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Attorneys for Petitioners
PIILANI PROMENADE SOUTH, LLC and
PIILANI PROMENADE NORTH, LLC

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI‘I

In the Matter of the Petition of	)	Docket No. A94-706
)	
KAONOULU RANCH to Amend the	)	PETITIONERS’ MOTION TO STRIKE
Agricultural Land Use District Boundary	)	INTERVENORS’ WITNESS LIST AND
into the Urban Land Use District for	)	EXHIBIT LIST, FILED MARCH 19, 2019;
Approximately 88 acres at Kaonoulu,	)	MEMORANDUM IN SUPPORT OF
Makawao-Wailuku, Maui, Hawai‘i; Tax	)	MOTION; DECLARATION OF
Map Key Nos. (2) 2-2-02: por. 15 and 3-9-	)	RANDALL F. SAKUMOTO; EXHIBITS
01:16	)	“1”-“10”; CERTIFICATE OF SERVICE
_____)	

PETITIONERS’ MOTION TO STRIKE INTERVENORS’
WITNESS LIST AND EXHIBIT LIST, FILED MARCH 19, 2019

Petitioners PIILANI PROMENADE SOUTH, LLC and PIILANI PROMENADE
NORTH, LLC (collectively, “Piilani”), through their attorneys, McCorriston Miller Mukai
MacKinnon LLP, respectfully move the State of Hawai‘i Land Use Commission

(“Commission”) to strike the Intervenor’s Witness List and Exhibit List. No hearing is requested on this Motion.

Contrary to the other parties’ submissions, the Intervenor’s Witness List does not identify a single specific person as a witness; and their Exhibit List does not identify a single specific document as an exhibit. Instead, in their Witness List, the Intervenor’s seek to reserve a right “to call any witness identified or offered by any party to these proceedings,” and “any witness who previously testified in Phase I, or who was identified on any of the party’s previous witness list.” Similarly, in their Exhibit List, Intervenor’s seek to reserve the right “to use each and every exhibit that any party to these proceedings identifies or offers into evidence in the upcoming proposed hearing” and “to use every exhibit previously accepted into evidence by the Commission during Phase I of this OSC hearing.”

This Motion should be granted because Intervenor’s Witness List and Exhibit List violate the Hawai‘i Administrative Rules (“HAR”) §§ 15-15-55.1 and -57, as well as the Commission’s March 1, 2019 instruction to the parties, which required the identification of specific witnesses and documents.

This Motion is based upon HAR § 15-15-70 and is further supported by the attached memorandum of law, all papers and pleadings on file herein, and any other evidence or information that may be presented before or at the hearing, if any, on this Motion.

DATED: Honolulu, Hawai‘i, May 27, 2020.

/s/ Randall F. Sakumoto
RANDALL F. SAKUMOTO
KELSEY S. YAMAGUCHI
MARGERY S. BRONSTER
REX Y. FUJICHAKU

Attorneys for PIILANI PROMENADE
SOUTH, LLC and PIILANI PROMENADE
NORTH, LLC

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI‘I

In the Matter of the Petition of) Docket No. A94-706
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KAONOULU RANCH to Amend the) MEMORANDUM IN SUPPORT OF
Agricultural Land Use District Boundary) MOTION
into the Urban Land Use District for)
Approximately 88 acres at Kaonoulu,)
Makawao-Wailuku, Maui, Hawai‘i; Tax)
Map Key Nos. (2) 2-2-02: por. 15 and 3-9-)
01:16)
_____)

MEMORANDUM IN SUPPORT OF MOTION

I. INTRODUCTION

Petitioners PIILANI PROMENADE SOUTH, LLC and PIILANI PROMENADE NORTH, LLC (collectively, “Piilani”) move for an order to strike the Intervenor’s Witness List and Exhibit List. The Motion should be granted because Intervenor’s Witness List and Exhibit List violate the Hawai‘i Administrative Rules (“HAR”) §§ 15-15-55.1, which requires Intervenor’s to “submit all exhibits to substantiate their position,” and -57, which permits the Commission’s chairperson to establish a schedule for the “mutual exchange of exhibits and identification of witnesses” and restricts parties from being allowed to present additional exhibits or witnesses. Intervenor’s Exhibit and Witness Lists also violate this Commission’s instruction to the parties to file “a rebuttal witness list, a rebuttal exhibit list, and all rebuttal exhibits” in response to the witness and exhibit lists filed by Piilani. Here, contrary to the applicable rules, the Commission’s instructions and every other party’s submissions, Intervenor’s did not identify a single specific person as a witness or a single specific document as an exhibit. Rather, Intervenor’s sought to reserve an open-ended right to any and all witnesses and exhibits identified or offered in the prior hearings or the upcoming evidentiary hearing.

II. RELEVANT BACKGROUND

Piilani owns six of the seven tax map key parcels (collectively, the “Petition Area”) encumbered by the Findings of Fact, Conclusions of Law, and Decision and Order issued by the Commission on February 10, 1995 in Docket No. A94-706 (the “D&O”). See Declaration of Randall F. Sakumoto (“Sakumoto Decl.”) ¶ 5.

A. OSC Proceedings

On May 23, 2012, Maui Tomorrow Foundation, Inc., South Maui Citizens for Responsible Growth, and Daniel Kanahale (collectively, the “Intervenors”) filed a Motion for a Hearing, Issuance of Order to Show Cause, and Other Relief (the “OSC Motion”) alleging Piilani’s intended use of the Petition Area violated Conditions 5, 15, and 17 of the D&O. On September 10, 2012, the Commission granted the OSC Motion, issued the Order to Show Cause (“OSC”), and ordered the OSC Proceeding to occur in two parts: Phase I and Phase II. See Sakumoto Decl. ¶¶ 6-7.

At a meeting on February 7, 2013, the Commission orally found that Piilani’s proposed uses of the Petition Area violated Conditions 5, 15, and 17. No written order reflecting that oral decision was entered. The Commission did not proceed to Phase II at that time. See id. ¶ 8.

B. Post-OSC Proceedings

On April 18, 2013, Piilani filed a Motion to Stay Phase II of the OSC Proceeding (the “Motion to Stay”). Piilani requested a stay so the Commission could consider Piilani’s Motion for Order Amending the Findings of Fact, Conclusions of Law, and Decision and Order dated February 10, 1995, which contemplated an amendment to the D&O to permit additional uses of the Petition Area. On June 27, 2013, the Commission granted the Motion to Stay and ordered Phase II of the OSC Proceeding stayed contingent upon certain conditions, which have been met. See Sakumoto Decl. ¶¶ 9-10.

On February 1, 2019, Piilani filed its Motion to Dismiss the Order to Show Cause Proceeding (“Motion to Dismiss”) arguing the OSC Proceeding should be dismissed because (a) Phase I has not been, and cannot be, completed; (b) the oral findings of Phase I are no longer factually accurate and there is no basis to proceed with Phase II; and (c) Piilani substantially commenced use of the Petition Area. The Commission considered the Motion to Dismiss during two days of hearings on February 20-21, 2019, and voted to set an evidentiary hearing on the issues presented in the Motion to Dismiss. See id. ¶¶ 11-12.

On March 1, 2019, the Commission issued a letter to the parties and Intervenors setting forth the schedule to file their witness lists, exhibit lists, and position statements. See Exhibit 1. The Commission required Piilani and Honua‘ula Partners, LLC (“HPL”) to file: “(1) a witness list identifying all witnesses that will be providing testimony in support of the Motion to Dismiss; (2) an exhibit list identifying all exhibits that will be submitted in support of the Motion to Dismiss; and (3) all exhibits identified in the aforementioned exhibit list.” The Commission instructed the Office of Planning, the County of Maui Department of Planning, and Intervenors to file “their respective position statements on the Motion to Dismiss as well as any memoranda or other documentary information in response or in rebuttal to the documents submitted” by Piilani or HPL and to file “as appropriate a rebuttal witness list, a rebuttal exhibit list, and all rebuttal exhibits.”

The Commission’s Order Setting Evidentiary Hearing on Issues Presented by Petitioners’ Motion to Dismiss the Order to Show Cause Proceeding was filed on March 4, 2019. See Exhibit 2.

Piilani filed its Witness List and Exhibit List on March 7, 2019. See Exhibits 3-4. Piilani subsequently filed an Amended Exhibit List on March 13, 2019 and submitted a Second

Amended Exhibit List to the Commission on May 27, 2020. See Exhibits 5-6. HPL filed its List of Witnesses, List of Exhibits, and its exhibits on March 7, 2019. See Exhibit 7. The Office of Planning filed its List of Witnesses and List of Exhibits on March 21, 2019. See Exhibit 8. The County of Maui filed its List of Witnesses and List of Exhibits on March 22, 2019. See Exhibit 9.

Intervenors filed their Position Statement, List of Exhibits, and List of Witnesses on March 19, 2019. See Exhibit “10.” In their Exhibit List, Intervenors seek to reserve the right “to use every exhibit previously accepted into evidence by the Commission during Phase I of this OSC hearing” and “to use each and every exhibit that any party to these proceedings identifies or offers into evidence in the upcoming proposed hearing.” See Exhibit 10 at 8. In their Witness List, which is similarly overly broad and non-specific, Intervenors seek to reserve the right to call “any witness identified or offered by any party to these proceedings in the upcoming proposed hearing, either for the purpose of direct, cross examination, and/or rebuttal testimony,” “any witness who previously testified in Phase I, or who was identified on any of the party’s previous witness lists,” and “rebuttal witnesses as deemed necessary based on the testimony or documents presented by any other party to this proceeding, including but not limited to state or county officials or employees.” See Exhibit 10 at 9.

III. ANALYSIS

HAR § 15-15-55.1(c) states in part: “all intervenors granted intervention shall submit all exhibits to substantiate their position on the boundary amendment petition.”¹ The chairperson,

¹ Pursuant to HAR § 15-15-93(c), “a hearing on an order to show cause [shall be conducted] in accordance with the requirements of subchapter 7, where applicable.” Given that the matter at issue is the evidentiary hearing on issues presented by Petitioners’ Motion to Dismiss the Order to Show Cause Proceeding, and HAR § 15-15-55.1 is a section in subchapter 7, HAR § 15-15-55.1 applies to this proceeding.

presiding officer, or the executive officer shall be authorized to hold a prehearing conference “for the purpose of . . . arranging for the exchange of proposed exhibits or proposed written testimony, . . . exchanging names of witnesses, limitation of number of witnesses, . . . and such other matters as may expedite orderly conduct and disposition of the hearing.” HAR § 15-15-57(a) (emphases added). HAR § 15-15-57(b) states in part:

The chairperson, presiding officer, or the executive officer may issue a prehearing conference order that shall establish a schedule for the mutual exchange of exhibits and identification of witnesses . . . No party shall be allowed to present additional exhibits or witnesses that are material or substantial and not identified within the schedule provided by the prehearing conference order, unless the presenting party provides good cause or the exhibit or witness is being presented for rebuttal purposes, or by stipulation of the parties with the permission of the commission.

(Emphasis added). Consistent with the foregoing, the Commission instructed Piilani to file “a witness list identifying all witnesses that will be providing testimony . . .” and “an exhibit list identifying all exhibits that will be submitted” See Exhibit 1. Additionally, the Commission required the other parties to “file with the Commission and serve upon all the other parties as appropriate a rebuttal witness list, a rebuttal exhibit list, and all rebuttal exhibits.” See Exhibit 1.

The purpose of the rules and instructions is clear: hearing by ambush is neither allowed nor tolerated. To permit a full, fair and orderly hearing—and to ensure that the Commission is presented with the relevant information necessary to make a fully-informed decision—the parties must disclose the specific identity of witnesses and exhibits. This necessarily means that each party must disclose the identity of specific individuals and specific documents.² Four of the five

² The Commission’s rules further contemplate the need for a specific list of witnesses and exhibits. The rules state “[t]o avoid unnecessary cumulative evidence, the presiding officer may limit the number of witnesses or the time for testimony upon a particular issue.” HAR § 15-15-65.

parties in this case did just that. Only the Intervenors failed to do so. Instead, they generally described broad categories of unnamed witnesses and unidentified documents.

The Intervenors' Exhibit List allows Intervenors to use every exhibit previously accepted into evidence and to use the exhibits of any party to the proceedings. Similarly, the Intervenors have reserved the right to call any witness who previously testified or was identified on a previous witness list, and any witness identified by any party. See Exhibit 10 at 8-9. These broadly worded statements enable Intervenors to keep the door open for any witness or exhibit without committing to any specificity with regard to its witness or exhibit lists. To permit the Intervenors to do so undermines the Commission's ability to ensure a full and fair hearing, and is prejudicial to all other parties.

IV. CONCLUSION

For the foregoing reasons, Piilani requests that the Commission grant Petitioners' Motion to Strike Intervenors' Witness List and Exhibit List, Filed March 19, 2019.

DATED: Honolulu, Hawai'i, May 27, 2020.

/s/ Randall F. Sakumoto
RANDALL F. SAKUMOTO
KELSEY S. YAMAGUCHI
MARGERY S. BRONSTER
REX Y. FUJICHAKU

Attorneys for PIILANI PROMENADE
SOUTH, LLC and PIILANI PROMENADE
NORTH, LLC

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI'I

In the Matter of the Petition of	)	Docket No. A94-706
)	
KAONOULU RANCH to Amend the	)	DECLARATION OF
Agricultural Land Use District Boundary	)	RANDALL F. SAKUMOTO; EXHIBITS
into the Urban Land Use District for	)	"1"- "10"
Approximately 88 acres at Kaonoulu,)	
Makawao-Wailuku, Maui, Hawai'i; Tax)	
Map Key Nos. (2) 2-2: por. 15 and 3-9-)	
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DECLARATION OF RANDALL F. SAKUMOTO

I, RANDALL F. SAKUMOTO, hereby declare:

1. I am licensed to practice law in all courts of the State of Hawai'i.
2. I am an attorney with the law firm of McCorrison Miller Mukai MacKinnon LLP, attorneys for Petitioners Piilani Promenade South, LLC and Piilani Promenade North, LLC (collectively, "Piilani"), as referenced above in this matter.
3. I make this declaration upon my own personal knowledge and am competent to testify to all matters set forth herein, and submit the same in support of Petitioners' Motion to Strike Intervenors' Exhibit List and Witness Lists, Filed March 19, 2019, submitted concurrently herewith and made a part hereof by reference.
4. As an attorney at McCorrison Miller Mukai MacKinnon LLP, I have personal knowledge of the filings in the above-referenced case and access to records and files kept in the normal course of the business conducted by McCorrison Miller Mukai MacKinnon LLP.

5. Piilani owns six of the seven tax map key parcels (collectively, the “Petition Area”) encumbered by the Findings of Fact, Conclusions of Law, and Decision and Order issued by the Commission on February 10, 1995 in Docket No. A94-706 (the “D&O”).

6. On May 23, 2012, Maui Tomorrow Foundation, Inc., South Maui Citizens for Responsible Growth, and Daniel Kanahale (collectively, the “Intervenors”) filed a Motion for a Hearing, Issuance of Order to Show Cause, and Other Relief (the “OSC Motion”) alleging Piilani’s intended use of the Petition Area violated Conditions 5, 15, and 17 of the D&O.

7. On September 10, 2012, the Commission granted the OSC Motion, issued the Order to Show Cause (“OSC”), and ordered the OSC Proceeding to occur in two parts: Phase I and Phase II.

8. At a meeting on February 7, 2013, the Commission orally found that Piilani’s proposed uses of the Petition Area violated Conditions 5, 15, and 17. No written order reflecting that oral decision was entered. The Commission did not proceed to Phase II at that time.

9. On April 18, 2013, Piilani filed a Motion to Stay Phase II of the OSC Proceeding (the “Motion to Stay”). Piilani requested a stay so the Commission could consider Piilani’s Motion for Order Amending the Findings of Fact, Conclusions of Law, and Decision and Order dated February 10, 1995, which contemplated an amendment to the D&O to permit additional uses of the Petition Area.

10. On June 27, 2013, the Commission granted the Motion to Stay and ordered Phase II of the OSC Proceeding stayed contingent upon certain conditions, which have been met.

11. On February 1, 2019, Piilani filed its Motion to Dismiss the Order to Show Cause Proceeding (“Motion to Dismiss”) arguing the OSC Proceeding should be dismissed because (a) Phase I has not been, and cannot be, completed; (b) the oral findings of Phase I are no longer

factually accurate and there is no basis to proceed with Phase II; and (c) Piilani substantially commenced use of the Petition Area.

12. The Commission considered the Motion to Dismiss during two days of hearings on February 20-21, 2019, and voted to set an evidentiary hearing on the issues presented in the Motion to Dismiss.

13. Attached hereto as **Exhibit 1** is a true and correct copy of the letter, dated March 1, 2019, from Jonathan Likeke Scheuer, Chairperson of the Land Use Commission of the State of Hawai‘i.

14. Attached hereto as **Exhibit 2** is a true and correct copy of the Order Setting Evidentiary Hearing on Issues Presented by Petitioners’ Motion to Dismiss the Order to Show Cause Proceeding, filed March 4, 2019.

15. Attached hereto as **Exhibit 3** is a true and correct copy of Petitioners’ Witness List, filed March 7, 2019.

16. Attached hereto as **Exhibit 4** is a true and correct copy of Petitioners’ Exhibit List, filed March 7, 2019.

17. Attached hereto as **Exhibit 5** is a true and correct copy of Petitioners’ Amended Exhibit List, filed March 13, 2019.

18. Attached hereto as **Exhibit 6** is a true and correct copy of Petitioners’ Second Amended Exhibit List, submitted to the Commission on May 27, 2020.

19. Attached hereto as **Exhibit 7** is a true and correct copy of Honua‘ula Partners, LLC’s: (1) List of Witnesses; (2) List of Exhibits; (3) Exhibits “4” – “5,” filed March 7, 2019.

20. Attached hereto as **Exhibit 8** is a true and correct copy of the Office of Planning’s List of Witnesses, List of Exhibits, and resume of Rodney Funakoshi, filed March 21, 2019.

21. Attached hereto as **Exhibit 9** is a true and correct copy of the County of Maui Planning Department's List of Witnesses and List of Exhibits, filed March 22, 2019.

22. Attached hereto as **Exhibit 10** is a true and correct copy of Intervenor's:
(1) Position Statement; (2) List of Exhibits; (3) List of Witnesses, filed March 19, 2019.

I, RANDALL F. SAKUMOTO, declare under penalty of law that the foregoing is true and correct.

Executed this 27th day of May, 2020, at Honolulu, Hawai'i.

/s/ Randall F. Sakumoto
RANDALL F. SAKUMOTO



DAVID Y. IGE
Governor

MIKE MCCARTNEY
Director

DANIEL E. ORODENKER
Executive Officer

LAND USE COMMISSION
Department of Business, Economic Development & Tourism
State of Hawai'i

March 1, 2019

Randall F. Sakumoto, Esq.
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Dear Messrs. Sakumoto and Tabata:

Subject: Docket No. A94-706/Ka'ono'ulu Ranch

In accordance with the decision of the Land Use Commission ("Commission") to set an evidentiary hearing on the issues presented in the Motion to Dismiss the Order to Show Cause Proceeding ("Motion to Dismiss") filed by Pi'ilani Promenade South, LLC, and Pi'ilani Promenade North, LLC (collectively "Pi'ilani"), and joined in by Honua'ula Partners, LLC ("Honua'ula"), I hereby request that that no later than the close of business on March 7, 2019, Pi'ilani and Honua'ula shall file with the Commission and serve upon all the other parties (1) a witness list identifying all witnesses that will be providing testimony in support of the Motion to Dismiss; (2) an exhibit list identifying all exhibits that will be submitted in support of the Motion to Dismiss; and (3) all exhibits identified in the aforementioned exhibit list.

By copy of this letter, I am also requesting that no later than the close of business on March 21, 2019, the Office of Planning ("OP"), the County of Maui Department of Planning ("DP"), and Intervenors each file with the Commission and serve upon all the other parties their respective position statements on the Motion to Dismiss as well as any memoranda or other documentary information in response or in rebuttal to the documents submitted by Pi'ilani and Honua'ula on March 7, 2019, provided that OP, the DP, and Intervenors no later than the close of business on March 21, 2019, shall each also file with the Commission and serve upon all the other parties as appropriate a rebuttal witness list, a rebuttal exhibit list, and all rebuttal exhibits.

Exhibit 1

Randall F. Sakumoto, Esq.

Curtis T. Tabata, Esq.

March 1, 2019

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For your information, the evidentiary hearing has been tentatively scheduled for April 9, 2019. The parties will be informed of the exact date, time, and location of the hearing as soon as the information becomes available.

Should you have any questions on this matter, please feel free to call the Commission staff at (808) 587-3822.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jonathan Likeke Scheuer', with a long horizontal flourish extending to the right.

Jonathan Likeke Scheuer
Chairperson

c: Dawn T. Apuna, Esq.
Michael J. Hopper, Esq.
Tom Pierce, Esq.



LAND USE COMMISSION
STATE OF HAWAII

2019 MAR -4 A 10: 05

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In The Matter Of The Petition Of	)	DOCKET NO. A94-706
)	
KA'ONO'ULU RANCH	)	ORDER SETTING EVIDENTIARY
	)	HEARING ON ISSUES PRESENTED
To Amend The Agricultural Land Use	)	BY PETITIONERS' MOTION TO
District Boundary Into The Urban Land	)	DISMISS THE ORDER TO SHOW
Use District For Approximately 88	)	CAUSE PROCEEDING; AND
Acres Of Land At Ka'ono'ulu,	)	CERTIFICATE OF SERVICE
Makawao-Wailuku, Maui, Hawai'i,)	
Tax Map Key: 3-9-01: 16, 169, And)	
170 Through 174)	
_____)	

ORDER SETTING EVIDENTIARY HEARING ON ISSUES PRESENTED BY
PETITIONERS' MOTION TO DISMISS THE ORDER TO SHOW CAUSE PROCEEDING

AND

CERTIFICATE OF SERVICE

This is to certify that this is a true and correct
copy of the document on file in the office of the
State Land Use Commission, Honolulu, Hawai'i.

March 4, 2019 by

Executive Officer



BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In The Matter Of The Petition Of)	DOCKET NO. A94-706
)	
KA`ONO`ULU RANCH)	ORDER SETTING EVIDENTIARY
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ORDER SETTING EVIDENTIARY HEARING ON ISSUES PRESENTED BY
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AND

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BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In The Matter Of The Petition Of)	DOCKET NO. A94-706
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Tax Map Key: 3-9-01: 16, 169, And)	
170 Through 174)	
_____)	

ORDER SETTING EVIDENTIARY HEARING ON ISSUES PRESENTED BY
PETITIONERS' MOTION TO DISMISS THE ORDER TO SHOW CAUSE PROCEEDING

On February 1, 2019, Pi`ilani Promenade South, LLC, and Pi`ilani Promenade North, LLC (collectively "Pi`ilani" or "Petitioners"), filed a Motion to Dismiss the Order to Show Cause Proceeding; Memorandum in Support of Motion; Declaration of Randall F. Sakumoto; Exhibit "1"; and Certificate of Service (collectively "Motion to Dismiss"), pursuant to Hawai`i Administrative Rules ("HAR") §15-15-70. In its Motion to Dismiss, Pi`ilani requested that the State of Hawai`i Land Use Commission ("Commission") dismiss the Order to Show Cause ("OSC") proceeding because (1) the

Commission lacks the authority to conclude Phase I of the OSC proceeding and commence Phase II of the OSC proceeding; (2) the Commission's oral findings of violation in Phase I of the OSC proceeding are no longer factually accurate and cannot serve as a basis for Phase II of the OSC proceeding; and (3) the Commission does not have the authority to enforce reversion or otherwise reclassify the real property at issue under Docket No. A94-706 through Phase II of the OSC proceeding because Pi'ilani has substantially commenced use of the Petition Area. Pi'ilani further requested a hearing on the Motion to Dismiss.

On February 4, 2019, Honua`ula Partners, LLC ("Honua`ula"), filed a Joinder to Petitioners' Motion to Dismiss the Order to Show Cause Proceeding filed February 1, 2019, and Certificate of Service.

On February 7, 2019, Maui Tomorrow Foundation, Inc.; South Maui Citizens for Responsible Growth; and Daniel Kanahale (collectively "Intervenors") filed a Memorandum in Opposition to Petitioners' Motion to Dismiss the Order to Show Cause Proceeding, Filed 2/1/2019, and Certificate of Service.

On February 12, 2019, the State of Hawai'i Office of Planning ("OP") filed a Response to Petitioner's Motion to Dismiss the Order to Show Cause Proceeding and Certificate of Service.

On February 13, 2019, Pi'ilani filed a Reply Memorandum in Support of Their Motion to Dismiss the Order to Show Cause Proceeding, Filed February 1, 2019, and Certificate of Service.

On February 14, 2019, OP filed a Withdrawal of Response to Petitioner's Motion to Dismiss the Order to Show Cause Proceeding, and Amended Response to Petitioner's Motion to Dismiss the Order to Show Cause Proceeding and Certificate of Service.

On February 14, 2019, the County of Maui Department of Planning ("DP") filed a Response to Petitioners' Motion to Dismiss the Order to Show Cause Proceeding and Certificate of Service.

