

**DAVID Y. IGE**  
GOVERNOR

**MIKE MCCARTNEY**  
DIRECTOR, DBEDT

**BRENNON MORIOKA**  
VICE CHAIRMAN, STADIUM AUTHORITY

**RYAN G. ANDREWS**  
STADIUM MANAGER



*An Agency of the State of Hawaii*

Stadium Authority Regular Session  
99-500 Salt Lake Boulevard  
Aiea, Hawaii 96701

September 29, 2022

APPROVED MINUTES  
REGULAR SESSION  
SEPTEMBER 29, 2022

Members Present:

Brennon Morioka, Vice Chair  
Kau'i Burgess  
John Fink  
Michael Imanaka  
Claire Tamamoto  
Michael Yadao  
Mike McCartney, DBEDT Director (ex-officio)  
Camille Masutomi, DOE Superintendent's designee (ex-officio)  
David Matlin, UH President's designee (ex-officio)

Staff:

Ryan Andrews  
Andrew Chang  
Wendy Ho  
Stephen Lee  
Colette May  
Liane Nakagawa  
Neal Sakamoto

Others:

Randall Nishiyama, Deputy Attorney General (AG)  
Chris Kinimaka, Department of Accounting & General Services (DAGS)  
David DePonte, Department of Accounting & General Services (DAGS)  
Davy Murayama, Centerplate  
Franz Kraintz, City and County of Honolulu  
Transit Oriented Development (TOD)  
David Harris, WT Partnership  
Stacey Jones, WT Partnership  
Bridey Best, WT Partnership  
Glenn Wakai, Senator  
Karen Dang, Senator Wakai's Office

Members Excused:

Eric Fujimoto

Shelly Shoji  
Trina Silva  
Samantha Spain  
Russell Uchida

Public:

Ross Yamasaki  
James Abeshima  
Michael Iosua  
Raymond Ho  
Diane Ako, KITV  
Jennifer Brink, KHON  
Kevin Austin  
Blaze Lovell  
Alison Kato  
Brian McInnis  
Charlie Vitale

Doreen Eddy, Rep. Johanson's Office  
Jon Nouchi, Department of Transportation Services (DTS)

Erik Horn  
Young Kalbert  
Jeremy Patton  
Chace Shigemasa  
Christopher Delaunay  
Steven Wood

Sign- Sheet (See Exhibit A)

I. CALL TO ORDER

A quorum being present, Vice Chair Morioka called the meeting to order at 8:37 a.m.

II. APPROVAL OF MINUTES

A. Approval of minutes for the following date:

1. Regular Session – August 18, 2022

A MOTION WAS MADE BY MEMBER YADAO AND SECONDED BY MEMBER FINK TO ACCEPT THE MINUTES OF THE REGULAR SESSION. THE MOTION WAS UNANIMOUSLY CARRIED.

Vice Chair Morioka stated that there was an item that needed to be added to the agenda and therefore needing two-thirds vote by the board. He would like to add it to the agenda prior to the public testimony so the public has an opportunity to testify on the subject.

Manager Andrews requested that an event approval is added to the agenda since the application was received after the agenda was posted. The event is a weekend concert to be held in the upper Halawa parking lot.

A MOTION WAS MADE BY MEMBER TAMAMOTO AND SECONDED BY MEMBER YADAO TO ADD THE EVENT PROPOSAL ON THE AGENDA. THE MOTION WAS UNANIMOUSLY CARRIED.

III. PUBLIC TESTIMONY

Chase Shigemasa, Chairman of the Aliamanu/Salt Lake/Foster Village/Airport neighborhood board (Neighborhood Board #18) testified regarding the status of the Aloha Stadium Project:

Mr. Shigemasa felt inclined to share his concern regarding the recent news about the stadium. He stated that the Stadium Authority, Department of Accounting and General Services (DAGS), and the Public Works Division has kept the neighborhood board informed and have worked closely with the community through the Environmental Impact Study (EIS) process. Mr. Shigemasa stated that the community is concerned about transparency, trust in government, and the government being good stewards of tax payer dollars.

