

AGRIBUSINESS DEVELOPMENT CORPORATION

Minutes of the Board of Directors Meeting held on October 3, 2023

Via Zoom Teleconference and/or In-Person at 235 S. Beretania St., Rm. 204, Honolulu, HI 96813

Pursuant to section 92-3.7, Hawaii Revised Statutes (HRS), this meeting was held remotely with Board members, Staff, and the Public participating via Zoom meeting venue, and an In-Person meeting location available for public participation at the State of Hawaii, Leiopapa A Kamehameha, State Office Tower Building, 235 S. Beretania St., Room 204, Honolulu, HI 96813.

Members in attendance:

Warren Watanabe, Chair (Chair)

Glenn Hong, member-at-large (Mr. Hong)

Sharon Hurd, ex officio member of HDOA (Ms. Hurd)

Jason Okuhama, member-at-large (Mr. Okuhama)

Karen Seddon, member-at-large (Ms. Seddon) entered the meeting at 4:15 P.M.

Lyle Tabata, Kauai County Member (Mr. Tabata)

Russell Tsuji, designee for ex officio member of DLNR Dawn Chang (Mr. Tsuji)

Jayson Watts, Maui County Member (Mr. Watts)

Dane Wicker, designee for ex officio member of DBEDT James Tokioka (Mr. Wicker) entered the meeting at 4:15 P.M.

Members excused:

None

Counsel Present:

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

Staff Present:

Wendy Gady, Executive Director (Ms. Gady)

Mark Takemoto, Executive Assistant

Ken Nakamoto, Project Manager, Teams operator (Mr. Nakamoto)

Lyle Roe, Property Manager

Guests Present:

18087728178

ADC Guest

Beth Amaro, KIUC

Chunk KB

Janet

LM

M

Thomas Heaton

Trisha Yamato

Ford Fuchigami

Yamamotoej

1 call-in listener

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Call to Order:

Chair started the meeting by welcoming everyone to the Special Meeting of the Board of Directors of the Agribusiness Development Corporation and noted that prior to calling the meeting to order, Mr. Nakamoto would explain how the public can participate in this hybrid meeting, which could be accessed by video conference, telephone, or in-person.

Mr. Nakamoto provided information on how to participate in this hybrid-meeting.

Chair reminded testifiers that there was a two-minute limit of testimony per agenda item.

Chair called the meeting to order at 4:09 P.M.

Roll Call:

Chair conducted a roll call of the Board Members present and asked that when their name was called, to please indicate their presence with a “here” or “present” and state who, if anyone over the age of eighteen was present in the room. Chair called the names of the Board Members:

1. Chair responded he was here and alone.
2. Mr. Hong responded he was here and alone.
3. Ms. Hurd responded she was here and alone.
4. Mr. Okuhama responded he was here and alone.
5. Ms. Seddon was not present (Ms. Seddon entered the executive session at 4:15 P.M.)
6. Mr. Tabata responded he was here and alone.
7. Mr. Tsuji responded he was present and alone.
8. Mr. Watts responded he was present and alone.
9. Mr. Wicker was not present. (Mr. Wicker entered the executive session at 4:15 P.M.)

Chair noted that a quorum of seven members was present and preceded on to new business agenda item 1.

C-1. Executive Session to be held pursuant to HRS section 92-4, and HRS section 92-5(a)(2) to discuss personnel matters, and HRS section 92-5(a)(4), to consult with the board’s attorney regarding OIP S APPEAL 24-02

Chair stated that HRS section 92-4, allows the board to hold an executive meeting closed to the public. Pursuant to HRS section 92-4(a), the Board will be discussing OIP S APPEAL 24-02, which involved a personnel matter. HRS section 92-5(a)(2) allows a board to hold a meeting closed to the public to consider hiring decisions where consideration of matters affecting privacy will be involved. HRS section 92-5(a)(4), also allows a board to hold a meeting closed to the public for purposes of consulting with the Board’s attorney. The Board will be consulting with its attorney regarding OIP S APPEAL 24-02.

Chair asked if there was any public testimony before going into executive session. There was none.

Chair called for a motion to go into executive session.

Motion by Ms. Hurd; Second by Mr. Okuhama.

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Chair asked if there was any staff presentation. There was none.

Chair asked if there was any Board discussion. There was none.

Chair conducted a roll call vote on the motion to enter executive session:

Chair voted aye.

