

CASTLE & COOKE PROPERTIES, INC.

680 Iwilei Road, Suite 510
Honolulu, HI 96817

August 15, 2011

LAND USE COMMISSION
STATE OF HAWAII
2011 AUG 16 P 12:41

Orlando Davidson
State Land Use Commission
Executive Officer
235 S. Beretania Street, Room 406
Honolulu, Hawaii 96813

Dear Mr. Davidson:

RE: Docket No. A83-551
Castle & Cooke Properties, Inc.
Mililani Technology Park (Increment I) - Annual Report

The purpose of this letter is to report on the status of the high tech park at Mililani which is being developed by Castle & Cooke Properties, Inc. (formerly Oceanic Properties, Inc., hereinafter sometimes referred to as "CCPI"). This report meets condition #6 in the Land Use Commission's Decision and Order of August 6, 1984 in Docket No. A83-551 which was amended on April 1, 1991.

I. Overview

The Mililani Technology Park (then known as Hawaii Technology Park, hereinafter sometimes referred to as "MTP" or "Park") received its zoning approval from the City Council on July 9, 1986 (Ordinance No. 86-92). The ordinance rezoned 120 acres from AG-1 Restricted Agriculture District to I-1 Light Industrial District. The zoning became effective upon the Mayor's approval on July 22, 1986. In 1990, a Development Plan Amendment was applied for and ultimately approved on February 27, 1991 changing the Park's designation to mixed use commercial/industrial. An application to change the Park's zoning to IMX-1 to reflect the new DP designation was subsequently submitted to DLU. This zoning request was approved by the City Council and became law as Ordinance 92-64 on June 12, 1992. Another DP Amendment was initiated by the City Council following the passage of the IMX zoning to bring the previous DP Amendment into full

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consistency with the new Unilateral Agreement, and to clarify certain items. This DP Amendment was given unanimous approval by the Council on third reading July 14, 1993.

On March 15, 1994, Ordinance No. 94-10 to amend a portion of the State Land Use District Boundary from Agricultural to Urban District for an .83 acre remnant parcel was passed, and on June 8, 1994, Ordinance 94-40 was passed to rezone this parcel from AG-1 to IMX-1. This parcel, which was subsequently determined to be .6 acre, not .83 acre, has been consolidated with existing Lot 11. This lot will be subject to the Park's Covenants, Conditions and Restrictions (CC&Rs), and the Unilateral Agreement and Declaration for Conditional Zoning dated May 20, 1994. A copy of Ordinance Nos. 94-10 and 94-40 and the Unilateral Agreement were included with the 1996 Annual Report to LUC.

A Development Plan Amendment was filed on January 14, 1994 to change the land use designation for 137 acres of the Park from Agriculture to Commercial-Industrial Emphasis Mixed Use. Ordinance No. 95-71, Bill No. 108 was approved by the Mayor on December 18, 1995. A copy of Bill No. 108 was included with the 1996 Annual Report to LUC.

To date, 79.36 acres or 79% of the 101 acres in Phase I of the Park have been sold. This includes the sale of the 3.647 acre Lot 9B to Paradise Beverage, Inc. in June 2011. Approximately 47% of the Phase I acreage is sold or leased to high tech or high tech related organizations as defined in a letter dated April 10, 1992 from the State High Technology Development Corporation (HTDC) to Honolulu City Council member Donna Mercado Kim and/or included in the 1994 Hawaii High Technology Business Directory published by HTDC (a copy of which was included in the 1996 Annual Report to LUC).

Development has occurred up through Phase ID with the completed extension of Kahelu Avenue in 2008. An overall map of the Mililani Technology Park indicating the various phases and lots of the Park is attached as Exhibit "A".

II. Compliance with Land Use Commission Conditions

We are pleased to provide the following information on our compliance with the conditions in the Land Use Commission's Decision and Order.

Condition #1 (as amended).

Petitioner shall develop subject property for high technology-intensive industries provided that no less than 45% of the net marketable acres of the subject property may also be sold or leased to initial buyers or lessees in high technology-intensive industries. The subject Property may also be developed for commercial/industrial

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mixed uses the development of improvements for which shall conform to the design and density concepts of the subject property as a high technology park development.

Comment

To date, approximately 79.36 acres or 79% of the total 101 acres in Phase I have been sold or leased. 47% of the Phase I acreage have been sold or occupied by high tech or high tech support organizations as defined in a letter dated April 10, 1992 from the State High Technology Development Corporation (HTDC) to Honolulu City Council member Donna Mercado Kim and/or included in the 1994 Hawaii High Technology Business Directory published by HTDC. We work closely with the State High Technology Development Corporation, and the Oahu Economic Development Board.

