BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAII

In the Matter of the Petition of ALOHA TOWER ASSOCIATES AND ALOHA TOWER DEVELOPMENT CORPORATION To Amend the Conservation Land Use District Boundary into the Urban Land Use District for Approximately 4.485 Acres at the Aloha Tower Area and Honolulu Harbor, Honolulu, Island of Oahu, State of Hawaii, Tax Map Key Nos.: 1-7-01: portion of 1, portion of 3, portion of 14, portion of 15; 2-1-01: portion of 1; 2-1-15: portion of 1, portion of 12, and including certain lands not covered by Tax Map designations	)	DOCKET NO. A91-673 ALOHA TOWER ASSOCIATES AND ALOHA TOWER DEVELOPMENT CORPORATION

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

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

ALOHA TOWER ASSOCIATES, a Hawaii general partnership, hereinafter sometimes referred to as "ATA", and ALOHA TOWER DEVELOPMENT CORPORATION, a public body corporate and politic and public instrumentality of the State of Hawaii, duly established and existing pursuant to Chapter 206J, Hawaii Revised Statutes ("HRS"), hereinafter sometimes referred to as "ATDC", (hereinafter referred jointly as "Petitioners") filed this petition on September 5, 1991, pursuant to Chapter 205, HRS, as amended, and the Hawaii Land Use Commission Rules, Title 15, Subtitle 3, Chapter 15, Hawaii Administrative Rules ("Commission Rules") as amended, to amend the Land Use District

Boundary to reclassify approximately 4.485 acres of land from the Conservation District to the Urban District at The Aloha Tower area and Honolulu Harbor, situate at Honolulu, Island of Oahu, State of Hawaii, identified by Tax Map Key Nos. 1-7-01: portion of 1, portion of 3, portion of 14, and portion of 15; 2-1-01: portion of 1; and 2-1-15: portion of 1 and portion of 12 and including certain parcels not covered by Tax Map designations (hereinafter "Property") to be made part of the redevelopment of the waterfront at Aloha Tower within that certain area defined in Chapter 206J, HRS, as the Aloha Tower complex. The Land Use Commission of the State of Hawaii (hereinafter "Commission"), having heard and examined the testimony, evidence and argument of counsel presented during the hearings, the Petitioners' Proposed Findings of Fact, Conclusions of Law, and Decision and Order, the parties' stipulation and exceptions filed thereto and Petitioners' responses to the exceptions does hereby make the following findings of fact and conclusions of law:

FINDINGS OF FACT

PROCEDURAL MATTERS

1. On September 5, 1991, Petitioners filed the Petition, together with a final environmental impact statement (hereinafter "Final EIS") made a part thereof, for reclassification of the Property from the Conservation District to the Urban District.

2. On October 8, 1991, Petitioner filed a First Amendment to Petition to clarify the locations of the parcels comprising the Property with respect to parcels described by Tax Map designations and to clarify also that the Property includes certain areas within Honolulu Harbor which are not identified by Tax Map designations. On December 3, 1991, Petitioners filed a Second Amendment to Petition to delete from the Petition references to Tax Map Key Nos. 1-7-01: portion of 2 and 2-1-15: portion of 11 which were inadvertently mentioned in describing the Property or portions thereof.

3. Under Chapter 206J, HRS, the redevelopment of the waterfront at Aloha Tower within the Aloha Tower complex is the responsibility of ATDC. The redevelopment involves the use of lands owned by the State of Hawaii. The Final EIS was prepared by ATDC pursuant to Chapter 343, HRS, and Chapter 200 of Title 11, Hawaii Administrative Rules, Department of Health, State of Hawaii, covering the proposed agency action for the redevelopment of the waterfront at Aloha Tower.

4. The Final EIS for the redevelopment of the waterfront at Aloha Tower was accepted by the accepting authority, John Waihee, Governor of the State of Hawaii.

5. Pursuant to Chapter 343, HRS, and Chapter 200 of Title 11, Hawaii Administrative Rules, aforesaid, the Commission met on September 19, 1991, and examined the Final EIS to determine whether Petitioners have satisfied the criteria and procedures for acceptance of a Final EIS and the

requirements of Section 11-200-23 of the Hawaii Administrative Rules for the purpose of the proposed action sought by the Petition.

6. By Findings Of Fact, Conclusions Of Law, And Decision And Order Accepting The Environmental Impact Statement For the State Land Use District Boundary Amendment dated October 7, 1991, the Commission accepted the Final EIS and accepted the Petition for filing as of September 19, 1991.

7. On November 19, 1991, the Commission conducted a prehearing conference on the Petition with all parties in attendance.

8. The Commission conducted hearings on the Petition on December 5 and 6, 1991, at Conference Rooms 322B and C, Third Floor, Kalanimoku Building, 1151 Punchbowl Street, Honolulu, Hawaii, pursuant to notice published on October 24, 1991, in the Honolulu Star Bulletin.

9. The Commission did not receive any request for intervention in the Petition.

10. Written testimony was received by the Commission in the form of a letter dated November 26, 1991 from the Chinatown Merchants Association by and through its Executive Director, Sun Hung Wong.

PETITIONERS' DEVELOPMENT RIGHTS

11. Petitioner ATA is a general partnership organized under the laws of Hawaii. The general partners of ATA are:

Aloha Tower Enterprise Hawaii Limited Partnership, a Maryland limited partnership, and

Aloha Tower Hawaiian Partners, a Hawaii limited partnership.

The general partner of Aloha Tower Enterprise Hawaii Limited Partnership is Aloha Tower Enterprise Hawaii, Inc., a Maryland corporation, and the limited partner is The Enterprise Development Co., a Maryland Corp. The general partner of Aloha Tower Hawaiian Partners is ATA, Inc., a Hawaii corporation, and the limited partners are Robert H. Gerell, George F. Hutton, Glenn K. Okada, U. J. Rainalter, Jr. and Peter S. Smith, all of whom are residents of the State of Hawaii.

12. Petitioner ATDC is a public body corporate and politic and a public instrumentality of the State of Hawaii established pursuant to Chapter 206J, HRS, for the purpose of undertaking the redevelopment of the Aloha Tower complex.

13. Pursuant to its powers under Chapter 206J, HRS, the Board of Directors of ATDC selected ATA as the designated developer of the project relating to the redevelopment of the Aloha Tower complex which is the subject of Chapter 206J, HRS. ATA contributed all of its right, title and interest in and to the development of the project to those certain five separate development entities affiliated to ATA ("ATA Component Partnership"), as follows:

ATA Piers 5 and 6 Limited Partnership,

ATA Piers 7, 8 and 9 Limited Partnership,

ATA Pier 10 Limited Partnership,

ATA Pier 11 Limited Partnership, and

ATA Piers 13 and 14 Limited Partnership.

The ATA Component Partnerships are all Hawaii limited partnerships, the ownership and control of each of which, in substance, are identical to the ownership and control of ATA.

14. ATDC has consented to the contribution by ATA of its development rights in the Aloha Tower Project to ATA Component Partnerships.

15. By agreement, the ATA Component Partnerships appointed ATA to enter into a Development Agreement with ATDC on behalf of the ATA Component Partnerships and to do and perform all acts necessary and proper relating to the redevelopment of the Aloha Tower complex.

16. On June 19, 1990, ATA entered into a Development Agreement as amended on September 28, 1990, October 18, 1990, October 29, 1990, November 29, 1990, January 14, 1991 and November 26, 1991.

DESCRIPTION OF THE PROPERTY

17. The Property consists of six parcels of submerged lands within the Aloha Tower complex at Honolulu Harbor, situate beyond certain pier faces. Parcel A (1.804 acres or 78,572 square feet) is situate along Piers 13 and 14; Parcel B (0.052 acre or 2,269 square feet) is situate near Pier 12; Parcel C (0.503 acre or 21,912 square feet) is situate along Piers 8, 9, 10 and 11; Parcel D (1.873 acres or 81,574 square

feet) is situate along Piers 5 and 6; and Parcel E (0.183 acre or 7,964 square feet) and Parcel F (0.070 acre or 3,047 square feet) are situate adjacent to Parcel D, beyond the Federal Project Line.

18. The Property is a part of the 22.4-acre, more or less, project area ("Project Area") designated for the redevelopment of the Aloha Tower complex at Honolulu Harbor.

19. Generally, the land around Honolulu Harbor is flat. The coastal plain, within which the harbor complex is located, ranges in elevation from 0 to 10 feet above sea level. Pier level on the site is approximately +7 feet above mean lower low water from Piers 6 to 9, and is approximately +8 feet above mean lower low water at Piers 13 and 14.