Vice Chair Morioka thanked Mr. Shigemasa for his testimony and for always welcoming the Stadium Authority to the neighborhood board meetings.

Vice Chair Morioka stated that agenda item V will be addressed prior to item IV for the event proposal.

(V). NEW BUSINESS

A. Event Approval

Applicant Name:	Ray Jr. LLC – TMR Events
Request:	Concert
Location:	Upper Halawa Parking Lot
Date:	February 10-11, 2023

Events Manager Stephen Lee introduced Raymond Ho, stating that he has done many concerts at the Waikiki Shell, Blaisdell Arena, and several other venues. He brought the Mayjah Rayjah event to Aloha Stadium in 2019 and is very familiar with the stadium rules and noise ordinance. Mr. Lee further shared that the location of the stage and speakers would be in the same location that was used for the Taste of Oahu events in that they will be facing away from the neighborhoods.

Raymond Ho Jr. explained the concert will be a two-night event with country and reggae music. Mr. Ho tested the sound system with stadium management to ensure there will not be any noise violations. The sound will be cut off at 9:55 p.m.

Manager Andrews added that stadium staff will make sure:

1. The concert will not go beyond 10:00 p.m.
2. The speakers are facing away from the neighborhoods.
3. There will be staff assigned within the sound control booth to allow for rapid adjustments to music volume if necessary.

Discussion:

Member Tamamoto asked if there will be alcohol at this event.

Mr. Ho responded that there will be a liquor license obtained and sales within a permitted area. There will be no tail-gating or alcohol consumption allowed on premise prior to the event.

Member Tamamoto asked how patrons will exit the stadium.

Mr. Ho stated there will be a flow plan for ingress and egress that will be established and implemented by stadium staff.

He added that they are focusing on mitigating the sound levels and they might set up trailers from event sponsors to help block some of the sound.

A MOTION WAS MADE BY MEMBER YADAO AND SECONDED BY MEMBER BURGESS TO APPROVE THE CONCERT EVENT BY RAY JR., LLC ON FEBRUARY 10 & 11, 2023. THE MOTION WAS UNANIMOUSLY CARRIED.

IV. MONTHLY REPORTS

A. Vice Chair Report

Vice Chair Morioka stated that his report is about the status update on the Aloha Stadium project, however since Member McCartney was not yet present in the meeting, he will be taking the agenda out of order until Member McCartney's arrival.

B. Stadium Manager's Report

1. Manager Andrews provided an administrative report:

a. Stadium Auction: Manager Andrews is happy to report that the first of several auctions will begin in October. The auctions are being managed by Oahu Auctions LLC and will include a wide variety of items from memorabilia, turf, seats, office equipment, food and beverage equipment, tools, signage etc. A media release will be sent out today to inform the public of these auctions and how they can register to participate.

b. Events:

- The Octoberfest event just took place on September 24th in our Lower Halawa Parking Lot. The event went very well, with zero incidents and a total of 1300 attendees.
- The Department of Transportation Construction Career Day event is taking place today and tomorrow. This event is targeted for middle and high school students and provides hands-on experience with heavy equipment to learn about the various construction trades. There are a variety of exhibitors with union participation and general contractors.
- Habilitat Haunted House will be setting up soon for their drive-thru haunted house events. These will take place from October 7 – 31. This is their third year with us, and we are happy to have them back.

c. Manager Andrews announced he will be off island next week to visit San Diego State University together with UH Athletic Director David Matlin. They will visit Snapdragon Stadium and meet with the SDSU athletics team that spearheaded that project, and with the stadium operator, the food and beverage concessionaire and other vendors. In his absence, Deputy Manager Russell Uchida will be acting on his behalf.

2. Stadium Financial Update:

Administrative Services Officer (ASO) Russell Uchida reported: (See Exhibit B)

Discussion:

Member Burgess asked Mr. Uchida how the transition from DAGS to DBEDT was going and if there was anything that the Authority could do to assist.