The Commission considered the Motion to Dismiss at its meeting on February 20, 2019, at the Maui Arts & Cultural Center, Alexa Higashi Meeting Room, One Cameron Way, Kahului, Maui, Hawai'i. Randall F. Sakumoto, Esq.; Lisa W. Cataldo, Esq.; and Catherine A. Taschner, Esq., appeared on behalf of Pi'ilani. Curtis T. Tabata, Esq., appeared on behalf of Honua'ula. Michael J. Hopper, Esq., and Michele McLean appeared on behalf of the DP. Dawn T. Apuna, Esq., and Rodney Funakoshi appeared on behalf of OP. Tom Pierce, Esq. appeared on behalf of the Intervenors.¹

¹ At the beginning of the meeting, Commissioner Gary Okuda disclosed that attorneys at the firm of Pi'ilani's counsel represent adverse parties in two of his pending cases, but that this would not affect his decision-making in this proceeding. There were no objections by the parties to Commissioner Okuda's continued participation in this matter.

At the meeting, the Commission heard public testimony from Mike Moran, Harry Lake, Mark Hyde, and Albert Perez. During his testimony, Mr. Lake, Chief Executive Officer for Koa Partners,² provided a Modified Plan depicting the current development proposal for the Petition Area. Following the receipt of public testimony, Pi'ilani proceeded with its presentation on its Motion to Dismiss. Honua'ula, the DP, and OP followed in turn with their respective arguments on Pi'ilani's Motion to Dismiss. Upon the completion of OP's case, the Commission recessed its proceeding on the Motion to Dismiss.

On February 21, 2019, the Commission reconvened at the Maui Arts & Cultural Center, Alexa Higashi Meeting Room, to consider Pi'ilani's Motion to Dismiss. At this time, Pi'ilani withdrew the Modified Plan of the Petition Area submitted by Mr. Lake from the Commission's consideration and stated, among other things, that they would be proceeding with the original development for the Petition Area as proposed by its predecessor in the docket, Ka'ono'ulu Ranch. Intervenors then presented their arguments on the Motion to Dismiss. Following discussion, a motion was made and seconded to set an evidentiary hearing on the issues presented in Pi'ilani's Motion to

² Koa Partners was retained by Pi'ilani to lead the approval, design, and development efforts, and to identify, contact, and discuss the development of the Petition Area with stakeholders, including the Intervenors.

Dismiss. Upon further discussion, a vote was taken on this motion. There being a vote tally of 8 ayes and 0 nays, the motion passed.³

ORDER

This Commission, having duly considered Pi'ilani's Motion to Dismiss, the oral and written arguments of the parties in the proceeding, and a motion having been made and seconded at a meeting on February 21, 2019, in Kahului, Maui, Hawai'i, and the motion having received the affirmative votes required by HAR §15-15-13, and there being good cause for the motion,

HEREBY ORDERS that an evidentiary hearing be set on the issues presented by Pi'ilani's Motion to Dismiss.

³ There are currently eight sitting members on the Commission. The Kaua'i seat is vacant.
Docket No. A94-706 Ka'ono'ulu Ranch
Order Setting Evidentiary Hearing On Issues Presented By Petitioners' Motion To Dismiss The
Order To Show Cause Proceeding

ADOPTION OF ORDER

This ORDER shall take effect upon the date this ORDER is certified by this Commission.

Done at Wailuku, Hawai'i, this 4th, day of March, 2019, per motion on February 20, 2019.

LAND USE COMMISSION

APPROVED AS TO FORM

STATE OF HAWAII


Randall S. Aishiyama
Deputy Attorney General

By 
JONATHAN SCHEUER
Chairperson and Commissioner

Filed and effective on:

03/04/2019

Certified by:



DANIEL ORODENKER
Executive Officer



LAND USE COMMISSION
STATE OF HAWAII

BEFORE THE LAND USE COMMISSION

2019 MAR -4 A 10: 29

OF THE STATE OF HAWAII

In The Matter Of The Petition Of

DOCKET NO. A94-706

KA'ONO'ULU RANCH

CERTIFICATE OF SERVICE

To Amend The Agricultural Land Use District Boundary Into The Urban Land Use District For Approximately 88 Acres Of Land At Ka'ono'ulu, Makawao-Wailuku, Maui, Hawai'i, Tax Map Key: 3-9-01: 16, 169, And 170 Through 174

CERTIFICATE OF SERVICE

I hereby certify that a copy of the ORDER SETTING EVIDENTIARY HEARING ON ISSUES PRESENTED BY PETITIONERS' MOTION TO DISMISS THE ORDER TO SHOW CAUSE PROCEEDIN AND CERTIFICATE OF SERVICE was served upon the following by either by hand delivery or depositing the same in the U. S. Postal Service by regular or certified mail as noted:

	HAND DELIVERED	REGULAR MAIL	CERTIFIED MAIL
DIRECTOR Office of Planning 235 S. Beretania Street Rm. 600 Honolulu, Hawai'i 96813	X		
DAWN TAKEUCHI-APUNA, ESQ. Deputy Attorney General Hale Auhau, Third Floor 425 Queen Street Honolulu, Hawai'i 96813		X	

	HAND DELIVERED	REGULAR MAIL	CERTIFIED MAIL
TOM PIERCE PO Box 798 Makawao, Hawaii 96768			X
MICHIELE MCLEAN Director, County of Maui Planning Department 250 S. High St Kalana Pakui Bldg Ste 200 Wailuku, HI 96793		X	
MICHAEL HOPPER, Esq. Deputy Corporation Counsel 200 S. High St. Kalana O Maui Bldg 3rd Flr Wailuku, HI 96793			X
McCorriston Miller Mukai Mackinnon LLP RANDALL SAKUMOTO, Esq Five Waterfront Plaza, 4th Floor 500 Ala Moana Boulevard Honolulu, Hawai'i 96813			X
BENJAMIN M. MATSUBARA, #993-0 CURTIS T. TABATA, #5607-0 Matsubara-Kotake 888 Mililani Street, Suite 308 Honolulu, Hawaii 96813			X

Honolulu, Hawai'i, March 4, 2019.



DANIEL ORODENKER
Executive Officer

McCORRISTON MILLER MUKAI MacKINNON LLP

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LAND USE COMMISSION
STATE OF HAWAII

2019 MAR -7 P 1:35

Attorneys for Petitioners
PIILANI PROMENADE SOUTH, LLC and
PIILANI PROMENADE NORTH, LLC

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of	)	Docket No. A94-706
)	
KAONOULU RANCH to Amend the	)	PETITIONERS' WITNESS LIST;
Agricultural Land Use District Boundary	)	CERTIFICATE OF SERVICE
into the Urban Land Use District for)	
Approximately 88 acres at Kaonoulu,)	
Makawao-Wailuku, Maui, Hawai'i; Tax)	
Map Key Nos. (2) 2-2-02: por. 15 and 3-9-)	
01:16)	
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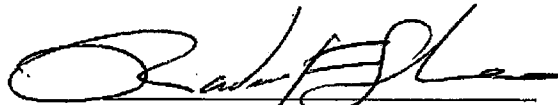
PETITIONER'S WITNESS LIST

Petitioners PIILANI PROMENADE SOUTH, LLC and PIILANI PROMENADE
NORTH, LLC, pursuant to Hawaii Administrative Rules § 15-15-57, state that they may call the
following witness at the hearing of the above matter:

1. Robert D. Poynor
Sarofim Realty Advisors
8115 Preston Rd., Ste. 400
Dallas, TX 75225

2. Darren T. Unemori
Warren S. Unemori Engineering, Inc.
Wells Street Professional Center
2145 Wells St., Ste. 403
Wailuku, HI 96793
3. Kenneth F. Gift
Goodfellow Bros.
1300 N. Holopono St., Ste. 201
Kihei, HI 96753
4. Harry Lake
Koa Partners
4144 N. Central Expy., Ste. 510
Dallas, TX 75204
5. Michael Packard
SSFM International, Inc.
501 Sumner St., Ste. 620
Honolulu, HI 96817
6. Tanya Lee-Greig
'Āina Archaeology
725 Kapiolani Blvd., 4th Floor
Honolulu, HI 96813
7. Any witnesses necessary to authenticate documents.
8. Any witness identified by any other party in this matter.
9. Any necessary rebuttal witnesses.

DATED: Honolulu, Hawai'i, March 7, 2019.



RANDALL F. SAKUMOTO
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CATHERINE A. TASCHNER

Attorneys for PIILANI PROMENADE
SOUTH, LLC and PIILANI PROMENADE
NORTH, LLC

BEFORE THE LAND USE COMMISSION
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Map Key Nos. (2) 2-2: por. 15 and)	
3-9-01:16)	
_____)	

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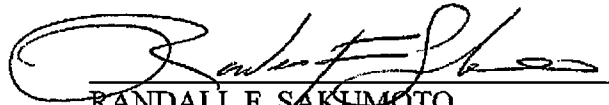
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DATED: Honolulu, Hawai'i, March 7, 2019.



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2019 MAR -7 P 1:34

Attorneys for Petitioners
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BEFORE THE LAND USE COMMISSION
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Map Key Nos. (2) 2-2-02: por. 15 and 3-9-)	Time: TBD
01:16)	
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	DESCRIPTION	PARTY OBJECTIONS	ADMIT
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2	Docket No. A94-706, February 7, 2013 Transcript		

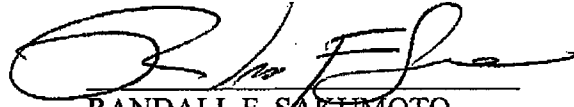
Exhibit 4

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3	Declaration of Darren T. Unemori dated January 9, 2019; Exhibits "A"- "T" (Submitted with Petitioners' Memorandum in Opposition to Intervenors' Motion to Conduct Phase II of Contested Case Pending Since 2012, and for Final Decision, Filed December 3, 2018, filed January 10, 2019 ("Petitioners' MIO"))		
4	Declaration of Kenneth F. Gift dated January 9, 2019; Exhibit "J" (Submitted with Petitioners' MIO)		
5	Declaration of Robert D. Poynor dated January 10, 2019; Exhibits "K"- "L" (Submitted with Petitioners' MIO)		
6	Declaration of Harry Lake dated January 31, 2019; Exhibits "A"- "B" (Submitted with Petitioners' Motion to Dismiss the Order to Show Cause Proceeding, filed February 1, 2019)		
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8	Proposed site plan with Roadway Reserve Lots in redline		
9	Proposed site plan with Roadway Reserve Lots in redline and 124-foot wide East Kaonoulu Street right-of-way in blackline		
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	DESCRIPTION	PARTY OBJECTIONS	ADMIT
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26	Resume of Michael Packard		
27	Resume of Darren T. Unemori		

DATED: Honolulu, Hawai'i, March 7, 2019.



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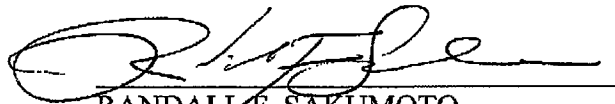
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DATED: Honolulu, Hawai'i, March 7, 2019.



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2019 MAR 13 P 2:03

Attorneys for Petitioners
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BEFORE THE LAND USE COMMISSION
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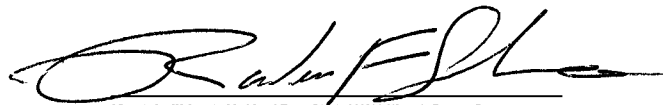
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DATED: Honolulu, Hawai'i, MAR 13 2019.



RANDALL F. SAKUMOTO
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CATHERINE A. TASCHNER

Attorneys for PIILANI PROMENADE
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Attorneys for Petitioners
 PIILANI PROMENADE SOUTH, LLC and
 PIILANI PROMENADE NORTH, LLC

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Makawao-Wailuku, Maui, Hawai‘i; Tax)	Evidentiary Hearing:
Map Key Nos. (2) 2-2-02: por. 15 and 3-9-)	Date: July 8, 2020
01:16)	Time: TBD
_____)	

PETITIONERS’ SECOND AMENDED EXHIBIT LIST

EXHIBIT	DESCRIPTION	PARTY OBJECTIONS	ADMIT
1	Docket No. A94-706, Findings of Fact, Conclusions of Law, and Decision and Order, dated February 10, 1995		

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18	Sixteenth Annual Report of Piilani Promenade South, LLC and Piilani Promenade North, LLC, Successor Petitioners to Kaonoulu Ranch (2011)		
19	Seventeenth Annual Report of Piilani Promenade South, LLC and Piilani Promenade North, LLC, Successor Petitioner to Kaonoulu Ranch (2012)		
20	Eighteenth Annual Report of Piilani Promenade South, LLC and Piilani Promenade North, LLC, Successor Petitioner to Kaonoulu Ranch (2013)		
21	Nineteenth Annual Report of Piilani Promenade South, LLC and Piilani Promenade North, LLC, Successor Petitioner to Kaonoulu Ranch (2014)		
22	Twentieth Annual Report of Piilani Promenade South, LLC and Piilani Promenade North, LLC, Successor Petitioner to Kaonoulu Ranch (2015)		
23	Twenty-First Annual Report of Piilani Promenade South, LLC and Piilani Promenade North, LLC, Successor Petitioners to Kaonoulu Ranch (2016)		
24	Twenty-Second Annual Report of Piilani Promenade South, LLC and Piilani Promenade North, LLC, Successor Petitioners to Kaonoulu Ranch (2017)		

EXHIBIT	DESCRIPTION	PARTY OBJECTIONS	ADMIT
25	Traffic Impact Opinion Letter dated March 7, 2019 from Michael Packard, SSFM International		
26	Resume of Michael Packard		
27	Resume of Darren T. Unemori		
28	Resume of Tanya L. Lee-Greig		
29	Docket No. A94-706, July 19, 2017 Transcript		
30	Docket No. A94-706, July 20, 2017 Transcript		
31	Letter of Testimony from Henry Rice, President of Kaonoulu Ranch, dated July 17, 2017		
32	Final Environmental Impact Statement for Piilani Promenade, Volumes 1-5 (submitted to the Commission on June 27, 2017)		
33	PowerPoint Presentation re Piilani Promenade Final Environmental Impact Statement (received by the Commission on July 20, 2017)		
34	Twenty-Third Annual Report of Piilani Promenade South, LLC and Piilani Promenade North, LLC, Successor Petitioners to Kaonoulu Ranch (2018)		
35	Twenty-Fourth Annual Report of Piilani Promenade South, LLC and Piilani Promenade North, LLC, Successor Petitioners to Kaonoulu Ranch (2019)		

DATED: Honolulu, Hawai‘i, May 27, 2020.

/s/ Randall F. Sakumoto

RANDALL F. SAKUMOTO

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MARGERY S. BRONSTER

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Attorneys for PIILANI PROMENADE
SOUTH, LLC and PIILANI PROMENADE
NORTH, LLC

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI'I

In the Matter of the Petition of) Docket No. A94-706
)
KAONOULU RANCH to Amend the) CERTIFICATE OF SERVICE
Agricultural Land Use District Boundary)
into the Urban Land Use District for)
Approximately 88 acres at Kaonoulu,)
Makawao-Wailuku, Maui, Hawai'i; Tax)
Map Key Nos. (2) 2-2: por. 15 and)
3-9-01:16)
_____)

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document will be duly served upon the following persons by electronic mail ("**EM**"), or by mailing said copy, postage prepaid, first class, in a United States post office ("**M**") or by hand delivery ("**HD**") in the manner indicated, addressed as set forth below:

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DATED: Honolulu, Hawai'i, May 27, 2020.

/s/ Randall F. Sakumoto

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LAND USE COMMISSION
STATE OF HAWAII

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Attorneys for Petitioner
HONUA`ULA PARTNERS, LLC

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of	)	Docket No. A94-706
)	
KAONOULU RANCH to Amend the	)	HONUA`ULA PARTNERS,
Agricultural Land Use District Boundary into	)	LLC'S: (1) LIST OF WITNESSES;
the Urban Land Use District for approximately	)	(2) LIST OF EXHIBITS; (3)
88 acres at Kaonoulu, Makawao-Wailuku,	)	EXHIBITS "4" - "5" AND
Maui, Hawaii; Tax Map Key Nos. 2-2-02:por.	)	CERTIFICATE OF SERVICE
of 15 and 3-9-01:16)	
_____)	

HONUA`ULA PARTNERS, LLC'S:

(1) LIST OF WITNESSES; (2) LIST OF EXHIBITS; (3) EXHIBITS "4" - "5"

AND

CERTIFICATE OF SERVICE

LAND USE COMMISSION

DOCKET NO./PETITIONER: A94-706/KAONOULU RANCH

PARTY: Petitioner HONUUA'ULA PARTNERS, LLC

LIST OF WITNESSES

NAME/ORGANIZATION/POSITION (List In Order of Appearance)	TO BE QUALIFIED AS AN EXPERT IN:	SUBJECT MATTER	WRITTEN TESTIMON Y	EXHIBIT NUMBER(S)	LENGTH OF DIRECT
Charles Jencks	NA	Project Management	No	1-5	20 minutes
Rick Arambulo	NA	Petitioner Representative	No		10 minutes

LAND USE COMMISSION

DOCKET NO./PETITIONER: A94-706/KAONOULU RANCH

PARTY: Petitioner HONUUA`ULA PARTNERS, LLC

LIST OF EXHIBITS

EXHIBIT NUMBER	DESCRIPTION	PARTY: OBJECTIONS	ADMIT
1	Unilateral Agreement (attached to Honua`ula Partners, LLC's Memorandum In Opposition To Intervenor's Motion To Conduct Phase II as Ex. 1, previously filed on January 10, 2019 and served on all parties)		
2	Ordinance No. 3553 (attached to Honua`ula Partners, LLC's Memorandum In Opposition To Intervenor's Motion To Conduct Phase II as Ex. 2, previously filed on January 10, 2019 and served on all parties)		
3	Ordinance No. 4849 (attached to Honua`ula Partners, LLC's Memorandum In Opposition To Intervenor's Motion To Conduct Phase II as Ex. 3, previously filed on January 10, 2019 and served on all parties)		
4	Maui Industrial Partners – Job Cost Payment / Retention Detail		
5	Honua`ula Partners, LLC – 670 Cost Breakdown		

Job Cost Payment/Retention Detail

Actuals as of January 03, 2019

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Posting Date	Source	Payee Name / Description	Invoice Number	Reference Number	Gross Amount	Payment Amount	Retention Amount	Revised Est. Balance
Building	5270	Maui Industrial Partners, LLC						
Job	Maui Ind	Maui Industrial Partners						
02-500	Water System							
01-Mar-2008	J/E	istar - to record March interest payment	B#25076		11,225.76	11,225.76	0.00	0.00
01-May-2008	J/E	To correct coding	B#25707		(11,225.76)	(11,225.76)	0.00	(11,225.76)
Totals for 02-500:			Cash Required:		0.00	0.00	0.00	0.00
02-800	General Work Site							
01-Jul-2006	J/E	Second & Peck- Apply payment for inv 1174-Julio Ramos to job cost code 02-8	B#11841		10,000.00	10,000.00	0.00	18,822.00
01-Oct-2006	A/P	Goodfellow Brothers Inc. / Fence Clearing at Bak South-06/06	10400	C# 1086	1,157.91	1,157.91	0.00	7,664.09
01-Oct-2006	A/P	Goodfellow Brothers Inc. / Clear Fence Line for New Fence-06/06	10331	C# 1086	7,663.96	7,663.96	0.00	0.13
31-Aug-2008	A/P	Second & Peck Real Estate, LLC / applying costs to a commitment	08-31-08	HWC# 1	(10,000.00)	(10,000.00)	0.00	10,000.13
31-Aug-2008	A/P	Second & Peck Real Estate, LLC / applying costs to a commitment	08-31-2008	HWC# 2	10,000.00	10,000.00	0.00	0.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32814		(8,821.87)	(8,821.87)	0.00	8,822.00
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32814		8,821.87	8,821.87	0.00	0.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32858		(10,000.00)	(10,000.00)	0.00	10,000.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32858		10,000.00	10,000.00	0.00	0.13
Totals for 02-800:			Cash Required:		0.13	18,821.87	0.00	0.13
50-100	Fees and Permits							
01-Dec-2005	A/P	County of Maui Dept. of Water Supply	1 2" water meter	C# 1078	61,506.00	61,506.00	0.00	0.00
23-May-2006	A/P	Charlie Jencks / Reimb-CJ pymt to Director of Finance 5/2/06	4049-Director Fina C# 1049		200.00	200.00	0.00	(61,506.00)
23-May-2006	A/P	Charlie Jencks / reimb-CJ pymt State of Hawaii 4/27/06	4043-Dept of Land C# 1049		25.00	25.00	0.00	(61,731.00)
01-Jun-2006	J/E	Recording Fees for Draw 3	B#11722		300.00	300.00	0.00	(62,031.00)
12-Jun-2006	J/E	Fremont Draw 4 - processing fee	B#11724		200.00	200.00	0.00	(62,231.00)
12-Jun-2006	J/E	Fremont Draw 4 - recording fee	B#11724		100.00	100.00	0.00	(62,331.00)
06-Jul-2006	J/E	Recording Fee - Draw 5	B#11633		100.00	100.00	0.00	(62,431.00)
06-Jul-2006	J/E	Recording Fee - Draw 5	B#11633		200.00	200.00	0.00	(62,631.00)
12-Jul-2006	A/P	Charlie Jencks / CJ reimb-State Department of Health payment	WNB-NO1 Form F C# 1071		500.00	500.00	0.00	(63,131.00)
21-Aug-2006	J/E	Draw#6 Funding Processing Fee & Title/Recording Fee	B#12603		300.00	300.00	0.00	(63,431.00)
16-Nov-2006	J/E	Draw #7 Funding-Fees	B#14286		300.00	300.00	0.00	(63,731.00)
31-Dec-2006	J/E	Fremont Draw fees - to adjust loan balance to correct 12/31/06	B#16018		300.00	300.00	0.00	(64,031.00)
13-Feb-2007	J/E	Fremont - Draw 8 Funding fees	B#16045		300.00	300.00	0.00	(64,331.00)
01-Jul-2007	J/E	Fremont Draw 9 funding fees - draw funded on 05/26/07	B#19676		300.00	300.00	0.00	(64,631.00)
30-Aug-2007	J/E	Processing Fee & Title/Recording Fee	B#20267		300.00	300.00	0.00	(64,931.00)
31-Aug-2008	A/P	Fremont investment & Loan / applying costs to a commitment	08/31/2008	HWC# 4	2,700.00	2,700.00	0.00	(67,631.00)
31-Aug-2008	A/P	County of Maui Dept. of Water Supply / applying costs to a commitment	08.31.08	HWC# 7	(61,506.00)	(61,506.00)	0.00	(6,125.00)
31-Aug-2008	A/P	Charlie Jencks / applying costs to a commitment	08-31-08	HWC# 5	(725.00)	(725.00)	0.00	(5,400.00)

EXHIBIT

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Job Cost Payment/Retention Detail

Actuals as of January 03, 2019

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Building	Job	Posting Date	Source	Payee Name / Description	Invoice Number	Reference Number	Gross Amount	Payment Amount	Retention Amount	Revised Est. Balance
			5270	Maui Industrial Partners, LLC						
			Maui Ind	Maui Industrial Partners						
		12-Jun-2008	A/P	Second & Peck Real Estate, LLC / Mgmt & Consulting Fee April 2008	0007MK-PRL	C# 1225	10,000.00	10,000.00	0.00	260,000.00
		30-Jul-2008	A/P	Second & Peck Real Estate, LLC / Mgmt & Consulting Fees July 2008	00010MK-PRL	C# 1217	10,000.00	10,000.00	0.00	250,000.00
		30-Jul-2008	A/P	Second & Peck Real Estate, LLC / Mgmt & Consulting Fees June 2008	0009MK-PRL	C# 1217	10,000.00	10,000.00	0.00	240,000.00
		31-Aug-2008	A/P	Second & Peck Real Estate, LLC / applying costs to a commitment	8-31-08	HWC# 9	(350,000.00)	(350,000.00)	0.00	590,000.00
		31-Aug-2008	A/P	Second & Peck Real Estate, LLC / applying costs to a commitment	8-31-2008	HWC# 10	350,000.00	350,000.00	0.00	240,000.00
		31-Dec-2008	A/P	Second & Peck Real Estate, LLC / Sept Fee	09/08	C# 1225	10,000.00	10,000.00	0.00	230,000.00
		31-Dec-2008	A/P	Second & Peck Real Estate, LLC / August Fee	08/08	C# 1225	10,000.00	10,000.00	0.00	220,000.00
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32858		350,000.00	350,000.00	0.00	(130,000.00)
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32858		(350,000.00)	(350,000.00)	0.00	220,000.00
		06-Mar-2009	A/P	Second & Peck Real Estate, LLC / Moving Costs	03/06/09	C# 0	60,000.00	60,000.00	0.00	160,000.00
		06-Mar-2009	A/P	Second & Peck Real Estate, LLC / Moving Costs	03/06/2009	C# 0	(60,000.00)	(60,000.00)	0.00	220,000.00
		01-May-2009	A/P	Second & Peck Real Estate, LLC / Mgmt & Consulting fees Oct '08 - Apr '09	00011MK-PRL	C# 1217	70,000.00	70,000.00	0.00	150,000.00
		01-Aug-2009	A/P	Second & Peck Real Estate, LLC / May 2009 - July 2009	00012MK-PRL	C# 1225	30,000.00	30,000.00	0.00	120,000.00
		30-Sep-2009	A/P	Second & Peck Real Estate, LLC / Mgmt Fee Sept 2009	09.30.09	C# 1225	5,000.00	5,000.00	0.00	115,000.00
		30-Sep-2009	A/P	Second & Peck Real Estate, LLC / Reduced Fee	Credit	C# 1225	(35,000.00)	(35,000.00)	0.00	150,000.00
		01-Oct-2009	A/P	Second & Peck Real Estate, LLC / Mgmt Fee Oct 2009	10.01.09	C# 1225	5,000.00	5,000.00	0.00	145,000.00
		24-Dec-2009	A/P	Second & Peck Real Estate, LLC / Nov & Dec 2009 Consulting Fees	00014MK-PRL	C# 1234	10,000.00	10,000.00	0.00	135,000.00
		31-Jan-2010	A/P	Second & Peck Real Estate, LLC / Mgmt & Consulting Fees Jan 2010	00015MK-PRL	C# 1240	5,000.00	5,000.00	0.00	130,000.00
		30-Apr-2010	A/P	Second & Peck Real Estate, LLC / Mgmt Fee Feb - Apr 2010	00016MK-PRL	C# 1248	15,000.00	15,000.00	0.00	115,000.00
		16-Jul-2010	A/P	Second & Peck Real Estate, LLC / May & June 2010	00017MK-PRL	C# 1260	10,000.00	10,000.00	0.00	105,000.00
		21-Sep-2010	J/E	To Record 75 Acre Closing	B#42334		60,000.00	60,000.00	0.00	45,000.00
		30-Sep-2010	A/P	Second & Peck Real Estate, LLC / FINAL DEFERRED FEES THRU 8/10 DEFERRED THR	00018MK-PL	C# 1267	35,000.00	35,000.00	0.00	10,000.00
		30-Sep-2010	A/P	Second & Peck Real Estate, LLC / JULY & AUGUST	00018MK-PL	C# 1266	10,000.00	10,000.00	0.00	0.00
				Cash Required:			630,000.00	630,000.00	0.00	0.00
50-820				Collateral for Bond						500,000.00
		20-Aug-2009	A/P	Arch Insurance / Escrow 13 Acres	08.20.09-16	HWC# 8200916	250,000.00	250,000.00	0.00	250,000.00
		20-Aug-2009	A/P	Arch Insurance / Escrow 13 Acres	08.20.09-14	HWC# 8200914	250,000.00	250,000.00	0.00	0.00
				Cash Required:			500,000.00	500,000.00	0.00	0.00
Totals for 50-820:							271,324.00	271,324.00	0.00	271,324.00
50-825				Subdivision Bond						271,324.00
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Escrow 13 Acres	08.20.09-15	HWC# 8200915	271,324.00	271,324.00	0.00	0.00
				Cash Required:			271,324.00	271,324.00	0.00	0.00
Totals for 50-825:							271,324.00	271,324.00	0.00	271,324.00
75-050				Land Acquisition						21,750,000.00
		12-May-2005	J/E	Maui Industrial escrow closing - Dowling Company	B#6967		250,000.00	250,000.00	0.00	21,500,000.00
				Cash Required:			250,000.00	250,000.00	0.00	0.00

