PACIFIC RIM LAND, INC.

-MAUI R&T PARTNERS LLC-
MAUI RESEARCH & TECHNOLOGY PARK

November 21, 2014

Mr. Daniel E. Orodenker
Executive Officer
Land Use Commission
State of Hawaii
P.O. Box 2359
Honolulu, HI 96804-2359

Subject: 2014 Annual Report for the State Land Use Commission
Docket No. A10-787/Maui R&T Partners, LLC-Maui Research & Technology Park Master Plan Update

Dear Mr. Orodenker,

This constitutes Maui R&T Partners LLC's ("Petitioner") 2014 annual report for the subject Maui Research & Technology Park ("MRTP") Master Plan Update ("Project").

Project Background and Status

By its Decision and Order dated November 22, 2013 the Land Use Commission granted approval of Maui R&T Partner's petition to reclassify approximately 253.05 acres of land, situated at Kihei, Maui, Hawai`i, from the State Land Use Agricultural District to the State Land Use Urban District. Approval of the petition was subject to 23 conditions.

The subject project is planned to be developed in accordance with the master plan as presented at the Land Use Commission, which will allow for a number of uses including a mixed-use village center, knowledge-industry employment core, residential neighborhoods, schools, and parks. At build-out it is envisioned MRTP will be comprised of knowledge industry, commercial, and civic uses totaling up to approximately 2 million square feet together with up to 1,250 single and multi-family residences.

As noted in the petition, additional land use approvals, including a community plan amendment and a change in zoning are required from the County of Maui in order for the Project to proceed. In December 2013, Petitioner appeared before the Maui Island Planning Commission. The Planning Commission voted unanimously to recommend approval of the project by the Maui County Council.

P.O. Box 220 • Kihei, HI • 96753 • 808.874.5263 • Fax 808.879.2557

The draft ordinance and community plan amendment for the Project are currently pending review and processing and subject to approval by the Maui County Council.

Status of Compliance/Activities Related to Imposed Conditions

Listed below (in italics) are each of the conditions imposed under the Decision and Order followed by the status of compliance or activities pertaining to each respective condition (in bold). However, the project is still in the process of obtaining the required Maui County land use approvals necessary to commence development. Most of the imposed conditions will be addressed or complied with as further progress on the Project is achieved.

*1. **Water Source**. Petitioner shall provide the necessary water source, storage, and transmission facilities and improvements to the satisfaction of the DWS and/or DOH as applicable to service the Petition Area.*

Petitioner shall comply with this condition.

*2. **Water Conservation**. Petitioner shall implement water conservation and best management practices in the design and construction of the Project in the Petition Area. Petitioner shall implement water conservation measures including water efficient plumbing fixtures, high efficiency or drip irrigation systems, and drought tolerant native landscaping.*

Petitioner shall comply with this condition.

*3. **Storm Water Management and Drainage**. Petitioner shall construct drainage improvements to accommodate the development of the Petition Area in accordance with the requirements of the DPW. Petitioner shall design, construct, and maintain stormwater and drainage system improvements in compliance with applicable Federal, State, and County laws and rules. To the extent feasible, Petitioner shall implement Best Management Practices and incorporate Low Impact Development practices for onsite stormwater capture and reuse into the Petition Area's site design and landscaping to control water quality and mitigate nonpoint sources of pollution.*

Petitioner shall comply with this condition.

*4. **Highway and Roadway Improvements**. Petitioner shall fund, construct, and implement roadway improvements to accommodate the development of the petition area in accordance with the requirements of the DPW.*
Petitioner shall fund, construct, and implement all transportation improvements and measures required to mitigate impacts to state roadway facilities caused by the Project as set forth in an MOA agreed to and executed by the DOT and Petitioner. Petitioner shall submit to the DOT an updated TIAR, and Petitioner shall obtain acceptance of the Project's TIAR from the DOT and shall execute the MOA prior to final subdivision approval of lots intended for above ground construction for the Petition Area in Docket A10-787, excluding construction of roads, utilities, and other infrastructure by Petitioner. The MOA shall include, but not be limited to, the following terms and conditions: (1) the accepted TIAR shall be incorporated in the MOA by reference; (ii) Petitioner's responsibilities for funding, construction, and implementation of improvements and mitigation; (iii) a schedule of

agreed to improvements and a schedule for future TIAR updates or revisions to be accepted by the DOT; (iv) development of the Project shall be consistent with the executed MOA and TIAR; and (v) any fees or in-kind contribution that is roughly proportional to any indirect or secondary impacts caused by the Project.
Petitioner shall construct the portion of the Mauka Collector within the MRTP boundary either during construction of Phase 2 or prior to 2034 concurrent with the development of the Kihei Mauka planned growth area as outlined in the Maui Island Plan and shall coordinate these efforts with the DOT.

