RESOLUTION

APPROVING A CONCEPTUAL PLAN FOR AN INTERIM PLANNED DEVELOPMENT-TRANSIT PROJECT FOR THE DEVELOPMENT OF THE 1500 KAPIOLANI CONDO-HOTEL AND RESIDENTIAL DEVELOPMENT PROJECT.

WHEREAS, on April 17, 2017, the Department of Planning and Permitting ("DPP") accepted the application (DPP Reference Numbers 2017/SDD-24) of Manaolana AREP III Holdings, LLC (the "Applicant") for an interim planned development-transit ("IPD-T") permit to redevelop 78,973 square feet of land with a mixed use, condo-hotel, residential, and commercial project in the Ala Moana neighborhood on land zoned BMX-3 Community Business Mixed Use District, located at 1460, 1470, 1488, and 1500 Kapiolani Boulevard, and identified as Tax Map Key Nos. 2-3-021: 007 through 010, as shown on Exhibits A-1 through A-3 (the "Project"); and

WHEREAS, the Project is proposed to include the demolition of the existing mid-rise Heald College building and parking structure; the development of one 350-foot, 34-story tower, and one 400-foot, 37-story tower, connected with a sky garden at the 350-foot level, and built over a seven-story high building podium, with 444 full-service hotel units and six residential penthouse units; "air rights" for a 156-foot high tower over the existing Walgreens parking structure, with 68 affordable rental units; indoor and outdoor amenities; 517 parking spaces; 157 bicycle parking spaces; retail, eating, and drinking establishments; publicly-accessible ground-level improvements; and various right-of-way improvements; and

WHEREAS, on June 28, 2017, the DPP held a public hearing, which was attended by five representatives of the Applicant and its agent, and approximately 40 members of the public; testimony was offered by 10 members of the public at the hearing; and

WHEREAS, on August 11, 2017, the DPP, having duly considered all evidence and reports of said public hearing and the review guidelines established in Section 21-2.110-2 and 21-9.100-5 of the Land Use Ordinance ("LUO"), completed its report and transmitted its findings and recommendation of approval to the Council by Departmental Communication 602 (2017); and

WHEREAS, the conceptual plan for the Project is set forth in the exhibits attached hereto as Exhibits B-1 through B-5, C-1 through C-15, D-1 through D-6, E-1 through E-5, and F-1 through F-4, and is further described in Departmental Communication 602 (2017), all of which are incorporated herein by this reference; and
WHEREAS, the City Council, having received the findings and recommendation of the DPP on August 14, 2017, and having duly considered the matter, desires to approve the conceptual plan for the Project, subject to the conditions enumerated below; now, therefore,

BE IT RESOLVED by the Council of the City and County of Honolulu that the conceptual plan for the IPD-T Project is approved subject to the following conditions:

A. The maximum permitted floor area for the site is 727,725 square feet (floor area ratio ("FAR") of approximately 9.215).

B. The maximum height of the Project is 400 feet. Rooftop structures must conform to Land Use Ordinance ("LUO") Section 21-4.60(c).

C. The minimum number of off-street parking spaces for the Project is 274 spaces. The maximum number of off-street parking spaces for the Project is 537 spaces. The required minimum number of loading spaces may be reduced to seven loading spaces, at least half of which must be full-sized loading areas. The loading stalls identified in the porte-cochere that are not full sized must be adequately screened from public view.

D. The required yard (buildable area boundary) for the Project is as follows: five feet along Keeaumoku Street (existing), five feet along Makaloa Street, 12 feet along Kapiolani Boulevard, and no setback along the common property line. Only existing structures, converted existing structures, awnings, or architectural features approved by the DPP may encroach into these required yards. A minimum of 65 percent of the building façades or pedestrian-friendly features along Kapiolani Boulevard and Makaloa Street must be sited on the buildable area boundary line.

E. The height setback must be a continuous plane from the buildable area boundary line to a height of 60 feet, at which point buildings must be set back 20 feet. Building encroachments into the height setback must be active spaces (lanais, balconies, passive recreation, or eating establishments), or must be screened by a green wall, as shown in the exhibits and plans.

F. The Applicant shall provide a minimum of 78 affordable units, consisting of studio, one-bedroom, and two-bedroom units, to be available for rental to households with incomes not exceeding 80 percent of the area median income for a minimum period of 60 years, as generally shown in the Exhibits attached hereto. A building permit for the required affordable housing units must be
issued prior to the approval of a certificate of occupancy for the hotel use and penthouse residential units.

G. The Applicant shall provide a safe, well-lit, paved pedestrian pathway from Kapiolani Boulevard to Makaloa Street through the Project. The current pathway through the loading zone must be relocated, and a ground floor pedestrian connection between the hotel lobby and Makaloa Street should be considered.

