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**A BILL FOR AN ORDINANCE**

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TO REZONE LAND SITUATED AT KAPOLEI, OAHU, HAWAII.

BE IT ORDAINED by the People of the City and County of Honolulu:

SECTION 1. Zoning Map No. 14, Barbers Point-Kahe-Nanakuli, Ordinance 86-116, is hereby amended as follows: Land situated at Kapolei, Oahu, Hawaii, hereinafter described, is hereby rezoned from AG-1 Restricted Agricultural District and AG-2 General Agricultural District to P-2 General Preservation District, A-1 Low-Density Apartment District, A-2 Medium-Density Apartment District with a 60-foot height limit, AMX-2 Medium-Density Apartment Mixed Use District with a 90-foot height limit, B-2 Community Business District with a 60-foot height limit, and BMX-3 Community Business Mixed Use District with a 90-foot height limit. The boundaries of said District shall be described as shown on the map attached hereto, marked "Exhibit A" and made a part hereof, and further identified as Tax Map Keys 9-1-014:033 (por.), 9-1-015:004 (por.), 020 (por.) and 018.

SECTION 2. A Unilateral Agreement marked "Exhibit B" is by reference incorporated herein and made a part hereof.



A BILL FOR AN ORDINANCE

SECTION 3. This ordinance shall take effect upon its approval.

INTRODUCED BY:

Barbara Marshall (BR)

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\_\_\_\_\_  
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\_\_\_\_\_  
\_\_\_\_\_

DATE OF INTRODUCTION:

June 17, 2008  
Honolulu, Hawaii

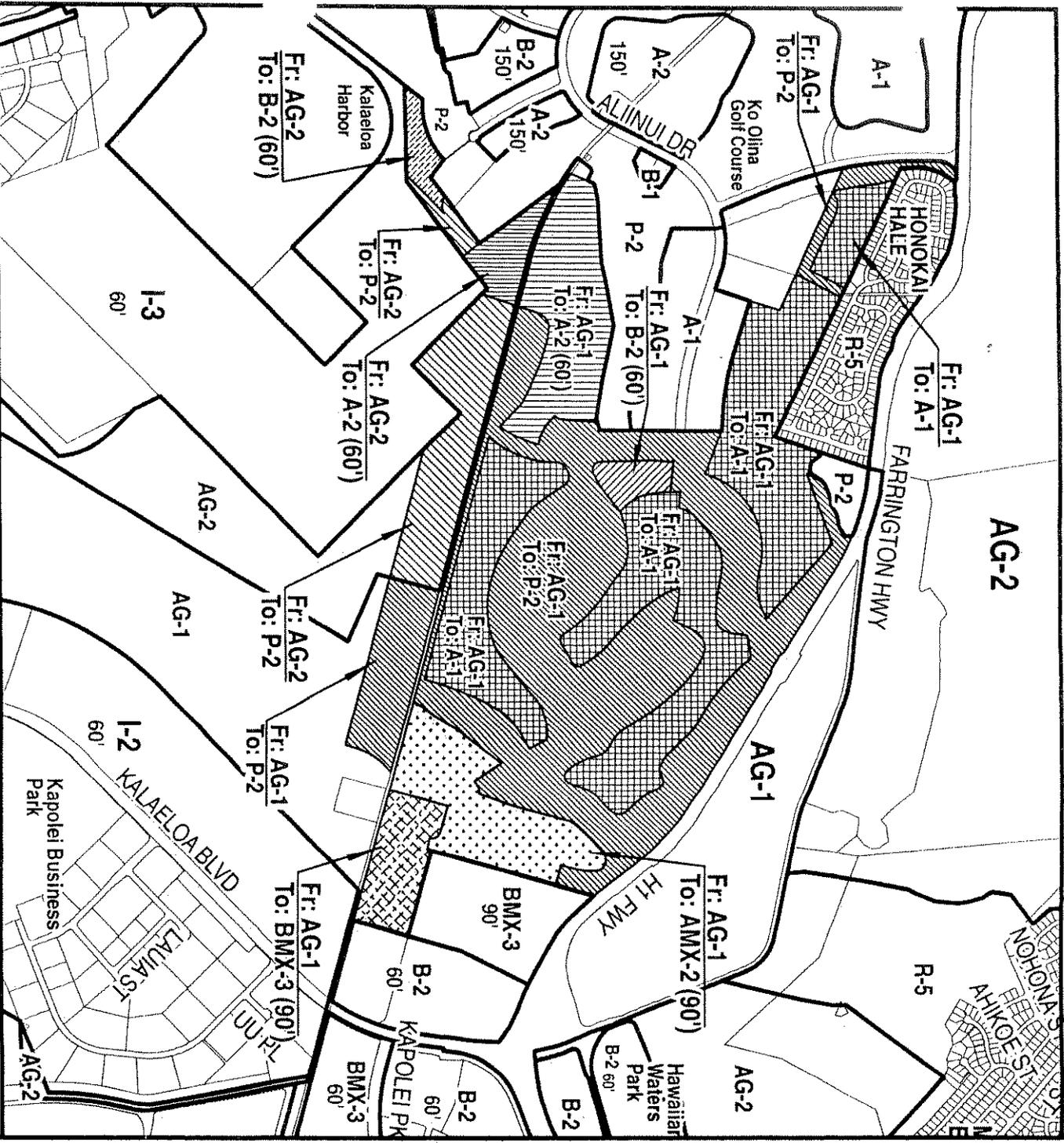
\_\_\_\_\_  
Councilmembers

APPROVED AS TO FORM AND LEGALITY:

*Doyle S. Kutaka*  
Deputy Corporation Counsel

APPROVED this 29<sup>th</sup> day of September, 20 08.

