

**Developer
Request for
Proposals No.
DEV-RFP-23-
002**

**Mixed-Use, 19.5-Acre Site at the
NW Corner, Villages of Kapolei
Tax Map Key No. (1) 9-1-016: 035 (por.)**



Issued: 5/2/2023

Pre-Proposal Conference: 6/7/23

Responses Due: 9/21/23

NOTICE TO INTERESTED PARTIES
Request for Proposals (RFP) No. DEV-RFP-23-002
MIXED-USE, 19.5-ACRE SITE AT THE NORTHWEST CORNER
VILLAGES OF KAPOLEI, TMK (1) 9-1-016: 035 (POR.)

The HAWAII HOUSING FINANCE AND DEVELOPMENT CORPORATION (HHFDC) is requesting proposals from persons or firms who meet the qualifications described herein to enter into a real estate development agreement to plan, design, develop, and operate a vibrant, single-use residential or mixed-use "urban village" that is primarily residential at the northwest corner parcel, Tax Map Key No. (1) 9-1-016: 035 (portion of), in the Villages of Kapolei (VOK), an 888-acre master planned community, located in Kapolei, Oahu, Hawaii.

Copies of the RFP shall be made available as follows, beginning **May 2, 2023**.

- 1. Electronic copy on the HHFDC website.** A copy of the RFP documents can be reviewed and downloaded online at no cost. Go to <http://hawaii.gov/dbedt/hhfdc/>. Locate and click on the RFP link to download the documents. **Any Offeror who downloads the solicitation documents online is advised to register by e-mail to the RFP Contact.** To register, please email the RFP Contact below and provide the following information:

Company Name, Mailing Address, Contact Person Name, Email, Phone Number.

If Offeror does not register with the RFP Contact, Offeror will not be sent notification of the Pre-Proposal Conference details, or addenda to the RFP. All Addenda however, will be posted on the HHFDC website.

To complete registration, an Offeror must also submit a mandatory "Notice of Intent to Offer" letter (**Attachment 1**) together with a corporate resolution of "authorization to sign". Submittal of a Notice of Intent to Offer letter and a corporate resolution or "authorization to sign" by the required deadline are required in order to submit a proposal.

- 2. Hard copy by U.S. Postal Service first class mail, FedEx, or equivalent.** Notify the RFP Contact to arrange mailing of the solicitation documents. Must have carrier account number or documents will be mailed via USPS First Class Mail. **A fee of \$500 per copy** will be assessed for administrative and printing costs. The fee shall be in the form of a cashier's check or certified check made payable to the "Hawaii Housing Finance and Development Corporation".

A remote **Pre-Proposal Conference** will be held on **June 7, 2023 at 10:00 a.m HST**. Details on how to access the conference will be provided only to Offerors that have registered with the HHFDC's RFP Contact.

Statements made by HHFDC representatives at the Pre-Proposal Conference, or otherwise during the solicitation process shall not be binding on HHFDC unless confirmed by written addendum. Direct all questions regarding the RFP, in writing, to the RFP Contact, Stan S. Fujimoto, Project Manager, Email: stanley.s.fujimoto@hawaii.gov. The **deadline for questions is July 26, 2023 at 4:00 pm HST**. Responses will be prepared as an addenda and emailed to registered Offerors.

Proposals must be received and time-stamped no later than 4:00 PM HST on September 21, 2023 by HHFDC at its office located at 677 Queen Street, Suite 300, Honolulu, Hawaii 96813.

Delmond J.H. Won, Executive Assistant

Hawaii Housing Finance and Development Corporation

Honolulu Star-Advertiser: May 2, 2023
May 10, 2023

Table of Contents

1. EXECUTIVE SUMMARY	5
2. INTRODUCTION AND PURPOSE	8
3. PROJECT OVERVIEW	10
3.1 Kapolei, O’ahu’s Second City	10
3.2 Villages of Kapolei	11
3.3 Northwest Corner Property	12
3.4 Site Boundaries	13
3.5 Site Improvements and Interim Uses	20
4. HHFDC OBJECTIVES	23
4.1 Key Objectives and Vision for the Site	23
5. PROJECT REQUIREMENTS	25
5.1 Land Use Classification	25
5.2 Zoning	25
5.3 Surrounding Land Uses	37
5.4 Transportation/Access Context	39
5.5 Infrastructure Context	41
5.6 Other Project Requirements	47
5.7 Permits and Clearances	54
5.8 Conceptual Programming	57
6. SUBMITTAL REQUIREMENTS	61
6.1 Notice of Intent of Offer	61
6.2 Proposal Requirements	61
6.3 Development Concept and Strategy	63
6.4 Financial Proposal	66
6.5 Management Proposal	67
6.6 Exceptions or Alternative Proposals	67

6.7	Submittal Format.....	67
6.8	Late Proposals	68
7.	SELECTION CRITERIA.....	69
8.	DEVELOPER SELECTION PROCESS	71
8.1	Selection Process	71
8.2	Award	72
8.3	Selection Schedule.....	73
9.	TERMS AND CONDITIONS	75
9.1	Reservation of Rights	75
9.2	Submission of Proposal	75
9.3	Confidentiality	76
9.4	Responsibility of Respondents.....	76
9.5	Non-Collusion	77
9.6	Award Protest.....	77
9.7	Additional Terms and Conditions	78
9.8	Role of HHFDC After Award	79
9.9	Campaign Contributions by State and County Contractors.....	79
9.10	Cancellation	79
9.11	Rejection of Proposals	79
9.12	Financial Obligations.....	79
9.13	Disclaimer in Event of Reliance on Material in this RFP.....	80

1. EXECUTIVE SUMMARY

Opportunity	Submit a proposal to develop approximately 19.473 acres of land in Kapolei, located 22 miles west of Honolulu. The landowner—the Hawai'i Housing Finance and Development Corporation ("HHFDC") —seeks a developer to plan, design, develop, and operate a vibrant, single-use residential or mixed-use "urban village" that is primarily residential on one of the last vacant parcels of land in the Villages of Kapolei ("VOK"), an 888-acre master planned community. As the entryway to the VOK and one of the final pieces of the master planned community, HHFDC envisions a cornerstone project at the property which will enhance the character of the area and fulfill its potential as a source of Village cohesion and identity.
Site	The property consists of 27.619 gross acres and 19.473 net acres, after the Hawaii State Veterans Home ("HSVH") project and easements are deducted. It is located in the northwest corner of the Villages of Kapolei, at the intersection of Fort Barrette Road and Farrington Highway.
Potential Uses	Single-use residential or mixed-use development that is primarily residential with small-scale retail, commercial, and multifamily housing. The property is zoned BMX-3 (Community Business Mixed Use).
Selection Process	Following this Request for Proposals ("RFP"), a pre-proposal conference, notice of intent to submit an offer, and submission of proposals, qualified teams will be evaluated by a selection committee, after which the committee will recommend a development team for exclusive negotiations and approval by the HHFDC Board of Directors.
RFP Appendices	Available as a downloadable file on HHFDC's website, http://hawaii.gov/dbedt/hhfdc/ .
Non-Mandatory Pre-Proposal Conference	A remote Pro-Proposal Conference will be held at 10 a.m. HST on June 7, 2023 . Details on how to access the conference will be provided to Offerors that have registered with the HHFDC's RFP Contact. Interested parties are invited and recommended to attend; however, attendance at the Pre-Proposal Conference is not a mandatory prerequisite for submitting a proposal.
Notice of Intent to Submit an Offer	No later than 4:00 p.m. HST, on June 28, 2023 , a completed Notice of Intent to Offer form (Attachment 1) must be submitted with Corporate Resolution. Submittal of a completed Notice of Intent to Offer with Corporate Resolution by the deadline is a mandatory prerequisite for submitting a proposal.
RFP Questions	Accepted beginning on May 2, 2023 through July 26, 2023, at 4:00 p.m., HST . Questions should be emailed to the RFP Contact. Answers will be prepared as addenda and emailed to all registered Offerors.

Proposals Due	No later than 4:00 p.m. HST by HHFDC's time-clock on September 21, 2023.
RFP Response Format	Submit 1 original marked "ORIGINAL", 3 copies marked "COPY", one (1) electronic copy on compact disc or USB drive, and the non-refundable application fee to: Dean Minakami Interim Executive Director Request for Proposals No. DEV-RFP-23-002 Hawai'i Housing Finance and Development Corporation 677 Queen Street, Suite 300 Honolulu, Hawai'i 96813
Interviews	If necessary

A remote **Pre-Proposal Conference** will take place at the date, time and place noted above. Attendance is recommended but not mandatory. Interested Offerors may submit written inquiries to the RFP Contact to be answered at the Pre-Proposal Conference by the date specified. These inquiries, and new oral questions as time permits, will be answered at the Pre-Proposal Conference. Spontaneous answers to oral questions may be provided by HHFDC; however, Offerors are informed that responses to the oral questions will not be binding. If an Offeror wishes to receive a formal answer to oral questions raised at the Pre-Proposal Conference, the Offeror shall submit such questions to the RFP Contact by the deadline for written questions. All official responses will be provided in writing via addendum to this RFP. A walk through of the Property will not be held. **Written Questions** concerning this RFP after the Pre-Proposal Conference must be submitted to HHFDC as indicated and up until the date specified above. Questions shall be directed to the RFP Contact.

Interested Offerors shall submit a mandatory **"Notice of Intent to Offer"** letter (**Attachment 1**) together with a corporate resolution or "authorization to sign" no later than the date specified above addressed to the RFP Contact. **The Intent to Offer will form the official list of interested Offerors, and the recipient list of any communication and/or addenda relating to this RFP, and is a mandatory prerequisite for submitting a proposal.**

The terms and requirements of this RFP cannot be changed prior to the date for receipt of proposals except by duly issued and written addendum from HHFDC which will be sent to registered interested Offerors and posted on the HHFDC website. Offerors on the official list of interested Offerors will be notified of the addenda that are posted. Offerors will be responsible for obtaining any issued addenda from the HHFDC website.

One (1) original and three (3) copies along with one (1) electronic copy on USB flash drive of Offeror's proposal are due by the date and time specified above. Timely receipt of offers shall be evidenced by the date and time registered by the HHFDC time stamp clock. Offers received after the deadline shall be returned unopened. Proposals shall be placed in a sealed envelope(s) or container(s). A completed "Offer Form" (**Attachment 2**) with original wet signature shall be enclosed in the proposal package.

An Offeror may modify or withdraw its proposal prior to the established proposal due date in writing to the RFP Contact. The modification or withdrawal may be mailed, faxed, hand-delivered or e-mailed. Modifications or withdrawals must be accompanied by a duly executed certificate of resolution authorizing the signer to modify or withdraw the proposal.

This RFP may be cancelled and any or all proposals may be rejected in whole or in part, without liability, when it is determined to be in the best interest of the State, in the State's sole discretion. The State shall not be liable for any costs, expenses, loss of profits or damages whatsoever, incurred by the Offeror in the event this RFP is cancelled or a proposal is rejected.

This RFP is issued by the HHFDC. The Executive Director's name and contact information are as follows:

Dean Minakami, Interim Executive Director
Hawaii Housing Finance and Development Corporation
677 Queen Street, Suite 300
Honolulu, Hawaii 96813
Ph: (808) 587-0518
Email: dean.minakami@hawaii.gov

All communications regarding this RFP during this solicitation by the Offeror, consultants and agents shall be directed to the RFP Contact as follows:

Stan S. Fujimoto, Project Manager
Hawaii Housing Finance and Development Corporation
677 Queen Street, Suite 300
Honolulu, Hawaii 96813
Ph: (808) 587-0541
Email: stanley.s.fujimoto@hawaii.gov

2. INTRODUCTION AND PURPOSE

TERMS AND ACRONYMS USED THROUGHOUT THE SOLICITATION

The following terms and acronyms have the same meaning throughout this RFP, unless specifically stated otherwise or clearly inappropriate in the context.

Addendum	= A written document issued by HHFDC during the solicitation period clarifying or establishing changes to the RFP, which will be considered and made a part of the RFP.
Award	= Written notification of the approval of the Offeror's proposal.
BAFO	= Best and Final Offer
Contract	= All types of agreements (e.g., the Development Agreement, Lease Agreement, and/or any other agreement) executed as a result of this RFP.
Contractor	= Any individual, partnership, firm, corporation, joint venture, or representative or agent, awarded a contract as a result of this solicitation.
Development	= Successful completion of the project that is the subject of this RFP.
Development Agreement	= The contract executed by HHFDC and the Successful Offeror as a result of this RFP.
HAR	= Hawaii Administrative Rules
HHFDC	= Hawaii Housing Finance & Development Corporation
HRS	= Hawaii Revised Statutes
Offeror	= Any individual, partnership, firm, corporation, joint venture, or representative or agent, submitting an offer in response to this solicitation. The terms "Proposer", "Offeror", "Respondent", and Developer" are used interchangeably in this RFP.
Priority List	= Those Responsible Offerors who: (1) have submitted a proposal in response to this RFP which the HHFDC evaluation committee determines to be acceptable or potentially acceptable and among the most qualified to perform and complete the Project. If more than three acceptable or potentially acceptable proposals have been submitted, the Priority List will be limited through evaluation and ranking to no more than three (3) acceptable or potentially acceptable Offerors who submitted the highest-ranked proposals.

Responsible Offeror	= An Offeror who has submitted a complete proposal and the HHFDC evaluation committee determines has: (1) the capability in all respects to design, construct, and operate the Project; and (2) the integrity and reliability that will ensure good faith performance.
RFP	= Request for Proposals, referring to all documents, whether attached or incorporated by reference, utilized for soliciting proposals.
RFP Contact	= The person designated by HHFDC to receive various communications in writing relating to the RFP.
State	= State of Hawaii, including all departments, attached agencies, and political subdivisions.
Successful Offeror	= Any individual, partnership, firm, corporation, joint venture, or representative or agent, awarded a contract by the HHFDC as a result of this solicitation.

This Request For Proposals (“RFP”) is being issued by the Hawaii Housing Finance and Development Corporation (“HHFDC”) for the purpose of soliciting proposals from interested developers or development teams who meet the qualifications described herein and to enter into a development agreement to plan, design, develop, and operate a vibrant, single-use residential or mixed-use “urban village” on one of the last vacant parcels of land in the Villages of Kapolei (“VOK”), an 888-acre master planned community. As the entryway to the VOK and one of the final pieces of the master planned community, HHFDC envisions a cornerstone project at the property which will enhance the character of the area and fulfill its potential as a source of Village cohesion and identity. The project site is a vacant, non-ceded, portion of a parcel owned by HHFDC, Tax Map Key No. (1) 9-1-016: 035 (portion of), being approximately 19.473 acres out of the total parcel size of 27.619 acres, identified as the “Northwest Corner.” This RFP gives qualified developers an opportunity to demonstrate a workable planning and business framework for their approach to developing the property, consistent with the vision and other principles described in this RFP.

The submitted proposal is expected to be conceptual in nature, relying upon the developer’s past project experience to establish proposed financial feasibility and project viability assessments, estimated costs, financing packages, schematic site planning, design and building types.

The selected developer will be responsible for completing the development of the project lien free in accordance with the requirements specified by HHFDC.

After reviewing proposals and potentially interviewing parties who submit responsive proposals, HHFDC anticipates selecting a preferred master developer and entering into negotiations for the long-term lease and/or sale of the property, as proposed by the developer within the parameters of this RFP, and execution of a Development Agreement (“DA”). The process and criteria that will be used to make the selection are described later in the RFP. To reach agreement on the terms of the DA, the developer and HHFDC will negotiate, in good faith, terms for the parties to move forward together and will clarify respective roles and responsibilities including pre-development activities and budgets, as well as key terms and conditions of sale or ground lease of the property and related development and financial considerations.

3. PROJECT OVERVIEW

3.1 Kapolei, O’ahu’s Second City

Kapolei is located 22 miles west of Honolulu on the island of O’ahu in Hawai’i (see **Figure 1**, Kapolei and Honolulu, Oahu). It is located within the consolidated city-county of Honolulu, in one of the county’s nine administrative districts, called District 1, Ewa. Honolulu’s General Plan promotes full development of the Primary Urban Center (the city of Honolulu) while also encouraging development of the Secondary Urban Center at Kapolei, which is called “the heart of Ewa” in the County’s *Ewa Development Plan*.

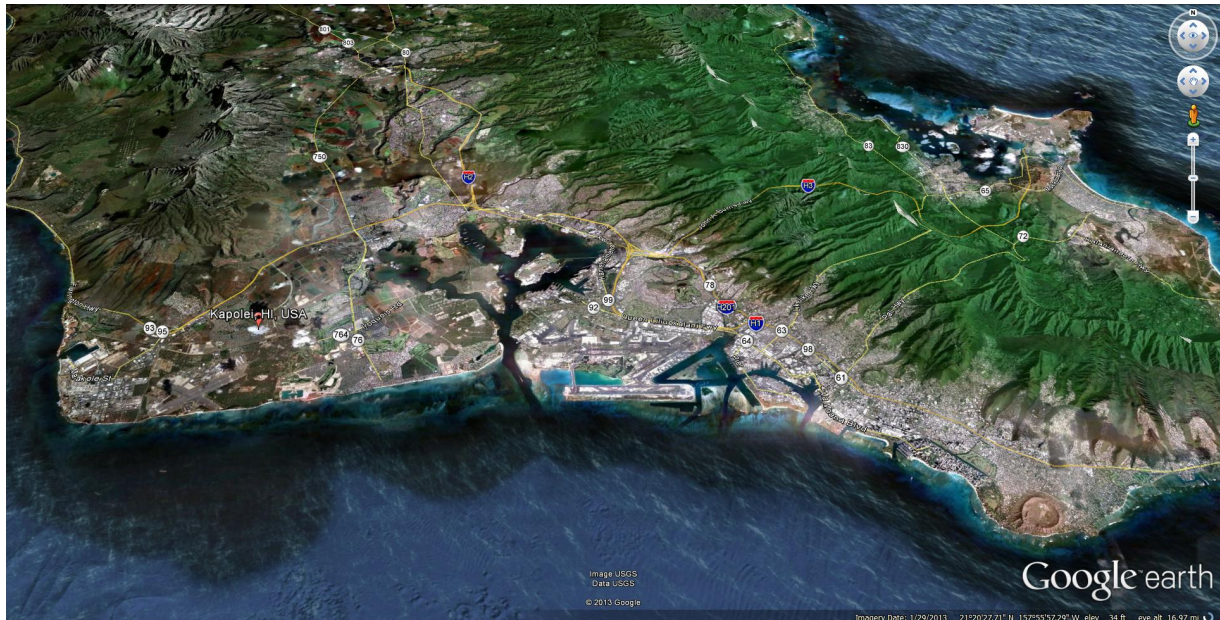
Between the late 1800s and the 1950s, much of the city now called Kapolei was used for sugar production, part of the vast land holdings of James Campbell and, after his death, the Estate of James Campbell. As sugarcane production declined during the 1950s, the Estate of James Campbell and City and State officials collaborated to develop a vision for a secondary urban center, to complement the State’s capital and primary city, Honolulu. By the 1970s, the vision for a second city was memorialized into policies approved by the City and State that directed growth towards Kapolei to prevent urban sprawl, preserve open space and agricultural and rural lands on the island, stimulate the economy, and provide an orderly plan for growth based on sustainable principles.

Between 1990 and 2020, Kapolei was transformed from the remains of the plantation to a city of 21,674 people with average household incomes of \$117,940.¹ Kapolei grew from a population of 15,186 in 2010 to 21,674 in 2020.

¹ Population, housing units, and household income per Census 2020 for Kapolei Census Designated Place (“CDP”).

3. PROJECT OVERVIEW

Figure 1 Kapolei and Honolulu, Oahu



3.2 Villages of Kapolei

The Villages of Kapolei (“VOK”) is one of HHFDC’s most significant master planned communities. Development of the 888-acre project began in the 1980s and is nearly complete, featuring 4,000 housing units at various densities as well as schools, parks, commercial services, and recreation facilities. During the master planning of the VOK, the lack of affordable housing particularly on the island of O’ahu was reaching crisis proportions. As one response to the affordable housing need, the State prepared a development concept for the VOK which provides a significant number of high-quality single- and multifamily homes in a master-planned community atmosphere with affordable price levels, with 60 percent of homes developed affordable to households making no more than 140 percent of area median income and 40 percent to be sold or rented at market rate prices. Currently, the VOK’s 4,000 units include approximately 60 percent income-restricted units. VOK includes:

- Village 1 Kumu Iki
- Village 2 A’elo
- Village 3 Malanai
- Village 4 Kekuilani
- Village 5 Iwalani
- Village 6 Malu’ohai
- Village 7 Kapolei Kai
- Village 8 Kaupe’a
- Three schools including Kapolei Elementary, Middle and High Schools
- Golf course
- Recreation center
- Community park

3. PROJECT OVERVIEW

3.3 Northwest Corner Property

HHFDC requests responses from qualified developers to partner in planning, entitling, and developing one of the last vacant parcels in the VOK, a 19.473-acre site located in the northwest corner of the Villages of Kapolei (called "NW Corner") at the key intersection of Fort Barrette Road and Farrington Highway (see **Figure 2** for property location and general boundaries). Roadways around the property include:

- **West.** Fort Barrette Road is a two-lane State roadway running north-south through Kapolei. Work to expand Fort Barrette Road to four lanes is underway. North of the site, Fort Barrette Road becomes Makakilo Drive and connects to Highway H-1, O'ahu's primary freeway, less than 1,000 feet from the NW Corner site. Please note that there may be access restrictions to Fort Barrette Road from the NW Corner site and HHFDC has been denied access to this road by the State Department of Transportation in the past.
- **North.** Farrington Highway is a four-lane County road running east-west and parallel to the H-1 Freeway. Access to this road from the NW Corner site is proposed and will be considered by the County in collaboration with a development plan though the ultimate decision will depend on traffic analysis at that time.
- **East.** Kealanani Avenue is a two-lane HHFDC road pending dedication to the County, running north-south through the Villages of Kapolei. Access from the NW Corner site to this road will be subject to approval by the County.

The NW Corner is zoned BMX-3 (Community Business District) by the City and County of Honolulu. This allows for a broad mix of uses including residential, office, retail, civic, cultural, medical, and visitor-serving, among others, and buildings up to sixty feet in height.

A 2007 analysis explored alternative land use scenarios with: a) mostly commercial, b) mostly residential, and c) mixed-use. The mixed-use concept illustrated a plan with 750 to 800 residential units and 386,900 square feet of commercial space. See [RFP Appendix 1](#) for 2007 Planning Concepts.

3. PROJECT OVERVIEW

Figure 2 Northwest Corner Property



3.4 Site Boundaries

The 27.6-acre NW Corner property is bounded on the north by Farrington Highway, on the east by Kealanani Avenue, on the west by Fort Barrette Road, and on the south by an existing Villages of Kapolei residential subdivision called Kumu Iki. The property is identified as a Tax Map Key (“TMK”) parcel (1) 9-1-016:035 (see **Figure 3** Location Map and **Figure 4** Tax Map Key). This parcel consists of six lots, listed below, which include roadway and landscaping easements along its north and east boundaries.

