

BEFORE THE LAND USE COMMISSION OFFICE OF STATE PLANNING

OF THE STATE OF HAWAII

'95 JUN 28 AM 9 53

DIRECTOR'S OFFICE

In the Matter of the Petition of)
)
 THE TRUSTEES UNDER THE WILL AND OF)
)
 THE ESTATE OF JAMES CAMPBELL,)
)
 DECEASED)
)
 To Amend the Agricultural Land Use)
)
 District Boundary into the Urban)
)
 Land Use District for Approximately)
)
 721.490 Acres of Land at)
)
 Honouliuli, Ewa, Island of Oahu,)
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 State of Hawai'i, Tax Map Key)
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 Numbers: 9-1-15: 4 (por.); 9-1-16:)
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 (por.), 54, 55; and 9-2-19: 1)
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DOCKET NO. A87-613

ORDER GRANTING MOTION FOR FOURTH AMENDMENT TO FINDINGS OF FACT, CONCLUSIONS OF LAW AND DECISION AND ORDER, AND FOR OTHER RELIEF

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.

JUN 28 1995

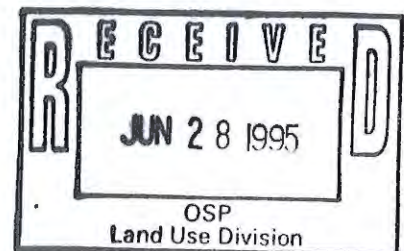
by *Ethel [Signature]*

Date

Executive Officer

JUN 28 6 46 AM '95
LAND USE COMMISSION
STATE OF HAWAII

ORDER GRANTING MOTION FOR FOURTH AMENDMENT TO FINDINGS OF FACT, CONCLUSIONS OF LAW AND DECISION AND ORDER, AND FOR OTHER RELIEF



95-2527

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OF THE STATE OF HAWAI'I

In the Matter of the Petition of)	DOCKET NO. A87-613
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THE TRUSTEES UNDER THE WILL AND OF)	ORDER GRANTING MOTION
THE ESTATE OF JAMES CAMPBELL,)	FOR FOURTH AMENDMENT TO
DECEASED)	FINDINGS OF FACT,
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To Amend the Agricultural Land Use)	DECISION AND ORDER, AND
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ORDER GRANTING MOTION FOR FOURTH AMENDMENT
TO FINDINGS OF FACT, CONCLUSIONS OF LAW
AND DECISION AND ORDER, AND FOR OTHER RELIEF

The Trustees Under the Will and of the Estate of James Campbell, Deceased, acting in their fiduciary and not in their individual capacities ("Petitioner"), filed a Motion for Fourth Amendment to Findings of Fact, Conclusion of Law and Decision and Order, and for Other Relief on November 7, 1994, and subsequently filed a First Amendment to Motion for Fourth Amendment to Findings of Fact, Conclusions of Law and Decision and Order, and for Other Relief on February 16, 1995, pursuant to chapter 205, Hawai'i Revised Statutes ("HRS"), and sections 15-15-70 and 15-15-94, Hawai'i Administrative Rules ("HAR"), to amend

Condition Number 1 of the Second Amended Decision and Order dated May 30, 1989, as well as Condition Number 1 of the Findings of Fact, Conclusions of Law, and Decision and Order dated June 17, 1993, to allow for a residential component within the Subsequent Increments, as well as certain other administrative and procedural relief.

The Land Use Commission ("Commission"), having heard and examined the testimony, evidence and arguments of the parties; Petitioner's Proposed Findings of Fact, Conclusions of Law, and Decision and Order; and the respective stipulation and exceptions filed by the Office of State Planning ("OSP") and the City and County of Honolulu Planning Department ("Planning Department"), does hereby make the following findings of fact, conclusions of law, and decision and order:

FINDINGS OF FACT

PROCEDURAL MATTERS

1. On November 7, 1994, Petitioner filed a Motion for Fourth Amendment to Findings of Fact, Conclusions of Law and Decision and Order, and for Other Relief. On February 16, 1995, Petitioner filed a First Amendment to its Motion for Fourth Amendment to Findings of Fact, Conclusions of Law and Decision and Order, and for Other Relief (collectively referred herein as "Motion for Fourth Amendment").

