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**ADMINISTRATIVE STANDING COMMITTEE MEETING
OF THE
HAWAIʻI TOURISM AUTHORITY**

VIRTUAL MEETING

Wednesday, May 27, 2026, at 1:00 p.m.

The meeting will be live-streamed via Zoom.

https://us06web.zoom.us/j/86090647612

You may be asked to enter your name or email. The Board requests that you enter your full name, but you may use a pseudonym or other identifier if you wish to remain anonymous.

Call In: +1 669 444 9171 US
Webinar ID: 860 9064 7612

Members of the public may provide written or oral testimony on agenda items. Oral testimony (in-person or via Zoom) will be limited to five minutes for each testifier per agenda item. Signup for oral testimony via Zoom will be accepted through the Q&A feature on Zoom.

Written testimony received ahead of the preparation of the committee packet will be included in the packet. Email written testimony to Carole Hagihara-Loo at Carole.m.hagihara@hawaii.gov or hand-deliver or send via postal mail to the Hawaiʻi Tourism Authority office, 1801 Kalākaua Avenue, 1st Floor, Honolulu, HI 96815. Written testimony received after the issuance of the committee packet (three business days before the meeting) will be distributed to the committee and available for public inspection at the meeting.

AGENDA

1. **Call to Order**

2. **Roll Call to Announce Name of Participating Board Members and to Identify Who Else is Present with Board Member if Location is Nonpublic**

3. **Approval of Minutes of the April 14, 2026, Administrative Standing Committee Meeting**

4. **Review of HB1800 HD1 SD1 CD1 Regarding the State Budget and its Effects on the Hawaiʻi Tourism Authority**

5. **Update on the Hawaiʻi Convention Center's (HCC) CIP Funding**

6. **Update on the HTA President & CEO Search Process**

7. **Update on the HTA Chief Brand Officer Search Process**

8. **Update on Other HTA Vacant Positions**

9. **Review of HTA Bylaws, and HRS 201B, Board Oversight and Governance**

10. **Adjournment**

*** **Executive Session:** The Board may conduct an executive session closed to the public pursuant to Hawaiʻi Revised Statutes (HRS) § 92-4. The executive session will be conducted pursuant to HRS § 92-5 (a) (2), § 92-5 (a)(4), § 92-5 (a)(8) and §201B-4(a)(2) for the purpose of consulting with the board's attorney on questions and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities; to consider hiring and evaluation of officers or employees, where consideration of matters affecting privacy will be involved; and to discuss information that must be kept confidential to protect Hawaiʻi's competitive advantage as a visitor destination.

If you need an auxiliary aid/service or other accommodation due to a disability, contact Carole Hagihara-Loo at (808) 973-2289 or Carole.m.hagihara@hawaii.gov as soon as possible, preferably no later than 5 days prior to the meeting. **Requests made as early as possible have a greater likelihood of being fulfilled.** Upon request, this notice is available in alternative**/accessible** formats.

In accordance with HRS section 92-3.7, the Hawaiʻi Tourism Authority will establish a remote viewing area for members of the public and board members to view and participate in meetings held using interactive conference technology (ICT). The ICT audiovisual connection will be located on the 1st Floor in the Lobby area fronting the Hawaiʻi Tourism Authority at the Hawaiʻi Convention Center at 1801 Kalākaua Avenue, Honolulu, Hawaiʻi, 96815.

3

Approval of the Minutes
of the April 14, 2026,
Administrative Standing Committee Meeting

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ADMINISTRATIVE STANDING COMMITTEE MEETING
HAWAIʻI TOURISM AUTHORITY
Tuesday, April 14, 2026, at 10:00 a.m.

Virtual Meeting

MINUTES OF THE ADMINISTRATIVE STANDING COMMITTEE MEETING

MEMBERS PRESENT:	James McCully (Chair), Joel Guy (Vice-Chair), Leah Belmonte, Mericia Palma Elmore
NON-VOTING MEMBERS:	Kimberly Agas, Terry Fischer, Troy Lazaro, Danny Ojiri
HTA STAFF PRESENT:	Caroline Anderson, David Uchiyama, Talon Kishi, Lindsay Sanborn
GUESTS:	Nicole Shida, Teri Orton
LEGAL COUNSEL:	John Cole

1. Call to Order

Chair McCully called the meeting to order at 10:01 a.m.

2. Roll Call to Announce Name of Participating Board Members and to Identify Who Else is Present with Board Member if Location is Nonpublic

Mr. Uchiyama conducted the roll call, and members confirmed their attendance, except for Member Belmonte, who joined after the roll call. Chair McCully also recognized that non-voting member Lazaro was present in the meeting.

3. Approval of Minutes of the February 25, 2026, Administrative Standing Committee Meeting

Member Elmore motioned to adopt the minutes, and Vice-Chair Guy seconded it. The motion passed unanimously.

4. HTA President & CEO Search Process

a. DBEDT HR Update: Nicole Shida, DBEDT Human Resources Officer, to Provide Recommendation on the HTA President & CEO Search Process

Based on the recruitment efforts conducted prior to the law change that made the President and CEO position eligible for the Employee Retirement System, Ms. Shida recommended that current applicants be polled to see if they are still interested. Furthermore, since there may be other candidates who would have applied if they had known the conditions of employment were different, she recommended that the Board consider a mechanism to ensure that this latest information is advertised to encourage more applications.

Chair McCully thanked Ms. Shida and invited discussions on her evaluation and recommendation for the CEO search process. Chair McCully reminded members that, with Mr. Uchiyama's help, they had a new evaluation model, which was shared with Ms. Shida. She undertook to familiarize herself with it.

Chair McCully confirmed that the job description would guide their evaluation model. The Board would need to establish the critical elements for the next CEO. He asked whether this was a common framework used for other high-level hires in the state system and whether they had a scoring system for the different elements of the job description. Mr. Uchiyama advised that a similar structure was used and then shared with the committee for additional input.

Chair McCully thanked Ms. Shida and invited any further questions or testimony online from members or the public.

