

**HAWAII HOUSING FINANCE AND DEVELOPMENT CORPORATION
BOARD OF DIRECTORS
REGULAR MEETING**

SEPTEMBER 13, 2018

MINUTES

The Board of Directors of the Hawaii Housing Finance and Development Corporation met for a regular meeting at their office, located at 677 Queen Street, Honolulu, Hawaii, on Thursday, September 13, 2018, at 9:00 a.m.

With a quorum present, Chair Milo Spindt called the meeting to order.

Those present and excused were as follows:

Present: Director Milo Spindt, Chair
Director Leilani Pulmano, Vice Chair
Director Rona Fukumoto, Secretary
Director Donn Mende
Director Melvin Kahele
Director George Atta
Director Sara Lin (9:03 a.m.)
Designee Scott Kami for Director Laurel Johnston

Executive Director Craig Hirai

Excused: Director Luis Salaveria

Staff Present: Sandra Ching, Deputy Attorney General
Matthew Dvonch, Deputy Attorney General
Janice Takahashi, Chief Planner
Darren Ueki, Finance Manager
Rick Prahler, Development Branch Chief
Stan Fujimoto, Development Section Chief
Carianne Abara, Development Project Coordinator
Holly Osumi, Chief Financial Officer
Christopher Woodard, Real Estate Portfolio Manager
Glori Ann Inafuku, Housing Finance Specialist
Lisa Wond, Planner
Jason Takata, Property Management Coordinator
Albert Palmer, Housing Development Specialist
Kent Miyasaki, Housing Information Specialist
Jayna Oshiro, OED Office Manager
Esa Pablo, Secretary to the Board

Guests: Christian O'Connor, Coastal Rim/Housing Partners
Oliver Kupau, Waiahole Resident
Doreen Kupau, Waiahole Resident
Nellie Dano, Waiahole Resident
Hersh Singer, SMS
Faith Rex, SMS
Robin Campaniano, SMS
Keith Kato, HICDC
David Nakamura, Mutual Housing
Brian Ishii, EKNA
Nicole Mola, Coastal Rim
Jesse Wu, HUD
Lawrence Uyemura, Waiahole Resident
Norman Sadoyama, Waiahole Resident
Jeff Masatsugu
Kenna Stormo, UH Manoa

**I.
CALL TO
ORDER/
ROLL CALL**

Gary Furuta, HHDC
Jeff Furuta, HHDC
Dana Peiterson, CBRE
Leighton Yuen, Goodsill
Kevin Kasai, SCD
Chris Oakes, SCD

Vice Chair Pulmano moved, seconded by Director Kahele

That the regular meeting minutes of April 12, 2018 be approved as circulated.

The motion was carried unanimously.

The meeting minutes of the executive sessions held on June 14, 2018 were approved in executive session.

Action on the regular meeting minutes of July 12, 2018 was deferred to a later meeting.

Vice Chair Pulmano moved, seconded by Director Kahele

That the regular meeting minutes of August 9, 2018 be approved as circulated.

The motion was carried unanimously.

The executive session meeting minutes of August 9, 2018 were approved in executive session.

Vice Chair Pulmano moved, seconded by Director Atta

That the special meeting minutes of August 15, 2018 be approved as circulated.

The motion was carried unanimously.

Director Lin arrived at 9:03 a.m.

Finance Manager Darren Ueki presented the For Action, stating staff's recommendation as follows:

That the HHFDC Board of Directors approve the following:

- A. Resolution No. 119 attached as Exhibit F, which provides for official intent with respect to the issuance of revenue bonds up to \$22,900,000 for the Kulia @ Ho'opili project, subject to the provisions and conditions recommended in Exhibits C and E.
- B. Reserve up to \$1,733,165 in annual Federal LIHTC over a 10-year

**II. A.
APPROVAL
OF MINUTES**
Regular
Meeting
4/12/18

**II. B.
APPROVAL
OF MINUTES**
Executive
Sessions
6/14/18

**II. C.
APPROVAL
OF MINUTES**
Regular
Meeting
7/12/18

**II. D.
APPROVAL
OF MINUTES**
Regular
Meeting
8/9/18

**II. E.
APPROVAL
OF MINUTES**
Executive
Session
8/9/18

**II. F.
APPROVAL
OF MINUTES**
Special
Meeting
8/15/18

**III. A.
DISCUSSION
AND/OR
DECISION
MAKING**
Approve: (1)
Resolution No. 119,
Which Provides for
Official Intent with
Respect to the
Issuance of Hula Mae
Multi-Family Tax-
Exempt Revenue

period and \$1,733,165 in annual State LIHTC over a 5-year period from the non-volume cap pool (4% LIHTC) for the Kulia @ Ho`opili project, subject to the provisions and conditions recommended in Exhibits D and E.

