Best and Final Offer

MIXED-USE TRANSIT-ORIENTED DEVELOPMENT PROJECT AT 690 POHUKAINA STREET

FOREST CITY

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Part I

Qualifications

A. Identification of the Offeror

Offeror

FOREST CITY HAWAII

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Points of Contact

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The Belles Townhomes, LEED Certified Platinum, part of the Presidio Landmark project, San Francisco, CA

New York Times Building in New York, NY

History of Proposer

More than 90 years ago, Forest City began as a simple lumberyard business in Cleveland, Ohio, when the Ratner family immigrated to the United States from Poland. Through the hard work and dedication of the founding family's four siblings, their subsequent generations and thousands of committed and talented associates, our Company has grown and expanded into an owner, developer and manager of an extensive and distinct portfolio. Today Forest City Enterprises, Inc. is a publicly traded company with a diverse portfolio of real estate valued at more than $10.5 billion in total assets.

Forest City is now a master developer and property owner of some of America's largest and most prestigious urban and suburban real estate projects. A team of dedicated associates guides Forest City, which has offices strategically placed in areas around the country, in three core strategic business units: Commercial, Residential and Land Development.

The following factors contribute to our success:

- The ability to pursue, and succeed with, unique real estate development opportunities
- The resources to successfully complete even the most complex mixed-use projects
- A long-term commitment to invest in core, high-value properties
- A focus on urban and suburban growth markets

We have a long and proud record of successful public-private partnerships that have helped us to redevelop large complex projects, in cities like Chicago, Denver, Boston, Cleveland, New York, and here in Honolulu. Our company is committed to developing high-quality urban projects that - through careful consideration of planning, architectural design, market sensitivity, quality construction and sustainable operating systems - provide enduring value and capital appreciation for our partners and our company. The communities and buildings we create enhance the urban environment, are respectful of historical context, enliven the pedestrian experience and become part of the city fabric.

Forest City has the ability to move from vision to completion. Forest City is among the largest and most experienced mixed-use development companies in the nation. We are one of the few remaining multi-product real estate companies developing retail, residential, commercial, entertainment and office properties. We have created numerous innovative and highly acclaimed public/private partnerships, many of which involve long-term, large-scale and complex sites. Forest City has won awards and international recognition for achievements in redevelopment and community building. Our Company has experience working in collaboration with public partners to ensure a development meets the vision and long-term needs of a community.

Forest City Enterprises engages in projects that will reenergize communities for years to come. We are the forefront of the urban revitalization movement sweeping the cities of this country. Successfully meeting the challenges presented by existing and abandoned sites is what we do best.

The River Lofts at Tobacco Row, a grouping of seven buildings in Richmond, VA

Development Team

Forest City takes great pride in working with the most talented and brightest people in the development industry. Because of the scope and nature of our projects, we attract the best designers, architects, engineers, general contractors, consultants and other specialists to our projects.

For the 690 Pohukaina Project, we have assembled a talented team. Set forth on the following pages is background information on each of the key individuals who we expect will play an active strategic and implementation role in transforming this important area of Honolulu.

FOREST CITY KEY MEMBERS

JON WALLENSTROM

President, Forest City Hawaii

Jon Wallenstrom is President of Forest City Hawaii. He leads Forest City's partnership with the State of Hawaii in the mixed-use, mixed-income development of over 2,300 homes on the Big Island of Hawaii. The project will bring approximately $750M in new development to the state. Jon served as project lead on Forest City's military housing development partnership with the Department of the Navy on a portfolio of 6,700 homes, with the majority being demolished and replaced. Three of the four phases closed under Jon's tenure.

In addition to leading Forest City's real estate development efforts in Hawaii, Jon is directing the development of multiple photovoltaic farms. The first photovoltaic facility was completed in December 2011 and is an adaptive reuse of a brownfield site that provides one megawatt of clean energy to the people of Hawaii. Forest City has five additional projects under construction or development making Forest City one of the largest renewable energy developers and owners in the state. Together these projects will supply enough clean, renewable solar energy to power more than 1,500 homes.

Jon previously led the development efforts for Archstone Communities Trust in the mid-Atlantic region. Jon developed over 3000 units with Archstone and has developed over 4,000 units in the course of his career. Jon started Archstone's Washington, DC office in late 1997 and by 1999 had one of the deepest development pipelines in Washington, DC. Jon's experience extends to all of Washington's submarkets, as well as the Boston, Philadelphia, and Richmond markets. Prior to joining Archstone, Jon worked with JPI Development where he helped open their Washington, DC office.

Jon is the District Chair of the Hawaii Urban Land Institute. He is a member of the Hawaii Business Roundtable, is on the Board of Directors of Hawaii Strategic Development Corporation, and a member of the Board of Directors of the Catholic Charities Housing Committee. He has also served as a member of the Johns Hopkins University Real Estate Institute and has served on the Board of Directors of the Landowners Economic Alliance for the Dulles Extension of Rail (LEADER). Mr. Wallenstrom holds an AB from Princeton University.

JAMES RAMIREZ

Vice President of Construction, Forest City Hawaii

James Ramirez is Vice President of Forest City Hawaii. He is responsible for the design and construction of over 3,000 Navy and Marine homes as well as the renovation of approximately 1,600 units, including many with historical significance. The scope of work for the current phases extends through 2012 with the potential for the construction of additional neighborhoods as the Federal government decides on the relocation of the Marine forces.

Under the direction of Ramirez, Forest City is taking the lead in pursuing a range of sustainability initiatives and new technology. Forest City is partnering with the Department of Energy to include renewable energy, wind energy, and Smart Home technology in our portfolio of housing developments in Hawaii. Current sustainability efforts include LEED Platinum and Gold certification for several housing unit types and full neighborhoods for the Navy and Marine neighborhoods.

Prior to joining Forest City, Mr. Ramirez worked for Fletcher/Dick Pacific Construction for 32 years serving a variety of roles from entry level engineer to Sr. Vice President, overseeing all of the company's operations in Hawaii and the Pacific Rim, with peak annual volume ranging from $300M to $500M. His extensive background of commercial projects has included construction of landmark highrise buildings including the First Hawaiian Center, the tallest structure in Hawaii at 430 feet above ground level, and the second tallest structures in the twin One Waterfront towers. Mr. Ramirez has held leadership positions in construction industry organizations including president of the General Contractors Association and president of the General Contractors Labor Association that negotiates with the construction unions.

Mr. Ramirez earned a Bachelor of Science degree in Civil Engineering from the University of Hawaii, completed an Executive Management Course from Texas A&M as well as an executive management course with Fletcher Pacific in New Zealand.

STACEY WHITE

Chief Financial Officer, Forest City Hawaii

Born and raised in Hawaii Kai, Stacey Katakura White graduated from Kaiser High School, then earned a degree in accounting from the University of Southern California. She began her accounting career at Ernst & Young LLP, a top national accounting firm, and moved on to a number of real estate development companies in the Los Angeles and Orange County before returning to Hawaii six years ago to be closer to family.

Stacey is Vice President, Finance & Accounting of Forest City Hawaii, where she serves as the Chief Financial Officer for Forest City's Hawaii office. With over $400 million in annual revenues during the most recent fiscal year, the Forest City Hawaii office ranks as one of the top 250 largest companies in Hawaii. Under Stacey's tenure, FCH closed four phases in its partnership with the Department of the Navy, issuing approximately $1.3 billion in private placement bonds, with a total project size of nearly $2.0 billion. The development is conducted on a portfolio of over 6,700 military family homes, the majority of which are being demolished and replaced. FCH is also in partnership with the State of Hawaii Housing Finance and Development Corporation to develop a master-planned, mixed-use and mixed-income housing development consisting of over 2,200 homes on 272 acres of prime property in Kona, Hawaii.

Stacey's responsibilities within Forest City Hawaii include overseeing all company accounting practices; directing financial strategy, planning and forecasts; studying, analyzing and reporting on trends, opportunities for expansion and projection of future company growth.

Despite a demanding work schedule, Stacey is committed to making the community better. She has served on the Executive Committee of American Heart Association's annual Black Tie & Blue Jeans fundraiser gala, is the current Treasurer of the Kahalu'u Lions Club, and is a Young Leader member of the Honolulu Division of the Urban Land Institute. She has also volunteered her time with her husband's campaign for political office and was named one of Pacific Business News' 40 Under 40 during 2010.

DAVID LARUE

President & Chief Executive Officer, Forest City

David LaRue is the President and CEO of Forest City Enterprises, Inc. He also serves on the board of directors. He most recently served as Forest City's executive vice president and chief operating officer, with companywide responsibility for all real estate operations. He was also responsible for fostering Forest City's strategic growth initiatives. David's experience and insight into developing this project includes his background as financial manager of the Tower City Center mixed-use property in Cleveland, vice president and later executive vice president of real estate operations, and president and COO of the Commercial Group. His experience as chief operating officer at the corporate level, with companywide responsibility for all real estate operations in Forest City will prove invaluable.

RONALD RATNER

Executive Vice President & Director, Forest City

President & CEO, Forest City Residential Group

Ronald A. Ratner is president and CEO of the Forest City Residential Group, which manages all of the company's multifamily housing efforts, including development, ownership, management and financial activities. He is also a member of the board of directors for Forest City Enterprises, Inc. Ronald has been with Forest City since 1975, and over the years his experience has included direct development, construction, financing and management responsibilities, beginning with individual projects and executive supervision of multiple large scale developments on a national level. He received his bachelor's degree from Brandeis University and completed the Masters program in Architecture at UCLA. Active in community and civic organizations, Ronald Ratner is a member of the International Advisory Board for the Harvard Real Estate Initiative and Harvard Design Magazine's Practitioners' Advisory Board. He is a member of the Urban Land Institute and a director of the National Multi Housing Council, and has served as a member of Federal National Mortgage Association's National Housing Impact Advisory Council.

JAMES PROHASKA

Executive Vice President and COO, Forest City Residential Group

James Prohaska is executive vice president of Forest City Residential Group, which comprises all the multifamily residential ownership, development, management and financial activities of Forest City Enterprises, Inc. James has been in the commercial and residential real estate industry with Forest City since 1974, when he joined the firm as a controller. James' experience includes development, financing, and construction of the elderly, congregate and market-rate housing of Forest City Enterprises, Inc. He presently serves as the Residential Group's financial and operations officer.

GENSLER KEY MEMBERS

PETER WEINGARTEN, AIA, LEED, AP

Regional Director of Architecture, Gensler

Peter Weingarten is Regional Director of Architecture for Gensler. He has experience working on a variety of high-performance, environmentally responsible projects, including residential and mixed-use towers; hotels; airport terminals; government facilities; educational buildings; and master plans.

Peter's hands-on leadership style emphasizes an innovative and collaborative design approach, with a focus on inspirational architecture and enhanced building intelligence, fiscal performance, and end-user satisfaction. His contributions have been recognized across the design, construction, and development community with numerous awards. He was also selected for Building Design + Construction's "40 Under 40."

As a leader in the design of tall buildings, Peter has worked on towers in California, New York, India, Taiwan, and the United Arab Emirates. He has lectured extensively at international conferences and venues including Greenbuild, Cityscape Dubai, the Skyscraper Museum, and the Council on Tall Buildings and Urban Habitats Congress. He has written for a variety of publications, and he currently serves on the editorial review board for Building Design + Construction.

Peter is a member of both the Emirates Green Building Council and the U.S. Green Building Council, where he served on the board of directors of the New York chapter. He was a key member of the team that developed the first comprehensive "green" guidelines for urban high-rise residential development in the country, for the Battery Park City Authority Peter is a registered architect in the state of New York. He received his degree from Syracuse University School of Architecture.

Prior to joining Gensler, Peter was the Director of International Architecture for a firm in New York City. He led their projects in the UAE and India, including a series of mixed-use buildings that set new benchmarks for energy and water conservation.

BEN PARCO, AIA, LEED BD + C

Design Director, Gensler

Ben Parco is a Design Director at Gensler and has been the chief designer on an unusually wide range of challenging project types, ranging from high-rise office, mixed-use, residential, and hotel towers to airport terminals and performing arts theaters.

Ben has designed high-rise tower projects in California and Washington, as well as in numerous cities throughout China. He has also worked on projects in Hawaii for the federal government. His portfolio of projects totals over $3B and 20M square feet in built construction; they have received awards from the AIA California Council, the Urban Land Institute, and Architectural Record.

Ben is a recognized authority on sustainability, particularly low-carbon and carbon-neutral buildings. In 2009 he was selected by former Vice President Al Gore to present on the topic at Gore's closed-door Climate Solutions summit. Ben is a licensed architect in the state of California. He received his Bachelor of Architecture degree from Cornell University.

Prior to joining Gensler, Ben master planned the $1.5B, 16-block Beijing Finance Street project; he also designed a number of its most important buildings. He orchestrated the team of over 30 architects and engineers, delivering the 16M square foot project from blank sheet of paper to completion in less than six years. The project was named Best Planning Project in Business Week's 2007 China Awards.

MANAN SHAH, AIA, LEED AP BD + C

Project Manager, Gensler

Manan is a Senior Project Manager at Gensler. He has been the designer and manager for a wide variety of complex projects, including urban infill residential developments, laboratories and university campus projects, public safety projects, and commercial office buildings. Manan's management focuses on total project success. His collaborative style centers on developing fluid team communication and attending to the multilayered objectives of the client, developer, community, and design team. His approach has been fundamental to the realization of several award-winning projects recognized by the AIA, Business Week, and PG&E.

As a leader in sustainable design and community development, Manan has been involved with the U.S. Green Building Council to develop regional priority initiatives for the LEED rating system. His expertise in the Public Sector has been invaluable in directing large community design endeavors, including leading large community and consensus-building workshops. Manan is a licensed architect in California. He has worked on projects throughout California, as well as in New York and many other states.

Prior to joining Gensler, Manan was a Principal and CEO for a firm in Oakland, California, where he was responsible for the firm's financial management, as well as overseeing all project delivery. He helped to grow the practice into one of the most successful in the East Bay.

BENJAMIN WOO ARCHITECTS KEY MEMBERS

BENJAMIN WOO, LEED AP

President, Benjamin Woo Architects

Benjamin Woo has extensive experience in architectural planning and design of Commercial architecture, including office buildings, mixed-use projects, high-rise and mid-rise condominium, renovations and government projects for over 30 years.

Ben graduated in 1978 from Arizona State University, School of Architecture, and worked for two years in Minneapolis, Minnesota before returning to Hawaii in 1980, and becoming a registered licensed Architect in 1982. Over the next 20 years, Ben worked with several local architectural firms, and had the opportunity to be project architect on a variety of projects, both in Hawaii, and in the Pacific Region. These included the Yongsan Hotel for the U.S. Military, Yongsan, South Korea, Stouffer Wailea Beach Resort, Wailea Maui, and Hawaiki Tower in Honolulu.

As a founder and president of Benjamin Woo Architects, Benjamin manages the Benjamin Woo Architects office by providing design guidance, quality & technical reviews, project scheduling, project cost reviews and mentoring. He keeps involved in all projects to ensure continuity and a quality end product for clients. With his work experience primarily in small firms, Mr. Woo requires his entire staff to be multi-disciplined , and capable of designing and managing projects. This has allowed him to maintain a small staff, that is capable of designing, producing documents, and providing construction administrative services for small and large projects. Under his leadership, Benjamin Woo Architects has had the opportunity to be involved in some of the most recent award winning high-rise residential developments. These include the luxury Hokua high-rise condominium, the urban high-rise Capital Place condominium, and most recently Trump Hotel Waikiki.

CLIFFORD CHU, LEED AP

Project Architect, Benjamin Woo Architects

Clifford Chu has extensive experience with nearly 30 years of residential architectural planning and design of single family, multifamily developments and custom homes. After joining Benjamin Woo Architects, he added a high-rise condominium and commercial complex to his resume by successfully managing for the Capital Place, a 39-story, $160 million condominium with 394 units and a 50,000 square foot Automobile Show Room and Service Facility, located in downtown Honolulu. Capital Place Project was the recipient of the 2008 NAIOP Kukulu Hale Award for New Projects.

Clifford graduated from the University of Hawaii School of Architecture in 1982, and became a registered licensed architect in 1985. After working with several architectural firms, Cliff joined Benjamin Woo Architects in 2004, and has been the project architect on numerous multi-family dwelling projects including DR Horton's 282-unit subdivision Makalae at Sea Country, Wailea MF-11, and Capital Place. In addition, he has been the project architect/designer for Kamehameha School's Mo'ili'ili Gateway Project Masterplan - an entertainment/retail urban redevelopment project.

Clifford's ability to quickly analyze zoning, codes, site conditions, along with his use of SketchUp for massing studies, has given BWA's clients the opportunity to visualize potential uses for their property in a very timely fashion. Several of these studies were completed for sites along Ala Moana Boulevard, and Kapiolani Boulevard.

As strong relationships are very important to Benjamin Woo Architects, Clifford has worked well with many of the major developers in Hawaii, including Castle and Cooke Homes Hawaii, DR Horton-Schuler Division and Centex Destination Properties – Hawaii.

PBR HAWAII KEY MEMBERS

THOMAS S. WITTEN, ASLA

President, PBR HAWAII

As President at PBR HAWAII, Thomas Witten oversees the successful completion of community and environmental planning projects. Involved in a diverse range of landscape architectural and regional land planning projects from the preparation of strategic land management and community development plans to residential estate landscape design, Tom has developed successful approaches and strategies for the management of land resources for various clients.

A life-long resident of Hawaii with 34 years of experience in land planning and landscape architecture, Tom is intimately familiar with the planning and design issues affecting the future of the islands social, physical and environmental structure. With his educational background and professional experience, he offers a creative and sensitive approach to the full range of current design, community planning, and resource management issues.

Familiar with all levels of Federal, State, and County regulatory processing and permit procedures and requirements related to land use planning and entitlements, Tom has been involved with all aspects of community planning and environmental design throughout the State of Hawaii. Heading up the land planning and environmental planning services at PBR HAWAII, Tom has been responsible for the master planning / landscape architect design efforts for numerous projects throughout Hawaii and the Pacific.

Significant Projects in Hawaii:

- North Shore Sustainable Communities Plan, Oahu
- Laie Master Plan, Oahu
- Kapolei Parks Master Plan, Oahu
- UH West Oahu Master Plan, Oahu
- Kaka‘ako Urban Design Plan (Kamehameha Schools), Oahu
- Kehalani Master Planned Community, Maui
- Kapalua Resort and Plantation Estates, Maui
- Makena Resort Master Plan Update, Maui
- The Millyard Business Park, Maui
- Maui Business Park, Maui
- North Kihei Master Plan, Maui
- Parker Ranch Master Plan, Hawaii
- Keauhou Resort Master Plan Update, Hawaii
- O‘oma Beachside Village Master Plan, Hawaii
- Kukio Community, Hawaii
- Mauna Kea Estates (Kauna‘oa), Hawaii
- Honokohau Master Plan, Hawaii
- Lihue-Hanamaulu Master Plan, Kauai
- Kikiaola Waimea Town Master Plan, Kauai
- Kalihiwai Ridge Estates, Kauai
- Grove Farm Strategic Plan, Kauai

Tom received his landscape architecture degree from the University of California, Berkeley, and also attended Harvard University Graduate School of Design special programs, including Rooftop Garden Design and Fountains and Pools Design. He is currently an active member of the American Society of Landscape Architects, American Planning Association and Urban Land Institute. He is a past president and trustee for the Friends of Honolulu Botanical Gardens and is a past chairperson of the University of Hawaii School of Architecture Advisory Council.

SAMSUNG KEY MEMBERS

ALBERTO VELA

Vice President, Operations – Samsung C&T, Engineering and Construction Americas, Inc.

Alberto Vela has 25 years of experience in construction and project management, with an emphasis in program and project controls and scheduling for a variety of projects that includes building construction and renovation, heavy construction, transportation, marine and water/wastewater facilities. Alberto's project experience spans all phases of construction and architect/engineer contracting, program management and oversight, master planning and design, bidding and negotiations, and claims mitigation. His expertise includes analyzing, responding to, refuting and negotiating claims and change orders.

Select Project Experience:

- Hawaiian Airlines Headquarters Renovation, Hawaii ($15M)
- Hilo Courthouse Renovation, Hawaii ($10M)
- San Diego Unified School District Modernization (Proposition S Bond) Program, California ($2.2B)
- Sky Harbor Airport Capital Improvement Program, Arizona ($1.2B)
- San Ysidro Land Port of Entry, California ($450M)
- Worli Mixed-Use, Mumbai, India ($450M)
- Chula Vista Bayfront Development, California ($220M)
- Salt Lake City Courthouse, Utah ($110M)
- Las Cruces Courthouse, New Mexico ($90M)
- Rehabilitation and Upgrade 750 MGD Treatment Facility, Michigan ($550M)

Alberto has provided services to construction projects valued at more than $8 billion. He has a wealth of experience in construction, engineering, architectural, design and environmental projects. In addition, he has provided third-party construction management, owner representation, program management and staff augmentation services to a variety of public and commercial clients, domestically and internationally.

As Vice President of Operations for Samsung C&T, E&C Americas Inc., Alberto is responsible for establishing construction operations in North and South America. He provides hard dollar bids, estimates, preconstruction services and value engineering for bridge, tunnel, transit, high-speed rail, healthcare and high-rise building projects. Alberto earned a Bachelor of Science degree in Business Administration (Finance) from California State University, Los Angeles.

NORDIC PCL CONSTRUCTION KEY MEMBERS

GLEN KANESHIGE

President and District Manager – Nordic PCL Construction, Inc.

Glen Kaneshige is President and District Manager of Nordic PCL Construction, Inc. Glen was President and CEO of Nordic Construction, Ltd. from 1999 until the acquisition of Nordic by Denver-based PCL Construction Services in April 2008. As President of Nordic PCL Construction, Glen sets the strategic direction for the company in the Hawaii while overseeing the company's operations. He started with Nordic as a project engineer in 1984 and subsequently held the positions of project manager, vice president of operations, and executive vice president. Glen had the opportunity to work on noteworthy projects such as the Kaiser Honolulu Clinic, the Alii Place, and the James Campbell Building in Kapolei. Glen served as President of the General Contractors Association (GCA) of Hawaii in 2006 and

currently serves on GCA's Board of Directors. He is a management trustee of the Hawaii Carpenters Union Health & Welfare Fund and the Hawaii Masons & Plasters Training Fund and Vacation/Holiday Fund.

In March 2011, Glen was awarded "Outstanding Builder of the Year" by the Hawaii Carpenters Union for his exceptional contributions to union construction and labor-management relations.

Glen is a graduate of 'Iolani School. He holds a Bachelor of Science degree in civil engineering from the University of California at Berkeley and Master of Science degree in civil engineering from the University of Michigan at Ann Arbor.

NAN, INC. KEY MEMBERS

LANE UCHIMURA

Executive Vice President – Nan, Inc.

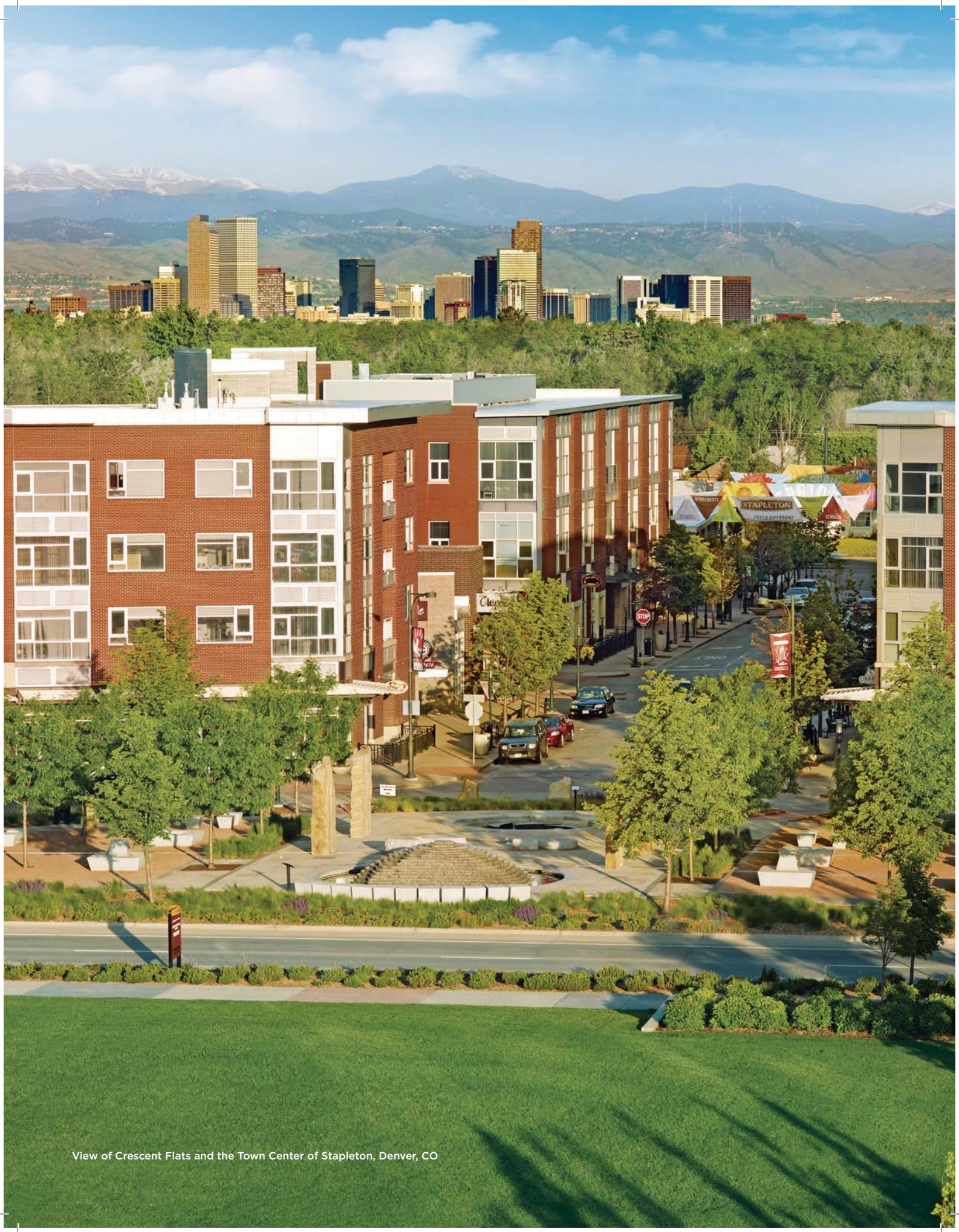
Lane Uchimura has over 38 years of experience successfully managing and completing, on or ahead of schedule, on 550 various types of projects totaling more than $1.8 billion. These projects include new construction, renovation and additions, and tenant space improvements. As Executive Vice President of the Commercial –Special Projects Division at Nan, Lane is responsible for overseeing and coordinating commercial projects undertaken by the company and ensuring that the company fulfills its obligation to the client throughout the course of design, preconstruction, construction, and post-construction phases. Also as a Project Executive, he helps ensure that the project team performs on-time, within budget, and to the high standards of quality that both Nan and the client demand.

Throughout his career in the construction industry, Lane has served in various positions that include project manager, superintendent and project engineer. His past experience includes working successfully with numerous clients under demanding situations and diverse conditions, including "fast-track" projects and meeting rigorous construction schedules and deadlines.

Recent project accomplishments under Lane's supervision and involvement include:

- Hilton Hawaiian Village Grand Waikikian Timeshare ($210M)
- Hilton King's Land Timeshare ($160M)
- Hilton Hawaiian Village Ancillary Projects and Renovations ($200M)
- Wyndham Timeshare Conversion at Waikiki Beach Walk ($52M)
- Hilton Kohala Suites ($80M)
- Marriott Ko Olina Beach Club Phases 1 & 1A ($75M)
- Waikiki Beach Marriott Resort Renovation Phases 1 & 2 ($50M)
- Marriott Maui Ocean Club Timeshare Conversion Phases I through IV ($75M)

Lane has a Civil Engineering Bachelor of Science degree from the University of Hawaii and a Construction Executive Management Certificate from Texas A&M.



View of Crescent Flats and the Town Center of Stapleton, Denver, CO

B. Previous Relevant Project Development

Forest City

At Forest City we pride ourselves on our ability to develop and operate revolutionary real estate projects. Our eagerness to take on complex projects in challenging locations has propelled us to become a leader in urban infill developments. With core operating divisions in commercial, residential and land development, we are able to draw on a vast internal pool of knowledge to deliver a product that successfully completes the most daunting of assignments.

At Forest City, we have a unique ability to combine multiple property types - office, retail, entertainment, residential and land development - into large mixed-use developments. Working with our public-and private-sector partners, we can bring all the elements together to deliver diverse, sustainable environments that fit within the fabric of the community. Even with immense projects that occupy thousands of acres, we know how to create a sense of place.

The projects that we are highlighting in this section have been selected because of their relevance to the proposed 690 Pohukaina project and because of our ability to make a difference in the cities in which they are located.

These projects - while excellent examples of urban development - are but a small sample of our diverse and expansive portfolio. Over the years and through hundreds of projects, we have continued to create exciting communities, each unique because of the special characteristics of that particular city and its surrounding neighborhoods. While no two projects are exactly the same, there is one theme that applies to all of our work - to develop projects that are a model of mixed-use, diversity, sustainability and smart growth.

Aerial Rendering of The Yards, Washington DC

THE YARDS

Washington DC

Located on the riverfront of the rapidly developing Capitol Riverfront district within walking distance of Capitol Hill, The Yards will include 5.5 million square feet of retail, residential, office and recreational uses.

- 2,800 residential units, for sale and for lease
- 1.8 million square feet of new office space
- 400, 000 square feet of retail shops and dining places

This is destined to become D.C.'s newest high-energy, high-style riverfront neighborhood, blending adaptive reuse of historic buildings with new construction. The Yards will offer residents, office workers, shoppers and visitors an eclectic, urban, riverfront neighborhood experience, with an emphasis on sustainable design.

