

McCORRISTON MILLER MUKAI MacKINNON LLP

LAND USE COMMISSION
STATE OF HAWAII

2019 JAN 18 A 11:11

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PIILANI PROMENADE SOUTH, LLC and
PIILANI PROMENADE NORTH, LLC

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	)	SUBMISSION OF ORIGINAL
Agricultural Land Use District Boundary	)	DECLARATION OF ROBERT D.
into the Urban Land Use District for	)	POYNOR IN SUPPORT OF
Approximately 88 acres at Kaonoulu,	)	PETITIONERS' MEMORANDUM IN
Makawao-Wailuku, Maui, Hawai'i; Tax	)	OPPOSITION TO INTERVENORS'
Map Key Nos. (2) 2-2-02: por. 15 and 3-9-	)	MOTION TO CONDUCT PHASE II OF
01:16	)	CONTESTED CASE PENDING SINCE
	)	2012, AND FOR FINAL DECISION
	)	FILED DECEMBER 3, 2018, FILED ON
	)	JANUARY 10, 2019; CERTIFICATE OF
	)	SERVICE
)	

SUBMISSION OF ORIGINAL DECLARATION OF
ROBERT D. POYNOR IN SUPPORT OF PETITIONERS'
MEMORANDUM IN OPPOSITION TO INTERVENORS' MOTION TO CONDUCT
PHASE II OF CONTESTED CASE PENDING SINCE 2012, AND FOR FINAL
DECISION FILED DECEMBER 3, 2018, FILED ON JANUARY 10, 2019

Petitioners PIILANI PROMENADE SOUTH, LLC and PIILANI PROMENADE
NORTH, LLC (collectively, "Piilani"), through its attorneys, McCorrison Miller Mukai
MacKinnon LLP, hereby submits the original Declaration of Robert D. Poynor, an

electronically-transmitted copy of which was attached as Exhibit 3 to the Declaration of Randall F. Sakumoto in support of its Memorandum in Opposition to Intervenor's Motion to Conduct Phase II of Contested Case Pending Since 2012, and for Final Decision, Filed December 3, 2018, filed on January 10, 2019.

DATED: Honolulu, Hawai'i, JAN 18 2019.



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Attorneys for PIILANI PROMENADE
SOUTH, LLC and PIILANI PROMENADE
NORTH, LLC

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 Kaonoulu 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.

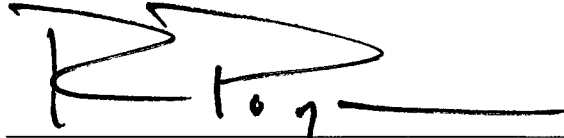
9. In 2012, Piilani entered into two contracts with Goodfellow Bros., Inc. (“GBI”) for onsite and offsite construction work.

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

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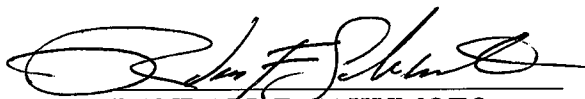
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DATED: Honolulu, Hawai'i, JAN 18 2019.



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