Job Cost Payment/Retention Detail

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Posting Date	Source	Payee Name / Description	Invoice Number	Reference Number	Gross Amount	Payment Amount	Retention Amount	Revised Est. Balance
	5270	Maui Industrial Partners, LLC						
		Maui Industrial Partners						
12-May-2005	J/E	Maui Industrial escrow closing	B#6967		21,000,000.00	21,000,000.00	0.00	500,000.00
12-May-2005	J/E	Maui Industrial escrow closing - Kloeber	B#6967		500,000.00	500,000.00	0.00	0.00
31-Aug-2008	A/P	Kloeber, Denman & McGrath / applying costs to a commitment	08.31.08	HWC# 77	(500,000.00)	(500,000.00)	0.00	500,000.00
31-Aug-2008	A/P	Dowling Company / applying costs to a commitment	08.31.2008	HWC# 76	250,000.00	250,000.00	0.00	250,000.00
31-Aug-2008	A/P	Dowling Company / applying costs to a commitment	08.31.08	HWC# 75	(250,000.00)	(250,000.00)	0.00	500,000.00
31-Aug-2008	A/P	Title Guaranty Escrow Services, Inc. / applying costs to a commitment	08-31-2008	HWC# 74	21,000,000.00	21,000,000.00	0.00	(20,500,000.00)
31-Aug-2008	A/P	Title Guaranty Escrow Services, Inc. / applying costs to a commitment	08-31-08	HWC# 73	(21,000,000.00)	(21,000,000.00)	0.00	500,000.00
31-Jan-2009	J/E	Kloeber, Denman & McGrath / applying costs to a commitment	08.31.2008	HWC# 78	500,000.00	500,000.00	0.00	0.00
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32808		250,000.00	250,000.00	0.00	(250,000.00)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32838		500,000.00	500,000.00	0.00	(750,000.00)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32808		(250,000.00)	(250,000.00)	0.00	(500,000.00)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32838		(500,000.00)	(500,000.00)	0.00	0.00
20-Aug-2009	J/E	To record Sale of 13 acres - reduce asset by Cost of Sale	B#36931		(5,101,206.00)	(5,101,206.00)	0.00	5,101,206.00
20-Aug-2009	J/E	Reverse recording of the Sale of 13 acres of Land	B#37443		5,101,206.00	5,101,206.00	0.00	0.00
				Cash Required:	21,750,000.00	21,750,000.00	0.00	0.00
75-200		Closing Costs						
12-May-2005	J/E	Maui Industrial escrow closing	B#6967		125,000.00	125,000.00	0.00	203,056.00
12-May-2005	J/E	Maui Industrial escrow closing	B#6967		78,056.42	78,056.42	0.00	78,056.00
31-Aug-2008	A/P	Title Guaranty Escrow Services, Inc. / applying costs to a commitment	8-31-08	HWC# 79	(78,056.42)	(78,056.42)	0.00	(0.42)
31-Aug-2008	A/P	Kloeber, Denman & McGrath / applying costs to a commitment	08/31/2008	HWC# 82	125,000.00	125,000.00	0.00	78,056.00
31-Aug-2008	A/P	Title Guaranty Escrow Services, Inc. / applying costs to a commitment	8-31.2008	HWC# 80	78,056.42	78,056.42	0.00	(46,944.00)
31-Aug-2008	A/P	Kloeber, Denman & McGrath / applying costs to a commitment	08/31/08	HWC# 81	(125,000.00)	(125,000.00)	0.00	(125,000.42)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32838		125,000.00	125,000.00	0.00	(0.42)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32838		(125,000.00)	(125,000.00)	0.00	(0.42)
20-Aug-2009	A/P	Title Guaranty Escrow Services, Inc. / Subscrow 13 Acres	08.20.2009-20	VC CH 8200920	9,977.49	9,977.49	0.00	(9,977.91)
20-Aug-2009	A/P	Title Guaranty Escrow Services, Inc. / Subscrow 13 Acres	08.20.2009-20	VC CH 8200920	(9,977.49)	(9,977.49)	0.00	(0.42)
20-Aug-2009	A/P	Title Guaranty Escrow Services, Inc. / Title & Subscrow fees - add from expensed item	ESC1013590	HWC# 82009	9,977.49	9,977.49	0.00	(9,977.91)
20-Aug-2009	A/P	Title Guaranty Escrow Services, Inc. / Notary Fee add to JC from expensed items	ESC1013226G	HWC# 82009	55.00	55.00	0.00	(10,032.91)
20-Aug-2009	A/P	(Star FM Loans, LLC / Lot processing fee - add to jc from expensed	ESC1013226D	HWC# 82009	500.00	500.00	0.00	(10,532.91)
20-Aug-2009	A/P	Title Guaranty Escrow Services, Inc. / Subscrow 13 Acres	08.20.09-20	VC CH 8200920	(9,977.49)	(9,977.49)	0.00	(555.42)
20-Aug-2009	A/P	Title Guaranty Escrow Services, Inc. / Conveyance Tax - add to JC from expensed item	ESC1013226C	HWC# 82009	130,000.00	130,000.00	0.00	(130,555.42)
20-Aug-2009	A/P	Title Guaranty Escrow Services, Inc. / Escrow Fee - add to JC from expensed items	ESC1013226A	HWC# 82009	4,947.89	4,947.89	0.00	(135,503.31)

Job Cost Payment/Retention Detail

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Posting Date	Source	Payee Name / Description	Invoice Number	Reference Number	Gross Amount	Payment Amount	Retention Amount	Revised Est. Balance
	5270	Maui Industrial Partners, LLC						
	Maui Ind	Maui Industrial Partners						
24-Feb-2006	A/P	ECS, Inc. / 1/31/06-Prof. Svcs. For period 1/1-31/06	14574	C# 1035	6,400.00	6,400.00	0.00	444,188.89
24-Feb-2006	A/P	Waimea Water Services / 1/30/06-Initial Payment of \$1,000 due	3397	C# 1038	1,041.66	1,041.66	0.00	443,147.23
24-Feb-2006	A/P	Goodfellow Brothers Inc. / 2/2/06-probing of 36" water main	10048	C# 1036	34,740.94	34,740.94	0.00	408,406.29
01-Apr-2006	A/P	Maxwell Design Group, Inc. / Services rendered thru 3/31/06	776	C# 1060	12,095.46	12,095.46	0.00	396,310.83
01-May-2006	A/P	Goodfellow Brothers Inc. / Construction of temp road	10193	C# 1051	2,780.56	2,780.56	0.00	393,530.27
04-May-2006	J/E	Group 70 Int'l Refund-double payment	B#10627		(1,163.01)	(1,163.01)	0.00	394,693.28
15-May-2006	A/P	Waimea Water Services / System Concept & Design and Planning	3575	C# 1057	5,729.13	5,729.13	0.00	388,964.15
01-Jun-2006	A/P	Warren S. Unemori Engineering, Inc. / Professional Svcs rendered plus reimb exps	61/06	C# 1066	58,498.58	58,498.58	0.00	330,465.57
01-Jun-2006	A/P	Warren S. Unemori Engineering, Inc. / Survey Crew	2006097	C# 1066	2,391.56	2,391.56	0.00	328,074.01
01-Jul-2006	J/E	Waimea Water Services-Apply inv#3575 to commit	B#12035		(5,729.13)	(5,729.13)	0.00	333,803.14
01-Jul-2006	J/E	Group 70 International-Apply inv#05-380 to commit	B#12034		(1,163.01)	(1,163.01)	0.00	334,966.15
01-Jul-2006	J/E	Group 70 International-Apply inv#05-380 to commit	B#12034		1,163.01	1,163.01	0.00	333,803.14
01-Jul-2006	J/E	Goodfellow Brothers Inc.-Apply inv#10193 commit	B#12033		(2,780.56)	(2,780.56)	0.00	336,583.70
01-Jul-2006	J/E	Goodfellow Brothers Inc.-Apply inv#10193 commit	B#12033		2,780.56	2,780.56	0.00	333,803.14
01-Jul-2006	J/E	Goodfellow Brothers Inc.-Apply inv#10048 commit	B#12033		(34,740.94)	(34,740.94)	0.00	368,544.08
01-Jul-2006	J/E	Goodfellow Brothers Inc.-Apply inv#10048 commit	B#12033		34,740.94	34,740.94	0.00	333,803.14
01-Jul-2006	J/E	Shah & Associates-Apply inv#26101 to commitment	B#11840		(23,000.00)	(23,000.00)	0.00	356,803.14
01-Jul-2006	J/E	Shah & Associates-Apply inv#26101 to commitment	B#11840		23,000.00	23,000.00	0.00	333,803.14
01-Jul-2006	A/P	Island Geotechnical Engineering, Inc. / Geotech svcs 3/29/06-4/5/06	2536	C# 1067	24,400.00	24,400.00	0.00	309,403.14
01-Jul-2006	J/E	Waimea Water Services-Apply inv#3397 to commit	B#12035		1,041.66	1,041.66	0.00	308,361.48
01-Jul-2006	J/E	Waimea Water Services-Apply inv#3575 to commit	B#12035		5,729.13	5,729.13	0.00	302,632.35
01-Jul-2006	J/E	Maxwell Design Group-Apply inv#8/2/05 to commit	B#12036		2,604.18	2,604.18	0.00	300,028.17
01-Jul-2006	J/E	Maxwell Design Group-Apply inv#8/2/05 to commit	B#12036		(2,604.18)	(2,604.18)	0.00	302,632.35
01-Jul-2006	A/P	Maxwell Design Group / Progress payment-Traffic Signal	26126	C# 1073	5,000.00	5,000.00	0.00	297,632.35
01-Jul-2006	J/E	Shah & Associates / Progress payment-Traffic Signal	B#12035		(1,041.66)	(1,041.66)	0.00	298,674.01
07-Sep-2006	A/P	Charlie Jencks / Reimb for SCS inv#1750 pymt 8/1/06	SCS 8/1/06	C# 1080	1,022.40	1,022.40	0.00	297,651.61
07-Sep-2006	A/P	Charlie Jencks / Reimb-Director of finance pymt reimb (H20)	Director of finance	C# 1080	150.00	150.00	0.00	297,501.61
07-Sep-2006	A/P	Charlie Jencks / Reimb for director of finance pymt 8/24/06	DOF-reimb	C# 1080	1,500.00	1,500.00	0.00	296,001.61
01-Nov-2006	A/P	Waimea Water Services / Progress Billing %100 complete	3681		1,041.66	1,041.66	0.00	294,959.95
01-Nov-2006	A/P	Maxwell Design Group, Inc. / Professional Services	861		4,208.31	4,208.31	0.00	290,751.64
01-Nov-2006	A/P	Maxwell Design Group, Inc. / Professional Services	861 Cancelled		(4,208.31)	(4,208.31)	0.00	294,959.95
01-Nov-2006	A/P	Second & Peck Real Estate, LLC / Reim. To Cj for Waimea Water	Reim. For Wwater	C# 1083	1,041.66	1,041.66	0.00	293,918.29
01-Nov-2006	A/P	Waimea Water Services / Progress Billing %100 complete	3681 Cancelled		(1,041.66)	(1,041.66)	0.00	294,959.95
14-Dec-2006	A/P	Warren S. Unemori Engineering, Inc.	20064010.30	C# 1090	1,704.22	1,704.22	0.00	293,255.73
14-Dec-2006	A/P	Warren S. Unemori Engineering, Inc.	Billing No. 5	C# 1090	45,461.04	45,461.04	0.00	247,794.69
14-Dec-2006	A/P	Warren S. Unemori Engineering, Inc.	Billing No. 1	C# 1090	24,350.68	24,350.68	0.00	223,444.01

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	5270	Maui Industrial Partners, LLC						
	Maui Ind	Maui Industrial Partners						
14-Dec-2006	A/P	Warren S. Unemori Engineering, Inc.	Billing No. 2	C# 1090	9,538.48	9,538.48	0.00	213,905.53
31-Dec-2006	J/E	Second & Peck Reimbursement to MWG	B#15626		4,208.31	4,208.31	0.00	209,697.22
01-Feb-2007	A/P	Maxwell Design Group, Inc. / Landscaping - August-December 06	944	C# 1093	2,098.24	2,098.24	0.00	207,598.98
01-Apr-2007	A/P	Warren S. Unemori Engineering, Inc. / Professional Svcs 8/1/06-10/31/06 1		C# 1100	4,833.30	4,833.30	0.00	202,765.68
30-Jun-2007	J/E	RC Second & Peck Invoice B#15626	B#19169		(4,208.31)	(4,208.31)	0.00	206,973.99
30-Jun-2007	A/P	Second & Peck Real Estate, LLC / S&P Reimb to CJ for Waimea Water	Reim for Water 2	C# 0	1,041.66	1,041.66	0.00	205,932.33
30-Jun-2007	A/P	Second & Peck Real Estate, LLC / S&P Reimb to MWG	B#15626 #2	C# 0	4,208.31	4,208.31	0.00	201,724.02
30-Jun-2007	A/P	Charlie Jencks / Charlie Jencks/ Reimb for SCS inv#1750	SCS 8/1/06 2	C# 0	1,022.40	1,022.40	0.00	200,701.62
30-Jun-2007	A/P	Charlie Jencks / Charlie Jencks/Reimb DOF pymt Water	Director of Financ	C# 0	150.00	150.00	0.00	200,551.62
30-Jun-2007	J/E	RC Second & Peck Invoice Reimb for water	B#19169		(1,041.66)	(1,041.66)	0.00	201,593.28
30-Jun-2007	J/E	RC Charlie Jencks check #1080	B#19168		(2,672.40)	(2,672.40)	0.00	204,265.68
30-Jun-2007	A/P	Charlie Jencks / Charlie Jencks/ Reimb DOF payment 8/24/06	DOF-reimb 2	C# 0	1,500.00	1,500.00	0.00	202,765.68
13-Jul-2007	A/P	Charlie Jencks / Dept. Of Water Supply, svc. 01/16/07-03/15/07	Reimb check# 433	C# 1143	82.00	82.00	0.00	202,683.68
26-Oct-2007	A/P	Maxwell Design Group, Inc. / Landscape Presentation Draw	1092	C# 1161	1,614.57	1,614.57	0.00	201,069.11
30-Jul-2008	A/P	Goodfellow Brothers Inc. / Dig Test Pits	13352	C# 1210	4,915.26	4,915.26	0.00	196,153.85
30-Jul-2008	A/P	ECS, Inc. / Kaonoulu Commercial Center	15843	C# 1207	4,800.00	4,800.00	0.00	191,353.85
30-Jul-2008	A/P	Phillip J. Rowell, P. E. / Traffic Impact Analysis Report	08021	C# 1216	5,000.00	5,000.00	0.00	186,353.85
31-Jul-2008	A/P	Warren S. Unemori Engineering, Inc. / moving costs to correct commitment	6B	HWC# 731082	41,120.50	41,120.50	0.00	145,233.35
31-Jul-2008	A/P	Warren S. Unemori Engineering, Inc. / moving costs to correct commitment	Billing No. 3B	HWC# 731083	10,301.44	10,301.44	0.00	134,931.91
01-Oct-2008	A/P	Warren S. Unemori Engineering, Inc. / Lot 2 ALTA Survey	Billing No. 1 - Alta	C# 1218	8,999.94	8,999.94	0.00	125,931.97
10-Dec-2008	A/P	Charlie Jencks / Maxwell Design Group Invoices # 1323	1323	C# 1204	2,630.19	2,630.19	0.00	123,301.78
10-Dec-2008	A/P	Maxwell Design Group, Inc. / Landscape Construction Docs	1262	C# 1214	234.37	234.37	0.00	123,067.41
10-Dec-2008	A/P	Warren S. Unemori Engineering, Inc. / Lot 2 ALTA Survey	2008253	C# 1218	999.99	999.99	0.00	122,067.42
21-Jan-2009	A/P	Warren S. Unemori Engineering, Inc. / Emergency Bypass System	4	C# 1218	5,121.63	5,121.63	0.00	116,945.79
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32814		(37,521.50)	(37,521.50)	0.00	154,467.29
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32799		2,754.40	2,754.40	0.00	151,712.89
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32799		(2,754.40)	(2,754.40)	0.00	154,467.29
31-Jan-2009	A/P	Warren S. Unemori Engineering, Inc. / Invoices 6B & 3B voided	01.31.09	HWC# 131091	(51,421.94)	(51,421.94)	0.00	205,889.23
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32814		37,521.50	37,521.50	0.00	168,367.73
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32815		(1,163.01)	(1,163.01)	0.00	169,530.74
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32815		1,163.01	1,163.01	0.00	168,367.73
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32858		(5,249.97)	(5,249.97)	0.00	173,617.70
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32858		5,249.97	5,249.97	0.00	168,367.73
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32860		(6,770.79)	(6,770.79)	0.00	175,138.52
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32860		6,770.79	6,770.79	0.00	168,367.73

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Building 5270 Maui Industrial Partners, LLC								
Job Maui Ind Maui Industrial Partners								
10-Feb-2009	A/P	Warren S. Unemori Engineering, Inc. / Professional Svc	7	C# 1218	55,736.76		0.00	112,630.97
06-Mar-2009	A/P	Charlie Jencks / Moving Costs	03/06/09	C# 0	2,630.19		0.00	110,000.78
06-Mar-2009	A/P	Charlie Jencks / Moving Costs	03/06/2009	C# 0	(2,630.19)		0.00	112,630.97
06-Mar-2009	A/P	Goodfellow Brothers Inc. / Moving Costs	03.06.2009	C# 0	(4,915.26)		0.00	117,546.23
06-Mar-2009	A/P	Goodfellow Brothers Inc. / Moving Costs	03.06.09	C# 0	4,915.26		0.00	112,630.97
19-Mar-2009	A/P	ECM Inc / Professional Svc	28084	C# 1206	8,010.00		0.00	104,620.97
14-Aug-2009	A/P	Charlie Jencks / Otonno Engineering invoice dated 8/20/08	08.20.08	C# 1204	1,374.99		0.00	103,245.98
01-Jul-2010	A/P	ECM Inc / Water Tank	28246	C# 1258	3,484.00		0.00	99,761.98
30-Oct-2010	A/P	Warren S. Unemori Engineering, Inc. / Lot 2 ALTA/ACSM Survey	09.03.10	C# 1275	5,405.47		0.00	94,356.51
Totals for 80-050:					94,356.51	474,317.49	0.00	94,356.51
Cash Required:								
80-051 Architecture/Design Reimbursables								
15-Feb-2006	A/P	Warren S. Unemori Engineering, Inc. / Survey & Design Eng Svc Reimb	2	C# 1034	12.53		0.00	0.00
								(12.53)
80-300 Legal, Title, Ins & Misc Exp								
01-May-2006	A/P	Maui Mountain Development, LLC / Project Reimbursables	1 4/25/06	C# 1052	4,260.23		0.00	(4,272.76)
01-May-2006	A/P	Maui Mountain Development, LLC / Project reimbursables-4/25/06	1 Cancelled		(10,612.08)		0.00	6,339.32
01-May-2006	A/P	Maui Mountain Development, LLC / Project reimbursables-4/25/06	1		10,612.08		0.00	(4,272.76)
01-Jun-2006	A/P	Warren S. Unemori Engineering, Inc. / Professional Svcs rendered plus reimb exps	6/1/06	C# 1066	6,042.15		0.00	(10,314.91)
01-Jun-2006	A/P	Maxwell Design Group, Inc. / Reimbursable expenses	829	C# 1064	680.53		0.00	(10,995.44)
14-Dec-2006	A/P	Warren S. Unemori Engineering, Inc.	Billing No. 1	C# 1090	73.30		0.00	(11,068.74)
31-Aug-2008	A/P	Warren S. Unemori Engineering, Inc. / applying costs to a commitment	2B	HWC# 14	12.53		0.00	(11,081.27)
31-Aug-2008	A/P	Warren S. Unemori Engineering, Inc. / applying costs to a commitment	2A	HWC# 13	(12.53)		0.00	(11,068.74)
31-Aug-2008	A/P	Maui Mountain Development, LLC / applying costs to a commitment	08.31.2008	HWC# 12	4,260.23		0.00	(15,328.97)
31-Aug-2008	A/P	Maui Mountain Development, LLC / applying costs to a commitment	08.31.08	HWC# 11	(4,260.23)		0.00	(11,068.74)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32840		4,260.23		0.00	(15,328.97)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32840		(4,260.23)		0.00	(11,068.74)
Totals for 80-051:					11,068.74	11,068.74	0.00	(11,068.74)
Cash Required:								
80-300 Legal, Title, Ins & Misc Exp								
12-May-2005	J/E	Maui Industrial escrow closing	B#6987		20,674.00		0.00	294,970.00
13-Oct-2005	A/P	xFrye & Hsieh, LLP*	16124	C# 1001	9,011.90		0.00	274,295.00
13-Oct-2005	A/P	Gibson, Dunn & Crutcher, LLP	2005051873	C# 1003	58,287.09		0.00	265,284.10
13-Oct-2005	A/P	McComiston Miller Mukai MacKinnon, LLP	140051	C# 1006	400.69		0.00	206,987.01
13-Oct-2005	A/P	McComiston Miller Mukai MacKinnon, LLP	139676	C# 1006	8,531.35		0.00	206,596.32
13-Oct-2005	A/P	R. Clay Sutherland	10533	C# 1010	14,270.74		0.00	198,064.97
13-Oct-2005	A/P	xFrye & Hsieh, LLP*	16085	C# 1001	2,592.70		0.00	183,794.23
Totals for 80-300:					110,868.74	110,868.74	0.00	181,201.53