20. Prior to the dredging and filling of Honolulu Harbor, the shoreline area consisted of submerged coral reefs, mudflats, and islands of varying sizes, shapes and elevations. The seaward portion of the reef at Honolulu Harbor had lain submerged 2 to 6 feet below water at half-flood tide, but was dry at low tide.

21. According to the U.S. Soil Conservation Service, the soil of the Project Area is classified as Fill Land, mixed (FL). This soil type consists of material dredged from the ocean or hauled from nearby areas. The main part of the existing pier complex was produced by filling a shallow offshore area in 1857 with material from the walls of Honolulu

Fort which was dismantled in that year for this purpose. It is surmised that over time, due to heavy traffic in the area, the underlying materials have been consolidated.

22. According to the Flood Insurance Rate Map (FIRM), the Project Area is not within a special flood hazard zone. Classified as Zone X, the Project Area is "determined to be outside the 500-year flood plain."

23. Under the Honolulu Building Code, the seismic zone for Oahu is Zone 2A which acknowledges a greater seismic threat to buildings than Zone 1 which was the former classification. All structures in the Project Area must be designed to meet Zone 2A requirements.

24. Predicted water rise from a 100-year tsunami at a point 200-feet inland on the outer side of Sand Island is 3.8 feet. No flooding in the vicinity of Aloha Tower is predicted.

25. Temperatures in the area of the Property range from an average daily maximum of 79.9 degrees Fahrenheit to an average daily minimum of 70.7 degrees Fahrenheit. Northeasterly trade winds range from 8 to 18 mph. Average mean rainfall is 15.6 inches.

26. The State of Hawaii is the fee simple owner of the Property. The Board of Land and Natural Resources and the Department of Transportation of the State of Hawaii have, insofar as their interests in the Property are concerned, authorized Petitioners to file the Petition.

PROPOSAL FOR THE DEVELOPMENT

27. The Property is a portion of the Project Area designated for the redevelopment of "The Waterfront At Aloha Tower" ("Aloha Tower Project").

28. The Aloha Tower Project proposes to integrate cruise ship and intra-island vessel terminal facilities with hotel, office, retail, restaurant, and residential uses. These proposed uses are intended to create a distinctive terminus for the Fort Street Mall which will be extended through the project as a roadway to connect Downtown Honolulu with the water's edge.

29. Specific development components proposed include: the Honolulu Harborside condominiums at Piers 13 and 14 with maritime facilities at pier level; Honolulu Fort Historic Park at Pier 12; the One Aloha Tower Office Complex at Pier 11; the Aloha Tower Hotel, and an international cruise ship terminal at Piers 10 and 11; a refurbished and beautified Aloha Tower; Aloha Tower Marketplace retail and office space at Piers 8 and 9 with maritime improvements at the pier fronts; the Pedestrian Promenade extending from Piers 5 to 14 with retail emphasis between Piers 6 and 9; and the Maritime Building and Passenger Terminal with commercial and governmental offices at Piers 5 and 6.

30. Petitioners propose to develop the Property as an integral part of the development of the Aloha Tower Project in accordance with the development plan for the Project Area as approved by ATDC pursuant to Chapter 206J, HRS. Parcel A will

be developed with Piers 13 and 14 as the site of the twin towers of the proposed Honolulu Harborside Condominium. Parcel B will be developed with the Pier 12 area as the site for the Honolulu Fort Historic Park. Parcel C will be developed to accommodate the market place development and the Aloha Tower improvements to be within the area bordered by Piers 8, 9, 10 and 11. Parcels D, E and F will be developed to extend Piers 5 and 6 to accommodate a new Maritime Building and Passenger Terminal.

31. The overriding objective of the Aloha Tower Project development design is the preservation of Aloha Tower as the dominant symbol of the waterfront at Honolulu Harbor.

32. The estimated cost of developing the Aloha Tower Project is approximately $750 million to $800 million in 1990 dollars. The source of funding will be through ATA and its financial partners C. Itoh and Company Limited and the Mitsui Trust and Banking Company, Limited.

33. ATA is responsible for the construction of the project facilities, and the operation and maintenance of these facilities pursuant to the Development Agreement between Petitioners ATA and ATDC.

34. Petitioner ATA proposes to begin construction of Phase I of the Aloha Tower Project by the middle of 1992. Phase I will cover the development of the market place and a cruise terminal. The Development Agreement calls for all components to be completed by the end of 1998.

35. Geotechnical analysis of the subsurface soil condition of Honolulu Harbor was conducted by ATA. Test borings were made at selected locations within the harbor off Piers 5 to 14.

36. Historically, dredging activity had, at one time, occurred to create, between Piers 5 and 6, a channel which has since been filled to form what is now the Piers 5 and 6 peninsula. The dredging had caused the destruction of the coral shelf in the area of the Piers 5 and 6 peninsula. Without the coral shelf, the next bearing strata at a deeper level must be sought to support the proposed structures at Piers 5 and 6. The farther seaward development is sought, the deeper the location of the bearing strata. At the seaward end of the proposed Piers 5 and 6, a bearing strata could not be located at a depth of 220 feet.

37. The extreme depth of the bearing strata to support the structures for the seaward end of the extension proposed for Piers 5 and 6 indicates unanticipated engineering problems and uncertain additional costs. Because of this subsurface soil condition, ATA has apprised the Commission of ATA's intent to submit a proposal to ATDC for the modification of development of Piers 5 and 6. Any modification of the development plans for the piers requires the submission of the proposal to the ATDC which would be required to conduct full chapter 91 proceedings to consider the modifications and to

approve amendments to the master development plan and master lease. Until a proposal is formally submitted by ATA to ATDC, the matter of the proposal remains a conjecture.

PETITIONER ATA'S FINANCIAL CAPABILITY TO UNDERTAKE THE PROPOSED DEVELOPMENT

38. Statements of Financial Condition of Petitioner ATA includes a Balance Sheet as of June 30, 1991, which reflects total cash of $607,619.25; total receivables $1,100.88; total prepaid expenses of $0; total work in process of $18,996,723.82; total investments of $0; total fixed assets of $518,039.67; and total other assets of $61,068.65; for total assets of $20,184,552.27. Liabilities as shown on the Balance Sheet are total accounts payable and S-T notes of $2,928,378.03; total accrued expenses and payroll liabilities of $183,031.00; total long-term debt of $0; total other liabilities of $16,846,173.89; for total liabilities of $19,957,582.92. Total partners' equity is shown as $226,969.35.

39. Pursuant to §15-15-50(c)(8) of the State Land Use Commission Rules, Petitioner ATDC, as an agency of the State, is exempt from the requirement of submitting a statement of financial condition.

STATE AND COUNTY PLANS AND PROGRAM

40. The Property consisting of approximately 4.485 acres of submerged land is currently in the State Conservation Land Use District as reflected on State Land Use District Map O-13, Honolulu.

41. The Aloha Tower Project will not be fully consistent with the City and County of Honolulu Development Plans and zoning inasmuch as the proposed land uses and specific design requirements, including building heights and densities for the hotel and condominium structures, will exceed permitted uses and established limits.

42. Under §206J-7, HRS, ATDC is authorized to adopt development rules, which upon final adoption of a development plan for the Aloha Tower Project, shall supersede all other inconsistent ordinances relating to the use, zoning, planning, and development of land and construction within the Project Area.

43. Pursuant to its authority, ATDC has adopted the Aloha Tower Project Area Plan and the Project Area Rules which govern the development of the Aloha Tower Project.

NEED FOR THE PROPOSED DEVELOPMENT

44. The Hawaii State Legislature enunciated the policy and need for the Aloha Tower Project in its declaration of findings for the enactment of Act 236, Session Laws of Hawaii, 1981, now codified as Chapter 206J, HRS, which established ATDC "for the purpose of undertaking the redevelopment of the Aloha Tower complex to strengthen the international economic base of the community in trade activities, to enhance the beautification of the waterfront, and in conjunction with the department of transportation, to better serve modern maritime uses, and to provide for public

access and use of the waterfront property. Properly developed, the Aloha Tower complex will further serve as a stimulant to the commercial activities of the downtown business community and help transform the waterfront into a 'people place'".

45. As an integral part of the Aloha Tower Project, the Property and the reclassification proposed therefor are essential to the Aloha Tower Project to accommodate the needs of the State Department of Transportation.

IMPACTS UPON RESOURCES OF THE AREA

Marine and Coastal Resources

46. A marine environmental assessment was conducted by Oceanit Laboratories, Inc.

47. Honolulu Harbor was created by dredging the drainage basins of Kapalama and Nuuanu Streams. The dredged material was used to construct Sand Island which provides protection from the open ocean making Honolulu Harbor secure in most weather conditions.

