



Pacific International
Space Center for
Exploration Systems

PISCES Board of Directors Meeting Minutes

18 July 2013

10:00 a.m. Hawaii Standard Time

I. Call to Order/Roll Call:

It was determined that a quorum was present, and the meeting was subsequently called to order by PISCES Board Chairman, the Honorable George Ariyoshi.

Other Members in attendance included:

Henk Rogers, Vice Chair

Lewis Peach, Board Secretary

Hoyt Davidson

Mary Alice Evans (representing the Director of DBEDT)

Galen Ho

Rob Kelso

Also in attendance:

Senator Will Espero, Hawaii State Legislature

Gregg Kinkley, Deputy Attorney General, State of Hawaii

Jim Crisafulli, Hawaii Office of Aerospace Development

Mari-Ela David Chock, John Hamilton, Polly Roth, PISCES staff

During the opening discussions, Deputy Attorney General Kinkley mentioned that an earlier draft agenda was annotated with specific times for the various agenda topics. He cautioned that this approach could potentially compromise the intent of the Hawaii Sunshine Law, because if this information were published, people who may wish to attend or call in for a specific agenda topic may do so at the precise time indicated for that topic and may miss the discussion if the Board is not able to maintain the timeline with a high degree of accuracy. For this reason, the Deputy Attorney General urged the Board to refrain from annotating the individual agenda items with a detailed timeline to avoid this potential problem.

II. Approval of meeting minutes:

- Board Meeting - March 12, 2013: Draft minutes were circulated prior to the meeting. Ms. Evans made a motion to accept the March 12, 2013 minutes as submitted. Mr. Peach seconded the motion, and it passed unanimously.
- Amended minutes from Board Subcommittee discussion on corporate sponsorship/funding were circulated prior to the meeting. Ms. Evans made a motion to accept the December 20, 2012 minutes as submitted. Mr. Peach seconded the motion, and it passed unanimously.
- Board Meeting - November 1, 2012, and Board Meeting - November 11, 2012: Ms. Evans

asked that consideration of these minutes be separated from this agenda item, and be deferred until the next Board meeting. The Chairman concurred.

III. PISCES annual report to the Hawaii State Legislature:

- Submittal process: Ms. Evans gave a brief description of the process for submitting reports to the Hawaii State Legislature. Once the PISCES Board approves the report, DBEDT will ask staff to make copies for distribution. Seven (7) hard copies and a digital copy are transferred to the Governor's office. The Governor's office transfers copies to the Legislature for their records. Ms. Evans noted that the Board can ask PISCES staff to distribute the report more broadly after transmittal by the Governor to the Legislature; for example, to post it on the PISCES website or to have them available at various venues or to be sent to certain individuals or offices. The Board discussed various supplementary avenues for distributing the report, including a more personalized distribution to members of the legislature. There was consensus that broader distribution of the report is desirable; posting it on the PISCES website and having the report available at the Hawaii Aerospace Conference received broad support.
- Board review, discussion, and request for approval: The PISCES Annual Report to the Hawaii State Legislature was circulated to the Board in advance of the meeting. Ms. Evans made a motion that the annual report be accepted by the Board and that it be sent on to the legislature through the proper channels. Mr. Davidson seconded the motion and it passed unanimously.

IV. Board review and request for approval of PISCES MOUs:

Mr. Kelso introduced a completed action from the March 12, 2013 Board Meeting, referring to a document circulated to the Board in advance of the meeting. It contains a description of the purpose of MOUs (Memoranda of Understanding) as they have been traditionally used in Mr. Kelso's experience in the aerospace industry, and three (3) MOUs signed by the second party and presented to the Board for their consideration and approval. The MOUs presented to the Board for approval are:

- MOU between PISCES and Planetary Power, Inc.
- MOU between PISCES and University of New South Wales
- MOU between PISCES and Ontario Drive Gear (ODG)

There was a discussion about the format of the MOU, and a question about whether the MOUs show intent to provide exclusivity in future opportunities. Mr. Kelso stated that the question of exclusivity has never arisen and that it is not implied. Ms. Evans made a motion to approve all three (3) MOUs under consideration. The motion was seconded by Mr. Rogers and the Board approved the MOUs unanimously. Governor Ariyoshi asked Vice Chairman Henk Rogers to sign the MOUs on behalf of PISCES.

