

MCCORRISTON MILLER MUKAI MACKINNON LLP

ATTORNEYS AT LAW

August 5, 2019

LAND USE COMMISSION
STATE OF HAWAII

2019 AUG -5 P 4: 20

Via hand-delivery and

Email: daniel.e.orođenker@hawaii.gov

Mr. Daniel Orođenker
Executive Officer
State Land Use Commission
235 South Beretania Street, Suite 406
Honolulu, Hawai'i 96813

Re: In the Matter of the Petition of C. Brewer Properties, Inc.
Docket No. A89-642

Dear Mr. Orođenker:

We write on behalf of our client, RCFC Kehalani, LLC ("*RCFC Kehalani*"), with regard to a request for guidance by the Land Use Commission (the "*Commission*") as to the appropriate procedure to pursue bifurcation of Docket No. A89-642. This letter follows our July 30, 2019 meeting and is provided in response to your request for a written statement.

As we explained during our meeting, the real property at issue in Docket No. A89-642 consists of two separate, non-contiguous parcels. The property is divided as follows: approximately 547 acres commonly known as the "*Wailuku Project District*" and approximately 79 acres commonly known as the "*Piihana Project District*."

At one point, RCFC Kehalani was the successor petitioner to the Wailuku Project District and RCFC Piihana LLC ("*RCFC Piihana*") was the successor petitioner to the Piihana Project District.

RCFC Kehalani has since sold off most of the lots in the Wailuku Project District. As a result, the Wailuku Project District is currently owned in fee by multiple landowners. Of the 547 acres in the Wailuku Project District, RCFC Kehalani owns approximately 53 acres, as listed on the List of Remaining Land Parcels attached as Exhibit A. Of these 53 acres only 42.50 acres are contemplated for future development (see TMK Nos. (2) 3-5-001:102 and 113 high-lighted in yellow on Exhibit A). The balance of the parcels listed on Exhibit A are roadway, drainage or park parcels that will be dedicated to the County of Maui or a community association. As shown on the project development map attached as Exhibit B, many of the neighborhoods in the Wailuku Project District have been completed or the developments are in progress.

With regard to the Piihana Project District, RCFC Piihana has sold all of its interests in the Piihana Project District to Wailuku Plantation LLC. The last sale to Wailuku Plantation LLC occurred earlier this year in April 2019. In accordance with condition 11 of the Findings of Fact,

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Conclusions of Law, and Decision and Order in this docket, RCFC Piihana reported each of the sales in the Piihana Project District to the Commission.

We understand that Wailuku Plantation LLC, by letters dated July 19, 2019 and July 22, 2019, has also notified the Commission of the aforementioned sales in the Piihana Project District. The July 22, 2019 letter includes a request to change the status of Wailuku Plantation LLC to Sole Petitioner with regard to the Piihana Project District.

Based on the known facts, RCFC Kehalani is not opposed to a petition for bifurcation by Wailuku Plantation LLC. The issue, however, is the extent to which bifurcation will require the approval and consent of each of the many fee owners in the Wailuku Project District. As noted above, RCFC Kehalani no longer holds the sole interest, or even the majority interest, in the Wailuku Project District. In sum, with bifurcation of Docket No. A89-642 potentially pending, we seek guidance as the appropriate next steps to proceed.

If you have any questions or concerns, please do not hesitate to contact the undersigned.

Very truly yours,

McCORRISTON MILLER MUKAI MacKINNON LLP



Randall F. Sakumoto
Kelsey S. Yamaguchi

RFS/KSY:dkc
Enclosures

cc with encls via email: client

**RCFC KEHALANI, LLC
LIST OF REMAINING LAND PARCELS**

TMK	Sub No.	Current Use of Parcel	Area (Acres)	Lot # from Subdivision Map 3B
(2) 3-5-001-067	SUB NO 3.2136	Roadway Widening Lots 7 & 8	1.178	3-A-1
(2) 3-5-001-113	SUB NO 3-C FILE 3.2149	Vacant Developable Residential Land - Modules 3, 6, 7	37.849	3-A-1-F
(2) 3-5-001-114	SUB NO 3-C FILE 3.2149	Roadway	4.754	R-6
(2) 3-5-001-115	SUB NO 3-C FILE 3.2149	Drainage Lot	0.893	D-4
(2) 3-5-001-116	SUB NO 3-C FILE 3.2149	Drainage Lot	0.733	D-5
(2) 3-5-001-118	SUB NO 3-C FILE 3.2149	Open Space OS-1 (lao Ditch)	2.903	OS-1
(2) 3-5-001-086	SUB NO. 3-A	Roadway	2.096	R-1
(2) 3-5-001-092	SUB NO. 3.2136	Roadway	2.270	R-3
(2) 3-5-001-093	SUB NO. 3.2136	Roadway	2.680	R-4
(2) 3-5-001-094	SUB NO. 3.2136	Roadway	1.060	R-5
(2) 3-5-001-095	SUB NO. 3.2136	Waihee Ditch Waterway	1.980	WD-2
(2) 3-5-001-096	SUB NO. 3.2136	Waihee Ditch Waterway	1.010	WD-3
(2) 3-5-001-097	SUB No. 3.2136	Drainage Way	0.800	D-1
(2) 3-5-001-098	SUB No. 3.2136	Drainage Way	0.660	D-2
(2) 3-5-001-099	SUB No. 3.2136	Drainage Way	0.190	D-3
(2) 3-5-001-100	SUB NO. 3.2136	Park	5.040	P-2
(2) 3-5-001-101	SUB NO. 3.2136	County Waterline in Lot	0.500	WL-1
(2) 3-5-001-102		Village Mixed Use - Community Center Site	4.650	P-1-A
(2) 3-5-001-104		Roadway	0.609	C-1-B
(2) 3-5-001-085		Roadway	3.970	R-1, R-2
(2) 3-5-001-076		Roadway	1.000	
(2) 3-5-025-073		Roadway	1.660	
(2) 3-5-018-115		Roadway	9.210	
			52.440	

