, he wrote a check for \$140k to Johansson contractors to start work on Orchidland drive. He felt that the contractor took advantage of OLCA, so he wanted it stopped.

Bob Arthur: Motioned to accept the time limit of debate and the agreed meeting procedures. Tegen noted it should be 10 for presenter and 3 for each person who speaks.

Ralph Boyea: Point of order on voting issue. We need to know who is able to vote. There were indications that proxy voting is proper. There is nothing in the bylaws that allows proxy voting and it has been rejected in the bylaws committee meetings. The bylaws are not silent and they say voting by the members "AT" the membership meeting and that's what they say. Members can change the bylaws, but not at this meeting. This is an illegal proxy vote.

Richard Greever and Rick Turner stated that State precedent supersedes Bylaws of any subdivision. People off island have a right to vote by proxy. It was stated that we will have all community heard whether we agree or disagree.

Huge cross talk discussion with entire group in regards to allowing proxy votes.

Teresa Latoski: What are we afraid of by allowing proxy voting? Seems like Board is trying to keep people from voting. Board has a huge list of stuff to do, let's get involved in our community to have more say of what the Board does.

Armon Collman: Noted that the right of Hawaii to vote in a State has nothing to do with Orchidland.

Richard Ellis: whether you believe proxies are valid or not, they are legal documents, so if they're not notarized, how do we know, they are legitimate voters? Noted that if we're sending out a form for proxies they should be sent to all members.

Don Stoner: Got on BOD because he's been watching this stuff go on for 12 years. Stated that proxies are legal, by State law, and that's the way it is.

Barbara Arthurs: Former President of OLCA. Noted 4-14D says that unless Bylaws specifically prohibits proxies then it should be accepted, so **Barbara Arthurs motioned to accept proxy. Tegen Greene, 2nd. Vote: Yes-48, No-17, Abstain-1. Motion carried proxies accepted for this meeting.**

Rick Wirick motioned for Presenter of motion to speak for 10 minutes and to allow 3 minutes for each comment. Yes-35, No-3, Abstain-1. Motion carried.

Pro and con comments were given for each petitions before voting on them.

Ric Wirick motion to remove Dennis McCartin from the BOD – Discussion:

Dennis McCartin: This is the first I've heard of any specifics. Ric Wirick's motion on the petition had no specifics and I never even got to see the petition. He wanted to hear from others before giving his rebuttal to "cons" comments.

Marti Morishige: Presented to keep Dennis McCartin on the Board. She stated she was President on the Board for four years. She stated that at a Membership meeting Wes Owens suddenly got upset about a motion, quit as President on the spot, storming out and causing her to have to become president on the spot because she was the VP, so she noted that she does have some history with the Board and knowledge to share regarding Dennis McCartin, going on to state that it's not easy to be a volunteer at a board meeting. We had meetings that had no quorum or almost not enough. She questioned in regards to volunteering for the Board: Are you ready to talk to contractors, do you have 10 or 20 hours a week to give to the community like Dennis has done for four years?! He put his heart and soul into making OLCA better. All these accusations were never given to him. Yes I agree with some of it in regards to some of the contracted road repair, but, she stated that you've got to talk to Johanson's, who were also possibly a bit slick or took advantage of a situation. It's hard to find good workers because they know we're not professional people so they might take advantage of us and see us coming.

David Asvee: Another former volunteer Board member who stated that he worked with Dennis McCartin on the Road committee and he did an extremely good job, so he has my full support.

Ariel Murphy: worked on board with Dennis and Wayne. Volunteerism is not easy. We put up our reputations. We're not paid, we do our best, we don't deserve shame, malice and ridicule - these two older members have value and give continuity to a new Board of volunteers. Have some compassion.

Mr. Noland Remmers: stated it was nothing personal to Dennis, but that the board has done nothing in the previous years? So what about continuity, he stated, going on to say that he went to road committee meetings and didn't get help on his road or with a stop sign. When I got louder then they listened.

Janet Somalinog: As Treasurer, looking at the fiscal aspect of how money was spent and overseen, that's the one issue that expenditures were laid out without scrutiny and management. The two past experienced people are helpful, but we're not in the past and the new Board has made great strides, so we need to move forward.