*Mufi Hannemann*  
MUFU HANNEMANN, Mayor  
City and County of Honolulu



PORTION OF  
**ZONING MAP NO. 14**  
 (BARBERS POINT - KAHE - NANAKULI)



0 750 1,500



APPLICANT: AINA NUI CORPORATION  
 TAX MAP KEY(S): 9-1-014: Por. 33; 9-1-015: Por. 4, 18, Por. 20  
 FOLDER NO.: 2008/Z-2  
 LAND AREA: 516,308 ACS.  
 PREPARED BY: DEPARTMENT OF PLANNING & PERMITTING  
 CITY AND COUNTY OF HONOLULU



PUBLIC HEARING PLANNING COMMISSION CITY COUNCIL

ORD. NO. 08-27

MAY 28 2008

AUG 20 2008

2008/Z-2

EFF. DATE: SEP 29 2008

EXHIBIT A

BILL 48 (2008), CDI

OFFICE OF THE  
ASSISTANT ATTORNEY GENERAL/COURT  
CLERK OF HAWAII  
(Honolulu, Hawaii)

The original of this document was  
recorded as follows:

Doc 3788915  
INSTRUMENT NO. CTN AS LISTED HEREIN  
DATE SEP 12, 2008 03:29 PM

LAND COURT

REGULAR SYSTEM

AFTER RECORDATION, RETURN BY MAIL ( ) PICKUP ( ) TO:

Imanaka Kudo & Fujimoto  
745 Fort Street, 17th Floor  
Honolulu, Hawaii 96813  
Attn: Benjamin A. Kudo, Esq.

Tax Map Key Nos. (1) 9-1-014: por. 033; (1) 9-1-015: por. 004,  
(1) 9-1-015: por. 020, (1) 9-1-015:018

Certificate of Title Nos. 681,003, 898,761, 898,762, 729,804,  
827,201

*Agreement No. A02099100*

Title of Document: Unilateral Agreement and Declaration for  
Conditional Zoning

Parties to Document: AINA NUI CORPORATION, a Hawaii corporation,  
1001 Kamokila Boulevard, Suite 255,  
Kapolei, Hawaii 96707

KAPOLEI PROPERTY DEVELOPMENT LLC, a Hawaii  
limited liability company, 1001 Kamokila  
Boulevard, Suite 250, Kapolei, Hawaii 96707

EXHIBIT B

Total Pages: 24

UNILATERAL AGREEMENT  
AND DECLARATION FOR CONDITIONAL ZONING

THIS INDENTURE (hereinafter referred to as this "Unilateral Agreement" or this "Declaration"), made this 11<sup>th</sup> day of September, 2008, by AINA NUI CORPORATION, a Hawaii corporation, and its successors and assigns, whose address is 1001 Kamokila Boulevard, Suite 255, Kapolei, Hawaii 96707; and KAPOLEI PROPERTY DEVELOPMENT LLC, a Hawaii limited liability company, and its successors and assigns, whose address is 1001 Kamokila Boulevard, Suite 250, Kapolei, Hawaii 96707 (hereinafter collectively referred to as the "Declarants"),

WITNESSETH:

WHEREAS, the Declarants are the owners in fee simple of certain parcels of land situated in Ewa, Oahu, Hawaii, consisting of approximately 516 acres, described as Tax Map Key ("TMK") Nos. (1) 9-1-014: por. 033; (1) 9-1-015: por. 004, (1) 9-1-015: por. 020, and (1) 9-1-015:018, and more particularly described by metes and bounds in Exhibit "A" attached hereto and made a part hereof, and also described by Land Court lot in Exhibit "C" attached hereto and made a part hereof (the "Land"), and desires to make the Land subject to this Unilateral Agreement; and

WHEREAS, the Declarants plan to develop a mixed use residential community, known as Kapolei West, on the Land (the "Project") with approximately 2,400 residential units; and

WHEREAS, the City Council (the "Council") of the City and County of Honolulu (the "City"), pursuant to the provisions of the Land Use Ordinance ("LUO"), Revised Ordinances of Honolulu 1990 ("ROH") Section 21-2.80, as amended, relating to conditional zoning, is considering a change in zoning under the LUO of the Land from the AG-1 Restricted Agricultural District and AG-2 General Agricultural District to P-2 General Preservation District, A-1 Low-Density Apartment District, A-2 Medium-Density Apartment District with a 60-foot height limit, AMX-2 Medium-Density Apartment Mixed Use District with a 90-foot height limit, B-2 Community Business District with a 60-foot height limit, and BMX-3 Community Business Mixed Use District with a 90-foot height limit (Department of Planning and Permitting ("DPP") File No. 2008/Z-2); and

WHEREAS, a public hearing regarding the change in zoning, Bill 48 (2008), was held by the Council on August 20, 2008; and

WHEREAS, the Council recommended by its Zoning Committee Report No. 265 (2008) that the said change in zoning be approved, subject to the following conditions contained in this Declaration to be made pursuant to the provisions of ROH Section 21-2.80, as amended, relating to conditional zoning, and to become effective on the effective date of the zoning ordinance approving the change of zoning (the "Rezoning Ordinance");

NOW, THEREFORE, the Declarants hereby covenant and declare as follows:

1. **Affordable Housing.** Prior to residential cluster approval, residential small lot subdivision approval, or residential building permit approval, whichever comes first, the Declarants will execute an agreement to participate in an affordable housing plan acceptable to the DPP in accordance with adopted rules. The agreement shall provide for no less than the equivalent of 20 percent (20%) of the units to be delivered to households with incomes up to and including 120 percent (120%) of the median income levels or less; and no less than the equivalent of 10 percent (10%) of the units to be delivered to households with incomes up to and including 80 percent (80%) of the median income level or less, for a total of 30 percent (30%) of units built to be qualified as affordable housing. Fifty percent (50%) of the units delivered to households with incomes up to and including 80 percent (80%) of the median income level or less shall be delivered as rental units. The agreement may include the provision of onsite or offsite affordable housing, or payment of a fee in lieu of providing affordable housing. "Median income level" means the median income for Honolulu, adjusted for family size, as determined by the U.S. Department of Housing and Urban Development.
2. **Park Master Plan.** The Declarants shall submit a master plan for park development to the Department of Design and Construction ("DDC") and Department of Parks and Recreation for review and approval. The plan shall include the timetable for dedication of

park lands to the City, and shall be approved prior to tentative subdivision approval. The Declarants shall comply with the approved park master plan.

