

**NAPILI VILLAS  
ASSOCIATION OF APARTMENT OWNERS  
RECONVENED 2020 ANNUAL OWNER'S MEETING  
Kumulani Chapel – The Barn  
1000 Office Road, Kapalua, Hawaii 96761  
Saturday, April 10, 2021**

**DIRECTORS PRESENT:**

Jeff Thorson; President; Susan Barron, Secretary; Kevin Garvin, Director-at-Large

**OWNERS PRESENT:**

Registered with Quam Properties

**OTHERS PRESENT:**

Rod Quam, Managing Agent; Lysa Tracy, Director of Association Management; Mike Fahnert, Community Association Manager; Jim Cribben, Site Manager; Rebecca Filipovich of McKeon, Sheldon and Mehling.

**DETERMINATION OF A QUORUM**

The Bylaws of the Association of Apartment Owners of Napili Villas, specify that a quorum exists when there is present at any meeting, in person or by proxy, a majority of the apartment owners.

Owners comprising 53.63 percent are present in person or represented by proxy, thus constituting a quorum.

**CALL TO ORDER**

Rod Quam called the 2020 Annual Owners meeting of the Association of Apartment Owners of Napili Villas to order on Saturday, April 10, 2021 on property at 1000 Office Road, Kapalua, Hawaii 96761 at 9:22 a.m. HST. Due to the Covid Pandemic, the Association was not able to conduct the 2020 Annual Meeting in the 2020 calendar year. The meeting was adjourned until today.

**PROOF OF NOTICE OF MEETING**

A notice of this Annual meeting was sent to all owners of record on March 12, 2020; upon adjournment until April 10, 2021, an additional Notice of Meeting, Agenda and a proxy form were mailed to all owners of record on March 11, 2021.

A copy of the notice and the Certificate of Mailing will be made a part of the Annual meeting file.

**PARLIAMENTARY PROCEDURE**

In accordance with 514B, Hawaii Revised Statutes, this meeting will be conducted using the most recent edition of Robert's Rules of Order Newly Revised.

### **APPROVAL OF MINUTES OF PRECEDING MEETING**

The minutes of the 2019 Annual meeting were distributed to all owners and were included in the meeting packet; hearing no objections, the reading of the minutes was waived.

Hearing no corrections to the 2019 Annual Owners meeting minutes, the minutes were approved, as distributed.

### **REPORT OF OFFICERS**

The Officer's and Management reports are deferred to the 2021 Annual Owners meeting immediately following the adjournment of this meeting.

### **Year-End Audited Financials**

The 2019 and 2020 audit summaries were provided in the meeting packet, and will be covered in detail in the 2021 Meeting immediately following.

### **ELECTION OF DIRECTORS**

Article II, Section 1 of the project bylaws specifies that the affairs of the Association shall be governed by a Board of Directors composed of five (5) persons, each of who shall be an owner, co-owners, vendee under an agreement of sale or an officer of any corporate owner of an apartment. There are two (2) vacancies on the Board which expired in 2020, that we must fill.

There will be another election in the 2021 meeting for the remaining three (3) positions.

Eddie Kramer has expressed a desire to run for the Board of Directors and his name has been placed on the ballot.

Chair, Rod Quam, asked for nominations from the floor and Steve Phillips expressed a desire to run for the Board of Directors.

Hearing no further nominations, the nominations were closed.

The Nominees are Eddie Kramer & Steve Phillips.

### **Motion:**

*To elect Eddie Kramer and Steve Phillips to the Board of Directors, by acclamation.  
(Bruns/ Jacoby) **CARRIED** unanimously.*

### **ELECTION RESULTS**

The newly elected Board members are Eddie Kramer & Steve Phillips.

### **DESTROY BALLOTS AND PROXIES**

Pursuant to Hawaii Revised Statutes 514B-154c, the managing agent will destroy all ballots and proxies after 60 days.

## **NEW BUSINESS**

### **Resolution on Assessments**

There is a resolution that must be considered and voted on in order that we make the proper filing of our tax returns. This resolution covers maintenance fees and unrelated income paid during the year. We collect from all of our owners, on a monthly basis, maintenance fees, which cover the cost of running and maintaining the project. At year-end, we may have a balance in our checking account, operating reserve account and other specific accounts that will carry forward to the next calendar year.

Present tax rulings indicate that these funds, if not specifically designated to be used in the following year, would be taxable. Consequently, the resolution to cover the 'rollover' of these funds meets the necessary requirements.

**RESOLVED**, By the Napili Villas Association of Apartment Owners that the amount by which each member's assessments in the 2020 fiscal year exceeds the total payments of the Association for maintenance, repairs and other expenses and capital expenditures of the Association as the Board of Directors has appropriately paid or determined payable, shall be applied to the 2021 regular member assessments in accordance with IRS revenue ruling 70-604.

**Hearing no objections, the resolution is adopted.**

## **MINUTES OF THE 2020 ANNUAL MEETING MINUTES**

### **Motion:**

*To Authorize Board to approve the 2020 annual meeting minutes as to form and content to expedite distribution to owners.*

**Hearing no objection, the resolution is adopted.**

## **AUDIT**

### **Motion:**

*To authorize the Board of Directors to select an auditor to perform an audit, unannounced verification of cash and prepare the tax returns for the Association for the fiscal year ending December 31, 2020.*

**Hearing no objection, the motion is adopted.**

## **RATIFICATION OF BOARD ACTIONS**

### **Motion:**

To ratify the actions of the Board of Directors during the fiscal year 2019.

**Hearing no objection, the motion is adopted.**

## **NEXT MEETING DATE**

The 2021 Annual Owners meeting will be held immediately following this Annual Owners meeting.

**ADJOURNMENT**

With no further business before the membership, and hearing no objection, the meeting was unanimously adjourned at 9:21 a.m. HST.

A brief Organizational Board meeting will follow the 2021 Annual Meeting, immediately following this adjournment.

Respectfully submitted,

*Yatta Johnson*

**Stenographer**

**Tell Me More Stenography Services**