

SUMMARY - PUBLIC HEARING

HAWAII COMMUNITY DEVELOPMENT AUTHORITY

State of Hawaii

April 30, 2014 – 9:00 a.m.

ATTENDANCE

Members Present: Rodney Funakoshi (DBEDT)
Randy Grune (DOT)
Luis Salaveria (DBF)
Miles Kamimura
Brian Lee
Lois Mitsunaga
Dean Seki (DAGS)
Brian Tamamoto

Members Absent: None

HCDA Staff: Anthony Ching, Executive Director
Lori Tanigawa (Deputy Attorney General)
Lindsey Doi
Deepak Neupane
Shelby Hoota
Patricia Yoshino
Holly Hackett (Court Reporter)

For the Applicant Keauhou Lane, LP:
Curtis Tabata
Wyeth Matsubara

For the Applicant GE Hawaii Block A2, LLC and Kamehameha Schools:
William Meheula

For the Intervenor Honolulu Authority for Rapid Transportation:
Lisa Hirahara
Gary Takeuchi

A public hearing of the Kakaako members of the Hawaii Community Development Authority (“Authority” or “HCDA”), a body corporate and public instrumentality of the State of Hawaii, was called to order by Mr. Brian Lee, Chairperson of the Authority at 9:01 a.m. on Wednesday, April 30, 2014, at the Authority’s principal offices at 461 Cooke Street, Honolulu, Hawaii 96813.

DEVELOPMENT PERMIT APPLICATION KAK 13-151: KEAUHOU LANE, LP AND GE HAWAII BLOCK A2, LLC

Chairperson Lee stated that the public hearing was being held under the provisions of §206E-5.6, Hawaii Revised Statutes, Hawaii Administrative Rules (“HAR”) Chapter 219 of Title 15, and vested HAR Chapter 22 of Title 15, to render a decision on development permit application KAK 13-151 (“Application”) dated December 20, 2013. The Applicants are Keauhou Lane, LP (“Keauhou”) and GE Hawaii Block A2, LLC (“GE2”). The Tax Map Key is (1)2-1-030: 001, and the project location is 500 South Street and 500 Keawe Street. The project falls under the Kamehameha Schools (“KS”) Kaiaulu ‘O Kakaako Master Plan Permit No. PL MASP 13.2.8, which was approved by the HCDA on September 2, 2009.

The Application is for a joint development permit for two separate mixed-use, residential, commercial/retail development projects simultaneously developed by Applicants Keauhou and GE2 on a single development lot.

The Keauhou portion of the project consists of a mix of 388 residential units in a 400-foot high-rise structure; 2,854 square feet of ground floor commercial space, 1,038 vehicle stalls in a 72-foot high parking structure; approximately 13,000 square feet of open space, and 31,400 square feet of recreation space.

The GE2 portion of the project consists of a mix of 209 residential units in a 65-foot mid-rise structure; 39,145 square feet of ground floor commercial space; 4 loading stalls; approximately 13,600 square feet of open space, and 11,500 square feet of recreation space.

Notice of the public hearings was published on February 8, 2014, in the Honolulu Star Advertiser. The notice was made available for public review at the office of the HCDA and on the HCDA website. The landowners, lessees and other stakeholders in the Kakaako District and surrounding communities, state and county agencies, state legislators, Honolulu City Councilmembers, and approximately 327 community groups and individuals and organizations were notified of the hearing. Pursuant to HRS 206E-5.6, notice was provided to the President of the Senate and Speaker of the House.

An initial public hearing was held on March 19, 2014 to allow the Application to be presented to the Authority and to provide the public with the opportunity to present oral and/or written testimony. In addition, the Authority’s hearing officer conducted supplemental public comment sessions on Saturday, April 12, 2014 at 10:00 am and Tuesday, April 15, 2014 at 5:30 pm. All testimony given at these supplemental public comment sessions was recorded by a court reporter, forwarded to the Authority for their review and placed into the record.

Chairperson Lee noted the following changes to the Authority’s review of development permit applications.

1. To clarify opportunities for the public to participate in our proceedings and in

accordance with our Rules of Practice and Procedure, the notice of hearing that was published in the Honolulu Star Advertiser stated that parties wishing to intervene in this proceeding had until February 21, 2014 to file motions to intervene.

2. The Kakaako Authority met on March 19, 2014 at 8:30 a.m. and considered the two motions to intervene that were timely filed with the Authority. At that meeting, the Authority granted the motion to intervene filed by the Honolulu Authority for Rapid Transportation (“HART”). The Trustees of the Estate of Bernice Pauahi Bishop dba Kamehameha Schools (“KS”) withdrew its motion to intervene.
3. To further clarify that development permit application proceedings pursuant to Section 206E-5.6 HRS are in fact contested case proceedings, where separate public hearings are required to be conducted to “determine the rights, duties, or privileges of specific parties”, the Authority, after establishing the parties and the standing of any interveners, provided “due process” in the manner in which the development permit application is reviewed by the Authority.
4. Accordingly, a record was compiled, witnesses were sworn in and examined by the parties, and the applicant had the burden of proof in presenting its case for the development permit application.
5. Pursuant to Section 206E-5.6, public testimony will continue to be solicited and included in the record of this proceeding.
6. At the conclusion of the hearing, the Authority will issue its own findings of fact (“FOF”), conclusions of law (“COL”), and decision and order (“D&O”) - either approving the development permit application, approving with conditions, or denying the application.

Chairperson Lee stated that at today’s hearing, the Applicants would present their proposed FOF, COL and D&O and closing arguments. HART will present its position and comments to the proposed FOF, COL and D&O, followed by the HCDA staff’s presentation of its recommended FOF, COL and D&O. After the presentations, the Authority would conduct its deliberations and adopt either staff’s or the Applicants’ proposed FOF, COL and D&O, approving the development permit application, approving with conditions, or denying the application.

PRESENTATION BY APPLICANT KEAUKOU LANE, LP

Mr. Tabata summarized the Applicant’s mixed use project. The vested Mauka Area Rules provide a framework that empowers the Authority to make platform height adjustments where significant public facilities or pedestrian features are provided at the street level. A modification was requested to exceed the 45 feet limit to allow the parking deck to reach 61’-9” and the top level of the recreation deck to be at 71’-6”. A view corridor modification was requested to allow the parking structure to be within the 75 feet tower setback requirement. The modifications would allow the developer to provide the parking needs of both projects and

create space for a large pedestrian concourse.

Mr. Tabata stated that the Keauhou project was in compliance with the vested Mauka Area Rules for recreation space, open space, parking stalls, off-street loading spaces, public facilities dedication credits, and at least 20% of the units will qualify as reserved housing. To satisfy the park-over-parking requirement, Keauhou filed a petition for declaratory relief which was granted by the Authority on February 27, 2014. As a result, Keauhou proposed an approximately \$2 million cash in lieu fee to be paid by the appropriate parties to satisfy the remaining park-over-parking requirement. Availability of infrastructure has been confirmed, and includes water service, sewer connections and roadway capacity. Wind, shade, noise and vibration studies have been conducted. Roadway noise levels will be addressed and mitigation measure will be utilized. On April 9, 2014, the Applicants jointly filed their D&O which contained facts in law that support their request for a joint development permit, plan development permits, and requests for modification.

PRESENTATION BY APPLICANT GE HAWAII BLOCK A2, LLC

Mr. Meheula stated he joined in Mr. Tabata's comments. He reiterated that the Applicants had jointly submitted their proposed D&O on April 9, 2014. On April 16, 2014, HART came back with some small comments, and neither Applicant opposed those comments. He expressed his hope that the HCDA's proposed D&O would be acceptable to the Applicants so that they could avoid filing further written exceptions.

PRESENTATION BY INTERVENOR HONOLULU AUTHORITY FOR RAPID TRANSPORTATION

Chairperson Lee asked whether HART was stipulating to the D&O just presented by the Applicants.

Ms. Hirahara asked if their exceptions had been noted.

Chairperson Lee replied in the affirmative.

The meeting was recessed at 9:19 a.m.

The meeting was reconvened at 10:00 am.

Ms. Hirahara stated that HART supported the Application. On April 16, 2014, HART filed exceptions, and neither of the Applicants had any objections to their proposed revisions of the FOF and proposed conditions. They reached a stipulation as to additional language for FOF 51 on page 9 of the HCDA's proposed FOF.

The parties have stipulated that the following additional language be added: "In the event that HART acquires a portion of the A1-3 parcel for the civic center station, the Applicants and HART shall enter into an agreement for the portions of the A1-3 parcel that are designated as park-over-parking or public use space acceptable to the HCDA executive director, and record

the agreement with the Bureau of Conveyances prior to the executive director's approval of the initial building permit for the projects, the A1 project or the A2 project or HCDA review of the planned development permit application for the HART civic center station, whichever occurs first.”

Member Tamamoto asked what would be the advantage of the motion for the exception that HART was requesting for Keauhou.

Ms. Hirahara explained that HART would need to enter into agreement with the Applicants as to how the portion of Lot A1-3 not being used the HART station will be developed because they are public plaza areas that will lead directly to the station. HART would like some say as to access issues and their needs for utilities, etc.

Member Tamamoto asked why this had not already been done

Ms. Hirahara replied that they were still in the preliminary design phase.

Member Tamamoto asked when the design plans would be completed.

Ms. Hirahara replied that it would be in February 2015.

Member Tamamoto asked for the time frame to get a stipulation with Keauhou.

Ms. Hirahara replied that the agreement contemplated by the language just read into the record would be accomplished as soon as they know what HART needs.

Member Tamamoto asked what would happen if they did not reach accord with Keauhou.

Ms. Hirahara stated she was confident they would, based on the good working relationship with the Applicants thus far.

Member Salaveria noted that the proposed amendment to FOF 51 stated that the executive director would approve the agreement. He asked why approval would not be granted by the Authority.

Mr. Meheula responded that those details were typically handled in a development agreement after the D&O. It would be appropriate to get approval from the executive director and not go back to the Authority.

Member Tamamoto asked for clarification from the Deputy Attorney General.

Ms. Tanigawa explained that development agreements which come after the development permit approval are signed off by the executive director. The development agreement cannot impose any conditions, add any FOF or COL, or go beyond the scope of the development permit that the Authority has approved.

Mr. Ching stated it was a ministerial matter to ensure that the specifications of the permit and D&O are met.

Ms. Tanigawa added that the development agreement is recorded in the Bureau of Conveyances as a covenant running with the land. The document is separate and apart from the permit approval, but incorporates all the conditions and makes it bound to any successors of interest on that particular parcel.

Both Mr. Meheula and Mr. Tabata agreed to HART's stipulations.

STAFF PRESENTATION OF FINDINGS OF FACT, CONCLUSIONS OF LAW, AND DECISION AND ORDER

Chairperson Lee explained that HCDA recommendations were compiled by staff and cite to the transcript of the hearing on this matter, the exhibits in the record, the FOF, COL and D&O offered by the Applicants, and comments and exceptions offered by the Intervenor.

Mr. Ching presented staff's proposed FOF, COL and D&O. He noted that FOF 38 was withdrawn since the transcript did not support that particular designation. For FOF 51, he noted that the parties had stipulated and added language that there will be an agreement entered into once HART acquires a portion of the A1-3 parcel. The document would be recorded with the Bureau of Conveyances. The FOF #1-162 addressed the A-1 and A-2 Projects open space and vested rules requirements; recreation space; view corridor; off street parking and loading; project signage; public facilities dedication; reserved housing; floor area; tower floor plate; height specifications; landscaping; park on parking garage; height modifications; view corridor modifications; tower spacing; wind impacts; sun and noise impacts; and sustainability.