48. Marine life is neither abundant nor diverse in most areas of Honolulu Harbor. Fish and fauna under and around most of the piers are limited. Alterations to the harbor through dredge and fill operations have left little of the original biofauna intact.

49. Areas of relatively abundant sea life include the area along the sea-wall extending from the base of Pier 8, at Hawaiian Electric Company's (HECO's) cooling water inlet to Pier 7, where HECO's discharge outlet is located, and the rock

revetment surrounding Piers 5 and 6. Most of the 47 species of fish and 12 species of coral identified in the harbor can be found in these areas.

50. There have been no rare, endangered, or threatened species identified within or near the Project Area.

51. Short-term marine impacts are anticipated to result from construction activities. Dewatering during construction may impact nearby corals and marine life. Excavation and dredging during construction may generate airborne dust and fine sediments, which will increase the turbidity of harbor waters.

52. Impacts from dewatering activities and impacts from silt and turbidity plumes can be mitigated by a process utilizing a "flexible pipe diffuser" which is a ten-foot diameter fabric pipe with stiffening ribs constructed to hang in the harbor waters in the area of construction. The turbid water containing silt is pumped into the flexible pipe diffuser through the bottom from a 10-inch diameter pipe at a relatively low velocity such that the fines tend to remain and collect at the bottom. By the time the turbidity plume rises to the surface, it has been diluted many times and loses any measurable trace of silt and turbidity.

53. The conventional method to control impacts from silt and turbidity plumes by placement of a large silt curtain in the harbor waters presents a potential navigational hazard in a working harbor such as Honolulu Harbor. The flexible pipe

diffuser is an alternative process in lieu of a silt curtain to contain the silt and turbidity plumes generated by the construction activities.

54. An objective of the Hawaii Coastal Zone Management (CZM) Program is to protect valuable coastal ecosystems from disruption and to minimize adverse impacts on all coastal ecosystems. Petitioner ATA has represented that it will develop and implement a program to monitor adverse impacts on water quality, nearby corals and marine life in conjunction with the State Department of Health, and shall submit the final monitoring program to the Office of State Planning, CZM Branch for review.

55. Shoreline construction is occasionally associated with outbreaks of a fish poison known as ciguatera. Results of a ciguatera sampling study show that there is a low level, well below the cautionary level set by the Department of Health, of ciguatoxin in the harbor fish population. Potential impacts of toxin build-up from the construction activities can be addressed by periodic monitoring.

Recreational Resources

56. An objective of the Hawaii CZM Program is to provide coastal recreational opportunities accessible to the public.

57. Piers 5 and 6 are popular recreational fishing sites.

58. The development of the Aloha Tower Project may affect access to Piers 5 and 6 but the overall pedestrian accessibility to Piers 8 and 9 which will be improved by the development of the festival marketplace may serve to enhance recreational fishing activities.

59. Petitioners represent that they will allow public recreational fishing where appropriate as regulated by the State Department of Transportation.

Historical and Archaeological Resources

60. A historical assessment of the Project Area was conducted by Paul H. Rosendahl, Ph.D., Inc.

61. The entire Project Area sits on historic period fill which has been placed over an area once submerged. There are no intact prehistoric remains in the area, or if there are such remains, they are subsurface and have been brought in with the fill.

62. The only historically significant structures in the Project Area are Aloha Tower and its associated grounds, and Piers 8-11. The historical and cultural significance of Aloha Tower is well established. It has been placed on historical registers, and current development plans make it the focal point of the waterfront area.

63. Piers 8-11 are over 50 years old and provide a link to Hawaii's past, primarily through their architecture. The present plans for the Aloha Tower Project include incorporating a replica of the facade of Pier 11 into the

overall project design as adequate mitigation for the significance of the principal architectural elements of Piers 8-11.

Groundwater Resources

64. Oahu's south central coast, geographically referred to as the Honolulu plain, is underlain by a broad elevated coral reef which has been partly covered by alluvium carried down from the mountains. The interface between upper sedimentary layers and the underlying basalt constitutes a zone of low permeability known as caprock.

65. The caprock extends along the coastline about 800 to 900 feet below sea level, forming an impervious zone which prevents the downward flow of nonpotable brackish water containing high nutrient and salt concentrations from reaching the basaltic aquifers which provide Oahu's water supply.

66. The caprock prevents the seaward movement of potable water from the basaltic aquifers, and the width and thickness of the caprock suggests that the basal potable water supply will be relatively unaffected by modifications along the coastline.

Flora and Fauna

67. Generally, the Project Area, like its surrounding area, is a highly altered urban environment, providing little habitat for any terrestrial flora and fauna. The only major vegetation on the Project Area is located at Irwin Memorial

Park. There are approximately 15 Monkeypod trees (Samanea Saman), 27 Coconut trees (Cocos nucifera), and two Banyan trees (Ficus var.) at Irwin Memorial Park.

68. Because of the highly urbanized location and exotic vegetation, it is highly unlikely that the Project Area is a habitat for native Hawaiian or endangered avifauna. A few indigenous or migratory birds may occasionally be seen flying in the immediate Project Area. Those species presumed to inhabit the Project Area are common to urban areas and may include: Common Mynah, House finch, Barred dove, House sparrow, Brazilian cardinal, Spotted dove and pigeon.

69. Irwin Memorial Park will continue to remain as a park.

ENVIRONMENTAL QUALITY

Coastal Water Quality

70. The waters of Honolulu Harbor are designated Class A. The objective of Class A waters is that their use for "recreational purposes and aesthetic enjoyment be protected." These waters should not act as receiving waters for any discharge that has not received the appropriate degree of treatment or control compatible with the criteria established for this class.

71. The harbor receives freshwater input from two primary sources, Kapalama Stream and Nuuanu Stream. These are major sources of organic matter, nutrients, and sediments of

the harbor. Both streams run through extensive housing and light industrial districts and are probably a source of intermittent pollutants from industrial waste and urban runoff. Other freshwater and associated pollutant inputs to the harbor occur from direct runoff and through numerous small storm drain, roof gutter, and parking lot drainage outlets.

72. As harbors go, Honolulu Harbor is a clean harbor. The harbor is in relatively good condition during the summer season, and falls within State Department of Health water quality standards. However, historical data reveal times when standards were exceeded, especially for fecal coliform bacteria. Additionally, ship activities and stream discharge typically cause turbidity plumes that last from hours to weeks.

73. Honolulu Harbor is an "Artificial basin" which is defined as a dredged or quarried channel harbor, or harbor-associated submerged structures. Landfill, reclamation and construction of navigational structures which may affect the harbor's marine bottom ecosystem may be allowed upon securing approval in writing from the director of health pursuant to standards established in Chapter 342-D, HRS.

View Planes and Visual Impacts

74. The proposed Aloha Tower Project will feature an architectural theme that is reminiscent of a classic style characterizing the historic Aloha Tower area of the waterfront. Medium and low-rise structures done in this style

throughout the development will provide an appealing visual transition from the neighboring high rises in the central business district to the plazas and other open spaces around Aloha Tower, whose historic prominence on the waterfront is enhanced.

75. The proposed high-rise office building and condominium towers are located at the mauka end of the Project Area toward the high-rise type of structures within the central core of Downtown Honolulu and away from Aloha Tower, thereby accentuating Aloha Tower as the dominant visual symbol for the entire waterfront.

76. Views of the downtown area from elevated mauka vantage points such as Punchbowl, Tantalus and Pali Highway will not be affected since existing high rise buildings in downtown will obscure most of the project. Although the proposed high rise structures will be 50 feet taller than the tallest surrounding buildings, the 14 percent difference in height will have minimal visual impact.

77. Views along the waterfront will be changed by the proposed development, with new structures blending historic architecture in a setting of open space and landscaping. Important view channels long hidden will be restored and enhanced for the public to enjoy. Changes in view planes and visual impacts along the waterfront include the following:

a. The proposed Maritime Building and Passenger Terminal at Piers 5 and 6 will reduce a portion of the open

space currently used as a parking lot in this area. On the other hand, the classic styling of the proposed building together with the generous fronting open space, which will extend through the restored Ala Moana Mini Park, will enhance the overall visual appeal of the area.

b. Removal of the ramp over Pier 7 will open ocean vistas down Bishop Street, with views of the Maritime Museum, Falls of Clyde and the plaza fronting Pier 8.

c. At Irwin Park, removal of vehicular parking and implementation of landscaping improvements will provide scenic open space at the entrance to the Aloha Tower Marketplace.

d. Down Fort Street, views would be opened up, and the refurbished Aloha Tower will continue to be the prominent landmark but greatly enhanced with the restoration of long hidden arches and a broad surrounding plaza providing an ocean backdrop.

