



QUEEN LILI'UOKALANI TRUST
Created by Her Late Majesty Queen Lili'uokalani

August 16, 2010

Mr. Orlando "Dan" Davidson
Executive Officer
Land Use Commission
Department of Business, Economic Development & Tourism
State of Hawaii
P.O. Box 2359
Honolulu, HI 96804-2359

Dear Mr. Davidson:

**Subject: 2010 Annual Progress Report
LUC Docket No. A89-646
Queen Lili'uokalani Trust
Keahuolu Lands, North Kona, Island of Hawaii**

Please find enclosed an annual progress report in compliance with Condition 22 of LUC Docket No. A89-646. This report addresses the status of the development and compliance with the conditions of approval for the current year.

If you have any questions or comments, please feel free to contact Ms. LeeAnn Crabbe or myself at (808) 203-6150.

Sincerely,

Michele Otake
Development Manager

Enclosure

LAND USE COMMISSION
STATE OF HAWAII
2010 AUG 17 A 7:11

**Petitioner's
Exhibit no. 91**

ANNUAL REPORT TO THE STATE LAND USE COMMISSION
Queen Lili'uokalani Trust Keahuolū Lands
LUC Docket No. A89-646
Decision and Order, August 28, 1991

Submitted in Compliance with Condition 22

August 16, 2010

Introduction

This is a report on the status of development for the Queen Lili'uokalani Trust Keahuolū Land in Kailua-Kona, Hawai'i, and the extent to which conditions of approval are being complied with. The report is being submitted in compliance with Condition 22 of LUC Docket No. A89-646, Decision and Order, dated August 28, 1991. This report addresses the status of the development and compliance with the conditions of approval for the current year.

Status of Conditions

Condition 1. Petitioner shall generate one (1) non-tourism related job, or the equivalent thereof, for each hotel unit Petitioner is allowed to build. As used herein, "non-tourism related" means not related to hotels or residential condominiums intended for use as transient accommodations, or recreational, entertainment or other facilities and services used primarily by tourists. The equivalent value of one (1) non-tourism related job will be determined by the Office of State Planning.

This condition is currently not applicable because Phase 1 of the project, which comprises approximately 315 acres, does not include or propose any hotel units at this time.

Condition 2. Petitioner shall design and construct all structures and buildings in compliance with County, State, and Federal codes and standards.

The Kmart, Macy's and Makalapua Stadium Cinemas projects within Phase 1 of the project complied with this condition at the time of their completion in 1994, 1997 and 2000, respectively. The Trust, or its developers, will comply with this condition for all future structures and buildings.

Condition 3. There shall be no occupancy of any structures within a 1,300-foot buffer zone surrounding the Kealakehe Landfill until a permanent solution to smoke, fumes and other health hazards from the Landfill is in place.

There is no occupancy or any structures planned within the buffer zone at this time.

Condition 4. The Landowner shall participate in an air quality monitoring program as specified by the State Department of Health.

This condition was not required by the State of Hawai'i Department of Health (DOH) for the Kmart, Macy's, or Makalapua Stadium Cinemas projects. The Trust, through Belt Collins, has been advised by the DOH that air quality monitoring is not required at this time. The Trust will participate in an air quality program when specified by the DOH.

Condition 5. *The Landowner shall implement effective soil erosion and dust control measures during all phases of the development.*

Soil erosion and pest control measures were implemented for the Kmart, Macy's, and Makalapua Stadium Cinemas projects. The Trust will continue to comply with this condition in future phases of the development.

Condition 6. *Petitioner shall provide or cause to provide the necessary water source, storage, and transmission facilities to service the Project. Petitioner shall coordinate and explore joint development with the County of Hawaii, Department of Water Supply, the State Department of Land and Natural Resources, adjoining landowners, and/or other State or County agencies regarding measures designed to obtain the required water for the Project.*

The Keahuolū well, reservoir, and transmission system to service the 49.9-acre first increment of Phase 1, has been constructed, completed, and dedicated to the County of Hawai'i. The system was accepted by the County on August 27, 1996.

The Trust is working with the Department of Water Supply (DWS) on the planning and development of a water system which will service regional and Trust water needs. Both the Trust and County have engaged consultants to plan jointly the source development and transmission system to provide water in a timely manner. The Keahuolu Lands Water Resource Development Agreement was signed by the Trust and DWS on February 23, 2010.

Condition 7. *The Landowner shall connect the wastewater system for the proposed development of the Property to the Kealakehe Wastewater Treatment Plant. Construction of structures within the Property shall not commence until the Landowner has obtained assurances from the County of Hawaii that capacity at this plant has been reserved or will be available at the time occupancy occurs of structures within the Property; provided that, if the capacity at the Kealakehe Wastewater Treatment Plant is not sufficient for the proposed development of the Property, the Landowner may utilize other alternatives acceptable to the State Department of Health and County of Hawaii.*

This condition was complied with for the Kmart, Macy's and Makalapua Stadium Cinemas projects. The Trust will continue to comply with this condition in all future projects in the project area.

Condition 8. *Petitioner shall fund and construct highway improvements, including but not limited to the dedication of rights-of-way, necessitated by the proposed phased development and*

in designs and schedules accepted by and coordinated with the State Department of Transportation and the County of Hawaii.

The necessary highway improvements for Makalapua Center (accepted by and coordinated with the State DOT and the County of Hawaii) were completed as part of the earlier Kmart and Macy's projects. The Trust has conveyed the necessary right-of-way to the State to widen Queen Ka'ahumanu Highway in satisfaction of the condition. The transaction was memorialized in a Purchase and Sale Agreement (PSA) entered into between the DOT and the Trust dated September 12, 2003, as amended. The PSA transaction transferred nine parcels of Trust lands to the DOT and two highway boundaries in favor of the DOT for highway improvements. As part of the PSA transaction, the Director of Transportation, Rodney K. Haraga sent a letter to Robert Ozaki, Trust Administrator, dated September 17, 2003. In that letter, the DOT released the Trust from further obligations related to highway improvements under Condition 8.

Condition 9. *Petitioner shall work with the appropriate departments of the State and County on the designs and construction of all roadway improvements within the Property. Petitioner shall work with the appropriate departments of the State and County on regional traffic improvements necessitated by the proposed phases of the development. Petitioner's participation shall not at any time exceed its pro rata share of roadway improvements made necessary by the increased traffic resulting from each phase of the development. In the event that the County of Hawaii adopts an impact fee for transportation improvements, the foregoing funding requirements may be modified or deleted to the extent that the cost of any specific traffic improvement is also included in the County of Hawaii's impact fee computation.*

All of the currently required roadway improvements within the property were completed earlier as a part of the Kmart and Macy's projects in 1994 and 1997, respectively. The State DOT has acquired the necessary Trust lands for the right-of-way to widen Queen Ka'ahumanu Highway. This acquisition satisfied the pro rata share of state roadway improvements necessary for traffic resulting from the total development of the 315 acres (Phase I).

As part of the roadway improvements for the Kona Commons development makai of Queen Ka'ahumanu Highway, the Trust received approvals from the appropriate departments and has widened Makala Boulevard immediately mauka and makai of Queen Ka'ahumanu Highway to a width of 100 feet.

The applicant has and will continue to work with the County in the development and implementation of regional and local roadways that could be directly or indirectly affected by the subject as well as the other properties owned by the applicant. Roadways, such as the Mid-Level Road (Ane Keohokālole Highway), are needed to facilitate the safe and efficient movements of vehicles in this region.

The Trust has participated in the planning, subdivision, and design for a portion of the Mid-Level Road that falls on Trust property. Additionally, the Trust conveyed 16.858

acres of land and 4.781 acres of easements to the County of Hawaii; and has entered into a Construction Right-of-Entry Agreement with the County that allows better access to the Ane Keohokālole Highway right-of-way; and has assisted the County in its archaeological efforts within the road right-of-way.

Condition 10. *Petitioner shall undertake periodic monitoring of the traffic conditions within and adjacent to the Property throughout the Project's development period to the satisfaction of and with the approval of the State Department of Transportation and the County of Hawaii.*

In compliance with the decision, the Trust commissioned traffic monitoring studies in December 1998 and January 1997, following the completion of Macy's and Kmart Department stores, respectively. In 2000 and 2001, development was completed for the Makalapua Stadium Cinemas at Makalapua Shopping Center and for HPM at Makalapua Business Center, respectively.

The Trust will continue to monitor traffic conditions within the reclassified area and adjacent areas. As development occurs in the subject areas and in conformance with conditions attached to the relevant County zoning approvals, the Trust will prepare additional traffic monitoring studies and submit to the State Department of Transportation and County of Hawaii.

Condition 11. *Petitioner shall appoint a transportation manager whose function is the formulation, use, and continuation of alternative transportation opportunities that would optimize the use of existing and proposed transportation systems. In the alternative, Petitioner may participate in a regional program for transportation management with other developers and/or landowners. This program shall address the formulation, use, and continuation of alternative transportation opportunities that would optimize the use of existing and proposed transportation systems.*

There is no regional program for transportation in West Hawaii, and the Trust has indicated to the State DOT its willingness to participate in such a program when it is established.

The Trust will be coordinating the development of a regional transportation system with the appropriate State and County agencies, as well as neighboring landowners including the Department of Hawaiian Home Lands, Hawaii Housing Finance & Development Corporation/Forest City, and Department of Land and Natural Resources.

Condition 12. *Petitioner shall work with the County to establish a reasonable buffer area along the boundary of the Property to maintain the visual integrity from Queen Kaahumanu Highway.*

A plan for landscaping of a buffer area along the boundary of the property with Queen Kaahumanu Highway was submitted to the County in October 1993. The Kmart, Macy's and Makalapua Stadium Cinemas projects do not impact the buffer area. Plans for new

projects along Queen Kaahumanu Highway will include consideration of a buffer along the highway.

Condition 13. Petitioner shall preserve those historic sites, as agreed to in writing with the Historic Preservation Division, State Department of Land and Natural Resources, in compliance with Chapter 6E, Hawaii Revised Statutes. The Petitioner shall submit to the State Historic Preservation Division a detailed historic preservation mitigation plan in two parts, a preservation plan and an archaeological data recovery plan. This mitigation plan must be approved by the State Historic Preservation Division, prior to any field work and prior to any construction in the vicinity of historic sites. Also, the Petitioner must obtain verification by the State Historic Preservation Division that successful execution of the mitigation plan has been completed prior to any construction in the vicinity of the historic sites.

In a letter dated June 5, 1998, State DLNR Historic Preservation Division approved a proposal on behalf of the Trust; 1) ensuring that the preservation plan for the preserve would be completed “before the adjacent parcels are developed,” and 2) that the detailed “archaeological inventory survey of the preserve area is completed before the preservation plan is developed.” The Trust has been working with the County in the development of the Ane Keohokālole Highway. As part of the project the County has contracted Pacific Legacy, Inc. and has performed data recovery at selected sites within the highway corridor; an archaeological inventory survey within the 25-acre historic preserve area (HPA) is currently underway; and a preservation plan will be prepared for the HPA. All of this work has and will be done in conjunction with and approved by the State Historic Preservation Division.

Together with local community organizations and public agencies, the Trust’s Kona-based staff is developing short- and long-range plans to coordinate the planning, management, and maintenance of the 25-acre HPA. In addition, the Trust is also working on a project with the U.S. Fish and Wildlife Service to propagate endangered, native plant species within the preserve.

The Trust will complete a preservation plan for the portion of Mamalahoa Trail proposed for preservation and which is found mauka of Queen Kaahumanu Highway. The timetable for completion of the preservation plan has not been established, but will be completed prior to any development in areas adjoining the Trail.

All of the field work regarding the Sample Block C Data Recovery project at Makalapua has been completed. In September 1996, DLNR approved the field effort and signed off on a grubbing permit on the basis of its own field inspection of the project area and in anticipation of the Final Data Recovery Report. In June 2001, PHRI submitted the “Phased Archaeological Mitigation Program, Phase II, Archaeological Data Recovery Block C” to the State Historic Preservation Division (SHPD) for its review and comment. On May 8, 2002, SHPD approved PHRI’s report for Block C.

Condition 14. *Petitioner shall immediately stop work in the impacted area and contact the Historic Preservation Division, State Department of Land and Natural Resources, should any archaeological resources such as artifacts, shell, bones, or charcoal deposits, human burial, or rock or coral alignments, pavings or walls of historic or prehistoric origin be encountered during the development of the Property.*

The Trust, and its developers, have and will continue to comply with this condition.

Condition 15. *Petitioner shall formulate a fire contingency plan prior to construction in the project area. The fire contingency plan shall be approved by the State Department of Land and Natural Resources, Division of Forestry and Wildlife.*

The fire contingency plan was completed and approved by the Division of Forestry and Wildlife. The plan was incorporated into Kmart, Macy's, and Makalapua Stadium Theaters plans and specifications. Future plans will also comply with this requirement.

Condition 16. *Petitioner shall coordinate with the County of Hawaii and the State Department of Health to establish appropriate systems to contain spills and prevent materials such as petroleum products, chemicals, solvents, or other pollutants from leaching into the storm drainage system and adversely affecting the groundwater and coastal waters.*

Spill prevention measure were developed and incorporated into the Kmart, Macy's and Makalapua Stadium Cinemas construction plans and specifications. These measures will continue to be incorporated in future projects.

Condition 17. *Petitioner shall prepare a drainage and erosion control plan and shall fund and construct the necessary drainage improvements and maintain ocean water quality to the satisfaction of the State Department of Health. Petitioner shall, to the extent necessary as determined by the County of Hawaii, coordinate off-site improvements with adjoining landowners and developers, and/or other Federal, State, or City agencies.*

The requirement was incorporated in the Kmart, Macy's and Makalapua Stadium Cinemas construction plans and specifications. Future plans will provide for this requirement.

Condition 18. *Petitioner shall fund and install, to the specifications and satisfaction of the State Office of Civil Defense, the necessary facilities within the Property and a siren paging encoder in the Kona Police Department substation.*

As reported in earlier reports, the State Office of Civil Defense deferred to County jurisdiction on this matter, and the County does not require an encoder.

Condition 19. *Petitioner shall develop and maintain on-site facilities to insure that the nearshore, offshore, and deep ocean waters remain in pristine condition. Petitioner shall also*

participate in a water quality monitoring program in accordance with the methods and procedures approved by the State Department of Health.

As part of the water quality monitoring program, Dr. Steve Dollar conducted sampling in June 1996, while earthwork for the Liberty House (now Macy's), Makala Blvd. and Luhia Street extension projects were in progress. No changes in water quality attributable to the project were noticed. The report was submitted to DOH in September 1996 and approved by the DOH, with the need for additional monitoring to be determined on a project-by-project basis. The Trust informed DOH of the grading for the Makalapua Stadium Cinemas project and received DOH's concurrence that no water quality monitoring was necessary, based on the results of the earlier study. The Trust will continue to inform DOH of future projects in the subject area.

Condition 20. *Petitioner shall complete the development on the Property in substantial compliance with the representations made before the Land Use Commission. Failure to so develop may result in the reversion of the Property to its former land use classifications or a change to a more appropriate classification.*

The Trust is continually updating conceptual land uses to meet market demand and community needs. The Trust will assure that any and all revisions will be consistent with the initial permitted uses under the General Commercial (CG) zoning (315-acre phase 1) conferred by the County subsequent to the approval of this Urban boundary amendment.

Condition 21. *Petitioner shall give notice to the Land Use Commission of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interest in the Property, provided that individual tenant leases may not be reported.*

The LUC was notified of the original lease for Makalapua Center to Duncan MacNaughton, the developer. The LUC was further notified of the subsequent leases to Kmart, the former Liberty House (now Macy's), and Wallace Theaters (for the Makalapua Stadium Cinemas). The Federated Group (owners of Macy's Department Store chain) acquired the Liberty House Department Store chain, so the lease for the former Liberty House property is now headed by the Federated Group.

Given estimated infrastructure costs and Trust financial resources, it is anticipated the Trust will be seeking a financial or joint venture partner to develop this project. In addition, as a private operating foundation, the Trust cannot engage in significant development activity under its tax-exempt status.

The Trust will continue to update the LUC of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interest in the property, provided that individual tenant leases may not be reported.

Condition 22. *Petitioner shall provide annual reports to the Commission, the Office of State Planning and the County of Hawaii Planning Department in connection with the status of the subject project and the Petitioner's progress in complying with the conditions imposed.*

The Trust will continue to comply with this condition, and the next annual report will be due August 28, 2011.

Condition 23. *The Commission may fully or partially release these conditions as to all or any portion of the Property upon timely, and upon the provision of adequate assurance of satisfaction of these conditions by the Petitioner.*

The Trust believes it is substantially in compliance with all conditions.

Condition 24. *Petitioner shall record the conditions imposed by the Commission with the Bureau of Conveyances pursuant to title 15, chapter 15, section 92, Hawaii Administrative Rules.*

Completed.

Condition 25. *Petitioner shall submit to the Commission, OSP and the County a metes and bounds map and description of the reclassified portions of the property.*

Completed.

**Final Environmental Assessment and
Finding of No Significant Impact
for the Proposed Kona Commons Project
Keahuolū, North Kona District, Kailua-Kona, Hawaii
TMK: portion of (3) 7-4-08:02;
(3) 7-4-015: portion of 15 and 22; (3) 7-4-10**

**Applicant:
Queen Lili‘uokalani Trust
1100 Alakea Street, Suite 1100
Honolulu, Hawaii 96813**

**Approving Agency:
County of Hawaii Planning Department
101 Pauahi Street, Suite 3
Hilo, Hawaii 96720**

**Prepared by:
Belt Collins Hawaii Ltd.
2153 North King Street, Suite 200
Honolulu, Hawaii 96819**

March 11, 2008

Chapter 1

Purpose and Need

1.1 Introduction and Background

This environmental assessment (EA) is prepared in accordance with Chapter 343, Hawaii Revised Statutes (HRS), to evaluate potential impacts of the Kona Commons project. Kona Commons is on Queen Lili'uokalani Trust (QLT) land at Keahuolū, North Kona District, in Kailua-Kona, Hawaii. Although it is being developed on private land, Chapter 343 is applicable due to a component of the project that uses public land. The project involves construction of roadway improvements and installation of a waterline within the Queen Ka'ahumanu Highway right-of-way on land owned by the State of Hawaii. This EA addresses a requirement by the State of Hawaii Department of Transportation (DOT) – Highways Division. DOT approval is the final clearance needed to implement the first two phases of the project. All other entitlements have been obtained, including zoning, final plan approval, construction plan approval for the balance of the infrastructure, and the Phase I building permit. (The Phase II building permit is expected next month.)

