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QUEEN LILI'UOKALANI TRUST,
a private operating foundation

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of

QUEEN LILI'UOKALANI TRUST

To Amend the Agricultural District Boundary into the Urban District for approximately 919.366 acres and to Amend the Conservation District Boundary into the Urban District for approximately 188.358 acres, at Keahuolū, Island, County and State of Hawaii, Hawaii Tax Map Key Nos. (3) 7-4-08: por. 2, por. 12

DOCKET NO. A89-646

QUEEN LILI'UOKALANI TRUST'S
**SECOND SUPPLEMENTAL
MEMORANDUM IN SUPPORT OF ITS
MOTION FOR ORDER MODIFYING
THE FINDINGS OF FACT,
CONCLUSIONS OF LAW, AND
DECISION AND ORDER FILED
AUGUST 28, 1991; AFFIDAVIT OF
LEEANN CRABBE; EXHIBITS "6" –
"10"; CERTIFICATE OF SERVICE**

Hearing

Date: _____

Time: _____

QUEEN LILI'UOKALANI TRUST'S SECOND SUPPLEMENTAL MEMORANDUM IN SUPPORT OF ITS MOTION FOR ORDER MODIFYING THE FINDINGS OF FACT, CONCLUSIONS OF LAW, AND DECISION AND ORDER FILED AUGUST 28, 1991

Petitioner Queen Lili'uokalani Trust ("Petitioner") respectfully submits this Second Supplemental Memorandum in Support of its Motion for Order Modifying the Findings of Fact, Conclusions of Law, and Decision and Order Filed August 28, 1991 ("supplemental memorandum"). This supplemental memorandum is submitted in response to the State of Hawaii Land Use Commission (the "Commission") and the State of Hawaii Office of Planning's (the "Office of Planning") request for additional information.

I. THE COMMISSION AND THE OFFICE OF PLANNING'S REQUEST FOR ADDITIONAL INFORMATION

A. The Commission's Questions

In its letter dated November 20, 2015, the Commission requested that the Petitioner further supplement its filing to address the following:

- QLT has indicated that it has not substantially completed Phase I or Phase II¹ developments. And, that due to changing market conditions and development challenges there will be a change in direction in its new land plan. The supplemental filing indicates that a new land plan has not been finalized, but would be presented to the Commission at a later date. Even if the new plan is not finalized, a draft conceptual or land use plan should be provided so the Commission and parties can better understand the rationale behind the motion.
- The status of Phase I and Phase II developments and how the new land plan will likely require further amendments to the 1991 Decision and Order.
- Whether Petitioner intends that, with the removal of Phase III² lands, all prior conditions imposed, including Condition 1, would be released.

¹ The 1991 Petition filed in this docket by the Petitioner identified three phases of development for the Petitioner's Keahuolu Project. Phase I and Phase II consisted of 545.391 acres of Agricultural and Conservation land Mauka of Queen Ka'ahumanu Highway, previously identified as TMK No. 7-4-08: por. 12 in the 1991 Decision and Order, but is now identified as TMK Nos. (3) 7-4-020:009, 010, 011, 012, 013, 014, 015, 022, and 028 (collectively "Phase I and Phase II").

² Phase III consisted of 212.333 acres of Agricultural land Makai of Queen Ka'ahumanu Highway, identified as TMK No. 7-4-08: por. 2 ("Phase III").

- QLT states an intent to return to the Commission at a later date to address desired amendments to conditions for Phase I and Phase II developments and Makai lands. The Makai lands presumably comprised of Phase III lands (minus the less than 15 acres to be included in the Makalapua Project District (MPD)) and additional lands not currently specified. Assuming that QLT's attention will be concentrated on entitling and then developing the MPD, when would the Commission expect to see a new petition for the Makai lands?

B. The Office of Planning's Questions

The Office of Planning concerns are in relation to the 14.37 acre area the Petitioner proposes to remove from Phase III and to incorporate in a separate project referred to as the Makalapua Project District ("MPD"). Specifically, the Office of Planning has requested that the Petitioner provide additional information regarding the proposed uses and development plans for the MPD. The Office of Planning also questioned whether the conditions currently applicable to Phase III will continue to apply to the 14.37 acres.

II. BACKGROUND

A. The Keahuolū Land Plan ("KLP")

1. Project History

The Petitioner previously prepared a land plan for its Keahuolū lands in 1990 (the "1990 land plan"). The 1990 land plan included an urban activity center, government center, regional shopping center, professional center, regional-serving hospital, business park and light industrial center, business-serving hotel complex, a college campus for West Hawaii, and a historic preserve area. Notably, the 1990 land plan did not include residential development.

The Commission granted a district boundary amendment from "Conservation" and "Agricultural" to "Urban" for the 1990 land plan under a phased and incremental redistricting approach in 1991. The Petitioner's lands between Queen Ka'ahumanu Highway and the Ane Keohokālole Highway were reclassified to "Urban" for two phases of development. The first

phase of development of the 1990 land plan included the area Mauka of the Queen Ka`ahumanu Highway, while the remaining 212 acres Makai of Queen Ka`ahumanu was subject to incremental reclassification upon substantial completion of development of the Mauka area lands.

As discussed in the first supplemental memorandum, due to changes in market conditions in the 1990s, only a portion of the 1990 land plan was completed. The Petitioner has since revised its development strategy and plans for its Keahuolū lands to better respond to community and market needs. The KLP is the Petitioner's new development plans for its lands.

2. The Location of the KLP

The Petitioner proposes to develop the KLP on approximately 1,350 acres of underutilized land within the *ahupua`a* of Keahuolū in North Kona. The KLP will cover property that extends from the shoreline up to the Ane Keohokālole Highway. Queen Ka`ahumanu Highway runs through the land plan area. The Makai portion of the KLP is bordered by the County's Kealakehe Wastewater Treatment Plant to the north, the Kailua Park (Old Airport Park), the Kona Commons Shopping Center and Kona Industrial Subdivision to the south. The Mauka area of the KLP extends from Palani Road in the south to the former Kealakehe Landfill and Transfer Station in the north.

3. Current Land Uses on the Lands Within the KLP

Approximately 25.4 acres of land within the Mauka portion of the land plan area has already been developed as the Makalapua Shopping Center. The Center consists of a K-Mart, a Macy's and a Regal Cinemas movie theater. The Petitioner will be providing approximately 10 acres of land to the State of Hawaii for a proposed Kona Judiciary Complex within the Mauka portion of the land plan area. The Petitioner is coordinating with the State of Hawaii Department

of Accounting and General Services (“DAGS”) and Judiciary to finalize terms in a Purchase and Sale Agreement for this property. The Queen Lili`uokalani Children’s Center Kona Unit complex and three shoreline campsite areas operated by the children’s center are located within the Makai area of the land plan area. The remainder of the land plan area is currently vacant and underutilized.

