

STATE OF HAWAII
DEPARTMENT OF LAND AND NATURAL RESOURCES
Division of State Parks
Honolulu, Hawaii 96813

May 8, 2015

Board of Land and Natural Resources
State of Hawaii
Honolulu, Hawaii

O'ahu, Hawaii

Cancellation of Revocable Permit Issued to Moana Parking Management, LLC , for Parking Lot Operation Purposes, Diamond Head State Monument, Kapahulu, Waikīkī, Honolulu, O'ahu, Tax Map Key: (1) 3-1-042:006 (por.)

Cancellation of Revocable Permit to Moana Parking Management, LLC, for Parking Lot Operation Purposes, Nu'uaniu Pali State Wayside, Nu'uaniu, Honolulu, O'ahu, TMK (1) 1-9-007 (por.)

Cancellation of Revocable Permit to Moana Parking Management, LLC, for Parking Lot Operation Purposes, Akaka Falls State Park, Kahua, South Hilo, TMK: (3) 2-8-011:018 (por.)

Issuance of Revocable Permit Issued to Pro Park, Inc., for Parking Lot Operation Purposes, Diamond Head State Monument, Kapahulu, Waikīkī, Honolulu, O'ahu, Tax Map Key: (1) 3-1-042:006 (por.)

Issuance of Revocable Permit to Diamond Parking Services, LLC, for Parking Lot Operation Purposes, Nu'uaniu Pali State Wayside, Nu'uaniu, Honolulu, O'ahu, TMK (1) 1-9-007 (por.)

Issuance of Revocable Permit to Diamond Parking Services, LLC, for Parking Lot Operation Purposes, Akaka Falls State Park, Kahua, South Hilo, TMK: (3) 2-8-011:018 (por.)

APPLICANT:

Pro Park, Inc. (Pro Park) and Diamond Parking Services, LLC (Diamond)

LEGAL REFERENCE:

Sections 171-55 and other applicable sections of Chapter 102 and 171, Hawaii Revised Statutes, as amended.

ITEM E-2

LOCATION:

1. Diamond Head State Monument. Portion of Government lands of Kapahulu, Waikiki, O'ahu, identified by Tax Map Key: (1) 3-1-042:006 (por.), as shown on the attached map in Exhibit A.
2. Nu'uuanu Pali State Wayside, Portion of Government lands of Nu'uuanu, O'ahu, identified by Tax Map Key (1) 1-9-007 (por.), as shown on the attached map in Exhibit A.
3. Akaka Falls State Park. Portion of Government lands of Kahua, South Hilo, TMK: (3) 2-8-011:018 as shown on the attached map in Exhibit A.

AREA:

1. Five (5) acres, more or less, subject to confirmation by the Department of Accounting and General Services, Survey Division.
2. Three (3) acres, more or less, subject to confirmation by the Department of Accounting and General Services, Survey Division
3. Two (2) acres, more or less, subject to confirmation by the Department of Accounting and General Services, Survey Division

ZONING:

- | | | |
|----|--------------------------|--------------|
| 1. | State Land Use District: | Conservation |
| | County of Honolulu CZO: | P-1 |
| 2. | State Land Use District: | Conservation |
| | County of Honolulu CZO: | P-1 |
| 3. | State Land Use District: | Conservation |
| | County of Hawai'i | Agriculture |

TRUST LAND STATUS:

1. Section 5(b) lands of the Hawaii Admission Act
DHHL 30% entitlement lands pursuant to the Hawaii State Constitution:
YES __ NO X
2. Section 5(b) lands of the Hawaii Admission Act
DHHL 30% entitlement lands pursuant to the Hawaii State Constitution:
YES __ NO X
3. Section 5(b) lands of the Hawai'i Admission Act
DHHL 30% entitlement lands pursuant to the Hawai'i State Constitution:
YES __ NO X

CURRENT USE STATUS:

1. Encumbered by Governor's Executive Order 2000 setting aside land for state park purposes to be under the control and management of the State of Hawai'i, Department of Land and Natural Resources, Division of State Parks.
2. Encumbered by that certain Use and Occupancy Agreement between the State of Hawai'i, Department of Transportation and the Department of Land and Natural Resources, Division of State Parks for maintenance, use and repair designated as the Nu'uaniu Pali State Wayside dated April 17, 1995.
3. Encumbered by Governor's Executive Order 1992 setting aside land for addition to Akaka Falls Park to be under the control and management of the State of Hawai'i, Department of Land and Natural Resources, Division of State Parks.

CHARACTER OF USE:

For the purpose of operating, maintaining and managing a parking lot and collecting applicable parking and entrance fees.

