



**MAUNA LANI
RESORT**

MAUNA LANI RESORT

**DESIGN GUIDELINES, STANDARDS AND
RESTRICTIONS**

FOR

HOTEL, MULTI-FAMILY BUILDING AND COMMERCIAL PROJECTS

JANUARY 2008

FOREWORD

The intent of these Guidelines is to set forth design parameters and standards to guide developers, their respective architects, consultants, and other professionals in the siting, design and development of hotel, multi-family and commercial projects at Mauna Lani Resort. The guidelines outlined herein are the design principles to be followed and the standards outlined identify the minimum design and construction standards and materials to be used for hotel, multi-family and commercial project development at Mauna Lani. Each new project at Mauna Lani shall be compatible with existing natural and manmade structures and shall enhance the total resort environment. In essence, development at the Resort shall reflect the highest quality design, construction, and maintenance possible. Timelessness and natural environmental compatibility shall be the watchwords of design to assure the Resort retains its very own "sense of place".

These Guidelines and Standards do not restrict normal Resort operations and maintenance activities. Resort or hotel, multi-family or commercial actions that would normally require governmental agency approval, such as grading or building permits, are subject to these Guidelines and Standards.

Mauna Lani Resort Association Declaration of Covenants and Restrictions delegate the responsibility of guiding development at the Resort to the Community Design Committee (CDC). The primary functions of the CDC are to (1) Review, evaluate, and comment on schematic, preliminary, and construction drawings plus specifications for proposed projects at Mauna Lani; (2) Assist MLRA in the continuing development of, and amendments to, the design guidelines; and (3) Review and advise Mauna Lani Resort on proposed master plans and development plans with respect to conformance with MLR's Master Plan and established guidelines.

These Design Guidelines, Standards and Restrictions are the "yardstick" by which proposed hotels, multi-family buildings and commercial projects will be measured when submittals are made to the CDC.

TABLE OF CONTENTS

FOREWORD	i
----------------	---

SECTION I INTRODUCTION

1. HISTORY AND BACKGROUND	I - 1
2. GEOGRAPHIC LOCATION	I - 1
3. ENVIRONMENTAL SETTING	I - 1

SECTION II SUBMITTAL AND APPROVAL PROCESS

1. MAUNA LANI RESORT'S COMMUNITY DESIGN COMMITTEE	II - 1
1.1 Function and Organization	II - 1
1.2 Function and Organization of Design Review Board	II - 1
2. ROLE OF THE COMMUNITY DESIGN COMMITTEE	II - 1
2.1 Applicability	II - 2
2.2 Professional Advice	II - 2
2.3 Variances from Design Standards	II - 3
3. APPROVAL PROCEDURES	II - 3
3.1 Pre-Design Orientation	II - 3
3.2 Conceptual Design Approval	II - 4
3.3 Preliminary Design Approval	II - 4
3.4 Construction Documents (Drawings and Specifications) Approval	II - 6
3.5 Final Approval	II - 6
3.6 Construction	II - 7
3.7 Project Inspections	II - 8
3.7.1 During Construction	II - 8
3.7.2 Final Inspection	II - 8
3.7.3 Estoppel Certificate	II - 9
3.8 Other Provisions	II - 9
3.8.1 As-Builts	II - 9
3.8.2 Project Review Fees	II - 9
3.8.3 Permits, Laws, Codes, and Ordinances	II - 10
3.8.4 Master Plan Specific Projects	II - 10
3.8.5 Bond Requirement	II - 10
3.8.6 Construction Deposit	II - 11

TABLE OF CONTENTS

(Continued)

3.8.7	Exterior Alterations or Additions	II - 11
3.8.8	Compliance of Developer's CC&Rs	II - 11
3.8.9	Enforcement of Design Guidelines, Standards and Restrictions.....	II - 11

SECTION III RESORT DESIGN GUIDELINES

1.	INTRODUCTION	III - 1
2.	DESIGN OBJECTIVES.....	III - 2
3.	PURPOSE OF GUIDELINES	III - 2
4.	OVERALL IMAGE.....	III - 3
5.	DESIGN PHILOSOPHY	III - 3
6.	SITE PLANNING CONCEPTS	III - 3
7.	LANDSCAPING - FUNCTION AND FORM	III - 3
8.	CIRCULATION PATTERNS	III - 4

SECTION IV HOTEL, MULTI-FAMILY, AND COMMERCIAL PROJECT ARCHITECTURAL GUIDELINES AND STANDARDS

1.	INTRODUCTION	IV - 1
2.	ARCHITECTURAL GUIDELINES AND STANDARDS.....	IV - 1
2.1	Project Design	IV - 1
3.	BUILDING ENVELOPE	IV - 1
3.1	Building Orientation and Siting	IV - 1
3.2	Building Height.....	IV - 2
3.3	Building Mass and Configuration.....	IV - 3
3.4	Building Elevations	IV - 3
3.5	Building Setbacks	IV - 3
3.6	Site Coverage	IV - 4

TABLE OF CONTENTS
(Continued)

4.	DESIGN STANDARDS AND RESTRICTIONS.....	IV - 4
4.1	Materials	IV - 4
4.2	Exterior Colors	IV - 4
4.3	Building Entries.....	IV - 4
4.4	Building Openings.....	IV - 5
4.5	Roofs - Form and Materials	IV - 5
4.6	Balconies and Lanais.....	IV - 6
4.7	Energy Efficiency and Conservation	IV - 6
4.8	Air Conditioning.....	IV - 6
4.9	Exterior Lighting	IV - 6
4.10	Loading and Storage Areas.....	IV - 7
4.11	Fences, Retaining Walls, and Railings.....	IV - 7
4.12	Screening Elements.....	IV - 7
4.13	Vehicular and Other Traffic Ways	IV - 7
4.14	Parking.....	IV - 8
4.15	Signage.....	IV - 9
5.	SITE DEVELOPMENT STANDARDS.....	IV - 10
5.1	Site Plans.....	IV - 10
5.2	Clearing, Grading, and/or Excavation	IV - 10
5.3	Construction.....	IV - 10
5.4	Ground Termite Treatment.....	IV - 11
5.5	Utilities.....	IV - 12
6.	LANDSCAPING	IV - 12
7.	SPECIFIC USE RESTRICTIONS/REQUIREMENTS.....	IV - 12
7.1	Occupancy	IV - 12
7.2	Accessory Structures.....	IV - 12
7.3	Maintenance	IV - 13
7.4	Drilling and Mining	IV - 13
7.5	Storage Tanks and Mechanical Equipment	IV - 13
7.6	Water and Soil Pollution	IV - 13
7.7	Temporary Structures and Mobile Units.....	IV - 13
7.8	Antennae.....	IV - 14
7.9	Clotheslines	IV - 14
7.10	Destroyed Structures.....	IV - 14
7.11	Storage	IV - 14
7.12	Nuisances	IV - 14
7.13	Fires	IV - 14

TABLE OF CONTENTS
(Continued)

SECTION V LANDSCAPE GUIDELINES AND STANDARDS

1.	INTRODUCTION	V - 1
2.	CRITERIA	V - 1
3.	LANDSCAPE DEVELOPMENT	V - 1
3.1	Landscaping Required.....	V - 1
3.2	Landscape Plans Required	V - 1
3.3	Landscape Plan and Construction Review Process	V - 2
3.4	Preservation of Existing Trees.....	V - 3
4.	HOTEL, MULTI-FAMILY AND COMMERCIAL PROJECTS LANDSCAPE STANDARDS.....	V - 3
4.1	General Requirements	V - 3
4.2	Grading and Drainage	V - 4
4.3	Fencing and Walls	V - 4
4.4	Water Features, Pools, and Spas	V - 4
4.5	Exterior Lighting.....	V - 5
4.6	Sound Features	V - 5
4.7	Planting Design.....	V - 5
4.7.1	Lawn Area	V - 5
4.7.2	Planting Design	V - 5
4.7.3	parking lot (s).....	V - 7
4.8	Irrigation System.....	V - 7
4.8.1	Valves and Circuits.....	V - 8
4.8.2	Sprinkler Heads	V - 8
4.8.3	Runoff and Overspray	V - 8
4.8.4	Piping.....	V - 8
4.8.5	Controllers	V - 9
4.8.6	Water Meters	V - 9
4.8.7	Brackish Water Irrigation	V - 9
	MAUNA LANI RESORT RECOMMENDED PLANT LIST	V - 10

TABLE OF CONTENTS
(Continued)

SECTION VI ENVIRONMENTAL STANDARDS

1. ENERGY CONSERVATION..... VI - 1

2. WATER CONSERVATION..... VI - 1

3. RECYCLING VI - 1

4. PESTICIDES, HERBICIDES, TOXIC MATERIALS, AND WASTE WATERS..... VI - 1

**APPENDIX A MAUNA LANI RESORT COMMUNITY DESIGN COMMITTEE
HOTEL, MULTI-FAMILY BUILDING AND COMMERCIAL PROJECT
CONSTRUCTION AND INSPECTION APPLICATION FORM**

SECTION I INTRODUCTION

1. HISTORY AND BACKGROUND

Mauna Lani Resort, Inc. was incorporated in the State of Hawaii in 1972 for the sole purpose of developing a world-class destination resort community on 3,200 acres of fee simple land at Kalahuipua'a, on the Kohala Coast. This expanse of prime beach and coastal lands encompasses the former estate of Francis Hyde l'i Brown, who was a descendant of Hawaiian ali'i and known worldwide as "Mr. Golf of Hawaii" and as a gentleman sportsman.

Contiguous to the Resort's fee lands are State lands that serve as a buffer between Mauna Lani Resort's northernmost properties and the Puako Beach Subdivision, the closest inhabited area. Mauna Kea Beach Resort lies five miles to the north and Waikoloa Beach Resort is immediately south of Mauna Lani Resort.

Mauna Lani Service, Inc. (MLS), successor Declarant to Mauna Lani Resort, Inc., is a member company of the Tokyu Corporation, which is a mid-sized service-oriented conglomerate based in Tokyo, Japan. Originally a transportation company, Tokyu has diversified into different companies specializing in retail sales, real estate development, construction, hospitality and leisure industries.

2. GEOGRAPHIC LOCATION

Mauna Lani Resort at Kalahuipua'a is located on the Kohala Coast of the Big Island of Hawaii. The Resort lies within the South Kohala District and extends from Pauoa Bay to Honokaope Bay along the shoreline and inland to the Queen Ka'ahumanu Highway.

3. ENVIRONMENTAL SETTING

Mauna Lani Resort's physical setting is ideal for the development of a high quality destination resort community. Its consistent, fine tropical weather and special geographic features provide unique challenges for design and development.

Unlike other developments on the South Kohala Coast, the Mauna Lani site is at the focal point of surrounding mountains, providing an equi-distant view to five volcanic peaks. The two most notable features of the 3,200-acre site are the ancient Hawaiian fishponds and the unweathered prehistoric Kaniku lava flow on the southern portion of the site.

The South Kohala region is known to be among the State's most arid areas. Average annual rainfall records show nine (9) inches in the past 36 years. Mean annual temperature is 78 degrees Fahrenheit with relatively small daily and seasonal fluctuations. Daytime highs exceeding 88 degrees Fahrenheit or nighttime lows falling below 63 degrees Fahrenheit do occur, but on extremely rare occasions.

Included within Mauna Lani's Master Plan are 22+ acres of historic preserves, and an additional 23+ acres in fishpond/open space use. The boundaries of the historic preserve encompass the major clusters of sites found at Kalahuipua'a. This ensures the protection and long-term preservation of historic sites and minimizes conflict with future resort development.

Old Hawaiian trails such as the Alaloa (King's Highway or Mamalahoa Trail), the Old Alaloa (the "ancient forerunner trail") and the Ala Kahakai (shoreline trail) shall be preserved. These trails are important resources for access to the shoreline and "mauka" areas, and provide a historical perspective of trail and "highway" development in old Hawaii.

SECTION II SUBMITTAL AND APPROVAL PROCESS

1. MAUNA LANI RESORT'S COMMUNITY DESIGN COMMITTEE

1.1 Function and Organization of Community Design Committee

Mauna Lani Resort Association Declaration of Covenants and Restrictions (MLRA DC&Rs) Article V, Section 4 (b), delegate the responsibility of guiding development at the Resort to the Community Design Committee (CDC). The Committee consists of five (5) members, including professionals in the areas of planning, landscape architecture, architecture, engineering or related Except as provided for below, the CDC is the decision making body with regard to the evaluation of submittals and approval of drawings and specifications.

