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TO: Honorable Alice Lee,
Council Chair
Maui County Council
County of Maui
200 South High Street
Wailuku, Hawai'i 96793

DATE: January 6, 2021

SUBJECT: Change in Zoning Annual
Compliance Report
for Parcel H-2 (Lot 19)

OFFICE OF THE
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Enclosed is/are:

Copies	Date	Description
1 (HC) + 1 (CD)	January 2021	Change in Zoning Annual Compliance Report for Parcel H-2 (Lot 19)

For your information
For necessary action
X For your review
For your files

For your use
As requested
For your signature
Returning

REMARKS: On behalf of H2R, LLC, the owner of Parcel H-2 (Lot 19), we are transmitting the Change in Zoning Annual Compliance Report for your review. This report is in accordance with Condition No. 22 of Ordinance 3613 (Change in Zoning for Makena Resort Area). Condition No. 22 stipulates the following:

*"The developer shall provide timely annual compliance reports to the Planning Director and the Council. The compliance reports shall include:
(a) the status of the developer's compliance with each of these conditions;
and (b) a reasonable estimate of the time needed for full compliance."*

Should you have any questions or require additional information, please feel free to call me at (808)983-1233.

Signed:

Yukino Uchiyama, AICP
Senior Associate

YU:yp

Copy to:

Everett Dowling, Dowling Company, Inc. (w/enclosure)
Brian Ige, Dowling Company, Inc. (w/enclosure)
Leilani Pulmano, Pacific Rim Land (w/enclosure)

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Report\2021CIZtoA.Lee.trans.doc

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GENERAL COMMUNICATION NO. 21-4

Change in Zoning Annual Compliance Report

for

**PARCEL H-2 (LOT 19)
(TMK No. (2)2-1-005:085)**

**Prepared by
H2R, LLC**

January 6, 2021

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LIST OF EXHIBITS

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Exhibit B.	Agreement Regarding the Satisfaction of Condition No. 11 of Ordinance No. 3613 (2008)
Exhibit C.	Letter to Department of Planning Regarding Executed Memorandum of Agreement for Pro Rata Funding of Transportation Improvements and Transmittal of Payment
Exhibit D.	Letter to Honua'ula Partners, LLC, Requesting Construction Road Access
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Exhibit L.	Agreement Regarding the Satisfaction of Condition No. 43 of Ordinance No. 3613 (2008)

I. BACKGROUND AND CONTEXT

As background, Ordinance No. 3613, entitled “A BILL FOR AN ORDINANCE TO AMEND PORTIONS OF LAND ZONING MAP NOS. 5 AND 514 TO ESTABLISH A-2 APARTMENT DISTRICT, B-2 COMMUNITY BUSINESS DISTRICT, B-R RESORT COMMERCIAL DISTRICT, H-M HOTEL DISTRICT, PK-1 NEIGHBORHOOD PARK DISTRICT, PK-4 GOLF COURSE PARK DISTRICT, R-1 AND R-3 RESIDENTIAL DISTRICT ZONING (CONDITIONAL ZONING) FOR LANDS SITUATED AT MAKENA, MAUI, HAWAII”, authorized a Change in Zoning for parcels of land located in Makena, Maui, Hawai‘i. Lands subject to the Change in Zoning action comprised approximately 603.303 acres, and are hereinafter referred to as “Zoned Parcels”. Of the Zoned Parcels, H2R, LLC (H2R) has ownership of Parcel H-2 (Lot 19), which is identified as Tax Map Key (TMK) No. (2)2-1-005:085 and comprised of approximately 27.825 acres. Parcel H-2 (Lot 19) is zoned “H-M, Hotel” per Ordinance No. 3613.

The Change in Zoning for the Zoned Parcels was issued subject to 44 conditions. Condition No. 22 stipulates the following:

The developer shall provide timely annual compliance reports to the Planning Director and the Council. The compliance reports shall include: (a) the status of the developer's compliance with each of these conditions; and (b) a reasonable estimate of the time needed for full compliance.

Pursuant to Condition No. 22, this Annual Compliance Report is hereby being submitted by H2R, as owner of the 27.825-acre Parcel H-2 (Lot 19) to document compliance with applicable conditions of zoning for Parcel H-2 (Lot 19). It is noted that 95 percent (575 acres) of the Zoned Parcels are owned by AREG AC Makena Propco, LLC, which is doing business as Makena Golf & Beach Club Owners (MG&BC). As owner of the majority of the Zoned Parcels, several of the conditions are being met by MG&BC. As will be detailed in the following section, this report will provide the status of compliance and a reasonable estimate of the time needed for full compliance for each of the 44 conditions. It will be noted in each response when the condition is being met by H2R and when it is being met by MG&BC.

II. REPORT ON COMPLIANCE WITH CONDITIONS OF ZONING

As required pursuant to Condition No. 22, the following information is provided to report on compliance with the applicable conditions of Ordinance No. 3613 for Lot 19 (hereinafter referred to as "Parcel H-2"). Parcel H-2 is the sole parcel of the Zoned Parcels owned by H2R. Specifically, this report includes (a) the status of compliance, with each of the 44 conditions and (b) a reasonable estimate of the time needed for full compliance.

Condition No. 1: *In the R-1, R-2, and R-3 Residential District zoned areas, the density shall not exceed 2.5 single-family dwelling units per acre.*

Status of Compliance: Parcel H-2 is zoned "H-M, Hotel", and therefore, is not subject to the provisions of this condition.

Estimate of Time for Compliance: Not applicable.

Condition No. 2: *In the A-2 Apartment District zoned areas, the density shall not exceed eight units per acre, and the building height shall not exceed 45 feet. Height shall be measured from the natural or finish grade, whichever is lower.*

Status of Compliance: Parcel H-2 is zoned "H-M, Hotel", and therefore, is not subject to the provisions of this condition.

Estimate of Time for Compliance: Not applicable.

Condition No. 3: *In the B-2 Community Business District zoned areas, the gross floor area of each building shall not exceed 60 percent of the total lot area.*

Status of Compliance: Parcel H-2 is zoned "H-M, Hotel", and therefore, is not subject to the provisions of this condition.

Estimate of Time for Compliance: Not applicable.

Condition No. 4: *On Lot 19 (H-M Hotel District), the building height shall not exceed 45 feet and shall be consistent with the Urban Design Standards for Building Form in the Kihei-Makena Community Plan; no more than 89 units shall be developed; and no lockout units shall be allowed. Height shall be measured from the natural or finish grade, whichever is lower.*

Status of Compliance: H2R is the owner of Lot 19. H2R will comply with the provisions of the above-noted condition. The H-2 Residential Project (Project) will limit the building height to 45 feet. These restrictions are recorded in the Project's Design Guidelines.

Further, H2R confirms that no more than 89 units shall be developed and no lockout units shall be allowed. H2R's current plans consist of the development of up to 53 condominium lots, beach parking, and related infrastructure improvements on Lot 19. Each future individual lot owner will be allowed to construct a single-family dwelling unit and related accessory uses in accordance with the approved Design Guidelines.

Estimate of Time for Compliance: This condition will continue throughout the life of the Project.

Condition No. 5: *The developer shall preserve Makena's significant views of the Pacific Ocean and the broad vista to the Central Maui and Upcountry regions. The use of walls higher than four feet in front yard setbacks shall be prohibited.*

Status of Compliance: H2R will comply with this condition. A view analysis was completed to evaluate the Project in the context of the surrounding area and avoid potential adverse impacts to scenic vistas and view planes. As part of the Design Guidelines for the Project, walls used for front yard setbacks are limited to four (4) feet in height.

Estimate of Time for Compliance: This condition will continue throughout the life of the Project.

Condition No. 6: *In the B-2 Community Business District zoned areas, the following permitted uses shall incorporate acoustical measures into the facility to mitigate potential noise impacts: amusement enterprises, including billiard and pool halls; auditoriums and theaters; baseball and football stadiums and other sport activities and amusements; bowling alleys; dancing and hula studios; gymnasiums; miniature golf courses; music conservatories and music studios; physical-culture studios; and printing, lithography, and publishing shops.*

Status of Compliance: Parcel H-2 is zoned “H-M, Hotel”, and therefore, is not subject to the provisions of this condition.

Estimate of Time for Compliance: Not applicable.

Condition No. 7: *All exterior lighting shall be shielded from adjacent residential properties and nearshore waters, and shall be fully shielded to prevent uplight. Lighting requirements in force at the time of building permit application shall be applied.*

Status of Compliance: H2R will comply with this condition. The Project's Design Guidelines include a section on Lighting and Sign Standards. The Lighting Standards require all exterior lights to be indirect and shielded to prevent uplighting and spillover onto adjacent lots and areas. The Lighting Standards also include a provision that all exterior lighting meet Chapter 20.35, Outdoor Lighting, Maui County Code (MCC).

Estimate of Time for Compliance: This condition will continue throughout the life of the Project.

Condition No. 8: *In the B-2 Community Business District zoned areas, merchandise, equipment, and supplies shall be stored within enclosed buildings or enclosed areas that are appropriately screened with fencing and landscape planting for the following permitted uses: equipment rental and sales yards; hardware and garden supply stores; parcel delivery stations; and printing, lithography, and publishing shops.*

Status of Compliance: Parcel H-2 is zoned “H-M, Hotel”, and therefore, is not subject to the provisions of this condition.

Estimate of Time for Compliance: Not applicable.

Condition No. 9: *The developer, its successors and permitted assigns shall pay the Department of Education, \$3,000 per dwelling unit upon issuance of each building permit to be used, to the extent possible, for schools serving the Kihei-Makena Community Plan area; provided that, should the State pass legislation imposing school impact fees that apply to the Makena Resort Area, the developer, its successors and permitted assigns, shall from that point forward comply with the State requirements, or contribute \$3,000 per dwelling unit, whichever is greater. Should a previous agreement exist between the Department of Education and the landowner, this condition shall prevail.*

Status of Compliance: H2R executed an amendment to the Education Contribution Agreement for Makena Resort reflecting that Parcel H-2 will participate in the Department of Education facilities contribution program currently set at \$5,560 per unit. A copy of the First Amendment to Education Contribution Agreement for Makena Resort is included in H2R's Updated Annual Compliance Report dated June 19, 2020.

Estimate of Time for Compliance: Payment is due upon issuance of each building permit for a new dwelling unit during the life of the Project.

Condition No. 10: *The developer shall provide pedestrian and bicycle access ways within the roadways throughout and fronting the Makena Resort Area. A schematic plan for pedestrian and bicycle access ways throughout and fronting the Makena Resort Area shall be submitted to the Department of Planning for consideration by the Maui Planning Commission in conjunction with SMA permit applications.*

Status of Compliance: The 2010 Annual Compliance Report submitted by the former ownership entity of the majority of the Zoned Parcels, ATC Makena Holdings, LLC (now known as MG&BC), included the Makena Trail Master Plan 2010 prepared by Miyabara & Associates. The Makena Trail Master Plan 2010 provided a conceptual trail master plan for non-vehicular circulation throughout the Zoned Parcels in compliance with this condition.

Specifically to Parcel H-2, the Trail Master Plan provided a baseline of the trail system for the Project, which includes access pathways to and from the Project. The Project will also improve Mākena Alanui

Road and Mākena-Keone‘ō‘io Road to include pedestrian and bicycle access. A copy of the Site Plan and Roadway Section is included in H2R’s Updated Annual Compliance Report dated June 19, 2020. Additionally, a letter, dated September 17, 2020, was submitted to the Department of Planning to provide the Project’s schematic plan in conjunction with the Project’s Special Management Area (SMA) application. See attached **Exhibit “A”**.

Estimate of Time for Compliance: An application for a SMA Use Permit for the Project was submitted to the Department of Planning in December 2019 for processing. The SMA Use Permit application includes schematic plans for pedestrian and bicycle access ways.

Condition No. 11: *The developer shall make a contribution to the County for traffic improvements in an amount equal to \$5,000 per unit. The contribution shall be paid to the County prior to issuance of the initial building permit. Upon adoption of a traffic impact fee ordinance, the developer shall comply with the ordinance in lieu of this voluntary contribution. Should a traffic impact fee ordinance be adopted prior to the collection of this contribution, the applicable amount shall be the greater of the two. Such contributions or fees shall not be counted towards Condition No. 12 below.*

Status of Compliance: H2R will comply with this condition. H2R has been working with the County Department of Public Works (DPW) to satisfy this condition. H2R has prepared and submitted to DPW an agreement regarding the \$5,000 per unit contribution for traffic improvements. See **Exhibit “B”**.

Estimate of Time for Compliance: The contribution will be paid prior to issuance of the initial building permit for construction of a dwelling unit and will continue with the issuance of additional building permits as Parcel H-2 is developed.

Condition No. 12: *Upon commencement of the first phase of construction, the developer shall pay its pro-rata share to upgrade Pi'ilani Highway from Kilohana Drive to Wailea Ike Drive to four lanes of traffic, and shall cooperate with the State Department of Transportation and other area developers to implement such improvements concurrent with development.*

Status of Compliance: H2R has complied with this condition. Upon acquisition of Parcel H-2 in late 2018, H2R began coordination with the State Department of Transportation (SDOT) to comply with this condition. H2R and SDOT entered into a Memorandum of Agreement (MOA) for their pro rata funding of local and regional transportation improvements. See **Exhibit "C"**. The MOA calls for funding to install a traffic light at the Pi'ilani Highway/Okolani Drive/Mikioi Place intersection in Wailea.

Estimate of Time for Compliance: On June 18, 2020, H2R funded their pro-rata share as outlined in the MOA. Refer to **Exhibit "C"**.

Condition No. 13: *The developer shall provide construction access roads from Pi'ilani Highway to the construction sites. Construction traffic shall be prohibited on Kilohana Drive, Wailea Ike Drive, Wailea Alanui Drive, and Makena Alanui Drive to the extent practicable.*

Status of Compliance: H2R will comply with this condition to the extent practicable. The Applicant sent letters to the various landowners in the vicinity of the Project to request construction road access through their properties. See **Exhibit "D"**, **Exhibit "D-1"**, and **Exhibit "D-2"**. As of yet, no landowner has responded to the request.

Estimate of Time for Compliance: At the time of construction on Parcel H-2, as applicable.

Condition No. 14: *The developer shall develop and submit a Transportation Management Plan ("TMP"), to be reviewed and approved by the State Department of Transportation, the County Department of Public Works, and the County Department of Transportation. The purpose of the TMP shall be to reduce traffic generated by construction activity related to the Makena Resort Area. The TMP shall provide for*

programs such as park and ride, shuttles, and/or restrictions on worker access to ongoing construction activity during peak hour traffic. Upon approval, project contractors shall implement the TMP during construction activities. The developer shall submit an annual report to the State Department of Transportation, the County Department of Public Works, the County Department of Transportation, and the Maui County Council to document the success of the TMP in meeting its benchmarks of reducing traffic during project construction.

The TMP shall be reviewed and approved by the State Department of Transportation, the County Department of Public Works, and the County Department of Transportation prior to issuance of each SMA permit within the Makena Resort Area.

Status of Compliance: H2R has compiled with this condition. A project-specific Construction Transportation Management Plan (TMP) has been prepared for the proposed project. See **Exhibit “E”**. This report has been submitted to and approved by the SDOT, DPW, and the County of Maui, Department of Transportation (MDOT) in accordance with this condition. See **Exhibit “F”**, **Exhibit “G”**, and **Exhibit “H”**.

Estimate of Time for Compliance: As noted above, the Construction TMP has been reviewed and approved by the SDOT, DPW, and MDOT. The Applicant will submit an annual report to SDOT, DPW, and MDOT during construction.

Condition No. 15: *As part of the first SMA application, the developer shall submit a TMP to reduce the dependency on individual vehicular transportation modes. The TMP shall be reviewed and approved by the State Department of Transportation, the County Department of Public Works, and the County Department of Transportation to address post-construction traffic issues.*

Status of Compliance: H2R has compiled this condition. A project-specific Post-Construction TMP has been prepared for the proposed project. See **Exhibit “I”**. This report has been submitted to and approved by the SDOT, DPW, and MDOT in accordance with this condition. Refer to **Exhibit “F”**, **Exhibit “G”**, and **Exhibit “H”**.

Estimate of Time for Compliance: Compliance with this condition has been satisfied. The Applicant will implement the approved Post-Construction TMP.

Condition No. 16: *The developer shall participate in the pro rata funding and construction of adequate civil defense measures as determined by the State and County civil defense agencies.*

Status of Compliance: H2R will comply with this condition. In consultation with Hawai'i Emergency Management Agency (HiEMA), a new outdoor emergency siren will be installed either onsite or in the vicinity of Parcel H-2.

Estimate of Time for Compliance: H2R is in consultation with HiEMA to determine the location of the new emergency siren. Upon agreement with HiEMA, the emergency siren will be incorporated into the project plans.

Condition No. 17: *Should any human burials or any historic sites such as artifacts, charcoal deposits, stone platforms, pavings, or walls be found, the developer shall stop construction work in the immediate vicinity and notify the State Historic Preservation Division (SHPD), the Maui/Lanai Island Burial Council (MLIBC), and the Maui County Cultural Resources Commission (CRC).*

Status of Compliance: H2R will comply with this condition.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 18: *The developer, its successors and permitted assigns, shall provide a comprehensive preservation/mitigation plan pursuant to Chapter 6E, Hawaii Revised Statutes, that has been approved by the State Historic Preservation Division, Department of Land and Natural Resources, and the Office of Hawaiian Affairs prior to any grading within the project area.*

Status of Compliance: H2R will comply with this condition. An Archaeological Preservation Plan (APP) and three (3) Archaeological Monitoring Plans (AMPs) were prepared for Parcel H-2. The APP and AMPs were accepted by the SHPD, the acceptance letters for which included in H2R's

Updated Annual Compliance Report dated June 19, 2020. It is noted that H2R purchased Parcel H-2 in 2018 and has since been working on satisfying the CIZ Conditions, including Condition No. 18.

In October 2019, H2R requested comments on the APP and AMPs from the Office of Hawaiian Affairs (OHA). In response to comments from OHA, an updated APP dated January 2020 and consolidated AMP were prepared and submitted to OHA for further review. Additional comments from OHA were received on August 17, 2020, and responded to on August 19, 2020. Adjustments to the updated APP and consolidated AMP are currently being prepared based on the additional comments from OHA. Once approved by OHA, the further revised APP and AMP will be submitted to the County of Maui, Department of Planning in accordance with the SHPD/OHA co-approval protocol outlined by OHA, prior to any grading within the Project area.

On the H-2 Residential Project's Draft Environmental Assessment (EA) and SMA Use Permit application, SHPD requested a project specific archaeological inventory survey (AIS). Towards that end, H2R is preparing an AIS.

Estimate of Time for Compliance:

The revised APP and AMP for Parcel H-2 will be submitted to OHA. Once approved by OHA, the further revised AMP, along with the APP, will be submitted to the County of Maui, Department of Planning in accordance with the co-approval protocol outlined by OHA. This process will be completed prior to any grading within the Project area.

Condition No. 19: *Marine monitoring programs shall be conducted which include monitoring and assessment of coastal water resources (groundwater and surface water) that receive surface water or groundwater discharges from the hydrologic unit where the project is located. Monitoring programs shall include both water quality and ecological monitoring.*

Water Quality Monitoring shall provide water quality data adequate to assess compliance with applicable State water quality standards at Hawaii Administrative Rules Chapter 11-54. Assessment procedures shall be in accordance with the current Hawaii Department of Health ("HIDOH") methodology for Clean Water Act Section 305(b) water quality assessment, including use of approved analytical methods and quality control/quality assurance measures. The water quality data shall be submitted biannually, or every six months, to HIDOH for use in the State's Integrated Report of Assessed Waters prepared under Clean Water Act Sections 303(d) and 305(b). If this report lists the receiving waters as impaired and requiring a Total Maximum Daily Load ("TMDL") study, then the monitoring program shall be amended to evaluate land-based pollutants, including: (1) monitoring of surface water and groundwater quality for the pollutants identified as the source of the impairment; and (2) providing estimates of total mass discharge of those pollutants on a daily and annual basis from all sources, including infiltration, injection, and runoff. The results of the land-based pollution water quality monitoring and loading estimate shall be submitted to the HIDOH Environmental Planning Office, TMDL Program.

The ecological monitoring shall include ecological assessment in accordance with the Coral Reef Assessment and Monitoring Program protocols used by the Department of Land and Natural Resources. The initial assessment shall use the full protocol. Subsequent biannual assessments can use the Rapid Assessment Techniques. Results shall be reported biannually to the Aquatic Resources Division, Department of Land and Natural Resources.

The monitoring and assessments shall be conducted by degreed scientists experienced with Clean Water Act programs, water quality monitoring, water quality assessment, water quality-based permitting, water quality modeling, watershed planning, and TMDL. Study design should be made available for both public review and peer review by the State Department of Health, Department of Aquatic Resources, and the University of Hawaii researchers. Results of monitoring shall be published and publicly available online.

Status of Compliance: MG&BC conducts the marine monitoring program required by this condition. The most recent monitoring reports are submitted each year as part of MG&BC's Annual Compliance Report. These reports are also transmitted to the State Department of Health (DOH).

Estimate of Time for Compliance: Water quality monitoring and assessment for the Zoned Parcels will continue to be conducted by the MG&BC in compliance with the provisions of said condition.

Condition No. 20: *The developer shall implement efficient soil-erosion and dust-control measures during and after development to the satisfaction of DOH and the County.*

Status of Compliance: H2R will comply with this condition. To control runoff, sedimentation, and erosion during construction as well as post-construction, a comprehensive program of Best Management Practices (BMPs) will be implemented in accordance with applicable provisions of the Maui County Code and Drainage Rules of the Department of Public Works as part of the H-2 Residential Project. This program includes Low Impact Development (LID) measures such as detention and infiltration basins and swales, and BMPs to capture runoff. All post development runoff for the design storm will be retained onsite, which is in exceedance of the County of Maui Drainage Standards.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 21: *The developer shall give notice to the Department of Planning and the Council of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interests in the Makena Resort Area, prior to any development.*

Status of Compliance: H2R will comply with this condition.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 22: *The developer shall provide timely annual compliance reports to the Planning Director and the Council. The compliance reports shall include: (a) the status of the developer's compliance with each of these conditions; and (b) a reasonable estimate of the time needed for full compliance.*

Status of Compliance: This Annual Compliance Report is being submitted by H2R for Parcel H-2 in relation to this condition.

Estimate of Time for Compliance: This condition will continue annually during the life of the Project.

Condition No. 23: *Failure to fulfill any condition may result in a reversion to former or more appropriate zoning or community plan designations or other remedies.*

Status of Compliance: H2R acknowledges this condition.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 24: *If any of the property subject to this Change in Zoning is consolidated with other property for purposes of an SMA permit application, these conditions shall apply to the entirety of the consolidated property.*

Status of Compliance: H2R acknowledges this condition.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 25: *The developer shall comply with the County's Residential Workforce Housing Policy as provided in Chapter 2.96, Maui County Code.*

Status of Compliance: H2R will comply with this condition. As part of the H-2 Residential Project, H2R proposes to construct up to 53 lots on Parcel H-2, which would require a total of fourteen (14) affordable housing units to comply with the Residential Workforce Housing Policy as provided in Chapter 2.96. The Project has provided eleven (11) affordable housing units in conjunction with Hale Mahaolu Ehiku project and the Department of Hawaiian Home Lands (DHHL). In 2009, the previous landowner of Parcel H-2 provided Hale Mahaolu an in-lieu fee to assist with construction of the Ehiku project (in Kihei) that equated to seven (7) affordable housing units. Additionally, the previous landowner of Parcel H-2 contributed funding to DHHL to purchase four (4)

affordable housing credits from previously constructed DHHL housing units on Maui. The funding spent to purchase the DHHL credits will be used by DHHL to construct more affordable homesteads on Maui for its native Hawaiian beneficiaries.

The remaining three (3) affordable housing units will be satisfied in compliance with the provisions of Chapter 2.96, MCC.

Estimate of Time for Compliance: Chapter 2.96, MCC, requires compliance prior to final subdivision or building permit approval, whichever is applicable and occurs first. Compliance with this condition will occur prior to the issuance of the first building permit for the H-2 project.

Condition No. 26: The developer shall comply with all applicable County water ordinances. The water rates for the residential workforce housing units shall be no higher than the general water consumer rates set by the County in its annual budget, for as long as the units are subject to Chapter 2.96, Maui County Code.

Status of Compliance: H2R will comply with this condition.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 27: *The developer shall provide a water conservation plan for the Makena Resort Area, approved by the Department of Water Supply, prior to the issuance of any SMA permits. For each project, the developer shall construct a dual waterline system to accommodate the use of non-potable water for landscaping and irrigation purposes prior to the issuance of any building permits.*

Status of Compliance: A Water Conservation Plan (WCP) for the Makena Resort area was approved by the County Department of Water Supply (DWS) on July 27, 2009. This report is included in the 2010 Annual Compliance Report submitted by ATC Makena Holdings, LLC (now known as MG&BC). For the H-2 Residential Project, the 2010 WCP policies are incorporated into the project design

as water conservation strategies, including low-flow fixtures for indoor water use, Energy Star rated appliances, and requiring LEED Silver certification. These strategies are memorialized in the Project's Design Guidelines.

It is noted that the H-2 Residential Project will incorporate a dual waterline system. The non-potable water sources are anticipated to be the Makena non-potable wells and recycled water from the Makena Wastewater Treatment Facility. A letter, dated September 17, 2020, was submitted to the Department of Planning requesting confirmation that this condition has been complied with. See **Exhibit "J"**.

Estimate of Time for Compliance: As discussed above, the WCP for the Makena Resort area was submitted with the aforementioned Annual Compliance Report in 2010. H-2 Residential Project includes design of the aforementioned dual waterline and is included in the SMA Use Permit and will be included in the construction permits for the H-2 Residential Project.

Condition No. 28: *All energy systems for all residential, commercial, and hotel units shall be designed and constructed to meet all applicable Energy Star® requirements established by the Climate Protection Division of the United States Environmental Protection Agency in effect at the time of construction. For purposes of this condition, energy systems shall include all hot-water systems, roof and attic areas, outside walls, windows, air-cooling systems, and heating systems.*

Status of Compliance: H2R will comply with this condition. The Design Guidelines for the H-2 Residential Project will require a LEED Silver certification for all homes within the Project. As part of the LEED certification process, energy efficiency inspections will be completed to ensure that the homes will meet ENERGY STAR performance guidelines, currently outlined in the

Pacific Program ENERGY STAR Certified Homes,
Version 3 (Rev. 10) for Hawai'i.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 29: *All residential, commercial, and hotel units shall comply with Chapter 16.16, Maui County Code.*

Status of Compliance: H2R will comply with this condition.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 30: *All air-cooling systems and all heating systems for laundry facilities, swimming pools, and spa areas shall make maximum use of energy-efficient construction and technology.*

Status of Compliance: H2R will comply with this condition. As noted previously, the Project's Design Guidelines will require a LEED Silver certification for all homes within the Project. As part of the LEED certification process, energy efficiency inspections will be completed. The process will evaluate the energy consumption of air-cooling systems, laundry facilities, swimming pools, and spas.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 31: *The developer shall construct a minimum of 60 new parking stalls at Maluaka Beach, including at least 10 at the north end, within one year of the issuance to the developer of any SMA permit by the Maui Planning Commission relating to a parcel or a portion thereof that is a subject of this Change in Zoning. Unless necessary to protect public safety or to comply with State or Federal law, the required parking stalls need not be asphalt surfaced. Development costs and land shall not satisfy park dedication requirements.*

Status of Compliance: H2R will comply with this condition in cooperation with MG&BC. On the H-2 property, there is an existing beach parking lot comprised of 50 stalls. With the

development of the proposed H-2 Residential Project, the beach parking lot will be relocated to the north, closer to the existing Maluaka beach access off of Makena-Keoneoio Road. The new beach parking lot will be expanded and will comprise of 57 stalls.

As previously noted, H2R is coordinating with MG&BC to comply with this condition. Seventeen (17) of the required 60 stalls are planned to be constructed within the H-2 property. As required by this condition, ten (10) stalls will be located at the north end of Maluaka Beach and developed by MG&BC.

MG&BC is working to develop the final location of the remaining 33 required parking stalls within their land holdings. In case MG&BC is unable to meet the time requirement outlined in this condition, these 33 stalls will be located within the H-2 property.

It is noted that the existing 50-stall beach parking lot was originally comprised of 30 stalls. The beach parking lot was expanded by 20 stalls over time with recent developments in the area. The provision of 10 of these additional stalls constructed in 2012 was to satisfy, in part, Condition No. 31 of Ordinance No. 3613.

<u>Estimate of Time for Compliance:</u>	Within one (1) year of issuance of a SMA Use Permit relating to the Zoned Parcels. H2R and MG&BC will cooperate towards satisfying this requirement.
--	--

Condition No. 32: *The developer shall develop an expansion of the beach park at the south end of Maluaka Beach, such that the beach park shall comprise at least 1.5 acres of land area for public use and beach access. The developer shall submit the necessary applications required for the expansion within six months of the approval of this Change in Zoning. The land area of the expansion of the existing park shall be applied as credit toward satisfying a portion of any applicable park dedication requirements.*

Status of Compliance: This condition has been satisfied. A copy of the declaration and agreement was included in ATC Makena Holdings, LLC's (now known as MG&BC) 2018 Annual Compliance Report.

