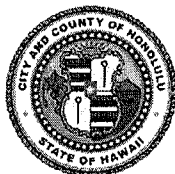


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DEPARTMENT OF PLANNING AND PERMITTING
CITY AND COUNTY OF HONOLULU

650 SOUTH KING STREET, 7TH FLOOR • HONOLULU, HAWAII 96813
PHONE: (808) 768-8000 • FAX: (808) 768-6041
DEPT. WEB SITE: www.honolulu.gov • CITY WEB SITE: www.honolulu.gov

KIRK CALDWELL
MAYOR



KATHY K. SOKUGAWA
ACTING DIRECTOR

TIMOTHY F. T. HIU
DEPUTY DIRECTOR

EUGENE H. TAKAHASHI
DEPUTY DIRECTOR

November 13, 2020

2020/SDD-45(LY)

The Honorable Ann H. Kobayashi
Chair and Presiding Officer
and Members
Honolulu City Council
530 South King Street, Room 202
Honolulu, Hawaii 96813

Dear Chair Kobayashi and Councilmembers:

SUBJECT: Application for an Interim Planned Development-Transit
(IPD-T) and Special District Permit No. 2020/SDD-45
Project: Ala Moana Plaza Mixed-Use Project
Landowner: GGP Ala Moana, LLC
Applicant: Brookfield Properties
Agent: R. M. Towill Corporation (Keith Kurahashi)
Location: 451 Piikoi Street - Ala Moana
Tax Map Key: 2-3-038: 003 and portion of 014
Acceptance Date: August 14, 2020

We recommend approval of this application for an IPD-T for the Ala Moana Plaza Mixed-Use Project. The Project includes the development of a new two-tower mixed-use development, with a maximum height of 400 feet, which includes 459 market-rate residential units, 124 affordable housing units, 1,570 square feet of commercial space, and landscaping and right-of-way improvements. The proposed Project is within the BMX-3 Community Business District, and close to the proposed Ala Moana transit station. The Department of Planning and Permitting (DPP) recommends conditions relating to the provision of community benefits, including affordable housing, multi-modal transportation improvements, and conformance with ground floor activation and screening standards; and typical approvals from other governmental agencies.

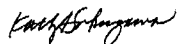
The Honorable Ann H. Kobayashi
Chair and Presiding Officer
and Members
November 13, 2020
Page 2

Attached for your consideration are our report and draft resolution with a summary sheet of the Project proposal and DPP recommendations. There were approximately 72 members of the public who attended the public hearing in-person and remotely on September 30, 2020, at the Mission Memorial Auditorium at 10:30 a.m. Testimony was given by one representative of the Neighborhood Board and nine other members of the public. Testifiers expressed concerns about view planes, traffic, pedestrian safety, general impacts of increased density on infrastructure, and impact on private property values; and support for the creation of more affordable housing and jobs.

Pursuant to Land Use Ordinance Section 2.110-2, the City Council must act within 60 calendar days after receipt of our findings and recommendation or the application is deemed denied. The City Council may extend this period of time upon receipt of a request from the Applicant for an extension.

Should you have any questions, please contact me at 768-8000.

Very truly yours,


Digitally signed by
Sokugawa, Kathy K.
Date: 2020.11.13
14:11:36 -10'00'

Kathy K. Sokugawa
Acting Director

Attachments

APPROVED:


for Roy K. Anemiyah, Jr.
Managing Director

ALA MOANA PLAZA DEVELOPMENT

Interim Planned Development-Transit (IPD-T) No. 2020/SDD-45

OVERVIEW Proposal: 583 residential rental units, comprised of 459 market-rate and 124 affordable multi-family dwellings, and approximately 1,570 square feet of commercial space.

**BONUS/
BENEFITS/
CONDITIONS**

Proposed Bonus/Flexibility	DPP Recommendation
Height - 300-foot bonus (From 100' to Max 400')	Support with Community Benefits as recommended.
FAR - 4.5 FAR bonus (From 2.5 to Max 7.0)	
Parking - Proposed: 619 (+20 motorcycle stalls) TOD Plan Recommendation: <390.25	Support. Set required parking to 220 spaces with an additional 20 motorcycle parking stalls.
Height Setback Encroachment	Support. The encroachment is limited to the northeast upper portion of the tower and does not affect mauka-makai views along the Piikoi Corridor. Allow encroachment.
Community Benefits	
Applicant Proposed: <ul style="list-style-type: none"> • Four car-share spaces • Bike share • Monetary contribution of \$100k for bike lanes • Affordable housing as described below • Various right-of-way improvements associated with any development 	DPP Support/Recommended: <ul style="list-style-type: none"> • Support with 10 spaces • Support for 20 minimum docking stalls • Support with \$140k contribution • See below Adjusted: <ul style="list-style-type: none"> • Multi-modal Infrastructure Safety Improvements • Kona and Kona Iki Easement • Improved connectivity (reflected in SD Permit) Additional community benefit recommended: <ul style="list-style-type: none"> • Contribution to Honolulu Fire Department
Affordable Housing Details	DPP Recommendation
124 affordable units, or approximately 20 percent of total units for a period of 30 years at 80 percent AMI.	<ul style="list-style-type: none"> • Provide 20 percent affordable units, pursuant to the AH Rules (i.e., room factor and unit types) for a period 45 years at 80 percent AMI. Longer period of affordability, and unit mix to accommodate more one-bedroom units (as opposed to studios).

DEPARTMENT OF PLANNING AND PERMITTING
OF THE CITY AND COUNTY OF HONOLULU

STATE OF HAWAII

IN THE MATTER OF THE)	
APPLICATION)	
)	
BY)	
)	
BROOKFIELD PROPERTIES, LLC)	FILE NO. 2020/SDD-45(LY)
)	
FOR AN)	
)	
INTERIM PLANNED)	
DEVELOPMENT-TRANSIT PERMIT)	

FINDINGS OF FACT, CONCLUSIONS OF LAW
AND RECOMMENDATION

I. GENERAL INFORMATION

A. Basic Information:

APPLICANT:	Brookfield Properties, LLC
OWNER:	GGP Ala Moana, LLC
AGENT:	R. M. Towill Corporation (Keith Kurahashi)
LOCATION:	451 Piikoi Street - Ala Moana
TAX MAP KEY(S):	Project site: 2-3-038: 003 and portion of 014; Joint development site: 2-3-038: 003, 008, 010, 011, 012, 013, and 014; 2-3-039: 001; and 2-3-040: 021, 022, and 023 (Exhibit A)
LOT AREA:	Project area: 78,976 Square Feet (1.813 Acres) Joint development area: 2,457,007 Square Feet (56.405 Acres)
STATE LAND USE DISTRICT:	Urban
DEVELOPMENT PLAN	
AREA:	Primary Urban Center
EXISTING ZONING:	BMX-3 Community Business Mixed Use District (Exhibit B)
PROPOSED TOD ZONING:	BMX-3 Ala Moana District
EXISTING USE:	Low-rise commercial buildings and parking structure.

SURROUNDING LAND USES: Commercial/retail, eating and drinking establishments, offices, and multi-family dwelling units.

- B. Proposal: The Applicant seeks an Interim Planned Development-Transit (IPD-T) permit to allow the construction of the “Ala Moana Plaza” (Project), within a quarter mile of the future Honolulu Authority for Rapid Transit (HART) Kalia station in the Ala Moana neighborhood. The Project will be located on land that is part of the 56.405-acre Ala Moana Center (AMC) shopping mall. The proposal is for a 40-story, 400-foot-high tower with 583 multi-family dwelling units, including 459 market-rate rental units and 124 affordable rental units (see Exhibits C through H). The affordable units will be rented to households earning at or below 80 percent area median income (AMI) for 30 years.

The structure will have a floor area of approximately 552,832 square feet and will include a lobby, private residential amenity areas, and a five-story parking podium with about 220 parking spaces (see Exhibit C and D). The Project also includes approximately 1,570 square feet of retail/commercial space at the northwest corner of the lot (see Exhibit E), streetscape improvements, and an additional 399 parking spaces within the existing nine-level parking structure (mauka garage) of the AMC (see Exhibits F and G). These spaces will be allocated for potential use associated with the Project site. Street frontage enhancements along Kona Street are also proposed for a 20- by 220-foot portion of the mauka garage façade (see Exhibit H). Finally, two existing one-story commercial structures will be demolished. A summary of the detailed proposal is described below.

On the ground floor, the Applicant proposes:

- A widened public sidewalk along Kona Street and Piikoi Street;
- Landscaping;
- A 1,570-square-foot low-rise retail structure;
- The residential lobby and back of house areas;
- Short- and long-term bicycle storage;
- Parking garage ingress/egress along Kona Street at the base of the parking podium and existing mauka garage; and
- A one-way multi-lane port-cochere connecting Kona Street to Piikoi Street (see Exhibit E).

On Levels 2 through 5, the Applicant proposes:

- 220 residential parking spaces and 20 motorcycle stalls (see Exhibit D).

On Level 6, the Applicant proposes:

- A recreation deck with a swimming pool, fitness area, art and community gardens, lawn area, stage, amphitheater, and lounge areas (see Exhibit I).

On Levels 7 through 39, the Applicant proposes:

- 583 multi-family rental dwelling units comprised of studios, one-bedroom, two-bedroom, and three-bedroom units;
- The 124 affordable units, which will make up approximately 21 percent of the total unit count, will be distributed throughout Levels 7 and 27.

On Level 40, the Applicant proposes:

- Three market-rate rental dwelling units, amenity space, and a lanai. (see Exhibit J).

The Project has street frontages on Piikoi Street, which is City-owned, and Kona Street, which is a private road that is part of the joint-developed site. The ground floor lobby has pedestrian entrances fronting Kona and Piikoi Streets. Internal entrances within the podium will also have access to Level 5 of the existing mauka garage with elevator and stairwell access to the AMC. Vehicular access will be through the one-way porte-cochere driveway from Kona Street to Piikoi Street, which will utilize existing curb cuts, and a two-way driveway entrance into the podium parking structure on Kona Street, requiring new curb cuts. Current public transit users would have sidewalk access to the site from the existing bus stops located along Kona and Piikoi Streets. The Applicant proposes a multi-use program with periodic events to activate the ground floor of the existing mauka garage (see Exhibit K).

- C. IPD-T Requests: The Director may grant flexibility in development standards including height and floor area ratio (FAR) for the proposed Transit-Oriented Development (TOD) Special District (SD) if commensurate community benefits are provided by the Applicant.

The Applicant requests to increase the height limit, and modify the height setback, landscaping, and parking requirements of the underlying zoning district through this IPD-T Permit. The Applicant has valued these requests at about \$21.5 million or \$60.71 per square-foot of additional floor area (based on a total assessed land value of \$33.5 million). The Applicant also seeks flexibility from the Ala Moana Neighborhood TOD Plan (TOD Plan) recommendations (Resolution No. 20-223) related to building façade transparency, building frontage setback/build-to lines, and other design standards. [Note: The

increased height, from 100 feet to 400 feet, allows more density within the footprint of the structure than could be achieved under the Land Use Ordinance (LUO). However, based on the joint-developed lot area and the existing development on the site, the proposed floor area does not exceed the LUO density limits, as discussed below.]

II. FINDINGS OF FACT

On the basis of the evidence presented, the Director has found:

- A. Description of the Site/Surroundings: The Project site is part of a joint development encompassing the larger AMC and associated private roads identified as Tax Map Keys (TMKs) 2-3-38: 003 (Parcel 3), 008, 010, 011, 012, 013, and 014 (Parcel 14); 2-3-39: 001; and 2-3-40: 021, 022, and 023 (see Exhibit A). The Project area is generally described as Parcel 3 and a portion of Parcel 14, encompassing a rectangular area of approximately 78,976 square feet (1.813 acres). This area is relatively flat and is developed with two existing one-story commercial structures, a surface parking lot, and a portion of the AMC's existing, nine-level mauka garage. The site is in the BMX-3 Community Business Mixed Use District and the State Land Use Urban District.

The joint developed lot includes a four-story shopping center, a 23-story high-rise residential tower (Ala Moana One), a 23-story office building (Ala Moana Building), an 18-story office building (Ala Moana Pacific Center), seven eight-story residential buildings (Park Lane), parking structures, and private roads. The neighborhood consists of a combination of low- to mid-rise, as well as high-rise, structures with commercial and retail, office, restaurant, multi-family dwelling uses, and hotels. Ala Moana Regional Park and Magic Island Park are across Ala Moana Boulevard from the AMC site. Surrounding properties to the north and east are in the BMX-3 Community Business Mixed Use; areas to the west (across Piikoi Street) are in the Hawaii Community Development Authority (HCDA) Kakaako District (under State jurisdiction); and areas to the south are zoned P-2 General Preservation District (see Exhibit B).

The site is approximately 180 feet from the planned HART Kalia station and will be directly adjacent to the elevated rail guideway (see Exhibit L), which will run along Kona Street with a terminus near the Kona Iki Street intersection. In the Ala Moana Neighborhood, six IPD-T projects have been approved and one other is currently under review by the City Council. Two of the proposed IPD-T Projects are proposed between Kona Street and Kapiolani Boulevard to the east of the site. The closest residential towers are located across Piikoi Street (11-story Hale Kewalo Apartment) and across Kona Street (29-story Uraku Tower). Other high-rise residential towers (40-story Hawaiki and Moana Pacific Twin Towers) are located less than one-quarter mile from the site.

B. Plans and Policies: The site is in the Primary Urban Center (PUC) and TOD Plan area on Oahu. The following plans provide policies and guidelines for development at the site:

1. Oahu General Plan (GP) and PUC Development Plan (DP): The GP sets forth the long-range objectives and policies for the general welfare and, together with the regional development plans, provides a direction and framework to guide the programs and activities of the City and County of Honolulu. The GP supports major redevelopment projects and locating major housing and economic activities in the existing urban areas.

The PUC DP emphasizes retaining the qualities that attract both residents and visitors, while encouraging growth and redevelopment to accommodate the projected increases in jobs and residential population. The key elements of the vision are summarized as follows:

- Honolulu's natural, cultural, and scenic resources are protected and enhanced;
- Livable neighborhoods have business districts, parks and plazas, and walkable streets;
- The PUC offers in-town housing choices for people of all ages and incomes; and
- A balanced transportation system provides excellent mobility.

2. TOD Plan: The revised draft TOD Plan was submitted to the City Council and most recently re-introduced as Resolution No. 20-223. The TOD Plan guides the pattern of development within the Ala Moana/Kalia station vicinity.

C. Joint Development Agreement (JDA): A Conditional Use Permit (minor) was approved on April 5, 2005 (Permit No. 2005/CUP-23) to jointly develop 12 parcels including the subject site and other associated parcels of the AMC and adjacent private roads (original TMKs 2-3-38: 001, 003, 006, and 007; 2-3-39: 001; and 2-3-40: 005, 007, 009, 011, 014, 106, and 018). These are currently identified as 11 parcels due to consolidation and other subdivision actions (current TMKs 2-3-38: 003, 008, 010, 011, 012, 013, and 014; 2-3-39: 001; and 2-3-40: 021, 022, and 023). Thus, the aggregate lots, totaling 2,713,029 square feet, are considered one zoning lot. The JDA is recorded with the State of Hawaii Land Court as Document No. 3257597.

Based on City records, approximately 256,022 square feet are dedicated to ROW and access easements. Therefore, the developable area of the joint developed site is 2,457,007 square feet. Currently, the site is developed with approximately 4,364,199 square feet, for a floor FAR of 1.8 (4,364,199 square feet divided by 2,457,007 square feet).

D. Other Permits/Approvals Required: The following permits and approvals will be required by the City and County of Honolulu:

- Compliance with the Department of Planning and Permitting (DPP) “Rules to Implement the City’s Affordable Housing Requirements” (AH Rules);
- Sidewalk Variance;
- Sewer Connection Application (SCA);
- Compliance with Park Dedication;
- Grading and Construction Plan Approval and Permits;
- Demolition and Building Permits;
- Trenching Permits;
- Drain Connection Permits;
- Major SD Permit, pursuant to the LUO Section 21-2.110-2(g)(2);
- Street Usage Permits; and
- Subdivision approval for public utility, access, and/or sidewalk easements.

Approvals required by the State may include an archaeological inventory survey plan, Construction Noise Permit, and Clean Air Permit.

E. Environmental Review, Chapter 343, Hawaii Revised Statutes (HRS): The Project is not subject to an assessment under Chapter 343, HRS, State Environmental Impact Statement Law.

F. Flood District and Sea Level Rise (SLR): According to the Flood Insurance Rate Map Panel No. 0362G, dated November 5, 2014, the majority of the joint developed site is in Zone AE with a base flood elevation of between six to eight feet; while there are several spots in Zone X (see Exhibit M). The designated Project site area lies primarily in Zone X with only a small portion on the southwest section fronting Piikoi Street in Zone AE. Zone X is outside of the 0.2 percent annual chance (or 500-year) flood. Zone AE designates the flood fringe district within the 100-year flood plain.

Data from the Hawaii SLR Viewer (Viewer) estimates the SLR exposure area by combining the footprint of three chronic flooding hazards: 1) Passive flooding; 2) Annual high wave flooding; and 3) Coastal erosion. Based on the Viewer projection, a portion of the southwest corner of the Project site along with portions of the larger joint development area will be impacted by 3.2 feet of SLR. Specifically, if a 100-year flood (or one-percent annual chance flood) were to occur, inundation is anticipated on portions of the joint developed lot diamond

head of Waimanu Street, at the intersection of Kona Street and Kona Iki Street, along Kona Street at the Keeaumoku Street and near Mahukona Street, and the east section and southern edge of the AMC.

Additionally, according to the National Oceanic and Atmospheric Administration web tool, the Project site (approximately 5 to 6.5 feet above mean sea level) would be almost completely inundated in the six-foot SLR scenario, by the end of this century, along with the surrounding properties from the coast up to Rycroft and Elm Streets, which are four and five blocks mauka of the Project area.

G. Public Agency and Community Comments:

1. Notifications and Request for Comments: The DPP requested comments from the City and County of Honolulu Board of Water Supply (BWS); Honolulu Fire Department (HFD); Honolulu Police Department; Department of Environmental Services; Department of Parks and Recreation; Department of Transportation Services (DTS); HART; and Office of Climate Change, Sustainability, and Resiliency.

Comments were also requested from the State of Hawaii Department of Land and Natural Resources (DLNR), State Historic Preservation Division (SHPD); Department of Education (DOE); Department of Health Environment Management Division and Hazard Evaluation and Emergency Response Office; Office of Hawaiian Affairs; Office of Planning; and Department of Transportation (DOT).

On the federal level, the Federal Aviation Administration Airport District office was also contacted with a request for agency comments.

Relevant agency comments are discussed in the Analysis section of this Report.

Upon acceptance of the application for processing, the Applicant notified neighboring property owners within 300 feet of the subject property, which included Associations of Apartment Owners (AOAO) and businesses, elected officials from the area, community organizations, and the news media. Copies of the application materials were also provided to the Ala Moana/Kakaako Neighborhood Board (NB) No. 11, the Hawaii State Public Library, the Waikiki-Kapahulu Public Library, the Ala Moana Satellite City Hall, and on-line at the DPP website.

2. Ala Moana/Kakaako NB No. 11: On June 23, 2020, the Applicant presented the Project to the NB. A notarized affidavit confirming that the adjoining property owners were sent written notification of the Project presentation to the NB was included in the application.

The NB did not take a position at the time; however, a Resolution was adopted on September 22, 2020 at its regular meeting and an oral and written statement were submitted to the DPP for the record. In the Resolution, the NB urged that the City Council consider the following measures for the Project:

- Limit the building structure to a height of 100 to 250 feet with provision of the affordable units to households earning 80 percent AMI or below for an affordability period minimum of 30 years to maximum 99 years;
- Have the Applicant demonstrate their internal transportation study and infrastructure is sufficient to accommodate the proposed development;
- Ensure that the towers will not impact the views and visibility of traffic or surrounding facilities during the peak sunlight hours;
- Increase the community benefits, such as increasing the affordable units with longer period of affordability;
- Avoid devaluing nearby properties (e.g., Moana Pacific, Uraku Tower Hawaii, and other residences) by reducing the Project height; and
- Incorporate more canopy trees along the street edges.

Concerns discussed by the NB will be addressed in the Analysis section of this Report.

3. Hawaii State Legislature: State Senator Sharon Y. Moriwiki and Speaker of the House, Representative Scott K. Saiki, requested that the permit application be set aside and considered only after the City Council votes to adopt the TOD Plan. In the same correspondence, they stated that a virtual town hall meeting with community residents was held on September 28, 2020. About 80 people participated. Concerns raised during the meeting included SLR, traffic, safety, view corridors, minimal community benefits (e.g., limited number of affordable units and parking spaces), and the lack of a park or open green space.
4. Public Hearing: A Public Hearing was held on September 30, 2020 at the Mission Memorial Auditorium at 10:30 a.m. with remote (web-based link, phone call-in, and smartphone app) access. There were approximately ten in-person participants, including one member of the public and City staff; and 72 remote participants.

- a. Oral Testimony: Oral testimony was received in-person from one public Participant representing the Ala Moana NB, and virtually from nine remote Participants. The Ala Moana NB member conveyed the conclusions of the adopted Resolution, as indicated above. The other oral testimonies were from seven Participants opposed to the Project and two Participants in support of the Project.

The reasons posited for opposition included the impending need for more affordable housing (100 percent rather than 20 percent); the need for additional community benefits (i.e., adopting a school or park, improving infrastructure at Ala Moana Regional Park, or providing more retail space for small businesses); lack of parking; traffic congestion; pedestrian safety; pollution (i.e., noise, air quality, and greenhouse gas); blocking private views and mauka views; impact on property values; inadequacy of existing infrastructure (i.e., traffic, schools, fire and police services, water and sewer, gas and electricity, and storm drainage); SLR and storm surge flooding; lack of green open space; and concerns that the developer would be making an exorbitant profit. One testifier stated that the Project proposal is premature as the revised draft TOD Plan is still under review by City Council, and also suggested a point value system and scorecard of community benefits to determine the bonus allowance of a development. A few testifiers expressed their belief that the developer was receiving too much in tax credits to be equitable, and shared their anticipation that the developer would continue to infill the existing shopping center with residential towers.

Those in favor of the Project expressed their support for affordable housing, expanding the housing stock (especially rental units), availability of housing near transit and retail, investment into the community, and creation of jobs especially while the County is in the midst of a housing crisis and record high unemployment rates.

- b. Written Testimony: During the Public Hearing, the DPP Hearing Officer announced the extended deadline of October 7, 2020 (initially posted as September 29, 2020 on Public Notices) to submit written testimony. Approximately 155 written testimonies were received with 106 in support of the Project and 49 opposed to the Project. One of the letters from the Moana Pacific AOA included a petition from the Moana Pacific with 244 signatures in opposition of the Project.

It should be noted that of the opposition testimonies received, about 35 of the authors identified themselves as Moana Pacific residents.

Testimony in opposition to the Project were similar to those cited during the oral testimonies including concerns related to obstructing view planes, traffic congestion (including vehicle as well as pedestrian traffic and safety), street parking availability, infrastructure capacity, lack of green open space, and anticipated adverse impacts on surrounding property values.

The written testimony included letters of support from the Pacific Resource Partnership; Hawaii Laborers' Union Local 368; and Cultural Surveys Hawaii, Inc. Testimony in support of the Project predominantly cited the need for affordable rental housing in Honolulu.

- H. Affordable Housing: The Revised Ordinances of Honolulu (ROH) Chapter 38, related to an affordable housing requirement, mandates residential development projects with ten or more for-sale dwelling units to provide an on- or off-site affordable housing component of the development Project. Rental projects are not required to comply with ROH Chapter 38.

III. ANALYSIS

The proposed development was reviewed in accordance with LUO Section 21-9.100-5, relating to the TOD and IPD-T Permit Projects.

- A. Eligibility: The Project site meets the eligibility standards and qualifies for an IPD-T Permit because the site: Is within one-half mile of the proposed transit station, is greater than 20,000 square feet in land area, will be under a single ownership, is entirely within the State Land Use Urban District, is in the BMX-3 Community Business Mixed Use District, and is shown on maps and figures in the TOD Plan as being within the future TOD SD. It should be noted that while there are multiple owners and stakeholders in the larger joint developed lot, the Applicant has shown evidence of site control for the Project area portion of the overall site.
- B. GP and PUC DP: The proposed development directs economic and residential activity to the PUC, which is consistent with the GP (Section II.G.1). The PUC DP promotes mixed land uses and provides high-density development near future transit stations. Residences in close proximity to work and amenities such as restaurants, retail, services, and other attractions allow integrated uses for convenience and to bring activity to neighborhood streets. The AMC, which is

connected to the site, is identified in the PUC DP as a regional shopping center for Oahu, as well as a potential visitor transit link along the Ala Moana/Kakaako/Downtown corridor. Bringing more residential rental units targeted at different income levels will increase livelihood, as well as improve multi-modal transit opportunities and safety initiatives in this neighborhood. Therefore, the proposal is generally consistent with the GP and PUC DP.

- C. TOD Plan: The Project is generally consistent with the TOD principles and policies, with the exception of some design standards such as the street level building frontage transparency, and maximum setback and build-to lines. The Project expands housing opportunities, reduces auto dependency, and enhances streetscapes. The extent to which flexibility may be granted and mitigated with commensurate community benefits will be discussed later in this Report.

The draft final TOD Plan was completed in April 2016 and introduced to the City Council as Resolution No. 16-293, which was subsequently reintroduced through Resolution Nos. 17-314, 18-231, 19-238, and 20-223 (current).

The purpose of the IPD-T Permit is to provide opportunities for creative, catalytic, redevelopment projects and public housing projects within the rail corridor which would not be possible under a strict adherence to the development standards of the LUO prior to the adoption of the TOD neighborhood plans, or LUO amendments related to future TOD districts. The State Senator and Representative of the District provided comments to defer the decision until the TOD Plan for the area has been adopted.

- D. Use Regulations: The dwelling and commercial uses proposed for the Project are permitted in the underlying zoning district and supported by the TOD Plan.
- E. LUO Development Standards: Flexibility may be granted for density, height, height setback, yards, open space, landscaping, streetscape improvements, parking and loading, and signage under the IPD-T Permit, if the application demonstrates that the modifications accomplish a Project design consistent with the goals and objectives of TOD, and the requests are commensurate with the contributions provided in the Project plan. The degree to which the Applicant complies with the LUO BMX-3 Standards and the TOD Plan guidelines are summarized below.

1. Maximum Density: No density bonus is required for the site. The lot area of the joint developed lot is 2,457,007 square feet. Under the LUO, the base density limit is about 6,142,517 square feet (FAR of 2.5). Based on City records, the current floor area of the joint developed lot is 4,364,199 square feet. With the addition of approximately 552,832 square feet for the Project, the revised total square footage is 4,917,031 square feet. This equates to a FAR of 2.0, which is well within the LUO base limit.

Therefore, technically the proposal does not involve a density bonus request. However, the TOD Plan recommends various FAR limits across the joint developed lot, ranging from 2.5 in the vicinity of the shopping mall, to 10.0 along Kapiolani Boulevard. The Plan recommends a FAR of 7.0 along the makai edge of Kona Street where the Project is located.

The Applicant defined the Project area as Parcel 3 and enough of Parcel 14 to make the FAR equal 7.0. That is, the application identified the Project area as 78,976 square feet, for which a 7.0 FAR equals 552,832 square feet. This corresponds exactly with the requested floor area.

The Project site boundary lines bisect the existing mauka garage, and does not follow any parcel boundaries or other defined metes and bounds. The delineated Project area is designed to obtain the density the Applicant seeks, but is arbitrary since it is tied by joint development to the AMC. Further, the portion of Parcel 14 being called out as part of the Project area is already developed with a *portion* of a nine-level mauka garage, of which a portion of the 399 parking spaces *may* be dedicated to the Project in the future. The actual redevelopment is confined to Parcel 3 with only visual screening and multi-use activities proposed for the existing portion of Parcel 14.

If the 7.0 FAR was constrained to the lot area of Parcel 3, the maximum allowable floor area would be 276,941 square feet, or an equivalent of approximately 21 floor levels if the lower floors of the tower were retained with the current floor plans. However, since this is the first Project of its kind within this portion of the AMC, and it is seeking the height limit delineated in the TOD Plan, we find the density level is consistent with the TOD Plan. The Applicant will have to track proposed floor area makai of Kona Street for future developments to ensure this portion of the AMC will be consistent with the Plan's proposed 7.0 FAR limit.

Based on the above, the current Project is consistent with the density levels proposed under the TOD Plan, and no density bonus is needed based on the LUO development standards.

2. Maximum Height: The maximum height limit for the site under the LUO is 100 feet. The TOD Plan specifies a height limit of 400 feet for this portion of the joint developed zoning lot. Through the IPD-T Permit, the Applicant seeks to exceed the height limit by 300 feet for the full allowance of 400 feet, which is allowable only if the Applicant proposes commensurate community benefits, as further analyzed below. In this case, the Applicant proposes a 40-story tower where a 10-story tower would otherwise be allowed. There are 31 floors above the height limit.

The floor plate is approximately 16,362 feet up to the 10th floor and gradually decreases to 12,650 feet at the 40th floor, so the total floor area above the height limit is approximately 443,008 square feet. Because the increased square footage achieved with the structure's height is the main bonus sought, the community benefits provided should be commensurate with and mitigate the impacts of this overage. The community benefits, consistency with the TOD Plan, and potential impacts on views, wind, and shadows will be evaluated below.

3. Height Setback: The IPD-T provisions allow the height setback to be modified from the LUO standards where adjacent uses and street character will not be adversely affected. The LUO height setback standard is measured 40 feet vertically at the buildable area boundary, and then forms a setback at a rate of one foot per 10 feet of additional height. The tower encroaches into the north boundary height setback (along Kona Street) starting at the base of Level 26 (about 250 feet). The maximum encroachment into the height setback is approximately 21 feet (see Exhibit N). With the tapered design of the tower, the encroachment is about 128,717 cubic feet at the top northeast section of the building face fronting Kona Street. The potential impacts of the height setback will also be evaluated below.
4. Yards and Build-to Lines: The Project area has two front yards and no side or rear yard requirements due to the joint development previously discussed (Conditional Use Permit No. 2005/CUP-23). Although Kona Street is part of the joint developed site, it is still considered a "street" for purposes of the LUO, so the area along that street is subject to a minimum five-foot front yard. The Project meets this development standard. However, the conceptual Project plan does not meet the TOD Plan recommended build-to lines along those streets at five feet for at least 70 percent of the building, with a maximum setback of 10 feet. While the Project includes ground-floor retail space near the corner of Piikoi and Kona Streets, most of the remainder of the two frontages will not be dedicated to active ground floor activities.

The corner retail space spans about 99 linear feet along both streets. A wide driveway (including vehicular, bicycle, and pedestrian paths) cuts diagonally across the site, creating a cumulative opening of about 145 linear feet along both frontages. Along both streets, the Applicant proposes a wider sidewalk, with a small open area called out as "retail/parklet" on the plans along Kona Street. Floor area dedicated to interior loading and back-of-house spaces is behind the open area. Along the makai portion of Piikoi Street, pedestrian entrances to the residential plaza and lobby are proposed.

The parking podium above these ground floor frontages will cantilever over a portion of the frontage zone (i.e., transitional space between building and ROW), ramp/building access, proposed landscaping, and open area (not within the minimum five-foot yard).

The conceptual Project plan proposes build-to lines ranging from about 10 to 23.5 feet of width fronting Piikoi and Kona Streets, and the diagonal orientation of the driveway which takes up a relatively large percentage of the frontage. However, the diagonal orientation of the building is designed to align with the driveway/porte-cochere for taxi and rideshare with one-way access from Kona Street to Piikoi Street, utilizing the existing curb cuts (currently, vehicular access to a surface parking lot). Vehicular access for residents and guests to the parking podium is via an entrance on Kona Street; they cannot cut-through the porte-cochere from Piikoi Street as it is in the wrong direction to access Kona Street. This prevents stopping traffic along Piikoi Street and reduces vehicular interference across pedestrian paths. The stated purpose of the increased build-to line is to provide an engaging ground-level environment for pedestrians.

