CHARMAINE TAVARES
Mayor

JEFFREY S. HUNT
Director

COLLEEN M. SUYAMA
Deputy Director

SEP 2 2008

COUNTY OF MAUI
DEPARTMENT OF PLANNING

August 11, 2008

Mr. Bill Mills
Maui Lani 100, LLC
1100 Alakea Street, Suite 2200
Honolulu, Hawaii 96813

Dear Mr. Mills:

SUBJECT: **APPROVAL OF FINAL DESIGN GUIDELINES FOR THE MAUI LANI VILLAGE MIXED USE (VMX) PROJECT LOCATED AT THE TMK: (2) 3-8-007:151 (POR.), 152, 155 (POR.); (PH2 2008/0002)**

The Department of Planning (Department) is in receipt of the Final Design Guidelines for the Maui Lani Village Mixed Use Project dated July 16, 2008. The final document addresses comments of the Maui Urban Design Review Board dated February 15, 2008, as well as comments from the Department and the County Department of Transportation and is hereby approved. This document will be utilized in the review of all projects within the VMX Commercial and VMX Residential areas.

Thank you for your cooperation. If additional clarification is required, please contact Staff Planner Ann T. Cua at ann.cua@mauicounty.gov or at 270-7521.

Sincerely,

CLAYTON I. YOSHIDA AICP
Planning Program Administrator

For:

JEFFREY S. HUNT, AICP
Planning Director

xc: Ann T. Cua, Staff Planner
Mich Hirano, Munekiyo & Hiraga, Inc.
Steve Miller, Maui Lani 100 L.L.C.
Project File
General File
JSH:CIY:ATC:bg
K:\WP_DOCS\PLANNING\PH2\2007\0002_MauiLaniVMX\FinalDesignGuideApp.wpd

cc:SM /bs

MAUI LANI
VILLAGE MIXED USE

DESIGN GUIDELINES

___FINAL__ July 16, 2008

Maui Lani Village Mixed Use Design Guidelines

Table of Contents

1.0 INTRODUCTION 1

1.1 Project Description 1
1.1.1 The Maui Lani Project District 1
1.1.2 The Maui Lani Village Mixed Use (VMX) District 1

1.2 Development Goals and Objectives 3
1.2.1 Maui Lani Mixed Use Residential (VMX/R) Subdistrict 3
1.2.2 Maui Lani Mixed Use Commercial/Residential WMX/C-R) Subdistrict 3

1.3 Master Plan Objectives 4
1.3.1 Maui Lani Mixed Use Residential (VMX/R) Subdistrict 4
1.3.2 Mixed Use Commercial/Residential (VMX/C-R) Subdistrict 4

2.0 MAUI LANI MIXED USE VILLAGE (VMX) DESIGN GUIDELINES 5

2.1 General 5
2.1.1 Definitions 6
2.1.2 Maui Lani VMX District Permitted Land Uses & Development Standards 6
2.1.3 Excluded Land Uses 6
2.1.4 300 Foot Residential Setback 7
2.1.5 Boundary Walls, Fences and Retaining Walls 7

2.2 Maui Lani Mixed Use Residential (VMX/R) Subdistrict 7
2.2.1 Affordable Housing 7
2.2.2 Development Standards 7

2.3 Mixed Use Commercial/Residential (VMX/C-R) Subdistrict Design Guidelines 10
2.3.1 Administration of Design Guidelines and CC&R's 10
2.3.2 Site Planning Guidelines 10
2.3.3 Architectural Design Guidelines 13
2.3.4 Landscape Design Guidelines 17
2.3.5 Lighting Design Guidelines 22
2.3.6 Signage Design Guidelines 23
2.3.7 VMX/C-R Subdistrict Plan Review and Approval Process 26
2.3.8 Authority of the VMX DRC 31

3.0 LAWS, CODES AND ORDINANCES 31

4.0 NO REPRESENTATIONS OR LIABILITY 32

1.0 INTRODUCTION

1.1 Project Description

1.1.1 The Maui Lani Project District

Located in the heart of Central Maui, Maui Lani is a 1,069-acre master planned community and Maui's first Project District (designated as Project District 1). The project serves as the major linkage between Kahului and Wailuku. Located near the central business district and with close proximity to medical facilities, public safety services, schools and community activities, Maui Lani was built to service the needs of local Maui residents. Of the homes built to date, over 95 percent are occupied by local residents rather than second home buyers.

Maui Lani has executed agreements with the County of Maui to provide infrastructure that not only services the needs of the Project itself but provides service to the larger Central Maui community.

The zoning allows for a mix of up to 3,700 single- and multi-family residential units, together with schools and commercial, civic and open space uses.

Today, the 18-hole Dunes at Maui Lani golf course, driving range and club house are completed, along with over 900 homes (of which 247 have qualified as "Affordable" under the current County of Maui guidelines), a new elementary school, an intermediate school, a community center, medical facilities and a community park. A new 27-acre regional park is currently under construction. Regional roadway improvements that will provide access through the Maui Lani Project District and to the Maui Lani Village Mixed Use District are also underway and when completed will provide a valuable new traffic corridor between Wailuku and Kahului for benefit of the broader Central Maui community.

Primary access within the larger Maui Lani Project District will be via Kuikahi Drive, Maui Lani Parkway and Kamehameha Avenue. Kuikahi Drive will connect the Maui Lani Project District to regional access at Waiale Road and Honoapiilani Highway to the west, and to Kuihelani Highway via Maui Lani Parkway to the east.

1.1.2 The Maui Lani Village Mixed Use (VMX) District

At the heart of the Maui Lani Project District is the Maui Lani Village Mixed Use (VMX) district. It is comprised of approximately 91 acres that is divided into two zoning subdistricts. The first zoning subdistrict is the 34-acre Maui Lani Mixed Use Residential (VMX/R) subdistrict, which can be developed as a mix of multi-family and single family residential uses. The second zoning subdistrict is the 57-acre Maui Lani Mixed Use Commercial/Residential (VMX/C-R) subdistrict, which can be developed as a mix of commercial and residential uses.

The Maui Lani Village Mixed Use (VMX) district is intended to provide goods and services to Maui Lani residents and to the adjacent communities, as well a variety of new housing opportunities. Fifty-one percent (51%) of the homes within the Maui Lani VMX district will qualify as affordable (see Maui Lani Affordable Housing Agreement). "Smart Growth" planning principles have been employed to optimize functional pedestrian linkages between the commercial and residential uses and the adjacent elementary school and regional park, as well as to provide integration with the rest of the Maui Lani community.

Neighboring land owners to the VMX district include the following:

- Agricultural zoned parcel no longer being cultivated (A&B's Waiale Project).
- Commercial Nursery
- Waiale Reservoir Spillway
- Planned 27-acre regional park
- Proposed 136-unit single family development (owned by Maui Lani)
- County of Maui properties (closed landfill no longer in service, water storage reservoir, and transitional housing)
- Proposed commercial development (Kehalani)

As indicated above, the VMX district does not neighbor any existing residential subdivisions and would not negatively affect any existing homeowners.

The design guidelines contained herein are applicable to both the Maui Lani VMX-R and VMX-C/R subdistricts. Any significant changes to these design guidelines as determined by the Department of Planning shall be reviewed by the Urban Design Review Board .

1.1.2.1 Maui Lani Mixed Use Residential (VMX/R) Subdistrict

The 34 acre VMX/R subdistrict is bounded to the east by the new Regional Park, to the west by the VMX C/R subdistrict and to the north by currently undeveloped single family zoned property.

Proposed uses within the Maui Lani VMX/R subdistrict area include a mixture of single-family and multi-family dwellings organized around common area open spaces. The residential dwellings will be linked by residential scaled roadways, bike pathways and pedestrian walkways.

1.1.2.2 Maui Lani Mixed Use Commercial/Residential (VMX/C-R) Subdistrict.

The 57-acre, Maui Lani VMX/C-R subdistrict will become the commercial core that defines Maui Lani as a truly self-sufficient, holistically planned community benefiting the quality of life for its residents and the surrounding community.

The Maui Lani VMX/C-R subdistrict is located with Maui Lani's westernmost entry at the intersection of Kuikahi Drive and Waiale Road. Proposed uses within the Maui Lani VMX/C-R subdistrict include a variety of multi-family housing products integrated with a mix of compatible commercial uses. The intent is to position rental apartments, for-sale lofts and live-work units in close proximity to a variety of commercial activities in a manner that promotes walkability, convenience and a sense of community for Maui Lani residents and the surrounding community.

In addition to convenience shopping, restaurants, and office space; flex-commercial buildings will provide functional space for service-oriented businesses, and finished building sites will be available for local businesses to build their own facilities within the framework of the Design Guidelines that follow.

1.2 Development Goals and Objectives

1.2.1 Maui Lani Mixed Use Residential (VMX/R) Subdistrict

The 34 acre, Maui Lani VMX/R subdistrict is intended to provide a mixture of single family and multi-family homes that can act as a transition from the predominately commercial and mixed uses of the Maui Lani VMX/C-R subdistrict to the surrounding single family zoned areas. The approximately 51 percent affordable units will be integrated with the market priced units in both the single family and multi-family dwellings to provide a truly balanced community.

1.2.2 Maui Lani Mixed Use Commercial/Residential (VMX/C-R) Subdistrict

The 57-acre, Maui Lani VMX/C-R subdistrict will blend compatible commercial and residential uses into a pedestrian friendly gathering place for Maui Lani and the surrounding residential communities.

Capitalizing on the natural synergy between residents and providers of goods and services, the Maui Lani VMX/C-R subdistrict will provide opportunities for new and expanding Maui businesses within a mixed-use, design-controlled "village center" setting.

Wide sidewalks, traffic calming measures and integrated bike pathways will shift the emphasis from vehicular to a pedestrian-oriented experience, with pedestrian linkages reminiscent of the earlier days when residents and businesses enjoyed immediate proximity and common architectural

themes.

1.3 Master Plan Objectives

1.3.1 Maui Lani Mixed Use Residential (VMX/R) Subdistrict

The Maui Lani VMX/R subdistrict master plan will combine a variety of single family and multi-family residential product types strategically placed near common area open space, walking trails and bike paths. The goal of this proposed Master Plan is to encourage residents to use walking trails and bike paths to travel between their homes, the regional park, elementary school and neighboring commercial development

1.3.2 Mixed Use Commercial/Residential VMX-C/R) Subdistrict

The Maui Lani VMX-C/R master plan will combine a mix of commercial, retail, office, light industrial, live-work, entertainment, public open space and parking uses, combined with a variety of single-family and multi-family residential products, integrated in a cohesive, pedestrian friendly environment.

The goal of this subdistrict is to create an attractive and functionally cohesive mixture of residential and commercial uses that will accommodate Central Maui's diverse economic needs, while enhancing the lifestyle of its residents. Broad objectives include:

- Create a unique, pedestrian friendly experience with a variety of indoor and outdoor spaces, with interesting architectural styles and a variety of building facades, which house restaurants, retail shops and commercial uses in a manner that encourages return visits and customer loyalty.

- Design at a village scale utilizing two- to three-story structures with a variety of architectural designs that reflect Maui's heritage and casual island lifestyles.

- Provide connectivity and multiple options for easy access. Create an easily understood system of streets and pathways designed to meet the unique needs of pedestrians and motorists. Provide a safe, secure, friendly and comfortable walking environment.

- Create an infrastructure network with sufficient capacity to allow flexibility in positioning the various proposed uses.

2.0 MAUI LAND MIXED USE VILLAGE (VMX) DESIGN GUIDELINES

2.1 General

To achieve the goal of an integrated pedestrian friendly commercial and residential environment, these Design Guidelines have been established for the Maui Lani VMX district which follow the principles of "Smart Growth", such as integrating commercial and residential uses in close proximity for more efficient and productive land use and less reliance on the automobile. Elements of traditional neighborhood design will be employed to lend an air of authenticity that reflects Maui's heritage and casual island lifestyle.

These Design Guidelines are intended to define the quality and character of the various subdistrict building types envisioned within a flexible framework that recognizes the need to accommodate changing demographics, market conditions and community needs over the long term.

These Design Guidelines are not intended to be overly prohibitive, but rather to provide flexibility in developing creative and innovative architectural designs that guide development of the Maui Lani VMX district over time and in multiple phases.

The objectives of these Design Guidelines are:

- To establish appropriate architectural design guidelines that will enhance aesthetic and functional characteristics of the overall village mixed use concept in both subdistricts.

- To ensure that high standards of quality prescribed by zoning are maintained throughout the project's life cycle, thereby retaining the long-term value for its residents and commercial occupants.

- To create visual harmony throughout the Maui Lani VMX district by maintaining an appropriate architectural character and by integrating appropriate landscape, signage and lighting improvements.