We also continue to offer amenities to attract high technology firms to the MTP. These include fiber optic communication capabilities, inclusion in Hawaii's designated Foreign-Trade Zone, and other assorted benefits. We continue to work with the State and County governments in an effort to encourage relocation of mainland high tech firms to Hawaii such as co-sponsoring the Governor's Symposium on High Technology and participating in the Pacific Telecommunications Council's annual conferences.

CCPI and its affiliate companies are very much focused on the development of a high technology community in central Oahu. Our efforts include:

- (a) Contribution of land in Mililani Mauka to the State for the establishment of Hawaii's first high tech school, Mililani Mauka Elementary which opened in 1993. The State plans to use this school as a model for future education. This facility includes a library, a resource room with 30 computer terminals, and each classroom is equipped with phones, video equipment and four computer terminals.
- (b) Contribution of over twenty personal computers between 1993 and 1994 to Mililani High School, Leilehua High School, Mililani Waena Elementary School, and Waiialua High School. It is hoped that having accessibility to computers will prepare students for the technology of today and that Castle & Cooke can play a small part in this effort.
- (c) Establishment of a \$100,000 endowment through the Hawaii Community Foundation, making available a total of \$5,000 annually in scholarships to graduates from Mililani, Leilehua, and Waiialua High Schools. The Castle & Cooke Mililani Technology Park Scholarship Fund will give priority to students furthering their studies in high technology-related fields in science and engineering. It is our hope

that these scholarships will bring our college graduates into Hawaii's high technology industry.

In 2011, the following students will be awarded \$1,000 scholarships:

<u>Name</u>	<u>High School</u>	<u>Major</u>	<u>College</u>
Hamada, Melissa	Mililani	Business	Cornell University
Hayase, Mallory	Mililani	Inf.Science/Tech.	Carnegie-Mellon University
Higuchi, Randy	Mililani	Engineering	University of Washington
Lee, Kristi-Ann	Mililani	Civil Engineering	University of Hawaii, Manoa
Nakagawa, Kristen	Mililani	Nursing	Seattle University
Pao, Kortney	Waialua	Nursing	University of Hawaii, Manoa
Pasoquen, Ryan	Leilehua	Kinesiology	University of Hawaii, Manoa
Reyes, Daniella	Leilehua	Biology	University of Hawaii, Manoa
Tatsuyama, Kimberly	Mililani	Chemistry	Creighton University
Unangst, Krista	Mililani	Ultrasound Tech.	San Diego State University

- (d) Co-sponsorship of the annual Hawaii Regional Science Bowl for four consecutive years with the U.S. Department of Energy to support science and math education from 1994 - 1997.
- (e) Co-sponsorship of the Central Oahu District Science and Engineering Fair from 1995 - 1997.
- (f) Sponsorship of Career and Job Fair at the Mililani Technology Park to promote career and employment opportunities with high technology and other firms in the Park. The fifth annual Career and Job Fair sponsored by Castle & Cooke Properties, Inc./Mililani Technology Park was held on Oct. 4, 1997. Over 625 attended the two-hour event. 47% came from Mililani and Wahiawa, 27% from leeward Oahu, 19% from Honolulu, 4% from the North Shore, 2% from windward Oahu and 1% miscellaneous (off-Oahu/P.O. Box). There were many high technology jobs offered such as EECAD supervisor, electrical and mechanical engineer, and networking controller.

The sixth annual Career and Job Fair was held on September 26, 1998, with an attendance of 290 people. 48% came from Mililani and Central Oahu, 24% from Leeward Oahu, 19% from Honolulu; 3% from the North Shore and 3% from Windward Oahu. Another 3% gave post office boxes or no zip codes. Jobs were available for data processing programmers and analysts, credit account

representatives, sales & service representatives, telemarketing representatives, instructors and assistants. The High Technology Development Corporation provided its Hawaii High Tech Job Link listing of available high technology positions in Hawaii.

