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A Limited Liability Law Company

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Attorneys for Petitioner

KAPOLEI PROPERTY DEVELOPMENT, LLC

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI'I

In the Matter of the Petition of

KAPOLEI PROPERTY DEVELOPMENT, LLC

To Amend the Agricultural Land  
Use District Boundaries into the  
Urban Land Use District for  
Approximately 344.519 Acres in  
Ewa District, Island of Oahu, Tax  
Map Key Nos. (1) 9-1-014:033  
(por.), 034, 035 and (1) 9-1-  
015:020 (por.)

DOCKET NO. A06-763

SECOND AMENDED PETITION FOR  
LAND USE DISTRICT BOUNDARY  
AMENDMENT; EXHIBITS "2A-1",  
"3A-1", "9A-1", "12A-1",  
"21", "22", "23";  
CERTIFICATE OF SERVICE

SECOND AMENDED PETITION FOR LAND USE DISTRICT BOUNDARY AMENDMENT

EXHIBITS "2A-1", "3A-1", "9A-1", "12A-1", "21", "22", "23"

CERTIFICATE OF SERVICE

TABLE OF CONTENTS

SECOND AMENDED PETITION FOR LAND USE DISTRICT BOUNDARY AMENDMENT

\*VERIFICATION

- \*\*EXHIBIT "1-1"            TMK Map showing entire petition area and relevant TMK Nos.
- \*\*EXHIBIT "1A-1"        TMK Map showing TMK (1) 9-1-14 and a portion of the petition area
- \*EXHIBIT "1B"            TMK Map showing TMK (1) 9-1-15 and a portion of the petition area
- \*\*EXHIBIT "2A"            Survey Map Showing Proposed Kalaeloa Urban District Boundary Amendment
- EXHIBIT "2A-1"            Updated Survey Map Showing Proposed Kalaeloa Urban District Boundary Amendment
- \*\*EXHIBIT "3A"            Metes and bounds description of Lot A consisting of TMKs (1) 9-1-014:033 (por.), (1) 9-1-014:034, (1) 9-1-014:035, and (1) 9-1-015:020 (por.)
- EXHIBIT "3A-1"            Updated metes and bounds description of Lot A consisting of TMKs (1) 9-1-014:033 (por.), (1) 9-1-014:034, (1) 9-1-014:035, and (1) 9-1-015:020 (por.)
- \*\*EXHIBIT "4A"            Environmental Impact Statement Preparation Notice

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\* Please see Petition for Land Use District Boundary Amendment and Exhibits "1" to "16" filed with the State of Hawai'i Land Use Commission on March 17, 2006.

\*\* See Amended Petition for Land Use District Boundary Amendment and Exhibits "1-1", "2A", "3A", "4A", "9A", "11A", "12A", "13A", "16A", and "17" - "20" filed with the State of Hawai'i Land Use Commission on August 7, 2006.

- \*EXHIBIT "5" True copy of the Trustees Limited Warranty Deed with Use Restriction, Covenants and Reservation of Rights for TMK (1) 9-1-014:033
- \*EXHIBIT "6" True copy of the Trustees Limited Warranty Deed with Use Restriction, Covenants and Reservation of Rights for TMK (1) 9-1-014:034
- \*EXHIBIT "7" True copy of the Trustees Limited Warranty Deed with Use Restriction, Covenants and Reservation of Rights for TMK (1) 9-1-015:020
- \*EXHIBIT "8" Letter of Authorization for portion of the Petition Area which is owned by Aina Nui Corporation
- \*\*EXHIBIT "9A" Letter of Authorization for portion of the Petition Area which is owned by The Estate of James Campbell
- EXHIBIT "9A-1" Letter of Authorization for portion of the Petition Area which is owned by the James Campbell Company, LLC
- \*EXHIBIT "10" Affidavit of Naomi U. Kuwaye Attesting to the Service of Petition for Land Use District Boundary Amendment
- \*\*EXHIBIT "11A" City and County of Honolulu Zoning Map
- \*\*EXHIBIT "12A" Kapolei Harborside Center Project Master Plan Map
- EXHIBIT "12A-1" Updated Kapolei Harborside Center Project Master Plan Map

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\* Please see Petition for Land Use District Boundary Amendment and Exhibits "1" to "16" filed with the State of Hawai'i Land Use Commission on March 17, 2006.

\*\* See Amended Petition for Land Use District Boundary Amendment and Exhibits "1-1", "2A", "3A", "4A", "9A", "11A", "12A", "13A", "16A", and "17" - "20" filed with the State of Hawai'i Land Use Commission on August 7, 2006.

\*\*EXHIBIT "13A"      Financial Statement

\*EXHIBIT "14"      Notification of Petition Filing

\*EXHIBIT "15"      Affidavit of Naomi U. Kuwaye Attesting to  
Sending of the Notification of Petition Filing

\*\*EXHIBIT "16A"      Project Location Map

\*\*EXHIBIT "17"      True copy of deed for TMK (1) 9-1-014:035

\*\*EXHIBIT "18"      Notification of Amended Petition Filing

\*\*EXHIBIT "19"      Affidavit of Stephanie G. Uechi Attesting to  
Sending of the Notification of Amended  
Petition Filing

\*\*EXHIBIT "20"      Affidavit of Stephanie G. Uechi Attesting to  
Service of Amended Petition for Land Use  
District Boundary Amendment

EXHIBIT "21"      Notification of Second Amended Petition Filing

EXHIBIT "22"      Affidavit of Naomi U. Kuwaye Attesting to  
Sending of the Notification of Second Amended  
Petition Filing

EXHIBIT "23"      Affidavit of Naomi U. Kuwaye Attesting to  
Service of Second Amended Petition for Land  
Use District Boundary Amendment

CERTIFICATE OF SERVICE

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\* Please see Petition for Land Use District Boundary Amendment and Exhibits "1" to "16" filed with the State of Hawai`i Land Use Commission on March 17, 2006.

\*\* See Amended Petition for Land Use District Boundary Amendment and Exhibits "1-1", "2A", "3A", "4A", "9A", "11A", "12A", "13A", "16A", and "17" - "20" filed with the State of Hawai`i Land Use Commission on August 7, 2006.

BEFORE THE LAND USE COMMISSION  
OF THE STATE OF HAWAI'I

In the Matter of the Petition of  
KAPOLEI PROPERTY DEVELOPMENT, LLC  
To Amend the Agricultural Land  
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Approximately 344.519 Acres in  
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Map Key Nos. (1) 9-1-014:033  
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015:020 (por.)

