



LAND USE COMMISSION
STATE OF HAWAII

2019 DEC 12 A 9:46

December 9, 2019

Mr. Daniel Orodenker
Executive Officer
Land Use Commission
P. O. Box 2359
Honolulu, HI 96804-2359

Dear Mr. Orodenker:

2019 Annual Report
Docket No. A06-763
Kapolei Harborside

Kapolei Properties LLC, an affiliate of the James Campbell Company LLC, submits this annual progress report to the Land Use Commission ("LUC"), the State of Hawaii Office of Planning, and the City and County of Honolulu Department of Planning and Permitting.

On November 20, 2007, the LUC reclassified approximately 344.519 acres of land situate at 'Ewa, O'ahu, Hawai'i (the "Petition Area"), into the Urban District, subject to 23 conditions of approval and issued its Findings of Fact, Conclusions of Law, and Decision and Order (the "Original D&O"). Kapolei Properties LLC filed a Motion for Extension of Time to Complete Project and Change Petitioner's Name and Amend Caption on August 8, 2018 ("Petitioner's 2018 Motion"). On December 13, 2018, the LUC considered Petitioner's 2018 Motion, and on January 11, 2019, the LUC issued its Order Granting Petitioner's Motion for Extension of Time to Complete Project and to Change Petitioner's Name And Amend Caption (the "2019 LUC Order"), which amended Condition Nos. 8 and 17 of the Original D&O, and acknowledged Kapolei Properties LLC as the Petitioner in the aforementioned Docket No. A06-763 and amended the caption in the docket accordingly.

Kapolei Properties LLC, as Petitioner, pursuant to Condition 20 of the Original D&O, hereby submits its annual progress report on the status of the conditions of approval under the Original D&O as amended by the 2019 LUC Order (collectively, the "Harborside Conditions"). The Harborside Conditions are reproduced in boldface followed by a description of the progress being made to comply with them.

- 1. Wastewater Facilities. Petitioner shall provide wastewater system improvements on the Petition Area as required by the DOH and appropriate City and County agencies.**

Petitioner will comply with this condition. A sewer master plan for the Petition Area has been approved by the City and County of Honolulu's Department of Planning and Permitting ("DPP").

- 2. Transportation. Petitioner shall reach an agreement with the DOT and the DPP for the construction of a four-lane divided highway meeting applicable state highway standards from the anticipated Palailai Interchange extension to Kalaeloa Harbor. This agreement shall be executed prior to the submittal of Petitioner's application for subdivision for development of the Petition Area.**

Based upon the change in anticipated roadway alignments to be defined by the aforementioned agreement, Petitioner shall prepare a revised TIAR subject to the approval and acceptance by the DOT and the DPP. The TIAR shall not include assumptions that the State will construct traffic improvements to serve the Petition Area other than improvements to the Palailai Interchange. Petitioner shall implement traffic improvements and mitigation measures consistent with the revised TIAR.

Petitioner shall set aside two acres for a DOT weigh station in the Petition Area. The precise location of the weigh station and the terms of any land purchase(s) or exchange(s) shall be determined by mutual agreement between Petitioner and the DOT.

Petitioner shall contribute its fair share for regional transportation improvements, as required by the City and County's Ewa Highway Master Plan Impact Fee ordinance (Chapter 33A, Revised Ordinances of Honolulu).

The Petitioner reached agreement with the Department of Transportation ("DOT") on the level of funding and participation in the construction of local and regional transportation improvements, including the construction of a four-lane divided highway meeting applicable state highway standards and the location of a future 2-acre truck weigh station that will be conveyed at no cost to DOT. A copy of the Master Kapolei Highway Agreement with the DOT dated June 1, 2010 is on file with the LUC. Petitioner has completed several projects pursuant to the Master Kapolei Highway Agreement and will comply with its agreement with DOT.

- 3. Harbor Security. Petitioner shall enter into an agreement with the DOT, Harbors Division, under terms and conditions acceptable to the DOT, to provide an adequate security zone between the Petition Area and Kalaeloa Harbor. The agreement shall be entered into prior to the commencement of any construction of individual lot buildings or structures along the common boundary between the Petition Area and Kalaeloa Harbor.**

Petitioner will comply with this condition at the appropriate time, in accordance with the terms of the condition.

- 4. Previously Unidentified Burial/Archaeological/Historical Sites. Without any limitation to any other condition found herein, if any burials or archaeological or historic sites, such as artifacts, marine shell concentrations, charcoal deposits, stone platforms, pavings, and walls not previously identified in studies referred to herein, are discovered during the course of construction of the project, then all construction activity in the vicinity of the discover shall stop until the issuance of an archaeological clearance from the SHPD that mitigative measures have been implemented to its satisfaction.**

Petitioner will comply with this condition.