There were no further comments or testimony.

b. Communications with Bishop & Company Search Finalists

Chair McCully asked Mr. Uchiyama whether any formal responses or follow-ups to this letter of March 23, 2026 had been received. Mr. Uchiyama confirmed that the letter sent by Ms. Anderson provided them with the revised job description and the items under consideration. It also stated that if they wanted to continue with their application, the committee may reopen the solicitation of applicants. Mr. Uchiyama advised that of the nineteen still considered by Bishop & Co., two had withdrawn, and seventeen remained interested and revised their resumes to align with the new job description.

There were no further questions or comments.

c. Consideration of Opening Up the Search

Chair McCully asked for any comments on the recommendation to reopen the CEO search. At this point, he welcomed non-voting members Agas and Fischer.

Member Elmore was in favor of reopening the search, with Member Agas seconding.

Member Belmonte joined the meeting at this point. Chair McCully gave her a recap of what she had missed.

Chair McCully felt it was important to recognize all the changes that had occurred and to recommend to the Board reopening the CEO search.

Chair McCully asked AG Cole whether it was standard protocol to take a motion before opening public testimony, as per the recommended agenda script, or whether they should first listen to public discussion and questions before taking a vote on the motion. AG Cole advised that either option would be acceptable, but in cases where proper procedure is required, they normally start with a motion, which could come before any vote. He emphasized, however, that the discussion should relate to what the vote would ultimately be. He added that one reason people might not do it up front is that it is likely to need amendment or clarification before a vote, anyway. Mr. Uchiyama agreed.

Chair McCully preferred to hear from the public generally and have that incorporated into the motion. At this time, however, no members of the public were providing input. He requested a voting member confirm the motion to reopen the search for a new CEO. Member Elmore voted in favor of this. Vice Chair Guy seconded. Mr. Uchiyama called a roll-call vote, and the motion was carried.

d. Discussion on Overall Search Process:

i. Issuance of Request for Proposal (RFP) and Procurement Process

Mr. Uchiyama advised that, to procure a search agency, it would need to be posted for 32 days, or the procurement officer could issue a determination for less than 30 days, which would have to be signed by the Director. For the procurement process, he advised that three individuals from the state would need to be represented on the procurement committee. An additional subject matter expert or stakeholder with relevant knowledge could also be included.

AG Cole confirmed that this process was correct, although some companies used available business to gather interest and applications instead of search agencies.

Chair McCully felt that, provided the Board approves, it is important to reset the process when opened and revise the description based on the revisions to 201b. Chair McCully felt that all previous applicants should reapply. Member Elmore agreed and asked for a discussion on whether a search agency should be appointed. She felt that if they utilized their own resources, they would save money, though they would need to be mindful of the pressure and time constraints on staff.

AG Cole advised that a big operation, NELHA (Natural Energy Laboratory Authority.), advertised for applicants themselves, possibly via Indeed, and received some interest from the mainland and other areas. He noted that they had selected someone who had been with them for a little over a year now. On the other hand, the Technology Development Corporation used a headhunter. AG Cole felt that an agency may have a better reach for applicants, but acknowledged that it was ultimately the Board's decision on which method to use to recruit.

Member Fischer shared his experience from around two years ago, as the current Chairman of the American Bus Association. He was newly appointed at a time when their CEO, with 28 years of service, was leaving. They used a search firm to secure a replacement. He had concerns about the process; however, the agency made it smooth and seamless. He added that most of the time was spent at the very beginning to put together the position spec and job description. Once this was finalized, the agency went to work and presented multiple candidates to work through. They conducted first and second interviews with the agency, even providing interview questions to really flesh out the individuals. Member Fischer confirmed that they settled on one person who had been fantastic. He felt that, although this would come at an extra cost, it was really worthwhile to use an experienced firm to handhold throughout the process. He felt that many would apply and be keen on the job, but may not be completely suitable.

Chair McCully advised that he had conducted some research on Google to identify a state hire similar to the HTA's hiring of a CEO. He found the HCDA and the Mauna Kea Authority, whose CEO was previously the HTA's CEO. Chair McCully advised that they undertook the search in-house, posted an ad for three or four months, received applications, and went through the process within their Board. He mentioned that the HCDA are attached to DLNR the way the HTA are attached to DBEDT. He advised that the DLNR had done all the heavy lifting, and that the HTA Board would help Ms. Shida and Mr. Uchiyama. Chair McCully felt that the HTA had a more fully embedded staff that worked full-time, compared to what the Mauna Kea Authority had at the time, when it went through the same process as a brand-new startup. He felt that the HCDA was more established and could provide valuable guidance. He added that these were exempt positions, just like the HTA, and that they are relatively high in compensation within the state's compensation framework for public employees.

Chair McCully confirmed that he has spoken to Ms. Cathy Ritter, the HTA's consultant for the governance study and a worldwide participant, if not authority, in tourism governance models. Chair McCully had asked her how CEOs and executive directors were typically hired for initiatives like "Go Las Vegas" or "Visit Florida". She replied that some key search firms are not located in Hawaiʻi but are very embedded in tourism, and they hire for regional and group presidents in hospitality firms.

Chair McCully advised that Ms. Ritter had also shared that there were more tap-on-the-shoulder recruitments, where they would have a deep book of talent to contact to ask whether they were interested, and then they would go through their vetting process. Chair McCully felt this was a way to avail themselves of a bigger pool. He felt that the statute and recent history suggest that the next CEO should be able to navigate political circumstances. Chair McCully emphasized that the Board should consider that the person appointed will naturally have supporters and detractors, regardless of the individual's qualities. He added that a new person would bring a fresh set of eyes and add value.

Chair McCully requested that Dir. Tokioka to be available to discuss this with the Board, as he would oversee this whole process.

ii. Budget Considerations

Ms. Anderson confirmed that approximately $100,000 was available in the administrative budget for this recruitment project. Mr. Uchiyama confirmed that Dir. Tokioka would prefer to keep to the same budget as per the previous searches. There were no further questions or discussions from members or from the public.

iii. Selection Committee

Chair McCully felt that the Board should decide who would comprise the selection committee, whilst the Administrative Committee could make a recommendation to the Board. Mr. Uchiyama added that three of the committee members would need to be state employees for the state procurement process and that consideration should be given to including subject-matter experts and stakeholders with relevant knowledge of procurement and contracting. He added that this is specific to the procurement of a search firm. Ms. Anderson confirmed this was indeed how the previous search was conducted. No further questions or discussions from the committee or the public.

iv. Contracting Process

Mr. Uchiyama confirmed that finalizing a search firm last time took about 3 to 4 weeks. He recommended that the RFP be issued for less than 30 days due to the time required to finalize the contract. He added that it would take another three months roughly for the search firm to finalize a suitable candidate based on the previous search.