Mr. Ching explained that the Conclusions of Law #1-17 summarized the facts that had been presented. It included how the A-1 project will fulfill the public facilities dedication requirement by the transfer of 17,007 square feet of public facilities dedication credit; how the project provides reasonable justification for the Authority to consider the modification of platform height increases; protections for Native Hawaiian traditional and customary rights; and preservation or relocation of any Native Hawaiian burial sites.

Mr. Ching explained the 24 conditions in the proposed Decision and Order and recommended that the Application be approved subject to those conditions (see Exhibit A).

The meeting was recessed at 11:24 a.m.

The meeting was reconvened at 11:40 a.m.

PUBLIC TESTIMONY

Chairperson Lee noted that written testimony on the project had been received from 6 persons in support and 13 in opposition. Twelve of the 13 comments in opposition were received from residents of One Waterfront Towers.

The following persons provided oral testimony:

1. Frank Leslie, support
2. Shannon Wood, support
3. Calvin Hulihee, oppose
4. Jack Hamada, oppose

DECISION MAKING

Chairperson Lee polled individual Members as to whether they had reviewed the record and were prepared to deliberate on the Application. All Members responded in the affirmative.

Chairperson Lee entertained a motion to adopt the staff's Findings of Fact, Conclusions of Law, and Decision and Order, and approve with the conditions as discussed and presented today for development permit application KAK 13-151 for Applicants Keauhou Lane, LP And GE Hawaii Block A2, LLC, TMK (1) 2-1-030:001, located at 500 South Street and 500 Keawe Street..

A motion was made by Member Salaveria and seconded by Member Grune.

Member Tamamoto asked Mr. Tabata whether the modifications requested would provide for just 30 additional public bike stalls and 100 additional public parking stalls.

Mr. Tabata explained that the significance of the height modification is to enable the project to have a smaller footprint and not just provide the extra stalls. It would produce a larger pedestrian concourse that will allow people to flow from the transit station all the way south through Block B and through the rest of the Master Plan area.

Member Tamamoto asked if public stalls were going to be set aside for transit, commercial space or business uses.

Mr. Tabata replied that the 100 extra stalls will be available for the general public and shoppers at the grocery store, and would not be available exclusively for transit riders.

Member Tamamoto asked if the parking stalls would be regular or compact sized.

Mr. Tabata replied that the project would comply with regulations for compact or regular sized parking.

Member Tamamoto asked if the noise study included noise generated by machinery on the parking deck.

Mr. Tabata replied that the noise study was conducted by the rail project. He was not sure if it accounted for machinery, but the project would be using noise mitigation measures to shield the project from those machineries.

Member Tamamoto expressed his concern about the modification for distance between Keauhou and the neighboring One Waterfront Tower.

Mr. Tabata explained that the modification for view corridor requirement applies because the project would be going above 45 feet. The 75-foot setback requirement is for towers as high as 400 feet. Although they are not going that high, they need to ask for the modification because they are exceeding 45 feet.

Member Tamamoto asked about machinery that would be placed on the tower.

Mr. Tabata replied that the top of the tower will have air conditioning machinery. However, he was not aware that the machinery would generate sufficient noise to be a problem for One Waterfront Towers.

A roll call vote was conducted.

Ayes: Members Funakoshi, Grune, Kamimura, Lee, Mitsunaga, Salaveria, Seki and Tamamoto.

Nays: None.

The motion passed 8 to 0 with 1 excused (1 vacant position).

Chairperson Lee stated that the D&O had been adopted by the Members. He noted that the parties had the opportunity to file written comments and exceptions by May 12, 2014 and reconvene the Authority on May 28, 2014 for a final action on the matter. Alternatively, Counsel may waive the right to file comments and exceptions to the Authority's FOF, COL and D&O.

For the Applicants, Mr. Tabata and Mr. Meheula stated that they waived the right to file exceptions and accepted the D&O approved by the Authority as final.

Ms. Hirahara stated that HART also waived its right to file exceptions.

Chairperson Lee declared that the parties had waived their rights to file comments and exceptions to the Authority's proposed order and had accepted it as the final Decision and Order. Accordingly, staff would finalize the order as discussed today and would circulate it for signature.

ADJOURNMENT

The public hearing was adjourned at 12:02 p.m.

Attachments: Exhibit A - HCDA Findings of Fact, Conclusions of Law, and Decision and Order signed April 30, 2014

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

A1 Project and the A2 Project are collectively referred to as the “Keauhou Lane Mixed-Use Development” or the “Projects” and are considered a Joint Development Application.

The Hawai`i Community Development Authority (“HCDA”), having heard and examined the testimony, evidence, and arguments of the Applicants and the comments of Intervenor Honolulu Authority for Rapid Transportation (“HART”), which were presented during the hearings, along with their respective pleadings filed herein, hereby makes the following Findings of Fact, Conclusions of Law, and Decision and Order:

FINDINGS OF FACT

PROCEDURAL MATTERS

1. On December 20, 2013, Applicant GE filed its Application for a Planned Development Permit dated December 18, 2013 with selected sheets revised on January 3, 2014.
2. On January 8, 2014, Applicant KL filed its Application for a Planned Development Permit.
3. The KL and GE applications attached a Joint Development Memorandum of Understanding (“MOU”) executed by KL, GE, and the Trustees of the Estate of Bernice Pauahi Bishop dba Kamehameha Schools (“KS”) and they have committed to reduce the MOU to a recordable agreement pursuant to HAR Section 15-22-80(c).
4. On January 8, 2014, the Traffic Impact Report for Keauhou Lane Mixed-Use Development was filed with HCDA.
5. On February 8, 2014, the Notice of Public Hearings was published in the Honolulu Star-Advertiser for the Projects.

6. In accordance with the provisions of HRS Section 206E-5.6, the President of the Senate and the Speaker of the House of Representatives were notified upon posting of the hearing notice. Associations of apartment owners of residential buildings in the Kakaako Community Development District (“District”) adjacent to the Projects, surrounding landowners and businesses, the Ala Moana/Kakaako Neighborhood Board, and the Kakaako Improvement Association were notified of the public hearings. Various elected officials and State and County agencies were also notified of the public hearings. Hearing notice was also provided to approximately 327 individuals and organizations that have shown interest in development in Kakaako in the past and who have requested that they be kept informed of development activities in the District.

7. On February 20, 2014, KS filed its Motion to Intervene.

8. On February 21, 2014, HART filed its Motion to Intervene.

9. On February 28, 2014, a prehearing conference was held in Kakaako, Oahu, Hawaii.

10. On March 6, 2014, an inter-agency meeting was held in Kakaako, Oahu, Hawaii to discuss the Projects.

11. On March 12, 2014, KL and GE filed their List of Witnesses, List of Exhibits and Exhibits “1” through “36.”

12. On March 12, 2014, HART filed its List of Witnesses and Exhibits indicating that it would not be presenting witnesses or offering exhibits.

13. On March 18, 2014, GE filed its withdrawal and substitution of counsel.

14. On March 18, 2014, KL filed its First Amended List of Witnesses.
15. On March 19, 2014, GE filed its First Amended List of Witnesses.
16. On March 19, 2014, a hearing was held by the Authority on KS' and HART's motions to intervene. KS withdrew its motion without prejudice, and HART's motion was granted.
17. On March 19, 2014, HCDA held a public hearing, which was conducted as a contested case hearing, on the Joint Development Application for the Projects in Kakaako, Oahu, Hawaii.

KAIĀULU `O KAKA`AKO MASTER PLAN

18. On November 26, 2008, KS filed its application for a Master Plan Permit with HCDA to develop the Kaiāulu `O Kaka`ako Master Plan (the "KKMP"), a mixed-use urban village on nine contiguous city blocks totaling approximately 28.91 acres of land owned by KS and within KS' Kakaako Mauka properties.
19. On September 2, 2009, HCDA (in PL MASP 13.2.8) issued its Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit and thereby approved the KKMP (the "KKMP D&O"). The KKMP is vested under Hawaii Administrative Rules, Title 15, Subtitle 4, Chapter 22, Mauka Area Rules ("Vested Rules"). All individual development projects under the KKMP will be reviewed under the Vested Rules.
20. The KKMP's nine land blocks are identified as Land Blocks A through I. Land Blocks A through D are designated Mixed-Use Zone Residential Emphasis ("MUZ-R") and Land Blocks E through I are designated Mixed-Use Zone Commercial Emphasis ("MUZ-C").

21. Both the A1 Project and the A2 Project are located on Land Block A.
22. The development site is adjacent to a planned transit stations and the Projects are fundamentally characterized as a Transit-Oriented Development (“TOD”) project.
23. The proposed joint development is a mixed-use project that will create parking demands that will vary depending on different peak hours for a variety of uses.
24. The development site is identified in the Mauka Area Plan as a designated Park/Parking Garage (“P/PG”) location and for the purpose of transfer of uses is considered a “public facility site”.
25. The KKMP proposes a mixed-use development including residential, retail, office, commercial, and industrial uses, for a total floor area of 4,426,197 square feet, with an average floor area ratio (“FAR”) of 3.5.
26. The KKMP D&O provides that during the effective period of the KKMP through September 1, 2024, the Mauka Area Plan and Rules applicable to development within the KKMP area shall be the plan and rules in effect on September 2, 2009, the date of the KKMP approval (the “2005 Mauka Area Rules/Plan”), notwithstanding any subsequent amendment to said rules.
27. Condition #4 of the KKMP D&O provides that KS shall comply with the P/PG requirement.
28. Condition #5 of the KKMP D&O requires that KS prepare and submit to HCDA a historic building inventory, a cultural impact assessment, and an archaeological inventory survey for the KKMP area.

29. KS prepared and submitted to HCDA an *Ethno-Historic Inventory Study of Kaka'ako* prior to the first Planned Development Project Application, which was for a project on Land Block E.

30. For any block, as a part of the Planned Development Permit review process, KS or the Applicants are required to obtain and submit to HCDA an archaeological inventory survey plan for such block that has been accepted by the State of Hawai'i, Department of Land and Natural Resources' State Historic Preservation Division ("SHPD") (or its successor agency). KS prepared and submitted an *Archaeological Inventory Survey Report for the Block 2 Parking Lot, Kaka'ako Ahupua'a, Honolulu District, Oahu Island TMK [1] 2-1-030:001,043*, which was reviewed and accepted by SHPD on March 23, 2012.

31. KS prepared and submitted an *Archaeological Monitoring Plan for the Block 2 Parking Lot Kaka'ako Ahupua'a, Honolulu District, Oahu Island TMK:[1] 2-1-030:001,043* which was reviewed and accepted by SHPD on April 16, 2013.

32. Condition #6 of the KKMP D&O requires that public facilities dedication be provided in accordance with HAR Section 15-22-205(f).

33. Condition #7 of the KKMP D&O provides that prior to the submission of the first Planned Development Permit Application for a development site pursuant to the KKMP, KS is required to prepare an open space design guideline for HCDA's approval, as such design guidelines are described on page 7 -1 of the KKMP.

34. KS submitted two sets of design guidelines that include the *Kaka'ako Architectural Design Guidelines* and the *Kaka'ako Design Guidelines for Open Space and*

Streets that are intended to provide architectural design standards, and open space and street design guidelines, respectively.