The specific circumstances of the Project warrant flexibility, but the approval should be conditioned to require the Applicant to submit a ground-floor plan for review and approval with the Major SD Permit application that shows details of the property line/street frontage relationship that create a robust pedestrian environment.

5. Other TOD Development Standards:

- a. Tower Separation: The TOD Plan recommends a minimum separation between tall buildings of 100 feet. The proposed tower is approximately 187 feet from Uraku Tower (29 stories) and 213 feet from the Hale Kewalo Apartments (11 stories) across Piikoi Street (see Exhibit O). The closest 400-foot-high towers in the vicinity are the Moana Pacific Tower (west) and Hawaiki Tower, which are approximately 750 feet and 300 feet from the site, respectively. Thus, the Project complies with this TOD Plan recommendation.
- b. Ground Floor Parking Structure Activation: The existing mauka garage of the AMC, which may contribute parking for the proposed Project, will be facing the planned HART station, but it lacks any engaging ground floor activity. DTS plans suggest that this area within the garage be used as a future bus transit station. As such, it is impractical to alter the ground-floor space for retail amenities or other commercial uses. However, given its proximity to the station and the anticipated high pedestrian traffic along this portion of Kona

Street, improvements should be required in the near term for ground floor activation and to provide a better pedestrian experience. To this end, the Applicant proposes a multi-use program, including periodic events and/or gatherings that are temporary in nature, such as farmer's markets, community-supported agriculture, retail/concession stands, art, and similar activities. To ensure such temporary uses contribute to street-level activation, we recommend they occur a minimum of six times per year. This should be required as a condition of approval.

If the DTS acquires and converts this portion of the mauka garage into a bus transit center in the future, which would activate the space and serve as an immense community benefit, the programming could not continue. Therefore, active programming of events six times a year should be continued until an agreement is reached between the City and the developer regarding the bus transit station.

- c. Building Orientation and Placement: The Project generally complies with the building placement guideline. The tower itself is largely in a mauka-makai orientation, although its Piikoi Street-facing façade is at a slight diagonal, with the mauka portion of the structure being slightly wider than the makai portion. The corner retail structure is also oriented parallel with Piikoi and Kona Streets and is within 30 feet of the corner. The adequacy of the tower orientation will be further discussed in the views section below.
6. Landscaping: Pursuant to LUO Section 21-3.120-2(c)(1), except for necessary driveways and walkways, all yards must be landscaped. The yards for the Project are proposed as a combination of hardscape and landscaped areas for trees and groundcover (see Exhibit P). The Project's tree planting plan should align with the guidance of the DPP's draft Ala Moana TOD Street Tree Plan for the ROW, and meet the City's tree canopy standards. The Project proposes Kukui trees, Loulu palms, and Hala trees, whereas the current draft of the Street Tree Plan recommends Rainbow Shower, Podocarpus Gracilior, and Alahee. To meet TOD design principles, street furniture, planters, and other similar improvements should be placed on the outer edge of pedestrian paths closer to the street rather than between the sidewalk and building frontages along Piikoi and Kona Streets. These modifications will promote activity and safety and should be required as a condition of approval. The revised landscape plan and street furniture should be submitted as part of the SD Permit application.

Additionally, the LUO requires screening of parking structures. The Applicant proposes screening on the mauka garage on the anticipated concourse level, but not at the ground level (see Exhibit H). In order to satisfy the intent of LUO Section 21-4.70(c), the blank wall of the loading area, parking garage, and parking podium should be screened with green walls, hanging plants, or an architecturally integrated false façade. The AMC parking structure extends far beyond the Project area, so this screening may be limited to the extent of the station along Kona Street. This will be consistent with the TOD Design Guidelines to adequately screen and buffer the parking structure visible on the concourse level and on the ground level ewa toward Piikoi Street.

The design elements screening the existing mauka garage should be integrated with the Project concept visually and should have similar treatment to the proposed podium. The screening should incorporate openings for clearly designated pedestrian and bicycle paths and entrances. Detailed landscaping, outdoor furniture, and screening plans will be reviewed and approved during the SD Permit process. Revised plans and detailed specifications should be submitted with the SD Permit application as a condition of approval.

7. Parking and Loading: The off-street parking requirements and provisions are summarized in the following table. The parking and loading plans are shown in Exhibits D, F and G.

The LUO required parking for the Project would be 843 spaces. The TOD Plan recommended parking would range from 419 to 761 spaces. The Applicant proposes a total of 619 unbundled parking spaces, comprised of 220 new parking spaces in the proposed podium parking structure and 399 existing parking spaces, which can be potentially leased from the AMC premises. An additional 20 new motorcycle stalls are proposed in the Project's podium parking structure. The LUO allows for the conversion of off-street parking stalls to be converted to bicycle or motorcycle parking areas of equivalent or larger areas, but does not specify standards for motorcycle spaces.

There is adequate surplus parking in the existing adjacent parking structures should the Project need additional parking. The joint developed status of the AMC allows the Project site to utilize the parking on the other parcels. Thus, if the 220 standard spaces and 20 motorcycle stalls in the new podium are insufficient to meet the demand for parking by Project residents, additional parking spaces may be leased from the existing adjacent parking structures of the joint developed site. Therefore, the required Project parking should be, as proposed by the Applicant, 220 new parking spaces.

Use	LUO Parking Standards BMX-3 (spaces)	TOD Parking Standard	Number of Units/ Floor Area Square Feet (sq. ft.)	Required LUO Parking (spaces)	Recommended TOD Spaces	Required Loading Spaces
Multi-Family Dwelling Units by Size: < 600 sq. ft. 600 - 800 sq. ft. > 800 sq. ft.	One per unit 1.5 per unit Two per unit	Minimum: 50 percent of LUO requirement Maximum: 1.25 per unit	339 93 151	780.5 (339 x 1 + 93 x 1.5 + 151 x 2)	Minimum <390.25 Maximum 728.75	Three
Guest Parking	One per 10 units	50 percent reduction	583	58	29	-
Retail/Eating and Drinking/ Personal Services	One per 400 sq. ft.	No requirement, up to 50 percent of LUO requirement	1,570	Four	0 - 2.75	0
Total Parking and Loading Requirements				843 (842.5)	<419 to 761 (½ LUO: 421)	Three (two full-size, one small)
Total Parking/Loading Spaces Proposed				619 (220 new standard spaces, and 399 existing spaces) + 20 new motorcycle stalls		Four (two full-size, two small)

Three loading spaces are required by the LUO and the Applicant proposes two full-size loading spaces (12 feet x 35 feet with 14-foot vertical clearance) in the new podium parking structure and two smaller loading space (8.5 feet x 19 feet with 10-foot vertical clearance) in the mauka garage (see Exhibit D). All loading activities will take place in the parking structure with access through the northeast side of the Project site along Kona Street. The Project complies with the LUO minimum standards.

8. Bicycle Parking: The bicycle parking requirements and provisions are summarized in the table below. Bicycle parking is shown in Exhibit Q.

Use	LUO Bike Parking Standards (Short/Long term)	Required by LUO (Short/ Long term)	Ala Moana TOD Plan Standards	Required by Ala Moana TOD Plan
Multi-family Dwellings (583 units)	One per 10 units/ One per two units	58.3/ 291.5	One per 1,600 square feet	235
Retail (1,570 square feet)	One per 2,000 sq. ft./ One per 12,000 sq. ft.	1/ 0.13	One per 2,400 sq. ft.	One
Required Bike Parking	359 total (59.3/ 291.63)		236 total	
Bike Parking Proposed Short/Long Term		362 total (62/300)		

The LUO and TOD Plan provides minimum bicycle parking standards for the proposed uses on the site. The LUO requires 59 short-term and 292 long-term bicycle parking spaces; while the TOD Plan standard requires a total 236 bicycle parking spaces. The Applicant states that they will provide 62 short-term bicycle parking spaces and 300 long-term bicycle parking spaces, which satisfies the requirements.

Short-term parking should be visible, easily identifiable, and conveniently located near building entrances. Long-term bicycle parking spaces should be located in a secure and covered location, and should also be conveniently located and easily identifiable. The drawings show an area for short-term/long-term bicycle parking along Piikoi Street and within the existing mauka garage. An additional uncovered bicycle rack is shown along Piikoi Street. Revised plans included with the SD Permit should indicate details on the location of all spaces, number of spaces, rack types, as well as wayfinding signage.

The Applicant also proposes to install a bike share station somewhere on the site. The station must be provided on private property to be considered a community benefit. The Applicant must provide a flat surface, approximately 550 square feet in area (50 feet x 11 feet), in an area that receives at least four hours of sunlight per day to accommodate the station. Further, as a community benefit, the Applicant should be required to fund

the bike share stations and bicycles through Bikeshare Hawaii or other City bike share partners. These should be conditions of approval.

F. Other Development Considerations:

1. Traffic and Maneuverability: Current traffic conditions around the site warrant improvements which should be required as a mitigation measure for the Project. A traffic impact analysis report (TIAR) was prepared by Austin, Tsutsumi & Associates, Inc. on July 7, 2020, based on the conceptual Project. According to the TIAR, the Project is projected to *generate* 61 new AM peak hour trips and *reduce* PM peak hour trips by 17 trips due to the restaurant and other amenities in close vicinity to the residential Project. Therefore, the TIAR concluded the Project would not pose a significant impact compared to base year 2024 projections. However, the existing conditions near the site show peak hour traffic congestion, especially during the hours of 5:00 to 5:30 p.m. The congestion and vehicle queuing along Kapiolani Boulevard - eastbound is partially attributed to imbalanced lane utilization, frequent bus blockages and high pedestrian volume. The State DOT commented on the Level of Service (LOS) at the Piikoi Street and Ala Moana Boulevard intersection, particularly the signalized turns, which are operating at LOS E and F. When the conditions of the area without the Project are lower than the threshold of LOS D, mitigation measures should be identified and the Applicant should provide a fair share contribution to mitigate regional impacts. Also, the increased pedestrian and bicycle traffic from the Project is not accounted for in the TIAR. In order to control the prevalence of collisions and improve traffic flow for different modal trips, additional studies and mitigation measures should be addressed as follows:
 - a. Transportation Planning: Although a draft Traffic Management Plan (TMP), including a Construction Management Plan, was prepared with the TIAR (dated July 7, 2020); a Transportation Impact Assessment (TIA) is needed, by both the DPP and the DTS. A TIA should be submitted that examines the vehicle, pedestrian, bicycle, and public transit stress and comfort levels at the nearby intersections and Project access driveways with corresponding improvements to mitigate these impacts, including:
 - (1) An optimization study of the Piikoi Street and Kona Street intersection traffic signal for multi-modal operations. Specifically, the study should consider the impact of signal timing and intersection geometry/design on the most vulnerable users, and should incorporate the planned protected bike lane on Piikoi Street;

- (2) Proposed improvements in the Project description should include the multi-modal intersection improvements, any changes to the median, TheBus/TheHandi-van transit easements along Kona and Kona Iki Streets, and bike share facilities; and
- (3) A parking study consisting of an analysis of parking utilization, turnover throughout the day, justification for the proposed parking spaces and consideration of other alternatives for parking management such as shared-parking agreements or a park-and-ride facility.

The results of the TIA should inform the final TMP, including:

- (1) Traffic Demand Management (TDM) strategies to minimize vehicular trips for daily activities by residents and employees that can contain carpooling and ride sharing programs, transit, bicycle, and pedestrian incentives and other similar measures;
- (2) A Bicycle Plan, identifying the location, number of spaces, and signage for bicycle racks and circulation pattern for bikes;
- (3) A Pedestrian Circulation Plan to provide accessibility and connectivity to the surrounding public sidewalks and street intersections, showing safe routes to the planned transit station and surrounding activities, and an evaluation of the effective sidewalk widths based on Complete Streets initiatives;
- (4) Additional signaling and ROW improvements that will aid the flow and safety of different modal traffic; and
- (5) A Parking Management Plan (PMP) including an analysis of the parking/loading/valet operations. Due to the proposed physical separation between the two-lanes within the porte-cochere, the PMP should identify which lane is the bypass lane and how traffic control will be managed. It should be clearly stated that the porte-cochere shall not operate as two separate drop-off/pick-up areas in the two lanes.

A post TMP should be required approximately one year after the issuance of the certificate of occupancy (CO) to validate the relative effectiveness of the various TDM strategies identified in the initial report.

The updated TIAR requested by the DPP, including supplemental studies or subsequent updates, should:

- (1) Reflect any changes in driveway operations should they occur; and
- (2) Indicate when the Keeaumoku Street and Kona Street intersection traffic signal, assumed in the July 2020 TIAR, will be installed and by whom.

The TIAR should then be updated to reflect the data and analyses contained in the TIA. A schedule of the expected development milestones should also be included in the final TIAR. The post TIAR should be conducted approximately one year after the issuance of the CO to validate the traffic projections, distribution, and assignment contained in the initial TIAR. The recommendations of the report should be implemented, in coordination with the DPP.

Furthermore, construction plans for all work within or affecting public streets and traffic control plans during construction will be required for review and approval. A street usage permit from the DTS will need to be obtained for any construction-related work that may require the temporary closure of any traffic lane or pedestrian mall on a City street. Since the area serves as an important transit hub, Project plans will also be reviewed by the DTS Transportation Mobility Division for approval. Additionally, the Applicant will have to keep area residents, businesses, NB, representatives, emergency personnel (i.e., fire, ambulance, and police) and Oahu Transit Services, Inc. (i.e., TheBus and TheHandi-van) apprised of the Project status and impacts on any of the adjoining local street area network.

These should be conditions of approval.

- b. Driveway and Sidewalks: The Project designates a new two-way driveway entrance on Kona Street into the podium parking structure, and a one-way (Kona Street to Piikoi Street) driveway/porte-cochere utilizing the existing curb cuts along Kona Street and Piikoi Street, as shown in Exhibit K.

The proposed ROW improvements aim to enhance the sidewalk pedestrian experience with five-foot-wide landscaping strips, seven-foot-wide pedestrian paths along the existing sidewalk, and an almost 13-foot-wide section for a “retail/furniture/parklet” zone called out on the plans along Kona Street, which will be a major artery for pedestrian passage from the planned HART station. Similarly, 8.5-foot-wide to 16.33-foot-wide pedestrian zones with average 14-foot-wide landscaping strips are proposed along Piikoi Street (see Exhibits R through W). This is consistent with the development standards of the TOD SD. However, the TIA should be performed and referenced for any additional safety improvements for multi-modal circulation.

The Project’s streetscape design reduces the sidewalk’s usable width by bifurcating the pedestrian path; this should be modified to accommodate high pedestrian volumes. The design should remove or relocate the landscape obstructions to create a straight travel path along the Piikoi Street sidewalk and maintain a minimum pedestrian path width of 10 feet. The site plan should include a rendering of the ground floor design showing proposed street trees, planters, and the pedestrian walking zone next to the proposed development. Furthermore, landscaping should be located and maintained such that it will not interfere with pedestrian and vehicular sight lines.

To further improve pedestrian circulation, the open area planned along Kona Street, adjacent to the loading area wall, should be reoriented outward towards Kona Street, while removing the plantings that create a visual and physical barrier. The Applicant should also clarify details of what is proposed within the frontage zone (e.g., ground cover, street furniture, etc.). Inclusion of such design details, such as the sidewalk width, furniture, landscaping, and screening, should be submitted through the SD Permit as a condition of approval.

As previously mentioned, there are two other proposed IPD-T development Projects along Kona Street. These Projects are providing funds or including street and ROW improvements in their scope of work to improve pedestrian and bicycle infrastructure toward the Diamond Head side of the site. The improvements include widened sidewalks, street trees, and/or bike lanes to improve connectivity to the existing network.

The DPP and DTS are working with those Applicants, and will work with this Applicant, to ensure improvements are coordinated. Due to the proximity of the rail guideway and future Kalia station and the existing HART easement along Kona Street fronting the site, the Applicant is working in conjunction with HART to coordinate median improvements, rail post positioning, and sidewalk improvements.

A surface encroachment variance will be required to permit any nonstandard improvements within the City ROW (i.e., planters, landscaping, or street furniture). A sidewalk variance will be required to permit any nonstandard sidewalk finish (i.e., pavers) proposed in the City ROW; however, it is recommended that the materials used for the sidewalks within the property be consistent across the entire frontage, including across any driveways to signal pedestrian priority, with preference for the City's standard brushed concrete material and finish. As recommended by the TOD Plan, the colors selected for any material should match the City's concrete sidewalk to avoid incongruous patchwork effects and to allow for easy repairs throughout the area. Details of material, finish, and color for the sidewalks should be submitted for review as part of the SD Permit. This should be a condition of approval.

- c. Multi-modal Circulation Safety Improvements: According to the DTS analysis for the pending draft publication of the Oahu Pedestrian Plan, Piikoi Street is a high injury corridor necessitating pedestrian and bicycle infrastructure improvements. The TIA, as previously discussed, should recommend multi-modal safety improvements at the intersection of Piikoi Street and Kona Street that the Applicant would be responsible to construct/install in order to mitigate the impact of neighborhood densification, and increasing the demand and risk of using the ROW. Such improvements may include:

- Traffic signal timing optimized for the most vulnerable road users;
- Intersection geometry/design improvements such as lane reductions and curb extensions (i.e., northeast corner of intersection), to shorten pedestrian crossing distances, improve line of sight, and increase sidewalk capacity; and
- Leading bicycle intervals or other signal changes to facilitate bicycle movements from the Piikoi Street bike lane.

Recommendations should be submitted by the Applicant to the DTS prior to the issuance of any building permits.

2. Environmental and Archaeological Conditions: The site is in an urban environment with a low-rise development, paved surface parking lot, and limited landscaped buffer; thus, there is no expectation of discovering endangered flora or fauna. While DLNR SHPD did not respond to the DPP's request for comments, an Archaeological Literature Review (ALR) and Field Inspection was prepared by Cultural Surveys Hawaii, Inc. and included a recommendation for an Archaeological Inventory Survey (AIS) to be prepared. The site is comprised of mixed fill land, which may have been a former pond and location of a historic structure. According to the ALR, archaeological remains have been found across Kona Street and within the joint developed AMC site in similar soils. Since the Project will involve ground disturbing activities for the redevelopment of the site, there is potential for the discovery of additional significant resources, as reported by Cultural Surveys Hawaii, Inc. in consultation with SHPD and cultural descendants. The Applicant should prepare an AIS report and commit to mitigation and protocols of all archaeological historic properties and cultural resources identified on site. Alternatively, the Applicant should provide a letter from SHPD that indicates an AIS is not required. This should be a condition of approval.
3. Infrastructure: The following describes the area's infrastructure. More specific details will be reviewed at the time of building permit application; therefore, unless otherwise stated, no conditions of approval are necessary.
 - a. Water: The BWS commented that the existing water system is adequate to accommodate the proposed Project. The final decision on the availability of water will be confirmed when the building permit application is submitted for approval.
 - b. Wastewater: The DPP approved the SCA No. 2020/SCA-0554 on May 8, 2020, for a new 618 unit mixed-use development with 1,000 square feet of retail for the site. A modified or new SCA may be required to reflect the final residential unit count and square footage, and type of retail tenant for the Project.
 - c. Drainage: Currently, the Project site is almost entirely paved, with stormwater runoff flowing into existing stormwater catch basins along the public streets.

The proposed development will have a net decrease in runoff due to the decreased impervious surface area from the additional landscaping on the site.

The Applicant proposes to connect a new 18-inch drain line to the City system along Piikoi Street to improve stormwater management. The Project will have to comply with the prevailing stormwater quality standards at the time the construction/grading plans are submitted to the DPP for review. Compliance with all applicable drainage and stormwater runoff requirements will be confirmed during the review of related development permits and/or approvals.

- d. Schools: The public schools that serve the Project site are Kaahumanu Elementary School, Washington Middle School, and McKinley High School. The demand for DOE student services generated by the Project is estimated to be an enrollment of 71 students. The DOE provided comments confirming that the Project is located within the Kalihi-Ala Moana School Impact District, requiring a fee of \$3,864 per unit, or approximately \$2.25 million. In accordance with the HRS Chapter 302-1606, residential developments with 50 or more units are required to execute an Educational Contribution Agreement with the DOE.
 - e. Fire Safety: The HFD provided comments on the limited capacity and resources of their existing stations to accommodate the demand for services from the continued growth in the Ala Moana neighborhood. The recommended fee was estimated at \$1,500 per residential unit and/or \$5 per square foot of commercial development to ensure that the appropriate public safety costs are shared by developers. Prior to issuance of any building permit, the appropriate dollar amount to accommodate the impact of the Project should be confirmed by the HFD, including acknowledgement that 20 percent of the multi-family units will be designated as affordable units. This should be confirmed.
4. Public Views: Given the requested 300 feet of additional height and the encroachment into the height setback, impacts to public views must be considered. The panoramic view from Ala Moana Regional Park toward the Koolau Range, and the mauka-makai view down Piikoi Street are identified as important viewsheds in the PUC DP and TOD Plan.

Significant impacts to public views, as identified in the PUC DP and TOD Plan, are not anticipated because of the Project's tower siting. The proposed tower is oriented lengthwise in the mauka-makai direction and its width is limited to 99 feet (in the direction parallel to Kona Street) above the height of 150 feet (see Exhibit X). The proposed tower will be set back from the Piikoi corridor above the five-story podium and, due to the building façade sloping inward as it rises in elevation, the concentration of building bulk will be at the base toward the east of Parcel 3.

From Magic Island, the base of the proposed tower will be partially blocked by the Park Lane residential development below the Koolau Range horizon and would be embedded among a cluster of high-rise buildings (Uraku Tower, 615 Piikoi, and Moana Pacific Towers), which already obstruct the Koolau Range ridgeline. Thus, because of the existing tall buildings, the impact on public views will not be significant.

The testimonies from the Moana Pacific Towers residents primarily reference the blockage of private makai views from their individual units by the proposed Project and an anticipated devaluation of their properties. City plans only regulate public views. The 400 feet is consistent with the TOD Plan, which received community input. Therefore, no condition regarding the proposed towers is recommended.

5. Shadow Study: The Applicant provided a shadow study indicating that the structure is likely to periodically cast shadows on surrounding commercial and residential buildings, as well as adjacent roads and the planned HART station mostly during the early morning (before 9 a.m.) and late afternoon hours (after 3 p.m.). It suggests that while the impact is minimal during the mid-day sunlight hours on neighboring properties, long shadows during the winter solstice may adversely impact properties to the west and northeast by shortening their direct sunlight hours. Portions of the Uraku Tower would experience shading two seasons out of the year during the late afternoon hours. The shadows during mid-day would primarily be on the Project site and may provide some shade covering for the planned HART station during the late afternoon hours. While a 400-foot tower invariably generates a certain amount of shadows, in this case the structure is relatively narrow and is sited within an area already highly developed. Furthermore, the shadows will not adversely impact any important public open spaces, parks, or plazas. Therefore, the minimal shadows resulting from the development of rental housing are unlikely to generate significant adverse impacts, and no related conditions of approval are necessary.
6. Wind Study: Based on a preliminary wind study, dated June 26, 2020, acceptable wind conditions are anticipated at all surrounding sidewalks, building perimeter, and drop-off areas throughout the year due to favorable design features such as recessed areas at grade level and tower setbacks at upper levels. Higher winds are expected on the Level 6 outdoor recreation deck at the north corner and along the west perimeter, where additional wind control measures are recommended. Wind mitigation measures, such as tall parapet, trellises, and/or large trees have been recommended for the Level 6 podium deck. An updated wind study and wind tunnel test is recommended to quantify the wind conditions and evaluate the effectiveness of any wind mitigation strategies for public areas

or areas designated for park dedication. As a condition of approval, the Applicant should implement the recommendations of the wind study, particularly if any portion of the affected area is used for park dedication.

7. Sunlight Reflection: The Project conceptual plan shows floor to ceiling windows which may cause reflectivity and glare on adjacent properties, the planned HART station, and public roads. In order to prevent any hazards, the Applicant shall abide by the LUO Section 21-4.90 restricting any building wall from containing a reflective surface for more than 30 percent of that wall's surface area, and will be required to comply with the current Building Code and Energy Conservation Code standards. Additionally, the Applicant should submit detailed specification and a narrative description in their SD Permit ensuring that the building materials, finishes, and colors are nonreflective, subdued in nature, and compatible with nearby structures. This should be a condition of approval.
8. Signage: The Applicant had not submitted a Project signage plan at the time of this application, but a sign master plan exists for the AMC (File No. 2014/ZA-13). The business signage, directories, and identification signs may all be designed and proposed later. All signage must comply with the existing sign master plan or will require a modification to the Zoning Adjustment permit.

LUO Section 21-9.100-5(c)(9)(B) requires TOD-related wayfinding signage to be included in the Project. The Applicant should be required to develop effective wayfinding signage on-site and/or in the ROW to the rail station, bus stops, taxi stands, car-share, bicycle facilities, regional attractions, public parks, on-site public gathering spaces, and significant cultural sites in the area. A signage plan, including wayfinding signage, should be submitted to the DPP prior to the issuance of building permits. This should be made a condition of approval.

- G. Affordable Housing: The Applicant has proposed to provide approximately 20 percent of the residential rental units as affordable housing units aimed at households earning 80 percent AMI or below as a community benefit for a period of 30 years.
1. Consistency with ROH Chapter 38 and Affordable Housing Strategy (AHS): Pursuant to ROH Chapter 38, the residential portion of a Project that is comprised solely of rental units without a for-sale component is not required to provide affordable housing.

However, the Mayor's AHS outlines the critical need for more affordable rental housing for households at 80 percent AMI or below for a minimum period of 30 years, and recommended that developers consider including affordable rental units in their community benefits proposals. The Applicant's proposal complies with the AHS.

2. Other Affordable Housing Considerations: It should be noted that the proportion of affordable units proposed for this Project is similar to what has been conditioned for previously approved IPD-T projects in the Ala Moana area, although a portion of their affordable units were a requirement for the number of for-sale multi-family dwelling units or hotel units being developed. In this case, the provision of affordable rental housing is the primary community benefit proposed for the Project, which is seeking a height limit of four times higher than the underlying zoning would allow. To bring a closer balance between higher building height and community benefits, a larger affordable housing term is recommended. Generally, new lower income housing projects seek tax credit relief which usually involves a 60-year affordability period. The Applicant is not planning to seek tax credits, so a lesser affordability-restricted period would be appropriate. Thus, the affordability-restricted period should be extended to 45 years.
3. In this case, since the rental residential development is not required under ROH Chapter 38, all the affordable housing units (20 percent of dwelling units) may be considered a community benefit for the Project. Thus, compared to other IPD-T projects, the Applicant has assigned a higher value to the affordable housing benefit.

Furthermore, the Project likely qualifies for other financial incentives and affordable housing exemptions through Ordinance 18-1, such as reduction in park dedication requirements, wastewater service facility charges, building permit and review fees, real property tax, etc. The primary benefit, extended over the extent of the affordability period, will be the low-income rental real property tax exemption, which is granted to the entire development, including market-rate units. In order to qualify for this exemption, 20 percent of the dwelling units must be affordable to households earning 80 percent AMI or below for a minimum 15 years. Since there are no for-sale units on the site which would create separately assessed tax parcels, the entire residential portion of the parcel (market-rate and affordable units inclusive) will qualify for the exemptions under the current ROH Section 8-10.

In other words, the residential tower will be exempt from all property taxes for the Applicant-designated affordability period of 30 years and receive other incentives for the development costs of affordable housing. This benefit has not been highlighted in previous reports on similar IPD-T projects, but should be given consideration.

4. Compliance with AH Rules: As previously mentioned, the provision of affordable housing units in this Project is not subject to the provisions of ROH Chapter 38; however, as a community benefit, the affordable housing must comply with the AH Rules.

The diversity of unit types and adequate dispersal throughout the Project will be reviewed and approved in accordance with the AH Rules. The Applicant should be aware that the AH Rules recommend an affordable housing unit mix that is congruent with the market-rate unit mix such that the number of bedrooms in affordable units are the same or more than the number of bedrooms in market housing units. The applicable room factor is specific to the rail transit areas and PUC. Under the current proposal, a disproportionate number of the proposed 124 affordable units (76 percent) are studios. The proposed market-rate unit mix is as follows: Studio: 21 percent; One-bedroom: 53 percent; Two-bedroom: 21 percent; and Three-bedroom: 6 percent. If these same proportions were applied to the affordable housing component, the resultant number of affordable housing units may be lower than the developer's initial proposal, but it would provide a better variety of units.

Based on DPP analysis of the proposed and existing affordable housing stock, we recommend including more one-bedroom units in the overall affordable unit mix. This may affect the resultant affordable housing stock and lower the total unit count from the proposed Project, but will provide unit types that can comfortably accommodate larger households. Therefore, we recommend that a minimum of 20 percent of the total units be affordable and that they meet the room factor requirements, and should be provided to households earning 80 percent AMI or below for a minimum period of 45 years.

- H. Guidelines for Review and Approval of the Conceptual Plan: In accordance with LUO Section 21-9.100-5(h), prior to the approval of a conceptual plan for an IPD-T Project, the City Council must find that the Project concept, as a unified plan, is in the general interest of the public. The following sections analyze the Applicant's proposed community benefits, discuss which ones will provide a benefit to the general public, and recommend additional contributions to the community that are commensurate with the bonuses and approval of regulatory flexibility being requested.

1. Qualifying Community Benefits: Of the proposed public benefits offered, the following items, as adjusted, may be considered benefits in the general interest of the public:

a. Affordable Housing: Approximately 20 percent of the multi-family apartment dwelling units designated as affordable housing units to households earning 80 percent AMI or below with an affordability-restricted period of 30 years was proposed by the Applicant.

- Adjustment: The affordable housing restricted period of affordability must be extended to a minimum 45 years and must comply with AH Rules for unit mix. The exact number of affordable housing units required as a community benefit may be modified if more non-studio unit types are proposed, subject to review and approval by the Director, and in accordance with the AH Rules, including room factors for TOD areas. This should be a condition of approval.

To ensure the timely production of the affordable housing units, the AHA should be executed and recorded prior to the issuance of any CO. This should be a condition of approval.

b. Bike share: A bike share station for an unspecified number of bicycles was proposed by the Applicant.

- Adjustment: The bike share station will be considered a community benefit if it is provided on site (i.e., not within the public sidewalk or ROW), and if the Applicant enters an agreement with Bikeshare Hawaii, or another bike share organization partnered with the City, to pay for an on-site station with a minimum of 20 docking stalls and bicycles, or as deemed appropriate by the organization. Proof of an agreement shall be submitted to the DPP as a condition of approval.

c. Car-sharing Spaces: At least four car-share parking spaces are proposed. The proposed parking spaces dedicated to car-sharing will be considered a community benefit if the parking spaces are publicly accessible at all times, and if adequate wayfinding signage is provided to direct the public to the car-share spaces. Considering the size of the Project, additional car-sharing spaces should be provided.

- Adjustment: Based on other recently approved IPD-T projects, at least 10 car-sharing parking spaces is appropriate as a community benefit. Details regarding the number and location of these spaces should be provided with the SD Permit submittal. This should be a condition of approval.
- d. Bicycle Infrastructure Improvements: Contribution to bike improvements along the corridors related to the Project of \$100,000 were proposed.
- Adjustment: Based on recent bike lane projects, the DTS has reported an increase in the cost per mile for installing these infrastructure facilities. Similar to other IPD-T projects in the area, the Applicant should provide funds to the bicycle infrastructure improvements in the TOD Plan area in the amount of \$140,000 (based on the street frontage of the Project site at a cost of \$1.2 million/mile). These funds should be allocated for the planned protected bike lane along Piikoi Street (between Ala Moana Boulevard and Kapiolani Boulevard) and its connection to the wider bike route network.
2. Unacceptable Community Benefits: The standard improvements in the ROW are not community benefits in excess of what would otherwise be required, including demolition, site work, irrigation, planter backfill, trees and groundcover, maintenance concrete sidewalks and driveways with curbs and gutters, trenching and burying overhead power lines, and roadway median improvements (on Kona Street). Estimated value for these improvements is \$2.3 million.
3. Additional Required Community Benefits: As proposed, the community benefits are not commensurate with the requested bonuses and flexibility from the LUO and TOD Plan. Although the affordable housing and rental units are valuable, every IPD-T project requires a commensurate and balanced benefit package. The proportion of affordable units in this Project is comparable to other IPD-T projects in the Ala Moana TOD area; however, this Project lacks open space, and falls short of opportunities to activate ground floor uses and provide facilities for an important regional transportation hub.

