

AGRIBUSINESS DEVELOPMENT CORPORATION

Minutes of the Board of Directors Meeting held Virtually on June 15, 2022

Via Zoom Teleconference and/or In-Person at 1428 South King Street, Honolulu, 96814

Approved at ADC Board Meeting on August 17, 2022
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1 *Pursuant to section 92-3.5, Hawaii Revised Statutes, this meeting was held remotely with Board*
2 *members, Staff, Applicants, and the Public, participating via Zoom meeting venue, and an In-Person*
3 *location was available for public participation at the State of Hawaii, Department of Agriculture*
4 *(HDOA), Hale Waiolama Board Room, 1428 S. King Street, Honolulu, HI 96814.*
5

6 **Members Present, virtually:**

- 7
- 8 Frederick Lau, City & County of Honolulu, Chairperson (Chair)
- 9 Mary Alice Evans, Designated Representative, DBEDT, Ex-Officio Member (Ms. Evans)
- 10 James Gomes, Maui County Member (Mr. Gomes) – joined the meeting at 9:08 a.m.
- 11 Lloyd Haraguchi, Member-At-Large (Mr. Haraguchi)
- 12 Glenn Hong, Member-At-Large (Mr. Hong)
- 13 Lyle Tabata, Kauai County Member (Mr. Tabata)
- 14 Warren Watanabe, Member-At-Large (Mr. Watanabe)
- 15 Karen Seddon, Member-At-Large (Ms. Seddon) (joined at 9:29 a.m.)
- 16

17 **Members Excused:**

- 18
- 19 Phyllis Shimabukuro-Geiser, Chairperson, Board of Agriculture, Ex-Officio Member (Ms. Shimabukuro-
- 20 Geiser)
- 21 Kaleo Manuel, Designated Representative, DLNR, Ex-Officio Member (Mr. Manuel)
- 22

23 **Counsel Present, virtually:**

- 24
- 25 Delanie Prescott-Tate, Deputy Attorney General (Ms. Prescott-Tate)
- 26

27 **Staff Present, virtually:**

- 28
- 29 James Nakatani, Executive Director (Mr. Nakatani)
- 30 Ken Nakamoto, Project Manager (Mr. Nakamoto)
- 31 Lyle Roe, Property Manager (Mr. Roe)
- 32 Lance Tashima, Administrative Services Officer
- 33 Lynette Marushige, Executive Secretary
- 34 Jason Azus-Richardson, IT Specialist
- 35 Mr. Stephen Dalton, IT Specialist (Mr. Dalton)
- 36

37 **Guests Present, virtually:**

- 38
- 39 F. Fuchigami
- 40 “Senate Ways and Means Committee”
- 41 Mark Ladao
- 42 “Public Testimony”
- 43 Sidney Higa
- 44 “ELC Tech”
- 45

46 **Guests Present, physical location:**

- 47 None
- 48
- 49

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1 **A. Call to Order**

2

3 Chair called the meeting to order at 9:07 a.m.

4

5 **B. Roll Call**

6

7 Chair conducted roll call of the Board. Chair called the name of each board member and asked them to
8 identify their presence with a “here” or “present” and to state who if anyone is present in the room with
9 them. Chair stated that the roll call served as the roll call vote, and for each subsequent vote, the Chair
10 would ask if there were any objections. If there are no objections the motion will be approved on the same
11 basis as the initial roll call.

12

13 Roll call: Ms. Evans, Mr. Haraguchi, Mr. Hong, Mr. Gomes, Mr. Tabata, Mr. Watanabe. Acknowledged
14 attendance with no guests present. Ms. Seddon joined the meeting at 9:29 a.m.

15 Mr. Manuel and Ms. Shimabukuro-Geiser said they would be delayed

16 .