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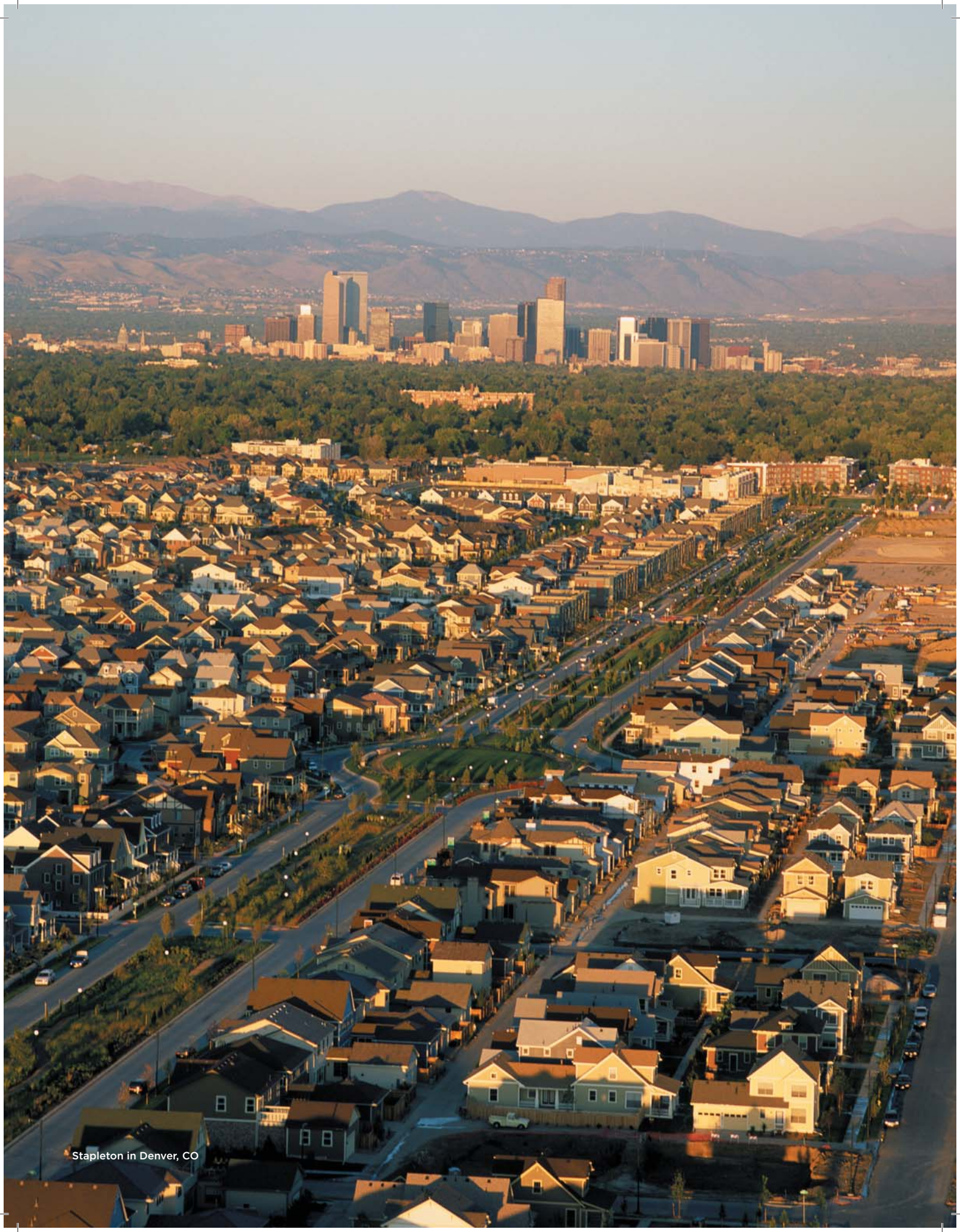

Stapleton in Denver, CO

STAPLETON

Denver, CO

Stapleton is Denver's premier sustainable community and one of the largest urban infill projects in the United States. It was created on the site of the city's former airport, which was decommissioned in the mid-1990s.

Rather than following conventional suburban models that contribute to sprawl, Stapleton integrates "New Urbanist" concepts with the very best features of traditional city life, together with a network of open spaces, parks, schools, community centers, and supporting retail and office to create a true live/work environment.

At Stapleton, residents can enjoy walkable, tree-line streets connecting homes to nearby offices, shops, schools and parks. Each home is distinct and each street inviting with street-facing front porches rather than garage doors. Stapleton also has more than 500 acres of open space, including a large central park, trails and bike paths promoting healthy outdoor living and the sense of community.

- Approximately 2 million square feet
- More than 3, 500 single-family homes
- More than 480 apartment units

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University Park at MIT in Cambridge, MA

UNIVERSITY PARK AT MIT

Cambridge, MA

University Park is the culmination of nearly two decades of effort by Forest City and our partners. Building by building, this industrial graveyard has been transformed into a 600 million biotechnology campus, uniting the Park with the surrounding neighborhood. University Park is one of the most outstanding developments of its kind in the United States.

University Park at MIT features:

- A campus of 2.3 million square feet over 27 acres, directly adjacent to the Massachusetts Institute of Technology
- 1.7 million square feet of biotechnology research and office space in ten research and office buildings
- 460 residential units in four complexes
- 142 loft-style apartments in the historic Kennedy Biscuit Lofts, the old Lorna Doone factory
- Nearly 40 percent of the total housing units set aside for low- and moderate-income families
- 250,000 square feet of restaurant and retail space and a 210-room hotel
- Three acres of parks
- Structured parking for 2,700 cars

University Park boast approximately 20 individual buildings, comprising a number of different uses developed over a 20-year period through several economic cycles, and has successfully incorporated evolving requirements for office and research space in the technology-driven industries that make up the Cambridge economy.

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Nine MetroTech Center South in Brooklyn, NY

METROTECH CENTER

Brooklyn, New York

Brooklyn's Metro Tech is a $2 billion, 16-acre public-private commercial urban campus revitalization program which includes office, retail, restaurants and academic office space. One of the defining attributes of the site is a two-acre park-like open space called The Commons, which provides a campus feel to the project. Redevelopment of this area was under consideration as far back as the mid-1970s. Forest City, which had already completed Pierepont Plaza, its first building in the downtown Brooklyn area, was named as the master developer in 1988. The last two buildings, Nine Metro Tech Center South and Twelve Metro Tech Center, were completed in spring 2003 and spring 2005, respectively.

Type: New Construction, Office/Mixed-use; Opened: 1992; Size: 16 acres, 13 buildings

Major Commercial Tenants:

- One Pierrepont Plaza: (650,000 sq. ft.) Morgan Stanley and Goldman Sachs Electronic Trading and Data Center
- One Metro Tech Center: (988,000 sq. ft.) KeySpan (formerly Brooklyn Union Gas) and Bear Stearns
- Two Metro Tech Center: (535,000 sq. ft.) Securities Industry Automation Corporation (SIAC)
- Three and Four Metro Tech Center: (1,800,000 sq. ft.) Chase Manhattan Bank (owner and operator)
- Nine Metro Tech Center: (317,000 sq. ft.) New York Fire Dept. Executive Headquarters and Dispatch for NYFD and EMS
- Ten Metro Tech Center: (670,000 sq. ft.) Internal Revenue Service and NYC Human Resources Administration
- Eleven Metro Tech Center: (216,000 sq. ft.) New York City Dept. of Information Technology and Telecommunications
- Twelve Metro Tech Center: (1,125,000 sq. ft.) New York State Supreme Court and Kings County Family Court

University Park boast approximately 20 individual buildings, comprising a number of different uses developed over a 20-year period through several economic cycles, and has successfully incorporated evolving requirements for office and research space in the technology-driven industries that make up the Cambridge economy.

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8 Spruce Street (New York by Gehry) in New York, NY

8 SPRUCE STREET

(Also known as New York by Gehry)
New York, NY

8 Spruce Street is not only the tallest residential building in New York City, but also the tallest residential building in the Western Hemisphere. Designed by renowned architect Frank Gehry the rental apartment building includes a pre-K through 8th grade public school, ambulatory care facility for New York Downtown Hospital, ground-floor retail space and one level of below-grade hospital parking. Two public plazas border the site.

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Mixed-Use Center along Main Blvd., Kamakana Villages at Keahuolo, Kailua-Kona, Hawaii

KAMAKANA VILLAGES AT KEAHUOLU

Kailua-Kona, Hawaii

A new vision for affordable, sustainable living in North Kona, the Kamakana Villages at Keahuolu is a master planned community developed in partnership between the State of Hawaii's Housing Finance and Development Corporation and Forest City Hawaii.

Forest City will develop the 272 – acre infill site into a vibrant, sustainable community consisting of 2,330 homes, 196,000 square feet of commercial/retail, schools, parks, and open spaces that caters to families with active lifestyles. The community will offer affordable homes with connectivity to a wide range of neighborhood amenities, including stores, restaurants, cafes, schools, office space and local landmarks.

As the chosen Developer for the State of Hawaii Housing Finance & Development Corporation: Forest City is providing a full package of development services, including complete responsibility for entitlements, community design, subdivisions and permitting, community and home construction, and project financing.

As a part of Forest City's commitment to sustainability and affordability, Kamakana Villages will be eco-friendly and energy efficient, using renewable energy, solar hot water and water conservation.

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US Marine Corp. Housing, managed by Forest City, Island of Oahu, HI

HAWAII MILITARY COMMUNITIES

MARINE CORPS BASE HAWAII
MCBH Kaneohe Bay, Hawaii

NAVY REGION HAWAII
Pearl Harbor, Hawaii

Forest City is proud to own, develop and manage over 6,700 military family homes in 34 neighborhoods in the state of Hawaii. We are committed to providing exceptional service and comfort to one of our nation's greatest assets - our armed forces and their families. Our long-term view and experience with multifamily housing developments, complex projects and public-private partnerships make us the ideal partner for the U.S. military.

Our neighborhoods feature well-equipped, recently constructed military family homes scaled and outfitted for today's busy Navy and Marines families. The energy-efficient homes feature attractive architecture, front porches, backyards and quality materials.

Forest City's Hawaii military communities offer pleasant amenities including walking paths, parks, community centers, pools and playgrounds. In addition, the Company's Residential Management team is dedicated to providing exceptional service, including on-going community programming and maintenance.

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The Hotel & Residences at L.A. Live, Los Angeles, CA

Gensler

M. Arthur Gensler Jr. & Associates, Inc. ("Gensler") was founded in 1965. The firm has since grown to 3,500 staff in over 40 locations worldwide.

Gensler is one of the top design practices in the world, integrating architecture, interior design, graphics, branding, and other design disciplines. The architectural services for 690 Pohukaina would be primarily provided by our San Francisco headquarters office, which has approximately 250 employees.

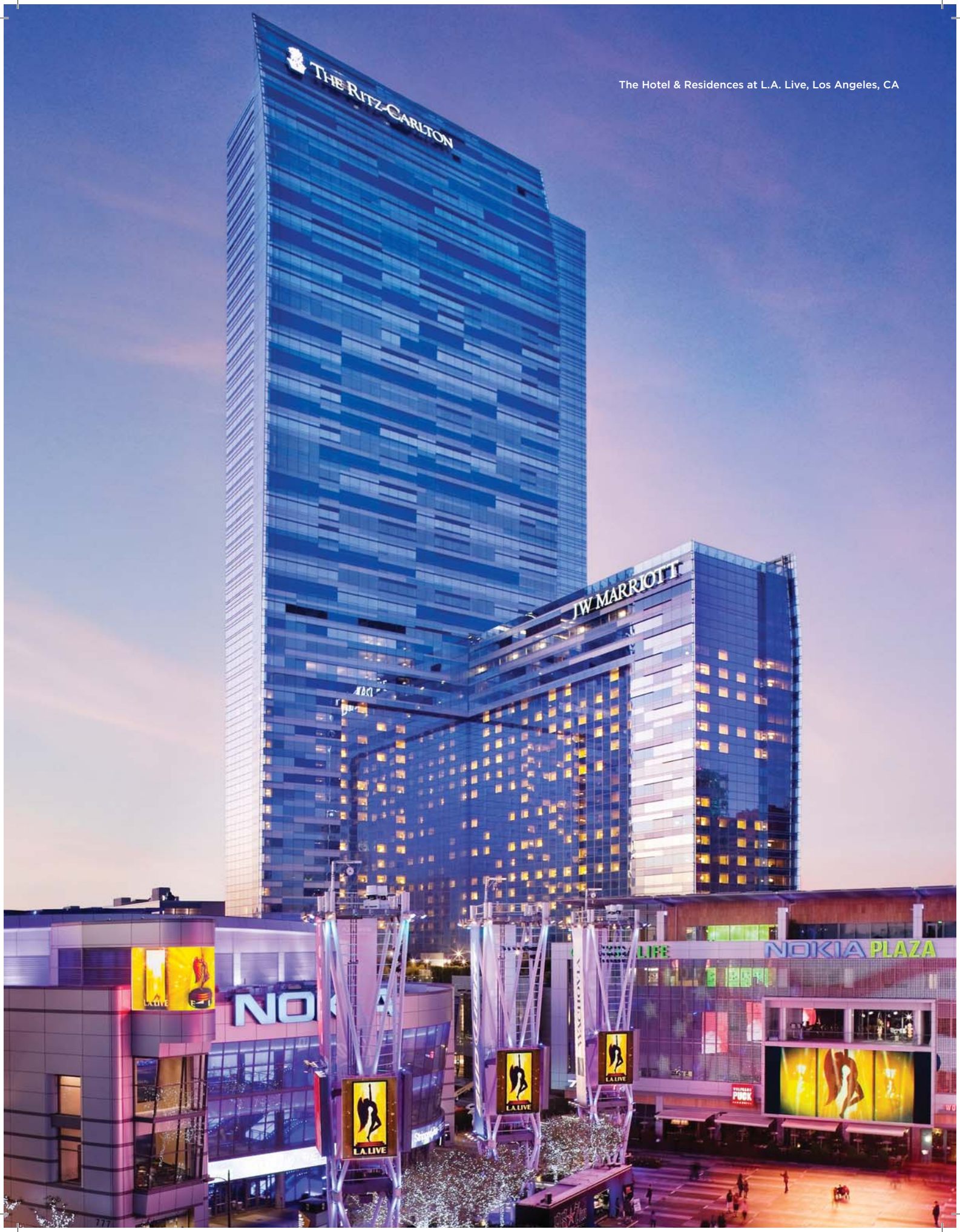
Gensler has been honored with over 1,000 design awards over the years. The American Institute of Architects named us Firm of the Year, its highest award to a collaborative practice, distinguishing Gensler as "a model of a 21st century design firm." Architectural Record, Building Design + Construction, and World Architecture News rank us as the world's top architecture firm. Interior Design Magazine awarded us its Hall of Fame prize — the first firm to ever receive this honor — and the Urban Land Institute bestowed on us its Global Award of Excellence.

We have over 1,100 LEED Accredited Professionals, and over 400 of our projects have been LEED certified. The U.S. Green Building Council presented us with its first-ever Leadership Award for Organizational Excellence in 2005, and we were ranked the #1 Green Design Firm in 2010 by Engineering News-Record and GreenSource Magazine.

Gensler is distinguished by an unwavering commitment to our clients' success. Everything we design reflects our clients' priorities. Our long-term success results from listening carefully, paying attention to local conditions, and understanding the vision of our clients. This allows us to deliver specific solutions for each project that result in success for our client.

Gensler is recognized as an international leader in the design of innovative and engaging high-rise buildings. We bring key industry benchmarking to every project to produce truly trend-setting designs for the next generation of high-rise building towers.

We are currently overseeing the construction of the Shanghai Tower, a 128-story super high-rise that we won in an international design competition. A breakthrough design, Shanghai Tower is notable for its sustainable performance, "vertical neighborhood" configuration, lighter weight and lower cost. The design achieves a floor area efficiency of 74%, one of the most efficient floor plates of a super high-rise building anywhere in the world. The project will be the tallest building in China when it is completed in 2014.



The Hotel & Residences at L.A. Live, Los Angeles, CA

THE HOTEL & RESIDENCES AT L.A. LIVE

Los Angeles, CA

As the first tall building to be constructed in downtown Los Angeles in nearly two decades, this 54-story tower represents a monumental point in the city's history and urban landscape. The development creates a new level of dynamism and urban living/playing options by taking full advantage of its adjacency to the densely packed core of downtown Los Angeles, the Staples Center and the Los Angeles Convention Center.

Following a trend in urban development, the project mixes two hotels brands, JW Marriott and Ritz-Carlton, offering a total of 1,000 keys, as well as 224 residential units (also branded Ritz-Carlton) and an 80,000 sf conference center.

The tower expands outward as it rises vertically, providing the greatest floor area for the valuable residential units toward the top of the building, while accommodating the narrower programmatic depths of the two hotel types near the base. The result is a prismatic shape that offers a dynamic transformation throughout the course of each day.

The innovative facade concept represents the energy and liveliness of the development, while exceeding the stringent requirements of California's energy codes. The facade design varies from opaque to transparent in the vertical rise, using a system of glass types that vary by color, transparency, reflectivity and frit patterns, which enable "tuning" for optimal performance.

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3 PNC Plaza, Pittsburgh, PA

3 PNC PLAZA

Pittsburgh, PA

The first high-rise development in Pittsburgh in over a decade, this 640,000 sf mixed-use started a revitalization of the city. While the building's prominent location is highly visible from various view corridors, it also resides within the context of its immediate block and complements the adjacent buildings.

The mixed-use program — 320,000 square feet of office space, 30 luxury condominiums, a 185-key Fairmont Hotel, and retail space — was designed to stitch these various parts into a unified and comprehensible architectural expression.

Deriving its energy and impact through the dynamic stacking and interplay of its mixed occupancy, the building features various transparent skins and warm, inviting interior spaces. The project is certified LEED® NC Gold.

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21st Century Tower, Shanghai, China

21ST CENTURY TOWER

Shanghai, China

The 21st Century Tower is a mixed-use, 48-story building designed for one of the world's most dynamic international business centers, Luijiazhui, just across the Huangpu River from Shanghai, China. The first 25 floors of the building provide world-class office space, the next 11 are for a Four Seasons Hotel, and the top 12 floors are 60 luxury residential condominiums managed by the Four Seasons. The 850,000 GSF project is located on Century Boulevard, the main East-West axis of Lujiazhui.

The building's simple massing and elegant architecture is the result of several factors. Gensler began design work after the site had been entitled with a previously approved design. Construction had already begun, and the foundations and three levels of underground parking were already in place, so the previously approved massing of the simple rectangular volume could not be changed. In addition to these givens, the simple mass was embraced and developed as a direct response to the context and surrounding architecture in Pudong, where buildings scream for attention with aggressive forms and tops. The 21st Century Tower's quiet, understated design elegantly distinguishes itself from its neighbors, portraying quality and restraint.

The existing foundations suggested the location of structure and columns, which were not ideal for the layout of Four Season's rooms. Gensler worked closely with the Four Season's design team and the structural engineer to create a floor plan that allowed an ideal layout of rooms and services.

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Shanghai Tower, Shanghai, China

SHANGHAI TOWER

Shanghai, China

A new icon on the exciting Shanghai skyline, the Gensler-designed, 128-story Shanghai Tower completes a trio of "super-tall" buildings in Shanghai's Lujiazui financial district. Set to become a premiere global financial center, this tower contains Class-A office space, entertainment venues, retail, an exhibition center, boutique hotel, and cultural venues.

Shanghai Tower's undulating, transparent façades are visible from all directions, offering excellent views from every floor. In addition to its beauty, the tower's shape advances the science and technology of modern super-tall buildings. The tower's taper and asymmetry combine to reduce wind load on the building by 24%, offering considerable savings in both building materials and construction costs.

Gensler's design incorporates cutting-edge sustainable ideas, including a double-skin façade, wind turbines, and a spiraling parapet that serves as a rain collection system.

The tower is currently under construction and is slated for completion in 2014.

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Four Seasons Mumbai Mixed-Use Tower, Mumbai, India

FOUR SEASONS MUMBAI MIXED-USE TOWER

Mumbai, India

Gensler was appointed to provide design services for the new Four Seasons hotel and mixed-use tower in Mumbai. The 80-story tower, which will be built adjacent to the existing hotel, will be a prominent landmark on the Mumbai skyline. It includes both a hotel and serviced apartments and will provide a 6-star guest experience. Gensler completed concept design; the project is currently on hold.

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Benjamin Woo Architects

BENJAMIN WOO ARCHITECTS, LLC (BWA) is a professional design firm, providing architectural services throughout the Pacific region. Created in January 2000, the combined expertise of BWA's staff covers a wide range of project types from commercial office buildings and elementary schools to resort hotels and high-rise condominiums. BWA's goal is to provide full architectural design services to its clients. This is accomplished by assembling a highly qualified group of consultants that, when combined with BWA's staff, work together efficiently and cooperatively to provide the client with the expertise necessary to meet the client's needs, budget and schedule, without compromising design.

BWA is proud of its reputation of having a design process that is team-oriented and collaborative. Furthermore, it is our goal that there is continuity in the design process from the moment a client steps into our office, until the project has been completed. Our studio structure is based upon integration over departmentalization. Whenever possible, the architect is involved in all phases of the project - design, documentation, project management, and construction administration. This integration ensures not only integrity and continuity throughout the design process, but also enhances our commitment and personnel investment in every project.

BWA has established itself as a leader in high rise residential design, most notably Hokua, Capital Place, and most recently Trump Tower Waikiki - all of which celebrates Hawaii's uniqueness, and incorporates a mix of cultural references that look to the future and gives great consideration to environmental impact and sustainability.

HOKUA AT 1228 ALA MOANA

Honolulu, Hawaii

The 41-story tower luxury high-rise condominium remains the most sought after luxury condominium in Honolulu today. The project includes 248 condominiums with unobstructed ocean views, 14,891 sq ft commercial space and 16,756 tenant office space. The project was completed in 2005, and was the winner of the NAIOP 2007 Kukulu Hale Award for New Projects.

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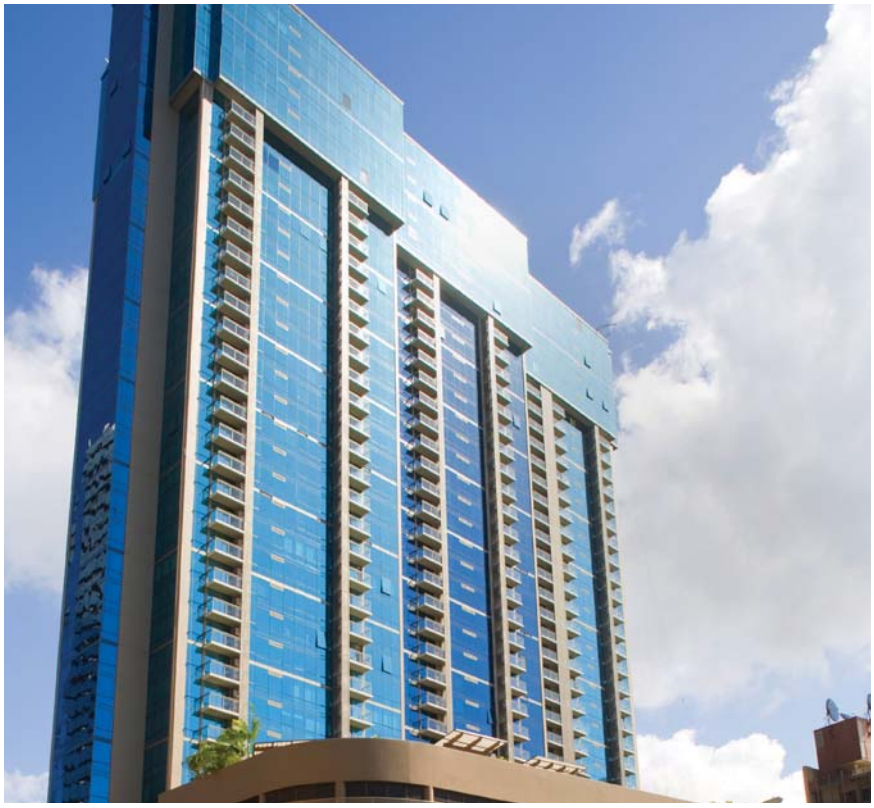

CAPITAL PLACE

Honolulu, Hawaii

This 39-story 1,022,209 sq. ft. tower in incorporating three distinctively three different entities-a 394-unit luxury high-rise condominium, an automobile dealership, and public parking- on a single property. Each entity at Capital Place maintains its own identity, space, and circulation with dedicated entrances accessible from three different city streets. Capital Place was completed in 2008, and was the winner of 2008 NAIOP Kukulu Hale Award for New Projects.

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TRUMP INTERNATIONAL HOTEL & TOWER WAIKIKI BEACH WALK

Honolulu, Hawaii

The Trump International Hotel & Tower ® Waikiki Beach Walk® is 780,000 sq. ft. and 350 feet high tower of 462 hotel/condominium units, commercial space and hotel back of house area. The 222 studios are ranging from 355 sq ft to 562 sq ft, and the 2 largest duplex units are 3,340 sq ft in size. The overall design concept was to create an new interpretation of Hawaiian in conjunction with providing comfortable living units with dynamic ocean views. The project was completed in 2009, within the developer's budget and met the construction schedule. Trump Tower Waikiki received an AIA Honolulu Award of Merit in 2010.

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PBR Hawaii

PBR HAWAII & Associates, Inc. has been based in Hawaii for 40 years and is active in all aspects of Land Planning, Environmental Studies, Landscape Architecture, and Graphic Design. With branch offices in Kapolei, Oahu and Hilo, Hawaii, PBR HAWAII engages in a variety of projects ranging from specific site designs to regional and community plans, urban design studies, environmental assessments and impact statements, and large scale resource inventory and land management projects. Our overall experience allows us to provide clients and end users with successful plans that are functional, sustainable, cost effective, and at the same time be culturally relevant and have aesthetic value.

Throughout its history, PBR HAWAII has provided professional services to various governmental agencies, (Federal, State, and County) in addition to most major land owners and developers in Hawaii. Our staff of Planners, Landscape Architects, Landscape Designers, and Graphic Designers is intimately involved with the planning processes and requirements necessary to implement projects of all scales.

LIVE, WORK, PLAY AIEA

Aiea, Hawaii

PBR HAWAII is preparing the Environmental Impact Statement and processing the change in zoning for the proposed redevelopment of the former Kamehameha Drive In property. The Site, presently zoned B-2 Community Business, is proposed to be rezoned to the BMX-3 Community Business Mixed-Use district to enable the creation of a mixed-use residential and commercial development that may have up to 1,500 residential units, 220,000 sq. ft. of commercial floor area, and a kamaaina hotel. The project site is less than a quarter mile from the planned Pearlridge Station and the project is being designed to be "transit ready" by incorporating design elements that will encourage walking and bicycling within and to/from the Site.

The project requires consideration and analysis of community concerns, particularly concerns relating to traffic impact and visual impact of the proposed residential towers, which may be up to 350' tall.

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KEOLA LAI

Honolulu, Hawaii

Keola Lai is a 42 story condominium build on a 2.7 acre site located at the intersection of Queen and South Streets in the heart of Kakaako. This one-, two- and three-bedroom fee simple residence offers great views of the ocean, city and mountain views. PBRHAWAII's role as landscape architect was to layout the ground level and elevated recreation pool, planting and irrigation design. The landscape design consisted of lush tropical landscaping that is both attractive and easy to maintain. Elements of the design include meandering sidewalks to soften the setting in this urban area, tall trees and plants to screen building massing, and attractive, hardy plants for ease of upkeep and to keep replacement costs down as the landscape matures.

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ALLURE CONDOMINIUM

Honolulu, Hawaii

Located along Kalakaua Avenue, this 35-story condominium consists of 300 units right at the entry to Waikiki. This modern condo features three main garden areas at the ground level and a recreation deck on the 6th floor. PBR HAWAII's role as landscape architects was to develop these gardens into a tropical oasis to provide relief from the surrounding towering masses of buildings. These gardens provide much needed visual open space for those driving past the site as well as a relaxing environment for its residents. Additionally unique, these gardens are all designed to be open to the public.

One of the main gardens on the ground floor located at the corner of Kalakaua Avenue and Ena Road has been designed to enhance the Waikiki Special District guidelines by incorporating elements such as natural stone paving, water feature and landscape. The water feature and water fountain is strategically placed for all to see from the bus stop, Kalakaua Avenue and residence of the condo. The overall landscape design reflects the urban island life with the use of color, fragrance and texture of the plant materials. In order to achieve the Waikiki resort feel, the use of native Hawaiian plants, including endemic, indigenous and Polynesian-introduced species were integrated where appropriate.

PBR was also responsible for developing all of the hardscape layout for the gardens as well as pool/spa design for the recreation deck. The recreation deck on the 6th floor features a 1,650 SF swimming pool and jacuzzi that adjoins an indoor fitness center. Residents enjoy other amenities such as canvas umbrellas, benches and tables, barbecues and a fire pit for casual enjoyment. PBR HAWAII received the 2012 Betty Crocker Landscape Awards, Award of Honor – Professional Gardens Category.

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General Contracting & Construction

The general contracting joint venture of Samsung Engineering & Construction Americas (Samsung), Nordic PCL Construction, Inc., and Nan Construction Inc. (Samsung/Nordic PCL/Nan) brings you the strength of a global builder with a local knowledge and presence. Our construction team is ready to combine our strategic strengths in delivering innovative solutions and apply cost-effective and time saving measures to deliver a quality project to the community.

Samsung provides the overall management and leadership of the construction delivery team via our extensive project management experience to maintain the 690 Pohukaina momentum from initial design through construction. As the lead managing partner for the construction group, Samsung provides global experience and expertise from landmark structures such as the Burj Khalifa and Petronas Twin Towers.

