Mutual Cancellation of General Lease No. S-5149 and Issuance of Direct Lease to Honolulu Academy of Arts for Youth Education and Art Center Purposes, Kulaokahua, Honolulu, Oahu, Tax Map Key: (1) 2-4-002:020.

APPLICANT:
Honolulu Academy of Arts (HAA), dba Honolulu Museum of Art, a domestic nonprofit corporation.

LEGAL REFERENCE:
Sections 171-6 and 43.1, Hawaii Revised Statutes, as amended.

LOCATION:
Portion of Government lands situated at Kulaokahua, Honolulu, Oahu, identified by Tax Map Key: (1) 2-4-002:020, as shown on the maps attached as Exhibits A1 and A2.

AREA:
2.688 acres, more or less.

ZONING:
State Land Use District: Urban
City and County of Honolulu LUO: BMX-3

TRUST LAND STATUS:
Section 5(b) lands of the Hawaii Admission Act.
DHHL 30% entitlement lands pursuant to the Hawaii State Constitution: No
CURRENT USE STATUS:

Encumbered by General Lease No. S-5149 for youth education and art center purposes, including but not limited to classes, workshops, lectures and the display of arts purposes, commencing December 1, 1986 and expiring on November 30, 2041.

CURRENT ANNUAL RENT:

$480 per annum (Minimum Rent Policy for New Dispositions, May 13, 2005)

NEW LEASE:

CHARACTER OF USE:

For youth education and art center purposes, including but not limited to classes, workshops, lectures and the display of arts purposes.

LEASE TERM:

Sixty-five (65) years.

COMMENCEMENT DATE:

The first day of the month to be determined by the Chairperson.

ANNUAL RENT:

$480 per annum (Minimum Rent Policy for New Dispositions, May 13, 2005)

METHOD OF PAYMENT:

Semi-annual payments, in advance.

RENTAL REOPENINGS:

At every tenth (10th) year of the lease, subject to the prevailing Board policy on minimum rent policy.

PERFORMANCE BOND:

Twice the annual rental amount.

CHAPTER 343 - ENVIRONMENTAL ASSESSMENT:

In accordance with Hawaii Administrative Rules Section 11-200-8 and the Exemption List for the Department of Land and Natural Resources concurred with by the
Environmental Council dated June 5, 2015, the subject request is exempt from the preparation of an environmental assessment pursuant to Exemption Class No. 1, Item 47, that states “lease of State land involving negligible or no expansion or change of use beyond that previously existing.” See Exhibit B.

**DCCA VERIFICATION:**

Place of business registration confirmed: YES X NO 
Registered business name confirmed: YES X NO 
Applicant in good standing confirmed: YES X NO 

**APPLICANT REQUIREMENTS:**

None.

**BACKGROUND:**

On December 1, 1986, the Board issued the subject lease at the former Linekona School site to HAA. In 1990, after extensive restoration primarily funded by private resources, the building was rededicated as an art school. Through an amendment dated February 14, 2007, the annual rent for the lease was revised to $480 effective from December 1, 2006 to November 30, 2016.

Current programs at the facility include art classes and workshops for adults and youth, art exhibitions, outreach programs, neighborhood engagement, immigrant children and youth art education, Warriors Eyes on Art, We Be Weave for disabled students, professional development for Department of Education teachers, and other educational programs and events.

The programs undertaken by HAA are so popular that an expansion of the programs focusing on the additional demands from the community and public schools is intended by HAA. Understandably, any expansion triggers the need for additional funding. HAA is planning to embark on a fund-raising campaign to enhance the programs and allow improvements (for example, classrooms) on the premises.

At this moment, HAA cannot provide a targeted figure for donation, but it is anticipated the amount would be substantial. In view of the remaining term of the lease (25 years until it expires in 2041), HAA believes that a long tenure is more appealing to possible donors, in particular those with potential for contributing significant amounts.

For this purpose, HAA is requesting the issuance of a new direct lease for sixty-five (65) years in conjunction with its forthcoming financing campaign for the planned expansion. A letter dated April 26, 2016 from HAA is attached as Exhibit C.