Chair McCully emphasized the importance of moving swiftly on this, as we should aim to have a CEO selected and available for our early legislative hearings and reviews, which begin around November. Mr. Uchiyama confirmed that if the search were reopened in April, the search firm appointed and the process undertaken to gain additional candidates would mean one further month’s extension than originally planned. He felt the Board needed to make a decision at the April meeting to commence this process without delay. No further questions from the public or online.

v. Candidate Evaluation and Selection

Mr. Uchiyama advised that this would require around three months to finalize. He explained that if they could finalize an RFP before the end of April, the timeline would be reduced to a 20-day window, with the selection and contracting portion commencing. If agreement was reached in two weeks, rather than three to four, the search firm could pull candidates in June, July, and August, with recommendations provided in September or late August. At this time, the review process could commence in September and October. By the end of October, the Board could present its finalist to the Governor.

Chair McCully suggested that if one finalist were presented to the Governor, they should provide two or three to the Board, who would then make a final determination of whom to recommend to the Governor.

vi. Impact on CEO Search Timeline

There were no further questions regarding this from the Board or the public.

5. Hawaiʻi Convention Center Budget Status

a. Overview of Current Budget Status

Mr. Kishi thanked the Board members for the opportunity to make this presentation. He stated that his update would focus primarily on the financial aspects of the construction rather than on the project's status. The first slide summarized changes in project cost estimates from the original one-year project to the current two-year project, with the one-year project estimated at $63.4 million and the two-year project at $108.6 million, an increase of $45.2 million.

Mr. Kishi pointed out that the greatest change had resulted from a $36 million increase in construction costs, from $51 million to $87 million. Design and engineering fees increased from $4.8 million to $5.9 million, project management fees increased from $1.7 million to $3.1 million, and the contingency reserve increased from $4.5 million to $11.3 million, while the cost of equipment and permits remained unchanged.

Mr. Kishi outlined the primary reasons for the increase in total cost as: firstly, the extension of the project duration from one year to two years; and secondly, the Construction Document Estimate (CDE), which had initially been based on only 75% of the construction documents. Once the 100% documents became available, the cost estimate prepared by the design engineering firm Allana, Buick & Bers (ABB) had increased to $92 million. While inviting input from Ms. Anderson and Ms. Orton, as well as questions from Board members, Mr. Kishi added that Swinerton, the construction company, had submitted a bid of $87.5 million.

Ms. Orton reiterated Mr. Kishi’s assertion that when the first request for proposal (RFP) had been issued for $63.4 million, the construction documents used had been only 75% rather than 100% complete. She explained that during the bid submission process, the bidding companies informed the selection committee that the quantity and scope of rooftop repairs made it impossible to complete the project within one year. In addition, the project’s location and the need to remove debris from the rooftop without disturbing neighboring properties created logistical challenges that further extended the construction and repair timeline. Ms. Orton reminded Board members that government procurement guidelines required that 100% of the budget be secured before proceeding with solicitation. At the time the RFP process began, the Hawaiʻi Convention Center (HCC) and the Hawaiʻi Visitors and Convention Bureau (HVCB) expected the center to be closed only for the twelve months of 2026. They had already displaced events in anticipation of a January 2026 project start, including six citywide events.

Ms. Orton explained that when the bid proposals returned with a clear indication that the project could not be completed in one year but would require two years, the HTA had 100% of the funding for a one-year project but did not have 100% of the funding required for a two-year project. In response to an HTA request, ABB estimated that reviewing the construction documents at 100% and revising the timeline would take between 3 and 4 months. Ms. Orton commented that since this request had been made in mid-2025, the time was not available, and the delay would have pushed the project into a start later in 2026.

Ms. Orton explained that the HTA had decided to maintain momentum by issuing a two-year RFP using the estimated budget for that period, with the understanding that the construction documents would be revised during that period using the 100% documents from ABB, so that the updated estimate could be compared with the proposals submitted to the RFP.

Ms. Orton informed Board members that by mid-2025, the HCC and HVCB had begun to displace 2027 events, recognizing that the project would require two years to complete, to allow the RFP process to continue without extending the project into 2028. The intention had been to use funds already allocated to other projects, given that the HCC had funds available to cover the cost difference and keep the project moving. Ms. Orton noted that this decision had created controversy among legislators who believed that the $36 million appropriated to the HTA for a list of necessary HCC projects should have been used solely for their designated purposes, and that there had been insufficient communication about the decision to use the funds to cover the shortfall for the rooftop repair project. Ms. Orton commented that at the time the decision was made, Dir. Tokioka of the Department of Business, Economic Development, and Tourism (DBEDT) had obtained approval from the appropriate authorities, and it had been considered urgent to maintain the January 2026 start date. She added that, as a result, the HTA would need to replace $55 million, including both the $36 million and funds for other projects already planned for the two-year closure period.

Ms. Orton stated that ABB subsequently completed cost estimates based on 100% construction documents, enabling a comparison with the proposals received in the second

RFP. While one proposal was approximately $120 million, Swinerton's proposal was $87 million, with the 100% construction documents estimating $92 million. This indicated that Swinerton's proposal was the closest to the estimate.

Ms. Orton reiterated that legislators had been concerned about the reallocation of funds, but she believed the HTA's aim had always been to avoid delays to the project that might disrupt 2028 business, as well as that of 2026 and 2027.

Chair McCully responded that the Legislature was sympathetic to the rooftop repair project and believed it would ultimately be completed, adding that the HTA's experience with the Legislature over the previous five to six years demonstrated that legislators regarded communication as paramount.

Noting that the HTA was funded by A Funds, and that capital improvement projects (CIP) had been the focus for the HCC, Chair McCully asked about the purpose of the B Funds that had previously been mentioned.

Illustrating his reply with a slide, Mr. Kishi responded that the General Fund supported the HTA's operating budget and neither the HCC nor the rooftop repair project was financed from A Funds. He explained that B funds were special funds and that the Hawaiʻi Convention Center Enterprise Special Fund (HCCESF) was the special fund held by the HTA for the roof project. It was intended only for the $8 million contingency reserve, and the hope was that it would not be used.

