

AGRIBUSINESS DEVELOPMENT CORPORATION

Minutes of the Board of Directors Meeting held in-person on June 20, 2024
At Entrepreneurs Sandbox, 543 Ilalo St., Honolulu, HI 96813

Pursuant to section 92-3, Hawaii Revised Statutes (HRS), this meeting was held with Board members, Staff, Applicants, and the Public participating at an In-Person meeting location at the Entrepreneurs Sandbox, 543 Ilalo St., Honolulu, HI 96813.

Members Present:

Warren Watanabe, Member-At-Large, Chair (Chair)
Jesse Cooke, City and County of Honolulu Member (Mr. Cooke)
Mary Alice Evans, Designee for DBEDT, Ex-Officio Member James Tokioka (Ms. Evans)
Glenn Hong, Member-At-Large (Mr. Hong)
Sharon Hurd, HBOA, Ex-Officio Member (Ms. Hurd)
Ryan Kanaka'ole, Designee for DLNR, Ex-Officio Member Ms. Dawn Chang (Mr. Kanaka'ole)
Jason Okuhama, Member-At-Large (Mr. Okuhama)
Karen Seddon, Member-AT-Large (Ms. Seddon)
Lyle Tabata, Kauai County Member (Mr. Tabata)
Jayson Watts, Maui County Member (Mr. Watts)

Members Excused: None.

Counsel Present:

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

Staff Present:

Wendy L. Gady, Executive Director (Ms. Gady)
Mark Takemoto, Sr. Executive Assistant
Ken Nakamoto, Project Manager
Lyle Roe, Asset Manager (Mr. Roe)
Roger Clemente, Property Manager
Frankie Empeno Contract Manager
Ingrid Hisatake, Executive Secretary

Guests Present:

Nathan Trump, Hawaii County Member effective July 1, 2024
Carlotta Amerino, Office of Information Practices
Claudelle Bayawa, ADC Intern from McKinley High School
Adleigh Bumanglag, ADC Intern from McKinley High School
Janet Kelley, President of Mana Means, Inc. (Ms. Kelley)
Seta Malufau, Office of Sen. DeCoite
Camille Masutomi, HDOE
Ryan Roylo, Deputy Attorney General
Amanda Shaw, Oahu Agriculture & Conservation Assoc.
Jadine Urasaki, HDOE

AGRIBUSINESS DEVELOPMENT CORPORATION

Minutes of the Board of Directors Meeting held in-person on June 20, 2024
At Entrepreneurs Sandbox, 543 Ilalo St., Honolulu, HI 96813

A. Call to Order

Chair called the meeting to order at 9:03 A.M.

Chair conducted a roll call of the Board. Chair called the name of each Board member and asked them to acknowledge their presence. Chair stated that the roll call served as a roll call vote, and for each subsequent vote, he would ask if there were any objections or abstentions. If there were no objections or abstentions the motion would be approved on the same basis as the roll call.

Roll call: Chair, Mr. Cooke, Ms. Evans, Mr. Hong, Ms. Hurd, Mr. Kanaka'ole, Mr. Okuhama, Ms. Seddon, Mr. Tabata, and Mr. Watts acknowledged their presence.

B. Approval of Minutes

1. Executive Session Minutes, March 21, 2024

Chair called for a motion to approve the March 21, 2024 executive session minutes.

Motion to approve: Mr. Tabata; Second: Mr. Okuhama.

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

Chair asked if anyone for the public wished to give testimony. There was none.

Chair asked for Board discussion. There was none.

Chair called for the vote. Hearing no objections or abstentions, the motion to approve the March 21, 2024, executive session minutes was approved: 10-0.

2. Regular Session Minutes, April 18, 2024

Chair called for a motion to approve the April 18, 2024 regular session minutes.

Motion to approve: Mr. Cooke; Second: Mr. Tabata.

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

Chair asked if anyone for the public wished to give testimony. There was none.

Chair asked for Board discussion.

Mr. Watts and Mr. Hong noted that they would abstain from voting as they were not present for the April 18, 2024 regular session meeting. Mr. Watts asked that the minutes be amended because his name was listed as attending and as being absent.

Ms. Waihee-Polk stated that the minutes would need to be amended.

