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SENIOR VICE PRESIDENT

MARK ALEXANDER ROY
VICE PRESIDENT

March 13, 2014

William Spence, Director
Planning Department
County of Maui
2200 Main Street, Suite 315
Wailuku, Hawai'i 96793

SUBJECT: Request for Permit Transfer of Ameron International Corporation,
dba Ameron Hawaii, Puunene Quarry, Puunene, Maui, Hawaii;
(TMK (2)3-8-001:001 (por.); (2)3-8-003:004 (por.); (2)3-8-003:020
(por.); and (2)3-8-003:021 (por.)); (SP77-271; CP 2008/0005)

Dear Mr. Spence:

Ameron International Corporation, a Delaware corporation based in Houston and doing business as Ameron Hawaii ("Ameron"), currently operates its quarry, concrete batching, asphalt production, and concrete casting operations at its Puunene facility (also known as "Camp 10" and "Puunene Quarry") on lands leased from Alexander & Baldwin, LLC.

In order to operate its quarry and related uses in Puunene, Ameron holds a State Land Use Commission Special Use Permit ("SUP") (SP77-271) for TMK (2)3-8-001:001 (por.), (2)3-8-003:004 (por.), 020 (por.), and 021 (por.). For its concrete batching, asphalt production, and concrete casting operations on TMK (2)3-8-001:001 (por.), (2)3-8-003:004 (por.), and 021 (por.), Ameron holds a County Conditional Permit ("CP") (CP 2008/0005).

Ameron has entered into a Purchase and Sale Agreement (the "Purchase Agreement") with Pohaku Pa'a, LLC ("Pohaku") providing for the sale to Pohaku of Ameron's entire Hawaii business which involves manufacturing and supplying ready-mix concrete and aggregates to the construction market in the State of Hawaii. Pohaku is a Hawaii limited liability company owned by Bill D. Mills, the founder and chairman of The Mills Group, a Hawaii based company.

Pursuant to the Purchase Agreement, Ameron intends to transfer the assets, liabilities and operations of its Hawaii Division to a newly formed and wholly owned subsidiary,

MAUI

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Ameron Hawaii, LLC. SP77-271 and CP2008/0005 are among the assets which Ameron intends to transfer to Ameron Hawaii, LLC. Ameron will then sell all of the membership interests in Ameron Hawaii, LLC, to Pohaku. No significant changes in management, personnel or operations are being contemplated. Ameron Hawaii will continue to operate its business in the ordinary course following the acquisition by Pohaku.

The State Land Use Commission ("LUC") approved SP77-271 at its meeting held on August 24, 1977. Attached herewith as **Exhibit "A"** is a letter dated August 31, 1977 providing a summary of the LUC's approval sent by Gordan Furutani, Executive Officer of the LUC to the Maui Planning Commission. Attached herewith as **Exhibit "B"** is the Maui Planning Commission's July 20, 1977 letter recommending approval of SP77-271. It is noted that SP77-271 has subsequently been amended six times. We have attached herewith copies of the Third and Sixth amendments, which are the amendments relevant to this request, as **Exhibits "C"** and **"D"**, respectively.

Condition No. 4 of the Third Amendment of SP77-271 provides as follows:

The subject Land Use Commission Special Permit shall not be transferred without the prior written approval of the Land Use Commission. The Maui Planning Commission shall make a recommendation to the Land Use Commission. However, in the event that a contested case hearing preceded issuance of said Land Use Commission Special Permit, a public hearing shall be held by the Maui Planning Commission upon due published notice, including actual written notice to the last known addresses of parties to said contested case and their counsel.

Separately, the CP was approved by Ordinance No. 3757, Bill No. 44, effective July 27, 2010 ("Ordinance No. 3757"), a copy of which is attached herewith as **Exhibit "E"**.

Section 2, Condition No. 3 of Ordinance No. 3757 of the CP provides as follows:

That the Conditional Permit shall be nontransferable, unless the Council approves the transfer by ordinance.

In accordance with the aforementioned conditions, Ameron respectfully requests transfer of its SUP and CP to Ameron Hawaii, LLC. Upon the transfer of the permits to Ameron Hawaii, LLC, Ameron Hawaii, LLC will be responsible for compliance with all terms and conditions specified in the conditions of approval for the SUP and CP.

We understand that the LUC approved SP77-271 without a contested case hearing. Accordingly, pursuant to Condition No. 4 of SP77-271, Ameron respectfully requests

that the Maui Planning Commission issue its recommendation to the LUC regarding the transfer of SP77-271 to Ameron Hawaii, LLC without a public hearing. We also understand that under certain circumstances the Director of the Department of Planning has the discretion to approve certain transfers relating to CPs without a hearing before the County Council.

Pursuant to Maui County Code Chapter 19.40.080, Conditions, amendments, modifications:

The planning director may approve amendments to the conditional permit if the amendments are not substantive and do not result in significant impacts above what would result from the approved conditional permit. Before approving any such amendments, the planning director shall notify the respective planning commission of the proposed non-substantive amendments. The commission may review the proposed non-substantive amendments and take action or waive review.

In this regard, we respectfully request consideration that the transfer of the CP be approved by the Director of the Department of Planning.

In order to facilitate your review of this request, we attach herewith a completed application form for an Amendment to Permit Terms, Conditions, and Time Stipulation. See **Exhibit "F"**.

Under the Purchase Agreement, Pohaku's acquisition of Ameron's Hawaii business is planned for the Spring of 2014. Accordingly, we would appreciate whatever the Department can do to process the transfer requests as expeditiously as possible.

William Spence, Director
March 13, 2014
Page 4

On behalf of Ameron, thank you for your time and attention to this matter. Should you have any questions or require additional information, please feel free to contact me at 244-2015.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Erin Mukai', with a large circular flourish at the beginning and a trailing line.

Erin Mukai, Senior Associate

EM:la

Enclosures

cc: Eric Yoshizawa, Ameron Hawaii (w/enclosures)
Linda Goldstein, Ameron Hawaii (w/enclosures)
Joel Kam, Esq., Schneider Tanaka et al. (w/enclosures)
Calvert G. Chipchase, Cades Schutte, LLP (w/enclosures)
Riley Hakoda, State Land Use Commission (w/enclosures)

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EXHIBIT "A"

**Letter Dated August 31, 1977
from State Land Use Commission**



LAND USE COMMISSION

Suite 1795, Pacific Trade Center, 190 S. King Street, Honolulu, Hawaii 96813

STANLEY SAKAHASHI
Chairman
CHARLES DUKE
Vice Chairman

August 31, 1977

RECEIVED
SEP 1 1977

COMMISSION MEMBERS:

James Carras
Colette Machado
Shinsei Miyasato
Shinichi Nakagawa
Mitsuo Oura
Carol Whitesell
Edward Yanai

MAUI PLANNING COMMISSION
200 South High Street
Wailuku, Maui 96793

DEPT. OF PLANNING
COUNTY OF MAUI

GORDAN FURUTANI
Executive Officer

Attention: Mr. Tosh Ishikawa, Planning Director

Gentlemen:

At its meeting on August 24, 1977, the Land Use Commission voted to approve a Special Permit request by Ameron HC&D, Maui (SP77-271) to allow the expansion of an existing quarry operation on approximately 194.5 acres of land situated within the State Land Use Agricultural District at Puunene, Maui, Tax Map Key 3-8-1: portions of 1 and 74 and 3-8-3: portion of 4 and 18.

Approval of this Special Permit is subject to the five conditions imposed by the Maui County Planning Commission and a clarification of condition Number 4 to identify the mitigative control measures contained in the applicant's environmental analysis. Condition Number 4 now states:

"That the following mitigative control measures and others which may be required in the future be implemented and continued as necessary through the life of the Special Permit:

1. Dust Control

- a) The incorporation of an automatic sprinkling system which is activated whenever rocks pass through the crusher.
- b) The surge piles (stockpiles) will be wetted down by a system of sprinklers located at the head pulley of the conveyor belt which carries the rock from the crusher.
- c) All quarry roads and working areas will be kept sprinkled during the working day to reduce dust. Roads carrying substantial amounts of traffic will be periodically oiled or chemically treated.

2. Conversion of Cane Land

- a) No land will be quarried until the existing cane crop matures and is harvested.
- b) As areas are quarried, topsoil will be replaced, and the land reclaimed for planting. When the asphaltic concrete plant is relocated (as also proposed) approximately three additional acres will be reclaimed for planting.
- c) The areas to be mined will not be leased on a long-term basis to the applicant. Rather, a land license will be granted for mining purposes only.

3. Water Pollution

- a) A specific area has been set aside for the washing out of the concrete trucks. The concrete residue is periodically cleaned out (approximately once a year) and stockpiled for eventual use as landfill material in conjunction with the applicant's land reclamation program.
- b) All cesspools will be constructed and maintained in accordance with the requirements of the Department of Health, State of Hawaii.
- c) The amount of water or wetting agent used to reduce dust during crushing will be controlled so that ideally, it is totally absorbed by the rock and no runoff will occur.
- d) The berms constructed by the applicant along the edge of Kalialinui Gulch to prevent runoff from entering the project site, will likewise prevent excess water generated in the area from entering Kalialinui Gulch.

4. Noise

The applicant will conform to all State and Federal requirements for noise abatement including applicable Mining Enforcement Safety Administration (MESA) and Occupational Safety and Health Act (OSHA) controls and guidelines."

A copy of the staff memorandum is enclosed for your information.

Sincerely,



GORDAN Y. FURUTANI
Executive Officer

GYF:jy

Encl.

cc: Ameron HC&D

Department of Taxation, Maui

Tax Maps Recorder, Dept. of Taxation

Property Technical Office, Dept. of Taxation

Real Property Tax Assessor, Dept. of Taxation

Department of Planning & Economic Development

Office of Environmental Quality Control

Division of Land Management, DLNR

TMK 3-8-01

SP77-271 AMERON H&D

FIELD

ROAD

HAIKU

(NEW)
TMK 3-8-03;21

FIELD 4

DITCH

Res. 7

HAIKU DITCH

2637343 Ac

FIELD L 6

GRANT

TMK 3-8-031

4

STATE OF HAWAII
LAND USE COMMISSION

MEMORANDUM

TO: Land Use Commission

FROM: Staff

SUBJECT: SP77-271 - Ameron HC & D

The petitioner, Ameron HC & D (Concrete Industries - Maui), is requesting a Special Permit to allow the expansion of an existing quarry operation on approximately 194.5 acres of land situated within the State Land Use Agricultural District at Puunene, Maui, Tax Map Key 3-8-1: portions of 1 and 74 and 3-8-3: portion of 4 and 18. The property is located about 1.2 miles south of the Haleakala and Hana Highway intersection. Access is provided from the Haleakala Highway over a private road.