Mr. Hong voted aye.

Ms. Hurd voted aye.

Mr. Okuhama voted aye.

Ms. Seddon – not present.

Mr. Tabata voted aye.

Russell Tsuji voted yes.

Jayson Watts voted yes.

Dane Wicker – not present.

Following the roll call vote Chair stated OK, the motion is . . .

Mr. Tsuji interjected saying Mr. Wicker was trying to get on. I think he's going to just join us in the executive session.

Mr. Nakamoto said Mr. Wicker was having trouble logging onto the ZOOM link and he asked Mr. Wicker to join the executive session and he's in there waiting in the executive session right now. So when you guys log out and go into Teams for the executive session he's there waiting.

Chair stated that the motion to enter executive session was approved on a 7-0 vote. The public meeting is in recess, subject to reconvening at the conclusion of the Executive Session.

The Board exited the public meeting at 4:14 P.M

BACK ON THE PUBLIC RECORD

Mr. Wicker was still having trouble logging into the ZOOM link. He was eventually successful in logging in via telephone. For the remainder of the public session Mr. Wicker attended the meeting via audio, without video.

Chair called the public meeting back to order at 5:22 P.M.

Chair stated pursuant to Act 19 of the 2023 Legislative Session, I will briefly summarize what happened in executive session regarding New Business Item C-1. The Board discussed Sunshine Law Complaint S APPEAL 24-02 involving a personnel matter with the Board's attorney. This was a discussion with no action taken.

Chair continued onto Agenda Item 2 regarding the discussion and action regarding Motion for Ratification of the Selection of Wendy L. Gady as Executive Director of the State of Hawaii, Agribusiness Development Corporation

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Chair called for a Motion for Ratification of the Selection of Wendy L. Gady as Executive Director of the State of Hawaii, Agribusiness Development Corporation?

Motion to Approve by Mr. Tabata; Second by Mr. Hong.

Chair asked if there was any staff presentation. There was none

Chair asked, for those members who were not present at the August 8, 2023 board meeting, have you sufficiently reviewed the materials provided that will enable you to make an informed decision?

Chair called on Ms. Seddon who responded yes.

Chair called on Mr. Tsuji who said I reviewed the materials, but I was going to ask Chair if we are going to have discussion on this motion first before the vote.

Ms. Prescott-Tate said the discussion will occur after we go through the roll call.

Mr. Tsuji said, no I mean discussion prior to the vote on the motion.

Ms. Prescott-Tate said yes, after we do the roll call. Yes.

Chair asked for Mr. Tsuji's response to the question.

Mr. Tsuji said I reviewed the materials. Yes.

Chair asked and you're prepared to make an informed decision?

Mr. Tsuji said I can. I was not present during the interviews but other than that, I can.

Chair asked those members who were present at the August 8, 2023 board meeting, if they recall the events of August 8th or have sufficiently reviewed the materials provided to refresh their recollection and enable them to make an informed decision? Chair called the names of the Board Members who were present at the August 8th board meeting:

Chair responded aye.

Mr. Hong responded yes.

Mr. Tsuji interrupted and asked are we going to have a discussion Chair?

Chair responded, after this vote.

Mr. Tsuji asked, on the motion? We're supposed to have discussion first before we vote on the motion.

Chair responded correct; that's the process we are following.

Mr. Tsuji said, normally discussion is had before the vote. Discussion on the motion.

Mr. Hong said we are not voting on the motion yet.

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Ms. Prescott-Tate said we are confirming that everyone has read the materials.

Chair responded yes, then continued with the roll call:

Ms. Hurd responded yes.

Mr. Okuhama responded yes.

Mr. Tabata responded yes.

Mr. Watts responded yes.

Mr. Wicker responded yes.

Mr. Nakamoto noted that Mr. Wicker had joined the meeting via telephone.

Chair verified that 9 board members are prepared to vote on Agenda Item C-2.

Chair asked if there was anyone from the public who wishes to give testimony? There was none.

Chair asked for Board discussion and called on Mr. Tsuji.

Mr. Tsuji said, like I stated in executive session, and I will state it here, I think, being that we have been informed that OIP will be rendering a decision as soon as tomorrow, on what happened and what their opinion about, and apparently told that they are going to find a violation of August 8th, what transpired at the August 8th, 2023 meeting, I ask that either number one, we consult with OIP to talk about that meeting to find out exactly what was the problem and how to resolve that matter, or secondly just wait for the decision and then review it, and perhaps then invite OIP to come talk to the Board, whether it's at an open meeting or executive session; probably should be done at an open meeting.