MONTHLY RENTAL:

1. Diamond Head State Monument. Ninety Percent (90%) of gross receipts from vehicle and pedestrian entrance revenue.
2. Nu'uaniu Pali State Wayside. 70% of concessionaire's gross receipts, whichever is greater, from parking revenue.
3. Akaka Falls State Park. 70.5% of concessionaire's gross receipts, whichever is greater, from vehicle and pedestrian entrance revenue.

COLLATERAL SECURITY DEPOSIT:

1. Diamond Head State Monument. \$10,000 as a refundable deposit.
2. Nu'uaniu Pali State Wayside. \$5,000 as a refundable deposit.
3. Akaka Falls State Park. \$5,000 as a refundable deposit.

COMMENCEMENT DATE:

May 1, 2015 or as determined by the Chairperson.

CHAPTER 343 - ENVIRONMENTAL ASSESSMENT:

State Parks believes that this project will have minimal or no significant effect on the environment and is therefore exempt from the preparation of an environmental

assessment under Chapter 343, Hawaii Revised Statutes (HRS) and §11-200-8(a)(1), Hawaii Administrative Rules (HAR) and within exemption Class 1, Numbers 2 and 5 of the State Parks Exemption List which exempts operations involving negligible or no expansion or change of use beyond that previously existed within park boundaries [February 5, 1976].

REMARKS:

On March 27, 2015, the Board approved the issuance of three revocable permits (RP's) to Moana Parking Management, LLC (Moana) to manage parking and collect parking and entrance fees at the following state parks: Diamond Head State Monument (Diamond Head), Nu'uuanu Pali State Wayside (Pali Lookout) and Akaka Falls State Park (Akaka Falls). The submittal is attached as Exhibit A. The idea behind the RP was to have Moana maintain the parking areas and collect parking and entrance revenue as an interim measure until a new, long term, competitive bidding process could play out.

The Board's approval stemmed from the March 18, 2015 notice the Division of State Parks (State Parks) received from Moana indicating that the current contractor, Aparc Systems Inc. (Aparc), had no employees and could no longer service the contracts. A copy of the Moana notice is attached as Exhibit B. Aparc held long term agreements for each of the parks pursuant to three, separately bid and awarded contracts pursuant to relevant procurement and concession statutes.

Following the Board's approval on March 27, 2015 but prior to the document completion of the RP's to Moana, on April 17, 2015, State Parks received notice from Moana that it had discontinued operations and would be filing a Chapter 7 bankruptcy case to complete its wind down and liquidation. The shutdown occurred that same day. The RP's were never executed. The April 17, 2015 notice from Moana is attached as Exhibit C.

In response to this notice, staff from State Parks met with representatives from Pro Park and Diamond to seek an interim solution as both firms were familiar with the parking locations. The purpose of the interim agreements was to insure that the parks could:

1. Continue to operate safely;
2. That public access was not compromised; and,
3. That the financial impacts caused by the Aparc and Moana failures could be minimized.

Through two, separate special use permits executed with Pro Park and Diamond on April 21, and 22, 2015 respectively, State Parks reached agreements to operate

the three parking areas under same percentage rents approved by the Board for the Moana RP's which is what is proposed for Pro Park and Diamond in this submittal.

Under the original Aparc contracts for the Pali Lookout and Akaka Falls, there were also minimum monthly rent requirements which, in lieu of percentage rent, would be paid in months where the percentage rent was less than the minimum rent bid. This minimum rent amount was bid based on a five year contract with an option to extend for an additional five years. Given the short term nature of the RP, this minimum amount could pose an unreasonable burden to the RP holder due to the current levels and variability in parking and entrance revenue.

State Parks will seek a long term competitive process to re-bid each of the three parking areas and will return to the Board in the near term to request approval to issue an Invitation For Bid (IFB). In the meantime, State Parks requests the Board approve the RP's to Pro Park and Diamond until the IFB's are ready for solicitation and further recommends the Board delegate to the Chairperson the authority to negotiate any other specific terms necessary to effectuate the revocable permits.

The applicant has not had a lease, permit, easement or other disposition of State lands terminated within the last five years due to non-compliance with such terms and conditions.

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RECOMMENDATION: That the Board:

1. Declare that, after considering the potential effects of the proposed disposition as provided by Chapter 343, HRS, and Chapter 11-200, HAR, this project will probably have minimal or no significant effect on the environment and is therefore exempt from the preparation of an environmental assessment.
2. Authorize the issuance three (3) revocable permits to Pro Park Inc., and Diamond Parking Services LLC, covering the subject areas for the purposes described herein and under the terms and conditions cited above, which are by this reference incorporated herein and further subject to the following:
 - a. The standard terms and conditions of the most current revocable permit form, as may be amended from time to time;
 - b. Review and approval by the Department of the Attorney General; and
 - c. Such other terms and conditions as may be prescribed by the Chairperson to best serve the interests of the State.
3. Authorize the Chairperson to negotiate any other specific terms necessary to effectuate the revocable permits.