In addition to the adjusted benefits listed in the Qualifying Community Benefits section above, additional transportation infrastructure safety improvements, easements along Kona and Kona Iki Streets to ensure continuity of transit services, and improved connectivity to the site should be required.

- a. Multi-modal Infrastructure Safety Improvements: Contributions are being made to encourage various other non-SOV vehicle modes of transport (i.e., bike lane and parking infrastructure, bike share, car-share); however, safety improvements (e.g., signaling and sidewalk improvements) for users of the street and ROW are critical to obtain behavioral change and reduce accidents. Therefore, the Applicant should be responsible for implementing improvements to the infrastructure informed by the TIA in order to make the Ala Moana neighborhood more walkable and enhance mauka-makai links.

Given the growth of vehicles, pedestrians, and bicyclists anticipated within the concentrated half-mile radius around the site, measures are required to accommodate the additional impact from the Project's high-density development and ensure safety. Specifically, the Applicant should provide greater capacity for pedestrians through extended curbs on key corners and signaling improvements in accordance with the recommendations of the TIA. An agreement should be entered into between the Applicant and the City for improvements in coordination with HART demolition and construction work, as determined appropriate by the DTS. This should be a condition of approval.

- b. Kona and Kona Iki Streets - Easement: The City operated transit services, TheBus and TheHandi-van, currently use bus stops along Kona Street which require access along Kona Street and to/from Kona Iki Street. Furthermore, transit riders (including the Oahu Transit Services and future HART) would need continued ROW access along these streets. Given the Project's reduction in parking stalls, a large number of residents may be expected to use public transit. To ensure uninterrupted bus access from City-owned parcels to Kona and Kona Iki Streets, a restrictive covenant, easement, or similar mechanism should be executed by the Applicant and City to allow the private roads to remain accessible to the public in perpetuity and require the ongoing maintenance of the private roads by the owner. This will ensure that safe and efficient multi-modal transit options will be maintained in the case there is a change of ownership of the private roads.
- c. Improved Connectivity: Because the mauka garage is the only publicly accessible space for the Project, better connectivity should be shown through pedestrian and bike paths that connect to the ROW, planned HART station, adjacent parcels and other amenities. These plans should be submitted with the SD Permit for review and approval.

The aforementioned community benefits should be conditions of approval and will result in the provision of benefits to the community commensurate to the bonuses and flexibility from the LUO and TOD Plan.

I. Standards for Review. The highest degree of flexibility may be authorized by this permit for those Projects which demonstrate:

1. **The ability to positively contribute to the economic enhancement of the affected area, particularly with regard to providing a broad mix of uses and diverse employment opportunities.** The construction of this mixed-use Project will provide the benefit of an increased rental housing stock for nearby existing office, retail, and restaurant amenities. Employment opportunities will be provided, but are limited to the jobs associated with the commercial retail portion of the Project, with about four full-time employees.

Other job opportunities will be primarily in the building trade industries during build-out. Additional support staff for the operations and maintenance of the new buildings will be required. In particular, the proximity of jobs within the jointly developed AMC and offices in the area provides a benefit to the residents to seek nearby opportunities. The Project meets this standard of review when taking into account the larger AMC joint developed area.

2. **The provision of measures and facilities to promote a highly functioning, safe, inter-connected, multi-modal circulation system, supporting easy access to, and effective use of the transit system on a pedestrian scale.** The Applicant is proposing features that promote multi-modal circulation in the area. The expanded sidewalks will facilitate pedestrian movements along the primary frontages of the Project. The proposed ground-floor bicycle parking, bike share station, car-share spaces, and porte-cochere rideshare and pick-up/drop-off areas will promote multi-modal opportunities. The proposed bus transit easement will ensure continued access to the transit system.
3. **The provision of usable, safe, and highly accessible public accommodations, gathering spaces, pedestrian ways, bicycle facilities, and parks.** The Project provides for widened sidewalk areas along all street frontages, an open area, bike parking and bike share, and contributions to develop Complete Streets facilities in the area (i.e., bike lanes). The Project meets this standard of review subject to implementing recommendations of the required TIA to improve the safety of pedestrian and bicycle routes, which shall be a condition of approval. The proposed financial contributions to the HFD will equip them for the growing demand for fire safety and emergency services.

4. **An appropriate mix of housing and unit types, particularly affordable and/or rental housing; with qualifying affordable housing being located on the Project site or within at least one-half-mile of the same identified transit station as the Project site. “Affordable housing” for for-sale units means housing which is affordable to households earning up to 120 percent of the AMI for Oahu.** Twenty percent of the residential rental units for households earning 80 percent AMI or below is considered appropriate, subject to adjustments to the unit mix, and room factor, to comply with the AH Rules.
5. **General consistency with the Ala Moana Neighborhood TOD Plan.**
The Project represents infill redevelopment of an existing low-rise commercial site. The Project is anticipated to promote increased activity along the streets by placing a high-density residential use in walking distance to restaurant and retail amenities, offices, and other employment opportunities. This supports rail ridership due to its proximity to the planned Kalia transit station. Although the current proposal does not comply with the TOD Plan including build-to lines/maximum setbacks, and transparency of ground floor façades to engage pedestrians, the Project meets the intent of improving walkability with wider sidewalks dedicated to public use from their private property. If the plans are modified as required under the conditions of approval, the Project will meet this standard of review.

The Project and requested flexibility with respect to development standards are generally consistent with the objectives of TOD and the provisions enumerated in LUO Sections 21-9.100-4 and 21-9.100-5. Therefore, the DPP recommends approval of the conceptual Project plan, subject to the recommended conditions of approval.

IV. CONCLUSIONS OF LAW

Based on the foregoing Findings, the Director has made the following conclusions:

- A. The Project concept, as a unified plan, will not adversely affect adjoining uses, and is in the general interest of the public, subject to the recommended conditions of approval;
- B. The requested Project boundaries and requested flexibility with respect to development standards are consistent with the objectives of TOD and the provisions enumerated in LUO Section 21-9.100-4, subject to the recommended conditions of approval;

- C. Upon implementation of the conditions of approval, the requested flexibility with respect to development standards and use regulations is commensurate with the public amenities and community benefits proposed; and
- D. An annual report submitted to the DPP, beginning one year after adoption of a Resolution by City Council on this matter, will ensure progress is made on the Project and public improvements.

V. RECOMMENDATIONS

Based on the Analysis and Conclusions, the Director of the Department of Planning and Permitting (DPP) hereby recommends the Interim Planned Development-Transit (IPD-T) Permit application for the Ala Moana Plaza Mixed-Use Development (Project), as conceptually shown in Exhibits A through X, be APPROVED, subject to the following conditions:

- A. After City Council approval of the IPD-T Permit for the Project, the Applicant shall submit to the DPP for review and approval, an application for a Major Special District (SD) Permit, including detailed plans and drawings of the Project.
- B. The maximum floor area ratio for the Project is 7.0 (552,832 square feet).
- C. The maximum height of the Project is 400 feet. Rooftop structures must conform to Land Use Ordinance (LUO) Section 21-4.60(c).
- D. The encroachment into the Kona Street height setback is permitted to a maximum depth of 21 feet.
- E. The required number of vehicle parking spaces for the Project is 220 spaces.
- F. The following community benefits must be provided:
 - 1. At least 20 percent of the residential units when taking into account the "Rules to Implement the City's Affordable Housing Requirements" (AH Rules), must be dedicated as affordable housing to families earning no more than 80 percent area median income for Honolulu, for a period of no less than 45 years. Application of the AH Rules, including the room factor and a unit mix congruent to the market-rate component, is required. Compliance with this condition will be confirmed prior to the issuance of any certificate of occupancy (CO) with the approval of an Affordable Housing Agreement which shall be recorded with the Bureau of Conveyances.

2. A minimum of 10 car-share spaces and vehicles. The car-share spaces must be publicly accessible at all times and not limited to use by residents of the Project. Car-share spaces may also count as parking spaces. Evidence of an agreement with a car-share organization for the use of the Project premises shall be submitted to the DPP prior to CO issuance.
3. A bike share station. The bike share station must be conveniently located and publicly accessible. Compliance will be confirmed upon completion of an agreement with Bikeshare Hawaii, or a current City bike share partner, to fund, construct, and provide space for an on-site bike share station with a minimum of 20 total spaces, or as deemed appropriate by Bikeshare Hawaii or a current City bike share partner. Evidence of an agreement with a City-approved bike share program on the Project site shall be submitted to the DPP prior to CO issuance.
4. A monetary contribution of \$140,000 to the City and County of Honolulu to facilitate coordinated Complete Streets improvements in the Ala Moana Transit Oriented Development (TOD) Plan Area, such as a protected bike lane on Piikoi Street and connection to the Pensacola protected bike lane through Waimanu Road or similar route, and/or other improvements intended to improve the Complete Streets network. Confirmed receipt of such contribution should be obtained prior to any issuance of any foundation permit.
5. An easement on Kona and Kona Iki Streets in favor of the City for public right-of-way (ROW) access. Prior to issuance of any building permit, the Applicant shall submit an executed restrictive covenant, easement, or similar mechanism to the DPP ensuring the City will have continued use of Kona and Kona Iki Streets.
6. Intersection and ROW improvements to address safety on Piikoi Street and Kona Street from the recommendations of the required transportation impact assessment (TIA). These multi-modal infrastructure improvements must be submitted to the DPP and the Department of Transportation (DTS) for review and approval prior to issuance of any building permits (including demolition permits). A deferred agreement may be entered into between the Applicant and the City in order to schedule the improvements in coordination with Honolulu Authority for Rapid Transportation (HART) demolition and construction work.
7. Improved connectivity for pedestrians and bicyclist which shall be shown through revised plans in the SD Permit application, delineated below.

- G. The application for the Major SD Permit must include updated plans showing the following:
1. A revised ground-floor plan which shows the distance from the property line/street frontage to the ground floor structures, the width of the sidewalk, outdoor dining and/or open areas, the screening and façade improvements, ground floor street frontage transparency percentages (not including the mauka garage, “parklet”, or other blank walls in the base calculation), landscaping, pedestrian amenities, and other improvements that create a robust pedestrian environment. Justification should be provided if flexibility is being requested from the LUO standards;
 2. Detailed landscaping plans and revised streetscape sections in accordance with TOD recommendations for tree types and orientation of plantings on the outer edge (street-side) of the sidewalk;
 3. Any outdoor dining features and street furniture (as applicable);
 4. Landscaping and screening, consisting of a green wall, hanging plants, or an architecturally integrated false façade to screen any existing or proposed parking structures on the ground floor and concourse level;
 5. Detailed specifications and a narrative description ensuring that the building materials, finishes, and colors are nonreflective, subdued in nature, and compatible with nearby structures and will meet the restrictions for sunlight reflection and glare prevention, as appropriate;
 6. Enhanced activation and details of programming for the ground floor of parking structures, including, but not limited to, a schedule of six planned public events annually. This condition may be terminated in the case an agreement is reached between the City and the developer regarding the bus transit station off of Kona Street;
 7. Bike parking and bike share station details, including location of all spaces, number of spaces, and rack types;
 8. Updated floor plans and unit mix schedule with preliminary affordable housing unit calculations showing compliance with the above conditions related to AH Rules;
 9. Details of ROW improvements, including details of the materials, finish, and color of the sidewalk areas;

10. Improved connectivity plan showing clearly marked pedestrian and bicycle paths from the mauka garage site to the street and to adjacent parcels, the planned HART station and other amenities; and
 11. Proposed wayfinding signs and their locations.
- H. Prior to applying for a grading permit or building permit, whichever comes first, the Applicant shall submit an Archaeological Inventory Survey report that has been approved by the State Historic Preservation Division (SHPD), and commit to the approved mitigation and protocols of all archaeological historic properties and cultural resources, including iwi, identified on site; or otherwise, provide a letter from SHPD confirming one is not necessary.
- I. Prior to applying for a foundation permit, the Applicant shall implement the recommendations of the wind study and wind tunnel test, if the affected Level 6 outdoor amenity deck is being counted toward Park Dedication.
- J. Prior to the issuance of any building permits, the Applicant shall be assessed for the impact of the Project on Honolulu Fire Department services and make a contribution toward neighborhood facilities, such as the acquisition and construction of a new fire station in the Ala Moana/Kakaako vicinity.
- K. Prior to approval of any building permits (including demolition permits), the Applicant shall submit for review and approval by the DTS and the DPP:
1. A timeline with anticipated dates for obtaining major building permits for demolition and construction work, including the date of occupancy. This will also identify when a Construction Management Plan (CMP), TIA, Traffic Management Plan (TMP), and updates to or validation of the findings of the Traffic Impact Analysis Report (TIAR) should be submitted for review and approval.
 2. The final TMP, including the CMP and a TIA performed by the Applicant in coordination with the DTS Regional Planning Branch and the DPP to examine the vehicle, pedestrian, bicycle, and public transit stress and comfort levels at the nearby intersections and Project access driveways with corresponding improvements to mitigate these impacts, including:
 - a. An optimization study of the Piikoi Street and Kona Street traffic signal for multi-modal operations. Specifically, the study should consider the impact of signal timing and intersection geometry/design on the most vulnerable users, and should incorporate the planned protected bike lane on Piikoi Street;

- b. Proposed improvements in the Project description should include multi-modal intersection improvements, transit easements along Kona and Kona Iki Streets, and bike share facilities; and
 - c. A parking study consisting of an analysis of parking utilization, turnover throughout the day, justification for the proposed parking spaces, and consideration of other alternatives for parking management such as shared-parking agreements or a park-and-ride facility.
- L. Prior to the approval of any building permit, the Applicant shall provide:
 - 1. To the DPP and the DTS, the TMP including transportation mode share performance targets and a schedule for achieving such targets as related to:
 - a. Traffic Demand Management (TDM) strategies to minimize the amount of vehicular trips for daily activities by residents and employees that can contain carpooling and ride sharing programs, transit, bicycle and pedestrian incentives and other similar measures;
 - b. Bicycle Plan, identifying the location, number of spaces, and signage for bicycle racks and circulation pattern for bikes;
 - c. Pedestrian Circulation Plan to provide accessibility and connectivity to the surrounding public sidewalks and street intersections, showing safe routes to the planned transit station and surrounding activities. A determination of the effective sidewalk widths taking into account Complete Streets initiatives; and
 - d. Parking Management Plan (PMP) including an analysis of the parking/loading/valet operations. Due to the proposed physical separation between the two-lanes within the porte-cochere, the PMP should identify which lane is the bypass lane and how traffic control will be managed. It should be clearly stated that the porte-cochere shall not operate as two separate drop-off/pick-up areas in the two lanes.
 - 2. The updated TIAR updates to the DPP and the DTS, including supplemental studies or subsequent updates should:
 - a. Reflect any changes in driveway operations should they occur; and

- b. Indicate when the Keeaumoku Street /Kona Street intersection traffic signal, assumed in the July 2020 TIAR, will be installed and by whom.

A new TIAR may be required if there is a significant change to the scope or timing of the major work items contained in the initial report.

- M. Prior to issuance of the CO, the following should be submitted for review and approval:
 - 1. An updated Street Tree Plan.
 - 2. An annual schedule of six planned public events per year that will utilize the mauka garage for transit- and pedestrian-oriented patrons.
- N. Approximately one year after the issuance of the CO, a post TMP including post TIAR will be required to validate the relative effectiveness of the various TDM strategies identified in the initial report to the DPP Traffic Review Branch for review and approval.
- 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/State for maintenance.
- Q. Approval of this IPD-T Permit does not constitute compliance with other LUO or governmental agencies' requirements, including building permit approval. They are subject to separate review and approval. The Applicant should be responsible for ensuring that the final plans for the Project approved under this permit comply with all applicable LUO and other governmental provisions and requirements.
- R. The Applicant must obtain a building permit for the Project within five years of the date of the SD Permit. Failure to obtain a building permit within this period should render this approval null and void, provided that this period may be extended as follows:
 - 1. The Director of the DPP may extend this period if the Applicant demonstrates good cause, but the period should not 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 has demonstrated good cause for the extension, the Director shall prepare and submit to the Council a report on the proposed extension, which should include the Director's findings and recommendations thereon.

The Council may approve the proposed extension or an extension for a shorter or longer period, or deny the proposed extension, by adoption of a committee report or resolution.

3. If the Council fails to take final action on the proposed extension within the first to occur of: (1) Sixty days after receipt of the Director's report, or (2) The Applicant's then-existing deadline for obtaining a building permit; the extension should be deemed denied.

- S. Construction should be in general conformity with the approved plans on file with the DPP. Any change in the size or nature of the Project which significantly alters the proposed development should require a new application. Any change which does not significantly alter the proposed Project should be considered a minor modification and, therefore, permitted under this resolution, upon review and approval of the Director of the DPP.

Dated at Honolulu, Hawaii, this 13th day of November, 2020.

Department of Planning and Permitting
City and County of Honolulu
State of Hawaii

By _____
Kathy K. Sokugawa
Acting Director

Attachments

Exhibit A

site

Joint Development
(2005/CUP-23)

2,457,007 square feet
(56.4 Acres)*
*not including ROW

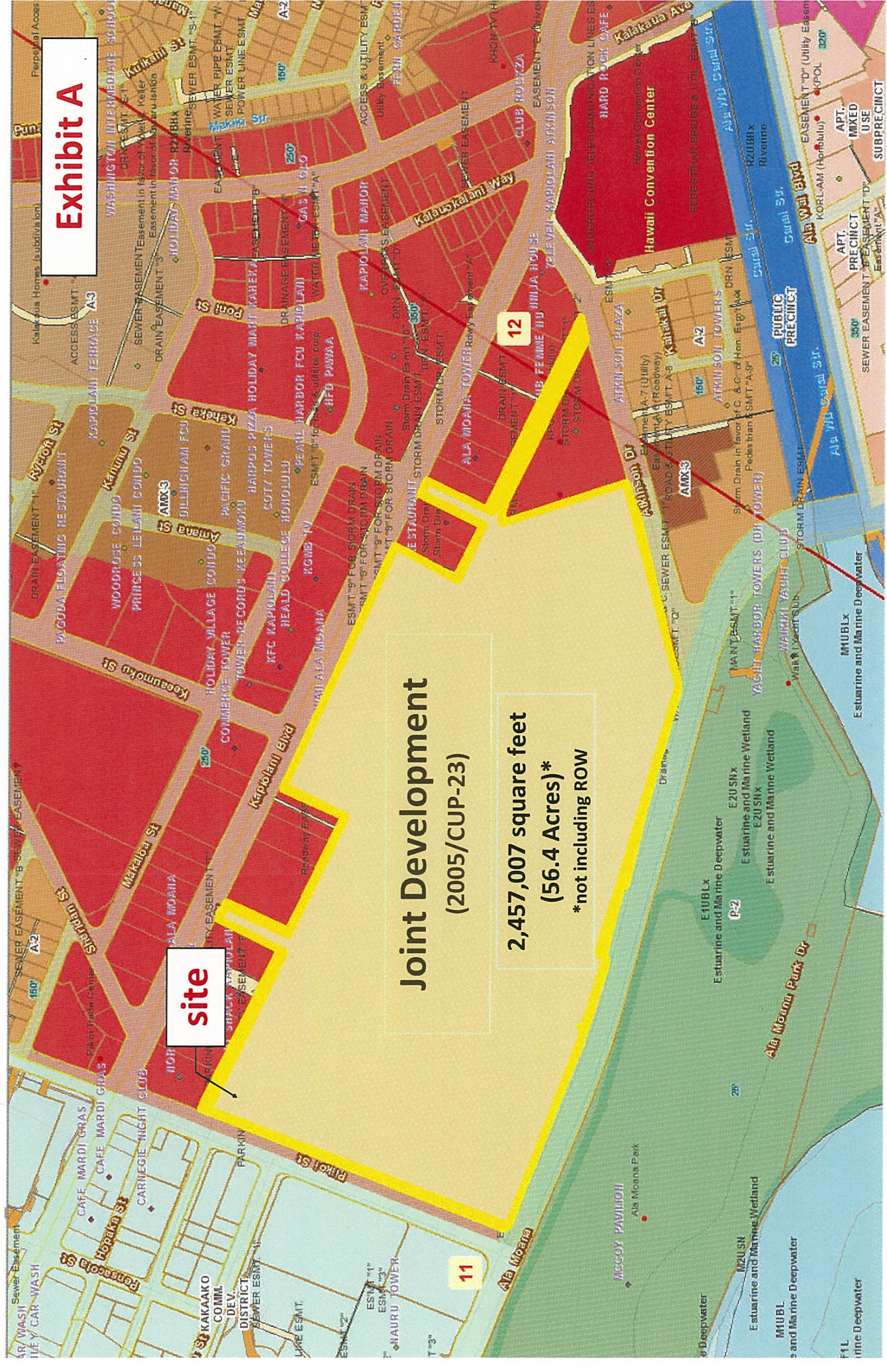
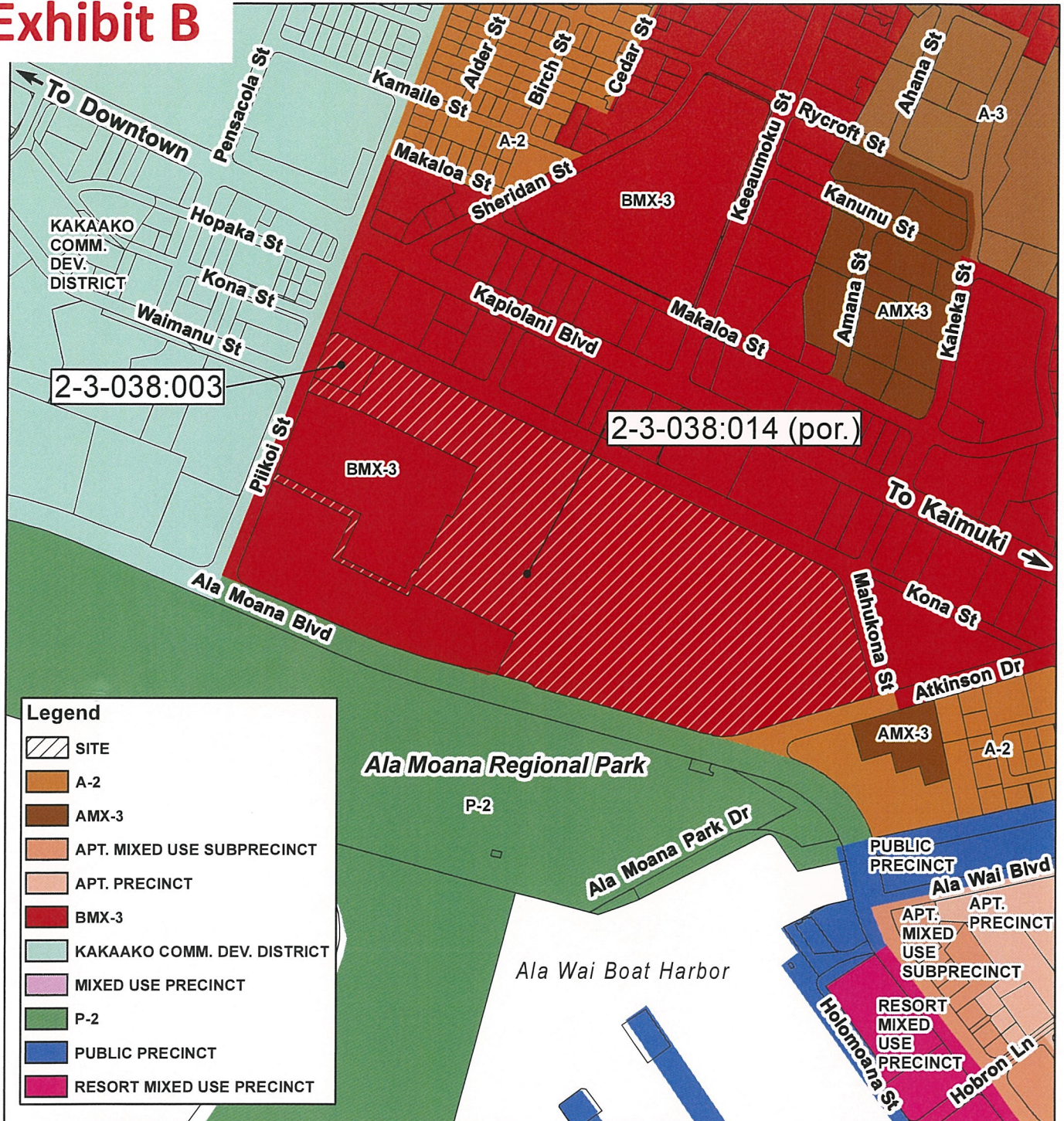
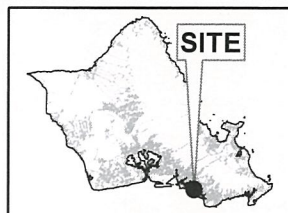
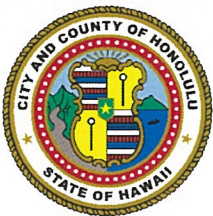


Exhibit B



Legend

- SITE
- A-2
- AMX-3
- APT. MIXED USE SUBPRECINCT
- APT. PRECINCT
- BMX-3
- KAKAAKO COMM. DEV. DISTRICT
- MIXED USE PRECINCT
- P-2
- PUBLIC PRECINCT
- RESORT MIXED USE PRECINCT



VICINITY MAP

600 300 0 600
1" = 600'



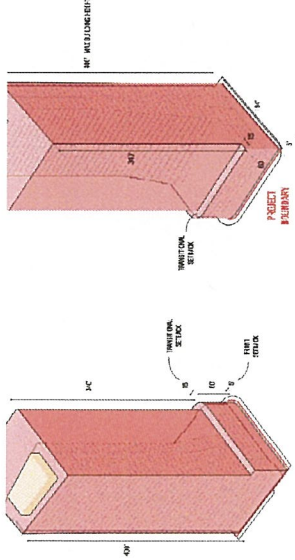
ZONING MAP ALA MOANA PLAZA

TAX MAP KEY(S): 2-3-038:003 and 014 (portion)

FOLDER NO.: 2020/SDD-45



COILING / LUI	BX-3	Community Business Use
4EGH LMT	EXISTING	PRP'ED
	10'	40'
	(MAX 3' high)	(TD)
MAX RR	EXISTING	PRP'ED
	25	7.1
		(52.82 GF)
SEBACK	FontSide 5'0"	



16 PROJECT INFORMATION

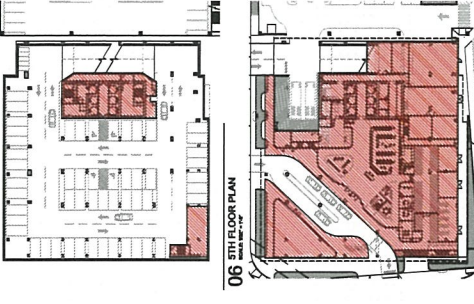
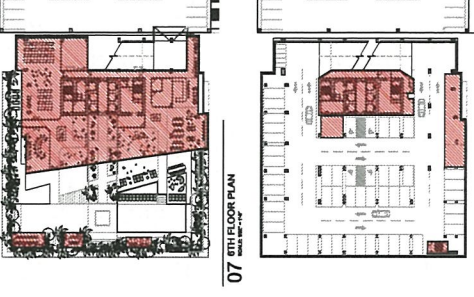
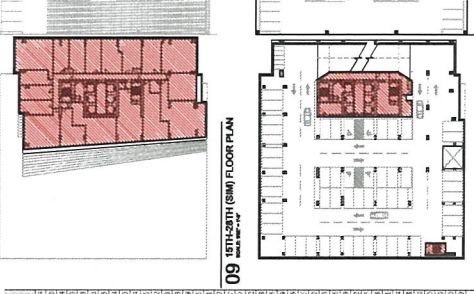
15 ZONING ENVELOPE

Exhibit C

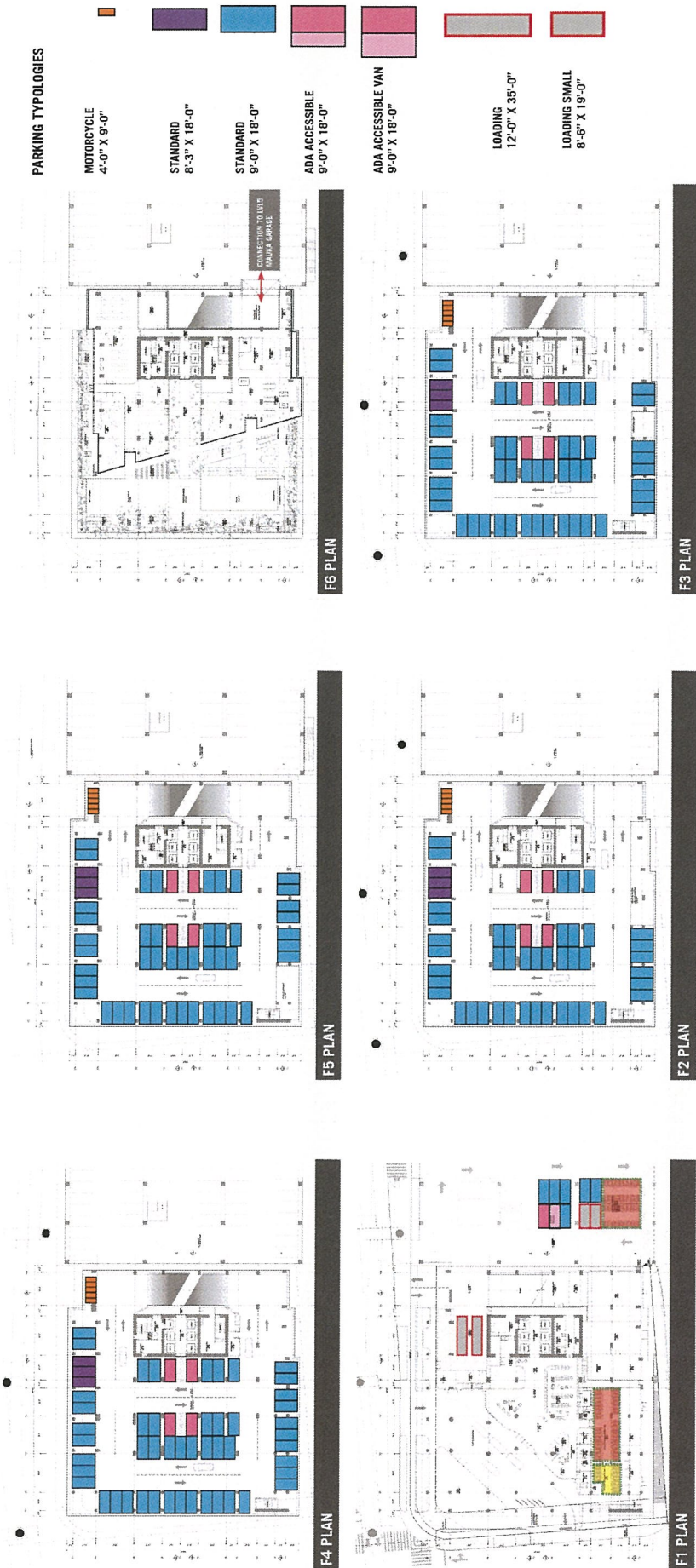
LUO Floor Area

FILE NO.	LOBBY	DETAIL AREA	INDOOR	OUTDOOR	RECREATION	AREA
201	12,450	-	-	1,600	2,330	16,380
202	12,450	-	-	-	-	12,450
203	12,450	-	-	-	-	12,450
204	12,450	-	-	-	-	12,450
205	12,450	-	-	-	-	12,450
206	12,450	-	-	-	-	12,450
207	12,450	-	-	-	-	12,450
208	12,450	-	-	-	-	12,450
209	12,450	-	-	-	-	12,450
210	12,450	-	-	-	-	12,450
211	12,450	-	-	-	-	12,450
212	12,450	-	-	-	-	12,450
213	12,450	-	-	-	-	12,450
214	12,450	-	-	-	-	12,450
215	12,450	-	-	-	-	12,450
216	12,450	-	-	-	-	12,450
217	12,450	-	-	-	-	12,450
218	12,450	-	-	-	-	12,450
219	12,450	-	-	-	-	12,450
220	12,450	-	-	-	-	12,450
221	12,450	-	-	-	-	12,450
222	12,450	-	-	-	-	12,450
223	12,450	-	-	-	-	12,450
224	12,450	-	-	-	-	12,450
225	12,450	-	-	-	-	12,450
226	12,450	-	-	-	-	12,450
227	12,450	-	-	-	-	12,450
228	12,450	-	-	-	-	12,450
229	12,450	-	-	-	-	12,450
230	12,450	-	-	-	-	12,450
231	12,450	-	-	-	-	12,450
232	12,450	-	-	-	-	12,450
233	12,450	-	-	-	-	12,450
234	12,450	-	-	-	-	12,450
235	12,450	-	-	-	-	12,450
236	12,450	-	-	-	-	12,450
237	12,450	-	-	-	-	12,450
238	12,450	-	-	-	-	12,450
239	12,450	-	-	-	-	12,450
240	12,450	-	-	-	-	12,450
241	12,450	-	-	-	-	12,450
242	12,450	-	-	-	-	12,450
243	12,450	-	-	-	-	12,450
244	12,450	-	-	-	-	12,450
245	12,450	-	-	-	-	12,450
246	12,450	-	-	-	-	12,450
247	12,450	-	-	-	-	12,450
248	12,450	-	-	-	-	12,450
249	12,450	-	-	-	-	12,450
250	12,450	-	-	-	-	12,450
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252	12,450	-	-	-	-	12,450
253	12,450	-	-	-	-	12,450
254	12,450	-	-	-	-	12,450
255	12,450	-	-	-	-	12,450
256	12,450	-	-	-	-	12,450
257	12,450	-	-	-	-	12,450
258	12,450	-	-	-	-	12,450
259	12,450	-	-	-	-	12,450
260	12,450	-	-	-	-	12,450
261	12,450	-	-	-	-	12,450
262	12,450	-	-	-	-	12,450
263	12,450	-	-	-	-	12,450
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274	12,450	-	-	-	-	12,450
275	12,450	-	-	-	-	12,450
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283	12,450	-	-	-	-	12,450
284	12,450	-	-	-	-	12,450
285	12,450	-	-	-	-	12,450
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287	12,450	-	-	-	-	12,450
288	12,450	-	-	-	-	12,450
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296	12,450	-	-	-	-	12,450
297	12,450	-	-	-	-	12,450
298	12,450	-	-	-	-	12,450
299	12,450	-	-	-	-	12,450
300	12,450	-	-	-	-	12,450