- C. Authorize the Executive Director to undertake all tasks necessary to effectuate the purposes of this For Action.

Bonds; and (2)
Reservation of Low
Income Housing Tax
Credit for the Kulia
@ Ho`opili Project
Located in Ewa Beach,
Oahu, TMK No.:
(1) 9-1-017: 004 (por.)

Vice Chair Pulmano moved, seconded by Director Kahele

That staff's recommendation be approved.

Ueki stated that the Inducement Resolution for the Kulia @ Ho`opili (Project) states HHFDC's intent to possibly issue tax-exempt revenue bonds for the Project. Approval of the Inducement Resolution will allow for eligible expenditures made by the developer 60 days prior to approval to be recognized and facilitates further discussions and negotiations between appropriated parties to determine the feasibility of the contemplated Project.

If the Board approves Resolution No. 119 and the bond issue is deemed feasible, staff will present a subsequent resolution to the Board requesting for approval for the actual issuance, sale, and delivery of the bonds, subject to availability of volume cap and approval by the Department of the Budget and Financing and the Governor.

Ueki opened for questions, along with Mr. Dave Nakamura, on behalf of the Project.

Chair Spindt asked for a brief presentation.

Nakamura thanked the board and staff for their help on the project thus far, stating that in the development of the Ho`opili master plan, D.R. Horton donated a 7-acre parcel to Mutual Housing to integrate affordable rentals into the community. Zoning and entitlements are in place, with construction anticipated to start in late summer.

There being no further questions, the motion was carried unanimously.

Ueki presented staff's recommendation as follows:

That the HHFDC Board of Directors approve the following:

- A. A RHRF Project Award Loan of \$21,540,165 to Kulia Homes Limited Partnership for the benefit of the Kulia @ Ho`opili project, with the terms and conditions as shown in Section III (G) of the For Action, and the Letter of Intent subject to the following:
1. Authorization and approval by the governor of the proposed project and the release of RHRF program funds as mandated under Chapter 15-311, Hawaii Administrative Rules.
 2. Execution of documentation satisfactory to the HHFDC outlining the terms and conditions of the Project Award. The documents shall specify the standard terms and conditions as required in order to meet all statutory requirements of the RHRF program and the specific terms and conditions that are applicable to the Applicant's request for Project Award funds.
 3. Completion of all documentation necessary and required to secure the release of RHRF funds.
 4. Certification of the applicant to comply with all applicable statutory and Program requirements, including, but not limited to, Chapters 343, 103D, §103-50 and §104, Hawaii Revised Statutes, as they may relate to the use of State funds.

**III. B.
DISCUSSION
AND/OR
DECISION
MAKING**

Approve a Rental
Housing Revolving
Fund Project Award
for the Kulia @
Ho`opili Project
Located in Ewa
Beach, Oahu, TMK
No.: (1) 9-1-017: 004
(por.)

5. Total fees paid to the Developer, including, but not limited to, Developer Overhead, Developer Fees, Consultant Fees, and Project management Fees, for the project shall not exceed \$2,600,000.

6. Availability of RHRF program funds.

B. Authorize the Executive Director to undertake all tasks necessary to effectuate the purposes of the For Action.

Vice Chair Pulmano moved, seconded by Director Kahele

That staff's recommendation be approved.

Ueki pointed out the following changes between the Kulia Homes Limited Partnership's (Applicant's) request in comparison to staff's recommended loan terms, as follows:

- Interest Rate: After Year 3 – 0.25%
- Repayment: After Year 3 – 90% of Available Cash Flow after payment of expenses, senior debt service, and other recognized expenses.

Ueki opened for questions, along with Mr. Dave Nakamura on behalf of the Project.

There being no questions, the motion was carried unanimously.

