Castle & Cooke
Residential, Inc.
An Affiliate of Castle & Cooke Properties, Inc.

P.O. Box 2780, Honolulu, Hawaii 96803

ORIGINAL

April 21, 1993

Land Use Commission
State of Hawaii
Old Federal Building, Room 104
335 Merchant Street
Honolulu, Hawaii 96813

Re: Status Report of Phase II of LUC Docket No. A87-609
Castle & Cooke Residential, Inc., formerly known as
Mililani Town, Inc.

Honorable Chairman and Members:

Pursuant to Condition No. 17 of the Decision and Order dated April 21, 1992 in the above-named docket, Castle & Cooke Residential, Inc. ("Petitioner", formerly known as Mililani Town, Inc.) hereby submits its annual report on the project on the Phase II property which is the subject of the docket and on the progress in complying with the conditions imposed.

I. General Progress Of The Project.

Phase II of the Mililani Mauka project consists of approximately 473.747 acres ("Property"). The Property has been divided into two increments: Increment A and Increment B. Increment A covers approximately 198 acres the land uses for which include approximately 995 residential units, a commercial site, neighborhood park, and an intermediate school. The City Council of the City and County of Honolulu approved the development plan amendment on January 16, 1992 and the rezoning on March 31, 1993 to allow and accommodate the land uses intended for Increment A. Petitioner has executed a Unilateral Agreement And Declaration For Conditional Zoning dated March 25, 1993 ("Unilateral Agreement") which is made a part of the zoning ordinance

covering Increment A. The Unilateral Agreement, a copy of which is attached to this annual report as Exhibit "A", has been recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 93-048714.

Increment A is currently in the planning stage. Delivery of the first housing units in Increment A is projected in 1997.

Increment B covers approximately 279 acres the land uses for which include approximately 2,105 residential units, a neighborhood park, elementary school, and a recreation center. To accommodate the proposed land uses, a development plan amendment application was submitted to the City and County of Honolulu Planning Department in January 1993 for the 1993 annual review.

II. Progress In Complying With Conditions Imposed.

As indicated above, the land use and zoning approvals have been obtained for Increment A which is currently in the planning stage with delivery of the first housing units expected in 1997. Increment B, however, is still pending the development plan amendment review process.

According to the Land Use Commission's Decision and Order, Petitioner must comply with twenty (20) conditions. These conditions are each numbered as identified in the Decision and Order and set forth below and followed by a brief status summary.

Condition:

"1. Petitioner shall provide housing opportunities for low, low-moderate, and moderate income Hawaii residents by offering for sale at least thirty percent (30%) of the units at prices which families with an income range of 80 to 120 percent of Oahu's median income can afford and twenty percent (20%) of the units which families with an income range of 120 to 140 percent of Oahu's median income can afford. This condition may be fulfilled through projects under such terms as may be mutually agreeable between the Petitioner, City and County of Honolulu and the Housing Finance and Development Corporation of

the State of Hawaii, or other appropriate governmental agency."

Status:

Petitioner has commenced preliminary planning for the Property. Under Condition No. 1 of the Unilateral Agreement, the Petitioner is committed to provide no less than:

5% of the overall project unit count for rent to households earning not more than 80% of the median income;

5% of the overall project unit count for sale to households earning not more than 80% of the median income;

20% of the overall project unit count for sale to households earning between 81% to 120% of the median income; and

20% of the overall project unit count for sale to households earning between 121% to 140% of the median income.

(See Exhibit "A")

Condition:

"2. Petitioner shall coordinate with the Honolulu Board of Water Supply and the Department of Land and Natural Resources to obtain the required water for the project. In the event that water is not available from existing sources due to insufficient supply and/or the source is not contaminant free, the Petitioner shall fund and develop the necessary water source, storage, transmission facilities and filtration system."

Status:

A new water system consisting of wells, pump station, reservoir, transmission line, and access road which will serve the Property is under construction.

Approval of the City and County Department of Public Works has been granted. Final approval by the Board of Water Supply is expected shortly.

A water use application was submitted to the Board of Water Supply on January 12, 1993. The Board will submit the application to the Commission on Water Resource Management of the State Department of Land and Natural Resources. A copy of the application, together with related transmittals, is attached to this annual report as Exhibit "B".

Condition:

"3. Should any archaeological resources such as artifacts, shell, bone, or coral alignments, pavings or walls be encountered during the project's development, Petitioner shall immediately stop work and contact the State Historic Preservation Office."

Status:

Other than such archaeological resources which may have been identified in surveys made part of the record, no archaeological resources have been encountered to date. Petitioner shall adhere to this condition throughout the construction of the project.

Condition:

"4. Petitioner shall provide public access over the Property to public trail rights-of-way for Waikakalaua and Kipapa Valleys and the ridge mauka of the Property."

Status:

The provision for public access over the Property to public trail rights-of-way for Waikakalaua and Kipapa Valleys and the ridge mauka of the Property will be incorporated by Petitioner in the planning and design of the Property, it being the intent of Petitioner to seek assistance from the State to identify such public trail rights-of-way to enable

Petitioner to plan and provide appropriate access over the Property to such public trail rights-of-way.

Condition:

"5. Petitioner shall fund and construct the necessary improvements to the Mililani Interchange, including the transitions to H-2, to accommodate traffic generated by the proposed project on a schedule acceptable and in coordination with the State Department of Transportation."

Status:

The construction of the northbound on-ramps at the interchange is expected to be completed by June 1993. The final phase of the interchange improvements consists of southbound ramps. Construction of these improvements by 1995 is included in City and County Ordinance No. 92/92 which rezoned a parcel of land within Phase I of Mililani Mauka. Planning for these improvements has been completed, and engineering design has commenced.

Condition:

"6. Petitioner shall appoint and fund a transportation manager whose function is the formation, use and continuation of alternative transportation opportunities that would maximize the use of existing and proposed transportation systems. Petitioner shall construct and provide the operation of a park and ride facility or other activities to encourage transit use or ridesharing.

"In the alternative, Petitioner may participate in a regional program for transportation management with other developers and/or landowners. This program shall address the formulation, use and continuation of alternative transportation opportunities that would optimize the use of existing and proposed transportation systems."

Status:

Petitioner is a charter member of, and participates in the funding of, the Leeward Oahu Transportation Management Association (LOTMA), whose purpose is the formation, encouragement of use, and continuation of alternative transportation opportunities that would maximize the use of existing and proposed transportation systems.

As to the park-and-ride facility, the City and County of Honolulu determined that the Department of Transportation Services (DTS) shall construct and operate the facility. The unilateral agreement which was part of the Zoning Ordinance covering Phase I of the Mililani Mauka project states that the Petitioner shall "fund the planning and engineering costs related to the design of a park-and-ride facility to be located on a five (5) acre site approved by DTS." A 5.749-acre site within Phase I has been dedicated to the City for park-and-ride and child care use. The design of the park-and-ride facility by Petitioner's consultant has been approved by the City. Construction of the facility by DTS has commenced with completion expected around July 1993.

Condition:

"7. Petitioner shall inform prospective occupants of possible noise impacts from Wheeler Air Force Base and other military activities in the area, and will provide covenants in the deeds to prospective occupants to indemnify and defend the State of Hawaii and City and County of Honolulu in the event any suit is brought arising out of and resulting from inconvenience, disturbance and/or injury due to noise and/or other military activities in the area."

Status:

Petitioner is providing purchasers with a notice of potential noise impacts at the time of sale. The noise of potential noise impacts and the covenant of homeowners to indemnify and defend the State and county in the event suit is brought for damages

arising out of noise and military activities in the area are contained in the deed covering the conveyance of lot or dwelling unit. A copy of the form of the subject notice and covenant as contained in the deeds issued is attached hereto as Exhibit "C".

Condition:

"8. Petitioner shall participate in an air quality monitoring program with the State Department of Health."

Status:

Petitioner has caused the development of an air quality monitor plan for the Mililani Mauka project based on the requirements imposed by the State Department of Health, a copy of which plan is attached to this annual report as Exhibit "D". The plan is pending approval of the State Department of Health. In the meantime, Petitioner has begun soliciting proposals from qualified contractors."

Condition:

"9. Petitioner shall ensure that Waialua Sugar Company's capability to carry out its existing sugar production programs will not be adversely affected as a result of this development."

Status:

The development of the Property does not adversely affect lands currently in sugar cultivation and will not impact Waialua's capability to carry out its existing sugar production programs.

Condition:

"10. Areas designated by Petitioner for the university shall not be used for other purposes without prior Land Use Commission review and approval of the proposed alternative use or uses, unless the University of Hawaii notifies Petitioner not to locate at Mililani at the designated site."

Status:

The area designated and set aside within Phase I of the Mililani Mauka project for use by the University of Hawaii has been determined by the University to be insufficient to meet the projected University needs; the University has notified Petitioner by letter dated July 31, 1992 that it is unable to utilize the subject area. A copy of said letter dated July 31, 1992 is attached to this annual report as Exhibit "E". Any use which may be proposed for the area will be first submitted to the Commission for its review.

Condition:

"11. Petitioner shall mitigate the visual impacts of existing and proposed facilities, including water wells, reservoirs, and electrical substations."

Status:

Petitioner has coordinated with the Board of Water Supply and Hawaiian Electric Company, Inc. on the landscaping of the existing facilities within the Mililani Mauka project. Two such facilities in Phase I are nearly completed

Condition:

"12. Petitioner shall fund and install the necessary number of emergency siren units (including infrastructure) within the development area to the satisfaction of the State Office of Civil Defense."

Status:

Petitioner has communicated with the State Office of Civil Defense for the preliminary planning of the emergency units. Attached to this annual report as Exhibit "F" is a sketch indicating proposed locations within the Mililani Mauka project. In Petitioner's discussion with the State Office of Civil Defense, it is acknowledged that sirens in Phase I would be planned and funded by the State Office of Civil Defense.

Condition:

"13. Petitioner shall participate in the funding and construction of regional traffic improvements, on a pro rata basis, as determined by the State Department of Transportation."

Status:

In addition to improvements to the Mililani Interchange being made by the Petitioner as described under status of Condition No. 5 above, the Petitioner has recently contributed the sum of $1,315,927.50 to the State Department of Transportation (DOT) toward construction cost for the Interstate Route H-2, HOV Lanes, Phase II. Attached to this annual report is (i) copy of letter dated February 12, 1993 from Petitioner to DOT transmitting the sum marked Exhibit "G-1", and (ii) copy of Petitioner's internal memorandum summarizing the costs associated with transportation improvements and the contributions made or to be made by Petitioner on behalf of the Mililani Mauka project marked Exhibit "G-2".

Condition:

"14. Petitioner shall coordinate with the State Department of Health and the City and County of Honolulu, Department of Public Works to provide areas for waste diversion facilities for the development within the development as provided for by Act 324, Session Laws of Hawaii 1991 or on lands controlled or owned by Petitioner or its affiliated companies."

Status:

Petitioner has met with John Harder of the State Department of Health (DOH) to discuss a solid waste diversion program. Until the appropriate State and County agencies develop a program and appropriate standards for planning and design, it is difficult to implement any program on a localized basis. The DOH acknowledges that such standards must be in place prior to implementation. Attached to this annual report are correspondence on the matter of a solid

waste diversion program between Petitioner and DOH. A copy of letter from Petitioner to DOH dated October 21, 1992 is marked Exhibit "H-1"; a copy of letter from DOH to Petitioner dated November 13, 1992 is marked Exhibit "H-2"; and a copy of letter from DOH to Art Bauckham dated November 2, 1992 is marked Exhibit "H-3".

Condition:

"15. Petitioner shall develop the Property in substantial compliance with the representations made to the Commission. Failure to so develop the Property may result in reversion of the Property to its former classification, or change to a more appropriate classification."

Status:

The Property will be developed in substantial compliance with the representations made to the Commission.

Condition:

"16. 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 Property, prior to development of the Property."

Status:

To date, there has been no change nor intent of change in the ownership interests of the Property.

Condition:

"17. Petitioner shall provide annual reports to the Land Use Commission, the Office of State Planning, and the City and County of Honolulu, Department of General Planning, in connection with the status of the subject project and Petitioner's progress in complying with the conditions imposed."

Status:

This letter constitutes the first annual report submitted in compliance with this condition

Condition:

"18. These conditions may be fully or partially released by the Land Use Commission as to all or any portion of Phase II upon timely motion and provision of adequate assurance of satisfaction of these conditions by Petitioner."

Status:

To date, Petitioner has not had the occasion to file any motion affecting the Property pursuant to this condition.

Condition:

"19. Petitioner shall record the conditions imposed by the Commission with the Bureau of Conveyances pursuant to Title 15, Chapter 15, Section 92, Hawaii Administrative Rules."

Status:

Petitioner recorded the declaration of conditions in the Land Court of the State of Hawaii as Document No. 1940080, a certified copy of which recorded document was filed with the Commission by Petitioner's attorney on August 10, 1992.