17

18 **C. Approval of Minutes**

19

20 **1. Board of Directors Meeting, April 20, 2022**

21 Motion to approve: Mr. Watanabe, Second: Mr. Glenn Hong

22 No staff comment.

23 No public comment.

24 No discussion.

25 Chair called for the vote. Minutes approved. 7/0

26

27 **2. Board of Directors Meeting, May 18, 2022**

28 Motion to approve: Mr. Tabata, Second: Mr. Gomes

29 No staff comment.

30 No public comment.

31 No discussion.

32 Chair called for the vote. Minutes approved. 7/0

33

34 **D. New Business**

35

36 **1. Request for Approval to Renew Revocable permit No. RP19-01 Issued to Helemano farms LLC**
37 **for Building M located at Whitmore village, Oahu, Tax Map Key (1) 7-1-002:009 (por)**

38

39 Motion to Approve: Mr. Gomes, Second: Mr. Tabata

40

41 Mr. Roe stood on his submittal but stated he was available for any questions.

42

43 Mr. Dalton said there was no one from the public.

44

45 Mr. Gomes asked staff how long the Whitmore food hub has been in discussion for developing a master
46 plan.

47

48 Mr. Roe responded, years. 2013.

49

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1 Mr. Gomes asked how long till it is completed. The reason he's asking is because some of the
2 properties are RPs and one of them, D-3 is for 3-year approval. The other ones are small but they are
3 RPs. He's just curious if we're waiting for a master plan to develop because they might be moving
4 somewhere else or anything like that. He would just like some clarification.
5

6 Mr. Nakamoto said the anticipated timeline is about 3 to 5 years for construction to start and be
7 completed for the first phase. The first phase includes infrastructure, power, water, sewer to built
8 capacity for these redevelopment projects. The second phase is the RFP hat ADC put out for the HPP
9 machine. They anticipate that to be in operation hopefully starting in November. A contract should be
10 signed coming in November. There's about a 3 to 5 year window for a lot of these individuals on RPs
11 and then he'll touch more on the D-3 item when we get to that.
12

13 Mr. Gomes asked if Mr. Nakamoto thinks eventually that some of the RPs could be turned over into
14 long-term rather than just an RP?
15

16 Mr. Nakamoto said it could be. In their preliminary discussions, in their outreach to the community and
17 the stakeholders in the area, they have voiced some concerns that they would want some space in the
18 redevelopment as they proceed with improving the buildings. He said he's getting ahead of himself but
19 if they saw some photos of the buildings they are in pretty bad shape. Basically, they're using the
20 buildings as parking garages and storage at this point. The buildings are in no real condition to do food
21 processing or packing which is why the redevelopment is important.
22

23 Mr. Gomes said in this RP they have buildings A and B but for this one they have building M.
24 Presently what is A and B used for.
25

26 Mr. Nakamoto responded that A and B used to be a dwelling, it used to be the old caretaker home. He
27 said they referred to it as the Magaoay home in their files but now it's part of Helemano's lease. They
28 have a 5-year lease on that area and they basically use it for storage for their Christmas tree operation,
29 for some of their equipment and as well as a dwelling. Building B is actually a dwelling, a small single
30 bedroom home.
31

32 Mr. Gomes asked if that dwelling has water and all the facilities whether it be a cesspool or a septic
33 tank.
34

35 Mr. Nakamoto responded that it's connected to County sewer lines and BWS water yes.
36

37 Chair Lau said just to point out, that is probably the very last phase to be developed he would think.
38

39 Mr. Nakamoto said as he mentioned it's a 4 to 5 phase project. Right now, they're in phases 1 and 2 as
40 he mentioned infrastructure and the HPP machine. Phase 3 and 4 which would be more of area A and
41 B, he's referencing exhibit. He said that would be potentially looking at workforce housing but that's
42 way down the road, maybe another 5 to 10 years.
43

44 Mr. Hong said Mr. Nakamoto mentioned that the structures are in pretty bad condition. He said most of
45 them have been there and have seen all the rust and everything. He asked if they have assessed the
46 structural integrity of the units so there's not a safety issue.
47

48 Mr. Nakamoto responded, for the buildings they are in now, no they have not assessed the issue. He
49 said they understand that there are some problems in some of the buildings which is why it is only used
50 for storage or parking spaces. As far as the actual integrity of the steel structures, it's poor but it's

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1 operational. The roof and everything are not the greatest but again, no, they have not done a structural
2 integrity test on each building.