Planning for additional art studio classrooms, workshops, and library (approximately 12,000 square feet) to serve more students, especially low-to-moderate income students
living in the neighborhood is moving along. HAA is aware that the proposed improvement would be a trigger for the preparation of an environmental assessment required under Chapter 343, Hawaii Revised Statues. The requirement would hinder the issuance of the new lease and the fund-raising campaign.

With the programs/activities organized by HAA on the subject State parcel together with the fee property owned by HAA across the street, staff believes that HAA provides enormous benefit to the community, ranging from students to the general public. Staff supports the request for a new lease.

Regarding the concern about new improvements and the need for an environmental assessment, staff recommends the Board allow a revision to the standard lease condition pertaining to improvements as shown below (new language underscored):

“Improvements. The Lessee shall not at any time during the term construct, place, maintain and install on the premises any new building, structure or improvement of any kind and description except with the prior written approval of the Chairperson and upon those conditions the Chairperson may impose, including any adjustment of rent and compliance with Chapter 343, Hawaii Revised Statutes, unless otherwise provided in this lease. The Lessee shall own these improvements until the expiration or other termination of the lease, at which time the ownership shall at the option of the Lessor, remain and become the property of the Lessor or shall be removed by Lessee at Lessee’s sole cost and expense.”

With the revised condition, the lessee needs to obtain prior written approval from the Chairperson on any new improvement to be placed on the premises. In reviewing any request for improvements, the Chairperson has the discretion to require the lessee to prepare an environmental assessment, if appropriate.

To sum up, the subject request is pertaining to a new lease for the same land with the same uses.

A questionnaire completed by the Applicant regarding its program, mission, funding and other associated information is attached as Exhibit D, and a letter from the Internal Revenue Service confirming the Applicant as exempt under Section 501(c)(3) of the Internal Revenue Code is kept in the file.

In addition, the Applicant has not had a lease, permit, easement or other disposition of State lands terminated within the last five years due to non-compliance with such terms and conditions.

Department of Planning and Permitting, Department of Facility Maintenance, and Board of Water Supply have no objections/comments to the request. Department of Health and State Historic Preservation Division have not responded to the solicitation for comments before the deadline.
There are no other pertinent issues or concerns, and staff has no objection to the request as described above.

RECOMMENDATION: That the Board:

1. Declare that, after considering the potential effects of the requested direct lease as provided by Chapter 343, HRS, and Chapter 11-200, HAR, this project will probably have minimal or no significant effect on the environment and is therefore exempt from the preparation of an environmental assessment.

2. Find that the public interest demands the issuance of a new direct lease to the Honolulu Academy of Arts for youth education and art center purposes.

3. Subject to the Applicant fulfilling all of the Applicant requirements listed above, authorize the issuance of a direct lease to the Honolulu Academy of Arts, covering the subject area under the terms and conditions cited above, which are by this reference incorporated herein and further subject to the following:

   A. The standard terms and conditions of the most current nonprofit lease document form, as may be amended from time to time;

   B. Subject to the Chairperson’s determination, the Applicant shall perform an environmental assessment pursuant to Chapter 343, HRS, prior to the Chairperson’s approval regarding any new improvements to be constructed on the premises;

   C. Review and approval by the Department of the Attorney General; and

   D. Such other terms and conditions as may be prescribed by the Chairperson to best serve the interests of the State.

4. Approve the mutual termination of General Lease No. S-5149 upon issuance of the requested lease.

   Respectfully Submitted,

   [Signature]

Barry Cheung
District Land Agent

APPROVED FOR SUBMITTAL:

[Signature]
Suzanne D. Case, Chairperson
TMK (1) 2-4-002:020

EXHIBIT A1
EXEMPTION NOTIFICATION

Regarding the preparation of an environmental assessment pursuant to Chapter 343, HRS and Chapter 11-200, HAR.

Project Title: Direct lease for youth education and art center purposes.

Project / Reference No.: 150D-156

Project Location: Kulaokahua, Honolulu, Oahu, Tax Map Key: (1) 2-4-002:020.

Project Description: For youth education and art center purposes, including but not limited to classes, workshops, lectures, and the display of arts.

Chap. 343 Trigger(s): Use of State Land

Exemption Class No.: In accordance with Hawaii Administrative Rules Section 11-200-8 and the Exemption List for the Department of Land and Natural Resources approved by the Environmental Council dated June 5, 2015, the subject request is exempt from the preparation of an environmental assessment pursuant to Exemption Class No. 1, Item 47, that states “lease of State land involving negligible or no expansion or change of use beyond that previously existing.”