- To provide guidance for covenants, conditions and restrictions to help ensure suitable control over future use of each property within the Maui Lani VMX district.

The requirements of these Design Guidelines are as follows:

- Site Planning Guidelines

  The Site Planning Guidelines contained herein set the framework for the creation of a functional working environment within each lot and its relationship to the overall Maui Lani VMX district. Refer to Section 2.3.2.

- Architectural Design Guidelines

  The Architectural Design Guidelines contained herein provide the design requirements for buildings within the Maui Lani VMX district. Such Guidelines are intended to promote the design of an efficient and flexible building, while maintaining an appropriate architectural character. Refer to Section 2.3.3.

- Landscape, Lighting and Signage Design Guidelines

  The Landscape, Lighting and Signage Guidelines contained herein complement the Architectural Design Guidelines by establishing design requirements that will enhance the overall visual character of the Maui Lani VMX district. Refer to Sections 2.3.4 - 2.3.6.

2.1.1 Definitions

Definitions for the Maui Lani VMX/R and VMX/C-R subdistricts shall be consistent with the definitions set forth in Chapter 19.04.040 of the Maui County Ordinance, as written in Ordinance 3364 as amended and modified.

2.1.2 Maui Lani VMX District Permitted Land Uses & Development Standards

The Declaration of Covenants, Conditions, Restrictions and Easements for the VMX/C-R subdistrict (the "CC&R's") will identify and describe the land uses permitted within the Maui Lani VMX/C-R subdistrict. (Only residential uses shall be permitted within the VMX/R subdistrict.) The uses identified within the CC&R's are consistent with the allowable uses and development standards designated for the VMX/C-R subdistrict as outlined in the Project District's Phase I approval.

A Land Use Matrix is attached which describes the use and development of the lots within the VMX/C-R subdistrict. Depending on which of the four land use categories (Retail/Office; Light Manufacturing; Civic; Residential) is utilized on a lot, the VMX/C-R Design Criteria portion of the Land Use Matrix sets forth, among other things, the permitted uses, the maximum floor area ratio, the maximum lot coverage ratio, the maximum building height, and the maximum number of stories allowed on the lot.

2.1.3 Excluded Land Uses

Subject to certain exceptions for allowable commercial uses, the CC&R's prohibit land uses within the VMX/C-R subdistrict that create an unsafe, obnoxious or offensive impact upon residential, office, commercial or light industrial uses by reason of the emission of odor, dust, gas, noise, vibration or similar irritants, unless appropriate mitigating measures to control such emissions have been reviewed and approved by the Maui Lani VMX Design Review Committee (the "VMX DRC"). Lot owners may apply for a land use variance with the County of Maui only after receipt of

written approval from the VMX DRC.

2.1.4 300-Foot Residential Setback

A 300-foot exclusionary setback has been established along a portion of the southern boundary of the Maui Lani Project District 1 in line with the adjacent boundary of the former County landfill closed in 1987. Residential use is not permitted within this exclusionary area. The plot plan that will be prepared for each lot in the VMX/C-R subdistrict will show if and how the lot is affected by this setback.

2.1.5 2.1.5 Boundary Walls, Fences and Retaining Walls

Maximum height for boundary walls and fences for the Village Mixed Use District is 5 feet as established by Maui County Code, Section, 19.78.051. In accordance with the Maui County Department of Planning ("Department") policy, retaining walls within the VMX District higher than 6 feet shall be terraced or stepped back one half the height of the wall or fence to break the massing of said wall and to allow for landscape planting and irrigation. This requirement is to be determined by the Department on a case-by-case basis.

2.2 Maui Lani Mixed Use Residential (VMX/R) Subdistrict

2.2.1 Affordable Housing

Fifty-one percent of the residential units developed within the VMX district shall qualify as "affordable housing" as required by Ordinance 3365. The affordable income category, percentage of units and number of affordable units shall be as specified in Ordinance 3365, Exhibit 2, as amended (See Maui Lani Affordable Housing Agreement).

2.2.2 Development Standards

In addition to the development standards set forth in Ordinance 3364, Section 19.78.051 as amended that address lot size, lot width, setbacks, building height, floor area ratio and density, the current *Maui Lani Master Design Guidelines (Single Family Homes)*, the ("Master Design Guidelines") that are in effect for the overall Maui Lani Project District shall be the Design Guidelines for the Maui Lani VMX/R subdistrict with the following additions and/or exceptions:

2.2.2.1 Administration of Design Guidelines and CC&R's

To assure consistent quality of development within the balance of Maui Lani's residential neighborhoods, the administration of the Maui Lani VMX/R subdistrict Design Guidelines will be by the Maui Lani Design Review Committee (DRC) as stated in the Master Design Guidelines

Design Guidelines for residential dwellings located in the VMX-C/R subdistrict will be administered by the VMX DRC.

However, in order to provide a consistent pedestrian experience from subdistrict to subdistrict, certain improvements within the common areas of the Maui Lani VMX/R subdistrict, such as open space and parks, including but not limited to signage, landscaping, lighting and hardscape amenities shall be governed by the guidelines for the Maui Lani VMX/C-R subdistrict, contained herein, and shall be administered by the VMX DRC.

2.2.2.2 Definitions

The term "The Dunes," "golf course," "golf course fairway" and "course" contained within the Master Design Guidelines shall also apply to the designation "Park" or "Open Space" in the Maui Lani VMX-R subdistrict.

2.2.2.3 Residential Design Standards

- Living Area
  The minimum living area for a multi-family residence shall be the minimum allowed by the Maui County Housing Code, Chapter 16.08.

- Roof Pitch
  At least 25% of the total roof area of a multi-family residence shall have sloped roofs equal to or greater than 4:12. Mansard roofs for multi-family dwellings as approved by the DRC are allowed.

- Roofing Material
  Metal roofing maybe allowed for multi-family and single-family dwellings as approved by the DRC.

- Garages and Carports
  When pertinent to the design of the residence and/or the streetscape, single-family and multi-family residences may include non-enclosed garages, one-car or two-car enclosed garages, or one or two-car carports.

  Garages and carports located on an alleyway or at a designated rear property line may be set back the minimum distance required for a rear or side yard of the underlying zoning district.

- Exterior Building Materials
  Metal siding and split-faced CMU block or textured CMU block may be used as an exterior body finish material on multi-family residences as approved by the DRC.

- Exterior Facade
  Multi-family residences over two-stories shall be designed in a fashion that the roof lines and exterior details including lanais, trellises and staggered wall planes, both articulate the exterior elevations and separate the floor levels to avoid a monotonous, "box-like" appearance.

- Window Mounted Air Conditioners
  Window-mounted air conditioners may be allowed in multi-family residences provided they are screened with sympathetic materials to the exterior adjacent walls and are approved by the DRC. Details of the screen including the proposed fastening method shall be submitted for approval by the DRC.

- Postal Boxes
  Given the predominately mixed residential use of this subdistrict, the postal boxes requirements of this subdistrict will be as required by the United States Postal Service. The DRC may provide a specification sheet for the design and construction of mailboxes.

2.3 Mixed Use Commercial/Residential (VMX/C-R) Subdistrict Design Guidelines

In addition to the development standards set forth in Ordinance 3364, Section 19.78.051, as amended, that address lot size, lot width, building setbacks, building heights, lot coverage ratio and floor area ratio, the following additional requirements shall apply:

2.3.1 Administration of Design Guidelines

These Design Guidelines will be administered by the VMX DRC in order to achieve the aforementioned goals and objectives.

Specific building proposals and designs will be subject to review and approval by the VMX DRC. The submittal/approval process is described in Section 2.3.7 of these Design Guidelines.

2.3.2 Site Planning Guidelines

In general, "Common Areas", "Dedicated Areas" and "Landscape Easements" have been designated to provide design continuity throughout the VMX/C-R subdistrict.

2.3.2.1 Common Areas

The common areas within the VMX-C/R subdistrict are described in the CC&Rs and will be managed and maintained by the owners association governing the VMX-C/R subdistrict. Common areas may include roadways, entry zones, entry signage and landscaping, decorative paving, and special lighting. The cost for the maintenance of the common areas will be charged to the lot owners and/or lessees in the form of an assessment made by the association.

2.3.2.2 Landscape Easements

Landscape Easements, where indicated within the VMX/C-R subdistrict, are only to be used for landscaping, walkways, driveway access to public streets, parking as allowed by setback requirements in Section 2.3.4, building yard setbacks, connections to public utilities, and for business identification signage. All of the mandatory landscape improvements on any lot are to be installed during building construction and maintained by or at the expense of the lot owner. The design,

installation and maintenance of the Landscape Easement shall be in accordance with Section 2.3.4.3 of these Design Guidelines.

2.3.2.3 Interior Zone

The Interior Zone of a lot encompasses the entire lot excluding the Landscape Easement. This zone is, to a certain extent, subject to the needs of each individual Owner and, thus, has a greater degree of flexibility, although it must be developed within the parameters of these Design Guidelines. Common site planning concerns within this zone include: setback requirements; driveway access; parking; and service areas. It is intended that this zone compliment the architectural character and be consistent with the goals and objectives established for the VMX/C-R subdistrict. Refer to Section 2.3.3 (Architectural Design Guidelines) and Section 2.3.4 (Landscape Design Guidelines).

2.3.2.4 Building Setbacks

The minimum required setback dimensions from property lines to buildings and parking areas for all front yard, side yard, rear yard and corner lot conditions are specified in *Permitted Uses and Development Standards* of Ordinance 3364. Setbacks are the minimum permitted distances between a property line and an improvement such as a building or a parking area, unless otherwise specified in the Maui County Code, the Uniform Building Code and/or any future code that replaces current ordinances.

Parking structures shall be considered buildings and thus shall conform to the building setbacks. If there is a conflict between provisions of the Maui County Code and the Uniform Building Code, the more restrictive provision shall apply.

2.3.2.5 Grading, Drainage and Erosion Control

Site drainage shall not be directed to adjacent lots but to street drainage systems via pipe culvert or approved drainage ways. Site grading and drainage shall be designed by a civil engineer.

2.3.2.6 Driveways and Intersections

Grading, drainage, erosion control and vehicular access to lots will be provided by driveways as illustrated on the Maui Lani VMX Master Plan and must be in conformance with the provisions of these Design Guidelines that apply to the VMX/C-R subdistrict.

To enhance pedestrian safety, special paving patterns and materials are recommended at major pedestrian crossings which may include but not necessarily be limited to "Bomanite" stamped concrete, interlocking pavers, textured and/or colored concrete, and stamped and/or colored asphalt with a special imprint design. All such special paving shall be further subject to approval by the Dept of Public Works, which approval may be conditioned on the VMX Association being responsible for ongoing repair and maintenance of such special paving.

2.3.2.7 Parking Areas

The number of off-street parking spaces, including designated handicapped stalls, shall comply with the provisions of these Design Guidelines that apply to the VMX/C-R subdistrict and with the provisions of the Maui County Code applicable to off-street parking and loading.

Dimensions of parking stalls, driveways, lanes and aisles shall conform to the provisions of the Maui County Code applicable to off-street parking and loading.

Where residential and large retailers co-exist on large blocks, roof top parking is encouraged as an integral design feature to minimize expansive surface parking areas. All such large multilevel mixed use buildings shall be reviewed by the VMX DRC for conformity with this requirement, and if non-conforming shall be referred back to the UDRB for review.

In addition to compliance with landscape requirement of the Maui Zoning Code, large, open surface parking areas adjacent to Regional Roads, Internal Roads and/or Service Roads shall utilize one and/or a combination of the following:

1. Provision of a continuous 42" high hedge along the setback area adjacent to the roadway to screen the parked vehicles.
2. Provision of undulating, landscaped earth berms between 30" to 42" in height. The berms shall be landscaped with grass and/or ground cover.
3. Provision of landscaped trellises placed intermittently along the perimeter and/or in the interior in order to reduce the visual expanse of the parking area. The trellises shall be landscaped with vines.

2.3.2.8 Service Areas

Service areas, which may include truck delivery facilities, parked containers or motor vehicles, materials, supplies, and exposed mechanical and electrical equipment, must be screened with visual barriers so they are not visible from public streets or from adjacent lots. Visual screening of service areas must be pre-approved by the VMX DRC, must be of architecturally suitable materials, and may require landscaping. The screens shall not exceed five feet in height.

All outdoor refuse collection areas shall be visually screened with materials approved by the VMX DRC that are consistent with the building architecture, and such screening may require landscaping. Collection areas must be situated to provide clear and convenient access to refuse collection vehicles.

