

Unemori, Darren T.

From: Lesli Otani <Lesli.Otani@co.maui.hi.us>
Sent: Tuesday, July 10, 2018 11:40 AM
To: Unemori, Darren T.
Cc: Estelle Imamura; Miller, Kris C.
Subject: Re: Kaonoulou Ranch (Large-Lot) Subd. No. 2 and Kaonoulou Ranch Water Tank Subdivision; DSA Subd. File Nos. 2.2795 and 2.2995
Attachments: Request for Additional Time and Extension.pdf

Darren,

In response to your attached request, the deadline to complete the subdivision construction improvements for Subdivision File Nos. 2.2795 and 2.2995 have been extended to August 25, 2019.

According to our database, the current expiration date of G 2012/0030 is April 4, 2019 and for G 2012/0039 it is April 12, 2019. Please submit a time extension requests for the grading permits closer to the expiration deadline.

If you have any questions regarding this e-mail please contact me.

Lesli L. Otani, P.E., L.S.
Development Services Administration
Department of Public Works
County of Maui
250 South High Street
Wailuku, Hawaii 96793
Phone: (808) 270-7242

Lesli.Otani@mauicounty.gov

>>> "Miller, Kris C." <kmiller@wsue.com> 7/9/2018 7:52 AM >>>

Project Name: Kaonoulou Ranch (Large-Lot) Subd. No. 2
Kaonoulou Ranch Water Tank Subdivision
WSUE Project No.: 04010.10; 06035.00
To: Estelle Imamura, DSA
From: Kris Miller on behalf of Darren Unemori
Date: July 9, 2018

Good Morning Estelle,

Please find attached letter requesting additional time to complete its subdivision improvements and extension of construction permits issued in conjunction with the Piilani Promenade development.

If you have any questions or concerns, please feel free to contact our office.

Thank you,

Kris Miller

WARREN S. UNEMORI ENGINEERING, INC.

Civil & Structural Engineers / Land Surveyors

Wells Street Professional Center
2145 Wells Street, Suite 403
Wailuku, Maui, Hawaii 96793

Office: (808) 242-4403

Fax: (808) 244-4856

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July 9, 2018

Ms. Lesli Otani
Development Services Administration
Department of Public Works
County of Maui
250 South High Street
Wailuku, Hawaii 96793

Dear Ms. Otani,

Subject: Time Extension Request for Kaonolulu Ranch (Large-Lot)
Subdivision No. 2 and Kaonolulu Ranch Water Tank Subdivision
Subdivision Improvements and Related Construction Permits
DSA Subdivision File Nos. 2.2795 and 2.2995
Kihei, Maui, Hawaii

Landowner and subdivider Piilani Promenade LLC respectfully requests additional time to complete its subdivision improvements and an extension of construction permits issued in conjunction with the Piilani Promenade development, including:

- a) Permit G 2012-0030 for construction of subdivision infrastructure; and
- b) Permit G 2012-0039 for mass grading of the project site.

Our current extension will expire on August 25, 2018, and additional time is needed in order to thoroughly address the concerns of the State Land Use Commission before construction activity resumes.

Thank you very much for considering our request. We look forward to your reply.

Sincerely,

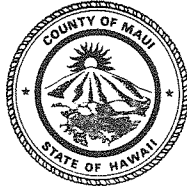
Darren Unemori

cc: Robert Poynor, Piilani Promenade
Harry Lake, Koa Partners

ALAN M. ARAKAWA
Mayor

MILTON M. ARAKAWA, A.I.C.P.
Director

MICHAEL M. MIYAMOTO
Deputy Director



RALPH M. NAGAMINE, L.S., P.E.
Development Services Administration

DAVID TAYLOR, P.E.
Wastewater Reclamation Division

CARY YAMASHITA, P.E.
Engineering Division

BRIAN HASHIRO, P.E.
Highways Division

TRACY TAKAMINE, P.E.
Solid Waste Division

COUNTY OF MAUI
DEPARTMENT OF PUBLIC WORKS
AND ENVIRONMENTAL MANAGEMENT
DEVELOPMENT SERVICES ADMINISTRATION
250 SOUTH HIGH STREET
WAILUKU, MAUI, HAWAII 96793

RECEIVED

October 16, 2006

OCT 17 2006

WARREN S. UNEMORI ENGINEERING, INC.

Mr. Warren S. Unemori, President
WARREN S. UNEMORI ENGINEERING, INC.
2145 Wells Street, Suite 403
Wailuku, Hawaii 96793

SUBJECT: **KAONOULU LIGHT INDUSTRIAL**
TMK: (2) 3-9-001:PORTION OF 016
SUBDIVISION FILE NO. 3.2175

Dear Mr. Unemori:

Preliminary approval was granted to the subject subdivision on October 16, 2006. Final approval shall be contingent upon compliance with the following conditions:

1. Requirements/comments from Maui Electric Company:
 - a. Electricity is available from nearby existing facilities (overhead and/or underground).
 - b. Requires line extension (overhead and/or underground) within private road or property.
 - c. Requires easement(s) from owner/subdivider/developer within subdivision for new or existing MECO facilities.

Comments: Easements and line extensions are required. The applicant must submit a service request to Maui Electric Company. Please contact our Engineering Clerk at 871-2390.

If you have any questions, please contact Ms. Bernadette Johnson at 871-2369.

2. Comply with requirements/comments from the State of Hawaii, Department of Land and Natural Resources, Historic Preservation Division (SHPD). We are currently waiting for preliminary subdivision review comments from SHPD. For further information, please contact SHPD at 243-4641.

Mr. Warren S. Unemori, President
SUBJECT: **KAONOULU LIGHT INDUSTRIAL
SUBDIVISION FILE NO. 3.2175**

October 16, 2006

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3. Comply with requirements/comments from the State of Hawaii, Department of Transportation, Highways Division (SDOT). We are currently waiting for preliminary subdivision review comments from SDOT, Highways Division. For further information, please contact Paul Chung at 873-3535.

4. Requirements/comments from the State of Hawaii, Department of Health:

No comment.

Should you have any questions, please call Mr. Herbert S. Matsubayashi at 984-8230.

5. Requirements/comments from the Department of Public Works and Environmental Management, Wastewater Reclamation Division:

- a. Although wastewater system capacity is currently available as of September 13, 2006, the developer should be informed that wastewater system capacity cannot be ensured until the issuance of the building permit.
- b. Provide discussion and calculations (sewer impact study) to substantiate that the existing wastewater system is adequate to serve this project. Be advised, upgrade to the existing wastewater system may be required.
- c. Wastewater contribution calculations are required before building permit is issued.
- d. Developer shall pay assessment fees for treatment plant expansion costs in accordance with ordinance setting forth such fees. (Kihei Assessment Area #3)
- e. Developer is required to fund any necessary off-site improvements to collection system and wastewater pump stations.
- f. Plans should show the installation of a single service lateral and an advance riser for each lot and installation of a service manhole near the property line prior to connection to the County sewer.
- g. Non-contact cooling water, condensate, etc. should not drain to the wastewater system.

Mr. Warren S. Unemori, President
SUBJECT: **KAONOULU LIGHT INDUSTRIAL
SUBDIVISION FILE NO. 3.2175**

October 16, 2006

Page 3 of 6

- h. Indicate on the plans the ownership of each easement (in favor of which party). **NOTE: County will not accept sewer easements that traverse private property.**
- i. Commercial kitchen facilities within the proposed project shall comply with pretreatment requirements (including grease interceptors, sample boxes, screens, etc.).
- j. The proposed sewer improvements shall be privately owned and maintained.

If you have any questions, please contact Ms. Dyan Ariyoshi at 270-7417.

- 6. Comply with requirements/comments from the Department of Planning. We are currently waiting for preliminary subdivision review comments from the Department of Planning. For further information, please contact Mr. Francis Cerizo at 270-7253.
- 7. Comply with requirements/comments from the Department of Water Supply (DWS). We are currently waiting for preliminary subdivision review comments from DWS. For further information, please contact DWS at 270-7835.
- 8. Requirements/comments from the Department of Parks and Recreation:

We have reviewed the Preliminary Plat Review for the subject project and have no comments to submit. Subdivisions that do not develop buildings, apartments, and/or condominiums for residential use are not subject to park dedication requirements.

If you have any questions, please contact Mr. Patrick Matsui at 270-7387.

- 9. Requirements/comments from the Department of Fire and Public Safety:

At this time, the Fire Prevention Bureau would request that a water supply for fire protection and Fire Department access roads shall be provided prior to final subdivision approval. Once construction of buildings are planned, there shall be at least one hydrant within 300 feet of any building to be constructed. Water supply for fire protection shall have a minimum flow of 2,000 gallons per minute for a two hour duration with hydrant spacing a maximum of 250 feet between hydrants.

Mr. Warren S. Unemori, President
SUBJECT: **KAONOULU LIGHT INDUSTRIAL
SUBDIVISION FILE NO. 3.2175**

October 16, 2006

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Access roads to buildings shall have a clear width of 20 feet and dead end/culdesac streets should have a clear width of 32 feet. All turns and required turnarounds shall have an outside turning radius of 40.5 feet.

If you have any questions, please contact Lt. Scott English at 270-7122.

10. In accordance with Section 18.12.030(E)(13.a.) of the Maui County Code (MCC), submit a letter from all governmental agencies with an easement, lease or license affecting the land subdivided consenting to the preparation and recording of the final plat.
11. In accordance with Section 18.12.040(B) MCC, submit a copy of any deed restrictions or covenants applicable to the subdivision. If there are none, please indicate this in writing.
12. In accordance with Section 18.12.040(C) MCC, submit a tax clearance certificate (issued by Department of Finance, Real Property Tax Division) to show written proof that all taxes and assessments on the tract are paid to date. An "Application for Tax Clearance" form is enclosed for your use. **NOTE:** The tax clearance certificate shall be valid at the time of final subdivision approval.
13. In accordance with Section 18.20.030 (Pavement of streets), improve the proposed subdivision roadways to the provisions of the subdivision ordinance for roadways within the urban district.
14. Comply with or show compliance with Section 18.20.040(3.a.) MCC which requires the pavement on existing streets providing access to the subdivision to be a minimum width of twenty-four feet in areas zoned apartment, business, hotel or industrial. The director may require such additional improvements as may be practicable, up to and including curbs, gutters and sidewalks. Contact the Engineering Division at 270-7745 for roadway improvement requirements.
15. Design and construct the drainage facilities to the requirements of the Department of Public Works and Environmental Management. A detailed final drainage report and site specific erosion control plan shall be submitted with the construction plans for review and approval. The drainage report shall include, but not be limited to, hydrologic and hydraulic calculations, and the schemes for disposal of runoff waters. The site specific erosion control plan shall show the location and details of structural and non-structural best management measures. The drainage and erosion control plans shall provide verification that the grading and all runoff water generated by the project will not have an adverse effect on the adjacent and downstream properties.

Mr. Warren S. Unemori, President
SUBJECT: **KAONOULU LIGHT INDUSTRIAL
SUBDIVISION FILE NO. 3.2175**

October 16, 2006

Page 5 of 6

16. Submit documentation verifying compliance with Section 18.16.060(C) MCC, wherein it states "...A subdivision shall not be allowed unless the director is satisfied that the rights-of-way of access streets are, or will be, at least twenty-four feet. ...".
17. Submit a "sight distance" report to determine required sight distance and available sight distance at existing and proposed street intersections. If you have any questions, please contact the Engineering Division at 270-7745.
18. Provide verification that adequate driveway sight distance has been provided for each lot. Access shall be restricted along the portion of any lot where adequate sight distance is not available. If you have any questions, please contact the Engineering Division at 270-7745.
19. Obtain street name approval from the Commission On Naming Streets, Parks and Facilities, and show street names on the construction plans and final plat.
20. Obtain final subdivision approval for Subdivision File No. 2.2795.
21. In accordance with Section 12.24A.070(D) MCC, submit street tree planting and irrigation plans and a completed "Maui County Arborist Committee Plans Review Form" for review and approval.
22. Submit ten sets of the construction plans and three sets of a drainage and soil erosion control report or drainage verification, whichever is applicable, for review and approval by the applicable agencies. In accordance with Section 18.24.010(D) MCC, a construction plan review fee (\$50/lot) shall be paid upon submission of the construction plans.

When the construction plans are approved, post construction requirements will be noted on the construction plan approval letter. The post construction requirements will need to be completed prior to final subdivision approval.
23. Submit fifteen prints of the final plat in accordance with Chapter 18.12 (Final Plat) MCC. The final plat shall include all revisions addressing the comments noted on the enclosed preliminary plat. The final plats shall be folded into 8 ½" x 11" sized sheets.
24. Submit a digital copy (either on 3¼" floppy disk or compact disc) of the final plat. The digital map shall either be in Arcview GIS file format or be an AutoCAD drawing with NAD83 State Plane Meters, Zone 2 coordinates, and shall include only the lot line drawing.

Mr. Warren S. Unemori, President
SUBJECT: **KAONOULU LIGHT INDUSTRIAL
SUBDIVISION FILE NO. 3.2175**

October 16, 2006

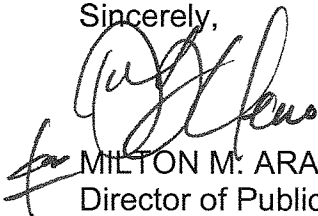
Page 6 of 6

Within one year from the date of preliminary approval of the subdivision, the final plat must be filed and the construction plans must be submitted, unless an extension of time is granted.

Be forewarned that requests for time extensions must be made in writing and received by our department in accordance with the following requirements. A time extension request for the filing of the final plat must be made at least fifteen days prior to the filing deadline. A time extension request for the submittal of the construction plans must be made prior to the submittal deadline. Therefore, a time extension request for the filing of the final plat must be made no later than October 1, 2007 and a time extension request for the submittal of the construction plans must be made no later than October 16, 2007. If no construction plans will be required for the subdivision, our department must be notified in writing prior to the submittal deadline. A "good cause" reason for any time extension shall be stated in the request. Time extension requests which are not in compliance with all of these requirements, will result in the subdivision being deemed null and void.