Bob Dexter: Read a statement of thanks to all. Before you vote, it's important to be informed of what a gentleman Dennis McCartin is and that he has given much service to OLCA and as a volunteer within his community. Noted the loads of fill that have been sent to people. He volunteers on the CERT team. Mr. Wirick makes many false claims. I've only been on the Big Island 18 months, but he's accused me of five years of wrong doing as a member. He is constantly attacking those who don't agree with his views. Mr. Dexter stated that he will resign, if such a good man as Dennis is removed.

Ralph Boyea: spoke against the motion to remove Dennis McCartin. Mr. Wirick has presented a petition with nothing but general accusation, only today presenting specifics to his accusations. There's the issue of fairness. Just with cause, but the statute says unless it specifically says so. It's tough being on the board. People do their best. If a motion was passed, we needed to follow it and that's what Dennis tried to do including the information that Dennis McCartin was, indeed, authorized by board to write that check to start the work on Orchidland drive.

Barbara Gantt: I signed the petition because I'm tired of seeing everyone on the board not get along, no I think these two men are just getting picked on, so I decided to take my name off the petition because I wanted to get people stop fight and try to get along better, if nothing else.

Tegen Greene: There are five new members that stepped up. Members did come to those meetings and vote for us. We're trying to get over things in the past and I don't think this is personal between Dennis and Wayne. They did a good job at the time, but we're having trouble moving forward because of old and traditional ideas.

Don Stoner: Recently on the BOD after attending several and watching things going on, this isn't personal. Ric Wirick was able to get info about finances that I've been trying to get for years. He got road fill and put it down. All he asked for was reimbursement. He stated that they put a lot of fill in a lake in front of his house and it was only bedrock when they came to press it in. Now it's even lower. Ric was asking for reimbursement and everyone voted yes except Dennis and Wayne. Ric's been trying to help us and used his backhoe, which broke, and all he asked for was the money he was out fixing our roads.

Janet Witoski: not pro or con these guys, but they've been on the helm a while, so why re-hire a contractor after they screwed up. They didn't put in the rebar and they offered to reimburse us some small amount like \$50 or so. Why are they hiring this kind of contractor over and over? The way of these two people's communication is brusque and harsh. The Board fights with each other and I know that one of these people have a mutual restraining order for getting in a disagreement with one of our neighbors. I saw it at the court, so it's not second hand info.

Yen Chin: Against removal. People are coming in and are not aware how difficult things were. I was on the board before these guys were here and after they came. There was a shortage of money then and it was so frustrating the Board couldn't make a decision. There are issues and fights because people are looking to win, that's not community, that's destruction. Voting to dump people who worked really hard is not community.

Tony Miller: Gives the gentlemen credit that they're volunteers and they did best job they could. There are two programs. Vote out whoever supports blacktopping our roads.

Wayne Carey: Dennis McCartin gives many hours of volunteerism even if he hasn't always made decisions that pleased everyone. Barbara Gantt was hurt when she made an illegal motion and Dennis was abrupt to her. Our Treasurer wants to move forward. Less than ten days ago, she needed to know 4-14D, and she's our treasurer. Someone has to speak as a voice for the historical value of how to do things. You would have a great loss voting Dennis off the board.

Dennis McCartin: Started doing road work over five years ago filling pot holes with his wife, Sharon, putting out a lot of Coal patch. When there was a resignation due to Mericomi suit, I stepped up to be on the board and as road chair. For 4.5 years, still filling pot holes, coal patch, and paid more than \$400 for chip seal repair out of my pocket that I never put in for reimbursement for.

Re: 35th: Johanson didn't put down what they were supposed to, they put down wire mess and 4Inch of concrete. They weren't putting in the rebar and didn't have big enough forms, Mr. Shimizu saw it but never notified me, so you cannot blame it all on me. When I found out, I wrote Johanson and asked why they didn't follow the scope of work and they offered to reimburse \$150 for the rebar, which was not an acceptable answer. By that time Mr. Greever was road chair and took it upon himself to try to handle it. I have a letter sent to Bob Arthurs to set straight and remove doubts for both myself and Johanson's to go over scope of work, which was to be the same as a previous section and was how they estimated the cost -- they didn't get the scope of work because it was in my trucks glove compartment the whole time and so it wasn't presented to Johanson until the work was completed. Ivan Gomes letter was read in to the record.

