

**JOSH GREEN, M.D.**  
GOVERNOR

**SYLVIA LUKE**  
LT. GOVERNOR

**JAMES KUNANE TOKIOKA**  
DBEDT DIRECTOR

**DANE K. WICKER**  
DBEDT DEPUTY DIRECTOR

**BRENNON T. MORIOKA**  
CHAIR, STADIUM AUTHORITY

**RYAN G. ANDREWS**  
STADIUM MANAGER

**RUSSELL T. UCHIDA**  
DEPUTY STADIUM MANAGER



*An Agency of the State of Hawaii*

**APPROVED MINUTES  
REGULAR SESSION  
MAY 25, 2023**

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

May 25, 2023

Members Present:

Brennon Morioka, Chairman  
Kau'i Burgess  
John Fink  
Eric Fujimoto, Vice Chair  
Michael Imanaka  
Camille Masutomi, DOE designee  
Vince Baldemor, UH designee  
Claire Tamamoto  
James Tokioka, DBEDT Director  
Michael Yadao

Staff:

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

Trina Silva  
Russell Uchida  
Ebru Yilmaz-Pedro  
Cedric Loo  
Samantha Spain

Others:

Randall Nishiyama, Deputy Attorney General (AG)  
Dane Wicker, DBEDT Deputy Director  
Richard Mizusawa, Senator Wakai's Office  
David DePonte, Department of Accounting & General Services (DAGS)  
Chris Kinimaka, Department of Accounting & General Services (DAGS)  
David Harris, WT Partnership  
Stacey Jones, Crawford  
Davy Murayama, Centerplate  
Bridey Best, WT Partnership  
Andrew Pereria, Commpac  
Jon Nouchi, Department of Transit Services (DTS)  
Krista Lunzer, The LTL Schock Group  
Nate Meddings, HART  
Paul Bloom, Goldman Sachs

Public:

KITV Representative  
Dave Reardon, Star Advertiser  
KHON Representative  
Brian McInnis, Spectrum News  
Jared Kimura  
Aldric Ulep  
R. Badual  
S. Bodon  
Chris Sadayasu

Sign- Sheet (See Exhibit A)

I. CALL TO ORDER

A quorum being present, Chair Morioka called the meeting to order at 8:31 a.m.

II. APPROVAL OF MINUTES

A. Approval of minutes for the following date:

1. Regular Session Meeting – April 27, 2023

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

(Member Burgess entered the meeting at 8:34 a.m.)

(Member Tamamoto entered the meeting at 8:35 a.m.)

III. PUBLIC TESTIMONY

NONE

IV. MONTHLY REPORTS

A. Chairman's Report

Chair Morioka welcomed interim DBEDT Director James Tokioka as the newest member of the Stadium Authority board.

B. Stadium Manager's Report

1. Administrative Services Officer Ebru Yilmaz-Pedro provided a monthly financial update. She stated that the report continues to reflect a stable and sustained level of revenue. Swap meet revenue continues to go up compared to pre-pandemic numbers. There's consistent miscellaneous revenue from auction and e-commerce sales and the projected revenue includes rentals and interest income. Expenditure projections remain relatively level through the last quarter of FY23. (See Exhibit B)

2. Manager Ryan Andrews provided an update:

Upcoming events:

50th State Fair will be in operation in our Lower Halawa Parking Lot, beginning tomorrow evening and will operate through July 9th.

Personnel:

Manager Andrews welcomed new intern, Haylee Fujimoto. She is part of the Department of Labor program that provides us with 89-day hires. Her focus will be on social media and specifically with media analytics.

Recruitment for the Human Resource Assistant continues, and interviews are in progress. This has been a very challenging position to fill, due to many factors, so we are optimistic that we will be successful this round.

Other Items:

- Our need for legal counsel as it pertains to land, and real estate matters is growing and will be critical as we move forward with development. Our Deputy Attorney General, Randall Nishiyama has been serving as our point person and directing our requests to other Deputy AG's who have land expertise. Unfortunately, the Land AG's are burdened with their own workloads and are unable to dedicate a lot of time to our requests. It was recommended by Deputy AG Nishiyama that we submit a request to the Attorney General to contract outside legal counsel. This request has been sent and Manger Andrews will inform the board if/when this is approved and when we have this legal counsel in place.
- HART- We continue to work through two key agreements:
  - 1) Use and Occupancy Agreement for the Station and Guideway
  - 2) License Agreement for the Park and Ride Lot

Our team is engaged with the Department of Transportation Services regarding the rail opening and we will be supporting the opening by providing additional parking in our Bus Lot.

