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February 17, 2010

LAFCO
San Bernardino County

VIA FIRST-CLASS MAIL

Ms. Kathleen Rollings-McDonald, Executive Director
San Bernardino Local Agency Formation Commission
215 North D Street, Suite 204
San Bernardino, California 92415-0490

Re: LAFCO 3082: Sphere change proposed by LAFCO Staff

Dear Kathy:

On behalf of our client Riverside Cement Company ("RCC"), we have reviewed the Sphere of Influence change proposed by LAFCO Staff in connection with the above-referenced LAFCO proceedings ("Staff's Proposed Sphere"). A copy of Staff's Proposed Sphere is attached as Exhibit "A". RCC is generally in agreement with the proposal, except in a couple of respects which are discussed below.

RCC respectfully requests the removal of certain parcels related to its cement plant ("Plant") from Staff's Proposed Sphere. Such parcels are specifically described in attached Exhibit "B". Although the Plant and the Town of Oro Grande ("Town") are both part of County Service Area 42 ("CSA 42"), the Plant occupies separate legal parcels. Furthermore, the Plant is fully self-contained and receives no services from CSA 42. Finally, RCC is concerned that inclusion of the Plant within the Sphere of Influence of the City of Victorville ("City") would create land use conflicts between San Bernardino County and City planning and zoning regulations, resulting in the creation of non-conforming conditions at the Plant, which was recently modernized at a substantial cost to RCC.

At our meeting on January 14, 2010, we discussed the inclusion within Staff's Proposed Sphere of certain land owned by RCC and used for agricultural purposes ("Agricultural Land"). The Agricultural Land is located west of National Trails Highway and is shown on Exhibit "C". This letter confirms that RCC has no objection to the Agricultural Land remaining within Staff's Proposed Sphere.

At our meeting you also suggested that RCC allow certain land immediately adjacent and to the east of the Town to remain in Staff's Proposed Sphere. This letter also confirms that RCC has no objection and attached Exhibit "C" reflects that



Ms. Kathleen Rollings-McDonald

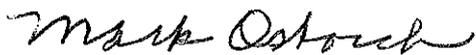
February 17, 2010

Page 2

accommodation. RCC will be taking further steps to modify the parcelization of the land in this area of accommodation, so this area becomes one or more separate legal parcels.

RCC looks forward to working with LAFCO staff to facilitate a smooth transition as changes proposed under LAFCO 3082 are finalized. We believe the compromise outlined in this letter will be mutually beneficial to the City, RCC and the Town. We appreciate the opportunity to provide our input.