- 5. Solid Waste Management Plan. Petitioner shall develop a Solid Waste Management Plan for the Petition Area in conformance with the Integrated Solid Waste Management Act, Chapter 342G, HRS. Petitioner's Solid Waste Management Plan shall be approved by the City and County Department of Environmental Services. The Plan shall address and**

encourage awareness of the need to divert the maximum amount of waste material caused by developments away from the City and County's landfills.

Petitioner will comply with this condition.

- 6. Air Quality Monitoring. Petitioner shall implement soil erosion and dust control measures and participate in an air quality monitoring program for the Petition Area as specified by the DOH.**

Petitioner will comply with this condition.

- 7. Notification of Potential Harbors Nuisances. Petitioner shall notify and disclose to all prospective buyers and/or lessees of the Project, in the accordance with State law, of the potential adverse impacts of Kalaeloa Harbor operation, such as but not limited to noise, lights, truck and car traffic, dust fumes, odor, temporary construction activities, operations that occur 24 hours per day, seven days per week, and other incidences of harbor operations.**

Petitioner will comply with this condition.

- 8. Notification of Potential Airports Nuisances. Petitioner shall notify and disclose to all prospective buyers and/or lessees of the Project, in accordance with State law, of the potential adverse impacts of aircraft and airport activity from the adjacent airfields at Kalaeloa and Daniel K. Inouye International Airports, such as but not limited to noise, right of light, emissions, vibrations and other incidences of aircraft operations.**

Petitioner shall implement procedures and provide covenants in any grant or transfer of interest in the Petition Area, or portion thereof, to buyers and lessees and to other future owners, lessees or occupants, to release claims against the State of nuisance relating to aircraft and airport operations.

Petitioner shall coordinate with the Department of Transportation, Airports Division, on practical property management measures within the Petition Area to discourage avian wildlife from interfering with flight safety operations at Kalaeloa and the Daniel K. Inouye International Airports as a result of the development at the Project. Petitioner shall incorporate such property management measures into the Project's Conditions, Covenants, and Restrictions that shall run with the land.

Petitioner will comply with this condition.

- 9. Drainage Plan. Petitioner shall prepare and submit a detailed Petition Area drainage plan to the DPP and the DOT for review and approval. In preparing its drainage plan, Petitioner shall consider and incorporate the drainage requirements for other regional developments within the same watershed.**

Regional and project drainage master plans have been approved for the Petition Area.

- 10. Drainage Improvements. Petitioner shall construct drainage improvements, including interim detention basins as may be necessary, as a result of the development of the Petition Area, to the satisfaction of appropriate State and City and County agencies, including the DOT, Harbors Division.**

Petitioner will comply with this condition. Petitioner continues to strive toward implementing appropriate drainage improvements in accordance with the approved regional and project drainage plans, as this is an essential aspect of the required backbone infrastructure within the Petition Area. In 2017, the Petitioner coordinated with and agreed to implement drainage improvements for the DOT, Harbors Division to facilitate their development of adjoining Kalaeloa Harbor properties. Petitioner expects that these improvements agreed upon with DOT-H were completed in November 2018, such that stormwater flows that have sometimes affected DOT-H properties at Kalaeloa Barbers Point Harbor were redirected to the interim drainage basins within the Petition Area.

- 11. Water Conservation Measures. Petitioner shall implement water conservation measures and BMPs, such as use of indigenous and drought tolerant plants and turf and the use of non-potable water alternatives, and incorporate such measures into the landscape planting.**

Petitioner will comply with this condition.

- 12. Best Management Practices. Petitioner shall implement BMPs to protect surface and groundwater resources. The BMPs shall be designed to minimize infiltration and runoff from construction and vehicle operations, reduce or eliminate soil erosion and ground water pollution, and employ dust control measures during and after the development process in accordance with the DOH guidelines.**

Petitioner will comply with this condition. Ongoing drainage improvements within the Petition Area have implemented BMPs approved in conjunction with grading and drainage plans. Where required, all grading operations are conducted pursuant to National Pollution Discharge Elimination System permits to protect regional surface and groundwater resources, minimize infiltration and runoff from construction and vehicle operations, and reduce or eliminate soil erosion and ground water pollution, as required by DOH and the City & County of Honolulu Department of Planning and Permitting ("DPP").