The developable portion of this parcel is made up of Lot 2-A and Lot 5351, less the HSVH site (defined below).

Lot 2-A =	3.634 acres
Lot 5351 =	22.890 acres
Less HSVH site, Unit 1	<u>(7.051 acres)</u>
Net Project Area =	19.473 acres
HSVH site, Unit 1 =	7.051 acres
Lot 2-B (Road Widening Lot) =	0.093 acre
Lot 5353 (Landscaping Lot) =	0.506 acre
Lot 5354 (Road Widening Lot) =	<u>0.496 acre</u>
Gross Area =	27.619 acres

Map 505 of Land Court Application 1069 identifies the locations of Lots 5351, 5353 and 5354 at the NW Corner parcel (see **Figure 5** Map 505 Land Court Application 1069) and Map 13 of Land

3. PROJECT OVERVIEW

Court Application 1828 identifies the locations of Lots 2-A and 2-B (see **Figure 6** Map 13 Land Court Application 1828).

On May 9, 2003, HHFDC received subdivision approval of a roadway widening parcel along Farrington Highway, including frontage along the NW Corner parcel. See **Figure 7** Subdivision of Farrington Highway Road Widening. Lots 2-A and 2-B of Map 13 of Land Court Application 1828 is the Land Court registration of a portion of this subdivision approval, as to what was previously Lot 2 on Map 1 Land Court Application 1828. The Land Court registration for the balance of this subdivision approval is pending. See **Figure 8** Pending Land Court Registration of a Portion of Road Widening Subdivision. According to the Pending Land Court Registration map, the NW Corner parcel is estimated to be as follows:

Lot 2-A =	3.634 acres
New Land Court Parcel	22.844 acres
Less HSVH site	(7.051 acres)
Net Project Area =	19.427 acres

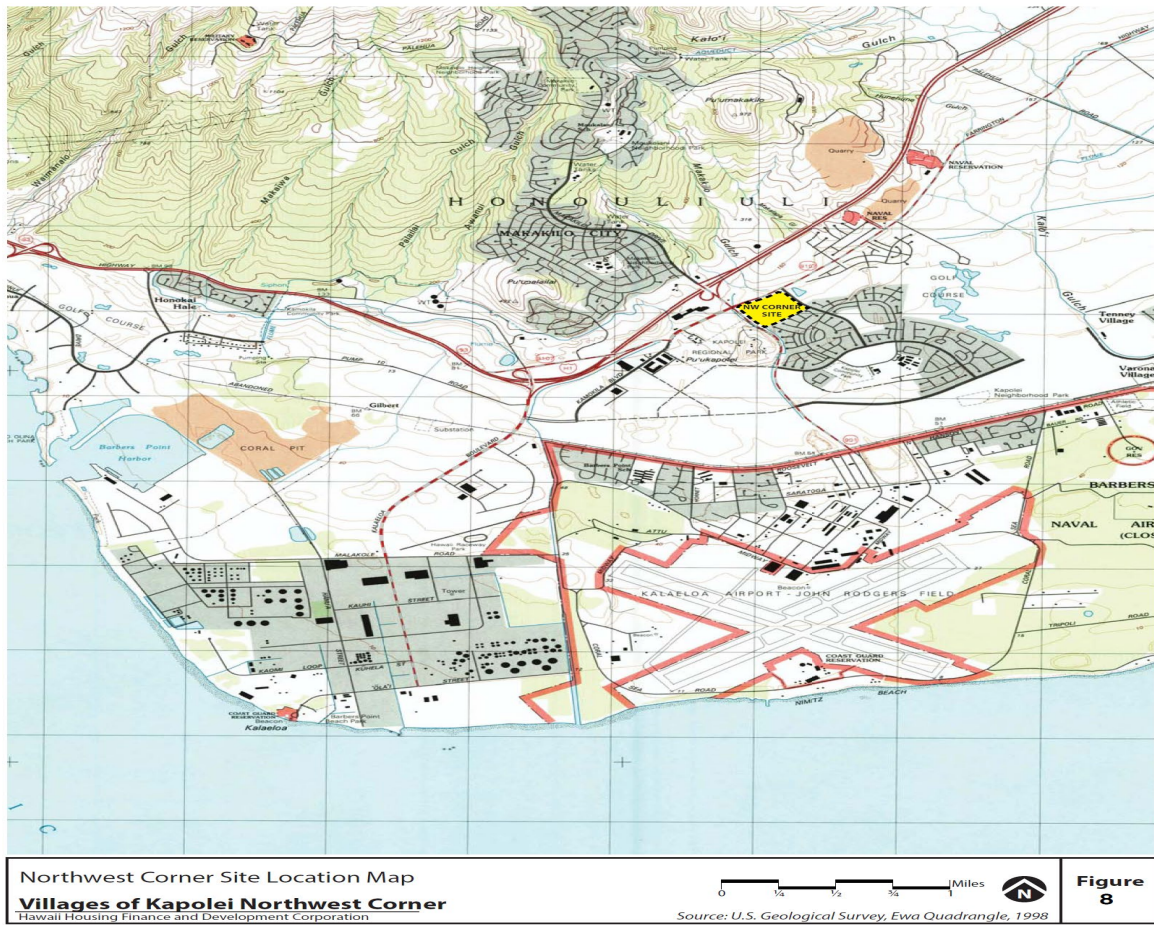
HHFDC has procured ControlPoint Surveying, Inc. (“ControlPoint”) to de-register the NW Corner parcel from Land Court. On July 7, 2022, HHFDC filed a Petition with Land Court to withdraw the NW Corner parcel from Certificate of Title No. 341,501 and to issue a new Certificate of Title for the de-registered NW Corner parcel. See [RFP Appendix 22](#). If successful, HHFDC plans to have ControlPoint prepare a follow-up map of the Subdivision of Farrington Highway Road Widening subdivision approval at the NW Corner parcel indicating the Land Court and de-registered parcels and the resultant revised property description of the NW Corner parcel. There is no assurance that HHFDC and ControlPoint will be successful in de-registering the NW Corner parcel from Land Court. If unsuccessful, the NW Corner parcel will continue to be Land Court and the Subdivision of Farrington Highway Road Widening will need to be registered with Land Court, before the resultant property description for the NW Corner parcel can be identified.

According to MLS data, the 2018 real property assessed value for 26.62 acres of the NW Corner property was \$40,974,500. HHFDC is unable to locate any real property assessment information for the NW Corner parcel after 2018, either through MLS or at the City and County of Honolulu website.

See [RFP Appendix 2](#) for a topographic survey of the Net Project Area.

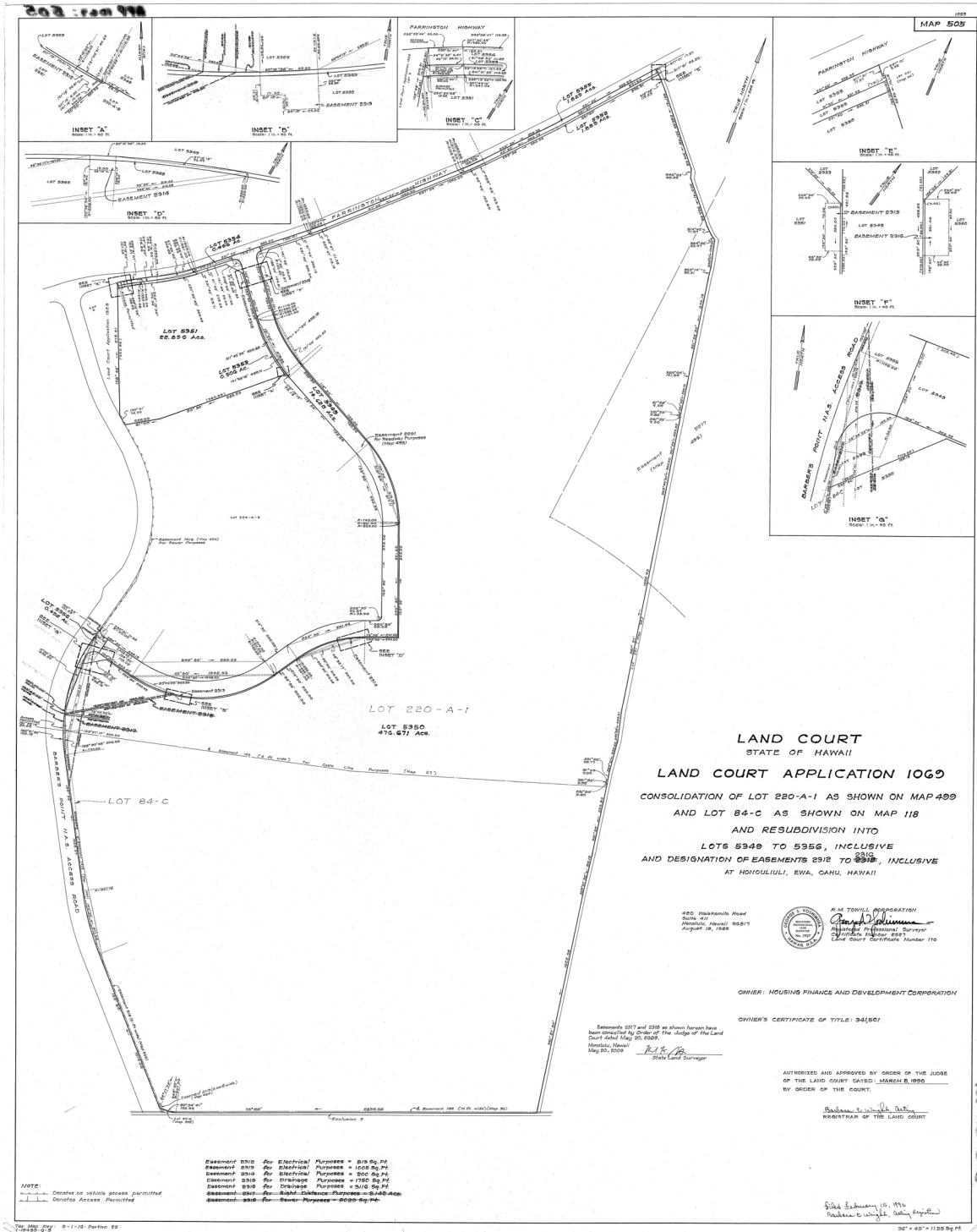
3. PROJECT OVERVIEW

Figure 3 **Location Map**



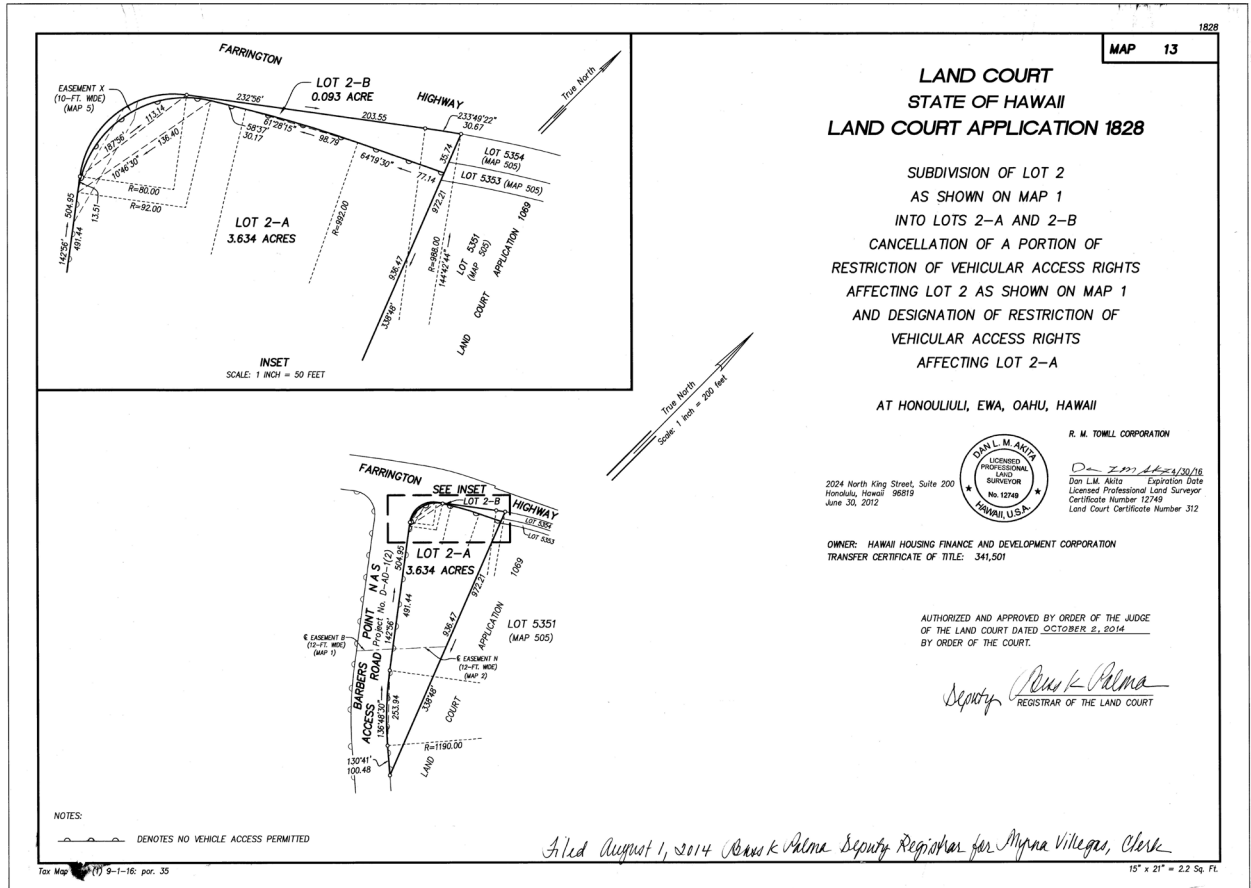
3. PROJECT OVERVIEW

Figure 5 Map 505 Land Court Application 1069



3. PROJECT OVERVIEW

Figure 6 Map 13 Land Court Application 1828



3. PROJECT OVERVIEW

Figure 7 Subdivision of Farrington Highway Road Widening

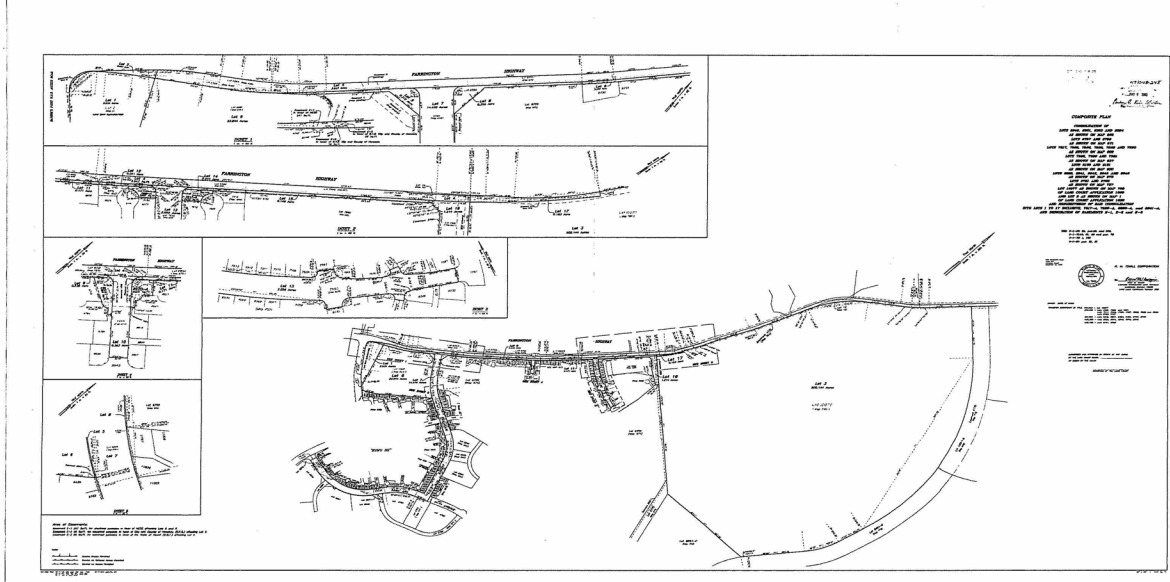
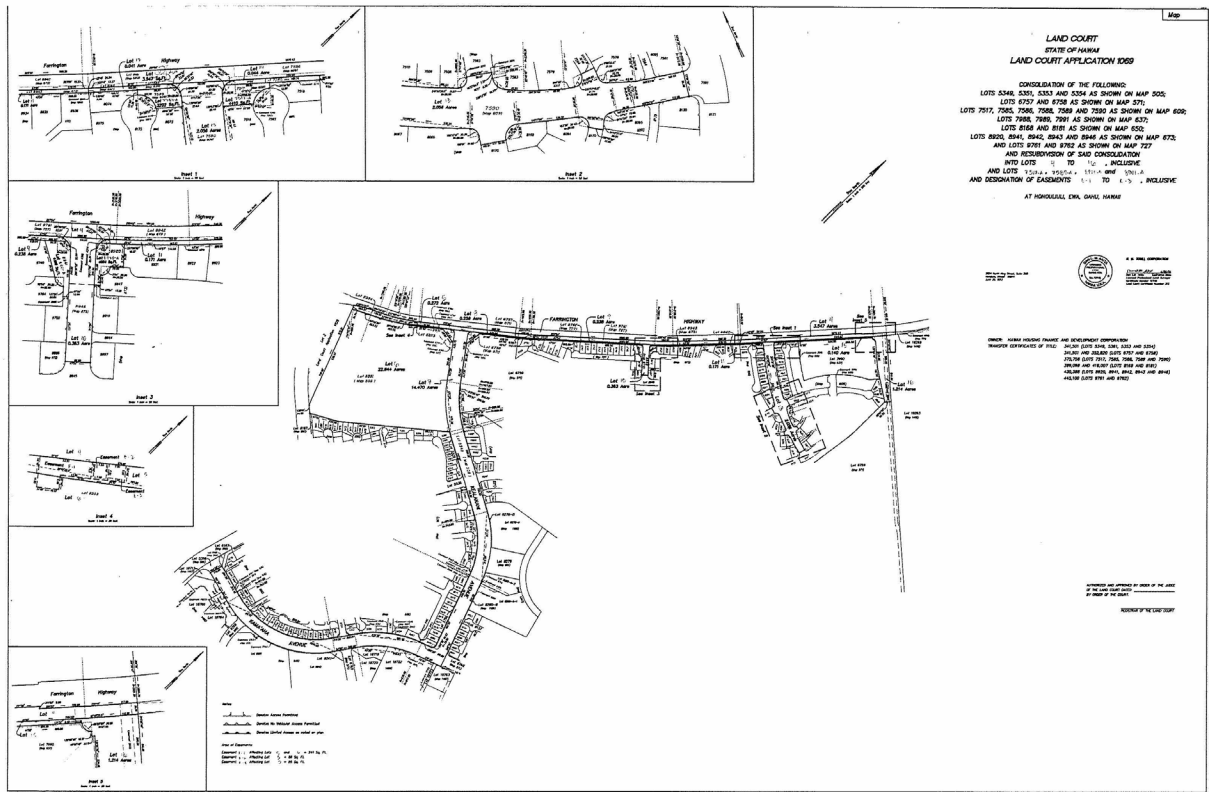


Figure 8 Pending Land Court Registration of Road Widening Subdivision



3. PROJECT OVERVIEW

Title reports for Lots 2-A and 2-B dated February 4, 2019 and for Lots 5351, 5353, and 5354 dated February 12, 2019 are included in **RFP Appendix 3**.² The NW Corner parcel is subject to encumbrances and restrictions, including access restrictions. The property is not ceded lands.

HHFDC is the fee simple owner of the NW Corner parcel. Conveyance of the property in fee simple is subject to Section 171-64.7, Hawaii Revised Statutes (“HRS”), requiring two-thirds vote approval of both houses of the Legislature. In 2010, the Legislature approved the fee simple sale of the NW Corner parcel in House Concurrent Resolution No. 32, S.D. 1. See [RFP Appendix 4](#).

A Phase I Environmental Site Assessment (“ESA”) for the NW Corner parcel has not been done. The developer shall be responsible for completing a Phase I ESA and any follow-up Phase II ESA as necessary.

3.5 Site Improvements and Interim Uses

The property is a portion of Tax Map Key (“TMK”) parcel (1) 9-1-016: 035 and has been divided into three CPR units called “Northwest Corner of Villages of Kapolei” (see **Figure 9** Project Site and Condominium Map). CPR documents can be found in **RFP Appendix 5**.³

CPR Unit 1 is currently being developed by the State of Hawaii, Department of Defense (“HDOD”), through the Department of Accounting and General Services, who is constructing the Hawaii State Veterans Home facility (“HSVH”). Plans for the HSVH may be referenced in **RFP Appendix 6**.⁴ The HSVH facility is proposed to be a 120 single-occupancy room facility to serve the nation’s veterans with a wide range of services including skilled nursing care, rehabilitation therapies, hospice care, Alzheimer’s care and more. The facility is proposed to be a 135,000 square feet 2-story building, with open parking for visitors and employees. Unit 1 is leased to the HDOD, who will own and manage the HSVH facility in leasehold. The Ground Lease for the HSVH site may be referenced in [RFP Appendix 7](#). The Geotechnical Engineering Exploration report for the HSVH site can be found in [RFP Appendix 8](#).

² Because of the number of files, RFP Appendix 3 will be shared via MS OneDrive with Offerors who register with the RFP Contact.

³ Because of the number of files, RFP Appendix 5 will be shared via MS OneDrive with Offerors who register with the RFP Contact.