DOCKET NO. A06-763

SECOND AMENDED PETITION FOR  
LAND USE DISTRICT BOUNDARY  
AMENDMENT

SECOND AMENDED PETITION FOR LAND USE DISTRICT BOUNDARY AMENDMENT

COMES NOW, PETITIONER KAPOLEI PROPERTY DEVELOPMENT, LLC, a  
Hawai'i limited liability company, by and through its attorneys,  
the law firm of IMANAKA KUDO & FUJIMOTO, a limited liability law  
company, and hereby submits the following amendment to the  
Petition for Land Use District Boundary Amendment which was  
filed with the State Land Use Commission ("Commission") on  
March 17, 2006 (hereinafter referred to as the "Petition").

Petitioner respectfully submits this second amendment to  
the Petition pursuant to section 15-15-43, Hawaii Administrative  
Rules ("HAR"), which states in relevant part that:

. . . All pleadings may be amended at any  
time until forty-five days prior to the hearing  
date set pursuant to section 15-15-51.  
Amendments offered prior to the hearing date  
shall be served on all parties and filed with the  
commission. All parties shall have the

opportunity to provide any further response to address the amended pleading up to thirty days prior to the hearing date set pursuant to section 15-15-51.

I. INTRODUCTION

On March 17, 2006, Kapolei Property Development, LLC (hereinafter referred to as the "Petitioner") filed a Petition for Land Use District Boundary Amendment to reclassify approximately 331.674 acres from the Agricultural District to the Urban District in Commission Docket A06-763.

Subsequent to filing the Petition, an additional 12.845-acre parcel identified by Tax Map Key number ("TMK") (1) 9-1-014:035 was added which increased the overall area subject to the Petition ("Petition Area") to approximately 344.519 acres, prompting the submission of an Amended Petition for Land Use District Boundary Amendment; Exhibits "1-1", "1A-1", "2A", "3A", "4A", "9A", "11A", "12A", "13A", "16A", "17"- "20"; Certificate of Service ("Amendment") to the Commission on August 7, 2006.

A few developments affecting the Petition Area have occurred since filing the Amendment, namely, a transfer of ownership of certain parcels within the Petition Area to an affiliated entity, and a change in the lot numbers for certain parcels as a result of the reconsolidation and subdivision process.

In addition, since filing the Amendment, Petitioner has conducted a formal survey of the preservation component of their master plan and the Project Master Plan Map has been amended to reflect the area's accurate acreage.

Finally, the Petitioner desires to provide supplemental information regarding the proposed number of lots for the project.

## II. AMENDMENTS

Petitioner is amending and/or supplementing the Petition as follows:

A. Transfer in Ownership Interest in Certain Parcels Within the Petition Area from the Estate of James Campbell to James Campbell Company, LLC

There has been a transfer of ownership interest in certain lands covered under the Petition situated at Kapolei, Oahu, State of Hawai'i, referred to as TMK 9-1-014:035 from the Estate of James Campbell ("EJC") to its successor, James Campbell Company, LLC ("JCC"). JCC is a Hawai'i-based national real estate company wholly owned by EJC, and the successor to EJC, which ends in 2007 as specified by James Campbell's Will. The transition to JCC ensures that the ongoing business of EJC will continue beyond 2007. A side-by-side comparison reflecting this change in ownership is provided below for your reference.

**B. Change in Lot Numbers of Parcels Within the Petition Area as a Result of Consolidation and Resubdivision and Relinquished Ownership**

The Land Court lot numbers for certain parcels in the Petition Area have changed because of a consolidation and resubdivision of the parcels. Lot 14084 (TMK 9-1-014:034) and Lot 14083 (TMK 9-1-015:020) were consolidated into Lot 16914 (por.). Also, EJC relinquished its interest in Lot 16914 (por.); thus, Kapolei Property Development, LLC ("KPD") and Aina Nui Corporation ("ANC"), affiliates of JCC, have an undivided ownership interest in Lot 16914 (por.) (TMKs 9-1-014:034 and 9-1-015:020 (por.)). It should be noted that TMKs for all parcels as well as the total Petition Area acreage has remained unchanged. A side-by-side comparison reflecting these changes is shown below:

PREVIOUS			
TMK	Land Court Lot	Area (acres)	Ownership
9-1-014:033 (por.)	Lot 14082 (por.)	137.529	KPD/ANC
9-1-014:034	Lot 14084	19.947	KPD/ANC
9-1-014:035	Lot 14085	12.845	EJC
9-1-015:020 (por.)	Lot 14083 (por.)	174.198	KPD/ANC/EJC
<b>Total Petition Area</b>		<b>344.519</b>	

UPDATED			
TMK	Land Court Lot	Area (acres)	Ownership
9-1-014:033 (por.)	Lot 14082 (por.)	137.529	KPD/ANC
9-1-014:034	Lot 16914 (por.)	19.947	KPD/ANC
9-1-014:035	Lot 14085	12.845	JCC
9-1-015:020 (por.)	Lot 16914 (por.)	174.198	KPD/ANC
<b>Total Petition Area</b>		<b>344.519</b>	



C. Corrected Acreage for Preservation Component of Master Plan

Since filing the Amendment, Petitioner has conducted a formal survey of the preservation component of its master plan and the Project Master Plan Map has been amended to reflect the area's accurate acreage. The preservation area, located in the southern portion of the Petition Area, was formed in the early 1990s, with the guidance of Bernice Pauahi Bishop Museum zoologist Dr. Alan Ziegler, who conducted substantial investigations of the sinkholes located in this area. In December 1992, Dr. Ziegler walked the site with representatives of the former EJC, to delineate the position for a boundary fence to protect this area. The preserve area was subsequently fenced by EJC. At the time the fence was erected, the area of the preserve was erroneously estimated to be between seven (7) and eight (8) acres, but was never formally surveyed. As a follow-up to inquiries regarding the sinkhole preserve, Petitioner commenced a land survey of the fenced area in October 2006. The survey indicates an actual area of approximately six (6) acres enclosed by the boundary of the fenced sinkhole preserve. There are many sinkhole resources of significance that lie within this approximate six-(6)-acre area, as bounded by the AES coal conveyor to the west, the Hawaiian Western Steel waste pile to the north, existing Hanua Road to the east, and an existing

access road off Hanua Road serving the compost business tenant. The land between Malakole Street and the fence is not included in the sinkhole preserve area, as it includes an easement for pipelines and the roadway access to the adjoining compost business tenant. The close concentration of sinkholes has significant scientific value, and the approximate six-(6)-acre area will continue to be preserved.

