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Attorneys for Movant  
PUBLIC FIRST LAW CENTER

**Electronically Filed**  
**FIRST CIRCUIT**  
**1CCV-24-0000050**  
**25-MAR-2025**  
**10:27 AM**  
**Dkt. 125 DEC**

IN THE CIRCUIT COURT OF THE FIRST CIRCUIT  
STATE OF HAWAII

PUBLIC FIRST LAW CENTER,

Plaintiff,

vs.

DEFENDER COUNCIL; JON N.  
IKENAGA; and AGRIBUSINESS  
DEVELOPMENT CORPORATION  
BOARD OF DIRECTORS,

Defendants.

CIVIL NO. 1CCV-24-0000050  
(Other Civil Action)

DECLARATION OF COUNSEL;  
EXHIBITS "22" - "30"

**DECLARATION OF COUNSEL**

1. I, Benjamin M. Creps, am an attorney for Movant Public First Law Center (Public First) and submit this declaration based on personal knowledge, except as otherwise provided.

2. Attached as **Exhibit 22** is a true and correct copy of Defendant Agribusiness Development Corporation Board of Directors' (ADC Board) First Amended Written Answers to Plaintiff's First Request for Admissions dated March 7, 2025 (Admissions).

3. The ADC Board's Admissions authenticate all of the meeting minutes submitted in support of Public First's motion for summary judgment filed October 23,

2024 (First ADC Motion). See Ex. 22, Response Nos. 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55.

4. Attached as **Exhibit 23** is a true and correct copy of the ADC Board's August 17, 2022 *executive session* minutes, produced to Public First by the ADC Board through discovery and identified by bates range ADC000058 – ADC000060.

5. Attached as **Exhibit 24** is a true and correct copy of the ADC Board's September 21, 2022 *executive session* minutes, produced to Public First by the ADC Board through discovery and identified by bates range ADC000074 – ADC000078.

6. Attached as **Exhibit 25** is a true and correct copy of the ADC Board's November 2, 2022 *executive session* minutes, produced to Public First by the ADC Board through discovery and identified by bates range ADC000093 – ADC000100.

7. Attached as **Exhibit 26** is a true and correct copy of the ADC Board's March 16, 2023 *executive session* minutes, produced to Public First by the ADC Board through discovery and identified by bates range ADC0000113 – ADC000120.

8. Attached as **Exhibit 27** is a true and correct copy of the ADC Board's April 20, 2023 *executive session* minutes, produced to Public First by the ADC Board through discovery and identified by bates range ADC0000136 – ADC000142.

9. Attached as **Exhibit 28** is a true and correct copy of the ADC Board's July 20, 2023 *executive session* minutes, produced to Public First by the ADC Board through discovery and identified by bates range ADC0000156 – ADC000160.

10. Attached as **Exhibit 29** is a true and correct copy of the ADC Board's August 8, 2023 *executive session* minutes, produced to Public First by the ADC Board through discovery and identified by bates range ADC0000168 – ADC000211.

11. Attached as **Exhibit 30** is a true, correct, and verified copy of the ADC Board's Written Answers to Plaintiff's First Set of Interrogatories dated February 13, 2025.

*Continued on next page*

I declare under penalty of law that the foregoing is true and correct to the best of my knowledge.

DATED: Honolulu, Hawai`i, March 25, 2025

/s/ Benjamin M. Creps  
BENJAMIN M. CREPS

## Exhibit "22"

ANNE E. LOPEZ 7609  
Attorney General for the State of Hawai'i

AMANDA J. WESTON 7496  
DAVID N. MATSUMIYA 9640

Deputy Attorneys General  
Department of the Attorney General  
State of Hawai'i

425 Queen Street

Honolulu, Hawai'i 96813

Telephone: (808) 586-1300

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david.n.matsumiya@hawaii.gov

Attorneys for Defendants

DEFENDER COUNCIL, JON N. IKENAGA, AND  
AGRIBUSINESS DEVELOPMENT CORPORATION  
BOARD OF DIRECTORS

IN THE CIRCUIT COURT OF THE FIRST CIRCUIT

STATE OF HAWAI'I

PUBLIC FIRST LAW CENTER,

Plaintiff,

vs.

DEFENDER COUNCIL; JON N. IKENAGA;  
and AGRIBUSINESS DEVELOPMENT  
CORPORATION BOARD OF DIRECTORS,

Defendants.

CIVIL NO.: 1CCV-24-0000050  
(Other Civil Action)

DEFENDANT AGRIBUSINESS  
DEVELOPMENT CORPORATION BOARD  
OF DIRECTOR'S FIRST AMENDED  
WRITTEN ANSWERS TO *PLAINTIFF'S  
FIRST REQUESTS FOR ADMISSION TO  
DEFENDANT AGRIBUSINESS  
DEVELOPMENT CORPORATION BOARD  
OF DIRECTORS DATED NOVEMBER 29,  
2024*

Judge: Honorable Jordon J. Kimura  
Trial: June 23, 2025

**DEFENDANT AGRIBUSINESS DEVELOPMENT CORPORATION BOARD OF  
DIRECTOR'S FIRST AMENDED WRITTEN ANSWERS TO *PLAINTIFF'S FIRST  
REQUESTS FOR ADMISSION TO DEFENDANT AGRIBUSINESS DEVELOPMENT  
CORPORATION BOARD OF DIRECTORS DATED NOVEMBER 29, 2024***

Defendant AGRIBUSINESS DEVELOPMENT CORPORATION BOARD OF  
DIRECTORS ("**Defendant ADC**"), by and through Anne E. Lopez, Attorney General for the  
State of Hawai'i, and its attorneys Amanda J. Weston and David N. Matsumiya, Deputy

Attorneys General, hereby submits its first amended answers to *Plaintiff's First Requests for Admission to Defendant Agribusiness Development Corporation Board of Directors*, dated November 29, 2024 (“**Plaintiff's Admissions**”) as follows:

**GENERAL OBJECTIONS AND STATEMENTS**

1. Defendant ADC objects to each request for admission in Plaintiff's Admissions to the extent that the requests seek the disclosure of privileged information, information that is protected work product, and information concerning documents and tangible things prepared in anticipation of litigation or trial.

2. Defendant ADC objects to each request for admission in Plaintiff's Admissions to the extent that the requests seek information that is immaterial and irrelevant to the subject matter of this action.

3. Defendant ADC objects to each request for admissions in Plaintiff's Admissions to the extent that the requests are unreasonably burdensome, oppressive, or vexatious in that the information so acquired would be of little or no relevance to the issues in this case, and/or would place an unreasonable and oppressive burden on Defendant ADC in the expenditure of time, cost, and money.

4. Defendant ADC objects to each request for admission in Plaintiff's Admissions to the extent that the requests are so broad, uncertain, and unintelligible that Defendant ADC cannot determine the nature of the information sought, and to which Defendant ADC, therefore is unable to respond.

5. Defendant ADC objects to each request for admission in Plaintiff's Admissions to the extent that the requests seek information that is as easily available to Plaintiff PUBLIC FIRST LAW CENTER as it is to Defendant ADC.

6. Defendant ADC objects to each request for admissions in Plaintiff's Admissions to the extent that the requests seek information for which the required good cause or substantial need, as dictated by applicable statutes, court rules and case laws, has not been shown.

7. Defendant ADC does not concede that any of its answers, responses, or documents will be admissible evidence at trial. Further, Defendant ADC does not waive any objections, whether or not stated herein, to use such answers, responses, or documents at trial.

8. Defendant ADC states that its discovery, investigation, and trial preparation are ongoing and have not been completed. Any and all answers to Plaintiff's Admissions are based

only on the documentation available to Defendant ADC at the time that its responses and objections were prepared. Defendant ADC reserves its right to supplement its responses as necessary and appropriate.

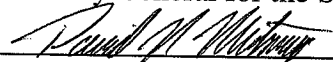
9. All specific answers, responses, and objections are made without waiving any of these general objections and statements.

10. Without waiving any of the foregoing objections, which Defendant ADC incorporates by reference in its answers, responses, and objections to each of the following individual request for Admissions as if fully set forth therein, Defendant ADC further responds and objects to the individual request for Admissions as follows.

DATED: Honolulu, Hawai'i, March 7, 2025.

ANNE E. LOPEZ

Attorney General for the State of Hawai'i



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AMANDA J. WESTON

DAVID N. MATSUMIYA

Deputy Attorneys General

Attorneys for Defendants

DEFENDER COUNCIL, JON N. IKENAGA, AND

AGRIBUSINESS DEVELOPMENT CORPORATION

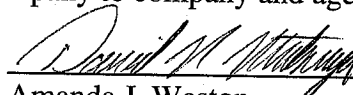
BOARD OF DIRECTORS

**REQUESTS FOR ADMISSION**

1. Admit that the ADC Board formed a committee – identified as the “Standing Administration Committee” – of three or more ADC Board members to review and report to the ADC Board on the annual performance of Executive Director James Nakatani for fiscal year 2022.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant AGRIBUSINESS DEVELOPMENT CORPORATION BOARD OF DIRECTORS (“**Defendant ADC**”) objects to this request for admission on the grounds that the phrase “fiscal year 2022,” which is not defined by Plaintiff PUBLIC FIRST LAW CENTER (“**Plaintiff**”), is vague and ambiguous because a fiscal year is not universal and varies from company to company and agency to agency.



\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that it appointed three members to a Standing Administration Committee (the “**SAC**”) on January 26, 2022.

2. Admit that members of the Standing Administration Committee met to interview Executive Director James Nakatani as part of his performance review for fiscal year 2022.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “interview,” which is not defined by Plaintiff, is vague and ambiguous and subject to multiple interpretations. According to *Webster’s New College Dictionary (Third Edition)*, “interview” has several meanings, including but not limited to the following: 1) a formal face-to-face meeting, esp. one arranged for evaluating the qualifications of an applicant, as for employment; 2) a conversation, as one conducted by a reporter, in which information is elicited from another; or 3) an account or reproduction of such a conversation. Defendant ADC further objects to this request for admission on the grounds that the phrase “fiscal year 2022,” which is not defined by Plaintiff, is vague and ambiguous because a fiscal year is not universal and varies from company to company and agency to agency.



\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

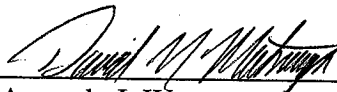


**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the SAC met with Director James Nakatani ("**Director Nakatani**") to collect information from him for his Annual Performance Evaluation.

3. Admit that three or more members of the Standing Administration Committee met on one or more occasions to discuss the annual performance of Executive Director James Nakatani for fiscal year 2022.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the phrase "fiscal year 2022," which is not defined by Plaintiff, is vague and ambiguous because the range of a fiscal year is not universal and varies from company to company and agency to agency.


  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the SAC met with Director Nakatani to collect information from him for his Annual Performance Evaluation.

4. Admit that the Standing Administration Committee did not provide advance public notice for its meetings.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the phrase "its meetings," which is not defined by Plaintiff, is vague and ambiguous and does not specify which meeting or meetings are covered. Defendant ADC further objects to this request for admission on the grounds that the request for admission does not specify a timeframe, which makes it overly broad and unduly burdensome.