Estimate of Time for Compliance: This condition has been satisfied by MG&BC.

Condition No. 33: *To the extent practicable, the developer shall provide, in perpetuity, traversable lateral shoreline access in the area between the shoreward boundary and the mauka boundary of the Makena Resort Area. Costs associated with this condition shall not satisfy park dedication requirements.*

Status of Compliance: Parcel H-2 is not a shoreline adjacent property and thereby is not subject to this condition. In regards to the remainder of the Zoned Parcels, MG&BC prepared a schematic plan for pedestrian and bicycle access ways throughout the entire Makena Resort area. See Condition No. 10.

Estimate of Time for Compliance: Not applicable.

Condition No. 34: *Within one year of the approval of this Change in Zoning, the developer shall initiate and fund a plan for the development of the State Park at Makena for the State Department of Land and Natural Resources and the Department of Parks and Recreation, soliciting and taking into consideration the comments of various user groups, including Surfrider Foundation, Savemakena.org, Maui Tomorrow, the Kihei Community Association, and the Makena Homeowner's Association. The plan shall incorporate recreational, landscaping, parking, and facility concepts as a guide for future development of the park. Costs associated with this condition shall not satisfy park dedication requirements.*

Status of Compliance: Compliance with this condition has been satisfied. The County Department of Planning issued a letter of condition fulfillment dated June 3, 2013. These documents were included in ATC Makena Holdings, LLC's (now known as MG&BC) 2014 Annual Compliance Report.

Estimate of Time for Compliance: Compliance with this condition has been satisfied by ATC Makena Holdings, LLC (now known as MG&BC).

Condition No. 35: *The developer shall renovate and beautify Makena Landing (TMK: 2-1-007:094), see attached map, in coordination with the Department of Parks and Recreation and the State Department of Land and Natural Resources. Costs associated with this condition shall not satisfy park dedication requirements.*

Status of Compliance: As owners of Makena Landing, MG&BC is responsible for compliance with this condition. As discussed in MG&BC's 2020 Annual Compliance Report, a Shoreline Setback Determination (SSD) for the Makena Landing beach park property was issued by the Department of Planning on May 20, 2013. In addition, an SMA Minor Permit and Shoreline Setback Approval (SSA) for the proposed renovation and beautification work at the park were issued by the Department of Planning on October 1, 2013. Copies of these approvals were provided in ATC Makena Holdings, LLC's (now known as MG&BC) 2014 Annual Compliance Report.

In coordination with the Department of Parks and Recreation and the Department of Planning, MG&BC made various adjustments to the 2013 site plan to reflect input received from the Makena Community Advisory Group and the Makena Cultural Focus Group.

Estimate of Time for Compliance: MG&BC started the renovation and beautification work, including landscape improvements, shower improvements, replacing trash receptacles, and tree trimming. MG&BC will be coordinating the remaining renovation and beautification work elements with the County Department of Parks and Recreation.

Condition No. 36: *The developer shall maintain Makena Landing (TMK: 2-1-007:094), North Maluaka (TMK: 2-1-007:068), and South Maluaka (TMK: 2-1-005:124), see attached map, and all future parklands within the Makena Resort Area.*

Status of Compliance: As owners of these three (3) park areas, MG&BC is responsible for compliance with this condition. As discussed in the 2020 Annual Compliance Report submitted by MG&BC, a Unilateral Agreement was recorded in 2018 for the ongoing maintenance. A copy of the agreement was also included in MG&BC 2018 Annual Compliance Report.

H2R's understanding is that MG&BC will continue to maintain Makena Landing, North Maluaka, and South Maluaka as well as all future parklands within the Makena Resort Area.

Estimate of Time for Compliance: As noted above, the Unilateral Agreement was recorded in 2018 in compliance with this Condition and Condition No. 32. Maintenance of the noted parks and future parks will continue for the life of the Project.

Condition No. 37: *To exhibit respect for the Hawaiian culture and a Hawaiian sense of place, structures within the Makena Resort Area shall be based on or inspired by principles of Hawaiian island architecture in design and construction.*

Status of Compliance: H2R will comply with this condition. The H-2 Residential Project's Design Guidelines require design elements associated with Hawaiian and Polynesian architecture. The Maui County Urban Design Review Board reviewed the Project on March 3, 2020 and commented that the Design Guidelines for the proposed homes were thoroughly done and with great detail.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 38: *The developer shall provide a baseline study survey of flora and fauna as part of each SMA permit application within the Makena Resort Area; the study shall be conducted by recognized independent experts on Hawaiian flora and fauna and list all endemic, indigenous, and endangered species, their distribution in the Makena Resort Area and adjacent shorelines. This study shall also include a preservation/mitigation plan and comments from the State Department of Land and Natural Resources, the U.S. Fish and Wildlife Service, and the U.S. Corps of Engineers, and the Maui representative of the Hawaii Wildlife Fund and The Nature Conservancy.*

Status of Compliance: H2R will comply with this condition. As discussed in MG&BC's 2020 Annual Compliance Report, renowned botanist and forester Robert Hobdy prepared a baseline flora and fauna study of Makena's coastal lands in 2008. The study was circulated to the State Department of Land and Natural Resources (DLNR), the U.S. Fish and Wildlife Service (USFWS), U.S. Corps of Engineers, the Maui representative of the Hawaii Wildlife Fund, and the Nature Conservancy for review and comment. A copy of the flora and fauna study was submitted as part of the ATC Makena Holdings, LLC's (now known as MG&BC) 2010 Annual Report. Separately, a biological resources (flora and fauna) survey for Parcel H-2 was prepared in December 2018. The report has been submitted to USFWS, DLNR, and U.S. Corps of Engineers, Hawaii Wildlife Fund and The Nature Conservancy. Comments were received by USFWS, DLNR, and The Nature Conservancy. See **Exhibit "K"**.

Estimate of Time for Compliance: H2R received comments on the Biological Resources Survey from USFWS, DLNR, and The Nature Conservancy.

Condition No. 39: *No transient vacation rentals or time shares shall be allowed within this Makena Resort rezoning application area; and further, no special use permit or conditional permit for such accommodations shall be accepted by the Department of Planning.*

Status of Compliance: H2R acknowledges this condition. This condition will be memorialized in the Project's sales documents and conveyance document.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 40: *A second hotel shall not be constructed within the Makena Resort Area.*

Status of Compliance: H2R acknowledges this condition. It is noted that Parcel H-2 is being planned for up to 53-lot residential project.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 41: *All buildings constructed within the Makena Resort Area shall be LEED (Leadership in Energy and Environmental Design) certified if they are 500 square feet or larger.*

Status of Compliance: H2R will comply with this condition. The H-2 Residential Project's Design Guidelines require a LEED Silver certification for all homes.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 42: *New dwelling units shall not exceed 800, excluding residential workforce housing.*

Status of Compliance: H2R and MG&BC acknowledge this condition. The proposed H-2 Residential Project will utilize 53 dwelling units of the 800 dwelling units permitted within Zoned Parcels, excluding residential workforce housing units.

Estimate of Time for Compliance: This condition will continue for the duration of the Project.

Condition No. 43: *The developer, its successors and permitted assigns, shall contribute \$1,000 per market-priced unit, collected at issuance of building permit, to the County, for the development and maintenance of a police station in South Maui.*

Status of Compliance: H2R will comply with this condition. A Contribution Agreement has been executed with the County of Maui, Maui Police Department. See **Exhibit “L”**.

Estimate of Time for Compliance: Upon issuance of each building permit for construction of a dwelling unit, a \$1,000 contribution shall be payable.

Condition No. 44: *The developer shall provide Driveway “D” from Makena Alanui Road to Makena Resort Sewage Treatment Plant and beyond as an emergency evacuation route for the area.*

Status of Compliance: MG&BC is the landowner for Driveway “D” and it is our understanding that MG&BC acknowledges compliance with this condition.

Estimate of Time for Compliance: This condition will continue during the life of the Project.

EXHIBIT A.

**Letter to Department of Planning Regarding
Pedestrian, Bicycle, and Cart Access Ways for
H-2 Residential Project**

H2R, LLC

September 17, 2020

Michele Chouteau McLean, Director
County of Maui
Department of Planning
250 S. High Street
Wailuku, Hawaii 96793

**SUBJECT: Proposed H-2 Residential Project at Makena, Maui, Hawaii
Change in Zoning Ordinance No. 3613
TMK Nos.: (2) 2-1-005:085 and 120 (por.)**

Dear Director McLean:

H2R, LLC (H2R), owner of the subject property identified as TMK No. (2) 2-1-005:085 (Parcel 85), is proposing 53 residential lots, beach parking, and related infrastructure, referred to as H-2 Residential (Project) in Makena, Maui, Hawaii.

Parcel 85, as well as TMK No.: (2) 2-1-005:120 (Parcel 120) were part of a Change in Zoning (CIZ) action in 2008. Lands subject to the 2008 CIZ action comprised approximately 603.303 acres. Parcel 85 is approximately 27.825 acres and represents a 5% portion of these lands that were subject to the 2008 CIZ. Of the CIZ lands, Parcel 85 is the only parcel owned by H2R. The remaining 95% of the lands (approximately 575.478 acres) subject to the 2008 CIZ are owned by a separate entity, Makena Golf & Beach Club Owners, and are part of a separate project, Makena Resort. As the subject property is part of the 2008 CIZ, the following condition approved via Ordinance No. 3613, Bill No. 117 (2008) applies to the project:

Condition No. 10:

The developer shall provide pedestrian and bicycle access ways within the roadways throughout and fronting the Makena Resort Area. A schematic plan for pedestrian and bicycle access ways throughout and fronting the Makena Resort Area shall be submitted to the Department of Planning for consideration by the Maui Planning Commission in conjunction with SMA permit applications.

Pursuant to the above-noted condition, the schematic plan for pedestrian, bicycle, and cart access ways throughout Makena Resort area prepared by Miyabara & Associates was transmitted with the 2010 Annual Report, see attached Exhibit 1. Specifically for the H-2 Residential Project, the pedestrian, bicycle, and cart access ways are shown in the project plans

Michele Chouteau McLean, Director

September 17, 2020

Page 2

and attached as Exhibit 2. These plans are included in the SMA application documents through the Final EA as part of the current EA/SMA (EA20200001/SM120190008) process for the Maui Planning Commission's review and consideration.

Please contact me at 270-5936 or by email at LeilaniP@pacificrimland.com if you have any questions or need any further clarifications.

Sincerely,

A handwritten signature in green ink, appearing to read 'LIP L'.

Leilani Pulmano

cc: Ann Cua, Planning Department

Enclosures

Exhibit 1

Trails Master Plan

MAKENA RESORT

Prepared for:

Makena Resort

Prepared by:

**Miyabara Associates LLC in Collaboration with
Munekiyo & Hiraga, Inc.**

July 2009

miyabara*associates llc*

Landscape Architecture and Land Planning

TEL (808) 531-1306
FAX (808) 533-6049
810 RICHARDS STREET, SUITE 808
HONOLULU, HAWAII 96813



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I. INTRODUCTION

I. INTRODUCTION

A. PROJECT BACKGROUND

The Makena Resort is a world-class resort destination and residential community. The property is composed of diverse environments from upland areas offering spectacular views to beaches and a coastline of unmatched beauty and recreational activities.

Among the goals of the Makena Resort are sustainability and livability. Critical elements to achieving these goals are environmental stewardship and community connectivity. The planning and design of every component of the resort adheres to these guiding principles.

A master plan was created for approximately 1,860 acres of Makena called Makena Resort. See **Figure 1**. In November 1998, a request for a Change in Zoning (CIZ) was filed with the County of Maui, Department of Planning. The CIZ request sought to reclassify approximately 603 acres of the 1,860 acres of land encompassed by Makena Resort. In 2007, the lands owned by Makena Resort Corp. were purchased by various entities and affiliated companies, and referred to hereinafter as “Makena Resort”. Makena Resort pursued the County entitlements, and after careful review and deliberation by the Maui County Council, the CIZ was approved in December 2008, and was signed into law January 7, 2009. The CIZ approval was subject to a list of 44 conditions pertaining to cultural resources, environmental protection, recreation, affordable housing, and traffic, among others.

1. CIZ Conditions

Two (2) of the 44 conditions, Conditions No. 10 and No. 33, required trail plans throughout Makena Resort. The conditions read as follows:

Condition No. 10:

The developer shall provide pedestrian and bicycle access ways within the roadways throughout and fronting the Makena Resort Area. A schematic plan for pedestrian and bicycle access ways throughout and fronting the Makena Resort Area shall be submitted to the Department of Planning for consideration by the Maui Planning Commission in conjunction with SMA permit applications.

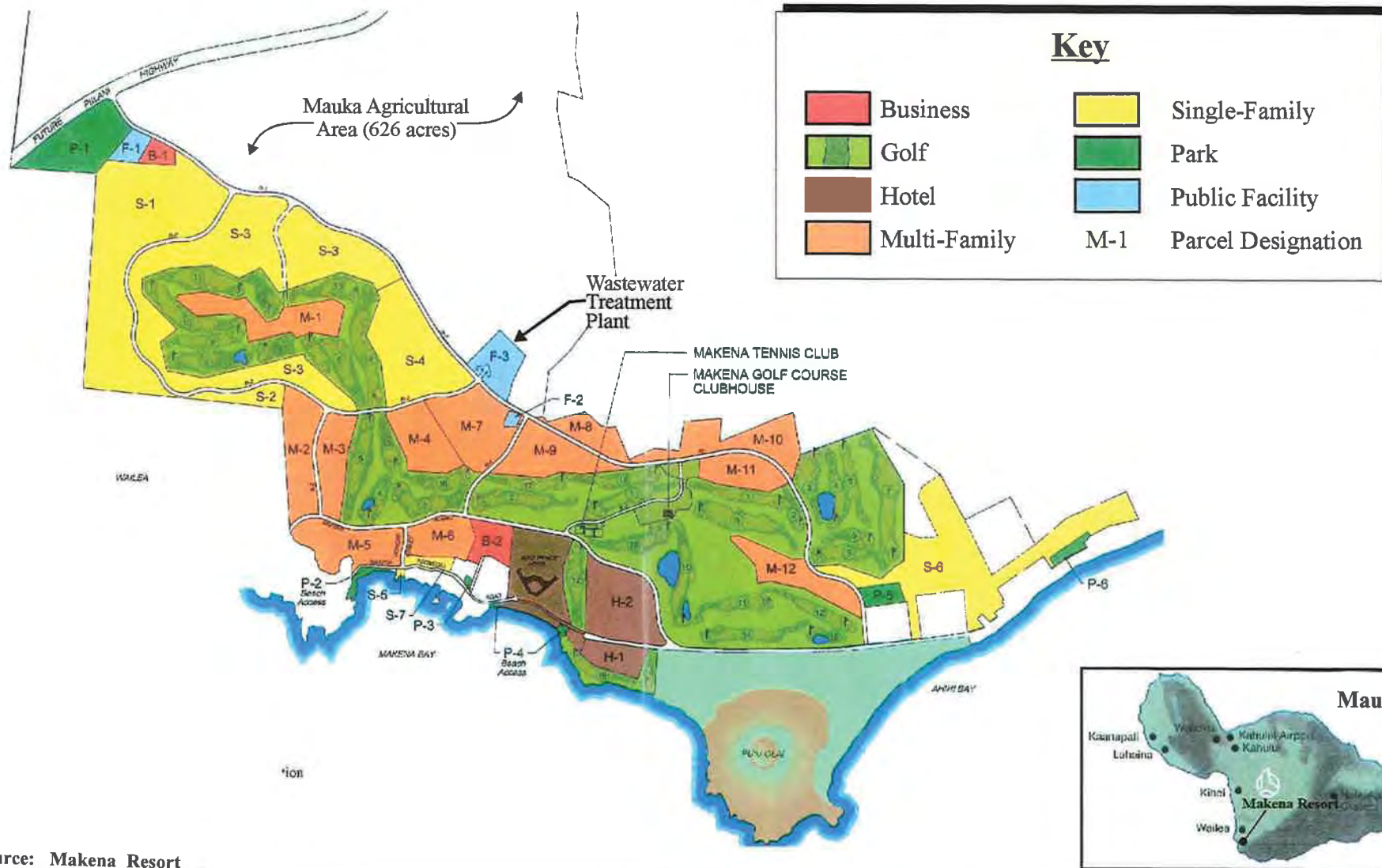


Figure 1

Makena Resort Trails Master Plan Master Land Use Plan

NOT TO SCALE



Prepared for: Makena Resort

MUNEKIYO & HIRAGA, INC.

Dowling\MakenaConditions\TrailPlan\MasterPlan

Condition No. 33:

To the extent practicable, the developer shall provide, in perpetuity, traversable lateral shoreline access in the area between the shoreward boundary and the mauka boundary of the Makena Resort Area. Costs associated with this condition shall not satisfy park dedication requirements.

B. TRAILS MASTER PLAN OBJECTIVES

Pursuant to Conditions No. 10 and No. 33 set forth by the CIZ approval, the Makena Trails Master Plan seeks to provide overall planning of a Trails Master Plan for non-vehicular circulation. The plan addresses pathways and access to and between each neighborhood and promotes the concept of reducing the dependency on vehicular use by encouraging walking or bicycling as an alternative mode of transportation. See **Figure 2** for the Trails Master Plan.

II. TRAILS MASTER PLAN

II. TRAILS MASTER PLAN

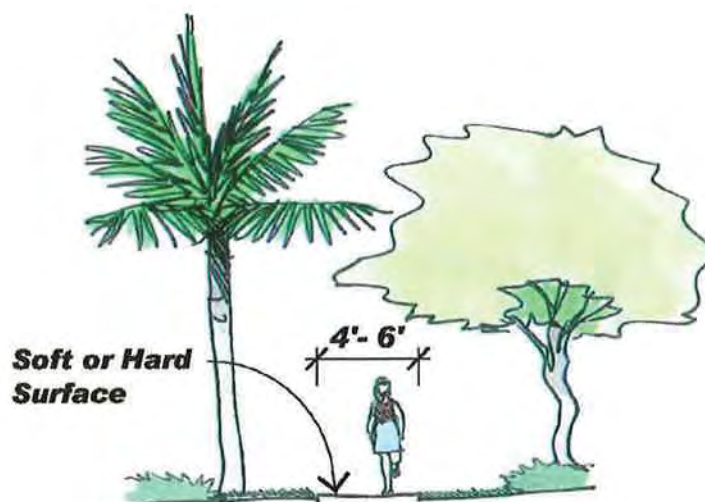
The Trails Master Plan serves as a guideline for non-vehicular traffic movement throughout the Makena Resort. The overall concept is to provide ways to move to and from places via a hierarchy of paths and trails. A resident or guest would have the ability to walk or bike to any destination within the Makena Resort and beyond with minimum vehicular conflicts. The following outlines the various trails that will be available throughout Makena Resort.

A. NEIGHBORHOOD TRAILS

Neighborhood Trails or walkways consist of smaller-scale paths to provide access within the neighborhood and connect to Community Trails, described in the next section. Typically, these neighborhood trails connect individual units to common area amenities and features.

For pedestrians, Neighborhood Trails – Walkways typically vary in width from four to six feet and the material can range from soft surfaces (i.e. gravel, compacted soil) to hard surfaces (i.e. concrete, pavers). Permeable surfaces and materials are another desired choice for the trail surface.

Bicyclists within a neighborhood would be able to access Community Trails via private roads within their neighborhood.



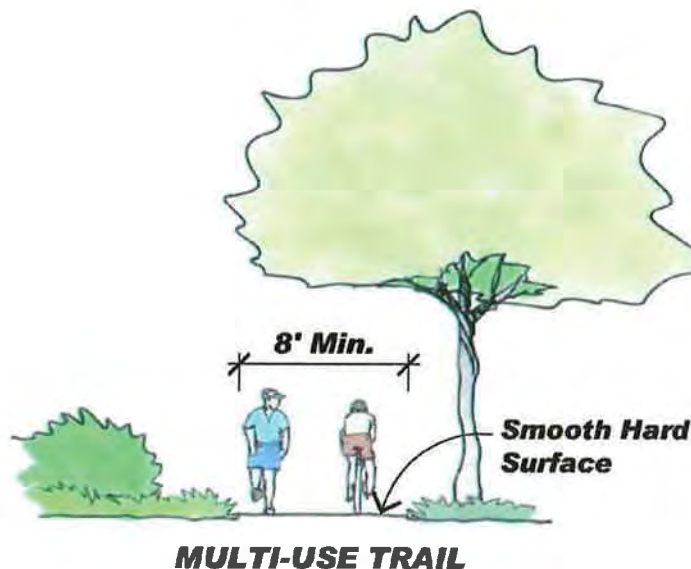
NEIGHBORHOOD TRAIL - WALKWAY

B. COMMUNITY TRAILS

Community Trails are the major links within the Makena Resort to accommodate pedestrian and bicycle access between individual neighborhoods and provide mauka to makai access.

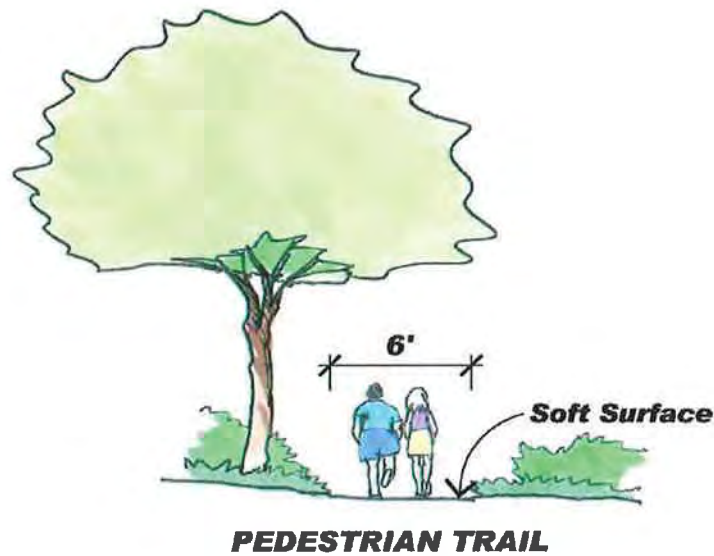
1. Multi-Use Trails

Multi-Use Trails are paths that are used by both bicyclists and pedestrians. Where feasible, paths can be separated by planters or other appropriate barriers to separate the uses. Typical Multi-Use Trails are a minimum of eight feet wide and constructed to provide a hard surface.



2. Pedestrian Trails

Community Pedestrian Trails are paths, typically six feet in width that are designated exclusively for pedestrian use only. Soft surfaces, such as but not limited to, compacted earth, soil cement or gravel, are proposed as finishes for these Pedestrian Trails.



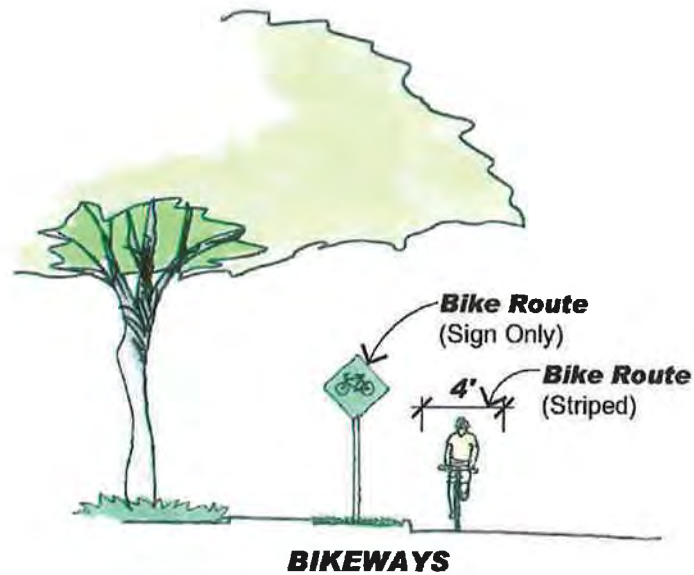
C. REGIONAL TRAILS

From a regional perspective, access is achieved primarily by Makena Alanui Road. This transportation corridor provides access to other areas and destinations within and beyond the Makena Resort and consists of sidewalks for pedestrians and bike lanes or routes for bicyclists.

1. Bikeways

Bike Lanes (regional and community) are typically located within roadways and are striped and marked for exclusive bicycle use.

Bike Routes (regional) are designated corridors within roadways with signage, but usually not striped. Makena Alanui Road is the bike route to provide access to other destinations outside of the Makena Resort.



2. Sidewalks

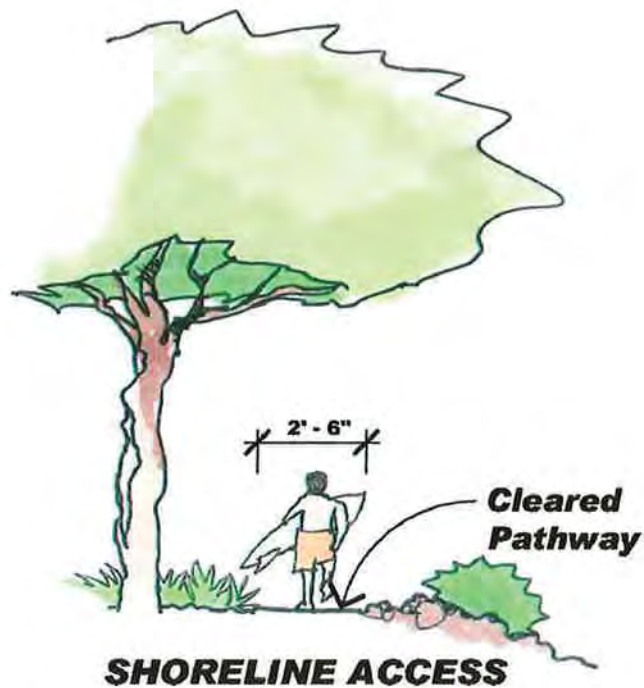
Sidewalks (one side only) along Makena Alanui Road provide the regional connection to areas within and beyond Makena Resort. Existing sidewalks are four feet in width and constructed of concrete.



D. OTHER TRAILS

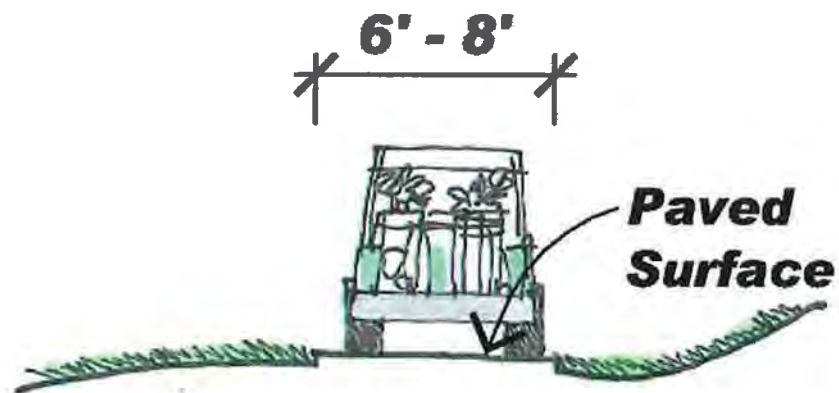
1. Shoreline Access Trails

Shoreline Access Trails is a key component of Makena Resort to provide public access to the shoreline. The Shoreline Access is intended to be a pathway maintained in as natural a state as possible. This will involve selective clearing and an earthen and/or rocky pedestrian pathway that parallels the shoreline.



2. **Golf Cart Paths**

Golf Cart Paths are primarily for the golf play and limited to areas within the course boundaries, however, golf carts can also be used to link neighborhoods within Makena Resort. Typical path minimum width is six to eight feet with widened areas at turnouts.



