

Committee on Resource Management
Trustee John Waihe'e IV, *Chair*
Trustee Luana Alapa, *Vice Chair*
Members



**STATE OF HAWAII'
OFFICE OF HAWAIIAN AFFAIRS**

Trustee Leina'ala Ahu Isa, *At-Large*
Trustee Dan Ahuna, *Kaua'i / Ni'ihau*
Trustee Kaleihikina Akaka, *O'ahu*
Trustee Keli'i Akina, *At-Large*
Trustee Brendon Kalei'aina Lee, *At-Large*
Trustee Carmen Hulu Lindsey, *Maui*
Trustee Keola Lindsey, *Hawai'i Island*

**MEETING OF THE
COMMITTEE ON RESOURCE MANAGEMENT (RM)**

DATE: Tuesday, January 26, 2021

TIME: 1:30 pm

PLACE: Virtual Meeting

Viewable at www.oha.org/livestream OR

Listen by phone: (213) 338-8477,

Webinar ID: 964 0433 1357

Due to the threat of COVID-19, Governor Ige issued the most recent Emergency Seventeenth Supplementary Proclamation dated December 16, 2020 that suspends parts of Hawai'i Revised Statutes Chapter 92, Public Agency Meetings and Records to, among other things, enable boards to conduct business without any board members or members of the public physically present at the same location.

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- I. Call to Order
- II. Public Testimony on Items Listed on the Agenda* (Please see page 2 on how to submit written testimony or provide oral testimony online. Oral testimony by phone will **not** be accepted)
- III. Approval of Minutes
 - A. October 21, 2020
- IV. Unfinished Business
- V. New Business
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 - B. UPDATES: Hi'ipaka LLC
 - C. DISCUSSION ONLY: Update re: Non-OHA Employees as Volunteer, Uncompensated Managers for Hi'ilei Aloha LLC
- VI. Announcements
- VII. Adjournment

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STATE OF HAWAII
OFFICE OF HAWAIIAN AFFAIRS

†Notice: The 72 Hour rule, pursuant to OHA BOT Operations Manual, Section 49, shall be waived for distribution of new committee materials.

*Public Testimony: Public testimony can be submitted to the OHA Board of Trustees either:
(1) in writing emailed at least 24 hours prior to the scheduled meeting, or
(2) as live, oral testimony online during the Public Testimony portion of the virtual meeting.

Public testimony must be limited to matters listed on the meeting agenda.

Please visit OHA’s website for more detailed information on how to submit public testimony at: <https://www.oha.org/how-to-submit-testimony-for-oha-bot-meetings/>

Persons wishing to provide *written testimony* on items listed on the agenda should submit testimony via *email* to BOTmeetings@oha.org at least **24 hours prior** to the scheduled meeting. Any testimony received after this deadline will be late testimony and distributed to the Board members after the scheduled meeting. **Due to COVID- 19, please do not fax, mail, or hand-deliver written testimony.**

Persons wishing to provide *oral testimony online* during the virtual meeting must register here first:

https://zoom.us/webinar/register/WN_aHDecOJKTOe_3QyfwrB3KA

Oral testimony online is limited to items listed on the agenda. The registration to provide oral testimony online will remain open until the Public Testimony section on the agenda has concluded. You will need to register prior to this time if you would like to orally testify. Once you have completed your registration, a confirmation email will be sent to you with a link to join the virtual meeting and further instructions on how to provide oral testimony during the virtual meeting. To provide oral testimony online, you will need (1) a computer or mobile device to connect to the internet, (2) internet access, and (3) a microphone to provide oral testimony. Oral testimony online will be limited to five (5) minutes. Oral testimony by phone will **not** be accepted at this time.

Trustee John Waihe'e, IV
Committee on Resource Management

01/20/2021

Date

January 26, 2021 - Continued

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DRAFT

STATE OF HAWAI'I
OFFICE OF HAWAIIAN AFFAIRS
560 N. Nimitz Hwy, Suite 200
HONOLULU, HI 96817

**Minutes of the Office of Hawaiian Affairs Committee on Resource Management
October 21, 2020
10:01 am**

ATTENDANCE:

Trustee Dan Ahuna, Chairperson
Trustee Robert Lindsey, Vice-Chair
Trustee Kalei Akaka
Trustee Keli'i Akina
Trustee Brendon Kalei'aina Lee
Trustee Carmen Hulu Lindsey

EXCUSED:

Trustee Colette Machado
Trustee John Waihe'e
Trustee Lei Ahu Isa

STAFF PRESENT:

Sylvia Hussey, CEO
Sterling Wong
Raina Gushiken
Carol Ho'omanawanui
Dayna Pa
Everett Ohta
Claudine Calpito
Anuheia Diamond
Kauikeaolani Wailehua
Kama Hopkins
Kevin Chak
Grace Chen
Daniel Santos
Gloria Li

Guest and Community:

Robert Klein

I. CALL TO ORDER

Chair Ahuna – Calls the Committee on Resource Management to order at 10:01 am.

Chair Ahuna states welcome to the meeting of the Meeting of the Committee on Resource Management. As a reminder, please mute your mic until you need to speak to eliminate any background noise, which make it difficult to hear and affects the quality of the sound on the livestream. Trustees and the OHA CEO who are joining by videoconference, please enable your camera if you are able to do so. All other OHA staff please enable your camera when you need to address the Board. When you would like to speak, unmute your mic, and address the Chair to be recognized. When the Chair recognizes you, proceed to speak. Please mute your mic when you are done. At the prompting of the Chair, the Secretary will do a roll call to determine quorum and when the Board votes on matters. If you are disconnected, we will pause the meeting for one (1) minute and wait for you to log back on. After one (1) minute, we will proceed with the meeting provided we have a quorum. If you need to leave the meeting, please inform the Chair by announcing you are leaving the meeting. We are recording today's meeting for the sole purpose of producing written meeting minutes, which will become the official record of this meeting. Joining the Trustees today is CEO Sylvia Hussey along with Claudine, Anuhea, Kevin, Marc and Dan as support staff. I will call on Sylvia to announce the names of the administrative staff also joining us today.

Chair Ahuna states I have received excused absences from Trustee Machado and Trustee Ahu Isa. Can I get a roll call?

	Present	Excused	Comments
TRUSTEE LEI AHU ISA			EXCUSED
TRUSTEE KALEI AKAKA	X		
TRUSTEE KELI 'I AKINA	X		
TRUSTEE BRENDON KALEI 'AINA LEE	X		
TRUSTEE HULU LINDSEY	X		
TRUSTEE ROBERT LINDSEY	X		
TRUSTEE COLETTE MACHADO			EXCUSED
TRUSTEE JOHN WAIHE'E			Not present at roll call.
CHAIRPERSON DAN AHUNA	X		
TOTAL	6		

At the Call to Order, there are six (6) Trustees present.

Chair Ahuna states we will now move onto item II. Is there anyone registered to speak?

Chair Ahuna states there is none.

II. PUBLIC TESTIMONY

None.

Chair Ahuna we will now move onto item III. Approval of minutes.

III. APPROVAL OF MINUTES

- A. November 6, 2019
- B. January 22, 2020
- C. February 19, 2020
- D. March 4, 2020

Chair Ahuna asked for a motion to approve the minutes.

Trustee Brendon Lee moved.

Trustee Kalei Akaka second.

Chair Ahuna asks for any discussion. Hearing none, calls for vote.

		1	2	'AE (YES)	'A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI	AHU ISA						EXCUSED
TRUSTEE KALEI	AKAKA		2	X			
TRUSTEE KELI'I	AKINA			X			
TRUSTEE BRENDON KALEI 'AINA	LEE	1		X			
TRUSTEE HULU	LINDSEY			X			
TRUSTEE ROBERT	LINDSEY			X			
TRUSTEE COLETTE	MACHADO						EXCUSED

TRUSTEE JOHN	WAIHE'E						Not present
CHAIRPERSON DAN	AHUNA		X				
TOTAL VOTE COUNT			6				
MOTION: <input type="checkbox"/> UNANIMOUS <input checked="" type="checkbox"/> PASSED <input type="checkbox"/> DEFERRED <input type="checkbox"/> FAILED							
Motion passes with seven (6) YES votes.							

Chair Ahuna we will now move onto item IV. New Business.

IV. NEW BUSINESS

A. Action item RM#20-01: OHA's Preliminary FB 2022/2023 General Funds and Community Grants

Chair Ahuna calls on Trustee Brendon Lee to read the motion.

Trustee Brendon Lee states: Chair I move to approve:

- A. OHA's preliminary general funds budget of \$3,037,879 per fiscal year to fulfill its requirement of submitting OHA's fiscal biennium (FB) budget bill to the 2021 State Legislature for the FY 2021-2022 (FY22) and FY 2022-2023 (FY23) biennium as detailed in Table 5; and
- B. OHA's preliminary community grants program budget up to \$3,700,000 per fiscal year for the FY 2021-2022 (FY22) and FY 2022-2023 (FY23) biennium as detailed in Table 6.

Trustee Brendon Lee, MOVED, SECOND by Trustee Robert Lindsey to approve:

- A. OHA's preliminary general funds budget of \$3,037,879 per fiscal year to fulfill its requirement of submitting OHA's fiscal biennium (FB) budget bill to the 2021 State Legislature for the FY 2021-2022 (FY22) and FY 2022-2023 (FY23) biennium as detailed in Table 5; and**
- B. OHA's preliminary community grants program budget up to \$3,700,000 per fiscal year for the FY 2021-2022 (FY22) and FY 2022-2023 (FY23) biennium as detailed in Table 6.**

	1	2	'AE (YES)	'A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
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TRUSTEE LEI	AHU ISA					EXCUSED
TRUSTEE KALEI	AKAKA		X			
TRUSTEE KELI'I	AKINA		X			
TRUSTEE BRENDON KALEI 'AINA	LEE	1	X			
TRUSTEE HULU	LINDSEY		X			
TRUSTEE ROBERT	LINDSEY	2	X			
TRUSTEE COLETTE	MACHADO					EXCUSED
TRUSTEE JOHN	WAIHE'E					Not present
CHAIRPERSON DAN	AHUNA		X			
TOTAL VOTE COUNT			6			
MOTION: <input type="checkbox"/> UNANIMOUS <input checked="" type="checkbox"/> PASSED <input type="checkbox"/> DEFERRED <input type="checkbox"/> FAILED						
Motion passes with seven (6) YES votes.						