The primary functions of the CDC are to:

- Review, evaluate, comment on and approve schematic, preliminary and construction drawings plus specifications for proposed projects at Mauna Lani;
- Adopt, amend and repeal rules and regulations which interpret or implement the provisions of the MLRA DC&R restrictions, insofar as they relate to matters under jurisdiction of the CDC;
- Review and advise Mauna Lani on proposed master plans and development plans with respect to conformance with Mauna Lani Resort's Master Plan and established guidelines.

1.2 Function and Organization of Design Review Board

The MLRA DC&Rs [Article V, Section 4(e)] also establish the Mauna Lani Design Review Board (DRB), which shall be comprised of the Chairman and Vice Chairman of the Board of Directors of Mauna Lani Service, Inc. and the Chairman of the CDC or their respective designees. The DRB, at its sole discretion, may reconsider any decision of the CDC, which denies any major improvement or alteration proposal, or any improvement or alteration on property designated for hotel, multi-family or commercial use and may reverse the decision of the CDC. The DRB reserves the right to reverse any denial of a particular application for a major improvement or alteration or any improvement or alteration on property designated for hotel, multi-family or commercial use.

2. ROLE OF THE COMMUNITY DESIGN COMMITTEE

Except as provided for above, the CDC is the decision making body established by the MLRA DC&Rs to review proposed improvements at the Resort. The primary intent of the review process is to ensure that projects are well planned, functional and of high quality architectural design and character. The CDC and/or DRB shall not knowingly approve any proposed action in any circumstance where that action will clearly result in a reduction of property values at the Resort or where it is determined in good faith that the proposed improvements will be unsightly, unsafe, in poor taste, or disharmonious with existing improvements at the Resort. The CDC and DRB shall also assure that these Guidelines and

Standards are adhered to by all parties and may take whatever steps, at the hotel owner's, multi-family project developer's or commercial project owner's expense, may be necessary to enforce these Guidelines and Standards.

2.1 Applicability

The MLRA DC&Rs establish a distinction between major and minor projects. Major projects are defined as those with a constructed value of fifteen million dollars (\$15,000,000.00) or more. Minor projects are defined as those with a constructed value of less than fifteen million dollars (\$15,000,000.00).

The CDC shall receive notice of all hotel, multi-family project and commercial project actions falling within the following categories:

- Proposed construction, reconstruction, refinishing, or alteration upon, under or above any lot (including signage);
- Proposed making or creation of any excavation or fill upon, under, or above any lot;
- Proposed installation of utility lines (wire or conduit) on or over any lot;
- Proposed alteration or removal of existing vegetation and emplacement of new vegetation except that which is removed or altered in the performance of standard and normal maintenance operations and procedures; and
- Proposed actions, which could affect surface drainage patterns.

Upon such notice, the CDC shall determine whether the proposed action is a major or minor project. In the case of major projects or any project on property designated for hotel or commercial use, the DRB, at its sole discretion, may reconsider any decision of the CDC, which denies any such improvement or alteration proposal and may reverse the decision of the CDC. Any action falling within the above-noted categories, whether it is determined to be a major or minor project, shall require the written approval of either the CDC or DRB.

These Guidelines and Standards do not restrict normal Resort operations and maintenance activities. Resort or homeowner actions that would normally require governmental agency approval, such as grading or building permits, are subject to these Guidelines and Standards.

2.2 Professional Advice

As indicated in the attached Application Form (Appendix A hereto), the CDC may employ the services of an attorney, architect, landscape architect, or structural or civil engineer, licensed to practice in the State of Hawaii or any other consultant to render professional advice and may pay a reasonable compensation for such services, which compensation may be charged to any person who has submitted plans, specification or other materials requiring review by such attorney, architect, landscape architect, engineer or

consultant. Failure to obtain professional advice shall not constitute misconduct on the part of the CDC.

2.3 Variances

The CDC shall have the power to allow reasonable variances to the land use restrictions, specified in the MLRA DC&Rs, in order to overcome practical difficulties and prevent unnecessary hardships, provided the following conditions are met:

- (1) A public hearing on the application for such variance is held by the CDC after giving ten (10) days prior written notice (A) to owners of property in the Mauna Lani Resort within a radius of one-half (1/2) mile of the subject property; and (B) to the Mauna Lani Resort Association; and
- (2) The CDC finds that the variance will not be materially detrimental to other property in Mauna Lani Resort.

All variance requests must be accompanied by sufficient technical data and philosophical information from which the CDC can render an informed decision. The CDC will not accept variance requests lacking such data and information.

3. APPROVAL PROCEDURES

The review process for hotel, multi-family projects, and commercial development projects, is a sequential process, which encourages communication between Mauna Lani Resort, the CDC, and the applicant or owner from the outset. Each sequential level is increasingly more specific, leading to final approval by the CDC and, ultimately, construction by the applicant.

3.1 Pre-Design Orientation

Prior to the start of architectural design, the applicant and his architect shall meet with a designated representative of the CDC for the following purposes:

- For the CDC to convey to the applicant and his consultant the context in which a project is to be evaluated throughout design;
- To discuss Mauna Lani's design review process and design standards;
- To discuss Mauna Lani's standards of quality, its development goals, master plan, and other matters pertinent to development at Mauna Lani Resort; and,
- To discuss the applicant's intentions for development and his design objectives.

The Chairman of the CDC shall provide a written summary of the above noted meeting to the applicant and other meeting participants with a written outline of recommendations.

3.2 Conceptual Design Approval

The applicant shall provide the CDC with eight (8) sets of schematic plans, and thereupon, the Chairman of the CDC shall call a meeting of the applicant, his architect, the full CDC and a representative of MLR. The CDC shall be allowed at least thirty (30) days for review, prior to the meeting date. The primary purpose of the meeting shall be to review the conceptual schematic design provided by the applicant.

Conceptual plans shall include:

- Applicant's program;
- Cost estimates and estimated time of construction;
- Financial feasibility analysis;
- Traffic flow and impact, including parking;
- Vehicular and utility service;
- View planes and view corridors;
- Phasing and future expansion;
- Overall building massing;
- Density;
- Entry;
- Functional relationships and flow diagrams in bubble form;
- Basic environmental considerations, such as sun and wind protection; and
- Schematic landscaping plans, showing pristine area designations.

The hotel, multi-family project or commercial project owner or his representative will be advised by the CDC, or its representative, within ten (10) days of receipt of a submittal whether said submittal is complete. Submittals containing less than that listed above will be considered incomplete. Review of submittals will not begin until the submittal is determined by the CDC or its representative to be complete.

Conceptual schematic design approval shall depend on the extent to which the proposed concept meets the criteria established at the predesign meeting. Additional meetings may be called if the conceptual design is not approved following the first conceptual design meeting.

The CDC, or its duly authorized representative will provide conceptual schematic design approval in writing, within sixty (60) days of receipt of a complete submittal.

3.3 Preliminary Design Approval

The applicant shall provide the CDC with eight (8) sets of the documents specified below, and thereupon, the CDC shall call a third meeting, including the applicant and the full CDC. The CDC shall be allowed at least fourteen (14) working days for review, prior to the meeting date.

- Site plan at a scale of 1" = 20' or 1" = 40' indicating:
 - all buildings;

- driveways, walkways, parking areas;
 - service accesses and loading areas;
 - courts, pools, other recreational facilities;
 - drainage; and,
 - detailed site work, including contour indications, and other features.
- Floor plans at a scale of 1" = 8' or 1" = 16' of all floors, with emphasis on common areas;
 - Elevations, in 1" = 8' or 1" = 16' scale of all faces of all structures showing general exterior color schemes, treatment of lanais, windows, exterior walls, fascias, trellises, elevator penthouses, mechanical stacks, etc.;
 - Sections in 1" = 8' scale showing the relationship of buildings to the site and surrounding areas;
 - Color board showing external wall, window, trim, roof and other colors as required by the CDC;
 - Landscape plans, in color, in 1" = 20' scale, indicating plant location, species, sizes; outdoor lighting concept; and treatment of entry into the parcel; and
 - Scale model of the project at 1" = 100' illustrating pristine areas, structural massing, color schemes, building accesses, externally mounted mechanical equipment; and other surface improvements, such as: pedestrian/bike ways, roads, parking, pools, grade level planting, massing of trees and shrubs, etc. Landscaping must be done to scale, showing size of plants twelve (12) months after planting.

The scale model must be topographically accurate.

The hotel, multi-family project or commercial project owner or his representative will be advised by the CDC, or its representative, within ten (10) days of receipt of a submittal whether said submittal is complete. Submittals containing less than that listed above will be considered incomplete. Review of submittals will not begin until the submittal is determined by the CDC or its representative to be complete.

Preliminary plans shall be evaluated by means of design standards and guidelines established herein or as a result of the Conceptual Plan meeting noted above. Subsequent meetings may be necessary to discuss elements of preliminary design, which were not initially approved, or if significant changes occur on drawings subsequent to the initial preliminary design meeting.

The CDC will provide preliminary plan approval in writing within sixty (60) days of receipt of a complete submittal.

In the case of disapproval, the nature of the objections shall be indicated. In the event the intent of the objections remains unclear, the owner and/or its architect may telephone or meet personally with a designated representative of the CDC before proceeding further. CDC members shall not be contacted directly.

3.4 Construction Documents (Drawings and Specifications) Approval

A design professional shall be retained by the CDC to review and evaluate construction drawings and specifications to assure compliance with the preliminary design approval recommended by the CDC.

The applicant shall provide two (2) complete sets of construction documents (drawings and specifications) to the CDC at least 30 days prior to this review. The cost of this review shall be borne by the applicant.

The CDC will provide construction document approval in writing within sixty (60) days of receipt of a complete submittal.

In the case of disapproval, the nature of the objections shall be indicated. In the event the intent of the objections remains unclear, the owner and/or its architect may telephone or meet personally with a representative of the CDC before proceeding further. CDC members shall not be contacted.

Any working drawing and specification application which has been neither approved or rejected within sixty (60) days from the date of a completed submission thereof to the CDC shall be deemed approved twenty (20) days after the CDC receives notice from the owner that he intends to proceed in accordance with the plans submitted unless the CDC acts within such twenty (20) day period.

3.5 Final Approval

Final approval by the CDC Chairman shall be shown on the agreed-upon drawings, plans, specifications, and other documents.

Upon submittal of plans and specifications for final approval by the CDC, the applicant shall be required to include a certificate to the following effect:

"The undersigned, Owner/Developer of the subject parcel and Applicant for the proposed construction in accordance with these plans, certifies that the plans are in conformity with the Mauna Lani Resort design standards, with the proposed or existing deed or lease restrictions and covenants applicable to the parcel, and with all applicable governmental codes, laws, ordinances, and regulations. No variances, other than those listed in the written preliminary approval of the plans issued by the Mauna Lani Resort CDC are proposed or authorized.

The consequences for nonconformance, including without limitation, liability for costs of correction, will be the undersigned's sole responsibility. The undersigned warrants that construction of the improvements depicted in these plans will be in accordance with all applicable governmental authorities. Construction of the improvements in accordance with the approved plans will be completed no later than ____ months from the date of final approval of the plans."

All plans granted final approval by the CDC or DRB shall include the following legend:

"Approval of these plans relates solely to the architectural design and scheme thereof, and no representations are made nor any responsibility assumed by Mauna Lani Service, Inc., Mauna Lani Resort Association, the Community Design Committee members or the Design Review Board regarding the legality of governmental codes and structural quality or soundness of the work proposed. It shall be the sole responsibility of you, your architect and your builder to examine the premises and to undertake adequate structural design for all improvements and thereafter to construct and maintain the improvements in accordance with the approved plans and applicable governmental codes, laws, ordinances and regulations. Approval of these plans does not alter or modify your obligation to comply with all established building requirements for the parcel and with all laws, ordinances, rules and regulations now or hereafter made by an governmental authority or with such terms and conditions required under your deed or lease. In case of any conflict between the same, the stricter requirement shall apply."

Any additional conditions to final approval will be specified by letter when the CDC returns the approved plans, drawings, and other documents to the applicant. These conditions shall be considered an integral part of the construction documents.

A copy of the approved construction documents shall be kept at the project site at all times through completion of the project.