GOLF CART PATH

III. SUMMARY

III. SUMMARY

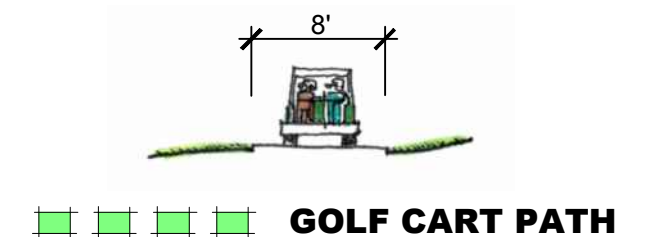
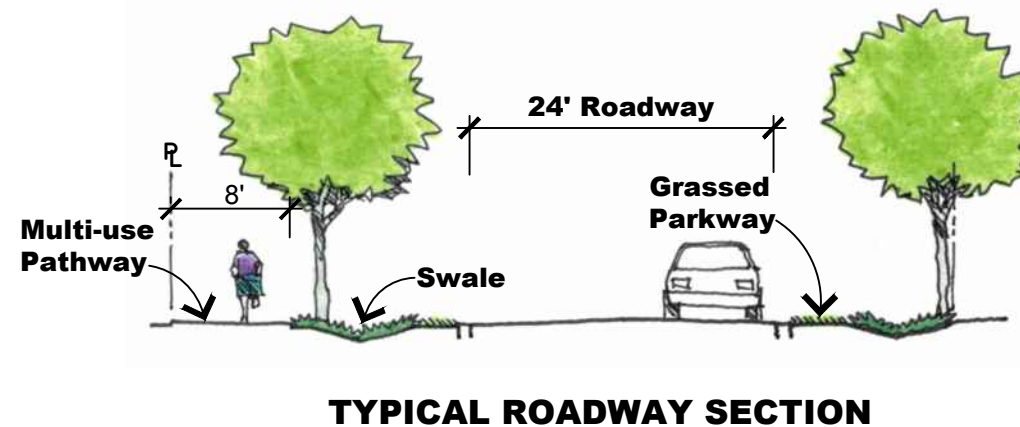
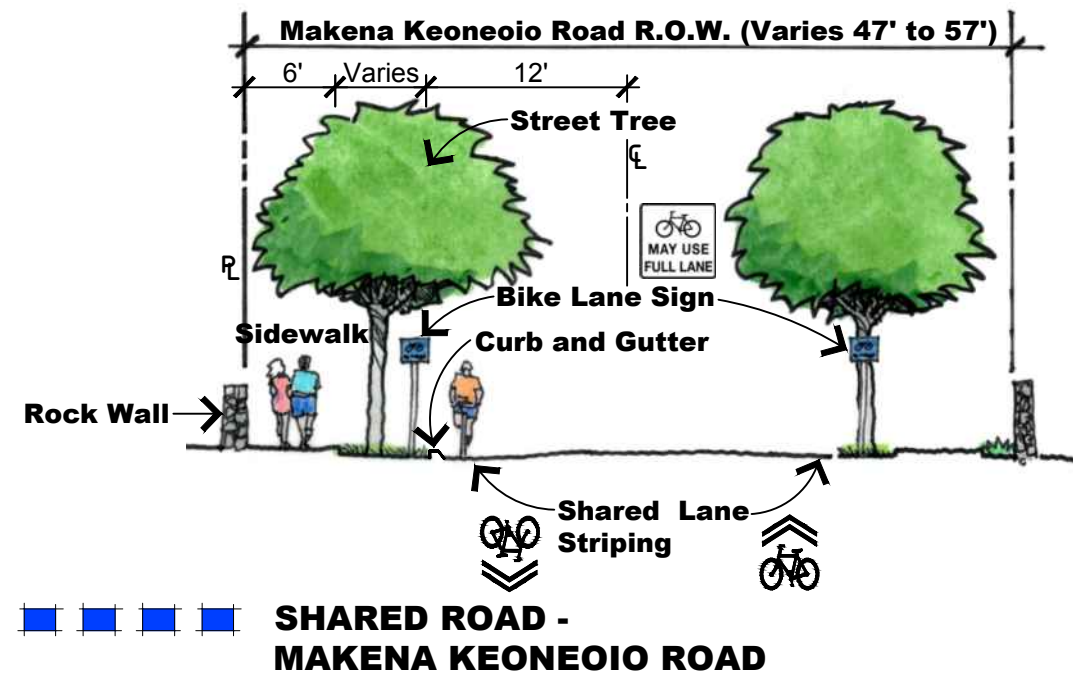
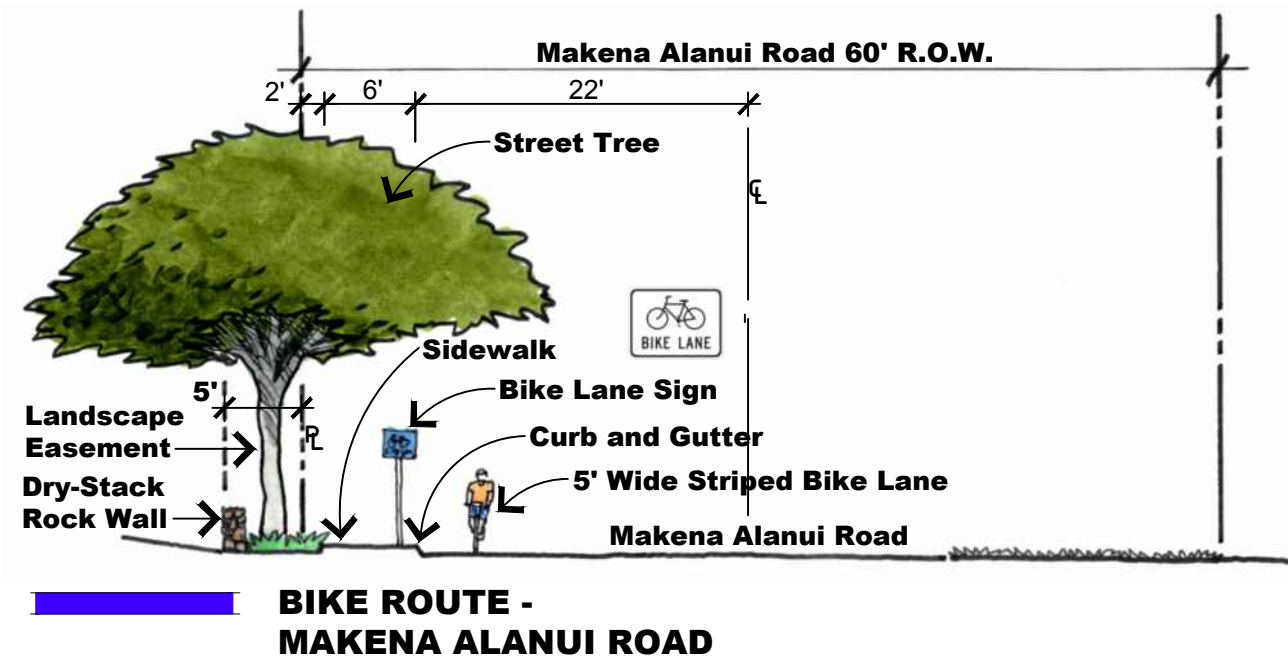
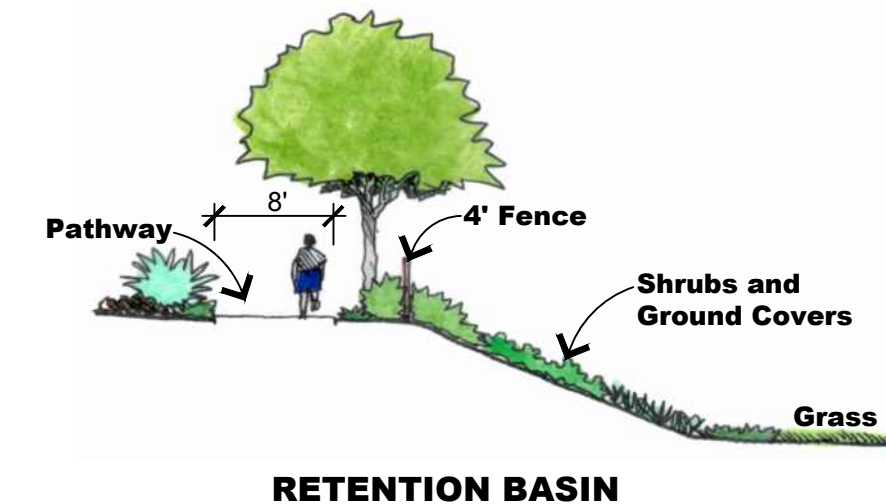
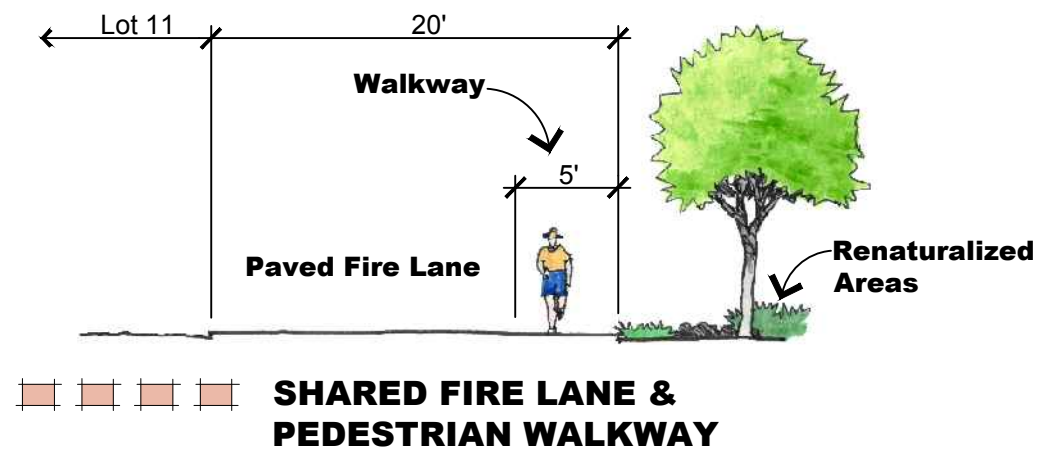
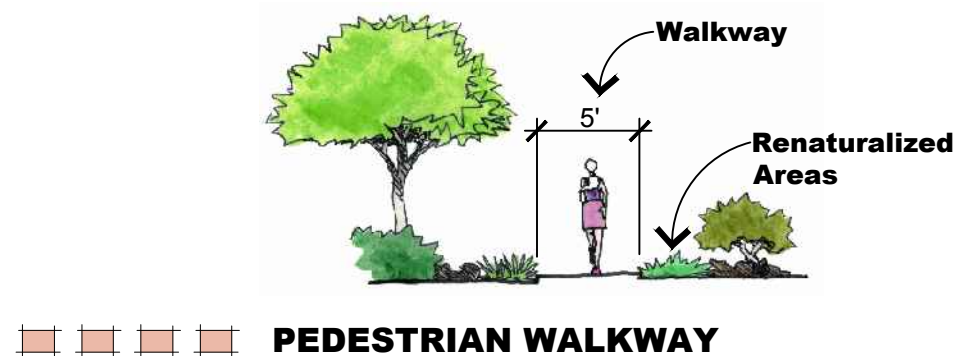
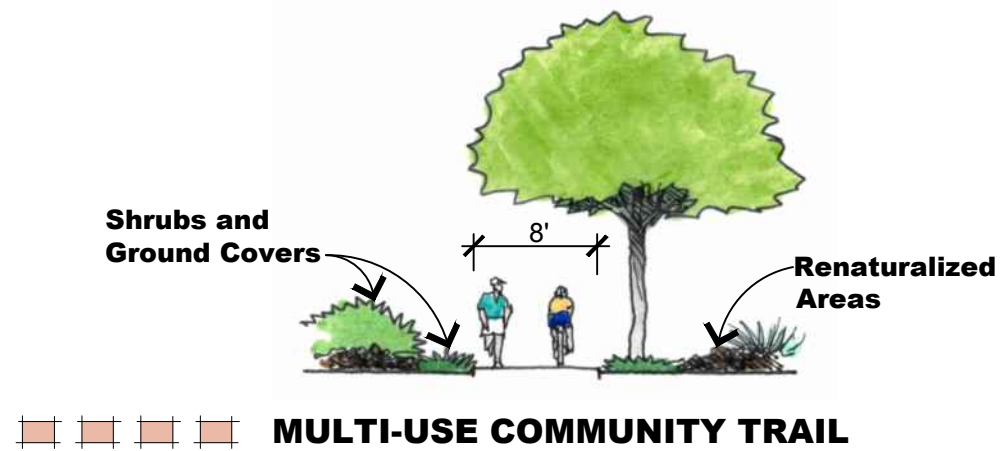
In summary, the Trails Master Plan provides an overall conceptual plan for access within and beyond Makena Resort by encouraging walking or bicycling as an alternative mode of transportation. To this end, Makena Resort hopes to promote the concept of reducing the dependency on vehicular use.



Exhibit 2 H2 RESIDENTIAL PROJECT

H2R, LLC
Makena, Maui, Hawaii

miyabara associates llc
Landscape Architects & Planners



H2 RESIDENTIAL PROJECT

H2R, LLC
Makena, Maui, Hawaii

miyabara associates llc
Landscape Architects & Planners

Exhibit B.

**Agreement Regarding the Satisfaction of
Condition No. 11 of Ordinance No. 3613 (2008)**

LAND COURT SYSTEM	REGULAR SYSTEM
Return by Mail () Pickup () To:	

TMK: (2) 2-1-005-085

Total No. of Pages: 6

AGREEMENT REGARDING THE SATISFACTION
OF
CONDITION 11 OF ORDINANCE NO. 3613 (2008)

THIS AGREEMENT, made this _____ day of _____, 20____, by and between H2R, LLC, a Hawaii limited liability company (“H2R”), whose mailing address is 2005 Main Street, Wailuku, Hawaii 96793, and the COUNTY OF MAUI, a political subdivision of the State of Hawaii (“County”), whose mailing address is 200 South High Street, Wailuku, Hawaii, 96793, hereinafter collectively referred to as the “Parties”.

RECITALS:

- A. Ordinance No. 3613 (2008), entitled, “A BILL FOR AN ORDINANCE TO AMEND PORTIONS OF LAND ZONING MAP NOS. 5 AND 514 TO ESTABLISH A-2 APARTMENT DISTRICT, B-2 COMMUNITY BUSINESS DISTRICT, B-R RESORT COMMERCIAL DISTRICT, H-M HOTEL DISTRICT, PK-1 NEIGHBORHOOD PARK

DISTRICT, PK-4 GOLF COURSE PARK DISTRICT, R-1 AND R-3 RESIDENTIAL DISTRICT ZONING (CONDITIONAL ZONING) FOR LANDS SITUATED AT MAKENA, MAUI, HAWAII” was approved on January 7, 2009.

- B. Condition 11 of Ordinance No. 3613 (2008) (“Condition 11”) states, “The developer shall make a contribution to the County for traffic improvements in an amount equal to \$5,000 per unit. The contribution shall be paid to the County prior to issuance of the initial building permit. Upon adoption of a traffic impact fee ordinance, the developer shall comply with the ordinance in lieu of this voluntary contribution. Should a traffic impact fee ordinance be adopted prior to the collection of this contribution, the applicable amount shall be the greater of the two. Such contributions or fees shall not be counted towards Condition No. 12 below.”
- C. H2R is the owner of the property identified as TMK (2)2-1-005-085 (“Property”).
- D. H2R intends to apply for its building permits and desires to satisfy the requirements of Condition 11.
- E. Chapter 14.68, Maui County Code (“MCC”), pertaining to Impact Fees for Traffic and Roadway Improvements in Kihei and Makena, Maui, Hawaii, does not establish a traffic impact fee.
- F. Section 14.68.080, MCC, establishes the Kihei-Makena roadway improvement fund, which is the logical place for any contributions relating to traffic improvements for the Makena area should be held by the County.
- G. County and H2R agree that since the County’s traffic impact ordinance does not set forth an amount for the traffic impact fee, that H2R will pay the \$5,000 per unit as established by Condition 11 (“Contribution”) and the contributed funds will be held by the County in accordance with Chapter 14.68, MCC.

AGREEMENT:

For valuable consideration, receipt of which is hereby acknowledged, H2R and County hereby agree as follows:

1. H2R or its successors in interest shall contribute to the County’s Kihei Makena Roadway Improvement Fund the amount of FIVE THOUSAND AND NO/100 DOLLARS (\$5,000.00) for each Dwelling Unit, as defined in Section 18.04.167, MCC (“Dwelling Unit”), developed on the Property.

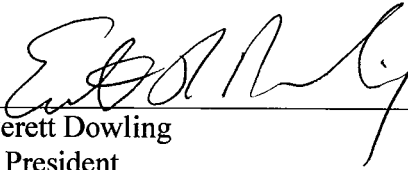
2. The Contribution shall be due to the County of Maui at the time of application for building permit for the construction of a Dwelling Unit. The Contribution shall only be required for the initial construction of a Dwelling Unit, and shall not be required for matters such as repairs, rehabilitation, reconstruction, demolition, expansion, and all other activities requiring a building permit that are not related to the initial construction of a Dwelling Unit.
3. This Agreement shall be deemed to satisfy the requirements of Condition 11 for the Property and H2R's obligation to perform in regards to Condition 11 as developer shall be forever discharged, provided that H2R and its successors in interest, as applicable, shall be responsible to make the Contribution as set forth herein.
4. The Contributions shall be placed in the Kihei-Makena Roadway Improvement Fund for use in accordance with Chapter 14.68, MCC.
5. This Agreement constitutes the entire agreement between the Parties with respect to Condition 11 and supersedes all other prior agreements and understandings, both written and oral, between the Parties with respect to Condition 11.
6. If any provision of this Agreement shall for any reason be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision hereof, and this Agreement shall be construed as if such invalid, illegal, or unenforceable provision had never been contained herein and with the objective of implementing the intent of the Parties as determined by the Agreement as a whole.

(SIGNATURES ON THE FOLLOWING PAGE)

IN WITNESS WHEREOF, the undersigned parties have executed this Agreement effective as of the date first above written.

H2R, LLC:

By Dowling Company, Inc.
Its Manager



Everett Dowling
Its President

COUNTY OF MAUI:

MICHAEL P. VICTORINO
Its Mayor

Approved:

Scott K. Teruya
Director, Department of Finance

Rowena Dagdag-Andaya
Director, Department of Public Works

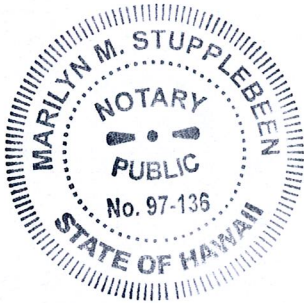
Michele Chouteau McLean
Director, Department of Planning

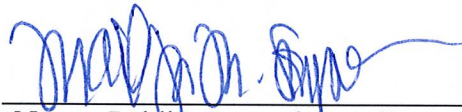
Approved as to Form and Legality:

Deputy Corporation Counsel

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 17th day of September, 2020, before me appeared
Everett R. Dowling, to me personally known or proved on the
basis of satisfactory evidence to be the person whose name is subscribed to within the instrument
and acknowledged to me that they executed the same in their authorized capacity, and that by
their signature on the instrument the person or the entity upon behalf of which the person acted,
executed the instrument.






Notary Public, State of Hawaii

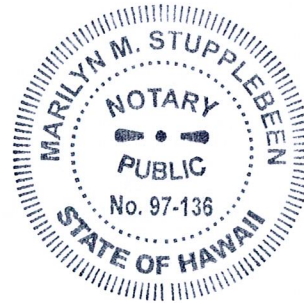
Marilyn M. Stupplebeen

Printed Name

My Commission Expires: 04/17/2021

NOTARY CERTIFICATION

Doc. Date	<u>Not dated at notarization</u>	# Pages:	<u>6</u>
Notary Name:	<u>Marilyn M. Stupplebeen</u>	Judicial Circuit:	<u>Second</u>
Doc. Description:	<u>AGREEMENT</u>		
	<u>REGARDING THE SATISFACTION OF</u>		
	<u>CONDITION 11 OF ORDINANCE NO. 3613</u>		
	<u>(2008)</u>		
	<u>09/17/2020</u>		
Notary Signature	Date		



STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this _____ day of _____, 20____, before me appeared _____, to me personally known or proved on the basis of satisfactory evidence to be the person whose name is subscribed to within the instrument and acknowledged to me that they executed the same in their authorized capacity, and that by their signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Notary Public, State of Hawaii

Printed Name

My Commission Expires:_____

NOTARY CERTIFICATION	
Doc. Date	_____ # Pages: _____
Notary Name:	_____ Judicial Circuit: _____
Doc. Description:	_____

Notary Signature	Date

Exhibit C.

**Letter to Department of Planning Regarding
Executed Memorandum of Agreement for
Pro Rata Funding of Transportation
Improvements and Transmittal of Payment**

H2R, LLC

September 9, 2020

Michele Chouteau McLean, Director
County of Maui
Department of Planning
250 S. High Street
Wailuku, Hawaii 96793

**SUBJECT: Proposed H-2 Residential Project at Makena, Maui, Hawaii
Change in Zoning Ordinance No. 3613
TMK Nos.: (2) 2-1-005:085 and 120 (por.)**

Dear Director McLean:

H2R, LLC (H2R), owner of the subject property identified as TMK No. (2) 2-1-005:085 (Parcel 85), is proposing 53 residential lots, beach parking, and related infrastructure, referred to as H-2 Residential (Project) in Makena, Maui, Hawaii.

Parcel 85, as well as TMK No.: (2) 2-1-005:120 (Parcel 120) were part of a Change in Zoning (CIZ) action in 2008. Lands subject to the 2008 CIZ action comprised approximately 603.303 acres. Parcel 85 is approximately 27.825 acres and represents a 5% portion of these lands that were subject to the 2008 CIZ. Of the CIZ lands, Parcel 85 is the only parcel owned by H2R. The remaining 95% of the lands (approximately 575.478 acres) subject to the 2008 CIZ are owned by a separate entity, Makena Golf & Beach Club Owners, and are part of a separate project, Makena Resort. As the subject property is part of the 2008 CIZ, the following condition approved via Ordinance No. 3613, Bill No. 117 (2008) applies to the project:

Condition No. 12:

Upon commencement of the first phase of construction, the developer shall pay its pro-rata share to upgrade Pi'ilani Highway from Kilohana Drive to Wailea Ike Drive to four lanes of traffic, and shall cooperate with the State Department of Transportation and other area developers to implement such improvements concurrent with development.

Pursuant to the above-noted condition, we provide the attached Memorandum of Agreement and Transmittal of Payment in satisfaction of Condition No. 12.

We are requesting an acknowledgement that Condition No. 12 has been satisfied for the proposed development of the subject property.

Michele Chouteau McLean, Director
September 9, 2020
Page 2

Please contact me at 270-5936 or by email at LeilaniP@pacificrimland.com if you have any questions or need any further clarifications.

Sincerely,

A handwritten signature in dark blue ink, appearing to read 'LIPL' with a long vertical stroke extending downwards from the 'P'.

Leilani Pulmano

cc: Ann Cua, Planning Department

Enclosures

PACIFIC RIM LAND INC.



LETTER OF TRANSMITTAL

June 23, 2020

Department of Transportation
Highways Division
869 Punchbowl Street, Room 301
Honolulu, Hawaii 96813

**RE: Makena H-2 Request for H24
 H2R, LLC's Fair Share Contribution
 For Piilani Highway Widening Improvements
 TMK (2) 2-1-005:085
 LUC Docket No. A97-721
 Makena, Maui, Hawaii
 PS 2020-039**

On behalf of H2R LLC, the following item is being transmitted:

No. of Copies	Description
1 original	Receipt and Confirmation of Payment
1 copy	FHB's Cleared Check

Please contact me at 270-5936 or leilanip@pacificrimland.com if any additional information is required.

Sincerely,
PACIFIC RIM LAND, INC.

Leilani Pulmano
Project Coordination

Enclosures

H2R, LLC

To: ARMSTRONG BUILDERS, LLC

From: H2R, LLC

Date: 6/18/2020

Re: Receipt and Confirmation of Payment of H2R, LLC's Fair Share Contribution for the Installation of a Traffic Signal at the Piilani Highway/Okolani Drive/Mikioi Place Intersection

Mr. Armstrong,

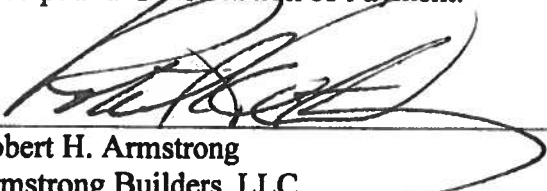
This instrument acknowledges the receipt of \$273,208.00 by Armstrong Builders, LLC on behalf of Kai Malu Wailea LLC ("Armstrong") from H2R, LLC ("H2R") and confirms that H2R has paid said amount to Armstrong in satisfaction of the Memorandum of Agreement, by and between H2R and the State of Hawaii Department of Transportation ("HIDOT"), dated May 19, 2020 ("MOA").

H2R is the owner of that certain parcel of land located at Makena, Island and County of Maui, State of Hawaii, being identified as Tax Map Key No. (2) 2-1-5:85, comprising 27.825 acres (the "Property"). The MOA, attached hereto and by reference incorporated herein as Exhibit "1", defines H2R's actions needed to satisfy Condition No. 11 of the Findings of Fact, Conclusions of Law and Decision and Order filed on February 19, 1998 (Land Use Docket No. A-97-721), as amended through the Sixth Amendment dated August 27, 2012 and as amended and restated by the Amended and Restated Declaration of Conditions dated December 12, 2012, and recorded in the Bureau of Conveyances of the State of Hawaii as Document No. A-46330782, imposing on the Property, other lands, and their development, the requirement to provide fair share funding and participate in the construction of local and regional transportation improvements.

As stated in the MOA, Armstrong, under separate agreement, agreed to install a "temporary" traffic signal at the Piilani Highway/Okolani Drive/Mikioi Place intersection (the "Traffic Signal") to satisfy their condition for developing the Kai Malu at Wailea residential subdivision. Subsequently HIDOT requested that the Traffic Signal be permanently installed by Armstrong. Per the MOA, in order to satisfy Condition No. 11, H2R agreed to the pay sum of \$273,208.00 to Armstrong as H2R's fair share contribution to append Armstrong's agreement and provide additional, necessary funding to permanently install the Traffic Signal.

By signing below you are acknowledging receipt of the aforementioned payment and confirming that the payment has been received.

Receipt and Confirmation of Payment:



Robert H. Armstrong
Armstrong Builders, LLC

cc: Highways, State of Hawaii Department of Transportation (case no. PS 2020-039)



ENDORSE CHECK HERE:

DO NOT SIGN/WRITE/STAMP BELOW THIS LINE
FOR FINANCIAL INSTITUTION USAGE ONLY

92020 086003000343900 >121301028< 08192020 000000 0000343900

Secure features on this check are: Digital Signature, Paper, Microprint, Security Features, and Original Document. Security Screen on the back.

H2R, LLC
2005 MAIN STREET
WAILUKU, MAUI, HAWAII 96793
(808) 244-1500

WAILUKU BRANCH
FIRST HAWAIIAN BANK
WAILUKU, HAWAII

55-101
1213

1221

Pay: *****273* thousand *208* dollars and no cents

DATE: June 8, 2020

CHECK NO. 1221

AMOUNT \$****273,208.00

PAY TO THE ORDER OF: ARMSTRONG BUILDERS, LLC

80 SAND ISLAND ACCESS ROAD #209
HONOLULU, HI 96819

H2R, LLC

Keli Wicks
AUTHORIZED SIGNATURE

06/22/2020 1221 \$273,208.00
5250020374759

LAND COURT SYSTEM

REGULAR SYSTEM

Return by Mail () Pickup () To:

Tax Key: (2) 2-1-5:85

Total No. of Pages: _____

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is made this 19th day of May, 2020, by and between H2R LLC, a Hawaii limited liability company, whose address is 2005 Main Street, Wailuku, Hawaii 96793 ("H2R"), and the DEPARTMENT OF TRANSPORTATION, a department of the State of Hawaii, whose business address is 869 Punchbowl Street, Honolulu, Hawaii 96813-5097 ("DOT").

RECITALS:

A. H2R is the owner of that certain parcel of land located at Makena, Island and County of Maui, State of Hawaii, being identified as Tax Map Key No. (2) 2-1-5:85, comprising 27.825 acres (the "Property"). The Property is intended to be developed into a residential condominium property regime with up to 53 residences, together with the relocation of the existing onsite beach parking lot (collectively, the "H2R Development").

B. The purpose of this Memorandum of Agreement is to set forth H2R's level of fair share funding and participation in the construction of local and regional transportation improvements as determined by the DOT to satisfy the existing Condition No. 11 of the Findings

of Fact, Conclusions of Law and Decision and Order filed on February 19, 1998 (Land Use Docket No. A-97-721), as amended through the Sixth Amendment dated August 27, 2012 and as amended and restated by the Amended and Restated Declaration of Conditions dated December 12, 2012, and recorded in the Bureau of Conveyances of the State of Hawaii as Document No. A-46330782, imposing on the Property and other lands and their development, the fair share funding and participation in the construction of local and regional transportation improvements.

Said Condition No. 11 states as follows:

"11. Petitioner shall participate in the pro rata funding and construction of local and regional transportation improvements and programs, including dedication of rights of way as determined by the State Department of Transportation ("DOT") and the County of Maui. Agreement between Petitioner and DOT as to the level of funding the participation shall be obtained within fourteen (14) years from June 1, 2000."

C. H2R representatives have met with the DOT staff and based on these meetings the DOT has reviewed and accepted H2R's proposed methodology for calculating H2R's fair share cost required by said Condition No. 11 to be paid insofar as said condition applies to the development of the Property. (Said Condition No. 11 insofar as it applies to the development of the Property only is hereinafter referred to as the "Condition").

D. H2R and the DOT Highway Planning Branch staff determined that H2R's fair share of the cost of the remaining Piilani Highway Widening Project (excluding the Wailea Resort master plan's Kilohana Mauka widening improvement) is estimated to be 0.88% (rounded) which translates to \$273,208.00 for H2R's fair share of said cost. Said fair share is calculated as set forth in Table 4, attached hereto as Exhibit A.

NOW, THEREFORE, in consideration of the recitals and the promises and agreements herein, H2R and DOT hereby agree as follows:

1. H2R's Fair Share Contribution. H2R shall pay the sum of \$273,208.00 to Armstrong Builders LLC to pay a portion of Armstrong Builders LLC's pending installation of a traffic signal at the Piilani Highway/Okolani Drive/Mikioi Place intersection, which Armstrong Builders LLC is required to construct pursuant to Condition No. 25 of the Special Management Area (SM1 2004-0015) and Planned Development (PD1 2004/0002 and PD2 2004/0004) approved on November 9, 2004 for the Kai Malu Wailea development. Said payment shall be in the form of a purchase order to Armstrong Builders (with a copy to DOT) shall be made in full not later than June 30, 2020.