Respectfully Submitted,



Daniel S. Quinn
Administrator, Division of State Parks

APPROVED FOR SUBMITTAL:


Suzanne D. Case, Chairperson

STATE OF HAWAII
DEPARTMENT OF LAND AND NATURAL RESOURCES
Division of State Parks
Honolulu, Hawaii 96813

March 27, 2015

Board of Land and Natural Resources
State of Hawaii
Honolulu, Hawaii

O'ahu, Hawaii

Issuance of Revocable Permit to Moana Parking Management, LLC, for Parking Lot Operation Purposes, Diamond Head State Monument, Kapahulu, Waikīkī, Honolulu, O'ahu, Tax Map Key: (1) 3-1-042:006 (por.)

Issuance of Revocable Permit to Moana Parking Management, LLC, for Parking Lot Operation Purposes, Nuuanu Pali State Wayside, Nuuanu, Honolulu, O'ahu, TMK (1) 1-9-007 (por.)

Issuance of Revocable Permit to Moana Parking Management, LLC, for Parking Lot Operation Purposes, Akaka Falls State Park, Kahua, South Hilo, TMK: (3) 2-8-011:018 (por);

APPLICANT:

Moana Parking Management, LLC

LEGAL REFERENCE:

Sections 171-55 and other applicable sections of Chapter 102 and 171, Hawaii Revised Statutes, as amended.

LOCATION:

1. Portion of Government lands of Kapahulu, Waikiki, O'ahu, identified by Tax Map Key: (1) 3-1-042:006 (por.), as shown on the attached map labeled Exhibit A.
2. Portion of Government lands of Nuuanu, O'ahu, identified by Tax Map Key (1) 1-9-007 (por.)
3. Portion of Government lands of Kahua, South Hilo, TMK: (3) 2-8-011:018

ITEM E-2

EXHIBIT A

AREA:

1. Five (5) acres, more or less, subject to confirmation by the Department of Accounting and General Services, Survey Division.
2. Three (3) acres, more or less, subject to confirmation by the Department of Accounting and General Services, Survey Division
3. Two (2) acres, more or less, subject to confirmation by the Department of Accounting and General Services, Survey Division

ZONING:

1. State Land Use District: Conservation
County of Honolulu CZO: P-1
2. State Land Use District: Conservation
County of Honolulu CZO: P-1
3. State Land Use District: Conservation
County of Hawai'i Agriculture

TRUST LAND STATUS:

1. Section 5(b) lands of the Hawaii Admission Act
DHHL 30% entitlement lands pursuant to the Hawaii State Constitution:
YES __ NO X
2. Section 5(b) lands of the Hawaii Admission Act
DHHL 30% entitlement lands pursuant to the Hawaii State Constitution:
YES __ NO X
3. Section 5(b) lands of the Hawai'i Admission Act
DHHL 30% entitlement lands pursuant to the Hawai'i State Constitution:
YES __ NO X

CURRENT USE STATUS:

1. Encumbered by Governor's Executive Order 2000 setting aside land for state park purposes to be under the control and management of the State of Hawai'i, Department of Land and Natural Resources, Division of State Parks.
2. Encumbered by that certain Use and Occupancy Agreement between the State of Hawai'i, Department of Transportation and the Department of Land and Natural Resources, Division of State Parks for maintenance, use and repair for an area designated as the Nuuanu Pali State Wayside dated April 17, 1995.
3. Encumbered by Governor's Executive Order 1992 setting aside land for addition to Akaka Falls Park to be under the control and management of the State of Hawai'i, Department of Land and Natural Resources, Division of State

Parks.

CHARACTER OF USE:

For the purpose of operating, maintaining and managing a parking lot.

MONTHLY RENTAL:

1. Ninety Percent (90%) of gross receipts from vehicle and pedestrian entrance revenue.
2. \$26,001 per month or 70% of concessionaire's gross receipts, whichever is greater, from parking revenue.
3. \$20, 225 per month or 70.5% of concessionaire's gross receipts, whichever is greater, from vehicle and pedestrian entrance revenue.

COLLATERAL SECURITY DEPOSIT:

An amount equivalent to one month's minimum rent. In the case of Diamond Head, the amount shall be \$10,000.

COMMENCEMENT DATE:

April 1, 2015 or as determined by the Chairperson.

CHAPTER 343 - ENVIRONMENTAL ASSESSMENT:

State Parks believes that this project will have minimal or no significant effect on the environment and is therefore exempt from the preparation of an environmental assessment under Chapter 343, Hawaii Revised Statutes (HRS) and §11-200-8(a)(1), Hawaii Administrative Rules (HAR) and within exemption Class 1, Numbers 2 and 5 of the State Parks Exemption List which exempts operations involving negligible or no expansion or change of use beyond that previously existed within park boundaries [February 5, 1976].

