

# BANYAN HARBOR TIMESHARE ASSOCIATION

ADOPTED MEETING MINUTES

DATE 18 February 2012

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**BANYAN HARBOR TIMESHARE ASSOCIATION  
ANNUAL HOMEOWNER'S MEETING  
Saturday February 18, 2012  
KAUAI MARRIOTT**

**1. CALL TO ORDER AND ROLL CALL**

President Solberg called the meeting to order at 9:00am

**Board Members Present**

James Solberg, President

Sharon Baker Vice-President

Ed Madamba, Treasurer

Deborah Rice, Director

Absent: Stephanie Gonos, Secretary

**OLS Hotels & Resorts**

Rick Ball, Vice-President, OLS Hotels & Resorts

Lyle M. Otsuka, General Manager, Banyan Harbor

Dale Verkaaik, Controller, Banyan Harbor

Tore Wistrom, Consultant, OLS Hotels & Resorts

Kearn Sukisaki, Registrar, Banyan Harbor

Krystle Melchor, Assistant Registrar, Banyan Harbor

Owners in attendance are recorded in the Official Registrars Log

**2. PROOF OF NOTICE & QUORUM**

Lyle Otsuka reported that notice was mailed to all homeowners on December 4, 2011 and again January 8, 2012 and posted on January 19, 2012. Quorum was established with:

**Quorum Results**

Intervals represented by proxy	642
Intervals represented in person	4
<b>Total intervals represented</b>	<b>646</b>

Representation of 300 intervals is required for quorum (15%). We do have a quorum.

**3. APPROVAL OF MINUTES**

- a. **Annual Meeting February 19, 2011** – Jim asked for any corrections to the minutes. Hearing none, the minutes were approved as presented.

**MOTION:** *To accept the minutes as distributed*

**MOVED BY:** Sharon Baker, Second: Ed Madamba

**VOTE:** Unanimous

**RESULT:** **PASSED**

**4. MANAGEMENT REPORTS**

- a. **President's Report** – Jim expressed his appreciation of our property staff and a big thank you to the staff for keeping Banyan Harbor well maintained. He is also grateful to the Board of Directors for their dedicated service to the timeshare association. Jim also thanked the owners in the audience for attending their Annual meeting.

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- b. **Treasurer's Report** – Ed Madamba referred to Rick Ball VP of OLS Hotels & Resorts, for the year end 2011 financial report. Rick reviewed the financial results through December 2011. Revenues year-to-date were behind budget by \$4,333 due to late fee income write off (previous years) for uncollected bad debts, which also contributed to expenses being unfavorable to budget along with utility fuel surcharges, resulting in a total net loss year-to-date of \$32,578. Jim also commented, we must clean up our past receivables and we also must continue to do what is needed to insure we maintain our units to be in the best shape possible.
  - c. **Manager's Report** – Lyle once again acknowledged our great team of Banyan Harbor associates. He also briefly updated the Board that Banyan Harbor lead OLS guest comment scores with a 96% 2011 Year to Date score. We may not be a 5 star resort however we provide 10 star service. Lyle also reviewed the RCI Silver Crown status and also the retainment of the RCI Hospitality award. Lyle then briefly reviewed the distributed summary of projects completed during the 2011 year.
5. **Budget 2011** – Rick reviewed the approved 2012 budget which was also included in owner handouts at the door and mailed to owners with the January 2012 proxy mailing. Rick also reviewed the maintenance fee comparison hand out, which reflects that Banyan Harbor continues to have one of Kauai's most reasonable maintenance fees.

## 6. ELECTION

- a. **Nominations** – Jim reported that three Board positions are available. Jim read the names of each of the candidates who submitted their names for the available Board positions. They included Sharon Baker, Stephanie Gonos and James Solberg. Jim then asked (3 times, as required by State statues) if there were any nominations from the floor. Hearing none the following motion was made.

**MOTION:**            *Move to close nominations.*

**MOVED BY:**     Harry Baker, Second: Meryl Ferrari  
**VOTE:**             Unanimous  
**RESULT:**                                 **PASSED**

**MOTION:**            *Move to accept the slate of nominees Sharon Baker, Stephanie Gonos and James Solberg, by acclamation.*

**MOVED BY:**     Penny Madamba, Second: Harry Baker  
**VOTE:**             Unanimous  
**RESULT:**                                 **PASSED**

**MOTION:**            *To call for a unanimous vote of the slate of nominees Sharon Baker, Stephanie Gonos and James Solberg, by acclamation.*

**MOVED BY:**     Penny Madamba, Second: Harry Baker  
**VOTE:**             Unanimous  
**RESULT:**                                 **PASSED**

- b. **Election of Inspectors** – As the slate of nominees were elected there was no need for Election inspectors.
- c. **Introduction of Candidates** - Each candidate present then introduced themselves and expressed their gratitude for the opportunity to serve the Association.

## 7. OLD BUSINESS

President Solberg asked the members if there was any old business that required discussion. Hearing none, he moved to the next agenda item.

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## 8. NEW BUSINESS

- a. **Audit 2010** – Jim reported that the auditor's report was reviewed and unanimously accepted by the Board at their September 6, 2011 meeting. The auditor gave the Association a "clean bill of health" and offered no recommendations or corrections to the accounting practices currently in use. Copies were made available at the registration desk.
- b. **Roll Over Resolution for 2012** – Ed Madamba read the following motion to ensure the Association non-profit status is protected, and that tax requirements were properly addressed.

<b>MOTION:</b>	<i>I hereby move that the Banyan Harbor Time Share Owner's Association direct the amount by which the member's assessments in fiscal year 2012 exceed the total expenses of the Association for the purpose of managing, operating, maintaining and replacement of the Association's property be applied to the fiscal year 2013 operating and/or reserve account.</i>
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**MOVED BY:** Ed Madamba, Second: Sharon Baker  
**VOTE:** Unanimous  
**RESULT:** **PASSED**

- c. **Other New Business** – There being no further new business President Solberg moved to the next agenda item.

## 2. NEXT ANNUAL MEETING

President Solberg announced the 2013 Annual Timeshare Owners Meeting is confirmed for **Saturday February 23, 2013 at 9am**. The date for the next Board meeting was also announced to be held on May 10, 2012. Lyle also reported that based on availability, the next Timeshare Annual Meeting will be held at the Kauai Marriott.

## 3. ADJOURNMENT

<b>MOTION:</b>	<i>To adjourn meeting at 9:25 a.m.</i>
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**MOVED BY:** Meryl Ferrari, Second: Sharon Baker  
**VOTE:** Unanimous  
**RESULT:** **PASSED**