Armstrong Builders LLC agreed to install a "temporary" traffic signal at the Piilani Highway/Okolani Drive/Mikioi Place intersection to satisfy their condition for developing the Kai Malu at Wailea residential subdivision. The "temporary" traffic signal, which originally consisted of wooden support poles and span wires, was agreed upon with DOT Maui District based upon the expectation that future permanent improvements would be implemented along Piilani Highway when other development projects were developed.

However, since these development projects have not materialized and will likely be constructed after completion of H2R Development, DOT has requested that the traffic signal at the Piilani Highway/Okolani Drive/Mikioi Place intersection be installed with standard mast arms, which is at a higher cost than the original premise of Armstrong Builders LLC's agreement. H2R is willing to contribute its fair share to append Armstrong Builders LLC's agreement to assist with the cost increase to complete and expedite the installation of the traffic signal.

2. Acknowledgment of DOT. DOT acknowledges that upon H2R's payment to Armstrong Builders LLC as set forth in paragraph 1 above, the Condition will be deemed satisfied in full as to the Property and the H2R Development. However, said payment shall not be deemed to satisfy said Condition No. 11 with respect to the development of any land to which it applies other than the Property defined in Recital A above.

3. Binding Effect. Upon execution of this agreement by the parties this agreement shall become binding and enforceable according to its terms. The rights and obligations of each party named in this agreement shall bind and inure to the benefit of each party and their respective successors and assigns.

4. Authorization. Each party warrants to each other party that the individuals executing this agreement on behalf of the respective parties are authorized to do so.

5. Entire Agreement. This agreement embodies the entire agreement of the parties and supersedes any other agreements and undertakings with respect to the subject matter hereof that may have existed between the parties.

6. Counterparts. The parties hereto agree that this agreement may be executed in counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same instrument, binding all of the parties hereto, notwithstanding that all of the parties are not signatories to the original or the same counterparts. For all purposes, including without limitation, recordation, filing and delivery of this agreement, duplicate and unexecuted and unacknowledged pages of the counterparts may be discarded and the remaining pages assembled as one document.

7. Amendment. Notwithstanding anything provided herein to the contrary, this agreement may be amended only by each party signing a subsequent written agreement which sets forth the amendment.

[Signatures on next page]

IN WITNESS WHEREOF, H2R and DOT have caused these presents to be executed as of the day and year first above written.

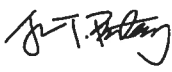
H2R, LLC

By PACIFIC RIM LAND, INC.
Its Manager

By 
RYAN CHURCHILL
Its President

"H2R"

DEPARTMENT OF TRANSPORTATION

By 
Jade Butay
Its Director

"DOT"

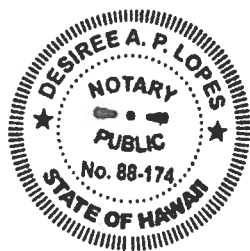
APPROVED AS TO FORM
AND CONTENT:



Fawn Yamada
Deputy Attorney General
State of Hawaii

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On April 27, 2020, before me personally appeared RYAN CHURCHILL, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed this 12-page Memorandum of Agreement dated undated at time of notary in the Second Circuit of the State of Hawaii, as the free act and deed of such person(s), and if applicable, in the capacity(ies) shown, having been duly authorized to execute such instrument in such capacity(ies).



Desiree A. P. Lopes
Print Name: _____
Notary Public, State of Hawaii.

My commission expires: _____

DESIREE A. P. LOPES
My commission expires 3/30/2024

)

) SS.

CITY AND COUNTY OF HONOLULU

)

On _____, before me personally appeared _____, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed this ____-page Memorandum of Agreement dated _____, in the First Circuit of the State of Hawaii, as the free act and deed of such person(s), and if applicable, in the capacity(ies) shown, having been duly authorized to execute such instrument in such capacity(ies).

Print Name: _____
Notary Public, State of Hawaii.

My commission expires: _____

EXHIBIT A

Table 4: Fair Share Assessment
Makena H-2 Fair Share Estimate For Remaining Piilani Highway Widening from Kilohana Drive to Wailea Ike Drive
(Excluding A&B/Ledcor's Kilohana Mauka Widening Improvement)

Project Trips Generated on Piilani Highway	% of total Traffic	Development Description ¹
1523	63.71%	Honua'ula ² - Total AM/PM vehicle trips generated along Piilani Hwy @ intersections with Kilohana and Okolani.
21	0.88%	Makena H-2 ³ - Total AM/PM vehicle trips generated along Piilani Hwy @ intersections with Kilohana and Okolani.
846	35.41%	Makena Resort ⁴ - Total AM/PM vehicle trips generated along Piilani Hwy @ intersections with Kilohana and Okolani. Includes Makena HM and Makena M5/M6/S7/B2 developments.
	\$28,264,814	Construction cost ⁵
	\$2,826,481	Contingency Allowance (10%)
\$31,091,295		TOTAL Costs for Remaining Piilani Highway Widening (Excludes A&B/Ledcor's Kilohana Mauka Widening Improvement)
\$273,208		Fair share cost for Makena H-2 for Remaining Piilani Highway Widening

Notes:

¹ % of total traffic rounded to nearest hundredth of a percentage

² Fair share excludes A&B/Ledcor's Wailea Resort Master Plan development

³ Honua'ula includes the following:

- 26,856 VMX Office Space, 7,485 VMX Commercial Space, 1,150 single family & multi-family residential units

⁴ Makena H-2 includes a 54-unit CPR residential subdivision and 6 additional beach parking stall lots

⁵ Makena Resort includes the following:

Entitled Makena M5/M6/S7/B2 and Makena HM developments included

R-1, R-3, M-1 to M-4, M-7 to M-12, S-1 to S-4, S-6, P-1, P-5 to P-6

⁶ Construction cost reflects remaining portion of Piilani Highway Widening without A&B/Ledcor's Kilohana Mauka Widening improvement. Cost taken from GBI's cost estimate dated June 26, 2019 with removal of the "A&B total"



AUSTIN, TSUTSUMI & ASSOCIATES, INC.
CIVIL ENGINEERS • SURVEYORS

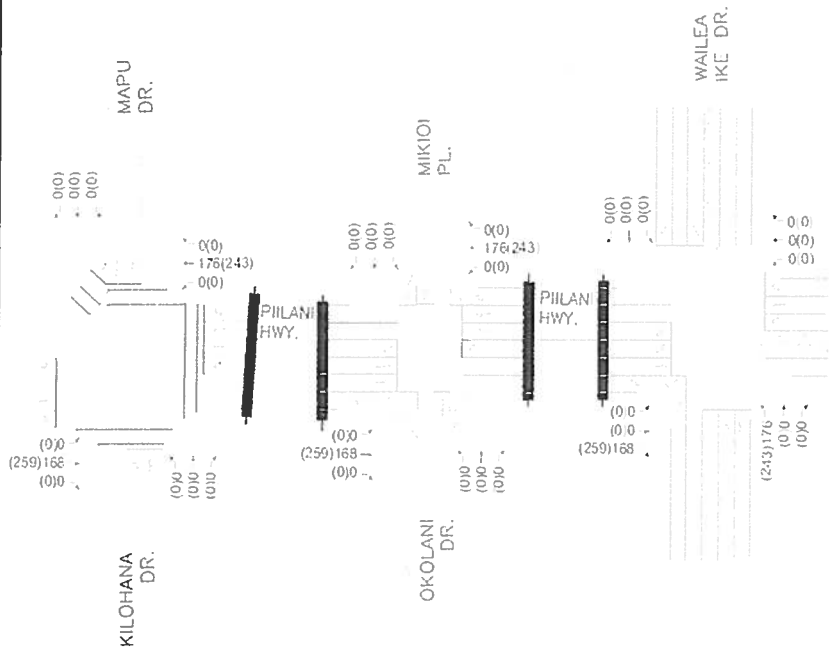
ENCLOSURE A

GBI Piilani Highway Widening Cost Estimate

Table 1: Honuula Trip Generation

Land Use	ITE Code	Independent Variable	AM			PM		
			Enter	Exit	Total	Enter	Exit	Total
Multi-Family Housing (Low-Rise)	210/220	1,150 SF/MF DU	172	526	698	564	333	897
General Office Building	710	26k SF GLA	44	7	51	5	27	32
Shopping Center	820	74k SF GLA	117	72	189	209	226	435
Golf Course	430	21 Acres	3	1	4	2	4	6
Public Park	411	253 Acres	3	2	5	21	17	38

Table 3: Makena Resort Master Plan

Land Use	ITE Code	Independent Variable	AM			PM			Makena Resort AM & PM Trips Impact to Piilani Hwy
			Enter	Exit	Total	Enter	Exit	Total	
Entitled Makena Resort Developments									
Makena HM	210/PB	65 MF DU	54	25	79	46	47	93	
Makena M5/M6/S7/B2	210/230/310 820/826/PB	46 SF DU 112 MF/TVR DU 27,300 SF Retail	65	61	126	62	70	132	
Remaining Makena Resort Developments									
Retail ¹	820	40k SF GLA	107	65	172	132	144	276	
Public Park	411	32 Acres	1	0	1	14	11	25	
Multi-Family Housing (Low-Rise) ²	211/PB	797 MF DU	75	157	232	210	175	385	
Single-Family Detached Housing ²	210/PB	105 SF DU	27	34	61	34	25	59	
Project AM/PM Trips Generated on Piilani Hwy									846

Note:

1. Makena Resort Master Plan Traffic Study dated July 2007 proposed 100,000 SF retail space for parcel B-2. The approved Makena M5/M6/S7/B2 TIAR was reduced to only 27,300 SF of retail space. The July 2007 study also assumed 40,000 SF of retail space for parcel B-1. Since this is not yet constructed, Table 4 reflects 40K SF of remaining retail space.
2. Makena Resort Master Plan Traffic Study dated July 2007 assumed 1,125 total residential dwelling units. The entitled M5/M6/S7/B2 and HM developments are collectively approved for 223 residential dwelling units. Therefore, the remaining number of unapproved dwelling units = 902 DU's. The single-family component reflects the same unit count as the July 2007 study minus S-5 and S-7 parcels, resulting in 105 remaining SF DU. The remainder is the multi-family component = 797 MF DU. Consistent with the July 2007 study, an assumed 70% part-time residence and 30% full-time residence is assumed for all residential units.

Project: PIILANI HIGHWAY WIDENING (Kilohana to Wailea Ike) - PHASING PLAN

From: GOODFELLOW BROS. LLC

Date: JUNE 26, 2019

Item No.	Description	Quantity	UM	Unit Price	TOTAL	Phase 1 Quantity	Phase 1 TOTAL	Phase 2 Quantity	Phase 2 TOTAL
100	MOBILIZATION	1	LS		175,000.00	1.00	150,000.00	1.00	25,000.00
					175,000.00		150,000.00		25,000.00
200	CLEAR & GRUB	10	AC	15,000.00	150,000.00	9.00	135,000.00	1.00	15,000.00
250	DEMO/REMOVALS	1	LS	360,000.00	342,000.00	0.95	342,000.00		-
300	EROSION CONTROL/BMP's	1	LS	302,000.00	256,700.00	0.85	256,700.00		-
350	DUST CONTROL	19	MO	47,500.00	902,500.00	18.00	855,000.00	1.00	47,500.00
400	MASS EXCAVATION	60,000	CY	45.00	2,700,000.00	60,000.00	2,700,000.00	-	-
500	MASS EMBANKMENT	17,500	CY	40.00	700,000.00	17,500.00	700,000.00	-	-
600	DISPOSAL OF MATERIAL	42,500	CY	15.00	637,500.00	42,500.00	637,500.00	-	-
					5,688,700.00		5,626,200.00		62,500.00
700	12" AGG. BASE COURSE	21,193	SY	40.00	847,720.00	15,692	627,680.00	5,501.00	220,040.00
800	4" AC PAVING	21,193	SY	40.00	847,720.00	15,692	627,680.00	5,501.00	220,040.00
900	6" ATB PAVING	21,193	SY	70.00	1,483,510.00	15,692	1,098,440.00	5,501.00	385,070.00
1000	CONC CURB & GUTTER	11,854	LF	40.00	474,160.00	5,582	223,280.00	6,272.00	250,880.00
1100	CONC SIDEWALK	71,556	SF	11.50	822,894.00	33,924	390,126.00	37,632.00	432,768.00
1200	SIGNAGE & STRIPING	1	LS	250,000.00	187,500.00	0.65	162,500.00	0.10	25,000.00
1300	GUARDRAILS	5,316	LF	80.00	425,280.00	5,316	425,280.00	-	-
1400	TRAFFIC SIGNAL SYSTEM (Both Okulani & Wailea Ike)	2	EA	500,000.00	1,000,000.00	2	1,000,000.00	-	-
1600	RET. WALL (4'x6')	1,543	LF	465.00	717,495.00	1,543	717,495.00	-	-
1700	RET. WALL (6'x8')	1,052	LF	660.00	694,320.00	1,052	694,320.00	-	-
1800	RET. WALL (8'x10')	1,563	LF	805.00	1,258,215.00	1,563	1,258,215.00	-	-
1900	RET. WALL (10'x12')	565	LF	1,030.00	581,950.00	565	581,950.00	-	-
2000	RET. WALL (12'x14')	385	LF	2,090.00	804,650.00	385	804,650.00	-	-
2100	RET. WALL (14'x16')	405	LF	2,315.00	937,575.00	405	937,575.00	-	-
2200	RET. WALL (16'x18')	265	LF	2,605.00	690,325.00	265	690,325.00	-	-
2300	RET. WALL (18'x20')	310	LF	2,880.00	892,800.00	310	892,800.00	-	-
2400	RET. WALL (20'x22')	60	LF	3,325.00	199,500.00	60	199,500.00	-	-
2500	RET. WALL (22'x24')	60	LF	3,610.00	216,600.00	60	216,600.00	-	-
2600	RET. WALL (24'x26')	170	LF	3,780.00	642,600.00	170	642,600.00	-	-
2700	6' HIGH SOUND WALL	115	LF	490.00	56,350.00	115	56,350.00	-	-
2800	TRAFFIC CONTROL	1	LS	580,000.00	435,000.00	0.75	435,000.00	-	-
					14,216,164.00		12,682,366.00		1,533,798.00
2900	12" DI PIPE RELOCATION	150	LF	315.00	47,250.00	150	47,250.00	-	-
3000	AC PATCHING	1	LS	15,000.00	15,000.00	1	15,000.00	-	-
3100	TEST & CHLORINATE	1	LS	12,000.00	12,000.00	1	12,000.00	-	-
					74,250.00		74,250.00		-
3200	24" HDPE DRAIN	8,310	LF	270.00	2,243,700.00	8,310	2,243,700.00	-	-
3300	CONC DRAIN MH	17	EA	10,500.00	178,500.00	17	178,500.00	-	-
3400	CONC CATCH BASIN	22	EA	15,000.00	330,000.00	22	330,000.00	-	-
3500	CONC DRAIN INLET	36	EA	13,000.00	468,000.00	36	468,000.00	-	-
3600	CULVERT EXTENSION - < 30"	10	LF	1,000.00	10,000.00	10	10,000.00	-	-
3700	CULVERT EXTENSION - < 42"	38	LF	1,250.00	47,500.00	38	47,500.00	-	-
3800	CULVERT EXTENSION - < 48"	88	LF	1,500.00	132,000.00	88	132,000.00	-	-
4000	CULVERT EXTENSION - > 84"	10	LF	3,000.00	30,000.00	10	30,000.00	-	-
4100	CULVERT EXTENSION - > 120"	112	LF	3,000.00	336,000.00	112	336,000.00	-	-
4200	CULVERT MODIFIED/NEW HEADWALLS	12	EA	58,000.00	696,000.00	12	696,000.00	-	-
4300	HEADWALLS (24" Drain)	7	EA	13,000.00	91,000.00	7	91,000.00	-	-
4400	CONC. INTERCEPTOR DITCH	3,700	LF	250.00	925,000.00	3,700	925,000.00	-	-
4500	MECHANICAL FILTRATION UNITS	1	LS	700,000.00	525,000.00	0.75	525,000.00	-	-
4600	SURFACE RETENTION BASIN	1	LS	123,000.00	123,000.00	1.00	123,000.00	-	-
4700	DRAINAGE STRUCTURE MODIFICATIONS	1	LS	350,000.00	350,000.00	1	350,000.00	-	-
					6,485,700.00		6,485,700.00		-
4800	SITE ELECTRICAL SYSTEM	6,500	LF	250.00	1,625,000.00	6,500	1,625,000.00	-	-
					1,625,000.00		1,625,000.00		-
TOTALS					28,264,814.00		26,643,516.00		1,621,298.00
							Phase 1		Phase 2

Exhibit D.

**Letter to Honua‘ula Partners, LLC,
Requesting Construction Road Access**

H2R, LLC

June 10, 2020

Michael Rosenfeld, Managing Partner
Honua'ula Partners, LLC
c/o Woodridge Capital LLC
1999 Avenue of the Stars, Suite 2850
Los Angeles, CA 90067

Dear Mr. Jencks:

H2R, LLC (H2R) is the owner of a property identified as TMK (2) 2-1-005:085 (Parcel 085). H2R is moving forward with a 53-lot residential project and related infrastructure called H-2 Residential (Project), see attached Project Location Map. Parcel 085 was part of a Change in Zoning (CIZ) approval in 2008 which imposed 44 conditions. One of those conditions, Condition No. 13 reads,

The developer shall provide construction access roads from Pi'ilani Highway to the construction sites. Construction traffic shall be prohibited on Kilohana Drive, Wailea Ike Drive, Wailea Alanui Drive, and Makena Alanui Drive to the extent practicable.

In reviewing the location of the Project and the above listed prohibited roadways for construction traffic, the practicable route would be through your properties identified as TMKs (2) 2-1-008:056 and (2) 2-1-008:071, see attached TMK map.

The Project is currently obtaining a Special Management Area (SMA) permit which includes an Environmental Assessment. If SMA is approved, the Project is anticipated to begin in 2021 and be completed in 2022.

We request that you assess the viability of providing construction access roads through your property during the course of our construction in order to avoid construction access on the roads outlined in Condition 13 to the extent practicable.

If you have any questions, please contact me at leilanip@pacificrimland.com or 808-357-9333.

Sincerely,



Leilani Pulmano

Attachment

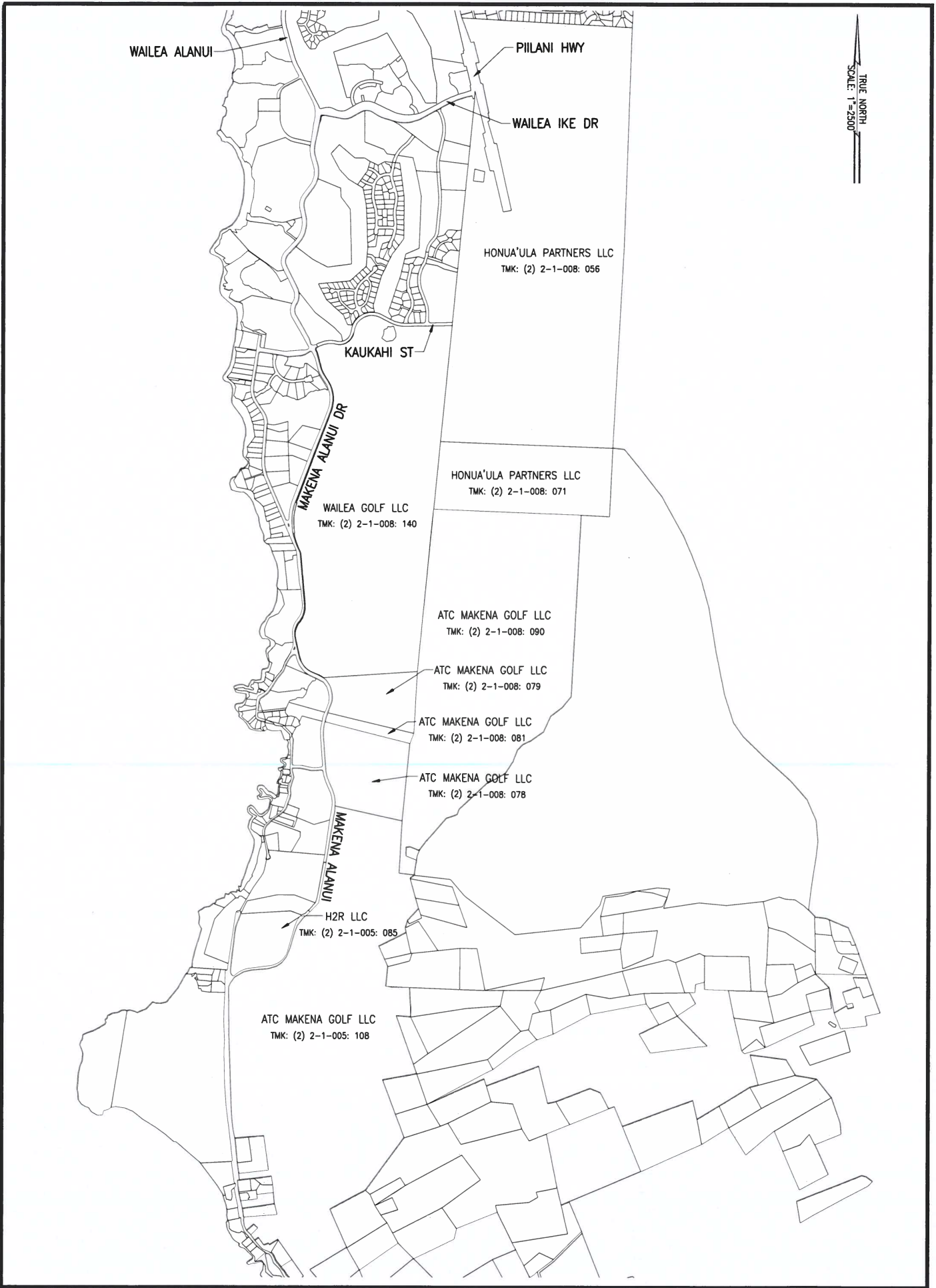


Exhibit D-1.

**Letter to Burrard Group
Requesting Construction Road Access**

H2R, LLC

May 27, 2020

Peter de Zwager
Vice President
Burrard Group
1800-1030 West Georgia Street
Vancouver, B.C. V6E 2Y3

Dear Mr. de Zwager:

H2R, LLC (H2R) is the owner of a property identified as TMK (2) 2-1-005:085 (Parcel 085). H2R is moving forward with a 53-lot residential project and related infrastructure called H-2 Residential (Project), see attached Project Location Map. Parcel 085 was part of a Change in Zoning (CIZ) approval in 2008 which imposed 44 conditions. One of those conditions, Condition No. 13 reads,

The developer shall provide construction access roads from Pi'ilani Highway to the construction sites. Construction traffic shall be prohibited on Kilohana Drive, Wailea Ike Drive, Wailea Alanui Drive, and Makena Alanui Drive to the extent practicable.

In reviewing the location of the Project and the above listed prohibited roadways for construction traffic, one of the practicable route would be through your property identified as TMKs (2) 2-1-008:140, see attached TMK map.

The Project is currently obtaining a Special Management Area (SMA) permit which includes an Environmental Assessment. If the SMA is approved, the Project is anticipated to begin in 2021 and be completed in 2022.

We request that you assess the viability of providing construction access roads through your property during the course of our construction in order to avoid construction access on the roads outlined in Condition 13 to the extent practicable.

If you have any questions, please contact me at everett@dowlingco.com or (808)270-0518.

Sincerely,



Everett Dowling

Attachment

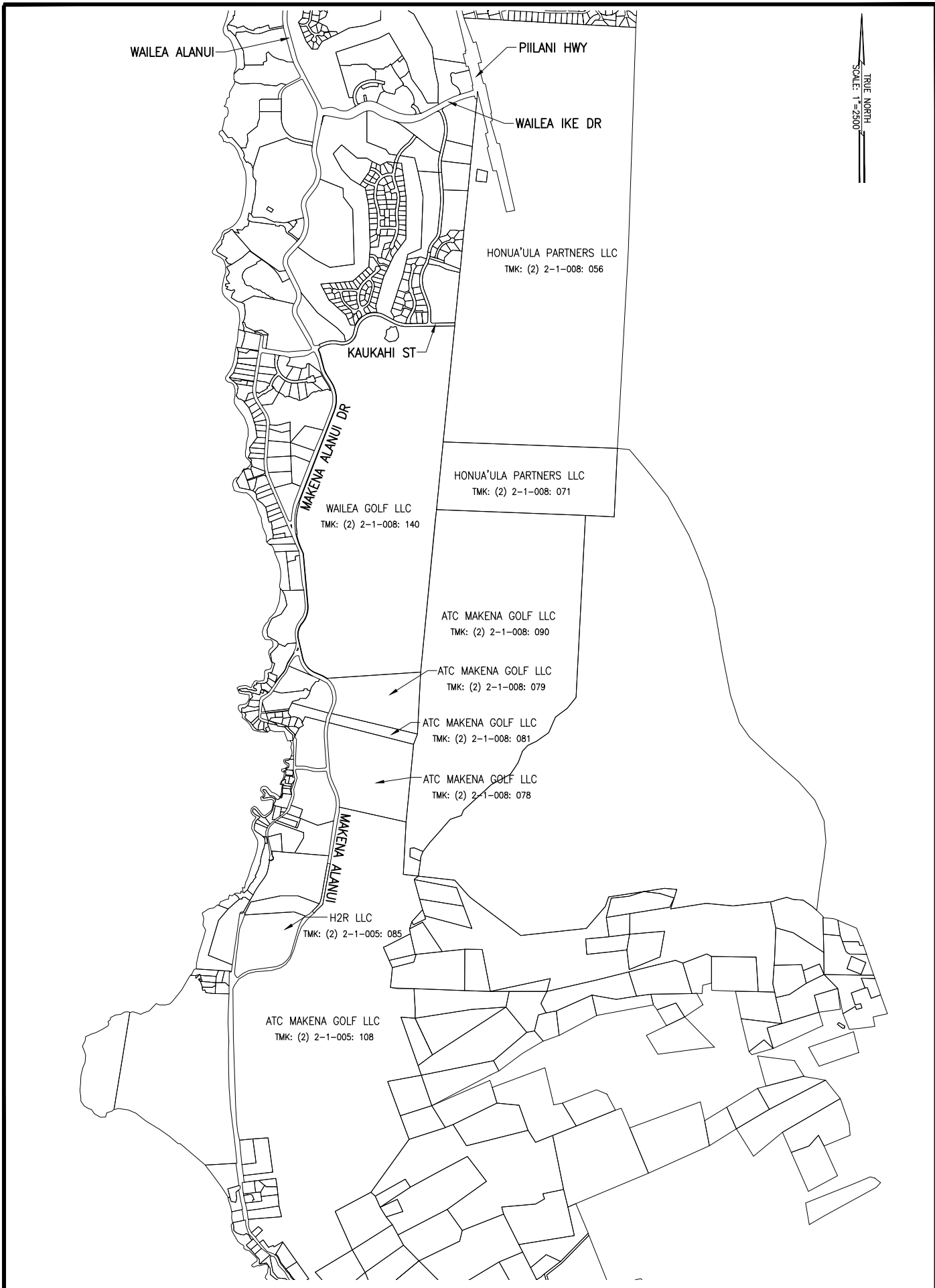


Exhibit D-2.

**Letter to Makena Golf & Beach Club
Requesting Construction Road Access**

H2R, LLC

May 12, 2020

Ka'imi Judd
Vice President of Development
Makena Golf & Beach Club
5415 Makena Alanui Drive
Wailea-Makena, HI 96753

Dear Mr. Judd:

H2R, LLC (H2R) is the owner of a property identified as TMK (2) 2-1-005:085 (Parcel 085). H2R is moving forward with a 53-lot residential project and related infrastructure called H-2 Residential (Project), see attached Project Location Map. Parcel 085 was part of a Change in Zoning (CIZ) approval in 2008 which imposed 44 conditions. One of those conditions, Condition No. 13 reads,

The developer shall provide construction access roads from Pi'ilani Highway to the construction sites. Construction traffic shall be prohibited on Kilohana Drive, Wailea Ike Drive, Wailea Alanui Drive, and Makena Alanui Drive to the extent practicable.

In reviewing the location of the Project and the above listed prohibited roadways for construction traffic, some practicable routes would be through your properties identified as TMKs (2) 2-1-008:090, 079, 081, 078 and/or (2) 2-1-005:085 see attached TMK map.

The Project is currently obtaining a Special Management Area (SMA) permit which includes an Environmental Assessment. If an SMA is approved, the Project is anticipated to begin in 2021 and be completed in 2022.

We request that you assess the viability of providing construction access roads through your property during the course of our construction in order to avoid construction access on the roads outlined in Condition 13 to the extent practicable.

If you have any questions, please contact me at leilanip@pacificrimland.com or 808-357-9333.

