



MUNEKIYO HIRAGA

Planning. Project Management. Sustainable Solutions.

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Mark Alexander Roy
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VICE PRESIDENT

September 28, 2018

Land Use Commission
State of Hawaii
P.O. Box 2359
Honolulu, Hawaii 96804-2359

SUBJECT: 2018 Annual Report for Docket No. A-89-642
Wailuku Project District, Wailuku, Maui, Hawaii

Dear Honorable Chairman and Members:

In response to Condition 12 of the Findings of Fact, Conclusions of Law, and Decision and Order, dated January 30, 1990, we are pleased to submit the following report.

BACKGROUND

On January 30, 1990, the Land Use Commission (the "Commission") issued its Findings of Fact, Conclusions of Law, and Decision and Order in Docket No. A89-642, granting the reclassification of approximately 624 acres of land situated at Wailuku and Piihana, County of Maui, State of Hawaii, comprised of approximately 545 acres of land identified on the Tax Maps of the State of Hawaii as Tax Map Key Numbers: 3-5-01:01 (portion), 17 (portion), and 3-4-07:02 (portion) (hereinafter referred to as "Wailuku Project District"); and 79 acres identified on the Tax Maps of the State of Hawaii as Tax Map Key Number: 3-3-01:16 (portion), 33, and 3-4-32:10, 18 and 01 (portion) (hereinafter referred to as "Piihana Project District") from the Agricultural to the Urban Land Use District.

RCFC Kehalani, LLC (the "Petitioner") has received approvals to develop the property pursuant to Maui County's three-phase "Project District" zoning ordinance.

The Phase I application for the Wailuku Project District was submitted to the County of Maui in April 1990. This submittal petitioned the County to establish the Project District and define the zoning within them. The proposal was brought before the County Council for review and was approved in November 1991.

The Phase II application for the Wailuku Project District was submitted to the County of Maui in December of 1991. This submittal further refined the designs of the project and the project's impacts on the surrounding communities. This submittal also set standards for architecture, occupancy, and specific uses within the Project District. The County of Maui has approved the Phase II submittal for the Wailuku Project District.

WAILUKU PROJECT DISTRICT

In 2002, a Phase II Amendment for a 65-acre portion of the Wailuku Project District (Kehalani) was submitted. The amendment reallocated the location of certain uses within the Project District, more specifically it centralized the location of the school and community park. County approval was granted for this request on September 16, 2002.

On June 28, 2016, the Petitioner submitted an amendment to the Wailuku Project District Phase II land use map identifying the residential sub-districts was approved by the Maui Planning Commission. See **Exhibit "A"**. An updated map dated August 30, 2018 addresses the Department of Planning comments. See **Exhibit "B"**.

Phase III approvals are granted by the County of Maui for each individual neighborhood or project. Each approval requires the submittal of such information as site layout, product and landscaping design and a review of compliance with the zoning and Phase II conditions. The Phase III approval process will continue throughout the life of the Project District. To date, Kehalani has received Phase III approvals on 25 of the 28 planned neighborhoods in the Wailuku Project District. Of the approved neighborhoods, 7 are east (makai) of Honoapiilani Highway, and 18 are west (mauka) of the highway. An updated site map of the Kehalani Master Plan (refer to **Exhibit "B"**, updated site map) and updated Development Summary dated August 30, 2018 are attached for your reference (see **Exhibit "C"**, updated summary).

UPDATE ON COMPLIANCE WITH LUC CONDITIONS:

- 1. Petitioner shall provide housing opportunities for low, low-moderate, and moderate income residents of the State of Hawaii by offering for sale or lease a number of units equal to at least thirty percent (30%) of the residential units in each of the Project Districts of the Property, at prices which families with an income range of up to one hundred and twenty percent (120%) of the County of Maui's median income can afford, and a number of units equal to at least thirty percent (30%) of the residential units in each of the Project Districts of the Property, at prices which families with an income range of one hundred twenty to one hundred forty percent (120% - 140%) of the County of Maui's median income can afford.**

This condition may be fulfilled through construction and distribution of units in the Property or through other projects within the same Community Plan District as the Property, under such terms as may be mutually agreeable, between Petitioner and the Housing Finance and Development Corporation of the State and the County of Maui.

This condition may also be fulfilled, with the approval of the Housing Finance and Development Corporation and the County of Maui, through construction of rental units to be made available at rents which families in the specified income ranges can afford.

In addition, Petitioner may obtain the special credit, as determined by the Housing Finance and Development Corporation and the County of Maui, for the provision of more than ten percent (10%) of the total units of housing affordable to persons with incomes less than eighty percent (80%) of Maui's median income and for the provision of housing for special needs groups, as determined by the Housing Finance and Development Corporation and the County of Maui.

Insofar as possible, the Petitioner shall implement this affordable housing requirement concurrently with the completion of market priced units for the residential project. The determination of median income, as the term is used in this condition, shall be based on median income figures published by the United States Department of Housing and Urban Development at the time that construction of such housing units is commenced.

Response: The Petitioner continues to work with the Maui County Department of Housing and Human Concerns (DHHC) on fulfilling the affordable requirements associated with the Project District. As of July 31, 2017, the Petitioner has built and sold a total of 984 affordable units at Kehalani and within the surrounding Wailuku Community Plan area. Affordable housing credits from these efforts are being used to satisfy the current requirements for Kehalani. A letter dated October 25, 2017 from the DHHC and related summary confirming the total housing units built and affordable credits earned through July 31, 2017 is attached for your reference. See **Exhibit "D"**.

- 2. Petitioner shall prepare, or participate in the preparation of, a regional traffic Impact study to address all traffic Impacts resulting from the Project in coordination with the State Department of Transportation and the County of Maui.**

Petitioner shall participate on a pro rata share basis in the funding and construction of regional transportation improvements identified by, and to

the satisfaction of the State Department of Transportation and the County of Maui. The Petitioner shall also fund and construct the transportation improvements in the immediate vicinity, and necessitated by the proposed development as identified by, and to the satisfaction of, the State Department of Transportation and the County of Maui. In addition, Petitioner shall submit construction plans, traffic studies, and drainage reports associated with the Project Districts to the State Department of Transportation and the County of Maui for review and approval.

Response: A Long Range Traffic Master Plan, which studied the impacts of additional traffic both within the Wailuku Project District and in the surrounding communities was submitted to the State Department of Transportation (SDOT) and the Maui County Department of Public Works (DPW).

Petitioner has approval from the SDOT regarding the improvements required on Honoapiilani Highway to mitigate the impacts of the development. The improvements at the intersection of Honoapiilani Highway and Kuikahi Drive was the last SDOT highway improvement completed. Petitioner has also been working with the DPW with respect to traffic improvements. The most recent DPW improvements are the curbs, gutters, sidewalks, drainage, and intersection lighting, including provisions for future traffic signals fronting Kehalani Village Center on Kuikahi Drive and Waiale Drive. The improvements were deemed completed by the DPW on July 23, 2018. See **Exhibit "E"**.

The Traffic Impact Assessment Report, dated March 2003, was accepted for the ongoing phases of work at Kehalani and the SDOT has allowed the County to continue processing individual projects at Kehalani for development. An updated traffic evaluation report was completed in December 2014, and was submitted to the SDOT as part of the Kuikahi/Honoapiilani Intersection Improvements Project.

3. Petitioner shall prepare drainage and erosion control plan and shall fund and construct the necessary drainage improvements.

Response: Drainage and erosion control plans are required by the County for each phase of development at Kehalani. The Petitioner has Agreements with the County of Maui to install regional on- and off-site drainage improvements that benefit both Kehalani and the surrounding areas. Copies of these agreements were included with the Annual Report for 2009. The drainage improvements are divided into two (2) basic areas, makai (serving areas below Honoapi'ilani Highway) and mauka (serving areas above Honoapi'ilani Highway). The makai drainage system is completed and the mauka system has been substantially completed. Both systems are designed to handle both pre-and post-

development runoff from Kehalani. The balance of the mauka drainage improvements will be completed as additional mauka modules are developed.

4. Petitioner shall provide the necessary water source and transmission facilities to service the Project.

Response: The Petitioner continues to work with the Maui Department of Water Supply (DWS) to address water system needs. The Agreement for Implementation of Water Master Plan for Kehalani and First Amendment to Agreement for Implementation of Water Master Plan outlines various water storage and transmission system improvements required at Kehalani. These Agreements were submitted with the 2009 Annual Report. The Petitioner is current with the requirements under these Agreements.