3. **Transit Ready Development.** The Declarants shall submit transit-ready design guidelines for the BMX-3 zoned area of the Project, consistent with Transit-Ready Development principles to the DPP for review and approval prior to subdivision approval, except those for bulk lot purposes. All construction within the BMX-3 zoned area shall be consistent with these guidelines.
4. **OR&L Right-of-Way ("ROW").** The Declarants shall provide a fifty (50)-foot building setback along the length of the ROW that abuts the Project area. No development, except crossings of the ROW for the regional drainage way and roadway(s) for interconnectivity purposes between the Project and the planned Kapolei Harborside development, shall be permitted within the setback unless it is directly related to the operation of the railroad or consistent with the use of the ROW for open space and bikeway purposes.
5. **Drainage.** The Declarants shall carry out the following requirements related to drainage for the Project area:
  - a. **Regional Drainage Master Plan.**
    - i. The Declarants along with the declarants of the Makaiwa Hills project (DPP File No. 2008/Z-1) and Kapolei Harborside project (DPP File No. 2008/Z-3) shall prepare and submit a drainage master plan for the region (hereafter referred to as "Regional Drainage Master Plan"), for review and approval by the DPP.
    - ii. The Regional Drainage Master Plan shall: include and identify drainage areas and the major drainage infrastructure requirements for the entire watershed; establish and identify the design discharges at the bottom of each development; identify the regional

drainage improvements; include an implementation schedule for the construction of said regional drainage improvements and identify the party responsible for the construction of each component of said regional drainage improvements.

- iii. The Declarants must have an approved Regional Drainage Master Plan prior to the issuance of any tentative subdivision approval for the Makaiwa Hills (2008/Z-1), Kapolei West (2008/Z-2) and Kapolei Harborside (2008/Z-3) projects.
- iv. The Regional Drainage Master Plan and the Project Drainage Master Plan (defined below), approved by the DPP Director, shall not be revised or otherwise modified without the express written approval of the DPP Director.

- b. Project Drainage Master Plan (2008/Z-2). The Declarants shall submit a drainage master plan for the Project ("Project Drainage Master Plan") for approval by the DPP prior to issuance of tentative subdivision approval. The Project Drainage Master Plan shall be consistent with the approved Regional Drainage Master Plan and shall be amended, if needed, as the approved Regional Drainage Master Plan is amended. The Project Drainage Master Plan shall identify the proposed drainage improvements, including the drainage areas, size of the drainage facilities and the design discharges. The Project Drainage Master Plan shall also include an implementation schedule for the regional drainage improvements in relation to the development of the various phases of the Project.
- c. The Declarants shall comply with the approved Regional Drainage Master Plan and Project Drainage Master Plan.

- 6. Transportation. The Declarants shall carry out the following requirements related to traffic and transportation improvements for the Project area:

- a. The Declarants shall execute the Master Kapolei Highway Agreement ("MKH") or receive written consent from the State Department of Transportation ("DOT"), as proposed in the DOT letters to DPP dated November 30, 2007 (HWY-PS 2.6445) and April 21, 2008 (HWY-PS 2.7783), prior to subdivision or conveyance of any portion or property interest in the Makaiwa Hills (2008/Z-1), Kapolei West (2008/Z-2) or Kapolei Harborside (2008/Z-3) projects. The Declarants shall file copies of the executed MKH and any amendments thereto with the DPP.
  
- b. The Declarants shall prepare and receive approval for an updated Traffic Impact Analysis Report ("TIAR") and roadway master plan for the Project area prior to the issuance of tentative subdivision approval; provided that, said approval shall be limited to a determination of whether the updated TIAR provides an adequate discussion, analysis, and recommended mitigation measures, if any, based upon reasonably anticipated traffic impacts generated by the Project. The TIAR shall further refine and identify traffic impacts and associated mitigation measures directly attributable to vehicular rates being generated by the Project. The TIAR shall include but not be limited to, locations warranting traffic signals, provisions for auxiliary turn lanes and lengths, channelized right turn lanes, size of pedestrian islands, a timeline identifying the anticipated start and completion dates of major Project phases and associated roadway improvements and other considerations related to traffic, as required. The Declarants shall consult with the DPP, Department of Transportation Services ("DTS"), and DOT prior to submitting the TIAR and roadway master plan to the DPP for review and approval.
  
- c. The Declarants shall prepare a Construction Management Plan ("CMP") prior to the issuance of grading or demolition permits and shall identify the type, frequency, and route of heavy trucks and construction-related vehicles traversing in

and around the construction site, as it relates to the use of any public street. Every effort shall be made to limit and minimize impacts from these vehicles and the associated construction activities. The CMP shall include provisions to limit vehicle activity to periods outside of the peak periods of traffic, utilizing alternate routes for heavy trucks, utilizing off-site parking areas for construction workers and other considerations related to traffic, as required. The Declarants shall consult with the DPP, DTS, and DOT prior to submitting the CMP to the DPP for review and approval. The Declarants shall comply with the approved CMP.

- d. The Declarants and/or the assigned responsible party shall prepare and receive approval for a Transportation Management Plan ("TMP") for the Project area prior to the issuance of tentative subdivision approval, which incorporates various modes of travel, including transit, vehicle, bicycle, and pedestrian. The TMP should be designed to establish and promote a safe and efficient balance between the various travel modes, such as grade separated bicycle and pedestrian facilities, convenient and centrally located transit stops and terminals, traffic calming devices and other transportation elements, as necessary. The TMP should incorporate Traffic Demand Management ("TDM") strategies in an effort to reduce the overall vehicular demand in and around the Project area. The TDM strategies could include opening commercial properties during the early stages of the development in an effort to increase internal capture within the Project site and other TDM strategies. The TMP, along with the TDM strategies, should be updated periodically every two (2) years as determined by a phasing plan, in part, to determine the relative effectiveness of the TDM strategies. The Declarants shall consult with the DPP, DTS, and DOT prior to submitting the TMP to the DPP for review and approval. The Declarants shall comply with the approved TMP.

