

STATE OF HAWAII
OFFICE OF HAWAIIAN AFFAIRS
560 N. NIMITZ HIGHWAY, SUITE 200
(VIRTUAL MEETING - VIA ZOOM WEBINAR)

Due to COVID-19, the OHA Board of Trustees and its standing committees will hold virtual meetings until further notice. The virtual meeting can be viewed and observed via livestream on OHA's website at www.oha.org/livestream or listened by phone: (213) 338-8477. A physical meeting location open to the general public will be available at 560 N. Nimitz Hwy., Suite 200, Honolulu HI 96817. All members of the public that wish to access the physical meeting location must pass a wellness check and provide proof of full vaccination or a negative COVID-19 test taken within 72 hours of entry.

**Minutes of the Office of Hawaiian Affairs
Board of Trustees
MINUTES
July 19, 2023**

ATTENDANCE:

Chairperson Carmen Hulu Lindsey
Trustee Dan Ahuna
Trustee Kaleihikina Akaka
Trustee Keli'i Akina
Trustee Luana Alapa
Trustee Brickwood Galuteria
Trustee J. Keoni Souza
Trustee Mililani Trask
Trustee John Waihe'e, IV

ADMINISTRATION:

Colin Kippen, Interim CEO
Casey Brown, COO
Ramona Hinck, CFO
Tim Wong, Land Director
Everett Ohta, Interim General Counsel
Nietzsche Ozawa, Interim Senior Legal Counsel
Kevin Chak, IT Support

BOT STAFF:

Amber Kalua, Trustee Aide
Kanani Iaea, Trustee Aide
Kahelelani Keawekane, Trustee Aide
Richelle Kim, Trustee Aide
LeiAnn Durant, Trustee Aide
Sommer Soares, Trustee Aide
Ruben Sierra, Trustee Aide
Evalani Canto, Trustee Aide
Pohai Ryan, Trustee Aide
Kyla Hee, Trustee Aide
Richelle Kim, Trustee Aide
Melissa Wennihan, Trustee Aide
Anuheia Diamond, Trustee Aide
Claudine Calpito, Trustee Aide

GUEST:

Pat Talbert
Germaine Meyers
Kapua Keliikoa-Kamai
Luann Fabarito
Sam Chung
Robbie Cabral
Peter Gilpatrick

Call to Order

Chair Hulu Lindsey Calls the Board of Trustees Meeting to order for Wednesday, July 19, 2023, at 1:32 p.m. Board Secretary, please do a roll call.

MEMBERS			Present	TIME ARRIVED
TRUSTEE	DAN	AHUNA	X	
TRUSTEE	KALEI	AKAKA	X	
TRUSTEE	KELI'I	AKINA	X	
TRUSTEE	LUANA	ALAPA	X	
TRUSTEE	BRICKWOOD	GALUTERIA	X	
TRUSTEE	J. KEONI	SOUZA	X	
TRUSTEE	MILILANI	TRASK	X	
TRUSTEE	JOHN	WAIHE'E	X	
CHAIRPERSON	CARMEN HULU	LINDSEY	X	
			9	

At the Call to Order, **Nine (9)** Trustees are PRESENT, thereby constituting a quorum.

Chair Hulu Lindsey Aloha kākou everyone and welcome to our Board of Trustees meeting, this meeting can be viewed and observed via livestream at www.oha.org/livestream. We are recording today's meeting for the sole purpose of producing written minutes which will become the official record of this meeting. Joining the Trustees today are my staff; Lehua Itokazu-Board Secretary, and my Aides-Kanani Iaea and Amber Kalua. Also joining us, our Board Counsel-Robert Klein and Interim CEO-Colin Kippen. Colin, could you please introduce our staff joining us today.

Colin Kippen, Interim CEO *request that Casey introduce staff.*

Casey Brown, COO Today we have the Interim COO-Colin Kippen, Interim General Counsel-Everett Ohta, Interim Sr. Legal Counsel-Nietzsche Ozawa, and our IT Team.

Chair Hulu Lindsey I will be taking the agenda out of order. We will take up item IV.

