

**MINUTES OF A SPECIAL MEETING
OF THE MEMBERS OF THE
HAWAII COMMUNITY DEVELOPMENT AUTHORITY,
STATE OF HAWAII**

Wednesday, January 14, 2009

Members Present: C. Scott Bradley
Amanda Chang
Grady Chun
Paul Kimura
Christopher Kobayashi
Kay Mukaigawa
Dexter Okada
Robert Piper
Russ Saito

Members Absent: Joseph Dwight, IV
Brennon Morioka
Jonathan Lai
Theodore Liu

Others Present: Anthony Ching, Executive Director
Eugene Won, Deputy Attorney General
Curtis Tabata, Hearing Officer
Richard Kuitunen, Asset Manager
Deepak Neupane, Director of Planning and Development for Kakaako
Loretta Ho, Secretary
Holly Hackett, Court Reporter

I. ROLL CALL

A special meeting of the members of the Hawaii Community Development Authority (“Authority”), a body corporate and public instrumentality of the State of Hawaii, was called to order by Member Paul Kimura, Vice-Chairperson of the Authority, at 11:58 a.m. on Wednesday, January 14, 2009, at the Authority’s principal executive office at 677 Ala Moana Boulevard, Suite 1001, Honolulu, Hawaii 96813, pursuant to article IV, section 1 of the Authority’s Bylaws.

MATERIALS DISTRIBUTED

1. Hearing Officer's Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit (distributed at the meeting);
2. Written comments from public (GGP WC 128-150) (distributed at the meeting).

II. ITEMS FOR ACTION

Vice-Chairperson Kimura stated that the action item regarding the Moana Vista project would be deferred to another meeting. The Authority would only be considering the GGP Ward Neighborhood Master Plan Application ("Application").

1. Shall the Authority Approve the General Growth Properties, Inc. Ward Neighborhood Master Plan Application?

Executive Director Anthony Ching provided a summary of the Application by Victoria Ward Limited ("Petitioner") for a master plan permit. On November 5, 2008, The Authority set the matter for contested case to afford the Petitioner due process rights in this Application. He stated that the Authority had adopted for the purposes of deliberation an order that consisted of appropriate findings of fact, conclusions of law and decision and order. The order supported the approval of the master plan permit with certain conditions. He noted for the Authority and the public that in the course of creating the record, it was determined that Victoria Ward Limited ("VWL") was the landowner of record for the master plan area and was a wholly owned subsidiary of GGP.

Vice-Chairperson Kimura noted receipt of written comments from the following persons in support and opposition of the Application:

- (1) Scott Schumaker, support
- (2) Lance M. Inouye, support
- (3) H. Mitchell D'Olier, support
- (4) Charles J. Heitzman, support
- (5) Albert W. Fink, support
- (6) C. Mike Kido, support
- (7) Peter Schall, support
- (8) Jim Tollefson, support
- (9) Sean Johnston, support
- (10) David Arakawa, support
- (11) Momi Cazimero, Ken Matsuura, Marshall Hung, oppose
- (12) Nancy Hedlund, Ph.D., oppose
- (13) Daisy Murai, oppose

- (14) Senators Russell Kokubun, Clayton Hee, Carol F. Fukunaga, Brickwood Galuteria, oppose
- (15) Bob Loy, oppose
- (16) Speaker Calvin K.Y. Say, oppose
- (17) Michelle Matson, oppose

Vice-Chairperson Kimura invited members of the public to provide testimony on the action item. The following persons testified:

- (1) David Arakawa, Land Use Research Foundation of Hawaii, support
- (2) Chuck Heitzman, support
- (3) Peter Schall, support
- (4) Marshall Moore, support
- (5) Mike Fitzgerald, Enterprise Honolulu, support
- (6) Jim Tollefson, Chamber of Commerce, support
- (7) Al Fink, support
- (8) Michelle Matson, oppose
- (9) Mike Kido, support
- (10) Kevin Killeen, oppose
- (11) Jack Hamada, oppose
- (12) Donna Wong, oppose

Vice-Chairperson Kimura stated that the contested case hearing on the Application had been conducted. The Authority had adopted for the purposes of deliberation an order that consisted of appropriate findings of fact, conclusions of law and decision and order. The order supported the approval of the master plan permit with certain conditions.

Member Okada disclosed that prior to the Authority setting the matter for contested case hearing, he had participated in discussions and had expressed opinions on the matter. However, since the Authority set the matter for contested case hearing in November, he had refrained from expressing any opinion or sought to solicit a position in support or denial of the permit. He stated he would only consider the facts in evidence and render a decision based solely on the record.

Vice-Chairperson Kimura asked Mr. J. Douglas Ing, representing the Petitioner, whether he had any comments or objections regarding Member Okada's disclosure. Mr. Ing stated there were none.

Vice-Chairperson Kimura declared Member Okada as qualified to be fair and impartial in his participation on the Authority's deliberations and action on the matter.

Vice-Chairperson Kimura called Members in turn to respond “Aye” or “Nay” that they had reviewed the record and were prepared to take action on the matter.

A verbal poll was taken.

Ayes: Members Bradley, Chang, Chun, Kobayashi, Mukaigawa, Okada, Piper, Saito and Vice-Chairperson Kimura.

Nays: None.

Vice-Chairperson Kimura entertained a motion for the Authority to approve or not the GGP Ward Neighborhood Master Plan Application. A motion was made by Member Saito and seconded by Member Mukaigawa.

Vice-Chairperson Kimura asked whether there was any discussion on the motion. Member Piper asked for clarification whether members would be voting to approve the master plan permit. Member Okada asked whether the Members were voting on the permit as a whole. Member Saito responded the motion was to approve the permit.

A roll call vote was conducted.

Ayes: Members Bradley, Chang, Chun, Kobayashi, Mukaigawa, Piper, Saito and Vice-Chairperson Kimura.

Nays: Member Okada.

The motion carried 8 to 1 with 4 excused (Members Dwight, Lai, Liu and Morioka).

A recess was taken at 12:35 p.m.

The meeting was reconvened at 12:43 p.m.

Vice-Chairperson Kimura entertained a motion to adopt the order placed before the members approving the issuance of a master plan permit to Victoria Ward Limited. A motion was made by Member Bradley and seconded by Member Mukaigawa.

Vice-Chairperson Kimura asked if there was any discussion on the motion and there was none.

A roll call vote was conducted.

Ayes: Members Bradley, Chang, Chun, Kobayashi, Mukaigawa, Piper, Saito and Vice-Chairperson Kimura.

Nays: Member Okada.

The motion carried 8 to 1 with 4 excused (Members Dwight, Lai, Liu and Morioka).

Member Saito exited the meeting at 12:45 p.m.

Member Okada requested clarification on what was being signed. Mr. Ching responded that Members were signing the adoption of the order.

Member Piper asked whether the final form of the order had been reviewed by Counsel. Mr. Ching responded that Deputy Attorney General Eugene Won had reviewed the order, and Petitioner's Counsel had participated in the preparation of the final order with HCDA staff.

III. ADJOURNMENT

There being no further business, it was moved by Member Mukaigawa and seconded by Member Okada to adjourn the meeting at 12:50 p.m. The motion passed by a show of hands vote of 8 to 0, with 5 excused (Members Dwight, Lai, Liu, Morioka and Saito).

Respectfully submitted,

/s/

C. Scott Bradley
Secretary

Note: The transcript of this meeting contains a verbatim record and should be consulted if additional detail is desired.