

**Mauna Lani Resort Association
Minutes of the Annual Meeting
April 11, 2018**

Directors/ Officers

Present: Tom Leeper (D/P), Paulette Ryan (D/VP), Madelene Robinson (S/T),
Kelley Cosgrove (D), Rodney Ito (D); Umang Gupta (D)

Residential

Subassociation

Representatives:

Glen Barnard, Champion Ridge at Mauna Lani
Mitch Silver, Ke Kailani
Kris Martin, Ke Kailani
Etienne Handman, The Estates at Mauna Lani
Patty Carvalho, The Cape at Mauna Lani
Jacques Baenziger, Mauna Lani Terrace
Nina Nychyporuk, Kulalani at Mauna Lani
Umang Gupta, Pauoa Beach
Rick Oliver, Nohea at Mauna Lani
Georjean Adams, Mauna Lani Point
Robert Gerard, Villages at Mauna Lani
Henry MacNamara, Villages at Mauna Lani
Patrick Fitzgerald, Site M1, M2, M3 & T
Ken Colucci, Golf Villas at Mauna Lani
Roy Tanaka, Golf Villas at Mauna Lani
Jeff Seifert, Ka Milo at Mauna Lani
Suzanne Kilner, Kulalani at Mauna Lani
Peggy Lien, Fairways at Mauna Lani
Jim Albers, Fairways at Mauna Lani
Patrick Harris, Laule'a at Mauna Lani
Molly Harris, Laule'a at Mauna Lani

Commercial

Representatives:

Patrick Fitzgerald, DHL Mahi Opco, LLC and DHL Mahi
Propco, LLC

Hotel

Representatives:

Rodney Ito, Mauna Lani Bay Hotel & Bungalows
Kelley Cosgrove, Fairmont Orchid, Hawaii
Tom Leeper, Fairmont Orchid, Hawaii

Management:

Sandra Patton, Resort Association Partners, LLC
Dominic Yagong, Hawaiiana Management Company
Laurel Erickson, Resort Association Partners, LLC
Sheri Rapoza, Resort Association Partners, LLC

CALL TO ORDER

Tom Leeper, President of the Mauna Lani Resort Association (MLRA), called the meeting to order at 10:35 a.m. and noted that with **78.327%** of the membership represented, a quorum was established. Proof of Notice of Meeting was thereby accepted.

President Leeper noted for the record that, pursuant to the Governing Documents of the MLRA, participation in this meeting is limited to: two (2) Officers of each Residential Subassociation and two (2) Representatives of each Hotel and Commercial Entity.

Meeting attendees were asked to introduce themselves and to identify the subassociation or commercial entity that they represent.

MINUTES

The Minutes of the 2017 Annual Meeting were reviewed:

Motion: Ken Colucci

Second: Kelley Cosgrove

The Minutes of the April 12, 2017 Annual Meeting be approved as written.

Motion carried by unanimous “aye” vote.

REPORT OF OFFICERS

Treasurer’s Report

Treasurer Robinson presented her Treasurer’s Report and reported regarding the Association’s financial position as of December 31, 2017. A copy of the Treasurer’s Report is attached and made a part of these Minutes.

President’s Report

President Leeper gave a status report to the membership regarding the Association’s 2017 activities and 2018 priorities. A copy of the President’s Report is attached herewith and made a part of these Minutes.

MEMBER FORUM

There being no objections, the meeting agenda was taken out of order to allow for the Member Forum to take place at this time. Members introduced and discussed the following topics:

- MLRA Third Amendment to the Bylaws;
- Signalization of the highway entrance and other recommendations for Department of Transportation highway safety improvements (e.g., lowering of highway speed limit, changes to highway lane markings, etc.);
- Vehicular speeding within the resort’s main Common Area roadways – North Kaniku Drive and South Kaniku Drive in particular; recommendation that the Board explore the installation of speed bumps within the resort;
- Parking and beach capacity issues at the Mauna Lani Beach Club;
- Restaurant capacity and maintenance issues at the Mauna Lani Beach Club Restaurant;
- Restructuring of the Beach Club Restaurant Operating Agreement; require restaurant operator to pay rent;
- Expansion of shoreline seating in the vicinity of Keiki Beach to relieve pressure at Makaiwa Bay;
- Current status of the Aina Lea development.

Motion: Tom Leeper

Second: Ken Colucci

The Association shall retain the services of a professional consultant to recommend roadway modifications and other measures for reducing vehicular speeds within the Association's Common Area roadways.

Motion carried by unanimous "aye" vote.

ELECTIONS

Ms. Patton explained the elections taking place at the meeting:

- One (1) Residential Director to be elected by vote of all residential owners to serve a three year term until the first Annual Meeting after December 31, 2020. There were three known candidates for the Residential Director seat, Mr. Umang Gupta of Pauoa Beach, Mr. Moshe Silagi of Nohea at Mauna Lani, and one write-in candidate, Mr. Ken Colucci of The Golf Villas. Mr. Colucci requested that his name be withdrawn from the ballot.
- One (1) Commercial Representative Director to be elected solely by vote of the Commercial Owners to serve a three year term until the first Annual Meeting after December 31, 2020. The only known candidate for the Commercial Representative Director seat is Ms. Kelley Cosgrove, of the Fairmont Orchid Hotel.

The following nominations were made and seconded:

That Umang Gupta and Moshe Silagi be placed on the Ballot for election of a Residential Representative Director.

Motion:

Ken Colucci

Second:

Rick Oliver

That Kelley Cosgrove be placed on the Ballot for election of a Commercial Representative Director.

Motion:

Patrick Fitzgerald

Second:

Ken Colucci

President Leeper called for nominations from the floor for each seat; there being none, nominations for the MLRA Board of Directors, and Commercial Representative Director were closed.

Voting procedures were explained and members agreed to temporarily recess the meeting at 11:45 a.m. to permit the ballots for all elected positions to be tallied, counted and certified by the Tellers. At 11:51 a.m. President Leeper reconvened the meeting and results of the elections were announced, as follows:

Election of one (1) Residential Director – It was announced that candidate Umang Gupta received 338 votes and has been **elected to serve as the Residential Director until the Annual Meeting held after December 31, 2020 or until a successor director is elected.**

Election of one (1) Commercial Director – It was announced that candidate Kelley Cosgrove received 930 votes and has been **elected to serve as the Commercial Director until the Annual Meeting held after December 31, 2020 or until a successor director is elected.**

NEW BUSINESS

In response to comments expressed during the Members Forum, Director Kelley Cosgrove recommended that the Board explore alternative operating models for the operation of the Beach Club restaurant.

Motion: Kelley Cosgrove

Second: James Albers

That the MLRA Board of Directors explore alternative models for the operation of the Mauna Lani Beach Club restaurant.

Motion carried by unanimous “aye” vote.

ADJOURNMENT

Motion: Umang Gupta

Second: Etienne Handman

There being no further business, the meeting be adjourned at 11:54 a.m.

Motioned carried by unanimous “aye” vote.

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