A portion of the subject area was originally established as a quarrying and rock crushing site by the U.S. Navy Seabees in 1939. This quarry operation was later acquired for private use, first by the Kahului Railroad Company and subsequently by HC & D, Ltd. in 1966. The petitioner had been previously granted a Special Permit in September 1966, to consolidate and improve the quarry operation. Permitted uses were to include, but not be limited to: rock crushing and screening; concrete batching plant; the manufacture of concrete products, including ready mix concrete, cast concrete products, concrete blocks and pipe; and maintenance, storage and office facilities. This Special Permit encompassed an area of approximately 28.19 acres.

The expansion and modernization of this quarry operation is now being proposed by the petitioner. The present petitioned area encompasses approximately 194.5 acres of land, 15 acres of which had been previously included in the 1966 Special Permit. The subject property is presently owned by Alexander and Baldwin, Inc. and leased to Ameron HC & D.

In support of the request, the petitioner has in part, stated the following:

- "1) The present crushing plants were constructed during World War II. They are no longer structurally sound due to wood rot and termite damage. A new plant must be constructed as soon as possible in order to meet the regulations of OSHA and MESA.

- "2) Most equipment is worn and obsolete. In many cases, parts are no longer available for repair. Unexpected breakdowns have caused disruptions in deliveries to customers, causing them costly delays.
- "3) Plant breakdowns plus increasing demand for rock have necessitated heavy overtime schedules including periods of running 70 hours per week. This is unsafe because the work is very tiring and our employees are more susceptible to accidents. It also causes a financial hardship to the Company due to cost of overtime. In 1975, 6200 manhours of overtime were required. Although final analysis of 1976 has not been completed, overtime ran in 1976 will be comparable to 1975.
- "4) The demand for rock continues to increase. A detailed market study of Maui Island projects demand for rock to continue to increase at a rate in excess of 6% per year for the next 15 years. Because the old plant is operating at 125% of capacity, construction of a new plant is needed immediately.
- "5) Rock reserves as defined per the present Special Use Permit will be exhausted within two (2) years! To justify investment of the \$1.7 million in a plant, rock reserves for a period at least equal to the 20 year depreciation period of the plant must be assured.
- "6) Rehabilitation and turnover of old, quarried out lands dating back to pre World War II times can not commence until a new plant is on stream. Only then will the man hours and proper equipment be available to implement this land reclamation program.

"Granting of this request will result in several significant benefits to the community, the company and to its employees.

- "1) An economical source of high quality rock will be assured for future use on Maui's roads and in construction. Maui Island rock requirements are expected to grow at an average rate of 6% compounded annually.
- "2) Land that has lain dormant and unproductive for over 30 years will be reclaimed for the growing of sugar cane.
- "3) The problems that now arise periodically with control of dust generated by rock crushing will be eliminated.
- "4) Relocation of the crushing operation closer to the mining face reduces the length of haul for transporting rock thereby minimizing dust created by the movement of off-the-road type vehicles.

- "5) The new plant will incorporate the latest OSHA and MESA recommendations making it a more pleasant and safer place for our employees to work.
- "6) The plant capability will be created and materials sources assured for future orderly growth in the size of our work force."

The petitioner has also submitted a master layout plan, 20-year mining plan, land reclamation plan, proposed construction schedule, proposed dust suppression system, and an environmental analysis for the requested quarry expansion.

The subject area is designated Agricultural by the County of Maui's Wailuku-Kahului General Plan. County zoning is similarly for Agriculture.

There are presently three primary land uses within the subject property. These include: lands under sugar cane cultivation, including field roads and irrigation ditches; lands presently being quarried or previously quarried and in the process of reclamation; and lands utilized for rock crushing, stockpiling, concrete batching, and the manufacture of concrete and asphaltic products.

Lands surrounding the subject site are almost exclusively used for sugar cane cultivation. The nearest residential area is Puunene Village, located about 1.7 miles to the west. The Kahului Airport lies approximately 2.3 miles to the northwest.

The Land Study Bureau's Overall Master Productivity Ratings for the subject site are Class E or Very Poor and Class C or Fair. The portion of the site rated Class C is based upon the availability or irrigation.

The subject area receives an annual average rainfall of approximately 15 inches. Tradewinds are from the northeast.

A private water system presently services the subject area. Telephone and electricity are also available at the site. Present sewage disposal is by cesspools.

At the public hearing held by the Maui Planning Commission on June 21, 1977, the only persons providing testimony were representatives of the petitioner. Two letters in support of the proposal were received prior to the hearing. Copies of the hearing transcript and supporting letters are attached.

On July 12, 1977, the Maui Planning Commission voted to recommend approval of the Special Permit to the Land Use Commission subject to the following conditions:

- "1. That the Special Permit be limited to a period of 20 years upon final approval subject to further extension upon a favorable review by the Planning and Land Use Commissions.
- "2. That a report be submitted every five years describing the extent and progress of activities occurring in that period.
- "3. That the use be limited to those activities and areas indicated in the application.
- "4. That the mitigative control measures cited in the environmental analysis and others which may be required in the future be implemented and continued as necessary through the life of the Special Permit.
- "5. That all other State and County requirements be met."

EXHIBIT "B"

**Letter Dated July 20, 1977
from the Department of Planning**

✓
PLANNING COMMISSION
Shiro Hokama, Chairman
Charles Ota, Vice Chairman
Patrick Kawano
Marvin Romme
Harlow Wright
Rojelio Tacdol
Wesley Wong
Wayne Uemae, Ex-officio
Tatsumi Imada, Ex-Officio



Elmer Cravalho
Mayor

LAND USE COMMISSION
STATE OF HAWAII
Tosh Ishikawa
Planning Director

JUL 27 11 37 AM '77
Yoshikazu "Zuke" Matsui
Deputy Planning Director

COUNTY OF MAUI
PLANNING DEPARTMENT
200 S. HIGH STREET
WAILUKU, MAUI, HAWAII 96793

July 20, 1977

SP77-271

Mr. Gordon Furutani
Executive Officer
Land Use Commission
Suite 1795
Pacific Trade Center
190 S. King Street
Honolulu, Hawaii 96813

Dear Mr. Furutani:

Re: Land Use Commission Special Permit - Ameron HC&D (Maui),
TMK 3-8-01:por. 1 & 74, 3-8-03:por. 4, 18.

The Maui Planning Commission, at its meeting of July 12, 1977, voted unanimously to recommend approval of the subject Special Permit request by Mr. Thomas Bastis of Ameron HC&D (Concrete Industries - Maui) to continue quarry, rock processing, concrete, concrete products and asphaltic concrete operations on approximately 194.5 acres of land outside of Puunene, Maui.

The public hearing for the request was held by the Planning Commission on June 21, 1977. Except for the representatives of the applicant, no one spoke for or against the subject request. Two letters, however, were received in support of the proposal prior to the hearing.

The Planning Commission recommended approval of the request with the following conditions:

1. That the special permit be limited to a period of 20 years upon final approval subject to further extension upon a favorable review by the Planning and Land Use Commissions.
2. That a report be submitted every five years describing the extent and progress of activities occurring in that period.
3. That the use be limited to those activities and areas indicated in the application.

Mr. Gordon Furutani
July 20, 1977
page 2

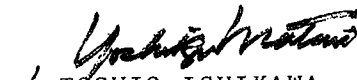
4. That the mitigative control measures cited in the environmental analysis and others which may be required in the future be implemented and continued as necessary through the life of the special permit.

5. That all other State and County requirements be met.

Enclosed for your information is a copy of the application with exhibits, department staff reports, public hearing minutes, and other pertinent information.

Please contact my office should there be any questions.

Very truly yours,


TOSHIO ISHIKAWA
Planning Director

Encls.

cc: Thomas Bastis

EXHIBIT "C"

Third Amendment to SP77-271

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAI'I

In the Matter of the Petition of	)	DOCKET NO. SP77-271
)	
AMERON HC&D	)	FINDINGS OF FACT,
	)	CONCLUSIONS OF LAW, AND
For A Third Amendment to the	)	DECISION AND ORDER
Special Permit Adding Approximately)	
41.2 Acres of Land Situated Within)	
The State Land Use Agricultural)	
District At Puunene, Maui, Hawaii)	
TMK: 3-8-03: portion of 4)	
_____)	

FINDINGS OF FACT, CONCLUSIONS OF LAW,
AND DECISION AND ORDER

Ameron HC&D (hereinafter "Applicant") initiated this proceeding pursuant to Section 205-6, Hawai'i Revised Statutes (hereinafter "HRS"), as amended, and Subchapter 12, Chapter 15-15, Hawai'i Administrative Rules (hereinafter "HAR"). The Land Use Commission (hereinafter "LUC"), having considered the entire record on this matter, hereby makes the following findings of fact, conclusions of law, and decision and order:

FINDINGS OF FACT

PROCEDURAL MATTERS

1. On December 18, 1996, the County of Maui Planning Department (hereinafter "Planning Department") received a letter from the Applicant requesting an amendment to LUC Docket No. SP77-271 by adding approximately 71.0 acres at Puunene, Maui.

2. The acreage requested to be added was to replace approximately 59.686 acres that were to be deleted (hereinafter

"Second Amendment") from LUC Docket No. SP77-271, and to allow the Applicant to expand its quarrying operations.

3. On January 6, 1997, the Planning Department received a letter from the Applicant clarifying that the acreage to be added involved approximately 41.2 acres (hereinafter "Third Amendment") and not 71.0 acres.

4. On February 25, 1997, the Maui Planning Commission (hereinafter "Planning Commission") conducted a public hearing on the Third Amendment.

5. On February 25, 1997, the Planning Commission recommended approval of the Third Amendment to the LUC subject to twelve (12) conditions.

6. On May 23, 1997, the LUC received a copy of the record for the County's proceedings on the Third Amendment.

DESCRIPTION OF THE PROPERTY AND SURROUNDING AREA

7. The area that is the subject of the Third Amendment consists of approximately 41.2 acres situated at Puunene, Maui, and further identified as Tax Map Key No.: 3-8-03: portion of 4 (hereinafter "Property").

8. The Property is located approximately 4 miles southeast of Kahului. The Property is owned by A&B Properties, Inc.

9. Access to the Property is via the existing access road for the Central Maui Sanitary Landfill located off of Pulehu Road.

10. Approximately 10 acres of the Property is currently being utilized for quarry operations, with the remainder occupied by sugarcane.

11. No permits have been issued or obtained for quarrying activity on a portion of the Property.

12. The Property is separated from the existing quarry area under LUC Docket No. SP77-271, which is located east beyond Kalialinui Gulch.

13. The slope of area in which the Property is situated is approximately 3.5%, and the Property slopes downward towards the northwest.