D. Proposed Number of Lots

Petitioner desires to provide supplemental information regarding the Petition regarding the proposed number of lots. Lots within Kapolei Harborside Center are expected to range between one (1) to three (3) acres in size based on comparable existing projects in the area. However, the project could be developed with up to as many as two thousand (2,000) lots based on several potential industrial zoning designations. The actual number of lots, lot sizes, types of lots and selling range are conceptual and subject to further planning and market conditions.

E. Updated Exhibits

Pursuant to the above-mentioned information in Sections II.A.-II.C., the *Table of Contents for the Amended Petition for Land Use District Boundary Amendment; Exhibit "2A" - Survey Map Showing Proposed Kalaeloa Urban District Boundary Amendment; Exhibit "3A" - Metes and bounds description of Lot A consisting of TMKs (1) 9-1-014:033 (por.), (1) 9-1-014:034, (1)*

9-1-014:035, and (1) 9-1-015:020 (por.); and Exhibit "12A" - Kapolei Harborside Center Project Master Plan Map, as provided in the Amended Petition filed August 7, 2006 have been updated and replaced by the following: *Table of Contents for the Second Amended Petition for Land Use District Boundary Amendment*; . Exhibit "2A-1" - *Updated Survey Map Showing Proposed Kalaeloa Urban District Boundary Amendment*, Exhibit "3A-1" - *Updated metes and bounds description of Lot A consisting of TMKs (1) 9-1-014:033 (por.), (1) 9-1-014:034, (1) 9-1-014:035, and (1) 9-1-015:020 (por.)*; and Exhibit "12-A-1" - *Updated Kapolei Harborside Center Project Master Plan Map*, attached to this Second Amended Petition and incorporated herein (collectively, "Updated Exhibits").

Specifically, *Table of Contents for the Second Amended Petition for Land Use District Boundary Amendment* has incorporated the Updated Exhibits, as well as new exhibits listed below in Section II.F.

Exhibit "2A-1" - *Updated Survey Map Showing Proposed Kalaeloa Urban District Boundary Amendment* and Exhibit "3A-1" - *Updated metes and bounds description of Lot A consisting of TMKs (1) 9-1-014:033 (por.), (1) 9-1-014:034, (1) 9-1-014:035, and (1) 9-1-015:020 (por.)* reflect the updated lot numbers for parcels in the Petition Area.

Further, Exhibit "12-A-1" - *Updated Kapolei Harborside Center Project Master Plan Map* has incorporated the corrected preserve area acreage.

**F. New Exhibits**

In addition to the Updated Exhibits listed in Section II.E., Petitioner respectfully submits the following new exhibits in connection with this Second Amended Petition:

Exhibit "9A-1" - *Letter of Authorization for portion of the Petition Area which is owned by the James Campbell Company, LLC;*  
Exhibit "21" - *Notification of Second Amended Petition Filing;*  
Exhibit "22" - *Affidavit of Naomi U. Kuwaye Attesting to Sending of Notification of Second Amended Petition Filing;* and Exhibit "23" - *Affidavit of Naomi U. Kuwaye Attesting to Service of Second Amended Petition for Land Use District Boundary Amendment.*

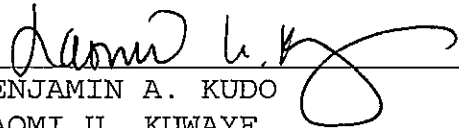
All other exhibits not otherwise mentioned are current and not affected by the supplemental information.

**III. CONCLUSION**

Based upon the foregoing, Petitioner respectfully submits the foregoing amendments pursuant to HAR § 15-15-43 for the Commission's review and appropriate action.

DATED: Honolulu, Hawai'i, November 22, 2006.

Of Counsel:  
IMANAKA KUDO & FUJIMOTO  
A Limited Liability Law Company

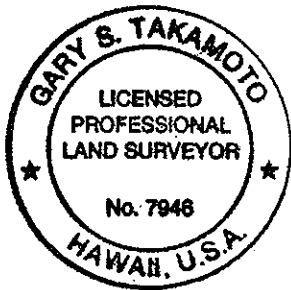
  
\_\_\_\_\_  
BENJAMIN A. KUDO  
NAOMI U. KUWAYE  
JESSE K. SOUKI  
Attorneys for Petitioner  
KAPOLEI PROPERTY DEVELOPMENT,  
LLC

KAPOLEI HARBORSIDE CENTER  
AN DISTRICT BOUNDARY AMENDMENT

LOT A

OF LOT 14085 AS SHOWN ON MAP 1083  
AND PORTIONS OF LOTS 14082 AND 16914  
AS SHOWN ON MAPS 1083 AND 1316, RESPECTIVELY  
OF LAND COURT APPLICATION 1069

AT HONOULIULI, EWA, OAHU, HAWAII



This work was prepared by me  
or under my direct supervision

By: Gary S. Takamoto  
Licensed Professional Land Surveyor  
Certificate Number 7946-LS  
License Expire 4/08