Chair Ahuna states motion passes.

Chair Ahuna we will now move onto item V. Announcements.

V. ANNOUNCEMENTS

Chair Ahuna states there are no announcements. Being that this is our last RM committee meeting of the year, I just wanted to take this, time on behalf of myself and my staff to mahalo our vice chair for this RM committee. Uncle Bob Lindsey, along with his staff, Kama and Kauai, have been a solid blessing to this committee and this board as we've worked together to auamo this kuleana. We've executed numerous committee meetings together to make sure that we were doing our best to focus, engage, and communicate on the tasks of the committee and overall, our lahui. Uncle Bob, it has been an honor and mahalo for helping us with this RM committee and your staff.

Trustee Robert Lindsey I would like to mahalo you as our RM Chair and Anuheia and Dini, your staff, I would like to acknowledge Kama and Kauai, our CEO Sylvia and her very capable executive team and all for all the help you've given us. As we've tried our best to move the agenda forward for our RM committee. Good luck to everyone in the future, happy sails and calm seas. Aloha.

Chair Ahuna thank you Uncle Bob.

VI. ADJOURNMENT

Chair Ahuna states we will now adjourn meeting. May I get a motion?

Trustee Hulu Lindsey moved.

Trustee Robert Lindsey second.

Trustee Hulu Lindsey MOVED, Trustee Robert Lindsey, SECOND.							
		1	2	'AE (YES)	'A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI	AHU ISA						EXCUSED
TRUSTEE KALEI	AKAKA			X			
TRUSTEE KELI'I	AKINA			X			
TRUSTEE BRENDON KALEI 'AINA	LEE			X			
TRUSTEE HULU	LINDSEY	1		X			
TRUSTEE ROBERT	LINDSEY		2	X			
TRUSTEE COLETTE	MACHADO						EXCUSED
TRUSTEE JOHN	WAIHE'E						Not present
CHAIRPERSON DAN	AHUNA			X			
TOTAL VOTE COUNT				6			
MOTION: [] UNANIMOUS [X] PASSED [] DEFERRED [] FAILED Motion passes with six (6) YES votes.							

Meeting adjourned 10:11 AM.

Respectfully Submitted,

Claudine Calpito, Trustee Aide
Committee on Resource Management

Dan Ahuna, Chairperson
Committee on Resource Management

Approved: RM Committee meeting

ATTACHMENTS:

DRAFT

Committee on Resource Management
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**NHCCs Hui Steering Committee
Native Hawaiian Small Business Development Center
Concept Paper**

GENERAL BACKGROUND

- This concept paper incorporates the results from the 2019 CNHA Native Hawaiian Conference – Business and Economic Development Caucus and the findings from the April 2020 Native Hawaiian Small Business Survey.
- The proposed program is modeled after Minority Business Development Agency (MBDA) programs such as the MBDA Business Center but focuses on Native Hawaiian businesses.
- It is a joint effort of the four Native Hawaiian Chambers of Commerce located on Kauai, Oahu, Maui and Hawaii Island, which shall be known as the NHCC Hui Steering Committee.
- Start-up funding will be solicited for years one through three. An application for funding from the Administration for Native Americans (ANA) and the Minority Business Development Administration will be developed and submitted at the next Notice of Funding Availability (NOFA) from the agency.

GOALS

- Increase the numbers and improve the resilience of Native Hawaiian businesses.
- Expand the participation and influence of Native Hawaiians in the economy.
- Build and strengthen the four Native Hawaiian Chambers of Commerce.

OBJECTIVES

- (1) Create a statewide online directory of Native Hawaiian businesses.
- (2) Establish centralized business training and technical assistance centers to support NH businesses.
- (3) Provide outreach, referral, training, and technical assistance for NH businesses.
- (4) Provide staffing, organizational and leadership development for the Native Hawaiian Chambers.

PROGRAM DESCRIPTION

- 1) A single point of contact is created with a single statewide phone number, website, and other entry points.
- 2) The four Native Hawaiian Chambers serve as portals leading to the centralized entity.

- a. This portal will be Native Hawaiian Chambers' websites/exhibits. Businesses seeking assistance will be any Native Hawaiian business – Chamber members and non-members would benefit. Inquiries and requests through these portals will be forwarded to the centralized entity.
 - b. Funding will be requested in the proposal to create or enhance websites for this purpose.
- 3) The Central entity will conduct workshops, provide instructors, materials, and webinar transmissions. The Central entity will provide local training for specific island needs and approaches. The four Native Hawaiian Chambers will continue to advertise business workshops. The Central entity will process workshop inquiries and registrations.
 - 4) The Central entity will link with Native Community Development Financial Institutions (CDFIs) and other funding resources.
 - 5) The Central entity would help with identifying and securing partnerships with incubators and accelerators.
 - 6) Funding will be requested to support the continued organizing and coordination efforts of the four Native Hawaiian Chambers of Commerce. This would include continued online and in-person meetings, and joint training events for all four chambers.

GOVERNANCE

The four Native Hawaiian Chambers of Commerce have formed the Native Hawaiian Chambers Hui (NHCCS Hui) to coordinate planning for this and other initiatives. Representatives of each Chamber are serving as a Steering Committee to plan and launch this proposal. Representatives on the Steering Committee are the Presidents of each Chamber and/or their designees.

PROGRAM MANAGEMENT

The Steering Committee has examined several options for the management of the project. These include the following options:

- Creating a separate organization governed by the four Native Hawaiian Chambers of Commerce.
- Contracting an eligible organization to operate the program with the four Native Hawaiian Chambers of Commerce providing oversight of the project.
- Establishing a program with the Office of Hawaiian Affairs serving as a fiscal sponsor with the four Native Hawaiian Chambers of Commerce serving as the board to the project.

The Steering Committee has determined that a relationship with the Office of Hawaiian Affairs as its fiscal sponsor is the desired management structure.

TIMELINE

- (1) Complete the concept paper and determine the responsibilities and commitments from the four Native Hawaiian Chambers of Commerce. (Completed)
- (2) Secure the agreement and support of the four Native Hawaiian Chambers. (Completed)
- (3) Secure the support needed to develop and submit proposals for funding. (Ongoing)
 - a. DBEDT will provide funding for a grant writer for a federal funding application.
 - b. Solicit potential partners for supplemental financial contributions and/or technical staff assistance.
- (4) Determine the support needed from other parties and secure their agreement. (January - February)
- (5) Formalize the agreements between all parties. (February – April)
- (6) Secure start-up funding. (March - June)
- (7) Develop and submit funding applications for longer term funding needs. (April – August)

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WAIMEA VALLEY

HI'IPAKA LLC



**HI'IPAKA LLC UPDATE
OHA RM COMMITTEE
January 26, 2021**

Pre-COVID19

2020 started out well - good financial results for January and February.

The effects of the COVID pandemic felt in March with many visitors cancelling plans to travel to Hawaii.

Item	January Actuals		February Actuals		March Actuals		Total Quarter	
	2020	2019	2020	2019	2020	2019	2020	2019
Total Revenue	\$667,117	\$624,885	\$677,999	\$485,576	\$433,653	\$753,099	\$1,778,769	\$1,996,930
Total Expenses	\$642,833	\$593,340	\$587,053	\$628,400	\$582,482	\$584,745	\$1,812,368	\$2,060,178
Loss/Gain	\$24,284	\$31,545	\$90,946	(\$142,824)	(\$148,829)	\$168,354	(\$33,599)	(\$63,248)
Average Daily Visitor Count	1,039	950	1,062	957	1,020	1,165	1,031	1,024

COVID19 Closures

The Valley closed on two occasions due to “stay at home orders” issued by the Mayor:

- Closure 1 - March 20 to June 5
- Closure 2 – August 26 to October 5

Immediately implemented COVID19 safety.

Revised 2020 Work Plans and Budgets

During the first closure staff revised 2020 work plans, budgets and strategy to maintain operations until financial sustainability is achieved, expected in mid to late 2021.

- Focus on core activities
 - General maintenance of gardens and facilities.
 - CIP under contract and Kauhale restoration work.
 - Conservation program work.
 - 24 hour security.
 - Greenhouse operations for gardens, conservation and botanical plant sales.
- Reduce expenditures and staffing
- Contract food services to reduce cost and improve efficiency
- Focus on kama`aina and community revenue generating opportunities
- Obtain a Paycheck Protection Program (PPP Loan)
- Obtain grants and donations
- Utilize Hi`ipaka LLC fiscal reserves

Total Operating Budget Revised

2020	Original Budget	2020 Revised Budget	Variance
Revenue	8,472,999	2,722,061	5,750,938
COGs	843,100	213,652	629,448
Expenses	7,213,978	4,922,465	2,291,513
Net Loss/Gain	415,921	-2,413,056	2,828,977

Total Operating Budget Expenditures

Reduced 2020 Expenditures budget by \$2,291,513

1. All special events cancelled.
2. Artisan program suspended.
3. All 2020 school programs cancelled.
4. Cancelled or suspended advertising and other contracts where possible.
5. Suspended or reduce regular services.

Cost saving measures during open periods:

1. Adjusted opening hours and closed Monday and Tuesday.
2. Minimized staffing.
3. Did not open gift shop until October.
4. No shuttle service.

