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LAND USE COMMISSION
STATE OF HAWAII
2010 MAY 13 P 3:08

PETITION FOR DISTRICT BOUNDARY AMENDMENT

DOCKET NO. A10-786
LOWALU TOWN LLC
and LOWALU EKOLU LLC

**In the Matter of the Petition of Olowalu Town LLC and Olowalu Ekolu LLC
To Amend the Land Use District Boundary Of Certain Lands Situated at
Olowalu, Island of Maui, State of Hawaii, Consisting Of Approximately 320
Acres from the Agricultural District to the Rural and Urban Districts,
Portions of Tax Map Key Nos. (2) 4-8-003:084, 098-118, and 124**

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Attorneys for Petitioners
LOWALU TOWN LLC and
LOWALU EKOLU LLC

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

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| (2) 4-8-003:084, 098, 099, 100, 101, 102, 103, |) | |
| 104, 105, 106, 107, 108, 109, 110, 111, 112, |) | |
| 113, 114, 115, 116, 117, 118 and 124. |) | |

PETITION FOR DISTRICT BOUNDARY AMENDMENT

COME NOW, LOWALU TOWN LLC, a Hawaii limited liability company (“Olowalu Town”) and LOWALU EKOLU LLC, a Hawaii limited liability company (“Olowalu Ekolu”), collectively referred to herein at times as “Petitioners”, by and through their attorneys, CARLSMITH BALL LLP, and hereby respectfully request this Honorable Land Use Commission of the State of Hawaii (“Commission”) to amend the land use district boundary to

effect a district reclassification of approximately 175 acres of land situated at Olowalu, Maui, Hawaii, from the Agricultural District to the Urban District, and approximately 145 acres of land situate at Olowalu, Maui, Hawaii, from the Agricultural District to the Rural District.

This request is submitted pursuant to Section 205-4 of the Hawaii Revised Statutes (“HRS”), the Land Use Commission Rules of the State of Hawaii found in Title 15, Subtitle 3, Chapter 15 of the Hawaii Administrative Rules (“HAR”), and the attached Petition in Support of District Boundary Amendment (“Petition”).

PETITION IN SUPPORT OF DISTRICT BOUNDARY AMENDMENT

I. STANDING

OLOWALU EKOLU LLC is the owner in fee simple of Tax Map Key No. (2) 4-8-003:124 (“Ekolu Parcel”) which consists of approximately 16.09 acres. **See Exhibits “1” and “2”**. OLOWALU ELUA ASSOCIATES LLC, a Hawaii limited liability company, is the owner in fee simple of Tax Map Key Nos. (2) 4-8-003: 084, 098 through 118, which consist of approximately 620.394 acres (“Elua Parcels”). **See Exhibits “3” and “4”**. (Portions of the Ekolu Parcel and Elua Parcels, totaling approximately 320 acres, will be collectively referred to herein as “the Petition Area”). The Petition Area is an integral component of the overall master plan (“Master Plan”) for the proposed development known as Olowalu Town which encompasses a total of 636.48 acres.

OLOWALU ELUA ASSOCIATES LLC has authorized Olowalu Town to file the Petition. **See Exhibit “5”**.

Based on the foregoing, Petitioners have the requisite standing to file this Petition pursuant to HRS § 205-4(a) and HAR § 15-15-46(3).

II. AUTHORIZED REPRESENTATIVES

Mr. Blaine J. Kobayashi, and the law firm of CARLSMITH BALL LLP, have been appointed to represent Petitioners pursuant to HAR § 15-15-35(b). **See Exhibits “6” and “7”**. Petitioners’ principal place of business is 2073 Wells Street, Suite 101, Wailuku, Hawaii 96793.

Pursuant to HAR § 15-15-50(c)(2), all correspondence and communications in regard to this Petition shall be addressed to, and served upon, Mr. Blaine J. Kobayashi, CARLSMITH BALL, LLP, One Main Plaza, Suite 400, 2200 Main Street, Wailuku, Hawaii 96793, and Mr. William Frampton, OLOWALU TOWN LLC, 2073 Wells Street, Suite 101, Wailuku, Hawaii 96793.

III. AUTHORITY FOR RELIEF SOUGHT

The Commission is authorized to grant the relief sought herein pursuant to HRS § 205 and Chapter 15 of the HAR.

IV. DESCRIPTION OF THE PETITION AREA

The Petition Area is located in Olowalu, Maui, Hawaii, and consists of approximately 320 acres, inclusive of all existing easements, and is identified by Tax Map Key Nos. (2) 4-8-003: 084, 098 through 118, and 124. A regional location map of the proposed development’s Master Plan, Aerial Photograph of the proposed development’s Master Plan, and tax map key parcels are shown in Figures 1 through 3, respectively, of Petitioners’ Environmental Assessment/Environmental Impact Statement Preparation Notice (“Petitioners’ EISPN”), attached to this Petition as **Exhibit “8”**. Additional details and description of the Petition Area and the proposed development are contained in Petitioners’ EISPN.

V. **RECLASSIFICATION SOUGHT AND PRESENT USE OF THE PETITION AREA**

Petitioners are respectfully requesting that the Commission amend the present classification of the Petition Area from the Agricultural District to the Rural and Urban Districts. The Petition Area is presently located entirely in the Agricultural District.

As illustrated by the conceptual master plan (“the Master Plan”), attached hereto as **Exhibit “9”**, the Petition Area is sought to be reclassified to the Rural and Urban Districts. Approximately 145 acres are sought to be reclassified to the Rural District and approximately 175 acres are sought to be reclassified to the Urban District. Petitioners’ Environmental Impact Statement (“EIS”) will further refine the foregoing acreages sought to be reclassified to the Rural and Urban Districts.

Prior to 1999 and the closure of Pioneer Mill, the vast majority of the Petition Area was used for sugar cane cultivation, and a thriving plantation community complete with housing, employment centers, churches, school, stores, theater, and parks. The majority of the Petition Area is currently fallow; however, there are some small farming operations including cattle and cultivation of vegetables.

A. **Conformity of the Reclassification to the Standards for Determining the Boundaries of the Rural District**

HAR § 15-15-21 sets forth the standards used by the Commission for determining rural district boundaries. The proposed reclassification of the Petition Area from the Agricultural District to the Rural District conforms to those standards as shown by the following analysis:

- 1. Areas consisting of small farms; provided that the areas need not be included in this district if their inclusion will alter the general characteristics of the area.**

While the Petition Area was previously used for sugar cane cultivation, those operations have long been terminated. The Master Plan, however, reflects a range of land uses, and the proposed rural lots will be adjacent to existing agricultural lands and serve as a transitional zone between the agricultural lands and the proposed urban town centers.

- 2. Activities or uses as characterized by low-density residential lots of not less than one-half acre and a density of not more than one single-family dwelling per one-half acre in areas where “city-like” concentration of people, structures, streets, and urban level of services are absent, and where small farms are intermixed with the low-density residential lots.**

As stated above, the rural designated lands will serve as a transitional zone between the existing agricultural lands and the future urban town center. As reflected in the Master Plan, the use of the Petition Area within the proposed Rural District area call for a lots with a minimum of one-half acre to larger lots and a density of not more than one (1) single-family dwelling per one-half acre.

- 3. It may also include parcels of land which are surrounded by, or contiguous to this district, and are not suited to low-density residential uses for small farm or agricultural uses.**

There are currently no Rural-designated lands in Olowalu. However, Olowalu is presently known for its small village environs. Land uses in Olowalu include the Olowalu General Store, a plantation-era single-family residential cluster known as Kapaiki Village, the former plantation manager’s house and associated residences, Camp Olowalu (formerly Camp Pecusa), the Olowalu Cultural Reserve, and small farming operations. Thus, while the areas proposed for “Rural” classification are not technically surrounded by or contiguous to rural-designated lands, the areas are surrounded by and contiguous to lands which can be characterized

by rural types of uses. The areas proposed for rural designation are envisioned to be low-density residential transition zones between the agricultural lands and the urban town centers, and will not preclude small-scale agricultural operations.

B. Conformity of the Reclassification to the Standards for Determining the Boundaries of the Urban District

HAR § 15-15-18 sets forth the standards used by the Commission for determining urban district boundaries. The proposed reclassification of the Petition Area from the Agricultural District to the Urban District conforms to those standards as shown by the following analysis:

1. Lands characterized by “city-like” concentrations of people, structures, streets, urban level of services and other related land uses.

The Petition Area is located in Olowalu, which previously included high concentrations of people and structures from pre-Western contact to the present day. As a plantation community, Olowalu was a thriving community consisting of housing, employment centers, stores, churches, school, theater, and agricultural fields. The old wharf was used to transport agricultural goods and the village near the existing Olowalu Store served as the community’s gathering place. The Master Plan will re-establish this once thriving community which declined with the demise of sugar cane in the West Maui region.

2. Proximity to centers of trading and employment except where the development would generate new centers of trading and employment.

The Master Plan will re-establish the Olowalu community by creating new opportunities for housing, employment, and related support services. The Master Plan includes a range of land uses which transition from neighborhood town centers, to rural, to agriculture, to civic, to natural and open space. The rural and urban land uses in the Master Plan will serve as

the main centers of housing, employment opportunities, as well as social and civic gathering areas.

3. Availability of basic services such as schools, parks, wastewater systems, solid waste disposal, drainage, water, transportation systems, public utilities, and police and fire protection.

The Master Plan for the Petition Area includes basic services, such as opportunities for public facilities such as parks, schools, community centers, police, and fire. Infrastructure services such as a private water system, private wastewater treatment facility, and a future bypass highway to Honoapiilani Highway are included in the Master Plan for the Petition Area.

Additional details concerning the preliminary engineering and drainage analyses conducted for the Petition Area and the proposed development will be included in Petitioners' EIS.

4. Sufficient reserve areas for foreseeable urban growth.

The proposed Master Plan development is a comprehensively planned community that includes sufficient areas for foreseeable urban growth. Importantly, the County of Maui's 2030 General Plan update process will specifically examine other areas on Maui which are appropriate for future urban growth. Significantly, both the General Plan Advisory Committee and the Maui Planning Commission have recommended to the County Council that the Master Plan be included within the Maui Island Plan's urban growth boundaries. Further, the Maui Island Plan will help to insure that there are sufficient reserve areas for the island's foreseeable urban growth.

5. Lands with satisfactory topography, drainage, and reasonably free from the danger of any flood, tsunami, unstable soil condition, and other adverse environmental effects.

The Petition Area encompasses a range of topographic conditions from the generally flat coastal area makai and mauka of Honoapiilani Highway, to steeper riverine conditions along Olowalu Stream. The higher density residential areas and neighborhood town centers have been carefully located along the flat coastal areas to avoid topographical constraints and to avoid the grading of any significant natural land features.

As indicated by the Flood Insurance Rate Map, the Petition Area is located within several zones: Zone X (area of moderate flood hazard), Zone A (area of 1 percent chance of flooding), Zone AE (base floodplain), Zone AO (river or stream flood hazard areas), and Zone VE (area of 1 percent or greater chance of flooding and hazard from storm waves).

6. Land contiguous with existing urban areas shall be given more consideration than non-contiguous land, and particularly when indicated for future urban use on state or county general plans.

Although the Petition Area is not contiguous to other urban lands, the Master Plan is viewed as an opportunity to re-establish a village community to meet the island's growing needs for housing. Significantly, both the General Plan Advisory Committee and the Maui Planning Commission have recommended to the County Council the inclusion of the Master Plan in the urban and rural growth boundaries of the Maui Island Plan.

7. Lands in appropriate locations for new urban concentrations and consideration to areas of urban growth as shown on state and county general plans.

As noted above, both the General Plan Advisory Committee and the Maui Planning Commission recommended to the County Council the inclusion of the Master Plan in the urban and rural growth boundaries of the Maui Island Plan.

8. **May include lands which do not conform to the standards in paragraphs (1) to (5) of HAR § 15-15-18: (A) When surrounded by or adjacent to existing urban development; and (B) Only when those lands represent a minor portion of this district.**

While Petitioners believe the Petition Area conforms with the standards in paragraphs (1) to (5) of HAR § 15-15-18, it is significant to note that the Petition Area and the Master Plan envisions the re-establishment of the once thriving Olowalu community. Also, the Master Plan includes 40-50 acres of agricultural land, as well as, the Olowalu Cultural Reserve, which presently includes active cultivation of native crops and plants on approximately 75 acres of agricultural lands along Olowalu Stream. The Petition Area represents a minor portion of the lands in the agricultural district, as considerable agricultural land remains available on the island of Maui.

9. **Shall not include lands, the urbanization of which will contribute toward scattered spot urban development, necessitating unreasonable investment in public infrastructure or support services.**

Urbanization of the Petition Area will not contribute to scattered spot urban development. The Master Plan envisions the re-establishment of the Olowalu community, and infrastructure services, parks and the right-of-way for a future bypass highway will be provided by Petitioners. The Master Plan also includes provisions for public services, such as educational facilities, police, and fire.

The proposed development will not necessitate unreasonable public investment in infrastructure facilities or public services. Petitioners will be engaging in a number of infrastructure improvements to mitigate any potential impacts of the proposed development. These infrastructure improvements will be detailed in Petitioners' EIS. The Master Plan envisions a "complete" community which will offer more than just housing, but will also offer access to daily goods and services as well as addressing infrastructural needs.

10. **May include lands with a general slope of twenty percent or more if the commission finds that those lands are desirable and suitable for urban purposes and that the design and construction controls, as adopted by any federal, state or county agency, are adequate to protect the public health, welfare and safety, and the public's interest in the aesthetic quality of the landscape.**

The Petition Area's urban-related uses do not include lands with a general slope of twenty percent or more.

VI. PETITIONERS' PETITION AREA INTEREST

OLOWALU EKOLU LLC is the owner in fee simple of Tax Map Key No. (2) 4-8-003:124, and OLOWALU ELUA ASSOCIATES LLC is the owner in fee simple of Tax Map Key Nos. (2) 4-8-003: 084, 098 through 118. OLOWALU ELUA ASSOCIATES LLC has authorized Petitioner OLOWALU TOWN to file the Petition. OLOWALU TOWN LLC and OLOWALU EKOLU LLC will develop the Petition Area.

VII. PROPOSED DEVELOPMENT

Petitioners propose to develop the Petition Area into an attractive pedestrian-friendly community which will allow residents to live within walking distances of corner stores, schools, parks, employment opportunities, gathering centers, beaches/shoreline, and other social and civic resources. This "mixed-use" community will include residential, commercial/business, agricultural, civic, social, parks, and open spaces.

A number of on-site and off-site improvements will occur with the proposed development, which will be detailed in the engineering study conducted in connection with the preparation of Petitioners' EIS.

The proposed development will include affordable housing units as required by the County of Maui's Residential Workforce Housing Policy.

Development will commence immediately upon Petitioners obtaining all of the necessary land use entitlements and related permits.

VIII. PETITIONERS' FINANCIAL CONDITION

Petitioners' considerable financial strength and monetary assets, as well as Petitioners' substantial equity in the Petition Area provides the economic support needed to successfully carry out the representations and commitments spelled out in the proposed Master Plan. Additionally, Petitioners have valuable experience and expertise in real estate development, project management, and land use planning. The combination of Petitioners' financial strength, substantial equity in the underlying land, and development experience and expertise will contribute towards securing appropriate debt and equity and ultimately, provide assurance that the Master Plan project remains economically and financially viable. Evidence of Petitioners financial condition will be provided in the form of current balance sheet and income statements upon completion of the final EIS.

IX. DESCRIPTION OF THE PETITION AREA AND SURROUNDING AREAS

The Petition Area is currently undeveloped, fallow land which was previously used for the most part for sugar cane cultivation. Land uses in Olowalu include the Olowalu General Store, a plantation-era single-family residential cluster known as Kapaiki Village, the former plantation manager's house and associated residences, Camp Olowalu (formerly Camp Pecusa), the Olowalu Cultural Reserve, and small farming operations.

The Petition Area is located approximately fourteen (14) miles from Wailuku and four (4) miles from Lahaina. A more detailed description of the Petition Area and surrounding areas can be found in Petitioners' EISPN, with further details to be included in Petitioners' EIS.

The Petition Area is listed as “Prime” and “Other Important” Agricultural Land according to the Agricultural Lands of Importance to the State of Hawaii (ALISH) map as shown on Figure 10 of Petitioners’ EISPN.

The University of Hawaii Land Study Bureau’s Detailed Classification has classified the productivity of the land underlying the proposed project site as “A”, “B”, and “E”. This classification system rates lands on a scale of “A” to “E,” reflecting land productivity characteristics. Lands designated “A” are considered to be of highest productivity, with “E” rated lands ranked the lowest.

More specifically, the soil underlying the Petition Area is of the Pulehu-Ewa-Jaucas association. This series of soil consist of well-drained soils on alluvial fans and stream terraces and in basins.

X. IMPACTS OF THE PROPOSED DEVELOPMENT ON THE ENVIRONMENT

A preliminary discussion of the impacts of the proposed development on the environment is contained herein and in Petitioners’ EISPN. Additional details concerning the proposed development’s impacts on the environment will be provided as such information becomes available through the various studies which will be carried out in connection with the preparation of Petitioners’ EIS.

A. Environment.

The proposed development is not expected to have significant adverse impacts on the environment. While air quality and noise levels will be impacted to a certain extent during the course of development such as exhaust emissions from on-site construction equipment, construction vehicle traffic, and construction noise, the impact will be short-term. In addition,

best management practices that include performing construction-related activities in strict compliance with all applicable air and noise regulations will mitigate any temporary impacts.

Also, in the short-term, Best Management Practices will be implemented both prior to and during all grading and construction activities to minimize potential for impacts related to soil erosion and stormwater runoff. In the long-term, the project's master drainage plan will meet or exceed all required rules and regulations to prevent stormwater runoff impacts to downstream properties and the coastal marine environment.

B. Flora and Fauna.

Vegetation in the area is generally comprised of introduced grass species. Plant species typically associated with the area include kiawe, buffelgrass, opiuma, koa haole, and lantana. However, the Olowalu Cultural Reserve is actively cultivating native Hawaiian plants which are endemic, indigenous, and endangered within the boundaries of the reserve as part of its effort to re-establish native Hawaiian cultural activities. Cultivated plants to date include *'a'ali'i*, *kukui*, *naio papa*, *pili*, *akia*, *ohai*, *alahe'e*, *koa*, *koai'a*, *ulu*, and *olopua*.

Fauna in the area include introduced species such as the Spotted Dove, Japanese white-eye, and Mynah. There are no known habitats of rare, endangered or threatened species of flora or fauna found in or around the Petition Area.

C. Groundwater or Other Resources.

The drinking water (potable) requirements to support the Master Plan is approximately 750,000 gallons per day. The Olowalu aquifer's sustainable yield is estimated at 3.0 million gallons per day. Thus, the Master Plan is designed to utilize approximately 25% of the aquifer's sustainable yield.

There are no wetlands in the vicinity of the Petition Area. Olowalu Stream is a perennial stream located within the Petition Area, and serves as a source of nonpotable water for the existing homes in Olowalu, small-scale farming, and the Olowalu Cultural Reserve. Use of recycled water from private wastewater treatment plants for irrigation will provide opportunity to reduce the amount of stream water presently being diverted.

Four irrigation reservoirs are located within the Petition Area. To the extent that it is feasible, the reservoirs will be preserved and incorporated into the Master Plan's Water Management Plan.

D. Scenic Resources.

The scenic resources of the Petition Area are characterized by views to the Pacific Ocean and the islands of Lanai and Kahoolawe, and views mauka into Olowalu Valley. The Kihei-Makena coastline and the islet of Molokini are also visible from the Petition Area. The Petition Area is not part of a scenic corridor and will not impact views from inland vantage points.

E. Agriculture.

While approximately 320 acres of land would be removed from agriculture, substantial agricultural lands remain available on the island of Maui. Further details concerning the proposed development's impact on agriculture will be included in Petitioners' EIS.

F. Recreational Resources.

In addition to the numerous recreational resources in the area, Petitioners' proposed development will include over 230 acres set aside for parks and open space providing additional recreational opportunities for the proposed development and general area.

G. Culture and History.

The Petition Area is located in the Olowalu ahupua'a. Olowalu was an important agricultural area in pre-Western contact times, and the climate was ideal for producing taro. The Olowalu Cultural Reserve was established and incorporated in the State of Hawaii in January 2000. The objective of the non-profit Olowalu Cultural Reserve is the preservation and protection of the historical, cultural, and spiritual resources within the Olowalu ahupua'a. The Master Plan involves the expansion of the area of the Olowalu Cultural Reserve from approximately 75 acres to approximately 110 acres.

Based on historical research of the Petition Area, the proposed development will not adversely impact any cultural beliefs, practices, resources or gathering rights. A comprehensive analysis and details concerning the culture and history of the Petition Area will be included in Petitioners' EIS.

XI. IMPACTS OF THE PROPOSED DEVELOPMENT ON THE AVAILABILITY OR ADEQUACY OF PUBLIC SERVICES AND FACILITIES

A preliminary discussion of the impacts of the proposed development on public services and facilities is contained herein and in Petitioners' EISPN. Additional details concerning the proposed development's impacts on public services and facilities will be provided as such information becomes available through the various studies which will be carried out in connection with the preparation of Petitioners' EIS.

The Petition Area is suitable for the proposed development and any project-related impacts, such as on drainage and traffic, can be readily mitigated with the implementation of the various improvements.

Regional access to the proposed development will be provided from Honoapiilani Highway. A significant infrastructural component of the Master Plan is the proposed relocation of Honoapiilani Highway further inland. This will be in keeping with the County of Maui's proposed Pali to Puamana Master Plan for the area. A comprehensive traffic impact analysis will be provided in Petitioners' EIS.

The Master Plan will utilize a dual water system which includes both potable (drinking) and non-potable water. The drinking water requirement to support the Master Plan is approximately 750,000 gallons per day. The Olowalu aquifer's sustainable yield is estimated at 3.0 million gallons per day. Thus, the proposed project is designed to utilize 25% of the aquifer's sustainable daily yield.

Currently, Olowalu Stream, a perennial stream, serves as a source of non-potable water for the existing homes in Olowalu, small-scale farming, and the Olowalu Cultural Reserve. Use of recycled water from state-of-the-art private wastewater treatment plants for irrigation will provide an opportunity to reduce the amount of stream water presently being diverted.

XII. LOCATION OF THE PROPOSED DEVELOPMENT TO ADJACENT LAND USE DISTRICTS AND CENTERS OF TRADING AND EMPLOYMENT

The Petition Area is located approximately fourteen (14) miles from Wailuku and four (4) miles from Lahaina. Wailuku, which is the County's seat of government, and Lahaina are centers of trading and employment with numerous professional and business services.

XIII. ECONOMIC IMPACTS OF THE PROPOSED RECLASSIFICATION OR DEVELOPMENT

Market studies have shown that there is a significant shortage of affordable housing on the island of Maui. The median sales price for Lahaina reported by the Realtor's Association of Maui, Inc. was \$650,000.00 from January to November 2009. The socio-

economic forecast data prepared for the County of Maui's 2030 General Plan Update process reflect a continuing increase in housing demand.

The Master Plan will provide 1,500 residential units in a variety of product types, and affordable housing will be provided in accordance with the County of Maui's Residential Workforce Housing Policy. An update of the market study for the Master Plan will be included in Petitioners' EIS.

On a short-term basis, the proposed development will have a direct beneficial impact on the local economy during construction through construction and construction-related employment. Over the long term, a key component of the proposed Master Plan is the economic viability of the project in providing centers of employment within the project, as well as offering daily goods and services to the community's residents. The commercial uses in the project will be supported by the community's residents, as well as highway traffic and tourists. The residential homeowners in the project will also require various services related to home maintenance and improvement that will further support the local economy. Additional details regarding the proposed development's economic impacts will be provided as such information becomes available through studies conducted in connection with preparation of Petitioners' EIS.

XIV. HOUSING NEEDS

As stated above, there is a significant shortage of affordable housing on the island of Maui, and the forecast is that demand for housing will continue to increase. The proposed development will provide purchasers with opportunities to purchase a residential unit that will be offered in a variety of product types, including houses, apartments, live-work apartments, cottages, rural homes, and farmsteads. Dwelling units will be offered as both rental and fee

ownership. A substantial portion of the dwelling units are planned for much-needed affordable housing and senior living.