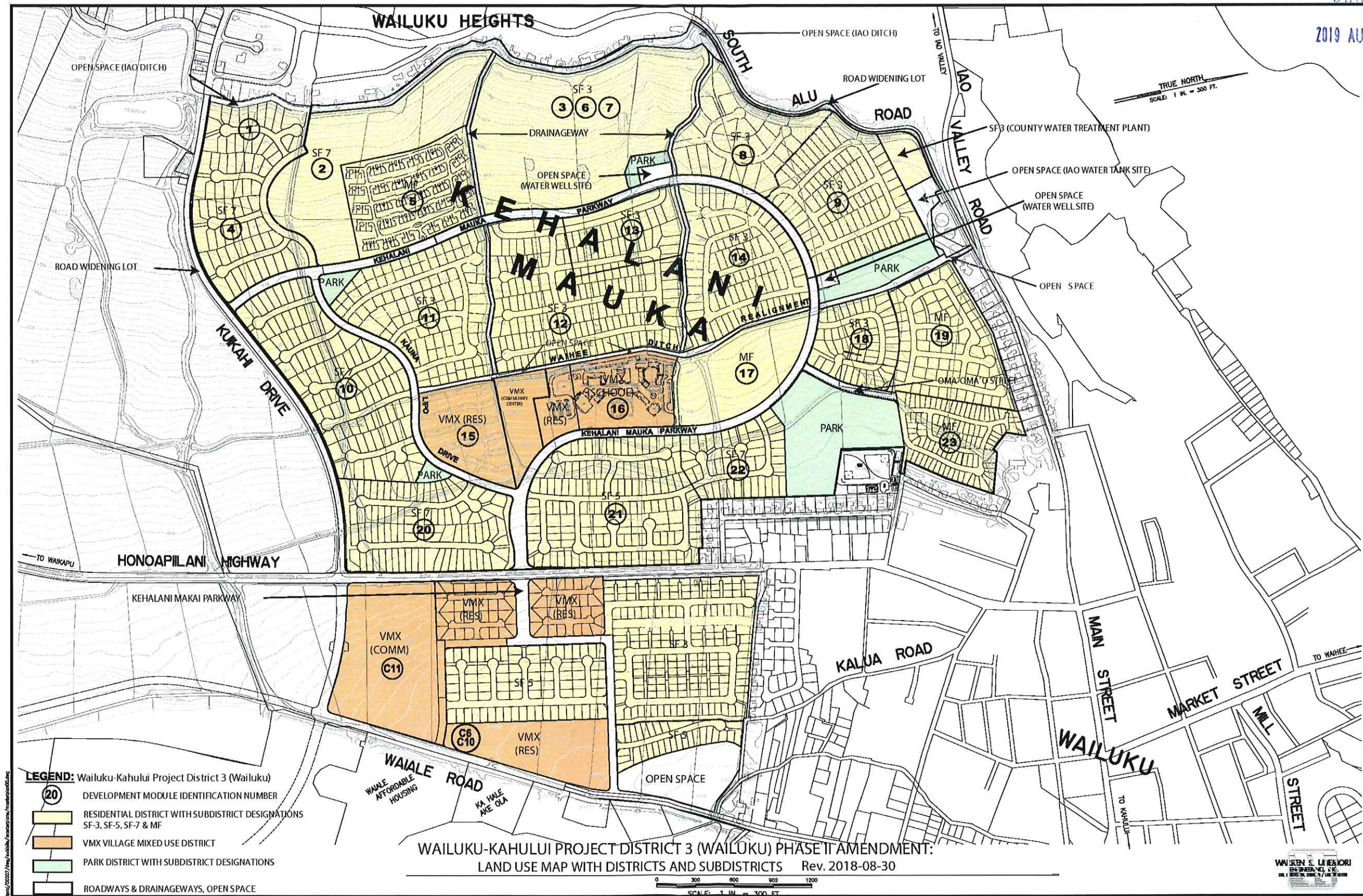


EXHIBIT B

KEHALANI DEVELOPMENT SUMMARY
Wailuku-Kahului Project District 3 (Wailuku)
08/30/2018