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			5270	Maui Industrial Partners, LLC						
			Maui Ind	Maui Industrial Partners						
		13-Oct-2005	A/P	xFrye & Hsieh, LLP*	16194	C# 1001	1,408.95	1,408.95	0.00	179,792.58
		18-Oct-2005	J/E	Wire - Fremont Draw Funding	B#7006		300.00	300.00	0.00	179,492.58
		22-Nov-2005	A/P	McCormiston Miller Mukai MacKinnon, LLP	140840	C# 1015	17.00	17.00	0.00	179,475.58
		22-Nov-2005	A/P	Reliable Graphics	591319	C# 1017	218.67	218.67	0.00	179,256.91
		22-Nov-2005	A/P	Reliable Graphics	591320	C# 1017	13.53	13.53	0.00	179,243.38
		18-Jan-2006	A/P	xFrye & Hsieh, LLP**** / General Legal Services	16369		3,673.90	3,673.90	0.00	175,569.48
		18-Jan-2006	A/P	McCormiston Miller Mukai MacKinnon, LLP / Kihai 88+ Acres Acquisition Loan	141810	C# 1029	10.20	10.20	0.00	175,559.28
		18-Jan-2006	A/P	Reliable Graphics / 2101 OCE Digital bond sales	591332	C# 1030	67.55	67.55	0.00	175,491.73
		18-Jan-2006	A/P	Frye & Hsieh, LLP / General Legal Services	16413		293.50	293.50	0.00	175,198.23
		15-Feb-2006	A/P	xFrye & Hsieh, LLP**** / General Legal Services	16369 Canceled		(3,673.90)	(3,673.90)	0.00	178,872.13
		15-Feb-2006	A/P	Frye & Hsieh, LLP / General Legal Services	16413 Canceled		(293.50)	(293.50)	0.00	179,165.63
		15-Feb-2006	A/P	xFrye & Hsieh, LLP* / Legal Services Rendered 12/05/05	16369	C# 1026	3,673.90	3,673.90	0.00	175,491.73
		15-Feb-2006	A/P	xFrye & Hsieh, LLP* / Legal Services Rendered 1/5/06	16413	C# 1026	293.50	293.50	0.00	175,198.23
		28-Feb-2006	A/P	Pacific Rim Land, Inc. / Reimb. Liability Insurance 2/20/2006	08929	C# 1040	977.00	977.00	0.00	174,221.23
		10-Mar-2006	A/P	xFrye & Hsieh, LLP* / General Legal Svcs-Kaonoulu Ranch, Maui	16492	C# 1044	447.90	447.90	0.00	173,773.33
		01-Apr-2006	A/P	R. Clay Sutherland / Legal Services rendered thru 12/05	11845	C# 1054	987.49	987.49	0.00	172,785.84
		01-Apr-2006	A/P	xRBZ, LLP / Income Tax Services thru 3/31/06	54351	C# 1047	2,159.98	2,159.98	0.00	170,625.86
		01-Apr-2006	A/P	xRBZ, LLP / Income tax service rendered 2/28/06	53838	C# 1048	1,009.30	1,009.30	0.00	169,616.56
		01-Apr-2006	A/P	Robeson Business Services / Prepared 1096 February 2006	February 2006		22.50	22.50	0.00	169,594.06
		05-Apr-2006	A/P	xFrye & Hsieh, LLP* / General Legal Svcs-Kaonoulu Ranch, Maui	16523	C# 1043	3,136.61	3,136.61	0.00	166,457.45
		05-May-2006	A/P	Frye & Hsieh, LLP / General Legal Services	16584	C# 1050	1,580.00	1,580.00	0.00	164,877.45
		31-May-2006	A/P	Robeson Business Services / Prepared 1096 February 2006	February 2006 Ca		(22.50)	(22.50)	0.00	164,899.95
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16194 to commit	B#12037		(1,408.95)	(1,408.95)	0.00	166,308.90
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16085 to commit	B#12037		2,592.70	2,592.70	0.00	163,716.20
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16085 to commit	B#12037		(2,592.70)	(2,592.70)	0.00	166,308.90
		01-Jul-2006	J/E	McCormiston, Miller Mukai MacKinnon-Apply inv#139676 to commit	B#12039		8,531.35	8,531.35	0.00	157,777.55
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16124 to commit	B#12037		9,011.90	9,011.90	0.00	148,765.65
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16523 to commit	B#12037		3,136.61	3,136.61	0.00	145,629.04
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16124 to commit	B#12037		(9,011.90)	(9,011.90)	0.00	154,640.94
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16584 to commit	B#12037		1,580.00	1,580.00	0.00	153,060.94
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16584 to commit	B#12037		(1,580.00)	(1,580.00)	0.00	154,640.94
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16492 to commit	B#12037		447.90	447.90	0.00	154,193.04
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16492 to commit	B#12037		(447.90)	(447.90)	0.00	154,640.94
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16194 to commit	B#12037		1,408.95	1,408.95	0.00	153,231.99
		01-Jul-2006	J/E	Reliable Graphics-apply inv#591320 to commit	B#12043		13.53	13.53	0.00	153,218.46
		01-Jul-2006	J/E	R. Clay Sutherland Apply inv#11845 to commit	B#12041		(987.49)	(987.49)	0.00	154,205.95

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Building	Job	Posting Date	Source	Payee Name / Description	Invoice Number	Reference Number	Gross Amount	Payment Amount	Retention Amount	Revised Est. Balance
5270	Maui Ind			Maui Industrial Partners, LLC						
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16523 to commit	B#12037		(3,136.61)	(3,136.61)	0.00	157,342.56
		01-Jul-2006	J/E	RBZ-Apply inv#53838 to commit	B#12042		(1,009.30)	(1,009.30)	0.00	158,351.86
		01-Jul-2006	J/E	McCormiston, Miller Mukai MacKinnon-Apply inv#140051 to commit	B#12039		400.69	400.69	0.00	157,951.17
		01-Jul-2006	J/E	RBZ-Apply inv#54351 to commit	B#12042		(2,159.98)	(2,159.98)	0.00	160,111.15
		01-Jul-2006	J/E	R. Clay Sutherland Apply inv#11845 to commit	B#12041		987.49	987.49	0.00	159,123.66
		01-Jul-2006	J/E	Reliable Graphics-apply inv#591319 to commit	B#12043		(218.67)	(218.67)	0.00	159,342.33
		01-Jul-2006	J/E	RBZ-Apply inv#53838 to commit	B#12042		1,009.30	1,009.30	0.00	158,333.03
		01-Jul-2006	J/E	Reliable Graphics-apply inv#591320 to commit	B#12043		(13.53)	(13.53)	0.00	158,346.56
		01-Jul-2006	J/E	Reliable Graphics-apply inv#591332 to commit	B#12043		67.55	67.55	0.00	158,279.01
		01-Jul-2006	J/E	Reliable Graphics-apply inv#591332 to commit	B#12043		(67.55)	(67.55)	0.00	158,346.56
		01-Jul-2006	A/P	xFrye & Hsieh, LLP* / General Legal Svcs-6/5/06	16626		2,541.00	2,541.00	0.00	155,805.56
		01-Jul-2006	A/P	xFrye & Hsieh, LLP* / General Legal Svcs-6/5/06	16626		(2,541.00)	(2,541.00)	0.00	158,346.56
		01-Jul-2006	A/P	xFrye & Hsieh, LLP* / General Legal Svcs-June 2006	16626	C# 1072	2,541.00	2,541.00	0.00	155,805.56
		01-Jul-2006	J/E	Reliable Graphics-apply inv#591319 to commit	B#12043		218.67	218.67	0.00	155,586.89
		01-Jul-2006	J/E	Gibson Dunn & Crutcher-Apply inv#2005051873 to commit	B#12038		58,287.09	58,287.09	0.00	97,299.80
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16413 to commit	B#12037		293.50	293.50	0.00	97,006.30
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16413 to commit	B#12037		(293.50)	(293.50)	0.00	97,299.80
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16369 to commit	B#12037		3,673.90	3,673.90	0.00	93,629.90
		01-Jul-2006	J/E	RBZ-Apply inv#54351 to commit	B#12042		2,159.98	2,159.98	0.00	91,469.92
		01-Jul-2006	J/E	Frye & Hsieh-Apply inv#16369 to commit	B#12037		(3,673.90)	(3,673.90)	0.00	88,139.82
		01-Jul-2006	J/E	R. Clay Sutherland Apply inv#10533 to commit	B#12041		(14,270.74)	(14,270.74)	0.00	109,410.56
		01-Jul-2006	J/E	Gibson Dunn & Crutcher-Apply inv#2005051873 to commit	B#12038		(58,287.09)	(58,287.09)	0.00	167,697.65
		01-Jul-2006	J/E	McCormiston, Miller Mukai MacKinnon-Apply inv#140051 to commit	B#12039		(400.69)	(400.69)	0.00	168,098.34
		01-Jul-2006	J/E	McCormiston, Miller Mukai MacKinnon-Apply inv#139676 to commit	B#12039		(8,531.35)	(8,531.35)	0.00	176,629.69
		01-Jul-2006	J/E	McCormiston, Miller Mukai MacKinnon-Apply inv#140840 to commit	B#12039		17.00	17.00	0.00	176,612.69
		01-Jul-2006	J/E	McCormiston, Miller Mukai MacKinnon-Apply inv#140840 to commit	B#12039		(17.00)	(17.00)	0.00	176,629.69
		01-Jul-2006	J/E	McCormiston, Miller Mukai MacKinnon-Apply inv#141810 to commit	B#12039		10.20	10.20	0.00	176,519.49
		01-Jul-2006	J/E	McCormiston, Miller Mukai MacKinnon-Apply inv#141810 to commit	B#12039		(10.20)	(10.20)	0.00	176,629.69
		01-Jul-2006	J/E	Pacific Rim Land-Apply inv#8929 to commit	B#12040		977.00	977.00	0.00	176,652.69
		01-Jul-2006	J/E	Pacific Rim Land-Apply inv#8929 to commit	B#12040		(977.00)	(977.00)	0.00	176,629.69
		01-Jul-2006	J/E	R. Clay Sutherland Apply inv#10533 to commit	B#12041		14,270.74	14,270.74	0.00	162,358.95
		07-Jul-2006	A/P	xFrye & Hsieh, LLP* / General Legal Services-7/7/06	16665	C# 1072	(5,029.50)	(5,029.50)	0.00	167,388.45
		07-Jul-2006	A/P	xFrye & Hsieh, LLP* / General Legal Svcs-7/7/06	16665	C# 1072	5,029.50	5,029.50	0.00	162,358.95
		07-Jul-2006	A/P	xFrye & Hsieh, LLP* / General Legal Svcs-7/7/06	16665	C# 1072	5,029.50	5,029.50	0.00	157,329.45
		01-Sep-2006	A/P	R. Clay Sutherland / Legal Services thru July 19, 2006	12782	C# 1082	1,282.88	1,282.88	0.00	156,046.57
		01-Sep-2006	A/P	xFrye & Hsieh, LLP / General Legal Svcs-8/4/06	16693	C# 1081	5,012.00	5,012.00	0.00	151,034.57

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			5270	Maui Industrial Partners, LLC						
			Maui Ind	Maui Industrial Partners						
		01-Oct-2006	A/P	Gibson, Dunn & Crutcher, LLP / Professional Svcs rendered-December 2005	2005122492	C# 1076	7,075.35	7,075.35	0.00	143,959.22
		01-Mar-2007	A/P	xRBZ, LLP / Accounting Svcs - February 2007	62265	C# 1092	1,393.40	1,393.40	0.00	142,565.82
		13-Jul-2007	A/P	Reliable Graphics / 7 copies w/ spiral black binding	806250	C# 1147	55.75	55.75	0.00	142,510.07
		01-Aug-2007	A/P	Woodridge Capital, LLC / Expense Reports for 2005, 2006 & 2007	Expenses 080107	C# 1149	25,852.10	25,852.10	0.00	116,657.97
		16-Aug-2007	A/P	xFrye & Hsieh, LLP / review license agreement	17158	C# 1156	79.00	79.00	0.00	116,578.97
		10-Sep-2007	A/P	Maui Mountain Development, LLC / Reimburse Umb. Ins.	00012	C# 1151	7,153.56	7,153.56	0.00	109,425.41
		28-Sep-2007	A/P	Charles Baclet and Associates, Inc / Preparation and Filing of Annual reports	078715A-IN		87.75	87.75	0.00	109,337.66
		28-Sep-2007	A/P	Charles Baclet and Associates, Inc / Preparation and Filing of Annual reports	078715A-IN Canc		(87.75)	(87.75)	0.00	109,425.41
		09-Jan-2008	A/P	xFrye & Hsieh, LLP / Prepare draft of Eclipse PSA	17359	C# 1171	1,855.50	1,855.50	0.00	107,569.91
		12-Feb-2008	A/P	Frye & Hsieh LLP / Purchase & Sales Agreement	17388	C# 1170	6,162.00	6,162.00	0.00	101,407.91
		19-Feb-2008	A/P	iStar FM Loans, LLC / Legal Fees	02/19/2008	C# 1167	986.00	986.00	0.00	100,421.91
		12-Mar-2008	A/P	xFrye & Hsieh, LLP / iStar consent	17420	C# 1171	79.00	79.00	0.00	100,342.91
		14-May-2008	A/P	Frye & Hsieh LLP / Professional fees 4/4-4/30/08	17498	C# 1180	7,190.50	7,190.50	0.00	93,152.41
		23-Jun-2008	A/P	Frye & Hsieh LLP / Purchase & Sale Agreement	17539	C# 1184	4,158.00	4,158.00	0.00	88,994.41
		21-Jul-2008	A/P	Frye & Hsieh LLP / Legal Svc	17574	C# 1208	4,765.00	4,765.00	0.00	84,229.41
		21-Jul-2008	A/P	McCormiston Miller Mukai MacKinnon, LLP / Hawaii Subdivision Rules	167487	C# 1215	103.40	103.40	0.00	84,126.01
		05-Aug-2008	A/P	Frye & Hsieh LLP / Professional services	17605	C# 1208	874.28	874.28	0.00	83,251.73
		18-Aug-2008	A/P	McCormiston Miller Mukai MacKinnon, LLP / Loan Modification	158216	C# 1215	2,412.26	2,412.26	0.00	80,839.47
		31-Aug-2008	A/P	Maui Mountain Development, LLC / applying costs to a commitment	00012B	HWC# 20	7,153.56	7,153.56	0.00	73,685.91
		31-Aug-2008	A/P	Fremont Investment & Loan / applying costs to a commitment	08-31-08	HWC# 85	(300.00)	(300.00)	0.00	73,985.91
		31-Aug-2008	A/P	Title Guaranty Escrow Services, Inc. / applying costs to a commitment	Aug 2008	HWC# 84	20,674.00	20,674.00	0.00	53,311.91
		31-Aug-2008	A/P	Title Guaranty Escrow Services, Inc. / applying costs to a commitment	Aug 08	HWC# 83	(20,674.00)	(20,674.00)	0.00	73,985.91
		31-Aug-2008	A/P	Frye & Hsieh LLP / applying costs to a commitment	08/31/08	HWC# 15	(13,352.50)	(13,352.50)	0.00	87,338.41
		31-Aug-2008	A/P	Woodridge Capital, LLC / applying costs to a commitment	08/31/2008	HWC# 22	25,852.10	25,852.10	0.00	61,486.31
		31-Aug-2008	A/P	Woodridge Capital, LLC / applying costs to a commitment	08/31/08	HWC# 21	(25,852.10)	(25,852.10)	0.00	87,338.41
		31-Aug-2008	A/P	Fremont Investment & Loan / applying costs to a commitment	08-31-2008	HWC# 86	300.00	300.00	0.00	87,038.41
		31-Aug-2008	A/P	Maui Mountain Development, LLC / applying costs to a commitment	00012A	HWC# 19	(7,153.56)	(7,153.56)	0.00	94,191.97
		31-Aug-2008	A/P	iStar FM Loans, LLC / applying costs to a commitment	02/19/2008B	HWC# 18	986.00	986.00	0.00	93,205.97
		31-Aug-2008	A/P	iStar FM Loans, LLC / applying costs to a commitment	02/19/2008A	HWC# 17	(986.00)	(986.00)	0.00	94,191.97
		31-Aug-2008	A/P	Frye & Hsieh LLP / applying costs to a commitment	08/31/2008	HWC# 16	13,352.50	13,352.50	0.00	80,839.47
		05-Sep-2008	A/P	McCormiston Miller Mukai MacKinnon, LLP / 2008 Loan Modification	158465	C# 1215	29.40	29.40	0.00	80,810.07
		05-Sep-2008	A/P	Gibson, Dunn & Crutcher, LLP / Professional Svc	2008082663	C# 1209	1,407.50	1,407.50	0.00	79,402.57
		01-Oct-2008	A/P	Frye & Hsieh LLP / Legal Svc	17643	C# 1208	4,255.50	4,255.50	0.00	75,147.07
		05-Nov-2008	A/P	Frye & Hsieh LLP / Legal Svc	17671	C# 1208	5,709.00	5,709.00	0.00	69,438.07

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	5270	Maui Industrial Partners, LLC						
		Maui Industrial Partners						
05-Nov-2008	A/P	Frye & Hsieh LLP / Legal Svc	17713	C# 1208	14,173.60	14,173.60	0.00	55,264.47
30-Nov-2008	A/P	Holland & Knight LLP / Legal	11-30-2008	HWC# 103	25,000.00	25,000.00	0.00	30,264.47
30-Nov-2008	A/P	Cades Schutte / Legal	11/30/08	HWC# 104	1,624.99	1,624.99	0.00	28,639.48
30-Nov-2008	A/P	Rush Moore / Legal	11/30/2008	HWC# 105	169.27	169.27	0.00	28,470.21
30-Nov-2008	A/P	iStar FM Loans, LLC / Extension Closing Costs	Nov 2008	HWC# 106	750.00	750.00	0.00	27,720.21
02-Dec-2008	A/P	Frye & Hsieh LLP / Legal Svc	17752	C# 1208	9,852.50	9,852.50	0.00	17,867.71
03-Dec-2008	A/P	Gibson, Dunn & Crutcher, LLP / Maui Recapitalization	2008112678	C# 1209	835.00	835.00	0.00	17,032.71
08-Dec-2008	A/P	Gibson, Dunn & Crutcher, LLP / Maui Recapitalization	2008122056	C# 1209	348.00	348.00	0.00	16,684.71
07-Jan-2009	A/P	Frye & Hsieh LLP / Legal Svc	17789	C# 1208	4,206.50	4,206.50	0.00	12,478.21
21-Jan-2009	A/P	McCormiston Miller Mukai MacKinnon, LLP / Legal Svc	160759 Cancelled		(2,449.30)	(2,449.30)	0.00	14,927.51
21-Jan-2009	A/P	McCormiston Miller Mukai MacKinnon, LLP / Legal Svc	160759		2,449.30	2,449.30	0.00	12,478.21
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32854		(355.50)	(355.50)	0.00	12,833.71
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32862		25,852.10	25,852.10	0.00	(13,018.39)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32851		(977.00)	(977.00)	0.00	(12,041.39)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32842		(8,959.24)	(8,959.24)	0.00	(3,082.15)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32851		977.00	977.00	0.00	(4,059.15)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32852		(16,541.11)	(16,541.11)	0.00	12,481.96
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32852		16,541.11	16,541.11	0.00	(4,059.15)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32842		8,959.24	8,959.24	0.00	(13,018.39)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32854		355.50	355.50	0.00	(13,373.89)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32857		(169.27)	(169.27)	0.00	(13,204.62)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32857		169.27	169.27	0.00	(13,373.89)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32862		(25,852.10)	(25,852.10)	0.00	12,478.21
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32863		(36,741.46)	(36,741.46)	0.00	49,219.67
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32864		(4,562.68)	(4,562.68)	0.00	53,782.35
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32840		7,153.56	7,153.56	0.00	46,628.79
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32864		4,562.68	4,562.68	0.00	42,066.11
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32810		300.00	300.00	0.00	41,766.11
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32863		36,741.46	36,741.46	0.00	5,024.65
31-Jan-2009	A/P	iStar FM Loans, LLC / Move costs to correct cost code	01/31/2009	HWC# 111	9,265.00	9,265.00	0.00	(4,240.35)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32796		(1,624.99)	(1,624.99)	0.00	(2,615.35)
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32840		(7,153.56)	(7,153.56)	0.00	4,538.20
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32810		(300.00)	(300.00)	0.00	4,838.20
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32811		(17,510.50)	(17,510.50)	0.00	22,348.70
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32811		17,510.50	17,510.50	0.00	4,838.20
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32813		(65,362.44)	(65,362.44)	0.00	70,200.64

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			5270	Maui Industrial Partners, LLC						
				Maui Industrial Partners						
				Moving Non-Contract Costs to Change Order	B#32813		65,362.44	65,362.44	0.00	4,838.20
				Moving Non-Contract Costs to Change Order	B#32816		(25,000.00)	(25,000.00)	0.00	29,838.20
				Moving Non-Contract Costs to Change Order	B#32816		25,000.00	25,000.00	0.00	4,838.20
				Moving Non-Contract Costs to Change Order	B#32819		(1,736.00)	(1,736.00)	0.00	6,574.20
				Moving Non-Contract Costs to Change Order	B#32819		1,736.00	1,736.00	0.00	4,838.20
				Moving Non-Contract Costs to Change Order	B#32796		1,624.99	1,624.99	0.00	3,213.21
				Frye & Hsieh LLP / Legal Svc	17836	C# 1208	279.23	279.23	0.00	2,933.98
				McCormiston Miller Mukai Mackinnon, LLP / Loan Modification	161341	C# 1215	475.68	475.68	0.00	2,458.30
				McCormiston Miller Mukai Mackinnon, LLP / Loan Modification	161340	C# 1215	996.45	996.45	0.00	1,461.85
				Frye & Hsieh LLP / Moving Costs	03/06/2009	C# 0	(43,836.38)	(43,836.38)	0.00	45,298.23
				McCormiston Miller Mukai Mackinnon, LLP / Moving Costs	03/06/2009	C# 0	(4,017.19)	(4,017.19)	0.00	49,315.42
				McCormiston Miller Mukai Mackinnon, LLP / Moving Costs	03/06/09	C# 0	4,017.19	4,017.19	0.00	45,298.23
				Gibson, Dunn & Crutcher, LLP / Moving Costs	03/06/2009	C# 0	(2,590.50)	(2,590.50)	0.00	47,888.73
				Frye & Hsieh LLP / Moving Costs	03/06/09	C# 0	43,836.38	43,836.38	0.00	4,052.35
				Gibson, Dunn & Crutcher, LLP / Moving Costs	03/06/09	C# 0	2,590.50	2,590.50	0.00	1,461.85
				Frye & Hsieh LLP / Legal Svc	17874	C# 1208	1,461.50	1,461.50	0.00	0.35
				Frye & Hsieh LLP / Legal Svc	17918	C# 1208	1,310.50	1,310.50	0.00	(1,310.15)
				McCormiston Miller Mukai Mackinnon, LLP / Sale Agreement	156852	C# 1215	103.40	103.40	0.00	(1,413.55)
				Leshar Chee Stadbauer / Fee Simple Market Land Valuation	2009-982 Revised	C# 1212	7,291.69	7,291.69	0.00	(8,705.24)
				McCormiston Miller Mukai Mackinnon, LLP / '08 Loan Modification	162492	C# 1215	253.92	253.92	0.00	(8,959.16)
				Frye & Hsieh LLP / Legal Svc	17962	C# 1208	1,817.00	1,817.00	0.00	(10,776.16)
				Frye & Hsieh LLP / Legal Svc	18059	C# 1208	16,562.90	16,562.90	0.00	(27,339.06)
				McCormiston Miller Mukai Mackinnon, LLP / 2009 Loan Modification	164100	C# 1215	1,531.57	1,531.57	0.00	(28,870.63)
				Frye & Hsieh LLP / Legal Svc	18098	C# 1208	18,307.80	18,307.80	0.00	(47,178.43)
				Frye & Hsieh LLP / Legal Svc	18111	C# 1208	10,635.41	10,635.41	0.00	(57,813.84)
				Frye & Hsieh LLP / Payment made during closing	Credit	C# 1208	(34,000.00)	(34,000.00)	0.00	(23,813.84)
				McCormiston Miller Mukai Mackinnon, LLP / '08 Loan Modification	164511	C# 1224	522.84	522.84	0.00	(24,336.68)
				McCormiston Miller Mukai Mackinnon, LLP / Legal	164992	C# 1224	94.24	94.24	0.00	(24,430.92)
				McCormiston Miller Mukai Mackinnon, LLP / Legal	164991	C# 1224	930.73	930.73	0.00	(25,361.65)
				Frye & Hsieh LLP / Legal Svc	18178	C# 1223	2,258.41	2,258.41	0.00	(27,620.06)
				Frye & Hsieh LLP / Legal Svc	18221	C# 1230	553.00	553.00	0.00	(28,173.06)
				iStar FM Loans, LLC / Moving costs to a commitment	11/30/09	HWC# 112	(9,265.00)	(9,265.00)	0.00	(18,908.06)
				iStar FM Loans, LLC / Moving costs to a commitment	11/30/2009	HWC# 113	9,265.00	9,265.00	0.00	(28,173.06)
				Frye & Hsieh LLP / Legal Svc	18310	C# 1233	39.50	39.50	0.00	(28,212.56)
				Frye & Hsieh LLP / Legal Svc	18356	C# 1241	39.50	39.50	0.00	(28,252.06)
				iStar FM Loans, LLC / Revise modification documents	H&K 10/2009	C# 1246	886.44	886.44	0.00	(29,138.50)