The proposed development will assist in alleviating the current supply-and-demand pressures on Maui's current housing market by providing additional housing products and opportunities for long-term local residents. Additional details concerning housing needs will be provided through consultant studies prepared in connection with Petitioners' EIS. Petitioners will work closely with the County of Maui Department of Housing and Human Concerns regarding the affordable housing requirements and policies as they pertain to the proposed development.

XV. NEED FOR RECLASSIFICATION

Reclassification of the Petition Area from its current "Agricultural" designation to "Rural" and "Urban" designations is necessary in order for Petitioners to develop the Petition Area. In addition, the Petition Area's predominant "Agricultural" zoning, and "Agricultural", "Conservation", and "Park" community plan designations do not allow for the proposed development. A portion of the Master Plan on the makai side of Honoapiilani Highway is currently zoned "R-3 Residential", "A-3 Apartment", and "Hotel".

Petitioners will be filing separate Change in Zoning and Community Plan Amendment applications with the Maui Planning Commission, with final action to be taken by the Maui County Council. Approval of these applications will allow for the Petition Area to be developed in accordance with Petitioners' plans.

XVI. CONFORMANCE WITH THE HAWAII STATE PLAN

The Hawaii State Plan, found in HRS § 226, is a comprehensive guide for the future long-range development of the State. Among other things, the Hawaii State Plan's

purposes are to identify the goals, objectives, policies, and priorities for the State, provide a basis for allocating limited resources, and improve coordination between federal, state, and county agencies. A detailed discussion of the proposed development's conformance with the Hawaii State Plan is included in Petitioners' EISPN, and will also be included in Petitioners' EIS.

A. Goals of the Hawaii State Plan.

The Hawaii State Plan sets forth goals, several of which the proposed development is consistent with. Those goals are:

- A strong, viable economy, characterized by stability, diversity, and growth, that enables the fulfillment of the needs and expectations of Hawaii's present and future generations.
- A desired physical environment, characterized by beauty, cleanliness, quiet, stable natural systems, and uniqueness, that enhances the mental and physical well-being of the people.
- Physical, social, and economic well-being, for individuals and families in Hawaii, that nourishes a sense of community responsibility, of caring, and of participation in community life.

B. Objectives and Policies of the Hawaii State Plan.

The Hawaii State Plan also provides numerous objectives and policies for the State. In particular, the proposed reclassification conforms to the following objectives and policies:

1. Section 226-5 Objective and policies for population.

It shall be the objective in planning for the State's population to guide population growth to be consistent with the achievement of physical, economic, and social objectives contained in this chapter.

To achieve the population objective, it shall be the policy of this State to:

- a. Manage population growth statewide in a manner that provides increased opportunities for Hawaii's people to pursue their physical, social, and economic aspirations while recognizing the unique needs of each county.
- b. Encourage an increase in economic activities and employment opportunities on the neighbor islands consistent with community needs and desires.
- c. Promote increased opportunities for Hawaii's people to pursue their socio-economic aspirations throughout the islands.
- d. Plan the development and availability of land and water resources in a coordinated manner so as to provide for the desired levels of growth in each geographic area.

2. Section 226-6 Objectives and policies for the economy--in general.

Planning for the State's economy in general shall be directed toward achievement of the following objectives:

- a. Increased and diversified employment opportunities to achieve full employment, increased income and job choice, and improved living standards for Hawaii's people.
- b. A steadily growing and diversified economic base that is not overly dependent on a few industries, and includes the development and expansion of industries on the neighbor islands.

3. §226-11 Objectives and policies for the physical environment--land-based, shoreline, and marine resources.

Planning for the State's physical environment with regard to land-based, shoreline, and marine resources shall be directed towards achievement of the following objectives:

- a. Prudent use of Hawaii's land-based, shoreline, and marine resources.
- b. Effective protection of Hawaii's unique and fragile environmental resources.

To meet these objectives, it shall be the State policy to:

- a. Ensure compatibility between land-based and water-based activities and natural resources and ecological systems.
- b. Take into account the physical attributes of areas when planning and designing activities and facilities.
- c. Manage natural resources and environs to encourage their beneficial and multiple use without generating costly or irreparable environmental damage.
4. **§226-12 Objective and policies for the physical environment--scenic, natural beauty, and historic resources.**

Planning for the State's physical environment shall be directed towards achievement of the objective of enhancement of Hawaii's scenic assets, natural beauty, and multi-cultural/historical resources.

To achieve the scenic, natural beauty, and historic resources objective, it shall be the policy of this State to:

- a. Promote the preservation and restoration of significant natural and historic resources.
- b. Promote the preservation of views and vistas to enhance the visual and aesthetic enjoyment of mountains, ocean, scenic landscapes, and other natural features.
- c. Protect those special areas, structures, and elements that are an integral and functional part of Hawaii's ethnic and cultural heritage.
- d. Encourage the design of developments and activities that complement the natural beauty of the islands.

5. §226-13 Objectives and policies for the physical environment--land, air, and water quality.

Planning for the State's physical environment with regard to land, air, and water quality shall be directed towards achievement of the following objectives:

- a. Maintenance and pursuit of improved quality in Hawaii's land, air, and water resources.
- b. Greater public awareness and appreciation of Hawaii's environmental resources.

To achieve the land, air, and water quality objectives, it shall be the policy of this

State to:

- a. Reduce the threat to life and property from erosion, flooding, tsunamis, hurricanes, earthquakes, volcanic eruptions, and other natural or man-induced hazards and disasters.
- b. Encourage design and construction practices that enhance the physical qualities of Hawaii's communities.

6. Section 226-14 Objective and policies for facility systems--in general.

Planning for the State's facility systems in general shall be directed towards achievement of the objective of water, transportation, waste disposal, and energy and telecommunication systems that support statewide social, economic, and physical objectives.

To achieve the general facility systems objective, it shall be the policy of this

State to:

- a. Accommodate the needs of Hawaii's people through coordination of facility systems and capital improvement priorities in consonance with state and county plans.
- b. Encourage flexibility in the design and development of facility systems to promote prudent use of resources and accommodate changing public demands and priorities.
- c. Ensure that required facility systems can be supported within resource capacities and at reasonable cost to the user.

7. Section 226-15 Objectives and policies for facility systems--solid and liquid wastes.

Planning for the State's facility systems with regard to solid and liquid wastes shall be directed towards the achievement of the following objectives:

- a. Maintenance of basic public health and sanitation standards relating to treatment and disposal of solid and liquid wastes.
- b. Provision of adequate sewerage facilities for physical and economic activities that alleviate problems in housing, employment, mobility, and other areas.

To meet these objectives, it shall be the State's policy to encourage the adequate development of sewerage facilities that complement planned growth.

8. Section 226-16 Objective and policies for facility systems--water.

Planning for the State's facility systems with regard to water shall be directed towards achievement of the objective of the provision of water to adequately accommodate domestic, agricultural, commercial, industrial, recreational, and other needs within resource capacities.

To achieve the facility systems water objective, it shall be the policy of this State to:

- a. Coordinate development of land use activities with existing and potential water supply.
- b. Reclaim and encourage the productive use of runoff water and wastewater discharges.
- c. Assist in improving the quality, efficiency, service, and storage capabilities of water systems for domestic and agricultural use.
- d. Support water supply services to areas experiencing critical water problems.

- e. Promote water conservation programs and practices in government, private industry, and the general public to help ensure adequate water to meet long-term needs.

9. Section 226-17 Objectives and policies for facility systems--transportation.

Planning for the State's facility systems with regard to transportation shall be directed towards the achievement of the following objectives:

- a. An integrated multi-modal transportation system that services statewide needs and promotes the efficient, economical, safe, and convenient movement of people and goods.
- b. A statewide transportation system that is consistent with and will accommodate planned growth objectives throughout the State.

To achieve the transportation objectives, it shall be the policy of this State to:

- a. Design, program, and develop a multi-modal system in conformance with desired growth and physical development as stated in this chapter.
- b. Promote a reasonable level and variety of mass transportation services that adequately meet statewide and community needs.
- c. Encourage transportation systems that serve to accommodate present and future development needs of communities.
- d. Encourage the design and development of transportation systems sensitive to the needs of affected communities and the quality of Hawaii's natural environment.
- e. Encourage safe and convenient use of low-cost, energy-efficient, non-polluting means of transportation.

10. Section 226-18 Objectives and policies for facility systems--energy.

Planning for the State's facility systems with regard to energy shall be directed toward the achievement of the following objectives, giving due consideration to:

- a. Dependable, efficient, and economical statewide energy systems capable of supporting the needs of the people.
- b. Increased energy self-sufficiency where the ratio of indigenous to imported energy use is increased.

11. Section 226-19 Objectives and policies for socio-cultural advancement--housing.

Planning for the State's socio-cultural advancement with regard to housing shall be directed toward the achievement of the following objectives:

- a. Greater opportunities for Hawaii's people to secure reasonably priced, safe, sanitary, and livable homes, located in suitable environments that satisfactorily accommodate the needs and desires of families and individuals, through collaboration and cooperation between government and nonprofit and for-profit developers to ensure that more affordable housing is made available to very low, low- and moderate-income segments of Hawaii's population.
- b. The orderly development of residential areas sensitive to community needs and other land uses.
- c. The development and provision of affordable rental housing by the State to meet the housing needs of Hawaii's people.

To achieve the housing objectives, it shall be the policy of this State to:

- a. Effectively accommodate the housing needs of Hawaii's people.
- b. Stimulate and promote feasible approaches that increase housing choices for low-income, moderate-income, and gap-group households.
- c. Increase home ownership and rental opportunities and choices in terms of quality, location, cost, densities, style, and size of housing.
- d. Foster a variety of lifestyles traditional to Hawaii through the design and maintenance of neighborhoods that reflect the culture and values of the community.

12. Section 226-23 Objective and policies for socio-cultural advancement --leisure.

Planning for the State's socio-cultural advancement with regard to leisure shall be directed towards the achievement of the objective of the adequate provision of resources to accommodate diverse cultural, artistic, and recreational needs for present and future generations.

To achieve the leisure objective, it shall be the policy of this State to:

- a. Foster and preserve Hawaii's multi-cultural heritage through supportive cultural, artistic, recreational, and humanities-oriented programs and activities.
- b. Provide a wide range of activities and facilities to fulfill the cultural, artistic, and recreational needs of all diverse and special groups effectively and efficiently.
- c. Enhance the enjoyment of recreational experiences through safety and security measures, educational opportunities, and improved facility design and maintenance.
- d. Promote the recreational and educational potential of natural resources having scenic, open space, cultural, historical, geological, or biological values while ensuring that their inherent values are preserved.
- e. Ensure opportunities for everyone to use and enjoy Hawaii's recreational resources.
- f. Assure the availability of sufficient resources to provide for future cultural, artistic, and recreational needs.

13. Section 226-25 Objective and policies for socio-cultural advancement --culture.

Planning for the State's socio-cultural advancement with regard to culture shall be directed toward the achievement of the objective of enhancement of cultural identities, traditions, values, customs, and arts of Hawaii's people.

To achieve the culture objective, it shall be the policy of this State to:

- a. Foster increased knowledge and understanding of Hawaii's ethnic and cultural heritages and the history of Hawaii.
- b. Support activities and conditions that promote cultural values, customs, and arts that enrich the lifestyles of Hawaii's people and which are sensitive and responsive to family and community needs.

The foregoing State Plan objectives and policies will be advanced through the implementation of the proposed Olowalu Town Master Plan. Additional reviews of the State Plan and State Functional Plans will be undertaken following completion of all technical studies for Petitioners' EIS.

XVII. CONFORMANCE WITH THE COASTAL ZONE MANAGEMENT PROGRAM

Hawaii's Coastal Zone Management Program ("CZM"), found in HRS § 205A, establishes numerous objectives, policies, and standards to guide and regulate public and private uses in the coastal zone management area. A preliminary discussion of the proposed development's conformance to the CZM is included in Petitioners' EISPN. A more detailed discussion will be included in Petitioners' EIS. The proposed development's relationship is in keeping with the following applicable CZM considerations:

A. Recreational Resources

HRS § 205A-2(b)(1)(A) provides that the CZM's stated objective is to "[p]rovide coastal recreational opportunities accessible to the public." The statute provides several policies to achieve this objective. Those policies are:

- a. Improve coordination and funding of coastal recreational planning and management, and
- b. Provide adequate, accessible, and diverse recreational opportunities in the coastal zone management area by:
 - i. Protecting coastal resources uniquely suited for recreational activities that cannot be provided in other areas;
 - ii. Requiring replacement of coastal resources having significant recreational value, including but not limited to surfing sites, fishponds, and sand beaches, when such resources will be unavoidably damaged by development; or requiring reasonable monetary compensation to the state for recreation when replacement is not feasible or desirable;
 - iii. Providing and managing adequate public access, consistent with conservation of natural resources, to and along shorelines with recreational value;
 - iv. Providing an adequate supply of shoreline parks and other recreational facilities suitable for public recreation;

- v. Ensuring public recreational use of county, state, and federally owned or controlled shoreline lands and waters having recreational value consistent with public safety standards and conservation of natural resources;
- vi. Adopting water quality standards and regulating point and non-point sources of pollution to protect, and where feasible, restore the recreational value of coastal waters;
- vii. Developing new shoreline recreational opportunities, where appropriate, such as artificial lagoon, artificial beaches, and artificial reefs for surfing and fishing; and
- viii. Encouraging reasonable dedication of shoreline areas with recreational value for public use as part of discretionary approvals or permits by the land use commission, board of land and natural resources, county planning commissions; and crediting such dedication against the requirements of Section 46-6, HRS.

The proposed development will not negatively affect coastal zone recreational opportunities. Additional recreational opportunities will be enhanced and provided by the proposed development through significant areas of additional park and open space areas.

B. Historic Resources

HRS § 205A-2(b)(2)(A) provides that the CZM’s objective is to “[p]rotect, preserve and, where desirable, restore those natural and manmade historic and prehistoric resources in the coastal zone management area that are significant in Hawaiian and American history and culture.” In furtherance of this objective, the statute states several policies. These policies are to:

- a. Identify and analyze significant archaeological resources;
- b. Maximize information retention through preservation of remains and artifacts or salvage operations; and
- c. Support state goals for protection, restoration, interpretation, and display of historic resources.

The proposed development is not anticipated to adversely affect significant historic or archaeological resources. Archaeological inventory surveys of the Petition Area were prepared and will be updated in connection with the preparation of Petitioners' EIS. Appropriate mitigation measures will be included in Petitioners' EIS.

C. Scenic and Open Space Resources

HRS § 205A-2(b)(3)(A) states that the CZM's objective is to "[p]rotect, preserve and, where desirable, restore or improve the quality of coastal scenic and open space resources."

The policies to achieve this objective are as follows:

- a. Identify valued scenic resources in the coastal zone management area;
- b. Ensure that new developments are compatible with their visual environment by designing and locating such developments to minimize the alteration of natural landforms and existing public views to and along the shoreline;
- c. Preserve, maintain, and, where desirable, improve and restore shoreline open space and scenic resources; and
- d. Encourage those developments which are not coastal dependent to locate in inland areas.

The proposed development will not adversely impact scenic or open space resources. The proposed development will not affect public views to and along the shoreline. The Master Plan offers an architecturally integrated plan which sets standards for height, landscaping, and open space corridors.

D. Coastal Ecosystems

HRS § 205A-2(b)(4)(A) provides that the CZM's objective is to "[p]rotect valuable coastal ecosystems, including reefs, from disruption and minimize adverse impacts on all coastal ecosystems." The policies set forth in the statute are:

- a. Improve the technical basis for natural resource management;
- b. Preserve valuable coastal ecosystems, including reefs, of significant biological or economic importance;
- c. Minimize disruption or degradation of coastal water ecosystems by effective regulation of stream diversions, channelization, and similar land and water uses, recognizing competing water needs; and
- d. Promote water quantity and quality planning and management practices which reflect the tolerance of fresh water and marine ecosystems and prohibit land and water uses which violate state water quality standards.

Petitioners will ensure that appropriate Best Management Practices related to erosion control measures are implemented during construction of the proposed development to prevent significant impacts upon both coastal water ecosystems and adjoining downstream properties. The completion of the proposed development will not significantly disrupt or impact coastal ecosystems. In conjunction with engineering and drainage studies, an appropriate assessment and analysis of existing coastal and marine ecosystems will be included in Petitioners' EIS.

E. Economic Uses

HRS § 205A-2(b)(5)(A) states that the CZM's objective is to "[p]rovide public or private facilities and improvements important to the State's economy in suitable locations." The policies to achieve this objective are:

- a. Concentrate coastal dependent development in appropriate areas;
- b. Ensure that coastal dependent development such as harbors and ports, and coastal related development such as visitor facilities and energy generating facilities, are located, designed, and constructed to minimize adverse social, visual, and environmental impacts in the coastal zone management area; and
- c. Direct the location and expansion of coastal dependent developments to areas presently designated and used for such developments and permit

reasonable long term growth at such areas, and permit coastal dependent development outside of presently designated areas when:

- i. Use of presently designated locations is not feasible;
- ii. Adverse environmental effects are minimized; and
- iii. The development is important to the State's economy.

No adverse economic impacts will be generated as a result of the proposed development. Rather, the proposed development will benefit the local economy by creating construction-related employment, as well as stimulating the economy both short term and long term. The proposed development will also generate market and affordable housing to meet existing demand. An economic study of the Master Plan will be included in Petitioners' EIS.

F. Coastal Hazards

HRS §205A-2(b)(6)(A) states that the CZM's objective is to "[r]educe hazard to life and Petition Area from tsunami, storm waves, stream flooding, erosion, subsidence and pollution." The policies toward achieving this objective are to:

- a. Develop and communicate adequate information about storm wave, tsunami, flood, erosion, subsidence, and point and nonpoint source pollution hazards;
- b. Control development in areas subject to storm wave, tsunami, flood, erosion, hurricane, wind, subsidence, and point and nonpoint pollution hazards;
- c. Ensure that developments comply with requirements of the Federal Flood Insurance Program;
- d. Prevent coastal flooding from inland projects; and
- e. Develop a coastal point and nonpoint source pollution control program.

As previously stated, the Petition Area is located within several flood zone categories. Land planning principles will be employed to respect flood-sensitive areas, and

drainage improvements will be designed in accordance with applicable regulatory standards to ensure that the proposed development will not adversely affect downstream properties from the effects of flooding and erosion.

G. Managing Development

HRS §205A-2(b)(7)(A) states that the CZM’s objective is to “[i]mprove the development review process, communication, and public participation in the management of coastal resources and hazards.” Stated policies are:

- a. Use, implement, and enforce existing law effectively to the maximum extent possible in managing present and future coastal zone development;
- b. Facilitate timely processing of applications for development permits and resolve overlapping of conflicting permit requirements; and
- c. Communicate the potential short and long term impacts of proposed significant coastal developments early in their life cycle and in terms understandable to the public to facilitate public participation in the planning and review process.

The Petition, as well as the Community Plan Amendment and Change in Zoning application processes that are involved with the proposed development, involve comprehensive review by various governmental agencies, the Maui Planning Commission, and the Maui County Council. In addition, the environmental impact statement process pursuant to HRS § 343 will also involve a comprehensive review of the proposed development. Participation is afforded at public hearings for these processes. All applicable state and county requirements will be adhered to both in the design and construction of the proposed development.

Petitioners have developed the Master Plan through intensive community-based planning, including a week-long series of workshops which involved more than 1,350 participants to help guide the formulation of the Master Plan. The workshops involved input from residents, professionals, town planners, and government agencies with valuable knowledge

and experiences. Project plans were continuously evaluated, assessed, and updated to incorporate the views of participants.

H. Public Participation

HRS §205A-2(b)(8)(A) states that the CZM's objective is to "[s]timulate public awareness, education, and participation in coastal management." The various policies set forth toward this objective are:

- a. Maintain a public advisory body to identify coastal management problems and to provide policy advice and assistance to the coastal zone management program;
- b. Disseminate information on coastal management issues by means of educational materials, published reports, staff contact, and public workshops for persons and organizations concerned with coastal related issues, developments, and government activities; and
- c. Organize workshops, policy dialogues and site-specific mediations to respond to coastal issues and conflicts.

As noted above, ample opportunity for agency and public review of the proposed development is provided through the various processes that are required before it can proceed. Additionally, Petitioners have developed the Master Plan through intensive community-based planning, including a week-long series of workshops which involved more than 1,350 participants to help guide the formulation of the Master Plan. In July 2007, Petitioner Olowalu Town, LLC, published and mailed a 12-page newspaper to every postal address on the island of Maui to provide an update on the results of the workshops, and sought additional community feedback on the Master Plan. Petitioners will continue to seek community input through ongoing meetings with local residents and organizations.

I. Beach Protection

HRS §205A-2(b)(9)(A) states that the CZM's objective is to "[p]rotect beaches for public use and recreation." The CZM's stated policies are:

- a. Locate new structures inland from the shoreline setback to conserve open space and to minimize loss of improvements due to erosion;
- b. Prohibit construction of private erosion protection structures seaward of the shoreline, except when they result in improved aesthetic and engineering solutions to erosion at the sites and do not interfere with existing recreational and waterline activities; and
- c. Minimize the construction of public erosion protection structures seaward of the shoreline.

The proposed development will utilize appropriate Best Management Practices to manage overall drainage. The proposed development will obtain a comprehensive drainage system that will retain project-related incremental increases in runoff. Also, an assessment of existing coastal resources and beach processes will be included as part of Petitioners' EIS.

J. Marine Resources

HRS §205A-2(b)(10)(A) states that the CZM's objective is to "[i]mplement the State's ocean resources management plan." The statute provides several policies to achieve this objective. These policies are:

- a. Exercise an overall conservation ethic, and practice stewardship in the protection, use, and development of marine and coastal resources;
- b. Assure that the use and development of marine and coastal resources are ecologically and environmentally sound and economically beneficial;
- c. Coordinate the management of marine and coastal resources and activities management to improve effectiveness and efficiency;
- d. Assert and articulate the interests of the State as a partner with federal agencies in the sound management of ocean resources within the United States exclusive economic zone;

- e. Promote research, study, and understanding of ocean processes, marine life, and other ocean resources in order to acquire and inventory information necessary to understand how ocean development activities relate to and impact upon ocean and coastal resources; and
- f. Encourage research and development of new, innovative technologies for exploring, using, or protecting marine and coastal resources.

A marine biological and water quality baseline study will be undertaken and presented in Petitioners' EIS. Petitioners will utilize appropriate best management practices to ensure that construction runoff is appropriately handled, thus minimizing any impacts to coastal waters.

Based on the foregoing analysis, the proposed development will not have any significant adverse impact on the SMA and is consistent with the objectives and policies of the CZM.

XVIII. CONFORMANCE WITH COUNTY GENERAL PLAN, COMMUNITY PLAN, AND ZONING

A. General Plan

The General Plan of the County of Maui ("General Plan") was adopted in 1980, and updated in 1990. The General Plan is a statement of the long-range social, economic, environmental, and design objectives for the general welfare and prosperity of the people of Maui County. Section 8-8.5 of the Revised Charter of the County of Maui states:

The general plan shall indicate desired population and physical development patterns for each island within the county; shall address the unique problems and needs of each island and region within the county; shall explain the opportunities and the social, economic, and environmental consequences related to potential developments; and shall set forth the desired sequence, patterns, and characteristics of future developments. The general plan shall identify objectives to be achieved, and priorities, policies and implementing actions to be pursued with respect to population density, land use maps, land use regulations, transportation systems, public and community facility locations, water and

sewage systems, visitor destinations, urban design, and other matters related to development.

Chapter 2.80B of the Maui County Code, relating to the General Plan and Community Plans, implements the foregoing Charter provision through enabling legislation which calls for a Countywide Policy Plan and a Maui Island Plan. The Countywide Policy Plan was adopted as Ordinance No. 3732 on March 24, 2010. The Maui Island Plan is currently in the process of review and formulation by the Maui County Council.

B. Countywide Policy Plan

With regard to the Countywide Policy Plan, Section 2.80B.030 of the Maui County Code states the following.

