

FOR ACTION

I. REQUEST

Authorize an Application for Exemptions from Statutes, Ordinances, and Rules Pursuant to Section 201H-38, Hawaii Revised Statutes, and Approve: (1) the Certification of Castle & Cooke Waiakoa, LLC, or Other Successor Entity Approved by the Executive Director, as an Eligible Developer Pursuant to Section 15-307-24, Hawaii Administrative Rules; (2) The Project Proposal; and (3) Execution of Development Documents for Approved Exemptions for the Waiakoa Affordable Housing Project Located in Honolulu, Hawaii, TMK No.: (1) 2-1-053: 032

II. FACTS

<i>Project Name:</i>	Waiakoa Affordable Housing Project		
<i>Applicant Name:</i>	Castle & Cooke Waiakoa, LLC KP Waiakoa GP, LLC		
<i>Tax Map Key and Location:</i>	(1) 2-1-053: 032 756 Auahi Street, Honolulu, Hawaii 96813		
<i>Land Area:</i>	Approximately 4.18 Acres (182,398 square feet)		
<i>HHFDC Involvement:</i>	201H Exemptions		
<i>Landownership:</i>	Trustees of the Estate of Bernice Pauahi Bishop ¹		
<i>Zoning:</i>	Hawaii Community Development Authority (HCDA), Kakaako Community Development District, Mauka Area Plan MUZ-R (Mixed-Use Zone Residential)		
<i>Type:</i>	New construction; mixed-use, affordable and market for-sale housing with social/civic and commercial space		
<i>Target Population:</i>	Family		
<i>Length of Affordability:</i>	10 years		
<i>No. of Units:</i>	Total: 1,032		
<i>Unit Type Mix</i>	<u>Units</u>	<u>Type</u>	<u>GSF (approx.):</u>
	222	Studio	385-465
	386	1-Bed	590-787
	357	2-Bed	811-1,051
	67	3-Bed	1,207
	<u>1,032</u>	Total	
<i>Affordability Mix</i>	<u>Units</u>	<u>Affordability</u>	
	200	120% Area Median Income (AMI)	
	420	140% AMI	
	<u>412</u>	Market	
	<u>1,032</u>	Total	

¹ This entity is affiliated with Kamehameha Schools

<i>Development Concept:</i>	Mixed-use, mixed income redevelopment of Block D of Kamehameha Schools' (KS) Kaiaulu o Kakaako Master Plan (KKMP), involving construction of new affordable and market for-sale residential units. Layout includes two residential towers atop a podium with residential liner, parking, and ground level commercial uses.
<i>Parking:</i>	Total: approx. 1,667 1,521 residential, 146 commercial
<i>Est. Completion:</i>	Q2 2029
<i>Amenities and Services:</i>	The Project includes approximately 239,229 gross square feet (GSF) of common areas, 69,143 GSF of commercial space, and 77,665 SF of recreational areas on the podium deck comprised of outdoor and indoor facilities.
<i>Developer Contact:</i>	Castle & Cooke Waiakoa, LLC Contact: William Ka'eo Kane 680 Iwilei Road, Suite 510, Honolulu, Hawai'i 96817 (808) 548-2939
<i>Co-Developer Contact:</i>	KP Waiakoa GP, LLC Contact: Harry Lake 500 E John Carpenter Fwy, Suite 450, Irving, Texas 75062 (310) 691-3406
<i>Application Preparer/ Consultant Contact:</i>	R. M. Towill Corporation Contact: Isaiah Sato 2024 North King Street, Suite 200, Honolulu, Hawai'i 96819 (808) 842-1133

A. The Waiakoa Affordable Housing Project (Project) is a proposed new construction mixed-use project, which includes affordable and market for-sale residential units, and includes social/civic space, recreation space, and landscaping to be constructed on an approximately 4.18-acre property, owned by the Trustees of the Estate of Bernice Pauahi Bishop, located at 756 Auahi Street in ~~Hilo~~ **Honolulu**, on Oahu, and identified as TMK: (1) 2-1-053: 032 (Property) (**Exhibit A**). The Property currently is occupied by three warehouse buildings.

B. The Project is located within the HCDA, Kakaako Community Development District, Mauka Area Plan and thus is required to comply with regulations pursuant to Hawaii Administrative Rules (HAR) § 15-22, Mauka Area Rules, Kakaako Community Development District, Honolulu, Hawaii.

On September 2, 2009, HCDA approved the KKMP and issued the Master Plan Permit No. PL MASP 13.2.8 pursuant to Chapter 206E, Hawaii Revised Statutes (HRS) and Chapters 15-22 and 15-219, HAR. The Master Plan Permit is vested under the 2005 Mauka Area Rules under Chapter 15-22, HAR. The KKMP was subsequently amended in 2012 and 2021 (KKMP Amendment).

The KKMP Amendment establishes a mixed-use urban village vision for KS' land within Kakaako's mauka area lands, as well as identifies key design guidelines for the area. The proposed project is consistent with the development standards included in the HCDA-approved KKMP Amendment for the development of Block D as a 201H project.

C. The development is planned as a 400-ft multitowered development comprised of two residential towers atop a podium with ground-level commercial/retail space, residential liner, and parking. In addition, a central community plaza gathering place for the public of approximately 26,441 SF, streetscape amenities, and

landscaping will support the ground floor pedestrian environment (**Exhibits B and C**).

- D. The Mauka Tower will be 42 floors (33 floors of Tower atop 9 floors of podium) and will have a total of 442 units comprised of 102 studios, 136 one-bedroom, 170 two-bedroom, and 34 three-bedroom units, ranging from 385 GSF to 1,207 GSF. 276 units will be affordable to households earning less than 140% of the AMI².
- E. The Makai Tower will be 42 floors (33 floors of Tower atop 9 floors of podium) and will have a total of 440 units comprised of 102 studios, 136 one-bedroom, 169 two-bedroom, and 33 three-bedroom units, ranging from 385 GSF to 1,207 GSF. 260 units will be affordable to households earning less than 140% of the U.S. Department of Housing and Urban Development’s AMI³.
- F. The podium will have a residential liner with a total of 150 units comprised of 18 studio, 114 one-bedroom, and 18 two-bedroom units. 84 units will be affordable to households earning less than 140% of the AMI⁴. A total of 1,667 parking stalls will be provided (levels 2-8), comprised of 151 commercial stalls, 1,465 residential stalls, 31 guest stalls, and 28 ADA stalls. The second floor will have an additional 2,690 SF of commercial/retail space. The podium deck will provide a total of 77,665 SF of recreational areas comprised of outdoor and indoor facilities. Specific outdoor amenities will include BBQ pavilion areas, lawn, two pools, jacuzzi, gardens, fitness area, golf greens, dog park, and children’s play area, while indoor facilities will include lounges, club rooms, kid play area, fitness rooms, dog spa, golf simulator, and restrooms.
- G. The Project unit breakdown is as follows:

	Residential Liner	Mauka Tower	Makai Tower	Total
<u>Unit Type</u>				
Studio	18	102	102	222
1-Bed	114	136	136	386
2-Bed	18	170	169	357
3-Bed	-	34	33	67
Levels	2-7	9-42	9-42	
Total	150 Units	442 Units	440 Units	1,032 Units

A total of 620 for-sale units will be affordable to households at or below 140% AMI. The affordability mix for the Project is shown below:

² Although the Project has a preliminary distribution of affordable units, the exact distribution of 120% AMI and 140% AMI units has yet to be determined.

³ Although the Project has a preliminary distribution of affordable units, the exact distribution of 120% AMI and 140% AMI units has yet to be determined.

⁴ Although the Project has a preliminary distribution of affordable units, the exact distribution of 120% AMI and 140% AMI units has yet to be determined.

Restricted at % of AMI	Type	Number of Units	Avg. Proposed Sale Price	Percent of Total Units
120%	Studio	107	\$513,217	10.4%
	1 BR	77	586,534	7.5%
	2 BR	16	659,851	1.6%
140%	Studio	58	598,574	5.6%
	1 BR	158	684,290	15.3%
	2 BR	170	769,826	16.4%
	3 BR	34	855,362	3.3%
Subtotal Affordable Units		620		60.1%
Market Rate Units	Studio	57	630,400	5.5%
	1 BR	153	1,051,500	14.8%
	2 BR	171	1,621,025	16.5%
	3 BR	33	1,754,500	3.1%
Subtotal Market Rate Units		412		39.9%
Total Number of Units		1,032		100%

H. In August of 2024, a Traffic Impact Analysis Report (TIAR) for the project, prepared by the Wilson Okamoto Corporation, was completed.⁵ The TIAR provides 18 recommendations to be implemented to minimize traffic impacts associated with the Project. With the implementation of the recommendations, traffic operations in the project vicinity are generally expected to remain similar to without project conditions.

III. DISCUSSION

- A. In August 2024, Castle & Cooke Waiakoa, LLC and KP Waiakoa GP, LLC (Developers) submitted an application (Application) to the Hawaii Housing Finance and Development Corporation (HHFDC) for approval of certain exemptions from statutes, ordinances, and rules for the Project pursuant to Section 201H-38, HRS.
- B. The Waiakoa Residences LLC is a newly-formed affiliate of the Developers. Waiakoa, LLC is the 100% sole member of Waiakoa Residences LLC. Castle & Cooke Waiakoa, LLC is the 90% managing member and KP Waiakoa GP, LLC is 10% member of Waiakoa LLC. Castle and Cooke Homes Hawaii, Inc is the 100% sole member of Castle & Cooke Waiakoa, LLC. Koa Partners, LLC is the 100% sole member of KP Waiakoa GP, LLC.
- C. The Developer Castle & Cooke Waiakoa, LLC, is a single purpose development entity that is privately owned and managed by Castle and Cooke Homes Hawaii, Inc. Castle & Cooke Homes Hawaii, Inc., founded in 1995, is an experienced Hawaii-based developer that has developed over 24,600 residential units, including 9,000 affordable housing units, in Hawaii, and is focused on developing residential for-sale and for-rent housing. Castle & Cooke Homes Hawaii, Inc.’s

⁵ Traffic operations with the Waiakoa development are generally expected to remain similar to without project conditions, with the exception of those at the intersection of Cooke Street and Pohukaina Street. Although a traffic signal system is expected to be installed at the intersection of Cooke Street and Pohukaina Street in conjunction with the development of the overall Kaiakou o Kakaako Master Plan Increment 2, which includes Waiakoa, a traffic signal system is not expected to be warranted at this intersection with the development of Waiakoa.

residential projects include Mililani and Mililani Mauka (16,000 units), Royal Kunia (1,800 units), 400 Keawe (96 units, mixed use), Meheula Vista (300 units), and Koa Ridge (4,000 units).

The Developer’s co-developer KP Waiakoa GP, LLC, is a single purpose development entity that is privately owned and managed by Koa Partners, LLC. Co-developer Koa Partners, LLC, has focused on residential, mixed-use, and healthcare projects such as Kaonoulu (88 acres, mixed use), Trinity Mills Station Transit-Oriented Development (25 acres, mixed use), St. David’s Surgical Hospital, and the Villas on Town Lake Redevelopment (mixed use). A more detailed description of the Developers’ experience is attached as **Exhibit D**.

- D. The land for the Project is owned by the Trustees of the Estate of Bernice Pauahi Bishop and managed by KS Koa Partners, LLC has an option agreement with the Trustees of the Estate of Bernice Pauahi Bishop
- E. The proposed Budget (Use of Funds) for the Project is as follows:

Budget Item	Amount	Per GSF	Per Unit	Total Cost %
Acquisition	\$ 25,000,000	\$13.88	\$24,225	3.5%
Construction – Sitework	25,568,319	14.20	24,776	3.6
Construction – Vertical	464,809,121	258.06	450,396	64.7
Construction – Overhead, Profit, & General Requirements (OH, P, & GR)	39,058,317	21.69	37,847	5.4
Interim & Soft Costs	45,433,842	25.22	44,025	6.3
Financing & Syndication	54,798,578	30.42	53,099	7.6
Developer Fee & Overhead	31,907,575	17.72	30,918	4.4
Project Reserves	1,782,000	.99	1,727	.4
Contingency	29,532,715	16.40	27,648	4.1
Total Budget	\$ 717,890,468	398.57	695,630	100

Actual GSF = 1,801,154

- F. The proposed Financing Structure (Source of Funds) for the Project is as follows:

Source	Interim	Permanent
Sponsor Equity	\$ 10,000,000	\$ -
Partner Equity	78,142,462	-
Condo Sales Deposits	82,582,590	-
Commercial Deposits	44,514,573	-
Mezzanine Debt	71,807,263	-
Primary Debt	430,843,580	-
Sales Proceeds	-	896,106,509
Total	\$ 717,890,468	\$ 896,106,509

G. The estimated schedule for the Project is as follows:

Board Approval of 201H Exemptions	February 2024 ²⁰²⁵
Building Permit	April 2026
Construction Financing Closing	April 2026
Construction Start Date	May 2026
Occupancy Permit Date	May 2029
Placed in Service Date	July 2029
100% Occupancy	February 2030
95% Stabilized Occupancy	December 2029

H. The primary contingencies to the timely completion of the Project are the processing time required to obtain construction permits and the closing of the construction financing.

I. The Developers are exploring WELL Building Designation/Certification⁶. Sustainability features will include:

1. Energy Star certified appliances;
2. Low-flow plumbing fixtures to conserve water;
3. Interior finish materials will be low Volatile Organic Compound products recycled and locally sourced where practical.

Other sustainability features may include:

1. Cost-optimal energy performance measures;
2. High efficiency plumbing fixtures
3. Enhanced exhaust in bathrooms
4. Durable materials that extend the usable life of the facility with minimal maintenance.

J. The Property is currently occupied with three warehouse buildings which will be demolished in their entirety, as well as the elimination of the section of Koula Street that bisects the Project parcel.