Community Concerns and Celebrations

Germaine Meyers Thanks the Trustees for the tour and being able to see and hear the discussion at today's site visits to Hakuone. She shares her background explaining that she has worked in town most of her life, and she believes that Hakuone has much to offer. Many Hawaiians would enjoy the benefits of Hakuone like working in town and taking advantage of the benefits town has to offer. She questions the 2020 census number, 1.4 million people in Hawai'i and 10% of that number are Hawaiians and Pacific Islanders. She wants to know how much the 10% are Hawaiian, Samoan, Micronesian, etc. She also wants to know how many have been served by OHA in accordance to the census. Is it the entire 10%, 144,000 people, or half of this number? She was happy to hear Trustee Brickwood express perseverance for the lāhui. She hopes the OHA, the Board, continues to support Hakuone in unison and not give mixed messaging.

Leona Kalima Shares that she has won her case, the Kalima case, \$328 million dollars. She shares that she has been threatened, intimidated, and she has died in the hospital. Her doctor brought her back and said she has

work to do. She is looking to work on broken promises, and she is looking at OHA to help. She is looking at developing homes. She has told the claimants to not spend this money on frivolous things, the money is for the homestead and for them to get a home. She wants OHA to help because she needs to implement part II.

Luann Faborito *declines to testify.*

Kapua Keliikoa-Kamai She thanks the Trustees for serving the lāhui. She speaks on supporting Hakuone and the \$400,000. She wants OHA to work with any Hawaiian trust, Hawaiian entity, or anyone that will work with OHA so that we can holomua together.

Chair Hulu Lindsey We will move on to item II.1 under new business.

New Business

1. Evaluation and assessment of OHA's recent efforts to develop Hakuone, Kaka'ako Makai, Honolulu HI.

Chair Hulu Lindsey I will call on Casey Brown.

Casey Brown, COO All Trustees received an action item that offers information to support your evaluation of our recent efforts to develop Hakuone. Based on the content of the material we plan to share with the Board, we recommend that the Board move into executive session.

Trustee Waihe'e Moves to move the Board into executive session pursuant to HRS Section 92-5 (a)(4).

Trustee Akaka Seconds the motion.

Trustee Souza When will we have our evaluation on OHA's recent efforts to develop Hakuone?

Chair Hulu Lindsey That is what we are moving into executive session for.

Trustee Souza Okay, so it will take place in executive session.

Chair Hulu Lindsey That is what we're going to do right now after we move into executive session.

Trustee Akina I just want to ask for clarification, are we moving into executive session to conduct an evaluation?

Chair Hulu Lindsey Yes.

Trustee Akina You're saying we're not moving into executive session to talk about an evaluation and assessment, but you're saying we're going to do the evaluation and assessment in executive session?

Chair Hulu Lindsey We are going to have an evaluation and assessment of OHA's recent efforts to develop Hakuone, Kaka'ako Makai, Honolulu, HI like it is on the agenda.

Trustee Akina I would like to ask if administration feels that we have sufficient time and sufficient data before us to complete a full and proper evaluation and assessment of OHA's recent efforts to develop Hakuone as we move into executive session?

Casey Brown, COO It is hard for me to say, I am not sure how well the Trustees know the deliverables. They were offered to view them, and I think that a review of all those materials is going to be needed to understand what work has been done. I know that some of the Trustees did review deliverables. The plan for administration today, accompanied with our guests, was to basically give you, in a nutshell, all of that material to summarize what they represent. It would give you an overview of those deliverables. I don't know how well informed each Trustee feels, everybody learns at their own pace. It is hard for me to say yes or no.

Trustee Akina I am interpreting from that response that we may not have the information that we need to conduct this evaluation. First of all, I'm totally committed to the action of us, as a Board, evaluating and doing that completely. I'm just a little concerned that we're setting ourselves up to go into executive session in which we cannot accomplish this task of a full and complete evaluation. I know that I was one of the trustees that Casey referred to yesterday who came to review records and files. It was clear that administration could not provide a great deal of data or direction as to what files to look at to answer some very basic questions regarding multiple SWO's, invoices, deliverables, and so forth. In addition, not being able to produce deliverables for us to examine. If that was the case yesterday, then today nothing has changed, and so I feel very ill prepared for us to go into an executive session in order to conduct an evaluation. However, I do feel that we can go into an executive session and talk about the parameters of an evaluation criteria and so forth that are necessary to be fulfilled.