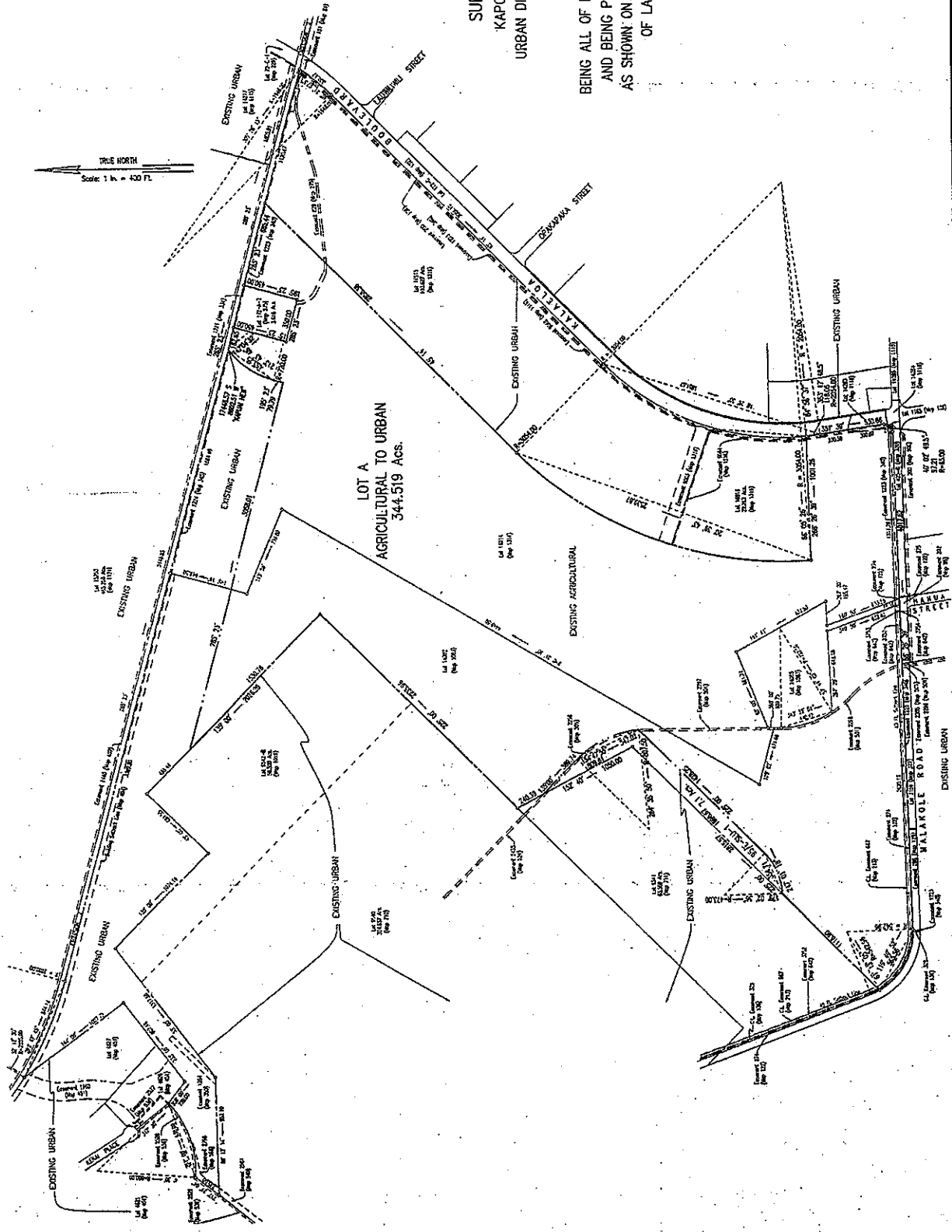
Exhibit "2A-1"

STATE LAND USE DISTRICT  
BOUNDARY AMENDMENT PETITION  
DOCKET No.

Revised -- October 20, 2006  
Revised -- April 14, 2006

21" X 32"  
October 18, 2005

TRUE NORTH  
Scale: 1 in. = 400 FT.



**SURVEY MAP SHOWING**  
**KAPOLEI HARBORSIDE CENTER**  
**URBAN DISTRICT BOUNDARY AMENDMENT**

LOT A

BEING ALL OF LOT 14085 AS SHOWN ON MAP 1083  
AND BEING PORTIONS OF LOTS 14082 AND 16914  
AS SHOWN ON MAPS 1083 AND 1316, RESPECTIVELY  
OF LAND COURT APPLICATION 1069  
AT HONOLULU, EWA, OAHU, HAWAII



This work was prepared by me  
or under my direct supervision.  
**Richard M. Smith**  
Licensed Professional Land Surveyor  
Certificate Number 7944-LS  
License Date 4/78

STATE LAND USE DISTRICT  
BOUNDARY ADJUSTMENT PERMIT  
BOOKET NO.

Project - District 2A, 205  
Map No. 2A-1  
Date - July 11, 2005

CONTRALPOINT SURVEYING, INC.  
1104 Kalia Road, Suite 200  
Honolulu, HI 96813  
(808) 943-8800

Exhibit "2A-1"

See Map Nos. (1) 2A-1-16-33, (2) 2A-1-16-34, (3) 2A-1-16-35,  
(4) 2A-1-16-36, (5) 2A-1-16-37, (6) 2A-1-16-38, (7) 2A-1-16-39,  
(8) 2A-1-16-40, (9) 2A-1-16-41, (10) 2A-1-16-42, (11) 2A-1-16-43,  
(12) 2A-1-16-44, (13) 2A-1-16-45, (14) 2A-1-16-46, (15) 2A-1-16-47,  
(16) 2A-1-16-48, (17) 2A-1-16-49, (18) 2A-1-16-50, (19) 2A-1-16-51,  
(20) 2A-1-16-52, (21) 2A-1-16-53, (22) 2A-1-16-54, (23) 2A-1-16-55,  
(24) 2A-1-16-56, (25) 2A-1-16-57, (26) 2A-1-16-58, (27) 2A-1-16-59,  
(28) 2A-1-16-60, (29) 2A-1-16-61, (30) 2A-1-16-62, (31) 2A-1-16-63,  
(32) 2A-1-16-64, (33) 2A-1-16-65, (34) 2A-1-16-66, (35) 2A-1-16-67,  
(36) 2A-1-16-68, (37) 2A-1-16-69, (38) 2A-1-16-70, (39) 2A-1-16-71,  
(40) 2A-1-16-72, (41) 2A-1-16-73, (42) 2A-1-16-74, (43) 2A-1-16-75,  
(44) 2A-1-16-76, (45) 2A-1-16-77, (46) 2A-1-16-78, (47) 2A-1-16-79,  
(48) 2A-1-16-80, (49) 2A-1-16-81, (50) 2A-1-16-82, (51) 2A-1-16-83,  
(52) 2A-1-16-84, (53) 2A-1-16-85, (54) 2A-1-16-86, (55) 2A-1-16-87,  
(56) 2A-1-16-88, (57) 2A-1-16-89, (58) 2A-1-16-90, (59) 2A-1-16-91,  
(60) 2A-1-16-92, (61) 2A-1-16-93, (62) 2A-1-16-94, (63) 2A-1-16-95,  
(64) 2A-1-16-96, (65) 2A-1-16-97, (66) 2A-1-16-98, (67) 2A-1-16-99,  
(68) 2A-1-16-100.