1. EnviroServices & Training Center, LLC conducted a Phase 1 Environmental Site Assessment (ESA), dated April 29, 2024.
2. File review indicated the Property has undergone numerous historical investigations associated with the removal of three 1,000-gallon gasoline-containing underground storage tanks (USTs). The Property was issued a site cleanup completed status and a “no further action” (NFA) letter by the Hawaii Department of Health (DOH) in August 1994. These findings constitute a Historical Recognized Environmental Condition for the Property.
3. The ESA conducted in 2024 determined the following Recognized Environmental Conditions (REC) in connection with the Property:
 - a. Potential soil and/or groundwater petroleum contamination from former Leaking Underground Storage Tanks (LUST) and USTs.

⁶ WELL for residential is the first and only global, holistic, third-party verified certification program to exclusively address health and well-being in all residence types, including single-family homes and units in multifamily buildings. Informed by the Well Standard, the certification program includes 100+ strategies for improving resident well-being and fostering a healthier home environment.

- b. Potential petroleum and metals contamination from historical site use and long-term commercial/industrial facility operations in the Kakaako area.
 - c. Existing petroleum and heavy metals contamination in near surface and subsurface soil associated with suspect imported fill.
 - d. Potential petroleum and polychlorinated biphenyl (PCB) contamination associated with in-ground hydraulic cylinder lifts.
4. Several RECs were identified after the DOH issued the 1994 NFA letter, such that the Developers will collect soil and groundwater samples to assess the environmental impacts of the identified RECs. Contaminants identified at concentrations exceeding appropriate DOH Environmental Action Levels (EALs) will be addressed as part of the Developers' plans for site development, and will include consultation with, and input from, the DOH Hazard Evaluation and Emergency Response (HEER) Office. The Developers' goal is to obtain DOH HEER Office concurrence upon completion of environmental investigation and response activities that the contaminants have been sufficiently addressed, which may include a NFA letter for the specified property as a whole.
- K. The project, utilizing private funds to develop privately-owned land, does not trigger HRS Chapter 343 requirements.
- L. The Developers presented the Project at the following meetings:
- 1. On June 25, 2024, the Developers presented the Project at the Ala Moana-Kakaako Neighborhood Board No. 11.

Overall, the comments received from the public largely pertained to clarification of the exemptions requested by the Project, whether the Project considered rental units, and how the Project will benefit the surrounding community.

- M. By letter dated November 27, 2024, HHFDC accepted the Application for processing pursuant to Section 201H-38, HRS, and requested that the Developers forward their exemption request to the agencies and elected officials listed in **Exhibit E** for review and comment. On December 2, 2024, the Developers sent the Project materials to the review stakeholders, who were given approximately 30 calendar days to provide comments.
- N. This For Action seeks the HHFDC Board approval of certain exemptions from statutes, ordinances, and rules pursuant to Section 201H-38, HRS, for the Project. The 201H exemptions requested are listed in **Exhibit F**. A summary of comments received for the Project is listed in **Exhibit G**. Some of the significant comments received are discussed below:
- 1. Hawaii Community Development Authority (HCDA)
 - a. HCDA notes that the developers are requesting an exemption from HAR § 15-22-67(c)(5), specifically an exemption from the provision that "parking structures shall contain a roof and walls on at least three sides" (HAR § 15-22-67(c)(5)), and was originally proposing a parking podium without walls or screening along Pohukaina Street and the east perimeter to facilitate passive ventilation, given the residential liner and screening of parking along the Cooke and Auahi Street that would substantially reduce ventilation. HCDA does not support this

request citing the need for a visually pleasing and pleasant frontage on a street intended as a pedestrian promenade. In response, the Developers have proposed a redesign that offers podium screening along Pohukaina street up to the 4th floor to minimize the visual impact of the parking podium while maintaining ventilation.

2. Hawaii Office of Planning and Sustainable Development (OPSD):

- a. OPSD notes that although the proposed Project provides a level of affordable housing that meets the criteria to qualify for 201H considerations, the depth of affordability being proposed appears limited, given the substantial exemptions being requested. In Honolulu, market-rate units (particularly for studios and smaller units) are accessible to households earning 140% AMI, which limits the impact of the proposed affordable units in addressing Honolulu's affordable housing needs. The application would be strengthened if the Project included income limits of 80-120% AMI.
- b. The Project is requesting exemptions from the 75-foot view corridor setback along Cooke Street, the 45-foot maximum podium height limit, mauka-makai tower orientation of the towers, and tower spacing. The Kakaako Transit Oriented Development (TOD) Overlay Plan and the Kamehameha Schools Master Plan identify Cooke Street as a significant linear greenway and beautification corridor, which would establish a green, pedestrian-friendly corridor connecting Mother Waldron with the Kakaako Waterfront Park. OPSD recommends the Developers consider building configurations that would preserve the 75-foot view corridor setback along Cooke Street.

3. Honolulu Department of Planning and Permitting (DPP):

- a. DPP states that the Traffic Impact Report (TIR) must be updated if Koula Street is to be closed. Updates to the TIR will be required approximately one year after the issuance of the Certificate of Occupancy to validate the traffic projections, trip reduction rates, distribution and assignment contained in the initial TIR. If additional traffic mitigation measures or modifications are necessary to support related traffic impacts directly attributable to this development, the Developers will be required to implement these measures. TIR updates should also include an evaluation of the relative effectiveness of the traffic demand management strategies as the development progresses making sure that the trip reduction rates are valid.

None of the exemptions recommended for approval affect health and safety, nor do they contravene any safety standards, tariffs, or rates and fees approved by the public utilities commission or the various boards of water supply.

Minor modifications to the Project and the approved 201H exemptions may be approved by the Executive Director.

- O. The for-sale affordable units shall be subject to HHFDC's Shared Appreciation Equity Program, 10-year Buyback Restrictions and applicable sections of Chapter 201-H, HRS and HAR Chapter 15-308. The Developers have indicated that they intend to submit for General Excise Tax (GET) exemption for the eligible

portions of the Project. Should the Restrictions be prematurely terminated for any reason prior to the end of the affordability period and should HHFDC approve any GET exemptions for development of the Project, HHFDC reserves the right to recapture from the Developers and/or the Project a prorated portion of any GET exemptions approved by HHFDC for the development of the Project.

- P. The Developers have provided evidence of ability to obtain a Performance and Labor and Material Payment Bonds in the amount of 100% of the contract sum for the Project.

- Q. Under Section 201H-38 (a) (1), HRS, Housing development; exemption from statutes, ordinances, charter provisions, and rules, HHFDC may develop on behalf of the State or with an eligible developer, or may assist under a government assistance program in the development of housing projects that shall be exempt from all statutes, ordinances, charter provisions, and rules of any government agency relating to planning, zoning, construction standards for subdivisions, development and improvement of land, and the construction of dwelling units thereon, provided that: (1) the corporation finds the housing project is consistent with the purpose and intent of this chapter, and meets minimum requirements of health and safety; and (2) the development of the proposed housing project does not contravene any safety standards, tariffs, or rates and fees approved by the public utilities commission for public utilities or of the various boards of water supply authorized under chapter 54, HRS. The Project and its proposed exemptions from statutes, ordinances, charter provisions, and rules may be approved, approved with modification, or disapproved by the legislative body of the county in which the Project is located within 45 days.

- R. Section 15-307-24(b), HAR, provides that the HHFDC Board may certify that the Developer is an eligible developer for the purposes of development of housing projects approved by the corporation under Chapter 201H, HRS, if the HHFDC Board finds that the Developer:
 - 1. Has demonstrated compliance with all laws, ordinances, rules, and other governmental requirements that the Developer is required to meet;
 - 2. Has the necessary experience;
 - 3. Has adequate and sufficient financial resources and support and has secured or has demonstrated the ability to secure a performance or payment bond, or other surety to develop housing projects of the size and type which the Developer proposes to develop; and
 - 4. Has met all other requirements that the corporation determines to be appropriate and reasonable.

- S. HHFDC finds the following:
 - 1. That the Project primarily includes housing units affordable to households with incomes at or below 140% of the AMI;
 - 2. That the Developer, or other newly formed, sole purpose entity or affiliate of Developer, is an Eligible Developer pursuant to Section 15-307-24, HAR;
 - 3. That the proposal and Application for exemptions from statutes, ordinances, and rules meets minimum proposal requirements pursuant to Section 15-307-26, HAR;

4. That the Project and proposed exemptions are consistent with the purpose and intent of Chapter 201H, HRS, and meets minimum requirements of health and safety; and
5. That the exemptions recommended for approval do not contravene any safety standards, tariffs, or rates and fees approved by the public utilities commission for public utilities or the various boards of water supply authorized under Chapter 54, HRS.

IV. RECOMMENDATION

That the HHFDC Board of Directors approve the following for the Project, substantially as described in this For Action:

- A. Authorize the Application and the Project Proposal with the proposed exemptions from statutes, ordinances, and rules as recommended for approval herein, pursuant to Section 201H-38, HRS;
- B. Developer, or other successor entity approved by the Executive Director, as an Eligible Developer pursuant to Section 15-307-24, HAR;
- C. Execution of any development agreement(s) and restrictions for such exemptions as required by the Executive Director;
- D. Authorize the Executive Director to take all actions necessary to effectuate the purposes of this For Action;

Subject to the following:

- A. Approval with or without modification by the Honolulu City Council pursuant to Section 201H-38, HRS.;
- B. Exemptions from BWS' Rules and Regulations are subject to the approval of BWS;
- C. A Development Agreement and Restrictions for the Project shall be executed within nine (9) months of approval by the County Planning Director, unless otherwise extended by the Executive Director;
- D. The Development Agreement will include deadlines for commencement and completion of construction;
- E. Approval as to form of the applicable development documents and Restrictions by the Department of the Attorney General and execution by the Executive Director; and
- F. Compliance with all applicable laws, rules, regulations, and such other terms and conditions as may be required by the Executive Director.

Attachments: Exhibit A – Location Map
Exhibit B – 3-D Renderings
Exhibit C – Selected Preliminary Drawings
Exhibit D– Developer’s Experience
Exhibit E – List of Review Agencies
Exhibit F – List of Requested 201H Exemptions
Exhibit G – Summary of Agency Comments

Prepared by: Cameron Lowry, Housing Development Specialist CL

Reviewed by: Albert Palmer, Housing Development Specialist AP

Randy Chu, Development Branch Chief RC

Approved by the Board of Directors as

Circulated Amended

On February 13, 2025, as noted on pages 2 & 6.

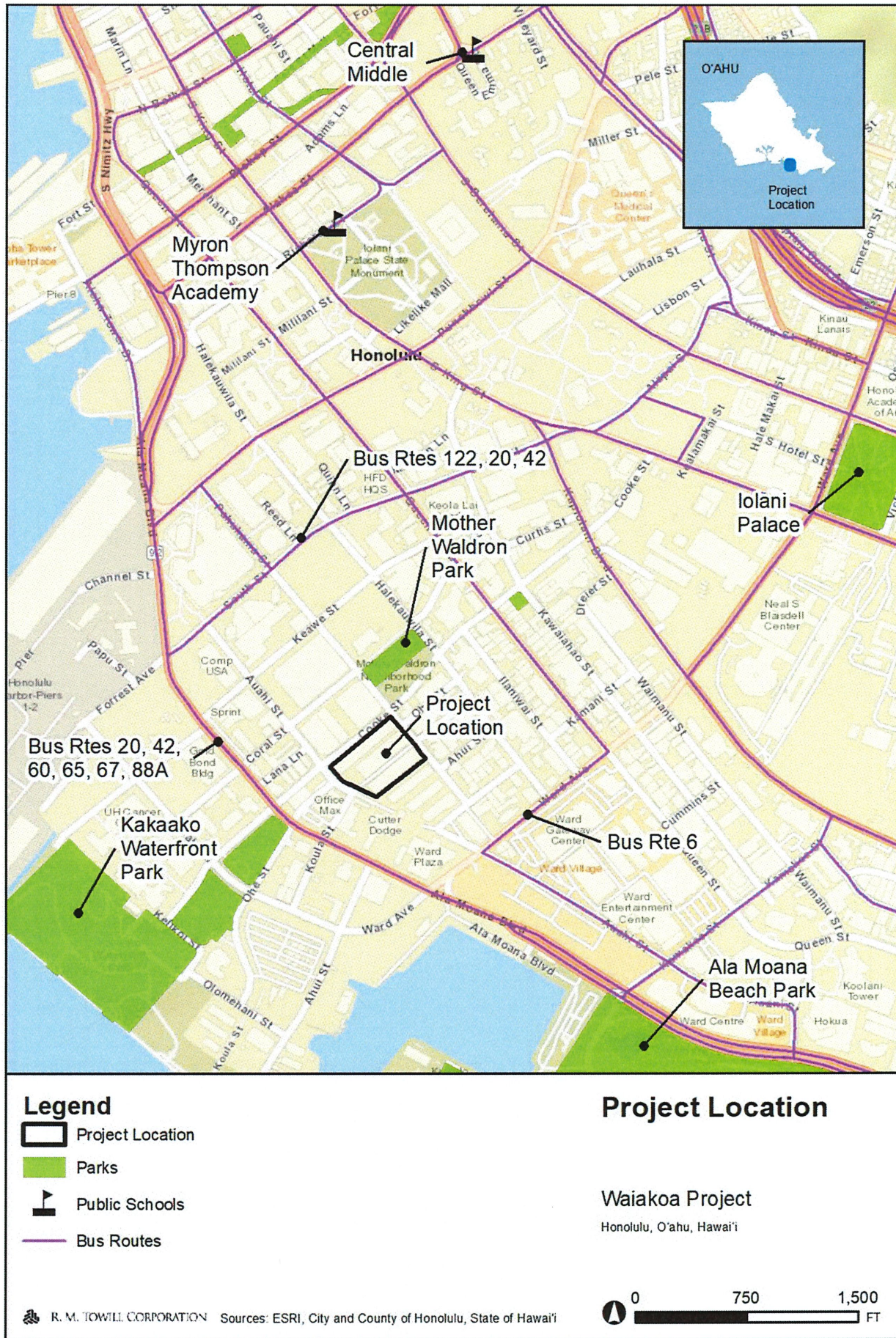
Development Branch

Please take necessary action.