In July 2003 the Iao Aquifer was officially designated as a ground water management area. The Petitioner applied for and was granted a new water use permit for Kehalani in 2007 for its Wailuku Shaft 33 Well situated within the Kehalani lands. The DWS under a license agreement with Petitioner operated and maintained the Wailuku Shaft 33 Well to provide water for the DWS's Central Maui Water System. In August 2015, the Petitioner entered into a development agreement with the DWS to develop Wailuku Well No. 2 as a replacement well for Shaft 33. The development of this well has been completed and was conveyed to the DWS on April 18, 2017. Upon the conveyance of the well to the DWS, the Petitioner obtained the water source required for the balance of the project.

Upon the completion and conveyance of Wailuku Well No. 2 to the DWS, the Petitioner commenced with the closure of the Shaft 33 Well, and on September 29, 2017, the State of Hawaii Commission on Water Resource Management acknowledged the closure and abandonment of Shaft 33. See **Exhibit "F"**.

5. Petitioner shall pay its pro rata share to expand or improve the existing Kahului Wastewater Treatment Plant and/or route the wastewater to be generated by the Project to the proposed new Central Maui Wastewater Treatment Plant to the satisfaction of the County of Maui, Department of Public Works, and the State Department of Health. Petitioner shall also participate in the funding of the proposed new wastewater treatment plant and required transmission lines.

Response: In January 1990, the planned expansion of the Central Maui Wastewater Treatment Plant was completed. The plant's capacity was increased from 6.0 to 7.9 million gallons per day. Currently, Petitioner is paying an impact fee on a per-unit basis for collection and treatment facility expansion. Petitioner

will connect the Project's collection main to the County system, which will flow to the treatment plant. Petitioner and the County Department of Environmental Management (DEM) are jointly studying and evaluating the incremental increases to the public system as development proceeds within the Project District. The increased capacity of the Central Maui Wastewater Treatment Plant is anticipated to provide sufficient capacity for the Project.

The Petitioner has entered into an agreement with the County of Maui and has participated in the upgrading of existing offsite sewer collection systems.

6. **Petitioner shall inform all prospective occupants of the Hawaii Right-to-Farm act, Chapter 165, Hawaii Revised Statutes, which limits the circumstances under which pre-existing farming activities may be deemed a nuisance.**

Response: Petitioner has prepared a disclosure form for its sales packages, and will include restrictive covenants on all deeds for lots to be sold or leases for occupation in the Project disclosing the Hawaii Right-to-Farm Act, Chapter 165, Hawaii Revised Statutes, which limits the circumstances under which pre-existing farm activities may be deemed a nuisance.

7. **Petitioner shall provide its pro rata share for school facilities as may be required by and to the satisfaction of the State Department of Education.**

Response: The process of developing 14 acres for an elementary school site within the Wailuku Project District has been finalized. The State Department of Education (DOE) completed construction of the new elementary school and the school opened on August 4, 2013. The warranty deed to the DOE has been executed and recorded. The Educational Contribution Agreement for Wailuku Project District and related amendments document the Petitioner's satisfaction of pro rata share requirements for education at Kehalani. Copies of these agreements and amendments were included in previous reports.

8. **Petitioner shall provide its pro rata share for police, fire, park, and solid waste disposal as may be required by and to the satisfaction of the County of Maui.**

Response: Petitioner is committed to provide its prorata share for police, fire, park, and solid waste disposal. The Wailuku Project District includes areas for private and neighborhood parks. On September 21, 2012, Petitioner entered into a new park assessment agreement with the County of Maui for the Wailuku Project District. The agreement calls for the completion of the Mauka and Makai

Parks and pocket parks within the Wailuku Project District. The agreement and Resolution 12-92 was submitted with the 2014 Annual Report.

Construction of the Makai Park was initiated in March 2014 and completed and conveyed to the County of Maui in May 2015. With regard to the Mauka Park, Petitioner has completed construction of the park in June 2017 and on March 5, 2018 the Mauka Park land and improvements were conveyed to the County of Maui via a warranty deed. See **Exhibit "G"**.

With respect to the pocket parks, two (2) pocket parks have been completed and the remaining pocket parks will be completed as additional mauka modules are developed in accordance with the park assessment agreement.

9. **Petitioner shall perform further subsurface testing of the Piihana Project District to the satisfaction of the State Historic Preservation Office. Petitioner shall also submit a mitigation plan to the State Historic Preservation Office for review and approval.**

Petitioner shall immediately stop work and contact the State Historic Preservation Office should any archaeological resources such as artifacts, shell, bone or charcoal deposits, human burial, rock or coral alignments, pavings or walls be encountered during the Project's development.

Response: The first paragraph of this condition does not apply to the Wailuku Project District. The Petitioner acknowledges paragraph two of this condition and will adhere to this condition.

10. **Petitioner shall develop the Property in substantial compliance with the representations made to the Land Use Commission in obtaining the reclassification of the Property.**

Response: "Phase II" approval has been received from the County of Maui. The "Phase II" approval process is a public hearing process which evaluates a more specific site plan, architectural designs and conditions. Also, Project District Phase III approval has been obtained on 25 of the 28 planned neighborhoods within the Project. During the Phase III approval process the County of Maui Planning Director reviews plans for site and conceptual building design to ensure its compliance with representations made at the Phase I and II approval process. The plans provided to the County of Maui are substantially in keeping with the information provided to the Commission. Therefore, the Commission can be assured that work for the various phases of the Wailuku Project District will be carried out in accordance with the intent of the submittals made to the Commission.

- 11. Petitioner shall give notice to the Commission of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interest in the Property covered by the approved petition, prior to the development of the Property.**

Response:

The Commission was notified of the following conveyances for the Wailuku Project District in the 2014 Annual Report.

- A. All undeveloped land at Kehalani, including the Kehalani Village Center was conveyed to RCFC Kehalani, LLC on July 22, 2013.
- B. As noted in the 2014 Annual Report, Module 19, identified as TMK (2)3-5-001:090, was conveyed to HBT OF KEHALANI LLC on August 11, 2014.

The Commission was notified of the following conveyances for the Wailuku Project District in the 2016 Annual Report.

- C. On December 23, 2015, Module 14, identified as TMK (2)3-5-001:110, was conveyed to D.R. Horton-Schuler Homes, LLC.
- D. On January 4, 2016 Lot P-2-A, identified as TMK (2)3-5-001:106, was conveyed to the County of Maui (Wailuku Well No. 1 Site).
- E. On January 4, 2016, Lot T-1, identified as TMK (2)3-5-001:091, was conveyed to the County of Maui (Iao Water Tank Site).
- F. On April 16, 2016, Modules 12 and 13, identified as TMK (2)3-5-001:108 and 109, were conveyed to Kehalani Investors, LLC.

The Commission was notified of the following conveyances for the Wailuku Project District in the 2017 Annual Report.

- G. On February 7, 2017, Module 18, identified as TMK (2)3-5-001:089, was conveyed to HBT of Ilima LLC.
- H. On March 8, 2017, Module 9, identified as TMK (2)3-05-001:112, was conveyed to D.R. Horton-Schuler Homes, LLC.
- I. On April 18, 2017, Lot P-3-A, identified as TMK (2)3-5-001:117, was conveyed to the County of Maui (Wailuku Well No. 2 site).

The Commission is hereby notified of the following conveyances for the Wailuku Project District in this 2018 Annual Report.

J. On March 5, 2018, Lot 1-J, identified as TMK (2)3-5-001:080 was conveyed to the County of Maui (Kehalani Mauka Park).

12. **Petitioner shall provide annual reports to the Commission, the Office of State Planning and the County of Maui Planning Department in connection with the status of the subject project and the Petitioner's progress in complying with the conditions imposed.**

Response: This report is submitted in compliance with this requirement. Copies of the report are being provided to the Office of Planning and the County Department of Planning.

13. **C. Brewer Properties, Inc. shall enter into an agreement with the Department of Hawaiian Home Lands (DHHL) that Petitioner shall take no action within four years of the date of said Agreement, on Petitioner's Piihana and Wailuku Project Districts, which will jeopardize the ability of DHHL to apply for or obtain an allocation of sewage treatment capacity from the County. Said Agreement shall be recorded within thirty (30) days of the effective date of the Commission's Decision and Order and shall run with the land.**

Response: As noted in previous Annual Reports, DHHL has completed its developments which was not impacted by the subject Wailuku Project District.