- e. The Declarants shall fund, construct or cause to be constructed, their fair share of roadway improvements to mitigate potential Project impacts directly attributable to the Project area as described in the TIAR, and supplemental updates as may be required by State and City transportation agencies. These improvements shall be completed in accordance with the anticipated time frames set forth in the TIAR.
7. **Water.** The Declarants shall submit a water master plan (for both potable and nonpotable water systems) and implementing schedule for the water improvements required for the development of the Project. The water master plan and implementing schedule shall be approved by the Board of Water Supply ("BWS") prior to subdivision approval, except those for bulk lot purposes. The Declarants shall comply with the water master plan and implementing schedule. The water master plan and implementing schedule may be modified, updated, or amended with the approval of the BWS.
- The Declarants shall also develop the necessary on-site non-potable water system improvements to serve the Project area and connections to the nonpotable system when suitable non-potable supply is available as determined by the BWS.
8. **Future Land for Governmental Purposes.** Declarants shall dedicate or cause to be conveyed to the City approximately 5.9 acres of land situated in the City of Kapolei (TMK 9-1-16: por. 122) and as more particularly described in Exhibit "B", attached hereto and made a part hereof, for public purposes. Within five (5) years from the first grant of final subdivision approval in the Project, Declarants shall dedicate the site to the City.
9. **Meeting Facilities.** The Declarants shall make available for sale a minimum of 1.0 acre of land within the Project for the development of meeting facilities. The Declarants shall identify the location of the site(s) and organizations to be contacted prior to sales offering. If there is no buyer by the time the last Project increment is

constructed, the site(s) may be used for other purposes.

10. **Day Care Facility.** The Declarants shall provide a minimum of 1.0 acre of land within the Project in fee simple for the development of a day care facility with a minimum design capacity of 100 individuals. The Declarants shall enter into a contribution agreement with the Department of Community Services prior to residential cluster, residential subdivision, or residential building permit approval, whichever comes first.
11. **Compliance with Other Governmental Requirements.** The Declarants acknowledge that approval of this zone change does not constitute compliance with other LUO or governmental requirements. They are subject to separate review and approval. The Declarants shall be responsible for ensuring that the final plans for the Project comply with all applicable LUO and other governmental provisions and requirements.
12. **Annual Reports.** On an annual basis, the Declarants shall submit a written status report to the DPP documenting their satisfaction and/or describing their progress toward complying with each condition of approval for this zone change. The status report shall be submitted to the DPP by December 31 of each year until such time as the DPP has determined that all conditions of approval have been satisfied. Failure to do so may result in delays in processing of further permits.
13. **Noncompliance With Any Conditions.** In the event of noncompliance with any of the conditions set forth herein, the Director of DPP shall inform the Council and may seek civil enforcement or take appropriate action to terminate or stop the Project until applicable conditions are met, including but not limited to revoking any permits issued under this zoning and withholding issuance of other permits related to the Project. Noncompliance also may be grounds for the enactment of ordinances making further zone changes, including revocation of the underlying zoning, upon initiation by the proper parties in accordance with the Revised City Charter.

NOW, THEREFORE, the Declarants hereby make the following additional Declarations:

As used herein, any references to a specific City department or agency shall be deemed to include a reference to any successor department or agency;

That the conditions imposed herein are reasonably conceived to fulfill public service demands created by the requested change in zoning and are rationally related to the objective of preserving the public health, safety, and general welfare and the further implementation of the General Plan of the City;

That the development of the Land shall conform to the aforesaid conditions with the understanding that, at the request of Declarants and/or upon the satisfaction of the conditions set forth in this Unilateral Agreement, DPP may fully or partially release, as applicable, any of the foregoing conditions that have been fulfilled;

That, if there are any conflicts between this Unilateral Agreement and any previous unilateral agreement(s) applicable to the Land, the terms and conditions of this Unilateral Agreement shall apply; and

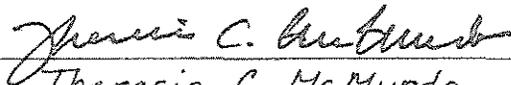
THAT IT IS EXPRESSLY UNDERSTOOD AND AGREED that the conditions imposed in this Declaration shall run with the Land and shall bind and constitute notice to all the parties hereto and subsequent lessees, grantees, assignees, mortgagees, lienors, successors, and any other persons who have or claim to have an interest in the Land, and the City shall have the right to enforce this Declaration by rezoning, appropriate action at law or suit in equity against all such persons, provided that Declarants or their successors and assigns may file a petition with DPP for amendment or removal of any conditions or termination of this Declaration, such petition to be processed in the same manner as petitions for zone changes.

*(The remainder of this page is intentionally left blank)*

IN WITNESS THEREOF, this Unilateral Agreement and Declaration for Conditional Zoning is executed on the day and year first above written.

AINA NUI CORPORATION, a Hawaii corporation

By   
Bradford J. Myers  
Its President

By   
Theresa C. McMurdo  
Its Vice President

KAPOLEI PROPERTY DEVELOPMENT LLC, a Hawaii limited liability company

By Aina Nui Corporation, a Hawaii corporation, its Managing Member

By   
Bradford J. Myers  
Its President

By   
Theresa C. McMurdo  
Its Vice President

("DECLARANTS")

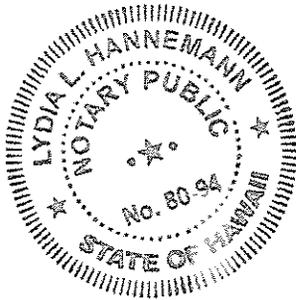
APPROVED AS TO FORM:

Imanaka Kudo & Fujimoto

  
Attorneys for DECLARANTS

STATE OF HAWAII )  
 ) SS  
CITY AND COUNTY OF HONOLULU )

On this 11th day of September, 2008, before me personally appeared Bradford J. Myers and Theresia C. McMurdo to me personally known, who, being by me duly sworn or affirmed, did say that such pesons executed the foregoing instrument as the free act and deed of such persons, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

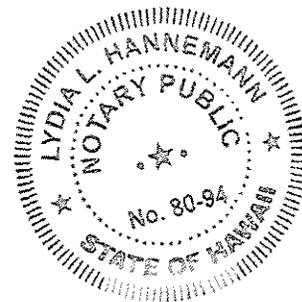


Lydia L. Hannemann  
Name: Lydia L. Hannemann

Notary Public, State of Hawaii

My commission expires: Feb. 11, 2012

Doc Date 9/11/2008 # Pages 24  
Lydia L. Hannemann First Circuit  
Doc Description Unilateral Agreement & Declaration for Conditional Zoning  
Lydia L. Hannemann 9/11/2008  
Notary Signature Date  
NOTARY CERTIFICATION



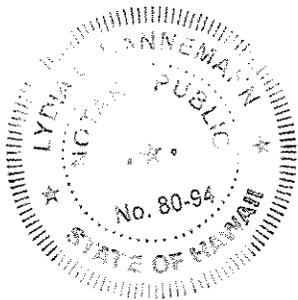
STATE OF HAWAII )  
 ) SS  
CITY AND COUNTY OF HONOLULU )

On this 11th day of September, 2008, before me personally appeared Bradford J. Myers and Theresia C. McMurdo 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 capacity shown, having been duly authorized to execute such instrument in such capacity.

