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PETITION FOR DISTRICT BOUNDARY AMENDMENT

**DOCKET NO. A10- 787
MAUI R&T PARTNERS, LLC**

**In the Matter of the Petition of Maui R&T Partners, LLC
To Amend the Land Use District Boundary Of Certain Lands
Situated at Kihei, Island of Maui, State of Hawaii, Consisting Of
253.05 Acres from the Agricultural District to the Urban District,
Tax Map Key Nos. (2) 2-2-024:016 and 017, and (2) 2-2-002:054 (por.)**

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MAUI R&T PARTNERS, LLC

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of)	DOCKET NO. _____
)	
MAUI R&T PARTNERS, LLC)	
)	PETITION FOR DISTRICT BOUNDARY
)	AMENDMENT
To Amend the Land Use District Boundary)	
Of Certain Lands Situated at Kihei,)	
Island of Maui, State of Hawaii, Consisting)	
Of 253.05 Acres from the Agricultural)	
District to the Urban District,)	
Tax Map Key Nos. (2) 2-2-024:016 and 017,)	
and (2) 2-2-002:054 (por.).)	
_____)	

PETITION FOR DISTRICT BOUNDARY AMENDMENT

COMES NOW, MAUI R&T PARTNERS, LLC, a Delaware limited liability company (“Petitioner”), by and through its attorneys, CARLSMITH BALL LLP, and hereby respectfully requests this Honorable Land Use Commission of the State of Hawaii (“Commission”) to amend the land use district boundary to effect a district reclassification of

approximately 253.05 acres of land situated at Kihei, Maui, Hawaii, from the Agricultural District to the Urban District.

I. BACKGROUND

The Maui Research and Technology Park (“the Park” or “MRTP”) was the vision of a core group of community leaders in the early 1980’s who sought to diversify the economic and employment base on Maui beyond tourism and agriculture. These leaders desired to create a place on Maui where high technology could flourish, creating higher paying and more diverse employment for Hawaii residents. It was envisioned that the MRTP would offer technology-oriented companies an ideal location to maximize opportunities in both the Mainland U.S. and Asia-Pacific markets and for government sponsored organizations to take advantage of Maui’s unique geography, location and climate to conduct advanced research in fields such as astronomy, defense and renewable energy.

On November 9, 1984, the Maui Economic Development Board, a Hawaii non-profit corporation (“MEDB”), filed a petition with the Commission to reclassify approximately 300 acres of land identified by Tax Map Key No. (2) 2-2-02:42 (por.) from the State Agricultural District to the State Urban District. MEDB proposed to develop the Park as a low-rise, low density facility that would have businesses engaged in technology and research activities or in necessary support activities. MEDB proposed to develop the Park in two (2) increments, with the first increment comprised of approximately 150 acres, to be developed within 5 years of the Commission’s approval (“the First Increment”), and the second increment, comprised of approximately 150 acres, to be developed within 10 to 15 years of the Commission’s approval (“the Second Increment”).

On July 15, 1985, in Docket No. A84-585, the Commission entered its Findings of Fact, Conclusions of Law and Decision and Order. The Commission found by a preponderance of the evidence that reclassification of the property from the Agricultural District to the Urban District conformed to the State Land Use Urban District regulations and determined that incremental redistricting was reasonable and warranted under the circumstances. The Commission granted MEDB's Petition for District Boundary Amendment, reclassifying the First Increment from the Agricultural District to the Urban District subject to various conditions. The Commission further determined that the Second Increment would be reclassified from the Agricultural District to the Urban District upon a prima facie showing by MEDB of substantial completion of the off-site and on-site improvements within the First Increment.

On February 25, 1986, pursuant to MEDB's Motion to Modify the Commission's Decision and Order, the Commission, in its Amended Findings of Fact, Conclusions of Law and Decision and Order, granted MEDB's motion which proposed to switch the location of the two 150 acre increments described hereinabove. The Commission referenced the modified increments as the "new First Increment" and the "new Second Increment".

Development activity at the Park over the last two decades, however, has occurred at a significantly slower rate than initially expected. Since its inception in the late 1980's, the MRTP is only at approximately 10 percent build-out, with 11 lots sold and approximately 175,000 square feet of structures in five (5) buildings. The reasons for this relatively slow pace of development can be attributed largely to a restrictive set of allowable land uses, a minimum lot size that has been too large for many potential users, and the lack of a cohesive vision for development of the Park that could be readily articulated to prospective buyers. Today, everyone working in the Park commutes from elsewhere on the island, since the development has no

housing, few support services and no amenities. Over 20 years have passed since the original controlling documents for the development have been updated, and during this time best practices in planning, land development and strategies for economic development through diversification have changed dramatically. The development plan for MRTP needs to conform to current state-of-the-art practices in modern, successful employment centers in order to achieve the goals originally envisioned for the Park and to deliver the economic development benefits needed by the Maui community.

The Petitioner has prepared an updated, long-range master plan for these lands (the “Master Plan Update”), which incorporates current best practices in order to help the Park realize its full potential. The Master Plan Update provides a cohesive vision and approach for the long-term development of these lands in a more efficient, economical and environmentally sustainable manner consistent with nationally recognized best planning practices. The overarching purpose of the Master Plan Update is to better position the Park to attract technology and other “knowledge-based industries”¹ by incorporating a broader range of supporting land uses – including employee resident housing, civic, business, and commercial services – and by offering a greater diversity of commercial lot sizes to attract a more diverse cross-section of the knowledge-based industry portfolio. The Petitioner’s request is necessary to implement the Master Plan Update.

This request is submitted pursuant to Section 205-4 of the Hawaii Revised Statutes (“HRS”), the Land Use Commission Rules of the State of Hawaii found in Title 15,

¹ Industries characterized by highly-skilled workers in science and research, information technology, education, healthcare and medicine, manufacturing and professional services and similarly related knowledge-based organizations.

Subtitle 3, Chapter 15 of the Hawaii Administrative Rules (“HAR”), and the attached Petition in Support of District Boundary Amendment (“Petition”).

PETITION IN SUPPORT OF DISTRICT BOUNDARY AMENDMENT

II. STANDING

Petitioner is the owner in fee simple of Tax Map Key Nos. (2) 2-2-024:016 and 017, which consists of approximately 129.207 acres. See Exhibit “1”. Haleakala Ranch Company (“Haleakala Ranch”) is the owner of Tax Map Key No. (2) 2-2-002:54 (por.) which consists of approximately 123.843 acres. The total acreage of the foregoing parcels is 253.05 acres (“the Petition Area”). The Petition Area plus 157.887 acres already designated Urban and owned by multiple parties and a 20.936 acre parcel that will remain in agriculture comprise the 431.873 acre MRTP and are the subject of the Master Plan Update.

Haleakala Ranch has given written authorization to Petitioner to file the Petition pursuant to HAR § 15-15-50(c)(5)(B). See Exhibit “2”. Coupled with the written authorization from Haleakala Ranch, Petitioner has the requisite standing to file this Petition pursuant to HRS § 205-4(a) and HAR § 15-15-46(3).

III. AUTHORIZED REPRESENTATIVES

Mr. Blaine J. Kobayashi, and the law firm of CARLSMITH BALL LLP, have been appointed to represent Petitioner pursuant to HAR § 15-15-35(b). See Exhibit “3”. Petitioner’s principal place of business is 1300 North Holopono, Suite 201, Kihei, Maui, Hawaii 96753.

Pursuant to HAR § 15-15-50(c)(2), all correspondence and communications in regard to this Petition shall be addressed to, and served upon, Mr. Blaine J. Kobayashi,

CARLSMITH BALL, LLP, One Main Plaza, Suite 400, 2200 Main Street, Wailuku, Hawaii 96793, and Mr. Mike Summers of Chris Hart & Partners, Inc., 115 North Market Street, Wailuku, Maui, Hawaii 96793.

IV. AUTHORITY FOR RELIEF SOUGHT

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

V. DESCRIPTION OF THE PETITION AREA

The Petition Area is located in Kihei, Maui, Hawaii, and consists of approximately 253.05 acres, inclusive of all existing easements, and is identified by Tax Map Key Nos. (2) 2-2-024:016, 017, and (2) 2-2-002:54 (por.).

A location map and tax parcel map of the Petition Area are attached to this Petition as **Exhibits “4” and “5”**, respectively. Additional details and description of the Petition Area and the proposed development are contained in Petitioner’s Environmental Impact Statement Preparation Notice (“EISPN”) attached hereto as **Exhibit “6”**.

VI. RECLASSIFICATION SOUGHT AND PRESENT USE OF THE PETITION AREA

Petitioner is respectfully requesting that the Commission amend the present classification of the Petition Area from the Agricultural District to the Urban District. The Petition Area is presently located entirely in the Agricultural District (See Exhibit “7”). Although a portion of this area (Parcels 16 and 17) was approved by the Commission for incremental redistricting in the mid-1980’s, the Petitioner believes it is in the best interests of the Park, and by extension the Maui community, to reclassify these lands all at once now rather than defer reclassification until substantial improvements have been made to the First Increment, as

stipulated in the 1986 Amended D&O. Incremental redistricting was appropriate at the time of the original petition, since the Park was originally envisioned as a single-use large-lot development. In contrast, the Master Plan Update envisions a vibrant mixed-use development, with a wide range of complementary uses that will create considerable synergies. Such mixed-use synergies can only be achieved, however, if all of the various uses are able to be developed in a cohesive manner that can occur more or less concurrently, as opposed to sequentially.

The Master Plan Update proposes that the Petition Area be used for large-scale knowledge-based industry development and resident housing. As shown on the Petitioner's plans, from the Petition Area inwards towards the proposed Village Center, the Master Plan Update proposes the creation of smaller lots and a higher density pattern of development. Such a development pattern will accommodate a greater diversity of potential users, ranging from small start-up businesses to corporate or institutional campuses. The proposed reclassification will allow the Petitioner to better respond to market conditions and will present a cohesive, synergistic development plan for the Park that will significantly enhance absorption and usage, without the risk of multi-year delays to obtain land use entitlements that would negatively impact potential opportunities and impair the Park's ability to achieve its stated mission.

The Petition Area is undeveloped. The Petition Area was previously and is currently used for passive agricultural purposes, specifically grazing for cattle ranching.

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

HAR § 15-15-18 sets forth the standards used by the Commission for determining urban district boundaries. The proposed reclassification of the Petition Area from the Agricultural District to the Urban District conforms to those standards. A more detailed and

comprehensive analysis of the Petition Area's conformance to the Urban District standards will be provided in Petitioner's Environmental Impact Statement ("EIS").

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

The Petition Area is located immediately adjacent to existing commercial uses in the Park, which comprise a major employment center for the island. Along the project's western boundary are the Elleair golf course and the Hokulani residential subdivision. Across Piilani Highway, and within close proximity of the Petition Area, is an intermediate and elementary school, the South Maui Community Park, Kihei Aquatic Center, Kihei Community Center, Piilani Shopping Center, and a variety of business and commercial services, along with single-family and multi-family residential development.

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

The Petition Area is located in an existing center of trading and employment, specifically the MRTP, which is home to such prominent employers as Boeing, Textron and the U.S. Air Force who currently employ approximately 400 people in a variety of high technology and supporting industries. The project area is also located within close proximity to one of three commercial nodes located in central Kihei. The Piilani Shopping Center, Azeka Plaza, and Lokelani Intermediate School, along with numerous professional and business services are all located a short distance from the Petition Area and generate substantial employment. In addition, the Kihei-Makena Community Plan and the recently completed draft Maui Island Plan envision the MRTP, including the Petition Area, becoming an even larger and more important regional employment center for the island.

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

Basic public services and facilities, such as transportation systems, sewer, water, drainage and public utility hook-ups are available in close proximity to the Petition Area. All of the drainage improvements for the proposed development will comply with County of Maui standards. The County of Maui currently provides solid waste disposal service to single-family residences in the area. The Petition Area is also adjacent to Piilani Highway, a major roadway serving the general Kihei area. Lipoa Parkway provides direct access from the MRTTP to nearby shopping, schools, and business and commercial services west of Piilani Highway.

The Petition Area's soil conditions, topography, and proximity to existing infrastructure make it a suitable location for the proposed development. Details concerning the preliminary engineering and drainage analyses conducted for the proposed development will be included in Petitioner's EIS. Schools and several parks are located in close proximity to the Petition Area, such as the three (3) Kamaole Beach Parks, Charley Young Park, Kalama Park and South Maui Community Park. Other recreational facilities include the Kihei Aquatic Center and the Kenolio Recreational Complex, both a short distance from the Petition Area. It should also be noted that the proposed development will include a number of open space and park areas, which will enhance the availability of recreational opportunities and will help to mitigate vehicular traffic to and from the subject property for recreational purposes.

The State Department of Education's public school system in the Kihei region include Kahului, Kamalii, Kihei, Lihikai, and Pomaikai Elementary Schools (Grades K to 5), Lokelani and Maui Waena Intermediate Schools (Grades 6 to 8) and Maui and Kihei PC High Schools (Grades 9 to 12). The Kihei Charter School provides K-12 classes within close

proximity of the project site at Azeka Plaza. The future Kihei High School is proposed for development adjacent to the northwestern boundary of the subject property, along Piilani Highway, and the State Department of Education is preparing and processing an Environmental Impact Statement for this development. Once developed, the Petition Area will be within walking distance of an elementary, intermediate and high school. In addition, project plans propose public and/or private educational facilities within the project site to mitigate demand generated by the project's development.

Police protection for the Kihei area is provided by the Maui County Police Department, with the existing Kihei Station located approximately 2.5 miles from the Petition Area. In addition, a new region-serving police station is planned approximately 1 mile south of the project site on the mauka side of Piilani Highway. Likewise, fire protection for the Kihei area, which encompasses fire prevention, suppression, rescue, and emergency services, is provided by the Maui County Fire Department, with the Kihei Fire Station located at 11 Waimahaihai Street, approximately 1 mile from the Petition Area. The proposed development will not result in any extension of the existing service area limits for these emergency services.

4. Sufficient reserve areas for foreseeable urban growth.

The Master Plan Update addresses a total of approximately 431.873 acres. Significantly, all of the Master Plan Update lands are community plan designated Project District 6, "Research & Technology Park" except for Parcel 17, which is designated Public/Quasi-Public. Of the total 431.873 acres, approximately 157.887 acres are designated Urban and 273.986 acres Agricultural. The Petition Area comprises 253.05 acres of the lands currently designated Agricultural. The MRTP's overarching purpose is to spur research and technology and other knowledge-based industry development on Maui. The previous master plan has had limited

success in accomplishing this mission; and a new approach is necessary if the Park is to achieve the community's economic development goals.