KAPOLEI HARBORSIDE CENTER  
URBAN DISTRICT BOUNDARY AMENDMENT

LOT A

Being all of Lot 14085 as shown on Map 1083 and being portions of Lots 14082 and 16914 as shown on Maps 1083 and 1316, respectively of Land Court Application 1069.

Situate at Honouliuli, Ewa, Oahu, Hawaii

Beginning at the North corner of this parcel of land on the South side of Exclusion 2 as shown on Map 1 of Land Court Application 1069, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KAPUAI NEW" being 17,448.57 feet South and 8,602.51 feet West and running by azimuths measured clockwise from true South:

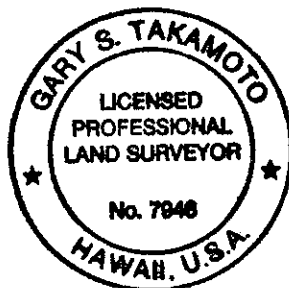
1.   285°   23'                   182.65 feet along the South side of Exclusion 2 (Map 1) of Land Court Application 1069;
2.    15°   23'                   450.00 feet along Lot 172-A-2 (Map 275) of Land Court Application 1069;
3.   285°   23'                   350.00 feet along same;
4.   195°   23'                   450.00 feet along same;
5.   285°   23'                   685.44 feet along the South side of Exclusion 2 (Map 1) of Land Court Application 1069;
6.    45°   14'                   2,858.38 feet along Lot 16915 (Map 1316) of Land Court Application 1069;
7.   Thence along Lots 16915 and 16916 (Map 1316) of Land Court Application 1069, on a curve to the left with a radius of 3,054.00 feet, the chord azimuth and distance being:  
  20°   39'   43"                   2,539.87 feet;
8.   268°   26'   39"               1,001.26 feet along Lot 16916 (Map 1316) of Land Court Application;



9. Thence along the West side of Kalaeloa Boulevard, Lot 172-C (Map 132) of Land Court Application 1069, on a curve to the left with a radius of 2,054.00 feet, the chord azimuth and distance being:  
353° 17' 48.5" 118.06 feet;
10. 351° 39' 530.66 feet along the West side of Kalaeloa Boulevard, Lot 172-C (Map 132) and Lot 14283 (Map 1118) of Land Court Application 1069;
11. Thence along the North side of Malakole Road, Lots 14283, 14284 (Map 1118) and Lot 425-B (Map 320) of Land Court Application 1069, on a curve to the right with a radius of 65.00 feet, the chord azimuth and distance being:  
40° 02' 49.5" 97.21 feet;
12. 88° 26' 39" 4,017.62 feet along the North side of Malakole Road, Lot 425-B (Map 320), and Lot 3159 (Map 322) of Land Court Application 1069;
13. Thence along the North side of Malakole Road, Lot 3159 (Map 322) of Land Court Application 1069, on a curve to the right with a radius of 542.96 feet, the chord azimuth and distance being:  
119° 49' 52" 565.56 feet;
14. 225° 00' 1,118.90 feet along Lot 9541 (Map 711) of Land Court Application 1069;
15. Thence along the remainder of Lot 14082 (Map 1083) of Land Court Application 1069, on a curve to the left with a radius of 473.00 feet, the chord azimuth and distance being:  
247° 01' 18" 354.71 feet;
16. 225° 00' 1,428.25 feet along same;

17. Thence along same, on a curve to the left with a radius of 807.50 feet, the chord azimuth and distance being:  
154° 47' 55"                      547.02 feet;
18. 135° 00'                              389.74 feet along same;
19. 152° 40'                              240.39 feet along Lot 9541 (Map 711) of Land Court Application 1069;
20. 225° 00'                              2,235.96 feet along Lot 9540 (Map 710) and Lot 9542-B (Map 1019) of Land Court Application 1069;
21. 135° 00'                              1,530.76 feet along Lot 9542-B (Map 1019) of Land Court Application 1069;
22. 285° 23'                              3,058.01 feet along the remainder of Lots 14082 (Map 1083) and 16914 (Map 1316) of Land Court Application 1069;
23. 195° 23'                              79.79 feet along the remainder of Lot 16714 (Map 1316) of Land Court Application 1069;
24. Thence along same, to the point of beginning, on a curve to the right with a radius of 720.00 feet, the chord azimuth and distance being:  
213° 43' 46"                      453.25 feet  
and containing an area of 344.519 acres.

October 20, 2006  
Honolulu, Hawaii



*Gary S. Takamoto*  
 Gary S. Takamoto  
 Licensed Professional Land Surveyor  
 Certificate Number 7946  
 License Expires 4/08



November 20, 2006

Hawaii State Land Use Commission  
P.O. Box 2359  
Honolulu, Hawai'i 96804-2359

Dear Chairperson Judge and Commissioners:

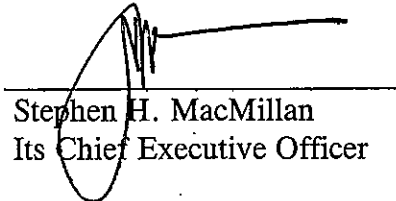
Re: Petition by Kapolei Property Development, LLC for Land Use District  
Boundary Amendment, Reclassifying Approximately 345 Acres, Situated in the  
'Ewa District, Island of O'ahu

The James Campbell Company, LLC ("JCC") is the fee owner of the real property identified as tax map key ("TMK") parcel number (1) 9-1-14:035, situated at Honouliuli, District of 'Ewa, City and County of Honolulu, Island of O'ahu, State of Hawai'i, more particularly described in Exhibit "2A-1" and Exhibit "3A-1" attached to the Second Amended Petition in Docket No. A06-763, (collectively referred to as the "Property").

JCC hereby authorizes Kapolei Property Development, LLC, its attorneys and/or its respective representatives to submit a petition to reclassify the said Property from agricultural to urban under Chapter 205 of the Hawaii Revised Statutes and to do all things necessary thereunder to effect the purpose of the said petition.

