

ORDINANCE NO. 4146

LAND USE DIVISION
STATE OF HAWAII

2014 AUG 21 A 8:07

BILL NO. 52 (2014)

A BILL FOR AN ORDINANCE TO CHANGE ZONING FROM AGRICULTURAL DISTRICT TO A-1 APARTMENT DISTRICT, A-2 APARTMENT DISTRICT, R-1 RESIDENTIAL DISTRICT, AND B-2 COMMUNITY BUSINESS DISTRICT (CONDITIONAL ZONING) FOR TAX MAP KEY NUMBERS (2) 3-8-004:002 (POR.), (2) 3-8-004:022 (POR.), AND (2) 3-8-004:030 (POR.), KIHEI, MAUI, HAWAII

BE IT ORDAINED BY THE PEOPLE OF THE COUNTY OF MAUI:

SECTION 1. Pursuant to Chapters 19.12 and 19.510, Maui County Code, a change in zoning from Agricultural District to A-1 Apartment District (Conditional Zoning) is hereby granted for approximately 52.823 acres in Kihei, Maui, Hawaii, identified for real property tax purposes by Tax Map Key Numbers (2) 3-8-004:002 (por.) and (2) 3-8-004:022 (por.), and more particularly described in Exhibit "A", attached hereto and made a part hereof, and in Land Zoning Map No. L-5114, which is on file at the Office of the County Clerk of the County of Maui, and by reference made a part hereof.

SECTION 2. Pursuant to Chapters 19.12 and 19.510, Maui County Code, a change in zoning from Agricultural District to A-2 Apartment District (Conditional Zoning) is hereby granted for approximately 15.077 acres in Kihei, Maui, Hawaii, identified for real property tax purposes by Tax Map Key Numbers (2) 3-8-004:002 (por.) and (2) 3-8-004:030 (por.), and more particularly described in Exhibit "C", attached hereto and made a part hereof, and in Land Zoning Map No. L-5114, which is on file in the Office of the County Clerk of the County of Maui, and by reference made a part hereof.

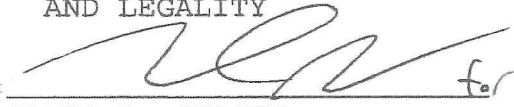
SECTION 3. Pursuant to Chapters 19.08 and 19.510, Maui County Code, a change in zoning from Agricultural District to R-1 Residential District (Conditional Zoning) is hereby granted for approximately 25.031 acres in Kihei, Maui, Hawaii, identified for real property tax purposes by Tax Map Key Numbers (2) 3-8-004:002 (por.) and (2) 3-8-004:030 (por.), and more particularly described in Exhibit "B", attached hereto and made a part hereof, and in Land Zoning Map No. L-5114, which is on file in the Office of the County Clerk of the County of Maui, and by reference made a part hereof.

SECTION 4. Pursuant to Chapters 19.18 and 19.510, Maui County Code, a change in zoning from Agricultural District to B-2 Community Business District (Conditional Zoning) is hereby granted for approximately 1.421 acres in Kihei, Maui, Hawaii, identified for real property tax purposes by Tax Map Key Number (2) 3-8-004:030 (por.), and more particularly described in Exhibit "D", attached hereto and made a part hereof, and in Land Zoning Map No. L-5114, which is on file in the Office of the County Clerk of the County of Maui, and by reference made a part hereof.

SECTION 5. Pursuant to Section 19.510.050, Maui County Code, the zoning granted by this ordinance is subject to the conditions set forth in Exhibit "E", attached hereto and made a part hereof, and the Unilateral Agreement and Declaration for Conditional Zoning, attached hereto and made a part hereof as Exhibit "F".

SECTION 6. This ordinance shall take effect upon its approval.

APPROVED AS TO FORM
AND LEGALITY

A handwritten signature in black ink, appearing to read 'JAG', with a horizontal line underneath it and the word 'for' written in small letters to the right of the line.

JAMES A. GIROUX
Deputy Corporation Counsel
County of Maui

S:\CLERICAL\LJN\ORD\CIZ\38004002.wpd

DESCRIPTION

PARCEL A

TAX MAP KEY: (2) 3-8-004:002 (PORTION)
AND 022 (PORTION)

BEING ALSO

PORTION OF LOT 5
OF
PULEHUNUI PLAINS SUBDIVISION

All of that certain parcel of land, being a portion of Lot 5 of the Pulehunui Plains Subdivision, being also a portion of Royal Patent 8140, Land Commission Award 5230 to Keaweamahi situated at Pulehunui, Kihel, Island and County of Maui, State of Hawaii

Beginning at a pipe at the northwesterly corner of this parcel of land, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU O KOHA" being 14,494.17 feet South and 26,957.48 feet West and running by azimuths measured clockwise from True South:

1.	278° 33' 53"	181.65 feet	along Lot 7 of the Pulehunui Plains Subdivision to a pipe;
2.	216° 47' 53"	338.00 feet	along same to a pipe;
3.	263° 06' 53"	335.00 feet	along same to a pipe;
4.	287° 59' 53"	511.00 feet	along same to a pipe;
5.	302° 16' 53"	406.00 feet	along same to a pipe;
6.	306° 31' 53"	153.50 feet	along same to a pipe;
7.	294° 41' 53"	227.60 feet	along same to a pipe;
8.	310° 16' 53"	210.80 feet	along same to a pipe;
9.	354° 59' 53"	48.00 feet	along same to a pipe;
10.	307° 01' 53"	85.00 feet	along same to a pipe;

11.	313° 51' 53"	141.00 feet	along same to a pipe;
12.	323° 46' 53"	100.30 feet	along same to a pipe;
13.	311° 33' 53"	233.75 feet	along same to a pipe;
14.	323° 46' 53"	180.00 feet	along same to a pipe;
15.	306° 01' 53"	131.00 feet	along same to a pipe;
16.	284° 29' 53"	256.00 feet	along same to a pipe;
17.	289° 31' 53"	472.25 feet	along same to a pipe;
18.	92° 58' 53"	1,804.74 feet	along Waiakoa (being along T.M.K: (2) 2-2-002:016) to a pipe;
19.	115° 09' 23"	1,223.54 feet	along Lot 134-A of the Hale Pihani Subdivision - Phase II (F. P. 1894) to a pipe;
20.	131° 28' 43"	599.16 feet	along Lot 134-B and Lot 147 of the Hale Pihani Subdivision - Phase II (F. P. 1894) to a pipe;
21.	182° 12' 03"	280.07 feet	along the remainder of Lot 5 of the Pulehunui Plains Subdivision to the point of beginning and containing an Area of 52.823 Acres.