Sincerely,



Leilani Pulmano

Attachment

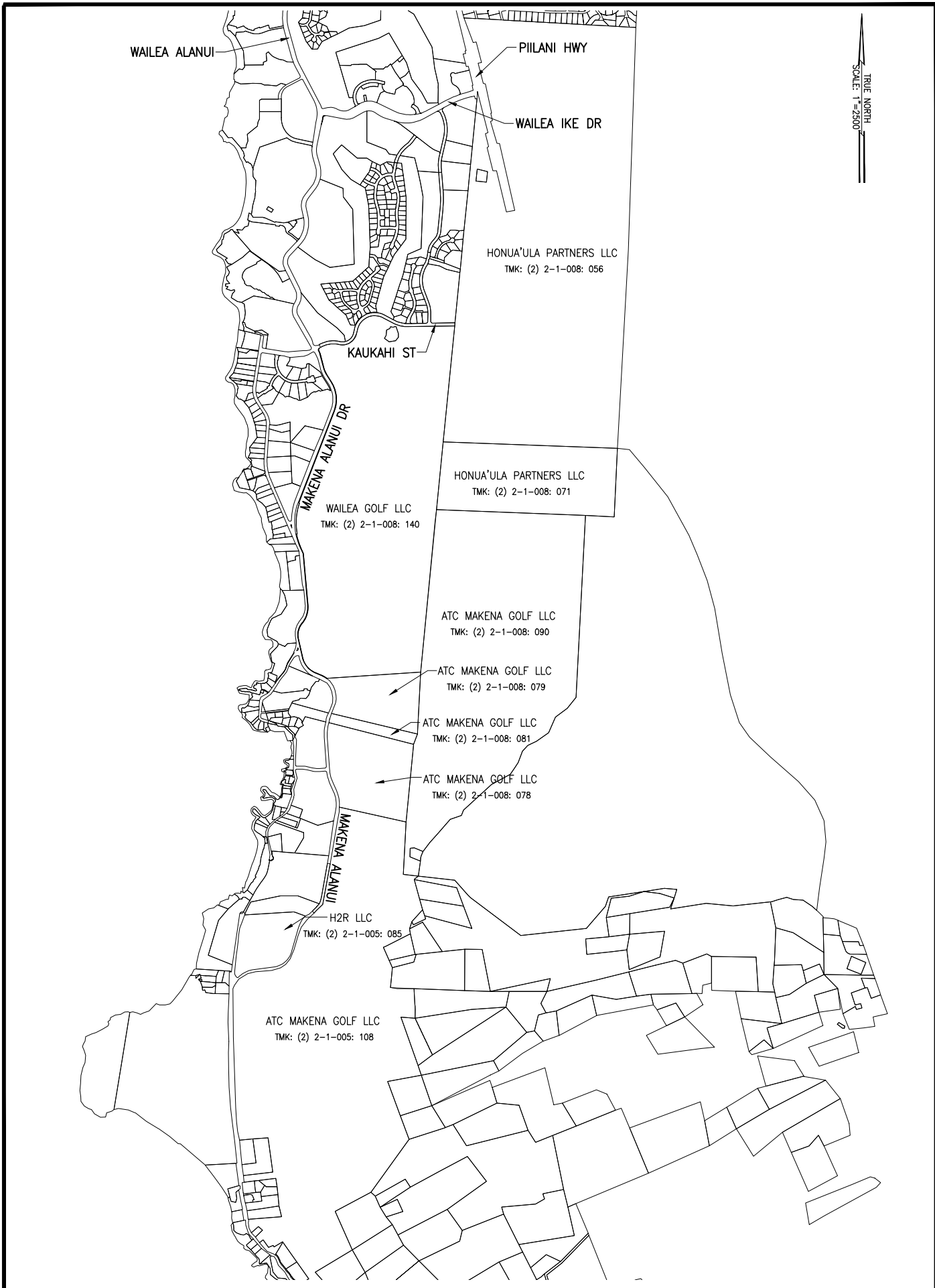


Exhibit E.

Approved Construction Transportation Plan

CONSTRUCTION TRANSPORTATION MANAGEMENT PLAN MAKENA H-2 RESIDENTIAL PROJECT MAKENA, MAUI, HAWAII

FINAL

December 3, 2020

Prepared for:

H2R LLC
2005 Main Street
Wailuku, Hawaii 96793



Austin, Tsutsumi & Associates, Inc.

Civil Engineers • Surveyors

501 Sumner Street, Suite 521

Honolulu, Hawaii 96817-5031

Telephone: (808) 533-3646

Facsimile: (808) 526-1267

E-mail: atahnl@atahawaii.com

Honolulu • Wailuku • Hilo, Hawaii

**CONSTRUCTION TRANSPORTATION
MANAGEMENT PLAN**

MAKENA H-2 RESIDENTIAL PROJECT

Makena, Maui, Hawaii

FINAL

Prepared for

H2R LLC

Prepared by

Austin, Tsutsumi & Associates, Inc.

Civil Engineers • Surveyors
Honolulu • Wailuku • Hilo, Hawaii

December 3, 2020



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TERRANCE S. ARASHIRO, P.E.
ADRIENNE W.L.H. WONG, P.E., LEED AP
DEANNA M.R. HAYASHI, P.E.
PAUL K. ARITA, P.E.
ERIK S. KANESHIRO, L.P.L.S., LEED AP
MATT K. NAKAMOTO, P.E.
GARRETT K. TOKUOKA, P.E.

CONSTRUCTION TRANSPORTATION MANAGEMENT PLAN

MAKENA H-2 RESIDENTIAL PROJECT

Makena, Maui, Hawaii

1. INTRODUCTION

This report documents the findings of a Construction Transportation Management Plan (CTMP) conducted by Austin, Tsutsumi & Associates, Inc. (ATA) for on-site construction work for the Makena H-2 Residential project.

1.1 Project Description

In 2008, The County of Maui (County) rezoned approximately 603 acres of land in Makena, Maui, Hawaii known as Makena Resort. Late 2018, H2R LLC (H2R) acquired a portion of Makena Resort, identified as TMK (2) 2-1-005:085 which is approximately 28 acres, and known as Makena H-2 (hereinafter referred to as "Project"). Consequently, the Project is now independently owned by H2R and not a part of the original Makena Resort ownership group and lands.

H2R proposes to develop the Project as a 53-lot single-family CPR residential development. As part of the Project, the existing 50-stall beach parking lot will be replaced by a larger 57-stall parking lot, located closer to the beach. Potential additional beach parking of up to 33 stalls is also being evaluated as part of the Project. The Project's residential development and beach parking lot will each be serviced by a separate driveway access via Makena Keoneoio Road. Figure 1.1 shows the location of the Project. Figure 1.2 shows the Project site plan.

1.2 Goals and Objectives

As part of the County's rezoning, the Council imposed Condition No. 14 which requires a CTMP as stated below:

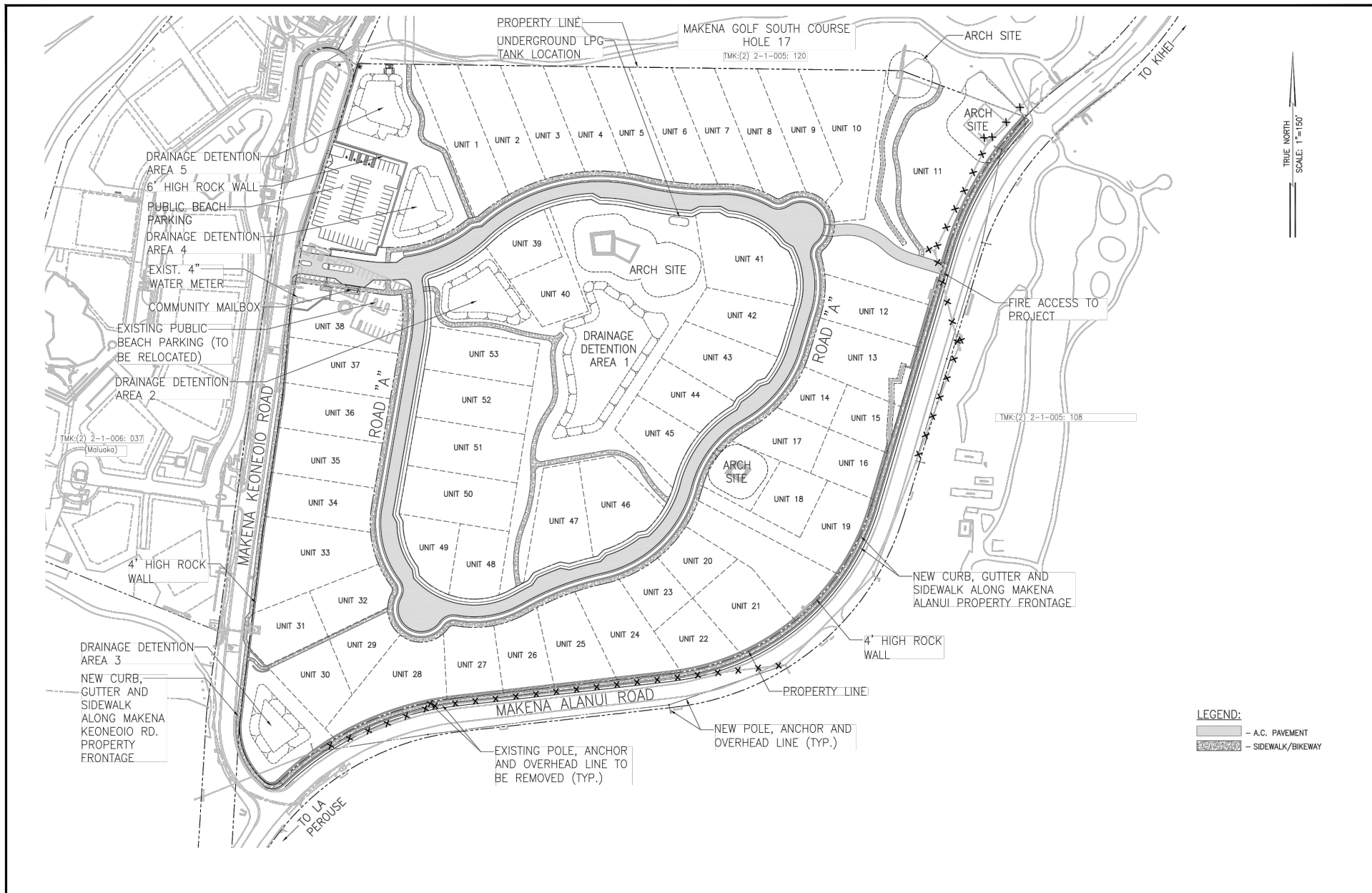
"The developer shall develop and submit a Transportation Management Plan ("TMP"), to be reviewed and approved by the State Department of Transportation, the County Department of Public Works, and the County Department of Transportation. The purpose of the TMP shall be to reduce traffic generated by



construction activity related to the Makena Resort Area. The TMP shall provide for programs such as park and ride, shuttles, and/or restrictions on worker access to ongoing construction activity during peak hour traffic. Upon approval, project contractors shall implement the TMP during construction activities. The developer shall submit an annual report to the State Department of Transportation, the County Department of Public Works, the County Department of Transportation, and the Maui County Council to document the success of the TMP in meeting its benchmarks of reducing traffic during project construction.

The TMP shall be reviewed and approved by the State Department of Transportation, the County Department of Public Works, and the County Department of Transportation prior to issuance of each SMA permit within the Makena Resort Area.”

The CTMP is intended to reduce peak hour vehicle trips generated by construction activity through implementation of transportation, parking and construction management policies geared towards consolidating and reducing construction trips. In compliance with Condition No. 14, this CTMP will be submitted to the State of Hawaii Department of Transportation (HDOT), the County Department of Public Works (DPW), and The County Department of Transportation (MDOT). Additionally, annual reports during the construction period will be submitted to HDOT, DPW, and MDOT to document the success of the CTMP in meeting its benchmarks.





2. EXISTING CONDITIONS

2.1 Roadway System

The following are brief descriptions of the existing roadways studied within the vicinity of the Project:

Piilani Highway – is an undivided, north-south State highway that extends from Mokulele Highway at its intersection with North Kihei Road and continues for approximately seven (7) miles to the south where it terminates at Wailea Ike Drive. In the vicinity of the study area, Piilani Highway is a two-lane principal arterial providing access to Kihei and Wailea. Piilani Highway widens to four (4) lanes north of Kilohana Drive and provides right- and left-turn deceleration/storage lanes at most major intersections along the highway. Within the study area, the posted speed limit is generally 40 mph and decreases to 20 mph in the southbound direction near its terminus at Wailea Ike Drive.

Okolani Drive – is a divided, east-west, four-lane collector roadway from South Kihei Road to Wailea Alanui Drive and narrows to an undivided, east-west, two-lane collector roadway from Wailea Alanui Drive to Piilani Highway. Okolani Drive provides access to numerous residential subdivisions adjacent to the roadway. The posted speed limit is 30 mph.

Wailea Alanui Drive – is a divided, north-south, two-way, four-lane collector roadway with a posted speed limit of 30 miles per hour (mph). This roadway begins to the north at its intersection with Kilohana Drive and terminates at its intersection with Kaukahi Street, continuing as Makena Alanui Road.

Wailea Ike Drive – is a divided, east-west, two-way, four-lane collector roadway that connects Piilani Highway with Wailea Alanui Drive. Wailea Ike Drive provides access to resort, residential and commercial areas. The posted speed limit is 30 mph.

Kilohana Drive – is an undivided, east-west, two-way, two-lane roadway that begins to the east at its intersection with Piilani Highway and Mapu Drive and continues westward until its intersection with South Kihei Road. Kilohana Drive provides access to numerous resorts and residences including Wailea Palms. The posted speed limit is 25 mph.

Mapu Drive – is an undivided, two-way, two-lane roadway that provides access to several condos and vacation rental units from Piilani Highway. It begins to the west at its intersection with Piilani Highway and Kilohana Drive and continues eastward and then curves southward until it ends to the south in a cul-de-sac south of Kupulau Drive. The posted speed limit is 20 mph.

Kaukahi Street – is an undivided, east-west, two-way, two-lane roadway that provides access to residences and businesses including The Fairmont, Wailea Golf Club, Hotel Wailea, Polo Beach Club, Wailea Golf Vistas.

Makena Alanui Road – is an undivided north-south, two-way, two-lane roadway that provides regional access to all of Makena. It begins to the north at a T-intersection with Makena Road and Wailea Alanui Drive and terminates to the south near the Project site at its intersection with Makena Road and Makena Keoneoio Road.



Makena Keoneoio Road – is an undivided north-south, two-way, two-lane local roadway that provides public access to the Maluaka Beach. It begins to the south at a T-intersection with Makena Alanui Road and Makena Road and continues approximately 1,000 feet northward where it forms a loop.

3. CONSTRUCTION PHASE

3.1 Construction Vehicles & Work Times

Over the course of the construction period, traffic volumes will vary according to the schedules and activity taking place. It is anticipated that over the course of the anticipated 16-month construction period, approximately 5-20 worker vehicles, 1-3 equipment vehicles, and 1-10 materials vehicles will access the site daily. This translates to an average 16 construction vehicles and a maximum 22 construction vehicles per day.

Construction work hours will adhere to HDOT, DPW and DOH regulations. Based on the Makena H2 Traffic Impact Analysis Report dated October 4, 2019, which looked at regional traffic south of Kilohana Drive, the AM peak hour generally occurs between 7:45 AM and 8:45 AM and the PM peak hour of traffic occurs between 3:30 PM and 4:30 PM. Based on supplemental observations from ATA, congestion along Piilani Highway between Piikea Avenue and Lipoa Street generally occurs between 7:15 AM and 8:30 AM, primarily due to adjacent schools flanking Lipoa Street and Lipoa Parkway. As a result, it's recommended that the work start time occur at 7:00 AM, prior to the AM peak period and work end time occur at 3:00 PM, prior to the PM peak period.

Another construction-related traffic condition is Condition No. 13, which states:

The developer shall provide construction access roads from Pi'ilani Highway to the construction sites. Construction traffic shall be prohibited on Kilohana Drive, Wailea Ike Drive, Wailea Alanui Drive, and Makena Alanui Drive to the extent practicable.

There are existing substandard dirt roads south of the Piilani Highway terminus. However, access to these substandard dirt roads traverse through multiple private land owners that include Honua'ula LLC, ATC Makena Golf LLC and Wailea Golf LLC. H2R has contacted these landowners to request the feasibility of providing construction access roads through their properties for H2R's construction traffic use. At the time of this report, no landowners have responded. Without permission to use these roads and not knowing its structural integrity, the use of these substandard dirt roads is currently not practicable. H2R will continue to reach out to the landowners through the entitlement and pre-construction phases of development.

3.2 Staging Area

A staging area for construction vehicles and equipment will remain within the Project property.

3.3 Material Deliveries and Loading/Unloading Areas

All material deliveries and loading/unloading will occur on-site and will not impede nearby streets. A minimum amount of construction-related traffic will occur from equipment and material deliveries to and from the Project during peak hours. Whenever possible, construction equipment and material delivered to the site will be during off-peak hours. To the extent feasible, deliveries that must occur during peak hours will be arranged and monitored by the Transportation Coordinator, whose responsibilities are described further in Section 3.5.

3.4 CTMP Initiatives and Programs - Construction Worker Parking

Most of the construction related traffic will stem from individual construction worker vehicles. The following are proposed CTMP initiatives and programs to reduce single-use construction worker vehicles:

3.4.1 Designated On-Site Parking Lot

An on-site parking lot will be designated for construction workers. No construction worker parking will be allowed at any of the beach parking lots or along Makena Alanui Road or Makena Keoneoio Road. To reduce overall on-site construction worker parking, the following on-site parking initiatives should be considered:

- Require a parking fee for onsite parking.
- Limit the number of construction worker parking spaces on-site.
- Provide parking passes for construction worker vehicles to manage onsite parking and restrict other use.

3.4.2 Ridesharing

Ridesharing will be encouraged through the following incentives:

- Reimbursement for utilizing carpooling, vanpooling or other ridesharing programs.
- Provide preferential parking in designated on-site employee parking lot for ridesharers.

3.4.3 Guaranteed Ride Home Program

One factor that discourages ridesharing is the concern for unexpected circumstances that may arise during the workday, such as illness, family emergencies, unanticipated overtime or other unexpected situations that may require an employee to leave work. To alleviate this particular concern, the Guaranteed Ride Home program will guarantee ridesharers a free ride home or to their personal vehicle from a taxi, rideshare cars (such as Uber or Lyft), or shuttle service.

3.4.4 Park-And-Ride Facility

A park-and-ride facility will be identified and designated based on workers' residence locations. There are currently two public park-and-ride locations away from the Project location. One location is in Kahului at the intersection of Puunene Avenue and Kuihelani Highway, and the second is in Maalaea at the intersection of North Kihei Road and Honoapiilani Highway. A third optional location is in Kihei at the Goodfellow Bros. Kihei Baseyard. Construction workers would be able to park their personal vehicles at these park-and-ride locations for carpooling or shuttle service to the Project.



3.5 Transportation Coordinator

- A Transportation Coordinator (TC) will be responsible for managing transportation initiatives described in the above Section 3.1 to 3.4.
- The TC will monitor and manage parking in the onsite construction parking lot as well as the surrounding area, including the beach parking, to ensure that construction workers are not affecting public parking availability by parking off-site. The TC will have the right to tow construction workers' vehicles who violate the construction parking rules. Workers will be required to provide a photo and vehicle license to the TC, who will use that information to police the parking areas.
- The TC will promote, manage and regulate ridesharing, park-and-ride usage and guaranteed ride home initiatives.



4. CONCLUSION

H2R proposes to develop Makena H2 as a 53-lot single-family CPR residential development. As part of the Project, the existing 50-stall beach parking lot will be replaced by a larger 57-stall parking lot, located closer to the beach. Potential additional beach parking of up to 33 stalls is also being evaluated as part of the Project. The construction of the Project is only anticipated to generate an average of 16 construction vehicles and at the height of construction, a maximum 22 construction vehicles per day.

This Construction TMP was prepared to comply with the County Zoning Condition No. 14 and intended to reduce peak hour vehicle trips generated by construction activity through implementation of transportation, parking and construction management policies geared towards consolidating and reducing construction trips.

5. RECOMMENDATIONS

- Avoid construction-related activities during the weekday morning and afternoon peak hours of regional traffic if possible, which occurs at 7:15 AM to 8:45 AM and 3:30 PM – 4:30 PM, respectively. The recommended work start time to occur at 7:00 AM, prior to the AM peak period and work end time occur at 3:00 PM, prior to the PM peak period.
- A staging area for construction vehicles and equipment to remain within the Project property limits.
- All material deliveries and loading/unloading to occur on-site and not impede nearby streets. Whenever possible, construction equipment and material delivered to the site should be during off-peak hours.
- Require workers to park in designated on-site parking lot and monitor parking in the surrounding area, including the beach parking lots, to ensure that worker vehicles are not impacting public parking or roadways. To reduce overall on-site construction worker parking, the following on-site parking initiatives should be considered:
 - Require a parking fee for onsite parking.
 - Limit the number of construction worker parking spaces on-site.
 - Provide parking passes for construction worker vehicles to manage onsite parking and restrict other use.
- Designate a Transportation Coordinator (TC) to manage transportation initiatives. Tasks should include ensuring construction traffic will occur outside the peak periods when possible, managing use of the on-site staging area and parking lot and regulate traffic initiatives and programs such as ridesharing, park-and-ride usage and guaranteed ride home initiatives.



6. REFERENCES

1. Austin, Tsutsumi and Associates, Inc., Traffic Impact Analysis Report for Makena Parcel H-2 Project, October 2019.

Exhibit F.

**State of Hawai'i, Department of Transportation
Approval of Construction and Post-Construction
Transportation Management Plans**

DAVID Y. IGE
GOVERNOR



STATE OF HAWAII
DEPARTMENT OF TRANSPORTATION
869 PUNCHBOWL STREET
HONOLULU, HAWAII 96813-5097

JADE T. BUTAY
DIRECTOR

Deputy Directors
LYNN A.S. ARAKI-REGAN
DEREK J. CHOW
ROSS M. HIGASHI
EDWIN H. SNIFFEN

IN REPLY REFER TO:
HWY-M 2.226-20

August 4, 2020

Ms. Erin Mukai
Project Coordinator
Dowling Company
2005 Main Street
Wailuku, Hawaii 96793

Dear Ms. Mukai:

Subject: Proposed H-2 Residential Project at Makena, Maui, Hawaii
(TMK Nos. (2) 2-1-005:085 and 120 (por))

The Department of Transportation has reviewed and hereby approve the Construction Transportation Management Plan and the Post-Construction Transportation Management Plan, as submitted for the proposed project dated July 2, 2020. This action is part of a requirement of conditions 14 and 15 of Ordinance No. 3613, Bill No. 117 (2008) for a Change in Zoning.

Should you have any questions please call Robin Shishido, District Engineer, Highways Division Maui at (808) 873-3535 or by email at robin.k.shishido@hawaii.gov.

Sincerely,

A handwritten signature in black ink, appearing to read "Jade T. Butay", is written over a horizontal line.

JADE T. BUTAY
Director of Transportation

c: Tyler Fujiwara,
Austin, Tsutsumi & Associates, Inc.
(VIA EMAIL: tfujiwara@atahawaii.com)

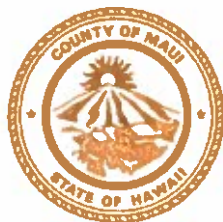
Exhibit G.

**County of Maui, Department of Transportation
Approval of Construction and Post-Construction
Transportation Management Plans**

MICHAEL P. VICTORINO
Mayor

MARC I. TAKAMORI
Director

MICHAEL B. DU PONT
Deputy Director



DEPARTMENT OF TRANSPORTATION
COUNTY OF MAUI
200 SOUTH HIGH STREET
WAILUKU, MAUI, HAWAII 96793
TELEPHONE: (808) 270-7511
FAX: (808) 270-7505

July 31, 2020

Pacific Rim Land
Erin Mukai
Project Coordinator
1300 N. Hlopono Street, Suite 201
Kihei, HI 96753
Via email: erinm@pacificrimland.com

Dear Ms. Mukai,

The County of Maui Department of Transportation is in receipt of your recent letter dated July 16, 2020 requesting the review and approval of H-2 Residential Project's Transportation Management Plan.

After reviewing the following plans:

- Construction Transportation Management Plan, prepared by Austin, Tsutsumi & Associates, Inc., July 2, 2020
- Post-Construction Transportation Management Plan, prepared by Austin, Tsutsumi & Associates, Inc., July 2, 2020

The Department doesn't have any comments and provides approval on the submitted plans.

Should you have any questions, please let me know.

Sincerely,

A handwritten signature in black ink, appearing to be "Marc Takamori".

Marc Takamori, Director
Department of Transportation

Exhibit H.

**County of Maui, Department of Public Works
Approval of Construction and Post-Construction
Transportation Management Plans**

MICHAEL P. VICTORINO
Mayor

ROWENA M. DAGDAG-ANDAYA
Director

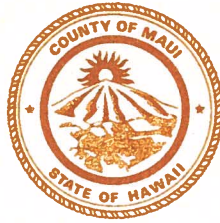
JORDAN MOLINA
Deputy Director

GLEN A. UENO, P.E., L.S.
Development Services Administration

RODRIGO "CHICO" RABARA, P.E.
Engineering Division

JOHN R. SMITH, P.E.
Highways Division

Telephone: (808) 270-7845
Fax: (808) 270-7955



COUNTY OF MAUI
DEPARTMENT OF PUBLIC WORKS
200 SOUTH HIGH STREET, ROOM 434
WAILUKU, MAUI, HAWAII 96793

RECEIVED

NOV 25 2020

PACIFIC RIM LAND, INC.
MAUI MAIN

November 16, 2020

Ms. Erin Mukai
PACIFIC RIM LAND, INC.
1300 North Holocono Street, Suite 201
Kihei, Maui, Hawaii 96753

Dear Ms. Mukai:

**SUBJECT: PROPOSED H-2 RESIDENTIAL PROJECT AT MAKENA
TMK: (2) 2-1-005:085 AND 120 (POR.)**

The County of Maui, Department of Public Works has reviewed and hereby approves the Construction Transportation Management Plan and Post-Construction Transportation Management Plan, submitted for the subject project dated August 20, 2020 and July 2, 2020.

The Department does not have any additional comments.

If you have any questions regarding this correspondence, please call Jordan Molina at 270-7845.

Sincerely,

A handwritten signature in blue ink that reads "Jordan Molina".

FOR

ROWENA M. DAGDAG-ANDAYA
Director of Public Works

RMDA:JM:da
xc: Engineering Division
21005085,120_H-2_residential_proj_at_makena.rtf

Exhibit I.

Approved Post-Construction Transportation Plan

POST-CONSTRUCTION TRANSPORTATION MANAGEMENT PLAN MAKENA H-2 RESIDENTIAL PROJECT MAKENA, MAUI, HAWAII

FINAL

December 3, 2020

Prepared for:

H2R LLC
2005 Main Street
Wailuku, Hawaii 96793



Austin, Tsutsumi & Associates, Inc.

Civil Engineers • Surveyors

501 Sumner Street, Suite 521

Honolulu, Hawaii 96817-5031

Telephone: (808) 533-3646

Facsimile: (808) 526-1267

E-mail: atahnl@atahawaii.com

Honolulu • Wailuku • Hilo, Hawaii

**POST-CONSTRUCTION TRANSPORTATION
MANAGEMENT PLAN**

MAKENA H-2 RESIDENTIAL PROJECT

Makena, Maui, Hawaii

FINAL

Prepared for

H2R LLC

Prepared by

Austin, Tsutsumi & Associates, Inc.

Civil Engineers • Surveyors
Honolulu • Wailuku • Hilo, Hawaii

December 3, 2020



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POST-CONSTRUCTION TRANSPORTATION MANAGEMENT PLAN MAKENA H-2 RESIDENTIAL PROJECT

Makena, Maui, Hawaii

1. INTRODUCTION

This report documents the findings of a Post-Construction Transportation Management Plan (TMP) conducted by Austin, Tsutsumi & Associates, Inc. (ATA) for the Makena H-2 Residential project (hereinafter referred to as the "Project").

1.1 Project Description

In 2008, The County of Maui (County) rezoned approximately 603 acres of land in Makena, Maui, Hawaii known as Makena Resort. Late 2018, H2R LLC (H2R) acquired a portion of Makena Resort, identified as TMK (2) 2-1-005:085 which is approximately 28 acres, and known as Makena H-2 (hereinafter referred to as "Project"). Consequently, the Project is now independently owned by H2R and not a part of the original Makena Resort ownership group and lands.

H2R proposes to develop the Project as a 53-lot single-family CPR residential development. As part of the Project, the existing 50-stall beach parking lot will be replaced by a larger 57-stall parking lot, located closer to the beach. Potential additional beach parking of up to 33 stalls is also being evaluated as part of the Project. Upon full build-out, the Project is only anticipated to generate 32(28) new AM(PM) peak hour trips, respectively. The Project's residential development and beach parking lot will each be serviced by a separate driveway access via Makena Keoneoio Road. Figure 1.1 shows the location of the Project. Figure 1.2 shows the Project site plan.