2. The purpose of the Motion for Fourth Amendment was to (1) amend Condition Number 1 of the Second Amended Decision and Order dated May 30, 1989, as well as Condition Number 1 of the Findings of Fact, Conclusions of Law, and Decision and Order

dated June 17, 1993 to allow a residential component within the Subsequent Increments; (2) allow Petitioner to file a single, consolidated annual report on Increment I and the Subsequent Increments in lieu of filing separate annual reports for each Increment; and, (3) allow Petitioner to refile the Document Listing Conditions To Reclassification against current certificates of title and new lot designation numbers.

3. On March 16, 1995, the Commission held its hearing to consider Petitioner's Motion for Fourth Amendment. The hearing was held in Conference Rooms 322B and C, Third Floor Kalanimoku Building, 1151 Punchbowl Street, Honolulu, Hawai'i.

DESCRIPTION OF THE PROPERTY

4. The City of Kapolei is located in the recently designated Kapolei District (formerly Honouliuli, Ewa) on the southwestern end of the island of Oahu. Its development is part of the long-range master plan for the Ewa region to serve as a secondary urban center for Oahu, otherwise known as the "Second City."

5. The total redistricted area for the City of Kapolei (Increment I and the Subsequent Increments) consists of 721.49 acres which generally extends from the foot of Makakilo ridge makai (south) to Barbers Point Naval Air Station ("BPNAS"). The current Tax Map Keys for the entire project area are:

<u>Increment I</u>	<u>Subsequent Increments</u>
9-1-16: 43, 44, 45, 46, 49, 52, 53, 55, 96, 98, 106; Portions of 01, 47, 48, 54	9-1-15: Portion of 04 9-1-16: 05, 12, 13, 24, 30, 34, 97; Portions of

9-1-88: 01, 02, 03, 04

01, 06, 09, 16, 47,
48, 54

9-2-19: Portion of 01

6. Petitioner proposes future housing units to be developed on two separate parcels consisting of approximately 170 and 50 acres which are referred to as the Makai and Mauka parcels, respectively. These parcels are both situated within the Subsequent Increments redistricted area (586.49 acres). The current Tax Map Keys for these two parcels are shown below:

	<u>Mauka Parcel</u>		<u>Makai Parcel</u>
9-1-16:	13; Portions of 06, 16	9-1-16:	05, 12; Portion of 01

7. The Makai parcel is generally bordered by BPNAS to the south, Fort Barrette Road to the east, and Kalaeloa Boulevard to the west. The future Kapolei Parkway proposed under the Kapolei Area Master Plan would serve as the northern boundary for this parcel along with civic and commercial developments along this road. The Mauka parcel is situated at the foot of the Makakilo residential subdivision generally bounded by the H-1 Freeway to the south and Makakilo Drive to the east. These two parcels have been approved by the City Council for housing development, and are designated for Low-Density Apartment use under the Ewa Development Plan ("DP") Land Use Map.

DESCRIPTION OF THE PROPOSED DEVELOPMENT

8. Preliminary plans propose to develop a total of 1,878 multi-family residential units on these parcels. Residential development would consist of about 1,108 units on the

170-acre Makai site and about 770 units on the 50-acre Mauka site.

9. In accordance with the *City of Kapolei Urban Design Plan*, residential development on the Makai parcel would be low density, with buildings up to three stories high. Building types would consist primarily of duplexes and multi-family dwellings. An elementary school site and neighborhood park would also be provided within this parcel to accommodate children living in these units and surrounding areas. For the Mauka parcel, it is expected that the multi-family residential units developed on this site would be somewhat similar to those developed on the Makai parcel.

10. Previous market studies have indicated that most housing developed in the City of Kapolei should be affordable housing to meet the needs of those working in the city and in nearby employment centers of Campbell Industrial Park and the Ko Olina Resort area.

BACKGROUND REGARDING RESTRICTIVE HOUSING CONDITION

11. By Findings of Fact, Conclusions of Law, and Decision and Order ("Decision and Order") for Docket number A87-613 dated September 23, 1988, as amended on March 29, 1989, May 30, 1989, and June 4, 1993, the Commission approved the redistricting of 135 acres (referred to as Increment I) of the City of Kapolei from the State Land Use Agricultural District to the State Land Use Urban District, and allowed for the future incremental districting (referred to as Subsequent Increments) of additional lands subject to various conditions. The Commission

imposed a restrictive housing condition (Condition Number 1) on Petitioner which stated:

"Kapolei Town Center shall be a commercial, industrial, government and business center. There shall be no residential construction in the entire petition area consisting of 813.02 acres without the Land Use Commission approval."