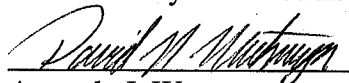
  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the SAC did not provide advance public notice for its meeting with Director Nakatani because the purpose of its meeting with Director Nakatani was to collect information from him for his Annual Performance Evaluation.

5. Admit that the Standing Administration Committee did not record meeting minutes.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term "record," which is not defined by Plaintiff, is vague and ambiguous. According to *Webster's New College Dictionary (Third Edition)*, "record" has several meanings, including but not limited to the following: 1) to set down for preservation in writing or other permanent form; 2) to register: indicate; 3) to register (sound) in permanent form by electrical or mechanical means for reproduction; 4) an account, as of information, set down especially in writing as a way of preserving knowledge; 5) something on which such an account is made; 6) something that records; 7) information or data on a specific subject collected and preserved; 8) known history of performance or achievement; 9) the best performance known, as in a sport; 10) an account officially written and kept as evidence or testimony; 11) an account of judicial or legislative proceedings written and kept as evidence; 12) the documents or volumes of holding such evidence; 13) a disk designed for playing on a phonograph; 14) something, as magnetic tape, on which sound or visual images have been recorded; or 15) a collection of related data treated as a unit. Defendant ADC further objects to this request for admission on the grounds that the request for admission does not specify a timeframe, which makes it overly broad and unduly burdensome.

  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

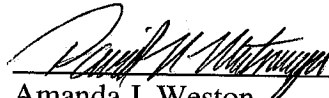
**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the SAC did not create and/or save any meeting minutes for its meeting with Director Nakatani because the SAC, which has three members and its membership does not qualify as a quorum of Defendant ADC, may have discussions amongst themselves regarding the selection of the board's officers in private without limitation or subsequent reporting.

6. Admit that the Standing Administration Committee did not publish online any meeting minutes.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term "publish," which is not defined by Plaintiff, is vague and ambiguous. According to *Webster's New College Dictionary (Third Edition)*, "publish" has several meanings, including but not limited to the following: 1) to issue and prepare (printed material) for public distribution or sale; 2) to bring to public notice: announce; 3) to issue a publication; or 4) to be the author of a published work or works. Defendant ADC further objects to this request for admission on the grounds that the request for

admission does not specify a timeframe, which makes it overly broad and unduly burdensome.

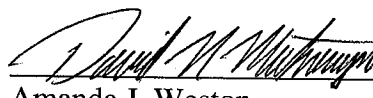
  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the SAC did not create and/or save any meeting minutes for its meeting with Director Nakatani because the SAC, which has three members and its membership does not qualify as a quorum of Defendant ADC, may have discussions amongst themselves regarding the selection of the board's officers in private without limitation or subsequent reporting.

7. Admit that the Standing Administration Committee did not hold meetings open to the public.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term "hold," which is not defined by Plaintiff, is vague and ambiguous. According to *Webster's New College Dictionary (Third Edition)*, "hold" has several meanings, including but not limited to the following: 1) to have and keep in one's grasp; 2) to receive or be able to receives as content: contain; 3) to have an maintain in one's possession; 4) to impose control or restraint upon: check; 5) to maintain in a given condition or action; 6) to be the legal possessor of; 7) to comport: carry; 8) to keep in the mind or heart: harbor, as a grudge; 9) to have or occupy; or 10) to cause to take place. Defendant ADC further objects to this request for admission on the grounds that the request for admission does not specify a timeframe, which makes it overly broad and unduly burdensome.

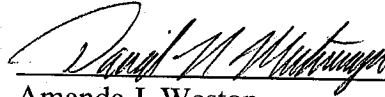
  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the SAC did not open its meeting with Director Nakatani to the public because the SAC, which has three members and its membership does not qualify as a quorum of Defendant ADC, may have discussions amongst themselves regarding the selection of the board's officers in private without limitation or subsequent reporting.

8. Admit that the meetings of the Standing Administration Committee were not permitted interactions as defined under HRS § 92-2.5.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the request for admission does not specify a timeframe, which makes it overly broad and unduly burdensome. Defendant ADC further objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.




\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC denies this request for admission in its entirety.

9. Admit that the ADC Board formed a committee – identified as the “Ad Hoc Committee” – of three or more ADC Board members to review and report to the ADC Board on the annual performance of Executive Director James Nakatani for fiscal year 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the phrase “fiscal year 2023,” which is not defined by Plaintiff, is vague and ambiguous because a fiscal year is not universal and varies from company to company and agency to agency.



\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

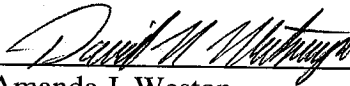
**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that it appointed three members to an Ad Hoc Committee (the “AHC”) on January 25, 2023.

10. Admit that members of the Ad Hoc Committee met to interview Executive Director James Nakatani as part of his performance review for fiscal year 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “interview,” which is not defined by Plaintiff, is vague and ambiguous and subject to multiple interpretations. According to *Webster’s New College Dictionary (Third Edition)*, “interview” has several meanings, including but not limited to the following: 1) a formal face-to-face meeting, esp. one arranged for evaluating the

qualifications of an applicant, as for employment; 2) a conversation, as one conducted by a reporter, in which information is elicited from another; or 3) an account or reproduction of such a conversation. Defendant ADC further objects to this request for admission on the grounds that the phrase "fiscal year 2023," which is not defined by Plaintiff, is vague and ambiguous because a fiscal year is not universal and varies from company to company and agency to agency.

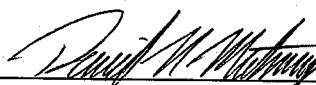
  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the AHC met with Director Nakatani to collect information from him for his Annual Performance Evaluation.

11. Admit that three or more members of the Ad Hoc Committee met on one or more occasions to discuss the annual performance of Executive Director James Nakatani for fiscal year 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the phrase "fiscal year 2023," which is not defined by Plaintiff, is vague and ambiguous because the range of a fiscal year is not universal and varies from company to company and agency to agency.

  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

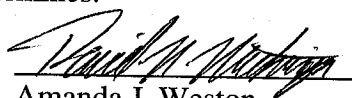
**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the AHC met with Director Nakatani to collect information from him for his Annual Performance Evaluation.

12. Admit that the Ad Hoc Committee did not provide notice pursuant to HRS § 92-7 for its meetings.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the phrase "its meetings," which is not defined by Plaintiff, is vague and ambiguous and does not specify which meeting is covered. Defendant ADC further objects to this request for admission on the grounds that the request for admission does not specify a timeframe, which makes it overly broad and unduly burdensome. Defendant ADC

further objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.

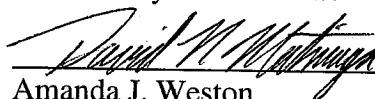
  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the AHC did not provide notice for its meeting with Director Nakatani because the purpose of its meeting with Director Nakatani was to collect information from him for his Annual Performance Evaluation. Defendant ADC denies that HRS § 92-7 required Defendant to provide notice for its meeting with Director Nakatani because the purpose of its meeting with Director Nakatani was to collect information from him for his Annual Performance Evaluation.

13. Admit that the Ad Hoc Committee did not provide advance public notice for any of its meetings.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the phrase "its meetings," which is not defined by Plaintiff, is vague and ambiguous and does not specify which meeting is covered. Defendant ADC further objects to this request for admission on the grounds that the request for admission does not specify a timeframe, which makes it overly broad and unduly burdensome.

  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

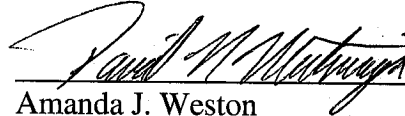
**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the AHC did not provide advance public notice for its meeting with Director Nakatani because the purpose of its meeting with Director Nakatani was to collect information from him for his Annual Performance Evaluation.

14. Admit that the Ad Hoc Committee did not publish any meeting minutes online.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term "publish," which is not defined by Plaintiff, is vague and ambiguous. According to *Webster's New College Dictionary (Third Edition)*, "publish" has several meanings, including but not limited to the following: 1) to issue and prepare (printed material) for public distribution or sale; 2) to bring to public notice: announce; 3) to

issue a publication; or 4) to be the author of a published work or works. Defendant ADC objects to this request for admission on the grounds that the request for admission does not specify a timeframe, which makes it overly broad and unduly burdensome. Defendant ADC further objects to this request for admission on the grounds that the request for admission does not specify a timeframe, which makes it overly broad and unduly burdensome.



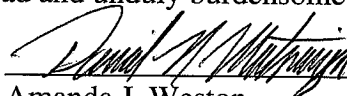
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the AHC did not create and/or save any meeting minutes for its meeting with Director Nakatani because the SAH, which has three members and its membership does not qualify as a quorum of Defendant ADC, may have discussions amongst themselves regarding the selection of the board's officers in private without limitation or subsequent reporting.

15. Admit that the Ad Hoc Committee did not record any meeting minutes.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term "record," which is not defined by Plaintiff, is vague and ambiguous. According to *Webster's New College Dictionary (Third Edition)*, "record" has several meanings, including but not limited to the following: 1) to set down for preservation in writing or other permanent form; 2) to register: indicate; 3) to register (sound) in permanent form by electrical or mechanical means for reproduction; 4) an account, as of information, set down especially in writing as a way of preserving knowledge; 5) something on which such an account is made; 6) something that records; 7) information or data on a specific subject collected and preserved; 8) known history of performance or achievement; 9) the best performance known, as in a sport; 10) an account officially written and kept as evidence or testimony; 11) an account of judicial or legislative proceedings written and kept as evidence; 12) the documents or volumes of holding such evidence; 13) a disk designed for playing on a phonograph; 14) something, as magnetic tape, on which sound or visual images have been recorded; or 15) a collection of related data treated as a unit. Defendant ADC further objects to this request for admission on the grounds that the request for admission does not specify a timeframe, which makes it overly broad and unduly burdensome.



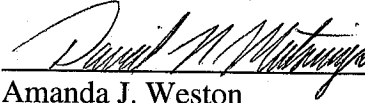
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the AHC did not create and/or save any meeting minutes for its meeting with Director Nakatani because the AHC, which has three members and its membership does not qualify as a quorum of Defendant ADC, may have discussions amongst themselves regarding the selection of the board's officers in private without limitation or subsequent reporting.

16. Admit that the Ad Hoc Committee did not hold meetings open to the public.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the request for admission does not specify a timeframe, which makes it overly broad and unduly burdensome.

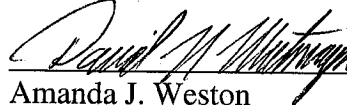
  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that the AHC did not open its meeting with Director Nakatani to the public because the AHC, which has three members and its membership does not qualify as a quorum of Defendant ADC, may have discussions amongst themselves regarding the selection of the board's officers in private without limitation or subsequent reporting.

17. Admit that the meetings of the Ad Hoc Committee were not permitted interactions as defined under HRS § 92-2.5.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the request for admission does not specify a timeframe, which makes it overly broad and unduly burdensome. Defendant ADC further objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.