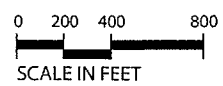
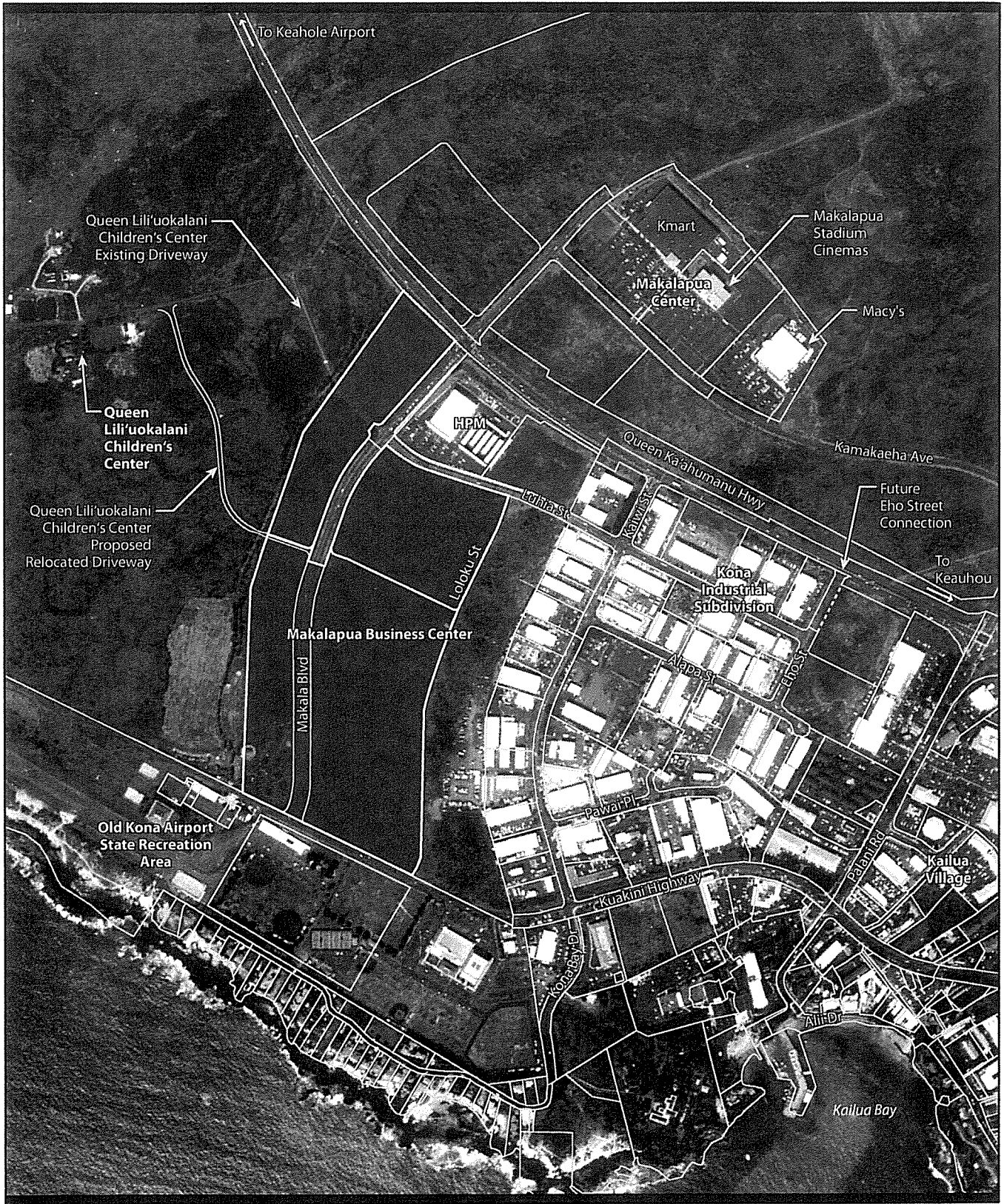
Kona Commons is located within the MCX-20 zoned 100-acre Makalapua Business Center (see Figure 1).

Roadway, water, and sewer improvements to support the proposed commercial uses comprised the first phase of development at Keahuolū. "Backbone" infrastructure constructed by QLT included Makala Boulevard and the signalized intersection at Queen Ka'ahumanu Highway; a potable water well, reservoir, and transmission lines; and connection to the County's sewage treatment plant.

1.2 Need for the Project

Makalapua Shopping Center on Kamakaeha Avenue was the first increment of commercial development at Keahuolū. Revenue from Makalapua Shopping Center supports the operations of the Queen Lili'uokalani Children's Center (QLCC), and Kona Commons is being developed for the same purpose.

QLCC is the social service agency that carries out the mission of the Queen Lili'uokalani Trust (QLT). On December 2, 1909, Queen Lili'uokalani executed a Deed of Trust, which established a private foundation dedicated to the welfare of orphaned children. She amended her Deed of Trust on October 11, 1911 adding destitute children among her beneficiaries. QLCC operates nine units statewide, offering a wide range of services to beneficiaries, including finding suitable homes, developing education plans, counseling, arranging for foster care or adoption, and extending financial assistance. QLCC's Kona Unit is located west of the Kona Commons site, a distance of about one-half mile.



LEGEND
Kona Commons Project Area

Figure 1
LOCATION MAP
Kona Commons
Environmental Assessment
December 2007

1.3 Proposed Action

QLT proposes to develop approximately 67 acres of its Keahuolū land for commercial use. The site is located makai of the Queen Ka‘ahumanu Highway, north of and adjacent to the existing Kona Industrial Subdivision. Kona Commons would be developed in three phases and involve construction of buildings and supporting infrastructure. Two aspects of the project, the connection of the Eho Street extension to Queen Ka‘ahumanu Highway and installation of a waterline in the Queen Ka‘ahumanu Highway right-of-way, trigger this Chapter 343 environmental review. The Eho Street extension is a condition of County of Hawaii zoning approval. The waterline installation, serving two fire hydrants, meets County Department of Water Supply standards and also provides a county water system improvement.

LINDA LINGLE
GOVERNOR



RECEIVED

2008 FEB 25 PM 2: 21

STATE OF HAWAII
DEPARTMENT OF TRANSPORTATION
869 PUNCHBOWL STREET
HONOLULU, HAWAII 96813-5097

BELT COLLINS HAWAII

BRENNON T. MORIOKA
INTERIM DIRECTOR

Deputy Directors
MICHAEL D. FORMBY
FRANCIS PAUL KEENO
BRIAN H. SEKIGUCHI

IN REPLY REFER TO:

STP 8.2779

February 22, 2008

Ms. Susan A. Sakai
Vice President and Director of Planning
Belt Collins Hawaii, Ltd.
2153 North King Street, Suite 200
Honolulu, Hawaii 96819

Dear Ms. Sakai:

Subject: Kona Commons Project
Draft Environmental Assessment (Draft EA)
TMK: por of (3) 7-4-08:02; (3) 7-4-015: por of 15 and 22; (3) 7-4-10

Thank you for requesting the State Department of Transportation's (DOT) review of the subject Draft EA. DOT's comments are as follows:

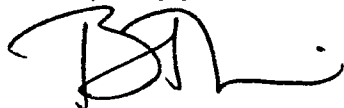
1. The proposed 67-acre commercial development project, which consists of over 312,000 square feet of commercial and retail space with another 300,000 square feet of undetermined use, will significantly impact DOT highway facilities.
2. While the project's Draft EA includes a section describing traffic mitigation and highway intersection improvements, DOT requests the preparation of a formal Traffic Impact Analysis Report (TIAR) for DOT's review and approval. A development plan reflecting the proposed project zoning, land uses and types of occupancy should accompany the TIAR. The TIAR should assess the project's local and regional impacts, and the traffic mitigation measures the project will provide and contribute to. The TIAR should also assess the cumulative impacts of project-generated traffic merging with vehicular activity in the area as well as traffic from future developments (e.g., Makalapua Business Center, Makalapua Shopping Center, neighboring property, developments, etc.), and identify the appropriate mitigation measures thereof. The TIAR should also consider and address impacts to the Queen Kaahumanu Highway Master Plan (conceptual), the County's Keahole to Honaunau Regional Circulation Plan (K to H Plan) and Keahole to Kailua Plan (K to K Plan). The developer must consult the DOT Highways Division Planning Branch during the preparation of the TIAR and project development plan.

Ms. Susan A. Sakai
Page 2
February

STP 8.2779

We appreciate the opportunity to provide comments.

Very truly yours,

A handwritten signature in black ink, appearing to read 'BM', with a horizontal line extending to the right.

BRENNON T. MORIOKA, PH.D., P.E.
Interim Director of Transportation

c: Laurence Lau, Office of Environmental Quality Control



March 11, 2008
2007.45.0300 / 08P-100

Brennon T. Morioka, Ph.D., P.E.
Interim Director of Transportation
Department of Transportation
State of Hawaii
868 Punchbowl Street
Honolulu, Hawaii 96813-5097

Dear Dr. Morioka:

Kona Commons Project
Keahuolu, North Kona District, Kailua-Kona, Hawaii

Thank you for your letter of February 22, 2008, providing comments on the Draft Environmental Assessment (EA) and Anticipated Finding of No Significant Impact for the proposed Kona Commons project.

We are responding to comment 2 in your letter. Please be advised that a formal Traffic Impact Analysis Report (TIAR) was prepared for the subject project and submitted to State DOT for review and approval. The findings of the TIAR, completed by Wilson Okamoto Corporation (February 2007), are disclosed in section 3.9 of the Draft EA. We have on record a letter from your office to Mr. John Chung of Belt Collins Hawaii, dated July 21, 2006, presenting comments on the TIAR. There were no comments regarding the TIAR scope or methodology. The comments focused on details such as traffic signal phasing/timing, turn lane requirements, and information about the State's Queen Ka'ahumanu Highway widening project as it relates to Kona Commons. These comments have been incorporated into design of the proposed roadway/traffic improvements associated with Kona Commons.

The TIAR was tailored to address traffic impacts generated by the Kona Common project. In addition, the study considered regional impacts, analyzing intersections located beyond the immediate project vicinity—specifically, the intersections of Palani Road/Kuakini Highway/Ali'i Drive, Ka'iwi Street/Kuakini Highway, and Palani Road/Queen Ka'ahumanu Highway. The TIAR was an assessment of cumulative impacts, using growth rate factors based on historical traffic data and considering future development assumptions contained in the Hawaii Long-Range Land Transportation Plan. The scope and methodology of the TIAR were reviewed and found adequate by your office, as well as the Hawaii District office.

Honolulu
Guam
Hong Kong
Philippines
Seattle
Singapore
Thailand

Brennon T. Morioka, Ph.D., P.E.
March 11, 2008
2007.45.0300 / 08P-100
Page 2

Thank you for your interest in the project.

Sincerely,

BELT COLLINS HAWAII LTD.

A handwritten signature in black ink, appearing to read "Susan A. Sakai". The signature is fluid and cursive, with a prominent flourish at the end.

Susan A. Sakai
Vice President and Director of Planning

SAS:lf

cc: Daryn Arai, Hawaii County Planning Department
LeeAnn Crabbe/Michelle Orian, QLT

Kailua Park Master Plan

aka Old Airport Park/Maka'eo

County Contract C.002100



County of Hawai'i,
Department of Parks and Recreation
August 2010

DRAFT
ENVIRONMENTAL
ASSESSMENT

Petitioner's
Exhibit no. 93

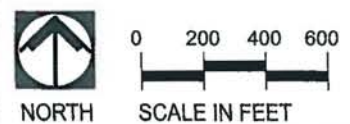
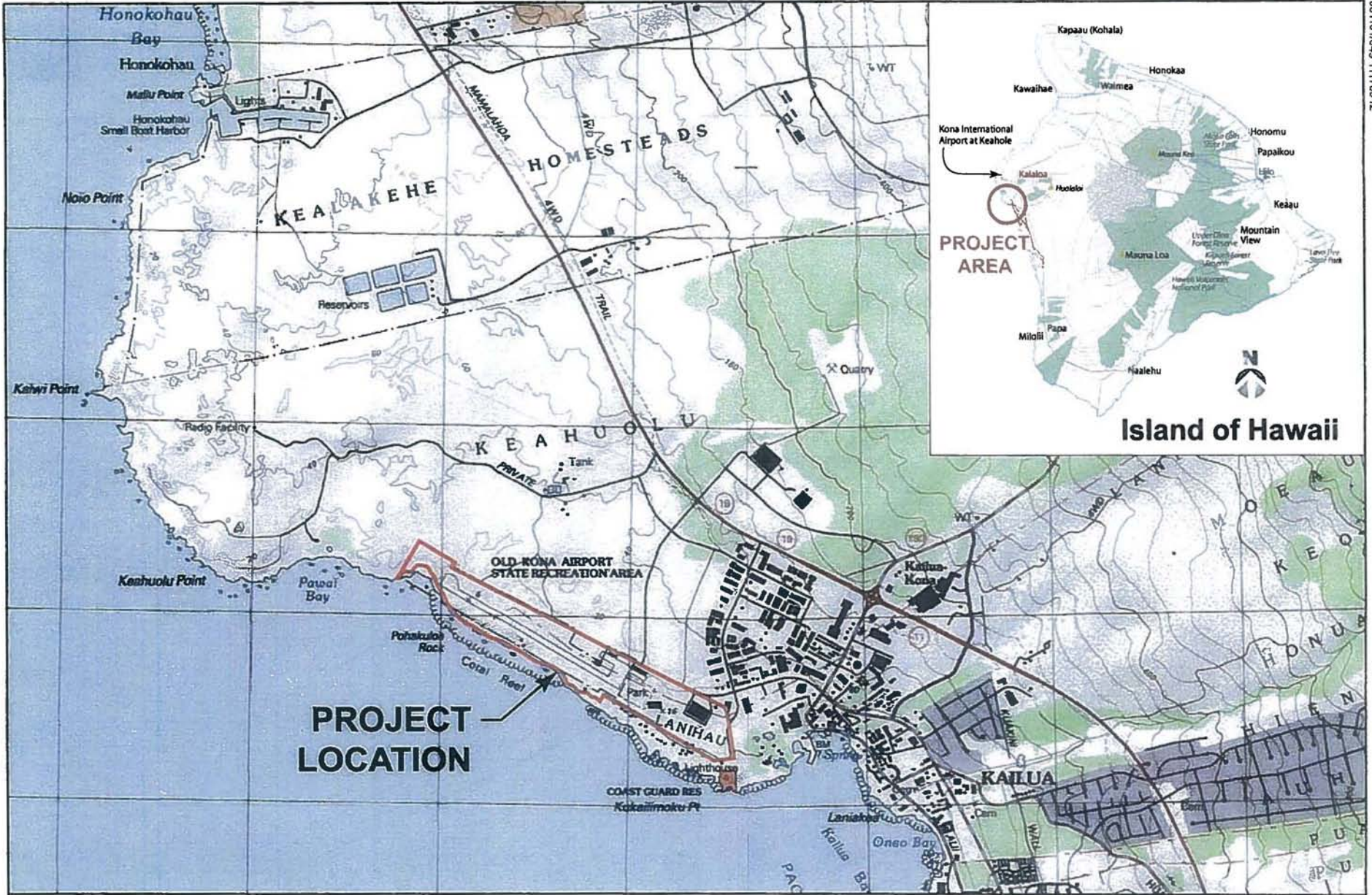


Figure 1
LOCATION MAP
 Kailua Park Master Plan
 Draft Environmental Assessment
 November 2009

2 PURPOSE AND NEED FOR ACTION

2.1 BACKGROUND

In January 2009, the State of Hawai'i Department of Land and Natural Resources (DLNR) via Executive Order, conveyed approximately 98 acres referred to as the Old Kona Airport State Recreation Area, to the County of Hawai'i. Given control of the entire 117-acre parcel, the County prepared a community-based master plan as a blueprint for park improvements over the next 20+ years.

2.2 PROJECT PURPOSE AND NEED

The proposed action is the implementation of the Kailua Park Master Plan. The purpose of the master plan is to provide a comprehensive long-range guide for future development and use of the park which: 1) improves the park's physical conditions; 2) meets the recreational and social needs of the community; 3) is consistent with the Kona Community Development Plan's designation as a "district park;" 4) is appropriate to the environmental setting; and 5) was developed through the participation and input of the community.

2.2.1 Improve the Park's Physical Conditions

During the master planning process, the site analysis and stakeholder consultations revealed a number of areas of the park needing physical improvement. For example, access to and circulation within the park is poor. Vehicular access to the 117-acre project site is provided by multiple entry points from Kuakini Highway, but there is little connectivity between the various activity nodes. Vehicular circulation around the heavily used ballfield and aquatics complex is disjointed and confusing, and parking is poorly located and inadequate.

Existing athletic facilities are also in need of upgrade or improvement. One of the football fields is substandard and only 80 yards long. Although the Kona Community Aquatics Center (KCAC) includes lockers and showers, there are no comparable facilities for the gymnasium. There are no shower facilities for beach users who access Keiki Beach via the public access path. The tennis courts are poorly located in the middle of the ballfield complex, adding to congestion in this area.

The T-intersection at Makala Boulevard has become the park's "front door," but the initial view is the unattractive backside of the old terminal building, surrounded by a barbed wire-topped chain link fence. The former airport terminal and other baseyard and maintenance facilities in the central area of the park are in poor physical condition and unattractive.

The entire central and northern end of the site is dominated by the former airport runway, which is used as a de facto roadway to access the beach areas and the walking and jogging path. The huge paved area is devoid of vegetation and shade, causing significant heat gain on the site.

Lands to the north and west (mauka of the site) are owned by the Queen Lili'uokalani Trust (QLT). The QLT has leased the adjacent site along Makala Boulevard to the Swing Zone Golf Course, a nine-hole golf course with 18-hole putting course and restaurant. The recently developed Makala Business Center is located further mauka on Makala Boulevard. Other surrounding QLT lands are currently undeveloped, but zoned for mixed commercial and industrial uses. The QLT has plans for future residential and commercial development in this area, including areas abutting the park.

The southeastern side of the park consists of a number of active sports venues, operated and maintained by the County. Multi-purpose outdoor sports fields include:

- **Field A, Simmons Field**, a dedicated college and high school baseball field
- **Field B**, a multi-purpose soccer and substandard 80-yard football field
- **Field C**, two Youth Baseball or Softball Fields
- **Field D, Old Airport Lights**, a multi-purpose football and baseball/softball field with two skinned diamonds and two additional unskinned diamonds at each corner built around 1970. Fields are lit.
- **Field E**, the main soccer field capable of accommodating multiple soccer games depending on age classification constructed in 1994. When built, a BMX bicycle dirt course was eliminated.

