



BEFORE THE LAND USE COMMISSION  
STATE OF HAWAI'I

In the matter of the Petition of

BRIDGE AINA LE'A, LLC, fka Puako  
Hawai'i Properties,

To Amend the Agricultural Land Use District  
Boundary into the Urban Land Use District for  
Approximately 1,060 Acres of Land Situated at  
Waikoloa, South Kohala, Island, County and  
State of Hawai'i, Tax Map Key Nos. 6-8-001:  
portion of 25, portion of 36, portion of 37,  
portion of 38, portion of 40.

DOCKET NO. A87-617

ORDER TO SHOW CAUSE;  
CERTIFICATE OF SERVICE

**ORDER TO SHOW CAUSE**

This is to certify that this is a true and correct  
copy of the document on file in the office of the  
State Land Use Commission, Honolulu, Hawaii.

DEC 09 2008

by

Executive Officer



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**ORDER TO SHOW CAUSE**

TO: BRIDGE AINA LE'A, LLC

YOU ARE HEREBY COMMANDED, under the authority of section 205-4, Hawaii Revised Statutes, and section 15-15-93, Hawaii Administrative Rules, to appear before the Land Use Commission, State of Hawai'i ("Commission"), at the Waikoloa Beach Marriott, 69-275 Waikoloa Drive, Waikoloa, Hawaii, on January 9, 2009, at 9:00 a.m., to show cause as to why that certain land at Waikoloa, South Kohala, Island, County and State of Hawai'i, Tax Map Key Nos. 6-8-001: portion of 25, portion of 36, portion of 37, portion of 38, portion of 40, covering approximately 1,060 acres of land, referred to as the "Subject Area", should not revert to its former land use classification or be changed to a more appropriate classification.

The Commission has reason to believe that you and your predecessors in interest have failed to perform according to the conditions imposed and to the representations and

commitments made to the Commission in obtaining reclassification of the Subject Area and in obtaining amendments to conditions of reclassification. For example, the Commission has reason to believe that you have failed to perform according to the following:

1. Condition 1a and 1b of the Findings of Fact, Conclusions of Law and Decision and Order, dated July 9, 1991, as amended on November 25, 2005 ("Decision & Order") requires Petitioner, by November 17, 2010, to provide no fewer than 385 affordable housing units within the Petition Area that meet or exceed all applicable County of Hawaii affordable housing standards and substantially comply with representations made to the Commission.

2. Condition 1c of the Decision & Order requires Petitioner to submit to the Commission by November 17, 2006: 1) the Project's signed joint venture agreement, and 2) a mass grading contract.

3. Petitioner has represented that the infrastructure and concrete pad for the affordable housing portion of the Project will be the first part of the Project to be constructed, thereby enabling the market units and the affordable units to be constructed concurrently.

4. Petitioner has committed to building the Project's affordable units instead of paying an in-lieu fee to the County of Hawaii.

5. Petitioner represented that all contracts with the general contractor, subcontractors and other construction related consultants have been fully negotiated and will be executed within 30 days following the Commission's decision [in November 2005].

6. Petitioner has represented that no additional discretionary governmental approvals remain outstanding, with the sole exception of the highway access approval by the State Department of Transportation.

Section 205-4, Hawaii Revised Statutes, authorizes the Commission to impose conditions necessary to "assure substantial compliance with representations made by the petitioner in seeking a boundary change" and that "absent substantial commencement of use of the land in accordance with such representations, the [C]ommission shall issue and serve upon the party bound by the condition an order to show cause why the property should not revert to its former land use classification or be changed to a more appropriate classification."

Accordingly, the Commission will conduct a hearing on this matter in accordance with the requirements of chapter 91, Hawaii Revised Statutes, and subchapters 7 and 9 of chapter 15-15-, Hawai'i Administrative Rules. All parties in this docket shall present testimony and exhibits to the Commission as to whether Petitioner has failed to perform according to representations and commitments made in seeking the land use reclassification and in obtaining amendments to conditions of reclassification.

Any party may retain counsel if the party so chooses.

DONE pursuant to motion made and adopted at Waikoloa, Hawaii, on September 18, 2008.

DATED: Honolulu, Hawai'i, December 9, 2008.

LAND USE COMMISSION  
STATE OF HAWAII

By 

VLADIMIR PAUL DEVENS  
Vice Chair and Commissioner



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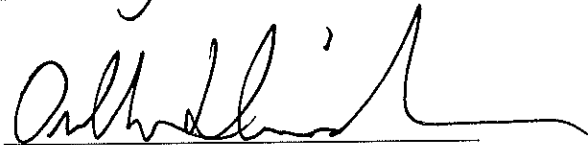
I hereby certify that a certified copy of the ORDER TO SHOW CAUSE was served upon the following by either hand delivery or depositing the same in the U. S. Postal Service by regular or certified mail as noted:

- CERT.      ERIC T. MAEHARA, ESQ.  
                 Attorney at Law  
                 2752 Kaaha Street, Unit 307  
                 Honolulu, Hawai'i 96826  
                 Attorney for Bridge Aina Le'a, LLC
- DEL.        ABBEY SETH MAYER, Director  
                 State Office of Planning  
                 P. O. Box 2359  
                 Honolulu, Hawai'i 96804-2359
- DEL.        BRYAN C. YEE, Esq.  
                 Deputy Attorney General  
                 425 Queen Street  
                 Honolulu, Hawai'i 96813  
                 Attorney for State Office of Planning

CERT. DARYN ARAI, Acting Director  
County of Hawai'i Planning Department  
Aupuni Center  
101 Pauahi Street, Suite 3  
Hilo, Hawai'i 96720

CERT. LINCOLN S. T. ASHIDA, ESQ..  
GERALD A. TAKASE, ESQ.  
Department of the Corporation Counsel  
Hilo Lagoon Center  
101 Pauahi Street, Suite 325  
Hilo, Hawai'i 96720  
Attorneys for County of Hawai'i  
DEPARTMENT OF PLANNING

Dated: Honolulu, Hawai'i, December 9, 2008



ORLANDO DAVIDSON  
Executive Officer