Mr. Uchida stated it has been a character-building and a learning experience for he and his staff. He thanked Member Burgess for her efforts in support and he said his staff continues to work on the transition.

Member Yadao commented on the Department of Transportation's Construction Career Day Event and stated that he has heard nothing but positives from the General Contractor Association and how they've interacted with Manager Andrews and his staff. Member Yadao thanked Manager Andrews for supporting them.

C. Internal Affairs Committee (IAC):

Committee Chair's Report – Member Burgess stated that there were no meetings and the reports were sent out for review in the board packets.

1. Events
  - a. Summary of Monthly Events – Attached
  - b. Calendar of Events – Attached
2. Sales and Marketing - Attached
3. Security Report – Attached

D. External Affairs Committee (EAC):

Committee Chair's Report – Committee Chair Fink stated the board reports were sent out for review in the board packets. He thanked Davy Murayama for always getting his report in on time.

1. Contractor Reports
  - a. IMG/Learfield/Hawaii Sports Properties – None
  - b. Centerplate – Attached
2. Stakeholder Reports
  - a. University of Hawaii:  
David Matlin stated they are working on the expansion of Ching Field to get the capacity to 15K. The goal is to expand by next August.
  - b. Transit Oriented Development (TOD) – None
  - c. Hawaii Interagency Council for Transit Oriented Development (HIC-TOD) – None
3. New Aloha Stadium Entertainment District (NASED) Committee Report

Chris Kinimaka, Public Works Administrator for the Department of Accounting and General Services stated that the NASED report is in the packet and she reviewed a few highlights:

The governance of this project is in question as a result of the Administration announcing that they want to take the project in a different direction under DBEDT.

On the financial side, the team presented to the board last month and the plan remains financially feasible with significant dividends projected to be returned to the state over the thirty-year period of the project.

Ms. Kinimaka thanked Governor Ige for approving the release of the final Programmatic Environmental Impact Statement. It was published on Friday, September 23, 2022, along with the Governor's acceptance of the EIS. This acceptance starts the sixty-day legal review period, and upon the completion of the sixty days, we are cleared with our disclosure of the environmental process.

Ms. Kinimaka went on to say that DAGS continues to coordinate with other key stakeholders such as City & County of Honolulu, utilities, and other public entities to help ensure that whatever development happens within the district can move forward as smoothly and completely as possible. She stated that they are also continuing community engagement.

#### Discussion

Vice Chair Morioka asked Ms. Kinimaka [regarding the Programmatic EIS] that if everything goes smoothly without any legal challenges, what the timeframe would be to have full acceptance and full clearance of the environmental document.

Ms. Kinimaka responded that it will be sixty days from acceptance which was September 23, 2022. If there are no legal challenges, it will be clear in late November.

Vice Chair Morioka stated that it will likely be after our November board meeting and therefore the final report on acceptance will be at the December meeting.

Member Tamamoto asked for clarification on the judicial challenge and asked if a person needs to file legally through a court to challenge it.

Ms. Kinimaka confirmed that is correct.

(Member McCartney entered the meeting at 9:01 a.m.)

Vice Chair Morioka called for a recess at 9:02 a.m.

(Recess: 9:02 a.m. – 9:14 a.m.)

(Meeting reconvened at 9:14 a.m.)

Vice Chair Morioka addressed the last item on the agenda, IV.A., Vice Chairman's Report: Update on the Aloha Stadium project.

Vice Chair Morioka stated that he would state what he knows, and Member McCartney will address the topic. The Stadium Authority to date has not been formally notified of any change in direction, although via the DAGS Comptroller, we learned of a communication from the Governor's Chief of Staff alerting the Comptroller of a change in direction with the NASED project. For clarification to the public and state agencies, DAGS is an executing agency of the Stadium Authority, and the Stadium Authority is DAGS's client. While DAGS may have been notified, the Stadium Authority was not formally notified of anything from the Governor's office. Vice Chair Morioka went on to explain that this is the first meeting since these events have transpired, therefore the Board would like to take the opportunity to have a conversation and provide Member McCartney a moment to address the Board in terms of the message from the Governor's office and DBEDT to DAGS and the Stadium Authority.