The earlier Park vision was that of a single-use large-lot campus with strict controls over the types of uses allowed within the Park. This approach has made it prohibitively expensive for many high technology-based businesses to locate in the Park. Moreover, strict zoning controls have limited the availability of support services for businesses and employees. Extensive study by the Petitioner of successful research and technology parks on the mainland has shown that technology and other knowledge-based industries are attracted to locations offering not only office and lab space, but also support services and amenities, including a mix of housing opportunities for employees, commercial, retail, and professional services, parks and open space. These types of development patterns reduce commuting, decrease the cost of doing business, energize communities, and facilitate a greater sense of place and quality of life.

In keeping with the key success factors identified at prominent mainland parks, the Master Plan Update proposes a mixed-use village center and residential and civic components to complement existing and future technology and other knowledge-based industry development. In addition, a greater diversity of lots will be made available, ranging from small lots and commercial spaces for start-ups to very large parcels for large institutional and corporate users.

The Petition Area will be utilized for these residential, commercial, technology, and other knowledge-based industry uses in accordance with the draft Maui Island Plan. Redistricting the entire Petition Area at this time will allow the Petitioner to react more quickly to market forces and meet demand as it arises, without the risk of significant delays associated with incremental redistricting.

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

The Petition Area slopes in a westerly direction with an average slope of four (4) percent, ranging from three (3) to five (5) percent across the site. Elevations at the Petition Area range from approximately 130 feet to 267 feet.

As indicated by the Flood Insurance Rate Map, the Petition Area is located within Zone X, which is outside of any flood hazard (See EISPN, Figure 9). The Petition Area is not subject to tsunami, unstable soil conditions or other adverse environmental effects which would render it unsuitable or inappropriate for the proposed development.

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

As reflected on the State Land Use Classification map, the Petition Area is adjacent to areas which are already designated “Urban”. In addition, the Petition Area itself is within the draft Maui Island Plan’s urban growth boundary and is also designated by the Kihei-Makena Community Plan for urban use, i.e. “Project District 6, “Research & Technology Park District” (Parcels 16 and 54) and Public/Quasi-Public (Parcel 17)”. Petitioner will be filing a community plan amendment to change these designations to “Kihei Research & Technology Park District”. Concurrently with the filing of the community plan amendment, changes will be made to Maui County Code Title 19.33, “Kihei Research & Technology Park District” to allow for mixed-use development within the Park, in accordance with the Master Plan Update and an accompanying form-based development code.

As noted under Standard No. 2 above, the Petition Area is contiguous to existing urban areas, including existing developed portions of the Maui Research and Technology Park,

the Elleair golf course and the Hokulani residential subdivision. In addition, the future South Maui High School is proposed on lands adjacent to the project's northwestern boundary. Just west of the Petition Area, across Piilani Highway, are commercial, civic, and residential developments within central Kihei.

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

Given the "Project District 6" designation of the MRTP by the Kihei-Makena Community Plan and the placement of the project area within an urban growth boundary by the draft Maui Island Plan, the Petition Area is in an appropriate location for new urban concentration and growth. Both of these plans envision the MRTP becoming an even larger employment center, and with existing infrastructure and public facilities in close proximity, balancing employment with housing and services is a central tenet of smart growth.

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

While Petitioner believes the Petition Area conforms with the standards in paragraphs (1) to (5) of HAR § 15-15-18, it is significant to note that the Petition Area is immediately adjacent to existing urban development such as the MRTP and other residential subdivisions in the immediate area. Because of the Petition Area's proximity to existing and planned urban development, the projected demand for additional housing in the area, the number of jobs directly and indirectly created by the Park, any potential impact to agriculture is significantly outweighed. This is especially true since the Petition Area is poorly suited to

agriculture, and considerable agricultural land remains available on the island of Maui and in South Maui to support the growth of diversified agriculture.

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

Urbanization of the Petition Area will not contribute to scattered spot urban development. The Petition Area is located adjacent to, and will become part of, the existing urban uses in the MRTP and other residential subdivisions in the area.

The proposed development will not necessitate unreasonable public investment in infrastructure facilities or public services. Petitioner will be engaging in infrastructure improvements to mitigate any potential impacts of the proposed development. These infrastructure improvements will be detailed in Petitioner's EIS.

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

The Petition Area is characterized by an average slope of four (4) percent.

VII. PETITIONER'S PETITION AREA INTEREST

Petitioner is the owner in fee simple of Tax Map Key Nos. (2) 2-2-024:016 and 017, which consists of approximately 129.207 acres. Haleakala Ranch is the owner of Tax Map Key No. (2) 2-2-002:54 (por.) which consists of approximately 123.843 acres. Haleakala Ranch has authorized Petitioner to file the Petition.

VIII. PROPOSED DEVELOPMENT

Petitioner proposes to develop the Petition Area into an attractive residential and commercial development which will strengthen and complement the existing commercial uses in the MRTP. In connection with the development of the Petition Area, Petitioner also seeks to update the master plan for the Park by transforming it into an integrated and vibrant mixed-use community focused around a knowledge-based industry employment base.

As reflected in the overall concept diagram (See Exhibit No. 8), the Petition Area will include residential, civic and commercial components, and will also include significant areas of open space and parks. In accordance with the Kihei-Makena Community Plan and draft Maui Island Plan, the MRTP is to serve the island as a major knowledge-based industry employment center for the foreseeable future. The Master Plan Update proposes to strengthen the Park's position as an attractive location for technology and other knowledge-based industry development by incorporating resident housing, civic, commercial and personal services in a manner that creates a more complete, integrated community. The Master Plan Update also proposes more design flexibility so that smaller lots and commercial spaces can be offered to complement larger subdivided lots in order to attract a more diverse range of potential users. A more detailed description of the proposed development will be discussed in Petitioner's EIS.

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

The proposed development will include workforce housing units as required by the County's Residential Workforce Housing Ordinance.

The long-term implementation of the project will be done in accordance with the plans presented in the Master Plan Update. Development programming will be subject to market conditions, and it is envisioned that the ultimate build-out of the project will occur over a period of years.

IX. PETITIONER'S FINANCIAL CONDITION

Pre-development financing has been identified and secured. Once necessary entitlements are in place, development will be financed by a combination of sales of entitled, master-planned parcels and construction financing.

X. DESCRIPTION OF THE PETITION AREA AND SURROUNDING AREAS

The Petition Area is currently vacant and was previously and currently used for passive agricultural purposes, specifically grazing for cattle ranching. The Petition Area is located adjacent to existing commercial development found in the MRTP, and a number of residential subdivisions in close proximity. A more detailed description of the Petition Area and surrounding areas will be included in Petitioner's EIS.

As indicated by the Flood Insurance Rate Map for the County of Maui, the Petition Area is located within Zone X, which is outside of any flood area according to the Federal Emergency Management Agency.

The Petition Area is listed as "Unclassified" according to the Agricultural Lands of Importance to the State of Hawaii (ALISH) map as shown on Figure 10 of the EISPN.

The University of Hawaii Land Study Bureau's Detailed Classification has classified the productivity of the land underlying the proposed project site as "E" as shown on Figure 11 of the EISPN.

This classification system rates lands on a scale of “A” to “E,” reflecting land productivity characteristics. Lands designated “A” are considered to be of highest productivity, with “E” rated lands ranked the lowest.

More specifically, the soil underlying the Petition Area is Waiakoa extremely stony silty clay, which is characterized by medium runoff and severe erosion hazard.

XI. IMPACTS OF THE PROPOSED DEVELOPMENT ON THE ENVIRONMENT

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

A. Environment.

The Petitioner’s EIS will document potential impacts to the environment that may arise from the proposed development. It can be reasonably anticipated that while air quality and noise levels will be impacted to a certain extent during the course of development such as exhaust emissions from on-site construction equipment, construction vehicle traffic, and construction noise, the impact will be short-term. In addition, best management practices that include performing construction-related activities in strict compliance with all applicable air and noise regulations will mitigate any temporary impacts.

B. Flora and Fauna.

Botanical and Faunal Surveys were conducted for the MRTP site in October 2008 and are incorporated into the Petitioner’s EISPN (See EISPN, Appendix C). The project site

was originally populated with dry native forest/scrubland plant species. These species have gradually diminished over the past 150 years as the area was used for grazing. Introduced Axis deer and human-resultant fires have further reduced the native plant population.

The site is now dominated by two (2) non-native species: *kiawe* trees and buffelgrass. A total of 14 species were noted during site surveys, of which two (2) were native to the Hawaiian Islands: *'ilima* and *'uhaloa*.

Three (3) mammalian species were noted in the report: cattle, Axis deer, and feral cats. Fourteen non-native bird species were recorded as well. Using sight survey and a bat listening device, the report found no evidence of the native hoary bat; neither was there evidence of Blackburn's sphinx moth. The Survey report recommends that native plant species on-site be incorporated into landscape design and that some standard measures are taken regarding seabirds.

C. Groundwater or Other Resources.

There are no wetlands in the vicinity of the Petition Area.

D. Scenic Resources.

The scenic resources of the Petition Area are characterized by views to the Pacific Ocean and the island of Kahoolawe to the west, and Mount Haleakala to the east. The potential impact to scenic resources will be evaluated during the preparation of the Petitioners EIS.

E. Agriculture.

While approximately 253.05 acres of land would be removed from the Agricultural District, it represents a minor portion of the total amount of acres within the Agriculture District on the island of Maui. Further, the land being removed is poorly suited to agriculture as is demonstrated by the poor suitability ratings of the Land Study Bureau and

ALISH rating systems (See EISPN, Figure Nos. 10 and 11). Given the Petition Area's proximity to existing commercial and residential uses and the poor quality of the soil, agricultural use was not deemed feasible or appropriate. Further details concerning the proposed development's impact on agriculture will be included in Petitioner's EIS.

F. Recreational Resources.

In addition to the numerous recreational resources in the area, Petitioner's proposed development will include significant areas of open space and parks, which will provide additional recreational opportunities for the proposed development and general area. Further details concerning the proposed development's impact on recreational resources will be included in Petitioner's EIS.

G. Culture and History.

The Petition Area has been used for grazing purposes for approximately 150 years. There are no known native Hawaiian cultural practices occurring on the Petition Area.

A comprehensive analysis and details concerning the culture, history and archaeological resources of the Petition Area is included in the Petitioner's EISPN (See EISPN, Appendices D and E).

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

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

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

Access to the proposed development will be provided from Lipoa Parkway, a two-lane, two-way road that connects to Piilani Highway, which is the primary arterial roadway in South Maui.

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

The Petition Area is located in close proximity to central Kihei, which comprises numerous commercial and residential subdivisions. The proposed development is located in an area proximate to urbanized lands, including the MRTP and nearby residential communities.

XIV. ECONOMIC IMPACTS OF THE PROPOSED RECLASSIFICATION OR DEVELOPMENT

Currently, companies and projects located within the MRTP earn an estimated \$150 Million in revenue and provide employment for approximately 400 people. The state-of-the-art Master Plan Update for the Petition Area is expected to accelerate additional development of diversified employment in technology and other knowledge-based industries. Petitioner's EIS will provide in greater detail the allocation of the different land uses proposed in the Master Plan Update.

On a short-term basis, the proposed development will have a direct beneficial impact on the local economy through construction and construction-related employment. Over the long term, additional development within the Park will significantly increase employment in technology and other knowledge-based industries on Maui. Greater details regarding the

proposed development's economic impacts will be provided as such information becomes available through studies conducted in connection with preparation of Petitioner's EIS.

The proposed development will have minimal impact in terms of agriculture. Given the Petition Area's location in close proximity to existing commercial and residential areas, the availability of substantial agricultural lands on the island with soils better suited for agriculture, and the continuing demand for housing, agricultural use by the Petitioner was not deemed practical or appropriate. The conversion of agricultural lands to urban uses is prudent and reasonable given the Petition Area's location and because County plans propose these lands for urban development.

XV. HOUSING NEEDS

According to the draft Maui Island Plan, there will be a demand for an additional 34,637 housing units on Maui through 2030. Of these units, approximately 11,154 are expected to be built on lands not currently entitled for urban development. The proposed development will provide purchasers with opportunities to purchase a residential unit within close proximity to a major employment center. This will help alleviate the forecasted supply-and-demand pressures on Maui's housing market by bringing additional housing products and opportunities to the market, while also minimizing the traffic impacts typically associated with new development. Additional details concerning housing needs will be provided through consultant studies prepared in connection with Petitioner's EIS. Petitioner will work closely with the County of Maui Department of Housing and Human Concerns regarding the workforce housing requirements and policies as they pertain to the proposed development.

XVI. NEED FOR RECLASSIFICATION

Reclassification of the Petition Area from its current “Agricultural” designation to “Urban” designation is necessary in order for Petitioner to develop the Petition Area. While the Kihei-Makena Community Plan designates the Petition Area for urban use, the current designation’s development standards are not consistent with the mix of uses and development pattern proposed in the Petitioner’s Master Plan Update. Therefore, Petitioner will be filing separate Change in Zoning and Community Plan Amendment applications with the Maui Planning Commission, with final action to be taken by the Maui County Council. Approval of these applications, in combination with reclassification to “Urban” designation, will allow for the Petition Area to be developed in accordance with the Master Plan Update and for the Park to achieve its longstanding objectives.

XVII. CONFORMANCE WITH THE HAWAII STATE PLAN

The Hawaii State Plan, found in HRS § 226, is a comprehensive guide for the future long-range development of the State. Among other things, the Hawaii State Plan’s purposes are to identify the goals, objectives, policies, and priorities for the State, provide a basis for allocating limited resources, and improve coordination between federal, state, and county agencies. A detailed discussion of the proposed development’s conformance with the Hawaii State Plan is included in Petitioner’s EISPN, and will also be included in Petitioner’s EIS.

A. Goals of the Hawaii State Plan

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

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

B. Objectives and Policies of the Hawaii State Plan

The Hawaii State Plan also provides numerous objectives and policies for the State. Petitioner’s EIS will detail the Petition Area’s consistency with the Hawaii State Plan’s Objectives and Policies.