- 13. Hazardous Materials. Storage and/or disposal of hazardous materials/wastes on the Petition Area shall be in conformance with all applicable DOH and EPA requirements.**

Petitioner will comply with this condition.

- 14. Civil Defense. Petitioner shall fund and construct its fair-share of adequate solar-powered civil defense measures serving the Petition Area as required by the State; U.S. Department of Defense, Office of Civil Defense; and the City and County Civil Defense Agency.**

Petitioner will comply with this condition.

15. **Energy Conservation Measures.** Petitioner shall, to the extent possible, incorporate energy conservation measures and sustainable design measures, such as the standards and guidelines promulgated by the Building Industry Association of Hawaii, the U.S. Green Building Council, the Hawaii Commercial Building Guidelines for Energy Efficiency, the Guidelines for Sustainable Building Design in Hawaii, and the applicable City and County building codes for Energy Efficiency, the Guidelines for Sustainable Building Design in Hawaii, and the applicable City and County building codes, as amended, into the design and construction of the Project and the structures within the Petition Area.

To the extent possible, Petitioner will incorporate energy conservation measures and sustainable design measures, as set forth in Condition 15, into the design of buildings within the Petition Area.

16. **Sinkhole Preserve.** Petitioner shall implement measures to protect and preserve the coral sinkholes within the Petition Area.

In 2008, the Sinkhole Preserve area was rezoned to P-2, General Preservation under City and County of Honolulu zoning. Petitioner has also installed a new chain-link fence to protect and preserve the sinkholes within the identified preservation area. Petitioner will continue to take steps, as necessary, to ensure the preservation of the identified sinkholes. Petitioner intends to transfer ownership of the sinkhole preserve at a future date to the State of Hawaii Department of Land and Natural Resources.

17. **Completion of the Project.** Petitioner shall complete build out of the Project, including completion of the backbone infrastructure consisting of Harbor Access Road improvements, drainage improvements, and sewer improvements, by December 31, 2035.

Petitioner will comply with this condition. Petitioner has substantially commenced its use of the Petition Area. Significant site improvements, including mass grading of portions of the Project and excavation of regional drainage improvements are underway. The Project, including backbone infrastructure, will be constructed in phases as market demand allows.

18. **Compliance with Representations to the Commission.** Petitioner shall develop the Petition Area in substantial compliance with the representations made to the Commission. Failure to so develop the Petition Area may result in reversion of the Petition Area to its former classification, or change to a more appropriate classification.

Petitioner will develop the Petition Area in substantial compliance with the representations made to the Commission.

19. **Notice of Change of Ownership.** Petitioner shall give notice to the Commission of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interest in the Petition Area, prior to development of the Petition Area.

On October 24, 2019, the "Return Parcel" (as defined in Petitioner's 2018 Motion), a 3.841 acre portion of the Petition Area – Lot 18250-B, formerly owned by Petitioner, was conveyed from Oceanwide Resort Community HI LLC back to Petitioner. No other changes in ownership interest

occurred within the past year. Please note that the Petitioner's company name changed from Kapolei Property Development LLC to Kapolei Properties LLC effective June 1, 2013. In June 2018, DOT Harbors Division sent Petitioner a letter stating its intent to condemn approximately 85.6-acres of land within the Petition Area to expand Kalaeloa Harbor. On October 25, 2019, The Department of Land and Natural Resources ("DLNR"), on behalf of the DOT Harbors, appeared before the Board of Land and Natural Resources ("BLNR"), requesting the BLNR approval for DLNR/DOT Harbors Division to proceed with acquiring approximately 85.6-acres of the Petition Area for the public purposes for the expansion of the Kalaeloa Barbers Point Harbor. The BLNR approved the request on October 25, 2019, and DOT Harbors Division has begun conducting its own due diligence activities for the portion of the Petition Area it is seeking to acquire by condemnation.

- 20. Annual Reports. Petitioner shall timely provide without any prior notice, annual reports to the Commission, OP, and DPP in connection with the status of the development of the Petition Area and Petitioner's progress in complying with the conditions imposed herein. The annual report shall be submitted in a form prescribed by the Executive Officer of the Commission.**

This annual report is being submitted in satisfaction of this condition.

- 21. Release of Conditions. The Commission may fully or partially release the conditions provided herein as to all or any portion of the Petition Area upon timely motion and upon the provision of adequate assurance of satisfaction of these conditions by Petitioner.**

Petitioner acknowledges the Commission's authority to release any of the aforementioned conditions.