Member McCartney addressed the Board and apologized and stated that he takes responsibility for making sure that there is effective communication. He added that there is no excuse for not making sure the Board is fully informed. Member McCartney provided documents to be distributed to the Board and expressed that he wants to explain where we are and how we can move forward together. Member McCartney acknowledged the hard work from DAGS and everyone else involved who have put a lot of work into this project.

Member McCartney proceeded to present and review five documents (See Exhibits C, D, E, F, G, H)

Exhibit C: Hawaii Revised Statutes, Chapter 103D-102 – Procurement Law

Member McCartney stated that this is a reference point. Even though the legislature passes legislation, we must comply with various laws that are already in place and this is one that we must follow. Member McCartney stated that there are a couple of options for procurement, including having an exemption from this and going with a public-private-partnership (P3) which includes financing arrangements under HRS, Chapter 37D.

Exhibit D: SB3334 SD2 HD1 CD1 (Act 220)

Member McCartney stated that Act 220 is the Act that moved the Stadium Authority from DAGS to DBEDT and transferred all the assets and personnel. He noted that DBEDT also acquired another agency, the Agribusiness Development Corporation. The understanding from the legislature is that DBEDT is a development agency, which includes the Hawaii Community Development Authority (HCDA), and the Hawaii Housing Finance Development Corporation (HHFDC) - so traditionally it's been an agency that houses entities that perform community-based development. This was a policy decision that was made by the legislature and it also added the director of DBEDT as a member of the Stadium Authority Board. Member McCartney acknowledged and thanked the employees who are going through this transition, noting that we are still working through

the accounting systems, and making sure the stadium gets their money, so they can make payments, etc. DBEDT has a little different accounting mechanism even though it's the state of Hawaii. Member McCartney asked for people to be patient because when you transfer an agency, it includes everything from personnel and inventory and all contracts - and it takes time to have a smooth transition. The statute might say one thing, but the execution part is what we are working through right now.

Exhibit E: HB1600 HD1 SD2 CD1 Relating to Budget (Act 248)

Member McCartney stated that this past session the legislature had the opportunity to expend money and look at resources in a different way than they had in the last three years. They changed the appropriation of the past [\$170M] and then they gave us \$350M.

Member McCartney expressed how important the language is:

“New Stadium on Oahu, to include plans, design, construction, and equipment for a new stadium in Halawa; Including renovation, renewal, refurbishment, replacement, and new construction; ground and site improvements; equipment and appurtenances; and all project related costs; Total funding, \$350M to BED.”

Member McCartney explained that BED is DBEDT and they put it into the director's office, BED142, which he stated is his office, so anything that comes up, or decisions that need to be made, he is the one that must make the first call, send it to B&F, and they make an allotment. The Director of Budget and Finance must look at the allotment and ask if it is advantageous for the state. Then it goes to the Governor to be released and the money can be spent. Those are the details that need to happen, but this is saying that we can build a stadium and it does not talk about being a P3 (public-private-partnership). A P3 would require other funding and other approvals by the legislature to provide the funding that goes there even though we think we can get private money and put it in there, it is still subject, potentially, to what is called an appropriation, and you need legislative approval for that. The legislature passed a bill with a clear intent here.

Exhibit F: HB 200 HD1 SD1 CD1 (ACT 088)

Member McCartney stated that this Act says that if you get a project like this, then he can assign it to somebody subject to approval by B&F and the Governor to do the project. So instead of DBEDT doing it, it could go to the counties, it could go to UH, it could go to DAGS, it could stay in DBEDT. This is one of the things that we need to talk about and see how we execute and who is the team that can oversee this once in a lifetime project - do it efficiently, effectively, and productively, and see it all the way through and get it done. How do you put together the best team? This is one of the things that needs to be considered.