Condition:

"20. Within 7 days of the issuance of the Commission's Decision and Order for the subject reclassification, Petitioner shall (a) record with the Bureau of Conveyances a Statement to the effect that the Property is subject to conditions imposed by the Land Use Commission in the reclassification of the Property, and (b) shall file a copy of such recorded statement with the Commission."

Status:

Petitioner recorded the statement in the Bureau of Conveyances of the State of Hawaii as Document No. 92-070350, a certified copy of which recorded document was filed with the Commission by Petitioner's attorney on May 7, 1992.

The foregoing constitute Petitioner's status report. Should you have any questions or desire any additional information with respect to the matters discussed above, please feel free to contact our attorney, James T. Funaki, at 543-9800.

Very truly yours,

CASTLE & COOKE RESIDENTIAL, INC.

By _____
Its President

cc: Harold S. Masumoto (Office of State Planning)
Robin Foster (Department of General Planning)

I hereby certify that this is a true copy from the records of the Bureau of Conveyances, as 93-048714.

MAR 25 1993

Registrar of Conveyances
Assistant Registrar, Land Court
State of Hawaii

LAND COURT REGULAR SYSTEM

After recordation, return by mail (x) pick up ( ) to:

Wallace S. Miyahira, President
Castle & Cooke Residential, Inc.
P.O. Box 2780
Honolulu, Hawaii 96803

Title of Document:

Unilateral Agreement And Declaration For Conditional Zoning

Party To Document:
Castle & Cooke Residential, Inc. - Developer and Landowner

Property Description:

THOSE certain parcels of land situated at Waipio, Ewa, Oahu, being Lot 1-A-21-C as shown on Map 30 (portion of TMK: 9-5-02-01), portion of Lot 1282 as shown on Map 100 (portion of TMK: 9-5-02-01), portion of Lot 13688 as shown on Map 833 (portion of TMK: 9-5-02-01), and portion of Lot 13822 as shown on Map 841 (portion of TMK: 9-5-49-27).

EXHIBIT "A"

UNILATERAL AGREEMENT & DECLARATION FOR CONDITIONAL ZONING

THIS INDENTURE, made this 25th day of March, 1993, by Castle & Cooke Residential, Inc., a Hawaii Corporation, whose business address is 650 Iwilei Road, Honolulu, Hawaii 96817, hereinafter referred to as "Declarant".

W I T N E S E T H:

WHEREAS, Castle & Cooke Residential, Inc., is the Developer of the proposed project and the Owner of those certain parcels of land situated at Waipio, Ewa, Oahu, being Lot 1-A-21-C as shown on Map 30 (portion of TMK: 9-5-02-01), portion of Lot 1282 as shown on Map 100 (portion of TMK: 9-5-02-01), portion of Lot 13688 as shown on Map 833 (portion of TMK: 9-5-02-01), and portion of Lot 13822 as shown on Map 841 (portion of TMK: 9-5-49-27), more particularly shown and described in Exhibit A, attached hereto and made a part hereof;and

WHEREAS, the City Council of the City and County of Honolulu, State of Hawaii, hereinafter referred to as "Council", pursuant to the provisions of the Land Use Ordinance, Revised Ordinance of Honolulu (ROH), Section 21-8.40, as amended, related to conditional zoning, is considering a change in zoning under the Land Use Ordinance of the land from AG-1 Restricted Agricultural District to R-5 Residential District, A-1 Low Density

Apartment District, B-2 Community Business District and P-2 General Preservation District; and

WHEREAS, a public hearing regarding the change in zoning for Bill 198, was held by the Council on February 17, 1993, and

WHEREAS, the Council recommended by its Zoning Committee Report No. 168 that the said change in zoning be approved, subject to the following conditions contained in this Declaration to be made pursuant to the provisions of ROH Section 21-8.40, as amended, relating to conditional zoning, to become effective on the effective date of the zoning ordinance approving the change of zoning.

NOW, THEREFORE, Declarant hereby covenants and declares as follows:

1. Prior to applying for building permits, the Declarant shall enter into a binding agreement with the City Department of Housing and Community Development (DHCD) to participate in a housing program acceptable to DHCD and the Department of Land Utilization (DLU), which provides no less than five percent of the overall project unit count for rent to households earning not more than 80 percent of the median income, five percent of the overall project unit count for sale to households

earning not more than 80 percent of the median income, 20 percent of the overall project unit count for sale to households earning between 81 percent to 120 percent of the median income, and 20 percent of the overall project unit count for sale to households earning between 121 percent to 140 percent of the median income, adjusted for family size, as determined from time to time by the Federal Secretary of Housing and Urban Development.

The required affordable housing units may be provided, in a program acceptable to the Director of Land Utilization and the Director of Housing and Community Development in either Phase I or Phase II, Increment A of the Mililani Mauka Project. The number of affordable units to be delivered in Phase I, including credit from Mililani Makai shall be a minimum of 1,670 units.

The housing program to be developed, subject to approval by the Director of Land Utilization and the Director of Housing and Community Development, shall incorporate the following provisions:

a. The City shall have the first option to purchase any units sold to households

earning not more than 140 percent of the median income within the program from the original buyer for a ten year period from the date of initial purchase, and the City shall share in the appreciated value of such units sold after the ten year first option to purchase period has lapsed.

b. The rental units shall remain in the housing program for 20 years. Following this 20 year period the City shall have the first option to purchase any of the rental units. If the Declarant is unable to rent the unit to a household earning not more than 80 percent of the median income, after advertising the unit for rent for a period of six months, the Declarant may offer the unit for rent to a household earning between 81 percent to 120 percent of the median income. However, should a unit rented to a household earning between 81 percent to 120 percent of the median income subsequently become vacant, the unit will then be offered for rent to a household earning not more than 80 percent of

median income, again subject to the six month advertising requirement.

This housing requirement shall be included as part of the overall 50 percent affordable housing requirement imposed by the Findings of Fact, Conclusions of Law, and Decision and Order (Docket No. A87-609) of the State Land Use Commission (LUC).

2. The Unilateral Agreement dated September 18, 1989 recorded in the Bureau of Conveyances as Document 89-141722 by Mililani Town, Inc., further identified as "Exhibit B" of Ordinance 89-123 (hereinafter referred to as the "Prior Agreement"), is hereby modified as follows:

Condition No. 9 of the Prior Agreement is clarified by the addition of the following language: "The required affordable housing units may be provided, in a program acceptable to the Director of Land Utilization and the Director of Housing and Community Development, in either Phase I or Phase II, Increment A of the Mililani Mauka Project; provided that no more than 80 affordable units of the affordable units (1,750) required under this Unilateral Agreement may be provided in Mililani Mauka Phase II, Increment A."

3. The Declarant shall, in coordination with the State Department of Transportation (DOT), fund the design and construction and open for public use, a loop on-ramp for westbound to southbound traffic from Mililani Mauka to H-2 and the relocation of the existing southbound on-ramp by 1995. The Declarant shall submit construction plans to DOT for review and approval prior to construction.

In addition, the Declarant shall provide funds to subsidize one new privately-run subscription bus route from Mililani Town to Honolulu. The new route shall be coordinated through LOTMA (Leeward Oahu Transportation Management Association). The commitment for provision of this service shall begin within six months of the effective date of the rezoning ordinance and remain in effect until completion of the development and sale of the entire Phase I and Phase II of the Mililani Mauka project, or until 2003, whichever last occurs.

4. The Declarant shall connect the proposed project to the City's sewerage system when available and shall pay a pro-rata share of the costs for a sewer relief line to the

Waipahu pump station. The Declarant shall also pay the appropriate wastewater system facility charge in compliance with the provisions of Ordinance No. 90-80.

5. The Declarant shall, at its own cost and in conformance with City standards and requirements, provide the necessary water improvements for the project. Construction drawings shall be submitted to the Board of Water Supply for review and approval.

6. Prior to applying for grading permits, the Declarant shall submit to the City Department of Transportation Services for review and approval, an updated phasing plan reflecting boundaries, uses, and number of residential units completed and an updated roadway masterplan specifying street widths and cross-sections of all major roadways.

7. Prior to applying for grading and building permits, the Declarant shall submit its plans to the Fire Department for review and approval.

8. The Declarant shall coordinate its development with the Honolulu Police Department.

9. The Declarant shall, in coordination with appropriate government agencies, assist in the

planning and promotion of solid waste recycling facilities, including recycling bins, in public places, such as schools and parks, within the proposed project. When the City and County Recycling Office or State Department of Health establishes spatial requirements and design standards and specifications for the collection of recyclable materials within multi-family developments, the Declarant shall implement these requirements and design standards and specifications for:

a. All increments of Mililani Mauka subsequent to Phase II, Increment A; and

b. Any multi-family project within Phase II, Increment A, for which building permits are issued more than four (4) months following the establishment of these requirements, standards and specifications.

10. The Declarant shall enter into an agreement with the City Department of Human Resources, within one year from the effective date of the rezoning ordinance, the terms and conditions of which are to be acceptable to the Department of Human Resources, addressing, at

a minimum, the increasing need for child care services directly attributable to the Declarant's development of the project. This agreement shall contain provisions for the contribution of 30,000 square feet of land for a child care facility and providing $145,000 for start-up costs to address the anticipated demand for child care slots.

11. The Declarant shall enter into an agreement with the Department of Education, within one year from the effective date of the rezoning ordinance, the terms and conditions of which are to be acceptable to the Department of Education, addressing the increasing need for school facilities directly attributable to the Declarant's development. This agreement shall contain provisions for the construction of public school facilities and/or for the development of other educational programs as may be required by the Department of Education.

12. The Declarant shall submit an application for building permit approval within three (3) years after the effective date of the rezoning ordinance. In addition, Declarant shall show substantial progress toward completing work

included in the application within one (1) year after receiving building permit approval.

13. The Declarant shall immediately stop work and contact the Historic Preservation Office for review and approval of mitigation measure should any previously unidentified archaeological resources such as artifacts, shell, bone, or charcoal deposits, human burial, rock or coral alignments, pavings or walls be encountered during the project's development.

14. The Declarant shall obtain all other governmental approvals which may be required for the proposed project.

15. The Declarant shall comply with all of the conditions of the State Land Use Commission in obtaining the reclassification of Phases I and II to the State Urban District.

16. The Declarant shall submit documentation to the Department of Land Utilization that each of the above concerns and requirements have been met or are being met, prior to submission of an application for building permit.

17. Failure to fulfill any conditions to the zone change may be grounds for the enactment of ordinances making further zone change upon

initiation by the proper parties in accordance with the Revised City Charter.

NOW, THEREFORE, Declarant hereby makes the following additional Declarations:

That the conditions imposed herein are reasonably conceived to fulfill public service demands created by the requested change in zoning and rationally related to the objective of preserving the public health, safety and general welfare and the further implementation of the General Plan of the City and County of Honolulu.

Development of said parcel by the Declarant shall conform to the aforesaid conditions with the understanding that, at the request of the Declarant and upon satisfaction of the conditions set forth in this Unilateral Agreement, the Department of Land Utilization may fully or partially release any of the foregoing conditions that have been fulfilled.

AND IT IS EXPRESSLY UNDERSTOOD AND AGREED that the conditions imposed in this Declaration shall run with the land and shall bind and constitute notice to all subsequent lessees, grantees, assignees, mortgagees, lienors, successors, and any other persons who have or claim to have an interest in the land, and the City and County of Honolulu of the State of Hawaii shall have the right to enforce this Declaration by appropriate action at law or suit in equity against all such persons

provided that Declarant and its successors and assigns may file a petition with the Department of Land Utilization for amendment or removal of any conditions or termination of this Declaration, such petition to be processed in the same manner as petitions for zone changes.

DECLARANT: Castle & Cooke Residential, Inc.