XVIII. CONFORMANCE WITH THE COASTAL ZONE MANAGEMENT PROGRAM

Hawaii’s Coastal Zone Management Program (“CZM”), found in HRS § 205A, establishes numerous objectives, policies, and standards to guide and regulate public and private uses in the coastal zone management area. A preliminary discussion of the Master Plan Update’s conformance to the CZM is included in Petitioner’s EISPN. A more detailed discussion will be included in Petitioner’s EIS. Although the Petition Area involved in this Petition is not located within the County of Maui’s Special Management Area (“SMA”), the proposed development’s relationship to the following applicable CZM considerations have nevertheless been reviewed and assessed:

A. Recreational Resources

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

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

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

Analysis. The proposed development will not affect coastal zone recreational opportunities. Accessibility to shoreline areas will not be impacted by the proposed development. Additional recreational opportunities will be provided by open spaces and parks, which will form a part of the proposed development.

B. Historic Resources

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

1. Identify and analyze significant archaeological resources;
2. Maximize information retention through preservation of remains and artifacts or salvage operations; and

3. Support state goals for protection, restoration, interpretation, and display of historic resources.

Analysis. The proposed development is not anticipated to adversely affect significant historic or archaeological resources. An archaeological inventory survey of the Petition Area was prepared in September 2008 and is incorporated into the Petitioner's EISPN as Appendix D. A total of five (5) sites were found on the Petition Area, specifically three (3) sites on Parcel 17 and two (2) sites on the portion of Parcel 54. All of the sites have been assessed as significant under Criterion D of the State and National Register of Historic Places. The Petitioner's EIS will more fully assess the potential for impacts to archaeological and cultural resources resulting from the development.

C. Scenic and Open Space Resources

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

The policies to achieve this objective are as follows:

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

Analysis. The proposed development is not anticipated to adversely impact scenic or open space resources. The proposed development will not affect public views to and along the shoreline. The Petitioner's EIS will more fully assess the potential for scenic and opens space resource impacts resulting from the development.

D. Coastal Ecosystems

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

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

Analysis. Petitioner will ensure that appropriate erosion control measures are implemented during construction of the proposed development to prevent significant impacts upon coastal water ecosystems. It is anticipated that there will be no adverse impacts to adjoining downstream properties, and best management practices will be implemented as part of site construction work occurring on the Petition Area. The completion of the proposed

development will not significantly disrupt or impact coastal ecosystems. Appropriate engineering and drainage studies will be included in Petitioner's EIS.

E. Economic Uses

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

1. Concentrate coastal dependent development in appropriate areas;
2. Ensure that coastal dependent development such as harbors and ports, and coastal related development such as visitor facilities and energy generating facilities, are located, designed, and constructed to minimize adverse social, visual, and environmental impacts in the coastal zone management area; and
3. Direct the location and expansion of coastal dependent developments to areas presently designated and used for such developments and permit reasonable long term growth at such areas, and permit coastal dependent development outside of presently designated areas when:
 - i) Use of presently designated locations is not feasible;
 - ii) Adverse environmental effects are minimized; and
 - iii) The development is important to the State's economy.

Analysis. The proposed development is not a coastal dependent development.

No adverse economic impacts are anticipated to be generated as a result of the proposed development. The proposed development will benefit the local economy by creating short-term construction-related employment and longer-term operational-phase employment associated with

the MRTP. The economic impacts associated with the proposed development will be more thoroughly explored in Petitioner's EIS.

F. Coastal Hazards

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

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

Analysis. As previously stated, the Petition Area is located within Zone X, which is an area outside of any flood hazard. Moreover, tsunami inundation parameters do not apply to the proposed development. The proposed development is not located within an environmentally sensitive area which is subject to natural hazards. All drainage improvements will be designed in accordance with County standards to ensure no adverse impacts to downstream properties.

G. Managing Development

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

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

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

H. Public Participation

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

1. Maintain a public advisory body to identify coastal management problems and to provide policy advice and assistance to the coastal zone management program;
2. Disseminate information on coastal management issues by means of educational materials, published reports, staff contact, and public workshops for persons and

organizations concerned with coastal related issues, developments, and government activities;
and

3. Organize workshops, policy dialogues and site-specific mediations to respond to coastal issues and conflicts.

Analysis. Prior to filing of the Petition, numerous meetings and presentations were made to the Kihei Community Association, adjacent land owners, industry stakeholder groups, and government agencies during the Master Plan Update. In addition, ample additional opportunity for agency and public review of the proposed development will be provided through the various processes that are required before it can proceed.

I. Beach Protection

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

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

Analysis. The proposed development does not involve any construction work near the shoreline and will not have any effect on beaches in the region.

J. Marine Resources

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

1. Exercise an overall conservation ethic, and practice stewardship in the protection, use, and development of marine and coastal resources;
2. Assure that the use and development of marine and coastal resources are ecologically and environmentally sound and economically beneficial;
3. Coordinate the management of marine and coastal resources and activities management to improve effectiveness and efficiency;
4. Assert and articulate the interests of the State as a partner with federal agencies in the sound management of ocean resources within the United States exclusive economic zone;
5. Promote research, study, and understanding of ocean processes, marine life, and other ocean resources in order to acquire and inventory information necessary to understand how ocean development activities relate to and impact upon ocean and coastal resources; and
6. Encourage research and development of new, innovative technologies for exploring, using, or protecting marine and coastal resources.

Analysis. The proposed development is not anticipated to have any adverse effects upon marine and coastal resources. While the Petition Area is located in an inland area, and away from any marine or coastal resources, Petitioner will utilize appropriate best

management practices to ensure that construction and post-development runoff is appropriately handled pursuant to County drainage requirements.

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

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

A. General Plan

The General Plan of the County of Maui refers to a hierarchy of planning documents that together set forth future growth and policy direction in the County. The General Plan is comprised of the following documents: 1) County-wide Policy Plan; 2) Maui Island Plan; and 3) nine community plans.

The County-wide Policy Plan was adopted in March 2010 and is a broad policy document that identifies a vision for the future of Maui County. It establishes a set of guiding principles and provides comprehensive goals, objectives, policies and implementing actions that portray the desired direction of the County's future. The County-wide Policy Plan provides the policy framework for the development of the Maui Island Plan and nine Community Plans.

The Maui Island Plan functions as a regional plan and addresses the policies and issued that are not confined to just one community plan area, including regional systems such as transportation, utilities and growth management, for the Island of Maui. Together, the Island and Community Plans develop strategies with respect to population density, land use maps, land use regulations, transportation systems, public and community facility locations, water and sewage systems, visitor destinations, urban design and other matters related to development. The draft

Maui Island Plan was transmitted to the Maui County Council for adoption in October 2009.

The County Council has until October 2010 to adopt the Plan.

The Master Plan Update, and request for land use entitlements, must conform to the goals, policies and actions found in the General Plan.

B. County-wide Policy Plan

The County-wide Policy Plan establishes a list of county-wide goals, objectives, policies, and implementing actions related to the following core themes:

- Protect the Natural Environment
- Preserve Local Cultures and Traditions
- Improve Education
- Strengthen Social and Healthcare Services
- Expand Housing Opportunities for Residents
- Strengthen the Local Economy
- Improve Parks and Public Facilities
- Diversify Transportation Options
- Improve Physical Infrastructure
- Promote Sustainable Land Use and Growth Management
- Strive for Good Governance

Analysis. The Petitioner's EIS will provide a comprehensive discussion of the project's conformance to the County-wide Policy Plan's themes and associated goals, policies and actions.

C. Maui Island Plan

The Maui Island Plan serves as the regional plan for the Island of Maui. The Plan is comprised of the following ten elements: 1) Population; 2) Heritage Resources; 3) Natural Hazards; 4) Economic Development; 5) Housing; 6) Infrastructure and Public Facilities; 7) Land Use; 8) Directed Growth Plan; 9) Long Range Implementation Plan; and 10) Monitoring and Evaluation. Each element contains goals, objectives, policies and implementing actions. The Directed Growth Plan identifies the location of future development through 2030. The Directed Growth Plan is intended to guide the location and general character of future urban development and will direct future zoning changes and guide the development of the County's short-term and long-term capital improvement plan budgets.

Analysis. The Maui County Council is currently reviewing the draft Maui Island Plan and has until October 2010 to complete its work. The MRTTP site is currently within the Plan's Urban Growth Boundary and the draft Plan envisions a mixed-use new town component being incorporated within the Park.

Petitioner's EIS will analyze the proposed development's consistency with the Maui Island Plan's goals, objectives and strategies.

D. Kihei-Makena Community Plan

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

The purpose of the community plan is to provide a relatively detailed agenda for implementing the objectives and policies of the General Plan. Included within the community

plans are the desired sequence, patterns, and characteristics of future developments for the particular region, as well as statements of standards and principles with respect to development and sequencing of future developments.

The Kihei-Makena Community Plan's current designation of the Petition Area is "Project District 6, "Research & Technology Park" and "Public/Quasi-Public," which does not allow for the development in the form being proposed. Petitioner will therefore be filing an application for a Community Plan Amendment with the Maui Planning Department for processing with the Maui Planning Commission and referral to the Maui County Council, seeking to amend the designation of the Petition Area from its current designations to an alternative designation that will allow for the proposed development. Since the proposed development involves a Community Plan Amendment, an EISPN has been prepared in accordance with HRS § 343.

Petitioner's EIS will analyze the proposed development's consistency with the Kihei-Makena Community Plan's goals, objectives, and policies.

E. County Zoning

The Petition Area is currently zoned "Agricultural" by Maui County zoning, which does not allow for the proposed development. As such, a separate Change in Zoning application will be filed with the Maui Planning Department for processing with the Maui Planning Commission and referral to the County Council for final action. The request will be to change the Petition Area's current zoning from "Agricultural" to "Maui County Code (MCC), Chapter 19.33 "Kihei Research and Technology Park District". Concurrently with the Change in Zoning application, amendments will be proposed to MCC Title 19.33 to allow for the proposed development.

XX. DEVELOPMENT OF THE PETITION AREA

Petitioner is committed to development of the Petition Area as described herein. Petitioner requests that the Commission reclassify the entire Petition Area at this time in order to (i) allow for the financing and development of onsite and offsite internal infrastructure necessary to support the Park to full build out, (ii) facilitate acceptance of the Park lands in the marketplace, (iii) enable the Park to achieve the critical mass necessary to generate the substantial synergies that are possible with a cohesive mixed-use development and (iv) allow the Park to accomplish its longstanding mission of providing meaningful economic and social benefits to the Maui community. Requiring Petitioner to come before the Commission again in order to secure approval for future increments would turn away potential users who would require certainty that the flexibility and variety of land uses and lot sizes that are an integral part of the Master Plan Update would be available to them if they were to buy land at the Park. Additionally, securing the necessary financing on terms necessary for development of the Park may be significantly compromised if there is uncertainty over future approvals of increments. Accordingly, Petitioner is requesting that the Commission reclassify the entire Petition Area at this time, as permitted under HAR 15-15-78 (a)(1). Although Petitioner is seeking reclassification of the entire Petition Area, in order to meet the filing requirements set forth under HAR 15-15-50(c)(19), an incremental development plan will also be prepared and discussed in Petitioner's EIS, and Petitioner will supplement this Petition accordingly.

XXI. HAWAIIAN CUSTOMARY AND TRADITIONAL RIGHTS

Petitioner is aware of, and sensitive to, the existence and practice of native Hawaiian customary and traditional rights that are protected by Article XII, section 7 of the Hawaii State Constitution. Based on research into the history of the area, there are no known

traditional gathering activities or cultural practices affecting the Petition Area. A detailed discussion and the cultural study for the Petition Area will be included in Petitioner's EIS.

XXII. WRITTEN COMMENTS FROM AGENCIES AND ORGANIZATIONS

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

XXIII. SERVICE OF PETITION

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

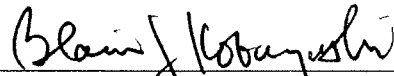
Copies of this Petition will be served upon the above-named parties. An affidavit of compliance with this section is attached as **Exhibit "9"**. In accordance with HAR § 15-15-48(b), copies of this Petition will also be served upon potential intervenors upon receipt of a notice of intent to intervene pursuant to LUC Rule § 15-15-52(b).

XXIV. CONCLUSION

The proposed development will result in a transformation from the current single-use research and technology park to an integrated and vibrant mixed-use community that will be focused around a regional knowledge industry employment base. The proposed development will offer a mix of resident housing opportunities, including affordable housing pursuant to County affordability requirements, and will also include commercial, civic, retail, and professional uses. Parks and open spaces will also be integrated into the proposed development. In providing the foregoing, the proposed development will enable the Park to achieve the established objectives that were originally envisioned by the Maui community.

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

DATED: Wailuku, Hawaii, June 23, 2010.



B. MARTIN LUNA
BLAINE J. KOBAYASHI

Attorneys for Petitioner
MAUI R&T PARTNERS, LLC

VERIFICATION

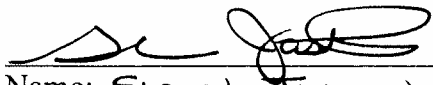
Michael B. Rosenfeld, being duly sworn on oath, deposes and says that he is the Manager of Maui Tech Associates, LLC, a Delaware limited liability company and the Administrative Member of MAUI R&T PARTNERS, LLC, a Delaware limited liability company (Petitioner), and is authorized to make this verification on behalf of the Petitioner; that he has read the foregoing Petition and knows the contents thereof; and that the same are true to the best of his knowledge, information and belief.

MAUI R&T PARTNERS, LLC,
a Delaware limited liability company

By: Maui Tech Associates, LLC
a Delaware limited liability company,
its Administrative Member

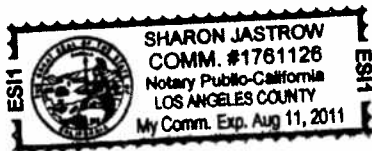
By: _____
Michael Rosenfeld
Manager

Subscribed and sworn (or affirmed) before
me this 14th day of June, 2010.


Name: Sharon Jastrow

Notary Public, State of California

My commission expires: August 11, 2011



CERTIFICATE OF SERVICE

I hereby certify that due service of a copy of the within document was made by depositing the same with the U. S. mail, postage prepaid, or by hand delivery, on June 23, 2010, addressed to:

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

BY MAIL

ABE MITSUDA
Planning Program Administrator
Office of Planning , Land Use Division
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Commerce & Economic Development Division
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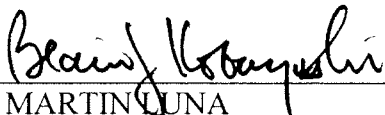
MAUI ELECTRIC COMPANY, LIMITED
Attention: Greg Kauhi
P. O. Box 398
Kahului, Maui, Hawaii 96733-6898

BY MAIL

HAWAIIAN TELCOM, INC.
Attention: Legal Department
P. O. Box 2200
Honolulu, Hawaii 96841

BY MAIL

DATED: Wailuku, Hawaii, June 23, 2010.