Very truly yours,



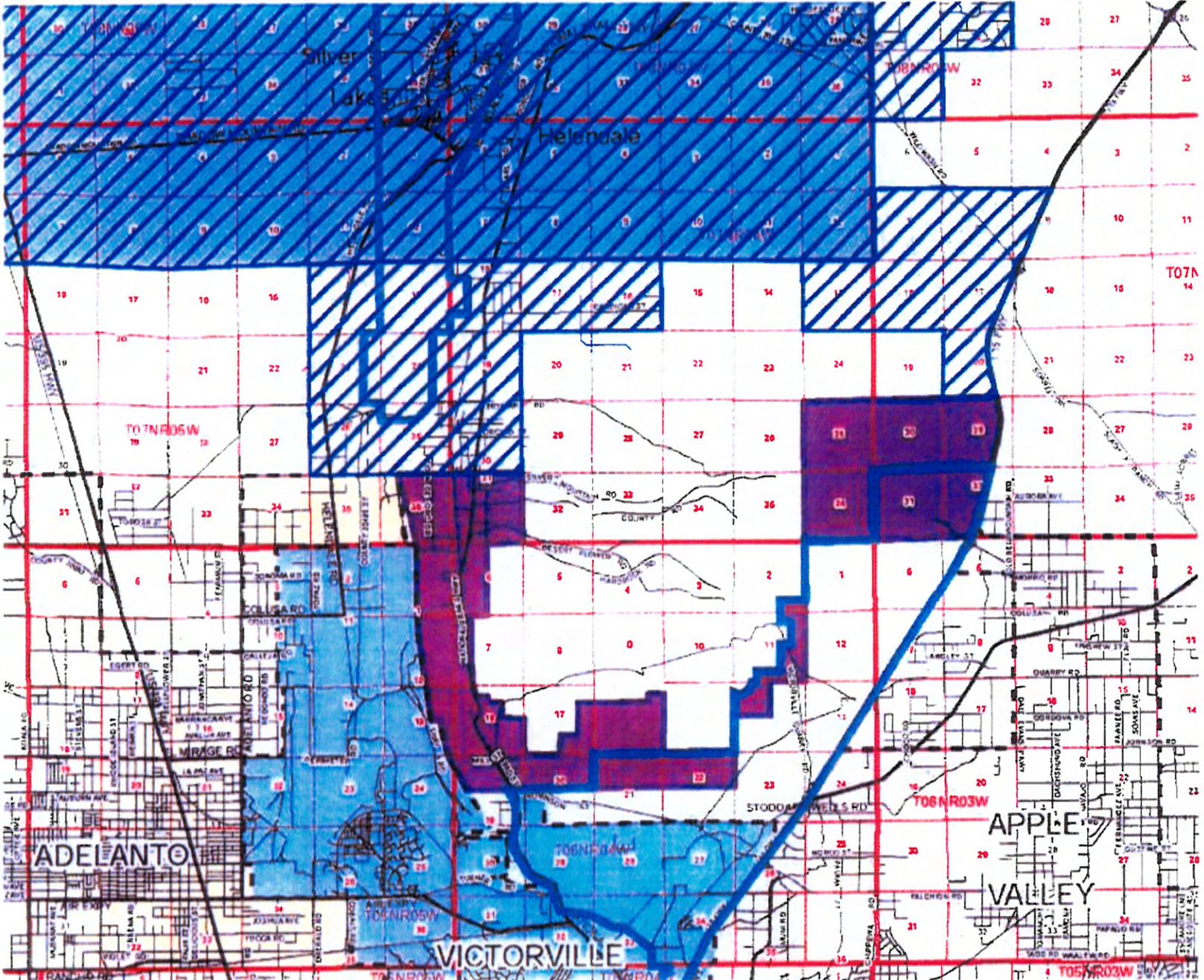
Mark A. Ostoich, of
GRESHAM SAVAGE
NOLAN & TILDEN,
A Professional Corporation

MAO:tmo

Enclosures

cc: Mr. Phil Gaynor
Mr. David Salzborn
Mr. Wes Schlenker
Mr. Barry Bone
Mr. Frank Sheets
Mr. Paul Martin

Exhibit "A"



MODIFIED SPHERE OF INFLUENCE BOUNDARIES
LAFCO 3082 (City of Victorville) and Helendale CSD (LAFCO 3089)

- LEGEND:**
- City of Victorville Sphere Expansion (per LAFCO staff)
 - Helendale CSD Sphere Establishment (per LAFCO staff)

Exhibit "B"

Areas to be excluded from the modified Sphere of influence boundaries

Assessor parcel numbers:

0468-141-02

0468-141-03

0468-141-07

0468-141-08

0468-151-01

and the portions of 0468-222-19, 0468-222-22 and 0469-211-24 lying easterly of the following described line:

Beginning at the north east corner of Section 19 Township 6 North, Range 4 West, San Bernardino Meridian, lying North $00^{\circ}26'01''$ West 1331.70 feet (Record North $00^{\circ}17'00''$ West per MB 96/79-84) from the north $1/16^{\text{th}}$ corner of section 19/20;

Thence leaving said section corner South $27^{\circ}51'56''$ East 348.25 feet to the beginning of a 350.00 foot radius curve concave westerly;