The Hawaii County General Plan’s Land Use Pattern Allocation Guide (LUPAG) designates the land plan area as High Density Urban, Urban Expansion, Industrial, and Open Area. See Exhibit “6”. The lands are classified as Open District, Agricultural District (A-5a), Industrial-Commercial Mixed District (MCX-20), and General Commercial District (CG-10) by Hawaii County Zoning. See Exhibit “7”.

4. Current Development Plans for the KLP

The proposed KLP is a mixed use development that will include residential, educational facilities, commercial, civic/recreational facilities, and park and open space areas. See Exhibit “8”. **It should be noted that the Petitioner has not finalized its KLP and the proposed development maps and summaries discussed herein are merely drafts and conceptual in nature and may be subject to change.**

a. Mixed Use Development

The KLP will be a mixed use development that will provide approximately 6,460 residential units, approximately 1.3 million square feet of commercial space. The proposed KLP also will include land for the development of community spaces such as civic, cultural, and educational uses. The residential uses within the KLP include a mix of housing types serving a variety of groups. Single-family and multi-family housing will be provided. The 1.3 million

square feet of commercial space will include a mix of retail, office, hotel, and other commercial uses.

As shown in Exhibit “8”, the KLP is planned around a series of interconnected neighborhoods that will promote use of alternative forms of transportation such as walking and bicycling. Each neighborhood is generally centered around a commercial, civic, park, or other gathering space within the Urban Center Zone. The Urban Center Zone will contain the highest diversity and intensity of uses, and may include commercial/mixed-use areas, live/work lofts, or multi-family housing. The Neighborhood Center Zone will be primarily residential but will still contain a variety of housing configurations, densities, and unit types. The Neighborhood Edge Zone will be exclusively residential in land use, with primarily lower-density, single-family homes.

b. Shoreline Preserve and Archaeological Preserve Areas

The Petitioner is committed to protecting the shoreline environment and preserving cultural and historic resources. A shoreline setback buffer extending an average of approximately 1,000 feet inland from the shoreline and a 25 acre Archaeological Preserve is planned to be provided. An Interpretive Center has also been constructed adjacent to the Archaeological Preserve and will provide a place of learning where individuals can gain a better understanding of the lives of traditional residents of Keahuolū.

c. Parks, Recreation, and Open Space

The KLP will provide active and passive parks, open space areas, and recreation centers. A network of paths, trails, and open spaces will be provided to allow people to enjoy the full range of environments found within the KLP. Approximately 30 percent of the land plan area

has been set aside for parks, recreation, and open space including archaeological sites and their buffers.

The KLP responds to the need to provide housing and economic growth opportunities for the County's growing population.

B. The MPD

1. The Location of the MPD

The MPD is approximately 68.51 acres of land on the island of Hawaii. The proposed MPD is located north of Kailua-Kona. The MPD is bordered by the Kona Commons Shopping Center to the north, vacant lands to the west, the Kona Industrial Subdivision to the east and the County's Kailua Park (also known as Old Airport Park) to the south. The Petitioner and the County have been coordinating designs on access routes and a pedestrian promenade along an area between Kailua Park and the Petitioner's lands. See the attached Exhibit "9" identifying the general location of the MPD in relation to the Kona Commons Shopping Center and Kailua Park.

The MPD is located in a corridor designated as a Regional Center under the Kona Community Development Plan ("Kona CDP"), and is also immediately adjacent to Kailua Village, another Regional Center under the Kona CDP. See Exhibit "10" attached hereto. The Regional Centers are intended to organize and intensify new development to support transit when it becomes available. Exhibit "10" also identifies a proposed secondary transit route/line that would run along an extension of existing Kuakini Highway. The Kona CDP was finalized on September 2008, prior to the proposed, realigned Kuakini Highway as depicted in the draft plans for the MPD as shown in Exhibit "9". While the new alignment of Kuakini Highway is not in the exact location as identified in Exhibit "10", in particular along an area between Kailua Park and the Petitioner's lands, it supports the same overall policies/goals as envisioned in the

Kona CDP. The Kona CDP directs future growth toward compact villages to preserve Kona’s rural, diverse, and historical character, while also reducing reliance on automobiles as the only form of transportation.

2. Land Uses In and Surrounding the MPD

The Hawaii County General Plan’s Land Use Pattern Allocation Guide designates the MPD area as “Industrial” and “Urban Expansion”. See Exhibit “6”. A majority of the lands that comprise the MPD are already within the State Land Use Urban District, zoned MCX-10 (Industrial-Commercial Mixed), and zoned MG-1a (General Industrial) by the County. See Exhibit “7”. Approximately 54.14 acres (79% of the total area) of the MPD is currently in the State Land Use Urban District, and the remaining 14.37 acres of the proposed MPD currently remains in the Agricultural District. The latter is subject to incremental reclassification to the Urban District under the 1991 Decision and Order. This 14.37 acre portion of land is zoned A-5a (Agricultural) by the County and is the land that the Petitioner is proposing to “carve out” from Phase III so that it can be included in the MPD plans. See Exhibit “7”. The Petitioner will seek a district boundary amendment from the County of Hawaii under Section 205-3.1, Hawaii Revised Statutes for this 14.37 acre property.

There are several reasons why the “carve out” is necessary at this time. First, the MPD is intended to be a separate project that the Petitioner hopes to develop and place on the market ahead of its KLP.

Second, the Petitioner is still in the planning stages for its KLP project and not likely to be ready to present the plan as part of its petition for district boundary amendment before the State Land Use Commission until the end of 2016.

Third, the County supports the development of mixed use and higher density residential, retail, commercial, employment, and/or regional one-of-a-kind facilities, such as major civic, medical, education, and entertainment facilities within this Regional Center, which could provide immediate economic growth opportunities for the Kona community, which the Petitioner would like to take advantage of.

3. Development Plans for the MPD

The MPD will provide needed housing and economic growth opportunities for the County of Hawaii's growing population. A diverse range of uses are planned in close proximity of each other to support the livability of the North Kona region, while helping to expand the offerings of the region as a destination. The MPD will include approximately 180 residential units; a 180-room hotel; 50,000 square feet of community facilities/civic offerings; 470,000 square feet of commercial use; and a variety of open space features from sidewalk parklets to a large central gathering space. See Exhibit "9". Anchored by a major retail center, the MPD will be organized around an interconnected, pedestrian oriented street network where homes, businesses and entertainment are intermingled to provide a diverse experience for residents and visitors.

Residential products will be designed to meet the needs of a variety of new and existing households, with the primary objective of creating a rich diversity of residents by providing a wide range of choices. These will include medium-to high-density residential units in multi-family formats for rent and/or ownership. The MPD is also envisioned to create 'incubator' opportunities for new businesses to start, while continuing to provide support for existing businesses to remain and flourish as the project district and region grows.

The MPD will be organized around an interconnected street network that fulfills recent State and County policies and best practice objectives for Complete Streets. The MPD will be designed to support a variety of transportation options or multi-modal design. Starting with the extension and realignment of Kuakini Highway³ to the north—which will greatly improve regional mobility—the extension (to be built in the early stages of the project) will improve north-south vehicular access while supporting regional transit/bus routes.⁴ The MPD will also provide enhanced public access to Kailua Park.