If you have any questions regarding this letter, please call Ms. Lesli Otani of our Development Services Administration at 270-7252.

Sincerely,



MILTON M. ARAKAWA, A.I.C.P.
Director of Public Works
and Environmental Management

Enclosures: Preliminary Plat
Application For Tax Clearance

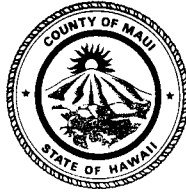
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c: Dept. of Finance, Real Property Tax Div. (unmarked preliminary plat only)
Dept. of Finance, Tax Map Div. (unmarked preliminary plat only)
Engineering Division w/preliminary plat
Wastewater Reclamation Division
Dept. of Water Supply
Dept. of Planning
Dept. of Parks and Recreation
DOT, Highways Division
State Dept. of Health
Maui Electric Company

CHARMAINE TAVARES
Mayor

MILTON M. ARAKAWA, A.I.C.P.
Director

MICHAEL M. MIYAMOTO
Deputy Director



RALPH M. NAGAMINE, L.S., P.E.
Development Services Administration

CARY YAMASHITA, P.E.
Engineering Division

BRIAN HASHIRO, P.E.
Highways Division

COUNTY OF MAUI
DEPARTMENT OF PUBLIC WORKS
DEVELOPMENT SERVICES ADMINISTRATION
250 SOUTH HIGH STREET
WAILUKU, MAUI, HAWAII 96793

January 28, 2010

RECEIVED

JAN 29 2010

ENGINEERING DIVISION

Mr. Darren Okimoto
WARREN S. UNEMORI ENGINEERING, INC.
2145 Wells Street, Suite 403
Wailuku, Hawaii 96793

SUBJECT: **KAONOULU LIGHT INDUSTRIAL**
TMK: (2) 3-9-001:PORTION OF 016
SUBDIVISION FILE NO. 3.2175

Dear Mr. Okimoto:

Condition no. 6 of our October 16, 2006, preliminary approval letter has been revised with the following:

6. Requirements/comments from the Department of Planning:
 - a. The project is located within Flood Zone X. A flood development permit will be required if any work is done within any existing drainageway. For the designated 100-year flood inundation limits provide base flood elevations for the existing drainageway. Submit a hard copy and digital file of all hydrologic and hydraulic calculations for the 100 year inundation limits and base flood elevations for our files. A conditional letter of map revision from FEMA may be required to formalize the base flood elevations for the subject project.
 - b. Verify that all of the conditions of the conditional zoning (CIZ 9800013) for the property have been satisfied.
 - c. As stated in the Kihei-Makena Community plan, new communities should provide convenient pedestrian and bicycle access between residences and neighborhood commercial areas, parks and public facilities. Provide an explanation on how this subdivision complies with this objective.

Mr. Darren Okimoto

SUBJECT: **KAONOULU LIGHT SUBDIVISION
SUBDIVISION FILE NO. 3.2175**


January 28, 2010

Page 2 of 2

- d. In an effort to encourage oral history and cultural identity, provide information regarding any cultural resources including historic vegetation located within or adjacent to the project area, as well as consult with individuals knowledgeable about such cultural resources and the history of the property. Provide a brief description of any proposed actions to mitigate potential adverse impacts on cultural resources including site avoidance, adequate buffer areas, and interpretation.

If you have any questions regarding this letter, please contact Francis Cerizo at 270-7253.

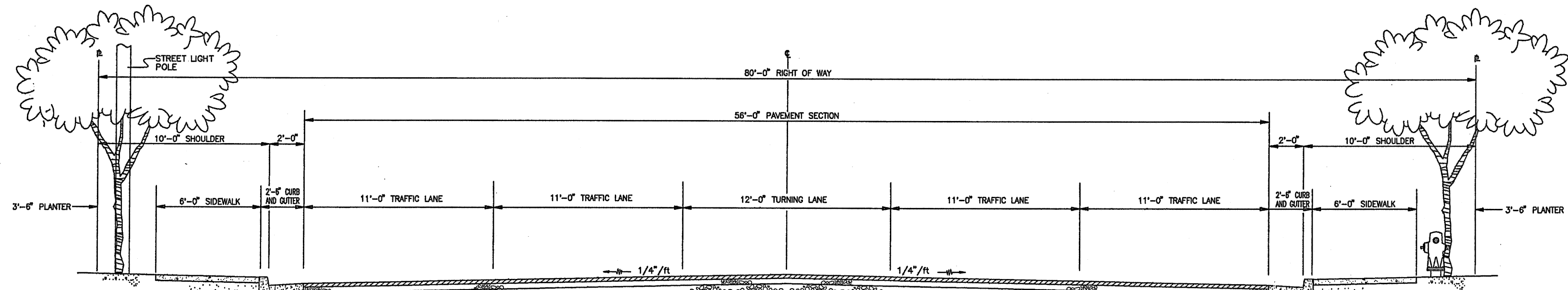
Sincerely,



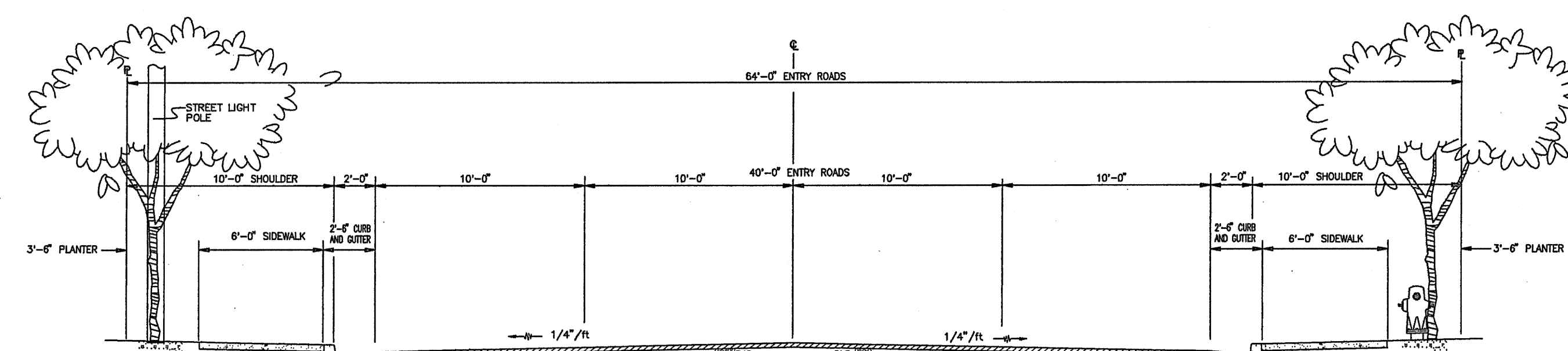
MILTON M. ARAKAWA, A.I.C.P.
Director of Public Works

gau/eri

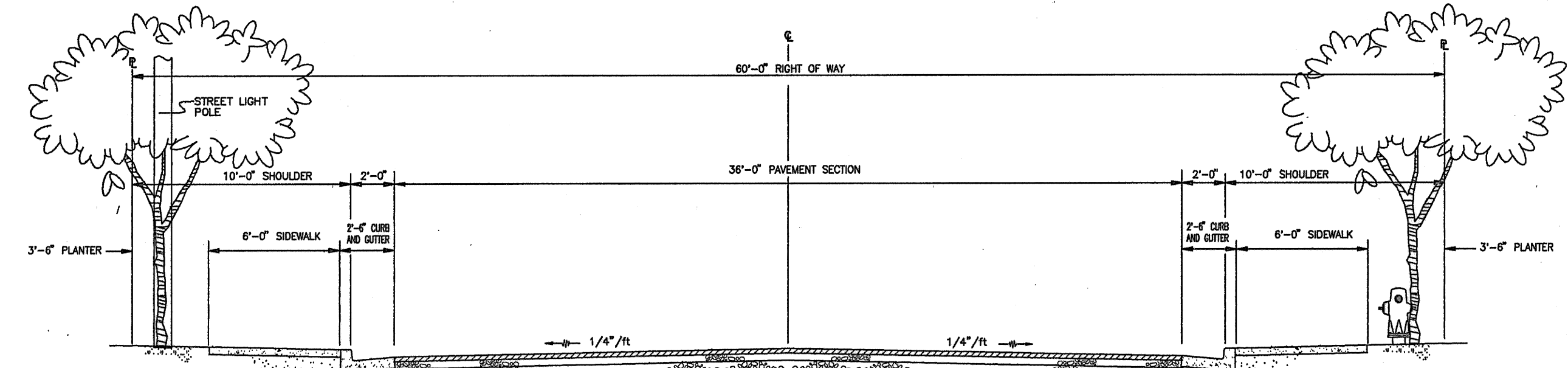
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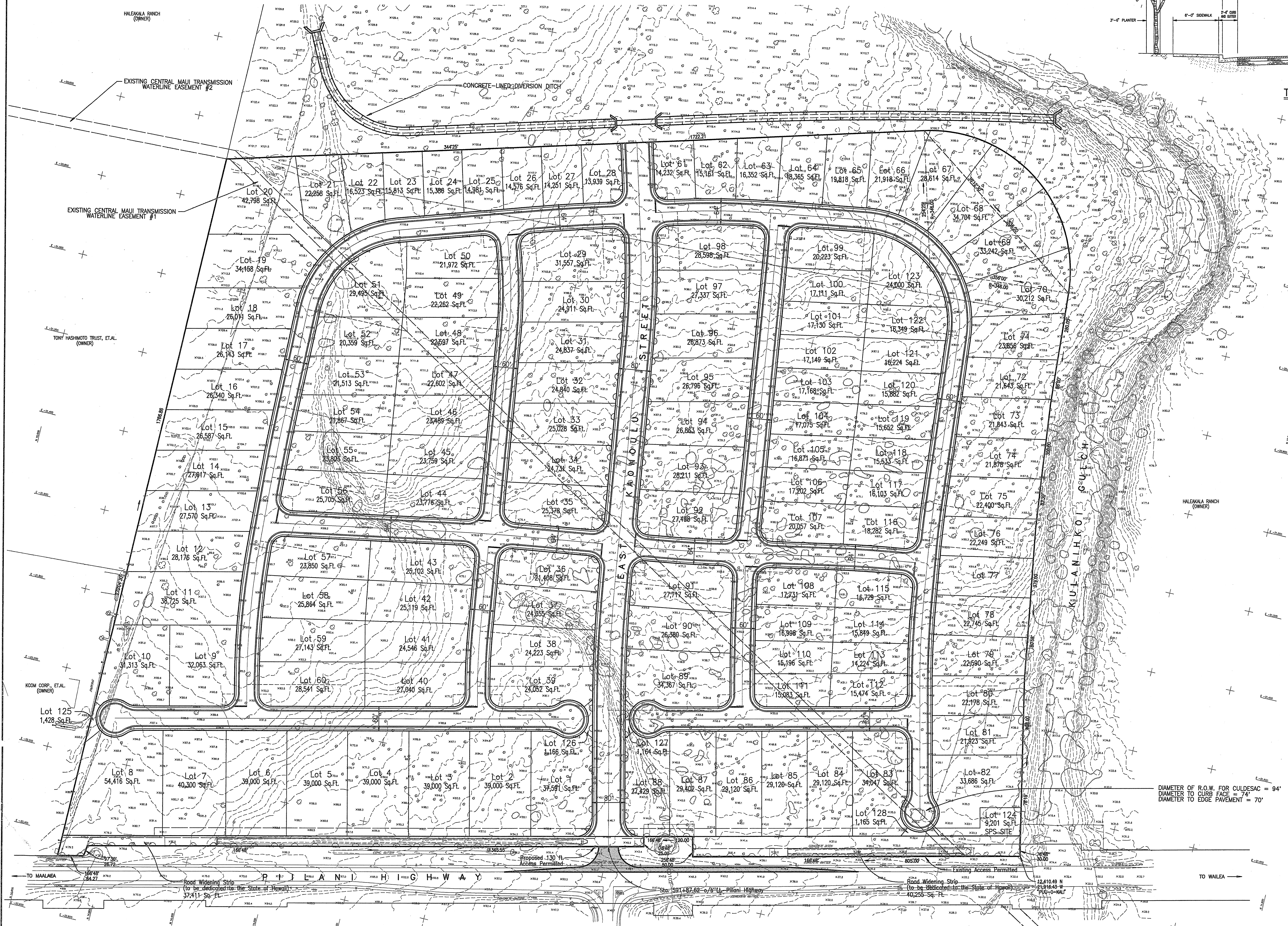
TYPICAL ROADWAY SECTION — EAST KAONOULU STREET
SCALE: 3/16"=1'-0"



TYPICAL ROADWAY SECTION — MAIN ENTRY ROADS
SCALE: 3/16"=1'-0"



TYPICAL ROADWAY SECTION — INTERNAL ROADS
SCALE: 3/16"=1'-0"



CONCEPTUAL DEVELOPMENT PLAN KAONOULU INDUSTRIAL PARK

T.M.K. 3-9-01:16 AND
T.M.K. 2-2-02: PORTION OF 15
KIHAI, MAUI, HAWAII

SCALE: 1 IN. = 100 FT.
OWNER: KAONOULU RANCH
ADDRESS: WAILUKU, MAUI

LEGEND

- BUILDING
- PAVED ROAD
- UNPAVED ROAD
- FENCE
- WALL
- POWER POLE
- DRAIN
- INDEX, INTERMEDIATE CONTOUR
- APPROXIMATE CONTOUR
- SPOT ELEVATION
- DEPRESSION CONTOUR
- TREE, TREELINE, SCRUB
- PALM TREE
- HV CONTROL

NOTES:

DIAMETER OF R.O.W. FOR CULDESAC = 94'
DIAMETER TO CURB FACE = 74'
DIAMETER TO EDGE PAVEMENT = 70'

DAVID C. GOODE
Director



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

COUNTY OF MAUI
DEPARTMENT OF PUBLIC WORKS
DEVELOPMENT SERVICES ADMINISTRATION
250 SOUTH HIGH STREET
WAILUKU, MAUI, HAWAII 96793

September 11, 2018

Mr. Darren Okimoto, P.E.
WARREN S. UNEMORI ENGINEERING, INC.
2145 Wells Street, Suite 403
Wailuku, Hawaii 96793

SUBJECT: **KAONOULU LIGHT INDUSTRIAL**
TMK: (2) 3-9-001:169 & 170
SUBDIVISION FILE NO. 3.2175

Dear Mr. Okimoto:

This is in reply to your letter dated September 11, 2018, requesting a time extension for the subject subdivision.