Chair McCully asked about the three columns shown on the slide:

- Act 248, SLH 2022 $15 million;
- Act 230, SLH 2024 $64 million;
- Act 230, SLH 2025 $36.4 million.

Mr. Kishi stated that these were CIP funds allocated for the rooftop repair project whose detailed use he had broken down in terms of construction, design and engineering, equipment, permits, project management fees, and the contingency reserve.

Mr. Kishi explained that Act 248 funds had originally been appropriated to the HTA for temporary roof repairs to the terrace deck, but the HTA leadership had later concluded that it would be preferable to suspend plans for the temporary repair and request $64 million from the Legislature for a full repair. Only $1.1 million of the original $15 million had been used. The $36.4 million had been intended for other HCC repairs, but once the estimated cost of the rooftop repair project had increased to $108 million, those funds were reallocated to the rooftop repair project. Mr. Kishi stated that the $108 million cost would be funded from four sources.

Ms. Orton stated that the increase in the contingency reserve played a significant role in the overall cost increase, noting that the Department of Accounting and General Services (DAGS) generally estimated 3-4% of a project's overall construction cost for the contingency reserve. The HTA had allocated 6–8% to a contingency reserve for the first RFP because of a lot of unknowns. DAGS had recommended a 15% contingency reserve for the project, firstly because it had shifted from a one-year to a two-year project, and secondly because there were many unknown areas where additional damage might be discovered. Ms. Anderson had suggested a 13% contingency reserve to align it with available funds, resulting in a larger-than-normal contingency reserve.

In reply to a question from Chair McCully about the fate of the remaining $13.8 million from the Act 248 appropriation, Mr. Kishi reminded members that the original $15 million had been intended for the temporary roof repair and had then been reassigned to other necessary repairs once the $64 million had been allocated. He noted that repairs to the ballroom gutter, foyer, and transom glass soffit were another roof-related project for which the funds for the temporary roof repair were to be reallocated. However, during the planning process, the Executive Branch determined that this reallocation did not conform to the statutory purpose of the $15 million, which had been assigned specifically to the terrace deck area of the roof, and, as a result, the HTA was ordered to lapse the funds.

Chair McCully noted that the HTA had been allowed to retain $1.2 million, and Mr. Kishi confirmed that this amount had been used for engineering and construction management fees for the rooftop repair project, with Rider Levett Bucknall (RLB) as the management company and Allana, Buick & Bers (ABB) as the engineering firm. The HTA had made a further attempt to reallocate the remaining $14 million for the ballroom gutter area but had ultimately been instructed to lapse the funds.

Chair McCully invited questions from members for Mr. Kishi or Ms. Orton.

Ms. Agas asked for a recommendation on where funding could be obtained to repair the transom and commented that it seemed unwise to repair the roof without addressing other areas where leaks were occurring. Given that design, engineering, and project management work had begun, she asked how the work could be completed.

Mr. Kishi responded this was addressed by his next slide, explaining that the previous year they had submitted a request through HB1800. This budget bill originally included $81 million in CIP funds and $21 million in special funds for the ballroom transom glass project under discussion, along with $60 million in general obligation funds intended for other repair and maintenance projects at the HCC. As the bill moved through the legislative process, it reached HB1800 HD1 SD1, and at that point, the bill included a $21 million expenditure ceiling for the HCCESF, which was destined for the ballroom transom glass project. Mr. Kishi added that the $61 million in General Obligation Funds had been removed, and requests for additional CIP funding for other repairs would have to be made to the Legislature in the future. For the moment, the priority was to repair all leaks in the building.

Ms. Anderson informed committee members that Mr. Kishi, Ms. Orton, officials from DBEDT, and she herself had met with the head of the Senate CIP committee, Sen. Moriwaki, as well as Representative Kitagawa. The financial data presented by Mr. Kishi was intended to encourage the Legislature to make $21 million available by lifting the expenditure ceiling for the HCCESF. The HTA leadership had promised to remain open and transparent with legislators and to keep them informed about the project's progress.

Mr. Kishi explained that any funds in the HCCESF were already held in the HTA bank account, so the Legislature was simply being asked for permission to spend them. He noted that this had been a selling point for the Legislature during the drafting of the budget bill, including the $21 million included in the SD1 draft.

Mr. Kishi reviewed the costs incurred to date on the rooftop project as follows:

- Construction contract $87.5 million
- Design and engineering fees $4.6 million
- Equipment No costs had yet been incurred.
- Permit fees $41,000
- Project management contract $1.7 million
- Contingency funds No costs had yet been incurred.
- Total project costs to date $94 million

Mr. Kishi reminded committee members that these amounts comprised both actual expenditures and encumbered amounts, noting that the remaining $1.1 million for design and engineering fees had been requested and was still in the planning phase.

Chair McCully asked who was in charge of the project and whether there was a construction manager.

Ms. Anderson stated that the HTA was in charge of the project because it controlled the contracts. The project management company was Rider Levett Bucknall (RLB), the design and engineering contract was with ABB, and the construction contract was with Swinerton. At the same time, Ms. Orton served as the General Manager of the HCC. Ms. Anderson added that the HTA was also in contact with the DAGS Public Works Division (DAGS-PWD). The team was led by the HTA, with DAGS-PWD providing construction advice. The entire work plan and schedule were reviewed during team meetings.

Chair McCully remarked that he had reviewed Allison Schaefers' exposé article dealing with the $55 million withdrawal from CIP. He noted that the article stated the HTA had apologized to lawmakers because bid prices had far exceeded early estimates, while it was urgent to begin the project to avoid canceling bookings at the HCC. The HTA had committed to the contracts using funds they believed were appropriate.

Ms. Anderson stated that the information provided to the journalist had come from the HTA's January 2026 information briefing to the Legislature, during which she apologized for the construction management contract. The Legislature had expected better communication regarding the additional funds required for the rooftop.

Chair McCully stated that all projects required one person to serve as the ultimate decision-maker, who would warn of potential problems and whose input would determine whether the project succeeded. In this case, the Legislature functioned as the bank that might be asked for additional funds, even though the Governor might exert some influence. In March 2026, the Legislature remained conscious of trust issues with the HTA, and addressing these concerns should not be delayed. For that reason, the Chair asked who would ultimately be responsible for keeping everyone informed.