Other facilities include:

- **Kona Community Aquatics Center**
The KCAC consists of a 50-meter Olympic size swimming pool divided by a bulkhead, a children's wading pool, power generator and filtration room, covered stands, and a locker, shower and toilet facility. The aquatics center was built in 1998.
- **Kekuaokalani Gymnasium**
The gymnasium measures approximately 20,880 square feet and includes a multi-court sport gymnasium, bathroom, storage and multi-purpose room built in 1991. There are no locker or shower facilities. The gym is striped to accommodate two cross court basketball courts, two cross court volleyball courts or three cross court badminton courts. Telescopic wooden bleachers line two sides of the gym. The gym floor is wood on concrete and not properly cushioned. The gym is naturally vented through clerestory windows. There are approximately 500 marked parking stalls surround the aquatics center and gym.
- **Outdoor Basketball Courts**
Three outdoor basketball courts, completed in 2005, are located to the southeast of the gymnasium. The courts are used for practice and warm-ups as well as free play and

of the existing tennis courts, and construction of new parking lots and driveways. The demolition of the existing runway and construction of a new beach access road will also generate noise and dust.

Best Management Practices will be implemented for all improvements to mitigate noise, fugitive dust, erosion and other environmental impacts as required by law.

Once construction is completed, there will be no adverse long-term construction impacts to the existing facilities and fields or surrounding land uses. When fully implemented, the master plan will have a positive impact on the site and surrounding areas, transforming the park into a desirable recreation asset and community center. Removal of the old airport runway will have a positive effect on the physical environment, and will replace an undefined travel way and haphazard parking lot with a meandering but well-defined beach access road with designated parking areas.

The master plan recommends long-term relocation of the County's Parks Maintenance baseyard (currently located at the old terminal building) and the State's DLNR Parks baseyard (currently housed at the old hangar buildings) to unspecified locations offsite. According to action approved by the Board of Land and Natural Resources at its meeting on November 16, 2007, *"The Division of State Parks shall retain an area (at Kailua Park) not to exceed 5.00 acres, which shall include the old hangar building, mobile office site and surrounding areas..."* and the State shall retain *"Unrestricted access to the Kona Sub-Unit baseyard reserved for the Department of Land and Natural Resources, its employees, consultants, contractors and/or persons acting for or on its behalf to conduct the State's official business."* In subsequent discussions between State and County officials, the DLNR has indicated that they are not opposed to relocating its baseyard to accommodate future park development plans but that replacement facilities must first be provided by the County (See DLNR letter in Chapter 9). The Kailua Park master plan is a long term vision with a 20-year build out and it is not critical that the baseyard facilities move immediately. Until a replacement site is found, the continued presence of the baseyards will not hamper the proposed development of the balance of the improvements proposed by the master plan.

Future plans for QLT lands immediately mauka of the park have not been finalized. The QLT is currently developing plans for its planned residential and commercial development. The enhanced Kailua Park would provide a valuable community amenity for future residents, as it provides a link to the beach and shoreline. Discussions have been initiated with QLT personnel, who have indicated their willingness to work with the County as plans for their property are developed.

Cumulative impacts associated with the implementation of the master plan would be positive, as it will enhance and add to the County's inventory of recreational amenities available to Big Island residents, particularly those in North and South Kona. The enhancement of Kailua Park

From Vision
to Reality

The Urban Land Institute J.C. Nichols Prize
for Visionaries in Urban Development



**Petitioner's
Exhibit no. 94**

When “Good” Is Not Enough

Albert B. Ratner and Forest City Enterprises are continuing to build on an impressive list of achievements that have shaped the look and feel of cities and communities across the country.

To describe Cleveland-based Forest City Enterprises, Inc., as a good company is accurate, but it seems hardly adequate. Since 1921, when the firm got its start building and selling two-car garages—guaranteed not to leak—for \$179.50, it has grown exponentially into a highly respected \$7.4 billion real estate development organization with close to 300 projects in nearly 150 communities in 20 states.

Yet, despite Forest City’s extraordinary streak of success in community building, “good” is precisely the description that cochairman Albert B. Ratner uses to sum up the company’s work. “We don’t have a great company, we have a good company, and we are trying to be better. Once you are a great company, what else is there to do? There are a lot of things we have to do that we don’t even know about.”

This modesty is typical of Ratner, who clearly has played a leading role in Forest City’s myriad contributions to America’s urban areas. His lifelong dedication to creating positive change in communities through Forest City’s developments has earned both Ratner and Forest City the 2005 Urban Land Institute J.C. Nichols Prize for Visionaries in Urban Development. The prize honors the legacy of ULI founder and legendary

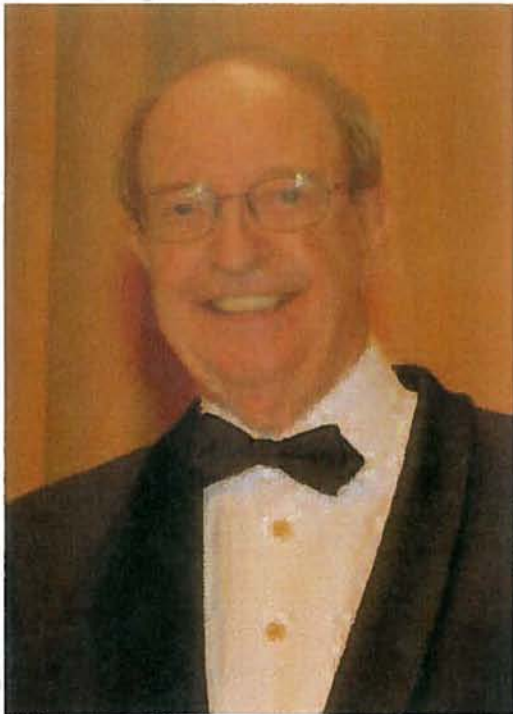
Kansas City, Missouri, developer Jesse Clyde Nichols, who built the still-thriving Country Club Plaza and surrounding residential neighborhoods during the first half of the last century.

At 78, Ratner understands the difficulty Nichols and his contemporaries faced in maintaining their real estate businesses during the Great Depression. “What few people understand is that between 1929 and 1950, [the business of] real estate was practically nonexistent. There were people—giants like Nichols—who were there before World War II, who were tremendous builders, and we [current land use professionals] don’t really appreciate them. But they made it possible for us to do what we are doing.”

He recalls Forest City’s own struggle to sell timber during that time—“Maybe we would get pickles for some two-by-fours”—and it instilled in him a sense of humility that remains an important part of the company’s makeup.

To shape Forest City’s culture of teamwork and collaboration, Albert Ratner has drawn heavily on lessons learned from his parents. “My mother said, ‘There is no limit to what you can do if you don’t care who gets the credit.’ My father said, ‘If you remember where you came from, you will always know where you are going,’” he says. “If you combine those two principles, you have not only a good business, but a good life, because you know what’s important.”

Ratner’s brother-in-law, Samuel H. Miller, 84, cochairs Forest City; he has worked with Ratner at the company for nearly 60 years. Both attribute its success to the collective contributions of its employees and outside partnerships. “This company



Albert B. Ratner.

was built by thousands of employees," says Miller, who is also the company's treasurer. "There is no way Al and I could have done this by ourselves. Here, the 'me, me' is out entirely."

Over the years, the company, founded by Albert Ratner's father, two uncles, and an aunt, sold its lumber business and branched into land acquisition and development; retail, office, and residential development; and ultimately master-planned development of mixed-use projects. Forest City's developments are in both downtown cores as well as suburban greenfields. Yet, despite the company's extra-

Miller decided that Forest City could best gain financial clout by offering company shares to the public, they viewed it as a choice to become a larger company involving a larger number of families. "We always felt this business was big enough, not only for our family members, but for all kinds of family members—fathers, brothers, sisters, daughters. The broader concept of family is very important to us," he says.

"The family is much larger than the bloodline—it really is a family of people working together, and that is not just rhetoric," says

Sterling Glen of Bay Shore (right) in Bay Shore, New York, a restored Victorian mansion, is one of many distinctive assisted living facilities developed by Forest City Enterprises. 100 Landsdowne Street: The Residences at University Park (far right) is part of University Park at the Massachusetts Institute for Technology. The entire mixed-use development was chosen as a 2004 ULI Awards for Excellence winner.



Members of the Ratner family accept the National Building Museum's Honor Award for 2005, presented to Forest City Enterprises last June.



ordinary growth, which was spurred by going public in 1960, Forest City has remained a tightly knit family operation; its Web site even contains a "family tree" to help sort out the lineup. Among the Ratners: Charles, Albert's cousin, is president and chief executive officer of the company. Cousin Ronald is president and chief executive officer of Forest City Residential Group, Inc.; Ronald's brother and Albert's cousin James is president and chief executive officer of Forest City Commercial Group Inc.; and cousin Bruce is president and chief executive officer, Forest City Ratner Companies. Albert's son Brian is president of East Coast Development for Forest City Enterprises Inc.; and Albert's daughter Debra Ratner Salzberg is president of Forest City Washington, Inc.

However, Albert Ratner is quick to point out that he and his relatives view the term "family" in the broadest sense: when he and

James Ratner. "It is an atmosphere in which people can say what they want and talk things out honestly. The inspiration for this comes from Albert. He is very direct and unambiguous."

Backing up employees when they err is as critical to Albert Ratner as giving them credit when they succeed. "When things are going good, I don't hear from Al too much, but when things go bad, I know he will be there," says Ronald Ratner. "That is when he is at his most supportive best."

Explains Albert: "We really are not second-guessers. We expect mistakes to be made. We give people a lot of responsibility and authority, because we believe creativity can only flourish in that kind of environment. And we need a much larger group of creative people than most companies might need, because we do so many things in so many places."



Ratner (far right) at the announcement of the renovation of Subway Terminal (now called Metro 417) in downtown Los Angeles.



Ratner (center) talks with guests during a celebratory event kicking off development of the New East Baltimore Community in Baltimore.



Forest City's flexibility is illustrated by its wide variety of developments, ranging from Metrotech Center in Brooklyn, a 16-acre office campus that is one of the largest developments in New York City; to University Park, a mixed-use complex at the Massachusetts Institute of Technology in Cambridge (the project was a 2004 ULI Awards for Excellence winner); to Ohana Military Communities near Honolulu, a modernization of military family housing in Hawaii. Certainly, Stapleton in Denver, the transformation of the city's former airport into a 4,700-acre multipurpose community; and Terminal Tower, the renovation of Cleveland's most famous building, rank among Forest City's best-known endeavors. In a brilliant example of "out-of-the-box" thinking, the company hired celebrity photographer Annie Leibovitz to document its construction of the 52-story New York Times building in New York City. Forest City will display the photos—a series of both close-ups and panoramic shots—in a public gallery outside the site.

However, Forest City's roster of work contains smaller projects in addition to the larger ones, many of which are in edgy inner-city neighborhoods of both strong and weaker cities. "They look at the tough places, where there is no market," says 2005 Nichols Prize Jury Chairman Joseph E. Brown, president and chief executive officer of EDAW, Inc., in San Francisco. "They go in and create markets for housing, office, and retail, and they believe in what they can do. Considering all the components needed to make it work . . . it is not easy. But they have shown that they can be ahead of trends, and can reshape the market in not just one location, but in different locations."

In addition to Brown, other Nichols Prize jury members are: Robert Campbell, architecture critic for the *Boston Globe*; Bonnie Fisher, principal and director of landscape design at ROMA Design

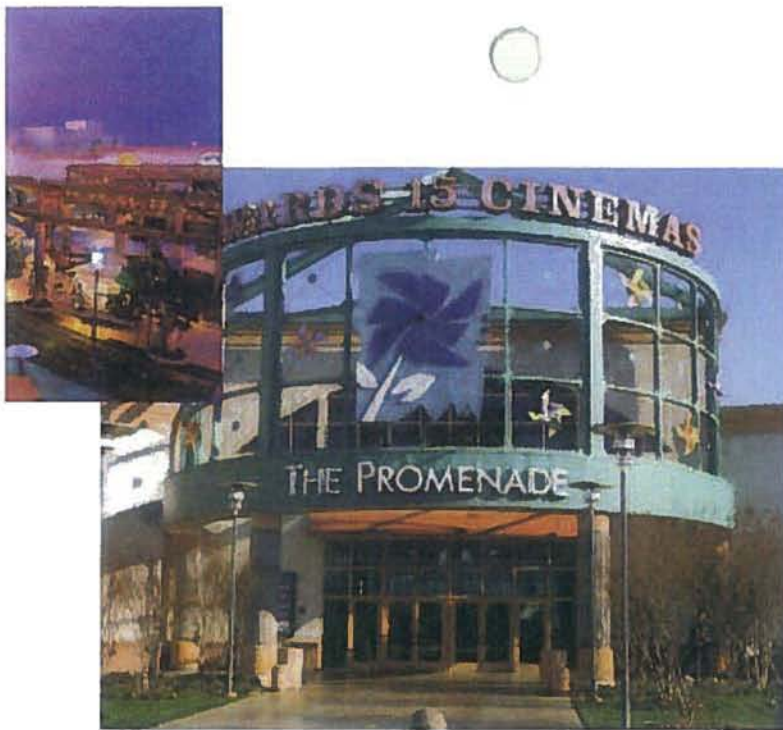
Group in San Francisco; A. Eugene Kohn, president of Kohn Pedersen Fox Associates PC in New York City; and Christopher B. Leinberger, partner at the Arcadia Land Company in Albuquerque, and director of a new graduate real estate development program at the University of Michigan. "Cities consider themselves blessed if Forest City comes to town," says Leinberger. "They know how to create a tremendous value through place, and how to build a sense of community. They get it. What they do gives us [the development community] legitimacy to try new things."

Andrew Altman, chief executive officer of the Anacostia Waterfront Corporation in Washington, D.C., and the city's former planning director, remembers walking around a barren site in Washington's Southeast section four years ago with Albert Ratner and Deborah Ratner Salzberg. They were discussing redevelopment possibilities for the site in conjunction with the city's plans for overall revitalization along Washington's Anacostia River. "There was nothing there, and people were skeptical that anything could happen on it. But Albert saw the potential. He said, 'This is what we love to do,'" Altman recalls. "He understands complex urban redevelopment, and he knows what makes cities exciting." Today, that area in the Southeast is undergoing massive rejuvenation, much of which has been triggered by plans to construct a stadium for the Washington Nationals, the city's new major league baseball team.

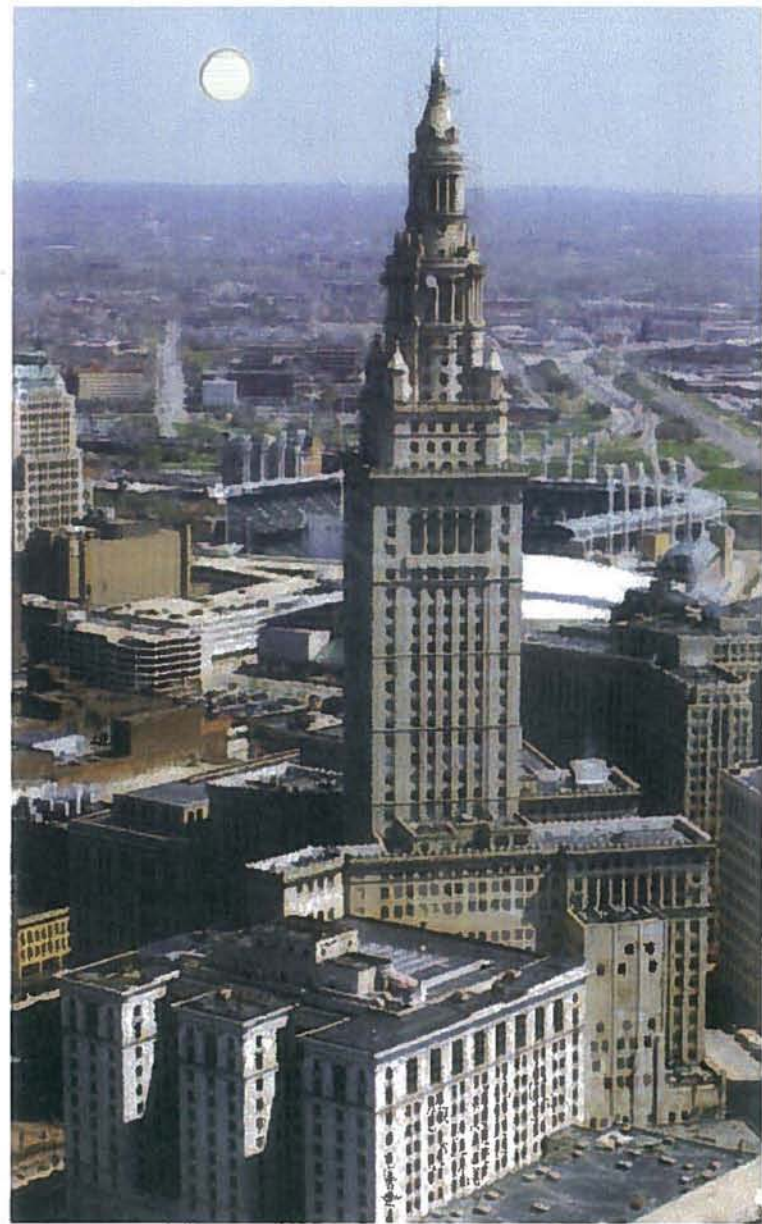
Forest City's investment in Washington's waterfront spans a vast section near the convergence of the Anacostia and Potomac rivers, and its projects in that area include a mall renovation, affordable housing constructed through the federal HOPE VI program, and new retail and office space. "What distinguishes Forest City is that it doesn't do things piecemeal; it goes in with a

Central Station in Chicago, a mixed-use development of office, for-sale condominiums, and rental buildings spanning 80 acres, is just minutes away from the heart of Chicago's Loop.





The Promenade in Temecula (above), a retail development on 75 acres in California's "New Frontier"—the Temecula Valley, located between San Diego and Los Angeles. Forest City's \$600 million redevelopment of the Terminal Tower and the former Union Terminal into Tower City Center (below, and right), along with the addition of new office buildings, a first-class hotel, and retail stores, has made the 6.5 million-square-foot project the centerpiece of a thriving section of Cleveland.



commitment to bring back entire neighborhoods," Altman says. "It really embeds itself in the community and has staying power. No challenge is too daunting."

According to James Ratner, Forest City's penchant for iffy locations stretches back three decades, and is attributable to Albert Ratner's contrarian nature. "When everyone else said the urban markets of America were places you didn't want to be, and that the only place to be was in the suburbs, Albert took exactly the opposite tack," he says. "The trick is not to go where everyone else is going; the trick is to have the foresight to understand where people will go if you can create the place."

Forest City's rejuvenation of Terminal Tower took nearly ten years to complete. Built in 1928 with marble, granite, and cherry wood framing its majestic public space, it had fallen into disrepair over the years, reflecting the disinvestment that had occurred throughout America's downtowns following World War II. When Forest City acquired the building in 1983 and began the slow, meticulous restoration process, most of Cleveland's inner core was "decaying" and "there was disbelief, because it had been so long since

any investment had occurred,” says Joseph D. Roman, president and chief executive officer of the Greater Cleveland Partnership (GCP), which promotes economic development in that city. He met Albert Ratner about 20 years ago, when both were charter members of Cleveland Tomorrow, the forerunner of GCP. At the time, creating a physically appealing downtown was not a priority for many of the business executives in the group, Roman remembers. “Albert fixed that by making sure the organization understood that the way the city looked and felt was just as central to what we were trying to do with job creation as anything else on our agenda. . . . He is one of those people who just doesn’t give up. He believes the city is capable of anything. Today, people realize that growth in the central city is not only possible, it’s happening,” Roman says.