12. The intent of the restrictive housing condition was to ensure that the development of employment-based land uses would be given priority in establishing the City of Kapolei as a secondary urban center.

13. This housing restriction was later incorporated by the Commission as a condition of approval for the redistricting of the designated Subsequent Increments to urban use by the Commission's June 17, 1993 Decision and Order.

IMPROVEMENTS UNDERTAKEN WITHIN INCREMENT I

14. Petitioner has lease agreements which represent 963,000 square feet of facilities for office and retail uses within Increment I of the City of Kapolei:

<u>Tenant</u>	<u>Developer</u>	<u>Use</u>	<u>Gross Building Area</u>
Kapolei Marketplace (Power Center)	OK Venture	Retail	295,000
Kapolei Theaters	Consolidated Amusement Company	Retail	95,000
Zippy's Restaurant	Zippy's Restaurant, Inc.	Retail	12,000
Seven Eleven	Seven Eleven Hawaii, Inc.	Retail	5,000
Gas Express	BHP Hawaii, Inc.	Retail	4,000
Campbell Square	Estate of James Campbell	Office	155,000

Bank of Hawaii	Bank of Hawaii	Office	248,000
First Hawaiian Bank	First Hawaiian Bank	Office	12,000
Seagull Schools	Seagull Schools	Retail	12,000
Kapolei Medical Park	James W.Y. Wong and Phil Keiburtz	Office	<u>125,000</u>
TOTAL			963,000

Petitioner is in negotiations to execute lease agreements for an additional 250,000 square feet of space within Increment I to:

Transactions in Negotiation:

Kapolei Medical Park-Phase II	James W.Y. Wong and Phil Keiburtz	Office	25,000
Steve Sofos Project	Office	Office	25,000
Kapolei Marketplace (Power Center)-Phase II	CK Venture	Retail	<u>200,000</u>
TOTAL			250,000

STUDIES COMPLETED REGARDING RESIDENTIAL HOUSING

15. The development of residential units within the City of Kapolei is already in conformance to the City's Ewa DP which was amended in 1989 (Ordinance 89-141). A Final Environmental Impact Statement ("FEIS") for the City of Kapolei was published in 1988 as part of the necessary requirements in obtaining the DP amendment.

Physical Environment Study Results

Archaeological and Historic Resources

16. An archaeological reconnaissance survey was conducted by Paul H. Rosendahl, Inc. in 1986. No significant

archaeological resources are present on the housing sites. The Oahu Railroad and Land Company's right-of-way was identified as a historic site located near the Makai parcel. The housing development on this parcel should not impact the historic site since appropriate setbacks would be provided. Furthermore, an April 11, 1988 letter from the State Department of Land and Natural Resources in the FEIS stated that the City of Kapolei would have "no effect" on historic sites.

Botanical Resources

17. A botanical survey report was conducted by Char and Associates in 1986. No plants considered rare, threatened, or endangered were identified on both the Mauka and Makai housing sites, nor were any found within the entire 1,400-acre study area. Consequently, housing development on both parcels would not affect any rare, threatened, or endangered plant species.

Fauna and Avifauna Resources

Fauna Survey Results

18. Char and Associates also conducted a survey of fauna and avifauna resources. The development of housing units on both parcels would not affect any rare, threatened, or endangered mammal species.

Avifauna Survey Results

19. There were no threatened or endangered avifauna species observed in the 1,400-acre study area which includes the two proposed housing sites.

Air Quality

20. A microscale screening analysis was conducted by J.W. Morrow for a 20-year period (1985-2005) using morning peak hour data from a regional traffic study prepared for the City of Kapolei. This analysis was performed by the pollutant carbon monoxide ("CO") along various segments of Farrington Highway, H-1 Freeway, Fort Weaver Road, Renton Road, and Kalaeloa Boulevard. Based upon the worst-case modeling analysis conducted, the roadways studied would be in compliance with the Federal 1-hour CO standard in all cases.

21. Near the Makai housing site, CO levels along Renton Road were well below both State and Federal 1-hour CO standards up through the year 2005.