Petitioner will comply with this condition. Petitioner's traffic engineer has met with DOT on several occasions this year regarding this condition, and is in the process of updating the TIAR. Petitioner will continue to work to satisfy this condition.

*5. **Environment and Health**. Petitioner shall comply with the requirements of the DEM and/or the DOH as applicable.*

Petitioner shall comply with this condition.

*6. **County Parks**. Petitioner shall comply with the Parks Dedication requirements of the County of Maui as approved by the Director of Parks and Recreation.*

Petitioner shall comply with this condition.

*7. **Housing**. Petitioner shall comply with all housing requirements to the satisfaction of the County of Maui Department of Housing and Human Concerns.*

Petitioner shall comply with this condition.

*8. **Archaeological and Historic Preservation**. Archaeological features identified in the Waipu`ilani Gulch shall be protected from any construction-related activities. A report of monitoring activities shall be submitted to the State Historic Preservation Division ("SHPD") upon completion of fieldwork.*

Petitioner shall comply with this condition.

*9. **Previously Unidentified Burials and Archaeological/Historic Sites**. In the event that historic resources, including human skeletal remains, are identified during construction activities, all work shall cease in the immediate vicinity of the find, the find shall be protected from additional disturbance, and the SHPD, Maui Island Section, shall be contacted immediately. Without any limitation to any other condition found herein, if any burials or archaeological or historic sites are discovered during the course of construction of the Project, all construction activity in the vicinity of the discovery shall stop until the issuance of an archaeological clearance from the SHPD that mitigation measures have been implemented to its satisfaction.*

Petitioner shall comply with this condition.

*10. **Endangered Species**. Petitioner shall develop and implement mitigation measures to address any potential impacts on endangered species in the Petition Area, if any, and shall as necessary consult with the State of Hawai`i Department of Land and Natural Resources, Division of Forestry and Wildlife, and the U. S. Fish and Wildlife Service to develop such mitigation measures.*

Petitioner shall comply with this condition.

*11. **Flora and Fauna**. Petitioner shall ensure that all exterior lighting fixtures are down-shielded to minimize the harmful effects of lighting on endangered avifauna.*

Petitioner shall comply with this condition.

*12. **Adjacent Agricultural Lands**. For all land in the Petition Area or any portion thereof that is adjacent to land the State Land Use Agricultural District, Petitioner shall comply with the following:*

A. Petitioner and its successors and assigns shall not take any action that would interfere with or restrain farming operations conducted in a manner consistent with generally accepted agricultural and management principles on adjacent or contiguous lands in the State Agricultural District. For the purpose of these conditions, "farming operations" shall have the same meaning as provided in HRS section 165-2; and

B. Petitioner shall notify all prospective developers or purchasers of land or interest in land in the Petition Area, and provide or require subsequent notice to lessees or tenants of the land, that farming operations and practices on adjacent or contiguous land in the State Agricultural District are protected under HRS chapter 165, the Hawai`i Right to Farm Act. The notice shall disclose to all prospective buyers, tenants, or lessees of the Petition Area that potential nuisances from noise, odors, dust, fumes, spray, smoke, or vibration may result from agricultural uses on adjacent lands. The notice shall be included in any disclosure required for the sale or transfer of real property or any interest in real property.

Petitioner shall comply with this condition.

*13. **Native Hawaiian Access Rights**. Pursuant to Article XII, section 7, of the Hawai`i State Constitution, Petitioner shall preserve any established access rights of Native Hawaiians who have customarily and traditionally used the Petition Area to exercise subsistence, cultural, and religious practices, or for access to other areas.*

Petitioner shall comply with this condition.

*14. **Civil Defense**. Petitioner shall fund and install one (1) civil defense warning siren as specified by and in a location identified by the SCD agency. To the extent feasible, Petitioner shall incorporate hardening measures for safe rooms within planned residential facilities and the hardening of community facilities so as to withstand high wind and seismic events.*

Petitioner shall comply with this condition.