The \$600 million redevelopment of the Terminal Tower and the former Union Terminal into Tower City Center, along with the addition of new office buildings, a first-class hotel and retail stores, has made the 6.5 million-square-foot project a thriving section of Cleveland. The project, which includes a regional shopping mall, the M-K Ferguson Plaza building, the Skylight office tower, the Ritz-Carlton hotel and office tower, and a new rapid transit station, opened in 1990.

“Forest City’s investment in Tower City made all the other investments—the Rock and Roll Hall of Fame, the Gateway District (a historic neighborhood of restaurants, clubs, and sports arenas)—happen,” says Steve Strnisha, formerly with GCP and now president of Strnisha Development Advisors in Cleveland. “Now, all Clevelanders know the center of the city. Forest City is significant because it is big and because it cares. It has not forgotten its hometown.”

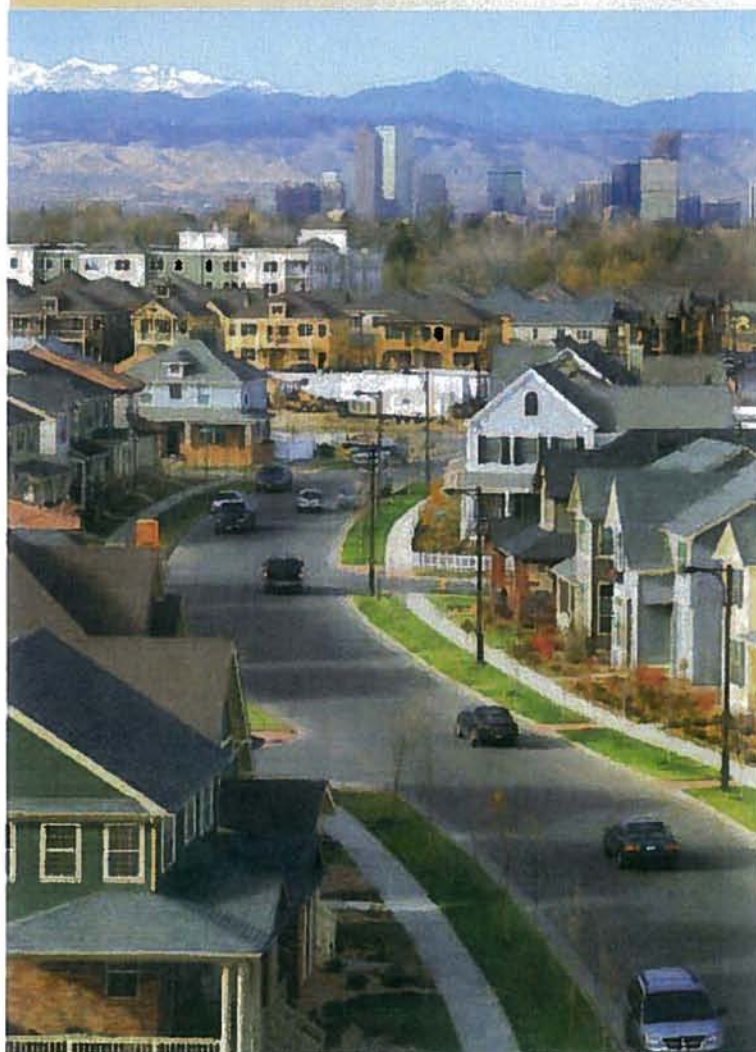
The company’s decision to move ahead with the tower refurbishment was based on its philosophy that “change takes time,” Albert Ratner explains. “We believed this project could make money for the company, and that it could change Cleveland, which would be good for the company.” He notes two key offshoots of the project—greater credibility with other communities regarding the company’s commitment to tackle tough deals and a greater understanding of public/private partnerships.

Creating long-lasting, mutually beneficial partnerships with the public sector and other private companies is a longstanding tradition at Forest City, says Charles Ratner. “We are not really a real estate development company, we are a community development company. We believe strongly in relationships with both the private and public sectors in every community we work in,” he says, pointing to the company’s success in Brooklyn with Metrotech. “We don’t just do a project in New York City. We do community development in New York City with New York City as our partner. To stay in the business, your projects have to work financially and work for the community as well. We created a way to save jobs for Brooklyn. But if we could not have made a competitive return, we could not have

“We’ve Learned a Lot”

Forest City Enterprises’ \$4 billion redevelopment of Denver’s Stapleton airport—currently the largest infill development in the United States—is a study in building partnerships and overcoming challenges. When the company was selected in 1998 to be the master developer, it was chosen to turn seven square miles of concrete into an environmentally conscious, pedestrian-friendly, new urbanist community with ample green space. To do this, Forest City is coordinating the work of more than a dozen homebuilders, scores of architects and engineers, and hundreds of contractors. It also has created public/private partnerships to secure financing for \$600 million in infrastructure. When the massive makeover is completed, it will include 8,000 homes and 4,000 apartments, 13 million square feet of office and retail space, two elementary schools, four middle schools, two high schools, and several preschool learning facilities.

The community emphasizes sustainable building, which is in keeping with the Stapleton Development Plan, known as the “Green Book,” created in 1995 by the Stapleton Redevelopment Foundation to address the physical design and economic, environmental, and social objectives of the community. All of Stapleton’s homes are required to meet sustainability standards set by Built Green Colorado, an organization that encourages energy conservation and natural resource preservation in development. The development has won several awards for sustainability, including the 2004 Best in American Living Award for Smart Growth from the National Association of Home Builders. It also won the Stockholm Partnerships for Sustainable Cities Award in 2002 and an Environmental Achievement Award in 2004 from the Colorado Department of Public Health and Environment. In 2001, Stapleton was recognized as a model community by the United Nations Council on Sustainable Development.



"It is highly unusual for a development company to embrace sustainability in such a comprehensive way," says Terrell J. Minger, president and chief executive officer of the Center for Resource Management (CRM), with offices in Denver and Salt Lake City. The center, dedicated to environmental problem solving, crafted the Green Book's section on sustainable design and green building criteria for Stapleton. While the Green Book provided a guide, Forest City—which had little experience with sustainable building prior to Stapleton—"really pushed it [sustainable building] forward" and offered new ideas to maximize green building practices, Minger says. "I don't know of another major developer that applies this level of sensitivity at this scale." He points out that Forest City has managed to take all the elements of the Green Book and "weave them together intelligently. . . . Every year, Stapleton gets better."

Today, with more than 2,000 homes completed, nearly 5,000 people are living in Stapleton. According to Tom Gleason, vice president of public relations for Forest City Stapleton, Inc., the community's emphasis on sustainability and recreation appeals to Denver's health-conscious residents. One of the old airport hangars has already been converted into a health club and recreational facility. Nearly 30 percent of Stapleton's acreage is reserved for parks and open space, including the 80-acre Central Park, which will feature skateboard parks and sledding hills. A bike and trail system meanders through the community and links to the Rocky Mountain Arsenal National Wildlife Refuge. The homes, shops, and offices at Stapleton are all connected by narrow streets, designed to encourage walking and minimize car use: even its big-box retail stores are designed to be accessible on foot. "People in Denver like the outdoors and they respect open space," Gleason says, recounting how needless it was to reserve parking for attendees at Stapleton's first Founder's Day celebration. "We had a crowd, but nobody drove. We had a stroller jam."

Gleason says the community's diversity, in terms of demographics, architecture, lifestyle, and income, is another draw: the housing is mixed, with homes priced in the \$100,000s positioned across the street from those selling for \$1 million. Currently, most of the people buying in Stapleton are from established intown neighborhoods, he says. Perhaps the most telling testament to Stapleton's impact is the fact that one of its first residents moved from a neighborhood directly across the street from the development. "He had grown up with the noise of jets taking off right over his roof, and he wanted to be in on the good things going on here now," Gleason says.

The transformation of Stapleton has spanned terms of three mayors: Federico Pena, who was mayor when the airport closing was announced in 1989; Wellington Webb, who oversaw the crafting of the redevelopment plan in 1995 and the initial construction work in 2001; and John W. Hickenlooper, the current mayor, whose administration is working with Forest City to keep the project moving toward completion, set for 2020. Says Hickenlooper, "Forest City is so far ahead of its time. . . . It has been a perfect partner for the city and it delivers on its promises. Cities need companies like Forest City."

"We look at partnerships more as a way to broaden opportunities than to lessen economic risk. The best results happen by collaborating and working with people—it's all about partnerships," says Albert Ratner. "I look back at the old things we did, and people ask, why did you develop that in that way? Well, that was the knowledge we had at the time. Then I look at Stapleton, and say to myself, 'We've learned a lot.'"—T.R.



built an environment to create new jobs and attract new capital and investment into the community."

Adds Ronald Ratner: "The business of making money is not at odds with community interests. You can't be part of a community if you are only looking at quarterly reports," he says. "Albert's legacy is that you can bring integrity into real estate. He has shown that development can be a profession that can have a positive impact, and that there does not have to be an adversarial relationship with the community."

Albert Ratner's son, Brian Ratner, says his father has instilled in him, and all the company's employees, the importance of respecting relationships. "Some of them [the business relationships] are older than I am," says the 48-year-old. "I believe our company stands out in that regard. People know our word is gold. We don't over-commit. We say what we are going to do and we do it."

"When I started in the business, and was out making a deal, I would come back to the office and the first question my father and uncle would ask me was not 'Did you make the deal?' It was, 'How is our reputation?'" recalls Albert Ratner. "They believed that if we had our reputation, it could only help us make another deal. . . . Being the boss means you take responsibility to see that the company is making money, but that it is making money with people, not off people."

"I don't like to compare what we have done with other companies. What we've done works for us," Ratner says. "If people say to me, 'You've built this great business,' to me, that is no big deal. It is a wonderful thing [only] if other things go with it—a great family, and a great community."

According to Hilel Lewis, director and founder of the Cole Eye Institute in Cleveland, an outstanding example of Albert Ratner's commitment to the community is his strong support of Vision First, which provides free sight screenings to Cleveland public school district students in prekindergarten, kindergarten, and first grade. "He saw this program as a way to combine his commitment to high-quality education with his commitment to high-quality health care," Lewis says.

Lewis, who has known Ratner for about ten years, has worked closely with him on several community-oriented projects, and considers him one of his closest friends. "He is the most respected civic leader in the city. . . . He is unselfish, wise, and humble. When I need good advice, I call Albert. He listens, he thinks creatively, and he reasons logically."

"I don't want to be remembered for building a business," says Ratner. "I just want those people whose lives I have affected to remember me, because I am made up of the memories of all those people who helped me." ■

TRISHA RIGGS IS ULI MANAGING DIRECTOR, COMMUNICATIONS.

The Urban Land Institute J.C. Nichols Prize for Visionaries in Urban Development Jury Members

Chairman

Joseph E. Brown

President and CEO, EDAW, Inc.

As a principal of EDAW, Joe Brown has directed numerous projects throughout the United States and abroad. EDAW was founded in 1939, and is now a 750-person planning and design firm with 23 offices worldwide. He is an experienced planner and landscape architect with particular strengths in new community planning, urban planning and redevelopment, community revitalization, historic and cultural design, and the issues confronting areas of rapid growth and development. He is committed to the fusion of sustainable resource management with enduring and distinguished physical design. He is a Fellow of the American Society of Landscape Architects and a founding member of the CEO Roundtable, a forum of leaders within the profession, brought together to offer national and international depth to the leadership of the ASLA.

Robert Campbell

Architectural Critic, Boston Globe

An architect since 1975, Robert Campbell has worked for nonprofit institutions and for cities. As architecture critic for the Boston Globe, he won the Pulitzer Prize for Criticism in 1996. In a review of his book, *Cityscapes of Boston: An American City Through Time*, a St. Louis Post-Dispatch reporter wrote "Campbell is esteemed by many to be the leading architectural critic in America today." Mr. Campbell has written more

than 80 feature articles and is a contributing editor for *Architectural Record* and *Preservation* magazine.

Bonnie Fisher

ROMA Design Group

Bonnie Fisher is a Principal of ROMA Design Group and Director of Landscape Design. Her project experience ranges in scale from planning for major open space preservation and restoration projects and the planning of new urban districts to the specific design and implementation of urban open space, plazas and streetscapes. Over the years, she has increasingly focused her efforts on the design of public spaces and in undertaking urban design projects that transform underutilized urban districts into more meaningful and successful places.

Fisher is a registered landscape architect. Over the course of her career, she has taught and lectured at various educational and other institutions, has contributed numerous articles and chapters and authored a book (in progress); has served as major speaker at various conferences, such as the National Society of Ecological Restoration, the Urban Land Institute, and the American Planning Association.

A. Eugene Kohn

President, Kohn Pedersen Fox Associates PC

Gene Kohn has been the president of Kohn Pedersen Fox (KPF) since he co-founded the firm in 1976. KPF is a 400-person practice that provides full architecture, master planning, space planning, programming,

building analysis and interior design services. Kohn is a registered architect in 26 states and the United Kingdom and Japan. He is a fellow of the American Institute of Architects and in 1998 was president of the AIA New York City Chapter. Kohn has chaired and served on a number of design award juries, has published widely, and has served as a visiting critic and lecturer at numerous colleges and universities as well as conducting courses at the Harvard Graduate School of Design for the past ten years. Kohn serves on many boards of both civic and professional organizations and serves as a Trustee of ULI.

Christopher B. Leinberger

Arcadia Land Company

Chris Leinberger is a land use strategist, developer, and author, based in Washington, D.C. He is a Professor of Practice and the Director of a new Graduate Real Estate Development Program at the University of Michigan.

He is also a Visiting Fellow at The Brookings Institution in Washington, D.C., focusing on research and practices that helping transform traditional and suburban downtowns and other places that provide "walkable urbanity". In addition, he is a founding partner of Arcadia Land Company, a progressive real estate development firm with projects in downtown Albuquerque; Independence, Missouri; Seaside, Florida; and five projects in the Philadelphia metropolitan area.

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THE URBAN LAND INSTITUTE
J.C. NICHOLS PRIZE
FOR VISIONARIES IN
URBAN DEVELOPMENT

New Urbanism Epitomized

Transit-oriented apartment community is Oakland's first LEED®-certified multi-family development.

BY CHRISTINE ROMBOUTS

Forest City's Uptown mixed-use community, a new sustainable transit-oriented development (TOD) located in the heart of the historic arts and entertainment district in Oakland, California, is in a perfect location to take advantage of the Bay Area's many public transit systems.

Designed by MVE & Partners using "smart growth" principles that promote transit-oriented development, The Uptown is within walking distance of the 19th Street/Oakland BART station and 15 AC Transit bus lines. Zipcar, a shared vehicle service, is available onsite exclusively to residents, allowing them to enjoy life without a personal car.

Jens Hillmer, Urban Economic Coordinator with Oakland's Community & Economic Development Agency, said the development is one of two pioneering TOD projects in the city, the other being the Fruitvale urban development along the BART line closer to Oakland International Airport.

"Both projects have been successful and underscore the viability of transit-oriented development as part of the city's urban planning strategy," he said. "The city is committed to better utilization of public transportation and we are now moving ahead with planning other TOD nodes."

The Bay Area Rapid Transit Authority is also a strong proponent of TOD and supports mixed-use development near its stations whenever and wherever possible. In a policy state-

ment issued in 2005, BART embraced transit oriented development for the purpose of increasing transit ridership and enhancing quality of life at and around BART stations "...by encouraging and supporting high quality transit-oriented development within walking distance of BART stations."

The Uptown is being built by Forest City Residential Group, Inc., through a joint venture with MacFarlane Partners. The project represents a true public-private partnership between the two firms and the City of Oakland Redevelopment Agency, which is making an investment in the downtown Arts and Entertainment by leasing the site to the Forest City/MacFarlane venture. The city is also financing all the streetscape improvements including new sidewalks, street benches, trees and paving as well as a new adjacent 25,000 square-foot public park to provide much needed downtown open space.

"The Uptown is more than a new urban community," said Cindy Wick, vice president of Forest City Residential Management, Inc. "It is an integral part of the revitalization



of the city's downtown area as well as a leader in environmentally sustainable and transit-oriented development projects. We are working closely with the local transit agencies to promote public transportation with our residents."

The Uptown's sustainable components include designated VIP parking for hybrid or alternative fueled vehicles, landscaping that uses approximately 50 percent of the water normally required for irrigation, and low-flow shower heads and lavatory faucets that reduce water usage by 20 percent. All adhesives, sealants, paints, and carpets in interior and common areas will be classified as low VOC (Volatile Organic Compound) for better health and indoor-air quality due to reduced gases. Further, at least 20 percent of construction materials will be manufactured regionally (within 500 miles of The Uptown) and purchased locally, with at least 90 percent of waste generated by the construction being recycled rather than taken to a landfill.

When completed by the end of the year, the pioneering community will offer 665 distinctive apartment homes – 25 percent of which will be designated as affordable rental housing for low- and moderate-income residents – as well as 9,000 square feet of street-level retail. To best serve its socially active residents, lobby areas feature ample seating arranged to facilitate casual conversations. Community amenities will include a fitness center, game room, theater room, pool and spa with expansive outdoor amenity deck, an art gallery, and even a poker room.

"Our goal is to design green urban developments that exceed our client goals while benefiting the city of Oakland and its residents for decades to come," says Ernesto Vasquez, AIA, Partner, at MVE & Partners, planner and architect for the project. "The Uptown enables residents to live in close proximity to jobs, city amenities and mass transit, thereby creating a better quality of life."

Along with its TOD credentials, The Uptown is the first multifamily project in Oakland to earn a LEED (Leadership in En-

ergy and Environmental Design) Silver certification by the U.S. Green Building Council.

