BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI`I

2012 JUN 21 P 4: 14
LAND USE COMMISSION
STATE OF HAWAII

In The Matter Of The Petition Of	)	DOCKET NO. A11-793
	)	
CASTLE & COOKE HOMES HAWAI`I, INC.	)	FINDINGS OF FACT,
	)	CONCLUSIONS OF LAW, AND
To Amend The Agricultural Land Use District Boundary Into The Urban District For Approximately 767.649 Acres Of Land Situated At Waipio And Waiawa, Island Of O`ahu, State Of Hawai`i, Tax Map Keys: 9-4-06: Por. 1, Por. 2, Por. 3, Por. 5, Por. 29, Por. 31, 38, And Por. 39; 9-5-03: Por. 1 And Por. 4; And 9-6-04: 21	)	DECISION AND ORDER

FINDINGS OF FACT, CONCLUSIONS OF LAW, AND DECISION AND ORDER

AND

CERTIFICATE OF SERVICE

THIS IS TO CERTIFY THAT THIS IS A TRUE AND CORRECT COPY OF THE DOCUMENT ON FILE IN THE OFFICE OF THE STATE LAND USE COMMISSION, HONOLULU, HAWAI`I.

6/21/12 BY _____

Date Executive Officer

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STATE OF HAWAII
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FINDINGS OF FACT, CONCLUSIONS OF LAW, AND DECISION AND ORDER

CASTLE & COOKE HOMES HAWAII, INC. ("Petitioner"), filed a Petition For Land Use District Boundary Amendment on October 3, 2011 ("Petition"), pursuant to Hawai`i Revised Statutes ("HRS") section 205-4 and Hawai`i Administrative Rules ("HAR") chapter 15-15 to amend the land use district boundary to reclassify approximately 767.649 acres of land, situated at Waipio and Waiawa, Island of O`ahu, State of Hawai`i, Tax Map Keys ("TMKs"): 9-4-06: portion of 1, portion of 2, portion of 3, portion of 5, portion of 29, portion of 31, 38, and portion of 39; 9-5-03: portion of 1 and

portion of 4; and 9-6-04: 21 ("Petition Area"), from the State Land Use Agricultural District to the State Land Use Urban District. The reclassification is necessary to allow for the development of the Koa Ridge Makai and Castle & Cooke Waiawa Project ("Project").

The State Land Use Commission ("Commission"), having heard and examined the testimony, evidence, and argument of counsel presented during the hearings, along with the pleadings filed herein, hereby makes the following Findings of Fact, Conclusions of Law, and Decision and Order:

FINDINGS OF FACT

PROCEDURAL MATTERS

1. On October 3, 2011, Petitioner filed the Petition, Verification, Exhibits "1" through "20," Affidavit Of Service Of Petition For Land Use District Boundary Amendment, Affidavit Of Sending Of Notification Of Petition Filing, and Certificate Of Service. (PET 1 AS MOD)

2. On October 28, 2011, the Sierra Club filed its Notice Of Intent To File Petition To Intervene and Certificate Of Service. (PET 2 AS MOD)

3. On November 1, 2011, Petitioner filed its Affidavit Of Service Re: Petition For Land Use District Boundary Amendment Filed October 3, 2011 and Certificate Of Service for service upon the Sierra Club. (PET 3 AS MOD)

4. On November 1, 2011, the Executive Officer of the Commission deemed the Petition a proper filing and accepted it for processing as of November 1, 2011. (PET 4)

5. On November 8, 2011, the Notice of Hearing was published in the Honolulu Star-Advertiser, Hawai`i Tribune-Herald, West Maui Today, The Maui News and Kaua`i Publishing Company dba The Garden Island in compliance with HAR section 15-15-51. (PET 5 AS MOD)

6. On November 8, 2011, Petitioner filed its Certificate Of Service (Re: Notice Of Hearing). (LUC FINDING)

7. On November 22, 2011, the Sierra Club filed its Petition To Intervene. (PET 6 AS MOD)

8. On November 22, 2011, Petitioner filed its Affidavit Of Service Re: Notice Of Hearing, Exhibits "A" through "D," and Certificate Of Service. (PET 7 AS MOD)

9. On November 23, 2011, the Mililani/Melemanu/Waipio Neighborhood Board No. 25 ("NB No. 25")[1] filed its Petition To Intervene and Certificate Of Service. (PET 9 AS MOD)

[1] The official name of NB No. 25 is the Mililani/Waipio/Melemanu Neighborhood Board. The finding reflects the name of NB No. 25 as identified in the Petition To Intervene. Subsequent filings by the parties that refer to NB No. 25's Petition To Intervene also utilized the nomenclature used by NB No. 25.

10. On November 23, 2011, State Senator Clayton Hee ("Hee") filed his Petition For Leave to Intervene, Verification, and Certificate Of Service. (PET 10 AS MOD)

11. On November 28, 2011, the State Office of Planning ("OP") filed its Statement Of No Objection To Sierra Club's Petition To Intervene and Certificate Of Service. (PET 11 AS MOD)

12. On November 28, 2011, OP filed its Statement Of No Objection To Mililani/Melemanu/Waipio Neighborhood Board No. 25's Petition To Intervene and Certificate Of Service. (PET 12 AS MOD)

13. On November 28, 2011, OP filed its Statement Of No Objection To Senator Clayton Hee's Petition For Leave To Intervene and Certificate Of Service. (PET 13 AS MOD)

14. On November 30, 2011, Petitioner filed its Affidavit Of Service Re: Petition For Land Use District Boundary Amendment Filed October 3, 2011 and Certificate Of Service for service upon NB No. 25 and Hee. (PET 14 AS MOD)

15. On November 30, 2011, Petitioner filed its Statement Of No Objection to Sierra Club's Petition To Intervene filed November 22, 2011; Statement Of No Objection To Mililani/Melemanu/Waipio Neighborhood Board No. 25's Petition To Intervene Filed November 23, 2011; Statement Of No Objection To The Honorable

Clayton Hee's Petition For Leave To Intervene Filed November 23, 2011, and Certificates Of Service. (PET 15 AS MOD)

16. On November 30, 2011, the City and County of Honolulu ("City") Department of Planning and Permitting ("DPP") filed its Opposition To Senator Clayton Hee's Petition For Leave to Intervene and Certificate Of Service. (PET 16 AS MOD)

17. On December 2, 2011, OP filed its Statement Of Position and Certificate Of Service. (PET 17 AS MOD)

18. On December 2, 2011, the Commission issued its respective Orders Granting Petitions To/For Leave To Intervene filed by Sierra Club, NB No. 25, and Hee. (PET 18 AS MOD)

19. On December 8, 2011, the DPP filed its Statement Of Position and Certificate Of Service. (PET 19 AS MOD)

20. On December 13, 2011, the Executive Officer of the Commission conducted a prehearing conference with all parties in attendance. A Prehearing Order was issued on the same day. (PET 20 AS MOD)

21. On January 5, 2012, the NB No. 25 filed its List Of Witnesses, List Of Exhibits, Exhibits 1-19, and Certificate Of Service. (LUC FINDING)

22. On January 9, 2012, Petitioner filed its Witness List, Exhibit List,

Exhibits "25" through "31," and Certificate Of Service. (PET 22 AS MOD)

23. On January 9, 2012, OP filed its List Of Witnesses, List Of Exhibits, Exhibits 2-5 and 7-16, and Certificate Of Service. (PET 23 AS MOD)

24. On January 9, 2012, Eric A. Seitz and Ronald N. W. Kim filed their Notice Of Appearance for the Sierra Club and Hee and Certificate Of Service. (PET 24 AS MOD)

25. On January 9, 2012, the Sierra Club filed a letter stating that it intended to adopt and use the Statement Of Position Of Sierra Club, Sierra Club's List Of Witnesses, List Of Exhibits, and Exhibits 1-5 filed with the Commission in Docket No. A07-775 on December 15, 2009, as the Sierra Club's position statement, witness list, list of exhibits, and exhibits for Docket No. A11-793. (PET 25 AS MOD)

26. On January 9, 2012, Hee filed his Position Statement, Proposed Witness List, Exhibits A and H-1, and Certificates Of Service. (PET 26 AS MOD)

27. On January 10, 2012, the DPP filed its List Of Witnesses, List Of Exhibits, Exhibits 1-5, and Certificate Of Service. (PET 21 AS MOD)

28. On January 18, 2012, Petitioner filed its First Amended List Of Witnesses, First Amended List Of Exhibits, Exhibits "32" through "52," and Certificate Of Service. (PET 27 AS MOD)

29. On January 19, 2012, OP filed its First Amended List Of Exhibits,

Exhibits 5A, 6, and 17, and Certificate Of Service. (PET 28 AS MOD)

30. On January 26, 2012, the Sierra Club and Hee filed an Errata To Notice of Appearance Of Counsel Filed January 9, 2012. (LUC FINDING)

31. On January 26, 2012, the Sierra Club filed its Proposed Exhibit List, Exhibits 1-16, and Certificate Of Service. (PET 29 AS MOD)

32. On January 27, 2012, the Sierra Club filed its Position Statement and Certificate Of Service. (LUC FINDING)

33. On February 23, 2012, the Sierra Club and Hee filed a Motion For Issuance Of Subpoenas. (LUC FINDING)

34. On March 7, 2012, the Commission issued an Order Granting Intervenors The Sierra Club And Clayton Hee's Motion For Issuance Of Subpoenas. (LUC FINDING)

35. On March 7, 2012, a subpoena was issued to William Tam, Deputy Director, Commission on Water Resource Management ("CWRM"), State Department of Land and Natural Resources ("DLNR"). (LUC FINDING)

36. On March 9, 2012, OP filed its First Amended List Of Witnesses, Second Amended List Of Exhibits, Exhibits 18 and 19, and Certificate Of Service. (LUC FINDING)

37. On March 30, 2012, Petitioner filed a Second Amended List Of

Exhibits, Exhibits "53" and "54," and Certificate Of Service. (LUC FINDING)

38. On April 2, 2012, OP filed its Third Amended List Of Exhibits, Exhibit 20, and Certificate Of Service. (LUC FINDING)

39. The Commission held evidentiary hearings in this docket on February 2, 2012, February 3, 2012, and April 5, 2012, in Honolulu, Hawai`i. During the hearings, the Commission received and entered into the non-evidentiary record numerous oral and/or written public testimonies in support of and in opposition to the Project. (PET 30 AS MOD)

40. On April 5, 2012, the Commission closed the evidentiary portion of the proceedings, subject to the submission of additional information by the Sierra Club.[2] (PET 31 AS MOD)

41. On June 7, 2012, the Commission met in Honolulu, Hawai`i, to consider the Petition. After the receipt of oral and/or written public testimony, the parties provided their closing arguments on the Petition. Thereafter, a motion was made and seconded to grant the Petition subject to conditions. There being a vote tally of 7 ayes, 0 nays, 1 recused, and 1 excused, the motion carried. (LUC FINDING)

DESCRIPTION OF THE PETITION AREA

[2] On May 2, 2012, the Sierra Club filed a First Amended Exhibit List and Exhibit 17.

42. The Petition Area is located at Waipi`o and Waiawa, O`ahu (`Ewa Judicial District), and consists of approximately 767.649 acres of land in two geographic areas referred to as Koa Ridge Makai and Castle & Cooke Waiawa. The Koa Ridge Makai area is located north of the Waipi`o Gentry Business Park and west of the H-2 Freeway and is bordered on the west by Kīpapa Gulch. The Castle & Cooke Waiawa area is located east of the H-2 Freeway, east of the Waipi`o Interchange, and adjacent to and northwest of the proposed Waiawa Ridge development. [Pet. Ex. 7, p. 1-3] (PET 32)

43. The Petition Area consists of TMKs: 9-4-06: portion of 1, portion of 2, portion of 3, portion of 5, portion of 29, portion of 31, 38, portion of 39; 9-5-03: portion of 1 and portion of 4; and 9-6-04: 21. TMK: 9-4-06: portion of 31 is owned in fee simple by WRD, which has provided its written authorization to Petitioner to file the Petition. The remaining parcels of the Petition Area are owned in fee simple by Petitioner. [Pet. Ex. 3; Pet. Ex. 4; Pet. Ex. 7, p. 1-2; Pet. Ex. 5] (PET 33)

44. Land uses bordering the Koa Ridge Makai site include the H-2 Freeway to the east, Ka Uka Boulevard and the Gentry Waipi`o Business Park to the south, and the Patsy T. Mink Central O`ahu Regional Park ("CORP"), Kamehameha Highway, and Kīpapa Gulch to the west and north. Approximately four acres of land bordering the west side of the H-2 Freeway, in the middle of the site, are occupied by

two City-owned water storage tanks. [Pet. Ex. 7, p. 2-2] (PET 34)

45. Land uses bordering the Castle & Cooke Waiawa site include Pānakauahi Gulch to the west and northwest, and vacant, undeveloped former sugarcane cultivated lands to the east and south, which are part of the planned Waiawa Ridge development. [Pet. Ex. 7, p. 2-2] (PET 35)

46. The Petition Area is within the State Agricultural Land Use District and is bordered by the State Urban Land Use District to the north, east, and south and by the State Agricultural Land Use District to the northeast and southwest. [Pet. Ex. 7, Fig. 5-1] (PET 36)

47. The majority of the 576.435-acre Koa Ridge Makai site was previously in pineapple cultivation. Almost all of the land is currently being leased to a tenant who cultivates a mix of diversified agricultural crops. Areas not under cultivation are vacant and predominantly vegetated with a mix of weedy species, open mixed scrub, and a variety of grasses. Approximately 3.5 acres at the southern end adjacent to the Waipi`o Business Park are leased to the Ironworkers Union for training. A portion of the Waiāhole Ditch system traverses in an east-west orientation across the northern portion of the Koa Ridge Makai site. [Pet. Ex. 7, p. 2-2] (PET 37)

48. The majority of the 191.214-acre Castle & Cooke Waiawa site was previously in pineapple cultivation and consists primarily of vacant, fallow land with

an overgrowth of vegetation. Most of the site is currently leased for cattle grazing. [Pet. Ex. 7, p. 2-2] (PET 38)

49. The Petition Area is gently sloped with an average slope of approximately 3 percent. [Pet. Ex. 7, p. 3-4] (PET 39)

50. Temperatures in the region of the Petition Area are generally very moderate with average daily temperatures ranging from approximately 65 degrees Fahrenheit ("°F") to approximately 85° F. Rainfall in the vicinity of the Petition Area is relatively moderate with an average of approximately 50 inches per year. Wind data for the former Barbers Point Naval Air Station ("BPNAS"), located approximately 13 miles southeast of the Petition Area, shows that the annual prevailing wind direction for this area of O`ahu is east-northeast. Winds from the south are infrequent, occurring only a few days during the year and mostly in winter in association with Kona storms. Wind speeds average approximately 12 miles per hour ("mph") and mostly vary between approximately 6 and 17 mph. Surface winds at the Petition Area are likely similar to those recorded at the former BPNAS, but speeds are probably lower on the average and directions more likely southeasterly due to terrain effects. [Pet. Ex. 7, p. 3-1] (PET 40)

51. The Petition Area and most of the offsite infrastructure improvement areas are designated Zone D on the Flood Insurance Rate Map, Panel Numbers 15003C0228F, 15003C0229F, 15003C0237F, and 15003C0240F, prepared by the

Federal Emergency Management Agency. Zone D is defined as, "Areas in which flood hazards are undetermined, but possible." Although most of its alignment is within Zone D, the proposed trunk sewer line also traverses Zones AE (subject to inundation by the 100-year flood), AEF (floodway areas in Zone AE), X (areas outside the 0.2 percent annual chance floodplain), and XS (areas of 0.2 percent chance flood) in lower Waipahu. The Project and offsite improvement areas are located outside of the tsunami evacuation zones. [Pet. Ex. 7, p. 3-11] (PET 41)

52. A Phase I Environmental Site Assessment was conducted by Enviroservices & Training Center, LLC, in 2008. No recognized environmental conditions were revealed on the Petition Area except for historical agricultural uses, possible residual contamination from historic releases, solid wastes that were later removed, and the U. S. Air Force's Hickam Air Force Base petroleum, oils, and lubricants pipeline on the Petition Area and surrounding areas. Testing will be conducted prior to construction to determine whether there are residual contaminants within the Petition Area soils. If residual contaminants are found in the Petition Area soils at either site, these soils will be handled, transported, stored, disposed of, and/or remediated in place to levels commensurate with the proposed new land use in accordance with applicable Federal, State, and City regulations to protect human health and the environment, including Occupational Safety and Health Administration

requirements during construction. Specific mitigation actions will be identified in coordination with the State Department of Health ("DOH"), and will depend on the location, extent and type of contaminant or regulated material found. [Pet. Ex. 7L; Pet. Ex. 48] (PET 42)

PROPOSAL FOR RECLASSIFICATION

53. Petitioner proposes a total of approximately 5,000 residential units, consisting of 3,500 units in Koa Ridge Makai and 1,500 units in Castle & Cooke Waiawa. Approximately 3,800 multi-family and 1,200 single-family residential units are proposed within the Project subject to market and demand, in addition to medical and healthcare components proposed by Wahiawā Hospital Association ("WHA"), a mixed-use village center, hotel, neighborhood and community commercial development, light industrial, elementary schools, parks, churches, recreation centers, open space, and roadways. [Pet. Ex. 7, p. 2-5] (PET 43)

54. The Koa Ridge Medical Center Complex in Koa Ridge Makai is intended to provide comprehensive primary and secondary care medical services to residents of Central O`ahu and the North Shore. It could also incorporate and build upon the acute care services at Wahiawā General Hospital at a site that is accessible to regional transportation corridors, population, and employment centers. [Pet. Ex. 7, p. 2-11] (PET 44)

55. The planning horizon for the 28-acre Medical Center component is 2017 for the development of the first ten acres of the Medical Center, 2022 for the next eight acres, and 2025 for the last ten acres. [Pet. Ex. 26, Testimony of Don Olden, January 22, 2010, page 42: line 10 through page 42: line 16 ("D. Olden, 1/22/10, 42:10 - 42:16"); Pet. Ex. 34; Pet. Ex. 31] (PET 45)

56. The Medical Center may include a 100-bed acute care hospital, with site capacity to expand to 120+ beds to accommodate future growth through 2025; inpatient and outpatient ambulatory care services which can include emergency services, diagnostic imaging, inpatient and ambulatory surgery, endoscopy and minor procedures, and other diagnostic and treatment services required for a full-service hospital, including lab, rehabilitation, pulmonary function, and cardiac testing; a medical office building to house 40 to 60 physicians, with the site capacity to expand as demand grows; and skilled nursing facility with 100 to 150 beds. [Pet. Ex. 7, p. 2-11] (PET 46)

57. The Village Center in Koa Ridge Makai is planned to support higher density housing developments and mixed-use buildings. The Village Center is envisioned to include day-to-day shopping, dining, entertainment, recreation, and learning within a pedestrian-oriented environment. The Village Green will be an open landscaped area extending through the Village Center, providing a place for gathering

and community activities. The Village Center may also include a church, community center, and an extended-stay hotel. An onsite bus transit station will provide convenient access to bus lines and the future rail system. [Pet. Ex. 7, p. 2-10] (PET 47)

58. Access to the Koa Ridge Makai site includes Ka Uka Boulevard (two points of ingress/egress), a temporary right-in right-out ("RIRO") only access to Kamehameha Highway, and a new interchange at the north end of the site at the Pineapple Road bridge ("Pineapple Interchange"). The main road through the site is the Koa Ridge Parkway, which will extend through the site and connect Ka Uka Boulevard with the Pineapple Interchange at the mauka end of the site. The Koa Ridge Medical Center will have frontage on the Parkway, with an emergency vehicle access also anticipated from Ka Uka Boulevard. [Pet. Ex. 7, p. 2-10; OP Ex. 18] (PET 48 AS MOD)

59. Primary access to Castle & Cooke Waiawa will be provided via a proposed extension eastward of Ka Uka Boulevard, to be constructed by the developer of the adjacent Waiawa Ridge development. This extension road will closely parallel the southernmost boundary of the Petition Area, providing a primary access point to the Project. [Pet. Ex. 7, p. 2-13] (PET 49)

60. Total development costs for the Project are estimated to be $2.24 billion and include on and offsite infrastructure, vertical construction, commercial

tenant improvements, landscaping, and soft costs such as professional services, administration of operating subsidiaries, and pre-opening marketing. [Pet. Ex. 7G] (PET 50)