REMARKS:

Aparc Systems Inc., (Aparc) has three existing contracts for each of the three proposed parking operations under three separate agreements. These contracts produce approximately \$150,000 per month in parking and entrance revenue and were established through a competitive bidding process authorized by the Board.

For Diamond Head State Monument, Aparc was issued a procurement contract under HRS §103D for toll booth and parking management services in which Aparc

collects entrance fee revenue and manages vehicle and pedestrian traffic. At the Nu'uuanu Pali State Wayside, Aparc operates a parking concession contract under HRS §102 and collects parking fees from commercial and non-resident visitors to the park. At Akaka Falls State Park, Aparc operates a parking concession contract under HRS §102 and collects entrance fees from non-resident and commercial visitors to the park.

On March 18, 2015, the Department received notice from attorneys representing Moana Parking Management, LLC (Moana), that Aparc had defaulted on a loan to Moana's parent company Parktoria Technologies and that Parktoria was awarded the assets of Aparc pursuant to a Canadian court order. However, Parktoria was not awarded the three parking contracts with the State of Hawai'i mentioned above. Moana further advised that because the contracts were not awarded to Moana, they could not be assigned to Moana. Moana further advised that Aparc has no assets and no employees and Aparc could no longer manage the contracts. Staff from Aparc were hired by Moana however, and Moana was willing to continue the contracts under the same conditions presently in place with Aparc.

Upon consultation with the Department of the Attorney General, the determination was made that the contracts must be re-bid through a competitive bidding process under applicable law. In the meantime, State Parks requests the Board approve revocable permits under essentially the same terms and conditions as the current contracts until the bidding process can be completed. State Parks plans to return to the Board at the next possible meeting to seek approval to issue a competitive bidding process for the three parking contracts. By issuing revocable permits in the meantime, the parks remain open and parking management issues are addressed while the bidding process plays out. This also preserves critically needed special fund revenue required to cover operating costs and trust obligations to the Office of Hawaiian Affairs.

With the Diamond Head revocable permit, staff believes the revocable permit represents the best option for revenue to the State versus a procurement of services contract which Aparc held. Staff recommends Moana pay rent rather than be paid a fee for management services. The percentage rent proposed is ninety percent (90%) of gross receipts which is approximately equivalent to the net revenue received under the procurement contract. Other terms of all three contracts would be the same. Staff estimates the bidding process will take approximately six (6) months to complete.

Staff recommends the Board approve the three revocable permits to Moana and further recommends the Board delegate to the Chairperson the authority to negotiate any other specific terms necessary to effectuate the revocable permits.

The applicant has not had a lease, permit, easement or other disposition of State

lands terminated within the last five years due to non-compliance with such terms and conditions.

RECOMMENDATION: That the Board:

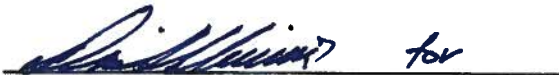
1. Declare that, after considering the potential effects of the proposed disposition as provided by Chapter 343, HRS, and Chapter 11-200, HAR, this project will probably have minimal or no significant effect on the environment and is therefore exempt from the preparation of an environmental assessment.
2. Authorize the issuance three (3) revocable permits to Moana Parking Management, LLC, covering the subject areas for the purposes described herein and under the terms and conditions cited above, which are by this reference incorporated herein and further subject to the following:
 - a. The standard terms and conditions of the most current revocable permit form, as may be amended from time to time;
 - b. Review and approval by the Department of the Attorney General; and
 - c. Such other terms and conditions as may be prescribed by the Chairperson to best serve the interests of the State.
3. Authorize the Chairperson to negotiate any other specific terms necessary to effectuate the revocable permits.

