

**Ainaloa Community Association
Minutes of Special Meeting
February 22, 2024**

CALL TO ORDER

The meeting was called to order at 6:01 p.m. by President Judy Haney. Citing health reasons, Judy appointed Michael Dodge as Chairman *pro tem* of this meeting.

ATTENDANCE

Board members present: Adam Broad, Michael Dodge, Judy Haney, Joyce Harris, Randy Kilhoffer, and Michael Pipta. Board members absent: Ed Eisermann.

Association members present: Keoni Alvarez, Tanya Aynessazian, Bruce Blyth, Tammi Broad, Joao Campos, Colleen Chumbley, Gwendaline Day, Ron Dugon, Becky Jones, Carol Kankosky, Kathryn Katada, Kia Kuamo'o, Lori Lorenzo, Ruth Love, Denise Madeiros, Jamie Madrona, Cheryl and Isaac Mahoney, Krystal Moore, Peter Nilson, Angelina Palma, Kainoa Torres, Alfred Yadao, and other owners not noted on the sign-in sheets.

Non-members present: Aileen Alvarez, Jessie Aoneilus, Mahealani Irvine, Lori Lorenzo, Krystal Moore, Angelina Palma, Jason Renaud, Garrick Rowland, and others not noted on the sign-in sheets.

Invited Guest: Attorney Steven Strauss

SPECIAL MEETING BUSINESS

Discussion of the dismissal of Randall Kilhoffer from the Board of Directors – Chairman Dodge opened the floor to member comments or questions relative to this board dismissal and requested that after being recognized by the Chairman, members clearly state their names, and direct all communication to the Board.

Member Keoni Alvarez led with a chant and followed with commentary given previously at the regular monthly meeting held February 5, 2024, in which he called for Randy Kilhoffer's resignation as President of the Board. Mr. Alvarez cited his designation as a cultural descendant to protect unidentified ancestral Native Hawaiian remains within a lava tube that traverses certain parcels located in the Ainaloa Subdivision. As a cultural descendant and protector of *ahupua'a*, and of cultural practices, Mr. Alvarez voiced his belief that President Kilhoffer does not employ the spirit of Aloha in his relations with Ainaloa residents, staff, and other board members, that he makes decisions unilaterally without the input of other board members, that he does not work cooperatively, that he micromanages Ainaloa projects, and that he fails to meet Ainaloa project deadlines.

Member Carol Kankosky acknowledged Randy's service to the community over the years but stated that he has become disrespectful to the members.

Member Becky Jones briefly touched on the disrespect but added that Randy has been surly when she has asked to discuss the Restatement of Ainaloa's Bylaws, or when she has suggested that there be an audit of the books.

Member Ronald Dugon expressed his confusion over what the complaints are about and said that he believes that Randy and the Board have done a “fine job” of managing matters of the Association.

Member Joao Campos questioned the purpose of this meeting. Attorney Strauss responded that the purpose of tonight’s meeting was to discuss the dismissal of Randy Kilhoffer from the board of directors.

Becky Jones read aloud the meeting notice for tonight’s meeting and asked why the members could not move to dismiss Randy tonight. She also read a statement from aggrieved board member Wendy Martin. A copy of that statement is attached to these minutes.

Attorney Strauss explained that the stated purpose of tonight’s meeting would not permit the legal dismissal of Randy Kilhoffer from the board at this meeting, saying that it was not noticed as a meeting to dismiss, but rather to discuss the dismissal.

Member Colleen Chumbley stated that she has attended several board meetings and believes that board members have been afraid to disagree with Mr. Kilhoffer.

In a heated and emotional exchange, a non-member approached sensitive topics that caused Attorney Steven Strauss to call into question their legal permissibility. He advised members to exercise greater discretion in their remarks.

Member Denise Madeiros cautioned the participants to be very mindful of their words.

Member Joao Campos questioned the authority of the attorney and asked whom the attorney represents, and at what charge. Attorney Strauss clarified that he is retained by the Board of Directors at a fee of \$275 per hour and that he was invited to attend this meeting to give legal clarification to questions that might arise.

Mr. Campos appealed to the board to act at this meeting to dismiss Mr. Kilhoffer from the board. The attorney strongly advised against doing so, saying that it would present a legal liability for the Association.

Mr. Campos requested that the retention of an attorney be made an agenda item at the Annual Meeting.

A speaker whose name could not be heard requested that there be an audit of the ACA’s books. Board members agreed.

Member Pam Bruce asked Randy why he wanted to remain on the board. He answered that he wants to serve where possible and that his purpose is to help the community.

Member Cheryl Mahoney said that this is her third meeting, the first being about a year ago, where she witnessed Randy’s unwillingness to let people speak.

Member Alfred Yadao, former Association President, related a story of a meeting long ago at which he was voted out as President and Randy was voted in. He stated that an attorney was involved in this process and questioned its validity. He also described Randy’s dismissal of the former Office

Manager wherein the office keys were taken from her in what he deemed was an unceremonious manner.

Mr. Yadao also related a story of an unknown man walking on the park field, carrying a gun, which Randy took from him. The police were summoned, and the gun was found to be a pellet gun.

Mr. Kilhoffer defended his action, saying that if one doesn't know what sort of gun it is, one should protect others by taking control of it. He further stated his opinion that the story relating to the removal of the Office Manager's keys was not accurate.

Attorney Strauss once again admonished the group, saying that many of the comments being made were litigious in nature and that they presented a liability to the Association. "Be careful" was his caution.

Member Ruth Love commented that, whereas at one time only one estimate on larger purchases was sought, now there are three, and she commended this improvement. She also said that Randy seemed to be dismissive of people, particularly women.

Member Denise Madeiros was critical of board members, believing that they had ignored Randy's critics.

Board Secretary Joyce Harris spoke to the question of the purpose of tonight's meeting, saying that certainly, one purpose was to hear voices that have not yet spoken. Those voices could include more who had complaints, but also those who held other viewpoints, including Randy. She reminded fellow members that a part of due process is allowing a forum wherein all viewpoints have an opportunity to be heard. She further said that, while she is not defending any one person or persons, she is defending the process.

She further stated that beginning with the December 4, 2023 meeting where the first formal complaints about Randy's behavior were heard, the board took them seriously and acted swiftly. Randy's unacceptable behaviors were directly addressed with him, and the required behaviors were made very clear. The consequences of failure to comply were explicit and unambiguous. These actions were documented, and the documents are in the hands of the attorney. She said that since that time the board has witnessed compliance and that if anyone has noted otherwise they should contact a board member.

Member Becky Jones observed that the board's action could have been too late.

Member Ronald Dugon once again recounted his years here, saying it is a good place to live, and reiterating that this board has done "a lot of good things."

A non member remarked that she does not believe that we are being fair with one another. She would like the board to be more transparent and receptive to suggestions. She felt that the information given by the board that only one quote was sought for the tenting of the Longhouse and Caretaker's Cottage because extermination companies charge for inspection was incorrect. Her challenge was based on her ownership of an extermination company that did/does not charge for inspection.

Member Dr. Michelle Zalenski rose to ask if the board has done too little, too late in addressing Randy's abusive behavior. She asked Randy to voluntarily resign and save all of us the stress of going through this again at the annual meeting.

ADJOURNMENT

In a motion by Joyce Harris, seconded, and unanimously approved, the meeting was adjourned at 8:38 p.m.

Next meeting: Annual Meeting: Monday, March 4, 2024.

Joyce Harris, Secretary