3
4 Mr. Roe added that one of the things they are considering bringing this year is to have a contractor
5 evaluate some of the roof panels to make sure that they are secure enough and won't blow off in a wind
6 storm, damage adjacent properties or even just fall through and damage the tenants own equipment.

7
8 Chair Lau said he thinks that would be important. He asked if there was any other discussion. If not he
9 called for the vote. He asked if there were any objections. Hearing none, the motion was passed.

10 Approved: 7-0

11
12 **2. Request for Approval to Renew Revocable Permit No. RP16-05 Issued to Manoa Honey Company**
13 **LLC for Building BB Located at Whitmore Village, Oahu, Tax Map Key (1) 7-1-002:009 (por)**

14
15 Motion to Approve: Mr. Haraguchi, Second: Mr. Gomes

16
17 Mr. Roe said he had no presentation and stands on his written submittal.

18
19 Chair asked if there was anyone from the public. Mr. Dalton stated there was no one.

20
21 Chair asked for discussion. Hearing none he called for the vote. He asked if there were any objections.
22 Hearing none the motion was approved: 7-0

23
24 **3. Request for Approval to Issue a Lease Agreement to Ohana Hui Ventures, Inc. for Buildings K,**
25 **H, and G Located at Whitmore Village, Oahu, Tax Map Key (1) 7-1-002:004 (por)**

26
27 Motion to Approve: Mr. Tabata, Second: Mr. Gomes.

28
29 Mr. Nakamoto said he had no presentation and stands on his written submittal.

30
31 Mr. Dalton said there was no one from the public to testify.

32
33 Chair asked for Board discussion.

34
35 Mr. Hong said, in line with his earlier comment, he's wondering if we could ensure that there's a
36 provision in the lease documents that the tenant has current responsibility for assessing and determining
37 the structural integrity of the sheds and warehouses that we are leasing to them. He doesn't want
38 something to happen and then the State is liable for something. It's more of a legal question.

39
40 Chair Lau said that would be a question for Ms. Prescott-Tate.

41
42 Mr. Nakamoto said before she responds he said the buildings will be lease "as is, where is". He said so
43 they are fully aware of the condition of the property, that's why ADC is willing to offer a short-term
44 lease because they are willing to make that investment to improve some of these buildings and utilize
45 these basically vacant areas. He asked Ms. Prescott-Tate to correct him if he's wrong on the "as is,
46 where is" clause.

47
48 Ms. Prescott-Tate said, presumably the tenants know what they're getting themselves into and they are
49 required to obtain insurance. So, ADC is responsible for making sure that their tenants have habitable

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1 conditions. She said it is up to the board if it wants to make it a condition of the lease. She said the
2 board can if they want to.

3
4 Ms. Evans said she notes that Friends of Waimanalo is a partner in Ohana Ventures and they do
5 workforce development and training, working with local youth and families. She said, that's a little
6 different from storage and parking in terms of risk so she would feel more comfortable about approving
7 this lease with a condition that there is a safety assessment for the buildings, the three buildings.

8
9 Chair Lau asked if Ohana Hui is only using it for storage or are they actually having meetings.

10
11 Mr. Nakamoto responded that his understanding is that the meetings are being held in building E, where
12 the WEDG building is so that's where Mr. Roe's office is and there are other office spaces in there as
13 well. The parking garage is basically a parking garage and there may have some forklift operation in
14 the parking lot space on Saturdays. He said it's offered to all of their tenants as well as the farmers and
15 the general community but he doesn't see them having meetings in the parking garage. The other two
16 buildings, H and K are vacant. He said the homeless are using the buildings to pass through the
17 property because it's the only area they don't have a solid secure fence.