Exhibit G: Environmental Impact Statement Letter confirmation (EIS)

Member McCartney provided the letter which shows the EIS is filed and is on record at the Office of Planning and Sustainable Development - Environmental Review Program. He stated that he believes there are ways that the project can



be streamlined given the new language in the law and what the EIS law says and what we are able to do. The Governor says he thinks we can go faster and that is the basis for that, but we want to make sure we continue to do our due diligence to answer that question and not give a false expectation and avoid any potential challenges that might come as a result. Someone from the community could challenge it based upon the environmental law.

Exhibit H: Email from Chief of Staff, Linda Takeyama

Member McCartney provided the email that came from Chief of Staff, Linda Takeyama. He proceeded to read the email aloud and stated that he stands by this email. He expressed that this was meant to be a communication to DAGS, but he wanted to make sure that the Board had a copy of the email as well.

Member McCartney stated that by being on the Stadium Authority Board and the Director of DBEDT he believes that singleness of purpose will breed success, and we should focus on applying the legislative intent. They gave us a tremendous opportunity, they appropriated \$350M to build a stadium in Halawa. This is what he and DBEDT are committed to doing. The other things that are out there that have been talked about are good pieces of work, like the entertainment district or housing, but those are to be done later. We should focus on building a stadium. It's more than just a stadium, it's a hub where the community can meet and gather. It's more than just a place for football games, it's a place where the community can use and it's a part of all of us. We thank the Aiea Community for allowing it to be there, and we all get to use it in a way that benefits us. Member McCartney stated that what he is asking is if we can start from now to collaborate to find the best path forward in the best interest of Hawaii to make sure that the stadium is built. He stated he wants to make sure we follow the legislative intent, take the \$350M and the opportunity to go forward with building a stadium and keep it simple. We can talk about how we need more money and where to find it, but they gave us this \$350M so let's use it and move forward because there will always be twists and turns in a construction project. He said he won't say let's do things on time, on budget, let's just start working together and as problems arise let's solve them and keep going. Member McCartney closed by asking that everyone be patient and stated we are focused on building a stadium and the plans and all the things that were done in the past were not unrecognized but now we have to just seize the moment and try to achieve that goal and other things will fall into place as time goes on. Things like the sewer lines can come in and then the opportunities can continue to grow, but if you don't replace the stadium and fix it, he doesn't think the other things will happen either, so we should focus on this first.

Member McCartney finished by stating that the Governor would like to meet with the Board, so the Board can share their concerns and thoughts before any final decision is made. He will work with Manager Andrews and Vice Chair Morioka to set up the meeting. The meeting will be to discuss issues and ask questions. He wants to make sure that we are all clear that the Governor would like to meet so we can discuss how we can effectively take this transition from DAGS to DBEDT and look at the new funding opportunities and move forward. He stated he will do his very best to make sure we try

to avoid miscommunications going forward so we understand where we are so each of the board members can exercise their fiduciary responsibility and take a position on that. Vice Chair Morioka responded that having a conversation with the full board and the Governor would be very much appreciated especially considering some of the changes.

### Discussion

Member Yadao stated that the legislation that transferred administratively, the Stadium Authority from DAGS to DBEDT, gave the Stadium Authority sole jurisdiction over the development. He proceeded to ask for clarity while stating that it is his understanding that the Stadium Authority Board sets policy and that the previous members on the board had delegated the procurement to DAGS. Member Yadao stated that he is wondering, based on the email that Chief of Staff, Linda Takeyama sent, how Member McCartney sees this process. Is he saying that policy can be set by DBEDT and B&F and then the Governor? He stated that he is confused as to what Member McCartney thinks the role of the Board would be.

