

BANYAN HARBOR TIMESHARE ASSOCIATION

ADOPTED MEETING MINUTES

DATE February 20, 2016

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**BANYAN HARBOR TIMESHARE ASSOCIATION
ANNUAL HOMEOWNER'S MEETING
Saturday February 20, 2016
KAUAI MARRIOTT**

1. CALL TO ORDER AND ROLL CALL

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

Board Members Present

Stephanie Gonos, President

Deborah Coburn Rice, Vice-President

Jill Briley, Secretary

Ed Madamba, Treasurer

Vacant Director position

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 5, 2015 and again January 8, 2016 and posted on January 18, 2016. Quorum was established with:

Quorum Results

| | |
|------------------------------------|--------------|
| Intervals represented by proxy | 558.0 |
| Intervals represented in person | 3.0 |
| Total intervals represented | 561.0 |

Representation of 277.5 intervals is required for quorum (15%). We do have a quorum.

3. APPROVAL OF MINUTES

- a. **Annual Meeting February 21, 2015** – Stephanie asked for any corrections to the minutes. Hearing none, the minutes were approved as presented.

MOTION: *To accept the minutes as distributed*

MOVED BY: Deborah Rice, Second: Jill Briley

VOTE: Unanimous

RESULT: PASSED

4. MANAGEMENT REPORTS

- a. **President's Report** – Stephanie welcomed and thanked the owners for attending their Annual owners meeting. She indicated how fortunate we are to have such a dedicated Board to work with, combined with the great Banyan Harbor Staff and OLS Hotels & Resorts Management team. She also appreciates the improvements in Wi-Fi.

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- b. **Treasurer's Report** – Ed Madamba referred to Rick Ball Vice President of OLS Hotels & Resorts, for the year end 2015 financial report. Rick recapped another timeshare unit was removed from the timeshare inventory to assist in decreasing the number of delinquent units foreclosed on by the Timeshare Association. He then reviewed the financial results through December 2015. Revenues year-to-date are behind budget by \$22,211 due to the de-annexation of units from timeshare, less interval transfer fee income and less amenity fee income also contributed to less revenues. Payroll, payroll taxes, health insurance favorable to budget by \$9,629, and operating expenses were also favorable to budget by \$21,117. Utilities were under budget by \$14,149. The staff continues to do an excellent job in managing controllable expenses. Through December 31, 2015, Net Earnings is a surplus of \$22,670 (\$22,684 favorable to budget). Rick also reiterated because of our staffs focus and their efficiency, we had a moderate maintenance fee increase for 2016.
- Rick then recapped the Capital reserve plan and the multiple projects scheduled i.e. new bedroom room furniture, replacement of interior doors with vinyl 6 panel interior doors, Tub / tile replacements and more.
- a. **Manager's Report** – Lyle once again acknowledged our great team of Banyan Harbor associates. We currently rank at 94.0% in OLS Guest comment score (4th place in 2015 YTD scores). He also mentioned RCi comments rank us 4.3 out of 5.0 in controllable categories. Lyle then reported on various projects underway such as the new bell service on heavy timeshare check-in days. Unfortunately less than 10% of guests take advantage of this service. Other projects accomplished during the year included small projects such as new clock radios with usb charge ports for cell phones, installation of DVD shelves under TVs and improved Wi-Fi. These projects are coupled with ongoing projects such as Silestone countertop, floor ceramic tile installations and a variety of other projects. Lyle then deferred to his written submitted report.
5. **Budget 2016** – Rick reviewed the 2016 budget, approved by the Board of Directors at the November 18, 2015 Board Meeting, which is also included in owner handouts at the door and mailed to owners with the January 2016 proxy mailing. Lyle asked owners turn to page 10 of the hand out for the maintenance fee comparison, which reflects that Banyan Harbor continues to have one of Kauai's most reasonable maintenance fees for similar projects. Rick also mentioned the Banyan Harbor owner website which includes this comparison as well as the owner hand out and other useful information.
6. **ELECTION**
- a. **Nominations** – Stephanie reported that three Board positions are available. Stephanie read the names of each of the candidates, who submitted their names for the available Board positions.

MOTION: *Move to accept the slate of candidates for nomination- Jill Briley, Linda Garcia, Stephanie Gonos-Wyman, Jolene D. Grimm and John Logsdon.*

MOVED BY: Deborah Coburn Rice, Second: Jill Briley
VOTE: Unanimous
RESULT: PASSED

Stephanie 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: Deborah Coburn Rice, Second: Jill Briley
VOTE: Unanimous
RESULT: PASSED

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- b. **Election of Inspectors** – With three candidates Stephanie asked for 2 volunteers to be inspectors. Bonnie Solberg and Penny Madamba volunteered and were then appointed.
- c. **Introduction of Candidates** - Each candidate present then introduced themselves and expressed their gratitude for the opportunity to serve the Association.
- d. **Election & Election Results** –

A recess was taken so that votes could be cast and counted.

Recess: 9:30 am
Reconvened: 10:30 am

The election results were as follows:

| CANDIDATE | VOTES (Intervals) |
|------------------------|----------------------|
| Briley, Jill | 635 |
| Gonos-Wyman, Stephanie | 614 |
| Garcia, Linda | 403 |
| Logsdon, John | 206 |
| Grimm, Jolene | 88 |
| | |

Jill Briley, Stephanie Gonos-Wyman and Linda Garcia were elected to two (2) year terms

7. OLD BUSINESS

President Gonos asked the attending owners if there was any old business that required discussion. Hearing none, she moved to the next agenda item.

8. NEW BUSINESS

- a. **Audit 2014** – Stephanie reported that the auditor's report was reviewed and unanimously accepted by the Board at their November 18, 2015 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 and will be posted on the owner's website.
- b. **Roll Over Resolution for 2016** – Ed Madamba made the following motion to ensure the Association non-profit status is protected, and that tax requirements were properly addressed.

| | |
|----------------|--|
| MOTION: | <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 2016 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 2017 operating and/or reserve account.</i> |
|----------------|--|

MOVED BY: Ed Madamba, Second: Deborah Coburn Rice
VOTE: Unanimous
RESULT: **PASSED**

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

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2. NEXT ANNUAL MEETING

President Gonos announced the 2017 Annual Timeshare Owners Meeting is confirmed for **Saturday February 25, 2017 at 9am**. The date for the next Board teleconference meeting was also announced to be held on May 12, 2016. Lyle also reported that based on availability, the next Timeshare Annual Meeting will be held at the Kauai Marriott.

3. ADJOURNMENT

| | |
|----------------|---|
| MOTION: | <i>To adjourn meeting at 10:35 a.m.</i> |
|----------------|---|

MOVED BY: Deborah Coburn Rice, Second: Ed Madamba
VOTE: Unanimous
RESULT: PASSED