The current use has continued since 1986 and the applicant is not planning to change the use. The subject request, if approved, will facilitate the fund-raising campaign for the new improvements. Pursuant to the standard lease condition, any improvement requires the Chairperson’s prior approval. Additional language will be inserted in the proposed lease which will require the applicant to perform the environmental assessment regarding the new improvements, if the Chairperson, during the review process, determines the proposed improvements do not fit into any exemption class. Therefore, staff believes the issuance of a new long term lease has no significant effect on the environment.

Consulted Parties: Agencies as noted in the submittal.

Recommendation: That the Board finds this project will probably have minimal or no significant effect on the environment and is presumed to be exempt from the preparation of an environmental assessment.

Suzanne D. Case, Chairperson
Date MAY 25 2016

EXHIBIT B
April 26, 2016

Suzanne Case
Chairperson
Board of Land and Natural Resources
P. O. Box 621
Honolulu, Hawai‘i 96809

RE: General lease number S-5149 / Honolulu, HI 96814

Location: Honolulu, Oahu, Hawai‘i, Tax Map Key: (1) 2-4-002:020

Dear Chairperson Case,

I am writing to ask for a brief meeting with you to discuss the status of the Honolulu Museum of Art’s request to reset the lease identified above. The Honolulu Museum of Art is asking for a 65-year lease reset for this property, where the museum operates its community Art School. A reset for this time period would establish a lease that would continue until the year 2081.

The lease reset is important to build confidence in donors interested in supporting plans previously described to you to construct a new, free-standing building adjacent to our current Art School. Our major concern is the timing of when an Environmental Assessment (EA) may be required.

Our fundraising efforts have built significant momentum over a short time period. In order to continue our success, I’d like to ask that you consider approving the lease reset now at the same current term and lease rent, in advance of a potential EA, which could be implemented before the Board of Land and Natural Resources’ approval necessary to begin construction.

Approving the lease reset now will allow us to continue to leverage public funding to attract private investment. The Hawai‘i State Legislature appropriated a $1,500,000 CIP grant-in-aid for the project (Act 119, 2015 Session Laws of Hawai‘i, at page 188, item K-8). Recently, the museum secured an additional $1,750,000 from two private donors. Our first fundraising phase for public support is coming to a close, and we are beginning the second phase to raise the bulk of our $20,000,000 budget from private sources – but we have only 25 years left on our current lease.

Please contact me or Grants Manager Dave Washburn at 808-532-8780 / dwashburn@honolulumuseum.org to arrange a meeting. I appreciate your willingness to schedule time for a discussion, soon.

Sincerely,

Allison Wong
Interim Director
808-532-8717
awong@honolulumuseum.org

Honolulu Museum of Art
900 S Beretania Street
Honolulu, HI 96814
808-532-6700

www.honolulumuseum.org
APPLICATION AND QUALIFICATION QUESTIONNAIRE
(Non-Profit)

Write answers in the spaces provided. Attach additional sheets as necessary, clearly indicating the applicable section number.

Part I: General Information
1. Applicant's legal name: Honolulu Academy of Arts dba Honolulu Museum of Art
2. Applicant's full mailing address: 900 South Beretania Street, Honolulu, Hawaii 96814
3. Name of contact person: Stephan Jost
   Contact person Phone No.: __________ Fax No.: 808-532-8767
4. Applicant is interested in the following parcel:
   Tax Map Key No.: (1) 2-4-2-20 Location: Honolulu, Hawaii
   If Applicant is current lessee: General Lease No.: S-5419
5. When was Applicant incorporated? 1922
6. Attach the following:
   A. Articles of Incorporation
   B. Bylaws
   C. List of the non-profit agency's Board of Directors
   D. IRS 501(c)(3) or (c)(1) status determination
   E. Tax clearances from State of Hawaii and respective county Real Property Tax Office.
   F. Audited financial statements for the last three years. If not audited, explain why.
      If Applicant is a new start-up, attach projected capital and operating budgets.
   G. Any program material which describes eligibility requirements or other requirements to receive services

