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Of Counsel:

IMANAKA KUDO & FUJIMOTO

A Limited Liability Law Company

BENJAMIN A. KUDO 2262-0

NAOMI U. KUWAYE 6648-0

YUKO FUNAKI 9005-0

745 Fort Street, 17th Floor

Honolulu, Hawaii 96813

Telephone: (808) 521-9500

Attorneys for PETITIONER

D.R. HORTON – SCHULER HOMES, LLC,

a Delaware limited liability company,

d.b.a. D.R. HORTON-SCHULER DIVISION

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAII

In the Matter of the Petition of

DOCKET NO. A06-771

D.R. HORTON – SCHULER HOMES, LLC, a
Delaware limited liability company, d.b.a. D.R.
HORTON-SCHULER DIVISION

To Amend the Agricultural Land Use District
Boundaries into the Urban Land Use District
for Approximately 1,553.844 Acres in Ewa
District, Island of Oahu, Tax Map Key Nos.
(1) 9-1-017:004 (por.), 059 and 072; (1) 9-1-
018:001 and 004

**SECOND AMENDED PETITION FOR
LAND USE DISTRICT BOUNDARY AMENDMENT**

VERIFICATION

PETITION EXHIBITS “16A”, “17A”, “18A”, “19A”, “20” - “24”

AND

CERTIFICATE OF SERVICE

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*Please see Petition for Land Use District Boundary Amendment and Exhibits filed with the Commission on January 24, 2007.

**Please see Amended Petition for Land Use District Boundary Amendment and Exhibits filed with the Commission on September 19, 2008.

- EXHIBIT “19A” AFFIDAVIT OF NAOMI U. KUWAYE ATTESTING TO SERVICE OF SECOND AMENDED PETITION FOR LAND USE DISTRICT BOUNDARY AMENDMENT**
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CERTIFICATE OF SERVICE

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In the Matter of the Petition of

D.R. HORTON – SCHULER HOMES, LLC, a
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DOCKET NO. A06-771

SECOND AMENDED PETITION FOR
LAND USE DISTRICT BOUNDARY
AMENDMENT

**SECOND AMENDED PETITION
FOR LAND USE DISTRICT BOUNDARY AMENDMENT**

COMES NOW, D.R. HORTON – SCHULER HOMES, LLC, a Delaware limited liability company, d.b.a. D.R. HORTON-SCHULER DIVISION, whose principal place of business is 650 Iwilei Road, Suite 209, Honolulu, Hawaii 96817 (“**Petitioner**”), by and through its attorneys, the law firm of IMANAKA KUDO & FUJIMOTO, a limited liability law company, and hereby submits the following amendments to its Petition for Land Use District Boundary Amendment, filed with the State Land Use Commission (“**Commission**”) on January 24, 2007, as amended September 19, 2008, which was deemed deficient by the Commission on September 30, 2009.

On January 24, 2007, Petitioner filed with the Commission its petition to reclassify approximately 1,553.844 acres of land in the Ewa District, Island of Oahu, from the Agricultural District to the Urban District in Commission Docket No. A06-771, and filed its Amended Petition for Land Use District Boundary Amendment on September 19, 2008 (collectively

referred to as “**First Amended Petition**”). Petitioner seeks the reclassification of the land to develop a mixed-use, transit-ready community (“**Ho‘opili**” or the “**Project**”).

On August 26, 2008, the Commission accepted Petitioner’s Final Environmental Impact Statement as generally satisfying the criteria and procedures under Hawaii Administrative Rules (“**HAR**”) § 11-200-23.

On September 19, 2008, the Commission deemed the First Amended Petition as a proper filing and accepted it for processing. *See* Letter from Orlando Davidson, Executive Officer, State of Hawaii Land Use Commission, to Naomi U. Kuwaye, Attorney for Petitioner (September 26, 2008).

On February 13, 2009, the Commission granted Friends of Makakilo’s (“**FoM**”) Petition to Intervene with its participation limited to traffic, education, open space, agricultural lands, and sociological issues. The Commission also granted Haseko (Ewa), Inc.’s Petition for Intervention the same day with its participation limited to regional drainage issues.

On March 19, 2009, the Commission commenced its evidentiary hearing for this docket.