Wallace S. Miyahira, President

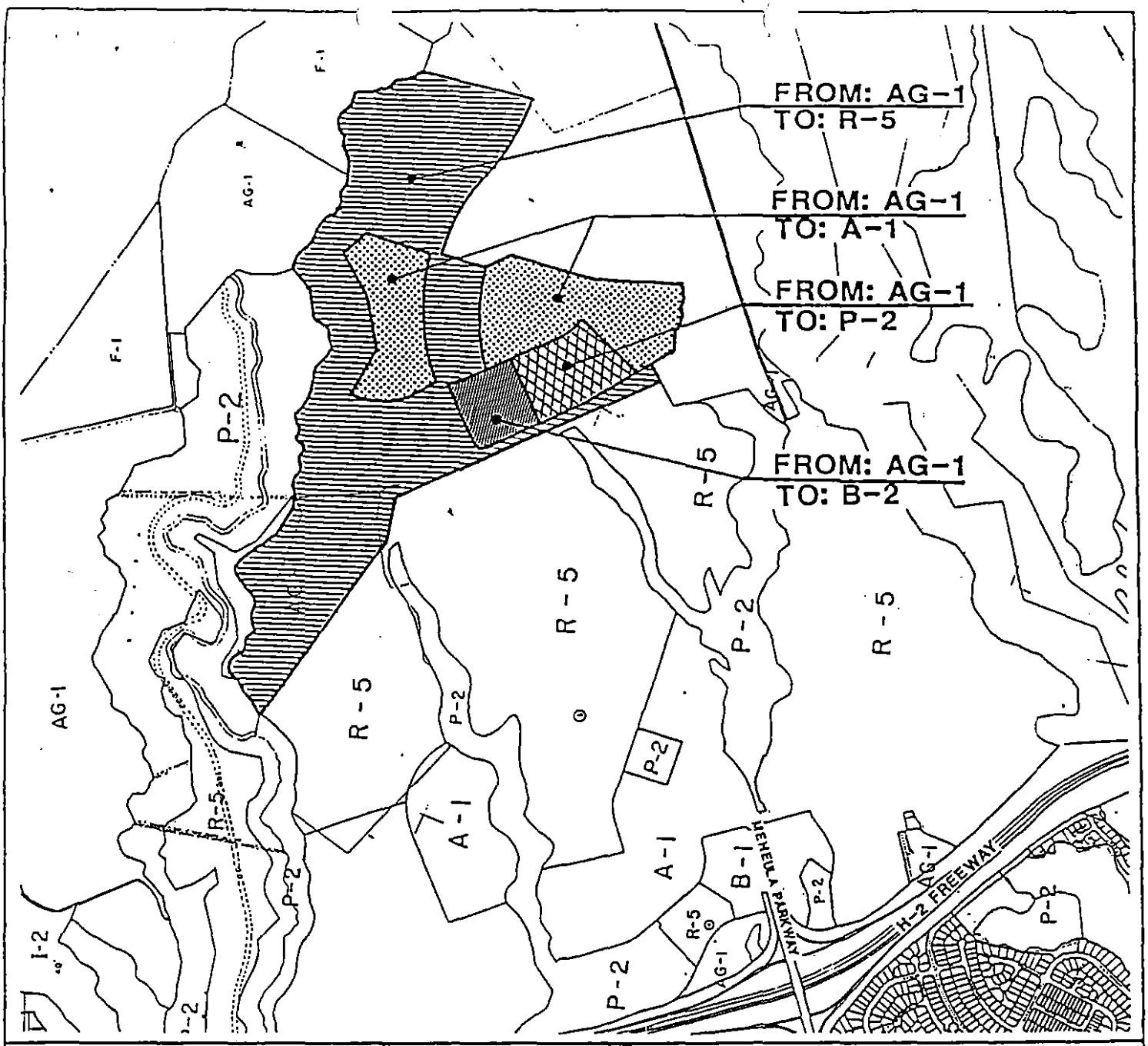
State of Hawaii)
) ss.
City and County of Honolulu)

On this 25th day of March, 1993, before me appeared Wallace S. Miyahira to me personally known, who, being by me duly sworn, did day that he is the President of Castle & Cooke Residential, Inc., a Hawaii corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and the said officer acknowledged said instrument to be the free act and deed of said corporation.

Tomoe Komeda

Notary Public, State of Hawaii
My commission expires: 7/15/94

EXHIBIT A



PORTION OF ZONING MAP NO. 10
WAIPIO (MILILANI)

Land situated approximately 5000 ft. Northwesterly from the intersection of H-2 freeway and Meheula Parkway.

APPLICANT:	CASTLE & COOKE RESIDENTIAL, INC.
TAX MAP KEY:	9-5-02: PORTION 1
FOLDER NO.:	92/Z-11
LAND AREA:	198 ACRES
PREPARED BY:	DEPARTMENT OF LAND UTILIZATION CITY AND COUNTY OF HONOLULU
PUBLIC HEARING:	PLANNING COMMISSION CITY COUNCIL

0 200 400
SCALE IN FEET

ORD. NO.:

92/Z-9

EFF. DATE:

AA copy please

M&E Pacific, Inc.
A Metcalf & Eddy Company

Suite 500, Pauahi Tower
1001 Bishop Street
Honolulu, Hawaii 96813-3497
(808) 521-3051 FAX (808) 524-0246

Date: January 12, 1993

Copies of
clipped pages
please

To: Board of Water Supply
Project Review Section
630 South Beretania Street
Honolulu, Hawaii 96813

VED
1993

Attention: Mr. Joe Kaakua

Subject: Mililani 1150 Reservoir and Well Site

We transmit:	the following:	for:
X herewith	____ calculations	____ approval
____ under separate cover	____ filing fee	____ information
	____ legal descriptions	____ use
	____ letter (of authorization)	____ review & comments
	____ plans and specifications	____ construction
	____ prints	X files
	____ reports	____ payment
	____ shop drawings	____ quotation
	____ tracings	____ recordation
		____ signature
	X See Below	____ ____

Remarks:

One (1) copy each of the Water Use Permit and Pump Installation Permit applications that were sent directly to the State Commission on Water Resource Management on August 11, 1992 and October 28, 1992, respectively. The $25.00 filing fee was also attached to each application.

I'm also including the Water Resource Bulletin (December 1992) for your information. Please note that Castle & Cooke is shown as an applicant for a water use permit. They are requesting an initial amount of 2.38 mgd for existing Wells A and B. An additional amount of 2.03 mgd will be requested as Mililani Mauka develops.

Please call me if you have any questions or require more information.

By: Kent Morimoto
KENT MORIMOTO, P.E.

cc: Mr. Alan Arakawa - Castle & Cooke Residential

EXHIBIT "B"
(PAGE 1 OF 4)

M&E Pacific, Inc.

Engineers & Architects

Suite 500, Pauahi Tower
1001 Bishop Street
Honolulu, Hawaii 96813-3497
(808) 521-3051 FAX (808) 524-0246

Date: August 11, 1992

To: State of Hawaii
Commission On Water Resource Management
Department of Land & Natural Resources
1151 Punchbowl Street
P.O. Box 621
Honolulu, Hawaii 96809

9/9 W Miyahira

Attention:

Subject: Mililani 1150 Reservoir & Well Site

We transmit:	the following:	for:
X herewith	____ calculations	X approval
____ under separate cover	____ filing fee	____ information
	____ legal descriptions	____ use
	____ letter (of authorization)	____ review & comments
	____ plans and specifications	____ construction
	____ prints	____ files
	____ reports	____ payment
	____ shop drawings	____ quotation
	____ tracings	____ recordation
		____ signature
	X See Below	____ _____

Remarks:

One (1) copy of the Water Use Permit application & attachments with a check for $25.00 payable to the Department of Land & Natural Resources for the filing fee.

By: Kent Morimoto
KENT MORIMOTO, P.E.

cc: Mr. Alan Arakawa - Castle & Cooke Residential
(enclosed w/2 copies)

- 1 file
1 Alan

CASTLE & COOKE RESIDENTIAL, INC.
P.O. BOX 2780
HONOLULU, HAWAII 96803

NCNB NATIONAL BANK OF NORTH CAROLINA
ASHEVILLE, NORTH CAROLINA

200344
66-798
531

DATE AUG. 6, 1992

PAY The sum of 25 doi's 00 cts DOLLARS $ 25.00

TO THE ORDER OF

DEPARTMENT OF LAND AND NATURAL RESOURCES

CASTLE & COOKE PROPERTIES, INC.
GENERAL ACCOUNT

AUTHORIZED SIGNATURE

COUNTER SIGNATURE REQUIRED IF AMOUNT IS $10,000 OR OVER

⑈200344⑈ ⑆053107989⑆ 48003007⑈

State of Hawaii
COMMISSION ON WATER RESOURCE MANAGEMENT
Department of Land and Natural Resources

APPLICATION FOR WATER USE PERMIT

☒ Ground Water or ☐ Surface Water

Instructions: Please print in ink or type and send completed application with attachments to the Commission on Water Resource Management, P.O. Box 621, Honolulu, Hawaii 96809. Application must be accompanied by a non-refundable filing fee of $25.00 payable to the Dept. of Land and Natural Resources. The Commission may not accept incomplete applications. For assistance, call the Regulation Branch at 587-0225.

1. (a) APPLICANT
Firm/Name: Castle & Cooke Residential, Inc.
Contact Person: Alan Arakawa Ph: 548-4869
Address: 650 Iwilei Road
Honolulu, Hawaii 96817
To be dedicated to Honolulu Board of Water Supply

(b) LANDOWNER
Firm/Name: Dole Food Company, Inc.
Contact Person: Alan Arakawa Ph: 548-4869
Address: 650 Iwilei Road
Honolulu, Hawaii 96817

2. WATER MANAGEMENT AREA: Pearl Harbor ISLAND: Oahu

3. (a) EXISTING SOURCE NAME AND STATE NUMBER: Wells 2858-01 A, 2858-02 B, 2858-03 C (Mililani Wells 9-11)
(Presently capped) (well or stream diversion name/number)
(b) PROPOSED (NEW) SOURCE NAME: Well 12 proposed at same site (See Figure 4)

4. SOURCE LOCATION: Address See Figures 1, 2, 3, and 4 Tax Map Key 9-5-03:1 & 11
(Attach a USGS map, scale 1"=2000', and a property tax map showing source location referenced to established property boundaries.)

5. SOURCE TYPE (check one): ☐ Stream ☒ Basal ☐ Dike-confined ☐ Perched ☐ Caprock

6. METHOD OF TAKING WATER (check one): ☐ Artesian Flow ☒ Well & Pump ☐ Diverted Surface Flow ☐ Other (explain)

7. LOCATION OF PROPOSED WATER USE: (If possible, show on same maps as source location. Otherwise, attach similar maps)
(a) Address 95-2000 Meheula Parkway (See Figure 2) Tax Map Key 9-5-02:1
(b) Land Use District (check one): ☒ Urban ☐ Agriculture ☐ Conservation ☐ Rural
(c) County Zoning (describe) Residential, Apartment, Business

8. QUANTITY OF WATER REQUESTED: 2.38 million gallons per day

9. METHOD OF MEASUREMENT: ☒ Flowmeter ☐ Open-pipe ☐ Weir ☐ Orifice ☐ Other (explain)

10. QUALITY OF WATER REQUESTED: ☒ Fresh ☐ Brackish ☐ Salt ☐ Potable ☐ Non-Potable

11. PROPOSED USE: ☒ Municipal (including hotels, stores, etc.) ☐ Domestic (individual, noncommercial, etc.) ☐ Irrigation
☐ Industrial ☐ Military ☐ Other (explain)

12. NUMBER AND TYPE OF UNITS TO BE SERVED (explain): See attached Table 2

13. TOTAL ACRES PROPOSED FOR IRRIGATION AND TYPE OF CROP: N/A
(acres) (crop)

14. PROPOSED TIME OF WATER WITHDRAWAL OR DIVERSION: 16 Hours
(indicate hours of operation)

15. APPLICANT MUST BRIEFLY DESCRIBE FOLLOWING POTENTIAL RESTRICTIONS ON USE:
(a) Impact on Sustainable yield (?): Wells draw from Waiawa aquifer which presently has a surplus
(b) Permenant or Interim Instream Flow Standards affected (?): NO
(c) Hawaiian Home Land uses affected (?): NO
(d) Other existing legal uses affected (?): NO
(e) Other:

16. REMARKS, EXPLANATIONS: See attached

(if more space is needed, continue on back side)

NOTE: Signing below indicates that the applicant understands that, if a water use permit is granted by the Commission on Water Resource Management, a permit is subject to prior existing permitted uses, changes in sustainable yields and instream flow standards, reserved uses as defined by the Commission, and Hawaiian Home Lands future uses. In addition, applicant understands that, upon permit approval, a water shortage plan must be submitted should the Commission require one.

Applicant (print) Castle & Cooke Residential, Inc.
Signature [signature]
Date 8/7/97

Landowner (print) Dole Food Company, Inc. By Its Agent, Castle & Cooke Land Company
Signature [signature]
Date 8/10/97

For Official Use Only:
Date Received
Date Accepted
Hydrologic Unit No.

Notice Dates:
Public Mayor OHA

successors and assigns, does hereby covenant and agree as follows:

A. Declaration. Grantee does hereby accept and approve the Mililani Town Declaration as mentioned in said Exhibit A attached hereto, and covenant and agree to pay all assessments as therein provided and to observe and perform all of the other terms and conditions therein contained and to be observed and performed by an owner as therein defined.

B. Conditions Affecting Property. The Grantee understands, acknowledges, covenants and agrees to the following:

1. Military Effects. The Property is located in the vicinity of Wheeler Army Airfield (the "Base"), aircraft from the Base may fly in the proximity of or directly over the Property, military activities will be conducted on or near the Base, and such overflights and other military activities may result in noise, dust, vibration, and other nuisances, disturbances or hazards (collectively the "Military Effects") to persons and property on or within the Property.