All the rain and drainage problems resulted in large lakes. We get complaints of engines being ruined by this so we started a project of filling lakes, when the Dalton brothers had the contract, for 300/load, we spent 45k as authorized by the board to begin getting material in . That material sat there over time and when you look at the condition of our roads, we need something mixed in with it to get it to hold. Problem is we don't bring in enough money to fix all the roads. We had at that time about \$60k. There were breakouts done on 34th and a lot of the other roads also had breakouts to get the water to run off the road.

Signage: this subdivision has set up more than 35 stop signs. We got about 70 from the county, but we still need the post and anchors and someone to install them, but the board never approved it. We always need some amount of money in reserve.

Regarding the check for chip seal resurfacing on Orchidland drive: When that fund was first voted on the Daltons had said they didn't think it was suitable for resurfacing, but

later on with Yamada, we had \$160k in the fund, so I asked them how many linear feet and they said 3000 feet. I found out \$105k was just for asphalt and the rest for labor, not profit.

Re: spending on the roads, fiscal reviews done by CPA, who, at no time, has had any concerns raised. This is the first time in long time that we've had more come in than ever. We still need to set priorities on how to do the road.

Dennis McCartin's time was up before he could finish sharing his defense against the allegations made by Ric Wirick's petition.

VOTE taken by paper ballot and results to be read in General Membership meeting directly following adjournment of Special General Membership meeting.

Ric Wirick motioned to remove Wayne Carey from the BOD. Discussion: Ric Wirick read his statement (Attached). He stated he noticed substandard repair of concrete repair on 35th avenue. The residential community suggests we pay only for costs. Ivan said it was a reasonable request and would take it to Johanson. \$219k repaving job on Orchidland drive. The BOD at that time of meeting consisted of many who have now resigned. He stated that he questioned Wayne about the chip seal surfaces the lack of cost efficiency; but stated that he felt that instead of an answer, he felt hit with criticism for meeting with Johanson alone and without the Co-Road Chair for that project, after being told that Dennis McCartin was to stay on a Co-Road chair in order to handle the completion of the Orchidland drive project. Ric Wirick stated that he felt Wayne Carey insisted on what he felt were over-priced admin costs stating that out of the \$81k admin budgeted, \$46k goes to bookkeeping and accounting. (no benefits nor health insurance included in that pay); but, he thinks that's too high for full-time Admin help for the running of OLCA, so then he feels that takes away from the roads Although they fulfilling important tasks for the association, establishing and implement some kind of more cost effective system would put \$16k back in the pocket because he feels that OLCA has an outdated accounting process.

David Assve – He is for Wayne Carey staying on the Board because although when he was on board for about 6 months, he locked horn with Wayne from time to time, but; reiterated his strong feeling that it's wrong removing Wayne because he's one of two people who know so much about OLCA and its history. He stated: Wayne worked along with us and I have nothing but respect even though I've locked horns with him many times. You wouldn't believe how Board members, like Wayne and Dennis, have tried to figure out how to fix roads needing serious help without money!!

Sharon McCartin: Noted that Wayne Carey is with the Bylaws committee, the road committee and is a tremendous volunteer for the community. She noted that Dennis and Wayne aren't against anyone, they just want the bylaws followed. Pohaku down 40th was recently done by new road chair and is a good job; however, choosing the contractor didn't go to road committee, and then to BOD, to be approved first before the work was done, and no scope of work was given before the work was done. They didn't even go to the board! I'm glad it's done, but it wasn't done by following the bylaws and procedures as required by the laws of our organization. There are times I disagree with Wayne, but

more often than not he knows and can bring a lot of knowledge that many BOD members don't know. She noted that there's a pattern and a history with Ric Wirick having petitioned to keep people off the board in past. She stated that there were three people from 42nd street on the board and they have 9 residents, Wayne went up against them to run for the position, he did his research, he follows the laws. She's voting to keep Wayne on the board.