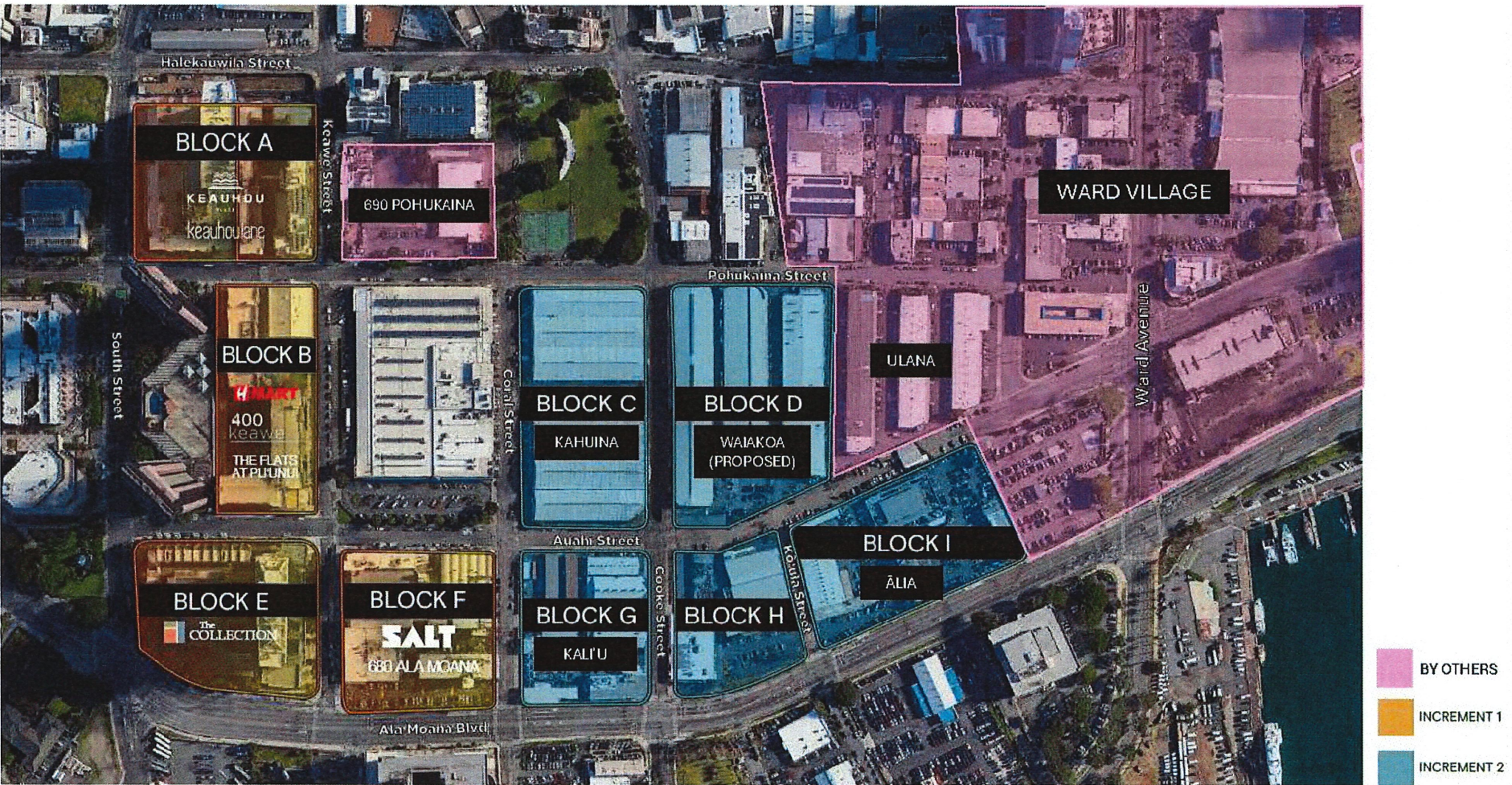


Executive Director

LOCATION MAP



KAIKĀULU O KAKAKAKO MASTER PLAN



TOWER ORIENTATION AND SPACING

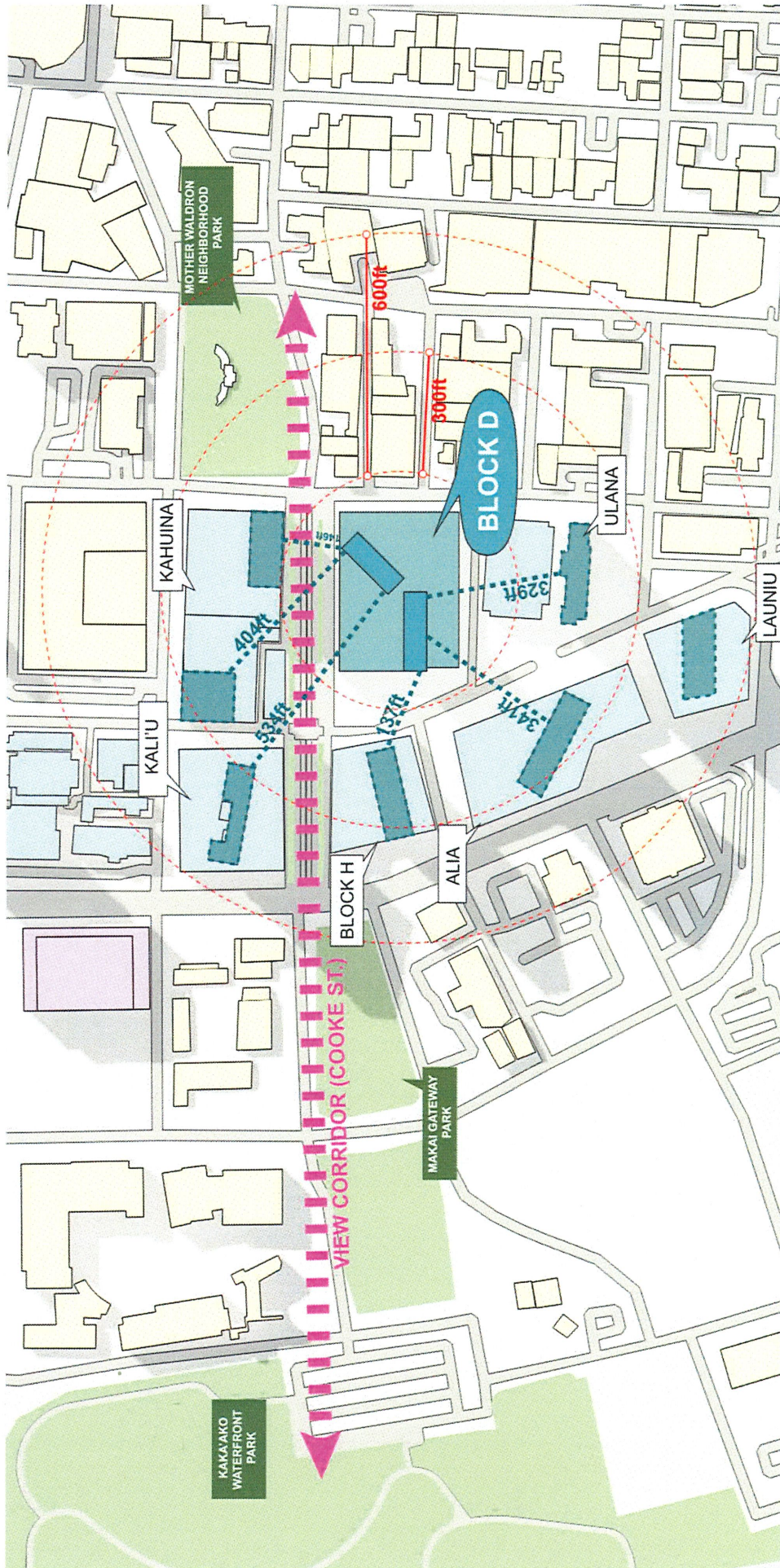
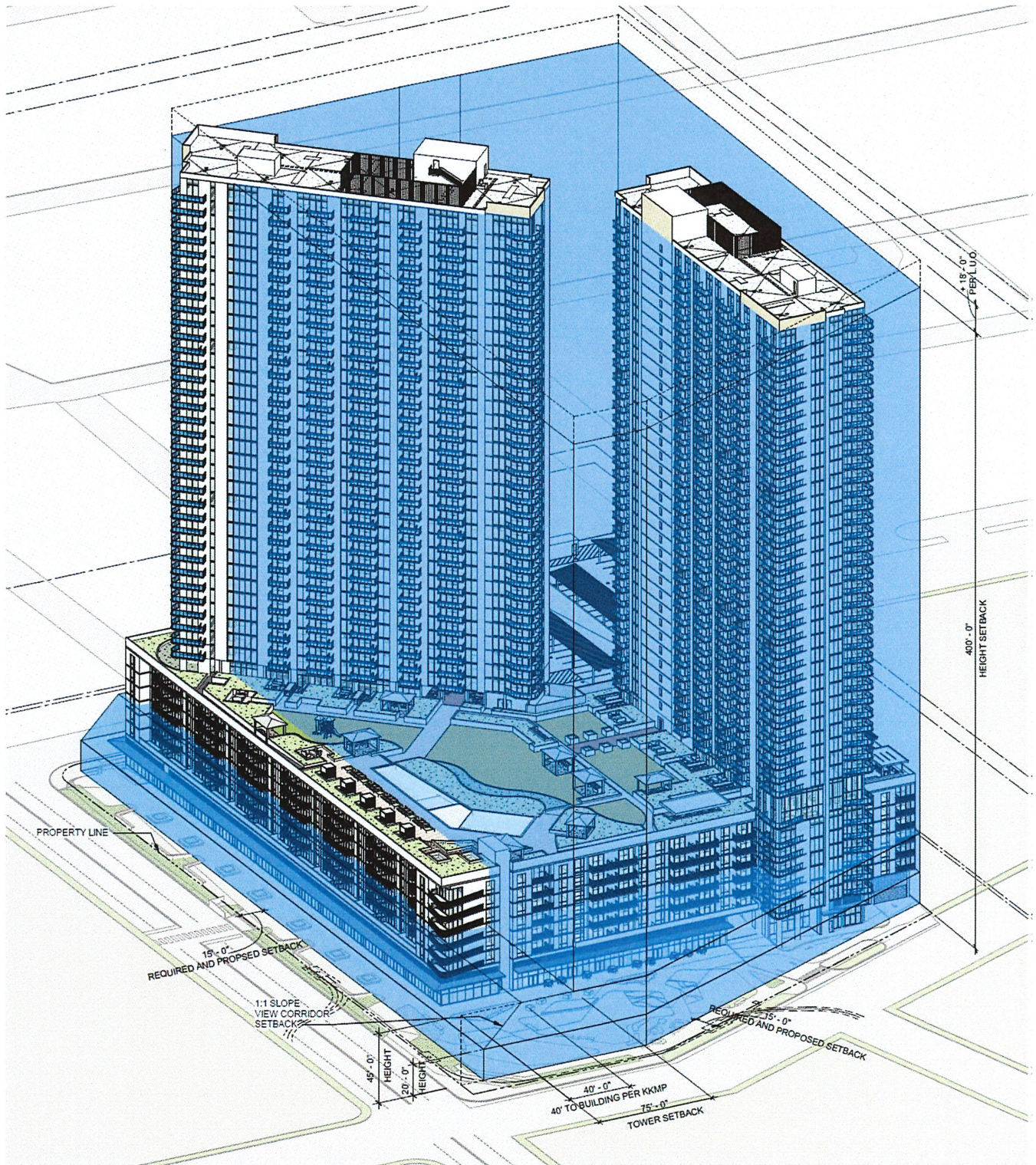


EXHIBIT A

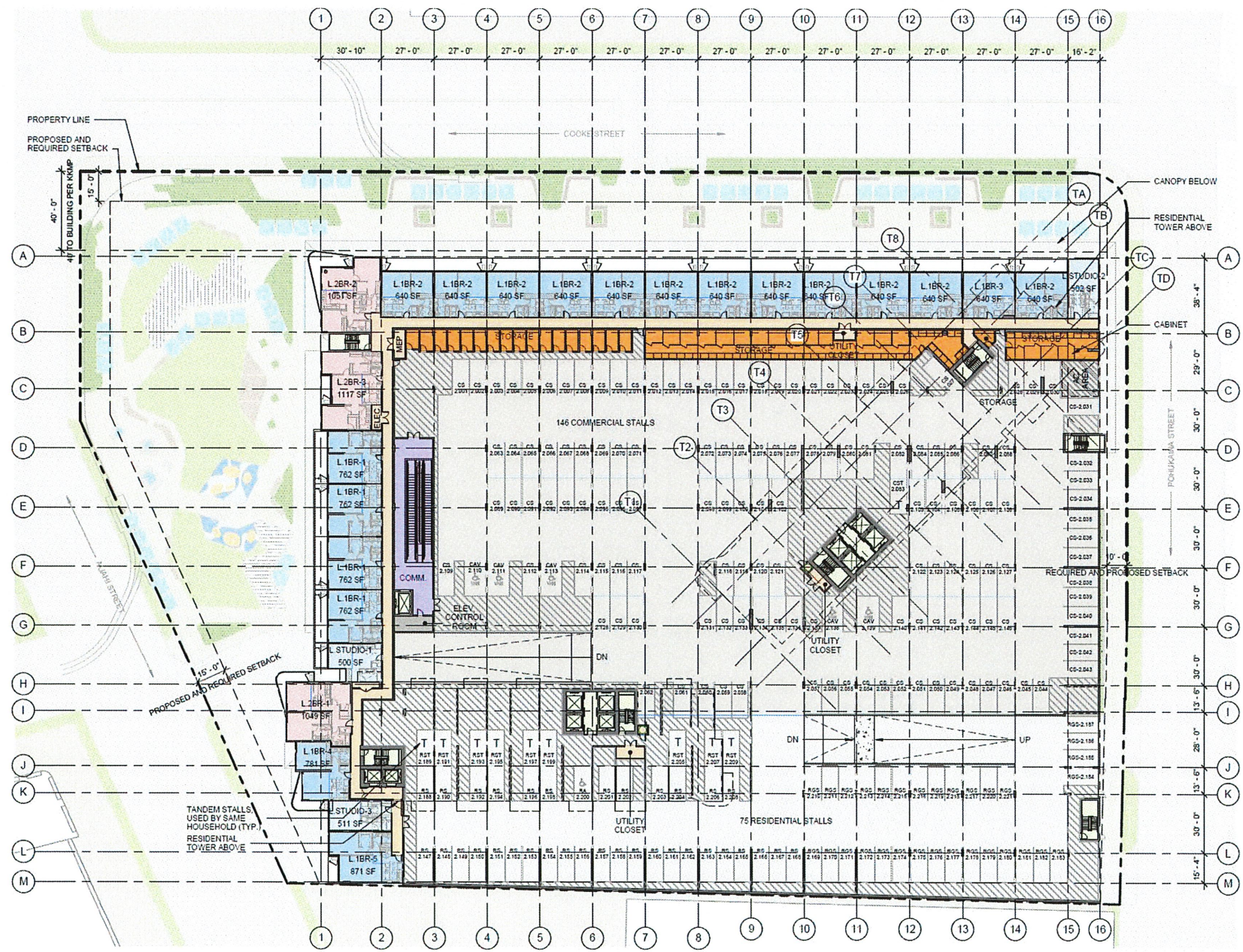
3-D RENDERINGS
ORIENTED WEST



3-D RENDERINGS
CENTRAL COMMUNITY PLAZA WITH REIDENTIAL LINER FOR PARKING
PODIUM – ALONG AUAHI STREET



SELECTED PRELIMINARY DRAWINGS
2ND FLOOR PLAN



PARKING STALL TYPICAL DIMENSION
 STANDARD PARKING = 8'-6" x 18'-0"
 ADA VAN PARKING = 11'-0" x 18'-0"
 ADA PARKING = 8'-6" x 18'-0"