*15. **Schools**. Petitioner shall enter into an impact fee agreement with the DOE prior to county subdivision approval.*

Petitioner shall comply with this condition.

*16. **Infrastructure Deadline**. Petitioner shall complete construction of the proposed backbone infrastructure, which consists of the primary roadways and access points, internal roadways, on and offsite water and electrical system improvements, and stormwater/drainage and other utility system improvements, within fifteen (15) years from the date of the Decision and Order approving the Petition.*

Petitioner shall comply with this condition.

*17. **Compliance with Representations**. Petitioner shall develop the Petition Area in substantial compliance with the representations made to the Commission. Failure to so develop the Petition Area may result in reversion of the Petition Area to its former classification, or change to a more appropriate classification.*

Petitioner shall comply with this condition.

*18. **Order to Show Cause**. If Petitioner fails to complete the proposed backbone infrastructure within fifteen (15) years from the date of the Decision and Order, the Commission may issue and serve upon Petitioner an Order to Show Cause and Petitioner shall appear before the Commission to explain why the Petition Area should not revert to its previous State Land Use Agricultural District classification, or be changed to a more appropriate classification.*

Petitioner acknowledges this condition.

*19. **Notice of Change of Ownership**. Petitioner shall give notice to the Commission of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interests in the Petition Area, at any time prior to completion of development of the Petition Area.*

Petitioner shall comply with this condition.

*20. **Annual Reports**. Petitioner shall timely provide without any prior notice, annual reports to the Commission, OP, and the County, and their respective successors, in connection with the status of the development of the Petition Area and Petitioner's progress in complying with the conditions imposed herein. The annual report shall be submitted in a form prescribed by the Executive Officer of the Commission.*

This annual report is respectfully submitted in compliance with this condition.

*21. **Release of Conditions**. The Commission may fully or partially release the conditions provided herein as to all or any portion of the Petition Area upon timely motion and upon the provision of adequate assurance of satisfaction of these conditions by Petitioner or its successors and assigns.*

No release of conditions is currently contemplated.

*22. **Notice of Imposition of Conditions**. Within seven days of issuance of the Commission's Decision and Order for the subject reclassification, Petitioner shall: (a) record with the Bureau of Conveyances of the State of Hawai`i a statement that the Petition Area is subject to the conditions imposed herein by the Commission in the reclassification of the Petition Area; and (b) file a copy of such recorded statement with the Commission.*

This condition has been satisfied. On November 29, 2013 a "notice of imposition of Conditions by the Land Use Commission" was recorded (copy attached) with the State Bureau of Conveyances (Document No. A-50810528).

*23. **Recordation of Conditions**. Petitioner shall record the conditions imposed herein by the Commission with the Bureau of Conveyances pursuant to HAR section 15-15-92.*
This Declaration of Conditions shall supersede the Notice of Imposition of Conditions by the Commission dated November 26, 2013 upon the recordation at the Bureau of Conveyances of this Declaration of Conditions.

This condition has been satisfied. On February 3, 2014 a "Declaration of Conditions" was recorded (copy attached) with the State Bureau of Conveyances (Document No. A-51470715).

Mr. Orodenker, please feel free to contact me if further information is needed. I can be reached by phone at 808-270-5944 or email at stevep@pacificrimland.com . I will also be sending a digital copy of this report via e-mail for your use.

Sincerely,

Steven T. Perkins
Project Manager

cc: State Office of Planning
County of Maui Planning Department

THE ORIGINAL OF THE DOCUMENT
RECORDED AS FOLLOWS:
STATE OF HAWAII

BUREAU OF CONVEYANCES

Doc A-50810528

November 29, 2013 8:02 AM

LAND COURT SYSTEM | REGULAR SYSTEM

AFTER RECORDATION: RETURN BY MAIL ( ) PICK UP (X)

Matsubara – Kotake
Attorneys at Law, A Law Corporation
888 Mililani Street, Eighth Floor
Honolulu, Hawai`i 96813
Telephone: (808) 526-9566
Attention: Benjamin M. Matsubara

LAND USE COMMISSION
STATE OF HAWAII
2013 NOV 29 A 8: 29

TITLE OF DOCUMENT: NOTICE OF IMPOSITION OF CONDITIONS BY THE LAND USE COMMISSION

Total Pages: 5

NOTICE OF IMPOSITION OF CONDITIONS BY THE LAND USE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS:

