

County of Hawai'i

PLANNING COMMISSION

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September 4, 2008

Steven S. C. Lim, Esq.
Carlsmith Ball, LLP
121 Waianuenue Avenue
Hilo, HI 96720

Dear Mr. Lim:

Special Management Area Use Permit Application (SMA 07-000019)
Request: 691 Residential Units, 516 Hotel Units (Consisting of 184 Hotel Room Suites Containing a Total of 266 Keys with an Adjacent Enclave of 100 Self-Contained Bungalows Containing a Total of 250 Keys), 3 Golf Holes and Related Support Facilities
Applicant: Stanford Carr Development, LLC
Tax Map Key: 6-8-1:54/6-8-22:10

The Planning Commission at its duly held public hearing on August 22, 2008, voted to approve the above-referenced request to allow the development of 691 residential units, 516 hotel units (consisting of 184 hotel room suites containing a total of 266 keys with an adjacent enclave of 100 self-contained family bungalows containing a total of 250 keys), 3 golf holes, and related support facilities within the Mauna Lani Resort. The property involved is located makai of the Queen Kaahumanu Highway, within the existing Mauna Lani Resort, Kalahuipuaa, Anaehoomalu and Waikoloa, South Kohala, Hawaii.

Approval of this request is based on the following:

The purpose of Chapter 205A, Hawaii Revised Statutes (HRS), and Special Management Area Rules and Regulations of the County of Hawaii, is to preserve, protect, and where possible, to restore the natural resources of the coastal zone areas. Therefore, special controls on development within an area along the shoreline are necessary to avoid permanent loss of valuable resources and the foreclosure of management options.

The proposed development will not have any significant adverse environmental or ecological effect, except as such adverse effect is minimized to the extent practicable and clearly outweighed by public health, safety, or compelling public interest. Such adverse

effect shall include, but not be limited to, the potential cumulative impact of individual developments, each one of which taken in itself might not have a substantial adverse effect and elimination of planning options.

The applicant is requesting a Special Management Area Use Permit to allow the development of a portion of the Mauna Lani Resort (MLR) located adjacent to the Francis H. Ii Brown North Golf Course. This area includes MLR master plan sites M-1, M-2, M-3 and T ("Site M") and encompasses approximately 150 acres. The applicant proposes to develop Site M with a mix of for-sale residential dwellings and hotel units. Site M is identified by two tax map key numbers and includes 691 residential units on approximately 71.6 acres:

TMK: 6-8-22: 10 (49.066 acres)

- a four-story 184-room (266 keys) hotel (16.4 acres)
- 100 units (250 keys) in one- and two-story self-contained family bungalows on approximately 32.5 acres (16.1 acres)
- 203 multiple-family residential units (16.6 acres)
- multiple swimming pools, gardens, water features, walking paths, outdoor function areas and a 3-hole golf course

TMK: 6-8-1: 54 (100.797 acres)

- 430 multiple-family residential units (33.7 acres)
- 58 single-family residential units (21.3 acres)

Necessary infrastructure and landscaping, as well as 1,871 parking stalls, are also proposed. Residential structures will be one to three stories, and the hotel will be a maximum of 45 feet in height. The entire project will be developed over an 8 to 10 year period at a cost of \$400 million.

The proposed project will not create significant adverse impacts upon nearby and adjacent properties since the area has been developed with condominiums, single family residences, and other urban uses. The project site is bounded by Hoohana Street to the southeast, North Kaniku Drive to the southwest, a golf course to the west, and undeveloped, vacant lands to the west and north. The lands surrounding the project area are zoned Agricultural 5-acre (A-5a), Multiple-Family Residential 4,000 square feet (RM-4) and Open (O). The Mauna Lani Bay Resort and Bungalows is located approximately one mile to the west and the Fairmont Orchid is located approximately .6 miles to the northwest. The Shops at Mauna Lani is located .25 mile southwest of the project site. Surrounding uses in the mauka direction along Hoohana Street include the Seagull School at Mauna Lani, resort maintenance and service area, a wastewater treatment plant, and

resort plant nursery. Surrounding uses makai of the site include the Francis H. Ii Brown north golf course and residential developments including The Villages at Mauna Lani, The Fairways at Mauna Lani and Kulalani. Holoholokai Beach Park and the Puako Petroglyph Archaeological Park are located north of the project site. The project should not adversely affect views to and along the shoreline due to the project area's distance integration of the sloping property with the proposed structures. As the proposed development is similar in character to the surrounding area, the visual impact to the surrounding areas will not be significant.