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	5270	Maui Industrial Partners, LLC						
	Maui Ind	Maui Industrial Partners						
06-Apr-2010	A/P	Frye & Hsieh LLP / Legal Svc	18437	C# 1247	158.00	158.00	0.00	(29,296.50)
17-May-2010	A/P	McCormiston Miller Mukai Mackinnon, LLP / Legal Svc	188639	C# 1252	634.80	634.80	0.00	(29,931.30)
24-May-2010	A/P	Frye & Hsieh LLP / Legal Svc	18475	C# 1251	3,157.00	3,157.00	0.00	(33,088.30)
03-Jun-2010	A/P	Frye & Hsieh LLP / Legal Svc	18524	C# 1251	3,421.90	3,421.90	0.00	(36,510.20)
02-Jul-2010	A/P	Frye & Hsieh LLP / Legal Services	18569	C# 1259	2,042.82	2,042.82	0.00	(38,553.02)
03-Aug-2010	A/P	Frye & Hsieh LLP / Legal Svc	18622		4,175.20	4,175.20	0.00	(42,728.22)
21-Sep-2010	J/E	To record 75 Acre Closing	B#42334		65.00	65.00	0.00	(42,793.22)
21-Sep-2010	J/E	To record 75 Acre Closing	B#42334		309.23	309.23	0.00	(43,102.45)
05-Oct-2010	A/P	Frye & Hsieh LLP / Legal Svc	18695	C# 1274	829.50	829.50	0.00	(43,931.95)
03-Nov-2010	A/P	Frye & Hsieh LLP / Legal Svc	18729	C# 1274	276.50	276.50	0.00	(44,208.45)
23-Nov-2010	A/P	Frye & Hsieh LLP / Legal Svc	18622 Cancelled		(4,175.20)	(4,175.20)	0.00	(40,033.25)
02-Dec-2010	A/P	Frye & Hsieh LLP / Legal Svc	18772	C# 1277	79.00	79.00	0.00	(40,112.25)
04-Jan-2011	A/P	Frye & Hsieh LLP / Legal Svc	18804	C# 1279	39.50	39.50	0.00	(40,151.75)
				Cash Required:	(40,151.75)	335,121.75	0.00	(40,151.75)
Totals for 80-300:								
85-050	Sales, Marketing & Models							
01-Nov-2006	A/P	Second & Peck Real Estate, LLC / Reim. CJ for Maxwell Design Group	Reim. For MDG	C# 1084	4,208.31	4,208.31	0.00	201,422.00
28-Dec-2006	A/P	Carlsmith Ball LLP	600190	C# 1088	5,650.68	5,650.68	0.00	197,213.69
31-Dec-2006	J/E	Second & Peck Reimbursement to MWD	B#15626		(4,208.31)	(4,208.31)	0.00	191,563.01
30-Jun-2007	J/E	RC Carlsmith Invoice #600190	B#19186		(5,650.68)	(5,650.68)	0.00	195,771.32
30-Jun-2008	A/P	Warren S. Unemori Engineering, Inc. / Billing No. 6	6	C# 1218	41,120.50	41,120.50	0.00	201,422.00
30-Jun-2008	A/P	Warren S. Unemori Engineering, Inc. / Emergency Bypass System	Billing No. 3	C# 1218	10,301.44	10,301.44	0.00	160,301.50
31-Jul-2008	A/P	Warren S. Unemori Engineering, Inc. / moving costs to correct commitment	6A	HWC# 73108	(41,120.50)	(41,120.50)	0.00	150,000.06
31-Jul-2008	A/P	Warren S. Unemori Engineering, Inc. / moving costs to correct commitment	Billing No. 3A	HWC# 731081	(10,301.44)	(10,301.44)	0.00	191,120.56
31-Jan-2009	A/P	Warren S. Unemori Engineering, Inc. / invoices 6B & 3B voided	01.31.2009	HWC# 131092	51,421.94	51,421.94	0.00	201,422.00
17-Aug-2009	A/P	Warren S. Unemori Engineering, Inc. / Professional Svc	08.17.09	C# 1218	2,688.71	2,688.71	0.00	150,000.06
17-Aug-2009	A/P	Warren S. Unemori Engineering, Inc. / Professional Svc	Billing No 8	C# 1218	19,944.89	19,944.89	0.00	147,311.35
				Cash Required:	127,366.46	74,055.54	0.00	127,366.46
Totals for 85-050:								
85-100	Property Taxes							
12-May-2005	J/E	Maui Industrial escrow closing	B#6967		10.06	10.06	0.00	628,789.00
18-Jan-2006	A/P	Maui County Tax Assessor / Parcel #220020150000 Thru January 31, 2006	21-FEB-06	C# 1027	1,281.80	1,281.80	0.00	628,778.94
18-Jan-2006	A/P	Maui County Tax Assessor / Parcel # 390010160000-Thru Jan. 31, 2006	21-Feb2006	C# 1027	30.00	30.00	0.00	627,467.14
01-Aug-2006	A/P	Director of Finance / Property Tax Payment	Tax pymt 8/21/06	C# 1070	72,257.25	72,257.25	0.00	555,209.89

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	5270	Maui Industrial Partners, LLC						
	Maui Ind	Maui Industrial Partners						
15-Jan-2007	A/P	County of Maui-Department of Finance	2006-02		72,257.25	72,257.25	0.00	482,952.64
15-Jan-2007	A/P	County of Maui-Department of Finance	2006-02 Canceled		(72,257.25)	(72,257.25)	0.00	555,209.89
15-Jan-2007	A/P	Director of Finance / Feb 20-07 Property Tax	2006-2	C# 1087	72,257.25	72,257.25	0.00	482,952.64
01-Aug-2007	A/P	Director of Finance / Property Taxes due Aug. 20, 2007	RP 23900101600		68,021.53	68,021.53	0.00	414,931.11
02-Aug-2007	A/P	County of Maui-Department of Finance / Property tax 2007 period 1	RP239001016000		(68,021.53)	(68,021.53)	0.00	482,952.64
02-Aug-2007	A/P	County of Maui-Department of Finance / Property tax 2007 period 1	RP239001016000		68,021.53	68,021.53	0.00	414,931.11
29-Aug-2007	A/P	Director of Finance / Property Taxes due Aug. 20, 2007	RP 23900101600		(68,021.53)	(68,021.53)	0.00	482,952.64
29-Aug-2007	A/P	Director of Finance / Property Tax	23900101600000	C# 1142	74,823.68	74,823.68	0.00	408,128.96
11-Jan-2008	A/P	Director of Finance / Property Tax due 2/20/08	2/20/2007	C# 1165	68,021.53	68,021.53	0.00	340,107.43
30-Jul-2008	A/P	Director of Finance / Property Tax due 08.20.08	08.20.08	C# 1188	68,021.53	68,021.53	0.00	272,085.90
31-Aug-2008	A/P	Director of Finance / applying costs to a commitment	08-31-2008	HWC# 24	287,359.71	287,359.71	0.00	(15,273.81)
31-Aug-2008	A/P	Maui County Tax Assessor / applying costs to a commitment	08.31.08	HWC# 25	(1,311.80)	(1,311.80)	0.00	(13,962.01)
31-Aug-2008	A/P	Maui County Tax Assessor / applying costs to a commitment	08.31.2008	HWC# 26	1,311.80	1,311.80	0.00	(15,273.81)
31-Aug-2008	A/P	Title Guaranty Escrow Services, Inc. / applying costs to a commitment	August 08	HWC# 87	(10.06)	(10.06)	0.00	(15,263.75)
31-Aug-2008	A/P	Title Guaranty Escrow Services, Inc. / applying costs to a commitment	August 2008	HWC# 88	10.06	10.06	0.00	(15,273.81)
31-Aug-2008	A/P	Director of Finance / applying costs to a commitment	08-31-08	HWC# 23	(287,359.71)	(287,359.71)	0.00	272,085.90
21-Jan-2009	A/P	Director of Finance / Property Tax due 2/20/09	02.20.09	C# 1195	68,021.52	68,021.52	0.00	204,064.38
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32807		(355,381.23)	(355,381.23)	0.00	559,445.61
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32839		1,311.80	1,311.80	0.00	558,133.81
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32807		355,381.23	355,381.23	0.00	202,752.58
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32839		(1,311.80)	(1,311.80)	0.00	204,064.38
09-Jul-2009	A/P	Charlie Jencks / Property Tax for K Ranch	August 2009	C# 1204	68,021.53	68,021.53	0.00	136,042.85
13-Jul-2009	A/P	Director of Finance / Property Tax due Aug 20, 2009	Aug 2009		68,021.53	68,021.53	0.00	68,021.32
13-Jul-2009	A/P	Director of Finance / Property Tax due Aug 20, 2009	Aug 2009 Canceled		(68,021.53)	(68,021.53)	0.00	136,042.85
20-Aug-2009	A/P	Title Guaranty Escrow Services, Inc. / Escrow 13 Acres	08.20.09-12	HWC# 8200912	(7,313.27)	(7,313.27)	0.00	143,356.12
01-Feb-2010	A/P	County of Maui-Department of Finance / Property Taxes Due Feb. 22, 2010	2/2010	C# 1239	68,021.52	68,021.52	0.00	75,334.60
01-Aug-2010	A/P	County of Maui-Department of Finance / Property Taxes Due Aug 2010	8/1/2010	C# 1257	25,558.98	25,558.98	0.00	49,775.62
01-Aug-2010	A/P	County of Maui-Department of Finance / Property Taxes Due Aug 2010	8/1/10	C# 1257	24,775.40	24,775.40	0.00	25,000.22
01-Aug-2010	A/P	County of Maui-Department of Finance / Property Taxes Due Aug 2010	8.1.2010	C# 1257	34,906.85	34,906.85	0.00	(9,906.63)
21-Sep-2010	J/E	To Record 75 Acre Closing	B#42334		(14,452.32)	(14,452.32)	0.00	4,545.69
21-Sep-2010	J/E	To Record 75 Acre Closing	B#42334		(14,909.40)	(14,909.40)	0.00	19,455.09
21-Sep-2010	J/E	To Record 75 Acre Closing	B#42334		(20,379.83)	(20,379.83)	0.00	39,834.92
				Cash Required:	588,954.08	588,954.08	0.00	39,834.92
85-200	Insurance							10,729.00
05-Feb-2008	A/P	Maui Mountain Development, LLC / Insurance Alloc Reim	00024	C# 1166	3,274.04	3,274.04	0.00	7,454.96

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			5270	Maui Industrial Partners, LLC						
			Maui Ind	Maui Industrial Partners						
			J/E	R. Clay Sutherland-Apply inv#11166 to commit	B#12046		1,999.99	1,999.99	0.00	425,863.90
			J/E	Gibson Dunn & Crutcher-Apply inv#2005101591 to commit	B#12045		2,791.99	2,791.99	0.00	423,071.91
			J/E	Maui Mountain Development-Apply Exp report 4/25/06 to commit	B#12046		(2,531.75)	(2,531.75)	0.00	425,603.66
			J/E	Frye & Hsieh Apply inv# 16164 to commit	B#12044		16,186.60	16,186.60	0.00	409,417.06
			J/E	Frye & Hsieh Apply inv# 16060 to commit	B#12044		4,310.50	4,310.50	0.00	405,106.56
			J/E	Gibson Dunn & Crutcher-Apply inv#2005072212 to commit	B#12045		2,378.60	2,378.60	0.00	402,727.96
			J/E	Frye & Hsieh Apply inv# 16060 to commit	B#12044		(4,310.50)	(4,310.50)	0.00	407,038.46
			J/E	Frye & Hsieh Apply inv# 16315 to commit	B#12044		4,229.10	4,229.10	0.00	402,809.36
			J/E	Frye & Hsieh Apply inv# 16164 to commit	B#12044		(16,186.60)	(16,186.60)	0.00	418,995.96
			J/E	Frye & Hsieh Apply inv# 16233 to commit	B#12044		1,265.20	1,265.20	0.00	417,730.76
			J/E	Frye & Hsieh Apply inv# 16233 to commit	B#12044		(1,265.20)	(1,265.20)	0.00	418,995.96
			J/E	Frye & Hsieh Apply inv# 16260 to commit	B#12044		355.50	355.50	0.00	418,640.46
			J/E	Frye & Hsieh Apply inv# 16260 to commit	B#12044		(355.50)	(355.50)	0.00	418,995.96
			J/E	Frye & Hsieh Apply inv# 16293 to commit	B#12044		1,264.00	1,264.00	0.00	417,731.96
			J/E	Frye & Hsieh Apply inv# 16293 to commit	B#12044		(1,264.00)	(1,264.00)	0.00	418,995.96
			A/P	Carlsmith Ball LLP / Legal Services 3/28/07 invoice	608491	C# 1096	64.58	64.58	0.00	418,931.38
			A/P	xFrye & Hsieh, LLP / February 2007 Legal Svcs	16947	C# 1097	484.50	484.50	0.00	418,446.88
			A/P	xFrye & Hsieh, LLP / January 2007 Legal Fees	16877	C# 1097	158.00	158.00	0.00	418,288.88
			A/P	xFrye & Hsieh, LLP / December 2006 Legal Svcs	16858	C# 1097	632.00	632.00	0.00	417,656.88
			A/P	xFrye & Hsieh, LLP / October 2006 Legal Svcs	16771	C# 1097	197.50	197.50	0.00	417,459.38
			A/P	xFrye & Hsieh, LLP / November 2006 Legal Svcs	16822	C# 1097	158.00	158.00	0.00	417,301.38
			A/P	Carlsmith Ball LLP / Legal Services - 2/28/07 Invoice	606818	C# 1096	193.74	193.74	0.00	417,107.64
			A/P	Carlsmith Ball LLP / Carlsmith Ball LLP / legal services 3/28/07	608491 #2	C# 0	64.58	64.58	0.00	417,043.06
			A/P	Carlsmith Ball LLP / Carlsmith Ball LLP / Legal Services 2/28/07	606818 #2	C# 0	193.74	193.74	0.00	416,849.32
			J/E	RC Carlsmith invoices #608491 & 606818	B#19186		(258.32)	(258.32)	0.00	417,107.64
			A/P	Carlsmith Ball LLP / Carlsmith Ball LLP	600190 #2	C# 0	5,650.68	5,650.68	0.00	411,456.96
			A/P	iStar FM Loans, LLC / Legal Fees	080107A	C# 0	1,732.50	1,732.50	0.00	409,724.46
			A/P	iStar FM Loans, LLC / Processing Fee Aug 2007	81507	HWC# 81507	2,500.00	2,500.00	0.00	407,224.46
			A/P	Frye & Hsieh LLP / email communication from Charlie Jencks	17194	C# 1155	118.50	118.50	0.00	407,105.96
			A/P	Pacific Coast Capital Partners / applying costs to a commitment	ExpReimb0707	C# 1162	3,746.95	3,746.95	0.00	403,359.01
			A/P	Pacific Coast Capital Partners / applying costs to a commitment	08312008	HWC# 38	3,746.95	3,746.95	0.00	399,612.06
			A/P	Frye & Hsieh LLP / applying costs to a commitment	17194A	HWC# 33	(118.50)	(118.50)	0.00	399,730.56
			A/P	Frye & Hsieh LLP / applying costs to a commitment	17194B	HWC# 34	118.50	118.50	0.00	399,612.06
			A/P	iStar FM Loans, LLC / applying costs to a commitment	083108	HWC# 35	(4,232.50)	(4,232.50)	0.00	403,844.56
			A/P	iStar FM Loans, LLC / applying costs to a commitment	08312008	HWC# 36	4,232.50	4,232.50	0.00	399,612.06
			A/P	Pacific Coast Capital Partners / applying costs to a commitment	083108	HWC# 37	(3,746.95)	(3,746.95)	0.00	403,359.01

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5270	Maui Ind			Maui Industrial Partners, LLC						
				Maui Industrial Partners						
		10-Dec-2008	A/P	Carlsmith Bail LLP / Legal Svc	647266	C# 1203	2,083.20	2,083.20	0.00	401,275.81
		10-Dec-2008	A/P	Carlsmith Bail LLP / Legal Svc	643804	C# 1203	755.16	755.16	0.00	400,520.65
		21-Jan-2009	A/P	Carlsmith Bail LLP / professional svc	649463	C# 1203	156.24	156.24	0.00	400,364.41
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32840		2,531.75	2,531.75	0.00	397,832.66
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32863		29,240.90	29,240.90	0.00	368,591.76
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32863		(29,240.90)	(29,240.90)	0.00	397,352.66
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32852		1,999.99	1,999.99	0.00	395,352.67
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32852		(1,999.99)	(1,999.99)	0.00	397,352.66
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32860		3,746.95	3,746.95	0.00	394,085.71
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32811		118.50	118.50	0.00	393,967.21
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32850		(3,746.95)	(3,746.95)	0.00	397,714.16
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32819		(4,232.50)	(4,232.50)	0.00	401,946.66
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32819		4,232.50	4,232.50	0.00	397,714.16
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32813		(8,733.40)	(8,733.40)	0.00	406,447.56
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32811		(118.50)	(118.50)	0.00	406,566.06
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32797		5,909.00	5,909.00	0.00	400,657.06
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32797		(5,909.00)	(5,909.00)	0.00	406,566.06
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32840		(2,531.75)	(2,531.75)	0.00	409,097.81
		31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32813		8,733.40	8,733.40	0.00	400,364.41
		10-Feb-2009	A/P	Carlsmith Bail LLP / Legal Svc	650813	C# 1203	234.36	234.36	0.00	400,130.05
		06-Mar-2009	A/P	Carlsmith Bail LLP / Moving Costs	03.06.09	C# 0	3,228.96	3,228.96	0.00	396,901.09
		06-Mar-2009	A/P	Carlsmith Bail LLP / Moving Costs	03.06.2009	C# 0	(3,228.96)	(3,228.96)	0.00	400,130.05
		19-Mar-2009	A/P	Carlsmith Bail LLP / Professional Svc	653019	C# 1203	130.20	130.20	0.00	399,999.85
		01-Apr-2009	A/P	Carlsmith Bail LLP / Professional Svc	654140	C# 1203	2,510.26	2,510.26	0.00	397,489.59
		21-May-2009	A/P	Carlsmith Bail LLP / Professional Svc	656289	C# 1203	104.16	104.16	0.00	397,385.43
		20-Aug-2009	A/P	Katten - Muchin / Legal Fees add to JC from expensed items	ESC101-3226F	HWC# 82009	576.00	576.00	0.00	396,809.43
		20-Aug-2009	A/P	Rushmore / Legal fees - add from expensed items	ESC1013226H	HWC# 82009	2,660.92	2,660.92	0.00	394,148.51
		20-Aug-2009	A/P	Frye & Hsieh LLP / Legal fees add to JC from expensed items	ESC1013226	HWC# 82009	34,000.00	34,000.00	0.00	360,148.51
		20-Aug-2009	A/P	Carlsmith Bail LLP / Professional Svc	660721	C# 1203	1,432.20	1,432.20	0.00	358,716.31
		20-Aug-2009	A/P	Carlsmith Bail LLP / Professional Svc	657753	C# 1203	78.12	78.12	0.00	358,638.19
		20-Aug-2009	A/P	Holland & Knight LLP / Legal Fees add to JC from expensed items	ESC1013226	HWC# 82009	31,215.29	31,215.29	0.00	327,422.90
		19-Oct-2009	A/P	Gibson, Dunn & Crutcher, LLP / Legal Svc	2009092034	C# 1222	1,335.00	1,335.00	0.00	326,087.90
		19-Oct-2009	A/P	Gibson, Dunn & Crutcher, LLP / Legal Svc	2009071963	C# 1222	6,311.60	6,311.60	0.00	319,776.30
		19-Oct-2009	A/P	Gibson, Dunn & Crutcher, LLP / Legal Svc	2008102011	C# 1222	835.00	835.00	0.00	318,941.30
		12-Nov-2009	A/P	Carlsmith Bail LLP / Professional Svc	662983	C# 1228	1,875.96	1,875.96	0.00	317,064.34
		12-Nov-2009	A/P	Carlsmith Bail LLP / Professional Svc	665117	C# 1228	4,568.98	4,568.98	0.00	312,495.36

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	5270	Maui Industrial Partners, LLC						
		Maui Ind						
01-Jul-2010	A/P	Carlsmith Bail LLP / Legal Services	677549	C# 1255	220.82	220.82	0.00	312,274.54
01-Jul-2010	A/P	Carlsmith Bail LLP / Legal Services	679847	C# 1255	170.41	170.41	0.00	312,104.13
01-Jul-2010	A/P	Carlsmith Bail LLP / Legal Services	676500	C# 1255	1,214.51	1,214.51	0.00	310,889.62
21-Sep-2010	J/E	To record 75 Acre Closing	B#42334		535.50	535.50	0.00	310,354.12
21-Sep-2010	J/E	To Record 75 Acre Closing	B#42334		29,514.80	29,514.80	0.00	280,839.32
30-Oct-2010	A/P	Carlsmith Bail LLP / Professional Svc	684391	C# 1272	395.81	395.81	0.00	280,443.51
30-Oct-2010	A/P	Carlsmith Bail LLP / Professional Svc	681395	C# 1272	15.50	15.50	0.00	280,428.01
30-Oct-2010	A/P	Carlsmith Bail LLP / Professional Svc	683136	C# 1272	358.83	358.83	0.00	280,069.18
09-Nov-2010	A/P	Gibson, Dunn & Crutcher, LLP / Legal Svc	2010112041	C# 1270	2,108.25	2,108.25	0.00	277,960.93
22-Dec-2010	A/P	Carlsmith Bail LLP / Professional Svc	685861	C# 1278	1,321.79	1,321.79	0.00	276,639.14
		Totals for 85-500:		Cash Required: 276,639.14	183,232.86	183,232.86	0.00	276,639.14
85-500	Administration Fee							
13-Oct-2005	J/E	Reclass May-October 2005 Admin Fees	B#7370		60,000.00	60,000.00	0.00	360,000.00
22-Nov-2005	A/P	RG Ranch Associates, LLC	11/01 Admin/OH	C# 1018	10,000.00	10,000.00	0.00	300,000.00
22-Nov-2005	A/P	RG Ranch Associates, LLC	12122005	C# 1018	10,000.00	10,000.00	0.00	290,000.00
18-Jan-2006	A/P	RG Ranch Associates, LLC / Management/Administrative Fees Feb 2006	MIP 020106	C# 1031	10,000.00	10,000.00	0.00	280,000.00
18-Jan-2006	A/P	RG Ranch Associates, LLC / Administrative Fees January 2006	MIP 010106	C# 1025	10,000.00	10,000.00	0.00	270,000.00
13-Feb-2006	J/E	Fees for Draw 3	B#9608		300.00	300.00	0.00	260,000.00
03-Mar-2006	A/P	RG Ranch Associates, LLC / Mgmt svc fee/Admin Fee March 2006	MIP 030106	C# 1041	10,000.00	10,000.00	0.00	259,700.00
01-Apr-2006	A/P	RG Ranch Associates, LLC / April 2006 Mgmt svc fee/admin fee	MIP 040106	C# 1042	10,000.00	10,000.00	0.00	249,700.00
01-May-2006	A/P	RG Ranch Associates, LLC / May 2006 Admin Fees	MIP 05012006	C# 1046	10,000.00	10,000.00	0.00	239,700.00
01-Jun-2006	A/P	RG Ranch Associates, LLC / June 2006-Administrative Fees	MIP 06012006	C# 1055	10,000.00	10,000.00	0.00	229,700.00
01-Jun-2006	J/E	To correct coding - recording fees	B#11722		(300.00)	(300.00)	0.00	219,700.00
01-Jul-2006	A/P	RG Ranch Associates, LLC / Admin Fee-July 2006	MIP 07012006	C# 1062	10,000.00	10,000.00	0.00	220,000.00
01-Aug-2006	A/P	RG Ranch Associates, LLC / August 2006 Admin Fee	MIP 080106	C# 1068	10,000.00	10,000.00	0.00	210,000.00
01-Sep-2006	A/P	RG Ranch Associates, LLC / RG Ranch-Administrative Fee Sept 2006	MIP 090106	C# 1074	10,000.00	10,000.00	0.00	200,000.00
01-Oct-2006	A/P	RG Ranch Associates, LLC / October 2006 Fees-Admin/OH	MIP - 10/01/06	C# 1075	10,000.00	10,000.00	0.00	190,000.00
01-Nov-2006	A/P	RG Ranch Associates, LLC / November 2006 Fees - RG Ranch	MIP - 11/01/06	C# 1079	10,000.00	10,000.00	0.00	180,000.00
01-Dec-2006	A/P	RG Ranch Associates, LLC / December 2006 Fees	MIP - 12/01/06	C# 1085	10,000.00	10,000.00	0.00	170,000.00
01-Jan-2007	A/P	RG Ranch Associates, LLC / Jan 2007 Admin Fee	MIP 010107	C# 1089	10,000.00	10,000.00	0.00	160,000.00
01-Mar-2007	A/P	RG Ranch Associates, LLC / March 2007 Admin Fees	RG - 03012007	C# 1140	10,000.00	10,000.00	0.00	150,000.00
01-Apr-2007	A/P	RG Ranch Associates, LLC / February 2007 Fees	MIP 02012007	C# 1095	10,000.00	10,000.00	0.00	140,000.00
01-May-2007	A/P	RG Ranch Associates, LLC / April 07 Admin/OH Fee	MIP 040107	C# 1140	10,000.00	10,000.00	0.00	130,000.00
01-Jun-2007	A/P	RG Ranch Associates, LLC / May 2007 Admin/OH Fee	MIP 050107	C# 1140	10,000.00	10,000.00	0.00	120,000.00
01-Jun-2007	A/P	RG Ranch Associates, LLC / RG Ranch Admin Fee 0607	MIP 060107	C# 1140	10,000.00	10,000.00	0.00	110,000.00