2.3.2.9 Walls and Fencing

Fencing materials must be architecturally compatible with the building architecture and must be pre-approved by the VMX DRC. Maximum height for boundary walls and fences for the Village Mixed Use District is 5 feet as established by Maui County Code, Section, 19.78.051. In accordance with the Maui County Department of Planning ("Department") policy, retaining walls within the VMX District higher than 6 feet shall be terraced or stepped back one half the height of the wall or fence to break the massing of said wall and to allow for landscape planting and irrigation. This requirement is to be determined by the Department on a case-by-case basis.

2.3.2.10 Maintenance

General standards of maintenance shall conform to the maintenance standards defined in the CC&R's.

2.3.2.11 Variances

The VMX DRC may approve variances to these Design Guidelines in order to promote efficient and aesthetic site development.

2.3.3 Architectural Design Guidelines

The objective of the architectural design guidelines is to support building designs that include a variety of architectural styles, including contemporary interpretations of the casual, informal and friendly character of Maui's early storefronts and town centers, while creating buildings that provide human scale, interest and variation. General examples that meet this objective are:

- Variation in building forms such as recesses or projecting bays.
- Architectural details and façade details such as recessed windows, recessed or projecting balconies and lanais, projecting sills.
- Diversity of window size, shape or patterns that relate to interior function.
- Special treatment or designs at building entries, including use of overhangs, awnings and canopies.
- Variation in the use of materials, patterns, surface relief, color and textures.
- Subdividing the building facade into smaller, more human-scaled elements, such as tighter and more frequent rhythm of column or bay spacing.
- Projecting pilaster, columns, bays cornices and roofs.
- Distinctive corner entry treatments.

2.3.3.1 Building Facades

Building facades, particularly those that face streets, plazas or public open spaces, shall be visually interesting through the interplay of light and shadow. The facades shall provide human scale and detail. For the industrial areas of the VMX/C-R , contemporary interpretations of the architecture and materials reminiscent of the old Central Maui industrial areas are encouraged.

Examples that achieve the desired visual interest include variation in building facade, recessed entries, recessed or projected lanais, recessed or projected windows and variation in size and rhythm in spacing, building undulations, building rhythm, canopies, roof overhangs, fascia detail, cornice details, exterior railing details and ornamentation.

Respect of traditional design principles will be shown by flexibility to interpret these Design Guidelines in a contemporary context.

2.3.3.2 Blank Walls

Where large wall surfaces and "backs of building" facades face Regional Roads, the wall surfaces shall be divided into a rhythmic pattern(s) consistent with the storefront(s) of the

building. Examples of this could include the use of pilasters or columns, recessed panels, faux window panels, street level canopies, exterior materials and color schemes that are consistent with the front and sides of the building, articulating the individual floors of multi-story buildings, and illuminating the building façade to highlight its architectural details. .

2.3.3.3 Building Transparency

Transparent glazing shall be provided at the ground floor that insures the visibility of active uses and goods. Glass without coatings or tints shall be used for retail glazing, unless otherwise approved by the VMX DRC.

Provide transparent glazing at the upper levels to enhance the awareness of upper level activity as viewed from the street or public spaces.

Use of highly reflective, mirror-faced glass is discouraged and its use must be pre-approved by the VMX DRC.

2.3.3.4 Building Entries and Storefronts

Major entries to buildings on the ground floor shall be emphasized.

Building entries and storefronts shall be articulated with a variety of architectural design elements that create street level interest. The following are encouraged: recessed entries; more elaborate detailing; varied signage and graphics; inviting lighting at entries to retail shops, commercial spaces, and restaurants.

Along a single building with multiple storefronts, use of varied treatments for canopies, eyebrows and/or roof overhangs, including type, color and detail, to provide distinct character to each individual storefront and tenant is encouraged.

Roof overhangs, canopies, eyebrows, arcades, and ornamentation are additional elements that can be used to define and enhance building and storefront entries.

2.3.3.5 Outdoor Dining

Outdoor dining areas adjacent to streets are encouraged at restaurants, coffee shops and eateries to enhance the streetscape character of the subdistrict. This activity allows for spontaneity, casual encounters and creates opportunities for people watching along retail streets and plazas.

2.3.3.6 Materials

The use of materials that convey a sense of quality and attention to detail and that weather well, resist vandalism and require little maintenance is encouraged.

Exterior Building Materials

Permitted exterior building materials include, but are not limited to, stone, masonry, plaster, stucco and wood siding, such as board and batten, board on board, vertical tongue and groove and horizontal lap siding. A combination of these materials can be used to break-up building surfaces, provided that it is consistent with the design guidelines and in keeping with the architectural character and style of the building.

EIFS (Exterior Insulating Finish System) should not be used at ground level areas where exposure to heavy pedestrian and vehicular contact is expected.

Roofing Materials

Roofing materials include but are not limited to corrugated and standing seam metal, wood and metal shake, slate, tile, shingle and gravel over built-up roofing.

2.3.3.7 Exterior Colors

Exterior colors may be used in various combinations to reflect the architectural style and character of the building. Exterior materials, finishes and color samples shall be submitted to the VMX DRC for pre-approval. Garish, iridescent and highly reflective colors are discouraged.

2.3.3.8 Lighting

Building lighting, in addition to signage lighting, shall be provided to accentuate important architectural components such as building towers, cornices or ornamental details. Building lighting shall also be provided for safety and ease of access at building entries. Lighting shall be provided for all open spaces and shall complement the lighting scheme along the sidewalks. All such lighting shall comply with County code.

2.3.3.9 Roof Design and Equipment

A variety of roof shapes and designs shall be provided to create an interesting and varied skyline. This varied skyline should also incorporate a variety of roof parapet designs, cornice caps and details to add a "human scale". The roof shall be designed in such a way as to reduce visual clutter of rooftop equipment seen

from streets and major public open spaces/plazas.

All rooftop electrical and communication equipment such as dish antennae shall be screened from view from streets and major public open spaces/ plazas.

Care should be taken to mitigate the impacts of noise and odors when residential uses are located near mechanical equipment.

2.3.4 Landscape Design Guidelines

The use of large canopy form street trees is essential and shall be used in creating a successful pedestrian environment along the internal streets of the VMX/C-R subdistrict. The selection of plant material should assist in unifying the streetscape, complement a building's architecture, guide pedestrian circulation patterns, and screen undesirable views. Street tree species should be specified that provide shade and create a sense of human scale that enhances pedestrian comfort without obscuring the visibility of storefronts.

2.3.4.1 Regional Roads

Along external streets surrounding the project, canopy form street trees shall be planted in the front yard setback in accordance with the Maui Lani District Master Landscape Plan and consistent with the Maui County Planting Plan. Refer to Figure 1 for Diagrammatic Sketch.

Figure 1 – Allowable Building Envelope at Regional Roadway

2.3.4.2 Internal Streets and Service Roadways

Large canopy form trees shall be utilized whenever possible on the internal streets. The use of potted or hanging plants is encouraged along the internal streets of the development to integrate landscaping within the architectural style of the buildings, storefronts and outdoor dining areas.

Where a front setback landscape perimeter area occurs between a building frontage and a street right of way, it shall be designed to extend the pedestrian amenities of the street, such as increased walkway widths, areas for outdoor café/restaurant seating and increased sidewalk widths to allow window shopping out of the stream of pedestrian traffic.

Figure 2 & 3 – Allowable Building Envelope at Internal and Service Roadways

2.3.4.3 Landscape Easement / Buffer

A landscape easement / buffer of an appropriate width shall be provided along the Regional Roads whenever possible in order

to create a tree-lined appearance for the VMX/C-R subdistrict. Provision of closely spaced street trees is encouraged along internal, service and pedestrian oriented streets. The design of the landscape easement / buffer and proposed landscape plan shall be pre-approved by the VMX DRC.

2.3.4.4 Pedestrian Circulation, Plazas, Courtyards And Open Spaces

Useable open spaces, suitable for passive recreational activities such as informal play, reading, and sitting in the sun or shade shall be created and integrated into the overall landscape design theme for the VMX/C-R subdistrict.

In order to facilitate pedestrian circulation that is beneficial to all retailers, secondary entrances to large retailers should be located anywhere within the line of smaller retailers ("liner shops") facing service roads and internal roads. Also, placement of smaller liner shops along the large retailers' façade facing the on-site parking lot is encouraged.

Small, "liner shop" retailers are encouraged on at least two sides of any large retail block adjacent to the Service Roads to create pedestrian friendly streetscapes. The VMX DRC will review all large blocks that contain large retailers to determine compliance.

2.3.4.5 On-Site Parking Landscaping

Canopy form shade trees shall be provided at all on-grade parking lots in accordance with the Maui County Ordinance. Currently, the requirement is that one canopy form shade tree shall be provided for every 5 parking stalls. Trees shall evenly distribute shade throughout the parking lot. In addition, to reduce the visual impact of large parking areas from adjacent roadways, the use of planting strips, walkways, planters and/or other landscaping is encouraged to visually break up such paved areas.. All surface parking areas will be reviewed by the VMX DRC for conformity with this requirement.

A continuous landscape planting strip planted with a minimum 42" high screening hedge shall be provided at the perimeter of on-grade parking areas facing the street, public plazas and public open space.

In addition, roof top parking shall be treated similarly as on grade parking where planter boxes for small trees and shrubs shall be provided for every 5 stalls throughout the parking lot. Where planter boxes are not feasible trellises and/or other appropriate landscape improvements spaced intermittently shall be provided.

2.3.4.6 Fences and Walls

Fences and/or walls used to screen on-grade parking shall not be higher than 42". A continuous landscape planting strip shall be provided in front of a wall facing the street and planted with continuous vines or a continuous minimum 36" high hedge or shrub.

2.3.4.7 Water Conservation

All landscaping in the development shall incorporate water-efficient landscaping using the following principles:

- Appropriate plant selection
  Use drought-tolerant and/or slow growing hardy grasses, native and indigenous plants, shrubs, ground covers, trees, appropriate for local conditions, to minimize the need for irrigation.

- Mulches
  Use mulches to minimize evaporation, reduce weed growth and retard erosion.

- Irrigation
  Use appropriate irrigation methods (e.g., automated operation) to maximize irrigation system efficiency. Use non-potable water for irrigation if available.

2.3.4.8 Maintenance of Landscaping

All plantings shall be maintained in a healthy growing condition. Fertilization, cultivation, and pruning shall be carried out on a regular basis.

- Replacement

  Replacement of dead, unhealthy, and overgrown plant materials (including street trees) with healthy materials of comparable size and species shall be accomplished as quickly as possible.

- Irrigation and Irrigation Repairs

  Irrigation systems are to be monitored and adjusted periodically to insure that the water demands of all plant materials are being met. Irrigation system repairs shall be made within seven (7) days of damage.

2.3.4.9 Plant Materials

- Plant Material List

  Refer to Plant Material List for recommended trees for planting in Commercial/Mixed Use areas.

- Coordination

  Landscaping and utility plans shall be coordinated to prevent conflicts between tree and shrub plantings and utilities. Tree/utility separations shall not be used as an excuse for avoiding the planting of required street trees.

- Appropriateness of Landscaping

  The size, quantity and spacing of plants should be appropriate for the location in the initial and projected appearance at maturity of the landscaping.

2.3.4.10 Screening with Fences, Walls and Landscaping

- Refuse Containers and Service Areas

  Refuse containers and service areas shall be screened with walls or fences and landscaping where viewed from streets and plazas. All refuse and trash containers must be covered.

- Fence Material

  All fences viewable from the street shall use building materials that are compatible with the design and architectural character of the adjacent buildings.

2.3.4.11 Hardscape

Repeated use of paving and street furniture of a consistent design shall be provided to help create visual continuity to the overall subdistrict. Street furniture includes, but is not limited to, such items as benches, planting grates, trash receptacles, and large-sized, freestanding planter boxes or pots.

- Seating

  On retail streets and public open spaces, areas adjacent to sidewalks and set back from the street provide an appealing location for seating areas and are encouraged to be developed. Seating opportunities shall be provided in the design of the buildings and urban spaces through the

use of ledges, steps and walls as well as moveable chairs and benches.

- Trash Receptacles

  Attractive and functional trash receptacles shall be provided for public convenience, especially near seating areas and public open spaces. A consistent design for street furniture shall be used throughout the development that is resistant to tipping, dislocation, fire damage, vandalism and breakage, as well as be easy to empty and maintain.

- Drinking Fountains

  Drinking fountains shall be provided in selected areas at public spaces, plaza and landscape open spaces for public convenience. The design of the drinking fountain shall be compatible with other street furniture. Refer to the Maui Lani Bike Path Master Plan for additional location requirements.