Total Operating Budget Expenditures - Staffing

Employee Status	Pre-COVID	Closed March 20 to June 4	Open June 5 to August 26	Closed August 26 to October 7	Open October 8 to Dec, 31
Active	66 FT 3 PT	27 FT	46 FT 2 PT	26 FT	35 FT 1 PT
Furloughed/Other	0	40 FT 3 PT	8 FT	27 FT 2 PT	16 FT 1 PT
Vacant	4 FT	3 FT	5 FT	6 FT	7 FT
Reduction in Force	0	0	10 FT 1 PT	0	0
Total Positions	70 FT 3 PT	70 FT 3 PT	59 FT 2 PT	59 FT 2 PT	59 FT 2 PT
Monthly Salary and Benefits	\$318,110	\$186,974	\$269,166	\$154,696	\$181,156

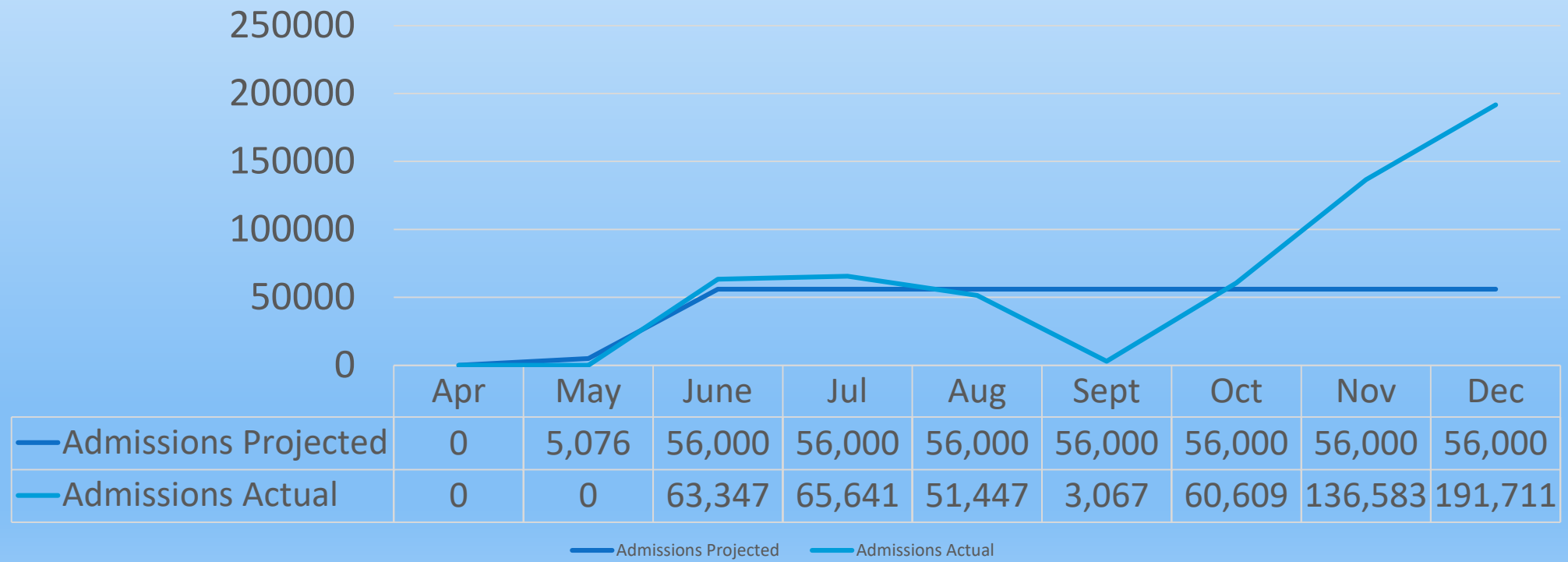
- June 5 re-opening 27 employees were recalled to support operations and take advantage of PPP loan forgiveness.
- The second closure resulted in 28 staff furloughs until the Valley re-opened for a second time, on October 8th with 10 staff returning.
- Hi`ipaka LLC completed a RIF (reduction in force) based on the long term prospects of the pandemic to include 8 employees when food services were contracted.

Kama`aina/Community Income Generating Activities

Reduced Admission rates.

- Kama`aina/Military adult – decreased from \$12 to \$8
- Visitor – increased from \$18 to \$20

Admissions Revenue Budget vs Actual



Original 2020 budget \$400,000 per month.

Kama`aina/Community Income Generating Activities

Individual, Family and Lifetime pass sales.

Individual and family pass prices reduced to attract local residents to the Valley.

Annual organization pass program. Annual organization passes sold to corporations, businesses and organizations. Pricing based on number of members/employees from \$500 to \$10,000.

As of December 31, 2020	Number	Amount
Annual Family Passes Sold	1,049	\$62,940
Annual Individual Passes Sold	270	\$8,100
Annual Lifetime Passes Sold	9	\$5,400
Annual Organization Passes Sold	5	\$4,000
Total		\$80,440.00

Kama`aina/Community Income Generating Activities

Dedication Opportunities

- Dedication Benches - \$10,000 utilizing wood harvested from the Valley.
- Dedication Gardens - \$10,000 to dedicate a garden for a loved one, living or passed, organization, community groups, or company.
- Conservation Tree Planting - \$30 per tree planted on WV conservation lands.

One dedication bench sold -World Surfing League for \$10,000

One garden dedication -Johnson Ohana for \$10,000

42 conservation trees purchased and planted

Paycheck Protection Program Loan

- A PPP loan was obtained in the amount of \$694,335 in April 2020.
- Applied for 100% forgiveness.
- Will apply for second loan.

Grants and Donations

Grants

Hi`ipaka was awarded \$621,892 in grants with \$209,353 received in 2020.

Many grants cover staff and operating cost to help reduce monthly expenditures.

Grants 2020-2021	Awarded 2020	Type of Grant
Hawaii State Forest Stewardship Program	\$53,859	Conservation
USDA Environmental Quality Incentives Prog,	\$161,878	Conservation
C&C Honolulu Grant In Aid 2021	\$125,000	Conservation
National Endowment of the Art CARES	\$50,000	Restoration of Kauhale.
Institute of Museum & Library Services CARES	\$150,000	Increase staff capacity using digital media
Natural Resources Conservation Service Conservation Stewardship Plan	\$19,755	Conservation
C&C Culture and the Arts Grant	\$50,000	CARES funding for utility expenses.
Bank of Hawaii Found.	\$10,000	Restoration of Kauhale.
Kupu – AmeriCorps Volunteer Program	\$1,400	Support for conservation volunteers
Total	\$621,892	

Grants and Donations

Donation Program -Hi`ipaka LLC solicited community donations.

- A Go-Fund-Me page.
- Solicitation letter with strategy messaging/theme, requesting support.

The fundraising campaign resulted in donations of \$55,541.

Fiscal Reserves

- Hi`ipaka started 2020 with over \$3,000,000 in fiscal reserves.
- Projected use - \$1,300,000 from April to December.
- Actual use of fiscal reserves -\$750,000.
- Rock fall impact fence \$570,000 schedules for 2020 delayed until 2021.

Beginning Bal.	\$3,016,411
July 9, 2020	\$200,000
August 6, 2020	\$200,000
September 3, 2020	\$100,000
September 21, 2020	\$100,000
October 2, 2020	\$100,000
December 18, 2020	\$50,000
Interest Earned	\$408
Current Balance	2,266,819

Capital Improvement Projects

CIP contracted prior to closures and completed in quarter 2:

- Stream bank erosion control project - \$217,700.
- Beam replacement in Hale Hoike – \$24,515.
- Main Lawn Upgrade – \$56,411.

Outstanding 2021 CIP:

- Rock fall impact fence along waterfall walkway - \$570,000

Financial Performance

The overall 2020 financial performance resulted in a loss of \$1,932,756 :

2020	Original Budget	Revised Budget	Actual	Variance
Revenue	8,472,999	2,722,061	3,048,054	325,993
COGs	843,100	213,652	228,949	15,297
Expenses	7,213,978	4,922,465	4,751,861	170,604
Net Loss/Gain	415,921	-2,414,056	-1,932,756	481,300

Financial Performance

The 2020 deficit was supported with funds from a number of sources:

2020 Funds Shortfall		
2020 Loss	1,932,756	
Plus CIP Expenditures	285,621	
Minus Depreciation non-cash expense	-285,159	
Total Funds Deficit		1,933,218
Funds Used to Support Deficit		
Beginning Cash Balance	654,421	
Reserves	750,000	
PPP Loan	694,335	
Ending Cash Balance 12/31/20	-151,651	
		1,947,105

2021 Outlook

The outlook for 2021 is more promising than 2020.

Vaccine

Safe Travel Program launched on October 15 helped to increase revenue.

- Admissions revenue
 - Average monthly admissions was \$60,000 from June to October
 - November = \$133,000
 - December = \$180,000
- Total operating revenue
 - Average monthly operating income = \$130,000
 - November = \$196,349
 - December = \$297,783

2021 Outlook

This trend is expected to continue. Conservative preliminary projections:

	2021	
Monthly Average Revenue	\$278,000	2019 = \$670,000
Monthly Average Expenditures	\$384,200	2019 = \$595,500
CIP	\$600,000	Rock fall impact fence
Fiscal Reserves	\$1,700,000	\$550,000 balance for 2022

2021 Outlook

In the process of preparing 2021 to 2023 Business Operating Plan

- Focus on reestablishing financial sustainability
- Lessons learned during the pandemic
- Transition to new ED in 2023

Q & A

Committee on Resource Management
Trustee John Waihe'e IV, *Chair*
Trustee Luana Alapa, *Vice Chair*
Members



**STATE OF HAWAII'
OFFICE OF HAWAIIAN AFFAIRS**

Trustee Leina'ala Ahu Isa, *At-Large*
Trustee Dan Ahuna, *Kaua'i / Ni'ihau*
Trustee Kaleihikina Akaka, *O'ahu*
Trustee Keli'i Akina, *At-Large*
Trustee Brendon Kalei'aina Lee, *At-Large*
Trustee Carmen Hulu Lindsey, *Maui*
Trustee Keola Lindsey, *Hawai'i Island*

**MEETING OF THE
COMMITTEE ON RESOURCE MANAGEMENT (RM)**

DATE: Tuesday, January 26, 2021

TIME: 1:30 pm

PLACE: Virtual Meeting

Viewable at www.oha.org/livestream OR

Listen by phone: (213) 338-8477,

Webinar ID: 964 0433 1357

Due to the threat of COVID-19, Governor Ige issued the most recent Emergency Seventeenth Supplementary Proclamation dated December 16, 2020 that suspends parts of Hawai'i Revised Statutes Chapter 92, Public Agency Meetings and Records to, among other things, enable boards to conduct business without any board members or members of the public physically present at the same location.