18
19 Chair Lau asked the board what they thought should be done; do they insert a clause?

20
21 Ms. Prescott-Tate said it would be up to the board or she said they could suggest that at the next meeting
22 that the premises be assessed for structural integrity. She said that can be revisited at the next meeting.
23 She said that Mr. Roe did say that a somebody will be brought in to do an assessment. But, if the board
24 wants to add it, it can be done or they can wait till Mr. Roe contacts a contractor.

25
26 Ms. Evans said she is reassured that the meetings will not take place in an unsafe location. She assumes
27 that the building Mr. Roe works out of is safe because otherwise that would be another problem. So,
28 she is reassured that it is ok to give a lease and approving a lease as early as possible to get occupancy to
29 make it less accessible to homeless in the area is actually a positive step toward controlling that issue.
30 So, she's ok for leaving it the way it is.

31
32 Mr. Nakatani said that part of what Mr. Nakamoto alluded to is the reason why we're issuing a lease, so
33 they can make improvements to the structure. He said as far as the integrity of the frame, it's solid. The
34 question is the integrity of the roof and that's what they are aware of and he thinks that's one of the
35 things that, speaking to them, that they want to repair. He said that's the reason why they are being
36 given a lease versus just an RP, they want to make improvements.

37
38 Mr. Gomes has a question about the homeless. He said not knowing where the property is or what it
39 looks like he is concerned about a fire hazard with the homeless; can anything be burnt besides the
40 building. He asks if there is a lot of forage out there that's very dry. He agrees that they want people on
41 there so they can curtail these homeless people by getting someone on the premise. He's just curious if
42 during the interim, can there be the possibility of a fire hazard due to dry grass around it. He doesn't
43 know.

44
45 Mr. Nakatani responded saying that one of the buildings is on the edge of the property that has grass
46 around it. It's not a fire hazard to the main structure. They want to clean that area, the grass around the
47 area to improve it. So, with them coming in, it's much of an improvement to mitigate fire and the
48 homeless. So, it's a real plus for them to come in and take care of it. Just somebody being there to keep
49 out the mischievous people is a plus, there's no real fire hazard as far as the buildings burning down.
50 The structures and garage are made out of steel so he thinks they're good.

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Mr. Gomes said thank you and he agrees.

Chair Lau asked if there was any other discussion. Seeing none, he called for the vote. He asked if there were any objections. Seeing none, the motion is carried..

Approved 7-0.

4. Request for Approval to Issue a Non-exclusive License to Pohaku O’Kauai Materials, LLC for Sand Removal Adjacent to Fields 221, 222, and 322 in Kekaha, Kauai, Tax Map Key (4) 1-2-001:002 (por)

Motion to Approved: Mr. Tabata, Second: Mr. Gomes.

Mr. Roe said as Chair alluded to, there is a difference in the TMK number between the agenda and the subject header for this. The correct TMK is (4) 1-2-002:001. Otherwise he stands on his submittal.

Mr. Dalton said there was no one from the public.

Mr. Gomes asked staff if requester has cured their default on their lease payment.

Mr. Roe said he would have to check but he didn’t recall that they were in arrears.

Mr. Gomes asked if we are comfortable with the appraised value of what we are getting.

Mr. Roe said that the appraised value is based on a 2020 appraisal that came in at \$39.41/cubic yard as an upper limit. That was for an exclusive license at the bird sanctuary for a lesser grade of sand. This is a non-exclusive. It’s an increase from what they suggested they were willing to pay. So, we don’t really have an appraisal for this site but if you read the terms in there, one of the things we will be doing is conducting our own appraisal for the specific terms before year two.

Mr. Gomes said he understands it’s not as high quality sand, there is some definite processing they need to do to use it.

Mr. Roe said it’s not so much additional processing as it is they can’t use it for certain things like concrete, he doesn’t think. And if they do, they probably sell it at a reduced rate. Sorry, they can sell it for concrete they can’t sell it for beach reclamation.