Member McCartney responded that the role of the Board is as the law states, [he said he would defer to the Attorney General]. You [the Board] can set the direction and be responsible for the oversight, but it's starting from me, then the Director of Finance, then the Governor. They are responsible for the allotment and the release of funds. You can have a policy, but the release of money is another responsibility. You can have a development plan, but that needs to go through the agency, and then it needs to go to B&F because it's following the law and that is about allotting the money to be used for something that conforms with the law. For example, next week, the Governor, B&F Director, the economists, and myself are going to San Francisco, and we are meeting with bond rating agencies and we are going to begin the process of selling bonds and put them on the market to finance things like this project. That all must conform and be tied into a lot of different protocols - so it's a cooperation between many entities. The law is clear that the Authority has the development responsibility.

Member Yadao said if the Authority has the responsibility then how does this work?

Member McCartney responded that we need to talk and find a common plan that clarifies the roles, responsibilities, results, and expectations and how we apply the resources. Strategically we must put together each one of those steps and map them out so that it can get it done successfully.

Member Yadao wanted to clarify by stating that it's not the Board that's going to decide what department or what team puts together the procurement, but rather you are saying it's a cooperative between the Board and the DBEDT Director and the B&F Director.

Member McCartney stated absolutely that is what we need to work together on.

Member Yadao then addressed the Deputy AG and inquired whether earlier statements and documents shared by Member McCartney specifically preclude a P3 or a design, build, finance, and maintain (DBFM) model. He asked the AG if there was any

determination if that specific budget allotment or that specific language precludes us from moving in that direction.

AG Nishiyama stated no.

Member Yadao clarified that the Board can move in that direction and the budget allotment doesn't say the Board cannot.

AG Nishiyama stated that Member Yadao is correct.

Member McCartney stated that we should look at it in more detail and this is part of the due diligence which needs to be done.

Member Yadao stated he appreciates the clarity and reiterated that what he is understanding is that while the legislation says that the Stadium Authority has sole jurisdiction over the development, that Member McCartney's interpretation of legislative intent is that it's more of a cooperative, and that the budget allotment does not specifically preclude us from moving down a P3 or DBFM model.

AG Nishiyama stated that Member Yadao is correct.

Member Tamamoto stated that Member McCartney mentioned what DBEDT does as an agency, and since the Stadium Authority is under DBEDT, she asked if there will be another committee or if it is just under Member McCartney.

Member McCartney stated that it is up to the Board and it's up to what the Board wants to do.

Member Tamamoto stated that Member McCartney and others are going to San Francisco to look at bond ratings when the Board hasn't discussed anything.

Member McCartney responded that he was talking about the process [in general] and that there are many steps if you want to get capital improvement money, and we want to go with taxable general obligation bonds. That's how you will fund your project. There are a lot of things that must be aligned to do that.

Member Tamamoto stated that if there are a lot of steps that must be done, and there are only nine to ten weeks left in the term, then how is the transition going to happen?

Member McCartney stated that they are putting things in motion to ensure a smooth transition. That is what this discussion is about because it will transition to the next administration. We need to put things in place to execute legislative intent.

Member Tamamoto asked if Member McCartney has had conversations with the new possible administration.

Member McCartney stated since there is not a new administration yet, we would not do that until after the election.

Member Burgess referenced Member Yadao's comments and noted that it is good to state that this is part of ACT 146 of 2021. She asked AG Nishiyama his thoughts on the topic before there is a conversation with the Governor.

Member Yadao asked if he could restate Member Burgess' question for clarity. The legislation that moves administratively the Stadium Authority from DAGS to DBEDT, does give the sole jurisdiction over the stadium and entertainment district development. How does that interact with the presentation that Member McCartney gave that there will be other input in terms of policy, direction and execution from B&F and the DBEDT Director to the Governor. Member Yadao asked Member Burgess if that was what she was asking.

Member Burgess thanked Member Yadao for articulating what she was asking.

AG Nishiyama stated that it requires a coordination among the parties.

Member Yadao stated in terms of release of the money for the RFP.

AG Nishiyama stated that he is correct.

Member Yadao stated in terms of setting policy for what type of RFP moves forward, where would that come from?

AG Nishiyama responded the Stadium Board.