The OHA Board of Trustees and its Standing Committees will hold virtual meetings until further notice. The virtual meetings can be viewed and observed via livestream on OHA's website at www.oha.org/livestream or listen by phone: (213) 338-8477, Webinar ID: 964 0433 1357

AGENDA

- I. Call to Order
- II. Public Testimony on Items Listed on the Agenda* (Please see page 2 on how to submit written testimony or provide oral testimony online. Oral testimony by phone will **not** be accepted)
- III. Approval of Minutes
 - A. October 21, 2020
- IV. Unfinished Business
- V. **New Business**
 - A. UPDATES: Native Hawaiian Chambers of Commerce
 - B. UPDATES: Hi'ipaka LLC
 - C. **DISCUSSION ONLY: Update re: Non-OHA Employees as Volunteer, Uncompensated Managers for Hi'ilei Aloha LLC**
- VI. Announcements
- VII. Adjournment

If you require an auxiliary aid or accommodation due to a disability, please contact Raina Gushiken at telephone number 594-1772 or by email at: rainag@oha.org no later than three (3) business days prior to the date of the meeting. Meeting materials will be available to the public on Friday, January 22, 2021 and posted to OHA's website at: www.oha.org/rm

I. Background & Overview

A. Background and Overview. Via memorandum on October 4, 2020, Administration updated Trustees re: Implementation of Limited Liability Company Actions Authorized by the Board of Trustees in May 2019 (**Attachment A, without attachments**)

B. Structure. The Office of Hawaiian Affairs (“OHA”) is the sole member of two limited liability companies (“LLCs”), Hi`ilei Aloha LLC (“Hi`ilei Aloha”) and Ho`okele Pono LLC (“Ho`okele Pono”). Hi`ilei Aloha is the sole member of two limited liability

companies Hi`ipaka LLC (“Hi`ipaka”) and Hi`ikualono LLC (“Hi`ikualono”). Ho`okele Pono is the sole member of a single limited liability company Ho`okipaipai LLC (“Ho`okipaipai”).

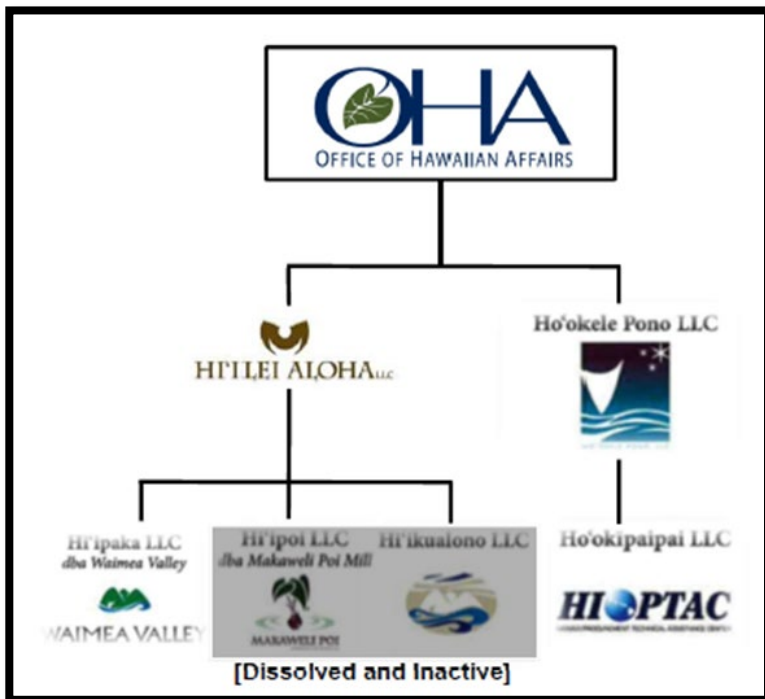


Figure 1. LLC Structure

C. Trustee Authorized Actions. In May 2019, the Trustees of OHA desired to amend the operating agreement of Hi`ilei Aloha to permit persons who are not OHA executives to serve as managers (“Managers”) of Hi`ilei Aloha, and to ratify and approve the decision of the OHA executives who presently serve as Managers of Hi`ipaka to amend the Operating Agreement of Hi`ipaka to permit persons who are not OHA executives to serve as managers of Hi`ipaka. To memorialize and carry out the aforementioned intent and desire of the Trustees, Action Item RM #19-08 Approval of Resolutions of the Board of Trustees Office of Hawaiian Affairs, Reorganization Documents, and LLC Manager Position Description as sole member of two limited liability companies, Hi`ilei Aloha LLC and Ho`okele Pono LLC (May 29, 2019), was approved and contained:

1. “Resolutions of The Board of Trustees Office of Hawaiian Affairs” (“Resolutions”); and

2. "Reorganization Documents", including:
 - (a) A proposed Second Amended and Restated Operating Agreement of Hi`ilei Aloha LLC to be executed by the managers of Hi`ilei Aloha;
 - (b) A proposed Fourth Amended and Restated Operating Agreement of Hi`ipaka LLC to be executed by the managers of Hi`ipaka;
 - (c) Proposed Articles of Termination and Plan of Dissolution of Ho`okele Pono LLC to be executed by the Managers of Ho`okele Pono;
 - (d) Proposed Articles of Termination and Plan of Dissolution of Ho`okipaipai LLC to be executed by the Managers of Ho`okipaipai;
 - (e) Proposed Articles of Termination and Plan of Dissolution of Hi`ikualono LLC to be executed by the Managers of Hi`ikualono; and
 - (f) Hi`ilei Aloha LLC Manager Position Description.

The Trustees determined that OHA would derive substantial economies and benefits from the foregoing reorganization, which benefits justify the approval of the required resolutions and reorganization documents.

D. Implementation of Limited Liability Company Actions. Via Action Item RM #19-08 (May 29, 2019), the Board amended the Operating Agreement of Hi`ilei Aloha for OHA to appoint three (3) persons who are not OHA executives to serve as managers ("Managers") of Hi`ilei Aloha, each to serve staggered terms of approximately three (3) years, two (2) years, and one (1) year. The terms shall end on the last day of the month in which each Manager takes office. Subsequently, OHA as the sole member of Hi`ilei Aloha, shall appoint each Manager to serve a new three (3) year term or the remainder of an unexpired three (3) year term.

1. ***Roles and Responsibilities.*** The roles and responsibilities of a LLC Manager are both operational and strategic. Operational activities include bank and check signing authorities, budget approval, financial statement review, contract, disbursement and other approval matters, liquor license administration, audit review, performance evaluation of executives, etc. Strategic activities include risk mitigation plan review, annual plan, budget and strategic direction, public, private and community collaborations, etc.
2. ***Selection and Seating Process.*** Via Action Item RM #19-20, on November 20, 2019, the Board approved the Non-OHA Employee Managers' Selection and Seating Process for Hi`ilei Aloha, LLC with a revised LLC Manager position description (**Attachment B**). While the existing LLC Managers¹ are winding down the business affairs of and

¹ Existing LLC Managers currently comprised of CEO (Sylvia Hussey), Interim COO (Sterling Wong) and CFO as of October 16, 2020 (Ramona Hinck). LLC Managers from the beginning of the FY20, 7/1/2019 were comprised of Interim CEO (Sylvia Hussey), Interim COO (Lisa Watkins-Victorino) and Interim CFO (Gloria Li). Effective 12/1/2019, the CEO position was no longer Interim for Sylvia Hussey; on 4/1/2020, the Interim CFO role was assumed by Sylvia Hussey; and effective 7/1/2020 the Interim COO role was assumed by Sterling Wong.

dissolving Ho`okele Pono, LLC, the work that will be left for the new non-OHA LLC Managers will primarily be to manage and oversee the sole asset of Hi`ilei Aloha which is Hi`ipaka. Hi`ipaka will also be selecting Managers to serve staggered terms of three (3) years, two (2) years, and one (1) year. For purposes of economy and efficiency, the non-OHA LLC Managers selected for Hi`ilei Aloha could also concurrently serve as LLC Managers for Hi`ipaka. After being selected, should the non-OHA LLC Managers for Hi`ilei Aloha determine that it is beneficial for and in the best interest of Hi`ipaka for them to concurrently serve as LLC Managers for Hi`ipaka, the non-OHA LLC Managers for Hi`ilei Aloha have the authority under the Second Amended and Restated Operating Agreement of Hi`ilei Aloha LLC to make that determination.

3. **Recruitment Timeline.** Via Action Item RM #19-20, the Board also approved the following selection and seating process, activities and timeline with a target to ‘seat’ the new non-Executive, non-OHA employee Hi`ilei Aloha Managers, by January 31, 2020:

Date	Action	Function
No later than Friday, 11/29/2019	Publish recruitment for three (3) Hi`ilei Aloha LLC Manager Positions, with staggered terms of 3 years, 2 years, and 1 year. Request for a resume and three letters of recommendation/reference, no later than Friday, January 3,, 2019 deadline. Administration, at its discretion, may extend the deadline for applications.	OHA HR
Beginning with date of publication (i.e., no later than November 20, 2019)	Share information, prospect, cultivate, encourage and invite members of the community to respond to the recruitment posting for LLC Managers.	OHA Administration, Hi`ilei Aloha and Hi`ipaka leadership
Monday, 12/23/2019	Begin reviewing, vetting and follow up of references of Applicants, assembling recommendations for the Board	OHA HR, Administration
TBD, RM Committee Meeting, January 2020 or later if needed but in no event later than March 2020	Present an Action Item, with Administration recommendations for Board review and action.	OHA Administration

Date	Action	Function
No later than 30 business days after Board action	<ul style="list-style-type: none"> Update operating documents (e.g., agreements, liquor license application, signature cards) Schedule orientation and on-boarding actions for new LLC Managers 	Existing LLC Managers ² and Counsel for the LLCs

4. **Extended Recruitment Timeline & COVID-19 Impacts.** Because insufficient applications were received by the initial December 2019 deadline, the recruitment time period was extended into 2020 and the requisite minimum three applicants was not received until February 2020 at which time four (4) applications were available for review. The applications and related materials were reviewed by then LLC Managers, CEO (Sylvia Hussey), Interim COO (Lisa Watkins-Victorino) and Interim CFO (Gloria Li). However, the transition to telework of the entire organization in March 2020 due to COVID-19 related stay at home orders, paused the non-OHA employee LLC Manager recruitment process.

II. Qualifications, Vetting, Applicants

In September 2020, the recruitment process was reactivated and the applicant/application vetting process proceeded.