Part II: Qualification
7. Is Applicant registered to do business in Hawaii: Yes
8. Has Applicant received tax exempt status from the Internal Revenue Service? Yes
9. Is Applicant licensed or accredited in accordance with federal, State or county statutes, rules, ordinances, to conduct the proposed activities? Yes

List all such licenses and accreditations required: The American Alliance of Museums

Accreditation

10. Is Applicant in default or otherwise not in good standing with any State department (e.g. POS agency, DCCA, DLNR, etc.)? No

If yes, explain:

EXHIBIT "D"

Rev. 08/30/05 Non-Profit Application Form, page 1
11. Has Applicant had a State of Hawaii lease, permit, license, easement or sale in fee cancelled within the last five years? If yes, list:

<table>
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<th>Doc. No.</th>
<th>Type of Agreement</th>
<th>Term of Agreement</th>
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12. Does Applicant have any policies which discriminate against anyone on the basis of race, creed, color, national origin, sex or physical handicap?

No

If yes, explain:

13. Has Applicant received funding from a federal, State, or county government agency, the Aloha United Way, and/or a major private foundation within the last three years? Please list all such contracts below:

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<th>Contract Term</th>
<th>Contract Amount</th>
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**FY 2014**

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</table>
14. If Applicant has not received funding from a federal, State or county government agency, the Aloha United Way and/or a major private foundation during the past three years, describe Applicant’s qualifications to effectively perform the proposed services, including but not limited to, grants or subsidies received from non-major, private fundors and/or staff or Board members who possess significant experience in Applicant’s service field. N/A see question 13.

Part III: Program Activities and Persons to be Served

15. What activities will be conducted on the premises to be leased?

Art Classes and workshops for Adults and Youth: Year-round classes are available for all skill levels. Classes include Drawing + Painting, Textiles + Fiber, Glass, Printmaking, Ceramics, Metal + Jewelry, Sculpture, and much more. Open studio is also available in designated studios for Printmaking, Jewelry and Ceramics.

See Art Make Art: following a docent led tour students convene at the Art School for a hands-on studio experience.

Exhibitions: utilizing the Main Gallery, Mezzanine, Nano Gallery and hallways, the Art School schedules over one hundred exhibitions each year. The art work in the exhibitions are from community art associations (i.e. Honolulu Printmakers, Hawaii Craftsmen, Hawaii Quilt Guild, etc.) Adult and young Artist student work and local artists. The duration of the exhibitions range from one day to one month.

Outreach Programs: the Art to Go program, administered from the Art School, is dedicated to bringing art to Hawai‘i’s youth in underserved public schools and communities throughout Hawai‘i. After-school art classes and integrated, during-school programs, give students the opportunity to explore a range of artistic media, to express themselves creatively, and to extend and deepen their academic investigations.

Neighborhood Engagement Program: Essentially Art To Go with a focus on our neighbors at Queen Kaahumanu Elementary School (QKE), Washington Middle School (WMS), and McKinley High School (MHS). At QKE, 64% of students live below the poverty level and over half speak English as a second language. We implement school-wide art programs, including museum tours and studio art projects. Once a week we walk sixty English Language Learners from QKE to the Art school for art classes integrated with literacy. We also produce Tiger Tuesdays for MHS students including students with disabilities. We also hire MHS students as part-time art assistants providing these students with a paycheck and experience as mentors and installation assistants.

Immigrant Children and Youth (ICY): the Department of Education has funded arts and literacy integrated programs held at the Art School and in DOE facilities for students born outside the USA and in the public school system for less than three years.
Warriors Eyes on Art: a program for active duty service members participating in a therapeutic Wellness program to prevent self destructive behavior. Participants are guided through a museum tour by a docent and then make art in the Art school studios; a group debriefing with their social workers follows.

We Be Weave: a weaving program for students with disabilities. These students come Monday-Thursday from 1-5pm for a focused art and weaving classes.

Professional Development for DOE teachers: several time a year we offer arts integration training (Art/Science, Art/Math, Art/English, etc.) for DOE teachers.

Myron B. Thompson Academy; The Art School is contracted by MBTA to provide art ten classes annually for this public charter school.

Pecha Kucha Night Honolulu: Three times a year the Art School hosts an evening where artists and designers share their work and ideas by projecting 20 slides for 20 seconds each while narrating.