Member Yadao clarified that this body is the body that decides what type of procurement gets submitted so that the Governor could potentially release or not release.

AG Nishiyama stated yes.

Member McCartney stated that it is subject to approval by individuals on that path.

AG Nishiyama stated yes because you cannot proceed with a project without the allotment from the Director of Budget & Finance.

Member Burgess stated that then the project can be delayed repeatedly if we don't get approval or allotment of the funds.

Member McCartney stated that the Director of Budget & Finance must look at multiple factors and Member McCartney does not want to speak for them relating to the laws and how you finance and release funds.

Member Yadao stated that the confusion lies in that while the B&F Director and the DBEDT Director sign off, it's Member Yadao's understanding that the Board sets policy, [the Board says this is the type of procurement we are moving out with and this is what we would like to do], then the DBEDT Director and the B&F Director review it administratively to ensure we dot every "i" and cross every "t" on the submission, and if there are funds available to put this forward. Pending their review, they send it to the Governor who will make the decision as to whether or not it's released. That policy for

how that RFP is shaped is set by this Board. Member Yadao asked if that is a true statement.

AG Nishiyama stated yes.

Member Yadao stated for further clarity that the B&F Director and the DBEDT Director are signing off to ensure that it is administratively or fiscally responsible at that time for release, but they are not setting policy. Policy comes from the Stadium Authority.

AG Nishiyama confirmed that policy comes from the Stadium Authority.

Vice Chair Morioka stated, for clarity, off of all of the conversations between Member McCartney, Member Yadao, Member Burgess and what AG Nishiyama has opined on, while the P3 may have been the appropriate and acceptable path in previous years under appropriations, with the change in the current appropriation, Vice Chair Morioka's understanding is the route that the Stadium Authority has decided upon is currently being interpreted as not being fully executable by DBEDT and B&F Director because of the way that some of the new appropriations have been written. He asked Member McCartney if that is what he has been doing in his due diligence. He is glad to hear that this communication and conversation with the Governor's office will happen before any decision is made both on a new path or before any termination of current procurements.

Member McCartney stated that they are not going forward. We are not going to put those procurements forward.

Vice Chair stated that one of the concerns of the Board is that we understand that there is a disagreement on the path for the stadium but because the real estate procurement is completely separate and independent [though related to the stadium], the Board's request would be that before the termination of the procurement be done, that at least we have this conversation because once we terminate, then there's no turning back. Then you will need to start a procurement from scratch. Maybe through conversation we can flesh things out and the RFP for the real estate can be preserved. It would be nice to have the development around the stadium to proceed in a reasonable and practical manner that can be afforded. Vice Chair Morioka expressed that this is his request.

Member Tamamoto stated that she is still thinking about the stadium RFP since this is on the forefront of many people's minds. The Stadium Authority had decided to go with a P3 process, and in DBEDT's due diligence, Member McCartney is asking the board to consider another process. Is that what Member McCartney is asking?

Member McCartney stated yes and added that Vice Chair Morioka is proposing that we have a conversation to come to an agreement on it. He stated that there should be further discussion to ensure that everyone's goals are aligned.

Member Tamamoto asked if what Member McCartney is saying is that the RFP for the stadium is no longer going through, and that he's cut it off, so it's no longer an option.

Member McCartney responded that the board can decide that it's a policy if they want to, but then the approvals are subject to some legal issues that need to be discussed and probably better off in executive session versus right now and that it needs to be fully explored with the entire Board, so the Board is aware, and we can have a more detailed discussion.

Vice Chair Morioka stated that any details on the procurement issues are more appropriate in executive session.

Member Yadao stated that he agrees procurement should be discussed in executive session and he added that whether or not the procurement is a design build, or DBFM (P3), and whether or not this procurement is executed by the NASED team and DAGS or whether it's executed by DBEDT, his understanding is that it is this Board that makes the decision and then provides that recommendation to the Governor through DBEDT, [and making sure that the finances are right by B&F], and the Governor makes the decision on whether or not to say yes, release, or no, don't release. The type of procurement and the agency that executes the procurement and setting that policy is the sole jurisdiction of this Authority and not the jurisdiction of the administrative directors.