- (g) Support for the creation of Enterprise Zones in the State, including the Mililani Technology Park, which involved providing input/testimony on both the City and State levels. The legislature voted to pass a bill which expands the type of jobs allowed in Enterprise Zones. Qualified businesses which locate in MTP will have among other benefits, GET exemptions, income tax credits, and real property tax breaks.
- (h) Prior participation as a board member (Lucien Wong, former CCPI Commercial Division President) of the Oahu Economic Development Board to promote Honolulu as a location to do business, especially as a hub linking the Pacific Rim nations. Past contacts have included Motorola, Booz, Allen & Hamilton, Advanced Technology Group, and VISA.
- (i) Formation of the Technology Council with Lucien Wong as the Council's first co-chair and Gregg Matsuura, former CCPI Senior Project Manager as past chair. The Council is an organization formed by the Oahu Economic Development Board comprised of both public and private parties interested in technology, with the mission of expanding and promoting technology jobs in Hawaii. It has provided valuable input in producing an award-winning video to market high tech activities in Hawaii to businesses outside of the State.

The Technology Council has formulated marketing plans and serves as a business attraction organization for Oahu. The Technology Council has met continuously on a monthly basis to further high tech job creation in Hawaii. It is a private sector-driven organization for business attraction and expansion. Public section participation has been by the Department of Business, Economic Development & Tourism, the High Technology Development Corporation, the University of Hawaii and the East-West Center.

- (j) Castle & Cooke is one of the founding sponsors of The Hawaii Technology Trade Association, the State's first private organization whose sole purpose is to foster and facilitate a healthy business, financial, educational and government environment for the technology industry in Hawaii.

Copies of articles relating to (a) and (b) were included with the 1996 annual report to LUC.

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Copies of articles and letters relating to (d)-(e) were included with the 1997 annual report to LUC. Information regarding (c), (f) and (i) were included with the 1998 annual report to LUC.

Condition #2.

Petitioner shall develop a management plan for the high technology park. The management plan shall include provisions for the promotion of the Park as well as for overall management responsibility by Petitioner or an ongoing management corporation.

Comment:

The management plan for the Park is found in the extensive Covenants, Conditions and Restrictions (CC&Rs) which run with the land. The CC&Rs were recorded in January 1988. Under the CC&Rs, the actual operation of the Park is in the hands of the Mililani Technology Park Association, a non-profit corporation. Every owner of a lot in the Park is a member of the Association. The Association enforces the CC&Rs which govern the Park's quality, including design requirements and the control of hazardous wastes. A copy of the CC&Rs was made a part of the record in Docket No. A83-551 in support of the motion filed by CCPI on November 15, 1990 to amend the order and to approve Phase II for incremental redistricting. Pursuant to the LUC order approving Phase II, and the County zoning Ordinance 92-64, these CC&Rs cannot be amended without the prior approval of the LUC and County DLU.

Under Ordinance 92-64 (Bill 25), the City & County of Honolulu accepted a Unilateral Agreement and Declaration for Conditional Zoning dated May 22, 1992 ("Revised Unilateral Agreement") superseding the Unilateral Agreement and Declaration for Conditional Zoning dated October 7, 1986. The revised Unilateral Agreement required the amendment of the Declaration to reflect the uses permitted and excluded by Ordinance 92-64 (Bill 25) under the IMX-1 zoning. The Second Amendment to the CC&Rs reflecting this requirement was adopted on November 5, 1993 by the Association. A copy of the First and Second amendments were included in the 1996 Annual Report to LUC; a copy of the Third Amendment was included in the 2007 Annual Report; and a copy of the Fourth Amendment was included in 2010 Annual Report.

The Fifth Amendment to the CC&Rs (copy attached) was adopted on May 11, 2011 by the Association and was recorded in Land Court on May 13, 2011.

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Condition #3.

Petitioner shall cause 142 acres of former Oahu Sugar Company Limited's canefields to be replanted in pineapple at Waiawa, Oahu, by Dole Processed Foods Company to replace an equivalent amount of the acreage removed from pineapple production for development of the subject property.

Comment:

This has been done.

Condition #4.

Petitioner shall, at its sole expense, make the offsite roadway and traffic improvements for the proposed project as may be required by the State Department of Transportation.

Comment:

Petitioner has met this condition by realigning Leilehua Golf Course Road to lead directly into the MTP and has realigned Wikao Street and the access road to Leilehua Golf Course.

Condition #5.

Petitioner shall obtain a water development permit from the State of Hawaii Board of Land and Natural Resources to withdraw adequate water for the project from the Pearl Harbor Groundwater Control Basin.

Comment:

Water for the Park is being provided by the Board of Water Supply (BWS), which approved our construction plans for Phase IA through ID. CCPI has constructed a waterline from Wahiawa to the Park, at a cost of approximately \$900,000. In addition, CCPI participated in the expansion of the water supply at Wahiawa, by contributing 28% of the cost of the BWS's "Wahiawa Wells II" project. The CCPI contribution was approximately \$788,000.