35. On June 2, 2011, HCDA approved these design guidelines as satisfying the requirement of this Condition #7.

36. Condition #8 of the KKMP D&O provides for a reserved housing requirement equal to at least twenty percent (20%) of the total number of actual residential units built in the KKMP area. Ten percent (10%) of such reserved housing is to be provided to qualified renters at rents at or below one hundred percent (100%) of the area median income.

37. Condition #9 of the KKMP D&O requires KS to provide relocation assistance to affected tenants. Block A is currently used for surface parking. The Applicants have submitted their intention to give current site operators adequate notice of when construction will commence. The Projects have sufficient replacement parking to be located on Lot A-1-1.

38. Shared parking concepts and best practices are identified and proposed in the KKMP D&O at FOF#78 and #97.

39. Condition #10 of the KKMP D&O provides that prior to the submission of each Planned Development Permit Application for a development site pursuant to the KKMP, KS or the Applicants are required to provide to HCDA sustainability guidelines for that block.

40. On March 19, 2014, HCDA submitted its Staff Report (“Staff Report”) that describes the Applicants’ proposal.

LAND BLOCK A DESCRIPTION

41. Land Block A, as referenced in the KKMP, is approximately 4.213 acres and identified by Tax Map Key Numbers (1) 2-1-030: 001 and 043 (the latter being Halekauwila Street, Lot A-1, between South and Keawe Streets and a part of Lot A-1-3 described below).

42. Land Block A is bounded by Halekauwila, Keawe, Pohukaina and South Streets. Upon subdivision approval, Land Block A will comprise three lots: Lots A-1-1, A-1-2 and A-1-3.

43. The A1 Project is located on Lot A-1-1, consisting of 94,667 square feet, and is situated on the 'Ewa side of Land Block A at the intersection of South and Pohukaina Streets.

44. The A2 Project is located on Lot A-1-2, consisting of 68,249 square feet, and is situated on the Diamond Head side of Land Block A at the intersection of Keawe and Pohukaina Streets.

45. The third lot is designated as Lot A-1-3, consisting of 20,585 square feet, will be partially utilized as the site for HART's Civic Center Station and is located on the Mauka end fronting Halekauwila Street between South and Keawe Streets.

46. The effective allowable FAR for Land Block A is 4.0 and the effective allowable floor area is 733,800 square feet.

A1 PROJECT DESCRIPTION

47. The A1 Project will have a street address of 500 South Street and the A2 Project will have a street address of 500 Keawe Street.

48. The A1 Project will have approximately 512,319 square feet of floor area, which includes 509,465 square feet for residential use and 2,854 square feet for future potential commercial use.

49. The residential component includes a tower with a maximum height of 400 feet, plus roof-top elements of approximately 18 feet in height, containing approximately 388 residential units, including 133 one-bedroom units, 215 two-bedroom units and 40 three-bedroom units; and a four-story townhouse structure with approximately 35 residential units, including 20 two-bedroom units and 15 three-bedroom units. Collectively, the A1 Project proposes approximately 423 residential units.

50. Approximately, 2,854 square feet on the ground floor of the parking structure facing the woonerf is designated by KL for development as commercial space when a portion of Lot A-1-3 is developed for HART's Civic Center Station. In the event that HART acquires a portion of the A-1-3 parcel for the Civic Center Station, the Applicants and HART will enter into an agreement for the portions of the A-1-3 parcel that are designated as P/PG or public use space acceptable to the HCDA Executive Director and record the agreement with the Bureau of Conveyances prior to the HCDA Executive Director's approval of the initial building permit for the Projects, the A1 Project or the A2 Project or HCDA review of the development permit application for the HART Civic Center Station, whichever occurs first.

51. A woonerf is an European term for an area, usually residential, where motorists and other uses share the street without boundaries such as lanes and curbs.

52. The A1 Project satisfies the minimum front yards requirement for the townhouses with up to a 27'-8" deep yard along South Street and a 15'-0" deep yard along Pohukaina Street pursuant to HAR Section 15-22-63.1.

53. The A1 Project satisfies the side and rear yards requirement with a minimum of 10' side yard as part of the 24 feet wide woonerf (located along the north property line) pursuant to HAR Section 15-22-63.2.

A1 Project Open Space

54. The Vested Rules provide that the minimum open space requirement shall be the lower of ten percent (10%) of the lot area or twenty-five percent (25%) of the lot area less required yard space.

55. The development lot (Land Block A) is 183,501 square feet in area, therefore the open space requirement is 18,501 square feet or 45,825 square feet less the required yard areas.

56. The revised KKMP Table 5-12: Land Use and Development Summary indicates that 12.49% of the lot area will be designated open space, which translates to an area of approximately 22,919 square feet.

57. The A1 Project provides 10,696 square feet of ground level open space, which when combined with the A2 Project's 13,675 square feet of open space, totals 24,371 square feet of open space, which exceeds the open space requirement for Land Block A by 1,452 square feet, pursuant to the KKMP.

58. The open space is provided exclusive of required yard area. A portion of the "woonerf" exclusive of the required yard is utilized to satisfy the open space requirement.

A1 Project Recreation Space

59. The Vested Rules requires the Projects to provide at least fifty-five (55) square feet of recreation space per dwelling unit. The recreation space requirement for the A1 Project is 23,265 square feet.

60. The A1 Project provides 23,914 square feet of above-grade recreation space, which exceeds the recreation space requirement by 649 square feet, pursuant to the Vested Rules.

61. All A1 residents, including those living in the residential tower as well as those living in the townhouse units, will have equal access to all of the recreation space being provided to fulfill recreation space requirements for the A1 Project.

A1 Project View Corridor

62. The A1 Project is bounded by a designated View Corridor on South Street. The A1 residential tower element is set back 182 feet from the property line which is greater than the 75 feet minimum distance required for a view corridor setback pursuant to the Vested Rules.

Off-Street Parking and Loading

63. The A1 Project includes a seven-story parking structure, which acts as the base of the residential tower. The garage contains approximately 1,038 stalls, which exceeds the minimum of approximately 823 parking stalls required for the Projects pursuant to the Vested Rules.

64. Four off-street loading spaces (two loading spaces located on Lot A-1-1 and two loading spaces located on Lot A-1-2 shared with the A1 Project) will meet the minimum loading stalls requirement under the Vested Rules.

A1 Project Signage

65. The signs for the A1 Project will conform to the “B-2 Community Business District” sign regulations of the land use ordinance pursuant to the Vested Rules.

Other Spaces

66. The rooftop elements for the A1 Project will be screened from view by architectural or landscape treatments pursuant to the Vested Rules.

67. The A1 Project spaces designated as lanais will not be enclosed pursuant to the Vested Rules.

Public Facilities Dedication

68. The Vested Rules require public facilities dedication of four percent (4%) of the residential floor area and three percent (3%) of the commercial floor area, exclusive of the residential floor area devoted to reserved housing, to be dedicated as land area for public facilities.

69. A letter from the KS to the HCDA dated January 9, 2014 describes the manner in which the public facilities dedication requirement will be provided for Project A1. This letter indicates that there is a residential floor area of 423,032 square feet, exclusive of floor area devoted to reserved housing and a possible commercial floor area of 2,854 square feet for Project A1.

70. The public facilities dedication requirement for Project A1 is 17,007 square feet.

71. Public facilities dedication for Project A1 will be satisfied by the KS transfer of 17,007 square feet of public facilities dedication credits being allocated to the Lot A-1-1 portion of Land Block A.

Other A1 Project Specifications

72. The utility lines for the A1 Project will be placed underground pursuant to the Vested Rules.

73. The walls of the buildings for the A1 Project will have no more than 30% reflective surface pursuant to the Vested Rules.

74. Lots A-1-1 and A-1-2 are being jointly developed as one development lot, and KL has committed that should GE postpone the development of Lot A-1-2 while KL proceeds on Lot A-1-1, an interim site development plan has been included in the application package (Sheet A0.0) that shows the location of a front entry access way, loading area and service drive/plaza (woonerf), which will be constructed across Lot A-1-2.

75. The A1 Project is not in the Flood Hazard District and conforms to the Vested Rules.

A1 Project Reserved Housing

76. The KKMP FOF#93 and #94 establish the manner in which the reserved housing requirement for the Projects will be satisfied.

77. The Vested Rules requires that every applicant for a planned development containing multi-family dwelling units on a development lot of at least 20,000 square feet shall

provide at least twenty percent (20%) of the dwelling units for sale or rental to qualified persons as determined by the HCDA.

78. As the total number of units in the A1 Project is 423 units, the reserved housing requirement is 85 units.

79. The A1 Project proposes to satisfy its reserved housing requirement by providing 43 one-bedroom units and 41 two-bedroom units in the residential tower and 1 two-bedroom unit in the four-story townhouse.

A1 Project Floor Area

80. The total proposed floor area for the A1 Project is 512,319 square feet and when combined with the 179,181 square feet for the A2 Project produces a total floor area is 691,500 square feet.

81. The total floor area for Land Block A is allocated among Lots A-1-1, A-1-2 and A-1-3 in the following manner.

LOT	Lot Area (Sq. Ft.)	Allocated Floor Area	Floor Area Ratio
A-1-1	94,667	512,500	5.41
A-1-2	68,249	181,300	2.66
A-1-3	20,585	40,000	1.94
Land Block A	183,501	733,800	4.0

82. The proposed floor area on Land Block A is consistent with the allowable floor area provisions of the Vested Rules.

Tower Floor Plate, Height Specifications

83. The tower footprint for the A1 Project is approximately 13,500 square feet which is less than the maximum allowable tower footprint of 16,000 square feet for lots greater than 80,000 square feet pursuant to the Vested Rules and is in compliance with HAR Section 15-22-116.

84. The maximum proposed tower height is 400 feet with an additional 18 feet for roof top mechanical equipment enclosure, which is consistent with the Vested Rules.

A1 Project Landscaping

85. Section 15-22-144 of the Vested Rules describe the landscaping requirements. The Vested Rules allow alternate species, especially native Hawaiian, useful fruit bearing and flowering varieties or species long present and common to the Hawaiian Islands to be substituted.

86. The A1 Project proposes to plant Queen's White Shower trees instead of Madagascar Olive trees along South Street and Rainbow Shower trees instead of Autograph trees along Pohukaina Street as allowed under HAR Chapter 15-217. Both Queen's White Shower and Rainbow Shower trees are flowering species long present and common to the Hawaiian Islands.

Park/Parking Garage

87. Condition #4 of the KKMP D&O provided that if KS were to apply for an amendment to the 2005 Mauka Area Plan to delete or partially delete the P/PG designation on Land Block A, to mitigate any loss of park space, KS shall (a) provide an area equal to the actual

loss of park space under the revised P/PG designation (but not more than 96,000 square feet if the entire P/PG designation is deleted) for a park or parks to be located in an area or areas acceptable to HCDA within the KKMP area, which park or parks may include public gathering areas or plazas, or (b) negotiate such other alternative arrangement acceptable to HCDA.

88. On November 11, 2011, the 2005 Mauka Area Rules/Plan were repealed and the 2011 Mauka Area Rules/Plan (HAR Chapter 217) were adopted.

89. By a letter dated November 18, 2013, KS authorized KL to submit a petition for declaratory relief to HCDA regarding the applicability of Condition #4 of the KKMP D&O in light of the November 2011 repeal of the 2005 Mauka Area Rules/Plan.