  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

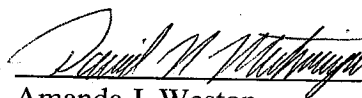
**ANSWER:** Without waiving the foregoing objection, Defendant ADC denies this request for admission in its entirety.



18. Admit that the ADC Board discussed the annual performance of Executive Director James Nakatani in executive session on the following dates: August 17, September 21, and November 2, 2022, and March 16 and April 20, 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “discussed,” which is not defined by Plaintiff, is vague and ambiguous. According to *Webster’s New College Dictionary (Third Edition)*, “discussed” has a couple of meanings, including but not limited to the following: 1) to speak together about; talk over; or 2) to examine (a subject) in speech or writing. Although this definition may appear clear, it does not make clear to what extent the topic has to be spoken together about, talked over, or examined in order to be “discussed” – in other words, is a simple reference to the topic enough to qualify as the topic being “discussed.” Defendant ADC further objects to this request for admission on the grounds that the request is compound and seeks an admission regarding five (5) separate meetings.



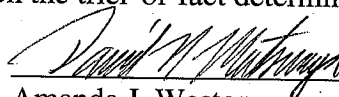
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that it met in executive session to discuss the annual performance evaluation of Director Nakatani on the following dates: August 17, 2022; September 21, 2022; November 2, 2022, and March 16, 2023. Defendant ADC denies that it met in executive session to discuss the annual performance evaluation of Director Nakatani on April 20, 2023.

19. Admit that the ADC Board did not have a basis under HRS § 92-5 to hold the *entirety* of all the discussions, regarding the annual performance of Executive Director James Nakatani, in executive session on August 17, September 21, and November 2, 2022, and March 16 and April 20, 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the request is compound and seeks an admission regarding five (5) separate meetings. Defendant ADC further objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



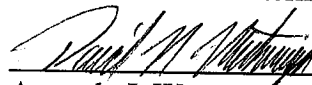
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC denies this request for admission in its entirety.

20. Admit that a portion of the executive sessions on August 17, September 21, and November 2, 2022, or March 16 and April 20, 2023, was not directly related to a HRS § 92-5 purpose.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the request is compound and seeks an admission regarding five (5) separate meetings. Defendant ADC further objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



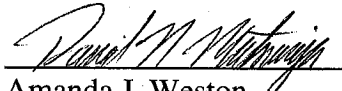
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC denies this request for admission in its entirety.

21. Admit that the ADC Board created the Hiring PIG on May 30, 2023 – comprised of members Glenn Hong, Jason Okuhama, and Jayson Watts – to develop an application process, solicit and interview candidates, rank applications, and narrow the selection to two or three candidates.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “solicit,” which is not defined by Plaintiff, is vague and ambiguous. According to *Webster’s New College Dictionary (Third Edition)*, “solicit” has several meanings, including but not limited to the following: 1) to try to obtain by entreaty, persuasion, or formal application; 2) to petition persistently; importune; 3) to entice into evil or illegal action; 4) to approach with an offer of sexual service; or 5) to make solicitation or petition for something desired. Defendant ADC further objects to this request for admission on the grounds that the term “interview,” which is not defined by Plaintiff, is vague and ambiguous and subject to multiple interpretations. According to *Webster’s New College Dictionary (Third Edition)*, “interview” has several meanings, including but not limited to the following: 1) a formal face-to-face meeting, esp. one arranged for evaluating the qualifications of an applicant, as for employment; 2) a conversation, as one conducted by a reporter, in which information is elicited from another; or 3) an account or reproduction of such a conversation.

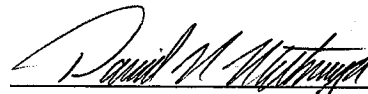
  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objection, Defendant ADC admits that it appointed Glenn Hong, Jason Okuhama, and Jayson Watts to an Executive Director Search Committee (the “EDSC”) on May 30, 2023 and that the duties of the EDSC included, but was not limited to, developing an application process, inviting candidates to submit their applications for consideration, conducting formal face-to-face meetings for the evaluation of the qualifications of the candidates, ranking applications, and narrowing the selection to two or three candidates.

22. Admit that the Hiring PIG reported to the ADC Board at the June 15, 2023 meeting.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “reported,” is not defined by Plaintiff, is vague and ambiguous and is subject to multiple interpretations. According to *Webster’s New College Dictionary (Third Edition)*, “reported” has several meanings, including but not limited to the following: 1) to make or present an account of, often officially, formally or periodically; 2) to relate or tell about: present; 3) to write or supply an account or summation of for publication or broadcast; 4) to submit or relate the results of considerations regarding; 5) to carry back and repeat to another; or 6) to complain about or denounce.

  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

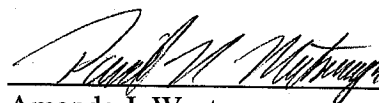
**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that the EDSC updated Defendant ADC on the progress of the EDSC with regard to its Executive Director search.

23. Admit that the Hiring PIG reported to the ADC Board about the progress of the Executive Director search at the June 15, 2023 meeting.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “reported,” is not defined by Plaintiff, is vague and ambiguous and is subject to multiple interpretations. According to *Webster’s New College Dictionary (Third Edition)*, “reported” has several meanings, including but not limited to the

following: 1) to make or present an account of, often officially, formally or periodically; 2) to relate or tell about: present; 3) to write or supply an account or summation of for publication or broadcast; 4) to submit or relate the results of considerations regarding; 5) to carry back and repeat to another; or 6) to complain about or denounce.



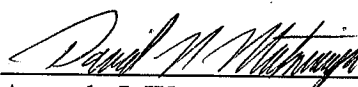
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that the EDSC updated Defendant ADC on the progress of the EDSC with regard to its Executive Director search.

24. Admit that the ADC Board did not vote to reestablish the Hiring PIG after the June 15 report.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the phrase “June 15,” which is not defined by Plaintiff, is vague and ambiguous. Defendant ADC objects to this request for admission on the grounds that the term “reestablish,” which is not defined by Plaintiff, implies that the EDSC was terminated after its actions on June 15, 2023, which calls for a legal conclusion that the trier-of-fact determines.



Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

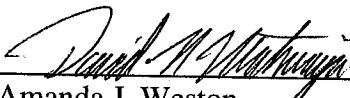
**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Defendant ADC did not vote to re-establish the EDSC because the EDSC did not complete the task/purpose for its establishment.

25. Admit that the Hiring PIG reported to the ADC Board at the July 20, 2023 meeting.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “reported,” is not defined by Plaintiff, is vague and ambiguous and is subject to multiple interpretations. According to *Webster’s New College Dictionary (Third Edition)*, “reported” has several meanings, including but not limited to the following: 1) to make or present an account of, often officially, formally or periodically; 2) to relate or tell about: present; 3) to write or supply an account or summation of for publication or broadcast; 4) to submit or relate the results of

considerations regarding; 5) to carry back and repeat to another; or 6) to complain about or denounce.

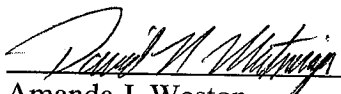
  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that the EDSC updated Defendant ADC on the progress of the EDSC with regard to its Executive Director search.

26. Admit that the Hiring PIG reported to the ADC Board in executive session at the July 20, 2023 meeting.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “reported,” is not defined by Plaintiff, is vague and ambiguous and is subject to multiple interpretations. According to *Webster’s New College Dictionary (Third Edition)*, “reported” has several meanings, including but not limited to the following: 1) to make or present an account of, often officially, formally or periodically; 2) to relate or tell about: present; 3) to write or supply an account or summation of for publication or broadcast; 4) to submit or relate the results of considerations regarding; 5) to carry back and repeat to another; or 6) to complain about or denounce.

  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

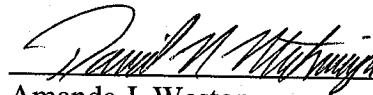
**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that it discussed the EDSC’s report and recommendations in executive session on July 20, 2023.

27. Admit that the Hiring PIG reported its findings and recommendations to the ADC Board in executive session at the July 20, 2023 meeting.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “reported,” is not defined by Plaintiff, is vague and ambiguous and is subject to multiple interpretations. According to *Webster’s New College Dictionary (Third Edition)*, “reported” has several meanings, including but not limited to the following: 1) to make or present an account of, often officially, formally or

periodically; 2) to relate or tell about: present; 3) to write or supply an account or summation of for publication or broadcast; 4) to submit or relate the results of considerations regarding; 5) to carry back and repeat to another; or 6) to complain about or denounce.



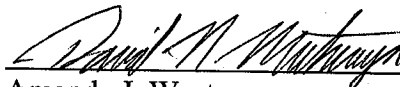
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that it discussed the EDSC's report and recommendations in executive session on July 20, 2023.

28. Admit that the ADC Board discussed the Hiring PIG's findings and recommendations in executive session on July 20, 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term "discussed," which is not defined by Plaintiff, is vague and ambiguous. According to *Webster's New College Dictionary (Third Edition)*, "discussed" has a couple of meanings, including but not limited to the following: 1) to speak together about: talk over; or 2) to examine (a subject) in speech or writing. Although this definition may appear clear, it does not make clear to what extent the topic has to be spoken together about, talked over, or examined in order to be "discussed" – in other words, is a simple reference to the topic enough to qualify as the topic being "discussed."



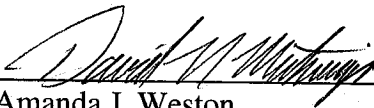
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that its members spoke with one another about the EDSC's report and recommendations in executive session on July 20, 2023.

29. Admit that the ADC Board did not have a basis under HRS § 92-5 to hold the *entirety* of the discussion, regarding the Hiring PIG report, in executive session on July 20, 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.

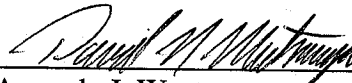
  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC denies this request for admission in its entirety.

30. Admit that a portion of the executive session on July 20, 2023, was not directly related to a HRS § 92-5 purpose.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the phrase “a portion of the executive session,” which is not defined by Plaintiff, is vague and ambiguous. Defendant ADC further objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.

  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC denies this request for admission in its entirety.

31. Admit that one or more members of the ADC Board who were not members of the Hiring PIG asked questions about the Hiring PIG’s report in executive session on July 20, 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

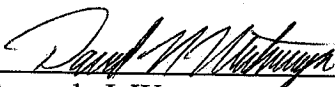
**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that at least one member of Defendant ADC, who was not a member of the EDSC, asked the EDSC a question during the EDSC’s presentation of its report.

32. Admit that based on the Hiring PIG’s July 20 report, the ADC Board scheduled two interviews for August 8.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “interview,” which is not defined by Plaintiff, is vague and ambiguous and subject to multiple interpretations. According to *Webster’s New College Dictionary (Third Edition)*, “interview” has several meanings, including but not limited to the following: 1) a formal face-to-face meeting, esp. one arranged for evaluating the

qualifications of an applicant, as for employment; 2) a conversation, as one conducted by a reporter, in which information is elicited from another; or 3) an account or reproduction of such a conversation. Defendant ADC further objects to this request for admission on the grounds that the dates referenced there in do not reference a year, which makes the dates vague and ambiguous.