Your request for a time extension has been granted and the new deadline for the filing of the final plat is October 17, 2019.

Be forewarned that future requests for time extensions must be made in writing and received by our department in accordance with the following:

A time extension request for the filing of the final plat must be made no later than October 17, 2019. In addition, a "good cause" reason for the time extension shall be stated in your request. Time extension requests which are not in compliance with all of these requirements, will result in the subdivision being deemed null and void.

If you have any questions regarding this letter, please contact Lesli Otani of our Development Services Administration at 270-7252.

Sincerely,

A handwritten signature in black ink, appearing to read "D. Goode".

DAVID C. GOODE
Director of Public Works

eri S:\DSA\Subd\Extensions\3#2175.doc
c: Dept. of Water Supply

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI'I

In the Matter of the Petition of)	Docket No. A94-706
)	
KAONOULU RANCH to Amend the)	DECLARATION OF
Agricultural Land Use District Boundary)	KENNETH F. GIFT; EXHIBIT "J"
into the Urban Land Use District for)	
Approximately 88 acres at Kaonoulu,)	
Makawao-Wailuku, Maui, Hawai'i; Tax)	
Map Key Nos. (2) 2-2-02: por. 15 and)	
3-9-01:16)	
_____)	

DECLARATION OF KENNETH F. GIFT

I, KENNETH F. GIFT, hereby declare that:

1. I am the Divisional Engineer for Hawaii for Goodfellow Bros. ("GBI").
2. This declaration is submitted in reference to the above-captioned case.
3. Unless otherwise indicated, all statements made herein are based on personal knowledge.
4. I am an individual over eighteen (18) years of age and under no legal or mental disability, and I am competent to testify, having personal knowledge of the matters set forth herein.
5. I am a graduate of Southern Methodist University, with a Bachelor of Arts degree in Social Studies.
6. In 2012, Piilani Promenade South, LLC and Piilani Promenade North, LLC (collectively, "Piilani") entered into two contracts with GBI for onsite and offsite construction work.
7. To my knowledge, the offsite construction work corresponded to the improvements required by the County of Maui pursuant to its final subdivision approval for the

Kaonoulu Ranch (Large-Lot Subdivision No. 2, Subdivision File No. 2.2795, and Kaonoulu Ranch – Water Tank Subdivision, Subdivision File No. 2.2995.

8. From June through September 2012 GBI purchased materials for the offsite construction work on behalf of Piilani. True and correct copies of the purchase orders are attached hereto as Exhibit “J.” In summary, GBI purchased the following:

<i>Purchase Order No.</i>	<i>Vendor</i>	<i>Brief Description</i>
85052537	American Cast Iron	36” DIP, smaller size DIP and Misc.
85052922	Ferguson Enterprises, Inc.	36” BFV and Misc.
85056404	Ferguson Enterprises, Inc.	36” Adapters
85055165	Ferguson Enterprises, Inc.	Sewer Pipe, Fittings and Water Fittings
85055663	Geotech Solutions, Inc.	Geomat
85054180	Hawaii Concrete Products	CAP Pipe and Cap Manholes
85055245	Prinsco Inc.	HDPE Pipe
85054245	Walker Industries, Inc.	Pre-Cast Concrete Structures

9. Approximately 5 acres of the parcels owned by Piilani were cleared by stripping away brush, grass, and top soil. The materials listed above, as well as other miscellaneous materials needed for the improvements, are located on a portion of the cleared area. The materials have been located on the parcels since 2012, and remain located on site as of the date of this Declaration.

10. The total amount expended for materials for the offsite construction work was \$3,418,822.01. Piilani has reimbursed GBI for the purchased materials in the entirety.

11. A breakdown of GBI’s costs through August 2018 totaling \$5,225,159.06, which Piilani has paid in full, is provided below:

<i>Offsite Construction Work</i>		
\$3,418,822.01	Materials	Includes purchase price, shipping costs, markup and taxes
\$115,000.00	Mobilization	Costs to bring equipment to the site including transport from other islands and Washington

\$490,692.54	Startup costs incurred	Costs to plan, schedule and prepare for the work, bond and permit fees
\$581,159.94	Delay costs to March 2013	Equipment on standby, site maintenance, security, general expenses
\$60,750.31	Finance charges to March 2013	
\$282,474.26	Misc. services from March 2013 to August 2018	Includes inspection and protection of the purchased materials, dust fence replacement and removal as necessary

<i>Onsite Construction Work</i>		
\$255,860.00	BMP's	Primarily installation of the dust fence and silt fence
\$20,400.00	Grading (for BMP's)	Clearing and grading for the dust fence and silt fence, and preparation of the materials laydown area

I, KENNETH F. GIFT, declare under penalty of law that the foregoing is true and correct.

Executed this ninth day of January, 2019, at Kihei, Maui, Hawai'i.



KENNETH F. GIFT

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

**V
E
N
D
O
R**
AMERICAN CAST IRON PIPE
COMPANY

**S
H
I
P
T
O**
PIILANI PROMENADE OS

PURCHASE ORDER NO. 85052537
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
4. No charges for packing or crating will be accepted unless previously agreed upon.
5. Invoice promptly. Send three copies of invoice.
6. Discount period will be calculated from date of receipt of material, or receipt of invoice, whichever is later.
7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	28269	CORY				4/09/12		DENISE	1
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS	SHIP VIA	
						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
1	6812 33.11000	M	36" MJ C153 DISHED CAP	04/10/12	2.00	EA	1130.4000	.000	2,260.80
2	6812 33.11000	M	TG 36 DI FIELDFLEX RING	04/10/12	3.00	EA	567.5000	.000	1,702.50
3	6812 33.11000	M	36" MJ C153 5.625 BEND	04/10/12	2.00	EA	3380.3900	.000	6,760.78
4	6812 33.11000	M	36" MJ C153 45 BEND	04/10/12	5.00	EA	4686.0000	.000	23,430.00
5	6812 33.11000	M	36" MJ SLEEVE C153 SOLID	04/10/12	3.00	EA	3561.6000	.000	10,684.80
6	6812 33.11000	M	36"X36"X12" MJ C153 TEE	04/10/12	1.00	EA	3100.0000	.000	3,100.00
7	6812 33.11000	M	JG 36 MEGALUG RETAINER	04/10/12	24.00	EA	1348.2000	.000	32,356.80
8	6812 33.11000	M	24" FST FSTPE PIPE	04/10/12	160.33	FT	76.6000	.000	12,281.28
9	6812 33.11000	M	18" PIPE	04/10/12	20.00	FT	58.5000	.000	1,170.00
10	6812 33.11000	M	16" PIPE	04/10/12	5832.13	FT	46.2000	.000	269,444.41
11	6812 33.11000	M	12" PIPE	04/10/12	4358.08	FT	31.8500	.000	138,804.85
12	6812 33.11000	M	6" FST FSTPE PIPE	04/10/12	582.42	FT	13.5800	.000	7,909.26
13	6812 33.11000	M	36" FR FRE PIPE	04/10/12	3334.23	FT	183.2000	.000	610,830.94
14	6812 33.11000	M	36" FR FRE	04/10/12	177.56	FT	183.2000	.000	32,528.99
15	6812 33.11000	M	36" MJPE	04/10/12	1.00	EA	6320.8300	.000	6,320.83

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

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AMERICAN CAST IRON PIPE
COMPANY

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PIILANI PROMENADE OS

PURCHASE ORDER NO. 85052537
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01
TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
4. No charges for packing or crating will be accepted unless previously agreed upon.
5. Invoice promptly. Send three copies of invoice.
6. Discount period will be calculated from date of receipt of material, or receipt of invoice, whichever is later.
7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	28269	CORY				4/09/12		DENISE	2
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS	SHIP VIA	
						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
16	6812 33.11000	M	36" FLG MJPE	04/10/12	2.00	EA	4138.8820	.000	8,277.76
17	6812 33.11000	M	36" FR MJPE	04/10/12	19.73	FT	183.2000	.000	3,614.54
18	6812 33.11000	M	36" FR MJPE PIPE	04/10/12	19.73	FT	183.2000	.000	3,614.54

DELIVER TO JOBSITE	BY	ESTIMATED FREIGHT .00	TOTAL -> \$1,175,093.08
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** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

**V
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FERGUSON ENTERPRISES, INC
FILE #30129 #3014
P.O. BOX 60000
SAN FRANCISCO
CA
94160-0001

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PIILANI PROMENADE OS

PURCHASE ORDER NO. 85052922
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
4. No charges for packing or crating will be accepted unless previously agreed upon.
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6. Discount period will be calculated from date of receipt of material, or receipt of invoice, whichever is later.
7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	6003	CORY				4/11/12		DENISE	1
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
9163882333						JOBSITE		ACCEPTED		

***** SPECIAL INSTRUCTIONS *****

36" bfv model 2236/ig24
awwa class 250b flanged butterfly
valves with lsa traveling nut
actuator and handwheel with
position indicator

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
1	6812 33.11000	M	RDJ40036197512F DJ400 36X19.75 CLS FLG EPOX 316SS	04/12/12	2.00 .00	EA	9657.3050	.500	19,314.61
2	6812 33.11000	M	DISFTJM36 3X36 FLGXTJ DI SPL	04/12/12	4.00 .00	EA	2631.5800	.500	10,526.32
3	6812 33.11000	M	FFB4007 2 CC X MIP BALL CORP ST	04/12/12	4.00 .00	EA	137.1760	.500	548.70
4	6812 33.11000	M	NE150FFGA36 36 NEOP 1/8 FF 150# GSKT	04/12/12	6.00 .00	EA	80.0930	.500	480.56
5	6812 33.11000	M	TILBOX6T36BFV 36" 316 SS BFC BOLT SET W/BLEU NUTS	04/12/12	4.00 .00	EA	3215.5200	.500	12,862.08
6	6812 33.11000	M	BP300SS31636 36" 300# 136SS BOLT KIT W/BLEU NUT	04/12/12	2.00 .00	EA	3688.8000	.500	7,377.60
7	6812 33.11000	M	SP-JOBSPEC 36" BFV MODEL 2236/IG24	04/12/12	2.00 .00	EA	13614.0000	.500	27,228.00

120/002 STATE .5000 391.68
TOTAL SALES TAX 391.68

DELIVER TO JOBSITE	BY	ESTIMATED FREIGHT .00	TOTAL -> \$78,729.55
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GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

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R** FERGUSON ENTERPRISES, INC
#3014
FILE 56809
LOS ANGELES
CA
90074-6809

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O** PIILANI PROMENADE OS

PURCHASE ORDER NO. 85056404
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
4. No charges for packing or crating will be accepted unless previously agreed upon.
5. Invoice promptly. Send three copies of invoice.
6. Discount period will be calculated from date of receipt of material, or receipt of invoice, whichever is later.
7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	6003	CORY				9/11/12		ANDI	1
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
9163882333						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
1	6812 33.11000	M	36" L301 SPIGOT X MJS ADAPTER	09/12/12	1.00 .00	EA	10853.3300	.500	10,853.33
2	6812 33.11000	M	36" L301 BELLXMJS ADAPTER	09/12/12	1.00 .00	EA	10853.3300	.500	10,853.33
3	6812 33.11000	M	FREIGHT	09/12/12	1.00 .00	EA	1500.0000	.500	1,500.00

120/002 STATE .5000 116.04
TOTAL SALES TAX 116.04

DELIVER TO JOBSITE	BY	ESTIMATED FREIGHT .00	TOTAL -> \$23,322.70
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** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

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FERGUSON ENTERPRISES, INC
FILE #30129 #3014
P.O. BOX 60000
SAN FRANCISCO
CA
94160-0001

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PIILANI PROMENADE OS

PURCHASE ORDER NO. 85055165
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
4. No charges for pecking or crating will be accepted unless previously agreed upon.
5. Invoice promptly. Send three copies of invoice.
6. Discount period will be calculated from date of receipt of material, or receipt of invoice, whichever is later.
7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	6003	KYLE N				7/25/12		DENISE	1
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
9163882333						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
1	6812 31.11000	M	SEWER 8X20 SDR35 PVC GJ SWR PIPE	07/26/12	1340.00 .00	FT	4.5160	.500	6,051.44
2	6812 31.11000	M	SEWER 8X20 SDR26 HW PVC GJ SWR PIPE	07/26/12	1700.00 .00	FT	5.8820	.500	9,999.40
3	6812 31.11000	M	SEWER 10X20 SDR26 HW PVC GJ SWR PIPE	07/26/12	340.00 .00	FT	9.2240	.500	3,136.16
4	6812 31.11000	M	SEWER 10 PVC HW SWR M/HOLE ADPT	07/26/12	1.00 .00	EA	91.7040	.500	91.70
10	6812 33.11000	M	6" MJ C153 45 BEND W/ACCS	07/26/12	16.00 .00	EA	135.4690	.500	2,167.50
11	6812 33.11000	M	SPC920112 12" #92-01 DCDS KCX X101 PRV&PSV	07/26/12	1.00 .00	EA	12926.0800	.500	12,926.08
12	6812 33.11000	M	CF6102120LHW 12 FLG RW NRS OL GATE VLV W/H/WHL	07/26/12	2.00 .00	EA	1781.3260	.500	3,562.65
13	6812 33.11000	M	RFCA50113551201 CVR FCA501-13.55 SET SSFE EPOX	07/26/12	1.00 .00	EA	1316.7420	.500	1,316.74
14	6812 33.11000	M	SPDISFTJ1234 12"X34" FLG X BE DI SPOOL	07/26/12	1.00 .00	EA	600.0000	.500	600.00
15	6812 33.11000	M	SPDISTJPE1242 12"X42" BEXPE DI SPOOL	07/26/12	1.00 .00	EA	625.0000	.500	625.00
16	6812 33.11000	M	UFTG12 12 FLG TYTE GSKT	07/26/12	4.00 .00	EA	9.4150	.500	37.66
17	6812 33.11000	M	T1LBOX6T1012 10-12 3 16 SS BOLT SET W/BLUE NUTS	07/26/12	4.00 .00	EA	80.0480	.500	320.19
18	6812 33.11000	M	PTMJ912 12" MJ C153 90 BEND W/ACCS	07/26/12	5.00 .00	EA	343.4200	.500	1,717.10
19	6812 33.11000	M	PTMJ412 12" MJ C153 45 BEND W/ACCS	07/26/12	21.00 .00	EA	308.1210	.500	6,470.54