Nordic PCL Construction, Inc., our local partner, is highly experienced in high-rise construction in the local Hawaii market, completing a variety of office, hospitality and condominium high-rises. This includes the 44-story Keola Lai condominium in Kaka'ako which is located two blocks from the Pohukaina site. Nordic PCL will focus on construction of the structure.

Our other local partner, Nan, Inc., brings extensive experience in producing cost effective designs and innovative construction techniques that will be invaluable in the construction of 690 Pohukaina. Nan will focus on the building foundation and related civil/site work, and other designated portions of the project. A brief overview of each construction firm provides a more detailed and proven track record of our general contracting team:

Samsung Engineering & Construction Americas

Samsung C&T, Engineering & Construction Americas, Inc. (Samsung) is part of the Samsung Group's value-chain of companies and focuses on developing and delivering major construction projects in North and South America. Samsung uses local resources and leverages the company's global experience, world-class project capabilities and cutting-edge processes to deliver high-quality projects, including commercial and residential development, as well as power and civil infrastructure (bridges, roads, tunnels, transit and airports). As a master builder of choice with an extensive global portfolio, Samsung offers alternative delivery methods and brings a variety of financial resources to client partnerships.

Founded in 1938, Samsung Construction & Trading (C&T) is the original company of the Samsung Group, South Korea's largest conglomerate with interests in construction, electronics, chemicals, finance and numerous other fields. The Samsung Group has more than 300,000 employees and is one of the most financially secure companies in the world. In 2011, Samsung C&T was ranked as one of the top global contractors by Engineering-News Record, as well as listed on Fortune's Global 500.

TAIPEI 101 FINANCIAL CENTER

Taipei, Taiwan

Samsung C&T was the prime contractor for the build-out of 101 floors, including retail and office space in this $1.8 billion tower. This landmark skyscraper ranked officially as the world's tallest from 2004 until the opening of the Burj Khalifa in Dubai in 2010. In July 2011, the building was awarded LEED Platinum certification, the highest award in the Leadership in Energy and Environmental Design (LEED) rating system and became the tallest and largest green building in the world. The tower has served as an icon of modern Taiwan ever since its opening, and received the 2004 Emporis Skyscraper Award Taipei 101 comprises 101 floors above ground and five floors underground. The building was architecturally created as a symbol of the evolution of technology and Asian tradition. Its postmodernist approach to style incorporates traditional design elements and gives them modern treatments. The tower is designed to withstand typhoons and earthquakes. A multi-level shopping mall adjoining the tower houses hundreds of fashionable stores, restaurants and clubs.

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BURJ KHALIFA

Dubai, UAE

Samsung C&T was the prime contractor on the construction of the $1.5 billion Burj Khalifa, currently the world's tallest building, reaching 855 meters in height. The building has 162 floors, with a hotel on floors 1-39, luxury apartments on floors 40-108, and offices and observatory on floors 109-162. Samsung builds residential structures with a focus on environmentally-friendly lifestyles. We focus our attention not only on the building, but the surrounding landscape and public spaces. Parking and public transportation options are incorporated into many of our building campuses. We help our clients build quality community complexes with office settings, shopping, and entertainment to enhance end-user convenience.

To keep the project on schedule, our team needed to build the framework for a floor every three days, a capability that is equated with Samsung. Typically it takes more than a week to build a floor based on conventional formwork technology, which greatly extends construction time and increases costs. Our team introduced an automatic formwork elevation system, which enabled the company to shorten the construction time with no sacrifice in structural stability. The use of three satellites for GPS measurement was utilized to maintain the margin of error for verticality to within 5 millimeters was a world first and was instrumental in keeping the project moving forward at the rapid pace. Many technologies that we employed in building the Burj Khalifa, including hoisting technology, handling all the building materials and equipment, and managing 12,000 workers, have become a global standard for the creation of ultra high-rise buildings.

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PETRONAS TWIN TOWERS

Kuala Lumpur, Malaysia

Sasmung C&T was the prime contractor on the construction of the second $1.6 billion tower of the Petronas Twin Towers. While recognized globally for their aesthetics, the construction of the Petronas Twin Towers was about more than just beauty; it represented an advancement in construction. Each tower was constructed using high-speed construction that resulted in an average of only 4.5 days of construction time per floor, with construction of all 98 floors completed in 28 months. To achieve this rapid construction pace, two new technologies were utilized: high-pressure concrete pumping to a height of 381 meters, and 800kg/cm2 high-strength concrete. The construction of the superstructure commenced in April 1994, after rigorous tests and simulations of wind and structural loads on the design. To address environmental concerns, including wind, a composite structure was utilized, capturing the advantages inherent in steel (flexibility) and high-strength concrete (rigidity). Each material was used to capture and maximize its best effect in constructing the 452 meter-high buildings. About 80,000 cubic meters of high strength concrete with 37,000 tons of steel were used to form the frame of Tower Two. Construction was performed primarily at night and finish work was done primarily during the day (to minimize the cost of artificial lighting). As a result, the entire management and construction team redefined the Malaysian industry standard of “fast-track”.

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Marriott's Ko Olina Beach Club, Kapolei, Hawaii

Nordic PCL Construction, Inc.

Nordic Construction, Ltd. was founded in Honolulu in 1938 by Mr. Carl John "C.J." Haglund. Haglund, a Swede, selected "Nordic" for the name of his new company as a tribute to his Scandinavian descent. He operated Nordic Construction Company as a sole proprietor through the 1940s by building smaller projects in the private commercial sector of the local construction market. Haglund sold Nordic Construction Company to three local businessmen who later incorporated the company (and changed the name to Nordic Construction, Limited) in the Territory of Hawaii on May 18, 1950. Although local ownership of the company changed hands in the years after incorporation, Nordic's reputation grew to become a mid-sized local building general contractor with experience in private, state, county, and federal projects on all the major islands of Hawaii. In 2007, Nordic's revenues exceeded the $100-million mark.

The roots of PCL Construction Services begin in 1906 when a young carpenter, Ernest Poole, started his company, E.E. Poole General Contractor, in the small farming community of Stoughton, Saskatchewan. Poole operated in western Canada, and in 1913, he incorporated his company and changed the name to Poole Construction Company Limited. The success of Poole Construction led Ernest to relocate his company headquarters to Edmonton in 1932. The company grew as Poole's sons joined and eventually succeeded him in running the company. Poole Construction continued its expansion over the next four decades, and its success up north eventually spilled across the border into the United States in 1975 with a project in Colorado. The Poole family sold the company to a small group of employees in 1977, the same year that Denver became the headquarters for the U.S. operations. With the sale, Poole Construction was renamed PCL Construction in 1978. Today, PCL is an employee-owned company operating in twenty-nine districts across the U.S. and Canada, with divisions performing building, industrial, and civil projects. In 2012, PCL was ranked #6 in the Engineering News-Record Top 400 Contractor Ranking with revenues approaching $10 billion.

The proposal to design and build the $200-million Hawaii Convention Center brought Nordic and PCL together as a joint venture in 1994. The Hawaii Convention Center was the single largest construction contract let out by the State of Hawaii. With the successful completion of the project in September 1997, a partnership was forged. That partnership reunited again in 2002 with the construction of the Kahala Nui Senior Living Community. PCL's financial strength and connection to mainland resources combined with Nordic's local market knowledge and reputation proved to be a formula for success during the construction of the 14-story Marriott Vacation Club International Ko Olina Timeshares Phases and The Residences & Ritz-Carlton Club at Kapalua for Maui Land & Pineapple. The joint venture partnership that began in the mid-1990s was fused permanently in April 2008 when Nordic became a wholly owned subsidiary of PCL. The new operating entity, Nordic PCL Construction Inc., is a full-service contractor providing preconstruction and construction services with a bonding capacity that has no established upper limits. Currently, Nordic PCL is ranked as the fifth largest contractor by the Building Industry magazine.

Marriott's Ko Olina Beach Club, Kapolei, Hawaii

MARRIOTT'S KO OLINA BEACH CLUB PHASES 1B, 2, 3, 4, AND 5

Kapolei, Hawaii

Marriott's Ko Olina Beach Club is one of the premier timeshare properties in the exclusive Ko Olina Resort area. Nordic PCL has performed design-assist preconstruction and construction services for five phases to date.

Phases 1B, 2, and 3 encompassed the construction of the 382,000 sq. ft., 14-story Hale Moana building containing 190 units, build-out of seven loft units in the existing Hale Kona building, and a 162-stall elevated parking structure on a 3.8-acre site. Sitework included a new swimming pool and expansion of the existing pool with a sand beach, lush landscaping, and water features.

Phases 4 and 5 included construction of the 489,379 sq. ft., 14-story Hale Naia building containing 246 units, and a 367-stall elevated parking structure with 61 stalls of surface parking on a 5.3-acre site. Sitework included tropical landscaping and swimming pools with a water slide. Nordic PCL established a goal of having zero punchlist items to demonstrate their commitment to quality. To achieve that, the project team used the completed units in Phase 4 as an example of the finish level expected and conducted multiple rigorous unit inspections before the final walk with the client. As a testament to the program's success, 75% of the units achieved the goal of zero punchlist items. The client was pleased with the results as it required less time to review and monitor the work.

All buildings are cast-in-place concrete with post-tensioned elevated decks. High-end finishes include granite countertops, ceramic tile bathrooms, beautiful wood doors, and plenty of millwork. The exterior wall system is EIFS on metal studs with a limited amount of stone facing in the entry area.

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Keola Lai, Honolulu, Hawaii

KEOLA LAI

Honolulu, Hawaii

Keola Lai is a luxury 44-story high-rise residential condominium located in a historically significant urban area near downtown Honolulu. The building incorporates 10,000 square feet of retail space at the ground floor, 500,000 square feet of living area for 350 residential units, and five levels of parking with approximately 700 parking spaces. The structure is post-tensioned concrete with over 500 lineal feet of shear walls per floor. The exterior skin is a window wall system incorporating slab edge covers to give an appearance of a curtainwall system. Interior finishes include stone countertops, wood cabinetry, and Frigidaire appliances.

Nordic PCL provided design-assist services to help ensure that budgets were met at a time when construction inflation costs were at an all time high in Hawaii and the project was already five percent over budget. Working diligently, Nordic PCL was able to provide cost value engineering solutions to bring the project to within budget. This project received the 2009 GCA Build Hawaii Award of Excellence for residential projects more than $5 million.

Contact:

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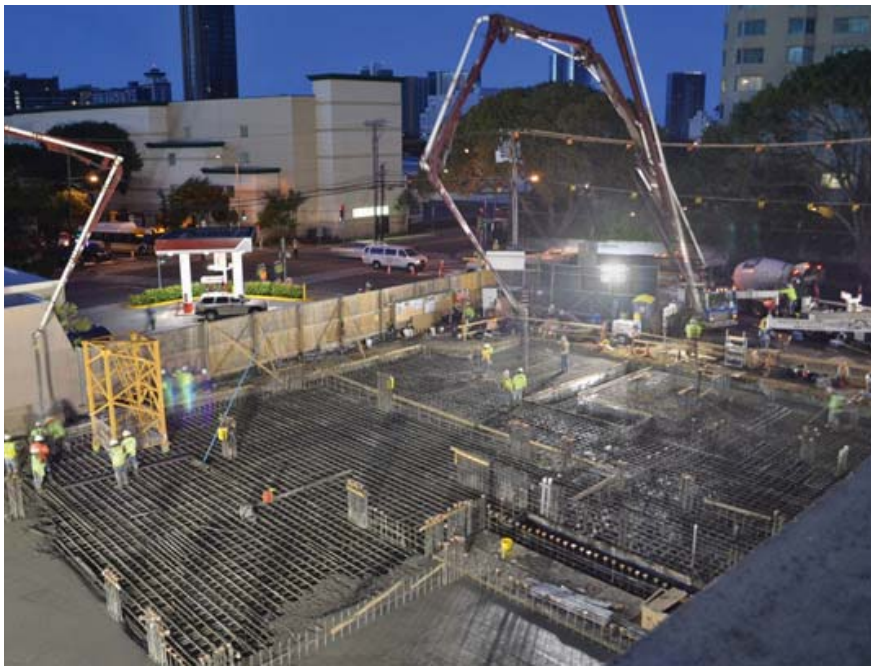

HOLOMUA

Honolulu, HI

Holomua is a 23-story affordable housing condominium located in a dense urban area of Honolulu. It is being developed through a public-private partnership under the 201H program devised by the Hawaii Housing Finance & Development Corporation. The building contains 211 stalls of parking on the first seven floors. Upper floors consist of 170 one- and two-bedroom residential units. The scope of work also includes an emergency generator, three elevators, and onsite and off-site development.

Instead of driving piles, a mat footing was selected for its speed of installation and to avoid liability issues from working in close proximity to other buildings. The foundation was poured with approximately 2,900 cubic yards of concrete over a 12-hour period in November 2011.

Holomua had stalled for many years due to a slowing economy. After several pricing rounds which included numerous value engineering ideas over a four-year period, Nordic PCL was able to reduce the cost by more than $4 million, allowing the project to finally proceed. Most notable was the idea to change the exterior wall system from a plaster to EIFS finish, which saved an overall 2 percent.

Contact:

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Nan, Inc.

Founded in 1990, Nan, Inc. has enjoyed steady and stable growth over the years to become one of Hawaii's largest general contractors. Nan, Inc. has provided a diverse array of State of Hawaii agencies with an exceptional level of construction services on the islands of Oahu, Hawaii, Maui, and Kauai. Over the last five years, State agencies have awarded the company numerous contracts with a combined value of nearly $203 million. This experience has allowed Nan, Inc. to develop an intimate working knowledge of how to successfully partner with the State of Hawaii and meet the evolving needs of State agencies on a varied selection of construction contracts. This includes the University, of which Nan, Inc. successfully performed Phases 1 and 2 of the "Hale Aloha Modernization of Towers" completed within the past two years.

Additionally, Nan, Inc. is the general contractor of choice for the U.S. Federal Government in the Pacific, and the company's track record of excellent quality and customer service is evident in the commendations it has received from past clients. With a bonding capacity of more than $600 million and a reputation for quality, Nan, Inc. has been awarded some of the U.S. Federal Government's largest and complex construction projects. Since its incorporation in 1995, it has completed over 2,300 projects totaling approximately $1.5 billion — including nearly $600 million in design-assist/design-build projects.

The foundation of Nan, Inc.'s success can be found in its dedication to the timeliness and quality of work in each and every project. To this end, Nan, Inc. employs an administrative staff of about 130 experienced supervisors, quality control managers, engineers, and technical support, along with a field staff of up to 250 skilled tradesmen and skilled field laborers. Nearly 50% of each project is self-performed by Nan, Inc., which translates to lower costs for the company's clients and higher quality control in the final product.

The quality of Nan, Inc.'s work has been consistently recognized within the construction industry. Building Industry magazine has continually placed Nan Inc. amongst Hawaii's Top 25 Contractors since 1999 and is currently ranked number 4 for 2012. Moreover, Nan, Inc. is nationally ranked as No. 297 on the 2012 Engineering News-Record's Top Contractors list. Further evidence of the company's success can be seen through the receipt of more than 350 awards, letters/certificates of appreciation, and letters of commendations from both State and Federal government/agencies and its customers.

BACHELOR ENLISTED QUARTERS, MARINE CORPS BASE

Kaneohe, Hawaii

This design-build project involved construction of a new Bachelor Enlisted Quarters (BEQ) on an 84,950 square foot site. The five-story, reinforced concrete/masonry structure totals 72,271 square feet and accommodates up to 300 personnel in a semi-private lodging environment. The facility is made up of 150 standard 2+0 units consisting of a living and sleeping area for two occupants, bathroom with a shower, space for micro-refrigerator, and two personal storage closets. Natural lighting and cross ventilation were incorporated into the living and sleeping areas.

Contact:

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WHOLE BARRACKS RENEWAL PHASE 2E/2F1, SCHOFIELD BARRACKS

Honolulu, Hawaii

The $68.3 million Whole Barracks Renewal (WBR) Phase 2E/2F1 project involved the construction of a multi-building complex arranged in a campus setting, totaling more than 220,000 square feet. The project features new construction of barracks, a battalion headquarters with troop aid stations, a brigade headquarters, company operations facilities, a central cooling plant building, paving, walks, curbs and gutters, parking, road improvements, information systems, and site improvements. The barracks facility is made up of two separate buildings: a six-story, 240-person barracks (92,966 square feet) and a five-story, 200-person (77,472 square feet) barracks that provides the Army with 220 two-bedroom suites, each containing two private bedrooms, a shared bathroom, and a complete kitchen.

Contact:

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Resident Engineer
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kimberly.k.jyo@usace.army.mil

McGrew, Naval housing, Oahu, HI

C. Previous Relevant Project Operation/Management

Over 45 years ago, Forest City founded FCRM (Forest City Residential Management), the Company's management arm for rental housing. Since their installment, FCRM has been involved in every aspect of multifamily housing through providing onsite management, leasing and maintenance, as well as marketing, training and accounting responsibilities through corporate and regional offices. Today, FCRM oversees 40,000 units in 121 urban and suburban properties spanning 16 states and the District of Columbia. In recent years, FCRM has also been charged with managing 15,000 Naval, Air Force and Marine Corps homes for its military partners. Locally in Hawaii, FCRM manages a portfolio of more than 6,500 homes.

From management and maintenance to asset management and marketing, FCRM is a fully-integrated company with a long-term commitment to its communities and in making a difference in the lives of its residents and associates. FCRM's long-term operating vision will ensure the properties included in the 690 Pohukaina project are well sustained over the life of the project, making FCRM the ideal Property Manager for the 690 Pohukaina development.

FCRM focuses on the unique opportunities presented in high-barrier-to-entry markets such as Honolulu. Over the years we have achieved an enviable track record of success due to our ability to leverage the combined expertise of our residential and commercial real estate businesses to develop and operate large, long-term mixed use properties. To ensure our projects are completed successfully, we form deep, strategic relationships with other firms and partner with all levels of government agencies to manage the entitlement process. In addition to managing our properties as long-term assets, we bring the financial know-how to structure tax-advantaged debt and equity transactions to add value to complex developments.

FCRM maintains the designation to Accredited Management Organization (AMO), awarded by the Institute of Real Estate Management (IREM) to select management firms that demonstrate excellence in the areas of integrity, fiscal stability, education and experience. By continuing to exhibit its commitment and proven excellence to IREM's ethics and principles, FCRM was selected as the 2010 "AMO of the Year" by the Institute of Real Estate Management.

FCRM's motto is "Exceptional Service is our Standard." Our Motto sets a high benchmark for service that will be applied consistently throughout all the property operations and maintenance management responsibilities on this project.

FCRM's experience has proven that hiring locally and assembling a team of associates with experience is essential to providing exceptional service to the families we serve and our partners. FCRM manages over 6,500 military housing units on the island of Oahu with a dedicated staff of over 200 residential management personnel who lease and maintain a diverse portfolio of homes with a diverse population of residents. FCRM serve the Navy's most senior personnel including the Pacific Fleet Commander and dozens of other Navy and Marine Corps Flag officers at the same time that we serve the families of thousands of junior enlisted personnel. We are able to serve this diverse population by maintaining a common standard of superior service. Exceptional Service is FCRM's standard and we commit to bring the same level of care to 690 Pohukaina.

American Cigar, part of The River Lofts at Tobacco Row project, Richmond, VA

D. Financial Capacity

Throughout our 90-year history, Forest City has met its commitments and financial obligations. As a testament to our strength and capabilities, Forest City has successfully completed financial transactions totaling more than $1.5 billion during the recent, extremely tough capital markets environment. Our financial strength, combined with our key banks and investment partners, enables us to put in place financial structures at attractive rates. As a result, we can complete the most complicated financial transactions swiftly, ensuring your project move forward seamlessly.

Forest City has considerable in-house capabilities, primarily through two internal groups: Forest City Capital Corporation and Forest City Finance Corporation. Both groups work together to cultivate and maintain the Company's wide network of debt sources.

Forest City maintains relationships with the top commercial, residential and construction lenders in the business. During the 2010 fiscal year, the company closed on transactions totaling $1.3 billion in non-recourse mortgage financings, including $231 million ($272 million at the company's pro rata share) in refinancing, $593 million of development projects ($196 million at the company's pro rata share) and $521 million in loan extensions and additional funding ($683 million at the company's pro rata share). In early fiscal 2011, Forest City closed a new, $425 million revolving credit facility with a 13-member bank group. This new three-year facility provides liquidity to take advantage of market opportunities.

As a $10.5 billion company, Forest City has a considerable number of financing resources. We employ a number of approaches to debt including (1) corporate-level debt, (2) non-recourse financing at the property level, (3) joint venture equity/debt, and (4) public financing vehicles. In this way we further enhance financial stability and returns to our shareholders.

At the property level, we utilize non-recourse financing provided by a significant list of banking relationships, insurance companies and pension funds. We have excellent, long-standing relationships with institutions such as Key Bank, Bank of America, US Bank, Prudential Insurance Co., NEBF and others. We can provide specific references at your request. Depending on the individual project, Forest City may enter into a joint venture with a landowner or financial partner where we can utilize creative financing structures to enhance return/mitigate risk to both Forest City and our partners.

We have found that public financing vehicles can often best align the interest of all stakeholders. We have worked with structures including investment tax credits (ITC), tax increment financing (TIF), historic tax credits, new market tax credits (NMTC), municipal utility districts (MUD) and other forms of public-private finance.

In an attached CD we have included copies of our 2011 annual report.

Kapolei Sustainable Energy Park , Kapolei, HI

E. References

Forest City Enterprises, a national real estate development company traded on the New York stock Exchange, has a strong financial position and is fully prepared to undertake a project with the financial complexity and scope of the 690 Pohukaina project. Established more than 90 years ago, Forest City invests for the long term and has the financial resources to weather changes in the economy and the market. Since we do it all - commercial, office, residential and retail - we have the flexibility to amend our development plans and programs in response to changing conditions.

Forest City has substantial experience financing large-scale, urban developments where construction occurs in phases and includes multiple product types, such as office, retail, and residential. In our experience developing large-scale projects in major metropolitan markets, we have made significant use of tax-exempt and other types of public financing and are thoroughly familiar with the full range of programs and their application. Our strong track record, coupled with the geographic and product type diversity of our portfolio, positions us to continue attracting the best lenders at the most competitive interest rates.

We invite you to speak with the following references to discuss Forest City's capabilities, financial status, and history:

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Karen S. Seddon
Director
Hawaii Housing Finance &
Development Corporation
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Brad Myers
President
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AMERICAN
Savings Bank

August 9, 2012

GABRIEL LEE
Executive
Vice
President,
Commercial
Markets

Mr. Anthony Ching
Executive Director
Hawaii Community Development Authority
461 Cooke Street
Honolulu, Hawaii 96813

Dear Mr. Ching:

It comes with great pleasure to recommend and support Forest City Hawaii, LLC (FCH) in connection with its proposal for the 690 Pohukaina Street project.

American Savings Bank recently financed for FCH the construction of its Kapolei photovoltaic project which is Oahu's largest utility-scale solar photovoltaic project to date. We are currently financing five more photovoltaic projects for FCH, one of which will be larger than the Kapolei project. Three of these projects will be funded in conjunction with the New Markets Tax Credit program administered by the U.S. Treasury Department's Community Development Financial Institutions Fund.

FCH has the demonstrated ability to access capital, enter into complex financial transactions, and successfully execute on large scale project management and developments.

Please do not hesitate to contact me should you have any questions or if I can be of further assistance.

Best regards,

American Savings Bank

Gabriel Lee
Executive Vice President

American Savings
Bank Tower
1001 Bishop Street,
25th Floor
P.O. Box 2300
Honolulu, Hawaii
96804-2300

(808) 539-7896
glee@asbhawaii.com

Bank of America
Merrill Lynch

August 14, 2012

Mr. Anthony Ching
Executive Director
Hawaii Community Development Authority
46 Cooke Street

Dear Mr. Ching:

Merrill Lynch submits this letter of recommendation in support of Forest City Hawaii, LLC (FCH), a wholly-owned subsidiary of Forest City Enterprises, Inc. (FCE), in connection with its proposal for the 690 Pohukaina Street project.

Merrill Lynch has financed for FCE Stapleton Infrastructure Tax-Exempt Bonds, one of the largest public/private, master developer, mixed use development and infill site in the nation. In addition Merrill Lynch has financed for FCE over $300 million in tax-exempt bonds for affordable (80/20) residential multifamily projects.

FCH has the demonstrated ability to access the capital markets, enter into complex financial transactions, and successfully execute on large scale projects and developments.

Please do not hesitate to contact me should you have any questions or if I can be of further assistance.

Regards,

Philip Korot
Bank of America Merrill Lynch Managing Director
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Part II

Development Proposal

A. Development Concept

690 Pohukaina is designed to help Kaka'ako become a true Urban Village by housing Hawaii's workforce in a compelling architectural statement that could only come together successfully with a development team of unrivaled strength. In 690 Pohukaina the integrated planning and design results in an informed solution that achieves: 1) contemporary urban design, 2) improvements to existing recreational facilities, 3) support for existing transit systems and potential future solutions, 4) sustainable considerations, and 5) creation of new urban open space. As a rental housing project, the design focuses on the needs of Hawaii's people. Contemporary rental housing supported by an activated street and aggressive recreational programming of the adjacent Mother Waldron Park will ensure the success of the most significant work-force housing project in the history of the State.

690 Pohukaina will itself have around the clock activity and vibrancy helping to encourage the same for the whole of the neighborhood. It will be developed with sustainable practices at its heart and a keen eye towards the contextual opportunities afforded in Hawaii and specifically in Kaka'ako Mauka. We have embraced the goals of the HCDA Mauka Area Plan to create a uniquely urban image that will serve Hawaii's current and future residents.

Design Principles

Work-force Rental Housing in Honolulu's Core: The most important principle driving the design is not something that will be constructed in the formal sense of the word. 690 Pohukaina is being designed as a rental housing community that will serve Hawaii's work-force. All units will have rents initially set at or below the reserve housing levels established in the HCDA Mauka area plan. Should the Forest City team be selected, 690 Pohukaina will create housing for Hawaii's people, close to work, close to transit, close to schools, and within a neighborhood that will realize its potential.

Building Elevation and Presence: The Kaka'ako District holds an important and prominent spot on the Honolulu skyline. From a distance the project has a distinctly Hawaiian character with natural forms integrated into the elevation. At its base and along fronting streets and open space the project's feel is much more local in flavor. The development of the architecture is centered on day-lighting and views, uses local materials and color, distinctive patterns and texture, and employs strong indoor/outdoor connections.

Urban Mixed-Use Village: Because 690 Pohukaina will consist of rental housing, it will be wholly populated by local people seeking a live, work, play environment in the center of urban Honolulu. This agglomeration of local residents, combined with a rigorous non-residential program, will be transformative. By having residents living above retail and non-residential uses in the most architecturally significant building in the State, 690 Pohukaina will become a hub of activity and will greatly accelerate Kaka'ako maturation into a destination for both residents and visitors. The community will reflect our community with a focus on the values and needs of the people of Hawaii, rather than a tourist or visitor-oriented district. We will certainly not turn our backs to the visitor industry and all will be welcome with aloha, but the focus will be on providing an urban mixed-use environment and a better life for the people of Hawaii.

Social and Physical Connectivity: The plan will honor and enhance existing connections and dramatically transform under-utilized community resources. A commitment to a vibrant and interesting streetscape is melded into the community on all sides of the building. Perhaps more importantly, we focus our attention on Kaka'ako's most neglected and under-served potential resource, Mother Waldron Park, which will be transformed from a neglected, uncomfortable, waste of valuable space to a welcoming home for all of Kaka'ako's residents. The park has been programmed with uses for all ages; with play areas and a "big wheel race track" for the very young, basketball courts and a skate park for teens and young adults, and a hula halau, gracious walking paths, and ample canopy trees.

Transit, Pedestrian, and Bike-Friendly: 690 Pohukaina is within easy walking distance to the proposed rail stop and within walking distance of Honolulu's CBD. By mixing uses within the building, AM and PM ridership opportunities result and, until such time as the rail is built, allow residents to live near their work in a location where walking and biking will always be more convenient that either getting in a car or a future train. By incorporating bike sharing into our development plans we can help our community and the community at large reduce car trips and make a friendlier Kaka'ako.

View Corridors and Building Orientation: We have carefully oriented the project's apartment towers with their length running Mauka/Makai. This orientation preserves Mauka/Makai views past and through the project for everyone to enjoy, while thoughtfully responding to the environment. The building orientation helps to minimize morning and afternoon heat gain, which will reduce energy demands.

Trade Winds: The plan has been oriented and designed to manage the prevailing tradewinds through and around the structures so that the open space elements of the plan are functional and enjoyable spaces.