Bob Dexter: Wants Wayne Carey to stay on the board, stating that he has voted against Wayne many times in the past and they argue incessantly, but still and all, the man adds to the decision-making of the board with his knowledge. Bob went on to question if these 2 members out of 10 are really that scary that we have to purge them from the system? It's pretty important to have someone stand up and give cause pause before rushing forward. Why is it so important to get rid of them? We need diversity on a board to create better decisions. We need to do things through process. It isn't easy, there are lots of rules, and you've got to go through them. It's hard to find civility and many should have learned that in kindergarten. we need to find that aloha spirit and stop thinking of ourselves, but what we can do for our community

Roger Hawney: over 30 years watching our community fight over the roads -- its what we do here. I'm not choosing sides on this one this time because he can't afford to loose anymore friends. He does agree with Wayne about doing things properly and forcing the county to legally make the people who designed this mess be accountable, but we can't do it sitting here fighting with each other. It's really a tough situation with the tools we've been given. Both Wayne and Dennis are in the final year of their terms, there's only a few more months and they're done, so why vilify and drag people down --that's what we do. We really need to be at war with the people truly responsible for this mess rather than the volunteers.

Barbara Gantt: Rescinded her name from the petition against Wayne and Dennis. She sat on board six months and really respects Wayne, but has a little bit of problem about some of the ways that communication happens. We need to get along on the board and that goes for everybody. She loves peace.

Ralph Boyea: We get little pieces of info. He stated that he lives on a horrible road and didn't push for his road to be fixed at all while he was on the board to make sure there was no implication of any unfairness. Stated how awful it is to imply that Wayne's road paving was anything but by the book and to further please note there was a paving plan, which was followed. Mr. Wirick against \$46k for two types of bookkeepers when it's a budget which the general membership passed and isn't much different from the year before. We have a financial records keeper for \$20 (NO HEALTH OR ANY BENEFITS INCLUDED) We have a CPA - they're audited so anything not above board with the finances would have been revealed in the yearly audits. Mr. Boyea has been in Orchidland since 1975. Stated the need to be aware of history in order to help the board make sound decisions. The Board needs to know the history and Wayne has that history.

Ariel Murphy: once was on the board and there was a lot of fighting when Wes Owns was

President, and he and Wayne fought all the time. Last year Ric Wirick's neighbor, Wes Owens, tried to get Wayne removed off the board. Wes resigned in the middle of a meeting when he couldn't get his road paved. Chip seal repair fund is at stake again even if the whole membership voted for it, which is wrong. This is the same animal given another form. Uphold what the membership has already decided on and has been asked many times in regards to finishing Orchidland Drive.

Peter Houle: Lives in HPP, so I'm not in anyone's camp and joined this board again. I was on the board 20 years ago. Ric made a statement against the insurance doubling to protect the board. I don't serve on any board unless I'm covered. Anyone wants to sit in my chair without insurance coverage, step up. I'm here to spend your money wisely. I took my dozer and fixed that road on my dime. I've got rental houses there that I built in the 90s. My goal is to spend your money wisely. I'm a chemical engineer. I'm a neutral person trying to work with this person. If you want to sit in that chair without insurance as Ric Wirick brought up was passed to protect the board, go ahead and volunteer, but I won't sit on a board without insurance.

VOTE taken by paper ballot and results to be read in General Membership meeting directly following adjournment of Special General Membership meeting.

ADJOURNMENT: Special General Membership meeting was adjourned by flowing right into the start of Regularly Scheduled General Membership meeting at 5:08 p.m.

Submitted by:

Submitted by:

Vijay Karai,
Secretary

Susan Bambara
Recording Secretary

Special General Membership Meeting
MOTIONS LOG – 11-22-14

Barbara Arthurs motioned to accept proxy. Tegen Greene, 2nd. Vote: Yes-48, No-17, Abstain-1. Motion carried proxies accepted for this meeting.

Rick Wirick motioned for Presenter of motion to speak for 10 minutes and allowing 3 minutes for comments on each motion. Vote: Yes-35, No-3, Abstain-1. Motion carried.

Ric Wirick motioned to remove former Dennis McCartin from the BOD. Vote: Taken by paper ballot.

Ric Wirick motioned to remove Wayne Carey from the BOD . Vote: Taken by paper ballot.