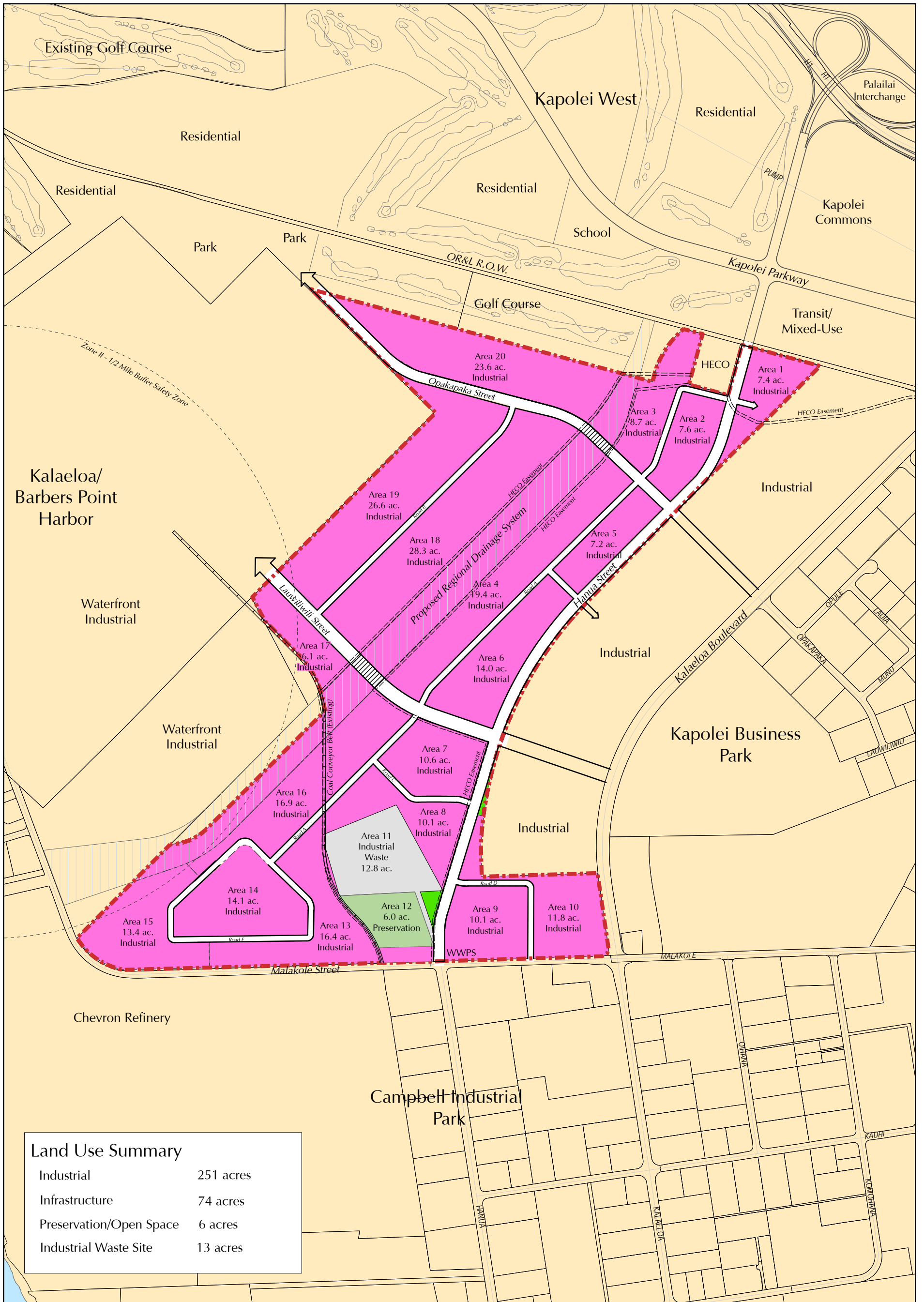
James Campbell Company, LLC

By: \_\_\_\_\_

  
Stephen H. MacMillan  
Its Chief Executive Officer

jlr:01033200\K12026

**Exhibit "9A-1"**



Industrial	251 acres
Infrastructure	74 acres
Preservation/Open Space	6 acres
Industrial Waste Site	13 acres

**Kapolei Harborside Center**  
Project Master Plan

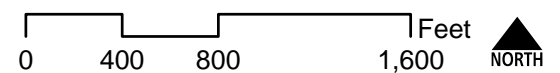


Exhibit "12A-1"

423532\_1

Of Counsel:

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KAPOLEI PROPERTY DEVELOPMENT, LLC

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAII

In the Matter of the Petition of  
KAPOLEI PROPERTY DEVELOPMENT, LLC

DOCKET NO. A06-763

To Amend the Agricultural Land  
Use District Boundaries into the  
Urban Land Use District for  
Approximately 344.519 Acres in  
Ewa District, Island of Oahu, Tax  
Map Key Nos. (1) 9-1-014:033  
(por.), 034, 035 and (1) 9-1-  
015:020 (por.)

AFFIDAVIT OF NAOMI U. KUWAYE  
ATTESTING TO SENDING OF THE  
NOTIFICATION OF SECOND  
AMENDED PETITION FILING;  
ATTACHMENTS "A" AND "B"

AFFIDAVIT OF NAOMI U. KUWAYE ATTESTING TO SENDING  
OF THE NOTIFICATION OF SECOND AMENDED PETITION FILING

STATE OF HAWAII )  
 ) SS:  
CITY AND COUNTY OF HONOLULU )

NAOMI U. KUWAYE, being first sworn on oath, deposes and  
says that:

1. Affiant is one of the attorneys for Petitioner,  
KAPOLEI PROPERTY DEVELOPMENT, LLC ("Petitioner"), is licensed to

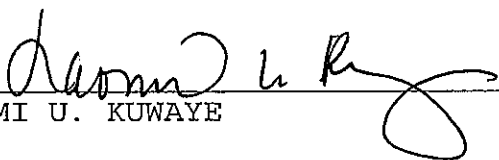
practice law in the State of Hawaii, is duly authorized to make this affidavit, and does so upon personal knowledge and belief.

2. This affidavit is made to comply with section 15-15-50(d), Hawaii Administrative Rules ("HAR") for the State of Hawaii, Land Use Commission ("Commission").

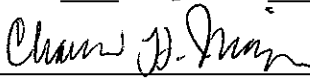
3. On November 22, 2006, Petitioner filed with the Commission a second amended petition for a boundary amendment ("Second Amended Petition") in Docket No. A06-763.

4. On November 22, 2006, the same day that the Second Amended Petition was submitted to the Commission and pursuant to HAR § 15-15-50(d), Petitioner sent a Notification of Second Amended Petition Filing to persons included on the statewide and Oahu mailing lists provided to Petitioner by the Commission on or about November 14, 2006 (attached hereto as Attachments "A" and "B", respectively).