2. Agricultural Effects. The Property is located on and is near or adjacent to land and easements used for and in connection with agricultural operations, which may include, but are not limited to, open burning, trucking, plowing, hauling, fertilizing, grading, storing, herbicide and pesticide spraying, crop dusting, water diversion, irrigation, and all other activities incidental to the planting, cultivation, harvesting, and processing of crops, including night time activities, and the grazing and raising of livestock, poultry and other animals, which may from time to time cause surface water runoff, noise, soot, smoke, dust, light, heat, vapors, odors, chemicals, vibrations, insect pests and other substances and phenomena of every description (collectively the "Agricultural Effects") to be discharged, emitted, dispersed or transmitted over and upon the Property which may bother or be a nuisance or hazard to the Grantee and to persons or property on or within the Property. Grantee also acknowledges that the Hawaii Right To Farm Act (Chapter 165 of the Hawaii Revised Statutes) and Hawaii law limit the circumstances under which farming operations may be deemed to be a nuisance.

3. Utility Effects. The Property is or may be located adjacent to or in the vicinity of electric, water and other utilities and public roads and thoroughfares including, without limitation, such things as electrical substations, high-powered electrical transmission lines, water pump stations, water tanks, reservoirs, freeways and exit ramps which may result in nuisances, such as noise and dust, disturbances or hazards (collectively the "Utility Effects") to persons and to property on or within the Property.

EXHIBIT "C"

4. Development Effects. (a) The Property is or may be located adjacent to or in the vicinity of various construction activities, including, but not limited to, ongoing residential and related construction, proposed construction of future residential subdivisions and roads, commercial and office buildings, land development activities, and one or more recreational centers and facilities; (b) such construction activity (hereinafter "Construction Activity") by Grantor, related entities and others may continue after Grantee has occupied the Property, and that this activity may result in noise, dust, vibration and other nuisances, disturbances or hazards to Grantee and to persons or property on or within the Property and may limit Grantee's access to the subdivision wherein the Property is located (the "Subdivision"); (c) sales activities, including the use of model homes, signs and extensive sales displays and activities will continue in or adjacent to the Subdivision (hereinafter "Sales Activity"); (d) no representations or warranties are made by Grantor, its employees or agents concerning plans, or the absence of plans, by Grantor or others for future development of the Subdivision, adjacent or nearby properties, and any plans for the future development of the Subdivision, adjacent and nearby properties by Grantor are subject to change in the sole and absolute discretion of the Grantor or its successors and assigns; (e) when and if completed, the Subdivision may result in traffic, lights, noise or other nuisances or hazards to Grantee and persons or property on or within the Property; and (f) Grantor makes no representations or warranties regarding the view from the Property or any view easements or rights, and that views from the Property are not guaranteed and may be altered, diminished, blocked or eliminated entirely by future development of the Subdivision and adjacent and surrounding properties (items (a) through (f) above are collectively referred to as the "Development Effects"). Grantee hereby irrevocably agrees to suffer and permit all actions and consequences incidental to the Construction Activity and Sales Activity for a period of ten (10) years after recordation of this Deed and Repurchase Option.

5. Waiver and Release. Grantee represents and warrants to Grantor that Grantee, in Grantee's sole discretion, has determined that the benefits of owning and enjoying the Property outweigh the Military Effects, the Agricultural Effects, the Utility Effects, and the Development Effects (collectively the "Property Conditions"). Grantee hereby covenants and agrees to assume all risks of impairment of the Grantee's use and enjoyment of the Subdivision and the Property, loss of market value of the Property, and property damage or personal injury arising from the Property Conditions and similar nuisances. Grantee, for the Grantee, the Grantee's heirs, personal representatives, successors, assigns and on behalf of any person using or occupying the Property hereby (i) waives, releases and agrees to indemnify, hold harmless and defend the Grantor, its affiliated entities and their respective officers, directors,

employees, agents, successors and assigns (collectively "Grantors Group"), the City and County of Honolulu, the State of Hawaii, and any of either of their agencies or subdivisions, from any and all actions (whether brought in nuisance, trespass, or any other area of law or equity), claims for damages and costs, including attorneys' fees, arising directly or indirectly out of or from the Property Conditions; and (ii) covenants to disclose the Property Conditions to Grantee's occupants and transferees of the Property.

C. Building Restrictions; Maintenance of the Property. The Grantee further acknowledges and agrees that the Grantor, as the developer of Mililani Town, has a continuing interest in the manner in which the Property is improved and maintained, and the Grantee therefore hereby further covenants and agrees as follows:

1. Additions and alterations to the dwelling unit on the Property shall require the review and approval of the Director of Land Utilization of the City and County of Honolulu, following written approval of such additions and alterations by the Design Committee ("Design Committee") established pursuant to the Mililani Town Declaration. Lot coverage on the Property is limited to 50% of the lot area. No additions or improvements to the Property shall be made which would exceed this limitation. Maximum building areas, yards and height of structures on the Property shall comply with the City and County of Honolulu's Land Use Ordinance requirements for R-5 Residential District zoning. White or any highly reflective material or color shall not be used on the roof of any structure on the Property.

2. That the Grantee shall not erect, construct, alter, remove, destroy, replace, modify or amend fences or walls or other improvements on the Property without first obtaining the prior written approval of the Grantor or, if applicable, the Design Committee and in accordance with the Wall and Fencing Guidelines for the Property, receipt of a copy of which is acknowledged by Grantee.

3. Grantee shall maintain the ground slopes and swales of the Property to lessen chances of erosion and undercutting near the foundation. Slopes shall be planted in conformance with applicable ordinances of the City and County of Honolulu; slope planting is recommended on cut and fill slopes to lessen erosion.

4. The Grantee understands and acknowledges that one or more trees may have been planted in the front yard of the Property and/or within public or governmental rights-of-way on the Property by Grantor, and agrees that Grantor, as the developer of Mililani Town, has a continuing interest in the appearance and maintenance of such trees. Grantee therefore hereby covenants and agrees, for the duration of the covenants in this Indenture, (i) to use its best efforts to maintain and

AMBIENT AIR QUALITY MONITORING PLAN

CASTLE & COOKE

MILILANI MAUKA
&
TECHNOLOGY PARK DEVELOPMENTS

Prepared For

Castle & Cooke Properties, Inc.

By
Environmental Technologies International
Honolulu, Hawaii

December 30, 1992

Job No. 00424/PE0022
CCMONPLN

EXHIBIT "D"

ABSTRACT

In seeking approval from the Hawaii State Land Use Commission for a change in land use designation for its Mililani Mauka Residential (Phase I and Phase II) and Mililani Technology Park developments, Castle & Cooke was directed by the commission to conduct an air quality monitoring program in keeping with requirements of the Hawaii State Department of Health (DOH).

A meeting was held with the DOH in March 1992 to determine the objective of the monitoring, the number of monitoring sites which would be required, their location's, and the parameters to be monitored. At the meeting, it was determined that the monitoring would be for the purpose of providing background air quality and meteorological data. Further, the parameters to be monitored would be those covered by the National Ambient Air Quality Standard (NAAQS) and the meteorological parameters associated with Prevention of Significant Deterioration (PSD) monitoring. The monitoring is to be conducted in keeping with the guidelines for PSD monitoring for a minimum period of one year.

As the purpose of the monitoring would be to gather background data, it was concluded that a single monitoring station would satisfy the Land Use Commission's initial requirement for three monitoring programs. A monitoring site was selected mauka of the H-2 freeway, approximately one-half mile south of the Waikakalaua gulch in a pineapple field no longer under cultivation. The site provides an unobstructed view of all three developments.

Following preparation of the monitoring site and the installation of electric and telephone service, a monitoring station is scheduled to be installed to commence air quality and meteorological monitoring in early 1993.

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AMBIENT AIR QUALITY MONITORING PLAN

CASTLE & COOKE

MILILANI MAUKA & TECHNOLOGY PARK DEVELOPMENTS

1.0 INTRODUCTION

The Mililani Mauka Residential and Mililani Technology Park projects are Castle & Cooke developments located in the central area of the island of Oahu, Hawaii. In seeking approval from the Hawaii State Land Use Commission for a change in land use designation for the project, Castle & Cooke was directed by the Commission to monitor the air quality associated with the Technology Park and Phase I and Phase II of the Mililani Mauka Residential projects. It was also directed that the monitoring performed be in keeping with the requirements of the Hawaii State Department of Health (DOH).

A meeting was held in March 1992 with the Clean Air Branch of the DOH to determine the objectives and requirements of the monitoring program. At this meeting, it was determined that the primary purpose of the monitoring would be to gather background air quality and meteorological data, and that it would be possible to obtain representative data for both the Technology Park and Mililani Mauka Residential projects by using a single monitoring site. It was further agreed that a monitoring site would be selected at the makai (west) end of the Mauka Phase I parcel, which is located mauka (northeast) of the H-2 freeway.

This monitoring plan serves to define the location of the monitoring site, and specifies the parameters to be monitored and how the monitoring will be conducted. It is anticipated that the monitoring will commence in early 1993 and will continue for a minimum of one year.

2.0 PROJECT DESCRIPTION AND POLLUTANT SOURCES

The Mililani Mauka and Mililani Technology Park projects are located in central Oahu, east-southeast of Wheeler Army Base and northeast (mauka) of the H-2 Freeway. The project areas generally lie between the Koolau and Waianae mountain ranges, approximately 20 miles (9 km) northwest of Honolulu. Figure 2-1 shows the geographical location of the projects.

Mililani Mauka is a residential development on the western slopes of the Koolau mountains at an elevation ranging from 700 feet (212 m) to 1000 feet (303 m). The parcel encompassing Phases I and II consists of approximately 1200 acres and was previously under pineapple cultivation. Mililani Mauka is accessed from the Mililani off-ramp (Exit 5) of the H-2 freeway. Wahiawa Town is located approximately 2 miles (0.9 km) northwest of the project area.

The Mililani Technology Park is located to the north of the Mililani Mauka residential project, and separated from it by the Waikakalaua gulch. Its use will be for light-technology-oriented businesses and general business offices. Occupying an area of approximately 220 acres, it ranges in elevation from 800 feet (242 m) to 1000 feet (303 m). The Technology Park is located approximately 22 miles (10 km) from Honolulu and is accessed from the Mililani Tech Park off-ramp (Exit 7) of the H-2 freeway.

There are currently no existing large stationary air pollution sources located within or in the vicinity of the two project areas. The nearest stationary sources are located within or near the Wheeler Army Base. These sources are primarily small package boilers and numerous gasoline and diesel powered compressor engines. The nearest major stationary sources are the Oahu Sugar Company mill located in Waipahu and Hawaiian Electric Company's Waiau Power Plant. Both of these sources are several miles south of the project area.

Existing pollution sources are generally limited to mobile sources in residential communities in the vicinity of the projects, construction equipment being used by the project developers and vehicles traveling on the H-2 freeway.

Both projects are located in an area designated as "attainment" or "unclassifiable" for all criteria pollutants covered by the National Ambient Air Quality Standards (NAAQS).

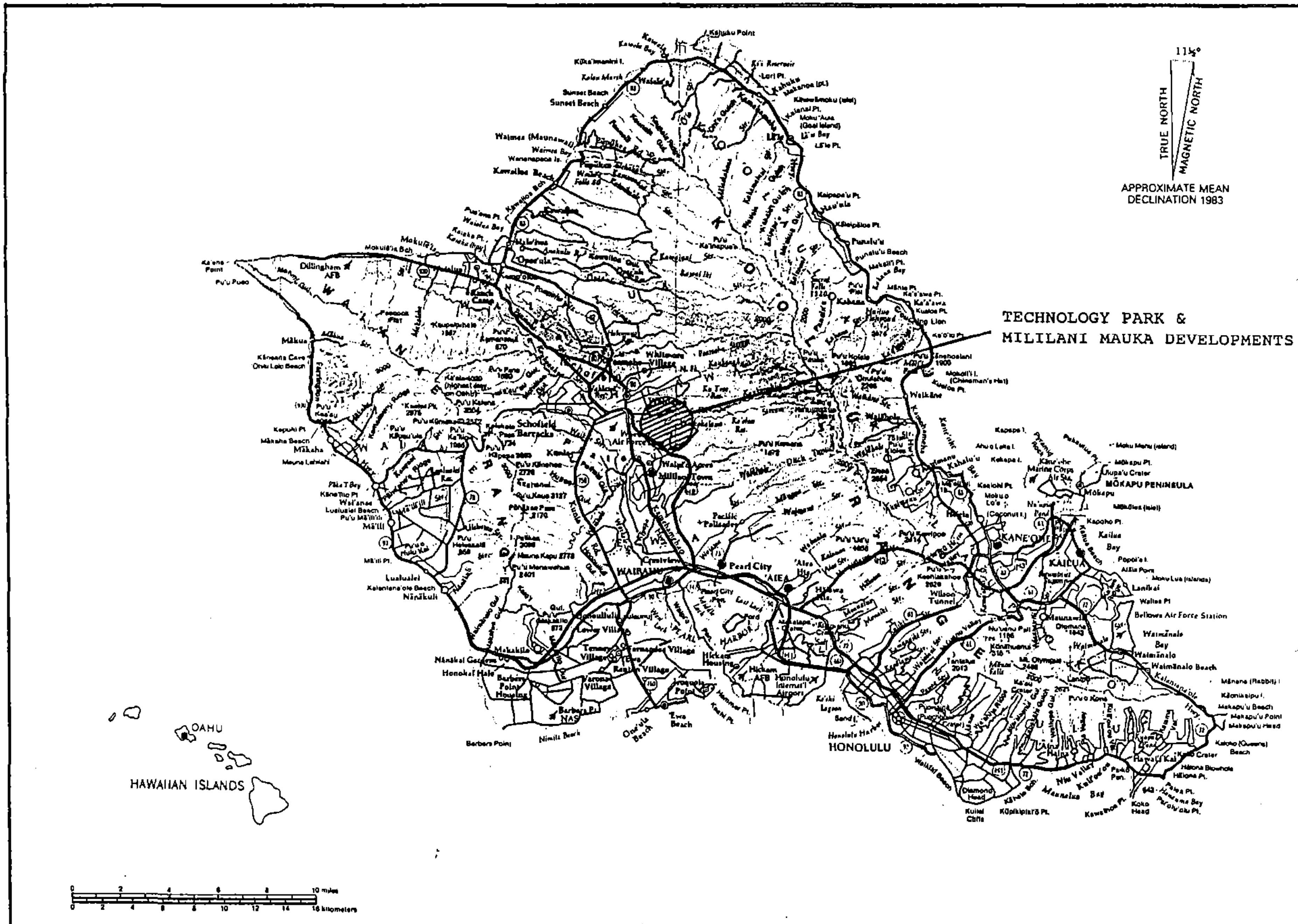


Figure 2-1: Mililani Mauka Residential and Technology Park Project Area Location.