Please take notice that Maui R&T Partners, LLC ("Petitioner") and Haleakala Ranch, in the State Land Use Commission ("Commission") Docket No. A10-787, for the reclassification of approximately 253.05 acres of land situated in Kihei, Island of Maui, State of Hawai`i, more particularly identified as Tax Map Key Nos. 2-2-24: 16 and 17

and 2-2-02: por. 84 ("Petition Area"), and does hereby state and declare that the Commission, by its Findings of Fact, Conclusions of Law, and Decision and Order filed November 22, 2013, reclassified approximately 253.05 acres of the Petition Area under Docket No. A10-787, from the State Land Use Agricultural District to the State Land Use Urban District ("Property") subject to a number of conditions imposed on the reclassified Property. Said conditions shall run with the land and shall be set forth in the Declaration of Conditions to be subsequently recorded at the Bureau of Conveyances of the State of Hawai`i pursuant to Commission Rule § 15-15-92.

This Notice of Imposition of Conditions by the Commission shall be superseded upon the recordation at the Bureau of Conveyances of the said Declaration of Conditions setting forth the conditions imposed by the Commission in Docket No. A10-787.

Dated: Honolulu, Hawai`i, November 26, 2013.

Maui R&T Partners, LLC
A Delaware limited liability company,

By: Maui Tech Associates, LLC
A Delaware limited liability company,
Its Administrative Member

By:_____
Michael Rosenfeld, Manager

State of California
County of Los Angeles

On November 26, 2013 before me, Sharon Cohen, a Notary Public personally appeared Michael Rosenfeld who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

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

WITNESS my hand and official seal.

Signature _____ (Seal)

NNA1 SHARON COHEN
Commission # 1950490
Notary Public - California
Los Angeles County
My Comm. Expires Sep 1, 2015 NNA1

Haleakala Ranch

By _____
DON YOUNG
Its President

By _____
J. SCOTT MEIDELL
Its VICE PRESIDENT & GENERAL MGR.

STATE OF HAWAI`I)
) ss:
CITY & COUNTY OF HONOLULU)

On this 26 day of NOVEMBER, 2013, before me personally appeared DON YOUNG and J. SCOTT MEIDELL, to me known, who, being by me duly sworn, did say that they are the PRESIDENT and VICE PRESIDENT + GENERAL MANAGER of HALEAKALA RANCH, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and said officer acknowledged said instrument to be the free act and deed of said corporation.

Valerie Matsumoto

Name: Valerie Matsumoto
Notary Public, State of Hawai`i

My Commission Expires: FEB 29 2016

VALERIE MATSUMOTO NOTARY PUBLIC Comm. No. 04-95 STATE OF HAWAII

STATE OF HAWAII NOTARY CERTIFICATION

Doc. Description: Notice of Imposition of Conditions by the Land Use Commission
Date of Document: NOT DATED AT TIME OF NOTARIZATION # Pages: 5
Date of Notarization: NOV. 26, 2013

Valerie Matsumoto
Notary Public Signature
Print Name: Valerie Matsumoto
Notary Public, State of Hawai`i, SECOND Circuit
Notary Commission No. 04-95

VALERIE MATSUMOTO NOTARY PUBLIC Comm. No. 04-95 STATE OF HAWAII

(Stamp or Seal)

LAND USE COMMISSION
STATE OF HAWAII

2014 FEB -3 A 11:50

THE ORIGINAL OF THE DOCUMENT
RECORDED AS FOLLOWS:
STATE OF HAWAII
BUREAU OF CONVEYANCES
D, Doc A-51470715
D(February 3, 2014 8:02 AM

LAND COURT SYSTEM	REGULAR SYSTEM

AFTER RECORDATION: RETURN BY MAIL ( ) PICK UP (X)

Matsubara – Kotake
Attorneys at Law, A Law Corporation
888 Mililani Street, Eighth Floor
Honolulu, Hawai'i 96813
Telephone: (808) 526-9566

TITLE OF DOCUMENT: DECLARATION OF CONDITIONS; EXHIBIT "A"