Further affiant sayeth naught.

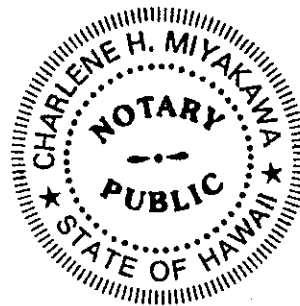
  
\_\_\_\_\_  
NAOMI U. KUWAYE

Subscribed and sworn to before me this 22nd day of November, 2006.

  
\_\_\_\_\_  
Notary Public, State of Hawaii

**Charlene H. Miyakawa**

Printed Name  
My commission expires: 9.27.2010



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45<sup>th</sup> District  
State Capitol, Room 315  
Honolulu, Hawaii 96813

Director  
Department of Planning & Permitting  
City & County of Honolulu  
650 South King Street  
Honolulu HI 96813

Scot Muraoka  
Board of Water Supply  
City & County of Honolulu  
630 S. Beretania Street  
Honolulu HI 96813

Haleakala Ranch Company  
529 Kealaloa Avenue  
Makawao HI 96768

Laverne DeCoito  
87-844 Hakimo Road  
Waianae, HI 96792

Anthony Lee  
Real Property Assessment  
City & County of Honolulu  
842 Bethel Street, 2nd Floor  
Honolulu HI 96813

Ms. Michelle Matson  
3931 Gail Street  
Honolulu, Hawaii 96815-4502

Doug Meller  
2749 Rooke Avenue  
Honolulu, Hawaii 96817

OAHU MAILING LIST  
Updated: 11/01/06

Alan Takemoto  
Hawaii Farm Bureau Federation  
2343 Rose Street  
Honolulu, HI 96819

Ms. Denise Saylor  
87-1098 Oheohe Street  
Waianae, Hawaii 96792

Sylvia Brown  
87-515 Kulaaupuni Street  
Waianae, HI 96792

Creighton Chang  
94-203 Paioa Place Apt. P106  
Waipahu, Hawaii 96797

Jeff Kagihara  
1702 S. King Street  
Honolulu, HI 96826

Island Insurance Co.  
Attn: Rodney Ajifu  
1165 Bethel Street  
Honolulu, HI 96813

Eric Enos  
Kaala Farms  
P. O. Box 630  
Waianae, Hawaii 96792

Ronald Morikawa  
95-888 Holu Place  
Mililani, HI 96789

Roy Morioka  
1190A Iki Place  
Honolulu, HI 96821

Gary Kaneko  
92-210 Awaawahea Place  
Kapolei, HI 96707

Mr. Wayne Watanabe  
1701 Kalakaua Ave.  
Honolulu, HI 96826

Wayne Dang  
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Honolulu, HI 96816

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Of Counsel:

IMANAKA KUDO & FUJIMOTO

A Limited Liability Law Company

BENJAMIN A. KUDO 2262-0

NAOMI U. KUWAYE 6648-0

JESSE K. SOUKI 8213-0

745 Fort Street, 17th Floor

Honolulu, Hawaii 96813

Telephone: (808) 521-9500

Attorneys for Petitioner

KAPOLEI PROPERTY DEVELOPMENT, LLC

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAII

In the Matter of the Petition of  
KAPOLEI PROPERTY DEVELOPMENT, LLC

DOCKET NO. A06-763

To Amend the Agricultural Land  
Use District Boundaries into the  
Urban Land Use District for  
Approximately 344.519 Acres in  
Ewa District, Island of Oahu, Tax  
Map Key Nos. (1) 9-1-014:033  
(por.), 034, 035 and (1) 9-1-  
015:020 (por.)

AFFIDAVIT OF NAOMI U. KUWAYE  
ATTESTING TO SERVICE OF  
SECOND AMENDED PETITION FOR  
LAND USE DISTRICT BOUNDARY  
AMENDMENT

AFFIDAVIT OF NAOMI U. KUWAYE ATTESTING TO SERVICE OF  
SECOND AMENDED PETITION FOR LAND USE DISTRICT BOUNDARY AMENDMENT

STATE OF HAWAII )  
 ) SS:  
CITY AND COUNTY OF HONOLULU )

NAOMI U. KUWAYE, being first sworn on oath, deposes and  
says that:

1. Affiant is one of the attorneys for Petitioner,  
KAPOLEI PROPERTY DEVELOPMENT, LLC ("Petitioner"), is licensed to

practice law in the State of Hawaii, is duly authorized to make this affidavit, and does so upon personal knowledge and belief.

2. This affidavit is made to comply with section 15-15-50 (c)(5)(C), Hawaii Administrative Rules ("HAR") for the State of Hawaii, Land Use Commission ("Commission").

3. On November 22, 2006, Petitioner filed with the Commission a second amended petition for a boundary amendment ("Second Amended Petition") in Docket No. A06-763.

4. The foregoing Amended Petition and Exhibits "2A-1", "3A-1", "9A-1", "12A-1", "21", "22", "23", pursuant to HAR § 15-15-48(a), were duly served by certified mail or personally served to each of the following persons on November 22, 2006, addressed as follows:

State of Hawai'i  
Department of Business, Economic  
Development and Tourism  
OFFICE OF PLANNING  
Attn: Ms. Laura Thielen  
P.O. Box 2359  
Honolulu, Hawai'i 96804

CERTIFIED MAIL

State of Hawai'i  
Department of Business, Economic  
Development and Tourism  
OFFICE OF PLANNING  
Attn: Mr. Abe Mitsuda  
Land Use Division  
P.O. Box 2359  
Honolulu, Hawai'i 96804

CERTIFIED MAIL

State of Hawai'i  
DEPARTMENT OF THE ATTORNEY GENERAL  
Attention: Mark Bennett, Esq.  
Hale Auhau  
425 Queen Street  
Honolulu, Hawai'i 96813