H. The Applicant shall be responsible for installing sharrows on Makaloa Street in both directions between Keeaumoku Street and Kaheka Street. The Applicant shall execute an agreement with the Department of Transportation Services ("DTS") relating to the design, delivery timeline, and implementation details (including responsibility for associated costs) of sharrows on Makaloa Street.

I. Prior to the submittal of a building permit application, the Applicant shall:

1. Complete an agreement with Bikeshare Hawaii to implement, fund, construct, and maintain an on-site bikeshare station with a minimum of 20 docking stations, or as deemed appropriate by Bikeshare Hawaii. The bikeshare station must be relocated onto the publicly-accessible private property portion of the Project site, and should not encroach on the location of the bus stop. The Applicant shall provide a flat surface in an acceptable location, approximately 550 square feet in size (50 feet by 11 feet), located in an area that receives at least four hours of sunlight per day (for the bike share station photovoltaic panels).

2. Submit an updated wind study and wind tunnel test, which quantifies the wind conditions and the effectiveness of the proposed wind mitigation strategies identified in the initial wind study dated December 26, 2016. The Applicant shall implement the recommendations of the updated wind study.

3. Submit revised plans for approval by the DPP showing:

   a. Activation of the areas along the perimeter of the parking podium fronting Kapiolani Boulevard and Makaloa Street. These may include open lanais, eating and drinking establishments, or green walls.

   b. Unless the DPP and the DTS agree that the exit only loading driveway on Makaloa Street may remain, this exit only loading
driveway must be removed. Service vehicles must exit from another location, such as the existing one-way driveway entrance to the loading area, and all maneuvering and loading activities must be contained on the Project site.

c. A screening hedge or similar plantings buffering the two small plazas from nearby parking and loading inside the porte-cochere, and showing that all loading zones are adequately screened from public view.

d. A redesigned ground floor that better complies with the five-foot build-to-line requirement along Makaloa Street, and incorporates a safe and well-lit pedestrian connection between Makaloa Street and Kapiolani Boulevard.

e. A tower height setback along the side property line of at least 20 feet from the tower face to the property line.

f. An at-grade expansion of the sidewalk, using the same material and paver colors used for the sidewalks along Kapiolani Boulevard and Makaloa Street, and continuing across all Project driveways.

g. Treatment of existing monkeypod trees along Kapiolani Boulevard, including relocation of removed trees to another location along Kapiolani Boulevard to maintain a consistent canopy, subject to approval from the Department of Parks and Recreation.

4. Submit a revised parking plan for approval by the DPP to confirm:

   a. The number of off-street parking spaces.

   b. That the redesigned parking and loading areas allow all vehicles to enter and exit the Project in a forward manner.

5. Submit a bicycle parking plan for approval by the DPP to identify:

   a. A minimum of 157 bicycle parking spaces, 21 of which must be conveniently located on the ground floor, on publicly-accessible private property portion of the Project site, and near entrances to the various establishments.
b. The new location of the on-site bikeshare station.

J. Prior to approval of a building permit for demolition of existing structures, the Applicant shall provide the following:

1. An updated Traffic Impact Study ("TIS"), or separate analysis, confirming the need for two all-pedestrian (or "Barnes") crosswalks at the intersections of Kapiolani Boulevard and Keeauumoku Street, and Makaloa and Keeauumoku Streets. The updated TIS must also evaluate the installation of a leading pedestrian interval intersection, bulb-outs along Makaloa Street where street parking is to be retained, and realignment of lanes along Kapiolani Boulevard and Keeauumoku Street to include bicycle lanes.

The Applicant shall be responsible for installing the above-mentioned signal phases, right-of-way improvements, and lane use changes; and the Applicant shall execute an agreement with DTS relating to the design, delivery timeline, and implementation details (including responsibility for associated costs) related thereto.

2. A timeline or phasing plan of the anticipated dates to obtain major building permit(s) for demolition/construction work, including the projected date of occupancy, in a format acceptable to the DPP. The timeline should identify when the Construction Management Plan ("CMP"), the Traffic Management Plan ("TMP"), and updates and/or validation to the findings of the TIS dated February 2017, will be submitted for review and approval. Typically, the CMP should be submitted for review and approval prior to the issuance of demolition/building permits for major construction work. The TMP or subsequent updates should be submitted and approved prior to the issuance of the (temporary) CO. The TIS, including supplemental studies or subsequent updates, should be submitted and approved prior to the commencement of each major phase of work, as required. A new TIS may be required if there is a significant change to the scope or timing of the major work items contained in the initial report.