22. Near the Mauka housing site situated above the H-1 Freeway, possible exceedances of the State's more restrictive 1-hour CO standard did appear in the years 2000 and 2005. The highest concentrations of CO levels occur within 33 to 65 feet of the H-1 Freeway, however, these levels tend to decline sharply further away from the freeway reaching levels below both State and Federal 1-hour CO standards. Further analysis of this exceedance suggested that it may occur only about 10% or less a year (38 morning peak periods) assuming worst-case conditions.

23. Sufficient setbacks and other appropriate mitigative measures would be incorporated into housing, design plans to minimize exposure to CO levels along H-1 Freeway. In addition, highway and roadway improvements planned under accepted

transportation plans should further help alleviate traffic congestion and reduce CO concentrations along the freeway.

Noise Environment

24. A study assessing the noise environment around the City of Kapolei was performed by Design-Engineering, Inc. The major noise contributors identified and listed in descending order were traffic noise on roadways, noise from quarry operations, and aircraft fly-by noise.

25. The primary noise contributor to the City of Kapolei is vehicular traffic along roadways.

Vehicular Noise Levels at Mauka Site

26. Being located along the H-1 Freeway, the development of residential units on the Mauka parcel would be affected by existing and future noise levels. Noise levels between 100 and 400 feet from the H-1 Freeway centerline were estimated to range from 64 to 74 Ldn. The Mauka parcel is about 100 feet away from the H-1 Freeway centerline, and an additional 60-foot wide waterline easement fronting the freeway further separates the project site from the freeway traffic.

27. Design solutions and site development standards will be incorporated into the housing project to ensure that the residential units are not exposed to noise levels of 65 Ldn or greater. The U.S. Department of Housing and Urban Development guidelines for determining land use compatibility considers noise levels of less than 65 Ldn to fall under the "Clearly Acceptable" classification for housing developments.

Vehicular Noise Levels at Makai Site

28. For the Makai parcel, noise levels between 50 and 150 feet from the centerline of Fort Barrette Road would range from 65 to 72 Ldn. A proposed park, however, is planned which would separate the Makai parcel from Fort Barrette Road at distances greater than 200 feet away. This park would thereby increase the setback distance of residential units from the road which will serve to reduce vehicular noise levels to acceptable levels.

Visual Resources

29. To minimize the effects of urbanization on existing views, the City of Kapolei has been designed with a series of major mauka-makai streets to create views of Puu Kapolei and Palailai which were identified as major physiographic features of the area. In addition, the *City of Kapolei Development Standards and Guidelines* and *City of Kapolei Urban Design Plan* have been adopted by the City Council (Resolution 91-34). These documents would be used to address future development in the designated City of Kapolei Special Area to ensure compliance and compatibility with design standards and objectives.

30. Development of residential units on the Makai site would be subject to review and approval by the established Design Advisory Board to ensure compliance with urban design standards for the City of Kapolei Special Area thereby minimizing impacts to visual resources. Although the Mauka site is located outside of the boundaries regulated by the adopted urban design plans and

standards, it is expected that this residential development will conform to the urban design principles specified under the *Development Plan Special Provisions for Ewa*.

Public Facilities Study Results

31. Prior environmental studies (EA and FEIS) conducted for the City of Kapolei addressed impacts to public facilities. These studies included community workshops conducted to identify needs, define issues, and develop solutions for community services and facilities in the Ewa region. These workshops involved representatives from various State and City agencies and the community.

32. Studies of the area's public facilities generally identified the need for additional facilities for police, fire, education, health care services, and recreational parks. Subsequently, a site for a new police station has been determined and placed on the City's Development Plan Public Facilities Map while a site for the new Kapolei Fire Station is under construction. The recently completed Saint Francis Hospital should accommodate increased health care needs for residents of the housing parcels and surrounding area.

33. To address park concerns for the area, a Kapolei Parks Master Plan was approved by the City. In addition, the Kapolei Regional Park is currently open to the public, a neighborhood park is being provided within the Makai housing parcel, and the Puu Palailai Regional Park site is planned next to the Mauka housing parcel. To meet the increased student enrollments generated by the housing developments, a site for a

new elementary school is being provided on the Makai parcel, and future construction of an intermediate and high school in the area should further address educational facility needs.

Infrastructure Facilities

Water Supply

34. Several master plans and subsequent updates have been prepared for the City of Kapolei and surrounding areas to address the need for adequate water supply and service. These studies include a previously approved potable water master plan which is being updated by Water Resources Engineering and will be submitted to the Board of Water Supply for its review and approval. A draft non-potable water master plan has also been prepared by Engineering Concepts, Inc. who is in the process of coordinating the non-potable water requirements with the Board of Water Supply. As part of these and previous studies, the anticipated demands from residential development as part of the City of Kapolei have been incorporated to ensure an adequate water system is provided.