14. **In the event that Petitioner should sell its interest in its Piihana and Wailuku Project Districts, the Petitioner shall subject the property to deed restrictions to run with the land which shall require the successors and assigns to comply with the terms and conditions set forth in the Commission's Decision and Order.**

Response: In the 2014 Annual Report it was noted that the Kehalani Holdings Company, Inc. conveyed the Kehalani (Wailuku Project District 3) lands to RCFC Kehalani, LLC. In addition, RCFC Kehalani, LLC conveyed property in Kehalani (Wailuku Project District), identified as TMK (2)3-5-001:090 to HBT OF KEHALANI LLC; in 2015 TMK (2)3-5-001:110 to D.R. Horton, Schuler Homes, LLC; in 2016 TMK (2)3-5-001:108 and 109 to Kehalani Investors, LLC, and TMK (2)3-5-001:091 and 106 to the County of Maui; in 2017 TMK(2)-3-5-001:089 to HBT of Ilima LLC; TMK (2)3-5-001:112 to D.R. Horton-Schuler Homes, LLC; TMK (2)3-5-001:117 to County of Maui; and in 2018 TMK (2)3-5-001:080 to the

County of Maui. The properties are subject to the terms and conditions set forth in the Commission's Decision and Order.

- 15. The Commission may fully or partially release these conditions as to all or any portion of the Property upon timely motion, and upon the provision of adequate assurance of satisfaction of these conditions by Petitioner.**

Response: At this time, the Petitioner is not requesting release from any of the conditions originally imposed.

If you have any questions, or require further information with regard to this Annual Report, please do not hesitate to contact me at (808) 244-2015.

Very truly yours,



Colleen Suyama
Senior Associate

CS:tn

Enclosures

cc: Brian Ige, Dowling Company, Inc. (w/enclosures)
Department of Planning (w/enclosures)
Office of Planning (w/enclosures)

EXHIBIT A.

**Maui Planning Commission
Approval of Amended Project
District Phase II Land Use Map
Dated June 28, 2016**

ALAN M. ARAKAWA
Mayor

WILLIAM R. SPENCE
Director

MICHELE CHOUTEAU McLEAN
Deputy Director



COUNTY OF MAUI
DEPARTMENT OF PLANNING

July 15, 2016

Ms. Colleen Suyama, Senior Associate
Munekiyō Hiraga
305 High Street, Suite 104
Wailuku, Hawaii 96793

Dear Ms. Suyama:

**SUBJECT: AMENDMENT TO A PROJECT DISTRICT PHASE II (PH2) APPROVAL
IN ORDER TO CLARIFY THE RESIDENTIAL SUBDISTRICTS IN THE
EXISTING KEHALANI PROJECT DISTRICT, LOCATED IN WAILUKU,
ISLAND OF MAUI, HAWAII; (PH2 92/0001)**

At its regular meeting on June 28, 2016, the Maui Planning Commission (Commission) reviewed the above-referenced item. The Commission voted to grant approval of the map titled, "WAILUKU-KAHULUI PROJECT DISTRICT 3 (WAILUKU) PHASE II AMENDMENT; LAND USE MAP WITH DISTRICTS AND SUBDISTRICTS, DATED 06/23/16".

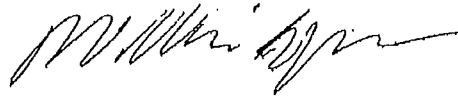
For clarification, the approved map only addressed the residential subdistricts within Kehalani, and did not specifically include or address any other aspect of the Kehalani Project District. The Commission did not include any conditions of approval. Please note the following for future reviews:

- The Residential district has four subdistricts as noted on the approved map;
- There is no "Residential VMX," "School VMX" or "Neighborhood Commercial VMX" district or subdistrict; there is a Village mixed use ("VMX") district with no subdistricts; the Commission's action on June 28, 2016 did not pertain to VMX;
- There is no "Park" district or subdistrict; there is a Park/open space district that has two subdistricts (Park subdistrict and Open Space subdistrict); the Commission's action on June 28, 2016 did not pertain to Park/open space; and
- There is no "Roadways/Open Space/Drainage" district or subdistrict; the Commission's action on June 28, 2016 did not pertain to these uses.

Ms. Colleen Suyama, Senior Associate
July 15, 2016
Page 2

Thank you for your cooperation. If additional clarification is required, please contact Staff Planner Danny Dias at danny.dias@maulicounty.gov or at (808) 270-7557.

Sincerely,

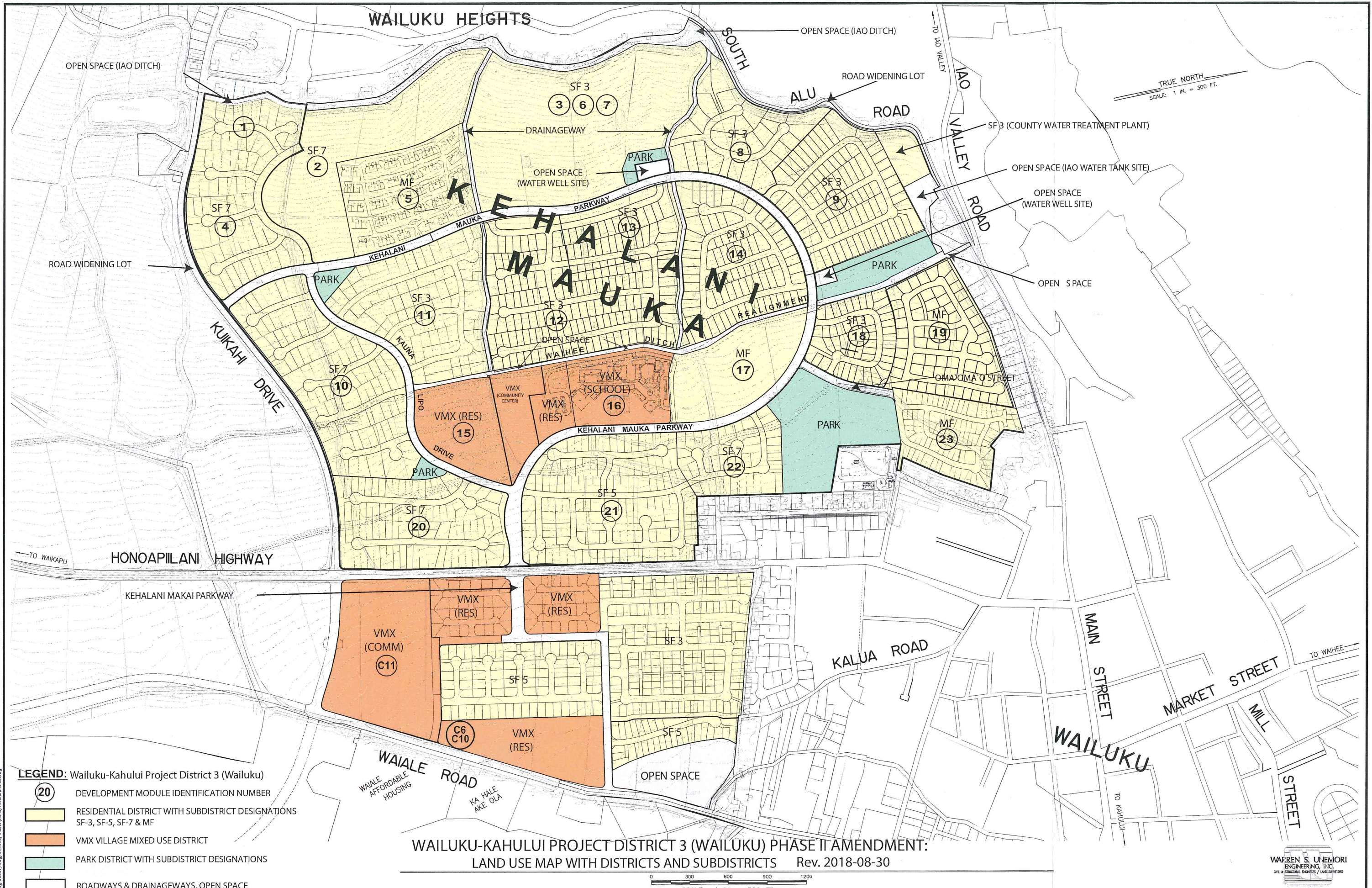


WILLIAM SPENCE
Planning Director

Attachments: (Approved Kehalani Residential Subdistrict Map)
cc: Clayton I. Yoshida, AICP, Planning Program Administrator (PDF)
John S. Rapacz, Planning Program Administrator (w/ attachment)
Danny A. Dias, Staff Planner (PDF)
Project File
General File
WRS:DAD:nl
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EXHIBIT B.