AG Nishiyama responded that the setting of the policy is within the jurisdiction of the Stadium Board.

Member Yadao stated that his final comment is that he wanted to clarify where the authority exists to determine the type of procurement and to determine the agency that will execute that procurement.

AG Nishiyama responded by saying yes. The decision as to whether that choice goes through depends on the coordination of others.

Member Yadao stated yes, the release is ultimately on the Governor's desk with the Director of B&F, and the DBEDT Director.

Member McCartney stated that coordination is the key word with a mutual agreement, and collaborative cooperation to make sure we do what is in the best interest of the state.

Member Yadao stated he would be remiss as a Stadium Authority Board member if he didn't assert the role of the Board itself and that we together collectively make decisions to advise the Governor and the potential release of this funding. He feels he wouldn't be doing his job if he didn't say we have that authority and that is our sole jurisdiction. He agrees with coordination and thanked Member McCartney.

Vice Chair Morioka added that Member Yadao's comments about fiduciary duty is true and that all the members take that very seriously. Understanding our role and responsibility is important so that clarity is important.

Member McCartney responded that he recognizes that and thanked Member Yadao as well.

Member Fink commented that as we move forward that we remember that time is money and estimates show that every month of delay is costing us \$2M in scope. He reminded the Board that the \$350M figure came from several years back, and we aren't sure what we can get for that amount (scope). We need to ensure the stadium is attractive enough to all the potential users, including the University of Hawaii, OIA and ILH football, in addition to various soccer, rugby, and concert entities. We all need to realize that there is a price to pay if we start cutting back on the things that would make this a world class arena and facility.

Member Burgess asked for clarity to ACT 220 of 2022. She wanted to know if there is a change in the role [from when the Authority moved from DAGS to DBEDT] of DBEDT as far as what DAGS was providing. She wanted to know if that is something else that needs to be discussed in the meeting with the Governor. She said her understanding is that DAGS has financial oversight and kokua, and she's wondering if DBEDT has a different role.

AG Nishiyama responded that DAGS still retains its authority over the procurement until the board changes its decision.

Member Yadao added it's the authority over the procurement until the Board says NASED stop, and some other entity takes over.

AG Nishiyama stated yes.

Vice Chair Morioka recognized that Senator Wakai had his hand up and stated that unfortunately he has been advised that there could be no further comment outside of board members to maintain the agenda and process. He apologized to the senator and suggested that if he has comments he could submit it and Vice Chair would ensure it gets distributed amongst the members.

Senator Wakai stated with all due respect, that Member McCartney spoke of legislative intent of the various bills that were signed and Senator feels that Member McCartney mischaracterized what the legislative intent was. Senator feels it's helpful for him to clarify exactly what law makers intended to do with some of these Acts that are contrary to what Member McCartney mentioned.

Vice Chair Morioka again apologized to Senator Wakai and stated that he was advised that no further input can be taken from non-participating members. He added that his point and information may be helpful to the board and he advised Senator Wakai to summarize his thoughts to the Board, so it can be distributed to the members so the clarity from his perspective can be known.

V. NEW BUSINESS – (Reviewed earlier in the agenda).

VI. ANNOUNCEMENTS

Vice Chair Morioka stated that the October 27<sup>th</sup> meeting at 8:30 a.m. will move to October 20<sup>th</sup> due to a scheduling conflict. The board will be notified confirming the change. The meeting will continue to be hybrid with video conference and in-person attendance.

VII. ADJOURNMENT

AT 10:02 A.M. A MOTION WAS MADE BY MEMBER YADAO AND SECONDED BY MEMBER TAMAMOTO TO ADJOURN THE MEETING. THE MOTION WAS UNANIMOUSLY CARRIED.



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Brennon Morioka  
Vice Chair

Recorded by: Colette May

Date: October 20, 2022