B. MARTINDUNA
BLAINE J. KOBAYASHI

Attorneys for Petitioner
MAUI R&T PARTNERS, LLC

Exhibit "1"

Deed for TMK Nos. (2) 2-2-024:016 and 017)



R-593
 STATE OF HAWAII
 BUREAU OF CONVEYANCES
 RECORDED
 NOV 27, 2007 10:00 AM
 Doc No(s) 2007-205871



/s/ CARL T. WATANABE
 REGISTRAR OF CONVEYANCES

25 3/8 29

CTax (30): \$15351.90

LAND COURT SYSTEM

✓/ REGULAR SYSTEM

Return by Mail Pickup To:

Kiefer Merchant & Garneau, LLC
 444 Hana Hwy., Ste. 204
 Kahului, HI 96732
 Attention: Rick Kiefer (871-9700)

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 FNTRC
 PK
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TITLE OF DOCUMENT:

WARRANTY DEED WITH RESERVATIONS AND COVENANTS

PARTIES TO DOCUMENT:

GRANTOR: HALEAKALA RANCH COMPANY, a Hawaii corporation

GRANTEE: MAUI R & T PARTNERS, LLC, a Delaware limited liability company
 1999 Avenue of the Stars, Suite 2850
 Los Angeles, CA 90067

TAX MAP KEY(S): Maui 2-2-24-14 (por.), -15, -16, -17 & -18

(This document consists of 25 pages.)

Exhibit "1"

WARRANTY DEED WITH RESERVATIONS AND COVENANTS

THIS WARRANTY DEED WITH RESERVATIONS AND COVENANTS is made this 20 day of November, 2007, by and between **HALEAKALA RANCH COMPANY**, a Hawaii corporation, hereinafter referred to as "Grantor", as grantor, and **MAUI R & T PARTNERS, LLC**, a Delaware limited liability company, whose address is 1999 Avenue of the Stars, Suite 2850, Los Angeles, CA 90067, as "Grantee," as grantee.

WITNESSETH:

That the Grantor, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00), in lawful money of the United States of America, and for other good and valuable consideration to the Grantor paid by the Grantee, the receipt whereof is hereby acknowledged, does hereby grant, bargain, sell and convey unto the Grantee, the property described in Exhibit "A" attached hereto and by reference made a part hereof, together with all other rights and interests described in said Exhibit "A", and the reversions, remainders, rents, issues and profits thereof, and all of the estate, right, title and interest of the Grantor, both at law and in equity, therein and thereto (the "Property").

TO HAVE AND TO HOLD the same, together with all improvements, rights, easements, privileges and appurtenances thereon and thereunto belonging or appertaining or held and enjoyed therewith, unto the Grantee as tenant in severalty, in fee simple, forever.

This conveyance is subject to the following reservations:

1. Agricultural Activities. Grantee acknowledges that agricultural activities on lands adjacent to or in the vicinity of the Property may from time to time discharge, emit, transmit, diffuse, and/or inflict noise, smoke, soot, dust, lights, noxious vapors, odors, pesticides, herbicides, and other substances, nuisances or phenomena of every description created by and/or resulting from burning, harvesting, fertilizing, weeding, watering, growing, planting, generating power, lighting, trucking, hauling, milling, and all other activities incidental to the operation of a cattle ranch or other agricultural activities. Grantee further acknowledges that the Hawaii Right To Farm Act (Chapter 165 of the Hawaii Revised Statutes) and Hawaii law limit the circumstances under which farming operations may be deemed to be a nuisance, and Grantee assumes all risks related thereto. The foregoing shall not, however, prevent Grantee from pursuing all remedies legally available to Grantee in the event of any violation of zoning or other legal restrictions on use upon such adjacent lands.

2. Reserved Right to Grant Utility and Access Easements and to Amend, Relocate or Delete Designated Easements to Reflect Improvements "As Built". Grantor

reserves to itself, and its successors and assigns the right to designate and to grant to the State of Hawaii, the County of Maui, Maui Electric Company, the Department of Water Supply of the County of Maui, Department of Public Works and Environmental Management of the County of Maui, Hawaiian Telecom, or any other appropriate governmental agency or to any public or private utility or other public or private person or entity, (a) non-exclusive easements for electrical, water, wastewater, gas, cable television, communications and other utility facilities and purposes over, under, along, across or through the "Roadway Lots", or those roadways proposed by Grantee to be constructed within the Property, and (b) non-exclusive easements for access, including vehicular, pedestrian, golf cart, and equestrian ingress and egress over the "Roadway Lots" (defined below) within the portions of the Property identified on Exhibit A as Lot 3-F (TMK (2) 2-2-24-17) of the Haleakala Greens Subdivision and Lot 3-C-1 (TMK (2) 2-2-24-14 (por.)) of the Haleakala Greens Subdivision, all of which easements may be in favor of Grantor's Lot 3-A-1-B (TMK (2) 2-2-2-54) of the Haleakala Greens Subdivision. Grantor further reserves the right to amend, modify, expand, relocate, or delete any easements that are currently designated on the Property for electrical, water, gas, cable television, communications, sewer, other utility purposes, or for drainage, access, or landscaping purposes, to the extent Grantor deems necessary in its reasonable discretion to accurately reflect the layout and location of any utility, drainage, access, landscaping or other improvements "as built". Grantor may exercise these reserved rights without the consent or joinder of Grantee, or of Grantee's successors and assigns, and easements granted by Grantor pursuant to this reservation may be on such terms and conditions as Grantor may reasonably determine, provided that Grantor shall provide Grantee a copy of any easement Grantor proposes to grant pursuant to this reservation at least fourteen days before executing and recording it. Grantee shall promptly upon Grantor's request and for no additional consideration, join in and execute such documents and instruments to effectuate such grants as may be reasonably requested by Grantor. Grantor's reserved rights in this paragraph may without Grantee's consent be assigned to Grantor's affiliates. Any provision of this paragraph notwithstanding, the foregoing reserved rights must be exercised by Grantor or its assigns in such manner as to not unreasonably interfere with the use of the Property by the Grantee, or Grantee's intended use of the Property, or the easement rights of others. Further, Grantee shall have the right, from time to time, to relocate any or all of such easements, at Grantee's expense, provided that such relocation shall not unreasonably interfere with the use of such easements by Grantor or any easement holder claiming by or through Grantor.

3. Required Width and Termination of Future Roadway Lots. In order to provide vehicular access from Piilani Highway to the land presently identified as Lot 3-A-1-B of the Haleakala Greens Subdivision (TMK (2) 2-2-2-54), Grantee hereby covenants and agrees that it will designate and subdivide roadway lots ("Roadway Lots") within Lots 3-F (TMK 2-2-24-17) and 3-C-1 (TMK 2-2-24-14 (por.)) that shall be no less than sixty four (64) feet in width, and that provide for direct access from Piilani Highway to a mutually acceptable location at the boundary between Lots 3-C-1 and Grantor's Lot 3-A-1-B (TMK (2) 2-2-2-54). Prior to selecting the location of the terminus for the future Roadway Lots, Grantee shall notify the Grantor of the planned location and cooperate with Grantor in selecting a terminus that is in a mutually acceptable

location and is consistent with both Grantor's and Grantee's future development plans. Upon the subdivision of the Roadway Lots, Grantee shall grant to Grantor an access and utility easement over those lots in substantially the form of the Grant of Access and Utility Easement between Grantor and Grantee that is recorded concurrently with this deed and that creates an access and utility easement over Lipoa Boulevard (Lot 8 of File Plan 2008) in favor of said Lot 3-A-1-B.

4. Flowage. Grantor reserves to itself and its successors and assigns an easement for the free flow and discharge over and onto the Property of surface water and run-off from Grantor's Lot 3-A-1-B, but only as such flow and discharge exists as of the date hereof, Grantor having no right to redirect or otherwise cause additional water from other lands to flow onto the Property.

AND the Grantor hereby covenants and agrees with the Grantee, as aforesaid, that the Grantor is lawfully seized in fee simple of the Property described in said Exhibit "A", and has good right and lawful authority to sell and convey the same as aforesaid; that the Property is free and clear of all encumbrances, subject, however, to the reservations, restrictions, and encumbrances contained herein and shown on said Exhibit "A", and that the Grantor will WARRANT AND DEFEND the same unto the Grantee as aforesaid, against the lawful claims and demands of all persons whomsoever, except as herein set forth.

AND, in consideration of the premises, the Grantee does hereby accept the Property conveyed hereby on the terms, conditions, covenants and restrictions contained herein, and Grantee does further acknowledge, covenant and agree that the Property is conveyed to Grantee "As Is, Where Is, and With All Faults," and except for the terms, conditions, covenants and restrictions contained herein and otherwise agreed to by Grantor in writing, Grantee is not relying on any representations or warranties of any kind whatsoever, whether oral or written, express, or implied, from Grantor, or any officer, employee, attorney, agent or broker of Grantor, as to any matter concerning the Property, or set forth, contained or addressed in any materials (including but not limited to the completeness thereof), including but not limited to: the condition of the soil, subsoil, surface or other physical condition of the Property; the existence or nonexistence of hazardous or toxic materials, wastes or substances or archaeological matters, including without limitation, access, and gathering rights, trails, fishing rights, burial sites and sites of religious significance; the fitness or suitability of the Property for any particular use or purpose; applicable restrictive covenants, governmental laws, rules, regulations, and limitations; the zoning, subdivision, use, density, location or development of the Property; the necessity or availability of any rezoning, zoning variances, conditional use permits, special management area permits, building permits, environmental impact statements and other governmental permits, approvals or acts; the physical condition of the Property, including, without limitation, the structural elements, if any, appurtenances, access, landscaping, and any electrical, mechanical, plumbing, sewage and utility systems, facilities and appliances; the Property's compliance with any building code, the Occupational Safety and Health Act, the Americans with Disabilities Act of 1990, as amended, and other laws, statutes, regulations or ordinances; the size, dimension, or topography of the Property, including

without limitation, any flood hazard area or tsunami inundation area, any surface, soil, geologic, drainage, flooding or groundwater conditions or other physical conditions and characteristics of or affecting the Property or adjoining land, such as aircraft overflight, traffic, drainage, flooding, erosion, air, water or minerals; the availability or adequacy of water, sewage, gas, electrical or other utilities serving the Property; its investment value or resale value; or any other matter. Except as specifically provided herein and otherwise agreed to by Grantor in writing, Grantee, for itself and its successors and assigns, assumes all risks regarding all aspects of the Property, and the condition thereof, known or unknown, including without limitation the matters described in this paragraph above, and forever, fully, and finally releases Grantor from claims or liability therefor.

AND GRANTEE acknowledges and agrees that Grantor owns and may in the future own lands adjacent to or nearby the Property hereby demised, the value of which lands are or may be maintained and enhanced by the use of the Property in accordance with the terms of this instrument. From and after the date hereof, each owner of the Property hereby demised, or any portion thereof, by taking title thereto, for itself and its successors and assigns, acknowledge and agree that Grantor, notwithstanding any lack of a legal property interest in the Property or any portion thereof, shall have "standing" in the legal sense to enforce the reservations, covenants, conditions, and restrictions of this instrument.

Each of the foregoing reservations, covenants, agreements, acknowledgments, waivers and releases shall constitute covenants running with the land. Each such covenant, agreement, acknowledgment, waiver and release shall be binding upon, and all references to "Grantee" shall mean and include, the Grantee and its successors and assigns, and all persons now or hereafter acquiring any right, title or interest in or to the Property (or any portion thereof) or occupying all or any portion of the Property. By accepting any right, title or interest in the Property (or any portion thereof) or by occupying all or any portion of the Property, each such person automatically shall be deemed to have made and agreed to, and shall be bound by, observe and be subject to, each of the foregoing covenants, agreements, acknowledgments, waivers and releases. The terms "Grantor" and "Grantee," wherever used herein, and any pronouns used in place thereof, shall mean and include the singular and the plural, and the use of any gender shall mean and include all genders.

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

IN WITNESS WHEREOF, the parties hereto have caused this Deed to be executed on the day and year first above written.

GRANTOR


HALEAKALA RANCH COMPANY

By 
Don Young
Its President

By 
J. Scott Meidell
Its Vice President

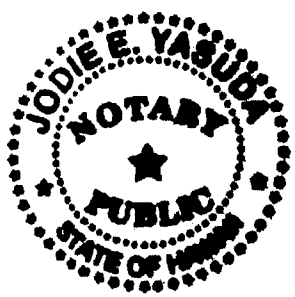
GRANTEE

MAUI R & T PARTNERS, LLC

By 
Michael Rosenfeld
Its Manager

STATE OF HAWAII)
)
COUNTY OF MAUI) SS.

On this 20th day of November, 2007, before me appeared DON YOUNG and J. SCOTT MEIDELL, satisfactorily proven to me, who, by me duly sworn, did say that they are the President and Vice President, respectively, of HALEAKALA RANCH COMPANY, a Hawaii corporation, and that the Instrument was signed on behalf of said corporation by authority of its Board of Directors, and the said officers acknowledged said instrument to be the free act and deed of said corporation.



Jodie E. Yasuda
Name: Jodie E. Yasuda
Notary Public, State of Hawaii
My commission expires: July 8, 2009

IN WITNESS WHEREOF, the parties hereto have caused this Deed to be executed on the day and year first above written.

GRANTOR

HALEAKALA RANCH COMPANY

By _____
Don Young
Its President

By _____
J. Scott Meidell
Its Vice President

GRANTEE

MAUI R & T PARTNERS, LLC

By _____
J. Stephen Goodfellow
Its Manager

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 26 day of NOVEMBER, 2007, before me personally appeared ✓ Stephen Goldfellow, to me personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Name: _____

Notary Public, State of Hawaii

Desiree A.P. Lopes
My Commission Expires 3-30-08

My commission expires: _____

LG.

STATE OF CALIFORNIA)
)
COUNTY OF)

On _____, 2007, before me,
_____, a Notary Public for the State of California,
personally appeared Michael Rosenfeld, personally known to me [or proved to me on
the basis of satisfactory evidence] to be the person whose name is subscribed to the
within instrument and acknowledged to me that he executed the same in his authorized
capacity, and that by his signature on the instrument the person, or the entity upon
behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary NOTARY STAMP
*****OPTIONAL SECTION*****

CAPACITY SIGNED BY SIGNER:

Though statute does not require the Notary to fill in the data below, doing so may prove
invaluable to persons relying on the document.