Ueki presented staff's recommendation as follows:

That the HHFDC Board of Directors approve the following:

- A. Extend the deadline to issue HMMF Bonds for the Kaloko Heights Affordable Housing Project to March 31, 2019; and
- B. Authorize the Executive Director to undertake all tasks necessary to effectuate the purposes of this For Action.

Vice Chair Pulmano moved, seconded by Director Kahele

That staff's recommendation be approved.

Ueki stated that staff evaluated the extension request based on progress made in site control, zoning approvals, and financing commitments.

The Kaloko Heights Affordable Housing LLLP has site control through an agreement with the land owner that enables the Awardee to acquire fee simple ownership of the site. The proposed project conforms to zoning requirements and anticipates submitting its application for building permits in April 2019. Discussions with Wells Fargo Bank, the National Equity Fund and Sugar Creek Capital regarding financing commitments for the Project are ongoing.

Project construction is anticipated to start in October 2019, with project completion anticipated in July 2021.

If deemed feasible, staff will present a subsequent resolution to the Board requesting for approval for the actual issuance, sale, and delivery of the bonds, subject to availability of volume cap and approval by the Department of the Budget and Financing and the Governor.

Ueki opened for questions, along with Mr. Keith Kato on behalf of the Project.

III. C. DISCUSSION AND/OR DECISION MAKING

Approve an Extension to Resolution No. 106, Which Provides for Official Intent with Respect to the Issuance of Hula Mae Multi-Family Tax-Exempt Revenue Bonds for the Kaloko Heights Affordable Housing Project Located in Kailua-Kona, Hawaii TMK No.: (3) 7-3-009: 032

The motion was carried unanimously.

Ueki presented staff’s recommendation as follows:

That the HHFDC Board of Directors approve the following:

- A. Extend the deadline to issue HMMF Bonds for the Kapolei Mixed Use Development Phase 2 project to March 31, 2019; and
- B. Authorize the Executive Director to undertake all tasks necessary to effectuate the purposes of this For Action.

Vice Chair Pulmano moved, seconded by Director Kahele

That staff’s recommendation be approved.

Ueki stated that the Kapolei Mixed Use Development Phase 2 (Project) is the second phase of a three-phase project.

Project construction is anticipated to start in March 2019, with project completion anticipated in August 2020.

Ueki stated that staff evaluated the extension request based on progress made in site control, zoning approvals, and financing commitments.

The architectural and civil engineering plans have been submitted for building permits and to the Disabilities and Communications Access Board for review, and Letters of Intent with Enterprise Community Investment, Inc. and Sugar Creek Capital, LLC have been executed for the syndication of Federal and State LIHTC and with Citibank to purchase the bonds.

If deemed feasible, staff will present a subsequent resolution to the Board requesting for approval for the actual issuance, sale, and delivery of the bonds, subject to availability of volume cap and approval by the Department of the Budget and Financing and the Governor.

Ueki opened for questions, along with Mr. Nichola Mola on behalf of the Project.

In response to Director Atta, Mola confirmed that the project was not located within the UH site.

With no further questions, the motion was carried unanimously.

Ueki presented staff’s recommendation as follows:

That the HHFDC Board of Directors approved the following:

- A. Extend the deadline to issue HMMF Bonds for the Mohouli Heights Senior Neighborhood Phase 3 to September 30, 2019; and
- B. Authorize the Executive Director to undertake all tasks necessary to effectuate the purposes of the For Action.

Vice Chair Pulmano moved, seconded by Director Kahele

That staff’s recommendation be approved.

Ueki stated that staff evaluated the extension request based on progress made in site control, zoning approvals, and financing commitments.

The Mohouli Senior Phase 3-92 LLLP continues to work with Wells Fargo Bank of Hawaii to purchase the bonds and Wells Fargo and Sugar Creek Capital to purchase

**III. D.
DISCUSSION
AND/OR
DECISION
MAKING**

Approve an Extension to Resolution No. 105, Which Provides for Official Intent with Respect to the Issuance of Hula Mae Multi-Family Tax-Exempt Revenue Bonds for the Kapolei Mixed Use Development Phase 2 Project Located in Kapolei, Oahu, TMK Nos.: (1) 9-1-008: 021 CPR 0002 and 0009

**III. E.
DISCUSSION
AND/OR
DECISION
MAKING**

Approve an Extension to Resolution No. 100, Which Provides for Official Intent with Respect to the Issuance of Hula Mae Multi-Family Tax-Exempt Revenue Bonds For the Mohouli Heights Senior Neighborhood Phase 3 Project Located in Hilo, Hawaii, TMK No.: (3) 2-4-001: 184

the federal and state LIHTC.