Chair thanked Mr. Tsuji and called on Mr. Watts.

Mr. Watts echoed the comments of the previous speaker and said he was conflicted here with the discussion that occurred and if a legal opinion was forthcoming I would like to work with OIP to address that correctly, but if it's the will of this board to keep moving forward, I will not support that and will be voting no.

Chair called on Ms. Hurd.

Ms. Hurd stated the motion we are discussing right now is Item 2, to ratify the vote of Ms. Gady and we all just voted that we understand and are prepared to take the vote. So I think we should move on that, and that's my opinion.

Chair asked if there was any other board discussion.

Mr. Wicker stated that he would also like to acknowledge that OIP is going to provide a response regarding our August 8th meeting, and it would be prudent to wait for their response to see if there was any violation. If not we can move forward at our next regular meeting. And if there was a violation for them to provide guidance on how to correct that so we can properly have an ED in place. Just a comment.

Chair asked if there was any other discussion and called on Ms. Hurd.

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Ms. Hurd stated, again the motion today is to ratify, and OIP said that we were kind of held in violation I think is the right word, because the previous agenda showed that we would confirm the vote, and we did not, we chose to just say that the vote stands, so I think maybe for this agenda item, we should follow the agenda, do what we said we were going to do and then OIP is going to come out with their opinion. We should just follow the agenda.

Chair asked if there was any further discussion. Hearing none, Chair called for a roll call vote.

Ms. Prescott-Tate asked if Chair wanted to address Mr. Tsuji, Mr. Wicker, and Mr. Watt's request to wait until OIP's decision comes out and ask for guidance.

Chair asked Mr. Tsuji if he wanted his remarks addressed.

Mr. Tsuji said he was just explaining why he would not be voting in favor of the current motion to ratify the prior August 8th decision because OIP has already indicated that they found a violation even if they didn't specify what exactly it was, but they would be coming out with a decision.

Ms. Prescott-Tate interjected that she just didn't want you three to feel you were ignored.

Mr. Tsuji said he didn't know if Mr. Wicker or Mr. Watts had something to say.

Mr. Wicker said the AG made it pretty clear what a motion could be, to wait until what is one more day, twenty-four hours, for OIP and to be clear what the violation is, and the guidance to correct it, and if no violation then it is status quo. And if there is a violation, hopefully we can fix that and address that at the next regular board meeting, which is this month.

Ms. Prescott-Tate asked if the Board was ready to take the vote.

Chair stated, to be clear, there is no motion to delay the ratification until after OIP issues its opinion. Chair asked if everyone was ready to take the vote.

Ms. Prescott-Tate reminded the Board that they were voting on was a Motion for Ratification of the Selection of Wendy Gady as Executive Director of the State of Hawaii, Agribusiness Development Corporation?

Chair asked if everyone understood the motion. Hearing no response, Chair continued with the roll call vote:

Chair voted aye.

Mr. Hong voted aye for the unanimous confirmation selection of the executive director during the August 8th executive session.

Ms. Hurd voted aye.

Mr. Okuhama voted aye.

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Ms. Seddon voted aye.

Mr. Tabata voted aye.

Mr. Tsuji voted no.

Mr. Watts voted no.

Mr. Wicker asked for a point of clarification. Is it consistent with the previous board member said unanimous but we did a roll call vote on August 8th I'm sorry a paper ballot vote. We are voting to ratify Ms. Gady, not unanimous right?

Ms. Prescott-Tate responded to ratify Ms. Gady.

Chair said that's correct.

Mr. Wicker voted aye.

Chair stated the motion was approved on a vote of 7-2.

Having no further business before the Board may I have a Motion to Adjourn?

Motion by Mr. Tabata; Second by Mr. Okuhama.

Chair asked if there was any board discussion.

Mr. Watts said as I understand it OIP may come out with a ruling as soon as tomorrow?

Chair responded that is the understanding.

Mr. Watts asked will that immediately be made available to all board members?

Ms. Prescott-Tate said when the opinion comes out you will be informed.

Chair asked if there was any other discussion. Hearing none, Chair called for the vote. Hearing no objections the motion was approved. Vote: 9-0.

The meeting was adjourned at 5:36 P.M.