3.0 ENVIRONMENTAL DESCRIPTION

The project area in central Oahu is situated in the band of northeasterly trade winds. This is a region of the North Pacific which is dominated by a semi-permanent high pressure center located north of Hawaii. Wind circulation around this high pressure area is clockwise and outward from the center. The trade winds flow across Hawaii from the northeast to east directions. In some locations, the winds encounter a channeling effect caused by dominant terrain features which modifies the direction and intensity of the winds.

The terrain of the island of Oahu influences the climate. Rainfall varies with elevation, location and the effect of the persistent northeasterly trade winds. Sea breezes created by daytime heating of the land move onshore and upslope, causing afternoon and evening cloudiness and showers. Temperatures are generally uniform from day to day and season to season.

Trade winds blow about 80 percent of the time on an annual average basis and are most persistent during the summer with a 90 percent occurrence. The incursion of winter storms from the northwest reduces the trade wind occurrence to about 40 to 60 percent during the winter months.

Localized drainage wind flow from both the Koolau and Waianae mountain ranges develop during periods of weak trade wind flow. These are most likely to occur during evenings. However, the Koolau and Waianae mountain ranges also act to channel and accentuate the wind flows. While the areas of both projects are generally subject to the prevailing trade wind flows, the surrounding complex terrain precludes drawing conclusions regarding wind speed and directions typical for the area.

4.0 MONITORING REQUIREMENTS

During the meeting held with the DOH in March 1992, Castle & Cooke was directed to monitor selected pollutants addressed by the NAAQS. These are:

Sulfur dioxide (SO_2)

Oxides of nitrogen (NOx)

Nitric oxide (NO)

Nitrogen dioxide (NO_2)

Carbon monoxide (CO)

Particulate matter (PM_{10})

Nitrogen dioxide is calculated as the difference between oxides of nitrogen (NO_x) and nitric oxide (NO). Sampling will be for particulate matter having an aerodynamic diameter less than 10 microns in size.

Additionally, the monitoring is to include the meteorological parameters:

Wind speed

Wind direction

Wind direction standard deviation (Sigma Theta)

Vertical wind speed

Vertical wind speed standard deviation (Sigma W)

Ambient temperature

Solar radiation

Precipitation (rainfall).

All parameters, with the exception of PM_{10}, will be monitored continuously. PM_{10} samples will be collected for a 24-hour period every six days. All wind data will be monitored at the standard U.S. Weather Service reference height of 33 feet (10 m).

The monitoring data will be summarized as hourly-average values for all parameters except for PM_{10} and precipitation data. Precipitation will be summarized as the total precipitation recorded during an hour. PM_{10} data will be summarized as a 24-hour average.

The air quality and meteorological monitoring will be conducted for a minimum period of one year in accordance with the Environmental Protection Agency's (EPA) Prevention of Significant Deterioration (PSD) monitoring guidelines and associated quality assurance requirements.

5.0 MONITORING STATION SITE DESCRIPTION

The monitoring station site, designated Site 161 (MILILANI MAUKA), is located at an elevation of approximately 760 feet (230 m), approximately 475 feet (144 m) mauka (east-northeast) of the H-2 freeway and approximately 3,500 feet (1061 m) northwest of the H-2 Mililani off-ramp. Its geographical location is approximately 21° 28′ 30" N latitude and 158° 01′ 00" W longitude. The site is situated on a slight rise in a pineapple field which is no longer in cultivation. The monitoring site provides a view of the Technology Park and Mililani Mauka Phase I developments. Figure 5-1 shows the boundaries of the two project areas and the monitoring site for the planned monitoring station.

With the exception of the west side facing the H-2 freeway, the monitoring station site is surrounded for a considerable distance by pineapple fields. On the west side, the pineapple field extends about 75 feet (23 m) before encountering an area of bare, open ground which extends to a property fence bounding the freeway. Figures 5-2 through 5-5 show the view looking from the site to the north, east, south and west, respectively. Figure 5-6 provides a view of the site from a point northeast of the site.

The absence of trees and buildings in the vicinity provides an unobstructed site exposure. Access to the site is provided by a road through the pineapple field. Utilities will be extended approximately one-quarter mile to provide power and telephone service to the site.

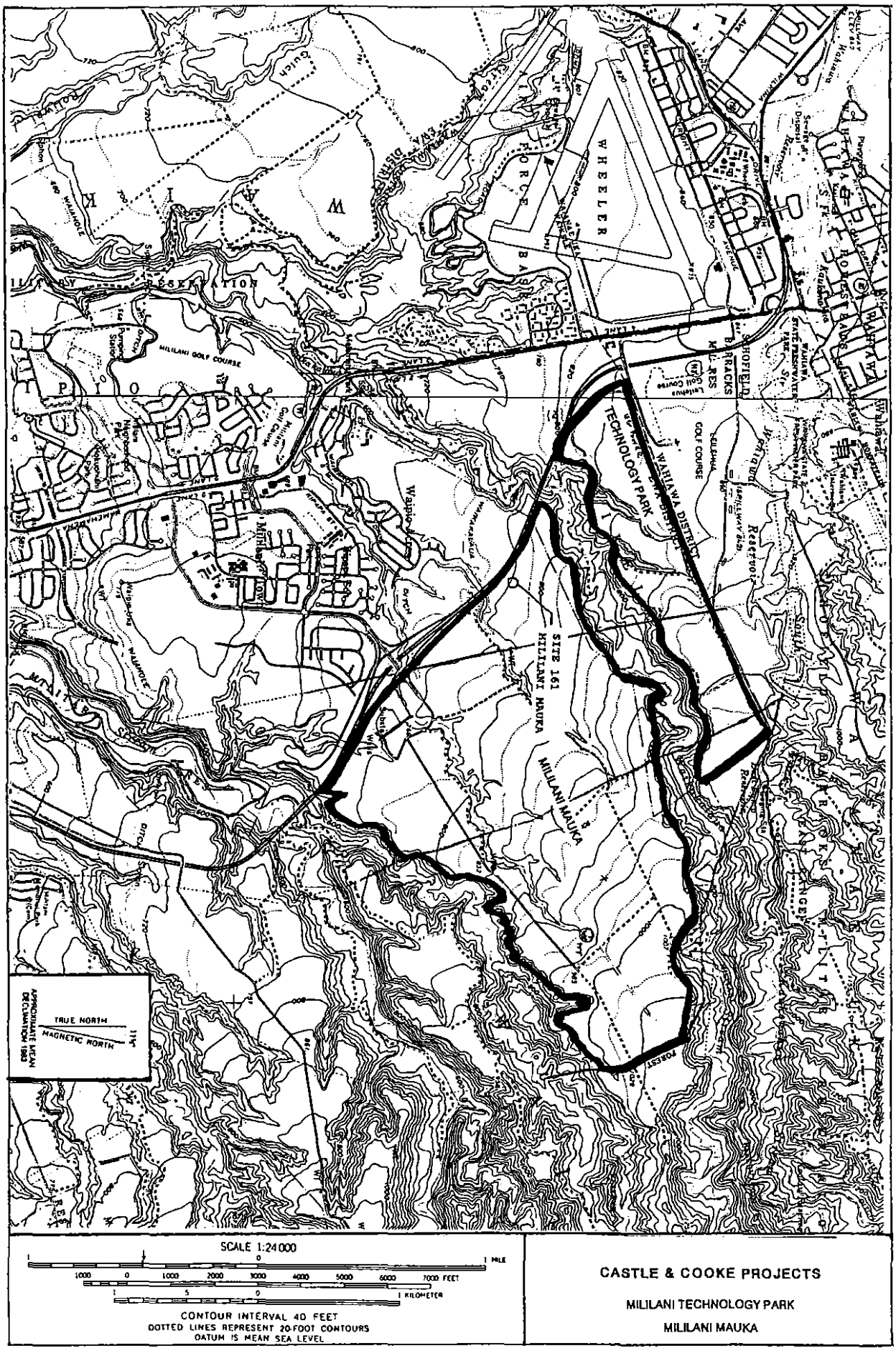


Figure 5-1: Monitoring Site Location

Figure 5-2: North View From the Monitoring Site

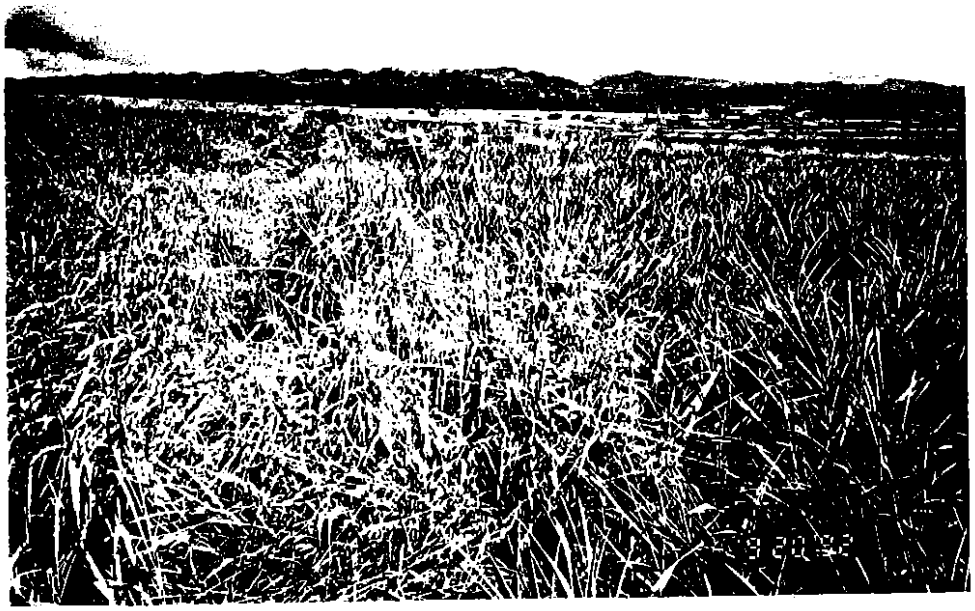


Figure 5-3: East View From the Monitoring Site

Figure 5-4: South View From the Monitoring Site

Figure 5-5: West View From the Monitoring Site

Figure 5-6: Monitoring Site (Orange Flag) Viewed From the North

6.0 MONITORING SYSTEM

The monitoring system will consist of an environmentally controlled enclosure containing the analytical instrumentation, calibration systems and data acquisition and recording systems necessary for continuous monitoring of the required air quality and meteorological parameters. System design will minimize the need for operator attendance. The instrumentation and equipment chosen for the monitoring system have been successfully used for previous and similar monitoring projects. The monitoring system planned will be reliable, accurate and well suited for the hostile tropical-marine environment encountered in Hawaii

6.1 Monitoring Station

The monitoring station will consist of a portable enclosure which will contain and support the instruments used to monitor the air quality and meteorological parameters. The enclosure will have dimensions of approximately 8 feet by 8 feet by 10 feet long (2.4 X 2.4 X 3.0 m). The enclosure will be a pre-wired portable structure fabricated from aluminum structural members, external aluminum panels and interior wood panels. The structure is insulated with a two inch foam core. An 8,000 BTU/hour air conditioner is used to maintain the enclosure interior within specified temperature limits.