The countywide policy plan shall provide broad policies and objectives which portray the desired direction of the County's future. The countywide policy plan shall include:

1. *A vision for the County;*
2. *A statement of core themes or principles for the County; and*
3. *A list of countywide objectives and policies for population, land use, the environment, the economy, and housing.*

Core principles set forth in the Countywide Policy Plan are listed as follows:

1. Excellence in the stewardship of the natural environment and cultural resources;
2. Compassion for and understanding of others;
3. Respect for diversity;
4. Engagement and empowerment of Maui County residents;
5. Honor for all cultural traditions and histories;
6. Consideration of the contributions of past generations as well as the needs of future generations;
7. Commitment to self-sufficiency;

8. Wisdom and balance in decision making;
9. Thoughtful, island-appropriate innovation; and
10. Nurturance of the health and well-being of our families and our communities.

Congruent with these core principles, the Countywide Policy Plan identifies goals objectives, policies and implementing actions for pertinent functional planning categories, which are identified as follows:

1. Natural environment
2. Local cultures and traditions
3. Education
4. Social and healthcare services
5. Housing opportunities for residents
6. Local economy
7. Parks and public facilities
8. Transportation options
9. Physical infrastructure
10. Sustainable land use and growth management
11. Good governance

C. Olowalu Town Master Plan

With respect to the Olowalu Town Master Plan, the following goals, objectives, policies and implementing actions are illustrative of the project's compliance with the Countywide Policy Plan.

1. Protect the Natural Environment:

Goal: Maui County's natural environment and distinctive open spaces will be preserved, managed, and cared for in perpetuity.

Objective:

- Improve the stewardship of the natural environment.

Policy:

- Provide public access to beaches and shorelines for recreational and cultural purposes where appropriate.

2. Preserve Local Cultures and Traditions:

Goal: Maui County will foster a spirit of pono and protect, perpetuate, and reinvigorate its residents' multi-cultural values and traditions to ensure that current and future generations will enjoy the benefits of their rich island heritage.

Objective:

- Perpetuate the Hawaiian culture as a vital force in the lives of residents.

Policies:

- Protect and preserve access to mountain, ocean, and island resources for traditional Hawaiian cultural practices.
- Prohibit inappropriate development of cultural lands and sites that are important for traditional Hawaiian cultural practices, and establish mandates for the special protection of these lands in perpetuity.
- Promote the use of ahupuaa and moku management practices.
- Recognize and preserve the unique natural and cultural characteristics of each ahupuaa or district.

Objective:

- Preserve for present and future generations the opportunity to know and experience the arts, culture, and history of Maui County.

Policies:

- Foster teaching opportunities for cultural practitioners to share their knowledge and skills.
- Support the development of cultural centers.

Objective:

- Preserve and restore significant historic architecture, structures, cultural sites, cultural districts, and cultural landscapes.

Policies:

- Protect and preserve lands that are culturally or historically significant.
- Perpetuate the authentic character and historic integrity of rural communities and small towns.
- Protect summits, slopes, and ridgelines from inappropriate development.
- Provide opportunities for public involvement with restoration and enhancement of all types of cultural resources.
- Foster partnerships to identify and preserve or revitalize historic and cultural sites.

3. Improve Education:

Goal: Residents will have access to lifelong formal and informal educational options enabling them to realize their ambitions.

Objective:

- Provide nurturing learning environments that build skills for the 21st century.

Policies:

- Encourage collaborative partnerships to improve conditions of learning environments.
- Promote development of neighborhood schools and educational centers.
- Integrate schools, community parks, and playgrounds, and expand each community's use of these facilities.
- Design school and park facilities in proximity to residential areas.
- Encourage alternative learning and educational opportunities.

Implementing Action: Develop safe walking and bicycling programs for school children.

Objective:

- Provide all residents with educational opportunities that can help them better understand themselves and their surroundings and allow them to realize their ambitions.

Policies:

- Promote the teaching of traditional practices, including aquaculture; subsistence agriculture; Pacific Island, Asian, and other forms of alternative health practices; and indigenous Hawaiian architecture.
- Integrate cultural and environmental values in education, including self sufficiency and sustainability.

- Foster a partnership and ongoing dialogue between business organizations, formal educational institutions, and vocational training centers to tailor learning and mentoring programs to County needs.

Objective:

- Maximize community-based educational opportunities.

Policies:

- Support the development of a wide range of informal educational and cultural programs for all residents.

- Attract learning institutions and specialty schools to diversify and enhance educational opportunities.

- Support community facilities such as museums, libraries, nature centers, and open spaces that provide interactive-learning opportunities for all ages.

4. Expand Housing Opportunities for Residents:

Goal: Quality, island-appropriate housing will be available to all residents.

Objective:

- Reduce the affordable housing deficit for residents.

Policies:

- Ensure that an adequate and permanent supply of affordable housing, both new and existing units, be made available for purchase or rental to our resident and/or workforce population, with special emphasis on providing housing for low- to moderate-income families, and ensure that all affordable housing remains affordable in perpetuity.

- Develop neighborhoods with a mixture of accessible and integrated community facilities and services.

Objective:

- Increase the mix of housing types in towns and neighborhoods to promote sustainable land use planning, expand consumer choice, and protect the County's rural and small-town character.

Policies:

- Design neighborhoods to foster interaction among neighbors.
- Encourage a mix of social, economic, and age groups within neighborhoods.
- Develop workforce housing in proximity to job centers and transit facilities.

5. Strengthen the Local Economy:

Goal: Maui County's economy will be diverse, sustainable, and supportive of community values.

Objective:

- Promote an economic climate that will encourage diversification of the County's economic base and a sustainable rate of economic growth.

Policies:

- Support economic decisions that create long-term benefits.
- Support home-based businesses that are appropriate for and in character with the community.
- Encourage businesses that promote the health and well-being of the residents, produce value-added products, and support community values.
- Support and encourage traditional host-culture businesses and indigenous agricultural practices.

- Support public and private entities that assist entrepreneurs in establishing locally operated businesses.

Objective:

- Diversify and expand sustainable forms of agriculture and aquaculture.

Policy:

- Encourage healthy and organic farm practices that contribute to land health and regeneration.
- Support cooperatives and other types of nontraditional and communal farming efforts.

6. Improve Parks and Public Facilities:

Goal: A full range of island-appropriate public facilities and recreational opportunities will be provided to improve the quality of life for residents and visitors.

Objective:

- Expand access to recreational opportunities and community facilities to meet the present and future needs of residents of all ages and physical abilities.

Policies:

- Protect, enhance, and expand access to public shoreline and mountain resources.
- Expand and enhance the network of parks, multi-use paths, and bikeways.
- Assist communities in developing recreational facilities that promote physical fitness.
- Promote the development and enhancement of community centers, civic spaces, and gathering places throughout our communities.

- Expand affordable access to recreational opportunities that support the local lifestyle.

Objective:

- Improve the quality and adequacy of community facilities.

Policies:

- Provide and maintain community facilities that are appropriately designed to reflect the traditions and customs of local cultures.

- Maintain, enhance, expand, and provide new active and passive recreational facilities in ways that preserve the natural beauty of their locations.

7. Diversify Transportation Options:

Goal: Maui County will have an efficient, economical, and environmentally sensitive means of moving people and goods.

Objective:

- Provide an effective, affordable, and convenient ground-transportation system that is environmentally sustainable.

Policies:

- Plan for the efficient relocation of roadways for the public benefit.
- Support the use of alternative roadway designs, such as traffic-calming techniques and modern roundabouts.
- Increase route and mode options in the ground-transportation network.
- Design new roads and roadway improvements to retain and enhance the existing character and scenic resources of the communities through which they pass.

- Promote a variety of affordable and convenient transportation services that meet countywide and community needs and expand ridership of transit systems.

Objective:

- Reduce the reliance on the automobile and fossil fuels by encouraging walking, bicycling, and other energy-efficient and safe alternative modes of transportation.

Policies:

- Make walking and bicycling transportation safe and easy between and within communities.
- Require development to be designed with the pedestrian in mind.
- Support the reestablishment of traditional trails between communities, to the ocean, and through the mountains for public use.

Objective:

- Improve and expand the planning and management of transportation systems.

Policies:

- Encourage progressive community design and development that will reduce transportation trips.
- Accommodate the planting of street trees and other appropriate landscaping in all public rights-of-way.

8. Improve Physical Infrastructure:

Goal: Maui County's physical infrastructure will be maintained in optimum condition and will provide for and effectively serve the needs of the County through clean and sustainable technologies.

Objective:

- Improve water systems to assure access to sustainable, clean, reliable, and affordable sources of water.

Policies:

- Ensure that adequate supplies of water are available prior to approval of subdivision or construction documents.
- Ensure a reliable and affordable supply of water for productive agricultural uses.
- Promote the reclamation of gray water, and enable the use of reclaimed, gray, and brackish water for activities that do not require potable water.

Objective:

- Improve waste-disposal practices and systems to be efficient, safe, and as environmentally sound as possible.

Policy:

- Support innovative and alternative practices in recycling solid waste and wastewater and disposing of hazardous waste.

Objective:

- Significantly increase the use of renewable and green technologies to promote energy efficiency and energy self-sufficiency.

Policies:

- Promote the use of locally renewable energy sources, and reward energy efficiency.

- Encourage small-scale energy generation that utilizes wind, sun, water, biowaste, and other renewable sources of energy.

- Support green building practices such as the construction of buildings that aim to minimize carbon dioxide production, produce renewable energy, and recycle water.

Objective:

- Direct growth in a way that makes efficient use of existing infrastructure and to areas where there is available infrastructure capacity.

Policies:

- Planning for new towns should only be considered if a region's growth is too large to be directed into infill and adjacent growth areas.

- Promote land use patterns that can be provided with infrastructure and public facilities in a cost-effective manner.

Objective:

- Improve the planning and management of infrastructure systems.

Policy:

- Ensure that infrastructure is built concurrent with or prior to development.

9. Promote Sustainable Land Use and Growth Management:

Goal: Community character, lifestyles, economies, and natural assets will be preserved by managing growth and using land in a sustainable manner.

Objective:

- Improve land use management and implement a directed-growth strategy.

Policies:

- Establish, map, and enforce urban- and rural-growth limits.

- Direct urban and rural growth to designated areas.
- Direct new development in and around communities with existing infrastructure and service capacity, and protect natural, scenic, shoreline, and cultural resources.
- Establish and maintain permanent open space between communities to protect each community's identity.
- Preserve the public's rights of access to and continuous lateral access along all shorelines.
- Enable existing and future communities to be self-sufficient through sustainable land use planning and management practices.
- Protect summits, slopes, and ridgelines from inappropriate development.

Objective:

- Improve planning for and management of agricultural lands and rural areas.

Policies:

- Protect prime, productive, and potentially productive agricultural lands to maintain the islands' agricultural and rural identities and economies.
- Provide opportunities and incentives for self-sufficient and subsistence homesteads and farms.

Objective:

- Design all developments to be in harmony with the environment and to protect each community's sense of place.

Policies:

- Support and provide incentives for green building practices.

- Protect and enhance the unique architectural and landscape characteristics of each Community Plan Area, small town, and neighborhood.
- Ensure that adequate recreational areas, open spaces, and public-gathering places are provided and maintained in all urban centers and neighborhoods.
- Ensure business districts are distinctive, attractive, and pedestrian-friendly destinations.
- Use trees and other forms of landscaping along rights-of-way and within parking lots to provide shade, beauty, urban-heat reduction, and separation of pedestrians from automobile traffic in accordance with community desires.
- Where appropriate, integrate public-transit, equestrian, pedestrian, and bicycle facilities, and public rights-of-way as design elements in new and existing communities.
- Ensure better connectivity and linkages between land uses.
- Adequately buffer and mitigate noise and air pollution in mixed-use areas to maintain residential quality of life.
- Protect rural communities and traditional small towns by regulating the footprint, locations, site planning, and design of structures.
- Facilitate safe pedestrian access, and create linkages between destinations and within parking areas.

Objective:

- Improve and increase efficiency in land use planning and management.

Policies:

- Assess the cumulative impact of developments on natural ecosystems, natural resources, wildlife habitat, and surrounding uses.

- Ensure that new development projects requiring discretionary permits demonstrate a community need, show consistency with the General Plan, and provide an analysis of impacts.
- Promote creative subdivision designs that implement: best practices in land development, sustainable management of natural and physical resources, increased pedestrian and bicycle functionality and safety, and the principles of livable communities.

The development of the Olowalu Town Master Plan embodies the core principles advocated by the Draft Maui County General Plan 2030 Countywide Policy Plan. Since 2005, the Maui community, especially the Olowalu community, has been involved in the planning process and continues to be involved. Respecting its natural environment and cultural heritage, the Master Plan is modeled after the Hawaiian ahupua'a system of land use recognizing the importance of Olowalu Stream and the connection between the ocean and mountain environments, as well as the rich cultural heritage of the area.

The Master Plan incorporates the principles of sustainability, cultural preservation, and economic diversity to create neighborhoods sensitive to its environment and cultural heritage. Also, the Master Plan was designed and shaped by the smart growth values and principles of traditional neighborhood design, also known as New Urbanism.

The Master Plan proposes to establish an economic base consisting of agriculture, support services and new entrepreneurialism to support this extended residential community so that it does not become another commuter community. The Master Plan is envisioned to disperse population growth into a distinct community from Lahaina Town separated by agricultural open space and topographic boundaries. The Master Plan includes retaining

Agricultural lands in Olowalu as agricultural homesteads and as part of the Olowalu Cultural Reserve in order to perpetuate native Hawaiian agricultural practices.

In summary, the Master Plan is consistent with the themes and principles of the Countywide Policy Plan.

D. Maui Island Plan

The second component of the Maui County General Plan 2030 is the Maui Island Plan. The Maui Island Plan will set forth an islandwide land use strategy for Maui and encompasses a managed and directed growth plan which includes the delineation of urban and rural growth boundaries. The Maui Island Plan has undergone review by the General Plan Advisory Committee and the Maui Planning Commission and is currently under review by the Maui County Council. Both the General Plan Advisory Committee and Maui Planning Commission recommended the inclusion of the Master Plan in the Maui Island Plan.

The Planning Director's transmittal of the Maui Island Plan to the Maui County Council on October 16, 2009, excluded the Master Plan from the Maui Island Plan's directed growth boundaries. While the process for review and approval of the Maui Island Plan is ongoing, Petitioners will continue to be active participants in the Maui Island Plan process. It is noted that the respective regional community plans will be updated following the adoption of the Maui Island Plan.

E. West Maui Community Plan

The West Maui Community Plan, one of nine (9) community plans for Maui County, is mandated by the Revised Charter of the County of Maui and the General Plan. Each region's growth and development is guided by a community plan, which contains goals, objectives, and policies drafted in accordance with the General Plan.

The purpose of the community plan is to provide a relatively detailed agenda for implementing the objectives and policies of the General Plan. Included within the community plans are the desired sequence, patterns, and characteristics of future developments for the particular region, as well as statements of standards and principles with respect to development and sequencing of future developments.

The West Maui Community Plan's current designations of the Petition Area are "Agricultural," "Conservation", and "Park" which does not allow for the proposed development and implementation of the Master Plan. Petitioners will therefore be filing an application for a community plan amendment with the Maui Planning Department for processing with the Maui Planning Commission and referred to the Maui County Council, seeking to amend the designation of the Petition Area to "Project District" to allow for the proposed development. Since the proposed development involves a community plan amendment, an EISPN has been prepared in accordance with HRS § 343.

The proposed development is consistent with the following goals, objectives, and policies of the West Maui Community Plan:

1. Land Use

Goal: An attractive, well-planned community with a mixture of compatible land uses in appropriate areas to accommodate the future needs of residents and visitors in a manner that provides for the stable social and economic well-being of residents and the preservation and enhancement of the region's open space areas and natural environmental resources.

Objectives and Policies:

- Preserve and enhance the mountain and coastal scenic vistas and the open space areas of the region.

- Establish an appropriate supply of urban land within the region to meet the needs of the community over the next 20 years. The Community Plan and its map shall define the urban growth limits for the region and all zoning requests and/or proposed land uses and developments shall be consistent with the West Maui Community Plan and its land use map.

- Provide and maintain parks and beach access for the present and future needs of residents and visitors. For the areas outside Lahaina town, establish or expand parks and public shoreline areas to include but not limited to the following:

- The development of a public beach park at Olowalu near Camp Pecusa for camping and ocean-related recreational and educational activities. The final boundaries of this park shall be determined in consultation with the landowner. However, if agriculture in the area is decreased by 50 percent, 20 acres of park land shall be considered for addition to the 10 acres of park land currently designated in the Land Use Map.

2. Environment

Goal: A clean and attractive physical, natural and marine environment in which man-made developments on or alterations to the natural and marine environment are based on sound environmental and ecological practices, and important scenic and open space resources are preserved and protected for public use and enjoyment.

Objectives and Policies:

- Integrate stream channels, gulches and other areas deemed unsuitable for development into the region's open space system for the purposes of safety, open space relief, greenways for public use and visual separation. Existing development of these stream channels, gulches and other areas shall be maintained and shall not be expanded. Drainage channels and siltation basins should not be considered for building sites, but used, rather, for public open space.

3. Cultural Resources

Goal: To preserve, protect and restore those cultural resources and sites that best represent and exemplify the Lahaina region's pre-contact, Hawaiian Monarchy, missionary and plantation history.

Objectives and Policies:

- Preserve and protect significant archaeological, historical and cultural resources that are unique in the State of Hawaii and Island of Maui.
- Foster an awareness of the diversity and importance of cultural resources and of the history of Lahaina.
- Encourage and protect traditional shoreline and mountain access, cultural practices and rural/agricultural lifestyles. Ensure adequate access to our public shoreline areas for public recreation, including lateral continuity.
- Promote distinct cultural resources as an identifying characteristic of the region.
- Ensure that new projects or developments address potential impacts on archaeological, historical, and cultural resources and identify all cultural resources located within the project area as part of initial project studies. Further require that all proposed activity adequately mitigate potential adverse impacts on cultural resources.
- Recognize the importance of buffer areas to enhance and protect historical or archaeological sites.
- Encourage community stewardship of historic sites.
- Encourage the development of "cultural parks" for visitation and education.

- Important site types and areas in the West Maui region include but are not

limited to the following:

- Olowalu Church ruins
- Olowalu heiau
- Camp Pecusa
- Olowalu petroglyphs

4. Housing

Goal: A sufficient supply and choice of attractive, sanitary and affordable housing accommodations for a broad cross section of residents.

Objectives and Policies:

- Accommodate the 20-year housing needs of the planning region.
- Provide a variety of affordable housing opportunities, including improved lots and self-help projects and special needs housing for the elderly, single parent families, homeless and disabled.
- Coordinate the planning, design and construction of public infrastructure improvements with major residential projects that have an affordable housing component.
- Promote efficient housing designs in order to reduce residential home energy consumption.
- Maintain acceptable standards for affordable housing projects, including but not limited to, the installation of sidewalks and provision of adequate off-street parking.
- Support efforts to develop housing for the elderly and for the homeless.

5. Urban Design

Goal: An attractive and functionally integrated urban environment enhances neighborhood character, promotes quality design at the resort destinations of Kaanapali and

Kapalua, defines a unified landscape planting and beautification theme along major public roads and highways, watercourses, and at major public facilities, and recognizes the historic importance and traditions of the region.

Objectives and Policies:

- Enhance the appearance of major public roads and highways of the region.
- Improve pedestrian and bicycle access within the region.
- Enhance the appearance of major public roads and highways in the region.
- Improve pedestrian and bicycle access within the region.
- Integrate stream channels and gulches into the region's open space system for

the purposes of safety, open space relief, greenways for public use and visual separation.

Drainage channels and siltation basins should not be used for building sites, but, rather, for public open space. Drainage channel rights-of-way and easements may also be used for pedestrian walkways and bikeway facilities.

- Promote a unified street tree planting scheme along major highways and streets. Hedge planting should be spaced and limited in height, in order to provide vistas to the shoreline and mountains.

- Maintain shrubs and trees at street intersections for adequate sight distance.
- Save and incorporate healthy mature trees in the landscape planting plans of subdivisions, roads or any other construction or development.

- Incorporate drought-tolerant plant species in future landscape planting.

- Existing and future public rights-of-way along roads and parks shall be planted with appropriate trees, turfgrass and ground covers.

- Emphasize contrasting earth-tone color schemes for buildings and avoid bright or garish colors.

6. Infrastructure

Goal: Timely and environmentally sound planning, development, and maintenance of infrastructure systems which serve to protect and preserve the safety and health of the region's residents, commuters, and visitors through the provision of clean water, effective waste disposal and efficient transportation systems which meet the needs of the community.

Objectives and Policies (Transportation):

- Support ridesharing, programs to promote safe bicycle and pedestrian travel, alternative work schedules, traffic signal synchronization and other transportation demand management strategies.
- Promote residential communities that provide convenient pedestrian and bicycle access between residences and neighborhood commercial areas, parks and public facilities, in order to minimize use of automobile.
- Provide a landscaped buffer area along Honoapiilani Highway to enhance both pedestrian and vehicular circulation, as well as to soften the effects of the built environment.

Objectives and Policies (Water and Utilities):

- Coordinate expansion of and improvements to water system to coincide with the development of residential expansion areas.
- Encourage the installation of underground electrical, telephone and cable television lines.
- Encourage reasonable rates for water and public utility services.

Objectives and Policies (Drainage):

- Construct necessary drainage improvements in flood-prone areas, incorporating landscaped swales and unlined channels to provide open space continuity. Urge the use of landscaped/green belt drainage channels as opposed to concrete-lined channels or culverts.

- Insure that new developments will not result in adverse flooding conditions for downstream properties by requiring onsite retention facilities for stormwater run off generated by the development.

Objectives and Policies (Energy):

- Promote energy efficiency as the energy resource of first choice and seek to increase energy efficiency in all sectors in the community.

7. Social Infrastructure

Goal: Develop and maintain an efficient and responsive system of public services which promotes a safe, healthy and enjoyable lifestyle, and offers opportunities for self improvement and community well being.

Objectives and Policies (Recreation and Open Space):

- Provide adequate community-oriented park facilities including facilities for field and court games, children’s play and picnicking within, or adjacent to, existing and future residential areas at the following existing or planned park sites:

- Major residential projects.
- Provide resource-oriented regional park facilities and public access along the shoreline for picnicking, camping, informal play, swimming, sunbathing, and other coastal-related activities along coastal lands makai of the existing or future realigned coastal highways

from Honokahua Bay to the district's north boundary and from Puamana to the district's south boundary, except for the agriculture designated lands makai of the highway at Olowalu.

- Establish adequate public access to suitable mauka recreational areas for hiking, hunting, camping, nature study, and other back country, leisure time activities, based on a mountain access study.
- Provide public camping areas along the shoreline of the region, such as at Olowalu near Camp Pecusa.
- Ensure adequate public access to shoreline areas, including lateral access to establish the continuity of public shorelines.
- Establish park areas appropriate for nature study.

Objectives and Policies (Education):

- Encourage the development of child care and pre-school facilities, in conjunction with major centers of employment.

Objectives and Policies (Health and Public Safety):

- Encourage the expansion of community and social service facilities and programs in West Maui in convenient and accessible locations through public and private partnerships.
- Support the expansion of child care facilities in West Maui.

F. County Zoning

The Petition Area is currently predominantly zoned "Agricultural" by Maui County zoning. This zoning does not allow for the proposed development. As such, a separate Change in Zoning application will be filed with the Maui Planning Department for processing with the Maui Planning Commission and referred to the County Council for final action. The

request will be to change the Petition Area's current zoning to "Project District" which would allow for the proposed development.

XIX. DEVELOPMENT OF THE PETITION AREA

Development of the Petition Area and the Master Plan will be spread out over a period of approximately 30 years. Petitioners' EIS will provide greater details concerning the proposed incremental development of the Petition Area and the Master Plan.

XX. HAWAIIAN CUSTOMARY AND TRADITIONAL RIGHTS

Petitioners are aware of, and sensitive to, the existence and practice of native Hawaiian customary and traditional rights that are protected by Article XII, section 7 of the Hawaii State Constitution. Based on research into the history of the area, there are known traditional gathering activities or cultural practices affecting the Petition Area, which will be protected and perpetuated in the Olowalu Cultural Preserve.

It is important to note that the mission statement of the Olowalu Cultural Reserve is to perpetuate the traditional and customary practices of "Kanaka Maoli", and to promote opportunities to regain the spiritual connection of "malama aina" of ancestors to ensure beliefs and customs are passed down to future generations. A detailed discussion and the cultural study for the Petition Area will be included in Petitioners' EIS.

XXI. WRITTEN COMMENTS FROM AGENCIES AND ORGANIZATIONS

Written comments from the various agencies and organizations that were consulted, including responses, will be included in Petitioners' EIS.