90. On December 16, 2013, KL filed its petition for declaratory relief as to the applicability of Condition #4 of the KKMP D&O (the "P/PG Petition").

91. On February 4, 2014, KL amended the P/PG Petition to propose an alternative arrangement to satisfy the 96,000 square feet P/PG requirement by providing 48,676 square feet of public uses on Land Block A; with approximately 12,961 square feet on Lot A-1-1 by providing public use plazas and increased building setbacks; approximately 15,130 square feet on Lot A-1-2 for public use plazas and pedestrian passages; approximately 20,585 square feet on Lot A-1-3; and to satisfy the remaining 47,324 square feet requirement by utilizing a cash-in-lieu fee of \$2,023,170.00 based upon the underlying land value of \$149.30 per square foot divided by the 3.5 FAR multiplied by the remaining square feet to be satisfied (47,324).

92. KL stated that it is authorized to represent that KS agrees that no existing Public Facilities Dedication Credits will be utilized in satisfaction of the P/PG requirement.

93. On February 27, 2014, HCDA filed its Findings of Fact, Conclusions of Law, and Decision and Order in connection with the P/PG Petition, which provided the following:

1. The Authority declares and orders that Petitioner, as an authorized agent of KS, cannot seek an amendment of the 2005 Mauka Area Rules/Plan, as contemplated in FOF ¶ 78 of the Master Plan Permit, because the 2005 Mauka Area Rules/Plan were repealed.
2. The Authority further declares and orders that all other terms and conditions of the Master Plan Permit remain in full force and effect, including but not limited to, the requirement that “Petitioner shall (a) provide an area equal to the actual loss of park space under the revised P/PG designation (but not more than 96,000 square feet if the entire P/PG designation is deleted) for a park or parks to be located in an area or areas acceptable to the HCDA within the Master Plan Area, which park or parks may include public gathering areas or plazas, or (b) negotiate such other alternative arrangement acceptable to the HCDA.”

A1 PROJECT MODIFICATIONS

Height Modification

94. The A1 Project is requesting a modification that will allow its platform height to increase from 45’ to 61’-9” to the top level of the parking deck and to 71’-6” to the top of the recreation deck, pursuant to the Vested Rules.

95. Combining the parking requirements into a single structure creates an efficient parking solution and allows Lot A-1-2 to include a pedestrian passageway that runs Mauka to Makai through the site intersecting with another pedestrian passageway to Keawe Street.

96. These passageways create a pleasant pedestrian-friendly experience which continues Makai through Land Block B and will eventually form a part of a strong pedestrian

linkage that will connect all the blocks under the KKMP. This public facilities and pedestrian feature is consistent with the provisions of the Vested Rules.

97. The use of a residential liner mitigates the unsightliness of structured parking and promoting interaction of pedestrian traffic at the ground level is consistent with design concepts identified in the KKMP FOF#50.

98. The added height permits a smaller footprint of the parking structure, which allows the A1 Project to wrap the structure with four-story townhomes effectively screening the parking structure and thus reducing the massing of the parking structure when viewed from adjacent sidewalks and streets, and satisfies HAR Section 15-22-22(a)(1) of the Vested Rules.

99. The efficient and maximum use of the proposed parking garage as a shared parking facility; including public use of the parking garage when not needed for the Projects' use provides flexibility and results in a development that is practically superior and which is consistent with the intent of the Vested Rules.

100. The increase in height has minimal impact on view corridors. Adjacent development are not necessarily impacted by the raised platform height.

101. In effect, the residential liner around the parking garage, which is made possible due to the increased platform height, create a desirable urban environment around Land Block A. The Projects will have active residential and retail use at the ground level surrounding Land Block A.

102. The increase in height and resulting smaller footprint enables widened front yards along South Street, improved views from the surrounding sidewalk and streets and increased pedestrian activation, which are consistent with the Vested Rules, HAR Section 15-22-22(a)(3).

103. Subsurface construction of the parking garage and platform is infeasible due to site's proximity to the ocean and satisfies HAR Section 15-22-120(7)(A).

104. Section 15-22-120(7) of the Vested Rules provides that platform heights may be commensurately modified to exceed forty-five (45) feet where: (a) subsurface construction is infeasible, (b) design requirements for ceiling height clearances require height adjustments, (c) industrial, commercial, residential or community service uses are substantially located within the platform, especially along streets or public spaces, or (d) significant public facilities or pedestrian features are provided at the street level, especially arcades or publically accessible open spaces in excess of the minimum grade-level open space.

105. Residential townhomes are located along South Street and Pohukaina Street that act as a liner around the parking and enhance the pedestrian realm.

View Corridor Modification

106. The A1 Project is requesting a modification of the view corridor requirements on South Street, which requires a 20' height limit at the 15' front yard setback, to a 1:1 slope, to a 45' podium height limit, with a 75' minimum tower setback pursuant to HAR Section 15-22-66.

107. Two modifications are required: (a) to exceed the 45' podium height limit to 61'-9" to the top level of the parking deck and to 71'-6" to the top of the recreation deck, which

is also the first floor of the tower residential units, and (b) to allow the parking structure to encroach into the 75' minimum tower setback with a setback of 60'-5".

108. The requested modification is partly a result of the A1 Project proposing a taller parking structure with a residential or retail liner to create an active pedestrian environment at the ground level.

Tower Spacing

109. The tower-to-tower spacing requirement is stated in terms of "to the extent practicable" pursuant to the Vested Rules.

110. The A1 Project proposes that its tower is placed 249' from Halekauwila Place.

111. The separation distance between the short side of the A1 Project tower and the Mauka tower of One Waterfront Towers is at least 200 feet.

112. The proposed tower spacing offers (a) direct pedestrian access from the A1 Project lobby to the A2 Project pedestrian passageway, which provides direct access to the commercial elements of the A2 Project, and (b) Mauka to Makai pedestrian access to the balance of the KKMP area located Makai of Land Block A and to HART's Civic Center Rail Station located Mauka of the Keauhou Lane Mixed-Use Development.

113. The A1 Project tower ground floor lobby is located directly off the A2 Project pedestrian passageway and shifting the tower 50' in the 'Ewa direction would locate the tower and its ground floor lobby in the middle of the parking structure with no direct or protected means of access to the A2 Project pedestrian passageway.

114. The A1 Project tower is on the direct line of sight between the residential towers of Keola La`i and One Waterfront Towers, which would minimize any additional blocking of the Mauka to Makai views from either of the existing towers. Moving the tower 50' in the 'Ewa direction would increase the amount of Mauka to Makai view blockage from these towers. The A1 Project tower location, given its Mauka to Makai orientation is the best location as it relates having the least visual impact for the neighboring projects.

115. The A1 Project's tower design and placement are intended to maximize distances between all three adjacent towers, while achieving the critical urban design goals envisioned by the KKMP and the architect.

A1 PROJECT IMPACTS

Wind Impacts

116. Lot A-1-1 currently houses an at-grade public parking lot. The proposed A1 Project consists of a thirty-six-story residential tower located above a seven-story parking structure. The garage is wrapped by a four-story townhome structure. The prevailing trade winds come from the east-northeast direction. The Mauka to Makai orientation of the tower minimizes its effect on these prevailing trade winds and the surrounding buildings should not be adversely affected by the planned tower, parking structure and townhomes.

117. A wind study for the Project will be done to analyze the effects of the wind loads on the tower structure and wind load mitigation will be done as the design is refined.

Sun Impacts

118. A study was done for the month of November 2013 to analyze any impacts the A1 Project would have on neighboring structures. The study indicates that the tower will cast morning shadows on the adjacent One Waterfront Towers at 8 a.m. but by midmorning the shadows will have receded. At 4 p.m., the tower shadow will be cast on the north-east corner of Halekauwila Place but it should not have any significant impact on that project.

Noise Impacts

119. The Civic Center Station for the high-capacity transit project is planned to the north of the A1 Project along Halekauwila Street. The following table outlines the existing and projected noise levels as published in Addendum 01 to the Noise and Vibration Technical Report Honolulu High-Capacity Transit Corridor Project dated June 1, 2010.

Location	Existing Noise Level (dBA)		Rail Noise Level w/Current Design (dBA)			Rail Noise Level w/Wheel Skirts (dBA)		
	Ground to 5	5 and above	Ground to 5	6-18	19-30	Ground to 5	6-18	19-30
Floor Level	Ground to 5	5 and above	Ground to 5	6-18	19-30	Ground to 5	6-18	19-30
610 Cooke St	67	75	60-64	-	-	57-61	-	-
Mother Waldron Park	58	-	56	-	-	53	-	-
860 Halekauwila	67-75	75	58-66	70-64	63 or less	55-61	60-67	60 or less

120. Noise levels between 67-71 dBA are considered by the report to be a Moderate Impact. Noise levels above 71 dBA are considered to be Severe Impact. The report suggests that the high-capacity transit line does not cause higher noise levels than presently exist as shown in the table above.

121. The peak noise levels are projected to be between the fifth and the ninth floors. The A1 Project parking structure occupies the first seven levels of the Project that face the proposed transit line and only one unit per floor of the tower (above the parking structure) has any significant frontage along the transit line.

122. The parking structure would minimize transit generated noise levels within the adjacent neighborhood by screening the operations of the transit line.

123. Roadway noise from the adjacent Keawe and Pohukaina Streets traffic is minimal due to their width and non-connection to major arterials. South Street is a four-lane one-way (north bound) roadway starting from Pohukaina Street. Makai of Pohukaina Street, South Street is a two-lane two-way roadway. The traffic along South Street is considerably heavier than Keawe and Pohukaina Streets and noise mitigation will be addressed.

124. The parking structure will be wrapped by four-story townhouse structures along South and Pohukaina Streets and by six-story mixed use structures along Keawe Street thereby limiting the amount of parking-generated noise leaving the property.

125. Mechanical equipment (fans, pumps, air conditioning) will generate some noise and will be addressed with appropriate noise mitigating treatments as required. All noise generating equipment will comply with the State Noise Limit.

126. Noise mitigation will be addressed during the design process. Appropriate design responses including the design of appropriate window and wall assemblies and equipment shielding will serve to mitigate off-site noise impacts. At South Street increased yard setbacks

and extensive landscape including a continuous double row of trees will help mitigate roadway noise.

A1 PROJECT SUSTAINABILITY MEASURES

127. The KKMP D&O provides that prior to the submission of each Planned Development Permit application, Petitioner shall provide sustainability guidelines for that block to the HCDA. The A1 Project will incorporate best management practices in sustainable design to include alternative transportation, on-site recreational uses, waste recycling, water conservation, storm water management, and energy efficiency.

A2 PROJECT DESCRIPTION

128. The A2 Project will have approximately 179,181 square feet of floor area, which includes 140,036 square feet of residential, 31,880 square feet of commercial and 7,265 square feet of auxiliary space.

129. The A2 Project is designed as a six (6) story building, with ground floor of commercial (restaurant/retail) space and five (5) floors of 209 residential units sitting atop with a maximum height of 65 feet.

130. Two hundred eighty (280) parking stalls designated for the A2 Project will be housed in the A1 Project parking structure.

131. The A2 Project satisfies the minimum front yard requirement with minimum front yards of 15' along Keawe Street and 15' along Pohukaina Street pursuant to HAR Sections 15-22-63.1 and 15-22-117.