Celebrate Micronesia: An annual celebration of Micronesian Art, Dance and Culture.

Community Arts Groups; the Art School provides meeting space for 37 local arts associations such as Honolulu Printmakers, Hawaii Craftsmen, Hawaii Stitchery and Fiber Art Group, the Japanese Sword Society, etc.

Lending Collection: a free resource for island educators, teachers can select objects from this trove of more than 13,000 tangible, portable examples of art and material culture from around the world. From Hawaiian poi pounders to Russian dolls, the collection offers thousands of ways to enhance students' learning experience.

16. What are the specific objectives of these activities?

Our Vision:
To be a world class institution with great collections of art and leading education programs. We will reflect changes that are happening in Hawaii, Asia and the word.

Our Mission:
To bring together great art and people to create a more harmonious, adaptable and enjoyable society in Hawai'i.

Our Values:
We find inspiration from great art
We respond to new art
We are committed to be accessible to all
We are responsible stewards of our institution
We value creativity and respect innovation
We do all this with Aloha

The Honolulu Museum of Art's Outreach programs are dedicated to bringing art to youth in underserved public schools and communities throughout Hawai'i. After-school art classes and integrated, during-school programs, give students the opportunity to explore a range of artistic
17. Describe the community need for and the public benefit derived from these activities.

The Honolulu Museum of Art School offers affordable studio art classes not available anywhere else on Oahu for Adults and Young Artists. Students are able to explore a wide range of options depending upon their interests: Jewelry Making, Ceramics, Textiles, Drawing, Painting, Illustration, Paper-making, printmaking, Photography, Glass, Sculpture, Ikebana, and more.

Currently, with very few exceptions, the Department of Education does not provide creative arts programs for elementary school students. The Art School's Young Artist classes, Outreach Programs, See Art Make Art (a docent lead tour with an art School studio experience) are the only visual arts instruction and studio experience available to elementary students attending public schools. We believe our arts integration strategies, pairing visual art with Science, Math, Literacy, etc., is an impactful way to effect academic achievement. The Lending Collection loans culturally significant objects collected from around the world to any educator free of charge. These objects are a valuable resource to teachers, public and private, and are essential for tactile learning. The collection is especially strong in Hawaiian cultural objects.

The Art School provides meeting space for twenty-four art associated community groups, such as the Honolulu Printmakers (also provided with office space), Hawaii Craftsmen, Japanese Sword Society of Hawaii, Hawaii Stitchery & Fiber Arts Guild, etc. Many of this associations and non-profits have annual exhibitions in the Art School's galleries, including Contact an annual exhibition dedicated to addressing native Hawaiian themes. The galleries provide essential exhibition space for Hawaii's local artists that are not available elsewhere. The Art School is the central hub for the local arts community.

Each year the Art School produces a Celebration of Micronesia. This event showcases the dances and art from the diverse cultures from Micronesia. Micronesians are the most recent wave of immigrants to the Hawaiian Islands and are often the targets or racism and negative stereotyping. This event, in conjunction with an exhibition, was established to showcase the rich cultural heritage and artistic excellence form the islands where these immigrants originated.

The We Be Weave program provides an Artschool ohana for students with disabilities. Many volunteers are scheduled to provide the intensive one-on-one instruction required for these students learning. In addition students with disabilities are included in other Outreach programs, such as Tiger Tuesdays for McKinley High School students and our other Young Artist programs.

18. Describe the targeted population for these activities by: 1) age group, 2) gender, 3) ethnic background, 4) income level, 5) geographic location of residence, 6) special needs/disability, and 7) other applicable characteristic(s).

Art School students range in ages from 3-4 year olds (Parent/Child classes) to seniors; the Museum is especially focused on ages 5-12 and "Life Long Learners" (the recently retired). Our programs are available to anyone, regardless of gender, sexual orientation, income level (scholarships are available to young artists who need help with tuition), ethnic background or ability.
19. Describe all eligibility requirements of clients to participate in the activities, e.g. age, income level, ethnic background, income level, disability, etc.

The Museum and the Art School are committed to accessibility for everyone.

20. Do you require membership to participate in these activities? No
Not required but we do offer an affordable membership at $25 per year.