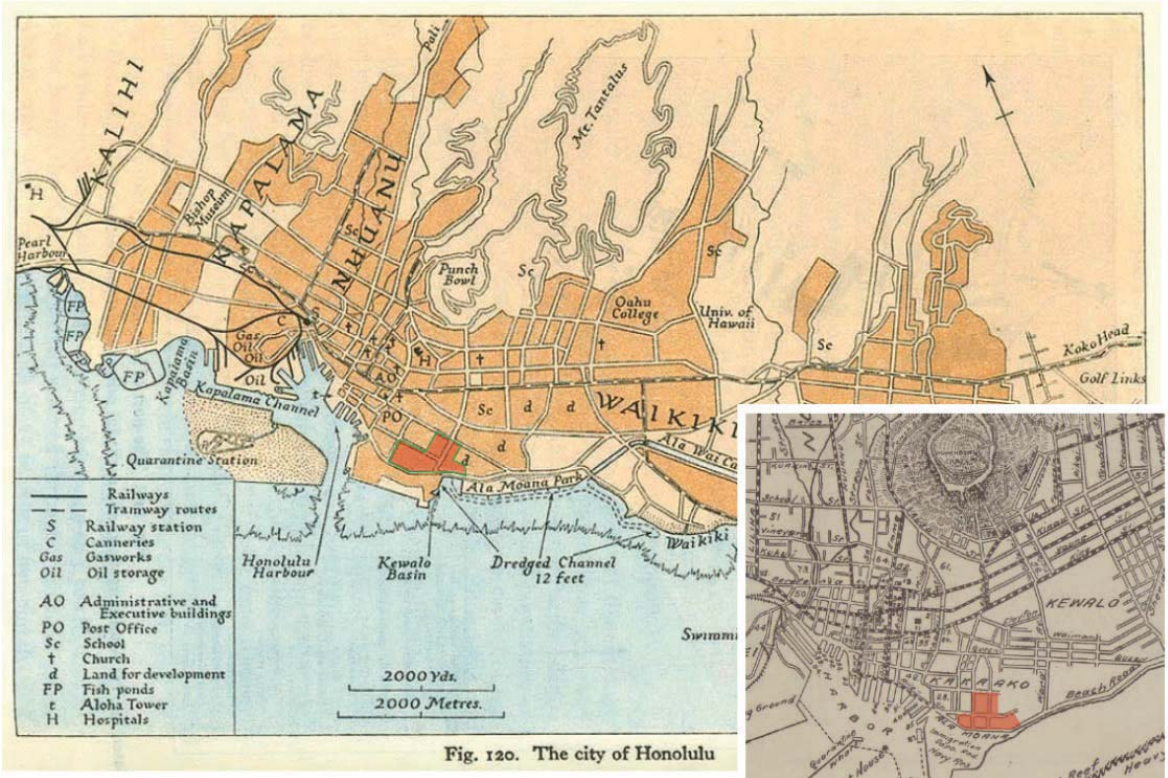
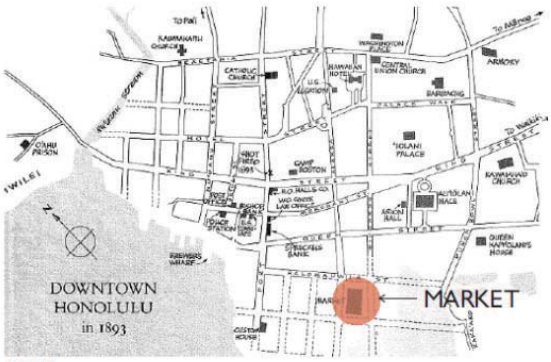


Fig. 120. The city of Honolulu

1915

1925



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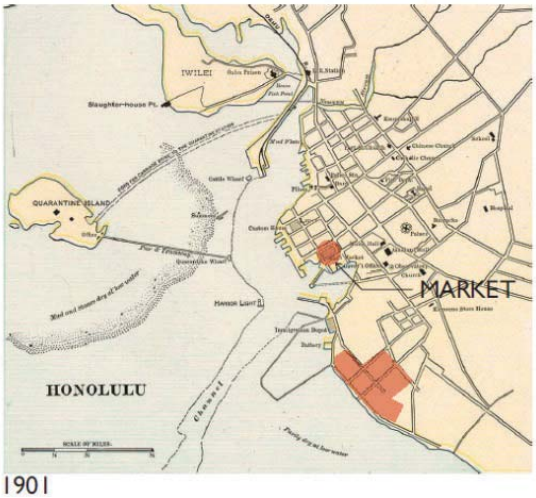
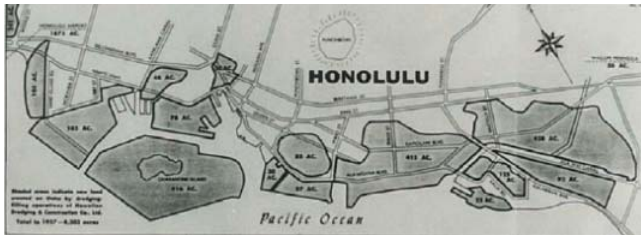


1901

Context and History



In order to appropriately move forward, it is important to understand what Kaka'ako was and how the area has evolved.

Kaka'ako's landscape has evolved over the past two centuries from its origins as tidal wetlands and coral reef to its current position as a transitional neighborhood between downtown Honolulu and Waikiki. Located at the makai end of the Nu'uanu ahupua'a, Kaka'ako historically provided Hawaiians with fresh water (at springs possibly located near today's Halekauwila Street), irrigation and aquaculture.

Kaka'ako was not originally a crossroads, but more likely the end of footpaths leading out to the sea. The water's edge was imprecisely defined owing to fluctuation in the tidal wetlands, but it was certainly significantly further mauka than it is today, perhaps as far inland as Queen Street. Beginning in the early 20th century, major landfill and seawall projects began to fill in the coral reef for development, first for Fort Armstrong, then the Immigration Center and other port-related facilities. Seawall expansions into the mid-20th filled out the makai area as it is today.

In the first half of the 20th century, due in large part to its proximity to the port, Kaka'ako served as a port of entry for off-island workers from the mainland, from Asia, from Europe and other parts of the world. Housing camps for immigrant workers mixed with Hawaiians in small neighborhoods like Squattersville, the Kumalae and Magoon Blocks, functioned as active local community centers. These places played an important role in the early formation of Hawaii's labor movement. The district was also the location of quarantine facilities for sufferers of Hansen's disease before their embarkation to Moloka'i. The Pohukaina School for Hawaiian children run by Mother Margaret Waldron was an important local social center, as was the adjacent Atkinson Park makai of the school.

The area also became an important center of jobs and industry, with such major businesses as the Honolulu Iron Works, several large breweries, and lumber yards interspersed with the housing camps. Ultimately, Kaka'ako's development as an industrial district displaced is residential role. Today's built conditions reflect its evolution into a light industrial and service district, in the space in between downtown and Waikiki.

Mauka Kaka'ako today is characterized by blocks of typically one- or two-story industrial buildings, some still occupied by their light industrial uses, and others converted for use by small local businesses, crafts, and restaurants.

East 29th Ave Town Center at Stapleton, Denver, CO

Place Making

Creating and offering vibrant community spaces is the essential goal of the new Kaka'ako neighborhood. The 690 Pohukaina master plan is intended to make a statement that the people of Hawaii deserve to live in compelling architecture that is community oriented and as interesting at the ground-level as it is in elevation. The benefit for residents and the neighborhood is in a high quality of life, a sense of belonging, and a spiritual connection to the spaces where people congregate.

Neighborhood design today needs to cater to people, not just to cars and shopping centers. Pedestrian-friendly design, transit-oriented development, sensitivity to surrounding context, a balance of jobs and housing, and available recreation space are essential to maintain lively neighborhoods and inviting public spaces. 690 Pohukaina has ground floor office lobbies, loft-style residences, retail, and community space, along with a heavily programmed street and a vastly improved adjacent Mother Waldron Park. These principles of urban design create social life in public spaces and will allow Kaka'ako to transform through the everyday activities of the community.

PODIUM AS PLACE - CREATING CULTURAL CONNECTIONS

The introduction of this project into the Kaka'ako District provides the neighborhood with a powerful opportunity to create a place of cultural connection and diversity. The district has a unique connection to an industrial past that is transforming into an authentic urban experience. The market hall scale of the neighborhood context is light and expansive, and provides an open armature that is easily adapted for new and diverse uses that will attract the emerging next generation community. These new urban dwellers desire places that can support a whole lifestyle experience. The boundaries between work, live, and play are no longer segregated, and this neighborhood offers a fresh and integrated experience that is far from the sanitized commercial or isolated residential districts of the past. Keys for success are the incorporation of unexpected uses, places of serendipitous interaction and social gathering, work anywhere "nooks and found spaces" that are a part of the public domain, de-emphasis on the major vehicular arties

Courtyard at University Park at MIT, Cambridge, MA

Resident taking her dog out after work, Cameron Kinney, Tobacco Row, Richmond, VA

and rigid “street walls” in favor of permeability through interesting alleys and inviting pedestrian connections, and an honest and authentic identity. The project’s podium will serve as the center for an enhanced and connected pedestrian and street experience. The project will support a renewed, diverse, and vibrant cultural core for the Kaka’ako District, creating a mixing of work, play, food and art. Together these programs will create a powerful social impact that will support positive social and economic growth.

With its eastern face on the Mother Waldron Park, northern face on the project’s pedestrian plaza, and the western corner on Pohukaina and Keawe Streets, the new development’s podium addresses a wide range of urban conditions. The programming of the project takes advantage of the varying context and locates appropriate program spaces and functions in the best way to create a synergy between the architecture and the neighborhood.

MOTHER WALDRON PARK – DIRECT COMMUNITY CONNECTION

Mother Waldron Park is an immensely valuable but underutilized asset of the neighborhood. In partnership with the City of Honolulu, our goal is to reprogram and renovate the park so that it draws the greatest possible spectrum of community participants, from families and kids, to artists and performers, to vendors and the elderly. Ultimately our vision is for a strong, but consensus-driven design which will incorporate and leverage the historic structure and landscape walls currently on the site.

Conceived as a great outdoor gallery, the eastern façade of the project’s podium is a possible replacement for the eastern wall of the existing library building, which today acts as a canvas for relevant and impactful street art. Infrastructure for a rotating street art exhibit could be incorporated into the park-facing façade of the podium.

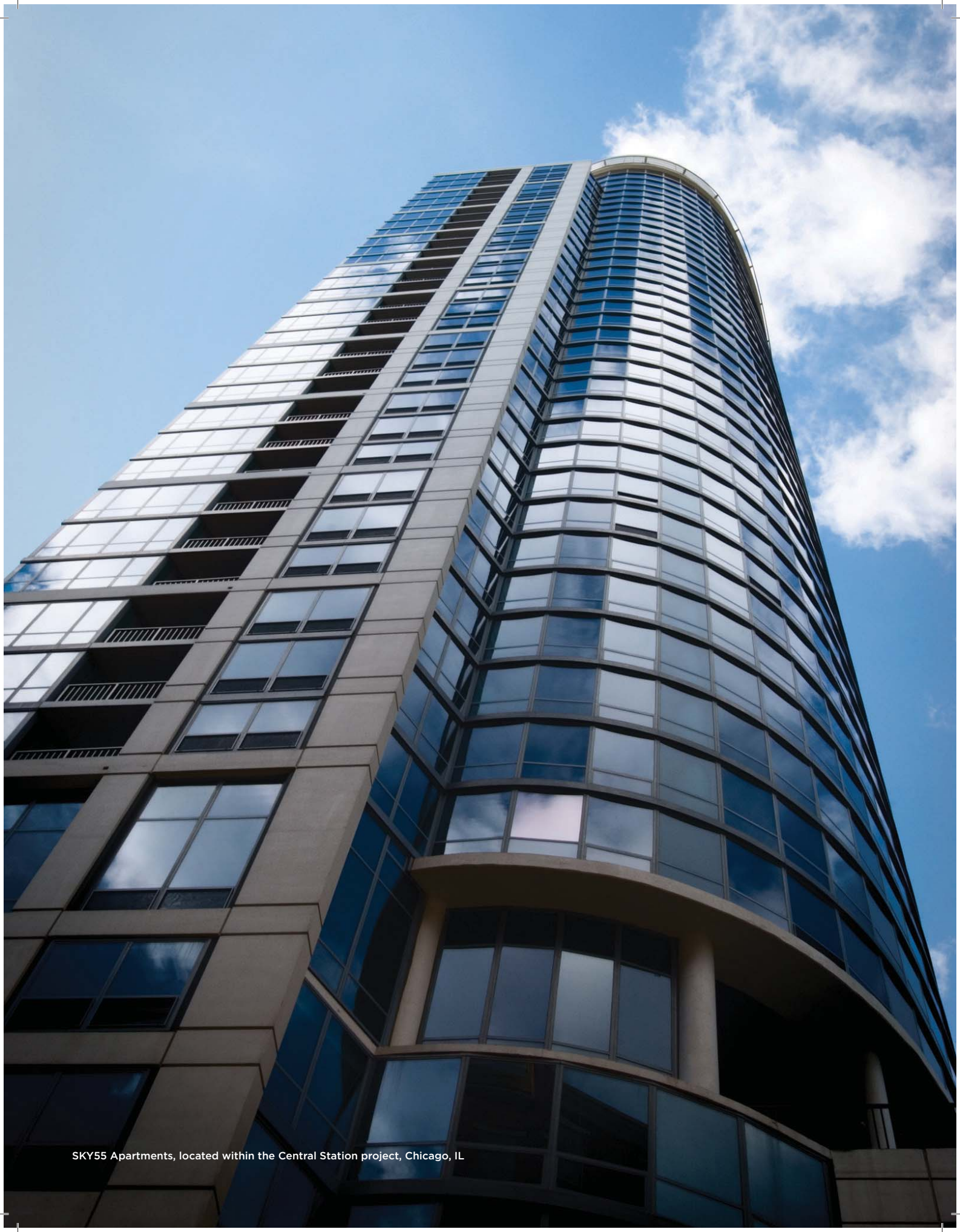
The direct connection between the onsite Green Pedestrian Plaza and Mother Waldron Park helps to expand and unify the open space, as well as leading to future green connections in the area.

GREEN URBAN PEDESTRIAN PLAZA – A NEIGHBORHOOD WITHIN A NEIGHBORHOOD

Conceived of as a large, outdoor room, the northern edge of the project is designed as an urban pedestrian thoroughfare or plaza. This 50-foot wide pedestrian plaza connects Mother Waldron Park to Keawe Street to the west and also provides a buffer to the Halekauwila Place project to the north.

The western-most section of the plaza is designed to serve multi-functional activities such as the vehicular exit and drop-off for phase one of the project. With special paving and street furniture, the drop off plaza will be an active zone that will be inviting to pedestrians where people can meet, greet, see and be seen. The phase one residential through-lobby is also located here.

The remaining eastern two thirds of this space is an “outdoor room” reserved for pedestrians only. This zone will contain a combination of hard and soft landscaping. A series of raised, urban, loading dock-like stoops help to both activate and buffer the ground level lofts and create a more intimate, neighborhood-like feel. These ground level units could serve as live/work housing or as storefronts for residential artists and “makers” to show and sell their wares, reinforcing the plaza and Mother Waldron Park as a community destination.



SKY55 Apartments, located within the Central Station project, Chicago, IL

Compelling Architecture

URBAN CORNERS

At the important intersection of Pohukaina and Keawe Streets, the project establishes a strong urban corner with ground level retail organized down both streets. Upper level office spaces have sweeping views up and down the neighborhood and are easily accessed from a public lobby at the corner of Pohukaina and Keawe.

The street level corner of Pohukaina and Coral Streets (at Mother Waldron Park) presents an ideal location for a restaurant. With direct access to the park and views down Coral to the waterfront, this location is primed for indoor/outdoor dining that can spill activity in the Park, and with a Phase two vehicular entry, this location can easily create enough pedestrian traffic to warrant a range of exciting retail possibilities.

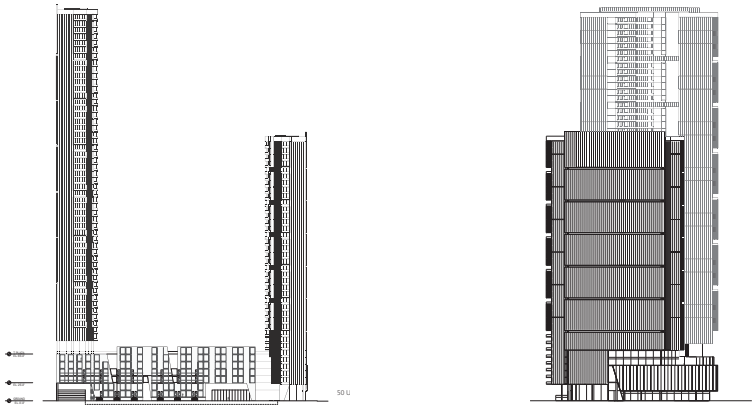
The “interior” urban corner at the intersection of the green pedestrian plaza and Coral Streets will be the heart of the project’s community space. The façade of the building will open up to the park with large, glass, roll-up doors, allowing vibrant community activities to connect with the park space.

PROFILE AND PRESENCE – WHAT MAKES THE SHAPE

While at their core the towers are efficient, cost-effective double loaded buildings, they have been carefully sculpted to present the slimmest, most elegant profile on the skyline as possible.

The Mauka view down Coral street has been designed to give the Phase 2 tower an elegant and dramatic “flatiron” profile where Coral passes through Mother Waldron Park. Consistent with the area master plan, this expression helps to strengthen the Mauka views from the shorefront green belt.

Tower elevations facing the surrounding urban context are limited in their length in order to lessen their impact at the urban street wall. These faces are articulated as taut, elegant facades designed to subtly reflect the sky and clouds. The inward facing elevations are longer and shaped to maximize residents views to the natural features of Oahu while also developing a dramatic profile on the skyline. Louvered lanais are clustered in groups at the ends of the towers and break down the scale of the towers and give them a casual appearance, as well as visual interest from closer to medium vantage points.



The community organic gardens, Stapleton, Denver, CO

A Holistically Sustainable Future

He ali'ka'aina he kauwa ke kanaka: The land is chief; people are its servants

Sustainability is a multidimensional concept, most commonly thought of these days as applying to our stewardship of the natural environment. This is an idea deeply connected with the Hawaiian history and spirit. An example of this is the tradition of the Ahupua'a, which in simplified terms is a tool to organize land use within designated self-sufficient watersheds systems. At the heart of Hawaiian values is the concept of Malama'aina, generally translated to "caring for the environment with spiritual reverence." This value is as relevant as ever for 690 Pohukaina as pursuing a more sustainable lifestyle as a means of independence and harmony with the traditional reciprocal systems of Hawaii.

In 2008, the State of Hawaii officially set forth a clean and renewable energy goal to be reached by 2030, and expressed interest and adherence to principles and policies of environmental sustainability. These principles include, management of stormwater, use of renewable energy, efficient use of land, emphasizing locally made or grown products, creating walkable communities, improving public transit alternatives, using appropriate landscaping, and promoting energy efficient buildings.

690 Pohukaina weaves cultural sustainability and environmental sustainability in a coordinated program. As a community that is being provided for the people so that they can live in a more culturally, socially and economically sustainable fashion, it is our privilege and duty to also provide a more environmentally sustainable solution for our residents and the future of Hawaii.

A COMMITMENT TO LEED DESIGN PRINCIPLES

The 690 Pohukaina project represents a significant milestone in the development of the Kaka'ako neighborhood. Knowing that we are an island community, and that much of the materials and fuel is brought into Hawaii from out of state, it is important that the design is sustainable, and energy efficient. The design team, along with Forest City, will be working alongside the State in developing a sustainable project with a minimum LEED accreditation of Silver.

The design strategies will target the following:

- Alternative Transportation – to encourage the use of non-fossil fueled transportation and public transportation
- Reduction of Heat Islands – utilizing light colored paving surfaces, landscaping, and shading to minimize radiant heat
- Water Efficient Landscaping
- Water Efficiency – low flow sinks, lavatories, water closets and urinals
- Optimizing energy performance
- Daylighting
- Construction Waste Management
- Local/Regional Materials
- Low-Emitting Materials

Rooftop Garden at the Terminal Tower, Cleveland, OH

RENEWABLE ENERGY AND HOLISTIC GREEN BUILDING SYSTEMS

As a LEED Silver building, 690 Pohukaina will have ecology as a part of its design but we will concentrate special focus and efforts on those areas where sustainable practices are most apparent. By creating publically accessible areas that exhibit green building techniques we can help encourage sustainable lifestyle practices and help set direction for the creation of a more sustainable Kaka'ako.

690 Pohukaina will implement a green roof system in combination with energy creating photovoltaic panels. Green roofs can be an important part of a strategy to reduce water use and ambient temperatures in urban environments. They are also are beautiful. At 690 Pohukaina we intend to have our green roof both a well-engineered sustainable system and an experience for our residents. By creating walking paths and contemplative seating areas shaded by photovoltaic panels, we can provide functional beauty for the residents of our community.

690 Pohukaina's podium level is an important highly programmed area for active recreation where great attention will be paid to planting areas so that they are not only welcomed aesthetic relief to the heavily programmed activities, but also function to reduce temperature and treat water in an economically and ecologically sensitive manner.

The ground-plane is another area where we can create functional programming that is beautiful and sustainable. 690 Pohukaina will be developed to thoughtfully manage stormwater runoff. A street that uses vegetated facilities to manage stormwater runoff at its source is referred to as a Green Street. A Green Street is a sustainable stormwater strategy that meets regulatory compliance and resource protection goals by using a natural systems approach to manage stormwater, reduce flows, improve water quality and enhance watershed health. 690 Pohukaina can utilize a comprehensive Green Streets approach as a development strategy for sustainability as well as to support the goal to accommodate the pedestrian in a friendlier environment. By adopting a green and complete streets focus, we can have a consistent message throughout our design.

Solar Panels on the roof of the Community Center at Halsey Terrace, Honolulu, HI

Presidio resident takes advantage of the many great jogging paths, San Francisco, CA

The Creative Community

Taking a curatorial approach to community building

There is another natural and crucial resource that Hawaii seeks to sustain – the people. The knowledge and creativity of those who live in and manage cities determines future success. In today's world vibrant communities are formed through intellectual capital and advancements. By supporting these endeavors, 690 Pohukaina will allow the Kaka'ako neighborhood to be a more vibrant and livable hub of contemporary Hawaiian creativity and encourage young talented professionals to return or stay in Hawaii.

It is obvious that HCDA understands that this building needs to be an extension of the community and an improvement upon existing resources simply by looking at the requirements of the RFP. State offices and library space, community space, high-tech incubators and innovation space, if managed and considered carefully can all help foster a creative community and power Hawaii's economy and future. Forest City has deep experience with this type of approach and well published successes in our 5M project in San Francisco, University Park at MIT, MetroTech in Brooklyn, and many other projects. We understand how important the creative community is to a development and a neighborhood, and most importantly, we understand that a successful owner needs to do more than put a label on a plan to realize the type of community that will create a better Kaka'ako, Honolulu, and Hawaii.

Creative office space at 5M in San Francisco, CA

The Uptown's dog park is always full of fun, Oakland, CA

Complete Street

Creating Streets for everyone, not just vehicles

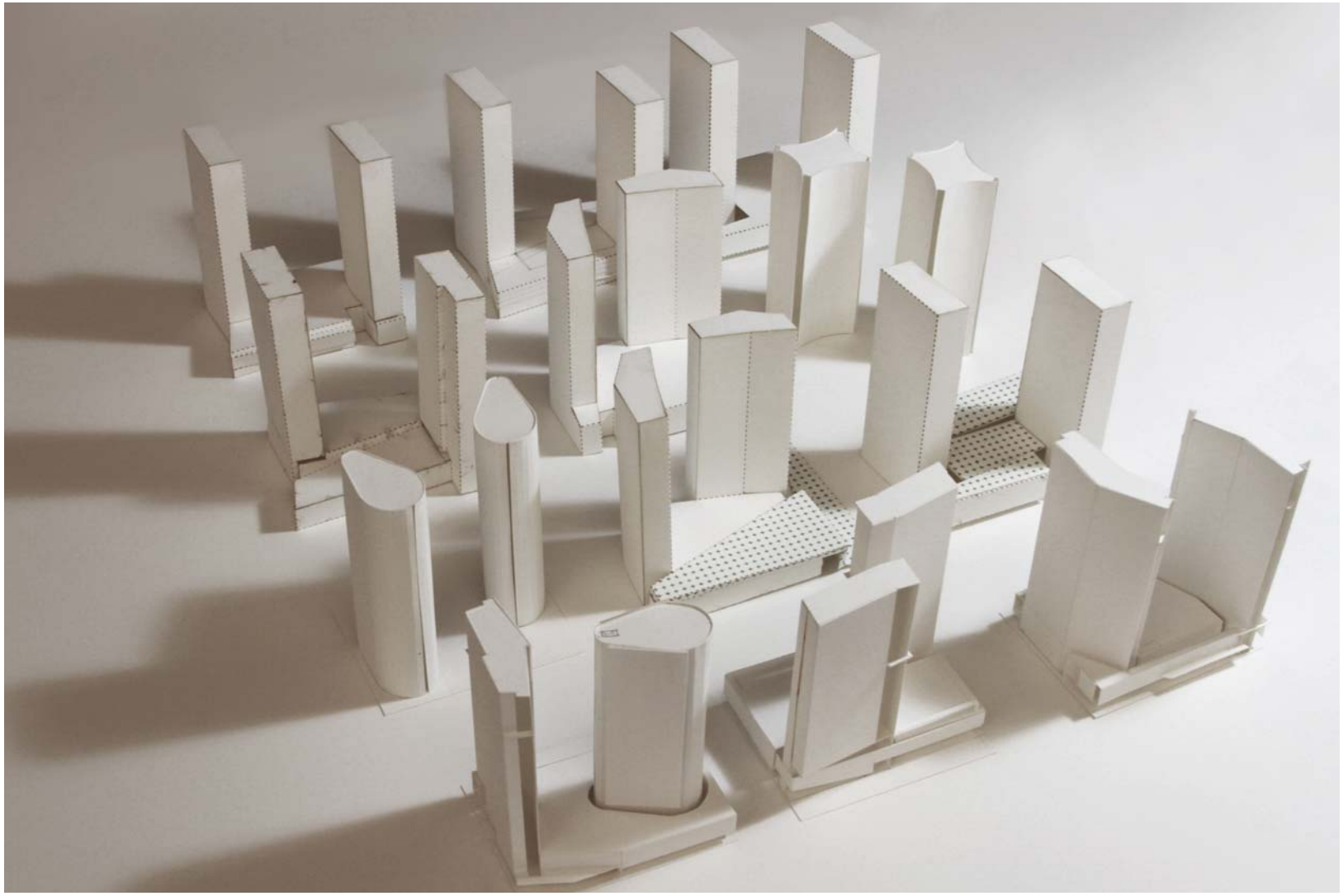
690 Pohukaina is located on Keawe Street and Pohukaina Street in a generally rectilinear "grid-like" fashion. Each of the fronting streets are well-used but not major thoroughfares for Kaka'ako as they suffer from an incomplete connection to other major roads, which would thereby create a true grid and dispersed traffic within Kaka'ako. Pohukaina connects with Punchbowl but not with Ward, Keawe connects with Ala Moana but not with Kapiolani. These incomplete connections stress other Kaka'ako streets, but make 690 Pohukaina's fronting streets good candidates for an approach that will create streets with safe access for all users. With bike sharing, a mix of uses, and many newly introduced residents, it is critical that the streets around 690 Pohukaina be friendly to pedestrians, bicyclists, motorists and transit riders of all ages and abilities.

The creation of a complete street requires a regional focus with sensitivity to the neighborhood context and ultimately changes the functionality of road systems that extend beyond 690 Pohukaina's frontage. By creating generous sidewalks with appropriate landscaping and site furnishings, our retail can associate with the vehicular right-of-way, giving it life while protecting pedestrians. Thoughtful development and programming on all sidewalks that front vehicular roadways will make for comfortable multi-modal travel. As programmed, Coral Street is transformed into a pedestrian-oriented plaza and pedestrian thoroughfare, allowing for easy pedestrian and bike movements and providing a buffer from the adjacent Halekauwila Place. The plan provides multimodal passages and friendly streets that can provide a framework for complete streets throughout Kaka'ako.

B. Design Proposal

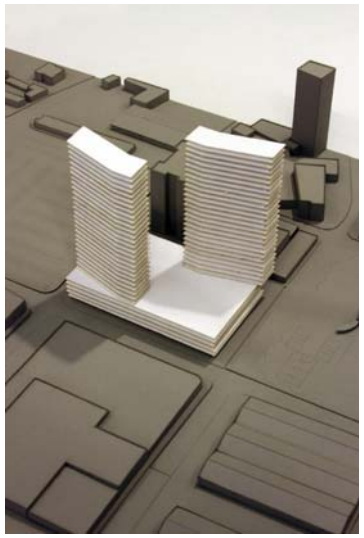
Forest City, with our design team, has undertaken an interrative design process. The follow images take you through our process to a final version that has accomplished our intended goals. We believe the vision we have created will dramatically change not only Honolulu's skyline, but our society. By providing compelling work-force rental housing in a beautifully designed and carefully considered mixed-use development, Forest City and HCDA can create a better Kaka'ako and Honolulu.