A. Qualifications. The Board approved position description for the volunteer, unpaid LLC Manager can be found at **Attachment B**. Minimum qualifications include: 1) Must possess a bachelor’s degree or equivalent work experience; 2) Experience in business administration is desirable; 3) Five years of administrative experience that involved management and oversight of professional staff and responsibility for the development, management, execution and coordination of program policies and activities. Administrative experience shall include but not limited to oversight of staff and work performance, budget planning and development, project management, understanding of contract management, risk management, human resources processes and procedures, high level strategic planning, collaboration with subordinates to develop professional development plans, and experience engaging various stakeholders of the professional, academic and Native Hawaiian communities; and 4) Three years of administrative or executive level experience in non-profit organization governance and management of non-profit organizations.

B. Vetting. The current LLC Managers are now comprised of the CEO (Sylvia Hussey), CFO effective October 16, 2020 (Ramona Hinck) and Interim COO (Sterling Wong). The CEO contacted the applicants to: 1) Inquire if they are still interested; 2) Ensure they individually understood the voluntary, part-time and essential responsibilities of the LLC Manager role. Then, the CEO: 1) Affirmed eligibility, education, experience and other requirements; 2) Recommended staggered terms of three (3) years, two (2) years, and one (1) year; and subsequently 3) Drafted this Action Item.

² Existing LLC Managers currently comprised of CEO, Interim COO and CFO

One applicant met the minimum requirements, however, because the applicant was a member of management (of Hi`ipaka) and the Trustees did not authorize ex-officio classification or four (4) non-OHA LLC Managers, the applicant was not advanced to a recommendation. Also, due to the withdrawal of a previously vetted applicant in mid-October 2020, the LLC Manager application was reopened and another applicant vetted for recommendation and inclusion in this action item.

- C. Applicant: Leilani Kūpahu-Marino Kaho`āno. Education:** Associates Degree, Nursing, Santa Rosa Junior College; **Experience:** Home Hospice (Navian), Pediatric Nurse Case Manager 2018 (11) to 2019 (06); Tripler Army Medical Center, Neonatal Intensive Care Nurse 2010 (11) to 2018 (11); Kapiolani Medical Center for Women & Children, NICU RN (to be updated); Native Hawaiian Nurse Adjunct Instructor; **Additional Experiences:** cultural/professional highlights; board experiences; cultural, additional information; educator; program development; nurse case manager; shift charge nurse; nurse surgical suite general contractor; trailblazing nursing projects; professional presentations/grant funded programs; professional publications; professional memberships/scholarships; volunteer activities.
- D. Applicant: Roberts “Bob” Leinau. Education:** BA Pre-Med/Biology University of Southern California; **Experience:** Military: Hawaii National Guard 1966 to 1974, Journeyman carpenter 1968 to 1973, Safety officer, Business man with 30+ years management experience in Waimea Valley; **Community Activities:** Wahiawa Waiialua Rotary // past President; Hale`iwa Main Street dba North Shore Chamber of Commerce // past Director and current volunteer; Sunset Beach Community Assn // past President; North Shore Outdoor Circle//Director // past President; North Shore Neighborhood Board #27 [since its inception-1977]// Treasurer; Oahu Metropolitan Planning Organization N.S. Representative; Mālama `Ohana // past Charter member; Mālama Pūpūkea-Waimea [Charter Member]// director, Treasurer; Hale`iwa Arts Festival // past Director, Secretary; Hawai`i Ecotourism Assn // past Director // Secretary; Wahiawa General Hospital // past Director // Treasurer; Hale`iwa Harbor Advisory Committee; North Shore Community Land Trust [Charter Member]// Treasurer; Defend Oahu Coalition // past Director; Kuilima Advisory Committee [now defunct] // past member; Resort Training Inc. // past Director; Board of Water Supply Community Advisory Board // NS representative; Hawaiian Islands Humpback Whale National Marine Sanctuary // past Advisory Council member; Papahānaumokuākea Marine National Monument //Reserve Advisory Council; Waimea Valley Aha Hui advisory group // current; Oahu Master Gardener // current volunteer/ /“plant doctor”; Kokua Foundation's 'Aina in Schools teacher/volunteer.
- E. Applicant: Greg C. Pietsch. Education:** BBA Finance and Real Estate, Minor, Studio Art (Southern Methodist University), Oxford University, University College, Course work: International Business; **Experience:** Professional Affiliations: Chartered Financial Analyst (CF), American Society of Appraisers, Business Valuation: Accredited Senior Appraiser; Ernst & Young, LLP, Corporate Finance and Real Estate Manager 1994-2000; Eureka Capital Markets, Corporate Finance, Managing Member 2000-2004; Pietsch Properties, LLC, Finance and Real Estate, Managing Member 2004-present; **Community Experiences:** Trust for Public Land, Hawaiian Islands Program, Board Member; Historic Hawaii Foundation, Board Member; and Haleakala Ranch, Board Member.

- F. Transition Time.** Administration previously recommended the Trustees also approve an effective date of January 1, 2021 to allow time for the existing LLC Managers and management of Hi`ilei Aloha to prepare, onboard, and transition applicants to their strategic and operational roles and responsibilities.

III. Recommended Action Drafted in October 2020

The OHA Board of Trustees approve the following non-OHA employees as volunteer, uncompensated Managers for Hi`ilei Aloha LLC, effective January 1, 2021, with the noted staggered terms of service:

- A. Roberts “Bob” Leinau for a service period of three (3) years;
- B. Greg C. Pietsch for a service period of two (2) years; and
- C. Leilani Kūpahu-Marino Kaho`āno for a service period of one (1) year.

IV. Alternative Actions

- A. Amend the recommended action.
- B. Do not approve the recommended action.

V. Reference Documents

The following reference documents, electronic—Attachments A to L---of the October 4, 2020 memorandum to Trustees (Attachment A of this Action Item) are available: (A) Action Item RM #19-08 Approval of Resolutions of the Board of Trustees Office of Hawaiian Affairs, Reorganization Documents, and Hi`ilei Aloha LLC Manager Position Description as sole member of two limited liability companies, Hi`ilei Aloha LLC and Ho`okele Pono LLC; (B) Action Item RM #19-20 Approval of the Non-OHA Employee Managers’ Selection and Seating Process for Hi`ilei Aloha, LLC and revised LLC Manager Position Description (November 20, 2019); (C) LLC Manager Position Description; and (D) Waimea Valley 2020 and 2021 Work Plans and Budgets; (E) – Hi`ipaka 2019 Audit Report; (F) – Hi`ilei Aloha 2019 Audit Report; (G) Ho`okipaipai 2019 Audit Report; (H) – Hi`ilei Aloha 2019 Form 990; (I) Ho`okipaipai 2019 Form 990; and (J) Hi`ilei Aloha Trailer Pics in Waimea Valley.

VI. Attachments

- A. Memorandum dated October 4, 2020 re: Update re: Implementation of Limited Liability Corporation Actions Authorized by the Board of Trustees in May 2019 (without attachments)
- B. LLC Manager Position Description



 OFFICE OF HAWAIIAN AFFAIRS


 Interoffice Memorandum

Date: October 4, 2020

To:

Ke Kauhuhu Colette Y. Machado
 Ke Kua Brendon Kalei`āina Lee
 Ke Kua Dan Ahuna
 Ke Kua John Waihe`e IV

Ke Kua Leina`ala Ahu Isa
 Ke Kua Kaleihikina Akaka
 Ke Kua Keli`i Akina
 Ke Kua Carmen Hulu Lindsey
 Ke Kua Robert K. Lindsey, Jr.

From: Sylvia M. Hussey, Ed.D., Ka Pouhana, Chief Executive Officer & Ka Pou Kihī
 Kanaloa Wai Kūikawā, Interim Chief Financial Officer 

cc: Sterling Wong, Ka Pou Nui Kūikawā, Interim Chief Operating Officer, Ka Pou Kihī
 Paia Ku Kūikawā, Interim Advocacy Director/Chief Advocate and
 Ke Kahua Paikala, Public Relations Officer
 Raina Gushiken, Ka Paepae Puka, Senior Legal Counsel
 Lisa Watkins-Victorino, Ka Pou Kihī Kāne, Research Director
 Mehanaokalā Hind, Ka Pou Kihī Lono, Community Engagement Director
 Kalani Fronda, Ka Pou Kihī Kanaloa `Āina, Land Assets Director
 Lisa Victor, Ka Pou Kihī `Enehana, Chief Technology Officer
 Carla Hostettter, Luna Kuhikuhipu`eone, Systems Office Director
 Gloria Li, Pou Kāko`o Ho`opono, Controller
 Grace Chen, `Aho Hui Mo`ohelu, Budget Analyst

Subject: Update re: Implementation of Limited Liability Corporation Actions Authorized by the Board of Trustees in May 2019

Attachments

(Electronic): (A) Action Item RM #19-08 Approval of Resolutions of the Board of Trustees Office of Hawaiian Affairs, Reorganization Documents, and Hi`ilei Aloha LLC Manager Position Description as sole member of two limited liability companies, Hi`ilei Aloha LLC and Ho`okele Pono LLC; (B) Action Item RM #19-20 Approval of the Non-OHA Employee Managers' Selection and Seating Process for Hi`ilei Aloha, LLC and revised LLC Manager Position Description (November 20, 2019); (C) LLC Manager Position Description; and (D) Waimea Valley 2020 and 2021 Work Plans and Budgets; (E) – Hi`ipaka 2019 Audit Report; (F) – Hi`ilei Aloha 2019 Audit Report; (G) Ho`okipaipai 2019 Audit Report; (H) – Hi`ilei Aloha 2019 Form 990; (I) Ho`okipaipai 2019 Form 990; and (J) Hi`ilei Aloha Trailer Pics in Waimea Valley

Board of Trustees

Update re: Implementation of Limited Liability Corporation Actions Authorized by the Board of Trustees in May 2019

October 4, 2020

Page 2 of 10

I. Background and Overview

The Office of Hawaiian Affairs (“OHA”) is the sole member of two limited liability companies (“LLCs”), Hi`ilei Aloha LLC (“Hi`ilei Aloha”) and Ho`okele Pono LLC (“Ho`okele Pono”). Hi`ilei Aloha is the sole member of two limited liability companies Hi`ipaka LLC (“Hi`ipaka”) and Hi`ikualono LLC (“Hi`ikualono”). Ho`okele Pono is the sole member of a single limited liability company Ho`okipaipai LLC (“Ho`okipaipai”).