V. Board discussion and recommendations concerning formation of a PISCES Science and Technology Advisory Committee:

Mr. Kelso referred to a document circulated in advance to the Board giving a brief description of his concept of a PISCES Science and Technology Advisory Committee or Group. Mr. Kelso was asked to draw the distinction between the new group and the PISCES Board. Mr. Kelso noted that while the PISCES Board governs, makes decisions, approves actions and provides guidance and direction on strategic or tactical initiatives, the Science and Technology Advisory

Group (STAG) would provide technical advice to the PISCES Executive Director or members of PISCES staff on specific topics related to the duties of the Executive Director in scientific and technical areas. He further clarified that the group would be a standing body, rather than an ad hoc body, and would meet as required, on the order of two or four times a year, but it could be more or less. Persons in the STAG may also be consulted individually for technical advice in their areas of expertise. Ms. Evans made the distinction that this would be a group that would be advising the Executive Director of PISCES and that it is not a committee of the PISCES Board. In that light, it was noted that it is preferable to refer to the gathered experts as a “Group” rather than as a “Committee”, to forestall any misconception. Mr. Kelso agreed that it would be best to call this the PISCES Science and Technology Group henceforward. There is no Board action required.

VI. Board discussion and recommendations concerning option to change organizational name: (Note: Ms. Evans suggested that this item be moved to follow item IX and to precede item X on the agenda, noting that items VII, VIII and IX require board action while this topic is for discussion only. This would assure all actions could be completed within the time allotted, still leaving time for discussion. The Chairman agreed and there were no objections.)

Ms. Evans began the discussion by noting that the officially published agenda did not specifically call out this topic as a “matter for formal decision”, so the Board would not be making a decision on this matter at this meeting.

Deputy Attorney General Kinkley took this opportunity to remind the Board about the Hawaii Sunshine Law provision that prohibits Board member discussions outside of a formal Board meeting on matters over which they have control or advisory power. These matters need to be announced publicly in advance of the Board meetings and discussed openly between the members during these official sessions. He further noted that informal email exchanges between Board members on a given topic would also be in violation of the HI Sunshine Law.

The Chair then opened the floor for Board member thoughts and comments on this idea, again noting that this was not to be a decision making topic but that it would be useful to see if there was a consensus on this matter.

Mr. Kelso opened the discussion, noting that he was pursuing this topic because the notion was recommended to him by some state legislators and other individuals. He stated that he had obtained input on the subject of changing the PISCES name from people in the aerospace industry, board members and staff, and acknowledged that the response was mixed. Those who favored a name change gave a range of reasons: the full name is too long; PISCES gives the false impression that it is an astrological organization; the name is too closely allied with a lunar focus to appeal to the broader space aspirations of NASA; it would be strategically advantageous to have “Hawaii” in the name. Mr. Kelso acknowledged the valuable contributions of the PISCES founders and the group of people who chose the name that has served the organization since 2007. Mr. Kelso observed that PISCES has been changing since its origin. Recent expansion of the original focus from providing and aiding access of analog

sites to a broader vision that includes research and development of new technologies, communications, robotics and space travel beyond the moon, is beginning to give PISCES the scientific credibility that is important in this field. Mr. Kelso stated that renaming and rebranding the organization in a way that emphasizes the broader focus and abilities may be helpful in expanding the organization's opportunities. He noted that renaming and rebranding is not uncommon in the commercial world and gave several examples.

All Board members present offered feedback on the idea. Dr. Straney submitted a written statement since he was unable to attend. In addition, Senator Espero submitted a written statement that was read during the discussion. These two statements are appended to these minutes. Board members providing feedback did not necessarily raise all of the same points, but there was a clear consensus that emerged through the discussion. The consensus was to keep the name, Pacific International Space Center for Exploration Systems (PISCES), and to work to build the brand through broadening the business and strengthening the organization. Major points raised that led to the consensus were: technical funding issues could arise because PISCES is named in the legislation that created it and in the bills that have funded it; there has been significant effort to establish the brand "PISCES", it has good name recognition within the Hawaii state legislature and other contacts in the industry; changing the name could confuse our stakeholders and cause us to lose the ground we have gained; the full name may be long, but you only need to say it and explain it once to introduce the acronym PISCES, and PISCES is very memorable; PISCES is not just for astrology, it notes a position in the sky; there is a long tradition of using constellation names that are also astrological signs for space missions and astronomy projects; using "Hawaii" in the name may localize it too much or create a boondoggle backlash; keeping the word "international" is important because we are appealing to a global space community.

VII. Request for Board approval authorizing DBEDT to amend RCUH contract to add the FY14 funds appropriated by the 2013 Legislature:

Ms. Evans referred to the materials for agenda item VIII provided to the Board in advance of the meeting that show the proposed budget for the \$800K appropriated by the 2013 Legislature for PISCES in FY14. Ms. Evans informed the Board that DBEDT's current contract with RCUH to provide administrative services for PISCES is currently written to include the \$500K from the 2013 Legislative appropriation for PISCES and expires on December 31, 2013. The contract can be amended to add time and funds. Ms. Evans made a motion to authorize DBEDT to amend the RCUH contract to add the \$800K FY14 funds appropriated by the 2013 Legislature to PISCES and to extend the expiration date to December 31, 2014. Mr. Rogers seconded the motion and it was passed unanimously.