On August 5, 2009, FoM filed its MOTION TO DENY THE PETITION; OR IN THE ALTERNATIVE TO DECLARE THE PETITION DEFICIENT, ALLOWING THE PETITIONER TO CURE THE DEFECTS, INCLUDING AMENDING THE EIS, WITH WITH [SIC] THE DATE OF FILING CHANGED TO THE DATE THE COMMISSION DETERMINES THAT THE DEFECTS ARE CURED (“**FoM’s MOTION**”).

On August 28, 2009, FoM’s MOTION came on for hearing before the Commission prior to the Petitioner’s completion of its case, and on September 30, 2009, the Commission issued its ORDER GRANTING IN PART AND DENYING IN PART INTERVENOR FRIENDS OF MAKAKILO’S MOTION TO DENY THE PETITION; OR IN THE ALTERNATIVE TO DECLARE THE PETITION DEFICIENT, ALLOWING THE PETITIONER TO CURE THE DEFECTS, INCLUDING AMENDING THE EIS, WITH WITH

[SIC] THE DATE OF FILING CHANGED TO THE DATE THE COMMISSION DETERMINES THAT THE DEFECTS ARE CURED (“**COMMISSION ORDER**”).

The COMMISSION ORDER determined as follows:

. . . the [First Amended] Petition is defective or deficient in that it fails to either (1) represent that development of the Petition Area will be accomplished before ten years after the date of Commission approval or (2) even though full urban development cannot substantially be completed within such ten-year period, the [First Amended] Petition does not include a schedule for development of the total of the project in increments together with a map identifying the location of each increment, each such increment to be completed within no more than a ten-year period, and GRANTS Intervenor’s Motion to declare the Petition deficient. The date of filing of the Petition shall be as of the date the Commission determines that the defects are cured. The Intervenor’s Motion to deny the Petition is DENIED.

COMMISSION ORDER at 4 (emphasis added).

I. AMENDMENTS

Petitioner submits Petition Exhibits “20” through “24” to cure the deficiency of the First Amended Petition, and Petition Exhibits “16A”, “17A”, “18A”, and “19A” to update the information filed with the Commission in 2007 and 2008 in its First Amended Petition. All exhibits are relevant and material to the petition to amend the Agricultural land use district boundaries into the Urban land use district for Ho‘opili, and would assist the Commission in determining the outcome of this petition. The exhibits are not unduly repetitious evidence since no other material filed by the Petitioner includes the same information.

A. REVISED PETITION SECTIONS

The supplemental information in the above revised “Table of Contents” shall amend and replace the “Table of Contents” set forth in the First Amended Petition.

B. NEW EXHIBITS TO CURE THE FIRST AMENDED PETITION'S DEFICIENCY (PETITION EXHIBITS "20" - "24")

Under HAR § 15-15-41, if the Commission deems that a petition is defective or deficient, "the date of filing shall be as of the date the commission determines that the defects are cured." *See also* COMMISSION ORDER at 4.

The Commission determined that the First Amended Petition was deficient because it did not "include a schedule for development of the total of the project in increments together with a map identifying the location of each increment, each such increment to be completed within no more than a ten-year period," "even though full urban development cannot substantially be completed within such ten-year period." COMMISSION ORDER at 4 (emphasis added). (We note that prior to the instant case, the Commission has never required a petitioner to submit this information for similar petitions for district boundary amendments.)

Accordingly, in order to "cure" the deficiency of its First Amended Petition, Petitioner respectfully submits Petition Exhibits "20" - "24". Petition Exhibit "20", entitled "Phased Development Plan for Ho'opili" is a "schedule for development of the total of the Project" in two increments: Phase 1 (2013-2020) and Phase 2 (2020-2030). Petition Exhibit "21", entitled "Development Phasing Map, Ho'opili" is a "map identifying the location" and approximate acreages of the Project's Phase 1 and Phase 2.

In addition, Petitioner submits the following exhibits prepared by a registered professional surveyor, pursuant to HAR § 15-15-50(c)(3): Petition Exhibit "22", entitled "Survey Map Showing Proposed Ho'opili Urban District Boundary Amendment for Lot C-1 and Lot C-2," which depicts the Project's Phase 1 and Phase 2 properties, respectively; Petition Exhibit "23", the metes and bounds description of Lot C-1 (the Project's Phase 1 property); and

Petition Exhibit “24”, the metes and bounds description of Lot C-2 (the Project’s Phase 2 property).