Early Form Studies

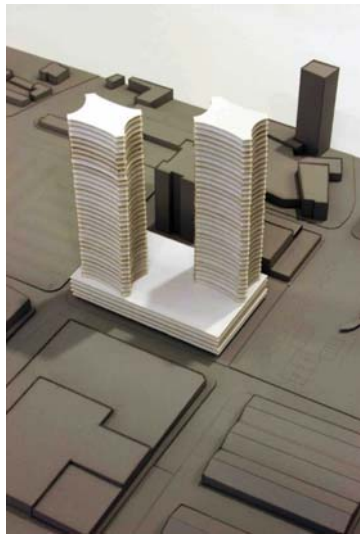


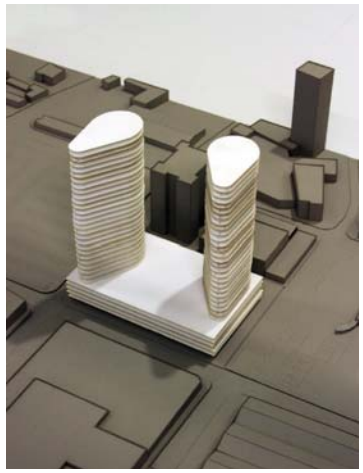
Early Tower Options

BAR

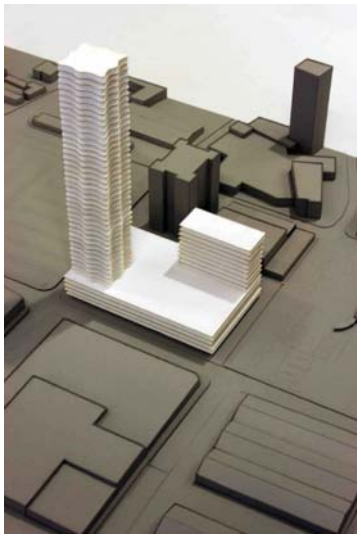


TWINS

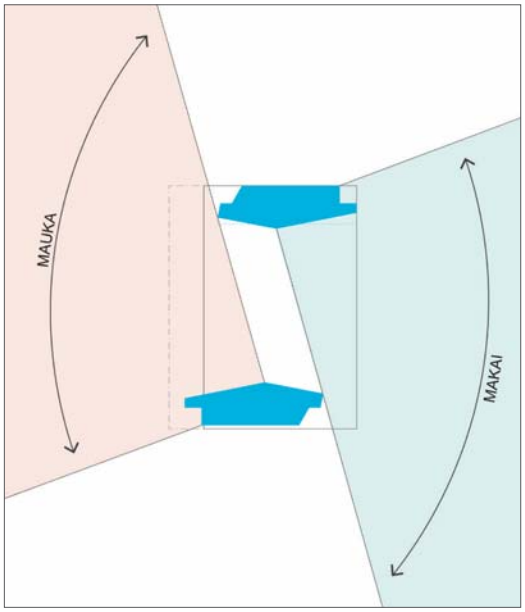


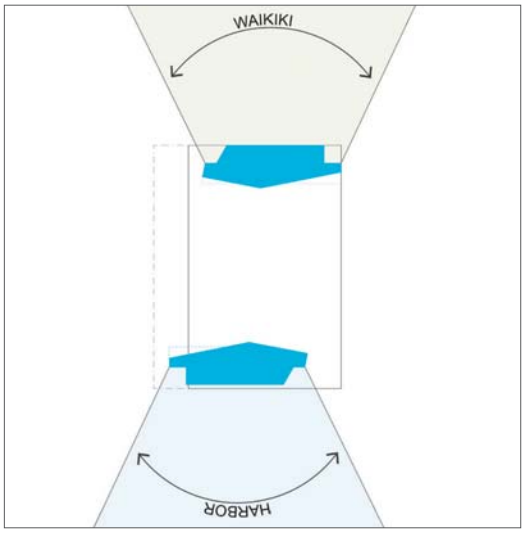


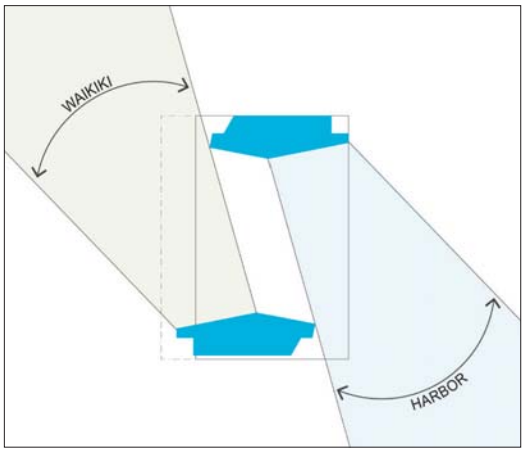
POINT



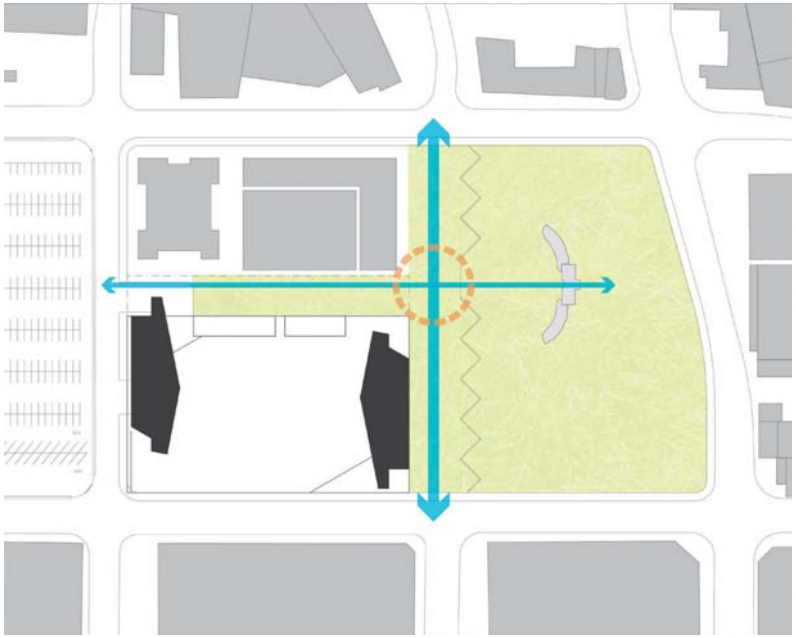
Tower Alignment Diagrams



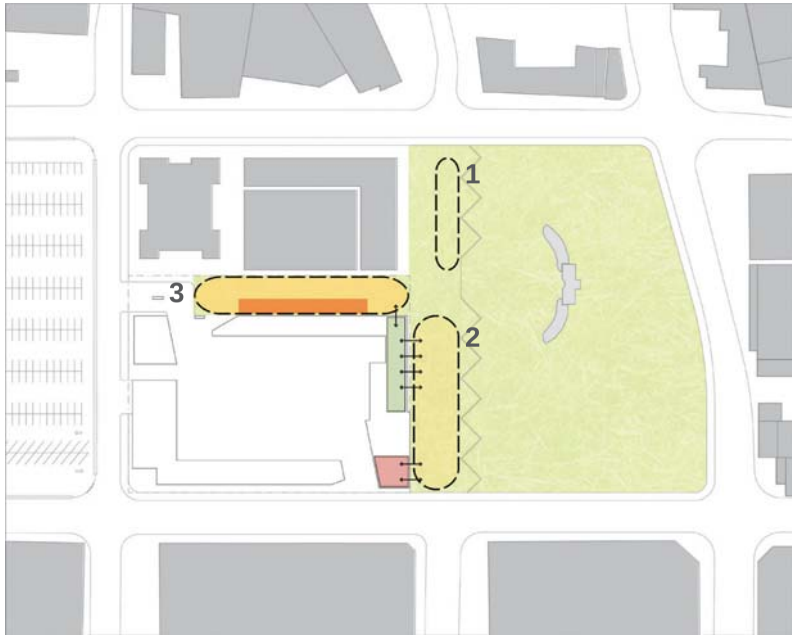




Green Space



Axes of Green Space



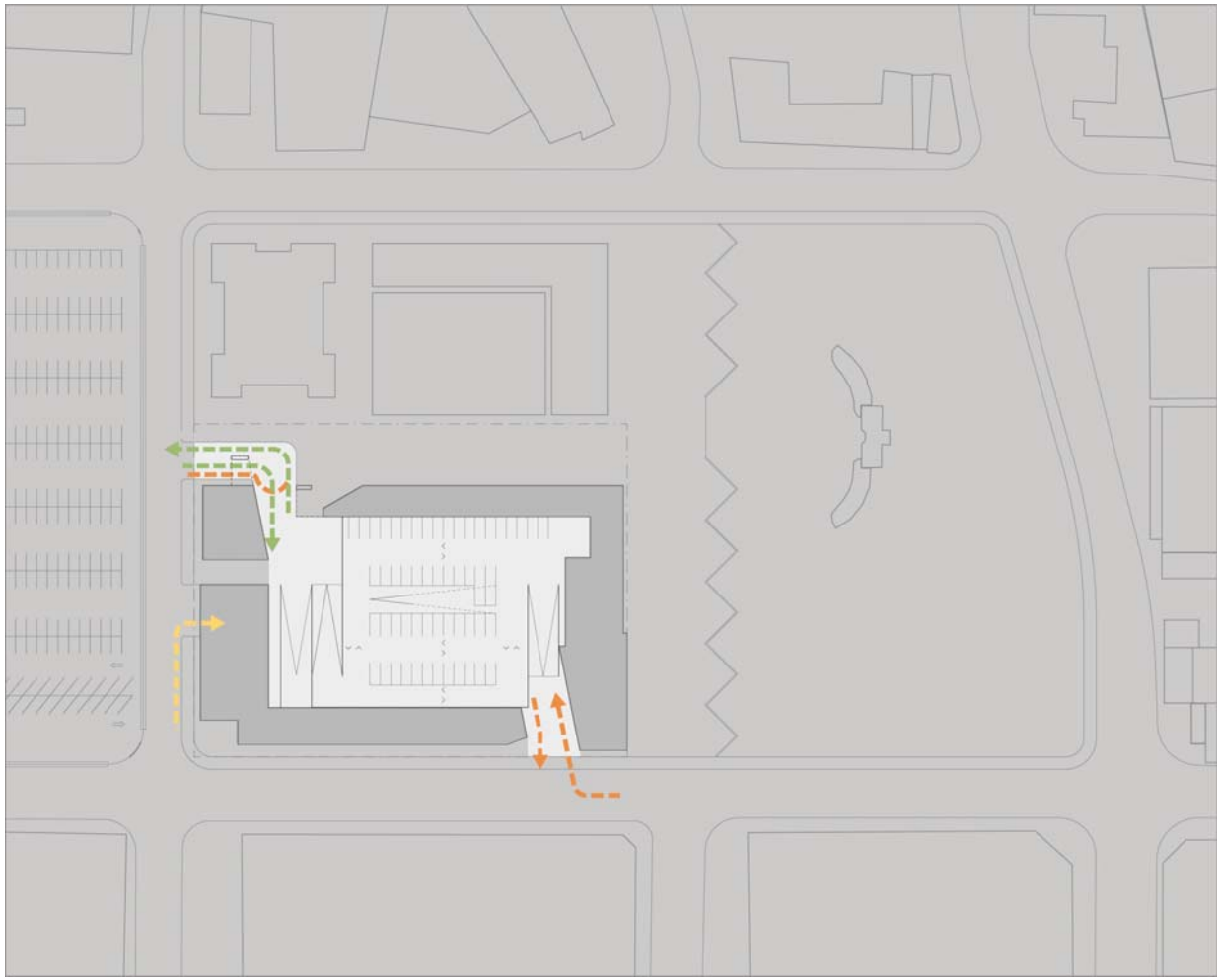
Zoning of Green Space

Community Space

Food and Beverage

1. Vender Stalls
2. Outdoor Dining and
   Outdoor Community Activity Space
3. Townhome Entry

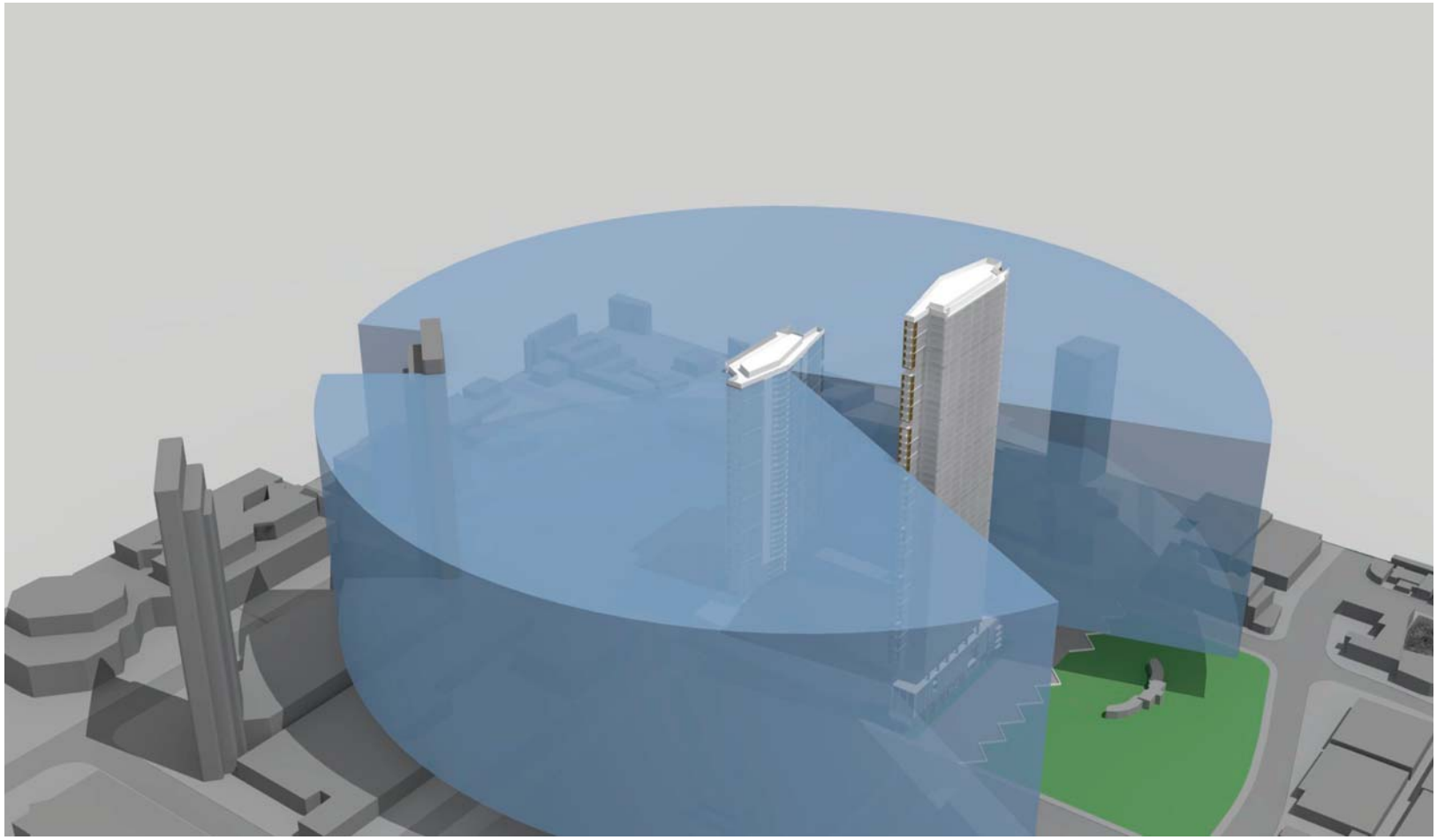
Vehicular Circulation



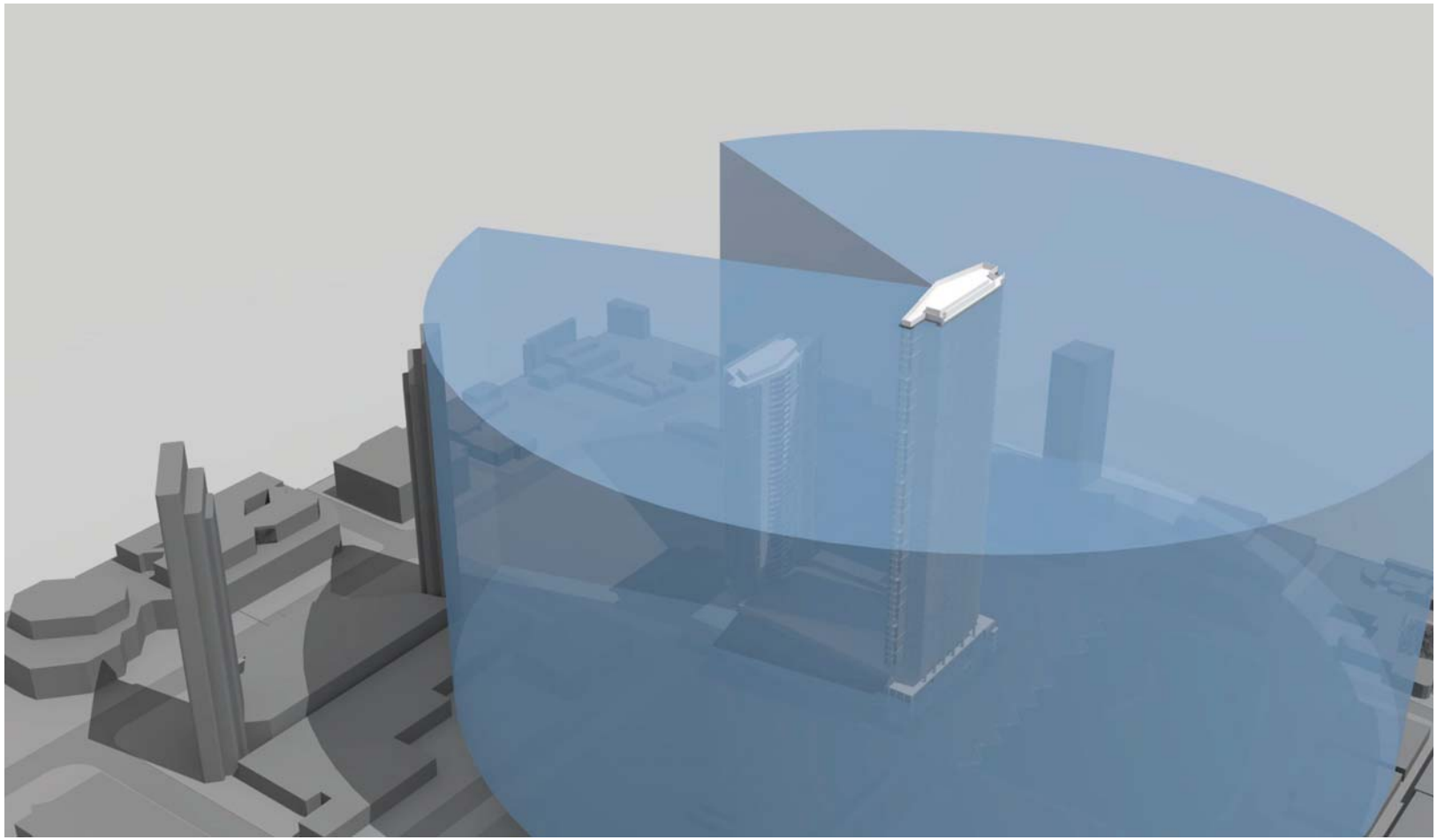
Optimal Tower Orientation

Mauka-Makai

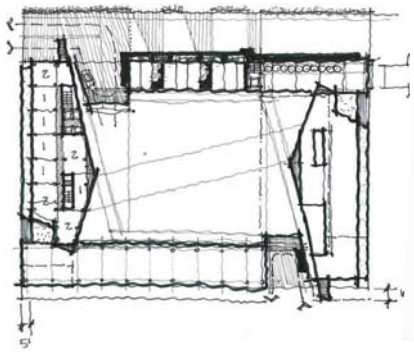
Tower Views

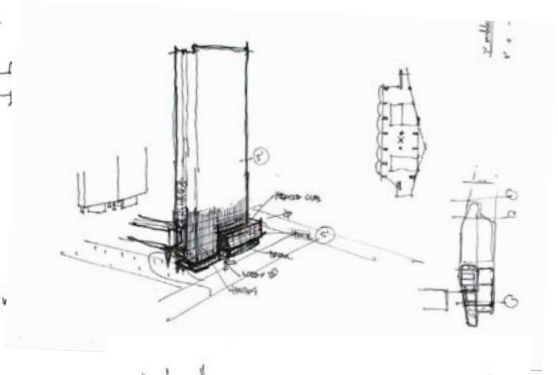


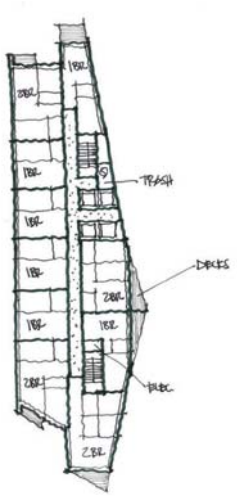
Tower Views

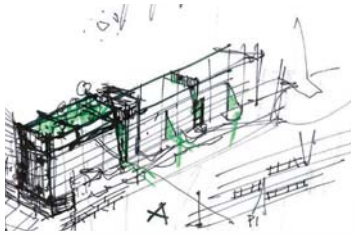


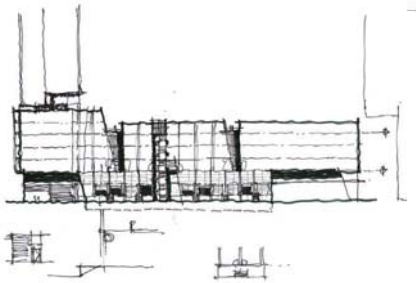
Concept Sketches

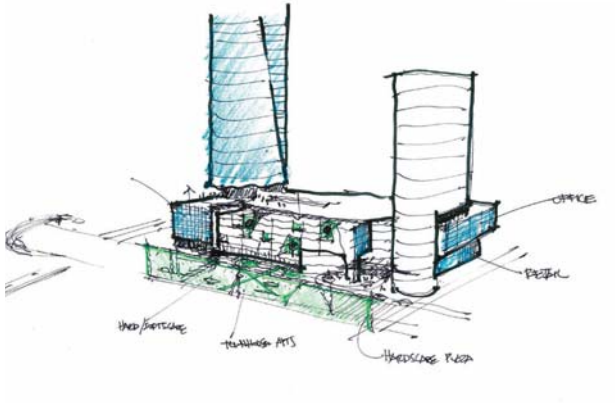


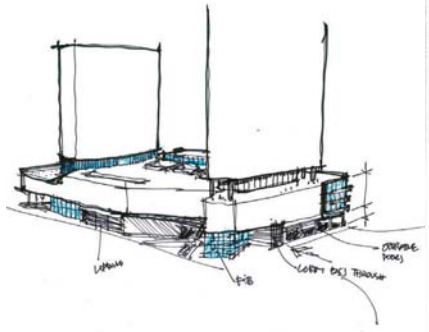


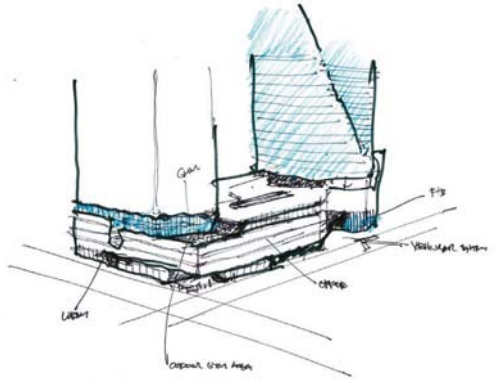




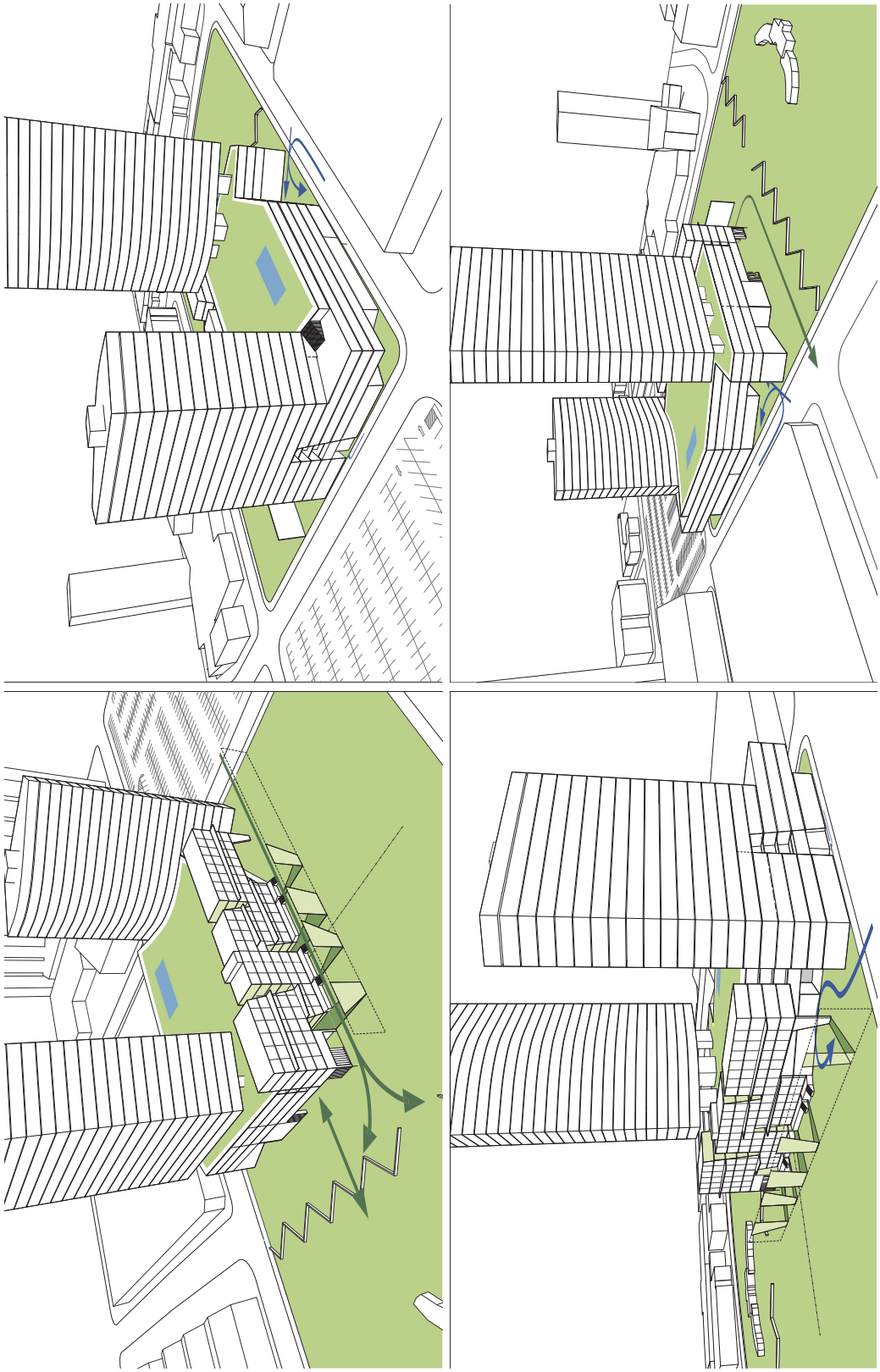




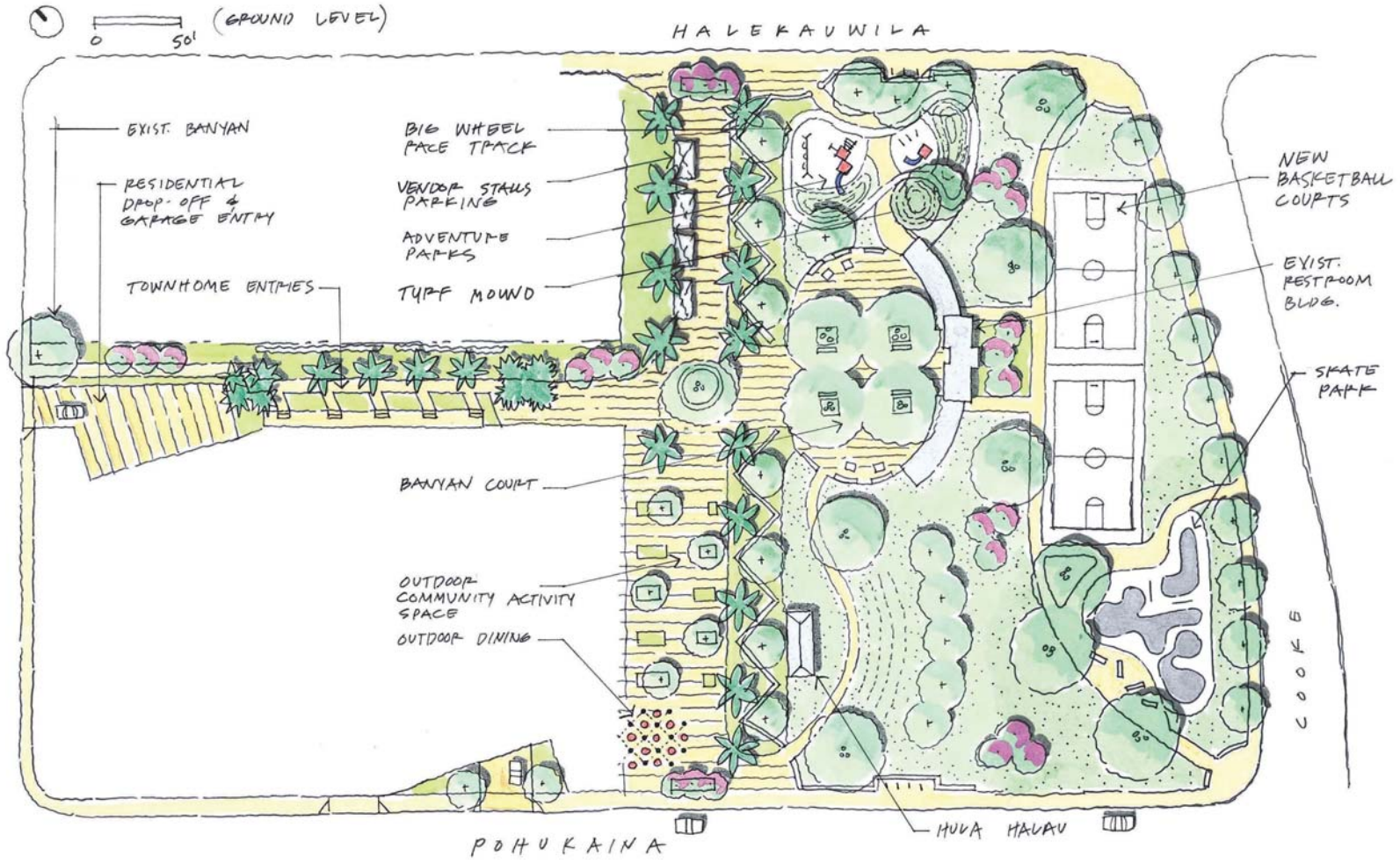




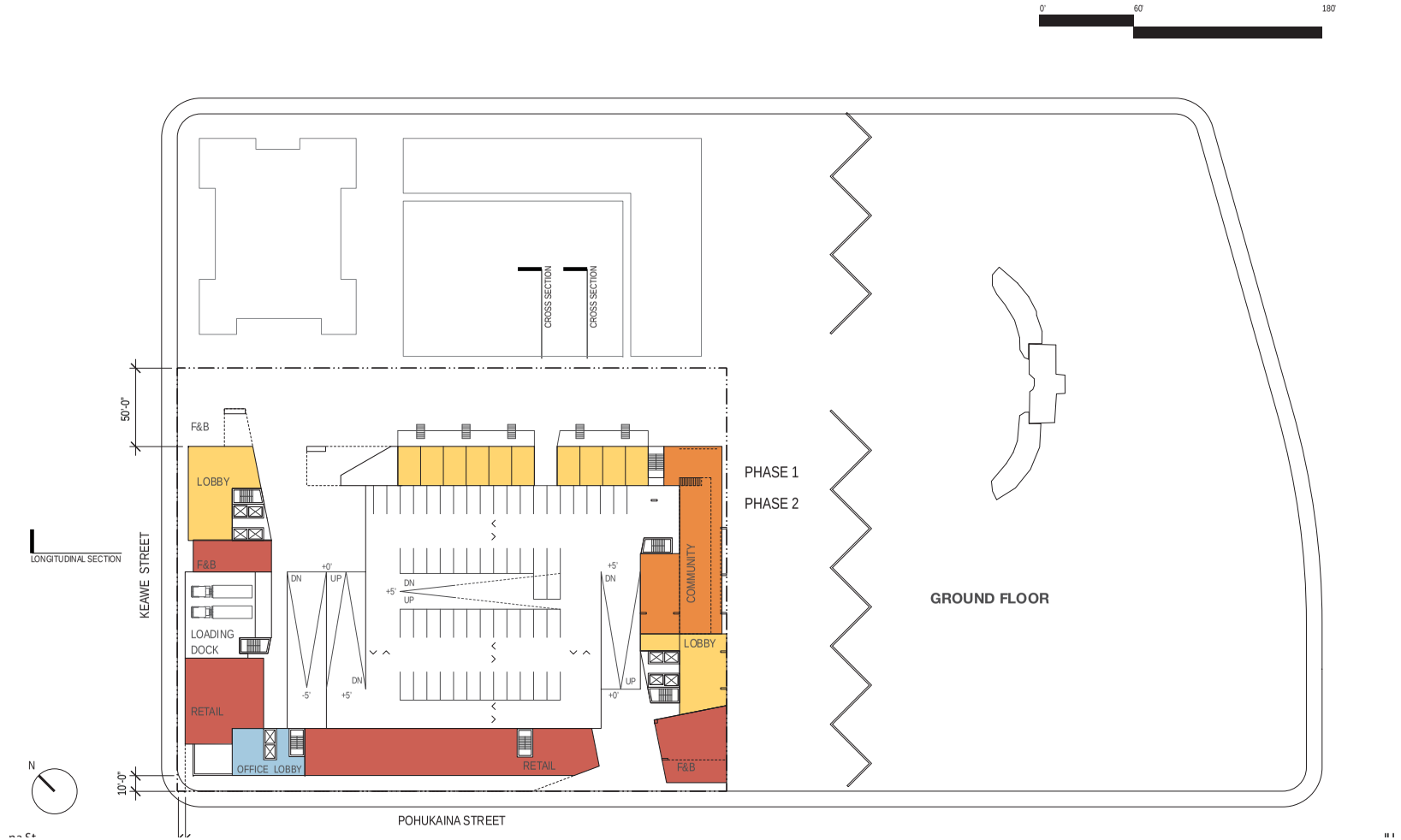
Concept Diagrams



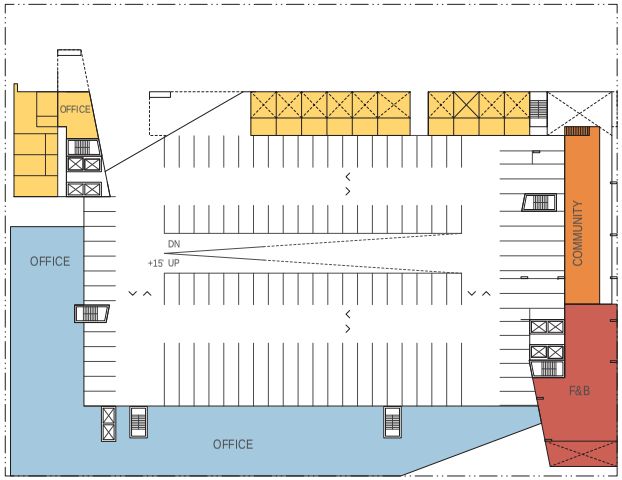
Site Plan


(GROUND LEVEL)
0
50'
HALEKAUWILA
EXIST. BANYAN
RESIDENTIAL DROP-OFF & GARAGE ENTRY
TOWNHOME ENTRIES
BIG WHEEL RACE TRACK
VENDOR STALLS PARKING
ADVENTURE PARKS
TURF MOUND
BANYAN COURT
OUTDOOR COMMUNITY ACTIVITY SPACE
OUTDOOR DINING
NEW BASKETBALL COURTS
EXIST. RESTROOM BLDG.
SKATE PARK
COOKE
HULA HALAU
POHUKAINA