The City of Oakland, has been a leading proponent of TOD in California. It adopted a pioneering policy in 1996 titled the S-15 transit oriented development zone "...to create, preserve and enhance areas devoted primarily ... to serve multiple nodes of transportation and to feature

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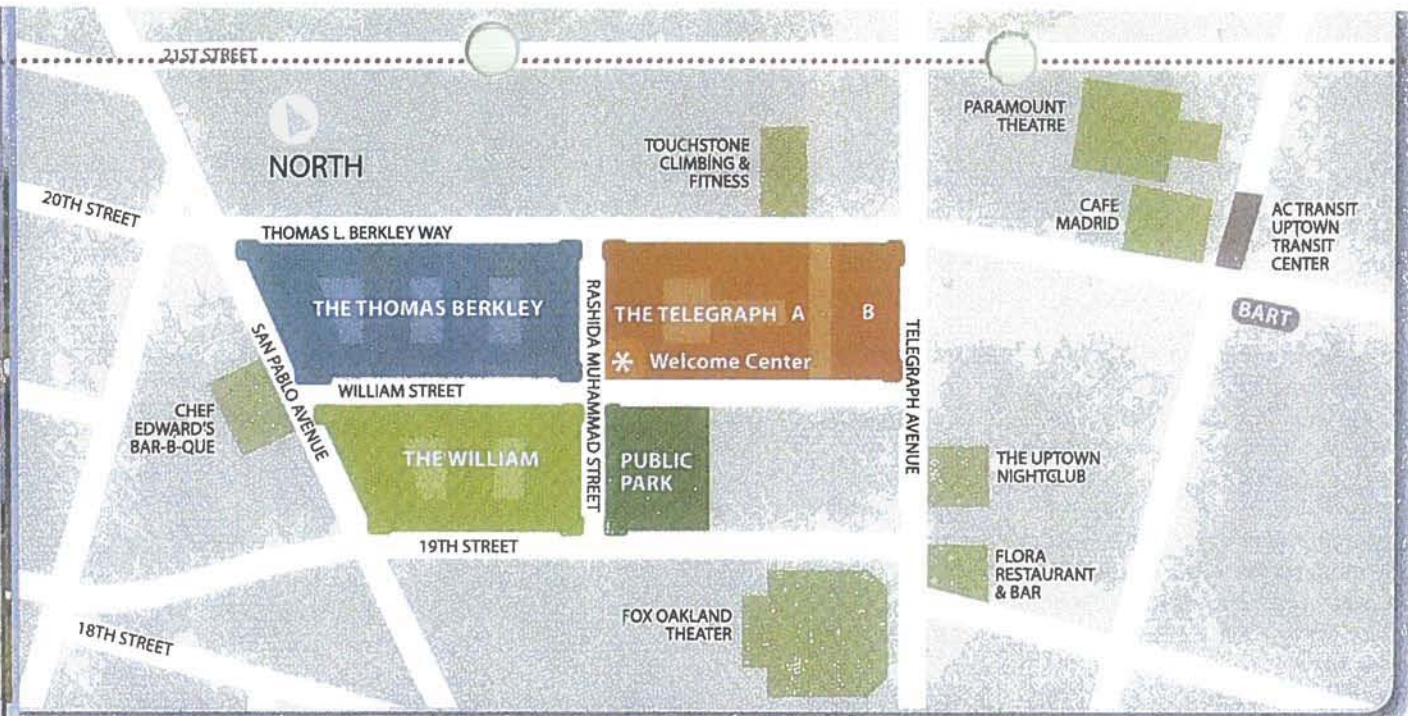


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A site plan that includes The Uptown is seen above. Downtown Oakland is a thriving urban area with multiple development projects and world-class corporate and retail tenants populating the downtown business district.

high-density residential, commercial, and mixed-use developments to encourage a balance of pedestrian-oriented activities, transit opportunities, and concentrated development; and encourage a safe and pleasant pedestrian environment near transit stations by allowing a mixture of residential, civic, commercial, and light industrial activities, allowing for amenities such as benches, kiosks, lighting, and outdoor cafes; and by limiting conflicts between vehicles and pedestrians, and is typically appropriate around transit centers such as Bay Area Rapid Transit (BART) stations, AC Transit centers, and other transportation nodes."

Although The Uptown's TOD qualifications fit squarely with the latest thinking in urban development, they are also attractive to new residents who are now moving into the mixed-use community. Don Nielsen, Ph.D., a clinical psychologist with Kaiser Permanente's Regional Workplace Safety Center and a recent transplant from Albion, MI, couldn't be happier with his new urban lifestyle, especially the access to public transportation.

"Using public transportation, I was able to go eight weeks without purchasing gas for my car," he says. "Between BART and the bus system, I can go just about everywhere I need to go."

Nielsen says his wife, who still lives in Michigan but will be joining him soon, found The Uptown on-line and both of them immediately knew this is where they wanted to live.

"Our children are grown and at our stage in life, this is a great place for us. We can walk to most services that we need and if we need to go out of our neighborhood, we jump on BART or the bus. Even our English bulldog is happy here."

SUR

About the author: Christine Rombouts is a Southern California writer who covers the real estate industry. She can be contacted at crombouts@cc.rr.com.

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Transit-Oriented Developments

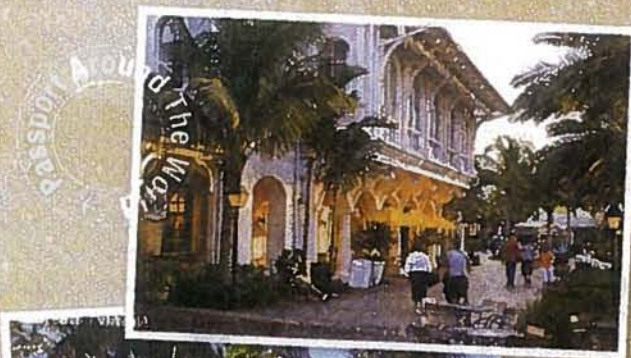
According to Wikipedia, transit-oriented development (TOD) is a "mixed-use residential or commercial area designed to maximize access to public transport, and often incorporates features to encourage transit ridership. A TOD neighborhood typically has a center with a train station, metro station, tram stop, or bus station, surrounded by relatively high-density development with progressively lower-density development spreading outwards from the center."

TOD is becoming an increasingly popular urban development concept in the U.S. as cities and states, as well as the nation, battle to reduce carbon emissions. Vehicular transportation is responsible for 60-90 percent of urban air pollution, which the American Lung Association cites as the number one health threat to Americans. Compared to private vehicle emissions, public transportation "...produces, on average, per passenger mile, 95 percent less carbon monoxide, 92 percent fewer volatile organic compounds, 45 percent less carbon dioxide, and 48 percent less nitrogen oxide," according to the Center for Transportation Excellence. In California, it is estimated that nearly 90 percent of all carbon comes from transportation, including private and public transit sources.

To be successful, TOD requires an urban planning strategy that calls for a regional approach to transportation and land use management that is often kinder to the environment than suburban development. Today's "best practices" TODs derive from public-private partnerships whose members embrace a strong vision, take a multi-disciplinary and regional approach, and are willing to share the podium with other stakeholders. They understand that transit-oriented development can be more efficient in adding density and livability to urban areas through infill and the creation of more linear cities.

Transit oriented development is not new; it has been a staple of urban development in Europe and Asia for generations. Mega-cities such as London, Paris, Tokyo and Hong Kong have long been juxtaposing residential and commercial hubs with rail lines within these great cities. Many cities in North America are also developing comprehensive TOD policies. Portland, Oregon; Denver, Colorado; San Francisco and Oakland, California; and Calgary, Alberta (Canada) have developed and continue to write strategic plans and ordinances designed to reduce automobile dependency and increase the use of public transit.

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STAPLETON



THE ESSENTIALS

WHERE IT IS—AT THE OLD AIRPORT. THE STAPLETON DEVELOPMENT IS SITUATED ON A MASSIVE 4,700-ACRE PARCEL IN NORTHEAST DENVER ONCE OCCUPIED BY STAPLETON INTERNATIONAL AIRPORT. THIS ENORMOUS AREA RUNS FROM QUEBEC STREET ON THE WEST SIDE, EAST TO PEORIA STREET, AND FROM MONTVIEW BOULEVARD ALL THE WAY NORTH OF I-70 AROUND NORTHFIELDS.

WHAT MAKES IT SPECIAL—A UNIQUE URBAN PROPOSITION. A PLANNED NEIGHBORHOOD, STAPLETON HAS AN AMBITIOUS VISION: A MASTER-ARCHITECTED, URBAN COMMUNITY THAT INFILLS AN INDUSTRIAL SITE WHILE PROVIDING A POSITIVE IMPACT TO THE CITY AND REGION. STAPLETON OFFERS A UNIQUE URBAN EXPERIENCE—GREEN SPACES IN THE CITY, NEW HOMES, LOCAL CONVENIENCES, GOOD SCHOOLS AND A STRONG COMMUNITY.

THE HOMES—SO MANY CHOICES! FROM CONCEPTION, STAPLETON INTENDED TO OFFER A GREAT VARIETY OF HOUSING OPTIONS—IN FACT, 17 BUILDERS OFFER 24 HOME MODELS THAT ALL SET THE STANDARD FOR ENERGY EFFICIENCY AND GREEN BUILDING TECHNIQUES. THE ARCHITECTURE IS MOSTLY NEO-TRADITIONAL, REMINISCENT OF OLDER DENVER NEIGHBORHOODS, WITH INVITING FRONT PORCHES—A STAPLETON SIGNATURE. THE YARDS ARE RELATIVELY SMALL, BUT THERE ARE MANY SURROUNDING OPEN SPACES AND PARKS.

HISTORY—BORN FROM RUNWAYS, A GRAND VISION FOR THE CITY Once frontier and farmland, the Denver Municipal Airport was constructed in

1929 and renamed Stapleton International Airport in 1964. Redevelopment efforts started in the late 1980s when Denver voters approved the

plan to build the new Denver International Airport. Community visionaries saw a unique chance to create something completely new on this huge stretch of prime real estate, and in a true feat of urban planning, community involvement and public/private partnership, the plans for Stapleton were born. The Stapleton Development Plan, also known as the "Green Book," was published in 1995; in 1998, Forest City was selected as the Master Developer.

According to Tom Gleason, Forest City Stapleton's vice president of PR, "Stapleton is an opportunity for Denver to grow within as an alternative to urban sprawl and to create a traditional urban neighborhood that connects seamlessly with the surrounding community."

The first residents moved into their new homes in 2002, and the neighborhood has been continuously evolving and taking shape ever since. More than 7,500 residents now live in Stapleton, with more than 30,000 expected when

"I LOVE WALKING PAST ALL THOSE FRONT PORCHES AND WAIVING TO NEIGHBORS...THE PEOPLE, PARKS AND AMENITIES MAKE IT HARD FOR ME TO IMAGINE LIVING ANYWHERE ELSE."

construction ends in 15 years. Upon completion, Stapleton will have some 12,000 homes, 1,100 acres of parks and open space, 2.5 million square feet of retail and 10 million square feet of office space.

STORY: **JON GOLDBERG**

THE NEW URBAN LIFESTYLE This meticulously planned community offers many tangible benefits that attest to its popularity—a rare chance to buy brand new near downtown, plentiful open space, excellent schools, many housing options, local shopping and amenities, and fun neighborhood events.

At Stapleton, new urbanism means community first. "Although, the homes are new, I feel like we're living in a neighborhood that's been around for a long time," says Jamie Jurgenson, a resident and librarian. "I love walking past all those front porches and waiving to neighbors. Stapleton has an almost nostalgic feel. The people, parks and amenities make it hard for me to imagine living anywhere else."

'GREEN' IN MORE WAYS THAN ONE

With nearly 25 percent of the development devoted to parks and open space, Stapleton is a tapestry of greenbelts, trails and city parks. The crown jewel is the new 80-acre Central Park, a state-of-the-art recreation facility with 1,700 new trees and a 3,500-foot promenade. Smaller "pocket parks" are integrated into all the neighborhoods and enhance the green feel.

A FUN AND SUPPORTIVE COMMUNITY

Forest City organizes numerous public events—such as holiday parades and outdoor concerts—that promote community interaction. In resident Rachel Dorr's corner of Stapleton, "We have 15 neighbors that all face the same park, and we get together at each others'

homes for holidays or just for fun." Dorr, a loan closer who is married with two young children, has made solid friendships here. "I am really happy that I have some neighbors who are in the same situation as me—juggling work and family—and that we can support each other."

HOUSING FROM \$200K TO \$1 MILLION

You'll find condos under \$200,000, lofts and townhomes from the \$300,000s and \$400,000s, single-family homes in the \$500,000s and \$600,000s—not to mention Urban Estate Homes for more than \$1 million.

SCHOOLS—STAPLETON HIGH, CLASS OF 2014

With education as a major focus of the development plan, Stapleton features some exciting and diverse new schools, including Westerly Creek Elementary, William R. Roberts School (K-8), Odyssey Charter School (Expeditionary Learning), Denver School of Science and Technology, and the Anchor Center for Blind Children. The Denver School of the Arts and Stanley British Primary school are nearby. Stay tuned for Stapleton High School, still in the planning stages with a goal of opening by 2010.

When he is not writing about neighborhoods for Colorado Expression, Jon Goldberg sells residential homes as a Realtor with Prudential Colorado Real Estate in Cherry Creek. An attorney who practiced for several years in national firms before pursuing real estate, Jon lives in Denver with his wife and two young sons.

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FOR IMMEDIATE RELEASE

**FOREST CITY MILITARY COMMUNITIES HAWAII COMMEMORATES
START OF ADDITIONAL FAMILY HOUSING PROJECTS
WITH THE DEPARTMENT OF THE NAVY, HAWAII**

HONOLULU - Forest City Military Communities Hawaii this week celebrated the start of the second phase of its public-private housing partnership with the Department of the Navy, Hawaii with two traditional groundbreaking ceremonies at Ford Island and Marine Corps Base Hawaii. The second phase of development includes family housing projects for Navy Region Hawaii and Marine Corps Base Hawaii.

The Navy Region Hawaii family housing project incorporates the management and operations of an additional 2,521 housing units in 16 Navy neighborhoods on Oahu and Kauai. The scope of work includes the construction of 826 new housing units and two community centers, the renovation of 969 housing units and the demolition of 794 existing units. In addition, it includes the development of neighborhood amenities such as tot lots, play lots, multi-purpose courts, picnic pavilions, benches, dog parks and walking trails. The project also covers the development and construction of two new neighborhoods on Ford Island, featuring 231 new homes for senior enlisted personnel and officers.

The Marine Corps Base Hawaii family housing project includes 1,175 homes in 10 neighborhoods primarily located on Marine Corps Base Kaneohe Bay. The scope of work includes the construction of 537 new housing units throughout the Marine Corps housing facilities, the renovation of 23 historic homes at Heleloa, 515 non-historic renovations at Hawaii Loa, Nani Ulupau and Pa Honua, as well as the demolition of 537 existing units. In addition, the project includes the construction of two community

centers, tot lots, play lots, multi-purpose courts, sidewalks and many other amenities typically found in today's master-planned communities. Utility improvements will also be made.

(more)

FOREST CITY MILITARY COMMUNITIES HAWAII COMMEMORATES
START OF ADDITIONAL FAMILY HOUSING PROJECTS

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"Forest City Military Communities is proud to have been selected by the Department of the Navy to oversee the modernization of military family housing in Hawaii," said Jon Wallenstrom, senior vice president of Forest City Military Communities Hawaii. "It is extremely gratifying to see our vision, which is to enhance the quality of life for military families by creating first-class, modern homes in welcoming neighborhoods, come to fruition as we continue with these next phases in our public-private partnership."

Begun in 2004, the first phase of Forest City Military Communities Hawaii's partnership with the Navy began with 2,003 homes, of which 961 are to be demolished and 910 new homes are to be constructed. One hundred new homes were transferred after assumption of operations under an existing military construction contract and the remaining units require only minor renovation. The anticipated total end-state of 1,952 units are located off-base on the south central portion of the island of Oahu in the neighborhoods of McGrew Point, Hokulani, Moanalua Terrace, Halsey Terrace and Radford Terrace.

In addition to all planning, financing, construction and renovations, Forest City Military Communities Hawaii also provides ongoing operations and maintenance of the properties and residential communities.

About Forest City Military Communities and Forest City Enterprises

Forest City Military Communities, LLC, a wholly owned subsidiary of Forest City Enterprises, Inc. focuses on developing, managing and maintaining high-quality communities for military members and their families. Forest City's military housing portfolio consists of over 7,300 homes for the Navy and Marines in Hawaii, Illinois and Indiana. For more information on Forest City Military Communities Hawaii, call (808) 839-8771 or visit www.omcliving.com.

(more)

FOREST CITY MILITARY COMMUNITIES HAWAII COMMEMORATES
START OF ADDITIONAL FAMILY HOUSING PROJECTS

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Forest City Enterprises, Inc. is a \$9.0 billion NYSE-listed national real estate company. The Company is principally engaged in the ownership, development, management and acquisition of commercial and residential real estate and land throughout the United States. For more information, see www.forestcity.net.

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Statements made in this news release that state the Company or management's intentions, hopes, beliefs, expectations or predictions of the future are forward-looking statements. It is important to note that the Company's actual results could differ materially from those projected in such forward-looking statements. Additional information concerning factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, real estate development and investment risks, economic conditions in the Company's target markets, reliance on major tenants, the impact of terrorist acts, the Company's substantial leverage and the ability to service debt, guarantees under the Company's credit facility, changes in interest rates, continued availability of tax-exempt government financing, the sustainability of substantial operations at the subsidiary level, significant geographic concentration, illiquidity of real estate investments, dependence on rental income from real property, conflicts of interest, competition, potential liability from syndicated properties, effects of uninsured loss, environmental liabilities, partnership risks, litigation risks, risks associated with an investment in a professional sports franchise, and other risk factors as disclosed from time to time in the Company's SEC filings, including, but not limited to, the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2007.



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FOR IMMEDIATE RELEASE

**FOREST CITY RECEIVES TWO NATIONAL AWARDS
FOR ITS MILITARY HOUSING PROJECTS ON OAHU**

HONOLULU, Hawaii (November 5, 2007) – Forest City Military Communities Hawaii has received two national awards for its public-private housing partnership with the Department of the Navy, Hawaii. The awards included the Navy Installation Housing Team of the Year award from the Professional Housing Management Association (“PHMA”) and a Project of the Year merit award from *Multifamily Executive*.

The Navy Installation Housing Team of the Year award is given annually to the installation team – defined as having both federal and contractor or partner groups – who can demonstrate their collective achievements in providing an outstanding living environment for military members and their families. For the second year in a row, Forest City Military Communities Hawaii and Navy Region Hawaii have shared this award.

The 2007 *Multifamily Executive Awards* are presented to over 30 groups and/or individuals to recognize excellent projects and programs across 17 categories. Forest City received the Project of the Year merit award for its Ohana Military Communities project on Oahu.

“Forest City Military Communities Hawaii is honored to receive these two prestigious awards as they are a testament to our commitment to enhance the quality of life for Hawaii’s military families through superior homes and meaningful neighborhoods,” said Jon Wallenstrom, senior vice president. “Winning the Outstanding Installation Team award from PHMA for the second year in a row is truly rewarding for us.”

About Forest City Hawaii and Forest City Enterprises

Since closing on the fourth phase in its partnership with the Department of the Navy in October, Forest City Military Communities in Hawaii is now managing over 6,500 homes for Navy and Marine families. A majority of the homes will be demolished and built anew, resulting in a development budget exceeding \$1.8 billion.

Forest City Military Communities, LLC, is a subsidiary of Forest City Enterprises, Inc., a \$9.5 billion NYSE-listed national real estate company. The Company is principally engaged in the ownership, development, management and acquisition of commercial and residential real estate and land throughout the United States. For more information, see www.forestcity.net.