While the project will not have a direct impact upon coastal recreational resources, review of developments within the Special Management Area must also consider the cumulative impacts of such developments upon these resources. The proposed development will not substantially affect scenic vistas or viewplanes of nearby residents nor have an adverse impact on coastal recreational or visual resources to the shoreline and coastal ecosystems. The project site is located makai of the Queen Kaahumanu Highway within the Mauna Lani Resort Development and will not restrict access to coastal recreational resources along the shoreline nor will it restrict existing visual viewplanes from the highway. The view plane from the shoreline towards the site will not be impacted as lands makai of the project site are currently improved with approximately 900 hotel units, 1,200 single-family and multiple-family residential units, two 18-hole golf courses, shopping centers and public parks. A visual analysis depicting the proposed hotel as it would appear from the Queen Kaahumanu Highway indicates that the structure will not be visibly obtrusive, and will be designed to be compatible with the existing surrounding structures.

Air quality in the area is predominantly affected by emissions from natural and vehicular sources. Both short-term air and noise quality impacts associated with the construction of the proposed improvements are expected during construction, especially during grubbing and grading activities. These impacts can be mitigated through the utilization of best management practices. The project is not anticipated to result in cumulative impacts, as it involves the expansion of an existing master planned resort area. Therefore, no significant long-term air and noise quality impacts are anticipated.

There are no surface water resources in the vicinity of the project site. However, coastal waters off the Mauna Lani Resort area are classified as Class AA. As the coastal area is heavily utilized for recreational purposes, a study of the nearshore environment concluded that the proposed project should not change the water quality or the marine biotic community structure of the offshore area. Impacts to water quality that may occur during construction can be mitigated by applying best management practices such as minimizing open grading activities and cleaning paved surfaces of mud and silt. A National Pollutant Discharge Elimination System Permit (NPDES) for storm water runoff associated with construction activity will be secured from the Department of Health. For

the development of the three-hole golf course, best management practices will be employed in the application of fertilizers and pesticides to minimize groundwater impacts.

The proposed project is consistent with the objectives and policies as provided by Chapter 205A, HRS, and Special Management Area guidelines contained in Rule No. 9 of the Planning Commission Rules of Practice and Procedure. According to the Department of Water Supply (DWS), water can be made available from an existing 24-inch waterline within Hoohana Street or from an existing 12-inch waterline within North Kaniku Drive, both fronting the project site. The DWS requires a breakdown of the estimated daily water requirements for all uses other than residential and irrigation such as swimming pools, water features and other amenities, as well as a breakdown of the amount of potable and non-potable water to be used for irrigation.

Wastewater from the project will be treated by the private plant owned by Hawaii American Water. An on-site sewer pump station and force main will be developed to convey wastewater flows to the treatment plant located mauka of the project site. The Department of Environmental Management provided no comments with respect to wastewater disposal.

Any potential runoff or discharge that could reach ocean waters can be handled by on-site improvements consistent with the requirements of the Department of Public Works. Any impacts from soil erosion and runoff during site preparation and construction phases can be adequately mitigated through compliance with existing regulations and proper construction practices. Air emissions generated during the construction phase for the proposed project can be mitigated by existing construction regulations. With these precautionary measures in place, the proposed development is not anticipated to have any substantial adverse effects upon nearby coastal resources or the surrounding environment. Conditions of approval will be included relating to wastewater, solid waste and public safety to ensure that impacts on coastal resources are minimized.

A study titled *An Inventory Survey for Site M in Mauna Lani: Investigation into Resource Exploitation Patterns in the Lower Elevations of the Kaniku Flow in Waikoloa Ahupuaa, South Kohala District, Hawaii Island, Hawaii (TMK: 3-6-8-1:54 and 3-6-8-22:10)* was prepared by Thomas R. Wolforth and Shannon Huber of Scientific Consultant Services, Inc. in February, 2007. Eight archaeological sites discovered on the two parcels were evaluated as significant under Criterion D, "must have yielded or may be likely to yield, information important in prehistory or history", with no further work required for recommended treatment. The February 2007 report has yet to be approved by the DLNR-HPD. By letter dated April 4, 2007, the applicant has requested a letter of "no effect" from the DLNR-HPD.