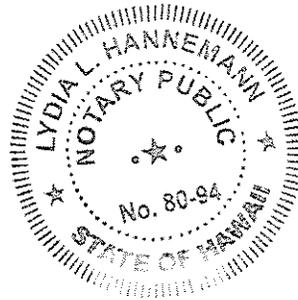
Lydia L. Hannemann  
Name: Lydia L. Hannemann

Notary Public, State of Hawaii

My commission expires: Feb. 11, 2012



Doc Date 9/11/2008 # Pages 24  
Lydia L. Hannemann First Circuit  
Doc Description Unilateral Agreement &  
Declaration for Conditional Zoning  
Lydia L. Hannemann 9/11/2008  
Notary Signature Date  
NOTARY CERTIFICATION



## PROPOSED KAPOLEI WEST

## LOT C

Being all of Lot 15249 as shown on Map 1171 and a portion of Lot 15250 as shown on Map 1171 of Land Court Application 1069.

Situate at Honouliuli, Ewa, Oahu, Hawaii

Beginning at the Southwest corner of this parcel of land, on the Southeast corner of Lot 11951 (Map 854) of Land Court Application 1069 and on the Northerly side of Exclusion 2 of Land Court Application 1069, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KAPUAI NEW" being 15,601.87 feet South and 14,543.58 feet West, and running by azimuths measured clockwise from true South:

- |    |      |     |  |
|----|------|-----|--|
| 1. | 202° | 40' | 244.67 feet along Lots 11951 and 11950 (Map 854) of Land Court Application 1069;                         |
| 2. | 258° | 25' | 154.04 feet along Lot 4595-A (Map 475) of Land Court Application 1069;                                   |
| 3. | 267° | 05' | 630.00 feet along Lot 4595-A (Map 475) of Land Court Application 1069;                                   |
| 4. | 259° | 30' | 630.00 feet along Lot 4595-A (Map 475) of Land Court Application 1069;                                   |
| 5. | 282° | 10' | 600.00 feet along Lot 4595-A (Map 475) of Land Court Application 1069;                                   |
| 6. | 278° | 20' | 348.48 feet along Lot 4595-A (Map 475) of Land Court Application 1069;                                   |
| 7. | 256° | 15' | 127.90 feet along Lot 4595-A (Map 475) of Land Court Application 1069;                                   |
| 8. | 180° | 00' | 1,208.09 feet along Lots 4595-A (Map 475), 4594, 4599 and 4593 (Map 450) of Land Court Application 1069; |
| 9. | 92°  | 00' | 99.62 feet along Lot 4593 (Map 450) of Land Court Application 1069;                                      |

GT197017-17 LOT C

ControlPoint Surveying, Inc.  
1150 South King Street, Suite 1200  
Honolulu, Hawaii 96814

EXHIBIT "A"

4827-9624-0386.2 060702 0043

10. Thence along Lot 4593 (Map 450) of Land Court Application 1069, on a curve to the right with a radius of 2645.34 feet, the chord azimuth and distance being:  
100° 00' 736.32 feet;
11. 108° 00' 484.36 feet along Lot 4593 (Map 450) of Land Court Application 1069;
12. 198° 00' 302.73 feet along Lots 4592 (Map 450) of Land Court Application 1069;
13. 144° 20' 1,543.73feet along Lots 4592, 4591 and 4590 (Map 450) of Land Court Application 1069;
14. Thence along Lot 4600 (Map 450) of Land Court Application 1069, on a curve to the right with a radius of 3,730.00 feet, the chord azimuth and distance being:  
175° 03' 08.5" 816.86 feet;
15. 181° 20' 115.00 feet along Lot 4600 (Map 450) of Land Court Application 1069;
16. Thence along Lot 4600 (Map 450) of Land Court Application 1069, on a curve to the right with a radius of 200.00 feet, the chord azimuth and distance being:  
215° 36' 30" 225.27 feet;
17. 271° 20' 31.14 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));
18. 1° 20' 15.00 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));
19. 271° 20' 23.79 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));
20. 42° 27' 08" 15.50 feet along Lot 143-L (Map 236) of Land Court Application 1069;
21. Thence along Lot 143-L (Map 236) of Land Court Application 1069, on a curve to the left with a radius of 496.00 feet, the chord azimuth and distance being:  
27° 39' 04" 253.42 feet;
22. 12° 51' 87.54 feet along Lot 143-L (Map 236) of Land Court Application 1069;

676/01-171.01 C

ControlPoint Surveying, Inc.  
1150 South King Street, Suite 1200  
Honolulu, Hawaii 96814

- |     |   |         |  |
|-----|---|---------|--|
| 23. | 357°  | 18'     | 208.40 feet along along Lot 143-L (Map 236) of Land Court Application 1069;  |
| 24. | 295°  | 05'     | 2,958.60 feet along Lots 143-L and 143-A (Map 236), Lots 103 thru 86, inclusive, Lots 158, 58, 165, 57 and 6 thru 1, inclusive, (Map 220), Lots 1592 thru 1578, inclusive, (Map 160), and Lots 1190, 1189, 1210 (Laaloa Street) and 1188 (Map 130) of Land Court Application 1069; |
| 25. | 199°  | 02'     | 969.40 feet along Lots 1188 thru 1173, inclusive, (Map 130) of Land Court Application 1069;  |
| 26. | 276°  | 46'     | 158.58 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));   |
| 27. | Thence along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4)), on a curve to the right with a radius of 2,985.91 feet, the chord azimuth and distance being:<br>279° 41' 28"                      86.04 feet;    |         |  |
| 28. | Thence along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4)), on a curve to the right with a radius of 2,221.83 feet, the chord azimuth and a distance being:<br>289° 11' 40"                      670.45 feet; |         |  |
| 29. | 299°  | 44' 50" | 195.39 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));   |
| 30. | 301°  | 37' 20" | 475.30 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));   |
| 31. | 295°  | 54' 40" | 50.25 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));  |
| 32. | 301°  | 37' 20" | 300.00 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));   |
| 33. | 304°  | 29' 05" | 100.12 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));   |