The MPD will require the following regulatory compliance and approvals: Chapter 343 compliance,⁵ District Boundary Amendment (less than 15 acres), County Zone Change (to Project District), Special Management Area Use Permit, Subdivision, Plan Approval, and Building Permits. The Petitioner will comply with these requirements and will obtain the necessary approvals in order to proceed with its plans for the MPD.

III. RESPONSE TO QUESTIONS RAISED BY THE COMMISSION AND THE OFFICE OF PLANNING

A. Response to the Commission's Requests

1. Draft Conceptual or Land Use Plan

Attached hereto as Exhibit “8” is a draft of the KLP. Attached hereto as Exhibit “9” is a draft plan for the MPD. As previously stated, the Petitioner has not finalized its plans for these two separate projects, and the attached drafts are merely conceptual at this time.

³ The existing Kuakini Highway is a County owned road in the area within the MPD.

⁴ A Transportation Impact Analysis Report (“TIAR”) will be prepared for the MPD.

⁵ The County of Hawaii Planning Department has agreed to be the accepting agency for the environmental document that the Petitioner will prepare in compliance with the requirements of Chapter 343, Hawaii Revised Statutes.

2. Status of Phase I and Phase II Developments and How the New Land Plan Will Require Further Amendments to the 1991 Decision and Order

Currently, Phase I and Phase II consists of the Makalapua Shopping Center. The Center consists of a K-Mart, a Macy's and a Regal Cinemas movie theater. The Petitioner will be providing approximately 10 acres of land to the State for a proposed Kona Judiciary Complex within the Mauka portion of the land plan. The Petitioner is coordinating with DAGS and Judiciary to finalize terms in a Purchase and Sale Agreement for this property. The remainder of Phase I and Phase II remains vacant.

Under the KLP, the Petitioner is planning a mixed use community in Phase I and Phase II, which means that under its new plan the Petitioner will include residential development along with the existing commercial uses currently permitted in Phase I and Phase II. As previously explained, the Petitioner's land plan at the time the 1991 Decision and Order was entered did not include residential development because of fears that the Petitioner would be forced to sell its fee-simple interest in the land to lessee under the Land Reform Act. Now, in order to develop the mixed use community envisioned under its KLP, the Petitioner will seek an amendment of the 1991 Decision and Order to permit residential development, along with commercial development, within Phase I and Phase II.

3. Whether Petitioner intends that, with the removal of Phase III lands, all prior conditions imposed, including Condition 1 would be released

Petitioner intends that with the removal of Phase III lands from the docket, all prior conditions imposed upon Phase III would be released. With regard to any conditions that may be applicable to the 14.37 acre area to be incorporated in the MPD, which is currently subject to the conditions of the 1991 Decision and Order, the Petitioner will work closely with the County to ensure that conditions from the 1991 Decision and Order that are applicable to the uses proposed

on the 14.37 acres in the MPD will carry-over through the County district boundary amendment process. With regard to any conditions that may be applicable to the remaining portion of Phase III, the Commission will have the opportunity to impose the same or different conditions upon this land area when the Petitioner files its new petition for district boundary amendment with the Commission for its KLP project. If the Commission grants the Petitioner's motion to remove Phase III from the docket, the land will revert back to Agricultural. Thus, the Petitioner will not be able to develop the Agricultural lands without first obtaining a district boundary amendment from the Commission to reclassify the lands to Urban. At that time, the Commission will be able to determine and impose the conditions it deems appropriate for the proposed uses on the lands.

4. When would the Commission expect to see a new petition for the Makai lands?

The Petitioner is hoping to file its new petition for the Makai lands that are included within the KLP by the end of 2016; however, the timing for such a filing is dependent upon whether the Petitioner may move forward with its current plans, or whether it must amend its plans based upon the Commission's ruling on this motion. The Petitioner does not intend to wait until the MPD is fully entitled before proceeding with its petition for district boundary amendment with the Commission for the Makai lands. The Petitioner, however, does intend to start the entitlement process for the MPD first since the plans for the MPD are further along than the Petitioner's plans for the KLP.

B. Response to the Office of Planning's Requests

As discussed above, the MPD will include approximately 180 residential units; a 180-room hotel; 50,000 square feet of community facilities/civic offerings; 470,000 square feet of commercial use; and a variety of open space features from sidewalk parklets to a large central gathering space. See Exhibit "9". Anchored by a major retail center, the MPD will be organized

around an interconnected, pedestrian oriented street network where homes, businesses and entertainment are intermingled to provide a diverse experience for residents and visitors.

The Petitioner is willing to work with the Commission, the Office of Planning and the County of Hawaii with regard to the applicability of any existing conditions that would appropriately apply to the proposed uses anticipated upon the 14.37 acre portion of the MPD. Because the 14.37 acre area will require a district boundary amendment before the Petitioner may develop upon the land, there will be an opportunity for the Office of Planning and any interested party to comment and request the imposition of conditions on the 14.37 acres proposed for development before the County makes its final decision on the district boundary amendment.

IV. THE BIG PICTURE OF WHAT THE PETITIONER IS TRYING TO DO HERE

A. Step One: This Motion

This Motion for Order Modifying the Findings of Fact, Conclusions of Law, and Decision and Order Filed August 28, 1991 (“Motion 1”) is the first step the Petitioner is taking in order to complete its plans for the KLP and MPD. If granted, the area referred to as Phase III will be removed from the docket and released from the conditions of the 1991 Decision and Order. The Phase III lands, which is currently subject to incremental districting to the state land use “Urban” designation, will revert back to the “Agricultural” designation.

B. Step Two: Obtain Entitlements for MPD Development

The Petitioner will “carve out” 14.37 acres from Phase III and include this 14.37 acre area in its MPD, a separate project the Petitioner hopes to develop ahead of its KLP development. The Petitioner will seek the necessary land use entitlements from the County of Hawaii for the 14.37 acres in order to develop it as part of the MPD.

C. Step Three: File A New Petition for District Boundary Amendment in a New Docket with the Commission for the Remaining Phase III Area and Additional Lands Adjacent to Phase III for Development of the Petitioner's KLP

Petitioner hopes that within a year after this Motion is decided (assuming it is granted), the Petitioner will be ready to take its next step in the process of developing the KLP. Following this motion, Petitioner will file a new Petition for district boundary amendment in a new docket before the Commission (the "New Petition"). The New Petition will be for the KLP, and will allow the Commission and the community to fully review the new land plan and impose new conditions that the Commission believes is appropriate for the new development.