Ueki opened for questions, along with Mr. Keith Kato on behalf of the project.

Director Mende stated his support for the project.

There being no further discussion, the motion was carried unanimously.

Ueki presented the For Action, stating staff's recommendation as follows:

That the HHFDC Board of Directors approve the following:

- A. Extend the RHRF LOI dated March 22, 2017 for the Mohouli Heights Senior Neighborhood Phase 3 RHRF Loan to September 30, 2019, subject to the requirements as set forth in the For Action dated March 9, 2017; and
- B. Authorize the Executive Director to undertake all tasks necessary to effectuate the purposes of this For Action.

Vice Chair Pulmano moved, seconded by Director Kahele

That staff's recommendation be approved.

Ueki stated that this is a companion For Action to the previously approved, extending the RHRF loan commitment, anticipated to expire at the end of the month.

There being no questions, the motion was carried unanimously.

Development Section Chief Stan Fujimoto presented the For Action, stating staff's recommendation as follows:

That the HHFDC Board of Directors approve the following for the development of the Kahului Civic Center Mixed-Use Project at 153 West Kaahumanu Avenue, Kahului, Maui, TMK No.: (2) 3-7-004: 003 and at 70 South High Street, Wailuku, Maui, TMK No.: (2) 3-4-013: 014, substantially as described in this For Action:

- A. Catholic Charities Housing Development Corporation, or other successor entity approved by the Executive Director as an Eligible Developer pursuant to Section 15-307-24, HAR;
- B. A DURF interim loan to Catholic Charities Housing Development Corporation, or other successor entity approved by the Executive Director, of up to \$2 million for design and construction of Vevau Street improvements, including \$1.5 million from DURF funds appropriated by the 2018 Legislature and \$0.5 million from previously appropriated DURF funds; and
- C. The Executive Director shall be authorized to take all actions necessary to effectuate the purposes of this For Action;

Subject to the following:

- D. Availability of DURF funds;
- E. Approval and release of DURF funds by the Governor;
- F. Approval as to form by the Department of Attorney General and approval and execution of necessary documents by the Executive Director;

**III. F.
DISCUSSION
AND/OR
DECISION
MAKING**

Approve an Extension to the Rental Housing Revolving Fund Project Letter of Intent for the Mohouli Heights Senior Neighborhood Phase 3 Project Located in Hilo, Hawaii, TMK No.: (3) 2-4-001: 184

**III. G.
DISCUSSION
AND/OR
DECISION
MAKING**

Approve: (1) Catholic Charities Housing Development Corporation, or Other Successor Entity Approved by the Executive Director, as an Eligible Developer Pursuant to Section 15-307-24, Hawaii Administrative Rules; and (2) a Dwelling Unit Revolving Fund Interim Loan for Vevau Street Improvements for the Kahului Civic Center Mixed-Use Project Located at the Kahului Civic Center Site at 153 West Kaahumanu Avenue, Kahului, Maui, TMK No.: (2) 3-7-004: 003 and at 70 South High Street, Wailuku, Maui, TMK No.: (2) 3-4-013: 014

- G. Closing of the DURF funding by June 30, 2020, unless otherwise extended at the sole discretion of the Executive Director; and
- H. Compliance with all laws and rules, and such other terms and conditions as may be required by the Executive Director.

Vice Chair Pulmano moved, seconded by Director Kahele

That staff's recommendation be approved.

Fujimoto stated that total budget for the Vevau improvements are estimated to be \$2.3 million. The sources of funding are \$330,000 from the Kahului Lani 1 approved financing and the proposed Dwelling Unit Revolving Fund (DURF) interim loan of \$2 million.

The risk of repayment is a submittal of an application and approval of the HHFDC financing for Kahului Lani 2.

The Catholic Charities Housing Development Corporation plans to submit an application for the Kahului Lani 2 in January 2019.

The DURF interim loan is needed to facilitate approval of the construction plans and to start construction of the Kahului Lani 1 Affordable Senior project and to facilitate completion and dedication of the Vevau Street, which will benefit the new Maui Bus Hub and the future Kahului Civic Center mixed-use project.