21. How many unduplicated persons will engage in the activities annually?

<table>
<thead>
<tr>
<th>Activity</th>
<th>Persons Per Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>Art School Staff</td>
<td></td>
</tr>
<tr>
<td>Full and half time administrators</td>
<td>11</td>
</tr>
<tr>
<td>Adult class Instructors</td>
<td>86</td>
</tr>
<tr>
<td>Young Artist Instructors</td>
<td>35</td>
</tr>
<tr>
<td>Young Artist Assistants</td>
<td>24</td>
</tr>
<tr>
<td>Support Staff</td>
<td>5</td>
</tr>
<tr>
<td>Adult students (classes and workshops)</td>
<td>2,849</td>
</tr>
<tr>
<td>Young Artist classes</td>
<td>1,164</td>
</tr>
<tr>
<td>Outreach Programs</td>
<td>3,100</td>
</tr>
<tr>
<td>Immigrant Children and Youth</td>
<td>176</td>
</tr>
<tr>
<td>Myron B. Thompson Academy students</td>
<td>206</td>
</tr>
<tr>
<td>Pecha Kucha Night Honolulu</td>
<td>750</td>
</tr>
<tr>
<td>Warriors Eyes on Art</td>
<td>64</td>
</tr>
<tr>
<td>Professional Development for DOE teachers</td>
<td>80</td>
</tr>
<tr>
<td>Lending Collection</td>
<td>536</td>
</tr>
<tr>
<td>See Art Make Art</td>
<td>1,185</td>
</tr>
<tr>
<td>Community user groups</td>
<td>estimated at 37</td>
</tr>
<tr>
<td>Visitors to exhibitions and events</td>
<td>estimated at over 30,000</td>
</tr>
</tbody>
</table>

22. Is State funding made available for the activities to be conducted on the leased premises? Yes
If yes, by which State agency: See State agencies listed in question 13

23. List all activities to be conducted on the leased premises which require payment of excise taxes, e.g. subleasing, sale of products or services. Include an estimate of annual gross revenues from each activity.

<table>
<thead>
<tr>
<th>Activity</th>
<th>Annual Gross Revenues</th>
</tr>
</thead>
<tbody>
<tr>
<td>Development of the Land</td>
<td>None</td>
</tr>
</tbody>
</table>

24. Describe the proposed site development plan for the property, indicating the location and size of buildings, parking areas, landscaped areas and related uses. Attach sketch of plan if available.
The Honolulu Museum of Art is seeking to expand the functions of the Art School to better serve our community. We are proposing a new building, the Art School Annex that will be approximately 12,000 sq.ft. It will contain a new studio space for additional classrooms, a knowledge center for art education including our Library with 55,000 volumes, the Lending Collection and a space for additional teacher training workshops. We propose to build this new facility next to the current Art School on the Beretania Street side.

25. What improvements to the land do you intend to make and at what cost?

We plan to build a new building and have received a Grant in Aid for $1.5M and anticipate the whole structure to cost $10M.

26. How will the improvements be funded?

The Art School Annex will be funded mostly through private funding through the Honolulu Museum of Art and through State funds from the Grant in Aid.

27. Describe all environmental, land use and other permitting requirements which must be met to develop the land as proposed.

The Honolulu Museum of Art plans to do an Environmental Impact Assessment Study and all permitting required to build a new building.

28. Will you be subleasing any portion of the property? If yes, describe the sublease uses: No
Part V: Notarized Certification

I/we hereby certify that the statements and information contained in this Application and Questionnaire, including all attachments, are true and accurate to the best of my/our knowledge and understand that if any statements are shown to be false or misrepresented, I/we may be disqualified from receiving a lease or my/our lease may be canceled.

Applicant Name

By: STEPHAN JOST
Its: DIRECTOR Honolulu Muse Art
Date: Oct 22, 2015

Subscribed and sworn to before me this 22nd day of October, 2015.

DEBRA A. HARBOTTLE
Notary Public
County of: Honolulu
State of: Hawaii
My commission expires: Jun 17, 2018

Doc. Date: 10.22.2015 # Pages 9
Notary Name: DEBRA A. HARBOTTLE First Circuit
Doc. Description: Application and Qualification Questionnaire
Notary Signature Date