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

PURCHASE ORDER NO. 85055165
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01
TAX RESALE NO 2

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FERGUSON ENTERPRISES, INC
FILE #30129 #3014
P.O. BOX 60000
SAN FRANCISCO
CA
94160-0001

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PIILANI PROMENADE OS

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
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7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	6003	KYLE N				7/25/12		DENISE	2
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
9163882333						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
20	6812		PTMJ212	07/26/12	4.00	EA	305.6300	.500	1,222.52
	33.11000	M	12" MJ C153 22-1/2 BEND W/ACCS		.00				
21	6812		PTMJ112	07/26/12	2.00	EA	278.7560	.500	557.51
	33.11000	M	12" MJ C153 11-1/4 BEND W/ACCS		.00				
22	6812		PTMJSCAP12	07/26/12	4.00	EA	152.3220	.500	609.29
	33.11000	M	12" MJ C153 SOLID CAP W/ACCS		.00				
23	6812		PTMJT12	07/26/12	1.00	EA	484.5520	.500	484.55
	33.11000	M	12" MJ C153 TEE W/ACCS		.00				
24	6812		PT12MJGV	07/26/12	10.00	EA	1744.9430	.500	17,449.43
	33.11000	M	12" MJRW OL GATE VLV W/ACCS		.00				
25	6812		PTMJS12	07/26/12	6.00	EA	300.1590	.500	1,800.95
	33.11000	M	12X12 MJ C153 SLV W/ACCS		.00				
26	6812		PTMJR1612	07/26/12	1.00	EA	430.6750	.500	430.68
	33.11000	M	16"X12" MJ C153 REDUCER W/ACCS		.00				
27	6812		PT16MJGV	07/26/12	11.00	EA	5556.6990	.500	61,123.69
	33.11000	M	16 MJRW GATE VALVE OL W/ACCS		.00				
28	6812		PTMJS16	07/26/12	6.00	EA	551.0380	.500	3,306.23
	33.11000	M	16 MJ C153 SLV W/ACCS		.00				
29	6812		PTMJT1612	07/26/12	2.00	EA	850.6750	.500	1,701.35
	33.11000	M	16X12 MJ C153 TEE W/ACCS		.00				
30	6812		PTMJ416	07/26/12	3.00	EA	583.1310	.500	1,749.39
	33.11000	M	16" MJ C153 45 BEND W/ACCS		.00				
31	6812		PTMJ116	07/26/12	3.00	EA	600.7970	.500	1,802.39
	33.11000	M	16" MJ C153 11-1/4 BEND W/ACCS		.00				
32	6812		PTMJ216	07/26/12	3.00	EA	594.2370	.500	1,782.71
	33.11000	M	16" MJ C153 22-1/2 BEND W/ACCS		.00				
33	6812		MJSP18	07/26/12	1.00	EA	326.7170	.500	326.72
	33.11000	M	18 MJ C153 SLD PLUG		.00				
34	6812		MJTLA1812	07/26/12	1.00	EA	757.7570	.500	757.76
	33.11000	M	18X12 MJ C153 TEE L/A		.00				
35	6812		FBG18	07/26/12	2.00	EA	124.6520	.500	249.30
	33.11000	M	18 FB MJ C110 GLAND		.00				
36	6812		MJGA18	07/26/12	2.00	EA	15.0680	.500	30.14
		M							

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

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FERGUSON ENTERPRISES, INC
FILE #30129 #3014
P.O. BOX 60000
SAN FRANCISCO
CA
94160-0001

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PIILANI PROMENADE OS

PURCHASE ORDER NO. 85055165
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
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CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	6003	KYLE N				7/25/12		DENISE	3
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
9163882333						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
37	33.11000 6812	M	18 MJ GSKT BTCNFR	07/26/12	.00 24.00	EA	3.1920	.500	76.61
38	33.11000 6812	M	3/4X4-1/2 TEXLON COAT T-BOLT FBG12	07/26/12	.00 1.00	EA	40.5270	.500	40.53
39	33.11000 6812	M	12 FB MJ C110 GLAND MJGA12	07/26/12	.00 1.00	EA	6.3540	.500	6.35
40	33.11000 6812	M	12 MJ GASKET T2LBXT9T1012	07/26/12	.00 1.00	EA	22.3520	.500	22.35
41	33.11000 6812	M	10-12 MJ T-BOLT BX SET CORTEN BLUE	07/26/12	.00 2.00	EA	3920.5600	.500	7,841.12
42	33.11000 6812	M	18" 250B BFC MODEL# 2218/1E24A.3XF	07/26/12	.00 2.00	EA	3228.6500	.500	6,457.30
43	33.11000 6812	M	SPRDJ400181650 DJ400-18X16.50 CLS FLG EPOX	07/26/12	.00 4.00	EA	2271.4280	.500	9,085.71
44	33.11000 6812	M	316SS SPDISF250BE1848	07/26/12	.00 4.00	EA	91.2660	.500	365.06
45	33.11000 6812	M	1-1/2 CC X FIP BALL CORP ST SPG2X12LIFTPORT	07/26/12	.00 8.00	EA	32.5000	.500	260.00
46	33.11000 6812	M	2"X12" GALV NIPPLE W/CAP TOE SPGEYEBOLTWPLAT	07/26/12	.00 2.00	EA	71.2150	.500	142.43
47	33.11000 6812	M	1 EYE BOLT W/W/4X6 PLATE WASH&NUT	07/26/12	.00 2.00	EA	49.3630	.500	98.73
48	33.11000 6812	M	0146020 6X6 CI MON BDY	07/26/12	.00 2.00	EA	13.6110	.500	27.22
49	33.11000 6812	M	0146040 7 CI MON CVR WIR	07/26/12	.00 4.00	EA	267.0450	.500	1,068.18
50	33.11000 6812	M	011244ONSET 22 CI M/HOLE RNG & CVR WTR	07/26/12	.00 6.00	EA	36.2400	.500	217.44
	33.11000	M	SPT3LGF8C/18 18" 250# FF GSKT 1/8" CI RUBB	07/26/12	.00				

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

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FERGUSON ENTERPRISES, INC
FILE #30129 #3014
P.O. BOX 60000
SAN FRANCISCO
CA
94160-0001

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PIILANI PROMENADE OS

PURCHASE ORDER NO. 85055165
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
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7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	6003	KYLE N				7/25/12		DENISE	4
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
9163882333						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
51	6812 33.11000	M	SPT3LBFV6T/18 18" 250# BFV BOX SET T316 W/BLUNUT	07/26/12	4.00 .00	EA	582.1330	.500	2,328.53
52	6812 33.11000	M	SPT3LBOX6T/18 18" 250# BOX SET T316 W/BLUNUT	07/26/12	2.00 .00	EA	633.3350	.500	1,266.67
53	6812 33.11000	M	MJSLA18 18X15 MJ C153 LONG SLV L/A	07/26/12	2.00 .00	EA	392.6210	.500	785.24
54	6812 33.11000	M	FBG18 18 FB MJ C110 GLAND	07/26/12	4.00 .00	EA	124.6520	.500	498.61
55	6812 33.11000	M	MJGA18 18 MJ GSKT	07/26/12	4.00 .00	EA	15.0680	.500	60.27
56	6812 33.11000	M	BTCNFR 3/4X4-1/2 TEXLON COAT-BOLT	07/26/12	48.00 .00	EA	3.1920	.500	153.22
57	6812 33.11000	M	MJRLA2416 24X16 MJ C153 RED L/A	07/26/12	1.00 .00	EA	606.4700	.500	606.47
58	6812 33.11000	M	FBG24 24 FB MJ C110 GLAND	07/26/12	1.00 .00	EA	211.7250	.500	211.73
59	6812 33.11000	M	MJGA24 24 MJ GSKT	07/26/12	1.00 .00	EA	16.8860	.500	16.89
60	6812 33.11000	M	SPBTCNFS 3/4X5 TEXLON COAR BOLT W/NUT	07/26/12	16.00 .00	EA	6.5000	.500	104.00
61	6812 33.11000	M	FBG16 16 FB MJ C110 GLAND	07/26/12	1.00 .00	EA	83.2300	.500	83.23
62	6812 33.11000	M	MJGA16 16 MJ GSKT	07/26/12	1.00 .00	EA	10.2800	.500	10.28
63	6812 33.11000	M	BTCNFR 3/4X4-1/2 TEXLON COAT BOLT	07/26/12	12.00 .00	EA	3.1920	.500	38.30
64	6812 33.11000	M	MJTLA2418 24X18 MJ C153 TEE L/A	07/26/12	1.00 .00	EA	1313.3080	.500	1,313.31
65	6812 33.11000	M	FBG24 24 FB MJ C110 GLAND	07/26/12	2.00 .00	EA	211.7300	.500	423.46
66	6812 33.11000	M	MJGA24 24 MJ GSKT	07/26/12	2.00 .00	EA	16.8860	.500	33.77

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

PURCHASE ORDER NO. 85055165
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

V
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FERGUSON ENTERPRISES, INC
FILE #30129 #3014
P.O. BOX 60000
SAN FRANCISCO
CA
94160-0001

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PIILANI PROMENADE OS

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
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CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON/ BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	6003	KYLE N			7/25/12		DENISE	5
REFERENCE			PAYMENT TERMS			FOB POINT	PARTIAL SHIPMENTS	SHIP VIA	
9163882333						JOBSITE	ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
67	6812 33.11000	M	SPBTCNFS 3/4X5 TEXLON COAT T-BOLT W/NUT	07/26/12	16.00 .00	EA	6.5000	.500	104.00
68	6812 33.11000	M	FBG18 18 FB MJ C110 GLAND	07/26/12	1.00 .00	EA	124.6520	.500	124.65
69	6812 33.11000	M	MJGA18 18 MJ GSKT	07/26/12	1.00 .00	EA	15.0680	.500	15.07
70	6812 33.11000	M	BTCNFR 3/4X4-1/2 TEXLON COAT T-BOLT	07/26/12	12.00 .00	EA	3.1920	.500	38.30
71	6812 33.11000	M	SPV2224 24" 250B BFV MODEL#2224/1F24A.3XF	07/26/12	2.00 .00	EA	6744.1850	.500	13,488.37
72	6812 33.11000	M	SPRDJ400241725 DJ400-24X17.25 CLS FLG EPOX 316SS	07/26/12	2.00 .00	EA	4916.1900	.500	9,832.38
73	6812 33.11000	M	SPDISF250DE2448 24X48 250# FLGXBE DI SPOOL	07/26/12	4.00 .00	EA	2666.6680	.500	10,666.67
74	6812 33.11000	M	FFB16007 2 CC X FIP BALL CORP ST	07/26/12	4.00 .00	EA	147.3960	.500	589.58
75	6812 33.11000	M	SPG2X12LIFTPORT 2"X12" GALV NIPPLE W/CAP TOE	07/26/12	8.00 .00	EA	32.5000	.500	260.00
76	6812 33.11000	M	SPGEYEBOLTPLATE 1 EYE BOLT W/1/4X6 PLATE WASH&NUT	07/26/12	2.00 .00	EA	71.2150	.500	142.43
77	6812 33.11000	M	0146020 6X6 CI MON BDY	07/26/12	2.00 .00	EA	49.3630	.500	98.73
78	6812 33.11000	M	0146040 7 CI MON CVR WTR	07/26/12	2.00 .00	EA	13.6110	.500	27.22
79	6812 33.11000	M	011244ONSET 22 CII M/HOLE RING & CVR WTR	07/26/12	4.00 .00	EA	267.0450	.500	1,068.18
80	6812 33.11000	M	SPT3LGF8C/24 24" 250# FF GSKT 1/8" CI RBR	07/26/12	6.00 .00	EA	56.6400	.500	339.84
81	6812 33.11000	M	SPTLBFV6T/24 24" 250# BFV BOX SET T316	07/26/12	4.00 .00	EA	999.9330	.500	3,999.73

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

PURCHASE ORDER NO. 85055165
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

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FERGUSON ENTERPRISES, INC
FILE #30129 #3014
P.O. BOX 60000
SAN FRANCISCO
CA
94160-0001