05 LUO AREA CALCULATION



VEHICLE PARKING IN PROPOSED TOWER



FLOOR	ACCESSIBLE 9'-0" X 18'-0"	VAN ACCESSIBLE 9'-0" X 18'-0"	STANDARD 9'-0" X 18'-0"	STANDARD 8'-3" X 18'-0"	MOTORCYCLE 4'-0" X 9'-0"	TOTAL
F5	3	1	48	3	5	53
F4	3	1	49	3	5	56
F3	3	1	47	3	5	54
F2	3	1	43	3	5	50
F1	0	1	6	0	0	7
TOTAL	12	5	191	12	20	224

Exhibit E

Ground Floor (Level 1) Conceptual Plan

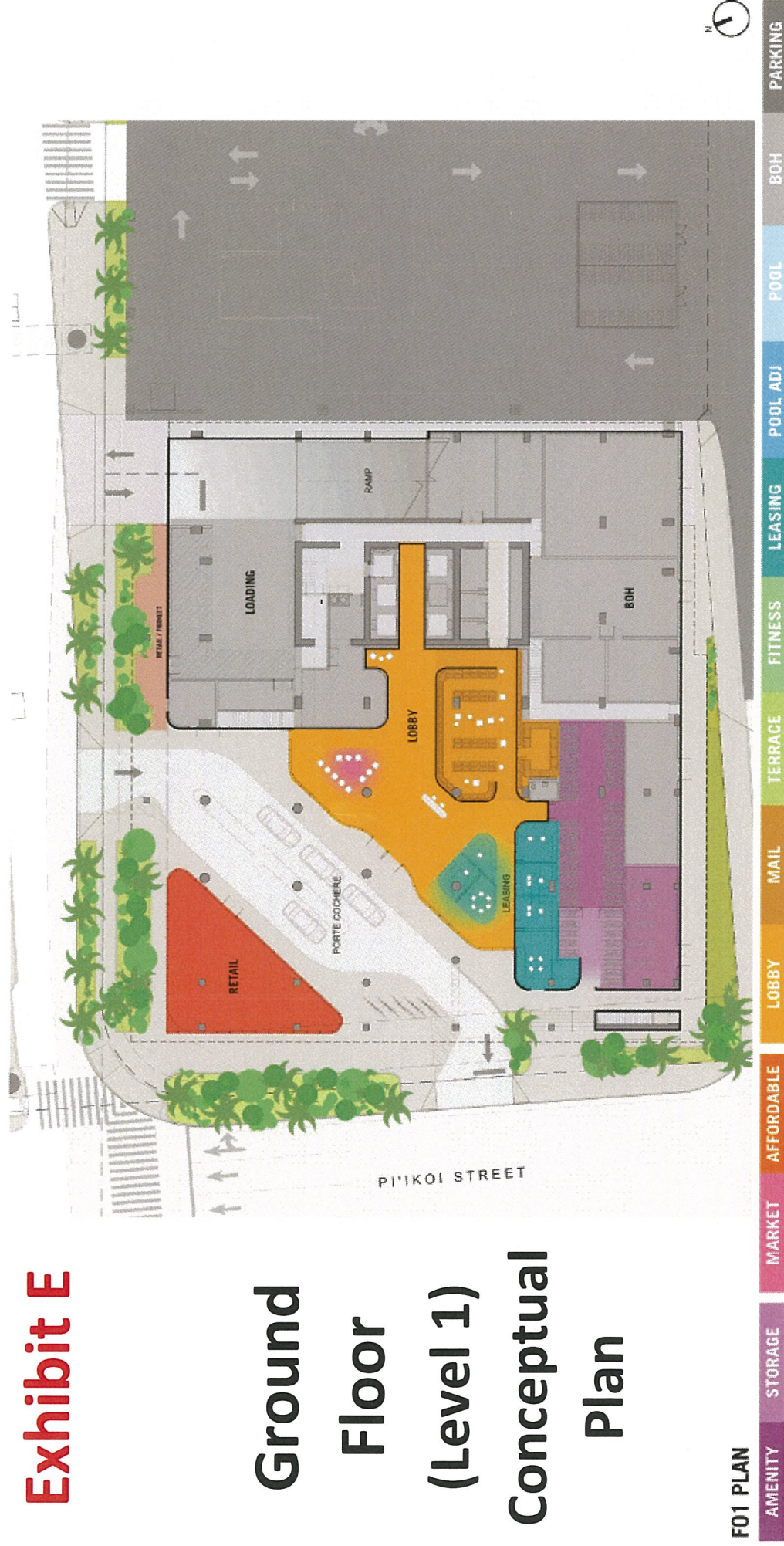


Exhibit F

SCHEME F

TOTAL SCHEME F STALL COUNT	
PLAZA TOWER =	220 STALLS
PLAZA EWA =	399 STALLS
MAUKA EWA =	9547 STALLS

FIFTH LEVEL PARKING PLAN
SCALE: 1" = 40 FEET

LEVEL 5 STALL COUNT
PLAZA = 220 STALLS
MALL = 399 STALLS

FOURTH LEVEL PARKING PLAN - EWA
SCALE: 1" = 40 FEET

LEVEL 4 STALL COUNT
PLAZA = 0 STALLS
MALL = 413 STALLS

5)

age:
king

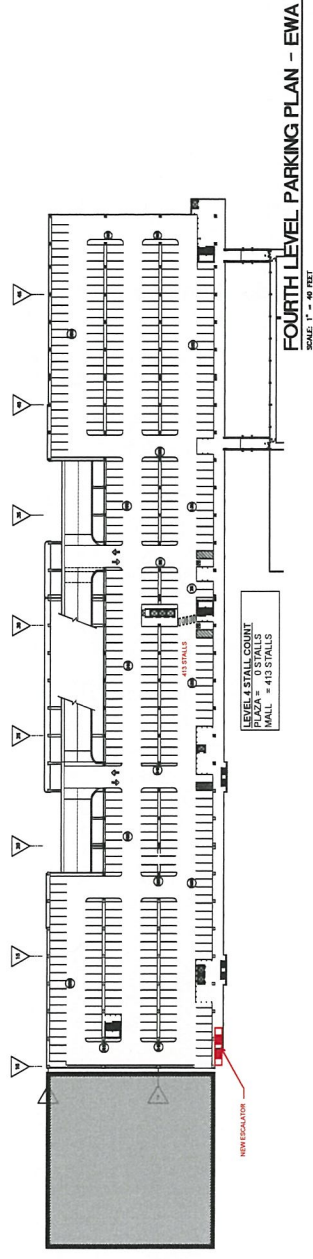


Exhibit F

TOTAL SCHEME F STALL COUNT
PLAZA TOWER = 220 STALLS
PLAZA EWA = 399 STALLS
MAUKA EWA = 9547 STALLS

PK-1

NOT FOR CONSTRUCTION

Exhibit G



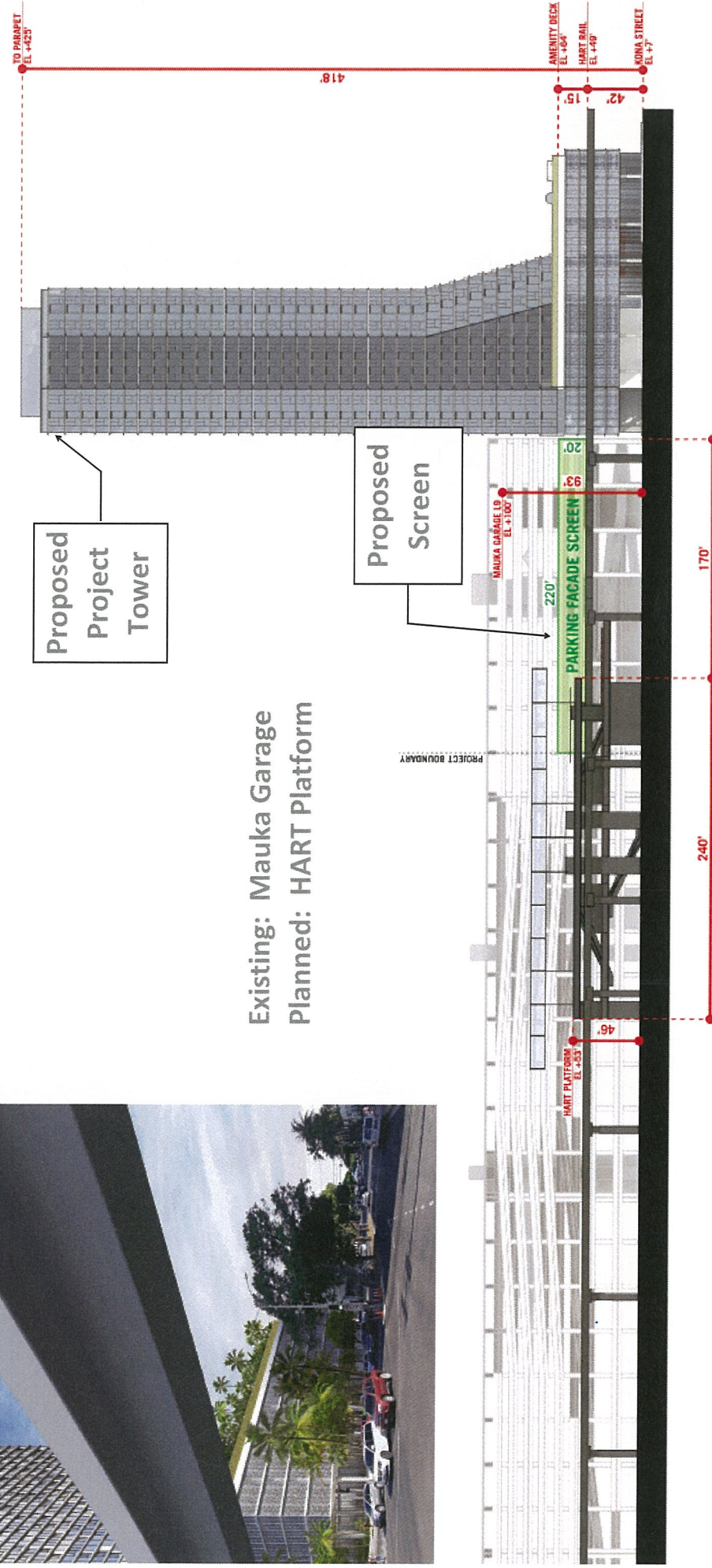
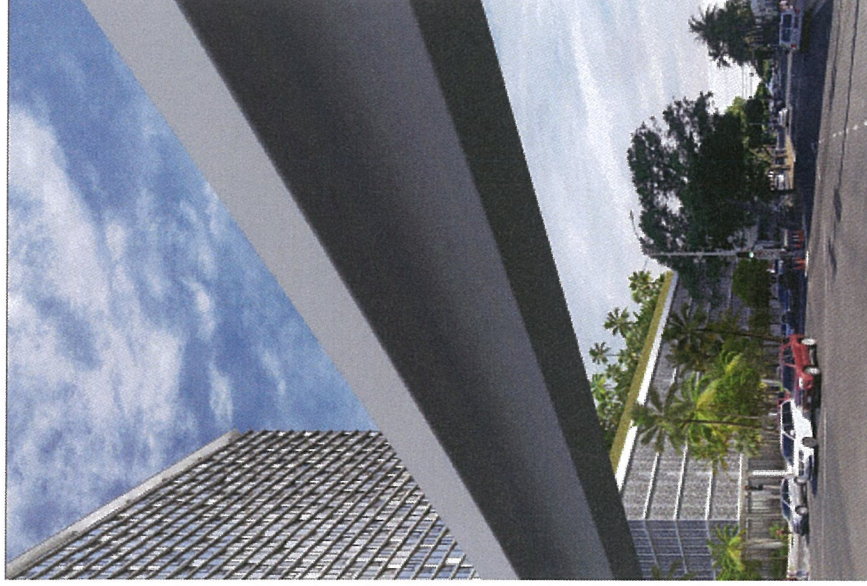
SCHEME F

PLAZA TOWER =	220 STALLS
PLAZA EWA =	399 STALLS
MAUKA EWA =	9547 STALLS

Proposed Project Tower

North Elevation

Exhibit H



[illegible]

Level 6: Outdoor/Indoor Amenity Area Floor Plan



Level 40: Penthouse, Amenity and Lanai Floor Plan

ALA MOANA PLAZA
KONA STREET & KIKO STREET
TAK LOT 12, 12-2-038 003

OWNER
Brookfield Properties
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

ARCHITECT OF RECORD
777
777 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

GENERAL CONTRACTOR
OMA/AMO
OMA/AMO ARCHITECTURAL GROUP, LLC
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

MECHANICAL ENGINEER
M.E. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

ELECTRICAL ENGINEER
E.E. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

STRUCTURAL ENGINEER
S.E. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

LANDSCAPE ARCHITECT
L.A. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

INTERIOR DESIGNER
I.D. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

PLUMBING ENGINEER
P.E. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

MECHANICAL ENGINEER
M.E. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

ELECTRICAL ENGINEER
E.E. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

STRUCTURAL ENGINEER
S.E. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

LANDSCAPE ARCHITECT
L.A. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

INTERIOR DESIGNER
I.D. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

PLUMBING ENGINEER
P.E. ENGINEERING
1000 KALANIANAʻOHE AVENUE, SUITE 1000
HONOLULU, HAWAII 96813

SEAL SIGNATURE

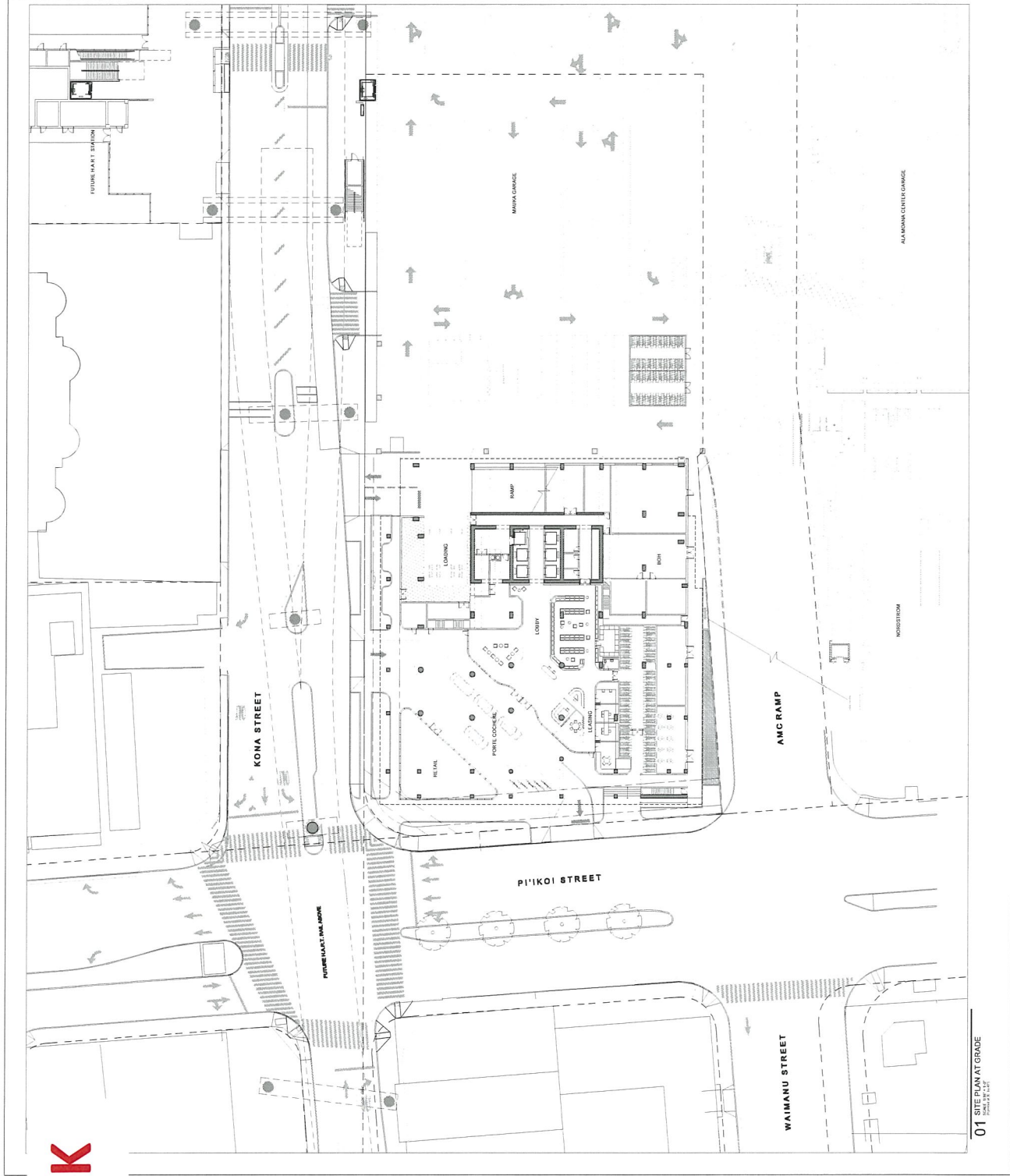
NOT FOR CONSTRUCTION

Project Status
DATE: Issue Date
PROJECT NO.: 1915
REV. NO.: DATE: DESCRIPTION
1 01/17/2019 01/17/2019

FULL SIZE PRINT 36" x 48"
SHEET TITLE
40TH FLOOR PLAN
A240

Exhibit K

Ground Floor (Level 1) Site Plan



ALA MOANA PLAZA
KONA STREET & PI'IKOI STREET
TAX LOT 12-1-3-001-001

OWNER:
ALAMODNA CENTER
100 ALAMODNA CENTER DRIVE
ALAMODNA, CA 94003

DESIGNER:
MBS
100 ALAMODNA CENTER DRIVE
ALAMODNA, CA 94003

ARCHITECT:
MBS
100 ALAMODNA CENTER DRIVE
ALAMODNA, CA 94003

ENGINEER:
MBS
100 ALAMODNA CENTER DRIVE
ALAMODNA, CA 94003

LANDSCAPE ARCHITECT:
MBS
100 ALAMODNA CENTER DRIVE
ALAMODNA, CA 94003

INTERIOR DESIGNER:
MBS
100 ALAMODNA CENTER DRIVE
ALAMODNA, CA 94003

PLANNING:
MBS
100 ALAMODNA CENTER DRIVE
ALAMODNA, CA 94003

MECHANICAL/ELECTRICAL/PLUMBING:
MBS
100 ALAMODNA CENTER DRIVE
ALAMODNA, CA 94003

PROPERTY & SECURITY:
MBS
100 ALAMODNA CENTER DRIVE
ALAMODNA, CA 94003

CONSTRUCTION:
MBS
100 ALAMODNA CENTER DRIVE
ALAMODNA, CA 94003

NOT FOR CONSTRUCTION

Project Status
DATE: 10/10/2010
PROJECT NO.: 1010
REVISED: 10/10/2010
1. 1010-001-001

FILE SIZE: 1010-001-001
SHEET TITLE

SITE PLAN
AT GRADE

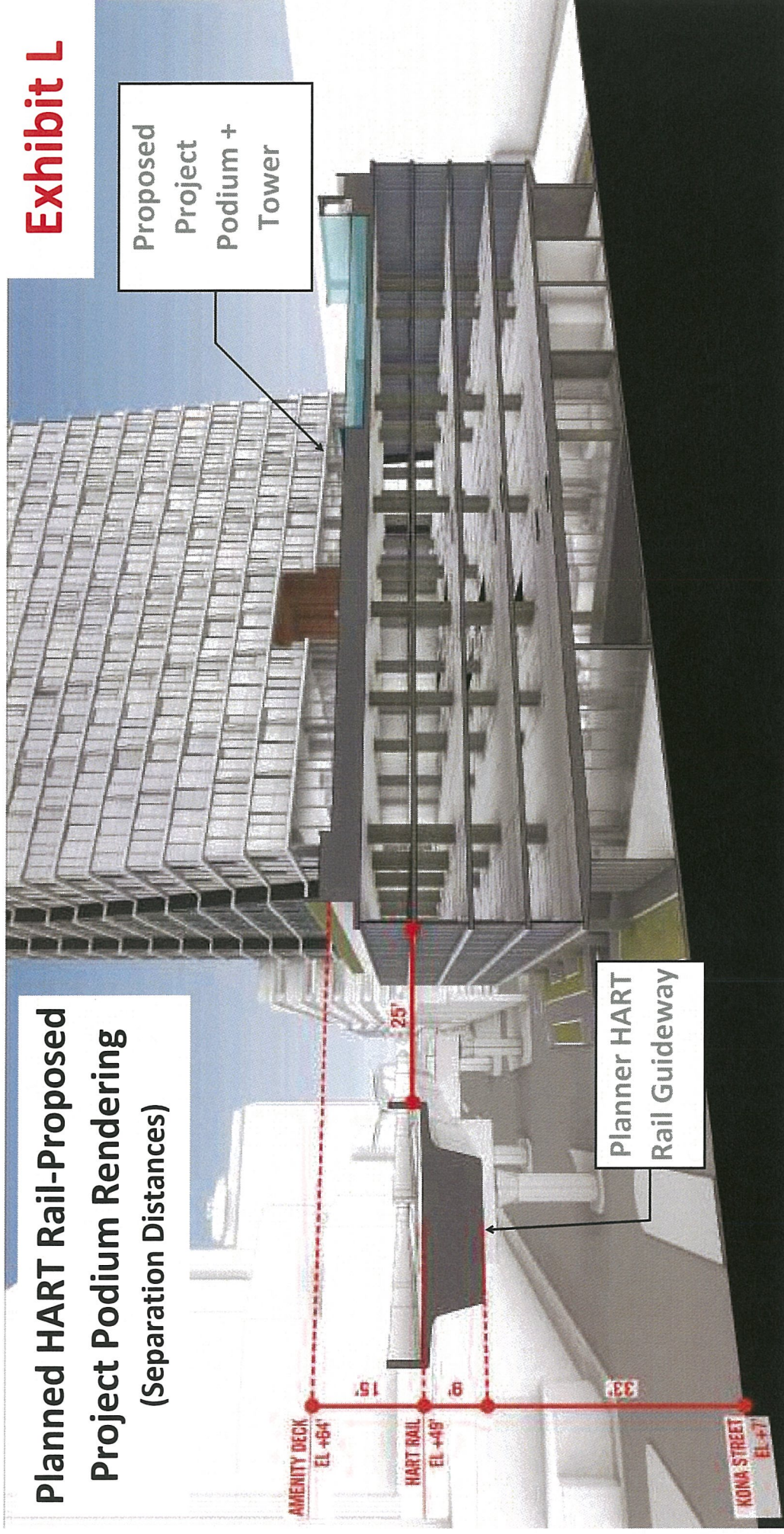
A100

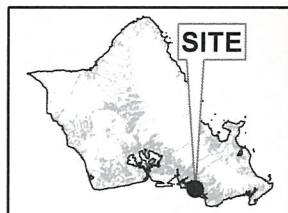
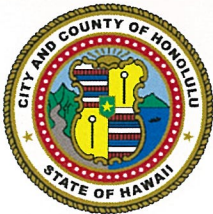
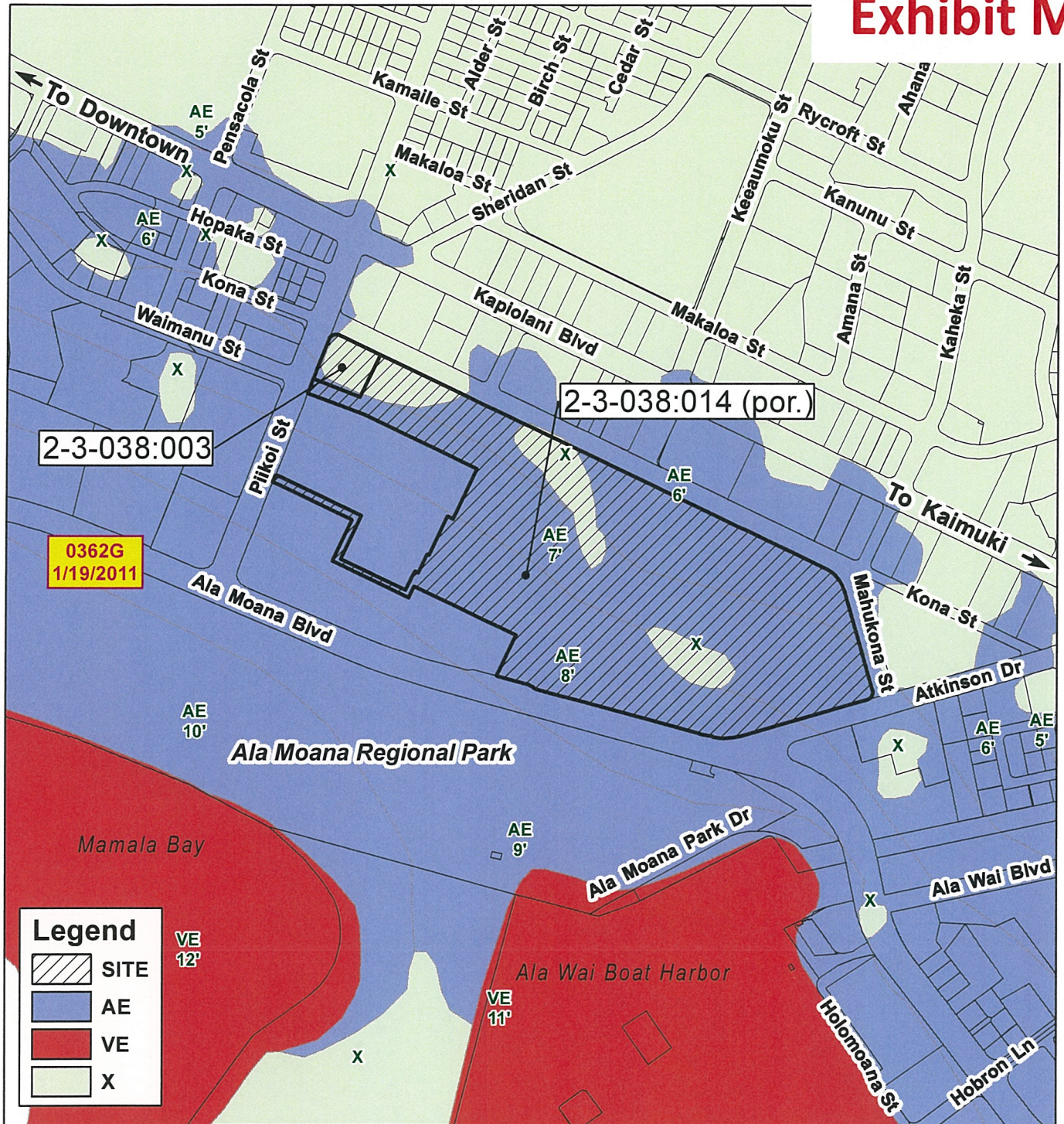
Exhibit L

Planned HART Rail-Proposed Project Podium Rendering (Separation Distances)

Proposed
Project
Podium +
Tower

Planner HART
Rail Guideway





600 300 0 600
1" = 600'