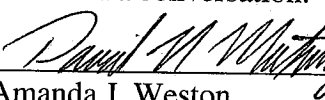
  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that the EDSC recommended that the job interviews of the top 2 candidates be held on August 3, 2023, if the candidates were available. Defendant ADC further admits that due to the candidates' unavailability on August 3, 2023, the job interviews were scheduled for August 8, 2023.

33. Admit that the ADC Board interviewed Executive Director candidates in executive session on August 8, 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term "interviewed," which is not defined by Plaintiff, is vague and ambiguous and subject to multiple interpretations. According to *Webster's New College Dictionary (Third Edition)*, "interviewed" has several meanings, including but not limited to the following: 1) to gain an interview from; or 2) to have an interview. "Interview," according to *Webster's New College Dictionary (Third Edition)*, has several meanings, including but not limited to the following: 1) a formal face-to-face meeting, esp. one arranged for evaluating the qualifications of an applicant, as for employment; 2) a conversation, as one conducted by a reporter, in which information is elicited from another; or 3) an account or reproduction of such a conversation.

  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

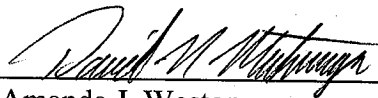
**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Defendant ADC conducted the job interview of the top 2 candidates for the Executive Director position on August 8, 2023, in Executive Session because the job interview of the top 2 candidates for the Executive Director position would be asked questions that would require the disclosure of personal and private information about the candidates.



34. Admit that the ADC Board discussed Executive Director candidates in executive session on August 8, 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “discussed,” which is not defined by Plaintiff, is vague and ambiguous. According to *Webster’s New College Dictionary (Third Edition)*, “discussed” has a couple of meanings, including but not limited to the following: 1) to speak together about: talk over; or 2) to examine (a subject) in speech or writing. Although this definition may appear clear, it does not make clear to what extent the topic has to be spoken together about, talked over, or examined in order to be “discussed” – in other words, is a simple reference to the topic enough to qualify as the topic being “discussed.”

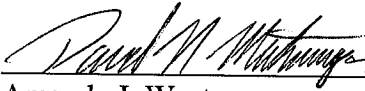
  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Defendant ADC’s members spoke with one another about some of the answers/responses that the candidates made during the interview in Executive Session.

35. Admit that the ADC Board discussed the qualifications of Executive Director candidates in executive session on August 8, 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “discussed,” which is not defined by Plaintiff, is vague and ambiguous. According to *Webster’s New College Dictionary (Third Edition)*, “discussed” has a couple of meanings, including but not limited to the following: 1) to speak together about: talk over; or 2) to examine (a subject) in speech or writing. Although this definition may appear clear, it does not make clear to what extent the topic has to be spoken together about, talked over, or examined in order to be “discussed” – in other words, is a simple reference to the topic enough to qualify as the topic being “discussed.”

  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General


**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Defendant ADC’s members spoke with one another about the qualifications of

the candidates, which included some of the answers/responses that the candidates made during the interview in Executive Session.

36. Admit that the ADC Board discussed its selection of an Executive Director candidate in executive session on August 8, 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “discussed,” which is not defined by Plaintiff, is vague and ambiguous. According to *Webster’s New College Dictionary (Third Edition)*, “discussed” has a couple of meanings, including but not limited to the following: 1) to speak together about: talk over; or 2) to examine (a subject) in speech or writing. Although this definition may appear clear, it does not make clear to what extent the topic has to be spoken together about, talked over, or examined in order to be “discussed” – in other words, is a simple reference to the topic enough to qualify as the topic being “discussed.”

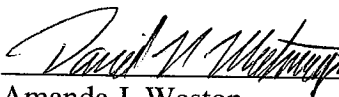
  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Defendant ADC’s members spoke with one another about the selection of an Executive Director, which included some of the answers/responses that the candidates made during the interview in Executive Session.

37. Admit that the ADC Board voted to select a candidate for the Executive Director position in executive session on August 8, 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the term “voted,” which is not defined by Plaintiff, is vague and ambiguous. According to *Webster’s New College Dictionary (Third Edition)*, “voted” has several meanings, including but not limited to the following: 1) to indicate one’s preference by a vote; 2) to bring into existence or make available by vote; or 3) to declare or pronounce by general consent.

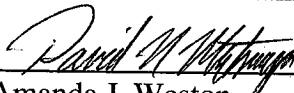
  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that members of Defendant ADC discussed their position on the candidates, which included discussions on how each member would vote.

38. Admit that the ADC Board did not have a basis under HRS § 92-5 to hold the *entirety* of the discussion, regarding Executive Director candidates, in executive session on August 8, 2023.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.

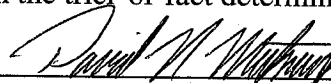
  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC denies this request for admission in its entirety.

39. Admit that a portion of the executive session on August 8, 2023, was not directly related to a HRS § 92-5 purpose.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.

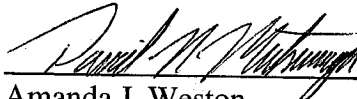
  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC denies this request for admission in its entirety.

40. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 3 are a true, correct, and authentic copy of the ADC Board's January 26, 2022 regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. *See* Dkt. 65 at Ex. 3.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



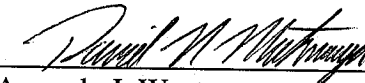
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 3 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's January 26, 2022, regular session meeting minutes that were posted on Defendant ADC's website.

41. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 4 are a true, correct, and authentic copy of the ADC Board's June 15, 2022 regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. See Dkt. 65 at Ex. 4.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



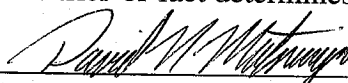
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 4 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's June 15, 2022, regular session meeting minutes that were posted on Defendant ADC's website.

42. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 5 are a true, correct, and authentic copy of the ADC Board's August 17, 2022 regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. See Dkt. 65 at Ex. 5.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



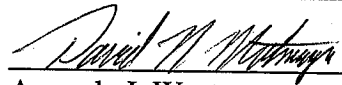
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 5 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's August 17, 2022, regular session meeting minutes that were posted on Defendant ADC's website.

43. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 6 are a true, correct, and authentic copy of the ADC Board's September 21, 2022 regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. See Dkt. 65 at Ex. 6.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



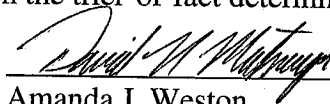
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 6 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's September 21, 2022, regular session meeting minutes that were posted on Defendant ADC's website.

44. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 7 are a true, correct, and authentic copy of the ADC Board's November 2, 2022 regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. See Dkt. 65 at Ex. 7.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



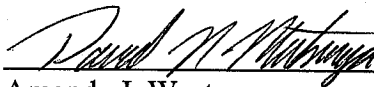
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 7 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's November 2, 2022, regular session meeting minutes that were posted on Defendant ADC's website.

45. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 8 are a true, correct, and authentic copy of the ADC Board's January 25, 2023 regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. See Dkt. 65 at Ex. 8.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



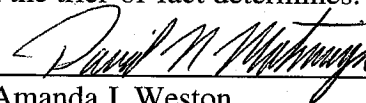
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 8 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's January 25, 2023, regular session meeting minutes that were posted on Defendant ADC's website.

46. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 9 are a true, correct, and authentic copy of the ADC Board's March 16, 2023 regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. See Dkt. 65 at Ex. 9.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



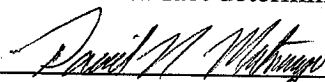
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 9 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's March 16, 2023, regular session meeting minutes that were posted on Defendant ADC's website.

47. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 10 are a true, correct, and authentic (redacted) copy of the ADC Board's March 16, 2023 *executive* session meeting minutes that were prepared disclosed as a public record by the ADC Board pursuant to HRS chapter 92F. See Dkt. 65 at Ex. 10.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



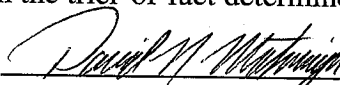
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 10 to Plaintiff's Motion for Partial Summary Judgment is a true and correct redacted copy of Defendant ADC's March 16, 2023, executive session meeting minutes.

48. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 11 are a true, correct, and authentic copy of the ADC Board's April 20, 2023, regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. *See* Dkt. 65 at Ex. 11.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



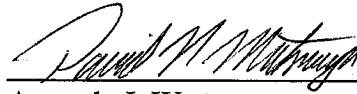
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 11 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's April 20, 2023, regular session meeting minutes that were posted on Defendant ADC's website.

49. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 12 are a true, correct, and authentic copy of the ADC Board's May 30, 2023, regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. *See* Dkt. 65 at Ex. 12.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



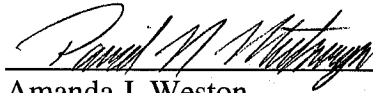
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 12 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's May 30, 2023, regular session meeting minutes that were posted on Defendant ADC's website.

50. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 13 are a true, correct, and authentic copy of the ADC Board's June 15, 2023 regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. See Dkt. 65 at Ex. 13.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



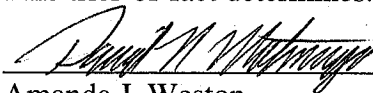
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 13 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's June 15, 2023, regular session meeting minutes that were posted on Defendant ADC's website.

51. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 14 are a true, correct, and authentic copy of the ADC Board's July 20, 2023 regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. See Dkt. 65 at Ex. 14.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

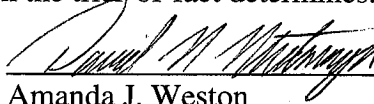


**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 14 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's July 20, 2023, regular session meeting minutes that were posted on Defendant ADC's website.

52. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 15 are a true, correct, and authentic (redacted) copy of the ADC Board's July 20, 2023 *executive* session meeting minutes that were disclosed as a public record by the ADC Board pursuant to HRS chapter 92F. See Dkt. 65 at Ex. 15.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



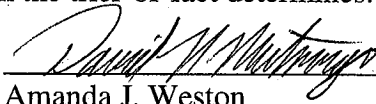
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 15 to Plaintiff's Motion for Partial Summary Judgment is a true and correct redacted copy of Defendant ADC's July 20, 2023, executive session meeting minutes.

53. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 16 are a true, correct, and authentic copy of the ADC Board's August 8, 2023 regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. See Dkt. 65 at Ex. 16.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



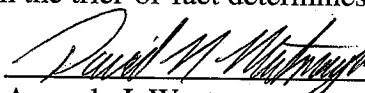
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 16 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's August 8, 2023, regular session meeting minutes that were posted on Defendant ADC's website.

54. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 17 are a true, correct, and authentic (redacted) copy of the ADC Board's August 8, 2023 *executive* session meeting minutes that were disclosed as a public record by the ADC Board pursuant to HRS chapter 92F. See Dkt. 65 at Ex. 17.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



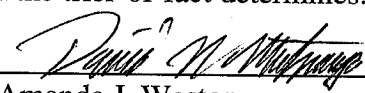
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 17 to Plaintiff's Motion for Partial Summary Judgment is a true and correct redacted copy of Defendant ADC's August 8, 2023, executive session meeting minutes.