Total Pages: 13

DECLARATION OF CONDITIONS

MAUI R&T PARTNERS, LLC (as Petitioner), the business address of which is P.O. Box 220, 1300 North Holopono, Suite 201, Kihei, Maui, Hawai`i 96753 and **HALEAKALA RANCH** (as owner of Tax Map Key No. 2-2-02: Por. 84), the business address of which is 529 Kealaloa Avenue, Makawao, Maui, Hawai`i 96768, in that certain Petition for District Boundary Amendment in Docket No. A10-787 of the Land Use Commission of the State of Hawai`i, affecting those certain lands, approximately

253.05 of land situated in Kihei, Island of Maui, State of Hawai`i, more particularly identified as Tax Map Key Nos. 2-2-24: 16 and 17 and 2-2-02: por. 84 ("Petition Area"), as shown on map marked Exhibit "A" attached hereto and incorporated herein by reference, do hereby certify pursuant to § 15-15-92, Hawai`i Administrative Rules, as follows:

THAT by Findings of Fact, Conclusions of Law, and Decision and Order, entered November 22, 2013, in Docket No. A10-787, the Land Use Commission reclassified approximately 253.05 acres of land, situated at Kihei, Island of Maui, State of Hawai`i, identified as Tax Map Keys Nos. 2-2-24: 16 and 17 and 2-2-02: por. 84 from the State Land Use Agricultural District to the State Land Use Urban District, as shown on Exhibit "A" to the State Land Use Urban District.

AND THAT by Findings of Fact, Conclusions of Law, and Decision and Order, entered November 22, 2013, it was further ordered that the reclassification from Agricultural District to the Urban District shall be subject to the following conditions that are subject to HAR § 15-15-91:

1. **Water Source.** Petitioner shall provide the necessary water source, storage, and transmission facilities and improvements to the satisfaction of the DWS and/or DOH as applicable to service the Petition Area.

2. **Water Conservation.** Petitioner shall implement water conservation and best management practices in the design and construction of the Project in the Petition

Area. Petitioner shall implement water conservation measures including water efficient plumbing fixtures, high efficiency or drip irrigation systems, and drought tolerant native landscaping.

3. **Storm Water Management and Drainage.** Petitioner shall construct drainage improvements to accommodate the development of the Petition Area in accordance with the requirements of the DPW. Petitioner shall design, construct, and maintain stormwater and drainage system improvements in compliance with applicable Federal, State, and County laws and rules. To the extent feasible, Petitioner shall implement Best Management Practices and incorporate Low Impact Development practices for onsite stormwater capture and reuse into the Petition Area's site design and landscaping to control water quality and mitigate nonpoint sources of pollution.

4. **Highway and Roadway Improvements.** Petitioner shall fund, construct, and implement roadway improvements to accommodate the development of the petition area in accordance with the requirements of the DPW.

Petitioner shall fund, construct, and implement all transportation improvements and measures required to mitigate impacts to state roadway facilities caused by the Project as set forth in an MOA agreed to and executed by the DOT and Petitioner. Petitioner shall submit to the DOT an updated TIAR, and Petitioner shall obtain acceptance of the Project's TIAR from the DOT and shall execute the MOA prior to final subdivision approval of lots intended for above ground construction for the Petition

Area in Docket A10-787, excluding construction of roads, utilities, and other infrastructure by Petitioner. The MOA shall include, but not be limited to, the following terms and conditions: (1) the accepted TIAR shall be incorporated in the MOA by reference; (ii) Petitioner's responsibilities for funding, construction, and implementation of improvements and mitigation; (iii) a schedule of agreed to improvements and a schedule for future TIAR updates or revisions to be accepted by the DOT; (iv) development of the Project shall be consistent with the executed MOA and TIAR; and (v) any fees or in-kind contribution that is roughly proportional to any indirect or secondary impacts caused by the Project.

Petitioner shall construct the portion of the Mauka Collector within the MRTP boundary either during construction of Phase 2 or prior to 2034 concurrent with the development of the Kihei Mauka planned growth area as outlined in the Maui Island Plan and shall coordinate these efforts with the DOT.

5. **Environment and Health.** Petitioner shall comply with the requirements of the DEM and/or the DOH as applicable.

6. **County Parks.** Petitioner shall comply with the Parks Dedication requirements of the County of Maui as approved by the Director of Parks and Recreation.

7. **Housing.** Petitioner shall comply with all housing requirements to the satisfaction of the County of Maui Department of Housing and Human Concerns.