A study titled *A Survey of Botanical, Avian and Terrestrial Mammalian Species for Mauna Lani Site "M" Special Management Area Permit Application, South Kohala District, Island of Hawaii* was prepared by Rana Productions, Ltd., in September 13, 2006. No plant or avian species currently listed as endangered, threatened, or proposed for listing under either the federal or the State of Hawaii's endangered species programs were recorded within or near the project site.

There is no evidence of any traditional and customary Native Hawaiian rights being practiced on the site. The proposed project is a part of the Mauna Lani Resort development, which has been master planned and developed over the past three decades. The property is not proximate to the shoreline and will not be impacted by coastal hazard and beach erosion. No scenic or open space resources to the shoreline or coastal view plane or coastal ecosystem will be negatively impacted by the proposed action, as the area makai of the project site is currently developed with hotels, residences and commercial establishments. The residential structures will be low-rise developments ranging from one to three stories and the proposed hotel will not exceed 45-feet in height.

The proposed development is consistent with the County General Plan and the Zoning Code. The General Plan Land Use Pattern Allocation Guide (LUPAG) Map establishes the basic urban and non-urban form for areas within the County. The project site is designated Resort Node, Urban Expansion and Open on the LUPAG map. Resort areas include uses such as hotels, condominium-hotels and supporting services. Thus, the proposed development would be consistent with the LUPAG Map designation.

This proposed development would complement, among others, the goals, policies and standards of the Land Use and Economic elements of the General Plan. The project will be in harmony with the character of the surrounding area and result in an intensity of land utilization no higher than as permitted or as otherwise specified for the district in which this development is proposed.

Access to the project site is from the Queen Kaahumanu Highway, a state-owned highway, to Mauna Lani Drive and North Kaniku Drive and Hoohana Street. North Kaniku Drive, which provides access to the western portion of the project site, is a private two-lane, two-way dead-end road servicing local resort traffic, with paved shoulders and no curb, gutter or sidewalk and landscaped shoulders. Hoohana Street, located along the southern boundary of the project site, provides access to the eastern portion of the project site. Hoohana Street is a two-lane, two-way dead-end service road that provides access to Seagull School, the Mauna Lani Resort maintenance facility, Mauna Lani Resort wastewater treatment plant and other resort support facilities.

A traffic study titled *Traffic Impact Report for the Mauna Lani Site M Development* dated February 2007 was prepared by Wilson Okamoto Corporation and included as Appendix H in the application. In summary, the study recommended the following:

1. Provide adequate site distance for motorists to safely enter and exit the project driveways/roadways.
2. Provide adequate turn-around area for delivery and refuse vehicles to maneuver within the project site to avoid vehicle reversing maneuvers onto adjacent streets.
3. Provide sufficient driveway/roadway width to accommodate safe vehicle ingress and egress.
4. Provide an exclusive left-turn lane on the eastbound approach of Mauna Lani Drive at the intersection with Queen Kaahumanu Highway.
5. Provide exclusive left-turn and right-turn lanes on the westbound approach of Hoohana Street at the intersection with North Kaniku Drive.
6. Provide an exclusive right-turn lane on the northbound approach of North Kaniku Drive at the intersection with Hoohana Street.
7. Install a traffic signal system at the intersection of North Kaniku Drive with Hoohana Street to improve projected traffic conditions.

The TIAR utilizes the concept of Level of Service (LOS) to evaluate existing traffic conditions and potential impacts. LOS is a quantitative and qualitative assessment of traffic operations. Levels of service are defined by LOS "A" through "F", with LOS "A" representing ideal traffic conditions and LOS "F" unacceptable or potentially congested traffic conditions. (Refer to page 32 in the application and the TIAR in Appendix H for additional information on the LOS with and without the project) The study concluded that "the provision of exclusive turning lanes and the installation of a traffic signal system at the intersection of North Kaniku Drive and Hoohana Street should mitigate the impact of the proposed development on traffic operations with the Mauna Lani Resort." The Police Department recommends that the Planning Department and applicant consider the development of a fully grade-separated intersection in the Mauna Lani development from the Queen Kaahumanu Highway. The Department of Public Works provided no specific comments on traffic issues. The Department of Transportation (DOT) has recommended that traffic mitigation measures and highway intersection improvements, including signalization, should be provided to address the cumulative impact from the existing and on-going resort construction projects, as well as to participate in and contribute to regional transportation improvements. The DOT recommends that a "grade-separated intersection/interchange and lateral or frontal roadways, similar to those presented in our conceptual master plan for Queen Kaahumanu Highway, should be considered along with accommodations to be provided by the landowner/master developer (e.g., reservation of land, space for road right-of-way, or other maintaining of available open land) for such facilities." According to the DOT, widening of the Queen Kaahumanu Highway in the