Ms. Anderson stated that they had assured Sen. Moriwaki and Rep. Kitagawa that HTA would communicate more effectively about the HCC project going forward. Chair McCully reminded Ms. Anderson that she was the CEO and needed to take her responsibilities seriously.

Ms. Orton stated that the HTA had a strong team, including Mr. Kishi and Mr. Uchiyama, as well as the contractors. Mr. Kishi stated that he had promised the legislators he would remain open and transparent throughout the entire process.

Chair McCully asked about the $55 million for the other repairs and the expected total cost of those repairs.

Mr. Kishi stated that he did not have the exact number readily available, as it was still being adjusted. Referring to a previous slide, he explained that $60 million would have covered the majority of the non-roof-related repairs. The original $81 million request submitted to the Legislature had been reduced to $55 million, which was still under discussion, and had now been reduced further to $21 million from the HCCESF solely for the ballroom gutter, foyer, and transom glass soffit repair project. Mr. Kishi stated that no funding was available at present for the other non-roof-related repair projects, and these would have to be delayed until a later date, with costs estimated at between $40 million and $60 million.

In reply to a question from Chair McCully about the result of the full grant of the $81 million requested in HB1800, Mr. Kishi stated that, in that case, it would have been possible to execute the majority of the projects on the CIP list.

Ms. Orton reminded Mr. Kishi that he had based the $81 million on the six-year CIP schedule and that these would have been projects slated for completion within six years.

In reply to a query from Chair McCully about the details of the six-year period, Ms. Orton stated that Year 1 consisted of the $55 million requested to execute projects during the closure period of 2026 and 2027.

Chair McCully asked whether the six-year CIP period referred to 2026 through 2032, and Ms. Orton explained that HCC had submitted a six-year calendar to the HTA. This calendar supported budget planning by listing projects HCC hoped to execute each year, with a cumulative total of $81 million over 6 years. She had asked Mr. Kishi to request funds for projects that could be completed during the two-year partial closure period, to avoid unused funds from accumulating. Additional funds would be requested from the Legislature in future years for projects to be executed later.

Chair McCully asked whether CIP was intended for significant project maintenance and what the annual average CIP expenditure had been from 2020 to 2026.

Ms. Orton stated that she did not have that information available, but the annual infusion for CIP from HTA was usually between $5 million and $10 million, and this amount would be incorporated into available funds to finance appropriate projects.

Chair McCully stated that he had heard CIP described as deferred maintenance projects that could not be executed because HCC needed to be closed to carry them out. Ms. Orton responded that the larger leak-related projects could not easily be implemented while the HCC was open, as it would be difficult to navigate around booked events. She added that there could be multiple reasons for deferring maintenance, such as attempting to incorporate rooftop repairs into privately funded projects.

In reply to a question from Chair McCully about the annual operating cost of the HCC and the amount to be saved by closing it, Mr. Kishi stated that the HCC Special Fund, the B Fund, was made up of the $11 million annual transient accommodations tax (TAT) allocation which funded operations and local marketing for the HCC. In a normal year, approximately $7 million to $8 million would be used for sales, marketing, and operations, with the remaining amount allocated to CIP. For example, $11 million in TAT minus $8 million for operations and sales left $3 million available for CIP projects.

Chair McCully asked whether the B Fund allocation would continue during the closure and whether those funds could be reallocated.

Mr. Kishi stated that while construction was underway during the following year, operating the HCC would cost slightly more because the center would be closed. Operating costs during construction were estimated at approximately $9.2 million, and local sales would bring the total to $11 million, leaving no funds available for CIP.

Chair McCully concluded that closing the center would not yield any savings, and Mr. Kishi concurred with this analysis, adding that he believed $9.2 million was a fair estimate of the operating budget during closure.

b. Explanation of CIP Fund Reallocation to Initiate the Rooftop Project

c. Status of Legislative Request for Additional Funding to Support the Convention Center

d. Assessment of Financial Position and Next Steps

Chair McCully stated he had requested this presentation due to issues with the Legislature. He reviewed the details of agenda items 5a, 5b, 5c, and 5d, and asked Mr. Uchiyama whether he was keeping track of how much had been covered.

Mr. Uchiyama stated that almost everything had been covered except for item 5d, although he believed that Ms. Anderson, Mr. Kishi, and Ms. Orton had already addressed it. He explained that they had spent time rebuilding the relationship with the Legislature, specifically with the chairs of the CIP project and finance committees. Due to the Ways & Means (W&M) chair's busy schedule, they were granted an appointment. The HTA leadership had also met with both Tourism committee chairs. Mr. Uchiyama believed that communication lines had improved dramatically, and members of the Legislature had contrasted the present clear communication with the previous situation in which they rarely saw HTA representatives. This year, legislators had seen HTA officers regularly and were becoming more comfortable with the HTA team, so Mr. Uchiyama believed the situation was progressing well.

Ms. Orton informed committee members that the past few weeks had taught her the importance of scheduling weekly meetings with legislators before the legislative session begins. She had realized that early discussions ensured that everyone was informed and educated about the projects underway at the HCC and their likely funding needs, thereby providing legislators with the knowledge needed to answer questions about funding requests. Ms. Orton emphasized the importance of providing information on sales and marketing, repair and maintenance projects, and the HTA's functions before the start of the legislative session. She commented on the disingenuous appearance of HTA officials submitting funding requests after the legislative session had already begun and noted that an earlier approach would make the process easier for everyone.

Chair McCully agreed with Ms. Orton, noting that this type of major project was not a one- or two-year cycle but a major undertaking that occurred only every twenty or thirty years.

Ms. Orton stated that several legislators had asked the HTA team whether they would return to request additional money if the funds in question were provided. She commented that legislators seemed not to understand that repairs and maintenance for the HCC would be an ongoing annual need.

Chair McCully remarked that the HTA needed to communicate clearly that this was a catch-up process. In previous years, during the build-up to the current rooftop repair project, the former Vice President for Finance had been a key contact for communicating this issue to the Legislature, but since he had left the HTA, relationships had not been reestablished quickly enough. Chair McCully emphasized that at this point, there must be no further mistakes.