1.2 Goals and Objectives

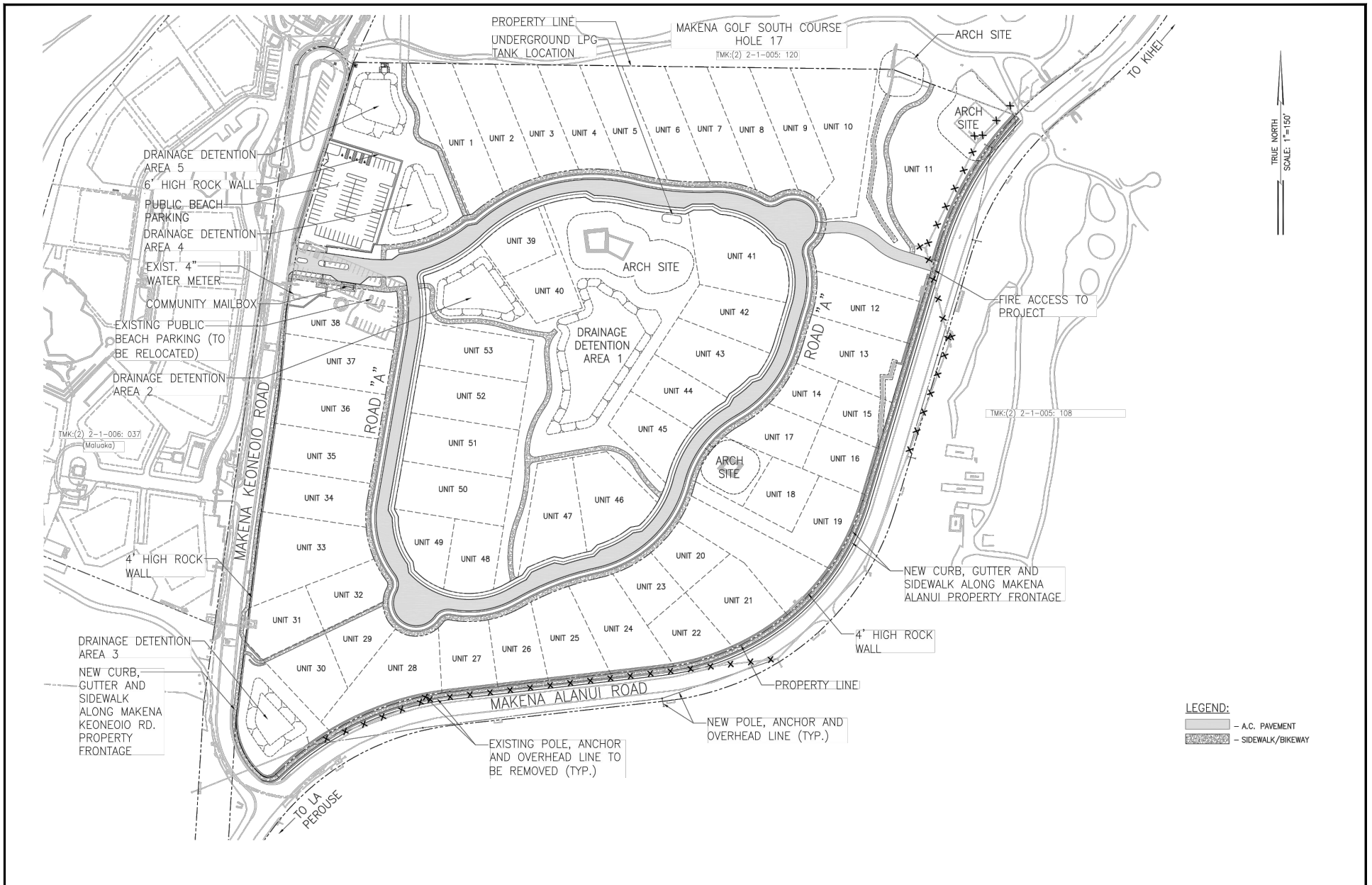
As part of the County's rezoning, the Council imposed Condition No. 15 which requires a TMP as stated below:

"As part of the first SMA application, the developer shall submit a TMP to reduce the dependency on individual vehicular transportation modes. The TMP shall be



reviewed and approved by the State Department of Transportation, the County Department of Public Works, and the County Department of Transportation to address post-construction traffic issues.”

In compliance with Condition No. 15, this TMP will be submitted to the State of Hawaii Department of Transportation (HDOT), the County Department of Public Works (DPW), and The County Department of Transportation (MDOT).



MAKENA H-2
POST-CONSTRUCTION
TRANSPORTATION
MANAGEMENT PLAN

AUSTIN, TSUTSUMI & ASSOCIATES, INC.
ENGINEERS, SURVEYORS • HONOLULU, HAWAII

PROJECT SITE PLAN

FIGURE

1.2

2. EXISTING CONDITIONS

2.1 Roadway System

The following are brief descriptions of the existing roadways studied within the vicinity of the Project:

Piilani Highway – is an undivided, north-south State highway that extends from Mokulele Highway at its intersection with North Kihei Road and continues for approximately seven (7) miles to the south where it terminates at Wailea Ike Drive. In the vicinity of the study area, Piilani Highway is a two-lane principal arterial providing access to Kihei and Wailea. Piilani Highway widens to four (4) lanes north of Kilohana Drive and provides right- and left-turn deceleration/storage lanes at most major intersections along the highway. Within the study area, the posted speed limit is generally 40 mph and decreases to 20 mph in the southbound direction near its terminus at Wailea Ike Drive.

Okolani Drive – is a divided, east-west, four-lane collector roadway from South Kihei Road to Wailea Alanui Drive and narrows to an undivided, east-west, two-lane collector roadway from Wailea Alanui Drive to Piilani Highway. Okolani Drive provides access to numerous residential subdivisions adjacent to the roadway. The posted speed limit is 30 mph.

Wailea Alanui Drive – is a divided, north-south, two-way, four-lane collector roadway with a posted speed limit of 30 miles per hour (mph). This roadway begins to the north at its intersection with Kilohana Drive and terminates at its intersection with Kaukahi Street, continuing as Makena Alanui Road.

Wailea Ike Drive – is a divided, east-west, two-way, four-lane collector roadway that connects Piilani Highway with Wailea Alanui Drive. Wailea Ike Drive provides access to resort, residential and commercial areas. The posted speed limit is 30 mph.

Kilohana Drive – is an undivided, east-west, two-way, two-lane roadway that begins to the east at its intersection with Piilani Highway and Mapu Drive and continues westward until its intersection with South Kihei Road. Kilohana Drive provides access to numerous resorts and residences including Wailea Palms. The posted speed limit is 25 mph.

Mapu Drive – is an undivided, two-way, two-lane roadway that provides access to several condos and vacation rental units from Piilani Highway. It begins to the west at its intersection with Piilani Highway and Kilohana Drive and continues eastward and then curves southward until it ends to the south in a cul-de-sac south of Kupulau Drive. The posted speed limit is 20 mph.

Kaukahi Street – is an undivided, east-west, two-way, two-lane roadway that provides access to residences and businesses including The Fairmont, Wailea Golf Club, Hotel Wailea, Polo Beach Club, Wailea Golf Vistas.

Makena Alanui Road – is an undivided north-south, two-way, two-lane roadway that provides regional access to all of Makena. It begins to the north at a T-intersection with Makena Road and Wailea Alanui Drive and terminates to the south near the Project site at its intersection with Makena Road and Makena Keoneoio Road.



Makena Keoneoio Road – is an undivided north-south, two-way, two-lane local roadway that provides public access to the Maluaka Beach. It begins to the south at a T-intersection with Makena Alanui Road and Makena Road and continues approximately 1,000 feet northward where it forms a loop.

2.2 Existing Pedestrian, Bicycle and Transit Accessibility

The Project is located at the north corner of the Makena Alanui Road/Makena Keoneoio Road intersection. No paved sidewalks, bicycle facilities or bus access are provided in the vicinity of the Project site along Makena Keoneoio Road or Makena Alanui Road, with the exception of an existing paved sidewalk segment on Makena Keoneoio Road along the frontage of the Maluaka residential development. The nearest bus stop location is approximately 3 miles north of the site along Wailea Ike Drive, serviced by the Kihei Island Route #10. There are currently no plans to extend County bus service further south to the Makena region.

3. POST-CONSTRUCTION TRAFFIC MANAGEMENT PLAN

Based on the Makena H2 Traffic Impact Analysis Report dated October 4, 2019, upon full build-out, the Project is only anticipated to generate a total of 32(28) new vehicle trips in the AM(PM) peak hours, respectively. The Project's residential development and beach parking lot will each be serviced by a separate driveway access via Makena Keoneoio Road.

Project generated trips are anticipated to be minimal and will primarily be generated by individual homeowners. These homeowners will likely be using personal vehicles or ridesharing services to get to/from their homes to various attractions such as beaches, restaurants and retail centers, located further north in the Wailea/Kihei regions. Therefore, TMP initiatives will likely have little impact on curbing these minimal regional Project generated vehicle trips, absent a bus service, which is not planned to extend further into Makena.

3.1 Traffic Management Plan Measures

The Project will be installing curb, gutter and sidewalks along its frontage on Makena Alanui Road and Makena Keoneoio Road in addition to marked bike lanes along the Makena Alanui Road frontage and bike sharrow (shared lane) markings along Makena Keoneoio Road. These measures will extend regional connectivity of pedestrian and bike facilities throughout the Wailea-Makena region. In addition to this, H2R will provide a fleet of bicycles, bike racks and golf carts available for use by residents.



4. CONCLUSION

H2R proposes to develop the Project as a 53-lot single-family CPR residential development. As part of the Project, the existing 50-stall beach parking lot will be replaced by a larger 57-stall parking lot, located closer to the beach. Potential additional beach parking of up to 33 stalls is also being evaluated as part of the Project. Upon full build-out, the Project is only anticipated to generate 32(28) new AM(PM) peak hour trips, respectively. This TMP was prepared to comply with the County Zoning Condition No. 15.

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Exhibit J.

**Letter to Department of Planning Regarding
Water Conservation Plan and Dual Waterline
System for H-2 Residential Project**

H2R, LLC

September 17, 2020

Michele Chouteau McLean, Director
County of Maui
Department of Planning
250 S. High Street
Wailuku, Hawaii 96793

**SUBJECT: Proposed H-2 Residential Project at Makena, Maui, Hawaii
Change in Zoning Ordinance No. 3613 – Condition No. 27
TMK Nos.: (2) 2-1-005:085 and 120 (por.)**

Dear Director McLean:

H2R, LLC (H2R), owner of the subject property identified as TMK No. (2) 2-1-005:085 (Parcel 85), is proposing 53 residential lots, beach parking, and related infrastructure, referred to as H-2 Residential (Project) in Makena, Maui, Hawaii.

Parcel 85, as well as TMK No.: (2) 2-1-005:120 (Parcel 120) were part of a Change in Zoning (CIZ) action in 2008. Lands subject to the 2008 CIZ action comprised approximately 603.303 acres. Parcel 85 is approximately 27.825 acres and represents a 5% portion of these lands that were subject to the 2008 CIZ. Of the CIZ lands, Parcel 85 is the only parcel owned by H2R. The remaining 95% of the lands (approximately 575.478 acres) subject to the 2008 CIZ are owned by a separate entity, Makena Golf & Beach Club Owners, and are part of a separate project, Makena Resort. As the subject property is part of the 2008 CIZ, the following condition approved via Ordinance No. 3613, Bill No. 117 (2008) applies to the project:

Condition No. 27:

The developer shall provide a water conservation plan for the Makena Resort Area, approved by the Department of Water Supply, prior to the issuance of any SMA permits. For each project, the developer shall construct a dual waterline system to accommodate the use of non-potable water for landscaping and irrigation purposes prior to the issuance of any building permits.

Pursuant to the above-noted condition, a Water Conservation Plan for Makena Resort was approved by the Department of Water Supply in July 2009, see Exhibit 1, and submitted with the 2010 CIZ Annual Report prepared by Makena Resort. A dual waterline for the use of non-potable water for landscaping and irrigation is designed in the H-2 Residential, see Exhibit 2.

Michele Chouteau McLean, Director

September 17, 2020

Page 2

We are requesting an acknowledgement that Condition No. 27 has been satisfied for the proposed development of the subject property.

Please contact me at 270-5936 or by email at LeilaniP@pacificrimland.com if you have any questions or need any further clarifications.

Sincerely,



Leilani Pulmano

cc: Ann Cua, Planning Department

Enclosures

Exhibit 1

Water Conservation Plan

MAKENA RESORT

Prepared for:

Makena Resort

July 2009

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I. INTRODUCTION

I. INTRODUCTION

A. PROJECT BACKGROUND

The Kihei-Makena region contains an array of land uses, ranging from rural residential communities to commercial centers and master-planned resorts, each interlaced with public parks and other recreational facilities. The area specific to Makena is comprised of open mountainsides, a string of beaches, high-end residences, a world-class resort, and scenic vistas. These characteristics have established this region of Maui as a highly desirable vacation destination.

As this region of South Maui flourished, a resort community master plan better known as Makena Resort Master Plan was developed for approximately 1,860 acres. See **Figure 1**. In November 1998, a request for a Change in Zoning (CIZ) was filed with the County of Maui, Department of Planning. The CIZ request sought to reclassify approximately 603 acres of the 1,860 acres of land encompassed by Makena Resort. In 2007, the lands owned by Makena Resort Corp. were purchased by various entities and affiliated companies, and referred to hereinafter as “Makena Resort”. Makena Resort pursued the County entitlements, and after careful review and deliberation by the Maui County Council, the CIZ was approved in December 2008, and was signed into law January 7, 2009. The CIZ approval was subject to a list of 44 conditions pertaining to cultural resources, environmental protection, recreation, affordable housing, and traffic, among others.

1. CIZ Conditions

One of the 44 conditions, Condition No. 27, required a water conservation plan for Keaka LLC, Makena Golf, LLC, Makena Hotel, LLC, Makena Resort Services LLC, and Makena MF-2&3, LLC, its successors and permitted assigns, referred to hereinafter as “Makena Resort”. The condition reads as follows:

Condition No. 27:

The developer shall provide a water conservation plan for the Makena Resort Area, approved by the Department of Water Supply, prior to the issuance of any SMA permits. For each project, the developer shall construct a dual waterline system to accommodate

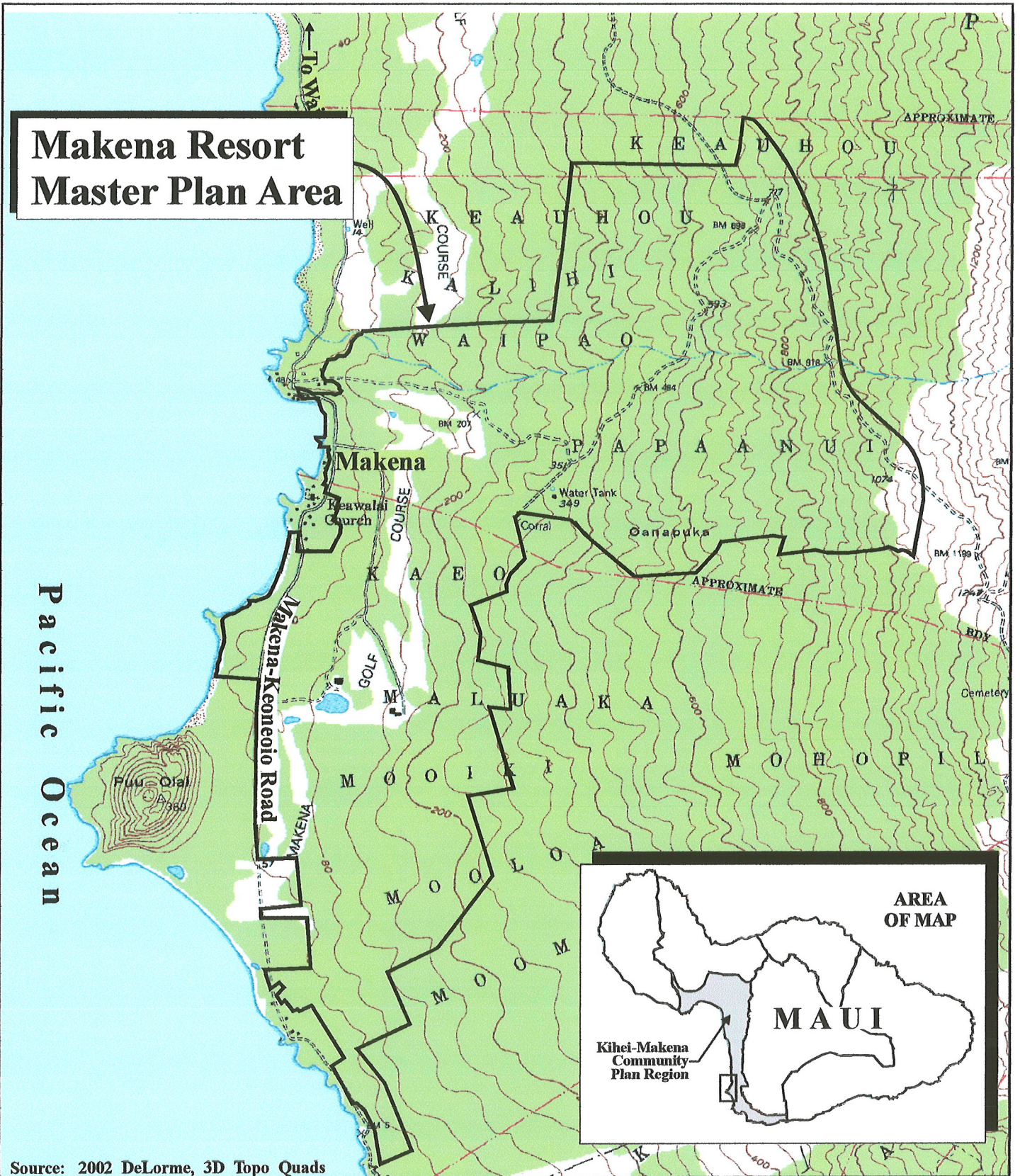


Figure 1

Makena Resort Water Conservation Plan Regional Location Map

NOT TO SCALE



Prepared for: Makena Resort

MUNEKIYO & HIRAGA, INC.

Dowling\MakenaConditions\WaterPlan\REGIONAL

non-potable water for landscaping and irrigation purposes prior to the issuance of any building permits.

B. WATER CONSERVATION PLANNING OBJECTIVES

Pursuant to Condition No. 27 set forth by the CIZ approval, the Water Conservation Plan (WCP) seeks to manage water resources at Makena Resort. The primary objective of this WCP is to encourage water conservation practices through planned improvements and conservation measures that reduce water use. The WCP's goal is to reduce indoor demand for water through water-efficient fixtures and fittings; and reduce landscaping irrigation through the use of non-potable water sources. This WCP will be submitted for review and approval by the County of Maui, Department of Water Supply.

Water is a vital resource and the future residences and businesses of Makena Resort will employ high efficiency water systems to meet the objectives of the WCP through reduction of water consumption throughout Makena Resort.

II. COMMUNITY CONTEXT

II. COMMUNITY CONTEXT

While the Makena Resort Master Plan encompasses resort residences, a world class hotel, and resort-oriented shopping and recreational facilities, the surrounding region contains a varied array of land uses as well. In this context, South Maui attracts a significant number of visitors while accommodating a sizeable population of local residents.

A. SURROUNDING LAND USES

1. Residential

According to the 2006 Socio-Economic Forecast for the County of Maui, the 2005 resident population of the Kihei-Makena region was estimated at 25,609 people, a 67 percent increase from the 1990 population of 15,365 people (Department of Planning, 2006). In concert with this documented population growth, the housing stock of the Kihei-Makena region has also expanded in recent years. Together, the towns of South Maui, namely Kihei, Wailea, and Makena, provide a spectrum of residential neighborhoods, ranging from affordable, single- and multi-family developments to upscale resort-residential and gated communities. Whereas housing in Kihei Town ranges from affordable to market-priced, subdivisions in Wailea and Makena cater to luxury housing markets.

2. Hotels and Resort

Since its early beginnings, the Kihei-Makena region has welcomed a robust visitor population. In 1990, on average, approximately 16,079 tourists stayed in the South Maui area, outnumbering the resident population. Estimates for 2005 show an increase in visitor arrivals, with approximately 19,447 tourists vacationing in the region (Department of Planning, 2006). While Kihei is characterized by a variety of apartment rentals, cottages, and beachfront condominiums, both Wailea and Makena have been developed as master planned resort communities, boasting award-winning spas and world class resorts.

3. Public Services and Facilities

In order to support the ever-growing resident and visitor communities, a number of public services and amenities have been established throughout the region.

a. Police and Fire Protection

Operating out of a substation located at the Kihei Town Center, the Kihei Patrol squad of the County of Maui Police Department covers the Kihei-Makena Community Plan region. Planning has been initiated for a new South Maui Police Station mauka of Pi'ilani Highway in the vicinity of Kanani Road. The project is currently undergoing environmental review and land entitlement amendments.

Fire prevention, protection, and suppression services for the island of Maui are provided by the County of Maui, Department of Fire and Public Safety, which has two (2) stations serving this region: the Kihei Fire Station, which serves Kihei Town, south to Kama'ole Beach Park II; and the Wailea Fire Station, which serves the remainder of South Kihei, south to Makena.

b. Medical Facilities

The only major medical facility on the island is Maui Memorial Medical Center, which is located in Wailuku, approximately 20 miles from the project area. However, a number of medical clinics and doctors' offices offering select medical services are located throughout Kihei and Wailea. These facilities include Kihei Clinic, Wailea Medical Services, Kihei Pediatric Clinic, Kihei Physicians, the Kihei-Wailea Medical Center, Maui Medical Group, and Kaiser Permanente. Meanwhile, planning and design phases of the proposed South Maui Ambulance station have commenced. With an anticipated completion date in 2011, the ambulance station is proposed to be located on Kilohana Drive, adjacent to the Wailea Fire Station.

c. Educational Facilities

The State of Hawai'i, Department of Education (DOE) operates three (3) public schools in the Kihei-Makena region. Kihei Elementary School and Kamali'i Elementary School, each covering grades Kindergarten through 5, are located approximately 2.1 miles apart, both on the makai (west) side of Pi'ilani Highway. Lokelani Intermediate School, which covers grades 6 through 8, is located adjacent to Kihei Elementary School. Of note, the DOE has initiated preliminary planning and design for a new Kihei High School.

Pursuant to site acquisition and land use entitlements, build-out of Kihei High School is anticipated in the next five (5) to ten (10) years.

The Kihei Public Charter High School, offering grades 9 through 12, is located near the northern terminus of Pi'ilani Highway, within the Kihei industrial area.

d. Recreational Facilities

The climate of the South Maui region is decidedly warm and dry, creating optimal conditions for the pursuit of outdoor activities, such as fishing, surfing, jogging, camping, snorkeling, swimming, and windsurfing. In following, the County of Maui has established a variety of public parks along the coast, including Waipu'ilani Park, Kalama Park, and Kama'ole Beach Parks I, II, and III, among others. Other recreational resources include the Kihei Community Center and Aquatic Center, and world-class golf courses and tennis facilities. Meanwhile, Makena State Park, a 165-acre coastal area which includes the popular Big Beach and Little Beach, is well-frequented by both residents and visitors alike.

4. Attractions

An array of natural features and landscapes may be observed in the South Maui region. A prominent physical landmark located within the immediate vicinity of the master plan area is Pu'u Ola'i, a volcanic cinder cone. Further to the south of Pu'u Ola'i lies the 'Ahihi-Kina'u Natural Area Reserve, an area home to a number of rare and endangered native species which is maintained by the State of Hawai'i, Department of Land and Natural Resources. The bays skirting this reserve offer prime snorkeling locations, and a string of beach parks line the entire coastline. Due to their pristine condition, these scenic sites are popular attractions for both residents and visitors.

III. PROJECT OVERVIEW AND DEVELOPMENT PARAMETERS

III. PROJECT OVERVIEW AND DEVELOPMENT PARAMETERS

A. MASTER LAND USE PLAN

Encompassing approximately 1,860 acres of South Maui, the Makena Resort Master Plan includes multi-family and single-family resort residential components, a hotel site, business, retail and commercial areas; and outdoor recreational facilities such as parks and golf courses. Aside from the existing 310 guestrooms and 19 luxury units at Maui Prince Hotel, the Master Plan proposes approximately 849 units, consisting of new hotel rooms, and multi-family and single-family homes. The project area affected by Condition No. 27 is limited to the parcels which were subject to the Change in Zoning (CIZ) action; the 603 acres encompassed by the CIZ project area have approximately 414 units. **Figure 2** exhibits the Master Land Use Plan for Makena Resort.

Current plans for each component of Makena Resort are described below. It is emphasized, however, that these are preliminary plans, subject to change over time.

1. Multi-Family Residential

In total, the master plan dedicates approximately 226 acres to multi-family residential developments, accommodating approximately 475 units. Distributed across the resort property in twelve (12) distinct pockets, these acreages will front stretches of the Makena North and South Golf Courses.

2. Single-Family Residential

Approximately 349 acres of land have been devoted to the development of approximately 217 single-family residential units. Similar to the multi-family lands, these 349 acres are divided amongst seven (7) parcels, distributed throughout the resort property.

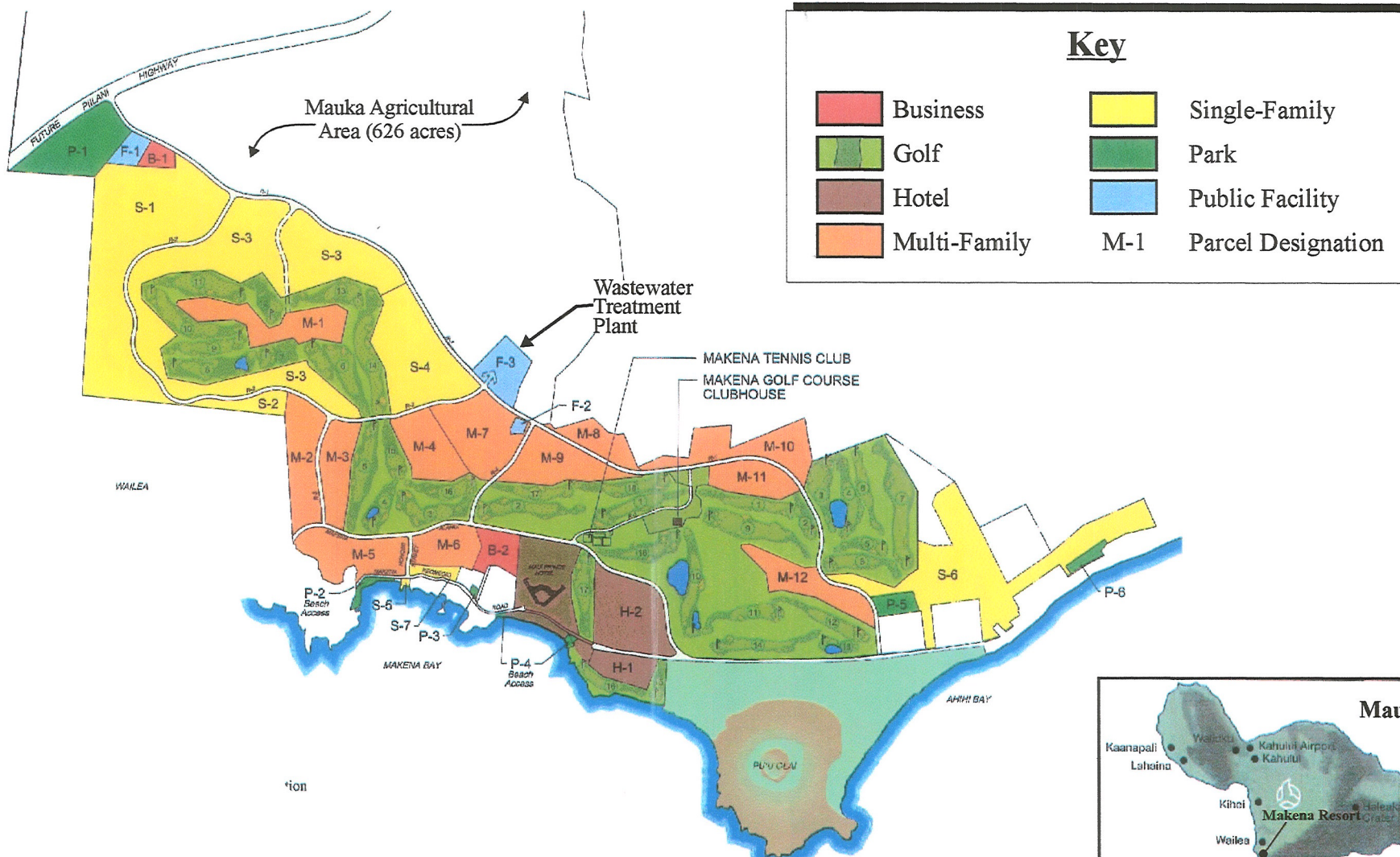


Figure 2

Makena Resort Water Conservation Plan Master Land Use Plan

NOT TO SCALE



Prepared for: Makena Resort

MUNEKIYO & HIRAGA, INC.

Dowling\MakenaConditions\WaterPlan\MasterPlan

3. Hotel

Situated makai of Makena Alanui Road, the Maui Prince Hotel includes 310 guest rooms and 19 luxury units, set atop approximately 38 acres of land fronting the shoreline. In time, however, this facility will be demolished and replaced with a smaller hotel or closed for renovation and subsequent re-opening with less hotel rooms.

4. Village Center

Near the heart of Makena Resort will be a Village Center which will provide for day-to-day needs of residents and guests. Incorporated within this area will be a general store and post office accompanied by a restaurant, cultural center, lecture theater, and other such facilities. This site will be used to support the hotel, golf, and real estate operations of the resort.

5. Parks and Golf Courses

Currently existing within the Makena Resort grounds are the Makena North and South Golf Courses and the Makena Tennis Club, which together, cover an area of approximately 431 acres. In addition to these amenities, the master plan also provides for approximately 35 acres of park lands, scattered in six (6) locations across the resort property.

