BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAI‘I

In the Matter of the Petition of
BRIDGE ‘ĀINA LE‘A, LLC, Successor Petitioner to PUAKO HAWAI‘I PROPERTIES and D.W. ‘ĀINA LE‘A DEVELOPMENT, LLC

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 of Hawai‘i, State of Hawai‘i, Tax Map Key Nos.: 6-8-01: 25 (por.), 36 (por.), 37 (por.), 38 (por.), 39 (por.), and 40 (por.).

DOCKET NO. A87-617

ORDER DENYING OFFICE OF PLANNING’S MOTION FOR ORDER TO SHOW CAUSE; AND ORDER DENYING BRIDGE ‘ĀINA LE‘A, LLC’S MOTION RE: ORDER TO SHOW CAUSE; CERTIFICATE OF SERVICE

LAND USE COMMISSION
STATE OF HAWAI‘I
March 23, 2011

ORDER DENYING OFFICE OF PLANNING’S MOTION FOR ORDER TO SHOW CAUSE; AND ORDER DENYING BRIDGE ‘ĀINA LE‘A, LLC’S MOTION RE: 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, Hawai‘i.

March 23, 2011 by

[Signature]
Executive Officer
BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAI'I

In the Matter of the Petition of
BRIDGE 'ĀINA LE'A, LLC, Successor to
Petitioner to PUAKO HAWAI'I PROPERTIES and D.W. 'ĀINA LE'A DEVELOPMENT, LLC

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On November 12, 2010, the Land Use Commission ("Commission") received Co-Petitioner Bridge 'Āina Le'a, LLC's ("Bridge") Motion re: Order to Show Cause and Exhibits A to E..

On November 16, 2010, the Commission received Co-Petitioner DW 'Āina Le'a, LLC's (DW) joinder in Bridge’s motion.

On December 23, 2010, the Commission received the Office of Planning’s ("OP") Motion for Order to Show Cause and Exhibits A to C.
On January 6, 2011, 2010, the Commission received OP’s Opposition to Bridge ‘Āina Le‘a, LLC’s Motion re: Order to Show Cause.

On January 7, 2011, the Commission received DW’s Memorandum in Opposition to Office of Planning’s Motion for Order to Show Cause.

On January 7, 2011, the Commission received Bridge’s Memorandum in Opposition to Office of Planning’s Motion for Order to Show Cause.

On January 13, 2011, the Commission received Bridge’s Reply to Office of Planning’s Opposition to Bridge ‘Āina Le‘a, LLC’s Motion re: Order to Show Cause.

On January 13, 2011, the Commission received OP’s Reply to Petitioner’s Memorandum in Response to DW ‘Āina Le‘a, LLC’s in Opposition to Office of Planning’s Motion for Order to Show Cause.

On January 20, 2011, the Commission voted in favor of a motion to revert the property.

The Commission considered OP’ Motion for Order to Show Cause and Bridge’s Motion re: Order to Show Cause, at its meeting on January 20, 2011, in Waikoloa, Hawai‘i. Bruce Voss, Esq. appeared on behalf of Bridge. Alan Okamoto, Esq. appeared on behalf of DW. William Brilhante, Esq. and Bobbie-Jean Leithead-Todd appeared on behalf of Hawai‘i County (“County”). Bryan Yee, Esq. and Mary Lou Kobayashi appeared on behalf of OP.

Mr. Okamoto argued the reasons why the Commission should allow the proposed Project to continue, that DW was prepared to move forward to complete it, and what might occur if DW was unable to complete the proposed Project. After his argument, the Chair asked whether Mr. Okamoto had attended the November 2010 LUC meeting on this docket and had a full and fair opportunity to present additional evidence and witnesses. Mr. Okamoto responded that he had
attended the November LUC meeting and had opportunities to submit additional briefs on the
docket and that he had no further argument or evidence to present to the Commission.