GT67017-17 L01 C

ControlPoint Surveying, Inc.  
1150 South King Street, Suite 1200  
Honolulu, Hawaii 96814

- |     |   |     |     |  |
|-----|---|-----|-----|--|
| 34. | 323°  | 25' | 25" | 53.85 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));    |
| 35. | 301°  | 37' | 20" | 150.00 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));   |
| 36. | 279°  | 49' | 15" | 53.85 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));    |
| 37. | 301°  | 37' | 20" | 100.00 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));   |
| 38. | 295°  | 54' | 40" | 50.25 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));    |
| 39. | 301°  | 37' | 20" | 1,305.40 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4)); |
| 40. | Thence along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4)), on a curve to the right with a radius of 2,990.91 feet, the chord azimuth and distance being: |     |     | 303° 29' 50" 195.72 feet;  |
| 41. | Thence along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4)), on a curve to the right with a radius of 2,226.83 feet, the chord azimuth and distance being: |     |     | 311° 59' 50" 513.82 feet;  |
| 42. | Thence along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4)), on a curve to the right with a radius of 2,990.91 feet, the chord azimuth and distance being: |     |     | 320° 29' 50" 195.72 feet;  |
| 43. | 322°  | 22' | 20" | 431.51 feet along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4));   |
| 44. | Thence along the Southerly side of Farrington Highway (F. A. S. P. No. S-0900 (4)), on a curve to the left with a radius of 2477.71 feet, the chord azimuth and distance being:   |     |     | 321° 48' 52" 48.24 feet;   |

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45. 15° 23' 1,715.06 feet along the remainder of Lot 15250  
(Map 1171) of Land Court Application  
1069;
46. Thence along the remainder of Lot 15250 (Map 1171) of Land Court Application  
1069, on a curve to the right with a  
radius of 30.00 feet, the chord azimuth  
and distance being:  
240° 23' 42.43 feet;
47. 285° 23' 840.51 feet along the remainder of Lot 15250  
(Map 1171) of Land Court Application  
1069;
48. 15° 23' 566.38 feet along Lot 14277 (Map 1115) of Land  
Court Application 1069;
49. 105° 23' 6,787.36 feet along Exclusion 2 of Land Court  
Application 1069;
50. Thence along Exclusion 2 of Land Court Application 1069, on a curve to the right  
with a radius of 2,845.00 feet, the  
chord azimuth and distance being:  
115° 10' 24.5" 967.53 feet;  
to the point of beginning and  
containing an area of 440.744 acre.

November 19, 2007  
Honolulu, Hawaii



*Gary S. Takamoto*

Gary S. Takamoto  
Licensed Professional Land Surveyor  
Certificate Number 7946  
License Expires 4/08

6197017 17 L01 D

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1150 South King Street, Suite 1200  
Honolulu, Hawaii 96814

## PROPOSED KAPOLEI WEST

## LOT D

Being portions of Lot 14082 as shown on Map 1083 and Lot 16914 as shown on Map 1316 of Land Court Application 1069.

Situate at Honouliuli, Ewa, Oahu, Hawaii

Beginning at the Northeast corner of this parcel of land on the South side of Exclusion 2 as shown on Map 1 of Land Court Application 1069, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KAPUAL NEW" being 17,448.57 feet South and 8,602.51 feet West, and running by azimuths measured clockwise from true South:

1. Along the remainder of Lot 16914 (Map 1316) of Land Court Application 1069, on a curve to the left with a radius of 720.00 feet, the chord azimuth and distance being:  
33° 43' 46"          453.25 feet;
2. 15 ° 23'          79.79 feet along same;
3. 105° 23'          3058.01 feet along remainders of Lots 16914 (Map 1316) and 14082 (Map 1083) of Land Court Application 1069;
4. 135° 00'          495.44 feet along Lot 9542-B (Map 1019) of Land Court Application 1069;
5. 45° 00'          684.55 feet along same;
6. 135° 00'          1074.14 feet along same;
7. 53° 00'          1317.88 feet along Lot 9542-B (Map 1019) and Lot 9540 (Map 710) of Land Court Application 1069;
8. 89° 12' 14"          952.10 feet Lot 9540 (Map 710) of Land Court Application 1069;
9. 217° 21' 04"          235.00 feet along Lot 4621 (Map 451) of Land Court Application 1069;