Mr. Gomes asked if they’re going to be required for a conservation plan?

Mr. Roe said yes and there is an NPDES application in the works as well.

Mr. Gomes said appreciate it, thank you.

Chair Lau if there was any other discussion. There were none.

Chair called for the vote. He asked if there were any objections. Seeing none, the motion carried.

Approved 7-0

(Ms. Seddon joined meeting at 9:29 a.m.)

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5. Election of Officers to the Board of Directors for Term July 1, 2022 – June 30, 2023

Chair stated that according to Article 3, Section 2 of the ADC By-laws the position of Chairperson and Vice-Chairperson shall be elected by the board of directors from among its members provided that neither of them shall be an ex-officio member. The election shall be held on the last regular meeting held prior to July 1st of each year. And the offices elected at each regular election shall take office on the 1st day of July following their election. The duties of the officers are set forth in Article 3 Section 5 of the ADC Bylaws which explains that the chairperson shall preside at all meetings of the Corporation. At the meetings the chairperson shall submit any information and recommendations the chairperson may deem proper concerning the policies and other affairs of the Corporation. In the absence or disability of the chairperson, the vice chairperson shall perform the duties of the chairperson and such other duties as may be assigned by the Board of Directors.

Chair Lau said he'd like to open the nominations for chairperson from the floor.

Mr. Hong nominates Fred Lau to serve another year as chairperson of ADC.

Mr. Watanabe seconded the motion.

Chair Lau said he didn't think a second is necessary.

Mr. Haraguchi moved that the nominations be closed.

Chair Lau said hearing no further nominations are there any objections to closing the nominations. Hearing none, the nominations for chairperson was closed. All those in favor say aye. 8-ayes.

Chair Lau opened the nomination for vice-chair.

Mr. Gomes asked who is the vice-chair now?

Chair Lau responded Warren Watanabe.

Mr. Haraguchi said he nominates Mr. Watanabe for vice-chair.

Chair Lau asked if there were any other nominations?

Mr. Hong moved that the nominations be closed for vice-chair of ADC.

Chair Lau said ok, the nominations are closed. He asked that all those in favor say aye. 8-ayes. Mr. Watanabe is elected as the Vice-Chairperson of ADC.

E. Old Business

1. Annual Performance Evaluation of the Executive Director

Mr. Watanabe reported that he and Mr. Haraguchi interviewed Mr. Nakatani. He said Mr. Hong who was appointed to sit on the committee decided to step down citing his short-term on the Board. He discussed the situation with Chair Lau.

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1 Chair Lau asked member Karen Seddon to sit on the committee and she agreed. So now there are 3-
2 people on the committee and they hope to complete the evaluation soon.

3
4 Mr. Watanabe said the interview with Mr. Nakatani went well. They will conduct other interviews so
5 he will schedule those with Mr. Haraguchi and Ms. Seddon and with the people they want to interview
6 and they'll move forward from there. He said he hopes to have this completed as soon as possible. He
7 apologizes for the delay. They will report back to the board on their findings.
8

9 **F. Executive Director's Update**

10
11 Mr. Nakatani said there hasn't been too many things happening. They are waiting for the budget for FY
12 July 1st to come out and for bills to be passed. They are preparing for some of the legislation like Lake
13 Wilson. For West Kauai, for the landfill, ADC received a letter from Kauai County saying they want to
14 possibly look at citing the next landfill somewhere in Kekaha. He thinks that's something that KAA
15 and Mr. Roe and the Board should be talking with the Mayor about. But he thinks that might be a great
16 compromise. He thinks it's better for ADC that the site is in Kekaha than in Lihue. The other issue is
17 the HPP machine. The RFP went out on June 2. So far, no one has gone to the site visit with Mr.
18 Nakamoto but that doesn't mean that they don't have any perspective bidders. They are waiting for the
19 deadline.
20