61. Development of the Project is projected to take more than ten years. Petitioner's Incremental Development Plan segments the Project into two increments corresponding to the two geographic areas that make up the Petition Area. The first increment, Koa Ridge Makai, Increment 1, is projected to be developed and substantially completed by 2022. The second increment, Castle & Cooke Waiawa, Increment 2, is projected to be completed by 2026, provided that work on essential infrastructure for adjoining Waiawa Ridge (Docket No. A87-610) begins by 2019. The record contains no factual basis to demonstrate that the essential infrastructure for Waiawa Ridge will begin by 2019. [Pet. Ex. 31] (PET 51)

PETITIONER'S FINANCIAL CAPABILITY TO UNDERTAKE THE PROJECT

62. The financial statements of Petitioner as of December 31, 2010, reflect total assets of $892,239,648, total liabilities of $223,146,998, total shareholder's equity of $669,092,650, and net income of $3,970,005. Development of the Project is intended to be financed through internally generated funds. [Pet. Ex. 6] (PET 52)

STATE AND CITY PLANS AND PROGRAMS

63. The Petition Area is designated within the State Land Use

Agricultural District, as reflected on the Commission's official Land Use District Boundaries Map O-9 (Waipahu). [Pet. Ex. 7, Fig. 50-1] (PET 53)

64. The Petition Area is designated within the Urban Community Boundary of the Central O`ahu Sustainable Communities Plan ("CO SCP"). [Pet. Ex. 7, p. 5-23] (PET 54)

65. The Petition Area is zoned AG-1 Restricted Agricultural District. [Pet. Ex. 7, p. 5-37] (PET 55)

66. The Petition Area is outside of the City's Special Management Area. [Pet. Ex. 7, p. 5-38] (PET 56)

NEED FOR THE PROPOSED DEVELOPMENT

67. Mikiko Corporation prepared a market assessment for the Project dated August 2008. [Pet. Ex. 7G] (PET 57)

68. O`ahu has an acute shortage of housing suitable for primary residents, and this shortfall is projected to continue to increase by 2030 based on growth projections. Even with complete buildout of all identified planned and entitled units as of July 2008, the shortfall will be approximately 30,000 units by 2030. This is based on DPP's 2009 population projections (which assume the State Department of Business, Economic Development, and Tourism's 2035 Series, published in 2008) and an updated inventory of Commission-entitled and planned potential future developments

islandwide. [Pet. Ex. 37] (PET 58 AS MOD)

69. There is a need to entitle at least 6,500 more units in Central O`ahu. [Pet. Ex. 7G; Pet. Ex. 26, A. Bouslog, 1/22/10, 101:19 - 101:21] (PET 59)

70. Central O`ahu has proven to be a popular residential location due to its cool, upland climate, relative proximity to the island's main employment centers, high quality master-planned communities, and affordability. [Pet. Ex. 7G; Pet. Ex. 37] (PET 60)

71. The Project is estimated to close an average of 200 to 425 residential units per year, and complete absorption of the Project's 5,000 residential units is projected to occur between 2023 and 2026. [Pet. Ex. 31; Pet. Ex. 37] (PET 61)

72. There is sufficient demand to absorb the Project's proposed 410,000 square feet of commercial uses, exclusive of the proposed Medical Center. [Pet. Ex. 7G; Pet. Ex. 37] (PET 62)

73. There is a strong outlook for commercial development in Central O`ahu which is based on anticipated economic, workforce, and spending pattern changes. At full buildout, the Project's commercial components could represent 6 percent of Central O`ahu's total inventory in 2030. [Pet. Ex. 7G; Pet. Ex. 37] (PET 63)

74. Even with the Project's commercial components fully constructed, there could be 1.8 million square feet of additional supportable but unplanned

commercial space in Central O`ahu in 2030. [Pet. Ex. 7G; Pet. Ex. 37] (PET 64)

ECONOMIC IMPACTS

75. Mikiko Corporation prepared an economic and fiscal impact analysis for the Project dated November 2008. [Pet. Ex. 7G] (PET 65)

76. During infrastructure development, the Project could generate an estimated 1,990 full-time equivalent ("FTE") jobs per year, through its direct, indirect, and induced impacts and 1,730 FTE development-related jobs annually during the Project's buildout. These jobs are expected to be associated with annual personal earnings of $100 to $119 million, at approximately $58,000 to $60,000 per FTE job. [Pet. Ex. 7G; Pet. Ex. 26, A. Bouslog, 1/22/10, 102:24 - 103:14; Pet. Ex. 37] (PET 66 AS MOD)

77. At full buildout, the Project could be expected to accommodate 2,460 direct FTE jobs onsite at its retail, office, industrial, hotel, and medical operations and elementary schools. The Project is also estimated to support a total of 1,490 "net new" FTE employment opportunities at full buildout. "Net new" positions represent opportunities generated onsite and elsewhere that would not exist if the Project is not developed. These net new positions could be expected to generate personal earnings of $90 million per year by full buildout, or approximately $61,000 per FTE job. [Pet. Ex. 7G; Pet. Ex. 26, A. Bouslog, 1//22/10, 103:15 - 104:2; Pet. Ex. 37] (PET 67)

78. The Project is expected to contribute $10 million per year in new

City revenues at full buildout, primarily associated with new real property taxes. The Project is expected to contribute approximately $13 to $14 million per year to State revenues during construction, and an estimated $5 million per year after completion. Even when considering additional operating expenses to support the Project, the revenue-to-expenditure ratio is expected to be 13 to 1 at the City level, 9.4 to 1 at the State level during construction, and 4 to 1 at the State level after completion. The City ratio is not expected to change after buildout since City revenues are based on real property taxes. [Pet. Ex. 7G; Pet. Ex. 26, A. Bouslog, 1//22/10, 104:3 - 104:21; Pet. Ex. 37] (PET 68)

79. The economic impact and fiscal analysis did not include additional contributions by Petitioner to public infrastructure and facilities, such as school sites, public parks, and offsite infrastructure improvements, and would have increased the net public benefits of the Project had they been considered. [Pet. Ex. 7G; Pet. Ex. 37] (PET 69)

SOCIAL IMPACTS

80. The Project is expected to have a negligible, indirect effect on the population of the State or City, as most Project residents are assumed to relocate from elsewhere on O`ahu. [Pet. Ex. 7, p. 4-11] (PET 70)

81. The Project has positive social impacts based on substantial job

creation, additional health care services, and increased housing opportunities. The Project's negative social impacts include concerns over additional traffic congestion, the adequacy of infrastructure and public services, and potential impacts of the offsite drainage improvements on cultural resources. These concerns are addressed through the Project's mitigation measures. [Pet. Ex. 7, p. 4-11] (PET 71)

IMPACTS UPON RESOURCES OF THE AREA

Agricultural Resources

82. Decision Analysts Hawai`i, Inc. prepared an agricultural impact study for Castle & Cooke Waiawa dated October 2007 and a similar study for Koa Ridge Makai dated April 2008. [Pet. Ex. 7H] (PET 72)

83. U. S. Department of Agriculture, Natural Resources Conservation Service ("NRCS") (formerly Soil Conservation Service).[3] The soils on the Petition Area are classified as follows: Helemano silty clay, 30 to 90 percent slopes (HLMG) (VIIe); Lahaina silty clay, 3 to 7 percent slopes (LaB) (IIe); Lahaina silty clay, 7 to 15 percent slopes, severely eroded (LaC3) (IVe); Manana silty clay loam, 6 to 12 percent slopes (MoC) (IIIe); Manana silty clay, 3 to 8 percent (MpB) (IIe), 8 to 15 percent (MpC) (IIIe), 15 to 25 percent (MpD) (IVe) slopes; and Wahiawa silty clay, 0 to 3 percent (WaA) (I), 3 to 8 percent (WaB) (IIe), 8 to 15 percent (WaC) (IIIe) slopes. [Pet. Ex. 7, p. 3-4] (PET 73)

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[3] The NRCS rates soils according to eight levels, ranging from the highest classification level "I" to the lowest "VIII." Class I soils have few limitations that restrict their use. The subclassification "e" indicates soils that are subject to moderate erosion.

84. Agricultural Lands of Importance to the State of Hawai`i ("ALISH"). The majority of the Petition Area is designated as "Prime Agricultural Land." Portions of Castle & Cooke Waiawa are designated as "Other Important Agricultural Land." [Pet. Ex. 7, 3-7] (PET 74)

85. Land Study Bureau. Within the Koa Ridge Makai site, most of the soils are classified as "B," which indicates a high suitability for productive agriculture. Class "A" soils are predominant on the Castle & Cooke Waiawa site. Soils with Class "D" and "E" productivity ratings, which are less productive soil types, are found along the peripheries of the Koa Ridge Makai area. [Pet. Ex. 7, 3-7] (PET 75)

86. The Petition Area totals approximately 766 acres. Approximately 565 acres (74 percent) are suitable for growing low-elevation crops. The fields have favorable soil conditions and soil ratings and the terrain is gently sloping. In addition, the climate is mild and sunny and access is good. A water allocation of 1.1 million gallons per day ("MGD") from Waiāhole Ditch is sufficient to irrigate approximately 314 acres in diversified crops. Based on these agronomic conditions, the lands within the Petition Area are suitable for growing a variety of commercial crops including, but not limited to beans, herbs, flowers/nursery products, leafy vegetables, squashes, melons, tropical fruits, root vegetables, and summer seed corn. [Pet. Ex. 20; Pet. Ex. 51] (PET 76 AS MOD)

87. In anticipation of the Project and to mitigate the impacts of development on agricultural operations, Petitioner arranged with Dole Foods to issue a lease to Aloun Farms for approximately 335 acres of former pineapple land located north of the Dole Plantation. The lease term is for ten years, with a five-year renewal option. In addition, approximately 332 acres of abutting lands have been offered to Aloun Farms. The approximately 667 acres of land being offered as replacement land is twice as much land as Aloun Farms is farming currently at Koa Ridge. The 335 acres currently leased by Aloun Farms has sufficient access to water from the Tanada Reservoir, which provides fresh clean water to the replacement lands and is distributed through an existing irrigation delivery system throughout the site. Coordinated efforts to improve the delivery of year round supply of water are being worked out with Dole Foods, and a plan acceptable to Aloun Farms has been clearly laid out in Aloun Farms' water contract. Aloun Farms has begun site and the soil amendment process of the 335-acre replacement site and anticipates its first crops in the summer of 2012. The replacement lands will allow Aloun Farms to grow a variety of crops and maintain similar production, revenues, operating costs, delivery costs, employment, and payroll as would occur at Koa Ridge Makai. [Pet. Ex. 20; Pet. Ex. 51; Pet. Ex. 52; B. Plasch, 2/2/12, 135:8 - 137:3] (PET 77 AS MOD)

88. Because of the replacement lands with a source of water and

existing irrigation that have been made available and because Petitioner stopped charging Aloun Farms rent at Koa Ridge which saves Aloun Farms $129,000 annually, the Project is not anticipated to have a significant impact on the operations of Aloun Farms. However, some adjustments in varieties and cultivation practices might be required due to different agronomic conditions (e.g., soils, temperature, solar radiation, elevation and rainfall). Also, Aloun Farms will incur the cost of preparing the former pineapple field for farming vegetable crops. [B. Plasch, 2/2/12, 136:13 - 137:3; OP Ex. 17] (PET 78 AS MOD)

89. Development of the Project will eliminate Flying R Livestock Company's ("FRLC") cattle grazing operations at Castle & Cooke Waiawa and adjoining gulch lands. However, FRLC's herd at Castle & Cooke Waiawa, as well as the herd at Waiawa Ridge, can be moved onto its leased land at neighboring Koa Ridge Mauka (approximately 625 acres) and the North Shore (approximately 3,300 acres). Furthermore, the supply of grazing land in Hawai`i—over 50,000 acres on O`ahu—has increased statewide due to the contraction of plantation agriculture. [Per. Ex. 20; Pet. Ex. 51; B. Plasch, 2/18/10, 87:6 - 87:8] (PET 79)

90. The Waiāhole Ditch System, an agricultural irrigation system as well as historic resource, crosses the northern portion of the Koa Ridge Makai site through what is planned to be a residential neighborhood. The State Agricultural

Development Corporation ("ADC") owns and operates the Waiāhole Ditch. ADC expects a short-term revenue loss due to the loss of income from Waiāhole Ditch water used by the current agricultural tenant of the Koa Ridge Makai lands. This may affect the amount of maintenance or repair work done on the system. [OP Ex. 13] (PET 80)

91. Where the open ditch runs through a residential neighborhood in Mililani, regular maintenance of the ditch and easement area is difficult and public safety is a concern. ADC has requested that the ditch be covered or converted to an underground conduit, and that it be consulted before the engineering design is finalized. [OP Ex. 13] (PET 81 AS MOD)

92. ADC also requested that Petitioner maintain the surface and aboveground areas of the ditch easement that traverses the Petition Area. [OP Ex. 2, p. 15] (PET 82 AS MOD)

93. Petitioner has committed to: (i) placing the Waiāhole Ditch underground; (ii) ensuring that Waiāhole Ditch flow is not interrupted during construction; and (iii) ensuring that maintenance of the land area above the Waiāhole Ditch is the responsibility of the party(ties) occupying the land area and not the ADC. The State Department of Agriculture ("DOA") has requested, and Petitioner has agreed, to execute a memorandum of agreement to document and implement these commitments. [OP Ex. 20] (PET 83 AS MOD)

94. The contraction and closure of sugarcane and pineapple plantations have released farmland that can now be used for other crops. As of January 2010, over 177,000 acres remained available statewide for farming. [Pet. Ex. 20; Pet. Ex. 51; B. Plasch, 2/18/10, 79:2 - 79:6] (PET 84)

95. On O`ahu, over 15,000 acres of former plantation land remain available including approximately 2,500 acres in upper Kunia, approximately 8,500 acres on the North Shore, over 2,700 acres near Kahuku, and approximately 1,700 acres scattered throughout other parts of the island. The word "available" refers to land not being farmed. [Pet. Ex. 20; Pet. Ex. 51; B. Plasch, 2/18/10, 79:7 - 79:25, 112:7 - 112:15] (PET 85)

96. The Island of O`ahu has approximately 42,600 acres of high quality farmland outside of the City's Urban Growth Boundaries, excluding lands under military control and lands in Kahuku that are scheduled to become a wildlife refuge. In 2010, an estimated 12,000 acres were farmed on O`ahu, some of which was land within the Urban Growth Boundaries. Assuming that the farms in the Urban Growth Boundaries eventually relocate to land outside of the Urban Growth Boundaries, over 30,000 acres of good farmland on O`ahu will remain available for growing additional crops (42,000 acres - 12,000 acres). [Pet. Ex. 51] (PET 86 AS MOD)

97. Less than 12,500 acres of Hawai`i's farmland is used to supply fresh

fruits and vegetables consumed in Hawai`i. According to the University of Hawai`i College of Tropical Agriculture and Human Resources, this local supply is approximately one third of the State's total fresh fruit and vegetable consumption, with the remaining two-thirds being supplied by imports. [Pet. Ex. 20; Pet. Ex. 51; B. Plasch, 2/18/10, 83:9-84:22] (OP 87)

98. Petitioner's agricultural consultant calculated that less than 25,000 additional acres will be needed for 100 percent self-sufficiency in fresh fruits and vegetables [(12,500 acres x 3) - (the existing 12,500 acres)]. In practice, acreage requirements will be much less than 25,000 acres since many imports cannot be grown profitably in Hawai`i. Subtracting the 25,000 acres required for 100 percent self-sufficiency from the 177,000+ available acres will leave over 150,000 acres to accommodate growth in demand as a result of population growth. [Pet. Ex. 20; Pet. Ex. 51; B. Plasch, 2/18/10, 83:9 - 84:22] (OP 87A)

99. Farmers that have access to a very large amount of land generally keep approximately one-third of their land in crop. If there was a strong demand for their crops, farmers could increase production by a factor of three or more without using any additional land. [B. Plasch, 2/18/10, 80:4 - 80:11] (PET 88 AS MOD)

100. Many large farm operations conduct non-intensive type of farming, which consists of one planting per acre per year. However, farming operations could

increase crop production on their current land by three to six times or more. [Sierra Club Ex. 2] (PET 89 AS MOD)

101. The supply of available land on O`ahu also includes current farm land that could be farmed much more intensely, so available land is not just limited to the 15,000 acres of unfarmed land. [B. Plasch, 2/18/10, 80:12 - 80:16] (PET 90)

102. Factors that constrain agricultural production include diminishing available labor, high operational costs for equipment, transportation, water, rising fuel costs, high incidence of agricultural theft and need for security, sensitivity to market and global competition, and lack of or reduced subsidies and support by the Federal, State, and City governments. [R. Funakoshi, 5/20/10, 171:16 - 172:1] (PET 91)

103. In 2005, the State Legislature passed Act 183, which provided for the designation of Important Agricultural Lands ("IAL") that (i) are capable of producing sustained high agricultural yields when treated and managed according to accepted farming methods and technology; (ii) contribute to the State's economic base and produce agricultural commodities for export or local consumption; or (iii) are needed to promote the expansion of agricultural activities and income for the future, even if currently not in production. The objective for the identification of IAL is to identify and plan for the maintenance of a strategic agricultural land resource base that can support a diversity of agricultural activities and opportunities that expand

agricultural income and job opportunities and increase agricultural self-sufficiency for current and future generations. [R. Funakoshi, 5/20/10, 169:14 - 169:24] (PET 92)

104. Petitioner supports diversified agriculture in Hawai`i and is committed to preserving prime agricultural lands through the IAL process. In May 2010, Petitioner developed a preliminary plan for voluntary IAL designation of Petitioner's lands on O`ahu, which included a review and analysis and the preparing of supporting materials including maps, title reports, and documentation of IAL suitability relative to IAL criteria. Petitioner's proposed IAL designation of its lands was to involve more acreage than what is currently included for reclassification at Koa Ridge and Castle & Cooke Waiawa. Petitioner committed itself to submit for voluntary IAL designation of those lands to the Commission before the end of 2010. [R. Funakoshi, 5/20/10, 170:11 - 170:24] (PET 93 AS MOD)

105. On December 29, 2010, Petitioner filed a Petition For Declaratory Order To Designate Important Agricultural Lands ("Petition For Declaratory Order") to designate as IAL approximately 902.066 acres of land at Waialua, Wahiawa, and Waikele on the Island of O`ahu, Hawai`i. [Pet. Ex. 19] (PET 94 AS MOD)

106. Petitioner sought to designate four separate properties as IAL: (i) the Waialua property consisting of approximately 242.085 acres of land; (ii) the Mililani South property consisting of approximately 231.754 acres of land; (iii) the Dole

Plantation property consisting of approximately 222.634 acres of land; and (iv) the Whitmore property consisting of approximately 205.593 acres of land. [Pet. Ex. 19] (PET 99 AS MOD)

107. The Waialua property was entirely under cultivation and used for the growing of a wide variety of diversified crops: ginger, bird of paradise, heliconia, daikon, tomato, okra, long bean, bitter melon, ti leaf, banana, taro, sweet potato, eggplant, sweet pepper, wing bean, sequa, pumpkin, basil, green onion, crown flower, bozo, squash, dragon fruit, asparagus, sweet onion, potato, seed corn, pepper, and zucchini. [Pet. Ex. 19] (PET 100 AS MOD)

108. The Mililani South property was also entirely under cultivation and used for growing sweet potato, field grown trees, logan, banana, basil, beet, Chinese cabbage, chive, daikon, eggplant, green onion, kale, lemongrass, long bean, mushroom, okra, onion, peanut, pumpkin, seed corn, squash, tapioca, taro, tomato, toon (taro), wing bean, yam, ornamental treesand shrubs, ground cover, mondo grass, and turf grass. [Pet. Ex. 19] (PET 101 AS MOD)

109. The Dole Plantation property had the majority of its acreage in use for the Tanada Reservoir and gulch which serves as an important irrigation source for agricultural activities and drainage, and the remaining approximately 31 acres was used for diversified agriculture, including pineapple, plumeria, banana, mango, star fruit,

a`ali`i, bromeliad, cacao, `iliahi, koa, lychee, moa, ohi`a lehua, papaya, pukiawe, rambutan, ti leaf, and tuberose. [Pet. Ex. 19] (PET 102 AS MOD)

110. The Whitmore property was not in active agricultural production. [Pet. Ex. 19] (PET 103)

111. In filing its IAL petition, Petitioner voluntarily waived any and all benefits associated with the development credits described in HRS section 205-45(h) for all lands designated as IAL in its Petition For Declaratory Order. [Pet. Ex. 19] (PET 104 AS MOD)