XXII. SERVICE OF PETITION

Pursuant to HAR § 15-15-48, copies of this Petition must be served upon the County of Maui Planning Department and Planning Commission, the State of Hawaii Office of Planning, and all persons with a Petition Area interest in the Petition Area.

Copies of this Petition will be served upon all of the required parties. An affidavit of compliance with this section is attached as **Exhibit "10"**. In accordance with HAR § 15-15-48(b), copies of this Petition will also be served upon potential intervenors upon receipt of a notice of intent to intervene pursuant to LUC Rule § 15-15-52(b).

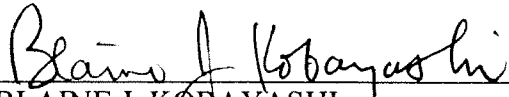
XXIII. CONCLUSION

The proposed development will re-establish the viable community of Olowalu, and will be designed to be a pedestrian-friendly community which will allow residents to live within walking distance of corner stores, schools, parks, employment, gathering centers, beaches/shoreline, and other social and civic resources.

The Master Plan will consist of approximately 1,500 residential dwelling units, which will include a variety of single-family, multi-family, live-work apartments, cottages, rural homes and farmsteads. A substantial part of the Master Plan includes much-needed affordable housing and senior living.

Based on the foregoing, Petitioners respectfully request that the Commission find that the Petition complies with the necessary requirements of a petition for boundary amendment pursuant to HAR § 15-15-50. Petitioners also respectfully request that the Commission find that the proposed development meets the standards for determining the Urban and Rural District boundaries pursuant to HAR §§ 15-15-18 and 15-15-21, and therefore, grant the reclassification of the Petition Area from the Agricultural District to the Urban and Rural Districts.

DATED: Wailuku, Hawaii, May 13, 2010.


BLAINE J. KOBAYASHI

Attorney for Petitioners
LOWALU TOWN LLC and LOWALU
EKOLU LLC

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of) DOCKET NO. A10-_____
)
OLOWALU TOWN LLC)
and OLOWALU EKOLU LLC)
)
)
To Amend the Land Use District Boundary)
Of Certain Lands Situated at Olowalu,)
Island of Maui, State of Hawaii, Consisting)
Of Approximately 320 Acres from the)
Agricultural District to the Rural and Urban)
Districts, Portions of Tax Map Key Nos.)
(2) 4-8-003:084, 098, 099, 100, 101, 102, 103,)
104, 105, 106, 107, 108, 109, 110, 111, 112,)
113, 114, 115, 116, 117, 118 and 124.)

VERIFICATION

I, BLAINE J. KOBAYASHI, declare that:

1. I am the attorney for Petitioners Olowalu Town LLC and Olowalu Ekolu LLC in the above-captioned matter;
2. I have read the Petition for District Boundary Amendment dated May 13, 2010, know the contents thereof; and that the contents therein contained are true to the best of my knowledge, information and belief;
3. I declare under penalty of law that the foregoing is true and correct.

DATED: Wailuku, Hawaii, May 13, 2010.



BLAINE J. KOBAYASHI

Attorney for Petitioners
OLOWALU TOWN LLC and OLOWALU
EKOLU LLC

CERTIFICATE OF SERVICE

I hereby certify that due service of a copy of the within document was made by depositing the same with the U. S. mail, postage prepaid, or by hand delivery, on May 13, 2010, addressed to:

ABBEY SETH MAYER
Director
Office of Planning
State of Hawaii
P. O. Box 2359
Honolulu, Hawaii 96804

BY MAIL

ABE MITSUDA
Planning Program Administrator
Office of Planning , Land Use Division
State of Hawaii
P. O. Box 2359
Honolulu, Hawaii 96804

BY MAIL

BRYAN C. YEE, ESQ.
Deputy Attorney General
Department of the Attorney General
Commerce & Economic Development Division
425 Queen Street
Honolulu, Hawaii 96813

BY MAIL

KATHLEEN ROSS AOKI
Director, Planning Department
County of Maui
250 South High Street
Wailuku, Hawaii 96793

BY HAND DELIVERY

PLANNING COMMISSION
County of Maui
250 South High Street
Wailuku, Hawaii 96793

BY HAND DELIVERY

BRIAN T. MOTO
Corporation Counsel
Office of the Corporation Counsel
County of Maui
200 South High Street
Wailuku, Hawaii 96793

BY HAND DELIVERY

MAUI ELECTRIC COMPANY, LIMITED
Attention: Greg Kauhi
P. O. Box 398
Kahului, Hawaii 96733-6898

BY MAIL

HAWAIIAN TELCOM
Attention: Legal Department
1177 Bishop Street
Honolulu, Hawaii 96813

BY MAIL

DATED: Wailuku, Hawaii, May 13, 2010.



BLAINE J. KOBAYASHI

Attorney for Petitioners
LOWALU TOWN LLC and LOWALU
EKOLU LLC

Exhibit "1"

Warranty Deed to Olowalu Ekolu LLC
dated June 29, 2004 (undivided one-half interest)
(Document No. 2004-143017)

2X



R-954 STATE OF HAWAII
BUREAU OF CONVEYANCES
RECORDED
JUL 14, 2004 08:02 AM
Doc No(s) 2004-143017



/s/ CARL T. WATANABE
REGISTRAR OF CONVEYANCES
CONVEYANCE TAX: \$1.00

20 2/3 Z2

| LAND COURT SYSTEM | REGULAR SYSTEM |
|---|---|
| Return by Mail (X) Pickup () To: | |
| OLOWALU EKOLEU, LLC 33 Lono Avenue, Ste 450 Kahului, HI 96732 | TG: 200402642 -5 TGE: A42040060 Lynn M. Sueda |
| Tax Key: (2) 4-8-003-005 | Total No. of Pages: <u>13</u> |

RS-2

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS:

That OLOWALU ELUA ASSOCIATES, LLC, a Hawaii limited liability company, whose address is 33 Lono Avenue, Suite 450, Kahului, Hawaii 96732, hereinafter called the "Grantor," in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to Grantor paid by OLOWALU EKOLU, LLC, a Hawaii limited liability company, whose address is 33 Lono Avenue, Suite 450, Kahului, Hawaii 96732, hereinafter called the "Grantee," the receipt whereof is hereby

acknowledged, does hereby grant and convey unto the Grantee, as a tenant in severalty, an undivided one-half (1/2) interest in and to the real property described in Exhibit "A" attached hereto and by this reference incorporated herein; subject, however, to all encumbrances noted on said Exhibit "A".

TO HAVE AND TO HOLD the same, together with any improvements thereon and the rights, easements, privileges, and appurtenances thereunto belonging or appertaining unto the Grantee, the heirs, representatives, administrators, successors and assigns of the Grantee, forever.

AND the Grantor covenants with the Grantee that the former is now seised in fee simple of the property granted; that the latter shall enjoy the same without any lawful disturbance; that the same is free from all encumbrances, except the liens and encumbrances hereinbefore mentioned, and except also the liens and encumbrances created or permitted by the Grantee after the date hereof; and that the Grantor will WARRANT and DEFEND the Grantee against the lawful claims and demands of all persons claiming the whole or any part of the above bargained and granted lands and premises.

The terms "Grantor" and "Grantee", as and when used herein, or any pronouns used in place thereof, shall mean and include the masculine or feminine, or neuter, the singular or plural number, individuals or corporations, and their and each

of their respective successors, heirs, personal representatives, and permitted assigns, according to the context hereof. If these presents shall be signed by two or more Grantors or by two or more Grantees, all covenants of such parties shall for all purposes be joint and several.

IN WITNESS WHEREOF, the Grantor has executed these presents on this 29th day of June, 2004.

APPROVED AS TO FORM:
MANCINI, WELCH & GEIGER LLP

T
By Thomas D. Welch

OLOWALU ELUA ASSOCIATES, LLC

By *Peter K. Martin*
Peter K. Martin
Its *manager*

By _____
Its _____

Grantor

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 29 day of June, 2004, before me personally appeared Peter K. Martin, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable, in the capacities shown, having been duly authorized to execute such instrument in such capacities.

(4)

Lynn M. Sueda

Print Name: _____
Notary Public, State of Hawaii.

Lynn M. Sueda
My commission expires Expiration Date: April 6, 2005

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this _____ day of _____, 20____, before me personally appeared _____, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable, in the capacities shown, having been duly authorized to execute such instrument in such capacities.

Print Name: _____
Notary Public, State of Hawaii.

My commission expires: _____

EXHIBIT "A"

All of that certain parcel of land (being portion of the land(s) described in and covered by Royal Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being on the westerly side of Honoapiilani Highway (F.A.P. No. 30-A) at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being LOT 4-D of the "LOWALU MAKAI-KOMOHANA SUBDIVISION", also being a portion of Remnant 3 of the Old Government Road and thus bounded and described per survey map prepared by Kirk T. Tanaka, Land Surveyor, with R. T. Tanaka Engineers:

Beginning at the north corner of this lot, on the westerly side of Honoapiilani Highway (F.A.P. No. 30-A), the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 146.93 feet south and 3,707.68 feet west and running by azimuths measured clockwise from true South:

1. Along Honoapiilani Highway (F.A.P. No. 30-A) on a curve to the left with a radius of 2,326.83 feet, the chord azimuth and distance being:

327° 15' 33" 63.69 feet;
2. 326° 28' 30" 1,615.66 feet along Honoapiilani Highway (F.A.P. No. 30-A);
3. Thence, along Honoapiilani Highway (F.A.P. No. 30-A) on a curve to the left with a radius of 3,472.75 feet, the chord azimuth and distance being:

324° 55' 33.8" 187.74 feet;
4. 57° 00' 84.87 feet along Lots 4-A and 3, Olowalu Makai-Komohana Subdivision;
5. Thence, along Lot 3, Olowalu Makai-Komohana Subdivision on a curve to the left with a radius of 300.00 feet, the chord azimuth and distance being:

- 41° 00' 165.38 feet;
6. 25° 00' 132.07 feet along Lot 3, Olowalu
Makai-Komohana Subdivision;
7. Thence, along Lot 3, Olowalu Makai-Komohana Subdivision on
a curve to the right with a
radius of 400.00 feet, the
chord azimuth and distance
being:
- 28° 30' 48.84 feet;
8. 32° 00' 96.36 feet along Lot 3, Olowalu
Makai-Komohana Subdivision;
9. Thence, along Lot 3, Olowalu Makai-Komohana Subdivision on
a curve to the right with a
radius of 100.00 feet, the
chord azimuth and distance
being:
- 49° 30' 60.14 feet;
10. 67° 00' 37.87 feet along Lot 3, Olowalu
Makai-Komohana Subdivision;
11. Thence, along a Government Beach Reserve for the next eight
(8) courses the direct
azimuths and distances being:
- 139° 07' 30" 1.64 feet;
12. 158° 05' 30" 420.96 feet;
13. 144° 52' 15" 323.64 feet;
14. 153° 29' 30" 327.52 feet;
15. 181° 14' 15" 267.11 feet;
16. 168° 30' 15" 366.44 feet;
17. 160° 00' 30" 252.69 feet;

18. 180° 00'

210.16 feet to the point of beginning and containing an area of 16.086 acres, more or less.

Being the premises acquired by LIMITED WARRANTY DEED between PIONEER MILL COMPANY LTD, a Hawaii corporation, as Grantor, and OLOWALU ELUA ASSOCIATES LLC, a Hawaii limited liability company, as Grantee, dated September 21, 1998, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 98-140031.

RESERVING, HOWEVER, unto the Grantor (and its designees), the right, for a period of 20 years from the date of this Warranty Deed, to establish easements, restrictions and servitudes over Easement R-1 (defined below) and the adjacent Cultural Reserve Buffer in favor of one or more third parties or entities, or the public, for the purpose of maintaining the area as open space or as a natural or cultural reserve, or for shoreline access, as may be required from time to time by the County of Maui or State of Hawaii regulatory authorities in connection with the future development of other land of Grantor or as may be appropriate in connection with the development of the Olowalu area. Such right shall be exercised by the execution and recording by Grantor (or its designees, appointed in writing by recorded document) in the Bureau of Conveyances of the State of Hawaii of a declaration of covenants or a grant of easement to encumber the property on which said Easement R-1 or Cultural Reserve Buffer is located, without the joinder or consent of the owner thereof.

SUBJECT, HOWEVER, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. "All the public land between the western boundary of Olowalu as shown on Registered Map No. 2346 and the eastern boundary of that portion of Ukumehame as shown on Registered Map No. 2347 and between the sea and a line 100 feet distance and parallel to the high water line." as excepted and reserved from Land Patent Grant No. 4973 to Walter M. Giffard, dated July 23, 1906.
3. Free flowage of Olowalu Stream.

4. LEASE to MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED, now known as VERIZON HAWAII INC., dated October 13, 1967, recorded in the said Bureau of Conveyances in Liber 5893 on Page 226, leasing a right-of-way 25 feet in width for electrical purposes, over, across and under portion of the land described herein for a term of 35 years commencing from the date hereof and thereafter from year to year until terminated.

5. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the LIMITED WARRANTY DEED dated September 21, 1998, recorded in the said Bureau of Conveyances as Document No. 98-140031.

6. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the DECLARATION OF RESTRICTIVE COVENANTS dated November 13, 1998, recorded in the said Bureau of Conveyances as Document No. 98-186638.

7. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the UNILATERAL AGREEMENT (SM1-990021) dated November 3, 2000, recorded in the said Bureau of Conveyances as Document No. 2000-160441, made by OLOWALU ELUA ASSOCIATES, LLC, a Hawaii limited partnership.

Above UNILATERAL AGREEMENT amended by instrument dated January 31, 2001, recorded as Document No. 2001-019289.

8. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the AGREEMENT FOR ALLOCATION OF FUTURE SUBDIVISION POTENTIAL dated August 6, 2001, recorded in the said Bureau of Conveyances as Document No. 2001-143366, made by OLOWALU ELUA ASSOCIATES.

9. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the AGREEMENT FOR ALLOCATION OF FUTURE SUBDIVISION POTENTIAL dated August 6, 2001, recorded in the said Bureau of Conveyances as Document No. 2001-143367, made by OLOWALU ELUA ASSOCIATES.

10. The terms and provisions, including the failure to comply with any covenants, conditions and reservations,

contained in the AGREEMENT FOR ALLOCATION OF FUTURE SUBDIVISION POTENTIAL dated August 6, 2001, recorded in the said Bureau of Conveyances as Document No. 2001-143368, made by OLOWALU ELUA ASSOCIATES.

11. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the SUBDIVISION AGREEMENT (AGRICULTURAL USE) dated September 14, 2001, recorded in the said Bureau of Conveyances as Document No. 2001-150022, made by OLOWALU ELUA ASSOCIATES.

12. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in Agreement for Subdivision Approval and Subdivision Bond as set forth in Letter dated June 4, 2002 by David Goode, Director of Public Works and Waste Management.

13. Access Permitted (30 feet wide) as shown on survey map prepared by Kirk T. Tanaka, Land Surveyor, with R. T. Tanaka Engineers, Inc., dated June 4, 2001, last revised June 5, 2002.

14. Existing Cultural Reserve Buffers "B-1" (30 feet wide) as shown on survey map prepared by Kirk T. Tanaka, Land Surveyor, with R. T. Tanaka Engineers, Inc., dated June 4, 2001, last revised June 5, 2002, and being more particularly described as follows:

Beginning at the southeast corner of this buffer being also the northeast corner of existing Easement "R-1", the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 1,619.83 feet south and 2,731.58 feet west and running by azimuth measured clockwise from true South:

1. 57° 00' 79.98 feet along existing Easement "R-1";
2. Thence, along existing Easement "R-1" on a curve to the left, with a radius of 400.00 feet, the chord azimuth and distance being:
41° 00' 220.51 feet;
3. 25° 00' 132.07 feet along existing Easement "R-1";

4. Thence, along existing Easement "R-1" on a curve to the right with a radius of 300.00 feet, the chord azimuth and distance being:
- 28° 30' 36.63 feet;
5. 32° 00' 96.36 feet along existing Easement "R-1";
6. 67° 00' 36.50 feet along existing Easement "R-1";
7. 158° 05' 30" 30.01 feet along a Government Beach Reserve;
8. 247° 00' 26.47 feet along the remainder of Lot 4-D;
9. 212° 00' 86.90 feet along the remainder of Lot 4-D;
10. Thence, along the remainder of Lot 4-D on a curve to the left with a radius of 270.00 feet the chord azimuth and distance being:
- 208° 30' 32.97 feet;
11. 205° 00' 132.07 feet along the remainder of Lot 4-D;
12. Thence, along the remainder of Lot 4-D on a curve to the right with a radius of 430.00 feet, the chord azimuth and distance being:
- 221° 00' 237.05 feet;
13. 237° 00' 79.08 feet along the remainder of Lot 4-D;
14. Thence, along Honoapiilani Highway (F.A.P. No. 30-A) on a curve to the left with a radius of 3,472.75 feet, the

chord azimuth and distance
being:

325° 16' 35.85" 30.01 feet to the point of
beginning and containing an
area of 0.414 acre, more or
less.

15. Existing Easement "R-1" (100 feet wide) for cultural reserve purposes in favor of Olowalu Cultural Reserve, a nonprofit corporation, as shown on survey map prepared by Kirk T. Tanaka, Land Surveyor, with R. T. Tanaka Engineers, Inc., dated June 4, 2001, last revised June 5, 2002, and being more particularly described as follows:

Beginning at the southeast corner of this easement, being also the southeast corner of Lot 4-D, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 1,701.04 feet south and 2,673.02 feet west and running by azimuth measured clockwise from true South:

1. 57° 00' 84.87 feet along Lots 4-A and 3,
Olowalu Makai-Komohana
Subdivision;
2. Thence, along Lot 3, Olowalu Makai-Komohana Subdivision on a
curve to the left with a
radius of 300.00 feet, the
chord azimuth and distance
being:
41° 00' 165.38 feet;
3. 25° 00' 132.07 feet along Lot 3, Olowalu
Makai-Komohana Subdivision;
4. Thence, along Lot 3, Olowalu Makai-Komohana Subdivision on a
curve to the right with a
radius of 400.00 feet, the
chord azimuth and distance
being:
28° 30' 48.84 feet;
5. 32° 00' 96.36 feet along Lot 3, Olowalu
Makai-Komohana Subdivision;

3,472.75 feet, the chord
azimuth and distance being:

324° 12' 11.1" 100.12 feet to the point of
beginning and containing an
area of 1.416 acres, more or
less.

16. Claims arising out of customary and traditional rights and practices, including without limitation those exercised for subsistence, cultural, religious, access or gathering purposes, as provided for in the Hawaii Constitution or the Hawaii Revised Statutes.

17. Discrepancies, conflicts in boundary lines, shortage in area, encroachments or any other matters which a correct survey or archaeological study would disclose.

END OF EXHIBIT "A"

Tax Key: (2) 4-8-003-005

Exhibit "2"

Warranty Deed to Olowalu Ekolu LLC
dated July 9, 2004 (undivided one-half interest)
(Document No. 2004-143018)



R-955
 STATE OF HAWAII
 BUREAU OF CONVEYANCES
 RECORDED
 JUL 14, 2004 08:02 AM
 Doc No(s) 2004-143018



/s/ CARL T. WATANABE
 REGISTRAR OF CONVEYANCES
 CONVEYANCE TAX: \$1.00

20 3/3 22

| | |
|---|--|
| LAND COURT SYSTEM | REGULAR SYSTEM |
| Return by Mail (X) Pickup () To: | |
| OLOWALU EKOLU, LLC 33 Lono Ave, Ste 450 Kahului, HI 96732 | TG: 200402642-3 TGE: A42040060 Lynn M. Sueda |
| Tax Key: (2) 4-8-003-005 | Total No. of Pages: 13 |

RS-3

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS:

That NANI KAI HOLDINGS, LLC, a Hawaii limited liability company, whose address is 140 Hoohana Street, Suite 320, Kahului, Hawaii 96732, hereinafter called the "Grantor," in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to Grantor paid by OLOWALU EKOLU, LLC, a Hawaii limited liability company, whose address is 33 Lono Avenue, Suite 450, Kahului, Hawaii 96732, hereinafter called the "Grantee," the receipt whereof is hereby

acknowledged, does hereby grant and convey unto the Grantee, as a tenant in severalty, all of the Grantor's right, title and interest (being an undivided one-half (1/2) interest) in and to the real property described in Exhibit "A" attached hereto and by this reference incorporated herein; subject, however, to all encumbrances noted on said Exhibit "A".

TO HAVE AND TO HOLD the same, together with any improvements thereon and the rights, easements, privileges, and appurtenances thereunto belonging or appertaining unto the Grantee, the heirs, representatives, administrators, successors and assigns of the Grantee, forever.

AND the Grantor covenants with the Grantee that the former is now seised in fee simple of the property granted; that the latter shall enjoy the same without any lawful disturbance; that the same is free from all encumbrances, except the liens and encumbrances hereinbefore mentioned, and except also the liens and encumbrances created or permitted by the Grantee after the date hereof; and that the Grantor will WARRANT and DEFEND the Grantee against the lawful claims and demands of all persons claiming the whole or any part of the above bargained and granted lands and premises.

The terms "Grantor" and "Grantee", as and when used herein, or any pronouns used in place thereof, shall mean and include the masculine or feminine, or neuter, the singular or

plural number, individuals or corporations, and their and each, of their respective successors, heirs, personal representatives, and permitted assigns, according to the context hereof. If these presents shall be signed by two or more Grantors or by two or more Grantees, all covenants of such parties shall for all purposes be joint and several.

IN WITNESS WHEREOF, the Grantor has executed these presents on this 9th day of July, 2004.

APPROVED AS TO FORM:
MANCINI, WELCH & GEIGER LLP

RV
By Thomas D. Welch

NANI KAI HOLDINGS, LLC

By *Thomas L. Berzowski*
Thomas L. Berzowski
Its member

By _____
Its _____

Grantor

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 9 day of July, 2004, before me personally appeared Thomas L. Brzozawski, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable, in the capacities shown, having been duly authorized to execute such instrument in such capacities.

15

Lynn M. Sueda

Print Name: _____
Notary Public, State of Hawaii.

My commission expires: Lynn M. Sueda
Expiration Date: April 6, 2006

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this _____ day of _____, 20____, before me personally appeared _____, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable, in the capacities shown, having been duly authorized to execute such instrument in such capacities.

Print Name: _____
Notary Public, State of Hawaii.

My commission expires: _____

EXHIBIT "A"

All of that certain parcel of land (being portion of the land(s) described in and covered by Royal Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being on the westerly side of Honoapiilani Highway (F.A.P. No. 30-A) at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being LOT 4-D of the "LOWALU MAKAI-KOMOHANA SUBDIVISION", also being a portion of Remnant 3 of the Old Government Road and thus bounded and described per survey map prepared by Kirk T. Tanaka, Land Surveyor, with R. T. Tanaka Engineers:

Beginning at the north corner of this lot, on the westerly side of Honoapiilani Highway (F.A.P. No. 30-A), the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 146.93 feet south and 3,707.68 feet west and running by azimuths measured clockwise from true South:

1. Along Honoapiilani Highway (F.A.P. No. 30-A) on a curve to the left with a radius of 2,326.83 feet, the chord azimuth and distance being:

327° 15' 33" 63.69 feet;
2. 326° 28' 30" 1,615.66 feet along Honoapiilani Highway (F.A.P. No. 30-A);
3. Thence, along Honoapiilani Highway (F.A.P. No. 30-A) on a curve to the left with a radius of 3,472.75 feet, the chord azimuth and distance being:

324° 55' 33.8" 187.74 feet;
4. 57° 00' 84.87 feet along Lots 4-A and 3, Olowalu Makai-Komohana Subdivision;
5. Thence, along Lot 3, Olowalu Makai-Komohana Subdivision on a curve to the left with a radius of 300.00 feet, the chord azimuth and distance being:

- 41° 00' 165.38 feet;
6. 25° 00' 132.07 feet along Lot 3, Olowalu
Makai-Komohana Subdivision;
7. Thence, along Lot 3, Olowalu Makai-Komohana Subdivision on
a curve to the right with a
radius of 400.00 feet, the
chord azimuth and distance
being:
- 28° 30' 48.84 feet;
8. 32° 00' 96.36 feet along Lot 3, Olowalu
Makai-Komohana Subdivision;
9. Thence, along Lot 3, Olowalu Makai-Komohana Subdivision on
a curve to the right with a
radius of 100.00 feet, the
chord azimuth and distance
being:
- 49° 30' 60.14 feet;
10. 67° 00' 37.87 feet along Lot 3, Olowalu
Makai-Komohana Subdivision;
11. Thence, along a Government Beach Reserve for the next eight
(8) courses the direct
azimuths and distances being:
- 139° 07' 30" 1.64 feet;
12. 158° 05' 30" 420.96 feet;
13. 144° 52' 15" 323.64 feet;
14. 153° 29' 30" 327.52 feet;
15. 181° 14' 15" 267.11 feet;
16. 168° 30' 15" 366.44 feet;
17. 160° 00' 30" 252.69 feet;

18. 180° 00'

210.16 feet to the point of beginning and containing an area of 16.086 acres, more or less.