Prepared by: A&B Properties, Inc.
Kahului, Maui, Hawaii

October 19, 2012

This work was prepared by me or under my supervision.



Ken T. Nomura 4/30/2014
 Ken T. Nomura
 Licensed Professional Land Surveyor
 Certificate No. LS-7633
 Expiration Date: 4/30/2014

DESCRIPTION

PARCEL B

TAX MAP KEY: (2) 3-8-004:002 (PORTION)
AND 030 (PORTION)

BEING ALSO

PORTION OF LOT 5
OF
PULEHUNUI PLAINS SUBDIVISION

All of that certain parcel of land, being a portion of Lot 5 of the Pulehunui Plains Subdivision, being also a portion of Royal Patent 8140, Land Commission Award 5230 to Keaweamahi situated at Pulehunui, Kihei, Island and County of Maui, State of Hawaii

Beginning at a pipe at the northwesterly corner of this parcel, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU O KOHA" being 14,172.29 feet South and 29,370.30 feet West and running by azimuths measured clockwise from True South:

1.	272° 01' 53"	195.72 feet	along Lot 2 of the Pulehunui Plains Subdivision to a pipe;
2.	262° 41' 53"	275.00 feet	along same to a pipe;
3.	257° 28' 53"	429.00 feet	along same to a pipe;
4.	275° 33' 53"	139.00 feet	along same to a pipe;
5.	261° 01' 53"	153.65 feet	along same to a pipe;
6.	297° 33' 53"	192.00 feet	along same to a pipe;
7.	290° 26' 53"	420.00 feet	along same and along Lot 7 of the Pulehunui Plains Subdivision to a pipe;
8.	264° 16' 53'	269.00 feet	along Lot 7 of the Pulehunui Plains Subdivision to a pipe;
9.	275° 56' 53"	90.00 feet	along same to a pipe;

10.	294° 01' 53"	178.80 feet	along same to a pipe;
11.	317° 01' 53"	222.00 feet	along same to a pipe;
12.	2° 12' 03"	280.07 feet	along the remainder of Lot 5 of the Pulehunui Plains Subdivision to a pipe;
13.	98° 30' 53"	1,616.00 feet	along Lots 147 to 171, inclusive and Lot 122 of the Hale Piilani Subdivision - Phase II (F. P. 1894) to a pipe;
14.	83° 04' 23"	728.00 feet	along Lots 122 to 112, inclusive of the Hale Piilani Subdivision - Phase II (F. P. 1894) to a pipe;
15.	78° 00' 53"	91.64 feet	along Lot 109 of the Hale Piilani Subdivision - Phase II [F. P. 1894] to a pipe;
16.	181° 01' 53"	469.38 feet	along the remainder of Lot 5 of the Pulehunui Plains Subdivision to the point of beginning and containing an Area of 25.031 Acres.

Prepared by: A&B Properties, Inc.
Kahului, Maui, Hawaii

October 19, 2012



This work was prepared by me or under my supervision.

Ken T. Nomura 4/20/2014
 Ken T. Nomura
 Licensed Professional Land Surveyor
 Certificate No. LS-7633
 Expiration Date: 4/30/2014

DESCRIPTION

PARCEL C

TAX MAP KEY: (2) 3-8-004:002 (PORTION)
AND 030 (PORTION)

BEING ALSO

PORTION OF LOT 5
OF
PULEHUNUI PLAINS SUBDIVISION

All of that certain parcel of land, being a portion of Lot 5 of the Pulehunui Plains Subdivision, being also a portion of Royal Patent 8140, Land Commission Award 5230 to Keaweamahi situated at Pulehunui, Kihui, Island and County of Maui, State of Hawaii

Beginning at a pipe at the northeasterly corner of this lot, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU O KOHA" being 14,172.29 feet South and 29,370.30 feet West and running by azimuths measured clockwise from True South:

- | | | | |
|----|--|-------------|---|
| 1. | 1° 01' 53" | 469.38 feet | along the remainder of Lot 5 of the Pulehunui Plains Subdivision to a pipe; |
| 2. | 78° 00' 53" | 69.36 feet | along Lot 109 of the Hale Piliari Subdivision - Phase II (F. P. 1894) to a pipe; |
| 3. | 82° 51' 53" | 455.57 feet | along Lots 108,101 and 100 of the Hale Piliari Subdivision - Phase II (F. P. 1894) to a pipe; |
| 4. | Thence along the northeasterly side of Kaiwahine Street on a curve to the left with a radius of 530.00 feet, the chord azimuth and distance being:
94° 24' 56" 212.25 feet to a pipe; | | |
| 5. | 172° 51' 53" | 10.00 feet | along the northeasterly side of Kaiwahine Street to a pipe; |

EXHIBIT "1", Page 4 of 9

10.	294° 01' 53"	178.80 feet	along same to a pipe;
11.	317° 01' 53"	222.00 feet	along same to a pipe;
12.	2° 12' 03"	280.07 feet	along the remainder of Lot 5 of the Pulehunui Plains Subdivision to a pipe;
13.	98° 30' 53"	1,616.00 feet	along Lots 147 to 171, inclusive and Lot 122 of the Hale Piilani Subdivision - Phase II (F. P. 1894) to a pipe;
14.	83° 04' 23"	728.00 feet	along Lots 122 to 112, inclusive of the Hale Piilani Subdivision - Phase II (F. P. 1894) to a pipe;
15.	78° 00' 53"	91.64 feet	along Lot 109 of the Hale Piilani Subdivision - Phase II (F. P. 1894) to a pipe;
16.	181° 01' 53"	469.38 feet	along the remainder of Lot 5 of the Pulehunui Plains Subdivision to the point of beginning and containing an Area of 25.031 Acres.

Prepared by: A&B Properties, Inc.
Kahului, Maui, Hawaii

October 19, 2012



This work was prepared by me or under my supervision.