Fujimoto opened for questions, along with Mr. Gary Furuta on behalf of the project.

Director Fukumoto recused herself from the vote.

Vice Chair Pulmano asked on the type of permit needed for the Vevau Street improvements. Furuta stated that they would need a regular building permit for the Vevau Street improvements anticipated to be received within a few days.

In a follow up question, Vice Chair Pulmano asked whether a separate Special Management Area (SMA) permit would be needed or included with the project. Furuta confirmed that the SMA was included with the project.

Chair Spindt asked whether the project went through the new streamline permitting process for affordable housing development on Maui. Furuta stated that the project was able to go through the expedited permitting process, with departmental reviews happen concurrently, with a 2-day turnaround for any submittal.

There being no further questions, the motion was carried, with Director Fukumoto recusing.

Chair Spindt called for a recess at 9:40 a.m. and reconvened the meeting 9:46 a.m.

Real Estate Portfolio Manager Chris Woodard and Property Management Coordinator Jason Takata gave a PowerPoint presentation regarding information on the draft Waiahole Valley Strategic Plan. PowerPoint slides summarized the following matters: (1) Project Background; (2) Strategic Plan Rationale and Goals; and (3) Draft Strategic Plan Overview. Lot Map copies were distributed to the Board.

The SMS Research team included Mr. Hersh Singer and Ms. Faith Rex; and subconsultants Mr. Robin Campaniano (consulting strategy and outreach), Mr. Brian Ishii (water and agriculture), and Mr. Andrew Conboy (real estate appraisal).

Director Kahele asked about the community's interaction and participation. Singer

RECESS
9:40 a.m.
RECONVENED
9:46 a.m.

III. H.
DISCUSSION
AND/OR
DECISION
MAKING
Information on the
Draft Waiahole Valley
Strategic Plan

explained SMS's approach in meeting and talking with the community on a face-to-face basis to obtain the macro perspective of the community's issues and concerns. Approximately 70% of the community participated in the surveys.

Director Lin asked about the valley's population count. Woodard stated the population count is in the hundreds.

Director Kahele asked whether DURF funds would be used to pay for the various maintenance costs of managing the subdivision (i.e., albizia trees and water system) that are being proposed within the strategic plan. Woodard stated that while DURF funds are being used for various maintenance issues, lessees are responsible for maintaining their own properties.

In regard to the water system, Prahler stated that the HHFDC continues to look for the best efficient and adequate water system within its means.

In regard to added costs related to the modified lease recommendations, Director Kahele asked whether there was a possibility of tenant evictions. Woodard clarified that the proposed lease modifications are voluntary. Therefore, any evictions would be a result of those who are not in compliance with their current lease.

Director Kahele expressed concern about future costs for residents of Waiahole Valley with all the ongoing maintenance expenses and asked whether financial support from the Legislature is being sought. Prahler stated that HHFDC did receive \$7.5 million for the water system, which has lapsed while more information on the water system is being obtained. Furthermore, Prahler stated that implementation of administrative rules relating to water rates is still pending.

Woodard further explained that under the Chapter 359G (now 201H) council resolution, HHFDC is required to own and operate the water system. With the current population number, recovery of capital costs is challenging.

Vice Chair Pulmano asked whether HHFDC would be able to turn over the water system to the Board of Water Supply (BWS) through legislation. Woodard stated that, although dedication of the water system might be possible through a new council resolution, the water system would still need to meet the BWS standards. Prahler further added that while HHFDC's water rate structure were put into place at the time the infrastructure was built, no rules were adopted. Therefore, what the Waiahole residents are paying for water is minute in comparison to what other Oahu residents pay.

Designee Kami commended staff for their time and efforts on this matter and inquired on the purchase of leaseholds at market value noted on the PowerPoint, slide 11. Woodard explained that the limited equity interests equal to the market value of improvements and crops on the land, with no interest in the underlying land were unacceptable by lenders as security for a mortgage. The interests were converted into leasehold interests.

Due to maintenance costs being inevitable, Designee Kami suggested that staff plan ahead in identifying estimated costs for each proposed action.

Woodard stated that staff would like to present suggested plans to the Board at the October/November Board of Directors Meeting, as it relates to the voluntary lease modifications and potential lease rent increases.