- 22. Notice of Imposition of Conditions. Within seven days of the issuance of the Commission's Decision and Order for the subject reclassification, Petitioner shall (a) record with the Bureau of Conveyances a statement that the Petition Area is subject to conditions imposed herein by the Commission in the reclassification of the Petition Area; and (b) file a copy of such recorded statement with the Commission.**

Petitioner complied with this condition.

- 23. Recordation of Conditions. Petitioner shall record the conditions imposed herein by the Commission with the Bureau of Conveyances pursuant to Section 15-15-92, HAR.**

Petitioner recorded a Declaration of Conditions Applicable to an Amendment of District Boundary from Agricultural to Urban, dated January 21, 2008, as Document No. 2006-105645 and filed in the Office of Assistant Registrar of the Land Court of the State of Hawai'i as Document No. 3703757 (the "Original Declaration"). Although not required under the Harborside Conditions, submitted herewith is an unrecorded Amended and Restated Declaration of Conditions Applicable to an Amendment of District Boundary From Agriculture to Urban ("A&R Declaration") for review and approval by the executive officer in accordance with HAR §

Mr. Daniel Orodener
December 9, 2019
Page 7

15-15-92(b).¹ The A&R Declaration sets forth the Harborside Conditions, i.e., the amendments to Conditions 8 and 17 under the LUC's 2019 Order and all of the other conditions under the Original D&O which continue in full force and effect.

If you have any questions, please call me at 674-3272.