Chair Hulu Lindsey We do have Kuilei here to give their presentation on the evaluation.

Trustee Souza I agree with Trustee Akina. I am confused when I see the agenda item. It says evaluation and assessment. To be clear, we are moving forward with an assessment once we go into executive session. When I voted to ask for an assessment, I thought we were going to have an assessment which also means, do we come back to the RM committee, or do we decide how this assessment takes place? Maybe you can clear that up for us. I want to support moving into executive session, but I need to know how this is going to go.

Chair Hulu Lindsey Administration, along with Kuilei, has planned an extensive presentation for us today and it is up to us to evaluate it, and you folks may have questions for them on what they did for the last two years.

Trustee Souza During this session, we are going to clarify potential questions that we may have, it is not the actual assessment or evaluation that we asked for, right?

Chair Hulu Lindsey At the very end it may add up to being the assessment if all questions are answered.

Trustee Trask This will be the third comprehensive presentation of data and progress. We have known this for months, over sixty reports that meet the deliverables of Kuilei on file are here. I have read all of them and most of you have not. We are not going to delay it or put it on the back burners, we have an obligation to get through these. Let us move forward. Also, I had a call from an attorney that he does not want to sue us, but he now has a client who has worked with us for months, turned in a product, got compensated and is now being accused by the Trustees of stealing millions and not coming up with deliverables.

Trustee Souza I respect what Trustee Trask is saying. I understand how frustrated she is because I am just as frustrated. Are we being threatened by a lawsuit because that should be brought to us right away, and we should

talk to our attorneys on how we are going to deal with that. I just wanted that on the record. If we are being threatened with a lawsuit, then we need to address that right away.

Trustee Trask I respect the members of Kuilei, and I appreciate whatever they went through to come here today, I am just unaware that they were going to be a part of this process. Can you tell me one purpose of having Kuilei in executive session? Will they be walking us through an evaluation?

Chair Hulu Lindsey Yes, they are here to tell us what they did in the last two years since there are many questions. What else did you need?

Trustee Akina I thought we voted together that we would evaluate our process of conducting the work of developing Hakuone over the last year. I believe that at least part should be talking with each other as Trustees. I'm expressing simply that I'm surprised to hear that we will now enter a room with people that I was not told would be there, and that we are not told what the process of the evaluation is going to be. You have my total support to conduct this process, I think we need to do it. We need to ask ourselves what has been our approach, what has been our objectives? How do we measure up with that? Should we continue in the same way? It was not about evaluating Kuilei, it is about evaluating us and our process. Kuilei is definitely an important part of that, but I want to make sure that we have the comprehensive evaluation that we need to have, and I want to make sure that we're able to talk with each other, not necessarily with all of our contractors.

Chair Hulu Lindsey Trustee, first you voted for Kuilei because they were professionals and we're not. What did you expect to tell the professionals on what to do? They are there to help us and consult us. It is us to say yes or no. Intermittently, they presented many times to us, and we voted yes or no. Now, we have two new Trustees who have not been privileged to everything that you have been, and they need to be brought up to date.

Trustee Akina I am not questioning Kuilei or their competence, they have communicated very well with us. I am talking about us as Trustees; we need to talk together about what we've gone through, about how we make decisions about evaluating and how we are. We are the ones taking responsibility. Even if we hear Kuilei give their brief, that does not constitute the kind of evaluation we still need to talk about. We need to talk about how to evaluate. If it is your discretion that we have Kuilei in the executive session, I accept that because that's your authority and I will be a part of that and support it. That will not constitute the discussion we need to have as trustees in order to know that we are hearing each other and talking with each other. So, I would respect the request and you would schedule the time for that to take place as well.