3.6 Construction

Upon final approval of the Working Drawings, the applicant shall give the CDC at least three (3) weeks written notice prior to the start of construction or commencement of improvement works. At that time, the owner shall also provide the CDC copies of:

- the fully-executed construction contract;
- the fully-executed payment, performance, and completion bonds described and required in this document;

- the building permit(s); and
- signed Application Form authorizing the CDC or its duly authorized representative the right to enter the owners lot or project at any time during construction for the purpose of conducting inspections as defined below.

Work must commence within six (6) months of final approval, or approval shall be deemed revoked, unless the Applicant receives a written extension prior to the expiration of such 6-month period. Should CDC approval be revoked, the applicant must re-submit the Working Drawings for approval by the CDC. The CDC and/or MLRA shall not be bound by decisions made regarding prior approvals.

Construction shall be warrantied by a performance and payment bond, equal to the constructed value of the project, issued by a surety. The bond shall be payable to MLRA upon owner's/developer's failure to complete the proposed improvements.

Construction of the proposed improvement must be completed within the time frame established and approved by the CDC or DRB. If work is abandoned at any time prior to completion, or if the applicant fails to complete the work as specified, MLRA and/or the CDC may take reasonable steps to have the work completed or the property restored to its pre-existing condition and may assess the applicant for all costs and expenses, including attorney's fees and court costs, if any, incurred in connection therewith.

3.7 Project Inspections

3.7.1 During Construction

Periodic inspections shall be made by the CDC, or its representative(s), during all phases of construction to verify conformance with the approved Working Drawings. By signing the Application Form (Appendix A hereto), the applicant acknowledges the right of the CDC, or its representative, to enter the applicant's lot or project, during construction without prior notification for inspection purposes.

Prior to pouring concrete, a batter board survey, or similar type inspection shall be performed. The Contractor shall submit a letter from a licensed surveyor confirming the floor level and foundation siting conforming to the plans approved by the CDC or DRB.

3.7.2 Final Inspection

The applicant shall provide a notice of project completion in writing to the CDC, within five (5) calendar days following completion of the proposed work. Thereafter, the CDC shall inspect the improvement to determine whether it complies with the approved Working Drawings.

If the CDC finds that the completed work does not substantially comply with the approved Working Drawings, it shall notify the applicant of such non-compliance within thirty (30) days of the final inspection date. The applicant shall have the time period specified in the notice of noncompliance to commence work to remedy the noncompliance. If the applicant fails to remedy such non-compliance within the time frame specified, the CDC will notify

MLRA. MLRA, at its option, may remove the improvement or remedy the noncompliance at the owner's expense. The applicant shall reimburse MLRA for all expenses and costs incurred by the CDC and/or MLRA in connection therewith, including attorney's fees and court costs.

If, for any reason, the CDC fails to notify the owner of noncompliance within the thirty (30) day period, the work will be considered to be in compliance with these Guidelines, Standards and Restrictions.

3.7.3 Estoppel Certificate

Per the provisions of the MLRA DC&Rs [Article V, Section 4 (h)], within thirty (30) days after written demand therefor is delivered to the CDC by any owner and upon payment therewith to MLRA of a reasonable fee from time to time to be fixed by MLRA, the CDC shall record an estoppel certificate executed by any two (2) of its members certifying with respect to any property of said owner that, as of the date thereof either (1) all improvements and other work made or done upon or within the property by the owner, or otherwise, comply with these Guidelines and/or CDC or DRB approved working drawings; or (2) do not so comply in which event the certificate shall also (A) identify the noncomplying improvements and/or work and (B) set forth the nature of such noncompliance.

3.8 Other Provisions

3.8.1 As-Builts

The applicant, upon completion of the project, shall submit as-built drawings prepared and certified by a surveyor licensed in the State of Hawaii. The drawing(s) shall include information as may be required by the CDC or its duly authorized agent performing final inspection as required by these Design Guidelines and Standards. The minimum information required, unless otherwise requested, shall be:

- Property lines and bench mark data;
- Location of structures with setback dimensions indicated;
- Floor elevation(s) and rooftop elevations;
- Roof overhangs into setbacks, if any;
- Location of swimming pool and pool decks, lanais, sidewalks, and driveways;
- Location of landscape walls or retaining walls, fences, and enclosures including elevations of the top and bottom of such elements;
- Location of underground utility and irrigation lines;
- Fountains, ponds, and water features;
- Major trees and landscape elements; and,
- Air conditioning units and other mechanical equipment.

3.8.2 Project Review Fees

The applicant shall pay a non-refundable design review fee to the CDC at the time the Application Form and preliminary plans are submitted for review. The current minimum review fee for hotel/multi-family/commercial projects is **\$50,000.00**.

The CDC may, from time to time, revise project review fees to recover its costs incurred in connection with reviewing and approving plans. Project review fees shall be paid by the applicant upon submission of plans for preliminary approval.

All fees, assessments, and other expenses incurred in applying for and obtaining approvals from any government agency or the CDC shall be paid by the applicant. The CDC, Mauna Lani Service, Inc. and MLRA shall have no liability therefore.

3.8.3 Permits, Laws, Codes, and Ordinances

Prior to commencement of any improvement, the owner shall obtain all applicable State, County and other governmental approvals and permits. It is the owner's responsibility to comply with the laws, ordinances and regulations of Hawaii County and the State of Hawaii. In the case of conflict between any provision stipulated in this document and applicable codes, laws and ordinances, the stricter provision shall prevail.

3.8.4 Master Plan Specific Projects

The President of Mauna Lani Service, Inc. (PMLS) may develop a master plan for the undeveloped areas of the Resort. The PMLS may consult with the Chairman of the CDC to develop additional preliminary design criteria for a specific site identified for imminent development. In such an event, the applicant shall be provided a copy of these additional criteria prior to commencement of design.

3.8.5 Bond Requirement

A construction bond equal to the constructed value of the hotel, multi-family or commercial project will be required for all hotel, multi-family or commercial project construction. A copy of the bond shall be filed with the CDC by the owner at the time he submits his notice of intention to commence construction. The owner shall obtain a performance and payment bond for the improvements which shall be issued by a surety or sureties acceptable to MLRA in an amount not less than the cost of the proposed improvements, naming, as obligees, the owner and MLRA. The bond shall be payable to MLRA upon the owner's failure to complete the project in accordance with the approved Working Drawings within the foregoing time period. The owner shall ensure that the bonds will be kept in full force and effect throughout the construction period for the improvements. The owner will obtain prior written approval of each surety or sureties for each change order and for each act which, under law or the terms of the bonds, may invalidate the bonds or release the surety or sureties from any liability thereunder. All costs of the bonds shall be the obligation of the owner and not of the CDC or MLRA.

3.8.6 Construction Deposit

A construction deposit in the amount of **\$100,000.00** shall be paid by the owner/developer to MLRA and shall be held in trust until such time when it is determined by the CDC that the project is completed and in full compliance with the design guidelines including all post-construction affidavits, certifications, and submittals required of the applicant. The construction deposit may be used by MLRA for clean-up, repair, or replacement of damaged common areas or private property caused by the construction when such clean-up or repairs by the owner or its agents are not completed in a timely or satisfactory manner as determined by the CDC or MLRA. Such deposit may also be used by MLRA to correct, or to facilitate the correction of, any portion of the project that is not completed in accordance with the plans approved by the CDC or DRB. The owner shall be liable to MLRA for the full amount of clean-up or damage repair in the event MLRA's expenses exceed the deposit amount.

3.8.7 Exterior Alterations or Additions

No exterior alteration or addition during or after construction shall be made without prior written approval from the CDC of such change.

3.8.8 Compliance of Developer's CC&Rs

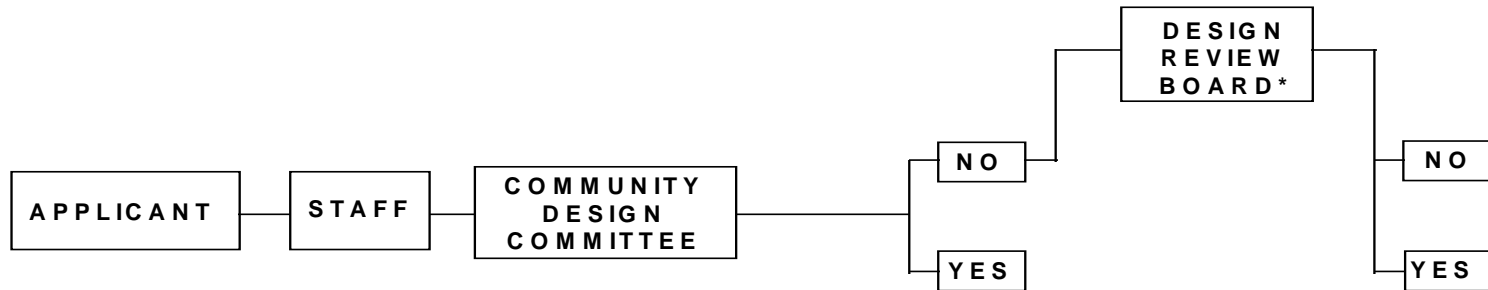
All new developments proposed and created hereafter, by the adoption of this paragraph, shall adopt, as required by the MLRA DC&Rs, CC&Rs pertaining to said development that are in complete conformance with these Design Guidelines, Standards and Restrictions. The CDC shall review, recommend and approve the proposed CC&Rs to ensure compliance with these Design Guidelines, Standards and Restrictions, prior to the legal recordation of the CC&Rs with the State of Hawaii.

3.8.9 Enforcement of Design Guidelines, Standards and Restrictions

The right of legal enforcement of the Design Guidelines, Standards and Restrictions is given by the owner/developer to the CDC or its duly authorized representative by signing the attached Application Form (Appendix A hereto). The MLRA DC&Rs further give the right to exercise compliance with these Design Guidelines, Standards and Restrictions to:

- The Declarant (MLS);
- Any owner of a lot or multi-family unit within the Mauna Lani Resort area;
- The Board of Directors of MLRA; and
- The Board of Directors of any Secondary Association.

**MAUNA LANI RESORT
COMMUNITY DESIGN COMMITTEE
HOTEL, MULTI-FAMILY AND COMMERCIAL PROJECT
PROJECT APPLICATION, REVIEW AND APPROVAL PROCESS
FLOW CHART**



SECTION III RESORT DESIGN GUIDELINES

1. INTRODUCTION

The intent of this document is to set forth design parameters and standards to guide developers, their respective architects, consultants, and other professionals in the siting, design and development of hotel, multi-family and commercial projects at Mauna Lani Resort. The guidelines outlined herein are the design principles to be followed and the standards outlined identify the minimum design and construction standards and materials to be used for hotel, multi-family and commercial project development at Mauna Lani Resort. Each new project at Mauna Lani Resort shall be compatible with existing natural and manmade structures and shall enhance the total resort environment. In essence, development at the Resort shall reflect the highest quality design, construction, and maintenance possible. Timelessness and natural environmental compatibility shall be the watchwords of design to assure the Resort retains its very own "sense of place".

2. DESIGN OBJECTIVES

Mauna Lani Resort enjoys distinctive geologic and historic contrasts in an ideal climatic setting. The 3,200-acre site enjoys an abundance of sunshine year-round and cooling breezes from both the mountains and ocean. The site is unique: it is characterized by charming bays and beaches, rugged coastlines, stark lavascapes, lush spring-fed fishponds, a panoramic view of volcanic mountains, and vast planes of blue which meet at the Pacific horizon.

Within this setting, Mauna Lani is dedicated to the creation of a resort community, which takes full advantage of the natural and historical assets on the site and emphasizes the perpetuation of a "sense of place", as defined above. New structures and landscaping at Mauna Lani shall be compatible with the natural setting, providing visual interest and continuity. Buildings shall not be obstructive in form or color and shall not compete with other structures for visual attention. Mauna Lani encourages architectural designs which strive to make appropriate and tasteful statements avoiding fashionable trends. Contemporary architecture expressing the tropical island lifestyle of the region and timelessness are expected. Buildings are to be compatible with the horizontal nature of the site.

Mauna Lani Resort is a contemporary resort reflecting the tasteful and sensible application of state-of-the-art construction techniques. Buildings are to be sensibly placed on developable sites, with design consideration given to the site's intrinsic qualities such as, sun and wind exposure, views toward the ocean and mountains, adjacent land uses, and relationship to common areas.