SELECTED PRELIMINARY DRAWINGS 8TH FLOOR PLAN

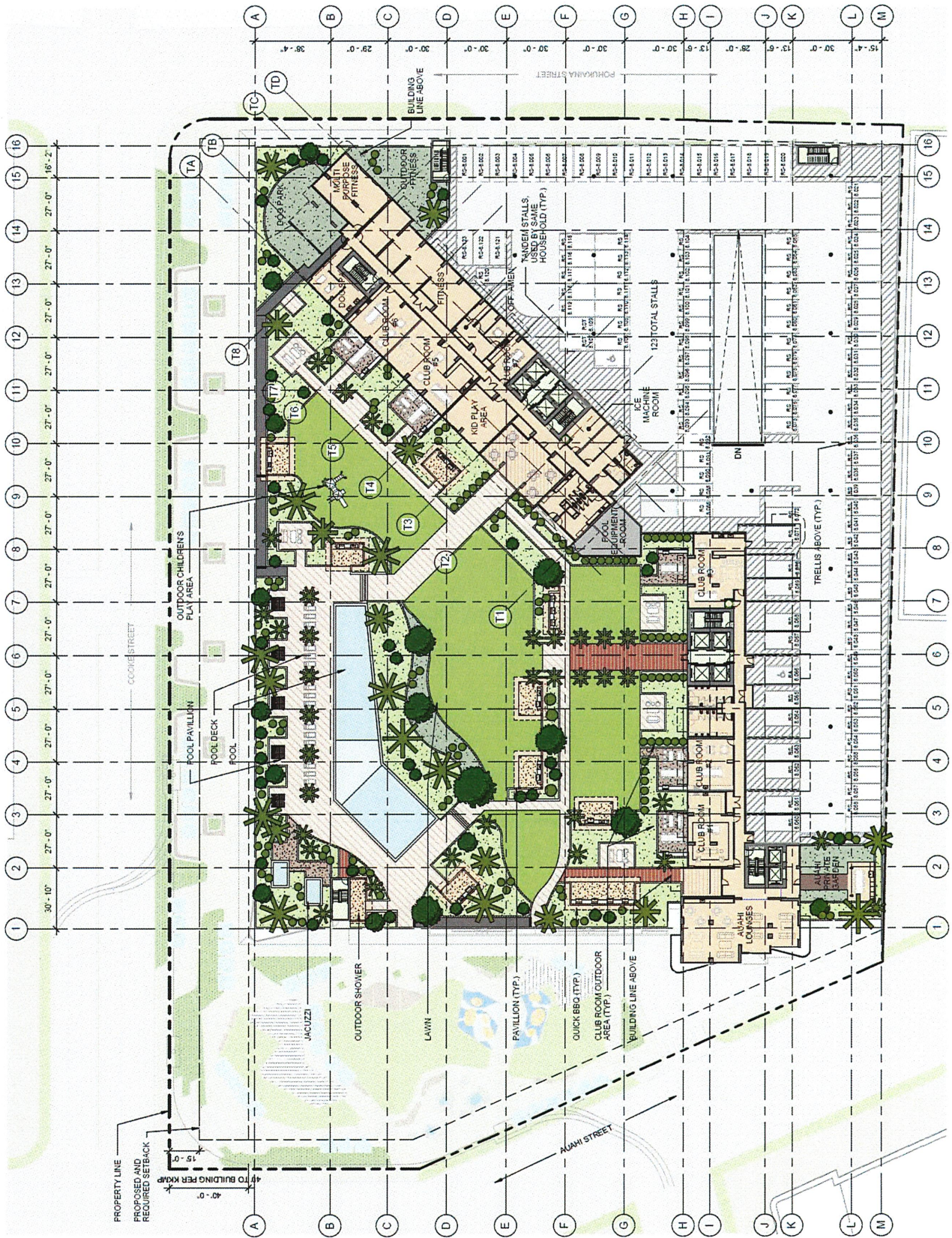
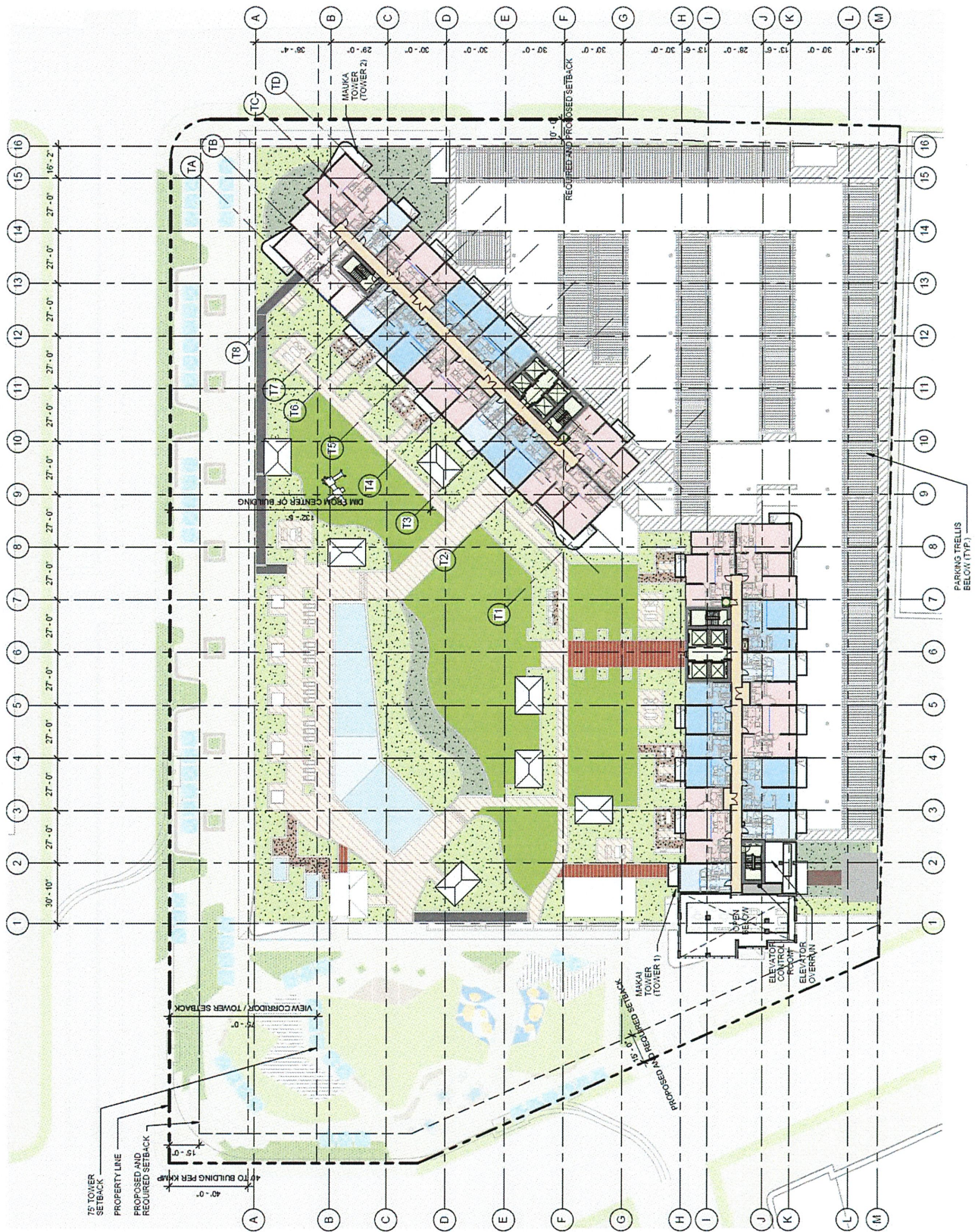
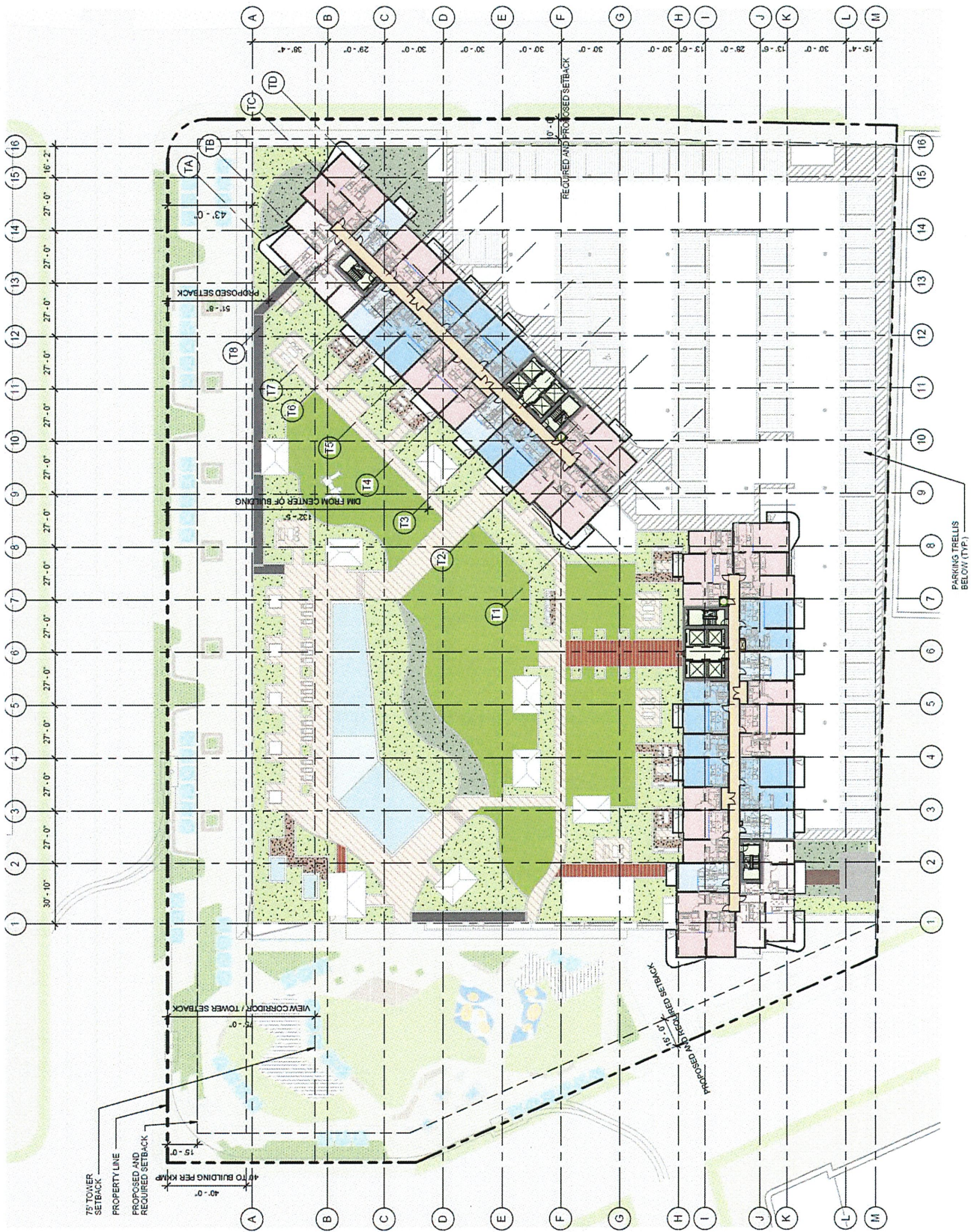