Sincerely,



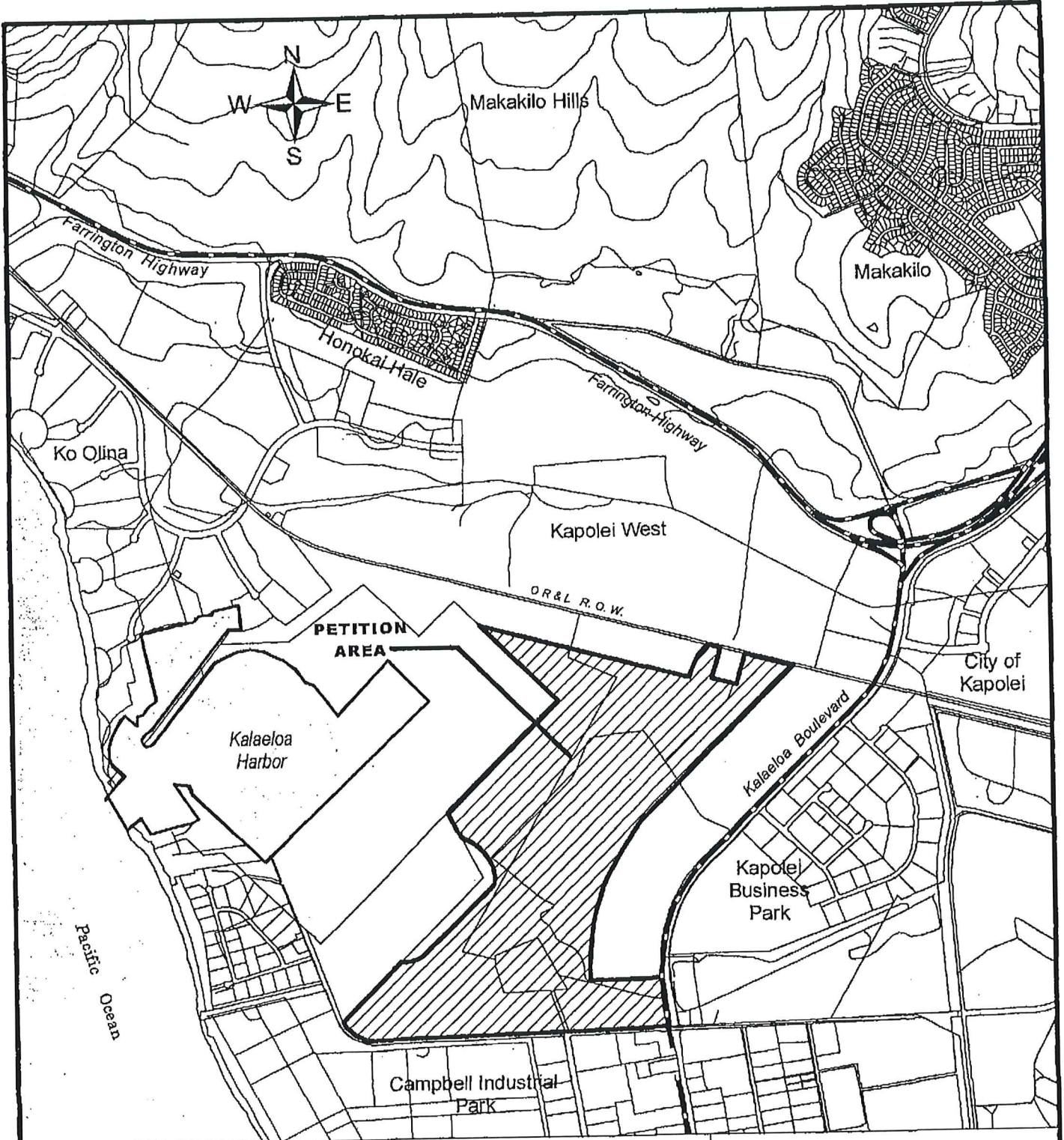
Matt Caires
Manager, Development

db:15036600\K11796

cc: Mary Alice Evans, Director, Office of Planning
Kathy Sokugawa (Acting Director), Department of Planning & Permitting

4824-7287-2877.1.060704-00109

¹ Petitioner was delayed in presenting its Amended and Restated Declaration of Conditions because the reconveyance to Petitioner of the "Return Parcel" (as defined in Petitioner's 2018 Motion), a 3.841 acre portion of the Petition Area within the far eastern corner of TMK No. (1) 9-1-014: 041, was not completed until late October 2019. Oceanwide Resort Community HI LLC, which is not affiliate of Petitioner, reconveyed the Return Parcel to Petitioner by Limited Warranty Deed dated October 24, 2019. Now that Petitioner once again owns the Return Parcel, Petitioner can record the Amended and Restated Declaration of Conditions against the entire Petition Area. The reconveyance of the Return Parcel to Petitioner was described in Petitioner's 2018 Motion.



A06-763 KAPOLEI PROPERTY DEVELOPMENT, LLC

Location Map

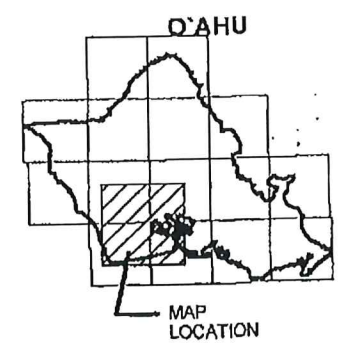
Tax Map Key: 9-1-14: por. 33, 34, & 35 & 9-1-15: por. 20

ʻEwa, Oʻahu, Hawaiʻi

Scale: 1" = 2,000 ft.

Exhibit "A"

Page 1 of 1



LAND COURT

REGULAR SYSTEM

Return By Mail Pick-Up To:

CARLSMITH BALL LLP
ASB Tower, Suite 2100
1001 Bishop Street
Honolulu, Hawai'i 96813

Attention: Jennifer A. Lim
Telephone: (808) 523-2500

TITLE OF DOCUMENT:

AMENDED AND RESTATED DECLARATION OF CONDITIONS
APPLICABLE TO AN AMENDMENT OF DISTRICT BOUNDARY
FROM AGRICULTURAL TO URBAN

PARTIES TO DOCUMENT:

DECLARANT: KAPOLEI PROPERTIES LLC, a Hawai'i limited liability company
1001 Kamokila Boulevard, Suite 250
Kapolei, Hawai'i 96707

TAX MAP KEY(S): (1) 9-1-014-035, -041, -042 (por.)

TCT(S): 1,108,966; 1,184,497; 943,070

(This document consists of __ pages.)

**AMENDED AND RESTATED DECLARATION OF CONDITIONS
APPLICABLE TO AN AMENDMENT OF DISTRICT BOUNDARY
FROM AGRICULTURAL TO URBAN**

THIS AMENDED AND RESTATED DECLARATION OF CONDITIONS APPLICABLE TO AN AMENDMENT OF DISTRICT BOUNDARY FROM AGRICULTURAL TO URBAN (the "**Declaration**") is made this ____ day of _____, 2019, by KAPOLEI PROPERTIES LLC, a Hawai'i limited liability company, whose principal place of business is 1001 Kamokila Boulevard, Suite 250, Kapolei, Hawai'i 96707 (hereinafter called the "**Declarant**" or "**Petitioner**");

W I T N E S S E T H:

WHEREAS, the State of Hawai'i Land Use Commission (the "**Commission**") reclassified approximately 344.519 acres of land situate at 'Ewa, O'ahu, Hawai'i, then-identified by Tax Map Key Nos. (1) 9-1-014:033 (por.), 034 (por.), 035 (por.), and (1) 9-1-015:020 (por.) (the "**Petition Area**"), from the State Land Use ("**SLU**") Agricultural District into the SLU Urban District, subject to certain conditions enumerated in its Findings of Fact, Conclusions of Law, and Decision and Order that was certified, filed and effective on November 20, 2007 (the "**D&O**");