78. From the Chinatown area, the condominium towers at Piers 13 and 14 will appear prominent in the makai direction. The prominence of the condominium towers will be reduced by the new high rise developments of the Chinatown Gateway and the Harbor Court buildings. The Chinatown Merchants Association commented that "the high-rise buildings at piers 13 and 14 are at the edge of Chinatown and are compatible with other high rise buildings that ring Chinatown mauka of Beretania Street and Diamond Head of Nuuanu Avenue."

79. Along Nimitz Highway, west of the project, the proposed office and condominium buildings will add to the Downtown/Waterfront skyline. On-going and proposed developments in Downtown, including the Harbor Court condominiums at Nimitz and Nuuanu, will continue to fill in this skyline.

Air Quality

80. An air quality study for the Aloha Tower Project was conducted by Barry D. Neal & Associates.

81. Air quality in the vicinity of the Project Area is mostly affected by emissions from vehicular, industrial and/or natural sources as follows:

a. Nimitz Highway adjacent to the Project Area is a major arterial roadway that carries heavy volumes of traffic. Emissions from motor vehicles tend to be carried over the Project Area by the prevailing winds.

b. Adjacent to the Project Area is the Hawaiian Electric Company (HECO) power plant. Emissions from the two chimneys of this facility may presently affect the air quality of the area.

c. Natural sources of air pollution affecting the air quality of the Project Area include ocean spray, plant pollens, wind-blown dust and emissions from distant volcanoes.

82. The State Department of Health operates a network of air quality monitoring stations located at various sites around Oahu and statewide. Based on data from these stations,

it appears that all of the national and State of Hawaii Ambient Air Quality Standards (AAQS) for particulate matter, sulfur dioxide, nitrogen dioxide and lead are currently being met at the Project Area. The ozone AAQS has not been exceeded during the past four years at the Sand Island monitoring station. State AAQS for carbon monoxide in urban Honolulu may be exceeded at a rate of one or three times per year in traffic congested areas during worst case conditions.

83. Short-term impacts on air quality could potentially result primarily from fugitive dust caused by demolition work, vehicular movement, and soil excavation. Adequate fugitive dust control can be effected by a frequent watering program. Using wind screens and limiting the area to be disturbed at any given time are additional control measures. The State of Hawaii Air Pollution Control Regulations also prohibit visible emissions of fugitive dust from construction activities at the property line.

84. The primary long-term air pollution impact from the Aloha Tower Project will arise from the increased motor vehicle traffic associated with the project. Based on mathematical modeling of projected vehicular traffic and on atmospheric dispersion estimates of vehicular emissions conducted by Petitioners' consultant Barry D. Neal & Associates, it is predicted that with the proposed project, carbon monoxide concentrations along roadways in the project

vicinity will be unavoidably higher compared to the without project case, but concentrations will be about the same or lower than existing levels.

85. With or without the project, worst-case concentrations should remain within the national 1-hour ambient air quality standard set by the U.S. Environmental Protection Agency. The U.S. EPA 8-hour standard for carbon monoxide, however, may be exceeded occasionally near the intersections of Nimitz Highway at Bethel Street and Nimitz Highway at Richards Street with the project in the year 1995.

86. The more stringent State of Hawaii ambient air quality standards for carbon monoxide may presently be exceeded at times. In the year 1995, this is projected to occur at several locations in the study area, with or without the project.

87. Some mitigative considerations for traffic related air pollution are as follows:

a. Implementation of roadway and traffic improvements as part of the project designed to move traffic efficiently through the Project Area and adjacent locations will reduce traffic and vehicular emissions.

b. Reducing traffic by mass transit, car pooling, and staggered business hours could mitigate vehicular emissions.

c. By the year 1995, carbon monoxide emissions are expected to be about 30 percent less than present due to

the replacement of older vehicles with newer models with more efficient emission control devices.

Aural Quality

88. An environmental noise assessment for the Aloha Tower Project was conducted by Darby & Associates, acoustical consultants.

89. The existing noise environment at the Project Area is characteristic of an urban setting. Noise sources include traffic along Nimitz Highway, harbor operations, the HECO power plant, and aircraft using Honolulu International Airport and Hickam Air Force Base.

90. Existing background noise levels at and near the Project Area were typically 55 to 65 dBA during the daytime. The main noise sources were traffic on Nimitz Highway and aircraft operations associated with Honolulu International Airport and Hickam Air Force Base. The Project Area exposure to aircraft noise is typically 59 to 62 dBA Ldn. Overall noise level from all sources is estimated to be in a range of 63 to 74 dBA Ldn near Nimitz Highway.

91. The U.S. Department of Housing and Urban Development (HUD) guidelines specify that residential and other noise sensitive developments can be constructed without special noise control measures in areas subjected to noise exposure levels of 65 Ldn. HUD also has a design goal of Ldn 45 or less for the interior spaces of dwelling units. The State

Department of Transportation stipulates a maximum aircraft noise exposure of 60 Ldn for residential buildings in Hawaii.

92. Due to the high ambient noise levels at the Project Area, proposed noise-sensitive buildings, including the condominiums and hotels, will require noise attenuating treatment. To meet the HUD interior design goal of 45 Ldn or less for dwelling units, heavy monolithic or laminated glass windows, or acoustically double glazed windows could be used. These buildings would also be air conditioned, allowing windows to be kept closed for noise reduction.

93. Based on projections of future (1995) traffic volumes with and without the project, increase in noise levels due to project-generated traffic was estimated to be 2dB or less which is not considered a significant increase.

94. Federal requirement to replace phase two aircraft with the quieter phase three aircraft by around 1997 will mitigate aircraft noise impacts.

95. As HECO currently plans to close down the power plant facility around 1994-1995 with no intent to replace it, the noise from the facility will be eliminated.

ADEQUACY OF PUBLIC SERVICES AND FACILITIES

Transportation Facilities

96. A traffic study assessing existing vehicular traffic in the Downtown area was conducted for the project by Barton-Aschman Associates, Inc. The scope and method of the

study was developed in consultation with the State Department of Transportation and the City and County Department of Transportation Services.

97. Under the traffic study, thirty-seven intersections were assessed for weekday conditions and 17 for weekend conditions. These intersections lie along Vineyard Boulevard, Beretania Street, Nimitz Highway and Ala Moana Boulevard. Vineyard Boulevard and Beretania Street are the primary corridors for vehicles commuting to and from the Downtown area. Nimitz Highway and Ala Moana Boulevard also serve as major distributors of traffic to the Downtown area and carry heavy volumes during both peak hours. Saturday traffic flow in Downtown is generally good.

98. Mitigation measures have been recommended for all of the intersections where the project has a significant traffic impact. While the improvements to intersections along Nimitz Highway immediately adjacent to the Project Area would be implemented by Petitioners as part of the project, the remaining intersections are not in the immediate area of the project and the recommended improvements are not part of the project to be implemented by Petitioners.

99. At most locations where a significant impact occurs, restriping, signage and peak-hour parking prohibition would serve as a mitigation measure. At several intersections, the addition of a single lane would be necessary and could

possibly require some right-of-way acquisition and minor reconstruction of sidewalk and curb facilities. At the remaining locations, mitigation measures could require additional right-of-way construction of new sections of roadway.

100. At the time of the submittal of the proposed traffic plan and report to the State Department of Transportation for its review, it was believed that the intersection of Richards Street and Nimitz Highway could not be mitigated because the width of the right of way could not accommodate any more capacity. Since then, Barton-Aschman Associates, Inc. was able to propose mitigation measures to address that intersection which are currently under review by the State Department of Transportation.

101. Criteria for determining if a project has a significant traffic impact for which mitigation measures must be investigated have been established based on traffic impact study guidelines used in various other cities. Generally, the criteria are as follows: if the level-of-service (LOS) without the project is E or F and the volume/capacity (V/C) ratio changes less than 0.030, the project's traffic impacts are considered insignificant. However, if the V/C ratio change is greater than 0.030, then mitigation measures which will reduce the V/C ratio change to less than 0.030 must be identified. If the LOS with the project is D or better, then no mitigation measures need to be identified. The criteria have been used on

several traffic impact studies reviewed and accepted by the City Department of Transportation Services over the past two years.

102. The City and County of Honolulu mass transit bus system serves the Aloha Tower waterfront area along Nimitz Highway. Bus Routes 55, 56 and 57 provide service in both the Koko Head and Ewa directions. Bus routes 19 and 20 only stop at Aloha Tower on their way to the Honolulu International Airport from the Ala Moana Shopping Center.

103. Future potential mass transit systems include the Honolulu Rapid Transit System and the Oahu Intra-island Ferry System. Out of the six full-corridor proposed alternatives for the Honolulu Rapid Transit system, four are along Nimitz Highway, fronting the Aloha Tower Project. Two of these routes propose a Nimitz/Fort station at Irwin Park while the other two routes propose a Nimitz/Richards station in front of Piers 5 and 6. A terminal for the Oahu Intra-island Ferry System is planned at Pier 8. A support facility for ferry operations is planned at Piers 13 and 14.