GT07017-17 LOT D

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Honolulu, Hawaii 96814

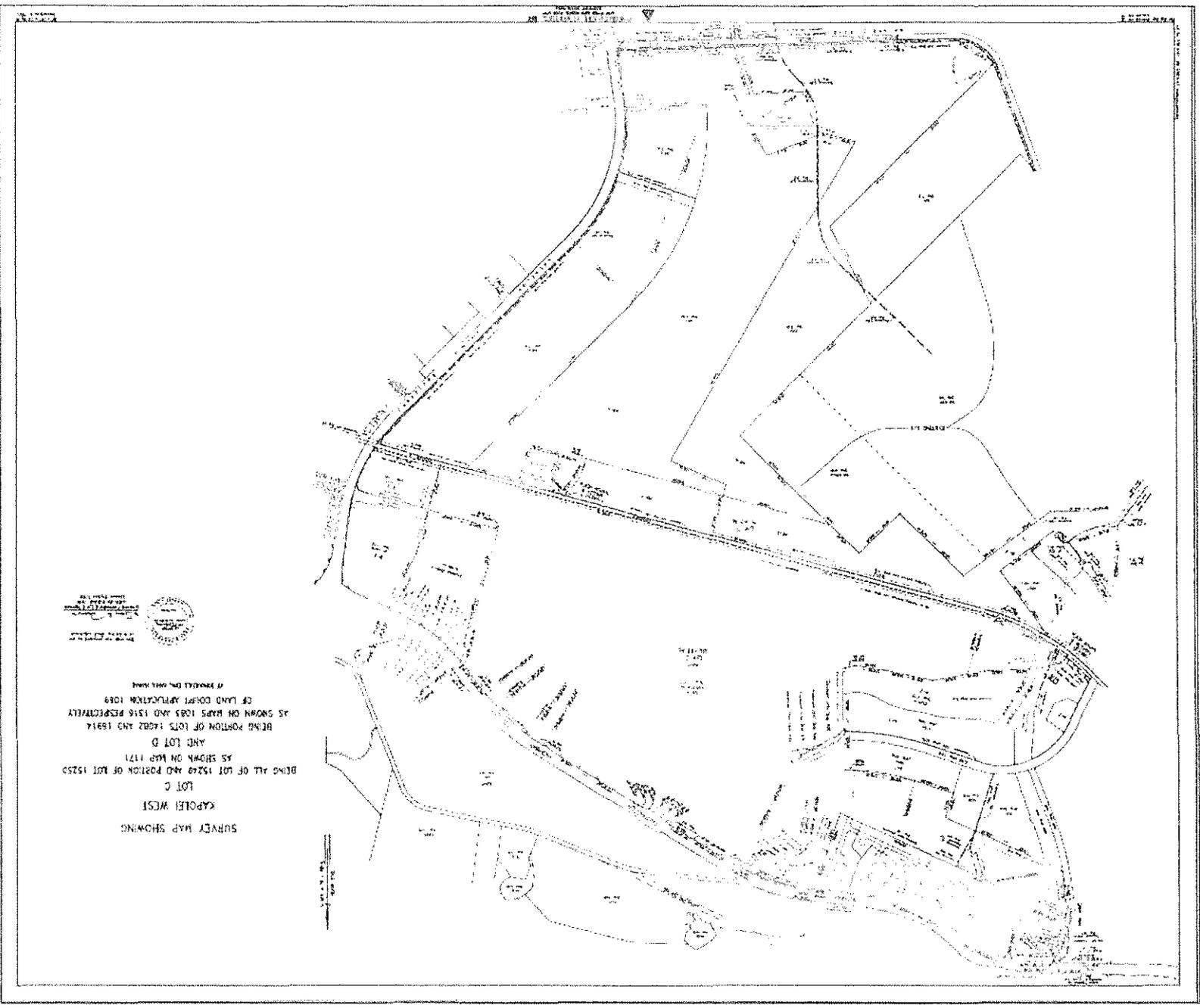
- 10. Thence along same, on a curve to the left with a radius of 800.00 feet, the chord azimuth and distance being:  
251° 00' 638.00 feet;
- 11. 308° 00' 220.00 feet along Lot 4626 (Map 451) of Land Court Application 1069;
- 12. 233° 00' 807.46 feet along Lots 4626 and 4627 (Map 451) of Land Court Application 1069;
- 13. 144° 00' 1007.70 feet along Lot 4627 (Map 451) of Land Court Application 1069;
- 14. Thence along Exclusion 2 (Map 1) of Land Court Application 1069, on a curve to the left with a radius of 2,885.00 feet, the chord azimuth and distance being:  
293° 47' 45" 844.14 feet;
- 15. 285° 23' 5264.20 feet along same to the point of beginning and containing an area of 75.563 acres.