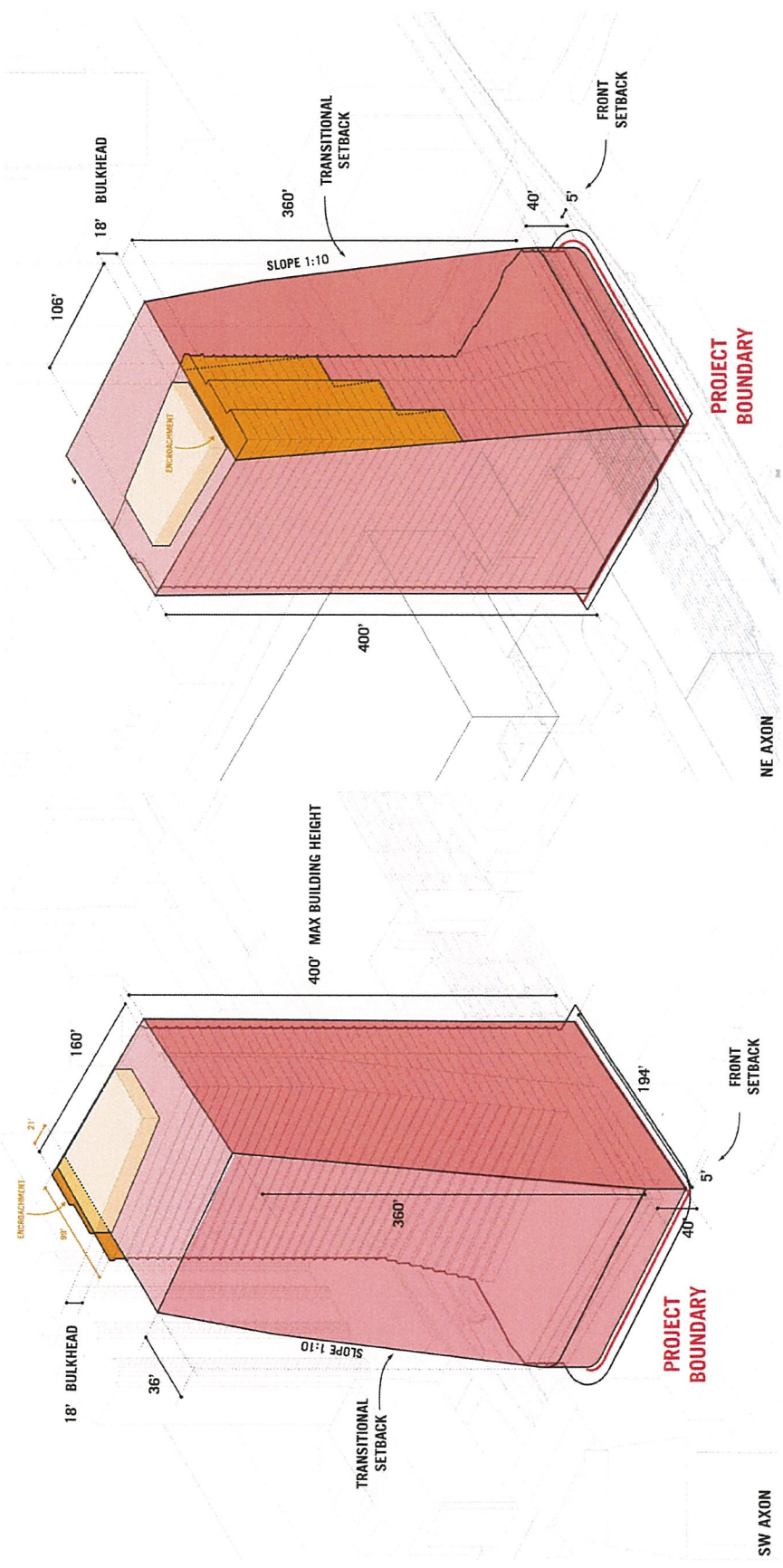


FLOOD MAP ALA MOANA PLAZA

TAX MAP KEY(S): 2-3-038:003 and 014 (portion)

FOLDER NO.: 2020/SDD-45

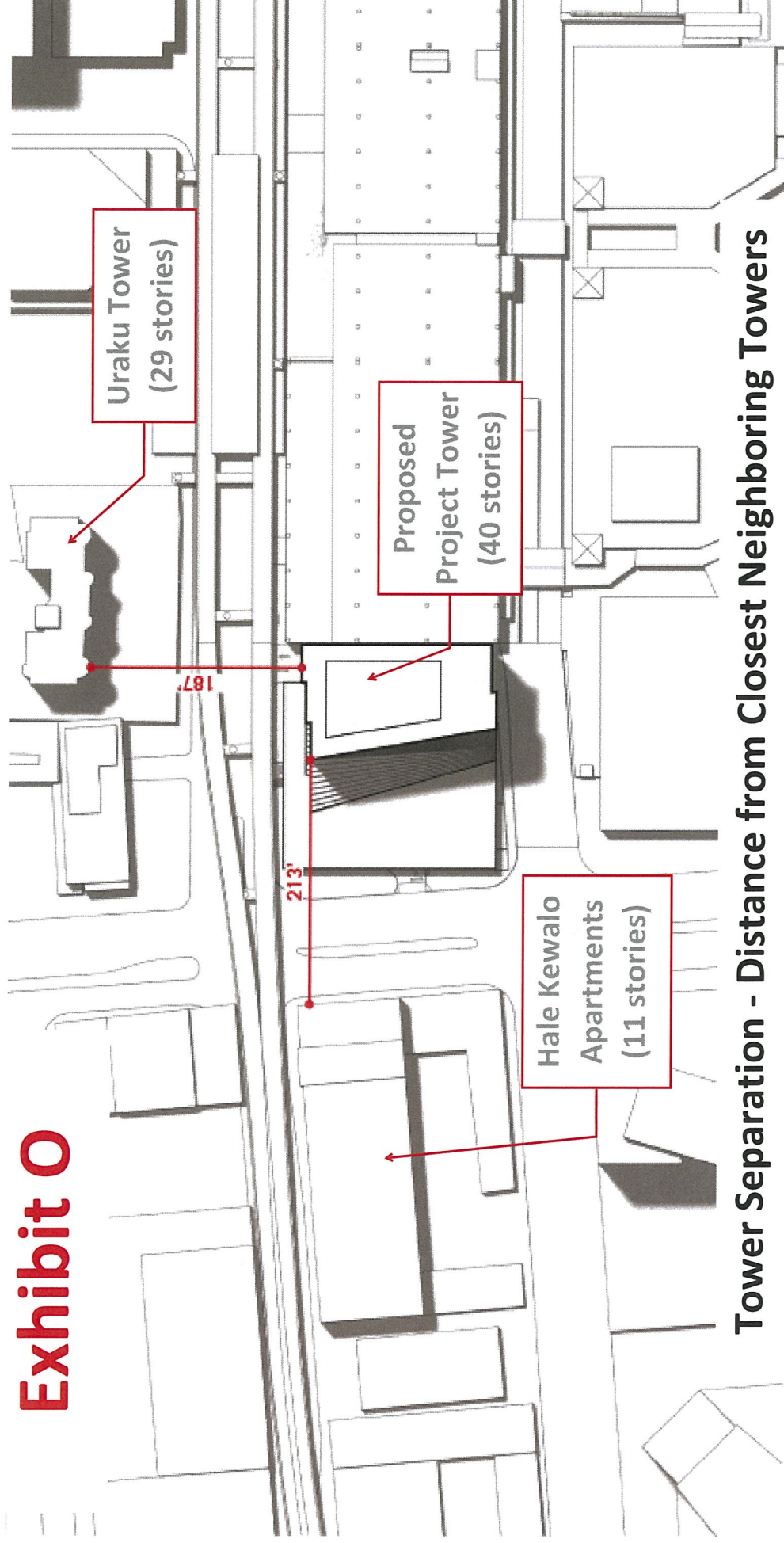
· SETBACK DIAGRAM – LUO – BMX-3 REQUIREMENT



■ Building Envelope (LUO)

■ Proposed Encroachment

Exhibit O



Tower Separation - Distance from Closest Neighboring Towers

LANDSCAPE CONCEPT

Notes:
All landscape areas will be supported with a fully automated irrigation system conforming to BWS standards.
No exceptional trees on site.



KEY LANDSCAPE DESIGN CONCEPTS:

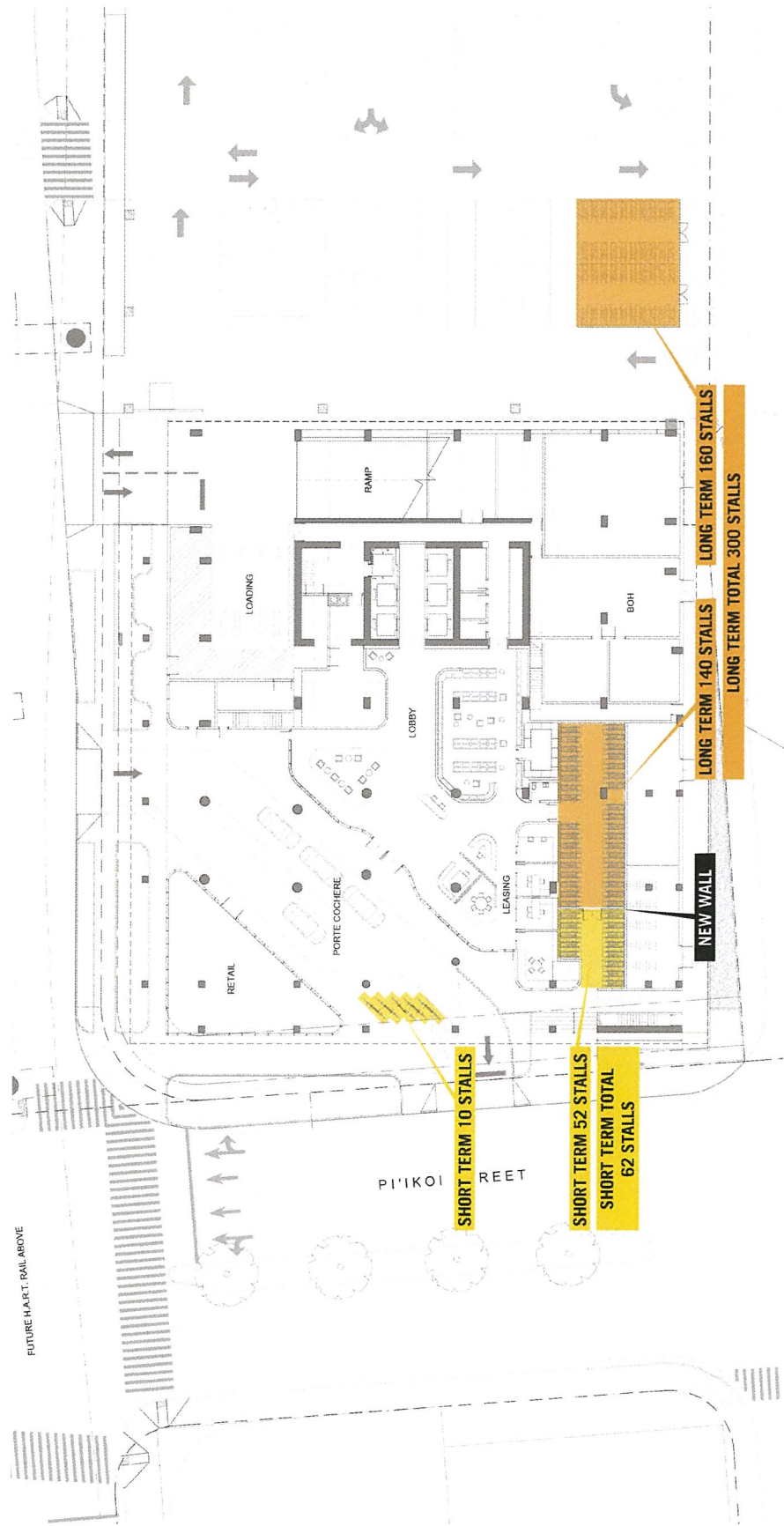
The theme of WAI WAI imbues the landscape design, creating a sense of movement and texture through form and plant selection.

The main arrival at Kona Street is greeted with a variety of varying height palms. A wide massing of taro on either side of the drive is met with native ferns and slender palms, serving as a backdrop into the porte cochere.

Transitioning to Piko Street the landscape begins to blend plant materials that are familiar to the Piko corridor. Hala's, coconut & loulu palms, spider lilies, and gardenias strengthen the identity present along the Western edge of Ala Moana Center. The introduction of native kukui trees offer additional shade further promoting walkability and connectivity throughout the Ala Moana area.

LANDSCAPE PLAN | CONCEPT

BICYCLE PARKING PLAN (FLOOR 1)



**STREETSCAPE
SECTIONS
KEY MAP**

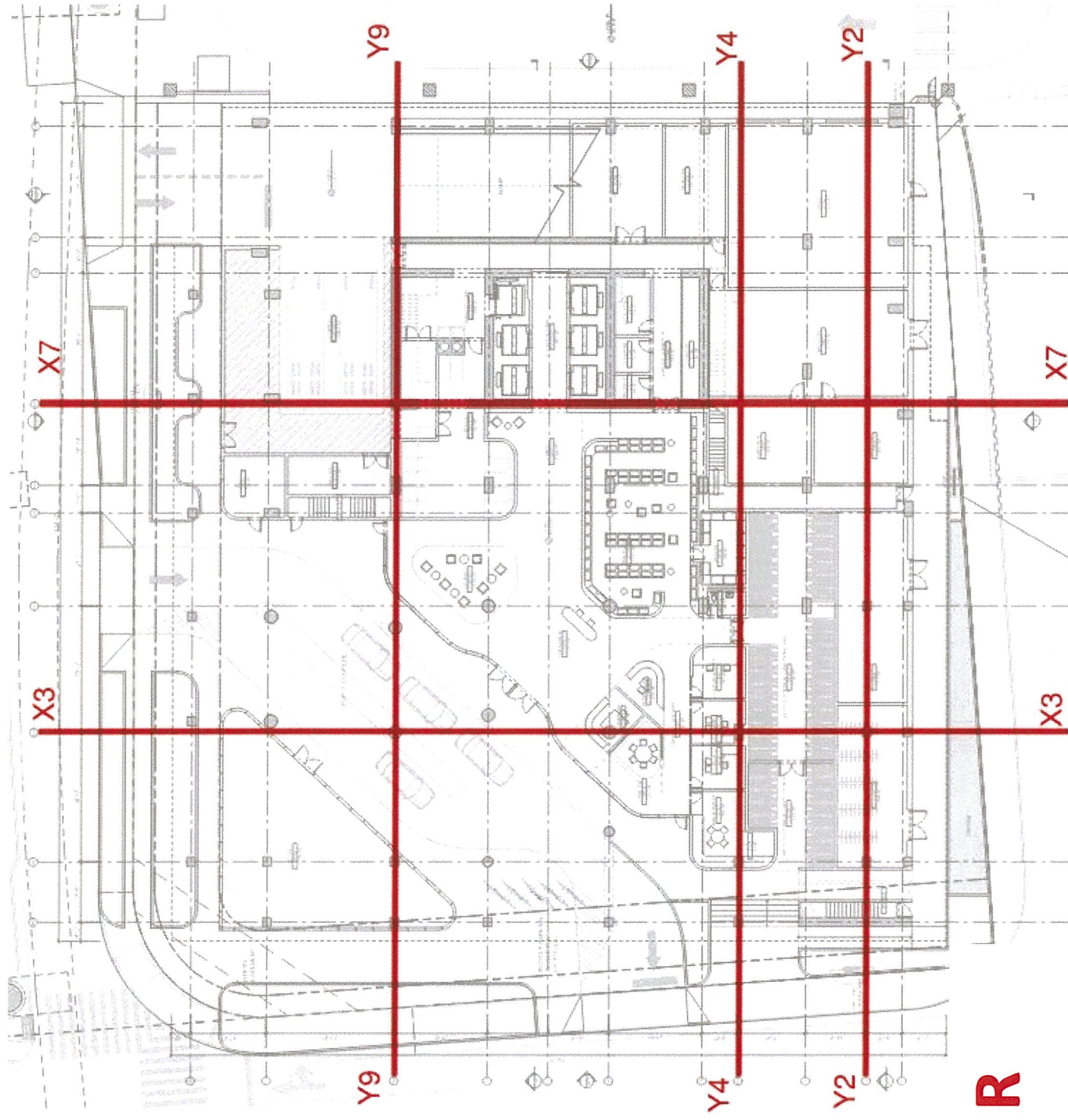
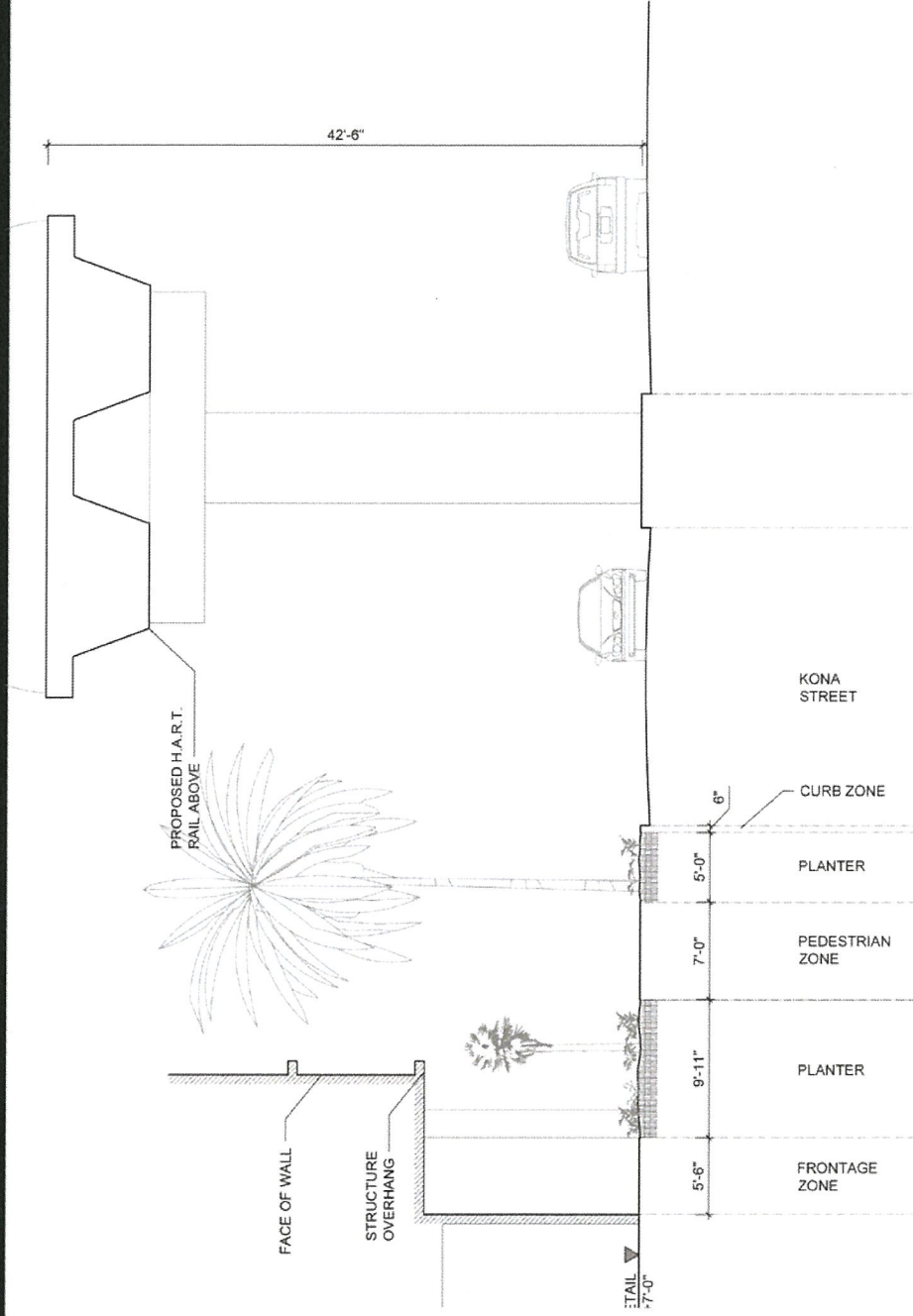


Exhibit R

STREETSCAPE SECTIONS: KONA AT GRIDLINE X3



OMA

Exhibit S

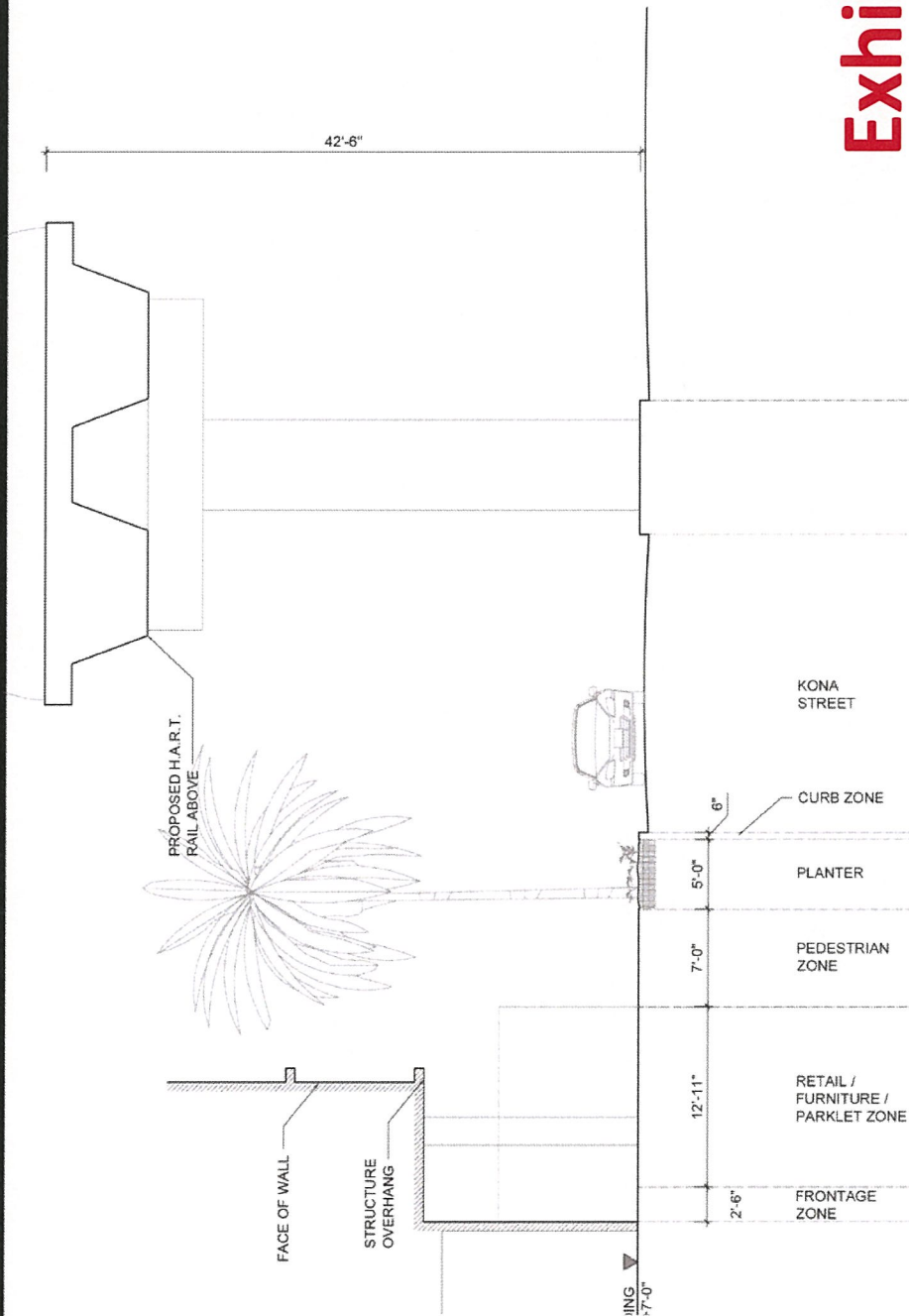
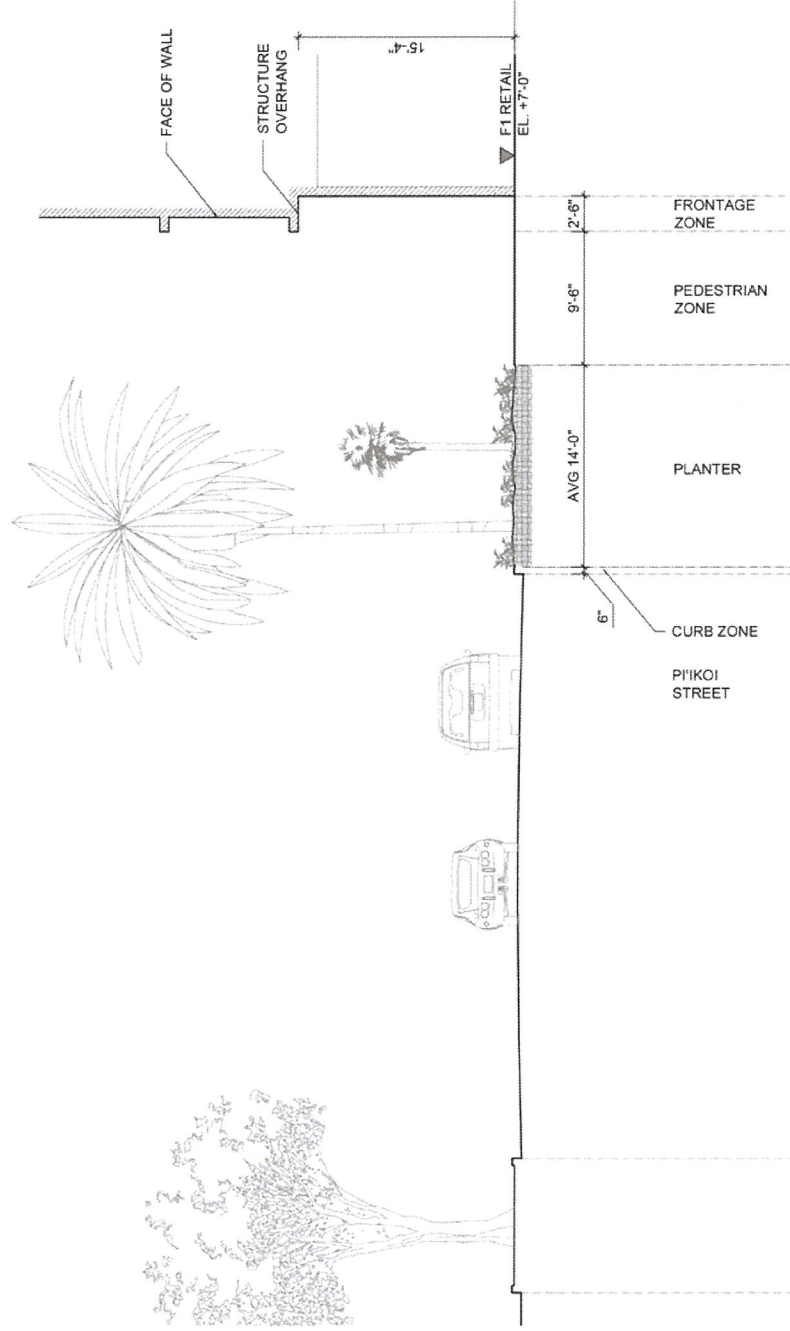
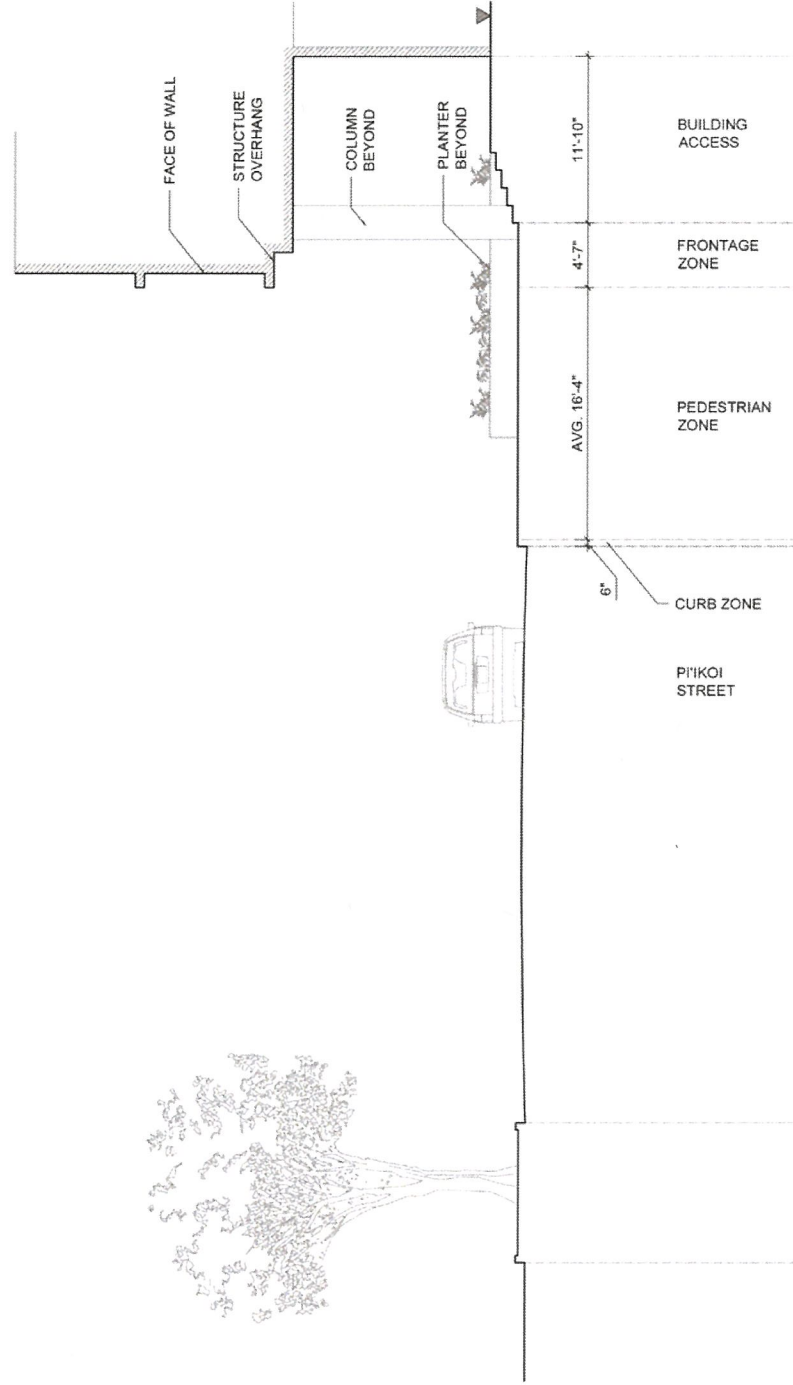
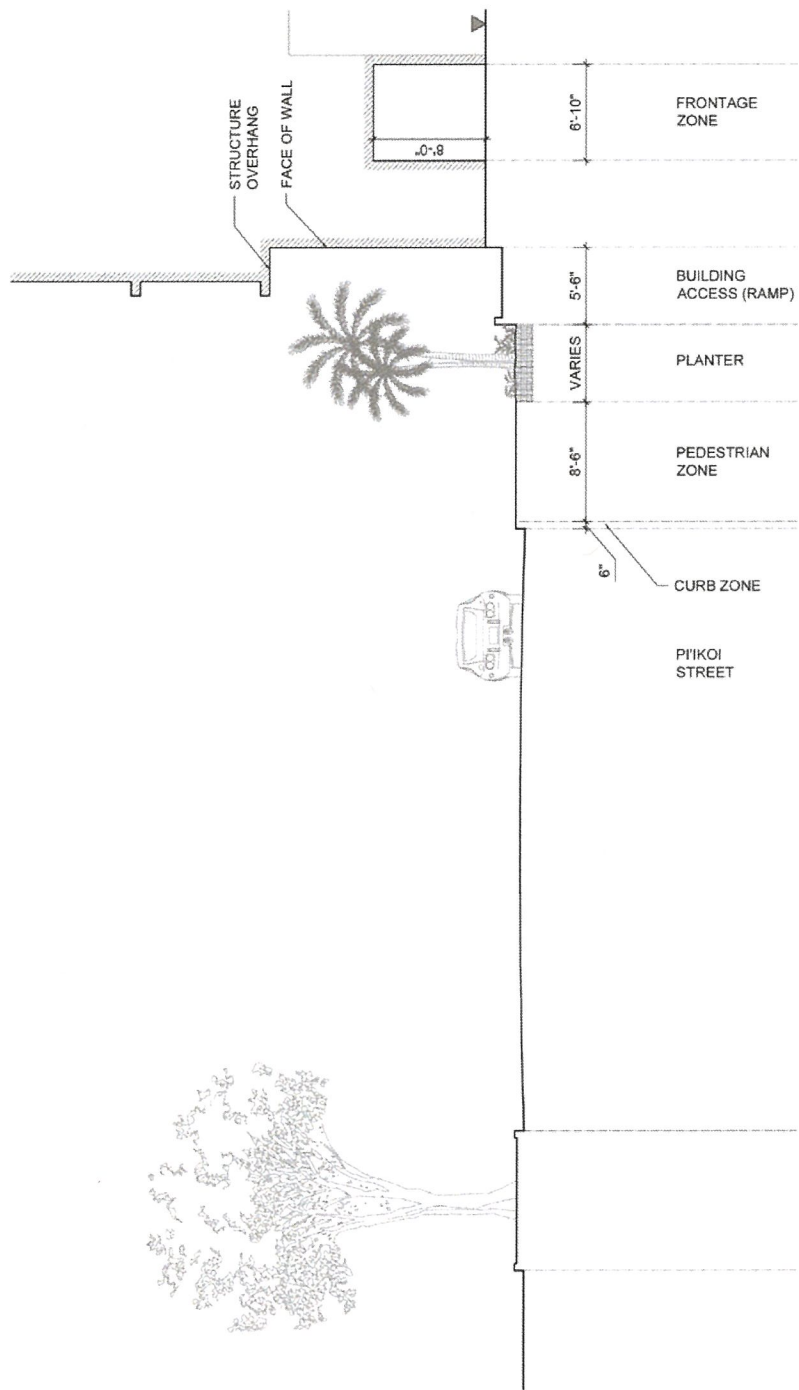


