

**DEVELOPMENT PERMIT REQUEST**  
**Presentation Hearing Staff Report**  
**KAK 18-038: Ward Village Land Block 1, Project 4**  
**(Master Plan Permit No.: PL MASP 13.1.3)**

June 6, 2018

**I. REQUEST**

Victoria Ward, Limited, a subsidiary of The Howard Hughes Corporation (Applicant) is requesting a Planned Development Permit (Permit) to construct a new mixed-use, high-rise condominium building (Project). The Project site is located within Land Block 1 of the Ward Neighborhood Master Plan (Ward MP), which is bordered by Queen Street to the north (Mauka), Kamakee Street to the east (Diamond Head), Auahi Street to the south (Makai) and Ward Avenue to the west (Ewa), within the Mauka Area of the Kakaako Community Development District (KCDD) [Tax Map Key Nos. 2-3-002: 109, and 110 (Portion)]. The Applicant's Development Permit Application (Permit Application) was provided to the Authority Members on May 1, 2018.

**II. COMPLETENESS REVIEW, AUTOMATIC APPROVAL AND FILING FEES**

The Permit Application was deemed complete on May 1, 2018. Pursuant to Hawaii Administrative Rules (HAR) §15-22-23, Automatic Approvals, the Permit Application will be deemed automatically approved if no decision is made by the Hawaii Community Development Authority (HCDA) granting or denying approval within 160 days from the date the submission of a complete application. Therefore, automatic approval date is October 8, 2018. In a letter dated May 1, 2018, the Applicant was informed that the submitted Permit Application for the Project was complete, and was notified of the automatic approval date. The letter is provided as Exhibit A.

All filing fees have been paid in accordance with the provisions of HAR §15-22-11 and §15-22-16.

**III. PUBLIC HEARING NOTICE AND COMMUNITY OUTREACH**

A Notice of Public Hearings for the Project in accordance with the provisions of §206E-5.6, Hawaii Revised Statutes (HRS), was published in the Honolulu Star-Advertiser, The Garden Island, West Hawaii Today, Hawaii Tribune-Herald and Maui News on May 01, 2018. In accordance with the provision of HRS §206E-5.6, the President of the Senate and the Speaker of the House of Representatives were notified upon posting of the Notice of Public Hearings. Association of apartment

owners of residential buildings adjacent to the Project, surrounding landowners and businesses, the Ala Moana/Kakaako Neighborhood Board, Kakaako Business and Landowners Association, and the Kakaako Improvement Association were notified of the public hearings. Various elected officials and State and County agencies were also notified of the public hearings. The Notice of Public Hearings was provided to 162 individuals and organizations that have shown interest in the development in Kakaako in the past and requested that they be kept informed of development activities in the district. A copy of the Notice of Public Hearings is provided as Exhibit B. In accordance with the provisions of HRS §206E-5.5, the Applicant has also notified both owners and lessees of record of real property within a three hundred-foot radius of the Project.

The deadline for filing for intervention was May 21, 2018. On May 18, 2018, the HCDA received one request for intervention from the Honolulu Authority of Rapid Transportation (HART). HART's motion to intervene is provided as Exhibit C.

#### **IV. WARD NEIGHBORHOOD MASTER PLAN**

The Project is located on Land Block 1 of the Ward MP, permit number PL MASP 13.1.3. On January 14, 2009, the Ward MP was approved by the HCDA pursuant to HAR Title 15, Chapter 22, Subchapter 8, entitled "Master Plan Rules". The Ward MP is vested under HAR, Chapter 15-22, Mauka Area Rules (Vested Rules) that were in effect on January 14, 2009. Therefore, the Project is being reviewed under the Vested Rules.

A Nunc Pro Tunc Order dated May 6, 2009 was approved to resolve a clerical error issue in the Ward MP Decision & Order. The Nunc Pro Tunc Ward MP Decision and Order (D&O) is provided as Exhibit D. Subsequently, and as provided in the D&O, a Master Plan Development Agreement (MP Development Agreement) for the Ward MP was entered into on December 30, 2010. The MP Development Agreement is provided as Exhibit E. On October 10, 2012, the Authority issued a Declaratory Relief, through a Declaratory Order relating to Condition No. 4 of the D&O. The Declaratory Order is provided as Exhibit F.

Approval of the Ward MP is valid until January 14, 2024, which is fifteen (15) years from the original Decision and Order issued on January 14, 2009.

As provided in both the Ward MP and the MP Development Agreement, the Ward MP may be implemented in phases through planned developments. The first phase of the Ward MP is comprised of three (3) Planned Development projects

(Waiea, Anaha, and Ke Kilohana) that were approved by the HCDA in 2013. Two (2) of the projects (Waiea and Anaha) approved as part of phase one are completed, while the third (Ke Kilohana) is under construction. The second phase of the Ward MP is comprised of three (3) Planned Development projects (Gateway, Aeo, and Aalii) that were approved by the HCDA in 2014, 2015, and 2017, respectively. This Project is part of the fifth phase of the Ward MP.

Condition #5 of the D&O required that prior to submission of the first individual development permit application for the development projects under the Master Plan, the Applicant shall prepare and submit a historic building inventory, a cultural impact assessment, and an archaeological inventory survey plan accepted by the State of Hawaii, Department of Land and Natural Resources' (DLNR) State Historic Preservation Division (SHPD) (or its successor agency) to the Authority. The Applicant has submitted the following documents in satisfaction of Condition #5 of the D&O:

- Historic Building Inventory,
- Cultural Impact Assessment, and
- Archaeological Inventory Survey.

HCDA's letter of receipt of these documents to the Applicant is provided as Exhibit G.

Condition #10 of the D&O requires that prior to the submission of the first development permit application for an individual project pursuant to the Master Plan, the Applicant shall conduct a regional traffic study. In addition, at the individual development permit stage, the Applicant shall conduct traffic impact assessments for each development phase. The Applicant has prepared a regional traffic study for the Ward MP area in consultation with the City and County of Honolulu (City), Department of Transportation Services, Department of Planning and Permitting-Traffic Branch, and the HCDA. HCDA's letter of receipt of these documents to the Applicant is provided as Exhibit H. The Applicant has also prepared a traffic impact assessment report specific to all the projects in the first and second phase of development, as well as a report for this Project. The traffic impact assessments for the first and second phases of the Ward MP development are available digitally on the HCDA website.

Condition #12 of the D&O requires that prior to the submission of the first development permit application for an individual project pursuant to the Ward MP, the Applicant shall provide sustainability guidelines to the HCDA. At the time the Applicant applies for any individual development permit, it shall indicate how the sustainability guidelines shall be implemented for the respective project in the development permit area. The Applicant has prepared and submitted sustainability

guidelines for developments covered under the Ward MP. HCDA's letter of receipt of the sustainability guidelines to the Applicant is provided hereto as Exhibit I.

The Applicant has fulfilled the conditions stipulated under the D&O necessary to apply for a development permit under the Ward MP.

## **V. GOVERNMENT AGENCY AND UTILITY COMPANY CONSULTATION**

The Applicant had consulted with the following government agencies and utility companies for review and comment on the Project.

### State of Hawaii

- Department of Land and Natural Resources, State Historic Preservation Division (SHPD).

### City

- Department of Planning and Permitting,
- Honolulu Board of Water Supply, and
- Honolulu Fire Department.

### Utility Companies

- Hawaiian Electric Company, Inc.,
- Hawaii Gas,
- Hawaiian Telcom, Inc., and
- Spectrum.

The Applicant has included the comments received from these agencies and utility companies as part of the Permit Application. Subsequently, after receiving the Permit Application and deeming the application complete, the HCDA has also provided a complete set of the Permit Application to the following government agencies and utility companies for review and comment.

### Federal

- United States Postal Service.



### State of Hawaii

- Department of Education,
- Department of Transportation,
- Department of Transportation, Highway Division,
- Department of Transportation, Airports Division, and
- Department of Health, Disability and Communication Access Board.

### City and County of Honolulu

- Department of Transportation Services,
- Department of Planning and Permitting,
- Honolulu Board of Water Supply,
- Department of Environmental Services,
- Honolulu Authority for Rapid Transportation,
- Department of the Corporation Counsel, and
- Honolulu Fire Department.

### Utility Companies

- Hawaiian Electric Company, Inc.,
- Hawaii Gas,
- Hawaiian Telcom, Inc., and
- Spectrum.

Comments received as part of the Permit Application Review are provided as Exhibit J and were forwarded to the Applicant to be addressed in the Project.

## **VI. STATE HISTORIC PROPERTY REVIEW**

Pursuant to HRS §6E-42, the HCDA is required to advise SHPD of any project which may affect historic property, aviation artifacts, or a burial site (collectively, historic properties), and prior to HCDA's approval of a permit for the Project, allow SHPD the opportunity for review and comment on the effect of the proposed Project on historic properties. The following documents were provided to SHPD for review.

- Draft Archaeological Inventory Survey Report for Block I (accepted by SHPD on June 12, 2015),
- Draft Archaeological Monitoring Plan for Block I (accepted by SHPD on August 18, 2015),

- Burial Treatment Plan for Block I (accepted by SHPD on December 3, 2015),
- Burial Site Component and Preservation Plan for Block I (accepted by SHPD on March 24, 2017),
- Archaeological Data Recovery Plan for Block I (accepted by SHPD on June 30, 2017), and
- End of Fieldwork Report for Archaeological Data Recovery for State Inventory of Historic Places (accepted by SHPD on January 30, 2018).

The HCDA has received written documentation from SHPD confirming that the Applicant has complied with the requirements of HRS §6E-42, §6E-43 and HAR §13-284. Copies of the written confirmation from SHPD are provided hereto as Exhibit K.

## **VII. PROJECT DESCRIPTION**

The Applicant proposes a mixed-use commercial-residential high-rise building with a tower and base platform structure. The Project proposes 570 residential units (approximately 639,270 square feet), approximately 58,300 square feet of commercial space, and an onsite parking structure which is expected to house 732 parking stalls and five loading stalls.

The Project will require a subdivision of the existing parcels on Land Block 1 to create the sub-development parcel for the Project. The development parcel will be approximately 82,049 square feet in area. The site is vacant since the existing warehouses in the area were demolished for the construction of the Central Plaza.

### **Land Use and Zoning**

Subchapter 2 of the Vested Rules establishes land use zones. The Project site is identified as a mixed-use zone residential emphasis (MUZ-R) in the “Land Use Plan” within the Vested Rules. Pursuant to §15-22-113 of the Vested Rules, any planned development within MUZ-R shall restrict commercial floor area to no more than 1.2 floor area ratio (FAR). Section 15-22-203(1) of the Vested Rules allows for the transfer of floor area and land uses from one development lot to one or more development lots within the master planned areas subject to certain conditions. However, the D&O and the subsequent Declaratory Order establishes a single mixed-use zone (MUZ) land use designation in place of the MUZ-R designation under the Vested Rules. The MUZ designation allows for any

percentage of either commercial or residential to be developed on the Project site. The Applicant proposes both commercial and residential uses for the Project.

### **Platform Height**

Section 15-22-62 of the Vested Rules requires that building platform heights shall not exceed forty-five (45) feet in height. Section 15-22-62(c) of the Vested Rules does exclude certain building elements or features and the associated screening from the height requirement as long as the restrictions of this subsection are met.

Section 15-22-120(7) of the Vested Rules allows platform heights to be commensurately modified to exceed forty-five feet under certain conditions.

The Applicant is requesting modifications to the allowable platform height. The Project is proposing a building platform that is seventy-five (75) feet in height with up to fifteen percent (15%) of the platform roof area to be built as high as eighty-seven (87) feet for accessory uses.

### **Density and Tower Height**

Density and height for a planned development is determined by the development lot size using the table referenced in §15-22-116 of the Vested Rules and provided in Table 1 below.

**Table 1: Allowable Building Height, FAR and Tower Footprint**

PLANNED DEVELOPMENTS IN ALL MIXED-USE ZONES MAUKA AREA			
<u>Lot Size</u> <u>(sq. ft.)</u>	<u>Building</u> <u>Height</u> <u>(feet)</u>	<u>FAR</u>	<u>Tower</u> <u>Footprint</u> <u>(sq. ft.)</u>
10,000	65	1.8	5,000
20,000	100	2.0	8,000
40,000	200	2.5	14,000
60,000	300	3.0	15,000
80,000 or more	400	3.5	16,000

As a condition of the D&O for Project 2 (Aeo) on Land Block 1, the Applicant executed a Joint Development Agreement (JDA) approved by the HCDA Executive Director and filed it with the Bureau of Conveyances as a covenant running with the land (DOC A-56090748). Therefore, all the parcels included within the JDA will be considered and treated as one development lot under the Vested Rules. A copy of the JDA is provided as Exhibit L.

Land Block 1 has an effective development lot area of 911,887 square feet (20.93 acres). The Project development lot is approximately 82,049 square feet (1.88 acres).

The Ward MP establishes a FAR of 3.8 (inclusive of the industrial bonus of 0.3 FAR). In addition, §15-22-203(1) of the Vested Rules allows for the transfer of floor area and land uses from one development lot to one or more development lots within the master planned areas as long as the FAR for any lot to which floor area has been transferred to shall not be increased by more than twenty-five percent (25%) of the FAR otherwise allowed for the size of the development lot. Therefore, with the permitted twenty-five percent (25%) transfer, the maximum allowable FAR for Land Block 1 is 4.75  $[(0.25 * 3.8) + 3.8]$  or 4,331,463 square feet  $(911,887 \text{ square feet} * 4.75)$  of floor area. As such, the projected floor area of 3,555,945 square feet (inclusive of this proposed Project) and FAR of 3.90  $(3,555,945 \text{ square feet} / 911,887 \text{ square feet})$  for Land Block 1 is consistent with the provisions of the Vested Rules as approved under the Ward MP.

The Project proposes a residential high-rise tower consisting of approximately 570 residential units and 58,300 square feet of commercial space. The total proposed floor area for the Project is 697,570 square feet and when added to the existing Ward Entertainment Center project that has 213,840 square feet of floor area, the Aeo project (under construction) that has 623,175 square feet of floor area, and the Aalii project (permitted) that has 623,460 square feet of floor area, Land Block 1 results in a total floor area of 2,158,045 square feet and FAR of approximately 2.37  $(2,158,045 \text{ square feet} / 911,887 \text{ square feet})$ , which is within the allowable FAR. The remaining floor area for Land Block 1 is approximately 1,397,900 square feet. The Table 2 below summarizes the floor area allocations for Land Block 1.

**Table 2: Floor Area Allocations**

<b>Floor Area Allocation for Land Block 1</b>	
Development Lot Area for Land Block 1	911,877 (SF)
Projected Floor Area for Land Block 1	3,555,945 (SF)
Project Floor Area Ratio for Land Block 1	3.90
<b>Projects and Floor Area Allocation on Land Block 1 to Date</b>	
Ward Entertainment Center (Existing)	213,840 (SF)
Project 1 – Aeo (Under Construction)	623,175 (SF)
Project 3 – Aalii (Permitted)	623,460 (SF)
Project 4 – Koula (Proposed)	697,570 (SF)
Subtotal of Floor Area Allocated on Land Block 1 to Date	2,158,045 (SF)
Remaining Floor Area on Land Block 1	1,397,900

Proposed height of the residential tower is 400 feet and an additional eighteen (18) feet for rooftop mechanical equipment enclosure, which is permitted under the Vested Rules.

### **Industrial Use**

As noted in the above table (Table 1) §15-22-116 of the Vested Rules allows a maximum density of 3.5 FAR for projects with land area of 80,000 square feet or more. This section also provides 0.3 FAR bonus for any planned development that provides industrial use. Under the Ward MP, the Applicant utilized the 0.3 FAR bonus and established an FAR of 3.8 for all the developments under the Ward MP. As noted under the Finding and Facts, item number 46, of the Nunc Pro Tunc Order “The Master Plan proposes a mixed-use development including residential, retail, office, commercial, and industrial uses, for total floor area of 9,334,240 square feet, with a floor area ratio (“FAR”) of 3.8.” Under this same item it was also noted that the Master Plan will have 736,914 square feet of industrial floor area among other uses. To date, under the Master Plan, six (6) development permits have been approved by the HCDA. However, none of these projects have included industrial space. To address the issue relating to the lack of the industrial spaces provision, as a condition of the D&O for Project 3 (Aalii) on Land Block 1, the HCDA had noted that prior to the staff approval of the certificate of occupancy for the Aalii project, the Applicant shall submit a development program to provide industrial floor area within the Ward MP for review by the HCDA Executive Director.

### **Tower Footprint**

The maximum allowable tower footprint for a planned development is determined by the development lot size using the table referenced in §15-22-116 of the Vested

Rules. The Project is proposing a maximum tower footprint of 15,944 which is less than the maximum allowable tower footprint of 16,000 square feet.

### **Front, Side and Rear Yard**

Section 15-22-63.1 of the Vested Rules requires a front yard setback of fifteen (15) feet. Section 15-22-63.2 of the Vested Rules requires a minimum side and rear yard setback of ten (10) feet for structures containing windows and openings facing side or rear property lines. The Project site is a development parcel within the larger Land Block 1. The Project site is bordered by Auahi Street to the south, a private drive (designated by the Applicant and within Land Block 1) to the east, another private drive (designated by the Applicant and within Land Block 1) to the north, and the Central Plaza (under construction) to the west. Therefore, the Project has only a front yard requirement along Auahi Street and no side and rear yard requirements. The Applicant has provided the required 15-foot front yard along Auahi Street.

### **Open Space**

Open space for the Project shall be the lower of either ten percent (10%) of the lot area or twenty-five percent (25%) of the lot area less the required yards as provided in §15-22-64(c)(1) of the Vested Rules. Within the Ward MP, the Applicant proposes to provide 91,189 square feet of open space for Land Block 1, which is equal to approximately ten percent (10%) of the total development lot area, before the end of the last phase of development for the development lot. The Project proposes to provide a total of 10,800 square feet of open space on site and has updated the total open space to be provided on Land Block 1 from 91,189 square feet to 96,000 square feet. As the Applicant has noted, inclusive of the open space allotted for this Project and for the existing and under construction projects (including the Central Plaza), there will be a total of 88,957 square feet of open space on Land Block 1 and a remaining projected open space of 7,043 square feet. This will equal to approximately eleven percent (11%) of the total development lot area for Land Block 1. The Table 3 below summarizes the open space for the Ward MP.

**Table 3: Open Space**

<b>WNMP Open Space (OS)</b>	
WNMP Development Land Area	2,456,379 (SF)
<b>WNMP Required OS (10 % of Land Area)</b>	<b>245,638 (SF)</b>
OS for Existing & Under Construction Projects (To Date)	
Land Block 1-(Ward Entertainment Center)	2,859 (SF)
Land Block 1-Project 2 (Aeo)	5,047 (SF)
Land Block 1-(Central Plaza)	53,251 (SF)
Land Block 2-Project 1(Waiea)	13,667 (SF)
Land Block 3-(Ward Village Shops)	34,817 (SF)
Land Block 3-Project 1(Anaha)	11,260 (SF)
Land Block 4-(IBM)	9,695 (SF)
Land Block 5-Project 1 (Ke-Kilohana)	1,323 (SF)
Subtotal of OS for Existing & Under Construction Projects	131,919 (SF)
OS For Projects per HCDA Approved Development Permits (To Date)	
Land Block 1-Project 3 (Aalii)	17,000 (SF)
Land Block 2-Project 2 (Gateway)	42,178 (SF)
Subtotal of OS For Projects Per HCDA Approved Development Permits	59,178 (SF)
OS For Projects Per Pending Development Permits (To Date)	
Land Block 1-Project 4 (Koula)	10,800 (SF)
Total of Existing, Under Construction, Approved & Pending OS per Land Block (To Date)	
Land Block 1	88,957 (SF)
Land Block 2	55,845 (SF)
Land Block 3	46,077 (SF)
Land Block 4	9,695 (SF)
Land Block 5	1,323 (SF)
Land Block 6	0 (SF)
Total of Existing, Under Construction, Approved & Pending OS	201,897 (SF)
<b>Remaining Required OS After Existing, Under Construction, Approved &amp; Pending OS</b>	<b>43,741</b>
Projected OS to be Provided per Land Block (To Date)	
Land Block 1	7,043 (SF)
Land Block 2	0 (SF)
Land Block 3	0 (SF)
Land Block 4	13,305 (SF)
Land Block 5	22,394 (SF)
Land Block 6	1,000 (SF)
Total of Projected OS to be Provided	43,742 (SF)

### **Recreation Space**

A minimum of fifty-five (55) square feet of recreation space per dwelling unit is required for the Project pursuant to §15-22-65(b) of the Vested Rules. The Project proposes to have a total of 570 dwelling units; therefore, requiring a minimum of 31,350 square feet of recreation space. The Project proposes approximately 58,496 square feet of recreation space.

### **Off-Street Loading**

The off-street loading provisions for the Project are provided in §15-22-68 of the Vested Rules. For both the residential use with 639,270 square feet of floor area and the commercial use with 58,300 square feet of commercial floor area requiring a total of eight (8) loading stalls. A reduction of up to fifty percent (50%) of the required loading stalls is allowed when such spaces are assigned to serve two or more uses. With the allowable reduction, the Project is required to provide a total of four (4) off-street loading stalls.

The Project proposes to provide a total of five (5) off-street loading stalls: two (2) large loading stalls (12 feet x 35 feet x 14 feet) and three (3) small loading stalls (8.5 feet x 19 feet x 10 feet).

### **Off-Street Parking**

Section 15-22-67 of the Vested Rules establishes the off-street parking requirement for the Project. The Table 4 below summarizes the number of parking stalls required by the Vested Rules and the actual parking stalls provided in the Project.

**Table 4: Parking**

Land Use	No. of Parking Stalls	
	Required	Provided
Residential	635	732 (on-site)
Commercial	147	147 (off-site)
<b>Total</b>	<b>782</b>	<b>879</b>

The Applicant has noted that all the 732 parking stalls within the Project will be dedicated exclusively for the residential use while the required 147 parking stalls for the commercial use will be provided off-site at the 1001 Queen Street district parking garage (Aeo project parking garage). The Applicant will be required to amend the existing off-site parking agreement for the 1001 Queen Street district garage to include the required 147 off-street parking stalls for the Project.



Fifty percent (50%) or more of the required off-street parking stalls are required to be a standard-sized stall, except that dwelling units may have up to fifty percent (50%) compact spaces. The Project is required to provide 635 parking stalls for the residential use. The Applicant has noted that 338 out of these 635 parking stalls will be standard-sized stalls. The Applicant does not specify the size of the required 147 parking stalls that will be provided off-site for the commercial use; however, it shall be noted that fifty percent (50%) or more of these stalls shall be standard-sized.

### **View Corridors**

Section 15-22-66 of the Vested Rules establishes provisions for view corridor streets. View corridor streets are identified in the “View Corridor Streets” exhibit of the Vested Rules. The Project does not front any streets that are designated as a view corridor street and therefore is not subject to view corridor setbacks.

### **Building Orientation, Tower Spacing, and Circulation**

Section 15-22-143 of the Vested Rules established provisions for building orientation, tower spacing, and circulation.

Section 15-22-143(a)(2) of the Vested Rules requires that to the extent practicable, the tower portion of the structure be oriented between thirty-five and sixty-five degrees west of south. The tower is proposed to be approximately fifty-three degrees west of south.

Section 15-22-143(b)(1) of the Vested Rules requires that to the extent practicable, the parallel sides of adjacent towers shall be separated by a distance of at least 300 feet. The long side of the Project’s tower is at least 300 feet from the nearest tower.

Section 15-22-143(b)(2) of the Vested Rules requires that to the extent practicable there should be at least 200 feet between the short side of the towers. The Project’s short side is at least 200 feet from the nearest tower.

### **Public Facilities Dedication**

Section 15-22-73 of the Vested Rules establishes requirements for public facilities dedication. The public facilities dedication for residential and commercial floor areas is four percent (4%) and three percent (3%), respectively, of the total proposed residential and commercial floor area. The Project proposes 58,300 square feet of commercial floor area requiring 1,749 square feet of public facilities dedication for commercial floor area. The total residential floor area is 639,270 square feet, which translates to approximately 25,571 square feet of public facilities dedication. A total

of approximately 27,320 square feet of public facilities dedication in the form of land is required for the Project.

The Applicant is not proposing to provide any public facilities dedication within the Project. However, the Applicant is proposing to use the public dedication to be provided within the Ward MP. A summary of public facilities dedication requirement for the various development projects under the Ward MP that have been approved by the Authority, public facilities dedication credit accumulated by the Applicant and public facilities dedication that are proposed and pending is provided in the Table 5 below.

**Table 5: Public Facilities Dedication**

<b>WNMP Public Facilities Dedication</b>	
Credit from Pre-WNMP Projects	39,581 (SF)
<b>Public Facilities Dedications Provided After WNMP (To Date)</b>	
<b>Projects</b>	<b>Area (SF)</b>
Land Block 2-Project 1 (Waiea): Sidewalk along Ala Moana Boulevard	521
Land Block 2-Project 2 (Gateway): Central Plaza	34,371
Land Block 3-Project 1 (Anaha): Sidewalk along Queen Street	353
Land Block 3-Project 1 (Anaha): Sidewalk along Auahi Street	496
Land Block 3-Project 1 (Anaha): Sidewalk along Auahi Street	431
Land Block 3-Project 1 (Anaha): Midblock	902
Land Block 5-Project 1 (Ke Kilohana): Right-of-way along Ilaniwai Street	1,785
Halekauwila Street Dedication to HCDA	37,261
Subtotal of Public Facilities Dedication Provided to Date	115,701
<b>Proposed (Pending) Public Facilities Dedications (To Date)</b>	
<b>Projects</b>	<b>Area (SF)</b>
Land Block 1-Project 3 (A‘ali‘i): Sidewalk Easement	4,500
Land Block 1-Project 3 (A‘ali‘i): Driveway Easement	38,000
Land Block 1-Central Plaza	53,251
Subtotal of Pending Public Facilities Dedication	95,751
<b>Required Public Facilities Dedication (To Date)</b>	
<b>Project</b>	<b>Area (SF)</b>
Land Block 1-Project 2 (Ae‘o)	24,052
Land Block 1-Project 3 (A‘ali‘i)	24,788
Land Block 1-Project 4 (Koula)	27,320
Land Block 2-Project 1 (Waiea)	20,831
Land Block 2-Project 2 (Gateway)	31,163
Land Block 3-Project 1 (Anaha)	25,796
Land Block 5-Project 1 (Ke Kilohana)	3,092
Subtotal of Required Public Facilities Dedication to Date	157,042
<b>Remaining Balance After the Dedication of Pending Public Facilities</b>	<b>54,410</b>

As noted under item number six (6) of the D&O of the Nunc Pro Tunc Order dated May 6, 2009, for the Ward MP the Applicant needs to satisfy a public facilities dedication requirement that is estimated to be 330,053 square feet of land. Per the Findings of Facts of the Nunc Pro Tunc Order, item number 61, the 330,053 square feet of land for public facilities will include 225,678 square feet of land for public facilities that will include new streets (including typical sidewalks), pedestrian walkways (in addition to typical sidewalks), public plazas, and a mass transit connection while the remainder 104,375 square feet of land for public facilities will consist of community facilities, utility and infrastructure improvements and public parking. Per the D&O of the Nunc Pro Tunc Order, item number 8, for the entire Ward MP, the Applicant shall designate a Ward Neighborhood Commons (a public amenity) that shall be at least 150,000 square feet and the Applicant shall provide capital improvements, day to day maintenance, and security. This Ward Neighborhood Commons will include the public plazas and pedestrian walkways in blocks one (1) and two (2) of the public facilities plan and open spaces on blocks one (1) and two (2) of the open space plan as indicated in the Master Plan Application Addendum (dated September 12, 2008). The land area of the Central Plaza will account as part of the public facilities dedication and open space for the Ward MP. The Central Plaza is currently under construction.

### **Reserved Housing**

Section 15-22-115 of the Vested Rules requires that every applicant for a planned development containing multi-family dwelling units on a development lot of at least 20,000 square feet shall provide at least twenty percent (20%) of the total number of dwelling units in the development for sale or rental to qualified persons as determined by the Authority. The reserved housing requirement is calculated as a running total for each proposed project under the Ward MP. The reserved housing requirements will be based on the unit counts provided under the Development Permits for each of the projects.

The Applicant has provided 375 reserved housing units in the Ke Kilohana project and will provide additional 150 units in the Aalii project for a total of 525 reserved housing units. The total residential units in the Ward MP including the proposed Project are 2,942 - requiring 589 reserved housing units. Therefore, the Applicant needs to provide an additional 64 reserved housing units to meet the reserved housing requirement.

The Applicant is proposing to provide the required reserved housing units either within the Project or off-site within the Ward MP. The Table 6 is a summary of the total number of residential units as well as reserved housing units

required for approved projects within the Ward MP including the proposed Project.

**Table 6: Reserved Housing**

<b>Reserved Housing Requirement</b>		
<b>Projects</b>	<b>Residential Units</b>	<b>Reserved Housing Provided to Date</b>
Land Block 1-Project 2 (Aeo)	466	0
Land Block 1-Project 3 (Aalii)	751	150
Land Block 1-Project 3 (Koula)	570	-
Land Block 2-Project 1 (Waiea)	177	0
Land Block 2-Project 2 (Gateway)	236	0
Land Block 3-Project 1 (Anaha)	318	0
Land Block 5-Project 1 (Ke Kilohana)	424	375
<b>Total Residential Units</b>	<b>2,942</b>	<b>-</b>
<b>Reserved Units Required (20%)</b>	<b>589</b>	
<b>Total Reserved Units Provided to Date</b>	<b>-</b>	<b>525</b>
<b>Reserved Housing Required</b>	<b>64</b>	

### **Relocation Assistance**

Section 15-22-85 of the Vested Rules requires the Applicant to give at least 60 days' prior notice to any tenant who will be displaced. Similarly, item number 11 of the D&O of the Nunc Pro Tunc Order requires that the Applicant provide relocation assistance to affected tenants, first, by relocating businesses to other spaces within the Ward MP area, to the extent feasible, and if infeasible by working with a commercial broker to assist these business in locating alternative space.

The site is vacant. Existing warehouses have been demolished for the construction of the Central Plaza.

### **Modifications to the Provisions of the Mauka Area Rules**

Sections 15-22-22 and 15-22-120 of the Vested Rules provides for modification of specific provision of the Vested Rules. The Applicant is requesting the following modification:

- Modify §15-22-62 to increase the maximum platform height to 75 feet, with an allowance of an additional 12 feet in height for fifteen percent (15%) of the roof area that will be utilized for accessory uses.

Findings of Fact in the Ward MP Decision and Order indicate the Applicant's intent to request modification of the platform height from forty-five (45) feet to sixty-five (65) feet along Ala Moana Boulevard and to seventy-five (75) feet along other streets within the KCDD (Findings of Fact #62). The Conclusions of Law section of the Ward MP provides that the Applicant's proposal to modify Mauka Area Rules may be addressed as part of the planned development review process and shall be evaluated under §15-22-22 of the Vested Rules (Conclusions of Law #13).

## **VIII. PUBLIC TESTIMONIES**

At the time of submitting this report, HCDA staff has not received any public testimonies on the Project.

- Attachments:
- Exhibit A –Completeness and Automatic Approval Letter
  - Exhibit B –Notice of Public Hearing
  - Exhibit C – Motion to Intervene from the Honolulu Rapid Transportation Authority
  - Exhibit D –Ward MP, Nunc Pro Tunc, Findings of Fact, Conclusions of Law, and Decision and Order
  - Exhibit E –Master Plan Development Agreement
  - Exhibit F –Declaratory Order Relating to Condition No. 4
  - Exhibit G –HCDA's Letters of Receipt for Documents in Satisfaction of Condition #5 of the D&O
    - Historic Building Inventory,
    - Cultural Impact Assessment, and
    - Archaeological Inventory Survey
  - Exhibit H –HCDA's Letters of Receipt for Documents in Satisfaction of Condition #10 of the D&O
    - Regional Traffic Study and Individual Traffic Impact Assessments
  - Exhibit I – HCDA's Letters of Receipt for Documents in Satisfaction of Condition #12 of the D&O
    - Sustainability Guidelines
  - Exhibit J – Comments from Government Agencies
  - Exhibit K – Written Confirmation from SHPD
  - Exhibit L – Joint Development Agreement approved by the HCDA Executive Director and filed it with the Bureau of Conveyances as a covenant running with the land (DOC A-56090748).



HAWAII COMMUNITY  
DEVELOPMENT AUTHORITY



David Y. Ige  
Governor

John Whalen  
Chairperson

Garett Kamemoto  
Interim Executive Director

547 Queen Street  
Honolulu, Hawaii  
96813

Telephone  
(808) 594-0300

Facsimile  
(808) 587-0299

E-Mail  
dbedt.hcda.contact@hawaii.

Website  
dbedt.hawaii.gov/hcda

Ref. No.: PL MASP 13.1.3/KAK 18-038

May 1, 2018

Mr. Race Randle  
Vice President of Development  
The Howard Hughes Corporation  
1240 Ala Moana Boulevard, Suite 200  
Honolulu, Hawaii 96814

Dear Mr. Randle:

Re: Victoria Ward, Limited, Land Block 1, Block I, Project 4  
(Koula), Completeness Review, and Automatic Approval for  
Development Permit Application No.: KAK 18-038, Tax Map  
Keys: 2-3-002: 109, and 110 (Portion)

The Hawaii Community Development Authority (HCDA) has received and reviewed the Development Permit for Land Block 1, Project 4 - Koula (KAK 18-038) located at 1020 Auahi Street received on April 16, 2018 for application completeness. This Development Permit Application is being considered under Master Plan Permit No.: PL MASP 13.1.3 approved by the HCDA on January 14, 2009.

This letter is to inform you that the Development Permit is deemed to be *Complete* and all required information has been provided in the Development Permit Application. The completeness review does not constitute a decision as to whether the application complies with the provisions of the Mauka Area Rules (Vested Rules). Under the Vested Rules, Hawaii Administrative Rules, §15-22-23, the Development Permit Application will be deemed automatically approved if no decisions are made by the HCDA granting or denying approval within 160 days from the date of the hearing notice. The public hearing notice is published on this day, May 1, 2018 making the automatic approval date October 8, 2018. A copy of the public hearing notice is enclosed for your information.

Please contact Ms. Sery Berhanu of our Planning Office at 594-0314 or via email at [Sergut.Berhanu@hawaii.gov](mailto:Sergut.Berhanu@hawaii.gov) should you have any questions.

Sincerely,

Garett Kamemoto  
Interim Executive Director

GK/DN/SB:  
Enc.

c: Mr. Tom Schnell, Principal  
(PBR Hawaii & Associates, Inc.)

## NOTICE OF PUBLIC HEARINGS

NOTICE IS HEREBY GIVEN of public hearings to be held by the Hawaii Community Development Authority (HCDA), a body corporate and a public instrumentality of the State of Hawaii, pursuant to the provisions of Chapters 15-22 (Vested Mauka Area Rules) and 15-219, Hawaii Administrative Rules (HAR), and Section 206E-5.6, Hawaii Revised Statutes.

**DATES:** June 6, 2018 (Presentation Hearing)  
1:00 p.m.

June 13, 2018 (Modification/Exemption Hearing)  
11:00 a.m.

August 1, 2018 (Decision-Making Hearing)  
1:00 p.m.

**PLACE:** 547 Queen Street, 2<sup>nd</sup> Floor  
Honolulu, Hawaii 96813

or as soon thereafter as those interested may be heard to consider the following items:

**Application Date:** April 16, 2018  
**Permit Number:** KAK 18-038  
**Applicant:** Victoria Ward, Limited  
**Tax Map Key(s) (TMKs):** (1) 2-3-002: 109, and 110 (Portion)  
**Project Location:** 1020 Auahi Street

**Description:** The request is a Development Permit Application (“Application”) for a mixed-use project consisting of residential and commercial components, at 1020 Auahi Street, TMK Nos.: (1) 2-3-002: 109, and 110 (Portion) (“Koula Project” or “Project”). The proposed Project, consists of a 400-foot tower and a 75-foot podium, and will house a mix of approximately 570 residential units and approximately 58,300 square feet of commercial space and required parking spaces. The Project will provide approximately 10,800 square feet of open space and 58,496 square feet of recreational space. The Applicant is proposing to provide at least 64 reserved housing units to be located either within the Project or off-site.