CERTIFIED MAIL



City and County of Honolulu DEPARTMENT OF PLANNING AND PERMITTING Attn: Mr. Henry Eng 650 South King Street, 7 <sup>th</sup> Floor Honolulu, Hawai'i 96813	CERTIFIED MAIL
City and County of Honolulu PLANNING COMMISSION 650 South King Street Honolulu, Hawai'i 96813	CERTIFIED MAIL
City and County of Honolulu DEPARTMENT OF THE CORPORATION COUNSEL Attn: Carrie K. S. Okinaga, Esq. 530 South King Street, Room 110 Honolulu, Hawai'i 96813	CERTIFIED MAIL
Ms. Donna Goth President Aina Nui Corporation 1001 Kamokila Boulevard, Suite 255 Kapolei, Hawai'i 96707	CERTIFIED MAIL
Mr. Stephen H. MacMillan Chief Executive Officer James Campbell Company, LLC 1001 Kamokila Boulevard Kapolei, Hawai'i 96707	CERTIFIED MAIL
Chevron Products Company 91-480 Malakole Street Kapolei, Hawai'i 96707	CERTIFIED MAIL
Hawaiian Electric Company, Inc. 900 Richards Street Honolulu, Hawai'i 96840	CERTIFIED MAIL
Hawaiian Telcom P.O. Box 2200 Honolulu, Hawai'i 96841	CERTIFIED MAIL
Tesoro Hawaii Refinery 91-325 Komohana Street Kapolei, Hawai'i 96707	CERTIFIED MAIL
Hawaii MMGD LLC Davies Pacific Center 841 Bishop Street, Suite 700 Honolulu, Hawai'i 96813	CERTIFIED MAIL

AES Hawaii  
91-086 Kaomi Loop  
Kapolei, Hawai'i 96707

CERTIFIED MAIL

Aloha Petroleum, Ltd.  
91-119 Hanua Street  
Kapolei, Hawai'i 96707

CERTIFIED MAIL

Milo Nursery, Inc.  
2226 Kalihi Street  
Honolulu, Hawai'i 96819

CERTIFIED MAIL

Menehune Green  
91-400 Malakole Street  
Kapolei, Hawai'i 96707

CERTIFIED MAIL

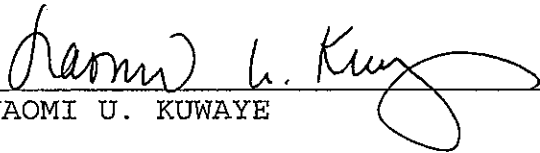
Grace Pacific  
P. O. Box 78  
Honolulu, Hawai'i 96810

CERTIFIED MAIL

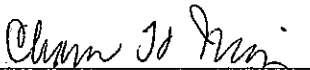
Hawaiian Cement  
91-055 Kaomi Loop  
Kapolei, Hawai'i 96707

CERTIFIED MAIL

Further affiant sayeth naught.

  
\_\_\_\_\_  
NAOMI U. KUWAYE

Subscribed and sworn to before me  
this 22nd day of November, 2006.

  
\_\_\_\_\_  
Notary Public, State of Hawaii  
**Charlene H. Miyakawa**

Printed Name  
My commission expires: 9.27.2010



BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI'I

In the Matter of the Petition of  
KAPOLEI PROPERTY DEVELOPMENT, LLC

To Amend the Agricultural Land  
Use District Boundaries into the  
Urban Land Use District for  
Approximately 344.519 Acres in  
Ewa District, Island of Oahu, Tax  
Map Key Nos. (1) 9-1-014:033  
(por.), 034, 035 and (1) 9-1-  
015:020 (por.)

DOCKET NO. A06-763

CERTIFICATE OF SERVICE

CERTIFICATE OF SERVICE

I hereby certify that the foregoing **SECOND AMENDED PETITION FOR LAND USE DISTRICT BOUNDARY AMENDMENT; EXHIBITS "2A-1", "3A-1", "9A-1", "12A-1", "21", "22", "23"; CERTIFICATE OF SERVICE** were duly served by certified mail upon each of the following persons on the 22nd day of November, 2006 addressed as follows:

State of Hawai'i  
Department of Business, Economic  
Development and Tourism  
OFFICE OF PLANNING  
Attn: Ms. Laura Thielen  
P.O. Box 2359  
Honolulu, Hawai'i 96804

CERTIFIED MAIL

State of Hawai'i  
Department of Business, Economic  
Development and Tourism  
OFFICE OF PLANNING  
Attn: Mr. Abe Mitsuda  
Land Use Division  
P.O. Box 2359  
Honolulu, Hawai'i 96804

CERTIFIED MAIL

State of Hawai'i  
DEPARTMENT OF THE ATTORNEY GENERAL  
Attention: Brian C. Yee, Esq.  
Hale Auhau  
425 Queen Street  
Honolulu, Hawai'i 96813

CERTIFIED MAIL

City and County of Honolulu  
DEPARTMENT OF PLANNING AND PERMITTING  
Attn: Mr. Henry Eng  
650 South King Street, 7<sup>th</sup> Floor  
Honolulu, Hawai'i 96813

CERTIFIED MAIL

City and County of Honolulu  
PLANNING COMMISSION  
650 South King Street  
Honolulu, Hawai'i 96813

CERTIFIED MAIL

City and County of Honolulu  
DEPARTMENT OF THE CORPORATION COUNSEL  
Attn: Carrie K. S. Okinaga, Esq.  
530 South King Street, Room 110  
Honolulu, Hawai'i 96813

CERTIFIED MAIL

Ms. Donna Goth  
President  
Aina Nui Corporation  
1001 Kamokila Boulevard, Suite 255  
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CERTIFIED MAIL

Mr. Stephen H. MacMillan  
Chief Executive Officer  
James Campbell Company, LLC  
1001 Kamokila Boulevard  
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900 Richards Street  
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Hawaii MMDG LLC  
Davies Pacific Center  
841 Bishop Street, Suite 700  
Honolulu, Hawai'i 96813

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91-086 Kaomi Loop  
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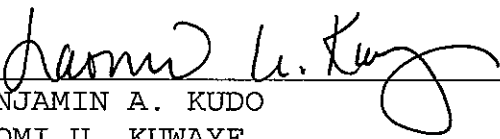
CERTIFIED MAIL

Hawaiian Cement  
91-055 Kaomi Loop  
Kapolei, Hawai'i 96707

CERTIFIED MAIL

DATED: Honolulu, Hawai'i, November 22, 2006.

Of Counsel:  
IMANAKA KUDO & FUJIMOTO  
A Limited Liability Law Company

  
BENJAMIN A. KUDO  
NAOMI U. KUWAYE  
JESSE K. SOUKI

Attorneys for Petitioner KAPOLEI  
PROPERTY DEVELOPMENT, LLC