INDIVIDUAL(S) CORPORATE OFFICER(S)

title(s)
 PARTNER(S) ATTORNEY-IN-FACT
 TRUSTEE(S) SUBSCRIBING WITNESS
 GUARDIAN/CONSERVATOR OTHER:

SIGNER IS REPRESENTING (NAME OF PERSON(S) OR ENTITY(IES)):

***** OPTIONAL SECTION *****

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT: TITLE OR TYPE OF DOCUMENT:

NUMBER OF PAGES:

Though the data requested here is not
required by law, it could prevent
fraudulent reattachment of this form.

DATE OF DOCUMENT:
SIGNER(S) OTHER THAN NAMED
ABOVE:

Exhibit "A"

Parcel First: All of that certain parcel of land (being portion(s) of the land(s) described in and covered by Land Patent Grant Number 9325, Apana 1 to Haleakala Ranch Company) situate, lying and being at Waiohuli-Keokea, Makawao, Kula, Island and County of Maui, State of Hawaii, being Lot 3-C-1 of the Haleakala Greens Subdivision, more particularly described as follows:

Beginning at a point at the southwesterly corner of this lot, the coordinates of said point of beginning referred to Government Survey Traingulation Station "PUU-O-KALI" being: 8,023.35 feet North and 16,577.70 feet West and running by azimuths measured clockwise from True South:

1.	105°	40'	600.00	feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 13-B of Maui Research and Technology Park - Phase I/Increment I to a point;
2.	40°	00'	290.00	feet along same to a point;
3.	60°	40'	325.00	feet along same to a point;
4.	62°	46'	735.18	feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company being also along Lots 13-A and 13-B of Maui Research and Technology Park - Phase I/Increment I to a point;
5.	152°	46'	363.03	feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 1 of Haleakala Greens Subdivision to a point;
6.	180°	21'	1,180.00	feet along same to a point;
7.	222°	37' 15"	106.63	feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-F of Haleakala Greens Subdivision to a point;
8.	351°	00'	173.44	feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-C-2 of Haleakala Greens Subdivision to a point;
9.	321°	00'	174.23	feet along same to a point;
10.	284°	00'	97.63	feet along same to a point;
11.	226°	00'	113.25	feet along same to a point;
12.	246°	00'	216.19	feet along same to a point;
13.	226°	00'	104.08	feet along same to a point;
14.	174°	00'	133.43	feet along same to a point;

- | | | | | |
|-----|------|---------|----------|---|
| 15. | 154° | 00' | 180.12 | feet along same to a point; |
| 16. | 165° | 35' | 149.98 | feet along same to a point; |
| 17. | 255° | 35' | 618.14 | feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-A-1-B of Haleakala Greens Subdivision to a point; |
| 18. | 307° | 35' | 1,100.00 | feet along same to a point; |
| 19. | 9° | 07' 30" | 867.86 | feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-C-2 of Haleakala Greens Subdivision to the point of beginning and containing an Area of 58.288 Acres. |

TOGETHER, WITH, the following:

1. An Access Easement K-2 over and across a portion of Lot 13-B of Maui Research and Technology Park - Phase I/Increment I and being more particularly described as follows:

Beginning at a point at the northeasterly corner of this easement, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALP" being 7,695.45 feet North and 17,836.08 feet West and running by azimuths measured clockwise from True South:

- | | | | | | |
|----|---|-----|-----|--------|---|
| 1. | 346° | 36' | 50" | 47.73 | feet over and across a portion of Lot 13-B of Maui Research and Technology Park - Phase I/Increment I; |
| 2. | 350° | 58' | 40" | 197.42 | feet over and across same; |
| 3. | Thence along Lot 9-A (North Holopono Street) of Maui Research and Technology Park - Phase I/Increment I on a curve to the left with the point of curvature azimuth from the radial point being: 353° 08' 20", and the point of tangency azimuth from the radial point being: 146° 58' 40", having a radius of 90.00 feet, the chord azimuth and distance being: 70° 03' 30" 40.74 feet; | | | | |
| 4. | 170° | 58' | 40" | 203.62 | feet over and across a portion of Lot 13-B of Maui Research and Technology Park - Phase I/Increment I; |
| 5. | 166° | 36' | 50' | 36.34 | feet over and across same; |
| 6. | 242° | 46' | | 41.20 | feet along Lot 3-C-1 of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to the point of beginning and containing an Area of 0.221 Acres, more or less. |

2. Access and utility rights over and across Lot 9-A (North Holopono Street) of Maui Research and Technology Park - Phase I/Increment I.

3. Access and Utility rights over and across Lot 8 (Lipoa Parkway of Maui

Research and Technology Park - Phase I/Increment I (File Plan 2008).

4. Access and utility rights over and across Lot 4 (Lipoa Parkway) of Haleakala Greens Subdivision.

Parcel Second: All of that certain parcel of land situate on the easterly side of Piilani Highway F. A. P. No. RF-031-1 (5), at Waiohuli-Keokea (Kihei), County of Maui, State of Hawaii, being Lot 3-D of the subdivision of Lot 3 of the "Haleakala Greens Subdivision", same being portion of Grant 9325, Apana 1 to Haleakala Ranch Company, more particularly described as follows:

Beginning at a point at the southeasterly corner of this lot, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALI" being 5,613.10 feet North and 16,964.83 feet West and running by azimuths measured clockwise from True South:

- | | | | |
|----|-------------|----------|---|
| 1. | 99° 07' 30" | 2,117.02 | feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-E of Haleakala Greens Subdivision to a point; |
| 2. | 181° 25' | 363.24 | feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 2 of Haleakala Greens Subdivision to a point; |
| 3. | 256° 55' | 517.80 | feet along same to a point; |
| 4. | 198° 30' | 91.14 | feet along same to a point; |
| 5. | 285° 30' | 825.93 | feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-B of Haleakala Greens Subdivision to a point; |
| 6. | 282° 20' | 852.02 | feet along same to a point; |
| 7. | 9° 07' 30" | 506.20 | feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-A of Haleakala Greens Subdivision to the point of beginning and containing an area of 26.694 acres, more or less. |

TOGETHER WITH, the following:

1. A Roadway Access Easement over and across all of Lot 4 (Private Roadway Lot) of Haleakala Greens Subdivision, subject to Vehicular Access Restrictions from Piilani Highway, F. A. P. No. RF-031-1 (5) and being more particularly described as follows:

Beginning at a point at the southwesterly corner of this easement, being also the southwesterly corner of Lot 4 of Haleakala Greens Subdivision, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALI", being 6,291.97 feet North and 20,216.35 feet West and running by azimuths measured clockwise from True South:

- | | | | |
|----|--------------|--------|---|
| 1. | 170° 36' 30" | 458.05 | feet along the easterly side of Piilani Highway, F. A. P. No. RF-031-1 (5); |
|----|--------------|--------|---|

2. 80° 36' 30" 5.00 feet along same;
3. 170° 36' 30" 156.95 feet along same;
4. 305° 36' 30" 190.92 feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot A of Haleakala Greens Subdivision;
5. 350° 36' 30" 100.00 feet along same;
6. 260° 36' 30" 37.58 feet along same;
7. Thence along same on a curve to the left having a radius of 1,225.00 feet, the chord azimuth and distance being: 247° 30' 45" 555.12 feet;
8. Thence along same on a curve to the right having a radius of 1,071.94 feet, the chord azimuth and distance being: 261° 27' 30" 974.69 feet;
9. 288° 30' 287.03 feet along same;
10. 18° 30' 150.00 feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3 of Haleakala Greens Subdivision;
11. 108° 30' 287.03 feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 2 of Haleakala Greens Subdivision;
12. Thence along same on a curve to the left having a radius of 921.94 feet, the chord azimuth and distance being 81° 27' 30" 838.30 feet;
13. Thence along same on a curve to the right having a radius of 1,375.00 feet, the chord azimuth and distance being 67° 30' 45" 623.10 feet;
14. 80° 36' 30" 37.58 feet along same;
15. 350° 36' 30" 100.00 feet along same;
16. 35° 36' 30" 183.85 feet along same to the point of beginning and containing an area of 7.855 acres, more or less.

2. A Roadway Access and Utility Easement "C" (150-foot wide) over and across a portion of Grant 9325 Apana 1 to Haleakala Ranch Company being also over and across a portion of Lot 3-B of Haleakala Greens Subdivision and being more particularly described as follows:

Beginning at a point at the southwesterly corner of this easement, the azimuth and distance from the southwesterly corner of Lot 3-B of Haleakala Green Subdivision being 198° 30' 318.86 feet, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALI", being 6,817.99 feet North and 18,411.63 feet West and running by azimuths measured clockwise from True South:

1. 198° 30' 150.00 feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 4 (Private Roadway Lot) of Haleakala Green Subdivision;
2. 288° 30' 47.16 feet over and across a portion Grant 9325 Apana 1 to Haleakala Ranch Company, being also over and across Lot 3-B of Haleakala Greens Subdivision;
3. Thence over and across same on a curve to the left having a radius of 9,925.00 feet, the chord azimuth and distance being: 285° 15' 1,125.35 feet;
4. 282° 00' 430.22 feet over and across same;
5. 9° 07' 30" 150.19 feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-A of Haleakala Greens Subdivision;
6. 102° 00' 437.75 feet over and across a portion Grant 9325 Apana 1 to Haleakala Ranch Company, being also over and across a portion of Lot 3-B of Haleakala Greens Subdivision;
7. Thence over and across same on a curve to the right having a radius of 10,075.00 feet, the chord azimuth and distance being: 105° 15' 1,142.36 feet;
8. 108° 30' 47.16 feet over and across same to the point of beginning and containing an area of 5.563 acres or 242,343 square feet, more or less.

3. A Roadway Access and Utility Easement "D" (64-foot wide) over and across a portion of Grant 9325 Apana 1 to Haleakala Ranch Company being also over and across a portion of Lot 3-B of Haleakala Greens Subdivision and being more particularly described as follows:

Beginning at a point at the southwesterly corner of this easement, the azimuth and distance from the southwesterly corner of Lot 3-B of Haleakala Greens Subdivision being 385° 30' 395.25 feet, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALI", being 6,409.98 feet North and 18,131.94 feet West and running by azimuths measured clockwise from True South:

1. Over and across a portion of Grant 9325 Apana 1 to Haleakala Ranch Company, being also over and across a portion of Lot 3-B of Haleakala Greens Subdivision on a curve to the right having a radius of 1,177.00 feet, the chord azimuth and distance being: 192° 07' 47" 199.85 feet;
2. 197° 00' 75.63 feet over and across same;
3. Thence over and across same on a curve to the left having a radius of 30.00 feet, the chord azimuth and distance being: 151° 55' 04.75" 42.49 feet;

4. Thence over and across same and along the south side of Roadway and Utility Easement "C" of Haleakala Greens Subdivision on a curve to the left having a radius of 10,075.00 feet, the chord azimuth and distance being: 286° 29' 03.9" 123.64 feet;
5. Thence over and across a portion of Grant 9325 Apana 1 to Haleakala Ranch Company, being also over and across a portion of Lot 3-B of Haleakala Greens Subdivision on a curve to the left having a radius of 30.00 feet, the chord azimuth and distance being: 61° 33' 59.15" 42.10 feet;
6. 17° 00' 75.75 feet over and across same;
7. Thence over and across same on a curve to the left having a radius of 1,133.00 feet, the chord azimuth and distance being: 11° 53' 28" 198.22 feet;
8. 105° 30' 64.71 feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-D of Haleakala Greens Subdivision to the point of beginning and containing an area of 19,857 square feet, more or less.

Parcel Third: All of that certain parcel of land situate on the easterly side of Piilani Highway F. A. P. No. RF-031-1 (5), at Waiohuli-Keokea (Kihei), County of Maui, State of Hawaii, being Lot 3-E-1 of the subdivision of Lot 3 of the "Haleakala Greens Subdivision", same being portion of Grant 9325, Apana 1 to Haleakala Ranch Company, more particularly described as follows:

Beginning at a point at the southeasterly corner of this lot, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALI" being 3,913.10 feet North and 17,237.89 feet West and running by azimuths measured clockwise from True South:

1. 80° 58' 10" 1,410.00 feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-E-2 of Haleakala Greens Subdivision to a point;
2. 350° 30' 699.93 feet along same to a point;
3. 298° 30' 84.00 feet along same to a point;
4. 76° 15' 249.57 feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-A-1-B of Haleakala Greens Subdivision to a point;
5. 188° 00' 275.00 feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 2 of Haleakala Greens Subdivision to a point;
6. 170° 30' 920.00 feet along same to a point;
7. 156° 07' 760.00 feet along same to a point;

8.	168° 25'		590.00	feet along same to a point;
9.	198° 45'		515.00	feet along same to a point;
10.	181° 25'		106.53	feet along same to a point;
11.	279° 07' 30"		2,117.02	feet along the remainder of Grant 9215 Apana 1 to Haleakala Ranch Company, being also along Lot 3-D of Haleakala Greens Subdivision to a point;
12.	9° 07' 30"		1,721.78	feet along the remainder of Grant 9215 Apana 1 to Haleakala Ranch Company, being also along Lot 3-A-1-B of Haleakala Greens Subdivision to the point of beginning and containing an area of 90.189 acres, more or less.

TOGETHER WITH, the following:

1. An existing Roadway and Utility Easement "F" over and across a portion of Grant 9325 Apana 1 to Haleakala Ranch Company, being also over and across a portion of Lot 3-A-1-B of Haleakala Greens Subdivision.

Parcel Fourth: All of that certain parcel of land situate on the easterly side of Pihani Highway F. A. P. No. RF-031-1 (5), at Waiohuli-Keokea (Kihei), County of Maui, State of Hawaii, being Lot 3-F of the subdivision of Lot 3 of the "Haleakala Greens Subdivision", same being portion of Grant 9325, Apana 1 to Haleakala Ranch Company, more particularly described as follows:

Beginning at a point at the northwesterly corner of this lot, being also the northeasterly corner of Lot 1 of Haleakala Greens Subdivision, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALI" being 10,267.07 feet North and 20,573.46 feet West and running by azimuths measured clockwise from True South:

1.	266° 30'		150.00	feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-A of Haleakala Greens Subdivision to a point;
2.	293° 00'		410.00	feet along same to a point;
3.	291° 30'		350.00	feet along same to a point;
4.	286° 00'		850.00	feet along same to a point;
5.	301° 30'		650.00	feet along same to a point;
6.	283° 15'		270.00	feet along same to a point;
7.	42° 37' 15"		518.60	feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-C of Haleakala Greens Subdivision to a point;

- | | | | |
|-----|----------|--------|---|
| 8. | 83° 00' | 585.00 | feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 1 of Haleakala Greens Subdivision to a point; |
| 9. | 102° 25' | 640.00 | feet along same to a point; |
| 10. | 125° 30' | 800.00 | feet along same to a point; |
| 11. | 160° 00' | 815.00 | feet along same to the point of beginning and containing an area of 39.018 acres, more or less. |

Together with easement for roadway and utility purposes over and across Easement "A" over and across Lot 1-A, as set forth in Grant dated May 4, 2006, recorded in said Bureau as Document No. 2006-122939, to which reference is hereby made.