For the development of Phase IB, CCPI also constructed two new pipelines and a reservoir at the eastern end of the Park. The new reservoir meets BWS water requirements for the development of the initial 120 salable acres of the Park and has been dedicated to the BWS.

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The total expense for these projects was approximately \$4.1 million.

Condition #6.

Petitioner shall submit annual progress reports to the Land Use Commission, the Department of Planning and Economic Development, the High Technology Development Corporation, and the City Department of General Planning as to its progress in satisfying the above conditions and as to general status of development of the project.

Comment:

This report is designed to meet the requirements of this condition. Copies will be transmitted to the other agencies cited in the condition.

If there is any further information which you would like, please do not hesitate to contact me.

Sincerely,



Lorna L. Miyake
Sr. Property Manager

Enclosures

cc: City and County of Honolulu Department of Planning and Permitting
Department of Business, Economic Development & Tourism at luc@dbedt.hawaii.gov

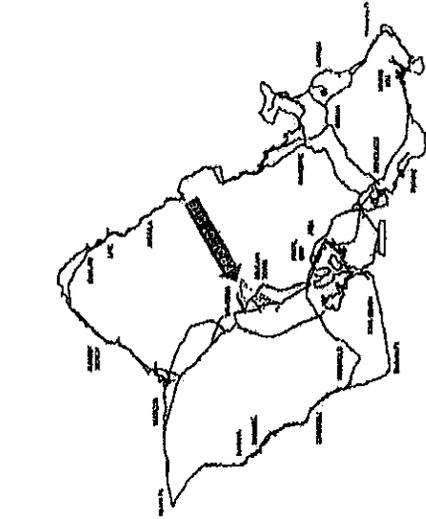
EXHIBIT A

MTPP

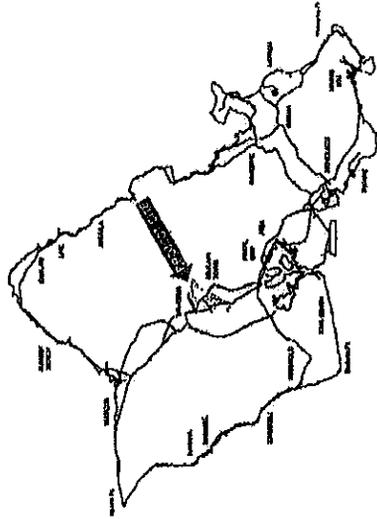
Mililani Technology Park

A Development of Castle & Cooke Properties, Inc.

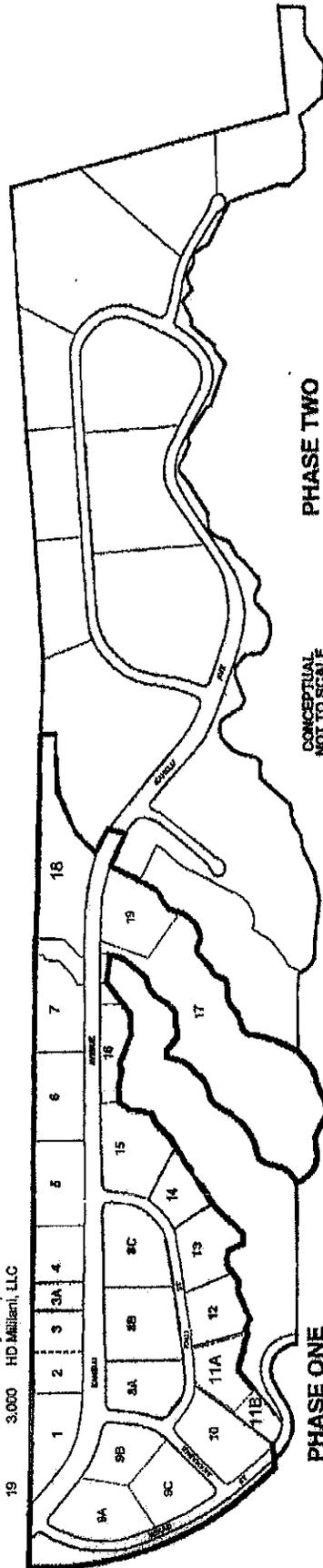
Phase	Lot #	Acres	Description
Phase 1A	1	4.000	Chun Family Trust
	2&3	4.001	American Savings
	3A	1.000	American Savings
	4	3.523	Mark A. Robison Trust
	5	3.478	State Farm Mutual/Automobile Insurance Co.
	6	4.000	AT&T
	7	3.761	Crown Pacific Hawaii
Phase 1B	9A	3.640	AVAILABLE FOR PURCHASE
	9B	3.647	Paradise Beverage, Inc.
	9C	3.641	HSS Millilani Partners LLC
Phase 1C	8A	4.003	Kaiser Foundation Health Plan, Inc.
	8B	5.004	Verizon
	8C	4.508	Kaiser Foundation Health Plan, Inc.
Phase 1D	10	4.324	Oceanic Time Warner Cable
	11A	2.970	Oceanic Time Warner Cable
	11B	1.023	Earnis Television Broadcasting, L.P.
	12	3.519	Kaiser Foundation Health Plan, Inc.
	13	3.300	Kaiser Foundation Health Plan, Inc.
	14	3.374	Mililani Assembly Hall of Jehovah's Witnesses
	15	3.866	Booklines Hawaii, Ltd.
	16	2.027	KBC LLC
	17	18.956	AVAILABLE FOR PURCHASE
	18	6.700	Tony Group
	19	3.000	HD Mililani, LLC