Ken T. Nomura 4/20/2014
Ken T. Nomura
Licensed Professional Land Surveyor
Certificate No. LS-7633
Expiration Date: 4/30/2014

DESCRIPTION

PARCEL C

TAX MAP KEY: (2) 3-8-004:002 (PORTION)
AND 030 (PORTION)

BEING ALSO

PORTION OF LOT 5
OF
PULEHUNUI PLAINS SUBDIVISION

All of that certain parcel of land, being a portion of Lot 5 of the Pulehunui Plains Subdivision, being also a portion of Royal Patent 8140, Land Commission Award 5230 to Keaweamahi situated at Pulehunui, Kihei, Island and County of Maui, State of Hawaii

Beginning at a pipe at the northeasterly corner of this lot, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU O KOHA" being 14,172.29 feet South and 29,370.30 feet West and running by azimuths measured clockwise from True South:

- | | | | |
|----|--|-------------|---|
| 1. | 1° 01' 53" | 469.38 feet | along the remainder of Lot 5 of the Pulehunui Plains Subdivision to a pipe; |
| 2. | 78° 00' 53" | 69.36 feet | along Lot 109 of the Hale Pihani Subdivision - Phase II (F. P. 1894) to a pipe; |
| 3. | 82° 51' 53" | 455.57 feet | along Lots 108, 101 and 100 of the Hale Pihani Subdivision - Phase II (F. P. 1894) to a pipe; |
| 4. | Thence along the northeasterly side of Kaiwahine Street on a curve to the left with a radius of 530.00 feet, the chord azimuth and distance being:
94° 24' 56" 212.25 feet to a pipe; | | |
| 5. | 172° 51' 53" | 10.00 feet | along the northeasterly side of Kaiwahine Street to a pipe; |

- | | | | |
|-----|---|-------------|---|
| 6. | 82° 51' 53" | 70.00 feet | along same to a pipe; |
| 7. | Thence along the remainder of Lot 5 of the Pulehunui Plains Subdivision on a curve to the right with a radius of 180.00 feet, the chord azimuth and distance being:
194° 00' 15.5" 159.31 feet to a point; | | |
| 8. | Thence along same on a curve to the right with a radius of 63.00 feet, the chord azimuth and distance being:
166° 21' 13" 46.57 feet to a point; | | |
| 9. | Thence along same on a curve to the left with a radius of 575.00 feet, the chord azimuth and distance being:
99° 25' 408.72 feet to a pipe; | | |
| 10. | 131° 43' 42" | 556.67 feet | along the northeasterly side of Piilani Highway [F.A.P. No. F-RF-031-1(5)] to a pipe; |
| 11. | 175° 46' 53" | 24.39 feet | along Lot 1 of the Pulehunui Plains Subdivision to a pipe; |
| 12. | 218° 31' 53" | 30.00 feet | along same to a pipe; |
| 13. | 285° 02' 53" | 407.10 feet | along same to a pipe; |
| 14. | 280° 03' 53" | 242.00 feet | along same and along Lot 2 of the Pulehunui Plains Subdivision to a pipe; |
| 15. | 269° 27' 53" | 151.20 feet | along Lot 2 of the Pulehunui Plains Subdivision to a pipe; |
| 16. | 239° 26' 53" | 258.75 feet | along same to a pipe; |
| 17. | 275° 31' 53" | 228.00 feet | along same to a pipe; |
| 18. | 303° 26' 53" | 185.00 feet | along same to a pipe; |
| 19. | 278° 41' 53" | 140.00 feet | along same to a pipe; |
| 20. | 272° 01' 53" | 59.78 feet | along same to the point of beginning and containing an Area of 15.077 Acres. |

Prepared by: A&B Properties, Inc.
Kahului, Maui, Hawaii

October 19, 2012

This work was prepared by me or under my supervision.



Ken T. Nomura 4/30/2014

Ken T. Nomura
Licensed Professional Land Surveyor
Certificate No. LS-7633
Expiration Date: 4/30/2014

DESCRIPTION

PARCEL D

TAX MAP KEY: (2) 3-8-004:030 (PORTION)

BEING ALSO

PORTION OF LOT 5
OF
PULEHUNUI PLAINS SUBDIVISION

All of that certain parcel of land, being a portion of Lot 5 of the Pulehunui Plains Subdivision, being also a portion of Royal Patent 8140, Land Commission Award 5230 to Keaweamaʻohi situated at Pulehunui, Kihel, Island and County of Maui, State of Hawaii

Beginning at a pipe at the southwesterly corner of this lot, on the northeasterly side of Piilani Highway [F. A. P. No. F-RF-031-1(5)], the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU O KOHA" being 14,712.86 feet South and 30,237.57 feet West and running by azimuths measured clockwise from True South:

1. 131° 43' 42" 427.50 feet along the northeasterly side of Piilani Highway [F.A.P. No. F-RF-031-1(5)] to a pipe;
2. Thence along the remainder of Lot 5 of the Pulehunui Plains Subdivision on a curve to the right with a radius of 575.00 feet, the chord azimuth and distance being: 279° 25' 408.72 feet to a point;
3. Thence along same on a curve to the left with a radius of 63.00 feet, the chord azimuth and distance being: 346° 21' 13" 46.57 feet to a point;
4. Thence along same on a curve to the left with a radius of 180.00 feet, the chord azimuth and distance being: 14° 00' 15.5" 159.31 feet to a pipe;

5. Thence along the northeasterly side of Kaiwahine Street on a curve to the left with a radius of 165.00 feet, the chord azimuth and distance being:
72° 30' 14" 59.35 feet to the point of beginning and containing an Area of 1.421 Acres.

Prepared by: A&B Properties, Inc.
Kahului, Maui, Hawaii

October 19, 2012

This work was prepared by me or under my supervision.