Being the premises acquired by WARRANTY DEED between OLOWALU ELUA ASSOCIATES LLC, a Hawaii limited liability company, as Grantor, and NANI KAI HOLDINGS, LLC, a Hawaii limited liability company, as to an undivided one-half (1/2) interest, as Grantee, dated June 29, 2004, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 2004-147014.

SUBJECT, HOWEVER, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. "All the public land between the western boundary of Olowalu as shown on Registered Map No. 2346 and the eastern boundary of that portion of Ukumehame as shown on Registered Map No. 2347 and between the sea and a line 100 feet distance and parallel to the high water line." as excepted and reserved from Land Patent Grant No. 4973 to Walter M. Giffard, dated July 23, 1906.
3. Free flowage of Olowalu Stream.
4. LEASE to MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED, now known as VERIZON HAWAII INC., dated October 13, 1967, recorded in the said Bureau of Conveyances in Liber 5893 on Page 226, leasing a right-of-way 25 feet in width for electrical purposes, over, across and under portion of the land described herein for a term of 35 years commencing from the date hereof and thereafter from year to year until terminated.
5. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the LIMITED WARRANTY DEED dated September 21, 1998, recorded in the said Bureau of Conveyances as Document No. 98-140031.
6. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the DECLARATION OF RESTRICTIVE COVENANTS dated

November 13, 1998, recorded in the said Bureau of Conveyances as Document No. 98-186638.

7. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the UNILATERAL AGREEMENT (SM1-990021) dated November 3, 2000, recorded in the said Bureau of Conveyances as Document No. 2000-160441, made by OLOWALU ELUA ASSOCIATES, LLC, a Hawaii limited partnership.

Above UNILATERAL AGREEMENT amended by instrument dated January 31, 2001, recorded as Document No. 2001-019289.

8. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the AGREEMENT FOR ALLOCATION OF FUTURE SUBDIVISION POTENTIAL dated August 6, 2001, recorded in the said Bureau of Conveyances as Document No. 2001-143366, made by OLOWALU ELUA ASSOCIATES.

9. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the AGREEMENT FOR ALLOCATION OF FUTURE SUBDIVISION POTENTIAL dated August 6, 2001, recorded in the said Bureau of Conveyances as Document No. 2001-143367, made by OLOWALU ELUA ASSOCIATES.

10. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the AGREEMENT FOR ALLOCATION OF FUTURE SUBDIVISION POTENTIAL dated August 6, 2001, recorded in the said Bureau of Conveyances as Document No. 2001-143368, made by OLOWALU ELUA ASSOCIATES.

11. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the SUBDIVISION AGREEMENT (AGRICULTURAL USE) dated September 14, 2001, recorded in the said Bureau of Conveyances as Document No. 2001-150022, made by OLOWALU ELUA ASSOCIATES.

12. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in Agreement for Subdivision Approval and Subdivision Bond as set forth in Letter dated June 4, 2002 by David Goode, Director of Public Works and Waste Management.

13. Access Permitted (30 feet wide) as shown on survey map prepared by Kirk T. Tanaka, Land Surveyor, with R. T. Tanaka Engineers, Inc., dated June 4, 2001, last revised June 5, 2002.

14. Existing Cultural Reserve Buffers "B-1" (30 feet wide) as shown on survey map prepared by Kirk T. Tanaka, Land Surveyor, with R. T. Tanaka Engineers, Inc., dated June 4, 2001, last revised June 5, 2002, and being more particularly described as follows:

Beginning at the southeast corner of this buffer being also the northeast corner of existing Easement "R-1", the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 1,619.83 feet south and 2,731.58 feet west and running by azimuth measured clockwise from true South:

1. 57° 00' 79.98 feet along existing Easement "R-1";
2. Thence, along existing Easement "R-1" on a curve to the left, with a radius of 400.00 feet, the chord azimuth and distance being:
41° 00' 220.51 feet;
3. 25° 00' 132.07 feet along existing Easement "R-1";
4. Thence, along existing Easement "R-1" on a curve to the right with a radius of 300.00 feet, the chord azimuth and distance being:
28° 30' 36.63 feet;
5. 32° 00' 96.36 feet along existing Easement "R-1";
6. 67° 00' 36.50 feet along existing Easement "R-1";
7. 158° 05' 30" 30.01 feet along a Government Beach Reserve;

8. 247° 00' 26.47 feet along the remainder of Lot 4-D;
9. 212° 00' 86.90 feet along the remainder of Lot 4-D;
10. Thence, along the remainder of Lot 4-D on a curve to the left with a radius of 270.00 feet the chord azimuth and distance being:
- 208° 30' 32.97 feet;
11. 205° 00' 132.07 feet along the remainder of Lot 4-D;
12. Thence, along the remainder of Lot 4-D on a curve to the right with a radius of 430.00 feet, the chord azimuth and distance being:
- 221° 00' 237.05 feet;
13. 237° 00' 79.08 feet along the remainder of Lot 4-D;
14. Thence, along Honoapiilani Highway (F.A.P. No. 30-A) on a curve to the left with a radius of 3,472.75 feet, the chord azimuth and distance being:
- 325° 16' 35.85" 30.01 feet to the point of beginning and containing an area of 0.414 acre, more or less.

15. Existing Easement "R-1" (100 feet wide) for cultural reserve purposes in favor of Olowalu Cultural Reserve, a nonprofit corporation, as shown on survey map prepared by Kirk T. Tanaka, Land Surveyor, with R. T. Tanaka Engineers, Inc., dated June 4, 2001, last revised June 5, 2002, and being more particularly described as follows:

Beginning at the southeast corner of this easement, being also the southeast corner of Lot 4-D, the coordinates of said point of beginning referred to Government

Survey Triangulation Station "KILEA" being 1,701.04 feet south and 2,673.02 feet west and running by azimuth measured clockwise from true South:

1. 57° 00' 84.87 feet along Lots 4-A and 3, Olowalu Makai-Komohana Subdivision;
2. Thence, along Lot 3, Olowalu Makai-Komohana Subdivision on a curve to the left with a radius of 300.00 feet, the chord azimuth and distance being:
41° 00' 165.38 feet;
3. 25° 00' 132.07 feet along Lot 3, Olowalu Makai-Komohana Subdivision;
4. Thence, along Lot 3, Olowalu Makai-Komohana Subdivision on a curve to the right with a radius of 400.00 feet, the chord azimuth and distance being:
28° 30' 48.84 feet;
5. 32° 00' 96.36 feet along Lot 3, Olowalu Makai-Komohana Subdivision;
6. Thence, along Lot 3, Olowalu Makai-Komohana Subdivision on a curve to the right with a radius of 100.00 feet, the chord azimuth and distance being:
49° 30' 60.14 feet;
7. 67° 00' 37.87 feet along Lot 3, Olowalu Makai-Komohana Subdivision;
8. 139° 07' 30" 1.64 feet along a Government Beach Reserve;
9. 158° 05' 30" 98.45 feet along a Government Beach Reserve;

10. 247° 00' 36.50 feet along the remainder of Lot 4-D;
11. 212° 00' 96.36 feet along the remainder of Lot 4-D;
12. Thence, along the remainder of Lot 4-D on a curve to the left with a radius of 300.00 feet, the chord azimuth and distance being:
- 208° 30' 36.63 feet;
13. 205° 00' 132.07 feet along the remainder of Lot 4-D;
14. Thence, along the remainder of Lot 4-D on a curve to the right with a radius of 400.00 feet, the chord azimuth and distance being:
- 221° 00' 220.51 feet;
15. 237° 00' 79.98 feet along the remainder of Lot 4-D;
16. Thence, along Honoapiilani Highway (F.A.P. 30-A) on a curve to the left with a radius of 3,472.75 feet, the chord azimuth and distance being:
- 324° 12' 11.1" 100.12 feet to the point of beginning and containing an area of 1.416 acres, more or less.

16. Claims arising out of customary and traditional rights and practices, including without limitation those exercised for subsistence, cultural, religious, access or gathering purposes, as provided for in the Hawaii Constitution or the Hawaii Revised Statutes.

17. Discrepancies, conflicts in boundary lines, shortage in area, encroachments or any other matters which a correct survey or archaeological study would disclose.

18. The terms, provisions, covenants, easements and reservations as contained in Warranty Deed dated _____, recorded in the said Bureau of Conveyances as Document No. _____.

END OF EXHIBIT "A"

Tax Key: (2) 4-8-003-005

Exhibit "3"

Deed to Olowalu Elua Associates, LLC
dated September 21, 1998 (Document No. 98-140031)

R-69

STATE OF HAWAII
BUREAU OF CONVEYANCES
RECORDED

SEP 21, 1998 08:01 AM

Doc No(s) 98-140031

/s/ CARL T. WATANABE
ACTING
REGISTRAR OF CONVEYANCES
CONVEYANCE TAX: \$8300.00 *W*

Return by Mail [] Pickup []

MR PETER MARTIN
LOWALU ELUA ASSOCIATES LLC
173 HOOHANA ST
STE 201
KAHULUI, HI 96732

RS-1
FILE NO 383597
98-101-1764
ANN OGINO

Total Pages: *19*

Tax Map Key Nos.: (2) 4-8-3:5, 33

(LOWALU - MAKAI LANDS)

LIMITED WARRANTY DEED

THIS LIMITED WARRANTY DEED (this "Deed") is made as of September 21, 1998, by and between PIONEER MILL COMPANY, LIMITED, a Hawaii corporation (the "Grantor"), the address of which is c/o Amfac Land Company, Limited, 700 Bishop Street, Suite 501, Honolulu, Hawaii 96813, and LOWALU ELUA ASSOCIATES LLC, a Hawaii limited liability company (the "Grantee"), the address of which is 173 Hoohana, Suite 201, Kahului, Hawaii 96732.

WITNESSETH:

That for Ten Dollars and other valuable consideration paid by the Grantee to the Grantor, the receipt of which is hereby acknowledged, and pursuant to that certain Property Purchase Agreement dated July 6, 1998 (the "Purchase Agreement"), by and between the Grantor, as seller, and Olowalu Associates LLC, a Hawaii limited liability company, as purchaser (the purchaser's interest therein having been assigned to the Grantee by Assignment and Assumption of Property Purchase Agreement and Consent to Assignment dated as of September 21, 1998), the Grantor does hereby grant and convey unto the Grantee, as tenant in severalty, that certain real property (the "Property") described in Exhibit "A" attached hereto, which Exhibit "A" is incorporated into this Deed by reference;

AND the reversions, remainders, rents, issues and profits thereof and all of the estate, right, title and interest of the Grantor, both at law and in equity, therein and thereto.

TO HAVE AND TO HOLD the same, together with all rights, easements, rights of way, privileges, appurtenances thereon and thereto belonging or appertaining or held and enjoyed therewith, and all other rights and benefits running with the Property, unto the Grantee forever.

SUBJECT, HOWEVER, to: (i) existing county, state and federal laws, rules and regulations, including zoning ordinances and other land use regulations and restrictions applicable to the Property; (ii) claims, if any, to the Property arising out of rights customarily and traditionally exercised for subsistence, cultural, religious, access or gathering purposes, and such claims or rights, including access, use and/or occupancy rights, as may be attendant or ancillary to kuleana claims on or affecting the Property; (iii) encroachments, easements and other rights or facts which may or would be disclosed by a correct boundary and improvement survey or archaeological study, including, without limitation, trails, rights-of-way, historic property, burial sites and other items of historical, archaeological or religious significance; and (iv) all encumbrances, exceptions, reservations, easements and other items set forth in this Deed.

FURTHER SUBJECT to the covenants and agreements of the Grantee, as follows:

1. The Grantee, for itself, any person or entity claiming by or through it and their respective successors and assigns, acknowledges and agrees that the Property is located near or adjacent to properties (the "Adjacent Properties") which are or may be used for various agricultural and related or ancillary purposes. As such, it is expected that the Property will periodically be affected by noise, dust, smoke, soot, ash, odor or other adverse conditions of any kind created by or resulting from such agricultural activities. The Grantee, for itself, any person or entity claiming by or through it and their respective successors and assigns, further acknowledges and agrees that neither the Grantor, Amfac-Related Entities (as that term is defined in the Purchase Agreement), the owners of the Adjacent Properties, nor any of their respective successors or assigns, shall be held liable for any nuisance, personal injury, illness or other loss, damage or claim which is caused by or related to the presence, operation and/or use of the Adjacent Properties adjacent to or near the Property.

2. The Grantee confirms and agrees that the Grantee has inspected the Property and that the Property is being conveyed to the Grantee in "AS IS" condition, and without any representations or warranties of any kind with respect to the Property, except as expressly provided in this Deed, all as more particularly set forth in Section 8 of the Purchase Agreement.

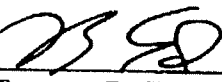
In consideration of the premises, the Grantor does hereby covenant with the Grantee that the Grantor is seised of the Property in fee simple; that the Property is free and clear of and from all liens and encumbrances made or suffered by the Grantor, excepting the lien of real property taxes assessed for the current fiscal year but not yet due, and further excepting any and all exceptions, reservations and encumbrances created by or referred to in this Deed; that the Grantor has good right to sell and convey the Property; and that the Grantor will WARRANT AND DEFEND the same unto the Grantee against the lawful claims and demands of all persons, except as aforesaid.

This conveyance and the covenants of the Grantor shall be binding upon the Grantor and the Grantor's successors and assigns, and shall run in favor of and inure to the benefit of the Grantee and the Grantee's successors and assigns. The covenants and agreements of the Grantee shall run with the land described in Exhibit "A" attached hereto, shall be binding upon the Grantee and the Grantee's successors and assigns, and shall run in favor of and inure to the benefit of the Grantor and the Grantor's successors and assigns.

The parties hereto agree that this Deed may be executed in counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same agreement, binding all of the parties hereto, notwithstanding all of the parties are not signatory to the original or the same counterparts. For all purposes, including, without limitation, recordation, filing and delivery of this Deed, duplicate unexecuted and unacknowledged pages of the counterparts may be discarded and the remaining pages assembled as one document.

The Grantor and the Grantee have executed this Deed as of the date first referenced above.

PIONEER MILL COMPANY, LIMITED

By  _____
Tamara G. Edwards
Its Vice President

Grantor

LOWALU ELUA ASSOCIATES LLC,
a Hawaii limited liability company

By LOWALU LAND COMPANY LLC,
a Hawaii limited liability company
Its Managing Member

By _____
Peter K. Martin
Its Member

Grantee

This conveyance and the covenants of the Grantor shall be binding upon the Grantor and the Grantor's successors and assigns, and shall run in favor of and inure to the benefit of the Grantee and the Grantee's successors and assigns. The covenants and agreements of the Grantee shall run with the land described in Exhibit "A" attached hereto, shall be binding upon the Grantee and the Grantee's successors and assigns, and shall run in favor of and inure to the benefit of the Grantor and the Grantor's successors and assigns.

The parties hereto agree that this Deed may be executed in counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same agreement, binding all of the parties hereto, notwithstanding all of the parties are not signatory to the original or the same counterparts. For all purposes, including, without limitation, recordation, filing and delivery of this Deed, duplicate unexecuted and unacknowledged pages of the counterparts may be discarded and the remaining pages assembled as one document.

The Grantor and the Grantee have executed this Deed as of the date first referenced above.

PIONEER MILL COMPANY, LIMITED

By _____
Tamara G. Edwards
Its Vice President

Grantor

LOWALU ELUA ASSOCIATES LLC,
a Hawaii limited liability company

By OLOWALU LAND COMPANY LLC,
a Hawaii limited liability company
Its Managing Member

By Peter K. Martin
Peter K. Martin
Its Member

Grantee

STATE OF HAWAII)
) SS:
CITY AND COUNTY OF HONOLULU)

On this _____ day of SEP 16 1998, before me appeared TAMARA G. EDWARDS, to me personally known, who, being by me duly sworn, did say that she is the Vice President of PIONEER MILL COMPANY, LIMITED, a Hawaii corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors, and the said officer acknowledged said instrument to be the free act and deed of said corporation.

KAREN D. CHUNG
Type or Print Name: **Karen D. Chung**
Notary Public, State of Hawaii

My commission expires: Aug. 18, 2001

W

STATE OF HAWAII

COUNTY OF Maui

)
) SS.
)

On this 17th day of September 1998, before me personally appeared PETER K. MARTIN, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable, in the capacities shown, having been duly authorized to execute such instrument in such capacities.

Edgar H. Nakama

Type or Print Name: Edgar H. Nakama
Notary Public, in and for said County and State

My commission expires: JUN 17 2000

EXHIBIT "A"

-FIRST:-

All of that certain parcel of land (being all of the land(s) described in and covered by Royal Patent Number 7209, Land Commission Award Number 7719 to Hala, Royal Patent Number 4840, Land Commission Award Number 5829-H to Nahue, Royal Patent Number 2154, Land Commission Award Number 1742, Apana 2 to Z. Kasuwai, Royal Patent Number 5477, Land Commission Award Number 5620, Apanas 1 and 4 to Kahale, Royal Patent Number 4952, Land Commission Award Number 6728, Apana 2 to Mahulu, Royal Patent Number _____, Land Commission Award Number 240 to John Clark, Royal Patent Number 5181, Land Commission Award Number 5952, Apana 1 to Minamina, Royal Patent Number 7572, Land Commission Award Number 8817, Apana 1 to Kanakaole, and Remnant 3, Federal Aid Project No. F 30-A, Old Government Road, and being a portion of Land Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the northwest corner of this parcel of land, the same being the east corner of a Government Beach Reserve and on the southerly side of Honoapiilani Highway, Federal Aid Project No. 30-A, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 146.93 feet south and 3,707.67 feet west and thence running by azimuths measured clockwise from true south:

Along the south side of Honoapiilani Highway, Federal Aid Project No. 30-A, on a curve to the left with a radius of 2,326.83 feet, the radial azimuth to the point of curve being 58° 02' 36", the radial azimuth to the point of tangent being 56° 28' 30", the chord azimuth and distance being:

- | | | | | | |
|----|------|-----|-----|----------|--|
| 1. | 327° | 15' | 33" | 63.69 | feet; |
| 2. | 326° | 28' | 30" | 1,615.66 | feet along the south side of Honoapiilani Highway, Federal Aid Project No. 30-A; |

- Thence along the south side of Honoapiilani Highway, Federal Aid Project No. 30-A, on a curve to the left with a radius of 3,472.75 feet, the chord azimuth and distance being:
- | | | | | | |
|----|------|-----|-----|--------|---|
| 3. | 322° | 46' | 45" | 447.70 | feet; |
| 4. | 319° | 05' | | 279.98 | feet along the south side of Honoapiilani Highway, Federal Aid Project No. 30-A; |
| 5. | 49° | 05' | | 5.00 | feet along the south side of Honoapiilani Highway, Federal Aid Project No. F 30(3); |
| 6. | 319° | 05' | | 420.71 | feet along the south side of Honoapiilani Highway, Federal Aid Project No. F 30(3); |

- Thence along the south side of Honoapiilani Highway, Federal Aid Project No. F 30(3), on a curve to the left with a radius of 2,222.92 feet, the radial azimuth to the point of curve being 49° 05', the radial azimuth to the point of compound curve being 43° 50', the chord azimuth and distance being:
- | | | | | | |
|----|------|-----|-----|--------|-------|
| 7. | 316° | 27' | 30" | 203.61 | feet; |
|----|------|-----|-----|--------|-------|

- Thence along the south side of Honoapiilani Highway, Federal Aid Project No. F 30(3), on a curve to the left with a radius of 1,677.02 feet, the radial azimuth to the point of compound curve being 43° 50', the radial azimuth to the point of tangent being 32° 34', the chord azimuth and distance being

8. 308° 12' 329.24 feet;
 Thence along Honoapiilani Highway, Federal Aid Project No. P 30(3), on a curve to the left with a radius of 1,677.02 feet, the radial azimuths to the point of curve being 32° 34' and 30° 50' 48"; the chord azimuth and distance being
9. 301° 42' 24" 50.34 feet;
 Thence along the south side of Honoapiilani Highway, Federal Aid Project No. P 30(3), on a curve to the left with a radius of 1,677.02 feet, the radial azimuth to the point of curve being 30° 50' 48", the radial azimuth to the point of compound curve being 19° 06', the chord azimuth and distance being
10. 294° 58' 24" 343.22 feet;
 Thence along the south side of Honoapiilani Highway, Federal Aid Project No. P 30(3), on a curve to the left with a radius of 2,222.92 feet, the radial azimuth to the point of compound curve being 19° 06', the radial azimuth to the point of tangent being 13° 51', the chord azimuth and distance being
11. 286° 28' 30" 203.61 feet;
 12. 283° 51' 426.85 feet along the south side of Honoapiilani Highway, Federal Aid Project No. P 30(3);
- Thence along the south side of Honoapiilani Highway, Federal Aid Project No. P 30(3), on a curve to the left with a radius of 2,586.69

feet, the radial azimuth to the point of curve being 13° 51', the radial azimuth to the point of compound curve being 10° 06', the chord azimuth and distance being

13. 281° 58' 30" 169.27

feet;

Thence along the south side of Honoapiilani Highway, Federal Aid Project No. P 30(3), on a curve to the left with a radius of 1,949.86 feet, the radial azimuth to the point of compound curve being 10° 06', the radial azimuth to the point of compound curve being 3° 07' 30", the chord azimuth and distance being

14. 276° 36' 45" 237.22

feet;

Thence along the south side of Honoapiilani Highway, Federal Aid Project No. P 30(3), on a curve to the left with a radius of 2,586.69 feet, the radial azimuth to the point of compound curve being 3° 07' 30", the radial azimuth to the point of tangent being 359° 22' 30", the chord azimuth and distance being

15. 271° 15' 169.27

feet;

16. 269° 22' 30" 902.65

feet along the south side of Honoapiilani Highway, Federal Aid Project No. P 30(3),

17. 280° 10' 240.12

feet along Remnant 2B, Federal Aid Project No. P 30(3),

| | | | | | |
|---|------|-----|-----|--------|---|
| 18. | 31° | 33' | | 239.20 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 19. | 306° | 20' | | 40.79 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| Thence along a Government Beach Reserve being a line parallel to and 100 feet mauka of the seashore at the highwater line located in August of 1959. Said boundary being irregular in nature and defined by azimuths and distances between points | | | | | |
| 20. | 62° | 29' | 30" | 387.45 | feet; |
| 21. | 50° | 06' | 30" | 271.45 | feet; |
| 22. | 70° | 44' | 30" | 144.62 | feet; |
| 23. | 84° | 34' | | 78.36 | feet; |
| 24. | 67° | 35' | | 188.68 | feet; |
| 25. | 38° | 49' | 30" | 125.74 | feet; |
| 26. | 122° | 38' | 30" | 205.44 | feet; |
| 27. | 118° | 26' | 30" | 171.64 | feet; |
| 28. | 23° | 51' | | 26.08 | feet along a Government Beach Reserve; |
| 29. | 33° | 24' | | 74.90 | feet along a Government Beach Reserve to the seashore at the highwater line as located in August of 1959; |
| Thence along the seashore at the highwater line as located in August of 1959, the direct azimuth and distance being: | | | | | |
| 30. | 124° | 13' | 30" | 504.53 | feet; |

| | | | | | |
|-----|------|-----|-----|--------|---|
| 31. | 205° | 29' | | 65.30 | feet along a Government Beach Reserve; |
| 32. | 209° | 51' | | 34.76 | feet along a Government Beach Reserve; |
| 33. | 131° | 05' | | 83.00 | feet along a Government Beach Reserve; |
| 34. | 110° | 02' | 30" | 165.07 | feet along a Government Beach Reserve; |
| 35. | 84° | 10' | 30" | 133.29 | feet along a Government Beach Reserve; |
| 36. | 17° | 51' | | 100.00 | feet along a Government Beach Reserve to the seashore at the highwater line as located in August of 1959; |