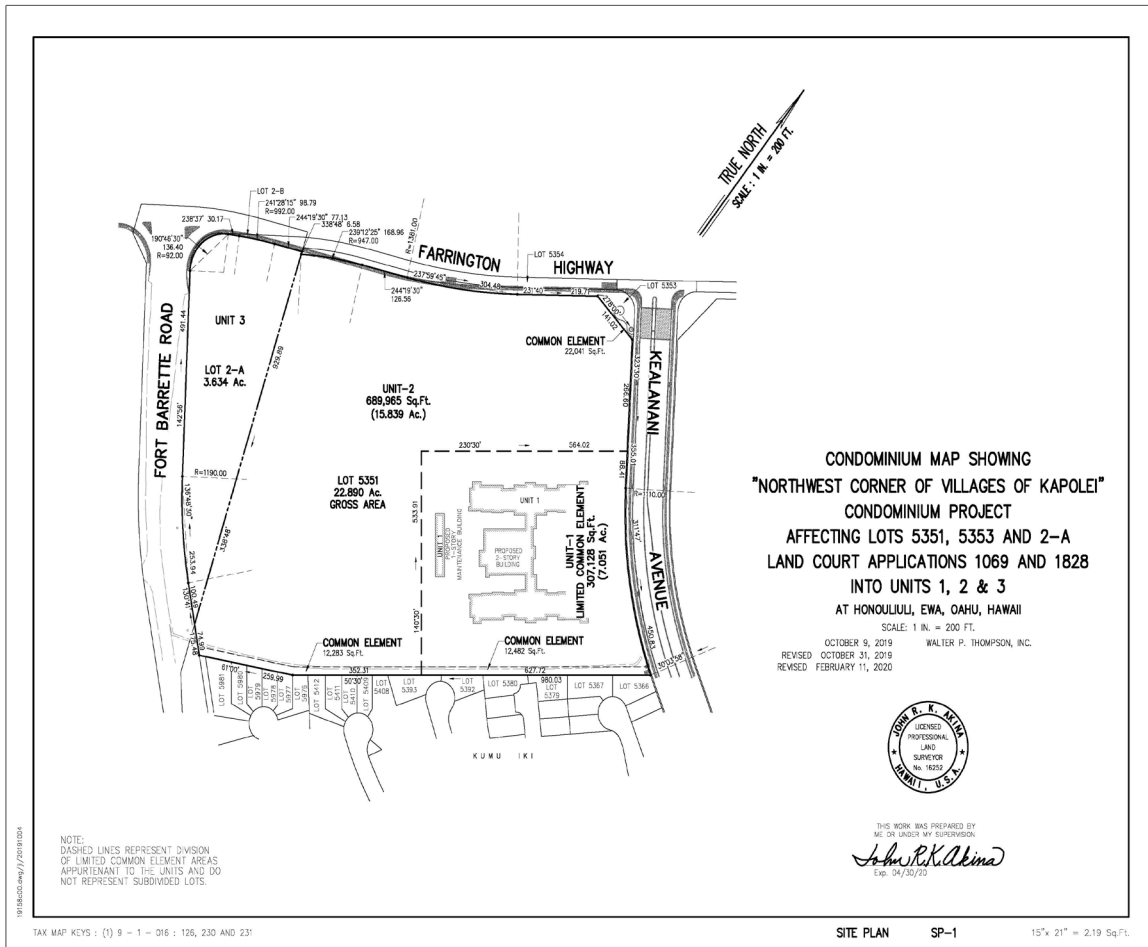
⁴ Because of the size of the file, RFP Appendix 6 will be shared via MS OneDrive with Offerors who register with the RFP Contact.

3. PROJECT OVERVIEW

The developable portion of the NW Corner parcel can also be described as made up of CPR Units 2 and 3.

Unit 2 =	15.839 acres
Unit 3 =	<u>3.634 acres</u>
Net Project Area =	19.473 acres

Figure 9 Project Site and Condominium Map



3. PROJECT OVERVIEW

The remainder of the NW Corner lot, which is the subject of this RFP, is vacant, consisting of a relatively flat, grassy field. A sprinkler system maintains the grass and there is a narrow asphalt path and a 6" CMU wall approximately 6'-10" tall,⁵ adjacent to the residential area to the south, but no other above-ground improvements exist. The site has been previously made available as a community gathering place for select events such as the Kapolei Carnival, with some festivals attracting 7,000 to 10,000 people. Otherwise, the property is posted as Government property with no-trespassing signage, and is off-limits to the public.

⁵ Please see **Section 5.6.4.** of this RFP.

4. HHFDC OBJECTIVES

4.1 Key Objectives and Vision for the Site

As a visible corner to the VOK and one of the final pieces of the master planned community available for development, HHFDC envisions a cornerstone project at the property which will enhance the character of the area, fulfill its potential as a source of Village cohesion and identity, maximize its value, and deliver unit count and financial gain in line with HHFDC's mission to increase the supply of workforce and affordable housing.

HHFDC has established the following project objectives and desired features:

4.1.1 Market-Rate and Affordable Housing

The project on the NW Corner shall be a vibrant single-use residential or mixed-use "urban village" that is primarily residential that includes at least 50% of the residential units targeted to households with incomes of no more than 140 percent of area median income ("AMI").⁶ Incentives for the development of affordable housing are described in **Section 5, Subsection 5.7**, Permits and Clearances.

4.1.2 Sustainable Development Standards

To the extent possible, the project shall comply with Chapter 196-9, Hawai'i Revised Statutes ("HRS"), regarding energy efficiency and environmental standards for state facilities.

4.1.3 Community Engagement and Due Diligence

Project planning shall include a robust community participation process to explore uses and design elements, as well as analyze traffic, environmental, and similar conditions.

4.1.4 Gateway and Focal Point of the VOK

Create a development that announces arrival at VOK, and establishes the NW Corner as a high-quality, attractive, and lively place for residents and visitors to gather and recreate.

4.1.5 Mixed-Use Urban Village

The NW Corner may incorporate housing, office, retail, and other uses that create a unique urban center for VOK and promote 24-hour activity.

4.1.6 Mixed-Income Development

⁶ AMI for a 4-person household in 2022 in Honolulu County was \$182,840. For families making up to 140 percent of AMI, an affordably priced 3-bedroom apartment could rent for \$4,754 per month (utilities inclusive) or a home for a 4-person household could sell for up to \$854,000 (at 5.5 percent interest rates). The 2022 HUD Income, Rents and Sales Price by Counties are available on HHFDC's website at: <https://dbedt.hawaii.gov/hhfdc/files/2022/04/2022-Income-Rent-Sales-Guidelines.pdf>.

In addition to affordable housing targeted to incomes up to 140 percent of AMI, the NW Corner site may incorporate housing for a variety of lower-income levels, possibly by utilizing federal and State financing programs.

4.1.7 Small-Scale Retail

Kapolei has a substantial amount of large-format retail, including a Wal-Mart across the street from the NW Corner. To diversify the local shopping options, to the extent feasible, HHFDC is envisioning a development that offers smaller stores and restaurants as complementary alternatives to the existing retail centers.

4.1.8 Placemaking Elements

The NW Corner may include placemaking elements such as community gathering space, public art, activated streets, or other elements that will facilitate dynamic and unique public spaces.

4.1.9 Smart Growth and New Urbanism

Development of the NW Corner should incorporate Smart Growth principles and New Urbanism approaches that will enhance the area, involve the community, embrace sustainability, create business opportunities, and create conditions that encourage walkability and facilitate transportation choices by connecting to bike-paths and local bus routes.

4.1.10 Advanced Sustainable Design

The NW Corner project should consider sustainable and energy efficient practices such as solar power, advanced metering, water conservation initiatives, passive solar heating, efficient building systems and products, vehicle charging stations, and rooftop gardening, among others.

4.1.11 Attractive Land Disposition Revenues

HHFDC is authorized to sell this land, in addition to offering it through long-term ground lease, and seeks to maximize the combined land proceeds and affordable units associated with the development within the parameters of this RFP. HHFDC will use the proceeds from the NW Corner project to advance its mission to develop and finance low- and moderate-income housing projects and administer homeownership programs throughout the State.

5. PROJECT REQUIREMENTS

5. PROJECT REQUIREMENTS

5.1 Land Use Classification

Per Section 205-2, HRS, land uses within Urban districts shall include activities or uses as provided by ordinances or regulations of the County within which the Urban district is situated. In 1990, the State Land Use Commission ("LUC") reclassified the 888-acre Villages of Kapolei site, including the NW Corner property, from the Agricultural District to the Urban District in Decision and Order Docket No. A88-622 (Bureau of Conveyances Document No. 1736622). Several of the conditions imposed by the LUC as part of the re-classification may apply to development of the NW corner site. These conditions are included in **Subsection 5.7** Permits and Clearances.

5.2 Zoning

The City & County of Honolulu re-zoned the NW Corner property from AG-1 to BMX-3 (Community Business Mixed-use District) in 2001 by City Council Ordinance 01-07 (see **Figure 10**, Zoning Map). Per the Land Use Ordinance ("LUO") Section 21-3.120(b), the intent of BMX-3 zoning is to provide areas for both commercial and residential uses outside of the central business mixed-use district. Development of the NW Corner will be subject to the development standards for BMX-3-zoned areas outlined in the LUO as well as to conditions imposed by the City and County of Honolulu's re-zoning. BMX-3 development standards and other conditions are described in the following sections.

5.2.1 Zoning Development Standards

Development standards for BMX-3 zoning (LUO Sec. 21-3.120-2) are provided below for information. The Selected Offeror shall comply with the LUO, as amended:

Minimum lot area:	5,000 square feet (sf)
Minimum lot width and depth:	50 feet
Front yard:	10 feet for dwellings; 5 feet for other uses - Note: where a zoning lot adjoins a residential, A-I, AMX-I district and forms a continuous front yard, the lot or the first 100 feet of the lot (whichever is less) shall conform to the front yard requirements for the dwelling use of the adjoining district per LUO Figure 21-3.6 (see Figure 11 of this document).
Side and rear yard:	5 feet for detached dwellings; 10 feet for MF dwellings; 0 for other uses (see notes from LUO Table 21-3.4).
Maximum density	2.5 Floor Area Ratio ("FAR")
Open Space Bonus:	(A) For each square foot of public open space provided, 5 sf of floor area may be added, exclusive of required yards; (B) For each square foot of arcade provided, 3 sf of floor area may be added, exclusive of required yards; and

5. PROJECT REQUIREMENTS

(C) Maximum density with open space bonuses shall not exceed an FAR as provided under LUO Table 21-3.4; Max. FAR is 3.5.

Height Limit: 60 feet

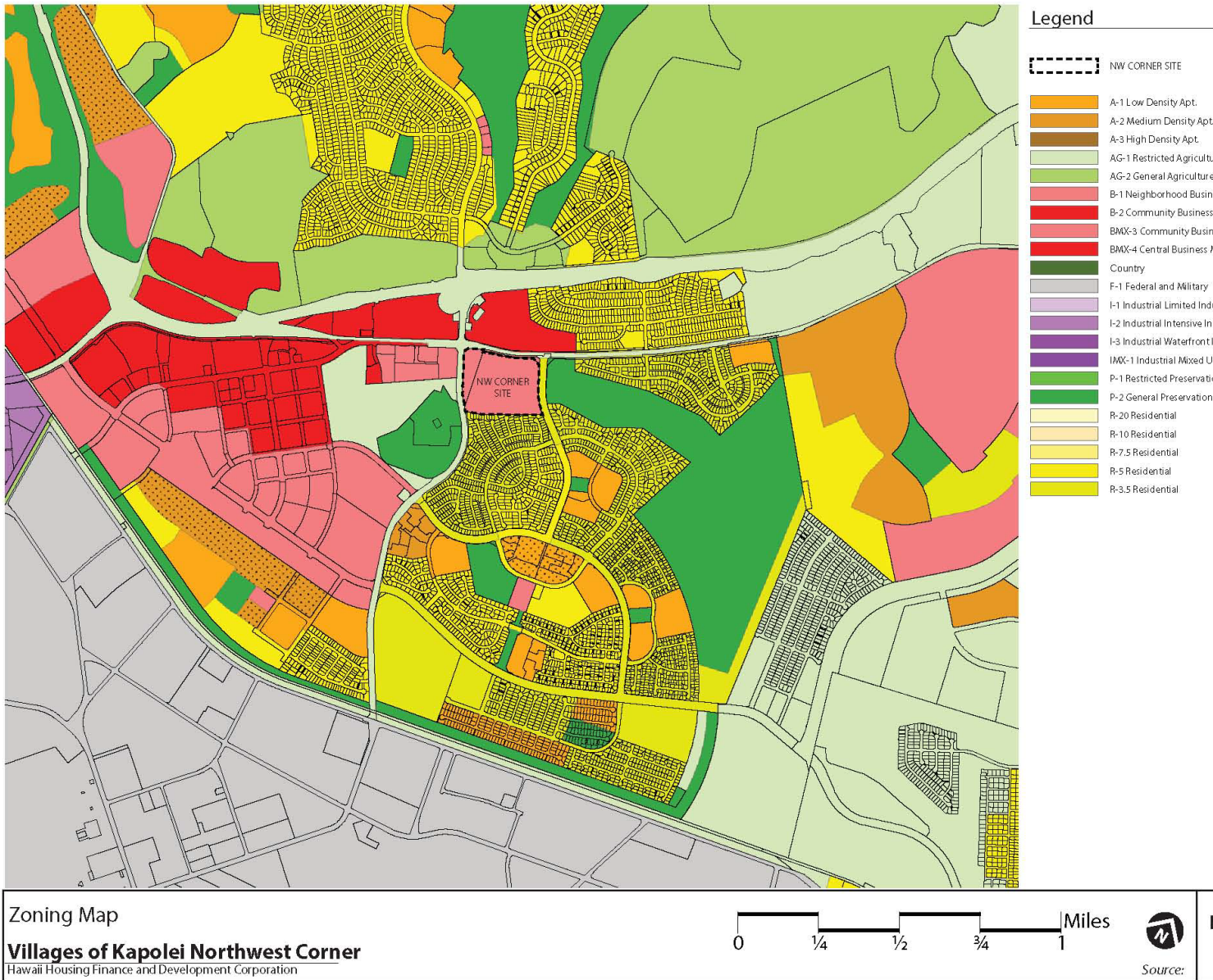
Transitional Height setbacks: (A) Where a zoning lot adjoins a zoning lot in a residential, A-I, or AMX -1 district, the residential district height setback shall be applicable at the buildable area boundary line of the adjoining side of the BMX-3 zoning lot per LUO Figure 21-3.5 (see **Figure 12** of this document).

Street Setbacks and Street Trees: (A) No portion of a structure shall exceed a height equal to twice the distance from the structure to the vertical projection of the center line of any street per LUO Figure 21-3.7;

(B) If street tree plan exists for the street which fronts the project, the applicant shall install street trees, as required by the director.

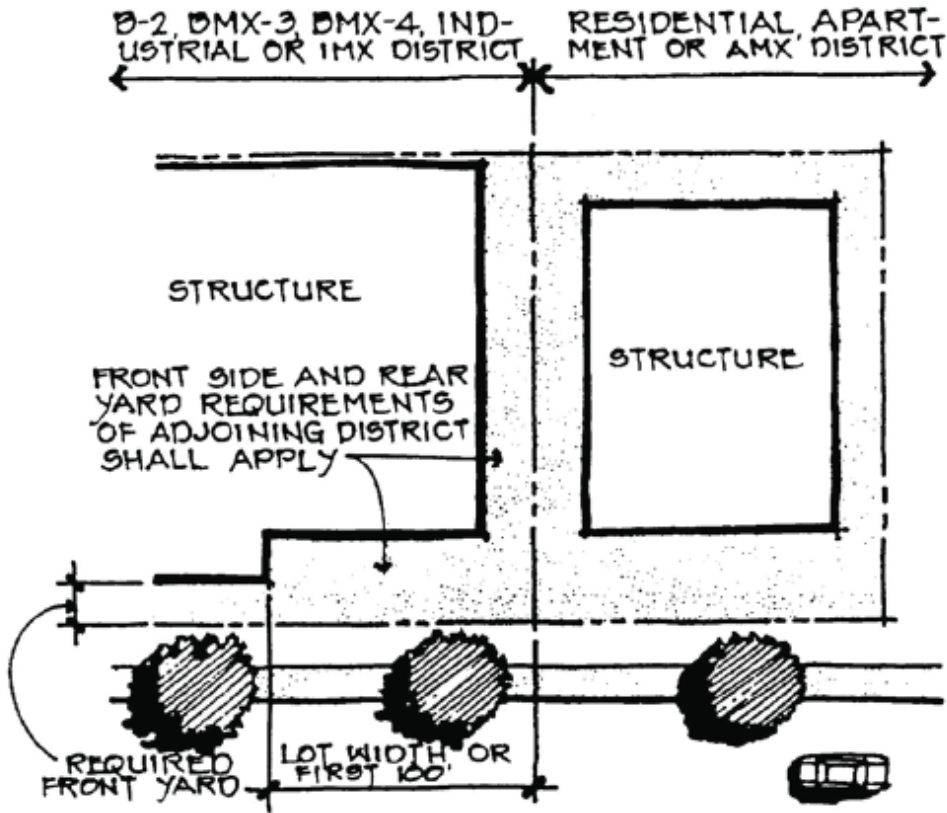
5. PROJECT REQUIREMENTS

Figure 10 Zoning Map



5. PROJECT REQUIREMENTS

Figure 11 Front Yard Requirements



LUO Figure 21-3.6 (Front Yards)

Villages of Kapolei Northwest Corner
Hawaii Housing Finance and Development Corporation

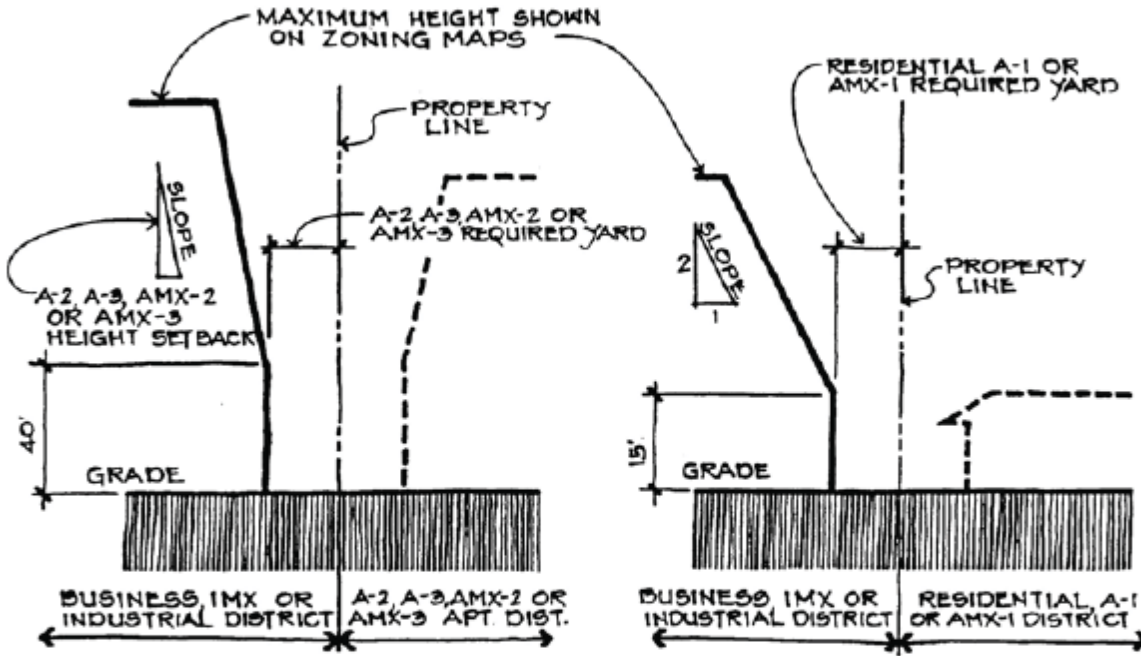
Source: City and County of Honolulu, Land Use Ordinance

Figure
10

5. PROJECT REQUIREMENTS

Figure 12 Transitional Heights

TRANSITIONAL HEIGHTS (BUSINESS, BMX, IMX AND ALL INDUSTRIAL DISTRICTS)



<p>LUO Figure 21-3.5 (Transitional Heights) Villages of Kapolei Northwest Corner Hawaii Housing Finance and Development Corporation</p>	<p>Figure 11</p>
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Source: City and County of Honolulu, Land Use Ordinance

5. PROJECT REQUIREMENTS

5.2.2 Conditions of Re-zone (City Council Ordinance 01-07)

The *Unilateral Agreement and Declaration for Conditional Zoning for Ordinance 01-07* (see [RFP Appendix 9](#)) ("Ordinance 01-07") imposed the following conditions on future development of the NW Corner site:

1. A Master Site Development Plan for the NW Corner property, including the HSVH site, must be submitted to the City Department of Planning and Permitting ("DPP") prior to submitting an application for any subdivision approval, grading permits, or building permits, whichever comes first. The Master Site Development Plan must address the following elements to assure implementation of policies, principles and guidelines in the Ewa Development Plan (see below):
 - a. Building location and massing which:
 - (1) Reflect provisions for safe and pleasing pedestrian and bicycle circulation within the site, and connecting the site to other focal points in the Kapolei community.
 - (2) Avoid location of open parking, loading and open storage areas adjacent to residential uses.
 - (3) Assign bulkier masses away from streets to create a friendly, pedestrian oriented streetscape, and promote major streets as public view corridors.
 - (4) Contribute to a vibrant streetscape, particularly along Barbers Point Access Road and Farrington Highway, through such means as locating retailing establishments along the street frontages, lush landscaping and open areas, and attractive signage.
 - b. Landscaping concepts which:
 - (1) Recognize the established landscaping themes of adjacent projects in Kapolei.
 - (2) Promote pedestrian circulation by providing visual and shade relief.
 - (3) Implement the concept of a Hawai'ian garden city.

The development of the NW Corner shall conform to the approved Master Site Development Plan, provided that the Master Site Development Plan may be amended from time to time with the prior written approval of the DPP.

The HSVH project submitted the Master Site Development Plan (July 26, 2019) shown in **Figure 13**, to DPP for the HSVH project, however, DPP did not approve the Plan. In addition, while the Plan shows an access from the NW Corner to Fort Barrette Road, please note that NW Corner is subject to access restrictions at Fort Barrette Road. In the past, HHFDC tried unsuccessfully to obtain State of Hawaii Department of Transportation's ("DOT") approval of an access to Fort Barrette Road, including alternatives for left turns and right turns (in and out only), for ingress and egress. Background information on HHFDC's previous interaction with DOT may be referenced at [RFP Appendix 10](#).

The Traffic Assessment, Development of Northwest Corner, Julian Ng, Incorporated (April 2008) report evaluated the mixed-use alternative of 386,000 square feet of commercial and 750-800 dwelling units at the NW Corner parcel for alternative accesses at Fort Barrette Road. The alternative accesses included right turns (in and out only) and all turns permitted. The alternative for all turns at Fort Barrette Road

5. PROJECT REQUIREMENTS

presented “engineering challenges.” The alternatives for right turns (in and out only) included the following suggested mitigation measures:

- An additional lane on northbound Fort Barrette Road between the proposed driveway and Farrington Highway;
- A separate right turn lane for eastbound traffic on Farrington Highway wishing to enter the NW Corner parcel at the Wal-Mart traffic signal;
- The addition of a right turn only lane from eastbound Farrington Highway to Kealanani Avenue;
- A separate right turn lane for southbound traffic on Kealanani Avenue wishing to enter the NW Corner parcel at the proposed makai driveway; and
- The addition of a second westbound left turn lane on Kamaaha Avenue.