Exhibit T







- PROPOSED TOWER SECTION

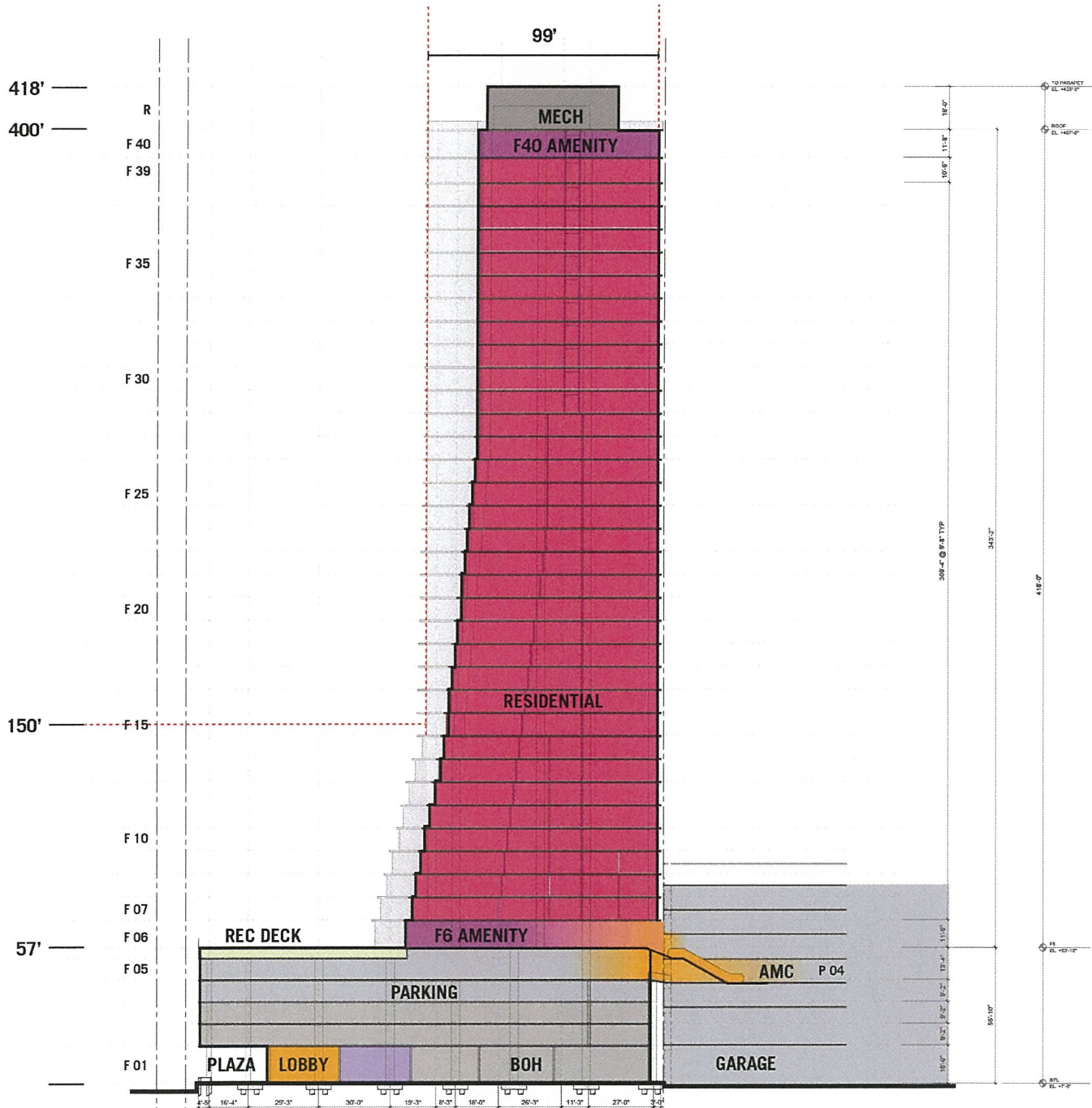
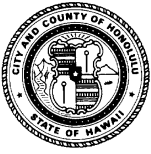


Exhibit X



CITY COUNCIL
CITY AND COUNTY OF HONOLULU
HONOLULU, HAWAII

No. _____

RESOLUTION

APPROVING A CONCEPTUAL PLAN FOR AN INTERIM PLANNED
DEVELOPMENT-TRANSIT (IPD-T) PROJECT FOR THE ALA MOANA PLAZA
DEVELOPMENT PROJECT.

WHEREAS, on August 14, 2020, the Department of Planning and Permitting ("DPP") accepted the application (DPP Reference Number 2020/SDD-45) of Brookfield Properties (herein referred to as the "Applicant") for an IPD-T Permit to redevelop 78,976 square feet of land with a mixed-use development project in the Ala Moana neighborhood on land zoned BMX-3 Community Business Mixed-Use District, located at 451 Piikoi Street, and identified as Tax Map Key(s) 2-3-038: 003 and portion of 014 (herein referred to as the "Project"); and

WHEREAS, the Project will include the demolition of the existing commercial structures and the development of a new tower, with a maximum height of 400 feet, which includes 583 rental housing units, 20 percent of which will be designated as affordable rental housing units, a 1,570-square-foot commercial space, and other ground floor pedestrian improvements; and

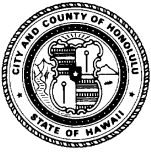
WHEREAS, on September 30, 2020, the DPP held a Public Hearing which was attended by the Agent, Applicant and its representatives, City staff, and approximately 72 members of the public; with ten of them providing testimony; and

WHEREAS, on _____, the DPP, having duly considered all evidence and reports of said public hearing and the review guidelines established in Sections 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 _____ (2020); and

WHEREAS, the conceptual plan for the Project is set forth in the exhibits attached hereto as Exhibits A through X, and is further described in Departmental Communication _____(2020), all of which are incorporated herein by this reference; and

WHEREAS, the City Council, having received the findings and recommendation of the DPP on _____, 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 partially approved under the following conditions, subject to the following conditions:

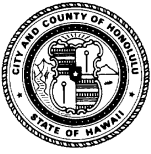


CITY COUNCIL
CITY AND COUNTY OF HONOLULU
HONOLULU, HAWAII

No. _____

RESOLUTION

- A. After City Council approval of the IPD-T Permit for the Project, the Applicant shall submit to the DPP for review and approval, an application for a Major Special District (SD) Permit, including detailed plans and drawings of the Project.
- B. The maximum floor area ratio for the Project is 7.0 (552,832 square feet).
- C. The maximum height of the Project is 400 feet. Rooftop structures must conform to Land Use Ordinance (LUO) Section 21-4.60(c).
- D. The encroachment into the Kona Street height setback is permitted to a maximum depth of 21 feet.
- E. The required number of vehicle parking spaces for the Project is 220 spaces.
- F. The following community benefits must be provided:
 - 1. At least 20 percent of the residential units when taking into account the "Rules to Implement the City's Affordable Housing Requirements" (AH Rules), must be dedicated as affordable housing to families earning no more than 80 percent area median income for Honolulu, for a period of no less than 45 years. Application of the AH Rules, including the room factor and a unit mix congruent to the market-rate component, is required. Compliance with this condition will be confirmed prior to the issuance of any certificate of occupancy (CO) with the approval of an Affordable Housing Agreement which shall be recorded with the Bureau of Conveyances.
 - 2. A minimum of 10 car-share spaces and vehicles. The car-share spaces must be publicly accessible at all times and not limited to use by residents of the Project. Car-share spaces may also count as parking spaces. Evidence of an agreement with a car-share organization for the use of the Project premises shall be submitted to the DPP prior to CO issuance.
 - 3. A bike share station. The bike share station must be conveniently located and publicly accessible. Compliance will be confirmed upon completion of an agreement with Bikeshare Hawaii, or a current City bike share partner, to fund, construct, and provide space for an on-site bike share station with a minimum of 20 total spaces, or as deemed appropriate by Bikeshare Hawaii or a current City bike share partner.



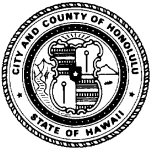
CITY COUNCIL
CITY AND COUNTY OF HONOLULU
HONOLULU, HAWAII

No. _____

RESOLUTION

Evidence of an agreement with a City-approved bike share program on the Project site shall be submitted to the DPP prior to CO issuance.

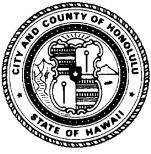
4. A monetary contribution of \$140,000 to the City and County of Honolulu to facilitate coordinated Complete Streets improvements in the Ala Moana Transit Oriented Development (TOD) Plan Area, such as a protected bike lane on Piikoi Street and connection to the Pensacola protected bike lane through Waimanu Road or similar route, and/or other improvements intended to improve the Complete Streets network. Confirmed receipt of such contribution should be obtained prior to any issuance of any foundation permit.
 5. An easement on Kona and Kona Iki Streets in favor of the City for public right-of-way (ROW) access. Prior to issuance of any building permit, the Applicant shall submit an executed restrictive covenant, easement, or similar mechanism to the DPP ensuring the City will have continued use of Kona and Kona Iki Streets.
 6. Intersection and ROW improvements to address safety on Piikoi Street and Kona Street from the recommendations of the required transportation impact assessment (TIA). These multi-modal infrastructure improvements must be submitted to the DPP and the Department of Transportation (DTS) for review and approval prior to issuance of any building permits (including demolition permits). A deferred agreement may be entered into between the Applicant and the City in order to schedule the improvements in coordination with Honolulu Authority for Rapid Transportation (HART) demolition and construction work.
 7. Improved connectivity for pedestrians and bicyclist which shall be shown through revised plans in the SD Permit application, delineated below.
- G. The application for the Major SD Permit must include updated plans showing the following:
1. A revised ground-floor plan which shows the distance from the property line/street frontage to the ground floor structures, the width of the sidewalk, outdoor dining and/or open areas, the screening and façade improvements, ground floor street frontage transparency percentages (not including the mauka garage, "parklet", or other blank walls in the base calculation), landscaping, pedestrian amenities, and other improvements



RESOLUTION

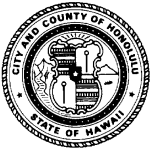
that create a robust pedestrian environment. Justification should be provided if flexibility is being requested from the LUO standards;

2. Detailed landscaping plans and revised streetscape sections in accordance with TOD recommendations for tree types and orientation of plantings on the outer edge (street-side) of the sidewalk;
3. Any outdoor dining features and street furniture (as applicable);
4. Landscaping and screening, consisting of a green wall, hanging plants, or an architecturally integrated false façade to screen any existing or proposed parking structures on the ground floor and concourse level;
5. Detailed specifications and a narrative description ensuring that the building materials, finishes, and colors are nonreflective, subdued in nature, and compatible with nearby structures and will meet the restrictions for sunlight reflection and glare prevention, as appropriate;
6. Enhanced activation and details of programming for the ground floor of parking structures, including, but not limited to, a schedule of six planned public events annually. This condition may be terminated in the case an agreement is reached between the City and the developer regarding the bus transit station off of Kona Street;
7. Bike parking and bike share station details, including location of all spaces, number of spaces, and rack types;
8. Updated floor plans and unit mix schedule with preliminary affordable housing unit calculations showing compliance with the above conditions related to AH Rules;
9. Details of ROW improvements, including details of the materials, finish, and color of the sidewalk areas;
10. Improved connectivity plan showing clearly marked pedestrian and bicycle paths from the mauka garage site to the street and to adjacent parcels, the planned HART station and other amenities; and
11. Proposed wayfinding signs and their locations.



RESOLUTION

- H. Prior to applying for a grading permit or building permit, whichever comes first, the Applicant shall submit an Archaeological Inventory Survey report that has been approved by the State Historic Preservation Division (SHPD), and commit to the approved mitigation and protocols of all archaeological historic properties and cultural resources, including iwi, identified on site; or otherwise, provide a letter from SHPD confirming one is not necessary.
- I. Prior to applying for a foundation permit, the Applicant shall implement the recommendations of the wind study and wind tunnel test, if the affected Level 6 outdoor amenity deck is being counted toward Park Dedication.
- J. Prior to the issuance of any building permits, the Applicant shall be assessed for the impact of the Project on Honolulu Fire Department services and make a contribution toward neighborhood facilities, such as the acquisition and construction of a new fire station in the Ala Moana/Kakaako vicinity.
- K. Prior to approval of any building permits (including demolition permits), the Applicant shall submit for review and approval by the DTS and the DPP:
 - 1. A timeline with anticipated dates for obtaining major building permits for demolition and construction work, including the date of occupancy. This will also identify when a Construction Management Plan (CMP), TIA, Traffic Management Plan (TMP), and updates to or validation of the findings of the Traffic Impact Analysis Report (TIAR) should be submitted for review and approval.
 - 2. The final TMP, including the CMP and a TIA performed by the Applicant in coordination with the DTS Regional Planning Branch and the DPP to examine the vehicle, pedestrian, bicycle, and public transit stress and comfort levels at the nearby intersections and Project access driveways with corresponding improvements to mitigate these impacts, including:
 - a. An optimization study of the Piikoi Street and Kona Street traffic signal for multi-modal operations. Specifically, the study should consider the impact of signal timing and intersection geometry/design on the most vulnerable users, and should incorporate the planned protected bike lane on Piikoi Street;

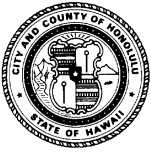


CITY COUNCIL
CITY AND COUNTY OF HONOLULU
HONOLULU, HAWAII

No. _____

RESOLUTION

- b. Proposed improvements in the Project description should include multi-modal intersection improvements, transit easements along Kona and Kona Iki Streets, and bike share facilities; and
 - c. A parking study consisting of an analysis of parking utilization, turnover throughout the day, justification for the proposed parking spaces, and consideration of other alternatives for parking management such as shared-parking agreements or a park-and-ride facility.
- L. Prior to the approval of any building permit, the Applicant shall provide:
- 1. To the DPP and the DTS, the TMP including transportation mode share performance targets and a schedule for achieving such targets as related to:
 - a. Traffic Demand Management (TDM) strategies to minimize the amount of vehicular trips for daily activities by residents and employees that can contain carpooling and ride sharing programs, transit, bicycle and pedestrian incentives and other similar measures;
 - b. Bicycle Plan, identifying the location, number of spaces, and signage for bicycle racks and circulation pattern for bikes;
 - c. Pedestrian Circulation Plan to provide accessibility and connectivity to the surrounding public sidewalks and street intersections, showing safe routes to the planned transit station and surrounding activities. A determination of the effective sidewalk widths taking into account Complete Streets initiatives; and
 - d. Parking Management Plan (PMP) including an analysis of the parking/loading/valet operations. Due to the proposed physical separation between the two-lanes within the porte-cochere, the PMP should identify which lane is the bypass lane and how traffic control will be managed. It should be clearly stated that the porte-cochere shall not operate as two separate drop-off/pick-up areas in the two lanes.

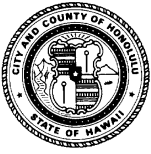


RESOLUTION

2. The updated TIAR updates to the DPP and the DTS, including supplemental studies or subsequent updates should:
 - a. Reflect any changes in driveway operations should they occur; and
 - b. Indicate when the Keeaumoku Street /Kona Street intersection traffic signal, assumed in the July 2020 TIAR, will be installed and by whom.

A new TIAR may be required if there is a significant change to the scope or timing of the major work items contained in the initial report.

- M. Prior to issuance of the CO, the following should be submitted for review and approval:
 1. An updated Street Tree Plan.
 2. An annual schedule of six planned public events per year that will utilize the mauka garage for transit- and pedestrian-oriented patrons.
- N. Approximately one year after the issuance of the CO, a post TMP including post TIAR will be required to validate the relative effectiveness of the various TDM strategies identified in the initial report to the DPP Traffic Review Branch for review and approval.
- 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/State for maintenance.
- Q. Approval of this IPD-T Permit does not constitute compliance with other LUO or governmental agencies' requirements, including building permit approval. They are subject to separate review and approval. The Applicant should be responsible for ensuring that the final plans for the Project approved under this permit comply with all applicable LUO and other governmental provisions and requirements.



CITY COUNCIL
CITY AND COUNTY OF HONOLULU
HONOLULU, HAWAII

No. _____

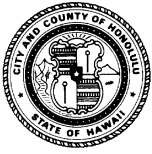
RESOLUTION

R. The Applicant must obtain a building permit for the Project within five years of the date of the SD Permit. Failure to obtain a building permit within this period should render this approval null and void, provided that this period may be extended as follows:

1. The Director of the DPP may extend this period if the Applicant demonstrates good cause, but the period should not 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 has demonstrated good cause for the extension, the Director shall prepare and submit to the Council a report on the proposed extension, which should include the Director's findings and recommendations thereon.

The Council may approve the proposed extension or an extension for a shorter or longer period, or deny the proposed extension, by adoption of a committee report or resolution.

3. If the Council fails to take final action on the proposed extension within the first to occur of: (1) Sixty days after receipt of the Director's report, or (2) The Applicant's then-existing deadline for obtaining a building permit; the extension should be deemed denied.
- S. Construction should be in general conformity with the approved plans on file with the DPP. Any change in the size or nature of the Project which significantly alters the proposed development should require a new application. Any change which does not significantly alter the proposed Project should be considered a minor modification and, therefore, permitted under this resolution, upon review and approval of the Director of the DPP.



CITY COUNCIL
CITY AND COUNTY OF HONOLULU
HONOLULU, HAWAII

No. _____

RESOLUTION

BE IT FINALLY RESOLVED that copies of this resolution be transmitted to Kathy K. Sokugawa, Acting Director, Department of Planning and Permitting, 650 South King Street, 7th Floor, Honolulu, Hawaii, 96813; GGP Ala Moana, LLC, 1003 Bishop Street, Suite 2288, Honolulu, Hawaii, 96813; and Keith Kurahashi, R. M. Towill Corporation, 2024 North King Street, Suite 200, Honolulu, Hawaii, 98619.

INTRODUCED BY:

DATE OF INTRODUCTION:

Honolulu, Hawaii

Councilmembers

Exhibit A

site

Joint Development

(2005/CUP-23)

**2,457,007 square feet
(56.4 Acres)*
*not including ROW**

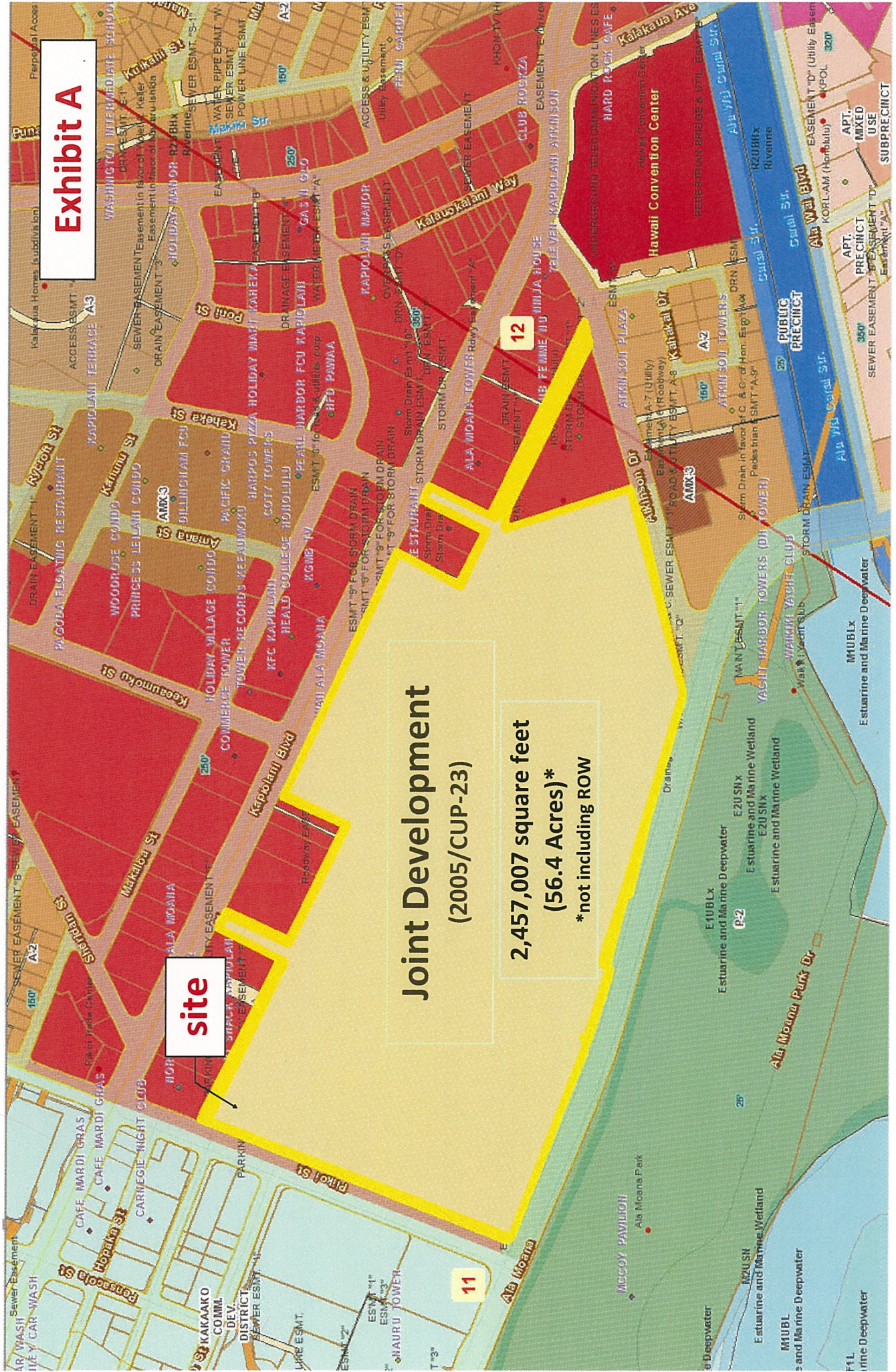
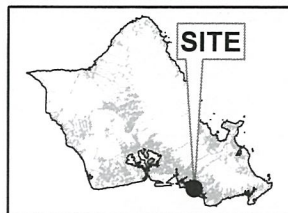
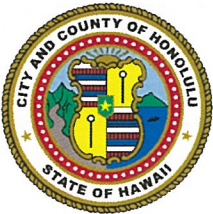
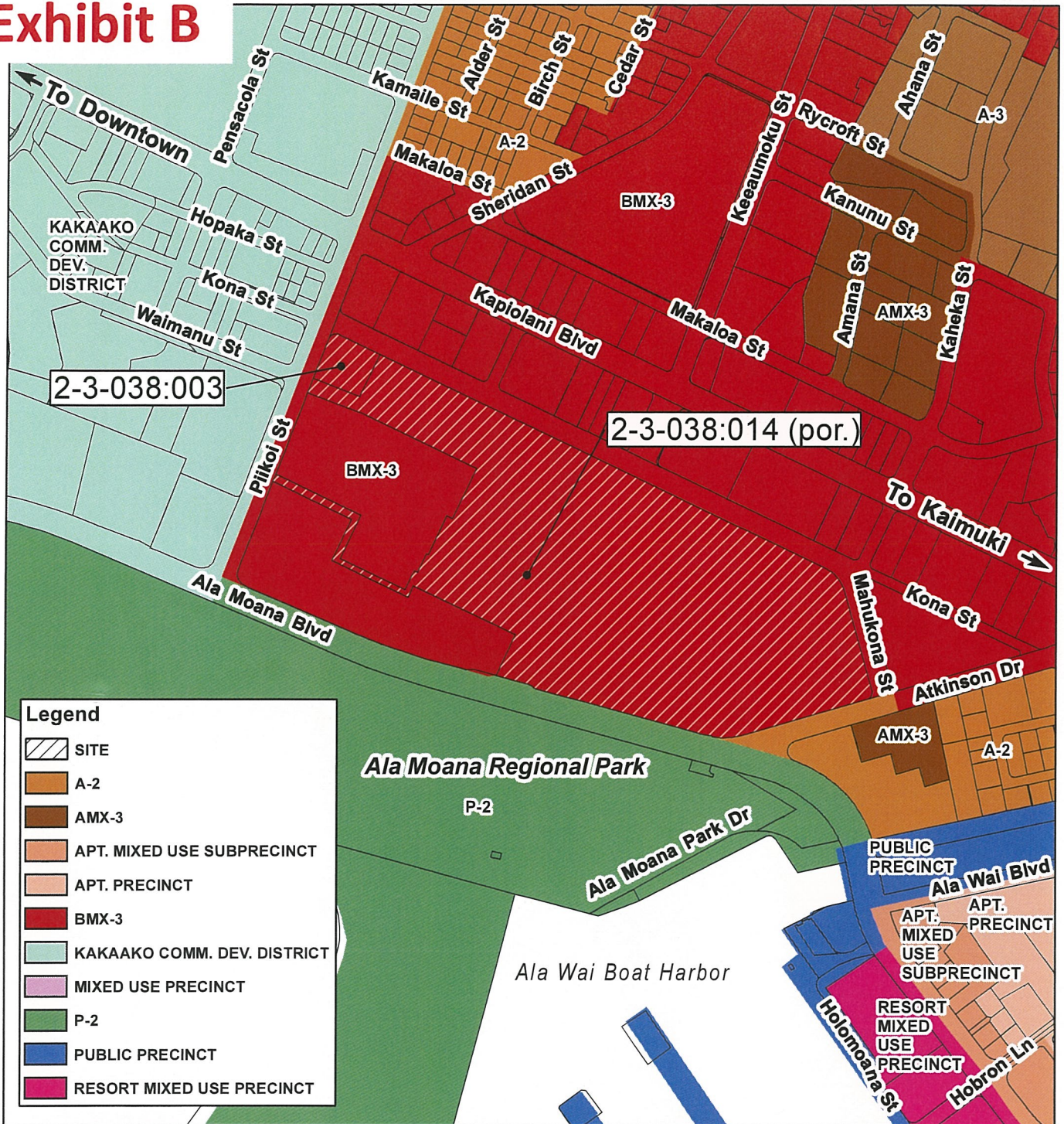


Exhibit B



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1" = 600'



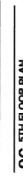
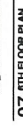
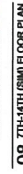
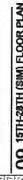
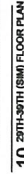
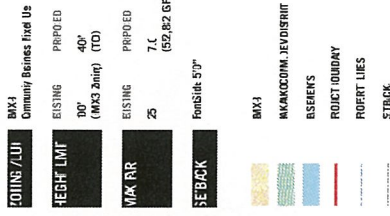
ZONING MAP ALA MOANA PLAZA

TAX MAP KEY(S): 2-3-038:003 and 014 (portion)

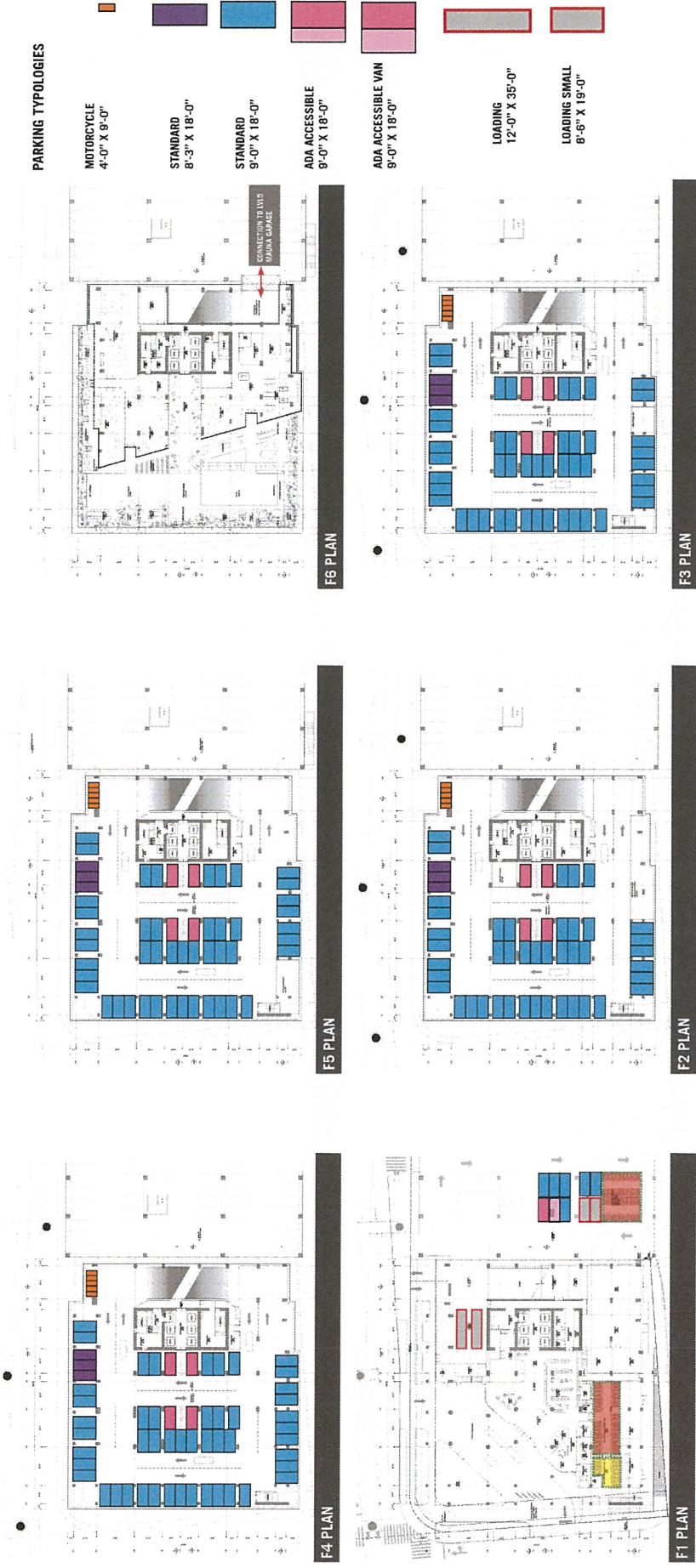
FOLDER NO.: 2020/SDD-45

LUO Floor Area

05 LUO AREA CALCULATION



VEHICLE PARKING IN PROPOSED TOWER



FLOOR	ACCESSIBLE 8'-0" X 18'-0"	ADA ACCESSIBLE 9'-0" X 18'-0"	STANDARD 8'-3" X 18'-0"	STANDARD 9'-0" X 18'-0"	TOTAL
F5	3	1	48	3	53
F4	3	1	49	3	56
F3	3	1	47	3	54
F2	3	1	43	3	50
F1	0	1	6	0	7
TOTAL	12	5	191	12	224