Thence along the seashore at the highwater line as located in August of 1959 for the next two (2) courses, the direct azimuths and distances being:

| | | | | | |
|-----|------|-----|-----|--------|---|
| 37. | 71° | 04' | | 67.14 | feet; |
| 38. | 89° | 07' | 30" | 153.76 | feet; |
| 39. | 194° | 37' | 30" | 39.82 | feet along a Government Beach Reserve; |
| 40. | 211° | 16' | | 60.24 | feet along a Government Beach Reserve; |
| 41. | 106° | 58' | | 174.64 | feet along a Government Beach Reserve; |
| 42. | 29° | 21' | | 100.00 | feet along a Government Beach Reserve to the seashore at the highwater line as located in August of 1959; |

Thence along the seashore at the highwater line as located in August of 1959, the direct azimuth and distance being:

43. 98° 11' 10" 89.93 feet;

Thence along a causeway for the next five (5) courses, the direct azimuths and distances being:

44. 22° 38' 30" 85.16 feet;

45. 86° 57' 8.43 feet;

46. 114° 18' 10.62 feet;

47. 159° 53' 30" 4.33 feet;

48. 203° 21' 91.91 feet;

Thence along the shoreline at the highwater line as located in August of 1959, the direct azimuths and distances being:

49. 90° 02' 30" 21.00 feet;

Thence along Olowalu Landing, along the highwater line as located in August of 1959 for the next thirteen (13) courses, the direct azimuth and distance being:

50. 37° 53' 75.58 feet;

51. 25° 17' 162.56 feet;

52. 3° 17' 30" 33.29 feet;

53. 345° 13' 70.54 feet;

54. 41° 04' 17.55 feet;

55. 68° 38' 15" 25.91 feet;

56. 82° 51' 30" 23.11 feet;

57. 115° 17' 15" 10.72 feet;

58. 124° 00' 22.65 feet;

59. 146° 32' 30" 16.87 feet;

60. 168° 16' 9.40 feet;

| | | | | | |
|-----|------|-----|-----|--------|-------|
| 61. | 199° | 06' | | 8.99 | feet; |
| 62. | 206° | 17' | 45" | 279.71 | feet; |

Thence along the shoreline at the highwater line as located in August of 1959, the direct azimuth and distance being:

| | | | | | |
|-----|------|-----|-----|--------|--|
| 63. | 141° | 59' | 15" | 450.13 | feet; |
| 64. | 220° | 51' | | 100.00 | feet along a Government Beach Reserve; |
| 65. | 130° | 27' | | 107.82 | feet along a Government Beach Reserve; |
| 66. | 137° | 21' | 15" | 175.73 | feet along a Government Beach Reserve; |
| 67. | 132° | 56' | 45" | 178.63 | feet along a Government Beach Reserve; |
| 68. | 116° | 14' | 30" | 187.70 | feet along a Government Beach Reserve; |
| 69. | 126° | 33' | 15" | 323.26 | feet along a Government Beach Reserve; |
| 70. | 139° | 07' | 30" | 429.10 | feet along a Government Beach Reserve; |
| 71. | 158° | 05' | 30" | 420.96 | feet along a Government Beach Reserve; |
| 72. | 144° | 52' | 15" | 323.64 | feet along a Government Beach Reserve; |
| 73. | 153° | 29' | 30" | 327.52 | feet along a Government Beach Reserve; |
| 74. | 181° | 14' | 15" | 267.11 | feet along a Government Beach Reserve; |
| 75. | 168° | 30' | 15" | 366.44 | feet along a Government Beach Reserve; |
| 76. | 160° | 00' | 30" | 252.69 | feet along a Government Beach Reserve; |

77. 180° 00'

210.16

feet along a Government Beach Reserve to the point of beginning and containing an area of 73.017 acres, more or less.

-SECOND:-

(A) All of that certain parcel of land (being a portion of the land described in and covered by Royal Patent Number 6285, Land Commission Award Number 3772, Apana 1 to Alapai) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being PARCEL 8-A-1, and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the northwest corner of this parcel of land, the same being the southeast corner of a Government Beach Reserve and on the southerly side of Honoapiilani Highway, Federal Aid Project No. F-30-A, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 1,161.67 feet north and 4,223.41 feet west and thence running by azimuths measured clockwise from true South:

Along the southerly side of Honoapiilani Highway, Federal Aid Project No. F 30-A, on a curve to the right with a radius of 5,173.71 feet, the radial azimuths to the points of curve being 246° 37' 54", and 248° 08' 18", the chord azimuth and distance being:

- | | | | | |
|----|------|-----|-----|--------|
| 1. | 337° | 23' | 06" | 136.03 |
| 2. | 72° | 30' | | 77.96 |

feet;
feet along R. P. 6620, L. C. Av. 3888 to Panial to the seashore at the highwater line as located in August of 1959;

Thence along the seashore at the highwater line as located in August of 1959, the direct azimuth and distance being

| | | | | | |
|----|------|-----|-----|--------|-------|
| 3. | 152° | 25' | 30" | 137.54 | feet; |
| 4. | 252° | 30' | | 89.50 | |

feet along a Government Beach Reserve to the point of beginning and containing an area of 0.261 acre, more or less.

(B) All of that certain parcel of land (being a portion of the land described in and covered by Royal Patent Number 6620, Land Commission Award Number 3888, to Paniolo) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being PARCEL 8-A-2, and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the southeast corner of this parcel of land, the same being the northwest corner of a Government Beach Reserve and on the southerly side of Honoapiilani Highway, Federal Aid Project No. F-30-A, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 909.59 feet north and 4,122.26 feet west and thence running by azimuths measured clockwise from true South:

Along the southerly side of Honoapiilani Highway, Federal Aid Project No. F 30-A, on a curve to the right with a radius of 5,173.71 feet, the radial azimuths to the points of curve being 248° 08' 18", and 249° 38' 24", the chord azimuth and distance being:

| | | | | | |
|----|------|-----|-----|--------|-------|
| 1. | 338° | 53' | 21" | 135.61 | feet; |
| 2. | 72° | 30' | | 51.30 | |

feet along a Government Beach Reserve to the seashore at the highwater line as located in August of 1959;

Thence along the seashore at the highwater line as located in August of 1959, the direct azimuth and distance being

3. 147° 55' 15" 139.84 feet;
 4. 252° 10' 77.96

feet along R. P. 6285, L. C. Aw. 3772, to Alapai to the point of beginning and containing an area of 0.202 acre, more or less.

SUBJECT, HOWEVER, to the following:

A. As to First and Second:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. Location of the seaward boundary in accordance with the laws of the State of Hawaii and shoreline setback line in accordance with County regulation and/or ordinance and the effect, if any, upon the area of the land described herein.
3. Free flowage of Olowalu Stream.
4. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the following:

INSTRUMENT : LAND PATENT GRANT NUMBER 4973 TO WALTER M. GIFFARD

DATED : July 23, 1906

The foregoing includes, but is not limited to, matters relating to the following:

- (1) A right-of-way, 50 feet in width (or so much of said 50 feet as may be deemed necessary for public use), extending from Government Belt Road to Olowalu landing;
- (2) All the public land between the western boundary of Olowalu as shown on Registered Map No. 2346 and the eastern boundary of that portion of Ukunehame as shown on Registered Map No. 2347 and between the sea and a line 100 feet distance and parallel to the high water line.

5. Restriction of rights of vehicle access into and from Lahaina-Wailuku Road, Federal Aid Project No. F 30 (3), except where such access is permitted, which rights were acquired by the STATE OF HAWAII by DEED dated March 18, 1957, recorded in Liber 3252 at Page 80.

6. LEASE

TO : MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED

DATED : October 13, 1967

RECORDED : Liber 5893 Page 226

LEASING : a right-of-way 25 feet in width for electrical purposes, over, across and under portion of the land described herein for a term of 35 years commencing from the date hereof and thereafter from year to year until terminated

7. Any unrecorded leases and matters arising from or affecting the same.

8. Failure to procure patent on Land Commission Award Number 240 to John M. Clark. The Company assumes no obligation to procure any patent or to pay commutation, if any, which may be owed thereon.

9. The effect, if any, of the following:

NOTICE OF INVESTIGATION UPON A CLAIM TO FEE-SIMPLE dated September 12, 1986, recorded as Document No. 96-131205, by PERFECT TITLE COMPANY, a general partnership established and existing under and by the virtue of the laws of the Hawaiian Kingdom, "Investigator", and PIONEER MILL COMPANY, LTD., "Claimant".

10. The reservations and exceptions created by or referred to in the Limited Warranty Deed to which this exhibit is attached and incorporated.

B. -AS TO FIRST:-

1. The "Camp Pecusa Lease" (as defined in the Purchase Agreement).

C. -AS TO SECOND:-

(1) AS TO ROYAL PATENT NUMBER 6285, LAND COMMISSION
AWARD NUMBER 3772, APANA 1 TO ALAPAI:-

From the original source of title in the year 1853, there is a break in the chain of title. Title descends from 1875 clear and unbroken for approximately 56 years when there is another break. From 1931, title descends clear and unbroken for approximately 67 years. No title insurance with respect to said parcel can be provided.

(2) -AS TO ROYAL PATENT NUMBER 6620, LAND
COMMISSION AWARD NUMBER 3888 TO PANIOI:-

From the original source of title in the year 1854, there is a break in the chain of title. Thereafter, title descends clear and unbroken for approximately 113 years. No title insurance with respect to said parcel can be provided.

-NOTE:- The above kuleana awards do not have a separate tax map key number. The surveyor has placed these kuleana awards as portion of Tax Map Key No. 4-8-003-005 (2).

Exhibit "4"

Deed to Olowalu Elua Associates, LLC
dated September 21, 1998 (Document No. 98-140032)

R-70

STATE OF HAWAII
BUREAU OF CONVEYANCES
RECORDED

SEP 21, 1998 08:01 AM

Doc No() 98-140032

/s/ CARL T. WATANABE
ACTING
REGISTRAR OF CONVEYANCES

CONVEYANCE TAX: \$1324.00 *fw*

Return by Mail [] Pickup []

MR PETER MARTIN
LOWALU ELUA ASSOCIATES LLC
173 HOOHANA ST
STE 201
KAHULUI, HI 96732

NS-2
FILE NO 383597
98-101-1764
ANN OGINO

Total Pages: *38*

Tax Map Key Nos.: (2) 4-8-3:10
(2) 4-8-4:11, 12, 13, 14, 15, 16

(LOWALU - MAUIKA LANDS)

LIMITED WARRANTY DEED

THIS LIMITED WARRANTY DEED (this "Deed") is made as of September 21, 1998, by and between PIONEER MILL COMPANY, LIMITED, a Hawaii corporation (the "Grantor"), the address of which is c/o Amfac Land Company, Limited, 700 Bishop Street, Suite 501, Honolulu, Hawaii 96813, and LOWALU ELUA ASSOCIATES LLC, a Hawaii limited liability company (the "Grantee"), the address of which is 173 Hooohana, Suite 201, Kahului, Hawaii 96732.

WITNESSETH:

That for Ten Dollars and other valuable consideration paid by the Grantee to the Grantor, the receipt of which is hereby acknowledged, and pursuant to that certain Property Purchase Agreement dated July 6, 1998 (the "Purchase Agreement"), by and between the Grantor, as seller, and Olowalu Associates LLC, a Hawaii limited liability company, as purchaser (the purchaser's interest therein having been assigned to the Grantee by Assignment and Assumption of Property Purchase Agreement and Consent to Assignment dated as of September 21, 1998), the Grantor does hereby grant and convey unto the Grantee, as tenant in severalty, that certain real property (the "Property") described in Exhibit "A" attached hereto, which Exhibit "A" is incorporated into this Deed by reference:

AND the reversions, remainders, rents, issues and profits thereof and all of the estate, right, title and interest of the Grantor, both at law and in equity, therein and thereto.

2078134201476113

1

EXHIBIT "4"

TO HAVE AND TO HOLD the same, together with all rights, easements, rights of way, privileges, appurtenances thereon and thereto belonging or appertaining or held and enjoyed therewith, and all other rights and benefits running with the Property, unto the Grantee forever.

SUBJECT, HOWEVER, to: (i) existing county, state and federal laws, rules and regulations, including zoning ordinances and other land use regulations and restrictions applicable to the Property; (ii) claims, if any, to the Property arising out of rights customarily and traditionally exercised for subsistence, cultural, religious, access or gathering purposes, and such claims or rights, including access, use and/or occupancy rights, as may be attendant or ancillary to kuleana claims on or affecting the Property; (iii) encroachments, easements and other rights or facts which may or would be disclosed by a correct boundary and improvement survey or archaeological study, including, without limitation, trails, rights-of-way, historic property, burial sites and other items of historical, archaeological or religious significance; and (iv) all encumbrances, exceptions, reservations, easements and other items set forth in this Deed.

FURTHER SUBJECT to the covenants and agreements of the Grantee, as follows:

1. The Grantee, for itself, any person or entity claiming by or through it and their respective successors and assigns, acknowledges and agrees that the Property is located near or adjacent to properties (the "Adjacent Properties") which are or may be used for various agricultural and related or ancillary purposes. As such, it is expected that the Property will periodically be affected by noise, dust, smoke, soot, ash, odor or other adverse conditions of any kind created by or resulting from such agricultural activities. The Grantee, for itself, any person or entity claiming by or through it and their respective successors and assigns, further acknowledges and agrees that neither the Grantor, Amfac-Related Entities (as that term is defined in the Purchase Agreement), the owners of the Adjacent Properties, nor any of their respective successors or assigns, shall be held liable for any nuisance, personal injury, illness or other loss, damage or claim which is caused by or related to the presence, operation and/or use of the Adjacent Properties adjacent to or near the Property.

2. The Grantee confirms and agrees that the Grantee has inspected the Property and that the Property is being conveyed to the Grantee in "AS IS" condition, and without any representations or warranties of any kind with respect to the Property, except as expressly provided in this Deed, all as more particularly set forth in Section 8 of the Purchase Agreement.

In consideration of the premises, the Grantor does hereby covenant with the Grantee that the Grantor is seised of the Property in fee simple; that the Property is free and clear of and from all liens and encumbrances made or suffered by the Grantor, excepting the lien of real property taxes assessed for the current fiscal year but not yet due, and further excepting any and all exceptions, reservations and encumbrances created by or referred to in this Deed; that the Grantor has good right to sell and convey the Property; and that the Grantor will WARRANT AND DEFEND the same unto the Grantee against the lawful claims and demands of all persons, except as aforesaid.

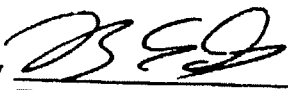
This conveyance and the covenants of the Grantor shall be binding upon the Grantor and the Grantor's successors and assigns, and shall run in favor of and inure to the benefit of the Grantee and the Grantee's successors and assigns. The covenants and agreements of the Grantee shall run with the land described in Exhibit "A" attached hereto, shall be binding upon the Grantee and the

Grantee's successors and assigns, and shall run in favor of and inure to the benefit of the Grantor and the Grantor's successors and assigns.

The parties hereto agree that this Deed may be executed in counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same agreement, binding all of the parties hereto, notwithstanding all of the parties are not signatory to the original or the same counterparts. For all purposes, including, without limitation, recordation, filing and delivery of this Deed, duplicate unexecuted and unacknowledged pages of the counterparts may be discarded and the remaining pages assembled as one document.

The Grantor and the Grantee have executed this Deed as of the date first referenced above.

PIONEER MILL COMPANY, LIMITED

By 

Tamara G. Edwards
Its Vice President

Grantor

LOWALU ELUA ASSOCIATES LLC,
a Hawaii limited liability company

By LOWALU LAND COMPANY LLC,
a Hawaii limited liability company
Its Managing Member

By _____
Peter K. Martin
Its Member

Grantee

Grantee's successors and assigns, and shall run in favor of and inure to the benefit of the Grantor and the Grantor's successors and assigns.

The parties hereto agree that this Deed may be executed in counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same agreement, binding all of the parties hereto, notwithstanding all of the parties are not signatory to the original or the same counterparts. For all purposes, including, without limitation, recordation, filing and delivery of this Deed, duplicate unexecuted and unacknowledged pages of the counterparts may be discarded and the remaining pages assembled as one document.

The Grantor and the Grantee have executed this Deed as of the date first referenced above.

PIONEER MILL COMPANY, LIMITED

By _____
Tamara G. Edwards
Its Vice President

Grantor

OLOWALU ELUA ASSOCIATES LLC,
a Hawaii limited liability company

By OLOWALU LAND COMPANY LLC,
a Hawaii limited liability company
Its Managing Member

By Peter K. Martin
Peter K. Martin
Its Member

Grantee

STATE OF HAWAII)
) SS:
CITY AND COUNTY OF HONOLULU)

On this _____ day of SEP 16 1998, before me appeared TAMARA G. EDWARDS, to me personally known, who, being by me duly sworn, did say that she is the Vice President of PIONEER MILL COMPANY, LIMITED, a Hawaii corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors, and the said officer acknowledged said instrument to be the free act and deed of said corporation.

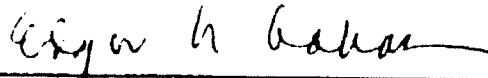
18

KAREN D. CHUNG
Type or Print Name: Karen D. Chung
Notary Public, State of Hawaii

My commission expires: Aug. 18, 2001

STATE OF HAWAII)
) SS.
COUNTY OF Maui)

On this 17th day of September 1998, before me personally appeared PETER K. MARTIN, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable, in the capacities shown, having been duly authorized to execute such instrument in such capacities.



Type or Print Name: _____
Notary Public, in and for said County and State

My commission expires: JUN 17 2000

EXHIBIT "A"

-ITEM I:-

All of that certain parcel of land, being all or portions of the following:

- Portion of Land Patent Grant 4973 to Walter M. Giffard,
- Portion of Royal Patent 4041, Land Commission award 10128, Apanas 5 to E. Maui,
- Portion of Kanehahoa IV Deed to P. Nahaolelua,
- All of Royal Patent 6946, Land Commission Award 9906 to Pikao,
- All of Royal Patent 6285, Land Commission Award 3772, Apanas 2 and 3 to Alapai,
- All of Royal Patent 6267, Land Commission Awards 4376 and 4454, Apanas 1, 2 and 3 to Keahi,
- All of Royal Patent 3810, Land Commission Award 8573, Apana 2 to Kailiula,
- All of Royal Patent 2154, Land Commission Award 1742, Apana 1 to Z. Kaauwai,
- All of Royal Patent 3776, Land Commission Award 5113 to Kailaa,
- All of Royal Patent 4041, Land Commission Award 10128, Apanas 1, 2, 3 and 4 to E. Maui,
- All of Royal Patent 5183, Land Commission Award 5829-F, Apanas 1 and 2 to Haole,
- All of Royal Patent Grant 15, Apana 2 to Board of Education,
- All of Royal Patent 7102, Land Commission Award 5829-D, Apanas 1, 2 and 3 to Kaaochana,
- All of Royal Patent 7989, Land Commission Award 5829-E, Apanas 1, 2 and 3 to Kawehena,
- All of Royal Patent 6611, Land Commission Award 10714 to Pohakunui,
- Royal Patent _____, Land Commission Award 6547 to Hale,
- All of Royal Patent 6881, Land Commission Award 8657 to Kikau,
- All of Royal Patents 3344 and 3811, Land Commission Award 8668 to Kaiwi,
- All of Royal Patent 4952, Land Commission Award 6728, Apana 1 to Mahulu,
- All of Royal Patent 5187, Land Commission Award 10592, Apana 2 to Paia,

All of Royal Patent 5181, Land Commission Award 5952, Apana
 All of Royal Patent 7572, Land Commission Award 8817, Apanas
 All of Royal Patent 5468, Land Commission Award 6058, Apanas
 Portion of Royal Patent 5468, Land Commission Award 6058, Apana
 All of Land Patent Grant 11073, Parts 5 and 7 to Pioneer Mill
 Company, Limited,
 and
 All of Remnant 5, Federal Aid Project No. F 30-A, Old
 Government Road

situate, lying and being at Olovalu and Ukumehame, Lahaina,
 Island and County of Maui, State of Hawaii, and thus bounded
 and described as per survey of James R. Thompson, Licensed
 Professional Land Surveyor, with Walter P. Thompson, Inc.,
 dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the east corner of this parcel of
 land and on the north side of Honoapiilani Highway, Federal Aid
 Project No. F 30(3), the coordinates of said point of beginning
 referred to Government Survey Triangulation Station "KILEA"
 being 3,392.26 feet south and 3,973.32 feet east and thence
 running by azimuths measured clockwise from true South:

Along the north side of Honoapiilani Highway, Federal Aid
 Project No. F 30(3), on a
 curve to the left with a
 radius of 3,859.72 feet,
 the radial azimuth to the
 point of curve being 203°
 18', the radial azimuth to
 the point of tangent being
 201° 22', the chord
 azimuth and distance being:

| | | | | |
|----|------|-----|--------|---|
| 1. | 112° | 20° | 130.23 | feet; |
| 2. | 115° | 56° | 204.00 | feet along Remnant 9A, Federal Aid Project No. F 30(3); |
| 3. | 102° | 04° | 306.70 | feet along Remnant 9A, Federal Aid Project No. F 30(3); |

| Thence along Honoapiilani Highway, Federal Aid Project No. F 30(3), on a curve to the left with a radius of 3,859.72 feet, the radial azimuth to the point of curve being 193° 50', the radial azimuth to the point of tangent being 185° 46', the chord azimuth and distance being: | | | | | |
|--|------|-----|--------|---|--|
| 4. | 99° | 48' | 542.96 | feet; | |
| 5. | 101° | 41' | 109.19 | feet along Remnant 8A, Federal Aid Project No. F 30(3); | |
| 6. | 89° | 30' | 323.00 | feet along Remnant 8A, Federal Aid Project No. F 30(3); | |
| 7. | 89° | 22' | 30" | 760.25 | feet along Honoapiilani Highway, Federal Aid Project No. F 30(3); |
| 8. | 179° | 22' | 30" | 153.32 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 9. | 271° | 44' | 106.72 | feet along Royal Patent 5468, Land Commission Award 6058, Apana 4 to Peakaui; | |
| 10. | 281° | 14' | 58.95 | feet along Lot 11 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; | |
| 11. | 281° | 42' | 83.47 | feet along Lot 12-A of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; | |

| | | | | |
|-----|------|-----|--------|---|
| 12. | 277' | 42' | 304.00 | feet along Grant 10825 to John Hoolulu Kaahui and Grant 10299 to The Board of the Hawaiian Evangelical Association; |
| 13. | 206' | 51' | 285.50 | feet along Grant 10229 to The Board of the Hawaiian Evangelical Association; |
| 14. | 194' | 31' | 37.20 | feet along Lot 14 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 15. | 103' | 52' | 243.41 | feet along Lots 14 and 13 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 16. | 74' | 34' | 292.54 | feet along Lots 13, 12 and 11 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 17. | 80' | 16' | 129.36 | feet along Lots 1-B and 1-A of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 18. | 86' | 16' | 101.33 | feet along Lots 2 and 3 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 19. | 75' | 00' | 35.40 | feet along Lot 3 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |

| | | | | | |
|------------------------------------|-----|-----|-----|----------|---|
| 20. | 76° | 06' | | 108.92 | feet along Lot 3 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard and along the remainder of Royal Patent 4041, Land Commission Award 10128, Ap. 5 to E. Maui; |
| 21. | 58° | 22' | | 102.48 | feet along Lot 4 of the Olowalu Subdivision, along the remainder of Royal Patent 4041, Land Commission Award 10128, Ap. 5 to E. Maui; |
| 22. | 41° | 19' | | 106.71 | feet along Lot 5 of the Olowalu Subdivision, along the remainder of Royal Patent 4041, Land Commission Award 10128, Ap. 5 to E. Maui; |
| 23. | 13° | 39' | | 163.44 | feet along Lot 6 and two Roadway Lots of the Olowalu Subdivision, along the remainder of Royal Patent 4041, Land Commission Award 10128, Ap. 5 to E. Maui and along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 24. | 89° | 22' | 30" | 1,368.08 | feet along Honoapiilani Highway, Federal Aid Project No. F 30(3); |
| Thence along Honoapiilani Highway, | | | | | Federal Aid Project No. F 30(3), on a curve to the right with a radius of 2,506.69 feet, the radial azimuth to the point of curve being 359° 22' 30", the radial azimuth to the point of compound curve being 3° 07' 30", the chord azimuth and distance being: |