The roof of the shelter will be used to mount a high-volume particulate sampler. A 33-foot (10-meter) crank-up telescoping meteorological instrument tower will be mounted to the side at the enclosure, permitting the meteorological sensors to be easily accessed from the top of the enclosure when the three sections of the tower are fully nested. The external view of a monitoring station with a crank-up tower and high-volume particulate sampler is provided in Figure 6-1.

The air quality analyzers, meteorological translators, calibrators, data acquisition system and chart recorders will be installed in instrument racks inside the enclosure. Ambient air is drawn into the shelter through a 1 inch ID glass sampling cane connected to a 1-1/2 inch ID manifold by a 60 cubic foot/minute (CFM) blower. The intake of the sampling cane will be approximately 3.3 feet (1 m) above the shelter and will be situated away from the instrument exhaust gases which will be vented through the floor of the enclosure.

The possibility of water condensation in the intake manifold will be avoided by wrapping the manifold with electric heat tape. Ambient air will be supplied to the analyzers from the manifold through 1/4 inch Teflon tubing. The sampling cane and manifold will be vented to the outside of the shelter through the shelter floor. Calibration gases for the analyzers will be supplied from gas bottles located in a gas bottle compartment

which is an integral part of the enclosure. A view of the interior of a similar monitoring station is provided in Figure 6-2.

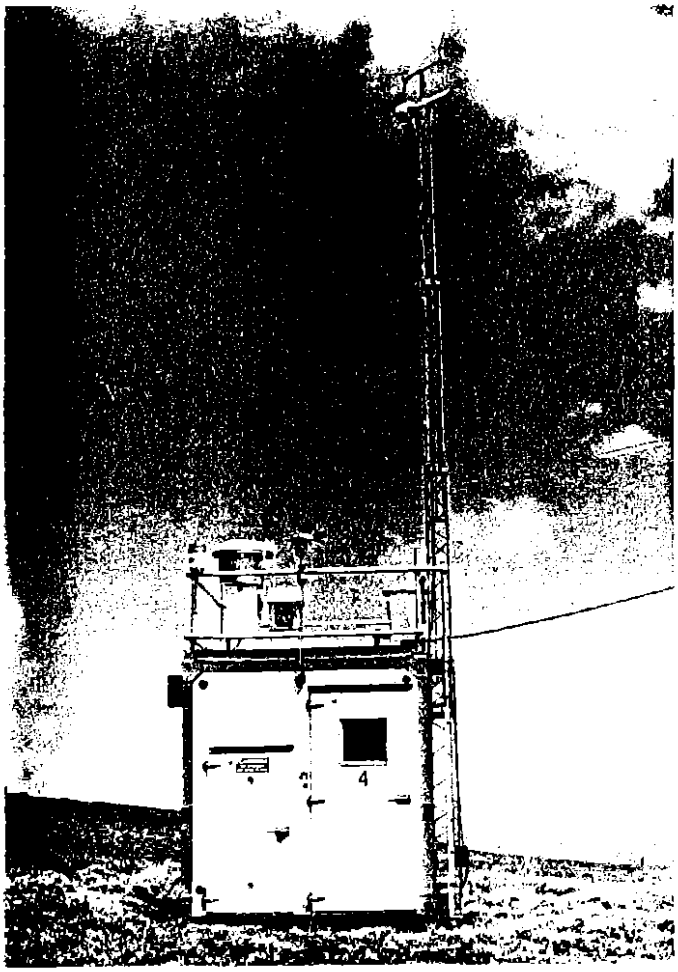


Figure 6-1: Monitoring Station Exterior View.

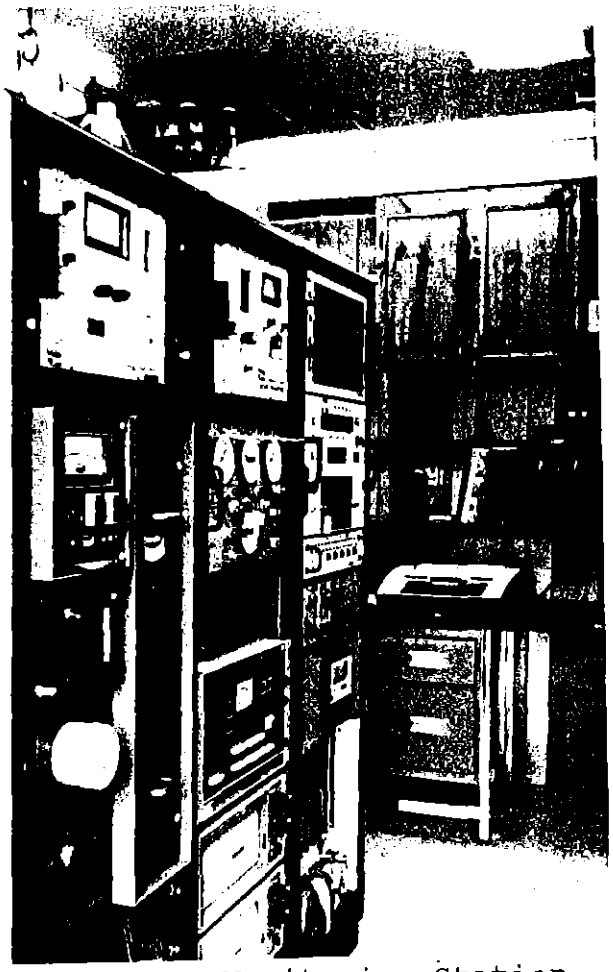


Figure 6-2: Monitoring Station Interior View.

6.2 Air Quality and Meteorological Instrumentation

The monitoring methods which will be used represent state-of-the-art EPA-approved measurement methods. The following instruments, which have been designated as Reference or Equivalent Method Instruments, will be used for the monitoring or sampling of air quality parameters:

Monitor Labs 8850 SO_2 Analyzer

Monitor Labs 8840 NO_x Analyzer

Monitor Labs 8830 CO Analyzer

Sierra Anderson SAUV-11H PM_{10} Sampler w/Flow Controller, Flow Recorder, Elapsed Time Meter and Timer.

Calibration of the SO_2, NO_x, and CO analyzers will be performed automatically every 24-hours using a Measurement Technologies 2000SA Dilution Calibrator. In addition to serving as a single point span and zero calibration source for the daily calibrations, it also will serve as a multipoint calibration device. The calibrator will supply known concentrations of calibration gases by diluting standard certified gasses (EPA Protocol II) with ambient air scrubbed by a clean air system. The flows of the calibration gas and dilution air will be controlled by mass flow controllers to assure accurate dilution. Microprocessor technology will be used to enhance the accuracy and performance of calibrator. The system will also provide for the performance of gas-phase titration (GPT) calibrations required for the NO_x analyzer.

The dilution air will be provided by a Measurement Technologies 1001 Compressed Air Source. The air source will provide air which has been filtered, dried using a permeation drier and scrubbed to remove NO_x, SO_2, CO and low-level organic compounds.

The meteorological parameters will be monitored using the following instrumentation:

Met One 010B Wind Speed Sensor

Met One 020B Wind Direction Sensor

Met One 060A-2 Temperature Probe w/076B-1 Radiation Shield

Met One 095 Solar Radiation Sensor

RM Young Propeller Anemometer

Sierra Misco Tipping Bucket Rain Gauge

6.3 Data Acquisition and Recording

Measurements made by the air quality analyzers and meteorological instrumentation will be recorded using an Odessa Engineering DSM-3260 data acquisition system. The data system

records all parameters in a solid state data cartridge. The contents of the data cartridge may be uploaded to an IBM compatible personal computer (PC) by remote interrogation using a telephone line or directly by use of a data cartridge reader. A CRT monitor connected to the data acquisition system will display current and historical data recorded by the data system. Additionally, a text printer will record data generated by the data acquisition system.

The daily calibration cycle for the air quality analyzers will be controlled by the data acquisition system which, will initiate and control the duration of each cycle.

The data acquisition system will sample each air quality parameter at five-second intervals and each meteorological parameter at one-second intervals. Of the total possible observations, 75% must be obtained before a five minute average is calculated. If this criterion is not met, a symbol designating invalid data will be entered in the recorded data. Five minute arithmetic averages will be calculated for all parameters including wind speed and direction. Horizontal wind direction standard deviations and vertical wind speed standard deviations for fifteen-minute periods will also be computed by the data acquisition system.

At the end of each hour, the five minute values for all parameters will be printed on the text printer. Fifteen-minute average values will be calculated and stored in the solid state data cartridge and recorded by the text printer. All three of the five-minute average values must be obtained to calculate a valid 15-minute average. At approximately weekly intervals, the recorded field data will be subjected to a quality assurance review and processing.

Each monitored parameter, except vertical wind speed and precipitation, will be recorded continuously by a chart recorder. Outputs of the air quality analyzers will be recorded using Yokogawa chart recorders. The recorders will serve as a back-up to the data acquisition system while providing a dynamic picture of the analyzer's operation of the analyzers. Wind speed, wind direction and temperature will be recorded using a multichannel Rustrak chart recorder.

7.0 MONITORING OPERATIONS

The monitoring will be performed in accordance with established guidelines for PSD air quality monitoring as documented by the following references:

40CFR50 - Federal Reference Methods for Criteria Pollutants

40CFR53 - Reference and Equivalent Methods Designation

Ambient Air Quality Surveillance: Appendix B - Quality Assurance Requirements for Prevention of Significant Deterioration (PSD) Air Monitoring

Ambient Monitoring Guidelines for Prevention of Significant Deterioration (PSD), U.S. EPA-450/4-87-007, May 1988.

Quality Assurance Handbook for Air Pollution Measurement Systems; Volume IV Meteorological Measurements, U.S. EPA-600/4-82-060, February 1983.

Quality Assurance Handbook for Air Pollution Measurement Systems; Volume I Principles. U.S. EPA-600/9-76-005., March 1976.

Quality Assurance Handbook for Air Pollution Measurement Systems; Volume II Ambient Air Specific Methods. U.S. EPA-600/4-77-027a. May 1977.

Following installation and start-up of the monitoring station, day-to-day operation and maintenance activities will be performed by a station operator. The station operator will make periodic visits to the station to ensure the proper operation of all monitoring systems, the replacement of particulate sampling filters and timely replacement of consumables. Periodic calibrations, including precision checks, will be performed at scheduled intervals. Operation and maintenance of the monitoring station will be documented through the use of a detailed check list, control charts to monitor daily instrument calibrations, and a station log to record narrative comments.

Remote interrogation of the monitoring system by telephone will also be performed on those weekdays when the station is not physically visited. This will permit the station operator to verify proper performance of the instruments and ensure that instrument calibrations are within acceptable limits.

Specific responsibilities for the station operator will include:

All routine operations of the monitoring station

Preventive and remedial maintenance of the air quality and meteorological instruments and data acquisition system

Maintaining the monitoring station's operation and maintenance logs

Documenting equipment and sensor downtime other than required for routine calibrations

Calibration of air quality and meteorological instruments

Completion of operator checklists and calibration forms

Checking error messages recorded by the data acquisition system

In addition to the routine station operation and maintenance activities, quarterly audits required by the PSD monitoring guidelines will be performed. Quarterly quality assurance audits, one for each monitoring quarter, will be conducted on all air quality and meteorological parameters.

8.0 DATA PROCESSING AND REPORTING

Processing of the data recorded by the data acquisition system will be performed using an IBM compatible PC and Odessa Engineering ENVICOM and ENVAID software. Data recorded by the data acquisition system will be transferred to the PC either by remotely interrogating the data acquisition system and uploading data stored in memory and/or the system's data cartridge, or by directly reading the data cartridge using an Odessa Engineering cartridge reader.

The data will be reviewed, verified and edited to ensure the recovery of as many 15-minute average values as possible. Where possible, missing data will be recovered from the data acquisition system printout. Invalid data will be flagged to ensure they are not used in the calculation of hourly-average values. Data will be adjusted to account for instrument zero drift. Instrument noise will be filtered by setting all values between -2 PPB and +2 PPB to zero.

The validated 15-minute average values will be used to calculate one-hour averages. A minimum of 75% (3 of the 4) valid 15-minute averages must be obtained to calculate a valid one-hour average. Monthly reports of hourly-average data and AIRES data files will be prepared from the hourly-average master data files. All averages will be calculated as block averages. A table of hourly-average data values for each parameter will be prepared on a monthly basis. A sample of the table of hourly average values is provided in Table 1.