WHEREAS, Petitioner, then named Kapolei Property Development LLC, recorded that certain Declaration of Conditions Applicable to an Amendment of District Boundary from Agricultural to Urban, dated January 21, 2008, recorded as Document No. 2006-105645 and filed in the Office of Assistant Registrar of the Land Court of the State of Hawai'i as Document No. 3703757 (the "**Original Declaration**"), encumbering the Petition Area, being all of the land shown on the Map attached as **Exhibit "A"** and being all of the land covered by **Certificate of Title Nos. 943,070; 1,184,497; and 1,108,966**, which land is described in **Exhibit "B"**;

WHEREAS, the Commission, by Order Granting Petitioner's Motion for Extension of Time to Complete Project and to Change Petitioner's Name and Amend Caption that was certified, filed, and effective January 11, 2019, in Docket No. A06-763 (the "**2019 LUC Order**") (a) amended Condition No. 8 of the D&O, (b) amended Condition No. 17 of the D&O, and (c) acknowledged Kapolei Properties LLC as the Petitioner in the aforementioned Docket No. A06-763 and amended the caption in the docket accordingly;

WHEREAS, under Hawaii Administrative Rules § 15-15-91, conditions imposed by the Commission shall run with the land and shall be binding upon the petitioner and each and every subsequent owner, lessee, sub-lessee, transferee, grantee, assignee, or developer.

WHEREAS, this Declaration is intended to and shall replace and supersede the Original Declaration in its entirety;

NOW THEREFORE, Declarant hereby declares that the Petition Area shall be subject to the following conditions imposed by the Commission under the 2019 LUC Order:

1. **Wastewater Facilities.** Petitioner shall provide wastewater system improvements on the Petition Area as required by the DOH and appropriate City and County agencies.

2. **Transportation.** Petitioner shall reach an agreement with the DOT and the DPP for the construction of a four-lane divided highway meeting applicable state highway standards from the anticipated Palailai Interchange extension to Kalaeloa Harbor. This agreement shall be executed prior to the submittal of Petitioner's application for subdivision for development of the Petition Area.

Based upon the change in anticipated roadway alignments to be defined by the aforementioned agreement, Petitioner shall prepare a revised TIAR subject to the approval and acceptance by the DOT and the DPP. The TIAR shall not include assumptions that the State will construct traffic improvements to serve the Petition Area other than improvements to the Palanai Interchange. Petitioner shall implement traffic improvements and mitigation measures consistent with the revised TIAR.

Petitioner shall set aside two acres for a DOT weigh station in the Petition Area. The precise location of the weigh station and the terms of any land purchase(s) or exchange(s) shall be determined by mutual agreement between Petitioner and the DOT.

Petitioner shall contribute its fair share for regional transportation improvements, as required by the City and County's 'Ewa Highway Master Plan Impact Fee ordinance (chapter 33A, Revised Ordinances of Honolulu).

3. **Harbor Security.** Petitioner shall enter into an agreement with the DOT, Harbors Division, under terms and conditions acceptable to the DOT, to provide an adequate security zone between the Petition Area and Kalaeloa Harbor. The agreement shall be entered into prior to the commencement of any construction of individual lot buildings or structures along the common boundary between the Petition Area and Kalaeloa Harbor.

4. **Previously Unidentified Burial/Archaeological/Historic Sites.** Without any limitation to any other condition found herein, if any burials or archaeological or historic sites, such as artifacts, marine shell concentrations, charcoal deposits, stone platforms, pavings, and walls not previously identified in studies referred to herein, are discovered during the course of construction of the Project, then all construction activity in the vicinity of the discovery shall stop until the issuance of an archaeological clearance from the SHPD that mitigative measures have been implemented to its satisfaction.

5. **Solid Waste Management Plan.** Petitioner shall develop a Solid Waste Management Plan for the Petition Area in conformance with the Integrated Solid Waste Management Act, chapter 342G, HRS, Petitioner's Solid Waste Management Plan shall be approved by the City and County Department of Environmental Services. The Plan shall address and encourage awareness of the need to divert the maximum amount of waste material caused by developments away from the City and County's landfills.

6. **Air Quality Monitoring.** Petitioner shall implement soil erosion and dust control measures and participate in an air quality monitoring program for the Petition Area as specified by the DOH.