D. Step Four: File a Motion to Amend the 1991 Decision and Order in this Docket to Amend the Uses Permitted in Phase I and Phase II to Allow for Residential Development

Shortly after the New Petition is filed, the Petitioner will also file a second motion to amend the 1991 Decision and Order entered in this docket (the "Motion 2"). This Motion 2 will request that the Commission allow the Petitioner to amend the permitted uses within Phase I and Phase II to allow for residential development. Currently, Phase I and Phase II, while designated "Urban", only permits commercial development—not residential. The Petitioner envisions developing a mixed-use development on Phase I and Phase II, thus, it will request that the Commission amend the 1991 Decision and Order to allow for residential development on Phase I and Phase II, along with the existing commercial uses.

As discussed above, there are multiple steps that the Petitioner must take in order to develop its KLP. Knowing that the process is complicated, the Petitioner believed that taking a multi-step approach to the entitlement process would allow everyone involved to focus on the specific action being taken, rather than lumping all of the steps into one action. In addition, this

Motion 1 is necessary for the Petitioner to move forward with its MPD development, so the Petitioner could not wait until the New Petition was ready to be filed.

V. CONCLUSION

The Petitioner respectfully asks that the Commission grant its Motion for Order Modifying the Findings of Fact, Conclusions of Law, and Decision and Order Filed August 28, 1991.

Dated: Honolulu, Hawaii January 11, 2016.


BENJAMIN A. KUDO
Attorney for Petitioner

5. Attached hereto as Exhibit "6" is a true and correct copy of a map prepared by Munekiyo & Hiraga, Inc. for the Petitioner showing the Hawaii County General Plan Land Use Pattern Allocation Guide Map.

6. Attached hereto as Exhibit "7" is a true and correct copy of a map prepared by Munekiyo & Hiraga, Inc. for the Petitioner showing the County of Hawaii Zoning Map.

7. Attached hereto as Exhibit "8" is a true and correct copy of a draft of the Petitioner's Land Plan Map for its Keahuolu Land Plan, which has been prepared by Munekiyo & Hiraga, Inc. for the Petitioner.

8. Attached hereto as Exhibit "9" is a true and correct copy of a draft of the conceptual land use plan and existing aerial map for Petitioner's proposed Makalapua Project District, prepared by Mithun, Inc.

9. Attached hereto as Exhibit "10" is a true and correct copy of the Official Kona Community Development Plan map prepared by Munekiyo & Hiraga Inc. for the Petitioner.

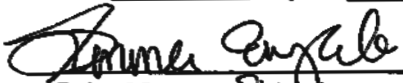
FURTHER AFFIANT SAITH NAUGHT

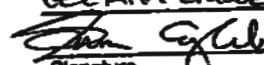
Executed: Honolulu, Hawaii, January 11, 2016.



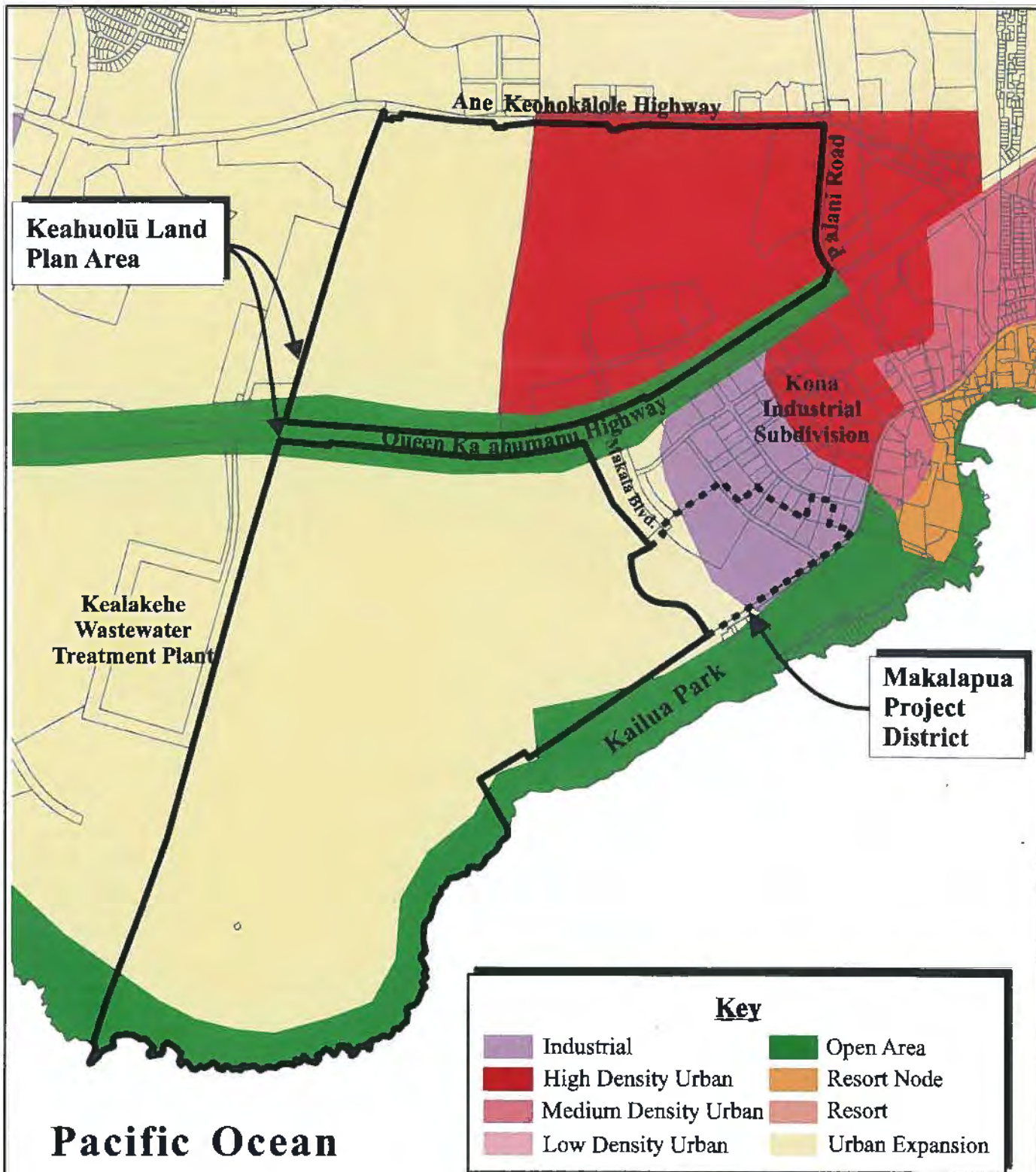
LEEANN CRABBE

Subscribed and sworn to before me
this 11 day of January, 2016.