**Wailuku-Kahului Project District
(Kehalani) Updated Land Use
Map Dated August 30, 2018**



WAILUKU HEIGHTS

SOUTH

ALU

ROAD

IAO VALLEY ROAD

TRUE NORTH
SCALE: 1 IN. = 300 FT.

OPEN SPACE (IAO DITCH)

ROAD WIDENING LOT

SF 3 (COUNTY WATER TREATMENT PLANT)

OPEN SPACE (IAO WATER TANK SITE)

OPEN SPACE (WATER WELL SITE)

OPEN SPACE

ROAD WIDENING LOT

KUKAHI DRIVE

SF 7
2

SF 7
4

SF 7
10

SF 7
20

SF 3
3 6 7

DRAINAGEWAY

OPEN SPACE (WATER WELL SITE)

SF 3
11

SF 3
12

SF 7
20

SF 3
13

SF 3
12

SF 5
21

SF 3
14

SF 3
12

MF
17

SF 7
22

SF 3
8

SF 3
9

SF 3
14

SF 3
18

OMAA OMA O STREET

MF
19

MF
23

VMX (SCHOOL)

VMX (COMMUNITY CENTER)

VMX (RES)

VMX (RES)

KEHALANI MAUKA PARKWAY

KEHALANI MAUKA PARKWAY

KEHALANI MAUKA PARKWAY

KEHALANI MAUKA PARKWAY

KEHALANI MAUKA PARKWAY

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KEHALANI MAUKA PARKWAY

HONOAPIILANI HIGHWAY

KEHALANI MAKAI PARKWAY

WAIKALE ROAD

WAIKALE AFFORDABLE HOUSING

KA HALE AKE OLA

KALUA ROAD

MAIN STREET

MARKET STREET

WAILUKU

MILL STREET

TO WAIHEE

TO KAHULUI

- LEGEND:** Wailuku-Kahului Project District 3 (Wailuku)
- (20) DEVELOPMENT MODULE IDENTIFICATION NUMBER
 - RESIDENTIAL DISTRICT WITH SUBDISTRICT DESIGNATIONS SF-3, SF-5, SF-7 & MF
 - VMX VILLAGE MIXED USE DISTRICT
 - PARK DISTRICT WITH SUBDISTRICT DESIGNATIONS
 - ROADWAYS & DRAINAGEWAYS, OPEN SPACE

WAILUKU-KAHULUI PROJECT DISTRICT 3 (WAILUKU) PHASE II AMENDMENT:
LAND USE MAP WITH DISTRICTS AND SUBDISTRICTS Rev. 2018-08-30

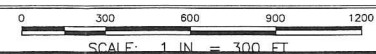


EXHIBIT C.

Wailuku Project District (Kehalani) Updated Development Summary Dated August 30, 2018

KEHALANI DEVELOPMENT SUMMARY
Wailuku-Kahului Project District 3 (Wailuku)
08/30/2018

MODULE / NEIGHBORHOOD	# OF UNITS	ACREAGE	DENSITY PER ACRE	VMX DISTRICT					RESIDENTIAL DISTRICT					PARK / OPEN SPACE DISTRICT				Subtotal Open Space, Drainage, Roadways	TOTAL (Acreage)	
				VILLAGE MIXED USE DISTRICT					RESIDENTIAL SUBDISTRICTS (Acreage)					PARKS SUBDISTRICT	Open Space	Drainage	Roadways			
				Commercial	Residential	School	Other	Subtotal	SF3	SF5	SF7	MF	Subtotal	Park						
COMPLETED OR IN PROGRESS DEVELOPMENTS																				
Makai																				
Kaimana	179	29.21	6.13						19.19								4.87	5.15	10.02	29.21
C-5 (Halemalu)	30	5.33	5.63							4.20							0.10	1.02	1.13	5.33
C-7 (Nanea)	80	17.19	4.65							12.45							0.71	3.51	4.22	17.19
C-3 (Olena I)	31	5.97	4.82		4.82			4.82										1.15	1.15	5.97
C-2 (Olena II)	32	6.86	4.99		4.99			4.99										1.87	1.87	6.86
C-6/10 (Kehalani Gardens)	132	11.10	11.89		11.10			11.10											0.00	11.10
C-1/11 (Kehalani Village Center)		21.34		21.34				21.34											0.00	21.34
Kehalani Makai Parkway		4.03																	4.03	4.03
Makai Park		7.52													7.52				7.52	7.52
Total Makai	484	109	4	21	21	0	0	42	19	17	0	0	36	0	7	6	17	30	109	
Mauka																				
21 (Ohia I)	140	28.11	4.98							22.15			22.15			0.30	5.66	5.96	28.11	
20 (Maunaleo)	83	20.48	4.05								15.87		15.87		1.49	3.12	4.61	20.48		
1 & 4 (Koa)	72	24.98	2.88								24.98		24.98		0.00	0.00	0.00	24.98		
15 (Iliahi)	92	9.80	9.39		9.80			9.80										0.00	9.80	
22 (Ohia II)	44	10.01	4.40								8.06		8.06			0.21	1.74	1.95	10.01	
10 (Akolea)	97	27.84	3.48								22.60		22.60	0.61	0.40	4.22	4.63	27.84		
11 (Cottages)	114	22.86	4.99						18.61				18.61	1.00	0.02	3.22	3.25	22.86		
5 (Villas)	103	16.08	6.41									16.08	16.08					0.00	16.08	
23 (Milo Court I)	94	11.14	8.44									11.14	11.14					0.00	11.14	
2 (Wai'olu Estates)	60	24.93	2.41								21.58		21.58			3.35	3.35	24.93		
17 (Hoolea)	174	12.25	14.20									12.25	12.25					0.00	12.25	
19 (Kamani)	138	16.76	8.23									16.76	16.76					0.00	16.76	
14 (Alohilani)	88	19.92	4.42						15.85				15.85			3.97	3.97	19.82		
18 (Ilima)	49	9.01	5.44						9.01				9.01						9.01	
12/13 (Anuheha)	164	39.20	4.18						39.20				39.20						39.20	
8 (La'ikeha)	25	14.21	1.76						14.21				14.21						14.21	
9 (Highlands)	83	20.06	4.14						20.06				20.06						20.06	
Iao Water Treatment Plant Site		2.54	0.00						2.54				2.54						2.54	
Mauka Park		13.12												13.12				0.00	13.12	
VMX / Community Center		4.65						4.65										0.00	4.65	
VMX / School		14.10			4.00	10.10		14.10										0.00	14.10	
North-South Pedestrian Bikeway (aka Waihee Ditch)		3.39													3.39			3.39	3.39	
Mauka - Makai Drainage Corridor (North)		1.63														1.63		1.63	1.63	
Mauka - Makai Drainage Corridor (South)		1.66														1.66		1.66	1.66	
Road Widening Lots (Alu Rd, Kuikahi Dr.)		2.16															2.16	2.16	2.16	
Iao Water Tank & Well Site		2.05													2.05			2.05	2.05	
Kehalani Mauka Parkway		13.63															13.63	13.63	13.63	
Oma'oma'o Street		1.06															1.06	1.06	1.06	
Kauna Lipo Drive (aka South Collector)		3.46															3.46	3.46	3.46	
Total Mauka	1620	391	4	0	14	10	5	29	119	22	93	56	291	14	6	6	46	57	391	
TOTAL MAKAI AND MAUKA	2104	500	4	21	35	10	5	71	139	39	93	56	327	14	13	12	62	87	499	
FUTURE DEVELOPMENTS																				
3,6,7 (SF)	152	37.85	4.02						37.85				37.85							37.85
Pocket Parks		6.35	0.00											5.35	1.00			1.00	6.35	
Open Space / Water Well Site		0.68	0.00												0.68			0.68	0.68	
Open Space / Iao Ditch		4.85	0.00												4.85			4.85	4.85	
Total Future Developments	152	50	3	0	0	0	0	0	37	0	0	0	37	6	7	0	0	7	50	
Total Kehalani	2256	549	4	22	34	10	5	71	175	39	93	56	364	20	20	12	62	94	549	
PD Ordinance		549		22	34	10	5	71					364	20				94	549	
Balance		0		0	0	0	0	0					0	0				0	0	

EXHIBIT D.