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PIILANI PROMENADE OS

INSTRUCTIONS AND CONDITIONS

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50	0	6003	KYLE N				7/25/12		DENISE	6
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
9163882333						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
82	6812 33.11000		W/BLUENUT						
		M	SPT3LBOX6T/24	07/26/12	2.00	EA	1080.6650	.500	2,161.33
			24" 250# BOLXSET T316 W/BLUNUT		.00				
83	6812 33.11000		MJ9LA24	07/26/12	4.00	EA	1133.8310	.500	4,535.32
		M	24 MJC153 90 BEND L/A		.00				
84	6812 33.11000		FBG24	07/26/12	8.00	EA	211.7250	.500	1,693.80
		M	24 FB MJ C110 GLAND		.00				
85	6812 33.11000		MJGA24	07/26/12	8.00	EA	16.8860	.500	135.09
		M	24 MJ GSKT		.00				
86	6812 33.11000		SPBTCNFS	07/26/12	128.00	EA	6.5000	.500	832.00
		M	3/4X5 TEXLON COAT BOLT W/NUT		.00				
87	6812 33.11000		MJ4LA24	07/26/12	1.00	EA	764.6020	.500	764.60
		M	24 MJ C153 45 BEND L/A		.00				
88	6812 33.11000		FBG24	07/26/12	2.00	EA	211.7250	.500	423.45
		M	24 FB MJ C110 GLAND		.00				
89	6812 33.11000		MJGA24	07/26/12	2.00	EA	16.8860	.500	33.77
		M	24 MJ GSKT		.00				
90	6812 33.11000		SPBTCNFS	07/26/12	32.00	EA	6.5000	.500	208.00
		M	3/4X5 TEXLON COAT BOLT W/NUT		.00				
91	6812 33.11000		MJRLA2412	07/26/12	1.00	EA	618.3070	.500	618.31
		M	24X12 MJ C153 RED LA		.00				
92	6812 33.11000		FBG24	07/26/12	1.00	EA	211.7250	.500	211.73
		M	24 FBMJ C110 GLAND		.00				
93	6812 33.11000		MJGA24	07/26/12	1.00	EA	16.8660	.500	16.87
		M	24 MJ GSKT		.00				
94	6812 33.11000		SPBTCNFS	07/26/12	16.00	EA	6.5000	.500	104.00
		M	3/4X5 TEXLON COAT T-BOLT W/NUT		.00				
95	6812 33.11000		FBG12	07/26/12	1.00	EA	36.0010	.500	36.00
		M	12 FB MJ C110 GLAND		.00				
96	6812 33.11000		MJGA12	07/26/12	1.00	EA	6.3540	.500	6.35
		M	12 MJ GSKT		.00				
97	6812 33.11000		T2LBXT9T1012	07/26/12	1.00	EA	22.3550	.500	22.36
		M	10-12 MJ T-BOLT BX SET CORTEN		.00				

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

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FERGUSON ENTERPRISES, INC
FILE #30129 #3014
P.O. BOX 60000
SAN FRANCISCO
CA
94160-0001

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PIILANI PROMENADE OS

PURCHASE ORDER NO. 85055165
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

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50	0	6003	KYLE N				7/25/12		DENISE	7
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
9163882333						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
98	6812 33.11000	M	BLUE MJLSLA24 24X15 MJ C153 LONG SLV L/A	07/26/12	2.00 .00	EA	672.6610	.500	1,345.32
99	6812 33.11000	M	FBG24 24 FB MJ C110 GLAND	07/26/12	4.00 .00	EA	211.7250	.500	846.90
100	6812 33.11000	M	MJGA24 24 MJ GSKT	07/26/12	4.00 .00	EA	16.8860	.500	67.54
101	6812 33.11000	M	SPBTCNFS 3/4X5 TEXLON BOAT T-BOLT W/NUT	07/26/12	64.00 .00	EA	6.5000	.500	416.00
102	6812 33.11000	M	16"X3/4" ARV ASSEMBLY	07/26/12	1.00 .00	EA	1007.5600	.500	1,007.56
103	6812 33.11000	M	12"X3/4" ARV ASSEMBLY	07/26/12	1.00 .00	EA	2350.9400	.500	2,350.94
104	6812 33.11000	M	6"X3/4" ARV ASSEMBLY	07/26/12	1.00 .00	EA	1343.4000	.500	1,343.40
105	6812 33.11000	M	PTMJFT12U 12X6 MJXFLG C153 TEE W/ACCS	07/26/12	3.00 .00	EA	388.2630	.500	1,164.79
106	6812 33.11000	M	PT6MJFGV 6 MJXFLG RW GATE VLV OL W/ACCS	07/26/12	3.00 .00	EA	595.0310	.500	1,785.09
107	6812 33.11000	M	PTMFH48	07/26/12	1.00 .00	EA	3610.2800	.500	3,610.28
108	6812 33.11000	M	PTMJFT16U 16"X6" MJXFLG C153 TEE W/ACCS	07/26/12	8.00 .00	EA	842.9750	.500	6,743.80
109	6812 33.11000	M	PT6MJFGV 6 MJXFLG RW GATE VLV OL W/ACCS	07/26/12	8.00 .00	EA	595.0280	.500	4,760.22
110	6812 33.11000	M	PTMFH48	07/26/12	1.00 .00	EA	9627.4500	.500	9,627.45
111	6812 33.11000	M	PTMJFT16U 16"X6" MJXFLG C153 TEE W/ACCS	07/26/12	1.00 .00	EA	842.9780	.500	842.98
112	6812 33.11000	M	PT6MJFGV 6 MJXFLG RW GATE VLV OL W/ACCS	07/26/12	1.00 .00	EA	595.0300	.500	595.03
113	6812 33.11000	M	PTMJTCAPUK 6"X2" MJ C153 TAP CAP W/ACCS	07/26/12	1.00 .00	EA	140.3210	.500	140.32

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

PURCHASE ORDER NO. 85055165
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

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FERGUSON ENTERPRISES, INC
FILE #30129 #3014
P.O. BOX 60000
SAN FRANCISCO
CA
94160-0001

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PIILANI PROMENADE OS

INSTRUCTIONS AND CONDITIONS

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50	0	6003	KYLE N				7/25/12		DENISE	8
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
9163882333						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
114	6812		PTM2PCO	07/26/12	1.00	EA	381.5230	.500	381.52
	33.11000	M	2" MAUI CLEANOUT ASSY		.00				
115	6812		PTMJFT12U	07/26/12	3.00	EA	388.2630	.500	1,164.79
	33.11000	M	12X6 MJXFLG C153 TEE W/ACCS		.00				
116	6812		PT6MJFGV	07/26/12	3.00	EA	595.0300	.500	1,785.09
	33.11000	M	6 MJXFLG RW GATE VLV OL W/ACCS		.00				
117	6812		PTMJTCAPUK	07/26/12	3.00	EA	140.3190	.500	420.96
	33.11000	M	6"X2" MJ C153 TAP CAP W/ACCS		.00				
118	6812		PTM2PCO	07/26/12	3.00	EA	381.5230	.500	1,144.57
	33.11000	M	2" MAUI CLEANOUT ASSY		.00				
119	6812		PTMJSCAP12	07/26/12	3.00	EA	152.3230	.500	456.97
	33.11000	M	12" MJ C153 SOLID CAP W/ACCS		.00				
120	6812		PTMJFT16	07/26/12	1.00	EA	1245.8360	.500	1,245.84
	33.11000	M	16" MJXF C153 TEE W/ACCS		.00				
121	6812		SPCF6106LA16OL	07/26/12	1.00	EA	5293.0750	.500	5,293.08
	33.11000	M	16 FLGXMJ RW NRS OL GATE VLV L/A		.00				
122	6812		FBG16	07/26/12	1.00	EA	83.2000	.500	83.20
	33.11000	M	16 FBMJ C110 GLAND		.00				
123	6812		MJGA16	07/26/12	1.00	EA	10.2780	.500	10.28
	33.11000	M	16 MJ GSKT		.00				
124	6812		BCTNFR	07/26/12	12.00	EA	3.1920	.500	38.30
	33.11000	M	3/4X4-1/2 TEXLON COAT T-BOLT		.00				
125	6812		UFTG16	07/26/12	1.00	EA	20.0000	.500	20.00
	33.11000	M	16 FLG TYTE GSKT		.00				
126	6812		MJRLA16U	07/26/12	1.00	EA	266.0800	.500	266.08
	33.11000	M	16X6 MJ C153 RED L/A		.00				
127	6812		FBG16	07/26/12	1.00	EA	83.2300	.500	83.23
	33.11000	M	16 FB MJ C110 GLAND		.00				
128	6812		MJGA16	07/26/12	1.00	EA	10.2780	.500	10.28
	33.11000	M	16 MJ GSKT		.00				
129	6812		BCTNFR	07/26/12	12.00	EA	3.1920	.500	38.30
	33.11000	M	3/4X4-1/2 TEXLON COAT BOLT		.00				

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

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PURCHASE ORDER NO. 85055165
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TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

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50	0	6003	KYLE N				7/25/12		DENISE	9
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
9163882333						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
130	6812		FBGU	07/26/12	1.00	EA	16.8800	.500	16.88
	33.11000	M	6 FB MJ C110 GLAND		.00				
131	6812		MJGAU	07/26/12	1.00	EA	3.1700	.500	3.17
	33.11000	M	6 MJ GSKT		.00				
132	6812		T2LBXT9T68	07/26/12	1.00	EA	20.2700	.500	20.27
	33.11000	M	6-8 MJ T-BOLT DX SET CORTEN BL		.00				
133	6812		PTMPFH48	07/26/12	1.00	EA	1203.4400	.500	1,203.44
	33.11000	M			.00				
134	6812		DISFPE1224	07/26/12	3.00	EA	243.7500	.500	731.25
	33.11000	M	12X24 FLGXPE DI SPL		.00				
135	6812		F912	07/26/12	5.00	EA	384.9640	.500	1,924.82
	33.11000	M	12 DI 125# C110 FLG 90 BEND		.00				
136	6812		DISFPE1260	07/26/12	3.00	EA	450.0000	.500	1,350.00
	33.11000	M	12X60 FLGXPE DI SPL		.00				
137	6812		DISF1242	07/26/12	2.00	EA	437.5000	.500	875.00
	33.11000	M	12X42 FLGXFLG DI SPL		.00				
138	6812		SPDISF1266	07/26/12	1.00	EA	562.5000	.500	562.50
	33.11000	M	12"X66" FLGXFLG DI SPL		.00				
139	6812		F912X	07/26/12	2.00	EA	368.3580	.500	736.72
	33.11000	M	12X8 DI 125# C110 FLG 90 BEND		.00				
140	6812		FT12	07/26/12	4.00	EA	619.8840	.500	2,479.54
	33.11000	M	12 DI 125# C110 FLG TEE		.00				
141	6812		CF6102XOLHW	07/26/12	4.00	EA	975.4760	.500	3,901.90
	33.11000	M	8 FLG RW NRS OL GATE VLV W/H/WHL		.00				
142	6812		RFCA50109060801	07/26/12	2.00	EA	465.0690	.500	930.14
	33.11000	M	CVR FCA501-9.06 SET SSFE EPOX		.00				
143	6812		DISFPEX30	07/26/12	2.00	EA	168.7500	.500	337.50
	33.11000	M	8X30 FLGXPE DI SPL		.00				
144	6812		SPC9001X	07/26/12	1.00	EA	8553.6600	.500	8,553.66
	33.11000	M	8" #90-01 BCDSY KCOX X101 PRV		.00				
145	6812		SPC4301X	07/26/12	1.00	EA	10329.6600	.500	10,329.66
	33.11000	M	8" #4301 BCDSY KCOX X105L2W		.00				

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

PURCHASE ORDER NO. 85055165
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TAX RESALE NO 2

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REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
9163882333						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
146	6812		DISFX36	07/26/12	1.00	EA	237.5000	.500	237.50
	33.11000	M	8X36 FLGXFLG DI SPL		.00				
147	6812		DISFX18	07/26/12	1.00	EA	168.7500	.500	168.75
	33.11000	M	8X18 FLGXFLG DI SPL		.00				
148	6812		DISFX48	07/26/12	1.00	EA	275.0000	.500	275.00
	33.11000	M	8X48 FLGXFLG DI SPL		.00				
149	6812		FER12X	07/26/12	2.00	EA	295.6670	.500	591.33
	33.11000	M	12X8 DI 125# C110 FLG ECC RED		.00				
150	6812		SPVENTURITUBEX	07/26/12	1.00	EA	10125.8800	.500	10,125.88
	33.11000	M	PFS 8" A HVT CI VENTURI TUBE		.00				
151	6812		SPCF613612	07/26/12	1.00	EA	2493.2300	.500	2,493.23
	33.11000	M	12 CLOW CF6136 OS&Y FLG GATE VLV		.00				
152	6812		RFCAS0113551200	07/26/12	1.00	EA	705.0890	.500	705.09
	33.11000	M	12 FLG COUP ADPT 13.15-13.55		.00				
153	6812		SPDISFPE12216	07/26/12	1.00	EA	2500.0000	.500	2,500.00
	33.11000	M	12X8-0 DI FEXPE SPOOL		.00				
154	6812		FFV16005	07/26/12	2.00	EA	85.2840	.500	170.57
	33.11000	M	1-1/4IN FB1600 CORP ST		.00				
155	6812		FFB16003	07/26/12	2.00	EA	28.6380	.500	57.28
	33.11000	M	3/4 CCXFIP BALL CORP ST		.00				
156	6812		IBR125UH	07/26/12	2.00	EA	23.8550	.500	47.71
	33.11000	M	1-1/4 BRS 125# UNION		.00				
157	6812		CHA251	07/26/12	2.00	EA	8.0580	.500	16.12
	33.11000	M	1/2 MALE HOSE BIBB NO KINK		.00				
158	6812		UFTG12	07/26/12	19.00	EA	8.7430	.500	166.12
	33.11000	M	12 FLG TYTE GSKT		.00				
159	6812		TILBOX6T1012	07/26/12	19.00	EA	80.0480	.500	1,520.91
	33.11000	M	10-12 316 SS BOLT SET W/BLNUT		.00				
160	6812		UFTGX	07/26/12	14.00	EA	4.8710	.500	68.19
	33.11000	M	8 FLG TYTE GSKT		.00				
161	6812		TILBOX6T68	07/26/12	14.00	EA	27.7670	.500	388.74
	33.11000	M	6-8 316 SS BOLT SET W/BLUNUT		.00				

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

PURCHASE ORDER NO. 85055165
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