**Modifications Requested:** The Applicant is requesting a modification from the requirements of the applicable Vested Mauka Area Rules (HAR Chapter 15-22) in order to increase the height of the podium (the structure located at the base of the proposed tower that will house parking stalls, commercial spaces, and a portion of the residential units), from 45 feet to 75 feet.

Interested persons may petition to intervene to participate as a party to this proceeding by filing a timely written motion with 30 copies at the HCDA office at 547 Queen Street, Honolulu, Hawaii 96813, in accordance with HAR §15-219-49, no later than 4:30 p.m. on Monday, May 21, 2018, and copies served to the Applicant at 1240 Ala Moana Boulevard, Suite 200, Honolulu, Hawaii 96814. The Authority will act on any motions to intervene on June 6, 2018 at which point all the parties to this proceeding will be established.



#### Presentation Hearing

The purpose of the June 6, 2018 Presentation Hearing is to allow the Applicant to present the proposed Project, to allow any other party the opportunity to present its position, and to provide the general public with the opportunity to present oral and/or written testimony.

#### Modification/Exemption Hearing

The purpose of the June 13, 2018 Modification/Exemption Hearing is to allow the Applicant to present its modification/exemption request and to afford any party the opportunity to present its position, and to provide the general public with the opportunity to present oral and/or written testimony.

#### Decision-Making Hearing

The purpose of the August 1, 2018 Decision-Making Hearing is to allow for additional oral and/or written testimony from the general public on the Development Permit Application prior to decision-making by the Authority. If the Authority adopts a proposed decision and order which is adverse to a party to the proceeding at the August 1, 2018 Decision-Making Hearing, the parties will be allowed to file written comments and/or exceptions to the Authority's proposed Decision and Order and thereafter, the Authority will engage in final decision-making at a further hearing to be held on September 5, 2018.

Any party may retain legal counsel or appear on his/her own behalf, or send a representative if the party is a partnership, corporation, trust, or association.

Copies of the Development Permit Application are available for inspection during regular business hours at the HCDA office, located at 547 Queen Street, 5<sup>th</sup> Floor, Honolulu, Hawaii 96813, or will be mailed to anyone who requests a copy after payment has been made for copying and postage costs. A copy of the Development Permit Application may also be accessed online and downloaded at the HCDA website: [dbedt.hawaii.gov/hcda](http://dbedt.hawaii.gov/hcda). To request a copy of the Development Permit Application or to submit written comments or testimony, please contact the HCDA on or before the date of the public hearing. Written public testimony will be accepted through the HCDA website at [dbedt.hawaii.gov/hcda](http://dbedt.hawaii.gov/hcda) until 12:00 p.m. the day before the respective public hearing dates ("Written Testimony Deadline"). Persons wishing to submit public testimony after the Written Testimony Deadline are encouraged to appear in person at the public hearing to present oral testimony. Persons who intend to present oral testimony on the above-listed application for Development Permit shall sign-up at the beginning of each public hearing. Persons who intend to submit written testimony shall submit 30 copies of their statements by 12:00 p.m. the day before the public hearing date. Please be advised that any written public testimony submitted to the HCDA will be treated as a public record and, as such, any contact information contained therein may be available for public inspection and copying. The Chairperson may limit public oral testimony to three minutes per speaker and speakers may be subject to questioning by the members of the Authority or by any other representative of the Authority. For questions or concerns, please call the HCDA office at 594-0300.

Individuals who need auxiliary aids for effective communication are invited to contact Ms. Francine Murray, HCDA's ADA Compliance Coordinator at 594-0300, or by facsimile at 587-0299 at least five working days prior to the date required.

HAWAII COMMUNITY DEVELOPMENT AUTHORITY  
JOHN WHALEN, CHAIRPERSON

RECEIVED

2018 MAY 18 PM 1 19

HAWAII COMMUNITY  
DEVELOPMENT  
AUTHORITY

STARN • O'TOOLE • MARCUS & FISHER  
A Law Corporation

TERENCE J. O'TOOLE 1209-0  
DUANE R. FISHER 5669-0  
LINDSAY E. ORMAN 9933-0

733 Bishop Street, Suite 1900  
Honolulu, Hawaii 96813  
Telephone No.: (808) 537-6100  
Facsimile No.: (808) 537-5434

DONNA Y. L. LEONG, 3226  
Corporation Counsel

PAUL S. AOKI, 1286  
(808) 768-5132

[paoki@honolulu.gov](mailto:paoki@honolulu.gov)

Deputy Corporation Counsel

ROZELLE A. AGAG, 8917  
(808) 768-5231

[rozelle.agag@honolulu.gov](mailto:rozelle.agag@honolulu.gov)

Deputy Corporation Counsel

City and County of Honolulu

530 South King Street, Room 110

Honolulu, Hawaii 96813

Facsimile: (808) 768-5105

Attorneys for Intervenor  
HONOLULU AUTHORITY FOR  
RAPID TRANSPORTATION

BEFORE THE HAWAII COMMUNITY DEVELOPMENT AUTHORITY  
OF THE STATE OF HAWAII

In re the Application of

VICTORIA WARD, LIMITED,

Applicant

for a Planned Development Permit for Land  
Block 1, Project 4.

APPLICATION NO. KAK 18-038

**HONOLULU AUTHORITY FOR  
RAPID TRANSPORTATION'S  
MOTION TO INTERVENE;  
MEMORANDUM IN SUPPORT OF  
MOTION; DECLARATION OF  
LINDSAY E. ORMAN; EXHIBIT 1;  
CERTIFICATE OF SERVICE**

HEARING:

DATE: June 06, 2018

TIME: 1:00 p.m.

**HONOLULU AUTHORITY FOR RAPID TRANSPORTATION'S  
MOTION TO INTERVENE**

The Honolulu Authority for Rapid Transportation (“**HART**”), by and through its undersigned counsel, hereby petitions the Hawaii Community Development Authority (“**HCDA**”) for leave to intervene in the above-captioned matter.

On February 3, 2018, the City Council of the City and County of Honolulu (the “**City**”) passed Resolution 18-17, approving HART’s acquisition, in the name of the City by eminent domain, of various easements over, on, and across certain real property for purposes of the construction, operation, and maintenance of the City’s fixed guideway system. *See **Exhibit 1***. Certain of the approved easements are located on Land Block 1, including easements related to the Kakaako Station. Significantly, and as explained in more detail in the attached Memorandum in Support of Motion:

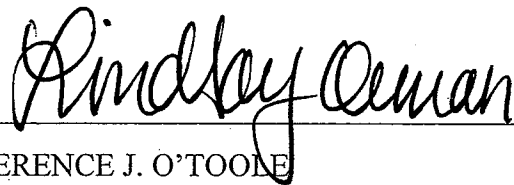
- **HART does not oppose the proposed Kō‘ula development;**
- HART seeks leave to intervene and participate as a party in this proceeding in order to coordinate with Victoria Ward, Limited and HCDA on any issues that may affect HART’s acquisition of the approved easements and plans for the fixed guideway system on Land Block 1;
- HART’s intervention is consistent with Section 206E-5.6(j)(2)(B) of the Hawaii Revised Statutes, which requires HCDA to consider the impact of the proposed project on transit-oriented development, including rail;
- HART’s intervention is consistent with paragraph 85 of the Amended and Restated Hearing Officer’s Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit, which provides that, as part of the individual project development applications for the Ward Village Master Plan

area, “a more detailed transit route and station location shall be addressed and incorporated”; and

- HART’s intervention is proper and warranted in order to protect HART’s interests in Land Block 1 and because HART’s intervention in this matter will not unreasonably broaden the issues already presented.

This motion is brought pursuant to sections 15-219-32 and 15-219-49 of the Hawaii Administrative Rules and the Notice of Public Hearing on Permit Number KAK 18-038 and is supported by the Memorandum in Support of Motion, declaration of counsel, and exhibit attached hereto, and the records and files herein.

DATED: Honolulu, Hawai‘i, May 18, 2018

A handwritten signature in black ink, reading "Lindsay E. Orman", is written over a horizontal line.

TERENCE J. O'TOOLE  
DUANE R. FISHER  
LINDSAY E. ORMAN  
DONNA Y. L. LEONG  
PAUL S. AOKI  
ROZELLE A. AGAG

Attorneys for Intervenor  
HONOLULU AUTHORITY FOR  
RAPID TRANSPORTATION

BEFORE THE HAWAII COMMUNITY DEVELOPMENT AUTHORITY  
OF THE STATE OF HAWAII

In re the Application of

VICTORIA WARD, LIMITED,

Applicant

for a Planned Development Permit for Land  
Block 1, Project 4.

APPLICATION NO. KAK 18-038

**MEMORANDUM IN SUPPORT OF  
MOTION**

**MEMORANDUM IN SUPPORT OF MOTION**

**I. INTRODUCTION**

On April 16, 2018, Victoria Ward, Limited (“*VWL*”) filed an application for a permit (KAK 18-038) to build a high-rise condominium project known as Kō‘ula, located within Land Block 1 of Ward Village, on the real property identified by Tax Map Key Nos. (1) 2-3-002:109 and 110 (portion).

Further to Resolution 18-17 by the City Council of the City and County of Honolulu (the “*City*”), the Honolulu Authority for Rapid Transportation (“*HART*”) is in the process of acquiring various easements within Land Block 1 for the construction, operation, and maintenance of the City’s fixed guideway system.

**HART does not oppose the proposed Kō‘ula development**, but seeks leave to intervene in this matter in order to protect HART’s interest in Land Block 1 and coordinate with VWL and the Hawaii Community Development Authority (“*HCDA*”) on any issues that may affect HART’s plans for the fixed guideway system.

## II. LEGAL STANDARD FOR INTERVENTION

Intervention will not be granted unless the proposed intervenor's allegations "are reasonably pertinent to and do not unreasonably broaden the issues already presented." Haw. Admin. R. ("**HAR**") § 15-219-49(e).

A governmental agency may move to intervene by filing a timely written motion in accordance with HAR § 15-219-32. *See* HAR § 15-219-49(a); *see also* HAR § 15-219-49(c) ("Where the contested case proceeding is to be conducted as a public hearing, a motion to intervene shall be filed by the deadline indicated in the published notice of public hearing.").

HAR § 15-219-32 requires all motions to (1) be in writing, (2) state the grounds for the motion, (3) set forth the relief or order sought, and (4) be accompanied by a memorandum in support of the motion, if the motion involves a question of law. HAR § 15-219-32(a). In addition, every motion, except one entitled to be heard *ex parte*, must indicate whether a hearing is requested on the motion, and any motion requiring the consideration of facts not appearing in the record must be supported by a declaration or affidavit. HAR § 15-219-32(b).

A motion to intervene must also include the below-listed information:

(1) Name, address, and telephone number of the applicant and the applicant's legal counsel, if any;

(2) The nature of the applicant's statutory or other right to participate in the contested case proceeding;

(3) The nature and extent of the applicant's property, financial, or other interest in the pending contested case proceeding;

(4) The other means by which applicant's interest may be protected;

(5) The extent to which applicant's interest will not be represented by existing parties to the contested case proceeding;

(6) The extent to which applicant's participation can assist in the development of a sound record;

(7) The extent to which applicant's participation will broaden the issues or delay the proceeding; and

(8) Whether applicant's position is in support of or in opposition to the relief sought.  
HAR § 15-219-49(b).

### **III. HART'S MOTION FOR INTERVENTION SHOULD BE GRANTED**

#### **A. HART's Motion is Timely**

Pursuant to the Notice of Public Hearing on Permit Number KAK 18-038, a motion to intervene in this matter is timely if filed no later than 4:30 p.m. on Monday, May 21, 2018. *Cf.* HAR § 15-219-49(c). ("Where the contested case proceeding is to be conducted as a public hearing, a motion to intervene shall be filed by the deadline indicated in the published notice of public hearing."). HART's Motion was filed before the applicable deadline and is therefore timely.

#### **B. HART's Motion Complies with the Requirements of HAR § 15-219-32**

HART's Motion meets the requirements of HAR § 15-219-32:

(1) HART's Motion is in writing;

(2) HART's Motion states the grounds for the Motion: HART seeks to intervene in this matter pursuant to HAR § 15-219-49 in order to protect HART's interest in Land Block 1 and coordinate with VWL and HCDA on any issues that may affect HART's plans for the fixed guideway system;

- (3) HART's Motion sets forth the relief HART requests: leave to intervene;
- (4) HART's Motion is accompanied by a memorandum in support of the motion, which addresses how HART meets the legal standard for intervention;
- (5) HART's Motion indicates that a hearing on the matter will be held on June 6, 2018, at 1:00 pm. Per the Notice of Public Hearing, HCDA "will act on any motions to intervene on June 6, 2018"; and
- (6) HART's Motion is supported by the attached declaration of counsel with respect to facts not in the record relating to City Council Resolution 18-17.

*Cf.* HAR § 15-219-32(a) and (b).

**C. HART's Motion Complies with the Requirements of HAR § 15-219-49**

HART's Motion complies with HAR § 15-219-49 by providing the following information:

- (1) **Name, address, and telephone number of the applicant and the applicant's legal counsel:**

Applicant: Honolulu Authority for Rapid Transportation (HART)  
City and County of Honolulu  
Alii Place, Suite 1700  
1099 Alakea Street  
Honolulu, Hawaii 96813  
(808) 768-6159

Applicant's Counsel: Terence J. O'Toole, Duane R. Fisher, and Lindsay E. Orman  
Starn O'Toole Marcus & Fisher  
733 Bishop Street, Suite 1900  
Honolulu, Hawaii 96813  
(808) 537-6100

Donna Y.L. Leong, Paul S. Aoki, and Rozelle A. Agag  
Corporation Counsel  
City and County of Honolulu  
530 South King Street, Room 110  
Honolulu, Hawaii 96813  
(808) 768-5132



**(2) The nature of the applicant's statutory or other right to participate in the contested case proceeding:** Pursuant to Section 206E-5.6(j)(2)(B) of the Hawaii Revised Statutes, HCDA must consider the impact of the proposed project on transit-oriented development, including rail, before approving the Kō'ula permit application. Coordination with HART is proper and warranted in order to identify and address the potential impact of Kō'ula on the fixed guideway system.

Coordination with HART is also consistent with the Ward Village Master Plan. Paragraph 85 of the Amended and Restated Hearing Officer's Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit states that, as part of the individual project development applications for the Ward Village Master Plan area, "a more detailed transit route and station location shall be addressed and incorporated."

**(3) The nature and extent of the applicant's property, financial, or other interest in the pending contested case proceeding:** In Resolution 18-17, the City Council approved HART's acquisition, in the name of the City by eminent domain, of various easements over and across certain real property, including property within Land Block 1. See Exhibit 1, at p. 2; see also Revised Charter of the City & County of Honolulu 1973 (2017 ed.) § 17-103(2)(b) (describing HART's power of eminent domain). As shown on Exhibit A and Exhibit B to Resolution 18-17, the approved easement areas include a portion of the real property identified by Tax Map Key ("TMK") No. (1) 2-3-002-110. See Exhibit 1, at Exhibit A (p. 4) and Exhibit 1, at Exhibit B (p. 4). TMK No. (1) 2-3-002-110 is one of the two TMKs identified by VWL in connection with the proposed Kō'ula project on Land Block 1.

HART has a significant interest in ensuring the coordination of the fixed guideway system with the development of Ward Village and, in particular, Land Block 1, where the Kakaako Station will be located.

**(4) The other means by which applicant's interest may be protected:** HART could also submit written comments or testimony in connection with the public hearing on the Kō'ula permit application or negotiate privately with VWL. However, given the magnitude of the costs of the fixed guideway system and the potential significant impact on costs that could result from a lack of coordination between VWL, HCDA, and HART, HART believes the best approach is to intervene and participate as a party in this matter. Otherwise, HART cannot ensure adequate protection of its interests.

**(5) The extent to which applicant's interest will not be represented by existing parties to the contested case proceeding:** Although VWL and HART have some common interests, such as promoting transit-oriented development projects, and although the two have worked together on the alignment and location of the Kakaako Station, their interests are not fully aligned. Indeed, in HART's acquisition of easements from VWL, the two parties' interests will be directly adverse. VWL cannot adequately represent HART's interest in the development of Land Block 1 because, at times, VWL's duties to its shareholders to maximize profits may be at odds with HART's obligations to Honolulu taxpayers to control the costs of the fixed guideway system.

**(6) The extent to which applicant's participation can assist in the development of a sound record:** HART's participation will assist HCDA in developing a sound record on consideration of Kō'ula's impact on the fixed guideway system, including Kakaako Station. *Cf.* HRS § 206E-5.6(j)(2)(B) (requiring HCDA to consider the same).

**(7) The extent to which applicant's participation will broaden the issues or delay the proceeding:** HART's participation is not intended to broaden the issues or delay the proceedings. As discussed above, HCDA is already required to consider the impact of Kō'ula on the fixed guideway system prior to approving the permit application. *See* HRS § 206E-5.6(j)(2)(B). HART's participation facilitates such consideration and also helps to address any potential issues with VWL at the outset.

**(8) Whether applicant's position is in support of or in opposition to the relief sought:**

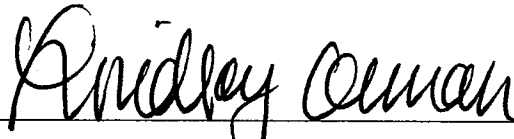
HART does not oppose the Kō'ula permit application. HART intends to work with VWL and HCDA to help implement the Kō'ula project as part of the overall development on Land Block 1, in coordination with the fixed guideway system.

In sum, HART's allegations regarding the need to coordinate the fixed guideway system and development of Land Block 1 are reasonably pertinent to VWL's Kō'ula permit application, which involves development of Land Block 1 and one of the TMKs where HART has identified an easement area. Moreover, because HCDA is already required to consider the impact of the proposed project on the fixed guideway system, HART's allegations do not unreasonably broaden the issues already submitted. *Cf.* HAR § 15-219-49(e) (providing that intervention will not be granted unless the proposed intervenor's allegations "are reasonably pertinent to and do not unreasonably broaden the issues already presented").

#### **IV. CONCLUSION**

For all of the reasons stated above, HART respectfully requests that its Motion be granted and that HART be permitted to intervene in this matter.

DATED: Honolulu, Hawai'i, May 18, 2018

A handwritten signature in black ink, reading "Lindsay E. Orman", is written over a horizontal line.

TERENCE J. O'TOOLE  
DUANE R. FISHER  
LINDSAY E. ORMAN  
DONNA Y. L. LEONG  
PAUL S. AOKI  
ROZELLE A. AGAG

Attorneys for Intervenor  
HONOLULU AUTHORITY FOR  
RAPID TRANSPORTATION

BEFORE THE HAWAII COMMUNITY DEVELOPMENT AUTHORITY  
OF THE STATE OF HAWAII

In re the Application of

VICTORIA WARD, LIMITED,

Applicant

for a Planned Development Permit for Land  
Block 1, Project 4.

APPLICATION NO. KAK 18-038

**DECLARATION OF  
LINDSAY E. ORMAN;  
EXHIBIT 1**

**DECLARATION OF LINDSAY E. ORMAN**

I, LINDSAY E. ORMAN, declare that:

1. I am an attorney with the law firm of Starn O'Toole Marcus & Fisher, counsel for Honolulu Authority for Rapid Transportation. I am licensed to practice law in the State of Hawaii and in good standing with the Hawaii bar.
2. I have personal knowledge of the matters set forth herein except and unless stated to be upon information and belief, and I am competent to testify about matters contained in this Declaration.
3. Certain of the easements identified in Exhibit B to Resolution 18-17 are located on Land Block 1, including easements related to the Kakaako Station.
4. Attached hereto as **Exhibit 1** is a true and correct copy of Resolution 18-17, which I obtained from the Honolulu City Council's website on May 15, 2018, and which has been kept in the files of Starn O'Toole Marcus & Fisher in the ordinary course of business.

I declare under penalty of law that the foregoing is true and correct.

DATED: Honolulu, Hawai'i, May 18, 2018

  
LINDSAY E. ORMAN



**CITY COUNCIL**  
CITY AND COUNTY OF HONOLULU  
HONOLULU, HAWAII

No. 18-17

---

**RESOLUTION**

---

RELATING TO THE HONOLULU AUTHORITY FOR RAPID TRANSPORTATION'S NOTIFICATION REGARDING THE ACQUISITION BY EMINENT DOMAIN OF INTERESTS IN REAL PROPERTY.

WHEREAS, Sections 17-101 and 17-103.1 of the Revised Charter of the City and County of Honolulu 1973 (2017 Edition) ("Charter"), establish the Honolulu Authority for Rapid Transportation ("HART"), which has the authority to develop the City's fixed guideway system; and

WHEREAS, Charter Section 17-103.2(b) provides that HART is empowered to acquire by eminent domain, in the name of the City, all real property or any interest therein necessary for the development of the fixed guideway system; provided that prior to commencing such action, HART must submit to the Council, in writing, a list of the parcels and areas to be acquired; and

WHEREAS, Charter Section 17-103.2(b) further provides that HART may proceed with such condemnation action if the Council: (1) fails to adopt a resolution objecting to the condemnation within 45 days of receipt of notification; or (2) affirmatively approves of the acquisition by resolution; and

WHEREAS, by Departmental Communication 847 (2017) ("D-847 (2017)"), which was officially received by the Council on December 20, 2017, HART notified the Council of its intention to acquire interests in a number of properties by eminent domain; and

WHEREAS, among the property interests described in D-847 (2017) for condemnation are 35 easements over, on, and across 16 parcels of real property identified in Exhibits A and B, attached hereto and incorporated by reference herein, and as more particularly identified in the legal descriptions found in HART's Resolution 2017-12 attached to D-847 (2017); and

WHEREAS, the tax map key numbers, addresses, and owners of record of the abovementioned 16 properties (all of which are owned, in whole or in part, by Victoria Ward, Limited, or by an entity affiliated with Victoria Ward, Limited or the Howard Hughes Corporation), are listed in Exhibit A; and

WHEREAS, the easement identification numbers, easement type, acquisition type, and acquisition square footage are listed in Exhibit B, and metes and bounds legal descriptions of the easements are found in HART's Resolution 2017-12 attached to D-847 (2017); and



**CITY COUNCIL**  
CITY AND COUNTY OF HONOLULU  
HONOLULU, HAWAII

No. 18-17

---

**RESOLUTION**

---

WHEREAS, the 45th day following receipt of notification is February 3, 2018;  
now, therefore,

BE IT RESOLVED by the Council of the City and County of Honolulu that it approves of the Honolulu Authority for Rapid Transportation's acquisition, in the name of the City by eminent domain, of various easements over, on, and across the real property identified in Exhibits A and B, as more particularly identified in the Honolulu Authority for Rapid Transportation's Resolution 2017-12 attached to D-847 (2017); and

BE IT FURTHER RESOLVED that pursuant to Charter Section 17-103.2(b), the Honolulu Authority for Rapid Transportation may proceed with condemnation of such property interests; and



**CITY COUNCIL**  
CITY AND COUNTY OF HONOLULU  
HONOLULU, HAWAII

No. 18-17

---

**RESOLUTION**

---

BE IT FINALLY RESOLVED that copies of this resolution be transmitted to Damien Kim, Chair of the Board of the Honolulu Authority for Rapid Transportation; Andrew S. Robbins, Executive Director and CEO of the Honolulu Authority for Rapid Transportation; and Mayor Kirk Caldwell.

INTRODUCED BY:

DATE OF INTRODUCTION:

**JAN 12 2018**

Honolulu, Hawaii

Councilmembers



# EXHIBIT A

Owner	Address	Tax Map Key No.
Victoria Ward Limited	534 Koula Street Honolulu, Hawaii 96813	2-1-052: 016 (portion)
Victoria Ward Limited	Halekauwila Street Honolulu, Hawaii 96813	2-1-052: 022 (portion)
Victoria Ward Limited	801 Halekauwila Street Honolulu, Hawaii 96813	2-1-052: 045 (portion)
Victoria Ward Limited	544 Ahui Street Honolulu, Hawaii 96813	2-1-052: 046 (portion)
Victoria Ward Limited	549 Ahui Street Honolulu, Hawaii 96813	2-1-052: 035 (portion)
Victoria Ward Limited	849 Halekauwila Street Honolulu, Hawaii 96813	2-1-052: 053 (portion)
Victoria Ward Limited	855 Halekauwila Street Honolulu, Hawaii 96813	2-1-052: 036 (portion)
Victoria Ward Limited	901 Halekauwila Street Honolulu, Hawaii 96814	2-1-052: 027 (portion)
Victoria Ward Limited	919 Halekauwila Street Honolulu, Hawaii 96814	2-1-052: 028 (portion)
988 Halekauwila LLC	988 Halekauwila Street Honolulu, Hawaii 96814	2-1-050: 071 (portion)
Victoria Ward Limited	333 Ward Avenue Honolulu, Hawaii 96814	2-3-002: 059 (portion)
1001 Queen, LLC	1001 Queen Street Honolulu, Hawaii 96814	2-3-002: 106 (portion)
Victoria Ward, Limited	1001 Queen Street Honolulu, Hawaii 96813	2-3-002: 105 (portion)
Victoria Ward, Limited	1100 Ala Moana Boulevard Honolulu, Hawaii 96814	2-3-002: 107 (portion)
Victoria Ward, Limited	1100 Ala Moana Boulevard Honolulu, Hawaii 96814	2-3-002: 110 (portion)
Hawaii Community Development Authority/ Victoria Ward, Limited	Queen Street Honolulu, Hawaii 96814	2-3-003: 087 (portion)

**EXHIBIT B - Description of the Easements and the Property**

<b>PARCEL ID</b>	<b>TAX MAP KEY</b>	<b>OWNER NAME AND PROPERTY ADDRESS</b>	<b>ACQUISITION TYPE</b>	<b>REAL ESTATE NEEDED</b>	<b>ACQUISITION SQUARE FEET</b>
Easement 451-B	2-1-052-016	Victoria Ward, Limited 534 Koula St., Honolulu, HI 96813	Partial	Project Easement	127
Easement 451-A	2-1-052-022	Victoria Ward, Limited Halekauwila St., Honolulu, HI 96813	Partial	Project Easement	2,136
Easement 451-C	2-1-052-022	Victoria Ward, Limited Halekauwila St., Honolulu, HI 96813	Partial	Project Easement	290
Easement 451 D-1	2-1-052-022	Victoria Ward, Limited Halekauwila St., Honolulu, HI 96813	Partial	Project Easement	215
Easement 451 D-2	2-1-052-022	Victoria Ward, Limited Halekauwila St., Honolulu, HI 96813	Partial	Project Easement	205
Easement E-1	2-1-052-022	Victoria Ward, Limited Halekauwila St., Honolulu, HI 96813	Partial	Electrical Easement	2,475
Easement 452	2-1-052-045	Victoria Ward, Limited 801 Halekauwila St., Honolulu, HI 96813	Partial	Project Easement	362
Easement E-2	2-1-052-045	Victoria Ward, Limited 801 Halekauwila St., Honolulu, HI 96813	Partial	Electrical Easement	133
Easement 452-A	2-1-052-046	Victoria Ward, Limited 544 Ahui Street, Honolulu, HI 96813	Partial	Project Easement	1,203
Easement A	2-1-052-046	Victoria Ward, Limited 544 Ahui Street, Honolulu, HI 96813	Partial	Temporary Construction Easement	279

**EXHIBIT B - Description of the Easements and the Property**

<b>PARCEL ID</b>	<b>TAX MAP KEY</b>	<b>OWNER NAME AND PROPERTY ADDRESS</b>	<b>ACQUISITION TYPE</b>	<b>REAL ESTATE NEEDED</b>	<b>ACQUISITION SQUARE FEET</b>
Easement E-3	2-1-052-046	Victoria Ward, Limited 544 Ahui Street, Honolulu, HI 96813	Partial	Electrical Easement	293
Easement 453-A	2-1-052-035	Victoria Ward, Limited 549 Ahui St., Honolulu, HI 96813	Partial	Project Easement	569
Easement 453-B	2-1-052-053	Victoria Ward, Limited 849 Halekauwila St., Honolulu, HI 96813	Partial	Project Easement	488
Easement 453-C	2-1-052-036	Victoria Ward, Limited 855 Halekauwila St., Honolulu, HI 96813	Partial	Project Easement	746
Easement 454	2-1-052-027	Victoria Ward, Limited 901 Halekauwila St., Honolulu, HI 96814	Partial	Project Easement	98
Easement 454-A	2-1-052-027	Victoria Ward, Limited 901 Halekauwila St., Honolulu, HI 96814	Partial	Project Easement	528
Temporary Construction Easement A-1	2-1-052-027	Victoria Ward, Limited 901 Halekauwila St., Honolulu, HI 96814	Partial	Temporary Construction Easement	297
Temporary Construction Easement A-2	2-1-052-027	Victoria Ward, Limited 901 Halekauwila St., Honolulu, HI 96814	Partial	Temporary Construction Easement	83
Easement E-4	2-1-052-028	Victoria Ward, Limited 919 Halekauwila St., Honolulu, HI 96814	Partial	Electrical Easement	236
Easement 455	2-1-050-071	988 Halekauwila LLC 988 Halekauwila St., Honolulu, HI 96814 Title search as of 10/18/2017	Partial	Project Easement	5,072
Temporary Construction Easement A-3	2-1-050-071	988 Halekauwila LLC 988 Halekauwila St., Honolulu, HI 96814 Title search as of 10/18/2017	Partial	Temporary Construction Easement	88
Easement 468	2-3-002-059	Victoria Ward, Limited 333 Ward Ave., Honolulu, HI 96814	Partial	Project Easement	37,533

**EXHIBIT B – Description of the Easements and the Property**

<b>PARGE ID</b>	<b>TAX MAP KEY</b>	<b>OWNER NAME AND PROPERTY ADDRESS</b>	<b>ACQUISITION TYPE</b>	<b>REAL ESTATE NEEDED</b>	<b>ACQUISITION SQUARE FEET</b>
Easement 18	2-3-002-059	Victoria Ward, Limited 333 Ward Ave., Honolulu, HI 96814	Partial	Access Easement	3,445
Easement 20	2-3-002-059	Victoria Ward, Limited 333 Ward Ave., Honolulu, HI 96814	Partial	Drain Easement	414
Easement 21	2-3-002-059	Victoria Ward, Limited 333 Ward Ave., Honolulu, HI 96814	Partial	Sewer Easement	295
Easement 22	2-3-002-059	Victoria Ward, Limited 333 Ward Ave., Honolulu, HI 96814	Partial	Sewer Easement	4,293
Easement U-1	2-3-002-106 2-3-002-105	1001 Queen, LLC 1001 Queen St., Honolulu, HI 96814  Victoria Ward, Limited 1001 Queen St., Honolulu, HI 96814	Partial	Utility Easement	125
Easement E-6	2-3-002-106 2-3-002-105	1001 Queen, LLC 1001 Queen St., Honolulu, HI 96814  Victoria Ward, Limited 1001 Queen St., Honolulu, HI 96814	Partial	Electrical Easement	133

**EXHIBIT B - Description of the Easements and the Property**

<b>PARCEL ID</b>	<b>TAX MAP KEY</b>	<b>OWNER NAME AND PROPERTY ADDRESS</b>	<b>ACQUISITION TYPE</b>	<b>REAL ESTATE NEEDED</b>	<b>ACQUISITION SQUARE FEET</b>
Easement 473	2-3-002-106	1001 Queen, LLC 1001 Queen St., Honolulu, HI 96814	Partial	Project Easement	22,861
	2-3-002-107	Victoria Ward, Limited 1100 Ala Moana Blvd., Honolulu, HI 96814			
	2-3-002-110	Victoria Ward, Limited 1100 Ala Moana Blvd., Honolulu, HI 96814			
Easement 473-A	2-3-002-106	1001 Queen, LLC 1001 Queen St., Honolulu, HI 96814	Partial	Project Easement	4,525
Easement 473-B	2-3-002-105	Victoria Ward, Limited 1001 Queen St., Honolulu, HI 96814	Partial	Project Easement	193
Easement E-5-A	2-3-002-106	1001 Queen, LLC 1001 Queen St., Honolulu, HI 96814	Partial	Electrical Easement	26
Easement E-5-D	2-3-002-106	1001 Queen, LLC 1001 Queen St., Honolulu, HI 96814	Partial	Electrical Easement	235

**EXHIBIT B - Description of the Easements and the Property**

<b>PARCEL ID</b>	<b>TAX MAP KEY</b>	<b>OWNER NAME AND PROPERTY ADDRESS</b>	<b>ACQUISITION TYPE</b>	<b>REAL ESTATE NEEDED</b>	<b>ACQUISITION SQUARE FEET</b>
Easement E-5-B	2-3-003-087	Hawaii Community Development Authority Queen St., Honolulu, HI 96814	Partial	Electrical Easement	26
Easement E-5-C	2-3-003-087	Victoria Ward, Limited Queen St., Honolulu, HI 96814	Partial	Electrical Easement	78

CITY COUNCIL  
CITY AND COUNTY OF HONOLULU  
HONOLULU, HAWAII  
CERTIFICATE

RESOLUTION 18-17

Introduced: 01/12/18 By: ERNEST MARTIN

Committee: EXECUTIVE MATTERS  
AND LEGAL AFFAIRS

Title: RESOLUTION RELATING TO THE HONOLULU AUTHORITY FOR RAPID TRANSPORTATION'S NOTIFICATION  
REGARDING THE ACQUISITION BY EMINENT DOMAIN OF INTERESTS IN REAL PROPERTY.

Voting Legend: \* = Aye w/Reservations

---

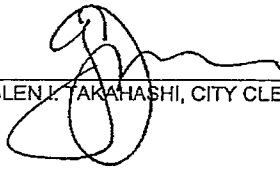
01/23/18	EXECUTIVE MATTERS AND LEGAL AFFAIRS	CR-25 – RESOLUTION REPORTED OUT OF COMMITTEE FOR ADOPTION.
----------	--	--

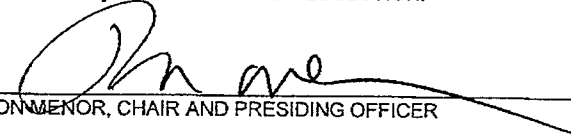
---

01/31/18	COUNCIL	CR-25 AND RESOLUTION 18-17 WERE ADOPTED. 5 AYES: ANDERSON, ELEFANTE, MANAHAN, MENOR, PINE. 3 NOES: FUKUNAGA, KOBAYASHI, MARTIN. 1 ABSENT: OZAWA.
----------	---------	---

---

I hereby certify that the above is a true record of action by the Council of the City and County of Honolulu on this RESOLUTION.

  
\_\_\_\_\_  
GLEN I. TAKAHASHI, CITY CLERK

  
\_\_\_\_\_  
RON MENOR, CHAIR AND PRESIDING OFFICER

BEFORE THE HAWAII COMMUNITY DEVELOPMENT AUTHORITY  
OF THE STATE OF HAWAII

In re the Application of

VICTORIA WARD, LIMITED,

Applicant

for a Planned Development Permit for Land  
Block 1, Project 4.