Ken T. Nomura 4/30/2014

Ken T. Nomura
Licensed Professional Land Surveyor
Certificate No. LS-7633
Expiration Date: 4/30/2014

EXHIBIT "E"

CONDITIONS OF ZONING

1. That, in order to meet the goals and objectives of the Kihei-Makena Community Plan, Maui Island Plan, and Countywide Policy Plan ("General Plan documents"), Alexander and Baldwin, LLC ("A&B") shall provide an open space/greenway with pedestrian walkways and bicycle pathways throughout the project area with connectivity to the Waiakoa Gulch and adjoining residential areas within the time frame for completion of backbone infrastructure improvements established by the State Land Use Commission Decision and Order, Condition 22. Plans for the pedestrian walkways and bicycle pathways as they relate to each increment of the project shall be provided to the Department of Planning ("Planning") for review and evaluation for consistency with the General Plan documents prior to final subdivision approval of each increment.
2. That consideration shall be given to generating renewable energy consistent with Hawaii Clean Energy Initiative goals.
3. That A&B shall provide annual compliance reports to Planning and the Maui County Council. The reports would include the status of the project and A&B's progress in complying with the conditions of zoning, commencing within one year of the effective date of the ordinance and continuing until such time as the conditions have been fully satisfied, as determined by Planning and the Department of Public Works ("DPW").
4. That A&B shall provide two additional vehicular access points at the mauka end of the project in addition to the primary access at the makai end of the project to Kaiwahine Street. One of the additional access points shall provide a permanent vehicular connection to the previously developed properties to the South, and shall be located at or near the County-owned Hale Piilani Park (TMK: (2) 3-8-004:031). The other access shall be provided as a connection to any future collector road or the future Kihei mauka bypass road as conceptually depicted in the Maui Island Plan, Diagram 6-1.

A&B shall enter into an access phasing agreement with DPW to ensure the additional access points within the project are provided to County standards and at appropriate times in the build-out of the project. The access phasing agreement shall

be entered into prior to the occupancy of the 100th unit of the project.

5. That the mitigative transportation improvements at the intersection of Piilani Highway/Kaiwahine Street/Uwapo Road, including the recommended storage lengths for turning lanes, as recommended in the Updated/Revised Traffic Impact Analysis Report ("TIAR") dated January 22, 2013, and as delineated in the draft Conceptual Layout attached hereto as Exhibit "E-1", shall be designed and constructed by A&B prior to occupancy of the first dwelling unit, or as may be subsequently determined by the State Department of Transportation ("DOT"), all at no cost to the State of Hawaii or the County of Maui, provided that any such determinations are substantiated by the findings of a new updated/revised traffic impact analysis report that is reviewed and accepted by DOT and DPW.
6. That any additional land required to accommodate the recommended transportation improvements shall be provided by A&B at no cost to the State of Hawaii or the County of Maui.
7. That a separate right-turn-in and right-turn-out additional access to Piilani Highway shall not be permitted, unless approved by DOT and DPW.
8. That A&B shall coordinate design and construction drawings with the DOT Highways Maui District Office for any applicable review by DOT's Traffic Branch and Design Branch, during the design phase.
9. That the subdivision map shall show vehicular access restrictions along the project's frontage with Piilani Highway. Those access restrictions shall be recorded at the Bureau of Conveyances and described in the deeds to any lots within the project that are adjacent to Piilani Highway.
10. That all required improvements shall follow American Association of State Highway and Transportation Officials ("AASHTO") guidelines and State and County requirements and shall be provided at no cost to the State of Hawaii or the County of Maui.
11. That A&B shall update the accepted TIAR when the development reaches the threshold of 70 per cent occupancy, or as may be subsequently determined by DOT and DPW, and submitted to DOT and DPW for review and acceptance. If the intersection is not

operating as well as projected in the TIAR, the updated TIAR shall recommend additional transportation improvements to mitigate project-generated traffic impacts. These transportation improvements shall be constructed and provided by A&B, at no cost to the State of Hawaii or the County of Maui, prior to occupancy of the remaining 30 per cent of the project, or as may be subsequently determined by DOT and DPW.

12. That transient vacation rentals, bed and breakfast homes, and short-term rental homes shall be prohibited.
13. That A&B shall work with the Department of Housing and Human Concerns to incorporate appropriate sales provisions and processes that promote home sales to owner occupants.
14. That A&B shall comply with State and County drainage design and construction standards to mitigate on-site flooding impacts and off-site stormwater runoff impacts to downstream properties. Engineering design of the drainage system, including drainage basins designed to adequately detain and filter stormwater, shall be reviewed and approved by DPW.
15. That A&B shall provide a long-term drinking water source, storage, and transmission facilities and improvements to accommodate development of the project to the satisfaction of the Department of Water Supply and other applicable State and County agencies.
16. That A&B shall initiate, within 10 years of the effective date of this ordinance, construction of the proposed backbone infrastructure, which may include any of the following: primary roadways and access points, residential internal roadways, and water supply, sewage and electrical infrastructure.

THE ORIGINAL OF THE INSTRUMENT
RECORDED AS FOLLOWS:
STATE OF HAWAII

BUREAU OF CONVEYANCES

DOCUM Doc A - 53191023

DATE July 25, 2014 8:02 AM

LAND COURT SYSTEM

REGULAR SYSTEM

Return By Mail () Pickup () : To:
Office of the County Clerk
County of Maui
200 South High Street
Wailuku, Hawai`i 96793

Total Number of Pages: 19

Affects Tax Map Key (Maui) (2) 3-8-004:002 (portion), (2) 3-8-004:022 (portion), and (2) 3-8-004:030 (portion), Kihei, Maui, Hawai`i

UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

THIS INDENTURE, made this 8th day of July, 2014, by Alexander & Baldwin, LLC, a Hawai`i limited liability company, whose principal place of business is located in Honolulu, Oahu, Hawai`i, and whose mailing address is P.O. Box 3440, Honolulu, Hawai`i 96801-3440, hereinafter referred to as "DECLARANT", and who is the owner of parcels located at Kihei, Maui, Hawai`i, comprised of approximately 94.3 acres, and identified for real property tax purposes by Tax Map Key No(s). (2) 3-8-004:002 (portion), (2) 3-8-004:022 (portion), and (2) 3-8-004:030 (portion), hereinafter referred to as "PARCEL" (or "PROPERTY").

WITNESSETH:

WHEREAS, the Council of the County of Maui, State of Hawai`i, hereinafter referred to as "Council", is considering the establishment of zoning for the Parcel, comprised of approximately 94.3 acres, which is more particularly described in Exhibit "1", which is attached hereto and made a part hereof, and which is more particularly identified in Land Zoning Map No.