VICINITY MAP



ISLAND LOCATION MAP



PHASE TWO

CONCEPTUAL NOT TO SCALE

PHASE ONE

OFFICE OF THE
ASSISTANT REGISTRAR, LAND COURT
STATE OF HAWAII
(Bureau of Conveyances)

The original of this document was
recorded as follows:

Doc 4072879(-4072880) _____
CTN AS LISTED HEREIN _____
MAY 13, 2011 02:00 PM

LAND COURT SYSTEM

REGULAR SYSTEM

Return by Mail Pickup To:

Castle & Cooke Properties, Inc.
680 Iwilei Road, Box No. 510
Honolulu, Hawaii 96817
Attn: C. Kurasaki
Phone: (808) 548-2909

Total Pages: 7

Tax Map Key No.: Oahu 9-5-046-001, etc.

FIFTH AMENDMENT TO DECLARATION OF
PROTECTIVE COVENANTS, CONDITIONS
AND RESTRICTIONS FOR MILILANI TECHNOLOGY PARK

Certification:

I, the undersigned, hereby certify:

A. I am the Secretary of the Mililani Technology Park Association, a non-profit corporation, the address of which is 680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817 (the "Association"), formed in accordance with the provisions of that certain Declaration of Protective Covenants, Conditions and Restrictions for Mililani Technology Park dated January 27, 1988, made by Oceanic Properties, Inc. (now known as Castle & Cooke Properties, Inc.), as Declarant, which Declaration was filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 1526574, as amended, including as amended by a First Amendment to Declaration of Protective Covenants, Conditions and Restrictions for Mililani Technology Park adopted May 15, 1991 and filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii ("Land Court") on December 20, 1991 as Document No. 1875055, a Second Amendment to Declaration of Protective Covenants, Conditions and Restrictions for Mililani Technology Park adopted November 5, 1993 and filed with the Land Court on December 9, 1993 as Document No. 2095074, and a Third Amendment to Declaration

of Protective Covenants, Conditions and Restrictions for Mililani Technology Park adopted March 5, 2005 and filed with the Land Court on April 21, 2005 as Document No. 3256932, and a Fourth Amendment to Declaration of Protective Covenants, Conditions and Restrictions for Mililani Technology Park adopted January 29, 2010 and filed with the Land Court on February 2, 2010 as Document No. 3936850 (as amended, the "Declaration") and noted on the Transfer Certificates of Title listed in Exhibit "A" attached hereto and hereby made a part hereof.

B. On May 11, 2011, at a duly called and held meeting of the Association, by an affirmative vote of more than seventy-five percent (75%) of the total voting power of the Association, pursuant to Section 10.1 of the Declaration, the members of the Association did consent to the amendments in several particulars of the Declaration, to be effective upon the recordation of this Fifth Amendment to Declaration of Protective Covenants, Conditions and Restrictions for Mililani Technology Park (the "Amendment").

C. Said Amendment has been approved by Declarant pursuant to Section 10.1 of the Declaration.

D. Unless otherwise specified in this Amendment, all terms used herein shall have the same meanings as are ascribed to them in the Declaration

E. The following constitute the amendments so made, which amendments shall become effective on the date on which this Amendment is filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii.