6. Mauka Agricultural Area

In addition to the multi-family and single-family neighborhoods surrounding the golf courses and *makai* landholdings, the Makena Resort Master Plan also includes an agricultural subdivision located on 626 acres of land in the *mauka* portion of Makena Resort. The 113 units planned for this area will be the last units constructed in Makena Resort.

B. DEVELOPMENT PHASING

At this time, the development of Makena Resort is programmed over a 16-year time span. In sum, the completed development will include approximately 849 resort-residential units. The developer will construct a portion of these 849 units; however, the majority will be custom-built by individual lot owners, with construction operations of the developer limited to site work and related infrastructure and utilities improvements. In effect, although unit

absorption is scheduled over the 16-year duration, construction and sitework activity conducted by the developer will only occur from Project Year 1 through Project Year 11. Construction initiated by individual lot owners will be ongoing through Project Year 16. See **Figure 3**.

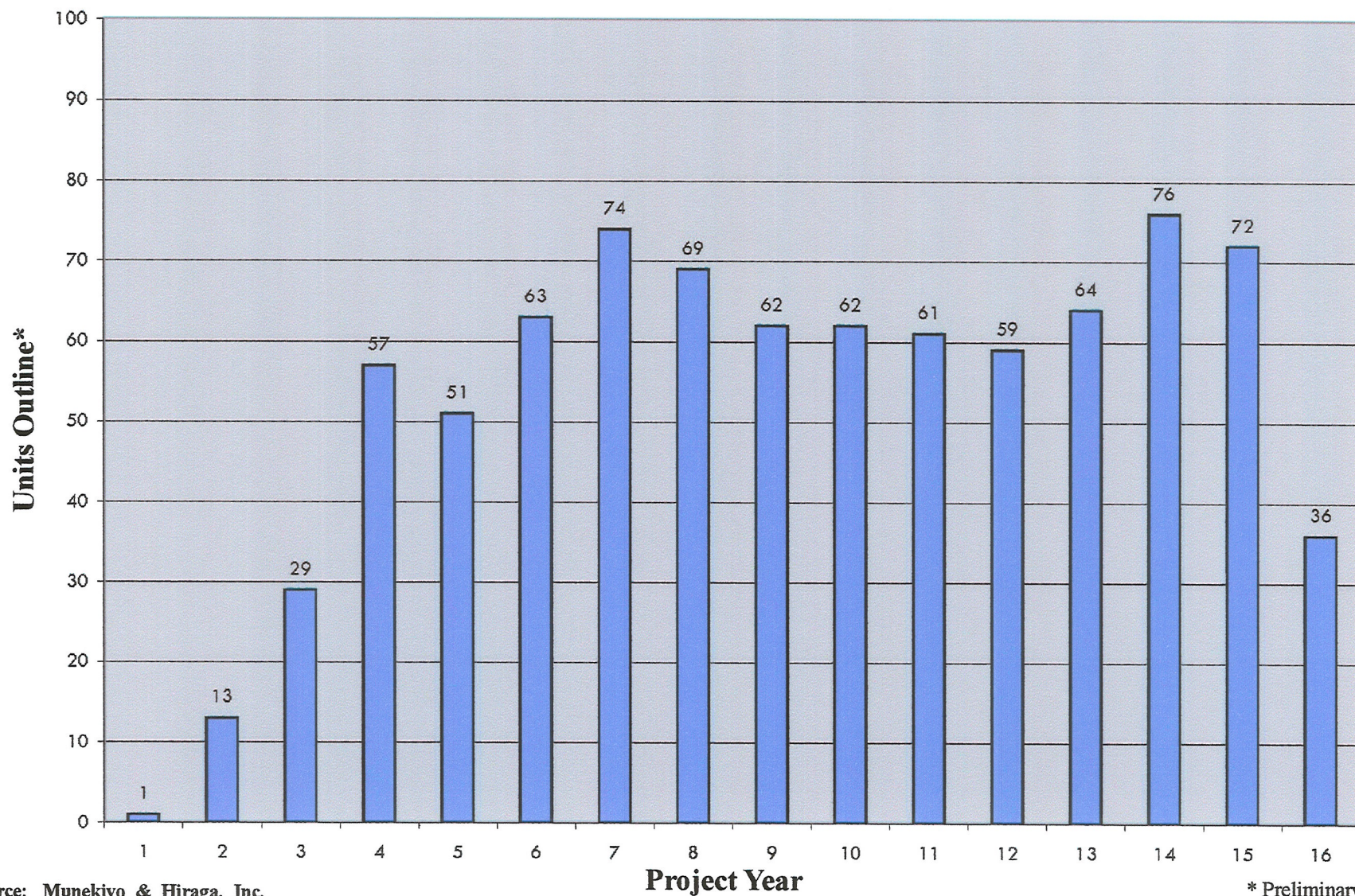


Figure 3

Makena Resort Water Conservation Plan Projections for Unit Absorption

NOT TO SCALE

Prepared for: Makena Resort


MUNEKIYO & HIRAGA, INC.

IV. EXISTING WATER SYSTEMS

IV. EXISTING WATER SYSTEMS

Makena Resort has three (3) existing water sources: (1) potable water from the County of Maui, Department of Water Supply; (2) non-potable water from wells; and (3) existing non-potable water from treated effluent from Makena Resort Wastewater Treatment Plant. The following is a discussion on the existing water systems at Makena Resort.

A. POTABLE WATER

The County of Maui, Department of Water Supply provides potable water service to Makena Resort. This system consists of a network of transmission and distribution lines and reservoirs. Existing 12-inch and 20-inch ductile iron waterlines are located within Makena Alanui Road and a 1.5 million gallon watertank is located approximately 265 feet above sea level. Built by Makena Resort Corp. and turned over to the County of Maui, Department of Water Supply, the water tank serves the Makena area.

B. NON-POTABLE WELLS

Makena Resort owns and operates nine (9) wells that provide approximately 2.4 million gallons per day (MGD) of non-potable water, mainly for irrigation purposes. This non-potable water provides water service for the golf courses and landscaping along Makena Alanui Road within Makena Resort. See **Figure 4** for the location of the wells. The capacities of the wells are illustrated in **Table 1**.

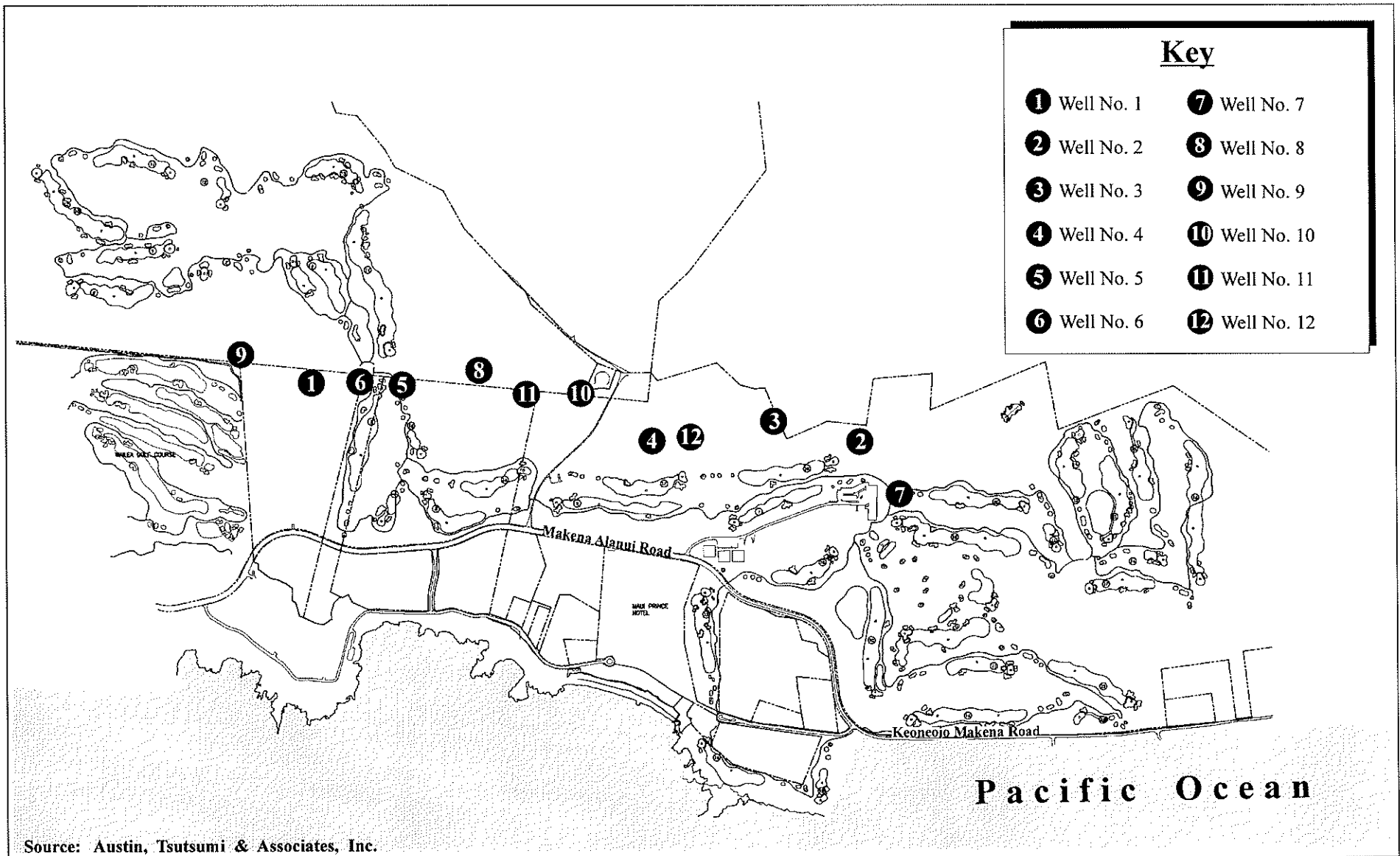


Figure 4 **Makena Resort Water Conservation Plan**
Well Locations

NOT TO SCALE



Prepared for: Makena Resort

MUNEKIYO & HIRAGA, INC.

Table 1. Makena Non-Potable Well Capacities

Well Number	Capacity (GPD)
#1	336,000
#2	288,000
#3	288,000
#4	192,000
#5	384,000
#6	384,000
#8	192,000
#10	192,000
#11	192,000
TOTAL	2,448,000

C. TREATED EFFLUENT FROM WASTEWATER TREATMENT PLAN

A private wastewater treatment plant and reclamation facility is owned and operated by Makena Resort. Refer to **Figure 2** for location. The Makena Resort Wastewater Treatment Plant has a design capacity of 720,000 gallons per day (gpd). As of June 2009, the monthly average daily flow was approximately 80,700 gpd with a maximum daily flow was of 105,000 gpd. The Makena Resort Wastewater Treatment Plant provides a monthly average daily flow of approximately 76,000 gpd of treated effluent for the golf courses, common area landscaping, and construction watering.

V. DESCRIPTION OF WATER CONSERVATION MEASURES

V. DESCRIPTION OF WATER CONSERVATION MEASURES

The objective of Makena Resort Water Conservation Plan is to encourage water conservation practices and measures that reduce water use by specifically reducing indoor demand for water through water-efficient fixtures and fittings; and reduce landscaping irrigation through the use of non-potable water sources. To this end, the following conservation measures will be implemented.

A. UNIVERSAL METERING FOR IRRIGATION WATER

1. Source-Water Metering

Each entity along the irrigation water line benefits from metering. Source metering is essential for water accounting purposes to determine the quantity of water supply. Makena Resort will use metering data to accurately track water usage.

2. Service-Connection Metering

Service-connection metering is needed to inform the end-user of irrigation water use. Meters will be read on a fixed interval once a month. Metering will provide accurate comparisons and analysis. For example, it helps to detect leaks when there is a spike in usage. It also allows for future rate-demand pricing methods where peak usage times are charged a higher rate.

3. Public-Use Water Metering

All irrigation water provided free of charge for public, such as fire hydrant maintenance, use will be metered and read at regular intervals. This will allow Makena Resort to accurately account for water usage for the entire system.

4. Meter Maintenance

Inaccurate meter readings will give misleading information on irrigation water usage, make leak detection difficult, and result in non-potable water waste. Irrigation water meters can be damaged and deteriorate with age, thus all meters should be tested for accuracy and recalibrated on a regular basis. During this process, the Makena Resort will also determine if the meter is appropriately sized. Meters that are too large for an end-user's usage will tend to under-register water usage.

B. IRRIGATION WATER ACCOUNTING AND LOSS CONTROL

Once the irrigation water system is universally metered, Makena Resort's irrigation water accounting systems will track water throughout the system. The system will identify areas that may need attention, particularly large volumes of non-accounted water which includes water for utility purposes (i.e. construction water trucks) and for certain public uses (fire hydrant maintenance). Non-accounted water also includes unauthorized uses, including losses from accounting errors, malfunctioning distribution system controls, thefts, or leaks. This measure will provide valuable data to manage irrigation water properly.

C. WATER AUDITS

Makena Resort currently audits the resort's domestic water use every two (2) months by detailed review of its water bill from the County of Maui, Department of Water Supply. Any spike in water usage is investigated to ensure that water is being used conservatively and leaks are immediately repaired.

In addition, Makena Resort will complete random water audits of its users of irrigation water to ensure minimal water waste.

D. INFORMATION AND EDUCATION

Information and education are critical to the success of any water conservation program. Information and education measures can directly produce water savings when end-users change their water-use habits. These types of water savings are difficult to estimate, however, these measures can enhance the effectiveness of other conservation measures. In

general, end-users that are informed and involved are more likely to support the water conservation planning goals.

Makena Resort will provide irrigation water bills that are both understandable and informative. End-users will be able to identify volume of usage, corresponding rates and quickly identify spikes in usage in comparison to other months. Beyond the basic information, Makena Resort will provide tips on water conservation that help end-users make informed decisions on water use.

Makena Resort will initiate a water conservation advisory committee that will involve the Makena Resort community in the conservation process. The committee's objective will be to provide feedback and help implement its water conservation plan. The committee will consist of a Makena Resort representative, Homeowners Association Presidents, and Building Managers (i.e. Hotel Director of Engineering). The committee will meet quarterly to discuss, among other topics, implementation of water conservation measures.

E. WATER USE STANDARDS

1. Indoor Water Use

The Makena Resort's Design Guidelines will impose standards on new homes with regard to water conserving plumbing fixtures and irrigation equipment. These include flow restrictors at all shower heads and faucets, low-flow toilets and low-flow irrigation heads. Plumbing fixtures specification shall be included in the construction drawings. For example, M-2 and M-3 Design Guidelines for the proposed project require that high-efficiency fixtures and fittings must meet the following requirements:

- The average flow rate of all lavatory faucets must be less than or equal to 2.0 gpm.
- The average flow rate of all shower heads must be less than or equal to 2.0 gpm.
- The average flow rate of all toilets must be less than or equal to 1.3 gallons per flush or toilets must be dual-flush.

In addition, Makena Resort Design Guidelines will impose Energy Star® standards on new homes for dishwashers and clothes washers. Energy Star® qualified

appliances incorporate advanced technologies that use 10 to 50 percent less water than standard models.

Furthermore, future residences will be Leadership in Energy and Environmental Design (LEED) Certified under the U.S. Green Building Council's LEED for Homes Green Building Rating System as required by Makena Resort Design Guidelines. LEED is a nationally recognized standard for design and construction of high-performance green buildings. LEED includes a section for indoor water use that minimizes indoor demand for water through water-efficient fixtures and fittings.

2. Landscaping Water Use

Makena Resort will provide non-potable water from their existing non-potable water wells and treated effluent from the Makena Resort Wastewater Treatment Facility. Each project will consist of a dual waterline system that will provide non-potable water for common area landscaping irrigation use. In addition, each single-family residence will have a dual-line system that users can utilize to reduce potable water use through non-potable water sources.

Additionally, the Makena Resort's Design Guidelines will provide a Plant Palette that requires both water conserving plants and sense of place. The majority of the Plant Palette lists Moderate to High drought tolerant plants. The Design Guidelines also encourage carefully designed irrigation systems that could include drip irrigation, high-efficiency nozzles, and moisture sensors to reduce common area landscape irrigation needs.

VI. SUMMARY

VI. SUMMARY

In summary, Makena Resort's WCP outlines a list of water conservation measures that include water accountability, education, audits and design standards that will reduce indoor demand for water through water-efficient fixtures and fittings. Additionally, the resort will reduce potable water demand for landscaping irrigation through the use of non-potable water sources for common areas, as well as individual single-family residences.

VII. REFERENCES

VII. REFERENCES

"Appliances." Energy Star. U.S. Department of Energy and Environmental Protection Agency. 19 June 2009 <www.energystar.gov>

Haiku Design & Analysis, Maui Water Use and Development Plan Final Candidate Strategies Report Review Draft, March 2009.

Munekiyo & Hiraga, Inc., Application for Change in Zoning, Makena Resort, November 1999.

U.S. Environmental Protection Agency (EPA), *About Smart Growth*, available at: http://www.epa.gov/smartgrowth/about_sg.htm, last updated August 2008.

U.S. Environmental Protection Agency (EPA), *Water Conservation Plan*, available at: <http://www.epa.gov/watersense/pubs/guide.htm>, August 1998.

TO: Jeffrey Eng, Director
Department of Water Supply
200 South High Street
Wailuku, Hawai'i 96793

DATE: July 13, 2009

SUBJECT: Makena Resort

Enclosed is/are:

Copies	Date	Description
1	July 2009	Water Conservation Plan

X	For approval	For your use
	For necessary action	As requested
X	For your review	For your signature
	For your files	Returning

REMARKS: On behalf of Makena Resort we are transmitting the attached Makena Resort Water Conservation Plan for your review and approval.

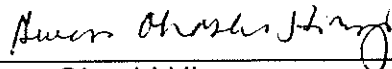
Ordinance No. 3613, entitled "A BILL FOR AN ORDINANCE TO AMEND PORTIONS OF LAND ZONING MAP NOS. 5 AND 514 TO ESTABLISH A-2 APARTMENT DISTRICT, B-2 COMMUNITY BUSINESS DISTRICT, B-R RESORT COMMERCIAL DISTRICT, H-M HOTEL DISTRICT, PK-1 NEIGHBORHOOD PARK DISTRICT, PK-4 GOLF COURSE PARK DISTRICT, R-1 AND R-3 RESIDENTIAL DISTRICT ZONING (CONDITIONAL ZONING) FOR LANDS SITUATED AT MAKENA, MAUI, HAWAII", requires compliance with 44 conditions of zoning. One of the 44 conditions, Condition No. 27, requires a Water Conservation Plan to be developed by Makena Resort. The condition reads as follows:

CONDITION NO. 27:

The developer shall provide a water conservation plan for the Makena Resort Area, approved by the Department of Water Supply, prior to the issuance of any SMA permits. For each project, the developer shall construct a dual waterline system to accommodate the use of non-potable water for landscaping and irrigation purposes prior to the issuance of any building permits.

The Water Conservation Plan is transmitted for your review and approval pursuant to compliance with Makena Resort's Condition No. 27.

Should you have any questions, please contact me at 244-2015.

Signed: 
Gwen Ohashi Hiraga
Principal

GOH:yp

Copy to: Don Fujimoto, Makena Resort (w/out enclosure)

F:\DATA\Downing\Makena Conditions\WaterPlan\DWS.trans.wpd

EXHIBIT G-1.

**Makena Resort Water
Conservation Plan Approval
Letter from County of Maui,
Department of Water Supply**

CHARMAINE TAVARES
Mayor



JEFFREY K. ENG
Director

ERIC H. YAMASHIGE, P.E., L.S.
Deputy Director

DEPARTMENT OF WATER SUPPLY

COUNTY OF MAUI

200 SOUTH HIGH STREET

WAILUKU, MAUI, HAWAII 96793-2155

www.mauiwater.org

July 27, 2009

Ms. Gwen Ohashi-Hiraga, Principal
Munekiyo & Hiraga, Inc.
305 High Street, Suite 104
Wailuku, HI 96793

Dear Ms. Ohashi-Hiraga:

**SUBJECT: WATER CONSERVATION PLAN
MAKENA RESORT**

Thank you for allowing the Department of Water Supply the opportunity to review the "Water Conservation Plan" (July 2009) for Makena Resort. The report is satisfactory and fulfills the requirement of Condition No. 27 of Ordinance No. 3613.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeffrey K. Eng", is written over the word "Sincerely,".

JEFFREY K. ENG
Director

xc: DWS Water Resource & Planning Division w/ report

"By Water All Things Find Life"

The Department of Water Supply is an Equal Opportunity provider and employer. To file a complaint of discrimination, write: USDA, Director, Office of Civil Rights, Room 326-W, Whitten Building, 14th and Independence Avenue, SW, Washington DC 20250-9410. Or call (202) 720-5964 (voice and TDD)



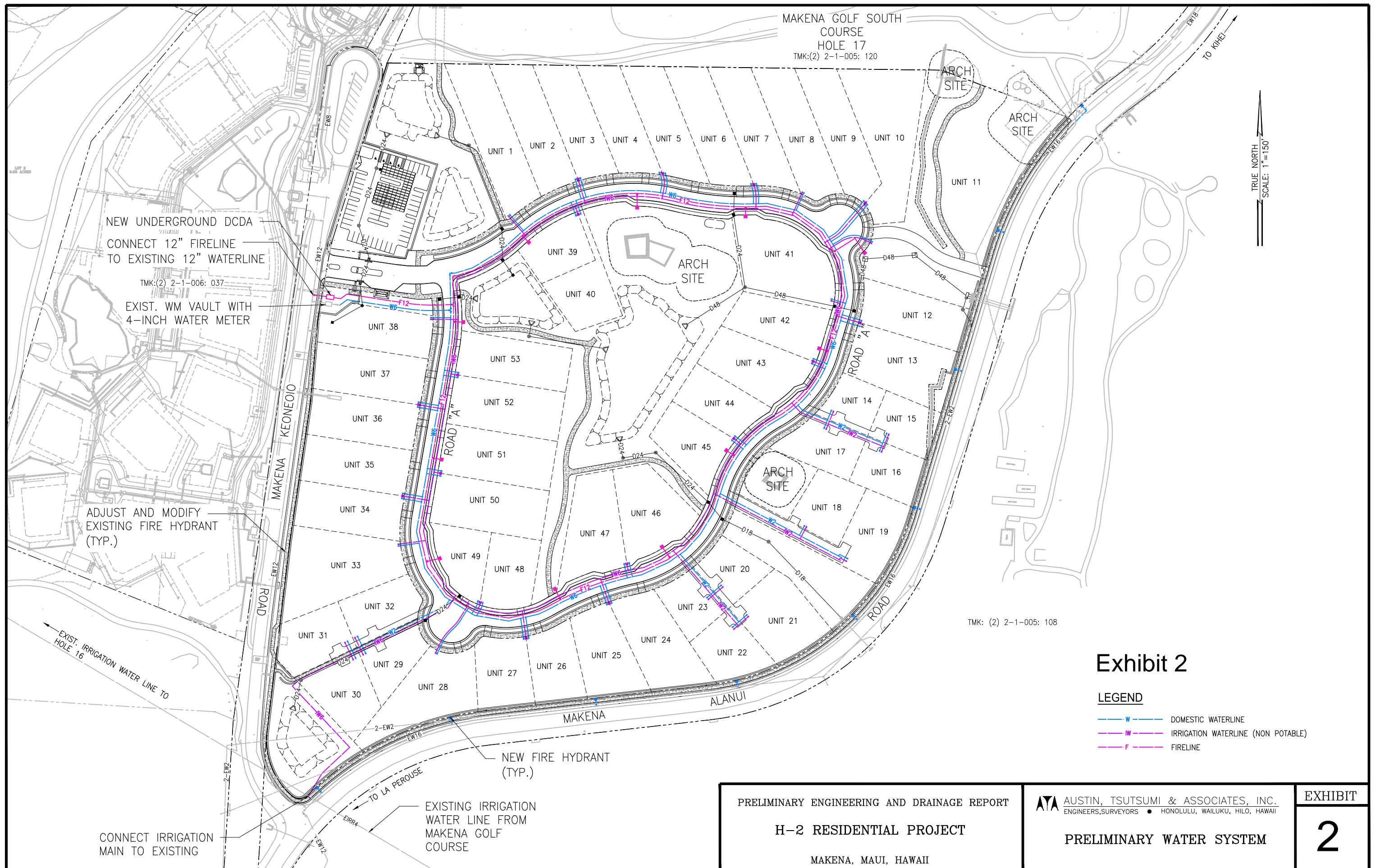


Exhibit K.

**Comment Letters/E-mail from the U.S. Fish and
Wildlife Service, State Department of Land and
Natural Resources, and Nature Conservancy
Regarding the Flora and Fauna Survey**



United States Department of the Interior

FISH AND WILDLIFE SERVICE

Pacific Islands Fish and Wildlife Office
300 Ala Moana Boulevard
Honolulu, Hawaii 96850



In Reply Refer To:
01EPIF00-2019-TA-0225

April 3, 2019

Yukino Uchiyama, Associate
Munekiyo Hiraga
305 High Street, Suite 104
Wailuku, Hawai'i 96793

Subject: Technical Assistance for the Proposed H-2 Residential Project in Mākena, Maui

Aloha Ms. Uchiyama:

The U.S. Fish and Wildlife Service (Service) received your correspondence on March 25, 2019, for the review of a proposed residential housing project and associated improvements in Mākena, Maui [TMKs: 2-1-005:085 and 2-1-005:120 (por.)]. The Service offers the following comments to assist you in your planning process so that impacts to trust resources can be avoided through site preparation, construction, and operation. Our comments are provided under the authorities of the Endangered Species Act of 1973 (ESA), as amended (16 U.S.C 1531 *et seq.*).

The proposed H-2 residential project will consist of 53 residential lots, beach parking, and related infrastructure improvements. Each lot will be the site of a single-family dwelling and related accessory uses. The adjacent lot will include aspects of the archaeological preservation activities needed to meet the requirements of the approved Archaeological Preservation Plan. The project will also include roadway and power pole relocations activities along two public roadways (Mākena Alanui Road and Mākena Keone'ō'io Road).

Based on information you provided and pertinent information in our files, including data compiled by the Hawaii Biodiversity and Mapping Project, six listed animal species that have the potential to either be in or fly through the vicinity of the project area: the federally endangered Hawaiian hoary bat (*Lasiurus cinereus semotus*), Hawaiian petrel (*Pterodroma hawaiiensis*), Hawaiian stilt (*Himantopus mexicanus knudseni*), hawksbill sea turtle (*Eretmochelys imbricata*), green sea turtle (*Chelonia mydas*), and Blackburn's sphinx moth (*Manduca blackburni*).

Avoidance and Minimization Measures

Hawaiian hoary bat

The Hawaiian hoary bat roosts in both exotic and native woody vegetation across all islands and will leave young unattended in trees and shrubs when they forage. If trees or shrubs 15 feet or taller are cleared during the pupping season, there is a risk that young bats could inadvertently be harmed or killed since they are too young to fly or may not move away. Additionally, Hawaiian

hoary bats forage for insects from as low as 3 feet to higher than 500 feet above the ground and can become entangled in barbed wire used for fencing.

To avoid and minimize impacts to the endangered Hawaiian hoary bat we recommend you incorporate the following applicable measures into your project description:

- Do not disturb, remove, or trim woody plants greater than 15 feet tall during the bat birthing and pup-rearing season (June 1 through September 15).
- Do not use barbed wire for fencing.

Hawaiian petrel

Hawaiian seabirds may traverse the project area at night during the breeding, nesting and fledging seasons (March 1 to December 15). Outdoor lighting could result in seabird disorientation, fallout, and injury or mortality. Seabirds are attracted to lights and after circling the lights they may become exhausted and collide with nearby wires, buildings, or other structures or they may land on the ground. Downed seabirds are subject to increased mortality due to collision with automobiles, starvation, and predation by dogs, cats, and other predators. Young birds (fledglings) traversing the project area between September 15 and December 15, in their first flights from their mountain nests to the sea, are particularly vulnerable.

To avoid and minimize potential project impacts to seabirds we recommend you incorporate the following applicable measures into your project description:

- Fully shield all outdoor lights so the bulb can only be seen from below bulb height and only use when necessary.
- Install automatic motion sensor switches and controls on all outdoor lights or turn off lights when human activity is not occurring in the lighted area.
- Avoid nighttime construction during the seabird fledging period, September 15 through December 15.

Hawaiian stilt

Listed Hawaiian waterbirds are found in fresh and brackish-water marshes and natural or man-made ponds. Hawaiian stilts may also be found wherever ephemeral or persistent standing water may occur. Threats to these species include non-native predators, habitat loss, and habitat degradation.

Based on the project details provided, our information suggests that your project has the potential to result in standing water or the creation of open water during construction, thus attracting Hawaiian waterbirds to the site. In particular, the Hawaiian stilt is known to nest in sub-optimal locations (e.g. any ponding water), if water is present. Hawaiian waterbirds attracted to sub-optimal habitat may suffer adverse impacts, such as predation and reduced reproductive success, and thus the project may create an attractive nuisance. If Hawaiian stilts are noted on the project site, we recommend you work with our office so that we may assist you in developing measures to avoid impacts to listed species (e.g., fencing, vegetation control, predator management).

Green and hawksbill sea turtles

Green sea turtles may nest on any sandy beach area in the Pacific Islands. Hawksbill sea turtles exhibit a wide tolerance for nesting substrate (ranging from sandy beach to crushed coral) with nests typically placed under vegetation. Both species exhibit strong nesting site fidelity. Nesting

occurs on beaches from May through September, peaking in June and July, with hatchlings emerging through November and December.

