

The Howard Hughes Corporation  
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Doug Johnstone  
Vice President, Development

May 24, 2018

Garett Kamemoto  
Hawaii Community Development Authority  
547 Queen Street  
Honolulu, HI 96813

RE: Victoria Ward, Limited Public Facilities Agreement for  
LAND BLOCK 1, PROJECT 4

Dear Mr. Kamemoto:

This Public Facilities Agreement for LAND BLOCK 1, PROJECT 4 is being submitted by Victoria Ward, Limited ("VWL") in conjunction with the development permit application to the Hawaii Community Development Authority ("HCDA") for LAND BLOCK 1, PROJECT 4, consisting of 58,300 sf of commercial space and 639,270 sf of residential. This Public Facilities Agreement is made pursuant to the Ward Neighborhood Master Plan ("Ward MP") approved by HCDA on January 14, 2009 under Hawaii Administrative Rules ("HAR") Title 15, Chapter 22 ("Vested Rules"), and pursuant to the Master Plan Development Agreement for the Ward Neighborhood Master Plan ("Development Agreement") executed on December 30, 2010.

According to the Vested Rules, HAR §15-22-73, the foregoing development project triggers a dedication of public facilities amounting to 3% of the total commercial and community service floor area and 4% of the total residential floor area (exclusive of reserved housing units), or a cash-in-lieu payment, as follows:

**Public Facilities Requirement: 27,320 sf**

Pursuant to the attached letter dated October 17, 2016, VWL agreed to public facility dedications of approximately 42,500 sf. Including the foregoing, as well as other public facilities credits and dedications in Ward Village to date (as noted in the detailed table below), VWL will generate public facilities credits in conjunction with the Ward MP, which will be sufficient to meet the public facilities requirement for Land Block 1, Project 4:

EXHIBIT C

*Howard Hughes*

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Table 5.4 Ward Village Public Facilities Dedication

<b>WARD VILLAGE PUBLIC FACILITIES DEDICATION</b>	
<b>Credit from Pre-Ward MP Projects</b> <b>Item</b> "2003 Credits" from transfer of lands to HCDA Ward Village Shops Ph 1A, 1B, and 2A Ward Entertainment Center Ward Centre Ward Village Shops JDA (Jan. 23, 2009) Exemption Queen/Kamakee Intersection Improvements <b>Subtotal - Credit from Pre-Ward MP Projects [a]</b>	<b>Dedication Area</b> 42,564 sf (3,893 sf) (142 sf) (234 sf) 571 sf 715 sf <b>39,581 sf</b>
<b>Ward MP Dedications</b> <b>Location</b> KAK 13-036 [LB2-P1] Waiea [Doc A-52480775] KAK 13-037 [LB3-P1] Anaha [Doc A-52480776] KAK 13-037 [LB3-P1] Anaha [Doc A-52480778] KAK 13-037 [LB3-P1] Anaha [Doc A-52480777] KAK 13-037 [LB3-P1] Anaha [Doc A-52480779] KAK 13-038 [LB5-P1] Ke Kilohana [Doc A-52480780] Halekauwila Street Transfer to HCDA [Doc A-55070352] KAK 14-066 [LB2-P2] Gateway Plaza [Doc A-60100943] LB1: Sidewalk Easements A-1 to A-5 [2015/SUB-19] - Pending LB1: Driveway Easements A-6 [2015/SUB-19] - Pending LB1: Central Plaza - Pending <b>Subtotal - Ward MP Dedications [b]</b>	<b>Dedication Area</b> 521 sf 353 sf 496 sf 431 sf 902 sf 1,785 sf 37,261 sf 34,371 sf 4,500 sf 38,000 sf 53,251 sf <b>171,871 sf</b>
<b>Total Dedications to Date [a + b]</b>	211,452 sf
<b>Required Public Facilities Dedication</b> <b>Project</b> KAK 13-036 [LB2-P1] Waiea KAK 13-037 [LB3-P1] Anaha KAK 13-038 [LB5-P1] Ke Kilohana KAK 14-066 [LB2-P2] Gateway Towers KAK 14-074 [LB1-P2] Ae'o KAK 16-075 [LB1-P3] 'A'ali'i Kō'ula [LB1-P4] <b>Total Required Dedication</b>	<b>Dedication Area</b> 20,831 sf 25,796 sf 3,092 sf 31,163 sf 24,052 sf 24,788 sf <b>27,320 sf</b> <b>157,042 sf</b>
<b>Remaining Balance (exceeding requirements)</b>	<b>54,410 sf</b>

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Vice President, Development

The numbers noted herein are based upon approximations of square footage and may change once development plans are further defined. VWL reserves the right to revise any of the approximations utilized above, which shall be reflected in a written amendment to this unilateral public facilities agreement.