55. Admit that the minutes attached to Public First's Motion for Partial Summary Judgment as Exhibit 18 are a true, correct, and authentic copy of the ADC Board's August 17, 2023 regular session meeting minutes that were prepared and posted on the ADC Board's website pursuant to HRS § 92-9. See Dkt. 65 at Ex. 18.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it calls for a legal conclusion, which the trier-of-fact determines.



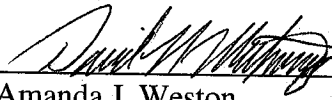
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 18 to Plaintiff's Motion for Partial Summary Judgment is a true and correct copy of Defendant ADC's August 17, 2023, regular session meeting minutes that were posted on Defendant ADC's website.

56. Admit that Exhibit 19 is a true and correct copy of the ADC Executive Director job posting that was authorized for publication by the ADC Board. See Dkt. 65 at Ex. 19.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the phrase “authorized for publication” is vague and ambiguous and subject to multiple interpretations.

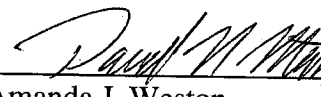
  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 19 to Plaintiff’s Motion for Partial Summary Judgment is a true and correct copy of the job posting for the Executive Director position that was posted on the State of Hawai‘i, Executive Branch, Non-Civil Service Jobs webpage.

57. Admit that Exhibit 19 accurately reflects the general duties of the ADC Executive Director. *See* Dkt. 65 at Ex. 19.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that the phrase “general duties” is vague and ambiguous and subject to multiple interpretations.

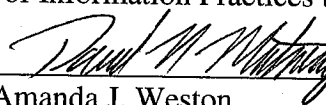
  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 19 to Plaintiff’s Motion for Partial Summary Judgment provides an accurate summary of the duties of the Executive Director.

58. Admit that Exhibit 21 is a true and correct copy of the Office of Information Practices’ Opinion Letter No. F24-03. *See* Dkt. 65 at Ex. 21.

Admit: \_\_\_\_\_ Deny: \_\_\_\_\_

**OBJECTION:** Defendant ADC objects to this request for admission on the grounds that it is more appropriate for the Office of Information Practices to admit or deny.

  
\_\_\_\_\_  
Amanda J. Weston  
David N. Matsumiya  
Deputy Attorneys General

**ANSWER:** Without waiving the foregoing objections, Defendant ADC admits that Exhibit 21 to Plaintiff's Motion for Partial Summary Judgment appears to be a true and correct copy of the Office of Information Practices' Opinion Letter No. F24-03.

Exhibit "23"

**EXECUTIVE SESSION**

August 17, 2022, ADC Board of Directors Meeting

**Members Present, virtually for the Executive Session:**

Frederick Lau, City & County of Honolulu, Chairperson (Chair)  
Mary Alice Evans, Designated Representative, DBEDT, Ex-Officio Member (Ms. Evans)  
Glenn Hong, Member-At-Large (Mr. Hong)  
Phyllis Shimabukuro-Geiser, Chairperson, Board of Agriculture, Ex-Officio Member (Ms. Shimabukuro-Geiser)  
Lyle Tabata, Kauai County Member (Mr. Tabata)  
Warren Watanabe, Member-At-Large (Mr. Watanabe)  
Kaleo Manuel, Designated Representative, DLNR, Ex-Officio Member (Mr. Manuel)

**Not Present:**

Lloyd Haraguchi, Member-At-Large  
Karen Seddon, Member-At-Large, (Ms. Seddon) exited the Board meeting at 10 A.M. (Before leaving the meeting Ms. Seddon informed the Board members that she did not participate in the Executive Director's interview, but did participate in the employee interviews.)

**Counsel Present, virtually for the Executive Session:**

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

**Staff Present, virtually for the Executive Session:**

Lynette Marushige  
Lyle Roe (Mr. Roe) exited the executive session at 10:55 a.m.  
Lance Tashima (Mr. Tashima) entered the executive session at 10:45 a.m.; exited at 10:50 a.m.  
James Nakatani, Executive Director (Mr. Nakatani) entered the executive session at 10:55 a.m.

Executive Session called to order at 10:27 a.m.

**D. New Business, Item D-4: Request for Approval to Accept the Settlement Offer from Waste Management of Hawaii Inc. for the Over-Excavation of Soil in Kekaha, Kauai, Tax Map Key (4) 1-2-002:001 (por.) Between August 2008 and November 2019**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



August 17, 2022, ADC Board of Directors Meeting

interviewed, and comments were generally supportive, but the main concern seemed to be the need for improved communications between the executive director and staff.

The committee recommended that the executive director:

1. Continue work on the concerns expressed by the auditor;
2. Continue to provide information to the board of directors for decision making;
3. Continue to secure funding for ADC projects;
4. Continue to secure funding for additional positions;
5. Establish biweekly or at a minimum, monthly staff meetings.
6. Develop a succession plan for the executive director position.

Ms. Shimabukuro-Geiser suggested that the committee use the term "goals" instead of "recommendations" and that the additional goal of transparency in communications with the board be added.

Mr. Manuel suggested that the goals be tightened up because they appeared to be too open-ended, like the concerns expressed by the auditor that the executive director was to work on should all be identified.

Chair noted that the executive director's communication with the Board had improved. Chair asked if Mr. Nakatani had any comments on the committee's report.

Mr. Nakatani remarked that now Mark has been hired to replace Myra there are only two members of the staff who need to meet so we don't need staff meetings. This legislative session was interesting. The legislature is always unpredictable. Myra's leaving in the middle of session was hard. Transportation has been removed from ADC's statutory goals. We got the money for an additional accounting position and the Yardi contract was executed. ADC has a hard time getting employees. I expect a lot of employees. They need to pick-up the job requirements and learn quickly. I push hard. Another comment was that we can have staff meetings, but staff should be communicating with the Board. Staff needs to be able to make decisions. I would like the Board to communicate with staff.

Ms. Shimabukuro-Geiser also suggested that when working to fill the vacant position, the executive director work closely with DBEDT human resources and that recruitment be a priority.

Mr. Watanabe closed by saying the committee recommended that the ADC board of directors retain the executive director, and noted the committee will update the report to include the board's discussions.

Chair clarified that the vote on accepting the committee's recommendation will be at the next meeting.

Chair asked for a motion to adjourn from Executive Session.

Motion: Ms. Evans, Second Mr. Watanabe.

Chair called for the vote. Hearing no objection the motion was approved.

Executive Session was adjourned at 11:17 a.m.



Exhibit "24"

**EXECUTIVE SESSION**

September 21, 2022, ADC Board of Directors Meeting

**Members Present, virtually for the Executive Session:**

Frederick Lau, City & County of Honolulu, Chairperson (Chair)

Glenn Hong, Member-At-Large (Mr. Hong)

Kaleo Manuel, Designated Representative, DLNR, Ex-Officio Member (Mr. Manuel)

Phyllis Shimabukuro-Geiser, Chairperson, Board of Agriculture, Ex-Officio Member (Ms. Shimabukuro-Geiser)

Lyle Tabata, Kauai County Member (Mr. Tabata)

Warren Watanabe, Member-At-Large (Mr. Watanabe)

**Not Present:**

Lloyd Haraguchi, Member-At-Large

Karen Seddon, Member-At-Large, (Ms. Seddon)

Mary Alice Evans, Designated Representative, DBEDT, Ex-Officio Member

**Counsel Present, virtually for the Executive Session:**

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

**Staff Present, virtually for the Executive Session:**

Lynette Marushige, Secretary

James Nakatani, Executive Director (Mr. Nakatani) entered the executive session at 10:20 a.m.

Executive Session called to order at 10:12 a.m.

Chair recalled Item C-2 and asked for a motion to approve the minutes from the executive session of the August 17, 2022 Board of Director's Meeting.

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

Chair asked if there were any comments from Staff. There were none.

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

Chair called for the vote.

Vote: Approved 6-0.

Chair recalled item E-3 regarding the annual performance review of the executive director. Chair asked that Mr. Nakatani be allowed to join the meeting.

Mr. Nakatani joined the meeting at 10:20 a.m.

Chair asked for Mr. Watanabe to present the updated Executive Director Evaluation Report.

Mr. Watanabe stated there were two additions to the initial report. First, Ms. Seddon did not participate in the interview of the executive director but did participate in the employee interviews. Second, that the following be added to number 4 of the committee's summary of discussions with the executive director:

*There is a strong concern regarding a successor to the current executive director. The executive director has a clear vision and understanding of the needs to establish successful commercial operations as ADC is tasked to do. The successor needs the same vision and be goal oriented to continue the path forward.*

Also, the term "leases" was replace with "licenses" in item number 3 under "Goals for the Executive Director".

Ms. Shimabukuro-Geiser suggested that the last sentence be strengthened by adding that the successor needs the same vision to achieve the goal set forth by the ADC Board of Directors and be goal oriented to continue the path forward.

Chair asked if he could chime in, and to correct him if he was wrong, but he thinks the executive director was not given a raise last year, and he doesn't think state workers were given a raise last year during COVID, but this year he believes state workers were given an increase of, he believes it's 1%, so he would like to suggest that the executive director be given an increase along the lines of the current state salary worker increase. Chair asked if state employees such as Ms. Shimabukuro-Geiser or Mr. Manuel could speak to that.

Ms. Shimabukuro-Geiser said she thinks Chair understood what had happened in the past during fiscal year 2020 to 2021. There was a lot of reductions and restrictions on the budget to avoid a RIF [reduction in force] of employees. Another thing before the Board considers a raise is to make sure they can afford it, because ADC has vacancies. It's a matter of knowing what your personnel budget is and understanding the challenges during the past two fiscal years, if the Executive Director were to receive a raise, what impact there would be on ADC's ability to fill the vacancies. That's all she's sharing.

Chair asked what positions are we talking about trying to fill? Is it the asset management person, and accounting person?

Ms. Shimabukuro-Geiser responded yes, so ADC needs to work with their ASO or consult with DBEDT to determine where they are with their personnel budget to make sure that whatever is considered as a raise doesn't impact the ability to fill the vacancies because the vacancies were an issue in the audit too.

Chair thanked Ms. Shimabukuro-Geiser and called on Ms. Prescott-Tate for help.

Ms. Prescott-Tate [REDACTED]

Chair asked for any further discussion.

Mr. Manuel added to Ms. Shimabukuro-Geiser's point, depending on your budget, we should really look at restrictions placed on the budget. We have B&F that has ripples on discretionary funding and their personnel expenses. It might be worthwhile to do an evaluation so we're not shooting ourselves in the foot from filling vacancies or managing or balancing our budget. And also, with an unknown next administration if those restrictions get increased or not, that may hinder us in the future, but related to performance, I'm open to going whatever way the board wants to go.

Chair asked if this was something staff can research?