L-5114, which is on file in the Office of the County Clerk of the County of Maui; and

WHEREAS, the Council recommends through its Land Use Committee, Committee Report No. 14-82, that said establishment of zoning be approved for passage on first reading subject to certain conditions, pursuant to Section 19.510.050, Maui County Code; and

WHEREAS, the Declarant has agreed to execute this instrument pursuant to the conditional zoning provisions of Section 19.510.050, Maui County Code;

NOW, THEREFORE, the Declarant makes the following Declaration:

1. That this Declaration is made pursuant to the provisions of Section 19.510.050, Maui County Code, relating to conditional zoning;

2. That until written release by the County of Maui, the Parcel, and all parts thereof, is and shall be held subject to the covenants, conditions and restrictions which shall be effective as to and shall run with the land as to the Parcel, from and after the recording of this Declaration with the Bureau of Conveyances or the Land Court of the State of Hawai'i, without the execution, delivery or recordation of any further deed, instrument, document, agreement, declaration, covenant or the like with respect thereto by the Declarant, the County of Maui, or any heir, devisee, executor, administrator, personal representative, successor, and assign; that the acquisition of any right, title or interest in or with respect to the Parcel by any person or persons, entity or entities, whomsoever, shall be deemed to constitute the acceptance of all of the covenants, conditions and restrictions of this Declaration by such person or persons, entity or entities; and that upon any transfer of any right, title or interest in or with respect to the Parcel the same shall be subject to, and the transferee shall assume and be bound and obligated to observe and perform all of the covenants, conditions and restrictions of this Declaration;

3. That this Declaration and all of the covenants, conditions and restrictions contained herein shall continue to be effective as to and run with the land in perpetuity, or until the Declarant notifies the appropriate County Department that any of said covenants, conditions and restrictions are satisfied by the Declarant, and the appropriate County Department verifies

the satisfaction and provides a written release of the covenant, condition or restriction;

4. That the term "Declarant" and any pronoun in reference thereto, wherever used herein, shall be construed to mean the singular or the plural, the masculine or the feminine, or the neuter, and vice versa, and shall include any corporation, and shall be held to mean and include the "Declarant", the Declarant's heirs, devisees, executors, administrators, personal representatives, successors, and assigns;

5. That the Declaration shall become fully effective on the effective date of the zoning ordinance approving the establishment of A-1 Apartment District zoning, A-2 Apartment District zoning, R-1 Residential District zoning, and B-2 Community Business District zoning and this Declaration shall be recorded in the Bureau of Conveyances or Land Court of the State of Hawai'i;

6. That the Declarant agrees to develop said Parcel in conformance with the conditions set forth in Exhibit "2", which is attached hereto and made a part hereof and which shall be made a part of the zoning ordinance;

7. That the conditions imposed are reasonable and rationally relate to the objective of preserving the public health, safety and general welfare and such conditions fulfill the need for the public service demands created by the proposed use;

AND IT IS EXPRESSLY UNDERSTOOD AND AGREED that until released in writing by the County, the conditions imposed in this Declaration shall run with the land identified hereinabove and shall bind and constitute notice to all subsequent lessees, grantees, assignees, mortgagees, lienors and any other persons who claim an interest in said land, and the County of Maui shall have the right to enforce this Declaration by appropriate action at law or suit in equity against all such persons, provided that the Declarant or its successors and assigns may at any time file a petition for the removal of the conditions and terminate this Unilateral Agreement, such petition to be processed in the same manner as petitions for change in zoning.

IN WITNESS WHEREOF, the undersigned has executed this Declaration the day and year first above written.

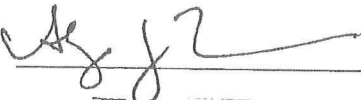
DECLARANT:

ALEXANDER & BALDWIN, LLC

By: 

Name: CHRISTOPHER J. BENJAMIN

Title: PRESIDENT

By: 

Name: ALYSON J. NAKAMURA

Title: SECRETARY¹

APPROVED AS TO FORM AND LEGALITY:



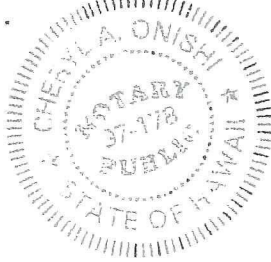
MICHAEL HOPPER
Deputy Corporation Counsel
County of Maui

STATE OF HAWAII)
City & County of Honolulu) SS.

copy

On this 8th day of July, 2014, before me personally appeared CHRISTOPHER J. BENJAMIN, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Cheryl A. Onishi
Notary Public, State of Hawaii

Print Name: CHERYL A. ONISHI

My Commission Expires: APR 17 2017

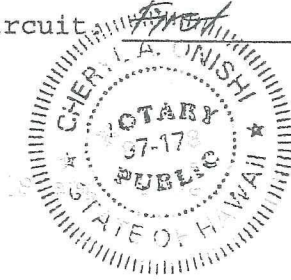
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NOTARY PUBLIC CERTIFICATION

Doc. Date: Undated # Pages: 19

Notary Name: CHERYL A. ONISHI Judicial Circuit: First

Document Description: Unilateral Agreement
And Declaration For Conditional Zoning



Notary Signature: Cheryl A. Onishi

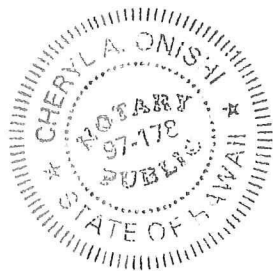
Date: 7/8/14

STATE OF HAWAII)
)
CITY & COUNTY OF HONOLULU) SS.

copy up

On this 8th day of July, 2014, before me personally appeared ~~ALYSON J. HOAIPAAHUA~~, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Cheryl A. Onishi
Notary Public, State of Hawaii

Print Name: CHERYL A. ONISHI

My Commission Expires: APR 17 2017

copy up

NOTARY PUBLIC CERTIFICATION

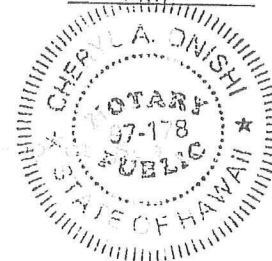
Doc. Date: Undated # Pages: 19

Notary Name: CHERYL A. ONISHI Judicial Circuit: First

Document Description: Unilateral Agreement
And Declaration for Conditional Zoning

Notary Signature: Cheryl A. Onishi

Date: 7/8/14



DESCRIPTION

PARCEL A

TAX MAP KEY: (2) 8-8-004:002 (PORTION)
AND 022 (PORTION)