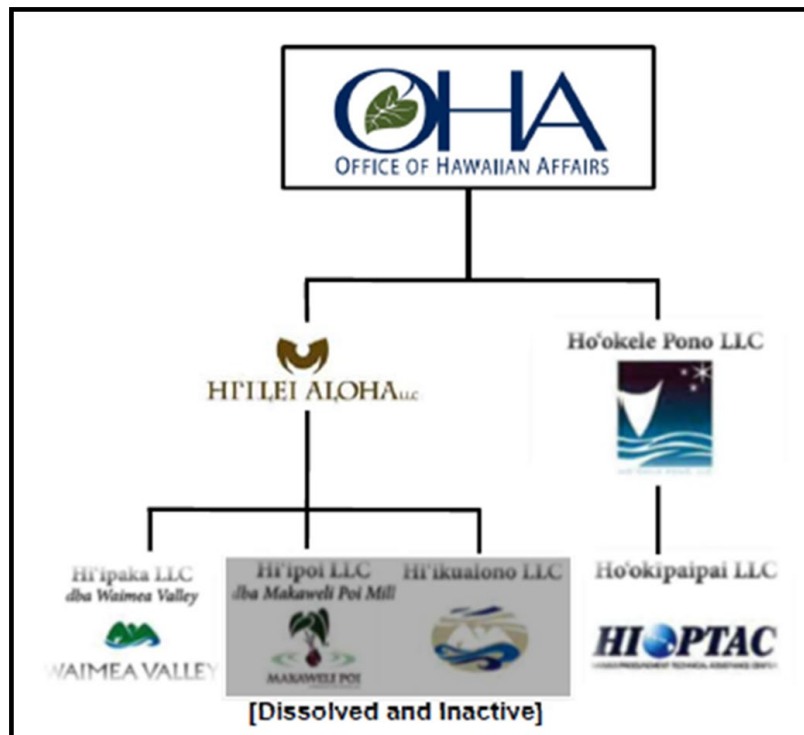


Figure 1. LLC Structure

The Trustees of OHA desired to:¹

- A. **Amend the Operating Agreement** of Hi`ilei Aloha to permit persons who are not OHA executives to serve as managers (“Managers”) of Hi`ilei Aloha, and to ratify and approve the decision of the OHA executives who presently serve as Managers of Hi`ipaka to amend the Operating Agreement of Hi`ipaka to permit persons who are not OHA executives to serve as managers of Hi`ipaka (“**LLC Action A**”), **Attachment B**;
- B. **Dissolve Ho`okele Pono** on or before October 31, 2019, following the completion of the Department of Defense Procurement Technical Assistance Center (“PTAC”) grant to Ho`okipaipai on or about September 30, 2019, and to ratify and approve the decision of the OHA executives who serve as Managers of Ho`okipaipai to dissolve prior to Ho`okele Pono’s dissolution (“**LLC Action B**”); and

¹ Note: Articles of Termination for Hi`ipoi LLC dba Makaweli Poi Mill filed on August 21, 2017, <https://hbe.hawaii.gov/documents/business.html?fileNumber=58669C5>, retrieved September 26, 2020

Board of Trustees

Update re: Implementation of Limited Liability Corporation Actions Authorized by the Board of Trustees

October 4, 2020

Page 3 of 10

C. Dissolve Hi`ikualono at any time, as that entity is inactive (“**LLC Action C**”).

To memorialize and carry out the aforementioned intent and desire of the Trustees, Action Item RM #19-08 Approval of Resolutions of the Board of Trustees Office of Hawaiian Affairs, Reorganization Documents, and LLC Manager Position Description as sole member of two limited liability companies, Hi`ilei Aloha LLC and Ho`okele Pono LLC (May 29, 2019), was approved and contained (**Attachment A**):

1. “Resolutions of The Board of Trustees Office of Hawaiian Affairs” (“Resolutions”); and
2. "Reorganization Documents", including:
 - (a) A proposed Second Amended and Restated Operating Agreement of Hi`ilei Aloha LLC to be executed by the managers of Hi`ilei Aloha;
 - (b) A proposed Fourth Amended and Restated Operating Agreement of Hi`ipaka LLC to be executed by the managers of Hi`ipaka;
 - (c) Proposed Articles of Termination and Plan of Dissolution of Ho`okele Pono LLC to be executed by the Managers of Ho`okele Pono;
 - (d) Proposed Articles of Termination and Plan of Dissolution of Ho`okipaipai LLC to be executed by the Managers of Ho`okipaipai;
 - (e) Proposed Articles of Termination and Plan of Dissolution of Hi`ikualono LLC to be executed by the Managers of Hi`ikualono; and
 - (f) Hi`ilei Aloha LLC Manager Position Description.

The Trustees determined that OHA would derive substantial economies and benefits from the foregoing reorganization, which benefits justify the approval of the required Resolutions and Reorganization Documents.

OHA LLC Update

- OHA is re-organizing its LLCs
- OHA is dissolving all but 2 of its associated LLCs
- OHA will retain Hi`ilei Aloha LLC, of which OHA is the sole member. Hi`ilei Aloha will continue to be the sole member of Hi`ipaka LLC, dba Waimea Valley
- Non-OHA executives will serve as managers for the two remaining LLCs.

Figure 2. OHA LLC Update

Board of Trustees

Update re: Implementation of Limited Liability Corporation Actions Authorized by the Board of Trustees

October 4, 2020

Page 4 of 10

II. Implementation of Board Approved Actions

The following section provides updates to the Board of Trustees regarding the progression of LLC Actions A, B and C to date, including next steps.

A. LLC Action A Overview. Via Action Item RM #19-08 (May 29, 2019), the Board amended the Operating Agreement of Hi`ilei Aloha for OHA to appoint three (3) persons who are not OHA executives to serve as managers (“Managers”) of Hi`ilei Aloha, each to serve staggered terms of approximately three (3) years, two (2) years, and one (1) year (**Attachment C**). The terms shall end on the last day of the month in which each Manager takes office. Subsequently, OHA as the sole member of Hi`ilei Aloha, shall appoint each Manager to serve a new three (3) year term or the remainder of an unexpired three (3) year term.

1. **Roles and Responsibilities.** The roles and responsibilities of a LLC Member Manager are both operational and strategic. Operational activities include bank and check signing authorities, budget approval, financial statement review, contract, disbursement and other approval matters, liquor license administration, audit review, performance evaluation of executives, etc. Strategic activities include risk mitigation plan review, annual plan, budget and strategic direction, public, private and community collaborations, etc.
2. **Selection and Seating Process.** Via Action Item RM #19-20, on November 20, 2019, the Board approved the Non-OHA Employee Managers’ Selection and Seating Process for Hi`ilei Aloha, LLC with a revised LLC Manager position description (Attachment C). While the existing LLC Managers² are winding down the business affairs of and dissolving Ho’okele Pono, LLC, the work that will be left for the new non-OHA LLC Managers will primarily be to manage and oversee the sole asset of Hi`ilei Aloha which is Hi`ipaka. Hi`ipaka will also be selecting Managers to serve staggered terms of three (3) years, two (2) years, and one (1) year. For purposes of economy and efficiency, the non-OHA LLC Managers selected for Hi`ilei Aloha could also concurrently serve as LLC Managers for Hi`ipaka. After being selected, should the non-OHA LLC Managers for Hi`ilei Aloha determine that it is beneficial for and in the best interest of Hi`ipaka for them to concurrently serve as LLC Managers for Hi`ipaka, the non-OHA LLC Managers for Hi`ilei Aloha have the authority under the Second Amended and Restated Operating Agreement of Hi`ilei Aloha LLC to make that determination.
3. **Recruitment Timeline.** Via Action Item RM #19-20, the Board also approved the following selection and seating process, activities and timeline with a target to ‘seat’ the new non-Executive, non-OHA employee Hi`ilei Aloha Managers, by January 31, 2020:

Date	Action	Function
No later than	Publish recruitment for three (3) Hi`ilei Aloha	OHA HR

² Existing LLC Managers currently comprised of CEO (Sylvia Hussey), Interim COO (Sterling Wong) and Interim CFO (Sylvia Hussey). LLC Managers from the beginning of the FY20, 7/1/2019 were comprised of Interim CEO (Sylvia Hussey), Interim COO (Lisa Watkins-Victorino) and Interim CFO (Gloria Li). Effective 4/1/2020, the Interim CFO role was assumed by Sylvia Hussey; and effective 7/1/2020 the Interim COO role was assumed by Sterling Wong.

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Date	Action	Function
Friday, 11/29/2019	LLC Manager Positions, with staggered terms of 3 years, 2 years, and 1 year. Request for a resume and three letters of recommendation/reference, no later than Friday, January 3, 2019 deadline. Administration, at its discretion, may extend the deadline for applications.	
Beginning with date of publication (i.e., no later than November 20, 2019)	Share information, prospect, cultivate, encourage and invite members of the community to respond to the recruitment posting for LLC Managers.	OHA Administration, Hi`ilei Aloha and Hi`ipaka leadership
Monday, 12/23/2019	Begin reviewing, vetting and follow up of references of Applicants, assembling recommendations for the Board	OHA HR, Administration
TBD, RM Committee Meeting, January 2020 or later if needed but in no event later than March 2020	Present an Action Item, with Administration recommendations for Board review and action.	OHA Administration
No later than 30 business days after Board action	<ul style="list-style-type: none"> • Update operating documents (e.g., agreements, liquor license application, signature cards) • Schedule orientation and on-boarding actions for new LLC Managers 	Existing LLC Managers ³ and Counsel for the LLCs

4. Extended Recruitment Timeline & COVID-19 Impacts. Because insufficient applications were received by the initial December 2019 deadline, the recruitment time period was extended into 2020 and the requisite minimum three applicants was not received until February 2020. At about the time the applications and related materials were reviewed by then LLC Managers, CEO (Sylvia Hussey), Interim COO (Lisa Watkins-Victorino) and Interim CFO (Gloria Li). However, the transition to telework of the entire organization in March 2020 paused the non-OHA LLC Manager recruitment process.