APPLICATION NO. KAK 18-038

**CERTIFICATE OF SERVICE**

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on this date, a copy of the foregoing document will  
be duly served by **hand delivery** upon the following parties at their last known addresses:

HONOLULU COMMUNITY DEVELOPMENT AUTHORITY  
547 Queen Street  
Honolulu, Hawaii 96813

VICTORIA WARD, LIMITED  
1240 Ala Moana Boulevard, Suite 200  
Honolulu, Hawaii 96814

DATED: Honolulu, Hawai'i, May 18, 2018



TERENCE J. O'TOOLE  
DUANE R. FISHER  
LINDSAY E. ORMAN  
DONNA Y. L. LEONG  
PAUL S. AOKI  
ROZELLE A. AGAG

Attorneys for Intervenor  
HONOLULU AUTHORITY FOR  
RAPID TRANSPORTATION



BEFORE THE HAWAII COMMUNITY DEVELOPMENT AUTHORITY  
OF THE STATE OF HAWAII

In re the Application of	)	File No.: PL MASP 13.1.3
	)	NUNC PRO TUNC ORDER RE:
GENERAL GROWTH PROPERTIES,	)	HEARING OFFICER'S PROPOSED
INC. on behalf of its affiliate VICTORIA	)	FINDINGS OF FACT, CONCLUSIONS
WARD, LIMITED	)	OF LAW, AND DECISION AND
	)	ORDER FOR A MASTER PLAN
For a Master Plan Permit	)	PERMIT; EXHIBIT "A"
_____	)	

**NUNC PRO TUNC ORDER RE: HEARING OFFICER'S PROPOSED  
FINDINGS OF FACT, CONCLUSIONS OF LAW,  
AND DECISION AND ORDER FOR A MASTER PLAN PERMIT**

On January 14, 2009, the Hawaii Community Development Authority ("Authority") issued its Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit ("Decision & Order"), granting GENERAL GROWTH PROPERTIES, INC., on behalf of its affiliate, VICTORIA WARD, LIMITED's ("Petitioner" or "VWL") application for a master plan , pursuant to chapter 206E of the *Hawai'i Revised Statutes* ("HRS") and chapter 15-22 of the *Hawai'i Administrative Rules* ("HAR"), for approximately 59.96 acres of land in the Kaka'ako Community Development District, Oahu, Hawai'i, also known as the Ward Neighborhood Master Plan ("Master Plan").

There is a clerical omission on pages 1, 8-9, and 42 of the Decision & Order. Although TMK No. 2-1-052: 022 was part of the Master Plan application, and was

incorporated by reference on Exhibit "A" of the Decision & Order, it was inadvertently omitted from the text of the Decision & Order.

Therefore, the corrected portions of the Decision & Order should read as follows:

Page 1: On April 2, 2008, GENERAL GROWTH PROPERTIES, INC., on behalf of its affiliate, VICTORIA WARD, LIMITED ("Petitioner" or "VWL"), submitted an application for a master plan, pursuant to chapter 206E of the *Hawai'i Revised Statutes* ("HRS") and chapter 15-22 of the *Hawai'i Administrative Rules* ("HAR"), to obtain a master plan permit for approximately 59.96 acres of land in the Kaka'ako Community Development District, Oahu, Hawai'i, and identified as Tax Map Key Numbers 2-1-0049: 063, 2-1-049: 080, 2-1-056: 001, 2-3-001: 001, 2-3-001: 004, 2-3-001: 005, 2-3-002: 002, 2-3-002: 059, 2-3-003: 065, 2-3-003: 093, 2-3-005: 004, 2-3-005: 005, 2-3-005: 006, 2-3-005: 012, 2-1-050: 001, 2-1-050: 061, 2-1-050: 062, 2-1-052: 011, 2-1-052: 012, 2-1-052: 016, 2-1-052: 017, 2-1-052: 020, 2-1-052: 022, 2-1-052: 024, 2-1-052: 027, 2-1-052: 028, 2-1-052: 031, 2-1-052: 032, 2-1-052: 033, 2-1-052: 034, 2-1-052: 035, 2-1-052: 036, 2-1-052: 038, 2-1-052: 039, 2-1-052: 040, 2-1-052: 042, 2-1-052: 043, 2-1-052: 045, 2-1-052: 046, 2-1-052: 051, 2-1-052: 052, 2-1-052: 053, 2-1-053: 001, 2-1-053: 030, 2-3-002: 001, 2-3-002: 067, 2-3-002: 086, 2-3-002: 087, 2-3-002: 104, 2-3-003: 022, 2-3-003: 094, 2-3-005: 013, 2-3-005: 014, 2-3-005: 015, 2-3-005: 016, 2-3-005: 017, 2-3-005: 019, and 2-3-005: 022 (collectively, the "Master Plan Area") for the Ward Neighborhood Master Plan ("Master Plan").

Pages 8-9 (Finding of Fact 38): The Master Plan Area consists of approximately 59.96 acres of land located in the Kaka'ako Community Development District, Oahu, Hawai'i, and identified as Tax Map Key Numbers 2-1-0049: 063, 2-1-049: 080, 2-1-056: 001, 2-3-001: 001, 2-3-001: 004, 2-3-001: 005, 2-3-002: 002, 2-3-002: 059, 2-3-003: 065, 2-3-003: 093, 2-3-005: 004, 2-3-005: 005, 2-3-005: 006, 2-3-005: 012, 2-1-050: 001, 2-1-050: 061, 2-1-050: 062, 2-1-052: 011, 2-1-052: 012, 2-1-052: 016, 2-1-052: 017, 2-1-052: 020, 2-1-052: 022, 2-1-052: 024, 2-1-052: 027, 2-1-052: 028, 2-1-052: 031, 2-1-052: 032, 2-1-052: 033, 2-1-

052: 034, 2-1-052: 035, 2-1-052: 036, 2-1-052: 038, 2-1-052: 039, 2-1-052: 040, 2-1-052: 042, 2-1-052: 043, 2-1-052: 045, 2-1-052: 046, 2-1-052: 051, 2-1-052: 052, 2-1-052: 053, 2-1-053: 001, 2-1-053: 030, 2-3-002: 001, 2-3-002: 067, 2-3-002: 086, 2-3-002: 087, 2-3-002: 104, 2-3-003: 022, 2-3-003: 094, 2-3-005: 013, 2-3-005: 014, 2-3-005: 015, 2-3-005: 016, 2-3-005: 017, 2-3-005: 019, and 2-3-005: 022 .

Page 42: IT IS HEREBY ORDERED that the Master Plan, consists of approximately 59.96 acres of land in the Kaka'ako Community Development District, Oahu, Hawai'i, and identified as Tax Map Key Numbers 2-1-0049: 063, 2-1-049: 080, 2-1-056: 001, 2-3-001: 001, 2-3-001: 004, 2-3-001: 005, 2-3-002: 002, 2-3-002: 059, 2-3-003: 065, 2-3-003: 093, 2-3-005: 004, 2-3-005: 005, 2-3-005: 006, 2-3-005: 012, 2-1-050: 001, 2-1-050: 061, 2-1-050: 062, 2-1-052: 011, 2-1-052: 012, 2-1-052: 016, 2-1-052: 017, 2-1-052: 020, 2-1-052: 022, 2-1-052: 024, 2-1-052: 027, 2-1-052: 028, 2-1-052: 031, 2-1-052: 032, 2-1-052: 033, 2-1-052: 034, 2-1-052: 035, 2-1-052: 036, 2-1-052: 038, 2-1-052: 039, 2-1-052: 040, 2-1-052: 042, 2-1-052: 043, 2-1-052: 045, 2-1-052: 046, 2-1-052: 051, 2-1-052: 052, 2-1-052: 053, 2-1-053: 001, 2-1-053: 030, 2-3-002: 001, 2-3-002: 067, 2-3-002: 086, 2-3-002: 087, 2-3-002: 104, 2-3-003: 022, 2-3-003: 094, 2-3-005: 013, 2-3-005: 014, 2-3-005: 015, 2-3-005: 016, 2-3-005: 017, 2-3-005: 019, and 2-3-005: 022, and as shown approximately on Exhibit "A", attached hereto and incorporated by reference herein[.]

The above corrections, as well as other technical corrections not affecting the substance of the Decision and Order, are reflected on Exhibit "A" attached hereto, which is an Amended And Restated Hearing Officer's Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit, adopted by the Authority as a *nunc pro tunc* order.

## ADOPTION OF NUNC PRO TUNC ORDER

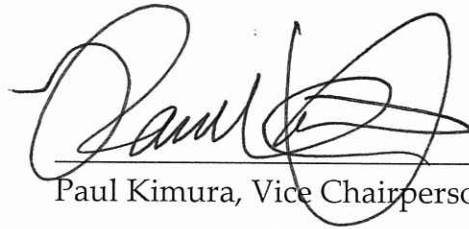
The undersigned Members, being familiar with the record and proceedings, hereby adopt and approve the foregoing NUNC PRO TUNC ORDER as of the date set forth below. This Order, its ADOPTION, and the attached Exhibit "A" shall relate back to the Decision & Order and be effective as of the original date of January 14, 2009.

Done at Honolulu, Hawai'i, this 6<sup>th</sup> day of May, 2009.

Hawai'i Community Development  
Authority (Kaka'ako members)

~~-Excused-~~

Jonathan W. Y. Lai, Chairperson



Paul Kimura, Vice Chairperson



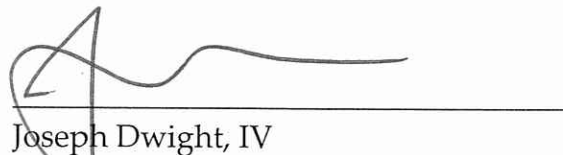
C. Scott Bradley, Secretary



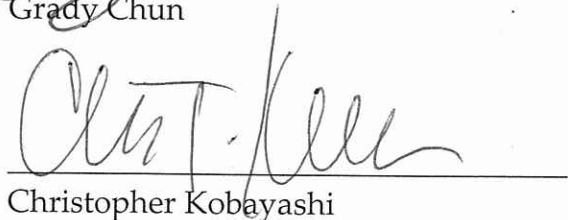
Amanda Chang



Grady Chun



Joseph Dwight, IV



Christopher Kobayashi




Kay Mukaigawa

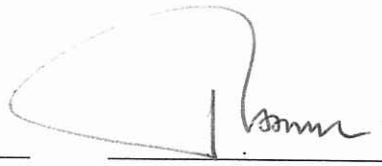


Dexter Okada



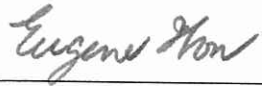
for Brennon Morioka

  
f \_\_\_\_\_  
Georgina K. Kawamura

  
\_\_\_\_\_  
Theodore E. Liu

  
\_\_\_\_\_  
Russ K. Saito

Approved as to form for the Authority by  
the Department of the Attorney General,  
State of Hawaii:

  
\_\_\_\_\_  
By: Eugene Won  
Deputy Attorney General

**EXHIBIT "A"**

**AMENDED AND RESTATED HEARING OFFICER'S PROPOSED  
FINDINGS OF FACT, CONCLUSIONS OF LAW,  
AND DECISION AND ORDER FOR A MASTER PLAN PERMIT**

BEFORE THE HAWAII COMMUNITY DEVELOPMENT AUTHORITY  
OF THE STATE OF HAWAII

In re the Application of	)	File No.: PL MASP 13.1.3
	)	
GENERAL GROWTH PROPERTIES,	)	HEARING OFFICER'S PROPOSED
INC. on behalf of its affiliate VICTORIA	)	FINDINGS OF FACT, CONCLUSIONS
WARD, LIMITED	)	OF LAW, AND DECISION AND
	)	ORDER FOR A MASTER PLAN
For a Master Plan Permit	)	PERMIT
_____	)	

**AMENDED AND RESTATED HEARING OFFICER'S PROPOSED  
FINDINGS OF FACT, CONCLUSIONS OF LAW,  
AND DECISION AND ORDER FOR A MASTER PLAN PERMIT**

On April 2, 2008, GENERAL GROWTH PROPERTIES, INC., on behalf of its affiliate, VICTORIA WARD, LIMITED ("Petitioner" or "VWL"), submitted an application for a master plan , pursuant to chapter 206E of the *Hawai'i Revised Statutes* ("HRS") and chapter 15-22 of the *Hawai'i Administrative Rules* ("HAR"), to obtain a master plan permit for approximately 59.96 acres of land in the Kaka'ako Community Development District, Oahu, Hawai'i, and identified as Tax Map Key Numbers 2-1-0049: 063, 2-1-049: 080, 2-1-056: 001, 2-3-001: 001, 2-3-001: 004, 2-3-001: 005, 2-3-002: 002, 2-3-002: 059, 2-3-003: 065, 2-3-003: 093, 2-3-005: 004, 2-3-005: 005, 2-3-005: 006, 2-3-005: 012, 2-1-050: 001, 2-1-050: 061, 2-1-050: 062, 2-1-052: 011, 2-1-052: 012, 2-1-052: 016, 2-1-052: 017, 2-1-052: 020, 2-1-052: 022, 2-1-052: 024, 2-1-052: 027, 2-1-052: 028, 2-1-052: 031, 2-1-052: 032, 2-1-052: 033, 2-1-052: 034, 2-1-052: 035, 2-1-052: 036, 2-1-052: 038, 2-1-052: 039, 2-1-052: 040, 2-1-052: 042, 2-1-052: 043, 2-1-052: 045, 2-1-052: 046, 2-1-052: 051, 2-1-052:

052, 2-1-052: 053, 2-1-053: 001, 2-1-053: 030, 2-3-002: 001, 2-3-002: 067, 2-3-002: 086, 2-3-002: 087, 2-3-002: 104, 2-3-003: 022, 2-3-003: 094, 2-3-005: 013, 2-3-005: 014, 2-3-005: 015, 2-3-005: 016, 2-3-005: 017, 2-3-005: 019, and 2-3-005: 022 (collectively, the "Master Plan Area") for the Ward Neighborhood Master Plan ("Master Plan").

The Hawai'i Community Development Authority ("Authority"), having heard and examined the testimony, evidence, and argument of counsel during the hearings, along with Petitioner's Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit, filed on January 2, 2009, and Hearing Officer's Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit, filed January 6, 2009, hereby makes the following Findings of Fact, Conclusions of Law, and Decision and Order:

### **FINDINGS OF FACT**

1. On April 2, 2008, Petitioner on behalf of its affiliate submitted its Application for the proposed Master Plan. See Exhibit 1 (Letter, from Petitioner, dated April 2, 2008). VWL is the landowner of portions of the properties described above. Portions of the properties described above are also owned by Bank of Hawaii Trust Nos. 89433 and 89434, and by First Hawaiian Bank Trust Nos. 200601 and 200602. The beneficiary for all four trusts is VWL. See Petitioner's Exhibit 7 (Letter, dated September 5, 2008, from Petitioner to the Authority).



2. On April 16, 2008, the Authority placed on its website portal a webpage to receive public comments on the Master Plan.

3. On May 28, 2008, the Authority requested the submission of additional items to complete the Application. See Petitioner's Exhibit 12 (Letter, dated May 28, 2008, from the Authority to Petitioner/VWL).

4. On May 28, 2008, the Authority organized an open house meeting at the Honolulu Design Center, Cupola Theatre Room to provide public discussion regarding the Master Plan.

5. On May 28, 2008, the Limehouse website link was activated through PBR Hawaii's website to receive comments for the Master Plan.

6. On June 14, 2008, the Authority created a telephone comment line to allow the public to call in their comments to the Master Plan.

7. On July 3, 2008, the Authority received a letter from the Native Hawaiian Legal Corporation dated July 3, 2008, stating that the Authority should require the completion of the environmental assessment or environmental impact statement prior to decision making on the Master Plan.

8. On July 7, 2008, the Authority mailed approximately 11,000 flyers through the Authority's Connections mailing list to solicit comments to the Master Plan.

9. On July 11, 2008, Petitioner submitted the additional items to the Authority.

10. On July 16, 2008, the Master Plan was deemed to be complete.
11. On July 24, 2008, the Authority received a letter from Victoria Ward, Limited responding to the Native Hawaiian Legal Corporation's letter dated July 3, 2008.
12. On September 3, 2008, the Authority formed a committee ("GGP Committee") to review the Master Plan and make its recommendations to the Authority.
13. On September 12, 2008, Petitioner submitted an Addendum to the Authority, which included the items previously submitted in July 11, 2008, as well as additional information and clarification on certain items. See Petitioner's Exhibit 4 (Addendum).
14. On September 15, 2008, the Authority's staff issued its Master Plan Findings.
15. On September 30, 2008, Petitioner issued its response to the Master Plan Findings.
16. On October 3, 2008, the Authority received Mr. Edward Halealoha Ayau's request for a contested case hearing and petition for intervention on the Master Plan.
17. On October 15, 2008, the Authority held a public hearing at the Honolulu Design Center, Cupola Theatre Room. The Authority members received testimony from the general public.

18. On October 16, 2008, the Authority received Mr. Ayau's clarification to his request for a contested case hearing.

19. On November 5, 2008, by a majority vote of those members entitled to vote thereon, the Authority (a) set the Master Plan for a contested case hearing, (b) adopted procedures to govern the contested case proceeding, (c) established December 17, 2008 as the date for contested case hearing, (d) established January 14, 2009 as the date for the Authority to take action on the Master Plan , and (e) appointed Curtis Tabata, Esq. to serve as the hearing officer for the contested case hearing.

20. By letter dated November 7, 2008, the Office of Planning, State of Hawai'i, declined to intervene as a party in the contested case hearing.

21. On November 17, 2008, the Notice of Hearing for the contested case hearing was published in the Honolulu Star Bulletin, Hawaii Tribune Herald, West Hawaii Today, The Maui News and Kauai Publishing Company dba The Garden Island.

22. The deadline for filing petitions for intervention was on November 28, 2008 and the only petition received was filed by Mr. Ayau.

23. On December 1, 2008 a prehearing conference was held at the Authority's offices at 677 Ala Moana Boulevard, Suite 1001, Honolulu, Hawaii 96813. J. Douglas Ing, Esq. and Brian A. Kang, Esq. appeared for the Petitioner, and Alan Murakami, Esq. appeared for Mr. Edward Halealoha Ayau.

24. On December 8, 2008, the Authority received a letter from Mr. Ayau indicating that a settlement was reached between Mr. Ayau and Petitioner, and that Mr. Ayau withdraws his request for a contested case hearing with prejudice. An executed Settlement Agreement dated December 4, 2008 was also included with the letter.

25. On December 11, 2008, the Authority received a letter from Petitioner confirming the settlement with Mr. Ayau.

26. On December 17, 2008, the hearing on Mr. Ayau's petition for intervention was conducted, at which time Mr. Ayau, through his legal counsel, David Frankel, Esq., confirmed the Settlement Agreement with Petitioner and Mr. Ayau's withdrawal of his request for a contested case hearing.

27. On December 17, 2008, the contested case hearing on the Master Plan was held at the Authority's offices at 677 Ala Moana Boulevard, Suite 1001, Honolulu, Hawaii 96813. The hearing was continued until December 18, 2008. J. Douglas Ing, Esq. and Brian A. Kang, Esq. appeared for the Petitioner.

28. On December 18, 2008, the continued contested case hearing was held at the Authority's offices to accept Petitioner's offer of Petitioner's exhibits numbered 1, 2, 3, 4, 5, and 6. Having admitted said exhibits, the contested case hearing was closed on December 18, 2008.

29. On December 29, 2008 the contested case hearing was re-opened for the purpose of accepting Petitioner's offer of Petitioner's supplemental exhibits number 7,

8, 9, 10, 11, and 12. Having admitted said supplemental exhibits, the contested case hearing was closed on January 2, 2009.

30. On January 2, 2009, Petitioner filed Petitioner's Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit.

31. On January 6, 2009, the Hearing Officer filed Hearing Officer's Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit.

32. On January 7, 2009, the GGP Committee neither submitted a report, nor offered anything to supplement the evidentiary record in the contested case hearing as the Authority set the Master Plan for a contested case hearing subsequent to the GGP Committee's formation.

33. On January 14, 2009, the Authority held its portion of the contested case hearing to consider the Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit submitted by the Hearing Officer and Petitioner, respectively, and to take action on the Master Plan application.

#### **Master Plan Overview**

34. The Authority's rules regarding master planning are designed to encourage investment in new development and commitment to master planning of large land holdings. See HAR § 15-22-200(a).

35. Master plans are intended to encourage timely development, reduce the economic cost of development, allow for the orderly planning and implementation of

public and private development projects, and provide a reasonable degree of certainty in the development approval process. See id.

36. Through the master planning process, a developer can obtain assurances that proposed projects within the Kaka'ako Mauka area that are in accordance with the Authority's Mauka Area Rules in effect at that time will not later be restricted or prohibited by subsequent changes to those rules. See HAR § 15-22-200(c). Master planning also provides a developer with greater flexibility than would otherwise be possible through typical lot-by-lot development. See HAR § 15-22-200(d).

37. In exchange for these assurances and greater flexibility, the master planning process allows the Authority to negotiate with the developer to provide public benefits which are generally provided by the government. See HAR § 15-22-200(b).

#### **Description of the Master Plan Area**

38. The Master Plan Area consists of approximately 59.96 acres of land located in the Kaka'ako Community Development District, Oahu, Hawai'i, and identified as Tax Map Key Numbers 2-1-0049: 063, 2-1-049: 080, 2-1-056: 001, 2-3-001: 001, 2-3-001: 004, 2-3-001: 005, 2-3-002: 002, 2-3-002: 059, 2-3-003: 065, 2-3-003: 093, 2-3-005: 004, 2-3-005: 005, 2-3-005: 006, 2-3-005: 012, 2-1-050: 001, 2-1-050: 061, 2-1-050: 062, 2-1-052: 011, 2-1-052: 012, 2-1-052: 016, 2-1-052: 017, 2-1-052: 020, 2-1-052: 022, 2-1-052: 024, 2-1-052: 027, 2-1-052: 028, 2-1-052: 031, 2-1-052: 032, 2-1-052: 033, 2-1-052: 034, 2-1-052: 035, 2-1-052: 036, 2-1-052: 038, 2-1-052: 039, 2-1-052: 040, 2-1-052: 042, 2-1-052: 043, 2-1-052: 045, 2-

1-052: 046, 2-1-052: 051, 2-1-052: 052, 2-1-052: 053, 2-1-053: 001, 2-1-053: 030, 2-3-002: 001, 2-3-002: 067, 2-3-002: 086, 2-3-002: 087, 2-3-002: 104, 2-3-003: 022, 2-3-003: 094, 2-3-005: 013, 2-3-005: 014, 2-3-005: 015, 2-3-005: 016, 2-3-005: 017, 2-3-005: 019, and 2-3-005: 022 .

39. The Master Plan Area is owned in fee simple by or held in trust for the exclusive benefit of Victoria Ward, Limited, an affiliate of General Growth Properties, Inc.

40. The Master Plan Area is bordered on the mauka side by Queen Street and Halekauwila Street, on the Diamond Head end by Queen Lane and residential towers, on the `Ewa side generally by `Ohe Lane, and on the makai side by Ala Moana Boulevard. Smaller parcels are located between Queen and Waimanu Streets, and on the corner of Kapi`olani Boulevard and Ward Avenue. A Master Plan Boundary Map is attached hereto as Exhibit "A".

41. Urban areas adjacent to the Master Plan Area include Downtown Honolulu, the Ala Moana and Kaka`ako Waterfront regional parks, the Ala Moana Center, Kewalo Basin, office buildings, and residential towers.

42. The Master Plan outlines several sustainability strategies. These include energy conservation, sustainable energy supply, lowering energy demand, creating a pedestrian supportive environment, reducing water consumption, and recycling. The Master Plan does not describe how these strategies will be incorporated into each individual project. Without preparing detailed designs for specific projects it is difficult

to identify how some of the sustainability concepts will be implemented in the Master Plan area. The details of how sustainability and energy efficiency and conservation will be integrated are not necessary for the master plan application. These details of Petitioner's sustainability strategy shall be provided to the Authority at the time of each planned development or base zone permit application.

43. Businesses may be displaced by the development within the Master Plan Area.

44. One of the public benefits to be derived from a master plan is the provision of relocation assistance by the Petitioner. See HAR § 15-22-200(b).

45. The importance of adequate and attractive recreational areas and facilities suitably located to residents, patrons, and workers was recognized by the Mauka Area Plan. See Mauka Area Plan at Page 53.

46. **Land Uses/Area:** The Master Plan proposes a mixed-use development including residential, retail, office, commercial, and industrial uses, for a total floor area of 9,334,240 square feet, with a floor area ratio ("FAR") of 3.8. It is a long range plan that would span over more than 20 years, potentially including 10-15 different phases. The phasing and mix of uses developed under the Master Plan will depend on changing market and social conditions. See Exhibit 1 (Application), at 19-55; Exhibit 5 (Staff Findings), at 3-4. Specifically, the maximum floor area requested for each use is:

- Residential -- 7.6 million square feet



- Retail, Restaurants & Entertainment -- 5 million square feet
- Office/Commercial/Other -- 4 million square feet
- Industrial -- 736,914 square feet

Although this is the maximum floor area requested for each use, Petitioner is requesting that the allocation of floor area for each use be flexible to accommodate changing market conditions and the evolving needs of the community. See Exhibit 6 (Petitioner's Response to Staff Findings), at 2. In no instance, however, is Petitioner intending to develop all commercial spaces without any residential components. See id. In fact, residential uses are an important component of the Master Plan. See id.

47. **Urban Design Objectives:** The Master Plan proposes a pedestrian-friendly, smart-growth community, where its residents can live, work, and play. See Petitioner's Exhibit 1 (Application), at 19-26.

48. **Streetscapes:** Major design objectives of the Master Plan include connected public spaces, a pedestrian supportive environment including the redesign of Auahi Street as a landscaped promenade, preservation of Mauka-Makai view corridors and an enhanced roadway network with canopy trees and pedestrian amenities. See Petitioner's Exhibit 5 (Staff Findings), at 3. To mitigate the unsightliness of structured parking, the Plan anticipates extensive use of "liners" which are buildings designed to have aesthetically pleasing facades and to provide interaction with pedestrian traffic at ground level. See id.

49. **Open Space:** Approximately 245,638 square feet are proposed for open space. See id.; Petitioner's Exhibit 4 (Addendum), at 19; Exhibit 6 (Petitioner's Response to Staff Report), at 2.

50. **Ward Neighborhood Commons:** The Central Plaza described in the Master Plan will be designed and developed as flexible spaces that accommodate a range of occasional activities or events and allow separate activities to be enjoyed in relative privacy without disturbing adjacent areas. This area will be designated as and allow for public gathering and multiple "unprogrammed spaces". Unprogrammed spaces do not rely on active participation, but rather accommodate it. Unprogrammed spaces accommodate change of use over time, as the needs or interests of the surrounding community who use the space change.

51. The area shall be controlled by Petitioner and used alternately as a forum of respite and passive gatherings, community and commercial activities, events and celebrations. Individuals (whether neighborhood residents, commercial tenants and their customers or the general public), small groups, or by design, throngs of people, might engage in a variety of passive activities in this area, which is not dependent on the delineated area having to be designed for specific activities.

52. The area will be defined by appropriate landscaping and hardscape treatments, and will have a park-like appearance. Pedestrian walkways or paths, seating areas, water features, gazebos, a venue for outdoor entertainment and

supplementary commercial uses may be included as part of the hardscape improvements.

53. This “commons” will be located in the area currently identified as the “Central Plaza” in the Master Plan and will be designated as the “Ward Neighborhood Commons” or other appropriate name that reflects the focal nature of the commons.

54. **Transportation:** To support the travel needs of people living in, working in, and visiting the area, the Master Plan will feature multi-modal systems, a mix of programs and infrastructure proposals to increase transit ridership, improve the pedestrian and bicycle environment, and minimize traffic congestion overall. Improved street connectivity, traffic calming devices, and reduction on the reliance of vehicles are all included in Petitioner’s proposed Master Plan. See Petitioner’s Exhibit 1 (Application), at 73-80.

55. The proposed roadway system will close segments of Ahui Street (Mauka), Kamani Street (between Auahi and Halekauwila Streets), and Auahi Street (between Kamani and Ward Avenue) and the Halekauwila couplet proposed in the Mauka Area Plan. See Petitioner’s Exhibit 5 (Staff Findings), at 3.

56. In place of these streets and to improve connectivity, the Master Plan proposes new streets including ‘Ehiku, ‘Elua, ‘Ekolu, ‘Ekahi Streets, an extension of Pohukaina Street to Ward Avenue, and streets around the Central and ‘Ewa Plazas. See id.; Petitioner’s Exhibit 6 (Petitioner’s Response to Staff Findings).

57. 'Ehiku, 'Elua, 'Ekolu, 'Ekahi Streets, located adjacent to the Central and Ewa Plazas, are not consistent with the Mauka Area Plan.

58. The proposed development of an extension of Pohukaina Street to Ward Avenue is consistent with the Mauka Area Plan.

59. The Honolulu High-Capacity Transit Corridor Project has identified a preferred route and station in the Master Plan area. The precise alignment and exact station location is unknown at this time. See Petitioner's Exhibit 5 (Staff Findings), at 4; Petitioner's Exhibit 6 (Petitioner's Response to Staff Findings).

60. **Building Envelopes:** The Master Plan proposes a mix of mid-rise and high-rise development ranging from a mid-rise podium of 65 feet to 400 foot high-rise towers. The development is circumscribed around three public plazas, with Auahi Street serving as a spine connecting the plazas. See Petitioner's Exhibit 5 (Staff Findings), at 4; Petitioner's Exhibit 6 (Petitioner's Response to Staff Findings).

61. **Public Facilities:** Petitioner is proposing to dedicate 225,678 square feet of land for public facilities. These lands will include new streets (including typical sidewalks), pedestrian walkways (in addition to typical sidewalks), public plazas, and a mass transit connection. Petitioner is proposing to dedicate another 104,375 square feet of land for public facilities, or pay a cash equivalent to offset the costs of constructing upgraded infrastructure, utilities improvements, and parking. See Petitioner's Exhibit 5 (Staff Findings), at 4; Petitioner's Exhibit 6 (Petitioner's Response to Staff Findings).

62. **Modifications to Mauka Area Rules:** Petitioner has identified the following necessary modifications to the Mauka Area Plan to achieve the vision of the Master Plan:

- Increase the maximum podium or street front element height from 45 feet to 65 feet for parcels fronting Ala Moana Boulevard and to 75 feet for all other parcels not directly fronting Ala Moana Boulevard, which will allow retail, restaurants and residential units to be built within the podium and parking structures to be moved up and away from the street, creating a more aesthetically pleasing and pedestrian friendly facade;
- Eliminate the 1:1 setback slope from 20 feet to 45 feet in the building height along Ala Moana Boulevard, Ward Avenue, Kamake'e Street and Queen Street, which will allow for development of a continuous building façade that better defines the edge of the street;
- Eliminate the 75-foot view corridor setback for towers along Ala Moana Boulevard that have a Mauka-Makai orientation, which will allow for the tower footprint to be rotated perpendicular to the ocean, in a Mauka-Makai direction, to enhance ocean and mountain views;
- Allow for the development of a mid-rise or mid-height element without a maximum floor plate restriction where the maximum

building height is no more than 240 feet and the separation between the buildings is at least 60 feet, which allows for a more evenly distributed building mass and reduces the number of towers needed to achieve the density proposed for this area; and

- Preserve all modifications and variances previously granted for the Ward Village Shops project in Land Block 3, in order to complete and include it in the Master Plan framework.

See Petitioner's Exhibit 5 (Staff Findings), at 5; Petitioner's Exhibit 6 (Petitioner's Response to Staff Findings), at 121-24. Petitioner requests that these modifications be granted as part of the approval of the Master Plan.

63. **Amendments to Mauka Area Plan:** Petitioner has identified the following necessary amendments to the Mauka Area Plan to achieve the vision of the Master Plan:

- Deletion of the Halekauwila Extension shown in the Mauka Area Plan on the East side of Ward Avenue connecting to Queen Street to be replaced by a street parallel to Queen Street between Ward Avenue and Kamake'e Street, which will enhance pedestrian and vehicular connectivity in the area and break down a larger block into smaller, more walkable, blocks;

- Deletion of the park/parking garage facility designation along the Halekauwila Extension contained in the Mauka Area Plan; and
- A single “mixed-use” land use designation for VWL-owned lands, instead of the “mixed-use commercial” (MUZ-C) and “mixed-use residential” (MUZ-R) land use designations, which will allow more flexibility in designing and developing the mixed use community that is proposed under the Master Plan.

See Petitioner’s Exhibit 5 (Staff Findings), at 5, 21; Petitioner’s Exhibit 6 (Petitioner’s Response to Staff Findings), at 7-8. Petitioner intends to process an application requesting these amendments subsequent to approval of the Master Plan and prior to application for development permits. If Petitioner’s application for a Mauka Area Plan amendment to delete the park / parking garage facility designation along the Halekauwila Extension is approved, Petitioner, to mitigate any loss of park space, will provide an area equal to the actual amount of park space lost, but no more than 30,000 square feet for park space to be located in the open space of the ‘Ewa Plaza located in block 5, shown in the Proposed Open Space Plan on page 19 of Petitioner’s Master Plan Application Addendum (dated September 12, 2008). This park space would be controlled by Petitioner and dedicated through a perpetual easement for public use gathering areas.

64. The Authority's Mauka Area Rules require that the following be considered in reaching a determination for master plan approval:

- The nature of the proposed master planned area and proposed developments therein in terms of size, use, density, general bulk and height of structures, setbacks, required open space and recreation areas, the location and amount of residential uses including reserved housing units, and on-site parking;
- The relationship between structures and use within structures, building orientation, deck level activities, and preservation of view corridors;
- Whether the pedestrian and vehicular circulation system is so designed as to provide an efficient, safe, and convenient transportation system;
- The appropriateness of the public benefits to be provided and the adequacy of provisions for the delivery of those public benefits;
- The appropriateness of any proposed exception to the applicable development rules which are needed to implement the master plan;
- The appropriateness for providing greater development flexibility for the purpose of attracting investment capital into the area and



encouraging timely redevelopment and better overall planning for the area; and

- Any other matter which the Authority deems appropriate.

See HAR § 15-22-205(a).

65. The Authority's Mauka Area Rules require that the proposed master plan be consistent with the provisions of the Mauka Area Rules and Mauka Area Plan in effect on the date of master plan approval. See HAR § 15-22-205(b).

66. **Nature of the Proposed Master Planned Area & Consistency with Development Rules:** The nature of the proposed Master Plan is generally consistent with the Mauka Area Plan and Rules, as set forth below.

67. Land Use and Mixed Use Concept: The Application proposes residential, retail, commercial, and industrial uses. These uses are expressly permitted under MUZ-C and MUZ-R zoning, set forth in HAR §§ 15-22-32 and 15-22-34, respectively. The Application also proposes uses that are mixed vertically and horizontally, as contemplated by the Mauka Area Plan, pages 3-4, and HRS Chapter 206E.

68. HAR § 15-22-113 requires different mixes of land use and controls the proportion of commercial and residential uses that can be developed for larger projects. Based on the total land area encompassing the Master Plan, the Mauka Area Rules allow a maximum of 4,008,092 square feet of retail, restaurant, & entertainment,

office/commercial/other floor area, and 9,334,240 square feet of residential development.

The Master Plan proposes the following maximum floor areas:

- Residential -- 7.6 million square feet
- Retail, Restaurants & Entertainment – 5 million square feet,
- Office/Commercial/Other -- 4 million square feet
- Industrial -- 736,914 square feet

See Petitioner's Exhibit 5 (Staff Findings), at 10; Petitioner's Exhibit 6 (Petitioner's Response to Staff Findings).

69. Density/Floor Area: HAR § 15-22-116 allows a maximum density of 3.5 FAR for projects with a minimum land area of 80,000 square feet. This section also provides the 0.3 FAR bonus for any planned development that provides industrial use, among other uses. The Master Plan proposes 9,334, 240 square feet of floor area on approximately 59.96 acres of land (total land area available for floor area allocation is 56.39 acres and excludes existing streets that are owned by VWL but cannot be considered development lots). This translates to a density of 3.8 FAR, including a bonus of 0.3 FAR. The proposed density is consistent with the Mauka Area Plan and Rules. See Petitioner's Exhibit 5 (Staff Findings), at 11; Petitioner's Exhibit 6 (Petitioner's Response to Staff Findings).

70. The maximum floor area allowed within the Kaka'ako Community Development District at full build out is as follows:

- Residential -- 17.1 million square feet
- Commercial -- 13.7 million square feet
- Industrial -- 5.3 million square feet
- TOTAL -- 36.1 million square feet

At full build out, the Master Plan includes 9.33 million square feet of floor area. Even at full build out, the Master Plan will encompass only 26% of the total projected density for the Kaka'ako Community Development District. See Petitioner's Exhibit 5 (Staff Findings), at 11-12.