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FOR IMMEDIATE RELEASE

**FOREST CITY MILITARY COMMUNITIES HAWAII CELEBRATES COMPLETION
OF FIRST NEW HOMES AT THE U.S. NAVY COMMUNITY OF CATLIN PARK**

HONOLULU (December 17, 2007) – Forest City Military Communities Hawaii today celebrated the completion of the first newly constructed homes at the U.S. Navy community of Catlin Park. The blessing ceremony was attended by military brass, elected officials, those involved in the build, and numerous Navy families, including Chief Ronald Monaghan and his family who officially received the keys to one of the houses, which is now their new home.

The ceremony marked the completion of the first 24 homes at Catlin Park, which is part of Forest City Military Communities' multi-phase public-private partnership with the Department of the Navy. Forest City Military Communities Hawaii Senior Vice President Jon Wallenstrom hosted the program that included speeches by Honolulu Mayor Mufi Hannemann, Rear Admiral Townsend G. Alexander, and Rear Admiral Michael A. Giorgione. Also on hand were Hawaii Senator Norman Sakamoto; Hawaii Representative Lynn Finnegan; Admiral Ron Hayes, Retired, USN; Captain Taylor Skardon of the Naval Station Pearl Harbor; Colonel Mark Dungan of Marine Corps Base Hawaii and Captain Donald Hodge of Navy Region Hawaii.

"The sole mission of Forest City Military Communities Hawaii is to provide high-quality residential communities that enhance quality of life and family well-being for military members and their families," said Wallenstrom. "We believe that quality of life is more than just a well-appointed house in a convenient neighborhood; rather, it is an entire community embodied with the aloha spirit that truly makes a home. We are pleased to be accomplishing this with the new Catlin Park."

FOREST CITY MILITARY COMMUNITIES HAWAII CELEBRATES COMPLETION OF FIRST NEW HOMES AT THE U.S. NAVY COMMUNITY OF CATLIN PARK

-2-

Catlin Park was on the Navy's highest priority list to be demolished and rebuilt. In January of this year, 200 units were vacated, and demolition of the 1960s vintage multiplex units began. Eleven months later, all 390 existing units in Catlin Park have been demolished, and 150 new homes are under construction. Construction of the neighborhood is expected to be complete by mid-2009.

The new Catlin Park, a neighborhood for junior and senior enlisted residents, will include an 8,000-square-foot community center; single family and duplex homes; enhanced access to Radford Drive for easier access to the commissary and exchange; and amenities such as tot lots, play lots, play courts and picnic pavilions throughout the neighborhood. The homes feature central air conditioning, ceiling fans throughout, wall-to-wall carpeting upstairs, two-car enclosed garages with remote access, covered lanais, high efficiency appliances, solar water heating, alarm systems and enclosed privacy yards.

Catlin Park was named for Brigadier General Albertus W. Catlin, USMC, who in 1903, as a Captain, assumed command of the Marine Barracks at the Navy Yard in Honolulu. Although neither a barracks nor a navy yard existed at the time, Catlin and 50 other Marines proudly turned old coal sheds into the first Marine Barracks in Hawaii.

Catlin Park is just one of 30 neighborhoods being developed by Forest City under the PPV. In addition to all planning, financing, construction and renovations, Forest City also provides ongoing operations and maintenance for the properties and residential communities.

About Forest City Hawaii and Forest City Enterprises

Since closing on the fourth phase in its partnership with the Department of the Navy in October, Forest City Military Communities in Hawaii is now managing over 6,500 homes for Navy and Marine families. A majority of the homes will be demolished and built anew, resulting in a development budget exceeding \$1.8 billion.

FOREST CITY MILITARY COMMUNITIES HAWAII CELEBRATES COMPLETION
OF FIRST NEW HOMES AT THE U.S. NAVY COMMUNITY OF CATLIN PARK

-3-

Forest City Military Communities, LLC, is a subsidiary of Forest City Enterprises, Inc., a \$10 billion NYSE-listed national real estate company. The Company is principally engaged in the ownership, development, management and acquisition of commercial and residential real estate and land throughout the United States. For more information, see www.forestcity.net.

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###

work and living environments, and make sure everyone working on our projects feels responsible for meeting these goals.

• **Continued partnership with local and small businesses.**

We held two contractors forums in 2007 which focused on new business opportunities and provided insights on navigating processes and paperwork within the Actus system. We received positive feedback on these forums and we expect to hold these periodically in 2008. In addition, we have forged alliances with such organizations as the Small Business Administration and the Honolulu Business

Minority Development Center to help our small business partners expand their business acumen and strengthen their capacities.

• **Continued community partnerships on workforce development initiatives**

For the past two years, Actus has adopted two schools as part of the Construction Academy: Our Hickam construction team adopted Waipahu High School while our Schofield Team adopted Leilehua High School. Our network of support continues to expand, and we are currently exploring other partnership opportunities with these schools.

In addition, we are pushing forward with our mentorship program which we piloted in 2007. We are hopeful that this partnership with Big Brothers Big Sisters, which is currently domiciled at Waipahu High School, will address some of the workforce shortage issues that face the construction industry and create career opportunities for students.

With our employees' support and strong community partnerships, we look forward to 2008 and the continued opportunity to create sustainable communities and incorporate our values into everyday business practices.



2008 Will See 925 New Homes

By Jim Ramirez, Vice President - Operations

Forest City Hawaii Military Communities (FCHMC) Privatization & Initiatives

Accelerating Pace

In April of 2004, Forest City Hawaii Military Communities (FCHMC) entered into a Public Private Venture (PPV) with the Department of the Navy that conveyed 2,003 homes, with 910 homes planned to be demolished and replaced with larger and high quality homes. Three and half years later and in its fourth phase of this partnership, Forest City is now managing over 6,500 homes for Navy and Marine families with a development budget exceeding \$1.8 billion.

This mega-residential undertaking will result in over 3,000 homes being replaced with new construction and over 1,500 existing homes being renovated, including 250 homes with historical significance.

At the end of 2007, Forest City completed about 800 new homes since the start of construction and is slated to complete an additional 925 homes in year 2008. New construction and renovation work are taking place at 12 Navy and Marine project sites, and this intense construction duration will occur over the next four years until the end of 2012.

Continuing Work

"This is resulting in continuing employment for a workforce totaling over 1,000 tradesmen employed by contractors that have entered into a 50-year Project

Labor Agreement (PLA) with 11 construction unions. Since inception of the PLA, both management and unions

have worked in a cooperative and friendly environment at all jobsites. All labor issues have been relatively minor and resolved in

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an amicable and timely manner," said Jim Ramirez, vice president of FCHMC.

As a show of appreciation for their continuing contribution, Forest City provided free lunch in August of last year to nearly 1,000 workers at its ongoing construction sites.

10 Months Ahead of Schedule

Forest City marked the successful completion of its Radford Terrace project for the U.S. Navy on Thursday, Aug. 9, 2007 – 10 months ahead of schedule. The traditional maile lei untying ceremony was attended by U.S. Rep. Neil Abercrombie, Forest City representatives, Navy officials and the workers who contributed to the early completion of the project.

"It was not going to be possible for us to have volunteer armed forces and provide the kind of housing and quality of life that would be required – not just to recruit individuals – but to retain families," said Congressman Abercrombie. "You recruit individuals but you retain families. And I guarantee you when families come into this housing (Radford Terrace), they're going to think: 'This can't possibly be for us'."

He added, "When people are deployed

overseas, as a result of the policies of our nation, they can be confident and sure that their families are in safe neighborhoods and in housing they can be proud of."

Initiatives

Being a partner in the PPV has been a great and rewarding experience for Forest City, and we are now participating in exciting initiatives, supporting community and trade activities and giving back to the community," said Ramirez.

In July 2007 Forest City was awarded a technical assistance grant from the U.S. Department of Energy (DOE) for its proposal, "Residential Hybrid Solar Electric and Thermal Systems in Hawaii." The project will help determine the feasibility of incorporating hybrid solar-thermal electric systems and photovoltaic energy sources into large military residential projects on Oahu.

"With nearly 4,500 homes to be built or renovated, Forest City Hawaii Military Communities continues to be very successful in increasing the efficiency of our homes through improved designs, including energy-efficient materials, appliances and systems," said Senior Vice President Jon Wallenstrom.

"We appreciate DOE recognizing our efforts, and this award will help us take steps in making our houses even more self-sustaining."

Another initiative has been FCHMC partnering with ENERGY STAR, a joint program of the U.S. Environmental Protection Agency and the DOE that offers businesses and consumers energy solutions to help save dollars and protect the environment. All homes have been designed with solar water heating, Energy Star-rated appliances, high performance, low-E window systems, building insulation exceeding code requirements and high efficiency air-conditioning equipment.

Giving Back

With respect to its "Give Back to the Community" initiative, FCHMC partnered with Merrill Lynch and Lehman Brothers to sponsor a charitable golf tournament that was held in April of last year at the Koolau golf course.

"We were told since it was our first year in sponsoring this tournament, we should set our goals somewhat realistically," said Tom Henneberry, FCHMC president. Our goal was approximately \$25,000, but our expectation was greatly exceeded with the contributions amounting to \$100,000 from the various sponsors and players." These dollars were donated to the Navy-Marine Corps Relief Society, a private, non-profit organization providing financial and educational assistance to Navy and Marine personnel and their families.

Another initiative was hosting Pacific Resources Partnership (PCP) Tools of the Trade program at one of its historic neighborhood sites. PCP created this program as part of the Construction Academy to give the faculty of Construction Academy high schools more tools and experience to prepare their students for construction careers.

Alan Shintani, a general contractor, and Forest City's staff described the intricate, custom work, skilled carpentry and complexity of working on these historic homes. The workshop also gave teachers and counselors the opportunity to hear about Forest City's significant renovation projects taking place in nine neighborhoods across the state.

National Awards

In November 2007, FCHMC received two national awards for its Hawaii PPV projects. For the second year in a row, the Navy


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Installation Housing Team of the Year award was given to FCHMC and Navy Region Hawaii for its collective achievements in providing an outstanding living environment for military personnel and their families.

The other award was the Project of the Year Merit award from Multifamily Executive

which is presented to over 30 groups and/or individuals to recognize excellent projects and programs across 17 categories.

"Forest City Hawaii Military Communities is honored to receive these two prestigious awards as they are a testament to our commitment to enhance the

quality of life for Hawaii's military families through superior homes and meaningful neighborhoods," said Wallenstrom. "We're well on our way to fulfilling our mission to provide high-quality military housing and residential communities that enhance quality of life and family well-being."



More Projects Set for 2008

Brad Myers, President

Kapolei Property Development LLC

Kapolei Boom Continues

The Kapolei region is in a flurry of activity with several projects started or under construction in 2007, more planned to start in 2008 and several in the works that could begin as early as 2009.

The City of Kapolei

• Kapolei Court Complex

Construction is well under way on the 173,000-square-foot Kapolei Court Complex, which includes 13 courtrooms for the family court and the Waianae District Court, and a juvenile detention center. The complex, which is sited on 15.3 acres at the corner of Kamokila Boulevard and Kapolei Parkway, is slated for completion in 2010.

• Kapolei Commons

Described as an open air lifestyle mall, Kapolei Commons just broke ground on its 605,000-square-foot shopping center on 46 acres across from The Honolulu Advertiser at the corner of Kapolei Parkway and Kalaehoa Boulevard. The center, which is a joint project of the Kobayashi Group and The MacNaughton Group, will be about the size of Kahala Mall and is expected to open in 2008.

Kapolei:

WHERE BUSINESS IS GROWING

In the next 20 years:

- There will be **40,000 new jobs** in the Kapolei region.*
- Commercial space will grow to **7.1 million sq. ft.** (compare to Honolulu at **8.4 million sq. ft.** today).*

Source: Decision Analysts Hawaii, Inc.

The City of Kapolei

Grow your business.

Contact:
Kapolei Property Development LLC
Email: kapolei@kapolei.com
Phone: (808) 674-3541
U.S. Toll-free: (888) 322-2232
1001 Kamokila Blvd., Suite 255
Kapolei, Hawaii 96707



March 25, 2008

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497-4895 (cell)

MEDIA ADVISORY ~ VISUAL STORY

**FOREST CITY MILITARY COMMUNITIES HAWAII CELEBRATES
COMPLETION OF FIRST HOMES AT RENOVATED MARINE CORPS NEIGHBORHOOD**

*** Ceremony to Include Blessing, Formal Presentation of Keys to
Major Michael McMahan and Family and Tours of the New Home ***

WHAT: Forest City Military Communities Hawaii celebrates the completion of the first newly constructed homes at the Marine Corps Base Hawaii community of Manana, located above Pearl City. Kahu Kaleo Patterson will lead the blessing of the homes, which is part of Forest City Military Communities' multi-phase public-private partnership (PPV) with the Department of the Navy. These are the first new homes to be completed for the Marines under the PPV. Military brass, high-level elected officials and others involved in the build will be on hand for the ceremony. In addition, Major Michael McMahan and his family will officially receive the keys to a house as part of the formal program.

Providing junior and senior enlisted personnel and officers a safe, convenient and inviting community, Manana will feature 168 new homes once completed. All new homes will feature central air conditioning, ceiling fans, wall-to-wall carpeting throughout the second floor, two-car enclosed garages with remote access, covered lanais, high efficiency appliances, solar water heating, alarm systems, enclosed privacy yards and automatic lawn irrigation systems. In addition, the neighborhood will offer a new Community Center, tot lots, play lots, play courts and picnic pavilions throughout.

Manana was first constructed in 1959 as the Navy Capehart Housing Project. The gated community of 168 new homes was transferred from the Navy to the Marine Corps upon completion of construction.

WHEN: Thursday, March 27, 2008
10:00 a.m.

WHO:

- U.S. Congressman Neil Abercrombie
- Brigadier General Rex C. McMillian, Commanding General, Marine Corps Installations Mid-Pacific
- Colonel Mark A. Dungan, Commanding Officer, Marine Corps Base Hawaii
- Captain Christopher Honkomp, Vice Commander, Naval Facilities Engineering Command Pacific
- Jon Wallenstrom, Senior Vice President, Forest City Military Communities Hawaii

WHERE: Manana Neighborhood, Pearl City
(see attached map)

(more)

**Petitioner's
Exhibit no. 101**

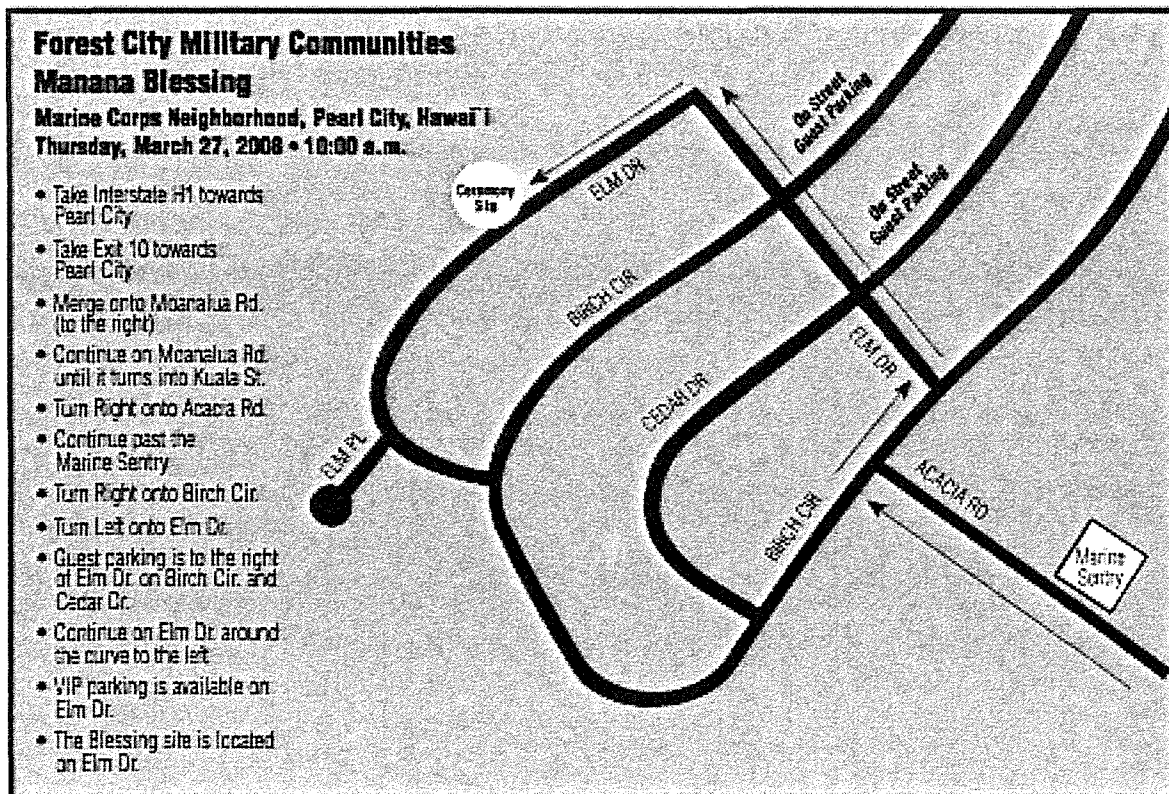
FOREST CITY MILITARY COMMUNITIES HAWAII CELEBRATES
COMPLETION OF FIRST HOMES AT RENOVATED MARINE CORPS NEIGHBORHOOD

-2-

VISUALS / SOTs:

- Traditional Hawaiian blessing by Kahu Kaleo Patterson
- Presentation of house keys to Major Michael McMahan
- Tour of newly completed home
- Remarks by government and company officials

ACCESS: Access to Manana is limited. For base access to cover the event, please contact Caroline Witherspoon at 533-4165 (office) or 497-4895 (cell) by 4 p.m. on Wednesday, March 26, 2008.



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(more)



FOR IMMEDIATE RELEASE

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(808) 533-4165

FOREST CITY MILITARY COMMUNITIES HAWAII DEDICATES NEW HIGH-EFFICIENCY PHOTOVOLTAIC SOLAR POWER SYSTEM AT HALSEY TERRACE NEIGHBORHOOD

*** New System to Generate Enough Solar Electricity to Power More Than 10 Homes ***

HONOLULU (June 16, 2008) – Forest City Military Communities, LLC (FCMC) today celebrated the completion of a new 107-kilowatt photovoltaic solar power system at its Halsey Terrace neighborhood Community Center. Governor Linda Lingle and representatives from the United States Department of Energy and the Department of the Navy were on hand for the commissioning ceremony, which included formal remarks, a traditional Hawaiian blessing and official “flipping of the switch” on the new system. Immediate

Constructed of 477 SunPower high efficiency 225-watt solar panels that are affixed to the Community Center’s east, south and west roof slopes for maximum sun exposure, the new photovoltaic solar power system will generate over 13,000 kilowatt hours of electricity per month, enough to power more than 10 Halsey Terrace family housing units. With a life expectancy of over 30 years, the system will pay for itself in 16 years or less at present energy escalation rates. Over its lifetime, the system will also avoid the burning of 8,000 barrels of oil and the release of 19,959 pounds of sulfur dioxide, 26,130 pounds of nitrogen oxide and 4,080 tons of carbon dioxide emissions into the environment.

