**EXHIBIT D**

Parameters for the Sunshine Law

(Report by Deputy Attorney General Randall Nishiyama)

Mr. Nishiyama said Hawaii’s Open Meeting law is in Part I, Chapter 92, HRS, and the statute is listed as part of this guide to the Sunshine Law, and as a State Board, the Stadium Authority must follow the Sunshine Law:

* Basically all board business must be conducted in a public meeting, absent a specific statutory exception.
* Mr. Nishiyama expressed, an important thing is, discussions between board members outside of a meeting. Generally, the Sunshine Law prohibits discussions about board business between members outside of a properly noticed meeting, except for certain statutory exemptions.
* Board members cannot meet privately to discuss business. While there are eight (8) statutory exemptions for board members to discuss board business outside of a public meeting, there are only three (3) that are applicable to general activities that you might face on a day-to-day basis:
1. Two (2) board members can discuss board business outside of a meeting so

long as no commitment to vote is made or sought. Mr. Nishiyama said if you see a fellow board member outside a public meeting you can discuss board business, but you can’t ask for a vote.

1. Investigative committee - The board can designate two (2) or more board

members, but less than a quorum of the board, to investigate matters concerning board business. An investigative committee has to report back their findings and recommendations to the entire board. Mr. Nishiyama said that requires two (2) meetings: One meeting to present the recommendations that the investigative committee makes to the entire board; and the second subsequent meeting is where the entire board votes on those recommendations.

1. Attendance at Informational Meetings or Presentations – The Sunshine Law allows less than a quorum of board members to attend neighborhood board meetings or legislative hearings, at which board business is discussed, so long as no commitment to vote is made and the board members report back to the board. Mr. Nishiyama said in answer to the question regarding the community workshop, the investigative committee can attend and participate. He did sayd if the Chair decided to show up, we cannot prohibit the Chair from exercising his free speech rights, but he should not plan on it. That would be the ideal situation. Again, the investigative committee needs to report back to the board as to what they’ve learned.

Member Iosua stated he has an issue with what Mr. Nishiyama stated. He is actually part of a TOD group at his place of employment, and he was planning on attending the meeting. Will that be an issue? Mr. Nishiyama said Member Iosua is not in the capacity of the Stadium Authority board and he does not have a problem with that, because we are not circumventing the intent of the Sunshine Law. He also said, as for an executive session, that is a meeting of the board that is closed to the public – there are eight (3) purposes for which an executive session can be convened, but generally the purpose that we convene for executive sessions for the Stadium Authority is to consult with the board’s attorney; and the board is authorized to consult in executive session with their attorney concerning the board’s powers, duties, immunities, privileges and liabilities.

Mr. Nishiyama said the last area he would like to talk about is correspondence between board members. Board members cannot discuss board business between themselves, outside of a properly-noticed meeting (i.e. by phone, memo, or email). You have to fall under one of those exceptions; and one of the exceptions is you can have a phone conversation to discuss board business, as long as you don’t ask or seek for a vote. He thinks the important thing is looking at the degree of interaction between the parties that your communication requires. For example, if the Chair wanted to be copied on communications between members of the investigative committee, that appears to be okay, because it is just information. He is not asking them to do anything. Mr. Nishiyama asked the board, to please look at the “Guide to the Sunshine Law,” when they have the time to just to get an idea of the law. It is self-policing and it requires the board members to police themselves; and to the extent possible, we would like all business to be conducted in public.