A post TIS will be required approximately one year after a certificate of occupancy ("CO") is issued to validate traffic projections, distribution and assignment contained in the initial TIS. The Applicant shall implement all additional traffic mitigation measures identified in the post TIS.
3. The CMP shall identify the type, frequency and routing of heavy trucks, and construction related vehicles. Every effort must be made to minimize impacts from these vehicles and related construction activities. The CMP must identify and limit vehicular activity related to construction to periods outside of the peak periods of traffic, utilizing alternate routes for heavy trucks, provisions for either on-site or off-site staging areas for construction related workers and vehicles to limit the use of on-street parking around the Project site and other mitigation measures related to traffic and potential neighborhood impacts. Preliminary or conceptual traffic control plans must also be included in the CMP. The Applicant shall document the condition of roadways prior to the start of construction activities and provide remedial measures, as necessary, such as restriping, road resurfacing and/or reconstruction if the condition of the roadways has deteriorated as a result of the related construction activities.

4. The TMP must include Traffic Demand Management ("TDM") strategies to minimize the amount of vehicular trips for daily activities by residents and employees. TDM strategies may include carpooling and ride sharing programs, transit, bicycle and pedestrian incentives, and other similar TDM measures. A pedestrian and bicycle circulation plan must also be included to provide accessibility and connectivity to and along the surrounding public sidewalks and at street intersections, as it relates to complete streets initiatives. A post TMP will be required approximately one year after a CO is issued to validate the relative effectiveness of the various TDM strategies identified in the initial report.

K. The Applicant shall coordinate with the DTS to:

1. Design, build, and maintain a new bus stop and shelter on Kapiolani Boulevard at no cost to the City.

2. Show compliance with Complete Streets policies.

3. Realign signals and consider future lane alignments on Kapiolani Boulevard and Keeaumoku Street to incorporate bicycle lanes.

4. Add bulb-outs along Makaloa Street where street parking is to be retained.

5. Adequately mitigate safety concerns of the exit-only loading driveway off Kapiolani Boulevard.
6. Ensure that all access driveways are designed with the highest pedestrian and bicycle safety measures in place.

L. The Applicant shall coordinate with the State Department of Transportation to review any updated studies, which must include a study of the possible impacts on the Ala Moana Boulevard, which is a State maintained urban principal arterial roadway.

M. Prior to applying for any permit for ground disturbance, the Applicant shall prepare and submit an archaeological inventory survey with subsurface testing to the Department of Land and Natural Resources, State Historic Preservation Division ("SHPD") for review and approval.

N. In the event that subsurface historic resources, including human skeletal remains, structural remains, cultural deposits, artifacts, sand deposits, or sink holes are identified during the demolition and/or construction activities, all work must cease in the immediate vicinity of the find. The Applicant shall protect the find from additional disturbance and contact the SHPD immediately. Without any limitation to any other condition found herein, if any burials or archaeological or historic sites are discovered during the course of construction of the Project, all construction activity in the vicinity of the discovery must stop until the issuance of an archaeological clearance from the SHPD that mitigation measures have been implemented to its satisfaction.

O. The Applicant shall be responsible for the coordination with applicable public agencies and compliance with applicable regulations for the construction of the proposed Project.

P. The Applicant shall be responsible for the maintenance of all constructed improvements not otherwise accepted by the City or State for maintenance.

Q. Approval of this Resolution does not constitute compliance with other LUO or governmental agency requirements, including but not limited to building permit approval. They are subject to separate review and approval. The Applicant shall be responsible for ensuring that the final plans for the Project comply with all applicable LUO and other governmental provisions and requirements.

R. The Project must receive a building permit for the Project within two years of the date the Special District Major permit for the Project is issued. Failure to obtain a building permit within this period will render null and void this Resolution and all
approvals issued hereunder, provided that this period may be extended as follows:

1. The Director of the DPP may extend this deadline if the Applicant demonstrates good cause, but the deadline cannot be extended beyond one year from the initial deadline without the approval of the City Council, which may grant or deny the approval in its complete discretion.

2. If the Applicant requests an extension beyond one year from the initial deadline and the Director finds that the Applicant has demonstrated good cause for the extension, the Director shall prepare and submit to the Council a report on the proposed extension, which must include the Director's findings and recommendations thereon and a proposed resolution approving the extension. The Council may approve the proposed extension or an extension for a shorter or longer period, or deny the proposed extension, by resolution.

3. If the Council fails to take final action on the proposed extension within the first to occur of: (i) 60 days after receipt of the Director's report, or (ii) The Applicant's then-existing deadline for obtaining a building permit; the extension will be deemed denied.

