

**MINUTES OF THE BOARD OF DIRECTORS' MEETING  
THE COLLECTION  
FEBRUARY 15, 2018**

**CALL TO ORDER**

President Kam called the meeting to order at 6:00 p.m.

**BOARD MEMBER ATTENDANCE**

Members Present: President Howard Kam, Vice President Carleton Ching, Secretary Ryan Kamo, Treasurer Taylor Nguyen (*via conference call*), and Directors Sandra Billington, Joe Krahulik, and Ken Shimada.

Members Absent: Director Henry Lew.

Present by Invitation: Jon McKenna, Management Executive, Hawaiiana Management  
Al Guzman, General Manager, The Collection  
Desmond Oliveira, Executive Assistant, The Collection  
Christopher Goodwin, Esq., AOUC Attorney (Arrived 6:46 p.m.)

**MINUTES**

Secretary Kamo moved, seconded by Director Krahulik, to approve the Regular Meeting minutes of January 25, 2018 as submitted. The motion carried unanimously.

**TREASURER'S REPORT** – None.

**DEVELOPER'S REPORT**

Developer representative Sandra Billington submitted and reviewed her written report.

**MANAGEMENT REPORT**

Management Executive McKenna submitted and reviewed his written report.

**GENERAL MANAGER'S REPORT**

GM Guzman submitted and reviewed his written report.

**COMMITTEE REPORTS**

1. Executive Committee – Chair Kam informed the Board the Committee met on February 9, 2018, and provided a verbal report.
2. Budget & Finance Committee – Chair Nguyen reported a Committee meeting will be scheduled sometime in February and that selection of Committee members are being finalized.
3. Design Review Committee – Chair Kamo reported two (2) applications for unit modifications were received.
4. Governance Committee – Chair Ching reported the selection of Committee members is being finalized and the Committee plans to hold a meeting in March.
5. Social Activities – Executive Assistant Oliveira reported an Easter event is being coordinated.

**UNFINISHED BUSINESS** –

1. Finalize Annual Meeting Arrangements pursuant to Bylaws Sec. 2.6.2 (RFA 5-2018) – President Kam moved, seconded by Director Krahulik, to approve holding the 2018 Annual Meeting at the Salt

Barn at a cost of approximately \$400-\$500. The motion carried by unanimous consent.

2. Sprint Cell Site (RFA 19-2017) – Hearing no objections, the RFA was unanimously withdrawn from consideration.
3. Cellular Antenna Site, Consultant Proposal (RFA 31-2017) – Hearing no objections, the RFA was unanimously withdrawn from consideration.
4. Safety Indicators (RFA 39-2017) – Deferred.
5. Reconsider Filling Board Vacancy pursuant to Bylaws Sec. 3.6 (“promptly after the occurrence of such vacancy”) – Director Kraulik moved, seconded by Director Ching, to approve filling the Board vacancy at the March meeting. An announcement will be sent to all owners soliciting candidate resumes. President Kam, VP Ching, Secretary Kamo, Treasurer Nguyen, and Directors Billington and Shimada voted in favor. Director Kraulik opposed. The motion carried.

#### **NEW BUSINESS**

1. Request for Action Policy (RFA 4-2018) – President Kam moved, seconded by Director Shimada, to approve adopting Association Policy 110-Request for Action and, that the policy become effective March 1, 2018. The motion carried unanimously.
2. Revised Code of Conduct for Board and Committee Member Policy (RFA 8-2018) – President Kam moved, seconded by Director Shimada, to approve Association Policy 120 – Code of Conduct for Board and Committee Members (as revised) and, that the policy become effective February 15, 2018. The motion carried unanimously.
3. Kaiaulu ‘O Kaka’ako Owners Association Annual Meeting, Proxy Execution – Secretary Kamo moved, seconded by Director Shimada, to assign The Collection annual meeting proxy to Director Joe Kraulik. The motion carried unanimously.
4. Ad-Hoc Litigation Committee (RFA 9-2018) – VP Ching moved, seconded by Director Billington, to approve establishing an Ad Hoc Litigation Committee with the powers and authority to timely review, act upon and/or respond on behalf of the Board to legal demands asserted against the Association in consultation with, and assistance of, the Association’s legal counsel. Members of the Committee will consist of not more than three (3) Board members, who shall be appointed by the President. The Chair of the Committee will be the Board President, and VP Ching and Secretary Kamo were appointed members. The motion carried unanimously.
5. Fire Alarm and Sprinkler System (RFA 6-2018) – Director Kraulik moved, seconded by Treasurer Nguyen, to approve the proposal submitted by Island Signal & Sound (ISS) to test and inspect various components of the fire alarm system (Tower, Midrise Lofts, Commercial) at an annual cost of \$27,225 (plus tax). It was noted that as the fire systems for Commercial units are part of the main system, Commercial units will be charged individually for their portion of the fire test and inspection. The motion carried unanimously.
6. Security System Preventative Maintenance Contract (RFA 7-2018) – Deferred.

#### **NEXT BOARD MEETING**

The next Regular Board of Directors meeting will be held on Thursday, March 22, 2018, 6:00 p.m., in the 7<sup>th</sup> Floor Club Room.

**EXECUTIVE SESSION** – Secretary Kamo moved, seconded by Director Shimada, to adjourn into executive session to discuss legal and personnel matters. The motion carried unanimously and the Board adjourned into Executive Session at 6:56 p.m. The meeting adjourned out of Executive Session and resumed regular session at 8:07 p.m.

**NEW BUSINESS** (CONTINUED)

1. **Availability of Unapproved Draft Minutes** – Hearing no objections, the Board unanimously approved to make draft meeting minutes available to owners, upon cursory review by the Board, following each Board meeting.
2. **Demands for removal of Board Members and termination of ME Jon McKenna** – Following consultation with legal counsel and careful consideration of the allegations set forth in each of five (5) separate demands from an individual owner dated January 20, 2018, January 31, 2018, February 1, 2018, February 3, 2018, and February 5, 2018, for removal of Board members, removal of the Managing Agent and removal of the Management Executive, the Board unanimously voted to reject these demands as the allegations set forth therein lacked sufficient factual and/or legal basis. The Managing Agent was directed to advise the owner in writing of the Board's decision in accordance with Section 3.5.1 of the Bylaws.

**ADJOURNMENT.** The Meeting was adjourned at 8:08 p.m.

Submitted:

*Jon McKenna*  
Jon McKenna

Board Approved On: March 22, 2018