“Forest City Military Communities Hawaii is extremely committed to sustainable development,” said Senior Vice President Jon Wallenstrom. “This new photovoltaic solar power system is just the first of many larger renewable energy investments we have planned for the future.”

The Halsey Terrace photovoltaic solar power system was installed by a joint venture of SunTech Hawaii of Kailua, Hawaii and SKY Engineering & Construction, Inc. of Phoenix, Arizona. “Skyrocketing energy prices are pushing people to consider new energy sources, and solar energy offers not just an economical, but also a renewable energy choice,” said Todd Georgopapadakos, Suntech’s vice president of business development. “We were pleased to work closely with Forest City to meet its aggressive installation timeline to create one of the largest PV systems in the state.”

FOREST CITY MILITARY COMMUNITIES DEDICATES NEW HIGH-EFFICIENCY PHOTOVOLTAIC SOLAR POWER SYSTEM AT HALSEY TERRACE NEIGHBORHOOD

-2-

Through its multi-phase public-private partnership (PPV) with the Department of the Navy, FCMC Hawaii is rebuilding approximately half of the total inventory of 6,564 units across 34 neighborhoods on Oahu and Kauai. In 2007, FCMC Hawaii applied for and received several technical assistance awards from the U.S. Department of Energy to develop the most energy efficient homes and neighborhoods through efficient building technologies and through wind and photovoltaic power development to offset a portion of the power purchased from the Navy and Marine Corps. The Halsey Terrace photovoltaic solar power system is the first outcome of DoE's Solar America Showcase technical assistance award to FCMC

FCMC Hawaii's commitment to sustainable development is also evident in its effort to build energy efficient homes and neighborhoods. In fact, Forest City military housing units have been rated 35 percent more energy efficient than building code and meet the requirements for qualification as Energy Star homes. Among the energy-efficient construction practices and materials are high-efficiency insulation and window systems for the building shell, high-efficiency air conditioning systems, solar hot water systems, Energy Star appliances, compact fluorescent lighting and Energy Star ceiling fans. In addition FCMC Hawaii has committed to build 2,122 units in the PPV project in order to meet the Department of Energy's Builders Challenge for energy efficient construction.

About Forest City Hawaii and Forest City Enterprises

Since closing on the fourth phase in its partnership with the Department of the Navy in October, Forest City Military Communities in Hawaii is now managing over 6,500 homes for Navy and Marine families. A majority of the homes will be demolished and built anew or fully renovated resulting in a development budget exceeding \$1.7 billion, excluding reserves.

Forest City Military Communities, LLC, is a subsidiary of Forest City Enterprises, Inc., a \$10.5 billion NYSE-listed national real estate company. The Company is principally engaged in the ownership, development, management and acquisition of commercial and residential real estate and land throughout the United States. For more information, see www.forestcity.net.

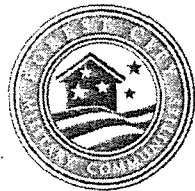
FOREST CITY MILITARY COMMUNITIES DEDICATES NEW HIGH-EFFICIENCY
PHOTOVOLTAIC SOLAR POWER SYSTEM AT HALSEY TERRACE NEIGHBORHOOD

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Safe Harbor Language

Statements made in this news release that state the Company's or management's intentions, hopes, beliefs, expectations or predictions of the future are forward-looking statements. The Company's actual results could differ materially from those expressed or implied in such forward-looking statements due to various risks, uncertainties and other factors. Risks and factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, general real estate development and investment risks including lack of satisfactory financing, construction and lease-up delays and cost overruns, dependence on rental income from real property, reliance on major tenants, the effect of economic and market conditions on a nationwide basis as well as in our primary markets, vacancies in our properties, downturns in the housing market, competition, illiquidity of real estate investments, bankruptcy or defaults of tenants, department store consolidations, international activities, the impact of terrorist acts, risks associated with an investment in and operation of a professional sports team, conflicts of interests, our substantial debt leverage and the ability to obtain and service debt, the impact of restrictions imposed by our credit facility, the level and volatility of interest rates, the continued availability of tax-exempt government financing, effects of uninsured or underinsured losses, environmental liabilities, risks associated with developing and managing properties in partnership with others, the ability to maintain effective internal controls, compliance with governmental regulations, changes in market conditions, litigation risks, and other risk factors as disclosed from time to time in the Company's SEC filings, including but not limited to, the Company's annual and quarterly reports.

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**FOREST CITY MILITARY COMMUNITIES CELEBRATES COMPLETION OF
FIRST HOMES AT RENOVATED MARINE CORPS BASE HAWAII NEIGHBORHOOD**

HONOLULU (December 10, 2008) – As part of its multi-phase public-private partnership (PPV) with the Department of the Navy, Forest City Military Communities, LLC today celebrated the completion of the first 105 newly constructed homes at the Waikulu neighborhood on Marine Corps Base Hawaii.

Forest City Military Communities' Senior Vice President Jon Wallenstrom hosted the program that included remarks by Colonel Robert Rice, Commanding Officer, Marine Corps Base Hawaii; and Jim Ramirez, Vice President of Construction, Forest City Military Communities Hawaii.

"Today marked another major milestone in our public-private partnership with the Department of the Navy to provide high-quality homes for Hawaii-based Marines," said Wallenstrom. "Waikulu is just one of 34 Navy and Marine Corps neighborhoods being developed by Forest City Military Communities in Hawaii under the PPV."

Encompassing the former neighborhoods of Rainbow, Rainbow East, NCO Row and Manning Court on Marine Corps Base Hawaii, the Waikulu project includes the demolition and replacement of 349 thirty- to sixty-year-old multiplex housing units. Each of the new three-, four- and five-bedroom homes feature a two-car enclosed garage, covered lanai, alarm system and private yard. Additionally, the homes comply with the State of Hawaii Energy Star home certification criteria, and include high-efficiency air conditioning and lighting systems, solar hot water systems, and Energy Star rated appliances and ceiling fans.

(more)

FOREST CITY MILITARY COMMUNITIES CELEBRATES COMPLETION OF FIRST HOMES AT RENOVATED MARINE CORPS BASE HAWAII NEIGHBORHOOD

-2-

Neighborhood improvements include new streets and energy efficient street lighting, storm water collection systems, water and power distribution systems, underground cable TV and telephone infrastructure, and new lawn irrigation systems throughout. Further enhancing the neighborhood will be a new 8,000 square-foot community center, which includes a swimming pool complex, 15 tot lots, play lots, picnic areas and multi-purpose play courts.

The new Waikulu Neighborhood was submitted by Forest City Military Communities to the US Green Building Council for the Leadership in Energy and Environmental Design, New Development (LEED ND) certification. LEED ND is a new certification program within the US Green Building Council to encourage development of more environmentally efficient neighborhoods.

Through its multi-phase public-private partnership (PPV) with the Department of the Navy, FCMC Hawaii is rebuilding approximately half of the total inventory of 6,564 units across 34 neighborhoods on Oahu and Kauai. In addition to all planning, financing, construction and renovations, Forest City also provides ongoing operations and maintenance for the properties and residential communities.

About Forest City Hawaii and Forest City Enterprises

Since closing on the fourth phase in its partnership with the Department of the Navy in October, Forest City Military Communities in Hawaii is now managing over 6,500 homes for Navy and Marine families. A majority of the homes will be demolished and built anew or fully renovated resulting in a development budget exceeding \$1.7 billion, excluding reserves.

Forest City Military Communities, LLC, is a subsidiary of Forest City Enterprises, Inc., a \$10.9 billion NYSE-listed national real estate company. The Company is principally engaged in the ownership, development, management and acquisition of commercial and residential real estate and land throughout the United States. For more information, see www.forestcity.net.

(more)

FOREST CITY MILITARY COMMUNITIES CELEBRATES COMPLETION OF FIRST HOMES AT RENOVATED MARINE CORPS BASE HAWAII NEIGHBORHOOD

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**FOREST CITY MILITARY COMMUNITIES CELEBRATES COMPLETION OF
NEWLY-RENOVATED WAIKULU NEIGHBORHOOD AT MARINE CORPS BASE HAWAII**

HONOLULU (May 28, 2010) – As part of its multi-phase public-private partnership (PPV) with the Department of the Navy, Forest City Military Communities, LLC today celebrated the completion of its newly reconstructed Waikulu neighborhood on Marine Corps Base Hawaii. The construction project for this 43-acre neighborhood was completed 15 months ahead of schedule and under budget. The major milestone was commemorated with the opening of the neighborhood's new Community Center, the first of its kind on the Marine Corps Base at Kaneohe.

The 7500-square-foot Community Center features several meeting and recreation rooms, a play lot, a tot lot, large picnic pavilion, kitchen, covered lanai and enclosed courtyard. "The new Community Center at Marine Corps Base Hawaii is a much welcomed resource that we're so excited to be able to offer to our residents," said Casey Robinson, general manager of Forest City Residential Management's Marine Corps Base Hawaii Office. "Our vision is to provide warm and attractive communities for Marines and their families, not simply new homes. The new Community Center is a major step toward that goal."

Encompassing the former neighborhoods of Rainbow, Rainbow East, NCO Row and Manning Court on Marine Corps Base Hawaii, the Waikulu project included the demolition and replacement of 349 thirty- to sixty-year-old multiplex housing units. Each of the new three-, four- and five-bedroom homes for enlisted personnel feature two-and-a-half bathrooms, alley-loaded two-car enclosed garage, covered lanai, alarm system and private yard. Additionally, the homes comply with the State of Hawaii Energy Star home certification criteria, and include high-efficiency air conditioning and lighting systems, solar hot water systems, low-flow plumbing fixtures, insulated windows, and Energy Star-rated appliances and ceiling fans.

"We want to be able to provide the best homes we can for our Marines and Sailors and their

families,” said Marine Corps Base Hawaii’s Family Housing Director, J.O. Park. “Partnering with Forest City has enabled us to do that much quicker and created first-class, safe and attractive houses in modern neighborhoods that offer the finest in recreation, amenities and community design.”

In addition to the new Community Center, other neighborhood amenities include four play lots, five tot lots, two multi-purpose courts, four picnic pavilions and open green spaces. Forest City Military Communities also constructed new streets, sidewalks and walkways and installed energy efficient street lighting, storm water collection systems, water and power distribution systems, underground cable TV and telephone infrastructure, and new lawn irrigation systems throughout the entire community.

The new Waikulu Neighborhood has attained the Leadership in Energy and Environmental Design, Neighborhood Development (LEED-ND) Stage Two status from the U.S. Green Building Council. With its completion, the final LEED-ND certification is currently in progress.

“The early completion of Waikulu at Marine Corps Base Hawaii is a significant accomplishment for the Forest City Development and Construction Team,” said Ian Lange, Director of Construction. “It was only through the excellent teamwork among the Forest City staff, the Marine Corps Base facilities team and the design firms and construction contractors on this project that we are able to bring so many new homes safely on-line so fast and with such high quality. We’re well on our way to fulfilling our mission to provide high-quality housing and residential communities that enhance quality of life and create a sense of ‘ohana for our military residents and their families.”

Through its multi-phase public-private partnership (PPV) with the Department of the Navy, FCMC Hawaii is rebuilding approximately half of the total inventory of 6,564 units across 36 neighborhoods on Oahu and Kauai. In addition to all planning, financing, construction and renovations, Forest City also provides ongoing operations and maintenance for the properties and residential communities.

About Forest City Hawaii

Forest City Military Communities in Hawaii is now managing over 6,500 homes for Navy and Marine families. A majority of the homes will be demolished and built anew or fully renovated resulting in a development budget exceeding \$1.7 billion, excluding reserves.

About Forest City

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**FOREST CITY MILITARY COMMUNITIES HAWAII COMMEMORATES
HISTORIC NEIGHBORHOOD RESTORATION WITH NOB HILL CEREMONY**

HONOLULU (June 3, 2009) – As part of its multi-phase public-private partnership (PPV) with the Department of the Navy, Forest City Military Communities, LLC (FCMC) today commemorated the partnership's commitment to the preservation of 230 historic homes across 10 Navy family housing neighborhoods with a special ceremony at the historic Nob Hill neighborhood on Ford Island. Festivities included a traditional Hawaiian blessing followed by docent-led tours of the newly renovated historic homes.

Forest City Military Communities' Senior Vice President Jon Wallenstrom hosted the program that included remarks by Rear Admiral Dixon Smith, Commander, Navy Regional Hawaii and Commander, Naval Surface Group Middle Pacific; Tom Henneberry, President, Forest City Military Communities; Charlene Dwin Vaughn, Assistant Director, Office of Federal Agency Programs, Advisory Council on Historic Preservation; and Mr. Paul DePrey, Superintendent, World War II Valor in the Pacific Monument, National Park Service, Department of the Interior.

"Today marked another major milestone in our public-private partnership with the Department of the Navy to provide high-quality homes for Hawaii-based military members and their families," said Wallenstrom. "The housing partnership takes its responsibility to preserve the historic assets entrusted to the joint venture seriously and was pleased to take to commemorate the significant efforts involved."

Forest City Military Communities has invested \$58 million in the historic home renovations and an additional \$24 million in civil work at 10 historic Navy neighborhoods, which include Makalapa, Pearl Harbor Complex; Nob Hill, Ford Island; Luke Field, Ford Island; Hale Ali'i; Hospital Point; Marine Barracks; Pearl City Peninsula; Maloelap; Manana; and NCTAMS. Every effort has been made to maintain the historic integrity of the homes while upgrading

electrical systems, installing air-conditioning, and in some cases, reconfiguring and modernizing the interior living space, among other improvements.

The Nob Hill renovations encompass 19 single-family homes and one executive home, of which seven have been fully renovated to date. Improvements included the renovation of kitchens and baths; complete rewiring of the homes; plumbing upgrades; new switches, receptacles and fixtures; new roofs; replacement of non-functioning windows, doors and exterior finishes; new outdoor living space; foundation repairs as needed; exterior painting and the installation of new air-conditioning units. Among the renovated homes is Quarters K, which sits atop historic Battery Adair, a WWI gun emplacement built to protect Pearl Harbor in the event of an invasion by sea.

Built by the Navy in 1923, the Nob Hill Housing Area initially consisted of three officers' quarters. Sixteen more houses were added in 1936. During the attack on Pearl Harbor, residents took shelter in Battery Adair, from which they witnessed the bombing along Battleship Row, including the nearest ship, the U.S.S. Arizona. After the attack, residents gave refuge to sailors from the burning ships.

In addition to Forest City Military Communities Hawaii and the Department of the Navy, other partners on the historic neighborhood restoration include the Advisory Council on Historic Preservation, the Hawaii State Historic Preservation Division, National Trust for Historic Preservation, Historic Hawaii Foundation, United States National Park Service, Office of Hawaiian Affairs, and Oahu Council of Hawaiian Civic Clubs.

Through its multi-phase public-private partnership (PPV) with the Department of the Navy, FCMC Hawaii is rebuilding approximately half of the total inventory of 6,564 Navy and Marine Corps family housing units across 34 neighborhoods on Oahu and Kauai. In addition to all planning, financing, construction and renovations, Forest City also provides ongoing operations and maintenance for the properties and residential communities.

About Forest City Hawaii and Forest City Enterprises

Since closing on the fourth phase in its partnership with the Department of the Navy in October, Forest City Military Communities in Hawaii is now managing over 6,500 homes for Navy and Marine families. A majority of the homes will be demolished and built anew or fully renovated resulting in a development budget exceeding \$1.7 billion, excluding reserves.

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###

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2006 Winner

New Urbanist Pioneer

by Trisha Riggs

Peter Calthorpe, this year's winner of the ULI J.C. Nichols Prize for Visionaries in Urban Development, strives for model urbanist communities.

On what should have been a clear California day in the mid-1960s, 16-year-old Peter Calthorpe was sitting on a hilltop near his home in Palo Alto. His view of the neighborhoods below was completely blocked by smog from automobile emissions. It was a seminal moment. That is when it hit him that something needed to change about the way his hometown—and a lot of other towns—were growing.

"Those were the days when subdivisions wiped out all the orchards where I grew up, and I realized that what was replacing them was not healthy," recalls Calthorpe, now 57. "I didn't know what to do, but I knew I wanted to do something."

What began as a teenager's passion to "save the environment" evolved into a 30-year career in urban planning and design, devoted to the creation of communities that are as easily negotiated on foot as by car, and that significantly improve the balance between land development and land preservation. Today, Calthorpe, principal of Calthorpe Associates, an architecture, urban design, and urban planning firm in Berkeley, is widely regarded as one of the nation's most influential urban designers, improving the growth patterns of communities from coast to coast and overseas. And, with John Fregonese, his partner in Fregonese, Calthorpe and Associates in Portland, Ore., he has pioneered the emerging field of regional design.

Since Calthorpe formed Calthorpe Associates in 1983, its work has expanded incrementally to include: more than 30 new community designs, among them Stapleton in Denver, Issaquah Highlands in the state of Washington, and Daybreak in Salt Lake City; countless urban revitalization plans, ranging from HOPE VI public housing projects in Chicago to a transit village in Richmond, California; 11 long-term regional plans such as Envision Utah, the COMPAS plan for Southern California, and Metro Vision 2040 in Portland, Oregon; and an increasing number of international plans, ranging from the Tunis waterfront to the rural lands of Rotterdam in The Netherlands.



View the Video

[J.C. Nichols Award 2006 - Hi](#)

[J.C. Nichols Award 2006 - Lo](#)

Articles

["There Are Many New Urbanisms"](#)

["I Call That New Peterism"](#)

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Press Releases

[Creating Lasting Communities: Peter Calthorpe is the 2006 Laureate of the Urban Land Institute J.C. Nichols Prize for Visionaries in Urban Development](#)



**Petitioner's
Exhibit No. 106**

In Calthorpe's view, the business of urban design is the business of creating positive change. "My goal has been to work on projects that, in some serious way, lead to redirecting and repairing the missteps that we in design and development have made since World War II," he says.

Although Calthorpe's designs vary broadly according to a project's size and type, all of them are rooted in four principles pertaining to the need for diversity, building to human scale, a focus on restoring and preserving buildings, and taking a regional perspective. He constantly weighs his idealistic desire to stay true to those principles against the extent to which they can be fulfilled with each project. But, as the development community has increased its overall acceptance of concentrated, mixed-use, mixed-income, pedestrian-oriented design, it has become less challenging for Calthorpe to apply his principles. "We can go a lot further [promoting them] today than we could 15 years ago," he explains. "Developers are finding that design matters and that these principles work. Now, a lot of them understand how to create value out of building great human places." Calthorpe explains the four principles:

- On diversity: "The more diverse, the more complex, the more layered a place is, the better it is. The more segregated, the more isolated, the more segmented a place becomes, the less viable it is."
- On human scale: "It's a matter of walkability—of understanding how far a five-minute walk is, at what distance you can recognize someone on the street, of how to create environments for people who are moving at five miles per hour rather than 60."
- On restoration/preservation: "There is no blank slate. Everywhere you go, there is history—human and natural. Repairing damaged environments and restoring historic human environments has to be part [of design.] Rather than throw away culture, you have to preserve and enhance what is best in a place."
- On regionalism: "It's one region against another around the globe. The region is the center stage where people act out their lives—economically, socially, and environmentally—yet, we lack a clear vision for our regions. We tend to let them grow by default, or by the sum total of piecemeal actions."