Ground Floor Plan

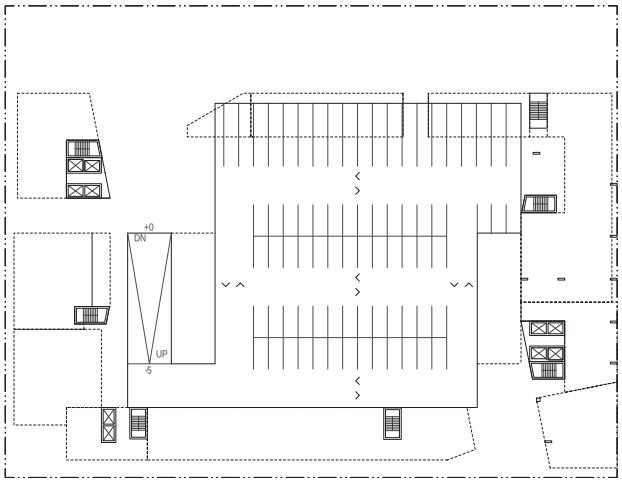


Lower Level Plan – Level 2 Plan



PHASE 1
PHASE 2

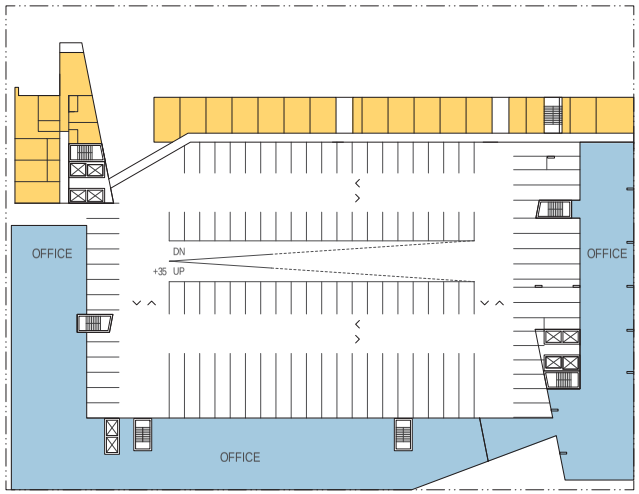
LEVEL 2



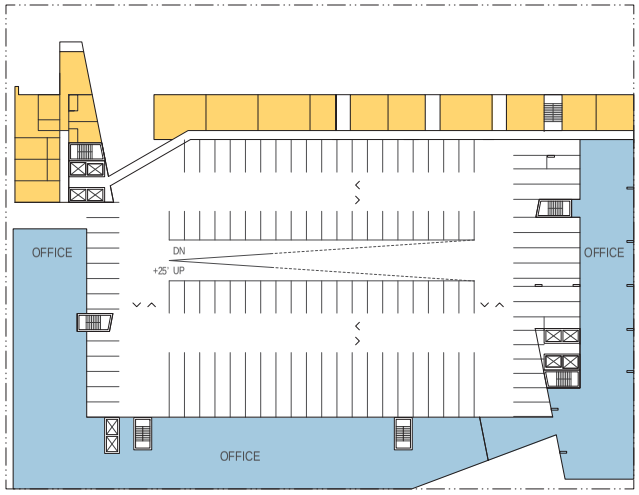
PHASE 1
PHASE 2

LOWER LEVEL

Level 3 Plan – Level 4 Plan

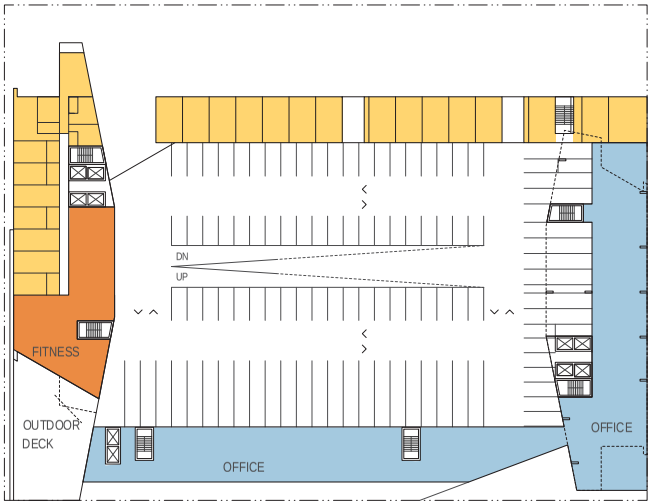


LEVEL 4

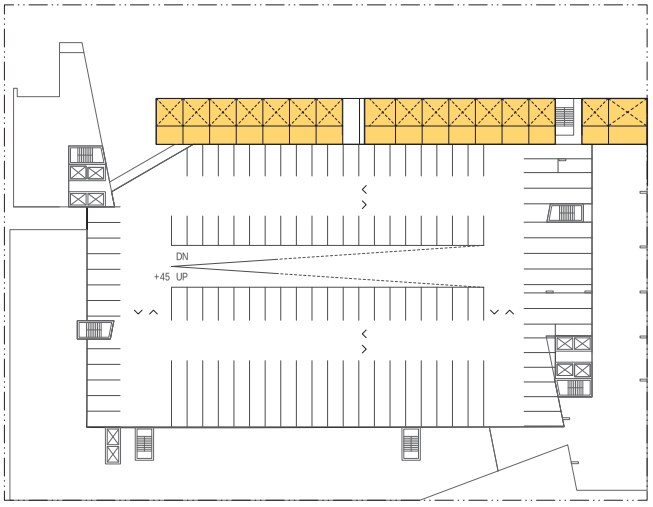


LEVEL 3

Level 4M Plan – Level 5 Plan

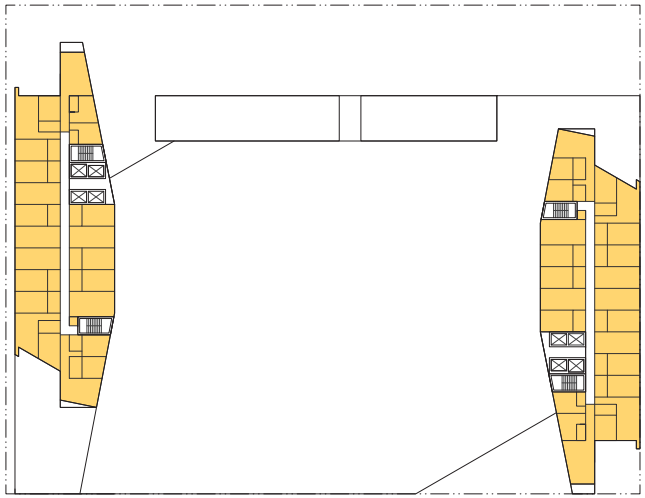


LEVEL 5

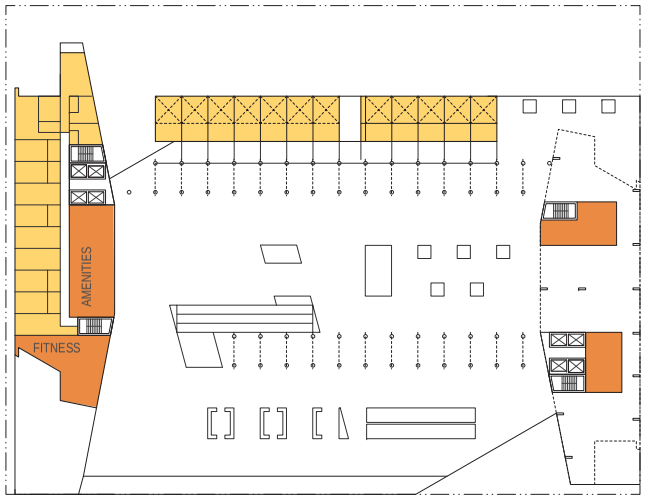


LEVEL 4M

Level 6 Plan – Level 8 and Above

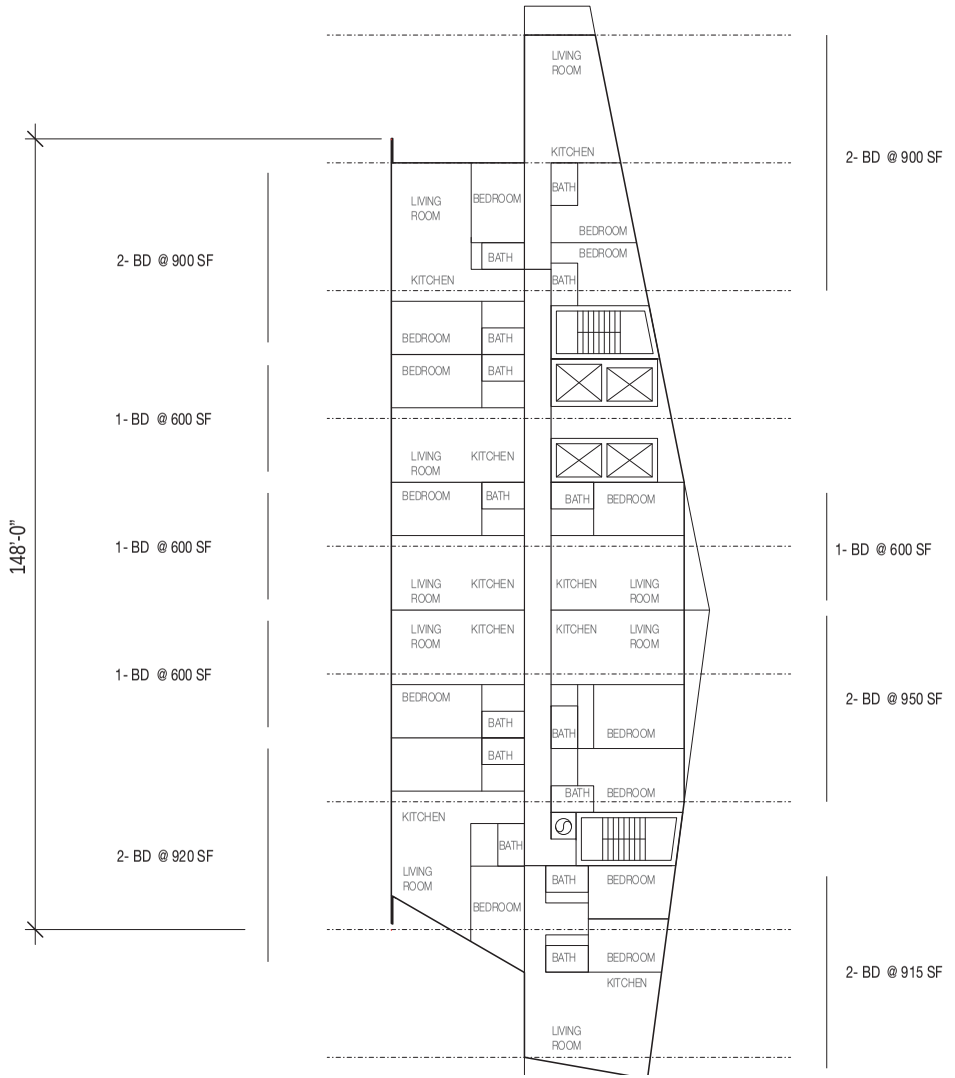


LEVEL 8+



LEVEL 6 - PLAZA

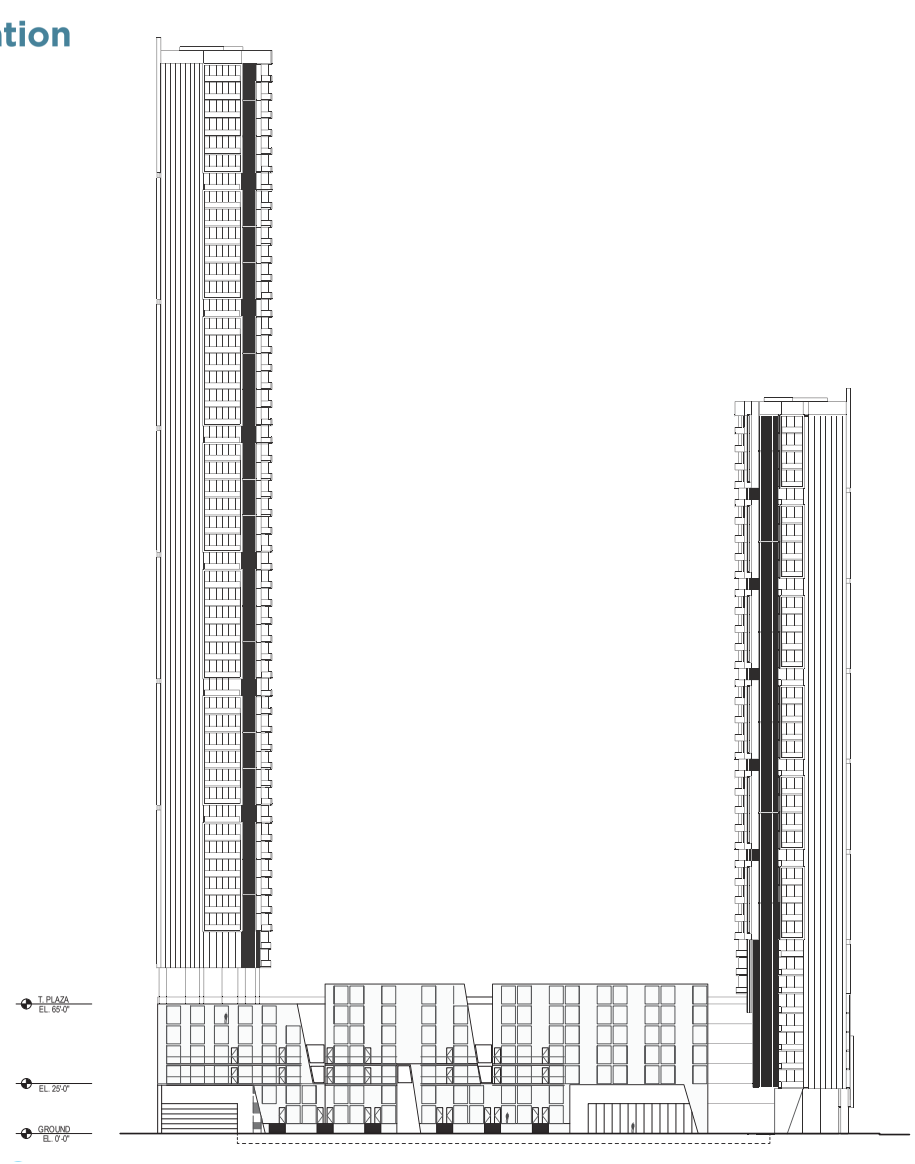
Tower Plan



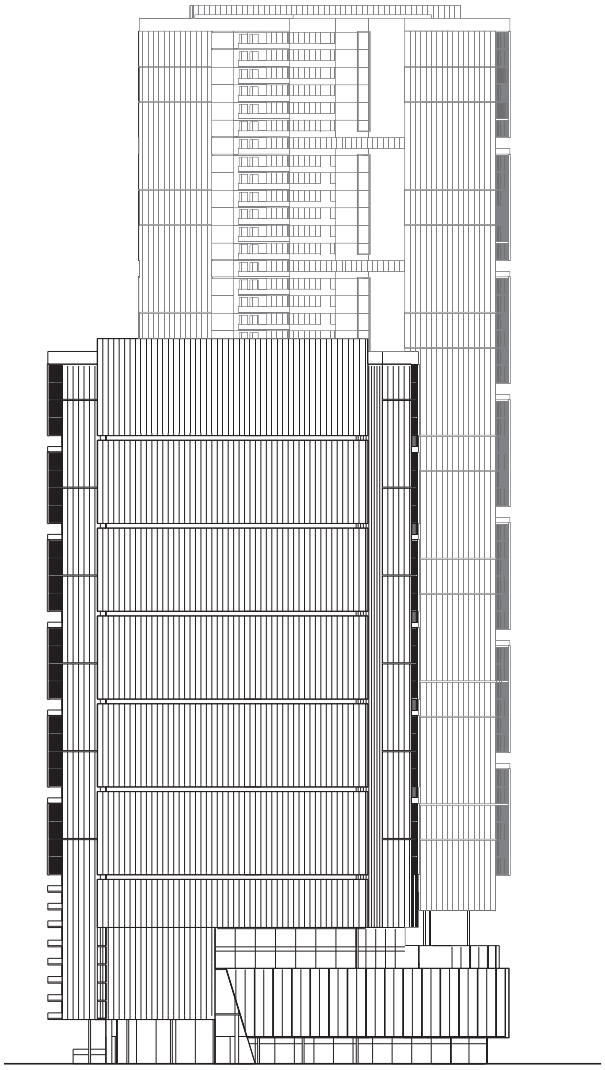
8600 SF FLOOR

955 GROSS SF PER UNIT

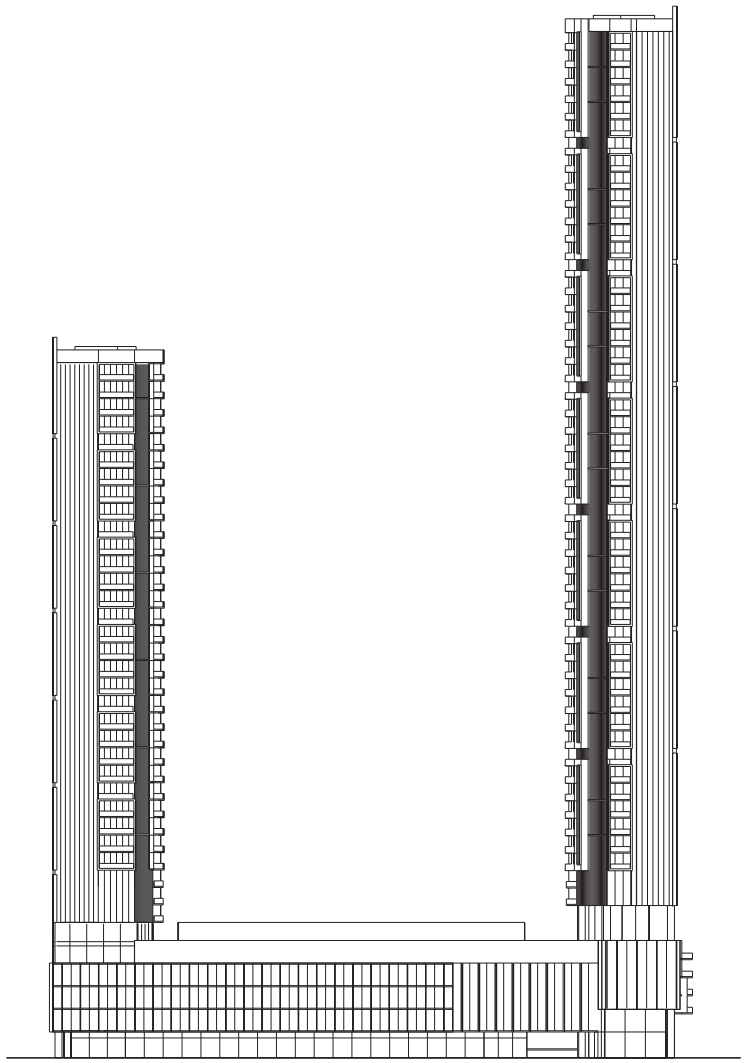
North Elevation



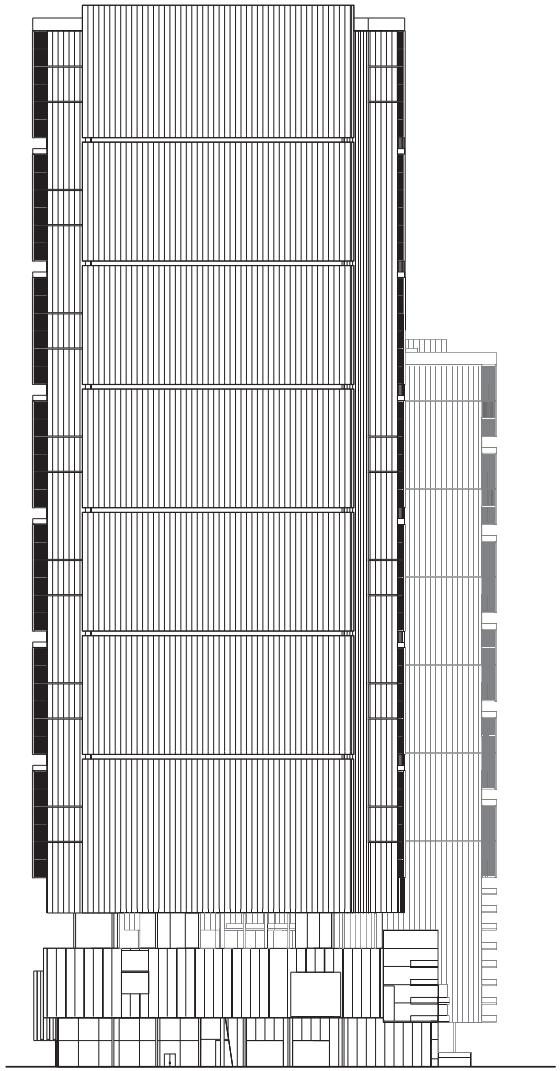
West Elevation



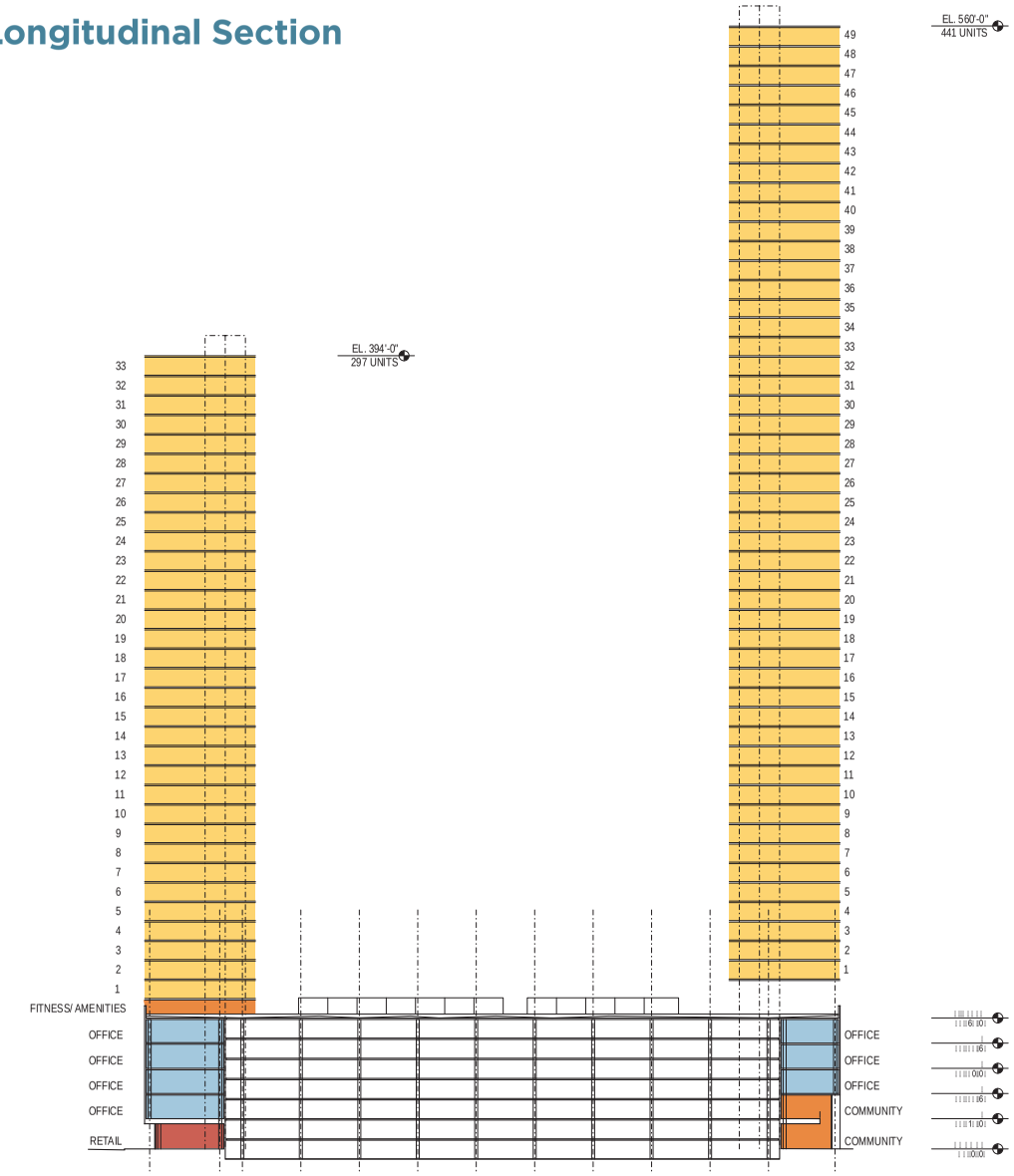
South Elevation



East Elevation

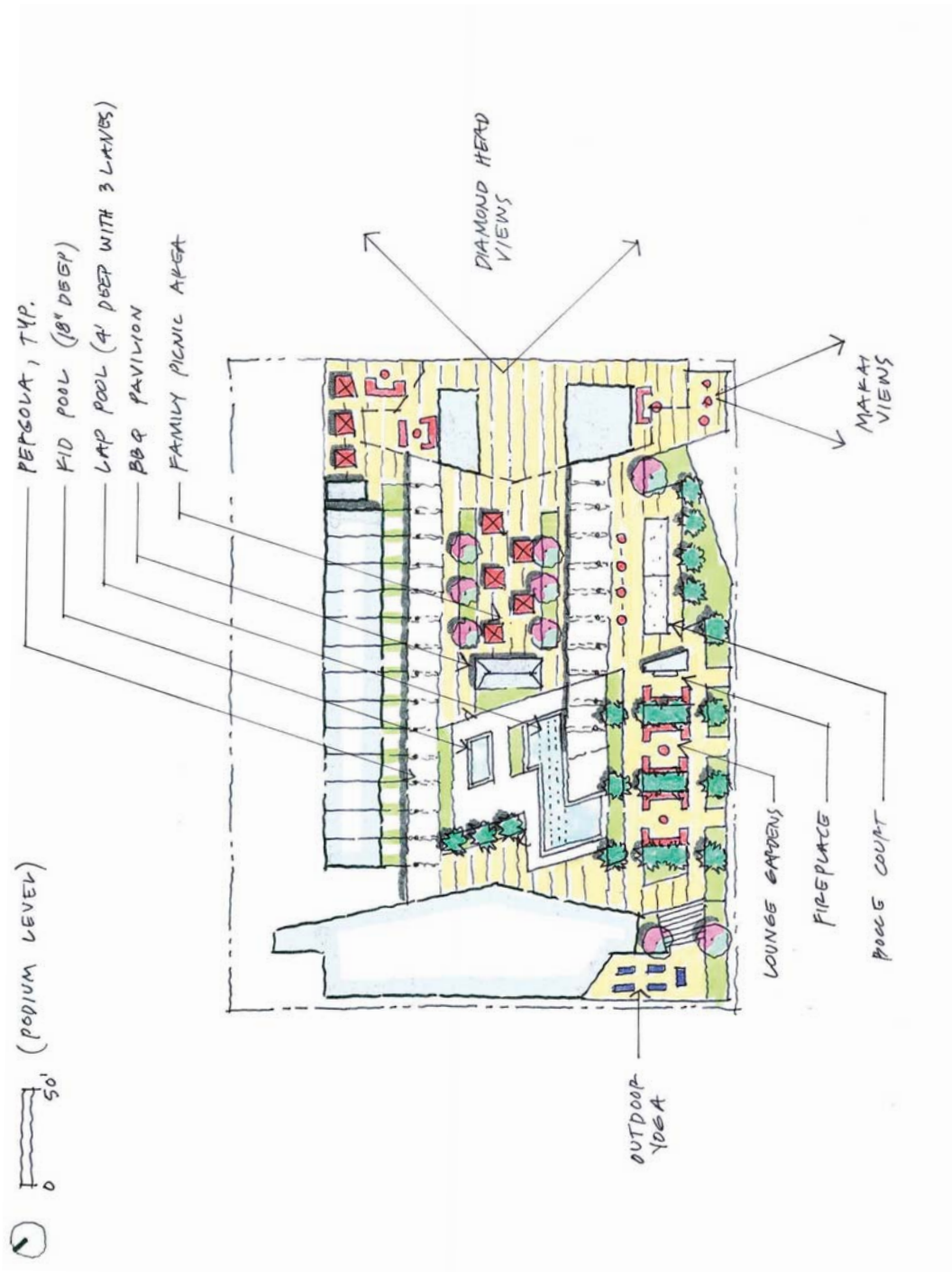


Longitudinal Section



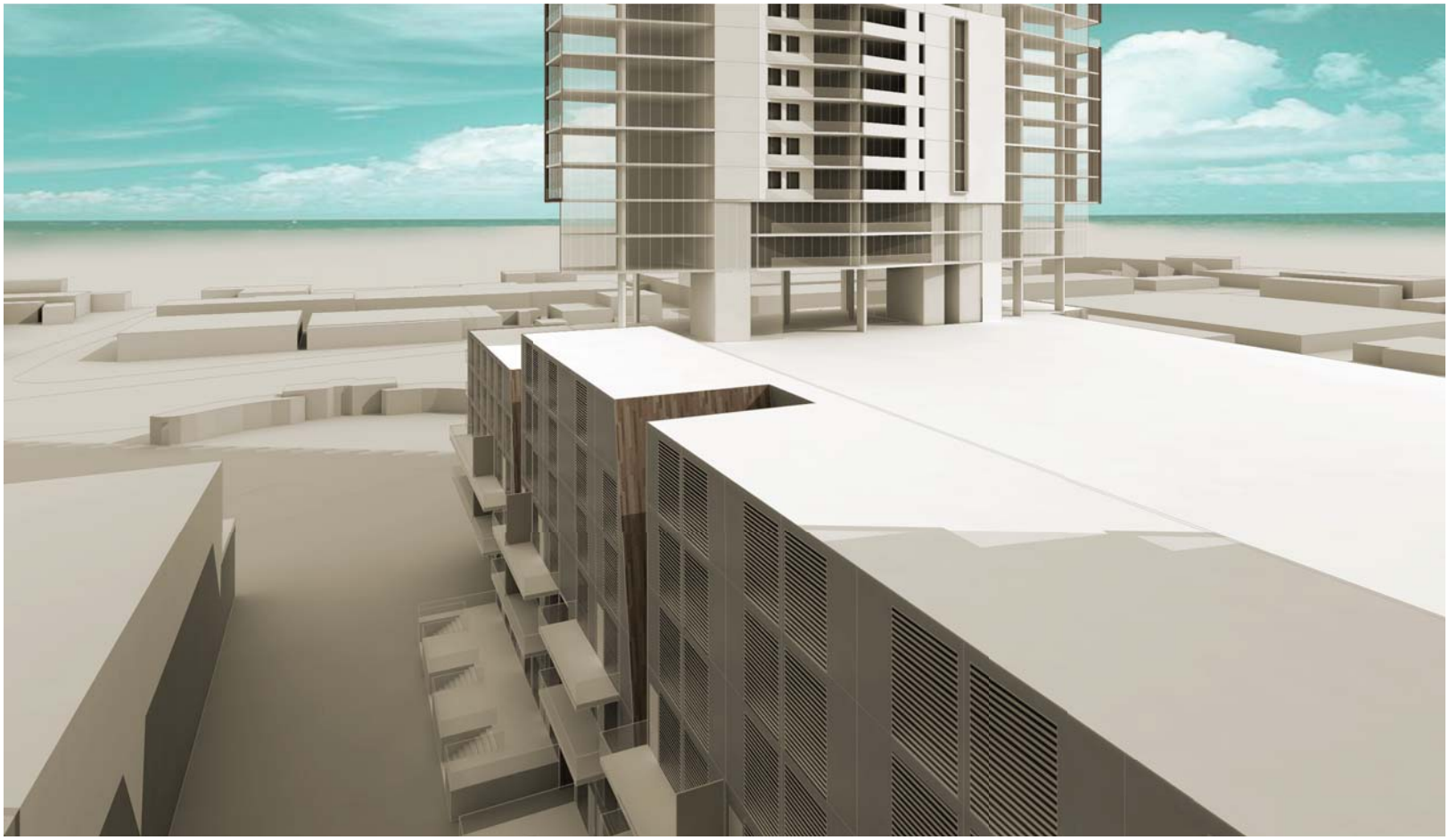
Cross Sections

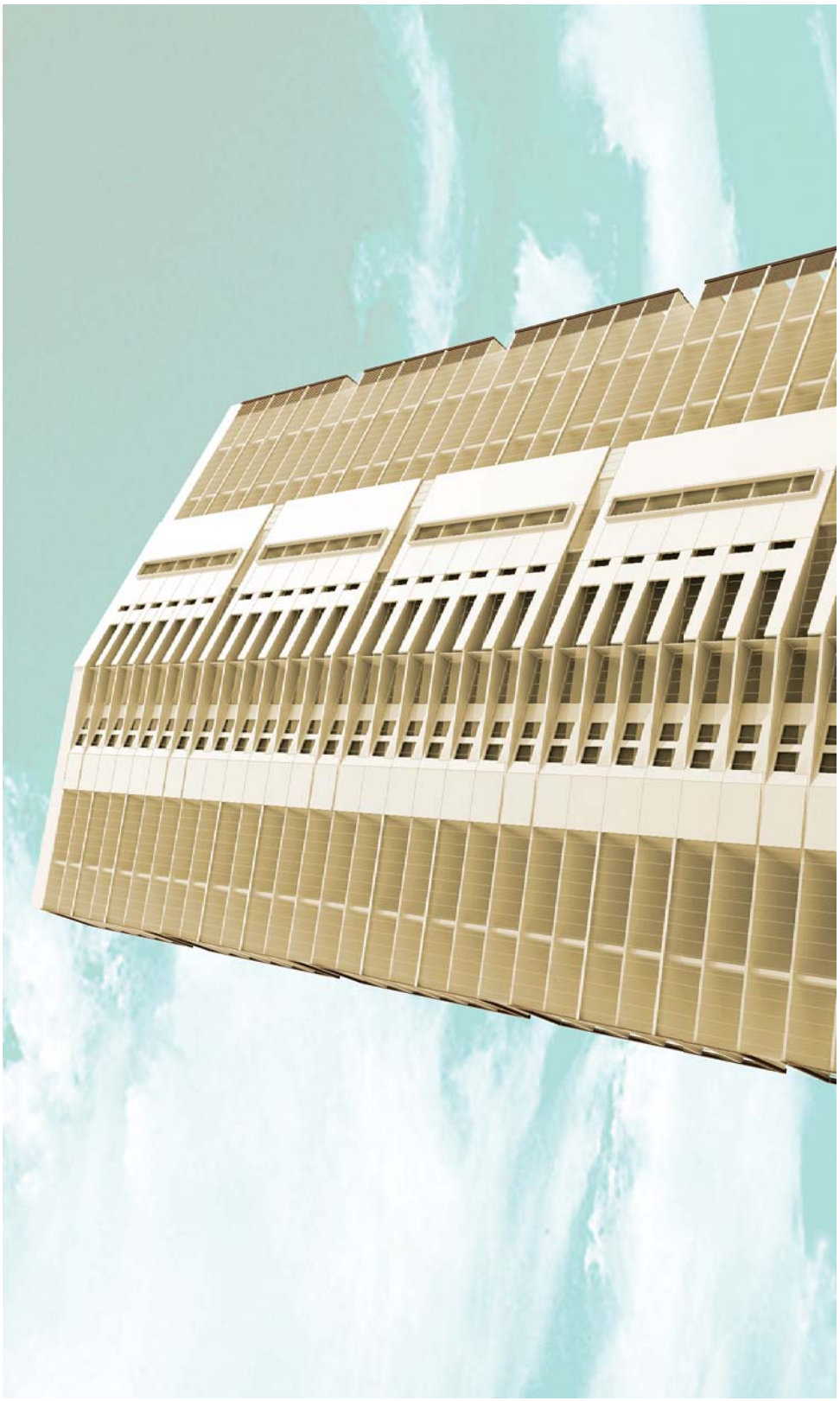
Podium Level Plan



View along Keawe Street

Podium Leve Aerial Looking Toward Mother Waldron Park





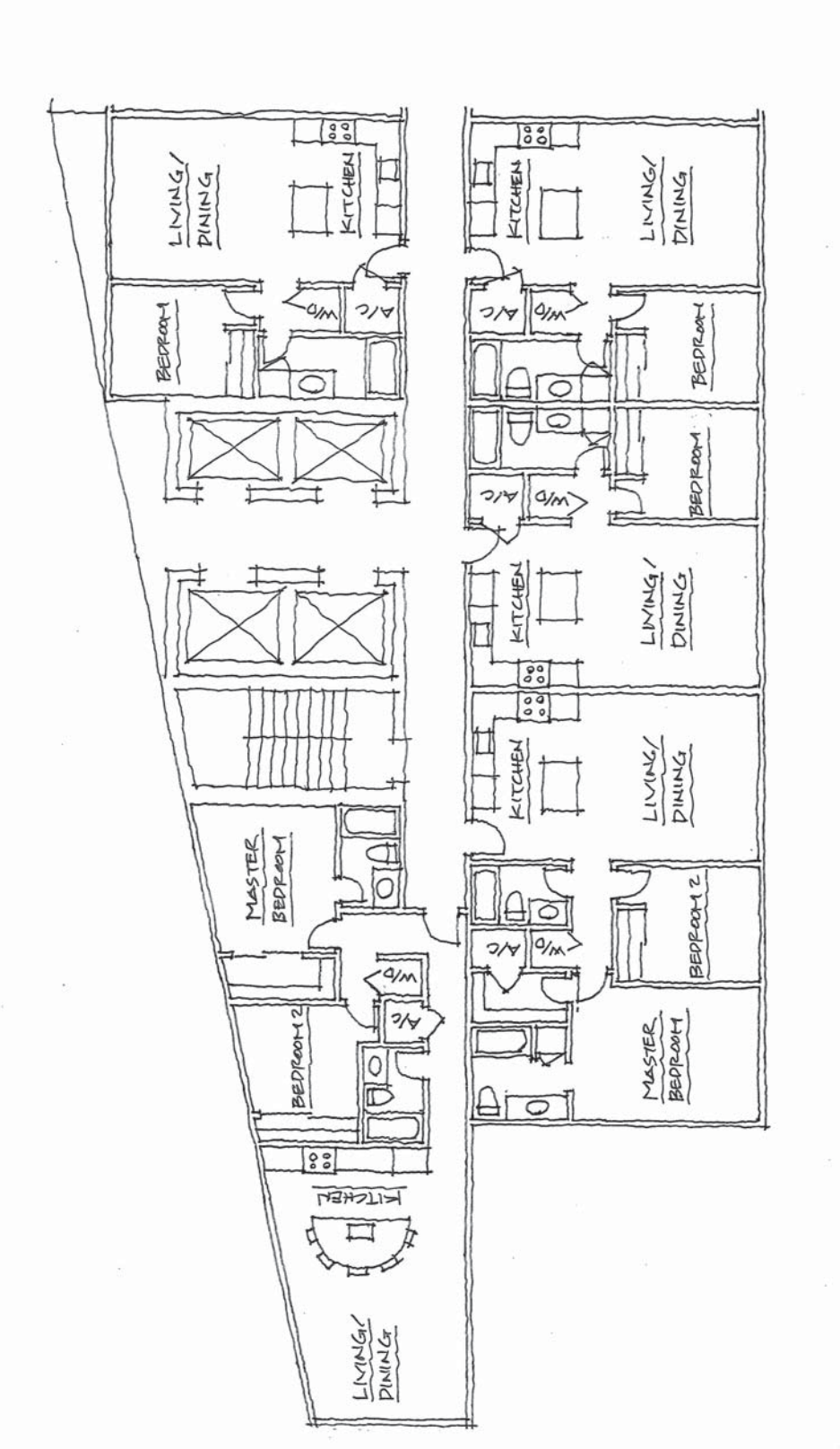
Tower Crown

Mauka View Down Coral Street

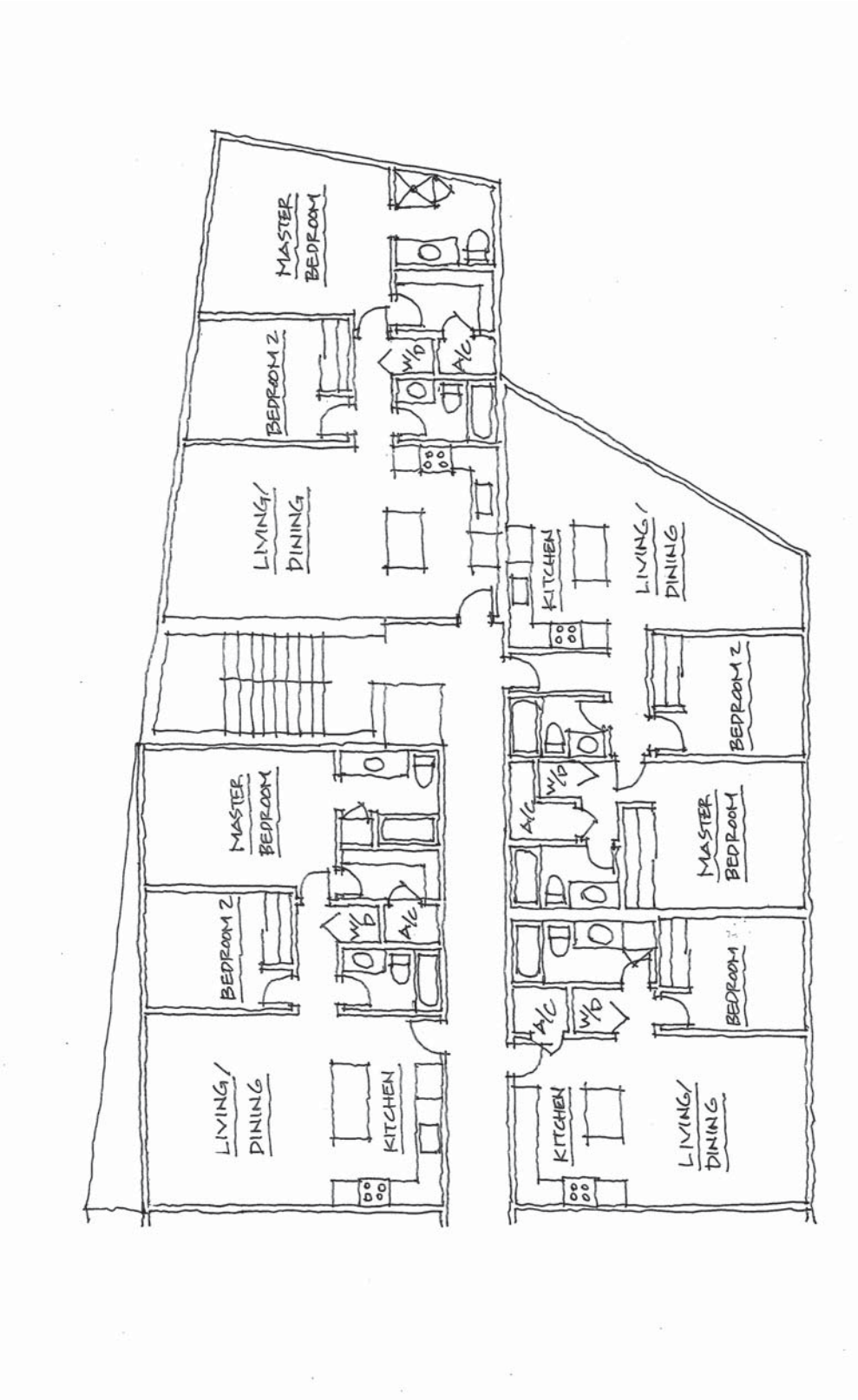
View from Waldron Mother

Aerial From Mother Waldron Park

Concept Unit Plans



Concept Unit Plans



C. Business Plan

By proposing a rental community at 690 Pohukaina, Forest City can structure a transaction that will fulfill the important mission of housing Hawaii's workforce in as expedient a manner as possible.

Rental properties are financeable on lease-hold land. Forest City is proposing to lease the property under the proposed development from the State of Hawaii rather than go to the legislature or use other agencies to create a fee simple sale. The fee simple sale of State land can be an involved process and is invariably controversial. Our business plan is predicated on a serious effort to provide housing early. A fee sale injects a level of risk into the transaction that is not easily calculable, and Forest City would like to avoid this risk.

We have also put together a plan with two architecturally significant towers. Our phasing plan will allow us to build a first tower at a height that is in conformance with the existing Kaka'ako height limit. By building an architecturally significant first phase that will also provide a significant portion of our proposed housing, we mitigate risk and can begin to create a better community and Kaka'ako without taking on the entitlement process for the taller of the two structures.

For too long Hawaii has only provided:

- architecturally significant buildings that are largely for purchase by non-residents,
- uninspired for-sale condominiums for local residents who choose to live in town, and
- rental housing primarily for only our most needy.

Both towers at 690 Pohukaina are architecturally significant and will contain a range of rental residences. We do not believe that we should segregate populations of people into buildings of different quality and aesthetics, but should rather create one market-driven community of work-force housing that will respond to the health of Hawaii's economy.

For the first five years of operations, the rents at 690 Pohukaina will be set at a level that will qualify as reserved housing under HCDA's mauka rules. Ultimately the economics of 690 Pohukaina will be driven by market demand. If rents are too high for a broad section of Hawaii's market, rents will decrease, if the rents are too low because our community and our economy are thriving, rents increase. This project will not cater to rich residents from the US mainland and Asia as they will not likely sign leases in an apartment building. The wealthy non-resident population will rather be a market for the significant volume of planned condominium towers in the development pipeline.

Hamel Mill Lofts, Haverhill, MA

Market Analysis

Forest City has studied the Kaka'ako market since 2008 and performed in-house studies and engaged with third-party market analysts RCLCO, Colliers, and the Concord Group. Our proposal has significant residential and non-residential components each of which has slightly different, very important components.

RESIDENTIAL APARTMENTS

Forest City currently owns and operates over 6,000 rental homes in the State of Hawaii by way of our partnership with the United States Navy. As a part of that operation, we perform monthly market analyses and our rents are set annually by way of a market analysis of all of the rental housing in the State of Hawaii. Because most of our housing is in the Pearl Harbor area, we are very focused on the health of the Hawaii rental market in town.

In addition to the studies that we regularly perform for the overall market, we have performed specific studies for Kaka'ako. All of our studies indicate that a well-built, well-located apartment community can sustain rental rates that are at approximately the level of Honolulu County's reserve housing required rent level of 140% of median.

2012 Affordable Rent Guidlines

Affordable rents are based on 30% of income (including utilities**)						
Area	$82,700	Studio	1 Bedroom	2 Bedroom	3 Bedroom	4 Bedroom
Honolulu County						
30% of Median		$540	$579	$695	$803	$896
50% of Median		$901	$965	$1,158	$1,339	$1,493
60% of Median		$1,081	$1,158	$1,390	$1,607	$1,792
80% of Median		$1,442	$1,545	$1,854	$2,143	$2,390
100% of Median		$1,447	$1,550	$1,860	$2,150	$12,398
120% of Median		$1,736	$1,860	$2,232	$2,580	$2,878
140% of Median		$2,026	$2,170	$2,605	$3,010	$3,357

**Please note that our market rents may be lower than these rent guidlines*
***Monthly rent level would include the cost of the following utilities: water, sanitary sewage services, electricity and gas (where applicable). Please refer to the Utility Allowance Schedule for each island.*
Based on 2012 median income established by HUD.

In 2008, a RCLCO study commissioned by Forest City and Kamehameha Schools for Kaka'ako indicated that market rents for a new apartment project built in Kaka'ako could, with individually metered utilities, achieve the following rents.

2008 Average Rent per Square Foot of Proposed Apartment Program is $3.09

Unit Type	Unit Size (SF)	Unit Mix	Average Rent	Average Rent/SF
Studio	500	30%	$1,600	$3.20
Small One-Bedroom	600	15%	$1,940	$3.23
Medium One-Bedroom	700	15%	$2,190	$3.13
Large One-Bedroom	800	15%	$2,440	$3.05
Small Two-Bedroom	900	15%	$2,690	$2.99
Medium Two-Bedroom	1,000	5%	$2,960	$2.96
Large Two-Bedroom	1,100	5%	$3,200	$2.91
Total/Average	**705**	**100%**	**$2,177**	**$3.09**

- *Assumes that one apartment project at the subject site would consist of 200 units.*