14. Rainfall in the area is estimated to be approximately 20 inches annually.

15. The U.S. Department of Agriculture Soil Conservation Service classifies the Property as having two types of soil series, Rock Land (rRK) and Waiakoa silty clay loam (WeB).

16. The Land Study Bureau's Detailed Land Classification Report designates the Property as Class "A" lands.

17. The State of Hawaii's Agricultural Lands of Importance to the State of Hawaii (ALISH) system classifies the Property as "Prime."

18. According to the U.S. Army Corps of Engineers Flood Insurance Rate Map (FIRM), the Property is within an area of minimal flooding or Zone "C."

19. Adjacent uses to the Property are primarily agricultural in nature with the proposed expansion to the Central

Maui Sanitary Landfill (LUC Docket No. SP97-390) to the north, the existing Central Maui Sanitary Landfill located east of the Property beyond Kalialinui Gulch, agricultural lands to the south, and Pulehu Road to the west.

SUMMARY OF PROPOSED USE

20. The Applicant is requesting the Third Amendment in order to replace lands being deleted from the subject docket. The addition of approximately 41.2 acres will allow the Applicant to expand and continue its quarrying operations in the immediate area.

21. The lands that were the subject of the Second Amendment (deletion of acreage) are the subject of LUC Docket No. SP86-359/Department of Public Works, County of Maui.

22. The Applicant feels that the Property is a logical expansion area, in light of the County of Maui's intention to eventually utilize the quarry pit that results from quarry operations as an expansion area for the current landfill.

23. The Applicant anticipates to extract approximately 250,000 to 500,000 cubic yards of material per year, subject to market demand.

24. Advancement of quarrying activity on the Property is subject to current sugarcane crop plantation rotation, which is a two-year cycle. The Applicant anticipates that upon harvesting of cane, quarry operations on the Property will advance approximately 10 to 14 acres each two-year cycle.

25. On June 12, 1997, at its meeting in Lihue, Kauai, the LUC approved the Second Amendment for LUC Docket No.

SP77-271. The approval of the Second Amendment resulted in an acreage of approximately 134.814 acres that is the subject of LUC Docket No. SP77-271.

26. In the event that the Third Amendment is approved by the LUC, the resultant total acreage under LUC Docket No. SP77-271 would be approximately 176.014 acres.

STATE AND COUNTY PLANS AND PROGRAMS

27. The State Land Use District Classification of the Property is Agricultural, as reflected on State Land Use District Boundary Map M-7 (Paia).

28. The Wailuku-Kahului Community Plan designates the area as Agricultural.

29. Current zoning for the Property is County Interim.

30. The Property is not located within the County of Maui Special Management Area.

SUMMARY OF COMMENTS RECEIVED BY PLANNING DEPARTMENT ON THIRD AMENDMENT

31. The County of Maui Department of Public Works and Waste Management commented that new vehicular access on Pulehu Road would be required to be approved by the Engineering Division of the Department of Public Works and Waste Management. Further, it was noted that Pulehu Road is a major collector and has vehicular access restrictions. The agency also commented that a subdivision for the project site may be needed pursuant to the Maui County Code.

32. The County of Maui Department of Fire Control had no objections to the Third Amendment.

33. Other County agencies did not provide comments on the Third Amendment. However, agencies provided comments on the Draft Environmental Impact Statement for the overall expansion of the Central Maui Sanitary Landfill, which includes the Property.

34. The LUC staff commented on the following: a) a map showing the approximately 41.2 acre Property in relation to the current acreage of LUC Docket No. SP77-271 should be included; b) there is an appearance of an overlap between the Property and other Special Permits in the immediate area; c) conditions in LUC Docket No. SP86-359 have not been complied with; d) the LUC staff has an understanding that separate Special Permits would be sought for future landfill expansions on the Property; e) clarification is needed as to the Special Permit that allowed quarrying activity on the Property; and f) clarification is needed on the acreage being deleted from LUC Docket No. SP77-271.

35. The Department of Hawaiian Home Lands (hereinafter "DHHL") commented that the Applicant should provide additional information about the proposed quarry operation for the Property instead of information on the proposed landfill expansion. Additionally, DHHL requested clarification on the continued impacts of the quarry on the Puunene Airport area.

36. The State Historic Preservation Division (hereinafter "SHPD") of the State Department of Land and Natural Resources (hereinafter "DLNR"), commented that the proposed quarry expansion would have no effect on archaeological resources.

37. The State Department of Health (hereinafter "DOH") commented that a National Pollutant Discharge Elimination System (NPDES) permit will be required for discharges into Kalialinui Gulch. Additionally, DOH commented that compliance with Community Noise Control regulations would be required.

38. The Office of Planning commented on the following:
a) requested clarification regarding the extent of quarrying operations on the Property; b) requested clarification of conditions imposed in relation to current lease and license agreements with A&B Hawaii, Inc.; c) suggested that Applicant consult with DOH in regards to conditions currently imposed; and d) requested clarification of the method Applicant will utilize to control runoff of quarrying wastewater and storm water into Kalialinui Gulch and adjacent properties.

39. Maui Electric Company (hereinafter "MECO") had no objections to the Third Amendment. However, MECO noted that it had recently purchased approximately 67 acres of land along Pulehu Road at its intersection with Waiko Road for future improvements to the utility service.

SOCIO-ECONOMIC IMPACTS

40. Pursuant to the Planning Department's report to the Planning Commission on the Third Amendment, the primary beneficial impacts of the proposed quarry expansion is the extraction of raw material necessary for construction projects, and the continued employment of the labor force.

IMPACTS UPON THE RESOURCES OF THE AREA

Agricultural Resources

41. The Property is located within an area classified as "Prime" agricultural lands under the ALISH classification system. However, the site is already disturbed and will be even more so as quarry operations and landfill operations progress.

42. The proposed expansion is not expected to disturb activities on adjacent agricultural lands.

Flora/Fauna

43. The proposed quarry expansion is anticipated to have similar potential adverse impacts as the existing quarry and Central Maui Sanitary Landfill.

Scenic Resources

44. The proposed quarry expansion will have an adverse impact as the Property is located along Pulehu Road. The proposed quarry expansion will be within view of residents and tourist who utilize Pulehu Road.

Archaeological and Cultural Resources

45. No known significant or historical sites have been found on the Property or the immediate surrounding area, as these areas have been previously disturbed by agricultural activity.

46. The SHPD, has commented that the proposed quarry expansion will have no effect on archaeological resources.

47. The Applicant has noted that in the event archeological resources are found during quarry operations on the Property, SHPD will be contacted immediately.

ADEQUACY OF PUBLIC FACILITIES AND UTILITIES

Highways and Roadway Facilities

48. The Planning Department's Report to the Planning Commission does not discuss the adequacy of highway and roadway facilities in the area based on the proposed quarry expansion.

49. The Planning Department relied upon a State Department of Transportation letter dated October 2, 1996, which comments on the proposed Central Maui Sanitary Landfill expansion located immediately north of the Property. The letter represents that the proposed landfill expansion would not have an adverse impact on State transportation facilities.

Drainage

50. The Property is a part of the drainage area of Kalialinui Gulch, which is one of the major gulch features in Central Maui. Kalialinui Gulch runs in a northwesterly direction, and discharges in the vicinity of Kanaha Beach Park.

51. A perimeter drainage channel will be provided for the proposed quarry expansion on the Property. This channel is to collect runoff from the adjacent watershed and proposed landfill fill slopes. The channel will discharge into a sedimentation pond located approximately 2,200 feet northeast of the Property.

Air Quality/Noise

52. Air quality and noise impacts are expected to be similar to those found in relation to existing quarry operations.

53. Impacts from short-term and long-term dust, hydrocarbon emissions, and noise impacts will primarily affect quarry operators.

54. Construction management measures (i.e., dust control, etc.), and the remote location of the Property are expected to minimize adverse effects.

Water

55. No potable water supply is available on or for the Property. Water requirements for fire and dust control are currently being provided by water trucks, and this method of water service is anticipated to continue for the quarry expansion area.

Sewage

56. No sewer facilities are available at or near the Property. No sewage requirements are needed for the Property.

Electricity/Telephone Service

57. The Property has electrical and telephone services nearby. The Project is not anticipated to have any impact on such services.

Parks

58. The proposed quarry expansion is not anticipated to impact the County's public parks system.

Schools

59. The proposed quarry expansion is not anticipated to impact the public school system.

Solid Waste

60. The nearest existing landfill is the Central Maui Sanitary Landfill located east of the Property beyond Kalialinui Gulch.

Police/Fire/Medical Services

61. The proposed quarry expansion is not expected to adversely impact police and fire services. Further, the proposed quarry expansion is not anticipated to extend current service area limits for emergency services.

CONFORMANCE WITH SPECIAL USE PERMIT TESTS

62. The Planning Department, in its staff report to the Planning Commission, provided the following comments with respect to the Permit's conformance with the Special Use Permit Tests as follows:

- (a) The use shall not be contrary to the objective sought to be accomplished by Chapters 205 and 205A, Hawaii Revised Statutes, as amended, and the rules of the State Land Use Commission.

"The proposed expansion of the Ameron HC&D quarry is not listed as a permitted use within the State Agricultural District, but the use is not contrary to the objectives of the Land Use Law, Chapter 205 and 205A which is to preserve, protect, and encourage the development of lands in the State for those uses to which these lands are best suited in the interest of public health and welfare of the people of the State of Hawaii."

- (B) The desired use would not adversely affect surrounding property.

"The desired use would not adversely affect surrounding property since most surrounding properties are either undeveloped or are being mined or use (sic) as a landfill."

- (C) The use would not unreasonably burden public agencies to provide roads and streets, sewers, water drainage and school improvements, and police and fire protection.

"No burden will be created to public agencies to provide roads, streets, sewers, water, or drainage facilities. No unreasonable burden to police and fire protection agencies is anticipated. There will be no burden on the school system."

- (D) Unusual conditions, trends and needs have arisen since the district boundaries and rules were established.

"The use is in close proximity to other properties with fill and quarrying uses."

- (E) The land upon which the proposed use is sought is unsuited for the uses permitted within the district.

"The land upon which the proposed use is sought is part of a planned mining operation that will return the land to agriculture use following extraction of the natural resource, or provide a suitable location for the expansion of the Central Maui Sanitary Landfill."