112. After considering the Petition For Declaratory Order, the Commission designated the Waialua property, Mililani South property, and Whitmore property (total of 679.432 acres of land) as IAL as governed by HRS chapter 205. [Pet. Ex. 19] (PET 105 AS MOD)

113. Reclassification and development of the Petition Area will not have an adverse impact on agricultural resources nor on actual or potential agricultural production in the vicinity of the Petition Area or in the City or State. There is sufficient land available on O`ahu and in the State to accommodate the loss of land for the Project and to accommodate diversified agriculture. [Pet. Ex. 20; Pet. Ex. 51; B. Plasch, 2/18/10, 87:9 - 87:13] (PET 107)

114. The DOA does not object to Petitioner's request for reclassification,

provided that Petitioner carries out its commitments and representations made for the provision of lands for the relocation of Aloun Farms and assurances of the availability and provision of irrigation water to the land from Tanada Reservoir. Petitioner's assurance of replacement lands for the relocation of existing agricultural tenants will address the impact to existing agricultural operations. [OP Ex. 2; OP Ex. 17] (OP 106A AS MOD)

Flora

115. Isle Botanica prepared a botanical survey of the proposed construction areas for the Project dated November 2008. Isle Botanica had previously prepared separate botanical surveys for Koa Ridge Makai and Castle & Cooke Waiawa dated September 2007. [Pet. Ex. 7C] (PET 114)

116. No native forests or wetlands, nor any federally listed threatened or endangered species, were found in the Petition Area. [Pet. Ex. 38] (PET 115)

117. There is no botanical reason why development of the Project cannot take place given the absence of sensitive types of vegetation and threatened or endangered plant species. [Pet. Ex. 38] (PET 116)

Fauna

118. Rana Biological Consulting, Inc. (formerly Rana Productions, Ltd.), prepared an avian and mammalian survey for Koa Ridge Makai dated October 24, 2008

and updated November 3, 2008, and an avian and mammalian survey for Castle & Cooke Waiawa and Waiawa Interchange dated September 11, 2007, and March 26, 2008, respectively. [Pet. Ex. 7D] (PET 108)

119. No bird or mammalian species currently listed as threatened, endangered, or proposed for listing under either the U. S. Fish and Wildlife Service or the State of Hawai`i endangered species statutes was detected within any of the surveyed areas. There is no federally designated Critical Habitat for any avian or mammalian species on or adjacent to the Petition Area. [Pet. Ex. 39] (PET 109)

120. From a native avian and mammalian perspective, there is nothing unique about the habitat present within the Petition Area, and none of the habitat is important for any listed avian or mammalian species currently known from O`ahu. (PET 110)

121. Modification or development of the habitat currently found within the Petition Area is not likely to have a negative impact on any avian or mammalian species currently listed as endangered or threatened, or any that are currently proposed for listing under either Federal or State of Hawai`i endangered species statutes. [Pet. Ex. 39] (PET 111)

122. Steven L. Montgomery, Ph.D., prepared an invertebrate survey for Castle & Cooke Waiawa dated March 19, 2008, and an invertebrate survey for Koa

Ridge Makai dated February 3, 2009. [Pet. Ex. 7D] (PET 112)

123. No federally or state listed endangered or threatened species of invertebrates were noted within any of the surveyed areas. There is no federally designated Critical Habitat for any invertebrate species on or adjacent to the Petition Area. Actions related to Project activity in the surveyed locations are not expected to threaten entire species or entire populations of invertebrates. [Pet. Ex. 40] (PET 113)

Archaeological and Historical Resources

124. Cultural Surveys Hawai`i, Inc. ("CSHI"), under the direction of Hallett H. Hammatt, completed an archaeological inventory survey ("AIS") report for the Petition Area in 1996. An addendum AIS (September 2009) surveyed marginal areas primarily along Kīpapa and Pānakauahi Gulches that were not covered under the original 1996 AIS. [Pet. Ex. 41] (PET 117)

125. CSHI prepared three primary AISs; an archaeological field inspection/literature review; and an addendum AIS between 1996 and 2009. These documents are listed below by title, date, and SHPD review status.

ID	Title	Date	SHPD Review Status
A	Archaeological Inventory Survey of a 1339-Acre Parcel at Castle & Cooke Lands Within Portions of Waipi`o and Waiawa Ahupua`a, O`ahu	1996	March 18, 2002 acceptance letter
D	An Archaeological Field Inspection and Literature Review for Proposed Improvements to the Waipi`o Interchange	2008	December 2, 2008 acceptance letter

F	Archaeological Inventory Survey for a Trunk Sewer Line Alignment as Part of Off-Site Improvements for the Proposed Koa Ridge Makai Community Development	2009	May 27, 2009 acceptance letter
G	Archaeological Inventory Survey of Proposed Detention Basins, Associated Appurtenances and an H-2 Freeway Interchange Associated with the Koa Ridge Makai Development Project	2009	February 10, 2009 acceptance letter
H	Addendum to an Archaeological Inventory Survey of Approximately 1339-Acres of Castle and Cooke Lands, Waipi`o and Waiawa Ahupua`a, O`ahu	2009	October 5, 2009 acceptance letter

[Pet. Ex. 41; Pet. Ex. 7E; Pet. Ex. 13] (PET 118)

126. The objective of the AISs was to support the Project's historic preservation review under HRS section 6E-42 and HAR chapter 13-284. The AIS investigations were designed to fulfill the State requirements for an AIS per HAR chapter 13-276. While not fulfilling the requirements of an AIS per HAR chapter 13-276, the Archaeological Field Inspection and Literature Review investigation of the Waipi`o Interchange improvements area identified the likelihood of whether historic properties may be affected by the Project . SHPD has accepted all of the archaeological reports for the Project. [Pet. Ex. 41] (PET 119)

127. A total of 15 historic sites were identified, all of which are associated with post-contact plantation agriculture or military-related uses. The Petition Area is relatively clear of significant historic sites, with only three sites identified within the Petition Area (i.e., State Inventory of Historic Properties Number

("SIHP No.") 50-80-09-7080, likely a clearing mound constructed during land clearing efforts for agricultural cultivation in the early 1900s; SIHP No. 50-80-09-2268, Waiāhole Ditch, which crosses the Petition Area; and a portion of SIHP No. 50-80-09-9530, plantation-era ditch system). The remaining sites are located within the offsite infrastructure improvement areas. [Pet. Ex. 41] (PET 120)

128. Historical research, including the traditional settlement patterns of pre-contact Native Hawaiians and the locations of Land Commission Awards, indicate that traditional Hawaiian settlements would have been concentrated along the coastal areas, with limited inland settlement along the makai section of Kīpapa Gulch, and no permanent settlements in the upper gulch areas. This traditional settlement pattern, combined with the historic long-term commercial agricultural use of the land for pineapple and sugarcane cultivation, accounts for the lack of pre-contact traditional Hawaiian sites. The section of new sewer line running makai of the H-1 Freeway to the Waipahu Wastewater Pumping Station ("WWPS") is the only area where subsurface historic properties may be present, based on research that indicates intensive use of this area by pre-contact Hawaiians for agriculture, aquaculture, and habitation. [Pet. Ex. 41] (PET 121)

129. The Project may potentially affect 13 of the 15 sites identified. Two of the sites identified within the Detention Basin 2 access road will likely not be affected

due to the distance between the sites and the proposed improvements. Although the specific details of the proposed improvements will be determined during design of the Project, possible site modifications may include minor alterations to existing plantation-related irrigation structures and the Old Kamehameha Highway alignment, including:

- Portions of Kīpapa Ditch (SIHP No. 50-80-09-9530, the O`ahu Sugar Company irrigation structures in Kīpapa Gulch) and an agricultural clearing mound (SIHP No. 50-80-09-7080) would be buried in place to provide additional developable area
- Kīpapa Ditch would be breached in one or more areas to provide a drain line outlet from Koa Ridge Makai to Kīpapa Stream.
- A portion of Waiāhole Ditch (SIHP No. 50-80-09-2268) would be lowered by approximately 20 feet and encased in a culvert/siphon to accommodate proposed grading improvements. This is acceptable to the ditch operator (ADC), which prefers to have the ditch enclosed in urbanized areas for maintenance and security reasons.
- The Old Kamehameha Highway alignment (SIHP No. 50-80-09-7053) may require repair/minor modification to the roadbed (i.e., paving) to provide access for a possible drainage outlet.

[Pet. Ex. 41] (PET 122)

130. Recommended mitigation measures are intended to reduce the Project's potential adverse effect to significant historic properties. Six historic sites are

recommended for preservation or additional data recovery in compliance with SHPD preservation requirements for those sites. These sites are listed below by function, site location, and the recommended mitigation measure.

SIHP No. (50-80-09)	Function	Site Location	Recommended Mitigation
2268	Waiāhole Ditch	Koa Ridge Makai project area, Koa Ridge Interchange project area	Preservation/SHPD consultation
7046	Plantation-era clearing platform	Detention Basin 2 access road	Preservation through avoidance/protection
7047	Plantation-era agricultural terrace	Detention Basin 2 access road	Preservation and/or archaeological data recovery plan
7050	Plantation-era retaining wall and C-shaped wall	Detention Basin 1 access road	Archaeological data recovery plan
7053	Old Kamehameha Highway Alignment	Detention Basin 4 access road	Preservation/SHPD consultation
9530	Kīpapa Ditch	Koa Ridge Makai project area, Detention Basin 4 project area	Preservation (Feature A only)/SHPD consultation

[Pet. Ex. 41] (PET 123 AS MOD)

131. All of the mitigation measures being recommended require consultation with and approval of the SHPD when the details of the Project and the need for site modifications become available during the design phase of the Project. In addition to an archaeological data recovery plan prepared in accordance with HAR

section 13-278-3, preparation of a cultural resources preservation plan prepared in accordance with HAR section 13-277-3 is recommended. The preservation plan will address buffer zones, identify protective measures for the historic sites recommended for preservation, and detail the short and long-term preservation measures that will safeguard the historic sites during construction of the Project and subsequent use of the Petition Area. [Pet. Ex. 41] (PET 124)

132. No further work is recommended for the other historic sites identified within the study area as sufficient information regarding the location, function, age, and construction methods of the sites has been generated to mitigate any adverse effect caused by the Project. [Pet. Ex. 41] (PET 125)

133. Construction of the proposed sewer line alignment makai of the H-1 Freeway between Koaki Street to the Waipahu WWPS is recommended to proceed under an archaeological monitoring program to be reviewed and approved by the SHPD. Microtunneling technology is planned for construction of portions of the proposed sewer line, which will minimize the impact to subsurface historic resources. [Pet. Ex. 41] (PET 126)

134. Petitioner will undertake any and all recommended mitigation measures identified for the affected sites. [Pet. Ex. 41] (PET 127)

<u>Cultural Resources</u>

135. CSHI, under the direction of Hallett H. Hammatt, completed cultural impact assessments ("CIA") and a supplement for the Project and related improvements in 1996, 2001, and 2008. [Pet. Ex. 41] (PET 128)

136. These documents are listed below by title and date:

ID	Title	Date	SHPD Review Status
B	Hawaiian Traditional Customs and Practices Impact Assessment for the Development of 1339 Acres of Castle & Cooke Lands Within Portions of Waipi`o and Waiawa Ahupua`a, O`ahu	1996	n/a
C	A Supplement to the Hawaiian Traditional Customs and Practices Impact Assessment for the Development of 1339 Acres of Castle & Cooke Lands Within Portions of Waipi`o and Waiawa Ahupua`a, O`ahu	2001	n/a
E	Cultural Impact Assessment for Off-Site Detention Basins, Traffic Interchanges, and Sewer Line Work Related to the Koa Ridge Makai Development	2008	n/a

[Pet. Ex. 41] (PET 129)

137. Background research of both traditional and historical records suggests that traditional Hawaiian settlement was concentrated along coastal areas, with some limited mauka settlement in a handful of valleys and gulches that had favorable conditions. Waipi`o Peninsula (where the proposed sewer line alignment is located) and the makai section of Kīpapa Gulch were well-known places of Native Hawaiian activity from pre-contact times, and were likely places of traditional Hawaiian habitation and agriculture with permanent settlements in pre-contact and

early historic times, as described in the Land Commission Award records. Although the upper reaches of Kīpapa Gulch would have been used for traditional gathering of forest resources, it is unlikely that these areas were used for permanent Native Hawaiian settlements or traditional cultivation practices. A traditional trail, which formerly connected `Ewa to the Waialua District through the Central O`ahu Plains, is believed to have run through the study area near the present-day Kamehameha Highway; however, archaeological evidence of this pre-contact trail has not been found and is unlikely to be found due to the past history of sugarcane cultivation and urban development in this area. [Pet. Ex. 41] (PET 130)

138. There is no evidence that the Petition Area is used for traditional practices such as gathering or any other cultural or religious purposes. The tributary gulches adjacent to the Petition Area, however, have been used traditionally for gathering plants for medicinal purposes. No burials are believed to exist within the Petition Area, so customs and practices concerning burials are not applicable. There are no commoner land claims within the Petition Area. Although some Hawaiian activity may have taken place in the Petition Area, the patterns of land use are relatively clear, as the Native Hawaiians did not utilize this land nearly as intensively as the coastal areas, well-watered areas, and forest zones. [Pet. Ex. 41] (PET 131)

139. Based on community consultations regarding the offsite

infrastructure improvement areas, portions of Kīpapa Gulch were historically used for traditional practices such as gathering plants for hula and medicinal purposes, and religious and cultural sites and burials may be present. Plants traditionally gathered from the Kīpapa Gulch area included kūkaenēnē (*Coprosma sp.*), maile (*Alyxia oliviformis*), `ie`ie (*Freycinetia arborea*), and purple liliko`i (*Passiflora edulis*), although no ongoing practices related to traditional gathering were documented in the CIA. Caves in Kīpapa Gulch may contain iwi (ancestral remains) or other burial moepu (funerary objects), and community consultants have expressed concerns about the caves being disturbed during construction of the sewer line. One historic site – SIHP No. 50-80-09-7046, identified in the AIS as a plantation-era clearing platform and water diversion feature – is believed by the community consultants to have historical and cultural significance as a burial marker. [Pet. Ex. 41] (PET 132)

140. The impact of the Project on Hawaiian culture and its practices and traditions will be minimal due to its geographical location away from the coast and the absence of surface water, unique topographic features, burial sites, and commoner land claims within these areas. If Hawaiian activity did occur, it would not be nearly as intensively utilized as coastal areas, well-watered areas, and forest zones. Preservation of the historic site that cultural practitioners believe to be a burial marker (SIHP No. 50-80-09-7046) is recommended and will be undertaken by Petitioner. This site will not be

affected by the Project due to its distance from the proposed improvements. Caves in Kīpapa Gulch are located outside the Petition Area, and are not expected to be affected by construction activities. The plants historically gathered from Kīpapa Gulch for hula and medicinal purposes were not identified by the botanical survey, and are not believed to exist within the offsite infrastructure improvement areas. To address community concerns that resources used for traditional gathering practices are protected, cultural practitioners will be consulted to discuss the presence of species of ethnobotanical significance as the Project proceeds. There are no traditional Hawaiian visual landmarks located in areas potentially impacted by the Project, such that no impacts on these resources are expected. [Pet. Ex. 41] (PET 133)

141. As a precautionary measure, personnel involved in construction activities will be informed of the potential for inadvertent cultural finds or burials. In the event that any significant historic or cultural resources are encountered during future construction activities, all work in the immediate area will be halted and consultation with the SHPD will be sought in accordance with applicable regulations. The treatment of any remains or artifacts will be in accordance with procedures required by the O`ahu Burial Council and the SHPD. [Pet. Ex. 41] (PET 134)

Groundwater Resources

142. Water Resource Associates prepared a groundwater resources and

supply report for Koa Ridge Makai dated August 2008 and a groundwater resources and supply report for Castle & Cooke Waiawa dated July 2007. [Pet. Ex. 7B] (PET 135)

143. The Project is located within the Waipahu-Waiawa Aquifer System, which is one of four aquifer systems that comprise the Pearl Harbor Groundwater Management Area ("PHGMA"). Water development and groundwater use within the PHGMA is regulated by the CWRM, and permits are required before groundwater can be developed as a source of supply for the Project. [Pet. Ex. 7B; Pet. Ex. 46; D. Lum, 2/18/10, 147:16 - 148:16] (PET 136 AS MOD)

144. The sustainable yield for the Waipahu-Waiawa Aquifer System, as established by the CWRM, is presently 104 MGD. [Pet. Ex. 7B; Pet. Ex. 46; D. Lum, 2/18/10, 148:17 - 148:20] (PET 137)

145. The CWRM has issued water use permits for a total of 84.856 MGD, or 81.59 percent of the 104 MGD sustainable yield it has established for the Waipahu-Waiawa Aquifer, leaving 19.144 MGD of unallocated groundwater available in the Waipahu-Waiawa Aquifer. [Pet. Ex. 7B; Pet. Ex. 46; D. Lum, 2/18/10, 148:21 - 149:4] (PET 138)

146. Koa Ridge Makai will require an average of 2.006 MGD and Castle & Cooke Waiawa will require an average of 0.704 MGD for a total project average daily demand of 2.71 MGD. The unallocated projected demand for Royal Kunia Phase II and

Waiawa Ridge is 1.718 MGD and 3.300 MGD, respectively; therefore, the Project will not have a significant impact on the availability of drinkable groundwater in Central O`ahu as the Waipahu-Waiawa Aquifer will still have a balance of 11.420 MGD after taking into account the planned but unbuilt projects in the area. [Pet. Ex. 7, p. 7-2; Pet. Ex. 7B; Pet. Ex. 46; D. Lum, 2/18/10, 149:5 - 149:22] (PET 139)

147. The Petition Area lies below the 50-inch rainfall isohyet, similar to other nearby suburban areas. It is generally accepted by Hawai`i hydrologists that areas in Hawai`i receiving less than an average 50 inches of rainfall a year do not contribute a significant amount of groundwater recharge from net rainfall infiltration. This is due to evapotranspiration equaling or exceeding the amount of rainfall in areas with less than 50 inches. Consequently, the Project is not expected to adversely impact groundwater recharge or sustainable yield. [Pet. Ex. 7B; Pet. Ex. 46; D. Lum, 2/18/10, 149:23 - 150:12] (PET 140)

148. Due to the robust nature of the Waipahu-Waiawa Aquifer, the development of new wells for the Project is not expected to have any adverse impact on the aquifer or any existing wells. [Pet. Ex. 7B; Pet. Ex. 46] (PET 141)

149. Water quality of the wells for the Project will be mitigated by the City Board of Water Supply ("BWS") with granular activated carbon treatment, which Petitioner will provide for the Project. [D. Lum, 2/18/10, 150:17 - 150:25] (PET 142 AS

MOD)

150. The Project will ultimately reduce the potential for agricultural pesticide contamination of groundwater by going from a situation of more agricultural land to less agricultural land. [D. Lum, 2/18/10, 151:1 - 151:4] (PET 143)

151. Currently available off-the-shelf herbicides and pesticides intended for home use are much less toxic than before and are not considered to pose a significant threat to groundwater. Also, the volumes and concentrations used in the home pesticides and herbicides are not considered sufficient to pose significant leaching. [D. Lum, 2/18/10, 151:5 - 151:15] (PET 144)

152. Proposed well sources must be approved by the DOH, Safe Drinking Water Branch, and such approval includes the submittal of a satisfactory engineering report which must address potential sources of groundwater contamination, alternative control measures, and water quality analyses for all regulated contaminants to demonstrate compliance with all drinking water standards. [D. Lum, 2/18/10, 151:16 - 151:25] (PET 145)

Surface Water

153. AECOS Inc. prepared a stream assessment for the Project dated November 18, 2008. [Pet. Ex. 7A] (PET 146)

154. The Project is not expected to have a significant adverse effect on

stream biota or surface water quality—including nearby surface or nearshore coastal waters—during either the construction or operational periods. The streams in the area are depauperate in native aquatic fauna, and no aquatic species protected by State or Federal statute will be adversely impacted. [Pet. Ex. 7A; Pet. Ex. 47] (PET 147)

155. During construction of the Project, potential water quality impacts will be minimized by employing appropriate best management practices ("BMPs") and complying with Federal, State, and City water quality regulations and controls, as well as conditions imposed by the permits required for construction and operation. [Pet. Ex. 7A; Pet. Ex. 47] (PET 148)