BEING ALSO

PORTION OF LOT 5
OF
PULEHUNUI PLAINS SUBDIVISION

All of that certain parcel of land, being a portion of Lot 5 of the Pulehunui Plains Subdivision, being also a portion of Royal Patent 8140, Land Commission Award 5230 to Keaweamahi situated at Pulehunui, Kihel, Island and County of Maui, State of Hawaii

Beginning at a pipe at the northwesterly corner of this parcel of land, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU O KOHA" being 14,494.17 feet South and 26,957.48 feet West and running by azimuths measured clockwise from True South:

1.	278° 33' 53"	181.65 feet	along Lot 7 of the Pulehunui Plains Subdivision to a pipe;
2.	216° 47' 53"	338.00 feet	along same to a pipe;
3.	263° 06' 53"	395.00 feet	along same to a pipe;
4.	287° 59' 53"	511.00 feet	along same to a pipe;
5.	302° 16' 53"	406.00 feet	along same to a pipe;
6.	306° 31' 53"	153.50 feet	along same to a pipe;
7.	294° 41' 53"	227.60 feet	along same to a pipe;
8.	310° 16' 53"	210.80 feet	along same to a pipe;
9.	354° 59' 53"	48.00 feet	along same to a pipe;
10.	307° 01' 53"	85.00 feet	along same to a pipe;

EXHIBIT "1", Page 2 of 9

11.	313° 51'	53"	141.00 feet	along same to a pipe;
12.	323° 46'	53"	100.30 feet	along same to a pipe;
13.	311° 33'	53"	233.75 feet	along same to a pipe;
14.	323° 46'	53"	180.00 feet	along same to a pipe;
15.	306° 01'	53"	131.00 feet	along same to a pipe;
16.	284° 29'	53"	256.00 feet	along same to a pipe;
17.	289° 31'	53"	472.25 feet	along same to a pipe;
18.	92° 58'	53"	1,804.74 feet	along Waiakoa (being along T.M.K: (2) 2-2-002:016) to a pipe;
19.	115° 09'	23"	1,223.54 feet	along Lot 134-A of the Hale Pihani Subdivision - Phase II (F. P. 1894) to a pipe;
20.	131° 28'	43"	599.16 feet	along Lot 134-B and Lot 147 of the Hale Pihani Subdivision - Phase II (F. P. 1894) to a pipe;
21.	182° 12'	03"	280.07 feet	along the remainder of Lot 5 of the Pulehunui Plains Subdivision to the point of beginning and containing an Area of 52.823 Acres.

Prepared by: A&B Properties, Inc.
Kahului, Maui, Hawaii

October 19, 2012

This work was prepared by me or under my supervision.



Ken T. Nomura 4/30/2014
 Ken T. Nomura
 Licensed Professional Land Surveyor
 Certificate No. LS-7633
 Expiration Date: 4/30/2014

DESCRIPTION

PARCEL B

TAX MAP KEY: (2) 3-8-004:002 (PORTION)
AND 030 (PORTION)

BEING ALSO

PORTION OF LOT 5
OF
PULEHUNUI PLAINS SUBDIVISION

All of that certain parcel of land, being a portion of Lot 5 of the Pulehunui Plains Subdivision, being also a portion of Royal Patent 8140, Land Commission Award 5230 to Keaweamahi situated at Pulehunui, Kihei, Island and County of Maui, State of Hawaii

Beginning at a pipe at the northwesterly corner of this parcel, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU O KOHA" being 14,172.29 feet South and 29,370.30 feet West and running by azimuths measured clockwise from True South:

1.	272° 01' 53"	195.72 feet	along Lot 2 of the Pulehunui Plains Subdivision to a pipe;
2.	262° 41' 53"	275.00 feet	along same to a pipe;
3.	257° 28' 53"	429.00 feet	along same to a pipe;
4.	275° 33' 53"	139.00 feet	along same to a pipe;
5.	261° 01' 53"	153.65 feet	along same to a pipe;
6.	297° 33' 53"	192.00 feet	along same to a pipe;
7.	290° 26' 53"	420.00 feet	along same and along Lot 7 of the Pulehunui Plains Subdivision to a pipe;
8.	264° 16' 53"	269.00 feet	along Lot 7 of the Pulehunui Plains Subdivision to a pipe;
9.	275° 56' 53"	90.00 feet	along same to a pipe;

6. 82° 51' 53" 70.00 feet along same to a pipe;
7. Thence along the remainder of Lot 5 of the Pulehunui Plains Subdivision on a curve to the right with a radius of 180.00 feet, the chord azimuth and distance being: 194° 00' 15.5" 159.91 feet to a point;
8. Thence along same on a curve to the right with a radius of 63.00 feet, the chord azimuth and distance being: 166° 21' 13" 46.57 feet to a point;
9. Thence along same on a curve to the left with a radius of 575.00 feet, the chord azimuth and distance being: 99° 25' 408.72 feet to a pipe;
10. 131° 43' 42" 556.67 feet along the northeasterly side of Pitland Highway [F.A.P. No. F-RF-031-1(5)] to a pipe;
11. 175° 46' 53" 24.39 feet along Lot 1 of the Pulehunui Plains Subdivision to a pipe;
12. 218° 31' 53" 30.00 feet along same to a pipe;
13. 285° 02' 53" 407.10 feet along same to a pipe;
14. 280° 03' 53" 242.00 feet along same and along Lot 2 of the Pulehunui Plains Subdivision to a pipe;
15. 269° 27' 53" 151.20 feet along Lot 2 of the Pulehunui Plains Subdivision to a pipe;
16. 239° 26' 53" 258.75 feet along same to a pipe;
17. 275° 31' 53" 228.00 feet along same to a pipe;
18. 303° 26' 53" 185.00 feet along same to a pipe;
19. 278° 41' 53" 140.00 feet along same to a pipe;
20. 272° 01' 53" 59.78 feet along same to the point of beginning and containing an Area of 15.077 Acres.

Prepared by: A&B Properties, Inc.
Kahului, Maui, Hawaii

October 19, 2012

This work was prepared by me or under my supervision.