PLANNING COMMISSION RECOMMENDATION

63. At its meeting on January 28, 1997, the Planning Commission recommended approval of the Third Amendment to the LUC, subject to the following conditions:

1. That the Land Use Commission Special Use Permit shall be valid until for a period of ten (10) years from the date of its granting, subject to extensions by the Maui Planning Commission and the State Land Use Commission upon a timely request for extension filed at least one-hundred twenty (120) days prior to its expiration. The Maui Planning Commission shall make a recommendation to the State Land Use Commission and may require a public hearing on the time extension.
2. That the conditions of this Land Use Commission Special Use Permit shall be self enforcing and, accordingly, upon due notice by the Planning Department to the permit holder and the Land Use Commission that there is prima facie evidence that a breach has occurred the permit shall be automatically suspended pending action by the Land Use Commission. A hearing on the continuity of such Land Use Commission Special Use

Permit may be held, provided that written request for such a hearing is filed with the Land Use Commission within ten (10) working days of the date of such notice of alleged breach. If no request for hearing is filed within said ten (10) working day period, the Land Use Commission may revoke said Land Use Commission Special Use Permit.

3. That the subject Land Use Commission Special Use Permit shall not be transferred without the prior written approval of the Land Use Commission. The appropriate Planning Commission shall make a recommendation to the Land Use Commission. However, in the event that a contested case hearing preceded issuance of said Land Use Commission Special Use Permit, a public hearing shall be held by the appropriate Planning Commission upon due published notice, including actual written notice to the last known addresses of parties to said contested case and their counsel.
4. The Applicant, its successors and permitted assigns shall exercise reasonable due care as to third parties with respect to all areas affected by subject Land Use Commission Special Use Permit and shall defend, indemnify and hold the County of Maui and State of Hawaii harmless from and against any loss, liability, claim or demand arising out of this permit.
5. That full compliance with all applicable governmental requirements shall be rendered.
6. That the Applicant shall submit to the Land Use Commission and Maui Planning Department copies of a detailed report addressing its compliance with the conditions established with the subject Land Use Commission Special Use Permit. The compliance report shall be reviewed and approved by the Land Use Commission and Maui Planning Department prior to the establishment of the Special Use.
7. That the Applicant shall begin construction of the quarry expansion within 6 months from issuance of the Land Use Commission's decision and order. Construction shall include any improvements necessary to operate the quarry pursuant to all applicable laws and regulations.
8. That the applicant shall take appropriate mitigative measures to minimize erosion, and prevent cement products, oil, fuel, and other toxic substances associated with the use of heavy machinery from spilling or leaching into the ground.

9. That the applicant shall provide adequate dust control measures during all phases of quarry operations in accordance with the provisions of Chapter 11-60.1, Hawaii Administrative Rules, Section 11-60.1-33 on Fugitive Dust.
10. That the Applicant shall utilize non-potable water, to the extent possible, for grading and dust control of the quarry.
11. That the Applicant shall immediately stop work and contact the State Historic Preservation Division, Department of Land and Natural Resources should any previously unidentified archaeological resources such as artifacts, shell, bone, charcoal deposits, human burial, rock or coral alignments, pavings or wall be encountered during development of the Special Permit area.
12. That the Applicant shall obtain a County Use Variance for the operation of the quarry in the Interim Zoning District, within two years of approval date by the Land Use Commission.
13. That the Applicant shall plant and maintain a windbreak belt, along with landscaping plants, along Pulehu Road. The plantings shall be installed concurrently as quarrying operations progress through Phase V and Phase VI as illustrated in Exhibit 3 of the February 25, 1997 Planning Department Report.

64. The Planning Department has clarified that the conditions recommended by the Planning Commission to the LUC cover only the acreage that is the subject of the Third Amendment, and do not supersede conditions previously imposed for lands that are the subject of LUC Docket No. SP77-271 located east of Kalialinu Gulch.

65. Any findings of fact that may be a conclusion of law shall be deemed a conclusion of law.

CONCLUSIONS OF LAW

The Special Permit request to allow establishment and operation of an expansion of the existing quarry operation of

Ameron HC&D in Puunene, Maui constitutes an "unusual and reasonable" use as defined in Section 205-6, Hawaii Revised Statutes, as amended, and the proposed use is not contrary to the objectives sought to be accomplished by the State Land Use Law to preserve, protect, and encourage development of lands in the State for those uses to which they are best suited in the interest of the public health and welfare.

ORDER

IT IS HEREBY ORDERED that the Third Amendment to the Special Permit under LUC Docket No. SP77-271 to allow an expansion to the existing quarry operations on approximately 41.2 acres of land designated within the State Land Use Agricultural District, Tax Map Key No.: 3-8-03: portion of 4 at Puunene, Maui, and approximately identified on Exhibit "A" attached hereto and incorporated by reference herein, is hereby approved and subject to the following conditions:

1. The Property shall be used for the establishment and operation of an expansion to the current quarry located east of the Property. No other use shall be permitted. If another use is proposed for the Property, the Applicant or landowner shall timely file a motion or petition for Special Permit with the Maui Planning Commission to allow such other use.

2. This amendment to Land Use Commission Special Permit under LUC Docket No. SP77-271, shall be valid for a period of ten (10) years from the date of the issuance of the Land Use Commission's decision and order on this amendment, subject to further extensions by the Maui Planning Commission and the State

Land Use Commission upon a timely request for extension filed at least one-hundred twenty (120) days prior to its expiration. The Maui Planning Commission shall make a recommendation to the State Land Use Commission and may require a public hearing on the time extension.

3. The conditions imposed herein shall be self enforcing and, accordingly, upon due notice by the Planning Department to the permit holder and the Land Use Commission that there has been a prima facie evidence that a breach has occurred the permit shall be automatically suspended pending a prompt hearing on the continuity of such Land Use Commission Special Permit, provided that written request for such a hearing is filed with the Maui Planning Commission within ten (10) working days of the date of such notice of alleged breach. If no request for hearing is filed within the ten (10) working day period, the Maui Planning Commission may recommend the revocation of said Land Use Commission Special Permit. The Maui Planning Commission's recommendation shall be promptly transmitted to the State Land Use Commission for appropriate action.

4. The subject Land Use Commission Special Permit shall not be transferred without the prior written approval of the Land Use Commission. The Maui Planning Commission shall make a recommendation to the Land Use Commission. However, in the event that a contested case hearing preceded issuance of said Land Use Commission Special Permit, a public hearing shall be held by the Maui Planning Commission upon due published notice,

including actual written notice to the last known addresses of parties to said contested case and their counsel.

5. Applicant, its successors or permitted assigns, shall exercise reasonable due care as to third parties with respect to all areas affected by subject Land Use Commission Special Permit and shall defend, indemnify and hold the County of Maui and State of Hawaii harmless from and against any loss, liability, claim or demand arising out of this permit.

6. That full compliance with all applicable governmental requirements shall be rendered.

7. Applicant, its successors or permitted assigns, shall timely provide without any prior notice, annual reports to the Land Use Commission and the County of Maui Planning Department in connection with the status of the subject project and Applicant's progress in complying with the conditions imposed herein. The annual report shall also include the amount of resources mined from the Property and the projected amount of resource remaining at the time of submissions of the annual report. The annual report shall be submitted in a form prescribed by the Executive Officer of the Land Use Commission.

8. Applicant shall begin construction of the quarry expansion within 6 months from issuance of the Land Use Commission's decision and order. Construction shall include any improvements necessary to operate the quarry pursuant to all applicable laws and regulations.

9. Applicant, its successors or permitted assigns, shall take appropriate mitigative measures to minimize erosion,

and prevent cement products, oil, fuel, and other toxic substances associated with the use of heavy machinery from spilling or leaching into the ground.

10. Applicant, its successors or permitted assigns, shall provide adequate dust control measures during all phases of quarry operations in accordance with the provisions of Chapter 11-60.1, Hawaii Administrative Rules, Section 11-60.1-33 on Fugitive Dust.

11. Applicant, its successors or permitted assigns, shall utilize non-potable water, to the extent possible, for grading and dust control of the quarry.

12. Applicant, its successors or permitted assigns, shall immediately stop work and contact the State Historic Preservation Division, Department of Land and Natural Resources should any previously unidentified archaeological resources such as artifacts, shell, bone, charcoal deposits, human burial, rock or coral alignments, pavings or wall be encountered during development of the Special Permit area.

13. Applicant, its successors or permitted assigns, shall obtain a County Use Variance for the operation of the quarry in the Interim Zoning District, within two years of the date of issuance of the decision and order for this amendment by the Land Use Commission.

14. Applicant, its successors or permitted assigns, shall plant and maintain a windbreak belt, along with landscaping plants, along Pulehu Road. The plantings shall be installed concurrently as quarrying operations progress through Phase V and

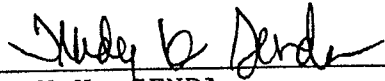
Phase VI as illustrated in Exhibit 3 of the February 25, 1997 Planning Department Report.


15. Applicant shall clarify the entire acreage that is the subject of LUC Docket No. SP77-271 within six months of the date of issuance of the decision and order for this amendment. Applicant shall file appropriate motions to the Maui Planning Commission and the Land Use Commission to remove any discrepancies in terms of acreage or areas of overlap with other Special Permits in the immediate area. Upon clarification of the entire acreage under LUC Docket No. SP77-271, Applicant shall file a metes and bounds map and description with the County of Maui Planning Department and the Land Use Commission clearly depicting the proper acreage of SP77-271.

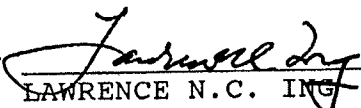
DOCKET NO. SP77-271 - AMERON HC&D (3RD AMENDMENT)


Done at Honolulu, Hawai'i, this 5th day of August 1997,
per motions on June 12, 1997 and July 31, 1997.