Very Truly Yours,

VICTORIA WARD, LIMITED



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Doug Johnstone, Authorized Signatory

Enclosure

*Howard Hughes Corporation*

October 17, 2016

Aedward Los Banos  
Hawaii Community Development Authority  
461 Cooke Street  
Honolulu, HI 96813

RE: Victoria Ward, Limited Public Facilities Agreement for  
LAND BLOCK 1, PROJECT 3

Dear Mr. Los Banos:

This Public Facilities Agreement for LAND BLOCK 1, PROJECT 3 is being submitted by Victoria Ward, Limited ("VWL") in conjunction with the development permit application to the Hawaii Community Development Authority ("HCDA") for LAND BLOCK 1, PROJECT 3, consisting of 15,000 sf of commercial space and 608,460 sf of residential. This Public Facilities Agreement is made pursuant to the Ward Neighborhood Master Plan ("Ward MP") approved by HCDA on January 14, 2009 under Hawaii Administrative Rules ("HAR") Title 15, Chapter 22 ("Vested Rules"), and pursuant to the Master Plan Development Agreement for the Ward Neighborhood Master Plan ("Development Agreement") executed on December 30, 2010.

According to the Vested Rules, HAR §15-22-73, the foregoing development project triggers a dedication of public facilities amounting to 3% of the total commercial and community service floor area and 4% of the total residential floor area (exclusive of reserved housing units), or a cash-in-lieu payment, as follows:

**Public Facilities Requirement: 24,788 sf**

In connection with Land Block 1, Project 3 referenced above, which triggers a public facilities requirement of approximately 24,788 sf, VWL hereby agrees to fulfill the public facilities requirements as set forth below:

1. VWL shall deliver approximately 38,000 sf of public facilities in the form of driveways (Private Drive 1 and Private Drive 2) via perpetual public easement; and
2. VWL shall deliver approximately 4,500 sf of public facilities in the form of sidewalks via perpetual public easement.

VWL has accumulated public facilities credits in conjunction with the Ward MP. With the foregoing excess credits generated by Land Block 1, Project 3, the remaining public facilities credit balance is as follows:

Mr. Aedward Los Banos

October 17, 2016

Page 2

Re: Victoria Ward, Limited Public Facilities Agreement for Land Block 1, Project 3

Table 5-4 Ward Village Public Facilities Dedication.

<b>WARD VILLAGE PUBLIC FACILITIES DEDICATION</b>	
<b>Credit from Pre- Ward MP Projects</b>	
<i>Item</i>	<i>Dedication Area</i>
"2003 Credits" from transfer of lands to HCDA	42,564 sf
Ward Village Shops Ph 1A, 1B, and 2A	(3,893 sf)
Ward Entertainment Center	(142 sf)
Ward Centre	(234 sf)
Ward Village Shops JDA (Jan. 23, 2009) Exemption	571 sf
Queen/Kamakae Intersection Improvements	<u>715 sf</u>
<b>Subtotal - Credit from Pre-Ward MP Projects [a]</b>	<b>39,581 sf</b>
<b>Ward MP Dedications</b>	
<i>Location</i>	<i>Dedication Area</i>
KAK 13-036 [LB2-P1] Waiea [Doc A-52480775]	521 sf
KAK 13-037 [LB3-P1] Anaha [Doc A-52480776]	353 sf
KAK 13-037 [LB3-P1] Anaha [Doc A-52480777]	496 sf
KAK 13-037 [LB3-P1] Anaha [Doc A-52480777]	431 sf
KAK 13-037 [LB3-P1] Anaha [Doc A-52480779]	902 sf
KAK 13-038 [LB5-P1] Ke Kihohana [Doc A-52480780]	1,785 sf
Halekauwila Street Transfer to HCDA [Doc A-55070352]	37,261 sf
KAK 14-066 [LB2-P2] Gateway Park [Doc A-60100943] - Central Plaza Ph 1	34,371 sf
LB1: Sidewalk Easements A-1 to A-5 [2015/SUB-19] - Pending	4,500 sf
LB1: Driveway Easement A-6 [2015/SUB-19] - Pending	<u>38,000 sf</u>
<b>Subtotal - Ward MP Dedications [b]</b>	<b>118,620 sf</b>
<b>Total Dedications to Date [a + b]</b>	<b>158,201 sf</b>
<b>Required Public Facilities Dedication</b>	
<i>Project</i>	<i>Dedication Area</i>
KAK 13-036 [LB2-P1] Waiea	21,029 sf
KAK 13-037 [LB3-P1] Anaha	25,796 sf
KAK 13-038 [LB5-P1] Ke Kihohana	3,092 sf
KAK 14-066 [LB2-P2] Gateway Towers	31,163 sf
KAK 14-074 [LB1-P2] Ae'o	24,051 sf
'A'ali'i [LB1-P3]	<u>24,788 sf</u>
<b>Total Required Dedication</b>	<b>129,919 sfsf</b>
<b>Remaining Balance (exceeding requirements)</b>	<b>28,282 sf</b>

Mr. Aedward Los Banos

October 17, 2016

Page 3

Re: Victoria Ward, Limited Public Facilities Agreement for Land Block 1, Project 3

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Very Truly Yours,

VICTORIA WARD, LIMITED

  
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Race/Randle, Authorized Signatory