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			5270	Maui Industrial Partners, LLC						
			Maui Ind	Maui Industrial Partners						
		31-Dec-2006	J/E	RBZ	BH#15535		15.60	15.60	0.00	58,262.40
		31-Dec-2006	J/E	CNB - CP Bank charge	BH#15535		120.00	120.00	0.00	58,142.40
		31-Dec-2006	J/E	Delaware Secretary of State	BH#15535		309.00	309.00	0.00	57,833.40
		31-Jan-2007	J/E	CNB Bank Charges - commercial paper	BH#16584		60.00	60.00	0.00	57,773.40
		31-Jan-2007	J/E	Dan Nishikawa - travel reimbursement	BH#16584		137.39	137.39	0.00	57,636.01
		01-Feb-2007	J/E	Fremont February Interest	BH#15744		149,141.90	149,141.90	0.00	(91,505.89)
		01-Feb-2007	J/E	To correct coding	BH#15745		(149,141.90)	(149,141.90)	0.00	57,636.01
		01-Feb-2007	A/P	Charlie Jencks / reimb for Dept of Water Supply	DWS reimb 10.30.	C# 1094	155.00	155.00	0.00	57,481.01
		01-May-2007	A/P	xRBZ, LLP / Acctg services as March 2007	63109	C# 1098	2,287.41	2,287.41	0.00	55,193.60
		07-May-2007	A/P	CSC Corporation Service Company / Annual Renewal	48632130-	C# 1144	364.50	364.50	0.00	54,829.10
		30-Jun-2007	A/P	RBZ, LLP	060107B	C# 0	50.09	50.09	0.00	54,779.01
		30-Jun-2007	A/P	RBZ, LLP	66556B	C# 0	70.50	70.50	0.00	54,708.51
		13-Jul-2007	A/P	Ernst & Young, LLP / professional svc. Rendered, project #13194436	US123412259	C# 1145	1,200.00	1,200.00	0.00	53,508.51
		13-Jul-2007	A/P	Munekiyo & Hiraga, Inc. / Kaonoulu Ranch Water Tank subdivision	711213	C# 1146	195.83	195.83	0.00	53,312.68
		13-Jul-2007	A/P	xRBZ, LLP / Income Tax Services	64745	C# 1136	1,017.75	1,017.75	0.00	52,294.93
		13-Jul-2007	A/P	xRBZ, LLP / Professional Services	053107		3,339.47	3,339.47	0.00	48,955.46
		13-Jul-2007	A/P	xRBZ, LLP / Professional Services	053107 Cancelled		(3,339.47)	(3,339.47)	0.00	52,294.93
		23-Jul-2007	A/P	Dan Nishikawa / Dan Nishikawa's expense report for 05/30/07	Reimb 053007	C# 1139	480.48	480.48	0.00	51,814.45
		23-Jul-2007	A/P	Dept. of Commerce & Consumer Affairs	File no Rev 2/200	C# 0	25.00	25.00	0.00	51,789.45
		28-Sep-2007	A/P	Reliable Graphics / 1600 First Set - Bond, 5200.1 Set up	953824	C# 1157	13.53	13.53	0.00	51,775.92
		08-Oct-2007	A/P	Reliable Graphics / Scan to Tiff - PDF, Email/FTP - File	953826	C# 1157	22.73	22.73	0.00	51,753.19
		08-Oct-2007	A/P	CSC Corporation Service Company / Compliance & Governance	50233850F	C# 1153	250.00	250.00	0.00	51,503.19
		08-Oct-2007	A/P	Dan Nishikawa / Reimb Expenses - Izakaya Rest	092407A	C# 1154	71.27	71.27	0.00	51,431.92
		05-Nov-2007	A/P	CSC Corporation Service Company / Statutory Representation	71279214	C# 1159	273.28	273.28	0.00	51,158.64
		12-Mar-2008	A/P	Dan Nishikawa / expense report	02.25.08	C# 1169	101.09	101.09	0.00	51,057.55
		30-Mar-2008	A/P	RBZ, LLP / Accounting Svc	71882	C# 1173	1,307.50	1,307.50	0.00	49,750.05
		16-Apr-2008	A/P	Charles Backet and Associates, Inc / Service Fee - File annual report	078715A-IN.	C# 1176	87.75	87.75	0.00	49,662.30
		23-Apr-2008	A/P	RBZ, LLP / Income Tax Svc	73208	C# 1177	2,974.68	2,974.68	0.00	46,687.62
		18-Jun-2008	A/P	State of Hawaii 1 / Foreign Limited Liability Company	06.30.2008	C# 1182	15.00	15.00	0.00	46,672.62
		23-Jun-2008	A/P	Ernst & Young, LLP / Professional Tax Svc	US0123686370	C# 1183	1,300.00	1,300.00	0.00	45,372.62
		23-Jun-2008	A/P	RBZ, LLP / Income Tax Svc	74372	C# 1185	247.43	247.43	0.00	45,125.19
		30-Jul-2008	A/P	Charlie Jencks / Reimb. Charlie for Water bill	July 2008	C# 1204	100.00	100.00	0.00	45,025.19
		30-Jul-2008	A/P	Maui Mountain Development, LLC / Fedex/Reimb	00029	C# 1213	8.31	8.31	0.00	45,016.88
		06-Aug-2008	A/P	RBZ, LLP / Income Tax Services	75852	C# 1196	418.50	418.50	0.00	44,598.38
		31-Aug-2008	A/P	Delaware Secretary of State / applying costs to a commitment	08.31.2008	HWC# 40	309.00	309.00	0.00	44,289.38
		31-Aug-2008	A/P	Delaware Secretary of State / applying costs to a commitment	08.31.08	HWC# 39	(309.00)	(309.00)	0.00	44,598.38

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	5270	Maui Industrial Partners, LLC						
	Maui Ind	Maui Industrial Partners						
31-Aug-2008	A/P	Reliable Graphics / applying costs to a commitment	8/31/2008	HWC# 66	36.26	36.26	0.00	44,562.12
31-Aug-2008	A/P	Maui Mountain Development, LLC / applying costs to a commitment	4/25/06B	HWC# 58	3,820.10	3,820.10	0.00	40,742.02
31-Aug-2008	A/P	Munekyo & Hiraga, Inc. / applying costs to a commitment	7/12/13A	HWC# 59	(195.83)	(195.83)	0.00	40,937.85
31-Aug-2008	A/P	Munekyo & Hiraga, Inc. / applying costs to a commitment	7/12/13B	HWC# 60	195.83	195.83	0.00	40,742.02
31-Aug-2008	A/P	New England Business Service / applying costs to a commitment	08.31.08	HWC# 61	(164.89)	(164.89)	0.00	40,906.91
31-Aug-2008	A/P	New England Business Service / applying costs to a commitment	08.31.2008	HWC# 62	164.89	164.89	0.00	40,742.02
31-Aug-2008	A/P	RBZ, LLP / applying costs to a commitment	8/31/08	HWC# 63	(7,723.53)	(7,723.53)	0.00	48,465.55
31-Aug-2008	A/P	Genova Associates, LLC / applying costs to a commitment	114B	HWC# 56	1,850.00	1,850.00	0.00	46,615.55
31-Aug-2008	A/P	Reliable Graphics / applying costs to a commitment	8/31/08	HWC# 65	(36.26)	(36.26)	0.00	46,651.81
31-Aug-2008	A/P	Genova Associates, LLC / applying costs to a commitment	114A	HWC# 55	(1,850.00)	(1,850.00)	0.00	48,501.81
31-Aug-2008	A/P	State of Hawaii 2 / applying costs to a commitment	06.30.2008A	HWC# 67	(15.00)	(15.00)	0.00	48,516.81
31-Aug-2008	A/P	State of Hawaii 2 / applying costs to a commitment	06.30.2008B	HWC# 68	15.00	15.00	0.00	48,501.81
31-Aug-2008	A/P	Robeson Business Services / applying costs to a commitment	08.31.08	HWC# 69	(844.92)	(844.92)	0.00	49,346.73
31-Aug-2008	A/P	Robeson Business Services / applying costs to a commitment	08.31.2008	HWC# 70	844.92	844.92	0.00	48,501.81
31-Aug-2008	A/P	Woodridge Capital, LLC / applying costs to a commitment	8/31/08	HWC# 71	(3,789.65)	(3,789.65)	0.00	52,291.46
31-Aug-2008	A/P	Woodridge Capital, LLC / applying costs to a commitment	8/31/2008	HWC# 72	3,789.65	3,789.65	0.00	48,501.81
31-Aug-2008	A/P	RBZ, LLP / applying costs to a commitment	8/31/2008	HWC# 64	7,723.53	7,723.53	0.00	40,778.28
31-Aug-2008	A/P	CSC Corporation Service Company / applying costs to a commitment	8/31/08	HWC# 47	(1,159.22)	(1,159.22)	0.00	41,937.50
31-Aug-2008	A/P	City National Bank / applying costs to a commitment	08.31.2008	HWC# 42	180.00	180.00	0.00	41,757.50
31-Aug-2008	A/P	Charles Backet and Associates, Inc / applying costs to a commitment	078715A-IN A	HWC# 43	(87.75)	(87.75)	0.00	41,845.25
31-Aug-2008	A/P	Charles Backet and Associates, Inc / applying costs to a commitment	078715A-IN B	HWC# 44	87.75	87.75	0.00	41,757.50
31-Aug-2008	A/P	Maui Mountain Development, LLC / applying costs to a commitment	4/25/06A	HWC# 57	(3,820.10)	(3,820.10)	0.00	45,577.60
31-Aug-2008	A/P	Charlie Jencks / applying costs to a commitment	8-31-2008	HWC# 46	155.00	155.00	0.00	45,422.60
31-Aug-2008	A/P	City National Bank / applying costs to a commitment	08.31.08	HWC# 41	(180.00)	(180.00)	0.00	45,602.60
31-Aug-2008	A/P	CSC Corporation Service Company / applying costs to a commitment	8/31/2008	HWC# 48	1,159.22	1,159.22	0.00	44,443.38
31-Aug-2008	A/P	Dan Nishikawa / applying costs to a commitment	8.31.08	HWC# 49	(790.23)	(790.23)	0.00	45,233.61
31-Aug-2008	A/P	Dan Nishikawa / applying costs to a commitment	8.31.2008	HWC# 50	790.23	790.23	0.00	44,443.38
31-Aug-2008	A/P	Dept. of Commerce & Consumer Affairs / applying costs to a commitment	08/31/08	HWC# 51	(25.00)	(25.00)	0.00	44,468.38
31-Aug-2008	A/P	Dept. of Commerce & Consumer Affairs / applying costs to a commitment	08/31/2008	HWC# 52	25.00	25.00	0.00	44,443.38
31-Aug-2008	A/P	Ernst & Young, LLP / applying costs to a commitment	08/31/08	HWC# 53	(2,300.00)	(2,300.00)	0.00	46,743.38
31-Aug-2008	A/P	Ernst & Young, LLP / applying costs to a commitment	08/31/2008	HWC# 54	2,300.00	2,300.00	0.00	44,443.38
31-Aug-2008	A/P	Charlie Jencks / applying costs to a commitment	8-31-08	HWC# 45	(155.00)	(155.00)	0.00	44,598.38
05-Sep-2008	A/P	Charlie Jencks / Fence installation	09.05.08	C# 1204	9,583.27	9,583.27	0.00	35,015.11
01-Oct-2008	A/P	CSC Corporation Service Company / Compliance & Governance	51348854D	VC C# 1190	250.00	250.00	0.00	34,765.11
01-Oct-2008	A/P	LandAmerica Assessment Corporation / Lot 2 of the Haonoulu Ranch (large lot)	08-61161-1	C# 1211	4,500.00	4,500.00	0.00	30,265.11
07-Oct-2008	A/P	CSC Corporation Service Company / Compliance & Governance	51348854D	VC C# 1190	(250.00)	(250.00)	0.00	30,515.11

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	5270	Maui Industrial Partners, LLC						
	Maui Ind	Maui Industrial Partners						
28-Oct-2008	A/P	RBZ, LLP / Income Tax Svc	78349	C# 1196	225.00	225.00	0.00	30,290.11
28-Oct-2008	A/P	CSC Corporation Service Company / Statutory Representation	71860333	VC C# 1191	269.24	269.24	0.00	30,020.87
29-Oct-2008	A/P	CSC Corporation Service Company / Statutory Representation	71860333	VC C# 1191	(269.24)	(269.24)	0.00	30,290.11
29-Oct-2008	A/P	CSC Corporation Service Company / Statutory Representation	71860333A	C# 1192	269.24	269.24	0.00	30,020.87
05-Nov-2008	A/P	RBZ, LLP / Income Tax Svc	77342	C# 1196	309.00	309.00	0.00	29,711.87
10-Dec-2008	A/P	Charlie Jencks / New Fire break along Piliiani Highway	Fire Break	C# 1204	4,257.17	4,257.17	0.00	25,454.70
22-Dec-2008	A/P	Woodridge Capital Partners, LLC / Expense Report - MIP June 07 - Oct 08	12.22.2008	C# 1194	9,744.02	9,744.02	0.00	15,710.68
21-Jan-2009	A/P	Charlie Jencks / reimbursement	01.21.09	Cancelled	(500.00)	(500.00)	0.00	16,210.68
21-Jan-2009	A/P	RBZ, LLP / Finance Charge	170876	C# 1196	14.59	14.59	0.00	16,196.09
21-Jan-2009	A/P	Charlie Jencks / Dept of Water	01.21.2009	C# 1204	110.00	110.00	0.00	16,086.09
21-Jan-2009	A/P	Charlie Jencks / reimbursement	01.21.09		500.00	500.00	0.00	15,586.09
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32859		15.00	15.00	0.00	15,571.09
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32853		7,970.96	7,970.96	0.00	7,600.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32812		1,850.00	1,850.00	0.00	5,750.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32840		(3,820.10)	(3,820.10)	0.00	9,570.23
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32840		3,820.10	3,820.10	0.00	5,750.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32848		(195.83)	(195.83)	0.00	5,945.96
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32848		195.83	195.83	0.00	5,750.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32849		164.89	164.89	0.00	5,585.24
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32812		(1,850.00)	(1,850.00)	0.00	7,435.24
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32854		(36.26)	(36.26)	0.00	7,471.50
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32854		36.26	36.26	0.00	7,435.24
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32856		(844.92)	(844.92)	0.00	8,280.16
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32809		3,600.00	3,600.00	0.00	4,680.16
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32859		(15.00)	(15.00)	0.00	4,695.16
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32849		(164.89)	(164.89)	0.00	4,860.05
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32861		(9,744.02)	(9,744.02)	0.00	14,604.07
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32861		9,744.02	9,744.02	0.00	4,860.05
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32862		(3,789.65)	(3,789.65)	0.00	8,649.70
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32862		3,789.65	3,789.65	0.00	4,860.05
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32856		844.92	844.92	0.00	4,015.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32799		155.00	155.00	0.00	3,860.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32809		(3,600.00)	(3,600.00)	0.00	7,460.13
31-Jan-2009	A/P	City National Bank / Fees for BMM account paid in 2007	0131095	HWC# 131095	1,294.17	1,294.17	0.00	6,165.96
31-Jan-2009	A/P	City National Bank / Bank Fees for BMM account in 2008	0131095	HWC# 131095	750.94	750.94	0.00	5,415.02
31-Jan-2009	A/P	City National Bank / Bank fees in Jan 09	0131095	HWC# 131095	35.00	35.00	0.00	5,380.02

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	5270	Maui Industrial Partners, LLC						
	Maui Ind	Maui Industrial Partners						
31-Jan-2009	AP	Delaware Secretary of State / Fee for 2007 tax year	0131096	HWC# 131096	91.00	91.00	0.00	5,289.02
31-Jan-2009	AP	RBZ, LLP / Accounting fees paid in 2008	0131097	HWC# 131097	608.60	608.60	0.00	4,680.42
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32798		(87.75)	(87.75)	0.00	4,768.17
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32853		(7,970.96)	(7,970.96)	0.00	12,739.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32799		(155.00)	(155.00)	0.00	12,894.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32800		(180.00)	(180.00)	0.00	13,074.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32800		180.00	180.00	0.00	12,894.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32802		(1,428.46)	(1,428.46)	0.00	14,322.59
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32802		1,428.46	1,428.46	0.00	12,894.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32803		(790.23)	(790.23)	0.00	13,684.36
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32803		790.23	790.23	0.00	12,894.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32804		(309.00)	(309.00)	0.00	13,203.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32804		309.00	309.00	0.00	12,894.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32805		(25.00)	(25.00)	0.00	12,919.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32805		25.00	25.00	0.00	12,894.13
31-Jan-2009	J/E	Moving Non-Contract Costs to Change Order	B#32798		87.75	87.75	0.00	12,806.38
10-Feb-2009	AP	RBZ, LLP / Finance Charge	12.31.2008	C# 1196	14.59	14.59	0.00	12,791.79
17-Feb-2009	AP	Woodridge Capital Partners, LLC / Expense Report 2008	02.17.09	C# 1219	136.44	136.44	0.00	12,655.35
28-Feb-2009	AP	RBZ, LLP / Finance Charge	01.31.09	C# 1196	14.59	14.59	0.00	12,640.76
06-Mar-2009	AP	Charlie Jencks / Moving Costs	03/06/2009	C# 0	(13,950.44)	(13,950.44)	0.00	26,591.20
06-Mar-2009	AP	Woodridge Capital Partners, LLC / Moving Costs	03/06/2009	C# 0	(136.44)	(136.44)	0.00	26,727.64
06-Mar-2009	AP	RBZ, LLP / Moving Costs	03.06.09	C# 1196	981.68	981.68	0.00	25,745.96
06-Mar-2009	AP	Charlie Jencks / Moving Costs	03/06/09	C# 0	13,950.44	13,950.44	0.00	11,795.52
06-Mar-2009	AP	Woodridge Capital Partners, LLC / Moving Costs	03/06/09	C# 0	136.44	136.44	0.00	11,659.08
06-Mar-2009	AP	RBZ, LLP / Moving Costs	03.06.2009	C# 1196	(981.68)	(981.68)	0.00	12,640.76
19-Mar-2009	AP	Charlie Jencks / Dept of Water Supply	02.23.09	C# 1204	110.00	110.00	0.00	12,530.76
31-Mar-2009	AP	City National Bank / March bank fees	0331095	HWC# 331095	35.00	35.00	0.00	12,495.76
28-Apr-2009	AP	RBZ, LLP / Income Tax Svc	83420	C# 1197	1,520.59	1,520.59	0.00	10,975.17
20-May-2009	AP	Delaware Secretary of State / Taxes due 6/1/09	05.20.2009	C# 1198	250.00	250.00	0.00	10,725.17
28-May-2009	AP	RBZ, LLP / Income Tax Svc	84675	C# 1199	212.00	212.00	0.00	10,513.17
10-Jun-2009	AP	Woodridge Capital Partners, LLC / AMEX Reimb. Jan '09 - Mar '09	06.10.09	C# 1200	109.09	109.09	0.00	10,404.08
17-Jun-2009	AP	State of Hawaii 2 / Filing Fee	06.15.09	VC C# 1201	(15.00)	(15.00)	0.00	10,419.08
17-Jun-2009	AP	State of Hawaii 2 / Filing Fee	06.15.09	VC C# 1201	15.00	15.00	0.00	10,404.08
07-Jul-2009	AP	x Department of Commerce & Consumer Affairs 1 / Annual Filing April 2009	April 2009	C# 1202	15.00	15.00	0.00	10,389.08
17-Jul-2009	AP	CSC Corporation Service Company / Document Retrieval work in Delaware	52172167	C# 1205	77.40	77.40	0.00	10,311.68

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	5270	Maui Industrial Partners, LLC						
	Maui Ind	Maui Industrial Partners						
31-Jul-2009	A/P	RBZ, LLP / Expensed costs	07.31.09	HWC# 73109	3,234.09	3,234.09	0.00	7,077.59
14-Aug-2009	A/P	Charlie Jencks / Water bill 05/06/09 - 07/07/09	07.08.09	C# 1204	114.66	114.66	0.00	6,962.93
14-Aug-2009	A/P	Charlie Jencks / Water bill 1/6/09 - 03/06/09	03.10.09	C# 1204	110.00	110.00	0.00	6,852.93
14-Aug-2009	A/P	Charlie Jencks / Water bill 03/06/09 - 05/06/09	05.08.09	C# 1204	110.00	110.00	0.00	6,742.93
15-Sep-2009	A/P	CSC Corporation Service Company / Professional Svc	52245470	C# 1220	97.40	97.40	0.00	6,645.53
31-Oct-2009	A/P	City National Bank / bank fees - moved from expensed items	103109	HWC# 103109	292.15	292.15	0.00	6,353.38
12-Nov-2009	A/P	Charlie Jencks / Water Bill	10.26.09	C# 1229	120.00	120.00	0.00	6,233.38
20-Nov-2009	A/P	CSC Corporation Service Company / Statutory Representation	72456944	C# 1226	285.14	285.14	0.00	5,948.24
20-Nov-2009	A/P	CSC Corporation Service Company / Compliance & Governance	52340757A	C# 1226	343.75	343.75	0.00	5,604.49
20-Nov-2009	A/P	Woodridge Capital Partners, LLC / Reimbursements	08.09.2009	C# 1227	103.91	103.91	0.00	5,500.58
20-Nov-2009	A/P	Woodridge Capital Partners, LLC / Reimbursements	09.08.2009	C# 1227	113.98	113.98	0.00	5,386.60
30-Nov-2009	A/P	RBZ, LLP / Accounting Svc	90137	C# 1231	268.50	268.50	0.00	5,118.10
30-Nov-2009	A/P	City National Bank / Nov 09 bank charges added from expensed items	113009	HWC# 113009	47.00	47.00	0.00	5,071.10
30-Nov-2009	J/E	CNB charges Nov 09 - applying to correct commitment account	B#38476		(47.00)	(47.00)	0.00	5,118.10
30-Nov-2009	J/E	CNB charges Nov 09 - applying to correct commitment account	B#38476		47.00	47.00	0.00	5,071.10
31-Dec-2009	A/P	City National Bank / City National Fees	123109	HWC# 123109	91.00	91.00	0.00	4,980.10
31-Jan-2010	J/E	Moving to correct commitment	B#39543		(106.86)	(106.86)	0.00	5,086.96
31-Jan-2010	J/E	Moving to correct commitment	B#39543		106.86	106.86	0.00	4,980.10
31-Jan-2010	A/P	City National Bank / Expensed Bank charges - moved to job cost	013102010	HWC# 1312010	106.86	106.86	0.00	4,873.24
31-Jan-2010	A/P	RBZ, LLP / Income Tax Svc	90948	C# 1242	825.00	825.00	0.00	4,048.24
28-Feb-2010	A/P	RBZ, LLP / Income Tax Services	92358	C# 1244	1,349.30	1,349.30	0.00	2,698.94
28-Feb-2010	A/P	City National Bank / Feb 2010 - moved from expensed items	Feb 2010	HWC# 2282010	35.00	35.00	0.00	2,663.94
31-Mar-2010	A/P	Delaware Secretary of State / State of Delaware tax	MIP 2009 DE	C# 1245	250.00	250.00	0.00	2,413.94
31-Mar-2010	A/P	City National Bank / March bank charges - moved from expensed item	March 2010	HWC# 3312010	74.86	74.86	0.00	2,339.08
30-Apr-2010	A/P	City National Bank / Bank fees - moved from expensed items	4302010	HWC# 4302010	47.00	47.00	0.00	2,292.08
18-May-2010	A/P	State of Hawaii 2 / Annual Fee	June 2010	VC C# 1253	15.00	15.00	0.00	2,277.08
24-May-2010	A/P	RBZ, LLP / Income Tax Services	95854	C# 1250	133.58	133.58	0.00	2,143.50
31-May-2010	A/P	City National Bank / CNB - moving from expensed items	5312010	HWC# 5312010	35.00	35.00	0.00	2,108.50
30-Jun-2010	A/P	x Department of Commerce & Consumer Affairs 1 / Filing Fee Due June 2010	MIP 2010	C# 1254	15.00	15.00	0.00	2,093.50
30-Jun-2010	A/P	City National Bank / To move from expensed items	6302010	HWC# 6302010	51.00	51.00	0.00	2,042.50
13-Jul-2010	A/P	Charlie Jencks / Reimb - Dept of Water Supply	07.13.10	C# 1256	480.00	480.00	0.00	1,562.50
31-Jul-2010	A/P	RBZ, LLP / Income Tax Services	97362	C# 1261	1,160.00	1,160.00	0.00	402.50
31-Jul-2010	A/P	City National Bank / CNB bank charges moved from expensed	7312010	HWC# 7312010	47.00	47.00	0.00	355.50
16-Aug-2010	A/P	RBZ, LLP / Tax Department Review	97692	C# 1262	1,000.00	1,000.00	0.00	(644.50)
30-Oct-2010	A/P	RBZ, LLP / Income Tax Svc	99060	C# 1271	171.00	171.00	0.00	(815.50)
30-Oct-2010	A/P	Woodridge Capital Partners, LLC / Reimb for Fed Ex	2010	C# 1276	433.71	433.71	0.00	(1,249.21)