LAND USE COMMISSION
STATE OF HAWAI'I

By 
TRUDY K. SENDA
Chairperson and Commissioner


By 
RUPERT K. CHUN
Vice Chairperson and Commissioner

By 
LAWRENCE N.C. ING
Commissioner

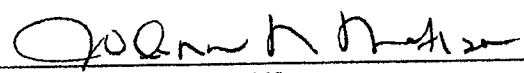
By 
M. CASEY JARMAN
Commissioner

By (absent)
HERBERT S.K. KAOPUA, SR.
Commissioner

By (absent)
LLOYD F. KAWAKAMI
Commissioner

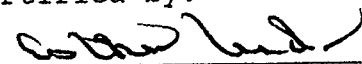
By 
MERLE A. K. KELAI
Commissioner

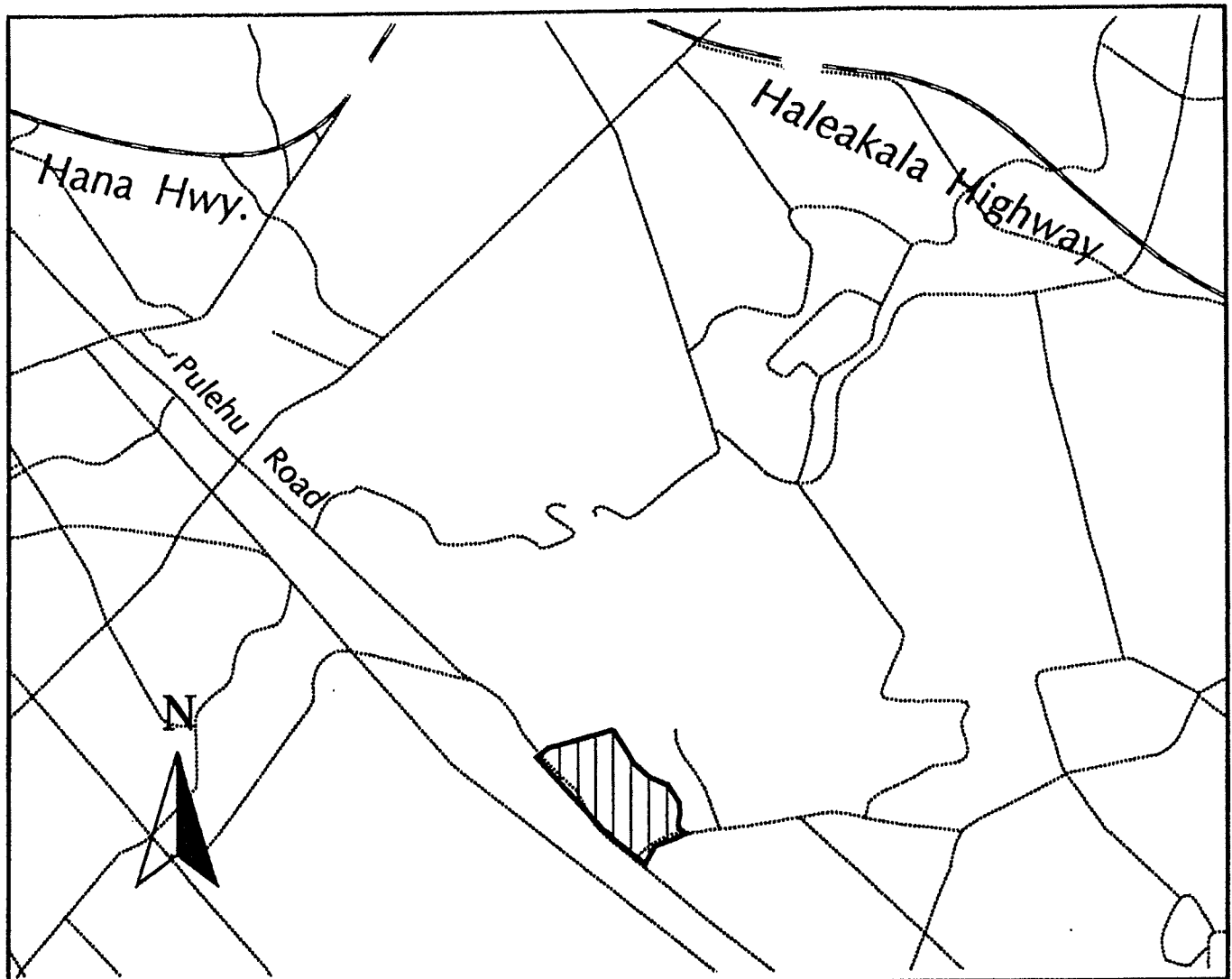
By (absent)
EUSEBIO LAPENIA, JR.
Commissioner

By 
JOANN N. MATTSON
Commissioner

Filed and effective on
August 5, 1997

Certified by:


Executive Officer



SP77-271 / AMERON H C & D

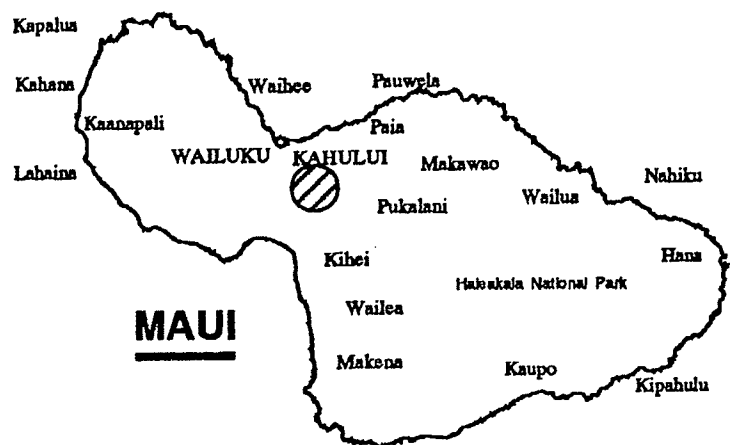
LOCATION MAP

TAX MAP KEY: 3-8-03: por. 4

Puunene, Maui, Hawaii


**PERMIT AREA
(APPROXIMATE)**

EXHIBIT "A"



BENJAMIN J. CAYETANO
GOVERNOR



ESTHER UEDA
EXECUTIVE OFFICER

STATE OF HAWAII
DEPARTMENT OF BUSINESS, ECONOMIC DEVELOPMENT & TOURISM

LAND USE COMMISSION

P.O. Box 2359
Honolulu, HI 96804-2359
Telephone: 808-587-3822
Fax: 808-587-3827

August 14, 1997

NOTIFICATION OF SPECIAL PERMIT
DECISIONS FILED BY THE STATE LAND USE COMMISSION

To all concerned agencies:

The Findings of Fact, Conclusions of Law, and Decision and Order for the following special permit petitions have been filed by the Land Use Commission:

<u>Petition Docket No.</u>	<u>Special Permits Requested</u>	<u>LUC Action on June 12, 1997</u>	<u>Date of Decision and Order</u>
SP77-271 AMERON HC&D	For a Second Amendment to the Special Permit Which Establishes A Rock Quarry Operation and Related Uses on Approximately 194.5 of Land Within the State Land Use Agricultural District at Puunene, Maui, Hawaii	Approved Amendment to delete approximately 59.686 acres at Puunene, Maui, TMK No.: 3-8-03: 19 (formerly 3-8-03: portion of 4 and portion of 18)	June 27, 1997
SP77-271 AMERON HC&D	For a Third Amendment to the Special Permit Adding Approximately 41.2 Acres of Land Situated Within the State Land Use Agricultural District at Puunene Maui, Hawaii	Approved Amendment to add approximately 41.2 acres at Puunene, Maui, TMK No.: 3-8-03: portion of 4 (see map attached)	August 5, 1997
SP97-391 STATE OF HAWAII, DEPARTMENT OF ACCOUNTING AND GENERAL SERVICE	For a Special Permit to Establish and Operate a High School on Approximately 38.00 Acres Within the State Land Use Agricultural District at Keaau, Puna, Hawaii	<u>LUC Action on June 26, 1997</u> Approved approximately 37.24 acres at Keaau, Puna, Hawaii, TMK No.: 1-6-03: portion of 3, portion of 15, and portion of 68 (see map attached)	August 5, 1997

The above special permits may include conditions which affect your agency. If you would like a copy of the conditions or more information on this matter, please contact our office at 587-3822.

Sincerely,

A handwritten signature in cursive script, appearing to read "Esther Ueda".
for ESTHER UEDA
Executive Officer

EU:th

Att.

NOTIFICATION OF SPECIAL PERMIT DECISIONS BY LUC

STATE/FEDERAL AGENCIES (All Petitions)

X Office of State Planning
 1) Rick Egged
 2) LUD - Abe Mitsuda

X Department of Education
 1) Mr. Alfred K. Suga
 2) Facilities & Support Services Branch
 Mr. Lester Chuck

X Department of Health
 1) Dr. Lawrence Miike
 2) Office of Environmental Quality Control

X Department of Land and Natural Resources
 Office of the Chairperson

X Department of Transportation
 1) Mr. Kazu Hayashida
 2) Statewide Transportation Planning Office

X USDA Soil Conservation Service
 Attn.: Ms. Nicole Simmons

X City and County of Honolulu
 Department of Finance - Mapping Section

Department of Agriculture
 Office of the Chairperson

Department of Defense
 Office of the Adjutant General

Housing Finance and Development Corporation

X DOH - Clean Air Branch

DOH - Clean Water Branch

DOH - Solid & Hazardous Waste Branch

DOH - Wastewater Branch

DLNR - Land Management Division

DLNR - Aquatic Resources Division

DLNR - Division of Forestry & Wildlife

X DLNR - Historic Preservation Division

DLNR - Division of Water Resource Management

DOT - Airports Division

DOT - Harbors Division

DOT - Highways Division

City & County of Honolulu (Oahu Petitions Only)

Planning Department
 1) Chief Planning Officer
 2) Division Head, Policy Analysis Division

Department of Land Utilization - Director

Planning Commission - Executive Secretary

Board of Water Supply
 Manager and Chief Engineer

Department of Public Works - Director

Department of Wastewater Management - Director

Department of Transportation Services - Director

Department of Housing and Community Development
 Director

Department of Finance - Property Assessment
 Section

Department of Finance - Property Technical Office

County of Hawaii (Hawaii Petitions Only)

Planning Department - Director

Planning Commission - Chairperson

Department of Water Supply

Department of Public Works

Real Property Tax Office

County of Maui (Maui Petitions Only)

X Planning Department - Director

X Planning Commission - Chairperson

X Department of Water Supply

X Department of Public Works & Waste Management

Real Property Tax Division

Department of Fire Control

County of Kauai (Kauai Petitions Only)