Water Service

104. The water requirements for the Aloha Tower Project will be approximately 325,000 gallons per day (gpd) which is an increase of about 200,000 gpd above the estimated 125,000 gpd currently needed for existing uses in the Project Area.

105. Water for the Project Area will be provided through City and County Board of Water Supply facilities. Inasmuch as the project is sponsored by the State, by and through ATDC, the Board had indicated that an allocation of water supply from the State to the Board will be required based on anticipated project demands. An allocation shall be sought by Petitioners from the State Department of Land and Natural Resources which is responsible for developing water resources for the State.

106. Water from the Project Area can be provided by the City and County Board of Water Supply through a network of lines serving the entire Downtown area. A 12-inch main runs through the Project Area along Nimitz Highway, down Fort Street and along Ala Moana Boulevard.

107. Petitioners are having a water master plan prepared for the project for submittal to the Board of Water Supply, the subject of which is under current negotiation with the Board.

Wastewater Disposal

108. Piers 8 through 14, as well as areas mauka of the Project Area, are presently served by a 28-inch sewer line which conveys flow in the Diamond Head direction along Nimitz Highway. The line increases in diameter to 32 inches at the intersection of Alakea Street, proceeds makai along Richards Street, and then Diamond Head along Ala Moana Boulevard.

Ultimately, sewage is conveyed to the Sand Island Sewage Treatment Plant.

109. The project will increase sewage discharge in the Project Area. The City and County of Honolulu has plans to install sewer lines in Nimitz Highway from River Street to Richards Street to upgrade sewer service in the area.

110. The City Department of Public Works has indicated that a further relief sewer line from Richards Street to Ala Moana pumping station may be necessary to accommodate project flows. Petitioners, through their consultant, are assisting the City in facilitating the formulation of a capital improvement project for such a relief sewer line.

111. Specific sewage disposal requirements will be determined after discussion with the City Department of Public Works during the designing of the project.

Drainage

112. Surface runoff from Piers 5 and 6 and from portions of the streets within the Project Area are collected at catch basins and discharged into Honolulu Harbor at these locations: between Piers 6 and 7, via two 18-inch outlets and one 4.5 foot by 3 foot box culvert; under Piers 5 and 6 via a 30-inch outlet; Nimitz Highway near the mauka-ewa corner of Pier 11 via a 30-inch outlet; at Pier 10-11 bulkhead via a 24-inch outlet; and between Pier 7 and Pier 8 via an 18-inch outlet and a 24-inch outlet. Roof and floor runoff from the

existing Pier 8-11 structures is carried in underground drains through the bulkhead wall into the harbor at various locations around the periphery of the piers.

113. The basic drainage system of Downtown Honolulu was constructed around 40 to 60 years ago under standards many of which are considered substandard today.

114. Extensive coordination with the City Department of Public Works will be required to assure that adequate facilities are provided for the project as well as to accommodate existing runoff from mauka areas. Some rerouting of existing drainage lines may be necessary. A drainage study will be prepared for the project to determine the drainage improvements required.

115. Under the Waterfront Master Plan, all drainage systems for the State projects on the makai side of Nimitz Highway which enter the ocean would be upgraded to standard.

Police and Fire Protection

116. The Project Area is located within the Honolulu Metropolitan Police District I which extends from Hawaii Kai to Pearl City. District I headquarters are currently located in Pawaa, but will be relocated to a facility on Alapai Street between Beretania and King Streets where the bus depot was located. Relocation will place the station closer to the Project Area after its completion in 1991. A Downtown substation has recently been established in Nuuanu Avenue and Hotel Street, about three blocks mauka from Piers 13 and 14.

117. With the advent of the Aloha Tower Project, it is anticipated that the increased mixed-use activities in the area may require more security and nighttime surveillance. Within the Project Area, this function will be provided through a private security service.

118. Fire protection services are available at the Central Fire Station, located at the intersection of Beretania and Fort Streets. Pier 15 houses the Honolulu Harbor Fireboat Station.

Medical and Emergency Facilities

119. Major medical facilities located near the Project Area are the Queen's Medical Center at the corner of Beretania and Punchbowl Streets, and Straub Clinic and Hospital, Inc. at King Street and Ward Avenue. Both facilities are located within one-half mile east of the Project Area. Emergency services are available at both medical facilities.

Electrical and Telephone Services

120. Electricity and telephone services will be available for the project. A substation may be required in the vicinity of the Project Area.

Schools

121. Primary and Secondary schools to service the Project Area are located in or near the Downtown area. Royal Elementary is located on Queen Emma Street, just makai of the H-1 freeway. Central Intermediate School is located on the block bounded by Pali Highway, Kukui Street, Queen Emma Street,

and Vineyard Boulevard. McKinley High School is on the corner of King and Pensacola Streets, adjacent to the Neal Blaisdell Center.

Recreation

122. For the number of people in the Downtown area, there is a shortage of active recreational parks. In recognition of the shortage of active recreational facilities in the proximity of the Project Area, the Petitioner ATA intends to provide private recreational amenities, including a swimming pool and health club for hotel guests and office tenants at Piers 10 and 11, and similar amenities at Piers 13 and 14 for the condominium towers.

123. Project related demand for active recreational opportunities which are not satisfied within the Project Area may increase demand on public parks. With the conversion of Pier 12 and the parking lot at Irwin Park into parks, the Aloha Tower project will add 109,097 square feet of park space within its boundaries.

CONFORMANCE WITH STATE LAND USE DISTRICT STANDARDS

124. The Property is contiguous to existing harbor fast lands which are in the Urban District.

125. The Property is proposed as a part of the Aloha Tower Project for the redevelopment of the waterfront at Aloha Tower.

126. The Project Area, of which the Property is a part, is adjacent to and a part of the trading and employment

centers of Downtown Honolulu where most basic services presently exist.

127. The Project Area is not within an identified flood or natural hazard area, nor is it a habitat for known endangered species.

CONFORMANCE WITH THE HAWAII STATE PLAN

128. The Aloha Tower Project conforms to the Hawaii State Plan, Chapter 226, HRS, as amended, with respect to the following goals, policies and objectives:

a. Transportation:

> "Provide for improved accessibility to shipping, docking, and storage facilities." §226-17(b)(4)
>
> "Increase the capacities of airport and harbor systems and support facilities to effectively accommodate transhipment and storage needs." §226-17(b)(8)

The development of the Aloha Tower Project incorporates the needs of the Department of Transportation Harbors Division for maritime operations as well as administrative office space.

b. Visitor Industry and Related Developments:

> "Improve the quality of existing visitor destination areas." §226-8(b)(3)
>
> "Encourage cooperation and coordination between the government and private sectors in developing and maintaining a well-designed, adequately serviced visitor industry and related developments which are sensitive to neighboring communities and activities." §226-8(b)(4)

The Aloha Tower Project is a concerted effort between the public sector, represented by ATDC, and private enterprise, represented by ATA, to develop and maintain a major, new retail and recreational attraction for residents and visitors with attention to historically sensitive cultural resources.

c. Physical Environmental - scenic, natural beauty and historic resources:

> "Promote the preservation and restoration of significant natural and historic resources." §226-12(b)(1)
>
> "Provide incentives to maintain and enhance historic, cultural, and scenic amenities." §226-12(b)(2)
>
> "Encourage the design of developments and activities that complement the natural beauty of the islands." §226-12(b)(5)

The proposed project includes the restoration of Aloha Tower, restoration of Irwin Park, a public interpretive program for Honolulu Fort Historic Park, and an overall historic architectural theme reflective of the days of Honolulu Harbor's passenger ship arrivals known as "Boat Days."

d. Housing:

> "Effectively accommodate the housing needs of Hawaii's people." §226-19(b)(1)
>
> "Stimulate and promote feasible approaches that increase housing choices for low-income, moderate-income and gap-group households." §226-19(b)(2)

Pursuant to the Development Agreement, ATA will establish the Aloha Tower Housing Foundation designed to assist

in the provision of fit and affordable housing for the poor in Hawaii. The Foundation will provide financial and technical resources through the contribution of five percent of all of ATA's pretax profit from the operation and sale of improvements in addition to the contribution of five percent of interest earnings from all of ATA's project lenders (excluding construction lenders and mortgagees on individual condominium apartment loans).