132. The A2 Project satisfies the side and rear yard requirements with 10' at the woonerf and the rear abuts the A1 Project tower and thus, there is no fenestration pursuant to HAR Section 15-22-63.2.

A2 Project Open Space

133. Approximately twenty percent (20%) of Lot A-1-2 is dedicated to public open space, with a large pedestrian concourse traversing the property to provide an enhanced streetscape experience and also provide for a future direct connection to HART's new Civic Center rail station on Lot A-1-3.

134. The A2 Project includes 13,675 square feet of ground level open space, which when combined with the A1 Project's 10,696 square feet of open space, totals 24,371 square feet of open space, which exceeds the open space requirement for Land Block A pursuant to the KKMP and HAR Section 15-22-85(c)(3)(H).

135. The A2 Project includes 11,498 square feet of ground and second floor recreation space which exceeds the recreation space requirement pursuant to HAR Section 15-22-65.

136. The A2 Project provides 280 parking stalls consistent with the provisions of Section 15-22-67 of the Vested Rules, which will be located in the adjacent A-1 Project's podium parking structure with Lot A-1-1 providing cross property use and access privileges for the benefit of Lot A-1-2 consistent with the Vested Rules.

137. Four off-street loading spaces (two loading spaces located on Lot A-1-1 and shared with the A2 Project and two loading spaces located on Lot A-1-2) is consistent with the minimum off-street loading space requirements of Section 15-22-68 of the Vested Rules.

A2 Project Public Facilities Dedication

138. A letter from KS to HCDA dated January 9, 2014 describes the manner in which public facilities dedication will be provided for the A2 Project. The letter indicates that all residential floor area in the A2 Project will be devoted to reserved housing and therefore, exempt from the public facilities dedication requirement.

139. The A2 Project includes 39,154 square feet of commercial floor area. At three percent (3%) of commercial space, the public facilities dedication requirement for the A2 Project is equal to 1,174 square feet.

140. The total public facilities dedication requirement for the A2 Project will be satisfied by KS's application of 1,174 square feet of its public facilities dedication credits to Lot A-1-2.

141. Lots A-1-1, A-1-2 and A-1-3 are being jointly developed as one development lot, and GE has committed that should KL postpone the development of Lot A-1-1 while GE proceeds on Lot A-1-2 that GE will provide 280 surface parking stalls on Lot A-1-1, complete the woonerf on Lot A-1-1 and complete the Pohukaina Street loading dock as depicted in A2 Project Application Exhibit D-3.

142. The A2 Project is not in the Flood Hazard District and conforms to the Vested Rules Section 15-22-82.

143. All of the dwelling units of the A2 Project shall be rented in a manner to qualify as reserved housing pursuant to the KKMP Master Plan Development Agreement, Supplement

No. 1 thereto dated June 20, 2011, and the approval received from HCDA pursuant to Supplement No. 1.

A2 Project Floor Area

144. The total proposed floor area for the A2 Project is 179,181 square feet. When combined with the 512,319 square feet floor area proposed for the A1 Project, the total floor area for Land Block A is 691,500 square feet. The total allowable floor area for Land Block A including Lots A-1-1, A-1-2 and A-1-3 is 733,800 square feet. The total allowable FAR is 4.0.

LOT	Lot Area (Sq. Ft.)	Allocated Floor Area	Floor Area Ratio
A-1-1	94,667	512,500	5.41
A-1-2	68,249	181,300	2.66
A-1-3	20,585	40,000	1.94
Land Block A	183,501	733,800	4.0

145. The proposed floor area on Land Block A is consistent with the allowable floor area provision of the Vested Rules.

146. The proposed platform of the A2 Project is 65 feet high.

A2 Project Landscaping

147. Section 15-22-144 of the Vested Rules describe the landscaping requirements. The Vested Rules provides that alternate species, especially native Hawaiian or species long present and common to the Hawaiian Islands, including useful fruit or flower bearing varieties may be substituted. The Vested Rules recommends Madagascar Olive along Pohukaina Street

and Autograph trees along South Street. Both Rainbow Shower and Tulipwood are species long present and common to the Hawaiian Islands and therefore, acceptable as alternate species.

148. The landscape design throughout the A2 Project has been developed to meet the KKMP design guidelines, providing a pedestrian buffer along Keawe and Pohukaina Streets as well as softening the feel of the pedestrian concourse. All plantings envisioned for this Project will be native Hawaiian species or long and common to the Hawaiian Islands that are suitable for the microclimate. Such vegetation is also incorporated into the A2 Project's overall storm water management system.

A2 PROJECT MODIFICATIONS

Height Modification

149. The A2 Project is requesting a modification that will allow its platform height to increase from 45' to 65' pursuant to HAR Sections 15-22-22, 15-22-62 and 15-22-120.

150. With regard to HAR Section 15-22-22(a)(1): allowing a higher platform height results in a development that is practically and aesthetically superior. The increase allows for ground floor commercial to be located under five floors of apartment residences, resulting in a small building footprint that accommodates a mid-block pedestrian passage and an activated pedestrian environment.

151. Section 15-22-22(a)(2) of the Vested Rules allows a higher platform height that does not adversely affect adjacent developments.

a. Mauka: HART's Civic Center Station – no adverse impact to planned rail station.

- b. Diamond Head: (1) Halekauwila Place – no adverse impact, and (2) HCDA’s 690 Pohukaina – no adverse impact.
- c. Makai: Land Block B – consistent with plans for this Project.
- d. ‘Ewa: The A1 Project condominium tower – consistent with plans for the A2 Project. Development of the A2 Project is intended to be in coordination with the development of the A1 Project and is an extension of the podium base for the A1 Project’s proposed tower. The higher platform height is consistent with the A1 Project’s platform height. Both screen the parking structure from the surrounding streets, which is consistent with the intent of the Vested Rules HAR Sections 15-22-67(c)(5) and (c)(6)(B).

152. With regard to Section 15-22-22(a)(3) of the Vested Rules allows a higher platform height enables a mix of residential and commercial uses, and an activated pedestrian passage, consistent with the intent of the Vested Rules.

153. With regard to Section 15-22-120(7)(A) of the Vested Rules, commercial and residential uses are not feasible below grade as subsurface construction might breach the water table creating unnecessary negative effects on the environment. Although to the Applicants’ knowledge, no specific excavations have occurred on Lot A-1-2, increased subsurface construction increases the risk of disturbing cultural remains.

154. With regard to Section 15-22-120(7)(B) of the Vested Rules, the commercial use at the ground floor requires higher ceiling height. A ceiling height of seventeen feet-six inches (17’-6”) is proposed and thus impacts platform height.

155. With regard to HAR Section 15-22-120(7)(C) of the Vested Rules: ground floor retail and five stories of residential apartments above the podium is substantially composed of the desired uses, especially along fronting streets and a smaller footprint provides for the pedestrian passage lined with commercial and restaurant uses.

156. With regard to Vested Rules Section 15-22-120(7)(D) a smaller footprint facilitates a mid-block pedestrian passage lined with commercial spaces. Volumetric Study illustrates the relationship between the ground floor volume being allocated to pedestrian activity and how this proportional volume is proposed as an additional floor of the podium. The result is an enhanced pedestrian streetscape where twenty percent (20%) of the lot area is being proposed as open space in comparison with the 12.49 percent requirement. This additional open space represents a significant pedestrian amenity.

157. With regard to the benefits from the podium height modification:

a. Pedestrian experience is emphasized and enhanced. The A2 Project provides a mixed-use project for Kakaako allowing a public passage lined with commercial spaces. The proposed mid-block connection from Keawe Street allows pedestrian access while the Mauka to Makai pedestrian passage provides additional retail frontage and a connection to the adjacent transit rail station; thus transit users and the general public would experience an open and inviting mid-block passage.

b. Residential quality is enhanced. Noise and privacy are two of the challenges of living in an urban district full of commercial activities. By increasing the platform

height, the residential floors will be placed at a higher elevation from street level noises. The higher platform provides a needed buffer distance between street noise and residential floors.

c. Rapid transit impact is mitigated. The Projects are adjacent to the planned rail guide way. Although the elevated rail system does not necessarily produce more noise than the existing commercial activities, it elevates the noise contours higher by several floors. A higher project platform will help buffer adjacent properties from transit noise.

A2 PROJECT IMPACTS

Wind Impacts

158. The A2 Project recognizes the effects of the prevailing trades and makes provision to allow passive ventilation opportunities while minimizing wind nuisances and impacts to adjacent properties.

a. Existing Conditions - Presently Lot A-1-2 is an open parking lot surrounded by modest density low industrial buildings and the One Waterfront Towers to the south. In the direction of the prevailing northeasterly trade winds are one to three-story industrial buildings that provide minimal wind shadows.

b. Project Approach - The orientation of the A2 Project buildings parallel to Keawe Street is well aligned to allow the east-northeast prevailing trades to pass along each longitudinal side of the buildings thereby providing passive ventilation opportunities to each unit. Each unit is to have operable windows to take advantage of this ventilation. The proposed higher podium base allows the residential units to be elevated to take advantage of the trade winds. Additionally, the A2 Project's orientation minimizes locations of corner streams and

vortexes; through flow down the length of the pedestrian walkway should be minimal due to the width of the walkway and neighborhood context screening the lower portion of the A2 Project.

c. Project Impact - At six stories high, the A2 Project will have minimal wind impact to adjacent properties. The A2 Project's orientation with the longitudinal orientation of buildings aligned to the wind will minimize creation of wind nuisances such as: corner streams, through flow or vortex shedding in the wake of the buildings. Wind exposure to the lower floors of properties opposite on Pohukaina Street will be reduced slightly.

Sun Impacts

159. The A2 Project has analyzed the impacts of shade and shadow and there is no significant impact:

a. Existing Conditions - The existing adjacent One Waterfront Towers cast significant shadows over the A2 Project during summer months while the Halekauwila Place tower casts morning shadows on portions of the A2 Project year round.

b. Project Impact - At six stories high, the A2 Project's sun and shadow impact on adjacent properties is non-existent with the greatest extent of shadows occurring at the winter equinox when northeasterly shadows from the A2 Project just reach the opposite side of Halekauwila Street. That being identified, the rail guide way and station platform will cast a shadow at the same location so the shadow upon the opposite property would be occurring irrespective of the A2 Project.

Noise Impacts

160. The A2 Project has addressed the impacts of noise in mitigating noise both onto and from the Project site.

a. Potential Noise Impacts to the A2 Project

i. High-Capacity Transit - The Civic Center station of the high-capacity transit project is planned to the north of the A2 Project along Halekauwila Street. The *HART Noise and Vibration Technical Report* suggests that the operation of the high-capacity transit line does not cause higher noise levels than presently exist, as shown in the table above. The report projected the peak noise impact to be between the fifth- and ninth-floor levels of adjacent buildings. The A2 Project proposes residences between floors two to six, which will require some mitigation due to the adjacent rail station. The noise impact from the station and rail is projected to be between -5 - 58 dba which is below the currently observed noise levels of the neighborhood.

ii. Roadways - The adjacent Keawe and Pohukaina Streets traffic is minimal in comparison to other roadways in the neighborhood due to their non-connection to major arterials. The Applicant anticipates minimal noise impact from the roadways to the A2 Project but proposes to address potential noise impacts by raising the podium height thereby providing greater distance between residential units and the street.

b. Potential Noise Sources from the A2 Project

i. Commercial Spaces - Public realm engaging commercial spaces occupy the ground floor of the A2 Project along Keawe, Pohukaina, and Halekauwila Streets and

the internal pedestrian walk. Much of this commercial space is envisioned to be restaurant spaces that may spill seating out onto the walkways. This commercial/restaurant activity will generate some noise but is anticipated to be below the ambient noise level of the A2 Project.

ii. Parking Structure - The adjacent A1 Project includes a parking structure for the residences and commercial tenants of both Projects. The parking structure is to be wrapped with residences on the both Lots A-1-1 and A-1-2 effectively insulating parking generated noise from leaving the Projects.

iii. Miscellaneous Noise Generators - Mechanical equipment (fans, pumps, air handling equipment) will generate some noise and its impact will be evaluated as the design develops and may include appropriate noise mitigating treatments for the upper floor residences as well as managing noise transmission beyond the property. All stationary equipment will comply with the State Noise Limit.

c. Noise Limits - Management of trash pickup times, deliveries, and commercial tenant hours of operation will help to address potential noise during daytime and waking hours.