Chair Hulu Lindsey It is not being done at my discretion. I'm just responding to our administration, who is responsible for Kuilei. I am in the same boat as you are, and I understand everything they have presented thus far. I'm not a developer, are you?

Trustee Akina I am not saying I am a developer; I am a Trustee with eight other Trustees. I hope at some point to conduct our evaluation where we can talk to each other heart to heart, mind to mind. If that is not going to take place, then I respectfully ask that you schedule a time that we can.

Trustee Akaka I think we can do that in this meeting, in executive session. We can always excuse Kuilei from executive session so that we can speak further on it.

Trustee Souza My name is on this because I seconded this motion. The language on this action says the assessment and evaluation and that is what we asked for, not another presentation. We have had opportunities to sit down. Last week an email came out to review files that I asked for back in January. It is a large contract, and

we should be doing our homework. This cannot happen in executive session unless we stay over night and we finish tomorrow, legislation does it. I thought we would have the opportunity to make a decision on how we were going to move forward with the assessment. We intend to spend a lot of money to develop. As an individual, I want to develop and I want to know what I am supporting, and then I will be all in 100% as long as we are maximizing the potential of our parcels and creating the most revenues for our people. We have to develop in the most effective process, we need to ask question and it will take time. This email just came out last week, I do not know if all the Trustees had time to review. Yesterday I asked for a deliverable to check if it coincides with an invoice, it was just one random deliverable, and I could not get the answer. How can we support anyone if we cannot get the right information. Then we are told, oh you don't know how to read it, it's not worth looking at. I say educate me, teach me how to read because if we don't, we won't know how to do our job.

Chair Hulu Lindsey Is it the desire of the Trustees to hear from Kuilei of their evaluation of what they have done so far?

Trustee Souza Who would like to take the time to discuss, amongst the Board, how we think an assessment should happen? I did not know that this was an actual assessment. I went and reviewed, I got all the wrong answers and I do not feel comfortable making a decision, with all due respect, that is all I am saying.

Trustee Trask This has gone on for months. If you have any questions or if you do not understand it, their entire team is here, listen and ask them. This agenda is posted, and I intend to move forward.

Trustee Souza I have a binder of work that was done or not done. I don't know the answer and that is what I am getting at. I want to support something, 100%, I want to get it done and get it done the right way.

Chair Hulu Lindsey I think I need to ask my colleagues what to do you define evaluation as? Don't forget the verbiage is from the motion we passed. We are using the same verbiage. In your opinion, what is an evaluation? I believe we have the people here that can answer all your questions. The only reason we are moving into executive session is because the material we are going to be discussing is proprietary. The only reason it is proprietary is, if it is open to the public, a developer down the line can beat us to it. We are a state agency and it takes a lot longer to develop something. Proprietary is important and now I ask Judge Klein to please share.

Robert Klein, Board Counsel If you have a reason to go into executive session to protect proprietary information from public disclosure then that is a valid reason for going into executive session.

Trustee Souza All I am saying is if we are evaluating one of our contractors based on the information that was provided to us already, then we should have the opportunity to talk about it amongst ourselves instead of having the contractors in the room and giving another presentation. I think that is how we thought an assessment and evaluation would proceed, that is how I thought it would proceed. Administration, no one is qualified to do an assessment. I look at the Board, no one is qualified to do an assessment. Could it be that we have professionals come in here to evaluate? I have no idea, but we have not had that opportunity as a Board and I think that is why we are feeling this way, Chair, that is all.

Trustee Trask Some Trustees may not feel comfortable to do assessments and evaluations, but I am not one of them. We are the one that hired them, we came up with directives for them. We are prepared, sixty reports, call for the work, we paid for it. Maybe you are not ready to evaluate, but I am.

Chair Hulu Lindsey I believe our staff is qualified to evaluate and they have evaluated according to the different statements of work that was ordered and completed. The Trustees were not satisfied listening to our administration, so we decided to bifurcate that particular item and here we are today. If we are not qualified to evaluate, why are we asking for it? Our staff evaluated them already. Do we not have trust in our staff's ability?