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	5270	Maui Industrial Partners, LLC						
		Maui Ind						
13-Jul-2007	A/P	Fremont Investment & Loan / loan payment	062607		153,032.71	153,032.71	0.00	6,416,427.74
16-Jul-2007	A/P	Fremont Investment & Loan / loan payment	062607 Cancelled		(153,032.71)	(153,032.71)	0.00	6,569,460.45
01-Aug-2007	A/P	iStar FM Loans, LLC	50% of August 07	HWC# 8010779	79,351.36	79,351.36	0.00	6,490,109.09
01-Aug-2007	A/P	iStar FM Loans, LLC / 50% of interest only payment	080107	HWC# 80107	1,732.50	1,732.50	0.00	6,488,376.59
01-Aug-2007	J/E	50% of the interest only payment moved to legal	B#19631		(1,732.50)	(1,732.50)	0.00	6,490,109.09
01-Aug-2007	J/E	istar Financial - July 1/2 interest automated posting	B#19921		79,351.36	79,351.36	0.00	6,410,757.73
01-Sep-2007	A/P	iStar FM Loans, LLC / interest payment for Sept. 2007	090107	HWC# 90107	79,646.37	79,646.37	0.00	6,331,111.36
01-Sep-2007	J/E	Interest payment for Sept 2007	B#20146		79,646.37	79,646.37	0.00	6,251,464.99
01-Oct-2007	A/P	iStar FM Loans, LLC	October 07	HWC# 10010777	77,907.48	77,907.48	0.00	6,173,557.51
01-Oct-2007	J/E	istar payment of 50% interest for October 07	B#22201		77,907.48	77,907.48	0.00	6,095,650.03
01-Nov-2007	A/P	iStar FM Loans, LLC / interest Nov 2007	11012007	HWC# 110107	80,758.91	80,758.91	0.00	6,014,891.12
01-Nov-2007	J/E	istar - interest payment posted november 1st, accrued in October	B#21670		80,758.91	80,758.91	0.00	5,934,132.21
01-Dec-2007	A/P	iStar FM Loans, LLC / iStar interest payment	120107	HWC# 120107	78,444.34	78,444.34	0.00	5,855,687.87
04-Dec-2007	J/E	50% of the interest Dec 2007	B#22207		78,444.34	78,444.34	0.00	5,777,243.53
01-Jan-2008	A/P	iStar FM Loans, LLC / iStar interest payment	01012008	HWC# 10108	76,901.57	76,901.57	0.00	5,700,341.96
31-Jan-2008	J/E	Interest payment to iStar for January	B#23619		77,171.83	77,171.83	0.00	5,623,170.13
01-Feb-2008	A/P	iStar FM Loans, LLC / iStar FM Loan Feb 2008	02.01.08	HWC# 20108	77,171.83	77,171.83	0.00	5,545,998.30
01-Mar-2008	J/E	Batch - 25073 Reversed, iStar - January 2008 payment from the Interest reser	B#25075		76,901.57	76,901.57	0.00	5,469,096.73
01-Mar-2008	J/E	istar - January 2008 payment from the Interest reserve account	B#25073		(76,901.57)	(76,901.57)	0.00	5,545,998.30
01-Mar-2008	J/E	istar - to record January interest payment	B#25076		76,901.57	76,901.57	0.00	5,469,096.73
03-Mar-2008	A/P	iStar FM Loans, LLC / interest payment	030308	VC C# 30308	(144,893.43)	(144,893.43)	0.00	5,613,990.16
03-Mar-2008	A/P	iStar FM Loans, LLC / interest payment March 2008	03.03.2008	HWC# 30308	133,667.67	133,667.67	0.00	5,480,322.49
03-Mar-2008	A/P	iStar FM Loans, LLC / interest payment	030308	VC C# 30308	144,893.43	144,893.43	0.00	5,335,429.06
01-Apr-2008	A/P	iStar FM Loans, LLC / interest payment	04.01.08	HWC# 40108	154,964.99	154,964.99	0.00	5,180,464.07
01-May-2008	J/E	istar - to reclassify March interest payment from Water System to	B#25707		11,225.76	11,225.76	0.00	5,169,238.31
01-May-2008	A/P	iStar FM Loans, LLC / interest payment May 2008	05.01.08	HWC# 50108	149,966.12	149,966.12	0.00	5,019,272.19
01-Jun-2008	A/P	iStar FM Loans, LLC / iStar June interest payment	052708	HWC# 52708	154,964.99	154,964.99	0.00	4,864,307.20
04-Jun-2008	A/P	iStar FM Loans, LLC / iStar Extension fee	060408	HWC# 60408	55,177.71	55,177.71	0.00	4,809,129.49
26-Jun-2008	A/P	iStar FM Loans, LLC / Extension Fee	06.26.08	VC C# 62608	55,177.71	55,177.71	0.00	4,753,951.78
26-Jun-2008	A/P	iStar FM Loans, LLC / Extension Fee	06.26.08	VC C# 62608	(55,177.71)	(55,177.71)	0.00	4,809,129.49
01-Jul-2008	A/P	iStar FM Loans, LLC / interest payment	07.01.2008	HWC# 70108	164,021.28	164,021.28	0.00	4,645,108.21
01-Jul-2008	A/P	iStar FM Loans, LLC / extension fee - legal	7.1.2008	HWC# 7012008	9,265.00	9,265.00	0.00	4,635,843.21
01-Aug-2008	A/P	iStar FM Loans, LLC / interest Aug 2008	08.01.2008	HWC# 80108	169,488.50	169,488.50	0.00	4,466,354.71
10-Sep-2008	A/P	iStar FM Loans, LLC / interest Payment Sept 2008	09.10.08	HWC# 91008	169,488.50	169,488.50	0.00	4,296,866.21
15-Oct-2008	A/P	iStar FM Loans, LLC / interest payment	10.10.08	HWC# 101008	164,021.13	164,021.13	0.00	4,132,845.08
28-Nov-2008	A/P	iStar FM Loans, LLC / interest payment & Title Fees Loan Extension	11.28.08	HWC# 112808	496,657.05	496,657.05	0.00	3,636,188.03

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	5270	Maui Industrial Partners, LLC						
	Maui Ind	Maui Industrial Partners						
30-Nov-2008	A/P	iStar FM Loans, LLC / Applying costs to correct job cost accounts	11.30.08	HWC# 100	(496,657.05)	(496,657.05)	0.00	4,132,845.08
30-Nov-2008	A/P	iStar FM Loans, LLC / Extension Fee	11-30-08	HWC# 102	165,352.94	165,352.94	0.00	3,967,492.14
30-Nov-2008	A/P	iStar FM Loans, LLC / October Interest Payment @ 16%	11.30.2008	HWC# 101	303,759.85	303,759.85	0.00	3,663,732.29
01-Dec-2008	A/P	iStar FM Loans, LLC / Interest	12.01.08	VC C# 120108	(496,657.05)	(496,657.05)	0.00	4,160,389.34
01-Dec-2008	A/P	iStar FM Loans, LLC / Interest	12.01.08	VC C# 120108	496,657.05	496,657.05	0.00	3,663,732.29
03-Dec-2008	A/P	iStar FM Loans, LLC / Interest payment Dec 2008	12.03.08	HWC# 120308	293,961.15	293,961.15	0.00	3,369,771.14
17-Dec-2008	A/P	iStar FM Loans, LLC / Interest payment	12.17.2008	VC C# 121708	303,759.85	303,759.85	0.00	3,066,011.29
17-Dec-2008	A/P	iStar FM Loans, LLC / Interest payment	12.17.2008	VC C# 121708	(303,759.85)	(303,759.85)	0.00	3,369,771.14
18-Dec-2008	A/P	iStar FM Loans, LLC / Interest payment & Loan Extension Fee	12.18.08	HWC# 121808	413,995.28	413,995.28	0.00	2,955,775.86
31-Dec-2008	A/P	iStar FM Loans, LLC / Moving Loan Fees & Points out of Interest	12.31.2008	HWC# 202	(652,466.08)	(652,466.08)	0.00	3,608,241.94
31-Jan-2009	A/P	iStar FM Loans, LLC / Move costs to correct cost code	01/31/09	HWC# 110	(9,265.00)	(9,265.00)	0.00	3,617,506.94
31-Jan-2009	A/P	iStar FM Loans, LLC / Interest payment	01.31.2009	HWC# 13109	303,759.85	303,759.85	0.00	3,313,747.09
01-Feb-2009	A/P	iStar FM Loans, LLC / Interest	01.26.09	VC C# 12609	303,759.85	303,759.85	0.00	3,009,987.24
01-Feb-2009	A/P	iStar FM Loans, LLC / Interest	01.26.09	VC C# 12609	(303,759.85)	(303,759.85)	0.00	3,313,747.09
24-Feb-2009	A/P	iStar FM Loans, LLC / Interest Feb 2009	02.24.09	HWC# 22409	274,363.74	274,363.74	0.00	3,039,383.35
31-Mar-2009	A/P	iStar FM Loans, LLC / Interest	04.01.09		303,759.84	303,759.84	0.00	2,735,623.51
30-Apr-2009	A/P	iStar FM Loans, LLC / Interest	05.01.09		293,961.15	293,961.15	0.00	2,441,662.36
20-Aug-2009	A/P	iStar FM Loans, LLC / Interest payment due 04.01.09	04.01.09		(303,759.84)	(303,759.84)	0.00	2,745,422.20
20-Aug-2009	A/P	iStar FM Loans, LLC / Interest	05.01.09	Cancelled	(293,961.15)	(293,961.15)	0.00	3,039,383.35
20-Aug-2009	A/P	iStar FM Loans, LLC / Escrow 13 Acres	08.20.09-13	HWC# 8200913	373,575.62	373,575.62	0.00	2,665,807.73
20-Aug-2009	A/P	iStar FM Loans, LLC / Escrow 13 Acres	08.20.09-17	HWC# 8200917	334,136.00	334,136.00	0.00	2,331,671.73
31-Aug-2009	J/E	Deferred Interest May - Aug 2009	B#38246		373,575.62	373,575.62	0.00	1,958,096.11
01-Sep-2009	J/E	Deferred Interest Aug 2009 Statement	B#38247		79,254.81	79,254.81	0.00	1,878,841.30
02-Sep-2009	A/P	iStar FM Loans, LLC / Interest Payment	09.01.09		84,523.56	84,523.56	0.00	1,794,317.74
23-Sep-2009	A/P	iStar FM Loans, LLC / Interest payment due Oct 1, 2009	09.22.09	HWC# 92209	57,956.13	57,956.13	0.00	1,736,361.61
30-Sep-2009	J/E	Deferred Interest Sept 2009 Statement	B#38249		52,687.38	52,687.38	0.00	1,683,674.23
30-Sep-2009	A/P	iStar FM Loans, LLC / Extension Fees (Sept & Oct payments)	09.30.2009	HWC# 930091	(10,537.50)	(10,537.50)	0.00	1,694,211.73
16-Oct-2009	A/P	iStar FM Loans, LLC / Interest payment Oct 2009	10.16.09	HWC# 101609	54,443.75	54,443.75	0.00	1,639,767.98
31-Oct-2009	J/E	Deferred Interest Oct 2009 Statement	B#38250		54,443.75	54,443.75	0.00	1,585,324.23
20-Nov-2009	A/P	iStar FM Loans, LLC / Interest Due Dec 1 2009	11.20.09	HWC# 112009	52,687.50	52,687.50	0.00	1,532,636.73
30-Nov-2009	A/P	iStar FM Loans, LLC / Moving costs to a commitment	11/30/09	HWC# 114	(7,076,465.65)	(7,076,465.65)	0.00	8,609,102.38
30-Nov-2009	A/P	iStar FM Loans, LLC / Moving costs to a commitment	11/30/2009	HWC# 115	7,076,465.65	7,076,465.65	0.00	1,532,636.73
30-Nov-2009	J/E	Deferred Interest Nov 2009 Statement	B#38251		52,687.50	52,687.50	0.00	1,479,949.23
21-Dec-2009	A/P	iStar FM Loans, LLC / Interest Dec 2009 Statement	12.21.09	HWC# 122109	54,443.75	54,443.75	0.00	1,425,505.48
21-Dec-2009	J/E	Deferred Interest Dec 2009 Statement	B#38668		54,443.75	54,443.75	0.00	1,371,061.73
27-Jan-2010	A/P	iStar FM Loans, LLC / Interest - Statement date Jan 2010	01.27.10	HWC# 12710	54,443.75	54,443.75	0.00	1,316,617.98

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Building 5270								
Job								
		Maui Ind						
		Maui Industrial Partners, LLC						
27-Jan-2010	J/E	Deferred Interest Jan 2010 Statement	B#39133		54,443.75	54,443.75	0.00	1,262,174.23
22-Feb-2010	A/P	iStar FM Loans, LLC / Interest Feb 2010 Statement	02-22-10	HWCH# 22210	49,175.00	49,175.00	0.00	1,212,999.23
22-Feb-2010	J/E	Deferred Interest Feb 2010 Statement	B#39492		49,175.00	49,175.00	0.00	1,163,824.23
24-Mar-2010	A/P	iStar FM Loans, LLC / Interest March 2010 Statement	03-24-10	HWCH# 32410	54,443.75	54,443.75	0.00	1,109,380.48
24-Mar-2010	J/E	Deferred Interest March 2010 Statement	B#39908		54,443.75	54,443.75	0.00	1,054,936.73
31-Mar-2010	J/E	Deferred Interest March 2010	B#41332		54,443.75	54,443.75	0.00	1,000,492.98
31-Mar-2010	J/E	Deferred Interest March 2010	B#41332		(54,443.75)	(54,443.75)	0.00	1,054,936.73
27-Apr-2010	J/E	Deferred Interest Statement Dated April 2010	B#40518		52,687.50	52,687.50	0.00	1,002,249.23
27-Apr-2010	A/P	iStar FM Loans, LLC / Interest Payment Statement Dated April 2010	04-26-10	HWCH# 42710	52,687.50	52,687.50	0.00	949,561.73
19-May-2010	A/P	iStar FM Loans, LLC / Interest Payment Statement Dated May 2010	05-19-10	HWCH# 51910	54,443.75	54,443.75	0.00	895,117.98
19-May-2010	J/E	Deferred Interest Statement Dated May 2010	B#40822		54,443.75	54,443.75	0.00	840,674.23
30-Jun-2010	J/E	Deferred Interest Statement Dated June 2010	B#41564		52,687.50	52,687.50	0.00	787,986.73
30-Jun-2010	A/P	iStar FM Loans, LLC / Interest Payment June 2010	06-28-10	HWCH# 62810	52,687.50	52,687.50	0.00	735,299.23
30-Jul-2010	J/E	Deferred Interest Statement dated July 2010	B#41681		52,687.50	52,687.50	0.00	682,611.73
30-Jul-2010	A/P	iStar FM Loans, LLC / Interest Statement dated July 2010	07-30-10	HWCH# 73010	52,687.50	52,687.50	0.00	629,924.23
31-Aug-2010	A/P	iStar FM Loans, LLC / Interest Payment Statement Dated August 2010	08-31-10	HWCH# 83109	56,200.00	56,200.00	0.00	573,724.23
31-Aug-2010	J/E	Deferred Interest Statement dated August 2010	B#42333		52,687.50	52,687.50	0.00	521,036.73
21-Sep-2010	J/E	Deferred Interest 9/1 thru 9/16 Closing Date	B#42331		28,100.00	28,100.00	0.00	492,936.73
21-Sep-2010	J/E	To record 75 Acre Closing	B#42334		28,100.00	28,100.00	0.00	464,836.73
			Cash Required:		9,651,012.27	9,651,012.27	0.00	484,836.73
Totals for 85-805:								
85-805	Loan Points							
31-Dec-2008	A/P	iStar FM Loans, LLC / Moving Loan Fees and Points out of Interest	12-31-08	HWCH# 201	321,700.00	321,700.00	0.00	321,700.00
30-Nov-2009	A/P	iStar FM Loans, LLC / Moving costs to a commitment	11-30-2009	HWCH# 117	321,700.00	321,700.00	0.00	(321,700.00)
30-Nov-2009	A/P	iStar FM Loans, LLC / Moving costs to a commitment	11-30-09	HWCH# 116	(321,700.00)	(321,700.00)	0.00	0.00
			Cash Required:		321,700.00	321,700.00	0.00	0.00
Totals for 85-805:								
85-806	Exit Fee							
20-Aug-2009	A/P	iStar FM Loans, LLC / 25% EXIT FEE - add to JC from expensed items	ESC1013226E	HWCH# 82009	32,143.01	32,143.01	0.00	285,043.00
21-Sep-2010	J/E	To record 75 Acre Closing	B#42334		252,900.00	252,900.00	0.00	252,899.99
			Cash Required:		285,043.01	285,043.01	0.00	(0.01)
Totals for 85-806:								
85-810	Loan Fees							
31-Dec-2008	A/P	iStar FM Loans, LLC / Moving Loan Fees and Points out of Interest	12-31-08	HWCH# 201	55,177.71	55,177.71	0.00	588,632.00
31-Dec-2008	A/P	iStar FM Loans, LLC / Moving Loan Fees and Points out of Interest	12-31-08	HWCH# 201	165,352.94	165,352.94	0.00	533,454.29
31-Dec-2008	A/P	iStar FM Loans, LLC / Moving Loan Fees and Points out of Interest	12-31-08	HWCH# 201	110,235.43	110,235.43	0.00	368,101.35
			Cash Required:		285,766.08	285,766.08	0.00	257,865.92

Job Cost Payment/Retention Detail

Actuals as of January 03, 2019

Accrual Basis

03-Jan-2019

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Posting Date	Source	Payee Name / Description	Invoice Number	Reference Number	Gross Amount	Payment Amount	Retention Amount	Revised Est. Balance
	5270	Maui Industrial Partners, LLC						
	Maui Ind	Maui Industrial Partners						
31-Mar-2009	A/P	iStar FM Loans, LLC / Loan Extension Fee	04-01-2009		165,353.14	165,353.14	0.00	92,512.78
20-Aug-2009	A/P	iStar FM Loans, LLC / Escrow 13 Acres	08-20-09-19	HWC# 8200919	36,577.98	36,577.98	0.00	55,934.80
20-Aug-2009	A/P	iStar FM Loans, LLC / Escrow 13 Acres	08-20-09-18	HWC# 8200918	26,343.75	26,343.75	0.00	29,591.05
20-Aug-2009	A/P	iStar FM Loans, LLC / Loan Extension Fee	04-01-2009	Cancel	(165,353.14)	(165,353.14)	0.00	194,944.19
30-Sep-2009	A/P	iStar FM Loans, LLC / Extension Fees (Sept & Oct payments)	09-30-09	HWC# 93009	10,537.50	10,537.50	0.00	184,406.69
16-Oct-2009	A/P	iStar FM Loans, LLC / Extension Fee Oct 2009	10-16-09	HWC# 101609	5,268.75	5,268.75	0.00	179,137.94
05-Nov-2009	A/P	iStar FM Loans, LLC / Draw 3 - Title Fees	11-05-09	VC C# 110509	100.00	100.00	0.00	179,037.94
20-Nov-2009	A/P	iStar FM Loans, LLC / Extension Fee	11-20-09	HWC# 112009	5,268.75	5,268.75	0.00	173,769.19
30-Nov-2009	A/P	iStar FM Loans, LLC / Moving costs to a commitment	Nov 09	HWC# 118	(330,766.08)	(330,766.08)	0.00	504,535.27
30-Nov-2009	A/P	iStar FM Loans, LLC / Moving costs to a commitment	Nov 2009	HWC# 119	330,766.08	330,766.08	0.00	173,769.19
21-Dec-2009	A/P	iStar FM Loans, LLC / Interest Dec 2009 Statement	12-21-09	HWC# 122109	5,268.75	5,268.75	0.00	168,500.44
27-Jan-2010	A/P	iStar FM Loans, LLC / Ext. Fee - Statement date Jan 2010	01-27-10	HWC# 12710	5,268.75	5,268.75	0.00	163,231.69
22-Feb-2010	A/P	iStar FM Loans, LLC / Extension Fee Feb 2010 Statement	02-22-10	HWC# 22210	5,268.75	5,268.75	0.00	157,962.94
24-Mar-2010	A/P	iStar FM Loans, LLC / Extension Fee March 2010 Statement	03-24-10	HWC# 32410	5,268.75	5,268.75	0.00	152,694.19
09-Apr-2010	J/E	Draw 3 - Title Fees	B#40225		100.00	100.00	0.00	152,594.19
09-Apr-2010	A/P	iStar FM Loans, LLC / Draw 3 - Title Fees	11-05-09	VC C# 110509	(100.00)	(100.00)	0.00	152,694.19
27-Apr-2010	A/P	iStar FM Loans, LLC / Extension Fee Statement Dated April 2010	04-26-10	HWC# 42710	5,268.75	5,268.75	0.00	147,425.44
19-May-2010	A/P	iStar FM Loans, LLC / Extension Fee Statement Dated May 2010	05-19-10	HWC# 51910	5,268.75	5,268.75	0.00	142,156.69
30-Jun-2010	A/P	iStar FM Loans, LLC / Extension Fee Payment June 2010	06-28-10	HWC# 62810	5,268.75	5,268.75	0.00	136,887.94
30-Jun-2010	A/P	iStar FM Loans, LLC / Title Fee	06-28-10	HWC# 62810	100.00	100.00	0.00	136,787.94
02-Jul-2010	J/E	Title Fee - Draw 6	B#41374		200.00	200.00	0.00	136,587.94
30-Jul-2010	A/P	iStar FM Loans, LLC / Extension Fee Statement dated July 2010	07-30-10	HWC# 73010	5,268.75	5,268.75	0.00	131,319.19
30-Jul-2010	A/P	iStar FM Loans, LLC / Misc Fee Statement dated July 2010	07-30-10	HWC# 73010	100.00	100.00	0.00	131,219.19
01-Aug-2010	J/E	Draw Fee	B#41906		200.00	200.00	0.00	131,019.19
31-Aug-2010	A/P	iStar FM Loans, LLC / Interest Payment Statement Dated August 2010	08-31-10	HWC# 83109	5,268.75	5,268.75	0.00	125,750.44
21-Sep-2010	J/E	To record 75 Acre Closing	B#42334		126,450.00	126,450.00	0.00	(899.56)
Totals for 85-810:				Cash Required:	589,331.56	589,331.56	0.00	(899.56)
99-999	Suspense							
14-Mar-2009	A/P	Leshar Chee Stadtbauer / Fee simple Market Land Valuation	2009-982	Cancel	(6,770.86)	(6,770.86)	0.00	6,770.86
14-Mar-2009	A/P	Leshar Chee Stadtbauer / Fee simple Market Land Valuation	2009-982		6,770.86	6,770.86	0.00	0.00
23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25138a		17,357.00	17,357.00	0.00	(17,357.00)
23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25137a		28,278.00	28,278.00	0.00	(45,635.00)
23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25142a		10,267.00	10,267.00	0.00	(55,902.00)
23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25143a		59,074.00	59,074.00	0.00	(114,976.00)
23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25148a		11,070.00	11,070.00	0.00	(126,046.00)

Job Cost Payment/Retention Detail

Actuals as of January 03, 2019

Accrual Basis

03-Jan-2019
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Building	Job	Posting Date	Source	Payee Name / Description	Invoice Number	Reference Number	Gross Amount	Payment Amount	Retention Amount	Revised Est. Balance
			5270	Maui Industrial Partners, LLC						
			Maui Ind	Maui Industrial Partners						
		23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25140a		8,765.00	8,765.00	0.00	(134,811.00)
		23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25139a		21,787.00	21,787.00	0.00	(156,598.00)
		23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25141a		35,609.00	35,609.00	0.00	(192,207.00)
		23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25145a		10,892.00	10,892.00	0.00	(203,099.00)
		23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25144a		30,073.00	30,073.00	0.00	(233,172.00)
		23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25146a		7,909.00	7,909.00	0.00	(241,081.00)
		23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25147a		14,785.00	14,785.00	0.00	(255,866.00)
		23-Jul-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25136a		15,458.00	15,458.00	0.00	(271,324.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25146a Cancelled		(7,909.00)	(7,909.00)	0.00	(263,415.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25139a Cancelled		(21,787.00)	(21,787.00)	0.00	(241,628.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25136a Cancelled		(15,458.00)	(15,458.00)	0.00	(226,170.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25137a Cancelled		(28,278.00)	(28,278.00)	0.00	(197,892.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25138a Cancelled		(17,357.00)	(17,357.00)	0.00	(180,535.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25140a Cancelled		(8,765.00)	(8,765.00)	0.00	(171,770.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25141a Cancelled		(35,609.00)	(35,609.00)	0.00	(136,161.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25142a Cancelled		(10,267.00)	(10,267.00)	0.00	(125,894.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25143a Cancelled		(59,074.00)	(59,074.00)	0.00	(66,820.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25145a Cancelled		(10,892.00)	(10,892.00)	0.00	(55,928.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25147a Cancelled		(14,785.00)	(14,785.00)	0.00	(41,143.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25148a Cancelled		(11,070.00)	(11,070.00)	0.00	(30,073.00)
		20-Aug-2009	A/P	D.L.D. Insurance Brokers, Inc. / Performance Bond	25144a Cancelled		(30,073.00)	(30,073.00)	0.00	0.00
				Cash Required:		0.00	0.00	0.00	0.00	0.00
Totals for 99-999:				Total Revised Estimate:		408,236.96	37,950,764.04	37,950,764.04	0.00	408,236.96

Delete 75-050 Land Acquisition \$21,750,000.00
 Delete 75-200 Closing Costs \$ 682,740.29
 Delete 83-300 Legal, Title, Ins, Misc. Exp. \$ 335,121.75
 Delete 85-500 Legal Expense \$ 183,232.86
 Delete 85-800 Interest & Points \$ 9,651,012.27
 Delete 85-805 Loan Points \$ 321,700.00
 Delete 85-806 Exit Fee \$ 285,043.01
 Delete 85-810 Loan Fees \$ 589,331.56
 REVISED TOTAL WITHOUT ABOVE COSTS \$ 4,152,582.46

Honua'ula Partners, LLC
Cost Breakdown as of 12/20/18
1/6/2019

	Through 9/17/12	9/18/12 through 12/20/18
Land Entitlement/Planning	\$ 3,304,773.87	\$ 1,599,854.33
Design & Engineering	\$ 2,888,713.42	\$ 229,749.78
Legal	\$ 999,772.70	\$ 2,237,490.98
Loan Interest Cost	\$ 23,648,131.16	\$ 69,547,899.71
Project Mangement	\$ 1,800,405.16	\$ 1,347,395.20
Property Taxes	\$ 2,964,371.60	\$ 4,152,686.10
Marketing	\$ 447,705.55	\$ 230,020.12
Miscellaneous	\$ 11,860,707.23	\$ 235,171.33
TOTAL	\$ 47,914,580.69	\$ 79,580,267.55

EXHIBIT "5"

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of	)	Docket No. A94-706
)	
KAONOULU RANCH to Amend the)	
Agricultural Land Use District Boundary into)	
the Urban Land Use District for approximately)	
88 acres at Kaonoulu, Makawao-Wailuku,)	
Maui, Hawaii; Tax Map Key Nos. 2-2-02:por.)	
of 15 and 3-9-01:16)	
_____)	

CERTIFICATE OF SERVICE

THE UNDERSIGNED HEREBY CERTIFIES that a true and correct file-marked copy of the foregoing document was duly served upon the following parties VIA ELECTRONIC MAIL and AS INDICATED BELOW at their last known address on March 7, 2019:

DAWN TAKEUCHI-APUNA, ESQ.
Deputy Attorney General
State of Hawai'i
Department of the Attorney General
425 Queen Street
Honolulu, Hawai'i 96813

HAND-DELIVERY
Dawn.T.Apuna@hawaii.gov

LEO R. ASUNCION, JR., DIRECTOR
Office of Planning, State of Hawai'i
235 South Beretania Street, Room 600
Leiopapa A Kamehameha Bldg.
Honolulu, Hawai'i 96813

HAND-DELIVERY
Leo.R.Asuncion@hawaii.gov

ANN CUA
Maui County Planning Department
County of Maui, State of Hawai'i
2200 Main Street
One Main Plaza, Suite 315
Wailuku, Hawai'i 96793

CERTIFIED MAIL
RETURN RECEIPT
REQUESTED
ann.cua@co.maui.hi.us

MICHAEL HOPPER, ESQ.
Deputy Corporation Counsel
Dept. of Corporation Counsel
County of Maui, State of Hawai'i
200 S. High Street, Floor 3
Wailuku, Hawai'i 96793

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
michael.hopper@co.maui.hi.us

CLIFFORD J. MILLER, ESQ.
RANDALL F. SAKUMOTO, ESQ.
500 Ala Moana Boulevard
4th Floor, Five Waterfront Plaza
Honolulu, Hawai'i 96813

HAND-DELIVERY
miller@m4law.com
sakumoto@m4law.com

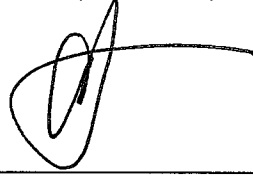
Attorneys for Piilani Promenade South, LLC and
Piilani Promenade North, LLC

TOM PIERCE, ESQ.
P.O. Box 798
Makawao, Hawai'i 96768

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
tom@mauilandlaw.com

Attorney for Maui Tomorrow Foundation, Inc.,
South Maui Citizens for Responsible Growth
and Daniel Kanahele

DATED: Honolulu, Hawai'i, March 7, 2019.