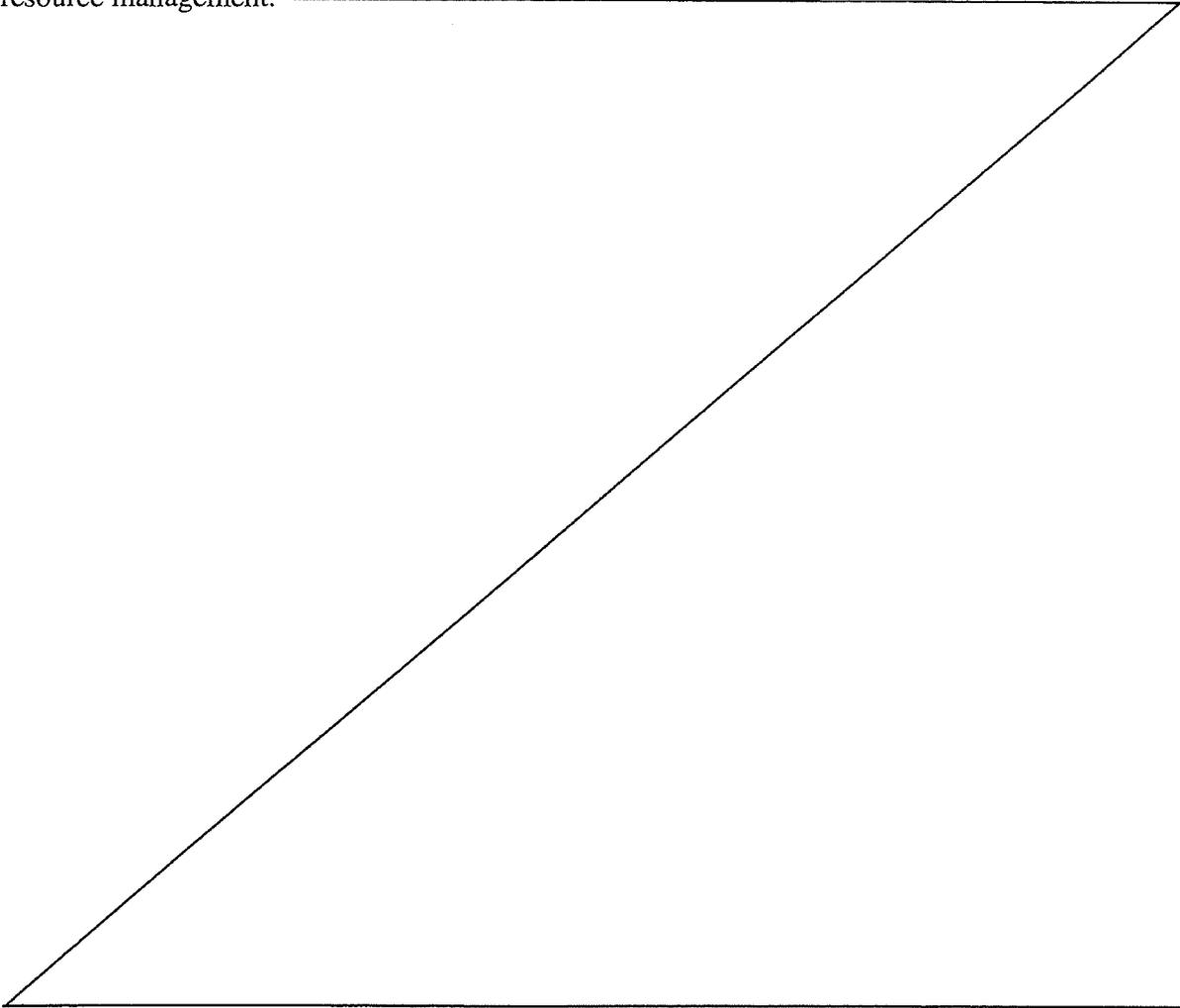
A2 PROJECT SUSTAINABILITY MEASURES

161. The A2 Project implements a holistic sustainability approach.

a. Overall Approach – GE’s parent company has a long and successful track record of delivering sustainable buildings, with 58 LEED registered/certified projects in its portfolio, including twelve developments that have or will achieve Platinum designation. While

each project is different including the location, construction type and programmatic use, all of GE's projects maintain an overarching focus on energy and water conservation.

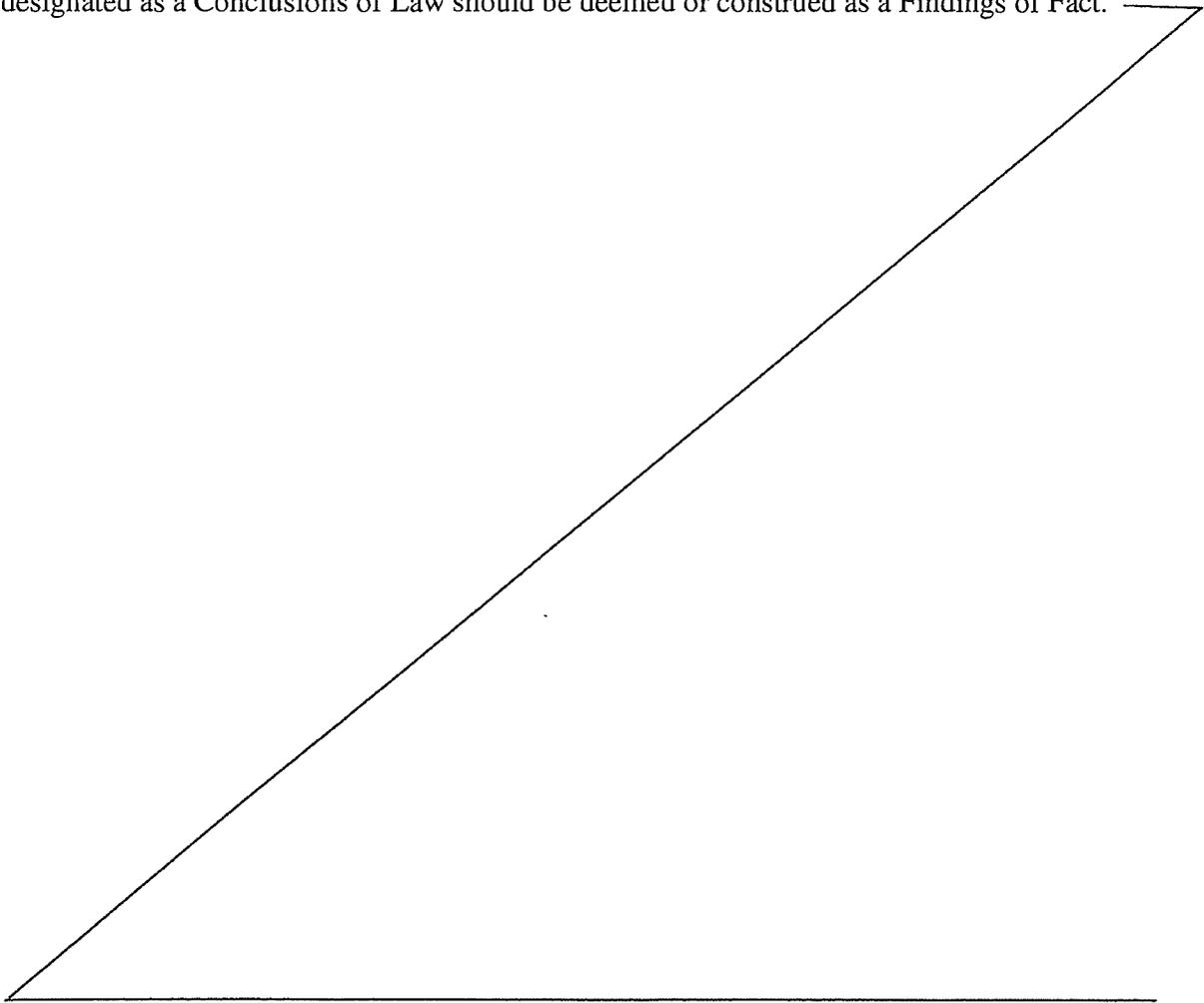
b. LEED Category Approaches - The A2 Project will be designed and constructed with this objective in mind, targeting LEED for Homes Gold Certification. The A2 Project application and GE's project architect's written testimony set forth some of the sustainable approaches GE is proposing to employ, where feasible, to maximize value and resource management.



RULINGS ON PROPOSED FINDINGS OF FACT

Any of the Findings of Fact submitted by the Applicants not already ruled upon by the Authority by adoption herein, or rejected by clearly contrary Findings of Fact herein, are hereby denied and rejected.

Any Conclusions of Law herein improperly designated as a Findings of Fact should be deemed or construed as a Conclusions of Law; any Findings of Fact herein improperly designated as a Conclusions of Law should be deemed or construed as a Findings of Fact.



CONCLUSIONS OF LAW

1. HCDA has jurisdiction to approve the planned development permits and joint development permit pursuant to HRS Sections 206E-4 and 206E-5.6, and HAR Sections 15-22-80 and 15-22-78, *et seq.*

2. The Applicants have committed to fulfilling the requirements of the conditions of the KKMP D&O.

3. The Applicants have committed to fulfilling the joint development requirements of the Vested Rules, Section 15-22-80, and will set forth in Joint Development Agreement the means to proceed separately in the event either of the Projects is postponed.

4. The Applicants have proposed an alternative arrangement that will provide an area equal to the loss of park space and fulfilling the P/PG requirements of the 2005 Mauka Area Rules/Plan by KL's February 4, 2014 letter to HCDA, where KL with KS' consent amended its P/PG Petition to provide that the 96,000 square feet P/PG requirement will be satisfied by providing 48,676 square feet of public uses on Land Block A with approximately 12,961 square feet on Lot A-1-1 by providing public use plazas and increased building setbacks, approximately 15,130 square feet on Lot A-1-2 by providing public use plazas and pedestrian passages, and approximately 20,585 square feet on Lot A-1-3 and a cash-in-lieu fee of \$2,023,170.00 for the remaining 47,324 square feet and that no existing Public Facilities Dedication Credits would be used.

5. The A1 Project has either fulfilled or committed to fulfilling the Public Facilities requirements of the 2005 Mauka Area Rules/Plan by KS' transfer of 17,007 square feet of Public

Facilities Development Credits allocated to Lot A-1-1 as set forth in KS' letter agreement with HCDA dated January 9, 2014.