Parcel Fifth: All of that certain parcel of land situate on the easterly side of Piilani Highway F. A. P. No. RF-031-1 (5), at Waiohuli-Keokea (Kihei), County of Maui, State of Hawaii, being Lot 4 (Roadway Lot) of the "Haleakala Greens Subdivision", same being portion of Grant 9325, Apana 1 to Haleakala Ranch Company, more particularly described as follows:

Beginning at a point at the southwest corner of this lot, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALI" being 6,291.97 feet North and 20,216.35 feet West and running by azimuths measured clockwise from True South:

- | | | | |
|-----|--|--------|--|
| 1. | 170° 36' 30" | 458.05 | feet along the easterly side of Piilani Highway, F. A. P. No. RF-031-1 (5) to a point; |
| 2. | 80° 36' 30" | 5.00 | feet along same to a point; |
| 3. | 170° 36' 30" | 156.95 | feet along same to a point; |
| 4. | 305° 36' 30" | 190.92 | feet along Lot 1 of Haleakala Greens Subdivision to a point; |
| 5. | 350° 36' 30" | 100.00 | feet along same to a point; |
| 6. | 260° 36' 30" | 37.58 | feet along same to a point; |
| 7. | Thence along same on a curve to the left having a radius of 1,225.00 feet, the chord azimuth and distance being: 247° 30' 45" 55.12 feet to a point; | | |
| 8. | Thence along same on a curve to the right having a radius of 1,071.94 feet, the chord azimuth and distance being: 261° 27' 30" 974.69 feet to a point; | | |
| 9. | 288° 30' | 287.03 | feet along same to a point; |
| 10. | 18° 30' | 150.00 | feet along Lot 3 of Haleakala Greens Subdivision to a point; |

11. 108° 30' 287.03 feet along Lot 2 of Haleakala Greens Subdivision to a point;
12. Thence along same on a curve to the left having a radius of 921.94 feet, the chord azimuth and distance being: 81° 27' 30" 838.30 feet to a point;
13. Thence along same on a curve to the right having a radius of 1,375.00 feet, the chord azimuth and distance being: 67° 30' 45" 623.10 feet to a point;
14. 80° 36' 30" 37.58 feet along same to a point;
15. 350° 36' 30" 100.00 feet along same to a point;
16. 35° 36' 30" 183.85 feet along same to the point of beginning and containing an area of 7.885 acres, more or less.

SUBJECT HOWEVER to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. Claims arising out of rights customarily and traditionally exercise for subsistence, cultural, religious, access or gathering purposes as provided for in the Hawaii Constitution or the Hawaii revised Statutes.
3. Terms and provisions contained in unrecorded Option Agreement dated October 19, 1984, but effective November 1, 1984, by Haleakala Ranch Development Board, Inc., a Hawaii corporation, "Optionor", and Maui Economic Development Board, Inc., a Hawaii corporation, "Optionee", to which reference is hereby made.

As amended by unrecorded Amendment of Option Agreement dated November 9, 1984, but effective November 1, 1984, and further amended by unrecorded Second Amendment Option Agreement, dated January 18, 1985, but effective November 1, 1984, of which a Memorandum of Second Amendment of Development Agreement is dated January 18, 1985, but effective November 1, 1984, recorded in the Bureau of Conveyances of the State of Hawaii in Liber 18544 at Page 479, re: option exercisable in phases over the next ten years to purchase the real property described in the Option Agreement as approximately 330 acres at Waiohuli, Kihei, Kula, Makawao, Maui, Hawaii, being a portion of Maui Tax Map Key No. 2-2-002-042.

NOTE: Said Memorandum of Second Amendment does not set forth the Option Agreement which is being amended.

Third Amendment to Option Agreement dated October 2, 1986, recorded in said Bureau in Liber 19942 at Page 657, to which reference is hereby made.

4. Terms and provisions contained in unrecorded Development Agreement dated November 2, 1984, but effective November 1, 1984, by Maui Economic Development

Board, Inc., a Hawaii non-profit corporation, "Optionor", and Arroyo Development Corporation, a California corporation, and Joel R. Smolen, "Optionee", to which reference is hereby made.

Memorandum of Development Agreement of which is dated November 7, 1984, but effective November 1, 1984, recorded in the Bureau of Conveyances of the State of Hawaii in Liber 18270 at Page 477.

Said Development Agreement was amended by unrecorded Amendment of Development Agreement dated January 18, 1985, but made effective November 1, 1984.

Memorandum of Development Agreement of said unrecorded Development Agreement dated January 18, 1985, but effective November 1, 1984, recorded in said Bureau in Liber 18544 at Page 475.

Said Development Agreement, as amended, was clarified by Second Amendment to Development Agreement dated October 3, 1986, recorded in said Bureau in Liber 19942 at Page 641, to which reference is hereby made.

5. Certificate and Authorization dated May 13, 1986, recorded in the Bureau of Conveyances of the State of Hawaii in Liber 19513 at Page 385, to which reference is hereby made.

6. Subdivision Agreement (Large Lots) by and between Haleakala Ranch Company, a Hawaii corporation, "Owner", and the County of Maui, a body politic and corporate, and a political subdivision of the State of Hawaii, dated October 21, 1986, recorded in the Bureau of Conveyances of the State of Hawaii in Book 20033 at Page 135.

7. Subdivision Agreement (Large Lots) by and between Haleakala Ranch Company, a Hawaii corporation, "Owner", and the County of Maui, a body politic and corporate, and a political subdivision of the State of Hawaii, dated March 3, 1988, recorded in the Bureau of Conveyances of the State of Hawaii in Book 21848 at Page 331.

8. Covenants, conditions and restrictions as set forth in the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements dated October 2, 1990, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 90-154304.

The foregoing Declaration was amended by instrument recorded in said Bureau as Document No. 2001-020165.

10. As to Parcel First Only:

a. Agreement for Deferral of Subdivision Requirements, upon and subject to all of the provisions contained therein, by and between Haleakala Ranch Company, a Hawaii corporation, and the Department of Water Supply of the County of Maui, dated June 9, 2003, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 2003-129719.

b. Easement "K-1" for access and utilities purposes, in favor of Piilani Homeowners Association, a Hawaii nonprofit corporation, as set forth in Deed dated August 25, 2003, recorded in said Bureau as Document No. 2003-182757, as more particularly described as follows:

1.	345°	51'	230.31	feet over and across a portion of Lot 3-C-1 of Haleakala Greens Subdivision, being also over and across a portion of Grant 9325, Apana 1 to Haleakala Ranch Company;
2.	340°	09'	10"	357.80 feet over and across same;
3.	340°	55'	207.38	feet over and across same;
4.	346°	36'	50"	277.69 feet over and across same;
5.	62°	46'	41.20	feet along Lot 13-B of Maui Research and Technology Park - Phase I/Increment I;
6.	166°	36'	50"	285.56 feet over and across a portion of Lot 3-C-1 of Haleakala Greens Subdivision, being also over and across a portion of Grant 9325, Apana 1 to Haleakala Ranch Company;
7.	160°	55'	205.13	feet over and across same;
8.	160°	09'	10"	359.52 feet over and across same;
9.	165°	51'	253.70	feet over and across same;
10.	284°	00'	45.37	feet along Lot 3-C-2 of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to the point of beginning and containing an Area of 1.000 Acre, more or less.

c. Agreement to Relocate Sewerline Easement Area, upon and subject to all of the provisions contained therein, by and between Haleakala Ranch Company, a Hawaii corporation, Pacific Rim Land, Inc., a Washington corporation, and Maui R & T Partners, a Hawaii limited partnership, dated May 4, 2006, recorded in said Bureau as Document No. 2006-122945, regarding the relocation of Easement "K-1" for roadway and utility purposes.

11. As to Parcel Second Only:

a. An existing Roadway and Utility Easement "I" in favor of the Maui R & T Partners, as shown on survey map of Lot 3-E into Lots 3-E-1 and 3-E-2 by Reed M. Ariyoshi, Licensed Professional Land Surveyor No. 6597, dated April 6, 2000, as revised, as granted by instrument dated October 7, 1991, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 91-153882, to which reference is hereby made.

b. An existing Electrical and Telephone Easement "5" in favor of Maui Electric Company, Inc. and Hawaiian Telephone Company, Inc., as shown on survey map of Lot 3-E into Lots 3-E-1 and 3-E-2 by Reed M. Ariyoshi, Licensed Professional Land Surveyor No. 6597, dated April 6, 2000,

as revised, as granted by instrument dated May 6, 1988, recorded in said Bureau in Book 22009 at Page 763, to which reference is hereby made.

c. An existing Utility Easement "Q" in favor of Lot 3-E-2 of Haleakala Greens Subdivision, as shown on survey map of Lot 3-E into Lots 3-E-1 and 3-E-2 by Reed M. Ariyoshi, Licensed Professional Land Surveyor No. 6597, dated April 6, 2000, as revised, as granted by instrument dated October 19, 2000, recorded in said Bureau as Document No. 2000-158607 to Maui R & T Partners, a Hawaii partnership.

d. An Encroachment Agreement, upon and subject to all the provisions contained therein by and between Haleakala Ranch Company, Limited, a Hawaii corporation, and Tech One Partners, a Hawaii general partnership, dated October 11, 2000, recorded in said Bureau as Document No. 2000-145946, regarding an encroachment of a hog wire fence.

e. Easement in favor of Haleakala Ranch Company, a Hawaii corporation and Pacific Rim Land, Inc., a Washington corporation, granted by instrument dated November 20, 2007 recorded in said Bureau as Document No. _____, for wastewater purposes.

12. As to Parcel Third Only:

a. A Drainage Easement "U" in favor of Lot 3-E-2 of Haleakala Greens Subdivision and being more particularly described as follows:

Beginning at a point at the southeasterly corner of this easement, the azimuth and distance from the northwesterly corner of Lot 3-E-2 of Haleakala Greens Subdivision being: 350° 30' 314.67 feet, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALI" being 3,891.43 feet North and 18,578.47 feet West and running by azimuths measured clockwise from True South:

- | | | | |
|----|----------|--------|--|
| 1. | 68° 00' | 102.43 | feet over and across a portion of Grant 9325 Apana 1 to Haleakala Ranch Company, being also over and across a portion of Lot 3-E-1 of Haleakala Greens Subdivision; |
| 2. | 170° 30' | 51.21 | feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 2 of Haleakala Greens Subdivision; |
| 3. | 248° 00' | 102.43 | feet over and across a portion of Grant 9325 Apana 1 to Haleakala Ranch Company, being also over and across a portion of Lot 3-E-1 of Haleakala Greens Subdivision; |
| 4. | 350° 30' | 51.21 | feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-E-2 of Haleakala Greens Subdivision to the point of beginning and containing an area of 5,121 square feet, more or less, as per survey of Reed M. Ariyoshi, Licensed Professional Land Surveyor No. 6597, dated April 6, 2000, as revised. |

b. A portion of existing Utility Easement "J" in favor of Maui R & T Partners, as shown on survey map of Lot 3-E into Lots 3-E-1 and 3-E-2 by Reed M. Ariyoshi, Licensed Professional Land Surveyor No. 6597, dated April 6, 2000, as revised, as granted by instrument dated October 7, 1991, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 91-153882, to which reference is hereby made.

c. A Roadway and Utility Easement "P" in favor of Lot 3-E-2 of Haleakala Greens Subdivision and being more particularly described as follows:

Beginning at a point at the southwesterly corner of this easement, being also the southwesterly corner of Lot 3-E-1 and the southeasterly corner of Lot 2 of Haleakala Greens Subdivision, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALI" being 2,902.06 feet North and 18,683.49 feet West and running by azimuths measured clockwise from True South:

1.	188° 00'	275.00	feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 2 of Haleakala Greens Subdivision;
2.	170° 30'	508.69	feet along same;
3.	260° 58' 10"	100.00	feet over and across a portion of Grant 9325 Apana 1 to Haleakala Ranch Company, being also over and across a portion of Lot 3-E-1 of Haleakala Greens Subdivision;
4.	350° 30'	699.93	feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-E-2 of Haleakala Greens Subdivision;
5.	298° 30'	84.00	feet along same;
6.	76° 15'	249.57	feet along the remainder of Grant 9325 Apana 1 to Haleakala Ranch Company, being also along Lot 3-A-1-B of Haleakala Greens Subdivision to the point of beginning and containing an area of 89,531 square feet, more or less.

d. An existing Roadway and Utility Easement "J" in favor of Maui R & T Partners, as shown on survey map of Lot 3-E into Lots 3-E-1 and 3-E-2 by Reed M. Ariyoshi, Licensed Professional Land Surveyor No. 6597, dated April 6, 2000, as revised.

e. A portion of an existing Electrical and Telephone Easement "4" in favor of Maui Electric Company, Ltd. and GTE Hawaiian Telephone Company, Inc., as shown on survey map of Lot 3-E into Lots 3-E-1 and 3-E-2 by Reed M. Ariyoshi, Licensed Professional Land Surveyor No. 6597, dated April 6, 2000, as revised, as granted by instrument dated May 6, 1988, recorded in said Bureau in Book 22009 at Page 763.

f. A Farm Dwelling Agreement, upon and subject to all of the provisions contained therein, by and between Haleakala Ranch Company, a Hawaii corporation, and County of Maui, through

its Department of Public Works, dated November 22, 1988, recorded in said Bureau in Book 22600 at Page 456.

g. A Hold Harmless Agreement, upon and subject to all of the provisions contained therein, by and between County of Maui, through its Department of Public Works and Waste Management, and Haleakala Ranch Company, a Hawaii corporation, dated June 9, 2000, recorded in said Bureau as Document No. 2000-087785, regarding inadequate wastewater treatment capacity.

h. An Agreement Relating to Fire Protection, upon and subject to all of the provisions contained therein, by and between Micro Gaia, Inc., a Hawaii corporation, and Haleakala Ranch Company, a Hawaii corporation, dated August 2, 2000, recorded in said Bureau as Document No. 2000-109140.

i. An Agreement for Allocation of Future Subdivision Potential, upon and subject to all of the provisions contained therein, by and between Haleakala Ranch Company and County of Maui, through its Department of Public Works and Waste Management, dated August 17, 2000, recorded in said Bureau as Document No. 2000-130041.

j. A Subdivision Agreement (Agricultural Use), upon and subject to all of the provisions contained therein, by and between Haleakala Ranch Company and County of Maui, through its Department of Public Works and Waste Management, dated August 17, 2000, recorded in said Bureau as Document No. 2000-130042.

k. Easement in favor of Maui R & T Partners, a Hawaii partnership, granted by instrument dated October 19, 2000, recorded in said Bureau as Document No. 2000-158607 for utility purposes.

l. An Agreement to Relocate Reclaimed Water Easement Area, upon and subject to all of the provisions contained therein, by and between Haleakala Ranch Company, a Hawaii corporation, Pacific Rim Land, Inc., a Washington corporation, and Maui R & T Partners, a Hawaii limited partnership, dated May 4, 2006, recorded in said Bureau as Document No. 2006-122944, regarding the relocation of Easement "S-1" for utility purposes.

m. Easement in favor of Haleakala Ranch Company, a Hawaii corporation and Pacific Rim Land, Inc., a Washington corporation, granted by instrument dated November 20, 2007, recorded in said Bureau as Document No. _____ for wastewater purposes.