EXHIBIT C
Page 3

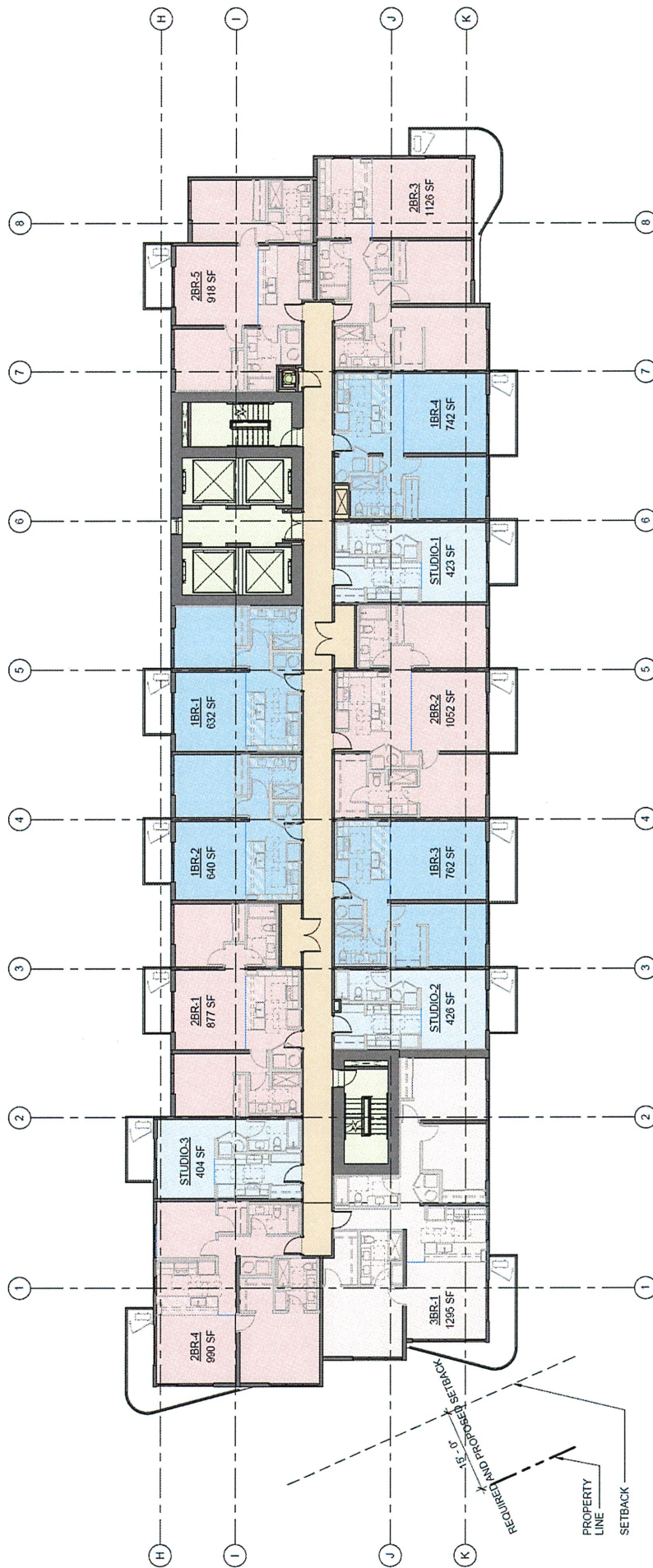
SELECTED PRELIMINARY DRAWINGS
9TH FLOOR PLAN



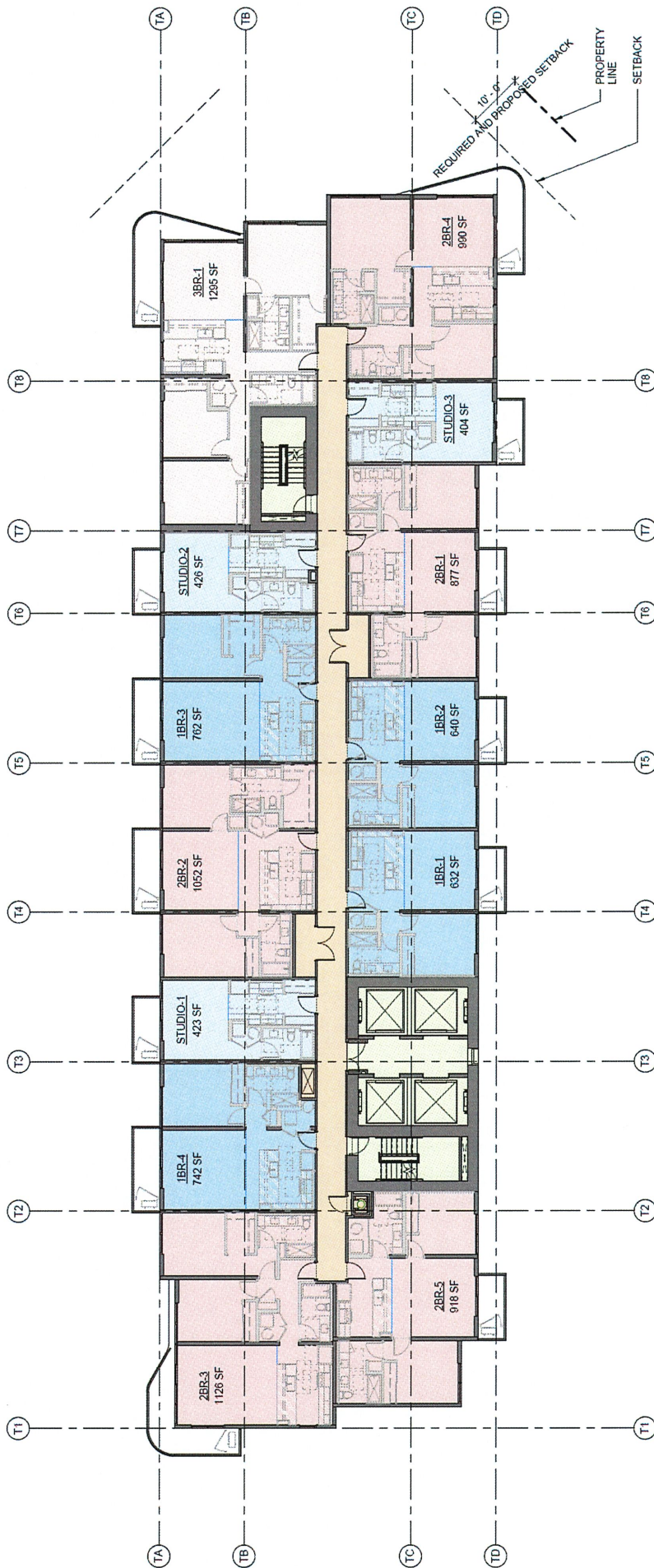
SELECTED PRELIMINARY DRAWINGS
10TH – 42ND FLOOR



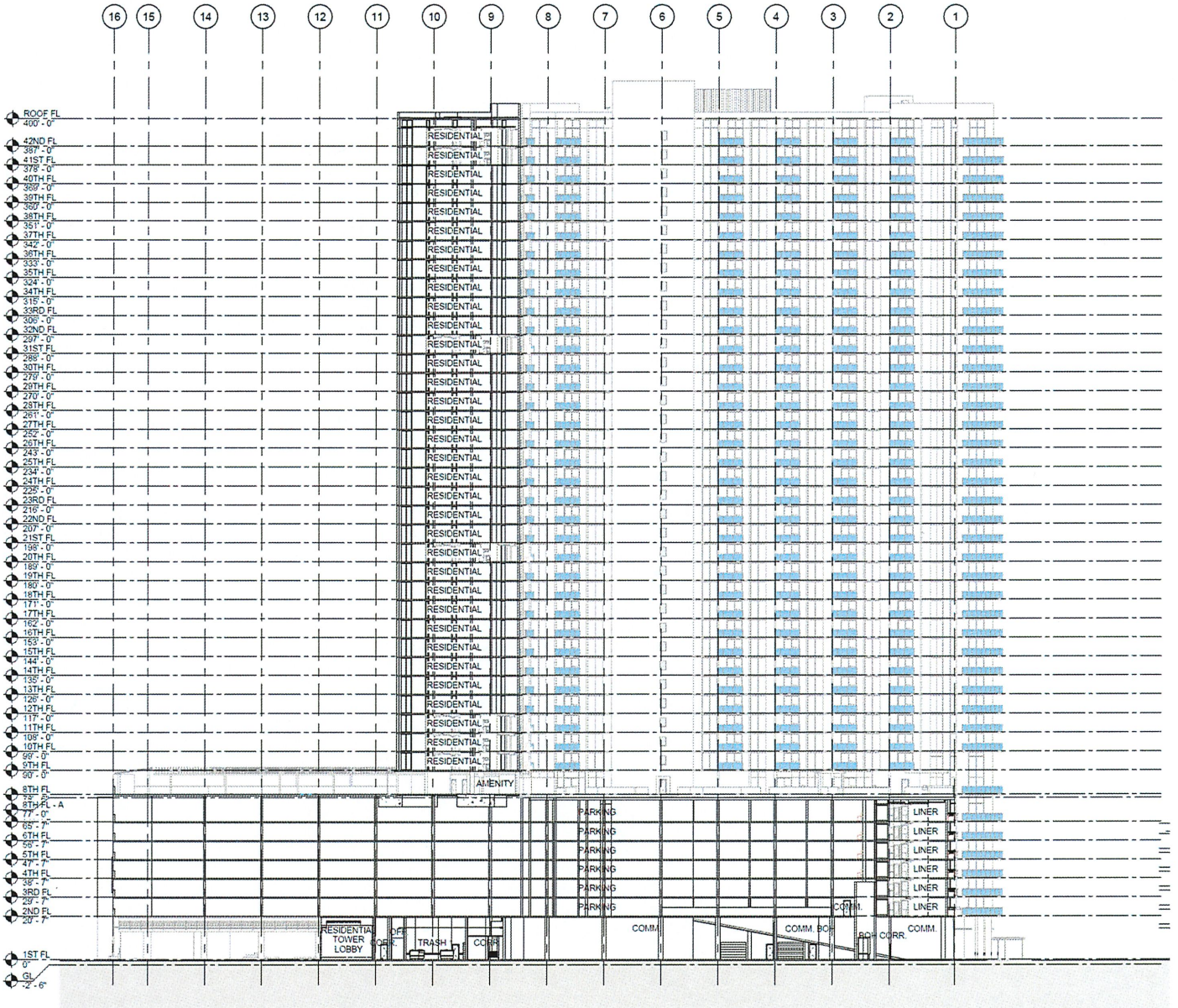
SELECTED PRELIMINARY DRAWINGS
 MAKAI TOWER 10TH – 42ND FLOOR



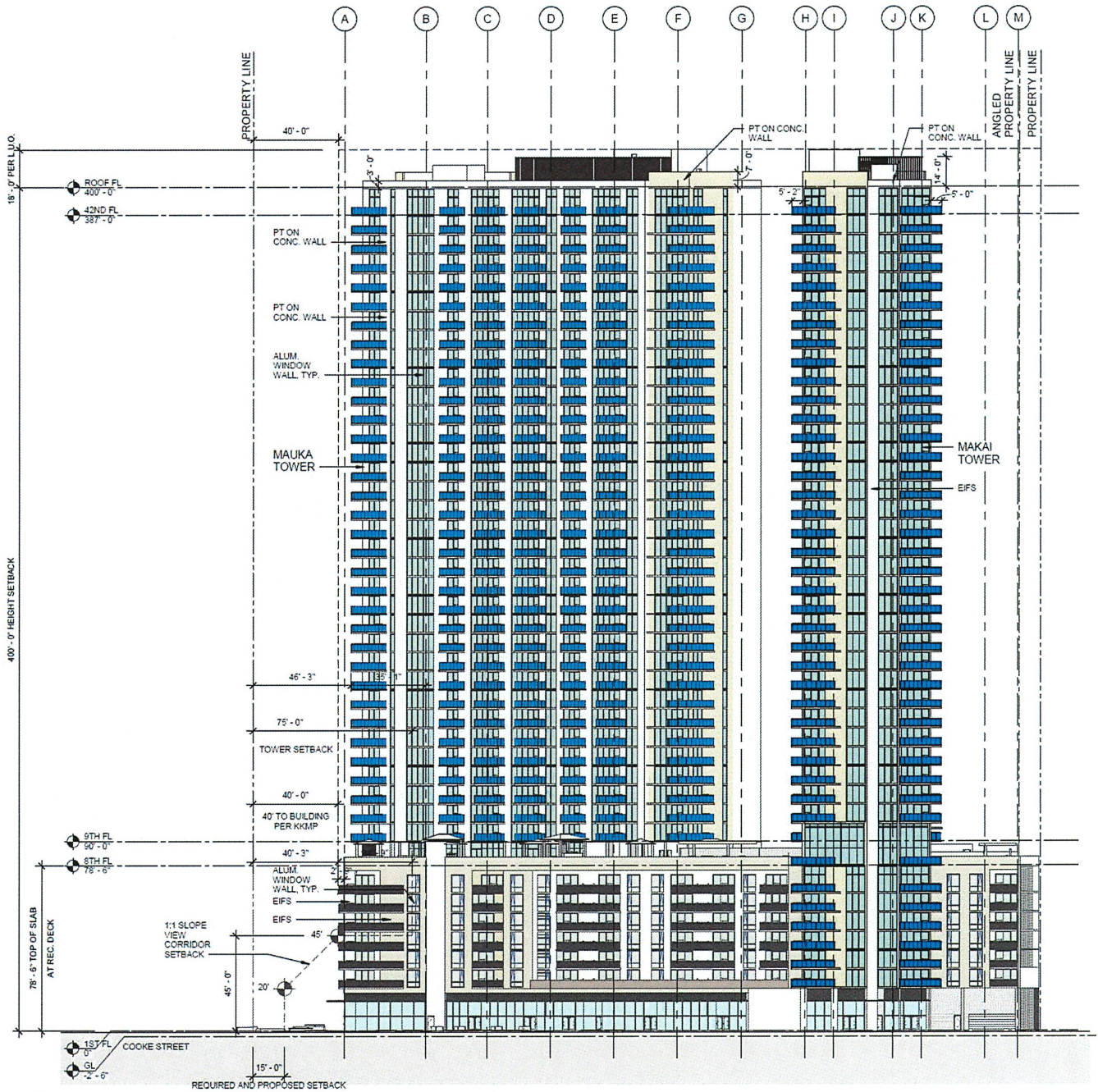
SELECTED PRELIMINARY DRAWINGS
 MAUKA TOWER 10TH - 42ND FLOOR



SELECTED PRELIMINARY DRAWINGS OVERALL SECTION HORIZONTAL



SELECTED PRELIMINARY DRAWINGS ORIENTED WEST



DEVELOPER'S EXPERIENCE



A Proud Part Of Hawai'i's History. And Its Sustainable Future.

Castle & Cooke's roots run deep in the history of our islands—and we've developed a time-honored tradition built around our mission of investing in Hawai'i, creating communities, and delivering dreams.