- Decommissioning work as it relates to inventory:  
We are happy to be able to facilitate the transfer of our scoreboard to UH to further improve the game day experience at Ching Field. There is one correction as the work to dismantle the scoreboard and deliver it to UH will commence on June 13th, not June 5th as stated in the report.

We have a large inventory of game tapes, mostly of high school football dating back to the 1980's all the way up to 2019. The Hawaii State Archives will be taking this inventory of mostly VHS and Betamax tapes and transferring them to a digital format for free public access via streaming. This is a mountain of work, so it will be completed over time, but it will be a great resource for future generations.

C. Internal Affairs Committee (IAC):

Committee Chair's Report – Committee Chair 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. Member Fink extended a fond Aloha to UHAD David Matlin who could not attend the meeting, however the board wished to express their appreciation for all his work and dedication to the stadium.

1. Contractor Reports

- a. IMG/Learfield/Hawaii Sports Properties – None
- b. Centerplate – Attached

2. Stakeholder Reports

a. University of Hawaii (UH)

Vince Baldemor, Assistant AD, echoed Member Fink's sentiments regarding AD Matlin's departure. Mr. Baldemor stated that the new AD, Craig Angelos will start June 5<sup>th</sup>. The spring season is ending with an exciting season of men's volleyball, tennis, sailing, track & field and baseball concluding. Construction at Ching Field is progressing each day and is expected to be ready September 1<sup>st</sup>.

b. Transit Oriented Development (TOD) – Franz Kraintz, Department of Planning and Permitting (DPP), Planning Division provided an update:

On May 16<sup>th</sup> a community meeting was held which unveiled the proposed zoning changes for the Halawa area. This supports and facilitates the implementation of the Halawa area Transit Oriented Development (TOD) plan which was approved by council in 2019 and helped set the stage for the uses and concepts included in NASED. This is a range of mixed uses anchored by the stadium in a compact, walkable pedestrian friendly community. Currently the stadium property is zoned R5, one of the most restrictive zoning districts. The proposal aims to change the zoning to BMX3 which is a mixed business type of zoning and one of the most flexible in terms of the types of uses. The zoning will help incentivize development.

Mr. Kraintz went on to say that the community meeting went well with approximately 50-60 attendees. An overview was provided and questions from the community were addressed. The meeting kicks off a thirty-day comment period with input and feedback taken until June 16<sup>th</sup>. Once comments are received, revisions will be made to the proposal then there will be a tentative public hearing before the planning commission on July 26<sup>th</sup>. More information about the Halawa Area TOD Plan is available at:

<https://www.honolulu.gov/tod/neighborhoods/halawa.html>

<https://www.honolulu.gov/dpp.html>

Discussion

Chair Morioka asked if it is three-hearing process and how long it would take.  
Mr. Krantz confirmed it is a three-hearing process and it should be complete within this year.

Member Tamamoto asked if there are comments or a video on the website of what was presented in the meeting and if there will be a follow up meeting.  
Mr. Krantz responded that the follow up meeting will include the planning commission as well as the city council meetings. He added that the slide deck is on the website and there should be a summary of the meeting.

Member Tamamoto was curious if there were comments regarding traffic, noise, etc.  
Mr. Krantz replied that there were quite a few comments however they recognize that there is no development proposal at this time, so the comments related to that are premature. Mr. Krantz explained that when a project is proposed, the plans are reviewed for compliance to various regulations and public comments are considered.

Member Tamamoto asked if the new zoning would include bars.  
Mr. Krantz responded that within the BMX3 eating and drinking establishments are permitted use.

- c. Hawaii Interagency Council for Transit Oriented Development (HIC-TOD) – None
- d. HART – Jon Nouchi, Deputy Director of the Department of Transportation Services (DTS) provided an update:

The grand opening of the rail is scheduled for June 30<sup>th</sup> and he extended an invitation to the board (which will be forthcoming) for a preview ride to observe operations.