13. As to Parcel Fourth Only:

a. License Agreement dated August 31, 2007 recorded in the Bureau of Conveyances of the State of Hawaii as Document No. _____, by and between Haleakala Ranch Company, a Hawaii corporation, Maui R&T Partners, a Hawaii limited partnership, and Elleair Maui Golf Club, LLC, a Hawaii limited liability company.

14. As to Parcel Fifth Only:

a. Vehicular access restrictions from Piilani Highway, F. A. P. No. RF-031-1 (5), along Course Numbers 1, 2 and 3 of said lot.

- b. Easement in favor of The Silversword Limited Partnership, a Hawaii limited partnership, granted by instrument dated April 22, 1987, recorded in the Bureau of Conveyances of the State of Hawaii in Book 20747 at Page 720 for utility purposes.
- c. Easement in favor of Maui Electric Company, Limited, a Hawaii corporation, and GTE Hawaiian Telephone Company, Incorporated, granted by instrument dated April 2, 1991, recorded in said Bureau as Document No. 91-069152 for utility purposes.
- d. Easement in favor of Board of Water Supply of the County of Maui, granted by instrument dated December 17, 1991, recorded in said Bureau as Document No. 91-182691 for water pipeline purposes.
- e. Easement in favor of Maui Highlands Properties LLC, a Delaware limited liability company, granted by instrument dated February 25, 2004, recorded in said Bureau as Document No. 2004-040593 for access and utility purposes.
- f. Easement in favor of Elleair Maui Golf Club, LLC, a Hawaii limited liability company, granted by instrument dated March 30, 2006, recorded in said Bureau as Document No. 2006-082468 for access and utility purposes.
- g. Easement in favor of Maui Highlands Properties LLC, a Delaware limited liability company, granted by instrument dated March 30, 2006, recorded in said Bureau as Document No. 2006-082469 for access and utility purposes.
- h. Easement in favor of Maui Highlands Properties LLC, a Delaware limited liability company, granted by instrument dated March 30, 2006, recorded in said Bureau as Document No. 2006-082470 for access and utility purposes.
- i. Easement in favor of Haleakala Ranch Company, a Hawaii corporation and Pacific Rim Land, Inc., a Washington corporation, granted by instrument dated November 20, 2007 recorded in said Bureau as Document No. _____ for access and utility purposes.

Tax Map Key Nos. (2) 2-2-24-14 (por.), -15, -16, -17 & -18

Exhibit "2"

Authorization of Haleakala Ranch Company



HALEAKALA RANCH

• EST. MAUI 1888 •

May 10, 2010

Mr. Orlando Davidson
Executive Director
Land Use Commission, State of Hawaii
Room 406, 235 South Beretania Street
Honolulu, Hawaii 96804

Re: Request for a District Boundary Amendment, Community Plan Amendment, and Change in Zoning for property that comprises the eastern portion of the proposed Maui Research & Technology Park Master Plan Update, situated east of Piilani Highway, Kihei, Maui, Hawaii; TMK Parcel No: (2) 2-2-002:054 (por.).

Dear Mr. Davidson:

Haleakala Ranch, Owner of the above-referenced property, authorizes Maui R&T Partners, Inc., its consultant, Chris Hart & Partners, Inc. and its attorney Blaine Kobayashi of Carlsmith Ball LLP, to apply for a District Boundary Amendment, Community Plan Amendment, Change in Zoning, and any other required land use permit, for property that comprises the eastern portion of the proposed Maui Research & Technology Park Master Plan Update, situated east of Piilani Highway, Kihei, Maui, Hawaii; TMK Parcel No. (2) 2-2-2:054 (por.).

Very truly yours,

Don Young
President

L.S.

Subscribed and sworn to before me this

^{14th}
~~13th~~ day of MAY, 2010

Valerie Matsumoto

Notary Public, Second Judicial Circuit
State of Hawaii

Valerie Matsumoto

My commission expires: Feb 29, 2012

L.S.

Doc. Date: <u>5-10-10</u>	# Pages: <u>1</u>
Notary Name: <u>Valerie Matsumoto</u> <u>2nd</u> Circuit	
Doc. Description: <u>Request for a District Boundary Amendment, and a Change in Zoning for property that comprises the eastern portion of the proposed Maui Research Technology Park Master Plan Update</u>	
Notary Signature: <u>Valerie Matsumoto</u>	Date: <u>5-14-10</u>

Exhibit "2"

Exhibit "3"

Authorization of Maui R&T Partners, LLC

MAUI R&T PARTNERS, LLC

June 10, 2010

Mr. Orlando Davidson
Executive Director
Land Use Commission, State of Hawaii
Room 406, 235 South Beretania Street
Honolulu, Hawaii 96804

Re: Request for a District Boundary Amendment, Community Plan Amendment, and Change in Zoning for property that comprises the proposed Maui Research & Technology Park Master Plan Update, situated east of Piilani Highway, Kihei, Maui, Hawaii; TMK Parcel Nos: (2) 2-2-024:04, 08, 09, 14-18.

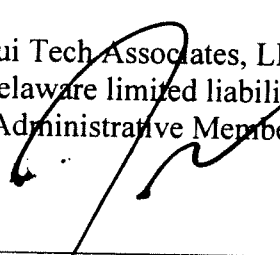
Dear Mr. Davidson:

Maui R&T Partners, LLC, Owner of the above-referenced property, authorizes its consultant, Chris Hart & Partners, Inc. and its attorney Blaine Kobayashi of Carlsmith Ball LLP, to apply for a District Boundary Amendment, Community Plan Amendment, Change in Zoning, and any other required land use permit, for property that comprises the proposed Maui Research & Technology Park Master Plan Update, situated east of Piilani Highway, Kihei, Maui, Hawaii; TMK Parcel Nos: (2) 2-2-024:04, 08, 09, 14-18.

Very truly yours,

MAUI R&T PARTNERS, LLC,
a Delaware limited liability company

By: Maui Tech Associates, LLC
a Delaware limited liability company,
its Administrative Member

By: 

Michael Rosenfeld
Manager

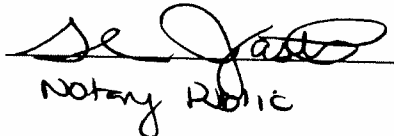
Exhibit "3"

State of California
County of Los Angeles

On June 14, 2010 before me, Sharon Jastrow, a Notary Public personally appeared Michael Rosenfeld who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

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

WITNESS my hand and official seal.

Signature  (Seal)
Notary Public

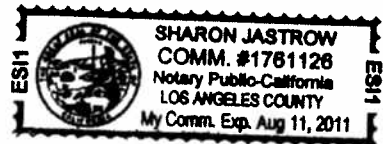
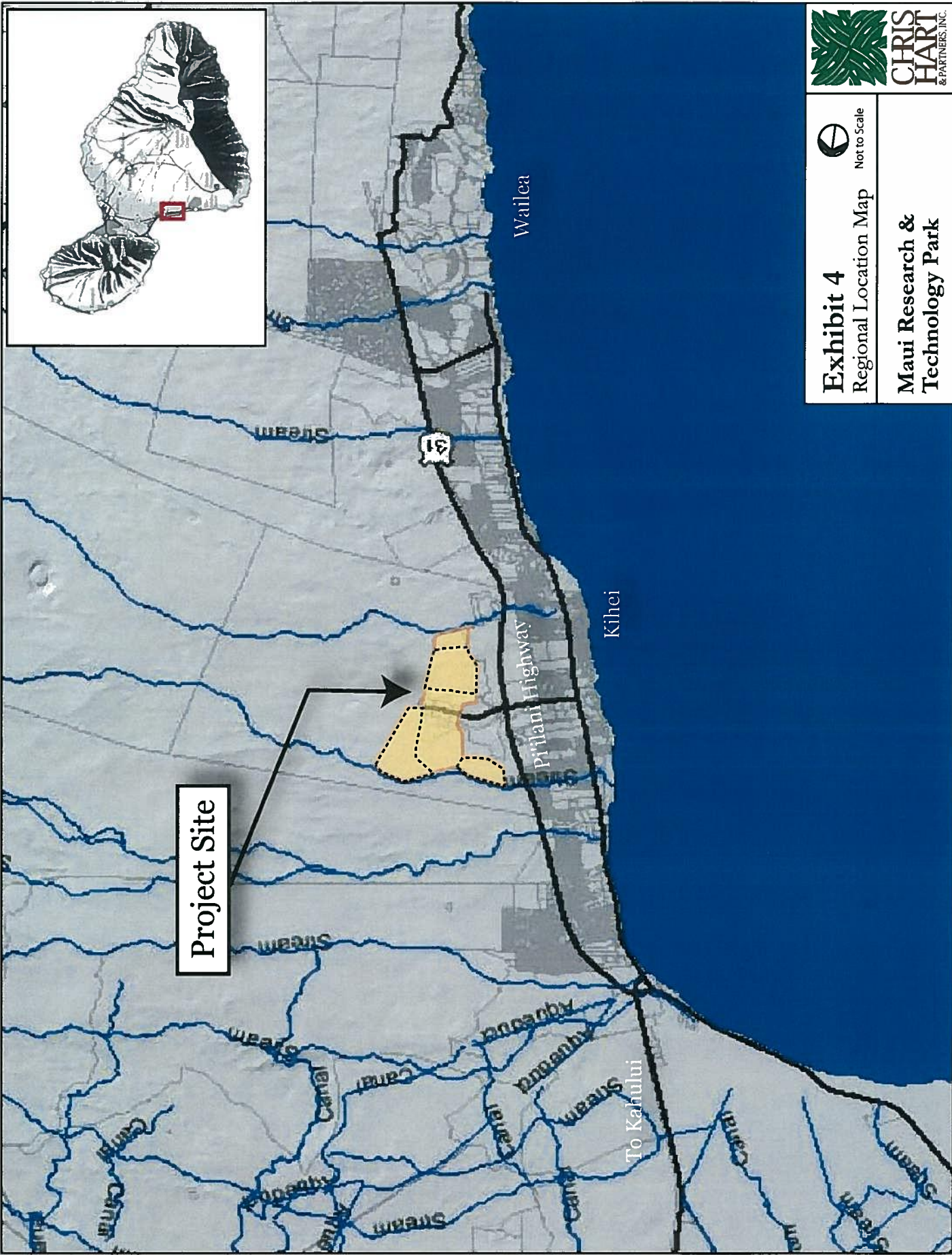


Exhibit "4"

Regional Location Map



Project Site

Wailea

Kihui

Pi'ilani Highway

To Kahului



Not to Scale

Exhibit 4
Regional Location Map

**Maui Research &
Technology Park**

Exhibit "5"