**Letter from Department of
Housing and Human Concerns
Dated October 25, 2017**



DEPARTMENT OF
HOUSING AND HUMAN CONCERNS
COUNTY OF MAUI

ALAN M. ARAKAWA
Mayor
CAROL K. REIMANN
Director
JAN SHISHIDO
Deputy Director

2200 MAIN STREET • SUITE 546 • WAILUKU, HAWAII 96793 • PHONE (808) 270-7805 • FAX (808) 270-7165
MAILING ADDRESS: 200 SOUTH HIGH STREET • WAILUKU, HAWAII 96793 • EMAIL: director.hhc@mauicounty.gov

October 25, 2017

RECEIVED
NOV 02 2017

Mr. Everett Dowling
Dowling Company, Inc.
2005 Main Street
Wailuku, HI 96793

Dowling Company, Inc.

Dear Everett:

SUBJECT: Wailuku Project District 3 – Kehalani Master Planned Community

This letter serves as confirmation of the affordable housing credits earned to date for the Kehalani Master Planned Community. As of July 31, 2017, the Project has earned 984 affordable housing credits through the sale of units at affordable prices on an overall basis. Upon completion of Phase III of the Project, and assuming sales at price ranges previously represented to the County, a total of 731 affordable housing credits will be required, leaving a surplus of 253 credits for use in future phases of the Project. This total is reflected in the attached Exhibit 1 (Kehalani Affordable Housing Summary as of 9-20-17).

Consistent with the Land Use Commission Annual Report for Docket No. A-89-642 submitted on September 15, 2012 any deficit in affordable housing units within an income group will need to be addressed by remaining undeveloped Kehalani modules or built offsite but within the same Community Plan Area. Likewise, the County expects any surplus of affordable housing within an income group will be used to offset the affordable housing requirements of that income group (or a higher income group) of future Kehalani modules.

As of September 20, 2017, the project has a surplus of 15 units within the 51%-65% income group. As previously stated, Kehalani will need to be in compliance at the end of each year with the affordable housing requirement for the 51% - 65% income group.

Please call me at 270-7805 if you have any questions.

Sincerely,

CAROL K. REIMANN
Director of Housing and Human Concerns

Attachment

Kehalani Affordable Housing Summary
Current as of 9-20-2017

	Total Residential Units Developed	Total Market Residential Units Built at Kehalani	50% Affordable Requirement	Percentage	Income Group	50% Affordable Requirement	Affordable Credits Earned @ Iao Parkside, Kaimama & Halemalu	Affordable Credits Earned @ Kehalani Gardens	Affordable Credits Earned @ MEO Land Dedication	Transfer of Affordable Housing Credits	Affordable Credits - Hooilea Module 17	Affordable Credits - Kaimama Module 19	Total Affordable Credits	Balance
Existing														
Kamama (SF)	179	102	51										89	15
Halemalu (SF)	30	0	0										152	6
Nanea (SF)	80	80	40										597	378
Olena I (SF)	31	31	16										146	-146
	320	213	107										984	283
Phase I														
Olena II (SF) - Module C-2	32	32	16										37	
Ohia (SF) - Module 21	140	140	70										152	6
Maunaloa (SF) - Module 20	83	83	42										597	378
Kehalani Gardens (MF) - Module C-6/10	132	7	4										146	-146
Iliahi (MF) - Module 15	92	92	46										984	283
Koa (SF) - Module 1 & 4	72	72	36										37	
	551	428	213										984	283
Phase II														
Ohia II (SF) - Module 22	44	44	22										37	
Akolea (SF) - Module 10	97	97	49										152	6
Cottages (SF) - Module 11	114	114	57										597	378
Waioliu (SF) - Module 2	60	60	30										146	-146
Villas (MF) - Module 5	103	97	49										984	283
Milo Court (duplex) - Module 23	94	0	0										37	
Commercial Center - Module C-1/11	0	0	0										984	283
	512	412	206										984	283
Phase III														
Hooilea (MF) - Module 17	174	0	0										37	
Module 19 - Towne Kaimani	138	0	0										152	6
Module 14 - D.R. Horton	88	88	44										597	378
Module 15 - D.R. Horton	82	82	41										146	-146
Module 16 - D.R. Horton	83	83	41										984	283
Module 8 - RCFC	25	25	13										37	
Module 2 - Towne	166	166	83										152	6
	722	410	205										597	378
Total Existing, Phases I, II & III >>>	2,105	1,461	731										984	283
Affordable Requirement After Phases I, II & III >>>			.731										984	283

EXHIBIT E.

**Department of Public Works
Letter Dated July 23, 2018**

DAVID C. GOODE
Director



GLEN A. UENO, P.E., P.L.S.
Development Services Administration

COUNTY OF MAUI
DEPARTMENT OF PUBLIC WORKS
DEVELOPMENT SERVICES ADMINISTRATION
250 SOUTH HIGH STREET
WAILUKU, MAUI, HAWAII 96793

July 23, 2018

Mr. Terrance Gomes
T.J. GOMES TRUCKING CO., INC.
500-B Waiale Road
Wailuku, Hawaii 96793

SUBJECT: KEHALANI VILLAGE CENTER OFFSITE IMPROVEMENTS
TMK: (2) 3-5-001063
WTP NO. 2017/0041

Dear Mr. Gomes:

The construction work was inspected and deemed satisfactorily completed as of July 20, 2018.

Your surety will be returned to you provided that the improvements and restorative work is satisfactory after the one (1) year warranty period.

If you have any questions regarding this letter, please call me at 270-7242.

Sincerely,

A handwritten signature in black ink, appearing to read "L. Otani".

LESLI OTANI
Civil Engineer V

EXHIBIT F.

**Commission on Water
Resource Management Letter
Dated September 29, 2017**

DAVID Y. IGE
GOVERNOR OF HAWAII



STATE OF HAWAII
DEPARTMENT OF LAND AND NATURAL RESOURCES
COMMISSION ON WATER RESOURCE MANAGEMENT
P.O. BOX 621
HONOLULU, HAWAII 96809

SUZANNE D. CASE
CHAIRPERSON

WILLIAM D. BALFOUR, JR.
KAMANA BEAMER, PH.D.
MICHAEL G. BUCK
NEIL J. HANNAHS
PAUL J. MEYER
VIRGINIA PRESSLER, M.D.

JEFFREY T. PEARSON, P.E.
DEPUTY DIRECTOR

September 29, 2017

6-5330-005.wcr1ack.docx

Mr. Keoni Gomes
T.J. Gomes Trucking Company, Inc.
500 B Waiale Road
Wailuku, HI 96793

Dear Mr. Gomes:

Well Completion Report Part I for Well No. 6-5330-005
Iao, Island of Maui

We received your Well Abandonment Report for the Shaft 33 (Well No. 6-5330-005) on September 5, 2017 and acknowledge that it is complete. This completes your obligation under the well abandonment permit and we confirm the well has been properly abandoned according to the submitted well abandonment report and the Hawaii Well Construction and Pump Installation Standards.

We particularly appreciate the extensive documentation for this important event.

If you have any questions, please contact Charley Ice of the Commission staff at 587-0218 or toll-free at 984-2400 (Maui), extension 70218.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeffrey T. Pearson".

JEFFREY T. PEARSON, P.E.
Deputy Director

CI:ss

c: RCFC Kehalani, LLC
County of Maui, Department of Water Supply

EXHIBIT G.

Warranty Deed for Kehalani Mauka Park

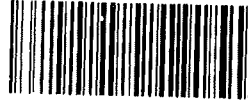
RCFC



STATE OF HAWAII
BUREAU OF CONVEYANCES
RECORDED

March 05, 2018 8:01 AM

Doc No(s) A-66380371



1 1/1 ICL
B-33130386

/s/ LESLIE T. KOBATA
REGISTRAR

Conveyance Tax: \$0.00

Handwritten signature

LAND COURT SYSTEM

REGULAR SYSTEM

AFTER RECORDATION, RETURN BY: MAIL (XX) PICKUP () TO: R/S

COUNTY OF MAUI
Department of Finance
200 South High Street
Wailuku, Hawaii 96793

TITLE GUARANTY OF HAWAII HAS
FILED THIS DOCUMENT FOR RECORD
AS AN ACCOMMODATION ONLY. THIS
DOCUMENT HAS NOT BEEN
REVIEWED OR IN ANY WAY EXAMINED
AS TO ITS EFFECT ON REAL PROPERTY

TG: 490859C

S:\ALL\BJK\Public Works\Forms\Warrantydeed.wpd

TMK: (2) 3-5-1:80

Total No. of Pages: 16

Subdivision File No. 3.2059

WARRANTY DEED

(Lot 1-J)

KNOW ALL MEN BY THESE PRESENTS:

That RCFC KEHALANI, LLC, a Delaware limited liability company, whose address is 555 California Street, Suite 3450, San Francisco, California 94104 (hereinafter the "Grantor"), pursuant to Section 18.16.320 F.3 of the Maui County Code and pursuant to the Wailuku-Kahului District 3 Park Assessment Agreement approved by Maui County Council Resolution No. 12-92, and other consideration to the Grantor paid by the COUNTY OF

MAUI, a political subdivision of the State of Hawaii, with its principal office and post office address at 200 South High Street, Wailuku, Maui, Hawaii 96793 (hereinafter the "Grantee"), receipt whereof is hereby acknowledged, does hereby grant, bargain, sell and convey all of that certain property situate at Wailuku, Maui, Hawaii, and designated as Tax Map Key No. (2) 3-5-1:80, more particularly described in Exhibit "A" and shown on Exhibit "B", both attached hereto and incorporated herein by reference, unto the Grantee, as Tenant in Severalty, its legal successors and assigns, forever, including the reversions, remainders, rents, issues and profits thereof and all of the estate, right, title and interests of Grantor, both at law and in equity, therein and thereto.