8. **Archaeological and Historic Preservation.** Archaeological features identified in the Waipu`ilani Gulch shall be protected from any construction-related activities. A report of monitoring activities shall be submitted to the State Historic Preservation Division ("SHPD") upon completion of fieldwork.

9. **Previously Unidentified Burials and Archaeological/Historic Sites.** In the event that historic resources, including human skeletal remains, are identified during construction activities, all work shall cease in the immediate vicinity of the find, the find shall be protected from additional disturbance, and the SHPD, Maui Island Section, shall be contacted immediately. Without any limitation to any other condition found herein, if any burials or archaeological or historic sites are discovered during the course of construction of the Project, all construction activity in the vicinity of the discovery shall stop until the issuance of an archaeological clearance from the SHPD that mitigation measures have been implemented to its satisfaction.

10. **Endangered Species.** Petitioner shall develop and implement mitigation measures to address any potential impacts on endangered species in the Petition Area, if any, and shall as necessary consult with the State of Hawai`i Department of Land and Natural Resources, Division of Forestry and Wildlife, and the U. S. Fish and Wildlife Service to develop such mitigation measures.

11. **Flora and Fauna.** Petitioner shall ensure that all exterior lighting fixtures are down-shielded to minimize the harmful effects of lighting on endangered avifauna.

12. **Adjacent Agricultural Lands.** For all land in the Petition Area or any portion thereof that is adjacent to land the State Land Use Agricultural District, Petitioner shall comply with the following:

A. Petitioner and its successors and assigns shall not take any action that would interfere with or restrain farming operations conducted in a manner consistent with generally accepted agricultural and management principles on adjacent or contiguous lands in the State Agricultural District. For the purpose of these conditions, "farming operations" shall have the same meaning as provided in HRS section 165-2; and

B. Petitioner shall notify all prospective developers or purchasers of land or interest in land in the Petition Area, and provide or require subsequent notice to lessees or tenants of the land, that farming operations and practices on adjacent or contiguous land in the State Agricultural District are protected under HRS chapter 165, the Hawai`i Right to Farm Act. The notice shall disclose to all prospective buyers, tenants, or lessees of the Petition Area that potential nuisances from noise, odors, dust, fumes, spray, smoke, or vibration may result from agricultural uses on adjacent lands. The notice shall be included in any disclosure required for the sale or transfer of real property or any interest in real property.

13. **Native Hawaiian Access Rights.** Pursuant to Article XII, section 7, of the Hawai`i State Constitution, Petitioner shall preserve any established access rights of Native Hawaiians who have customarily and traditionally used the Petition Area to exercise subsistence, cultural, and religious practices, or for access to other areas.

14. **Civil Defense.** Petitioner shall fund and install one (1) civil defense warning siren as specified by and in a location identified by the SCD agency. To the extent feasible, Petitioner shall incorporate hardening measures for safe rooms within

planned residential facilities and the hardening of community facilities so as to withstand high wind and seismic events.

15. **Schools.** Petitioner shall enter into an impact fee agreement with the DOE prior to county subdivision approval.

16. **Infrastructure Deadline.** Petitioner shall complete construction of the proposed backbone infrastructure, which consists of the primary roadways and access points, internal roadways, on and offsite water and electrical system improvements, and stormwater/drainage and other utility system improvements, within fifteen (15) years from the date of the Decision and Order approving the Petition.

17. **Compliance with Representations.** Petitioner shall develop the Petition Area in substantial compliance with the representations made to the Commission. Failure to so develop the Petition Area may result in reversion of the Petition Area to its former classification, or change to a more appropriate classification.

18. **Order to Show Cause.** If Petitioner fails to complete the proposed backbone infrastructure within fifteen (15) years from the date of the Decision and Order, the Commission may issue and serve upon Petitioner an Order to Show Cause and Petitioner shall appear before the Commission to explain why the Petition Area should not revert to its previous State Land Use Agricultural District classification, or be changed to a more appropriate classification.

19. **Notice of Change of Ownership.** Petitioner shall give notice to the Commission of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interests in the Petition Area, at any time prior to completion of development of the Petition Area.

20. **Annual Reports.** Petitioner shall timely provide without any prior notice, annual reports to the Commission, OP, and the County, and their respective successors, in connection with the status of the development of the Petition Area and Petitioner's progress in complying with the conditions imposed herein. The annual report shall be submitted in a form prescribed by the Executive Officer of the Commission.

