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**LAND USE COMMISSION**

Department of Business, Economic Development & Tourism  
State of Hawai'i

November 20, 2015

Benjamin A. Kudo, Esq.  
Connie C. Chow, Esq.  
Ashford & Wriston LLP  
999 Bishop Street, Suite 1400  
Honolulu, Hawai'i 96813

Dear Mr. Kudo:

On October 16, 2015, we received Petitioner/Movant, Queen Lili'uokalani Trust's (QLT) supplemental memorandum in support of its motion. After staff review, there still remain a number of questions regarding both the rationale and supporting documentation for the motion.

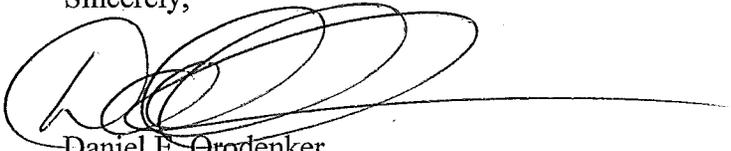
In light of questions raised in our review and in the State Office of Planning's (OP) response dated November 6, 2015; we would like to request that QLT further supplement their filing to address the following:

- QLT has indicated that it has not substantially completed Phase I or Phase II 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 III lands, all prior conditions imposed, including Condition 1, would be released.
- 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?

The County of Hawai'i has requested and we have granted all parties additional time to provide comments on the motion. Comments will be required to be filed within seven (7) days of being served with the additional information we are requesting, pursuant to Section 15-15-70(e), Hawai'i Administrative Rules.

Should you have any questions please feel free to contact me or Scott A.K. Derrickson, AICP of our office at 587-3822.

Sincerely,

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

Daniel E. Orodenker  
Executive Officer

cc: Amy Self, Esq.  
Duane Kanuha  
Bryan Yee, Esq.  
Leo Asuncion  
Mark Van Pernis, Esq.