TABLE 1

SAMPLE REPORT

AIR QUALITY MONITORING PROGRAM

Site

Location

Wind Speed, Hourly Scalar Average

Meters per Second (m/sec)

Month, Year

Date	Hour 0	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	Max Hour	24 hr Avg
1	5.7	5.3	5.4	5.7	5.7	6.0	6.1	6.8	7.5	7.2	8.2	8.4	8.9	9.1	8.1	8.4	8.8	7.9	8.0	7.1	6.8	7.4	7.5	7.7	9.1	7.2
2	7.3	7.1	6.9	6.4	5.8	6.3	5.7	7.0	7.5	8.0	7.5	7.2	6.9	7.7	8.2	8.1	8.6	8.1	7.8	6.5	6.1	5.1	6.0	6.8	8.6	7.0
3	7.4	5.8	6.0	5.1	4.7	5.1	6.3	7.4	7.3	7.7	8.2	8.2	8.1	8.2	7.9	8.5	8.2	9.1	7.5	8.0	7.0	7.2	6.1	5.0	9.1	7.1
4	3.9	3.3	3.2	3.6	5.6	5.0	5.8	6.0	6.0	7.2	7.9	8.4	8.2	7.2	7.4	7.8	7.5	8.0	7.4	6.5	6.4	5.8	5.1	4.9	8.4	6.2
5	4.9	4.0	5.0	4.4	3.6	4.0	4.9	5.7	6.3	6.4	6.1	6.3	6.3	6.4	6.4	6.3	5.7	5.1	4.5	3.8	4.0	4.6	4.5	4.5	6.4	5.2
6	4.5	5.3	5.7	5.4	4.2	4.6	4.9	3.6	4.6	6.3	6.3	6.3	5.7	5.8	6.0	5.8	5.8	5.8	6.0	5.8	6.0	6.4	6.8	6.0	6.8	5.6
7	6.0	4.7	4.3	5.3	5.0	5.4	5.1	5.0	7.3	8.5	6.5	6.5	7.1	7.4	6.7	6.5	6.5	6.8	6.5	6.4	6.8	6.0	5.8	5.6	8.5	6.2
8	6.3	5.8	5.0	6.5	6.1	5.6	5.0	5.4	5.4	8.7	7.0	7.7	6.9	7.1	6.5	7.0	7.4	7.8	6.5	5.3	5.0	4.5	3.5	3.9	7.8	6.0
9	3.9	3.9	4.0	4.4	3.8	3.6	3.6	4.5	5.3	6.8	7.0	7.0	5.7	5.7	5.7	6.1	6.4	5.3	4.9	4.4	4.3	5.1	4.7	5.3	7.0	5.1
10	5.6	5.8	6.4	6.7	5.4	5.0	5.1	5.4	5.1	6.1	6.0	6.1	5.7	5.8	6.4	6.4	6.1	6.0	5.3	4.7	5.3	5.7	5.4	5.4	6.7	5.7
11	5.1	5.0	4.6	5.1	5.7	5.7	6.4	6.4	6.9	7.2	6.5	5.7	5.4	4.7	5.0	4.3	5.4	5.8	5.0	5.3	5.7	5.8	7.2	6.7	7.2	5.7
12	7.0	6.3	6.4	5.4	4.9	4.2	4.3	4.7	6.0	6.0	6.9	5.3	5.0	5.1	6.1	4.3	4.4	4.3	4.0	4.9	5.6	6.4	5.4	4.6	7.0	5.3
13	3.9	4.9	4.0	4.7	5.1	5.7	5.8	6.1	5.4	6.0	6.0	6.3	6.1	6.7	6.7	5.7	5.7	6.0	5.0	5.1	5.1	5.0	4.7	5.1	6.7	5.5
14	3.9	4.0	4.9	4.9	5.0	4.6	5.3	5.8	5.8	6.4	6.5	6.1	6.1	6.8	6.1	6.8	6.5	6.7	6.9	6.9	7.4	7.4	6.7	6.0	7.4	6.0
15	5.3	5.1	5.3	5.6	5.8	5.4	5.3	6.1	7.2	8.0	8.5	8.2	7.7	7.7	7.3	7.1	7.4	6.7	5.8	5.1	5.1	6.4	5.8	5.8	8.5	6.4
16	5.7	4.9	4.7	4.6	5.6	5.8	5.7	5.8	5.3	5.8	5.8	6.1	6.9	8.8	8.1	7.3	6.7	6.5	4.7	5.3	5.8	6.7	6.3	5.0	8.8	6.0
17	6.0	6.5	7.0	6.7	6.8	6.7	6.5	7.3	6.7	6.8	7.8	7.2	6.1	6.3	7.0	7.8	6.7	6.5	5.7	6.3	5.8	6.0	6.1	6.5	7.8	6.6
18	6.5	6.3	6.4	6.5	6.1	6.4	7.3	8.1	9.7	9.3	9.9	10.7	8.9	8.8	9.3	9.9	9.1	8.5	8.1	6.0	6.1	6.1	6.4	6.8	10.7	8.1
19	6.7	6.5	6.3	5.7	5.8	6.1	5.7	7.4	8.1	7.5	8.1	8.7	8.6	9.1	8.8	8.7	6.9	6.7	6.4	6.1	5.0	4.2	5.0	6.3	9.1	6.9
20	5.8	5.3	5.3	5.1	5.8	5.7	5.1	4.9	6.1	7.3	7.7	8.5	8.4	8.4	8.4	8.2	8.4	7.3	6.9	7.4	6.1	6.1	6.3	6.5	8.5	6.7
21	6.1	6.8	7.7	7.4	7.1	6.8	6.9	8.0	7.8	6.3	5.3	5.3	3.3	3.2	3.0	3.8	6.1	5.8	6.1	6.1	5.6	5.7	6.3	6.1	8.0	5.9
22	5.8	6.0	6.3	6.3	5.6	4.9	5.0	5.0	5.7	7.0	6.3	5.0	5.1	5.7	5.4	5.3	4.6	5.1	5.8	4.9	3.6	4.3	4.7	5.3	7.0	5.4
23	4.0	4.3	4.3	4.2	4.7	4.7	4.6	5.3	5.7	5.3	5.8	5.4	5.4	5.1	5.4	6.0	5.8	5.8	6.0	5.1	5.6	4.9	4.7	4.6	6.0	5.1
24	5.0	4.9	4.6	4.5	4.2	3.9	3.9	4.7	6.1	8.1	7.7	8.6	8.4	7.7	7.5	7.8	7.1	5.7	5.0	5.0	3.2	2.6	1.9	3.0	8.6	5.5
25	2.5	2.6	2.6	3.0	3.9	5.0	5.4	5.8	5.7	6.7	7.3	7.0	7.5	7.5	7.4	6.7	6.5	5.8	6.0	5.4	5.3	5.7	6.0	5.7	7.5	5.5
26	5.4	5.7	5.6	5.7	6.1	6.1	5.7	6.1	6.0	6.5	6.8	7.1	6.7	6.4	6.5	6.1	6.1	6.4	5.4	5.4	5.8	5.7	6.1	6.0	7.1	6.1
27	6.0	6.0	5.3	5.4	5.3	4.9	4.7	6.0	6.4	7.1	6.8	7.1	6.4	6.3	6.0	6.3	6.7	6.1	5.0	4.7	4.7	5.4	6.1	5.8	7.1	5.9
28	6.1	5.8	5.0	5.0	4.4	5.0	5.3	5.7	7.0	7.3	7.5	7.8	8.1	7.8	8.0	7.7	8.0	7.4	7.4	7.1	7.0	6.8	6.8	6.4	8.1	6.7
29	6.3	5.7	5.8	7.2	7.9	7.4	7.7	8.0	7.8	6.8	7.5	7.5	7.4	7.4	7.3	7.1	6.5	6.4	6.1	5.6	5.4	5.1	5.3	6.4	8.0	6.7
30	6.8	6.8	6.3	6.3	6.0	5.6	5.4	5.3	5.8	6.4	6.7	7.0	6.8	7.0	6.7	6.0	6.1	5.7	4.7	3.8	3.9	3.2	2.9	3.3	7.0	5.6
31	3.5	3.5	3.3	3.5	3.3	3.5	3.5	4.6	5.3	6.1	6.4	6.3	6.5	5.8	6.1	6.3	6.2	6.3	5.4	5.7	5.7	5.7	5.8	5.6	6.5	5.4

Hourly values obtained 100 %

Daily values obtained 100 %

Maximum hourly average 10.7 m/sec

Maximum 24–hour average 8.1 m/sec

9.0 QUALITY CONTROL AND QUALITY ASSURANCE PROGRAM

A quality control and quality assurance program includes those activities which serve to ensure that the monitoring data recorded are accurate and valid. The quality control and assurance program will be designed so as to realize an average valid data capture rate of 80% and 90% for air quality and meteorological data, respectively, for the monitoring period.

9.1 Quality Control Program

The quality control program established for the air quality and meteorological monitoring will reflect the following considerations:

- Selection of the monitoring methods, instruments and data acquisition systems
- Installation of equipment and instrumentation
- Instrument calibrations
- Identifying control limits for the accuracy of instruments and respective corrective actions when limits are exceeded
- Preventive and remedial maintenance
- Recording and validating data
- Documentation of quality control procedures

The quality control program will meet or exceed the monitoring objectives and requirements of the DOH. The program shall minimize the loss of air quality and meteorological data due to malfunctions or out-of-control conditions.

A checklist will be developed and used by the station operator. The checklist will be completed at least twice weekly to ensure a thorough and complete review of the monitoring system's operation.

A station log will be maintained to document station visits, equipment malfunctions and corrective actions, instrument calibrations, and any activities or conditions which may impact the quality of recorded data. If during a site visit a major malfunction is detected, the operator will document the downtime in the station logbook. The operator then will investigate the cause of the malfunction and notify the Program Supervisor. For routine problems, the operator will initiate maintenance immediately. For more serious problems, the operator may require consultation with the Program Supervisor so that an appropriate plan of action can be initiated. The operator will have available the equipment and spare parts necessary to maintain the equipment and instrumentation used in the monitoring station.

The air quality instrumentation will be calibrated prior to installation. After installation, additional checks will be performed to verify instrument performance and accuracy. Meteorological instruments will be calibrated at the time of installation. Periodic checks to verify instrument performance will be performed following their installation.

The responsiveness of the air quality analyzers will be verified at zero and span points, which is 80 percent of the instruments full scale range, by an automatic calibration sequence controlled by the data acquisition system. Instrument adjustments will be performed as necessary to maintain zero and span values within defined limits.

In addition to the daily automatic calibration cycle, a precision check will be performed bi-weekly by challenging each air quality analyzer with zero and span point gas concentrations. Daily automatic calibration values and bi-weekly precision checks will be monitored using a control chart.

Multipoint calibrations will be performed on all instruments periodically, following instrument adjustments, and prior to (if possible) and following equipment maintenance activities.

Calibration of the meteorological equipment and data acquisition system will be performed using mechanical and electronic standards. The following calibration devices will be used:

Wind direction sensor linearity: Degree wheel

Wind speed sensor accuracy: Synchronous motors

Temperature: Precision resistors and NBS traceable thermometers

Precipitation: Calibrated syringe

Data acquisition system: Voltage, frequency, resistance standards and calibrated multimeters

Solar radiation: Certified collocated sensor

All data system printouts, chart recordings and logs will be reviewed at approximately weekly intervals by an environmental specialist to ensure data validity and accuracy. Data will be invalidated or adjusted as station operating documentation may recommend.

9.2 Quality Assurance Program

The monitoring system will be audited on a quarterly basis by an independent auditor. The auditor will conduct a system and performance audit of all air quality and meteorological monitoring equipment. The system audit will as a minimum evaluate siting, quality control procedures and documentation.

The performance audit will assess the accuracy of the air quality and meteorological instrumentation.

The audit equipment will be independent of the equipment used in the day-to-day operation and maintenance of the monitoring station. The air quality instruments and meteorological sensors will be checked using NBS-traceable standards and calibrated mechanical measurement devices.

UNIVERSITY RELEASE

RECEIVED
AUG 5 1992
Castle & Cooke Residential, Inc.

LC
AA

UNIVERSITY OF HAWAII

VICE PRESIDENT FOR FINANCE AND OPERATIONS

FAX Ty Kusao

July 31, 1992

Castle & Cooke Residential, Inc.
Attention: Mr. Wallace Miyahira
650 Iwilei Road
Honolulu, Hawaii 96817

Gentlemen:

The University understands that a condition of the Orders of the State Land Use Commission in Docket No. A87-609, approving the petitions of Castle & Cooke Residential, Inc. (formerly known as Mililani Town, Inc.) for the reclassifications of Phase I and Phase II lands of the Mililani Mauka project, reads as follows:

> "10. Areas designated by Petitioner for the University shall not be used for other purposes without prior Land Use Commission review and approval of the proposed alternative use or uses, unless the University of Hawaii notifies Petitioner not to locate at Mililani at the designated site."

The purpose of this letter is to inform you that the 100-acre site designated in the Mililani Mauka project for the proposed UH-West Oahu Campus is insufficient to meet projected University needs. Therefore, the University is unable to utilize the 100-acre site designated in the Mililani Mauka project.

The University is committed to the establishment of a new campus in the West Oahu area as that campus will greatly benefit the residents of the Leeward and Central Oahu communities and provide unique opportunities for the rest of the State. Hopefully, we will be successful in obtaining a site of sufficient acreage to meet our requirements.