area is a “long-range plan and not anticipated to occur in the upcoming years.” Conditions of approval will be included to provide the necessary traffic mitigation measures as stated in the application and recommended by the TIAR and DOT.

The portion of the Mauna Lani development covered by LUC Docket No. A84-583 has affordable housing conditions resulting from both the LUC Decision and Order and subsequent county rezoning ordinances. Mauna Lani had constructed affordable housing units in the past; specifically Mauna Lani has completed the development of 243 affordable housing units, 200 at Lailani, 19 at Noelani I, and 24 at Noelani II, and in Council Resolution No. 350-87, the Council determined how these should be credited against future development within the A84-583 area. In essence, the Council determined that these past affordable housing developments would serve to satisfy the requirements for Mauna Lani’s plans within the A84-583 area, up to 1,450 hotel units and a maximum of 450 resort residential units. Since that time, between 462 and 472 resort residential units have been developed within the A84-583 area and 550 hotel units for the Ritz-Carlton Hotel. Thus, the applicant will have to provide additional affordable housing for the further development of residential units in the A84-583 area, unless the Council modifies Resolution No. 350-87 so that some of the hotel credits which still are available are shifted to the residential units. This is more fully discussed in the Planning Director’s letter dated April 27, 2007 identified as Exhibit 3. That letter estimated the number of residential units in the A84-583 area at 510, but upon subsequent analysis, the County and Mauna Lani agreed that the actual number was between 462 and 472. (It was difficult to determine an exact number because some of the buildings straddle the A84-583 area and the area that was reclassified earlier.) The Planning Department does not have any record of LUC action relating to the affordable housing requirements covered under A84-583. The units created may satisfy the 10% affordable housing requirement for 2,430 resort residential units as stipulated under Condition No. 1 of the docket. As there is no record of any LUC action pertaining to the release of the affordable housing requirement, Mauna Lani is in the process of preparing a submittal to the LUC requesting release from the requirement. Once the matter has been reviewed and cleared by the LUC, Mauna Lani will work to reconcile the number of units in the then-development scenario for Mauna Lani Resort as reflected in Council Resolution 350 87.

In view of the recent Hawaii State Supreme Court’s “PASH” and “*Ka Pa’akai O Ka’Aina*” decisions, the issue relative to native Hawaiian gathering and fishing rights must be addressed. These rights must be addressed in terms of the cultural, historical, and natural resources and the associated traditional and customary practices of the site.

Investigation of valued resources: The following studies were submitted for the Planning Commission’s review:

- *An Inventory Survey for Site M in Mauna Lani: Investigation into Resource Exploitation Patterns in the Lower Elevations of the Kaniku Flow in Waikoloa Ahupuaa, South Kohala District, Hawaii Island, Hawaii (TMK: 3-6-8-1:54 and 3-6-8-22:10)* was prepared by Thomas R. Wolforth and Shannon Huber of Scientific Consultant Services, Inc. in February, 2007.
- *A Survey of Botanical, Avian and Terrestrial Mammalian Species for Mauna Lani Site "M" Special Management Area Permit Application, South Kohala District, Island of Hawaii* was prepared by Rana Productions, Ltd., in September 13, 2006
- A cultural impact study by Thomas R. Wolforth dated February 2007.

The valuable cultural, historical, and natural resources found in the area: Eight archaeological sites discovered on the two parcels were evaluated as significant under Criterion D, "must have yielded or may be likely to yield, information important in prehistory or history", with no further work required for recommended treatment. By letter dated April 4, 2007, the applicant has requested a letter of "no effect" from the SHPD.