Ms. Anderson commented that in December 2025, the HTA team had met with legislators, including Rep. Kitagawa, as well as the Tourism Committee chairs, to explain what was happening with the HCC. The team had also attempted to meet with the chairs of the finance committees. She reiterated that for the present session, the team’s approach had been to meet with legislators before the start of the session, and they had done their best to continue communicating even when the session was not in progress. She added that the HTA team would continue to do so.

Chair McCully stated that Ms. Schaefers' article had reported that Sen. Moriwaki had advised that the canopy should be removed, but the HTA had proceeded to contract for the canopy at an increased cost of $14 million to $21 million. The article appeared to claim that the senator wanted the canopy omitted because she believed the HTA could use umbrellas over the tables. The Chair commented that it was difficult to imagine umbrellas being an effective substitute for the canopy.

In response to a question from Chair McCully as to whether the senator had told the HTA team to omit the canopy at the meeting in December 2025, Ms. Anderson stated that they had met with Representative Kitagawa in December, not with Senator Moriwaki, adding that the canopy had always been included in the original RFP for the rooftop repairs, and the scope of the project had not changed.

Chair McCully stated that Sen. Moriwaki was the key CIP contact for the Senate and had been quoted as saying that they had come to the HTA and the HTA had told them "No." He asked about the identity of "Brett," and Mr. Uchiyama stated that Brett was Senator Moriwaki's secretary.

Chair McCully remarked that it was unnecessary to prolong the present discussion and asked whether any other committee members or members of the public had comments or questions online. There were no further questions or comments.

Chair McCully thanked Mr. Kishi for his presentation and thanked Ms. Anderson and Ms. Orton for their supporting input. He stated that the Board warranted a monthly update directly from the construction manager or from another member of the supervising team, such as Ms. Anderson, Mr. Kishi, or Ms. Orton, adding that it was vital for every Board meeting agenda to include a report on the status of the construction project because early information was always essential.

6. Bylaws

a. Review of Statutory Responsibilities of an Advisory Board, as it Relates to the Oversight of the Authority

Chair McCully asked for any questions or comments from members, noting that this discussion related to the two previous agenda items.

Member Fischer mentioned his telephone conversation with Chair McCully earlier in the week, during which he had asserted his belief that the Board's understanding of how to function in an advisory capacity would be an ongoing discussion. Member Fischer stated that although the Board was purely advisory and had no actual powers, the responsibility for its advice would be passed on to the DBEDT Director and the new CEO, who would then convey that advice to the Legislature, where the ultimate decisions would be made. He believed that providing the Legislature with sound information and guidance to enable informed decision-making was a major function of the Board, adding that the Legislature might or might not choose to follow the Board's advice, if the Board's advice proved to be reliable and led in a direction approved by the Legislature, some authority might eventually return to the Board.

Member Guy stated that he appreciated Member Fischer's comments, as well as the remarks made by Member Wong during the Board's confirmation hearing when this topic had been raised several times. He believed that Member Wong had done an excellent job of explaining that if trust could be rebuilt, the Board would become more valuable. He also appreciated the chair's ability to identify areas in which the Board could play a role beyond a purely advisory one, noting that the appointment of the CEO was one such area and that he had come to realize the Board had more influence than he had originally believed.

The Chair was informed that there were no questions or comments from members of the public online.

Chair McCully stated that this topic would be placed on the agenda of the next Administrative Committee meeting. He also intended to provide handouts of his perspective to AG Cole and Mr. Uchiyama for vetting, so that the committee would be better prepared for the discussion. Chair McCully noted that this issue had been raised during the Senate's Advice and Consent process because Board members had been asked about their functions as advisory members, with an implication that the role was negligible. He did not interpret this as a denigration of the Board's role but rather as a challenge to explain to the Senate how the Board interpreted the law, particularly because the amendment to the HTA statute had been driven by the Senate, and Board members were being interviewed by a Senate committee. He stated his belief that the amendment to statute §201-B represented the minimum necessary to accommodate the Senate's interest in exercising control over the HTA and concluded that the matter would be addressed further at the next meeting.

7. Adjournment

Chair McCully adjourned the meeting at 11:42 a.m.

Respectfully submitted,

Sheillane Reyes

____

Sheillane Reyes
Recorder

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Review of HTA Bylaws, and HRS 201B, Board Oversight and Governance

BYLAWS
OF THE
HAWAIʻI TOURISM AUTHORITY

[Historical Note: The Bylaws were adopted on November 4, 1998, and amended on November 28, 2001; February 10, 2005; January 27, 2011; June 30, 2011; August 22, 2012; August 8, 2014; July 9, 2015; February 28, 2019; November 18, 2021, and February 26, 2026.]

ARTICLE I – DEFINITIONS

Section 1. As used in these Bylaws:

"Authority" means the Hawaiʻi Tourism Authority established by chapter 201B, Hawaii Revised Statutes.

"Board" means the advisory Board of Directors authorized to be the governing body or the head of the Authority under chapter 201B, Hawaiʻi Revised Statutes.

"Temporary Absence" means a leave of absence of 180 days or less.

ARTICLE II – NAME

Section 1. Name. The official name of the Authority shall be "Hawaiʻi Tourism Authority".

Section 2. Office and Place of Meeting. The office of the Authority shall be at 1801 Kalākaua Avenue, Honolulu, Hawaiʻi, but the Authority may hold its meetings at such places as may be designated by the Chairperson or President & CEO. This may include holding meetings virtually through the use of technology.

ARTICLE III – OFFICERS

Section 1. Election and Term of Officers. The officers shall be the Chairperson and one or more Vice-Chairperson(s). The officers shall be elected by the Advisory Board of Directors from among its members and shall serve until their successors are duly elected. Officers may be elected by a majority of the Advisory Board at any regular or special meeting. All officers shall be subject to removal at any time without cause by the Advisory Board of Directors. The Advisory Board of Directors may, at its discretion, elect acting or temporary officers and may elect officers to fill vacancies occurring for any reason whatsoever, and may limit or enlarge the duties and powers of any officer elected by it. If at any time the office of Chairperson becomes vacant for any reason and the Advisory Board is unable to elect a Chairperson by majority vote of the Advisory

Board for more than 30 days, the President and CEO shall appoint a Board Member to that office until the Advisory Board elects a replacement. During such vacancy, any Vice Chairperson may assume the powers and duties of the Chairperson for the purposes of scheduling and running any regular or special meeting.