VIII. Request for Board approval of the proposed budget for FY14 funds appropriated by the 2013 Legislature:

Ms. Evans directed the attention of the Board to the FY14 budget provided to the Board in advance of the meeting. The budget shows \$800K for salaries/fringe, operating costs, equipment and indirect costs. Ms. Evans made a motion to approve the FY14 budget as presented. Mr. Rogers seconded the motion and it was passed unanimously.

IX. Report to the Board for approval to utilize the remaining balance from the FY13 budget for labor, non-labor, and equipment expenditures:

Ms. Evans directed the attention of the Board to the financial report provided to the Board in advance of the meeting. She stated that all \$500K appropriated to PISCES by the Legislature in its 2012 session for use in FY13 has been encumbered in the contract between DBEDT and RCUH, and that unspent funds as of June 30, 2013 will not lapse. \$270.4K remains unspent and uncommitted to subcontracts as of June 30, 2013; PISCES will be able to spend the remaining funds in FY14. The Board noted the table in the advance materials showing planned expenditure of the remaining \$270.4K for salaries/fringe, operating cost, equipment and indirect costs. The budget shown anticipates the availability of FY14 funds for expenditure by October 1, 2013. If the FY14 funds are not available until after October 1, 2013, equipment purchases will be delayed to enable October expenditures in the salaries/fringe and operating costs categories. Ms. Evans made a motion to accept the budget as proposed. Mr. Rogers seconded the motion and it was passed unanimously.

X. Discussion of Board leadership and next Board meeting, Adjourn:

- Governor Ariyoshi announced that he would like to step down from his position as PISCES Board Chairperson effective with the next PISCES Board meeting. He assured all present that he has enjoyed his leadership role and will continue his PISCES involvement as a Board member. Governor Ariyoshi indicated that he will nominate Henk Rogers for the Chairperson post. Mr. Rogers said he was sure it would be impossible to fill the Governor's shoes but, that if nominated and elected to serve, he would do so to the best of his ability.

Members of the PISCES Board and staff expressed their gratitude for Governor Ariyoshi's service during this first year of PISCES reorganization under DBEDT and gave him high praise for his experienced leadership and guidance.

The acceptance of nominations, discussion and election of officers will be the first item on the agenda in the October 7, 2013 Board meeting. The Board meeting begins at 9:00 am HST and will last approximately three (3) hours.

- Ms. Evans made a motion to adjourn the meeting. Mr. Rogers seconded the motion and it was unanimously approved. The meeting adjourned at 11:33 am, HST.



The Senate

STATE CAPITOL
HONOLULU, HAWAII 96813

July 18, 2013

TO: PISCES BOARD
FROM: WILL ESPERO, STATE SENATOR
SUBJ: NAME CHANGE OF PISCES

At this time, I must agree with Dr. Straney regarding the idea to change the name of PISCES. At this stage of its creation, PISCES staff should concentrate on efforts to bring the aerospace industry to Hawaii. In particular, job creation and new business development.

PISCES is at a crucial place with the eyes of the Legislature watching for a significant breakthrough considering the recent funding provided. A name change may be more of a side distraction that I believe PISCES does not need at this time.

I don't mind discussing this issue in the future when appropriate. Thanks for the opportunity to state my opinion.

A handwritten signature in cursive script, appearing to read "Will".



UNIVERSITY
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University of Hawai'i at Hilo Administration
Office of the Chancellor

July 16, 2013

Mr. Robert Kelso
Executive Director
Pacific International Space Center for Exploration Systems
99 Aupuni St., Suite 212
Hilo, Hawaii 96720

Dear Mr. Kelso,

Re: PISCES name change

I am unable to attend the PISCES Board meeting on Thursday, July 18, 2013 as the University of Hawai'i's Board of Regents meeting is scheduled at the same time.

I see on the upcoming PISCES board meeting that an agenda item involves the name of PISCES. I want to express my opinion, though, that consideration of a change of the organization's name is unwise and ill-timed.

Many people have worked hard over the past several years to build strong support for this program within the state and it would confuse and alarm these supporters if we abruptly changed the name. We are also at a critical point in demonstrating our ability to deliver on our promises to the state legislature, upon which they based their appropriation of funds. I would advise we do nothing that diverts us from making that demonstration as strong as we can.

Names are an unusually important characteristic of individuals and organizations here. We should not change ours casually, lest that be seen as an intention to fundamentally change the goals of PISCES.

Mahalo for allowing me to express my opinion.

Yours sincerely,

A handwritten signature in cursive script that reads "Donald Straney".

Donald Straney
Chancellor

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