Trustee Souza We have trust. What I said before is we have not had the opportunity to talk as a Board and now we have to talk here and figure out what is going on with the agenda and why is it being rushed. We were never afforded the opportunity to figure out how we would assess. Maybe some thought that is a proper way to do it, have someone come and give a presentation again but my supporting that motion was not to rush it through executive session.

Trustee Akaka The executive session is so that they can answer certain questions that cannot be answered or discussed in open session.

Trustee Souza But that is not the assessment. An assessment is when you bring in the contractor and maybe ask them questions, but we did not determine if that was the terms of the assessment. I think once we determine if that is what it will be, but no one asked what we thought or cared what an assessment was.

Chair Hulu Lindsey I have online, as part of our Board, our Financial Advisor. He reports to the Board of Trustees. He has asked to speak, Sam Chung.

Sam Chung, Financial Advisor Thank you. I think the Kuilei presentation should be in executive session because of the very confidential information, numbers and data. It is not information that you want to get out to the public. The presentation is to support the OHA Board in terms of giving an overview of what they've done. I think what Trustee Akaka alluded to is once the Kuilei presents the information and gives an overview of what they feel they have done, then they could be excused. You could then continue in executive session, continue it in open session, or discuss it later on. To hear Kuilei and let them talk about what they've done to assist OHA in its evaluation and, you know, their presentation was also working in conjunction with administration as well. I think the presentation by Kuilei and administration will give a clearer idea of what they've done. It is supporting information and for Kuilei to tell you what they've done, and for the Trustees to know what the 50+ deliverables represent.

Trustee Ahuna I think some of the confusion is we are speaking of Kuilei, but I do not see their name on the agenda or executive session.

Chair Hulu Lindsey Well, I want to hear what Kuilei has to say. We have a motion to go into executive session, can I have a roll call vote.

The Board recuses into Executive Session at 2:32 p.m.

Motion to recuse into executive session pursuant to HRS Section §92-5						
	1	2	'AE (YES)	'A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE DAN AHUNA			X			
TRUSTEE KALEI AKAKA		X	X			

TRUSTEE KELI'I AKINA			X			
TRUSTEE LUANA ALAPA			X			
TRUSTEE BRICKWOOD GALUTERIA			X			
TRUSTEE KEONI SOUZA			X			
TRUSTEE MILILANI TRASK			X			
TRUSTEE JOHN WAIHE'E	X		X			
CHAIRPERSON HULU LINDSEY			X			
TOTAL VOTE COUNT			9			
MOTION: [] UNANIMOUS [X] PASSED [] DEFERRED [] FAILED						
Motion passes with a Nine (9) YES votes, and Zero (0) NO votes.						

Board returns to open session at 4:17 p.m.

Chair Hulu Lindsey Okay Trustees, I will be deferring item II and moving item III to the RM committee and have Trustee Waihee agendize at his pleasure.

Announcements

Chair Hulu Lindsey I will be moving the next BOT meeting from the 27th to the 26th next week as I have been asked to present in Maui to the WAM committee by Senator Donovan Dela Cruz.

Adjournment

Trustee Souza Moves to adjourn the meeting.

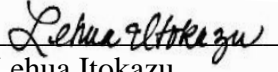
Trustee Waihe'e Seconds the motion.

Adjournment							
TRUSTEE		1	2	'AE (YES)	A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
DAN	AHUNA			X			
KALEI	AKAKA			X			
KELI'I	AKINA			X			
LUANA	ALAPA			X			
BRICKWOOD	GALUTERIA			X			
J. KEONI	SOUZA	X		X			
MILILANI	TRASK			X			
JOHN	WAIHE'E		X	X			
CHAIR CARMEN HULU	LINDSEY			X			

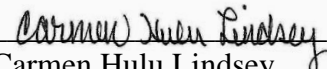
TOTAL VOTE COUNT			9			
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Chairperson Carmen Hulu Lindsey Adjourns the Board of Trustees meeting at 4:22 p.m.

Respectfully submitted,


Lehua Itokazu
Board Secretary

As approved by the Board of Trustees on February 8, 2024.


Carmen Hulu Lindsey
Chairperson, Board of Trustees