TMK Parcel Location Maps

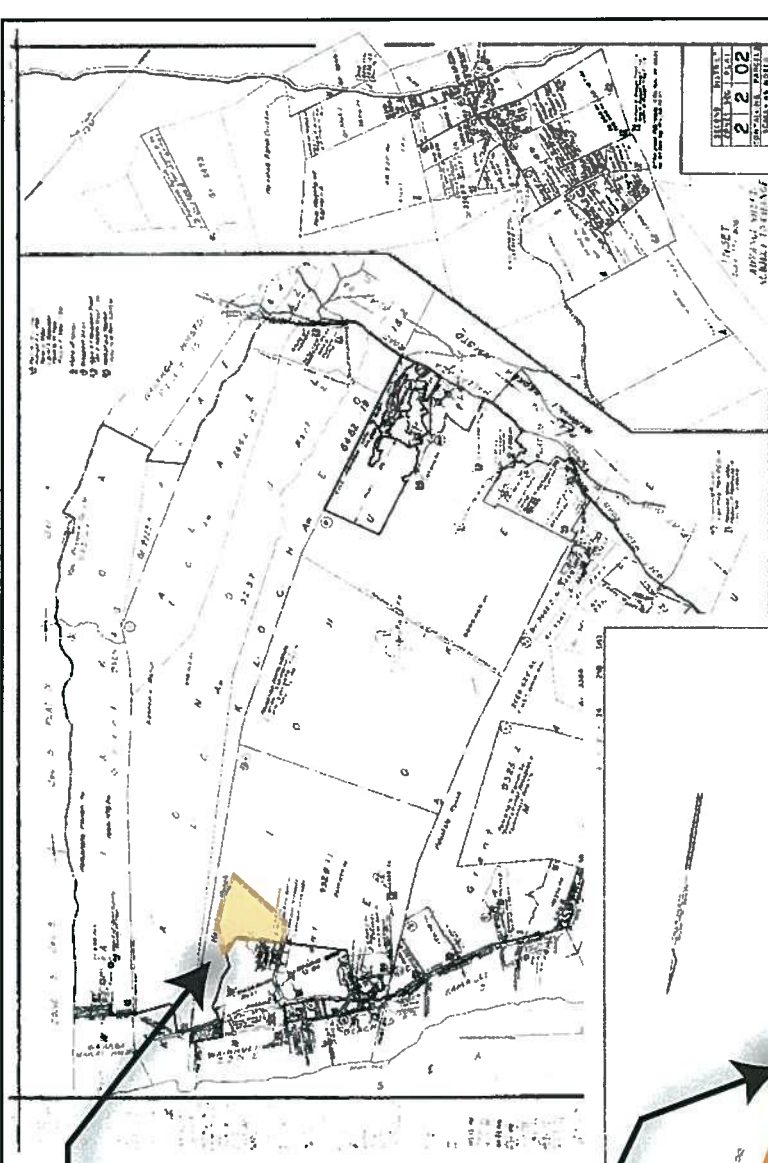


Exhibit 5

TMK Parcel Location Maps

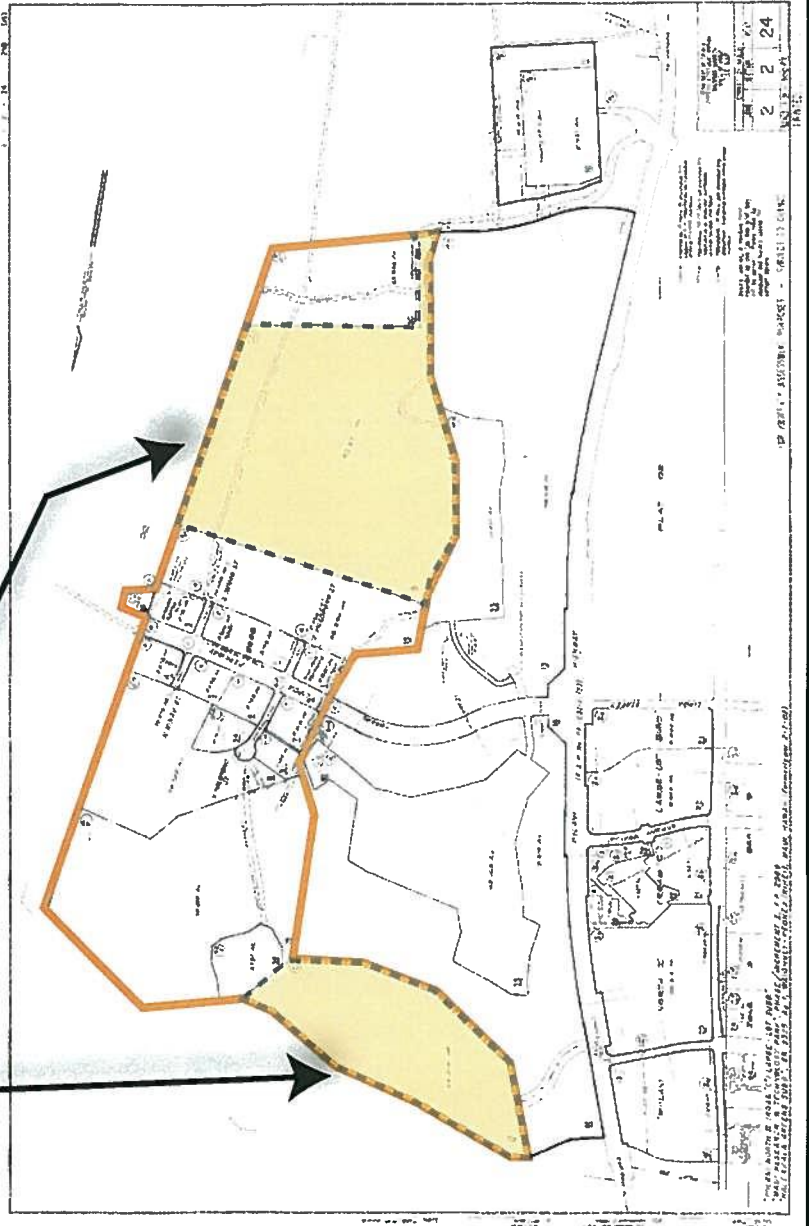
Not to Scale

Maui Research & Technology Park



Petition Area - Parcel 54 (por.)

Petition Area - Parcels 16 and 17



M RTP Site

Exhibit "6"

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

Exhibit "7"

State Land Use with Petition Area



Exhibit 7

State Land Use with Petition Area

Maui Research & Technology Park

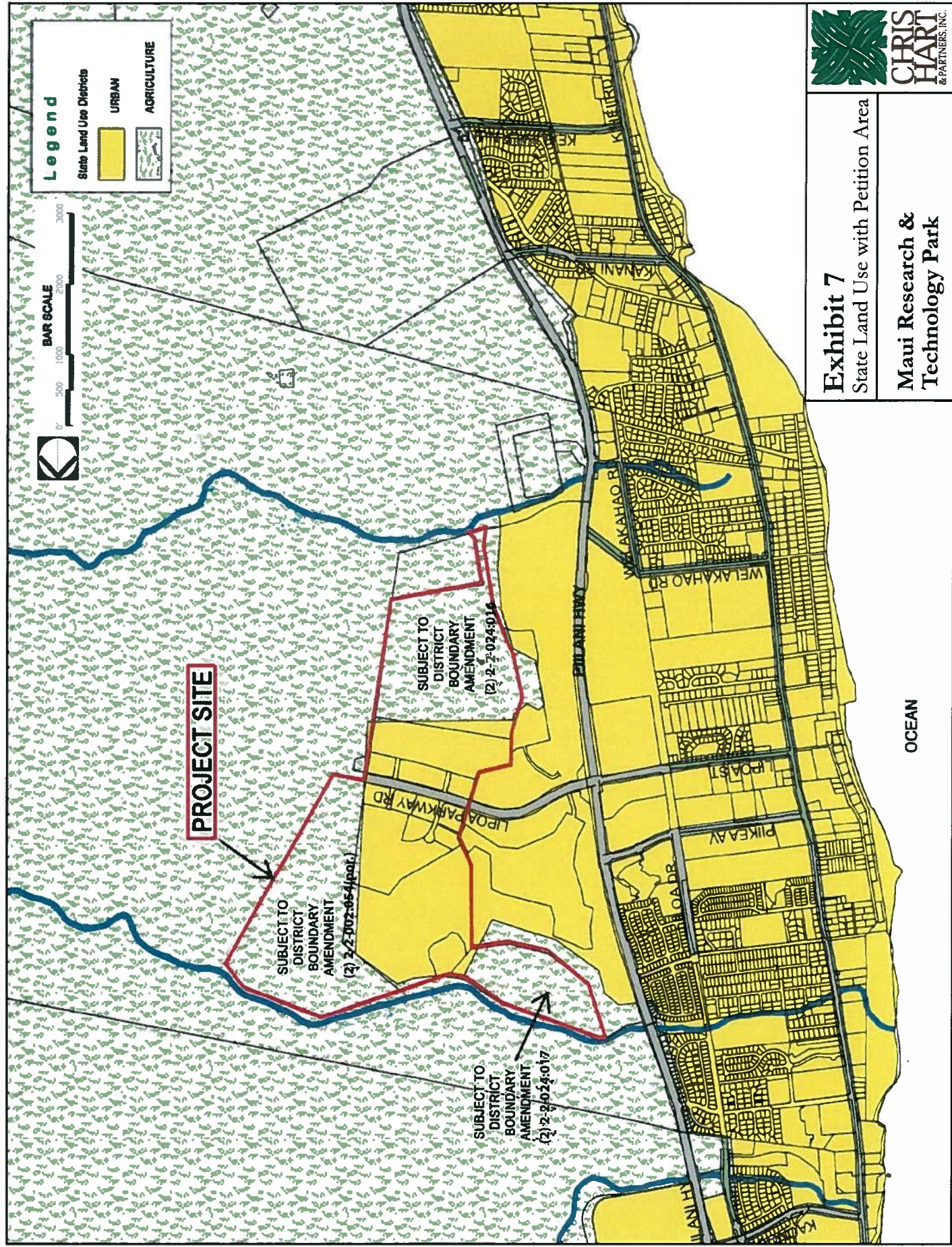


Exhibit "8"

Master Plan Update Concept Land Use Diagram

Maui Research and Technology Park: OVERALL CONCEPT DIAGRAM

- LEGEND**
- Project Boundary
 - Mixed-Use
 - Knowledge Industry
 - Knowledge Industry Expansion
 - Residential & Expansion
 - Open Space / Parks

THESE DRAWINGS ARE CONCEPTUAL AND ARE FOR ILLUSTRATIVE PURPOSES ONLY. ALL DESIGN ELEMENTS ARE SUBJECT TO CHANGE, INCLUDING PROGRAM COMPONENTS AND ARRANGEMENTS ON THE SITE.

MAUI RESEARCH & TECHNOLOGY PARK
Kihei, Maui, Hawaii

February 12, 2010



Maui R&T Partners, LLC
Maui, Hawaii

Callhorpe Associates
Berkeley, California

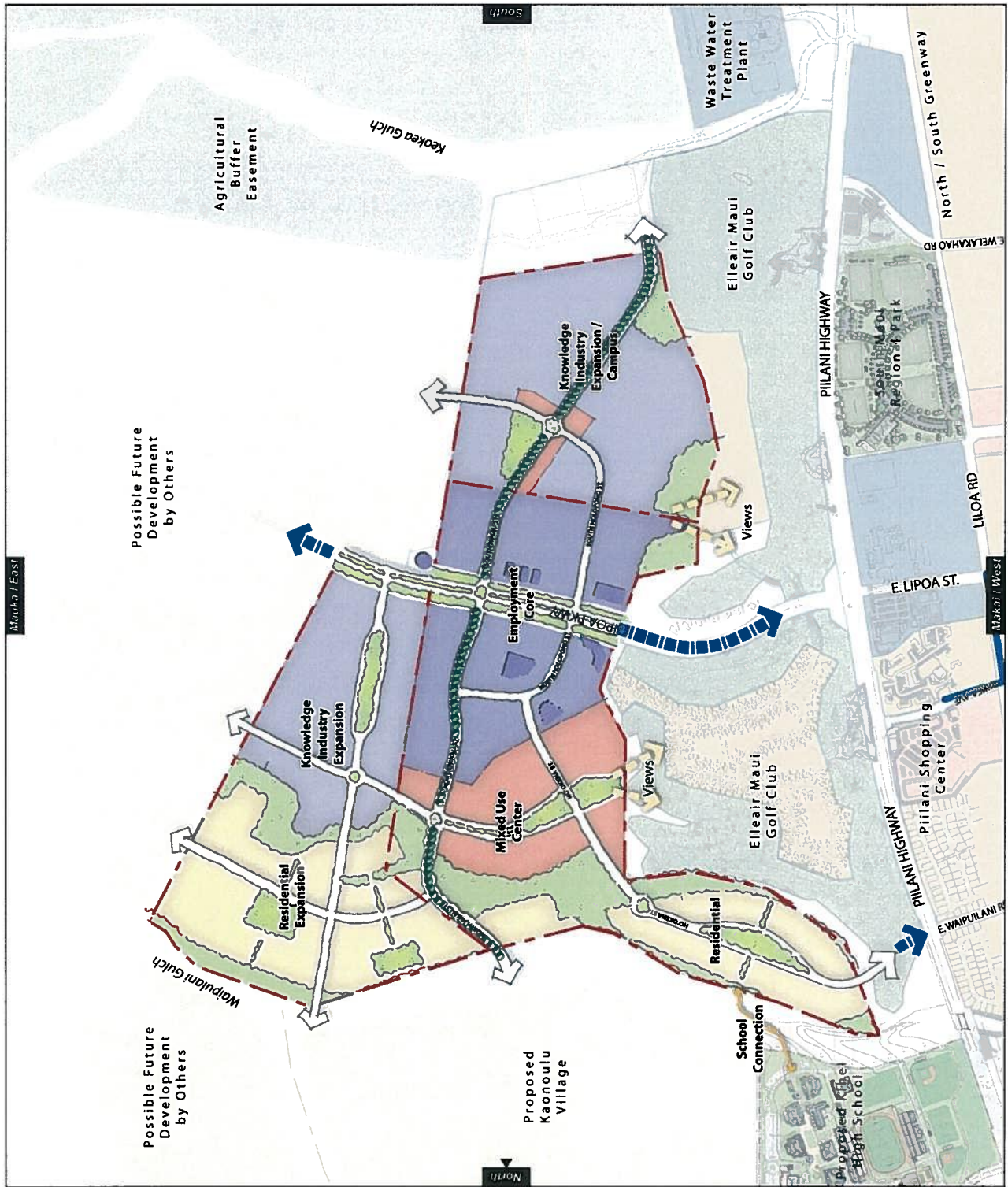


Figure 9 - Master Plan Update Concept Land Use Diagram

Exhibit "9"

Affidavit of Service of Petition for
District Boundary Amendment

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of)
)
MAUI R&T PARTNERS, LLC)
)
To Amend the Land Use District Boundary)
Of Certain Lands Situated at Kihei,)
Island of Maui, State of Hawaii, Consisting)
Of 253.05 Acres from the Agricultural)
District to the Urban District,)
Tax Map Key Nos. (2) 2-2-024:016 and 017,)
and (2) 2-2-002:054 (por.))
_____)

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

STATE OF HAWAII)
) ss.
COUNTY OF MAUI)

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

1. Affiant is the attorney for MAUI R&T PARTNERS, LLC, the Petitioner for a State of Hawaii Land Use District Boundary Amendment from the Agricultural District to the Urban District, for land situated at Kihei, Maui, Hawaii, and identified as Tax Map Key Nos. (2) 2-2-024:016 and 017, and (2) 2-2-002:054 (por.).

2. In compliance with §15-15-48(a), Hawaii Administrative Rules, Affiant will on June 23, 2010, serve a copy of the Petition for District Boundary Amendment by depositing the same in the United States mail, post paid, or by hand delivery, to each of the following persons, addressed as follows:

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

BY MAIL

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

BY MAIL

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

BY MAIL

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

BY HAND DELIVERY

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

BY HAND DELIVERY

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

BY HAND DELIVERY

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

BY MAIL

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

BY MAIL

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

That further Affiant sayeth naught.

DATED: Wailuku, Hawaii, June 22, 2010.



BLAINE J. KOBAYASHI

Attorney for Petitioner
MAUI R&T PARTNERS, LLC

The document: AFFIDAVIT OF SERVICE
OF PETITION FOR DISTRICT BOUNDARY
AMENDMENT, dated June 22, 2010, which
consists of three (3) pages (including this page),
was executed by BLAINE J. KOBAYASHI who
was subscribed and sworn to before me this
22nd day of June, 2010 in the Second Judicial
Circuit of the State of Hawaii.



[Notary Signature]

Printed Name: _____
Robyn Peterson
My Commission expires: **08/23/2013**
My commission expires: _____