Mr. Manuel answered usually your fiscal and human resource office or your ASO would be able to provide you a breakdown of salaries because it's not only salary, you have fringe that you have to pay. If

September 21, 2022, ADC Board of Directors Meeting

you're an attached agency, a lot of times you pay a portion of that ASO and HR cost of positions and salaries to cover that function. I don't know what's going to happen with the shift over to DBEDT, so there's a bunch of expenses that need to be clearly laid out, especially increases and raises for exempt employees. You have the ability to negotiate for exempt, but not for civil servants, and I don't know if the new positions are exempt or if they're civil servant. Those are things that we have to think about being budgeted and then with the I think there's like █% restrictions. What remaining budget we'd have to fund vacancies and or potentially fund a salary increase.

Chair called on Mr. Nakatani.

Mr. Nakatani stated that those comments are great, but unless you put in something for B&F to consider, if you just leave it as is then that's nothing. You should put something forward for B&F to consider. They can say yes, no, they can put the restriction on us or whatever. Now you're talking about having somebody coming in and having these goals and being aggressive, and the second breath you say well you know what, we don't want to give you any kind of raise. We don't want to reward you. That's my feeling. How am I going to get the next person over here? How am I going to justify all of this if you just stay status quo? And that's what you're doing, staying status quo. I mean, it might sound greedy, but I mean just factual. Everybody has gotten a raise despite all of the restrictions. And I'm not talking about the cabinet members, but everybody else has been going up for years. And even when we're tight, they've been going up, so it's a matter of if budget and finance and the director of DBEDT sees it's not justified then let them make the decision and the board should set forward and said, OK, this is your salary increase and let the other parties say yes or no to reject it or whatever. I mean, that's the same process we go through trying to give employees raises. That's the situation. That's my comment.

Ms. Shimabukuro-Geiser responded that the restrictions are already set by B&F. My comments are not for or against a raise, it's just to aid ADC. If you're going to consider any kind of raise for exempt positions, cause it's negotiable, just make sure you have the money and then you have the money also to fill the new positions or the vacant positions. That's all. Just do an analysis of your budget or if you already or if staff has already done that it should be shared with the board. I'm just trying to support ADC and the executive director by making sure that we don't get ourselves in a fiscal bind. That's all.

Mr. Manuel proposed that if Chair is recommending a █% raise, maybe the request is a █% raise subject to that raise not impacting the ability to fill the two vacancies and sufficient budget, something like that. That way if it does impact the budget, then the board could revisit that proposal, or we could wait for that analysis and then act on it once we get that from staff.

Chair thanked Mr. Manuel and stated that he liked that idea. Chair asked Mr. Watanabe, as chair of this committee, what do you think?

Mr. Watanabe stated that he agreed that Mr. Manuel's suggestion was a good process to follow. It'll give us the opportunity to do the due diligence and see where we stand before asking for a formal pay increase.

Chair asked it's kind of like doing the due diligence, correct Mr. Manuel? Correct me if I'm wrong.

Mr. Manuel explained it's just a budget analysis. As managers of our budget, we just need to be fiscally responsible and just pencil it out. I think that's all Ms. Shimabukuro-Geiser and I are recommending is we have to balance that and come up with sound recommendations. So, if we can afford the █% raise while also not pigeonholing us and preventing us from bringing on team members, I think that's the intent of this body. That's what I'm hearing. We want to fill vacancies to support the agency. But if the raise is going to jeopardize the filling of a vacancy, then we should know about that and then make that explicit.

decision. Right now we don't know. It's not been presented holistically in terms of personnel expenses, like can we afford it or not.

Chair agreed. I just want to make sure when we go back on public record what we're saying. How do we say this? Chair called on Mr. Hong.

Mr. Hong stated I think it kinda goes back to the discussion we had in the last meeting about we as a board understanding the financial picture of the agency. I'm at a total loss, I don't know what █% of what is? What is █%? █ percent of what? That's my point right now. I don't know what that looks like. I understand inflation and all that, and █% is probably inadequate. You're probably talking about █ to █% really being a standstill type of a number, but I don't know what the what is.

Chair explained that he pulled the █% because that's what I believe the average raise was for this upcoming year. That's only from Googling the state increases.

Mr. Hong stated I'm not questioning the █%. I just don't know what the what is. I don't know what the █% is applied to.

Ms. Prescott-Tate [REDACTED]

Chair [REDACTED]

Ms. Prescott-Tate [REDACTED]

Chair [REDACTED]

Ms. Prescott-Tate [REDACTED]

Chair asked if everybody was good with that suggestion.

Ms. Shimabukuro-Geiser asked for clarification. [REDACTED]

Chair [REDACTED]

Ms. Prescott-Tate [REDACTED]

Chair stated that's why this came up.

Ms. Shimabukuro-Geiser asked to make a comment. At the very end of the evaluation report it says the committee recommends that the ADC Board of Directors retain the executive director. [REDACTED]

[REDACTED]

Ms. Prescott-Tate [REDACTED]

Chair [REDACTED]

Ms. Prescott-Tate [REDACTED]

Ms. Shimabukuro-Geiser [REDACTED]

Ms. Prescott-Tate [REDACTED]

Mr. Watanabe [REDACTED]

Ms. Prescott-Tate [REDACTED]

Chair asked for a motion to approve.

Motion to approve: Ms. Shimabukuro-Geiser, Second: Mr. Manuel

Chair asked if there was any other discussion on that motion? Hearing none, Chair called for the vote.

Vote: Approved 6-0.

Chair asked that staff work on that and when we go back on the record I'll defer the matter.

Chair asked for a motion to exit executive session.

Motion to approve: Mr. Manuel, Second: Mr. Watanabe

Chair asked if there was any further discussion? Hearing none, Chair called for the vote.

Vote: Approved 6-0.

Executive Session was adjourned at 11:17 a.m.

Exhibit "25"

**EXECUTIVE SESSION**

November 2, 2022, ADC Board of Directors Meeting

**Members Present, virtually for the Executive Session:**

Frederick Lau, City & County of Honolulu, Chairperson (Chair)  
Mary Alice Evans, Designated Representative, DBEDT, Ex-Officio Member (Ms. Evans)  
Morris Atta, Designated Representative, HDOA for Ex-Officio Member, Phyllis Shimabukuro-Geiser, (Mr. Atta)  
Warren Watanabe, Member-At-Large (Mr. Watanabe)  
Glenn Hong, Member-At-Large (Mr. Hong)  
Lyle Tabata, Kauai County Member (Mr. Tabata)  
Karen Seddon, Member-At-Large (Ms. Seddon)  
Katie Roth, Designated Representative, DLNR for Ex-Officio Member Kaleo Manuel (Ms. Roth)

**Members Excused:**

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

**Counsel Present, virtually for the Executive Session:**

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

**Staff Present, virtually:**

Lynette Marushige, Secretary (Ms. Marushige)  
Lance Tashima, Administrative Services Officer (Mr. Tashima) (entered the meeting at 9:52 a.m. - exited the meeting at 9:54 a.m.)

Executive Session called to order at 9:41 a.m.

Chair took a roll call.

Board Members Present: Ms. Evans, Mr. Hong, Ms. Seddon, Mr. Tabata, Mr. Watanabe, Mr. Atta, Ms. Roth

Others present: Ms. Prescott-Tate, Ms. Marushige

Chair: The first item to be discussed is item C2. The approval of the Minutes from the September 21, 2022 executive session. Do I have a motion to approve the minutes?

Motion to approve: Mr. Tabata, Second: Mr. Watanabe

Chair noted the only staff present was Ms. Marushige.

Chair: Is there any discussion.



**EXECUTIVE SESSION**

November 2, 2022, ADC Board of Directors Meeting

Mr. Atta: Ahead of all of this, because I wasn't in that prior executive session I'll probably have to abstain from voting.

Chair: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Ms. Evans: Chair, I also wasn't present, but I have reviewed the Minutes and I'm willing to vote on accepting the Minutes.

Chair: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Chair: Then I'll call for a vote. Are there any objections? Hearing none, the Minutes are approved. (6-approved; 1-abstain (Mr. Atta))

Chair: The second item to be discussed is old business item E2. The annual performance evaluation of the executive director. Can we ask executive director James Nakatani to join the executive session?

Ms. Evans: Chair, were you planning to have a discussion between the board members only before or after executive director Nakatani joins us?

Chair: I think the last time he was present when we had the discussion.

Ms. Evans: [REDACTED]  
[REDACTED]  
[REDACTED]

Ms. Prescott-Tate: [REDACTED]  
[REDACTED]

Ms. Evans: Chair, I think if we were to ask executive director Nakatani his thoughts on that, I think we could guess what they might be.

Chair: Yes, I agree.

Ms. Evans: Perhaps we should just have this discussion between board members. And only should there be any additional information that we might require to make a decision on that point, would we then perhaps want to request executive director Nakatani's presence at the meeting. Just trying to simplify this.

Chair: I can agree to that. Ms. Prescott-Tate [REDACTED]

**EXECUTIVE SESSION**

November 2, 2022, ADC Board of Directors Meeting

Ms. Prescott-Tate: [REDACTED]

Chair: Ok, thank you. Then we'll proceed without executive director Nakatani present. Can we call upon board member Mr. Watanabe to speak on behalf of the evaluation committee on adopting the committee's report?

Mr. Watanabe: As previously mentioned, you all got the updated October 12, 2022 version of the report. Again, as mentioned the only change was the addition of the proposed raise for the executive director. The committee again consisted of myself, Mr. Haraguchi, and Ms. Seddon. Since I've pretty much presented the information in this report, I would like to give Ms. Seddon the opportunity if she wanted to address the board on the work of the committee.

Ms. Seddon: Ok. Thanks Mr. Watanabe.

Mr. Watanabe: Well, I think it's important for the rest of the board to understand where the committee was coming from.

Ms. Seddon: So, the part you want to discuss is the increase of the salary basically.

Mr. Watanabe: Right, correct, because I think we've pretty much agreed on the other content of the report.

Ms. Seddon: Correct. I had missed a meeting in there. So I think Mr. Haraguchi and Mr. Watanabe had an initial discussion about the increase, on increasing the salary. I did some math on it and realized it's been five years and I felt that the recommendation was fair. It could have gone either direction just depending on how you wanted to look at it, but I think considering our recommendations in the report, and showing some improvement, etcetera, I felt that the number that Mr. Haraguchi and Mr. Watanabe had settled on was very fair. I've gone through this a lot in and out of government and it's a tough thing to do, it's just really tough but I think this was fair and if anybody else has some thoughts on higher or lower we can discuss it.

Chair: During the last meeting Mr. Manuel had some question about budgeting. Is this the right place to address budgeting? I'm not sure how government works. With me. I just give them the raise or don't give them the raise. But go ahead, Mr. Atta.

Mr. Atta: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Mr. Atta: [REDACTED]

**EXECUTIVE SESSION**

November 2, 2022, ADC Board of Directors Meeting

Ms. Prescott-Tate: [REDACTED]

Mr. Atta: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Ms. Seddon: So, staff did give us a budget. I mean we saw that there was enough, they gave us the budget and how much is left over and the \$ [REDACTED] was absolutely covered in the remaining budget; if that's what you are asking Mr. Atta.

Mr. Atta: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Ms. Seddon: So, Mr. Watanabe, the number we were given was \$ [REDACTED] was available?