Section 2. Chairperson. The Chairperson shall preside over all meetings of the Advisory Board of Directors. The Chairperson shall have general charge and supervision of the Board of Directors and shall perform such duties as are incidental to the office or are required or delegated by the Advisory Board of Directors.

Section 3. Vice-Chairperson. In the absence of the Chairperson, a Vice-Chair person shall perform the Chairperson's duties. A Vice-Chairperson shall also perform all other duties assigned by the Chairperson or by the Advisory Board of Directors.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting. An annual meeting may be held each year at such time and place as the Advisory Board of Directors determines for the purposes of electing officers and transacting such other business as may come before the meeting. The Advisory Board of Directors may dispense with the annual meeting by unanimous consent.

Section 2. Regular and Special Meetings. Regular Meetings for any purpose may be held once a month. Special Meetings may be held at any time upon the call of the Chairperson or upon the call of any two Directors.

Section 3. Parliamentary Procedure. Except as otherwise provided by statute or these Bylaws, the most recent edition of Robert's Rules of Order shall govern procedural questions that may arise at a meeting.

Section 4. Action of the Board. Any action of the Advisory Board shall require the affirmative vote of seven Board Members (and not of Board Members present at any meeting). Roll call votes are optional, unless requested by any two Directors, the Chairperson, or any Board Member running such meeting. The minutes shall reflect any abstention and negative vote by any Board Member for any voting matter, regardless of whether a roll call vote is taken.

ARTICLE V – COMMITTEES

Section 1. Establishment. The Board, with the approval of the President and CEO, may establish any committee to assist the Advisory Board of Directors on any matter related to its powers, duties, and responsibilities. A committee may be established and be terminated at the discretion of the Advisory Board, with the approval of the President and CEO. The Board shall appoint a committee chairperson and at least one vice-chairperson to head any committee and appoint any voting members to the committee. All Board members are members of all committees, but only those members appointed as voting members of a committee may vote at committee meetings. Board members who are not appointed as voting members of a committee may attend committee meetings as ex-officio non-voting committee members. All committees may convene, as necessary, to receive information, updates, and recommendations from the Authority's staff and others. The Advisory Board shall not delegate authority to any Committee that may bind or otherwise obligate the Authority. Any actions taken by a Committee shall be considered recommendations to the Advisory Board.

Section 2. Branding Standing Committee. There is established a Branding Standing Committee that shall be responsible for the strategic review, evaluation, and recommendations on the Authority's branding and marketing initiatives, programs, and/or activities that support the Authority's vision, mission, and strategic objectives, with a particular focus on destination branding, meetings, conventions, and incentive (MCI) business.

Section 3. Administrative Standing Committee. There is established an Administrative Standing Committee that shall be responsible for coordinating the search for and recruitment of a nominee to serve as the President and Chief Executive Officer of the Authority. The committee shall also provide recommendations to the Board for the terms to be included in the President and Chief Executive Officer's employment contract, and recommendations relating to the evaluation of their performance. The committee shall also periodically review the bylaws and, when necessary, make recommendations to the Board for their amendment. The committee shall also be responsible for providing guidance on matters relating to legislative and governmental affairs.

Section 4. Ho‘okahua Hawai‘i Standing Committee. There is established a Ho‘okahua Hawai‘i Standing Committee to provide strategic guidance on destination stewardship, the perpetuation of Hawaiian culture, the development and enhancement of visitor experiences, workforce development, and the creation and implementation of the HTA Strategic Plan, Destination Management Action Plans (DMAPs), and the state Tourism Functional Plan. The committee will consider community priorities and visitor industry needs, and assess the social and economic impacts of tourism

Section 5. Sports Tourism Committee. There is established a Sports Tourism Standing Committee for the purpose of advancing Hawai‘i's position as a premier destination for sports-related travel and events. The committee provides strategic guidance on initiatives that leverage sports tourism to drive economic impact, enhance the destination's brand, support local, national, and international partnerships, and foster community benefits.

Section 6. Film Tourism Committee. There is established a Film Tourism Standing Committee that shall be responsible for guiding initiatives that promote Hawai‘i as a film tourism destination through film, television, and integrated marketing, fostering economic development, and ensuring authentic representation of the state.

Section 7. Quorum; Voting. A majority of the voting members appointed to a committee shall constitute a quorum to conduct a meeting. An affirmative vote of a majority of the voting members appointed to the committee shall be necessary to adopt any action of the committee.

ARTICLE VI - PRESIDENT & CHIEF EXECUTIVE OFFICER AND STAFF

Section 1. President & Chief Executive Officer. The Advisory Board of Directors shall submit the name of a nominee to the Governor to serve as the President & Chief Executive Officer, who shall be appointed with the advice and consent of the Senate for a term set by the Advisory Board pursuant to a written contract. The President & Chief Executive Officer shall serve as the chief executive officer of the Authority and shall be directly responsible for the day-to-day operations of the Authority, including control of and responsibility for the execution of the Advisory Board's policies, the administration of the Authority's affairs, and the supervision of its staff. At each meeting of the Advisory Board, the President & Chief Executive Officer shall furnish the Advisory Board with such information as shall be necessary to effect the purpose of the Advisory Board and for the proper administration of its affairs.

Section 2. Authority; Staff. The President & Chief Executive Officer may appoint, in accordance with applicable personnel laws, subordinate staff members to assist in the administration of the Authority's affairs.

Section 3. Vacancy in Office. A temporary absence of the President & Chief Executive Officer shall be filled in the following manner:

(1). The Chief Administrative Officer shall serve as the Acting President & Chief Executive Officer until her or his return. In the event the Chief Administrative Officer is unable to serve, the Chief Brand Officer shall serve as the Acting President & Chief Executive Officer until the return of either the Chief Administrative Officer or the President & Chief Executive Officer. In the event the Chief Brand Officer is unable to serve, the Vice President of Finance shall serve as Acting President & Chief Executive Officer.

ARTICLE VII – MISCELLANEOUS

Section 1. Expiration of Board Member's Term. Unless otherwise provided by law, the term of a Board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive Regular Meetings duly noticed to all members of the Advisory Board and where the Advisory Board failed to constitute quorum necessary to transact business. The Chair or Vice Chair of the Advisory Board shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence.