Mr. Cooke withdrew his motion to approve; Mr. Tabata withdrew his second.

AGRIBUSINESS DEVELOPMENT CORPORATION

Minutes of the Board of Directors Meeting held in-person on June 20, 2024

At Entrepreneurs Sandbox, 543 Ilalo St., Honolulu, HI 96813

Chair called for a motion to amend the April 18, 2024 regular session minutes to strike Mr. Watts name as an attendee.

Motion to amend: Mr. Cooke; Second: Mr. Kanaka'ole.

Chair conducted a roll call vote:

	<u>Aye</u>	<u>No</u>	<u>Abstain</u>
Chair:	X		
Mr. Cooke:	X		
Ms. Evans:	X		
Mr. Hong:			X
Ms. Hurd:	X		
Mr. Kanaka'ole:	X		
Mr. Okuhama:	X		
Ms. Seddon:	X		
Mr. Tabata:	X		
Mr. Watts:			X

Motion approved: 8-2.

Chair called for a motion to approve the April 18, 2024 regular session minutes as amended.

Motion to approve as amended: Mr. Tabata; Second: Ms. Hurd.

Chair conducted a roll call vote:

	<u>Aye</u>	<u>No</u>	<u>Abstain</u>
Chair:	X		
Mr. Cooke:	X		
Ms. Evans:	X		
Mr. Hong:			X
Ms. Hurd:	X		
Mr. Kanaka'ole:	X		
Mr. Okuhama:	X		
Ms. Seddon:	X		
Mr. Tabata:	X		
Mr. Watts:			X

Motion approved: 8-2.

3. Regular Session Minutes, May 16, 2024

Chair deferred this agenda item until the next meeting as the minutes were not ready for review.

AGRIBUSINESS DEVELOPMENT CORPORATION

Minutes of the Board of Directors Meeting held in-person on June 20, 2024

At Entrepreneurs Sandbox, 543 Ilalo St., Honolulu, HI 96813

C. Chairperson's Report

Chair submitted a written report, which was part of the Board packet. Chair noted this was his last board meeting. Chair commended the board and staff for their tremendous work. With the new executive director he believed he was leaving the board in good hands. Chair suggested that ADC continue to expand across the State. ADC is supposed to be a Statewide organization and that is a mandate the Board and staff need to carry out. Chair would like to see the Board create partnerships to work on invasive species. Once a pest becomes established it is an ongoing cost to the farmers and ranchers. Chair referred the Board to his written report thanking them for their dedication to Hawaii agriculture.

D. Committee Reports

1. None.

E. Action Items

- 1. Introduction of ADC's new public relations contractor, Mana Means Incorporated; Presentation and board input regarding new ADC logo designs**

Chair called on Ms. Kelley, President of Mana Means, Inc. to provide the presentation.

Ms. Kelley introduced herself and stated that Mana Means has been in business since 1992 and she has worked with a number of State of Hawaii departments. They have a staff of seven with an office on Bishop Street. They will be doing things like drafting a new newsletter and updating the ADC website. They do press releases and just helped clarify the Kauai fire media coverage. They also do graphic design and that's where the logo comes in. Ms. Kelley provided examples of several designs and asked the Board to provide feedback on the designs and color, format, font, do you want the entire name or just initials; things like that. Think about it and let Ms. Gady know.

Chair asked if anyone for the public wished to give testimony. There was none.

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

Ms. Kelley thanked the Board and stated she was looking forward to working with them.

- 2. Request for approval by way of Board Resolution, to authorize the Executive Director to submit, respond to, bind, and oversee the Agribusiness Development Corporation's application for federal grants when such authority is required as part of the federal grant application process**

Chair called for a motion to approve.

Motion to approve: Ms. Evans; Second: Mr. Hong.

Chair asked if there was any presentation from staff.

AGRIBUSINESS DEVELOPMENT CORPORATION

Minutes of the Board of Directors Meeting held in-person on June 20, 2024

At Entrepreneurs Sandbox, 543 Ilalo St., Honolulu, HI 96813

Mr. Roe stated that a copy of the resolution was included in the Board packet. ADC applied for its first federal grant, which was for \$19.7 million for bridge repair in Kekaha. Because of the timeline of the grant application process, the executive director had to sign a letter of authorization. Staff is seeking ratification from the Board to authorize the Executive Director to pursue the grant retroactive to May 16, 2024, and to authorize the Executive Director to pursue federal grants in the future.