156. Channel modifications can impact native stream biota (such as the `o`opu nakea, a native goby) that migrate upstream to habitats in the uplands if they impede access. The Project will involve minor channel modifications to Kīpapa Stream, in the form of minor protective hardening as required to prevent erosion at detention basin and drain line outlets. These minor alterations to the stream bed and banks are not anticipated to have an adverse impact on stream biota (native or non-native), nor is it anticipated that the alterations will impede migrating native macrofauna. [Pet. Ex. 7A; Pet. Ex. 47] (PET 149)

157. A stream channel alteration permit from the DLNR will be required for any work within the stream bed or bank. [OP Ex. 2, p. 7] (PET 150 AS MOD)

158. Operational period stormwater quality will be addressed either through the use of dry-extended detention ponds or flow through-based treatment devices meeting City drainage requirements depending on the site specific flow, topography, and site constraints. These facilities will mitigate the potential adverse effects of the change in land use from agriculture/grazing/fallow to urban development by detaining offsite flows and allowing particulates they may contain—and the pollutants associated with them—to settle out of the water column. The Project's onsite and offsite stormwater quality treatment facilities will be designed to appropriately treat the expected pollutants carried by the runoff, and will be based on complying with City storm drainage standards which reflect Federal, State, and City requirements relative to the quality of stormwater discharges. [Pet. Ex. 7A; Pet. Ex. 47] (PET 151)

159. All discharges must comply with the DOH's water quality standards in HAR Chapter 11-54 and/or permitting requirements in HAR Chapter 11-55, and would need to be addressed in Petitioner's National Pollutant Discharge Elimination System ("NPDES") permits and Section 401 Water Quality Certification applications. [OP Exh. 8] (PET 152 AS MOD)

160. The Project's mitigation measures will ameliorate potential impacts to the extent that the Project is not anticipated to significantly impact nearby surface or nearshore coastal waters. [Pet. Ex. 7A; Pet. Ex. 47] (PET 153)

Parks and Recreational Resources

161. There are currently no parks or recreational facilities in the Petition Area. [Pet. Ex. 7, p. 4-81] (PET 196)

162. A number of existing district, community, and neighborhood parks located in the surrounding communities of Mililani, Mililani Mauka, Waipi`o, and Waipahu serve the residents of those communities. [Pet. Ex. 7, p. 4-81] (PET 197)

163. Petitioner previously transferred 269 acres to the City for the development of the existing Patsy T. Mink CORP, located on the `Ewa side of Kamehameha Highway near the Gentry Waipi`o Business Park. This regional park serves all communities in Leeward and Central O`ahu, including the Petition Area. Recreational facilities at the park include baseball fields, multi-purpose fields, a world-class tennis complex, a swimming pool complex, and an archery range. In close proximity, the 288-acre Waipi`o Peninsula Soccer Complex, located in Waipahu to the south of the Petition Area, includes 19 regulation soccer fields and a 5,000-seat stadium. [Pet. Ex. 7, p. 4-81] (PET 198)

164. Golf courses in the region include the Mililani Golf Club, Waikele Golf Club, Hawai`i Country Club, Royal Kunia Country Club, Leilehua Golf Course (military), and Ted Makalena Golf Course. [Pet. Ex. 7, p. 4-81] (PET 199)

165. The Project will generate a demand for additional park facilities to

serve the new population. The Project includes a total of 36 acres of public and private park space, including a community park of approximately 19 acres proposed on the eastern edge of Koa Ridge Makai, which is planned to include active ball fields, play courts, comfort station, and parking areas. The community park site will be dedicated to the City. Castle & Cooke Waiawa will include a variety of smaller parks of approximately 1/2 to 1-1/2 acres (totaling four acres) in addition to the public park area in a four-acre commercial/community center/park complex. These facilities will provide more than adequate onsite park and recreational areas for the residents of the Project. [Pet. Ex. 7, p. 4-81] (PET 200)

Scenic Resources

166. The CO SCP identifies the following significant views and vistas in the vicinity of the Petition Area: (i) distant vistas of the shoreline and Pearl Harbor from the H-2 Freeway above the `Ewa Plain; (ii) views of the Wai`anae and Ko`olau Mountains from the H-2 Freeway; and (iii) the view of Diamond Head and Pearl Harbor from Mililani Recreation Center No. 2. [Pet. Ex. 7] (PET 154)

167. The Project will not impede views of Pearl Harbor and the `Ewa Plain from the H-2 Freeway in the southbound direction. Some views of the lower sections of the Wai`anae and Ko`olau Mountains will be obscured by the Project from the H-2 Freeway, although views of the ridgeline will be retained. The Project is not

expected to impede views of Diamond Head and Pearl Harbor from Mililani Recreation Center No. 2. [Pet. Ex. 7] (PET 155)

168. The Project is not expected to have a significant adverse impact on the significant vistas identified in the City's CO SCP. [Pet. Ex.7] (PET 156)

Environmental Quality

Noise

169. D. L. Adams Associates, Ltd., prepared a noise assessment report for the Project dated November 8, 2008. [Pet. Ex. 7J] (PET 157)

170. Development of the Petition Area will involve excavation, grading, and other typical construction activities that will temporarily generate significant amounts of noise, with pile driving and earth-moving equipment likely being the loudest equipment used during construction. [Pet. Ex. 7J; Pet. Ex. 45] (PET 158)

171. Petitioner will comply with DOH noise requirements and appropriate noise mitigation measures will be employed during construction to minimize noise impacts on nearby noise sensitive areas in accordance with the DOH. [Pet. Ex. 7J; Pet. Ex. 45] (PET 159)

172. As a worst case scenario, homes built in a clear line of sight and within 150 feet from the edge of pavement of the H-2 Freeway will experience noise levels that exceed the U. S. Federal Highway Administration ("FHWA") maximum

exterior noise limit of 67 A-weighted decibels ("dBA") and the State Department of Transportation ("DOT") maximum exterior noise limit of 66 dBA during peak traffic hours. Similarly, as a worst case scenario, homes built in a clear line of sight within 100 feet from the edge of the pavement of Kamehameha Highway are expected to experience exterior noise levels above the FHWA and DOT limits. [OP Ex. 7; Pet. Ex. 7J; Pet. Ex. 45; T. Beiler, 1/22/10, 123:9 - 123:14] (PET 160 AS MOD)

173. Traffic noise levels that exceed DOT's limit of 66 dBA along the H-2 and other State highways will be addressed by Petitioner with noise compatible planning and sound abatement measures for the exterior of such sensitive receptors as residences, parks, hospitals, and schools. [OP Exh. 18, p. 3] (PET 161 AS MOD)

174. If there are obstructions blocking the line of sight, noise levels would be reduced to acceptable levels and homes may then be built within 150 feet from the freeway or within 100 feet from Kamehameha Highway. [T. Beiler, 1/22/10, 124:14 - 125:4] (PET 162 AS MOD)

175. No impacts to schools are anticipated because the schools will be located appropriately and Board of Education building policies will mitigate against external noise exposure. [Pet. Ex. 7J; Pet. Ex. 45] (PET 163)

176. Mechanical equipment noise from the Medical Center and commercial and industrial areas must meet the maximum permissible noise limits of

the DOH at the property line and comply with its administrative rules. There are, however, no guidelines or noise criteria for ambulance noise. [Pet. Ex. 7J; Pet. Ex. 45] (PET 164)

Air Quality

177. B. D. Neal & Associates prepared an air quality study for the Project dated January 2009. [Pet. Ex. 7K] (PET 165)

178. Air quality at the Petition Area is relatively good and it has probably improved in recent years with the discontinuation of sugarcane cultivation in the `Ewa Plain area. Overall, air quality in the State of Hawai`i continues to be one of the best in the nation, and criteria pollutant levels remain well below State and Federal ambient air quality standards. [Pet. Ex. 7K; Pet. Ex. 44] (PET 166)

179. Potential construction period air quality impacts will be mitigated by compliance with the administrative rules of the DOH. The DOH's rules that prohibit visible dust emissions at property boundaries and an effective dust control plan will be implemented to ensure compliance. Fugitive dust emissions can be controlled to a large extent by following BMPs. [Pet. Ex. 7K; Pet. Ex. 44] (PET 167)

180. With the Project in the year 2025 and assuming the projected increase in carbon monoxide concentrations at the intersection of the H-2 offramp (northbound) and Ka Uka Boulevard, the worst-case concentrations should remain

within both national and State standards through the year 2025, and concentrations should comply with standards at all locations in the Petition Area. [Pet. Ex. 7K; Pet. Ex. 44] (PET 168)

181. The indirect emissions impacts from the Project will likely be negligible based on its estimated electrical demand levels and emission rates, as well as the likelihood that the Project's residents would originate from O`ahu. [Pet. Ex. 7K; Pet. Ex. 44] (PET 169)

ADEQUACY OF PUBLIC SERVICES AND FACILITIES

Highway and Roadway Facilities

182. Wilson Okamoto Corporation prepared a Traffic Impact Assessment Report ("TIAR") dated November 2008, revised February 2009, revised May 2010 and Supplemental TIARs dated September 2009 and October 2009 for the Project. [Pet Ex. 7I; Pet Ex. 42] (PET 170)

183. Access to Koa Ridge Makai will be through new roadway connections to Ka Uka Boulevard west of the Waipio Interchange between Moaniani Street and `Ūke`e Street (east), a temporary RIRO only access to Kamehameha Highway, and future connections at a new Interstate H-2 Freeway Interchange on the northern portion of the Koa Ridge Makai site near the existing Pineapple Road overpass. [Pet. Ex. 7I; Pet. Ex. 42; OP Ex. 18] (PET 171 AS MOD)

184. Proposed access to Castle & Cooke Waiawa will be through a new eastward extension of Ka Uka Boulevard east of the Waipio Interchange of the Interstate H-2 Freeway. [Pet. Ex. 7I; Pet. Ex. 42] (PET 172)

185. Traffic conditions were evaluated for the following: Existing, Year 2016 With and Without Project, and Year 2025 With Project. Additional analysis was conducted for a Koa Ridge Makai only scenario in conjunction with Petitioner's Incremental Development Plan showing Koa Ridge Makai being fully developed by 2020 in advance of Castle & Cooke Waiawa and the adjacent Waiawa Ridge. [Pet. Ex. 7I; Pet. Ex. 42] (PET 173 AS MOD)

186. The Supplemental TIARs were also undertaken in response to a November 2007 Resolution by the NB No. 25 requesting consideration of commuter travel time analyses, rapid transit system impacts, 2030 O`ahu Regional Transportation Plan development impacts, and potential indirect and cumulative impacts of development. [Pet. Ex. 7I; Pet. Ex. 42] (PET 174 AS MOD)

187. Commuter travel time studies are typically not undertaken as part of a TIAR. [Pet. Ex. 7I; P. Pascua, 3/18/10, 110:8 - 110:23] (PET 175)

188. The existing transportation system on the H-1 Freeway is experiencing peak hour congestion and infrastructure constraints. [OP Ex. 18, p. 1] (PET 176)

189. The H-2 Freeway has sufficient capacity for Project-generated traffic until the H-1/H-2 merge. During peak periods in 2008, the H-1 volume to capacity ratio east of H-1/H-2 merge was 1.18 with a Level of Service ("LOS") F. [OP Ex. 7] (PET 177)

190. The Project will generate a total of approximately 3,250 vehicle trips in the morning peak hours and 4,870 in the evening peak hours for Koa Ridge Makai and Castle & Cooke Waiawa. [Pet. Exh. 7I] (PET 178 AS MOD)

191. The Project is expected to spread the peak traffic hours by extending the duration of time for that segment of H-1 east of the H-1/H-2 merge while still being at LOS F. [OP Ex. 7] (OP 178A)

192. DOT has not yet accepted Petitioner's TIAR. Petitioner is working with DOT to ensure that a forthcoming revised TIAR is submitted for DOT review and acceptance. DOT made specific recommendations for revisions to the TIAR, including but not limited to analysis of a proposed RIRO only access to Kamehameha Highway north of Ka Uka Boulevard, to clarify Project impacts on the H-1 and H-2 Freeways and Kamehameha Highway, and the extent and phasing of improvements to mitigate impacts on these State highway facilities. [OP Ex. 7; OP Ex. 18] (PET 179 AS MOD)

193. Petitioner is in the process of revising the TIAR based on DOT comments. The revised TIAR is anticipated to be submitted to DOT in May 2012 for

DOT review and acceptance. [P. Pascua, 4/5/2012, 100:8 - 104:9] (PET 180 AS MOD)

194. Transportation mitigation improvements to State facilities will include, but are not limited to, improvements to the Waipio Interchange, construction of a proposed interchange on the H-2 Freeway at Pineapple Road, improvements to the Kamehameha Highway intersection with Ka Uka Boulevard and other cross streets, and the widening of the Ka Uka Boulevard bridge over the H-2 Freeway. [OP Ex. 18, p. 2] (PET 181)

195. Petitioner will complete design and construction of the Pineapple Interchange, including all associated on and offramps and necessary freeway improvements. [Pet. Ex. 42] (PET 182)

196. The proposed Pineapple Road Interchange is subject to review and approval by the FHWA. Petitioner will be responsible for preparing and providing all necessary information and services, including environmental review documents, associated with the Interstate Modification request to FHWA. [OP Ex. 18, p. 3] (PET 183 AS MOD)

197. DOT is granting Petitioner's request to provide a RIRO only access to Kamehameha Highway north of Ka Uka Boulevard on a temporary basis. DOT will require Petitioner to close and remove the RIRO only access when the Pineapple Road Interchange is completed, unless otherwise allowed by DOT and subject to any federal

and State requirements. [A. Takeshita, 4/5/12, 136:23 – 140:19] (PET 184 AS MOD)

198. DOT will consider Petitioner's request at any time for an access onto Kamehameha Highway. [A. Takeshita, 4/5/2012, 138:10 - 138:23] (PET 185 AS MOD)

199. Implementation of the recommended transportation mitigation improvements to the Waipio Interchange, Kamehameha Highway, and the Pineapple Road Interchange will be timed and completed such that operating conditions of the Waipio Interchange and Kamehameha Highway (at Lumiauau Street, Waipio Uka, and Ka Uka Boulevard) do not drop lower than LOS "D" at any time during Project development. At those locations where existing traffic operating conditions are lower than LOS "D," traffic mitigation improvements will be completed and operational prior to the occupancy of any buildings within that phase. [OP Ex. 18, p. 2] (PET 186 AS MOD)

200. Petitioner will provide DOT with a schedule of phases and timing of mitigative improvements and development thresholds to guide implementation of mitigative measures and improvements. DOT is particularly concerned about the development thresholds for the construction and completion of the Pineapple Road Interchange. DOT is working with Petitioner to identify appropriate thresholds and timing for this, e.g., a development threshold of 1,800 residential units with up to

328,000 square feet of commercial floor area at Koa Ridge Makai for completion of the new interchange. [OP Ex. 18, p. 2] (PET 187 AS MOD)

201. DOT is considering requiring DOT review and acceptance of updates of the TIAR prior to County approvals for the next phase of development to ensure that traffic operating conditions do not drop below LOS "D." It is anticipated that the TIAR will be updated for DOT review and acceptance for deviations in Project phasing as well. An updated TIAR will include recommended improvements to mitigate Project-generated traffic impacts corresponding to each phase and/or the adjustments in the Project phasing and development. [OP Ex. 6, p. 2; OP Ex. 18, p. 2] (PET 188 AS MOD)

202. Petitioner will be responsible for mitigating all Project-generated impacts, including its pro rata share contribution to the cost of regional improvements to State highways and/or traffic mitigation measures that will alleviate Project-generated impacts to the primary urban center of Honolulu, as determined and agreed upon between Petitioner and DOT. [OP Ex. 18, p. 3] (PET 189 AS MOD)

203. DOT and Petitioner are negotiating an Agreement in Principle for Transportation Mitigation Improvements. A Memorandum of Agreement ("MOA") based on the executed Agreement in Principle and the revised TIAR accepted by DOT will be executed between Petitioner and DOT. The MOA will specify the transportation

improvements Petitioner will provide to mitigate Project-generated impacts, and will include a schedule and thresholds for the timing of improvements. [OP Ex. 18, pp. 2-3] (PET 190 AS MOD)

Water Service

204. Two water service zones are proposed to serve the Project: a 595-ft system and an 820-ft system. The Koa Ridge 595 system will serve the Petition Area north of Ka Uka Boulevard to an elevation of 495 feet above mean sea level ("MSL"). The Koa Ridge 820 system will serve the Petition Area from elevation 495 to 720 feet above MSL. The proposed Koa Ridge 595 system will ultimately be connected to the BWS Waipi`o Heights 595 system. The proposed Koa Ridge 595 well and reservoir complex will be located on lands immediately north of the existing BWS Waipi`o Heights III well site. The new site will function as an expansion of the existing facility, capable of servicing both the existing Waipi`o Heights 595 service zone (south of Ka Uka Boulevard) and the Koa Ridge Makai 595 service zone. The new site will encompass approximately 1.7 acres. The proposed drinking water system infrastructure improvements will include construction of two additional wells, each with pumps rated at 1,200 gallons per minute ("GPM"), and a new 1.5 million gallon ("MG") reservoir. [Pet. Ex. 7, p. 4-64] (PET 201)

205. The proposed Koa Ridge 820 well site will be located to the

northeast of Koa Ridge Makai, mauka of Interstate Route H-2. The proposed well site will require approximately 1.7 acres. This site will include three wells, each rated at 1,200 GPM, and a 1.5 MG reservoir. [Pet. Ex. 7, p. 4-64] (PET 202)

206. Although a standby well is available at the Waipi`o Heights III facility, the two water service zones will be hydraulically interconnected so that the upper (820) service zone is capable of providing standby capacity for the lower (595) service zone, when needed. [Pet. Ex. 7, p. 4-64] (PET 203)

207. The drinking water transmission mains will be designed in accordance with the BWS standards. The transmission mains will be sited within the proposed roadways of Koa Ridge Makai, or within easements with an all-weather road provided. [Pet. Ex. 7, p. 4-64] (PET 204)

208. Castle & Cooke Waiawa will be served by wells developed at the 785-foot elevation. Because both Castle & Cooke Waiawa and the adjacent (planned and entitled) Waiawa Ridge development have a need for drinking water system improvements at the 785-foot water service zone, improvements will be jointly coordinated. Waiawa Ridge and Castle & Cooke Waiawa will require 2.0 MG and 1.0 MG of storage, respectively. Depending on scheduling, either a single 3.0 MG storage tank will be constructed to serve both developments, or two smaller storage tanks will be constructed to serve each development independently. [Pet. Ex. 7, p. 4-64] (PET 205)

209. Castle & Cooke Waiawa will require one 1,250 GPM pumping (well) unit to be developed. Water will be conveyed to the site via 24-inch and 20-inch transmission mains, which will also serve the Waiawa Ridge development to the south. Onsite distribution mains will be installed in the roadways of the Project to distribute water to the various parcels. [Pet. Ex. 7, p. 4-64] (PET 206)

210. All proposed wells and reservoirs will be designed in accordance with the BWS standards. [Pet. Ex. 7, p. 4-64] (PET 207)

211. Irrigation of landscaped areas using non-drinking water sources has been explored and continues to be an option if cost-effective sources become available. The BWS is requiring the submittal of a non-drinking water master plan for the Project. The plan must address the non-drinking water demand for the Project, availability and use of non-drinking water for irrigation, the development of a dual water system, and whether the system, if developed, will be private or dedicated to the BWS. [OP Ex. 2] (PET 208 AS MOD)

212. The BWS rules and regulations require the use of non-drinking water for the irrigation of large landscaped areas if a suitable supply is available. The Project will include a dual water system (i.e., drinking and non-drinking water) if a suitable non-drinking water source is available prior to commencement of site infrastructure. [OP Ex. 2] (OP 209)

Wastewater Disposal

213. There are currently no sewer system improvements in the Petition Area. [Pet. Ex. 7, p. 4-66] (PET 213)

214. It is estimated that the Koa Ridge Makai and Castle & Cooke Waiawa developments will generate peak wastewater flows of 5.14 MGD and 1.6 MGD, respectively, or a total of 6.74 MGD. [Pet. Ex. 7, p. 4-66] (PET 214)