35. Waterlines constructed as part of the first segment of the City's water system have already been sized to accommodate residential development on the Makai parcel. The construction of a new transmission main, booster pump station improvements, and reservoir to serve the Kapolei area also included residential development in determining the sizing of these facilities. Consequently, the sizing of water facilities being implemented have been designed to ensure that they are

sufficient to accommodate residential development on the Mauka and Makai parcels.

36. Under unilateral agreements with the City, conditions are provided for the development of all necessary water improvements to service development in the City of Kapolei along with appropriate coordination with the Board of Water Supply. As required under these agreements, continued coordination with the Board of Water Supply would be conducted to ensure adequate facilities are provided.

Wastewater Facilities

37. Several master plans and subsequent updates prepared for the City of Kapolei and surrounding areas included residential development in determining wastewater facility requirements. The *Revised Sewer Master Plan for Kapolei City* included residential development for both the Mauka and Makai parcels in its analysis, and a subsequent study entitled *Kapolei Region Wastewater Management Plan* was approved by the City Department of Wastewater Management. Consequently, the sizing of existing and future wastewater facilities being implemented would be sufficient to serve residential development on the Mauka and Makai parcels.

38. Unilateral agreements with the City also provide for participation in the cost of improvements to the Honouliuli Wastewater Treatment Plant due to planned development of the City of Kapolei. As indicated under the DP Public Facilities Map, this wastewater treatment plant has been designated for modification and expansion under Ordinance 92-11. In addition,

these agreements with the City require the review and approval of project sewer master plans before issuance of grading permits ensuring the construction of adequate facilities to service residential development on the Mauka and Makai parcels.

Continued coordination with the City Department of Wastewater Management under the zoning process and permitting requirements would be conducted as more defined housing development plans are prepared to ensure adequate facilities are provided.

39. The existing sewer system in Kamokila boulevard and Kapolei parkway has been sized to accommodate the requirements of the Mauka residential parcel.

Transportation Facilities

40. Numerous traffic studies and coordination have been conducted to address transportation facilities serving the City of Kapolei and surrounding areas. These studies incorporated residential development on both the Mauka and Makai parcels as part of the assessments and determination of facility requirements. In efforts to cumulatively address this issue, the Ewa Transportation Working Group was organized which resulted in the *Ewa Region Highway Transportation Master Plan*.

41. The report *Revised I-H1 Addition and Modification of Highway Accesses Palailai Interchange/Makakilo Interchange* identifying the requirements for the Palailai and Makakilo Interchanges was recently approved by the State Department of Transportation and Federal Highways Administration. As with previous studies, residential development for both Mauka and Makai parcels were included in the traffic projections used.

Drainage Facilities

42. Drainage studies for the City of Kapolei have incorporated the residential development of both Mauka and Makai parcels in the analysis. Most recently, the updated study *Drainage Master Plan for Kapolei City* was accepted by the City Department of Public Works. Consequently, the impact on drainage facilities resulting from housing development on the two parcels has been addressed.

43. Existing and future drainage improvements have been and will continue to be designed incorporating the residential portion of the City of Kapolei. Drainage improvements constructed near the Kapolei Shopping Center were designed to accommodate the planned residential development on the Mauka parcel. Improvements serving the Makai parcel are subject to further detailed planning for the City of Kapolei, and its construction will be determined by the rate of development.

44. Under the unilateral agreement with the City, drainage master plans need to be submitted as needed to the Department of Public Works for review and approval. Therefore, continued coordination with the City would be conducted to assure appropriate drainage improvements are provided resulting from development on both Mauka and Makai parcels.

MARKETING ASSESSMENT

45. An update of the housing market and discussion of trends in the Kapolei area was prepared by The Hallstrom Group, Inc. Data from the Bank of Hawaii Economics Department, City

Planning Department, and other sources were used in making their analysis.

46. The Kapolei region is a primary location for residential development on Oahu. It has become a well-established marketplace and is forecast to continue as such for the next 20 years. Demand for both single- and multi-family units have been consistently high for the past 16 years with more than 98% of all finished homes absorbed, and prices more than doubling for newer constructed homes.