71. Height: HAR § 15-22-116 provides for a maximum height allowance of 400 feet for projects with a minimum of 80,000 square feet of land. The Master Plan proposes to construct towers of a range of heights with a maximum of 400 feet. The Master Plan proposes towers that are in conformance with the Mauka Area Plan and Rules. See Petitioner's Exhibit 5 (Staff Findings), at 12-13.

72. Urban Form: Urban form refers to the physical layout and design of a development. A major focus of the Master Plan is to create gathering places in the neighborhood. It also attempts to improve the pedestrian experience and foster an urban village lifestyle. Much of the off-street parking will be located in parking structures, which are proposed to be screened from view by retail/office and residential liners, up to the 65-foot or 75-foot level, depending on the location. The retail use at the street level will promote pedestrian activity. The proposed design concepts will

significantly improve the quality of the urban environment. Many of the platform levels will also include a certain amount of landscaping to serve as resident and employee recreation areas. The urban form proposed by the Master Plan consists of creating public spaces, pedestrian promenades, parking podiums with liner facades, and towers ranging from 105 to 400 feet in height, creating a varied skyline.

73. Reserved Housing: One of the goals of HRS Chapter 206E is to “join the strengths of private enterprise, public development and regulation into a new form capable of long-range planning and implementation of improved community development” addressing, among other things, “a lack of suitable affordable housing.” See HRS § 206E-1. Along these lines, HRS § 206E-33 outlines development guideline policies, which includes the “integration both vertically and horizontally of residents of varying incomes, ages, and family groups; and an increased supply of housing for residents of low- or moderate-income ....” The Mauka Area Rules require that a developer “provide at least twenty per cent of the total number of dwelling units in the development for sale or rental to qualified persons....” See HAR § 15-22-115(a). The Mauka Area Rules also allow a cash payment in lieu of the reserved housing, with a maximum payment equivalent to the 20% reserved housing requirement. The Mauka Area rules establish that the development of at least the 20% requirement fulfills the reserved housing policy. See HAR § 15-22-115(c).

74. Under the Mauka Area Rules, Petitioner would be required to set aside 20% of its total residential units for reserved housing to families whose annual income is no more than 140% of the annual area median income. Under the Master Plan, Petitioner has proposed to meet the 20% reserved housing requirement by providing the units on- or off-site within Kaka'ako, or elsewhere as permitted. While the current requirement is to build reserved housing for families whose incomes are no more than 140% of the annual median household income, Petitioner has offered to provide 10% (or one-tenth) of the units that will fulfill the reserved housing requirement for families at 100% of the annual median household income. The amount of reserved housing units proposed by the Master Plan is consistent with the Mauka Area Plan and Rules. See Exhibit 1 (Application), at 21, 119; Exhibit 6 (Petitioner's Response to Staff Findings).

75. The reserved housing unit mix, as well as the provision for delivery of the reserved housing, need not be determined at the master planning stage; instead, these issues are more appropriately determined at the project development stage.

76. Open Space: Open space is a portion of a development lot, exclusive of required setbacks and parking areas, that is open and unobstructed by any structures above, is an area that is landscaped and maintained as a recreational or social facility, and cannot be used for driveways, loading areas, storage, or parking. HAR § 15-22-64(c)(1) requires that 10% of a development lot be set aside as open space. The Master Plan provides 253,737 square feet of open space, which is 10% of the development lots,

and is consistent with the Mauka Area Plan and Rules. See Petitioner's Exhibit 5 (Staff Findings), at 13.

77. Recreation Space: Recreation space is a portion of a development lot, exclusive of required setbacks and parking areas, that is set aside and designed for the exclusive use of residents, employees, or visitors. The recreation space can be an outdoor or indoor space and can be provided on any floor within the building. HAR § 15-22-65 requires that fifty-five square feet of recreation space be provided for each dwelling unit being proposed. The Master Plan proposes to provide 253,737 square feet of recreation area for residential use, which is consistent with the Mauka Area Plan and Rules.

78. Parking: HAR § 15-22-67 imposes certain off-street parking requirements. The Master Plan proposes 9,600 parking stalls, which satisfies the Mauka Area Plan and Rules requirements. Additionally, the Master Plan proposes a shared parking concept, which allows for various stalls to be shared among residents and commercial users. The shared parking idea is consistent with the Mauka Area Plan and Rules, though more details of such a plan can be developed prior to the approval of the first development permit under the Master Plan. See Petitioner's Exhibit 1 (Application), at 82; Petitioner's Exhibit 5 (Staff Findings), at 16.

79. Off-Street Loading: At a master plan application level, specific details on off-street loading requirements for each project are not required. Determination for

loading area requirements can only be made at the time a base zone development or planned development permit application is submitted. Each development within the Master Plan will be required to meet the loading area requirements of the Mauka Area Rules. See Petitioner's Exhibit 5 (Staff Findings), at 14.

**80. Relationship Between Structures and Uses, including Building Orientation & View Corridor Preservation, Consistent with Development Rules:**

Petitioner is proposing two major Mauka-Makai view corridors: (1) Ward Avenue; and (2) Kamake'e Street. A view corridor is an important community resource and allows residents and visitors alike to experience mountain and ocean perspectives. See Petitioner's Exhibit 5 (Staff Findings), at 9. The Petitioner's proposed view corridors are consistent with the Mauka Area Plan and Rules.

**81. Efficient, Safe, and Convenient Pedestrian and Transportation System:**

The Master Plan generally proposes the following improvements that are designed to provide an efficient, safe, and convenient transportation system. Some of the components or improvements will need to be further detailed and analyzed at the individual development permit stage.

**82. Vehicular Circulation:** The proposed vehicular circulation system of the Master Plan includes various roadway improvements, traffic management, parking management, transit integration, and a pedestrian-friendly environment. A mixed use, live-work-play development, such as that proposed under the Master Plan, would

support a pedestrian environment and reduce the need for residents to use their vehicles. The proposed vehicular circulation system eliminates the Halekauwila Street extension, which was provided for in the Mauka Area Plan and Rules, and replaces it with a street parallel to Queen Street that would run between Ward Avenue and Kamake'e Street. An amendment to the Mauka Area Plan will need to be approved by the Authority.

83. The traffic issues in Kaka'ako, however, are not just a product of development within Kaka'ako. Because of its central location between the downtown business district and Waikiki visitor district, any development outside of Kaka'ako will impact traffic within Kaka'ako. It appears that a regional traffic study is necessary before a determination on the adequacy of the proposed transportation strategies can be made. It is thus appropriate for Petitioner to conduct a regional traffic study prior to the submission of a development permit application for the first individual project. In addition, at the individual development permit stage, it is appropriate for Petitioner to conduct traffic impact assessments for individual development projects. See Petitioner's Exhibit 5 (Staff Findings), at 14-15.

84. Pedestrian Circulation: The Master Plan proposes several enhancements to pedestrian circulation within the district in the form of street improvements to Auahi Street, Ward Avenue, Kamake'e Street, and Pohukaina Street. Auahi Street is being proposed as a major landscaped, pedestrian friendly street. In addition to the street



improvements, the Master Plan includes several public plazas and open spaces that are connected to Auahi Street. Retail and commercial liners have been proposed along major streets that would hide the parking structures behind them. The buildings and public plazas will be linked by a street system that is designed to accommodate pedestrians. The Master Plan's proposed pedestrian circulation system is consistent with the goals of the Mauka Area Plan and Rules. See Petitioner's Exhibit 5 (Staff Findings), at 15.

85. High Capacity Transit Corridor and Station: The City and County of Honolulu's ("C&C") High Capacity Transit proposal could have a major impact on the proposed Master Plan. The C&C's current preferred transit route is situated within the Mauka portion of the master plan area. The proposed location of the transit station will influence access to residential areas and places of employment. Petitioner and the C&C have been engaged in discussions regarding the precise alignment and exact location for the transit station within the Master Plan area, and will continue to do so. As part of individual project development permit applications for this area, a more detailed transit route and station location shall be addressed and incorporated. See Petitioner's Exhibit 5 (Staff Findings), at 15-16.

86. Bike Plan: HAR § 15-22-71(b) provides in relevant part that "[p]ublic or private...bicycle circulation paths may be required where appropriate in conjunction with development projects." The Master Plan proposes bicycle networks along

Pohukaina Street, Ward Avenue, Ala Moana Boulevard, Auahi Street, and Kamake'e Street. It also proposes bicycle lockers and racks to be located along these streets. Detailed bicycle facilities plans must be submitted in conjunction with individual development permit applications. See Petitioner's Exhibit 5 (Staff Findings), at 17.

87. **Public Benefits:** The public benefits described below are consistent with the Mauka Area Plan and Rules. These public benefits enhance the surrounding communities and provide a benefit to the residents of the area, as well as the general public.

88. Pedestrian Friendly Street Network: The Master Plan proposes the development of Auahi Street as a pedestrian friendly promenade. A promenade is typically an open and level area where people can stroll and enjoy pedestrian activities. Creation of an Auahi Street promenade represents a positive urban design feature that will support and enhance existing and planned retail businesses at the street level. Moreover, because it is unlikely that Ala Moana Boulevard will be developed as a significant pedestrian corridor in the future, the promenade will represent an alternative pedestrian route together with a significant retail experience. Most major streets within the Master Plan area, including Ward Avenue and Kamake'e Street, are proposed to be pedestrian supportive environments. Petitioner's inclusion of promenades into the urban form of the Ward Neighborhood is thus consistent with the

intent of, though not required by, the Mauka Area Rules and Plan. See Petitioner's Exhibit 6 (Staff Findings), at 8.

89. Public Facilities Dedication: HRS Chapter 206E requires the Authority to establish rules for public facilities dedications, See HRS § 206E-12, and sets the definition of "public facilities" as follows:

"Public facilities" includes streets, utility and service corridors, and utility lines where applicable, sufficient to adequately service developable improvements in the district, sites for schools, parks, parking garage, sidewalks, pedestrian ways, and other community facilities. "Public facilities" shall also include public highways, as defined by statute, storm drainage systems, water systems, street lighting systems, off-street parking facilities, and sanitary sewerage systems.

See HRS § 206E-2(7) (emphasis added)

90. The Authority's rules require that a developer "dedicate land for public facilities for the joint use by the occupants and employees of the development as well as by the public" and that the dedication be "subject to the maximum ceiling in land or money in lieu thereof calculated in accordance with the formula designated in subsections (d) to (f) herein." Haw. Admin. R. § 15-22-73(b) (emphases added).

Subsection (d) sets the formula for dedication as follows: “The amount of land area required to be dedicated for public facilities shall be equal to: (1) Three percent of the total commercial and community service floor area...; and (2) Four percent of the total residential floor area of the development.” HAR § 15-22-73(d). In lieu of land dedication, the Authority’s rules also permit the payment of a fee equal to the fair market value of the land area otherwise required to be dedicated. See HAR § 15-22-73(e) (emphasis added).

91. Under the Authority’s rules, Petitioner is required to provide a total of 330,053 square feet of land for public facilities, or a cash equivalent. The Master Plan proposes to set aside 225,678 square feet of land in the form of improved roads, sidewalks, and public plazas. To meet the remaining requirement of 104,375 square feet, the Master Plan proposes community facilities, utility and infrastructure improvements, and public parking. See Exhibit 1 (Application), at 119; Petitioner’s Exhibit 4 (Addendum), at 18; Exhibit 5 (Staff Findings), at 18-19; Petitioner’s Exhibit 6 (Petitioner’s Response to Staff Findings).

92. The Master Plan will eliminate the park on parking garage located along the Halekauwila couplet in the Mauka Area Plan.

93. The Master Plan does not propose to provide any dedicated public park to replace the loss of the park on parking garage.

94. The Mauka Area Plan notes that the Mauka Area lacks recreational facilities. See paragraph 3, page 47, Mauka Area Plan.

95. The Mauka Area Plan specifies that a neighborhood park of two to five acres in size would be necessary to serve the residential population of 5,000. See Figure 17, page 55, Mauka Area Plan.

96. The Master Plan proposes to develop as much as 4,300 units in the Master Plan area.

97. The Mauka Area Plan anticipates that public dedicated parks will be developed by the private sector. See Figure 28, page 109, Mauka Area Plan.

98. The Master Plan proposes to develop as much as 4,300 units in the Master Plan Area. The Plan does not discuss the impact of this new residential population on and the need for public school facilities.

99. The development of 4,300 residential units in the Master Plan Area represents 23% of the total residential units anticipated in the Mauka Area Plan. See Residential Standards Study, page 75, Mauka Area Plan.

100. The development of as many as 4,300 residential units in the Master Plan Area may result in up to 506 residents of elementary school age. See Public Facilities Proposal, page 85, Mauka Area Plan.

101. Additional Public Benefits: Besides the foregoing, implementation of the Master Plan will result in several other public benefits. These public benefits will be in

the form of new public spaces, parks and streets and infrastructure improvements.

Approximately \$300 million in street, infrastructure, and utilities improvements will be invested. It is estimated that the overall development will generate approximately \$8 billion in revenue for the State economy.

102. Modification of 75 foot tower setback -- The modification of the 75-foot tower setback requirement for buildings along Ala Moana Boulevard will allow the orientation of buildings in a Mauka-Makai direction, thereby facilitating a slender building profile, enhancing ocean and mountain views and maximizing visual transparency throughout the area. The existing 75-foot tower setback for buildings along major roadways could encourage the construction of structures along Ala Moana Boulevard in an 'Ewa to Diamond Head direction, potentially blocking view planes. The 75-foot tower modification would allow the tower footprint to be rotated perpendicular to the ocean, so that the narrow part of the footprint would face the ocean. See Petitioner's Exhibit 4 (Addendum), at 38-39.

103. Modification to podium heights -- The Master Plan proposes increasing the maximum podium height from 45 feet to 65 feet for parcels fronting Ala Moana Boulevard, and from 45 feet to 75 feet for other parcels not directly fronting Ala Moana Boulevard. Increasing the podium height allows for retail, restaurants, office and residential units to be built within the podium. The additional podium height offers the opportunity to move a parking structure up and away from the street, occupying a

smaller floor plate and making room for alternative uses. These new uses can then surround the garages. See Petitioner's Exhibit 4 (Addendum), at 36-37.

104. Modification to podium setback -- The Master Plan proposes to eliminate the 1:1 setback slope defined as a 20-foot to 45-foot slope in building height along Ala Moana Boulevard, Ward Avenue, Kamake'e Street and Queen Street. This would allow a more continuous urban street front with greater usable building density brought closer to ground level and a façade that would better define the edge of the street. See Petitioner's Exhibit 4 (Addendum), at 37-38.

105. Modification with respect to Mid-Rise or "Mid-Height Element" -- The Master Plan proposes the introduction of the "Mid-Height Element" as a building type, without a maximum floor plate restriction, with a maximum height of 240 feet and with a minimum separation of 60 feet between buildings. This could effectively replace one 400-foot tower with two 240-foot mid-rise buildings, which would create more favorable view angles within the Master Plan Area and reduce the number of towers needed to achieve the proposed density in Master Plan Area. In addition, this would allow the building mass to be distributed more evenly among different parcels.

106. As described in detail on pages 36 through 41 of Petitioner's Master Plan Application Addendum (dated September 12, 2008), the foregoing modifications proposed in the Master Plan: (a) will result in a development that is consistent with the intent of the Mauka Area Plan and Rules; (b) will provide flexibility for different uses

and various design strategies noted in the Master Plan, including concealed parking structures and pedestrian-friendly facades, which will result in a development that is practically and aesthetically superior to one which could be accomplished without such modifications; (c) will not adversely affect adjacent developments or uses; and (d) are necessary to implement the mixed-use, live-work-play neighborhood vision of the Master Plan and Mauka Area Plan.

**107. Appropriate Opportunity for Providing Greater Development**

**Flexibility, Attracting Investment Capital, and Encouraging Timely and Better**

**Overall Development:** The Master Plan application establishes a template for an orderly and methodical development of a large section of the Kaka'ako Community Development District. Redevelopment of Kaka'ako is a primary objective of HCDA. The Master Plan will promote much-needed economic development for the whole State of Hawaii in terms of new job creation and an increased tax base.

108. The Master Plan, over a 20-30 year development period, is expected to create 17,300 on-site construction jobs and 16, 270 off-site construction related jobs. The total construction and construction related payroll for the development period is estimated to be approximately \$1.3 billion. At full build out, it is estimated that the Master Plan development will generate 7,800 full-time professional and service jobs and generate \$345 million in annual payroll. Estimates indicate that the construction phase of the Master Plan development will inject a total of \$8 billion into the local economy



over the development period. Tax revenue to the State from the construction phase is estimated to be \$370 million in excise tax and \$135 million in income tax. After the development is completed, it is projected that annual revenue to the State in income tax will be approximately \$16.5 million. Similarly, the County government stands to collect approximately \$26 million annually in the form of property taxes. See Petitioner's Exhibit 5 (Staff Findings), at 21-22.

### **Cultural/Historic Preservation Issues**

109. Based on consultation with recognized cultural descendants of the Master Plan area, the State Historic Preservation Division, Oahu Island Burial Council, Office of Hawaiian Affairs, the Ahahui Ka'ahumanu Society, Council for Native Hawaiian Advancement, Hawaii Community Assets, Hui Malama I Na Kupuna E, and other native Hawaiian organizations, see Letter, dated July 24, 2008, from Petitioner to the Authority, no known customary or traditional native Hawaiian rights have been asserted in the Master Plan area. See Petitioner's Exhibit 10 (Letter, dated July 24, 2008, from Petitioner to the Authority).

110. Petitioner has engaged a consultant to prepare an archeological literature review and a predictive model to identify, to the extent possible, culturally sensitive areas where potential burials may exist.

111. To ensure the proper protection and preservation of cultural and historic resources, specifically the protection and preservation of native Hawaiian burials in the

Master Plan area, Petitioner shall prepare: (1) a historic building inventory; (2) a predictive model that is designed to identify locations within the Master Plan area that are likely to contain native Hawaiian burial sites; (3) an archeological inventory survey plan in accordance with HAR § 13-284-5(c), approved by the State Historic Preservation Division of the State of Hawaii, which relies in part on the predictive model and includes consultation with potential lineal or cultural descendants of the Master Plan area, the Oahu Island Burial Council, the Office of Hawaiian Affairs, and other appropriate native Hawaiian organizations; and (4) prior to obtaining individual development permits, an archeological inventory survey for development of specific project sites within the Master Plan area.

## RULINGS ON PROPOSED FINDINGS OF FACT

Any of the findings of fact submitted by Petitioner not already ruled upon by the Authority by adoption herein, or rejected by clearly contrary finding of fact herein, are hereby denied and rejected.

Any conclusions of law herein improperly designated as a finding of fact should be deemed or construed as a conclusion of law; any finding of fact herein improperly designated as a conclusion of law should be deemed or construed as a finding of fact.

## CONCLUSIONS OF LAW

1. The Authority has jurisdiction to approve master plan applications and issue master plan permits pursuant to HRS §206E-33.
2. Master plan permits are deemed approved if no decisions are made granting or denying them within 200 days. HAR §15-22-23(a)(1). The 200-day deadline commenced on July 16, 2008 when the Master Plan application was deemed complete. The Master Plan will be deemed approved if no decisions are made granting or denying it by February 1, 2009.
3. "Master plan" is defined as a long-range development plan for an area within the mauka area which describes the overall character of development envisioned within said area and the manner in which development projects will be implemented. HAR §15-22-201.
4. The master plan is "intended to encourage timely development, reduce the economic cost of development, allow for the orderly planning and implementation of public and private development projects, and provide a reasonable degree of certainty in the development approval process." HAR §15-22-200(a).
5. Article XII, Section 7, of the Hawai'i State Constitution requires the State to protect native Hawaiian traditional and customary rights. The State reaffirms and shall protect all rights, customarily and traditionally exercised for subsistence, cultural, and religious purposes and possessed by ahupua`a tenants who are descendants of

native Hawaiians who inhabited the Hawaiian Islands prior to 1778, subject to the right of the State to regulate such rights. The State and its agencies are obligated to protect the reasonable exercise of customarily and traditionally exercised native Hawaiian rights to the extent feasible. *Public Access Shoreline Hawai'i v. Hawai'i County Planning Commission*, 79 Hawai'i 425, 903 P.2d 1246, *certiorari denied*, 517 U.S. 1163, 116 S.Ct. 1559, 134 L.Ed.2d 660 (1996).

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

7. The Oahu Island Burial Council shall determine whether preservation in place or relocation of previously identified native Hawaiian burial sites located in the Master Plan Area is warranted, following criteria which shall include recognition that burial sites of high preservation value, such as areas with a concentration of skeletal remains, or prehistoric or historic burials associated with important individual or events, or areas that are within a context of historic properties, or have known lineal descendants, shall receive greater consideration for preservation in place. HRS §6E-43. The requirements of a request to preserve in place or relocate a Native Hawaiian burial site shall be in the form of a burial treatment plan and is governed by HAR §13-300-33.

8. In the event any human skeletal remains are inadvertently discovered, any activity in the immediate area that could damage the remains or the potential

historic site shall cease. The discovery shall be reported as soon as possible to the Department of Land and Natural Resources, the appropriate medical examiner or coroner, and the Honolulu Police Department. HRS §6E-43.6. The Department of Land and Natural Resources has jurisdiction over any inadvertent discovery of human skeletal remains over fifty years old, and the protocol to be followed is set forth in HAR §13-300-40.

9. Petitioner has provided for the Authority's consideration the nature of the proposed master planned area and proposed developments therein in terms of size, use, density, general bulk and height of structures, setbacks, required open space and recreation areas, the location and amount of residential uses including reserved housing units, and on-site parking.

10. Notwithstanding the physical development parameters of the proposed master planned area provided by the Petitioner, each proposed development shall be subject to applicable development rules on a project-by-project basis.

11. A regional traffic study shall be completed by the Petitioner before the Authority considers Petitioner's request for amendments to the Mauka Area Plan and Rules.

12. The Authority may require that the public facility dedication land component be comprised of lands for streets, utility and service corridors, utility lines,

schools, parks, parking garages, sidewalks, pedestrian ways, and other community and public facilities.

13. Petitioner's proposal to modify Mauka Area Rules may be addressed as part of the planned development review process and shall be evaluated under HAR § 15-22-22.

14. Petitioner's proposal to amend Mauka Area Rules shall be addressed pursuant to the Authority's rule making procedure pursuant to HAR §15-16-26, *et. seq.* and HAR §15-22-18.

15. The Authority is authorized to enter into master plan development agreements for the necessary or convenient exercise of its powers and functions under HRS chapter 206E. HRS §206E-4(3).

16. Approving the Master Plan will provide greater development flexibility for the purpose of attracting investment capital into the area and encouraging timely redevelopment and better overall planning for the area.

17. Upon consideration of HRS chapter 206E and the Mauka Area Rules under HAR chapter 15-22 and the facts contained in this Order, and Authority finds upon the clear preponderance of the evidence, that the Master Plan is consistent with the provisions of the Mauka Area Plan and HAR chapter 15-22 pursuant to HAR §15-22-205(b).

## DECISION AND ORDER

IT IS HEREBY ORDERED that the Master Plan, consists of approximately 59.96 acres of land in the Kaka`ako Community Development District, Oahu, Hawai`i, and identified as Tax Map Key Numbers 2-1-0049: 063, 2-1-049: 080, 2-1-056: 001, 2-3-001: 001, 2-3-001: 004, 2-3-001: 005, 2-3-002: 002, 2-3-002: 059, 2-3-003: 065, 2-3-003: 093, 2-3-005: 004, 2-3-005: 005, 2-3-005: 006, 2-3-005: 012, 2-1-050: 001, 2-1-050: 061, 2-1-050: 062, 2-1-052: 011, 2-1-052: 012, 2-1-052: 016, 2-1-052: 017, 2-1-052: 020, 2-1-052: 022, 2-1-052: 024, 2-1-052: 027, 2-1-052: 028, 2-1-052: 031, 2-1-052: 032, 2-1-052: 033, 2-1-052: 034, 2-1-052: 035, 2-1-052: 036, 2-1-052: 038, 2-1-052: 039, 2-1-052: 040, 2-1-052: 042, 2-1-052: 043, 2-1-052: 045, 2-1-052: 046, 2-1-052: 051, 2-1-052: 052, 2-1-052: 053, 2-1-053: 001, 2-1-053: 030, 2-3-002: 001, 2-3-002: 067, 2-3-002: 086, 2-3-002: 087, 2-3-002: 104, 2-3-003: 022, 2-3-003: 094, 2-3-005: 013, 2-3-005: 014, 2-3-005: 015, 2-3-005: 016, 2-3-005: 017, 2-3-005: 019, and 2-3-005: 022, and as shown approximately on Exhibit "A", attached hereto and incorporated by reference herein, and

IT IS HEREBY FURTHER ORDERED that for the effective period of the Master Plan, the Authority's Mauka Area Plan and Mauka Area Rules applicable to development shall be those plan and rules in effect on January 14, 2009, and the Master Plan shall be and is hereby approved subject to the following conditions:



1. **Effective Period of Master Plan.** Master Plan approval shall be valid for a period of fifteen years from the date of issuance of this Order, provided that the Authority may grant any other relief if the Master Plan is being implemented to the satisfaction of the Authority. No extensions of the Master Plan effective period shall be granted. Notwithstanding the foregoing, the Petitioner, however, may request an extension of the Master Plan effective period if the Master Plan is being implemented to the satisfaction of the Authority and any other conditions for granting a variance are met by the Petitioner, by seeking a variance from the Authority without regard to condition number 3 below. The Master Plan Permit shall be issued to VWL.

2. **Deadlines / Development Agreement.**

Petitioner shall execute a Master Plan Development Agreement to the satisfaction of the Authority within two years from the date of issuance of this Order. Pursuant to HRS Chapter 206E-4, the Authority is authorized to enter into a development agreement to provide parties to the development agreement with assurances of the following, and to include provisions necessary to facilitate the purpose and intent of HRS chapter 206E and the Authority's rules, including but not limited to: (a) the development will proceed in accordance with all applicable laws, rules, regulations, and the terms and conditions of the Master Plan Permit; (b) the development will not be restricted or prohibited by any statutes or rules enacted or promulgated by the Authority after the date of approval of the Master Plan Permit; (c)

the timing and phasing of Mauka Area Plan amendments; (d) descriptions of the delivery, manner and timing of reserved housing, the dedication of public facilities, the public use easements, and the manner in which any joint developments in the Master Plan Area will be administered; and (e) timing for filing of the first complete Planned Development Permit Application for the first phase of the Master Plan. A memorandum of the Master Plan Development Agreement shall be recorded at the Bureau of Conveyances within thirty (30) days of execution of the Master Plan Development Agreement, and shall include the signatures of all parties owning a fee simple interest in the Master Plan Area.

3. **Plan Variances.** If Petitioner proposes any variances to the Mauka Area Rules, such variance requests shall be addressed at the time of review of each planned development or base zone development project and evaluated for technical adequacy and enhancement of design and urban character.

4. **Amendments.** Petitioner's proposal to amend the Mauka Area Rules shall be addressed pursuant to the Authority's rule making procedure pursuant to HAR §15-16-26, *et. seq.* and HAR §15-22-18. If Petitioner applies for a Mauka Area Plan amendment to delete the park / parking garage facility designation along the Halekauwila Extension, to mitigate any loss of park space, Petitioner shall provide an area equal to the actual amount of park space lost, but not more than 30,000 square feet, for park space to be located in the open space of the 'Ewa Plaza located in block 5,

shown in the Proposed Open Space Plan on page 19 of Petitioner's Master Plan Application Addendum (dated September 12, 2008). This park space would be dedicated through a perpetual easement for public use gathering areas.

5. **Historical, Cultural and Archaeological Resources.** Prior to submission of the first individual development permit application for the development projects under the Master Plan, Petitioner shall prepare and submit a historic building inventory, a cultural impact assessment, and an archaeological inventory survey plan accepted by the State of Hawaii, Department of Land and Natural Resources' State Historic Preservation Division (or its successor agency) to the Authority.

6. **Dedication of Public Facilities.** Petitioner shall satisfy its public facility dedication requirement, estimated to be 330,053 square feet of land, based on the most likely mix of residential and commercial development proposed by the Petitioner, as described in the Proposed Public Facilities Plan table and graphic illustration on page 18 of Petitioner's Master Plan Application Addendum (dated September 12, 2008). With respect to the public plazas and pedestrian walkways in blocks 1 and 2 on the Proposed Public Facilities Plan, Petitioner shall dedicate a perpetual easement for public use gathering areas on portions of the public plazas and pedestrian walkways for use as gathering areas.

7. **Open Space.** Petitioner shall satisfy its open space requirement, which totals an estimated 245,638 square feet, as proposed by Petitioner in the Proposed Open

Space Plan table and graphic illustration on page 19 of its Master Plan Application Addendum (dated September 12, 2008). Petitioner shall dedicate a perpetual easement for public use gathering areas on portions of the designated open space areas in blocks 1 and 2.

8. **Ward Neighborhood Commons.** The Ward Neighborhood Commons shall be located within the area currently identified as the "Central Plaza" in the Master Plan, and will generally include the public plazas and pedestrian walkways in blocks 1 and 2 of the Proposed Public Facilities Plan and the open space on blocks 1 and 2 of the Proposed Open Space Plan, as shown and indicated on pages 18 and 19, respectively, of Petitioner's Master Plan Application Addendum (dated September 12, 2008). Petitioner's design and development of the commercial and residential spaces surrounding the Ward Neighborhood Commons will determine the precise land area of the commons. However, the area of the Ward Neighborhood Commons, which shall be dedicated via a perpetual easement for public use gathering areas, shall be least 150,000 square feet. Petitioner shall provide capital improvements, day to day maintenance, and security, which shall be addressed in the development agreement.

9. **Reserved Housing.** Petitioner shall satisfy its reserved housing requirement for the Master Plan Area, which shall be equal to twenty-percent of the total number of residential units proposed for the Master Plan Area, as permitted by the Mauka Area Rules.

10. **Traffic Study Requirements.** Prior to the submission of the first development permit application for an individual project pursuant to the Master Plan, Petitioner shall conduct a regional traffic study. In addition, at the individual development permit stage, Petitioner shall conduct traffic impact assessments for individual development projects.

11. **Relocation Assistance.** Petitioner shall provide relocation assistance to affected tenants, first, by relocating businesses to other spaces within the Ward Master Plan area, to the extent feasible, and if infeasible, by working with a commercial broker to assist these businesses in locating alternative space.

12. **Sustainability.** Prior to the submission of the first development permit application for an individual project pursuant to the Master Plan, Petitioner shall provide sustainability guidelines to the Authority. At the time Petitioner applies for any individual development permit, it shall indicate how the sustainability guidelines shall be implemented for the respective project in the development permit area.

13. **Compliance with Laws.** Petitioner shall comply with all applicable federal, state and county laws, statutes, ordinances, rules and regulations in connection with the implementation of the Master Plan.

14. **Notice of Change of Ownership / Transfer of Master Plan Permit and Master Plan Development Agreement.** Petitioner shall notify the Authority of any sale, or assignment of title to its property in the Master Plan Area if it occurs prior to

development of such property. The (i) master plan permit, and (ii) master plan development agreement will be freely assignable or transferable by VWL, provided that VWL promptly notifies the Authority in writing of such an assignment or transfer, and provided that the terms and conditions of the master plan permit and master plan development agreement will be binding on VWL's successors, assigns, and transferees.

15. **Extensions of Time.** Petitioner may apply for extensions to any of the foregoing time limits prescribed in these conditions based on a reasonable showing of good cause.

16. **Recordation of Order.** Petitioner shall record a memorandum of this Order with the Bureau of Conveyances in a form and with content to be reasonably prescribed by the Executive Director of the Authority, and the terms and conditions of this Order shall run with the land.

## ADOPTION OF ORDER

The undersigned Members, being familiar with the record and proceedings, hereby adopt and approve the foregoing ORDER this 14th day of January, 2009. This Order and its ADOPTION shall take effect upon the date this ORDER is approved by the Authority.

Done at Honolulu, Hawai'i, this 14<sup>th</sup> day of January, 2009.

Hawai'i Community Development  
Authority (Kaka'ako members)

~~-Excused-~~

  
Jonathan W. Y. Lai, Chairperson

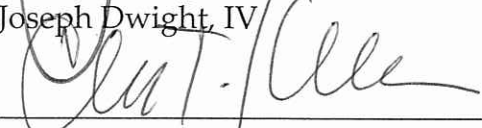
  
Paul Kimura

  
Amanda Chang

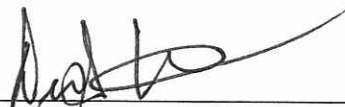
  
C. Scott Bradley

  
Grady Chun

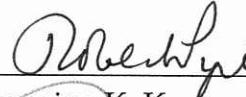
  
Joseph Dwight, IV


  
Christopher Kobayashi

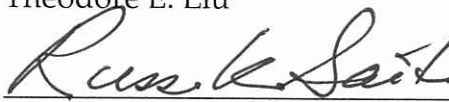
  
Kay Mukaigawa

  
Dexter Okada

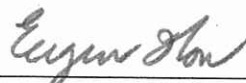
  
for Brennon Morioka

  
Georgina K. Kawamura

  
Theodore E. Liu

  
Russ K. Saito

Approved as to Form:

  
Eugene Won, Deputy Attorney General



## CONSENT

Petitioner has received a copy of, has read, and consents to the *nunc pro tunc* order, dated May 6, 2009 and consisting of 56 pages, issued by the Hawaii Community Development Authority ("Authority"), and entitled "Nunc Pro Tunc Order Re: Hearing Officer's Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit" in the matter of the application of General Growth Properties, Inc. on behalf of its affiliate Victoria Ward, Limited for a master plan permit under Hawai'i Administrative Rules chapter 15-22 (such order, the "Nunc Pro Tunc Order").

Petitioner understands and acknowledges that the Authority adopted the Nunc Pro Tunc Order, without additional formal proceedings on the matter following the Authority's original decision and order of January 14, 2009, to correct errors in the original order. Pursuant to Hawaii Revised Statutes section 91-9(d), Petitioner waives all procedural rights to which the undersigned would otherwise be entitled under Hawaii Revised Statutes chapter 91 with respect to the Authority's adoption of the Nunc Pro Tunc Order.