215. The Koa Ridge Makai onsite wastewater collection system will essentially follow the proposed public roadway system and will be conveyed by gravity to the proposed 36-inch offsite sewer system. The point of connection to the offsite sewer line is in the vicinity of the proposed access road connection to Kamehameha Highway. The offsite sewer line will connect to the onsite sewer system for Koa Ridge Makai and cross under Kamehameha Highway and into the Patsy T. Mink CORP. The line will run south through CORP along the Kīpapa Gulch perimeter to Pāiwa Street in Waikele. The line continues south along Pāiwa Street, under the H-1 Freeway and onto Petitioner-owned land adjacent to Pāiwa Street on the west. The line will continue south through Waipahu on Koaki Street, Kopake Street, and Mokuola Street to Moloalo Street, where it will turn to the west. At the end of Moloalo Street, it will extend under Farrington Highway and continue west to Waipahu Depot Road, where it will turn south and terminate at the Waipahu WWPS. [Pet. Ex. 7, p. 4-66] (PET 215)

216. The proposed sewer improvements to serve Castle & Cooke Waiawa will essentially follow the proposed public roadway system and be conveyed by gravity to a proposed 12-inch sewer stub in the southeast corner of Castle & Cooke Waiawa. This stub will connect with the offsite sewer improvements planned for Waiawa Ridge. Wastewater will flow to the Pearl City WWPS via a 36-inch pipe and then to the Honouliuli Wastewater Treatment Plant ("WWTP"). A limited portion of the southwest corner of the Castle & Cooke Waiawa site is lower than the sewer stub connection point and will need to be pumped to a discharge manhole prior to flowing by gravity. This pump station will likely be a packaged sewer pump station which will be privately owned and operated. [Pet. Ex. 7, p. 4-66] (PET 216 AS MOD)

Drainage

217. Koa Ridge Makai consists of ten existing drainage areas. All areas either sheet flow towards Kīpapa Gulch or collect in localized gullies that drain into Kīpapa Stream. [Pet. Ex. 7, p. 4-69] (PET 217)

218. It is anticipated that the Koa Ridge Makai site will be developed into two major drainage areas: the southern drainage area and the northern drainage area. [Pet. Ex. 7, p. 4-69] (PET 218)

219. Runoff from the southern drainage area will be conveyed through drainage piping to the southwest corner of Koa Ridge Makai adjacent to Kamehameha

Highway. A water quality treatment facility will be sited in this vicinity to satisfy the water quality requirements of the Storm Drainage Standard prior to discharge into Kīpapa Stream. [Pet. Ex. 7, p. 4-69] (PET 219)

220. Runoff from the northern drainage area will also be collected and conveyed via drainage piping to the vicinity of the natural gully located approximately at the midpoint of Koa Ridge Makai. Collected stormwater in this vicinity will be detained and treated in an offsite water quality treatment facility to satisfy the City's stormwater quality requirements. The treated runoff will then be discharged into Kīpapa Stream through a box culvert and outlet works located on U. S. Army property. [Pet. Ex. 7, p. 4-69] (OP 220)

221. The offsite detention basins will attenuate stormwater discharge from the 100-year 24-hour storm so the net impact of the Project and its mitigation measures will be <u>no increase or potentially a net decrease</u> in Kīpapa Stream flows at the point of contribution from the Koa Ridge Makai site. [Pet. Ex. 35] (OP 221)

222. Detention Basin 1 will detain Mililani Mauka stormwater flows upstream of the Koa Ridge Makai site. This will result in reduced stormwater discharge to Kīpapa Stream that will "make room" for the stormwater discharge from the southern drainage area of Koa Ridge Makai. Detention Basin 2 will detain stormwater discharge and incorporate a stormwater quality facility for the northern drainage area

of Koa Ridge Makai. [Pet. Ex. 35] (OP 222)

223. Easements from the U. S. Army will be required for proposed drain lines and basins that traverse or are situated on Army property. [J. Souki, 4/5/2012, 161:11- 161:13] (PET 223)

224. The detention basins function by using the storage volume to dampen the peak stormwater discharge into the stream by controlling the rate of outflow leaving the basin. This is accomplished by appropriate sizing of the outlet works from the basin to restrict flow to a desired rate. [Pet. Ex. 7B] (OP 224)

225. The combined volume of the detention basins will range from 85 to 120 acre-feet; the individual basins will have impounded volumes less than 50 acre-feet with maximum downstream berm heights of 25 feet, such that these basins will not be subject to the requirements of the Hawai`i Dam and Reservoir Safety Act of 2007 and annual inspections will not be required. The basins will require Federal and State permits for modifications within Kīpapa Gulch including construction of the berms, intakes and outlets, and access roads for maintenance. [Pet. Ex. 7, p. 4-70; Pet. Ex. 7B, pp. 6-8; G. Matsunami, 1/22/10, 142:10 - 142:11] (PET 225)

226. The basins will range from 41 to 47 acre-feet in storage capacity. Together, the basins will reduce the peak storm flows of Kīpapa Stream from a 100-year 24-hour storm event by at least 186 cfs to 21,180 cfs immediately downstream of the

project, which is lower than the calculated existing peak storm flow of 21,366 cfs. [Pet. Ex. 35] (OP 226)

227. There are no existing and formal drainage facilities on the Castle & Cooke Waiawa site. [Pet. Ex. 7, p. 4-70] (PET 227)

228. Castle & Cooke Waiawa will have two drainage areas. [Pet. Ex. 7, p. 4-71] (PET 228)

229. The southwestern drainage area will direct flows over the proposed street network and toward the southwestern corner of the Castle & Cooke Waiawa site. A water quality treatment facility will be sited in this corner to remove silt prior to discharge into Pānakauahi Gulch. The potential peak discharge rate in this area is estimated at 1,180 cfs with the Project, while the pre-development peak discharge rate is 871 cfs. [Pet. Ex. 7, p. 4-71] (PET 229)

230. Runoff from the northeastern portion of the Castle & Cooke Waiawa site will be collected and conveyed to the vicinity of a natural depression that forms a tributary to Pānakauahi Gulch. A detention basin planned in this location will provide sufficient hydraulic detention for the entire developed site and will limit peak discharge from the site to pre-development conditions or lower. The planned detention basin will result in an overall peak stormwater discharge rate from this site of 850 cfs, a 21 cfs reduction from the pre-development estimate of 871 cfs. It is anticipated that the

required storage volume for the basin will range between 30 to 50 acre-feet. The approximate size of the detention basin is 8.5 acres. Discharge from the detention basin will follow the natural drainage patterns, crossing through the existing box culverts under the access road easement granted to Mililani Memorial Park, before joining Pānakauahi Gulch. The road and box culverts are on lands owned by Petitioner. [Pet. Ex. 7, p. 4-71] (PET 230)

231. Petitioner plans to dedicate the drainage improvements within the Project roadways to the City. The onsite and offsite water quality treatment facilities as well as the offsite detention basins will be privately operated and maintained if the City does not take over the detention basins. The intent is to turn responsibility for maintenance to the respective community associations. [G. Matsunami, 1/22/10, 143:24 - 144:21] (OP 231)

232. If properly designed, constructed, and maintained, the proposed stormwater and drainage system is expected to mitigate the impact of offsite runoff and avoid adverse impacts on adjacent and downstream properties. [Pet. Ex. 7, p. 4-69; OP Ex. 2] (OP 232)

233. The CO SCP encourages drainage system design that emphasizes control and minimization of non-point source pollution and the retention and/or detention of storm water onsite and in appropriate open space and wetland areas. [OP

Ex. 2, p. 7] (PET 233 AS MOD)

234. Petitioner will incorporate green infrastructure, particularly Low Impact Development ("LID") designs and practices, to increase onsite infiltration and storage and to reduce the rate of flow and volume of water directed into the offsite detention basins in receiving gulches. [J. Souki, 4/5/2012, 161:19 - 161:24] (PET 234 AS MOD)

235. Green infrastructure, including LID practices, such as the use of bioswales and planter strips, rain gardens, pervious pavement, and dry wells, is being used on the mainland to increase onsite infiltration, treatment, and storage of stormwater. Use of green infrastructure can provide irrigation, improved water quality, reduced runoff, and allow for groundwater recharge. [LUC D&O, FOF 228] (PET 235)

236. The CWRM and the City have published guidelines on stormwater management best practices. In addition to complying with City storm drainage standards, Petitioner will work with the City and CWRM to incorporate green infrastructure such as bioretention swales and underground retention vessels for non-potable irrigation of landscaping when feasible. [G. Matsunami, 2/2/2012, 177:3 - 177:24; Pet. Ex. 35, p. 3] (PET 236 AS MOD)

Solid Waste Disposal

237. Curbside refuse collection service from the existing single-family

residential areas in Central O`ahu is generally provided by the City Department of Environmental Services' Refuse Division. Refuse collection for multi-family and non-residential uses are primarily provided by private refuse collection companies. Residential waste is transported to the City's H-POWER (Honolulu Program of Waste Energy Recovery) waste-to-energy combustor located at the James Campbell Industrial Park in `Ewa. Ash residue and non-processible waste are then disposed of at the Waimānalo Gulch Sanitary Landfill in West O`ahu. [Pet. Ex. 7, p. 4-75] (PET 210)

238. No adverse impacts to solid waste generation or disposal are expected during the construction period. A trash management and recycling program will be developed and implemented during construction of the Project. [Pet. Ex. 7, p. 4-75] (PET 211)

239. The Project is estimated to generate approximately 26 tons of solid waste per day based on a generation factor of 3.37 pounds/person/day. It is not anticipated that the Project will have a significant impact on municipal solid waste generation inasmuch as almost all of the residents of the Project are projected to originate from elsewhere on O`ahu. [Pet. Ex. 7, p. 4-75] (PET 212)

Schools

240. At full buildout, it is estimated that the Project will have approximately 1,400 public school students living in the Petition Area. Approximately

1,000 public school students living in Koa Ridge Makai and approximately 400 living in Castle & Cooke Waiawa. [Pet. Ex. 7, p. 4-79] (PET 191)

241. All of the neighboring elementary, middle, and high schools in Mililani and Pearl City are presently under capacity except for Mililani High School. [Pet. Ex. 7, p. 4-79] (PET 192)

242. To accommodate the public school student projections, the State Department of Education ("DOE") has executed an agreement with Petitioner whereby Petitioner will provide two 12-acre elementary school sites, one in Koa Ridge Makai and the other in Castle & Cooke Waiawa, and approximately $5.08 million, or approximately $1,766 for each single-family unit and $867 for each multi-family unit. [OP. Exs. 11 and 12] (PET 193)

243. Middle school and high school students from Koa Ridge Makai and Castle and Cooke Waiawa are to attend the middle school and high school that are planned for neighboring Waiawa Ridge. [Pet. Ex. 7, p. 4-79] (PET 194)

244. In the event Waiawa Ridge does not move forward, there is sufficient capacity in neighboring schools to accommodate the Project. Temporary facilities may be needed at these schools to accommodate the increased number of students. [Pet. Ex. 11; L. Kodama, 2/2/12, 114:5 - 117:8] (PET 195)

Police and Fire Protection

245. The Petition Area is located within the jurisdiction of the City Police Department's District 2 (Wahiawā) and District 3 (Pearl City). The Pearl City Police Station is located to the southeast of the Petition Area along Waimano Home Road near the intersection of Kamehameha Highway in Pearl City. The Wahiawā Police Station is located to the north of the Petition Area along North Cane Street in Wahiawā. [Pet. Ex. 7, p. 4-83] (PET 237)

246. The Project may require increases in police staffing and modification and possibly expansion of existing police station facilities that would be offset by increased property taxes generated by the Project. [Pet. Ex. 7, p. 4-83] (PET 238)

247. Fire protection services for the Petition Area are provided by the City Fire Department's Mililani Fire Station located to the north of the Petition Area in Mililani; the Mililani Mauka Fire Station located to the north of the Petition Area in Mililani; and the Waikele Fire Station located to the southwest of the Petition Area at Waikele. The Project will provide a water system whereby all appurtenances, hydrant spacing, and fire flow requirements will meet the standards of the BWS to ensure fire protection to all constructed facilities and buildings. Access roads within the Project capable of supporting the Fire Department's fire apparatus will be designed and built in accordance with the requirements of the Fire Department. Onsite fire hydrants and

mains capable of supplying the required fire flow will be provided in accordance with the 1997 Uniform Fire Code, Section 902.2.1. All civil engineering and construction drawings will be submitted to the Fire Department for review and approval. [Pet. Ex. 7, p. 4-83] (PET 239)

248. The Petition Area contains flashy fuels and is considered a highly flammable area by the DLNR, Division of Forestry and Wildlife . Petitioner will incorporate the adoption of firewise measures related to design, construction, landscaping, and education to protect residents from the threat of wildland fires at the urban-open land interface. [Pet. Ex. 7, p. 10-25] (PET 240 AS MOD)

Emergency/Medical Services

249. The closest major medical facility to the Petition Area is the 162-bed Wahiawā General Hospital located on Lehua Street in Wahiawā to the north. This acute care facility includes a 103-bed long-term care facility. Other major medical facilities in the region include the Pali Momi Medical Center in `Aiea to the southeast. The Pali Momi Medical Center features a 116-bed facility and adjoining medical office building. In the Gentry Business Park, Kaiser Permanente has a medical clinic. [Pet. Ex. 7, p. 4-84; D. Olden, 2/2/12, 101:1 - 102:7] (PET 241)

250. Emergency medical service is provided by the City Department of Emergency Medical Services. The new Central O`ahu ambulance unit operating out of

Kaiser Permanente Hawai`i's Waipi`o Clinic has recently expanded the emergency medical services available to the rapidly growing region. [Pet. Ex. 7, p. 4-84] (PET 242)

251. The Project will increase the demand on the existing medical services in the Central O`ahu area. [Pet. Ex. 7, p. 4-84] (PET 243)

252. The Medical Center proposed for Koa Ridge Makai by the WHA will serve the Petition Area and other regions upon commencement of operations. [Pet. Ex. 7, p. 4-84] (PET 244)

253. It is expected that the existing and proposed facilities will provide adequate emergency medical services in the region to address the needs of the Project. [Pet. Ex. 7, p. 4-83] (PET 245)

Civil Defense

254. There are no outdoor warning sirens within the Petition Area. Existing outdoor warning sirens are located in the following surrounding communities: Mililani (eight sirens), Waipi`o (two sirens), Waikele (one siren), Waipahu (four sirens), and Pearl City (four sirens). There is a potential shortage in public shelter spaces in the City. Central O`ahu has better coverage than other locations on the island. Public hurricane shelters do not have a defined geographic service area nor do they impose residence requirements, and therefore residents may go to any shelter on the island. [OP Exs. 2 and 15] (PET 246 AS MOD)

255. Petitioner will fund and construct adequate civil defense measures (sirens) to serve the Project prior to the delivery of the first residential unit, as determined by the State Department of Defense, Office of Civil Defense ("DOD, OCD"), and the City Civil Defense Agency. The Project will include two elementary schools that could be constructed to serve as hurricane shelters in the future, offsetting the islandwide shortfall of hurricane shelter space. [OP Exs. 2 and 15] (PET 247)

Electricity and Telephone Service

256. The projected peak electrical demand for Koa Ridge Makai is forecasted at 42.1 megawatts ("mW"), including the proposed medical complex. Peak electrical demand for Castle & Cooke Waiawa is estimated at 7.8 mW, or a total peak demand of 49.9 Mw for the Project. HECO anticipates that its generation system will be adequate to carry the Project's electrical demand since the annual load growth for the Project is anticipated to be gradual. HECO will add transformers at its Waipi`o Substation initially to serve Koa Ridge Makai, and will require a new substation at Koa Ridge Makai for the development and future loads. Among the various improvements to accommodate the development of Koa Ridge Makai is the relocation of HECO's existing 138 kilovolt ("kV") overhead power lines that cross the Koa Ridge Makai site. HECO will design and construct the power line but will require Public Utilities Commission approval. HECO will serve Castle & Cooke Waiawa from its proposed

Waiawa Ridge Makai substation. The segment of the existing HECO 11.5 kV overhead line that traverses the northern end of the Castle & Cooke Waiawa site will be relocated underground along roadways within Castle & Cooke Waiawa. These and other planned improvements will ensure the future electrical generation or distribution system can accommodate the Project. [Pet. Ex. 7, p. 4-71; Pet. Ex. 7B, pp. 11-15] (PET 248)

257. Local area telephone service is provided by HTCO, and Oceanic Time Warner Cable of Hawai`i ("OTWC") is the local cable television provider. [Pet. Ex. 7, p. 4-74] (PET 249)

258. Additional telephone and cable TV facilities and services will be required to serve the Project. Provision of these facilities and services is not expected to adversely affect existing customers or service. Cables and ducts will be suitable for underground applications and therefore tolerant of both wet and dry conditions. During the design development of the Project's subdivision, plans will be submitted to HTCO and OTWC to verify compliance with their system requirements. [Pet. Ex. 7, p. 4-74] (PET 250)

Energy Conservation

259. Petitioner has prepared the Koa Ridge Sustainability Plan as a dynamic guide which evolves as the Project progresses through programming, design,

and development. Sustainability goals encompass and include land use and urban design, transportation, economics, parks and open space preservation, water management, energy management, and education. [Pet. Ex. 14] (PET 251)

260. The actions for implementing the sustainability goals will be supplemented and amended to maximize achievement of sustainability goals as the Project progresses, incorporating comments from the Project team, designers, and interested parties, with consideration for technological advancements, government requirements, changes in City codes, success of pilot programs, market conditions, consumer acceptance, and balancing added costs for sustainability measures against resulting increased cost of development. [Pet. Ex. 14] (PET 252)

261. The Koa Ridge Sustainability Plan's Energy Management goal is to reduce and conserve energy use through efficient community layout and building design and the use of alternative energy sources where feasible. [Pet. Ex. 14] (PET 253)

262. The targets or areas of focus of the Energy Management goals include the following areas of the Project: Village Center, Residential Buildings, Commercial Buildings, and Community Buildings. [Pet. Ex. 14] (PET 254)

263. Energy management actions that will be implemented for the Village Center include installing insulation with R-Values beyond minimum building code requirements to keep interiors cooler and reduce air conditioning needs;

incorporating natural ventilation techniques to reduce the need for air conditioning; and landscaping to provide shading and cool buildings. [Pet. Ex. 14] (PET 255)

264. Energy management actions that will be implemented for the Residential Buildings include installing Smart Meters and Dashboards in the houses as an option so residents can monitor their energy usage; offering photovoltaic systems ("PV") as an option and informing residents about the potential long-term savings; installing insulation with R-Values beyond minimum building code requirements to keep homes cooler and reduce the need for air conditioning; designing homes to accommodate electric cars; double-paning all windows with low-emissivity glass to provide better insulation and reduce air conditioning requirements; preparing a sustainability educational primer for the buyer by the Design Center representative prior to the selection of options so buyers are aware of the long-term savings of energy and water efficient options; installing solar water heaters in all single-family homes to reduce electricity use; providing all residences with Energy Star appliances if available to reduce electricity use; maximizing natural ventilation through design and orientation whenever possible; and accommodating the placement or location of clotheslines. [Pet. Ex. 14] (PET 256)

265. Petitioner is committed to offering PV as an option and educating residents about its long-term benefits, and provided that solar PV continues to be the

most feasible technology, Petitioner will design the single-family homes to be PV ready to accommodate PV on the rooftops, providing a conduit from the attic and providing space for an inverter. [Pet. Ex. 30] (PET 257)

266. Energy management actions that will be implemented for Commercial Buildings include designing and constructing commercial buildings to be Leadership in Energy and Environmental Design ("LEED") certified or equivalent; designing and constructing multiple tenant buildings to be LEED Core and Shell certified or equivalent with an incentive-education program to encourage tenants to obtain a LEED Interiors certification; installing insulation with R-Values of the building envelope beyond minimum building code requirements; incorporating operable windows for offices so natural ventilation can be used instead of air conditioning; and double-paning all windows with low-emissivity glass to provide better insulation and reduce air conditioning loads. [Pet. Ex. 14] (PET 258)

267. Energy management actions that will be implemented for Community Buildings include furnishing all community buildings with ceiling fans, whether air conditioned or not, to reduce air conditioning needs and lower operating costs for the community association, and installing insulation with R-Values of the building envelope beyond minimum building code requirements to reduce air conditioning loads. [Pet. Ex. 14] (PET 259)

268. The LEED green building rating system is a voluntary committee-based, member-driven, and consensus-focused rating system for the design, construction, and operation of green buildings. [Pet. Ex. 27] (PET 260)

269. LEED standards are developed by the U. S. Green Building Council ("USGBC"), which is a private nonprofit organization. [Pet. Ex. 27] (PET 261)

270. LEED standards are periodically updated, and the LEED standards existing today may not be applicable in the future. Several changes to LEED standards have occurred since its inception in 1998. [Pet. Ex. 27] (PET 262)