Mauna Lani encourages enhancement of the dramatic contrast presented by pristine a'a lava areas abutting landscaped and developed areas. Such dramatic contrast can only be

achieved by careful maintenance of "edges," preventing unsightly encroachment into these pristine areas.

3. PURPOSE OF GUIDELINES

Mauna Lani Resort, Inc. granted the CDC the power of establishing design guidelines through the Mauna Lani Resort Association Declaration of General Covenants and Restrictions, which read:

"The purpose of this Declaration is to create and keep [a] community [which is] desirable, attractive, beneficial, and suitable in architectural design, materials and appearance."

These guidelines and standards are essential for the long-term protection of the standard of quality and image established by Mauna Lani.

The design guidelines, which are outlined herein, are intended to accomplish the following:

- Guide development to assure the success of Mauna Lani as a well planned and well designed, high quality destination resort area;
- Provide a basis for individual design inputs at various levels;
- Assist prospective developers and their architects in the planning and design of future facilities;
- Serve as a tool for the CDC in its review of proposed projects and enforcement of these standards;
- Ensure the long-term protection of property values by requiring compatibility of land uses, integration of facilities, and quality construction; and
- Ensure the systematic, uniform review of all projects requiring approval by the CDC.

As specified in the Resort's Declaration of Covenants and Restrictions, these guidelines may be amended from time to time by the CDC.

These Guidelines and Standards are not intended to restrict normal Resort operations and maintenance activities. Resort, hotel, multi-family or commercial project actions that would normally require governmental agency approval, such as grading or building permits, are subject to these Guidelines and Standards.

4. OVERALL IMAGE

The basic goal of the Mauna Lani development plan is to take full advantage of the site's unique physical features in creating a "get-away-from-it-all" resort, while providing desired amenities and features. The resort experience offered by Mauna Lani must

necessarily fulfill the expectations of every person seeking a memorable Hawaiian vacation or becoming a permanent resident of the community.

The plan encourages the intermingling of short-term visitors with residents of the resort community. Interaction is encouraged through the common use of recreational facilities such as beaches, shoreline trails, golf course and clubhouse, tennis courts, commercial shopping complexes, fishpond areas, historic preserve areas, and integrated pedestrian circulation system. The opportunity to meet permanent residents of Mauna Lani is an important factor in appealing to the first time visitor. It is anticipated that such opportunities shall do much to ensure the visitor's return either as a repeat hotel guest or as a resident.

5. DESIGN PHILOSOPHY

Mauna Lani expects to be perceived as a high quality resort development, which offers a diversity of residential, commercial, recreational, and leisure experiences within a pleasing design continuum. Mauna Lani's design concept is simply to create a functional and aesthetic environment through the meaningful balance of natural and manmade assets at Kalahuipua'a. Construction and design of facilities is expected to be of the finest quality and at the highest standards.

6. SITE PLANNING CONCEPTS

Site plans for each individual parcel must reflect the intrinsic characteristics of the site. Plans and building orientation should be cognizant of such factors as sunlight and wind exposure, temperatures, views, topography, and relationship to the ocean, beaches, and common areas.

7. LANDSCAPING - FUNCTION AND FORM

Landscaping is a crucial element in determining the success of developments at Mauna Lani since a good portion of the Kalahuipua'a site is devoid of vegetation.

Rainfall patterns at Kalahuipua'a do not support the kind of lush sub-tropical vegetation visitors expect of a Hawaiian resort, hence the sub-tropical vegetation environment must be created of endemic or indigenous plant species used to reflect the existing natural environment.

Landscape design at Mauna Lani must accomplish several objectives:

- Successfully create, direct, and frame views;
- Create an ambiance integrated with, and compatible to, the natural and manmade environment of the Resort;
- Link open spaces and common areas;
- Screen buildings from loss of privacy or to obscure parking areas and blend structures to the site;

- Soften hard features;
- Function as comfort elements against wind and sun;
- Incorporate and preserve existing pristine areas, including lava formations that are unique as well as existing large trees;
- Avoid incursion of foreign, non-native flora; and
- Emphasize use of indigenous and native plants and species which are low water-tolerant, salt-tolerant, wind resistant, and well adapted to shoreline areas.

Landscape maintenance and irrigation plans should be well thought out, recognizing the porous nature of the lava base, the arid nature of the area, and adjacent pristine areas. Drought-tolerant species should be used to the maximum extent possible.

A'a lava areas that will not be landscaped must be left untouched during grading and construction. At Mauna Lani, lava formations shall be regarded as natural art forms. Any area inadvertently disturbed shall be restored to its original condition.

These objectives and specific means of accomplishing them are further described in Section V, Landscape Guidelines and Standards.

8. CIRCULATION PATTERNS

The Resort's primary road system links major activity areas to Mauna Lani Drive, which is the resort's primary linkage to the Queen Ka'ahumanu Highway. Mauna Lani's primary roadway system is simple but functional: mauka-makai access is provided by Mauna Lani Drive, and north-south access, paralleling the shoreline, is provided by Kaniku Drive, which virtually circumvents the entire urban-zoned area. Individual project developments shall branch off of the primary roadways and create compatible circulation patterns within each development.

Common areas are to be strongly pedestrian oriented; the use of cars shall be discouraged to allow the application of a human physical scale and to ensure quiet and safety. Pathways through the historic preserves are strictly for pedestrian traffic, and pathways through the ancient fishponds are for pedestrian use with limited use by maintenance vehicles.

Roadway systems in residential, hotel, and commercial areas shall accommodate pedestrian, bicycle, jitney and golf cart traffic. The layout of the circulation system at Mauna Lani shall be such that the resident or visitor is not compelled to use his car except for trips outside the resort or for short trips to certain commercial-shopping and recreational facilities within the resort. Parking on Mauna Lani Drive, North Kaniku Drive and South Kaniku Drive is prohibited except for emergency and maintenance vehicles.

SECTION IV

HOTEL, MULTI-FAMILY, AND COMMERCIAL PROJECT

ARCHITECTURAL GUIDELINES AND STANDARDS

1. INTRODUCTION

The guidelines and standards outlined herein are the minimum qualifications for development at the Resort and provide developers with an understanding of what the Resort values in terms of quality, practicality, and aesthetics. These guidelines also set forth the criteria the CDC will use in evaluating and approving proposed projects and enforcing these guidelines and standards.

2. ARCHITECTURAL GUIDELINES AND STANDARDS

2.1 Project Design

Hotel, multi-family, and commercial project plans shall be prepared by or in association with architects licensed by the State of Hawaii. Buildings shall be designed for the tropical climate at Mauna Lani and assist in perpetuating a "sense of place" that is unique to Mauna Lani Resort.

All CDC submittal and review requirements, as specified in Section II of these Design Guidelines, Standards and Restrictions, shall be strictly adhered to. Variances from these Guidelines, Standards and Restrictions, while permitted, shall only be requested when it is absolutely impractical or impossible to economically or technically comply with these Guidelines, Standards and Restrictions. All variance requests must be thoroughly supported by sufficient technical data and information from which the CDC can make an informed decision. Variance requests lacking such data and information will not be accepted by the CDC.

3. BUILDING ENVELOPE

3.1 Building Orientation and Siting

As views are critical in determining and preserving property values, major structures or buildings shall be oriented in such a manner that primary view planes toward the ocean, mountains, and across open spaces are not unreasonably encroached upon. Where practical, major structures should be oriented perpendicular to the shoreline to preserve view corridors from interior parcels, to minimize the illusion of high-density development along the shoreline, and to allow more open space opportunities between major structures on adjoining parcels.

Typically, high-use areas, such as restaurants, shall be oriented toward the ocean, and low-use areas, such as parking facilities, toward mauka or low elevation portions of a parcel. Orientations, which gain maximum exposure to available views, are most desirable, however the CDC and developers must work together to ensure that proposed projects share, and

perhaps enhance, vistas available at Kalahuipua'a for both present and future development, which are or may be affected. Orientation and siting of all buildings and structures shall:

- Preserve reasonable views from interior resort properties, common areas, and other areas;
- Maximize view exposure toward the ocean and mountains, and open spaces;
- Avoid square, bulky, and multi-story vertical surface structures. Create downscaled structures by the use of interesting, modular articulation.
- Provide for maximum operational and maintenance efficiencies; and
- Integrate structures to the natural ground; avoid built-up unnatural appearing "pads."

The siting of structures along the golf course shall:

- Reflect a gradual transition between the golf environment and structures through the gradual "stepping up" of building heights and elevations; lowest nearest the golf course edge and increasing away from the fairway edge;
- Be oriented to offer views with greatest exposure of the fairways, but not in a manner paralleling the fairway edge;
- Allow for generous setbacks from the golf course edge to minimize conflicts between golf activities and hotel/condo activities; and
- Allow for wide a'a lava buffers between golf course and landscaped areas of hotel/condo parcels to protect the lava-grass contrast, which gives the Francis I'i Brown Golf Course its dramatic character.

3.2 Building Height

For hotel parcels, the Resort and CDC encourage medium rise development. Per Partial Planned Unit Development Permits obtained by the Resort or others from the County of Hawaii, heights of hotel structures shall be limited to six (6) stories and up to 75 feet. Base elevations shall be those established by the CDC, DRB and/or actual grading for a specific project. In no instance shall grading elevations be artificially set so as to violate the building orientation and siting standards noted above.

Per the County's multifamily (RM) zone limitations, building heights for multi-family structures is limited to 45 feet or three (3) stories. Commercial (CV) zone structures are limited to 30 feet or two (2) stories.

During project review, the overriding determinant in limiting building height will be the impact of the proposed structure on the views at the Resort. Heights of structures should:

- Conform to County and/or CDC/MLR height limitations;
- Create visual interest through staggering and variations in height, avoiding a massive or bulky character; avoid vertical high-rise proportions; and
- Preserve or enhance views.

3.3 Building Mass and Configuration

Massing and configuration of structures will be evaluated primarily in terms of visual impact on an expansive, non-urban setting. Building mass should:

- Provide separations to create landscaped and open spaces;
- Be staggered in height and modulated in plan to avoid a monolithic, bulky urban character; and
- Consider the horizontal influence of the natural topography.

3.4 Building Elevations

Elevations also will be evaluated in terms of the structure's compatibility with an expansive recreational, low-density setting. Monolithic, "egg crate" elevations shall be avoided, and architectural features that create varying light and shadow patterns are encouraged. Design features that break vertical planes and function to control sun and wind exposure shall be given particular consideration.

Contemporary island architecture of an enduring quality that assists in perpetuating a "sense of place" for each project is encouraged.

3.5 Building Setbacks

Where applicable and per County of Hawaii Zoning Code standards, minimum front, side, and rear setbacks shall be at least 20 feet from the respective lot lines. Side setback requirements may be greater if the CDC determines that view corridors or pristine buffers need to be preserved.

There shall be a minimum side setback of ten (10) feet from the right-of-way line of walkways or streets, which connect more than one lot or multiple buildings on a single lot, with a dedicated street.

Shoreline setbacks shall be as applicable to Hawaii County zoning ordinances and rules. The shoreline shall be certified by the Chairman of the Hawaii State Board of Land and Natural Resources. Setbacks along the Kalahuipua'a fishpond complex shall also vary according to specific sites.

Generous setbacks from the golf course will be required by the CDC. A "no access" zone, not less than 20 feet from the golf course edge, will be established to (a) separate golf activities from residential activities and (b) preserve the lava/grass contrasts. Pristine areas within the setback shall not be disturbed. Inadvertently disturbed lava formations shall be re-created to a condition best approximating natural forms.

3.6 Site Coverage

The maximum allowable building coverage is 60 percent (60%) of the site area. In calculating coverage, parking structures shall not be included as building area if use of structures is limited to the parking of company employee or customer vehicles.

4. DESIGN STANDARDS AND RESTRICTIONS

4.1 Materials

Materials shall be all new materials. Use of second-hand materials shall be permitted only with written approval of the CDC or DRB.

Materials shall be selected for their proper function and aesthetic appearance. No reflective materials (with the exception of fixtures and glass) or glass with mirror finish shall be allowed. Materials will be evaluated on the following basis:

- Resistance to the corrosive effects of wind, sun, and salt spray exposure over time;
- Quality;
- Permanence and solidity;
- Maintenance requirements; and
- Architectural effect.