Respectfully Submitted,



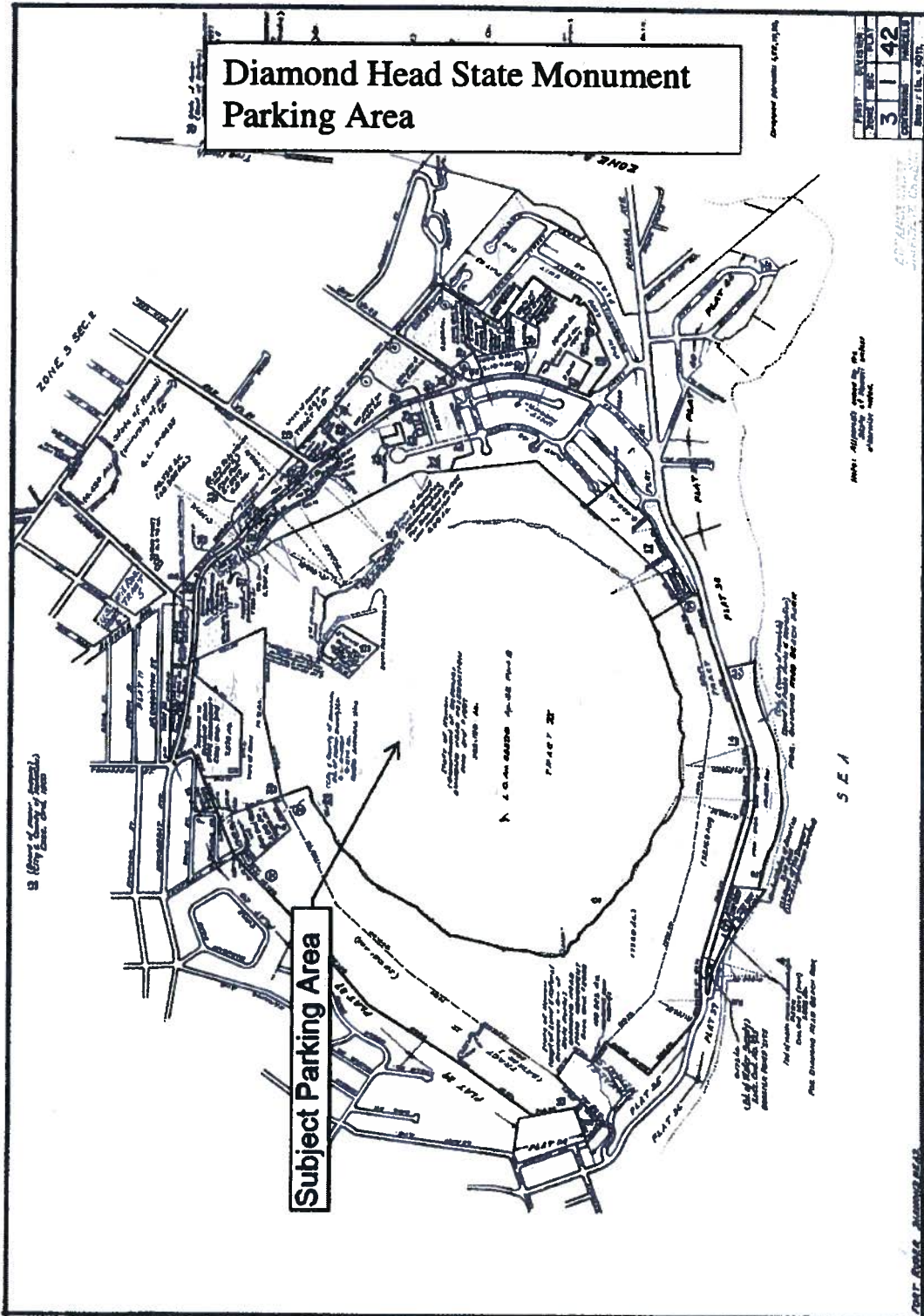
Daniel S. Quinn
Administrator, Division of State Parks

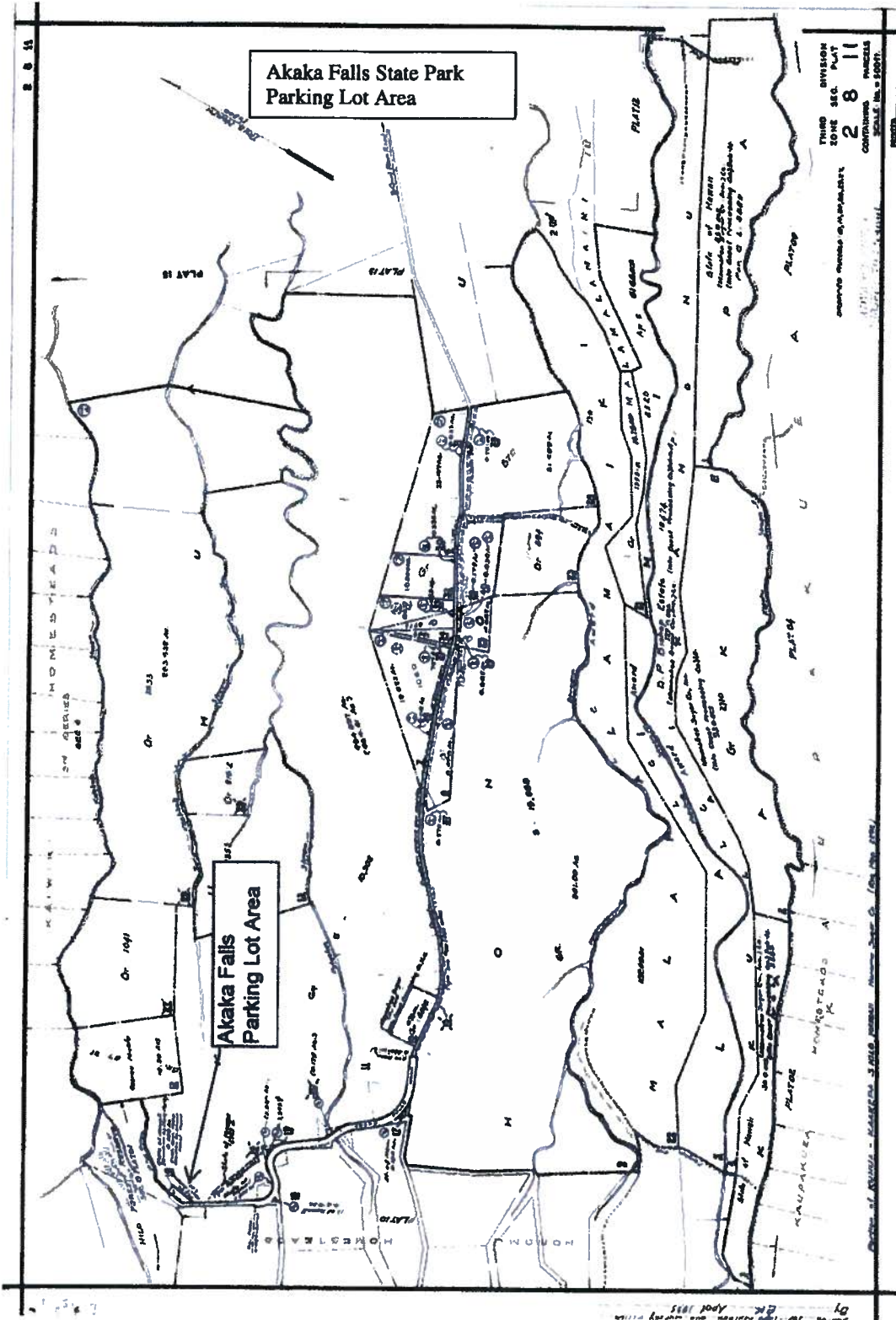
APPROVED FOR SUBMITTAL:



Carty S. Chang, Interim Chairperson

Exhibit A – Tax Map Key and Maps





74520

MCCORRISTON MILLER MUKAI MACKINNON LLP

ATTORNEYS AT LAW

RECEIVED
STATE PARKS DIV

15 MAR 18 P2:03

March 18, 2015

DEPT OF LAND &
NATURAL RESOURCES

VIA HAND-DELIVERY

Mr. Curt A. Cottrell
Mr. Stephen D. Soares
Department of Land and Natural Resources
Kalanimoku Building
1151 Punchbowl Street, Room 310
Honolulu, Hawai'i 96813

RE: Parking Concession Contract for Parking Lot Operation at Nu'uauu Pali State Wayside, IFB No. NPSW-201101

Parking Concession Contract for Parking Lot Operation at Akaka Falls State Park, IFB No. SP2012AFSP01

Contract for Goods or Services Based Upon Competitive Sealed Bids for Parking Operations at Diamond Head State Monument, IFB No. SP14DHSM01

Dear Messrs. Cottrell and Soares:

Thank you for taking the time to meet with us regarding the three above-referenced contracts. As you are aware, there has been an internal ownership change, whereby Parktoria Technologies ("Parktoria") has acquired ownership of the assets of Aparc Systems, Ltd. ("Aparc Systems"). Although we were of the impression that a simple asset purchase sale occurred between Parktoria and Aparc Systems, we were mistaken. We have been advised that Parktoria was awarded all of the assets of Aparc Systems, after Aparc Systems defaulted on a loan to Parktoria. We have been provided with the attached Canadian judgment that details this award. Parktoria, however, did not receive any of Aparc Systems' subsidiary Aparc Systems, Inc. dba Makai Parking Management's contracts and cannot accept an assignment of these contracts. Consequently, as Aparc Systems has no assets and no employees, we are told that Aparc Systems Inc. dba Makai Parking Management can no longer service the above-referenced contracts.

Unfortunately, based on the current legal situation, this means that the three above-referenced contracts cannot be assigned and can only be serviced upon execution of a new contract. During the interim, and to ensure a continual cash flow to the State from these three sites, Moana Parking Management is willing to work with the State on creating a new contract

Mr. Curt A. Cottrell
Mr. Stephen D. Soares
Department of Land and Natural Resources
March 18, 2015
Page 2 of 2

on an emergency basis. We are willing to negotiate appropriate temporary terms to assist the State in rectifying this situation as we work towards a longer term solution.

Thank you very much for your consideration in and attention to this matter. If you have any questions or concerns, please feel free to contact us.

Very truly yours,

McCORRISTON MILLER MUKAI MacKINNON LLP



David J. Minkin
Troy J.H. Andrad

Enclosure

APPROVED AND AGREED TO BY:



Khalil Bhimji
Vice President, Parktoria Technologies



Thomas Holmes
Chief Executive Officer, Moana Parking Management, LLC

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

PARKTORIA TECHNOLOGIES, LTD.