21. **Release of Conditions.** The Commission may fully or partially release the conditions provided herein as to all or any portion of the Petition Area upon timely motion and upon the provision of adequate assurance of satisfaction of these conditions by Petitioner or its successors and assigns.

22. **Notice of Imposition of Conditions.** Within seven days of issuance of the Commission's Decision and Order for the subject reclassification, Petitioner shall: (a) record with the Bureau of Conveyances of the State of Hawai`i a statement that the Petition Area is subject to the conditions imposed herein by the Commission in the reclassification of the Petition Area; and (b) file a copy of such recorded statement with the Commission.

23. **Recordation of Conditions**. Petitioner shall record the conditions imposed herein by the Commission with the Bureau of Conveyances pursuant to HAR section 15-15-92.

This Declaration of Conditions shall supersede the Notice of Imposition of Conditions by the Commission dated November 26, 2013 upon the recordation at the Bureau of Conveyances of this Declaration of Conditions.

Dated: Honolulu, Hawai`i, _____, 2014.

Maui R&T Partners, LLC
A Delaware limited liability company,
By: Maui Tech Associates, LLC
A Delaware limited liability company,
Its Administrative Member

By:_____
Michael Rosenfeld, Manager

Haleakala Ranch

By _____
_____
Its _____

By _____
_____
Its _____

23. **Recordation of Conditions.** Petitioner shall record the conditions imposed herein by the Commission with the Bureau of Conveyances pursuant to HAR section 15-15-92.

This Declaration of Conditions shall supersede the Notice of Imposition of Conditions by the Commission dated November 26, 2013 upon the recordation at the Bureau of Conveyances of this Declaration of Conditions.

Dated: Honolulu, Hawai`i, _____, 2014.

Maui R&T Partners, LLC
A Delaware limited liability company,
By: Maui Tech Associates, LLC
A Delaware limited liability company,
Its Administrative Member

By:_____
Michael Rosenfeld, Manager

Haleakala Ranch

By _____
DON YOUNG
Its President

By _____
J. SCOTT MEIDELL
Its Vice President & General Mgr.

State of California
County of Los Angeles

On January 16, 2014, before me, Sharon Cohen, a Notary Public personally appeared Michael Rosenfeld who proved to me on the basis of satisfactory evidence to be the person(s) whose names(s) is/are subscribed to the within instrument and acknowledge to me the he/she/they executed the same in his/her/their authorized capacity(ies), and that his/her/their signatures(s) on the instrument the person(s), or the entity upon behalf of which person(s) acted, executed the instrument.

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

WITNESS my hand and official seal.

Signature _____ (seal)

SHARON COHEN
Commission # 1950490
Notary Public - California
Los Angeles County
My Comm. Expires Sep 1, 2015

STATE OF HAWAI`I)
) ss:
CITY & COUNTY OF HONOLULU)

On this 27th day of JANUARY, 2014, before me personally appeared DON YOUNG and J. SCOTT MEIDELL, to me known, who, being by me duly sworn, did say that they are the President and Vice President & General Manager of HALEAKALA RANCH, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and said officer acknowledged said instrument to be the free act and deed of said corporation.