- Bike Paths and Bike Racks

  Refer to the Maui Lani Bike Path Master Plan for the general location of the bike paths that are required within the subdistrict. Bicycle racks are required and should be placed near entrances or gathering places on the bike path route, but out of pedestrian and bicycle traffic where they may impede circulation and create tripping or other safety hazards. When possible, locate racks where parked bicycles are visible from inside of adjacent buildings.

2.3.5 Landscape Design Guidelines

In order to provide a safe and secure environment within parking lots, drop-off areas, exterior walkways and private or open spaces accessible to the public adequate landscape lighting shall be provided. Additionally, the landscape lighting should accentuate key elements of the landscaping to create night time interest.

2.3.5.1 Shielding

Exterior light fixture and luminaries shall be fully shielded and comply with Maui County standards for night lighting. Lighting shall not provide objectionable glare onto adjoining properties.

2.3.5.2 Pedestrian Lighting

Pedestrian lights shall be provided in paths between buildings from parking areas to building entries and public streets or open spaces where parking lot or street lighting is not present.

2.3.5.3 Coloration

The color of the light emitted by parking lot and off-street pedestrian lighting shall match the color of light emitted by on-street lighting.

2.3.6 Signage Design Guidelines

Diversity of signage is encouraged throughout the VMX/C-R subdistrict. However, individual signs must be compatible with the character of the overall subdistrict. Design of signs shall be in keeping with the architectural style of the buildings and should not overpower the façade. Sign colors shall be compatible with building colors. All signs shall comply with the provisions of the Maui County Code applicable to signage and with the following guidelines: Where County Code is in conflict with these guidelines, the more restrictive shall apply.

2.3.6.1 Sign Restrictions

Except as hereinafter provided, the only signs permitted within the VMX/C-R subdistrict shall be signs that identify a person, company, corporation or other business entity operating a trade or business on the lot and/or that identify a product or service produced and/or sold on the lot. Dynamic, moving and animated/blinking signs are not permitted. In general, signs shall be located on the same lot as the permitted use. Signs shall not be located within the facade of any residential portion of a mixed use building. All signs (both permanent and temporary) must be maintained in good quality condition.

All other signs not specified herein in the VMX/C-R Signage Design Guidelines are prohibited.

2.3.6.2 Number of Signs

Commercial spaces shall have no more than two signs per street frontage including a marquee or projecting sign and a wall sign. Signs shall be graphically simple and present an appropriate level of detail without appearing cluttered or difficult to understand.

2.3.6.3 Signage Material, Design and Placement

No sign shall be permitted within the VMX/C-R subdistrict unless the color, design, materials and location of the sign have been

pre-approved by the VMX DRC.

2.3.6.4 Sign Material

Sign material shall be non-reflective metal or wood, upon which the design can be carved, sandblasted, or painted. Externally lit and backlit signs are allowed. Internally lit signs will be allowed depending on their compatibility with the architecture of the building it is mounted to and visibility from public streets.

2.3.6.5 Design

All signs, both permanent and temporary, shall be designed by a licensed architect, graphic designer, or professional sign designer, and manufactured by a professional sign maker.

2.3.6.6 Placement

All hanging signs must have a minimum of 8 feet of clearance from the sidewalk below.

2.3.6.7 Types of Signage

The following sign types are allowed within the VMX/C-R subdistrict:

- Arcade signs
- Awning signs
- Building Directory signs
- Center Identification signs
- Ground / Garden signs
- Joint Identification signs
- Landscape signs
- Projecting (blade) signs
- Regulatory signs (no parking, no trespassing, etc.)
- Temporary signs
- Wall signs
- Window signs

2.3.6.8 Temporary Signs

Temporary signs shall conform to the requirements set forth in Table 1. For any temporary sign not listed within Table 1, a

written request shall be made to the VMX DRC for review and approval. The written request shall include the type of sign, color, size, number, locations, height, and duration of use. A diagrammatic sketch of the proposed locations shall also be included with the written request.

Table 1 - Temporary Signage Requirements

TYPE	SIZE	NUMBER	MAX HEIGHT	DURATION REMOVAL
Construction Sign	4' x 8' or 32 s.f.	1 per street front, 2 max	12'	Remove upon completion of construction
Special Event Signs, Banners	4' x 8' or 32 s.f.	1 per street front, 2 max	16'	2 weeks
For Sale or Lease in Residential areas only	2' x 4' or 8 s.f.	1 per street front, 2 max	5'	Remove upon sale or lease
Flags and Banners	Subject to approval of VMX DRC			

2.3.6.9 Signage Submission and Review

All signs must be reviewed and approved by the VMX DRC prior to ordering or proceeding with fabrication of the sign.

- Copies

  Three copies each of plans showing plot plan, engineering plan, location plan, scaled graphic layouts of each sign, which also indicates the proposed color(s) and color locations, signage material, number of signs, and suspension and/or attachment details are to be submitted to the VMX DRC.

- Review Policy

  The VMX DRC, in its sole discretion, reserves the right to reject any sign proposal.

2.3.6.10 Signage Enforcement

All other signs not specified in these Signage Design Guidelines for the VMX/C-R subdistrict are prohibited.

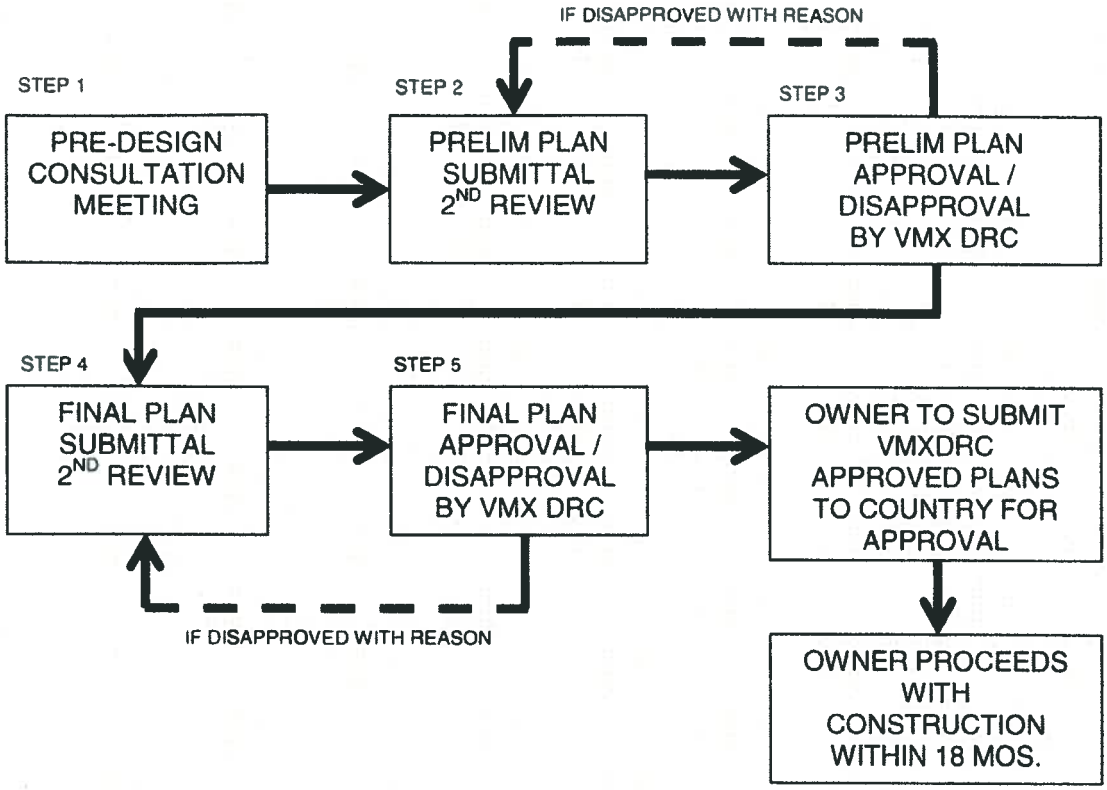
The VMX DRC and the Association shall have the right to remove any signs not permitted and/or not conforming and to charge the individual owner for the cost of such removal and remediation to the subsurface and/or landscaping, plus an administrative fee.

2.3.7 VMX/C-R Subdistrict Plan Review and Approval Process

The specific plan review process includes five steps to receive final plan approval as noted below. Refer to Figure 5 below for a diagrammatic explanation of the review and approval process.

- Step 1 - Pre-Design Consultation Meeting
- Step 2 - Preliminary Plan Submittal Requirements and Review Meeting
- Step 3 - Preliminary Plan Approval
- Step 4 - Final Plan Submittal Requirements and Review Meeting
- Step 5 - Final Plan Approval

Figure 5 - Design Review Process



2.3.7.1 Step 1 - Pre-Design Consultation Meeting

Prior to initiating planning and design of lot improvements, the lot owner and design consultants are required to meet with the VMX DRC to review the Design Guidelines applicable to the VMX/C-R subdistrict. Lot owners shall submit to the VMX DRC in writing the names of their design consultants. The purpose of this initial meeting is to answer questions the lot owner and design consultants may have and to offer preliminary suggestions regarding proposed lot improvements. The lot owner and design consultants should review this document along with the CC&R's prior to meeting with the VMX DRC so that all areas of potential confusion can be clarified prior to expenditure of any time or money for initial designs. This meeting will help facilitate a timely and efficient review of the project by the VMX DRC to the benefit of the owner.

2.3.7.2 Step 2- Preliminary Plan Submittal Requirements and Review Meeting

Upon completion of Preliminary Plans and prior to starting the Final Plans, each Owner shall submit two (2) sets of preliminary plans for approval. Preliminary submittals shall have enough detail and information to indicate clearly all proposed improvements and must include, but not be limited to, the following:

- Completed application form and fee.
- A location map showing the lot within Maui Lani VMX.
- A site plan, at a minimum scale of 1" = 20', of the proposed development, including the general layout of improvements on the lot, and relationships to adjoining projects, if any. The layout of proposed and future facilities within the lot should be shown including setbacks, easements driveways, parking areas, landscape areas, walkways, service access, loading areas, and the existing and proposed contours if significant site modifications are intended. Any key site features such as retaining walls, trees and the locations of ground signs should also be indicated.
- A statement of proposed uses and a description of any emissions which may be discharged on the lot and the proposed methods for mitigation of the emissions.
- Floor plans at a minimum of 1/8" x 1' scale of all typical and atypical floors.

- Elevations at a minimum 1/8" = 1' scale of all faces of all structures showing general exterior materials, color scheme, location of signs and any mechanical and electrical equipment on the exterior of the building, etc.

- Sections at a minimum 1/8" = 1' scale, cut across the building in two directions showing relationship of buildings to the site and surrounding areas.

- If submitting an unusual design, the Owner may be required to submit additional drawings, sketches, renderings or scale model as appropriate to communicate the design. This additional information, if requested, will assist the VMX DRC to properly evaluate the proposal.

- Preliminary Plans shall be submitted at least two weeks prior to requesting a meeting with the VMX DRC. The VMX DRC emphasis at this meeting will be placed on the acceptability of the preliminary design proposals concerning building and landscape treatment in order to ensure conformance with the quality and character set forth in these Design Guidelines.

2.3.7.3 Step 3—Preliminary Plan Approval

The VMX DRC will transmit to the lot owner written approval or disapproval including specific reasons for such disapproval of the Preliminary Plans. Written approval allows the owner to proceed with preparation of construction documents for the Final Plan submittal and review meeting. If plans are disapproved, the Owner must revise the documents and resubmit plans as prescribed in Step 2.

The VMX DRC shall have the right to approve variations and deviations from the provisions of these Design Guidelines provided such variations do not conflict with otherwise applicable County ordinances and do not detract from the general intent of the VMX/C-R Design Guidelines or from a harmonious and attractive design and layout of the lot.

2.3.7.4 Step 4 - Final Plan Submittal Requirements and Review Meeting

Each Owner shall submit two (2) sets of construction documents for final approval. Each final submittal shall have enough detail to indicate clearly how the improvements will be constructed.

The documents for final submittal are categorized in two groups, *Category A: Required Documents* and *Category B: Additional Documents.*

All submittals shall include the documents required in Category A. If all the required documents are not submitted, the submittal will be returned until all document requirements are satisfied. All items listed in Category B are specific documents that will be helpful in the review process and would reinforce what is being submitted. The documents in Category B are optional.

Again, the main purpose of the final submittal is to indicate to the VMX DRC exactly what improvements will be constructed or placed on the lot. If the submittal contains all of the required documents in Category A, but is inadequately completed or lacks clear information, then additional submittals may be required by the VMX DRC for final approval.

Although the improvement on any lot may be designed by the lot owner or other designer, the final submittal must be stamped by either an architect or structural engineer for the purpose of verifying the structural integrity of the design and supervision of construction.