- *Percent distribution among the unit types is derived from the annual demand by price range as seen in Exhibit 9*
- *Average rent calculated by adjusting local comparables (shadow rental market and apartment market) by age, amenities, location, execution, and product type. See Exhibit 3*

At the time that the RCLCO study was initiated, the proposed rental rate was in excess of the suggested HUD rents for households earning 140% of the median income. Rents from the time that the study was initiated have increased approximately 9%. The chart below extrapolates the RCLCO rents to be applicable to today and compares those rents to Honolulu's reserved housing guidelines.

Unit Mix	Unit SF	Reserved Housing Rent Level	Reserved Rent Level Less Utility Allowance	RCLCO Rents normalized for 2012 - 9% growth	Initial Rental Level Compared to Market
One BR, 1 BA	600	$2,170.00	$2,086.00	$2,114.60	1.37%
Two BR, 2 BA	930	$2,605.00	$2,496.00	$3,030.96	21.43%

Forest City intends to set our rents at or below the HUD suggested reserved housing rents for the first five years of operations. By setting our rents at a level that will be affordable to households who earn approximately 140% of the median income, we are accomplishing an important objective and we are creating housing for a deep market of potential residents. As mentioned earlier and consistently, this project is not intended to have a floor or a cap on the rents that can be charged. After the first five years of operations, we will allow the rents to raise and fall to meet market demand. However, all of Forest City's studies, all of our externally performed studies, and Honolulu's housing policies indicate that making rents affordable to households with incomes at 140% of median will house a deep market composed of Hawaii's work force.

NON RESIDENTIAL USES

By creating a phased development plan with non-residential uses that have flexible locations, the project can respond to market demands and the continuing design process. The RFP has provided a very specific design program for the non-residential uses and, as indicated below, our proposal has largely accommodated the requested mix.

Requested Non-Residential Uses	Requested Square Feet	Provided Non-Residential Uses	Floor	Difference	Underwritten Rent
Civic Space	25000	25000	G, 2, 3, 4, 5	0	$0.75
Community Space	10000	10000	G, 2	0	$0.75
Commercial Space	30000	13300	G	-16700	$3.75
High-Tech Incubator	30000	30000	G, 2, 3, 4, 5	0	$1.50
Total	95000	78300		-16700	

The civic space, high-tech incubator space, community space, and other office space is highly fungible and can move within the non-residential areas of the building as we move from conceptual drawings to more advanced sets depending on exactly what the ultimate uses will be. As non-residential uses in a landmark building, they will have a market advantage.

The major difference between our non-residential program and the program suggested by HCDA is that Forest City is providing less retail space than requested. While all of the non-residential uses are dilutive to the overall economics, retail is an important contributor to a vibrant street provided that it is treated carefully. The ground-plane is critically important to the success of the whole community, and dysfunctional retail can damage the success of the whole community. If Forest City were to place retail in areas without street frontage we could have created the suggested amount of retail. However, we have instead placed community space and residential uses in those areas where retail would have been challenged. Community uses and residential lofts will provide an interesting and vibrant ground-plane experience where retail will fail.

The other HCDA suggested solution that could have created more retail space would have been the inclusion of a large grocer. Grocers have parking requirement and functional requirements that do not fit the type of building that Forest City intends to construct. It is highly doubtful that 690 Pohukaina will attract the type of large format grocer that we would desire for our residential community, and the functional requirements of the grocer would add costs that would significantly impact our ability to provide a compelling work-force housing solution for the people of Hawaii. A small format grocer would be a wonderful addition to our mix and can fit within the proposed foot print.

Colliers has studied the Kaka'ako market on behalf of the 690 Pohukaina Team and has provided information on both the office and retail markets. The summaries are provided below.

RETAIL MARKET:

Colliers International annually tracks approximately 100 retail properties in Hawaii. The company records current rents, vacancy levels, and current expense levels to determine trends in the retail marketplace. Sources anticipate that the Kapiolani-Kaka'ako retail market area is transitioning to a period of rental rate appreciation. Economic trends and forecasts indicate steady improvement with gross state product, real personal income and job growth indicators posting gains for 2014-2015.

The tourism sector has shown gains in both 2011 and 2012. Air arrivals, hotel occupancy, and spending have all shown increases in both years, which helps drive the retail sector and the entire State economy. Retail sales for 2011 were up over 2009 by 19%.

In the first half of 2012, there has been significant absorption in the retail marketplace keeping the vacancy rate at near 4% for the third consecutive year.

Within Kaka'ako the addition of TJ Maxx is positive as it creates more retail magnetism, and increases retail traffic for other retail stores. The smaller, entrepreneurial, retailers that Kamehameha has been encouraging in Kaka'ako have also added vibrancy and a sense of place for the area. As both economic and market factors are projected to continue to improve, retail rental rates will stabilize, and should begin to increase. Drawing information from all Collier's sources the rental rate projection for 2014-2015 should be in the range of $3.30 to 3.60psf/month NNN. A conservative range of rents would be $2.50 to $4.00psf/month NNN. These rents will apply to uses from apparel and gifts, to service retailers such as cell phone stores, financial institutions, and convenience stores.

690 Pohukaina will be anchored by a large 5,300-square-foot restaurant. Because we have provided ample ground-plane space, the restaurant will be encouraged to provide not only in-restaurant seating but service for customers who will sit at café benches, at the park, or take the food to go. A significant portion of the business will be residents. With a large restaurant as an anchor, day time office and other non-residential uses, 800 apartment homes, and very compelling spaces, the remaining 8,000 square feet of retail will have extraordinary advantages and will certainly receive market-leading rents.