21 Chair Lau asked Mr. Tabata if he could speak on the landfill. He asked if that's a good thing for ADC.

22
23 Mr. Tabata stated that when he was in Public Works for the County of Kauai under the previous
24 administration as Mr. Nakatani noted, they tried to site the landfill on ADC land at Kalepa. It was
25 within the 3.5 mile radius that FAA restricts new landfills. Coincidentally, the landfills on Maui and the
26 Big Island are within that radius. But, this is a new landfill so they have the new restriction. Originally
27 when they did the original siting study location on ADC land in Kekaha was one of the criteria used to
28 possibly site. It was responded to negatively received so they moved away from that. He has some
29 questions on the location. PMRF has their airfield there and he's not sure that there are any FAA
30 jurisdictional responsibilities but there are questions that he has. He saw what Mr. Nakatani sent out
31 and waited for this meeting to find out who he works with to schedule meetings with the County.
32

33 Chair Lau asked if they will be impacting the roadways and the bridges or anything else that accesses
34 Kekaha?
35

36 Mr. Tabata responded the preliminary map he saw shows access to the site is further down, adjacent to
37 PMRF. He believes it's close to the location where the sand mining operation that was just issued a
38 license. He said its further down the road, so its farther away from where the landfill is presently in
39 operation. He doesn't know if they were planning to move facilities but they would need to fix
40 roadways to access and he's not sure there are bridges to be crossed to get to this location.
41

42 Chair Lau said if it's the bridges he saw, they are old.

43
44 Mr. Nakatani said he sent the letter to KAA, Mr. Uyehara and their group and so he will have the parties
45 with the Mayor to speak with all the interested parties in Kekaha and they'll take it from there. They
46 will include Mr. Tabata in the meetings so he can be part of the discussion.
47

48 Chair Lau thanked Mr. Tabata.
49

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1 Mr. Gomes asked if the bridges they spoke of were part of the plantation era and if the landfill is a
2 public landfill?

3
4 Mr. Nakatani responded yes.

5
6 Mr. Gomes said will they fix the bridges, are they safe to cross.

7
8 Mr. Tabata said he doesn't think those bridges were built to State and County standards. Although they
9 did carry substantial loads, the cane haulers but that is almost 25-years ago.

10
11 Mr. Nakatani said that those are the kinds of questions they need to work out with the County. They
12 had similar issues with Grove Farm. This is preliminary and it can change. He said he thought that they
13 were 90% sure on the Kalepa site. He said the present landfill has community benefits so for KAA and
14 the people there, make sure they get some community benefits if the landfill goes there. And the
15 process will probably be from, the landfill will go from DLNR to the County, ADC won't be
16 responsible for the landfill.

17
18 Mr. Gomes said he had one more question not pertaining to the landfill. He said a few days ago in the
19 news there was a sovereignty group in Kunia Ag land. He asked if the land was related to ADC?

20
21 Mr. Nakatani said he didn't believe so.

22
23 **G. Adjourn**

24
25 Chair asked if there was any other discussion. Seeing none he asked for a motion to adjourn.

26
27 Motion: Mr. Gomes, Second: Mr. Watanabe

28
29 Mr. Nakatani said before they adjourn, on behalf of the staff, he thanked Mr. Gomes for participating on the
30 Board. He said Mr. Gomes asked a lot of interesting questions and he hopes that he will continue to ask
31 those questions when he goes to the Board of Agriculture.

32
33 Mr. Gomes thanked the group and said it was educational for him and he's humbled by it.

34
35 Chair Lau did not realize it was Mr. Gomes last meeting and said they had a lot of interesting discussion on
36 cattle and feed and he looks forward to futures discussions.

37 He then asked for discussion on adjourning. Hearing none he called for the vote.

38 Approved: Vote 8/0
39

40 Meeting adjourned at 9:47 a.m.
41

42 Respectfully Submitted,

43
44 *Lynette Marushige*

45
46 Lynette Marushige
47 Secretary
48