6. The A2 Project has either fulfilled or committed to fulfilling the Public Facilities requirements of the 2005 Mauka Area Rules/Plan by KS' transfer of 1,174 square feet of Public Facilities Dedication Credits as set forth in KS' letter agreement with HCDA dated January 9, 2014.

7. The A1 Project provides reasonable justification for the HCDA to consider modifications of platform height (1) to exceed the 45' podium height limit to 61'-9" to the top level of the parking deck and to 71'-6" to the top of the recreation deck, and (2) to allow the parking structure to encroach upon the 75' minimum tower setback with a setback of 60'-5" as provided in Sections 15-22-22 and 15-22-120 of the Vested Rules.

8. The A1 Project provides reasonable for the HCDA to consider view corridor modifications (1) to exceed the 45' podium height limit to 61'-9" to the top level of the parking deck and to 71'-6" to the top of the recreation deck, which is also the first floor of the tower residential units, and (2) to allow the parking structure to encroach upon the 75' minimum tower setback with a setback of 60'-5" as provided in Sections 15-22-22 and 15-22-120 of the Vested Rules.

9. The A2 Project provides reasonable justifications for platform height to increase from 45' to 65' as provided in Sections 15-22-22, 15-22-62 and 15-22-120 of the Vested Rules.

10. The A1 Project has either fulfilled or committed to fulfilling the requirements of the Vested Rules.

11. The A2 Project has either fulfilled or committed to fulfilling the requirements of the Vested Rules.

12. Article XII, Section 7 of the Hawaii State Constitution requires the State to protect native Hawaiian traditional and customary rights. The State reaffirms and shall protect all rights, customarily and traditionally exercised for subsistence, cultural, and religious purposes and possessed by ahupua'a tenants who are descendants of native Hawaiians who inhabited the Hawaiian Islands prior to 1778, subject to the right of the State to regulate such rights. The State and its agencies are obligated to protect the reasonable exercise of customarily and traditionally exercised native Hawaiian rights to the extent feasible. *Public Access Shoreline Hawaii`i v: Hawaii County Planning Commission*, 79 Hawaii 425, 903 P.2d 1246, *certiorari denied*, 517 U.S. 1163, 116 S.Ct. 1559; 134 L.Ed.2d 660 (1996).

13. The Authority is empowered to preserve and protect customary and traditional rights of native Hawaiians. *Ka Pa`akai O Ka`Aina v. Land Use Commission*, 94 Hawaii 31, 7 P.3d 1068 (2000).

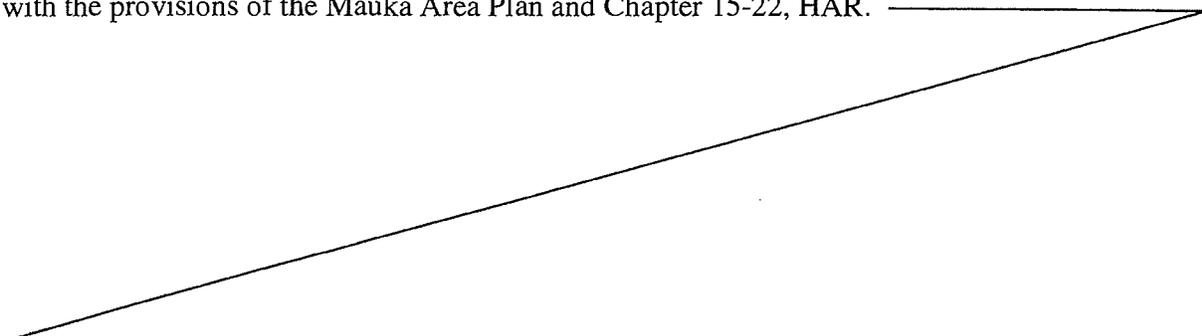
14. The Oahu Island Burial Council shall determine whether preservation in place or relocation of previously identified native Hawaiian burial sites located in the Master Plan Area is warranted, following criteria which shall include recognition that burial sites of high preservation value, such as areas with a concentration of skeletal remains, or prehistoric or historic burials associated with important individual or events, or areas that are within a context of historic properties, or have known lineal descendants, shall receive greater consideration for preservation in place, §6E-43, HRS. The requirements of a request to preserve in place or relocate a native

Hawaiian burial site shall be in the form of a burial treatment plan and is governed by §13-300-33, HAR.

15. In the event any human skeletal remains are inadvertently discovered; any activity in the immediate area that could damage the remains or the potential historic site shall cease. The discovery shall be reported as soon as possible to the Department of Land and Natural Resources, the appropriate medical examiner or coroner, and the Honolulu Police Department, §6E-43.6, HRS. The Department of Land and Natural Resources has jurisdiction over any inadvertent discovery of human skeletal remains over fifty-years old, and the protocol to be followed is set forth in §13-300-40, HAR.

16. Applicants have provided for the Authority's consideration the nature of the proposed development in terms of size, use, density, general bulk and height of structures, setbacks, required open space and recreation areas, the location and amount of residential uses including reserved housing units, and on-site parking.

17. Upon consideration of Chapter 206E, HRS, and the Vested Rules under Chapter 15-22, HAR, and the facts contained in this Order, the Authority finds upon the clear preponderance of the evidence, that the Planned Development Permit Application is consistent with the provisions of the Mauka Area Plan and Chapter 15-22, HAR.



DECISION AND ORDER

IT IS HEREBY ORDERED that the A1 Project, on land parcel identified as Lot A-1-1, consisting of approximately 94,667 square feet of land on Tax Map Key Number (1) 2-1-030: 001 and the A2 Project, on land parcel identified as Lot A-1-2, consisting of approximately 68,249 square feet of land on Tax Map Key Number (1) 2-1-030: 001, and land parcel identified as A-1-3 consisting of approximately 20,585 square feet of land on TMK Number (1) 2-1-030: 001, which is intended as the location of the proposed HART transit station as shown on Exhibit A, attached hereto and incorporated herein by reference, for a joint development permit and planned development permits, together with requests for modifications are hereby approved, subject to the following conditions:

1. Floor Area and FAR. The applicable allowable floor area for Land Block A and Lots A-1-1, A-1-2 and A-1-3 is established in accordance with the table below.

LOT	Lot Area (Sq. Ft.)	Allocated Floor Area	Floor Area Ratio
A-1-1	94,667	512,500	5.41
A-1-2	68,249	181,300	2.66
A-1-3	20,585	40,000	1.94
Land Block A	183,501	733,800	4.0

2. P/PG. The alternative proposal provided by the Applicants to fulfill the P/PG requirement is hereby approved with the following conditions:

a. The Applicants shall record public access easements on all areas proposed to satisfy the P/PG requirement.

b. Where the A-1-3 parcel is proposed as partly satisfying the P/PG requirement and where future development of a transit station on the A-1-3 parcel is anticipated, the landowner (KS) shall withhold recording public access easements on the A-1-3 parcel that conflict with the A-1-3 parcel or portion thereof being acquired by HART or a final station design and site layout has been approved, whichever occurs first.

c. The Applicants and KS shall prepare a public access easement document for the designated P/PG areas within the Land Block A acceptable to the HCDA Executive Director and the public access easement document shall be recorded with the Bureau of Conveyances prior to the HCDA Executive Director's approval of the initial building permit for the Projects.

d. The Applicants shall assume responsibility for partially developing the P/PG designated public use space on the portions of the A-1-3 parcel that are not acquired by HART for the Civic Center Station, similar to the woonerf and other proposed improvements on the adjacent A-1-1 and A-1-2 parcels.

e. KL and KS shall make the cash-in-lieu payment of \$2,023,170.00 for meeting the P/PG requirement of approximately 47,324 square feet prior to the HCDA Executive Director's approval of the initial building permit for the A1 Project.

3. Open Space. Pursuant to Section 15-22-143(d) of the Vested Rules, the Applicants shall dedicate to the HCDA a public easement for all pedestrian ways developed as a part of the Projects.

a. The Applicants shall prepare a detailed design for the proposed “woonerf” for review and approval by the HCDA Executive Director prior to his approval of the initial building permit for the Projects.

b. The Applicants shall prepare a detailed design for all public use plazas and pedestrian passages for review and approval by the HCDA Executive Director prior to his approval of the initial building permits for the Projects.

4. Reserved Housing. The A1 Project shall prepare and submit a reserved housing program for 43 one-bedroom units and 42 two-bedroom units as identified in the development permit application for the A1 Project that includes applicable reserved housing sales prices and associated qualifying area median income for each reserved housing unit for review and approval by the HCDA Executive Director prior to HCDA approval for the initial building permit for the Project. The target or average reserved housing sales price of all reserved housing units shall be no more than one hundred and twenty-five percent (125%) of the applicable area median income. The reserved housing units in the A1 Project shall be vertically and horizontally integrated.

5. Reserved Housing. The A2 Project shall prepare and submit a reserved housing rental program for all residential units designated as reserved housing for review and approval by the HCDA Executive Director prior to HCDA approval of the initial building permit for the Project. The rental reserved housing program shall comply with applicable provisions of

Subchapter 7 of the Vested Rules or appropriate Hawaii Housing Finance and Development Corporation (HHFDC) rental program. For the A2 Project, forty-two (42) residential rental units shall be required to meet the reserved housing requirement for the Project. The remaining 167 units may be utilized by KS as reserved housing credits in accordance with the applicable provisions of the KKMP Master Plan Development Agreement, Supplement No. 1 thereto dated June 20, 2011 and any approval received from HCDA pursuant to Supplement No. 1.

6. Land Use Conversion. For the A1 Project, eleven (11) parking stalls adjacent to the “woonerf” and directly across from the future Civic Center Transit Station resulting in a floor area of more or less 2,854 square feet shall be converted into commercial use at the time when the transit station becomes operational or as further determined by the development agreement. The parking requirement for this future commercial use is established as seven (7) parking stalls and the A1 Project shall set aside the required number of parking stall for the future commercial use.

7. Modification of Platform Height. The A1 Project request for modification of platform height is approved subject to the Applicant providing commercial and residential uses as well as public facilities or pedestrian features as indicated in FOF#94 to #105.

8. Modification of Platform Height. The A2 Project request for modification of platform height is approved subject to the Applicant providing commercial and residential uses as well as public facilities and pedestrian features as indicated in FOF#149 to #157.

9. Modification of View Corridor. The A1 Project request for modification of the South Street View Corridor as described in the Planned Development Permit Application is approved.

10. Sustainable Design. The A1 Project shall be designed and constructed so as to qualify for base standard LEED rating system or other recognized green building evaluation rating system as approved by the HCDA Executive Director.

11. Sustainable Design. The A2 Project shall be designed and constructed targeting LEED for Homes Gold Certification.

12. Sustainable Design. The A1 and A2 Projects shall submit documentation and calculations showing that the proposed development meets these applicable standards for review and approval by the HCDA Executive Director prior to his approval of the initial building permits or as soon as practicable.

13. Impact Mitigation. The Applicants shall submit the wind study proposed to be conducted and shall include in the study impacts of windflow from the proposed buildings on the surrounding ground floor public use areas. The Applicants shall ensure trash pickup, deliveries and other residential and commercial uses of the woonerf will be limited to early morning or evening non-peak business and travel times and will be managed with concerns for noise, pedestrian inconvenience and safety.