Allowable exterior wall finishes and materials include:

- Concrete and pre-cast concrete, rough textured, sand-blasted, bush-hammered or form-finished and sealed or painted;
- Plaster, rough finished and painted;
- Brick;
- Stonework; and
- Treated or painted wood.

4.2 Exterior Colors

The color palette for a given project shall be of harmonious composition to blend with the surrounding natural environment. Predominantly subtle "earth" colors and tones shall be used, with spots of bright colors for architectural features, sunshades, canvasses, doors, etc. All exterior colors shall be subject to CDC or DRB approval.

4.3 Building Entries

As building entrances are important design elements to which vehicular and pedestrian traffic converge, entries shall be evaluated in terms of design impact and traffic serviceability. Entries of prominent structures at Mauna Lani shall be designed:

- To conform to the Americans with Disabilities Act;
- As a clearly defined element for arriving visitors;
- To provide safe and efficient service to pedestrian and vehicular traffic; and
- To create a light, airy, and cool tropical ambiance through appropriate landscaping.

4.4 Building Openings

As the cost of energy is extremely high in Hawaii, designs which provide interior comfort through architectural rather than mechanical solutions are most desirable. Building openings should be oriented to provide maximum air circulation, but design should offer adequate protection against strong trade winds and ocean storms. Other cooling and shade features, such as recessed openings, planters, landscape canopies, overhead trellises, etc., should be considered. Building openings should be designed to:

- Conform to the Hawaii Model Energy Code;
- Bring prevailing breezes into the building, providing cooling and circulation of air spaces;
- Protect against strong tradewinds and ocean storms; and
- Protect against excess sun exposure.

4.5 Roofs - Form and Materials

Pitched roofs are recommended for buildings of one to four (4) stories in height. Flat roofs shall be discouraged on low-rise structures except where unique conditions warrant their use. Flat roofs may be approved at the discretion of the CDC when they are aesthetically integrated into the overall design and contribute in a positive way to provide appropriate modulation and massing of pitched roof structures. Generous roof overhangs shall be encouraged to create shade and protection for wall surfaces, doors and windows and activities on the ground. Pitched roof materials shall be cement, slate, clay tiles, or other roofing materials of equivalent texture and character. Colors shall be in the browns, grays, greens, reddish browns, or similar earth and natural colors. Clay tile shall be of integral color; wood shakes and shingles, asphalt shingles and metal shingles are not allowed. Metal roofs may be approved by the CDC or DRB on a case by case basis provided that the finish is dark and non-reflective, oxidized, or patina copper, and approved by the CDC as an appropriate design solution. Terra cotta colored roof materials are not allowed.

Flat roofs may be used for buildings of five (5) to six (6) stories. The contour of the site produces a condition wherein the form, material, texture and color of the roof areas can become a dominant feature of the architecture as seen from other properties and vantage points at higher elevations. Roofs shall be so designed that such unpleasant effects as cluttered areas with mechanical equipment, unsightly elevator penthouses and "lid effects" unrelated to the building form are avoided. Reflective roof materials shall not be allowed where the roofs are visible. Reflective materials to reduce heat load may be approved for roofs, which are not visible. Planters, trellises, and other features shall be utilized to break up large roof areas and screen unsightly objects.

- Roof forms shall be chosen for appropriateness in function, compatibility with the size and shape of the structure and aesthetics;
- Colors which blend with natural surroundings are encouraged; reflective surfaces and bright colors are discouraged; and
- Mechanical equipment and other unsightly rooftop features shall be concealed from aerial and ground view.

4.6 Balconies and Lanais

As lanais and balconies are extremely desirable in tropical areas from the standpoint of function and design, the inclusion of these features in structural design is desired. Each guest room, suite, apartment, or multi-family unit should have an exclusive exterior lanai, terrace, or deck, which is fully usable under ordinary weather conditions.

4.7 Energy Efficiency and Conservation

All commercial and multi-unit developments are subject to the State and County of Hawaii Model Energy Code, as adopted or recommended by the Hawaii County Council, to ensure the application of cost effective design practices and technologies which minimize energy consumption without sacrificing the comfort or productivity of the occupants:

- Lighting
- Envelope
- Heating, Venting and Air Conditioning (HVAC)
- Hot Water
- Energy Management

To the extent practicable, hotel/multi-family/commercial developments are encouraged to use solar water heating equipment approved by the CDC.

4.8 Air Conditioning

Air conditioning units and equipment shall be designed and installed as integral parts of structures. Units inserted into walls or glassed window areas are not be allowed. Air conditioning units and equipment shall be screened from view of other lots and common areas and shall not create noise levels in excess of 55 dB(A) at the closest lot line. Air-conditioned projects are subject to conform to the Hawaii Model Energy Code.

4.9 Exterior Lighting

All common walkways, stairways, steps, parking lots, and vehicular access shall be lighted, and the mode of lighting shall meet with the approval of the CDC. Unless a greater intensity is required for safety reasons, light illumination shall not exceed a design level of one foot candle at the ground. The purpose of lighting shall be not only for safety but also for effecting an integrated experience with the landscaping.

All light fixtures visible from common areas and adjacent properties shall have their light source shielded from view and be subject to the approval of the CDC. Within all common,

residential, commercial, and hotel areas, the following restrictions shall apply. There shall be no:

- Neon or flashing lights;
- Mercury vapor lamps or lamps which emit light of a similar nature;
- Exposed fluorescent lamps; and
- Unshielded exterior lights, except luau torches.

Spot lighting for the purpose of accenting landscaping and special features shall be allowed with approval of the CDC. Exterior lighting sources shall be shielded from view of adjoining properties and common areas. Exterior lighting shall conform to the Hawaii County lighting ordinance, which is intended to mitigate atmospheric glare affecting the observatories, located atop Mauna Kea.

4.10 Loading and Storage Areas

Service loading areas shall be designed to accommodate vehicles up to 55 feet in length without interrupting street or parking lot traffic.

Loading areas, outdoor storage, and refuse/garbage/trash holding areas shall be screened from view of adjoining lots, common areas, or major streets. Refuse/garbage/ trash storage areas shall be designed and equipped to reduce to the maximum extent possible odors, insects, and wind driven rubbish.

4.11 Fences, Retaining Walls, and Railings

All fences, exposed retaining walls, and railings shall be subject to CDC design review. For retaining walls that are clearly visible from high use areas, use of natural rock is encouraged. Wood left natural, stained, or sealed or metal painted or anodized in earth tones or gray shall be used for railings and rail supports.

4.12 Screening Elements

Equipment and activities not directly related to guest or tenant use shall be screened from view by either landscaping or structural means. Building design should include screening of the following uses: service loading areas fronting major streets, refuse storage and collection sites, mechanical equipment, and transformers. Screening devices shall be designed to integrate with and be compatible to surrounding building and landscape elements.

4.13 Vehicular and Other Traffic Ways

General circulation patterns and entryways shall be evaluated to ensure that potential conflicts between motorized vehicles, carts, and pedestrians are minimized. Design of traffic ways shall:

- Provide for auto, bike, bus, pedestrian, cart, and jitney use;

- Be integrated into the Resort's overall circulation network; and
- Allow for converging traffic at entryways.

Generally, roadway surfaces shall be asphalt; however, Mauna Lani encourages the use of more decorative surfaces such as stamped concrete, tile, or brick at entries.

Walkways intended for general circulation shall be at least four (4) feet wide and designed to conform to the Americans with Disabilities Act. Walkways intended to accommodate golf cart traffic shall be at least ten (10) feet wide with sufficient shoulder space to allow carts to pass. Walkways, which are adjacent to tops of retaining walls or slopes over 25 percent, shall be guarded by railings or solid plant buffers not less than five (5) feet wide as required by the County of Hawaii.

Steps shall be allowed in walkways intended for general circulation only if an alternate ramp route for persons with disabilities is also provided. Stairs rising over five feet shall be broken with landings at least every ten risers, and handrails shall be provided where required by the County of Hawaii.

No loose gravel, cinder, or pebble paving shall be allowed on walkways intended for general circulation. Grasscrete, turf-block, or similar treatments may be considered for special areas. These treatments are not allowed for parking areas or daily traffic, but encouraged for occasional maintenance and emergency access only.

Paving shall be concrete, masonry units, lava rock, asphaltic concrete or other accepted hard stable, all weather surface in earth tones, black, or gray; aprons must match roadway.

4.14 Parking

Parking requirements and barrier-free access shall conform to the Americans with Disabilities Act. On-site parking shall be visually screened from adjoining properties and common areas by a fence, wall earth mound or natural landscape. Large canopy trees shall be provided in parking areas to reduce visibility and to establish a cooling environment. The trees and landscaped areas shall be in a planned pattern to provide a reasonably uniform distribution of plant material to screen the view of automobiles, both from horizontal and vertical lines of sight as the specific situation requires.

Parking lots shall have a minimum of 50 percent of the paving shaded by over-canopy type trees.

Applicable County of Hawaii zoning ordinances shall be used for determining minimum parking requirements for a project; however, the actual parking needs of each individual project shall be determined by a parking study provided by the Applicant and approved by the CDC. Parking facilities should be located within mauka portions of developable parcels, and should include required off-street parking. Units in multi-family buildings shall be provided with a minimum of one and one-quarter (1¼) covered parking space per unit unless two (2) or more covered and/or enclosed parking spaces are required by CDC during preliminary plan review.

4.15 Signage

Signs at Mauna Lani Resort shall be for identification rather than advertisement. No signs shall be erected on any lot except signs:

- Required by legal proceedings;
- Mauna Lani Service, Inc. or its nominee elect for sales, leasing, or other development activities;
- Erected during construction denoting the architect, contractor, or subcontractors or engineers. Only one (1) such sign per lot or project shall be permitted. Such signs shall be removed within fifteen (15) days of official Notice of Completion.
- Allowed by approval of the CDC ; and
- Required by the Americans with Disabilities Act.

All permanent identification signs shall conform to the County of Hawaii sign ordinance and shall be subject to review and approval of the CDC. Signage submittals to the CDC shall consist of a sample board of the proposed signage. The sample board shall include drawings to scale, fully dimensioned; samples of the proposed materials showing color, shape, wording, text and figure layout; and a drawing indicating proposed location and hours of display. No flashing or moving signs shall be allowed. Signs shall provide visual continuity employing standards of design, shape, color, wording, layout and materials approved by the CDC or DRB. Design criteria are:

- Only one (1) sign may be displayed (exterior, wall, or ground) for hotels and multi family residential projects;
- Only one (1) ground sign for single commercial projects, and one exterior wall-mounted sign for each business;
- Exterior wall signs shall be sixteen (16) square feet or less, mounted on a portion of exterior wall occupied by the business being identified;
- Exterior wall signs shall be flush-mounted a minimum of four (4) feet below the upper edge; of the exterior wall; signs painted directly on the wall are not allowed;
- Neon and translucent plastic or glass back-lighted signs are not allowed; and
- Ground signs shall be 32 square feet or less. Ground signs shall be limited to four (4) feet above top of grade in vertical height and set back beyond the first ten (10) feet of any street setback area as measured from the lot line.

All signs shall be well maintained. Under no circumstances shall any sign be placed to face the golf course.

5. SITE DEVELOPMENT STANDARDS

5.1 Site Plans

Hotel, multi-family and commercial project site plans shall be based on the same physical planning parameters as the overall Resort Master Development Plan. Opportunities presented by the natural form of the land shall be maximized.

5.2 Clearing, Grading, and/or Excavation

Clearing, grading, and any other activity, which alters natural lava areas, affects surface drainage or topography is strictly prohibited without prior approval of the CDC. No natural lava formations shall be disturbed unless for finish landscaping, paving or construction.

Any clearing or grading activity approved by the CDC or DRB, shall be performed in strict accordance with approved plans and specifications, and applicable State and County of Hawaii rules and regulations. Disturbed lava areas shall be restored to a condition best approximating its original state, or re-established with approved ground vegetation.

All grading operations shall implement dust control measures, and all dust-prone exposed areas shall be replanted with an approved grass or ground cover immediately following completion of grading operations.

No grading or dredging in the shoreline setback shall be allowed without approvals from appropriate County, State, and Federal agencies and from the CDC.

Any archaeological sites or ancient burials discovered during grading or excavation shall be reported immediately to the senior officer at MLS, and work shall be halted until notice to proceed is given by MLS.