The Final Plans shall be submitted at least two weeks prior to requesting a meeting with the VMX DRC.

2.3.7.5 Category A: Required Documents

- Project location map.
- Site plan at a minimum 1" = 20' scale.
- Statement of proposed uses and description of any Emissions which may be discharged on the lot, and the proposed methods for mitigation of the Emissions.
- Floor plans at a minimum 1/8" = 1' scale.
- Roof plan at a minimum 1/8" = 1' scale showing roof top mechanical and electrical equipment.
- Overall building sections (one longitudinal and one cross section required) at a minimum 1/8" = 1' scale.
- Exterior elevations at a minimum 1/8" = 1' scale showing signs, if applicable.
- Details of any special exterior conditions, including walls, fencing and landscaping to screen trash collection, service, delivery areas and roof top mechanical and electrical equipment.

- Exterior window and door types and details.
- Exterior finish schedule or selection on drawing.
- An exterior lighting plan, including security lighting.
- Landscape plan to include, but not be limited to, a planting plan and details, plant material lists, irrigation plan and details.
- Signage drawings indicating major exterior location, sign type and details.
- Color boards with samples of exterior colors and finish materials.
- Outline specifications describing civil, architectural, electrical, plumbing, air conditioning and landscaping improvements.

2.3.7.6 Category B: Additional Drawings

The following are not required but would be helpful in providing additional information making the submittal easier to review and approve.

- Reflected ceiling plan at a minimum 1/8" = 1' scale
- Wall section and partition types proposed.
- Interior design information.

2.3.7.7 Step 5—Final Plan Approval

The VMX DRC will transmit to the lot owner written approval of the Final Plans, together with one set of approved plans stamped approved by the VMX DRC, or written disapproval, with specific reasons for the disapproval. If plans are disapproved for specific reasons, the lot owner must revise the documents and resubmit plans as prescribed in Step 4. Upon securing the VMX DRC's written approval of the Final Plans, the lot owner shall submit a copy of the VMX DRC approval letter to the County of Maui with their building permit application. The lot owner shall also submit a copy of the building permit to the VMX DRC prior to the start of construction, and the VMX DRC will then issue final approval with any and all appropriate conditions of the building permit approval.

2.3.8 Authority of the VMX DRC

Except for work done within the VMX district by or on behalf of the developer (or an affiliate of the developer) of the VMX district, these Design Guidelines apply to, and the VMX DRC has jurisdiction and authority over, all architecture, landscaping, lighting and signage, as well as all matters that affect aesthetics, within the VMX district. The VMX DRC shall have the right, in its discretion, to waive its jurisdiction and authority and the effects of these Design Guidelines, if and when the VMX DRC deems such waiver to be appropriate and in the interest of the VMX district.

The VMX DRC will review and provide a written response to each step of the plan review process within 20 business days of a complete submittal. One set of drawings and accompanying documents will be held by the VMX DRC for its record. The Final Plans will be kept on file with the VMX DRC and/or the Association.

The VMX DRC's final approval is valid for 18 months. If substantial work has not commenced by the end of the approval validation period, then the plans must be re-submitted for re-approval. The VMX DRC may approve submittals with conditions or reject submittals. Plans that require revisions must be re-submitted for review and approval.

All approvals and conditions of approval will be issued only in writing by the VMX DRC. No verbal approvals or comments will be considered valid. The VMX DRC may, in its discretion, retain a licensed architect to review the submittals for compliance with these Design Guidelines and to assure that an appropriate architectural character and aesthetic appearance is maintained. The VMX DRC may charge a design review fee to the applicable lot owner and may adjust the amount of the fee from time to time.

For work within the VMX district that the VMX DRC deems relatively minor, such as re-painting, minor additions, etc., the VMX DRC has the authority to waive the design review fee. In the event that these Design Guidelines do not explicitly cover an item that is part of a submittal, the VMX DRC shall make a decision, at its discretion, as to whether such item is in compliance with the overall quality of the VMX district and the intent of these Design Guidelines.

3.0 LAWS, CODES AND ORDINANCES

In addition to all applicable provisions of these Design Guidelines, each lot owner/applicant shall be responsible for satisfying all applicable government laws, codes, ordinances, rules, regulations and requirements and shall be responsible for obtaining all County and other governmental approvals and permits required under applicable laws, regulations and ordinances to secure building permits for the construction, alteration or installation of any improvements or natural features on such applicant's lot. In the case of a conflict between any of the provisions of these Design

Guidelines and any applicable laws, codes, ordinances, rules, regulations and requirements, the more restrictive shall prevail, provided application of the more restrictive provision is not in violation of the law.

4.0 NO REPRESENTATIONS OR LIAIBILITY

Notwithstanding anything to the contrary contained herein, neither the consent or approval of the VMX DRC nor the approval of any architect, engineer or other consultant engaged by the VMX DRC of any plans, specifications, drawings or other materials submitted to the VMX DRC, shall be deemed a warranty or representation on the part of the VMX DRC to any person that such plans, specifications, drawings, or other materials, or the buildings, structures or other improvements described therein comply with applicable governmental ordinances or regulations, including, but not limited to, zoning ordinances and building codes, are otherwise legal or are structurally safe or sound. By approving plans, specifications, drawings, or other materials neither the VMX DRC, any member thereof, the Association, nor the Association's board or any officer thereof assumes or shall have any liability or responsibility therefor, or for any defect in any structure constructed from such drawings and specifications. Neither the VMX DRC, any member thereof, the Association, the board, nor any officer thereof shall be liable to any owner or occupant of a lot, or to any other person for any damage, loss or prejudice suffered or claimed on account of (a) the approval or disapproval of any plans, specifications, drawings or other materials, whether or not defective, (b) the grant or denial of any requests for variances to these Design Guidelines, or (c) the construction or performance of any work, whether or not pursuant to approved plans and specifications; provided, however, that such action, with the actual knowledge possessed by the decision maker, was taken in good faith.

MAUI LANI VMX-CR / R LAND USE MAP

SCALE: NTS

*PARKING SHOWN ON ROADWAYS IS SCHEMATIC AND SUBJECT TO CHANGE.

MAUI • LANI

REVISED LAND PLAN

11.03.08 REV

CLIFFORD PROJECTS INC.

MAUI LANI VMX-CR / R LAND USE MAP

SCALE: NTS

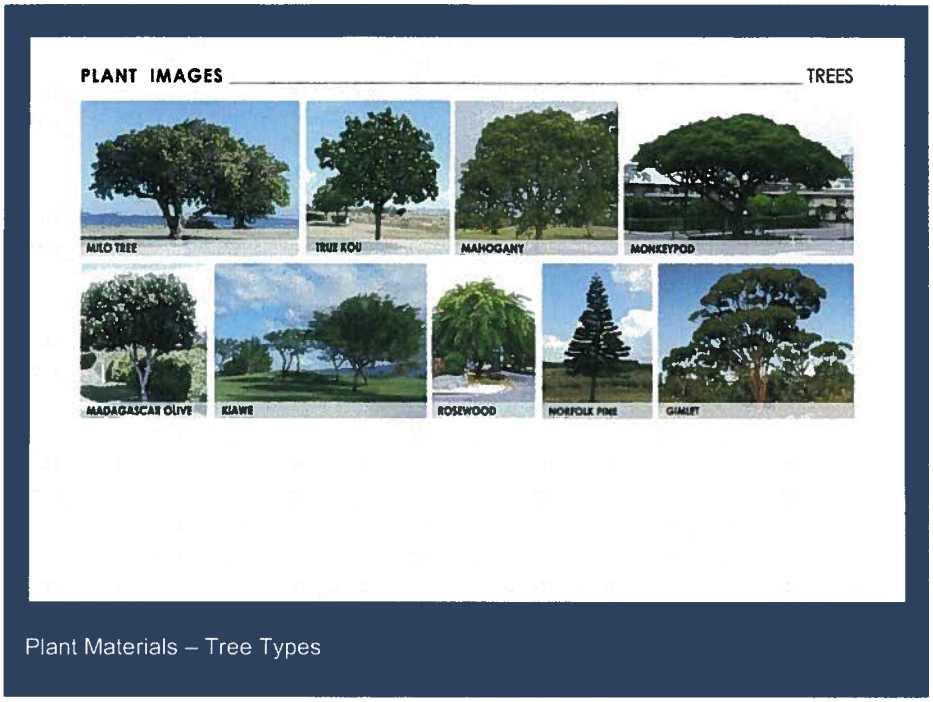
*PARKING SHOWN OR ROADWAYS IS SCHEMATIC AND SUBJECT TO CHANGE.