Possible adverse effects or impairment of valued resources: The project will require site grading and grubbing, and construction of various improvements such as roadways, buildings and a 3-hole golf course. These activities will cause changes to the vegetation types which presently exist on the project site. Native vegetation may be destroyed by ground alteration. Changes in species composition will be introduced through landscaping and natural processes, perhaps resulting in a loss of some native plants. However, these plants are found in similar habitats throughout the general area and continue to grow within the natural lava. There is no evidence that the flora in the area are particularly desired or used for cultural practices.

The project will also alter the existing fauna on the site. The clearing and landscaping of large areas will create non-native habitat areas. Existing on-site species will be dislocated as part of the project development. However, no plant or avian species currently listed as endangered, threatened, or proposed for listing under either the federal or the State of Hawaii's endangered species programs were recorded within or near the project site.

Feasible actions to protect native Hawaiian rights: The project site is located makai of the Queen Kaahumanu Highway, approximately 2,700 to 3,200 feet from the shoreline, and will not be impacted by coastal hazard and beach erosion. The existing public access to the shoreline is provided via North Kaniku Drive to Holoholokai Beach Park, and will continue to be provided. No gathering is taking place in the project area. Thus, to the extent to which traditional and customary native Hawaiian rights are

exercised, the proposed action will not affect traditional Hawaiian rights; therefore, no action is necessary to protect these rights.

Based on the above findings, it is determined that the proposed development and related improvements will not have any substantial adverse impacts on the surrounding area, nor will its approval be contrary to the objectives and policies of Chapter 205A, HRS, relating to Coastal Zone Management and Rule No. 9 of the Planning Commission relating to the Special Management Area.

Approval of this request is subject to the following conditions.

1. The applicant, its successor or assigns shall be responsible for complying with all stated conditions of approval of this permit.
2. Construction of the proposed development shall be completed within ten (10) years from the effective date of this permit. The project shall be developed substantially as represented in the application.
3. The applicant shall develop the property to a density not to exceed 691 residential units and 284 hotel units (consisting of a maximum of 516 keys), and uses accessory thereto.
4. Prior to construction, the applicant, successors or assigns shall secure Final Plan Approval for the proposed improvements from the Planning Director in accordance with Section 25-2-70, Chapter 25 (Zoning Code), Hawaii County Code. Plans shall identify all proposed structures, access roadways and parking stalls and other improvements associated with the proposed development. Landscaping shall also be indicated on the plans for the purpose of mitigating any adverse noise or visual impacts to adjacent properties in accordance with the requirements of Planning Department's Rule No. 17 (Landscaping Requirements).
5. Construction of single-family homes by individual lot owners or master developer are covered by this approval and do not require subsequent Special Management Area Use permits.
6. To the extent allowed by the applicable government agencies and Mauna Lani Service, Inc., applicant shall take commercially reasonable steps to enable its construction access road to also serve as an alternate emergency evacuation route for the Mauna Lani Resort and the Puako community; provided, however, that the applicant shall not be responsible for maintenance and/or control of the alternate emergency evacuation route.

7. To mitigate potential interference with view planes from the Queen Kaahumanu Highway, the proposed hotel shall be limited to a height of 45 feet, measured according to Chapter 25, Hawaii County Code.
8. The applicant shall develop a three-fairway golf amenity or equivalent open landscaped area and use commercially reasonable efforts to use effluent water treated to the R-2 standard from the Mauna Lani Resort's wastewater treatment plant to irrigate the golf amenity or open landscaped area; provided, however, that the applicant's commitment to use the R-2 treated effluent shall be conditioned upon the operator of the wastewater treatment plant providing R-2 treated effluent of an acceptable quantity and quality so as to enable applicant to use such effluent within its subsurface drip irrigation system without incurring unreasonable expense or liability.
9. All development-generated runoff shall be disposed of on-site and shall not be directed toward any adjacent properties.
10. The applicant shall provide, at a minimum, the following improvements, meeting with the approval of the Department of Transportation and/or the Department of Public Works, whichever agency is applicable:
 - an exclusive left-turn lane on the eastbound approach of Mauna Lani Drive at the intersection with Queen Kaahumanu Highway.
 - an exclusive left-turn and right-turn lanes on the westbound approach of Hoohana Street at the intersection with North Kaniku Drive.
 - an exclusive right-turn lane on the northbound approach of North Kaniku Drive at the intersection with Hoohana Street.
 - install a traffic signal system at the intersection of North Kaniku Drive with Hoohana Street.
11. A drainage study shall be prepared by a licensed civil engineer and submitted to the Department of Public Works prior to the issuance of Final Plan Approval. If required, the drainage improvements shall be constructed, meeting with the approval of the Department of Public Works, prior to receipt of a Certificate of Occupancy.
12. Wastewater from the project shall be treated by the private plant owned by Hawaii American Water.
13. The applicant shall develop and implement a groundwater and nearshore water quality monitoring program for review and approval by the Planning Director. The location and extent of water quality monitoring shall be established by a