FLOOR	MOTORCYCLE 4'-0" X 9'-0"
F5	5
F4	5
F3	5
F2	5
F1	0
TOTAL	20

Exhibit D

Exhibit E

Ground Floor (Level 1) Conceptual Plan

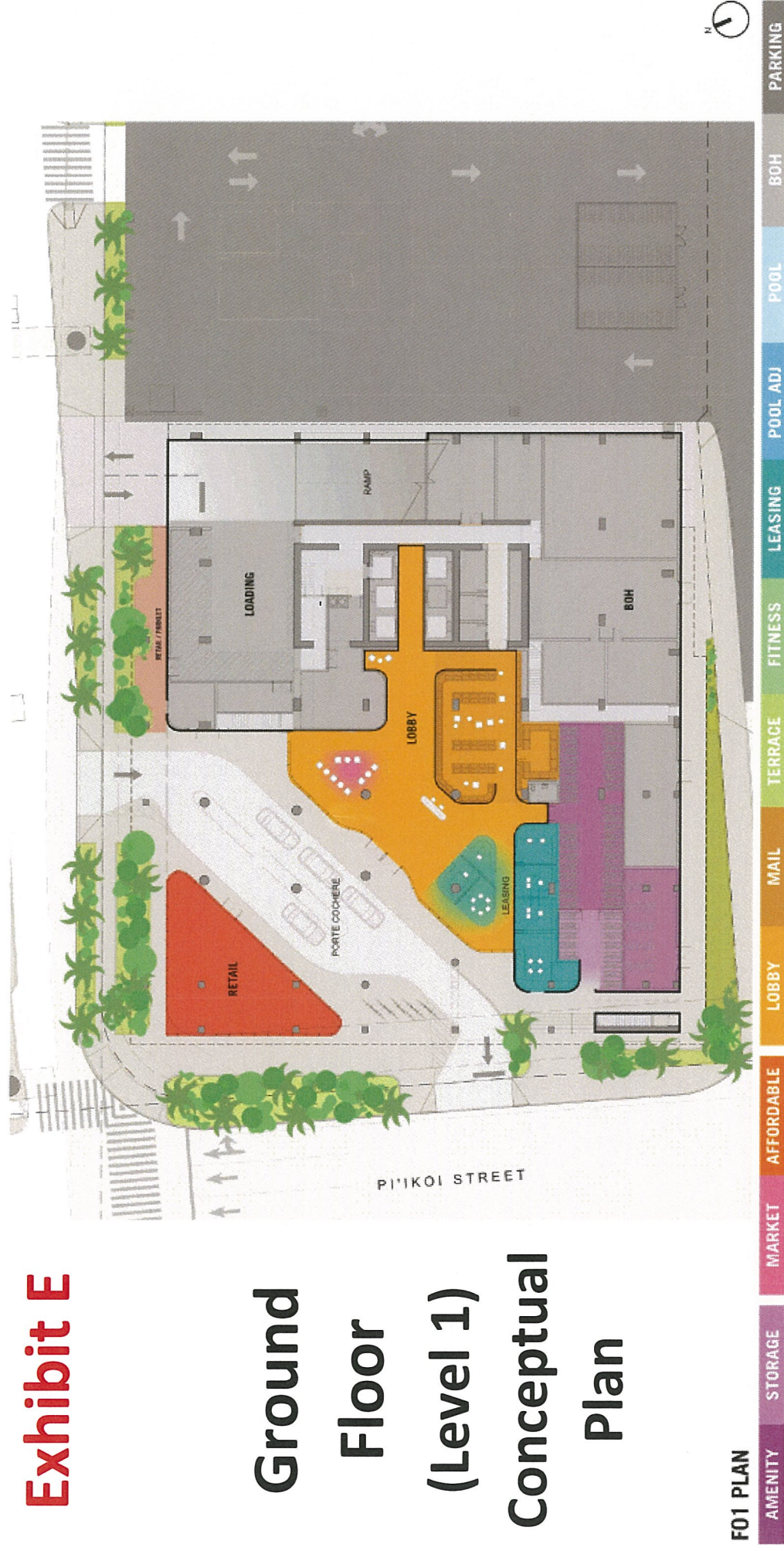
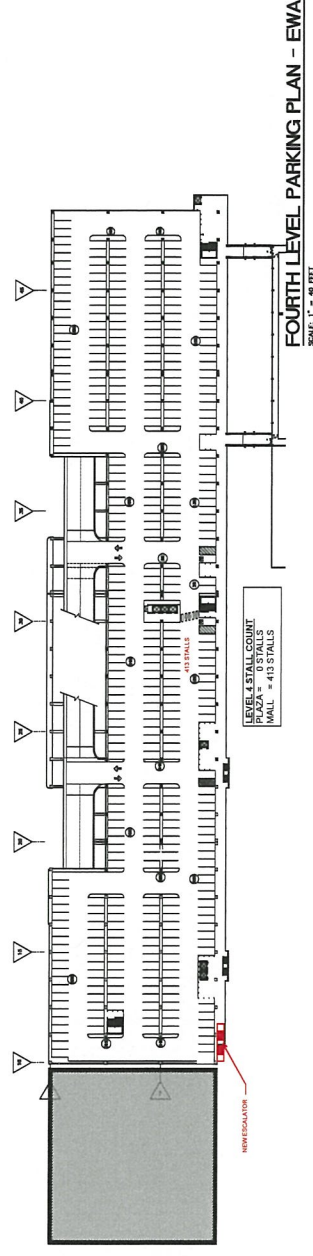


Exhibit F



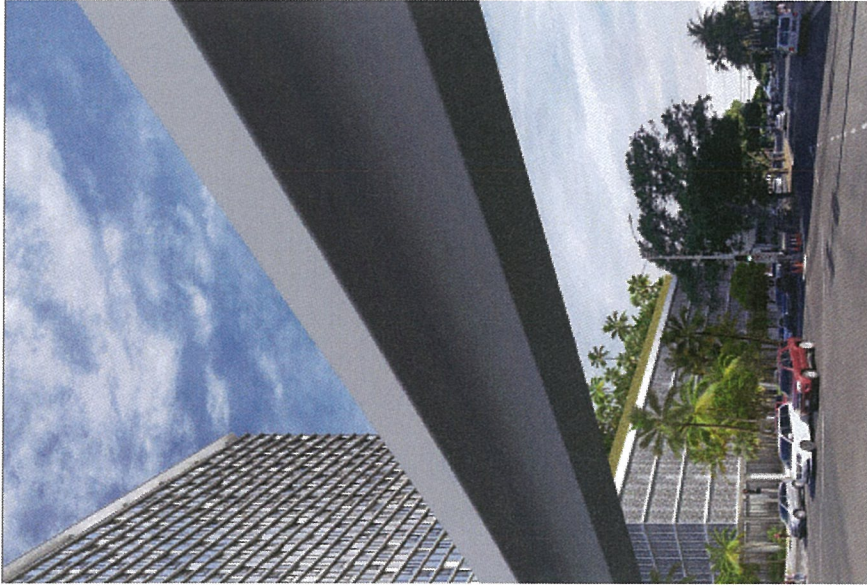
SCHEME F

PK-1

Exhibit G



SCHEME F



Proposed Project Tower North Elevation Exhibit H

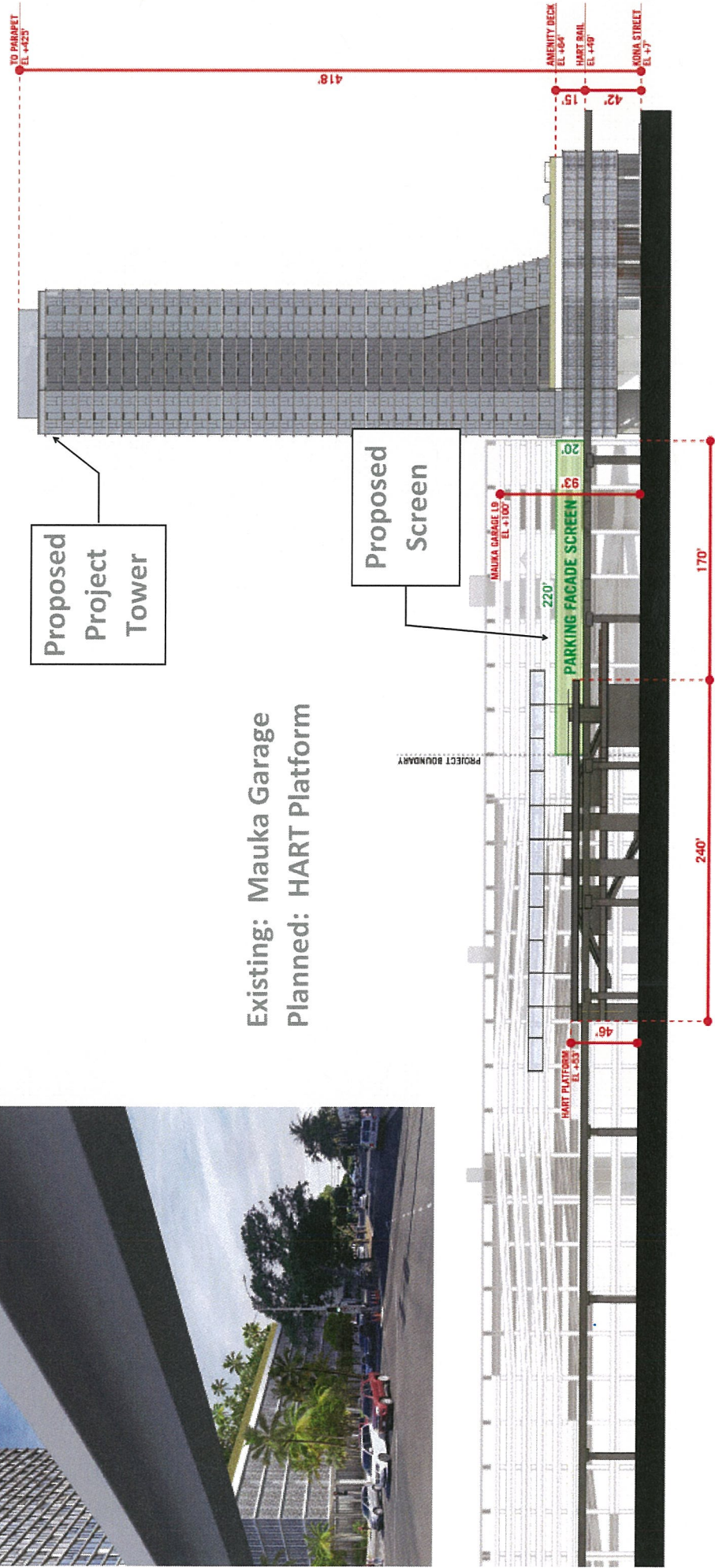
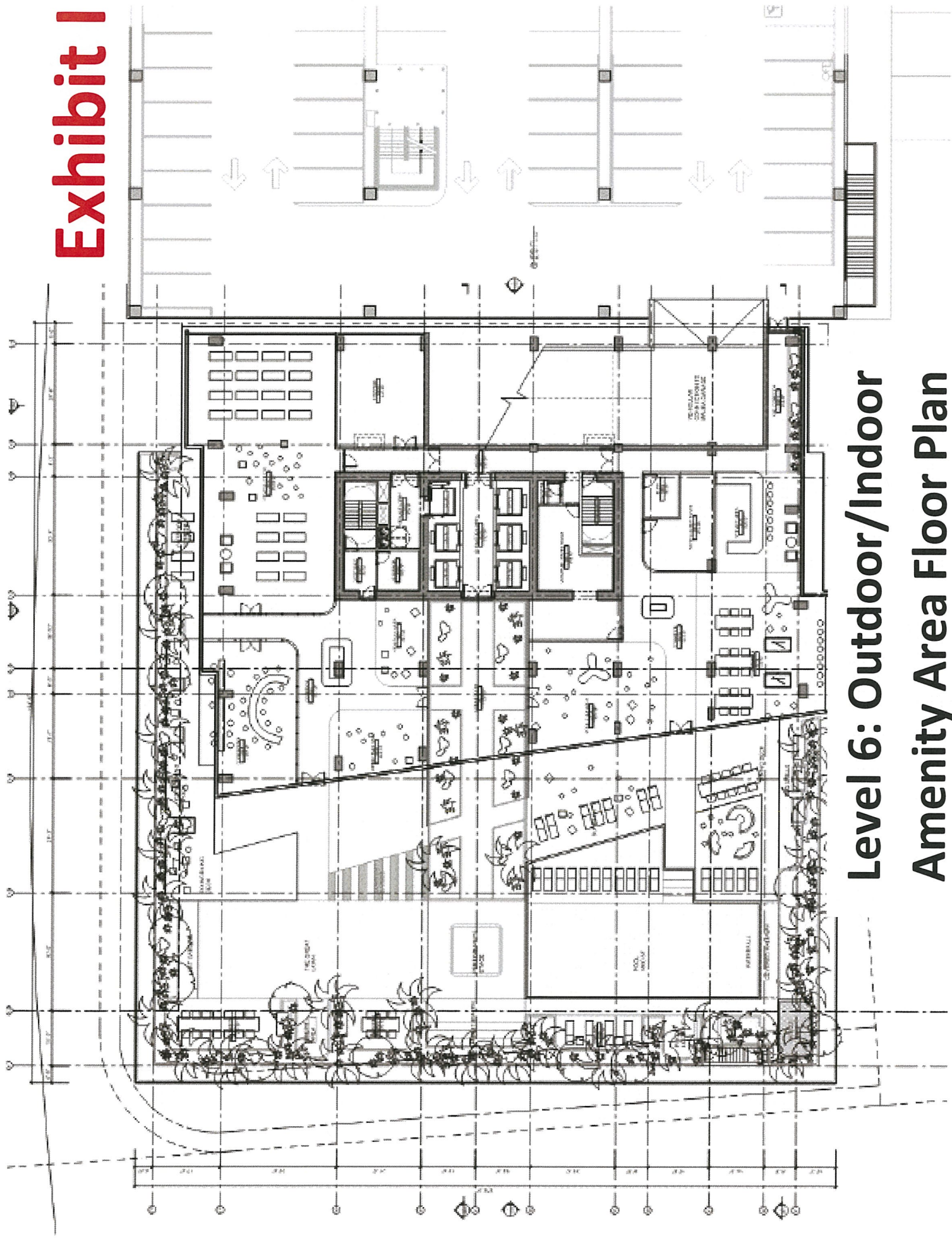


Exhibit I



**Level 6: Outdoor/Indoor
Amenity Area Floor Plan**



Level 40: Penthouse, Amenity and Lanai Floor Plan

ALA MOANA PLAZA
KONA STREET & KIMOS STREET
TMM LOT 12, 12-3-03E, 003

OWNER
Brookfield Properties
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ARCHITECT OF RECORD
7R
7R ARCHITECTS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

GENERAL CONTRACTOR
DMV-KMO
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

MECHANICAL ENGINEER
M.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ELECTRICAL ENGINEER
E.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

PLUMBING ENGINEER
P.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

STRUCTURAL ENGINEER
S.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

LANDSCAPE ARCHITECT
L.A. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

INTERIOR DESIGNER
I.D. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL ENGINEER
E.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ACoustical ENGINEER
A.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

HAZARDOUS WASTE ENGINEER
H.W.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

GEOTECHNICAL ENGINEER
G.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

TRANSPORTATION ENGINEER
T.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

WATER RESOURCES ENGINEER
W.R.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

WIND ENGINEER
W.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

SEISMIC ENGINEER
S.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENERGY ENGINEER
E.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL SCIENTIST
E.S. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL HEALTH & SAFETY ENGINEER
E.H.S.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL TOXICOLOGIST
E.T. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL CHEMIST
E.C. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL BIOLOGIST
E.B. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL PHYSICIST
E.P. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL SOCIAL SCIENTIST
E.S.S. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL POLITICAL SCIENTIST
E.P.S. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL ECONOMIST
E.E. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL HISTORIC PRESERVATION SPECIALIST
E.H.P.S. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL LANDSCAPE ARCHITECT
E.L.A. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL PLANNING
E.P. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL POLICY ANALYST
E.P.A. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL PROGRAM MANAGER
E.P.M. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL QUALITY MANAGER
E.Q.M. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL RISK ASSESSOR
E.R.A. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL SCIENCE
E.S. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL STUDIES
E.S. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL TECHNOLOGY
E.T. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL TRAINING
E.T. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL WORK
E.W. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL YOUTH
E.Y. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL ZOOLOGIST
E.Z. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL BOTANICAL
E.B. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL GEOLOGICAL
E.G. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL METEOROLOGICAL
E.M. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL OCEANOGRAPHICAL
E.O. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL PALEONTOLOGICAL
E.P. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL PEDOLOGICAL
E.P. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL PSYCHOLOGICAL
E.P. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL SOCIOLOGICAL
E.S. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL TAXONOMICAL
E.T. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

ENVIRONMENTAL ZOOLOGICAL
E.Z. ENGINEERS
1000 KALANIAN'IMAMANI DRIVE, SUITE 1000
HONOLULU, HI 96813

NOT FOR CONSTRUCTION

Project Status
DATE: Issue Date
PROJECT NO.: 1915
REV. NO.: DATE: DESCRIPTION
1 05/27/2019 Revised

FULL SIZE PRINT 36" x 48"
SHEET TITLE
40TH FLOOR PLAN

01 40TH FLOOR PLAN
TOTAL 19,151.22
A240

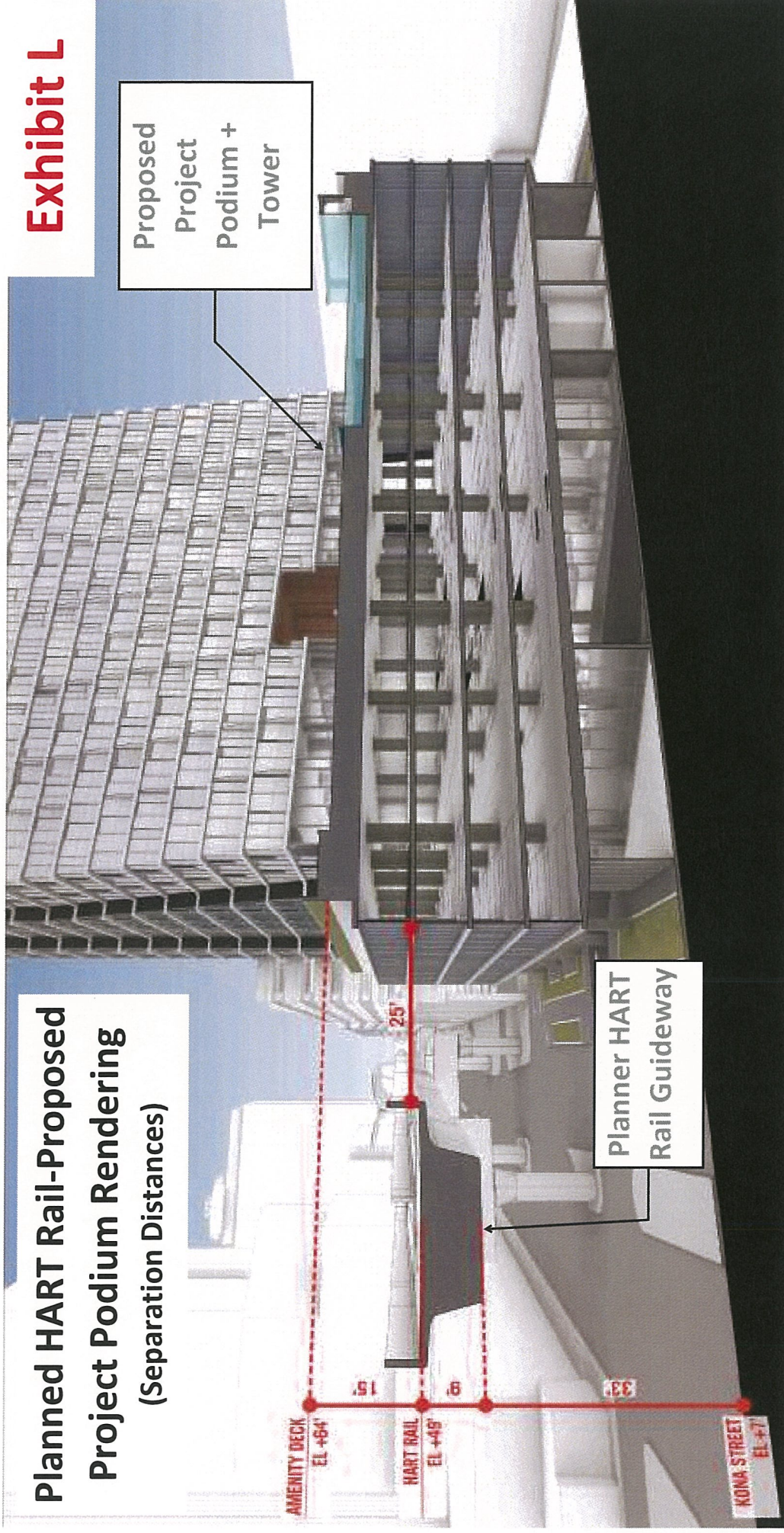
**Ground
Floor
(Level 1)
Site Plan**

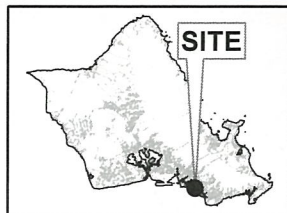
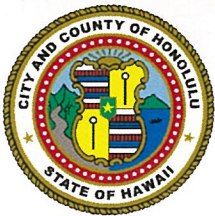
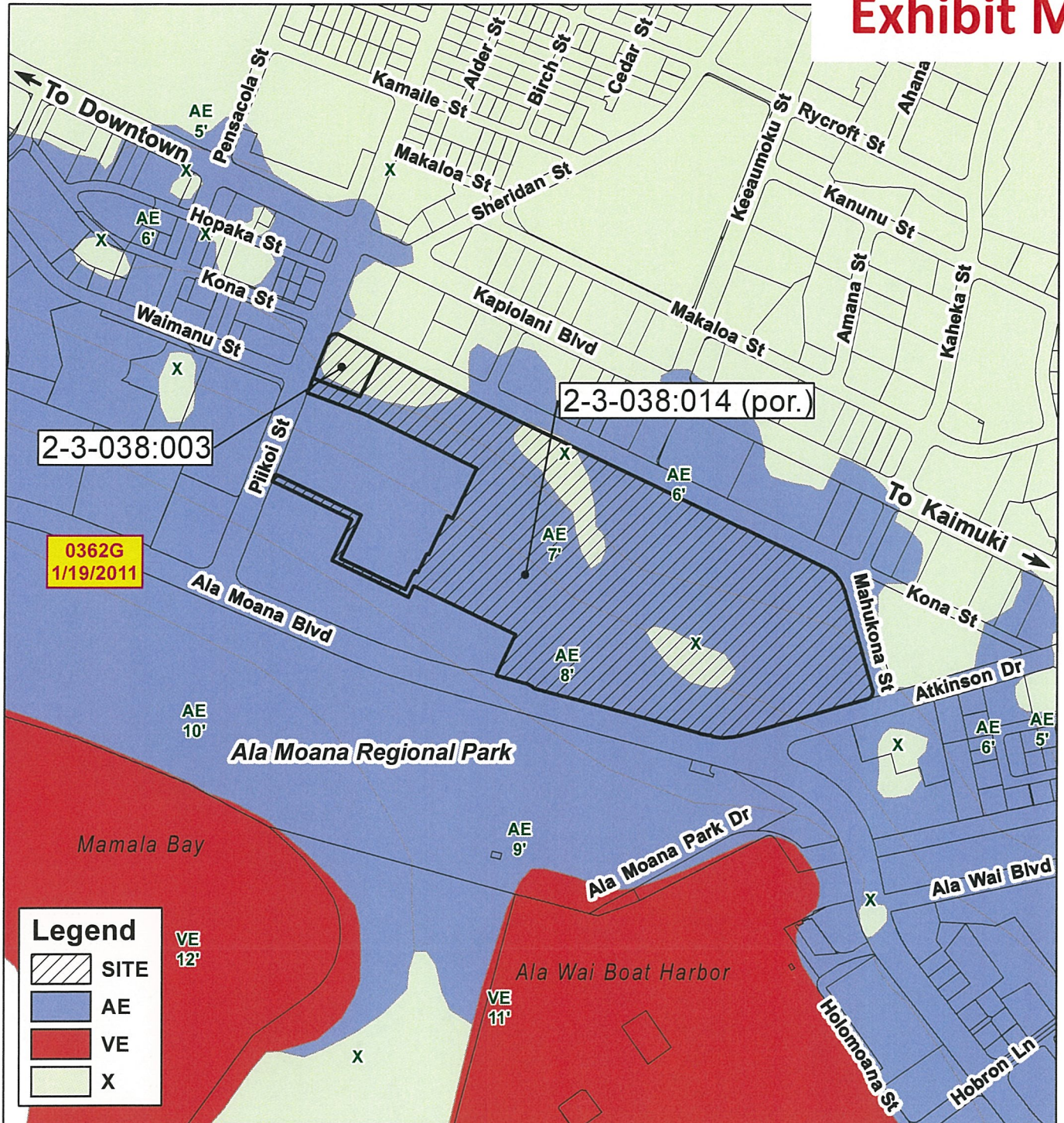


A100

Planned HART Rail-Proposed Project Podium Rendering (Separation Distances)

Exhibit L





600 300 0 600
1" = 600'

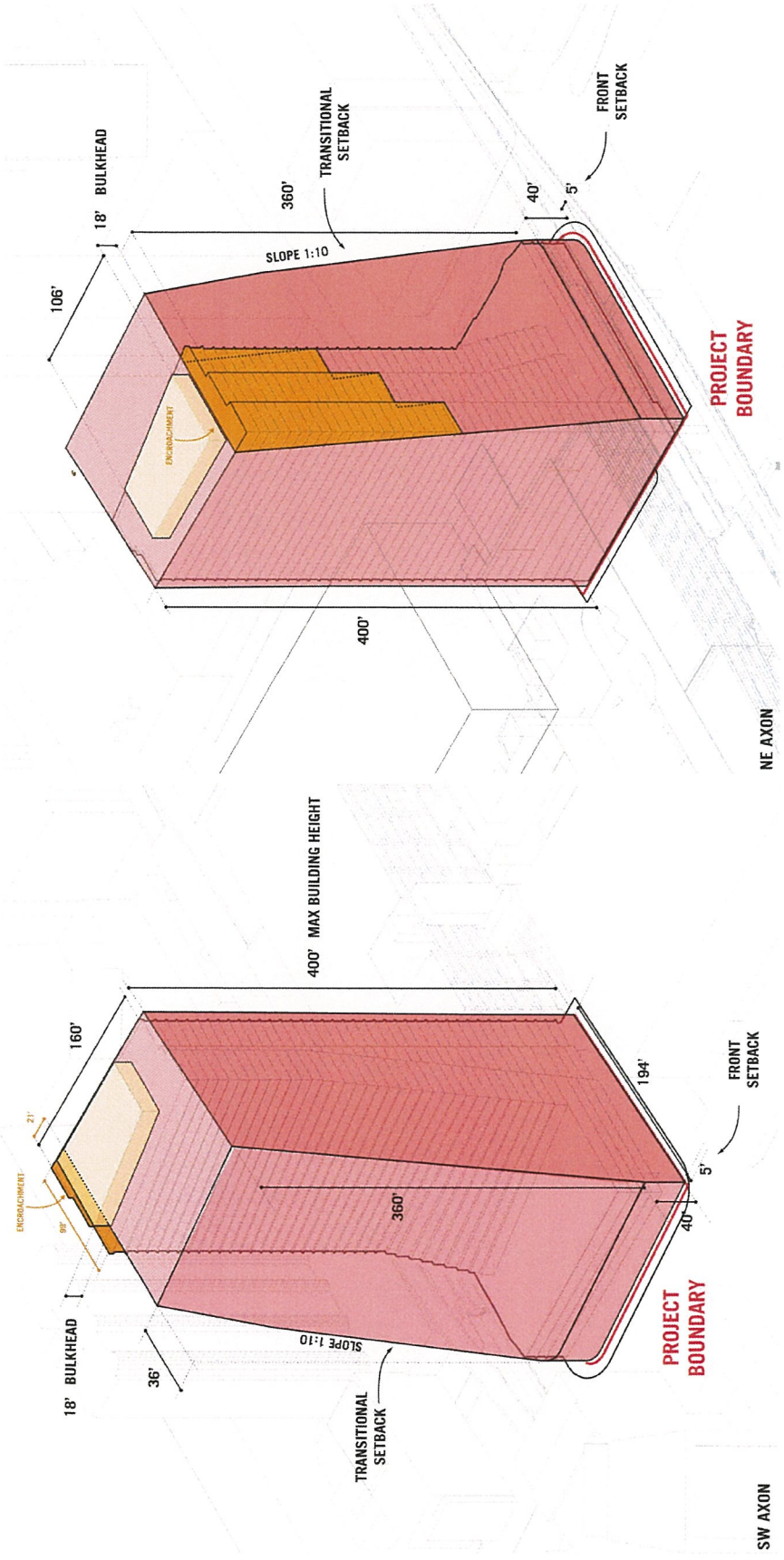


FLOOD MAP ALA MOANA PLAZA

TAX MAP KEY(S): 2-3-038:003 and 014 (portion)

FOLDER NO.: 2020/SDD-45

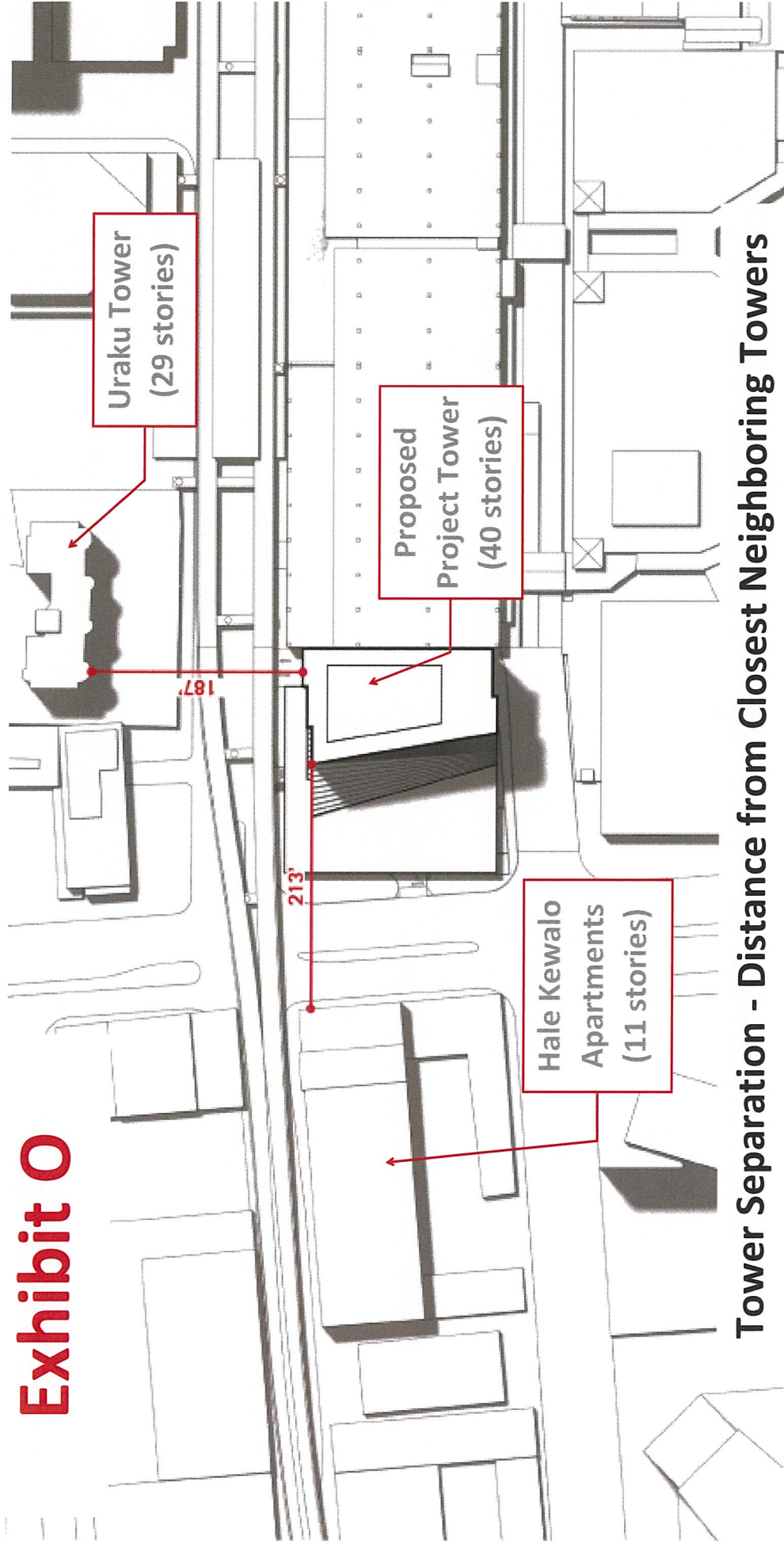
· SETBACK DIAGRAM – LUO – BMX-3 REQUIREMENT



■ Building Envelope (LUO)

■ Proposed Encroachment

Exhibit O



Tower Separation - Distance from Closest Neighboring Towers

LANDSCAPE CONCEPT

Notes
All landscape areas will be supported with a fully automated irrigation system, conforming to BWS standards.
No exceptional trees on site.