MAUI • LANI

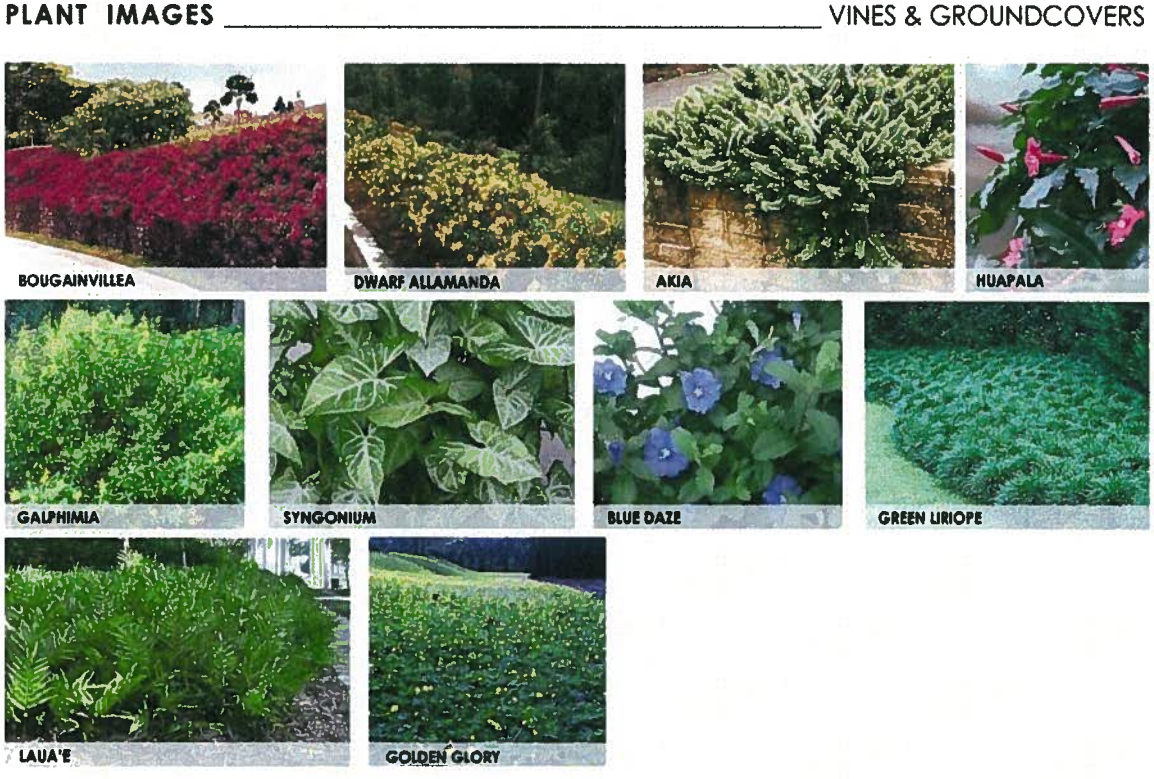
REVISED LAND PLAN

11.05.08 REV

CLIFFORD PROJECTS INC

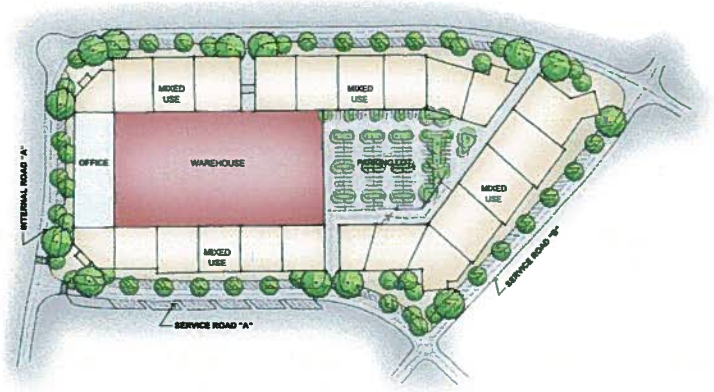


Plant Materials – Tree Types



MAUI LANI VMX-C/R AND VMC-R LAND USE MATRIX

VMX - C/R DESIGN CRITERIA MATRIX BY PRODUCT TYPE AND USE			MAX F.A.R.	MAX LOT COVERAGE RATIO	BLDG HEIGHT	NO. STORIES	MAX OVERALL DENSITY	DESIGN GUIDELINES	
ZONING	LAND USE	PRODUCT		%	FT			SECTIONS	EXHIBITS
VMX-C/R	RETAIL/OFFICE	GENERAL OFFICE	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	PERSONAL AND BUSINESS SERVICES	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	GENERAL MERCHANDISING	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	EATING AND DRINKING ESTABLISHMENTS	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	FOOD AND BEVERAGE, RETAIL	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	RECREATION INDOOR	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	DAY CARE FACILITY	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	ANIMAL BOARDING FACILITY	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	AUTOMOBILE SERVICES	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	ANIMAL HOSPITAL	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	ASSEMBLY AREAS (SPECIAL USE: PC APPROVAL)	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	CONVENIENCE CNTR W/ANCILLARY FUELING SVCS.	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	7-14
VMX-C/R	RETAIL/OFFICE	LIVE/WORK	1.0	60%	48FT	3	-	2.1, 2.2, 2.3, 3.0	15
VMX-C/R	LIGHT MANUFACTURING	LIGHT MANUFACTURING AND PROCESSING	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	15
VMX-C/R	LIGHT MANUFACTURING	SELF-STORAGE	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	15
VMX-C/R	LIGHT MANUFACTURING	WAREHOUSES, WHOLESALE DISTRIBUTION STORAGE	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	15
VMX-C/R	LIGHT MANUFACTURING	GARAGE, STORAGE	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	15
VMX-C/R	LIGHT MANUFACTURING	LIVE/WORK	1.0	60%	48FT	3	-	2.1, 2.2, 2.3, 3.0	15
VMX-C/R	CIVIC	QUASI-PUBLIC USE OR QUASI-PUBLIC FACILITY	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	
VMX-C/R	CIVIC	PUBLIC FACILITY OR PUBLIC USE	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	
VMX-C/R	CIVIC	PARKING AREA, PUBLIC	1.0	60%	48FT	3	-	2.3.2, 2.3.4, 2.3.5,2.3.7,3.0	
VMX-C/R	CIVIC	EDUCATION, GENERAL	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	
VMX-C/R	CIVIC	EDUCATION, SPECIALIZED	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	
VMX-C/R	CIVIC	DAY CARE FACILITY	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	
VMX-C/R	CIVIC	ELEEMOSYNARY ORGANIZATIONS	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	
		RECREATION ,OPEN LAND, PASSIVE	1.0	60%	48FT	3		2.3.7, 3.0	
		ASSEMBLY AREAS (SPECIAL USE: PC APPROVAL)	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	
VMX-C/R	CIVIC	MEDICAL CENTER, MINOR	1.0	60%	48FT	3	-	2.1, 2.3, 3.0	
		MEDICAL CENTER, MAJOR (SPECIAL USE APPROVAL)	1.0	60%	48FT	3		2.1, 2.3, 3.0	
VMX-C/R	CIVIC	UTILITY FACILITIES, MINOR	1.0	60%	48FT	3	-	2.3.4, 2.3.5,2.3.7, 3.0	
VMX-C/R	CIVIC	LIVE/WORK	1.0	60%	48FT	3	-	2.1, 2.2, 2.3, 3.0	
VMX-C/R	RESIDENTIAL	TWO-FAMILY OR DUPLEX DWELLING	1.0	60%	30FT	2	-	2.1, 2.2, 2.3, 3.0	
VMX-C/R	RESIDENTIAL	MULTI-FAMILY DWELLING	1.0	60%	48FT	3	-	2.1, 2.2, 2.3, 3.0	16
VMX-C/R	RESIDENTIAL	LIVING QUARTERS	1.0	60%	48FT	3	-	2.1, 2.2, 2.3, 3.0	
VMX-C/R	RESIDENTIAL	LODGING HOUSE	1.0	60%	48FT	3	-	2.1, 2.2, 2.3, 3.0	
VMX-C/R	RESIDENTIAL	GROUP SHELTERS	1.0	60%	48FT	3	-	2.1, 2.2, 2.3, 3.0	
VMX - R DESIGN CRITERIA MATRIX BY PRODUCT TYPE AND USE			**MAX F.A.R.**	**MAX LOT COVERAGE RATIO**	**BLDG HEIGHT**	**NO. STORIES**	**MAX OVERALL DENSITY**		
ZONING	**LAND USE**	**PRODUCT**		**%**	**FT**				
VMX-R	RESIDENTIAL	SINGLE-FAMILY DWELLING	0.5	-	30FT	2	10 UNITS/ACRE	2.1.4, 2.2, 3.0	16
VMX-R	RESIDENTIAL	TWO-FAMILY OR DUPLEX DWELLING	0.9	-	30FT	2	15 UNITS/ACRE	2.1.4, 2.2, 3.0	
VMX-R	RESIDENTIAL	MULTI-FAMILY DWELLING	0.9	-	45FT	3	15 UNITS/ACRE	2.1.4, 2.2, 3.0	16
VMX-R	RESIDENTIAL	PARK	-	-	-	-	-	2.1.4, 2.2, 3.0	
VMX-R	RESIDENTIAL	PUBLIC FACILITY OR PUBLIC USE	0.9	-	45FT	3	-	2.1.4, 2.2, 3.0	
VMX-R	RESIDENTIAL	RECREATION, ACTIVE	0.9	-	45FT	3	-	2.1.4, 2.2, 3.0	
VMX-R	RESIDENTIAL	RECREATION, INDOOR	0.9	-	45FT	3	-	2.1.4, 2.2, 3.0	
VMX-R	RESIDENTIAL	RECREATION, OPEN LAND	-	-	-	-	-	2.1.4, 2.2, 3.0	
VMX-R	RESIDENTIAL	UTILITY FACILITIES, MINOR	0.9	-	45FT	3	-	2.1.4, 2.2, 3.0	



AERIAL VIEW
SCALE: 1" = 100'-0"

SIDE ELEVATION
SCALE: 1/16" = 1'-0"

MAIN STREET ELEVATION
SCALE: 1/16" = 1'-0"

CONCEPTUAL SITE PLAN AND ELEVATIONS

MAUI • LANI

CONCEPTUAL DESIGN

11.10.08

CLIFFORD PROJECTS INC.

EXHIBIT 1: Maui Lani Overall Site Plan

MAUI LANI VMX-CR / R LAND USE MAP

SCALE: NTS

*PARKING SHOWN ON ROADWAYS IS SCHEMATIC AND SUBJECT TO CHANGE.

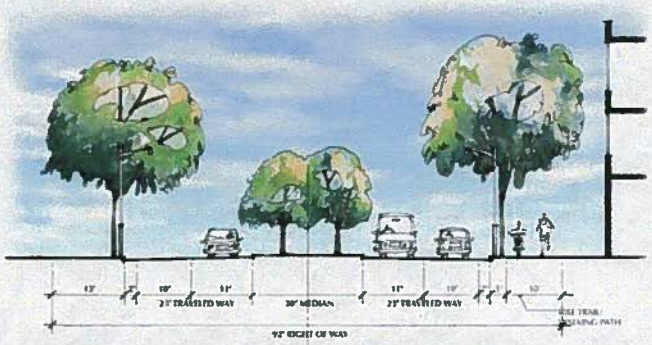
MAUI • LANI

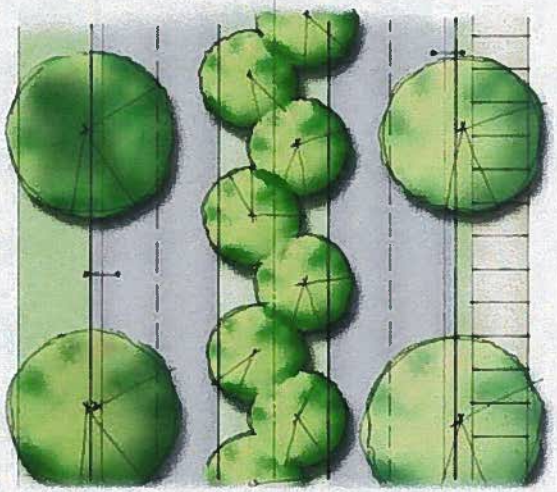
CONCEPT DESIGN

03. 18. 08

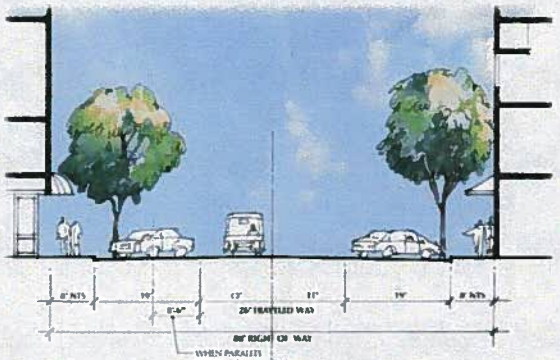
CLIFFORD PROJECTS INC.

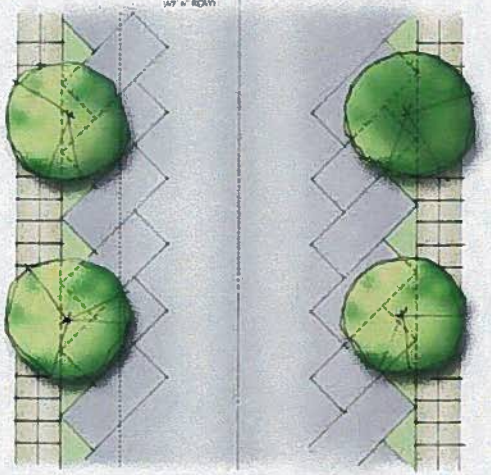
EXHIBIT2:MauiLaniLandUsePlan(Conceptual)Revised06.05.08





REGIONAL ROADS





INTERNAL ROADS

EXAMPLE STREET SECTIONS

SCALE: NTS

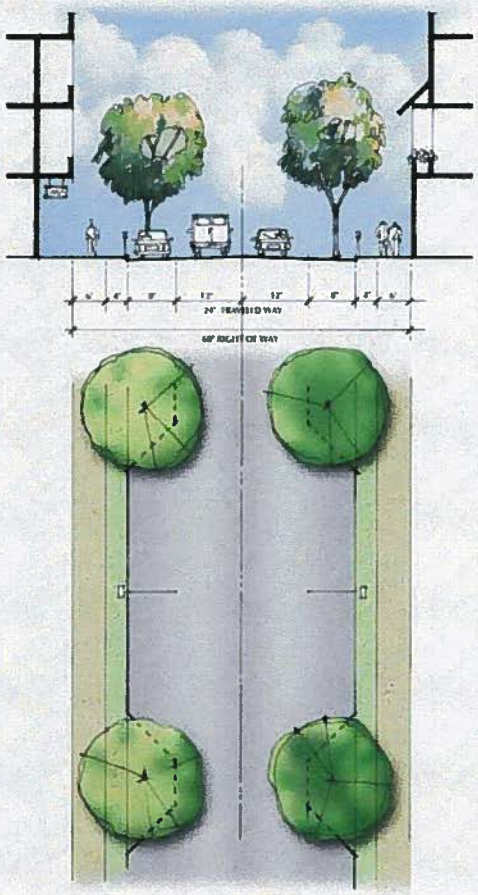
MAUI • LANI

CONCEPT DESIGN

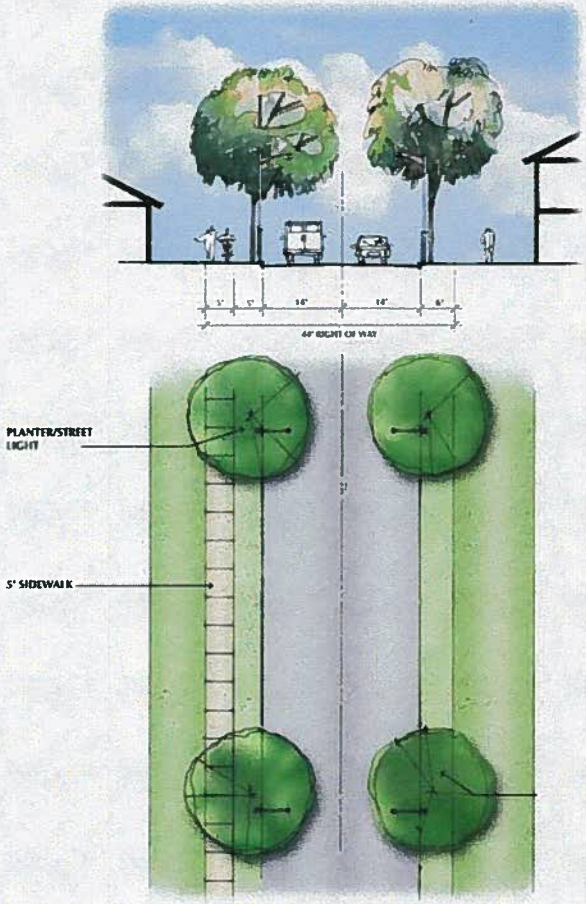
08.03.2007

CLIFFORD PROJECTS INC.