monitoring plan meeting with the approval of the Planning Director, but shall generally encompass ocean areas which may be affected by the development, including waters fronting the northeast portion of the Mauna Lani Resort and the southern end of Puako Beach Road.

14. A non-potable water source for golf course or equivalent open landscaped area irrigation shall be utilized.
15. All earthwork and grading shall conform to Chapter 10, Erosion and Sediment Control of the Hawaii County Code.
16. A Solid Waste Management Plan shall be submitted to the Department of Environmental Management for review and approval prior to the issuance of a Certificate of Occupancy.
17. To comply with LUC Docket No. A84-583 and to ensure that the Goals and Policies of the Housing Element of the General Plan are implemented, the applicant shall comply with the requirements of the applicable zoning ordinances, Council resolutions and LUC requirements. This requirement shall be approved by the Administrator of the Office of Housing and Community Development prior to the issuance of a Certificate of Occupancy for any residential development.
18. During construction, best management practices shall be utilized to minimize the potential of both fugitive dust and runoff sedimentation. Such best management practices shall be in compliance with construction industry standards and practices utilized during construction projects in the State of Hawaii.
19. The applicant shall comply with Chapter 11-55, Water Pollution Control, Hawaii Administrative Rules, Department of Health, which requires an NPDES permit for certain construction activity.
20. The applicant shall prepare an integrated golf course management plan (IGCMP) for the review and approval of the Planning Director. The IGCMP shall address the design, construction, maintenance and operation of the 3-hole golf course. The IGCMP shall contain specific best management practices for the 3-hole golf course.

21. Should any undiscovered remains of historic sites, such as rock walls, terraces, platforms, marine shell concentrations or human burials be encountered, work in the immediate area shall cease and the Department of Land and Natural Resources-Historic Preservation Division (DLNR-HPD) shall be immediately notified. Subsequent work shall proceed upon an archaeological clearance from the DLNR-HPD when it finds that sufficient mitigation measures have been taken.
22. The applicant shall comply with all applicable County, State and Federal laws, rules, regulations and requirements.
23. An annual progress report shall be submitted to the Planning Director prior to the anniversary date of this permit. The report shall include, but not be limited to, the status of the development and the extent to which the conditions of approval are being satisfied. This condition shall remain in effect until all of the conditions of approval have been satisfied and the Planning Director acknowledges that further reports are not required.
24. An initial extension of time for the performance of conditions within this permit may be granted by the Planning Director upon the following circumstances:
 - A. The non-performance is the result of conditions that could not have been foreseen or are beyond the control of the applicant, successors or assigns, and that are not the result of their fault or negligence.
 - B. Granting of the time extension would not be contrary to the General Plan or Zoning Code.
 - C. Granting of the time extension would not be contrary to the original reasons for the granting of this permit.
 - D. The time extension granted shall be for a period not to exceed the period originally granted for performance (i.e., a condition to be performed within one year may be extended for up to one additional year).
 - E. If the applicant should require an additional extension of time, the Planning Department shall submit the applicant's request to the Planning Commission for appropriate action.

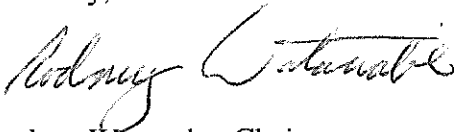
Should any of the conditions not be met or substantially complied with in a timely fashion, the Planning Director may initiate procedures to revoke the permit.

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This approval does not, however, sanction the specific plans submitted with the application as they may be subject to change given specific code and regulatory requirements of the affected agencies.

Should you have any questions, please contact Norman Hayashi of the Planning Department at 961-8288.

Sincerely,



Rodney Watanabe, Chairman
Planning Commission

Lstanfordcarrsma07-000019PC

cc: Department of Public Works
Department of Water Supply
County Real Property Tax Division
Planning Department - Kona
Department of Land and Natural Resources/HPD
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