Kent T. Nomura 4/30/2014

Kent T. Nomura
Licensed Professional Land Surveyor
Certificate No. LS-7633
Expiration Date: 4/30/2014

DESCRIPTION

PARCEL D

TAX MAP KEY: (2) 3-8-004:030 (PORTION)

BEING ALSO

PORTION OF LOT 5
OF
PULEHUNUI PLAINS SUBDIVISION

All of that certain parcel of land, being a portion of Lot 5 of the Pulehunui Plains Subdivision, being also a portion of Royal Patent 8140, Land Commission Award 5230 to Keaweamaʻohi situated at Pulehunui, Kihui, Island and County of Maui, State of Hawaii

Beginning at a pipe at the southwesterly corner of this lot, on the northeasterly side of Pihani Highway [F. A. P. No. F-RF-031-1(5)], the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU O KOHA" being 14,712.86 feet South and 30,237.57 feet West and running by azimuths measured clockwise from True South:

1. 131° 43' 42" 427.50 feet along the northeasterly side of Pihani Highway [F.A.P. No. F-RF-031-1(5)] to a pipe;
2. Thence along the remainder of Lot 5 of the Pulehunui Plains Subdivision on a curve to the right with a radius of 575.00 feet, the chord azimuth and distance being: 279° 25' 408.72 feet to a point;
3. Thence along same on a curve to the left with a radius of 63.00 feet, the chord azimuth and distance being: 346° 21' 13" 46.57 feet to a point;
4. Thence along same on a curve to the left with a radius of 180.00 feet, the chord azimuth and distance being: 14° 00' 15.5" 159.91 feet to a pipe;

5. Thence along the northeasterly side of Katwahine Street on a curve to the left with a radius of 165.00 feet, the chord azimuth and distance being:
72° 30' 14" 59.35 feet to the point of beginning and containing an Area of 1.421 Acres.

Prepared by: A&B Properties, Inc.
Kahului, Maui, Hawaii

October 19, 2012

This work was prepared by me or under my supervision.



Ken T. Nomura 4/30/2014

Ken T. Nomura
Licensed Professional Land Surveyor
Certificate No. LS-7633
Expiration Date: 4/30/2014

EXHIBIT "2"

CONDITIONS OF ZONING

1. That, in order to meet the goals and objectives of the Kihei-Makena Community Plan, Maui Island Plan, and Countywide Policy Plan ("General Plan documents"), Alexander & Baldwin, LLC ("A&B") shall provide an open space/greenway with pedestrian walkways and bicycle pathways throughout the project area with connectivity to the Waiakoa Gulch and adjoining residential areas within the time frame for completion of backbone infrastructure improvements established by the State Land Use Commission Decision and Order, Condition 22. Plans for the pedestrian walkways and bicycle pathways as they relate to each increment of the project shall be provided to the Department of Planning ("Planning") for review and evaluation for consistency with the General Plan documents prior to final subdivision approval of each increment.
2. That consideration shall be given to generating renewable energy consistent with Hawaii Clean Energy Initiative goals.
3. That A&B shall provide annual compliance reports to Planning and the Maui County Council. The reports would include the status of the project and A&B's progress in complying with the conditions of zoning, commencing within one year of the effective date of the ordinance and continuing until such time as the conditions have been fully satisfied, as determined by Planning and the Department of Public Works ("DPW").
4. That A&B shall provide two additional vehicular access points at the mauka end of the project in addition to the primary access at the makai end of the project to Kaiwahine Street. One of the additional access points shall provide a permanent vehicular connection to the previously developed properties to the South, and shall be located at or near the County-owned Hale Piilani Park (TMK: (2) 3-8-004:031). The other access shall be provided as a connection to any future collector road or the future Kihei mauka bypass road as conceptually depicted in the Maui Island Plan, Diagram 6-1.

A&B shall enter into an access phasing agreement with DPW to ensure the additional access points within the project are provided to County standards and at appropriate times in the build-out of the project. The access phasing agreement shall be entered into prior to the occupancy of the 100th unit of the project.
5. That the mitigative transportation improvements at the intersection of Piilani Highway/Kaiwahine Street/Uwapo Road, including the recommended storage lengths for turning lanes, as recommended in the Updated/Revised Traffic Impact Analysis

Report ("TIAR") dated January 22, 2013, and as delineated in the draft Conceptual Layout attached hereto as Exhibit "E-1", shall be designed and constructed by A&B prior to occupancy of the first dwelling unit, or as may be subsequently determined by the State Department of Transportation ("DOT"), all at no cost to the State of Hawaii or the County of Maui, provided that any such determinations are substantiated by the findings of a new updated/revised traffic impact analysis report that is reviewed and accepted by DOT and DPW.

6. That any additional land required to accommodate the recommended transportation improvements shall be provided by A&B at no cost to the State of Hawaii or the County of Maui.
7. That a separate right-turn-in and right-turn-out additional access to Piilani Highway shall not be permitted, unless approved by DOT and DPW.
8. That A&B shall coordinate design and construction drawings with the DOT Highways Maui District Office for any applicable review by DOT's Traffic Branch and Design Branch, during the design phase.
9. That the subdivision map shall show vehicular access restrictions along the project's frontage with Piilani Highway. Those access restrictions shall be recorded at the Bureau of Conveyances and described in the deeds to any lots within the project that are adjacent to Piilani Highway.
10. That all required improvements shall follow American Association of State Highway and Transportation Officials ("AASHTO") guidelines and State and County requirements and shall be provided at no cost to the State of Hawaii or the County of Maui.
11. That A&B shall update the accepted TIAR when the development reaches the threshold of 70 per cent occupancy, or as may be subsequently determined by DOT and DPW, and submitted to DOT and DPW for review and acceptance. If the intersection is not operating as well as projected in the TIAR, the updated TIAR shall recommend additional transportation improvements to mitigate project-generated traffic impacts. These transportation improvements shall be constructed and provided by A&B, at no cost to the State of Hawaii or the County of Maui, prior to occupancy of the remaining 30 per cent of the project, or as may be subsequently determined by DOT and DPW.
12. That transient vacation rentals, bed and breakfast homes, and short-term rental homes shall be prohibited.

13. That A&B shall work with the Department of Housing and Human Concerns to incorporate appropriate sales provisions and processes that promote home sales to owner occupants.
14. That A&B shall comply with State and County drainage design and construction standards to mitigate on-site flooding impacts and off-site stormwater runoff impacts to downstream properties. Engineering design of the drainage system, including drainage basins designed to adequately detain and filter stormwater, shall be reviewed and approved by DPW.
15. That A&B shall provide a long-term drinking water source, storage, and transmission facilities and improvements to accommodate development of the project to the satisfaction of the Department of Water Supply and other applicable State and County agencies.
16. That A&B shall initiate, within 10 years of the effective date of this ordinance, construction of the proposed backbone infrastructure, which may include any of the following: primary roadways and access points, residential internal roadways, and water supply, sewage and electrical infrastructure.