V
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FERGUSON ENTERPRISES, INC
FILE #30129 #3014
P.O. BOX 60000
SAN FRANCISCO
CA
94160-0001

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PIILANI PROMENADE OS

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
4. No charges for packing or crating will be accepted unless previously agreed upon.
5. Invoice promptly. Send three copies of invoice.
6. Discount period will be calculated from date of receipt of material, or receipt of invoice, whichever is later.
7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	6003	KYLE N			7/25/12		DENISE	11
REFERENCE		PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS	SHIP VIA	
9163882333					JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
162	6812		PTMVB	07/26/12	39.00	EA	79.0000	.500	3,081.00
	33.11000	M	MAUI 2 PC SPLIDING VLV BX SLIP		.00				
163	6812		PTMJCR1612	07/26/12	1.00	EA	1188.4530	.500	1,188.45
	31.11000	M	16X12 MJ C153 CROSS W/ACCS		.00				
164	6812		PTMJ916	07/26/12	1.00	EA	687.6430	.500	687.64
	31.11000	M	16" MJ C153 90 BEND W/ACCS		.00				

120/002 STATE .5000 1,690.95
TOTAL SALES TAX 1,690.95

DELIVER TO JOBSITE	BY	ESTIMATED FREIGHT .00	TOTAL -> \$339,874.93
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** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

**V
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GEOTECH SOLUTIONS, INC.
94-155 C LEOWAENA STREET
WAIPAHU
HI
96797

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PIILANI PROMENADE OS

PURCHASE ORDER NO. 85055663
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
4. No charges for packing or crating will be accepted unless previously agreed upon.
5. Invoice promptly. Send three copies of invoice.
6. Discount period will be calculated from date of receipt of material, or receipt of invoice, whichever is later.
7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	7417	CORY				8/15/12		DENISE	1
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
8086771580						KAHULAI DOCKS		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
1	6812 11.46100	M	NAM GREEN TURF MATTING	08/16/12	3680.00	SY	9.2000	4.166	33,856.00
2	6812 11.46100	M	STAPLES	08/16/12	8.00	EA	65.0000	4.166	520.00

120/200 STATE 4.1660 1,432.10
TOTAL SALES TAX 1,432.10

DELIVER TO JOBSITE	BY	ESTIMATED FREIGHT .00	TOTAL -> \$35,808.10
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** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

PURCHASE ORDER NO. 85054180
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

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HAWAII CONCRETE PRODUCTS
91-027 KAOMI LOOP
KAPOLEI
HI
96707

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PIILANI PROMENADE OS

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
4. No charges for packing or crating will be accepted unless previously agreed upon.
5. Invoice promptly. Send three copies of invoice.
6. Discount period will be calculated from date of receipt of material, or receipt of invoice, whichever is later.
7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	8125	CORY				6/18/12		DENISE	1
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS	SHIP VIA	
8086825639						HONOLULU DOC		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
1	6812 32.12000	M	96"X8' CAP 45 DEGREE BEND CUTTING AND WELDING	06/19/12 09/01/12	1.00 .00	EA	3000.0000	.500	3,000.00
2	6812 32.12000	M	102"X20 CAP 10GA	06/19/12 09/01/12	41.00 .00	LF	230.0000	.500	9,430.00
3	6812 32.12000	M	96"X20' CAP 12 GA	06/19/12 09/01/12	300.00 .00	LF	210.0000	.500	63,000.00
4	6812 32.12000	M	DIMPLE COUPLING	06/19/12 09/01/12	15.00 .00	EA	210.0000	.500	3,150.00
5	6812 32.12000	M	84"X20' CAP 12 GA	06/19/12 09/01/12	1680.00 .00	LF	6.4286	.500	10,800.05
6	6812 32.12000	M	84" DIMPLE COOUP	06/19/12 09/01/12	86.00 .00	EA	185.0000	.500	15,910.00
7	6812 32.12000	M	72"X44"X20' CAP ARCH PIPE 12GA	06/19/12 09/01/12	1040.00 .00	LF	133.0000	.500	138,320.00
8	6812 32.12000	M	DIMPLE COUP	06/19/12 09/01/12	52.00 .00	EA	135.0000	.500	7,020.00
9	6812 32.12000	M	84" W/24" CAP STUB WELDED TO 84" BEND SECTION	06/19/12 09/01/12	1.00 .00	EA	3740.0000	.500	3,740.00
10	6812 32.12000	M	84" W/24" CAP STUB WELDED TO 8' LONG PIPE SECTION	06/19/12 09/01/12	2.00 .00	EA	1960.0000	.500	3,920.00
13	6812 32.12000	M	48" CAP 12 GA	06/19/12 09/01/12	1.00 .00	EA	4000.0000	.500	4,000.00
14	6812 32.12000	M	48" CAP 12 GA RISER WELDED TO 84" PIPE	06/19/12 09/01/12	1.00 .00	EA	3000.0000	.500	3,000.00
15	6812 32.12000	M	48"CAP 12GA RISER WELDED TO 84 PIP	06/19/12 09/01/12	1.00 .00	EA	2700.0000	.500	2,700.00
16	6812 32.12000	M	48" CAP 12 GA RISER WELDED TO 84" PIP	06/19/12 09/01/12	1.00 .00	EA	2900.0000	.500	2,900.00
17	6812 32.12000	M	48" CAP 12 GA RISER WELDED TO 84" PIPE	06/19/12 09/01/12	1.00 .00	EA	4000.0000	.500	4,000.00

** CHANGE ORDER **

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

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HAWAII CONCRETE PRODUCTS
91-027 KAOMI LOOP
KAPOLEI
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96707

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PIILANI PROMENADE OS

PURCHASE ORDER NO. 85054180
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
4. No charges for packing or crating will be accepted unless previously agreed upon.
5. Invoice promptly. Send three copies of invoice.
6. Discount period will be calculated from date of receipt of material, or receipt of invoice, whichever is later.
7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	8125	CORY				6/18/12		DENISE	2
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS		SHIP VIA
8086825639						HONOLULU DOC		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
18	6812		48" CAP 12 GA RISER WELDED TO	06/19/12	1.00	EA	2000.0000	.500	2,000.00
	32.12000	M	84" PIP	09/01/12	.00				
20	6812		48" ID X 10" THICK CONCRETE	06/19/12	7.00	EA	350.0000	.500	2,450.00
	32.12000	M		09/01/12	.00				
26	6812		84" ID BEND H OR V (12' PIPE)	06/19/12	4.00	EA	3340.0000	.500	13,360.00
	32.12000	M		09/01/12	.00				
27	6812		ADVANCE PAYMENT	06/19/12	1.00	EA	287999.9500	.500	287,999.95
	32.12000	M	ADVANCE PAYMENT W/ 4% DISCOUNT	08/16/12	.00				
			PER KEN GIFT/WAYNE K ANBE HCP						

120/002 STATE .5000 2,903.50
TOTAL SALES TAX 2,903.50

DELIVER TO JOBSITE	BY	ESTIMATED FREIGHT .00	TOTAL --> \$583,603.50
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GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

**V
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PRINSCO, INC.
ATTN: ACCOUNTS RECEIVABLE
PO BOX 26
PRINSBURG
MN
56281

**S
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PIILANI PROMENADE OS

PURCHASE ORDER NO. 85055245
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
4. No charges for packing or crating will be accepted unless previously agreed upon.
5. Invoice promptly. Send three copies of Invoice.
6. Discount period will be calculated from date of receipt of material, or receipt of invoice, whichever is later.
7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	17874	BILL			7/24/12		DENNIS	1
REFERENCE			PAYMENT TERMS			FOB POINT	PARTIAL SHIPMENTS	SHIP VIA	
8009921725						PRINSCO PLANT	ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
1	6812 32.11000	M	60WT20NP 60"X20' GOLDFLO WT NON PERF	07/25/12	1000.00 .00	FT	46.5100	.000	46,510.00
2	6812 32.11000	M	36WT20NP 36"X20' GOLDFLO WT NON PERF	07/25/12	400.00 .00	FT	20.6400	.000	8,256.00
3	6812 32.11000	M	30WT20NP 30"X20' GOLDFLO WT NON PERF	07/25/12	970.00 .00	FT	16.2900	.000	15,801.30
4	6812 32.11000	M	24WT20NP 24"X20' GOLDFLO WT NON PERF	07/25/12	1280.00 .00	FT	10.9600	.000	14,028.80
5	6812 32.11000	M	15WT20NP 15"X20' GOLDFLO WT NON PERF	07/25/12	40.00 .00	FT	5.0000	.000	200.00
6	6812 32.11000	M	GFWTS60 60" GOLDLOK WATER TIGHT SLEEVE	07/25/12	6.00 .00	EA	199.0000	.000	1,194.00
7	6812 32.11000	M	GFWTS36 36" GOLDLOK WATER TIGHT SLEEVE	07/25/12	4.00 .00	EA	108.7500	.000	435.00
8	6812 32.11000	M	GFWTS30 30" GOLDLOK WATER TIGHT SLEEVE	07/25/12	4.00 .00	EA	93.7500	.000	375.00
9	6812 32.11000	M	GFWTS24 24" GOLDLOK WATER TIGHT SLEEVE	07/25/12	6.00 .00	EA	77.5000	.000	465.00

DELIVER TO JOBSITE	BY	ESTIMATED FREIGHT .00	TOTAL -> \$87,265.10
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GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

**V
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WALKER INDUSTRIES, LTD.
P.O. BOX 1568
KAHULUI
HI
96733-1568

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PIILANI PROMENADE OS

PURCHASE ORDER NO. 85054245
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
3. Seller warrants goods shipped produced in accordance with applicable provisions of fair labor and standards act.
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5. Invoice promptly. Send three copies of invoice.
6. Discount period will be calculated from date of receipt of material, or receipt of invoice, whichever is later.
7. Invoice and correspondence to office only.

CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	24275	CORY/KYLE/ANDRW				7/03/12		DENISE	1
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS	SHIP VIA	
8088773430						JOBSITE		ACCEPTED		

PO ITEM	JOB / SUB JOB COST DISTRIBUTION	C T	PART NUMBER AND DESCRIPTION	DATE REQUIRED	QUANTITY	U/M	UNIT PRICE	SALES TAX RATE	AMOUNT
1	6812 31.13000	M	SEWER MANHOLE INCL. A-LOK SEAL	07/04/12	14.00 .00	EA	3030.0000	.000	42,420.00
2	6812 32.16000	M	4'X4' DRAIN MANHOLE FOR PAVEMENT (DMH A-2, A-3, A-5)	07/04/12	4.00 .00	EA	3620.0000	.000	14,480.00
3	6812 32.16000	M	4'8"X4'8" MOD DOT TYPE C DRAIN (DMH A-1, A-1A)	07/04/12	2.00 .00	EA	6590.0000	.000	13,180.00
4	6812 32.16000	M	TYPE B CATCH BASIN (CB 2,5,7,9)	07/04/12	4.00 .00	EA	5780.0000	.000	23,120.00
5	6812 32.16000	M	TYPE C CATCH BASIN (CB 1,4,6,8)	07/04/12	4.00 .00	EA	4810.0000	.000	19,240.00
6	6812 32.16000	M	TYPE D CATCH BASIN (CB 3)	07/04/12	1.00 .00	EA	2640.0000	.000	2,640.00
7	6812 32.16000	M	4'8"X6'8" SPECIAL DRAIN M-HOLE (DMH #1,2,3,4,5,6 & 7)	07/04/12	7.00 .00	EA	7880.0000	.000	55,160.00
8	6812 32.16000	M	4'X12' TRANSITION STRUCTURE	07/04/12	1.00 .00	EA	18650.0000	.000	18,650.00
9	6812 32.16000	M	4'X12' TRANSITION STRUCTURE #2	07/04/12	1.00 .00	EA	16730.0000	.000	16,730.00
10	6812 32.16000	M	3'X4' GRATED INLET CATCH BASIN (GICB #1 and 2 - 61614)	07/04/12	2.00 .00	EA	5270.0000	.000	10,540.00
11	6812 33.15000	M	5'4"X6'8" TYPE A MANHOLE FOR 24"	07/04/12	2.00 .00	EA	10680.0000	.000	21,360.00
12	6812 33.15000	M	5'4"X8" TYPE A MANHOLE FOR 36"	07/04/12	2.00 .00	EA	17610.0000	.000	35,220.00
13	6812 32.16000	M	3'X3' TYPE L GRATED INLET CATCH BASIN (Tank Site)	07/04/12	1.00 .00	EA	3410.0000	.000	3,410.00
14	6812 32.16000	M	10' SPAN X5' RISE REINF CNCRTE BOX CULVERT	07/04/12	12.00 .00	LF	1055.0000	.000	12,660.00

*** SPECIAL INSTRUCTIONS ***

NOTE: ALL CONCRETE BOX CULVERTS INCLUDE; REINFORCING, RAM NEK JOINT

GOODFELLOW BROS INC
PO BOX 598

WENATCHEE WA 98807

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WALKER INDUSTRIES, LTD.
P.O. BOX 1568
KAHULUI
HI
96733-1568

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PIILANI PROMENADE OS

PURCHASE ORDER NO. 85054245
(MUST APPEAR ON ALL DOCUMENTS AND PACKAGES)

TAX RESALE NO 1 W20182340-01

TAX RESALE NO 2

INSTRUCTIONS AND CONDITIONS

1. Return Acknowledgment promptly upon receipt of order.
2. Place Order Number on all packages, bills of lading and invoices.
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CO	DIV	VENDOR NO	ORDER PLACED WITH	IN PERSON	BY PHONE	BY WIRE	PO DATE	REQUESTED BY	BUYER	PAGE
50	0	24275	CORY/KYLE/ANDRW				7/03/12		DENISE	2
REFERENCE			PAYMENT TERMS			FOB POINT		PARTIAL SHIPMENTS	SHIP VIA	
8088773430						JOBSITE		ACCEPTED		

COMPOUND WITH PRIMER, INSERTS, SHOP DRAWINGS.
LAY LENGTH = 6 FEET MAX LIFT WEIGHT = 14 TONS

DELIVER TO JOBSITE	BY	ESTIMATED FREIGHT .00	TOTAL -> \$288,810.00
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BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI'I

In the Matter of the Petition of)	Docket No. A94-706
)	
KAONOULU RANCH to Amend the)	DECLARATION OF
Agricultural Land Use District Boundary)	ROBERT D. POYNOR; EXHIBITS
into the Urban Land Use District for)	"K" - "L"
Approximately 88 acres at Kaonoulu,)	
Makawao-Wailuku, Maui, Hawai'i; Tax)	
Map Key Nos. (2) 2-2-02: por. 15 and)	
3-9-01:16)	
)	
)	
)	
)	
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DECLARATION OF ROBERT D. POYNOR

I, ROBERT D. POYNOR, hereby declare that:

1. I am the Vice President of Sarofim Realty Advisors.
2. This declaration is submitted in reference to the above-captioned case.
3. Unless otherwise indicated, all statements made herein are based on personal knowledge.
4. I am an individual over eighteen (18) years of age and under no legal or mental disability, and I am competent to testify, having personal knowledge of the matters set forth herein.
5. Piilani Promenade South, LLC ("PPS") and Piilani Promenade North, LLC (together with PPS, "Piilani") are wholly owned subsidiaries of an entity managed by Sarofim Realty Advisors. Sarofim Realty Advisors is a registered investment advisor founded in 1982, and provides real estate investment management services which include entitlements, development, construction and asset management.