7. **Notification of Potential Harbors Nuisances.** Petitioner shall notify and disclose to all prospective buyers and/or lessees of the Project, in the accordance with State law, of the

potential adverse impacts of Kalaeloa Harbor operation, such as but not limited to noise, lights, truck and car traffic, dust fumes, odor, temporary construction activities, operations that occur 24 hours per day, seven days per week, and other incidences of harbor operations.

8. **Notification of Potential Airports Nuisances.** Petitioner shall notify and disclose to all prospective buyers and/or lessees of the Project, in accordance with State law, of the potential adverse impacts of aircraft and airport activity from the adjacent airfields at Kalaeloa and Daniel K. Inouye International Airports, such as but not limited to noise, right of flight, emissions, vibrations and other incidences of aircraft operations.

Petitioner shall implement procedures and provide covenants in any grant or transfer of interest in the Petition Area, or portion thereof, to buyers and lessees and to other future owners, lessees or occupants, to release claims against the State of nuisance relating to aircraft and airport operations.

Petitioner shall coordinate with the Department of Transportation, Airports Division, on practical property management measures within the Petition Area to discourage avian wildlife from interfering with flight safety operations at Kalaeloa and the Daniel K. Inouye International Airports as a result of the development at the Project. Petitioner shall incorporate such property management measures into the Project's Conditions, Covenants, and Restrictions that shall run with the land.

9. **Drainage Plan.** Petitioner shall prepare and submit a detailed. Petition Area drainage plan to the DPP and the DOT for review and approval. In preparing its drainage plan, Petitioner shall consider and incorporate the drainage requirements for other regional developments within the same watershed.

10. **Drainage Improvements.** Petitioner shall construct drainage improvements, including interim detention basins as may be necessary, as a result of the development of the Petition Area, to the satisfaction of appropriate State and City and County agencies, including the DOT, Harbors Division.

11. **Water Conservation Measures.** Petitioner shall implement water conservation measures and BMPs, such as use of indigenous and drought tolerant plants and turf and the use of non-potable water alternatives, and incorporate such measures into the landscape planting.

12. **Best Management Practices.** Petitioner shall implement BMPs to protect surface and groundwater resources. The BMPs shall be designed to minimize infiltration and runoff from construction and vehicle operations, reduce or eliminate soil erosion and ground water pollution, and employ dust control measures during and after the development process in accordance with the DOH guidelines.

13. **Hazardous Materials.** Storage and/or disposal of hazardous materials/wastes on the Petition Area shall be in conformance with all applicable DOH and EPA requirements.

14. **Civil Defense.** Petitioner shall fund and construct its fair-share of adequate solar-powered civil defense measures serving the Petition Area as required by the State; U. S. Department of Defense, Office of Civil Defense; and the City and County Civil Defense Agency.

15. **Energy Conservation Measures.** Petitioner shall, to the extent possible, incorporate energy conservation and sustainable design measures, such as the standards and guidelines promulgated by the Building Industry Association of Hawaii, the U. S. Green Building Council, the Hawaii Commercial Building Guidelines for Energy Efficiency, the Guidelines for Sustainable Building Design in Hawaii, and the applicable City and County building codes, as amended, into the design and construction of the Project and the structures within the Petition Area.
16. **Sinkhole Preserve.** Petitioner shall implement measures to protect and preserve the coral sinkholes within the Petition Area.
17. **Completion of Project.** Petitioner shall complete the buildout of the Project, including completion of the backbone infrastructure consisting of Harbor Access Road, drainage improvements, and sewer improvements, by December 31, 2035.
18. **Compliance with Representations to the Commission.** Petitioner shall develop the Petition Area in substantial compliance with the representations made to the Commission. Failure to so develop the Petition Area may result in reversion of the Petition Area to its former classification, or change to a more appropriate classification.
19. **Notice of Change of Ownership.** Petitioner shall give notice to the Commission of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interests in the Petition Area, prior to development of the Petition Area.
20. **Annual Reports.** Petitioner shall timely provide without any prior notice, annual reports to the Commission, OP, and DPP in connection with the status of the development of the Petition Area and Petitioner's progress in complying with the conditions imposed herein. The annual report shall be submitted in a form prescribed by the Executive Officer of the Commission.
21. **Release of Conditions.** The Commission may fully or partially release the conditions provided herein as to all or any portion of the Petition Area upon timely motion and upon the provision of adequate assurance of satisfaction of these conditions by Petitioner.
22. **Notice of Imposition of Conditions.** Within seven days of issuance of the Commission's Decision and Order for the subject reclassification, Petitioner shall (a) record with the Bureau of Conveyances a statement that the Petition Area is subject to conditions imposed herein by the Commission in the reclassification of the Petition Area; and (b) file a copy of such recorded statement with the Commission.
23. **Recordation of Conditions.** Petitioner shall record the conditions imposed herein by the Commission with the Bureau of Conveyances pursuant to section 15-15-92, HAR.

