

**Maui Lea Time Interval Owners Association
Annual Meeting – September 27, 2017
Residence Inn Maui Wailea**

A. CALL TO ORDER

President Bob Jacalone called the meeting to order at 9:35 a.m. Kari Akamine was Recording Secretary for the meeting. A quorum was established with 761 out of 3,800 intervals (excludes 2 developer intervals) (20.04%) present in person or by proxy.

B. APPROVAL OF MINUTES

The minutes of the September 14, 2016 Annual Meeting were approved by the Board at the November 22, 2016 meeting in accordance with the association meeting rules.

C. REPORT OF OFFICERS

1. President's Report – Bob Jacalone gave the President's Report with a PowerPoint presentation.
2. Manager's Report – General Manager Dennis Costa gave a verbal report noting that the property received the Gold Crown for 2017.
3. Treasurer's Report – Bill Petro gave a verbal report. He reported on the results for the fiscal year, ending June 30, 2017 and the month ending August 31, 2017. Frank Robar and Mike Robar added to the report.

The meeting was recessed at 10:48 a.m. and resumed at 11:09 a.m. There was a change in the agenda and Richard Endean gave an update on AOA Maui Hill matters.

D. APPOINTMENT OF TELLERS

Joe Brandner and Maureen Neglia were appointed as tellers.

E. ELECTION OF DIRECTORS

Nominations and elections were conducted. The results of the election are as follows:

Richard Endean	560 – 3 years
Bill Petro	534 – 3 years
Timothy Ohm	468 – 3 years
Susan O'Brien Moore	294
David DiMare	174
Richard Martin	171
John Davis	63

F. NEW BUSINESS

1. **HNU Energy Presentation** – Matt Messner from HNU Energy gave a brief presentation and answered questions regarding the solar project.
2. **Amendment to the Declaration & Bylaws** – Bob Jacalone explained the proposed amendments which were included for voting on the proxy.
 - a. Proposed Amendments 1,2,3, and 4 to the Bylaws Regarding Notice of Meetings – The proposed amendment would provide for notice of owners' meetings and Board meetings by electronic transmission (email).

MOTION: CJ Law proposed to amend the Bylaws as follows:

1. **The third sentence of Bylaws, Article V, Section 4 of titled “How to Give Notice of Meeting and Other Notices” be amended to read as follows:**

The notice of meetings permitted or required to be delivered by these By-Laws must be given to all owners at least thirty-five (35) days but not more than ninety (90) days before the date of the meeting either by (i) personal delivery; (ii) mailing the notice by first-class mail, or (iii) electronic transmission (including email); provided that any notice by mail or email must be sent to the owner at his or her address or email address as it is shown in the records of the Association.

2. **The last sentence of Bylaws, Article V, Section 4 titled “How to Give Notice of Meeting and Other Notices” be amended to read as follows:**

Each member must keep the Board informed of any change in the member’s current mailing address and email address.

3. **The third sentence of Bylaws, Article VI, Section 6 titled “Other Regular Meetings of the Board” be amended to read as follows:**

Written notice of the time and places of regular meetings of the Board and the nature of any business to be considered must be given to each director given at least thirty (30) days before the date of that meeting by (a) written notice by first-class mail, (b) by telephone notice, (c) by written notice delivered personally to the director, or (d) by electronic transmission, including email. Any notice by mail or email must be sent to the director addressed to the director at his or her address or email address as it is shown in the records of the Association.

4. **The second paragraph of Bylaws, Article VI, Section 7 titled “Special Meetings of the Board” be amended to read as follows:**

Notice of the time and place of special meetings and of the nature of any special business to be considered must be given to each director by notice given at least fifteen (15) days before the date of that meeting by (a) written notice by first-class mail (b) by telephone notice, (c) by written notice delivered personally to the director, or (d) by electronic transmission, including email. Any notice by mail or email must be sent to the director addressed to the director at his or her address or email address as it is shown in the records of the Association.

The motion was seconded by Bill Petro.

Ballot Voting Results:

In Favor: 91.46%
Opposed: 1.71%

The motion passed by majority of the time share interests present at the Association meeting.

- b. Proposed Amendment 5, 6, 7 and 8 to the Bylaws Regarding Voting – The proposed amendments would explicitly allow owners to vote for the election of directors via written ballot either at a meeting or by proxy prior to a meeting.

MOTION: Loren Knott proposed to amend the Bylaws as follows:

5. **The second sentence of Article V, Section 2 of the Bylaws be amended to read as follows:**

At all annual meetings, there will be elected a Board of Directors in accordance with the requirements of these By-Laws.