EXHIBIT 3.1: Maui Lani Roadway Sections



SERVICE ROADS



RESIDENTIAL ROADS

EXAMPLE STREET SECTIONS

SCALE: NTS

MAUI • LANI

CONCEPT DESIGN

Revised 05.20.2008

CLIFFORD PROJECTS INC.

EXHIBIT 3.2: Maui Lani Roadway Sections

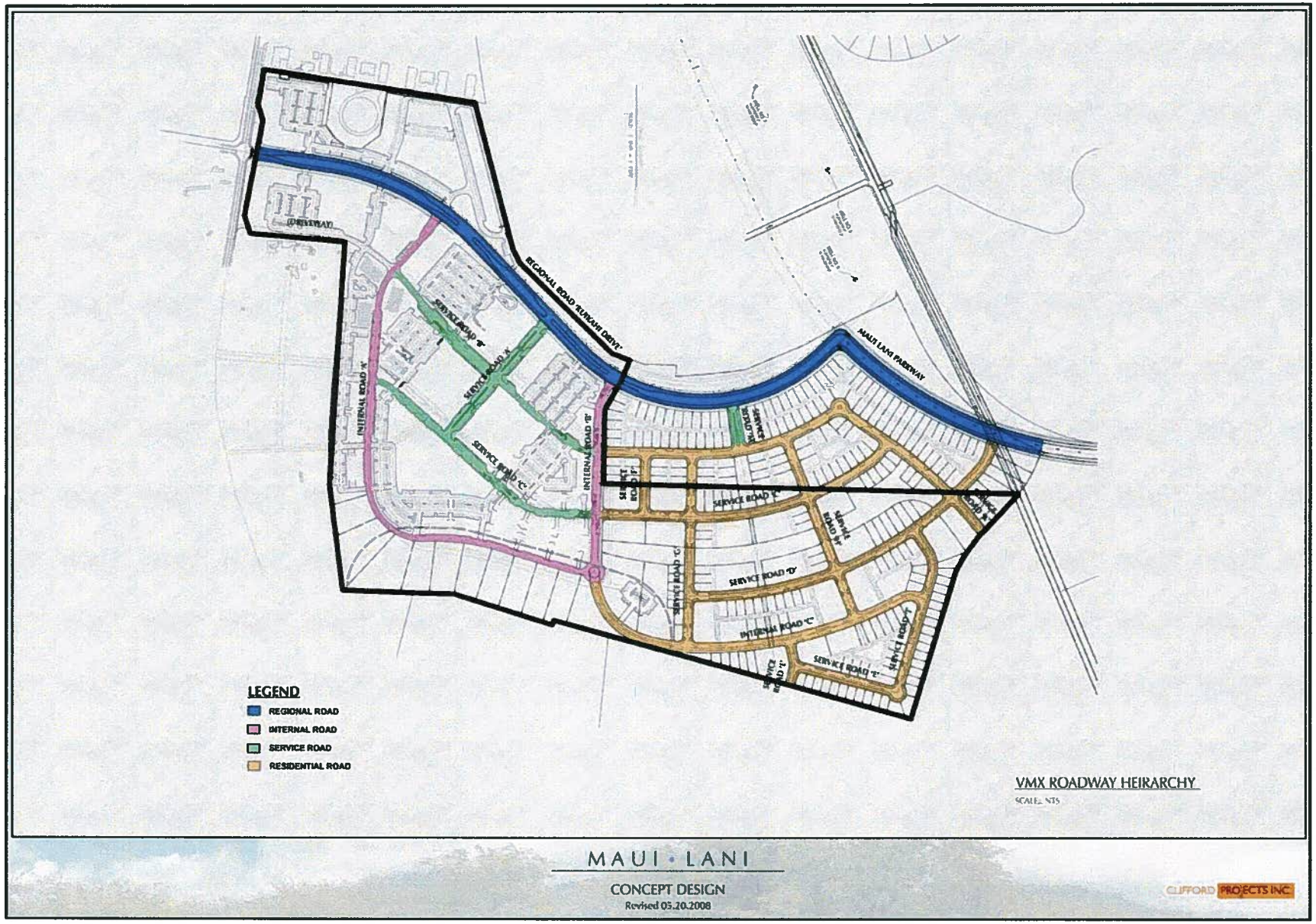


EXHIBIT 4: VMX Roadway Heirarchy

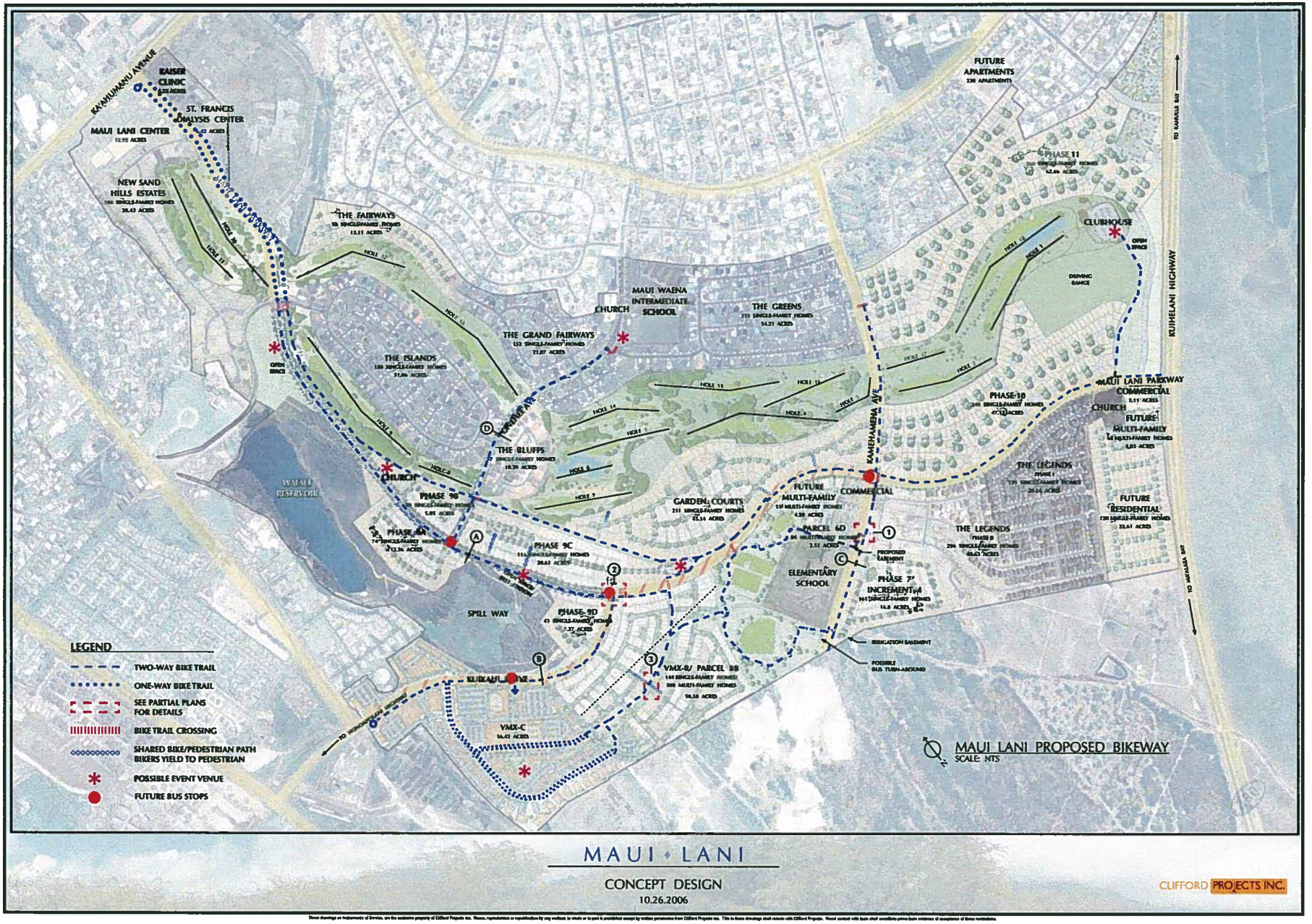
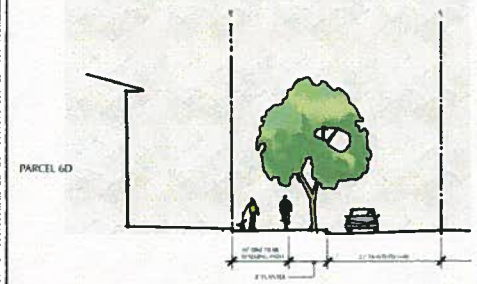
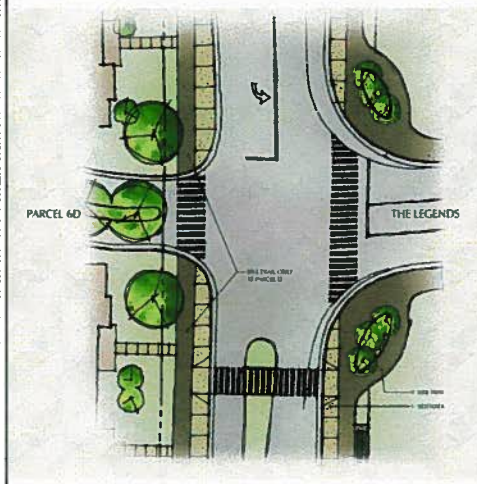
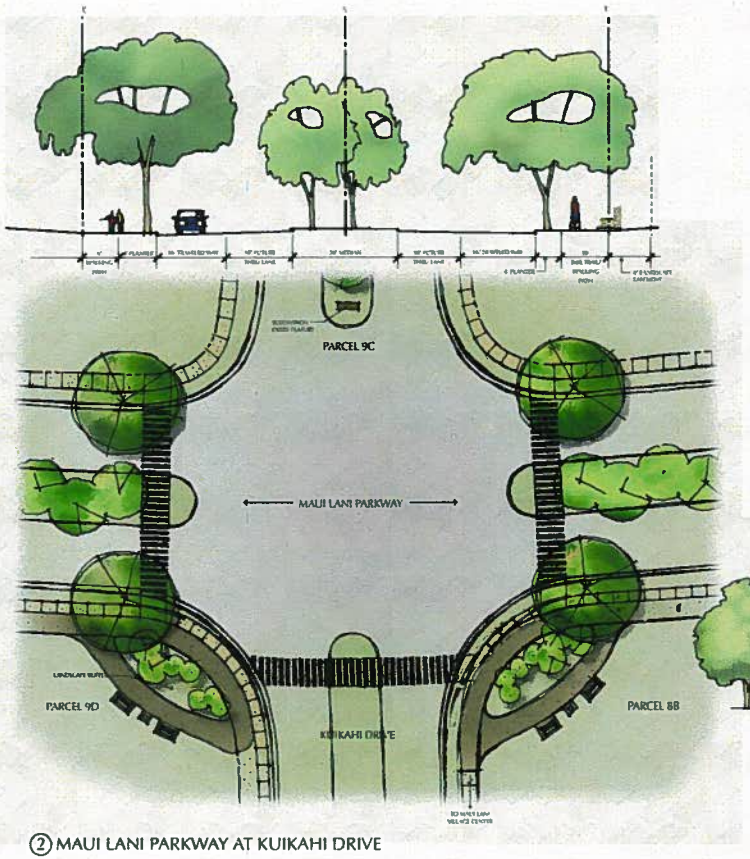


EXHIBIT 5: Maui Lani Proposed Bikeway Plan Revised 06.05.08

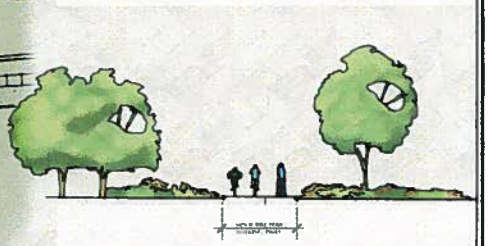




① KAMEHAMEHA AVENUE EXTENSION



② MAUI LANI PARKWAY AT KUIKAHI DRIVE



③ VMX-RESIDENTIAL PARK

PROPOSED ENLARGED STREET SECTIONS AND PLANS

SCALE: NTS

MAUI • LANI

CONCEPT DESIGN

10.26.2006

CLIFFORD PROJECTS INC.