Print Name: Summer Engcabo
Notary Public, State of Hawaii
My commission expires: 12/31/2018

Doc. Date: 01/11/2016 # Pages: 09
Name: Summer Engcabo 1st Circuit
Doc. Description: A Affidavit of
LeeAnn Crabbe; Exhibits 6-10
 01/11/2016
Signature Date
NOTARY CERTIFICATION





Source: County of Hawaii, Planning Department, 2005

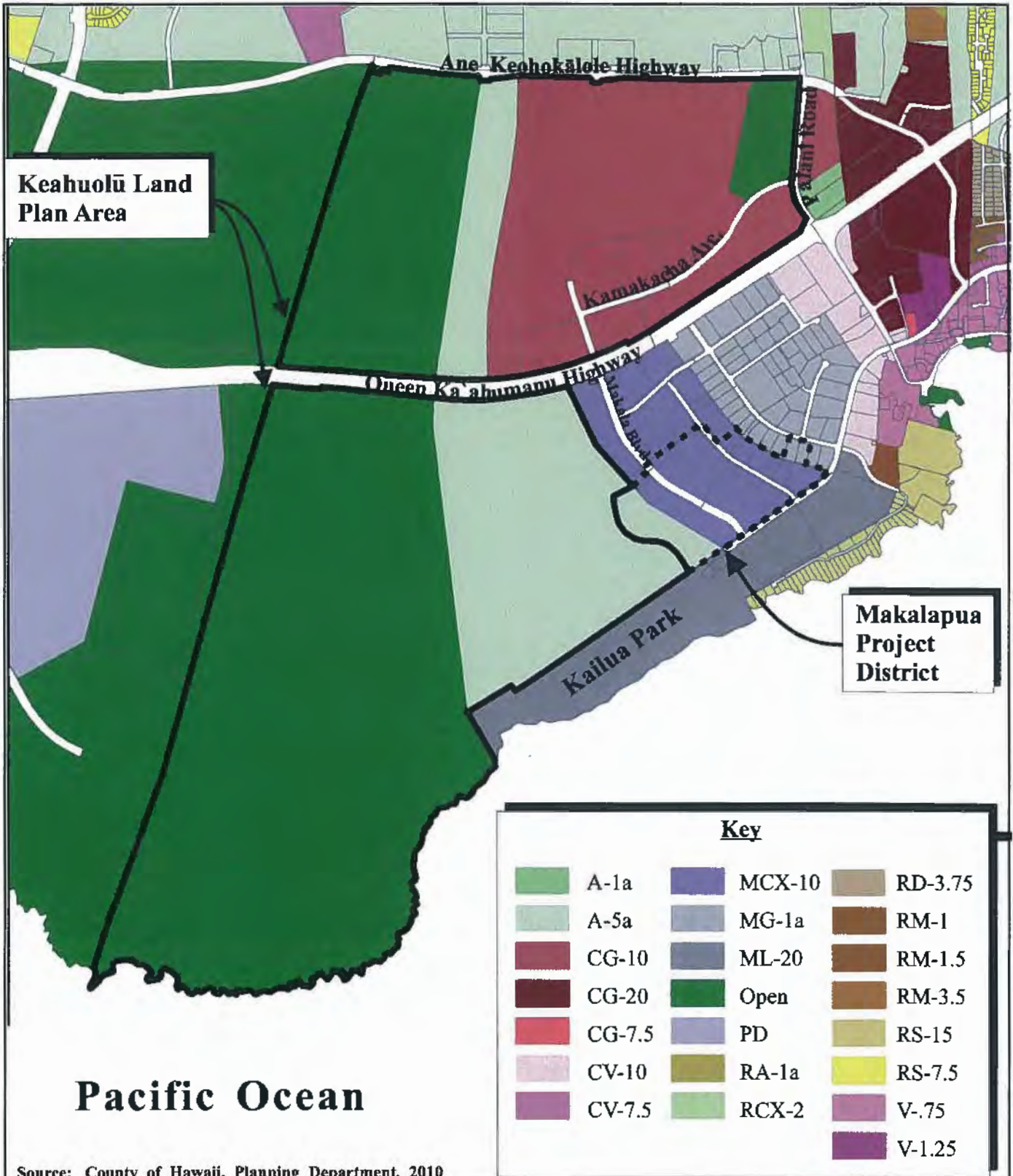
Hawai'i County General Plan Land Use Pattern Allocation Guide Map



Prepared for: Queen Lili'uokalani Trust

EXHIBIT "6"

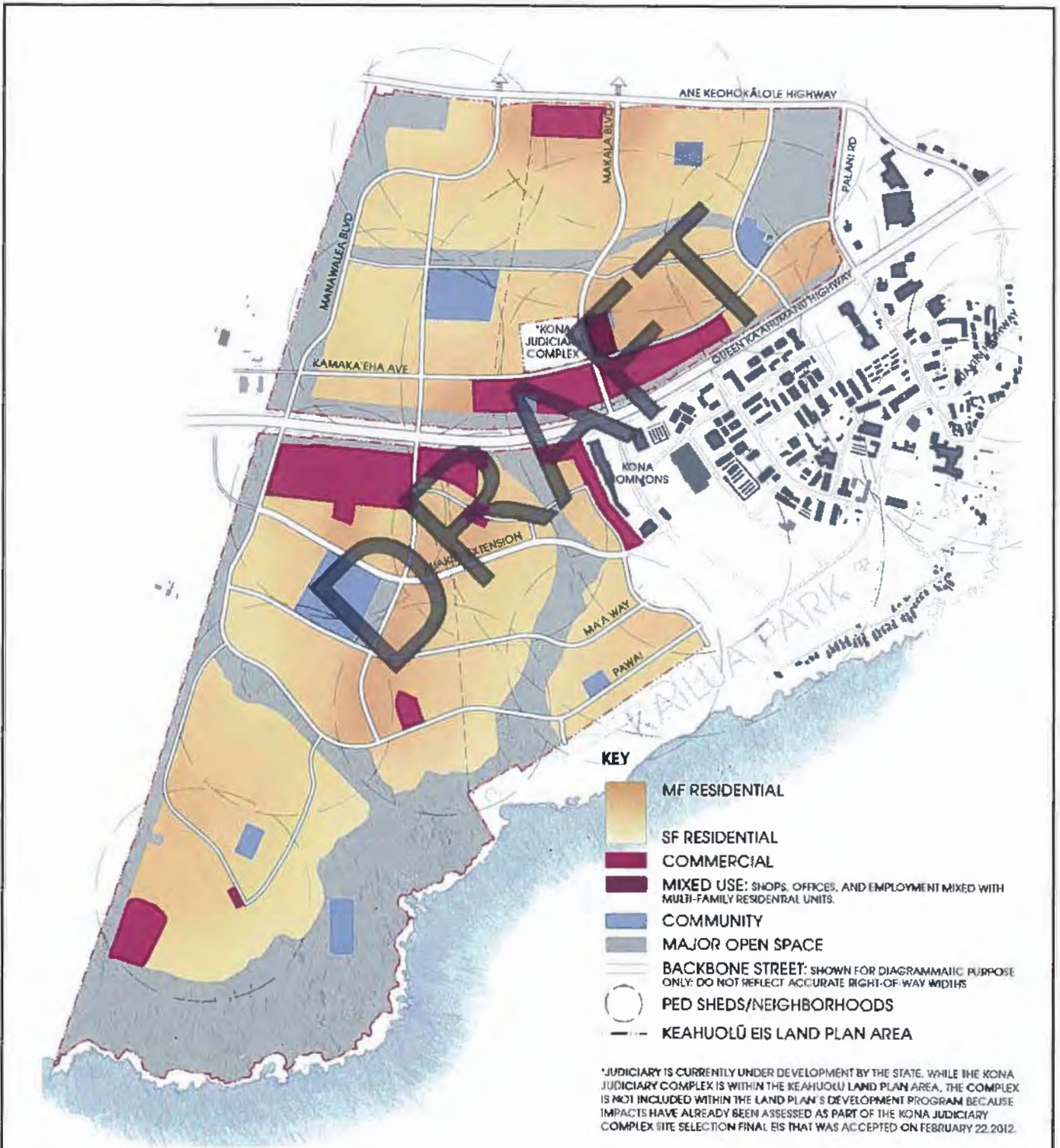




County Zoning Map



EXHIBIT "7"