TO HAVE AND TO HOLD the same, together with all buildings, improvements, tenements, rights, easements, hereditaments, privileges and appurtenances thereto belonging or appertaining, or held and enjoyed in connection therewith unto the Grantee according to the tenancy hereinabove set forth, absolutely and in fee simple, forever.

AND the Grantor hereby covenants with the Grantee that the Grantor is lawfully seized in fee simple of the described real and personal property and that the Grantor has good right to convey the same as aforesaid; that the property is free and clear of all encumbrances, except as may be described in Exhibit

"A"; and the Grantor will WARRANT AND DEFEND the same unto
Grantee, forever, against the lawful claims and demands of all
persons.

It is understood and agreed that the term "property" shall be deemed to mean and include the property specifically described in Exhibit "A", all buildings and improvements thereon (including any personal property described in Exhibit "A") and all rights, easements, privileges and appurtenances in connection therewith, that the terms "Grantor" and "Grantee", as and when used herein, or any pronouns used in place thereof, shall mean and include the masculine and/or feminine, the singular or plural number, individuals, firms or corporations, that the rights and obligations of the Grantor and Grantee shall be binding upon and inure to the benefit of their respective estates, heirs, personal representatives, successors in trust and assigns and that where there is more than one Grantor or Grantee, any covenants of the respective party shall be and for all purposes deemed to be joint and several.

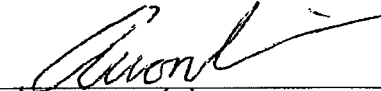
IN WITNESS WHEREOF, the undersigned have executed this

instrument on this 6th day of February, 2018.

GRANTOR:

RCFC KEHALANI, LLC

By



Aaron A. Giovara

Its Authorized Signatory

GRANTEE:

COUNTY OF MAUI

By



ALAN M. ARAKAWA

Its Mayor

Date:

2/6/18

ACCEPTED:



MARK WALKER

Director of Finance

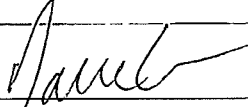
APPROVED:



BUTCH KA'ALA BUENCONSEJO

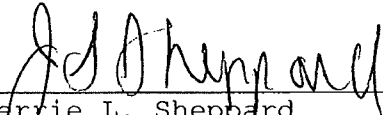
Director of Parks and Recreation

REVIEWED AND APPROVED:



DAVID C. GOODE
Director of Public Works

APPROVED AS TO FORM
AND LEGALITY:



Jerrie L. Sheppard
Deputy Corporation Counsel
County of Maui

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of San Francisco

On December 13, 2017 before me, Whitney Ann Allen, Notary Public
(insert name and title of the officer)

personally appeared Aaron A. Giovara, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

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

WITNESS my hand and official seal.

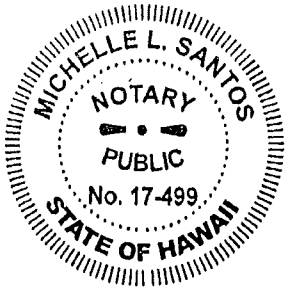


Signature Whitney Ann Allen (Seal)

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this ^{6th mo} ~~7th~~ day of February, 2018, before me appeared ALAN M. ARAKAWA, to me personally known, who being by me duly sworn, did say that he is the Mayor of the County of Maui, a political subdivision of the State of Hawaii, and that the seal affixed to the foregoing instrument is the lawful seal of the said County of Maui, and that the said instrument was signed and sealed on behalf of said County of Maui by authority of its Charter, and the said ALAN M. ARAKAWA acknowledged the said instrument to be the free act and deed of said County of Maui.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Michelle L. Santos
Notary Public, State of Hawaii
Print Name: MICHELLE L. SANTOS

My commission expires: 12-3-21

NOTARY PUBLIC CERTIFICATION

Doc. Date: 2-6-18 No. of Pages: 16 (including exhibits)
Notary Name: MICHELLE L. SANTOS Jurisdiction: SECOND
Document Identification or Description: WARRANTY DEED

Michelle L. Santos
Signature of Notary

2-6-18
Date of Notarization and
Certification Statement

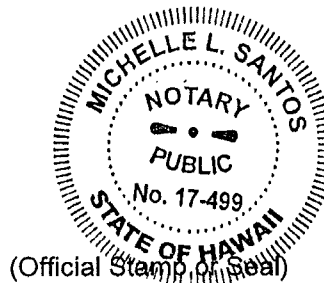


EXHIBIT "A"

Kehalani Mauka
Description of Lot 1-J of
Kehalani Mauka (Large-Lot) Subdivision No. 2

Land situated on the westerly side of Honoapiilani Highway (F.A.P. No. 13-G), on the northerly side of Kuikahi Drive and the easterly side of West Alu Road at Wailuku, Maui, Hawaii

Being portions of Royal Patent 1925, 1928, 1958, Land Commission Award 387 Part 5, Sec. 1 to A.B.C.F.M. and Grant 172 to E. Bailey

Beginning at a point at the southeasterly corner of this lot, being also the northeasterly corner of Lot 1-H of Kehalani Mauka (Large-Lot) Subdivision No. 2, the coordinates of said point of beginning referred to Government Survey Triangulation Station "LUKE" being: 40.59 feet North and 3,443.66 feet West and running by azimuths measured clockwise from True South:

1. 80° 47' 544.45 feet along Lot 1-H of Kehalani Mauka (Large-Lot) Subdivision No. 2, being also along the remainders of Grant 172 to E. Bailey and R.P. 1925, 1928, 1958, L.C. Aw. 387 Part 5, Sec. 1 to A.B.C.F.M. to a point;
2. 44° 40' 183.42 feet along Lot 1-H of Kehalani Mauka (Large-Lot) Subdivision No. 2, being also along the remainder of R.P. 1925, 1928, 1958, L.C. Aw. 387 Part 5, Sec. 1 to A.B.C.F.M. to a point;
3. Thence along Lot 1-A of Kehalani Mauka (Large-Lot) Subdivision No. 2, being also along the remainder of R.P. 1925, 1928, 1958, L.C. Aw. 387 Part 5, Sec. 1 to A.B.C.F.M. on a curve to the left, with the point of curvature azimuth from the radial point being: 224° 40' and the point of tangency azimuth from the radial point being: 204° 17' 22", having a radius of 1,000.00 feet, the chord azimuth and distance being: 124° 28' 41" 353.78 feet to a point;

-
4. Thence along same on a curve to the right, with the point of curvature azimuth from the radial point being: 24° 17' 22" and the point of tangency azimuth from the radial point being: 110° 57', having a radius of 30.00 feet, the chord azimuth and distance being: 157° 37' 11" 41.17 feet to a point;
 5. 200° 57' 189.11 feet along same to a point;
 6. Thence along Lot 1-A of Kehalani Mauka (Large-Lot) Subdivision No. 2, being also along the remainders of R.P. 1925, 1928, 1958, L.C. Aw. 387 Part 5, Sec. 1 to A.B.C.F.M. and Grant 172 to E. Bailey on a curve to the left, having a radius of 830.00 feet, the chord azimuth and distance being: 191° 35' 30" 269.93 feet to a point;
 7. 182° 14' 254.62 feet along Lot 1-A of Kehalani Mauka (Large-Lot) Subdivision No. 2 being also along the remainder of Grant 172 to E. Bailey to a point;
 8. Thence along same on a curve to the right, having a radius of 50.00 feet, the chord azimuth and distance being: 217° 59' 30" 58.44 feet to a point;
 9. 253° 45' 322.52 feet along Lot 1-K of Kehalani Mauka (Large-Lot) Subdivision No. 2, being also along the remainder of Grant 172 to E. Bailey to a point;
 10. 350° 47' 484.00 feet along the remainder of Grant 172 to E. Bailey to a point;
 11. 271° 30' 359.62 feet along same to a point;
-

12. 350° 47' 370.06 feet along Lots 7, 8, 9, 10 and 11 of Kahi-Noho Subdivision No. 1, being also along the remainder of Grant 172 to E. Bailey, to the point of beginning and containing an Area of 13.115 Acres.