47. About 0.2% of the approximately 8,160 multi-family units built in the Ewa District are in locations which could be considered "proximate" to the center of the City of Kapolei, and thus contributing to the future core neighborhoods. About 72.0% are located outside of the Kapolei Master Plan area and 27.8% are in the West Loch/Honouliuli region which is several miles outside the City of Kapolei's core.

48. The density and types of development planned for the Mauka and Makai parcels would serve to provide moderately-priced housing opportunities proximate to existing and planned facilities and infrastructure.

CONSOLIDATION OF ANNUAL REPORTS

49. Petitioner requests that it be allowed to file a single, comprehensive annual report covering all conditions for the entire project on the anniversary date of the Decision and Order approving Increment I. Because the Commission imposed 14 similar conditions (plus 6 additional conditions) for the Subsequent Increments as it did for Increment I, filing one

report addressing all conditions imposed on the entire project would contain all the information necessary to monitor Petitioner's progress.

RECORDATION OF CONDITIONS AGAINST CURRENT
CERTIFICATES OF TITLE AND LOT DESIGNATION NUMBERS

50. Petitioner requests that it be allowed to refile the Document Listing Conditions To Reclassification that was recorded for the Subsequent Increments at the Bureau of Conveyances on September 23, 1993. New lot numbers were assigned and new certificates of title were issued following the consolidation and resubdivision of the Subsequent Increments that occurred prior to the recordation of the Document Listing Conditions To Reclassification. The current Document Listing Conditions To Reclassification does not reflect these new lot numbers and new certificates.

RULING ON PROPOSED FINDINGS OF FACT

Any of the proposed findings of fact submitted by Petitioner or other parties not already ruled upon by the Commission by adoption herein, or rejected by clearly contrary findings of fact herein, are hereby denied and rejected.

Any conclusions of law herein improperly designated as a finding of fact should be deemed or construed as a conclusion of law; any finding of fact herein improperly designated as a conclusion of law should be deemed and construed as a finding of fact.

CONCLUSIONS OF LAW

Pursuant to chapter 205, HRS, and the Hawai'i Land Use Commission Rules, this Commission having considered Petitioner's Motion for Fourth Amendment, supporting evidence and the arguments of the parties, concludes that granting of the subject Motion for Fourth Amendment is reasonable and non-violative of chapter 205, HRS, and the Hawai'i Land Use Commission Rules.

ORDER

IT IS HEREBY ORDERED that Petitioner's Motion for Fourth Amendment to Findings of Fact, Conclusions of Law and Decision and Order, and for Other Relief, to allow Petitioner to (1) file a single, consolidated annual report covering all conditions applicable to Increment I and the Subsequent Increments on the anniversary date for Increment I, in lieu of filing separate annual reports for each Increment on different anniversary dates; (2) refile the Document Listing Conditions To Reclassification, as amended, against current certificates of title and new lot designation numbers; and, (3) amend Condition Number 1 of the Second Amended Decision and Order dated May 30, 1989, and Condition Number 1 of the Findings of Fact, Conclusions of Law, and Decision and Order dated June 17, 1993, be approved. Condition Number 1 shall hereby be amended to read as follows:

1. Kapolei Town Center shall be a commercial, industrial, government, business and residential center which may include mixed uses.

IT IS FURTHER ORDERED that the following additional conditions shall be applicable to the entire approximate 721.490-acre Petition Area in this docket:

1. The developer and/or landowner of the subject Property shall provide affordable housing opportunities for low, low moderate, and gap group income residents of the State of Hawai'i to the satisfaction of the State Housing Finance and Development Corporation in accordance with the Affordable Housing Guidelines, adopted by the Housing Finance and Development Corporation ("HFDC") as periodically amended. The location and distribution of the affordable housing or other provisions for affordable housing shall be under such terms as may be mutually agreeable between the developer and/or landowner of the subject Property and the State Housing Finance and Development Corporation and the City and County of Honolulu. Agreement by the HFDC on the provision of affordable housing shall be obtained prior to the developer and/or landowner applying for county zoning.