Source: MITHUN

Land Plan Map

NOT TO SCALE



EXHIBIT "8"



Prepared for: Queen Lili'uokalani Trust

Makalapua Project District




CONCEPTUAL LAND USE PLAN - DRAFT

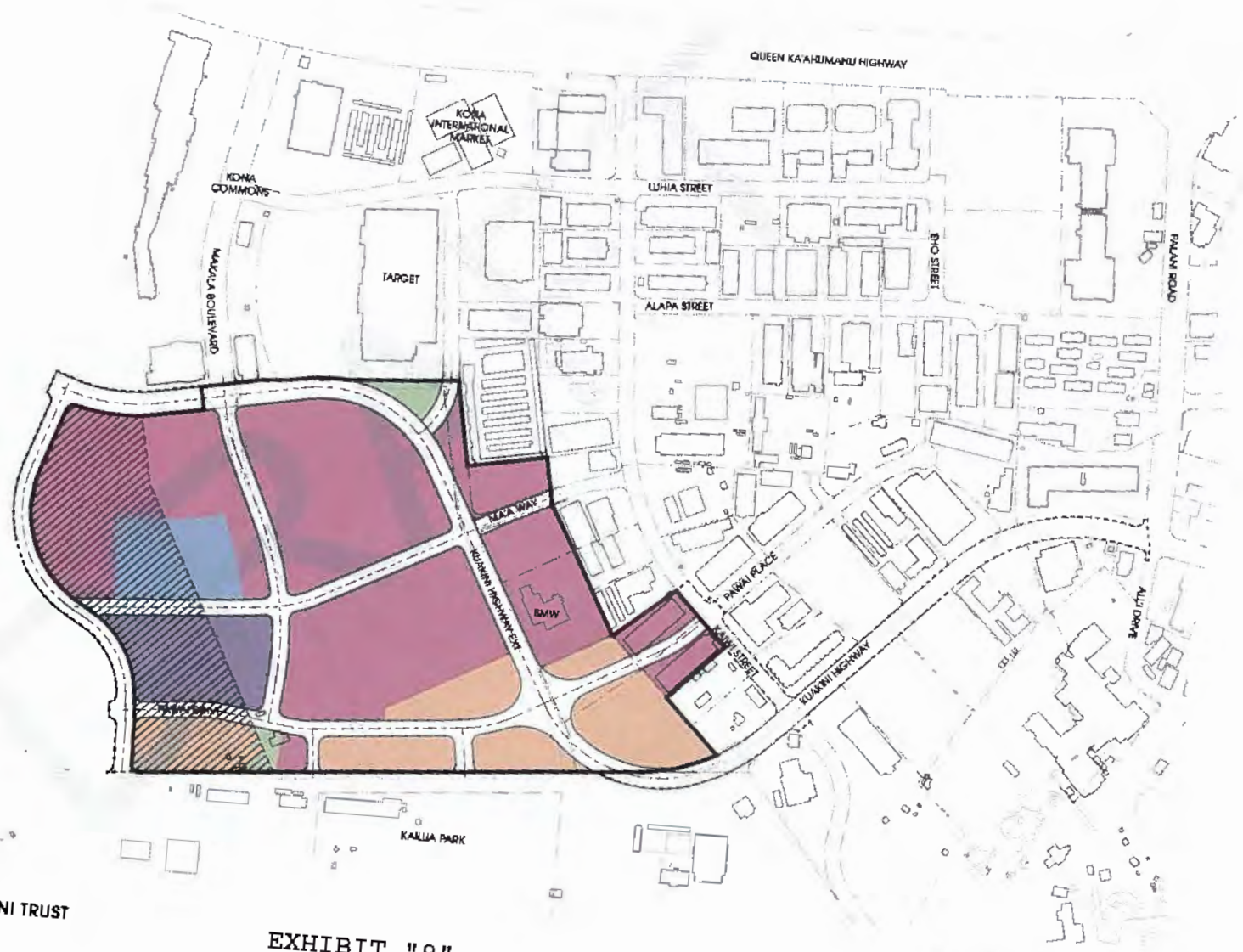
STATE LAND USE
URBAN = 54.14 ac

STATE LAND USE
AGRICULTURAL = 14.37 ac

(TOTAL = 68.51 ac)

-  RESIDENTIAL - 180 DWELLING UNITS
-  COMMERCIAL - 470,000 SQUARE FEET
-  COMMUNITY - 50,000 SQUARE FEET
-  HOTEL - 180 ROOMS
-  OPEN SPACE

- KEY:
-  MAKALAPUA PROJECT DISTRICT
 -  MAKALAPUA PROJECT DISTRICT: ADDITIONAL EA AREA
 -  URBAN EXPANSION AREA



MAKALAPUA
PROJECT DISTRICT
KAILUA-KONA HAWAII

QUEEN LILI'UOKALANI TRUST

EXHIBIT "9"