Formed in 1851 by Samuel Northrup Castle and Amos Starr Cooke, Castle & Cooke began as a Hawai'i merchant partnership and has transformed into a diverse family of world-renowned companies.

Our Hawai'i portfolio includes residential and commercial real estate management and development, agritourism, retail, food and beverage, and aviation services.

With local community planning excellence spanning several decades, Castle & Cooke has delivered more than 24,000 homes in Hawai'i, including over 16,000 homes in our flagship master-planned community of Mililani, which was named an All-America City in 1986 by the National Civic League.

Castle & Cooke's legacy now continues at Koa Ridge, with the creation of a smart, sustainable, and vibrant master-planned community—a place for Hawai'i to live, grow, and thrive.



Our Mission

Investing in Hawai'i, Creating Communities, and Delivering Dreams.

Our Vision

To create smart, sustainable, and vibrant planned communities where the people of Hawai'i can live, grow, and thrive.

Our Business

Castle & Cooke Hawai'i owns, manages, and develops residential, commercial, and mixed-use real estate throughout Hawai'i, including the award-winning master-planned community of Mililani, Dole Cannery, Dole Plantation, Mililani Technology Park, and Castle & Cooke Aviation. Our new Koa Ridge Surban master-planned community in Central O'ahu includes residential, commercial, industrial, educational, and healthcare components.

Our Approach

As one of Hawai'i's premier developers of communities and commercial properties, we approach planning with respect for Hawai'i's traditions and finite natural resources. By incorporating clean energy technologies and innovative community design that promotes non-motor traffic, Castle & Cooke embraces the principles of sustainability and smart growth. Looking forward, we remain committed to working closely with local residents, businesses, community organizations, and government agencies to develop new and forward-thinking communities designed to enhance the lives of those within and around our developments.

COMPLETED RESIDENTIAL COMMUNITIES

Mililani

Mililani is Castle & Cooke's award-winning, flagship master-planned in Central O'ahu that was developed over a 40-year period, and now consists of over 20 unique home series and approximately 16,000 homes.

Planning for Mililani began in 1958, and residential homes in Mililani Town, the community's first offering, went to market in 1968. Ground was broken for Mililani Mauka, the final phase of the company's master plan, in 1990.

Over the years, Mililani has won numerous building industry and community design awards, including being named All-America City in 1986 by the National Civic League.

Today, Mililani is home to over 50,000 residents who enjoy its many recreational, educational, and business opportunities. Known for its wide tree-lined streets and abundant open spaces, the planned community includes seven public schools, more than 21 parks, 7 recreation centers, and about 12 churches. There also are 3 major shopping centers—Town Center of Mililani, Mililani Shopping Center, and Mililani Market Place—and a variety of other health- and service-related businesses.

Sales of the final phase of Mililani took place in 2008, closing a major chapter in the company's 150-year history. Ultimately, Castle & Cooke invested over \$3.5 billion in infrastructure and improvements to create this one-of-a-kind dream community.

O'ahu and Neighbor Island Communities



Pu'uwai Place in Waipahu



400 Keawe in Kaka'ako



Ho'onani at Ewa



Renaissance at Waipahu



Wehilani at Waikoloa



Villages of Kapolei



Royal Kunia



Lālea at Hawaii Kai



Queen Emma Gardens

Mission to Serve

Koa Partners (Koa) is a character-driven team delivering real estate solutions to clients we are called to serve.

“ Koa Partners is differentiated by the quality of its people, its culture to serve, and its commitment to excellence. ”

HARRY LAKE, CEO

FEATURED PROPERTIES



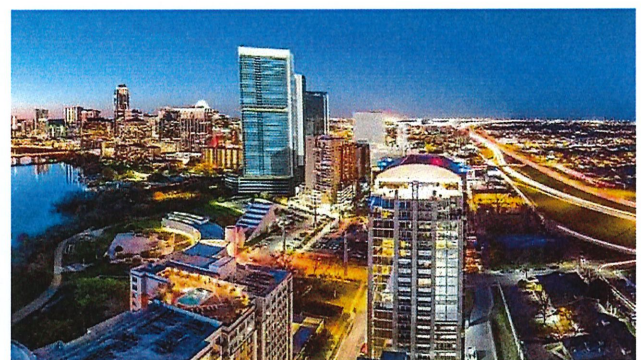
Trinity Mills Station, Carrollton, TX
9,000 SF Mixed-Use Development (25 Acres) Flex Space



Hill's Café, Austin, TX
15-Acre Mixed-Use Multifamily Redevelopment Project



Ka'ono'ulu, Maui, HI
88-Acre, 123-Lot Commercial and Light Industrial Subdivision



Villas on Town Lake, Austin, TX
2.29-Acre Urban Mixed-Use Community

LIST OF REVIEW AGENCIES

At a minimum, the following agencies and elected officials should be provided copies of the material from the 201H Application, for review and comment:

State of Hawaii

- Department of Education
- Department of Health
- Department of Land and Natural Resources *
 - Engineering Division *
 - Land Division *
- Department of Transportation *
 - Airports Division
 - Highways Division
 - Statewide Transportation Planning Office
- Hawaii Community Development Authority *
- Office of Planning and Sustainable Development *

City and County of Honolulu

- Department of Emergency Services
- Department of Environmental Services
- Department of Design and Construction *
- Department of Facility Maintenance
- Department of Parks and Recreation
- Department of Planning and Permitting *
- Department of Transportation Services **
- Honolulu Authority for Rapid Transportation
- Honolulu Board of Water Supply *
- Honolulu Fire Department *
- Honolulu Police Department *

Elected Officials

- Representative Kim Coco Iwamoto, District 25
- Senator Sharon Moriwaki, District 12
- Councilmember Tyler Dos Santos-Tam, District 6

* = Received Comments

** = Received draft comments (formal letter not received as of the date of drafting of this For Action)

LIST OF REQUESTED 201H EXEMPTIONS

Requested Exemptions and Deferrals

Development Standard or Requirement	Section	Requested Exemption / Deferral	Rationale	Estimated Value / Applicable Agency
Plan Review and Permit Fees				
Building plan review fees	ROH § 18-6.1	Exemption from the payment of plan review fees	The project proposes to provide public benefits (i.e., 620 affordable housing [60% of total units], public parking, off-site infrastructure, open space, and other public facility improvements) in exchange for reduced economic costs associated with certain development fees and greater development flexibility for the KKMP-vested period.	\$25,000 / CCH
Building permit fees	ROH § 18-6.2	Exemption from the payment of building permit fees		\$2,267,800 / CCH
Fire Department plan review fees	ROH § 20-1.1(3)	Exemption from the payment of Honolulu Fire Department plan review fees		\$226,780 / CCH
Disability and Communications Access Board (DCAB) review fees	HRS § 103-50	Exemption from DCAB review fees		\$3,000 / DCAB
Special assignment inspection (SAI) fee	ROH Table 18-A	Exemption from SAI fees		\$1,000 / CCH
Stormwater quality review and erosion control and sediment plan (ESCP) review	ROH § 18A-1.6	Exemption from ESCP review fees		\$250 / CCH
Trenching	ROH § 14-2.1	Exemption from trenching, repair and service permit fees		\$195 (assuming 20 lf of trenching) / CCH
Grading and grubbing	ROH § 18A-2.4	Exemption from grading and grubbing permit fees		\$1,055 (assuming 1,000 cy of excavation/fill) /

Development Standard or Requirement	Section	Requested Exemption / Deferral	Rationale	Estimated Value / Applicable Agency
Park Dedication Requirement	ROH § 22-7.7	Exemption from park dedication fee all 1,032 dwelling units (dus)		<p>CCH</p> <p>\$26,223,420 / CCH</p> <p><u>Calculations</u></p> <p>Affordable Unit Requirement: 1,032 dus x 110 sf = 113,520 sf</p> <p>Estimated Value: 113,520 sf x \$231.00 / sf = \$26,223,120</p> <p>\$26,223,120 + \$300 (application fee) = \$26,223,420</p>
Infrastructure Fees and Charges				
Wastewater system facilities charges	ROH § 43-6.1 to 43-6.4	<p>Exemption from wastewater system facility charges for affordable dwelling units</p> <p>Deferral of wastewater system facility charges for market dwelling units</p>	<p>The project proposes to provide public benefits (i.e., 620 affordable housing [60% of total units], public parking, off-site infrastructure, open space, and other public facility improvements) in exchange for reduced economic costs associated with certain development fees and greater development flexibility for the KKMP-vested period.</p>	<p>\$2,871,344 (affordable units) / CCH</p> <p>\$1,908,054 (market units) / CCH</p> <p><u>Calculations</u> (affordable units)</p> <p>0.7 ESDU x 620 affordable du = 434 ESDU</p>

Development Standard or Requirement	Section	Requested Exemption / Deferral	Rationale	Estimated Value / Applicable Agency
				434 ESDU x \$6,616 = \$2,871,344
Water system facilities fees	BWS § 1-102, 2-202(2), 2-202(3)	Exemption from BWS water system facility fees for affordable dwelling units Deferral of BWS water system facility fees for market dwelling units		\$126,554 / BWS <u>Calculations</u> \$204.12 x 620 affordable du = \$126,554
Storm drain connection application fee	ROH § 43-11.12	Exemption from storm drain connection license fee		\$200 / CCH
City and County of Honolulu (CCH) Affordable Housing Requirements				
Affordable housing requirements	ROH § 29	Exemption from ROH § 29 relating to CCH's affordable housing requirements	The project will comply with the affordable housing requirements pursuant to § 201H-38, HRS.	CCH
Other				

Development Standard or Requirement	Section	Requested Exemption / Deferral	Rationale	Estimated Value / Applicable Agency		
Electric vehicle (EV) infrastructure	ROH § 16B-1.1.C409	Exemption from requirement to comply with one of the EV readiness compliance pathways, which requires either the provision of 337 EV charger ready stalls or achievement of 337 compliance points.	The project proposes to provide 169 EV charger ready stalls or the equivalent 169 compliance points, which is 50% of the EV requirement of 337. The project will include charger ready stalls or equipment at a dedicated or common area stall. The exemption is necessary to ensure the affordable housing project is economically viable.	CCH		
<p>Hawai'i Community Development Authority's (HCDA) 2005 Mauka Area Rules; Kaiāulu O Kaka'ako Master Plan (KKMP) (2008) and KKMP Amendment (2021); and Findings of Fact, Conclusions of Law, and Decision and Order to Amend the Master Plan Permit File No. PL MASP 13.2.8; dated June 2, 2021 (D&O)</p>						
Methods of development	HAR § 15-22-9	<p>Exemption from HCDA's planned development permit and requirements.</p>				
Requirement of base zone development and planned development permit	HAR § 15-22-11				<p>In lieu of obtaining a planned development permit, the project will obtain approval under § 201H-38, which authorizes HHFDC to exempt housing projects from certain statutes, ordinances, charter provisions, and rules of any governmental agency relating to planning, zoning, construction standards for subdivisions, development and improvement of land, and the construction of units. In addition, the project will apply for certification as an affordable housing project under the Governor's Proclamation, which aims to accelerate the permitting process, eliminate duplication, increase the development</p>	HCDA
Planned Development	HAR § 15-22-110 through 139					HCDA

Development Standard or Requirement	Section	Requested Exemption / Deferral	Rationale	Estimated Value / Applicable Agency
Density	HAR § 15-22-61	Exemption from the maximum density of 1.5 FAR.	<p>of housing, while maintaining health and safety.</p> <p>The project will be consistent with the HCDA-approved KKMP Amendment, which provides development standards for Block D under § 201H-38, HRS.</p> <p>The project proposes a 6.5 FAR in exchange for developing 620 affordable housing units (60% of total units) and complying with all applicable requirements pursuant to § 201H-38, HRS.</p> <p>The 6.5 FAR is consistent with the HCDA-approved KKMP Amendment for development of Block D under § 201H-38, HRS.</p> <p>In addition, based on the KKMP Amendment, density and towers may be transferred between Block D and other blocks within the KKMP as long as it doesn't exceed the maximum permitted FAR for the KKMP and the density and tower transfers are in compliance with the 2005 Mauka Area Rules and Vested Rules.</p>	HCDA
Maximum development height, density, and tower footprints	HAR § 15-22-116	Exemption from maximum density of 3.5 FAR for planned developments on lots greater than 80,000 sf.	<p>The project proposes a 400 ft building height in exchange for developing 620 affordable housing units (60% of total units) and complying with all</p>	HCDA
Heights	HAR § 15-22-62	Exemption from the 45 ft height limit.		HCDA

Development Standard or Requirement	Section	Requested Exemption / Deferral	Rationale	Estimated Value / Applicable Agency
			<p>applicable requirements pursuant to § 201H-38, HRS.</p> <p>The 400 ft building height is consistent with the HCDA-approved KKMP Amendment for development of Block D under § 201H-38, HRS.</p>	
Yards; general	HAR § 15-22-63(d)(9)	Exemption from front yard structures 30-inch (in) height limit.	The project proposes to exceed the 30-inch height limit in order to install a pavilion in the Central Community Plaza and shade structures along both Auahi and Cooke Streets.	HCDA
Yards; general	HAR § 15-22-63(g)	Exemption from 4 ft maximum extension of architectural embellishments into the requirement distance of a yard or setback.	The project proposes to exceed the maximum 4 ft extension of architectural embellishments into the required yard to allow awnings and sunshades within the front yard setback along Auahi and Cooke Streets. The awnings and sunshades will help reduce ambient temperatures along the streetscape, as well as in the commercial / retail area; thereby reducing energy costs associated with AC cooling.	HCDA
Prohibition of structures within a mapped street	HAR § 15-22-74(b)	Exemption from prohibition from encroachment into setback areas.		HCDA
View corridors	HAR § 15-22-66	Exemption from view corridor setback requirements along Cooke Street: minimum of 75-ft tower setback for tower height above 45 ft elevation.	The podium and north-west corner of the Mauka tower will encroach into the view corridor setback along Cooke Street. The podium will encroach into the view corridor setback and will have a height of approximately 80 ft, which	HCDA
Other rules for applicants of planned developments	HAR § 15-22-117(a)			