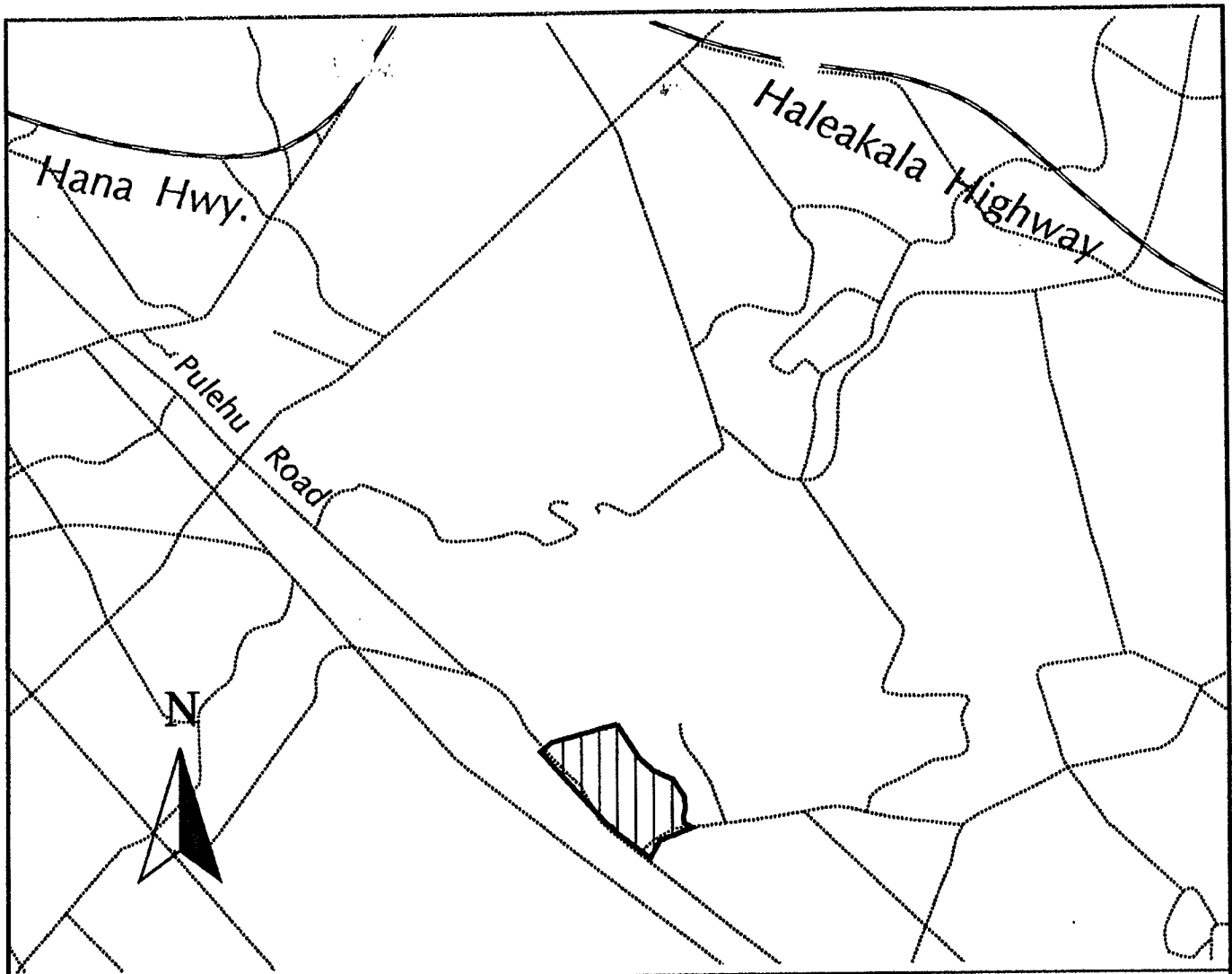
Planning Department - Director

Planning Commission - Chairperson

Department of Water Supply

Department of Public Works

Real Property Tax Division



SP77-271 / AMERON H C & D

LOCATION MAP

TAX MAP KEY: 3-8-03: por. 4

Puunene, Maui, Hawaii

 PERMIT AREA
(APPROXIMATE)

EXHIBIT "A"

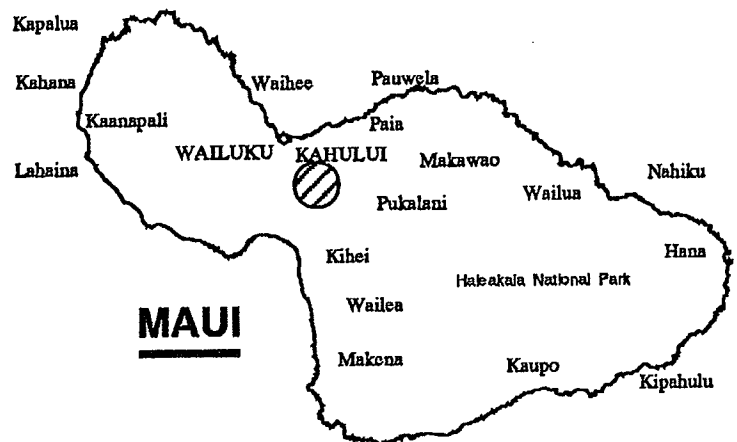


EXHIBIT "D"

Sixth Amendment to SP77-271



BEFORE THE LAND USE COMMISSION
STATE OF HAWAII

In the Matter of the Petition of)
AMERON HC&D) DOCKET NO. SP77-271
To Obtain a Sixth Amendment to Land) DECISION AND ORDER
Use Commission Special Use Permit To) APPROVING THE
Add Approximately 9.5 Acres Within the) SIXTH AMENDMENT TO
State Land Use Agricultural District For) THE LAND USE
The Quarry Operations and To Withdraw) COMMISSION SPECIAL
41.2 Acres Within the State Land Use) USE PERMIT
Agricultural District for the Quarrying)
Operations at Puunene, Maui, State of)
Hawaii, TMK Nos: 3-8-003:portion of 004)
portion of 020, and portion of 021 and 3-)
8-001:portion of 001)
_____)

DECISION AND ORDER APPROVING THE
SIXTH AMENDMENT TO THE LAND USE COMMISSION SPECIAL USE PERMIT

THIS IS TO CERTIFY THAT THIS IS A TRUE AND CORRECT
COPY OF THE DOCUMENT ON FILE IN THE OFFICE OF THE
STATE LAND USE COMMISSION, HONOLULU, HAWAII.

MAR 23 2009

Date

BY



Executive Officer



BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of	)	DOCKET NO. SP77-271
)	
AMERON HC&D	)	DECISION AND ORDER
	)	APPROVING THE SIXTH
To Obtain a Sixth Amendment to Land Use	)	AMENDMENT TO THE LAND
Commission Special Use Permit To Add	)	USE COMMISSION SPECIAL USE
Approximately 9.5 Acres Within the State	)	PERMIT
Land Use Agricultural District For The)	
Quarry Operations and To Withdraw 41.2)	
Acres Within the State Land Use)	
Agricultural District for the Quarrying)	
Operations at Puunene, Maui, State of)	
Hawai'i, TMK Nos: 3-8-003:portion of 004)	
portion of 020, and portion of 021 and 3-8-)	
001:portion of 001)	
_____)	

DECISION AND ORDER APPROVING A SIXTH AMENDMENT TO THE
LAND USE COMMISSION SPECIAL USE PERMIT

On June 16, 2008, Michael T. Munekiyo of Munekiyo & Hiraga, Inc.,
filed a written request on behalf of Ameron HC&D ("Petitioner" or
"Applicant") with the County of Maui Department of Planning pursuant to
Section 205-6, Hawaii Revised Statutes ("HRS") and Sections 15-15-95 and 15-15-
96 of the Hawaii Administrative Rules ("HAR"), to seek a Sixth Amendment to

Special Use Permit LUC Docket No. SP 77-271. Applicant requested to add approximately 9.5 Acres of land within the State Agricultural District for quarrying operations and to withdraw approximately 41.2 Acres of land from the existing Permit Area for quarrying activities. The "Permit Area" is located at Puunene, Maui, Hawai'i, and identified as TMK Nos: 3-8-003: portion of 004, 020 and 021, and 3-8-001:portion of 001. The landowner of the Permit Area is Alexander and Baldwin.

On October 28, 2008, the County of Maui Planning Commission ("Planning Commission") conducted a hearing on Petitioner's Request. After due deliberation, the Planning Commission recommended approval of Petitioner's Request to the LUC.

On December 24, 2008, the LUC received a copy of the decision and a portion of the record of the Planning Commission's proceedings on Petitioner's Request. On February 9, 2009 the LUC received the remaining portions of the record.

On February 19, 2009, the LUC met in Kahului, Maui, Hawai'i, to consider Petitioner's Request. Michael T. Munekiyo and Eric Yoshizawa appeared on behalf of Petitioner. Michael Hopper, Esq., Cheryl Okuma, Tracy Takamine, and Robyn Loudermilk appeared on behalf of the County of Maui.

At the meeting, Petitioner stated that in a recent review of project

operations, it noted an approximately 7.4 acre area used for parking as well as used by mining sublessee Walker Industries for storage is located outside of the SUP Permit area. The 7.4 acre area is owned by A & B Hawai'i and is identified as a portion of TMK 3-8-003-004 and a portion of 3-8-001:001. In addition, Petitioner determined that approximately 2.1 acres located outside the current SUP Permit is part of the mine area where processing and storage of rock materials are conducted. The 2.1 acre portion is also owned by A & B Hawai'i, within the overall area leased for quarry operations by Ameron, and is identified as a portion of TMK 3-8003:004.

On October 9, 2008 by letter to Jeffrey Hunt, Director, County of Maui Department of Planning, Petitioner withdrew 41.2 acres of the land contained in the Permit Area, identified as TMK Nos. 3-8-003:004 (por) and 020 (por.) from quarrying operations. This is to allow the County of Maui, Department of Environmental Management to expand the Central Maui Landfill by incorporating the aforementioned 41.2 acres.

Following discussion, a motion was made and seconded to approve Petitioner's Request for a Sixth Amendment to SP77-21 with the following amendments to existing Conditions 11. and 15.:

11. Applicant, its successors or permitted assigns shall utilize non-drinking water, to the extent possible, for grading and dust control of the quarry.

15. Applicant, its successors or permitted assigns, shall clarify the entire acreage that is subject of LUC Docket No. SP77-271 with the Maui Planning Commission and the State Land Use Commission by filing an aerial photographic map with overlay and a site map clearly depicting the proper acreage of SP77-271 within six (6) months of the Land Use Commission's Decision and Order approving the Sixth Amendment to the Special Use Permit. If any parcel within the Permit Area is sold or transferred to any other person or entity, the Applicant shall provide a metes and bounds survey as approved by the Executive Officer.

Following deliberation by the Commissioners, a vote was taken on the motion. There being a vote tally of 7 ayes and 2 absent, the motion carried.

ORDER

Having duly considered the complete record of Petitioner's Request and the oral arguments presented by the parties present in the proceeding, and a motion having been made at a meeting on February 19, 2009, in Kahului, Maui, Hawai'i, and the motion having received the affirmative votes required by section 15-15-13, HAR, and there being good cause for the motion, the LUC hereby APPROVES Petitioner's Request to add approximately 9.5 acres to the Permit Area and withdraw approximately 41.2 Acres of land from the Permit Area as is shown on Exhibit "A" attached hereto and incorporated by reference herein, subject to the following amendment to Condition Number 11 and Condition Number 15 of the Decision and Order dated April 10, 2002, as further amended on January 28, 2008 :

11. Applicant, its successors or permitted assigns shall utilize non-drinking water, to the extent possible, for grading and dust control of the quarry.
15. Applicant, its successors or permitted assigns, shall clarify the entire acreage that is subject of LUC Docket No. SP77-271 with the Maui Planning Commission and the State Land Use Commission by filing an aerial photographic map with overlay and a site map clearly depicting the proper acreage of SP77-271 within six (6) months of the Land Use Commission's Decision and Order approving the Sixth Amendment to the Special Use Permit. If any parcel within the Permit Area is sold or transferred to any other person or entity, the Applicant shall provide a metes and bounds survey as approved by the Executive Officer.