25. 91° 15' 164.03 feet;
 Thence along Honoapiilani Highway, Federal Aid Project No. F 30(3), on a curve to the right with a radius of 1,869.86 feet, the radial azimuth to the point of compound curve being 3° 07' 30", the radial azimuth to the point of compound curve being 10° 06', the chord azimuth and distance being:
26. 96° 36' 45" 227.49 feet;
 Thence along Honoapiilani Highway, Federal Aid Project No. F 30(3), on a curve to the right with a radius of 2,506.69 feet, the radial azimuth to the point of curve being 10° 06', the radial azimuth to the point of tangent being 13° 51', the chord azimuth and distance being:
27. 101° 58' 30" 164.03 feet;
28. 103° 51' 426.85 feet along Honoapiilani Highway, Federal Aid Project No. F 30(3);
- Thence along Honoapiilani Highway, Federal Aid Project No. F 30(3), on a curve to the right with a radius of 2,142.92 feet, the radial azimuth to the point of curve being 13° 51', the radial azimuth to the point of tangent being 19° 06', the chord azimuth and distance being:
29. 106° 28' 30" 196.29 feet;
30. 119° 28' 163.72 feet along Reanant 2A, Federal Aid Project No. F 30(3);

| | | | | |
|-----|------|-----|--------|---|
| 31. | 211° | 59' | 82.94 | feet along the Icihiki Store Consolidation, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 32. | 128° | 33' | 187.37 | feet along the Icihiki Store Consolidation, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 33. | 28° | 52' | 112.45 | feet along the Icihiki Store Consolidation, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 34. | 119° | 28' | 32.99 | feet along Remnant 2A, Federal Aid Project No. F 30(3); |
| 35. | 131° | 40' | 386.00 | feet along Remnant 2A, Federal Aid Project No. F 30(3); |
| 36. | 133° | 10' | 383.00 | feet along Remnant 2A, Federal Aid Project No. F 30(3); |
| 37. | 49° | 05' | 0.18 | feet along Remnant 2A, Federal Aid Project No. F 30(3); |
| 38. | 139° | 05' | 150.00 | feet along Remnant 2A, Federal Aid Project No. F 30(3); |
| 39. | 49° | 05' | 5.00 | feet along Remnant 2A, Federal Aid Project No. F 30(3); |
| 40. | 139° | 05' | 279.98 | feet along Honoapiilani Highway, Federal Aid Project No. F 30(3); |

Thence along Honoapiilani Highway, Federal Aid Project No. 30-A on a curve to the right with a radius of

41. 142° 46' 45" 438.68
 42. 146° 28' 30" 1,615.66

3,402.75 feet, the chord azimuth and distance being feet;
 feet along Honoapiilani Highway, Federal Aid Project No. 30-A;

Thence along Honoapiilani Highway, Federal Aid Project No. 30-A on a curve to the right with a radius of 2,256.83 feet, the chord azimuth and distance being:

43. 154° 45' 649.63
 44. 163° 01' 30" 224.36

Thence along Honoapiilani Highway, Federal Aid Project No. 30-A, on a curve to the left with a radius of 5,243.71 feet, the radial azimuth to the point of curve being 253° 01' 30", the radial azimuth to the point of tangent being 226° 30' 03", the chord azimuth and distance being:

45. 149° 45' 46.5" 2,405.87
 46. 216° 03' 10" 425.98
 47. 316° 26' 10" 1,024.15
 48. 285° 04' 55" 1,241.30
 49. 303° 41' 15" 2,203.40
 50. 254° 21' 20" 2,676.47

feet along the Government (Crown) Land of Olovalu;
 feet along the Government (Crown) Land of Olovalu;
 feet along the Government (Crown) Land of Olovalu;
 feet along the Government (Crown) Land of Olovalu;
 feet along the Government (Crown) Land of Olovalu;

| | | | | | |
|-----|------|-----|-----|----------|---|
| 51. | 257' | 42' | 30" | 173.20 | feet along the Government (Crown) Land of Olowalu; |
| 52. | 302' | 49' | | 889.44 | feet along the Government (Crown) Land of Olowalu and along the remainder of Royal Patent 5468, Land Commission Award 6058 Apana 3 to Peekauai; |
| 53. | 336' | 10' | 05" | 1,434.13 | feet along the Government (Crown) Land of Olowalu; |
| 54. | 192' | 54' | | 683.75 | feet along the Government (Crown) Land of Olowalu; |
| 55. | 282' | 54' | | 258.80 | feet along the Government (Crown) Land of Olowalu; |
| 56. | 346' | 35' | 30" | 1,584.85 | feet along the Government (Crown) Land of Olowalu; |
| 57. | 7' | 25' | | 167.18 | feet along the Government (Crown) Land of Olowalu; |
| 58. | 148' | 12' | | 78.11 | feet along the Government (Crown) Land of Olowalu; |
| 59. | 71' | 10' | | 94.00 | feet along the Government (Crown) Land of Olowalu; |
| 60. | 109' | 10' | | 65.00 | feet along the Government (Crown) Land of Olowalu; |
| 61. | 90' | 10' | | 40.00 | feet along the Government (Crown) Land of Olowalu; |
| 62. | 77' | 50' | | 55.48 | feet along the Government (Crown) Land of Olowalu; |
| 63. | 336' | 10' | 05" | 1,857.43 | feet along the Government (Crown) Land of Olowalu and the Government (Crown) Land of Ukumehame; |
| 64. | 19' | 32' | 10" | 404.23 | feet along the Government (Crown) Land of Ukumehame and along the remainder of Land Patent Grant 4973 to Walter M. Giffard to the |

point of beginning and containing a Gross Area of 666.832 acres, less Exclusions 1 through 4 (inclusive) with a Gross Area of 4.877 acres, leaving a Net Area of 661.955 acres, more or less.

EXCEPTING AND RESERVING THEREFROM the following described Exclusions 1 through 4, inclusive, to-wit:-

EXCLUSION 1
(Tax Map Key: 4-8-003-018 (2))

All of that certain parcel of land (being Land Patent Grant Number 9820 to the Board of The Hawaiian Evangelical Association for the Olowalu Hawaiian Protestant Church) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being EXCLUSION 1 and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at a pipe in concrete (found) at the west corner of this parcel of land, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 2,983.44 feet south and 2,673.96 feet east and thence running by azimuths measured clockwise from true South:

- | | | | | |
|----|------|-----|--------|--|
| 1. | 192° | 03' | 295.90 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 2. | 257° | 52' | 132.80 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 3. | 302° | 15' | 158.00 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 4. | 12° | 03' | 295.74 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |

5. 102' 03'

269.41

feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard to the point of beginning and containing an area of 1.998 acres.

EXCLUSION 2
(Tax Map Key: 4-8-003-026 (2))

All of that certain parcel of land (being a portion of the land described in and covered by Land Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being EXCLUSION 2 and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at a pipe (found) at the south corner of this parcel of land, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 2,070.34 feet south and 1,113.52 feet west and thence running by azimuths measured clockwise from true south:

- | | | | | |
|----|------|-----|-------|--|
| 1. | 118° | 39' | 90.00 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 2. | 208° | 39' | 57.00 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 3. | 303° | 44' | 90.36 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 4. | 28° | 39' | 49.00 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard to the point of beginning and containing an area of 0.110 acres. |

EXCLUSION 3
(Tax Map Key: 4-8-003-011 (2))

All of that certain parcel of land (being portions of the land described in and covered by Royal Patent

Number 7989, Land Commission Award Number 5829-E, Apana 1 to Kawehena and Land Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being EXCLUSION 3 and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at a "+" on rock (found) at the west corner of this parcel of land, the same being the northeast corner of Royal Patent 7102, Land Commission Award 5829-D to Kaaoahema, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILKA" being 784.41 feet north and 221.85 feet west and thence running by azimuths measured clockwise from true South:

| | | | | | |
|----|------|-----|-----|--------|--|
| 1. | 236° | 38' | | 337.66 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 2. | 359° | 50' | | 243.67 | feet along Royal Patent 6267, Land Commission Award 4376, Apana 2 to Keahi; |
| 3. | 21° | 47' | | 150.57 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 4. | 64° | 33' | 30" | 159.29 | feet along remainder of Royal Patent 7989, Land Commission Award 5829-E, Ap. 1 and 2 to Kawehena; |
| 5. | 162° | 41' | | 279.83 | feet along Royal Patent 7102, Land Commission Award 5829-D to Kaaoahema to the point of beginning and containing an area of 1.787 acres. |

EXCLUSION 4
(Tax Map Key: 4-8-003-Parcels 12 & 24 (2))

All of that certain parcel of land (being all 3353, Land Commission Award Number 8546, Apana 1 to Kaawila and a portion of Land Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being at Olowalu, Lahaina, Island

and County of Maui, State of Hawaii, being EXCLUSION 4 and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at a pipe in concrete (found) at the east corner of this parcel of land, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 625.65 feet north and 454.03 feet east and thence running by azimuths measured clockwise from true South:

| | | | | | |
|----|------|-----|-----|--------|---|
| 1. | 349° | 43' | | 64.32 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 2. | 73° | 35' | 30" | 153.18 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 3. | 160° | 45' | | 67.06 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 4. | 142° | 10' | | 69.40 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 5. | 157° | 35' | | 27.74 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 6. | 246° | 32' | | 221.72 | feet along Royal Patent 6267, Land Commission Award 4376, Apana 2 to Keahi; |
| 7. | 284° | 35' | | 88.22 | feet along Royal Patent 6267, Land Commission Award 4376, Apana 2 to Keahi; |
| 8. | 322° | 43' | | 96.90 | feet along Land Patent Grant 4973 to Walter M. Giffard; |
| 9. | 77° | 07' | 30" | 113.05 | feet along Land Patent Grant 4973 to Walter M. Giffard; |

10. 87' 53'

25.54

feet along Land Patent Grant 4973 to Walter M. Giffard to the point of beginning and containing an area of 0.982 acres.

EXCLUDING FURTHER THEREFROM all of Royal Patent Number 5183, Land Commission Award Number 5829-F, Apana 1 to Haole, Royal Patent Numbers 3344 and 3811, Land Commission Award Number 8668 to Kaiwi, Royal Patent Number 7989, Land Commission Award Number 5829-E, Apanas 1 and 2 to Kavehena, and Royal Patent Number 5187, Land Commission Award Number 10592, Apana 2 to Paia.

SUBJECT, HOWEVER, as to Item I, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. Free flowage of streams.
3. Matters shown on survey map prepared by James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 15, 1997, to-wit:-
 - (1) Existing access roads; and
 - (2) Petroglyphs, Kaiwaloa Heiau and cemetery site.
4. Restriction of rights of vehicle access into and from Lahaina-Wailuku Road, Federal Aid Project No. F 30 (3), except where such access is permitted, which rights were acquired by the STATE OF HAWAII by DEED dated March 18, 1957, recorded in Liber 3252 at Page 80.
5. Exception and reservation set forth in Land Patent Grant No. 11073 to Pioneer Mill Company, Limited, as to 50 feet wide strip of land, to-wit:

"Excepting and reserving, however, and subject to a perpetual easement in favor of the Territory of Hawaii, its successors and assigns, for rights-of-way for all purposes, over, under and across the said described Parcel 7 for access from and to any other lands of the Territory near or

adjoining the said Parcel 7 to and from the Lahaina-Wailuku Road, such rights-of-way to be designated by the Commissioner of Public Lands or his successors in office at such times and for such widths as he may deem proper and necessary".

6. Triangulation Survey Station "KILEA" located within the land described herein, as shown on the Tax Map prepared by the Taxation Maps Bureau, Department of Finance, County of Maui. Attention is invited to the provisions of Section 172-13 of the Hawaii Revised Statutes, relative to destruction, defacing or removal of survey monuments.

7. GRANT

TO : - JOHN ELIA KAAHUI and JACQUELYN MARCIA KAAHUI, husband and wife, and EDWARD HOAPILI KAAHUI and MARLENE MAILE KAAHUI, husband and wife, as Joint Tenants

DATED : May 12, 1965
RECORDED : Liber 5142 Page 337
GRANTING : a non-exclusive 18-foot right of way for ingress and egress, said right of way giving access to that certain parcel of land, being Land Patent Grant Number 10825 to John Hoolulu Kaahui, and being generally described as "beginning at a point from the mauka right of way line of Lahaina-Wailuku Road (Honoapiilani Highway), Olowalu-Pali section, F.A.P. #F30(3) at engineer's station 43 + 90 where access is permitted and running thence mauka to the mauka portion of the Grantor's industrial road, thence easterly to Grant 10825 to John Hoolulu Kaahui", subject to the provisions contained therein

8. LEASE

TO : MAUI ELECTRIC COMPANY, LIMITED, and GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED

DATED : October 13, 1967
RECORDED : Liber 5893 Page 226

LEASING : and demising a right-of-way 25 feet in width for electrical purposes, over, across and under portion of the land described herein for a term of 35 years commencing from the date hereof and thereafter from year to year until terminated

9. GRANT

TO : CHARLES KAAUMOANA and JOHANNA K. KAAUMOANA, husband and wife, as Tenants by the Entirety

DATED : November 25, 1969
RECORDED : Liber 8131 Page 173
GRANTING : a non-exclusive 12-foot right of way for ingress and egress, said right-of-way giving access to that certain parcel of land, being a portion of L. P. Grant 4973 to Walter M. Giffard, identified as Tax Map Key 4-8-003-012 (2), subject to the conditions contained therein

10. GRANT

TO : JOHN M. KAAEA and ANNIE P. KAAEA, husband and wife

DATED : July 28, 1977
RECORDED : Liber 12399 Page 787
GRANTING : a non-exclusive 12-foot right of way for ingress and egress, said right-of-way giving access to that certain parcel of land, being L. P. Grant 10229 to Hawaiian Board of Missions, identified as Tax Map Key 4-8-004-001 (2) (area 0.94 acre), subject to the conditions contained therein

11. GRANT

TO : JOHN M. KAAEA and ANNIE P. KAAEA, husband and wife

DATED : March 15, 1976
RECORDED : Liber 12400 Page 1
GRANTING : a non-exclusive 12-foot right of way for ingress and egress, said right-of-way giving access to that certain parcel of land, being

a portion of L. P. Grant 4973 to Walter M. Giffard (area 0.29 acre), subject to the conditions contained therein

12. The terms and provisions, including the failure to comply with any covenants, conditions and reservations, contained in the following:

INSTRUMENT : AGREEMENT
DATED : July 28, 1977
RECORDED : Liber 12400 Page 11
PARTIES : - PIONEER MILL COMPANY, LTD., a Hawaii corporation, "Pioneer", and JOHN M. KAAEA and ANNIE P. KAAEA, husband and wife, "Kaaea" easements for access and water rights

13. GRANT

GRANTOR : JOHN MANU KAAEA and ANNIE PUALANI KAAEA, husband and wife
GRANTEE : JOHN MANU KAAEA and ANNIE PUALANI KAAEA, husband and wife, and ROBERT STANLEY BRATH and NAOMI LEILANI BRATH, husband and wife
DATED : September 28, 1978
RECORDED : Liber 13181 Page 762
GRANTING : a 24 foot wide easement for utility and roadway purposes, over and across Land Patent Grant No. 4973 and Land Commission Award No. 5829E

14. Rights of access in favor of those parcels excluded from the land described above.

15. Matters arising out of the excluded parcels described above.

16. Failure to procure patent on Land Commission Award Number 6547 to Hale. The Company assumes no obligation to procure any patent or to pay commutation, if any, which may be owed thereon.

17. Any unrecorded leases and matters arising from or affecting the same.

18. The effect, if any, of the following:

NOTICE OF INVESTIGATION UPON A CLAIM TO FEE-SIMPLE dated September 12, 1996, recorded as Document No. 96-131205, by PERFECT TITLE COMPANY, a general partnership established and existing under and by virtue of the laws of the Hawaiian Kingdom and registered by "Deed of General Partnership", as Document No. 95-153346.

19. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED
DATED : December 22, 1995
RECORDED : Document No. 95-168464
GRANTING : an easement for utility purposes over, across, through and under Easements M-1 and M-2, Maalaea-Lahaina Third 69kv Transmission Line

20. A perpetual easement in favor of the Territory of Hawaii (now State of Hawaii), its successors and assigns, for rights-of-way for all purposes, over, under and across the following described premises:

All of that certain parcel of land (being a portion of the land described in and covered by Land Patent Grant Number 11073, Part 7 to Pioneer Mill Company, Ltd.) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being the centerline description of Land Patent Grant Number 11073, Part 7 (50-foot wide), and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 23, 1997, to-wit:

Beginning at the south end of the centerline of this parcel of land and extending 25 feet on either side of the centerline, the direct azimuth and distance to the northwest corner of Land Patent Grant 4973 to Walter M. Giffard being 216° 00' 288.25 feet, the coordinates of said point of beginning being 2830.15 feet north and 5087.79 feet west and thence running by azimuths measured clockwise from true South:

Along a curve to the left with a centerline radius of 716.78 feet, the chord azimuth and distance being

- | | | | |
|----|----------|--------|-------|
| 1. | 128° 38' | 87.62 | feet; |
| 2. | 125° 08' | 513.19 | feet; |

Thence along a curve to the right with a centerline radius of 1432.69 feet, the chord azimuth and distance being

- | | | | |
|----|--------------|--------|-------|
| 3. | 129° 59' 15" | 242.47 | feet; |
| 4. | 134° 50' 30" | 608.04 | feet; |

Thence along a curve to the right with a centerline radius of 2864.93 feet, the chord azimuth and distance being

- | | | | |
|----|--------------|--------|--|
| 5. | 136° 35' 15" | 174.56 | feet; |
| 6. | 138° 20' | 358.54 | feet to the common boundary of Olowalu and Launiupoko and containing an area of 2.278 acres. |

The above described parcel of land being bounded to the north by the Government (Crown) Land of Olowalu and to the south by remnants of the Old Government Road.

21. The "Ukumehame Right of Entry", as referenced in Sections 7(e)(iii) and 14 of the Purchase Agreement.

-ITEM II:-

All of that certain parcel of land (being portions of the lands described in and covered by Land Patent Grant Number 4973 to Walter M. Giffard and Royal Patent Number 4041, Land Commission Award Number 10128, Apana 5 to E. Maui) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being LOT 10 of OLOWALU SUBDIVISION, and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the southwest corner of this parcel of land, the same being the northwest corner of Lot 7 of the Olowalu Subdivision and on the east side of a Roadway Lot of the Olowalu Subdivision, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 3,015.55 feet south and 1,398.90 feet east and thence running by azimuths measured clockwise from true South:

- | | | | | |
|----|------|-----|-------|--|
| 1. | 190° | 27' | 19.49 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 2. | 222° | 14' | 58.81 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 3. | 234° | 23' | 59.68 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard and along the remainder of Royal Patent 4041, Land Commission Award 10128, Apana 5 to E. Maui; |
| 4. | 274° | 24' | 30.96 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Royal Patent 4041, Land Commission Award 10128, Apana 5 to E. Maui and along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |

| | | | | | |
|----|------|-----|-----|--------|---|
| 5. | 359' | 22' | 30" | 93.73 | feet along Lot 9 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 6. | 89' | 22' | 30" | 123.47 | feet along Lots 8 and 7 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard to the point of beginning and containing an area of 8,474 square feet, more or less. |

SUBJECT, HOWEVER, as to Item II, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. LEASE

TO : MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED

DATED : October 13, 1967

RECORDED : Liber 5893 Page 226

LEASING : a right-of-way 25 feet in width for electrical purposes, over, across and under portion of the land described herein for a term of 35 years commencing from the date hereof and thereafter from year to year until terminated
3. The land has no recorded access to a public roadway.

-ITEM III:-

All of that certain parcel of land (being a portion of the land described in and covered by Land Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being LOT 9, of OLOWALU SUBDIVISION, and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the northwest corner of this parcel of land, the same being the northeast corner of Lot 10 of the Olowalu Subdivision and on the south side of a Roadway Lot of the Olowalu Subdivision, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 2,920.46 feet south and 1,521.34 feet east and thence running by azimuths measured clockwise from true South:

- | | | | | | |
|----|------|-----|-----|--------|---|
| 1. | 274° | 24' | | 36.96 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 2. | 289° | 03' | | 68.34 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 3. | 359° | 22' | 30" | 67.48 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 4. | 89° | 22' | 30" | 101.18 | feet along Lot 8 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 5. | 179° | 22' | 30" | 93.73 | feet along Lot 10 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard to the point of beginning and containing an area of 8,475 square feet, more or less. |

SUBJECT, HOWEVER, as to Item III, to the following:

1. LEASE

TO : MAUI ELECTRIC COMPANY, LIMITED and GTE
HAWAIIAN TELEPHONE COMPANY INCORPORATED

DATED : October 13, 1967

RECORDED : Liber 5893 Page 226

LEASING : a right-of-way 25 feet in width for
electrical purposes, over, across and under
portion of the land described herein for a
term of 35 years commencing from the date
hereof and thereafter from year to year
until terminated

2. The land has no recorded access to a public roadway.

-ITEM IV:-

All of that certain parcel of land (being a portion of the land described in and covered by Land Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being LOT 8, of OLOWALU SUBDIVISION, and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the southwest corner of this parcel of land, the same being the southeast corner of Lot 7 of the Olowalu Subdivision and on the north side of Honoapiilani Highway, Federal Aid Project No. F-30 (3), the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 3,087.49 feet south and 1,508.44 feet east and thence running by azimuths measured clockwise from true South:

| | | | | | |
|----|------|-----|-----|--------|--|
| 1. | 179° | 22' | 30" | 73.13 | feet along Lot 7 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter K. Giffard; |
| 2. | 269° | 22' | 30" | 115.90 | feet along Lots 10 and 9 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |

- | | | | | | |
|----|------|-----|-----|--------|--|
| 3. | 359° | 22' | 30" | 73.13 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 4. | 89° | 22' | 30" | 115.90 | feet along the north side of Honoapiilani Highway, Federal Aid Project No. F-30 (3) to the point of beginning and containing an area of 8,476 square feet, more or less. |

SUBJECT, HOWEVER, as to Item IV, to the following:

1. Restriction of rights of vehicle access into and from Lahaina-Wailuku Road, Federal Aid Project No. F 30 (3), except where such access is permitted, which rights were acquired by the STATE OF HAWAII by DEED dated March 18, 1957, recorded in Liber 3252 at Page 80.
2. LEASE

| | | |
|----------|---|---|
| TO | : | MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED |
| DATED | : | October 13, 1967 |
| RECORDED | : | Liber 5893 Page 226 |
| LEASING | : | a right-of-way 25 feet in width for electrical purposes, over, across and under portion of the land described herein for a term of 35 years commencing from the date hereof and thereafter from year to year until terminated |
3. The land has no recorded access to a public roadway.

-ITEM V:-

All of that certain parcel of land (being a portion of the land described in and covered by Land Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being LOT 7, of OLOWALU SUBDIVISION, and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the southeast corner of this parcel of land, the same being the southwest corner of Lot 8 of the Olowalu Subdivision and on the north side of Honoapiilani Highway, Federal Aid Project No. F-30 (3), the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 3,087.49 feet south and 1,508.44 feet east and thence running by azimuths measured clockwise from true South:

- | | | | | | |
|----|------|-----|-----|--------|--|
| 1. | 89° | 22' | 30" | 123.06 | feet along Honoapiilani Highway, Federal Aid Project No. F-30 (3); |
| 2. | 190° | 27' | | 74.52 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 3. | 269° | 22' | 30" | 108.75 | feet along Lot 10 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 4. | 359° | 22' | 30" | 73.13 | feet along Lot 8 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard to the point of beginning and containing an area of 8,476 square feet, more or less. |

SUBJECT, HOWEVER, as to Item V, to the following:

1. Restriction of rights of vehicle access into and from Lahaina-Wailuku Road, Federal Aid Project No. F 30 (3), except where such access is permitted, which rights were acquired by the STATE OF HAWAII by DEED dated March 18, 1957, recorded in Liber 3252 at Page 80.