6. **Article V, Section 9(b) be amended to read as follows:**

(b) provide an opportunity for the member to select a choice between approval and disapproval of each matter of business determined by the Board to be controversial to be acted upon by the Association and to select candidates running for the Board of Directors, and

7. **Article VI, Section 1(b) be deleted.**

8. **Article VI, Section 2 be amended to add the following sentence:**

The proxy shall allow members to elect directors running for the Board of Directors. Members shall be allowed to vote for the election of directors by casting votes on the proxy or by ballot at the annual meeting. If a member votes for the election of directors both by ballot at the annual meeting and by proxy, the ballot casted at the meeting shall be counted and the proxy vote shall be discarded.

The motion was seconded by Dick Endean.

Ballot Voting Results:

In Favor: 98.16%
Opposed: 1.71%

The motion passed by majority of the time share interests present at the Association meeting.

- c. Proposed Amendment 1 to the Declaration – The proposed amendment would allow the Board of Directors to restate the Declaration or Bylaws without a vote of the owners. A restatement means to allow the Board to set forth all previous amendments in one document and/or to amend the Declaration or Bylaws as may be required in order to conform with the provisions of this chapter or of any other statute, ordinance, or rule enacted by any governmental authority. Owner approval would still be required to amend the Declaration or Bylaws.

MOTION: Bill Petro proposed to amend the Declaration as follows:

1. **A new subsection (e) be added to Article 13, Section 13.1 to read as follows:**

(e) How This Declaration and the By-Laws May Be Restated.

Notwithstanding any other provision of this Declaration, the Association at any time may restate the Declaration or By-Laws of the Association to set forth all amendments thereto by a resolution adopted by the Board. The Association at any time may restate the Declaration or By-Laws to amend the Declaration or By-Laws as may be required in order to conform with the provisions of this chapter or of any other statute, ordinance, or rule enacted by any governmental authority, by a resolution adopted by the Board. The restated Declaration or By-Laws shall be as fully effective for all purposes as if adopted by a vote or written consent of the owners. The restated Declaration or By-Laws must be recorded and, upon recordation, shall supersede the original Declaration or By-Laws and all prior amendments thereto. In the event of any conflict, the restated Declaration or By-Laws shall be subordinate to the original Declaration or By-Laws and all prior amendments thereto.

The motion was seconded by Paul DiMarchi.

Ballot Voting results:

In Favor: 95.80%
Opposed: 3.94%

The motion passed by majority of the time share interests present at the Association meeting.

- d. Proposed Amendments 2, 3, and 4 to the Declaration Regarding Lease Extension – The proposed amendments will allow for an extension of the apartment leases. The leases currently expire on November 20, 2049. The lessor, Hill Enterprises, has indicated a willingness to allow an extension of this lease term until November 20, 2064. The below proposed amendments to the Declaration will allow the lease term to be extended.

MOTION: Tim Ohm proposed to amend the Declaration as follows:

- 2. The second sentence of the first paragraph on page 12 under “Background Information Which May Be Helpful In Understanding and Using this Declaration” be amended to read in its entirety as follows:**

The apartments are subject to a sublease to use the land until November 20, 2049 or as may otherwise be extended.

- 3. The second sentence of Article 6, Section 6.8 be amended to read in its entirety as follows:**

The Board also has the right to negotiate any other matters that may arise under the apartment lease, including but not limited to, negotiating, voting and executing documents to extend the lease term.

- 4. The first paragraph of Article 13, Section 13.2 be amended to read as follows:**

This Declaration will remain in effect until the end of the apartment lease unless terminated sooner because of any of the following events:

The motion was seconded by Dick Endean.

In Favor: 95.80%
Opposed: 3.94%

The motion passed by majority of the time share interests present at the Association meeting.

3. **Discussion of AOA Maui Hill Annual Meeting Matters** – Known items to be voted and/or discussed at the master association meeting are:
- a. Election of Directors
 - b. Lease Extension Proposed Amendment
 - c. Smoking Amendment

MOTION: Carl Carlson made a motion to have the Maui Lea Board President or Vice President propose an amendment to ban smoking at the AOA Maui Hill meeting. The motion was seconded by Richard Endean and passed by unanimous consent.

MOTION: Bill Petro made a motion to have the Maui Lea Board President or Vice President vote the 76 unit votes at the AOA meeting as the Board determines. The motion was seconded by Paul DiMarchi and passed by unanimous consent.

4. **Owners' Forum** – An owners' forum was held.

G. ADJOURNMENT

The meeting adjourned at 11:32 a.m.



Kari Akamine
Recording Secretary

Approved By: 

Richard Endean
Secretary

Approved by the Board of Directors on 01/17/18.