Valerie Matsumoto

Name: Valerie Matsumoto
Notary Public, State of Hawai`i

My Commission Expires: FEB 29 2016

VALERIE MATSUMOTO NOTARY PUBLIC L.S. Comm. No. 04-95 STATE OF HAWAII

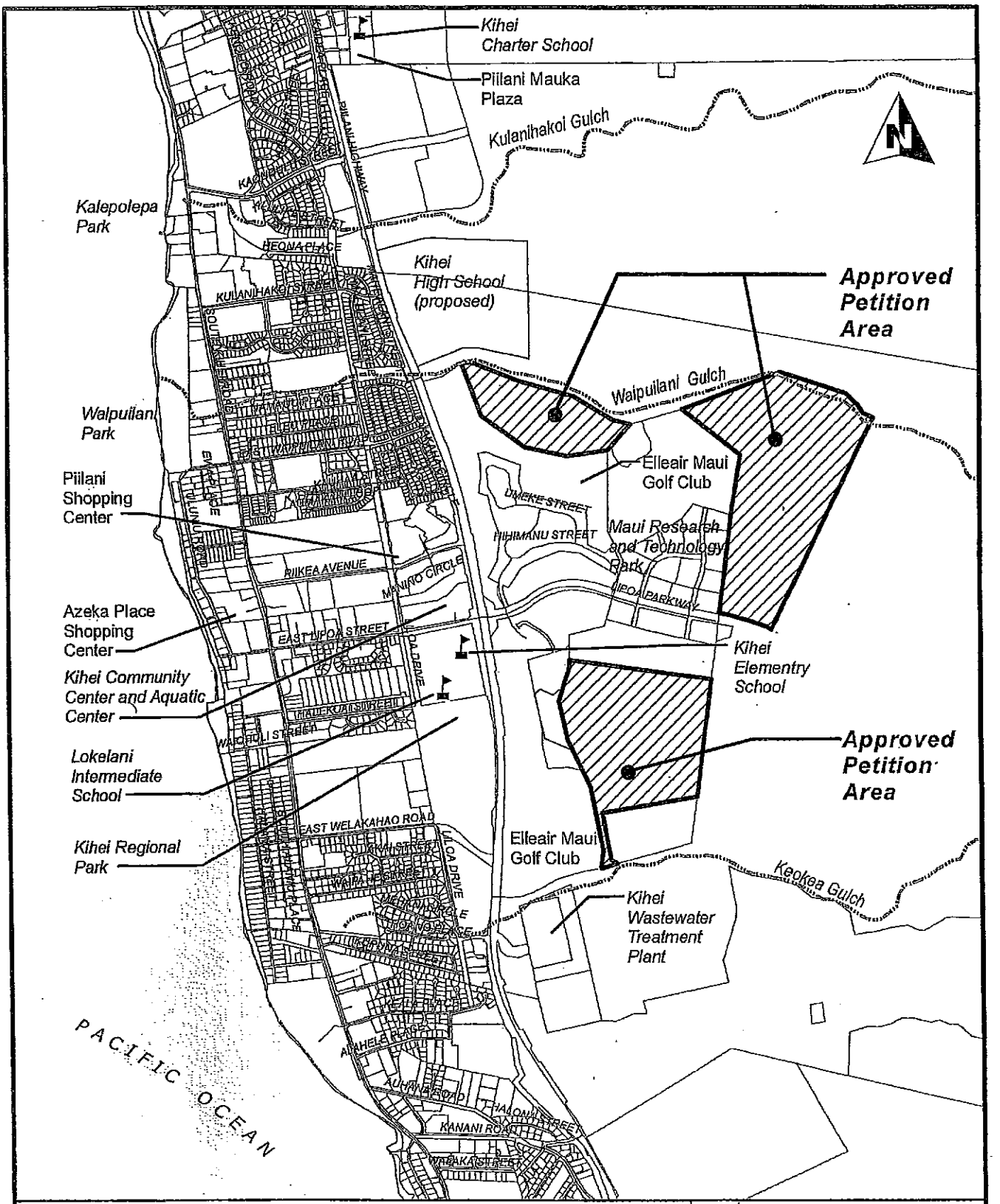
STATE OF HAWAII NOTARY CERTIFICATION

Doc. Description: Declaration of Conditions; Exhibit "A"
Date of Document: NOT DATED AT TIME OF NOTARIZATION # Pages: 12
Date of Notarization: 01-27-2014

DECLARATION OF CONDITIONS, EXHIBIT A

Notary Public Signature Valerie Matsumoto
Print Name: Valerie Matsumoto
Notary Public, State of Hawai`i, 2nd Circuit
Notary Commission No. 04-95

VALERIE MATSUMOTO NOTARY PUBLIC L.S. Comm. No. 04-95 STATE OF HAWAII
(Stamp or Seal)



A10-787 MAUI R & T PARTNERS, LLC

LOCATION MAP

Tax Map Keys: 2-2-24: 16 and 17 and 2-2-02: Por. 84

Kihei, Island of Maui, State of Hawai'i

Scale 1: 24,000

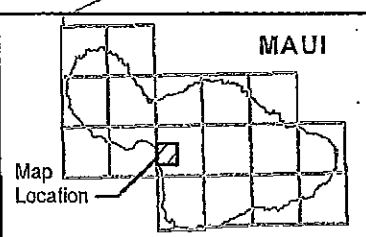



EXHIBIT "A"