2. The Petitioner, at no cost to the State, shall appoint a permanent transportation manager whose function is the formulation, use, and continuation of alternative transportation opportunities that would optimize the use of existing and proposed transportation systems. In the alternative, the Petitioner may participate in a regional program for transportation management with other developers and/or landowners. This program shall address the transportation opportunities that would optimize the use of existing and

proposed transportation systems. Either option will continue to be in effect unless otherwise directed by the State Department of Transportation. The program for either option shall be reviewed by the State Department of Transportation prior to implementation. The transportation manager or the Petitioner shall conduct periodic evaluations of the program's effectiveness and shall make reports of these evaluations available to the State Department of Transportation for program review and modification, if necessary.

3. The Petitioner shall attenuate the noise in noise sensitive areas within residential areas exposed to noise levels of 65 Ldn (day-night average sound level) by a minimum of 25 decibels (A-weighted).

4. The Petitioner shall enter into an agreement with the State of Hawai'i for an avigation (right of flight) and noise easement in the form agreed to by the State Department of Transportation and the developer and/or landowner on any portion of the Property subject to noise levels exceeding 55 Ldn.

5. Petitioner shall develop the Property in substantial compliance with the representations made to the Commission. Failure to so develop the Property may result in reversion of the Property to its former classification, or change to a more appropriate classification.

6. Petitioner shall give notice to the Land Use Commission of any intent to sell, lease, assign, place in trust or otherwise voluntarily alter the ownership interest in the

Property covered by the approved petition prior to the development of the land within the Property.

7. Petitioner shall timely provide annual reports to the Land Use Commission, the Office of State Planning, and the City and County of Honolulu Planning Department in connection with the status of the entire project and Petitioner's progress in complying with the conditions imposed on the anniversary date of the Decision and Order approving Increment I. The annual report shall be submitted in a form prescribed by the Executive Officer of the Commission.

8. The Commission may fully or partially release the conditions provided herein as to all or any portion of the Property upon timely motion and upon the provision of adequate assurance of satisfaction of these conditions by Petitioner.

9. Petitioner shall (a) refile the Document Listing Conditions To Reclassification, as amended, against the current certificates of title and new lot designation numbers with the Bureau of Conveyances, and (b) shall file a copy of such recorded Document with the Commission.

10. Within 7 days of the issuance of the Commission's Decision and Order for the subject Motion, Petitioner shall (a) record with the Bureau of Conveyances a statement that the Property is subject to additional conditions imposed herein by the Land Use Commission, and (b) shall file a copy of such recorded statement with the Commission.

11. Petitioner shall record the conditions imposed herein by the Commission with the Bureau of Conveyances pursuant to Section 15-15-92, Hawai'i Administrative Rules.

DOCKET NO. A87-613 - THE TRUSTEES UNDER THE WILL AND OF THE ESTATE
OF JAMES CAMPBELL, DECEASED

Done at Honolulu, Hawaii, this 28th day of June 1995,
per motion on June 23, 1995.

LAND USE COMMISSION
STATE OF HAWAII

By Allen K. Hoe
ALLEN K. HOE
Chairperson and Commissioner

By Eusebio Larenia, Jr.
EUSEBIO LARENIA, JR.
Vice Chairperson and Commissioner

By M. Casey Jarman
M. CASEY JARMAN
Commissioner

By (absent)
LLOYD F. KAWAKAMI
Commissioner

By Joann N. Mattson
JOANN N. MATTSO
Commissioner

By (absent)
RENTON L. K. NIP
Commissioner

By Trudy K. Senda
TRUDY K. SENDA
Commissioner

By Elton Wada
ELTON WADA
Commissioner

Filed and effective on
June 28, 1995

Certified by:

Cathy Lind
Executive Officer

BEFORE THE LAND USE COMMISSION
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(por.))	

CERTIFICATE OF SERVICE

I hereby certify that a copy of the Order Granting Motion for Fourth Amendment to Findings of Fact, Conclusions of Law and Decision and Order, and for Other Relief was served upon the following by either hand delivery or depositing the same in the U. S. Postal Service by certified mail:

GREGORY G.Y. PAI, PH.D., Director
Office of State Planning
P. O. Box 3540
Honolulu, Hawaii 96811-3540

CERT. CHERYL SOON, Chief Planning Officer
Planning Department
City and County of Honolulu
650 South King Street
Honolulu, Hawaii 96813

CERT. NATHAN NATORI, ESQ., Attorney for Petitioner
Carlsmith Ball Wichman Murray Case & Ichiki
P. O. Box 656
Honolulu, Hawaii 96809-3402

DATED: Honolulu, Hawaii, this 28th day of June 1995.



ESTHER UEDA
Executive Officer