Section 2. Inspection of Bylaws. The Authority shall keep in its principal office the original or a copy of the Bylaws and its amendments, certified by the chairperson, which shall be open to inspection by the members and by the general public at all reasonable times during office hours.

Section 3. Amendments. The Bylaws may be amended or repealed by a vote of a quorum of members of the Advisory Board of Directors.

Section 4. Deposits, Checks, and Investment of Fiscal Accounts. (a) Unless otherwise provided by law or by a specific provision of these Bylaws, the duly appointed Chief Executive Officer, Chief Administrative Officer, Chief Brand Officer, Chief Stewardship Officer, Vice President of Finance, and the Fiscal/Budget Officer of the Authority, cumulatively designated and referred to herein as "fiscal accounts officers" shall have the charge and custody of and be responsible for the management of all the fiscal accounts opened or maintained on behalf of the Authority, as a public entity of the State of Hawai'i, including the following specifically delegated authority:

(1) Receive and give receipts for moneys appropriated or due and payable to the Authority from any source whatsoever, and deposit all such moneys in the name of the Authority in such banks, trust companies, depositories, or financial institutions as may be selected by the Authority;
(2) Execute and issue all checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority;
(3) Promptly deposit all funds of the Authority not otherwise employed or expended by the Authority to the credit of the Authority in such banks, trust companies, depositories, or financial institutions as may be selected by the Authority;
(4) Enter into any contract or execute any instrument on behalf of the Authority to manage and to provide for the safe and secure investment of deposited funds of the Authority through the purchase of investments and the sale or redemption of invested funds, including the execution of any instrument related to any investment sweep service provided by a financial institution; and,
(5) Any authority specifically delegated by the Advisory Board or authorized by law.

(6) Any depository or investment agreement or instrument, and any check, draft, instrument, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the Authority shall be executed by any two of the fiscal accounts officers.

The undersigned do hereby certify that these Bylaws, as amended, of the Hawai'i Tourism Authority were duly approved and adopted by the Advisory Board of Directors on February 26, 2026.

Hawai'i Tourism Authority
State of Hawai'i

James Wm. McCully

Vice Chairperson James McCully
Advisory Board of Directors
Hawai'i Tourism Authority

Kimberly Agas

Vice Chairperson Kimberly Agas
Advisory Board of Directors
Hawai'i Tourism Authority

APPROVED AS TO FORM:

Interim President & Chief Executive Officer
Hawai'i Tourism Authority Caroline Anderson

Deputy Attorney General John Cole

§201B-2 Hawaii tourism authority; establishment; board; president and chief executive officer. (a) There is established the Hawaii tourism authority, which shall be a body corporate and a public instrumentality of the State, for the purpose of implementing this chapter. The authority shall be placed within the department of business, economic development, and tourism for administrative purposes only.

(b) The authority shall be headed by an advisory board of directors that shall consist of twelve members; provided that:

(1) The members shall be appointed by the governor as provided in section 26-34, except as provided by this section;

(2) The members shall include at least one representative each from the city and county of Honolulu and the counties of Hawaii, Kauai, and Maui;

(3) One member shall be appointed by the president of the senate, and one member shall be appointed by the speaker of the house of representatives;

(4) At least six members shall have knowledge, experience, and expertise in the area of accommodations, transportation, retail, entertainment, or attractions, and at least one member appointed by the governor shall have knowledge, experience, and expertise in the area of Hawaiian cultural practices;

(5) At least one member shall represent a tourism-impacted entity;

(6) The governor shall make appointments to ensure the fulfillment of all requirements of paragraphs (2) and (4); provided that upon the occurrence of a vacancy subject to paragraph (3), the governor shall notify the president of the senate and the speaker of the house of representatives of any unfulfilled requirements pursuant to paragraphs (2) and (4), and the president of the senate or the speaker of the house of representatives, as appropriate, shall appoint a member who fulfills those requirements; and

(7) No person who has served as a member of the board of directors of the Hawaii Visitors and Convention Bureau shall be eligible to sit as a member of the board of directors of the Hawaii tourism authority until at least two years have expired between the person's termination from service on the Hawaii Visitors and Convention Bureau board and the person's appointment to the authority's board of directors.

(c) Members shall be appointed by the governor for terms of four years; provided that membership on the board shall not exceed eight consecutive years; provided further that each member shall hold office until the member's successor is appointed and qualified.

(d) The board shall elect a chairperson from among the members.

(e) Seven members shall constitute a quorum and a minimum of seven affirmative votes shall be necessary for all actions by the authority. The members shall serve without compensation, but shall be reimbursed for expenses, including traveling expenses, necessary for the performance of their duties.

(f) The board shall submit a nominee to the governor who shall transmit a governor's message with the name of the nominee to the senate within ten days of receipt, and shall, subject to the advice and consent of the senate, appoint the nominee to serve as president and chief executive officer, exempt from chapter 76, who shall oversee the authority staff; provided that the compensation package shall not include private sector moneys or other contributions. Notwithstanding any law to the contrary, the president and chief executive officer shall report to the governor.

The board shall set the president and chief executive officer's duties, responsibilities, holidays, vacations, leaves, hours of work, and working conditions. It may grant other benefits as it deems necessary. The board shall set the length of the president and chief executive officer's term of service pursuant to written contract. [L 1998, c 156, pt of §2; am L 2000, c 253, §150; am L 2002, c 143, §2 and c 148, §19; am L 2003, c 3, §3; am L 2004, c 10, §7 and c 58, §§6, 14(2); am L 2005, c 22, §§46, 50 and c 235, §4; am L 2006, c 306, §1; am L 2007, c 187, §2; am L Sp 2009, c 5, §§4, 12; am L 2010, c 102, §5; am L 2015, c 46, §1; am L Sp 2021, c 1, §18; am L 2022, c 220, §3; am L 2025, c 132, §3 and c 168, §2]

Note

The 2022 amendment applies to any vacancy of a Hawaii tourism authority board of directors member appointed pursuant to §201B-2(b)(2) or (4) that occurs on or after July 1, 2022. L 2022, c 220, §4.

Attorney General Opinions

Subsection (c) is constitutional, with regard to the use of the phrase "appointed and qualified" to describe when a successor's appointment terminates a holdover member's position. Att. Gen. Op. 16-3.