271. LEED standards will continue to evolve in the future. [Pet. Ex. 27] (PET 263)

272. The actual certification of developments under LEED is conducted by a private organization called the Green Building Certification Institute. [Pet. Ex. 27] (PET 264)

273. The USGBC is trying to increase sustainable design and development through a market transformation process and trying to create an upward spiral where sustainability is market driven and incentivized. Examples of incentives include property tax waivers, density bonuses, and expedited building permit processing. [Pet. Ex. 27] (PET 265)

274. Developers are now voluntarily using sustainable building

features, including Gentry and Petitioner, due to existing market forces. [Pet. Ex. 27] (PET 266)

COMMITMENT OF STATE FUNDS AND RESOURCES

275. The Project will require improvements associated with roadways and infrastructure within or beneath the H-2 Freeway, Ka Uka Boulevard, H-1 Freeway, and other public rights-of-way. Petitioner is working with the appropriate public agencies to identify required improvements and will contribute its fair share to fund and implement improvements. It is not anticipated that State funds and resources will be unreasonably burdened by or require any unreasonable investment as a result of the Project. [Pet. Ex. 7] (PET 267)

276. If the middle school and high school to be built by the developer of Waiawa Ridge are not in place at the time of Project occupancy, then existing schools will need to accommodate students from the Petition Area, provided that additional temporary facilities may be needed as determined by the DOE. [Pet. Ex. 11] (PET 268 AS MOD)

277. The State Department of Public Safety's ("PSD") Waiawa Correctional Facility ("WCF"), located mauka of the Castle & Cooke Waiawa site, will be impacted by development of Castle & Cooke Waiawa. The WCF is a 334-bed, minimum security prison offering drug treatment and vocational training for sentenced

minimum security male inmates ("custodies"), who participate in work, education, or substance abuse treatment programs. Custodies live and move about the facility with minimum supervision, and are granted unsupervised work furloughs outside the facility. WCF administrators want buyers of real property in the Project to be aware of the location and nature of the facility, its minimum security designation, and open infrastructure, so that litigation and/or potential conflicts are avoided in the future. PSD requires unobstructed road access to the facility at all times during construction of the Project and after buildout. PSD also wants assurances that there will be no requirement to modify access to WCF once the Project is built out. [OP Ex. 14] (PET 269)

CONFORMANCE WITH STATE LAND USE URBAN DISTRICT STANDARDS

278. The proposed reclassification of the Petition Area is in general conformance to HAR section 15-15-18, standards for determining "U" Urban District Boundaries as follows:

Criterion No. 1. The Project will have approximately 5,000 residential units, elementary schools, a medical center complex, mixed uses in a higher density core area, commercial, light industrial, neighborhood retail, community centers, and a network of parks and trails. Consistent with the principles of "smart growth" and "sustainability," the Project will be built at a density that is higher than typical

suburban residential developments, particularly in the Village Center of Koa Ridge Makai, thereby preserving open space, farmland, natural beauty, and critical environmental areas. The Project will be further consistent with these principles as it is located adjacent to existing and planned communities and major regional transportation facilities, and will offer a range of housing opportunities and choices in walkable neighborhoods that have access to a variety of transportation choices. These distinctive, mixed-used communities will have a strong sense of place borne out of extensive community and stakeholder collaboration and the environmental review process. [Pet. Ex. 32]

Criterion No. 2A, 2B, and 2C. The Petition Area is in close proximity to various centers of trading and employment (Gentry Waipi`o Business Park, Gentry Waipi`o Shopping Center, Waikele Shopping Center, Mililani Technology Park, the Town Center of Mililani, Mililani Shopping Center, military installations of Wheeler Army Airfield and Schofield Barracks). Services such as sewer, water, sanitation, schools, parks and police and fire protection are or will be available to serve the Project. Petitioner will finance or construct offsite water, wastewater, and drainage improvements required for the Project and participate in fair-share contributions for public school and regional transportation facilities. Adjacent lands to the south are zoned for urban use and infrastructure and development approvals are being sought.

[Pet. Ex. 32]

Criterion No. 3. The Petition Area is readily developable, with satisfactory topography and drainage, and is free from natural hazard potential such as flooding or tsunami inundation. Because construction will be set back laterally from the tops of existing slopes, the Project is not expected to increase any existing rockfall hazard. [Pet. Ex. 32]

Criterion No. 4. The Castle & Cooke Waiawa site is contiguous with the planned Waiawa Ridge development to the south, which is designated in the State Land Use Urban District. The Koa Ridge Makai site is contiguous to the urbanized area of Waipi`o. [Pet. Ex. 32]

Criterion No. 5. The Petition Area is within the Urban Community Boundary as designated on the City's CO SCP Urban Land Use Map. Adjacent lands to the south are classified in the State Land Use Urban District on the Commission's official Land Use District Boundaries Map O-9 (Waipahu). [Pet. Ex. 32]

Criterion No. 6. The Petition Area conforms to or will conform to the standards in paragraphs (1) to (5). [Pet. Ex. 32]

Criterion No. 7. The Petition Area is adjacent to existing and planned urban developments and will not contribute toward scattered spot urban development. Petitioner will construct or participate in developing all additional infrastructure

required to service the Project, and public infrastructure and support services will not be unreasonably burdened by or require any unreasonable investment as a result of the Project. [Pet. Ex. 32]

Criterion No. 8. Slopes within the Petition Area are generally within the 0 to 5 percent range, with some steeper sections near the edges of the adjacent gulches. Development of the Petition Area will observe setbacks from steep slopes along the adjacent gulches according to recommendations by the Project's geotechnical engineer. [Pet. Ex. 32] (PET 270)

CONFORMANCE WITH THE GOALS, OBJECTIVES, AND POLICIES OF THE HAWAI'I STATE PLAN AND APPLICABLE PRIORITY GUIDELINES

279. HRS chapter 226, also known as the Hawai'i State Plan, is a long-range comprehensive plan which serves as a guide for the future long-term development of the State by identifying goals, objectives, policies, and priorities, as well as implementation mechanisms. State objectives and policies relevant to the Project are as follows:

Section 226-5, Objective and policies for population.

(b)(1): Manage the population growth statewide in a manner that provides increased opportunities for Hawai'i's people to pursue their physical, social, and economic aspirations while recognizing the unique needs of each county.

(b)(7): Plan the development and availability of land and water resources

in a coordinated manner so as to provide for the desired levels of growth in each geographic area.

The Project is located in Central O`ahu, which is designated in the City General Plan as an urban fringe area. Central O`ahu is identified by the City in its CO SCP as the location for up to 25,000 new homes in master-planned residential communities. Among the communities identified are Castle & Cooke Waiawa and Koa Ridge Makai.

The CWRM set the sustainable yield for the underlying aquifer system at 104 MGD. Currently, approximately 19 MGD of the sustainable yield is unallocated and another 35 MGD has been allocated (permitted) but is not being used. Based on the aquifer's sustainable yield and its present supply, the availability of drinking water for the Project appears adequate. Water use, well construction, and pump installation permits will be obtained from the CWRM prior to development of the resource. [Pet. Ex. 7, p. 5-1]

Section 226-6, Objectives and policies for the economy – in general.

(a)(1): Increased and diversified employment opportunities to achieve full employment, increased income and job choice, and improved living standards for Hawai`i's people.

The Project will have positive short-term benefits to the local economy

from the increased expenditures for construction, offsite infrastructure improvements, and construction-related and operational period jobs and tax revenue. In the long term, the new residential homes, medical, commercial, light industrial, extended stay hotel, and schools will create job opportunities in various sectors and will contribute to increases in State income and general excise tax revenue and in City property tax revenues. [Pet. Ex. 7, p. 5-1]

Section 226-7, Objectives and policies for the economy – agriculture.

(b)(10): Assure the availability of agriculturally suitable lands with adequate water to accommodate present and future needs.

Petitioner arranged for Dole to issue a lease to Aloun Farms for approximately 335 acres of land with an option to lease an additional 332 acres of land. Petitioner has also obtained voluntary designation of approximately 679.432 acres of land on O`ahu as IAL. [Pet. Exs. 19 and 52]

Section 226-11, Objectives and policies for the physical environment – land-based, shoreline, and marine resources.

(b)(2): Ensure compatibility between land-based and water-based activities and natural resources and ecological systems.

(b)(3): Take into account the physical attributes of areas when planning and designing activities and facilities.

Potential surface water quality impacts during construction of the Project will be minimized by compliance with Federal, State, and City water quality regulations, as well as conditions imposed by the permits required for construction and operation (e.g., USACE CWA Section 404 permit, CWRM Stream Channel Alteration Permit, DOH NPDES permit, and Section 401 Water Quality Certification). The City's grading ordinance includes provisions related to reducing and minimizing the discharge of pollutants associated with soil disturbing activities in grading, grubbing, and stockpiling. Construction-period erosion controls are regulated under the City's Rules Relating to Soil Erosion Standards and Guidelines. As part of the construction permitting process, drainage and erosion control plans are prepared by the developer and approved and monitored by the City. Stormwater quality at Koa Ridge Makai and Castle & Cooke Waiawa will be addressed either through the use of dry-extended detention ponds or flow through-based treatment devices meeting City drainage requirements depending on the site specific flow, topography, and site constraints. These facilities will mitigate the potential adverse effects of the change in land use from agriculture/grazing/fallow to urban development by detaining offsite flows and allowing particulates they may contain--and the pollutants associated with them--to settle out of the water column. The offsite drainage detention basins in Kīpapa Gulch will serve to attenuate peak discharge into Kīpapa Stream that is presently being

contributed by developed and undeveloped lands upstream of Koa Ridge Makai. When implemented, the detention basins will either result in no net increase or a net reduction from existing flows in design storm conditions (i.e., 100-year storm) at points downstream of Koa Ridge Makai. Impacts to nearshore coastal waters (located approximately three miles away) from changes in the quantity and quality of runoff generated onsite will be minimized by proposed drainage improvements (detention basins and water quality treatment facilities) designed to comply with the City standards requiring storm drainage systems to incorporate BMPs that address both runoff quantity (flood control) and water quality. Wastewater generated from the Project will be conveyed to and treated at the municipal Honouliuli WWTP prior to deep ocean discharge. [Pet. Ex. 7, p. 5-1]

Section 226-12, Objective and policies for the physical environment – scenic, natural beauty, and historic resources.

(b)(1): Promote the preservation and restoration of significant natural and historic resources.

(b)(3): Promote the preservation of views and vistas to enhance the visual and aesthetic enjoyment of mountains, ocean, scenic landscapes, and other natural features.

(b)(4): Protect those special areas, structures, and elements that are an

integral and functional part of Hawai`i's ethnic and cultural heritage.

Historic sites in the Petition Area have been identified and addressed with the approval of SHPD. Mitigation measures being recommended require consultation with and approval of SHPD when the details of the Project become available. [Pet. Ex. 41]

The impact of the Project on Hawaiian culture and its practices and traditions will be minimal due to its geographical location away from the coast and the absence of surface water, unique topographic features, burial sites, and commoner land claims within the Petition Area. In the event that any significant archaeological resources are encountered during future construction activities, all work in the immediate area will be halted and consultation with the SHPD will be sought in accordance with applicable regulations. The treatment of any remains or artifacts will be in accordance with procedures required by the O`ahu Burial Council and the SHPD. [Pet. Ex. 41]

The Project is not expected to have a significant adverse impact on any significant vistas identified in the City's CO SCP. [Pet. Ex. 7, p. 4-60]

Section 226-15, Objectives and policies for facility systems – solid and liquid wastes.

(b)(1): Encourage the adequate development of sewerage facilities that

complement planned growth.

There is no municipal wastewater collection system in the Petition Area. Wastewater generated from Castle & Cooke Waiawa and the adjacent Waiawa Ridge development will be conveyed to the Honouliuli WWTP via the Pearl City WWPS. Wastewater generated at Koa Ridge Makai will be conveyed to the Waipahu WWPS, and then to the Honouliuli WWTP. Effluent from the WWTP is reused for irrigation or industrial uses or discharged into the Pacific Ocean through a marine outfall. The capacity of the Honouliuli WWTP is 38 MGD, and the plant currently receives and treats 27 MGD. [Pet. Ex. 7, p. 5-1]

Section 226-16, Objective and policies for facility systems – water.

(b)(1): Coordinate development of land use activities with existing and potential water supply.

An analysis of the drinking water supply for the Project, which also examines potential sources and availability, has been prepared. Due to the availability of unallocated sustainable yield, there should be an adequate supply of water within the aquifer system to support the demand of the Project. Actual water commitments will not be issued until building permit applications are submitted. Under current BWS policy, water use allocations are granted in incremental amounts as construction plans are approved or building permits are obtained. [Pet. Ex. 7, p. 5-1]

Section 226-19, Objectives and policies for socio-cultural advancement – housing.

(a)(1): Greater opportunities for Hawai`i's people to secure reasonably priced, safe, sanitary, and livable homes, located in suitable environments that satisfactorily accommodate the needs and desires of families and individuals, through collaboration and cooperation between government and nonprofit and for-profit developers to ensure that more affordable housing is made available to very low-, low- and moderate-income segments of Hawai`i's population.

(a)(2): The orderly development of residential areas sensitive to community needs and other land uses.

(b)(3): Increase homeownership and rental opportunities and choices in terms of quality, location, cost, densities, style, and size of housing.

(b)(5): Promote design and location of housing developments taking into account the physical setting, accessibility to public facilities and services, and other concerns of existing communities and surrounding areas.

The Project will provide approximately 5,000 residential units in a variety of densities, styles, and sizes that will be available to buyers and residents with a range of incomes. A percentage of the residential development will provide affordable housing opportunities in accordance with current City housing policies. The

topography of the Petition Area is generally flat to gently sloping, providing excellent home sites with access to existing transportation facilities. The quality of the homes and community amenities will be equal to or surpass those of Mililani and Mililani Mauka. [Pet. Ex. 7, p. 5-1]

Section 226-21, Objective and policies for socio-cultural advancement – education.

(b)(2): Ensure the provision of adequate and accessible educational services and facilities that are designed to meet individual and community needs.

To satisfy all DOE fair-share requirements for the Project, Petitioner will contribute to the provision of public school facilities, as agreed upon with the DOE through the Education Contribution Agreement of June 2008. [Pet. Ex. 7, p. 5-5]

Section 226-104, Population growth and land resources priority guidelines.

(a)(1): Encourage planning and resource management to insure that population growth rates throughout the State are consistent with available and planned resource capacities and reflect the needs and desires of Hawai`i's people.

(b)(1): Encourage urban growth primarily to existing urban areas where adequate public facilities are already available or can be provided with reasonable public expenditures, and away from areas where other important benefits are present,

such as protection of important agricultural land or preservation of lifestyles.

The Project is reasonably necessary to accommodate projected growth rates on O`ahu and is not intended to influence growth rates throughout the State. Central O`ahu has historically been a desirable residential location for Hawai`i residents. The Project supports City urban growth policies over the next 20 years. The Petition Area is within the Urban Community Boundary identified by the CO SCP and is contiguous with existing urban development (Gentry Waipi`o) to the south, adjacent to the entitled Waiawa Ridge development to the east, and separated only by Kīpapa Gulch from Mililani and Mililani Mauka to the west and north. [Pet. Ex. 7, p. 5-1]

Section 226-104, Population growth and land resources priority guidelines.

(b)(2): Make available marginal or nonessential agricultural lands for appropriate urban uses while maintaining agricultural lands of importance in the agricultural district.

The majority of the Petition Area is classified as Prime lands under the ALISH system. However, alternative lands are available for agricultural uses elsewhere. The City's land use policies for Central O`ahu identify the Petition Area for future urban development and call for the preservation of 10,350 acres elsewhere in Central O`ahu for agriculture. The reclassification of the Petition Area will not

substantially impair actual or potential agricultural production in the vicinity of the Petition Area or in the City or State, and is reasonably necessary to accommodate urban growth. [Pet. Ex. 7, p. 5-1]

Section 226-104, Population growth and land resources priority guidelines.

(b)(12): Utilize Hawai`i's limited land resources wisely, providing adequate land to accommodate projected population and economic growth needs while ensuring the protection of the environment and the availability of the shoreline, conservation lands, and other limited resources for future generations.

(b)(13): Protect and enhance Hawai`i's shoreline, open spaces, and scenic resources.

The Project will accommodate the island's projected population growth by helping to relieve urban development pressures and protect environmentally sensitive areas, conservation lands, and rural lifestyles in other communities. The Petition Area will be converted from agricultural and undeveloped land to urban forms, changing the views from parts of the H-2 Freeway. However, the Project is not expected to have a significant adverse impact on any significant vistas identified in the City's CO SCP. [Pet. Ex. 7, p. 5-1]

Section 226-106, Affordable housing.

(8): Give higher priority to the provision of quality housing that is affordable for Hawai`i's residents and less priority to development of housing intended primarily for individuals outside of Hawai`i.

The Project will comply with the City's requirements for the provision of affordable housing opportunities. Historically, the vast majority of homebuyers at Castle & Cooke communities on O`ahu have been Hawai`i residents. [Pet. Ex. 7, p. 5-1]

Section 226-108, Sustainability.

(1): Encouraging balanced economic, social, community, and environmental priorities.

(2): Encouraging planning that respects and promotes living within the natural resources and limits of the State.

The Project proposes to develop mixed-use communities that balance the provision of housing, employment opportunities, and commercial and medical/health services. The Project is within the City's planned urban community boundaries, consistent with City policy to direct urban growth to planned growth areas to protect agricultural lands outside the urban community boundaries from urban development. Petitioner's Sustainability Plan will guide and promote the conservation of energy and natural resources in the development of the Project and mitigate long-term environmental impacts of resource use after buildout. [Pet. Ex. 7; Pet. Ex. 14] (PET 271

AS MOD)

RELATIONSHIP WITH APPLICABLE FUNCTIONAL PLANS

280. The State Functional Plans define actions for implementation of the Hawai`i State Plan through the identification of needs, problems and issues, and recommendations on policies and priority actions which address the identified areas of concern. The proposed reclassification request is consistent with the following State Functional Plans:

State Housing Functional Plan: The Project will provide for-sale housing units in a variety of styles and prices. The housing program will comply with City requirements for pricing and percentage of affordable homes to market homes. Affordable units will be provided in accordance with the City's affordable housing policies. A portion of the proposed multi-family units is being planned for senior housing units. Petitioner will give consideration to including special needs housing in the Project as needs arise during the development process. [Pet. Ex. 7, p. 5-7]

State Transportation Functional Plan: Koa Ridge Makai will offer a range of housing styles and densities to accommodate residents of all ages and life stages. Neighborhood parks, recreation centers, and pedestrian-oriented shopping and entertainment centers will be located within walking distances of higher densities of residential populations to reduce dependence on automobile use. The Project will

include bike lanes on major streets, pedestrian paths linking residential areas with community and commercial facilities, and streets designed to accommodate City buses. The proposed medical complex, commercial, and light industrial areas provide substantial opportunities for onsite employment that offset the need for some residents to commute to metro Honolulu for work or health care. Likewise, Castle & Cooke Waiawa includes the development of a neighborhood retail center, which will provide employment opportunities within the community as well as adjacent to the Project in the business, industrial, and mixed-use communities in Waipi`o and Waiawa. Community facilities such as an elementary school, parks, and a recreation center are centrally located within the Project to provide convenient access for residents. [Pet. Ex. 7, p. 5-7]

State Education Functional Plan: Elementary school sites have been strategically placed near the center of the Koa Ridge Makai and Castle & Cooke Waiawa communities so they will be within walking distance of the greatest number of families in each community. To satisfy all DOE fair-share requirements for the Project, Petitioner will contribute to the provision of public school facilities, as agreed upon with the DOE through the Education Contribution Agreement of June 2008. [Pet. Ex. 7, p. 5-7]

State Agricultural Functional Plan: The Project will not have a detrimental

effect on the diversified agriculture industry in the vicinity of the Petition Area, or in the City or State, since the supply of agricultural lands far exceeds the demand due to the contraction in plantation agriculture. Development of the Petition Area is expected to have minimal impact on agricultural employment and production since replacement land has been made available. [Pet. Ex. 7, p. 5-7] (PET 272)

CONFORMANCE WITH THE COASTAL ZONE MANAGEMENT PROGRAM

281. The Project is consistent with the applicable objectives of the Coastal Zone Management ("CZM") Program. In particular, it is consistent with objectives pertaining to providing recreational resources, historic resources, economic uses, managing development, public participation, beach protection, and marine resources. With appropriate mitigation, the Project will be consistent with other CZM objectives related to protecting coastal water quality and coastal ecosystems, which include streams and gulches, and reducing the risk of flooding downstream of the Petition Area. [Pet. Ex. 7, p. 5-38] (PET 273)

CONFORMANCE WITH THE CITY GENERAL PLAN

282. The General Plan for the City (adopted in 1977 and last amended in October 2002) is a statement of the long-range social, economic, environmental, and design objectives for the general welfare and prosperity of the people of O`ahu. The General Plan is also a statement of the broad policies that facilitate the attainment of the

objectives of the General Plan. Eleven subject areas provide the framework for the City's expression of public policy concerning the needs of the people and functions of government. These areas include population; economic activity; the natural environment; housing; transportation and utilities; energy; physical development and urban design; public safety, health and education; culture and recreation; and government operations and fiscal management. The Project is consistent with respect to the following relevant General Plan objectives, policies, and programs.