These principles, says Calthorpe, provide direction and guidance. "For each project, I ask myself, 'Is it diverse? Is it walkable? Does it restore and protect critical qualities? How does it interconnect and add to the region as a whole?' Typically, I can find ways to answer each of these questions," he comments.

This lifetime dedication to excellence in urban design has earned Calthorpe the 2006 Urban Land Institute J.C. Nichols Prize for Visionaries in Urban Development. The \$100,000 annual prize, which honors ULI founder and legendary Kansas City developer J.C. Nichols, recognizes an individual whose career demonstrates a commitment to the highest standards of responsible development. Calthorpe, the seventh recipient, is the first architect and first urban designer chosen as a prize laureate. The selection of Calthorpe as this year's laureate honors the work "not only of those who do the developing, but of those who do the planning and who influence planning and development through their ideas and vision," says 2006 Prize Jury Chairman A. Eugene Kohn, chairman of Kohn Pedersen Fox Architects in New York City. "His legacy is one that shows the value of planning cities in an intelligent way."

Along with Kohn, other jury members were: Robert Campbell, architectural critic for the *Boston Globe*; Bonnie Fisher, principal, ROMA Design Group, San Francisco; Christopher B. Leinberger, founding partner of the Arcadia Land Company in Albuquerque,

New Mexico, and director of a graduate real estate development program at the University of Michigan; and Jeremy Newsum, group chief executive of Grosvenor Estate in London.

As the prize winner, Calthorpe "represents an angle on urban development that often is overlooked," adds jury member Newsum. "Those who plan the way cities should develop are often unsung, but vital to the process. He is at the forefront in a significant movement in redefining how urban areas should work."

Says Calthorpe: "I started from a radical position and I've been lucky enough to take those ideas and make them concrete, make them implementable."

His radical position—favoring compact, walkable, mixed-use, mixed-income, transit-accessible development—stemmed from a stint in the 1970s designing energy-efficient state government buildings in the administration of California Governor Jerry Brown. It was a departure from what Calthorpe had been learning at Yale University, where he cut short his architecture studies. Outside of professors like Vincent Scully (2003 ULI J.C. Nichols Prize laureate), David Sellers, and Charles Moore, who advocated a humanistic approach to architecture, others at the architecture school "were not teaching what I was interested in," Calthorpe says.

"Much of it was focused on the building as an isolated object, and I still see this as a problem in the architectural world. The hyper-modernists see the building as a piece of sculpture that sits in the landscape, and not as part of the connective tissue that makes healthy cities and robust urban environments. There is a profound amount of modesty needed to design a building that is just part of the background, part of an urban space, and not an object of its own concern. . . . In my mind, much good architecture is craft, not art, and craft builds on tradition and is unique to each place."

Upon leaving Yale, Calthorpe moved back to the West Coast after being recruited by architect Sim Van der Ryn to work as design director at the Farrollones Institute in the field of climate-responsive design. When Van der Ryn took the post as California state architect under Governor Brown, Calthorpe followed, applying his practice to the planning and construction of public buildings. "Features such as natural lighting, passive solar energy, and natural ventilation made for environmentally sound buildings, but how people got to the office became a bigger issue, one that opened the field of urban design for me," Calthorpe says.

To encourage access by transit, rather than cars, he and his colleagues opted to omit parking lots from public building design, forcing people to use or at least consider other ways to get to work besides driving. (Today, the building in Berkeley in which Calthorpe's office is located offers no on-site parking, but it provides lots of bike racks.) This "no parking" approach in Sacramento eventually led to the idea of transit-oriented development. "It became an interlocking set of issues, all with one fundamental premise, which is that people enjoy urban places and being connected to their history and their environment," Calthorpe notes.

Not surprisingly, Calthorpe's urban design concepts were viewed initially with much skepticism: he had the audacity to advocate breaking from the post-World War II pattern of sprawling development planned around suburban highway interchanges, and to pursue instead a pattern that more closely resembled pre-World War II layouts using public transit to link home, office, and recreation.

"At first, those ideas seemed utopian. I would hear 'This is

America, we're going to have freeways, we're going to have cars, we're going to drive everywhere. Why should we walk places? We got past that sometime ago," recalls Calthorpe. "[But] in design, there are always fundamental shifts. There was [eventually] an increasing awareness about the environmental impact on our growth patterns; and about the lack of a sense of community, of place, and of character. People started searching for alternatives, and my work over the years has been to help create those alternatives."

In addition to teaching urban planning and architecture at several universities, Calthorpe has written numerous books that track a clear progression. In the early 1980s, *Sustainable Communities* with Van der Ryn broadly outlined the environmental dimensions of urban design. In 1993, he introduced the concept of transit-oriented development and walkable communities in *The Next American Metropolis: Ecology, Community and the American Dream*; and, in 2001, he expanded this thinking to regional planning and urban revitalization with *The Regional City: Planning for the End of Sprawl*.

"Peter's combination of lightning-fast comprehension and speedy decisiveness gives him a confident, persuasive voice. He's not the only advocate for compact, mixed-use, walkable urbanism, but he's one of the most effective," says Doug Kelbaugh, dean of the A. Alfred Taubman College of Architecture and Urban Planning at the University of Michigan.

Calthorpe's understanding of the relationship between transportation and land use, combined with his expertise in regional-scale land planning and his passion for environmentalism, qualify him as "someone who has changed the world of land planning and development," Kelbaugh adds.

His influence is clear at the Denver mixed-use community of Stapleton, one of the nation's largest urban infill developments. When Cleveland-based Forest City Enterprises was selected by the city of Denver to redevelop the former Stapleton Airport site, the company was charged with implementing the city's plan to transform 4,700 acres of asphalt and concrete into an environmentally conscious, pedestrian-friendly community with ample green space. "Our challenge was to translate that concept into a physical plan, and what we had heard about Peter led us to him," says Ronald Ratner, president of Forest City Residential Group. (Forest City and its cochairman, Albert B. Ratner, were joint recipients of the 2005 ULI J.C. Nichols Prize for Visionaries in Urban Development.)

According to Ratner, Calthorpe's expertise as a problem solver stems from his ability to think as a developer, an architect, an engineer, and a planner in order to fit all the pieces of a project together. "He has an amazing ability to deconstruct a problem, to get to the bottom of what people are saying. . . . Whether he is talking to traffic engineers or retailers, he extracts information and utilizes his principles to come up with a design solution. Peter is a craftsman at the top of his trade," Ratner says.

"Urban design," contends Calthorpe, "involves a nuanced set of tradeoffs. It involves a balance of design, economics, politics, and the marketplace; they are all integrated."

Calthorpe has an unusually keen understanding of both the micro and the macro aspects of urban design, and can easily switch from one to the other, notes jury member Leinberger. "He looks at the entire place-making process with a holistic view that what you build fundamentally affects the region, the country, the entire economy. . . . He understands that it is the environment and the people in that environment that count," Leinberger says. "He

wants to know what the market is thinking, the political context, the desires of the landowners—he is capable of taking in a great amount of data and focusing it on a design solution."

In *The Regional City*, Calthorpe and Fulton explain how regional-scale planning and design can integrate urban revitalization and suburban renewal into a coherent vision of metropolitan growth. Calthorpe has developed a regional visioning process that involves collecting an assortment of demographic, economic, and environmental data about the region, along with ideas from a broad cross section of stakeholders about future growth patterns. The data and the input from residents are combined into various scenarios, each of which reflects different choices for both governments and citizens. The public is then asked to choose the scenario it believes represents the best growth path for its region.

Calthorpe recently conducted regional visioning workshops in some communities along the Gulf Coast, including New Orleans, which is still struggling to rebuild and bring back residents one year after Hurricane Katrina's destruction. Attendees "were willing to look at the whole picture of how the place should be rebuilt, and it was great to see people rise to that," Calthorpe says. "People tend to make the right decisions when they think long term, and on a large scale. They sometimes make the wrong decisions when they think piecemeal. I help people reach their own decisions; it's a healthy interaction," he explains.

Perhaps one of the most widely acknowledged regional visioning successes is Envision Utah (a 2002 ULI Award for Excellence winner). The plan resulted from the Envision Utah Public/Private Partnership, formed in 1997 to guide the development of a high-quality growth strategy to protect Utah's environment, economic strength, and quality of life for future generations. The organization enlisted Calthorpe and his partner John Fregonese to "help us optimize opportunities for the region and come up with a vision," says Robert Grow, senior counsel at the law firm of O'Melveny & Myers LLP in Salt Lake City and the founding member of the Envision Utah partnership.

"When you are going about your daily routine, you are experiencing a set of places, and Peter knows how to create places to make that routine more enjoyable. And, he has the capacity to see the big picture. Unless you understand the environment at a grand scale, you cannot design scenarios to pose choices the public will understand," Grow says. Calthorpe's ability to build consensus among people with diverse interests was a key factor behind Envision Utah's broad acceptance, he notes.

Following his work on Envision Utah, Calthorpe was hired by Kennecott Land of Salt Lake City to design a plan for more than 90,000 acres it owns, much of it in Salt Lake County. This includes designing the first development in the massive landholding, Daybreak, which will cover 4,200 acres. Like Stapleton, Daybreak will offer full-scale variety in housing choices and a mix of uses, and it will be heavily oriented toward pedestrian and transit use. "Peter has strong opinions, but he understands that a developer has to be successful," says Kennecott Land President Peter McMahon. "We have pushed back on some of his ideas if we don't feel they are right, and he always works with us to get a good outcome."

"If you look at things regionally," says Calthorpe, "you can solve some of the problems at the scale of individual buildings or cities that seem intractable." Urban design—whether at the neighborhood or regional level—is about collaboration, he adds. "Everything I do is built on the shoulders of other people, and is built on huge collaborations. My idea about design is to be as inclusive as possible, get as many ideas as possible on the table,

and steal the best ones."

According to Jonathan F.P. Rose, president of Jonathan Rose Companies in Katonah, New York, Calthorpe "knows how to use things he has already done and apply them to new projects. This serves him well, because he is always looking for something he has not done before."

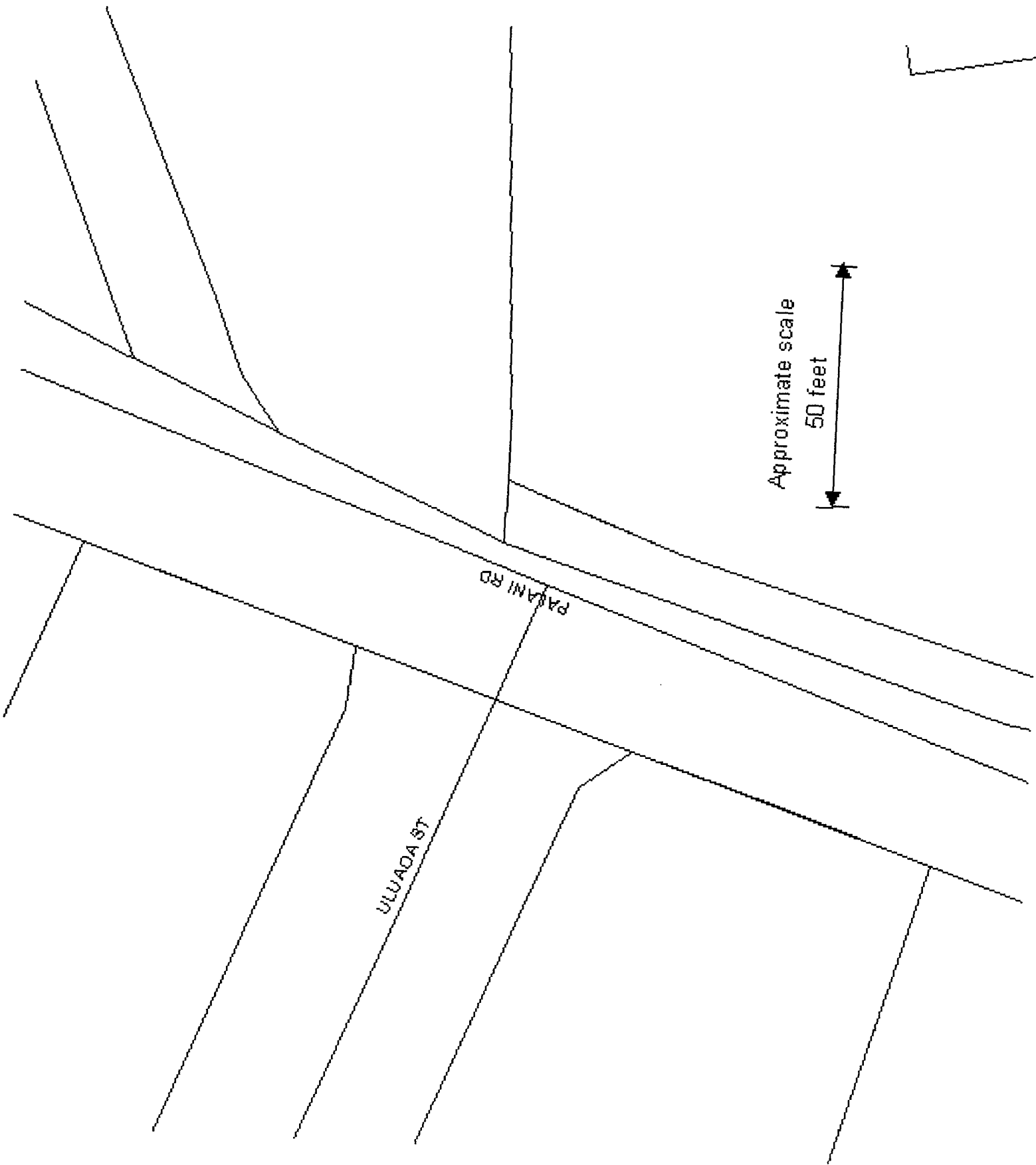
Rose has been Calthorpe's client since 1984—the two have worked together on several projects, including a live/work community with artist studios in Santa Fe, and a "green" urban infill housing development in Denver. Rose also has a personal relationship with Calthorpe—he is married to Calthorpe's sister. "Peter and I do disagree on some things," says Rose, "and he loves a good discussion. If you engage him, he will dig in and engage back."

His brother-in-law, says Rose, "taught me how to really see cities and urban spaces. 'He said, when you walk in a city, don't look at the sidewalks. Look up, not down. Look at the buildings, look at the people, look at what's around you.'"

When Calthorpe looks at cities, he does not see grand designs, but evolving organisms that need room to grow and change. It's clear that the opportunity to be part of that growth keeps him motivated. "I want to bring back a sense of humility to how we shape our communities," he says. "I think people are desperate for a sense of community and place. When generic places are created, people are left with unconscious needs and wants—needs that can only be satisfied with more coherent communities. I think constantly about how to bring that about. You can be ideological about things, but if you cannot figure out a way to make them happen, all you're doing, at best, is putting words on a page."

Trisha Riggs is ULI's managing director of communications.

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Construction project aims to revitalize Big Island



Reported by: [Olena Heu](#)
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 Last Update: 9/21 6:25 pm

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A proposal to build a new community on the Big Island is aimed at creating affordable housing, much needed jobs and more importantly schools where every child goes to college.

A plan is in the works to create a community called Kamakana Villages on the slopes of Hualalai on the Big Island.

"We're hoping to build 2,300 homes in an affordable community," said Jon Wallenstrom, President of Forest City Hawaii.

A place with parks, shopping centers and more importantly schools.

"In putting this community together we have worked with the community itself and they have spoken and have said make certain that education is core to whatever you do," said Wallenstrom.

Developer Forest City has made education a priority. They sponsored a very successful charter school in the community of Stapleton in Denver, Colorado. So successful, it was recently featured on The Oprah Winfrey Show and was awarded \$1 million by Oprah herself.

The Denver School for Science and Technology is an open enrollment public school with many students who come from low income homes and face other adversities.

"Where it doesn't matter where any of the kids come from their background, they are going to graduate from high school get into the college of their choice, receive a 4-year college degree," said a student.

It's a college-prep school with a science and technology focus.

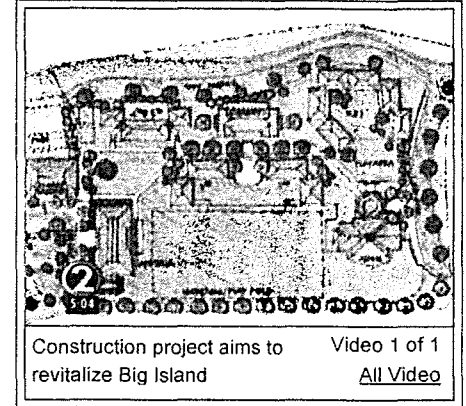
100 percent of the students at this charter school go on to attend a four-year college.

The multi-million dollar development project on the Big Island is still in the planning and approval stages and is hoped to take more than 200 acres of unused land and transform it.

Public hearings are scheduled for next month.

95 percent of carpenters in Kona are out of work but Forest City says the project will hire local builders, while meeting the need for housing.

"We really are trying to meet a market that's been under served for a long, long time," said Wallenstrom.



BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of

HAWAII HOUSING FINANCE AND
DEVELOPMENT CORPORATION and
FOREST CITY HAWAII KONA, LLC

To Amend the Agricultural Land Use District
Boundaries into the Urban Land Use District
for certain lands situate at Keahuolu, North
Kona; consisting of approximately 271.837
acres, Tax Map Key Nos. (3) 7-4-021:020
(por.), (3) 7-4-021:024, (3) 7-4-021:025,
(3) 7-4-021:026, (3) 7-4-021:027

DOCKET NO. A10-788

CERTIFICATE OF SERVICE

CERTIFICATE OF SERVICE

I hereby certify that due service of a copy of the within document was made by
depositing the same with the U. S. Mail, postage prepaid, or by hand delivery, on October 15,
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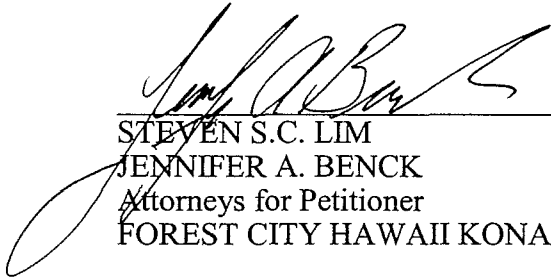
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