Some of DOT’s responses to HHFDC’s request for an access at Fort Barrette Road for the NW Corner parcel include the following:

- “The HHFDC should require the project developer to prepare a formal Traffic Impact Analysis Report (“TIAR”) and implement the TIAR recommendations for the project traffic mitigation at the existing Fort Barrette Road and Makakilo Drive intersections at no cost to the State. Based on the findings and recommendations of the project TIAR, we may allow a right-in project access from Fort Barrette Road. However, the DOT will not allow a signalized intersection, a new right-out, or left-turns to/from Fort Barrette Road.”⁷
- The proposed northbound acceleration lane for a right-out access may not be appropriate for the “urban” design of Fort Barrette Road;⁸
- Replacing the existing exclusive right-turn lane with a shared through/right-turn lane is not acceptable;⁹ and
- Recommended lane widths for all lanes of Fort Barrette Road should be 12 feet.¹⁰ Parsons Brinkerhoff (“PB”) was DOT’s consultant working on intersection improvements at the Fort Barrette Road and Farrington Highway intersection at that time. PB’s comments to this DOT comment were, “the right-of-way cannot accommodate lanes wider than 11 feet because at the intersection at Kamaaha as well as Kapolei Parkway they’re at full width build out where the back of sidewalks are against ROW line. There’s no way for the lanes to be any wider than 11 feet, which is why they’ve always shown an 11 ft. lane.”¹¹

In addition, while also shown on the HSVH Master Site Development Plan, please note that HHFDC has received no indication that accesses to the NW Corner property at Farrington Highway and Kealanani Avenue are assured.

⁷ See DOT letter dated June 6, 2008 in **RFP Appendix 10**.

⁸ See DOT letter dated December 6, 2010.

⁹ Ibid.

¹⁰ Ibid.

¹¹ See Bills Engineering Inc. transmittal letter to HHFDC dated February 2, 2012.

5. PROJECT REQUIREMENTS

The developer will be responsible for complying with the applicable sections of Ordinance 01-07, including but not limited to formulating and submitting a Master Site Development Plan inclusive of the HSVH project to DPP for approval prior to submitting an application for any subdivision approval, grading permits, or building permits, whichever comes first.

2. The developer will also be responsible for the submittal to DPP of a Traffic Impact Assessment Report ("TIAR") for the NW Corner, including the HSVH site, at the time when the specific uses of the NW Corner property have been identified as required in Section 3.b.(3) of the Ordinance 01-07.

HHFDC procured Wilson Okamoto Corporation to complete a traffic assessment of the NW Corner, assuming a hypothetical project of 800 dwelling units and 50,000 square feet of office and commercial space at the NW Corner for information purposes. Please see Traffic Impact Report ("TIR"), Kapolei Northwest Corner (December 2022), included with this RFP as [RFP Appendix 25](#). This study is not intended to satisfy the requirement of Ordinance 01-07. The TIR recommends the following accesses at the NW Corner:

- Right-in only (no right-out) at Fort Barrette Road
- Right-in, right-out at Farrington Highway and Kealanani Avenue.

See [RFP Appendix 11](#) for a Transportation Assessment Report for the HSVH project for information. Paragraph 2.a. of a Memorandum of Understanding between HHFDC and HDOD states, "The HHFDC reserves the right to assess the HSVH their share of future traffic improvements when the remainder of the site is developed." See [RFP Appendix 12](#) for a copy of the MOU with the HDOD. To a limited extent, HDOD is amenable to reconfiguring lot boundaries and/or driveway circulation if HHFDC requires reconfiguring of the main entry driveway.¹²

¹² See Section 1.10(b) of the HHFDC Ground Lease with HDOD for the HSVH site, [RFP Appendix 7](#). HDOD has stated in the past that their fire road around the HSVH site is a low traffic narrow road and that HDOD would not like it if the main road in/out of the NW Corner parcel was combined with their fire road because it would be too close and dangerous for their living spaces.

5. PROJECT REQUIREMENTS

Figure 13 Master Site Development Plan submitted to DPP for HSVH Project, NW Corner of Villages of Kapolei

MASTER SITE DEVELOPMENT PLAN

NW CORNER OF VILLAGES OF KAPOLEI

LUO SUMMARY: BMX-3

TMK: 9-1-016:035

Total of 26.617 acres (1159436.52 sq. ft.)

FRONT YARD: 5 feet

SIDE/REAR YARD: 0 feet

FAR: 2.5

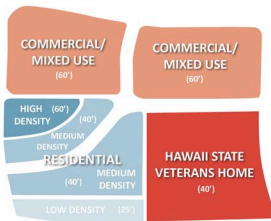
MAX FAR w/ OPEN SPACE BONUS: 3.5

MAX HEIGHT: 60 feet

HEIGHT SETBACK: For every 10 feet of additional height over 40 feet, an additional one foot setback is required.

OPEN SPACE BONUS:

- For each sq. ft. of public open space, five sq. ft. of floor area can be added.
- For each sq. ft. of arcade, three sq. ft. of floor area can be added.



KEY PLAN

PLAN NOTES:

- A Large retail with additional parking and/or retail above.
- B On grade parking for retail/residential.
- C Medium inline retail. Possible residential units above.
- D Loading and ramp to upper parking/residential levels.
- E 6 level condo buildings with adjacent parking field, recreation yard and pool area.
- F 4 level residential buildings along tree lined lane. Parking provide behind units.
- G 4 level residential buildings set in landscaped garden setting.
- H 1-2 story townhouses with semi private covered parking in front of unit.
- I Vibrant streetscape created with "complete streets" elements - Wide sidewalks w/ retail entries oriented to the street, bike lanes, tree lined streets, pedestrian oriented intersections.
- J Large inline retail with link over road to additional parking in structure. Possible residential loft units above.
- K On grade parking for retail
- L Small inline retail along sidewalk to create pedestrian friendly "main street" environment.
- M Two bike lanes and wide pathways allow for cyclist access throughout. Hawaii State Veterans Home project with direct pedestrian link to "main street" and large inline retail area of development.



PROPOSED SITE PLAN

KUMU'IKI SUBDIVISION



07.26.19
mga
Architecture

5.2.3 Ewa Development Plan Guidelines

The 1997 'Ewa Development Plan provides guidance for land use regulations, the location and character of new development and facilities, and planning for County and State facilities and services. The NW Corner property is designated by the 'Ewa Development Plan as "Community Commercial Center."

The Community Commercial Center principally serves the community in which it is located, providing for basic shopping and service needs on a larger scale than the neighborhood center. Community Commercial Centers may contain up to 250,000 sf of floor area, and major attractions typically include a large grocery store, a drug store, and/or a department store. The other, smaller tenants in the center are largely dependent on the effectiveness of the major tenants to draw customers. The Kapolei Shopping Center is an example of this type of commercial center.

The 'Ewa Development Plan also includes guidelines to implement general policies and planning principles. Below are the guidelines for Community Commercial Centers:

Architectural Character

- The architectural character may be varied, depending on the context.
- Commercial center buildings that are visible from adjacent residential areas should reflect a residential character; other facades may have a character more typical of a commercial building.

5. PROJECT REQUIREMENTS

- The design should avoid disruptive contrasts between facades that are visible simultaneously from public areas.

Building Bulk and Massing

- When the building is adjacent to a residential area or a building of historic value, there should be a transition in scale from larger building elements of the commercial center to finer elements near the adjacent use.
- Portions of buildings visible from a street should avoid blank facades by using texture, articulation, color and fenestration to create visual interest.
- Facades that are close to the public right-of-way should be composed of display windows and pedestrian entrances.

Building Height and Density

- Building heights should generally not exceed 45 feet. (Note that this recommendation is below the 60-foot height allowed under the BMX-3 zoning, and requires a developer to “justify” the need for heights over 45 feet).
- The total floor area should not exceed 250,000 square feet for a standard Community Commercial Center.

Pedestrian, Bicycle and Transit Facilities

- Street frontage improvements for bus stops, including a bus shelter and a pull-out off a traffic lane, should be provided along all abutting streets which have bus routes.
- There should be a pedestrian pathway from the bus stop to an entrance to the main building of the commercial center. The pathway should be clearly indicated with special paving or markings and covered to provide weather protection, if the commercial center building is not directly connected to the bus shelter.
- Bicycle racks should be designed to provide security and be visible from the street entry to the commercial center.

Visual Screening

- The visibility of parking and service areas from the street and adjacent residential areas should be minimized through screening.
- A landscape screen, consisting of trees and hedges, should be planted along the street fronting the parking lot or garage.
- If there is a parking lot, shade trees should be planted throughout.
- If there is a parking garage close to and readily visible from a street, landscape planters should be provided along the facade of each parking level fronting the street.
- Service areas should be visually screened from public and residential areas.

5. PROJECT REQUIREMENTS

Signage

- Signage visible from residential areas should be indirectly illuminated.

5.2.4 Environmental Impact Statement

HHFDC has obtained approval of a Final Environmental Impact Statement (“EIS”) for the Villages of Kapolei, dated February 1988, which was accepted by the Governor on May 4, 1988 and published in the Office of Environmental Quality Control Bulletin on May 8, 1988 (see [RFP Appendix 13](#)). The developer shall be responsible for compliance with Chapter 343, HRS. Because of the age of the EIS, compliance with Chapter 343, HRS, may require additional studies such as a Cultural Impact Assessment and an EIS determination that the proposed project at the NW Corner is in substantial compliance with the Villages of Kapolei EIS. If the proposed project is not in compliance with the Villages of Kapolei EIS, a new environmental assessment or a supplemental EIS may be required for the proposed uses at the NW Corner. The Successful Offeror shall be responsible for compliance with Chapter 343, HRS.

5.2.5 Villages of Kapolei Design Guidelines

The NW Corner parcel is located within the Villages of Kapolei, and therefore, subject to Kapolei Villages Condemnation Agreement, dated April 11, 1989 (see [RFP Appendix 14](#)) (“Condemnation Agreement”). The developer shall comply with the applicable sections of the Condemnation Agreement. The Condemnation Agreement included Design Guidelines to provide the developer/builder for each residential village with general design parameters along with specific requirements. The intent of the guidelines is to provide the builder with a great deal of flexibility in designing single-family and residential projects throughout the village while ensuring a certain level of continuity. Design guidelines for commercial uses and mixed uses are not addressed in the Design Guidelines. Design Guidelines are attached as Exhibit D to the Kapolei DCC&R (defined below).

According to a letter dated October 23, 2007 from the James Campbell Company LLC providing comments to the Condemnation Agreement as it relates to the 26.6 acres of the NW Corner parcel (see [RFP Appendix 15](#)) (“James Campbell Letter”), “As outlined in the Master Plan, the Property is intended to be comprised, by land area, of approximately twenty-five percent (25%) church use, twenty-five percent (25%) commercial use, and fifty percent (50%) assisted living and elderly housing use. As further provided in the Condemnation Agreement, the designated uses for the Property could be modified ‘so long as the basic character and mix of uses within the Property remain substantially the same.’” A Master Plan is attached to the letter as Exhibit 2.¹³ The Master Plan is also attached as Exhibit C to the Kapolei DCC&R (defined below). See **Figure 14** Master Plan James Campbell Letter.

The developer shall comply with the Condemnation Agreement and consider the James Campbell Letter in its proposal for the NW Corner parcel.

¹³ In a virtual meeting with HHFDC on January 7, 2022, Campbell Estate officials acknowledged that there is an abundance of retail in Kapolei and the amount of commercial use at the NW Corner parcel will be dictated by market forces.

5. PROJECT REQUIREMENTS

Figure 14 Master Plan James Campbell Letter

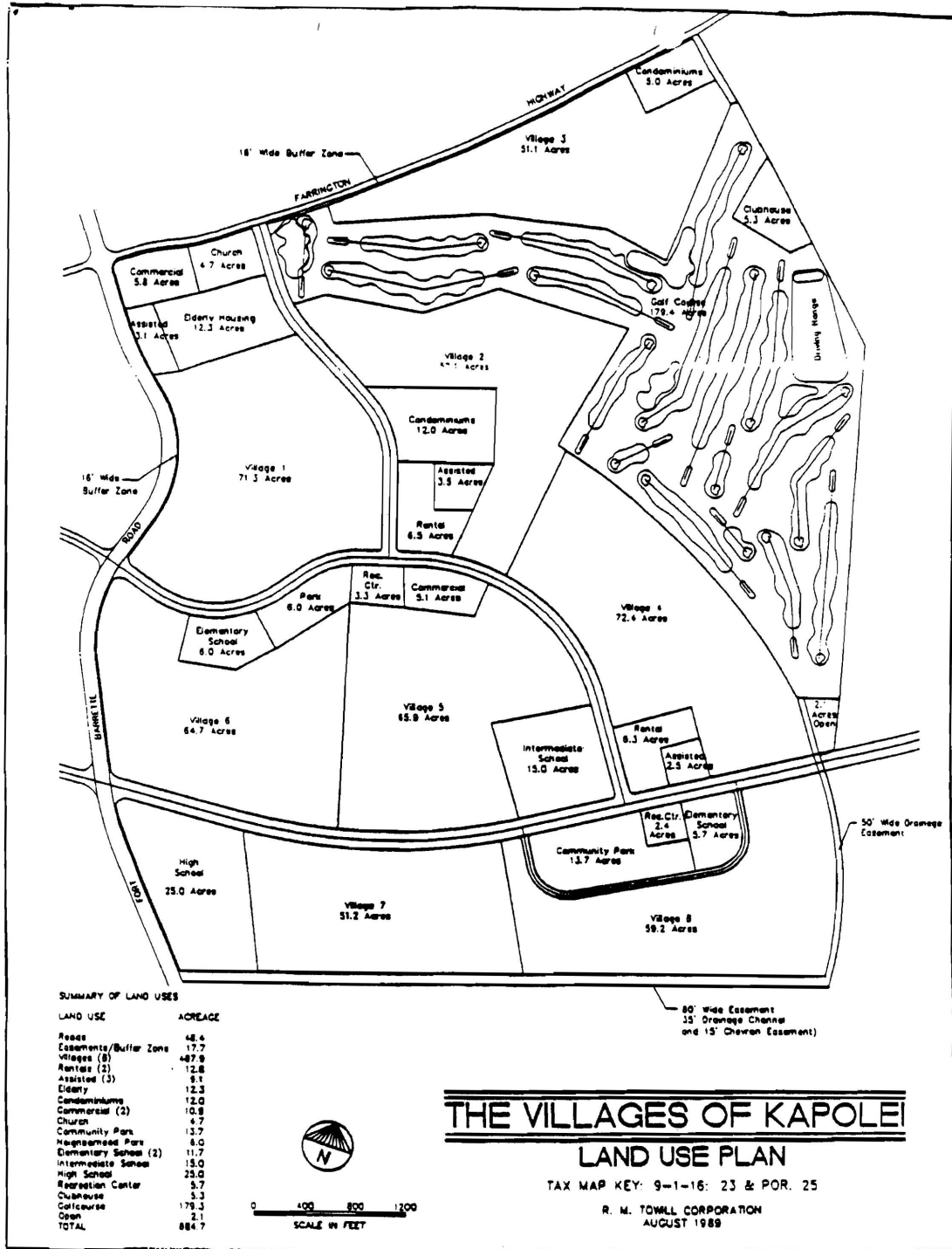


EXHIBIT 2

5. PROJECT REQUIREMENTS

5.2.6 Declaration of Covenants, Conditions and Restrictions of Villages of Kapolei

The NW Corner parcel is located within the Villages of Kapolei, and therefore, subject to the Amended and Fourth Restated Declaration of Covenants, Conditions and Restrictions of Villages of Kapolei, dated March 16, 2016, recorded at the State of Hawaii Office of Assistant Registrar, as Document No. T-9703149 (see [RFP Appendix 16](#)), as amended ("Kapolei DCC&R"). The developer shall be responsible for negotiating with the Villages of Kapolei Association and, with the approval of the annexation document by HHFDC, annexing the NW Corner parcel to the Community Area of the Kapolei DCC&R. The developer acknowledges that all residential units, including units in residential rental projects, are subject to a maintenance assessment to the Villages of Kapolei Association, which is \$45/unit/month as of February 2023. Commercial projects are subject to negotiation with the Villages of Kapolei Association. HHFDC reserves the right to annex the NW Corner parcel to the Community Area of the Kapolei DCC&R at its discretion, without the consent of the developer.

5.3 Surrounding Land Uses

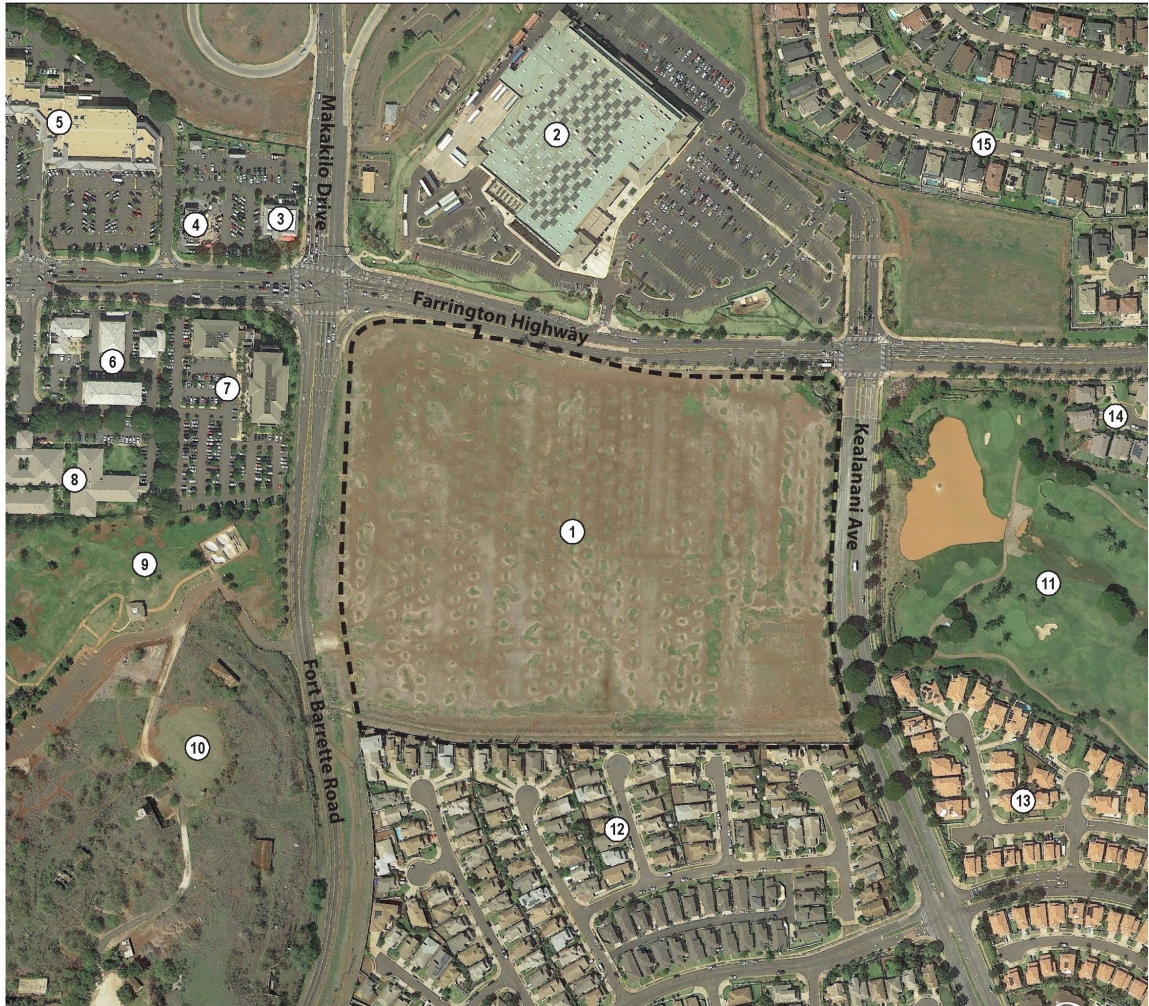
The surrounding area comprises a variety of commercial, residential, and open space uses (see **Figure 15**, Vicinity Map). Wal-Mart is located across Farrington Highway, directly north of the NW Corner property. The H-1 Freeway borders the Wal-Mart site to the north and is approximately 1,000 feet north of the NW Corner property. The H-1 Freeway has an on- and off-ramp on Makakilo Drive.

Northwest of the property, directly across the Fort Barrette Road/Farrington Highway intersection, is the Kapolei Shopping Center, which is the major retail hub for the surrounding community. The Kapolei Shopping Center was the first retail project built in the City of Kapolei. The shopping center includes a Safeway grocery store, a Long's drug store, banks, restaurants, and a variety of other specialty stores.

The NW Corner parcel is in a transition area adjacent to The City of Kapolei. The Selected Offeror is encouraged to consider, as much as possible, the incorporation of elements of design from The City of Kapolei Urban Design Plan for buildings at the NW Corner parcel. See [RFP Appendix 26](#) for The City of Kapolei Urban Design Plan.

5. PROJECT REQUIREMENTS

Figure 15 Vicinity Map



- Keynotes**
- ① NW CORNER SITE
 - ② WAL-MART
 - ③ CHILI'S RESTAURANT
 - ④ MCDONALDS
 - ⑤ KAPOLEI SHOPPING CENTER
 - ⑥ SHELL COMMERCIAL CENTER
 - ⑦ KAPOLEI MEDICAL PARK
 - ⑧ KA PUNAWAI OLA (SKILLED NURSING CENTER)
 - ⑨ KAPOLEI REGIONAL PARK
 - ⑩ ARCHERY RANGE
 - ⑪ KAPOLEI GOLF COURSE
 - ⑫ VOK 1 - KUMU IKI
 - ⑬ VOK 2 - AELOA
 - ⑭ VOK 3 - MALANAI
 - ⑮ KAPOLEI KNOLLS

- Legend**
- NW CORNER SITE BOUNDARY

<p>Vicinity Map</p> <p>Villages of Kapolei Northwest Corner</p> <p>Hawaii Housing Finance and Development Corporation</p>	<p>0 250 500 750 1000 Feet</p> <p>Source: SSFM International, Inc., Google Earth 2013 Aerial Photo</p>	<p>Figure 12</p>
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5. PROJECT REQUIREMENTS

West of the NW Corner site, across Fort Barrette Road, is a developed commercial center with the Kapolei Medical Park, gas stations, and other commercial facilities. The Kapolei Medical Park is a comprehensive medical facility that services the surrounding area by providing a range of medical services including clinics, hospital, a 24-hour Emergency Room, dialysis and related services, dental care, vision, chiropractic, mental health, physical and occupational therapy, geriatric care home, and health management.

Also west of the property is the Kapolei Regional Park, a 73-acre park which includes an archery range and a dormant volcano shield known as Pu'u o Kapolei. The Kapolei Regional Park features a vast area of open space designed to encourage a variety of recreational and leisure activities.