All other conditions to the Decision and Order dated April 10, 2002, as further amended on January 28, 2008, are hereby reaffirmed and shall continue in effect.

DONE at Honolulu, Hawai'i, this 17th day of March, 2009, per motion on February 19, 2009.

APPROVED AS TO FORM:

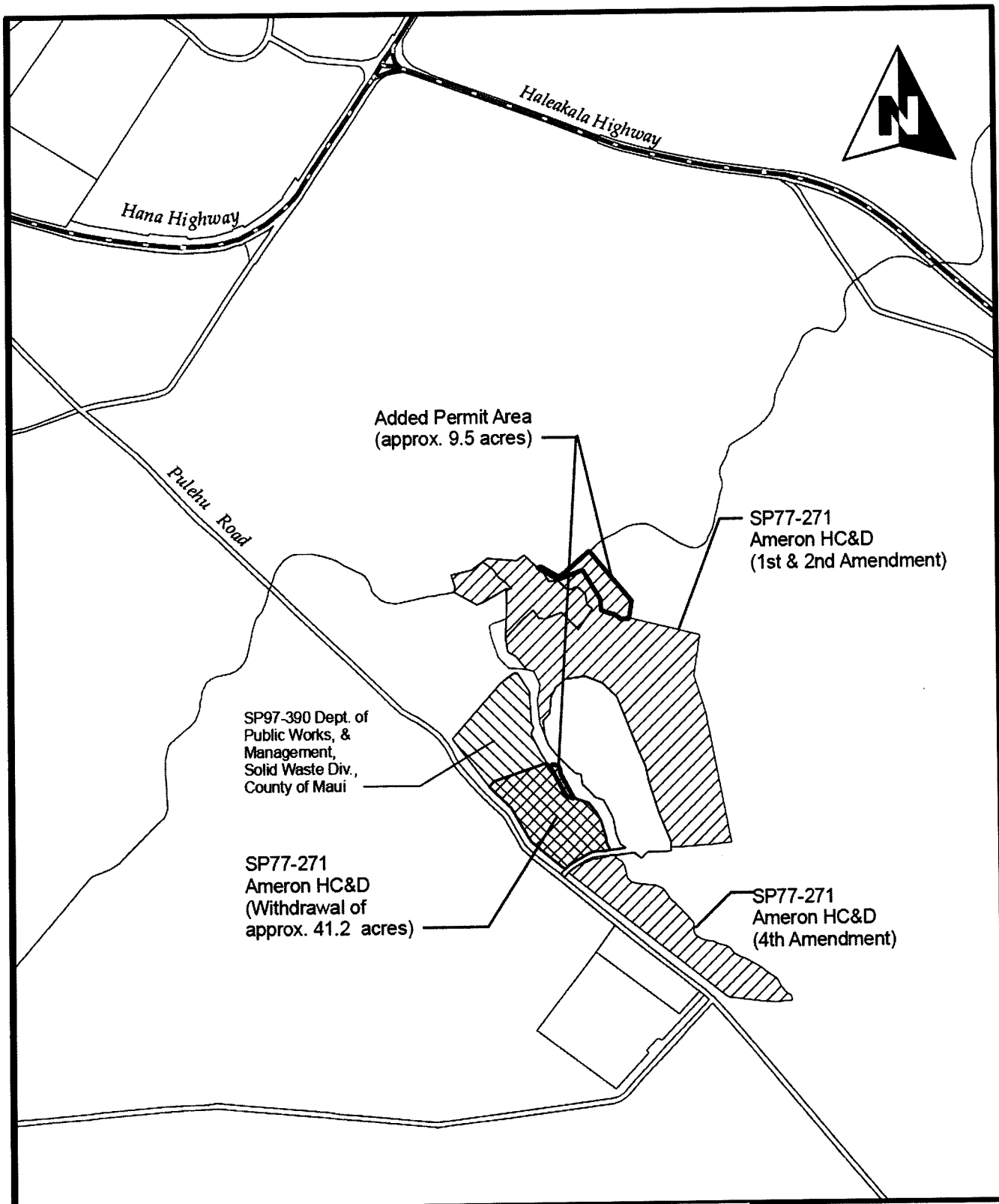
Alana Jackson
Deputy Attorney General

LAND USE COMMISSION
STATE OF HAWAII

By [Signature]
DUANE KANUHA
Chairperson and Commissioner

Filed on: MAR 23 2009

[Signature]
Executive Officer



SP77-271 AMERON HC&D

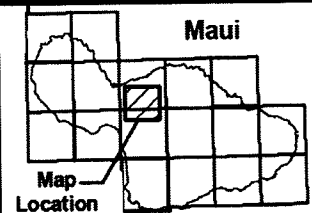
Location Map

Tax Map Key: 3-8-003: por. 04, por. 20, & por. 21

Pu'unene, Maui, Hawai'i

Scale: 1" = 2,000 ft,

Exhibit "A"





BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of	)	DOCKET NO. SP77-271
)	
AMERON HC&D	)	CERTIFICATE OF SERVICE
)	
To Obtain a Sixth Amendment to Land Use)	
Commission Special Use Permit To Add)	
Approximately 9.5 Acres Within the State)	
Land Use Agricultural District For The)	
Quarry Operations and To Withdraw 41.2)	
Acres Within the State Land Use)	
Agricultural District for the Quarrying)	
Operations at Puunene, Maui, State of)	
Hawai'i, TMK Nos: 3-8-003:portion of 004)	
portion of 020, and portion of 021 and 3-8-)	
001:portion of 001)	
_____)	

CERTIFICATE OF SERVICE

I hereby certify that a copy of DECISION AND ORDER APPROVING THE SIXTH AMENDMENT TO THE LAND USE COMMISSION SPECIAL USE PERMIT was served upon the following by either hand delivery or depositing the same in the U. S. Postal Service by certified mail:

DEL. ABBEY SETH MAYER, Director
 Office of Planning
 P. O. Box 2359
 Honolulu, Hawaii 96804-2359


REGULAR BRYAN YEE, Esq.
MAIL: Deputy Attorney General
Hale Auhau, Third Floor
425 Queen Street
Honolulu, Hawaii 96813

REGULAR Mr. Michael Hopper Esq.,
MAIL: County of Maui
Department of Environmental Management
200 South High Street, Room 322
Wailuku, Hawaii 96793

REGULAR Cheryl Okuma, Director
MAIL: County of Maui
Department of Environmental Management
200 South High Street, Room 322
Wailuku, Hawaii 96793

CERTIFIED Mr. Mike Munekiyo
MAIL: Munekiyo & Hiraga, Inc.
395 High Street, Suite 104
Wailuku, Hawai'i 96793

Dated: Honolulu, Hawai'i, MAR 23 2009.



ORLANDO DAVIDSON
Executive Officer

EXHIBIT "E"

Ordinance No. 3757

ORDINANCE NO. 3757

BILL NO. 44 (2010)

A BILL FOR AN ORDINANCE GRANTING AMERON HAWAII A
CONDITIONAL PERMIT TO ALLOW CONCRETE BATCHING, ASPHALT
PRODUCTION, AND CONCRETE CASTING OPERATIONS WITHIN THE COUNTY
AGRICULTURAL DISTRICT FOR PROPERTY SITUATED
AT PUUNENE, MAUI, HAWAII

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

SECTION 1. Pursuant to Chapter 19.40, Maui County Code, and subject to the conditions imposed in Section 2 of this ordinance, a Conditional Permit is hereby granted to Ameron Hawaii to allow concrete batching, asphalt production, and concrete casting operations within the County Agricultural District. The site is identified for real property tax purposes by Tax Map Key Numbers: (2) 3-8-001:001(por.), (2) 3-8-003:004(por.), and (2) 3-8-003:021(por.), comprising approximately 165.6 acres of land situated at Puunene, Maui, Hawaii.

SECTION 2. The granting of this Conditional Permit is subject to the following conditions:

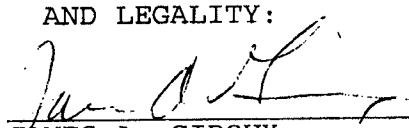
1. That full compliance with all applicable governmental requirements shall be rendered, including State Land Use Commission Special Permit (SP77-271).
2. That the Conditional Permit shall be valid for a period of ten (10) years from the effective date of this ordinance; provided that, an extension of this Conditional Permit beyond this ten-year period may be granted pursuant to Section 19.40.090, Maui County Code.
3. That the Conditional Permit shall be nontransferable, unless the Council approves the transfer by ordinance.
4. That Ameron Hawaii, its successors and permitted assigns, shall exercise reasonable due care as to third parties with respect to all areas affected by subject Conditional Permit and shall procure at its own cost and expense, and shall maintain during the entire period of this Conditional Permit, a policy or policies of comprehensive liability insurance in the minimum amount of ONE MILLION AND NO/100 DOLLARS (\$1,000,000) naming the County of Maui as an additional insured, insuring and defending Ameron Hawaii and County of Maui against any and all claims or demands for property damage, personal injury, and/or death arising out of this Conditional Permit, including

but not limited to: (1) claims from any accident in connection with the permitted use, or occasioned by any act or nuisance made or suffered in connection with the permitted use in the exercise by Ameron Hawaii of said rights; and (2) all actions, suits, damages and claims by whomsoever brought or made by reason of the nonobservance or nonperformance of any of the terms and conditions of this Conditional Permit. A copy of the certificate of insurance naming County of Maui as an additional insured shall be submitted to the Department of Planning within ninety (90) calendar days from the effective date of this ordinance.

5. That Ameron Hawaii shall develop the property in substantial compliance with the representations made to the Maui County Council in obtaining the Conditional Permit. Failure to so develop the property may result in the revocation of the Conditional Permit pursuant to Section 19.40.080, Maui County Code.
6. That an archaeological inventory survey for the 7.4-acre expansion area shall be conducted by a qualified archaeological consultant with a report of the findings, significance assessments, and recommended mitigation submitted to the State Historic Preservation Division for review and acceptance prior to proceeding with any grubbing or grading activity.

SECTION 3. This ordinance shall take effect upon its approval.