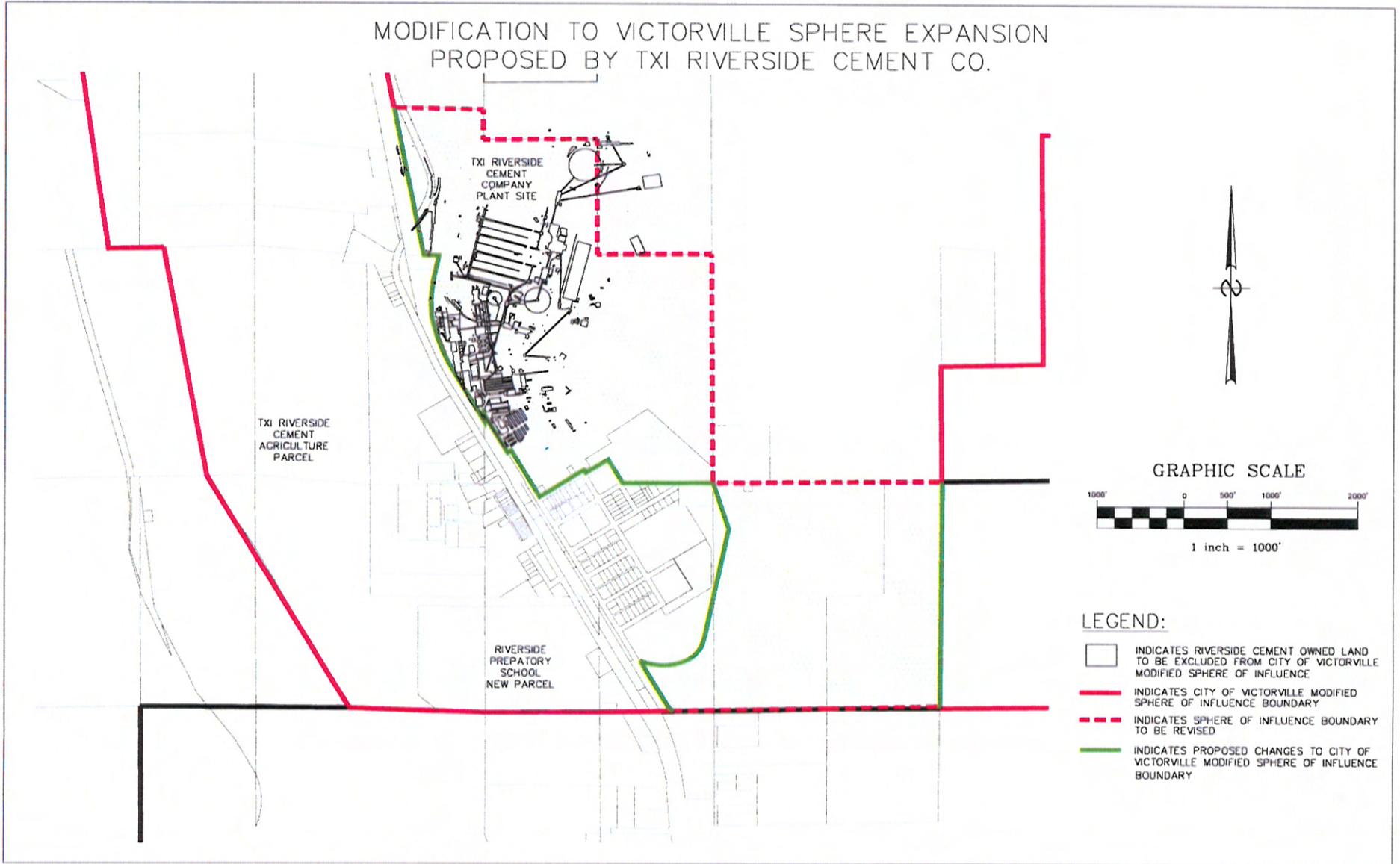
Thence southerly along said curve through a central angle of $39^{\circ}42'50''$ an arc length of 242.60 feet;

Thence leaving said curve South $11^{\circ}50'54''$ West 1194.88 feet to the beginning of a 500.00 foot radius curve concave northwesterly;

Thence southwesterly along said curve through a central angle of $104^{\circ}01'54''$ an arc length of 998.63 feet to the easterly right of way of First Street.

Exhibit "C"

MODIFICATION TO VICTORVILLE SPHERE EXPANSION
PROPOSED BY TXI RIVERSIDE CEMENT CO.