Lighting: Optimal nesting habitat is a dark beach free of barriers that restrict sea turtle movement. Nesting turtles may be deterred from approaching or laying successful nests on lighted or disturbed beaches. They may become disoriented by artificial lighting, leading to exhaustion and placement of a nest in an inappropriate location (such as at or below the high tide line). Hatchlings that emerge from nests may also be disoriented by artificial lighting. Inland areas visible from the beach should be sufficiently dark to allow for successful navigation to the ocean.

To avoid and minimize project impacts to sea turtles from lighting we recommend incorporating the following applicable measures into your project description:

- Avoid nighttime work during the nesting and hatching season (May to December).
- Minimize the use of lighting and shield all project-related lights so the light is not visible from any beach.
 - If lights can't be fully shielded or if headlights must be used, fully enclose the light source with light filtering tape or filters.
- Incorporate design measures into the construction or operation of buildings adjacent to the beach to reduce ambient outdoor lighting such as:
 - tinting or using automatic window shades for exterior windows that face the beach;
 - reducing the height of exterior lighting to below 3 feet and pointed downward or away from the beach; and minimize light intensity to the lowest level feasible and, when possible, include timers and motion sensors.

Blackburn's sphinx moth

The Blackburn's sphinx moth may be in the vicinity of the proposed project area. Adult moths feed on nectar from native plants, including beach morning glory (*Ipomoea pes-caprae*), iliee (*Plumbago zeylanica*), and maiapilo (*Capparis sandwichiana*); larvae feed upon non-native tree tobacco (*Nicotiana glauca*) and native aiea (*Nothocestrum* sp.). To pupate, the larvae burrow into the soil and can remain in a state of torpor for up to a year (or more) before emerging from the soil. Soil disturbance can result in death of the pupae.

We offer the following survey recommendations to assess whether the Blackburn's sphinx moth is within the project area:

- A biologist familiar with the species should survey areas of proposed activities for Blackburn's sphinx moth and its larval host plant tree tobacco prior to work initiation.
 - Surveys should be conducted during the wettest portion of the year (usually November-April or several weeks after a significant rain) and within 4-6 weeks prior to construction.
 - Surveys should include searches for eggs, larvae, and signs of larval feeding (chewed stems, frass, or leaf damage).
 - If moths or the native aiea or tree tobacco over 3 feet tall are found during the survey, please contact the Service for additional guidance to avoid take.

If no Blackburn's sphinx moth, aiea, or tree tobacco are found during surveys, it is imperative that measures be taken to avoid attraction of Blackburn's sphinx moth to the project location and

prohibit tree tobacco from entering the site. Tree tobacco can grow greater than 3 feet tall in approximately 6 weeks. If it grows over 3 feet, the plants may become a host plant for Blackburn's sphinx moth. We therefore recommend that you:

- Remove any tree tobacco less than 3 feet tall.
- Monitor the site every 4-6 weeks for new tree tobacco growth before, during and after the proposed ground-disturbing activity.
 - Monitoring for tree tobacco can be completed by any staff, such as groundskeeper or regular maintenance crew, provided with picture placards of tree tobacco at different life stages.

If this potential project should receive federal funding, federal permits, or any federal authorization, it will require a Section 7 consultation with the Service. The Service only conducts Section 7 consultations with the federal action agency or their designated representative.

Thank you for participating with us in the protection of our endangered species. If you have any further questions or concerns regarding this consultation, please contact John Vetter, Fish and Wildlife Biologist, 808-792-9406, e-mail: john_vetter@fws.gov. When referring to this project, please include this reference number: **01EPIF00-2019-TA-0225**.

Sincerely,

MICHELLE
BOGARDUS

Digitally signed by
MICHELLE BOGARDUS
Date: 2019.04.03 20:56:10
-10'00'

Michelle Bogardus
Island Team Leader
Maui Nui and Hawaii Island



December 10, 2019

Michelle Bogardus, Island Team Leader
Maui Nui and Hawaii Island
U.S. Fish and Wildlife Service
300 Ala Moana Boulevard
Honolulu, Hawai'i 96850

SUBJECT: Chapter 343, Hawai'i Revised Statutes, Early Consultation for the
Proposed H-2 Residential Project at TMKs (2)2-1-005:085 and 120
(por.), Mākena, Maui, Hawai'i (Refer to: 01EPIF00-2019-TA-0225)

Dear Ms. Bogardus:

Thank you for your letter dated April 3, 2019, providing early consultation comments for the proposed H-2 Residential Project at Mākena, Maui, Hawai'i. On behalf of H2R, LLC (Applicant), we offer the following information in response to the comments noted in your letter:

We acknowledge that six (6) listed animal species (Hawaiian hoary bat, Hawaiian petrel, Hawaiian stilt, hawksbill sea turtle, green sea turtle, and Blackburn's sphinx moth) have the potential to either be in or fly through the vicinity of the project area.

- **Hawaiian Hoary Bat**

During the biological resources survey for the project (a copy of which will be included in the Draft Environmental Assessment (EA)), one (1) bat was seen in flight and bat activity was detected at two (2) locations by a bat detector device. We acknowledge that woody plants greater than 15 feet tall will not be disturbed, removed, or trimmed during the bat birthing and pup-rearing season (June 1 through September 15). Further, barbed wire for fencing will not be used within the project.

- **Hawaiian Petrel**

The Hawaiian Petrel was not recorded during the biological resources survey. Nevertheless, fully shielded outdoor lights shall be installed so the bulb can only be seen from below bulb height and only used when necessary.

Automatic motion sensor switches and controls shall be installed on all outdoor lights, where appropriate, or turned off when human activities are not occurring in the lighted areas.

Also, no nighttime construction shall occur during the seabird fledging period (September 15 through December 15).

- **Hawaiian Stilt**

The Hawaiian Stilt was not observed during the biological resources survey. The existing topographic conditions of the project area consist of a deep water table under lava rock, and therefore, the creation of open water that attracts Hawaiian waterbirds is not expected as a result of the project.

- **Green and Hawksbill Sea Turtles**

The project area's seaward boundary is several hundred feet from Maluaka Beach and across rocky terrain. As such, sea turtles are not expected to nest within the project area and due to the distance of the project area from Maluaka Beach, lighting from the project is not expected to adversely impact sea turtles that may be in the area.

- **Blackburn's Sphinx Moth**

Although the Blackburn's sphinx moth was not observed during the biological resource survey, four (4) small tobacco tree plants less than 3 feet tall were identified within the project area. These tobacco tree plants have been removed following U.S. Fish and Wildlife Service guidelines to avoid attraction of Blackburn's sphinx moth. As recommended, the site is being monitored to ensure no new tree tobacco is established on the project area.

It is noted that the project will not receive any federal funding, federal permits, or federal authorizations.

Michelle Bogardus, Island Team Leader
December 10, 2019
Page 3

We appreciate your input and will include a copy of your comment letter and this response letter in the Draft EA for the project. Should you have any questions or require additional information, please feel free to contact me at 983-1233.

Very truly yours,

A handwritten signature in cursive script that reads "Yukino Uchiyama".

Yukino Uchiyama, AICP
Associate

YU:yp

cc: Brian Ige, Dowling Company
Leilani Pulmano, H2R, LLC

K:\DATA\H2R LLC\H-2 Condominium\Applications\EC\EC Response\USFWS.doc

DAVID Y. IGE
GOVERNOR OF HAWAII



STATE OF HAWAII
DEPARTMENT OF LAND AND NATURAL RESOURCES
DIVISION OF FORESTRY AND WILDLIFE
1151 PUNCHBOWL STREET, ROOM 325
HONOLULU, HAWAII 96813

SUZANNE D. CASE
CHAIRPERSON
BOARD OF LAND AND NATURAL RESOURCES
COMMISSION ON WATER RESOURCE MANAGEMENT

ROBERT K. MASUDA
FIRST DEPUTY

M. KALEO MANUEL
DEPUTY DIRECTOR - WATER

AQUATIC RESOURCES
BOATING AND OCEAN RECREATION
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CONSERVATION AND COASTAL LANDS
CONSERVATION AND RESOURCES ENFORCEMENT
ENGINEERING
FORESTRY AND WILDLIFE
HISTORIC PRESERVATION
KAHOOLAWE ISLAND RESERVE COMMISSION
LAND
STATE PARKS

April 18, 2019

MEMORANDUM

TO: RUSSELL Y. TSUJI, Administrator
Land Division

FROM: DAVID G. SMITH, Administrator DES
Division of Forestry and Wildlife

SUBJECT: Division of Forestry and Wildlife Comments on the Early Consultation
Request for the Proposed H-2 Residential Project, Mākena, Maui

The Department of Land and Natural Resources, Division of Forestry and Wildlife (DOFAW) has received your early consultation request for the proposed H-2 Residential Project in Mākena on the island of Maui, TMKs: (2) 2-1-005:085 and (2) 2-1-005:120 (por.). The proposed residential project would consist of construction of 53 single family dwellings, beach parking, and roadway, power pole, and other related improvements on approximately 28 acres of land.

The State listed Hawaiian Hoary Bat or 'Ōpe'ape'a (*Lasiurus cinereus semotus*) has the potential to occur in the vicinity of the project area and may roost in nearby trees. Site clearing should be timed to avoid disturbance during the bat birthing and pup rearing season (June 1 through September 15). If this cannot be avoided, woody plants greater than 15 feet (4.6 meters) tall should not be disturbed, removed, or trimmed without consulting DOFAW. Barbed wire should be avoided for any construction because bat mortalities have been documented as a result of becoming ensnared by barbed wire during flight.

We note that artificial lighting can adversely impact seabirds that may pass through the area at night by causing disorientation. This disorientation can result in collision with manmade artifacts or grounding of birds. For nighttime lighting that might be required, DOFAW recommends that all lights be fully shielded to minimize impacts. Nighttime work that requires outdoor lighting should be avoided during the seabird fledging season from September 15 through December 15. This is the period when young seabirds take their maiden voyage to the open sea.

For illustrations and guidance related to seabird-friendly light styles that also protect the dark, starry skies of Hawai'i please visit: <https://dlnr.hawaii.gov/wildlife/files/2016/03/DOC439.pdf>.

State listed waterbirds such as the Hawaiian Duck (*Anas wyvilliana*), Hawaiian Stilt (*Himantopus mexicanus knudseni*), Hawaiian Coot (*Fulica alai*), and Hawaiian Goose or Nēnē (*Branta sandvicensis*) have the potential to occur in the vicinity of the proposed project site. It is against State law to harm or harass these species. If any of these species are present during

construction activities, then all activities within 100 feet (30 meters) should cease, and the bird should not be approached. Work may continue after the bird leaves the area of its own accord. If a nest is discovered at any point, please contact the Maui DOFAW Office at (808) 984-8100.

The State listed Blackburn's Sphinx Moth (BSM; *Manduca blackburni*) has a historic range that encompasses the project area. Larvae of BSM feed on many nonnative hostplants that include tree tobacco (*Nicotiana glauca*) which grows in disturbed soil. We recommend contacting our Maui DOFAW Office at (808) 984-8100 for further information about where BSM may be present and whether a vegetation survey should be conducted to determine the presence of plants preferred by BSM.

To avoid harm to BSM, DOFAW recommends removing plants less than one meter in height or during the dry time of the year. If you remove tree tobacco over one meter in height or disturb the ground around or within several meters of these plants they must be checked thoroughly for the presence of eggs and larvae.

DOFAW recommends surveying for rare and endangered plants that may occur in the area. If any of these species are found, please notify DOFAW at (808) 587-0166.

DOFAW recommends using native plant species for landscaping that are appropriate for the area (i.e. climate conditions are suitable for the plants to thrive, historically occurred there, etc.). Please do not plant invasive species. DOFAW recommends consulting the Hawai'i-Pacific Weed Risk Assessment website to determine the potential invasiveness of plants proposed for use in the project (<https://sites.google.com/site/weedriskassessment/home>).

You should avoid importing to Maui soil or other plant material from off-island. Soil and plant material may have fungi (e.g. Rapid 'Ōhi'a Death) and other pathogens that could harm our native species and ecosystems. We recommend consulting the Hawai'i Interagency Biosecurity Plan at <http://dlnr.hawaii.gov/hisc/plans/hibp/> in planning, design, and construction of the project.

DOFAW is concerned about attracting vulnerable birds to areas, particularly the drainage retention area, which may host nonnative predators such as cats, rodents, and mongoose. Nearby Pu'u Olai and Mākena State Park support protected wildlife, including seabirds and endangered waterbirds, and are currently impacted by feral cats. The project should prohibit and prevent the feeding of feral cats and any other activities that may exacerbate the problem. Additionally, the project and associated beach parking improvements are likely to increase the number of users and may generate more trash. We recommend taking action to minimize predator presence; remove cats, place bait stations for rodents and mongoose, and provide covered trash receptacles.

We appreciate your efforts to work with our office for the conservation of our native species. Should the scope of the project change significantly, or should it become apparent that threatened or endangered species may be impacted, please contact our staff as soon as possible. If you have any questions, please contact Jim Cogswell, Wildlife Program Manager at (808) 587-4187 or James.M.Cogswell@hawaii.gov.

Signature:



Email: david.g.smith@hawaii.gov



MUNEKIYO HIRAGA

Planning. Project Management. Sustainable Solutions.

Michael T. Munekiyo
CHAIRMAN

Karlynn K. Fukuda
PRESIDENT

Mark Alexander Roy
VICE PRESIDENT

Tessa Munekiyo Ng
VICE PRESIDENT

December 10, 2019

Russel Tsuji, Land Administrator
State of Hawai'i
Department of Land and Natural Resources
Land Division
P.O. Box 621
Honolulu, Hawai'i 96809

SUBJECT: Chapter 343, Hawai'i Revised Statutes, Early Consultation for the
Proposed H-2 Residential Project at TMKs (2)2-1-005:085 and 120
(por.), Mākena, Maui, Hawai'i

Dear Mr. Tsuji:

Thank you for your letter dated April 18 and April 25, 2019, providing early consultation comments for the proposed H-2 Residential Project at Mākena, Maui, Hawai'i. On behalf of H2R, LLC, we offer the following information in response to the comments noted in your letters:

1. Division of Aquatic Resources

We acknowledge that the Division of Aquatic Resources has no comments on the proposed project.

2. Engineering Division

Thank you for providing the flood zone information. The Draft Environmental Assessment (EA) will include a discussion regarding the Flood Hazard Zone designation for the project site.

3. Division of Forestry and Wildlife

a. Hawaiian Hoary Bat

During the biological resources survey for the project (a copy of which will be included in the Draft Environmental Assessment (EA)), one (1) bat was seen in flight and bat activity was detected at two (2) locations by a bat

detector device. We acknowledge that woody plants greater than 15 feet tall will not be disturbed, removed or trimmed during the bat birthing and pup-rearing season (June 1 through September 15). Further, barbed wire for fencing will not be used within the project.

b. Seabirds

The Hawaiian Petrel was not recorded during the biological resources survey. Nevertheless, all lights shall be fully shielded to minimize any adverse impacts to seabirds. Nighttime work that requires outdoor lighting will be avoided during the seabirds fledging season from September 15 through December 15.

c. State Listed Waterbirds

If any State listed waterbirds are present during construction activities, all activities within 100 feet (30 meters) will be ceased and the bird will not be approached. If a nest is discovered at any point, the Maui Division of Forestry and Wildlife (DOFAW) Office will be contacted.

d. Blackburn's Sphinx Moth

Although Blackburn's sphinx moth was not observed, a biological survey for the project identified the presence of four (4) small tobacco tree plants, less than one (1) meter, on the project area. These tobacco trees have been removed following DOFAW's recommendations to avoid attraction of Blackburn's sphinx moth.

e. Rare and Endangered Plants

The biological resources survey did not identify any rare or endangered plant species within the project site. If any of these species are found during the construction, DOFAW shall be notified.

f. Importing Soil

Soil for the project will not be imported from off-island. To the extent practicable, plant material will be sourced on island. If plant material needs to be imported, material will be inspected prior to shipping for harmful fungi or pathogens.

g. Attraction of Birds

Standing water is not expected within the proposed drainage basins. The existing topographic conditions of the project area consist of a deep water table under lava rock and stormwater within the proposed drainage basins is expected to dissipate within a short amount of time. As such, the project area is not expected to attract vulnerable birds. Nevertheless, mitigation measures to minimize predator presence shall be implemented, as applicable.

4. Commission on Water Resource Management

* * *

Comment No. 4

Response: The project will require that all homes meet minimum standards for water efficiency that address home water fixture flow rates, pool filters, and irrigation systems. The project will also require all homes to achieve a Silver Certified Leadership in Energy and Environmental Design (LEED) rating.

Comment No. 5

Response: The project will incorporate Best Management Practices (BMPs) for stormwater management. The Draft EA will include a Preliminary Engineering and Drainage Report (PEDR) and related discussion regarding stormwater management.

Comment No. 6

Response: A combination of non-potable water and well water will be utilized to provide irrigation to the project area.

* * *

Comment No. 8

Response: Thank you for your recommendation. Your comment has been transmitted to the project engineer and landscape architect for review.

* * *

Comment No. 18

Response: The planned source of water for this project will be specified in the Draft EA.

Other Comment

Response: As mentioned previously, a PEDR is being prepared for this project which will be included and discussed in the Draft EA. As such, information regarding the proposed water source and projected water demands (including water conservation and efficiency measures to be considered for implementation) will be presented in the Draft EA. Potential impacts on water resources and proposed mitigation measures, as applicable, will also be discussed in the Draft EA.

5. Land Division – Maui District

Response: Thank you for your confirmation that the Land Division does not have any comments regarding the project.

We appreciate your input and will include a copy of your comment letter and this response letter in the Draft EA for the project. Should you have any questions or require additional information, please feel free to contact me at 983-1233.

Very truly yours,



Yukino Uchiyama, AICP
Associate

YU:yp

cc: Brian Ige, Dowling Company
Leilani Pulmano, H2R, LLC

\\MH03\Drive_F\DATA\H2R LLC\H-2 Condominium\Applications\EC\EC Response\DLNR Land Div.doc

From: [Alison C. Cohan](#)
To: [Erin Mukai](#)
Subject: RE: Proposed H-2 Residential Project at Makena, Maui, Hawaii (TMK Nos.: (2) 2-1-005:085 and 120 (por.))
Date: Thursday, August 20, 2020 8:14:40 AM
Attachments: [image001.png](#)
[image002.png](#)
[image003.png](#)
[image004.png](#)
[image005.jpg](#)
[image006.jpg](#)

Aloha,
Mahalo for the opportunity to provide comments. The Nature Conservancy will not be providing comments at this time.
Mahalo,
Alison

Alison Cohan
Director, Maui Forest Program
acohan@tnc.org
808 856 7658
nature.org/hawaii

The Nature Conservancy
Maui Forest Program
P.O. Box 1716
Makawao, HI 96768

Protecting Land. Water. Life.



From: Erin Mukai <erinm@pacifirimland.com>
Sent: Wednesday, August 19, 2020 3:58 PM
To: Alison C. Cohan <acohan@TNC.ORG>
Subject: RE: Proposed H-2 Residential Project at Makena, Maui, Hawaii (TMK Nos.: (2) 2-1-005:085 and 120 (por.))

Hi Alison,

Attached, please find a copy of a letter that was mailed and emailed to The Nature Conservancy.

I am following up to check if The Nature Conservancy has any comments to provide on the Proposed H-2 Residential Project's flora fauna survey.
If The Nature Conservancy is not intending to provide comments, we would appreciate a response noting such.

Thanks so much for your attention to this,

Erin Mukai | **PACIFIC RIM LAND, INC.**
Project Coordinator

1300 N. Holopono Street, Suite 201
P.O. Box 220, Kihei, Maui, Hawaii 96753

Office: 808-874-5263 | **Direct: 808-270-5940**
E-mail: erinm@pacifirimland.com

From: Erin Mukai

Sent: Thursday, August 6, 2020 11:42 AM

To: acohan@tnc.org

Subject: RE: Proposed H-2 Residential Project at Makena, Maui, Hawaii (TMK Nos.: (2) 2-1-005:085 and 120 (por.))

Hi Alison,

Hope all is well.

I thought I'd check in on the attached letter regarding the Proposed H-2 Residential Project, which requested comments on the project's flora fauna survey by July 28th.

A hard copy was mailed to The Nature Conservancy's PO Box and a PDF was emailed, below.

Does The Nature Conservancy have any comments to provide?

Or, if there are none at this time, we'd appreciate acknowledgement of such.

Looking forward to hearing from you.

Thank you very much,

Erin Mukai | PACIFIC RIM LAND, INC.

Project Coordinator

1300 N. Holopono Street, Suite 201

P.O. Box 220, Kihei, Maui, Hawaii 96753

Office: 808-874-5263 | **Direct: 808-270-5940**

E-mail: erinm@pacificrimland.com

From: Erin Mukai

Sent: Tuesday, July 7, 2020 12:29 PM

To: acohan@tnc.org

Subject: Proposed H-2 Residential Project at Makena, Maui, Hawaii (TMK Nos.: (2) 2-1-005:085 and 120 (por.))

Hi Alison,

Attached, please find a letter regarding the Proposed H-2 Residential Project at Makena, Maui.

The original hard copy is being sent to you by USPS.

We would appreciate your attention and comments.

Should you have any questions, please feel free to reach me.

Thank you,

Erin Mukai | PACIFIC RIM LAND, INC.

Project Coordinator

1300 N. Holopono Street, Suite 201

P.O. Box 220, Kihei, Maui, Hawaii 96753

Office: 808-874-5263 | **Direct: 808-270-5940**

E-mail: erinm@pacificrimland.com

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Exhibit L.

**Agreement Regarding the Satisfaction of
Condition No. 43 of Ordinance No. 3613 (2008)**

LAND COURT SYSTEM	REGULAR SYSTEM
Return by Mail (X) Pickup () To:	

H2R, LLC
2005 Main Street
Wailuku, Hawaii 96793

TMK: (2) 2-1-005-085

Total No. of Pages: 6

AGREEMENT REGARDING THE SATISFACTION
OF
CONDITION 43 OF ORDINANCE NO. 3613 (2008)

THIS AGREEMENT, made this 1st day of December, 2020,
by and between H2R, LLC, a Hawaii limited liability company ("H2R"), whose mailing address
is 2005 Main Street, Wailuku, Hawaii 96793, and the COUNTY OF MAUI, a political subdivision
of the State of Hawaii ("County"), whose mailing address is 200 South High Street, Wailuku,
Hawaii, 96793, hereinafter collectively referred to as the "Parties".

RECITALS:

- A. Ordinance No. 3613 (2008), entitled, "A BILL FOR AN ORDINANCE TO AMEND
PORTIONS OF LAND ZONING MAP NOS. 5 AND 514 TO ESTABLISH A-2
APARTMENT DISTRICT, B-2 COMMUNITY BUSINESS DISTRICT, B-R RESORT
COMMERCIAL DISTRICT, H-M HOTEL DISTRICT, PK-1 NEIGHBORHOOD PARK

DISTRICT, PK-4 GOLF COURSE PARK DISTRICT, R-1 AND R-3 RESIDENTIAL DISTRICT ZONING (CONDITIONAL ZONING) FOR LANDS SITUATED AT MAKENA, MAUI, HAWAII” was approved on January 7, 2009.

- B. Condition 43 of Ordinance No. 3613 (2008) (“Condition 43”) states, “The developer, its successors and permitted assigns, shall contribute \$1,000 per market-priced unit, collected at issuance of building permit, to the County, for the development and maintenance of a police station in South Maui.”
- C. H2R is the owner of the property identified as TMK (2)2-1-005-085 (“Property”).
- D. H2R desires to establish a procedure to satisfy the requirements of Condition 43.

AGREEMENT:

For valuable consideration, receipt of which is hereby acknowledged, H2R and County hereby agree as follows:

1. H2R or its successors in interest shall contribute ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00) for each Dwelling Unit, as defined in Section 18.04.167, MCC (“Dwelling Unit”), developed on the Property, to the County of Maui, payable to the Director of Finance, subject to Paragraph 4, below.
2. The Contribution shall be due to the County of Maui at the time of application for each building permit for the construction of a Dwelling Unit. The Contribution shall only be required for the initial construction of a Dwelling Unit, and shall not be required for matters such as repairs, rehabilitation, reconstruction, demolition, expansion, and all other activities requiring a building permit that are not related to the initial construction of a Dwelling Unit.
3. H2R and its successors in interest, as applicable, shall be responsible to make the Contribution as set forth herein. Should H2R, its successors and assigns, make the contributions required by this Agreement, such contributions shall be deemed to satisfy the requirements of Condition 43 for the Property and their obligation to perform in regards to Condition 43.
4. The Contribution shall not be required for Residential Workforce Housing Units, as defined in Section 2.96.020, Maui County Code.

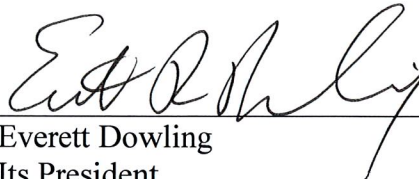
5. All Contributions received by the County shall be used for the development or maintenance of a police station in South Maui.
6. This Agreement constitutes the entire agreement between the Parties with respect to Condition 43 and supersedes all other prior agreements and understandings, both written and oral, between the Parties with respect to Condition 43.
7. If any provision of this Agreement shall for any reason be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision hereof, and this Agreement shall be construed as if such invalid, illegal, or unenforceable provision had never been contained herein and with the objective of implementing the intent of the Parties as determined by the Agreement as a whole.

(SIGNATURES ON THE FOLLOWING PAGE)

IN WITNESS WHEREOF, the undersigned parties have executed this Agreement effective as of the date first above written.

H2R, LLC:

By Dowling Company, Inc.
Its Manager



Everett Dowling
Its President


COUNTY OF MAUI:

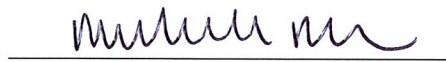


MICHAEL P. VICTORINO
Its Mayor

Approved:

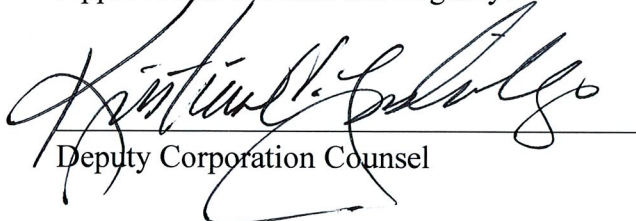


Scott K. Teruya
Director, Department of Finance

Tivoli Faaumu
Chief of Police, Maui Police Department

Michele Chouteau McLean
Director, Department of Planning

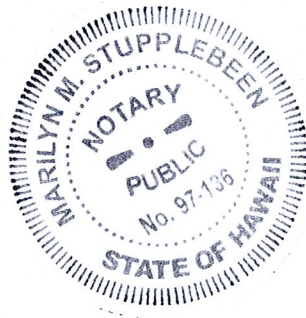
Approved as to Form and Legality:



Deputy Corporation Counsel

STATE OF HAWAII)
COUNTY OF MAUI) SS.

On this 5th day of November, 2020, before me appeared
Everett R. Dowling, to me personally known or proved on the
basis of satisfactory evidence to be the person whose name is subscribed to within the instrument
and acknowledged to me that they executed the same in their authorized capacity, and that by
their signature on the instrument the person or the entity upon behalf of which the person acted,
executed the instrument.



Notary Public, State of Hawaii

Marilyn M. Stupplebeen

Printed Name


My Commission Expires: 04/17/2021

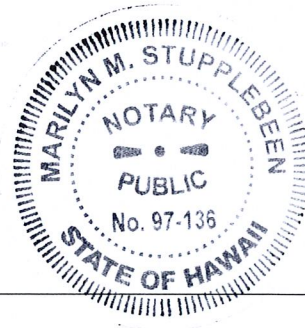
NOTARY CERTIFICATION

Doc. Date Not dated at notarization # Pages: 6

Notary Name: Marilyn M. Stupplebeen Judicial Circuit: Second

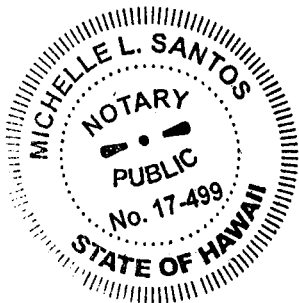
Doc. Description: AGREEMENT REGARDING
THE SATISFACTION OF CONDITION 43 OF
ORDINANCE NO. 3613 (2008)

Notary Signature  Date 11/05/2020



STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 1st day of December, 2020, before me appeared
MICHAEL P. VICTORINO, to me personally known or proved on the
basis of satisfactory evidence to be the person whose name is subscribed to within the instrument
and acknowledged to me that they executed the same in their authorized capacity, and that by
their signature on the instrument the person or the entity upon behalf of which the person acted,
executed the instrument.



Michelle L. Santos

Notary Public, State of Hawaii

MICHELLE L. SANTOS

Printed Name

My Commission Expires: 12-03-2021

NOTARY CERTIFICATION

Doc. Date 12-01-2020

Pages: 6

Notary Name: **MICHELLE L. SANTOS**

Judicial Circuit: 2nd

Doc. Description: Agreement Regarding
the Satisfaction of Condition
43 of Ordinance No. 3613

Michelle L. Santos 12-01-2020
Notary Signature Date