Amendment:

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. Section 4.03(f)(16) of the Declaration is amended in its entirety to read as follows:

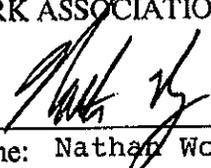
"(16) Processing of sugar, pineapple or other food products; provided, however, that coffee roasting and activities directly ancillary thereto shall be permitted on Lot 17700, as shown on Map 1140, filed with Land Court Application 1000 of John Ii Estate, Limited ("Lot 17700") on the condition that such operations: (a) are confined to one building on said Lot 17700, (b) are free from all objectionable noises, vibrations, odors and nuisances (but permitting ordinary coffee roasting odors) that can be heard, seen, felt or smelled outside of the building located on said Lot 17700, (c) are accessory to an otherwise allowed use, and (d) have been specifically approved in writing and in advance by the Design Committee."

2. Except as amended hereby, the Declaration shall remain in full force and effect.

It is hereby further certified that the provisions of the foregoing are in conformity with the Articles of Incorporation and By-Laws of the Association, and that said vote has not been rescinded, modified or amended in any respect, but is in full force and effect on the date hereof.

DATED: Mililani, Hawaii, May 11, 2011.

MILILANI TECHNOLOGY
PARK ASSOCIATION


Name: Nathan Wong
Secretary of the Mililani Technology
Park Association

JOINDER AND CONSENT

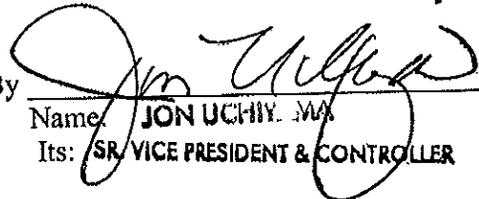
KNOW ALL MEN BY THESE PRESENTS:

THAT CASTLE & COOKE PROPERTIES, INC., a Hawaii corporation, the address of which is 680 Iwilei Road, Suite 510, Honolulu, Hawaii 96817, as Declarant under the Declaration, hereby consents to and joins in the foregoing Fifth Amendment to Declaration of Protective Covenants, Conditions and Restrictions for Mililani Technology Park, and hereby agrees to be bound by the Declaration as amended thereby.

DATED: Honolulu, Hawaii, MAY 11, 2011.

CASTLE & COOKE PROPERTIES, INC.

By 
Name: **RICHARD K. MIRIKITANI**
Its: **Sr. Vice President & Secretary**

By 
Name: **JON UCHIYAMA**
Its: **SR. VICE PRESIDENT & CONTROLLER**

STATE OF HAWAII

)

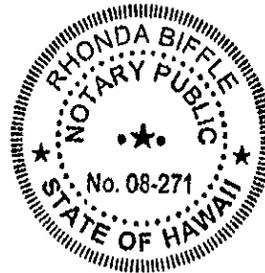
) ss.

CITY AND COUNTY OF HONOLULU

)

On this 12th day of May, 2011 before me personally appeared Nathan Wong, to me personally known, who being by me duly sworn or affirmed, did say that such person executed this 7-page Fifth Amendment to Declaration of Protective Covenants, Conditions and Restrictions for Mililani Technology Park dated May 11, 2011 as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to executed such instrument in such capacity.

Rhonda Biffle
Typed Name: Rhonda Biffle
Notary Public, State of Hawaii
First Judicial Circuit
My commission expires 8/3/2012



STATE OF HAWAII)
) ss.
CITY AND COUNTY OF HONOLULU)

On this 12th day of May, 2011, before me personally appeared Richard K. Miri Kitani and Jon Uchigama, to me personally known, who being by me duly sworn or affirmed, did say that such person(s) executed this 7-page Joinder and Consent dated May 11, 2012 RB, as the free act and deed of such persons, and if applicable in the capacities shown, having been duly authorized to execute such instrument in such capacities.

Rhonda Biffle
Type Name: Rhonda Biffle
Notary Public, State of Hawaii
First Judicial Circuit

My commission expires 8/3/2012

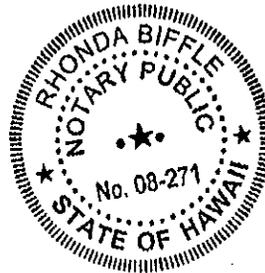


EXHIBIT A

Transfer Certificates of Title

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362,743
400,038
427,972
428,086
443,978
447,908
468,678
570,805
587,931
599,521
678,410
730,015
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890,197
972,536