MODULE / NEIGHBORHOOD	# OF UNITS	ACREAGE	DENSITY PER ACRE	VMX DISTRICT					RESIDENTIAL DISTRICT					PARK / OPEN SPACE DISTRICT				Subtotal Open Space, Drainage, Roadways	TOTAL (Acreage)		
				VILLAGE MIXED USE DISTRICT					RESIDENTIAL SUBDISTRICTS (Acreage)					PARKS SUBDISTRICT	Open Space	Drainage	Roadways				
				Commercial	Residential	School	Other	Subtotal	SF3	SF5	SF7	MF	Subtotal								
COMPLETED OR IN PROGRESS DEVELOPMENTS																					
Makai																					
Kaimana	179	29.21	6.13						19.19					19.19						10.02	29.21
C-5 (Halemalu)	30	5.33	5.63							4.20				4.20						1.13	5.33
C-7 (Nanea)	80	17.19	4.65																	4.22	17.19
C-3 (Olana I)	31	5.97	4.82		4.82			4.82		12.45				12.97						1.15	5.97
C-2 (Olana II)	32	6.86	4.99		4.99			4.99												1.87	6.86
C-6/10 (Kehalani Gardens)	132	11.10	11.89		11.10			11.10												0.00	11.10
C-1/11 (Kehalani Village Center)		21.34		21.34				21.34												0.00	21.34
Kehalani Makai Parkway		4.03																		4.03	4.03
Makai Park		7.52														7.52				4.03	7.52
Total Makai	484	109	4	21	21	0	0	42	19	17	0	0	36	0	7	6	17	30	109		
Mauka																					
21 (Ohia I)	140	28.11	4.98							22.15				22.15						5.96	28.11
20 (Maunaleo)	83	20.48	4.05								15.87			15.87						1.49	20.48
1 & 4 (Koa)	72	24.98	2.88								24.98			24.98						0.00	24.98
15 (Iliahi)	92	9.80	9.39		9.80			9.80												0.00	9.80
22 (Ohia II)	44	10.01	4.40								8.06			8.06						0.21	10.01
10 (Akolea)	97	27.84	3.48								22.60			22.60	0.61					4.22	27.84
11 (Cottages)	114	22.86	4.99						18.61					18.61	1.00					0.40	22.86
5 (Villas)	103	16.08	6.41										16.08							0.02	16.08
23 (Milo Court I)	94	11.14	8.44										16.08							0.00	11.14
2 (Waipolu Estates)	60	24.93	2.41								21.58			21.58						3.35	24.93
17 (Hoolea)	174	12.25	14.20										11.14							0.00	12.25
19 (Kamani)	138	16.76	8.23										12.25							0.00	16.76
14 (Alohilani)	88	19.92	4.42										16.76							3.97	19.92
18 (Ilima)	49	9.01	5.44						15.85					15.85							9.01
12/13 (Anuheha)	164	39.20	4.18						9.01					9.01							39.20
8 (La'ikeha)	25	14.21	1.76						39.20					39.20							14.21
9 (Highlands)	83	20.06	4.14						14.21					14.21							20.06
Iao Water Treatment Plant Site		2.54	0.00						20.06					20.06							2.54
Mauka Park		13.12							2.54					2.54							13.12
VMX / Community Center		4.65					4.65	4.65													4.65
VMX / School		14.10			4.00	10.10		14.10													14.10
North-South Pedestrian Bikeway (aka Waihee Ditch)		3.39																			3.39
Mauka - Makai Drainage Corridor (North)		1.63																			1.63
Mauka - Makai Drainage Corridor (South)		1.66																			1.66
Road Widening Lots (Alu Rd, Kuikahi Dr.)		2.16																			2.16
Iao Water Tank & Well Site		2.05																			2.05
Kehalani Mauka Parkway		13.63																			13.63
Oma'oma'o Street		1.06																			1.06
Kauna Lipo Drive (aka South Collector)		3.46																			3.46
Total Mauka	1620	391	4	0	14	10	5	29	119	22	93	56	291	14	6	6	46	57	391		
TOTAL MAKAI AND MAUKA	2104	500	4	21	35	10	5	71	139	39	93	56	327	14	13	12	62	87	499		
FUTURE DEVELOPMENTS																					
3,6,7 (SF)	152	37.85	4.02						37.85					37.85							37.85
Pocket Parks		6.35	0.00												5.35					1.00	6.35
Open Space / Water Well Site		0.68	0.00																	0.68	0.68
Open Space / Iao Ditch		4.85	0.00																	4.85	4.85
Total Future Developments	152	50	3	0	0	0	0	0	37	0	0	0	37	6	7	0	0	7	50		
Total Kehalani	2256	549	4	22	34	10	5	71	175	39	93	56	364	20	20	12	62	94	549		
PD Ordinance		549		22	34	10	5	71					364	20				94	549		
Balance		0		0	0	0	0	0					0	0				0	0		