[remainder of page left intentionally blank]

IN WITNESS WHEREOF, Declarant has executed this Declaration on the day and year first above written.

KAPOLEI PROPERTIES LLC,
a Hawai'i limited liability company

By Aina Nui Corporation, a Hawaii corporation,
its manager

By _____
Name:
Its:

By _____
Name:
Its:

"DECLARANT"

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

On this ____ day of _____, 20__, before me personally appeared _____ and _____ to me personally known, who, being by me duly sworn or affirmed, did say that such persons executed the foregoing instrument 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.

 Notary Public, State of Hawaii
 Name:
 My commission expires: _____

NOTARY CERTIFICATION STATEMENT

Document Identification or Description: AMENDED AND RESTATED DECLARATION OF CONDITIONS APPLICABLE TO AN AMENDMENT OF DISTRICT BOUNDARY FROM AGRICULTURAL TO URBAN
 Document Date: _____
 No. of Pages (including this page): ____

Jurisdiction (in which notarial act is performed): First Circuit

Signature of Notary	Date of Notarization and Certification Statement
Printed Name of Notary	(Stamp or Seal)

(Kapolei Properties LLC)

Exhibit A

[Insert Property Map]

Exhibit B

PARCEL ONE:

All of that certain parcel of land situate at Honouliuli, District of Ewa, City and County of Honolulu, State of Hawaii, described as follows:

LOT 18251 (area 334.934 acres) as shown on Map 1415, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 1069 of the Trustees under the Will and of the Estate of James Campbell, Deceased.

BEING all of the land covered by **Certificate of Title No. 943,070** issued to Kapolei Properties LLC, a Hawaii limited liability company.

PARCEL TWO:

All of that certain parcel of land situate at Honouliuli, District of Ewa, Island of Oahu, City and County of Honolulu, State of Hawaii, described as follows:

LOT 18250-B (area 3.841 acres), as shown on Map 1689, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 1069 of the Trustees under the Will and of the Estate of James Campbell, Deceased.

BEING a portion of the land described in **Certificate of Title No. 1,184,497** issued to Kapolei Properties LLC, a Hawaii limited liability company.

PARCEL THREE:

All of that certain parcel of land situate at Honouliuli, District of Ewa, City and County of Honolulu, Island of Oahu, State of Hawaii, more particularly described as follows:

LOT 14085 (area 12.845 acres), as shown on Map 1083 filed in the Office of the Assistant Registrar of the Land Court to the State of Hawaii with Land Court Application No. 1069 of the Trustees under the Will and of the Estate of James Campbell, Deceased.

BEING all of the land covered by **Certificate of Title No. 1,108,966** issued to KSEP LLC, a Hawaii limited liability company.

End of Exhibit B

JOINDER AND CONSENT

KSEP LLC, a Hawaii limited liability company, successor-in-interest to James Campbell Company LLC, is a co-owner in fee simple of portions of Lot 14085, as shown on Map 1083 of Land Court Application No. 1069, and hereby joins in, consents to and approves of the Amended and Restated Declaration of Conditions Applicable to an Amendment of District Boundary from Agricultural to Urban dated _____, made by Kapolei Properties LLC, a Hawaii limited liability company, to which this joinder and consent is attached.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of _____, 2019.

KSEP LLC,
a Hawaii limited liability company

By Aina Nui Corporation, a Hawaii corporation,
its manager and sole member

By _____
Name:
Its:

By _____
Name:
Its:

STATE OF HAWAII)
)
CITY AND COUNTY OF HONOLULU)

ss.

On this _____ day of _____, 20__, before me personally appeared _____ and _____ to me personally known, who, being by me duly sworn or affirmed, did say that such persons executed the foregoing instrument 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.

Notary Public, State of Hawaii
Name:
My commission expires: _____

NOTARY CERTIFICATION STATEMENT

Document Identification or Description: AMENDED AND RESTATED DECLARATION OF CONDITIONS APPLICABLE TO AN AMENDMENT OF DISTRICT BOUNDARY FROM AGRICULTURAL TO URBAN

Document Date: _____

No. of Pages (including this page): ____

Jurisdiction (in which notarial act is performed): First Circuit

Signature of Notary

Date of Notarization and
Certification Statement

(Stamp or Seal)

Printed Name of Notary

(KSEP LLC)

4830-4832-0134.5.060704-00109