NOVEMBER 17, 2015

Makalapua Project District

PROPOSED DEVELOPMENT CELLS - DRAFT

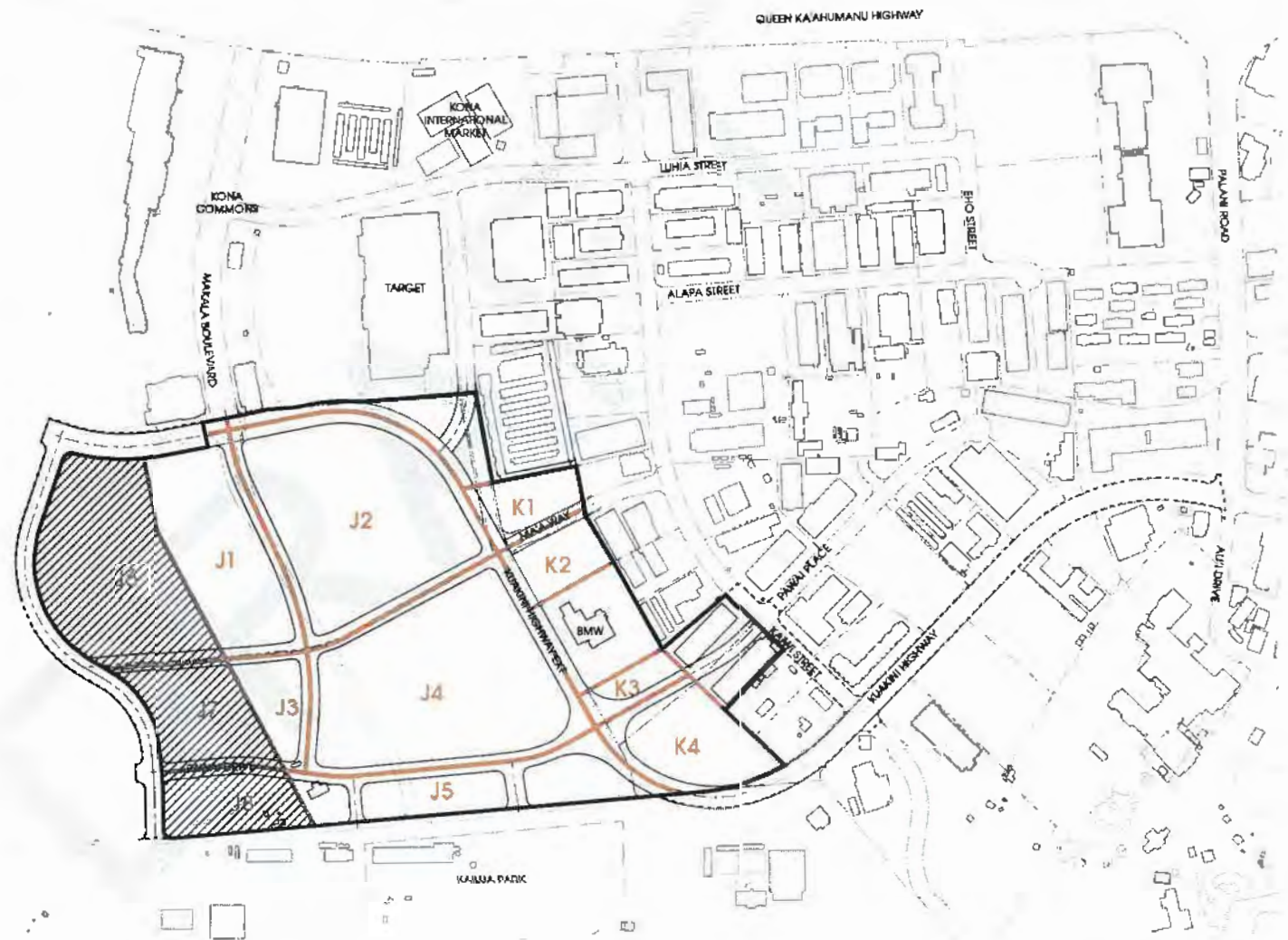
STATE LAND USE

URBAN = 54.14 ac

STATE LAND USE

AGRICULTURAL = 14.37 ac

(TOTAL = 68.51 ac)



— DEVELOPMENT CELL BOUNDARY

- KEY:
- MAKALAPUA PROJECT DISTRICT
 - MAKALAPUA PROJECT DISTRICT
ADDITIONAL EA AREA
 - URBAN EXPANSION AREA

MAKALAPUA
PROJECT DISTRICT
KAILUA-KONA HAWAII

QUEEN LILI'UOKALANI TRUST



NOVEMBER 17, 2015

Makalapua Project District

EXISTING AERIAL - DRAFT

STATE LAND USE

URBAN = 54.14 ac

STATE LAND USE

AGRICULTURAL = 14.37 ac

(TOTAL = 68.51 ac)



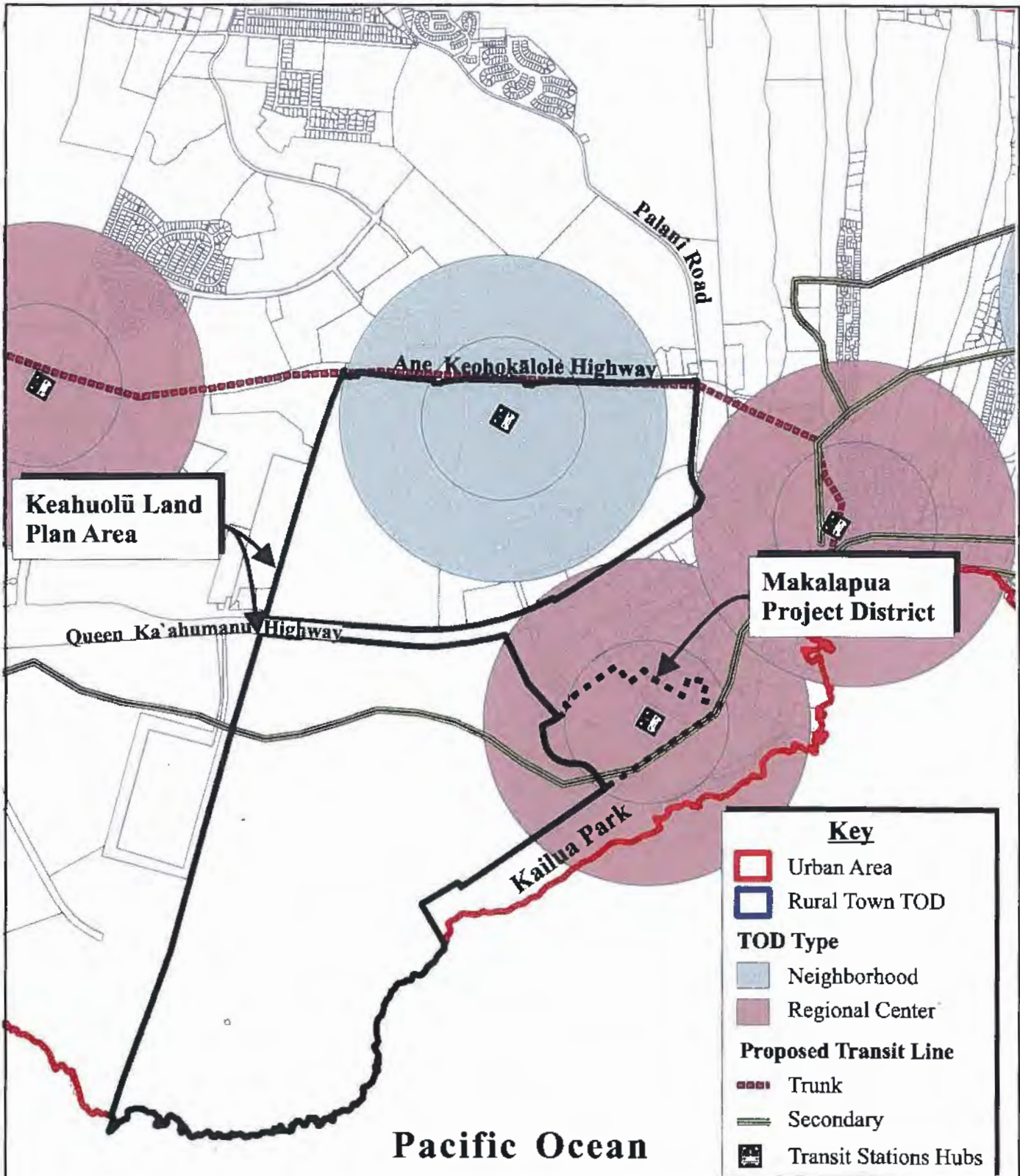
KEY:
[Solid black outline] MAKALAPUA PROJECT DISTRICT
[Diagonal hatching] MAKALAPUA PROJECT DISTRICT, ADDITIONAL EA AREA
[Cross-hatching] URBAN EXPANSION AREA