TXI RIVERSIDE
CEMENT
AGRICULTURE
PARCEL

TXI RIVERSIDE
CEMENT
COMPANY
PLANT SITE

RIVERSIDE
PREPARATORY
SCHOOL
NEW PARCEL



GRAPHIC SCALE



1 inch = 1000'

LEGEND:

-  INDICATES RIVERSIDE CEMENT OWNED LAND TO BE EXCLUDED FROM CITY OF VICTORVILLE MODIFIED SPHERE OF INFLUENCE
-  INDICATES CITY OF VICTORVILLE MODIFIED SPHERE OF INFLUENCE BOUNDARY
-  INDICATES SPHERE OF INFLUENCE BOUNDARY TO BE REVISED
-  INDICATES PROPOSED CHANGES TO CITY OF VICTORVILLE MODIFIED SPHERE OF INFLUENCE BOUNDARY

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LAFCO
San Bernardino County



February 16, 2010

Western Division

Mr. Chris Borchert
Assistant Director of Planning
City of Victorville
PO Box 5001
Victorville, CA 92393-5001

Ms. Kathleen Rollings-McDonald
Executive Director
San Bernardino County LAFCO
215 North D Street, Suite 204
San Bernardino, CA 92415-0490

RE: SPHERE OF INFLUENCE EXPANSION REVIEW – LAFCO 3082

Dear Mr. Borchert and Ms. Rollings-McDonald:

Vulcan Materials Company, Western Division is the operator of the property known as Oro Grande Rock Plant, a former site of rock, gravel, and sand mining in San Bernardino County. Mining of the site ceased in the mid 1990s and currently the site is being reclaimed under the authority of Mining & Reclamation Plan 93M-05 (San Bernardino County). Please see Oro Grande Rock Plant Location Exhibit, attached.

It has come to our attention that the City of Victorville is proposing an expansion to their Sphere of Influence that may extend to the area of the Oro Grande Rock Plant. Please see exhibit showing the Victorville proposed SOI expansion area and Vulcan's site in relation to that area, also attached.

Vulcan's Oro Grande Rock Plant exists and operates under permits obtained over the last 30+ years from the County of San Bernardino. Vulcan has a long standing relationship with the County and the County has years of understanding of the operations and the permits associated with it. The purpose of this letter is to voice as strongly as possible Vulcan's opposition to the Oro Grande Rock Plant property being included in the City of Victorville's Sphere of Influence. Please do not hesitate letting us know if you require further information in order to record our opposition to the expansion proposal.