TOGETHER WITH THE FOLLOWING:

1. An Access Easement 1-K-1 affecting a portion of Lot 1-K of Kehalani Mauka (Large-Lot) Subdivision No. 2 and being more particularly described as follows:

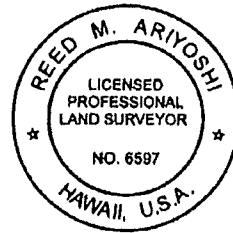
Beginning at a point at the southeasterly corner of this easement, being also the southeasterly corner of Lot 1-K of Kehalani Mauka (Large-Lot) Subdivision No. 2, the coordinates of said point of beginning referred to Government Survey Triangulation Station "LUKE" being 887.71 feet North and 3,736.38 feet West and running by azimuths measured clockwise from True South:

1. 91° 30' 203.65 feet along the remainder of Grant 172 to E. Bailey;
 2. 73° 45' 100.00 feet along Lot 1-J of Kehalani Mauka (Large-Lot) Subdivision No. 2, being also along the remainder of Grant 172 to E. Bailey;
 3. 163° 45' 30.00 feet along the remainder of Lot 1-K of Kehalani Mauka (Large-Lot) Subdivision No. 2, being also along the remainder of Grant 172 to E. Bailey;
 4. 253° 45' 104.68 feet along same;
 5. 271° 30' 208.34 feet along the remainder of Lot 1-K of Kehalani Mauka (Large-Lot) Subdivision No. 2 and along Lot 32 of Kahi-Noho Subdivision No. 2, being also along the remainder of Grant 172 to E. Bailey;
 6. 1° 30' 30.00 feet along the westerly end of Malako Street to the point of beginning and containing an Area of 0.212 Acre, more or less.
-

- ~~2. An existing Access Easement 1 over and across Lot 1 of Kehalani Mauka (Large-Lot) Subdivision No. 1~~
3. An existing Access Easement 3 over and across Lot 5 of Kehalani Mauka (Large-Lot) Subdivision No. 1
 4. An existing Access Easement 4 over and across Lot 5 of Kehalani Mauka (Large-Lot) Subdivision No. 1

SUBJECT HOWEVER to the following:

1. An existing Utility Easement in favor of Maui Electric Company, Ltd. And Hawaiian Telecom, Inc.



WARREN S. UNEMORI ENGINEERING, INC.
Wells Street Professional Center
2145 Wells Street, Suite 403
Wailuku, Maui, Hawaii 96793
October 4, 2016

BY: Reed M. Ariyoshi 04/30/18 Exp.
Licensed Professional Land Surveyor
Certificate No. 6597

And subject to the matters listed on Schedule 1 attached hereto and made a part hereof.

V:\Projdata\03proj\03015\Survey\Desc. of Lot 1-J.wpd

SCHEDULE 1

List of Encumbrances

1. Mineral and water rights of any nature.
2. Rights of native tenants as reserved in Royal Patent Grant 172.
3. Unrecorded GRANT to BOARD OF WATER SUPPLY of the County of Maui, dated December 6, 1978; granting a nonexclusive easement for waterline purposes, as referenced in instrument dated December 6, 1978, recorded in the Bureau of Conveyances of the State of Hawaii in Liber 13464 on Page 463.
4. The terms and provisions contained in the DECLARATION OF CONDITIONS dated July 25, 1990, recorded in the said Bureau of Conveyances as Document No. 90-117006.
5. The terms and provisions contained in the UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING dated August 29, 1991, recorded in the said Bureau of Conveyances as Document No. 91-124296.

SUPPLEMENTAL UNILATERAL AGREEMENT dated --- (acknowledged April 15, 2003), recorded as Document No. 2003-091383, by KEHALANI MAUKA LLC, a Hawaii limited liability company.

6. The terms and provisions contained in DEED dated December 15, 1993, recorded in the said Bureau of Conveyances as Document No. 93-208058.

ASSIGNMENT OF IN GROSS RESERVATIONS dated October 1, 2005, recorded as Document No. 2005-229077, by and between WAILUKU AGRIBUSINESS CO., INC., a Hawaii corporation, and WAILUKU WATER COMPANY, LLC, a Hawaii limited liability company; re: assigning all "in gross" reservations and grants.

ASSIGNMENT OF IN GROSS RESERVATIONS dated October 17, 2014, by and between J. Alan Kugle, Trustee in Dissolution for C. Brewer and Company, Limited, a dissolved Hawaii corporation, successor by merger to Wailuku Agribusiness Co., Inc., "Assignor", and WAILUKU WATER COMPANY, LLC, a Hawaii limited liability company, "Assignee", recorded as Document No. A-54130023.

7. The terms and provisions contained in the RIGHT OF ENTRY AND OPERATING AGREEMENT dated February 18, 1997, recorded in the said Bureau of Conveyances as Document No. 97-029978, between WAILUKU AGRIBUSINESS CO., INC., a Hawaii corporation, C. BREWER HOMES, INC., a Delaware corporation, and BOARD OF WATER SUPPLY OF THE COUNTY OF MAUI.

8. The terms and provisions contained in the SUBDIVISION AGREEMENT (LARGE LOTS) dated October 2, 2002, recorded in the said Bureau of Conveyances as Document No. 2002-198458, between KEHALANI MAUKA LLC and the COUNTY OF MAUI.

9. The terms and provisions contained in the DEFERRAL OF SUBDIVISION REQUIREMENTS AGREEMENT dated October 31, 2002, recorded in the said Bureau of Conveyances as Document No. 2002-218046, between KEHALANI MAUKA LLC, a Hawaii limited liability company, and the DEPARTMENT OF WATER SUPPLY of the COUNTY OF MAUI.

10. The terms and provisions contained in the AGREEMENT FOR IMPLEMENTATION OF WATER MASTER PLAN FOR KEHALANI (WAILUKU PROJECT DISTRICT 3) dated December 18, 2002, recorded in the said Bureau of Conveyances as Document No. 2002-234288, between HAWAII LAND & FARMING COMPANY, INC., a Delaware corporation, KEHALANI MAUKA, LLC, a Hawaii limited liability company, and the DEPARTMENT OF WATER SUPPLY OF THE COUNTY OF MAUI, an agency of the County of Maui, a body politic and corporate, and a political subdivision of the State of Hawaii.

Above Agreement amended by instrument dated August 13, 2008, recorded as Document No. 2008-130559.

11. The terms and provisions contained in the AGREEMENT FOR IMPLEMENTATION OF WATER MASTER PLAN FOR KEHALANI (WAILUKU PROJECT DISTRICT 3) (TRANSMISSION CREDITS) dated December 18, 2002, recorded in the said Bureau of Conveyances as Document No. 2002-234289, between HAWAII LAND & FARMING COMPANY, INC., a Delaware corporation, KEHALANI MAUKA, LLC, a Hawaii limited liability company, and the DEPARTMENT OF WATER SUPPLY OF THE COUNTY OF MAUI, an agency of the County of Maui, a body politic and corporate, and a political subdivision of the State of Hawaii.

Above agreement amended by instrument dated August 13, 2008, recorded as Document No. 2008-130560.

12. The terms and provisions contained in the KEHALANI-WAILUKU PROJECT DISTRICT 3 OFFSITE SEWER IMPROVEMENTS dated December 24, 2002, recorded in the said Bureau of Conveyances as Document No. 2002-234295, between HAWAII LAND & FARMING COMPANY, INC., a Delaware corporation, KEHALANI MAUKA, LLC, a Hawaii limited liability company, and the DEPARTMENT OF PUBLIC WORKS AND WASTE MANAGEMENT, an agency of the County of Maui, a body politic and corporate, and a political subdivision of the State of Hawaii.