1. Population

Objective C: To establish a pattern of population distribution that will allow the people of O`ahu to live and work in harmony.

Policy 2: Encourage development within the secondary urban center at Kapolei and the `Ewa and Central O`ahu urban-fringe areas to relieve developmental pressures in the remaining urban-fringe and rural areas and to meet housing needs not readily provided in the primary urban center.

Policy 3: Manage physical growth and development in the urban-fringe and rural areas so that an undesirable spreading of development is prevented; and their population densities are consistent with the character of development and environmental qualities desired for such areas.

Policy 4 (Amended, Resolution 02-205, CD1): Direct growth to Policies 1,

2, and 3 above by providing land development capacity and needed infrastructure to seek a 2025 distribution of O`ahu's residential population as follows:

Distribution of Residential Population

LOCATION	% SHARE OF 2025 ISLANDWIDE POPULATION
Primary Urban Center	46.0%
`Ewa	13.0%
Central O`ahu	17.0%
East Honolulu	5.3%
Ko`olaupoko	11.6%
Ko`olauloa	1.4%
North Shore	1.7%
Wai`anae	4.0%
	100%

The Petition Area is located in Central O`ahu, which the General Plan identifies as an urban fringe area to relieve developmental pressures and meet housing needs. Urbanization of the Petition Area will comply with City plans to have Central O`ahu provide moderate residential growth in master-planned residential communities, while preserving sufficient lands for agricultural production in other areas of Central O`ahu. [Pet. Ex. 7, p. 5-18]

2. Economic Activity

Objective A: To promote employment opportunities that will enable all the people of O`ahu to attain a decent standard of living.

Policy 1: Encourage the growth and diversification of O`ahu's economic base.

Policy 2: Encourage the development of small businesses and larger industries which will contribute to the economic and social well-being of O`ahu residents.

Policy 3: Encourage the development in appropriate locations on O`ahu of trade, communications, and other industries of a nonpolluting nature.

The Project will have positive short-term benefits to the local economy from the increased expenditures for construction, offsite infrastructure improvements, and construction-related jobs and tax revenue. In the long term, the new homes, commercial and light industrial uses, medical complex, extended stay hotel, and schools will create a variety of job opportunities in various service sectors and will contribute to increases in State income and general excise tax revenue and in City property tax revenues. [Pet. Ex. 7, p. 5-18]

Objective G: To bring about orderly economic growth on O`ahu.

Policy 2: Permit the moderate growth of business centers in the urban-fringe areas.

The Project is expected to be directly associated with approximately 2,460 direct FTE jobs during the operational period. Most of these jobs will be onsite, such as at the medical complex, extended stay hotel, and commercial, retail, and office establishments. The development and marketing of the Project will also generate

opportunities in real estate brokerage, management, and sales that may be based offsite. These estimates do not include employees of public or community facilities that may be developed. [Pet. Ex. 7, p. 5-18]

3. Housing

Objective A: To provide decent housing for all the people of O`ahu at prices they can afford.

Objective C: To provide the people of O`ahu with a choice of living environments which are reasonably close to employment, recreation, and commercial centers and which are adequately served by public utilities.

Policy 1: Encourage residential developments that offer a variety of homes to people of different income levels and to families of various sizes.

Policy 3: Encourage residential development near employment centers.

The Project will provide 5,000 homes in a variety of types, sizes, and prices. The Project will include affordable housing opportunities in compliance with City requirements. It will have a neighborhood commercial center and recreation areas for residents. Utility systems will be provided to serve the planned community support facilities. [Pet. Ex. 7, p. 5-18]

4. Transportation and Utilities

Objective A: To create a transportation system which will enable people

and goods to move safely, efficiently, and at a reasonable cost; serve all people, including the poor, the elderly, and the physically handicapped; and offer a variety of attractive and convenient modes of travel.

Policy 11: Make public, and encourage private, improvements to major walkway systems.

The Project will provide a multi-modal transportation system to accommodate walking, biking, transit, and private automobiles. A basic design intent is to create a walkable and bikeable community that encourages a healthy lifestyle and the use of alternative transportation modes. [Pet. Ex. 7, p. 5-18]

Objective C: To maintain a high level of service for all utilities.

Policy 3: Plan for the timely and orderly expansion of utility systems.

Objective D: To maintain transportation and utility systems which will help O`ahu continue to be a desirable place to live and visit.

The Project will include construction of improvements to the Waipi`o Interchange, construction of a new H-2 Interchange at the Pineapple Road crossing, and water and wastewater infrastructure to serve the additional population to be supported. [Pet. Ex. 7, p. 5-18]

5. Physical Development and Urban Design

Objective A: To coordinate changes in the physical environment of O`ahu

to ensure that all new developments are timely, well-designed, and appropriate for the areas in which they will be located.

Policy 2: Coordinate the location and timing of new development with the availability of adequate water supply, sewage treatment, drainage, transportation, and public safety facilities.

Policy 7: Locate new industries and new commercial areas so that they will be well related to their markets and suppliers, and to residential areas and transportation facilities.

Policy 8: Locate community facilities on sites that will be convenient to the people they are intended to serve.

The Project will be appropriately designed to account for physical features such as slope of the Petition Area, average rainfall, solar angles, and prevailing wind direction. Petitioner will secure the needed water allocation and will integrate roadways and other infrastructure with surrounding existing and planned developments. Community facilities, including commercial areas, will be conveniently located and accessible. [Pet. Ex. 7, p. 5-18]

Objective D: To maintain those development characteristics in the urban-fringe and rural areas which make them desirable places to live.

Policy 1: Develop and maintain urban-fringe areas as predominantly

residential areas characterized by generally low-rise, low-density development which may include significant levels of retail and service commercial uses as well as satellite institutional and public uses geared to serving the needs of households.

The Project is within the CO SCP's Urban Community Boundary. The development concept for Castle & Cooke Waiawa is that of a low-rise, low-density community with local amenities and public uses in close proximity to area residences. The development concept for Koa Ridge Makai is a mix of higher density, mixed use core area with medical, commercial, and light industrial uses that transition to lower-density single-family residential development. Locating neighborhood parks, recreation centers, and pedestrian-oriented shopping and entertainment centers within easy walking distances of higher densities of residential populations will reduce dependence on automobile use. Retail, commercial, and light industrial districts are included to serve the neighborhoods and surrounding communities and to provide a variety of employment opportunities within Koa Ridge Makai. These retail and commercial uses are located to be conveniently accessed from the regional transportation corridors. [Pet. Ex. 7, p. 5-18]

6. Health and Education

Objective A, Policy 1: Encourage the provision of health-care facilities that are accessible to both employment and residential centers.

The proposed Koa Ridge Medical Complex will be located to serve the residential and employment centers in Waipahu, Wahiawā, Mililani, Koa Ridge Makai, Castle & Cooke Waiawa, and the North Shore. [Pet. Ex. 7, p. 5-18]

7. Culture and Recreation

Objective D: To provide a wide range of recreational facilities and services that are readily available to all residents on O`ahu.

Policy 9: Require all new developments to provide their residents with adequate recreation space.

The Project includes 36 acres of park space, which exceeds City Park Dedication requirements. [Pet. Ex. 7, p. 5-18] (PET 274)

CONFORMANCE WITH THE CITY CO SCP

283. The CO SCP was adopted in 2002 and is codified as Ordinance No. 02-62, Revised Ordinances of Honolulu. Central O`ahu encompasses the plateau located between the Wai`anae and Ko`olau mountain ranges, and includes the towns of Waipahu and Wahiawā and the residential communities between them. The CO SCP's vision statement and implementing policies support sustaining Central O`ahu's unique character, lifestyle, and economic opportunities by focusing future residential development on master-planned suburban communities within an Urban Community Boundary. Among the elements which help to implement the vision for Central

O`ahu's future is the Urban Community Boundary. The Urban Community Boundary was established to provide long-range protection from urbanization for 10,500 acres of prime and unique agricultural lands and for preservation of open space, while providing adequate land for residential, commercial and industrial uses needed in Central O`ahu for the foreseeable future. The Petition Area is situated within the Urban Community Boundary, and the Project is consistent with the policies and goals of the CO SCP with respect to open space networks, preservation of historic sites, support non-automotive travel, development priorities and infrastructure, community based parks, public facilities, and services. [Pet. Ex. 7, p. 5-23] (PET 275)

284. The Project is consistent with Table 2.2: Phasing of Central O`ahu Development of the CO SCP. The housing units of Koa Ridge Makai and Castle & Cooke Waiawa are accounted for in the total housing unit count. [County Ex. 3] (PET 276)

CITY ZONING

285. The Petition Area is currently zoned AG-1 Restricted Agricultural by the City. Project implementation will require rezoning of the Petition Area to be consistent with the proposed land uses. Proposed zoning districts for the Project may include: R-3.5 & R-5 Residential, A-1 Low Density Apartment, AMX-1 and AMX-1 Low and Medium Density Apartment Mixed Use, B-1 Neighborhood Business, BMX-3

Community Business Mixed Use, and P-2 General Preservation. The proposed zoning designations for the Project will be established at the time that the zone change application is filed with the DPP. [Pet. Ex. 7, p. 5-37] (PET 277)

INCREMENTAL DISTRICTING

286. Development of the Petition Area is expected to take more than ten years. Castle & Cooke Waiawa, Increment 2, is dependent on infrastructure improvements that will serve both developments to be constructed by an as-yet undetermined Waiawa Ridge developer, including: the eastward extension of Ka Uka Boulevard across Pānakauahi Gulch; the provision of sewer lines from Waiawa Ridge to the City's Pearl City WWPS; water system source, storage, and transmission improvements; construction of an electrical power substation to be constructed with the initial phase of Waiawa Ridge; and Interstate H-2 Waiawa Interchange improvements. Petitioner is to share the cost of the Waiawa Interchange improvements with the Waiawa Ridge developer under a cost-sharing agreement. [OP Ex. 2] (PET 278)

287. Waiawa Ridge consists of approximately 1,395 acres and over 7,900 residential units, two golf courses, a commercial/industrial/community center, as well as elementary, middle, and high school facilities. Middle school and high school students from Koa Ridge Makai and Castle & Cooke Waiawa would attend the middle and high schools to be developed by the Waiawa Ridge developer. [OP Ex. 2] (PET 279)

288. The Commission approved the urbanization of the Waiawa Ridge site in 1988 over 22 years ago (Docket No. A87-610). The development has never broken ground and construction of essential backbone infrastructure has yet to begin, making the timing of Castle & Cooke Waiawa, Increment 2, uncertain. [OP Ex. 2] (OP 280)

289. Koa Ridge Makai and Castle & Cooke Waiawa have separate infrastructure systems. Therefore, Koa Ridge Makai can be developed independently of Castle & Cooke Waiawa. Petitioner's Incremental Development Plan states that Petitioner does not plan to begin any site work on Castle & Cooke Waiawa, Increment 2, until the developer of Waiawa Ridge completes its share of the infrastructure improvements. Petitioner has no control over the timing or disposition of Waiawa Ridge. [OP Ex. 2] (PET 281)

290. Waiawa Ridge is fully entitled and capable of resuming development. Petitioner's request for the reclassification of Castle & Cooke Waiawa is based on the requirement to proceed in a timely and coordinated manner when the development of Waiawa Ridge commences. [OP Ex. 2] (PET 282)

291. Under HAR section 15-15-78, "Incremental Districting," the Commission may redistrict a portion of the Petition Area and indicate its approval of future redistricting of the entire Petition Area if it appears that the entire Petition Area cannot be developed within ten years of the Commission's approval:

"§15-15-78 Incremental Districting. (a) If it appears to the

commission that full development of the subject property cannot substantially be completed within ten years after the date of the commission's approval and that the incremental development plan submitted by the petitioner can be substantially completed, and if the commission is satisfied that all other pertinent criteria for redistricting the premises or part thereof are present, then the commission may:

(1) Grant the petitioner's request to reclassify the entire property; or

(2) Redistrict only that portion of the premises which the petitioner plans to develop first and upon which it appears that substantial development can be completed within ten years after the date of the commission's approval. At the same time, the commission shall indicate its approval of the future redistricting of the total premises requested by the petitioner, or so much thereof as shall be justified as appropriate therefore by the petitioner, such approval to indicate a schedule of incremental redistricting over successive periods not to exceed ten years each. The commission may reclassify the subject property, if it finds such a change is justified."

[OP Ex. 2] (PET 283 AS MOD)

292. Given the lack of progress and uncertainty related to Waiawa Ridge, incremental redistricting is reasonable and warranted. This ensures that the Castle & Cooke Waiawa, Increment 2, lands will not be reclassified until such time as it can be demonstrated to the Commission that the construction of the shared infrastructure and facilities required for Castle & Cooke Waiawa to proceed has significantly commenced or is complete. [OP Ex. 2] (OP 284)

RULINGS ON PROPOSED FINDINGS OF FACT

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

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

CONCLUSIONS OF LAW

1. Pursuant to HRS chapter 205 and the Commission rules under HAR chapter 15-15, and upon consideration of the Commission decision-making criteria under HRS section 205-17, the Commission finds upon the clear preponderance of the evidence that the reclassification of Koa Ridge Makai, Increment 1, consisting of approximately 576.435 acres of land, situated at Waipi`o, Island of O`ahu, State of Hawai`i, TMKs: 9-4-06: portion of 1, portion of 2, portion of 3, portion of 5, 38, and portion of 39 and 9-5-03: portion of 1 and portion of 4, shown approximately on Exhibit "A" attached hereto and incorporated by reference herein, from the State Land Use Agricultural District to the State Land Use Urban District, and subject to the conditions stated in the Order below, conforms to the standards for establishing the boundaries of the State Land Use Urban District, is reasonable, not violative of HRS section 205-2 and

is consistent with the policies and criteria established pursuant to HRS sections 205-16, 205-17, and 205A-2. (PET 1 AS MOD)

2. The Commission also finds upon the clear preponderance of the evidence that the reclassification of Castle & Cooke Waiawa, Increment 2, pursuant to incremental districting under section HAR 15-15-78, consisting of approximately 191.214 acres of land, situated at Waiawa, Island of O`ahu, State of Hawai`i, TMKs: 9-4-06: portion of 29 and portion of 31 and 9-6-04: 21, shown approximately on Exhibit "A" attached hereto and incorporated by reference herein, from the State Land Use Agricultural District to the State Land Use Urban District, and subject to the conditions stated in the Order below, conforms to the standards for establishing the boundaries of the State Land Use Urban District, is reasonable, not violative of HRS section 205-2, and is consistent with the policies and criteria established pursuant to HRS sections 205-16, 205-17, and 205A-2. (PET 2 AS MOD)

3. Article XII, section 7, of the Hawai`i State Constitution requires the Commission to protect Native Hawaiian traditional and customary rights. The State of Hawai`i reaffirms and shall protect all rights, customarily and traditionally exercised for subsistence, cultural, and religious purposes and possessed by *ahupua`a* tenants who are descendants of Native Hawaiians who inhabited the Hawaiian Islands prior to 1778, subject to the right of the State to regulate such rights. The State and its agencies are

obligated to protect the reasonable exercise of customarily and traditionally exercised Native Hawaiian rights to the extent feasible. *Public Access Shoreline Hawai`i v. Hawai`i County Planning Commission*, 79 Haw. 425, 450, n. 43, *certiorari denied*, 517 U. S. 1163 (1996). (PET 3)

4. The Commission is empowered to preserve and protect customary and traditional rights of Native Hawaiians. *Ka Pa`akai O Ka `Aina v. Land Use Commission*, 94 Hawai`i 31, 7 P.3d 1068 (2000). (PET 4)

5. Article XI, section 1, of the Hawai`i State Constitution requires the State to conserve and protect Hawai`i's natural beauty and all natural resources, including land, water, air, minerals, and energy sources, and to promote the development and utilization of these resources in a manner consistent with their conservation and in furtherance of the self-sufficiency of the State. (PET 5)

6. Article XI, section 3, of the Hawai`i State Constitution states the following in full: "The State shall conserve and protect agricultural lands, promote diversified agriculture, increase agricultural self-sufficiency and assure the availability of agriculturally suitable lands. The legislature shall provide standards and criteria to accomplish the foregoing. Lands identified by the State as important agricultural lands needed to fulfill the purposes above shall not be reclassified by the State or rezoned by its political subdivisions without meeting the standards and criteria established by the

legislature and approved by a two-thirds vote of the body responsible for the reclassification or rezoning action." (PET 6)

7. HRS section 205-41 declares that there is a compelling State interest in conserving the State's agricultural land resource base and assuring the long-term availability of agricultural lands for agricultural use to achieve the purposes of Article XI, section 3, of the Hawai`i State Constitution. (PET 7)

8. HRS section 205-16 provides that "no amendment to any land use district boundary nor any other action by the land use commission shall be adopted unless such amendment or other action conforms to the Hawai`i state plan." (PET 8 AS MOD)

9. HRS section 226-7, the Hawai`i State Plan, Objectives and policies for the economy—agriculture, provides, in relevant part:

> "(a) Planning for the State's economy with regard to agriculture shall be directed towards achievement of the following objectives:
>
> * * *
>
> (2) Growth and development of diversified agriculture throughout the State.
>
> (3) An agriculture industry that continues to constitute a dynamic and essential component of Hawai`i's strategic, economic, and social well-being.
>
> (b) To achieve the agriculture objectives, it shall be the policy of this State to:
>
> * * *
>
> (2) Encourage agriculture by making best use of natural resources.

* * *

(9) Enhance agricultural growth by providing public incentives and encouraging private initiatives.

(10) Assure the availability of agriculturally suitable lands with adequate water to accommodate present and future needs.

(11) Increase the attractiveness and opportunities for an agricultural education and livelihood.

(12) Expand Hawai`i's agricultural base by promoting growth and development of flowers, tropical fruits and plants, livestock, feed grains, forestry, food crops, aquaculture, and other potential enterprises.

(13) Promote economically competitive activities that increase Hawai`i's agricultural self-sufficiency."

(PET 9)

10. Article XI, section 7, of the Hawai`i State Constitution states that the State has an obligation to protect, control, and regulate the use of Hawai`i's water resources for the benefit of its people. (PET 10 AS MOD)

DECISION AND ORDER

IT IS HEREBY ORDERED that the land within Koa Ridge Makai, Increment 1, consisting of approximately 576.435 acres of land, situated at Waipi`o, Island of O`ahu, State of Hawai`i, TMKs: 9-4-06: portion of 1, portion of 2, portion of 3, portion of 5, 38, and portion of 39 and 9-5-03: portion of 1 and portion of 4, and shown approximately as "Koa Ridge Makai, Increment 1," on Exhibit "A" attached hereto and incorporated by reference herein, shall be and is hereby reclassified to the State Land Use Urban District, and the State Land Use District boundaries shall be amended accordingly.

IT IS ALSO HEREBY ORDERED that the land within Castle & Cooke Waiawa, Increment 2, consisting of approximately 191.214 acres of land at Waiawa, Island of O'ahu, State of Hawai'i, identified as TMKs: 9-4-06: portion of 29 and portion of 31 and 9-6-04: 21, and shown approximately as "Castle & Cooke Waiawa, Increment 2," on Exhibit "A," shall be and hereby is approved for incremental redistricting pursuant to HAR section 15-15-78, and that redistricting of Castle & Cooke Waiawa, Increment 2 from the State Land Use Agricultural District to the State Land Use Urban District will be granted upon receipt of an application by Petitioner for redistricting of Castle & Cooke Waiawa, Increment 2, upon a prima facie showing that Petitioner has met the following preconditions:

1. Petitioner files an application for incremental approval within 20 years from the date of this Decision and Order. (PET 1)

2. Petitioner attests that an executed cost-sharing agreement is in place for all shared infrastructure between Petitioner and the developer of Waiawa Ridge, the subject of Commission Docket No. A87-610. (PET 2)

3. All roadway infrastructure required for accessing Castle & Cooke Waiawa from Ka Uka Boulevard has commenced by evidence of executed contracts and performance bonds. (PET 3)

4. Petitioner submits a supplemental TIAR applicable to Castle &

Cooke Waiawa, Increment 2 that is accepted by the DOT, and complies with all applicable requirements of HRS chapter 343 relating to filing environmental documents. (PET 4)

Based upon the findings of fact and conclusions of law stated herein, it is hereby determined that the reclassification of Koa Ridge Makai, Increment 1, and Castle & Cooke Waiawa, Increment 2, will not significantly affect or impair the preservation or maintenance of natural systems and habitats or the valued cultural, historical, agricultural, and natural resources of the area.