KEY LANDSCAPE DESIGN CONCEPTS:

The theme of WAI WAI imbues the landscape design, creating a sense of movement and texture through form and plant selection.

The main arrival at Kona Street is greeted with a variety of varying height palms. A wide massing of taro on either side of the drive is met with native ferns and slender palms, serving as a backdrop into the porte cochere.

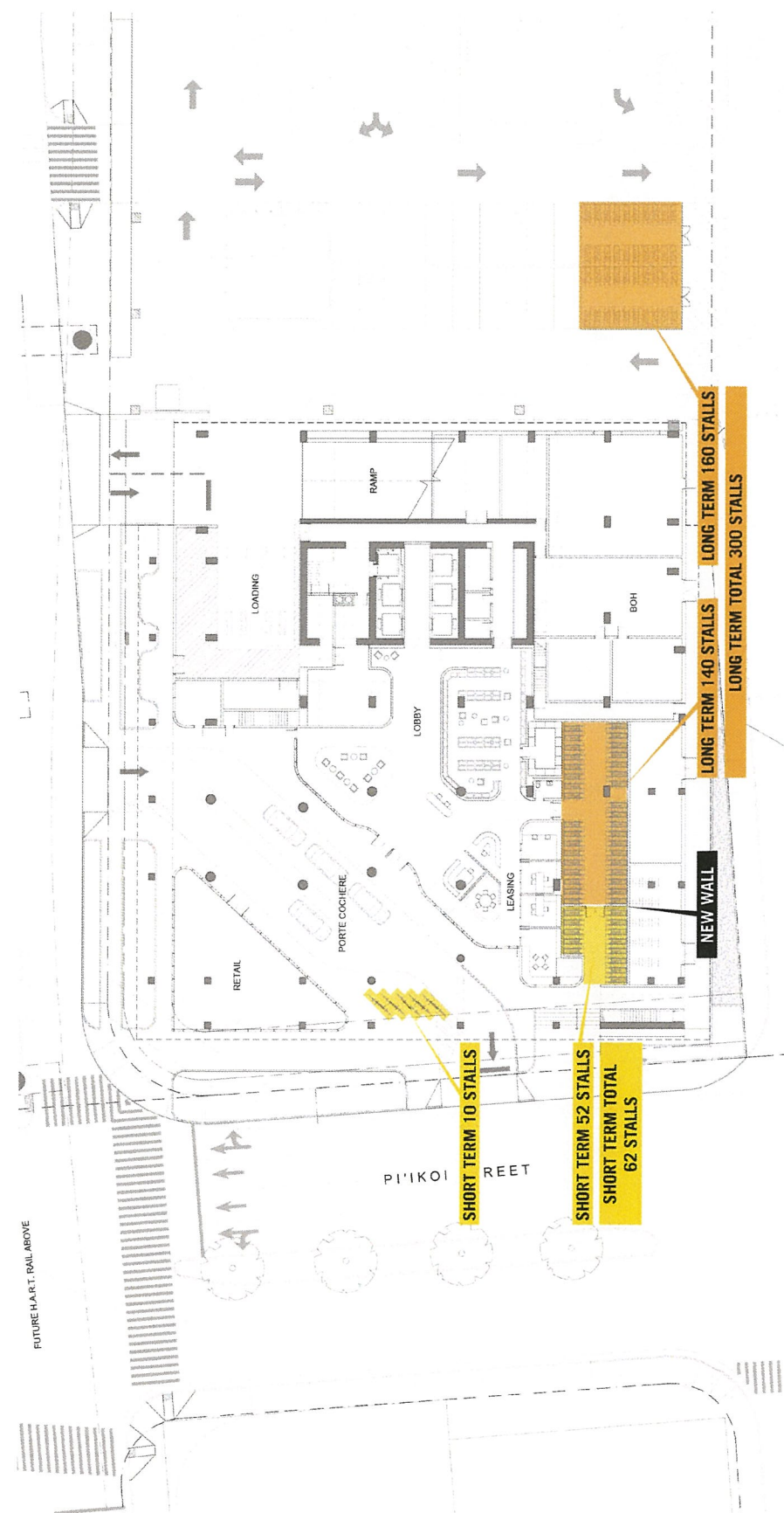
Transitioning to Piko Street, the landscape begins to blend plant materials that are familiar to the Piko corridor. Hala's, coconut & loulu palms, spider lilies, and gardenias strengthen the identity present along the Western edge of Ala Moana Center. The introduction of native kukui trees offers additional shade further promoting walkability and connectivity throughout the Ala Moana area.

LANDSCAPE PLAN | CONCEPT

ALA MOANA PLAZA | HONOLULU, HAWAII

BROWNLEE & LEE | LANDSCAPE ARCHITECTURE

BICYCLE PARKING PLAN (FLOOR 1)



**STREETSCAPE
SECTIONS
KEY MAP**

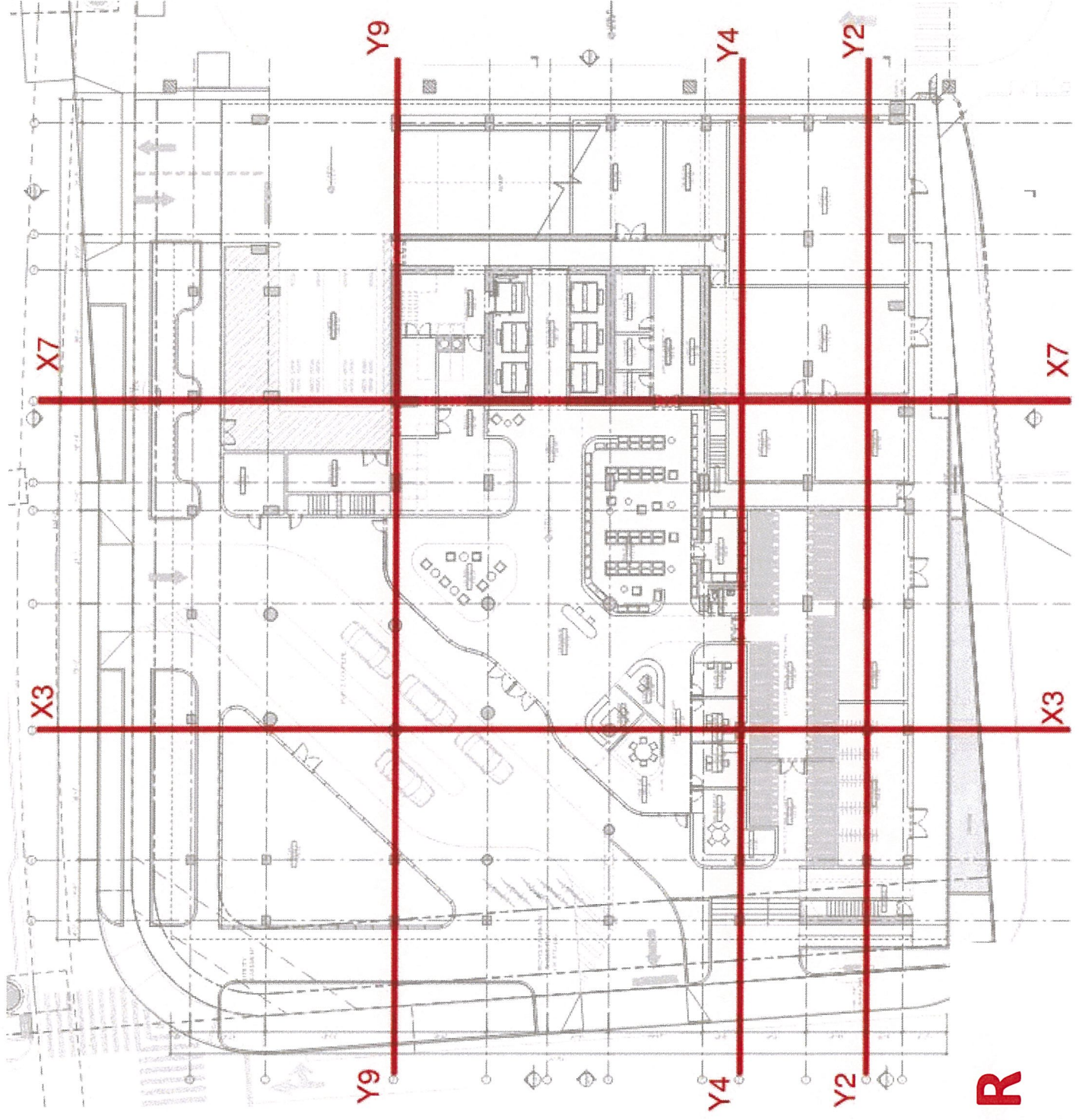
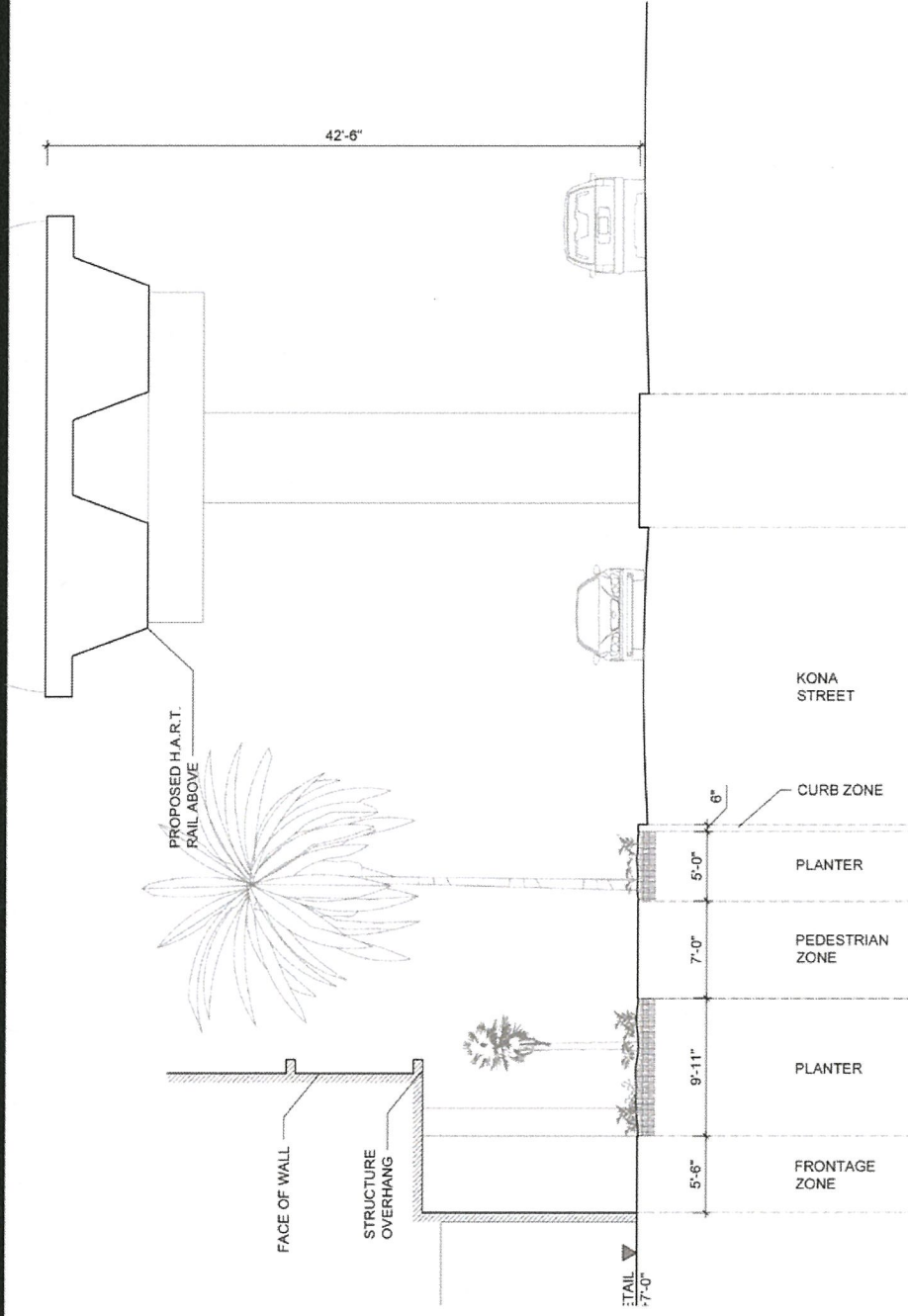


Exhibit R

STREETSCAPE SECTIONS: KONA AT GRIDLINE X3



OMA

Exhibit S

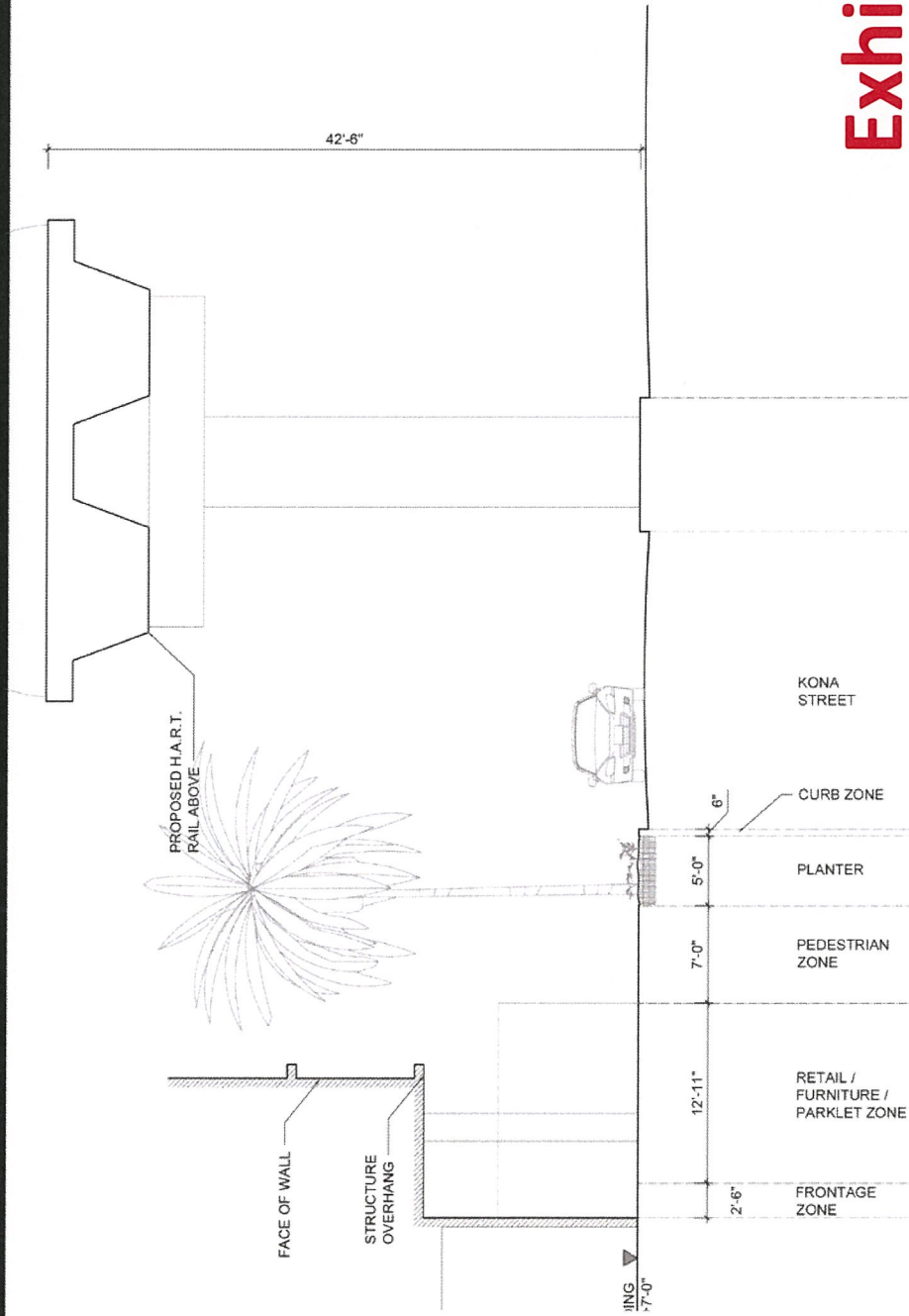
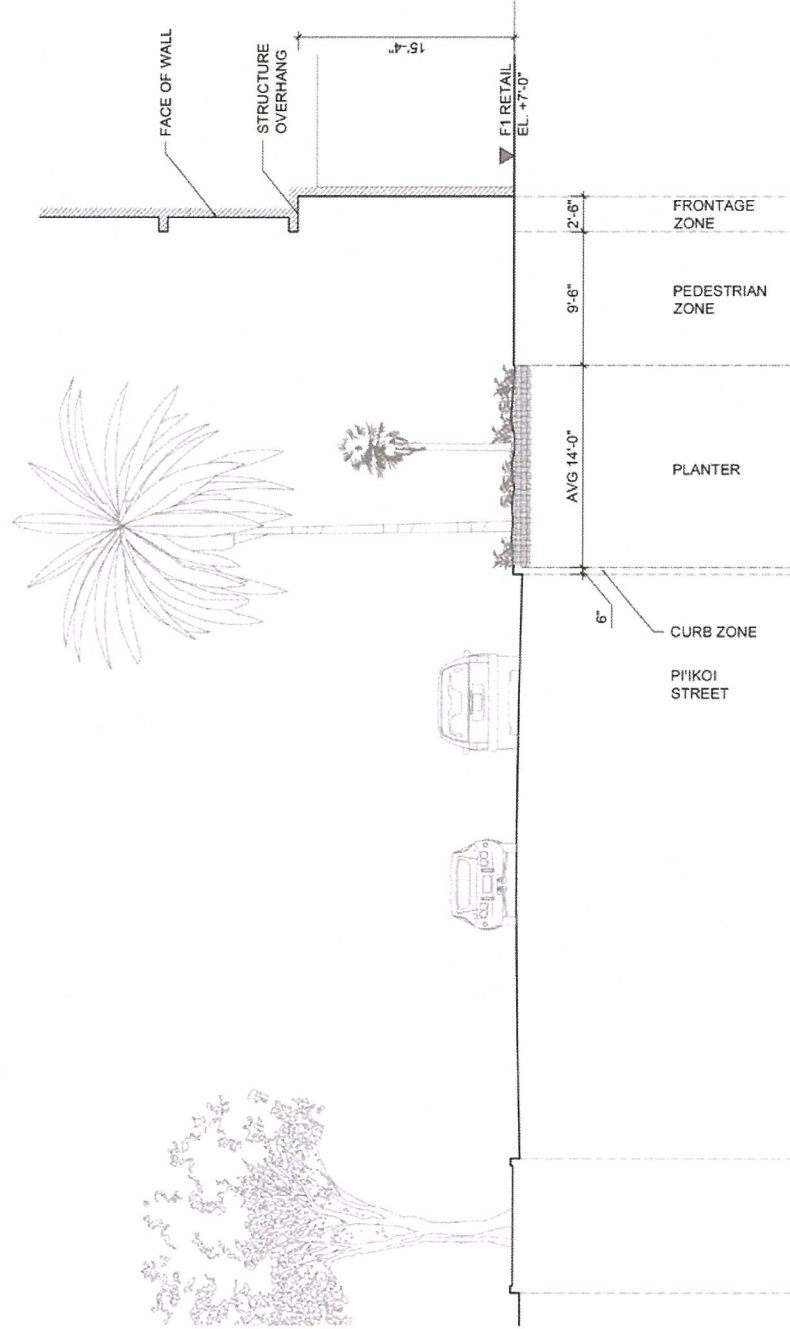


Exhibit T

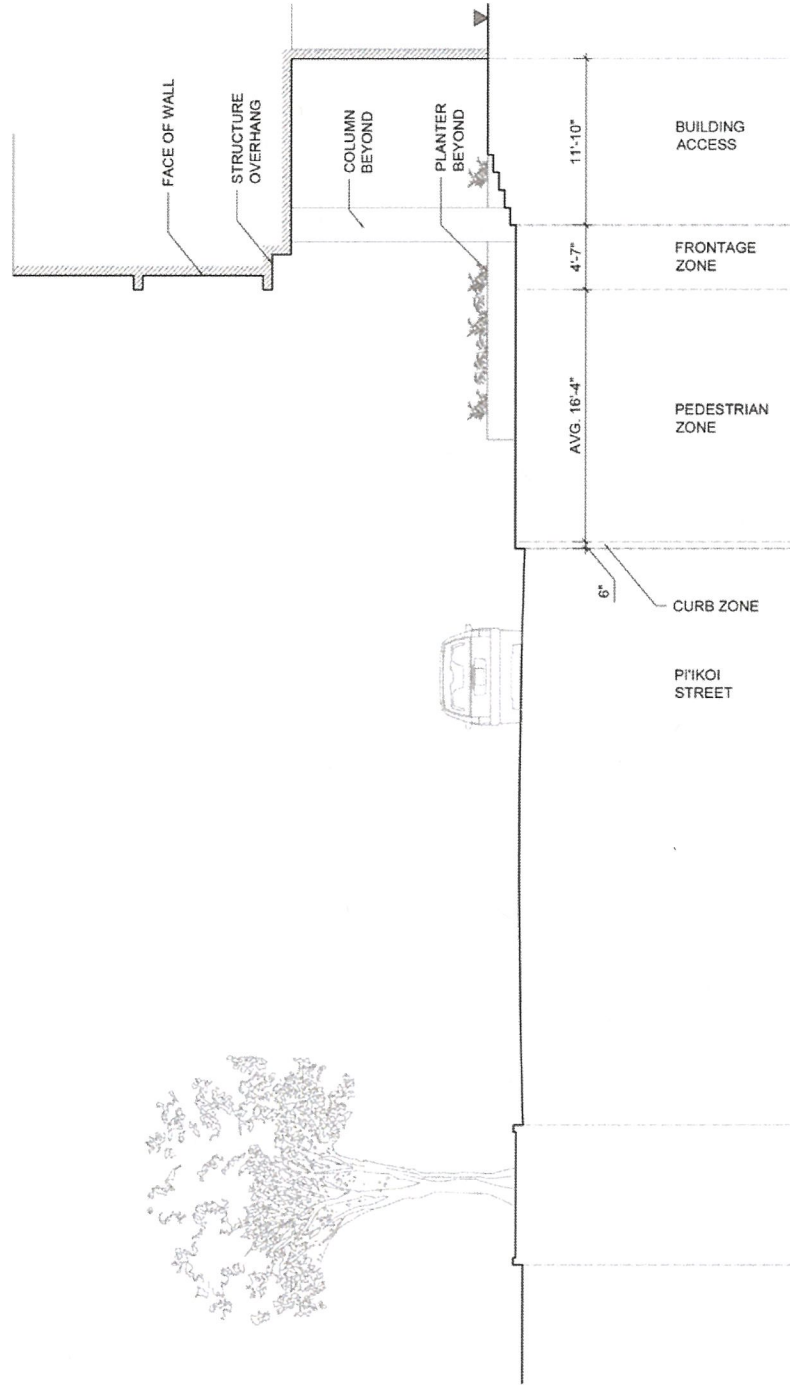
STREETSCAPE SECTIONS: P'I'IKOI AT GRIDLINE Y9



OMA

Exhibit U

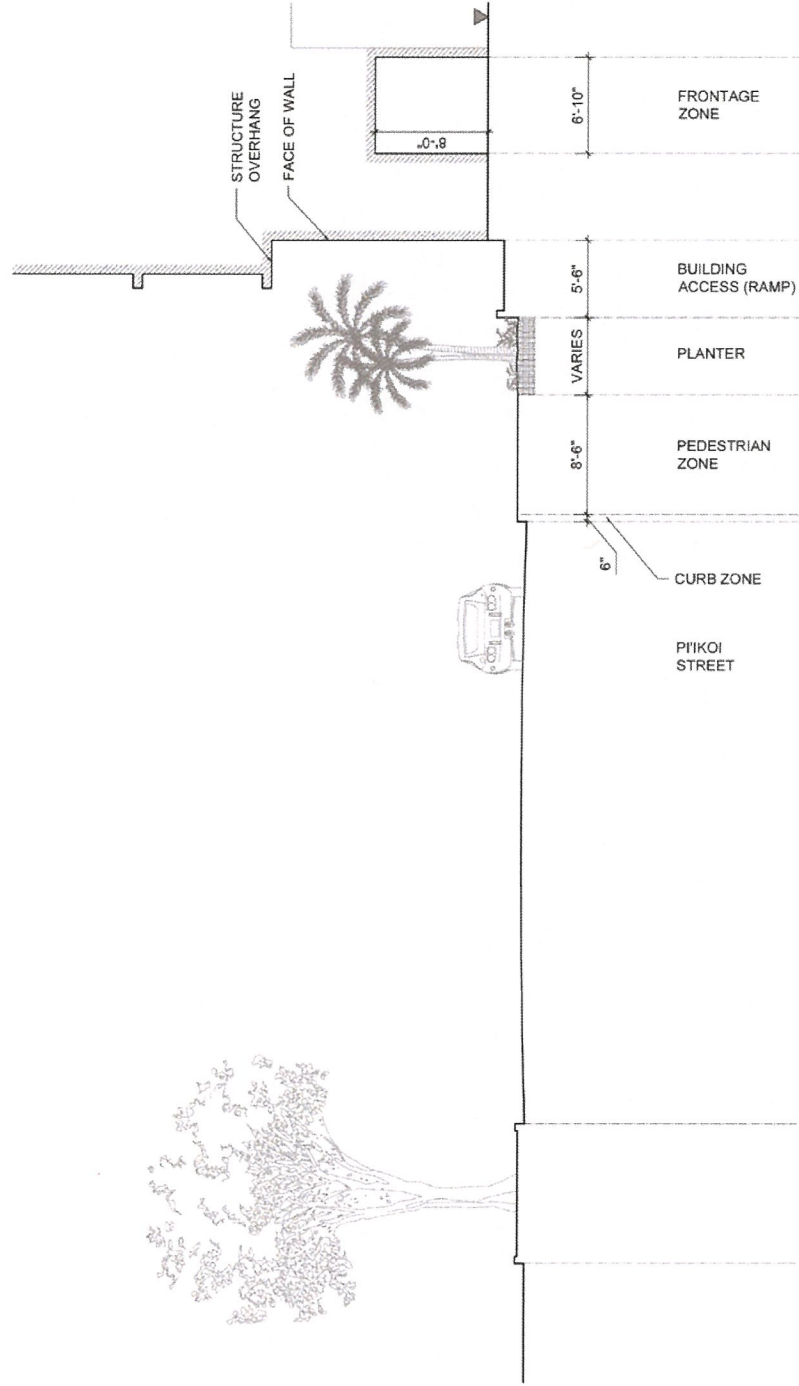
STREETSCAPE SECTIONS: P'I'IKOI AT GRIDLINE Y4



OMA

Exhibit V

STREETSCAPE SECTIONS: P'I'IKOI AT GRIDLINE Y2



OMA

Exhibit W

- PROPOSED TOWER SECTION

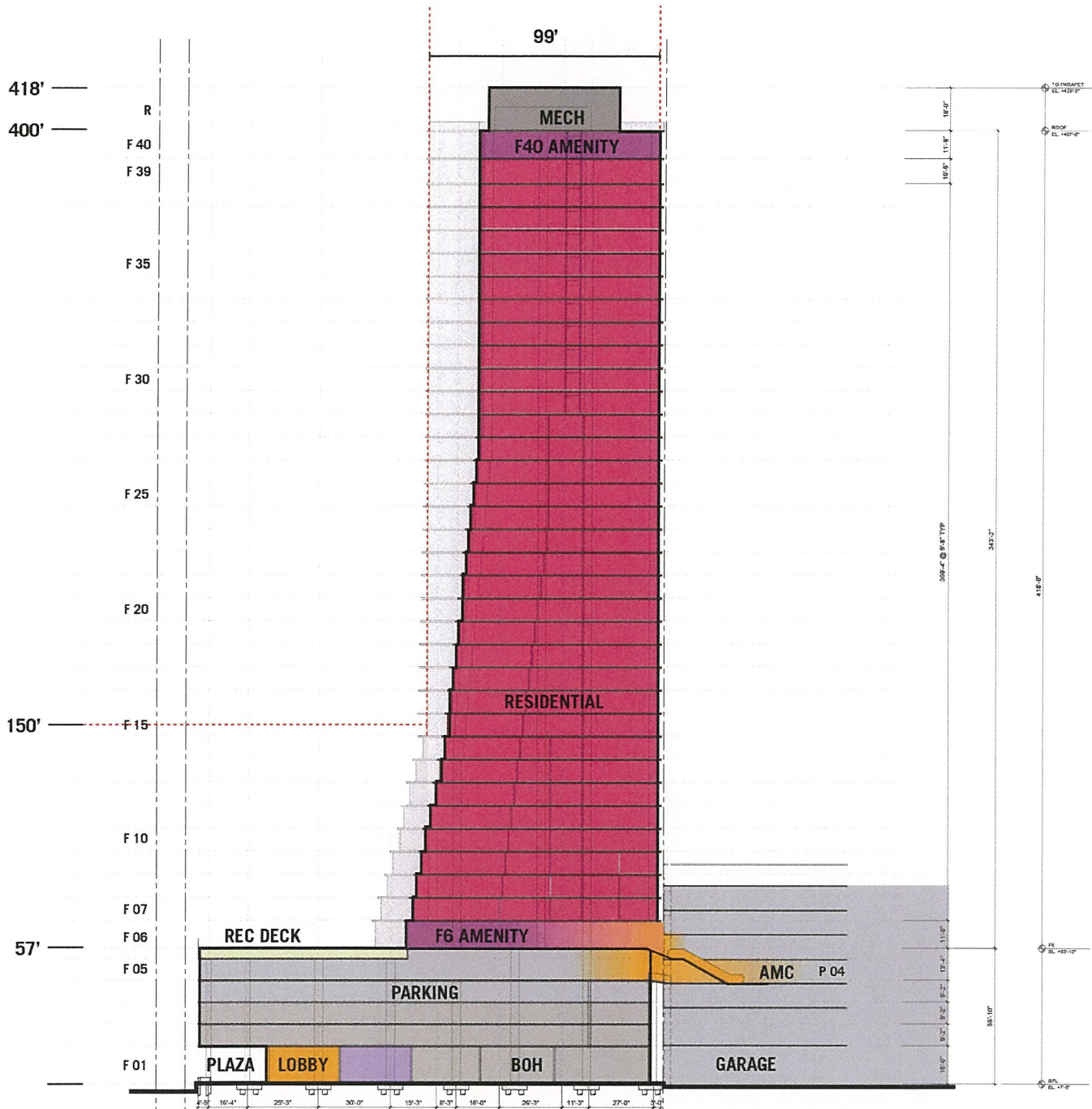


Exhibit X