EXHIBIT 6: Example Bikeway and Pedestrian Sections

DRUG STORE MAIN ENTRY ELEVATION
NOT TO SCALE

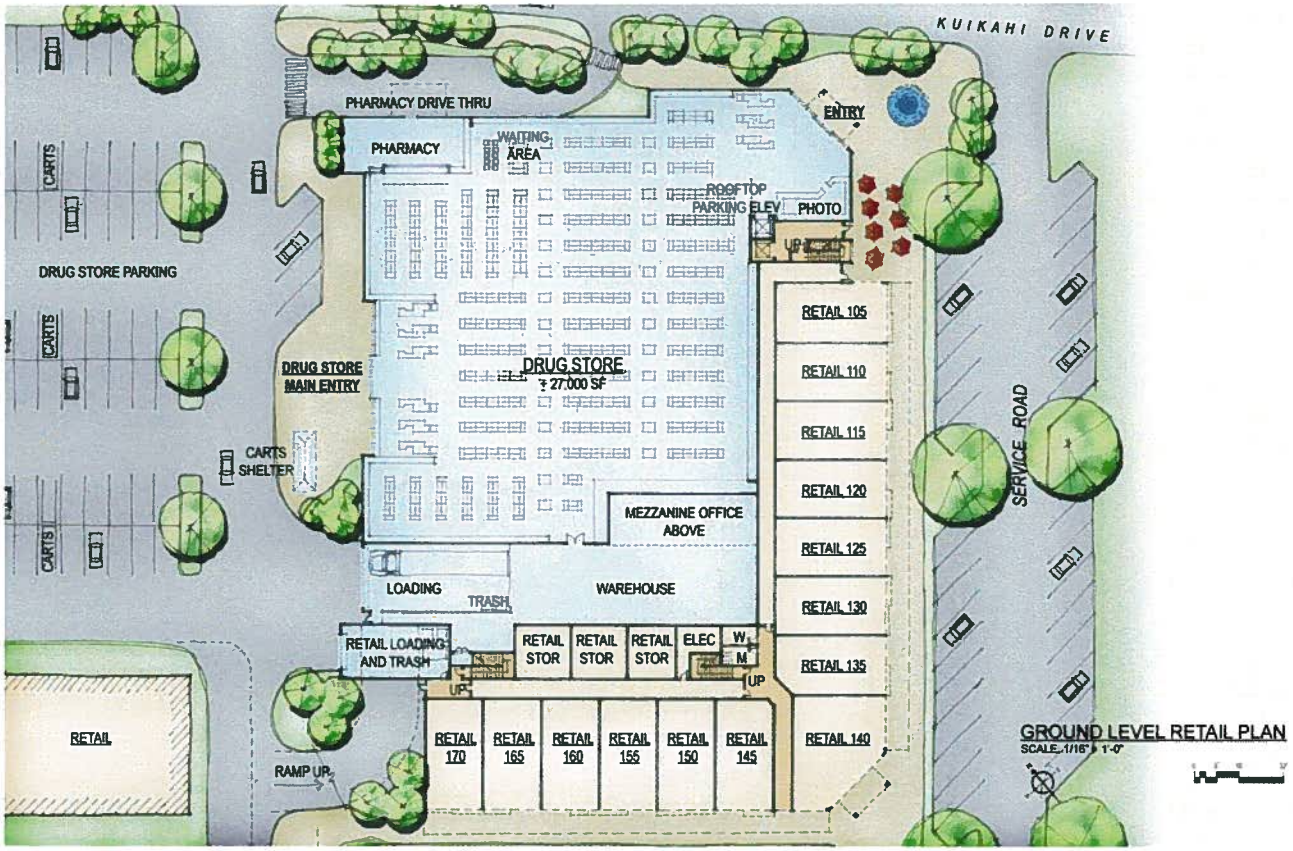
STREET ELEVATION
NOT TO SCALE

MAUI • LANI

CONCEPT DESIGN
12.06.2006

CLIFFORD PROJECTS INC.

EXHIBIT 7: Maui Lani Mixed Use Exterior Elevations (Major Tenant A)



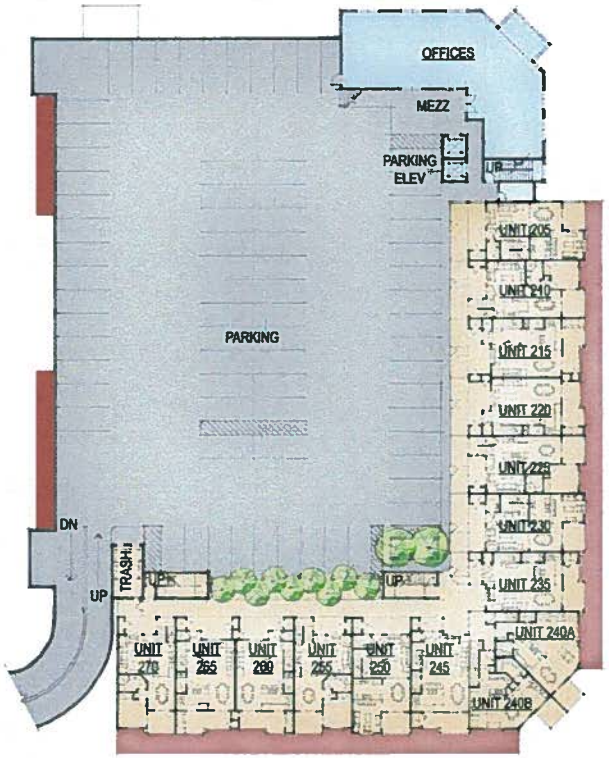
MAUI • LANI

CONCEPT DESIGN

12.06.2006

CLIFFORD PROJECTS INC

EXHIBIT 8: Maui Lani Mixed Use Ground Floor Plan (Major Tenant A)



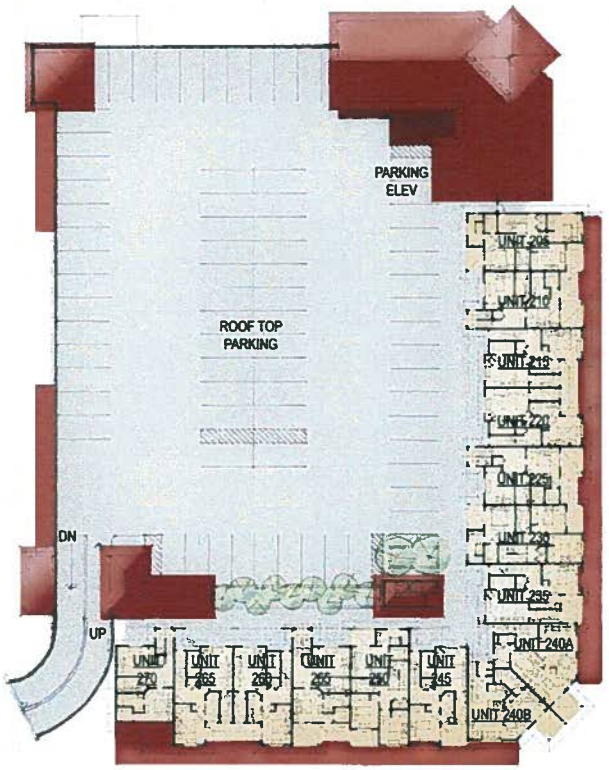
SECOND FLOOR
RESIDENTIAL & PARKING PLAN
SCALE 1/16" = 1'-0"

MAUI • LANI

CONCEPT DESIGN
12.06.2006

CLIFFORD PROJECTS INC.

EXHIBIT 9: Maui Lani Mixed Use Second Floor Plan (Major Tenant A)



THIRD FLOOR
RESIDENTIAL PLAN
SCALE: 1/16" = 1'-0"

MAUI • LANI

CONCEPT DESIGN
12.06.2006

CLIFFORD PROJECTS INC.

EXHIBIT 10: Maui Lani Mixed Use Third Floor Plan (Major Tenant A)

NORTH ELEVATION
SCALE: NTS

EAST ELEVATION
SCALE: NTS 04.25.2007

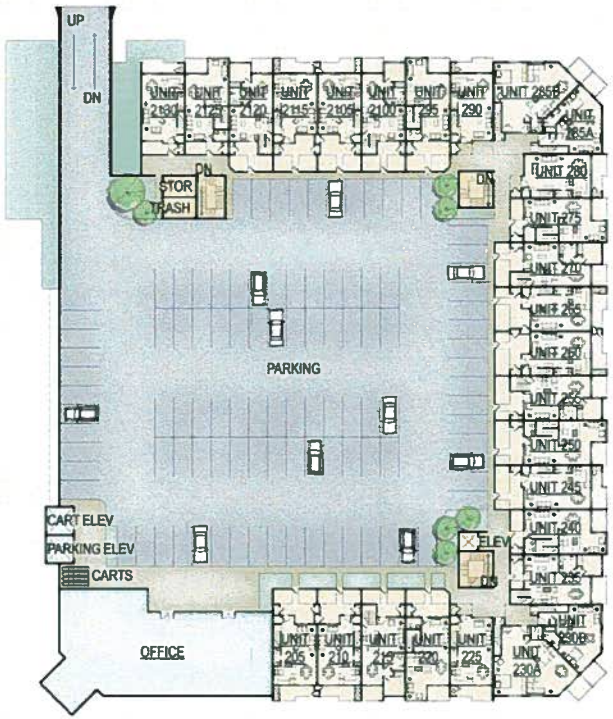
MAUI • LANI

CONCEPT DESIGN
04.25.2007

CLIFFORD PROJECTS INC.

EXHIBIT 11: Maui Lani Mixed Use Exterior Elevations (Major Tenant B)

EXHIBIT 12: Maui Lani Mixed Use Ground Floor Plan (Major Tenant B)

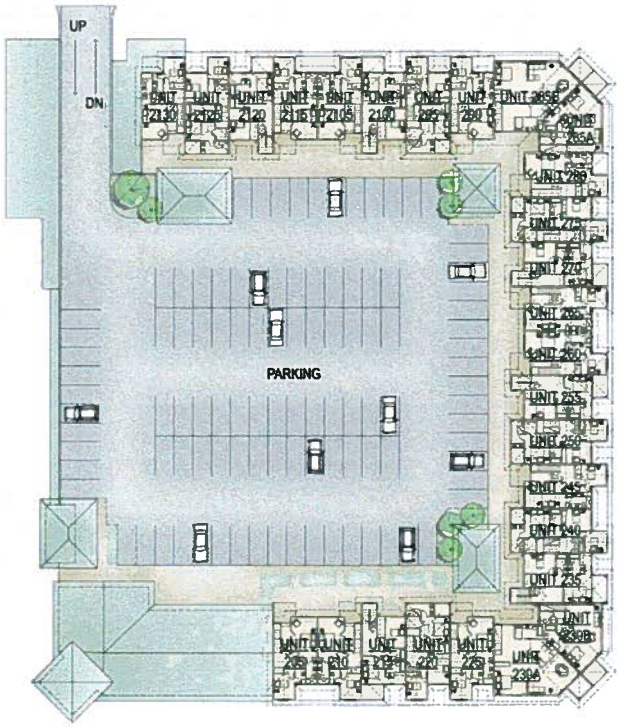


SECOND FLOOR
RESIDENTIAL & PARKING PLAN
SCALE: 1" = 20'

MAUI • LANI
CONCEPT DESIGN
04.23.2007

CLIFFORD PROJECTS INC.

EXHIBIT 13: Maui Lani Mixed Use Second Floor Plan (Major Tenant B)



THIRD FLOOR
RESIDENTIAL & PARKING PLAN
SCALE: 1" = 20'

MAUI • LANI
CONCEPT DESIGN
04.25.2007

CLIFFORD PROJECTS INC.

EXHIBIT 14: Maui Lani Mixed Use Third Floor Plan (Major Tenant B)

CONCEPTUAL EXTERIOR ELEVATION - MIXED USE/ LIVE WORK

CONCEPTUAL STREET ELEVATION - MIXED USE/ KUIKAHI DRIVE

CONCEPTUAL EXTERIOR ELEVATIONS
SCALE: NTS

MAUI • LANI

CONCEPT DESIGN
09.04.2007

CLIFFORD PROJECTS INC.

EXHIBIT 15: Maui Lani Mixed Use Exterior Elevations

STREETSCAPE ELEVATION 1

STREETSCAPE ELEVATION 2

CONCEPTUAL STREETSCAPE ELEVATION

SCALE: NTS

MAUI • LANI

CONCEPT DESIGN

10.24.2007

CLIFFORD PROJECTS INC.

EXHIBIT 16: Maui Lani Mixed Use Residential Streetscape Elevations