Directly south and east of the NW Corner property are the residential communities of the Villages of Kapolei. Further south off of Fort Barrette Road an active adult and senior community, Ilima at the Leihano project, is on a 40-acre lot. In addition, the Kapolei Golf Course, an eighteen-hole golf course, is directly east of the NW Corner site.

5.4 Transportation/Access Context

Existing roadways bordering the Villages of Kapolei NW Corner property include Fort Barrette Road, Farrington Highway, and Kealanani Avenue.

Existing Conditions

Fort Barrette Road (State Highway Route 901) is a four-lane roadway classified as a regional arterial with a posted speed limit of 40 mph. Fort Barrette Road runs in the north-south direction through Kapolei although adjacent to the property it runs diagonally in the northwest-southeast direction. Fort Barrette Road has two approximately 12-foot wide lanes, with approximately four- to six-foot wide paved shoulders transitioning to grass with no curbs. At the approach to the signalized intersection with Farrington Highway, Fort Barrette Road has two dedicated left-turn lanes, two through lanes, a bike lane, and a dedicated right-turn lane. The receiving lanes along the south leg of the intersection merge from two lanes to one. North of the intersection, Fort Barrette Road transitions into Makakilo Drive before crossing over Interstate H-1. The Makakilo Drive southbound approach to the intersection includes two dedicated left-turn lanes, a through lane, shared through/right lane, a dedicated right-turn lane, with curbs and sidewalks on both sides. There are two northbound receiving lanes with a third added for exiting to eastbound H-1.

Farrington Highway is a four-lane roadway running east-west parallel to the H-1 Freeway that is owned and maintained by the City and County of Honolulu. The roadway has four (4) 11-foot wide lanes separated by a 15-foot wide striped median. The posted speed limit is 35 mph. East bound, Farrington Highway has two (2) 11-foot wide lanes, a bike lane, and sidewalk with curb and gutters. West bound, Farrington Highway has two (2) 11-foot lanes, a bike lane, and sidewalk with curb and gutters. There are two (2) signalized intersections located at Fort Barrette /Farrington and Kealanani/Farrington. Approaching the intersection with Fort Barrette Road and Makakilo Drive, Farrington Highway has a dedicated left-turn lane, a dedicated right turn lane and a striped shoulder. Street parking is prohibited in both directions on Farrington Highway. The bike lane, curb & gutter, and sidewalk are all within the City right-of-way.

Kealanani Avenue is a two-lane roadway running north-south through the Villages of Kapolei owned by HHFDC. HHFDC intends to transfer ownership of Kealanani to the City and County of Honolulu;

5. PROJECT REQUIREMENTS

however, there is no estimated date when that transfer will be completed. As discussed above, there is a signalized intersection at Kealanani/Farrington. Kealanani Avenue contains two (2) 12-foot wide lanes separated by a 20-foot wide paved/landscaped median and has a posted speed limit of 30 mph. Kealanani Avenue contains bike lanes in both directions and has curbs and gutters on both sides of the road. Kealanani Avenue has a 70-foot long strip of brick pavers located near the intersection of Farrington Highway. There are dedicated left-turn and right-turn lanes on Kealanani Avenue to turn onto Farrington Highway. Curbside parking is prohibited in both directions on Kealanani Avenue.

Ongoing and Future Roadway Improvements

Roadway infrastructure improvements to alleviate traffic in the overall Kapolei region are ongoing. Improvements to date include: 1) Kapolei Parkway, a major east-west access road alleviating traffic on Kamokila Boulevard; 2) Kalaeloa Boulevard, running from the H-1 to Malakole Street; and 3) the City of Kapolei urban core roads, which are perpendicular roads connecting Kamokila Boulevard and Kapolei Parkway.

Planned roadway infrastructure improvements include: 1) Fort Barrette Road widening, between Farrington Highway and Roosevelt Avenue, from a rural two-lane, undivided roadway to an urban four-lane, divided roadway with raised median, dedicated left and right-turn lanes at intersections, sidewalks, and bike facilities (*Corridor Transportation Study Fort Barrette Road – Road Widening* (PB, May 2006)); 2) Farrington Highway widening, between Fort Weaver Road and the Kapolei Golf Course, from two to four lanes with dedicated turn lanes and pedestrian walkways (*Kapolei Regional Plan* (DHHL, Nov 2010)); and 3) Kapolei Interchange Complex ongoing upgrades, which includes the Pālailai and Makakilo interchanges to improve access in and out of Kapolei and Makakilo as well as reduce congestion at the Makakilo Drive/Fort Barrette Road and Farrington Highway intersection.

The *Revised Ordinances of Honolulu* (ROH), Chapter 33A Impact Fees for Traffic and Roadway Improvements in 'Ewa, includes a "regulatory scheme for the assessment and collection of impact fees to be borne on a pro-rata share basis by landowners, developers, home builders, and others who directly contribute to expanding the population and increasing economic activity in the 'Ewa region through new development activities." Included in the ROH are methods for measuring resulting development impact fees based on predicted vehicular trips generated by the new land development activity. The latest ROH includes reference to the 1997 *'Ewa Development Plan* (CCH, Aug 1997) and has a future forecasted year of 2010. By way of example, at the time of this writing, the Ewa Highway Master Plan Impact Fees are: \$1,836/single-family dwelling unit, \$1,245/multi-family dwelling unit, \$4,053 per 1,000 square feet of retail space, and \$3,403 per 1,000 square feet of office space. The developer shall be responsible for any Ewa Highway Master Plan Impact Fees applicable to the NW Corner parcel.

The HHFDC and predecessor agencies have contributed a significant amount of off-site highway improvements in the 'Ewa Region as part of its master plan development of the Villages of Kapolei. As a result, HHFDC has obtained credits from the DOT towards the 'Ewa Impact Fee ordinance for affordable housing developments within the Villages of Kapolei. These 'Ewa Highway Impact Fee credits may be available to the Northwest Corner developer for affordable housing units, subject to approval by the DOT at the time of Building Permit application.

The developer shall be responsible to negotiate any credits with DOT for the proposed project.

5. PROJECT REQUIREMENTS

A July 2010 map of completed and planned projects in the City of Kapolei, downloaded from the City of Kapolei website, includes known projects in the area west of the NW Corner property. In addition, a Long Range Master Plan ("LRMP") included in the *Kapolei Master Plan* (HCDA, March 2006) shows the regional land use classification. Per the LRMP, the NW Corner lot is classified as having a mix of proposed land uses including Commercial/Office, Low Density Apartment, and Public Facility/Utility.

Within Kapolei Regional Park is the Kapolei Archery Range which is currently accessed off of Fort Barrette Road, 0.15 miles south of the intersection with Farrington Highway. Future plans noted in *Corridor Transportation Study Fort Barrette Road – Road Widening* (PB, May 2006) include full-access being maintained to Kapolei Archery off of Fort Barrette Road through an unsignalized intersection with a northbound left-turn lane.

Please note that the NW Corner parcel is subject to access restrictions at Fort Barrette Road. In the past, HHFDC tried unsuccessfully to obtain DOT approval of an access to Fort Barrette Road, including alternatives for all turns and right turns (in and out only), for ingress and egress. See **Subsection 5.2.2.**, Conditions of Re-zone (City Council Ordinance 01-07).

5.5 Infrastructure Context

Infrastructure services for water, sewer, drainage, power, cable and communications are readily available to the NW Corner site (see **Figure 16**, Perimeter Roadways and Utilities Map). Descriptions of existing infrastructure facilities are provided in this section.

5.5.1 Drainage

Existing Drainage Infrastructure

The Farrington Highway drainage infrastructure near the project site consists of roadside catch basins with 18-inch to 24-inch storm water drainage pipes. There is also a large 2-cell 16-ft x 5-ft reinforced concrete box culvert that crosses under Farrington Highway, then transitions to a single 20-foot x 8-foot reinforced concrete box culvert, passing under the project site northeast corner via a drainage easement. The culvert alignment bends toward the east before crossing under Kealanani Avenue and discharges stormwater into the Kapolei Golf Course drainage pond. The culvert starting from the headwall along the Wal-Mart side of Farrington highway to the end wall at the Kapolei Golf Course is currently being maintained by HHFDC.

The Kealanani Avenue drainage infrastructure near the project site consists of roadside catch basins with 18-inch diameter storm water drainage pipes.

The Fort Barrette Road drainage infrastructure near the site is limited to a relatively short concrete line ditch along the southbound lane that discharges to a 26-inch diameter storm drain towards the project site. The outlet of this storm drain is undetermined.

The site storm water runoff travels overland towards the southern boundary where it is intercepted by a wide grass swale. There is an existing 6-foot x 6-foot drainage inlet located within the grass swale that discharges to a 48-inch storm drain that connects to the Villages of Kapolei drainage system via Wakamali'i Place. No other drainage facilities presently exist within the site.

Kapolei Regional Drainage Master Plan

5. PROJECT REQUIREMENTS

The *Kapolei Village: Drainage Master Plan* was prepared for HHFDC by R.M. Towill Corporation in December 1991. This plan provided a regional drainage analysis for the “existing” undeveloped condition, and a developed condition for the Villages of Kapolei. According to this regional master plan, stormwater generated within the NW Corner site will be connected to the existing storm drain system at Wakamali'i Place within the Kumu Iki residential subdivision.

Flood Maps

FEMA's Flood Insurance Rate Map (“FIRM”) dated September 30, 2004, indicates the project site is located within Zone D, which is defined as areas in which flood hazards are undetermined, but possible (Map Number 151003C0310F).

USGS Maps

USGS Maps shows an intermittent stream that traverses the project site.

Site Drainage and Water Quality Design Criteria

Storm drainage and storm water quality design for the site development will need to comply with the City and County of Honolulu, Department of Planning and Permitting (“DPP”), Rules Relating to Storm Drainage Standards (January 2000, as amended December 12, 2012), hereinafter referred to as “Storm Drainage Standards”. These standards and other related reference documents are available online at the DPP webpage.¹⁴

This project is considered a Priority A1 project since the area of disturbance will be greater than 5 acres. At a minimum, this will require the following Priority A1 management practices to meet criteria defined in the Storm Drainage Standards:

- All applicable Site Design Strategies
- All applicable Source Control Best Management Practices (“BMPs”)
- Unless infeasible, retain with Low Impact Development (“LID”) Retention BMPs, the Water Quality Volume (“WQV”)
- Unless infeasible, biofilter with LID Biofiltration BMPs, any portion of the WQV not retained
- Alternative Compliance if WQV is not retained or biofiltered

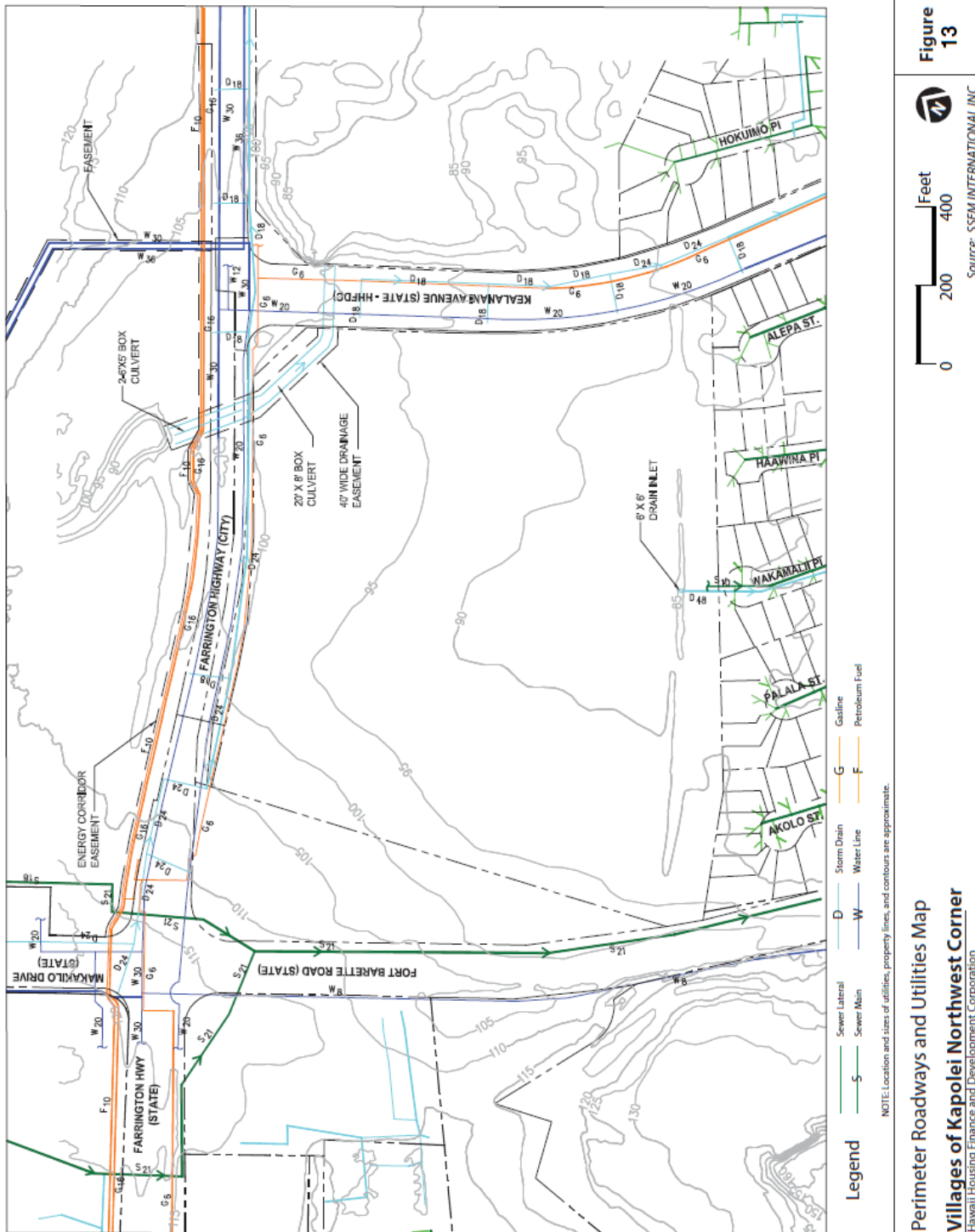
A Storm Water Quality Report (“SWQR”) will need to be prepared per the Storm Drainage Standards and templates before receiving Construction Plan Approvals from DPP. The SWQR will need to be signed by the Owner and Licensed Architect/Engineer. The developer shall be deemed to be the Owner for purposes of the SWQR, unless otherwise agreed to by HHFDC. In addition, the Water Quality management strategy must be included in the Master Plan, Discretionary Land Use Permit, and environmental disclosure document, if applicable.

¹⁴ <http://www.honoluludpp.org/ReportsNotices/StormWaterQualityPage.aspx>

5. PROJECT REQUIREMENTS

As required by applicable County rules, a drainage report to mitigate any impact to adjacent properties will be required when the grading/construction plans are submitted to the County for approval.

Figure 16 Perimeter Roadways and Utilities Map



5. PROJECT REQUIREMENTS

In addition, the Storm Drainage Standards include the following maintenance requirements.

- Maintenance activities and responsibility specified in the SWQR, as applicable
- Treatment Control BMPs must be maintained regularly and inspected annually before any rainy season (November 1)
- Maintenance Activity log must be kept on file for 5 years.

The developer shall be responsible to comply with these requirements. As required by applicable County rules, the developer shall be responsible for a drainage report and any mitigation measures to return the NW Corner site to pre-development runoff conditions when the grading/construction plans are submitted to the County for approval.

The developer shall be responsible for developing and maintaining a collection and detention basin system within the NW Corner parcel for accepting and accommodating any applicable drainage flows from the drainage basin upgradient from the site, as required by the County.

The developer shall also be responsible for construction and maintenance of any temporary or permanent detention basin and/or other drainage collection and control measures onsite or offsite required for development or protection of the NW Corner parcel.

The developer shall be responsible for mass grading of the NW Corner parcel to prevent sheet flow or other drainage from flowing from the project site onto existing communities adjacent to the site.

Other Drainage Criteria

Drainage infrastructure within the DOT Highways right-of-way along Fort Barrette Road shall be designed in accordance with the DOT Design Criteria for Highway Drainage dated October 1, 2010.

Projects that create greater than 1 acre of new permanent impervious surface and perform work within DOT Highways right-of-way, and/or require a Discharge/Connection Permit to DOT's MS4 storm drainage system are subject to the rules and criteria of the DOT, *Storm Water Permanent Best Management Practices Manual* dated March 2007. Projects that return an area to pre-development runoff conditions may be exempt from these Storm Water Permanent BMP requirements.

Permanent BMPs will be subject to review and approval by DOT Highways Design Branch (HWY-D) and DOT Highways Planning Branch (HWY-P) at various stages of the design and environmental documentation.

The developer shall be responsible for complying with all applicable DOT requirements in the development of the NW Corner parcel.

5.5.2 Sewer

Existing Sewer Infrastructure

5. PROJECT REQUIREMENTS

Existing 21-inch gravity sewer lines are located along Fort Barrette Road on the western side of the site. These sewer depths range from approximately 6.7 feet to 11.1 feet.

There is a 10-inch gravity sewer line stub-out located along the southern project boundary that connects to the Kumu Iki residential subdivision sewer collection system along Wakamali'i Place. The sewer collection system conveys wastewater to the Hono'uli'uli Waste Water Treatment Plant ("WWTP").

No other sewer facilities presently exist within the project site.

Sewer Master Plan

According to Table 3-1 *Villages of Kapolei-Ultimate Wastewater Contributions*, from the *Villages of Kapolei Sewer Master Plan* (February 2005), the NW Corner design population is assumed to be 1,064 with a design average flow of 0.090 million gallons per day (mgd) and a design peak flow of 0.459 mgd. Note however, the actual design flows would depend upon the proposed development activities and anticipated population distribution and densities.

Sewer Design Criteria

Sewer design criteria are set forth by the City and County of Honolulu, DPP, Wastewater Branch's *Design Standards of the Department of Wastewater Management*, Volume 1 dated July 1993, *Standard Specifications for Public Works Construction* dated September 1986, and *Standard Details for Public Works Construction* dated September 1984, as amended by the City and County of Honolulu, hereinafter collectively referred to as "Wastewater Collection Standards". Electronic scanned images of these standards are available online at the Municipal Reference Center.

A DPP Wastewater Branch sewer connection application will be required for connection to the City's Hono'uli'uli Wastewater Plant from the unsewered lot. On March 10, 2022, the County approved HHFDC's Sewer Connection Application for 1,000 residential units and 150,000 square feet of leasable commercial floor space at the NW Corner parcel. See [RFP Appendix 17](#). Based upon HHFDC's Site Development Division Master Application Form, see [RFP Appendix 18](#), it is HHFDC's understanding that the sewer connection approvals for the NW Corner excludes the HSVH project. The sewer connection approval is valid for 2 years. The developer shall be responsible to obtain any extensions to the Sewer Connection Application or variations to the approved uses for the NW Corner parcel. In addition a wastewater system facility charge for both residential and nonresidential domestic wastewater will be assessed by the City in accordance with Ordinance 11-17, Bill 20 (2011).

Proposed sewer connections will likely occur along Fort Barrette Road. Depending upon the depth of the existing gravity sewer collection system, and the proposed slopes and elevations of the final grades, the future wastewater generated within the property may, or may not, require a lift station.

5.5.3 Domestic Water

Existing Water Infrastructure

5. PROJECT REQUIREMENTS

Water service is presently available at the site and serves an existing on-site irrigation sprinkler system. Existing underground water distribution mains are found to the north along Farrington Highway with a 20-inch ductile-iron ("DI") pipe, to the east along Kealanani Avenue with a 20-inch DI pipe, and to the west along Fort Barrette Road with an 8-inch asbestos cement ("AC") pipe. In addition, a 30-inch concrete cylinder ("CC") water transmission main is buried along the north side of Farrington Highway (see **Figure 16**, Perimeter Road and Utilities Map). An elevated ground storage tank serving the Villages of Kapolei and the adjacent commercial developments is located to the north of Highway H-1, along the slopes of the Makakilo subdivision. The connecting transmission main is aligned parallel to Farrington Highway within State and City roadway right-of-ways.

The semi-autonomous City and County of Honolulu, Board of Water Supply ("BWS") will review plans for commercial and residential use projects. An inquiry on water availability must be submitted in writing to the Manager and Chief Engineer, along with relevant information about the property; proposed development plans will be reviewed and checked by BWS. During the design and pre-construction phases, a DPP Building Permit will be required, by which BWS will ensure that design checklist items are complete. Easements within the property for nonresidential buildings will be required. A water system facilities charge will be assessed based upon the fixture units for both residential and nonresidential use.

Water Design Criteria

The key design criteria is set forth by the City and County of Honolulu, *BWS Water System Standards* (2002), and *Water System External Corrosion: Control Standards* (1991), hereinafter collectively referred to as "Water Distribution Standards". Electronic scanned images of these standards are available online at the Municipal Reference Center.

The location of the BWS owned and operated water meter will be proposed once a site development layout plan is developed. An above ground backflow prevention valve will be owned, maintained and operated by the developer for the NW Corner parcel.

5.5.4 Non-Potable Water for Irrigation

HHFDC operates and maintains a 4" non-potable irrigation water line adjacent to the project site at Kealanani Avenue (see [RFP Appendix 19](#)). The source of the water is two non-potable irrigation wells. The developer shall consider connecting the irrigation system for common areas at the NW Corner parcel to the HHFDC non-potable transmission line in Kealanani Avenue and the installation of a meter outside the roadway right-of-way for measuring the quantity of water used. The onsite irrigation system connecting to the HHFDC non-potable transmission line shall be designed for irrigation ("R-1") use in the event that the HHFDC non-potable transmission line is connected to the City's R-1 water system from the Hono'uli'uli WWTP in the future. The meter will be installed near the property line to enable meter reading from Kealanani Avenue. HHFDC's fee for non-potable irrigation water is \$2.00/1,000 gallons/month as of February 2023. On March 9, 2023, the HHFDC Board approved an increase to the water usage rate for non-potable water at the Villages of Kapolei from \$2.00/1,000 gallons/month to \$3.10/1,000 gallons/month. See [RFP Appendix 27](#).

BWS owns a water recycling facility at the Hono'uli'uli WWTP that produces irrigation R-1 and reverse osmosis ("RO") recycled water. However, the recycled water is currently not available at

5. PROJECT REQUIREMENTS

the project site. The nearest R-1 distribution main is located to the west of the project site at Manawai Street.

5.5.5 Electricity

Underground electrical lines serve the adjacent residential area, and several electrical boxes and underground ducts exist around the site perimeter and are located predominantly along Farrington Highway and connecting to the Villages of Kapolei power distribution grid. Electrical service can readily be extended to the site. Proposed underground connections and meters will need to be coordinated with Hawai'ian Electric Company ("HECO").

5.5.6 Petroleum Fuel

HECO also owns an existing underground 10-inch petroleum fuel line located within an easement along the north side of Farrington Highway.