**Watanabe Ing, LLP**

By: 

Attorneys for **Victoria Ward, Limited**,  
a Delaware corporation, a debtor in  
possession, Petitioner



PARCEL THIRD: 2-3-002-067

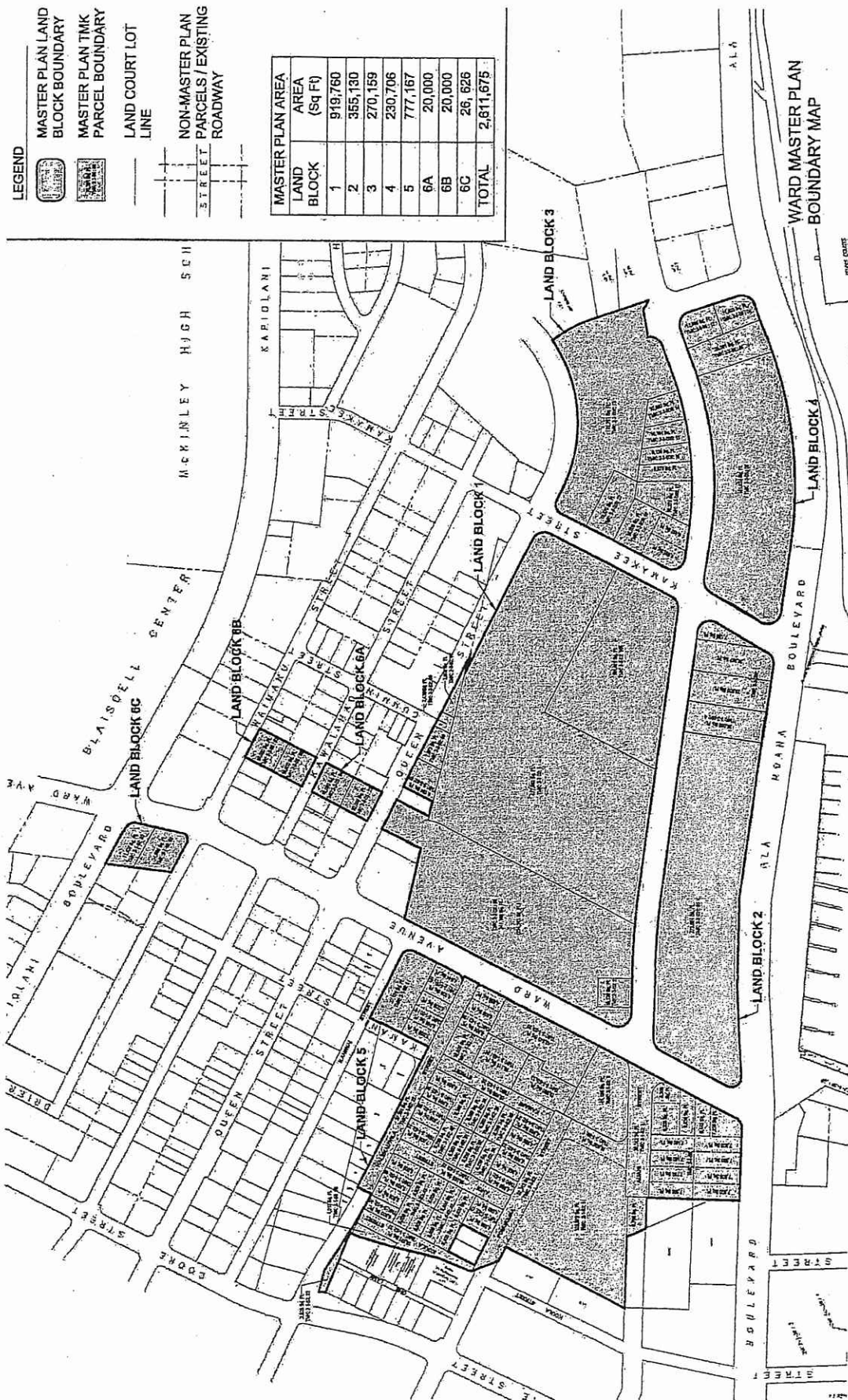
FIRST:

All of that certain parcel of land situate at Kewalo, Honolulu, City and County of Honolulu, State of Hawaii, being LOT 14, in Block 4 of the "KEWALO TRACT", as shown on that certain map recorded in Book 162 Page 222, recorded in the Bureau of Conveyances of the State of Hawaii, and containing an area of 4,847 square feet, more or less.

SECOND:

All of that certain parcel of land situate at Kewalo, Honolulu, City and County of Honolulu, State of Hawaii, being LOT 15, in Block 4 of the "KEWALO TRACT", as shown on that certain map recorded in Book 162 Page 222, recorded in the Bureau of Conveyances of the State of Hawaii, and containing an area of 4,312 square feet, more or less.

Being a portion of the land described in Exchange Deed dated November 21, 1951, recorded in said Bureau of Conveyances in Book 2526 Page 245.



**EXHIBIT "A"**

MASTER PLAN DEVELOPMENT AGREEMENT

for the

WARD NEIGHBORHOOD

MASTER PLAN

HAWAII COMMUNITY DEVELOPMENT AUTHORITY  
State of Hawaii

and

VICTORIA WARD, LIMITED

and

BANK OF HAWAII,  
as Trustee under Trust Nos. 89433 and 89434,

and

FIRST HAWAIIAN BANK,  
as Trustee under Trust Nos. FHB-TRES 200601 and 200602

## MASTER PLAN DEVELOPMENT AGREEMENT

**THIS MASTER PLAN DEVELOPMENT AGREEMENT** ("Agreement") made this 30th day of December, 2010, by and among the **HAWAII COMMUNITY DEVELOPMENT AUTHORITY**, State of Hawaii ("State"), whose office address is 461 Cooke Street, Honolulu, Hawaii 96813 ("HCDA"); **VICTORIA WARD, LIMITED**, a Delaware corporation ("VWL"), whose address is 1240 Ala Moana Boulevard, Suite 601, Honolulu, Hawaii 96814; **BANK OF HAWAII**, a Hawaii corporation ("BOH"), whose address is 111 South King Street, Honolulu, Hawaii 96813, as trustee under (a) that certain Land Trust Agreement and Conveyance dated October 21, 2004 (Trust No. 89433) and filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii on November 3, 2004, as Document No. 3188119, and (b) that certain Land Trust Agreement and Conveyance dated October 21, 2004 (Trust No. 89434) and filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii on November 3, 2004, as Document No. 3188118 (each of the foregoing trusts for the benefit of affiliates of VWL, and hereinafter collectively referred to as the "Bank of Hawaii Trust"); **FIRST HAWAIIAN BANK**, a Hawaii corporation ("FHB"), whose address is 999 Bishop Street, Suite 900, Honolulu, Hawaii 96813, as trustee under (a) that certain unrecorded Land Trust Agreement dated September 20, 2006 (Trust No. FHB-TRES 200601), and (b) that certain unrecorded Land Trust Agreement dated September 20, 2006 (Trust No. FHB-TRES 200602) (each of the foregoing trusts for the benefit of affiliates of VWL, and hereinafter collectively referred to as the "First Hawaiian Bank Trust"). This Agreement covers the Ward Neighborhood Master Plan ("Ward MP") for the development of certain lands in Kakaako under the authority of the Hawaii Revised Statutes, Chapter 206E, as amended, and Chapter 22, Title 15, Hawaii Administrative Rules, in effect on **January 14, 2009**.

### I. PARTIES; NOTICES

HCDA: HAWAII COMMUNITY DEVELOPMENT AUTHORITY

Address: 461 Cooke Street  
Honolulu, Hawaii 96813  
Telecopier No. (808) 594-0299

Attention: Anthony J. H. Ching  
Executive Director

VWL: VICTORIA WARD, LIMITED

Address: 1240 Ala Moana Boulevard, Suite 601  
Honolulu, Hawaii 96814

Attention: Francisco Gutierrez

With a copy to: VICTORIA WARD, LIMITED

Address: c/o The Howard Hughes Corporation  
Attention: General Counsel  
13355 Noel Road, Suite 950  
Dallas, TX 75240

Address: c/o The Howard Hughes Corporation  
Attention: Christopher J. Curry  
12301 Wilshire Boulevard, Suite 206  
Los Angeles, CA 90025

Address: c/o The Howard Hughes Corporation  
Attention: Sandra D. Turner  
10000 West Charleston Boulevard, Suite 200  
Las Vegas, NV 89135

BOH: BANK OF HAWAII  
Address: 111 South King Street  
Honolulu, Hawaii 96813

Attention: Robin L. Nonaka, Vice President

FHB: FIRST HAWAIIAN BANK

Address: 999 Bishop Street, Suite 900  
Honolulu, Hawaii 96813

Attention: Kelley G.A. Nakano, Trust Officer

The parties include their respective successors, successors in trust and permitted assigns. All notices between and among the parties shall be in writing and shall be mailed certified mail, return receipt requested postage prepaid, sent by overnight courier or telecopied (with hard copy to follow immediately by certified mail or overnight courier) to the foregoing addresses. Notices shall be deemed delivered, if by certified mail, three business days after deposit in the U.S. Mail,

or, if by overnight courier, on the date of delivery or attempted delivery if delivery is refused. A party may change its address for the receipt of notices by giving written notice of such change to the other party.

## II. DEFINITIONS

The terms below, whenever used in this Agreement, shall have the following meanings:

- A. "Agreement" means this Development Agreement.
- B. "D&O" means the Findings of Fact, Conclusions of Law and Decision and Order issued by the HCDA on January 14, 2009 in this matter, as corrected by Nunc Pro Tunc Order dated May 6, 2009.
- C. "Development Rules" means Chapter 22, Title 15, Hawaii Administrative Rules in effect on January 14, 2009.
- D. "HRS" means the Hawaii Revised Statutes, as amended from time to time.
- E. "Ward MP" means the Ward Neighborhood Master Plan submitted by VWL that was approved by HCDA on January 14, 2009, with a clerical error contained therein corrected by Nunc Pro Tunc Order dated May 6, 2009, within the Kakaako Community Development District.

## III. BACKGROUND OF APPLICATION LEADING TO APPROVAL OF MASTER PLAN

- A. On April 2, 2008, VWL submitted for the Authority's consideration its application for the Ward MP.
- B. On October 15, 2008, a community meeting on the proposed Ward MP was held.
- C. On December 17-18, and 29, 2008, and January 14, 2009, the contested case hearing was held for the Ward MP.
- D. On January 14, 2009, HCDA, pursuant to the Development Rules pertaining to master plans, approved the Ward MP subject to certain conditions pursuant to its D&O, which is attached hereto as Exhibit A. Thereafter, HCDA issued the Master Plan Permit ("PL MASP 13.1.3").



- E. Other information and details leading up to the approval of the Ward MP are set forth in Findings of Fact #1 to #111 of the D&O.

#### IV. IDENTIFICATION OF LANDS COVERED UNDER THE DEVELOPMENT AGREEMENT

The Ward MP area consists of approximately 59.96 acres. Portions of the Ward MP land area are held in fee by (1) VWL, (2) BOH as trustee of the Bank of Hawaii Trust, and (3) FHB as trustee of the First Hawaiian Bank Trust. These portions are described on Exhibits A, B, or C, respectively, of the VWL Master Plan Permit Memorandum of Decision and Order which was recorded with the Bureau of Conveyances, State of Hawaii, on June 17, 2009 as Land Court Document No. 3869623 and Bureau of Conveyances Document No. 2009-093051.

#### V. AGREEMENT

HCDA and VWL hereby agree that:

- A. Development of the master plan lands identified in this Agreement shall be in conformance with the Development Rules, D&O, the PL MASP 13.1.3, and this Agreement.
- B. Implementation of the Ward MP and development projects subject to the Ward MP shall be subject to the following conditions:
  - 1. Effective Period of the Ward MP and Applicability of Development Rules.
    - a. Approval of the Ward MP shall be valid until January 14, 2024, which is 15 years from the issuance of the D&O on January 14, 2009. Extensions of the effective period may be requested by seeking a variance from HCDA based on a reasonable showing of good cause. See paragraphs 1 and 15 at pages 43 and 48 of the D&O, respectively.

- b. For the effective period of the Ward MP, the Development Rules shall be applicable to development of the master plan lands encompassed by the Ward MP. See page 42 of the D&O.
  - c. For the effective period of the Ward MP, the development will proceed in accordance with paragraphs 1 and 2 at pages 43-44 of the D&O.
  - d. In the event of any conflict among Development Rules, D&O, the PL MASP 13.1.3, and/or this Agreement, the conflict shall be resolved in a contested case hearing, and the decision of the HCDA in such hearing shall prevail.
2. Land Use and Development Parameters. The development of the master plan lands under the Ward MP shall proceed in conformance with the provisions of the Ward MP.
3. Phasing of Development. The initial and future phases of implementation of the Ward MP shall be in conformance with the provisions in the Ward MP and/or any supplemental development agreement(s) which might be entered into by VWL and the HCDA. The phasing and timing of development under the Ward MP is intended to be flexible to give VWL the ability to adapt to economic and market conditions.
- a. The initial phase is currently planned to occur on Land Block 1 and Land Block 3 as described in the Ward MP Applications. Prior to submitting the development permit application for the initial phase, VWL will prepare and submit to HCDA a historic building inventory, a cultural impact assessment, and archeological inventory survey plan accepted by the State, a regional traffic study, individual traffic impact assessments, and sustainability guidelines. If any of these required analyses, the economy, and/or market conditions cause changes to the initial phase and

its components, any changes to the initial phase shall be submitted to HCDA for review.

b. The development permit application for the initial phase shall include descriptions of the delivery, manner, and timing of reserved housing, dedication of public facilities, and public use easements.

4. Reserved Housing Credits

a. To encourage the early delivery of reserved housing within the Kakaako Community Development District in advance of the construction of market housing, the HCDA will effectuate a reserved housing credit account process that will apply to the Ward MP under the following circumstances:

- (1) if VWL and/or the beneficiaries of the Bank of Hawaii Trust and/or the First Hawaiian Bank Trust transfer or cause to be transferred Kakaako Community Development District land to the Authority or another entity identified by and at a rate approved by the Authority, and which shall be used to construct reserved housing;
- (2) if VWL and/or the beneficiaries of the Bank of Hawaii Trust and/or the First Hawaiian Bank Trust construct more reserved housing for any planned development in the Master Plan Area than is required for that project;
- (3) if a third-party entity has built more reserved housing in the Kakaako Community Development District than required under its development and transfers reserved housing credits to VWL and/or the beneficiaries of the Bank of Hawaii Trust and/or the First Hawaiian Bank Trust;

- (4) if VWL and/or the beneficiaries of the Bank of Hawaii Trust and/or the First Hawaiian Bank Trust participate in a joint venture that results in excess reserved housing in the Kakaako Community Development District; and/or
    - (5) as approved by Authority, if VWL and/or the beneficiaries of the Bank of Hawaii Trust and/or the First Hawaiian Bank Trust convert existing non-reserved housing, not in use by those intended to benefit by reserved housing, into reserved housing within the Kakaako Community Development District;
  - b. VWL and/or the beneficiaries of the Bank of Hawaii Trust and/or the First Hawaiian Bank Trust may use their reserved housing credits to satisfy all or part of the Ward MP reserved housing requirements (including but not limited to its requirement to provide 10% (or one tenth) of its reserved housing requirement at 100% or below of the area median income if those credits are generated from the same area median income) and/or transfer their excess credits to a third-party.
  - c. The reserved housing credits shall be applied on a one-for-one basis.
- 5. Other Conditions. Conditions set forth in paragraphs 1 through 15 at pages 43-48 of the D&O are incorporated into this Agreement. Further, all terms and conditions of the D&O remain in full force and effect, and shall not be deemed terminated, waived, or modified in any way through the execution and/or performance of this Agreement.

#### VI. AMENDMENT OR MODIFICATION TO DEVELOPMENT AGREEMENT

No provision or term of this Agreement or any agreement contemplated herein between the parties hereto may be supplemented, amended, modified, waived, or terminated except in a

writing duly executed by both parties. No waiver of any of the provisions of this Agreement shall be deemed or shall constitute a waiver of any other provision hereof (whether or not similar), nor shall such waiver constitute a continuing waiver unless otherwise expressly provided. Failure of a party to insist on strict compliance with any of the terms and conditions of this Agreement shall not be deemed as waiver of any such terms and conditions.

However, VWL and the HCDA may negotiate and execute an amended/modified or supplemental Master Plan Development Agreement that may address additional implementation issues.

## VII. MISCELLANEOUS PROVISIONS

- A. Enforceability; Applicability. Unless terminated or cancelled, this Agreement, amended Agreement, or modified Agreement, once entered into, shall be enforceable by any party thereto, or their successors in interest or assigns, notwithstanding any subsequent change in any Development Rule adopted by HCDA after January 14, 2009.
- B. Severability. If any one or more of the provisions contained in this Agreement shall be declared invalid, illegal or unenforceable in any respect for any reason, the validity, legality or enforceability of any such provision in any other respect and of the remaining provisions of this Agreement shall not be in any way impaired.
- C. Binding Effect. This Agreement shall be binding upon and shall inure to the benefit of the parties herein named and their respective permitted successors, successors in trust and permitted assigns.
- D. Headings. All headings used in this Agreement are for reference and convenience only. They shall not be considered in the construction and interpretation of the provisions stated in this Agreement.

- E. Written Agreement. This Agreement shall supersede and replace all prior agreements or portions insofar as such are inconsistent with this Agreement, written and oral, between the parties, concerning the Ward MP. This Agreement shall not be modified except by an instrument in writing executed and acknowledged by the parties.
- F. Time of Essence. Time is of the essence of this Agreement.
- G. Governing Law. The laws of the State of Hawaii shall govern the validity, construction and effect of this Agreement. This Agreement shall be interpreted in a manner which is consistent with the Development Rules in effect on January 14, 2009.
- H. Assignment. VWL shall notify HCDA of any sale or assignment of title to the Ward MP lands if it occurs prior to development of such property. The (i) Ward MP permit and (ii) this Agreement will be freely assignable or transferable by VWL, BOH and FHB with respect to their respective properties, provided that the assigning or transferring party promptly notifies HCDA in writing of such an assignment or transfer, and provided that the terms and conditions of the Ward MP permit and this Agreement will be binding on such successors, assigns and transferees.
- I. Cooperation. The parties shall cooperate with one another in effectuating this Agreement and agree to execute such further and additional mutually approved documentation required to facilitate and complete the actions contemplated in this Agreement.
- J. No Party Deemed Drafter. The parties agree that no party shall be deemed to be the drafter of this Agreement and that, in the event this Agreement is ever construed by a court of law, such court shall not construe this Agreement or any provision hereof against any party as drafter of this Agreement.
- K. Counterparts. This Agreement may be executed in any number of counterparts. Each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one Agreement.

- L. Computation of Periods. All periods of time referred to in this Agreement shall include all Saturdays, Sundays and State or national holidays, unless the period of time specifies business days, provided that if the date or last date to perform any act or give any notice with respect to this Agreement shall fall on a Saturday, Sunday or State or national holiday, such act or notice shall be timely performed or given on the next succeeding day which is not a Saturday, Sunday or State or national holiday.
- M. Trustees Not Personally Liable. This Agreement is made by each of BOH and FHB as trustees as aforesaid and not personally or individually, but solely as trustees as aforesaid, and it is expressly understood and agreed by and between the parties hereto, anything in this Agreement to the contrary notwithstanding, that each and all of the covenants, warranties, representations and agreements contained in this Agreement or in any amendments, hereto, are made and intended not as personal covenants, warranties, representations, undertakings and agreements of BOH and FHB or any of their officers, agents, or employees, but this Agreement is made by each of BOH and FHB solely as trustees as aforesaid and no personal liability or personal responsibility is assumed by, or shall at any time be asserted or enforced against either BOH or FHB, or their respective officers, agents or employees on account of any covenants, warranties, representations, undertakings or agreements contained in this Agreement or any amendments hereto, or otherwise, either express or implied, all such personal liability, if any, being hereby expressly waived and released; it being understood that all parties hereto or anyone claiming by, through or under such parties or claiming any rights under this Agreement or any amendments hereto shall look solely to the assets of the respective trusts established pursuant to the Bank of Hawaii Trust or the First Hawaiian Bank Trust for the enforcement or collection of any such liability.

In accordance with the terms of this Agreement and the exception clause of section 560:7-306(a) of the HRS, as amended, any liability of BOH which may arise as a result of BOH accepting or approving this instrument is a liability of the

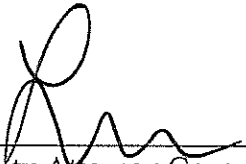
respective trust estates established under the Bank of Hawaii Trust described above and not the personal liability of BOH.

In accordance with the terms of this Agreement and the exception clause of section 560:7-306(a) of the HRS, as amended, any liability of FHB which may arise as a result of FHB accepting or approving this instrument is a liability of the respective trust estates established under the First Hawaiian Bank Trust described above and not the personal liability of FHB.

The parties have executed this Agreement effective as of the date first above written.

APPROVED AS TO FORM

HAWAII COMMUNITY DEVELOPMENT  
AUTHORITY

By:   
Deputy Attorney General  
State of Hawaii

By:   
Anthony J.H. Ching  
Its Executive Director

**VICTORIA WARD, LIMITED**, a Delaware  
corporation

By:   
Its Duly Authorized Signatory  
*GRANT HERAITZ*

**BANK OF HAWAII**, as Trustee as aforesaid

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

**FIRST HAWAIIAN BANK**, as Trustee as aforesaid

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_



respective trust estates established under the Bank of Hawaii Trust described above and not the personal liability of BOH.

In accordance with the terms of this Agreement and the exception clause of section 560:7-306(a) of the HRS, as amended, any liability of FHB which may arise as a result of FHB accepting or approving this instrument is a liability of the respective trust estates established under the First Hawaiian Bank Trust described above and not the personal liability of FHB.

The parties have executed this Agreement effective as of the date first above written.

APPROVED AS TO FORM

HAWAII COMMUNITY DEVELOPMENT  
AUTHORITY

By: \_\_\_\_\_  
Deputy Attorney General  
State of Hawaii

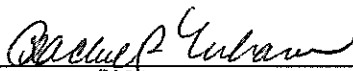
By: \_\_\_\_\_  
Anthony J.H. Ching  
Its Executive Director

**VICTORIA WARD, LIMITED**, a Delaware  
corporation

By: \_\_\_\_\_  
Its Duly Authorized Signatory

**BANK OF HAWAII**, as Trustee as aforesaid

By:   
Name: ROBIN L. NONAKA  
Its: VICE PRESIDENT

By:   
Name: RACHEL S. UEHARA  
Its: ASSISTANT VICE PRESIDENT

**FIRST HAWAIIAN BANK**, as Trustee as aforesaid

By: \_\_\_\_\_  
Name:  
Its:

respective trust estates established under the Bank of Hawaii Trust described above and not the personal liability of BOH.

In accordance with the terms of this Agreement and the exception clause of section 560:7-306(a) of the HRS, as amended, any liability of FHB which may arise as a result of FHB accepting or approving this instrument is a liability of the respective trust estates established under the First Hawaiian Bank Trust described above and not the personal liability of FHB.

The parties have executed this Agreement effective as of the date first above written.

APPROVED AS TO FORM

HAWAII COMMUNITY DEVELOPMENT  
AUTHORITY

By: \_\_\_\_\_  
Deputy Attorney General  
State of Hawaii

By: \_\_\_\_\_  
Anthony J.H. Ching  
Its Executive Director

**VICTORIA WARD, LIMITED**, a Delaware  
corporation


By: \_\_\_\_\_  
Its Duly Authorized Signatory

**BANK OF HAWAII**, as Trustee as aforesaid

By: \_\_\_\_\_  
Name:  
Its:

By: \_\_\_\_\_  
Name:  
Its:

**FIRST HAWAIIAN BANK**, as Trustee as aforesaid

By:  \_\_\_\_\_  
Name: SCOTT H. ONO  
Its: VICE PRESIDENT

BEFORE THE HAWAII COMMUNITY DEVELOPMENT AUTHORITY  
OF THE STATE OF HAWAII

In re the Petition of	)	File No.: PL MASP 13.1.3
	)	
VICTORIA WARD, LIMITED	)	DECLARATORY ORDER RE:
	)	APPLICABILITY OF CONDITION NO. 4
For an order of Declaratory Relief	)	OF NUNC PRO TUNC ORDER RE:
_____	)	HEARING OFFICER'S PROPOSED
		FINDINGS OF FACT, CONCLUSIONS OF
		LAW, AND DECISION AND ORDER
		FOR A MASTER PLAN PERMIT, ISSUED
		JANUARY 14, 2009

**DECLARATORY ORDER RE: APPLICABILITY OF CONDITION NO. 4  
OF NUNC PRO TUNC ORDER RE: HEARING OFFICER'S PROPOSED FINDINGS  
OF FACT, CONCLUSIONS OF LAW, AND DECISION AND ORDER  
FOR A MASTER PLAN PERMIT, ISSUED JANUARY 14, 2009**

---

On August 29, 2012, VICTORIA WARD, LIMITED ("Petitioner" or "VWL") submitted a Petition for Declaratory Relief ("Petition"), pursuant to Hawaii Administrative Rules ("HAR") §15-219-83, as to the applicability of Condition No. 4 of the January 14, 2009 Nunc Pro Tunc Order re: Hearing Officer's Proposed Findings of Fact, Conclusions of Law, and Decision and Order for a Master Plan Permit ("Master Plan Permit"), in light of the November 11, 2011 repeal of the former Mauka Area Rules (HAR §§15-22-1 to 15-22-280) and former Mauka Area Plan (June 2005) (collectively, "2005 Mauka Area Rules/Plan").

On October 10, 2012, the Petition came on for hearing before the Hawaii Community Development Authority ("the Authority") at a regularly scheduled meeting.

Condition No. 4 of the Master Plan Permit required VWL to amend the 2005 Mauka Area Rules/Plan should VWL choose to implement any of the following items:

- (1) Deletion of the Halekauwila Extension shown in the Mauka Area Plan on the East side of Ward Avenue connecting to Queen Street to be replaced by a street parallel to Queen Street between Ward Avenue and Kamakee Street (“Halekauwila Street Extension Deletion”);
- (2) Deletion of the park/parking garage facility along the Halekauwila Extension contained in the Mauka Area Plan (“Park/Parking Garage Deletion”); and
- (3) A single “mixed-use” land use designation for the Ward Neighborhood Master Plan area, instead of the “mixed-use commercial” (MUZ-C) and “mixed-use residential” (MUZ-R) land use designations, which will allow more flexibility in designing and developing the mixed use community that was approved under the Master Plan. (“Single Mixed-Use Designation”).

Condition No. 4 (which was based upon Finding of Fact No. 63) stated specifically,

Petitioner’s proposal to amend the Mauka Area Rules shall be addressed pursuant to the Authority’s rule making procedure pursuant to HAR §15-16-26 et seq. and HAR §15-22-18. If Petitioner applies for a Mauka Area Plan amendment to delete the park/parking garage facility designation along the Halekauwila Extension, to mitigate any loss of park space, Petitioner shall

provide an area equal to the actual amount of park space lost, but not more than 30,000 square feet, for park space to be located in the open space of the Ewa Plaza located in block 5 shown in the Proposed Open Space Plan on page 19 of Petitioner's Master Plan Application Addendum (dated September 12, 2008). This park space would be dedicated through a perpetual easement for public use gathering areas.

Subsequently, the 2005 Mauka Area Rules/Plan were repealed in their entirety.

Pursuant to HAR §15-219-83, "[a]ny interested person or governmental agency may petition the authority for a declaratory order as to the applicability of any statutory provision or rule or order of the authority."

Based upon the foregoing, there is good cause to issue a declaratory order regarding the applicability of Condition No. 4 of the Master Plan Permit. For all of the reasons stated in the Petition, and as presented on the record before the Authority at its October 10, 2012 meeting, the Petition is hereby GRANTED. The Authority hereby DECLARES AND ORDERS THAT:

- (1) The amendments required for the Halekauwila Street Extension Deletion, Park/Parking Garage Deletion, and Single Mixed-Use Designation in Finding of Fact No. 63 and Condition No. 4 of the Master Plan Permit are inapplicable and are no longer required given the repeal of the 2005 Mauka Area Rules/Plan and the adoption of a new Mauka Area Plan in November 2011; and

- (2) All other terms and conditions of the Master Plan Permit remain in full force and effect, including the requirement in Condition No. 4 of the Master Plan Permit to “provide an area equal to the actual amount of park space lost, but not more than 30,000 square feet, for park space to be located in the open space of the Ewa Plaza located in block 5 shown in the Proposed Open Space Plan on page 19 of Petitioner’s Master Plan Application Addendum (dated September 12, 2008)” which “park space would be dedicated through a perpetual easement for public use gathering areas” as mitigation should Petitioner implement the Park/Parking Garage Deletion.

Done at Honolulu, Hawaii, this 10th day of October, 2012.

HAWAII COMMUNITY DEVELOPMENT  
AUTHORITY (KAKA‘AKO MEMBERS)



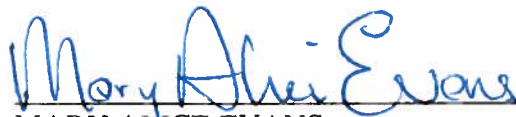
---

BRIAN LEE, CHAIRPERSON

(Excused)

---

GRADY CHUN




---

MARY ALICE EVANS



---

RANDY GRUNE

  
\_\_\_\_\_  
SCOTT KAMI

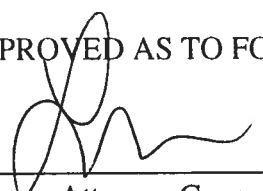
  
\_\_\_\_\_  
MILES KAMIMURA

  
\_\_\_\_\_  
KAMAKI KANAHELE

(Excused)

\_\_\_\_\_  
DEAN SEKI

-----  
\_\_\_\_\_  
(Vacant)

APPROVED AS TO FORM  
  
\_\_\_\_\_  
Deputy Attorney General



HAWAII COMMUNITY  
DEVELOPMENT AUTHORITY



KAKA  
KALAELOA

Neil Abercrombie  
Governor

Brian Lee  
Chairperson

Anthony J. H. Ching  
Executive Director

461 Cooke Street  
Honolulu, Hawaii  
96813

Telephone  
(808) 594-0300

Facsimile  
(808) 594-0299

E-Mail  
contact@hcdaweb.org

Web site  
www.hcdaweb.org

Ref. No.: PL MASP 13.1.3

March 7, 2013

Mr. Nicholas Vanderboom  
Senior Vice President of Development  
The Howard Hughes Corporation  
1240 Ala Moana Boulevard, Suite 601  
Honolulu, Hawaii 96814

Dear Mr. Vanderboom:

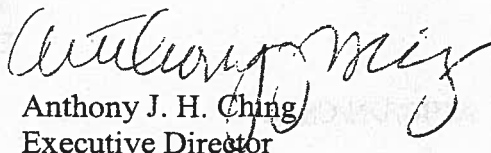
Re: Historic Building Inventory

The Hawaii Community Development Authority ("HCDA") has completed the review of the historic building inventory report submitted for the Ward Neighborhood Master Plan. Preparation and submittal of the historic building inventory report to the HCDA is a requirement under the Master Plan Permit No.: PL MASP 13.1.3, dated January 14, 2009 (see Decision & Order paragraph 5. **Historical, Cultural and Archaeological Resources** of the Master Plan Permit). We note that as submitted, the historic building inventory report meets the requirement of the Master Plan Permit.

A copy of a Cultural Impact Statement and an Archaeological Inventory Survey Plan approved by the State of Hawaii, State Historic Preservation Division, shall be submitted to the HCDA prior to submission of the first individual development permit application for development projects under the Master Plan.

Should you have any questions regarding this matter or the Master Plan Permit, Decision & Order, please contact Mr. Deepak Neupane, P.E., AIA, HCDA Director of Planning and Development, at 594-0300 or by email at: deepak@hcdaweb.org.

Sincerely,

  
Anthony J. H. Ching  
Executive Director

AJHC/DN:ak





HAWAII COMMUNITY  
DEVELOPMENT AUTHORITY



KAKA KO  
KALAELOA

Neil Abercrombie  
Governor

Brian Lee  
Chairperson

Anthony J. H. Ching  
Executive Director

461 Cooke Street  
Honolulu, Hawaii  
96813

Telephone  
(808) 594-0300

Facsimile  
(808) 594-0299

E-Mail  
contact@hcdaweb.org

Web site  
www.hcdaweb.org

Ref. No.: PL MASP 13.1.3

May 3, 2013

Mr. Nicholas Vanderboom  
Senior Vice President of Development  
The Howard Hughes Corporation  
1240 Ala Moana Boulevard, Suite 601  
Honolulu, Hawaii 96814

Dear Mr. Vanderboom:

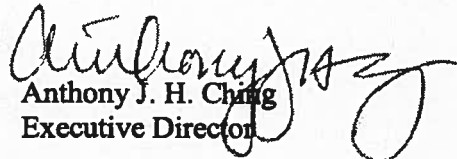
Re: Cultural Impact Assessment

The Hawaii Community Development Authority ("HCDA") received a copy of the letter from the State of Hawaii, State Historic Preservation Division ("SHPD") stating that they have accepted the cultural impact assessment submitted for the Ward Neighborhood Master Plan. Preparation and submittal of the historic cultural impact assessment to SHPD is a requirement under the Master Plan Permit No.: PL MASP 13.1.3, dated January 14, 2009 (see Decision & Order paragraph 5. **Historical, Cultural and Archaeological Resources** of the Master Plan Permit). We note that the letter from SHPD stating they have received the cultural impact assessment meets the requirement of the Master Plan Permit.

A copy of an Archaeological Inventory Survey Plan accepted by SHPD shall be submitted to the HCDA prior to submission of the first individual development permit application for development projects under the Master Plan.

Should you have any questions regarding this matter or the Master Plan Permit, Decision & Order, please contact Mr. Carson Schultz, HCDA Planner, at 594-0314 or by email at: carson.j.schultz@hcdaweb.org.

Sincerely,

  
Anthony J. H. Ching  
Executive Director

AJHC/DN/CS:ak



HAWAII COMMUNITY  
DEVELOPMENT AUTHORITY



KAKA KO  
KALAELOA

Neil Abercrombie  
Governor

Brian Lee  
Chairperson

Anthony J. H. Ching  
Executive Director

461 Cooke Street  
Honolulu, Hawaii  
96813

Telephone  
(808) 594-0300

Facsimile  
(808) 594-0299

E-Mail  
contact@hcdaweb.org

Web site  
www.hcdaweb.org

Ref. No.: PL MASP 13.1.3

May 20, 2013

Mr. Nicholas Vanderboom  
Senior Vice President of Development  
The Howard Hughes Corporation  
1240 Ala Moana Boulevard, Suite 200  
Honolulu, Hawaii 96814

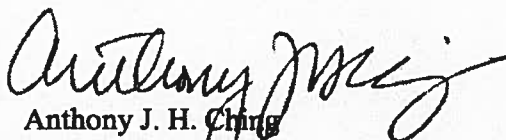
Dear Mr. Vanderboom:

**Re: Archaeological Inventory Survey Plan for Ward  
Neighborhood Master Plan**

Preparation and submittal of an Archaeological Inventory Survey Plan ("AISP") accepted by the State of Hawaii, Department of Land and Natural Resources, State Historic Preservation Division ("SHPD") to the Hawaii Community Development Authority ("HCDA"), prior to submission of the first development permit application for development projects under the Master Plan, is a requirement under the Master Plan Permit No. PL MASP 13.1.3, dated January 14, 2009 (see Decision and Order section paragraph (5) of the Master Plan Permit). This is to notify you that the HCDA has received a letter from SHPD, dated May 14, 2013, stating that it has reviewed the report titled *Plan to Prepare Archaeological Inventory Survey Plans* ("Plan") submitted for the Ward Neighborhood Master Plan. The letter from SHPD indicates that it concurs with the Plan's statement that separate AISPs will be prepared for each planned development, rather than one AISP for the entire 60-acre Master Plan area. We note that the letter from SHPD stating it has received the Plan and concurs with the intent to prepare individual project AISPs meets the requirement of the Master Plan Permit. However, we note that for each individual development project an AISP accepted by the SHPD must be submitted before HCDA's review of the development permit application.

Should you have any questions regarding this matter or the Master Plan Permit, Decision and Order, please contact Mr. Carson Schultz, HCDA Planner, at 594-0314 or by email at: [carson.j.schultz@hcdaweb.org](mailto:carson.j.schultz@hcdaweb.org).

Sincerely,

  
Anthony J. H. Ching  
Executive Director

AJHC/DN:ak

NEIL ABERCROMBIE  
GOVERNOR OF HAWAII



STATE OF HAWAII  
DEPARTMENT OF LAND AND NATURAL RESOURCES

HISTORIC PRESERVATION DIVISION  
KAHUHIHEWA BUILDING  
601 KAMOKILA BLVD, KAPOLEI HI 96707

WILLIAM J. AILA, JR.  
CHAIRPERSON  
BOARD OF LAND AND NATURAL RESOURCES  
COMMISSION ON WATER RESOURCE MANAGEMENT

PAUL J. CONRY  
INTERIM FIRST DEPUTY

WILLIAM M. TAM  
DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES  
BOATING AND OCEAN RECREATION  
BUREAU OF CONVEYANCES  
COMMISSION ON WATER RESOURCE MANAGEMENT  
CONSERVATION AND COASTAL LANDS  
CONSERVATION AND RESOURCES ENFORCEMENT  
ENGINEERING

FORESTRY AND WILDLIFE  
HISTORIC PRESERVATION  
KAHOOLAWE ISLAND RESERVE COMMISSION  
LAND  
STATE PARKS

DATE: August 22, 2012

LOG: 2012.2486

DOC: 1208MG03

TO: Mayu Omaha  
Fung Associates  
1833 Kalakaua Avenue  
Honolulu, HI 96815

SUBJECT: Section 6E-42 Historic Preservation Review  
Project: Architectural Survey of Victoria Ward Properties in Kakaako  
Owner: Victoria Ward LTD (Howard Hughes)  
Location: Kakaako, Oahu  
Tax Map Key: (1) 2-1 (various) (1) 2-3 (various)

Date Received by SHPD: June 28, 2012

Description of Project/Undertaking: Comprehensive architectural inventory of potentially historic properties owned by Victoria Ward LTD (now Howard Hughes).