CONFORMANCE WITH COASTAL ZONE MANAGEMENT OBJECTIVES

129. Section 307 of the National Coastal Zone Management Act of 1972 (16 U.S.C. 1451 et. seq.) provides for State review of Federal actions affecting the coastal zones of states with approved Coastal Zone Management Programs. Hawaii's Coastal Zone Management (CZM) Program, established pursuant to Chapter 205A, HRS, was Federally approved in 1977. It is administered by the Office of State Planning (OSP).

130. Among Federal actions subject to review is the issuance of Federal permits, including the Department of Army Permit, which will be required for improvements extending into the water. Before the Federal permit can be issued, OSP must determine its consistency with the enforceable policies of the Hawaii CZM Program. These policies encompass broad concerns such as impact on recreational resources, historic and archaeological resources, coastal hazards, and the management of development.

131. The project improvements extending into the water were determined by the CZM Branch of OSP to be consistent with the policies of the Hawaii CZM program subject to certain conditions as set forth in OSP's letter of April 30, 1991 to ATA.

RULING ON PROPOSED FINDINGS OF FACT

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

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

CONCLUSIONS OF LAW

Pursuant to Chapter 205, Hawaii Revised Statutes, as amended, the Hawaii Land Use Commission Rules, Chapter 15-15, Hawaii Administrative Rules, the Commission finds upon the preponderance of evidence that the reclassification of the Property consisting of approximately 4.485 acres in the Conservation District to the Urban District at the Aloha Tower area and Honolulu Harbor, Island of Oahu, State of Hawaii, Tax Map Key Nos. 1-7-01: portion of 1, portion of 3, portion of 14, and portion of 15; 2-1-01: portion of 1; and 2-1-15: portion of 1 and portion of 12, and including certain parcels not covered

by Tax Map designations, subject to the conditions stated in the Order, conforms to the standards established in the Hawaii Land Use Commission Rules, Chapter 15-15, Hawaii Administrative Rules, is reasonable, and is nonviolative of Section 205-2, Hawaii Revised Statutes, as amended, and the Hawaii State Plan as set forth in Chapter 226, Hawaii Revised Statutes, as amended.

ORDER

IT IS HEREBY ORDERED that the Property, consisting of approximately 4.485 acres, being the subject of this Docket No. A91-673 by Aloha Tower Associates and Aloha Tower Development Corporation, situate at The Aloha Tower area and Honolulu Harbors, Island of Oahu, State of Hawaii, identified as Tax Map Key Nos. 1-7-01: portion of 1, portion of 3, portion of 14, and portion of 15; 2-1-01: portion of 1; and 2-1-15: portion of 1 and portion of 12, and including certain parcels not covered by Tax Map designations, more particularly described in Exhibit "A" and its location approximately identified on Exhibit "B", which exhibits are attached hereto and incorporated by reference herein, for reclassification from the Conservation District to the Urban District shall be and hereby is approved and the State Land Use District Boundaries are amended accordingly, subject to the following conditions:

1. With respect to that portion of the Property located seaward of the Federal Project Line, Petitioners shall obtain all necessary approvals to modify the Federal Project

Line to the extent required for any development on that portion as approved by Aloha Tower Development Corporation. Petitioners shall also obtain all necessary approvals to modify the United States Pier and Bulkhead Line, to the extent required, for the development on the Property.

2. Petitioners shall allow public recreational fishing where appropriate as regulated by the State Department of Transportation.

3. Petitioners shall develop and implement a program to monitor adverse impacts on water quality, nearby corals and marine life in conjunction with the State Department of Health, and shall submit the final monitoring program to the Office of State Planning, CZM Branch for review.

4. Petitioners shall use silt curtains or other devices as may be required by the United States Army Corps of Engineers to contain silt, generated during construction, inside Honolulu Harbor.

5. Petitioners shall not construct residential units within areas exposed to composite (Honolulu International Airport and Hickam Air Force Base) noise levels of 65 Ldn or greater as delineated on the 1992 Honolulu International Airport Noise Contour Map of the State Department of Transportation.

6. Petitioners shall grant to the State of Hawaii an avigation (right of flight) easement in the form prescribed by

the State Department of Transportation on any portion of the Property subject to noise levels exceeding 55 Ldn.

7. Petitioners 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.

8. Petitioners 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.

9. Petitioners shall provide annual reports to the Land Use Commission, 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 the Petitioners' progress in complying with the conditions imposed.

10. The Land Use Commission may fully or partially release these conditions as to all or any portions of the Property upon timely motion and upon the provision of adequate assurance of satisfaction of these conditions by Petitioners.

11. Within 7 days of the issuance of the Commission's Decision and Order for the subject reclassification, Petitioners 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.

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

DOCKET NO. A91-673 - ALOHA TOWER ASSOCIATES AND ALOHA TOWER DEVELOPMENT CORPORATION

Done at Honolulu, Hawaii, this 18th day of February 1992, per motion on February 13, 1992.

LAND USE COMMISSION
STATE OF HAWAII

By _____
RENTON L. K. NIP
Chairman and Commissioner

By _____
ALLEN K. HOE
Vice Chairman and Commissioner

By _____
ALLEN Y. KAJIOKA
Vice Chairman and Commissioner

By _____
KAREN S. AHN
Commissioner

By (absent)
EUSEBIO LAPENIA, JR.
Commissioner

By _____
JOANN N. MATTSON
Commissioner

By _____
ELTON WADA
Commissioner

By _____
DELMOND J. H. WON
Commissioner

Filed and effective on
February 18, 1992

Certified by:

_____
Executive Officer

THE REDESIGNATION OF CONSERVATION LANDS
AT HONOLULU HARBOR TO URBAN LANDS

PARCEL A

Submerged Lands surrounding Piers 13, 14 and extending to the northerly boundary of Pier 12.

At Kaakaukukui Honolulu, Oahu, Hawaii.

Beginning at the Northeast corner of this parcel of land on the West side of Nimitz Highway, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUNCHBOWL" being 503.81 feet South and 5371.37 feet West, thence running by azimuths measured clockwise from True South:

1.	335° 53′	52.68 feet	along the west side of Nimitz Highway;
2.	70° 31′	280.74 feet	along the northerly face of Pier 14;
3.	359° 53′	149.80 feet	along the westerly face of Piers 14 and 13;
4.	307° 52′	1.14 feet	along the westerly face of Pier 13;
5.	250° 31′	341.33 feet	along the southerly face of Pier 13;
6.	335° 53′	23.70 feet	along the west side of Nimitz Highway;
7.	Thence along the west side of Nimitz Highway on a curve to the right with a radius of 866.47 feet, the chord azimuth and distance being: 343° 26′ 25" 227.90 feet;		
8.	70° 13′ 15"	115.97 feet	along the northerly face of Pier 12;
9.	354° 27′ 20"	12.82 feet	along the westerly face of Pier 12;
10.	153° 19′ 20"	18.03 feet	along the remainder of the submerged lands of Honolulu Harbor;

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HONOLULU, HAWAII 96813

11.	343° 19′ 20"	47.00 feet	along the remainder of the submerged lands of Honolulu Harbor;
12.	153° 19′ 20"	35.00 feet	along the remainder of the submerged lands of Honolulu Harbor;
13.	243° 19′ 20"	30.00 feet	along the remainder of the submerged lands of Honolulu Harbor;
14.	333° 19′ 20"	35.00 feet	along the remainder of the submerged lands of Honolulu Harbor;
15.	243° 19′ 20"	23.98 feet	along the remainder of the submerged lands of Honolulu Harbor;
16.	Thence along the remainder		of the submerged lands of Honolulu Harbor on a curve to the left with a radius of 842.62 feet, the chord azimuth and distance being: 168 15′ 54.08 feet;
17.	55° 22′ 30"	135.80 feet	along the remainder of the submerged lands of Honolulu Harbor;
18.	145° 22′ 30"	180.40 feet	along the remainder of the submerged lands of Honolulu Harbor;
19.	55° 22′ 30"	180.28 feet	along the remainder of the submerged lands of Honolulu Harbor;
20.	128° 22′ 20"	62.88 feet	along the remainder of the submerged lands of Honolulu Harbor to Harbor Point No. 39;
21.	179° 51′ 20"	243.07 feet	along the Federal Project Line being the remainder of the submerged lands of Honolulu Harbor;

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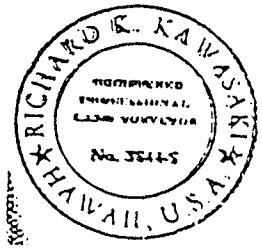
22.	250	22' 30"	312.95 feet along the remainder of the submerged lands of Honolulu Harbor to the point of beginning and containing an Area of 78,572 Square Feet or 1.804 Acres.