Mr. Voss argued the reasons why the Commission should allow the proposed Project to
continue. After his argument, the Chair asked whether Mr. Voss had attended the November
2010 LUC meeting on this docket and if he had a full and fair opportunity to present additional
arguments, evidence and witnesses. Mr. Voss responded that he had attended the November
LUC meeting and had opportunities to submit additional briefs on the docket and that he had no
further argument or evidence to present to the Commission.

Mr. Brilhante stated that Hawai‘i County supported the proposed Project and affirmed the
County’s previous testimony. After his argument, the Chair asked whether Mr. Brilhante had
attended the November 2010 LUC meeting on this docket and if he had a full and fair
opportunity to present additional arguments, evidence and witnesses. Mr. Brilhante responded
that he had attended the November LUC meeting and had opportunities to submit additional
arguments, exhibits and witnesses on the docket and that he had no further argument or evidence
to present to the Commission.

Mr. Yee argued why the pending Order to Show Cause and OP’s Motion for Order to
Show Cause should be granted, why the Commission should revert the Petition Area, and why
Bridge’s Motion should be denied. After his argument, the Chair asked whether Mr. Yee had
attended the November 2010 LUC meeting on this docket and if he had a full and fair
opportunity to present additional arguments, evidence and witnesses. Mr. Yee responded that he
had attended the November LUC meeting and had opportunities to submit additional briefs on
the docket and that he had nothing further to present to the Commission.
After the parties had an opportunity to present oral argument, and following discussion, a motion was made and seconded to deny both OP's Motion for Order to Show Cause and Bridge's Motion re: Order to Show Cause as moot in light of the Commission's action on the Motion to Revert. There being a vote tally of 8 ayes, and 1 excused, the motion carried.

ORDER

This Commission, having duly considered the pleadings, and oral and written statements and testimony, and oral arguments of the parties, and a motion having been made and seconded at a hearing on January 20, 2011, in Waikoloa, Hawai‘i, and the motion having received the affirmative votes required by HAR §15-15-13, and there being good cause for the motion, HEREBY ORDERS:

1. OP's Motion for Order to Show Cause be and is HEREBY DENIED, and

2. Bridge’s Motion Re: Order to Show Cause be and is HEREBY DENIED.
DATED: Honolulu, Hawai‘i, this 23rd day of March, 2011, per motion on January 20, 2011.

APPROVED AS TO FORM

By

VLADIMIR PAUL DEVENS
Chairperson and Commissioner

Filed and effective on:

3/23/2011

Certified by:

ORLANDO DAVIDSON
Executive Officer

DOCKET NO. A87-617 BRIDGE ‘ĀINA LE‘A, LLC and D.W. ‘ĀINA LE‘A DEVELOPMENT, LLC
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BEFORE THE LAND USE COMMISSION

STATE OF HAWAI‘I

In the matter of the Petition of  

BRIDGE ‘ĀINA LE‘A, LLC, Successor, Petitioner to Puako Hawai‘i Properties; and  

DW ‘ĀINA LE‘A DEVELOPMENT, LLC  

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 of Hawai‘i, State of Hawai‘i, Tax Map Key Nos. 6-8-001: 25 (por.), 36 (por.), 37 (por.), 38 (por.), and 40 (por.)

CER TIFICATE OF SERVICE

I hereby certify that a copy of the ORDER DENYING OFFICE OF PLANNING’S MOTION FOR ORDER TO SHOW CAUSE; AND ORDER DENYING BRIDGE ‘ĀINA LE‘A, LLC’S MOTION RE: 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:

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| JESSE SOUKI, DIRECTOR  
Office of Planning  
235 S. Beretania Street Rm. 600  
Honolulu, Hawai‘i 96813 | X | | |
| BRYAN YEE, ESQ.  
Deputy Attorney General  
Hale ‘Ahu‘u, Third Floor  
425 Queen Street  
Honolulu, Hawai‘i 96813 | | | X |
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<td>Alan M. Okamoto, Esq.</td>
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Dated Honolulu, Hawai'i, March 23, 2011.

ORLANDO DAVIDSON