Mr. Hong asked for an explanation of the purpose of the grant. Was it from the Pacific Missile Range Facility (PMRF) or the federal government?

Mr. Roe stated it's a federal grant to bring the bridges in Kekaha up to code and make sure they are structurally sound.

Ms. Gady explained it was to address flooding and sea level rise. The grant is for \$19.7 million with no matching requirement.

Mr. Roe continued that the authority to bind ADC will expire in 2028 and allows the Executive Director to seek other grants, where the grant requires the person signing the grant application to sign on behalf of the corporation.

Mr. Watts asked that the Board be updated whenever the Executive Director submits a grant application on behalf of ADC.

Ms. Gady responded that she would include any future grant applications in her weekly report.

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

Chair asked if there was any further Board discussion.

Ms. Hurd congratulated staff for being able to submit the grant application in such a short amount of time.

Chair asked if there were any more questions. There were none.

Chair called for the vote. Hearing no objections or abstentions the motion was approved: 10-0.

3. Request for approval to delegate authority to the Executive Director to enter into negotiations with the Hawaii Department of Education regarding LE-K1201, Kekaha, Kauai

Chair stated that this agenda item will be moved to the end of the agenda so the matter can be discussed in an executive meeting closed to the public pursuant to section 92-4, HRS, to allow the Board to consult with the Board's attorney on questions and issues pertaining to the Board's powers, duties, privileges, immunities, and liabilities as provided by section 92-5(a)(4), HRS.

AGRIBUSINESS DEVELOPMENT CORPORATION

Minutes of the Board of Directors Meeting held in-person on June 20, 2024

At Entrepreneurs Sandbox, 543 Ilalo St., Honolulu, HI 96813

- 4. Presentation of the draft annual performance review of the Executive Director by the permitted interaction group established on March 21, 2024 for the purpose of conducting the annual performance review of the executive director, continued from May 16, 2024**

Chair stated that this item will be deferred to the next meeting because the permitted interaction group needs more time to finish their report.

- 5. Election of the Chairperson and Vice-Chairperson of the Board of Directors of the Agribusiness Development Corporation for a one-year term, July 1, 2024 to June 30, 2025**

Chair stated that the Board of Directors of the Agribusiness Development Corporation has two officers: the Chairperson and Vice-Chairperson. According to Article 3, Section 2 of the ADC By-Laws, the positions 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 officers elected at each regular election shall take office on the first day of July following their election. The duties of the officers are set forth in Article 3, Section 5 of the ADC By-Laws, 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. Members of the Board who qualify to hold office are Mr. Cooke, Mr. Hong, Mr. Okuhama, Ms. Seddon, Mr. Tabata, and Mr. Watts.

Chair opened nominations for chairperson from the floor.

Mr. Okuhama nominated Mr. Tabata for chairperson of the ADC Board.

Chair asked if there were any further nominations. There were none.

Chair asked if there were any objections to closing the nominations. There were none. Nominations were closed.

Chair proposed that the vote be taken by voice vote. Chair asked if there were any objections to a voice vote. There was none.

Chair called for the vote, asking all those in favor of Mr. Tabata for chairperson to say aye. Chair, Mr. Cooke, Ms. Evans, Mr. Hong, Ms. Hurd, Mr. Kanaka'ole, Mr. Okuhama, Ms. Seddon, Mr. Tabata, and Mr. Watts voted aye. Chair called for those opposed to say no. There was none.

Chair announced that the ayes have it and Mr. Tabata was elected chair.

Chair opened nominations for vice-chairperson from the floor.

AGRIBUSINESS DEVELOPMENT CORPORATION

Minutes of the Board of Directors Meeting held in-person on June 20, 2024
At Entrepreneurs Sandbox, 543 Ilalo St., Honolulu, HI 96813

Mr. Cooke nominated Mr. Okuhama for vice-chairperson of the ADC Board.

Chair asked if there were any further nominations. There were none.

Chair asked if there were any objections to closing the nominations. There were none. Nominations were closed.