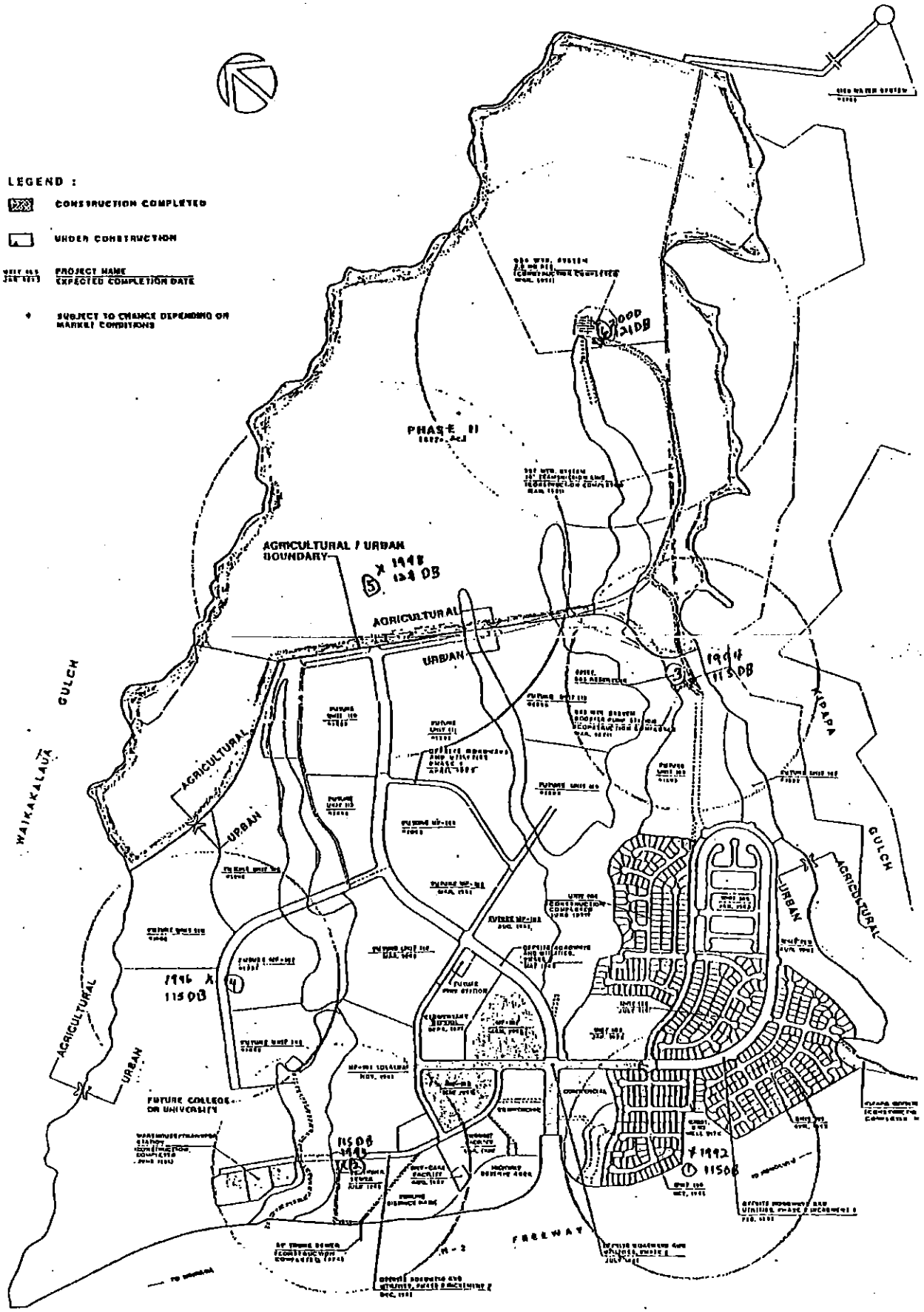
The continued support of the University by Castle and Cooke is much appreciated.

Sincerely,

Ralph T. Horii, Jr.
Vice President for Finance
and Operations

EXHIBIT "E"

2444 DOLE STREET • BACHMAN HALL • HONOLULU, HAWAII 96822 • TEL (808) 956-8903 • FAX (808) 956-9212
AN EQUAL OPPORTUNITY EMPLOYER / AFFIRMATIVE ACTION INSTITUTION



MILILANI MAUKA
DEVELOPMENT PLAN

SCALE IN FEET

APPENDIX "A"

EXHIBIT "F"

Castle & Cooke
Residential, Inc.
An Affiliate of Castle & Cooke Properties, Inc.

P.O. Box 2780, Honolulu, Hawaii 96803

AA

February 12, 1993

Mr. Rex D. Johnson
Director of Transportation
State of Hawaii
869 Punchbowl Street
Honolulu, Hawaii 96813-5097

Dear Mr. Johnson:

SUBJECT: Interstate Route H-2, HOV Lanes, Phase II
Mililani Interchange to Waipio Interchange
Federal-Aid Interstate Project No. IR-H2-1(27)

As directed in your letter HWY-DD 2.3966, dated October 7, 1992, enclosed is Castle & Cooke Residential, Inc.'s full deposit of $1,315,927.50 which represents one-half of the State's share of the construction cost for the above project.

Sincerely,

CASTLE & COOKE RESIDENTIAL, INC.

Wallace Miyahira
President

:jmk
encl.

cc: Mr. Albert Yamaguchi

650 Iwilei Road, Honolulu, Hawaii 96817 Telephone: (808) 548-4811 FAX: (808) 548-6090

EXHIBIT "G-1"

Castle & Cooke Residential, Inc.
M E M O R A N D U M

Date: October 20, 1992

To: Wally Miyahira

From: Alan K. Arakawa

Subject: **Transportation Improvements/Contributions**

As requested, following is a summary of costs associated with transportation improvements and contributions for Mililani Mauka.

Waipio Interchange	745,000
H-2 HOV Lanes Phase I	758,000
H-2 HOV Lanes Phase II	1,315,000
Mililani Interchange	
H-2 Traffic Signals	51,385
H-2 Southbound Signal	**303,149**
Northbound Ramps	**3,550,000**
Southbound Ramps	**4,014,000**
TOTAL	**10,736,534**

The figure does not include participation in LOTMA or the express bus. The figures in bold print are budget estimates while other figures are actual amounts.

cc: Larry Lum

EXHIBIT "G-2"

Castle & Cooke
Properties, Inc.

P.O. Box 2780, Honolulu, Hawaii 96803

October 21, 1992

Office of Solid Waste Management
Department of Health
State of Hawaii
5 Waterfront Plaza, Suite 250
500 Ala Moana Blvd.
Honolulu, Hawaii 96813

Attention: Mr. John D. Harder

SUBJECT: Mililani Mauka Zone Change Application

Thank you for meeting with me last week to discuss the comment from your office regarding the pending zone change application for Mililani Mauka.

Earlier this year, Castle & Cooke Residential, Inc. (CCRI) agreed to a condition imposed by the State Land Use Commission regarding solid waste diversion. The condition, included in the Decision and Order dated April 21, 1992 in Docket No. A87-607 which reclassified Phase II of Mililani Mauka from the Agricultural to the Urban District states:

> Petitioner shall coordinate with the State Department of Health and the City and County of Honolulu, Department of Public Works to provide areas for waste diversion facilities for the development within the development as provided for by Act 324, Session Laws of Hawaii 1991 or on lands controlled or owned by Petitioner or its affiliated companies.

The condition was intended to allow for some flexibility in locating such a waste diversion facility recognizing that the program had yet to be developed and implemented. Nonetheless, by way of this condition recorded at the Bureau of Conveyances, CCRI has made a commitment to participate in or contribute to the program. The subject zoning application covers an area entirely within Phase II of Mililani Mauka, and is therefore subject to this condition.

We expect that the program will include provisions for the source separation of recyclables in residential areas and for the collection of such materials by the City and County. Currently,

EXHIBIT "H-1"

our residential projects are designed to comply with City and County standards, and the City has agreed that public refuse collection is feasible under these circumstances. The intent is to minimize the burden to homeowners in the form of maintenance fees which would include fees for the private collection of recyclables should an isolated program be initiated. As most of the multifamily projects in Mililani Mauka, roughly half of the total number of units, are targeted toward the affordable market, maintenance fees must be considered along with the merits of solid waste recycling. If the City, in the program, provides for the collection of recyclables and develops applicable design standards, then such facilities will be incorporated into the designs of future residential projects without placing a burden on homeowners.

Based on the preceding, we respectfully request that the condition of zoning proposed by your office be retracted. A commitment to provide areas for waste diversion facilities has already been made for an area which includes the parcel under consideration, and the proposed condition would unnecessarily encumber the subject parcel by requiring that a facility be placed within the parcel. Further, we expect that other requirements included in the program will be imposed at other levels of the approval process such as at the subdivision or plan approval stages.

CCRI would be pleased to offer input in the development of the detailed program. We feel that a practical and cost effective implementation plan is essential to the success of the program and will ultimately benefit the community we are building. Should you wish to discuss this matter, please feel free to call me at 548-4869. Thank you.

Very truly yours,

CASTLE & COOKE RESIDENTIAL, INC.

Alan K. Arakawa, Manager
Planning and Engineering

cc: W. Miyahira, CCRI
L. Lum, CCRI

JOHN WAIHEE
GOVERNOR OF HAWAII

JOHN C. LEWIN, M.D.
DIRECTOR OF HEALTH

STATE OF HAWAII
DEPARTMENT OF HEALTH
ENVIRONMENTAL MANAGEMENT DIVISION
FIVE WATERFRONT PLAZA, SUITE 250
500 ALA MOANA BOULEVARD
HONOLULU, HAWAII 96813

In reply, please refer to:
EMD/SHW

S1111CM

November 13, 1992

Mr. Alan Arakawa
Castle & Cooke Properties, Inc.
P.O. Box 2780
Honolulu, HI 96803

Dear Mr. Arakawa:

I am forwarding to you a copy of our response to the City and County zoning change application for Mililani Mauka. It is my intention to clarify that while we do want to see a dedicated recycling facility within the overall development area, that it need not be included as a condition for rezoning for this phase of the project.

In addition, we have begun discussion with the City and County Recycling Office concerning specific spatial requirements for multifamily development and will be inviting you or a representative of your company to attend future meetings.

Please feel free to contact me at 586-4240 should you have any further questions.

Sincerely;

John D. Harder, Coordinator
Office of Solid Waste Management

Enc.

EXHIBIT "H-2"

JOHN WAIHEE
GOVERNOR OF HAWAII

JOHN C. LEWIN, M.D.
DIRECTOR OF HEALTH

STATE OF HAWAII
DEPARTMENT OF HEALTH
ENVIRONMENTAL MANAGEMENT DIVISION
FIVE WATERFRONT PLAZA, SUITE 250
500 ALA MOANA BOULEVARD
HONOLULU, HAWAII 96813

In reply, please refer to:
EMD / SHW
S1101CM

November 2, 1992

To: Art Bauckham, EPO

From: John Harder, OSWM

Re: Mililani Mauka Zone Change Application
92-375

The applicant has committed to the use of recycled materials (secondary resources) during construction , as recommended earlier by this office, but only "when economically feasible". The application does not address, in any detail, the requirement that functional space be provided to facilitate source separation of recyclables within the multi-family units which will be part of the development; but prefers to address these issues during the design phase. the homes and the community. While we would prefer a stronger commitment from the applicant, direct conversations with Mr. Alan Arakawa of Castle and Cooke Properties have indicated a willingness to maintain a dialogue with this office, and the City and County, in an effort to facilitate recycling and waste reduction efforts. Our office would be happy to provide additional information on the use of "glassphalt" and locally produced compost materials, and will be forming a technical work group in coordination with DBED and the City and County Recycling Office to develop architectural guidelines for material separation and storage needs in multi-family buildings.

Regarding the recommendation that the developer provide space within the project for a community recycling drop-off facility, following discussion with the applicant we feel that meeting the condition imposed by the State Land Use Commission (Decision and Order - 4/21/92 -docket No. A87-607) that the ...

> "Petitioner shall coordinate with the State Department of Health and the City and County of Honolulu, Department of Public Works to provide areas for waste diversion facilities for the development within the development as provided by Act 324, Session Laws of Hawaii 1991 or on lands controlled or owned by Petitioner or its affiliated companies."

would satisfy our concerns and that it is not necessary that the facility be located within this section of the development.

EXHIBIT "H-3"

The discussion of solid waste generation and disposal still cites that H-Power will be able to accommodate the additional 15,000 tons per year of waste generated by this portion of Mililani Mauka. In fact, the solid waste combustion facility is currently operating at capacity, and aggressive recycling efforts are necessary to reduce the volumes disposed of on Oahu in light of the impacts of new developments such as this one. We would recommend that all future developments include waste management plans within there development applications.

Should you have any further questions, please call Miss Carrie McCabe of the Office of Solid Waste Management at 586-4243.