Of Counsel:

MATSUBARA, KOTAKE & TABATA
A Law Corporation

BENJAMIN M. MATSUBARA
CURTIS T. TABATA
Attorneys for Petitioner
HONUA'ULA PARTNERS, LLC

LAND USE COMMISSION

DOCKET NO./PETITIONER: A94-706 KAONOULU RANCH
 PARTY: OFFICE OF PLANNING (OP)

LIST OF WITNESSES

NAME/ORGANIZATION/POSITION (List in Order of Appearance)	TO BE QUALIFIED AS AN EXPERT IN:	SUBJECT MATTER	WRITTEN TESTIMONY (Yes or No)	EXHIBIT NUMBER(S)	LENGTH OF DIRECT
RODNEY FUNAKOSHI Planning Program Administrator Office of Planning	Land Use and Environmental Planning	State Position	Yes	1	20 min.

LAND USE COMMISSION
STATE OF HAWAII

2019 MAR 21 P 12:01

Exhibit 8

LAND USE COMMISSION

DOCKET NO./PETITIONER: A94-706 KAONOULU RANCH
PARTY: OFFICE OF PLANNING (OP)

LIST OF EXHIBITS

EXHIBIT NUMBER	DESCRIPTION	PARTY: OBJECTIONS	ADMIT
1	Resume of Rodney Funakoshi		

RESUME

Rodney Funakoshi

Planning Program Administrator, Land Use Division
State of Hawaii Office of Planning

Employment:

- Planning Program Administrator, Land Use Division, Office of Planning, 2011-present
- Senior Project Manager, Planning and Development, Castle & Cooke Hawaii, 2007 - 2011
- Senior Project Manager – Planning, Wilson Okamoto Corporation, 1987 – 2007
- Planner IV-VI, State of Hawaii Department of Planning and Economic Development, 1979 – 1987

Education:

- Master of Urban and Regional Planning, University of Hawaii at Manoa
- Bachelor of Arts, Sociology, University of Hawaii at Manoa

Expertise:

- Hawaii land/water use development permits
- Community master plans
- Public awareness and involvement
- Infrastructure & erosion control plans
- Environmental assessments/EISs
- Water quality and wetlands permits
- Land use development plans
- Airport and military master plans

Experience:

Mr. Funakoshi has managed a wide range of government and private sector planning and development projects in Hawaii and the Pacific. As a consulting planner he has represented major land owners and developers including Castle & Cooke Hawaii, Alexander and Baldwin, Stanford Carr Development, Haseko, Gentry Hawaii, Ko Olina Resort, TSA International, Outrigger Resorts, Kamehameha Schools, and Kauai Lagoons. Development approvals processed include State land use boundary amendment petitions, Conservation District Use, Special Management Area permits, county zoning, variance and subdivision approvals, and Federal and State water quality permits.

Major public sector projects managed include the Aiea-Pearl City Livable Communities Plan, Hawaii State Airport Systems Plan, Kailua-Kaneohe-Kahaluu Wastewater Facilities Plan, Waipahu Town Plan, Maui Land Use Technical Study and Infrastructure Assessment, Kawainui Marsh Master Plan, Hilo International Airport Master Plan, Camp H.M. Smith Master Plan, Hawaii Water Resources Protection Plan, Oahu Water Master Plan, Five-Year Boundary Review/Affordable Housing Study, Grading/Erosion Control Ordinance Revision for Maui and Hawaii County, and Marine Education and Training Center at Sand Island.

Mr. Funakoshi has supervised the preparation of over 50 environmental assessments and environmental impacts statements under Hawaii and Federal EIS laws for airports, highways, harbors, schools, military, land use, infrastructure, resort, commercial-industrial, residential, and master planned communities. He has coordinated hundreds of environmental technical and scientific studies including engineering, archaeology, botany, ornithology, traffic, air, noise, socio-economic and water quality.

Professional Associations:

- American Planning Association, Hawaii Chapter

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of)
) DOCKET NO. A94-706
KAONOULU RANCH)
) CERTIFICATE OF SERVICE
)
To Amend the Agricultural Land Use)
District Boundary into the Urban Land Use)
District for approximately 88 acres at)
Kaonoulu, Makawao-Wailuku, Maui,)
Hawaii, TMKs: 2-2-02: por. Of 15 and 3-9-)
01: 16)

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served upon the following by either hand delivery or depositing the same in the U.S. Postal Service by regular mail.

TOM PIERCE, ATTORNEY AT LAW, LLLC
P.O. Box 798
Makawao, Hawaii 96768

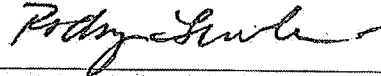
PATRICK WONG, ESQ.
Corporation Counsel
County of Maui
250 South High Street
Wailuku, HI 96793

MICHAEL HOPPER, ESQ.
Corporation Counsel
County of Maui
250 South High Street
Wailuku, HI 96793

MICHELE CHOUTEAU McLEAN, PLANNING DIRECTOR
ANN CUA
Maui Planning Department
County of Maui
2200 Main Street
One Main Plaza, Suite 315
Wailuku, HI 96793

DATED: Honolulu, Hawaii, March 21, 2019.

OFFICE OF PLANNING
STATE OF HAWAII

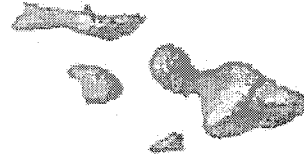
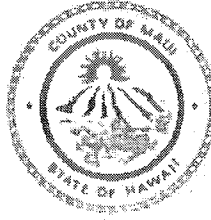


RODNEY FUNAKOSHI
Planning Program Administrator

MICHAEL P. VICTORINO
Mayor

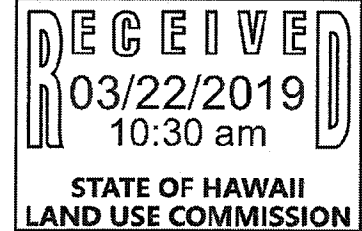
MICHELE CHOUTEAU MCLEAN, AICP
Director

JORDAN E. HART
Deputy Director



DEPARTMENT OF PLANNING
COUNTY OF MAUI
ONE MAIN PLAZA
2200 MAIN STREET, SUITE 315
WAILUKU, MAUI, HAWAII 96793

March 21, 2019



MEMORANDUM

TO: Daniel Orodener
Executive Director
Land Use Commission
State of Hawaii
235 South Beretania Street, Room 406
Honolulu, Hawaii 96804

FROM: Michele McLean, AICP, Planning Director *mm*

SUBJECT: DOCKET NO. A94-706 / KAONOULU RANCH

TRANSMITTED ARE THE FOLLOWING:

COPIES	DATE	DESCRIPTION
Original	3/19/19	List of Witnesses, County of Maui Planning Department List of Exhibits, County of Maui Planning Department Position of the County of Maui Planning Department –Exhibit 1 Resume of Michele McLean – Exhibit 2
Original	3/19/19	Certificate of Service

- For your information & files
- For approval & signature
- Per your request
- For your review and approval
- See REMARKS below
- For filing

Attachments
MCM:ATC:lk
K:\WP_DOCS\PLANNING\A\94A706KaonouluRanch\2019\LUC_TransmittalSheetWitnessExhibitListsTestimony.doc

Exhibit 9

DOCKET NO./PETITIONER: A94-706 / KAONOULU RANCH

PARTY: COUNTY OF MAUI

LIST OF WITNESSES

NAME/ORGANIZATION/POSITION (List in Order of Appearance)	TO BE QUALIFIED AS A WITNESS IN:	SUBJECT MATTER	WRITTEN TESTIMONY (Yes or No)	EXHIBIT NUMBER(S)	LENGTH OF DIRECT
Michele Chouteau McLean, Director, Department of Planning, County of Maui or her representative	Planning & Land Use	Planning, Land Use	Yes	1	15 Minutes

DOCKET NO./PETITIONER: A94-706 / KAONOULU RANCH

PARTY: COUNTY OF MAUI

LIST OF EXHIBITS

EXHIBIT NUMBER	DESCRIPTION	PARTY: OBJECTIONS	ADMIT
1	Position of the Maui Department of Planning		
2	Resume of Michele Chouteau Mclean, AICP		

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Attorney for Maui Tomorrow Foundation, Inc.,
South Maui Citizens for Responsible Growth
and Daniel Kanahahele

BEFORE THE LAND USE COMMISSION

STATE OF HAWAII

In the Matter of the Petition of

KAONOULU RANCH

To Amend the Agricultural Land Use
District Boundary into the Urban
Land Use District for
approximately 88 acres at
Kaonoulu, Makawao-Wailuku,
Maui, Hawaii

DOCKET NO. A94-706

INTERVENORS': (1) POSITION
STATEMENT; (2) LIST OF EXHIBITS; (3)
LIST OF WITNESSES; CERTIFICATE OF
SERVICE

Filed by: Maui Tomorrow Foundation, Inc.,
South Maui Citizens for Responsible Growth
and Daniel Kanahahele

Exhibit 10

**INTERVENORS': (1) POSITION STATEMENT; (2) LIST OF EXHIBITS;
(3) LIST OF WITNESSES**

Maui Tomorrow Foundation, Inc., South Maui Citizens for Responsible Growth, and Daniel Kanahale (“**Intervenors**”), through their attorney, Tom Pierce Attorney at Law LLC, hereby submit to the Hawai'i Land Use Commission (“**Commission**”) their position statement, list of exhibits and list of witnesses with respect to the Commission's *Order Setting Evidentiary Hearing on Issues Presented by Petitioners' Motion to Dismiss the Order to Show Cause Proceeding*, filed March 2019, and as requested through the Commission Chairs' filing order sent to the parties by letter dated March 1, 2019 (“**Filing Order**”). Intervenors adopt herein abbreviations previously defined in their previous filings.

POSITION STATEMENT

The Filing Order requested that Intervenors', the Office of Planning and the County of Maui Department of Planning serve their respective position statements on the other parties, as well as their exhibit and witness lists. Intervenors' position statement regarding *Petitioners' Motion to Dismiss the Order to Show Cause Proceeding*, filed February 1, 2019 (the “**Motion to Dismiss**”), is as follows.

On November 30, 2018, Intervenors served on the parties their *Motion to Conduct Phase II of Contested Case Pending Since 2012, and For Final Decision* (“**Motion to Conclude**”), which requested four actions by the Commission:¹

- (1) Lift the 2013 Stay;
- (2) After a non-evidentiary hearing as deemed necessary by the Commission, and after full review of the record by the Commissioners, adopt findings

¹ Intervenors hereby incorporate herein by reference as part of their position statement the Motion to Conclude, as well as all other filings made to the Commission from the Motion to Conclude to present.

of fact and conclusions of law with respect to Phase I of the contested case based on the previous submissions of the parties;

- (3) Hold a hearing on Phase II, which will determine whether or not the Petition Area should be reverted to its former classification as State Agriculture land; and,
- (4) Issue a final decision and order.

Two months later, and at a time very close to the Commission's hearing date on Intervenors' Motion to Conclude, Petitioners filed, their Motion to Dismiss. The Commission has chosen to take the two motions out of order and hear the Motion to Dismiss first.

The substantive basis for Petitioners' Motion must be limited to the Petitioners' arguments made in the Motion to Dismiss. Those arguments consist of the following three issues, the third of which has two components:

This Motion should be granted because: (1) the Commission *lacks the authority* to conclude Phase I of the OSC Proceeding and commence Phase II of the OSC Proceeding; (2) the Commission's oral findings of violation in Phase I of the OSC Proceeding are *no longer factually accurate* and cannot serve as a basis for Phase II of the OSC Proceeding; and (3a) the Commission does *not have the authority to enforce reversion* or otherwise reclassify the real property at issue under Docket A94-706 (the "Petition Area") through Phase II of the OSC Proceeding because (3b) Piilani *has substantially commenced* use of the Petition Area.

Motion to Dismiss at 1.

1. Petitioners' lack of authority claim.

With respect to Petitioners' claim that the Commission lacks authority. This is entirely a matter of law and therefore cannot be benefited by the taking of evidence. Intervenors have previously responded to Petitioners' claims through their earlier memoranda, which are incorporated herein by reference.²

² See *Intervenors' Reply to the Parties' Responses to Intervenors' [Motion to Conclude]*, served January 29, 2019 ("**Intervenors' 1/29/19 Reply**"); *Intervenors' Memorandum in Opposition to Petitioners' [Motion to Dismiss]*, served February 2, 2019 ("**Intervenors' 2/2/19 MIO**").

Conclusion: *Therefore, the Commission may rule without an evidentiary hearing on Petitioners' baseless arguments that the Commission lacks authority to conclude Phase I, and may deny the Motion.*

2. Petitioners' Claim that they are entitled to additional fact finding for Phase I.

Petitioners' next baseless argument is that they are entitled to *reopen* the Phase I proceedings to permit the taking of *additional* evidence *five years* after the Commission had already concluded Phase I, and voted on the record that the actions of Petitioners violated the 1995 D&O due to, among other reasons, Petitioners' failure to develop the property in substantial compliance with the original Petitioner's representations to the Commission. This frivolous argument, that Petitioners' may reopen the Phase I evidentiary proceeding after it was closed, flies in the face of the administrative hearing process and the basic rules and policies associated with due process. If Petitioners' reality were to prevail, it would mean that anytime the Commission ruled against a petitioner, that thereafter that petitioner was entitled to a *rehearing* to try a different approach that might be more appealing to the Commission, *i.e.*, a "second bite at the apple". No procedural doctrine – either in administrative law or judicial law – supports Petitioners' arguments.

Conclusion: *Therefore, at the proposed upcoming evidentiary hearing, the Commission should not permit evidence to be offered by Petitioners claiming that they are now in substantial compliance because this issue was long ago decided, and should otherwise deny the Motion.*³

³ Intervenors also hereby incorporate their arguments set forth in Intervenors' 1/29/19 Reply and Intervenors' 2/2/19 MIO.

3(a). Petitioners' claim that the Commission Lacks the Authority to revert.

Similar to the other issues, this is an issue of law that does not require an evidentiary hearing. Intervenors have previously provided the law confirming that this argument by the Petitioners lacks merit.⁴ Petitioners' argument that the Commission lacks authority is based on a tortured reading of the *Aina Le`a* decision. Essentially Petitioners claim the Commission must engaged in complex mental gymnastics to understand the "true" hidden meaning of *Aina Le`a*. However, that's not how the Hawai'i Supreme Court works. As previously shown by Intervenors in their 1/29/19 Reply, through clear and direct language the Hawai'i Supreme Court in the *Aina Le`a* decision expressly confirmed the Commission's expansive and continuing power to revert land in all instances, except subject to the unique facts presented in the *Aina Le`a* case. Those facts are certainly not present here. Rather, the facts relating to the *Aina Le`a* case bear no resemblance to the current facts. As such, the Commission should not refrain from exercising its authority to revert in other instances that are presented, such as the current one, where any reasonable person can readily see there was no timely substantial commencement of the ***permitted*** development. Moreover, it makes no sense to conclude that the Commission somehow lost the authority to act due to the 2013 Stay for the reasons identified in Intervenors' previous filings. Such a conclusion makes no sense when this Commission has the power, *of its own initiative, and irrespective of the pending OSC hearing*, to immediately declare the 1995 D&O void pursuant to HAR § 15-15-50(c)(19), *i.e.*, the "Ten Year" Rule, and HAR § 15-15-79, which

⁴ See Intervenors' 1/29/19 Reply and Intervenors' 2/2/19 MIO.

authorizes the Commission to “nullify” the 1995 D&O “if the petitioner fails to perform as represented to the commission within the specified period.”⁵

Conclusion: *Therefore, the Commission should conclude, as a matter of law, that it continues to have the authority to revert the Petition Area, and deny Petitioners’ Motion.*

3(b). Petitioners’ claim that they have substantially commenced development.

Petitioners have made the dubious claim that they have substantially commenced development on the Petition Area. They argue this because it would then require additional findings by the Commission before reverting the Petition Area. At the outset, Petitioners’ claim of substantial commencement belies credulity for four basic reasons which are not subject to reasonable dispute:

- (1) Nothing is evident on the ground at the Petition Area after the passage of almost a *quarter of a century* since the 1995 D&O was issued;
- (2) The original Petitioner’s representations regarding timing were so direct and unequivocal that the 1995 D&O contains a finding of fact providing that the industrial lots would be available for sale by the end of 1996;
- (3) The Commission previously concluded that all of the Petitioners’ activities up through the conclusion of the evidentiary hearing were *nonconforming* meaning that they cannot be used to support an argument of substantial compliance with respect to reverter because the law specifically requires that any development activities be consistent with the representation made

⁵ As previously explained in Intervenor’s 2/2/19 MIO, the “specified period” ended *twenty-three years ago*, in 1996, as confirmed by FOF 22 of the 1995 D&O: “Petitioner anticipates that the Project will be available for *sales* in the fourth quarter of **1996** and that the entire Project can be marketed by the year 2000, assuming the orderly processing of necessary land use approvals and avoidance of undue delays.” 1995 D&O FOF 22, at 6 (emphasis added). However, *nothing* happened for ten years after 1995. *See* Intervenor’s 1/29/19 Reply at 2-6. Then, after failing to meet those representations, the original petitioner sold to MIP. MIP then went “dark” and failed to inform the Commission that it intended to dramatically change plans and subdivide the land, in violation of Condition 15 of the 1995 D&O, as confirmed by OP’s proposed findings of fact. *Id.*; *see also* OP’s Proposed FOF ¶ 45 (“The Petitioner’s current proposal to subdivide the Petition Area into 4 rather than 123 lots, and then lease space rather than sell lots, *is not in substantial compliance* with the Petitioner’s original representations in 1994.”). (Emphasis added).

by the original Petitioner and be in conformity with the decision and order;
and,

- (4) Petitioners promised that they would not engage in *any* development activities as long as the 2013 Stay was in effect, which 2013 Stay currently remains in effect, therefore, there cannot be any permitted development activities from 2013 to present that would relate to substantial commencement.⁶

The above undisputed facts lead to the following timeline, which overwhelmingly shows that Petitioners cannot overcome the lack of substantial commencement through the proposed evidentiary hearing:

- 1995:** D&O is issued. FOFs provides that Petitioner will be offering lots for sale by end of 1996.
- 1995-2005:** *No substantial commencement.* Petitioner Ka`onoulu Ranch fails to substantially commence development during entire ten-year period, the sells to MIP.
- 2006-2010:** *No substantial commencement of permitted development*
- MIP subdivides property into four (4) lots, which Commission rules in Phase I is not in substantial compliance
- MIP sells one lot to Honua`ula for workforce housing, which Commission rules in Phase I is not in substantial compliance
- MIP sells remaining lots to Pi`ilani for retail shopping, which Commission rules in Phase I is not in substantial compliance
- 2010-2013:** *No substantial commencement of permitted development.* Commission rules in Phase I that activities of current Petitioners during their entire time of ownership were not in substantial compliance
- 2013-Now:** *No substantial commencement due to 2013 Stay of all development activities*

⁶ See Intervenors' 1/29/19 Reply and Intervenors' 2/2/19 MIO.

Conclusion: *Therefore, there is no basis for an evidentiary hearing on the issue of substantial commencement before denying Petitioners' Motion to Dismiss. However, to the extent the Commission permits evidence on the issue of substantial commencement, it will necessarily mean that the Commission will have also permitted the taking of evidence with respect to Phase II of the OSC Hearing, such that at the conclusion of the hearing, the Commission may also rule in favor of Intervenors with respect to the fact that there cannot be, and has not been, substantial commencement of a legally permitted development that is substantially consistent with the original Petitioners' representations to the Commission as made in 1994 and 1995 during the boundary district petition process. And, therefore, reverter is appropriate.*

INTERVENORS' EXHIBIT LIST

This is a continuing contested case hearing. Therefore, Intervenors hereby reserve the right to use every exhibit previously accepted into evidence by the Commission during Phase I of this OSC hearing, and further request that the Commission staff assure that the official witness exhibits are available at the upcoming proposed evidentiary hearing, and that the Commission members have access to the same.

Intervenors reserve the right to call to the Commission's attention, and/or to read into the record, any and all parts of the transcripts of the previous Phase I hearings. Such transcripts are part of this current OSC proceeding and part of this record and do not need to be identified as exhibits.

Intervenors reserve the right to use each and every exhibit that any party to these proceedings identifies or offers into evidence in the upcoming proposed hearing.

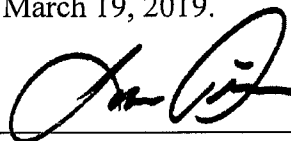
INTERVENORS' WITNESS LIST

Intervenors hereby reserve the right to call any witness identified or offered by any party to these proceedings in the upcoming proposed hearing, either for the purpose of direct, cross examination, and/or rebuttal testimony.

Intervenors hereby reserve the right to call any witness who previously testified in Phase I, or who was identified on any of the party's previous witness lists.

Intervenors hereby reserve the right to call rebuttal witnesses as deemed necessary based on the testimony or documents presented by any other party to this proceeding, including but not limited to state or county officials or employees.

DATED: Makawao, Maui, Hawaii, March 19, 2019.



TOM PIERCE
Attorney for Maui Tomorrow
Foundation, Inc., South Maui Citizens
for Responsible Growth, and Daniel Kanahale

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing document was duly served upon the following parties as addressed below, by hand delivery (HD) or pre-paid first class mail and by electronic mail (Mail), on March 20, 2019, as noted below:

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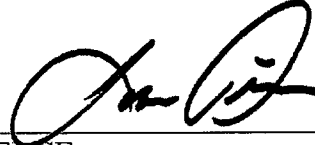
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DATED: Makawao, Maui, Hawaii, March 19, 2019.

A handwritten signature in black ink, appearing to read "Tom Pierce", written over a horizontal line.

TOM PIERCE
Attorney for Maui Tomorrow
Foundation, Inc., South Maui Citizens
for Responsible Growth, and Daniel Kanahela

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAI'I

In the Matter of the Petition of) Docket No. A94-706
)
KAONOULU RANCH to Amend the) CERTIFICATE OF SERVICE
Agricultural Land Use District Boundary)
into the Urban Land Use District for)
Approximately 88 acres at Kaonoulu,)
Makawao-Wailuku, Maui, Hawai'i; Tax)
Map Key Nos. (2) 2-2: por. 15 and)
3-9-01:16)
_____)

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document will be duly served upon the following persons by electronic mail ("**EM**"), or by mailing said copy, postage prepaid, first class, in a United States post office ("**M**") or by hand delivery ("**HD**") in the manner indicated, addressed as set forth below:

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DATED: Honolulu, Hawai'i, May 27, 2020.

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