PETITIONER

AND:

APARC SYSTEMS LTD.

RESPONDENT

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE *MADAM*) TUESDAY, THE 9th
JUSTICE B. BROWN)
) DAY OF SEPTEMBER, 2014

THE HEARING of the Petition herein coming on this day, at Vancouver, B.C., and upon reading the materials filed; AND UPON HEARING Heather M. B. Ferris, counsel for the Petitioner; and no other Respondent appearing although duly served;

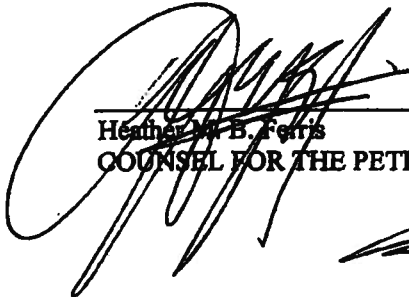
THIS COURT ORDERS AND DECLARES that **effective September 16, 2014:**

1. The time for service of the Notice of Hearing of Petition and supporting materials is hereby abridged so that the hearing is properly returnable today.
2. The General Security Agreement (the "GSA") dated April 14, 2014, notice of which was registered at the British Columbia Personal Property Registry on January 21, 2013 under base registration No. 154577H, is a charge on all personal property of the Respondent, APARC Systems Ltd., including, without limiting the generality of the foregoing, the personal property described in Schedule "A" attached hereto, (collectively the "Collateral"), but specifically excluding the Respondent's interest in APARC Systems Inc., which ranks in priority to the interests in the Collateral of the Respondent and the


heirs, executors, administrators, successors, and assigns of the Respondent and all persons claiming by, through, or under it.

- 3. There has been a default under the GSA.
- 4. The Petitioner is hereby entitled to take possession of the Collateral.
- 5. The Petitioner is deemed to have irrevocably elected to retain the Collateral in satisfaction of the obligation secured by it.
- 6. All right, title and interest in and to the Collateral hereby shall be transferred to and vest in the Petitioner as registered owner without further instrument of transfer or discharge, free and clear of all right, title, claims, interest, encumbrances, liens, charges, estates and equities of the Respondent or any of the Respondent's creditors, and their heirs, executors, administrators, successors and assigns and all persons claiming by, through or under them or any of them.
- 7. The Petitioner is hereby entitled to hold or dispose of the Collateral free from all rights and interests of the Respondent, APARC Systems Ltd., and from any other person entitled to receive a notice under:
 - a. subsection (1)(b) of the *Personal Property Act* of British Columbia (the "PPSA"); and
 - b. subsection (1)(c) of the PPSA, if that person's interest is subordinate to that of the Petitioner.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



 Heather M. B. Ferris
 COUNSEL FOR THE PETITIONER



BY THE COURT

REGISTRAR

SCHEDULE "A"

1. All membership interests of APARC Systems Ltd. in APARC Technologies, LLC;

2. Any and All Agreements between the Respondent and the following parties:

Advanced Parking Systems Ltd.
BIBICO Electric Inc.
Canada Auto Parks
Canada Mortgage & Housing Corp
Canem Systems Ltd. - Vancouver
Capilano University
Center for Family Medicine
Central Parking System
Centre of Newton Property Inc.
City of Burlington
City of Burlington Parks & Recreation
City of Edmonton
City of Kamloops
City of New Westminster
City of Penticton
City of Pitt Meadows
City of Richmond
City of Saskatoon
City of St. Thomas
City of Surrey
City of Surrey (New Surrey City Hall)
City of Trail
City of Vancouver
City of Victoria
City of Whitehorse
Compass Point Real Estate
Concord Security
Crowne Plaza
Delta Bessborough
Diamond Parking - Kelowna
Diamond Parking - Surrey
Diamond Parking Services - Vancouver - PSO3
Diamond Parking Services Vancouver - Operating
District of Maple Ridge
Downtown Victoria Business Association (DVBA)
Easy Park
Fairmont Pacific Rim
Fraser Health Authority
Grant MacEwan University
Greater Moncton International Airport
Holiday Inn Express Montreal