14. Transit Accommodations. The Applicants shall coordinate with the City and County of Honolulu Department of Transportation Services and Honolulu Authority for Rapid

Transportation provisions for bus, bicycle and kiss-and-ride transit accommodations along the Projects street frontages.

15. Transit Accommodations. The Applicants shall submit a parking program which details how proposed parking (particularly those in excess of Projects' minimum requirements) might be made available for public use.

16. Transit Accommodations. The Applicants shall submit a Transportation Demand Management ("TDM") plan to incorporate shared parking strategies that will maximize the efficiency of the proposed parking facilities, clarify how surplus parking will be made available for public use and for benefit of the future adjacent Civic Center Transit Station. The TDM Plan shall be submitted to the HCDA Executive Director for review by the time the Civic Center Transit Station is accessible and the rail transit line is fully operational.

17. Archaeological and Historical Resources. The Applicants shall comply with all applicable rules governing historic preservation and procedures for inadvertent discoveries pursuant to HAR Section 13-280.

18. Public Facilities Dedication. The public facilities dedication requirement for the Projects is established as 17,007 square feet for the A1 Project and 1,174 square feet for the A2 Project. Actual public facilities dedication amounts shall be based on applicable floor areas for the Projects as established in the building permit set. Public facilities dedication requirements shall be deducted from the public facilities dedication credits belonging to KS at the time of approval of the development permit application. HCDA shall provide KS an accounting of public facilities credit utilized and the remaining balance.

19. Compliance with Vested Rules. In the event that the A1 Project is delayed or cancelled, the A2 Project shall independently comply with all applicable provisions of the Vested Rules, except where modifications have been granted by this Decision and Order. Similarly, in the event that the A2 Project is delayed or cancelled, the A1 Project shall independently comply with all applicable provisions of the Vested Rules, except where modifications have been granted by this Decision and Order.

20. Compliance with Vested Rules. The A1 and A2 Projects shall enter into a development agreement with the HCDA describing how each Project will be executed independently in the absence of the other Project.

21. Infrastructure. Infrastructure improvements can be divided into two categories: (1) infrastructure improvements or requirements that are immediately necessary to proceed with the A1 Project and/or A2 Project; and (2) improvements which are necessary to improve and upgrade the vicinity in total through the HCDA District-Wide Improvement Program.

Improvements Necessary to Proceed with the A1 Project and/or A2 Project: With regard to infrastructure improvements or requirements that are necessary to proceed with the A1 Project and/or A2 Project, the Applicants shall be responsible for providing necessary developer improvements.

Improvements Proposed for the HCDA District-Wide Infrastructure Improvement Program: As part of the HCDA District-Wide Improvement Program, road and utility improvements are being undertaken in increments throughout the District, financed in part through an Improvement District Program.

In this regard, the A1 Project and A2 Project shall be subject to assessments for their pro rata share of the cost of improvements which may, in the future, be necessarily undertaken in the vicinity of the respective Projects under HCDA or other government agencies' improvement programs. The Projects will be assessed under the same methods and in the same manner as other properties in the area.

The Applicants, and their successors and assigns, shall agree to participate in the HCDA District-Wide Improvement Program at the time said program is implemented. The terms specified in the agreement shall be made a part of all condominium and conveyance documents for the A1 Project and A2 Project and said documents shall be reviewed and approved by the HCDA prior to submission to the Real Estate Commission and execution.

22. Joint Development and Development Agreements. The Applicants shall enter into a Joint Development Agreement in favor of HCDA, with an appropriate joinder by KS, that binds KS and the Applicants, and their successors and assigns, individually and collectively, to develop and to maintain the A1 Project and A2 Project sites in conformity with the provisions of this Development Permit and with the 2005 Mauka Area Rules/Plan. The Applicants shall also enter into one or more binding development agreements with the HCDA Executive Director, with an appropriate joinder by KS that shall incorporate applicable provisions of this Development Permit and address implementation issues. The Joint Development Agreement and the respective development agreements or memoranda thereof shall be recorded in the Bureau of Conveyances of the State of Hawai'i as covenants running with Lot A-1-1 and Lot A-1-2, respectively. Proof of such filing in the form of copies of the covenants certified by the

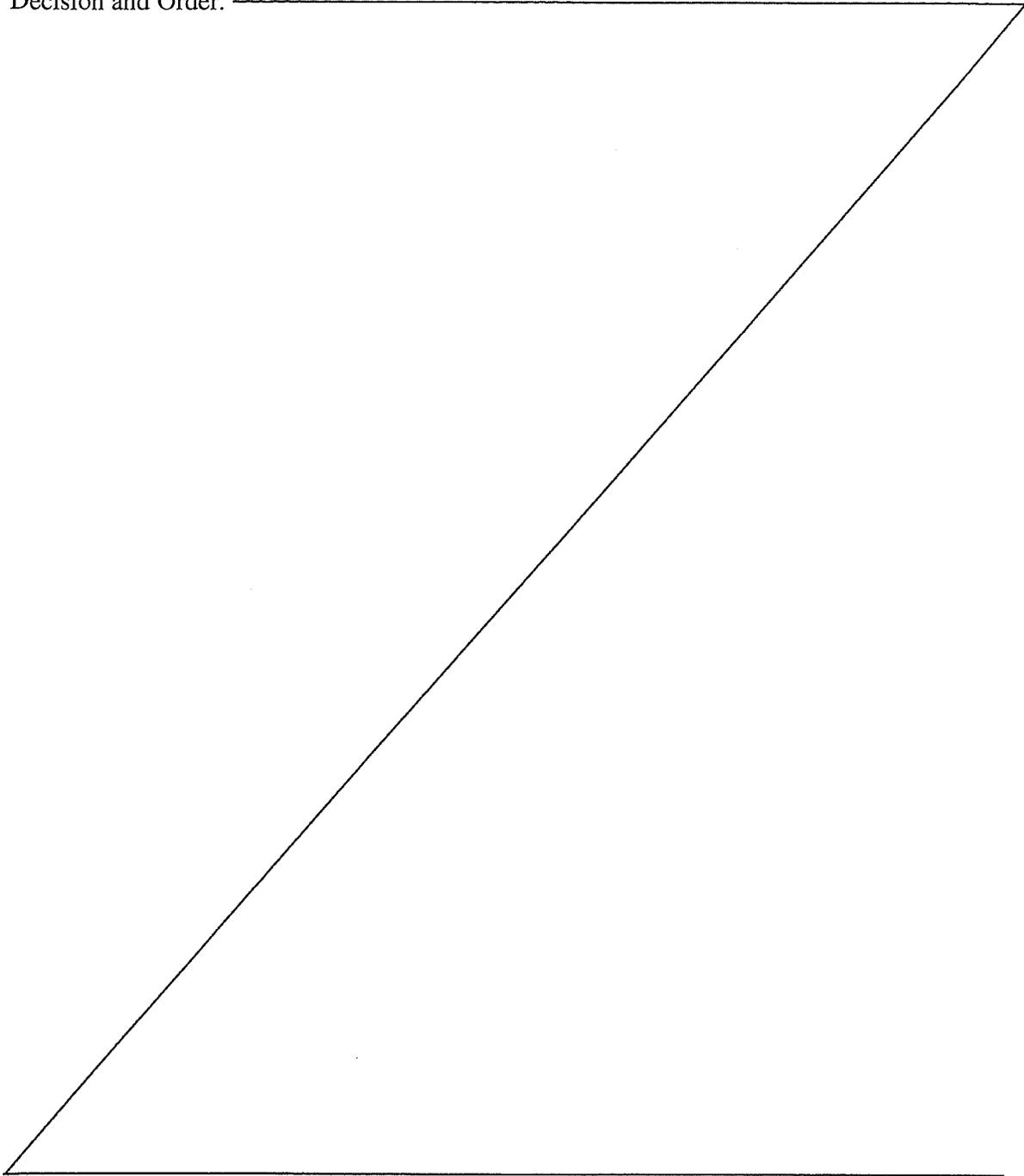
appropriate agency shall be submitted to HCDA before approval by the HCDA Executive Director of the initial building permit. An Applicant's default of such Joint Development Agreement or development agreements shall not affect the provisions of this Development Permit that are applicable to the non-defaulting Applicant nor the rights of the non-defaulting Applicant under such agreements provided that the non-defaulting Applicant shall comply with all applicable provisions of the Vested Rules, except where modifications have been granted. Where the Applicants propose shared entitlements, alternative arrangement shall be clearly described in any Joint Development Agreement for such scenarios of either Applicant defaulting on their development plans. Where there is representation to jointly develop shared facilities, any development agreement shall include a commitment to fully develop those facilities regardless of one Applicant's default.

23. Compliance with Rules. The Applicants shall comply with all applicable requirements of Subchapter 3 (General Development Requirements) of the 2005 Mauka Area Rules/Plan, all applicable requirements of Subchapter 4 (Planned Developments) of the 2005 Mauka Area Rules/Plan, and all applicable requirements of Subchapter 5 (Special Urban Design Rules) of the 2005 Mauka Area Rules/Plan, and with any other terms and conditions as required by the HCDA Executive Director to implement the purpose and intent of the 2005 Mauka Area Rules/Plan. An Applicant's noncompliance with any of the foregoing shall not affect the provisions of this Development Permit that are applicable to the other Applicant.

24. The development permit applications for the A1 and A2 Projects are hereby included as part of this Decision and Order by reference and may be utilized in confirming

compliance with the Vested Rules, except where modifications have been granted by this

Decision and Order.



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ADOPTION OF ORDER

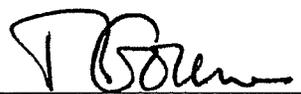
The undersigned Members, being familiar with the record and proceedings, hereby adopt and approve the foregoing ORDER this 30th day of April, 2014. This ORDER and its ADOPTION shall take effect upon the date this ORDER is approved by the Authority.

Done at Honolulu, Hawaii, this 30th day of April, 2014.

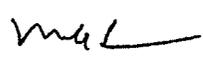
Hawaii Community Development
Authority (Kakaako Members)



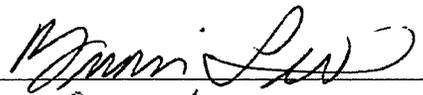
Rodney Funakoshi, as designated
representative of Director of Department of
Business, Economic Development and
Tourism



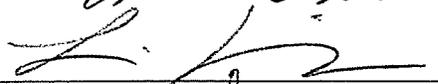
Randy Grune, as designated representative of
Director of Department of Transportation



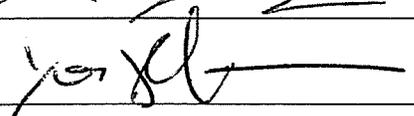
Miles Kamimura



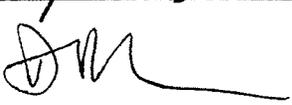
Brian Lee



Lois Mitsunaga



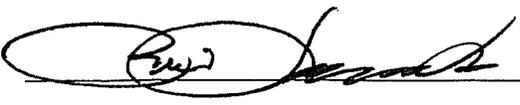
Luis Salaveria, as designated representative of
Director of Department of Budget and Finance



Dean H. Seki

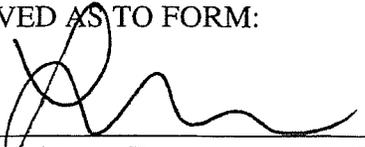


Brian Tamamoto



Vacant

APPROVED AS TO FORM:



Lori N. Tanigawa, Deputy Attorney General