SAM O. HIROTA, INC.
864 South Beretania Street
Honolulu, Hawaii
April 1, 1991



Richard K. Kawasaki

Richard K. Kawasaki, R.L.S.
Registered Professional
Land Surveyor
Certificate No. 3844-S

THE REDESIGNATION OF CONSERVATION LANDS
AT HONOLULU HARBOR TO URBAN LANDS

PARCEL B

Submerged Lands abutting the southerly and westerly face of Pier 12.

At Kaakaukukui Honolulu, Oahu, Hawaii.

Beginning at the Northwest corner of this parcel of land on the Southerly face of Pier 12, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUNCHBOWL" being 1029.00 feet South and 5279.25 feet West, thence running by azimuths measured clockwise from True South:

1.	250° 16′	45.63 feet	along the southerly face of Pier 12;
2.	341° 28′	19.20 feet	along the westerly face of Pier 12;
3.	1° 26′	52.57 feet	along the westerly face of Pier 12;
4.	93° 04′ 20"	20.51 feet	along the remainder of the submerged lands of Honolulu Harbor;
5.	153° 19′ 20"	60.71 feet	along the remainder of the submerged lands of Honolulu Harbor to the point of beginning and containing an Area of 2269 Square Feet.

SAM O. HIROTA, INC.
864 South Beretania Street
Honolulu, Hawaii
April 1, 1991

Richard K. Kawasaki

Richard K. Kawasaki, R.L.S.
Registered Professional
Land Surveyor
Certificate No. 3844-S

THE REDESIGNATION OF CONSERVATION LANDS
AT HONOLULU HARBOR TO URBAN LANDS

PARCEL C

Submerged Lands extending from a portion of the Southerly Face of Pier 12 and surrounding Piers 11, 10, 9 and 8.

At Kaakaukukui and Waikahalulu, Honolulu, Oahu, Hawaii.

Beginning at the Northeast corner of this parcel of land on the Southerly face of Pier 12 and on the West side of Nimitz Highway, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUNCHBOWL" being 1097.70 feet South and 5207.12 feet West, thence running by azimuths measured clockwise from True South:

1.	Along the west side of		Nimitz Highway on a curve to the right with a radius of 866.47 feet, the chord azimuth and distance being: 4° 19′ 05" 50.86 feet;
2.	6° 00′	12.33 feet	along the west side of Nimitz Highway;
3.	48° 23′ 23"	459.70 feet	along the northwesterly face of Pier 11;
4.	138° 26′	1.00 feet	along a jog on the northwesterly face of Pier 11;
5.	48° 26′	491.19 feet	along the northwesterly face of Pier 10;
6.	139° 26′	1.25 feet	along a jog on the northwesterly face of Pier 10;
7.	Thence along the face of		Piers 10 and 9 on a curve to the left with a radius of 10.08 feet, the chord azimuth and distance being: 21° 30′ 9.37 feet;
8.	263° 34′	1.25 feet	along a jog on the westerly face of Pier 9;
9.	353° 01′ 32"	603.73 feet	along the westerly face of Pier 9;
10.	90° 50′ 30"	1.25 feet	along a jog on the westerly face of Pier 9;

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11.	Thence along the face of Piers 9 and 8 on a curve to the left with a radius of 13.20 feet, the chord azimuth and distance being: 296° 26′ 23.81 feet;		
12.	142° 01′ 30"	1.25 feet	along a jog on the southeasterly face of Pier 8;
13.	239° 33′ 50"	586.88 feet	along the southeasterly face of Pier 8;
14.	329° 35′	3.38 feet	along a jog on the sotheasterly face of Pier 8;
15.	59° 33′ 50"	611.03 feet	along the remainder of the submerged lands of Honolulu Harbor to Harbor Point No. 4;
16.	59° 35′	21.80 feet	along the Honolulu Harbor Pierhead and Bulkhead line to Harbor Point No. 5;
17.	173° 01′	629.63 feet	along the Honolulu Harbor Pierhead and Bulkhead line to Harbor Point No. 6;
18.	228° 34′ 30"	24.38 feet	along the Honolulu Harbor Pierhead and Bulkhead line to Harbor Point No. 7;
19.	228° 25′	923.91 feet	along the Honolulu Harbor Pierhead and Bulkhead line and along the remainder of the submerged lands of Honolulu Harbor passing over Harbor Point No. 8 at 662.80 feet;
20.	184° 45′	82.22 feet	along the remainder of the submerged lands of Honolulu Harbor;
21.	270° 21′	25.69 feet	along the southerly face of Pier 12 to the point of beginning and containing an Area of 21,912 Square Feet or 0.503 Acre.

SAM O. HIROTA, INC.
864 South Beretania Street
Honolulu, Hawaii
April 1, 1991

Richard K. Kawasaki

Richard K. Kawasaki, R.L.S.
Registered Professional
Land Surveyor
Certificate No. 3844-S

THE REDESIGNATION OF CONSERVATION LANDS
AT HONOLULU HARBOR TO URBAN LANDS

PARCEL D

Submerged Lands surrounding Piers 5 and 6 between the Highwater Mark as of August 23, 1964 and the Federal Project Line.

At Kaakaukukui and Waikahalulu, Honolulu, Oahu, Hawaii.

Beginning at the Southeast corner of this parcel of land on the West side of Ala Moana, the direct azimuth and distance to the Northeast corner of Pier 4 set aside by Presidential Executive Order 2381 dated May 11, 1916 being: 354 25' 110.02 feet, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUNCHBOWL" being 3016.86 feet South and 4938.04 feet West, thence running by azimuths measured clockwise from True South:

1.	83° 59'	552.79 feet	along the remainder of the submerged lands of Honolulu Harbor to the Federal Project Line;
2.	140° 39' 40"	240.82 feet	along the Honolulu Harbor Federal Project Line;
3.	238° 58'	667.86 feet	along the remainder of the submerged lands of Honolulu Harbor;
4.	329° 35'	18.80 feet	along the face of seawall running parallel to the Southwest side of Ala Moana;
5.	59° 35'	95.76 feet	along Highwater Mark as of August 23, 1964 of Pier 6;
6.	49° 00'	78.00 feet	along Highwater Mark as of August 23, 1964 of Pier 6;
7.	39° 15'	66.00 feet	along Highwater Mark as of August 23, 1964 of Pier 6;
8.	33° 40'	116.00 feet	along Highwater Mark as of August 23, 1964 of Pier 6;
9.	43° 08'	28.00 feet	along Highwater Mark as of August 23, 1964 of Pier 6;
10.	59° 40'	62.00 feet	along Highwater Mark as of August 23, 1964 of Pier 6;
11.	23° 30'	38.00 feet	along Highwater Mark as of August 23, 1964 of Pier 6;

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12.	79° 35′	16.00 feet	along Highwater Mark as of August 23, 1964 of Pier 6;
13.	348° 40′	45.00 feet	along Highwater Mark as of August 23, 1964 of Piers 6 and 5;
14.	311° 50′	38.00 feet	along Highwater Mark as of August 23, 1964 of Piers 6 and 5;
15.	321° 50′	41.00 feet	along Highwater Mark as of August 23, 1964 of Piers 6 and 5;
16.	309° 25′	26.00 feet	along Highwater Mark as of August 23, 1964 of Piers 6 and 5;
17.	270° 40′	52.00 feet	along Highwater Mark as of August 23, 1964 of Pier 5;
18.	331° 10′	24.00 feet	along Highwater Mark as of August 23, 1964 of Pier 5;
19.	266° 35′	254.00 feet	along Highwater Mark as of August 23, 1964 of Pier 5;
20.	264° 25′	72.12 feet	along Highwater Mark as of August 23, 1964 of Pier 5;
21.	354° 25′	1.92 feet	along the West side of Ala Moana to the point of beginning and containing an Area of 81,574 Square Feet or 1.873 Acres.

SAM O. HIROTA, INC.
864 South Beretania Street
Honolulu, Hawaii
Revised June 26, 1991

Richard K. Kawasaki

Richard K. Kawasaki, R.L.S.
Registered Professional
Land Surveyor
Certificate No. 3844-S

THE REDESIGNATION OF CONSERVATION LANDS
AT HONOLULU HARBOR TO URBAN LANDS

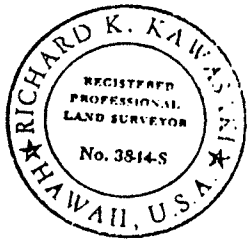
PARCEL E

Submerged Lands Southwest of the Honolulu Harbor Federal Project Line.

At Kaakaukukui, Honolulu, Oahu, Hawaii.