Imperial Parking Canada Corporation
Jessett Investments Ltd.
Laurel Point Inn
Lions Gate Hospital
Macquarie Equipment Finance Ltd.
Metrolinx
Metropolitan Parking - Fallowfield
Metropolitan Parking - Ontario Operations
Morguard Investments Limited
MPA Society
Niagara College
Niagara Parks Commission
Ontario Science Centre
Park Royal Shopping Centre Holdings Ltd.
Park2Go
Premier Parking
Premier Parking
Regina Airport Authority
Robbins Parking Services
Roxul Inc.
Santel Communications
Scarborough Town Centre
Scheidt & Bachmann GmbH
Sheridan College Institute of Technology
Simon Fraser University
Smart Canada A Division of Mercedes-Benz Canada Inc.
Surrey CC Properties Inc.
The Corporation of the Town of Innisfil
The Prince George Hotel
The Sutton Place Hotel Vancouver
TI Corp
Toronto Parking Authority
Toronto Police Service
Toronto Zoo
Town of Innisfil (Inactive client)
Town of Richmond Hill
University of Waterloo
USANA Health Sciences (Inactive client)
Vancouver Coastal Health Authority
Vinci Park Services (Canada) Inc.
Vinci Park Services (Canada) Inc. (Montreal)
VINCI Park Services (Canada) Inc. (Calgary)
Vinci Park Services (Canada) Inc. (Halifax)
Vinci Park Services (Canada) Inc. (Moncton)
VINCI Park Services (Canada) Inc. (Ottawa)
VINCI Park Services (Canada) Inc. (Toronto)
VINCI Park Services (Canada) Inc. (Vancouver)
VINCI Park Services (Canada) Inc. (Winnipeg)

Westbank Projects Corp
WestPark Parking Services Inc.
World Wide Electric Inc.

APARC Assets:

3. Vancouver Office & Ontario Office:

- (a) Leasehold improvements.
- (b) Furniture including chairs, appliances, and wall art.
- (c) Desktop, Laptop Computers / Peripherals
- (d) Shelving
- (e) Multiple Configuration pay-stations.
- (f) Multiple Demonstration pay-stations.
- (g) Multiple Demonstration LPR camera equipment.
- (h) Multiple Enforcement configuration & testing equipment.
- (i) Tradeshow booths & equipment.
- (j) Warehouse equipment
- (k) Small Tools
- (l) Phone system
- (m) Televisions.
- (n) Leased photocopier
- (o) Pay-station & enforcement part inventories
- (p) Company Vehicle, Ford E250, Vancouver
- (q) Company Vehicle, Ford F150 2012, Ontario
- (r) Onsite server & cooling equipment

- 4. (a) Laurel Point, 1 Pay-station
- (b) Niagara Parks Commission, 10 Pay-station
- (c) City of Saskatoon, 3 Pay-stations
- (d) Offsite Servers at Sygnet

Trade-marks

- 5. APARC – Registration No. 85/605,343
- APARC – Registration No. TMA847,428
- ParkPort – Registration No. 85/852,657
- ParkPort – Registration No. TMA874,150
- MAKAI – Registration No. 86/213,461
- PARKING WITH ALOHA – Registration No. 86/213,406

Software Assets

6. TicketManager enforcement system
- Permit system
- Online citation payment system
- Online dispute portal system
- Parkport & Asam reporting systems
- Aparc central management system
- TicketManager Handheld system
- LPR system
- MLPR System
- VPRS System
- Pay-by-Phone Integration System
- Digital Integration software
- Seimens Integration software
- UBIX Integration software

NO. S-146528
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

PARKTORIA TECHNOLOGIES LTD.

PETITIONER

AND:

APARC SYSTEMS LTD.

RESPONDENT

ORDER MADE AFTER APPLICATION



Barristers & Solicitors
1600 Cathedral Place
925 West Georgia Street
Vancouver, British Columbia
V6C 3L2

Phone: (604) 685-3456
Attention: Heather M. B. Ferris



April 17, 2015

State of Hawaii
c/o Stephen D. Soares
P.O. Box 621
Honolulu, HI 96809

Dear Stephen,

Re: Moana Parking Management, LLC

I regret to advise you that the Company has discontinued active operations, and it will be filing a Chapter 7 bankruptcy case to complete its wind down and liquidation on Friday, April 17, 2015. Despite our efforts to pioneer new services in the industry, the Company has not been able to generate sufficient revenue to justify ongoing operations. As part of the proceeding, in the weeks ahead, you can expect to receive various notices from the Bankruptcy Court alerting you to the filing, informing you of the meeting of creditors, as well as a notice of "Bar Date," which is the date by which all claims must be filed. The trustee will also be reviewing payments made by the company, and the status of its contracts and leases, in connection with the wind down activities and Chapter 7 case.

Please be assured that this has been a difficult decision for the company, and one of our foremost concerns during this process has been to help minimize disruptions to our customers. We will provide you with the name of the bankruptcy trustee and the case number as soon as it is available so that you can discuss any concerns you may have with the bankruptcy trustee.

I thank you for your dedication to the Company.

Yours truly,
Moana Parking Management, LLC

A handwritten signature in blue ink, appearing to read "Tom Holmes", is written over a light blue circular stamp.

Per:
Tom Holmes
Chief Executive Officer

EXHIBIT C

126 Queen Street, Suite 101, Honolulu, HI 96813

www.moanaparking.com