Sincerely,

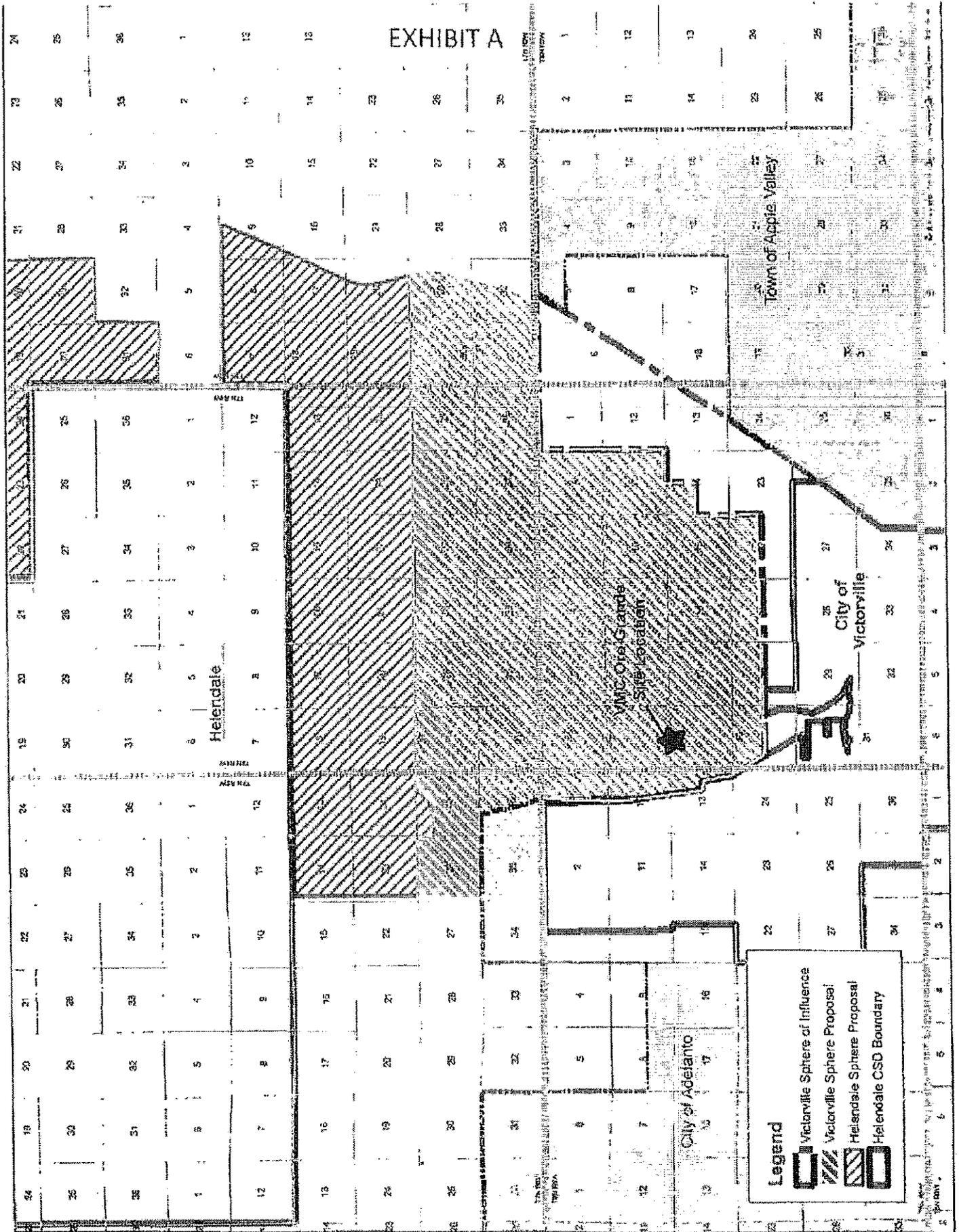
A handwritten signature in black ink, appearing to read "Michael Linton", written over a white background.

Michael Linton
Vice President, Properties and Land Development

Attachments: Oro Grande Rock Plant Location Exhibit
City of Victorville proposed SOI Expansion Area

Copy: Douglas W. Sprague, Vulcan Materials Company
Mark A. Ostoich, Esq., Gresham Savage
Richard K. Goacher, RGP Planning & Development Services

EXHIBIT A



Legend

- Victorville Sphere of Influence
- Victorville Sphere Proposal
- Helendale Sphere Proposal
- Helendale CSD Boundary

THE CITY OF VICTORVILLE HAS REVIEWED THIS PROPOSAL AND HAS DETERMINED THAT THE PROPOSED SPHERE OF INFLUENCE IS CONSISTENT WITH THE CITY'S GENERAL PLAN AND LOCAL ORDINANCES. THE CITY OF VICTORVILLE HAS REVIEWED THIS PROPOSAL AND HAS DETERMINED THAT THE PROPOSED SPHERE OF INFLUENCE IS CONSISTENT WITH THE CITY'S GENERAL PLAN AND LOCAL ORDINANCES.

James Hardie Building Products Inc.
226300 La Alameda, Suite 400
Mission Viejo, CA 92691
Telephone: 949-348-1800
Main Facsimile: 949-348-4534

April 21, 2010

Via Overnight Courier

Ms. Kathleen Rollings-McDonald
Executive Director
San Bernardino County LAFCO
215 North D Street, Suite 204
San Bernardino, CA 92415-0490

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APR 22 2010
LAFCO
San Bernardino County

Mr. Chris Borchert
Assistant Director of Planning
City of Victorville
14343 Civic Drive
Victorville, CA 92392-2399

Re: LAFCO 3082 – City of Victorville Sphere of Influence Expansion

Dear Ms. Rollings-McDonald and Mr. Borchert Henneck:

James Hardie Building Products Inc. (“James Hardie”), through its subsidiary Victorville Industrial Minerals (“VIM”), formerly Vinnell Mining and Minerals Corporation, is the owner and operator of certain mining operations in unincorporated San Bernardino county (Oro Grande vicinity). VIM’s interests include real property, patented and unpatented mineral claims and active silica mining related to James Hardie’s fiber cement manufacturing operations (see attached exhibit).