IT IS FURTHER HEREBY ORDERED that the reclassification of Koa Ridge Makai, Increment 1, and the incremental redistricting of Castle & Cooke Waiawa, Increment 2, as stated above shall be subject to the following conditions:

1. **Affordable Housing**. Petitioner shall provide affordable housing opportunities for residents of the State of Hawai`i in accordance with the applicable affordable housing requirements of the City. The location and distribution of the affordable housing or other provisions for affordable housing shall be under such terms as may be mutually agreeable between Petitioner and the City. (PET 1)

2. **Compliance with section HRS 205-3.5, Relating to Agricultural Uses on Adjacent Agricultural Land.** For all land in the Petition Area or any portion thereof that is adjacent to land in the State Land Use Agricultural District, Petitioner

shall comply with the following:

A. Petitioner and its successors and assigns shall not take any action that would interfere with or restrain farming operations conducted in a manner consistent with generally accepted agricultural and management practices on adjacent or contiguous lands in the State Land Use Agricultural District. For the purpose of these conditions, "farming operations" shall have the same meaning as provided in HRS section 165-2; and

B. Petitioner shall notify all prospective developers or purchasers of land or interest in land in the Petition Area, and provide or require subsequent notice to lessees or tenants of the land, that farming operations and practices on adjacent or contiguous land in the State Land Use Agricultural District are protected under HRS chapter 165, the Hawai`i Right to Farm Act. The notice shall disclose to all prospective buyers, tenants, or lessees of the Petition Area that potential nuisances from noise, odors, dust, fumes, spray, smoke, or vibration may result from agricultural uses on adjacent lands. The notice shall be included in any disclosure required for the sale or transfer of real property or any interest in real property. (PET 2)

3. **Integrated Solid Waste Management Plan**. Petitioner shall cooperate with the DOH and the City to conform to the program goals and objectives of HRS chapter 342G and the City's approved integrated solid waste management plan in

accordance with a schedule and timeframe satisfactory to the DOH. Petitioner shall, in coordination with appropriate State and City government agencies, plan and establish solid waste recycling facilities within the Petition Area. (PET 3)

4. **Water Resources Allocation**. Petitioner shall provide drinking water source, storage, and transmission facilities and improvements, and to the extent feasible, non-drinking water system improvements, to accommodate development of the Petition Area, to the satisfaction of the BWS and other appropriate State and City agencies. (PET 4)

5. **Water Conservation Measures**. Petitioner shall implement water conservation measures and BMPs, such as use of endemic, indigenous and drought-tolerant plants and turf, and incorporate such measures into the Petition Area's site design and landscaping. (PET 5)

6. **Wastewater.** Petitioner shall develop a wastewater collection and transmission system and other sewer improvements in the Petition Area and offsite, as required by the DOH and the City. (PET 6)

7. **Environmental Site Investigation and Remediation**. Petitioner, in consultation with the DOH, Office of Hazard Evaluation and Emergency Response, shall undertake an environmental site investigation for each Increment of the Petition Area, and undertake reasonable measures or cause to have reasonable measures

undertaken to remediate any environmental contamination hazards identified. (PET 7)

8. **Civil Defense**. Petitioner shall fund and construct adequate solar-powered civil defense measures serving the Petition Area prior to the delivery of the first residential unit, as determined by the DOD, OCD, and the City Civil Defense Agency. (PET 8)

9. **Air Quality Monitoring**. Petitioner shall participate in an air quality monitoring program if required by the DOH. (PET 9)

10. **Stormwater Management and Drainage**. Petitioner shall fund, design, construct, and maintain stormwater and drainage system improvements, including offsite detention basins, to prevent runoff from adversely affecting State highway facilities, downstream properties, and receiving gulches, streams, estuaries, and coastal waters consistent with all federal, State, and City laws. Petitioner shall design, construct, and maintain "green infrastructure" to the extent practical and feasible and to the extent allowed by the City, and incorporate such measures into the Petition Area's site design and landscaping. (PET 10)

11. **Highways.** Petitioner shall fund, construct, and implement all transportation improvements and measures required to mitigate impacts to state roadway facilities caused by the Project as set forth in an MOA agreed to and executed between the DOT and Petitioner. Petitioner shall submit an updated TIAR to the DOT

prior to application for a zone change. Petitioner shall obtain acceptance of the Project's TIAR from DOT and shall execute the MOA prior to final subdivision approval of the initial phase of onsite development by Petitioner. The executed MOA shall contain language that ensures that identified transportation improvements will be built concurrently with the commercial and residential improvements.

Petitioner shall fund and implement transportation improvements and mitigation measures that will alleviate the impacts generated by the Project as recommended or required by the revised TIAR and any required updates accepted by the DOT, consistent with the MOA, all at no cost to the State.

Recommendations for mitigation shall also include Petitioner's pro rata contribution to the cost of regional improvements to state highways and/or traffic mitigation measures that will help to alleviate the transportation impacts generated by the Project, as determined by Petitioner and DOT and consistent with the MOA.

Petitioner shall complete design and construction of the Pineapple Road Interchange including all associated on and offramps and necessary freeway improvements in accordance with a development threshold or schedule acceptable to DOT, but no later than a development threshold for Koa Ridge Makai of 1,800 residential units with up to 328,000 square feet of commercial floor area. After the 1,800th residential unit is completed or after the 328,000 square feet of commercial floor

area is completed, whichever comes first, the Pineapple Interchange and all on and offramps and freeway improvements shall be completed and operational before any further residential units or commercial space is occupied.

Petitioner shall close and remove, at its cost, the temporary RIRO only access to Kamehameha Highway upon completion of the proposed Pineapple Road Interchange, unless otherwise allowed by DOT and subject to any federal and State requirements. (LUC 11)

12. **Public School Facilities**. Petitioner shall contribute to the development, funding, and/or construction of school facilities in compliance with the Educational Contribution Agreement for Castle & Cooke Waiawa and Koa Ridge Makai dated June 13, 2008, between Petitioner and the DOE. (PET 12)

13. **Archaeological and Historic Preservation**. Petitioner shall comply with the conditions recommended and approved by the SHPD, prior to issuance of any permit for grubbing and grading. Petitioner shall confirm in writing to the Commission that the SHPD has found Petitioner's preservation mitigation commitments to be acceptable and has determined that any required historic preservation measures have been successfully implemented. (PET 13)

14. **Previously Unidentified Burials and Archaeological/Historic Sites**. In the event that historic resources, including human skeletal remains, are

identified during construction activities, all work shall cease in the immediate vicinity of the find, the find shall be protected from additional disturbance, and the SHPD, O`ahu Island Section, shall be contacted immediately. Without any limitation to any other condition found herein, if any burials or archaeological or historic sites, such as artifacts, marine shell concentrations, charcoal deposits, stone platforms, paving, and walls not previously identified in studies referred to herein, are discovered during the course of construction of the Project, all construction activity in the vicinity of the discovery shall stop until the issuance of an archaeological clearance from the SHPD that mitigative measures have been implemented to its satisfaction. (PET 14)

15. **Established Access Rights Protected**. Petitioner shall preserve any established access rights of Native Hawaiians who have customarily and traditionally used the Petition Area to exercise subsistence, cultural, and religious practices, or for access to other areas. (PET 15)

16. **Sustainability**. Petitioner shall comply with the implementation of the Sustainability Plan, Petitioner's Exhibit 14. (PET 16)

17. **Energy Conservation Measures**. Petitioner shall implement to the extent feasible and practicable measures to promote energy conservation, sustainable design, and environmental stewardship, such as use of solar energy and solar heating, consistent with the standards and guidelines promulgated by the Building Industry

Association of Hawai`i, the USGBC, the Hawai`i Commercial Building Guidelines for Energy Star, and Green Communities into the design and construction of the Project and the structures within the Petition Area. Petitioner shall also provide information to home purchasers regarding energy conservation measures that may be undertaken by the individual homeowners. (PET 17)

18. **Recreational Facilities.** Petitioner shall comply with the Park Dedication requirements of the City as approved by the Director of Parks and Recreation. (PET 18)

19. **BMPs.** Petitioner shall implement all appropriate BMPs applicable to each proposed land use to minimize infiltration and runoff from construction and vehicle operations, reduce or eliminate soil erosion and ground water pollution, and formulate dust control measures to be implemented during and after the development process in accordance with DOH guidelines and City ordinances and rules. (PET 19)

20. **Maintenance of Access to the WCF.** Petitioner shall ensure that the WCF is accessible to road traffic at all times during the construction and full buildout of Castle & Cooke Waiawa. (PET 20)

21. **Notification of Proximity to the WCF.** Petitioner shall notify and disclose to all prospective buyers and/or lessees of Castle & Cooke Waiawa, as part of any conveyance document (deeds, leases, etc.) of the proximity of Castle & Cooke

Waiawa to the WCF, and that there are inherent operational consequences of a correctional facility, including additional traffic on visiting days and shift changes, potential escapes, and the presence of work release or furloughed inmates. (PET 21)

22. **Waiāhole Ditch**. Petitioner shall enter into a memorandum of agreement with the ADC that includes the following terms and conditions: (1) the Waiāhole Ditch shall be covered or placed underground; (2) the surface and aboveground areas of the easement of the Waiāhole Ditch where it traverses the Petition Area shall be maintained by Petitioner and its successors and not the ADC; (3) delivery of Waiāhole Ditch water shall not be interrupted or impaired during construction and operation of the Project; and (4) ADC and/or DOA shall have reasonable access when necessary to repair, maintain, or improve the Waiāhole Ditch. (PET 22)

23. **Compliance with Representations to the Commission**. Petitioner shall develop the Petition Area of each Increment in substantial compliance with the representations made to the Commission. Failure to so develop the Petition Area of either Increment may result in reversion of the Petition Area of the subject Increment to its former classification, or change to a more appropriate classification. (PET 23)

24. **Infrastructure Deadline**. Petitioner shall complete construction of the proposed backbone infrastructure required for each Increment, which consists of the primary roadways and access points, internal roadways, and water supply, sewer,

stormwater and drainage and electrical infrastructure within ten years from the date of the Decision and Order approving the reclassification of the subject Increment. (PET 24)

25. **Order to Show Cause**. If Petitioner fails to complete the proposed backbone infrastructure within ten years from the date of the Decision and Order approving reclassification of the subject Increment, the Commission may issue and serve upon Petitioner an Order to Show Cause and Petitioner shall appear before the Commission to explain why the Petition Area of the subject Increment should not revert to its previous State Land Use Agricultural District classification, or be changed to a more appropriate classification. (PET 25)

26. **Notice of Change of Ownership**. Petitioner shall give notice to the Commission of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interests in the Petition Area, at any time prior to completion of development of the Petition Area. (PET 26)

27. **Annual Reports**. Petitioner shall timely provide without any prior notice, annual reports to the Commission, OP, and the City, and their respective successors, in connection with the status of the development of the Petition Area and Petitioner's progress in complying with the conditions imposed herein. The annual report shall be submitted in a form prescribed by the Executive Officer of the Commission. The annual report shall be due on or before the anniversary date of the

Decision and Order for the reclassification of the Petition Area. (PET 27)

28. **Release of Conditions**. The Commission may fully or partially release the conditions provided herein as to all or any portion of the Petition Area upon timely motion and upon the provision of adequate assurance of satisfaction of these conditions by Petitioner or its successors and assigns. (PET 28)

29. **Notice of Imposition of Conditions**. Within seven days of issuance of the Commission's Decision and Order for the subject reclassification, Petitioner shall: (a) record with the Bureau of Conveyances of the State of Hawai`i a statement that the Petition Area is subject to the conditions imposed herein by the Commission in the reclassification of the Petition Area; and (b) file a copy of such recorded statement with the Commission. (PET 29)

30. **Recordation of Conditions**. Petitioner shall record the conditions imposed herein by the Commission with the Bureau of Conveyances pursuant to HAR section 15-15-92. (PET 30)

ADOPTION OF ORDER

The undersigned Commissioners, being familiar with the record and proceedings, hereby adopt and approve the foregoing ORDER this 21st day of June, 2012. This ORDER may be executed in counterparts. This ORDER shall take effect upon the date this ORDER is certified by this Commission.

Done at Honolulu, Hawai'i, this 21st, day of June, 2012, per motion on June 7, 2012.

LAND USE COMMISSION

STATE OF HAWAI'I

APPROVED AS TO FORM

Deputy Attorney General

By_____
NORMAND LEZY
Chairperson and Commissioner

By_____
KYLE CHOCK
Vice- Chairperson and Commissioner

By_____
NICHOLAS W. TEVES JR.
Vice- Chairperson and Commissioner

By _____
CHAD McDONALD
Commissioner

By (recused)
RONALD HELLER
Commissioner

By _____
JAYE NAPUA MAKUA
Commissioner

By (excused)
ERNEST MATSUMURA
Commissioner

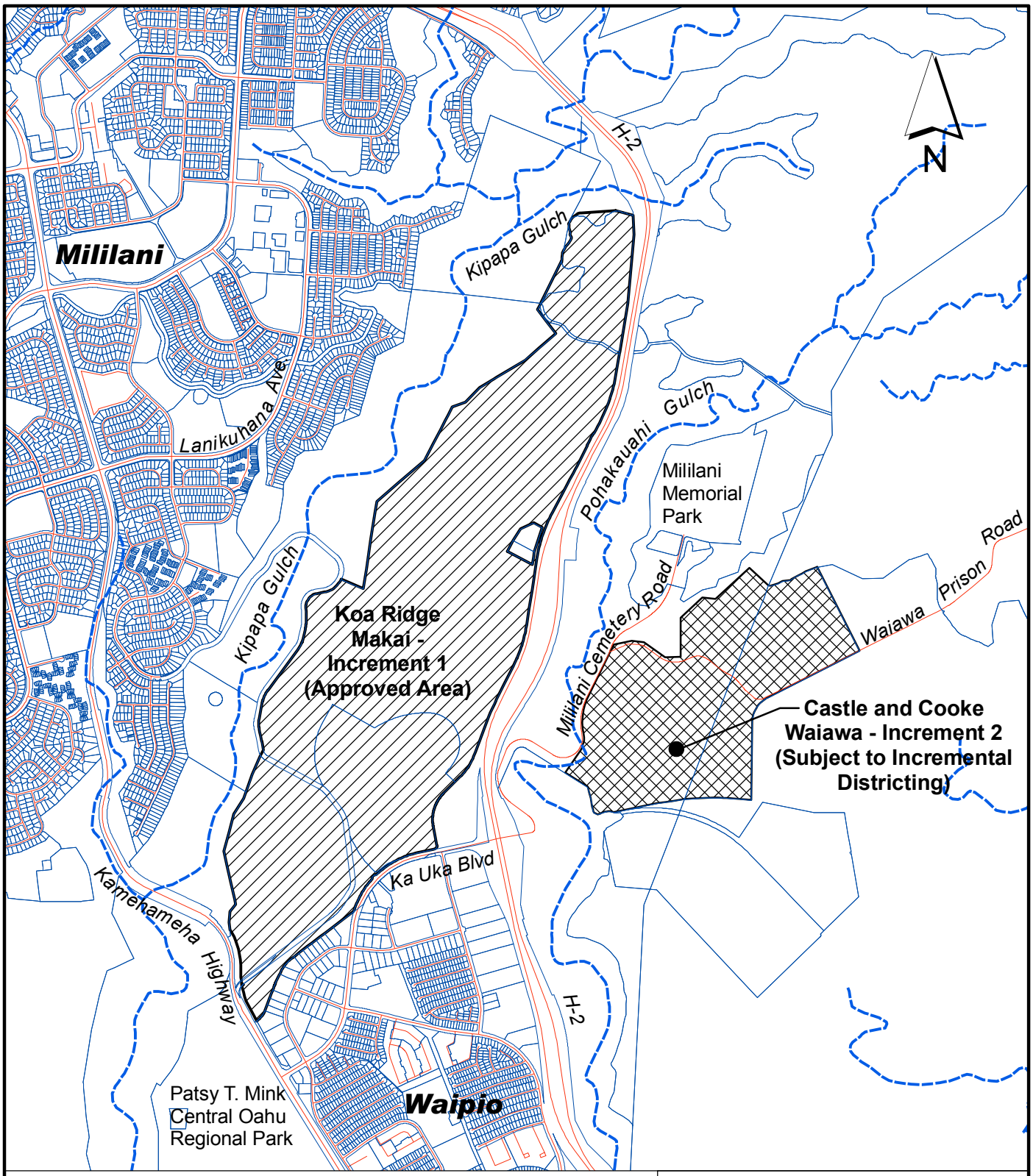
Filed and effective on: 6/21/12

By _____
LISA JUDGE
Commissioner

Certified by:

_____
DANIEL ORODENKER
Executive Officer

By _____
THOMAS CONTRADES
Commissioner



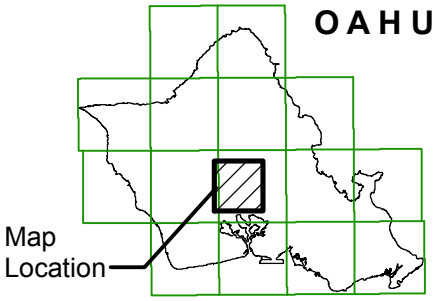
A11-793 CASTLE AND COOKE HOMES HAWAII, INC.

LOCATION MAP

KOA RIDGE MAKAI - INCREMENT 1:
Tax Map Keys: 9-4-06: portion of 1, portion of 2, portion of 3, portion of 5, 38, and portion of 39, and 9-5-03: portion of 1 and portion of 4

CASTLE & COOKE WAIAWA - INCREMENT 2:
Tax Map Keys: 9-4-06: portion of 29, and portion of 31 and 9-6-04: 21
Waipio and Waiawa, Island of Oahu, State of Hawai`i
Scale: 1 : 24,000

EXHIBIT "A"



c:/webslucz/dockets/a11793castle_cooke/a11793exhibit_a.mxd

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI`I

In The Matter Of The Petition Of	)	DOCKET NO. A11-793
	)	
CASTLE & COOKE HOMES HAWAI`I, INC.	)	CERTIFICATE OF SERVICE
	)	
To Amend The Agricultural Land Use District Boundary Into The Urban Land Use District For Approximately 767.649 Acres Of Land At Waipi`o And Waiawa, O`ahu, Hawai`i, Tax Map Keys: 9-4-06: Por. 1, Por. 2, Por. 3, Por. 5, Por. 29, Por. 31, 38, And Por. 39; 9-5-03: Por. 1 And Por. 4; And 9-6-04: 21	)	
	)	

CERTIFICATE OF SERVICE

I hereby certify that a copy of the Findings of Fact, Conclusions of Law, and Decision and Order was served upon the following by either hand delivery or depositing the same in the U. S. Postal Service by regular or certified mail as noted:

HAND JESSE SOUKI, Director
Office of Planning
P. O. Box 2359
Honolulu, Hawaii 96804-2359

REGULAR MAIL:	BRYAN YEE, Esq. Deputy Attorney General Hale Auhau, Third Floor 425 Queen Street Honolulu, Hawaii 96813
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CERTIFIED MAIL:	JAMILLA JARMON, Esq. P.O. Box 2577 Honolulu, Hawaii 96803
CERTIFIED MAIL:	SENATOR CLAYTON HEE Hawaii State Capitol Room 407 415 S. Beretania St. Honolulu, HI 96813
CERTIFIED MAIL:	Richard G. Poirier, Chair Mililani/Waipio/Melemanu Neighborhood Board No. 25 c/o Neighborhood Board Commission 530 South King Street Room 406 Honolulu, Hawaii 96813

CERTIFIED MAIL: ERIC SEITZ, Esq
820 Mililani Street, Suite 714
Honolulu, Hawai`i 96813

Honolulu, Hawai`i, June 21 , 2012

DANIEL ORODENKER

Executive Officer