CONCEPTUAL DESIGN FOR PIILANI HIGHWAY - KAIWAHINE STREET INTERSECTION

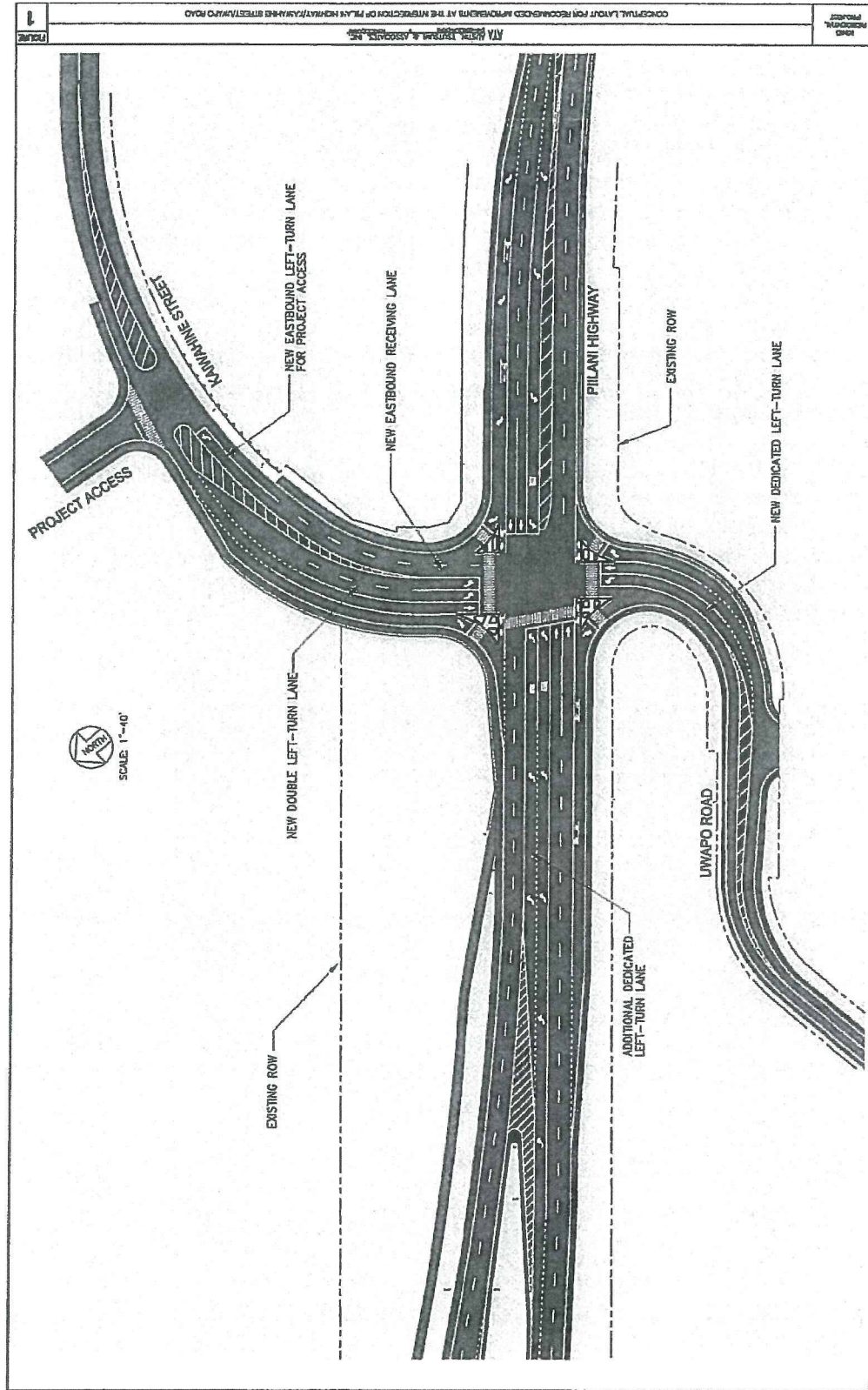


Exhibit "E-1"

WE HEREBY CERTIFY that the foregoing BILL NO. 52 (2014)

1. Passed FINAL READING at the meeting of the Council of the County of Maui, State of Hawaii, held on the 1st day of August, 2014, by the following vote:

Gladys C. BAISA Chair	Robert CARROLL Vice-Chair	Eleanora COCHRAN	Donald G. COUCH, JR.	S. Stacy CRIVELLO	Donald S. GUZMAN	G. Riki HOKAMA	Michael P. VICTORINO	Michael B. WHITE
Aye	Aye	Aye	Aye	Aye	Aye	Aye	Aye	Aye

2. Was transmitted to the Mayor of the County of Maui, State of Hawaii, on the 1st day of August, 2014.

DATED AT WAILUKU, MAUI, HAWAII, this 1st day of August, 2014.

RECEIVED
2014 AUG -1 PM 2:05
OFFICE OF THE MAYOR

GLADYS C. BAISA, CHAIR
Council of the County of Maui

DENNIS A. MATEO, COUNTY CLERK
County of Maui

THE FOREGOING BILL IS HEREBY APPROVED THIS 1 DAY OF August, 2014.

ALAN M. ARAKAWA, MAYOR
County of Maui

I HEREBY CERTIFY that upon approval of the foregoing BILL by the Mayor of the County of Maui, the said BILL was designated as ORDINANCE NO. 4146 of the County of Maui, State of Hawaii.

DENNIS A. MATEO, COUNTY CLERK
County of Maui

Passed First Reading on July 22, 2014.
Effective date of Ordinance August 1, 2014

RECEIVED
2014 AUG -4 AM 8:17
OFFICE OF THE
COUNTY CLERK

I HEREBY CERTIFY that the foregoing is a true and correct copy of Ordinance No. 4146, the original of which is on file in the Office of the County Clerk, County of Maui, State of Hawaii.

Dated at Wailuku, Hawaii, on

County Clerk, County of Maui