The CDC and MLRA do not warrant any soils or subterranean conditions. The Owner shall be solely responsible to ascertain said soils and conditions for construction purposes.

5.3 Construction

Because construction activity will most likely occur in close proximity to existing resort facilities and residential communities, the manner in which such activities are conducted shall be critical in maintaining the character of a world-class resort. During construction, the following provisions shall apply:

- Construction activities are permitted from Monday through Friday between the hours of 7:00 a.m. and 5:00 p.m. each day; daily mobilization and shutdown of project must be completed within the established hours (i.e., workers shall not enter upon the site before 7:00 a.m., and the project site shall be cleaned, secured and vacated by 5:00 p.m.);
- Limited construction activities, not requiring the use of heavy equipment, are permitted on Saturdays between the hours of 8:00 a.m. and 4:00 p.m.; daily

JANUARY 2008

mobilization and shutdown of project must be completed within the established hours (i.e., workers shall not enter upon the site before 8:00 a.m., and the project site shall be cleaned, secured and vacated by 4:00 p.m.);

- Construction activities are prohibited on Sundays and Federal Holidays;
- Any activity which would require a noise permit under Chapter 342F of the Hawaii Revised Statutes, as amended, or under the Community Noise Code established by the State of Hawaii Department of Health, (Chapter 46 of Title 11, Hawaii Administrative Rules, as amended), is strictly prohibited on Saturdays, Sundays and Federal Holidays;
- Contractor shall provide temporary toilets, water service and power;
- Litter must be strictly controlled at all times;
- Radios must be kept at a reasonable volume so they do not impact neighboring lots;
- Contractor shall protect the health and safety of the public and Contractor's employees from construction activity;
- On-site burning shall not be allowed;
- Near common and occupied areas, the construction site shall be screened off from adjoining properties with fencing, planting, or other material, which create a visual separation between the two areas; temporary screens and/or fences shall be of earth tone colors, preferably black or dark brown; brightly colored screens and/or fences are not permitted unless specifically required by governmental authority;
- Dust and noise shall be strictly controlled at all times; and,
- Construction debris shall not be allowed to accumulate on the site.

Work outside of the established hours is only allowed under special circumstances, and by written permit of the CDC.

All temporary structures and trailers shall be removed from the lot at project completion. Cleanup shall be completed within ten (10) days after completion of construction.

Projects are required to be completed, including landscaping, within the time frame established and approved by the CDC or DRB.

Construction shall be warranted by a performance and payment bond, equal to the constructed value of the project, issued by a surety. The bond shall be payable to MLR upon owner's/developer's failure to complete the proposed improvements.

5.4 Ground Termite Treatment

Soil under concrete slabs on the ground and under building floors, whether on grade or above grade, and under footings and masonry foundation walls shall be treated against subterranean termites by an established and State of Hawaii licensed termite control company. Treatment shall be guaranteed by such a company against termite infestation for a period of five (5) years, and shall include one (1) annual inspection with the retreatment of any infested areas found during the inspection. Copies of treatment and inspection reports shall be furnished within fifteen (15) days following such treatment or inspection, to the CDC.

JANUARY 2008

5.5 Utilities

All permanent electrical power and telephone lines, water and sewage pipelines, and all other conduits for utilities shall be installed underground.

All sewage hookups shall be to Mauna Lani Resort's sewage treatment facility. No outside toilets other than self-contained portable toilet units used during construction and golf course comfort stations shall be allowed.

Access and ground level metering facilities shall be screened by landscaping or other devices.

6. LANDSCAPING

Additional and specific landscape guidelines are detailed in Section V of these Design Guidelines and Standards.

7. SPECIFIC USE RESTRICTIONS/REQUIREMENTS

While each lot shall be for the benefit and exclusive use of owners and lessees thereof, the following limitations and restrictions shall apply:

7.1 Occupancy

Occupancy shall not be allowed until such time that the structure is substantially complete, including landscaping, in accordance with plans and specifications previously approved by the CDC or DRB.

7.2 Accessory Structures

No accessory structures shall be constructed, maintained, or placed on any lot before the main structure except by written permission of the CDC. Temporary buildings facilitating construction of the main structure are excepted.

Model structures or exhibits shall not be allowed except by written permit from the CDC or DRB, then only subject to the limitations set forth in such permit.

Structures used by Mauna Lani as a sales office or in conjunction with the development of lots are excepted.

7.3 Maintenance

The owner/developer shall be responsible for the care and maintenance of his property. Maintenance shall be to the satisfaction of the CDC and MLR and shall be in keeping with approved plans. Failure to do so may result in MLR's maintaining the lot and its improvements at the owner's/developer's expense. The CDC may require exterior paint or repair of properties or improvement.

7.4 Drilling and Mining

No drilling, refining, quarrying, or mining is allowed. No derrick structure or pump equipment shall be allowed on any property for any such activity.

No water well shall be permitted except by written permission of the CDC, MLR and issuance of appropriate permits by the State Commission on Water Resources.

7.5 Storage Tanks and Mechanical Equipment

All fuel tanks and similar storage facilities shall be constructed only with the prior written approval of the CDC or DRB and shall comply with the U.S. Environmental Protection Agency standards and other governmental ordinances.

Tanks, air conditioning condensers, and similar mechanical equipment necessary for the operation of onsite facilities shall be concealed from view and reasonably mitigate noise to adjacent properties and common areas.

Air conditioning equipment noise shall not exceed 55 dB(A) at the closest property line.

7.6 Water and Soil Pollution

The owner or lessee shall be responsible for any water and soil pollution caused by his use of the premises. Remedial measures shall be determined by the CDC or MLR at the owner's expense.

7.7 Temporary Structures and Mobile Units

No mobile home, travel trailer, truck camper, house trailer or similar facility, or boat, shall be placed upon any lot or common areas. Structures of a temporary nature shall be allowed only during periods of construction. No stripped down, abandoned, wrecked, or junked vehicle shall be kept, parked, stored, or maintained on any lot, and no commercial vehicle bearing commercial insignias or names shall be parked on any lot except within an enclosed structure or screened area, unless such vehicle is temporarily parked for the purpose of serving such lot.

7.8 Antennae

No exterior antenna, dish, or equipment of any sort shall be installed, erected, or maintained on any lot without the express written permission of the CDC. This restriction does not apply to any satellite dish or cable TV reception/transmission equipment or facility installed by MLR or its nominee. Any activity which interferes with television or radio reception at MLR is prohibited.

7.9 Clotheslines

No outside clotheslines or other outside clothes drying or airing facilities shall be maintained or used on any lot, unless such facilities are completely screened from view of adjoining properties.

7.10 Destroyed Structures

Partially or totally destroyed improvements shall not be allowed to remain in such state for more than six (6) months from the date of such destruction.

7.11 Storage

No furniture, fixtures, appliances or other goods and chattels shall be stored in such a manner that such property is visible from neighboring lots, roads or common property, except during periods of construction.

7.12 Nuisances

No noxious or offensive activity shall be allowed on any lot, nor shall any lot or a portion thereof be used in such a manner as to create a nuisance to adjacent sites. No exterior sound devices, such as horns, speakers, whistles, bells, or other sound devices other than security devices used exclusively to protect the security of lots at Mauna Lani, shall be allowed on any lot without prior written approval of the CDC.

Facilities must be designed such that exhaust systems and flues shall not create a nuisance to neighboring properties. Owners or lessees shall be held responsible for any pollution, disturbance, or emission of toxic, odorous, or noxious matter caused by the use on their premises.

7.13 Fires

The owner or lessee shall not permit any exterior fires on his lot, except barbecue, luau torches, or other applications of a decorative nature. No owner shall permit any condition, which creates a fire hazard, creates a nuisance, or is in violation of any fire prevention regulation.

SECTION V

LANDSCAPE GUIDELINES AND STANDARDS

1. INTRODUCTION

The Mauna Lani Resort has an ideal coastal climate, which offers opportunities for creativity and excellence in landscape design. The Resort requires those wishing to develop property within the Resort to plan beautiful landscapes as part of their development. The CDC and the Resort wish a uniform landscape treatment for all streets and along the street frontage of developed property. In addition, the CDC and Resort require complete landscaping throughout the developed properties.

2. CRITERIA

The CDC has formulated landscape and irrigation standards which are intended to assure that landscaping meets the following criteria:

- A high level of landscape quality;
- A sufficient quantity of attractive and colorful plants;
- Conservation of water by use of environmentally adaptive plants; AND
- Development of water saving irrigation systems.

3. LANDSCAPE DEVELOPMENT

3.1 Landscaping Required

Landscaping shall be required of all residential, hotel, multi-family and commercial properties. It shall be the responsibility of the CDC to regulate and control the scope, quantity, and quality of all landscape development within the Resort, including, but not limited to, that pertaining to theme trees, open areas, parking lots, front yards, walls and fences, residential tract entries, parkways, parks, medians, and view corridors.

3.2 Landscape Plans Required

Landscape and irrigation plans and specifications for landscaping, prepared by or in association with a State of Hawaii licensed Landscape Architect, are required and shall be approved by the CDC or DRB. All CDC submittal and review requirements, as specified in Section II of these Guidelines and Standards, shall be strictly adhered to. Variances from these Guidelines and Standards, while permitted, shall be requested when it is absolutely impractical or impossible to economically or technically comply with these Guidelines and Standards. All variance requests must be thoroughly supported by sufficient technical data and information from which the CDC or DRB can render informed decisions.

All landscape and irrigation plans shall contain the following information:

- Scale and North arrow clearly indicated on each plan;
- Title block, including applicant's name and telephone number, preparer's name, and address;
- Name of all streets adjacent to site; and
- Site plan indicating location of all plants. Plants shall be individually or key identified. The approximate height of each plant (at installation and at maturity) shall be indicated on the plans

Site plan shall identify all other physical site improvements, including, but not limited to, structures, driveways, walls, landscape curbing, and other ground appurtenances. Site plan shall also identify all existing structures and all existing plants.

- Plant list identifying proposed plant types using common and botanical names, quantities, sizes, and any appropriate remarks. (See *Recommended Plant List*, attached.) The approximate height of each plant (at installation and at maturity) shall be indicated on the plans;
- Shrub and tree planting and tree staking details including planting specifications;
- Soil depth sections for turf, shrub, and tree areas;
- Irrigation plan indicating location of all irrigation equipment, which shall be individually or key identified;
- Irrigation equipment list with manufacturer's part number, radius of water throw, gallons per minute, and water pressure requirements;
- Irrigation equipment installation details and specifications;
- Irrigation system design pressure (static PSI available from P.O.C.). Maximum GPM demand; and
- Irrigation system water meter size and service line size.

3.3 Landscape Plan and Construction Review Process

The landscape and irrigation plans and construction documents will be reviewed according to the following steps:

- Plans are prepared by or in association with a State of Hawaii licensed Landscape Architect, as previously described, and submitted to the CDC, as part of the project construction documents;
- Plans are reviewed by the CDC's consulting licensed landscape architect; approved or denied, and owner is informed;
- Landscape and irrigation is constructed in conformance with approved plans;
- Landscape and irrigation is inspected by the project Landscape Architect; and
- After written certification of conformance by the project Landscape Architect, the CDC inspects and approves complete landscape construction.

3.4 Preservation of Existing Trees

Where the site contains existing trees, a special effort shall be made to preserve them in accordance with the following requirements:

- Trees in a healthy condition shall be protected and preserved, whenever possible;
- Removal of healthy trees of a height of ten (10) feet or more shall be done only with approval of the CDC;
- Trees to be preserved shall be protected during construction operations by the use of barricades or other material large enough to include everything inside the outer edge or dripline of the tree and conspicuous enough to be seen easily by operators of trucks and heavy equipment;
- No grade changes greater than one (1) foot shall be made around existing trees without prior approval of the CDC. Retaining walls shall be used when changing existing grades, greater than six (6) inches around specimen trees;
- Tree roots shall be protected and preserved where possible. Tunneling shall be used to avoid damaging roots where construction in the immediate area is necessary. No trenching of tree roots within ten (10) feet of the trunk shall be performed without prior approval of the Resort; and
- Chemical poisoning and run-off from petroleum products, lime and mortar, fertilizers, pesticides, soil sterilants, or the washing of equipment designed to apply these materials shall be prohibited, within the dripline of trees preserved.
- Written notice shall be given to MLRA by the applicator of any pesticide, herbicide, or fertilizer within fifty (50) feet of any water features (see Section VI, Environmental Standards).