November 12, 2007  
Honolulu, Hawaii



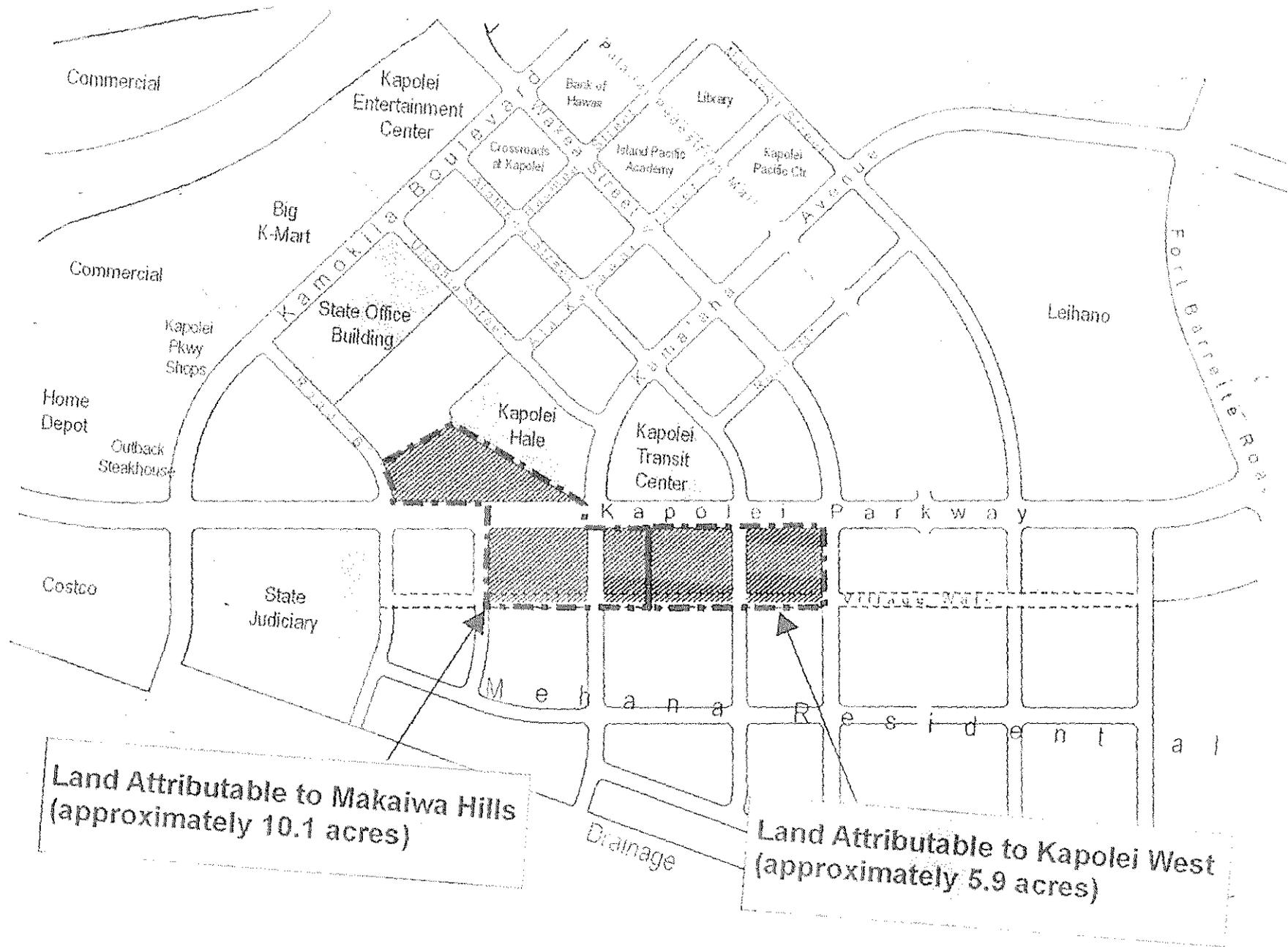
*Gary S. Takamoto*

Gary S. Takamoto  
Licensed Professional Land Surveyor  
Certificate Number 7946  
License Expires 4/08



SURVEY MAP SHOWING  
 LOT C  
 KAPOLEI WEST  
 BEING ALL OF LOT 1526 AND PORTION OF LOT 1525  
 AS SHOWN ON MAP 171  
 AND LOT D  
 BEING PORTION OF LOTS 1482 AND 1514  
 AS SHOWN ON MAPS 1083 AND 1516 RESPECTIVELY  
 OF LAND CORP. APPLICATION 1089  
 AT BOWEN'S ONE HUNDRED  
 [Professional Engineer Seal]

08-27



Land Attributable to Makaiwa Hills  
(approximately 10.1 acres)

Land Attributable to Kapolei West  
(approximately 5.9 acres)

EXHIBIT "B"

08-27

## EXHIBIT C

All of those certain parcels of land situate at Honouliuli, City and County of Honolulu, Island of Oahu, State of Hawaii, more particularly described as follows:

## LOT C:

Property Description	Map	Certificate of Title	Owner
Lot 15249	Map 1171	681,003	Aina Nui Corporation
Unit No. 7 of the Kapolei Commons Condominium Project <sup>1</sup>  (Quitclaim Deed filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 3720958)	Condominium Map No. 1941	898,761	Aina Nui Corporation
Unit No. 8 of the Kapolei Commons Condominium Project  (Quitclaim Deed filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 3720959)	Condominium Map No. 1941	898,762	Aina Nui Corporation

<sup>1</sup> The Kapolei Commons Condominium Project was established by Declaration of Condominium Property regime dated February 28, 2008, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 3716489.

LOT D:

Property Description	Map	Certificate of Title	Owner
Lot 14082 (portion)	Map 1083	729,804	Aina Nui Corporation and Kapolei Property Development LLC
Lot 16914 (portion)	Map 1316	827,201	Aina Nui Corporation and Kapolei Property Development LLC

End of Exhibit C

CITY COUNCIL  
CITY AND COUNTY OF HONOLULU  
HONOLULU, HAWAII  
CERTIFICATE

ORDINANCE 08-27

BILL48 (2008), CD1

Introduced: 06/17/08 By: BARBARA MARSHALL (BR)

Committee: ZONING

Title: A BILL FOR AN ORDINANCE TO REZONE LAND SITUATED AT KAPOLEI, EWA, OAHU, HAWAII

Links: [BILL 48 \(2008\)](#)  
[BILL 48 \(2008\), CD1](#)  
[CR-221](#)

COUNCIL	07/23/08	BILL PASSED FIRST READING AND REFERRED TO COMMITTEE ON ZONING.				
	APO Y	CACHOLA Y	DELA CRUZ Y	DJOU Y	GARCIA Y	
	KOBAYASHI Y	MARSHALL Y	OKINO Y	TAM Y		
ZONING	7/29/08	CR-221 – BILL REPORTED OUT OF COMMITTEE FOR PASSAGE ON SECOND READING AND SCHEDULING OF A PUBLIC HEARING. (CURRENT DEADLINE FOR COUNCIL ACTION 9/14/08. GRANTED A 60-DAY EXTENSION OF TIME. NEW DEADLINE: 11/13/08)				
PUBLISH	08/09/08	PUBLIC HEARING NOTICE PUBLISHED IN THE HONOLULU STAR BULLETIN.				
COUNCIL/PUBLIC HEARING	08/20/08	CR-221 ADOPTED, BILL PASSED SECOND READING, PUBLIC HEARING CLOSED AND REFERRED TO ZONING COMMITTEE. (DEADLINE: 11/13/08)				
	APO Y	CACHOLA Y	DELA CRUZ Y	DJOU Y	GARCIA Y	
	KOBAYASHI Y	MARSHALL E	OKINO Y	TAM Y		
PUBLISH	08/27/08	SECOND READING NOTICE PUBLISHED IN THE HONOLULU STAR BULLETIN.				
ZONING	09/02/08	CR-265 – BILL REPORTED OUT OF COMMITTEE FOR PASSAGE ON THIRD READING AS AMENDED IN CD1 FORM.				
COUNCIL	09/24/08	CR-265 ADOPTED AND BILL PASSED THIRD READING AS AMENDED (BILL 48 (2008), CD1)				
	APO Y	CACHOLA Y	DELA CRUZ Y	DJOU Y	GARCIA Y	
	KOBAYASHI Y	MARSHALL Y	OKINO Y	TAM Y		

I hereby certify that the above is a true record of action by the Council of the City and County of Honolulu on this BILL.

  
DENISE C. DE COSTA, CITY CLERK

  
BARBARA MARSHALL, CHAIR AND PRESIDING OFFICER