C. UPDATES TO INFORMATION PROVIDED IN THE FIRST AMENDED PETITION (PETITION EXHIBITS “16A”, “17A”, “18A”, AND “19A”)

Any and all references to Petition Exhibits “16”, “17”, “18”, and “19” shall be amended and replaced with Petition Exhibits “16A”, “17A”, “18A”, and “19A”, respectively, attached hereto.

Petition Exhibit “16A” is D.R. Horton, Inc.’s latest annual report (Form 10-K) for the fiscal year ended September 30, 2010, that was filed with the United States Securities and Exchange Commission. Petition Exhibit “17A” is the amended notification of petition filing for the Second Amended Petition. Petition Exhibit “18A” is the “Affidavit of Naomi U. Kuwaye Attesting to Sending of Notification of Second Amended Petition Filing”, and Petition Exhibit “19A” is the “Affidavit of Naomi U. Kuwaye Attesting to Service of Second Amended Petition for Land Use District Boundary Amendment.”

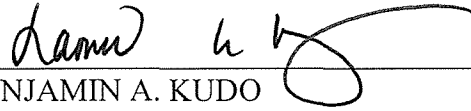
All other exhibits not otherwise mentioned are current and not affected by the Second Amended Petition.

II. CONCLUSION

Based upon the foregoing, Petitioner respectfully submits the foregoing amendments pursuant to HAR § 15-15-41 for the Commission’s review and appropriate action.

DATED: Honolulu, Hawaii, May 18, 2011.

Of Counsel:
IMANAKA KUDO & FUJIMOTO
A Limited Liability Law Company

A handwritten signature in black ink, appearing to read "Benjamin A. Kudo", is written over a horizontal line.

BENJAMIN A. KUDO
NAOMI U. KUWAYE
YUKO FUNAKI

Attorneys for Petitioner

D.R. HORTON – SCHULER HOMES, LLC,
a Delaware limited liability company,
d.b.a. D.R. HORTON-SCHULER DIVISION

VERIFICATION

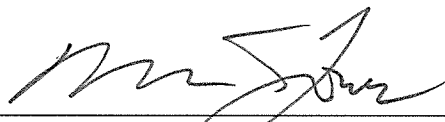
STATE OF HAWAII

CITY AND COUNTY OF HONOLULU

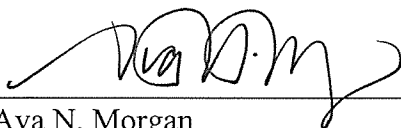
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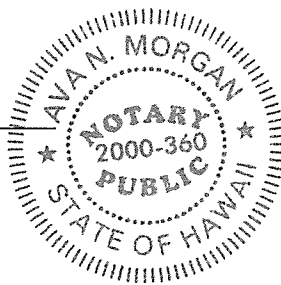
I, Michael T. Jones, being duly sworn on oath depose and say that I am the Division President of D.R. HORTON – SCHULER HOMES, LLC, a Delaware limited liability company, d.b.a. D.R. HORTON-SCHULER DIVISION, and as such am authorized to make this verification on behalf of the Company, that I have read the foregoing Second Amended Petition and have full knowledge of the contents thereof, and that the same are true to the best of my knowledge, information and belief.

D.R. HORTON – SCHULER HOMES, LLC,
a Delaware limited liability company,
d.b.a. D.R. HORTON-SCHULER DIVISION

By 
MICHAEL T. JONES
Division President

Subscribed and sworn to before me
on this 16th day of May, 2011.


Ava N. Morgan
Notary Public, State of Hawaii



My commission expires: 07/23/2012

[NOTARY CERTIFICATION STATEMENT on next page]


NOTARY CERTIFICATION STATEMENT

Document Identification or Description: VERIFICATION attached to SECOND AMENDED PETITION FOR LAND USE DISTRICT BOUNDARY AMENDMENT, VERIFICATION, PETITION EXHIBITS "16A", "17A", "18A", "19A", "20" - "24" AND CERTIFICATE OF SERVICE

Document Date: May 18, 2011 or Undated at time of notarization.

No. of Pages: 182

Jurisdiction: First Circuit



Ava N. Morgan
Notary Public, State of Hawaii

5/16/2011

Date of Notarization and
Certification Statement