We understand that the City of Victorville is proposing an expansion to their Sphere of Influence that includes VIM’s property and its active mining sites. Inclusion of VIM’s operations within the Sphere of Influence will impede the present and future mining and industrial uses conducted by VIM. As such, we strongly object to the inclusion of VIM’s property and its claims in the Sphere of Influence. Furthermore, because VIM’s operations have always been heavily industrial and inconsistent with any lower intensity use, our opposition extends to any actions taken by the City of Victorville that could negatively impact or impede our ability to conduct our mining operations, including processing and transporting materials through Victorville, Oro Grande, and the surrounding areas not conducted directly on our property.

While VIM’s operations relate primarily to silica mining, we note that reserves on our property may include quartz, limestone, granite and other minerals, the potential use for which is clearly at odds with any urban expansion.

VIM has operated under permits obtained from the County of San Bernardino since our occupation in 1990, over 20 years. Our longstanding relationship with the County means the County is familiar

with VIM's operations and permitting needs. Accordingly, VIM must object to the inclusion of our operations in the proposed Sphere of Influence and we respectfully request that any approved expansion specifically consider the impact on VIM's property rights, business interests and operations.

Very truly yours,
JAMES HARDIE BUILDING PRODUCTS INC.

A handwritten signature in black ink, appearing to read 'Crystal de Aenlle-Fernandez', with a long horizontal stroke extending to the right.

Crystal de Aenlle-Fernandez
Legal Counsel – USA

Enclosures

VICTORVILLE INDUSTRIAL MINERALS
UNPATENTED CLAIM NAMES AND CAMC NUMBERS

	Claim Name (s)		CAMC Numbers	
	Vinnell No. 1 Lode		289832	
	Vinnell No. 2 Lode		289833	
	Vinnell No. 3 Lode		289834	
	Vinnell No. 4 Lode		289835	
	Vinnell No. 5 Lode		289836	
	Vinnell No. 6 Lode		289837	
	Vinnell No. 7 Lode		289838	
	Vinnell No. 8 Lode		289839	
	Vinnell No. 9 Lode		289840	
	Vinnell No. 10 Lode		289841	
	Vinnell No. 11 Lode		289842	
	Vinnell No. 12 Lode		289843	
	Neptune Lode		289844	
	Neptune Fraction Lode		289845	
	Thor No. 1 Lode		289846	
	Thor No. 2 Lode		289847	
	Ajax Placer		289848	
	Atlas Silica Placer		289849	
	Gunnister No. 1		289850	
	Gunnister No. 2		289851	
	Victory No. 1 Placer		289852	
	Victory No. 2 Placer		289853	

PATRICIA E. CURTIN
(925) 979-3353
pcurtin@mmblaw.com

April 22, 2010

Jim Cox, City Manager
City of Victorville
PO Box 5001
Victorville, CA. 92393-5001

Re: TRED's Position on Proposed Boundary Map
Our File No. 10892-001

Dear Mr. Cox:

As you know we represent TRED. It is important that we make the record clear that TRED does not support the boundary map prepared by LAFCO that proposes a large amount of property within the Northern Expansion area (20,000+/- acres) not to be placed within the City's sphere of influence (Map #2, attached). At the special City Council meeting on April 13, 2010, we understood you to state that all parties present at the April 5, 2010 meeting (including TRED) wherein TXI stated its objections to the compromise map (Map #1, attached), agreed with a carve out for TXI. TRED was not asked to participate at the April 5 meeting but was allowed to attend as an observer.