³ Existing LLC Managers currently comprised of CEO, Interim COO and Interim CFO

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- 5. *Next Steps.*** The current LLC Managers are now comprised of the CEO and Interim CFO (Sylvia Hussey) and Interim COO (Sterling Wong) who will reachout to the applicants to: 1) Inquire if they are still interested; 2) Ensure they individually understand the voluntary, part-time and essential responsibilities of the LLC Manager role; 3) Affirm eligibility, education, experience and other requirements; 4) Determine recommended staggered terms of three (3) years, two (2) years, and one (1) year; and 5) Bring to the Trustees an Action Item recommendation no later than January 2021.⁴
- B. LLC Action B Overview.** Via Action Item #19-08, the Board approved the dissolution of Ho`okele Pono on or before October 31, 2019, following the completion of the Department of Defense Procurement Technical Assistance Center (“PTAC”) grant to Ho`okipaipai on or about September 30, 2019, and to ratify and approve the decision of the OHA executives who serve as Managers of Ho`okipaipai to dissolve prior to Ho`okele Pono’s dissolution (“LLC Action B”). As Ho`okele Pono has no operations, there are no wind down activities.

 - 1. *Audit Report.*** Ho`okipaipai 2019, unqualified audit report is found at **Attachment G.**
 - 2. *Form 990***⁵. Ho`okipaipai 2019 Form 990 is found at **Attachment I.**
 - 3. *Next Steps.*** Statutory wind down activities in process (e.g., File DLIR UI Notice of Closure; File termination with DCCA; Complete Resolution to Dissolve; Transfer assets, if any).
- C. LLC Action C Overview.** Via Action Item RM #19-08, the Board approved the dissolution of Hi`ikualono at any time, as that entity is inactive. The Notice of Intent to Dissolve Hi`ikualono was sent to the Attorney General’s (AG) office on February 1, 2020, along with the notices of intent for Ho`okele Pono and Ho`okipaipai. AG’s office responded to the Notice of Intent to Dissolve on February 1, 2020 and there was no objection to Hi`ikualono LLC (disregarded entity under Hi`ilei Aloha LLC).

 - 1. *Next Steps:*** Hi`ilei Aloha’s management will continue to monitor the AG’s actions to complete the termination filing for Hi`ikualono.

⁴ Due to the impending general election on November 3, 2020, the last day of the current Board to conduct business is the meeting on October 29, 2020; if the LLC Manager Action Item is not ready by then, the first opportunity will be in January 2021 with the newly re-organized Board. Administration will be targeting the October 29, 2020 Board meeting to close out actions authorized by this Board in May 2019.

⁵ Internal Revenue Service: Form 990: Return of Organization Exempt From Income Tax

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III. Summary of Next Steps for LLC Actions A, B and C

The following next steps are summarized for:

- A. LLC Action A:** The current LLC Managers are now comprised of the CEO and Interim CFO (Sylvia Hussey) and Interim COO (Sterling Wong) who will reachout to the applicants to: 1) Inquire if they are still interested; 2) Ensure they individually understand the voluntary, part-time and essential responsibilities of the LLC Manager role; 3) Affirm eligibility, education, experience and other requirements; 4) Determine recommended staggered terms of three (3) years, two (2) years, and one (1) year; and 5) Bring to the Trustees an Action Item recommendation no later than January 2021.
- B. LLC Action B:** Statutory wind down activities in process (e.g., File DLIR UI Notice of Closure; File termination with DCCA; Complete Resolution to Dissolve; Transfer assets, if any).
- C. LLC Action C:** Hi`ilei Aloha's management will continue to monitor the AG's actions to complete the termination filing for Hi`ikualono.

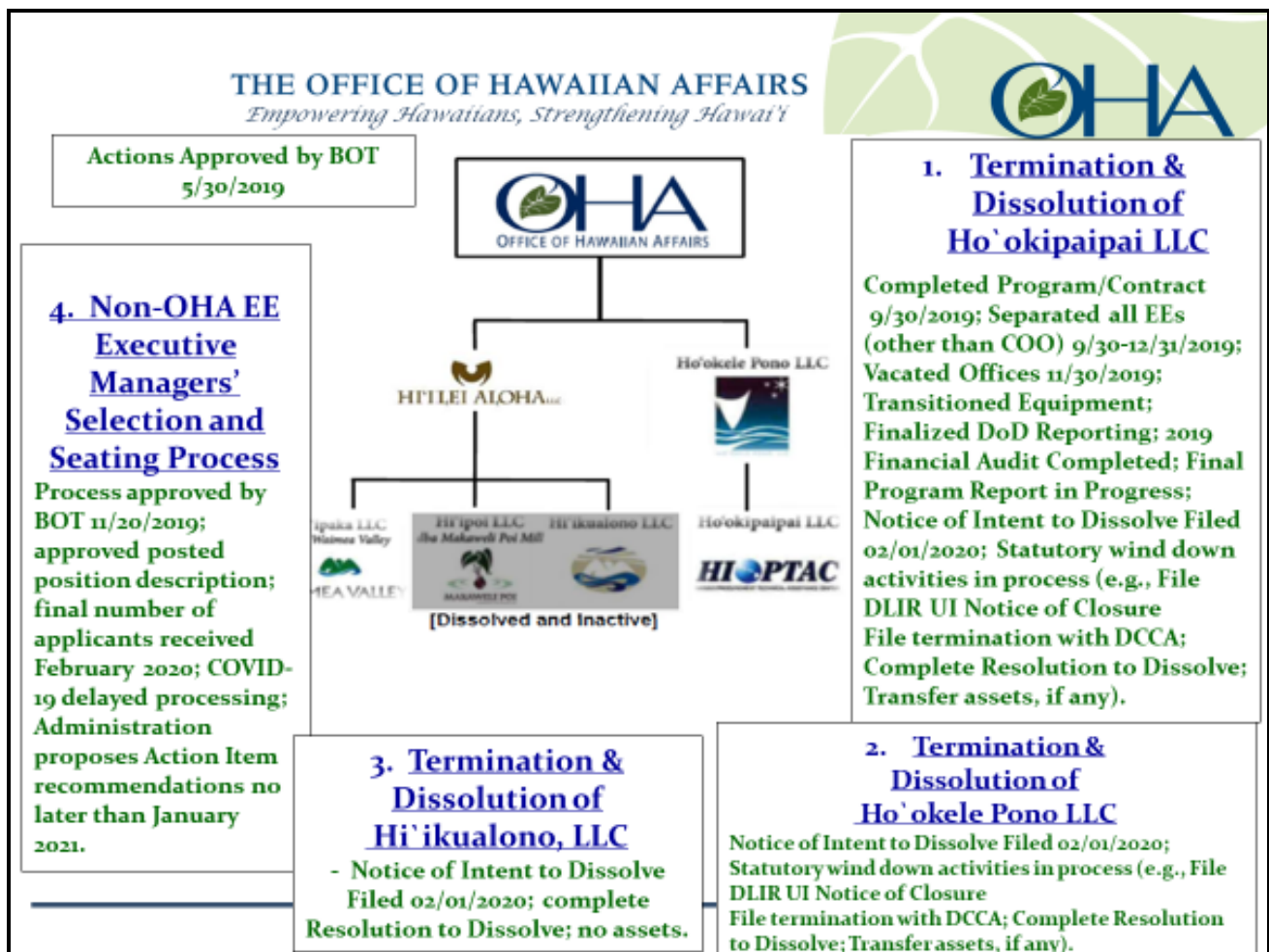
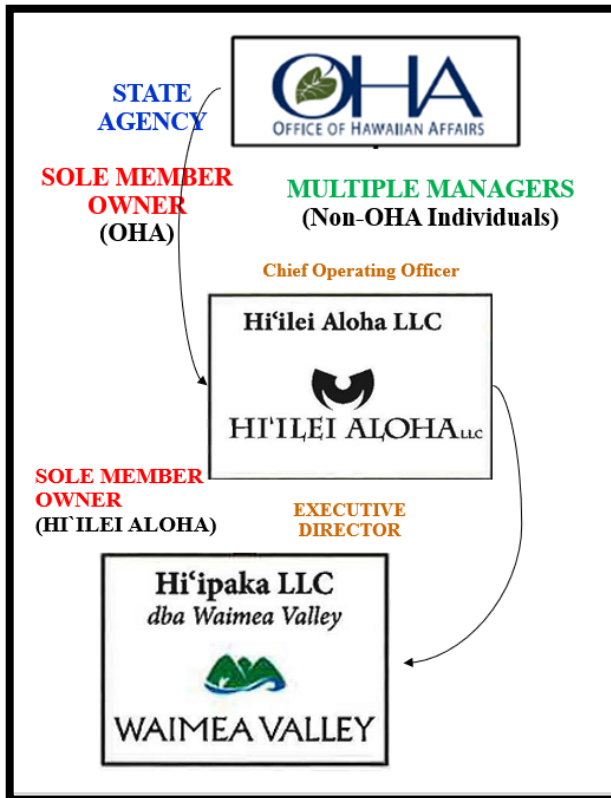


Figure 3. OHA LLCs Termination & Dissolution Update

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IV. Overview of Hi`ilei Aloha and Hi`ipaka – Surviving Entities’ Activities

Figure 4. Hi`ilei Aloha LLC



While the wind down and dissolution activities are being completed by the existing LLC Managers⁶, the following summarizes the current state of operations for Hi`ilei Aloha and Hi`ipaka to which new non-OHA LLC Managers will need to address both strategically and operationally.

A. Hi`ipaka dba Waimea Valley. Under the direction of Executive Director Richard Pezzulo, prior to the impacts of COVID-19 shutdowns, the operations were profitable and employed approximately 70 employees. Continuing Governor and Mayoral proclamations have created intermittent shutdowns requiring the business operations to: lay off/furlough employees; apply for and receive the Small Business Administration Payroll Protection Program (PPP) loan; draw on cash reserves; contract snack bar and catering operations to a 3rd party; apply for and receive grants; and devise and launch new marketing plans with focus on kamaaina, corporate and military markets.