Description of Resource: Various commercial resources.

Documentation Received: Amended and corrected architectural resource survey.

SHPD Determination: SHPD is content with corrections to this report and will accept it in our library. Thank you for your work.

Any questions should be addressed to Mike Gushard at (808) 692-8026 or michael.j.gushard@hawaii.gov.

Mahalo for the opportunity to comment,

Angie Westfall  
Architecture Branch Chief, Hawaii Historic Preservation Division

In the event that historic resources, including human skeletal remains, lava tubes, and lava blisters/bubbles are identified during construction activities, all work should cease in the immediate vicinity of the find, the find should be protected from additional disturbance, and the State Historic Preservation Division should be contacted immediately at (808) 692-8015.

NEIL ABERCROMBIE  
GOVERNOR OF HAWAII



WILLIAM J. AILA, JR.  
CHAIRPERSON  
BOARD OF LAND AND NATURAL RESOURCES  
COMMISSION ON WATER RESOURCE MANAGEMENT

ESTHER KIA'AINA  
FIRST DEPUTY

WILLIAM M. TAM  
DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES  
BOATING AND OCEAN RECREATION  
BUREAU OF CONVEYANCES  
COMMISSION ON WATER RESOURCE MANAGEMENT  
CONSERVATION AND COASTAL LANDS  
CONSERVATION AND RESOURCES ENFORCEMENT  
ENGINEERING  
FORESTRY AND WILDLIFE  
HISTORIC PRESERVATION  
KAHOOLAWE ISLAND RESERVE COMMISSION  
LAND  
STATE PARKS

**HISTORIC PRESERVATION DIVISION  
DEPARTMENT OF LAND AND NATURAL RESOURCES**

601 Kamokila Boulevard, Suite 555  
Kapolei, HI 96806

May 14, 2013

Mr. Matt McDermott  
Cultural Surveys Hawaii  
P.O. Box 1114  
Kailua, HI 96734  
[mmcdermott@culturalsurveys.com](mailto:mmcdermott@culturalsurveys.com)

LOG NO: 2012.3656  
DOC NO: 1305SL16  
Archaeology

Dear Mr. McDermott:

**SUBJECT: Chapter 6E-42 Historic Preservation Review –  
Plan to Prepare AISP's for the Ward Neighborhood Master Plan  
Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu Island, Hawai'i  
TMK: (1) 2-1-049:063, 080; 2-1-050:001, 061, 062; 2-1-052:011, 012, 016, 017, 020, 022,  
024, 027, 028, 031 to 036, 038, 039, 040, 042, 043, 045, 046, 051, 052, 053, 2-1-053:001, 030;  
2-1-056:001; 2-3-001:001, 004, 005; 2-3-002:001, 002, 059, 067, 086, 087, 104; 2-3-003:022,  
065, 093, 094; 2-3-005:004, 005, 006, 012 to 017, 019, 022**

Thank you for the opportunity to comment on the report titled *Plan to Prepare Archaeological Inventory Survey Plans for the Ward Neighborhood Master Plan Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu Island, Hawai'i* TMK: [1] 2-1-049:063, 080; 2-1-050:001, 061, 062; 2-1-052:011, 012, 016, 017, 020, 022, 024, 027, 028, 031 to 036, 038, 039, 040, 042, 043, 045, 046, 051, 052, 053, 2-1-053:001, 030; 2-1-056:001; 2-3-001:001, 004, 005; 2-3-002:001, 002, 059, 067, 086, 087, 104; 2-3-003:022, 065, 093, 094; 2-3-005:004, 005, 006, 012 to 017, 019, 022 (Monahan and McDermott, December 2012). We received this plan document on December 14, 2012; we apologize for the delay and thank you for your continued patience.

The plan was prepared by Cultural Surveys Hawaii, Inc. (CSH) at the request of Victoria Ward, Ltd. (VWL) and The Howard Hughes Corporation (HHC). In addition, it was prepared as a stipulated condition of a Settlement Agreement between Mr. Edward Halealoha Ayau and VWL regarding the proposed Master Plan (Appendix A). The plan's stated purpose "is to memorialize the process that was followed to create the first three archaeological inventory survey plans (AISP's) for the Ward Neighborhood Master Plan" and "to serve as a guide that will describe how the additional AISP's" will be prepared "for the remaining individual construction projects of the overall Master Plan." The Plan contains the following sections: (1) Introduction: Purpose and Relevant Documents, (2) Project Background, (3) Historic Preservation Regulatory Context, (4) Specific Components of AISP's for the Project, and (5) Consultation.

Although this document does not fulfill the requirements of an archaeological inventory survey plan pursuant to Hawaii Administrative Rule (HAR) §13-284-5, it serves to facilitate project planning and supports the historic preservation review process. **We concur with the Plan's statement that individual AISP's will be prepared for each project**, rather than for the entire 60-acre Master Plan area which is expected to be developed over a 10-20 year period. We have some concerns with strict use of the Settlement Agreement "Specific Components of AISP's for the Project" as some components (e.g., predictive model) may become dated and/or be affected by future revisions to existing administrative rules. SHPD reserves the right to make comments and/or request revisions to these plans pursuant to the administrative rules in use at the time an individual AISP is submitted for SHPD review and acceptance. Each AISP will be reviewed in accordance with HAR §13-284 and HAR §13-276-5(a-g).

Mr. McDermott

May 14, 2013

Page 2

This plan is accepted by SHPD. Please send one hardcopy of the document, clearly marked FINAL, along with a copy of this review letter and a text-searchable PDF version on CD to the Kapolei SHPD office, attention SHPD Library.

Please contact me at (808) 692-8019 or at [Susan.A.Lebo@hawaii.gov](mailto:Susan.A.Lebo@hawaii.gov) if you have any questions or concerns regarding this letter.

Aloha,

*Susan A. Lebo*

Susan A. Lebo, PhD

O'ahu Lead Archaeologist

cc: Anthony Ching, Executive Director  
Hawaii Community Development Authority  
461 Cooke Street  
Honolulu, Hawaii 96813  
[Tony@hcdaweb.org](mailto:Tony@hcdaweb.org)

Carson J. Schultz, LEED AP  
Associate AIA  
Hawaii Community Development Authority  
461 Cooke Street  
Honolulu, Hawaii 96813  
[Carson.J.Schultz@hcdaweb.org](mailto:Carson.J.Schultz@hcdaweb.org)

NEIL ABERCROMBIE  
GOVERNOR OF HAWAII



**HISTORIC PRESERVATION DIVISION  
DEPARTMENT OF LAND AND NATURAL RESOURCES**

601 Kamokila Boulevard, Suite 555  
Kapolei, HI 96806

WILLIAM J. AILA, JR.  
CHAIRPERSON  
BOARD OF LAND AND NATURAL RESOURCES  
COMMISSION ON WATER RESOURCE MANAGEMENT

ESTHER KIA'AINA  
FIRST DEPUTY

WILLIAM M. TAM  
DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES  
BOATING AND OCEAN RECREATION  
BUREAU OF CONVEYANCES  
COMMISSION ON WATER RESOURCE MANAGEMENT  
CONSERVATION AND COASTAL LANDS  
CONSERVATION AND RESOURCES ENFORCEMENT  
ENGINEERING  
FORESTRY AND WILDLIFE  
HISTORIC PRESERVATION  
KAHOOLAWE ISLAND RESERVE COMMISSION  
LAND  
STATE PARKS

March 11, 2013

Matt McDermott, MA  
Cultural Surveys Hawai'i, Inc.  
P.O. Box 1114  
Kailua, Hawaii 96734  
[mmcdermott@culturalsurveys.com](mailto:mmcdermott@culturalsurveys.com)

LOG NO: 2012.1580  
DOC NO: 1303SL19  
Archaeology

Dear Mr. McDermott:

**SUBJECT: Chapter 6E-42 Historic Preservation Review –  
Archaeological Inventory Survey Plan for the Ward Neighborhood  
Master Plan Phase I: Block O Project Area  
Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu Island  
TMK (1) 2-1-050:001, 061 and 062**

Thank you for the opportunity to review this revised report titled *Draft Archaeological Inventory Survey Plan for the Ward Neighborhood Master Plan Phase I: Block O Project Area Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu Island TMK (1) 2-1-050:001, 061 and 062* (Sroat and McDermott, January 2013). Our office received this submittal on January 30, 2013. The 1.2-acre Block O project area is owned by Victoria Ward, Limited (VWL) and is part of the VWL's 60.5-acre Ward Neighborhood Master Plan.

The archaeological inventory survey plan (AISP) contains an adequate discussion of the environmental setting and an extensive discussion of the traditional and historical background. The previous investigations and specific research questions concerning temporal and spatial land use changes provide a framework for the AIS of Block O.

The revisions made to this document adequately address the major concerns raised in our prior correspondence (January 23, 2013; Log No. 2012.2733, Doc. No. 1301SL26). This archaeological inventory survey plan meets the requirements of Hawaii Administrative Rule (HAR) §13-284-5. It is accepted by SHPD. Please send one hardcopy of the document, clearly marked FINAL, along with a copy of this review letter and a text-searchable PDF version on CD to the Kapolei SHPD office, attention SHPD Library.

Please contact me at (808) 692-8019 or [Susan.A.Lebo@hawaii.gov](mailto:Susan.A.Lebo@hawaii.gov) if you have any questions or concerns regarding this letter.

Aloha,

*Susan A. Lebo*

Susan A. Lebo, PhD  
Oahu Lead Archaeologist





HAWAII COMMUNITY  
DEVELOPMENT AUTHORITY



KAKA  
KALAELOA

Neil Abercrombie  
Governor

Brian Lee  
Chairperson

Anthony J. H. Ching  
Executive Director

461 Cooke Street  
Honolulu, Hawaii  
96813

Telephone  
(808) 594-0300

Facsimile  
(808) 594-0299

E-Mail  
contact@hcdaweb.org

Web site  
www.hcdaweb.org

Ref. No.: PL MASP 13.1.3

March 7, 2013

Mr. Nicholas Vanderboom  
Senior Vice President of Development  
The Howard Hughes Corporation  
1240 Ala Moana Boulevard, Suite 601  
Honolulu, Hawaii 96814

Dear Mr. Vanderboom:

Re: Regional Traffic Study and Traffic Impact Assessment

The Hawaii Community Development Authority ("HCDA") has completed the review of regional traffic study for the Ward Village Master Plan area and traffic impact assessment for development projects identified as Phase 1A. Preparation and submittal of the regional traffic study and traffic impact assessment for individual development projects to the HCDA is a requirement under the Master Plan Permit No.: PL MASP 13.1.3, dated September 14, 2009 (see Decision & Order paragraph 10. **Traffic Study Requirements** of the Master Plan Permit). We note that as submitted, the regional traffic study and traffic impact statement for development projects identified as Phase 1A meet the requirement of the Master Plan Permit. Development project specific traffic impact assessment should be submitted for future development projects not covered under the Phase 1A development.

Should you have any questions regarding this matter or the Master Plan Permit, Decision & Order, please contact Mr. Deepak Neupane, P.E., AIA, HCDA Director of Planning and Development, at 594-0300 or by email at: deepak@hcdaweb.org.

Sincerely,

Anthony J. H. Ching  
Executive Director

AJHC/DN:ak



HAWAII COMMUNITY  
DEVELOPMENT AUTHORITY



KAKA'KO  
KALAELOA

Neil Abercrombie  
Governor

Brian Lee  
Chairperson

Anthony J. H. Ching  
Executive Director

Ref. No.: PL MASP 13.1.3

May 3, 2013

Mr. Nicholas Vanderboom  
Senior Vice President of Development  
The Howard Hughes Corporation  
1240 Ala Moana Boulevard, Suite 601  
Honolulu, Hawaii 96814

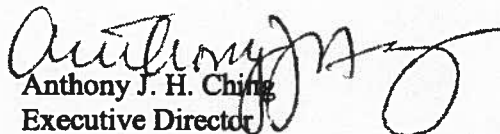
Dear Mr. Vanderboom:

Re: Sustainability Guidelines

The Hawaii Community Development Authority ("HCDA") has completed the review of the sustainability guidelines for the Ward Village Master Plan area. Preparation and submittal of the sustainability guidelines to the HCDA is a requirement under the Master Plan Permit No.: PL MASP 13.1.3, dated September 14, 2009 (see Decision & Order paragraph 12. **Sustainability** of the Master Plan Permit). We note that as submitted, the sustainability guidelines meet the requirement of the Master Plan Permit.

Should you have any questions regarding this matter or the Master Plan Permit, Decision & Order, please contact Mr. Carson Schultz, HCDA Planner, at 594-0314 or by email at: [carson.j.schultz@hcdaweb.org](mailto:carson.j.schultz@hcdaweb.org).

Sincerely,

  
Anthony J. H. Ching  
Executive Director

AJHC/DN/CS:ak

461 Cooke Street  
Honolulu, Hawaii  
96813

Telephone  
(808) 594-0300

Facsimile  
(808) 594-0299

E-Mail  
[contact@hcdaweb.org](mailto:contact@hcdaweb.org)

Web site  
[www.hcdaweb.org](http://www.hcdaweb.org)



DEPARTMENT OF TRANSPORTATION SERVICES  
CITY AND COUNTY OF HONOLULU

650 SOUTH KING STREET, 3RD FLOOR  
HONOLULU, HAWAII 96813  
Phone: (808) 768-8305 • Fax: (808) 768-4730 • Internet: www.honolulu.gov

2018 MAY 23 PM 3 15

ton.

KIRK CALDWELL  
MAYOR



HAWAII COMMUNITY  
DEVELOPMENT  
AUTHORITY  
WES FRYSZTACKI  
DIRECTOR  
JON Y. NOUCHI  
DEPUTY DIRECTOR

TP5/18-728177R

May 16, 2018

Mr. Garrett Kamemoto  
Interim Executive Director  
Hawaii Community Development Authority  
547 Queen Street  
Honolulu, Hawaii 96813

Dear Mr. Kamemoto:

SUBJECT: Planned Development Permit Application for Project 4 (Koula) on  
Land Block 1, Block I within the Ward Neighborhood Master Plan  
Area at 1020 Auahi Street

Thank you for the opportunity to provide comments on the Planned Development  
Permit Application for Koula within the Ward Neighborhood Master Plan Area. In  
response to your letter dated May 1, 2018 we have the following comments:

1. **Traffic Impact Analysis Report (TIAR).** The following comments are related to the TIAR:
  - a. **Transportation Assessment.** The TIAR should be replaced with a Transportation Assessment (TA) that analyzes the multi-modal nature of the Kakaako neighborhood and recognizes the need for traffic control devices, streetscape and intersection improvements that encourage walking, bicycling, and transit use as the primary access modes for the proposed project.
    - i. Use person trips instead of vehicle trip rates from the ITE Trip Generation Manual and assign these trips to the transportation system. This will require analysis of crossing treatments using NCHRP 562 methodology for pedestrian measures.
    - ii. The following performance measures still need to be addressed in this study:

1. V/C ratio targets that are  $>1$  for 1<sup>st</sup> and/or 2<sup>nd</sup> highest peak hours
  2. Identify where vehicle Level of Service (LOS) will not be used
  3. Pedestrian Level-of-Service (LOS)
  4. Bicycle Level of Traffic Stress (LTS)
  5. Transit Capacity and Quality of Service (TCQSM)
- iii. In addition to the calculated LOS, the observational LOS should be provided.
- iv. Please provide observed bicycle and pedestrian counts to Department of Transportation Services (DTS) in the Department's standard format. Contact Byron Nakamura, Traffic Technician of the Special Plans Branch at [bnakamura@honolulu.gov](mailto:bnakamura@honolulu.gov) to obtain the Traffic Count Summary Reporting instructions and template.
- v. It is possible to determine Bicycle Level of Traffic Stress (LTS) for existing lanes. Please contact Nicola Szibbo of the Regional Planning Branch at [nicola.szibbo@honolulu.gov](mailto:nicola.szibbo@honolulu.gov) to obtain the Bicycle LTS analysis tool.
- b. **Pedestrian Access and Circulation.** The following comments are related to pedestrian access and circulation in the TA:
- i. **Sidewalk Zone.** The TA shall include a pedestrian study to determine the necessary minimum sidewalk widths for the project, including the Curb Zone, Furniture Zone, Pedestrian Zone and Building Frontage Zone fronting the project on Auahi Street and the Private Drive as per page 175-176 of the Honolulu Complete Streets Design Manual (HCSDM). Illustrate in section compliance with the HCSDM minimum widths in Exhibit 19C (Street Sections) and in Exhibit 20F (Terraced Podium).
  - ii. **Wayfinding.** Exhibit 7, the Circulation and Access Plan, should illustrate wayfinding signage required to navigate through the building. Illustrate how pedestrian access will be provided across the service corridor and porte cochere on the ground floor.

- c. **Transportation Demand Management (TDM) Plan.** The TA shall include a TDM plan that includes the TDM strategies proposed for implementation, mode share performance targets, a schedule for achieving mode share performance targets, and copies of documentation to ensure mandatory participation in the final TDM program.
- d. **Bikeway Design Layout.** Please provide detailed plans and sections of the bikeway design layout for Auahi Street and the Private Drive in the Exhibits section. The current bicycle lanes on Auahi Street are too narrow and require significant improvements. Justify the type of bikeway improvement through the existing LTS and the desired Bicycle LTS.
- e. **Parking Ratio.** Koula provides more parking than required under the Mauka Area Rules. The January 2017 report, Trip and Parking Generation at Transit-Oriented Developments Number NITC-RR-767, supports the conclusion that less parking is required than suggested in the Institute of Transportation Engineers (ITE) Parking Generation Manual for sites that are dense, mixed use, with low stress pedestrian environments, and adjacent to a high quality transit stop. Any increase in the number of parking spaces above the Mauka Area Rules shall be justified through the trip generation methods identified in Section 1ai above.
- f. **Parking Management Strategies.** The TA should identify parking management strategies both on- and off-street.
- g. **Shared Parking Analysis.** The DTS requires a Shared Parking Analysis, based on the Urban Land Institute (ULI) Shared Parking model, and a shared parking strategy. In addition to the above calculations and analysis, please include a qualitative description of how the Applicant will monitor and manage opportunities for shared parking between the various users (residents, visitors, and employees) of the parking structure.
- h. **Unbundled Parking.** The TA shall include a strategy whereby a percentage of parking is separated from the lease or purchase transaction for the primary use (unbundled parking). Parking shall be rented or obtained through a separate purchase transaction when the

unit is bought or rented. This increases housing affordability for households that do not use parking.

- i. **Screening Treatments for Parking.** The DTS prefers project designs that wrap structured parking with residential units or commercial floor area to maintain an active street frontage and pedestrian experience. Any unconcealed portions of garages should have enhanced landscape or other screening treatments. Specify in Exhibit 18D the plant species used on the garage screen, what percentage of the screen the vegetation will cover, and how it will be maintained.
- j. **Transit Use and Impacts.** Include a description of how the Project will promote, encourage and monitor transit use by its residents. The application should identify the locations of all nearby bus stops that Project residents, employees and visitors are likely to use and any improvements that are needed.
- k. **Subsidized Transit Passes and Bikeshare Passes.** Provide residents and staff with subsidized transit passes and bikeshare membership.
- l. **Visitor Drop-Off.** The DTS has pedestrian and bicycle safety and accessibility concerns with the inclusion of a porte cochere in the design of the arrival area. Describe and illustrate in the site plan how the project will safely accommodate bicyclists and pedestrians in the arrival area and provide dedicated, equal access to the entrance.
- m. **Long-term Bicycle Parking.** Provide sufficient on-site bike and scooter racks and secure bike storage for the residents, employees and visitors. Bicycle parking shall be located as close as possible to the entrances to the principal uses and follow City Ordinance 17-55.
- n. **Short-term Bicycle Parking (Bicycle Corrals).** Provide publicly accessible, ground-level, short-term bicycle and scooter parking facilities appropriate for mixed-use and commercial facilities, including bicycle corrals. Due to the fact that 10 or more bicycle racks are being considered as per Exhibit 7, please provide bicycle corrals in lieu of individual racks for the specified locations. Guidance for bicycle corrals can be found on page 161 to page 164 of the HCSDM. Short-term bicycle parking shall be located as close as possible to the entrances to the principal uses.

- o. Loading and Unloading.** All loading and unloading needs, including service delivery vehicles should be handled on-site via the service road, rather than on City roadways. In addition, the project should be designed to accommodate TheHandi-Van para-transit vehicles on-site, which require a minimum 31-foot turning radius, a 10-foot, 6 inch height clearance, and the ability to exit the site without reversing onto public roadways.
        - p. Driveway Design.** Driveways to the project site should be designed with the highest pedestrian and bicycle safety measures. Driveways should be located as far from intersections as possible. Driveway and service road design shall have adequate sight distances and supplementary safety measures such as In-Roadway Warning Lights (IRWL) at driveways to warn vehicles of pedestrians walking on the sidewalk.
        - q. Vehicle Parking Ramps.** Vehicle parking ramps shall be designed to accommodate demand so that vehicles will not queue onto the street and block the roadway.
        - r. Waste Management.** Trash containers should be accessible on site and City roadways should not be used to access trash bins by refuse trucks.
- 2. Complete Streets.** The following comments are related to Complete Streets:

  - a. Consistency with Complete Streets Policies.** The TA should contain a discussion of compliance with County and State Complete Streets policies, pursuant to Act 54, Session Laws of Hawaii 2009, HRS §264-20.5 and ROH 12-15. The Project should elaborate on how it will comply with Complete Streets policies, including specific adherence to the following key Complete Streets principles: 1) safety; 2) Context Sensitive Solutions; 3) accessibility and mobility for all; 4) use and comfort of all users; 5) consistency of design guidelines and standards; 6) energy efficiency; 7) health; and 8) green infrastructure.
  - b. Complete Streets Improvements.** The TA should evaluate whether improvements and facilities are needed to aid vehicular, pedestrian, bicycle and public transportation circulation by implementing Complete

Streets principles. To the extent practicable, the design of the project should be consistent with the City's Complete Streets ordinance and include features to encourage walking, bicycling and public transit.

- c. **Sidewalk Dining.** If providing space for sidewalk dining, describe and illustrate how the Complete Streets Sidewalk Dining guidelines are met per page 197 of the HCSDM.
  - d. **Furniture Zone.** Illustrate in section on Walina Street, Kuhio Avenue and Kanekapolei Street the Furniture Zone and landscape strip dimensions. Per the HCSDM, street trees should be of the variety that has a canopy to create shade. Palm trees, such as Coconut and Joannis as illustrated in Exhibit 5, do not provide shade. The applicant shall also be responsible for implementing and maintaining any landscape strips, vegetation, green stormwater infrastructure and/or street trees required as part of the Complete Streets furniture zone compliant with ROH 14-11.
3. **Priority Guidelines on Sustainability.** The DTS supports the Applicant's pursuit of certification for LEED for New Construction (LEED-NC) for Koula as it mitigates Location and Transportation (LT) impacts including but not limited to: a) minimizing the environmental harms associated with parking facilities, including automobile dependence, land consumption, and rainwater runoff; b) reducing pollution by promoting alternatives to conventionally fueled automobiles; c) increasing access to quality transit; d) reducing Vehicle Miles Traveled (VMT) through the integration of bicycle facilities; and e) compact, walkable development that encourages a density and diversity of surrounding uses.
  4. **Construction Impacts.** The following comments are related to short-term construction impacts:
    - a. **Traffic Management Plan (TMP).** The EA should include a Traffic Management Plan, which discusses traffic impacts the project may have on any surrounding City roadways, including short-term impacts during construction and long-term impacts after construction with corresponding measures to mitigate these impacts by applying Complete Streets principles.

- b. **Best Practice TMPs.** Best practice TMPs provide the City with information by which to monitor construction areas. The City will require cameras where sidewalks are closed to help assess effectiveness of management.
- c. **Joint TMP Review.** The TMP shall be jointly reviewed and accepted by the City's Department of Transportation Services and the Department of Planning and Permitting.
- d. **Construction Materials and Equipment.** Construction materials and equipment should be transferred to and from the project site during off-peak traffic hours (8:30 a.m. to 3:30 p.m.) to minimize any possible disruption to traffic on the local streets.
- e. **Safety Measures for Existing Access.** Any existing pedestrian, bicycle and vehicle access/crossing will be maintained with the highest safety measures during construction. Pedestrian detour routes should be established around construction activities situated within the sidewalk area. These detour routes should be located adjacent to or near the property line and near to the bus stop. For example, if a water or sewer line installation takes place within the sidewalk area, then the pedestrian detour route can be located within the project's property. In this way, the pedestrian does not have to travel a far distance or round-about path to get to the bus stop. Pedestrian detour plans shall be submitted to the DTS for review and approval.
- f. **Best Management Practice Controls.** Best Management Practice controls should be included at construction site to prevent trailing of dirt and debris on City roadways.
- g. **Americans with Disabilities Act (ADA) Requirements.** Any damage to the existing roadway that is caused by the project should be repaired to current City standards as well as meet Americans with Disabilities Act requirements.
- h. **Neighborhood Impacts.** The area Neighborhood Board, as well as the area businesses, emergency personnel (fire, ambulance and police), Oahu Transit Services, Inc. (TheBus and TheHandi-Van), etc., should be kept apprised of the details of the proposed project and the

impacts that the project may have on the adjoining local street area network.

- i. **Street Usage Permits.** A street usage permit from the City's Department of Transportation Services should be obtained for any construction-related work that may require the temporary closure of any traffic lane on a City street.
  - j. **Public Transit Service Area.** The project is in an existing public transit service area. To ensure that the project development does not affect public transit services (bus operations, bus routes, bus stops and para-transit operations); submit project plans to DTS – Public Transit Division (PTD) for review and approval. Contact DTS-PTD at 768-8396, 768-8370, 769-8374 or [TheBusStop@honolulu.gov](mailto:TheBusStop@honolulu.gov).
5. **Disability and Communication Access Board.** Project plans (interior and exterior layouts, vehicular and pedestrian circulation, sidewalks, parking and pedestrian pathways, vehicular ingress/egress, reduced-width traffic lanes, etc.) should be reviewed and approved by the Disability and Communication Access Board to ensure full compliance with the ADA.
6. **Sea Level Rise and Resilience.** Infrastructure improvements located within areas potentially exposed to chronic flooding with sea level rise shall be subject to an in-depth analysis of the potential impacts of sea level rise on elevation, tolerance for risk, and the lifetime of the proposed structure or infrastructure. Any significant improvements within existing footprints should be dependent on established, resilient design guidelines, or otherwise be subject to relocation to a more suitable area.

The potential for chronic flooding with 3.2 feet of sea level rise (SLR-XA) shall be used as the vulnerability zone for planning purposes. Maps of the project area shall be provided for both the SLR-XA and flooded highways. The applicant shall recommend strategies and designs that increase the flood resiliency for new development or improvements within the SLR-XA that cannot be relocated, or seek opportunities to plan new development or projects well landward of the SLR-XA. See the following to determine vulnerability: <http://www.pacioos.hawaii.edu/shoreline/slr-hawaii>

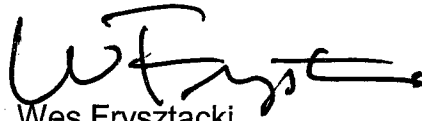
We reserve the right to further comment pending review of the EA.



Mr. Garrett Kamemoto  
May 16, 2018  
Page 9

Thank you for the opportunity to review this matter. Should you have any questions, please contact Nicola Szibbo of my staff at 768-8359.

Very truly yours,

A handwritten signature in black ink, appearing to read 'W Frysztacki', with a stylized flourish at the end.

Wes Frysztacki  
Director

cc: Joette Yago, DPP  
Deepak Neupane, HCDA



STATE OF HAWAII  
DEPARTMENT OF EDUCATION

P.O. BOX 2360  
HONOLULU, HAWAII 96804

OFFICE OF SCHOOL FACILITIES AND SUPPORT SERVICES

May 23, 2018

To: Garrett Kamemoto  
Chairperson, Hawaii Community Development Authority  
Department of Business, Economic Development, and Tourism

FROM: Kenneth G. Masden II  
Public Works Manager, Planning Section  
Facilities Development Branch

SUBJECT: **Planned Development Permit Application for Project 4 (Koula) on Land Block 1, Block I within the Ward Neighborhood Master Plan Area at 1020 Auahi Street**

The Department of Education (DOE) appreciates this opportunity to comment on the Planned Development Permit Application for the Koula project within the Ward Neighborhood Master Plan Area at 1020 Auahi Street. According to the proposed development plans the DOE received, this mixed-use project will provide 570 residential units and approximately 58,300 square feet of commercial space, and approximately 732 off-street parking spaces.

As authorized by state statute, the DOE is working with the City and County of Honolulu Department of Planning and Permitting to implement its approved Kalihi to Ala Moana (KAM) School Impact Fee District this summer. We anticipate school impact fees will be collected as a condition of building permit approval for all residential projects within the KAM School Impact Fee District. Based on a review of the development plans provided for the Koula Project, the DOE has determined that the project will be subject to the requirements of its school impact fee program. As a condition of Hawaii Community Development Authority's approval of this application, the DOE requests a stipulation that would require the developer to meet with the DOE and satisfy school impact fee requirements as required by state statute.

Should you have any questions, please contact Heidi Meeker, Land Use Planner of the Planning Section, Facilities Development Branch, at 784-5095.

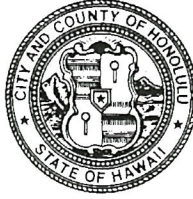
KGM:ri

c: Deepak Neupane, Hawaii Community Development Authority  
Tom Schnell, PBR Hawaii & Associates, Inc.  
Ruth Silberstein, Complex Area Superintendent, Kaimuki/McKinley/Roosevelt Complex Areas

DEPARTMENT OF PLANNING AND PERMITTING  
**CITY AND COUNTY OF HONOLULU**

650 SOUTH KING STREET, 7<sup>TH</sup> FLOOR • HONOLULU, HAWAII 96813  
PHONE: (808) 768-8000 • FAX: (808) 768-6041  
DEPT. WEB SITE: [www.honolulu.gov](http://www.honolulu.gov) • CITY WEB SITE: [www.honolulu.gov](http://www.honolulu.gov)

KIRK CALDWELL  
MAYOR



KATHY K. SOKUGAWA  
ACTING DIRECTOR

TIMOTHY F. T. HIU  
DEPUTY DIRECTOR

EUGENE H. TAKAHASHI  
DEPUTY DIRECTOR

2018/ELOG-868(JY)

May 18, 2018

Mr. Garrett Kamemoto  
Hawaii Community Development Authority  
547 Queen Street  
Honolulu, Hawaii 96813

Dear Mr. Kamemoto:

SUBJECT: Request for Review Comments  
Planned Development Permit Application - Project 4 (Koula)  
1020 Auahi Street - Kakaako  
Tax Map Key 2-3-002: 109 and 110 (Portion)

RECEIVED  
2018 MAY 22 PM 4 01  
HAWAII COMMUNITY  
DEVELOPMENT  
AUTHORITY

This is in response to your letter, received May 1, 2018, requesting comments for the above-mentioned project (Project). Although the Project is not located within the jurisdiction of the City and County of Honolulu, it is within a quarter mile of the future Kakaako rail station. As such, this Project was reviewed based upon our Transit Oriented Development Special District regulations. The Department of Planning and Permitting offers the following comments:

1. A temporary vehicular access to the Ross' parking lot area should be provided to increase circulation in the surrounding area.
2. Internal private roadways should accommodate pedestrians and bikes to be able to circulate and penetrate thru the development. Sidewalks should be provided on both sides of the Private Drive (this is not shown on Exhibit 7 – Circulation Plan).
3. Provide an updated overall transportation master plan based on the current planned uses and changes in densities and schedule for the entire development.
4. A post study should be done six months after the Certificate of Occupancy for Block I to evaluate the need for turn lanes on Queen Street at the Private Drive (should construction for the rail transit be delayed). A traffic signal warrant

analysis at the Kamakee Street/Halekauwila Street Extension and Auahi Street/Private Drive should also be included in this post study. The expectation is that if signals are warranted, the developer will install it.

5. The elevated terraced podium off of Auahi Street separates pedestrian traffic into street level and terrace level. This creates an undesirable pedestrian environment on the street level adjacent to a blank wall that has little interaction with the intended vibrant retail activities of the Project. The Circulation Plan (Exhibit 7) shows a redundant sidewalk. We strongly encourage the Applicant to integrate the sidewalk with the terraced travel way to create a holistic pedestrian environment similar to the proposed mauka end of the Project. Other projects in Kakaako have shown successful integration and management of private and public right-of-way.
6. The floor plans do not show any vertical circulation, i.e., stairs, escalators, or elevators, on how pedestrians get up to the lobby lanais on the second floor. It is very difficult to get pedestrians to go up to the second floor commercial spaces.
7. The current long-term bicycle parking appears to be insecure, and is inconveniently located at the corner of the parking podium, away from principle entrances or ease of access to the street. Please relocate the bicycle parking on or closer to the ground level in a secure environment with ease of access to and from the street and building entrances.
8. Table 5-2, Conformance with Mauka Area Rules and Ward Master Plan, incorrectly identifies Land Use Ordinance (LUO) Article 7 relating to flood hazard districts. The correct section is found in Article 9 (Section 21-9.10) of the LUO for developments in flood hazards areas.
9. Ordinance 17-55 added Section 21-6.150 Bicycle Parking to the LUO relating to bicycle parking requirements. Bicycle parking information should be added to the relevant discussion areas. Based on 570 dwelling units and 58,300 square feet of commercial floor area, 376 bicycle parking spaces are required.
10. Human scale architectural elements, i.e., awnings, canopies, architectural trims, metal works, and other embellishments, along the ground and second floors should be provided to enhance the pedestrian experience. 17-foot high storefront windows are just too tall to be deemed as having any human scale on the ground floor.

Mr. Garrett Kamemoto  
May 18, 2018  
Page 3

11. There needs to more sun shading devices, umbrellas or stretched fabric coverings to make it more inviting for pedestrians. The Coconut palms will only provide some shade at noon.
12. Interjecting canopy trees or varying the types of trees used would provide a much more interesting landscape than using only just Coconut and/or Joannis palms along the plaza and private driveway. Canopy trees provide more shade for pedestrians. Landscaping can enhance the pedestrian experience when used appropriately.

We thank you for the opportunity to comment on this Project. Should you have any further questions on this matter, please contact Joette Yago, of our Urban Design Branch, at 768-8034 or [jyago@honolulu.gov](mailto:jyago@honolulu.gov).