EXHIBIT F

Development Standard or Requirement	Section	Requested Exemption / Deferral	Rationale	Estimated Value / Applicable Agency
			<p>encroaches into the 45-ft podium height limit by 35 ft. Above 45 ft elevation, the podium will be located approximately 40 ft from Cooke Street, which encroaches into the 75 ft tower setback by 35 ft. The Mauka tower is oriented diagonally to Cooke Street and the north-west corner will be located approximately 46 ft from Cooke Street, which encroaches into the 75-ft minimum tower setback by 29 ft. The encroachment is necessary to construct an efficient mixed-use podium with community-focused commercial/retail, residential, and parking uses, provide 620 affordable housing units (60% of total units), as well as market housing units.</p>	
Off-street parking	HAR § 15-22-67(c)(5)	Exemption from screening the parking podium along Pohukaina Street and east perimeter.	<p>The project proposes to design the parking podium with limited screening along Pohukaina Street, a solid wall along the east face per fire code (along Ulana), and with residential liners along Cooke and Auahi Street. The rationale is that the residential liners along two sides and solid Wall along Ulana substantially reduces the airflow and ventilation of the parking podium. The proposed podium design will screen parking along the high traffic pedestrian streets (Auahi St. and Cooke</p>	HCDA

Development Standard or Requirement	Section	Requested Exemption / Deferral	Rationale	Estimated Value / Applicable Agency
			St.), facilitate ventilation of the parking structure along Pohukaina St. to minimize infrastructure and energy costs associated with the installation and operation of HVAC systems, and ensure the economic viability of the affordable housing project.	
Circulation	HAR § 15-22-71 and 15-22-143(d)	Exemption from mid-block crossing through Project.	The project proposes to develop the entire parcel without a mid-block crossing in order to construct a space efficient parking structure, increase the number of affordable and market housing units, as well as adhere to (the maximum extent feasible) the 75 ft view corridor setback from Cooke Street.	HCDA
Dedication of public facilities	HAR § 15-22-73(d)	Exemption from land area required (3% for commercial uses; 4% for residential floor area excluding reserved housing units and associated common areas) to be dedicated for public facilities and/or fee.	The KKMP Amendment indicates that if Block D is developed as a § 201H-38, HRS project, the public facilities dedication requirement is eliminated. In addition, based on the KKMP (2008), KS will satisfy the majority of the public facilities requirement with credits from previous transfers of land to the State. The exemption is necessary to accommodate a significant increase in the number of affordable units being developed.	HCDA

Development Standard or Requirement	Section	Requested Exemption / Deferral	Rationale	Estimated Value / Applicable Agency
Requirement of providing reserved housing units	HAR § 15-22-115	Exemption from reserved housing rules.	The project will comply with the affordable housing requirements pursuant to § 201H-38, HRS.	HCDA
Sale and rental of reserved housing units	HAR § 15-22-180 through § 15-22-192		The project will have curb cuts to accommodate vehicular access to the driveways along Anahi Street, Pohukaina Street, and a mid-block pedestrian crossing along Cooke Street. The curb cut and streetscape design will be submitted to HCDA for review as part of the § 201H-38, HRS application process. As such, the Applicant is requesting an exemption from additional/redundant HCDA review of the curb cuts.	HCDA
Streetscapes	HAR § 15-22-142(a)	Exemption from discretionary approval by the HCDA executive director for curb cuts.		
Building Orientation	HAR § 15-22-142(a)	<p>Exemption from building orientation of:</p> <ol style="list-style-type: none"> Up to 45 ft in height, the long axis of the structures shall be oriented, to the extent practicable, between 25 degrees and 55 degrees east of south to maximize the ventilation effect of prevailing winds; and Above 45 ft in height, the long axis of structures shall be oriented, to the extent practicable, between 35 degrees and 65 degrees west of south to minimize exposing 	The Mauka tower will be oriented approximately due south in response to the Block C tower (Kahuina Development), located directly across the street at the intersection of Cooke/Pohukaina Streets. The proposed orientation is necessary to provide appropriate visual and acoustic privacy from the adjacent Block C tower, create visual interest by varying the building orientation beyond the typical form, and provide sufficient	HCDA

Development Standard or Requirement	Section	Requested Exemption / Deferral	Rationale	Estimated Value / Applicable Agency
		the long side to direct sunlight.	open space for the recreation deck.	
Tower Spacing	HAR § 15-22-143(b)	<p>Exemption from tower spacing, to the maximum extent practicable, of:</p> <ol style="list-style-type: none"> 1. At least 300 ft between the long parallel sides of neighboring towers; 2. At least 200 ft between the short side of towers; and 3. Building design and siting shall be such that shadow effects on neighboring buildings shall be minimized. 	<p>The Mauka tower will be approximately 165 ft from the Block C tower, which is located to the north-west across Cooke Street. The Mauka and Makai towers will have approximately 42 ft between the short sides of the towers; however, the short sides will be offset at an angle to each other. The proposed tower spacing is required to efficiently develop the project site with new affordable housing units, public parking, public open space, and community-oriented commercial/retail uses.</p>	HCDA
Landscaping	HAR § 15-22-144	Exemption from tree spacing requirements along Cooke Street (35 ft on center) and Auahi Streets (40 ft on center).	<p>The project proposes to provide double rows of trees along sections of Cooke Street and a varied landscape design for the central community plaza along Auahi Street. The proposed exemption from tree spacing requirements will allow the project flexibility to increase the tree density along Cooke Street and implement a varied landscape design for the central community plaza along Auahi Street. Currently, KS and HCDA are preparing a regional infrastructure plan that will impact the landscape plan. The Applicant requests flexibility on this landscape requirement and will</p>	HCDA

Development Standard or Requirement	Section	Requested Exemption / Deferral	Rationale	Estimated Value / Applicable Agency
			continue to work with HCDA on the landscape plan.	

SUMMARY OF AGENCY COMMENTS

HAWAII COMMUNITY DEVELOPMENT AUTHORITY

Letter dated December 23, 2024

- The Project was first proposed to Hawaii Community Development Authority (HCDA) staff on June 6, 2024. Subsequently, at a June 19, 2024 meeting with R.M. Towill Corporation (RMTC), and Castle Cooke Waiakoa, LLC the HCDA staff provided comments for the proposed Project. Since then, RMTC provided a revised submittal on June 20, 2024 and HCDA staff provided comments on July 29, 2024. During the 201H consultation, HCDA reiterated key issues that still need to be addressed:
 - Curb-cuts. The Project currently proposes a total of six curb-cuts: three along Auahi Street and three along Pohukaina Street. Both frontages feature porte-cocheres with two one-way entry and exit curb-cuts, as well as one curb-cut each for access to the loading stalls. These curb-cuts are in close proximity to one another and abut the Ulana project.

It is recommended that the Project consolidate some of these curb-cuts. The current design, with six curb-cuts in such close proximity, is excessive and creates an unfriendly pedestrian environment. Additionally, consideration should be given to the neighboring project, which also has a curb-cut located very near the proposed curbcuts for this Project.

Reducing the number of curb-cuts by at least half would enhance the pedestrian experience along both Pohukaina and Auahi Streets. This approach would also align with the vision of Auahi Street and Pohukaina Street as a promenade streets.
 - Enhancement of the Pohukaina and Auahi Street Frontage. Pohukaina Street is envisioned as a tree-lined promenade designed to accommodate pedestrian and bicycle routes through the Mauka Area. However, as currently proposed, the back-of-house spaces along Pohukaina Street, the porte-cochere, and the three curb-cuts—along with the building’s significant setback from the street—create an environment that is not conducive to pedestrian activity.

To improve this, the Project should reprogram the uses along Pohukaina Street, relocating the back-of-house functions to the rear of the property. Active uses, such as the management office and/or commercial spaces, should be placed directly along the sidewalk, facing Pohukaina Street and abutting the Ulana Project. This would encourage a more vibrant, pedestrian-friendly environment. The design should promote land uses that attract activity and invite people to stroll and linger.

A similar approach should be taken for the Auahi Street frontage. The Diamond portion of the Auahi frontage, like Pohukaina Street, currently has three curb-cuts. Additionally, active spaces such as the lobby and commercial areas are set back from the street, resulting in a car-centric environment. Reworking these elements would create a more pedestrian-friendly streetscape on both frontages.
 - Parking Screening. The Project is requesting an exemption from providing screening for the parking structure along Pohukaina Street. HCDA cannot support this request. Screening is essential to create a visually appealing and pleasant frontage along Pohukaina Street, which is intended to function as a pedestrian promenade. Allowing an exposed parking structure would detract from the pedestrian experience and undermine the street’s intended purpose as an inviting and attractive public space.
 - Trees. The Project should provide trees with wide canopies along Auahi Street, Cooke Street and Pohukaina Street to create a pedestrian friendly environment. Also, avoid the use of palm trees as street trees as they do not provide much shade.

- Awnings. The Project should provide deep, continuous awnings along the Auahi Street, Cooke Street, and Pohukaina Street frontages, with a depth of between six to ten feet. These awnings should not be slatted. Deep awnings will offer important benefits, including shade and protection from rain, which will enhance the pedestrian experience. Additionally, they will help to cool the interior spaces, contributing to a more comfortable and energy-efficient environment for both the building’s occupants and the public.
- Central Plaza. The Central Plaza, located at the corner of Cooke Street and Auahi Street, which occupies half of the Auahi Street frontage, must be actively designed to encourage social interaction and engagement. The Plaza should be equipped with seating options such as chairs, tables, benches, umbrellas, and canopy trees to create a welcoming and comfortable environment. As outlined in the KKMP, this Central Plaza is envisioned to be the heart of the Cooke Street linear park—an area where people can linger, relax, and enjoy their surroundings. It should be a vibrant, lively space that invites people to socialize.
- Exemption from D&O No. 7 of the 2021 KKMP Amendment. HCDA notes that a § 201H application is not the correct process to exempt a project from the central plaza requirement in the 2021 KKMP D&O Condition No. 7. It shall be noted that the Project cannot request an exemption from a D&O that has been imposed on another HCDA permit. 2021 KKMP D&O Condition No. 7 is a condition of approval for the KKMP, and as specified, all projects within the KKMP—whether permitted through a development permit or under HRS § 201H-38—are obligated to comply with this condition. If KS desires to modify or delete their 2021 KKMP D&O Condition No. 7, a contested case hearing for that purpose needs to be held upon an application by KS. Therefore, this request for exemption of 2021 KKMP D&O Condition No. 7 is not permissible in this Section § 201H application.
 HCDA notes that the current design drawings for the project shows a public plaza of approximately 20,938 square feet, plus a plaza setback area of 5,503 square feet, at the corner of Cooke Street and Auahi Street. This plaza should meet the requirements of 2021 KKMP D&O Condition No. 7. The plaza should be open to the public and maintained by the Project.

**HAWAII DEPARTMENT OF BUSINESS, ECONOMIC DEVELOPMENT & TOURISM
 OFFICE OF PLANNING & SUSTAINABLE DEVELOPMENT**

Letter dated January 6, 2025

- OPSD offers the following comments related to the exemptions being requested for the Waiakoa development:
 - The Project aligns with the *State Transit-Oriented Development (TOD) Strategic Plan*, which encourages high-density, mixed-use development near Skyline rail stations. The Project site is located approximately 1/4 mile from the planned Ka‘ākaukui (Civic Center) station. Elements of the Project, such as ground floor commercial space and a public plaza, would create an active and walkable environment on the street level that integrates well with surrounding developments and destinations.
 - Housing affordability. While the proposed Project provides a level of affordable housing that meets the criteria to qualify for 201H considerations, the depth of affordability being proposed appears limited, given the substantial exemptions being requested. In Honolulu, market-rate units (particularly for studios and smaller units) are accessible to households earning 140% AMI, which limits the impact of the proposed affordable units in addressing Honolulu’s affordable housing needs. The application would be strengthened if the Project included income limits of 80-120% AMI. Additionally, the application does not indicate the affordability terms for the 620 affordable housing units, nor does it describe

EXHIBIT G

the distribution of affordable units among the different unit types. It would be useful to provide an analysis that demonstrates the value of additional density being provided compared against the value of the requested fee exemptions and benefits to the community at large.

- Parking. The proposed Project is within walking distance of the future rail station, Honolulu's Central Business District, and is in an area that has a network of bicycle and pedestrian infrastructure. The Project involves 1,465 residential parking stalls. OPSD recommends consideration be given to reducing the parking allowances to reduce the amount of car traffic in the area and encourage use of alternative modes of transportation. Reducing parking will also increase the affordability of residential units and could potentially reduce the size of the podium.
- Public Views. The Project is requesting exemptions from the 75-foot view corridor setback along Cooke Street, the 45-foot maximum podium height limit, mauka-makai tower orientation of the towers, and tower spacing. The Kaka'ako TOD Overlay Plan and the Kamehameha Schools Master Plan identify Cooke Street as a significant linear greenway and beautification corridor, which would establish a green, pedestrian-friendly corridor connecting Mother Waldron with the Kaka'ako Waterfront Park. OPSD recommends the Applicants consider building configurations that would preserve the 75-foot view corridor setback along Cooke Street. View preservation and similar enhancements to the public realm are essential to the integrity of the entire corridor.
- School Impact Fee. There is significant housing growth planned for the area from Kalihi to Ala Moana, which will impact school enrollment capacity. The Project site is located within the Kalihi-Ala Moana School Impact Fee District. The application does not request an exemption from this fee. If no exemption is being requested, the application should include language explaining how the Project intends to satisfy the Kalihi-Ala Moana School Impact Fee.

HAWAII DEPARTMENT OF LAND AND NATURAL RESOURCES

Engineering Division

Letter dated January 2, 2025

- The rules and regulations of the National Flood Insurance Program (NFIP), Title 44 of the Code of Federal Regulations (44CFR), are in effect when a development falls within a Special Flood Hazard Area (high-risk areas). Be advised that 44CFR, Chapter 1, Subchapter B, Part 60 reflects the minimum standards as set forth by the NFIP. Local community flood ordinances may stipulate higher standards that can be more restrictive and would take precedence over the minimum NFIP standards. The owner of the project property and/or their representative is responsible for researching the Flood Hazard Zone designation for the project. Flood zones subject to NFIP requirements are identified on FEMA's Map Service Center (msc.fema.gov). Our Flood Hazard Assessment Tool (FHAT) (fhat.hawaii.gov) could also be used to research flood hazard information.