5.5.7 Propane Gas

The Gas Company has two (2) existing underground propane gas mains located along Farrington Highway. There is an existing 16-inch gas main located on the north side of Farrington and a 6-inch line located along the south side of Farrington Highway. There are also several large utility vaults and equipment associated with these gas lines located on the northeast corner of the intersection of Farrington Highway and Fort Barrette Road.

5.5.8 Cable/Communications

Adjacent areas are presently served by underground cable and communications, as well as cellular sites. These services can readily be extended to the property. Underground ducts are located predominantly along Farrington Highway. Proposed connections shall be coordinated with the telephone and cable television proprietors (Hawai'ian Telcom, Oceanic Cable Television, Verizon Wireless, etc.).

Record drawings also show an existing Signal Corp (Army communication) line located within the intersection of Fort Barrette Road and Farrington Highway.

5.6 Other Project Requirements

5.6.1 Title Conveyance and Affordability

HHFDC envisions a vibrant, single-use residential or mixed-use "urban village" at the NW Corner parcel. Conveyance of title to the applicable portions of the NW Corner parcel to the developer will be considered as follows:

- a. Fee simple title for residential for-sale projects, and mixed-use projects that includes a for-sale residential component; and
- b. Ground leases for up to 75 years for commercial, residential rental, and mixed-use projects without a for-sale component; the lease premium and lease rent

5. PROJECT REQUIREMENTS

shall be as proposed by the developer, subject to HHFDC's minimum lease rents as described in **Section 5.6.8.** of this RFP.

At least 50% of the total residential units at the NW Corner parcel shall be affordable to households at 140% or below the AMI. Affordable for-sale projects shall be subject to HHFDC's buy-back and shared appreciation requirements. Affordable rental units shall remain affordable for the term of the ground lease. The NW Corner parcel shall comply with Act 100, Session Laws of Hawaii 2001 (see [RFP Appendix 20](#))—the affordable housing requirements of the NW Corner parcel shall be established by agreement between HHFDC and the City and County of Honolulu.

Development of affordable housing may precede but shall not substantially lag development of market housing, e.g., market housing shall not be developed substantially before the affordable housing is developed.

5.6.2 Subdivision – HSVH Project Site

The developer shall be responsible for the subdivision of the HSVH project site from the NW Corner parcel, and the cancellation of the HSVH CPR from the NW Corner parcel. HHFDC will work with the developer and HDOD to effectuate this objective. The developer shall provide HHFDC with the metes and bounds description and survey map of the finally approved subdivision of the HSVH site and the NW Corner parcel.

5.6.3 Subdivision – Entry Feature Lot at Landscape Lot 5353

The developer shall be responsible for the subdivision of the portion of the landscape lot, Lot 5353, Map 505 Land Court Application 1069, at the corner of Farrington Highway and Kealanani Avenue where the entry feature for the Villages of Kapolei is located ("Entry Feature Lot"), from the balance of the Lot 5353, as approved by HHFDC. HHFDC plans to dedicate the Entry Feature Lot to the Villages of Kapolei Association for maintenance. HHFDC will maintain the Entry Feature Lot prior to conveyance to the Villages of Kapolei Association.

Except for the Entry Feature Lot, the developer shall be responsible for the maintenance of Lot 5353, from the property boundary to the street curb and gutter, the full length of the NW Corner parcel adjacent to Farrington Highway and Kealanani Avenue.

5.6.4 Wall Along Southern (Kumu Iki) Boundary of the NW Corner Parcel

There is a 6" CMU wall approximately 6'-10" tall along the southern (Kumu Iki) boundary of the NW Corner parcel that is entirely on the NW Corner parcel and within 2' of the boundaries of the NW Corner parcel. The developer accepts the wall in its "AS IS, WHERE IS" condition and shall be responsible for the ownership, repair, maintenance, replacement and/or modification of the wall that is along the NW Corner parcel boundary with Kumu Iki, excluding the portion along the HSVH project site.

The wall shall be subject to the Kapolei DCC&R. Section 5.02(e) of the Kapolei DCC&R provides:

5. PROJECT REQUIREMENTS

“Each Owner of a Lot will maintain or cause his Sub-Association, if applicable with respect to areas to be maintained by such Sub-Association, to maintain in good repair any fence or wall along any street boundary of His Lot or within the Cotenancy Area, respectively, which had been erected by Declarant or Developer, and will also maintain any fence or wall erected by Declarant or Developer on his Lot or within two feet of any common boundary between his Lot and his neighbor’s Lot. Each Owner with a fence or wall along such a common boundary shall be liable to the Owner of the adjoining Lot for half the cost of maintenance or repair of such fence or wall incurred by such Owner of the adjoining Lot, unless such fence or wall is maintained by a Sub-Association.

No Owner shall replace any fence or wall without the approval of the Design Review Committee. Existing fences and walls may be replaced with fences and walls of the same or like material or such other materials approved by the Design Review Committee from time to time. The Design Review Committee shall be authorized, but not required, to permit an Owner to replace an existing fence or wall located along a common boundary with a neighboring Lot with a hollow tile fence or wall over objection of the neighboring Lot Owner if the Owner wishing to install the hollow tile fence or wall bears the entire cost of purchasing and installing the hollow tile fence or wall. Once installed, unless otherwise provided herein, the cost of repair and maintenance of the common hollow tile fence or wall shall be borne by the Owners of both Lots as provided in the immediately preceding paragraph, or by a Sub-Association, if applicable.”

HHFDC procured KSF, Inc. as a subconsultant to WSP USA, Inc. to complete an assessment of the condition of the wall at the Kumu Iki boundary to the NW Corner parcel. Please see Villages of Kapolei Village 1 – Kumu Iki Subdivision, Existing Mauka Perimeter CMR Wall (Wall No. 10), Final Condition Assessment Report, KSF, Inc. (December 2022) and Wall Defects Mapping and Options (November 2022) included with this RFP as [RFP Appendix 24](#). The assessment report includes an inspection summary, three repair options, and recommendations for the wall.

5.6.5 Entry Feature for the Villages of Kapolei

The entry feature for the Villages of Kapolei is located at the Entry Feature Lot at the corner of Farrington Highway and Kealanani Avenue.

Project signage at the NW Corner parcel visible from Fort Barrette Road and Farrington Highway shall not overpower the style and character of the entry feature for the Villages of Kapolei at the Entry Feature Lot, and shall be subject to HHFDC’s prior written approval.

5.6.6 “As Is, Where Is”

The developer shall accept the NW Corner parcel in an “AS IS, WHERE IS” condition, without any express or implied warranties or representations of any kind whatsoever. Except as described in this RFP, HHFDC shall incur no liability or expenditures in connection with the transfer of the NW Corner parcel to the developer or the development, sale and/or operation of the Project.

5.6.7 Development Pursuant to Development Agreement

Development of the NW Corner parcel shall be governed by a Development Agreement between HHFDC and the developer, substantially in the form included with this RFP as [Exhibit A](#).

5. PROJECT REQUIREMENTS

5.6.8 Conditions for Transfer of Title to Developer

Conveyance of all or a portion of the NW Corner parcel in leasehold as proposed by the Offeror, shall be by ground lease for up to 75 years at a lease rent and lease premium as proposed by the Offeror, substantially in the form included with this RFP as [Exhibit B](#) for residential rental and commercial projects. The lease rent shall be paid in advance and subject to HHFDC’s policy for minimum base lease rents for ground leases approved by the HHFDC Board of Directors on November 18, 2021.¹⁵ See [RFP Appendix 23](#). Conveyance of title in fee simple for for-sale projects shall be by quitclaim deed, substantially in the form included with this RFP as [Exhibit C](#). Fee simple title to land for affordable for-sale projects shall be encumbered with affordable restrictions substantially in the form included with this RFP as [Exhibit D](#) prior to conveyance of title in fee simple to the developer. Conveyance of title, whether by ground lease or in fee simple, shall be subject to the following:

- a. Any required final subdivision approval or creation of a condominium property regime of the applicable portion of the site to be conveyed, as approved by HHFDC, shall have been completed.
- b. HHFDC reserves the right to convey title in phases and to withhold conveyance of title until after the approval of the last discretionary approval for the project, e.g., rezoning, or zoning exemptions.
- c. HHFDC reserves the right to withhold conveyance of title until after all the offsite improvements necessary for the development of the parcel for which title is requested have been completed, or is under construction and subject to a payment and performance bond naming HHFDC and the State of Hawaii as additional obligees, and is likely to be completed within two years of such conveyance of title.
- d. Affordable residential rental projects developed under a ground lease shall remain affordable for the term of the ground lease.

¹⁵ Section III.C.5. of the HHFDC For Action dated November 18, 2021 provides,

“Annual Base Rent. The new ground lease shall provide for annual base rent payable annually in advance based on the below schedule and increasing by three percent (3%) per year (compounded) during the entire term of the lease. (The purpose of the annual base rent is to help to pay for HHFDC’s estimated allocated lease administration costs, and it is recommended that these costs be reevaluated every five years.)

<u>Lease Commencement Date</u>	<u>Initial Annual Rent</u>
Fiscal Year 2022	\$10,000
Fiscal Year 2023	\$10,500
Fiscal Year 2024	\$11,000
Fiscal Year 2025	\$12,500
Fiscal Year 2026	\$13,000”

5. PROJECT REQUIREMENTS

- e. Affordable for-sale projects shall be subject to HHFDC's 10-year buy-back and shared appreciation requirements pursuant to Sections 201H-47 through 201H-51, HRS, and Sections 15-308-101 through 15-308-110, HAR, respectively.
- f. The developer shall be responsible for preparation of the legal descriptions of the applicable portion of the site to be conveyed, as well as the remainder parcel not conveyed.
- g. HHFDC reserves the right to convey title simultaneously with its receipt of the lease premium or purchase price and closing of the developer's onsite construction financing for development of the parcel to be conveyed.
- h. The developer shall be responsible for all closing costs.

5.6.9 Ownership and Operation of Common Areas

The developer shall be responsible for the ownership, operation, maintenance and replacement of any roads, streets, parks, open space, and other common areas not dedicated to the County or the Villages of Kapolei Association.

5.6.10 Entitlement Approvals

The developer shall be responsible for all entitlement approvals necessary for development of the NW Corner parcel, including working with the County or HHFDC to obtain approvals of any land use planning, zoning, subdivision or building code exemptions required for the project. The developer shall also be responsible for any further consolidation or subdivision and the preparation of any legal descriptions of the applicable portions of the project site as may be required by HHFDC.

5.6.11 Hazardous Waste Cleanup

A Phase I ESA for the NW Corner parcel has not been done. The developer shall be responsible for completing a Phase I ESA and any follow-up Phase II ESA as necessary.

The developer shall be responsible for cleaning up and remediating the NW Corner parcel of any hazardous or toxic material or substance as such terms have been, or may be, defined by any rule or law. The developer shall not cause or permit the escape, disposal or release of any hazardous materials, nor allow the storage or use of such materials in any manner not permitted by law or by the highest standards prevailing in the industry or the storage and use of such materials.

5.6.12 School Impact Fee

The developer shall be responsible for compliance with any school impact fee requirements for the NW Corner parcel pursuant to Chapter 302A-1601, et seq, HRS.

5.6.13 Community and Governmental Input

5. PROJECT REQUIREMENTS

The developer shall be responsible for project presentations to the HHFDC Selection Committee, the HHFDC Board of Directors, and other applicable community organizations, as requested by HHFDC. The developer shall conduct a public informational briefing on its proposed project to the Makakilo/Kapolei/Honokai Hale Neighborhood Board No. 34 and the Villages of Kapolei Association within six months of the HHFDC Board approval of the developer and its proposal for the NW Corner parcel, unless extended at HHFDC's sole discretion.

The developer shall engage a robust community participation process in the planning of the project.

5.6.14 Maintenance of Project Site

Commencing six (6) calendar months from the HHFDC Board of Directors approval of the Successful Offeror, the Successful Offeror shall be responsible for the irrigation and maintenance of the NW Corner parcel and the irrigation system as well as the area from the property boundary to the adjacent public street pavement or curb. Maintenance shall not include the Entry Feature Lot, which HHFDC will maintain until dedicated to the Villages of Kapolei Association.

The Successful Offeror and its agents are granted a right-of-entry at the NW Corner parcel for the limited purpose of providing irrigation and maintenance at the parcel pursuant to this RFP.

5.6.15 Dust Control

The developer shall be responsible for compliance with HAR Chapter 11-60.1, Air Pollution Control, Section 11-60.133 on Fugitive Dust, implementation of adequate dust control measures during all phases of the project, and for the impacts of emissions of fugitive dust from construction activities at or near the NW Corner parcel upon other homes at the Villages of Kapolei and the surrounding community. It is suggested that a dust control management plan be developed which identifies and addresses activities that have significant potential for fugitive dust to be generated and developer's contractors should provide adequate means of controlling dust from all areas under construction during the various phases of construction activities. These measures include, but are not limited to:

- a. Planning the different phases of construction, focusing on minimizing the amount of dust-generating materials and activities, centralizing material transfer points and onsite vehicular traffic routes, and locating potential dust equipment in areas of the least impact, e.g., development phasing from the source of the trade winds, northeast, could minimize the trade winds from blowing fugitive dust onto newly constructed homes.
- b. Providing an adequate water source at the site prior to startup of construction activities.
- c. Landscaping and rapid covering of bare areas, including slopes, starting from the initial grading phase.
- d. Controlling of dust from shoulders, project entrances, and access roads.

5. PROJECT REQUIREMENTS

- e. Providing adequate dust control measures during weekends, after hours, and prior to daily startup of construction activities.

5.6.16 Inconsistency with other Program Requirements

The developer shall be responsible for ensuring that there are no inconsistencies between this RFP and any other programs proposed for use in the development of the NW Corner parcel. If there are any inconsistencies between the requirements of this RFP and other program requirements, the more restrictive requirement shall control.

5.6.17 Minimum Prevailing Wages

The developer shall comply with Chapter 104, HRS, for the payment of minimum prevailing wages to mechanics and laborers employed on the project for the corresponding work classifications as determined by the Department of Labor and Industrial Relations.

5.6.18 Disability and Communications Access Board

The project shall be accessible to and usable by persons with disabilities in compliance with Section 103-50, HRS, and the developer shall submit written evidence to HHFDC that the project plans have received final document review by the Disability and Communication Access Board, prior to start of construction. This requirement is in addition to any other applicable requirement for accessibility such as the Fair Housing Amendments Act of 1988 (Pub. L. 100-430, approved September 13, 1988) and the Fair Housing Accessibility Guidelines (24 CFR Chapter1).

5.6.19 GET Exemptions

The project may qualify for General Excise Tax ("GET") exemptions for all work qualified for exemption, as permitted by law.¹⁶ To be eligible for exemptions from GET, non-residential uses, including any commercial space shall be limited to incidental or de minimis uses that are intended to directly benefit the residents of the project. See Section 15-306-2, HAR.

5.6.20 ControlPoint Surveying, Inc. Not Eligible to Assist in the Preparation of RFP Proposals

HHFDC has procured a land surveyor, ControlPoint Surveying, Inc. ("ControlPoint"), to perform land surveying work at the NW Corner parcel. To avoid the appearance of any unfair advantage, ControlPoint shall not be eligible to serve as a member or consultant on, or communicate with, or assist any development team in the preparation or submittal of a proposal in response to this RFP. HHFDC reserves the right to disqualify any proposal in response to this RFP that was prepared in violation of this restriction. After approval of the developer by HHFDC, ControlPoint may serve as a member or a consultant on the development team of the selected developer.

¹⁶ Please note that the minimum affordability requirements for this RFP (at least 50% of the total residential units at the NW Corner parcel shall be affordable to households at 140% or below the AMI) does not satisfy GET exemption requirements.

5. PROJECT REQUIREMENTS

5.6.21 WSP USA Inc. and KSF Inc. (structural engineer doing wall assessment) Not Eligible to Assist in the Preparation of RFP Proposals

HHFDC has procured WSP USA Inc. and a structural engineer subconsultant, KSF Inc. ("KSF"), to perform an assessment of the wall at the southern (Kumu Iki) boundary of the NW Corner parcel. To avoid the appearance of any unfair advantage, WSP USA Inc. and KSF shall not be eligible to serve as members or consultants on, or communicate with, or assist any development team in the preparation or submittal of a proposal in response to this RFP. HHFDC reserves the right to disqualify any proposal in response to this RFP that was prepared in violation of this restriction. After approval of the developer by HHFDC, WSP USA Inc. and KSF may serve as members or consultants on the development team of the Selected Offeror.

5.6.22 Wilson Okamoto Corporation Not Eligible to Assist in the Preparation of RFP Proposals

HHFDC has procured Wilson Okamoto Corporation ("WOC"), to perform a traffic study for the NW Corner parcel. To avoid the appearance of any unfair advantage, WOC shall not be eligible to serve as a member or consultant on, or communicate with, or assist any development team in the preparation or submittal of a proposal in response to this RFP. HHFDC reserves the right to disqualify any proposal in response to this RFP that was prepared in violation of this restriction. After approval of the developer by HHFDC, WOC may serve as a member or consultant on the development team of the Selected Offeror.

5.6.23 Hawaiian Plants

The Project shall utilize Hawaiian plants (see [OHA Native Plant Poster](https://www.oha.org/hawaiianplants) at <https://www.oha.org/hawaiianplants>) for its landscaping pursuant to Section 103D-408, HRS (see [Section 103D-408, HRS](#)).

5.7 Permits and Clearances

The developer will be responsible for the preparation, submittal, and approval of all permits and clearances necessary to construct and complete the project. The list below is provided to identify potential permits and clearances that may be required for the project. Other permits and clearances may be required which are not listed below. The developer will be responsible to ensure that all design and construction work receives appropriate approvals and all conditions and commitments are followed.

State of Hawai'i

- Conditions (portion) prescribed by LUC Decision and Order Docket No. A88-622 (see [RFP Appendix 21](#)):
 - 1) Coordination with the Board of Water Supply, the Department of Land and Natural Resources, the Ewa Water Development Corporation, adjoining land owners and developers, and/or other federal, state, or county agencies regarding measures designed

5. PROJECT REQUIREMENTS

to obtain the required water for the project. In the event that water is unavailable due to insufficient supply, the developer may be required to fund on an equitable basis, necessary water storage, transmission facilities, and filtration system development.

- 2) Provision of drainage improvements for the subject project and coordination of off-site improvements with the Estate of James Campbell, the Barbers Point Naval Air Station, adjoining land owners and developers, and/or other federal, state, or county agencies.
- 3) Provision of professional archaeological monitoring of the project site during all grading, digging, or other earthworking phases of the project in accordance with the Department of Land and Natural Resources requirements. Should any archaeological resources such as artifacts, shell, bone, or charcoal deposits, human burial, rock or coral alignments, pavings, or walls be encountered during the project's development, work shall immediately cease and the State Historic Preservation Office shall be contacted.
- 4) Provision to inform all occupants of (a) possible odor, noise, and dust pollution resulting from any surrounding farming operation, and (b) the Hawaii Right-to-Farm Act, Chapter 165, HRS, which limits the circumstances under which farming activities may be deemed a nuisance.

State of Hawai'i Department of Transportation

- Storm Drain Connection Permit (for drain connections within State right-of-way)
- Permit to Perform Work within State Right-of-Way
- Right-of-Way Certification

State Department of Health

- National Pollution Discharge Elimination System ("NPDES") Permit

The NPDES permit is administered by the State of Hawai'i Department of Health Clean Water Branch ("DOH-CWB") under the Hawai'i Administrative Rules, Chapter 11-55. At a minimum, a Form C for Stormwater Associated with Construction Activities will be required before any earth disturbing activities can begin for the project. Form F for Hydrotesting Waters and Form G for Construction Activity Dewatering Effluent may also be required.

State Historic Preservation Division

The developer shall be responsible for complying with the requirements of the State Historic Preservation Division of the State of Hawaii Department of Land and Natural Resources ("SHPD"), including but not limited to Sections 6E-8, 6E-42 and 6E-43, HRS. Requirements may include consultation with SHPD, archaeological inventory survey, data recovery, excavations and/or archaeological monitoring of construction work at the NW Corner parcel. In addition, if human burials are found during the survey and determined to be Native Hawaiian in ethnicity, their treatment and disposition will need to be decided in consultation with the Oahu Island Burial Council. Treatment and disposition of burials can include preservation in place.

5. PROJECT REQUIREMENTS

During construction, the developer shall monitor all excavations in accordance with an archaeological monitoring plan approved by SHPD. If any archaeological resources are uncovered during the course of site construction, the developer shall immediately stop work and contact the SHPD in Honolulu, Hawaii at (808) 692-8015 and abide by instructions or procedures to deal with such archaeological resources. Whether or not findings are uncovered, the developer shall prepare and submit an archaeological monitoring report to SHPD. HHFDC shall not be responsible for any delays caused by archaeological resources uncovered at the NW Corner parcel.

City and County of Honolulu, Department of Planning and Permitting

- Master Site Plan Approval and other requirements of the 2001 Unilateral Agreement and Declaration for Conditional Zoning recorded in the State Land Court as Document No. 2689090 (see [RFP Appendix 9](#)).
- Building Permit
- Grading Permit
- Grubbing and Stockpiling Permit
- Storm Drain Connection Permit
- Trenching Permit
- Driveway Application (if installing new driveway within C&C Honolulu right-of-way)
- Sewer Connection Permit
- Permit to Perform Work within County Right-of-Way

Affordable Housing Exemptions under Chapter 201H, Hawai'i Revised Statutes

Chapter 201H, HRS, provides a process whereby an affordable housing or a mixed-use project that is primarily for affordable housing may be granted exemptions from any statutes, ordinances and rules of any governmental agency relating to planning, zoning and construction standards that do not negatively affect the health and safety of the general public. Exemptions may include Development (or Sustainable Community) Plan designations and zoning district requirements (e.g., allowing an apartment building in a residential district), parking requirements (e.g., providing fewer stalls than required by the Land Use Ordinance), relief from park dedication requirements, and subdivision requirements (e.g., street design, and overhead utilities instead of underground utilities in a rural area), and additional building height or density exemptions. Certified or approved affordable housing developments may also be eligible for General Excise/Use Tax exemptions under HRS Section 201H-36.

The City and County Department of Planning and Permitting ("DPP") grants exemptions to qualifying affordable housing projects where at least half (50 percent) of the units are made affordable to income target groups established by City rules, based on guidelines provided by the U.S. Department of Housing and Urban Development ("HUD"). The target groups are defined as a percentage (usually 80-140 percent) of the median income for Honolulu as determined by HUD.

Projects must contain at least 50 dwelling units and must provide not less than 10 percent of its units for families earning less than 80 percent of the median income for the area, and 20 percent of the units for families earning between 80 percent and 120 percent of median income. Projects

5. PROJECT REQUIREMENTS

which are developed only for persons with special living needs are not subject to this requirement. The 201H exemption process for County permits includes an application to DPP with all supporting documentation (ownership, preliminary plans, proof of financing, etc.), presentations to Neighborhood Boards and public review, and review by the City Council. Projects which are denied processing by the City and satisfy HHFDC requirements, may be processed by the HHFDC at HHFDC's discretion. Approved exemptions are enacted via City Council resolution.