2. LEASE

TO : MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED

DATED : October 13, 1967

RECORDED : Liber 5893 Page 226

LEASING : a right-of-way 25 feet in width for electrical purposes, over, across and under portion of the land described herein for a term of 35 years commencing from the date hereof and thereafter from year to year until terminated

3. The land has no recorded access to a public roadway.

-ITEM VI:-

-FIRST:-

All of that certain parcel of land (being portions of the land described in and covered by Land Patent Grant Number 4973 to Walter M. Giffard and Royal Patent Number 4041, Land Commission Award Number 10128, Apana 5 to E. Maui) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being ROADWAY LOT, of OLOWALU SUBDIVISION, and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the southeast corner of this parcel of land and on the north side of Honoapiilani Highway, Federal Aid Project No. F-30 (3), the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 3,086.01 feet south and 1,644.33 feet east and thence running by azimuths measured clockwise from true South:

| | | | | | |
|----|-----|-----|-----|-------|--|
| 1. | 89° | 22' | 30" | 20.00 | feet along Honoapiilani Highway, Federal Aid Project No. F-30 (3); |
|----|-----|-----|-----|-------|--|

| | | | | | |
|----|------|-----|-----|--------|--|
| 2. | 179° | 22' | 30" | 140.61 | feet along Lots 8 and 9 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 3. | 109° | 03' | | 68.34 | feet along Lot 9 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 4. | 94° | 24' | | 67.92 | feet along Lots 9 and 10 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard and along the remainder of Royal Patent 4041, Land Commission Award 10128, Apana 5 to E. Maui; |
| 5. | 54° | 23' | | 59.68 | feet along Lot 10 of the Olowalu Subdivision, along the remainder of Royal Patent 4041, Land Commission Award 10128, Apana 5 to E. Maui and along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 6. | 42° | 14' | | 58.81 | feet along Lot 10 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 7. | 10° | 27' | | 94.01 | feet along Lots 10 and 7 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 8. | 89° | 22' | 30" | 20.10 | feet along Honoapiilani Highway, Federal Aid Project No. F-30 (3); |
| 9. | 190° | 27' | | 102.22 | feet along Roadway Lots and Lot 6 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |

| | | | | | |
|-----|------|-----|-------|--|---|
| 10. | 222' | 14' | 66.63 | feet along Lot 5 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard and along the remainder of Royal Patent 4041, Land Commission Award 10128, Ap. 5 to E. Maui; | |
| 11. | 234' | 23' | 69.09 | feet along Lot 4 of the Olowalu Subdivision, along the remainder of Royal Patent 4041, Land Commission Award 10128, Ap. 5 to E. Maui; | |
| 12. | 274' | 24' | 77.78 | feet along Lot 3 of the Olowalu Subdivision, along the remainder of Royal Patent 4041, Land Commission Award 10128, Ap. 5 to E. Maui and along the remainder of Land Patent Grant 4973 to Walter M. Giffard; | |
| 13. | 289' | 03' | 85.00 | feet along Lots 2 and 1-A of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; | |
| 14. | 359' | 22' | 30" | 153.32 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard to the point of beginning and containing an area of 10,077 square feet, more or less. |

-SECOND:-

All of that certain parcel of land (being a portion of the land described in and covered by Land Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being LOT 1-A, of OLOWALU SUBDIVISION, and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the southeast corner of this parcel of land and on the northeast side of a Roadway Lot of the Olowalu Subdivision, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 2,932.71 feet south and 1,642.66 feet east thence running by azimuths measured clockwise from true South:

- | | | | | |
|----|------|-----|--------|---|
| 1. | 109° | 03' | 20.00 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 2. | 199° | 03' | 180.34 | feet along Lot 2 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 3. | 261° | 23' | 22.44 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 4. | 18° | 57' | 191.14 | feet along Lot 1-B of the Olowalu Subdivision and along the remainder of Land Patent Grant 4973 to Walter M. Giffard to the point of beginning and containing an area of 3,685 square feet, more or less. |

SUBJECT, HOWEVER, as to Item VI, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.

2. LEASE

TO : MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED

DATED : October 13, 1967

RECORDED : Liber 5893 Page 226

LEASING : a right-of-way 25 feet in width for electrical purposes, over, across and under portion of the land described herein for a term of 35 years commencing from the date hereof and thereafter from year to year until terminated

3. Easement or access rights in favor of all others entitled thereto.

-ITEM VII:-

-FIRST:-

All of that certain parcel of land (being a portion of the land described in and covered by Land Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being ROADWAY LOT of OLOWALU SUBDIVISION, and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the northeast corner of this parcel of land, the same being the southeast corner of Lot 6 of the Olowalu Subdivision and on the west side of a Roadway Lot of the Olowalu Subdivision, the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 3,050.38 feet south and 1,372.33 feet east and thence running by azimuths measured clockwise from true South:

- | | | | | | |
|----|------|-----|-----|--------|--|
| 1. | 10° | 27' | | 26.49 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 2. | 89° | 22' | 30" | 119.17 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 3. | 193° | 39' | | 26.83 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 4. | 269° | 22' | 30" | 117.64 | feet along Lot 6 of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard to the point of beginning and containing an area of 3,078 square feet, more or less. |

-SECOND:-

All of that certain parcel of land (being a portion of the land described in and covered by Land Patent Grant Number 4973 to Walter M. Giffard) situate, lying and being at Olowalu, Lahaina, Island and County of Maui, State of Hawaii, being ROADWAY LOT of OLOWALU SUBDIVISION, and thus bounded and described as per survey of James R. Thompson, Licensed Professional Land Surveyor, with Walter P. Thompson, Inc., dated November 25, 1997, revised May 26, 1998, to-wit:

Beginning at the southeast corner of this parcel of land, the same being the southwest corner of a Roadway Lot of the Olowalu Subdivision and on the north side of Honoapiilani Highway, Federal Aid Project No. F-30 (3), the coordinates of said point of beginning referred to Government Survey Triangulation Station "KILEA" being 3,089.05 feet south and 1,365.20 feet east and thence running by azimuths measured clockwise from true South:

| | | | | | |
|----|------|-----|-----|--------|--|
| 1. | 89° | 22' | 30" | 119.91 | feet along Honoapiilani Highway, Federal Aid Project No. F-30 (3); |
| 2. | 193° | 39' | | 13.04 | feet along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 3. | 269° | 22' | 30" | 119.17 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard; |
| 4. | 10° | 27' | | 12.88 | feet along a Roadway Lot of the Olowalu Subdivision, along the remainder of Land Patent Grant 4973 to Walter M. Giffard to the point of beginning and containing an area of 1,511 square feet, more or less. |

SUBJECT, HOWEVER, as to Item VII, to the following:

1. Restriction of rights of vehicle access into and from Lahaina-Wailuku Road, Federal Aid Project No. F 30 (3), except where such access is permitted, which rights were acquired by the STATE OF HAWAII by DEED dated March 18, 1957, recorded in Liber 3252 at Page 80.

2. LEASE

TO : MAUI ELECTRIC COMPANY, LIMITED and GTE
HAWAIIAN TELEPHONE COMPANY INCORPORATED
DATED : October 13, 1967
RECORDED : Liber 5893 Page 226
LEASING : a right-of-way 25 feet in width for electrical purposes, over, across and under portion of the land described herein for a term of 35 years commencing from the date hereof and thereafter from year to year until terminated

3. Easement or access rights in favor of others entitled thereto.

SUBJECT, FURTHER, as to Items I through VII, to the following:

1. The reservations and exceptions created by or referred to in the Limited Warranty Deed to which this exhibit is attached and incorporated.

Exhibit "5"

Authorization of Association of Olowalu Elua Associates LLC

AUTHORIZATION

TO WHOM IT MAY CONCERN:

This will certify that OLOWALU ELUA ASSOCIATES LLC, a Hawaii limited liability company, is the owner of certain real property situate at Olowalu, Maui, State of Hawaii, and designated on the tax maps of the Second Taxation Division, State of Hawaii, as TMK Nos. (2) 4-8-003:084, 098-118.

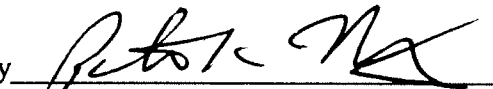
OLOWALU ELUA ASSOCIATES LLC hereby authorizes OLOWALU TOWN LLC, or its designated representatives, to apply for all necessary permits and approvals relative to the development of said real property, including but not limited to applying for a State Land Use District Boundary Amendment for said property.

Dated: April 14th, 2010.

OLOWALU ELUA ASSOCIATES LLC

By OLOWALU LAND COMPANY LLC
Its Managing Member

By



PETER K. MARTIN

Its President

By

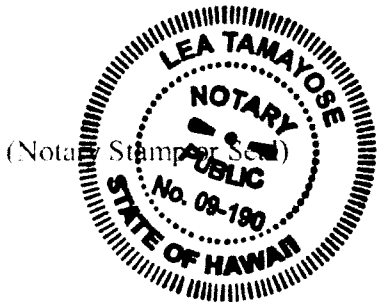


JAMES C. RILEY

Its Member

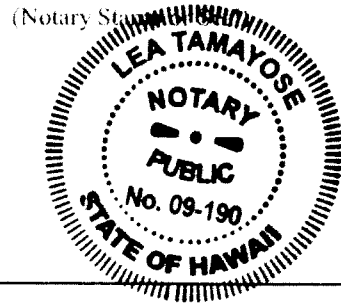
STATE OF HAWAII)
) ss.
COUNTY OF MAUI)

On this 14th day of April, 2010, before me personally appeared **PETER K. MARTIN**, personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



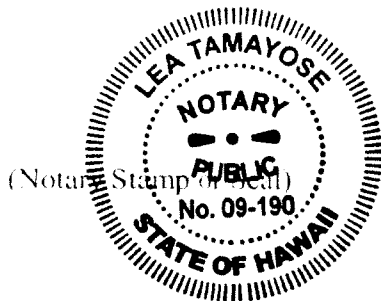
[Signature]
Name:
Notary Public, State of Hawaii
My commission expires: 17 May 2013

| NOTARY CERTIFICATION STATEMENT | |
|--|-----------------------------------|
| Document Identification or Description: | <u>AUTHORIZATION</u> |
| Document Date: | <u>April 14th 2010</u> |
| No. of Pages: | <u>3</u> |
| Jurisdiction (in which notarial act is performed): | <u>Second</u> Circuit |
| Printed Name of Notary | <u>Lea Tamayose</u> |
| Signature of Notary | <u>[Signature]</u> |
| Certification Date | <u>14 Apr 10</u> |



STATE OF HAWAII)
) ss.
COUNTY OF MAUI)

On this 14th day of April, 2010, before me personally appeared **JAMES C. RILEY**, personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Name: [Signature]
Notary Public, State of Hawaii
My commission expires: 17 May 2013

| <u>NOTARY CERTIFICATION STATEMENT</u> | |
|--|-----------------------------------|
| Document Identification or Description: | <u>AUTHORIZATION</u> |
| Document Date: | <u>April 14th 2010</u> |
| No. of Pages: | <u>3</u> |
| Jurisdiction (in which notarial act is performed): | <u>Second</u> Circuit |
| Printed Name of Notary | <u>Lea Tamayose</u> |
| Signature of Notary | <u>[Signature]</u> |
| Certification Date | <u>14 Apr 10</u> |

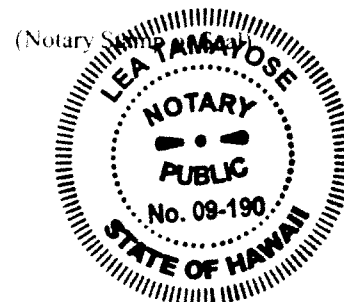


Exhibit "6"

Authorization of Olowalu Ekolu LLC

AUTHORIZATION

TO WHOM IT MAY CONCERN:

This will certify that OLOWALU EKOLU LLC, a Hawaii limited liability company, is the owner of certain real property situate at Olowalu, Maui, State of Hawaii, and designated on the tax maps of the Second Taxation Division, State of Hawaii, as TMK No. (2) 4-8-003:124.

OLOWALU EKOLU LLC hereby authorizes CARLSMITH BALL LLP, its attorneys, and MUNEKIYO & HIRAGA, INC., its consultant, or their respective designated representatives, to apply for all necessary permits and approvals relative to the development of said real property, including but not limited to applying for a State Land Use District Boundary Amendment for said property.

Dated: 4/15, 2010.

OLOWALU EKOLU LLC


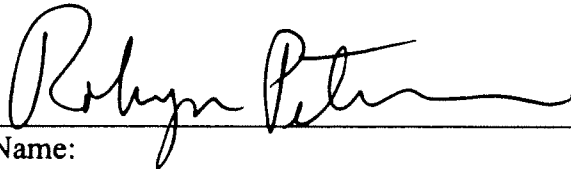
By 
DAVID WARD
Its Manager

EXHIBIT "6"

STATE OF HAWAII)
) ss.
COUNTY OF MAUI)

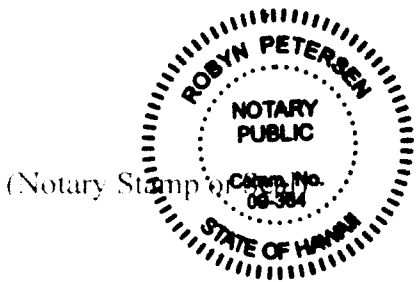
On this 15th day of April, 2010, before me personally appeared **DAVID WARD**, personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

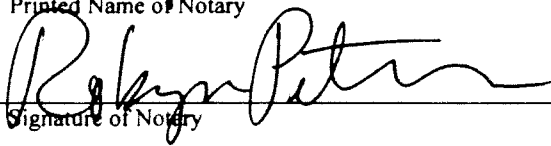


Name:

Notary Public, State of Hawaii

My commission expires: Robyn Petersen
~~My Commission expires: 04/23/2013~~



| <u>NOTARY CERTIFICATION STATEMENT</u> | |
|--|--|
| Document Identification or Description: | <u>AUTHORIZATION</u> |
| Document Date: | <u>4-15-2010</u> |
| No. of Pages: | _____ |
| Jurisdiction (in which notarial act is performed): | <u>Second</u> Circuit |
| Printed Name of Notary | <u>Robyn Petersen</u> |
| Signature of Notary | <u> 4-15-2010</u> |
| | Certification Date |

(Notary Stamp)

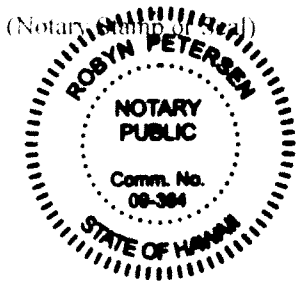


Exhibit "7"

Authorization of Olowalu Town LLC

AUTHORIZATION

TO WHOM IT MAY CONCERN:

This will certify that OLOWALU TOWN LLC, a Hawaii limited liability company, is the developer of certain real property situate at Olowalu, Maui, State of Hawaii, and designated on the tax maps of the Second Taxation Division, State of Hawaii, as TMK Nos. (2) 4-8-003:084, 098-118, and 124.

OLOWALU TOWN LLC hereby authorizes CARLSMITH BALL LLP, its attorneys, and MUNEKIYO & HIRAGA, INC., its consultant, or their respective designated representatives, to apply for all necessary permits and approvals relative to the development of said real property, including but not limited to applying for a State Land Use District Boundary Amendment for said property.

Dated: 4-15, 2010.

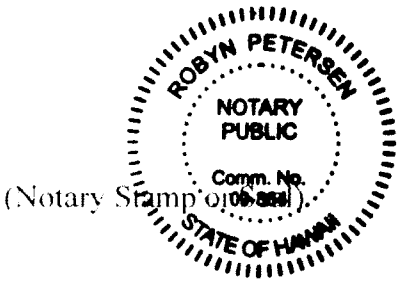
OLOWALU TOWN LLC

By William Frampton
WILLIAM FRAMPTON
Its Manager

EXHIBIT "7"

STATE OF HAWAII)
) ss.
COUNTY OF MAUI)

On this 15th day of April, 2010, before me personally appeared **WILLIAM FRAMPTON**, personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Robyn Petersen
Name:

Notary Public, State of Hawaii

My commission expires: Robyn Petersen
My Commission expires: 08/23/2013

| NOTARY CERTIFICATION STATEMENT | |
|--|------------------|
| Document Identification or Description: <u>AUTHORIZATION</u> | |
| Document Date: <u>4-15-2010</u> | |
| No. of Pages: <u>2</u> | |
| Jurisdiction (in which notarial act is performed): <u>Second</u> Circuit | |
| <u>Robyn Petersen</u> | |
| Printed Name of Notary | |
| <u>Robyn Petersen</u> | <u>4-15-2010</u> |
| Signature of Notary | |
| Certification Date | |

Exhibit "8"

Environmental Assessment/Environmental Impact
Statement Preparation Notice
(Bound Booklet Attached at the End)

Exhibit "9"

Conceptual Master Map

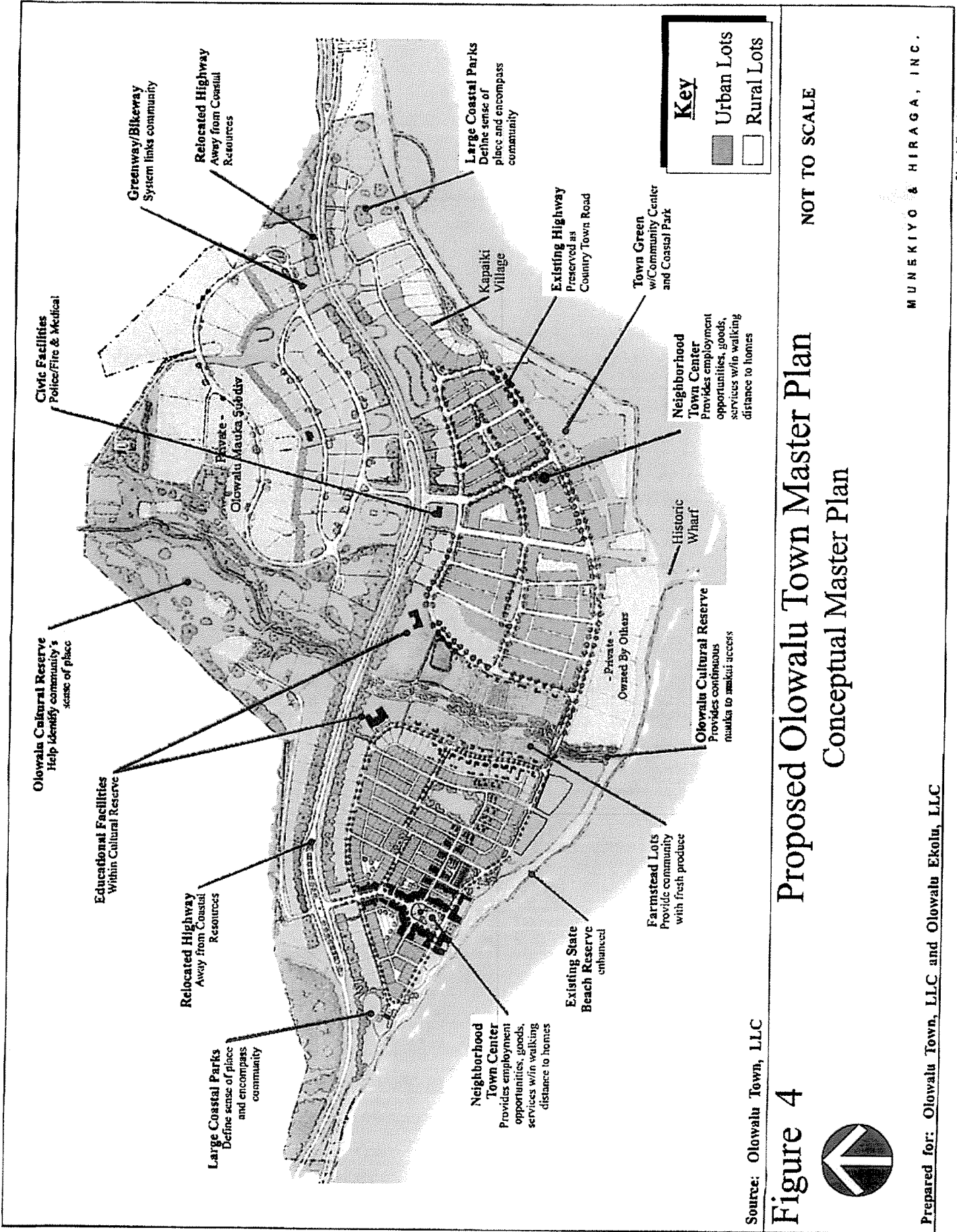


Exhibit "10"

Affidavit of Service of Petition for
District Boundary Amendment

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of)
)
 OLOWALU TOWN LLC)
 and OLOWALU EKOLU LLC)
)
 To Amend the Land Use District Boundary)
 Of Certain Lands Situated at Olowalu,)
 Island of Maui, State of Hawaii, Consisting)
 Of Approximately 320 Acres from the)
 Agricultural District to the Rural and Urban)
 Districts, Portions of Tax Map Key Nos.)
 (2) 4-8-003:084, 098, 099, 100, 101, 102, 103,)
 104, 105, 106, 107, 108, 109, 110, 111, 112,)
 113, 114, 115, 116, 117, 118 and 124.)

**AFFIDAVIT OF SERVICE OF PETITION
FOR DISTRICT BOUNDARY AMENDMENT**

STATE OF HAWAII)
) ss.
 COUNTY OF MAUI)

BLAINE J. KOBAYASHI, being first duly sworn on oath, deposes and says:

1. Affiant is the attorney for Petitioners Olowalu Town LLC and Olowalu Ekolu LLC, the Petitioners for a State of Hawaii Land Use District Boundary Amendment from the Agricultural District to the Rural and Urban Districts, for land situated at Olowalu, Maui, Hawaii, and identified as Portions of TMK No. (2) 4-8-003:084, 098 through 118, and 124.

2. In compliance with §15-15-48(a), Hawaii Administrative Rules, Affiant will on May 13, 2010, serve a copy of the Petition for District Boundary Amendment by depositing the same in the United States mail, post paid, or by hand delivery, to each of the following persons, addressed as follows:

EXHIBIT "10"

ABBEY SETH MAYER
Director
Office of Planning
State of Hawaii
P. O. Box 2359
Honolulu, Hawaii 96804

BY MAIL

ABE MITSUDA
Planning Program Administrator
Office of Planning , Land Use Division
State of Hawaii
P. O. Box 2359
Honolulu, Hawaii 96804

BY MAIL

BRYAN C. YEE
Deputy Attorney General
Department of the Attorney General
Commerce & Economic Development Division
425 Queen Street
Honolulu, Hawaii 96813

BY MAIL

KATHLEEN ROSS AOKI
Director, Planning Department
County of Maui
250 South High Street
Wailuku, Hawaii 96793

BY HAND DELIVERY

PLANNING COMMISSION
County of Maui
250 South High Street
Wailuku, Hawaii 96793

BY HAND DELIVERY

BRIAN T. MOTO
Corporation Counsel
Office of the Corporation Counsel
County of Maui
200 South High Street
Wailuku, Hawaii 96793

BY HAND DELIVERY

MAUI ELECTRIC COMPANY, LIMITED
Attention: Greg Kauhi
P. O. Box 398
Kahului, Hawaii 96733-6898

BY MAIL

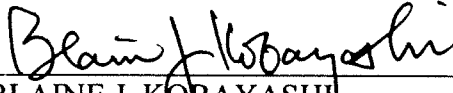
HAWAIIAN TELCOM INC.
Attention: Legal Department
P. O. Box 2200
Honolulu, Hawaii 96816

BY MAIL

This Affidavit is provided in compliance with §15-15-50(c)(5)(C), HAR.

That further Affiant sayeth naught.

DATED: Wailuku, Hawaii, May 12, 2010.



BLAINE J. KOBAYASHI

Attorney for Petitioners
LOWALU TOWN LLC and LOWALU
EKOLU LLC

The document: AFFIDAVIT OF SERVICE
OF PETITION FOR DISTRICT BOUNDARY
AMENDMENT, dated May 12, 2010, which
consists of three (3) pages (including this page),
was executed by BLAINE J. KOBAYASHI who
was subscribed and sworn to before me this
12th day of May, 2010 in the Second Judicial
Circuit of the State of Hawaii.



[Notary Signature]

Printed Name: _____

My commission expires: Robyn Petersen
My Commission expires: 08/23/2013