4. HOTEL, MULTI-FAMILY AND COMMERCIAL PROJECTS LANDSCAPE STANDARDS

4.1 General Requirements

Landscaping is a critical factor in development of memorable and successful projects at the Resort. Landscaping shall accomplish the following objectives:

- Provide protection against sun and wind exposure;
- Screen unattractive areas and activities not related to guest or tenant use;
- Provide buffers between vehicular and pedestrian ways; shade expansive paved areas;
- Frame and articulate views;
- Facilitate an aesthetic siting of the structure to the ground;
- Enhance unique lava formations;
- Create the ambiance of a setting appropriate to the Resort natural environment and the Island of Hawaii;
- Conserve the use of water by the use of environmentally adaptive plants and hydrozoned irrigation systems;

- Function as an erosion and accretion control elements;
- Provide variety of form, color and texture; and
- Enhance pristine lava areas and unique formations.

All landscape plans shall be prepared by a registered landscape architect as previously described. Plans shall include a detailed irrigation plan. Since rainfall is low at Kalahuipua'a and water is a precious resource on the Kohala Coast plants should be selected for their aesthetic effects as well as their water requirements. Plant selection shall be based on:

- Ecological habitats;
- Disposition to exposures; sun, shade, and wind;
- Predilections for area soil types; and
- Sensitivity to low water requirements, salinity, and climatological limits.

4.2 Grading and Drainage

The use of landscape berming is a desirable element to achieve the following:

- Break up the long horizontal planes;
- Buffer activities areas;
- Control views; and
- Offer visual interest.

Site grading shall be accomplished to prevent surface water from traveling onto adjacent property. All surface water shall be contained on site.

4.3 Fencing and Walls

All walls - free standing or retaining fencing - will be subject to CDC design review. Each element should possess the following characters:

- Fencing and walls shall have the same character as building;
- Use of natural rock is encouraged;
- Wood shall be treated to match building;
- All metal shall be painted or anodized;
- Chain link material is not allowed; and
- All fences or walls greater than 100 feet in length shall have some off sets.

4.4 Water Features, Pools, and Spas

Because of the critical nature of water resources in the Mauna Lani area, water features shall be re-circulating type and possess the following:

- Spray nozzles in open areas shall have wind shut off sensors to eliminate water waste and spray onto adjacent paved areas;
- Open water systems should re-circulate less than 50 GPM and drop less than ten (10) feet in elevation unless approved by the CDC;
- Fountains shall have low water shut offs;
- Materials should be consistent with the architectural statement; and

- Fountains should be located in areas where evaporation is reduced to a minimum.

4.5 Exterior Lighting

All common walkways, stairways, and steps shall be lighted, and the mode of lighting shall meet with the approval of the CDC. Unless a greater intensity is required for safety reasons, light illumination shall not exceed a design level of one (1) footcandle at the ground. The purpose of lighting shall be not only for safety but also for effecting a certain mood and ambiance becoming of an island recreation resort.

All light fixtures visible from common areas and adjacent properties shall be subject to the approval of the CDC and shall meet the County Lighting Code. Within all common, residential, commercial, and hotel areas, the following restrictions shall apply. There shall be no:

- Neon or flashing lights;
- Mercury vapor lamps or lamps which emit light of a similar nature;
- Exposed fluorescent lamps; and
- Unshielded exterior lights, except luau torches.

Spot lighting shall not be allowed without approval of the CDC.

4.6 Sound Features

Sound features shall be located and designed so that they do not affect adjacent uses or property owners.

4.7 Planting Design

Because of the unique nature of the Mauna Lani Resort, the following landscape guidelines and policies have been instituted.

4.7.1 Lawn Area

Lawn areas shall be combined into large, high-visual impact and functional use areas. It is suggested that lawn areas not exceed 40 percent of the landscape area. If lawn is an essential part of the development, i.e., play field, golf course, etc., a higher percentage will be allowed. Lawn area should not be less than ten (10) feet in any dimension. Lawns should be warm-season turf type that is drought and salt tolerant.

4.7.2 Planting Design

Plants shall be selected (see Recommended Plant List at conclusion of this section) based on their suitability to the Resort area.

Low water use plants that are environmentally adaptable are highly recommended.

Plants shall be grouped according to hydrozones (plants with similar water needs).

Some plants, which are not strictly low water using, may be grouped together in small areas. Suggest no more than 20 percent of play area. Plants must be grouped according to water needs and irrigated accordingly.

Mulch substitutes for ground cover may be used on non-slope areas.

Landscape design should be attractive, colorful, well coordinated with other architectural elements, and coordinated with surrounding plantings.

Landscaping shall screen all hardware equipment, including but not limited to vents, air conditioning equipment and swimming pool/water feature equipment.

Whenever possible, avoid ground cover from cuttings and use container material that is spaced so that a drip system can water the planting.

Landscaping shall not interfere with safe sight distances for vehicles.

Landscape design shall utilize the natural lava formation to the greatest extent possible.

Non-landscaped areas in a'a shall not be disturbed. If disturbed by grading, the area must be restored, meeting the approval of the CDC.

A soils report of the imported soil, if required, prepared by a State of Hawaii licensed soils testing laboratory, shall be submitted with the landscape plans. The report shall include the following:

- Agriculture suitability of soil with recommendations;
- Total soluble salts;
- Germination test; and
- Recommendations for increased water holding capacity.

Soil sections shall be shown on the plans and have the following minimum depth after settling and compaction:

- Turf areas - nine (9) inches;
- Ground cover/shrub area - 18 inches; and
- Tree pits - 36 inches deep.

Minimum plant material sizes at time of installation:

- Trees:
Over-canopy trees: 12 feet high minimum. Two-story and multi-story structures shall, at the time of planting, have palm trees equal to or higher than the structure's eave height, in a quantity sufficient to aesthetically blend roof and building mass to the site.

Under-canopy trees: eight (8) feet high and two (2) inch caliper trunk minimum;

- Palms: three (3) feet clear trunk (exceptions will be Dwarf Ornamental Palms);
- Vines and shrubs: 50 percent two and one-half (2-1/2) gallon size, minimum two (2) feet tall; 50 percent one (1) gallon size minimum; and
- Groundcover: four (4) inch pots or one (1) gallon size. Ground cover shall be planted in a matrix pattern to provide 100 percent (100%) mature coverage in six (6) months or less.

4.7.3 Parking Lot(s)

All open, unpaved areas within parking lots shall be landscaped in accordance with the following requirements:

In perpendicular planters in parking areas, the following shall be considered minimum:

- One (1) tree for each ten (10) spaces in single-loaded parking bay;
- Two (2) trees for each twenty (20) spaces in double-loaded parking bay; and
- Minimum 50 percent shading when mature.

Peripheral landscaping shall include one (1) tree for each forty (40) lineal feet of property line.

Parking lot planters shall be landscaped with trees and shrubs; of environmentally adaptive and salt-tolerant species.

Landscape treatment on ground shall be ground cover, evergreen, colorful, and environmentally adaptive species planted from flats at 12-inch on-center (O.C.) spacing (maximum). Ground cover may be a container plant at approved spacing.

4.8 Irrigation System

All landscape areas shall be provided with a CDC approved irrigation system that meets the requirements of this section.

The irrigation design shall provide adequate "head-to-head" or rootball coverage and sufficient water for the continued healthy growth of all proposed plantings with a minimum of waste or overspray on adjoining areas. The irrigation system shall deliver water efficiently and uniformly. The distribution uniformity of an installed sprinkler system shall meet or exceed 80 percent.

Automatic irrigation controllers are required with separate programs for different irrigation needs. Drip emitters, soakers, and bubblers are highly recommended for trees, shrubs, and ground cover. Sprinkler heads should be properly located to minimize water needs. Quick couplers or hose bibs are suggested at a maximum of 100 feet throughout the project.

An irrigation legend is to be provided for each irrigation system and shall include symbols, manufacturers, types of equipment, model numbers, remarks, and/or references to corresponding details for heads. Also include gallon per minute (GPM) demand, pounds per square inch (PSI) demand, and radius cover. All equipment shall be designed for installation per manufacturer's recommendation.

4.8.1 Valves and Circuits

Landscape materials which have different watering needs (hydrozones) shall be irrigated by separate control valves and circuits (examples: full sun/full shade, level areas/sloped areas, shrubs/lawns, trees, etc.). If one control valve and circuit is used for a given area, only landscape material with similar watering needs shall be used in that area. Anti-drain (check) valves shall be installed at strategic points to minimize or prevent low-spot drainage, runoff, and subsequent erosion from low elevation sprinkler heads.

4.8.2 Sprinkler Heads

Sprinkler heads shall be selected for proper area coverage, precipitation rate, operating pressure, adjustment capability, and ease of maintenance. Heads or emitters shall have matched precipitation rates for each control valve circuit. Above-ground risers are not allowed next to sidewalks, driveways, or curbs, and are discouraged anywhere accessible to people. These sprinklers must be pop-up type. In areas less than ten (10) feet wide, drip emitters and micro-spray bubblers are highly recommended. Where appropriate, spray nozzles should be low angle.

4.8.3 Runoff and Overspray

Soil types and percolation rate shall be considered when designing irrigation systems. All irrigation systems shall be designed to avoid runoff, low head drainage, overspray, or other similar conditions where water flows onto adjacent areas, walks, roadways, or structures. The water application rate shall attempt to match the infiltration rate of the soil. Repeat cycles shall be utilized in an effort to avoid runoff.

4.8.4 Piping

Plastic (PVC) mainline piping shall be Schedule 40 or better, and shall be placed not less than 18 inches below final grade, with lateral lines requiring 12-inch depth or UVR (Ultra Violet Resistant) above-ground pipe on sloped areas. Other piping shall be considered for approval by the CDC for drip or temporary irrigation.

4.8.5 Controllers

Automatic sprinkler program controllers are required for each different irrigation need of the landscape. Controllers shall be capable of controlling the operating time for each circuit, the starting time, and daily schedule of operation. Each controller must be able to accommodate multiple schedules and contain 14-day clocks minimum; percentage switches; repeat cycles; the ability to schedule by the day of the week; and rain sensing override devices. A watering schedule shall be placed in each controller.

4.8.6 Water Meters

Landscape irrigation systems shall be on a separate water meter.

4.8.7 Brackish Water Irrigation

Brackish irrigation systems shall be utilized only if an available brackish water source is deemed feasible to use and is approved by the CDC for irrigation use.

MAUNA LANI RESORT RECOMMENDED PLANT LIST

Trees

Acacia confusa, Formosan Koa
Bauhinia blakeana, Hong Kong Orchid
Brassaia actinophylla, Octopus Tree
Callistemon citrinus, Weeping Bottlebrush
Cassia glauca, Kolomona
Cassia javanica x *Cassia fistula*, Rainbow Shower
Citrusa spp., Citrus Tree
Clusia rosea, Autograph Tree
Coccoloba uvifera, Seagrape
Delonix regia, Royal Poinciana
Erythrina crista-galli, Coral Tree
Ficus benamina, Weeping Banyan
Acalypha wilkensiana, Beef Steak
Fillicium decipiens, Fern Tree
Messerschmidia argentea, Beach Heliotrope
Noronhia emarginata, Madagascar Olive
Pandanus odoratissimus, Hala
Plumeria obtusa, Singapore Plumeria
Plumeria spp., Plumeria
Prosopis palida, Kiawe
Samanea saman, Monkeypod
Spathodea campanulata, African Tulip
Tabebuia pentaphylla, Pink Tecoma
Tabebuia spp., Trumpet Tree
Thespesia populnea, Milo
Bauhinia monandra, St. Thomas Tree
Thevetia peruviana, Be Still Tree

Palms

Arecastrum romanoffianum, Queen Palm
Chrysalidocarpus, Coconut
Cocos nucifera, Coconut
Dictyosperma album, Princess Palm
Livistonia chinensis, Chinese Fan Palm
Pritchardia affinis, Loulu Palm
Veitchia merrillii, Manila Palm
Rhapis excelsa, Rhaps Palm
Neodypsis decaryi, Neodypsis Palm
Pritchardia thurstonii, Fan Palm

Ground Cover

Carissa spp., Natal Plum
Carpobrotus edulis, Ice Plant
Ficus tikoua, Waipahu Fig
Ipomoea pes-caprae, Beach Morning Glory
Liriope spicata, Liriope
Mondo japonicum, Mondo Grass
Rhoeo discolor, Rhoeo
Sida fallax, Trailing Ilima
Syngonium spp., Syngonium
Vitex trifolia, Vitex
Wikstroemia uva-ursi, Akia
Asystasia gangetica, Asystasia
Catharanthus roseus, Madagascar Periwinkle
Lantana sp., Trailing Lantana

Shrubs

Adenium obesum, Desert Rose
Allamanda cathartica, Allamanda
Bougainvillea spp., Bougainvillea
Breynia nívosa, Snowbush
Codiaeum variegatum, Croton
Crinum asiaticum, Spider Lily
Dodonaea eriocarpa, A'Alii
Hibiscus spp., Hibiscus
Ixora spp., Ixora
Ligustrum ovalifolium, Privet
Munraya paniculata, Mock Orange
Philodendron selloum, Philodendron
Pittosporum tobira, Pittosporum
Plumbago capensis, Plumbago
Tecomaria capensis, Cape Honeysuckle
Pseuderanthemum reticulatum, Eldorado
Russelia equisetiformis, Russelia
Scaevola frutescens, Naupaka
Calliandra inaequilatera, False Lehua
Leea coccinea, Leea

SECTION VI ENVIRONMENTAL STANDARDS

1. ENERGY CONSERVATION

To the extent practical, single and multifamily residences shall conform to the intent of the Hawaii Model Energy Code. This includes, but is not limited to, the use of energy efficient lighting fixtures, natural ventilation rather than mechanical air conditioning, use of roof overhangs for shading and solar water heating. Commercial and hotel projects shall conform to the Hawaii Model Energy Code as required by applicable State and County of Hawaii Rules and Ordinances.