TRED does not understand what area is proposed to be carved out for TXI other than that shown on Map #2. TRED is willing to discuss its support for a carve out of TXI's plant and quarry and an appropriate buffer around those operations but cannot support a carve as large as that shown on Map #2.

Thank you. Please call if you have any questions.

Very truly yours,

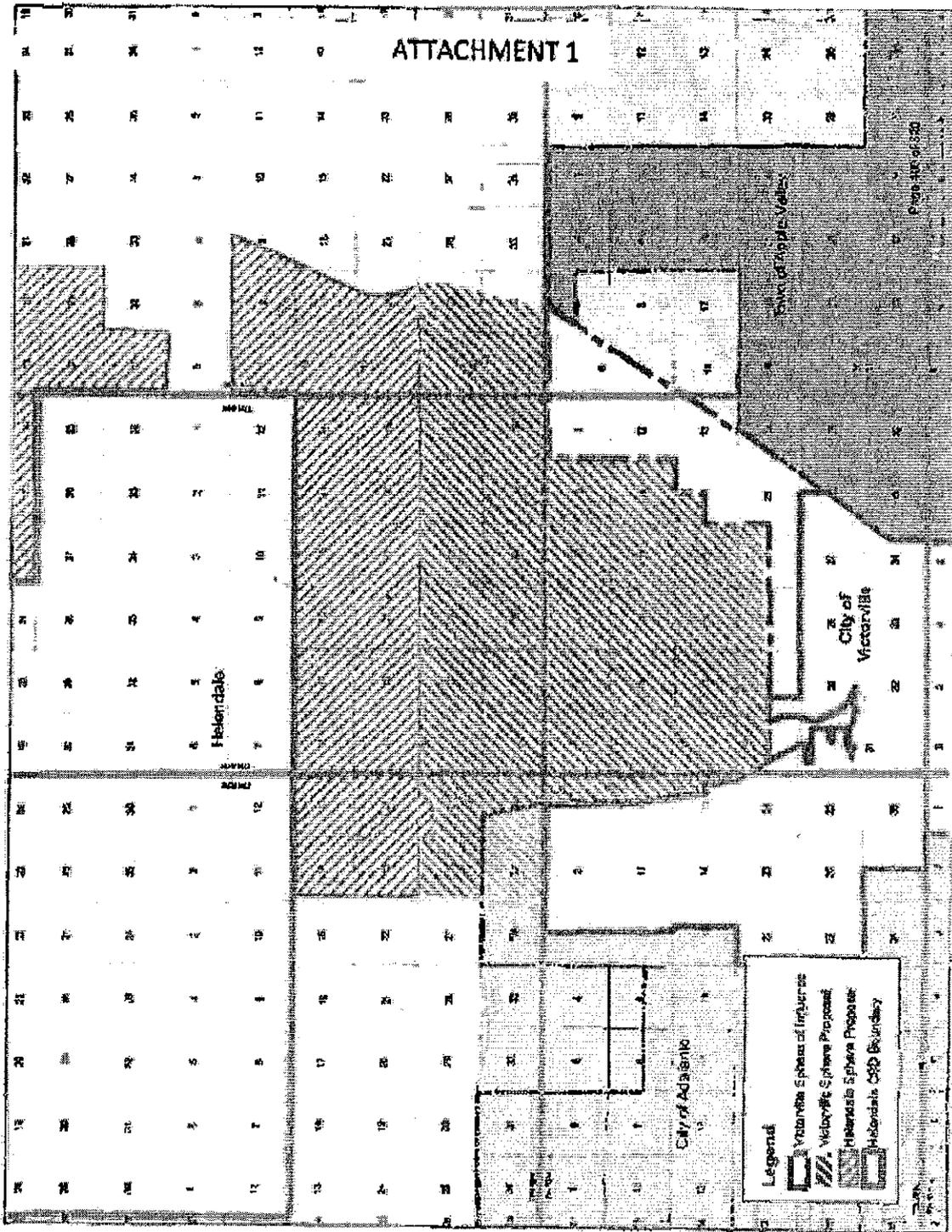
MORGAN MILLER BLAIR



PATRICIA E. CURTIN

PEC:tkj
Enclosures

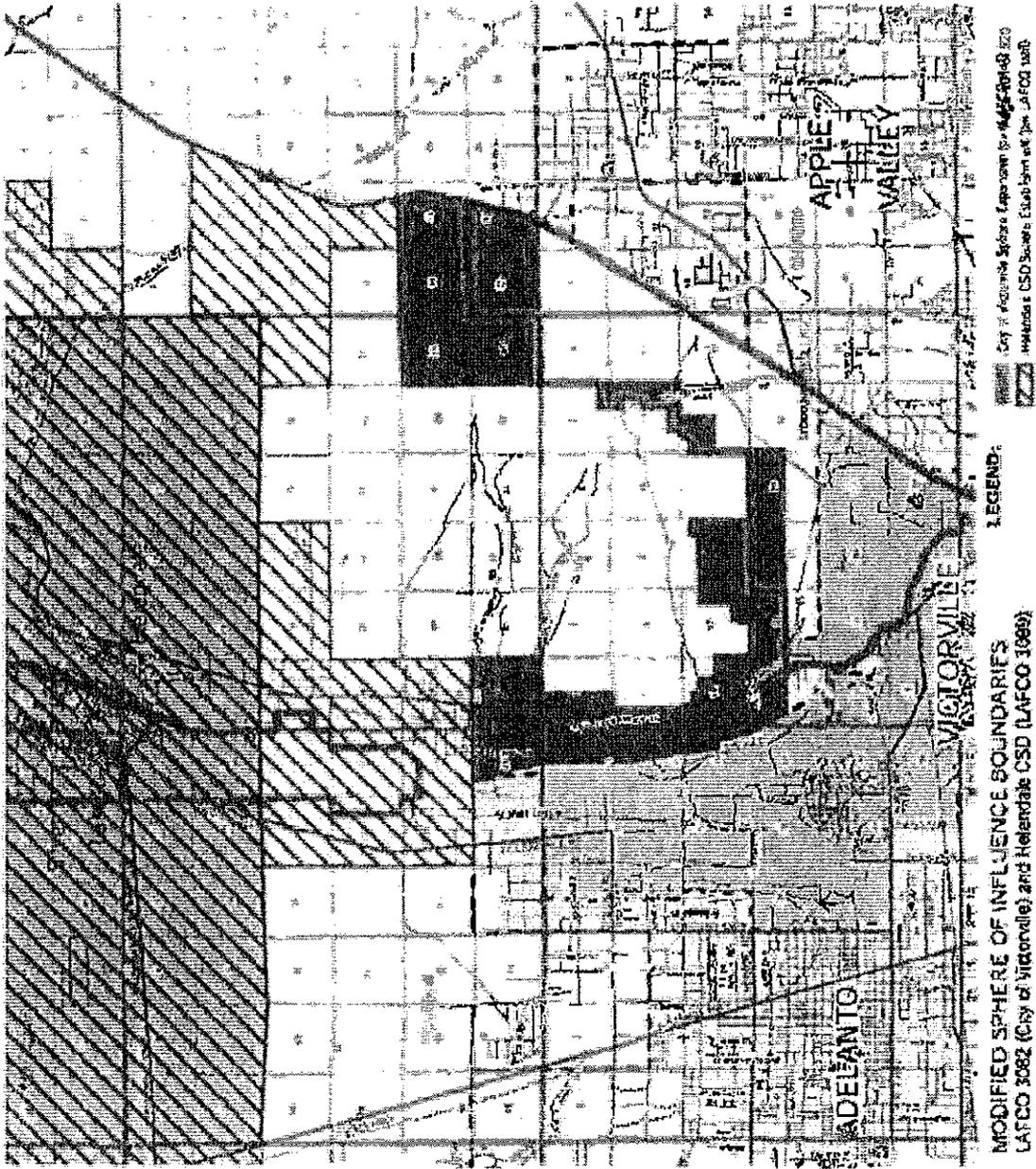
cc: Mayor and City Councilmembers
Jeffery Kimmel, TRED



(Adopted by Victorville, Adelanto and Helendale)

Map #1.

ATTACHMENT 2



(Proposed by LAFCO)

Map #2