MAKALAPUA
PROJECT DISTRICT
KAILUA-KONA HAWAII

QUEEN LILI'UOKALANI TRUST



NOVEMBER 17, 2015



Source: County of Hawaii, Planning Department

Official Kona Community Development Plan Map

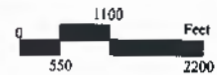


EXHIBIT "10"

Prepared for: Queen Lili'uokalani Trust



BEFORE THE LAND USE COMMISSION
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To Amend the Agricultural District Boundary into the Urban District for approximately 919.366 acres and to Amend the Conservation District Boundary into the Urban District for approximately 188.358 acres, at Keahuolū, Island, County and State of Hawaii, Hawaii Tax Map Key Nos. (3) 7-4-08: por. 2, por. 12

DOCKET NO. A89-646

CERTIFICATE OF SERVICE

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of Queen Lili'uokalani Trust's Second Supplemental Memorandum in Support of its Motion for Order Modifying the Findings of Fact, Conclusions of Law, and Decision and Order filed August 28, 1991; Affidavit of LeeAnn Crabbe; Exhibits "6" – "10"; Certificate of Service was served upon the following as indicated below:


<p>BRYAN C. YEE, Esq. Department of the Attorney General Hale Auhau, Third Floor 425 Queen Street Honolulu, Hawaii 96813 Attorney for State Office of Planning</p>	<p>Via U.S. Postal Mail</p>
<p>LEO R. ASUNCION, Jr., AICP, Acting Director Office of State Planning 235 South Beretania Street, 6th Floor Honolulu, Hawaii 96813</p>	<p>Via U.S. Postal Mail</p>

<p>DUANE KANUHA, Planning Director Planning Department, County of Hawaii 101 Pauahi Street, Suite 3 Hilo, Hawaii 96720</p>	<p>Via U.S. Postal Mail</p>
<p>MARK VAN PERNIS, ESQ., Attorney for Intervenor 75-167F Hualalai Rd., Ste B Kailua-Kona, HI 96740</p>	<p>Via U.S. Postal Mail</p>
<p>HAWAII ELECTRIC LIGHT COMPANY, INC 1200 Kilauea Ave. Hilo, Hawaii 96720</p> <p>54 Halekauwila Street Hilo, Hawaii 96720</p> <p>P.O. Box 1027 Hilo, Hawaii 96721-1027</p>	<p>Via U.S. Postal Mail</p>
<p>HILO ELECTRIC LIGHT COMPANY, LIMITED 1200 Kilauea Avenue Hilo, Hawaii 96720</p> <p>54 Halekauwila Street Hilo, Hawaii 96720</p> <p>P.O. Box 1027 Hilo, Hawaii 96721-1027</p>	<p>Via U.S. Postal Mail</p>
<p>William V. Brilhante, Jr. Office of Corporation Counsel 101 Aupuni Street, Suite 325 Hilo, Hawaii 96720 Attorney for County of Hawaii</p>	<p>Via U.S. Postal Mail</p>
<p>Amy Self Office of Corporation Counsel 101 Aupuni Street, Suite 325 Hilo, Hawaii 96720 Attorney for County of Hawaii</p>	<p>Via U.S. Postal Mail</p>

<p>GTE HAWAIIAN TELEPHONE COMPANY INCOPORATED, now known as HAWAIIAN TELCOM, INC. 1177 Bishop Street Honolulu, Hawaii 96813</p> <p>161 Kinoole Street Hilo, Hawaii 96720</p> <p>P.O. Box 2200 Honolulu, Hawaii 96841</p>	<p>Via U.S. Postal Mail</p>
<p>WATER BOARD OF THE COUNTY OF HAWAII 25 Aupuni Street Hilo, Hawaii 96720</p> <p>345 Kekuaanaoa Street, Suite 20 Hilo, Hawaii 96720</p>	<p>Via U.S. Postal Mail</p>
<p>WATER COMMISSION OF THE COUNTY OF HAWAII 25 Aupuni Street Hilo, Hawaii 96720</p> <p>345 Kekuaanaoa Street, Suite 20 Hilo, Hawaii 96720</p>	<p>Via U.S. Postal Mail</p>
<p>HAWAII PLANNING MILL LTD., dba HPM BUILDING SUPPLY 380 Kanoelehua Ave. Hilo, Hawaii 96820</p> <p>16-166 Melekahiwa Street Keaau, Hawaii 96749</p>	<p>Via U.S. Postal Mail</p>
<p>STATE OF HAWAII, DEPARTMENT OF TRANSPORTAION 869 Punchbowl Street Honolulu, Hawaii 96813</p> <p>601 Kamokila Blvd. Room 691 Kapolei, Hawaii 96707</p>	<p>Via U.S. Postal Mail</p>

<p>Kmart Corporation 3333 Beverly Rd., Dept. 824 RE Hoffman Estates, IL 60179</p> <p>Kmart Corporation 3333 Beverly Rd., Dept. 824 RE Hoffman Estates, IL 60179 Attn: Associate General Counsel, Real Estate</p>	<p>Via U.S. Postal Mail</p>
<p>MACY'S WEST, INC. now known as MACY'S WEST STORES, INC. 1600 Pauahi Tower 1003 Bishop Street Honolulu Hawaii 96813</p>	<p>Via U.S. Postal Mail</p>
<p>KM KONA PARTNERS 1288 Ala Moana Boulevard, Suite 208 Honolulu, Hawaii 96814</p>	<p>Via U.S. Postal Mail</p>
<p>WALLACE THEATER CORPORATION 7132 Regal Ln. Knoxville TN 37918-5803</p> <p>REGAL CINEMAS, INC. 1136 Union Mall, Suite 301 Honolulu, Hawaii 96813</p> <p>HOLLYWOOD THEATERS, INC. c/o Regal Cinemas, Inc. 7132 Regal Lane Knoxville, Tennessee 37918 Attn: Real Estate Department</p>	<p>Via U.S. Postal Mail</p>

Dated: Honolulu, Hawaii, January 11, 2016.


 BENJAMIN A. KUBO
 Attorneys for Petitioner
 QUEEN LILI'UOKALANI TRUST