Very truly yours,

*for*   
Kathy K. Sokugawa  
Acting Director

DAVID Y. IGE  
GOVERNOR OF HAWAII



**STATE OF HAWAII**  
**DEPARTMENT OF LAND AND NATURAL RESOURCES**

STATE HISTORIC PRESERVATION DIVISION  
KAKUHIHEWA BUILDING  
601 KAMOKILA BLVD, STE 555  
KAPOLEI, HAWAII 96707

SUZANNE D. CASE  
CHAIRPERSON  
BOARD OF LAND AND NATURAL RESOURCES  
COMMISSION ON WATER RESOURCE MANAGEMENT

KEKOA KALUHIWA  
FIRST DEPUTY

W. ROY HARDY  
ACTING DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES  
BOATING AND OCEAN RECREATION  
BUREAU OF CONVEYANCES  
COMMISSION ON WATER RESOURCE MANAGEMENT  
CONSERVATION AND COASTAL LANDS  
CONSERVATION AND RESOURCES ENFORCEMENT  
ENGINEERING  
FORESTRY AND WILDLIFE  
HISTORIC PRESERVATION  
KAHOOLAWE ISLAND RESERVE COMMISSION  
LAND  
STATE PARKS

June 12, 2015

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

Log No. 2015.02101  
Doc. No. 1505SL25  
Archaeology

Mr. Race Randle, Senior Director of Development  
The Howard Hughes Corporation  
1240 Ala Moana Blvd., Suite 200  
Honolulu, HI 96814

Dear Sirs:

**SUBJECT: Chapter 6E-42 Historic Preservation Review —  
Archaeological Inventory Survey Report for the Block I Project, Kaka‘ako, KAK 14-058  
Honolulu Ahupua‘a, Honolulu (Kona) District, Island of O‘ahu  
TMK: (1) 2-3-002:001 por.**

Thank you for the opportunity to review your revised draft report titled *Archaeological Inventory Survey Report for the Block I Project, Kakaako, Honolulu Ahupua‘a, Honolulu (Kona) District, O‘ahu (TMK: [1] 2-3-002:001 (portion))* (Sroat et al., May 2015). We received two copies of the initial draft, one from Cultural Surveys Hawaii, Inc. (CSH) on November 17, 2014 (Log No. 2015.05178) and another from the Hawaii Community Development Authority (HCDA) on November 18, 2014 (Log No. 2014.05201), revised drafts from CSH on April 14, 2015 (Log No. 2015.01468) and on May 29, 2015 (Log No. 2015.02101), and minor final revisions via email on June 12, 2015.

A cultural impact assessment (CIA) (Cruz et al. 2012) and an archaeological literature review and predictive model study (O‘Hare et al. 2012) were submitted to SHPD for review on July 20, 2012. An archaeological inventory survey plan (Sroat et al. 2014) for the Block I study area was reviewed and accepted by SHPD on January 24, 2014 (Log No. 2013.6927, Doc. No. 1401SL23). The archaeological inventory survey (AIS) was conducted at the request of Victoria Ward, Limited (VWL) and the Howard Hughes Corporation (HHC).

The 5.8-acre Block I AIS study area is located within Ward Village, and is bounded to the northeast by Queen Street, to the southeast by Kamake‘e Street, to the southwest by Ward Theaters, and to the northwest by Ward Industrial Center. The project involves construction of a high-rise residential tower with commercial space on the ground floor. Ground disturbance will include demolition and removal of existing buildings and structures in Ward Village, borings related to foundation pile installation, and excavations for structural footings, utilities, roadways and parking, and for landscaping. As the location of the tower was not finalized prior to initiation of the AIS, the AIS study area was defined as the entire 5.8-acre potential project area. The tower project footprint has subsequently been identified as consisting of a 2.5-acre area in the *makai*/Diamond Head corner of the 5.8-acre Block I AIS study area. The completion of an AIS for the entire 5.8-acre parcel facilitates planning decisions regarding future development in other portions of the property.

The AIS identified three archaeological historic properties within the Block I study area, each of which were assigned State Inventory of Historic Places (SIHP) numbers. These historic properties consist of the following:



- (1) Pre- and post-Contact cultural deposits with associated in-filled pit features, including human burials (SIHP 50-80-14-7429). This historic property was previously documented in areas to the north and south of the current study area (Hammatt 2013, Hawkins et al. 2015);
- (2) Historic salt plan remnants, including man-made berms, laminated salt pan beds, as well as evidence of in-filled pit features, including fire features and human burials (SIHP 50-80-14-7655). This historic property was initially identified within the Block B East and Block C West project areas located Makai (seaward) of Block I (Pammer et al. 2014, Sroat et al. 2014); and
- (3) A historic concretized Ward Estate 'auwai (irrigation ditch) (SIHP 50-80-14-7659). This historic property was previously identified in the Block B East project area which is *makai* of Block I (Pammer et al. 2014).

Pursuant to Hawaii Administrative Rules (HAR) §13-284-6(b)(1-5), SIHP # 7429 is assessed as significant under Criteria d (information potential) and e (important to a particular group). SIHP # 7655 is significant under Criteria c (distinctive type), d, and; and SIHP # 7659 is significant under Criterion d. Per HAR §13-284-7(a)(2), the tower project effect determination is "effect, with agreed upon mitigation commitments." The mitigation recommendations are data recovery in the form of archaeological monitoring for the proposed tower project area per HAR §13-284-8(a)(1)C). Elsewhere within the Block I AIS study area, the effect determination for any future project(s) involving ground disturbance is "effect, with mitigation commitments," and the agreed-upon mitigation is research-defined data recovery for SIHP # -7655 and SIHP # -7429; on-site archaeological monitoring of SIHP # 7429, # 7655, and # 7659), submittal of a burial treatment plan for all burials and/or displaced human skeletal remains identified during the AIS within SIHP # 7429 and # 7655. Data recovery and archaeological monitoring each will be preceded by submittal and SHPD acceptance of the respective required plans. SHPD concurs with the site significance assessments, project effect determination, and the mitigation commitments.

The revisions adequately address the issues and concerns raised in our consultation and earlier correspondence. The report meets the standards set forth in HAR §13-276-5. It is accepted by SHPD. Please send one hardcopy of the document, clearly marked **FINAL**, along with a copy of this review letter and a text-searchable PDF version on CD to the Kapolei SHPD office, attention SHPD Library.

As stipulated in HAR §13-284-7(e), when SHPD comments that the project will have an "effect, with agreed upon mitigation commitments," then detailed mitigation plans shall be developed for SHPD review and acceptance. Per HAR §13-284-8(a)(1)C), the agreed-upon mitigation measure for the tower project area is data recovery in the form of archaeological monitoring. Pursuant to HAR §13-284-8(a)(3)(e), we look forward to receiving an archaeological monitoring plan that meets HAR §13-279-4.

Please contact me at (808) 692-8019 or at [Susan.A.Lebo@hawaii.gov](mailto:Susan.A.Lebo@hawaii.gov) if you have any questions or concerns regarding this letter.

Aloha,



Susan A. Lebo, PhD  
Oahu Lead Archaeologist  
Acting Archaeology Branch Chief

cc: Matt McDermott, Projects Manager, Cultural Surveys Hawai'i, Inc. ([mmcdermott@culturalsurveys.com](mailto:mmcdermott@culturalsurveys.com))

DAVID Y. IGE  
GOVERNOR OF HAWAII



**STATE OF HAWAII  
DEPARTMENT OF LAND AND NATURAL RESOURCES**

STATE HISTORIC PRESERVATION DIVISION  
KAKUHIHEWA BUILDING  
601 KAMOKILA BLVD, STE 555  
KAPOLEI, HAWAII 96707

SUZANNE D. CASE  
CHAIRPERSON  
BOARD OF LAND AND NATURAL RESOURCES  
COMMISSION ON WATER RESOURCE MANAGEMENT

KEKOA KALUHIWA  
FIRST DEPUTY

W. ROY HARDY  
ACTING DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES  
BOATING AND OCEAN RECREATION  
BUREAU OF CONVEYANCES  
COMMISSION ON WATER RESOURCE MANAGEMENT  
CONSERVATION AND COASTAL LANDS  
CONSERVATION AND RESOURCES ENFORCEMENT  
ENGINEERING  
FORESTRY AND WILDLIFE  
HISTORIC PRESERVATION  
KAHOOLAWE ISLAND RESERVE COMMISSION  
LAND  
STATE PARKS

August 18, 2015

Mr. Anthony Ching  
Hawaii Community Development Authority  
547 Queen Street  
Honolulu, HI 96813

Log No. 2015.02451  
Doc. No. 1508SL16  
Archaeology

Dear Mr. Ching:

**SUBJECT: Chapter 6E-8 Historic Preservation Review –  
Archaeological Monitoring Plan for Block I, Kaka‘ako  
Honolulu Ahupua‘a, Honolulu (Kona) District, O‘ahu  
TMK: (1) 2-3-002:001**

Thank you for the opportunity to review the draft report titled *Archaeological Monitoring Plan for Block I, Kaka‘ako, Honolulu Ahupua‘a, Honolulu (Kona) District, O‘ahu TMK: [1] 2-3-002:001 (portion)* (Sroat et al., June 2015). We received this submittal on June 22, 2015.

A cultural impact assessment (CIA) (Cruz et al. 2012) and an archaeological literature review and predictive model study (O‘Hare et al. 2012) were submitted to SHPD for review on July 20, 2012. An archaeological inventory survey plan (Sroat et al. 2014) for the Block I study area was reviewed and accepted by SHPD on January 24, 2014 (Log No. 2013.6927, Doc. No. 1401SL23). The archaeological inventory survey (AIS) was reviewed and accepted by SHPD on June 12, 2015 (Log No. 2015.02101, Doc. No. 1505SL25).

The 5.8-acre Block I AIS study area is located within Ward Village, and is bounded to the northeast by Queen Street, to the southeast by Kamake‘e Street, to the southwest by Ward Theaters, and to the northwest by Ward Industrial Center. The project involves construction of a high-rise residential tower with commercial space on the ground floor. Ground disturbance will include demolition and removal of existing buildings and structures in Ward Village, borings related to foundation pile installation, and excavations for structural footings, utilities, roadways and parking, and for landscaping. As the location of the tower was not finalized prior to initiation of the AIS, the AIS study area was defined as the entire 5.8-acre potential project area. The tower project footprint has subsequently been identified as consisting of a 2.5-acre area in the *makai*/Diamond Head corner of the 5.8-acre Block I AIS study area. The completion of an AIS for the entire 5.8-acre parcel facilitates planning decisions regarding future development in other portions of the property.

The AIS identified three archaeological historic properties within the Block I study area, each of which were assigned State Inventory of Historic Places (SIHP) numbers. These historic properties consist of the following:

- (1) Pre- and post-Contact cultural deposits with associated in-filled pit features, including human burials (SIHP 50-80-14-7429). This historic property was previously documented in areas to the north and south of the current study area (Hammatt 2013, Hawkins et al. 2015);
- (2) Historic salt pan remnants, including man-made berms, laminated salt pan beds, as well as evidence of in-filled pit features, including fire features and human burials (SIHP 50-80-14-7655). This historic



property was initially identified within the Block B East and Block C West project areas located Makai (seaward) of Block I (Pammer et al. 2014, Sroat et al. 2014); and

- (3) A historic concretized Ward Estate 'auwai (irrigation ditch) (SIHP 50-80-14-7659). This historic property was previously identified in the Block B East project area which is *makai* of Block I (Pammer et al. 2014).

SHPD concurred on June 12, 2015 (Log No. 2015.02101, Doc. No. 1505SL25) that SIHP # 7429 is significant under Criteria d (information potential) and e (important to a particular group); SIHP # 7655 is significant under Criteria c (distinctive type), d, and; and SIHP # 7659 is significant under Criterion d. SHPD also concurred that the effect determination for the tower project and for any future project(s) involving ground disturbance within the Block I property is "effect, with agreed upon mitigation commitments." The agreed upon mitigation recommendations are as follows:

- data recovery in the form of archaeological monitoring for the entire Block I property, including the proposed tower project area and SIHP # 7429, #7644, and #7659;
- research-defined data recovery excavation for those portions of SIHP # 7655 and SIHP # 7429 located within the western and northwestern portions of Block I; and
- burial treatment plan for all burials and/or displaced human skeletal remains identified during the AIS within SIHP # 7429 and # 7655.

This archaeological monitoring plan (AMP) addresses the entire Block I study area and is designed to fulfill the state requirements for monitoring plans (HAR §13-279-4). On-site archaeological monitoring shall occur for all construction related ground disturbance below the current asphalt or concrete surface. It also shall include targeted data collection and focus on specific research objectives and questions pertaining to SIHP #s 7429, 7655, and 7659.

The report meets the standards set forth in HAR §13-279-4. It is accepted by SHPD. Please send one hardcopy of the document, clearly marked **FINAL**, along with a copy of this review letter and a text-searchable PDF version on CD to the Kapolei SHPD office, attention SHPD Library.

Please contact me at (808) 692-8019 or at [Susan.A.Lebo@hawaii.gov](mailto:Susan.A.Lebo@hawaii.gov) if you have any questions or concerns regarding this letter.

Aloha,



Susan A. Lebo, PhD  
Archaeology Branch Chief

cc: Mr. Race Randle, The Howard Hughes Corporation ([Race.Randle@howardhughes.com](mailto:Race.Randle@howardhughes.com))  
Mr. Matt McDermott, Cultural Surveys Hawaii, Inc. ([Mmcdermott@culturalsurveys.com](mailto:Mmcdermott@culturalsurveys.com))



**STATE OF HAWAII  
DEPARTMENT OF LAND AND NATURAL RESOURCES**

STATE HISTORIC PRESERVATION DIVISION  
KAKUHIHEWA BUILDING  
601 KAMOKILA BLVD. STE 555  
KAPOLEI, HAWAII 96707

SUZANNE B. CASE  
CHAIRPERSON  
BOARD OF LAND AND NATURAL RESOURCES  
COMMISSION ON WATER RESOURCE MANAGEMENT

KEKOA KALUHIWA  
FIRST DEPUTY

JEFFREY T. PEARSON  
DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES  
BOATING AND OCEAN RECREATION  
BUREAU OF CONVEYANCES  
COMMISSION ON WATER RESOURCE MANAGEMENT  
CONSERVATION AND COASTAL LANDS  
CONSERVATION AND RESOURCES ENFORCEMENT  
ENGINEERING  
FORESTRY AND WILDLIFE  
HISTORIC PRESERVATION  
KAHOOLAWE ISLAND RESERVE COMMISSION  
LAND  
STATE PARKS

December 3, 2015

Ms. Malina L. Reveal  
Ms. Ena Sroat  
Mr. Matt McDermott  
Cultural Surveys Hawaii, Inc.  
P.O. Box 1114  
Kailua, HI 96734

LOG NO: 2015.03320  
DOC NO: 1512.RKH09

Aloha mai,

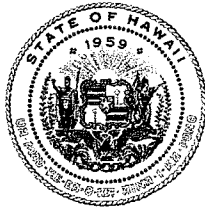
**Subject: DRAFT Burial Treatment Plan for SIHP #s 50-80-14-7429 and 50-80-14-7655,  
Block I, Kaka'ako, Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu,  
TMK: [1] 2-3-002:001 (por.)**

The above draft plan has been reviewed and is in compliance with HAR §13-300-33 such that you may address the O'ahu Island Burial Council (OIBC) for a determination on whether to preserve-in-place or relocate the human skeletal remains identified above. Per your request, this item has been placed on the OIBC's December 9th, 2015 agenda.

If you have any questions or concerns, please contact the Oahu Burial Sites Specialist, Regina Hilo via email at [Regina.Hilo@hawaii.gov](mailto:Regina.Hilo@hawaii.gov), or at (808) 436-4801.

Ke aloha,

Mr. Hinano Rodrigues  
History and Culture Branch Chief  
State Historic Preservation Division



**STATE OF HAWAII  
DEPARTMENT OF LAND AND NATURAL RESOURCES**

STATE HISTORIC PRESERVATION DIVISION  
KAKUHIHEWA BUILDING  
601 KAMOKILA BLVD. STE 555  
KAPOLEI, HAWAII 96707

March 24, 2017

SUZANNE D. CASE  
CHAIRPERSON  
BOARD OF LAND AND NATURAL RESOURCES  
COMMISSION ON WATER RESOURCE MANAGEMENT

KEKOA KALUHIWA  
FIRST DEPUTY

JEFFREY T. PEARSON  
DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES  
BOATING AND OCEAN RECREATION  
BUREAU OF CONVEYANCES  
COMMISSION ON WATER RESOURCE MANAGEMENT  
CONSERVATION AND COASTAL LANDS  
CONSERVATION AND RESOURCES ENFORCEMENT  
ENGINEERING  
FORESTRY AND WILDLIFE  
HISTORIC PRESERVATION  
KAHOOLAWE ISLAND RESERVE COMMISSION  
LAND  
STATE PARKS

Ms. Alison Welser, M.A.  
Mr. Matt McDermott, M.A.  
Cultural Surveys Hawai'i, Inc.  
P.O. Box 1114  
Kailua, HI 96734

LOG NO: 2017.00446  
DOC NO: 1703RKH05

Aloha mai kākou,

**SUBJECT: DRAFT Burial Site Component and Preservation Plan for Burial Site SIHP # 50-80-14-7655, Feature 6, Howard Hughes Corporation's Block I Project, Kaka'ako, Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu, TMK: [1] 2-3-002:001**

Mahalo for submitting the above DRAFT Burial Site Component and Preservation Plan to the State Historic Preservation Division's (SHPD) Kapolei office on March 8, 2017. This document addresses the previously identified Native Hawaiian burial site, SIHP # 50-80-14-7655, Feature 6, encountered during the Block I Archaeological Inventory Survey.

At its meeting on December 9, 2015, the Oahu Island Burial Council made the determination that the human skeletal remains, designated SIHP #50-80-14-7655 Feature 6, shall be preserved in place. Additionally, the OIBC recommended that the SHPD accept the DRAFT Burial Treatment Plan.

Following the recommendation of the OIBC, the **DRAFT Burial Site Component and Preservation Plan for Burial Site SIHP #50-80-14-7655, Feature 6, Howard Hughes Corporation's Block I Project, Kaka'ako, Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu, TMK: [1] 2-3-002:001 is accepted.** Please change the word DRAFT to FINAL, and submit one copy of the FINAL plan with a copy of this letter to our Kapolei office. Please also include either a text-searchable PDF CD copy or a digital copy, via email, with your submission. Direct any questions and/or comments to Ms. Regina K. Hilo, Burial Sites Specialist, via email at: [Regina.Hilo@hawaii.gov](mailto:Regina.Hilo@hawaii.gov).

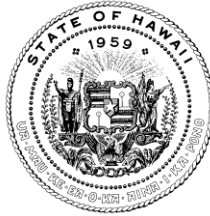
Mahalo,

*Hinano Rodrigues*

Hinano Rodrigues, J.D.  
History and Culture Branch Chief

CC: Ms. Kimi Matsushima, O'ahu Lead Archaeologist, SHPD  
Dr. Susan Lebo, Archaeology Branch Chief, SHPD  
Todd Apo, Howard Hughes Corporation

DAVID Y. IGE  
GOVERNOR OF HAWAII



**STATE OF HAWAII  
DEPARTMENT OF LAND AND NATURAL RESOURCES**

STATE HISTORIC PRESERVATION DIVISION  
KAKUHIHEWA BUILDING  
601 KAMOKILA BLVD, STE 555  
KAPOLEI, HAWAII 96707

SUZANNE D. CASE  
CHAIRPERSON  
BOARD OF LAND AND NATURAL RESOURCES  
COMMISSION ON WATER RESOURCE MANAGEMENT

KEKOA KALUHIWA  
FIRST DEPUTY

JEFFREY T. PEARSON  
DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES  
BOATING AND OCEAN RECREATION  
BUREAU OF CONVEYANCES  
COMMISSION ON WATER RESOURCE MANAGEMENT  
CONSERVATION AND COASTAL LANDS  
CONSERVATION AND RESOURCES ENFORCEMENT  
ENGINEERING  
FORESTRY AND WILDLIFE  
HISTORIC PRESERVATION  
KAHOOLAWE ISLAND RESERVE COMMISSION  
LAND  
STATE PARKS

June 30, 2017

Deepak Neupane, P.E., AIA  
Director of Planning and Development  
Hawaii Community Development Authority  
547 Queen Street  
Honolulu HI 96813

IN REPLY REFER TO:  
Log No. 2017.00480  
Doc. No. 1706JA03  
Archaeology

Dear Mr. Neupane:

**SUBJECT: Chapter 6E-42 Historic Preservation Review –  
Archaeological Data Recovery Plan for SIHP #s 50-80-14-7429 and 50-80-14-7655, Block I  
Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu  
TMK: (1) 2-3-002:001 por.**

Thank you for the opportunity to review the draft document entitled *Archaeological Data Recovery Plan for SIHP #s 50-80-14-7429 and 50-80-14-7655, Block I, Kaka'ako, Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu TMK: (1) 2-3-002:001 (portion)* (Sroat and McDermott, March 2017). The Data Recovery Plan (DRP) was received by the State Historic Preservation Division (SHPD) on March 14, 2017.

This DRP was prepared by Cultural Surveys Hawai'i, Inc., at the request of Victoria Ward, Limited (VWL), and the Howard Hughes Corporation (HHC). Block I, which is located within the current Ward Industrial Center, is bounded on the southwest by Auahi Street, on the southeast by the Ward theaters, and on the northwest by Ward Gateway Center. Block I is a discrete parcel within the approximately 60.5-acre VWL property covered by the Ward Neighborhood Master Plan. This plan follows the guidelines set forth in the Mauka Area Plan of the Hawaii Community Development Authority (HCDA).

Multiple projects are proposed for Block I, which totals 5.8 acres: (1) The Block I tower will be located in the southern portion of Block I, and will be a mixed-use, high-rise, residential tower with commercial spaces on the ground and second floors; (2) The Block N East project overlaps the *mauka* (inland) and southeast portions of Block I. This project is proposed to include a high-rise residential tower and a separate seven-story parking structure, both with ground-floor retail spaces; and (3) The Ward Neighborhood Master Plan's Central Plaza will occupy the northwest portion of Block I, the focus of this DRP because it is considered most likely to provide information that can address the research objectives.

A number of archaeological documents have been prepared concerning various portions of the overall Master Plan project area. Documents focused on Block I and the overlapping portion of Block N East are reviewed here. The Block I archaeological inventory survey plan (Sroat et al., December 2013) was accepted by SHPD on January 24, 2014 (Log No. 2013.6927, Doc. No. 1401SL23). The plan specified a surface survey and excavation of approximately 89 trenches at locations to be decided in consultation with SHPD as work proceeded. Types of deposits likely to produce cultural evidence (e.g., A-horizon soils, Jaucas sands) were emphasized during selection of trench locations. Cultural materials were to be collected, possibly sampled, for laboratory analysis.

The Block I AIS report (Sroat et al., May 2015) was accepted by SHPD on June 12, 2015 (Log No. 2015.02101, Doc. No. 1505SL25), documents three historic properties. State Inventory of Historic Places (SIHP) Site 50-80-14-

7429, also identified in Blocks B East and C West, south and north of Block I, consists of deposits containing cultural materials of both traditional and post-Contact types, including pit features, some containing human burials. Following Hawaii Administrative Rules (HAR) §13-284-6(b)(1-5), Site 7429 is assessed as significant according to Criteria d and e.

SIHP Site 50-80-14-7655 consists of the remnants of a traditional, early post-Contact system of salt pans and other features, including salt pan beds, some with laminated deposits; culturally constructed and used berms that separate and provide access to the beds; *'auwai*; and cultural deposits including fire features and human burials. Site 7429 is considered significant according to Criteria c, d, and e.

SIHP Site 50-80-14-7659 is a concrete-lined irrigation ditch, the historically documented Ward Estate *'Auwai*. Site 7659, also documented in Block B East, is considered significant according to Criterion d. The AIS report indicates the Block I project effect to be “effect, with agreed upon mitigation commitments.” The agreed-upon mitigation is research-defined data recovery for SIHP # -7655 and SIHP # -7429; on-site archaeological monitoring of SIHP # 7429, # 7655, and # 7659), submittal of a burial treatment plan for all burials and/or displaced human skeletal remains identified during the AIS within SIHP # 7429 and # 7655. Data recovery and archaeological monitoring each will be preceded by submittal and SHPD acceptance of the respective required plans. Additionally, a burial treatment plan or plans (BTP) would be prepared to cover all burials and displaced human skeletal remains encountered at Sites 7429 and 7655. A Block I archaeological monitoring plan (AMP) was accepted by SHPD on August 18, 2015 (Log No. 2015.02451, Doc. No. 1508SL16). Treatment of human burials encountered in the combined Block I-Block N East area was planned in the burial treatment component of a data recovery and preservation plan, which was accepted by SHPD on September 7, 2016 (Log No. 2016.01900, Doc. No. 1609RKH01). Treatment of the remaining burials in Block I, associated with Site 7655, is planned in the burial treatment component of a preservation plan currently under review at SHPD.

This DRP summarizes very well the available physical environmental, historical, and cultural background information, area stratigraphy, and the results of archaeological projects conducted previously in Block I and the surrounding portions of Kaka‘ako. The data recovery research objectives are discussed in detail for the two sites. At Site 7429, where cultural deposits have produced traditional and post-Contact materials, research will focus on 1) expanding the existing data base concerning the depositional, chronological, compositional, functional, and spatial characteristics of cultural deposits along the *makai* edge of the dunes (where the site is located), and 2) comparing cultural uses of the interface between the dune and the *mauka* wetland with uses of the dune that are suggested by evidence from adjacent areas. At Site 7655, research will focus on the various components of the complex and how they work together. Research will be designed to 1) define and understand the cultural berms in greater detail as to form, composition, function, and chronology; 2) characterize and interpret the cultural deposits on the top of a large *mauka* berm; 3) define the characteristics, composition, and function of the salt pan beds and their linings; 4) characterize and understand the *'auwai*; and 5) interpret the environment and chronology of the wetland deposits that underlie the salt pans, and interpret how human activity has altered the natural environment.

The data needed are outlined, and planned methods are described in detail. At Site 7429, two long trenches will be used to section deposits. Backhoe-assisted excavation will be used to remove upper deposits, with manual excavation and/or machine-assisted manual excavation within the deeper cultural layer and all pit features. Deposits at each stratigraphic level will be screened, and screened and bulk samples will be collected for laboratory analysis. Samples will be collected for radiocarbon dating if available; all traditional and post-Contact artifacts, and all faunal materials, will be collected for analysis.

At Site 7655, excavation will include backhoe-assisted excavation of four trenches located to section salt pan bed deposits, deposits next to cultural deposits on the large *mauka* berm, the cultural deposit on the large berm, and deposits along a transect to cross a salt pan bed, an *'auwai*, and a berm. Machine-assisted excavation will be used to remove upper deposits including fills. Manual excavation will then be used to excavate features and other culturally sensitive deposits, possibly with machine assistance in deposits that do not appear likely to produce cultural information. Screening may not be used at Site 7655 if it appears unproductive. Column, block, and bulk samples will be collected for laboratory analysis. Artifacts, both Hawaiian and introduced, will be collected to be studied in part as chronological indicators that may help determine whether the salt pan complex dates entirely to the post-Contact era or may have been in use earlier as well.

If appropriate materials are available for collection, planned specialist laboratory analyses will include phytolith analysis, pollen analysis, and soil micromorphology for Site 7655; and wood taxon identification and radiocarbon dating for both sites. Other laboratory procedures and studies for both sites will include wet-screening of bulk samples and identification of cultural contents, analysis of all Hawaiian and post-Contact artifacts recovered, and identification of all vertebrate and invertebrate faunal remains recovered.

An end-of-fieldwork letter will be submitted to SHPD within 30 days of the completion of fieldwork. Construction may begin once SHPD accepts the end-of-fieldwork letter and concurs that, with the understanding that the complete data recovery report will be forthcoming, the project may begin. The complete data recovery report will be prepared for SHPD's review and acceptance. The final data recovery report will include a management summary that presents evidence and other information concisely; an introduction that includes rationale for research, and detailed locational data for Block I; a full discussion of the research objectives, also considering results of other investigations in the area; a field-methods section that explains any deviations from the methods planned in this DRP; detailed field and laboratory results sections; a section that presents detailed historical results; a summary that evaluates the results and applies them to the research objectives; a reference list; a statement as to disposition of collections; and appendices.

The plan meets the minimum requirements of HAR §13-278-3. **It is accepted.** Please send one hard copy of the document, clearly marked FINAL, along with a text-searchable PDF version to the Kapolei SHPD office, attention SHPD Library.

**SHPD asks to be notified at the start of archaeological data recovery.** Upon completion of the data recovery fieldwork, SHPD looks forward to reviewing an end-of-fieldwork letter and then a data recovery report that satisfies the requirements of HAR §13-278-4.

Please contact me at (808) 692-8019 or at [Susan.A.Lebo@hawaii.gov](mailto:Susan.A.Lebo@hawaii.gov) if you should have questions regarding archaeological resources or this letter.

Aloha,

A handwritten signature in black ink that reads "Susan A. Lebo". The signature is written in a cursive, flowing style.

Susan A. Lebo, PhD  
Archaeology Branch Chief

DAVID Y. IGE  
GOVERNOR OF  
HAWAII



**STATE OF HAWAII  
DEPARTMENT OF LAND AND NATURAL RESOURCES**

STATE HISTORIC PRESERVATION DIVISION  
KAKUHIHEWA BUILDING  
601 KAMOKILA BLVD, STE 555  
KAPOLEI, HAWAII 96707

SUZANNE D. CASE  
CHAIRPERSON  
BOARD OF LAND AND NATURAL RESOURCES  
COMMISSION ON WATER RESOURCE MANAGEMENT

ROBERT K. MASUDA  
FIRST DEPUTY

JEFFREY T. PEARSON, P.E.  
DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES  
BOATING AND OCEAN RECREATION  
BUREAU OF CONVEYANCES  
COMMISSION ON WATER RESOURCE MANAGEMENT  
CONSERVATION AND COASTAL LANDS  
CONSERVATION AND RESOURCES ENFORCEMENT  
ENGINEERING  
FORESTRY AND WILDLIFE  
HISTORIC PRESERVATION  
KAHOOLAWE ISLAND RESERVE COMMISSION  
LAND  
STATE PARKS

January 30, 2018

Garett Kamemoto, Interim Executive Director  
Hawaii Community Development Authority  
547 Queen Street  
Honolulu, HI 96813  
Email: garett.h.kamemoto@hawaii.gov

IN REPLY REFER TO:  
Log No. 2018.00109  
Doc. No. 1801JA11  
Archaeology

Dear Mr. Kamemoto:

**SUBJECT: Chapter 6E-42 Historic Preservation Review —  
Revised End of Fieldwork Report for Archaeological Data Recovery  
for SIHP Sites 50-80-14-7429 and 50-80-14-7655, Block I Kaka‘ako  
Honolulu Ahupua‘a, Honolulu (Kona) District, O‘ahu  
TMK: (1) 2-3-002:001 por.**

This letter provides the State Historic Preservation Division's (SHPD's) review comments concerning the revised letter report titled *Draft End of Fieldwork Report for Archaeological Data Recovery for State Inventory of Historic Places (SIHP) #s 50-80-14-7429 and 50-80-14-7655, Howard Hughes Corporation's Block I, Kaka‘ako, Honolulu Ahupua‘a, Honolulu (Kona) District, O‘ahu TMK: [1] 2-3-002:001 (portion)* (Sroat and McDermott, January 2018). SHPD's Kapolei office received the revised letter report on January 17, 2018. The current submittal includes revisions that were requested by SHPD in a letter dated January 5, 2018 (Log No. 2018.00006, Doc. No. 1801JA03). On January 11, 2018, Matt McDermott and Ena Sroat of CSH and Drs. Susan Lebo and Jane Allen of SHPD held a very successful meeting to discuss and clarify the requested revisions, site stratigraphy, and methods.

Cultural Surveys Hawai‘i, Inc., (CSH) conducted data recovery fieldwork at SIHP Sites 50-80-14-7429 and 50-80-14-7655, in Ward Neighborhood Master Plan Block I, at the request of Victoria Ward, Limited/Howard Hughes Corporation (VWL/HHC), the private landowner. Block I totals approximately 5.8 acres and is bounded by Auahi Street in the southwest (*makai*, seaward), the Ward Theaters in the southeast, and Ward Gateway Center in the northwest. Queen Street parallels the northeast (*mauka*, inland) boundary, approximately 60-70 meters farther northeast. Proposed construction will create the following structures: (1) a Block I residential tower, in the south portion; (2) a Block N East residential tower and seven-story parking structure, extending into the northeast portion of Block I; and (3) Ward Neighborhood's Central Plaza, in the northwest portion.

Numerous archaeological documents have been prepared for the Ward Neighborhood Master Plan projects, concerning areas including Block I. The Block I archaeological inventory survey (AIS) plan (Sroat et al. 2013) was accepted by SHPD's letter dated January 24, 2014 (Log No. 2013.6927, Doc. No. 1401SL23). The AIS report (Sroat et al. 2015) was accepted by SHPD on June 12, 2015 (Log No. 2015.02101, Doc. No. 1505SL25). The AIS report documented three historic properties: Sites 7429, traditional and post-Contact cultural deposits overlying a sand dune; 7655, post-Contact salt-pan remnants; and 7659, a portion of the post-Contact Ward Estate concrete-lined ditch. All three are considered significant under Criterion d; Sites 7429 and 7655 are also significant under Criterion e; and Site 7655 is significant under Criterion c. The AIS report identified the project effect recommendation as "effect, with agreed upon mitigation measures." SHPD agreed with the significance evaluations, effect determination, and mitigation plans, which, for Block I, include archaeological monitoring throughout the project and preparation of data recovery and preservation plans for properties including Sites 7429 and 7655.

A data recovery and preservation plan with burial site component for former Block I areas now in Block N East (McDermott and Yucha 2016) was accepted by SHPD's letter dated September 7, 2016 (Log No. 2016.01900, Doc. No. 1609RKH01). A preservation plan with burial site component for properties including Site 7655 (Welser and McDermott 2017) was accepted by SHPD on March 24, 2017 (Log No. 2017.00446, Doc. No. 1703RKH05). The data recovery plan for Sites 7429 and 7655 (Sroat and McDermott 2017) was accepted by SHPD on July 17, 2017 (Log No. 2017.00480, Doc. No. 1706JA03). This end-of-fieldwork report was submitted as partial documentation needed for SHPD's verification that data recovery planning (Step 1) and fieldwork (Step 2) have been completed successfully, following Hawaii Administrative Rules (HAR) §13-284-9(d)(1) and (2).

Fieldwork included backhoe-assisted excavation of six trenches, with manual excavation of cultural deposits using 10-cm (or finer) levels within a stratum. Two trenches (DR-1 and DR-2) were excavated at Site 7429 (cultural deposits over sand), and four at Site 7655 (DR-4 and DR-6 in berms, DR-3 and DR-6 in salt-pan beds and an *'auwai* (DR-6), and DR-4 and DR-5 in cultural deposits). At Site 7429, DR-1 and DR-2 exposed both occupation deposits and culturally modified structural deposits (e.g., Strata IIa-b, IIIa-d, and IVa-c in DR-1), and features associated with (post-Contact) Component 1, the later of two components recognized during AIS (Component 2 not encountered during data recovery). Features include human burial-related finds, animal burials, fire features, post molds, and other pit features.

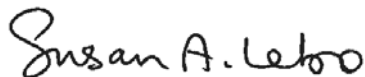
The trenches excavated at Site 7655 exposed Type 2 and 3 salt pan beds and liners in, respectively, DR-6 and DR-3; features and other cultural deposits in berms and salt pans; and organic materials in the *'auwai*. Two isolated human teeth were recovered from a disturbed occupation deposit in DR-3. Burial #1, a pit feature containing the articulated remains of a young child, was discovered in the berm sectioned by DR-5. Both human burial finds remain in place. The results of fieldwork suggest that the salt pan bed and liner types occasionally grade into marshy deposits that may be either natural or culturally modified, that the berms were used primarily for food consumption and human burial, and that continued modification of the complex included alteration of berm structures, and the creation of the DR-6 *'auwai*. All traditional and non-traditional (post-Contact) cultural materials were collected at both sites for laboratory analysis. Charcoal was collected for possible identification to taxon and radiocarbon dating. Column, bulk and field-screened soil/sediment samples were collected for analysis.

This review letter verifies that data recovery fieldwork has been planned and conducted successfully at Sites 7429 and 7655 in Block I. The end-of-fieldwork report, together with the detailed data-recovery report to be prepared and submitted to SHPD for acceptance, will satisfy the requirements of HAR §13-284-9(1) and (2). **This letter report is accepted.** Please send one hard copy of the document, clearly marked FINAL, along with a text-searchable PDF version, to the Kapolei SHPD office, attention SHPD Library.