- Rail has been a goal for Honolulu since 1968
- Celebration scheduled to commence at 8:00 a.m., June 30<sup>th</sup>
- Washington DC dignitaries will attend the opening
- The system will officially open at 2:00 p.m. to the public
- Service will cease at 7:00 p.m.
- Fair will be free on The Bus, Handivan, and Rail from July 1- July 4
- Anyone can ride with a Holo card
- There will be special duty officers to assist with traffic and crowd control along with volunteers to assist riders

Mr. Nouchi went on to explain the park and ride at Halawa station. DTS is receiving the first 9 stations for operations.

There are three levels of security:

- Level 1 - Hitachi Corporation is the operator and they have personnel who monitor the stations and trains as well as provide customer service and keep the system functioning. They are the first level of security. Their operations center is equipped with approximately 1800 cameras that cover the trains and stations. Those cameras are monitored at the rail operations center which is located adjacent to Leeward Community College.

- Level 2 - Private contracted security who are not weaponized or expected to exert or show any force, but whose purpose is to provide more eyes on the system and to deter crimes or misconduct from occurring.
- Level 3 – There is a direct line into HPD, HFD, EMS who would take over any situation from Level 2 if an emergency occurs.

The park and ride location at Halawa will have Level 2 security. This ensures safety and ensures there is no mis-use of the property. There will be a daily and nightly sweep to make sure no vehicles are abandoned at the location.

3. New Aloha Stadium Entertainment District (NASED) Committee Report

Chair Morioka stated that as of today, the two current procurements, for the stadium and real estate are canceled. The short-listed proposers have already been notified, for both procurements, as of May 24<sup>th</sup>.

Chair Morioka stated that although details still need to be fleshed out over the next few months, the new path forward will include engaging with the industry and market to conduct market sounding to obtain feedback for the new procurement methodology. The new path forward will be a Design, Build, Operate, and Maintain (DBOM) for the stadium. Inclusive of the procurement will be the remaining land as part of development rights for the winning team. This will allow the developer to generate enough revenues, so they can subsidize the cost of the stadium [because it will cost more than what is available from the state to build at least a twenty-five thousand seat stadium] as well as to pay for the maintenance and operations over the life of the DBOM contract. They will be responsible for both operations and full maintenance with the requirement to return the stadium back to the State at a pre-described condition at the end of the contract period. At that point the state will obtain ownership of the stadium. The market sounding will dictate what is the most ideal timeframe of the contract whether it's twenty or thirty years.

This private-public partnership (P3) is meant to help design or distribute the risk to the most appropriate party. Overall, it is meant to reduce the net risk to the state, in terms of the financial obligations to protect the local tax payers.

Chair Morioka noted that discussions have taken place with UH and they are engaged in the conversation. He asked the board if there were any questions.

Discussion

Member Fujimoto stated that fans have been pretty patient with the process, and wanted to know what the confidence level is that we can deliver a stadium that everyone can be proud of and what is the timeframe?

Chair Morioka responded that the current schedule [if we can maintain the procurement schedule] would allow us to open the stadium for the 2028 UH football season. Chair Morioka further shared that because this is a public asset, we will include in the contract with the operator that we have community events, inclusive of high school football, HHSAA events, DOE graduations, etc. so they can continue use without it being a financial burden. Because it is an operate and maintain contract, the developer will use the operating revenues to help pay for their portion of the contract,

so it's to their benefit to ensure the stadium is as multifunctional as possible. This is inclusive of being able to take advantage of opportunities for soccer, rugby, and concerts, which are our expectations for what the new stadium must provide.

Member Fujimoto stated that we are not just benefitting a football fan, but we are benefitting the community at large whether it's a graduation, soccer, or a concert event, this path allows for a greater return on investment.

Chair Morioka reiterated that this is a community asset. He acknowledged that the stadium is extremely important for UH football but that it needs to be something far more than a University of Hawaii football stadium. Everyone also remembers playing in high school football games, going to graduations and concerts as well. The number of additional events outside of UH football will be significantly more in the new venue.

Member Fink stated that this also goes for the whole property.