HAWAII DEPARTMENT OF TRANSPORTATION

Letter dated January 2, 2025

- The proposed development project is approximately 1.61 miles from the property boundary of Daniel K. Inouye International Airport (HNL). All projects within 5 miles from Hawaii State airports are advised to read the Technical Assistance Memorandum (TAM) for guidance with development and activities that may require further review and permits.
- The project site is approximately 17,639 feet from the end of Runway 26L at HNL. Federal Aviation Administration (FAA) regulation requires the submittal of FAA Form

EXHIBIT G

7460-1 Notice of Proposed Construction or Alteration pursuant to the Code of Federal Regulations, Title 14, Part 77.9, if the construction or alteration is within 20,000 feet of a public use or military airport which exceeds a 100:1 surface from any point on the runway of each airport with its longest runway more than 3,200 feet. Construction equipment and staging area heights, including heights of temporary construction cranes, shall be included in the submittal. Please provide a copy of the FAA response to the Part 77 analysis to the HDOT Planning Section.

- The project site is within the 60-65 Day Night Level (DNL) noise contours on the attached HNL 2008 Noise Exposure Map. The HDOT recommends that noise reduction measures be incorporated into the building's design to achieve interior noise levels of 45 DNL or less per the attached State of Hawaii Land Use Compatibility Guidelines.
- Due to the project's proximity to HNL, the applicant and future residents should be aware of potential single-event noise from aircraft operations. There is also a potential for fumes, smoke, vibrations, odors, etc., resulting from occasional aircraft flight operations over or near the project. These incidences may increase or decrease over time and are dependent on airport operations.
- If a solar energy photo voltaic (PV) system is going to be installed, be aware that PV systems located in or near the approach path of aircrafts can create a hazardous condition for pilots due to possible glint and glare reflected from the PV panel array. If glint or glare from the PV array creates a hazardous condition for pilots, the owner of the PV system shall be prepared to immediately mitigate the hazard upon notification by the DOT and/or FAA. FAA requires a glint and glare analysis for all solar energy PV systems near airports. The www.sandia.gov/glare website has information and guidance with the preparation of a glint and glare analysis. A separate FAA Form 7460-1 will be necessary for the solar energy PV system. After the FAA determination of the Form 7460-1 glint and glare analysis, a copy shall be provided to the DOT Airport Planning Section by the owner of the solar energy PV system. Solar energy PV systems have also been known to emit radio frequency interference (RFI) to aviation dedicated radio signals, thereby disrupting the reliability of air-to-ground communications. Again, the owner of the solar energy PV system shall be prepared to immediately mitigate the RFI hazard upon notification by the DOT and/or FAA.
- The proposed development shall not provide landscape and vegetation that will create a wildlife attractant, which can potentially become a hazard to aircraft operations. Please review the FAA Advisory Circular 150/5200-33C, Hazardous Wildlife Attractants on or near Airports for guidance. If the project's landscaping creates a wildlife attractant, the developer shall immediately mitigate the hazard upon notification by the HDOT and/or FAA.

HONOLULU BOARD OF WATER SUPPLY

Letter dated January 6, 2025

- The existing water system is currently adequate to accommodate the proposed development. However, please be advised that the existing Honolulu water system capacity has been reduced due to the shut-down of the Halawa Shaft pumping station as a proactive measure to prevent fuel contamination from the Navy's Red Hill Bulk Storage Tank fuel releases. The final decision on the availability of water will be confirmed when the building permit application is submitted for approval, pending evaluation of the water system conditions at that time on a first-come, first-served basis. The Board of Water Supply (BWS) reserves the right to change any position or information stated herein up until the final approval of the building permit application.
- We continue to request 10% voluntary water conservation of all customers until new sources are completed and require water conservation measures in all new developments. If water consumption significantly increases, progressively restrictive conservation measures may be required to avoid low water pressures and disruptions of water service.

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- Presently, there is no moratorium on the issuance of new and additional water services. Water distributed via the BWS water systems remains safe for consumption. The BWS is closely monitoring water usage and will keep the public informed with the latest findings. Please visit our website at www.boardofwatersupply.com and www.protectoahuwater.org for the latest updates and water conservation tips.
- BWS reserves the option to require developers to replace block segments of old pipelines subject to the frequent main breaks fronting their development in lieu of paying the transmission impact fee. Therefore, the developer will be required to replace the 6-inch and 8-inch water mains along Pohukaina Street, from Cook Street to Ahui Street, with an 8-inch water main. All proposed water mains shall be located within City right-of-ways, or private streets and roads built to City standards, and maintained by the City and County of Honolulu in accordance with Chapter 14-17: Maintenance of Private Streets and Roads, Revised Ordinances of Honolulu.
- Costs incurred by the Pohukaina Street water main upgrade project will be credited towards Water System Facilities Charges (WSFC) transmission fees for the Waikoloa development. The BWS reserves the right to verify the developer's design and construction costs estimates prior to approval of our WSFC credits. Costs exceeding the impact fee will be the developer's responsibility.
- When water is made available, the applicant will be required to pay our WSFC for resource development, the remaining balance for transmission impact fees, and daily storage.
- Water conservation measures are required for the proposed development. These measures may include utilization of non-potable water for irrigation using rain catchments, drought tolerant plants, xeriscape landscaping, efficient irrigation systems, such as a drip system and moisture sensors, and the use of Water Sense labeled ultra-low flow water fixtures and toilets. Prior to BWS approval of water availability, the developer is required to submit a Water Conservation and Reuse Plan for BWS review and approval.
- High-rise buildings with booster pumps will be required to install water hammer arrestors or expansion tanks to reduce pressure spikes and potential main breaks in our water system.
- Proposed mixed-use developments are required to install separate domestic water meters and laterals serving the residential and non-residential spaces.
- The construction drawings should be submitted for our approval, and the construction schedule should be coordinated to minimize impact to the water system.
- The on-site fire protection requirements should be coordinated with the Fire Prevention Bureau of the Honolulu Fire Department (HFD).
- For the request for deferral of WSFC until the Certificate of Occupancy is obtained pursuant to Section 201-H, HRS, please coordinate with Garon Hamasaki, Service Engineering Branch of our Customer Care Division at (808) 748-5472.
- The BWS may waive the WSFC and new meter cost for qualified on-site affordable and homeless dwelling units, up to 500 dwelling units per year. The waivers will be evaluated when the building permit is submitted for approval. To qualify, the dwelling units must be certified as either affordable or homeless dwelling units by the appropriate agency of the City and County of Honolulu. Waiver of the WSFC will apply only to fixture units associated with the certified dwelling units. The amount of the meter waiver shall be calculated as a percentage of the number of certified dwelling units to the total number of dwelling units in the project. If the annual cap of 500 dwelling units has not been reached and a project is proposed that would qualify for more than the remaining number of dwelling units in that year, the Manager and Chief Engineer has the discretion to increase that year's limit.

HONOLULU DEPARTMENT OF DESIGN AND CONSTRUCTION

Letter dated December 17, 2024

- No comments

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HONOLULU DEPARTMENT OF PLANNING AND PERMITTING

Land Use Permit Division

Letter dated December 31, 2024

- The Project is not subject to Chapter 21, Revised Ordinances of Honolulu (ROH), and therefore is not seeking any exemptions from ROH Chapter 21. Nonetheless, we note that in Transit Oriented Development (TOD) Districts under jurisdiction the City, the maximum recommended parking ratio is 1.25 spaces per dwelling unit. The Project has an approximate parking ratio of 1.6 parking spaces per unit. This elevated parking level is related to another requested exemption to encroach into the podium height setback. It may be possible to reduce the overall amount of parking, reduce the overall cost of the development and housing, support multimodal TOD principles, reduce the podium height encroachment where it is not wrapped with dwelling units, and improve urban design outcomes for the area by supporting a pedestrian oriented environment by reducing the amount of parking provided.

Subdivision Branch

- Park dedication is not applied in Kakaako under Hawaii Community Development Authority jurisdiction. No objections to the request for an exemption from Chapter 22, Article 7, of the ROH.
- Applicant should clarify status of Easement U as shown on Subdivision File No. 2007/SUB-294, which is the implied Koula Street roadway easement in favor of the City and others. Our records show it has not been cancelled.
- Pedestrian easements may be required as sidewalks appear to cross onto private property.
- The report indicates finished floor elevation (FFE) will be 2.5 feet above finish grade; however, this should be clarified to indicate that the FEE will be at least one foot above base flood elevation (BFE).

Civil Engineering Branch

- No objections to the exemption requests for grading permit, trenching permit, drain connection license and Erosion and Sediment Control Plan review fees. Note, however, the grading permit fee calculated is incorrect. Based on the estimated quantity stated, the grading permit fee is \$505 plus \$550, or \$1,055.
- The project must comply with the prevailing “Rules Relating to Water Quality” and “Storm Drainage Standards”. The project’s compliance with the rules and standards will be verified at the time that the grading/construction plans are submitted for review.
- The Project will require a sidewalk variance and easements within private property.
- The Project must comply with the applicable provisions of ROH Chapter 21A related to flood hazards.

Wastewater Branch

- The requested exemption from payment of WSFC should be submitted to the Department of Environmental Services for review.
- Deferral of the WSFC should not apply to market rate dwelling units.

Traffic Review Branch

- The Traffic Impact Report must be updated if Koula Street is to be closed.
- An overall timeline or phasing plan of the anticipated dates to obtain major building permit(s) for demolition/construction work, including the projected date of occupancy or opening, must be prepared by the applicant in a format acceptable to the Department of Planning and Permitting. The timeline should identify when the construction

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management plan (CMP), the traffic management plan (TMP), updates and/or validation to the findings of the initial TIR dated August 2024 and off-site roadway work will be submitted for review and approval in relation to when approvals for construction plans, building and occupancy permits will be necessary. Typically, the CMP should be submitted for review and approval prior to the issuance of demolition/building permits for major construction work. The TMP or subsequent updates should be submitted and approved prior to the issuance of the (temporary) certificate of occupancy.

- The CMP must identify the type, frequency and routing of heavy trucks and construction related vehicles. Every effort must be made to minimize impacts from these vehicles and related construction activities. The CMP should identify and limit vehicular activity related to construction to periods outside of the peak periods of traffic, utilizing alternate routes for heavy trucks, provisions for either on-site or off-site staging areas for construction related workers and vehicles to limit the use of on-street parking around the project site and other mitigation measures related to traffic and potential neighborhood impacts. Preliminary or conceptual traffic control plans should also be included in the CMP. The applicant must document the condition of roadways prior to the start of construction activities and provide remedial measures, as necessary, such as restriping, road resurfacing and/or reconstruction if the condition of the roadways has deteriorated as a result of the related construction activities.
- A TMP must include traffic demand management (TDM) strategies to minimize the amount of vehicular trips for daily activities by residents and employees. TDM strategies could include carpooling and ride sharing programs, transit, bicycle and pedestrian incentives and other similar TDM measures. A pedestrian and bicycle circulation plan should also be included to provide accessibility and connectivity to and along the surrounding public sidewalks and at street intersections, as it relates to complete streets initiatives. A post TMP will be required after the near term build-out, and after full build-out, to validate the relative effectiveness of the various TDM strategies identified in the initial report.
- Updates to the TIR will be required approximately one year after the issuance of the CO for each phase, to validate the traffic projections, trip reduction rates, distribution and assignment contained in the initial TIR. If additional traffic mitigation measures or modifications are necessary to support related traffic impacts directly attributable to this development, the applicant will be required to implement these measures. TIR updates should also include an evaluation of the relative effectiveness of the TDM strategies as the development progresses making sure that the trip reduction rates are valid.
- Construction plans for all work within or affecting public streets must be submitted for review and approval. Traffic control plans during construction should also be submitted for review and approval, as required. Vehicular access points should be constructed as standard City dropped driveways and to provide 20' minimum width for two-way traffic. Adequate vehicular sight distance must be provided and maintained at all driveways to pedestrians and other vehicles.
- Driveway grades must not exceed five percent (5%) for a minimum distance of 25 feet from the back of the designated pedestrian walkway. Any entry gates or guard shack, if used, should be recessed as far into the driveway as necessary to avoid any queuing onto public streets. All loading and parking areas shall be designed such that vehicles enter and exit, front first.
- The length of the porte-cochere must be designed to prevent any overflow of vehicles onto Pohukaina Street and Auahi Street. Porte-cochere must be wide enough to allow a moving vehicle to safely pass a stationary parked vehicle. A minimum width of 20 feet is typically acceptable for this maneuver, including provisions for vehicles turning into and out of the porte-cochere. Vehicle turning templates, and a queuing layout, should be used to demonstrate that these can be adequately achieved using the anticipated type of vehicles. The TMP should address minimizing the average dwell time for users of the porte-cochere, to assure vehicles do not queue onto Pohukaina Street and Auahi Street.

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- Bicycle parking or bike racks shall be provided within this project and must be located in a safe and convenient location.
- A 30-foot property line radii with a 28-foot curb radii should be provided at the Cooke Street/Pohukaina Street and Cooke Street/Auahi Street corners.
- A pedestrian assessment report should be provided to the department to determine the sidewalk widths needed to accommodate the increased pedestrian activity around the project site. This should be done prior to final design so wider sidewalks, if needed, can be incorporated into the design.
- Pedestrian walkways should lead to pedestrian crossings or bus stops locations.
- Traffic Assessment for midblock crossing along Cooke Street between Auahi Street and Pohukaina Street should be prepared to determine if the provision of the midblock crossing at this location is necessary.

HONOLULU FIRE DEPARTMENT

Letter dated December 11, 2024

- HFD reviewed the submitted information and approves your request for an exemption from the fire plan review fees for the affordable housing units in accordance with Section 20-1.1, Fire Code of the City and County of Honolulu of the Revised Ordinances of Honolulu and Chapter 201H Hawaii Revised Statutes, for the proposed project.

HONOLULU POLICE DEPARTMENT

Letter dated December 12, 2024

- No comments