Beginning at the East corner of this parcel of land, the South corner of Parcel D at the intersection of the Honolulu Harbor Federal Project Line and the new Pier 5 Line, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUNCHBOWL" being 3074.80 feet South and 5487.79 feet West, thence running by azimuths measured clockwise from True South:

1.	83° 59′	203.86 feet along the new Pier 5 Line;
2.	173° 59′	34.00 feet along the remainder of the submerged lands of Honolulu Harbor;
3.	263° 59′	91.97 feet along the remainder of the submerged lands of Honolulu Harbor;
4.	239° 20′	75.68 feet along the remainder of the submerged lands of Honolulu Harbor;
5.	320° 39′ 40"	78.46 feet along the Honolulu Harbor Federal Project Line along Parcel D to the point of beginning and containing an Area of 7964 Square Feet or 0.183 Acre.



SAM O. HIROTA, INC.
864 South Beretania Street
Honolulu, Hawaii
June 26, 1991

Richard K. Kawasaki

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THE REDESIGNATION OF CONSERVATION LANDS
AT HONOLULU HARBOR TO URBAN LANDS

PARCEL F

Submerged Lands Southwest of the Honolulu Harbor Federal Project Line.

At Kaakaukukui, Honolulu, Oahu, Hawaii.

Beginning at the North corner of this parcel of land, the West corner of Parcel D at the intersection of the Honolulu Harbor Federal Project Line and the new Pier 6 Line, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUNCHBOWL" being 2888.55 feet South and 5640.45 feet West, thence running by azimuths measured clockwise from True South:

1.	320° 39′ 40"	34.36 feet along the Honolulu Harbor Federal Project Line along Parcel D;
2.	58° 58′	92.10 feet along the remainder of the submerged lands of Honolulu Harbor;
3.	148° 58′	34.00 feet along the remainder of the submerged lands of Honolulu Harbor;
4.	238° 58′	87.14 feet along the new Pier 6 line to the point of beginning and containing an Area of 3047 Square Feet or 0.070 Acre.

SAM O. HIROTA, INC.
864 South Beretania Street
Honolulu, Hawaii
June 26, 1991

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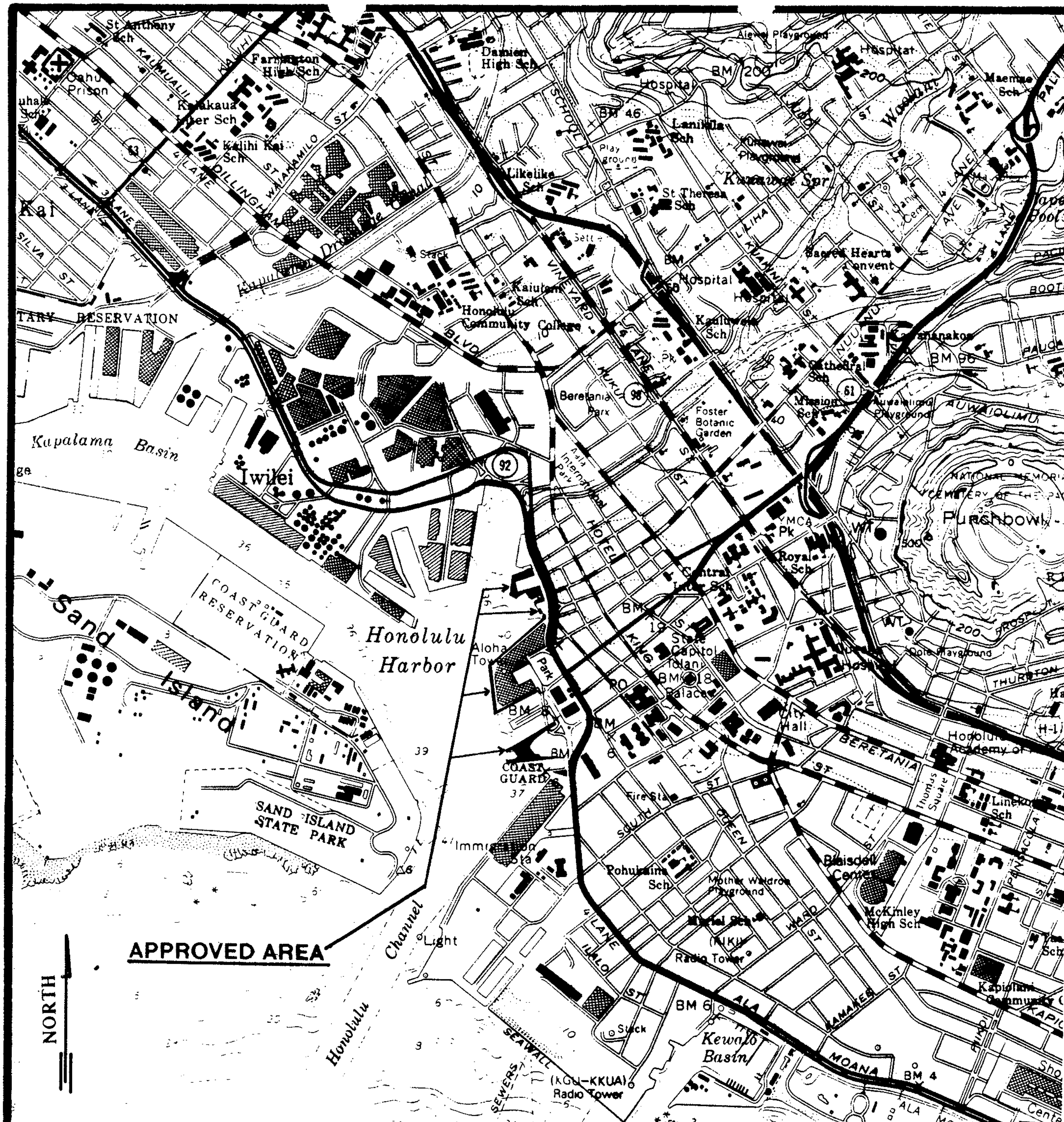
Certificate No. 3844-S



DOCKET NO. : A91-673 / ALOHA TOWER ASSOCIATES AND
ALOHA TOWER DEVELOPMENT CORPORATION

LOCATION MAP

TAX MAP KEY: 1-7-01: por. 1, por. 3, por. 14, por. 15, 2-1-01: por. 1, 2-1-15: por. 1, por. 12
INCLUDING CERTAIN LANDS NOT COVERED BY TAX MAP DESIGNATIONS
HONOLULU HARBOR, HONOLULU, OAHU
SCALE: 1" = 2,000 ft. ±

EXHIBIT "B"

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAII

In the Matter of the Petition of	)	DOCKET NO. A91-673
	)	
ALOHA TOWER ASSOCIATES AND ALOHA TOWER DEVELOPMENT CORPORATION	)	ALOHA TOWER ASSOCIATES AND ALOHA TOWER DEVELOPMENT CORPORATION
To Amend the Conservation Land Use District Boundary into the Urban Land Use District for Approximately 4.485 Acres at the Aloha Tower Area and Honolulu Harbor, Honolulu, Island of Oahu, State of Hawaii, Tax Map Key Nos.: 1-7-01: portion of 1, portion of 3, portion of 14, portion of 15; 2-1-01: portion of 1; 2-1-15: portion of 1, portion of 12, and including certain lands not covered by Tax Map designations	)	

CERTIFICATE OF SERVICE

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

HAROLD S. MASUMOTO, Director
Office of State Planning
State Capitol, Room 410
Honolulu, Hawaii 96813

BENJAMIN B. LEE, Chief Planning Officer
Department of General Planning
CERT. City and County of Honolulu
650 South King Street
Honolulu, Hawaii 96813

JAMES T. FUNAKI, ESQ., Attorney for Petitioner
Takushi Funaki Wong & Stone
CERT. Suite 1400, Grosvenor Center
733 Bishop Street
Honolulu, Hawaii 96813

ANDREW V. BEAMAN, ESQ., Attorney for Petitioner
Chun Kerr Dodd & Kaneshige
CERT. Amfac Building, Suite 1408
700 Bishop Street
Honolulu, Hawaii 96813

RONALD N. HIRANO, Chief Executive Officer
CERT. Aloha Tower Development Corp.
33 South King Street, Suite 403
Honolulu, Hawaii 96813

SUSUMU ONO
CERT. Aloha Tower Associates
1700 Amfac Tower
700 Bishop Street
Honolulu, Hawaii 96813

DATED: Honolulu, Hawaii, this 18th day of February 1992.

ESTHER UEDA
Executive Officer

DOCKET NO. A91-673 - ALOHA TOWER ASSOCIATES AND ALOHA TOWER DEVELOPMENT CORPORATION

A copy of the Land Use Commission's Findings of Fact, Conclusions of Law, and Decision and Order was served upon the following by regular mail on February 18, 1992.

CALVIN M. TSUDA, Deputy Director
Department of Transportation
79 South Nimitz Highway
Honolulu, Hawaii 96813