Mr. Watanabe: That's correct and I would like to point out the discussion started as a percentage basis, but we got feedback that fiscal would prefer a flat amount as opposed to a percentage.

Mr. Atta: I think one of the things that Ms. Shimabukuro-Geiser did mentioned to me was the automatic nature of the increases. She was also concerned about that aspect of it because that's not a feature that you necessarily see in public service salary.

Ms. Evans: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Mr. Watanabe: It's my understanding too.

Ms. Seddon: It's a one year increase to be reevaluated each year.

Mr. Atta: OK. If that's the case that was a comment related to me by Ms. Shimabukuro-Geiser that she was unclear about that and she had a concern.

**EXECUTIVE SESSION**

November 2, 2022, ADC Board of Directors Meeting

Mr. Tashima joined the meeting at 9:52 a.m.

Ms. Prescott-Tate: [REDACTED]

Ms. Evans: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Ms. Evans: Chair, I don't have any questions.

Chair: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Mr. Tashima exited the meeting at 9:54 a.m.

Chair: Ok, Ms. Roth.

Ms. Roth: No worries. I was not briefed on this item and that's probably why I was asked to recuse myself. But is it possible to share that report with me? So, I have some context to the conversation.

Ms. Evans: I believe Mr. Manuel did receive a copy of the report, so he does have it as the designated member.

Ms. Roth: He didn't share it with me. Is it possible to get a copy?

Chair: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Ms. Marushige: I don't have it right now because I'm in a different room doing this meeting, but I can send it to her after I go back to my office. Not now.

Chair: Sorry.

Ms. Roth: OK, so I can't have it for the conversation. I'll ask Mr. Manuel.

Chair: Thank you.

Ms. Seddon: I think Mr. Hong's next Chair.

Chair: Yes, go ahead, Mr. Hong.

**EXECUTIVE SESSION**

November 2, 2022, ADC Board of Directors Meeting

Mr. Hong: I'm here. Can you hear me?

Chair: I can hear you.

Mr. Hong: I feel like I probably missed a heck of a lot of stuff that I otherwise should have accessibility to, but I don't know what his salary is, and I don't know what the percentage increase is.

Chair: You don't have the report?

Mr. Hong: Which report?

Chair: You weren't forwarded the report?

Mr. Hong: Which report?

Chair: The Committee's report. The salary is on that.

Mr. Hong: Oh, it is there?

Chair: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Mr. Hong: Has he had any adjustment in the last five years?

Chair: No.

Ms. Seddon: No.

Mr. Hong: Ok, alright. That's all I needed to know. I'm OK with the recommendation of 3% or somewhere around there, it rounds to something that payroll can handle.

Chair: The committee's recommendation was a \$ [REDACTED] increase.

Mr. Hong: OK. So that that's like [REDACTED] %?

Chair: Yeah.

Mr. Hong: Just over [REDACTED] %.

Chair: Correct.

Mr. Hong: OK. Thank you. Sorry for not following that.

**EXECUTIVE SESSION**

November 2, 2022, ADC Board of Directors Meeting

Chair: No problem and the discussion from the last executive session focused really on, you know, making sure the budget was available. Any other discussion? Umm, so can I call for the vote? Are there any objections?

Ms. Evans: [REDACTED]

Ms. Prescott-Tate: [REDACTED]  
[REDACTED]

Ms. Evans: Chair?

Ms. Seddon: No.

Ms. Evans: Since we've concluded our discussion, if the Board members are OK with the recommendation, we should take that vote in public. I don't think there would be any reason to necessarily call Mr. Nakatani in. We just need to go out of the executive session and one of the committee members make the motion and the other seconded and then we're done.

Chair: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Ms. Evans: Yes.

Ms. Seddon: [REDACTED]  
[REDACTED]

Ms. Prescott-Tate: [REDACTED]

Ms. Seddon: We're not going to discuss \$ [REDACTED] or what's in the report. It's just here's the report. We're there to approve it. That's it, end of story. And then Mr. Nakatani can find out afterwards what his raise was.

Ms. Evans: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

Ms. Seddon: Well, Chair can tell him offline in a nice way, right?

Chair: OK, I think I got it.

Ms. Seddon: Thank you.

Chair: [REDACTED]

Ms. Prescott-Tate: [REDACTED]

**EXECUTIVE SESSION**

November 2, 2022, ADC Board of Directors Meeting

Chair: OK. Yeah.

Ms. Evans: So, moved.

Ms. Seddon: I'll make that motion.

Chair: Thank you. Can we have it seconded?

Mr. Tabata: Second, Lyle second.

Chair: And can we call for a vote? Are there any objections? Hearing none, let's try and get ourselves back to the other meeting.

Executive Session ended at 10:00 a.m.

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Exhibit "26"



Agribusiness Development Corporation  
Meeting of the Board of Directors  
EXECUTIVE SESSION  
Thursday, March 16, 2023

The Motion to Enter Executive Session was approved by the Board at 9:35 a.m.

Members present virtually for the Executive Session:

Frederick Lau, City & County of Honolulu, Chairperson (Chair)  
Glenn Hong, Member-At-Large (Mr. Hong)  
Sharon Hurd, HBOA, Ex-Officio Member (Ms. Hurd)  
Karen Seddon, Member-At-Large (Ms. Seddon)  
Lyle Tabata, Kauai County Member (Mr. Tabata)  
Warren Watanabe, Member-At-Large (Mr. Watanabe)  
Dane Wicker, Designated Representative, DBEDT, Ex-Officio Member (Mr. Wicker)

Members Excused from the March 16, 2023 Board Meeting:

Kaleo Manuel, Designated Representative, DLNR, Ex-Officio Member  
Jayson Watts, Maui County Member

Counsel Present, virtually for the Executive Session:

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

Staff Present, virtually for the Executive Session:

Lynette Marushige, Secretary

Executive Session called to order at 9:41 a.m.

Chair called on Ms. Seddon to present the draft evaluation report.

Ms. Seddon stated the draft evaluation report was previously distributed to the Board members. In the Committee's interview with [REDACTED], they discussed the concerns to continue to work on and why. There were a couple of things they wanted [REDACTED] to do by June. One was the position description that needs to be cleaned up. The Committee asked [REDACTED] to work on that with Human Resources (HR) between now and June 30<sup>th</sup> this year.

Mr. Watanabe agreed with Ms. Seddon's statement.

[REDACTED]

Ms. Seddon said [REDACTED]

Chair stated the committee did a really good job. They're getting really good at this. One of the things he found interesting was the [REDACTED]. Chair said he was worried about [REDACTED]. Chair asked the committee if they had talked to [REDACTED] about this.

Ms. Seddon said they spoke to [REDACTED] about it.

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Chair asked if the committee could elaborate.

Mr. Watanabe said that [REDACTED]

Chair said the [REDACTED]

Ms. Seddon said, yes, and she thinks [REDACTED]

Chair said there needs to be [REDACTED]

Ms. Seddon said apparently [REDACTED]

Chair said he has spoken to [REDACTED]

And, he thinks that's really important.

Ms. Seddon said yes it is but they also need to [REDACTED]

Mr. Wicker said that he agrees with what Chair and Ms. Seddon are saying. [REDACTED]

The Board has raised some good ideas. [REDACTED]

Chair said that his concern is that [REDACTED]

Mr. Wicker asked when does [REDACTED]

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[REDACTED]  
Mr. Wicker asked, [REDACTED]  
[REDACTED]

Mr. Hong said he wanted to make sure that the Board has gone through an open search process. [REDACTED]  
[REDACTED]

[REDACTED] His understanding is that they have full capacity as a board to act in personnel matters. And, everyone's employment [REDACTED] is subject to the pleasure of the board.  
[REDACTED]

[REDACTED]  
[REDACTED]  
Chair said this was difficult because [REDACTED]  
[REDACTED]

Mr. Hong said that's where he thinks Chair would have to have a discussion with [REDACTED]  
[REDACTED]

Chair said he agrees.

Mr. Hong said that's the downfall of too many organizations.

Chair said ok, what do we do here now? [REDACTED]  
[REDACTED]  
[REDACTED]

Mr. Hong said he would amend that, [REDACTED]

Ms. Seddon said yeah, exactly.

Mr. Hong continued, it's the board's decision to support that.  
[REDACTED]

EXECUTIVE SESSION  
March 16, 2023

Ms. Seddon asked why wouldn't they do what's normally done? She doesn't disagree with Mr. Hong, but she thinks they should look at all the possibilities that everybody who would like the position to be able to apply.

[REDACTED]  
Ms. Seddon said, but we can't put anybody in place until [REDACTED] That's the State.

Mr. Hong said but you could for example, if you wanted to establish a new position, associate executive director or whatever you want to call it. And in the hierarchy of the organization it's clear that has been established to understudy if you will, the position.

Chair said the problem is the wheels of State Government, we'd have to get a position for one thing, salary, it would take years.

Mr. Hong said, we've got open positions. You could re-designate something.

Ms. Seddon said, [REDACTED]  
[REDACTED] The only thing you could do is redo one of the other open positions. You're right. I haven't seen that done in the State.

Mr. Tabata added, you can reallocate the position, but you have to have funding to go with it. If there's no funding, just grabbing a position won't work. It needs the funding to go with it.

[REDACTED]  
Ms. Seddon asked if this can be done without connecting it to [REDACTED]  
[REDACTED]  
[REDACTED]

Chair said he just wanted to bring that up because they have talked about this multiple times already. We keep saying there should be a [REDACTED] So, that's why he brought it up.

Mr. Hong added that the [REDACTED] ADC should give their people as much experience and exposure as possible.

Ms. Hurd asked the Chair, [REDACTED]  
[REDACTED]

Chair said the Board can ask [REDACTED] But the other thing is that he

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feels [REDACTED] If you guys look at what ADC is trying to do.

Ms. Hurd remarked, including [REDACTED]  
[REDACTED]

Ms. Hurd responded I see.

Mr. Hong says he absolutely agrees with that. The staff, and [REDACTED] serve at the pleasure of the Board. ADC acts like a regular corporation. This is not a civil service situation. The good thing about ADC is that we the board have the power to retain people. The [REDACTED] can be retained over a longer period of time and doesn't have to change with every administration. So, we can have better continuity.

Ms. Hurd said that she now has a better idea how things operate. What we can do is like what they would do with the land at the department, you post a letter of interest and ask people to submit a form that they're interested [REDACTED]

[REDACTED] You can have them intern, you know all these people with letters of interest to serve. And you do kind of like we do with that. Ask do you have the means, do you have the time, do you have the skills and we push forward with that. [REDACTED] is certainly a good idea.

Chair thanked Ms. Hurd for the suggestions. If we go into 2023-2024 at least there's time to [REDACTED] you know, if we have someone [REDACTED]. The answer to the earlier question is [REDACTED]

Mr. Hong said for him, just for consideration going forward, if [REDACTED]  
[REDACTED]  
[REDACTED]

Chair said he really likes that idea and has actually suggested that, but he really doesn't know how they do that in the public sector; in private sector you just pay the guy.

Ms. Seddon said there are two pieces to that, specific projects and a specific length of time.