2. WATER CONSERVATION

Mauna Lani Resort potable and non-potable water supplies are limited. Therefore, all projects are required to utilize stringent conservation measures to reduce to the maximum extent possible the use of water. Landscaping shall be both salt and draught tolerant. Landscaping plans shall be cognizant of the potential for a separate brackish water system for irrigation purposes and plan accordingly. Low-flush toilets shall be used in all projects, including hotel, commercial, single and multifamily residences. Shower heads and all faucets shall be equipped with flow restrictors and all irrigation systems shall be controlled by automatic timers. As indicated in Section IV, Landscape Standards, plantings shall be grouped according to water requirements and minimum amounts of water used to maintain healthy plantings.

3. COMPOSTING / GREEN WASTE DISPOSAL

Mauna Lani Resort Association operates an on-site green waste composting facility which is available for use by all Mauna Lani property owners. Each property owner is encouraged to have their landscape maintenance contractor make arrangements with the MLRA for disposal of green wastes within the Resort's on-site composting facility. MLRA may charge a fee for disposal of green wastes in its composting facility.

4. PESTICIDES, HERBICIDES, TOXIC MATERIALS, AND WASTE WATERS

Pesticides, herbicides and toxic materials shall be stored, used, and disposed of in conformance with product labeled instructions and applicable federal, state and county laws, rules, regulations and ordinances. Under no circumstances shall any pesticide, herbicide or toxic material of any kind be disposed of within Mauna Lani Resort.

The application of pesticides by commercial vendors shall be limited to said vendors that are licensed by the State of Hawaii, and under the supervision of State of Hawaii "Certified Applicators".

The use of any pesticide, herbicide, or fertilizer within 50 feet of a natural or manmade pond, spring, shoreline, or water feature shall require the applicator to file a written notice to

perform the work. The notice shall be filed with Mauna Lani Service, Inc. and Mauna Lani Resort Association a minimum of two (2) working days prior to commencement of the work.

All waste water that is used for washing equipment and cleaning of materials and containing petroleum products, chemicals or other toxic materials, shall be disposed of in compliance with applicable federal and State of Hawaii statutes, laws, rules and regulations governing the disposal of such waste waters.

APPENDIX A
MAUNA LANI RESORT COMMUNITY DESIGN COMMITTEE
HOTEL, MULTI-FAMILY BUILDING AND COMMERCIAL PROJECT
CONSTRUCTION AND INSPECTION APPLICATION FORM

DATE

APPLICANT NAME

PROJECT SITE/LOT No.

APPLICANT'S MAILING ADDRESS

CITY

STATE

ZIP CODE

HOME PHONE | BUSINESS PHONE | FAX PHONE

BUILDING PLAN SUMMARY:

Number Rooms/Units: _____

Ground Floor Elev.: _____

Sq. Footage Under Roof (Excluding Garages): _____

Sq. Footage (Commercial): _____

Exterior Wall Surface: _____

Percent of Bldg Coverage: _____

Color of:

(1) Walls _____

(3) Misc Trim _____

(2) Roof _____

(4) Other _____

(Please specify)

No. of Buildings: _____

No. of Stories: _____

Max. Building Height: _____

Architectural Style: _____

Garage(s) (Yes/No and CAPACITY): _____

Parking (# covered/open/loading): _____

Amenities/Accessory

Structures: _____

No. Restaurants/Shops: _____

Types: _____

All Improvements Within Building Envelope? _____

Landscape Plan Attached? _____

Comments: _____

—

—

The undersigned owner/developer/lessee hereby agrees to comply with all Mauna Lani Resort Design Guidelines, Standards and Restrictions and other conditions which may be required for approval of the Applicant's submittal; authorizes the Mauna Lani Resort Community Design Committee (CDC) to retain professional architectural and engineering services, at the Applicant's expense, for review of the Applicant's submittal; agrees that until final inspection and approval of the completed project has been performed by the CDC, the CDC, or its duly appointed representative, is granted the right to enter the subject property at any time without prior notification for inspection purposes; understands that approvals issued by the CDC are in no way a representation on the part of the CDC that the proposed construction or alteration is in conformance with all applicable governmental codes, restrictions or other requirements and should not be construed as a claim on the part of the CDC regarding the quality, structural integrity or soundness of the work which has been approved.

SIGNED: _____

Date: _____

TITLE: _____

HOTEL, MULTI-FAMILY BUILDING, COMMERCIAL PROJECT SUBMITTAL CHECKLIST AND PROCEDURAL SUMMARY

The following briefly outlines the procedures and process each hotel, multi-family or commercial project owner/developer/lessee should follow during the planning, design and construction of any new hotel, multi-family or commercial project at Mauna Lani Resort. These procedures are described in detail in Section II of the Design Guidelines, Standards and Restrictions.

1. **PREDESIGN ORIENTATION**: Prior to the preparation and submittal of drawings and specifications to the Mauna Lani Resort Community Design Committee (MLR-CDC) for review and approval, each owner/developer/lessee shall obtain a copy of the Mauna Lani Resort Design Guidelines, Standards and Restrictions and review those Guidelines with its architect and engineers and meet with the CDC designated representative and designated technical consultant to describe the proposed project, discuss Mauna Lani Resort's design philosophy, standards of quality and other matters pertinent to development at Mauna Lani Resort.
2. **CONCEPTUAL DESIGN SUBMITTAL**: Each owner/developer/lessee proposing to construct a new hotel/multi-family/commercial project is required to submit this Application Form and design review fee with its conceptual schematic design submittal. The owner/developer/lessee will be notified within ten (10) days of receipt of a submittal whether said submittal is complete. Submittals containing less than that required, as specified in Section II of the Design Guidelines, Standards and Restrictions and summarized in the attached checklist, will be considered incomplete. Review of submittals will not begin until the MLR-CDC, or its representative determines the submittal, to be complete.

Conceptual schematic design approval or disapproval notification will be given to the owner/developer/lessee within sixty (60) days of receipt of a complete submittal. Appeal procedures for disapproved submittals are described in Section II of the Design Guidelines, Standards and Restrictions.

3. **PRELIMINARY DESIGN APPROVAL**: Each owner/developer/lessee shall submit the drawings and specifications and scale model described in Section II of the Design Guidelines, Standards and Restrictions for CDC review and approval. Upon receipt of a complete submittal, the CDC will meet with the applicant to discuss the submittal. Preliminary design approval, or disapproval, will be provided in writing to the applicant within sixty (60) days of receipt of a complete submittal.
4. **CONSTRUCTION DOCUMENT SUBMITTAL**: Upon receipt of written approval by the MLR-CDC of the preliminary design submittal, the owner/developer/lessee shall submit construction documents (working drawings and specifications) for the MLR-CDC review and approval. The working drawings shall represent plans submitted to the County of

Hawaii for building permit purposes and must be certified by an architect licensed in the State of Hawaii.

Construction document approval, or disapproval, will be provided in writing within sixty (60) days of receipt of a complete submittal.

Following receipt of written approval by the MLR-CDC of the construction documents, the owner/developer/lessee shall submit a Certificate of Compliance as specified in Section II of the Design Guidelines, Standards and Restrictions.

4. **PRECONSTRUCTION**: Following receipt of a Notice to Proceed from the MLR-CDC and prior to the commencement of construction, the owner/developer/lessee shall submit fully executed payment, performance and construction bonds, payable to Mauna Lani Resort Association (MLRA) in the event of default by the owner/ developer/lessee; a copy of the fully executed construction contract; copies of all building and grading permits issued by the County of Hawaii; and a construction deposit payable to MLRA.
5. **CONSTRUCTION PHASE**: A foundation/batter board survey, prepared by a surveyor licensed by the State of Hawaii, confirming the approved building location and floor/grade elevations, shall be submitted and approved by the MLR-CDC prior to substantial construction beginning. During construction, the MLR-CDC, or its duly authorized representative, may conduct inspections to monitor compliance with the approved construction documents.

Immediately prior to or following completion of construction, the owner/ developer/lessee shall notify the MLR-CDC of such completion and request a final inspection. The owner/developer/lessee shall also submit an As-Built site plan prepared by a State of Hawaii licensed surveyor certifying project compliance to the approved construction documents.

Following performance of the final inspection, the MLR-CDC, or its duly authorized representative, will notify the owner/developer/lessee of compliance or non-compliance of the new project. Non-compliance procedures are specified in the Design Guidelines, Standards and Restrictions. Should the new project be in compliance, the MLR-CDC will issue the owner/developer/lessee approval to occupy the new project. As noted in Section II of the Design Guidelines, Standards and Restrictions, occupancy shall not occur until all final inspection requirements have been met and approval given by the MLR-CDC.

The following Summary Submittal Checklist indicates the major items to be submitted and approved during the planning/design/construction review process. This list is not meant to be complete and the owner/developer/lessee shall review the Design Guidelines, Standards and Restrictions, CC&Rs and DC&Rs for complete submittal requirements. It is the owner/developer/lessee's sole responsibility to assure that all required items are submitted to the MLR-CDC for review and approval.

HOTEL, MULTI-FAMILY BUILDING, COMMERCIAL PROJECT SUMMARY SUBMITTAL CHECKLIST

SUBMITTAL ITEM	SUBMITTED		DATE SUBMITTED	APPROVED		DATE APPROVED
	YES	NO		YES	NO	
<u>CONCEPTUAL DESIGN SUBMITTAL:</u> Applicant's Project Narrative / Project Renderings						
Conceptual Plans						
Schematic Landscape Plans						
<u>PRELIMINARY DESIGN SUBMITTAL:</u> Topographic/Site Feature Map						
Design Review Fee (Payable to MLR-CDC)						
Site Plan/Topography (1" = 20" or 1" = 40')						
Floor Plans (1" = 8' or 1" = 16')						
Elevation Drawings (1" = 8' or 1" = 16')						
Section Drawings (1" = 8')						
Color Board						
Landscape Plan (1" = 20')						
Scale Model (if required by the Committee)						
Estimated Construction Schedule						
<u>CONSTRUCTION DOCUMENT SUBMITTAL:</u> Site Plan (1" = 20')						
Floor Plan (1" = 4')						
Exterior Elevation Drawings (1" = 4')						
Final Construction Specifications						
Final Landscape Plans						
Final Estimated Construction Schedule						
<u>PRIOR TO CONSTRUCTION:</u> Performance and Construction Bonds						
Fully Executed Construction Contract						
Copy of County Building and Grading Permits						
Construction Deposit (Payable to MLRA)						
<u>CONSTRUCTION PHASE:</u> Batter Board Survey						
During Construction Inspection Reports						
Final Inspection Report						
Occupancy Approval						