Refer to the calendar year 2020-2021 workplans at **Attachment D** which assumes and notes: a three phase approach; utilizes income generated from the revised strategy combined with a \$694,000 PPP loan and \$3,000,000 in financial reserves; initially focuses on kama`aina and local military; includes tourist as they are allowed to return projected to be in spring 2021; reduces all non-essential expenses; focuses on core activities with reduced staffing; and updates 2020 work plans updated and extended to end of 2021 with focus on core activities. Operationally, the new non-OHA LLC Managers will need to address the continuing impacts of COVID-19 on the operations of Waimea Valley on a long term basis.

The 2019 independent auditor’s report, reflecting an unqualified opinion, is found at **Attachment E**. The 2019 Form 990 for Hi`ilei Aloha includes the consolidated information of Hi`ipaka and is found at **Attachment H**.

B. Hi`ilei Aloha. The remaining employee (Chief Operating Officer-COO) is: 1) Completing the dissolution and termination activities of Hi`ikualono, Ho`okipaipai and Ho`okele Pono; and 2) Winding down the federal Youth Build (YB) Program which received a federal program officer recommendation to extend by six months to 6/30/2021.

1. **Youth Build Program.** YouthBuild (YB) is a national program that was started in East Harlem, New York City, in 1978. It quickly expanded to other cities, and today

⁶ OHA’s CEO/Interim CFO (Sylvia Hussey) and Interim COO (Sterling Wong)
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is part of the U.S. Department of Labor's workforce development initiative. It is a highly successful program that provides a positive environment for at-risk youth to earn a GED, learn job skills, and gain confidence to seek their life goals. There are more than 200 YouthBuild programs across the U.S. In 2017, Hi`ilei Aloha LLC (nonprofit) applied for and received a YouthBuild grant for the Waimānalo community. At YouthBuild Waimānalo, youth earn a GED, learn construction skills, help to build affordable housing, and learn about possible future paths such as apprenticeships, full-time employment, or going to a community college.⁷

The original date for Year 2 is for the year ended 12/31/2019; and Year 3 is from 1/1/2020 to 6/30/2020 which includes tracking, case management and job placement. There is still work to do with students as they try to find and retain employment or enter apprenticeship programs (or go to school or join the military).

The revised date to end program Year 2 is 6/30/2020 (hence the salary/program costs); and the revised operating period for Year 3 is: 7/1/2020 to 6/30/2021. Therefore YB operating and programmatic purposes are needed for the COO to continue through 6/30/2021 (which is consistent with OHA fiscal year end 6/30/2021).

2. ***Audit Report.*** Hi`ilei Aloha 2019 unqualified audit report is found at **Attachment F.**
3. ***Form 990.*** Hi`ilei Aloha 2019 Form 990 is found at **Attachment H.**
4. ***Records.*** In moving from its former office location at 711 Kapiolani Blvd. in Honolulu to Waimea Valley on the North Shore, a trailer was purchased to enable access for programmatic operations and winddown activities, refer to **Attachment J.**
5. ***Strategic and Operating Decisions for New non-OHA LLC Managers.*** New non-OHA LLC Managers will need to determine: 1) Who will be the operating LLC Managers for Hi`ipaka (it could be the same managers or not); 2) The (continuing) purpose and function of Hi`ilei Aloha LLC (e.g., new revenue sources, new services, how to fund existing position--COO); and 3) Operationalizing the decisions re: the purpose and function of Hi`ilei Aloha LLC.

⁷ Retrieved September 27, 2020, <http://www.youthbuildnalo.org/>
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V. OHA's Board Approved Operating Budgets for FY20 and FY21 as Part of LLC Wind-Down and Dissolution Activities

Consolidated Reporting Invoice, Financial Statements and Payment Tracker Updated: 10/4/2020					
Description/Period	OHA Quarter		FY20	FY21	FY21
Budget			\$ 493,000.00	\$ 195,000.00	\$ 688,000.00
FY20: 7/1/2019 to 6/30/2020					
A. 7/1/2019 to 12/31/2019	Q1 & Q2	Hi'ilei Aloha	\$ (126,592.00)		\$ (126,592.00)
		Hi'ilei Aloha	\$ (62,701.00)		\$ (62,701.00)
		Ho'okipaipai	\$ (46,871.00)		\$ (46,871.00)
		Ho'okipaipai	\$ (41,129.00)		\$ (41,129.00)
	Sub-total		\$ (277,293.00)		
FY21: 7/1/2020 to 6/30/2021					
A. 7/1/2020 to 9/30/2020	Q1	Hi'ilei Aloha		\$ (49,392.00)	\$ (49,392.00)
		Ho'okipaipai		\$ (25,600.00)	\$ (25,600.00)
			\$ (74,992.00)		
Running Balance as of 8/31/2020			\$ 215,707.00	\$ 120,008.00	\$ 335,715.00
Hi'ilei Aloha, LLC			\$ 137,707.00	\$ 84,608.00	\$ 222,315.00
Ho'okipaipai			\$ 78,000.00	\$ 35,400.00	\$ 113,400.00
Running Balance as of 8/31/2020			\$ 215,707.00	\$ 120,008.00	\$ 335,715.00

Figure 5. FY20-21 OHA LLC Budget and Related Draws as of 8/31/2020

VI. Follow Up

In preparation for a to be scheduled Board Action Item for the non-OHA LLC Managers recommendations (LLC Action A), I'm available to answer any of your questions and can meet, individually or collectively, with you and your staff in groups of no more than two Trustees (or Trustees' staff) at a time. We can set up a MS Teams meeting with telephone access, feel free to contact Laura Kamalani-Paikai (laurak@oha.org) or Holly Yamachika (hollyy@oha.org) to schedule accordingly.

SH:sh

HI`ILEI ALOHA LLC

POSITION DESCRIPTION

Position Title: Manager of Hi`ilei Aloha LLC (Volunteer)

Reports To: Office of Hawaiian Affairs, As Member of Hi`ilei Aloha LLC

Effective Date: November 2019

GENERAL OVERVIEW OF POSITION DUTIES

The Manager, who will be one of a board of three appointed managers, is expected to direct and oversee the Chief Operating Officer (“COO”) of Hi`ilei Aloha LLC (the “Company”), and oversee the Company’s business affairs, subject to limitations in the Company’s operating agreement (“Operating Agreement”) or by law. The Manager may be tasked with oversight of additional companies of which the Office of Hawaiian Affairs or the Company is a member (“Member”).

Except for situations in which approval of the Member is required by the Operating Agreement, the Manager will have authority, power and discretion to oversee the business, affairs and properties of the Company, to make all decisions regarding those matters, and to perform any and all other acts or activities customary or incident to the management of the Company’s business.

PART-TIME POSITION, TERM AND SERVICE WITHOUT REMUNERATION

This is a part-time position in which the Manager is expected to devote approximately 3-5 hours per month. Each Manager appointed by the Member shall serve staggered terms of approximately three (3) years, two (2) years, and one (1) year. The terms shall end on the day of the month in which the Manager takes office. Subsequently, the Member shall appoint each Manager to serve a new three (3) year term or the remainder of the unexpired three (3) year term. in accordance with the terms of the Operating Agreement.

The Manager shall serve without remuneration except the Company shall reimburse a Manager for ordinary, necessary, and reasonable direct expenses incurred by the Manager on behalf of the Company in carrying out the Company’s business activities.

ESSENTIAL DUTIES & RESPONSIBILITIES

1. Manager’s Authority: The Manager has the authority to manage and oversee the Company’s COO and the Company’s business. The Manager reviews the COO’s

Action Item: RM #19-20**Approval of the Non-OHA Executive Managers' Selection and Seating Process for Hi`ilei Aloha, LLC and revised LLC Manager Position Description****ATTACHMENT C**

- recommendations and makes decisions consistent with the Operating Agreement, the Company's annual objectives, the approved budget and best practices.
2. Review of Operations: At least once a month, meets with the COO and executive staff to review overall Company operations to ensure the business is progressing in a culturally appropriate manner and in compliance with acceptable business practices. Oversees Company use and maintenance of facilities and property. Assigns projects and requests reports as needed.
 3. Strategic Plan and Company Objectives: Reviews and approves Company's Long Range and annual objectives, goals, policies and programs. Ensures compliance with Operating Agreement.
 4. Budgeting and Finance: Reviews and approves operating and capital budgets. Monitors Company's implementation of approved budgets. Reviews financial reports, including income statements, balance sheets, and reports, tax returns; and reports for government regulatory agencies or other compliance purposes. Oversees investment of Company funds and approves large Company expenditures.
 5. Human Resources, Risk Management and Contracts: Oversees Company handling of human resources-related issues, risk management claims and liabilities and Company contractor utilization.
 6. Performs other duties as assigned by the Member.

KNOWLEDGE, SKILL AND ABILITIES

1. Must have good working knowledge of strategic management, financial, accounting and planning, and business systems.
2. Must be able to work well with others.
3. Must be organized and a self-starter. Must exercise independent judgment to prioritize projects and respond to situations as they arise without direct supervision.
4. Must project a professional demeanor.
5. Must have good oral and written communication skills.

MINIMUM QUALIFICATIONS**EDUCATION, TRAINING AND/OR EXPERIENCE**

1. Must possess a bachelor's degree or equivalent work experience.

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Approval of the Non-OHA Executive Managers' Selection and Seating Process for Hi`ilei Aloha, LLC and revised LLC Manager Position Description

2. Experience in business administration is desirable.
3. Five years of administrative experience that involved management and oversight of professional staff and responsibility for the development, management, execution and coordination of program policies and activities. Administrative experience shall include but not limited to oversight of staff and work performance, budget planning and development, project management, understanding of contract management, risk management, human resources processes and procedures, high level strategic planning, collaboration with subordinates to develop professional development plans, and experience engaging various stakeholders of the professional, academic and Native Hawaiian communities.
4. Three years of administrative or executive level experience in non-profit organization governance and management of non-profit organizations.

HOW TO APPLY:

To apply for this position, download, complete and submit this fillable application form [insert link] along with a resume and cover letter to:

OFFICE OF HAWAIIAN AFFAIRS
560 N. Nimitz Highway, Suite 200
Honolulu, Hawai'i 96817
Attention: Human Resources

Or via email: ohahr@oha.org

An Equal Opportunity Employer