**SHPD looks forward to** receiving the detailed data recovery report concerning the two sites and the addendum burial treatment plan for Block I.

Please contact Jane Allen at (808) 692-8047 or by email at [Jane.Allen@hawaii.gov](mailto:Jane.Allen@hawaii.gov) if you should have any questions or if we can be of assistance in any way.

Aloha



Susan A. Lebo, PhD  
Archaeology Branch Chief

cc: [mmcdermott@cultural surveys.com](mailto:mmcdermott@cultural surveys.com)



DAVID Y. IGE  
GOVERNOR OF  
HAWAII



**STATE OF HAWAII  
DEPARTMENT OF LAND AND NATURAL RESOURCES**

STATE HISTORIC PRESERVATION DIVISION  
KAKUHIHEWA BUILDING  
601 KAMOKILA BLVD, STE 555  
KAPOLEI, HAWAII 96707

SUZANNE D. CASE  
CHAIRPERSON  
BOARD OF LAND AND NATURAL RESOURCES  
COMMISSION ON WATER RESOURCE MANAGEMENT

ROBERT K. MASUDA  
FIRST DEPUTY

JEFFREY T. PEARSON, P.E.  
DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES  
BOATING AND OCEAN RECREATION  
BUREAU OF CONVEYANCES  
COMMISSION ON WATER RESOURCE MANAGEMENT  
CONSERVATION AND COASTAL LANDS  
CONSERVATION AND RESOURCES ENFORCEMENT  
ENGINEERING  
FORESTRY AND WILDLIFE  
HISTORIC PRESERVATION  
KAHOOLAWE ISLAND RESERVE COMMISSION  
LAND  
STATE PARKS

September 6, 2017

Jesse Souki, Executive Director  
Hawaii Community Development Authority  
461 Cooke Street  
Honolulu, HI 96813

IN REPLY REFER TO:  
Log No.: 2017.01722  
Doc. No.: 1709KM01  
Archaeology

Race Randle, Senior Director of Development  
The Howard Hughes Corporation  
1240 Ala Moana Blvd., Suite 200  
Honolulu, HI 96814

Dear Mr. Souki and Mr. Randle:

**SUBJECT: HRS §6E-42 and 6E-43 and HAR §13-284 Historic Preservation Review —  
Compliance for the Block I Project  
Honolulu Ahupua'a, Honolulu (Kona) District, Island of O'ahu  
TMK: (1) 2-3-002: 001 por.**

Thank you for the opportunity to comment on the letter dated August 1, 2017, in which Victoria Ward Limited (VWL) states that the State Historic Preservation Division (SHPD) (1) has had an opportunity to review and comment on the effect of the proposed Ward Village Block I project on historic properties (pursuant to HRS §6E-42) and burial sites (pursuant to HRS §6E-43); and requests that SHPD (2) make a determination that VWL has met the respective requirements as set forth in HRS §6E-42 and HRS §6E-43 and HAR §13-284-3(b) Steps 1-5, and has set forth a process to comply with Step 6, pursuant to HAR §13-284-3(b)(6) and HAR §13-284-9(d). The SHPD received this submittal on August 8, 2017.

The 5.8-acre Block I project is located within Ward Village and is part of the Ward Neighborhood Master Plan. The Block I archaeological inventory survey (AIS) report (Sroat et al. 2015) was accepted by SHPD on June 12, 2015 (Log No. 2015.02101, Doc. No. 1505SL25).

Pursuant to HRS §6E-42 and HAR §13-284-3(b)(1-5), Victoria Ward Limited (VWL) has completed the following five of the six historic preservation review procedural steps:

- (1) Identification and inventory to determine if historic properties are present and, if so, to identify and document them;
- (2) Evaluation of significance;
- (3) Effect determination;
- (4) Mitigation commitments; and
- (5) Detailed mitigation plan(s).

(1) Identification and inventory. Pursuant to HAR §13-284-3(b)(1), the Block I AIS identified and documented additional portions of the following three previously identified historic properties:

- (1) 50-80-14-7429: a subsurface cultural layers and related features, including burial sites, associated with pre- and post-Contact habitation and land use (originally documented during the Honolulu Rail Transit Project City Center Section 4 survey [Hammatt 2013] and by the Block M survey);
- (2) 50-80-14-7655: a subsurface historic salt pan remnants and related features including human burials sites (originally documented during the Block B East and Block C West surveys); and
- (3) 50-80-14-7659: a historic concretized Ward Estate 'auwai (irrigation ditch) (originally documented during the Block B East survey).

(2) Evaluation of Significance. Historic properties were assessed as significant per HAR §13-284-6 based on the following criteria: (a) Historic property reflects major trends or events in the history of the state of nation, (b) Historic property is associated with the lives of persons significant in our past, (c) Historic property is an excellent example of a site type, (d) Historic property has yielded or may be likely to yield information important in prehistory or history, and (e) Historic property has cultural significance to an ethnic group, including, but not limited to, religious structures, burials, and traditional cultural properties.

Pursuant to HAR §13-284-3(b)(2), VWL provided the following site significance evaluations for the historic properties within the Block I project:

Site 7429 is assessed as significant under Criteria d (information potential) and e (important to a particular group). Site 7655 is significant under Criteria c (distinctive type), d, and e. Site 7659 is significant under Criterion d only. SHPD concurred with the site significance assessments on June 12, 2015 (Log No. 2015.02101, Doc. No. 1505SL25).

(3) Effect Determination. Pursuant to HAR §13-284-3(b)(3), VWL provided the following project effect recommendation, which SHPD concurred with on June 12, 2015 (Log No. 2015.02101, Doc. No. 1505SL25):

The project effect determination is “effect, with agreed upon mitigation commitments.”

(4) Mitigation Commitments. Pursuant to HAR §13-284-3(b)(4), VWL proposed the following mitigation commitments:

The mitigation recommendations were data recovery in the form of archaeological monitoring for the proposed tower area per HAR §13-284-8(a)(1)C). Elsewhere within the Block I AIS study area, the agreed-upon mitigation was research-defined data recovery for Site 7655 and Site 7429; on-site archaeological monitoring of Sites 7429, 7655, and 7659); and submittal of a burial treatment plan for all burials and/or displaced human skeletal remains identified during the AIS within Sites 7429 and 7655. SHPD concurred with the mitigation commitments on June 12, 2015 (Log No. 2015.02101, Doc No. 1505SL25).

A burial treatment plan exists for the Block I project and the OIBC burial treatment determination for the HHC's Block I BTP pertains to all the burial sites addressed in the redesigned Block N East burial site component (BSC) of a data recovery and preservation plan (Log No. 2015.03320, Doc. No. 1512.RKH09; December 9, 2015 OIBC Minutes). The burial treatment measures for the sites are outlined as follows:

- The Site 7429 burial sites (Block I Trenches 3, 7, 8, 13, 17, 24, 57, 69, 70) and the Site 7655 burial site (Block I Trench 35) are addressed within the BSC of a data recovery and preservation plan for the redesigned Block N East;
- The more southwestern (*makai*) Site 7655 Feature 6 burial site (Block I Trench 38, and expansion Trenches 61 and 66) is addressed within the BSC of a preservation plan for Block I; and
- The Site 7429 burial sites (original Block N East Trenches 10 and 14-14G) are outside of the redesigned Block N East project area and shall be addressed in a burial treatment plan for the future Block N West project.

(5) Mitigation Plans. Pursuant to HAR §13-284-3(b)(5), VWL has completed, and SHPD has reviewed and accepted the following agreed-upon mitigation plans:

- (1) *Archaeological Monitoring Plan ("AMP") for Block I, Kaka'ako, Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu, TMK (1) 2-3-002:001 (portion) (Sroat et al. 2015) (August 18, 2015; Log No. 2015.02451, Doc. No. 1508SL16);*
- (2) *Archaeological Data Recovery Plan ("ADRP") for SIHP #s 50-80-14-7429 and 50-80-14-7655, Block I, Kaka'ako, Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu, TMK (1) 2-3-002:001 (portion) (Sroat and McDermott 2017) (June 30, 2017; Log No. 2017.00480, Doc. No. 1706JA03);*
- (3) *Burial Treatment Plan ("BTP") for SIHP #s 50-80-14-7429 and 50-80-14-7655, Block I, Kaka'ako, Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu, TMK (1) 2-3-002:001 (portion) (Reveal et al. 2015) (December 3, 2015; Log No. 2015.03320, Doc. No. 1512RKH09);*
- (4) *Burial Site Component of a Data Recovery and Preservation Plan for portions of SIHP #s 50-80-14-7429 and 50-80-14-7655, Howard Hughes Corporation's Redesigned Block N East Project, Kaka'ako, Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu, TMK (1) 2-3-002:001 (portion) (McDermott and Yucha 2016) (March 24, 2017; Log No. 2016.01900, Doc. No. 1609RKH01); and*
- (5) *Burial Site Component and Preservation Plan for Burial Site SIHP # 50-80-14-7655, Feature 6, Howard Hughes Corporation's Block I Project, Kaka'ako, Honolulu Ahupua'a, Honolulu (Kona) District, O'ahu, TMK (1) 2-3-002:001 (portion) (Welser and McDermott 2017) (March 24, 2017; Log No. 2017.00446, Doc. No. 1703RKH05).*

VWL provided in their letter dated August 1, 201 (Log No. 2017.01722) a plan that specifies the process to be implemented to comply with HAR §13-284-3(b)(6), verification of the detailed mitigation plans.

(6) Verification of Completion. Pursuant to HAR §13-284-3(b)(6), VWL proposes the following procedures and schedules to verify completion of the historic preservation review process:

- (1) VWL will conduct the data recovery fieldwork in accordance with the SHPD-accepted archaeological data recovery plan (DRP) prior to any project construction. Following completion of the data recovery fieldwork (anticipated to be October 2017), an end-of-fieldwork-letter report (anticipated to be November 2017) will be submitted to the SHPD for review and anticipated acceptance;
- (2) If the end-of-fieldwork letter is accepted by the SHPD, and if the SHPD deems appropriate, VWL will submit to the SHPD a request for the accelerated, 2-step verification process outlined in HAR §13-284-9(d);
- (3) Upon initiation of the accelerated 2-step verification process and receipt of a letter from the SHPD agreeing that HAR §13-284-9(d) Step 1 has been completed, that construction may proceed, VWL will implement all pre-construction provisions of the SHPD-accepted Block I AMP and BSCPP, with the understanding that HAR §13-284-9(d) Step 2 must be completed to conclude the historic preservation process;
- (4) VWL will implement the required burial treatment measures for the Block I SHPD-accepted BSCPP. This pre-construction implementation will include the establishment of an interim construction buffer measuring 15 ft. by 15 ft. square and consisting of a 4-ft high plywood barricade around the SIHP # 50-80-14-7655, Feature 6 burial. This construction buffer will be recorded on all construction plans and pre-construction meetings with the contractors will be conducted in order to ensure that all contractors are aware of the BSCPP's requirements.
- (5) During the pre-construction period, VWL will implement the archaeological monitoring plan pre-construction meetings so that all contractors are aware of the plan's requirements;
- (6) Construction for the Block I is anticipated to commence on the portion of area designated as the "Ward Village Central Plaza" in December 2017. Approval for permits for demolition and grading is

anticipated in September 2017. The application for a Planned Development Permit ["PDP"] for the portion of the project designated as the "Block I Tower" is pending; the forecast for PDP Permit approval, detailed design, project sales, and tower building permits, anticipates construction on the "Block I Tower" occurring from calendar years 2019 to 2022. During all construction activities the VWL will ensure compliance with all provisions of the SHPD-accepted Block I AMP and BSCPP;

- (7) Upon completion of construction on both the "Ward Village Central Plaza" and "Block I Tower" portions of the site, VWL will submit within 6 months an archaeological monitoring report for SHPD review and acceptance. Additionally, the VWL will ensure the long-term protection measures stipulated in the BSCPP will be implemented and a verification letter report will be prepared and submitted to the SHPD for review; and
- (8) VWL will consult regularly throughout this process with SHPD and the recognized cultural descendants and provide project updates to the O'ahu Island Burial Council, as appropriate.

Based on the above, SHPD indicates that it has reviewed and commented on the effect of the proposed project pursuant to HRS §6E-42 and HAR §13-284-3. The SHPD's determination is that VWL has completed Steps 1 through 5 pursuant to HAR §13-284-3(b)(1-5). Furthermore, the SHPD concurs with the procedures and schedule VWL has proposed to complete Step 6 (verification of completion) per HAR §13-284-3(b).

Please contact Kimi Matsushima at (808) 692-8027 or at [Kimi.R.Matsushima@hawaii.gov](mailto:Kimi.R.Matsushima@hawaii.gov) for questions regarding archaeological resources or this letter.

Aloha,



Susan A. Lebo, PhD  
Archaeology Branch Chief

cc: Matt McDermott, [mmcdermott@culturalsurveys.com](mailto:mmcdermott@culturalsurveys.com)  
Race Randle, [race.randle@howardhughes.com](mailto:race.randle@howardhughes.com)  
John Whalen, [jpwhalen@live.com](mailto:jpwhalen@live.com)

THE ORIGINAL OF THE DOCUMENT  
RECORDED AS FOLLOWS  
STATE OF HAWAII

BUREAU OF CONVEYANCES

DATE \_\_\_\_\_ Doc A - 56090748

DOCUMENT NO. \_\_\_\_\_ May 11, 2015 10:45 AM

LAND COURT SYSTEM

REGULAR SYSTEM

AFTER RECORDATION, RETURN BY MAIL ( ) PICK UP ( x )

To: J. Douglas Ing  
Watanabe Ing LLP  
999 Bishop Street, 23rd Floor  
Honolulu, HI 96813

Tax Map Key Nos. (1) 2-3-2:1; 2-3-2:2; 2-3-2:59; 2-3-2:67; 2-3-2:86; 2-3-2:87; 2-3-2:104

Total Pages: 14

Title of Document: Joint Development Agreement for Land Block 1 of the Ward Master Plan

Declarants: Victoria Ward, Limited  
1240 Ala Moana Boulevard, Suite 200  
Honolulu, Hawaii 96814

Bank of Hawaii, Trustee under Land Trust No. 89434, dated 10/21/04  
111 South King Street  
Honolulu, Hawaii 96813

First Hawaiian Bank, Trustee under Land Trust No. 200602, dated 9/20/06  
999 Bishop Street  
Honolulu, Hawaii 96813

**JOINT DEVELOPMENT AGREEMENT**  
**FOR LAND BLOCK 1 OF THE WARD MASTER PLAN**

THIS JOINT DEVELOPMENT AGREEMENT FOR LAND BLOCK 1 OF THE WARD MASTER PLAN ("Agreement") is made this 8th day of May, 2015 by **VICTORIA WARD, LIMITED**, a Delaware corporation, whose post office address is 1240 Ala Moana Boulevard, Suite 200, Honolulu, Hawaii 96814 ("VWL"), **BANK OF HAWAII**, a Hawaii corporation, as Trustee under Land Trust No. 89434, dated October 21, 2004 and filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii on November 3, 2004, as Document No. 3188118, whose address is 111 King Street, Honolulu, Hawaii 96813 ("BOH Land Trust"), and **FIRST HAWAIIAN BANK**, a Hawaii corporation, as Trustee under that certain unrecorded Land Trust No. FHB-TRES 200602, dated September 20, 2006, whose address is 999 Bishop Street, Suite 900, Honolulu, Hawaii 96813 ("FHB Land Trust"). VWL, BOH Land Trust, and FHB Land Trust are hereinafter sometimes collectively referred to as the "Declarants" and individually as a "Declarant".

**WITNESSETH:**

**WHEREAS**, VWL is the fee simple owner of those certain parcels of land described in Exhibit "A" attached hereto and made a part hereof (hereinafter, collectively referred to as "VWL Land Block 1 Parcels"), and BOH Land Trust is the fee simple owner of those certain parcels of land described in Exhibit "B" attached hereto and made a part hereof (hereinafter, collectively referred to as "BOH Land Block 1 Parcels"), and FHB Land Trust is the fee simple owner of those certain parcels of land described in Exhibit "C" attached hereto and made a part hereof (hereinafter, collectively referred to as "FHB Land Block 1 Parcels") (the VWL Land Block 1 Parcels, the BOH Land Block 1 Parcels, and the FHB Land Block 1 Parcels are together referred to as "Land Block 1");

**WHEREAS**, Land Block 1 is part of the Ward Master Plan (PL MASP 13.1.3) ("Master Plan") approved by the Hawaii Community Development Authority ("HCDA") on January 14, 2009;

**WHEREAS**, a joint development agreement is necessary to develop Land Block 1 in accordance with the approved Master Plan;

**NOW, THEREFORE**, in consideration of the recitals set forth above and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Declarants hereby covenant and make the following declarations:

1. This Agreement is made pursuant to and in compliance with Hawaii Administrative Rules ("HAR") §15-22-80 relating to the joint development of two (2) or more adjacent lots, or lots directly facing each other but separated by a street;

2. Each Declarant agrees to develop the portion of Land Block 1 owned by such Declarant in accordance with the Master Plan, this Agreement, all applicable development permit approvals for Land Block 1, and any amendments thereto, and all applicable vested

zoning regulations, such that Land Block 1 constitutes one "development lot" under HAR §§15-22-80 and 15-22-203 for purposes of the Mauka Area Rules;

3. Each Declarant agrees to file copies of this Agreement each time it files an application for a building permit for any structure within Land Block 1;

4. Failure to develop in accordance with this Agreement and any applicable vested zoning regulations shall constitute grounds for HCDA to revoke or suspend any development permits issued for Land Block 1 in addition to other remedies available to HCDA.

5. This Agreement shall not be terminated, extinguished, amended, or canceled without the express written approval of HCDA, which shall not be unreasonably withheld, and without reasonable notice to the City and County of Honolulu Department of Planning and Permitting;

6. This Agreement shall be governed by and construed in accordance with the laws of the State of Hawaii;

7. This Agreement shall run with the land and shall bind, inure to the benefit of, and constitute notice to the respective successors, grantees, assignees, mortgagees, and lienors of the Declarants, and any other person who claims an interest in Land Block 1. Notwithstanding any conveyance of any interest in fee, leasehold or otherwise in Land Block 1, Bank of Hawaii and First Hawaiian Bank hereby grant to VWL, and VWL reserves unto itself, its designees and assigns, the right to enter into any amendment, termination or other modification of this Agreement ("Reserved Rights") without the consent or joinder of Bank of Hawaii and/or First Hawaii Bank in their capacities as trustees as aforesaid or of any subsequent owner or holder of any interest in any portion of Block 1. Reserved Rights shall remain vested in VWL except to the extent specifically assigned by VWL in a recorded written instrument.

8. There are no intended third party beneficiaries with rights to enforce any provisions under this Agreement.

9. This Agreement shall be recorded in the Bureau of Conveyances of the State of Hawaii.

10. This Agreement is made by Bank of Hawaii and First Hawaiian Bank not personally or individually, but solely as trustee as aforesaid, and it is expressly understood and agreed by and between the parties hereto, anything in this Agreement to the contrary notwithstanding, that each and all of the covenants, warranties, representations, and agreements contained in this Agreement or in any amendments thereto, are made and intended not as personal covenants, warranties, representations, undertakings, and agreements of Bank of Hawaii or First Hawaiian Bank or any of their respective officers, agents, or employees, but this Agreement is made by Bank of Hawaii and First Hawaiian Bank solely as trustee as aforesaid and no personal liability or personal responsibility is assumed by, or shall at any time be asserted or enforced against Bank of Hawaii or First Hawaiian Bank, their respective officers, agents, or employees on account of any covenants, warranties, representations, undertakings, or agreements

contained in this Agreement or in any amendments thereto, or otherwise, either express or implied, all such personal liability, if any, being hereby expressly waived and released; it being understood that VWL or anyone claiming by, through, or under VWL or claiming any rights under this Agreement or any amendments thereto shall look solely to the trust property for the enforcement or collection of any such liability.

11. In accordance with the terms of this Agreement and the exception clause of section 560:7-306(a) of the HRS, as amended, any liability of Bank of Hawaii or First Hawaiian Bank which may arise as a result of Bank of Hawaii or First Hawaiian Bank accepting or approving this instrument is a liability of the respective trust estate established and described above and not the personal liability of Bank of Hawaii or First Hawaiian Bank.

12. This Agreement may be signed in counterparts, each of which shall be deemed an original, and said counterparts shall constitute one and the same agreement, binding on all of the Parties hereto, notwithstanding that all of the Parties are not signatory to the original or the same counterparts.

IN WITNESS WHEREOF, Declarants have duly executed this Agreement effective as of the day and year first above written.

VICTORIA WARD, LIMITED



By: Nicholas Vanderboom  
Its: Authorized Signatory

BANK OF HAWAII, as Trustee aforesaid



By: ROBIN L. NONAKA  
Its: VICE PRESIDENT

FIRST HAWAIIAN BANK, as Trustee aforesaid



By: RACHEL S. UEMURA  
Its: ASSISTANT VICE PRESIDENT

By:  
Its:



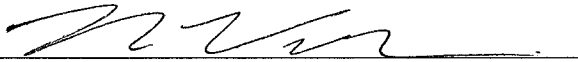
contained in this Agreement or in any amendments thereto, or otherwise, either express or implied, all such personal liability, if any, being hereby expressly waived and released; it being understood that VWL or anyone claiming by, through, or under VWL or claiming any rights under this Agreement or any amendments thereto shall look solely to the trust property for the enforcement or collection of any such liability.

11. In accordance with the terms of this Agreement and the exception clause of section 560:7-306(a) of the HRS, as amended, any liability of Bank of Hawaii or First Hawaiian Bank which may arise as a result of Bank of Hawaii or First Hawaiian Bank accepting or approving this instrument is a liability of the respective trust estate established and described above and not the personal liability of Bank of Hawaii or First Hawaiian Bank.

12. This Agreement may be signed in counterparts, each of which shall be deemed an original, and said counterparts shall constitute one and the same agreement, binding on all of the Parties hereto, notwithstanding that all of the Parties are not signatory to the original or the same counterparts.

IN WITNESS WHEREOF, Declarants have duly executed this Agreement effective as of the day and year first above written.

VICTORIA WARD, LIMITED



By: Nicholas Vanderboom  
Its: Authorized Signatory

BANK OF HAWAII, as Trustee aforesaid

By: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Its: \_\_\_\_\_

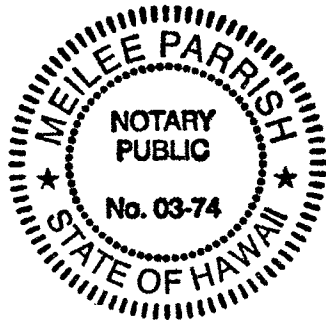
FIRST HAWAIIAN BANK, as Trustee aforesaid




By: First Hawaiian Bank  
Its: Cecily Ann Ching  
Assistant Vice President

STATE OF HAWAII )  
 ) ss.  
CITY AND COUNTY OF HONOLULU )

On the 8th day of May, in the year 2015, before me, the undersigned, a Notary Public in and for said state, personally appeared NICHOLAS VANDERBOOM, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

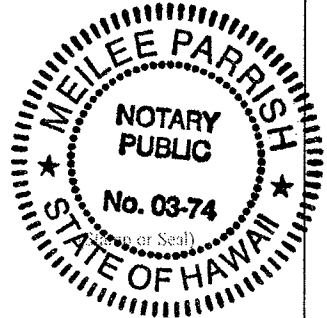
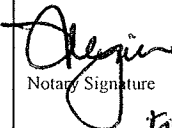


  
Print Name:

Meilee Parrish  
Notary Public, First Circuit  
State of Hawaii

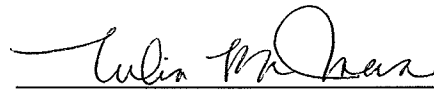
My Commission Expires: 02/09/19

My Commission Expires: \_\_\_\_\_

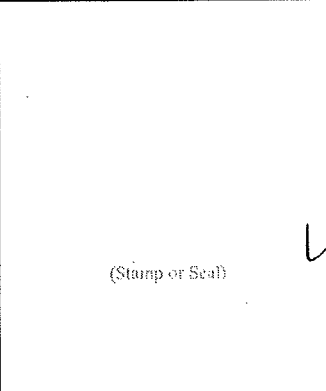

NOTARY CERTIFICATION (Hawaii Administrative Rules §5-11-8)	
Date of Document: <u>undated at time of notarization</u> # Pages: <u>13</u>	
Name of Notary: <u>Meilee Parrish</u>	
Document Description: <u>Joint Development Agreement for Land Block 1 of the Ward Master Plan</u>	
 Notary Signature <u>5/8/15</u> <u>First</u> Circuit, State of Hawaii	

STATE OF HAWAII )  
 ) ss.  
CITY AND COUNTY OF HONOLULU )

On the \_\_\_\_\_ day of APR 16 2015, in the year 2015, before me, the undersigned, a Notary Public in and for said state, personally appeared ROBIN L. NONAKA and RACHEL S. UEHARA personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

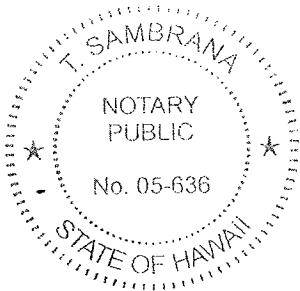
  
Print Name: **NELIA B. A. IBANA** L.S.  
Notary Public, First Circuit  
State of Hawai'i

My Commission Expires: 4/18/2014

NOTARY CERTIFICATION (Hawaii Administrative Rules §5-11-8)	
Date of Document: <u>undated</u>	# Pages: <u>13</u>
Name of Notary: <b>NELIA B. A. IBANA</b>	 L.S.
Document Description: <b>Joint Development Agreement for Land Block 1 of the Ward Master Plan</b>	
 Notary Signature <b>FIRST</b> Circuit, State of Hawaii	

STATE OF HAWAI'I )  
 ) ss.  
CITY AND COUNTY OF HONOLULU )

On the 28<sup>th</sup> day of April, in the year 2015, before me, the undersigned, a Notary Public in and for said state, personally appeared Cecily Ann Ching, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.



T. Sambrana  
Print Name: T. SAMBRANA  
Notary Public, First Circuit  
State of Hawai'i

My Commission Expires: 11/13/2015

NOTARY CERTIFICATION (Hawaii Administrative Rules §5-11-8)	
Date of Document: <u>undated @ NP</u>	# Pages: <u>13</u>
Name of Notary: <b>T. SAMBRANA</b>	A circular notary seal for T. SAMBRANA, Notary Public, No. 05-636, State of Hawaii. The seal features a star on each side of the text.
Document Description: Joint Development Agreement for Land Block 1 of the Ward Master Plan	
<u>T. Sambrana</u> 4/28/2015 Notary Signature First Circuit, State of Hawaii	

**EXHIBIT "A"**

**"VWL Land Block 1 Parcels"**

**Tax Key: (1) 2-3-002-086:**

All of those certain parcels of land (being portion(s) of the land(s) described in and covered by Royal Patent 5716, Land Commission Award 10,605, Apana 7 to Kamakee Piikoi) situate, lying and being at Kewalo, Honolulu, City and County of Honolulu, State of Hawaii, as shown on map prepared by Kendall N.H. Hee, Land Surveyor, with Engineers Surveyors Hawaii, Inc., dated September 7, 2006, approved by the Department of Planning and Permitting, City and County of Honolulu, File No. 2004/SUB-207, on September 15, 2006, and described as follows:

<u>LOT</u>	<u>AREA</u>
C-1	2,330 square feet, and
C-2	100 square feet, more or less.

**BEING THE PREMISES DESCRIBED IN DEED**

**GRANTOR:** IMAO MISHIMA and KIMIKO MISHIMA, husband and wife

**GRANTEE:** VICTORIA WARD, LIMITED, a Hawaii corporation (which merged into VICTORIA WARD, LIMITED, a Delaware corporation, by CERTIFICATE OF MERGER dated as of September 3, 2002, filed as Land Court Document No. 2868456).

**DATED:** December 6, 1962

**RECORDED:** Liber 4419 Page 58

**Tax Key: (1) 2-3-002-087:**

All of those certain parcels of land (being portion(s) of the land(s) described in and covered by Royal Patent 5716, Land Commission Award 10,605, Apana 7 to Kamakee Piikoi) situate, lying and being at Kewalo, Honolulu, City and County of Honolulu, State of Hawaii, as shown on map prepared by Kendall N.H. Hee, Land Surveyor, with Engineers Surveyors Hawaii, Inc., dated September 7, 2006, approved by the Department of Planning and Permitting, City and County of Honolulu, File No. 2004/SUB-207, on September 15, 2006, and described as follows:

<u>LOT</u>	<u>AREA</u>
E-1,	2,148 square feet,
E-2,	173 square feet,
F-1,	783 square feet,

F-2, 149 square feet,  
G-1, 313 square feet, and  
G-2, 244 square feet, more or less.

BEING THE PREMISES DESCRIBED IN EXCHANGE DEED

GRANTOR: E. E. BLACK, LIMITED, a Hawaii corporation

GRANTEE: VICTORIA WARD, LIMITED, a Hawaii corporation (which merged into VICTORIA WARD, LIMITED, a Delaware corporation, by CERTIFICATE OF MERGER dated as of September 3, 2002, filed as Land Court Document No. 2868456).

DATED: November 26, 1951

RECORDED: Liber 2526 Page 240

**EXHIBIT "B"**

**"BOH Land Block 1 Parcels"**

**Tax Key: (1) 2-3-002-104:**

All of that certain parcel of land situate at Kewalo, Honolulu, City and County of Honolulu, State of Hawaii, being the land(s) described in deregistered Transfer Certificate of Title No. 722,604 recorded in the Bureau of Conveyances of the State of Hawaii as Document No. A-46240631, described as follows:

LOT 2-B, area 161,619 sq. ft., more or less, BLOCK 4, as shown on Map 21, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Consolidation No. 53 of Victoria Ward, Limited, which lot has been deregistered from the Land Court System pursuant to Hawaii Revised Statutes Section 501-261.

Together with an easement for access and utility purposes over Easement "5" affecting Lot 2-A, Map 21, Land Court Consolidation No. 53, as granted by GRANT OF ACCESS AND UTILITY EASEMENT dated November 10, 2004, filed as Land Court Document No. 3208309; and subject to the terms and provisions contained therein.

-Note:- Lot 2-A has been deregistered from the Land Court System pursuant to Hawaii Revised Statutes Section 501-261 and recorded in the Bureau of Conveyances of the State of Hawaii as Document No. A-46240640.

**BEING THE PREMISES ACQUIRED BY LAND TRUST AGREEMENT AND  
CONVEYANCE**

GRANTOR: VICTORIA WARD, LIMITED, a Delaware corporation

GRANTEE: BANK OF HAWAII, a Hawaii corporation, as Trustee under Land Trust No. 89434, dated October 21, 2004, with full powers to sell, mortgage, lease or otherwise deal with the land

DATED: October 21, 2004

FILED: Land Court Document No. 3188118

## EXHIBIT "C"

### "FHB Land Block 1 Parcels"

#### Tax Key: (1) 2-3-002-001:

##### - FIRST:-

All of that certain parcel of land (being a portion of the land(s) described in and covered by Lot 2-A of Block 4 of Land Court Consolidation No. 53 of Victoria Ward, Limited, having been deregistered and recorded in the Bureau of Conveyances of the State of Hawaii as Document No. A-46240640 and described in deregistered Transfer Certificate of Title No. 825,277), situate at Kewalo, Honolulu, City and County of Honolulu, State of Hawaii, being LOT 2-A-1, area 193 square feet, more or less (for road widening), as shown on Subdivision map prepared by Wayne M. Teruya, with Par En, Inc., approved by Department of Planning and Permitting, City and County of Honolulu, on December 30, 2011, File No. 2011/SUB-84, bearing Tax Key designation (1) 2-3-002-POR.001.

##### - SECOND:-

All of that certain parcel of land (being a portion of the land(s) described in and covered by Lot 2-A of Block 4 of Land Court Consolidation No. 53 of Victoria Ward, Limited, having been deregistered and recorded in the Bureau of Conveyances of the State of Hawaii as Document No. A-46240640 and described in deregistered Transfer Certificate of Title No. 825,277) situate at Kewalo, Honolulu, City and County of Honolulu, State of Hawaii, being LOT 2-A-2, area 477,389 square feet, more or less, as shown on Subdivision map prepared by Wayne M. Teruya, with Par En, Inc., approved by Department of Planning and Permitting, City and County of Honolulu, on December 30, 2011, File No. 2011/SUB-84, bearing Tax Key designation (1) 2-3-002-POR.001.

#### BEING THE PREMISES ACQUIRED BY WARRANTY DEED

GRANTOR: VICTORIA WARD, LIMITED, a Delaware corporation

GRANTEE: FIRST HAWAIIAN BANK, a Hawaii corporation, Trustee under that certain unrecorded Land Trust Agreement No. FHB-TRES 200602, dated September 20, 2006 with full powers to sell, mortgage, lease or otherwise deal with the land

DATED: September 20, 2006

FILED: Land Court Document No. 3488456

RECORDED: Document No. 2006-176675



**Tax Key: (1) 2-3-002-002 (Lot 3) and**

**Tax Key: (1) 2-3-002-059 (Lots 4-A, J-1, J-2, J-3):**

All of that certain parcel of land situate at Kewalo, Honolulu, City and County of Honolulu, State of Hawaii being the land(s) described in deregistered Transfer Certificate of Title No. 825,278 recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 46240641, described as follows:

LOT 3, BLOCK 4, area 10,120 square feet, more or less, as shown on Map 8, LOT 4-A, BLOCK 4, area 234,343 square feet, more or less, as shown on Map 12, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Consolidation No. 53 of Victoria Ward, Limited, LOT J-1, area 11,535 square feet, more or less, LOT J-2, area 1,179 square feet, more or less, and LOT J-3, area 111 square feet, more or less, as shown on Map 2, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 670 of Victoria Ward, Limited, which lots have been deregistered from the Land Court System pursuant to Hawaii Revised Statutes Section 501-261.

BEING THE PREMISES ACQUIRED BY WARRANTY DEED

GRANTOR: VICTORIA WARD LIMITED, a Delaware corporation

GRANTEE: FIRST HAWAIIAN BANK, a Hawaii corporation, Trustee under that certain unrecorded Land Trust Agreement No. FHB-TRES 200602, dated September 20, 2006, with full powers to sell, mortgage, lease or otherwise deal with the land

DATED: September 20, 2006

FILED: Land Court Document No. 3488456

RECORDED: Document No. 2006-176675

**Tax Key: (1) 2-3-002-067:**

-FIRST:-

All of that certain parcel of land (being portion of the land described in and covered by Royal Patent Number 5716, Land Commission Award Number 10605, Apana 7 to Kamakee Piikoi) situate, lying and being at Kewalo, Honolulu, City and County of Honolulu, State of Hawaii, being LOT 14, BLOCK 4 of the "KEWALO TRACT" as shown on that certain map recorded in Liber 162 at Page 222 filed in the Bureau of Conveyances of the State of Hawaii, and containing an area of 4,847 square feet, more or less.

-SECOND:-

All of that certain parcel of land (being portion of the land described in and covered by Royal Patent Number 5716, Land Commission Award Number 10605, Apana 7 to Kamakee

Piikoi) situate, lying and being at Kewalo, Honolulu, City and County of Honolulu, State of Hawaii, being LOT 15, BLOCK 4 of the "KEWALO TRACT" as shown on that certain map recorded in Liber 162 at Page 222 filed in the Bureau of Conveyances of the State of Hawaii, and containing an area of 4,312 square feet, more or less.

BEING THE PREMISES ACQUIRED BY WARRANTY DEED

GRANTOR: VICTORIA WARD, LIMITED, a Delaware corporation

GRANTEE: FIRST HAWAIIAN BANK, a Hawaii corporation, as Trustee under that certain unrecorded Land Trust Agreement No. FHB-TRES 200602, dated September 20, 2006, with full powers to sell, mortgage, lease or otherwise deal with the land

DATED: September 20, 2006

RECORDED: Document No. 2006-176675