HHFDC may process an application for exemptions from planning, zoning and construction standards pursuant to Section 201H-38, HRS. However, because zoning is a County function, HHFDC strongly encourages that the developer obtain a letter from the County denying or rejecting the developer's application for such exemptions through the County process. In addition, for mixed-use projects, more than fifty percent (50%) of the gross floor area of the entire project must be for affordable housing. In other words, to be eligible for exemptions through HHFDC, the entire mixed-use project must be primarily for affordable housing.

The developer may file for State General Excise/Use Tax exemptions on behalf of itself and any qualified entities importing any property, services or contracting to be used in a certified or approved affordable housing project (e.g., subcontractors, material-houses, real estate sales agencies, etc.). Exemptions are submitted using State Department of Taxation form G-37, which are submitted to HHFDC as the certifying body. HRS Section 201H-36 and HAR Title 15, Chapter 306 contain further details about the process for applying for and claiming exemptions.

HHFDC administers other affordable housing development financing tools such as:

- Low Income Housing Tax Credit program
- Rental Housing Revolving Fund (RHRF)
- Rental Assistance Revolving Fund (RARF)
- Dwelling Unit Revolving Fund (DURF)

With enough and appropriate affordable housing units as required by each program, development of the NW Corner may qualify to receive these funding sources.

5.8 Conceptual Programming

The NW Corner is envisioned as a place providing high-quality urban development and public spaces based on sustainable development principles. *Please note that the following are suggestions for an approach to development programming that HHFDC would find favorable for the site, not necessarily requirements of existing or future regulations.*

Identity: Provide an attractive gateway development to the Villages of Kapolei.

Placemaking: Create a compact pedestrian-oriented town center and gathering place.

New Urbanism and Smart Growth:

- i. Meet or exceed LEED Silver standards.
- ii. Integrate "complete streets" for multimodal access and linkages for all users.

5. PROJECT REQUIREMENTS

- iii. Incorporate “connectivity” by providing bike and pedestrian linkages and connections to nearby transit stations, community amenities and nodes.
- iv. Develop a network of streets and blocks that will allow alternative routes to neighborhood destinations and entries of the project.

Site design:

- i. Maximize access along bordering streets.
- ii. Develop a traditional street and block pattern for the development. Small blocks result in more internal roads, which make neighborhoods more walkable and better connected between origins and destinations.
- iii. A central plaza and/or park should become the focal point and gathering place for the town center and neighborhood.
- iv. Develop safe, convenient, comfortable and attractive pedestrian access throughout the site and along its edges, entries, and street crossings.
- v. Develop a walkable community that may include:
 - 1. Mini-circles placed at key intersections to calm traffic.
 - 2. Bulb-outs at intersection corners that cover the on-street parking zone to shorten street crossing distance and make pedestrians more visible as seen from the driver's cone of vision.
 - 3. 12 foot wide sidewalks on streets with mixed-use frontage with 6 foot sidewalk zone against the building frontage and 6 foot streetscape zone against the curb.
 - 4. 10 foot wide sidewalks on streets with residential frontage, with 5 foot sidewalk zone against the building frontage and 5 foot streetscape zone against the curb.
 - 5. Direct pedestrian access to the bus stops along Farrington Highway.
 - 6. Bike access to the existing bike network and bike facilities throughout the project.
 - 7. Street trees in the streetscape zone with adequate planting spaces to achieve large canopies that shades the majority of the sidewalk.
 - 8. Street lighting with pedestrian level fixtures and integrated with the spacing of the street trees.
 - 9. Intersections with appropriate lighting fixtures to achieve adequate lighting levels.

Land Use:

- i. Mixed-use can be either vertically or horizontally integrated in the town center. Vertical mixed-use buildings are commercial uses on the ground floor and residential and other uses above. Horizontal mixed-use is composed of commercial, multifamily, institutional and civic uses in separate buildings fronting a street and within a town center district.

5. PROJECT REQUIREMENTS

- ii. Commercial uses of the town center can be concentrated along the northern portion and edges of the site to take advantage of street frontage and visibility from the major thoroughfares.
- iii. Commercial uses shall be neighborhood service convenience center or neighborhood center retail. No big box retailers or large off-street parking lots with street frontage should be considered.
- iv. All residential units should be within a ¼-mile walking path distance to the commercial uses in the town center.
- v. Consider live-work, senior housing, semi-detached in-law housing types and other residential uses that have lower parking requirements.

Building Massing, Orientation and Setbacks:

- i. Maximum building height is 60 feet.
- ii. Uses along the southern portion of the site should transition to a scale compatible with the existing single-family uses of the villages along the south project boundary.
- iii. Develop a step-up transition of building heights from two-story along the south edge to up to 60 feet along Farrington Highway.
- iv. Buildings should be oriented towards the street forming a continuous building edge with no or minimum side yards and consistent street edge along the right of way.

Building Design:

- i. The NW Corner can exceed LEED Silver standards and should consider sustainable and energy efficient practices such as solar power, advanced metering, water conservation initiatives, passive solar heating, efficient building systems and products, vehicle charging stations, and rooftop gardening, among others.
- ii. Residential buildings can be multifamily structures including semi-detached, row houses or stacked flats.
- iii. Generally form a street wall and build-to-line along all streets.
- iv. First floor should be oriented towards the public sidewalk.
- v. The ground floor should incorporate architectural detail that is attractive and scaled to the pedestrian.
- vi. Building heights should define urban thoroughfares to form stronger spatial definition of the street. Urban enclosed thoroughfares should have building height to thoroughfare width at a minimum of 1:3.
- vii. Mixed-use buildings should have their primary entries along the adjacent thoroughfare. They should provide multiple entrances along the block face to break down the scale of the building and to provide better connectivity along the sidewalk. Entries from the parking and secondary thoroughfares are also encouraged.

5. PROJECT REQUIREMENTS

Parking type and orientation:

- i. Maximize on-street parking within the internal roadways of the site.
- ii. On-street parking can be parallel parking on both sides of the street.
- iii. Back-in angled parking spaces can be placed along the edges of the park.
- iv. Off-street parking shall be under or behind buildings with alley access.
- v. No off-street parking lots shall have frontage on a street.

6. SUBMITTAL REQUIREMENTS

6.1 Notice of Intent of Offer

Interested Offerors shall submit a mandatory "Notice of Intent to Offer" letter ([Attachment 1](#)) together with a corporate resolution or "authorization to sign" no later than the date specified in the Selection Schedule below. The Notice of Intent to Offer will form the official list of interested Offerors, and the recipient list for any communication and/or addenda relating to this RFP. Submittal of a Notice of Intent to Offer together with a corporate resolution or "authorization to sign" by the required deadline are required in order to submit a proposal.

6.2 Proposal Requirements

Respondents shall submit one original marked "ORIGINAL", three (3) copies each marked "COPY" and an electronic version on USB drive in Acrobat PDF format, to:

Denise Iseri-Matsubara
Executive Director
Request for Proposals: No. DEV-RFP-23-002
Hawaii Housing Finance and Development Corporation
677 Queen Street, Suite 300
Honolulu, Hawaii 96813

Proposals must be received and time-stamped by **4:00 p.m., HST on September 21, 2023**. The proposals should present the information described below and should adhere to the format described below. HHFDC shall not consider any Application submitted after the deadline.

Transmittal Letter. Provide a one- to two-page transmittal letter that summarizes Offeror's (developer's) proposal and confirms that the Offeror shall comply with the requirements, provisions, terms, and conditions specified in this RFP. The transmittal letter should be in the form of a standard business letter on official business letterhead and signed by an authorized representative of Offeror.

If the Offeror consists of development partners, append a statement to the transmittal letter from each partner signed by an individual authorized to legally bind the partner and stating, in addition to the paragraph above:

- i. The general scope of work to be performed by the partner; and
- ii. The partner's willingness to perform the indicated work in accordance with the RFP.

Note that those Offerors selected as priority-listed offerors may be required to generate more detailed information as requested for the best and final offer ("BAFO").

Offer Form. Provide a signed Offer Form OF-1, see [Attachment 2](#), with the complete name and address of Offeror's firm and the name, mailing address, telephone number, and the email address of the person the HHFDC should contact regarding the Offeror's proposal.

6. SUBMITTAL REQUIREMENTS

Proposals shall be submitted using Offeror's exact legal name as registered with the Department of Commerce and Consumer Affairs, if applicable; and indicate exact legal name in the appropriate spaces on the Offer Form. Failure to do so may delay proper execution of the contract.

The authorized signature on the Offer Form shall be an original signature in ink. If unsigned or the affixed signature is a facsimile or a photocopy, the proposal shall be automatically rejected unless accompanied by other material, containing an original signature, indicating Offeror's intent to be bound.

Offeror Qualifications. Provide an accurate description of the Offeror including narrative and quantitative metrics such as number of employees, dollar volume per year, and office locations, among other descriptive information.

Please provide the name, title, company name, mailing address, email, phone number, and relationship with the Offeror of the individual who will serve as the contact person for the RFP proposal.

Identify the development team, including the general contractor, major subcontractors, and consultants to be involved in the planning, financing, design, construction, and management of the project. Indicate whether the architect(s) and engineers on the team possess current Hawaii professional licenses for the services which they intend to provide. The property manager shall be a Hawaii licensed real estate broker.

Identify the roles and submit resumes for the project manager and key individuals who will be involved in the design, construction, operation, and management of the project.

Financial Qualifications. Note that HHFDC will maintain the confidentiality of all proprietary financial information provided by Offerors as a part of the review process. Offerors must clearly mark proprietary financial information as "Confidential" and arrange for it to be easily removed from their proposal by HHFDC.

Provide a description of Offeror's financial capacity and backing, including general financial capabilities and partnerships. Describe the Offeror's need for and ability to raise equity and additional capital sources. Describe how pre-development costs will be funded.

Offeror Experience. Describe the relevant development experience of the Offeror. Provide relevant examples of projects with similar entitlement and development requirements that are in progress, have been successfully completed, or are in the development pipeline.

Development Team Members' Experience. Provide relevant experience of the Offeror's development team members. Provide no more than three (3) projects per team member, and no more than two (2) pages per project. Provide information including the project name, location, description, services provided, dates of service, and outcome of work effort. For the property manager, provide the number of projects managed in Hawaii involving State, local, or Federal assistance programs.

References. Provide at least five (5) references for the Offeror, including public and private entities. Provide name of reference, company name and address, phone number and email

6. SUBMITTAL REQUIREMENTS

address. Reference interviews may be conducted, which will involve inquiries related to Offeror's performance in successfully planning, financing, entitling, and developing a similar project.

Other Requirements

- i. Offeror shall designate in writing those portions of the Application proposal that contain trade secrets or other proprietary data that are to remain confidential, subject to Section 3-122-58, Hawaii Administrative Rules. The material designated as confidential shall be readily separable from the Application proposal in order to facilitate inspection of the non-confidential portion of the Application.
- ii. HHFDC's receipt of an Application proposal does not constitute acceptance of the Application. HHFDC reserves the right to return an Application to the Offeror at any time without taking further action on the Application due to, but not limited to, the following:
 - a. Failure to meet Application submittal requirements (e.g., timeliness, correct Application fees, cashier's or certified check, correct number of copies, etc.);
 - b. Failure to meet RFP requirements;
 - c. Failure to disclose in the Application any known material defects about the development of the project, any misrepresentation, or fraud and/or;
 - d. Incomplete Application. The Application received by the deadline constitutes the final application ("Final Application"). Any Final Application deemed by the HHFDC to be incomplete shall not be considered.

6.3 Development Concept and Strategy

HHFDC acknowledges that the project proposal may be refined over time and through additional due diligence and negotiations. However, the information provided in response to this RFP will describe the Offeror's current intent and will serve as a major consideration in the selection of a Successful Offeror. As such, all future adjustments to the proposed concept, financial terms, and development structure must be justified as a result of additional information or input received during the planning and negotiation process.

Provide, in a narrative and graphic description, the development concept for the project. This concept must correspond with the financial proposal (described in **Subsection 6.4**). The concept should, to the maximum extent practicable, be based upon the design and sustainability principles articulated in this RFP. At a minimum, the development concept should include the following elements (not necessarily in this order):

1. Development plan diagram(s) that clearly indicates the proposed roadway pattern, open space system, drainage ways, and distribution of land uses, keyed to a table which quantifies:

6. SUBMITTAL REQUIREMENTS

- a. The mix and distribution of proposed land uses (i.e., retail square footage, office square footage, residential for-sale dwelling units, residential rental dwelling units, parking, et cetera), including projected net and gross densities per acre for the project.
 - b. The utilization of land, in square feet or acres, by land use (i.e., mixed-use retail/residential, stand-alone residential, mixed-use office/retail, public open space, roads, et cetera.).
2. The following drawings and outline specifications should be included:
 - a. Site plan at 1" = 20' scale that clearly indicate property lines, proposed buildings, driveways and parking, pedestrian walkways, drainage ways, and landscape elements.
 - b. No less than two (2) and no more than six (6) colored vignettes, perspectives, elevations, representative photographs, and/or renderings of the proposed development illustrating its relationship to the surrounding areas, key elements, amenities and features, character and scale.
 3. The acquisition of the parcel or portions thereof in fee simple and by ground lease. Commercial, residential rental, and mixed-use commercial projects without a for-sale component shall be developed under a ground lease.
 4. Diagram(s) with supporting text, which describe the proposed infrastructure phasing and land development phasing.
 5. A diagram, supporting table, and narrative describing the proposed affordable housing component, referring to the location(s), the total number of units, number of units by unit types and income levels, unit sizes, occupancy type (e.g., family, elder, special needs) and number of such units, and any social or special services and programs proposed for the affordable component.
 6. Narrative explaining any additional community benefits proposed in the project, which may include physical amenities or programmatic elements that benefit the future residents of the project as well as the larger community.
 7. Perspectives, graphics, and/or images, with supporting text which describe:
 - a. Gateway feature to the NW Corner property (if any)
 - b. Building types
 - c. Building character
 - d. Other key identity elements, amenities, or other features.
 8. Narrative explaining the rationale for the land use program described in (1) through (4) above. The narrative may make reference to market information, emerging real estate trends, Offeror's experience on similar projects, or other logic for the scale and mix of uses proposed in the land use concept. In the narrative, describe how the concept responds to HHFDC's objectives for the site described in **Section 4** of the RFP, e.g., smart growth/new

6. SUBMITTAL REQUIREMENTS

urbanism elements, focal point for the Villages of Kapolei, mixed-use, mixed-income, sustainable development.

9. Please describe the Offeror's anticipated involvement in vertical development, i.e., will the Offeror complete all or some of the vertical development or partner with builders, making reference to diagrams as applicable.
10. Describe the development strategy, including how the Offeror, as master developer will implement the development concept described above. At a minimum, the development strategy should include the following elements:
 - a. *Community Engagement Plan.* Please include a description of the Offeror's community engagement plan during the planning and design phase of the project.
 - b. *Predevelopment and Development Periods.* Include a schedule and narrative of the key steps that the Offeror intends to take to complete the predevelopment and development processes, including the attainment of all entitlements, approvals, and agreements with third parties; refinement of all plans and engineering; the refinement of budgets and cost projections; the attainment of funding commitments; the commencement of construction, and the completion of the entire project. This section should make clear which activities will take place sequentially and which will take place concurrently.
 - c. *Infrastructure Approach.* Background infrastructure materials have been provided in the RFP. Please provide a narrative describing the types of needed improvements, if any. Please note that the Successful Offeror will be responsible for confirming infrastructure needs, and all negotiations and approvals with relevant agencies for on- and off-site infrastructure for the project.
 - d. *Project/Infrastructure Phasing.* Describe how the Offeror proposes to approach project phasing and how the Offeror's approach relates to the marketing of different components of the project.
 - e. *Marketing/Tenanting Strategy.* Please describe the marketing initiatives you intend to put in place to attract end users, as master developer of the project.
 - f. *Sustainability Plan and Commitment.* Describe the Successful Offeror's proposed measures for energy conservation, water conservation, stormwater management, carbon footprint reduction, or other sustainability measures proposed for the project, and whether the measures proposed will be based on the Successful Offeror's best-efforts, or are commitments for inclusion as requirements in the Development Agreement.
 - g. *Expectations and Commitments for Timely Development.* Describe how the Successful Offeror will ensure that development is initiated and completed in a timely manner, including any suggestions of performance guaranties (e.g., liquidated damages) or other terms that can benefit HHFDC in the event of delays. The final terms of such guaranties will be negotiated after selection of the Successful Offeror, but this information will provide a sense of the Offeror's initial position. Please provide your proposed deadlines to be incorporated in the DA for the following:

- (1) Commencement of construction; and

6. SUBMITTAL REQUIREMENTS

(2) Completion of the entire project.

6.4 Financial Proposal

Development teams are requested to provide as much detail as possible on the financial aspects of their development concept.

Key financial aspects of the proposal will include:

1. Development Costs, Revenues, and Funding Strategy Narrative.

- a. *Development Costs.* Provide narrative to describe estimated predevelopment costs, conceptual infrastructure costs, vertical building costs (if applicable), maintenance costs (if applicable) and other identified costs for the project. Make note of major uncertainties that may lead to significantly different costs than those estimated.
- b. *Project Revenues.* Describe all anticipated project revenues, including projected building rents and/or sale revenues, land sale/lease proceeds from third-party developers, and anticipated absorption rates.

2. *Development Financing Plan.* Provide an explanation of the likely financial structure of the project, including potential sources and amounts of equity and debt financing, as well as any expected public financing. Please identify the minimum preferred return requirements for you as well as your financing partners. Specifically, describe how the predevelopment costs and the initial phases of infrastructure investments (if any) will be funded. The proposed financing plan shall include tables for both construction (interim) and permanent financing. The totals for construction and permanent financing must equal Total Development Cost. The selected Offeror may be requested to provide a market study, evidence of financing commitment, or a pro forma to substantiate their financing plan.

3. **Projected HHFDC Compensation.** Based on a pro forma cash flow, please provide projections for (1) the ground lease revenues and/or land sale proceeds to HHFDC and (2) quantify community benefits like affordable housing and open space that are assumed for pro forma purposes. Provide the nominal value and net present value to HHFDC (at a discount rate of 5%) of the land acquisition price, including the land sale proceeds, lease proceeds, and any other direct payments to HHFDC. See **Attachments 3, 4, and 5** for sample forms for presenting project financial information quantitatively.

4. **Use of State of Hawaii Resources.** Provide a description of the Offeror's proposed use of State of Hawaii resources. Please identify all sources. However, for purposes of scoring proposals under this RFP, "use of State of Hawaii resources" shall not include use of the Northwest Corner parcel, use of non-competitive 4% tax credits, use of State of Hawaii general excise tax exemption, and use of 201H exemption authority.

5. **Financial Commitment.** With respect to financial commitment, please provide an estimate of the amount of money that will be invested by the developer before the project begins to produce positive cash flows, including predevelopment and operations costs as well as investments in capital improvements. Please identify the anticipated source of the developer's up-front funding.

6. SUBMITTAL REQUIREMENTS

6. If applicable, describe any exceptions or clarifications to HHFDC's key business objectives described in **Section 4**.

6.5 Management Proposal

A management plan should be provided that identifies the composition of the management team, including the roles of key personnel and the percentage of their time devoted to this project, and the decision-making process within the organization. The management plan should include, at a minimum, the following elements:

1. **Key Personnel.** List the proposed team. Provide updated resumes to highlight project experience particularly relevant to the Development Concept and Strategy described in **Subsection 6.3**.
2. **References.** Please provide references from public sector clients that have experience working with the key project personnel on similar projects.
3. **Community Interactions.** The management plan should specify how interaction with the community will be accomplished over the course of the development and highlight examples of projects in which the Offeror has successfully integrated community input into the design or operation. The Successful Offeror shall be responsible for presentations regarding the proposed project to the HHFDC evaluation committee, the HHFDC Board of Directors, the Makakilo/Kapolei Neighborhood Board No. 34, the Villages of Kapolei Association, and any other presentations as required by HHFDC.

6.6 Exceptions or Alternative Proposals

If applicable, describe any exceptions or proposal alternatives to HHFDC's key business objectives described in **Section 4**. Innovative, creative, or cost saving proposals that meet or exceed the objectives and requirements in the RFP are encouraged and will receive consideration accordingly. Each alternative shall include an explanation of the exceptions or alternatives, what the benefits are and why the Offeror believes the alternative is in the best interest of the State.

If the Offeror takes exception to any of the requirements specified in the RFP, the Offeror shall clearly identify and explain each exception in the proposal. At HHFDC's sole discretion, RFP requirements may, or may not be negotiable, and exceptions may render an Offeror's proposal unacceptable and ineligible for award.

6.7 Submittal Format

Respondents are asked to submit **one (1) original proposal and three (3) copies along with one (1) electronic copy on USB flash drive**. The completed Offer Form (Attachment 2) shall accompany the submittal and shall have an original, authorized signature of the Offeror. Proposals shall be organized into sections, following as closely as possible the format as presented in this **Section 6**, with tabs separating each section.

6. SUBMITTAL REQUIREMENTS

6.8 Late Proposals

Any proposal, request for withdrawal, or modification of a proposal that is not received at the designated location, time and date set forth herein will be deemed late and therefore not be considered. Delivery of the proposal to the specified location by the prescribed time and date is the sole responsibility of the Offeror. Exceptions may be authorized, at the sole discretion of the Procurement Officer, when the reason for the late proposal, late request for withdrawal or late modification of a proposal is due to the action of inaction of the HHFDC.

Withdrawal of, or modifications to, proposals are effective only if they are submitted to HHFDC prior to the time proposals are due. A withdrawal or modification to a proposal must be signed by an officer with the authority to commit the company. Withdrawal or modifications will not be accepted after the time proposals are due.