APPROVED AS TO FORM
AND LEGALITY:


JAMES A. GIROUX
Deputy Corporation Counsel
County of Maui

S:\CLERICAL\LJN\ORD\CP\38001001CP.wpd

WE HEREBY CERTIFY that the foregoing BILL NO. 44 (2010)

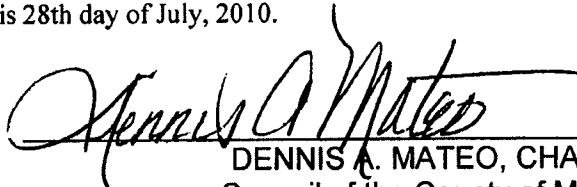
1. Passed FINAL READING at the meeting of the Council of the County of Maui, State of Hawaii, held on the 23rd day of July, 2010, by the following vote:

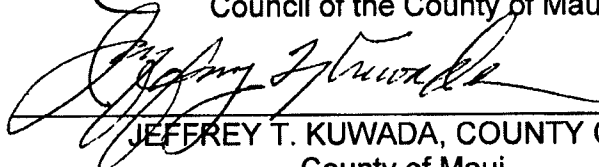
Dennis A. MATEO Chair	Michael J. MOLINA Vice-Chair	Gladys C. BAISA	Jo Anne JOHNSON	Solomon P. KAHO'OHALAHALA	William J. MEDEIROS	Wayne K. NISHIKI	Joseph PONTANILLA	Michael P. VICTORINO
Excused	Aye	Aye	Aye	No	Aye	Aye	Aye	Aye

2. Was transmitted to the Mayor of the County of Maui, State of Hawaii, on the 28th day of July, 2010.

DATED AT WAILUKU, MAUI, HAWAII, this 28th day of July, 2010.

RECEIVED
JUL 28 PM 1:09
COUNTY CLERK

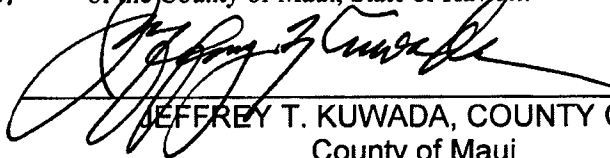

DENNIS A. MATEO, CHAIR
Council of the County of Maui


JEFFREY T. KUWADA, COUNTY CLERK
County of Maui

THE FOREGOING BILL IS HEREBY APPROVED THIS 27th DAY OF July, 2010.


CHARMAINE TAVARES, 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. 3757 of the County of Maui, State of Hawaii.


JEFFREY T. KUWADA, COUNTY CLERK
County of Maui

Passed First Reading on July 2, 2010.
Effective date of Ordinance July 27, 2010.

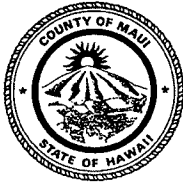
RECEIVED
JUL 28 PM 2:24
COUNTY CLERK

I HEREBY CERTIFY that the foregoing is a true and correct copy of Ordinance No. 3757, 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

EXHIBIT "F"

**Application for Amendment to Permit
Terms, Conditions, and Time Stipulation**



COUNTY OF MAUI
DEPARTMENT OF PLANNING
250 SOUTH HIGH STREET
WAILUKU, MAUI, HAWAII 96793
TELEPHONE: (808) 270-7735 FAX: (808) 270-7634

APPLICATION TYPE: AMENDMENT TO PERMIT TERMS, CONDITIONS, AND TIME STIPULATION

DATE: March 13, 2014 **VALUATION:** \$

PROJECT NAME: Ameron Hawaii Puunene Quarry

PROPOSED DEVELOPMENT: Ameron International Corporation, dba Ameron Hawaii requests the transfer of its State Land Use Commission Special Use Permit (SP77-271) and County Conditional Permit (CP 2008/0005) to Ameron Hawaii, LLC.

TAX MAP KEY NO.: (2)3-8-003:004(por.); 020(por.), 021(por.), and (2)3-8-001:001(por.) **CPR/HPR NO.:** ---- **LOT SIZE:**

PROPERTY ADDRESS: Pulehu Road, adjacent to the Central Maui Landfill

OWNER: Alexander & Baldwin, LLC **PHONE:(B)** 877-5523 **(H)** ----

ADDRESS: P.O. Box 156

CITY: Kahului **STATE:** Hawaii **ZIP CODE:** 96733

OWNER SIGNATURE: See Attachment A.

APPLICANT: Ameron Hawaii, c/o Eric Yoshizawa

ADDRESS: P.O. Box 86

CITY: Puunene **STATE:** Hawaii **ZIP CODE:** 96784

PHONE (B): 877-5068 **(H):** ---- **FAX:** 877-5060

APPLICANT SIGNATURE: See Attachment B.

AGENT NAME: Munekiyo & Hiraga, Inc., c/o Erin Mukai

ADDRESS: 305 High Street, Suite 104

CITY: Wailuku **STATE:** Hawaii **ZIP CODE:** 96793

PHONE (B): 244-2015 **(H):** ---- **FAX:** 244-8729

EXISTING USE OF PROPERTY: Ameron's Puunene Quarry operations

CURRENT STATE LAND USE DISTRICT BOUNDARY DESIGNATION: Parcel 001: Ag; Parcel 004: Ag; Parcel 020: Ag; Parcel 021: Ag

COMMUNITY PLAN DESIGNATION: Parcel 001: Ag; Parcel 004: Ag and P/QP; Parcel 020: Ag; Parcel 001: Ag; Parcel 004: Ag and I; Parcel 020: Ag; Parcel 021: Ag **ZONING DESIGNATION:**

OTHER SPECIAL DESIGNATIONS:



ALEXANDER & BALDWIN, INC.

CHARLES W. LOOMIS
Associate General Counsel

822 Bishop Street
Honolulu, Hawaii 96813-3924
P.O. Box 3440
Honolulu, Hawaii 96801-3440
www.alexanderbaldwin.com
Tel: (808) 525-8451
Fax: (808) 525-6678
email: cloomis@abinc.com

February 25, 2014

William Spence, Director
Department of Planning
County of Maui
2200 Main Street, Suite 315
Wailuku, Hawaii 96793

SUBJECT: Letter of Authorization for Request for Permit Transfer of Ameron International Corporation, dba Ameron Hawaii: Puunene Quarry, Puunene, Maui, Hawaii; (TMK (2)3-8-001:001 (por.); (2)3-8-003:004 (por.); (2)3-8-003:020 (por.); and (2)3-8-003:021 (por.)); (SP77-271; CP 2008/0005)

Dear Mr. Spence:

Alexander & Baldwin, LLC, owner of the subject parcels, hereby authorizes Ameron Hawaii and Munekiyo & Hiraga, Inc. to prepare, file and process all necessary applications in order to request transfer of Ameron Hawaii's State Land Use Commission Special Use Permit (SP77-271) and County Conditional Permit (CP 2008/0005) to Ameron Hawaii, LLC relating to the Puunene Quarry located at the subject parcels.

Please contact me at (808) 525-6611 should you have any questions regarding this authorization.

Sincerely,

Charles W. Loomis

cc: Erin Mukai, Munekiyo & Hiraga, Inc.
K:\DATA\Cades Schutte\Ameron General\LOA PuuneneQuarry A&B.docx

Attachment A

STATE OF HAWAII

)
) SS:
)

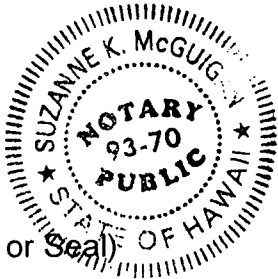
CITY & COUNTY OF HONOLULU

On this 3rd day of March, 2014, before me personally appeared CHARLES W. LOOMIS 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.

Signature: Suzanne K. McGuigan

Print Name: SUZANNE K. MCGUIGAN
Notary Public, State of Hawaii

My commission expires: 5/18/2017



(Official Stamp or Seal)

NOTARY CERTIFICATE (Hawaii Administrative Rule §5-11-8)

Document Identification or Description: Letter of Authorization for Request for Permit Transfer of Ameron International Corporation, dba Ameron Hawaii: Puunene Quarry, Puunene, Maui, Hawaii (TMK (2)3-8-001:001 (por.); (2)3-8-003:004 (por.); (2)3-8-003:020 (por.); and (2)3-8-003:021 (por.)); (SP77-271; CP 2008/0005)

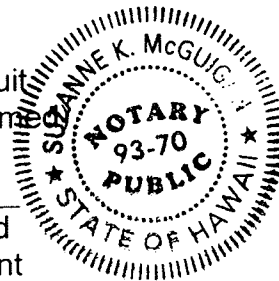
Doc. Date: 2/25/14 or ☐ Undated at time of notarization

No. of Pages: 1

Jurisdiction: First Circuit
(in which notarial act is performed)

Suzanne K. McGuigan
Signature of Notary

3/3/14
Date of Notarization and
Certification Statement



SUZANNE K. MCGUIGAN

Printed Name of Notary

(Official Stamp or Seal)



AMERON HAWAII
Maui Office
P.O. Box 86
Puunene, Hawaii 96784

Telephone: 808/877-5068
Fax: 808/877-5060

February 25, 2014

William Spence, Director
Department of Planning
County of Maui
2200 Main Street, Suite 315
Wailuku, Hawaii 96793

SUBJECT: Letter of Authorization for Request for Permit Transfer of Ameron International Corporation, dba Ameron Hawaii: Puunene Quarry, Puunene, Maui, Hawaii; (TMK (2)3-8-001:001 (por.); (2)3-8-003:004 (por.); (2)3-8-003:020 (por.); and (2)3-8-003:021 (por.)); (SP77-271; CP 2008/0005)

Dear Mr. Spence:

Ameron Hawaii, applicant, hereby authorizes Munekiyo & Hiraga, Inc. to prepare, file and process all necessary applications in order to request transfer of its State Land Use Commission Special Use Permit (SP77-271) and County Conditional Permit (CP 2008/0005) to Ameron Hawaii, LLC relating to the Puunene Quarry located at the subject parcels.

Please contact me at (808) 877-5068 should you have any questions regarding this authorization.

Sincerely,

Eric Yoshizawa
Vice President of Operations, Maui

EY

cc: Erin Mukai, Munekiyo & Hiraga, Inc.

K:\DATA\Cades Schutte\Ameron General\LOA.PuuneneQuarry.Ameron.docx

Attachment B

STATE OF HAWAII)
COUNTY OF Maui) : SS.

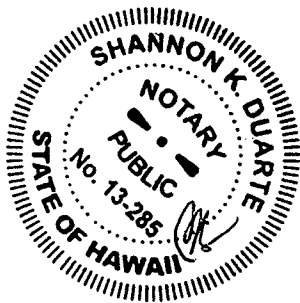
On this 1st day of March, 2014, before me personally appeared ERIC YOSHIZAWA, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he/she executed the same as his/her free act and deed.

Notary Public, State of Hawaii

Shannon K. Duarte

My commission expires:

8/11/2017



Doc. Date: <u>3/1/2014</u>	# Pages: <u>2</u>
Notary Name: <u>Shannon K. Duarte</u>	
<u>Second</u> Circuit	
Doc. Description:	
<u>Shannon K. Duarte</u>	<u>3/1/14</u>
Notary Signature	Date
NOTARY CERTIFICATION	