Chair Morioka agreed and stated that the programmatic master plan for the entire 100 acres was developed in concert with the desires of the community. This has been a very community driven plan for not only the people who live around the stadium, but those who live around the island and outer islands as well.

Chair Morioka went on to explain that a lot of thought and effort has gone into the plan, and much planning is in concert with the TOD district plans. Seeing the zoning upgrades is a significant step in the right direction especially for any developer who is looking to work with us as a partner on the development of this property.

Member Tamamoto asked if the funds that have been appropriated so far, are the only sources of available money.

Chair Morioka responded that the state's portion that we can contribute is only what has been appropriated to date. Anything above that will need to be financed by our private partner. How they do that, or how much they put in is up to them and we will see that in the proposals. We are certain that the amount we have as a state to contribute will not be enough to build a twenty-five thousand seat stadium that we anticipate. The difference between the previous procurement and this one is that there are no guaranteed availability payments by the state and all the financial risk is being transferred to the private developer. They will have to generate revenues from the surrounding real estate that they will use to cover the stadium financing as well as the cost to operate and maintain the stadium for the duration of the contract. We know that operational revenue from the stadium is not enough to pay for both operations and long-term maintenance of the facility over the life of the contract. They need another source of revenue generation to cover that and the risk is now shifted to them to generate that revenue by utilization of some of the real estate.

Member Tamamoto asked what are the chances of developers bidding on this since now they must invest their own money and they must take the risk on the real estate development to generate the income? Will we not know until they bid on it and until we detail out the contract?

Chris Kinimaka explained that the amount of the private financing doesn't change from what we were looking at before and we always knew that private finance was required. By making it a single procurement, it takes the state out as a middle man between two separate procurements where we would have had to collect revenue from the district and apply that to availability payments. That was the 'finance' cost. Now a single development coalition will have to balance their additional private financing for the stadium and the cost for operations and maintenance with their capacity to directly generate revenue from the district. We are removing the risk from the State and will no longer have to navigate between two procurements, allowing one developer team to take control (and the risk) of the entire operation. Feedback from the industry on the prior procurement did include concern that we had two procurements and questioned how we would manage two types of construction on the site at the same time. This removes that additional coordination and interface risk on the state and allows the developer more control on how they move forward.

Ms. Kinimaka added that the market sounding will be going out on June 14<sup>th</sup> and more information will be provided on the NASED website as well as a news release. In the market sounding we will kick off our partnership with the industry to make sure that the Request for Proposals (RFP) we put forward is viable and strong and will yield competitive results for our consideration. We have been working hard to do our best for the state.

Member Tamamoto asked what the role is for the consultants that are currently on board now.

Ms. Kinimaka replied that we are keeping the consultants on board [as well as DAGS] to maintain the history, information and work products that we already have. The consultant team is still the best team for P3 procurement and they have all the history on the design capacities and costs. They will stay intact and help us through this type of P3 procurement and carry this through contract close.

Chair Morioka noted that most of the content and work from the previous procurement will be used and repurposed in the new procurement. It will take some time to put the new procurement out because we need to get feedback from the industry, then it takes time to repackage and rework some of the existing documents and content. We need to work it into a more logical framework based on our current circumstances and new approach. A lot of the actual content, development of the site and requirements of the stadium are still pertinent to the new procurement.

Chair Morioka added there will be a press briefing following today's board meeting for the media to ask questions and to have further discussion.

Chris Kinimaka provided further updates for NASED:

In addition to the preparations for the market sounding and eventual launch of the RFP process, we have continued to attend all the neighborhood board and community association meetings, and the team participated in the City's Transit Oriented Development meeting regarding zoning for the Halawa Master Plan. Ms. Kinimaka provided the map of the TOD. (See Exhibit C)



Ms. Kinimaka pointed out that the stadium site is a focal point on the map and shared that the team has been working with TOD from the beginning on the Halawa Area Master Plan. Not only are we in compliance with the Master Plan, but the county has been great as a partner in making sure we can meet the TOD concepts to have a walkable community and make sure that it is a live, work, play, thrive district embracing the revitalization of the community and the economic vitality of the whole area. She highlighted this because the team supports the community to come out to the TOD meetings and they'll be announced at all the community and neighborhood meetings.