7. SELECTION CRITERIA

HHFDC is interested in comprehensive and clear responses to the submittal requirements. Criteria for evaluation of proposals will include the following:

Criteria	Points
<p>A. Offeror Qualifications</p> <ol style="list-style-type: none"> 1. Legal Offeror entity and team members. 2. Offeror’s relevant project experience and its specific personnel and team members, including work on similar type projects and projects involving public/private partnerships. 3. Financial capacity to develop the project, including its financial record and success in obtaining equity and debt capital for funding past projects. 4. Capacity to manage the project. 	25
<p>B. Project Design Concept and Strategy</p> <ol style="list-style-type: none"> 1. Well thought-out development concept with strong rationale. 2. Achievement of HHFDC goals for the project, including affordable housing, smart growth concepts, placemaking, sustainability, community engagement plan, and provision of safe and convenient pedestrian and bicycle access to public transportation services. 3. Realistic and creative approach to achieving successful vertical development (i.e., compactness and efficiency of building design to minimize sprawl and energy use), including approach to marketing and tenanting commercial and residential units. 4. Amount of commercial acreage and square footage, mix of uses expected, and positioning to complement surrounding commercial. 	20
<p>C. Ability to Meet Time and Budget Requirements</p> <ol style="list-style-type: none"> 1. Expectations and commitments to initiate and complete development in a timely manner, including the developer’s suggested guaranties or penalties. 2. Production timeline favors affordable units over market units. 	10
<p>D. Number and Range of Affordable Units Proposed and Community Benefits</p>	10

Number and range of affordable units by income levels served, and additional physical or programmatic elements proposed to benefit the future and existing community.	
E. Financial Proposal	10
<ol style="list-style-type: none"> 1. Well thought-out approach to and assessment of predevelopment and infrastructure costs, including identification of potential challenges and uncertainties and corresponding mitigation/risk management strategies. 2. Complete project budgets and financial pro forma demonstrating a feasible project. 3. Minimum use of State of Hawaii resources.* 	
F. Maximum Present Value to HHFDC	10
Proposed current economic benefit to HHFDC as indicated by the level of income projections to HHFDC and cash flow streams, including ground lease payments and/or fee simple sale price.	
G. Sustainability Plan and Commitment	5
Proposed measures for energy conservation, water conservation, stormwater management, carbon footprint reduction, or other sustainability measures proposed for the Project, and whether the measures proposed are based on Offeror's best-efforts, or are commitments for inclusion as requirements in the Development Agreement.	
H. Management Proposal	5
<ol style="list-style-type: none"> 1. Demonstrated success of assigned personnel in executing projects with similar characteristics to the concept proposed. 2. Proactive and inclusive approach to public/community participation. 	
I. Completeness of Proposal	5
Total	100

* Refer to **Section 6.4.4.** for items which will not be considered "use of State of Hawaii resources" for purposes of scoring proposals.

8. DEVELOPER SELECTION PROCESS

The RFP responses will be reviewed by the HHFDC selection committee, interviews may be conducted, and the top-ranked team will be recommended for HHFDC Board approval of a contract award. The selection committee may also select an alternate developer, in case the agency cannot come to terms with the selected developer.

8.1 Selection Process

1. The RFP solicitation process begins with the issuance of the RFP, a non-mandatory pre-proposal conference, and the formal response to any written questions or inquiries regarding the RFP. Changes to the RFP will be made only by Addendum.
2. Interested Offerors shall submit a mandatory "Notice of Intent to Offer" letter ([Attachment 1](#)) together with a corporate resolution or "authorization to sign" no later than the date specified in this RFP. The Intent to Offer will form the official list of interested Offerors, the recipient list of any communication and/or addenda relating to this RFP, and is a prerequisite for the submittal of a proposal.
3. Only proposals received on or before the required due date will be considered. Proposals shall not be opened publicly, but shall be opened in the presence of two (2) or more government officials. All proposals and other materials submitted by Offerors become the property of the State and may be returned only at the State's option.
4. Proposals which do not fully comply with the submittal requirements of **Section 6** may be deemed "nonresponsive" on the basis of evaluation deficiencies and result in disqualification by HHFDC in its sole discretion. All nonresponsive proposals will be returned to the Offeror, with the deficiency(ies) noted. The decision by the HHFDC evaluation committee shall be final, and no appeal will be considered.
5. The HHFDC evaluation committee shall evaluate the proposals in accordance with the evaluation criteria in **Section 7**. Members of the evaluation committee will consist of personnel from HHFDC, and may include personnel from other agencies and/or outside technical or legal experts. The proposals shall be classified initially as "acceptable", "potentially acceptable", or "unacceptable".
6. Proposals may be accepted on evaluation without discussion. However, if discussions are deemed necessary by the HHFDC evaluation committee, then prior to entering into discussions, a "priority list" of responsible Offerors submitting acceptable and potentially acceptable proposals shall be generated. The Priority List Offerors ("PLO") may be limited to a minimum of three (3) responsible Offerors who have submitted the highest-ranked proposals. The objective of these discussions is to clarify issues regarding the Offeror's proposal.
7. If, during discussions, there is a need for any substantial clarification or change in the RFP, the RFP shall be amended by an addendum to incorporate such clarification or change. After the PLO is generated, addenda to the RFP shall be distributed only to PLO

who submit acceptable or potentially acceptable proposals, and may include without limitation a bid security, verification of key personnel, and letter of commitment from surety(ies) for Payment and Performance Bonds.

8. Following any discussions, PLO may be invited to submit a Best and Final Offer ("BAFO"), if necessary. The HHFDC evaluation committee reserves the right to have additional rounds of discussions with the PLO prior to the submission of the BAFO.
9. The date and time for PLO to submit their BAFO, if necessary, will be indicated in the request for BAFO. If Offeror does not submit a notice of withdrawal or a BAFO by the date indicated in the request for BAFO, the Offeror's immediately previous offer shall be construed as its BAFO.

8.2 Award

1. After receipt and evaluation of Proposals or BAFOs in accordance with the evaluation criteria in **Section 7**, the HHFDC evaluation committee will make its recommendation to the HHFDC Board of Directors for approval. Upon approval, the Procurement Officer will award the contract to the Offeror whose proposal is determined to be the most advantageous to the State taking into consideration the evaluation criteria.
2. The award shall allow the Successful Offeror to enter into exclusive negotiations with the HHFDC for the development of the Project. The HHFDC Board of Directors may impose a deadline from the date of its approval of the Successful Offeror for the execution of a development agreement. If necessary, the Successful Offeror's proposal may be amended. If the HHFDC and the Successful Offeror do not execute the development agreement by the end of such deadline, the HHFDC may terminate negotiations and thereafter consider proposals submitted by the next highest ranked Offeror.
3. The contents of any proposal shall not be disclosed during the review, evaluation, discussion, or negotiation process. All development proposals are government records which cannot be released to the public before HHFDC has successfully completed its negotiation and execution of a lease and development agreement with the Successful Offeror. Once the lease and development agreement are executed, all proposals, successful and unsuccessful, become available for public inspection. Those sections that the Offeror and the State agree are confidential and/or proprietary in accordance with all applicable laws should be identified by the Offerors and shall be excluded from public inspection.
4. The HHFDC evaluation committee reserves the right to determine what is in the best interest of the State for purposes of reviewing and evaluating proposals submitted in response to the RFP. The evaluation committee will conduct a comprehensive, fair and impartial evaluation of proposals received in response to the RFP.
5. The RFP, any addenda issued, and the Successful Offeror's proposal shall become a part of the contract. All proposals shall become the property of the State of Hawaii.

8.3 Selection Schedule

HHFDC has established the timeline summarized in **Table 1** for selecting a Selected Offeror for exclusive negotiations.

Table 1 Selection Schedule Summary (subject to amendment)

Milestone	Date or Timeframe
1. RFP Issued	May 2, 2023
2. Pre-Proposal Conference	<p>10:00 a.m., HST on June 7, 2023.</p> <p>Interested parties are invited to attend; however, attendance is not mandatory.</p> <p>A pre-proposal conference will be held virtually. Details on how to access this pre-proposal conference will be provided only to Offerors that have registered with the HHFDC’s RFP Contact, Stan S. Fujimoto at stanley.s.fujimoto@hawaii.gov.</p>
3. Deadline for Notice of Intent to Offer	<p>Interested Offerors shall submit a mandatory “Notice of Intent to Offer” form (Attachment 1) together with a corporate resolution or “authorization to sign” no later than 4:00 p.m. on June 28, 2023.</p>
4. Deadline for Receipt of RFP Questions	<p>Questions must be made in writing and will be accepted through July 26, 2023, at 4:00 p.m. Questions may be emailed to Stan S. Fujimoto at stanley.s.fujimoto@hawaii.gov.</p> <p>Responses will be prepared as addenda and emailed to registered Offerors.</p>
5. RFP Proposal Deadline	<p>September 21, 2023, at 4:00 p.m., HST.</p> <p>Submit one (1) original marked “ORIGINAL” and three (3) copies marked “COPY” (four total), and one (1) electronic copy of the proposal on USB flash drive to:</p> <p>Dean Minakami Interim Executive Director Request for Proposals No. DEV-RFP-23-002 Hawai’i Housing Finance and Development Corporation 677 Queen Street, Suite 300 Honolulu, Hawai’i 96813</p>
6. RFP Interviews (if needed)	TBD.
7. Determine Selected Team	<p>TBD.</p> <p>This is the estimated date of the HHFDC Board meeting at which time the selection of the developer will be considered</p>

	by the HHFDC Board of Directors, and is subject to change by HHFDC at its sole discretion.
8. Begin Negotiations	TBD.

NOTE: HHFDC reserves the right to deviate from this timeline.

9. TERMS AND CONDITIONS

All development proposals are government records which cannot be released to the public before HHFDC has successfully completed its negotiation and execution of a development agreement and lease(s) and/or deed(s) with the Successful Offeror. Once negotiations are concluded and the development agreement and lease(s) and/or deed(s) are fully executed, HHFDC may release the contents of the proposals to the general public after any information otherwise exempt from disclosure is removed, such as proprietary and other financial information.

This RFP and all responses are subject to the following terms and conditions.

9.1 Reservation of Rights

HHFDC, in its sole discretion, reserves the right to:

- a. change or cancel this RFP;
- b. amend, supplement, or waive any RFP requirements, guidelines, or materials at any time before or after the date and time by which proposals must be submitted;
- c. accept and/or reject any or all proposals received in response to this RFP, and may exercise such right without notice and without liability to any Respondent or other parties for their expenses incurred in the preparation of a proposal;
- d. determine whether a proposal submitted in response to this RFP fails to meet the requirements of the RFP in some material respect;
- e. obtain modification or clarification necessary to properly evaluate a proposal;
- f. obtain references or other information regarding any Offeror's past performance from any source; and
- g. execute a Contract or Development Agreement with a Successful Offeror in the form required by HHFDC. HHFDC reserves the right without liability to disqualify and/or cease negotiations with the Successful Offeror if it determines, at its sole discretion, to be in the best interest of the State. The Successful Offeror assumes the sole risk and responsibility connected with the negotiation process.

Neither issuance of this RFP nor evaluation of any proposal(s) obligates HHFDC to award a Contract from this RFP.

9.2 Submission of Proposal

By submission of a proposal, Offerors warrant and represent that they have read and are familiar with the contractual requirements set forth in the RFP and its attachments and exhibits, the provisions of which are expressly incorporated into this RFP by reference as though fully set forth in its entirety herein. Furthermore, the submission of a proposal shall constitute an incontrovertible representation by the Offeror of compliance with every requirement of the RFP,

9. TERMS AND CONDITIONS

and that the RFP documents are sufficient in scope and detail to indicate and convey reasonable understanding of all terms and conditions of performance of the work.

Before submitting a proposal, each Respondent must:

- a. Examine the solicitation documents thoroughly. Solicitation documents include this RFP, any appendices, attachments, exhibits, addenda, plans referred to herein, and any other relevant documents; and
- b. Be familiar with State, local, and federal laws, statutes, ordinances, rules, and regulations that may, in any manner, affect cost, progress, or performance of the work.

All submitted proposals shall become the property of the HHFDC and be subject to public disclosure in accordance with Hawai'i's Uniform Information Practices Act, Chapter 92F, HRS.

If the Offeror takes exception to any of the requirements specified in the RFP, the Offeror shall clearly identify and explain each exception in the proposal as described in **Subsection 6.6** of this RFP. At HHFDC's sole discretion, RFP requirements may, or may not be negotiable, and exceptions may render an Offeror's proposal unacceptable and ineligible for award.

9.3 Confidentiality

If an Offeror believes that any portion of a proposal, offer, specification or correspondence contains information that should be withheld as confidential, then the Procurement Officer (HHFDC Executive Director) should be so advised in writing and provided with legal justification to support the confidentiality claim.

An Offeror shall request in writing nondisclosure of designated trade secrets or other proprietary data considered confidential by law. Such data shall accompany the proposal, be clearly marked, and shall be readily separable from the proposal in order to facilitate eventual public inspection of the non-confidential portion of the proposal.

Proposers may not mark an entire proposal confidential. Should a proposal be submitted in this manner, the HHFDC reserves the right to hold no portion of the proposal as confidential, unless such a portion is determined by the Attorney General to be exempt from the Uniform Information Practices Act, Chapter 92F, HRS.

If a request is made to inspect the confidential material, the inspection shall be subject to written determination by the Department of the Attorney General in accordance with HRS Chapter 92F. If it is determined that the material designated as confidential is subject to disclosure, the material shall be open to public inspection, unless the Offeror appeals pursuant to HRS §92F-42(1). If the request to inspect the confidential material is denied, the decision may be appealed to the Office of Information Practices in accordance with HRS §92F-15.5.

9.4 Responsibility of Respondents

The highest-scoring responsive Offeror shall, at the time of award, be compliant with all laws governing entities doing business in the State, including, but not limited to:

9. TERMS AND CONDITIONS

- 1) HRS Chapter 237, tax clearance;
- 2) HRS Chapter 383, unemployment insurance;
- 3) HRS Chapter 386, workers' compensation;
- 4) HRS Chapter 392, temporary disability insurance;
- 5) HRS Chapter 393, prepaid health care; and
- 6) Section 103D-310(c), HRS, Certificate of Good Standing (COGS) for entities doing business in the State.

To obtain and demonstrate proof of compliance, Offerors are strongly encouraged to register online at the Hawaii Compliance Express ("HCE") website (<https://vendors.eHawaii.gov>) and furnish a current and valid HCE Certificate of Vendor Compliance to HHFDC. Otherwise, Offerors will be responsible for gathering all appropriate compliance documentation from the applicable agencies and submitting them to HHFDC to show compliance. HHFDC shall verify compliance on HCE or with the applicable agencies.

- **Hawai'i Compliance Express.** HCE is an electronic system that allows vendors/contractors/service providers doing business with the State to quickly and easily demonstrate compliance with applicable laws. It is an online system that replaces the necessity of obtaining paper compliance certificates from the Department of Taxation, Federal Internal Revenue Service, Department of Labor and Industrial Relations, and Department of Commerce and Consumer Affairs.

Respondents should register with HCE at <https://vendors.eHawaii.gov> before submitting a response. The "Certificate of Vendor Compliance" is accepted as proof of compliance for award, execution of the contract, and final payment.

- **Timely Registration on HCE.** Respondents are advised to register on HCE soon as possible.

9.5 Non-Collusion

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

9.6 Award Protest

This RFP solicitation for land disposition is not subject to the Hawaii Public Procurement Code under Chapter 103D, HRS, and its administrative rules. Therefore, the procedures relating to the protest of an award under Chapter 103D, HRS, are not applicable to this solicitation. Reconsideration of HHFDC Board decisions on land dispositions may be made pursuant to the HHFDC's rules of practice and procedure.

9. TERMS AND CONDITIONS

9.7 Additional Terms and Conditions

1. **Approvals.** Any agreement arising out of this offer may be subject to the approval of the Department of the Attorney General as to form, and is subject to all further approvals required by statute, regulation, rule, order, or other directive.
2. **Confidentiality of Material.** All material given to or made available to the Offeror by virtue of this contract, which is identified as proprietary or confidential information, will be safeguarded by the Offeror and shall not be disclosed to any individual or organization without the prior written approval of the State.
3. **Nondiscrimination.** No person performing work under this RFP, including any subcontractor, employee, or agency of the Contractor, shall engage in any discrimination that is prohibited by any applicable federal, state, or county law.
4. **Competency of Offeror.** The evaluation committee shall determine whether the Offeror has the financial ability, resources, skills, capability, and business integrity necessary to complete a project. For this purpose, either before or after the deadline for the RFP, the HHFDC may require Offeror to submit answers to questions regarding facilities, equipment, experience, personnel, financial status or any other factors relating to the ability of the Offeror to satisfactorily fulfill the RFP requirements. Whenever it appears from answers to the questionnaire or otherwise, that the Offeror is not fully qualified and able to fulfill the RFP requirements, a written determination of non-responsibility of an Offeror shall be made. The unreasonable failure of an Offeror to promptly supply information in connection with an inquiry with respect to responsibility may be grounds for a determination of non-responsibility with respect to such Offeror. The decision of non-responsibility shall be final.
5. **Preparation of Offer.** An Offeror may submit only one offer in response to this RFP solicitation. If an Offeror submits more than one offer, then all such offers shall be rejected.
6. **Amendment of Terms and Conditions.** The State and HHFDC reserves the right to amend or add terms and conditions to the RFP at any time before the date and time by which proposals must be submitted. These terms and conditions will be within the scope of the RFP and will not affect the proposal evaluation.
7. **Indemnification.** Offerors shall assume sole and complete risk and liability for the preparation, submittal and performance under proposals submitted pursuant to this RFP. The Selected Offeror shall indemnify, defend, and hold harmless HHFDC, the State of Hawaii, and their officers, employees, directors, agents, representatives, officials, successors or assigns from and against any and all liability, loss, damage (including foreseeable or unforeseeable consequential damages), cost, and expense, including attorneys' fees, and all claims, suits, and demands therefore, relating to, arising out of, or resulting from directly or indirectly: (a) the acts or omissions of the Offeror or its employees, officers, agents, or subcontractors; (b) the design, construction, repair, renovation, or defects of the project described in the Selected Offeror's proposal and/or lease, use, occupation, or operation and management of the project or the NW Corner

9. TERMS AND CONDITIONS

parcel; and/or (c) the enforcement of HHFDC's rights under this RFP (whether or not suit is brought therefore).

9.8 Role of HHFDC After Award

Once a Contract is awarded the HHFDC will be responsible for the following:

1. **Contract Administration.** Provide overall administration of the Contract. HHFDC will designate a representative who will be the point of contact for the project.
2. **Oversight.** Provide oversight of the project and media relations.

9.9 Campaign Contributions by State and County

Contractors

If awarded a contract in response to this solicitation, the Successful Offeror agrees to comply with HRS Section 11-355, which states that campaign contributions are prohibited from a State and county government contractor during the term of the contract if the contractor is paid with funds appropriated by a legislative body between the execution of the contract through completion of the contract.

9.10 Cancellation

HHFDC reserves the right to cancel, withdraw, suspend, postpone, or extend this RFP at any time without any liability if it is determined by HHFDC, at its sole discretion, to be in the best interests of the State. The Offeror assumes the sole risk and responsibility for all expenses connected with the preparation of its proposal.

9.11 Rejection of Proposals

HHFDC reserves the right to reject any or all proposals, in whole or in part, without liability, if it is determined by HHFDC, at its sole discretion, to be in the best interest of the State. The Offeror assumes the sole risk and responsibility for all expenses connected with the preparation of its proposal.

9.12 Financial Obligations

Any brokerage or consulting fees expended by or on behalf of the Offeror shall not be paid by HHFDC. Each Offeror is responsible for all costs incurred in responding to this RFP. Neither HHFDC, its agents or its advisors shall have financial responsibility for any costs or fees incurred by an Offeror in responding to this RFP or any transaction that may be consummated as contemplated by this RFP.

9. TERMS AND CONDITIONS

9.13 Disclaimer in Event of Reliance on Material in this RFP

The information and data included in this RFP and related documents are for informational purposes only and are deemed reliable but are not guaranteed. HHFDC provides no representations, assurances, or warranties pertaining to the accuracy of the information. Detrimental reliance on this information is at Offerors' sole risk.

RFP ATTACHMENTS, APPENDICES & EXHIBITS

The following documents can be downloaded for reference from HHFDC's website at:
<http://dbedt.hawaii.gov/hhfdc/>:

- Attachment 1 – [Notice of Intent to Offer](#)
- Attachment 2 – [Offer Form](#)
- Attachment 3 – [Project Cost Breakdown Worksheet](#)
- Attachment 4 – [Development Cashflow Worksheet](#)
- Attachment 5 – [Operating Pro-Forma](#)

RFP Appendices:

1. [Project Alternatives Report, November 2007](#)
2. [Topographical Survey of NW Corner Parcel \(Advance Print 3/23/22\)](#)
3. Title Reports dated 2/4/19 and 2/12/19¹⁷
4. [House Concurrent Resolution No. 32, S.D.1. \(2010\)](#)
5. CPR Documents for HSVH project site¹⁸
6. HSVH Plans, Bid Set (1/24/19)¹⁹
7. [Ground Lease for the HSVH project site](#)
8. [HSVH Geotechnical Engineering Exploration Report \(2/19/19\)](#)
9. [2001 Unilateral Agreement and Declaration for Conditional Zoning](#)
10. [Background Information with DOT](#)
11. [HSVH Transportation Impact Assessment Report \(3/11/19\)](#)
12. [HHFDC MOU with HDOD for HSVH \(8/29/19\)](#)
13. [Villages of Kapolei EIS \(February 1988\)](#)
14. [Kapolei Village Condemnation Agreement \(4/11/89\)](#)
15. [James Campbell Letter \(10/23/07\)](#)
16. [Fourth Restated Declaration of Covenants, Conditions and Restrictions of Villages of Kapolei \(3/16/16\)](#)
17. [Approved Sewer Connection Application – 1,000 units, 150,000 square feet of leasable commercial floor space \(3/10/22\)](#)
18. [HHFDC Site Development Division Master Application Form for 1,000 units and 150,000 square feet of leasable commercial floor area](#)
19. [Construction Plans for Non-Potable Irrigation Water Line at Kealanani Avenue](#)
20. [Act 100, Session Laws of Hawaii 2001](#)
21. [LUC Decision and Order in Doc. No. A88-622](#)
22. [Land Court Petition to withdraw the proposed de-registered NW Corner parcel from Certificate of Title No. 341,501 and issuance of a new Certificate of Title \(7/7/22\)](#)

¹⁷ To be shared with Offerors via MS OneDrive who register with the RFP Contact.

¹⁸ *Ibid.*

¹⁹ *Ibid.*

9. TERMS AND CONDITIONS

23. [HHFDC For Action dated November 18, 2021, approving a policy for minimum base lease rents for ground leases](#)
24. [Villages of Kapolei, Village 1 – Kumu Iki Subdivision, Existing Mauka Perimeter CMU Wall \(Wall No. 10\), Final Condition Assessment Report, KSF, Inc. \(December 2022\); Wall Defects Mapping and Options, KSF, Inc. \(November 2022\)](#)
25. [Traffic Impact Report, Kapolei Northwest Corner, Wilson Okamoto Corporation \(December 2022\)](#)
26. [The City of Kapolei Urban Design Plan \(November 2007\)](#)
27. [HHFDC For Action dated March 9, 2023 approving an increase to the water usage rate for the Villages of Kapolei Non-Potable Water System](#)

Exhibit A – [Form of Development Agreement](#)

Exhibit B – [Form of Ground Lease](#)

Exhibit C – [Form of Quitclaim Deed](#)

Exhibit D – [Form of Declaration of Land Use Restrictive Covenants – For Sale Project](#)