13. The terms and provisions contained in the AGREEMENT TO IMPLEMENT UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING (REGARDING INCREMENTAL PARK DEDICATION) dated December 18, 2002, recorded in the said Bureau of Conveyances as Document No. 2002-234296, between KEHALANI MAUKA LLC, a Hawaii limited liability company, and HAWAII LAND & FARMING COMPANY, INC., a Delaware corporation.

14. The terms and provisions contained in the STORAGE CREDITS AND AMENDED RIGHT OF ENTRY AGREEMENT FOR 3.0 MG CONCRETE RESERVOIR AT WAILUKU, MAUI, HAWAII dated December 5, 2002, recorded in the said Bureau of Conveyances as Document No. 2002-234297, between HAWAII LAND & FARMING COMPANY, INC., a Delaware corporation, and the BOARD OF WATER SUPPLY OF THE COUNTY OF MAUI, an agency of the County of Maui, a body politic and corporate, and a political subdivision of the State of Hawaii.

Above agreement amended by instrument dated August 13, 2008, recorded as Document No. 2008-130561.

15. The terms and provisions contained in the DEFERRAL OF SUBDIVISION REQUIREMENTS AGREEMENT dated December 12, 2003, recorded in the said Bureau of Conveyances as Document No. 2004-052289, between KEHALANI MAUKA LLC, a Hawaii limited liability company, and the COUNTY OF MAUI, a political subdivision of the State of Hawaii, through its DEPARTMENT OF WATER SUPPLY.

16. The terms and provisions contained in the SUBDIVISION AGREEMENT (LARGE LOTS) dated June 14, 2004, recorded in the said Bureau of Conveyances as Document No. 2004-127165, between KEHALANI MAUKA LLC and the COUNTY OF MAUI, through its Department of Public Works and Environmental Management, a body politic and corporate, and a political subdivision of the State of Hawaii.

17. Grant to MAUI ELECTRIC COMPANY, LIMITED, and VERIZON HAWAII INC. now known as HAWAIIAN TELCOM, INC., dated February 3, 2005, recorded in the said Bureau of Conveyances as Document No. 2005-032467, granting a perpetual right and easement for utility purposes.

18. Grant to TIME WARNER ENTERTAINMENT COM., L.P., a Delaware limited partnership, dated April 5, 2011, recorded in the said Bureau of Conveyances as Document No. 2011-055829, granting a non-exclusive, irrevocable, unrestricted easement in gross to the Property for the installation, maintenance, operation, removal and repair of cable television system or other similar facilities, etc.

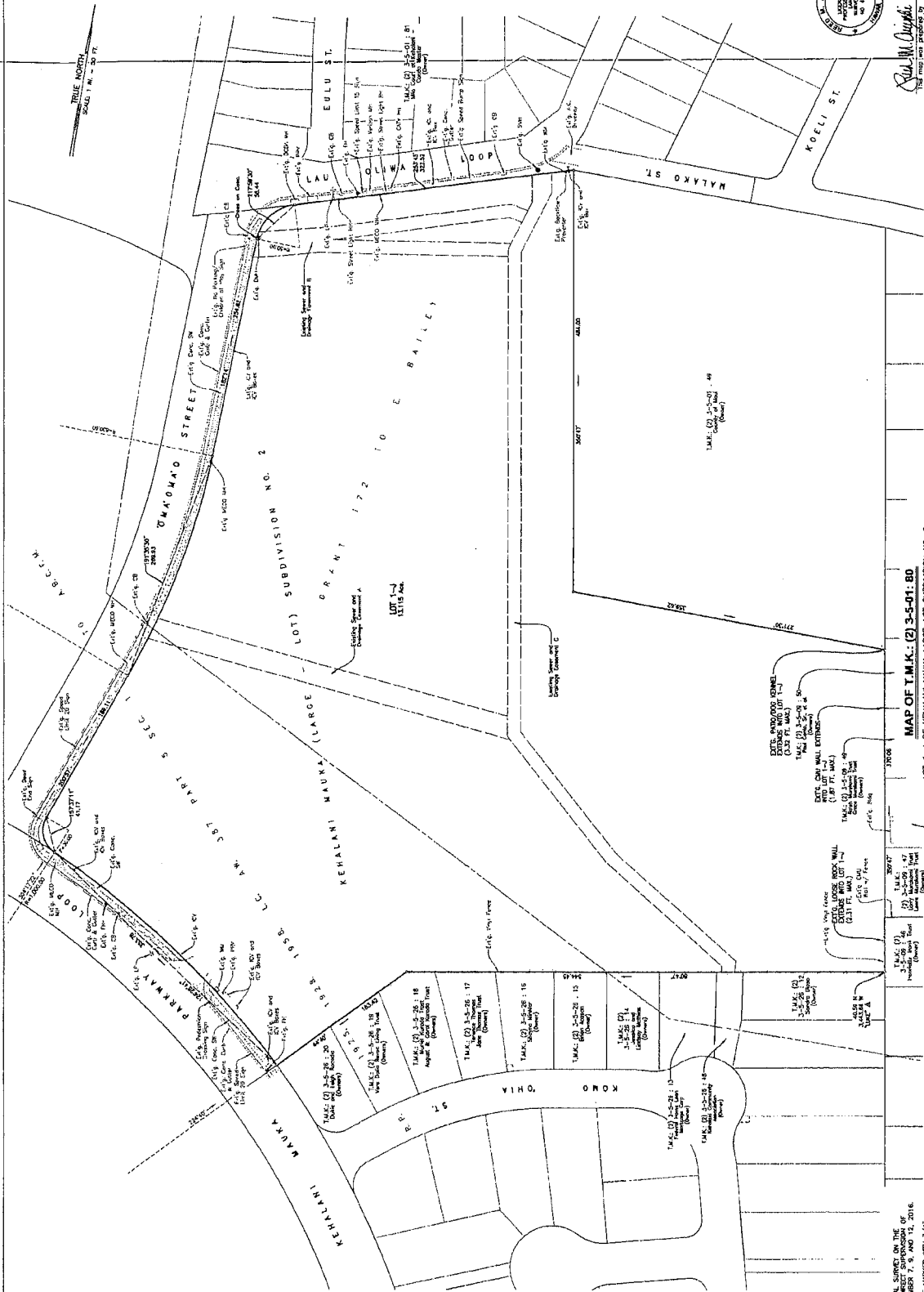
19. The terms and provisions contained in LIMITED WARRANTY DEED dated August 27, 2012, recorded in the said Bureau of Conveyances as Document No. A-47700414.

20. The terms and provisions contained in the KEHALANI MAUKA PARK WASTEWATER ASSESSMENT FEES FOR THE WAILUKU/KAHULUI WASTEWATER TREATMENT SYSTEM, dated May 28, 2015, recorded in the said Bureau of Conveyances as Document No. A-56460463, between RCFC KEHALANI, LLC, a Delaware limited liability company, and the COUNTY OF MAUI, a political subdivision of the State of Hawaii.

21. Grant to COUNTY OF MAUI, a political subdivision of the State of Hawaii, dated August 26, 2015, recorded in the said Bureau of Conveyances as Document No. A-57290166, granting an easement over Easement "C" for sewerline purposes, being more particularly described therein.

END OF SCHEDULE 1

EXHIBIT "B"



Real Estate
 Not a public agency.
 License No. 12345
 State of Hawaii
 Commission for Professional Regulation

MARREN S. LINSKOR - ENGINEER, INC.
 1408 Kalia Road, Suite 403
 Honolulu, Hawaii 96813
 (808) 944-4488

December 21, 2016

MAP OF T.M.K. (2) 3-5-01: 80
 LOT 1-J OF KHALANI MAUKA LARGE-LOT SUBDIVISION NO. 2
 BEING PORTIONS OF GRANT 172 TO E. BAILEY AND ROYAL PATENT 1925,
 1929, 1959, LAND COMMISSION AWARD 387, PART 5 SEC. 1 TO A.B.C.F.M.
 HONOLULU, HAWAII

NOTES:
 1. THIS MAP IS FROM AN ACTUAL SURVEY ON THE GROUND AND IS THE UNADJUSTED ORIGINAL RECORD. ALL BOUNDARY CORNERS ARE MARKED WITH 3/4" PIPES, UNLESS OTHERWISE NOTED.
 2. ALL ADJACENT AND RECORD COORDINATE POINTS TO THIS MAP ARE SHOWN ON PLATS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000.

T.M.K. (2) 3-5-01: 80
 OWNER: RCT: KHALANI, LLC
 ADDRESS: SAN FRANCISCO, CA