6. The County of Maui, PPS, and Maui Industrial Partners, LLC (“MIP”) entered into the Assignment and Assumption of Agreement for Subdivision Approval dated September 13, 2010 (the “Assignment”). A true and correct copy of the Assignment is attached hereto as Exhibit “K.”

7. Pursuant to the Assignment, the County accepted a new approved security in the amount of \$22,058,826.00 (the “Cash Bond”) and permitted PPS to assume MIP’s obligations as subdivider with regard to the Kaonoulou Ranch (Large-Lot) Subdivision No. 2, Subdivision File No. 2.2795, and the Kaonolulu Ranch Water Tank Subdivision, Subdivision File No. 2.2995.

8. From 2010 to the present day, Piilani entered into multiple contracts with Warren S. Unemori Engineering, Inc. (“WSUE”) to provide civil engineering and land surveying services, including assistance in permitting, preparing construction documents, and construction support.

9. In 2012, Piilani entered into two contracts with Goodfellow Bros., Inc. (“GBI”) for onsite and offsite construction work.

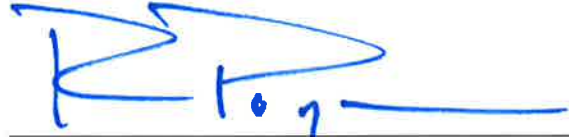
10. In accordance with the contracts, GBI purchased construction materials on Piilani’s behalf for the offsite work. Piilani reimbursed GBI, with a portion of the reimbursement paid through the withdrawal of \$1,909,191 from the Cash Bond.

11. On June 18, 2015, the Department of Finance, County of Maui confirmed by letter that the amount of the Cash Bond held by the County totaled \$20,149,635. A true and correct copy of the June 18, 2015 letter is attached hereto as Exhibit “L.”



I, ROBERT D. POYNOR, declare under penalty of law that the foregoing is true and correct.

Executed this 10th day of January, 2019, at DALLAS, TEXAS.



ROBERT D. POYNOR

TMK Nos.: (2) 3-9-001:016; -169; -170; -171; -172; -173; -174; and (2) 2-2-002:015
Subdivision File Nos.: 2.2795 and 2.2995

**ASSIGNMENT AND ASSUMPTION OF
AGREEMENT FOR SUBDIVISION APPROVAL**

THIS AGREEMENT is made and entered into this 13th day of September, 2010 (the "Effective Date"), by and between PIILANI PROMENADE SOUTH, LLC, whose business and mailing address is 17802 Skypark Circle, Suite 200, Irvine, California 92614 ("Subdivider"), MAUI INDUSTRIAL PARTNERS, LLC, whose business and mailing address is 1999 Avenue of the Stars, #2850, Los Angeles, California 90067 ("MIP"), and the COUNTY OF MAUI, through its DEPARTMENT OF PUBLIC WORKS, and/ or its DEPARTMENT OF WATER SUPPLY, ("County").

WHEREAS, MIP and KAONOULU RANCH LLLP (collectively, "Original Developer"), as subdivider, and the County entered into that certain Agreement for Subdivision Approval, dated August 14, 2009 (the "First Agreement"), attached hereto as Exhibit "B" and incorporated herein by reference and made a part hereof, in which the Original Developer agreed to construct those certain improvements for the subdivision of land indentified in Subdivision File Nos. 2.2795 and 2.2995, for that property formerly identified as Tax Map Key ("TMK") Nos. (2) 3-9-001:016 and (2) 2-2-002:015, and now identified as (i) TMK Nos. (2) 3-9-001:016; 170; 171; 172; 173; and 174 (the "Maui Industrial Property"), (ii) TMK No. (2) 3-9-001-169 (the "Honua'ula Partners Property"), and (iii) TMK No. (2) 2-2-002:015 (the "Kaonoulu Ranch Property"), containing a total area of approximately 88.000 acres and 1.154 acres, (the Maui Industrial Property, the Honua'ula Partners Property and the Kaonoulu Ranch Property, collectively, the "Property") and known as Kaonoulu Ranch (Large-Lot) Subdivision No. 2 and Kaonoulu Ranch Water Tank Subdivision, hereinafter sometimes called the "Subdivision".

As of the Effective Date, (i) MIP has conveyed to Subdivider the Maui Industrial Property, (ii) Kaonoulu Ranch LLLP has conveyed to Subdivider a right of entry to the Kaonoulu Ranch Property for the purposes of constructing the above-referenced improvements, and (iii) Honua'ula Partners, LLC has conveyed to Subdivider a license to enter the Honua'ula Partners Property for the purposes of constructing the above-referenced improvements.

MIP desires to assign, and Subdivider desires to assume, the obligation of MIP to construct the above-referenced improvements pursuant to the First Agreement.

Subdivider has requested that the County accept a new surety bond, certified check, or other approved security in lieu of the existing surety bond or bonds listed on Exhibit A attached hereto, dated July 17, 2009 and issued by Arch Insurance Company (collectively referred to as the "First Bond"), and permit Subdivider to assume MIP's obligations as subdivider with respect to the Subdivision.

NOW, THEREFORE, it is hereby agreed by the parties hereto:

1. Effective as of the Effective Date, MIP hereby assigns, transfers, sets over and delivers unto Subdivider MIP's obligations as subdivider with respect to the Subdivision and MIP's obligation to construct the above-referenced improvements in accordance with the First Agreement, and Subdivider hereby accepts such assignment, and as of the Effective Date, Subdivider hereby assumes MIP's obligations as subdivider with respect to the Subdivision and MIP's obligation to construct the above-referenced improvements in accordance with the First Agreement.

2. In consideration of the foregoing, and in consideration of Subdivider's delivery to the County of a new surety bond, certified check, or other approved security herewith to replace the First Bond, receipt of which is hereby acknowledged, the First

Bond is hereby unconditionally and irrevocably released. The County shall provide Arch Insurance Company with an executed copy of this agreement, or other suitable document, as evidence of the County's exoneration of the "First Bond".

3. Subdivider shall complete the above-referenced improvements on or before the 7th day of July, 2011, or such extensions as may be granted by the County, in accordance with First Agreement and the approved construction plans of the Subdivision, and all rules, regulations, requirements and ordinances of the County, and any other applicable laws.

4. The approved security in the amount of Twenty-Two Million Fifty-Eight Thousand Eight Hundred Twenty-Six and No/100 Dollars (\$22,058,826.00) (the "Security"), which accompanies this Agreement is for the purpose of guaranteeing that Subdivider shall construct the above-mentioned improvements.

5. Should Subdivider fail to complete the above-referenced improvements by the time specified above, or such extension as may be granted by the County, the County may cause all required work which is unfinished to be completed and shall recover the full cost and expenses thereof from the parties executing the Security and the Subdivider, it being understood that in the event such cost and expense exceeds the amount of the Security or other approved security the Subdivider shall be liable for such amount beyond the limit of such Security or other security.

6. Arch Insurance Company is a third party beneficiary of this Agreement.

7. The Security initially deposited with the County may be replaced by Subdivider with a surety bond, certified check or other approved security, if acceptable to the County's Director of Public Works and approved by the County's Department of the Corporation Counsel, in an amount equal to the Security remaining at the time of such

RP

replacement, and upon such replacement, the County shall promptly return any remaining portion of the Security to Subdivider.

8. This Agreement may be executed in counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same instrument.

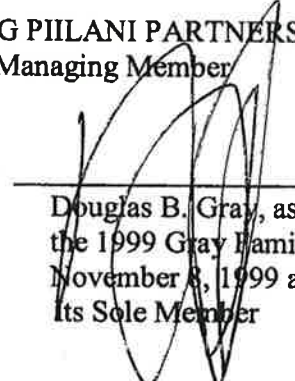
IN WITNESS WHEREOF, the parties hereto have executed this Agreement on
the date first above written.

SUBDIVIDER:

PIILANI PROMENADE SOUTH, LLC

By: PIILANI PROMENADE PARTNERS, LLC
Its Sole Member

By: EDG PIILANI PARTNERS, LLC
Its Managing Member

By: 
Douglas B. Gray, as Trustee of
the 1999 Gray Family Trust dated
November 8, 1999 as amended
Its Sole Member

COUNTY OF MAUI:

DEPARTMENT OF PUBLIC WORKS

By: 
MILTON M. ARAKAWA
Its Director

DEPARTMENT OF WATER SUPPLY

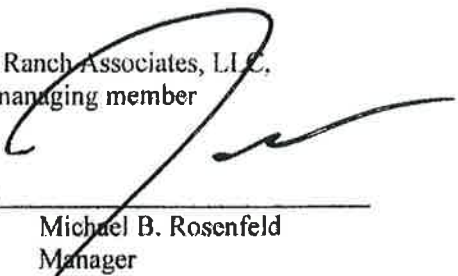
By: 
JEFFREY K. ENG
Its Director

APPROVED AS TO FORM
AND LEGALITY:


Deputy Corporation Counsel
County of Maui

MAUI INDUSTRIAL PARTNERS, LLC

By: RG Ranch Associates, L.L.C.,
its managing member

By: 
Michael B. Rosenfeld
Manager

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA

COUNTY OF ORANGE

On SEPTEMBER 09, 2010 before me L. Fox, Notary Public,
Here Insert Name of the Officer

personally appeared DOUGLAS B. GRAY
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose names(s) is
(are) subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the
instrument, the person(s) or the entity upon behalf of which the person(s) acted, executed the
instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.



(Place Notary Seal Above)

WITNESS my hand and official seal.

[Signature]
Signature of Notary Public,
State of California

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA

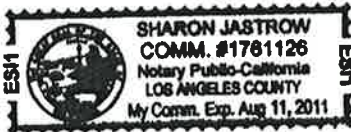
COUNTY OF Los Angeles

On Sept 13, 2010 before me Sharon Jastrow, Notary Public,
Here Insert Name of the Officer

personally appeared Michael B. Rosenfeld
Name(s) of Signer(s)


who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is
(are) subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the
instrument, the person(s) or the entity upon behalf of which the person(s) acted, executed the
instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.



(Place Notary Seal Above)

WITNESS my hand and official seal.


Signature of Notary Public,
State of California

STATE OF HAWAII

)
) SS.

COUNTY OF MAUI

)

On this 13th day of September, 2010, before me appeared MILTON M. ARAKAWA, to me personally known, who being by me duly sworn did say that he is the Director of Public Works of the County of Maui, a political subdivision of the State of Hawaii, and that the seal affixed to the foregoing instrument is the lawful seal of the said County of Maui, and that the said instrument was signed and sealed on behalf of said County of Maui pursuant to Title 18 of the Maui County Code, the Subdivision Ordinance, and the said MILTON M. ARAKAWA acknowledged the said instrument to be the free act and deed of said County of Maui.

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

V.S.

Jill Anne S. Ono
NOTARY PUBLIC, State of Hawaii.
Print Name JILL ANNE S. ONO
My commission expires: 11/30/10

NOTARY PUBLIC CERTIFICATION	
Doc. Date: <u>9/13/10</u>	# Pages: <u>21</u>
Notary Name: <u>JILL ANNE S. ONO</u>	Judicial Circuit: <u>Second</u>
Doc. Description: <u>Assignment and Assumption of Agreement for Subdivision Approval</u>	
Notary Signature: <u>Jill Anne S. Ono</u>	
Date: <u>9/13/10</u>	

V.S.

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 13th day of SEPTEMBER, 2010, before me appeared JEFFREY K. ENG, to me personally known, who being by me duly sworn did say that he is the Director of Water Supply of the County of Maui, a political subdivision of the State of Hawaii, and that the seal affixed to the foregoing instrument is the lawful seal of the said County of Maui, and that the said instrument was signed and sealed in behalf of said County of Maui pursuant to rules and regulations of the Department of Water Supply, and the said JEFFREY K. ENG acknowledged the said instrument to be the free act and deed of said County of Maui.

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



Gaye Hayashida

NOTARY PUBLIC, State of Hawaii.