Chair proposed that the vote be taken by voice vote. Chair asked if there were any objections to a voice vote. There was none.

Chair called for the vote, asking all those in favor of Mr. Okuhama for vice-chairperson to say aye. Chair, Mr. Cooke, Ms. Evans, Mr. Hong, Ms. Hurd, Mr. Kanaka'ole, Mr. Okuhama, Ms. Seddon, Mr. Tabata, and Mr. Watts voted aye. Chair asked for those opposed to say no. There was none.

Chair announced that the ayes have it and Mr. Okuhama was elected vice-chair.

Chair congratulated Chair-elect Tabata and Vice-Chair-elect Okuhama.

F. Informational Items

1. Executive Director's Report regarding prior weekly reports to the board, and ADC interest in establishing subsidiaries

Chair stated that the following item was for informational purposes only, so there will be no motion or vote needed, and called on Ms. Gady to give her reports.

Ms. Gady thanked the Hawaii Technology Development Corporation for hosting ADC's in-person meeting at the Entrepreneurs Sandbox. Ms. Gady introduced members of the ADC staff that were present at the meeting. Ms. Gady informed the Board that she was looking into possibly forming a subsidiary or non-profit to operate the food and product innovation centers or the central Oahu irrigation water project. The permitted interaction groups were working on their reports to the Board and the Yardi system should be up and running by July 1st.

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

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

As this was Chair's last meeting, Ms. Gady presented him with a token of the Board's appreciation for his decades of service to the agribusiness ohana.

Recalling E. Action Item 3:

Request for approval to delegate authority to the Executive Director to enter into negotiations with the Hawaii Department of Education regarding LE-K1201, Kekaha, Kauai

AGRIBUSINESS DEVELOPMENT CORPORATION

Minutes of the Board of Directors Meeting held in-person on June 20, 2024
At Entrepreneurs Sandbox, 543 Ilalo St., Honolulu, HI 96813

Chair stated that pursuant to section 92-4, HRS, the Board will be discussing Action Item 3, in executive session to allow the Board to confer with its attorney pursuant to section 92-5(a)(4), HRS.

Chair asked if there was any public testimony on Action Item 3. There was none.

Chair called for a motion to go into Executive Session.

Motion to approve: Ms. Evans; Second: Mr. Tabata.

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

Chair asked if there was any public testimony regarding the decision to go into Executive Session. There was none.

Chair conducted a roll call vote:

	<u>Aye</u>	<u>No</u>	<u>Abstain</u>
Chair:	X		
Mr. Cooke:	X		
Ms. Evans:	X		
Mr. Hong:	X		
Ms. Hurd:	X		
Mr. Kanaka'ole:	X		
Mr. Okuhama:	X		
Ms. Seddon:	X		
Mr. Tabata:	X		
Mr. Watts:	X		

Motion approved: 10-0.

Chair announced that the public meeting was in recess, subject to reconvening at the conclusion of the Executive Session.

Exited the public meeting at 10:05 A.M.

Public session began at 11:26 A.M.

Chair stated we are back on the public record. Pursuant to section 92-4(b), HRS (2023), the following action was taken by the Board in executive session: the Board discussed Action Item 3 with the Board's attorney regarding the decision to delegate authority to the Executive Director to enter into negotiations with the Hawaii Department of Education regarding LE-K1201, Kekaha, Kauai, consistent with the license terms, the ADC statutes, and the Policies and Procedures Manual, subject to Board approval of final action.

Chair called for a motion to approve.

Motion to approve: Ms. Evans; Second: Ms. Hurd.

AGRIBUSINESS DEVELOPMENT CORPORATION

Minutes of the Board of Directors Meeting held in-person on June 20, 2024

At Entrepreneurs Sandbox, 543 Ilalo St., Honolulu, HI 96813

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

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

Chair called for the vote. Hearing no objections or abstentions the motion was approved: 10-0.

G. Adjourn

Having no further business before the Board, Chair called for a motion to adjourn.

Motion to adjourn: Ms. Evans; Second: Mr. Kanaka'ole.

Chair called for the vote. Hearing no objections or abstentions the motion was approved: 10-0.

The meeting was adjourned at 11:28 A.M.

Date of Next Meeting: The next meeting will be held in-person on July 18, 2024, at 9 A.M.