Waiahole Valley resident, Mr. Oliver Kupau introduced Waiahole-Waikane Community Association (WWCA) Board's president Lawrence Uyemura, and vice president Norman Sadoyama.

From the 1980s, Uyemura stated that residents of Waiahole have suggested to the HHFDC that the water from the Waiahole Ditch transmission tunnel should be used for potable water for the Valley free of charge. Water could be metered and

anything in excess of a set amount could be charged to the residents to avoid waste (i.e., fish ponds). He further suggested that water that is not being used by the Valley could also be sold to those outside the Valley, being beneficial to everyone on Oahu.

Director Kahele asked if such suggestions were raised to the consultants and documented. Uyebara concurred, stating that the water should not be drawn from the well suggested by HHFDC, as the elevation is too low and may eventually cause salt water contamination.

Chair Spindt asked if there was anyone else who wished to testify on this matter.

There being none, Chair Spindt thanked staff and consultants for work done thus far and stated that he looked forward to finding a solution that would work for the residents of the Waiahole Valley as well as HHFDC long-term.

The Board recessed at 11:00 a.m. and reconvened the meeting at 11:10 a.m.

Planner Lisa Wond presented the For Information on the Consolidated Annual Performance and Evaluation Report (CAPER) for Program Year 2017 (July 1, 2017 – June 30, 2018) and summarized activities and accomplishments for the HOME Investment Partnerships (HOME), National Housing Trust Fund (HTF), Emergency Solutions Grant (ESG), and Housing Opportunities for Persons with AIDS (HOPWA) programs for the City and County of Honolulu, and the Counties of Hawaii, Kauai, and Maui. All activities were noted to be on target in meeting respective program deadlines.

In regard to the HTF program, Wond stated that HHFDC’s 2017 HTF Allocation Plan was approved by HUD, in which 50% of HTF funds were allocated to the City and County of Honolulu, and 50% allocated to the County of Maui.

Wond stated that copies of the final CAPER are available and will be posted on the HHFDC’s website for public viewing upon submittal to HUD.

There being no questions, Chair Spindt proceeded to agenda item III. J.

Woodard stated that ongoing discussions between staff and representatives of Standard Property Company, Inc. and Stanford Carr Development, LLC (Buyer) expressed the rational and contents of the Buyer’s request to amend the RFP Award. A revised request to amend the RFP award was submitted on September 5, 2018.

Vice Chair Pulmano moved, seconded by Director Kahele

To convene in executive session at 11:17 a.m., pursuant to Section 92-5(a)(3), Hawaii Revised Statutes, to deliberate concerning the authority of persons designated by the board to negotiate the acquisition of public property, or during the conduct of such negotiations; and Section 92-5(a)(4), Hawaii Revised Statutes, to consult with the board’s attorney on questions or issues regarding the board’s powers, duties, privileges, immunities, and liabilities as it relates to this matter.

The motion was carried unanimously.

Agenda item III. K. was deferred to a future meeting.

RECESS
11:00 a.m.
RECONVENED
11:10 a.m.

III. I.
DISCUSSION
AND/OR
DECISION
MAKING
Information on the Consolidated Annual Performance and Evaluation Report for Program Year 2017 (July 1, 2017 – June 30, 2018)

III. J.
DISCUSSION
AND/OR
DECISION
MAKING
Discussion on Requested Modifications to Award of Request for Proposals No. 17-010-PPMS Affordable Rental Housing Portfolio Restructuring and Preservation to Joint Offerors Standard Property Company, Inc. And Stanford Carr Development, LLC as Successful Offeror

EXECUTIVE
SESSION
11:17 a.m.
RECONVENED
1:06 p.m.

III. K.
DISCUSSION
AND/OR

**DECISION
MAKING**

Approve an
Amendment to the
Rental Assistance
Program Procedural
Handbook

Executive Director Hirai stated that staff will report on legislation that is being proposed for 2019 at the October 11, 2018 Board of Directors Meeting.

**IV.
REPORT OF THE
EXECUTIVE
DIRECTOR**

There being no further business on the agenda, Vice Chair Pulmano moved, seconded by Director Mende

**V.
ADJOURNMENT**
1:09 p.m.

That the meeting be adjourned at 1:09 p.m.

The motion was unanimously carried.



RONA FUKUMOTO
Secretary