Print Name GAYE HAYASHIDA

My commission expires: MAY 23, 2014

NOTARY PUBLIC CERTIFICATION

Doc. Date: SEPTEMBER 13, 2010 # Pages: 21

Notary Name: GAYE HAYASHIDA Judicial Circuit: SECOND

Doc. Description: ASSIGNMENT AND ASSUMPTION
OF AGREEMENT FOR SUBDIVISION
APPROVAL

Notary Signature: Gaye Hayashida

Date: 9/13/10



EXHIBIT A

FIRST BOND

Principal Name	Bond Number	Bond Amount	Effective Date	Obligee Name	Bond Description
Maui Industrial Partners, LLC	SU 1102685	\$ 1,256,710.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 Sitework
Maui Industrial Partners, LLC	SU 1102686	\$ 2,299,046.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 East Kaonolu Street
Maui Industrial Partners, LLC	SU 1102687	\$ 1,411,106.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 Pitahi Highway Widening
Maui Industrial Partners, LLC	SU 1102688	\$ 1,771,330.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 Access Road & Swales
Maui Industrial Partners, LLC	SU 1102689	\$ 712,592.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 Sewer System Revision
Maui Industrial Partners, LLC	SU 1102690	\$ 2,895,052.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 Storm Drainage System/Revision
Maui Industrial Partners, LLC	SU 1102691	\$ 834,700.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 Onsite Water System
Maui Industrial Partners, LLC	SU 1102692	\$ 4,802,784.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 Water/Water Tank
Maui Industrial Partners, LLC	SU 1102693	\$ 2,444,940.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 Water/Water Main
Maui Industrial Partners, LLC	SU 1102694	\$ 885,566.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 Electrical
Maui Industrial Partners, LLC	SU 1102695	\$ 643,000.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 Traffic Signal
Maui Industrial Partners, LLC	SU 1102696	\$ 1,202,000.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 Landscape/Irrigation
Maui Industrial Partners, LLC	SU 1102697	\$ 900,000.00	7/17/2009	County of Maui	Kaonolu Ranch (Large Lot) Subdivision 2 CRM Walls
		\$ 22,058,826.00			

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TMK No. (2) 3-9-001:016 and (2) 2-2-002:015

Subdivision File No. 2.2795 and 2.2995

AGREEMENT FOR SUBDIVISION APPROVAL

THIS AGREEMENT is made and entered into this 14th day of August, 2009, by and between Kaonoulu Ranch LLLP and Maui Industrial Partners, LLC, whose residence address is P.O. Box 390, Kula, Hawaii, 96790; 1999 Avenue of the Stars, Suite 2850, Los Angeles, CA 90067; respectively ("Subdivider"), and the COUNTY OF MAUI, through its DEPARTMENT OF PUBLIC WORKS, and/or its DEPARTMENT OF WATER SUPPLY, ("County").

WHEREAS, the Subdivider has agreed to provide certain improvements for the subdivision of land identified in Subdivision File No. 2.2795 and 2.2995 and incorporated herein by reference and made a part hereof and situate at Tax Map Key No. (2) 3-9-001:016 and (2) 2-2-002:015, containing an area of approximately 88.000 Acres and 1.154 Acres, ("Property") and known as Kaonoulu Ranch (Large-Lot) Subdivision No. 2 and Kaonoulu Ranch Water Tank Subdivision called the "Subdivision", all in accordance with the rules, regulations, requirements and ordinances of the County of Maui on or before the 17th day of July, 2010, or such extensions as may be granted by the County; and

WHEREAS, said improvements are more particularly designated on the approved construction plans of the Subdivision, which construction plans are incorporated herein by reference and

EXHIBIT " B "

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made a part hereof; and

WHEREAS, the Subdivider desires to receive final approval of the Subdivision in accordance with the subdivision ordinance of the County of Maui by submitting a surety bond, certified check, or other approved security to guarantee the construction of said improvements;

NOW, THEREFORE, it is hereby agreed by the parties hereto:

1. That the Subdivider shall complete the above-mentioned improvements on or before the 17th day of July, 2010, in accordance with the above-mentioned Subdivision File No., construction plans and the rules, regulations, requirements and ordinances of the County of Maui and any other applicable laws.

2. That the surety bond, certified check or other approved security in the amount of Twenty two million fifty-eight thousand eight hundred twenty six AND 00 /100 DOLLARS (\$ 22,058,826.00), which accompanies this Agreement is for the purpose of guaranteeing that the Subdivider shall construct the hereinabove-mentioned improvements.

3. That should the Subdivider fail to complete the work required at the time specified, or such extension as may be granted by the County, the County may cause all required work which is unfinished to be completed and shall recover the full cost and expenses thereof from the parties executing the bond and the

Subdivider, it being understood that in the event such cost and expense exceeds the amount of the bond or other approved security the Subdivider shall be liable for such amount beyond the limit of such bond or other security.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

SUBDIVIDER:

Maui Industrial Partners, LLC

(print name above)

Maui Industrial Partners, LLC a Delaware limited liability company
By: RC Ranch Associates, LLC a Delaware limited liability company

By

name: Michael Rosenfeld
Its Manager

By

name:
Its

By

name:
Its

Subdivider, it being understood that in the event such cost and expense exceeds the amount of the bond or other approved security the Subdivider shall be liable for such amount beyond the limit of such bond or other security.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

SUBDIVIDER:

Kaonoulu Ranch LLLP

(print name above)

By 

name: Henry F. Rice
Its Managing General Partner

By _____

name:
Its

By _____

name:
Its

By _____
name:
Its

By _____
name:
Its

By _____
name:
Its

COUNTY OF MAUI:

DEPARTMENT OF PUBLIC WORKS

By Milton M. Arakawa
MILTON M. ARAKAWA
Its Director

DEPARTMENT OF WATER SUPPLY

By Jeffrey M. Eng
JEFFREY M. ENG
Its Director

APPROVED AS TO FORM
AND LEGALITY:

David A. Galazin
DAVID A. GALAZIN
Deputy Corporation Counsel
County of Maui

S:\OSA\STANDARD FORMS\Subdivision\Standard Agreements\SubdapprRev0707.wpd

State of California
County of Los Angeles

On July 17, 2009 before me, **Sharon Jastrow**, a Notary Public personally appeared **Michael Rosenfeld** who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in his/~~her~~/their authorized capacity(ies), and that by his/~~her~~/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature


Notary Public (Seal)



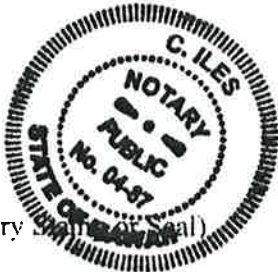
BP

STATE OF HAWAII

COUNTY OF MAUI

)
) ss.
)

On this 10th day of August, 2009, before me personally appeared **HENRY F. RICE**, personally known/proved to me on the basis of satisfactory evidence, 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.



(Notary Seal or Stamp)

C. Iles

Name: _____

Notary Public, State of Hawaii

My commission expires: _____

C. Iles

My Commission Expires 02/29/2012

NOTARY CERTIFICATION STATEMENT

Document Identification or Description: Agreement for Subdivision Approval

Document Date: Undated

No. of Pages: 10

Jurisdiction (in which notarial act is performed):

Second

Signature of Notary

C. Iles

8-10-09

Date of Notarization and
Certification Statement



(Notary Seal or Stamp)

Printed Name of Notary

RP

STATE OF HAWAII

)

) SS.

COUNTY OF MAUI

)

On this 14th day of August, 2009, before me personally appeared MILTON M. ARAKAWA, to me personally known, who being by me duly sworn, did say that he is the Director of Public Works of the County of Maui, a political subdivision of the State of Hawaii, and that the seal affixed to the foregoing instrument is the lawful seal of the said County of Maui, and that the said instrument was signed and sealed on behalf of said County of Maui pursuant to Title 18 of the Maui County Code, the Subdivision Ordinance, and the said MILTON M. ARAKAWA acknowledged the said instrument to be the free act and deed of the said County of Maui.

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

Jin Anne S. Ono
NOTARY PUBLIC, State of Hawaii.
Print Name _____
My commission expires: 11/30/10

L.S.

Doc. Date: <u>8/14/09</u>	# Pages: <u>10</u>
JIN Anne S. Ono	Second Circuit
Doc. Description: <u>Agreement for Subdivision Approval</u>	
<i>Jin Anne S. Ono</i>	<u>8/14/09</u>
Notary Signature	Date
NOTARY CERTIFICATION	

L.S.

EP

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 13th day of August, 2009,
before me appeared JEFFREY K. ENG, to me personally known, who
being by me duly sworn did say that he is the Director of Water
Supply of the County of Maui, a political subdivision of the State
of Hawaii, and that the seal affixed to the foregoing instrument is
the lawful seal of the said County of Maui, and that the said
instrument was signed and sealed in behalf of said County of Maui
pursuant to rules and regulations of the Department of Water
Supply, and the said JEFFREY K. ENG acknowledged the said
instrument to be the free act and deed of said County of Maui.

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



Jerry Ann Wells
NOTARY PUBLIC, State of Hawaii
Print Name Jerry Ann Wells
My commission expires: 4/19/2016

NOTARY PUBLIC CERTIFICATION		
Doc. Date:	Undated at time of notarization	# Pages: 10
Notary Name:	JERRY ANN WELLS	Judicial Circuit: SECOND
Doc. Description:	Agreement for Subdivision Approval	
Notary Signature:	<u>Jerry Ann Wells</u>	
Date:	August 13, 2009	



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Schedule of Subdivision Bonds

Kaonoulu Ranch (Large Lot) Subdivision No. 2 and Kaonoulu Ranch Water Tank Subdivision

TMK No. 3-9-001:016 and (2) 2-2-002:015

Subdivision File No. 2.2795 and 2.2995

Description of Work	Bond #	Bond Amount
Sitework Improvements	SU1102685	1,256,710
East Kaonoulu St. Improvements	SU1102686	2,299,046
Piilani Hwy Widening Improvements	SU1102687	1,411,106
Access Road & Swales	SU1102688	1,771,330
Sewer System / Revisions	SU1102689	712,592
Storm Drainage System / Revisions	SU1102690	2,895,052
Onsite Water System	SU1102691	834,700
12" Offsite Water/ 1MG Water Tank	SU1102692	4,802,784
36" Water Main / Water / Misc. Revisions	SU1102693	2,444,940
Electrical	SU1102694	885,566
Traffic Signal Improvements	SU1102695	643,000
Landscape / Irrigation	SU1102696	1,202,000
CRM Walls	SU1102697	900,000

TOTAL SUBDIVISION BOND AMOUNT: \$ 22,058,826

PP

ALAN M. ARAKAWA
Mayor



DANILO F. AGSALOG
Director

MARK R. WALKER
Deputy Director

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

June 18, 2015

SENT VIA E-MAIL

Mr. Robert D. Paynor
Vice President
Sarofim Realty Advisors
8115 Preston Road, Suite 400
Dallas, Texas 75225

**RE: KAONOULU RANCH SUBDIVISION NO. 2
SUBDIVISION FILE NO. 2.2795 & 22995**

Dear Mr. Paynor,

✓ This letter will confirm that the County of Maui currently holds cash totaling \$20,149,635.00 as a bond for the performance of certain improvements required for the above referenced subdivision and as agreed to in the "ASSIGNMENT AND ASSUMPTION OF AGREEMENT FOR SUBDIVISION APPROVAL" dated September 13, 2010 by and between the County of Maui, Piilani Promenade South, LLC and Maui Industrial Partners, LLC .

Should you have any questions or need additional information please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark R. Walker", is written over a horizontal line.

MARK R. WALKER
Deputy Director

cc: Danilo F. Agsalog, Director of Finance

RP

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

In the Matter of the Petition of)	Docket No. A94-706
)	
KAONOULU RANCH to Amend the)	CERTIFICATE OF SERVICE
Agricultural Land Use District Boundary)	
into the Urban Land Use District for)	
Approximately 88 acres at Kaonoulu,)	
Makawao-Wailuku, Maui, Hawai'i; Tax)	
Map Key Nos. (2) 2-2: por. 15 and)	
3-9-01:16)	
_____)	

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document will be duly served upon the following persons by electronic mail ("**EM**"), or by mailing said copy, postage prepaid, first class, in a United States post office ("**M**") or by hand delivery ("**HD**") in the manner indicated, addressed as set forth below:

DANIEL ORODENKER, Executive Officer Land Use Commission, State of Hawai'i 235 South Beretania Street Room 406, Leiopapa A Kamehameha Bldg. Honolulu, Hawai'i 96813	<u>Daniel.E.Orodenker@dbedt.hawaii.gov</u> (HD, EM)
--	--

DAWN T. APUNA, Esq. Deputy Attorney General State of Hawaii Department of the Attorney General Hale Auhau, Third Floor 425 Queen Street Honolulu, Hawai'i 96813	<u>Dawn.T.Apuna@hawaii.gov</u> (EM)
---	-------------------------------------

LEO R. ASUNCION, JR., Director
Office of Planning, State of Hawai'i
235 South Beretania Street
Room 600, Leiopapa A Kamehameha Bldg.
Honolulu, Hawai'i 96813

Leo.R.Asuncion@hawaii.gov (EM)

MICHELE CHOUTEAU MCLEAN,
Planning Department, County of Maui
One Main Plaza
2200 Main Street, Suite 315
Wailuku, Maui, Hawai'i 96793

Michele.McLean@co.maui.hi.us (EM)

PATRICK K. WONG, Esq.
MICHAEL HOPPER, ESQ.
KRISTIN TARNSTROM, ESQ.
Department of Corporation Counsel
200 South High Street, Room 322
Wailuku, Hawai'i 96793

pat.wong@co.maui.hi.us (EM)

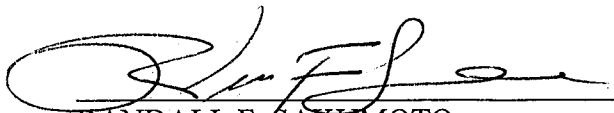
TOM PIERCE, Esq.
P.O. Box 798
Makawao, Hawai'i 96768

tom@maulandlaw.com (M, EM)

BENJAMIN M. MATSUBARA, Esq.
CURTIS T. TABATA, Esq.
888 Mililani Street, Eighth Floor
Honolulu, Hawai'i 96813

ctabata@m-klawyers.com (EM)

DATED: Honolulu, Hawai'i January 10, 2019.



RANDALL F. SAKUMOTO
LISA W. CATALDO
CATHERINE A. TASCHNER

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