Use	Expected Base Rents 2012	CAM 2012	Gross	Phase 1 Unreserved Parking	Built-out Unreserved Parking	TI Expectations Per Square Foot (5 yr term)
Anchor Restaurant	$4.00	$1.50	$5.50	Street	Street	$100
Street-front Retail	$3.50	.75	$4.25	Street	Street	$15

OFFICE MARKET SUMMARY

After five consecutive years of lost occupancy, vacancy rates for the Oahu office market rose to its second highest level in five years in the first half of 2012 standing close to 13.6%, however the market-place showed promise at midyear with positive absorption. The office sector faced significant contraction, resulting in more than 6,400 jobs being lost and more than 700,000 square feet of lost occupancy between 2007 and 2012. With this said, despite what appears to be a soft office market, the Kapiolani-Kaka'ako office market generated positive net absorption for the past two quarters. Typically, the Kapiolani-Kaka'ako office trade area leads other office submarkets and is a good bellwether for the rest of the island's office sector. Vacancy rates for this trade area were at 9.32% as of July 2012, and Kaka'ako was one of the strongest submarkets on the island.

The competitive set for this project in Kaka'ako consists of a handful of buildings such as Pacific Park Plaza, 677 Ala Moana, Waterfront Plaza and First Insurance Center. These are typically strong buildings in terms of occupancy with Pacific Park Plaza being the only asset underperforming relative to the market. Pacific Park Plaza's poor performance can largely be attributed to the lack of capital and slower than normal response time of the previous owner, which resulted in lost opportunities to gain occupancy in the challenging market from 2008-2011.

Primary competitors - Kaka'ako	Expected Base Rents 2012	CAM 2012	Gross	Unreserved Parking	Parking Ratio	TI Expectations Per Square Foot (5 yr term)
711 Kapiolani Blvd. (Pacific Park Plaza)	$1.35	$1.45	$2.80	$190.00	1/500 sf	$30-35
677 Ala Moana	$1.35	$1.39	$2.74	$125.00	1/500 sf	$25-$35
Hon Club*	$2.60	$0.00	$2.60	$130.00	1/500 sf	$25-$30
First Insurance Center	$1.60	$1.49	$3.09	$130.00	1/550 sf	$30-$35
Waterfront	$1.40	$1.49	$2.89	$175.00	1/500 sf	$30-$35
		AVG	$2.82	$150.00	1/500 SF	$25-$35
Subject Property	Expected Base Rents 2012	CAM 2012	Gross	Unreserved Parking	Parking Ratio	TI Expectations Per Square Foot (5 yr term)
690 Pohukaina	$1.50	$1.39	$2.89	$125.00	1/500 sf	$25

These numbers are based on the assumption of a five-year deal within 2012 market conditions for the surrounding Kaka'ako competitive set. Factors such as the size of tenant, creditworthiness of the tenant, length of term, functionality of office space, amenities, as well as initiatives implemented to keep operating expenses at a minimum will impact the gross rent, and more importantly, the NOI. We anticipate continued growth in the office market, which should be even healthier throughout 2013, 2014, and 2015.

COMMUNITY AND CIVIC SPACE:

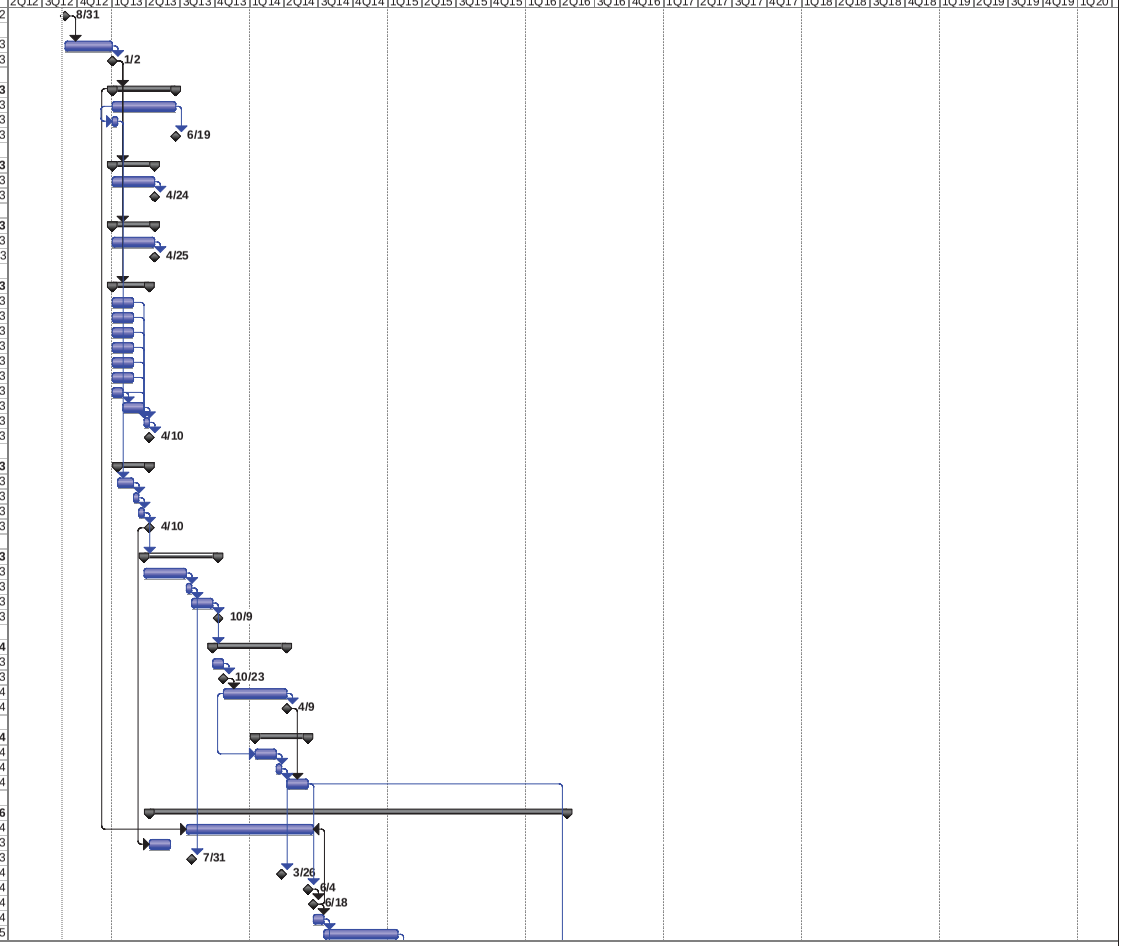
The State RFP has called for Community and Civic Space. 690 Pohukaina accommodates this space with both ground-floor area and space within the programmed office. It is important that the community and civic spaces are functioning concerns that pay rent, albeit at a significant discount.

Subject Property	Expected Base Rents 2012	CAM 2012	Gross	Unreserved Parking	TI Expectations Per Square Foot (5 yr term)
Community/Civic	$.75	$1.39	$2.14	None	$0

Schedules

690 Pohukaina Development, Construction and Leasing Schedule

ID	Task Name	Duration	Start	Finish
1	Proposal Submitted	0 days	Fri 8/31/12	Fri 8/31/12
2				
3	HCDA Evaluation	89 days?	Fri 8/31/12	Wed 1/2/13
4	HCDA Selection	0 days	Wed 1/2/13	Wed 1/2/13
5				
6	**Development Agreement**	**120 days**	**Thu 1/3/13**	**Wed 6/19/13**
7	Negotiate Agreement	6 mons	Thu 1/3/13	Wed 6/19/13
8	Phasing Plan Settled	2 wks	Thu 1/3/13	Wed 1/16/13
9	Authority Approval of Agreement	0 days	Wed 6/19/13	Wed 6/19/13
10				
11	**Ground Lease**	**80 days**	**Thu 1/3/13**	**Wed 4/24/13**
12	Negotiate Lease	4 mons	Thu 1/3/13	Wed 4/24/13
13	Authority Approval of Lease	0 days	Wed 4/24/13	Wed 4/24/13
14				
15	**Master Tenant Lease**	**80 days**	**Thu 1/3/13**	**Thu 4/25/13**
16	Negotiate Lease	4 mons	Thu 1/3/13	Wed 4/24/13
17	Authority Approval of Lease	0 days	Thu 4/25/13	Thu 4/25/13
18				
19	**Due Diligence**	**70 days**	**Thu 1/3/13**	**Wed 4/10/13**
20	Market Study Update	2 mons	Thu 1/3/13	Wed 2/27/13
21	Phase 1 Environmental	2 mons	Thu 1/3/13	Wed 2/27/13
22	Geotech Study	2 mons	Thu 1/3/13	Wed 2/27/13
23	Engineering Feasibiliy	2 mons	Thu 1/3/13	Wed 2/27/13
24	Traffic Study	2 mons	Thu 1/3/13	Wed 2/27/13
25	Aerials	2 mons	Thu 1/3/13	Wed 2/27/13
26	Title	1 mon	Thu 1/3/13	Wed 1/30/13
27	Survey	2 mons	Thu 1/31/13	Wed 3/27/13
28	Due Dilgence Review	2 wks	Thu 3/28/13	Wed 4/10/13
29	Due Diligence Complete	0 days	Wed 4/10/13	Wed 4/10/13
30				
31	**Concept Drawings, Phase 1 and 2**	**60 days**	**Thu 1/17/13**	**Wed 4/10/13**
32	Refined Concept Documents	1.5 mons	Thu 1/17/13	Wed 2/27/13
33	Construction Pricing	2 wks	Thu 2/28/13	Wed 3/13/13
34	Final Concept Drawings	2 wks	Thu 3/14/13	Wed 3/27/13
35	HCDA Approval	0 days	Wed 4/10/13	Wed 4/10/13
36				
37	**Design Development, Phase 1**	**140 days**	**Thu 3/28/13**	**Wed 10/9/13**
38	Document Creation	4 mons	Thu 3/28/13	Wed 7/17/13
39	Construction Pricing	2 wks	Thu 7/18/13	Wed 7/31/13
40	Final Concept Drawings	2 mons	Thu 8/1/13	Wed 9/25/13
41	HCDA Approval	0 days	Wed 10/9/13	Wed 10/9/13
42				
43	**Building Permits, Phase 1**	**140 days**	**Thu 9/26/13**	**Wed 4/9/14**
44	Document Creation	1 mon	Thu 9/26/13	Wed 10/23/13
45	Submittal	0 days	Wed 10/23/13	Wed 10/23/13
46	DPP Review	6 mons	Thu 10/24/13	Wed 4/9/14
47	Approval	0 days	Wed 4/9/14	Wed 4/9/14
48				
49	**Construction Documents, Phase 1**	**100 days**	**Thu 1/16/14**	**Wed 6/4/14**
50	Document Creation	2 mons	Thu 1/16/14	Wed 3/12/14
51	Construction Pricing	2 wks	Thu 3/13/14	Wed 3/26/14
52	Final Construction Documents	2 mons	Thu 4/10/14	Wed 6/4/14
53				
54	**Construction, Phase 1**	**790 days**	**Thu 4/11/13**	**Wed 4/20/16**
55	Design Assist	12 mons	Thu 7/18/13	Wed 6/18/14
56	Contract Negotiations	2 mons	Thu 4/11/13	Wed 6/5/13
57	Refined Priding	0 days	Wed 7/31/13	Wed 7/31/13
58	Refined Priding	0 days	Wed 3/26/14	Wed 3/26/14
59	Refined Priding	0 days	Wed 6/4/14	Wed 6/4/14
60	Contract Execution and Start	0 days	Wed 6/18/14	Wed 6/18/14
61	Site Prep and Demo	1 mon	Thu 6/19/14	Wed 7/16/14
62	Foundation (Podium, Tower 1 &2)	7 mons	Thu 7/17/14	Wed 1/28/15



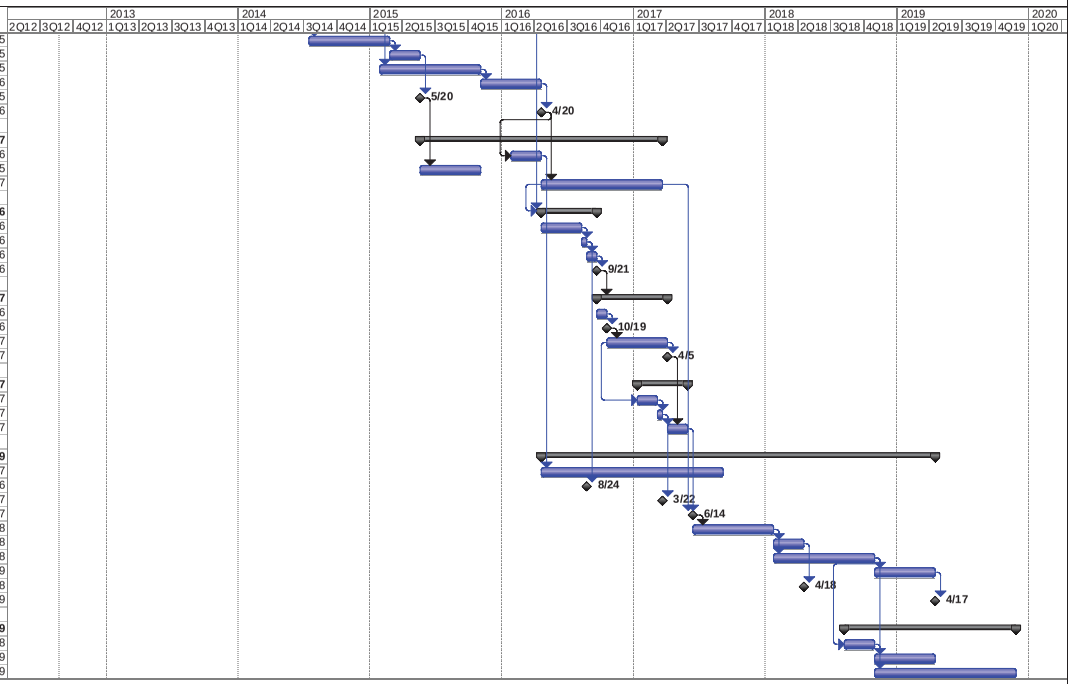
Project: 0818 Schedule for RFP.mpp
Date: Tue 8/21/12

Task | Progress | Summary | External Tasks | Deadline
Split | Milestone | Project Summary | External Milestone

Schedules (cont.)

690 Pohukaina Development, Construction and Leasing Schedule

ID	Task Name	Duration	Start	Finish
63	Podium, Parking, and Non-Residential Structure	8 mons	Thu 7/17/14	Wed 2/25/15
64	Podium, Parking, and Non-Residential Interior Finishes	3 mons	Thu 2/26/15	Wed 5/20/15
65	Residential Tower - Structure	10 mons	Thu 1/29/15	Wed 11/4/15
66	Residential Tower - Finishes	6 mons	Thu 11/5/15	Wed 4/20/16
67	Non-Residential Occupancy	0 days	Wed 5/20/15	Wed 5/20/15
68	Residential Occupancy	0 days	Wed 4/20/16	Wed 4/20/16
69				
70	**Lease-up Phase 1**	**480 days**	**Thu 5/21/15**	**Wed 3/22/17**
71	Preleasing organization	3 mons	Thu 1/28/16	Wed 4/20/16
72	Non-Residential Lease-up	6 mons	Thu 5/21/15	Wed 11/4/15
73	Residential Lease-up	12 mons	Thu 4/21/16	Wed 3/22/17
74				
75	**Design Development, Phase 2**	**110 days**	**Thu 4/21/16**	**Wed 9/21/16**
76	Document Creation	4 mons	Thu 4/21/16	Wed 8/10/16
77	Construction Pricing	2 wks	Thu 8/11/16	Wed 8/24/16
78	Final Concept Drawings	1 mon	Thu 8/25/16	Wed 9/21/16
79	HCDA Approval	0 days	Wed 9/21/16	Wed 9/21/16
80				
81	**Building Permits, Phase 2**	**140 days**	**Thu 9/22/16**	**Wed 4/5/17**
82	Document Creation	1 mon	Thu 9/22/16	Wed 10/19/16
83	Submittal	0 days	Wed 10/19/16	Wed 10/19/16
84	DPP Review	6 mons	Thu 10/20/16	Wed 4/5/17
85	Approval	0 days	Wed 4/5/17	Wed 4/5/17
86				
87	**Construction Documents, Phase 2**	**100 days**	**Thu 1/12/17**	**Wed 5/31/17**
88	Document Creation	2 mons	Thu 1/12/17	Wed 3/8/17
89	Construction Pricing	2 wks	Thu 3/9/17	Wed 3/22/17
90	Final Construction Documents	2 mons	Thu 4/6/17	Wed 5/31/17
91				
92	**Construction, Phase 2**	**780 days**	**Thu 4/21/16**	**Wed 4/17/19**
93	Design Assist	18 mons	Thu 4/21/16	Wed 9/6/17
94	Refined Priding	0 days	Wed 8/24/16	Wed 8/24/16
95	Refined Priding	0 days	Wed 3/22/17	Wed 3/22/17
96	Contract Execution and Start	0 days	Wed 6/14/17	Wed 6/14/17
97	Podium, Parking, and Non-Residential Structure	8 mons	Thu 6/15/17	Wed 1/24/18
98	Podium, Parking, and Non-Residential Interior Finishes	3 mons	Thu 1/25/18	Wed 4/18/18
99	Residential Tower - Structure	10 mons	Thu 1/25/18	Wed 10/31/18
100	Residential Tower - Finishes	6 mons	Thu 11/1/18	Wed 4/17/19
101	Non-Residential Occupancy	0 days	Wed 4/18/18	Wed 4/18/18
102	Residential Occupancy	0 days	Wed 4/17/19	Wed 4/17/19
103				
104	**Lease-up Phase 2**	**340 days**	**Thu 8/9/18**	**Wed 11/27/19**
105	Preleasing organization	3 mons	Thu 8/9/18	Wed 10/31/18
106	Non-Residential Lease-up	6 mons	Thu 11/1/18	Wed 4/17/19
107	Residential Lease-up	14 mons	Thu 11/1/18	Wed 11/27/19



Project: 0818 Schedule for RFP.mpp
Date: Tue 8/21/12

Task | Split | Progress | Milestone | Summary | Project Summary | External Tasks | External Milestone | Deadline

D. Statement of Non-Collusion

FOREST CITY
HAWAII

August 8, 2012

Anthony Ching
Hawaii Community Development Authority
461 Cooke Street
Honolulu, HI 96813

RE: STATEMENT OF NON-COLLUSION

Dear Mr. Ching:

Forest City certifies that its response is made without collusion or fraud, that it has not offered or received any kickbacks or inducements from any other developer, supplier, manufacturer, or subcontractor in connection with the proposal, and that it has not conferred on any HCDA officer or employee, past or present, any payment, loan, subscription, advance deposit, travel services or items even of nominal value.

Sincerely,

Forest City Hawaii Residential, Inc.

Jon C. Wallenstrom
President

Part III

Best and Final Offer

A. Deal Structure and Benefit to State

Should the terms of this section conflict with other statements in the proposal, the terms in this section, Best and Final Offer, should be deemed correct.

The Deal Structure will be more fully described in the Financing Concept portion of our response but Forest City is proposing a single-phase public private partnership with the State of Hawaii where both parties have the opportunity to participate in the success of the transaction. Forest City has grown into one of the largest and most respected owners and operators of real estate assets in the world by creating transactions that result in shared benefits and all parties rowing in the same directions.

Forest City does not build projects and immediately sell the result of our hard work. We create valuable assets that fulfill a societal need and keep a portion of an income stream that will never end. Honolulu is starved for work-force housing and there is not a better or safer investment than providing work-force housing to the people of our State. The State wants to create value from its land without selling it. This offer gives the State the opportunity to create a public private venture where both the State and the private sector do well while doing good. This then helps Hawaii fiscally and begins to transform the State into a place where powerful tools are used to create new businesses, healthier families, and more opportunities for Hawaii's people. Our proposed deal structure will provide work-force housing in a public-private venture, creating the structure and executing the transaction is itself a benefit to the State.

Some of the individual benefits to the State of Forest City's development follow:

- Over 800 workforce housing residences,
- Iconic and compelling architecture that will house the people of Hawaii,
- Ground lease payments to the State
- The opportunity for the State of Hawaii and/or HCDA to create incentives for new condominium development in the urban core via newly generated affordable housing credits and receive a shared financial benefit from the expedient use of state lands in Kakaako,
- Provision of a community center,
- Provision of State offices,
- Vibrant ground-floor retail adding to the life to Kaka'ako,
- A vastly improved Mother Waldron Park,
- A focus on complete, green, streets and pedestrian circulation,
- Private recreation areas for residents of the building fostering resident and community cohesion,
- LEED silver certification,
- Sustainable "green" elements programmed holistically,

- A well-negotiated Project Labor Agreement (PLA). Forest City has worked with Honolulu's unions over the last eight years and implemented a PLA that was negotiated fairly. We have the respect of the Unions and we are able to create fair agreements that do not burden projects to the extent that their economics are drastically altered. Forest City intends to construct this project with a PLA and we strongly believe that no group in the State of Hawaii is as well equipped for the negotiation.
- Upon full stabilization approximately $725,000 in annual property taxes.

B. Development Scenario

The project will consist of:

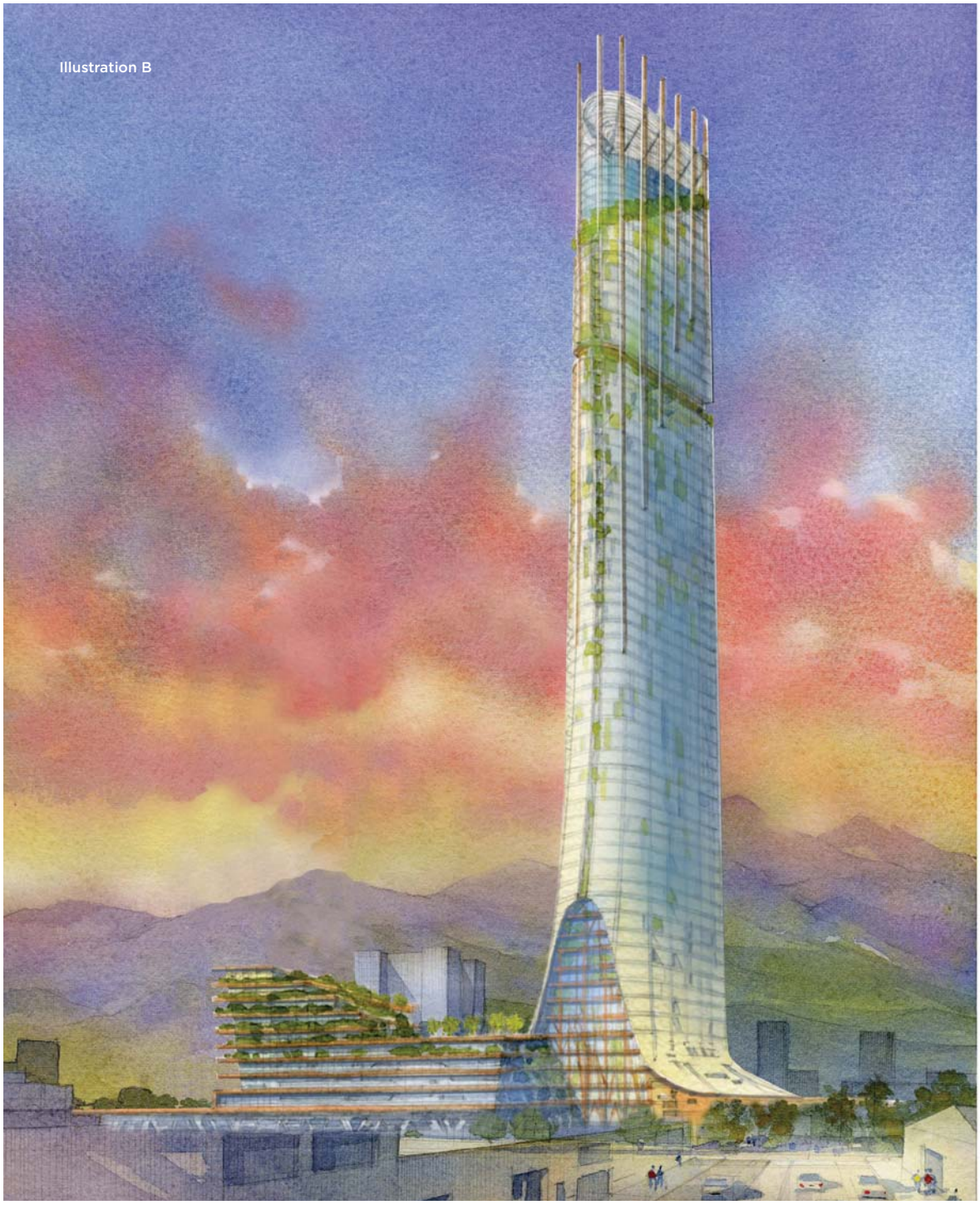
- 804 Apartment units of which:
  - 390 units will be units with rents affordable to residents with incomes up to 120% of median,
  - 390 units will be market rate apartment units. As market rate apartment units, these too are effectively work-force housing units since apartments by their very nature house people who work, live, and recreate in Hawaii. Apartments, unlike condominium projects, are not occupied by second-home buyers who may, or may not, use the residence.
  - 24 luxury rental units that, while they will still house Hawaii's work-force, will have higher end finishes, have much larger floor plans, and be located at the top floors of the buildings. These units will command much higher rents.
- 4400 square-feet of leasing amenities and leasing office,
  - Amenities will include an:
    - Exercise facility,
    - Yoga studio,
    - Tot room,
    - Library,
    - Conference Room,
    - Theater,
    - Resident espresso bar and cyber café,
    - Leasing office,
    - Surf board storage and rental
- A 13,300 square feet of ground-floor commercial space including an intended an anchor restaurant and small format market,
- 17,000 square feet of second-floor office and commercial space (which may include a second floor area for the market).
- 834 parking spaces.
- The State will not invest in the project and will receive a lease premium of $14M at the time that all approvals are in-place and construction is ready to commence. The calculation of the compensation to the state in the underwriting follows:
  - $14,000,000 Lease Premium
  - $50,000 for entitlements
  - $1,500,000 for the EIS
  - $6,250,000 for the provision of 35,000 SF Civic Space provided lease free.
    - Total paid at construction commencement, $9,300,000

- Forest City will not purchase the underlying property but will lease the land under a sixty-five year land lease. Unlike condominium projects, which for financing reasons generally must be on fee simple land, apartments can be developed and financed on lease-hold land.
- As is typical when affordable credits are generated, the Forest City will deed restrict the land to mandate the inclusion of the affordable housing program. The project will generate over 1000 excess housing credits. The HCDA website describes a transaction at Keola Lai, where Alexander and Baldwin paid $1.2 million in lieu of providing seven reserve housing units. This value is much greater than the $40,000 that Forest City is underwriting per affordable credit generated. The sale of affordable credits will be an important contributor to the predevelopment investment into the project and will pay for much of the planning and approval cost and will contribute to early equity. Because there is a high likelihood that the affordable credits will sell for amounts greater than $40,000 per unit, Forest City will share proceeds with the State on a fifty-fifty basis for any amount greater than $40,000. As an example, should an affordable credit sell for $60,000, the first $40,000 will go into the project to pay for project costs, and the remaining $20,000 will be split with $10,000 going to the State and $10,000 going to the project.
- Forest City and our team have expended significant money and resources putting together our plans and proposed deal structure. Until such time that affordable housing credits are transacted, Forest City will continue to move the project forward and HCDA will pay for all costs associated with the continued pursuit of this project, including development overhead, until such time that a ground-lease for land has been negotiated and fully approved. At the time that the ground lease is executed, Forest City will resume the payment for pursuit costs. The source of funds for this development activity will be the sale of affordable housing credits.
- With a very high percentage of the units rented at prices affordable to families who have incomes at 120% of median income, Forest City will apply for and HCDA will sponsor a GET exemption. This is an exemption that Forest City has received as we have built and operated our military housing project for homes rented under similar circumstances.
- Property taxes will be paid by HCDA, until such time as units are leasing. HCDA will work with Forest City to help in our efforts with the City on a real estate tax methodology that will utilize the income approach. The income approach which should result in an assessed value of approximately $150,000 per unit. Forest City is currently underwriting the cost approach, the methodology used by the City and County currently, but this methodology penalizes developers who have a longer term vision of value. Under the cost approach, developers of income producing properties are rewarded for developing cheap projects so that their tax rate is low. Developers of income producing properties should be taxed on the value (income stream) that they create.
- There will be an upset limit of $3.5M in permit and approval fees. Permit fees in excess of the upset limit will either be waived or paid by HCDA.

C. Budget and Proforma

Forest City has created three different visions for the 690 Pohukaina site. All three can largely accomplish the goals that we have detailed in this proposal however our underwriting and specific deal terms relate to the original design with a 560 foot tower and a 394 foot tower, illustration A below.

Illustration A



In the event that HCDA desires to maximize height, we would suggest a one-tower scenario, illustration B above. Because Forest City is proposing a rental project the full development program can be accomplished with solely one tower and, at the suggested height, one tower is more elegant and less of a visual obstruction.

The twin tower scenario has both towers at 400 feet, illustration C left. Under this scenario we can accomplish the residential goals established by HCDA but the non-residential components are lost. This scenario is provided for illustration only and has not been underwritten.

The budget and proforma accompany. The benefits to the State have been previously described. There are certain component inputs into the proforma that particularly drive financial returns. Some of the more important inputs are described below:

Sale of Affordable Credits: Affordable credits will be sold to the broad market at a price of no less than $40,000 per credit. By creating affordable credits at this price, Forest City can stimulate the development of Kakaako and provide an important financing tool that makes the 690 Pohukaina project possible. In the likely event that the credits can be sold for more than $40,000, revenue above $40,000 will be split with HCDA. This sharing has not been underwritten but may be a further benefit to the State. All proceed from the sale of affordable credits that accrue to Forest City will be attributable to 690 Pohukaina and will be used to pay for early predevelopment costs, as equity into the project, and other sources.

Construction costs: Forest City has provided a cost of $250 per gross square foot for the tower cost. This cost is higher than most other high-rises than have been built in town and reflects the level of design.

Unit Types: Forest City is currently only underwriting two unit types. As we proceed we will develop multiple unit types and have the units reflected in the proforma. The unit pricing on a weighted basis will remain consistent.

All other costs and revenues should be self-evident.