Ms. Hurd said, isn't there a rule that says if you [REDACTED]  
[REDACTED]

Mr. Hong asked if there was an 89-day rule and does that even apply to ADC? It applies to a lot of normal government agencies. [REDACTED]  
[REDACTED]

EXECUTIVE SESSION  
March 16, 2023

[REDACTED]

Chair said ok, they have several options, and he agrees with Ms. Seddon that they should move this. This is a separate issue, but he wanted to broach the discussion and it should be paid more attention. The next review comes up in June and that will be upon them shortly.

Ms. Hurd asked Chair, if this discussion was done, she did have another thing she wanted to bring up.

Chair told her to go ahead.

Ms. Hurd said [REDACTED]

Chair said he thought it was [REDACTED] who made the comment.

[REDACTED]

Ms. Hurd said, [REDACTED]

[REDACTED]

Mr. Wicker said [REDACTED] should have [REDACTED]

[REDACTED]

Mr. Hong said maybe staff [REDACTED]

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Ms. Hurd said, it is [REDACTED]

[REDACTED]

Ms. Hurd said it was [REDACTED]

Chair said he's going to go back to the minutes because he doesn't remember [REDACTED]

Ms. Hurd said it was the [REDACTED]

[REDACTED]

Chair said but again, it's like Mr. Wicker said, [REDACTED]

Mr. Wicker asked if [REDACTED]

[REDACTED]

Mr. Wicker said, [REDACTED]  
Was that the area?

[REDACTED]

Chair thanked Ms. Hurd and said that was a good point. He will look at the minutes. [REDACTED]  
Is there any further discussion?

[REDACTED]

Chair said no. Do we want to have a discussion on the KIUC license vs. lease matter or wait for staff to come back with recommendations?

[REDACTED]

Chair asked [REDACTED]

[REDACTED]

Chair asked that [REDACTED]

EXECUTIVE SESSION  
March 16, 2023

[REDACTED]

Chair asked if there was any further discussion.

Ms. Hurd said just one more thing, [REDACTED]

Chair responded, not a problem, they got it, and he agrees. They need to pay attention to [REDACTED] there and he intends to go read the minutes.

[REDACTED]

Chair called for a motion to exit the executive session: Mr. Hong; Seconded, Ms. Seddon.

Chair called for the vote. Hearing no objection the motion was approved: 7-0.

Executive Session adjourned at 10:09 a.m.

Respectfully submitted:

Lynette Marushige, Secretary



Exhibit "27" .

Agribusiness Development Corporation  
Meeting of the Board of Directors  
EXECUTIVE SESSION  
Thursday, April 20, 2023

The Motion to Enter Executive Session was approved by the Board at 10:35 A.M.

Members present virtually for the Executive Session:

Frederick Lau, City & County of Honolulu, Chairperson (Chair)  
Glenn Hong, Member-At-Large  
Sharon Hurd, HBOA, Ex-Officio Member  
Kaleo Manuel, Designated Representative, DLNR, Ex-Officio Member (Mr. Manuel)  
Jason Okuhama, Member-At-Large  
Karen Seddon, Member-At-Large (Ms. Seddon)  
Lyle Tabata, Kauai County Member (Mr. Tabata)  
Warren Watanabe, Member-At-Large (Mr. Watanabe)  
Jayson Watts, Maui County Member (Mr. Watts)  
Dane Wicker, Designated Representative, DBEDT, Ex-Officio Member (Mr. Wicker)

Members Excused from the April 20, 2023 Board Meeting

None.

Counsel Present, virtually for the Executive Session:

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

Staff Present, virtually for the Executive Session:

Lynette Marushige, Secretary

Executive Session called to order at 10:40 a.m.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

EXECUTIVE SESSION  
April 20, 2023

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

EXECUTIVE SESSION  
April 20, 2023

[REDACTED]

Chair responded alright, so the next item to be discussed is old business item 2 regarding the presentation of the evaluation committee's report and recommendations regarding the fiscal year 2021/2022 evaluation of the executive director's job performance pursuant to HRS section 163D-3(f). I'll turn this matter over to the evaluation committee Chair, Mr. Watanabe or Ms. Seddon to present the committee's final report.

Mr. Watanabe said I believe you all received the final report. We did discuss it at our last Board meeting. He thinks it pretty much covers it, unless there are any other questions from the Board members regarding the evaluation final report. It's pretty clear cut, and asked if Ms. Seddon wanted to add anything.

Ms. Seddon said no, she pretty much thought they discussed everything last time. She asked Mr. Manuel if he saw anything.

Mr. Manuel said he read the minutes of the conversation, so he thinks they discussed what they needed to.

Chair responded, OK. The vote on the motion to accept the evaluation and recommendation of the evaluation committee will take place on the public record after exiting this executive session. If our discussion is done, can we have a motion to exit executive session?

Mr. Tabata [REDACTED]

Ms. Prescott-Tate [REDACTED]

Mr. Manuel [REDACTED]

Ms. Prescott-Tate [REDACTED]

Mr. Tabata responded, ok thank you.

Chair thanked the committee. They are getting really, really good at this so thank you very much. He asked if there were any other questions, comments.

EXECUTIVE SESSION  
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Hearing none, Chair called for a motion to exit the executive session.

Motion by Mr. Watts; Second: Mr. Manuel.

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

Executive session adjourned at 11:09 a.m.

DRAFT



Exhibit "28"

Approved at the ADC Board Meeting on  
August 17, 2023

**AGRIBUSINESS DEVELOPMENT CORPORATION**

Executive Session Minutes of the Board of Directors Meeting held Virtually on July 20, 2023  
Via Zoom Teleconference and/or In-Person at 235 S. Beretania St., Suite 204, Honolulu, HI 96813

*HRS section 92-4 allows the board to hold an executive meeting closed to the public. The board will be further discussing Old Business Item 2, which is the presentation by the executive director's search committee established to review applications, conduct interviews and recommend the top 2 or 3 applicants for further review and action by the full board. This presentation may be closed to the public pursuant to HRS section 92-5(a)(2) to allow discussion of a hiring decision where consideration of matters affecting privacy will be involved.*

**Members Present, virtually:**

Warren Watanabe, Member-At-Large (Chair)  
Glenn Hong, Member-At-Large (Mr. Hong)  
Jason Okuhama, Member-At-Large (Mr. Okuhama)  
Karen Seddon, Member-At-Large  
Lyle Tabata, Kauai County Member, Vice-Chair  
Jayson Watts, Maui County Member (Mr. Watts)  
Dane Wicker, DBEDT Designated Representative for Ex-Officio Member James Tokioka (Mr. Wicker)  
Sharon Hurd, HBOA, Ex-Officio Member (Ms. Hurd)

**Members Excused:**

Kaleo Manuel, DLNR Designated Representative for Ex-Officio Member Dawn Chang

**Counsel Present, virtually:**

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

**Staff Present, virtually:** None.

**Guests Present, virtually:** None.

**Guests Present, physical location:** None.

**A. Call to Order**

Chair called the Executive Session to order at 9:51 a.m.

Chair stated that the item to be discussed was Old Business Item E-2 regarding the presentation of the Executive Director Search Committee Report and Recommendations and turned the matter over to the committee.

Mr. Watts [REDACTED] To paraphrase the report, at the first meeting we reviewed fourteen applications. Of the fourteen applicants we selected seven to interview. At the second meeting we interviewed the seven people. A report was generated, and everyone should have a copy of the report, but the gist of the recommendation, we recommended that the Board consider three applicants. But last week one of the applicants withdrew [REDACTED] name to accept a position [REDACTED] So that left us with two applicants, [REDACTED] I just want to add a [REDACTED]



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[REDACTED]

Mr. Watts added that [REDACTED]

[REDACTED]

One of the things we have to think about as an organization is building our bench strength and how do we get people into the organization that can be the future leaders. So something for us to think about is the long term. We just have to make a decision. You know, one of the things [REDACTED]

[REDACTED]

Another thing we at ADC are struggling with are the critical vacancies -- the ASO and accountant. Whoever is selected will have to recruit an experienced team to move these projects forward and navigate some very complex issues. That is why I asked the question of Mr. Takemoto earlier about where we are in projects and deadlines to get a grasp of our deadlines and the realities of trying to move forward, encumber some funds so we don't drop projects. I wanna go on a bit of a tangent and ask some questions. [REDACTED]

[REDACTED]

[REDACTED]

Mr. Watts continued, so the question I had was [REDACTED]

[REDACTED]

[REDACTED]

Mr. Watts asked so [REDACTED]

[REDACTED]

[REDACTED]

Mr. Watts continued, so the [REDACTED]

[REDACTED]

[REDACTED]

Mr. Watts just wanted to bring this up because this is a good learning opportunity for the board. Based off of the audit concerns, then looking at the projects that ADC currently is working on that the next executive director will be assigned to meet with a very comprehensive timeline. The person we select will have to hit these deliverables. So the committee's recommendation was to interview the top two

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candidates, [REDACTED] on August 3, 2023, but they have not been contacted and their availability on that date is not confirmed. Hopefully they're in town and not traveling. So recommendation is that the board interview them in person, and actually meet them fact-to-face here in the conference room. So, Chair that is our recommendation to the board.

Chair called on Ms. Hurd who asked if it was proper for her to make a comment on the candidates? Hearing no objection, Ms. Hurd continued that [REDACTED]

Mr. Watts responded that it's not a negative thing, [REDACTED] The Board's gonna have to do its own due diligence and investigate the matter further and make a decision. My comments were not meant to skew anybody's opinion one way or the other. [REDACTED]

[REDACTED] So it is for the Board to evaluate. So that's why I think our mission is to talk to the two candidates, then weigh who we feel would be the best for the organization. And Chair, we offer those comments not to knock on anybody, I offer those comments and those questions because unlike other agencies, the audit was very critical of the board's abdication of its role. The executive director is not just working for ADC, but the Board. The Board itself is being taken to task on its responsibilities and so the question was asked to kind of get an idea of where we are and how do we go forward. It's not meant as a negative thing at all.

Mr. Okuhama added that it was just a part of the [REDACTED] And that's why it's best to have the board talk to and interview the two, would have been three, you know and then go from there. So the selection was not just based on [REDACTED] Now it's really up to the board to decide of the two, who gets selected as the executive director.

Mr. Watts states that he wanted to briefly touch on the interview process. We actually started off [REDACTED]

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Chair called on Mr. Wicker.

Mr. Wicker just wanted to say thank you to the committee. All the time you guys took out of your schedule to do the interviews. I'm looking at the list [REDACTED]

[REDACTED] It is interesting having ADC attached to DBEDT and helps complete an economic system. I think we have [REDACTED]

[REDACTED] Some of the projects are a creature of the legislature. At the end of the day, the legislature decides on our budget and the policy, in addition to the Board. We need to foster some relationships with individual legislators to help support our new executive director as well. Thank you to the Committee for the job you've done.

Chair stated, [REDACTED]

Ms. Hurd raised a [REDACTED]

Hearing no further discussion, Chair asked for a motion to exit executive session. Motion by Mr. Okuhama; Second Mr. Watts.

Chair asked [REDACTED]

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

Chair called for the vote. Hearing no objections the motion was approved: 8-0.

Executive session ended at 10:23 A.M.