Franz Kraitz shared his Halawa Station TOD zoning map. (See Exhibit D)

Mr. Kraitz pointed out that the height can be extended to 150 feet.

4. Legislative Update - None

V. UNFINISHED BUSINESS

A. Administrative Rules and Revisions

Manager Andrews stated that the last time the stadium amended rules was in 2019 and the last proposed fee increase was in 2015. He then reviewed each slide for the board, highlighting the steps and timeline to get rules approved. (See Exhibit E)

Member Fujimoto noted that for a high school or for a community-based event their charges could be less than what it is today. We have been consistent in trying to have a win-win for the community and the stadium.

A MOTION WAS MADE BY MEMBER FUJIMOTO AND SECONDED BY MEMBER FINK TO APPROVE THE SUBMISSION OF THE RULES BY THE PERMITTED INTERACTION GROUP TO THE BOARD. THE BOARD IS VOTING TO APPROVE THE SUBMISSION. THE MOTION WAS UNANIMOUSLY CARRIED.

VI. NEW BUSINESS

Chair Morioka stated with the rail opening, the board needs to act on extending the existing Right of Entry for interim operations. The Right of Entry was only until revenue service, but because of the city's approval process, they will not be able to get their approvals in time for their revenue service date, therefore they are seeking an extension to the existing Right of Entry for interim operations and maintenance.

Krista Lunzer and Nate Meddings of HART were present to provide background.

Ms. Lunzer stated that they are requesting approval for an addendum to an existing Construction Right of Entry (CROE) that was executed previously and allowed for HART to construct the rail station, guideway, bus interface, and park and ride facility on Aloha Stadium property. HART and the Stadium Authority have been negotiating property terms for many years. In June of 2022 Ms. Lunzer provided an update to the board on the agreements. At the time they had been discussing easements for their property rights which is the preference of the FTA, however the board made comments that they would prefer a Use and Occupancy Agreement. HART started working with the FTA to allow HART to proceed in that direction to accommodate the Authority's request. In March 2023 they were provided with information that allowed them to move forward with this type of agreement and they've been working diligently to negotiate the language for that document. Due

to its complexity it's not anticipated to be fully drafted until later in June at which time the Stadium Authority will need to approve the agreement and the city council will have to hear and approve it before HART and DTS can execute the document. The earliest it can be brought before the city council is July therefore they are respectfully requesting that the board approve an amendment to the existing CROE that will allow for the operation and maintenance of the rail. This agreement would remain in effect until the final use and occupancy agreement can be approved and executed by both parties which is anticipated to be within 90-120 days from opening of segment one. There is an existing MOU between the parties that has been in effect since 2016 which has guided the relationship between HART and Aloha Stadium regarding the use of rail improvements. This MOU will remain in effect and both parties will continue to abide by its obligations under the agreement until the use and occupancy agreement is in place. Ms. Lunzer thanked the board for their consideration of this request.

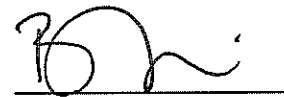
A MOTION WAS MADE BY MEMBER TAMAMOTO AND SECONDED BY MEMBER FINK TO APPROVE THE REQUEST FOR AN ADDENDUM TO THE EXISTING CONSTRUCTION RIGHT OF ENTRY BETWEEN ALOHA STADIUM AND HONOLULU AUTHORITY FOR RAPID TRANSPORTATION. CHAIR MORIOKA RECUSED HIMSELF FROM THE VOTE. THE MOTION WAS UNANIMOUSLY CARRIED.

VII. ANNOUNCEMENTS

Chair Morioka stated that the next board meeting is scheduled for Thursday, June 29<sup>th</sup> at 8:30 a.m. The meeting will continue to be hybrid with video conference and in-person attendance.

VIII. ADJOURNMENT

AT 9:43 A.M. A MOTION WAS MADE BY MEMBER FINK AND SECONDED BY MEMBER BURGESS TO ADJOURN THE MEETING. THE MOTION WAS UNANIMOUSLY CARRIED.



Brennon Morioka  
Chairman

Recorded by: Colette May  
Date: June 29, 2023