S. The Project must conform to the conceptual plan approved hereby and all conditions established herein. Any changes to the conceptual plan will require a new application and approval by the Council. The DPP Director may approve changes to the Project that do not significantly alter the size or nature of the Project, if the changes remain in conformance with the conceptual plan and the conditions herein. Any increase in height or density of the Project will be considered a significant alteration and a change to the conceptual plan; and

BE IT FURTHER RESOLVED that the Council finds as follows with respect to the conceptual plan for the Project, as conditioned herein:

A. The Project concept, as a unified plan, is in the general interest of the public;

B. The requested Project boundaries and requested flexibility with respect to development standards and use regulations relating to density (floor area), height, street centerline height setbacks, front yards, landscaping requirements, parking requirements, and permitted uses are consistent with the objectives of transit-oriented development and the provisions enumerated in ROH Section 21-9.100-4;
C. The requested flexibility with respect to development standards and use regulations relating to density (floor area), height, street centerline height setbacks, front yards, landscaping requirements, parking requirements, and permitted uses is commensurate with the public amenities and community benefits proposed; and

D. The public amenities proposed will produce timely, demonstrable benefits to the community, support transit ridership, and implement the vision established in ROH Section 21-9.100-4; and
RESOLUTION

BE IT FINALLY RESOLVED that copies of this resolution be transmitted to Kathy K. Sokugawa, Acting Director of the Department of Planning and Permitting, 650 South King Street, 7th Floor, Honolulu, Hawaii 96813; Manaolana AREP III Holdings, LLC, 11111 Santa Monica Boulevard, Suite 2250, Los Angeles, California 90025-7201; and Keith Kurahashi, R.M. Towill Corporation, 2024 North King Street, Suite 200, Honolulu, Hawaii 98619-3494.

INTRODUCED BY:
Ron Menor (br)

DATE OF INTRODUCTION:
August 15, 2017
Honolulu, Hawaii

Councilmembers
Portion of ZONING MAP
MAIKI-ALA MOANA
TAX MAP KEY(S): 2-3-21; 07, 08, 09, 10
FOLDER NO.: 2017/SDD-24

Exhibit A-2
Exhibit A-3

FILE NO.: 2017/STD-24
TAX MAP KEY(S): 2-3-021: 007 through 010

1500 Kapioleani Rd-
Ala Moana Neighborhood
Flood Map

Scale in Feet
0.10 0.20 0.30 0.40 0.50

Site

11/18/2011
03620

City of Honolulu
Department of Planning & Permitting
Prepared by the City of Honolulu
1. Seven (7) existing non-repetitive trees to remain.
2. Drafts of Tropical Understory Species and Disposition TBD.
3. Street Lighting per City Standard.
4. Integral Color Precast Planters, Irrigated, Seasonal Tropical Color.
5. Tropical Garden with Supplemental Illumination.
6. Hanging Horizontal Tropical Canopy Garden at Bofit Above.
7. Vertical Garden Above, Approximately 5000 SF with Unique Lighting Effects.
8. Stone Pavers, Pattern, and Variety TBD.

8. Improved BUS Stop Shelter with Renewable Tropical Hardwood.
10. Movable Planter Park/Chair Kiosk Seating.
11. New Street Trees per City Standard.

General Note: Landscaped areas to be fully irrigated.

Exhibit B-5
LEVEL 34 AMENITY POOL DECK PLAN
EXHIBIT D-5
ROOF DETAIL SECTIONS
Total Envelope Volume: 12,889,6160 CF.

Proposed Volume: 9,623,220 CF. (20.4% of Total)

Volume outside of envelope: 2,033,321 CF. (22.7% of Total)

CURRENT LUO (BMX-3) ENVELOPE ANALYSIS
Total Envelope Volumes:
Proposed Volumes:
90,463.2 C.F.
Volume outside of Envelope:
64,189 C.F.
(0.2% of Total)
(0.4% of Total)
PEDESTRIAN VIEW ALONG KAPIOLANI
# RESOLUTION 17-221, CD1

**Title:** RESOLUTION APPROVING A CONCEPTUAL PLAN FOR AN INTERIM PLANNED DEVELOPMENT-TRANSIT PROJECT FOR THE DEVELOPMENT OF THE 1500 KAPIOLANI CONDO-HOTEL AND RESIDENTIAL DEVELOPMENT PROJECT.

**Voting Legend:** *= Aye w/Reservations

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<th>Action Description</th>
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<td>Introduced</td>
<td>RON MENOR – BY REQUEST</td>
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<tr>
<td>08/31/17</td>
<td>SPECIAL ZONING AND HOUSING</td>
<td>CR-344 – RESOLUTION REPORTED OUT OF COMMITTEE FOR ADOPTION AS AMENDED IN CD1 FORM.</td>
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<td>09/06/17</td>
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<td>CR-344 AND RESOLUTION 17-221, CD1 WERE ADOPTED.</td>
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<td>8 AYES: ANDERSON, ELEFANTE, FUKUNAGA, KOBYASHI, MANAHAN, MARTIN, MENOR, PINE.</td>
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<td>1 ABSENT: OZAWA.</td>
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I hereby certify that the above is a true record of action by the Council of the City and County of Honolulu on this RESOLUTION.

**Signature:**

GLEN T. TAKAHASHI, CITY CLERK

RON MENOR, CHAIR AND PRESIDING OFFICER