

EXHIBIT 3

VOLUME I OF III

**Application for Affordable
Housing Development
Pursuant to Section
201H-38, Hawai'i Revised
Statutes**

**HŌKŪAO 201H HOUSING
PROJECT**

**(TMK NO. (2)4-9-002:061 (por.),
(2)4-9-014:001 (por.) and 009 (por.))**

Prepared for:

**Lanai Resorts, LLC,
a Hawai'i limited liability company
doing business as Pūlama Lāna'i**

July 2021

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MUNEKIYO HIRAGA

Planning. Project Management. Sustainable Solutions.

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EXECUTIVE SUMMARY AND
201H APPLICATION CHECKLIST

1



Executive Summary

Project Name:	Hökūao 201H Housing Project
Legal Authority:	Chapter 343, Hawai'i Revised Statutes
Applicable Environmental Assessment review "Trigger":	Relocation of Existing Sewerline and Improvements to County Right-of-Way for Ninth and Twelfth Streets
Location:	Lāna'i Island Lāna'i City TMK Nos. (2)4-9-002:061 (portion) (2)4-9-014:001 (portion) (2)4-9-014:009 (portion)
Applicant & Landowner:	Lanai Resorts, LLC, a Hawai'i limited liability company doing business as Pūlama Lāna'i 733 Bishop Street, Suite 1500 Honolulu, Hawai'i 96813
Approving Agency:	County of Maui Department of Housing and Human Concerns 2200 Main Street, Suite 546 Wailuku, Hawai'i 96793 Contact: Buddy Almeida Phone No.: (808) 270-7351
Consultant:	Munekiyo Hiraga 305 High Street, Suite 104 Wailuku, Hawai'i 96793 Contact: Chris Sugidono Phone: (808) 244-2015
Project Summary:	In response to the current and projected shortage of affordable housing on Lāna'i Island, Pūlama Lāna'i (Applicant) proposes to develop 76 affordable rental homes as part of a 150-single-family residential housing project in Lāna'i City, Lāna'i, Hawai'i. The subject property is identified by (2) 4-9-002:061 (portion), (2) 4-9-014:001 (portion) and (2) 4-9-014:009 (portion), and covers an area of approximately 76

acres of land. The project site is located near the Lānaʻi Police Station and Dole Park to the northeast and will connect to Lānaʻi City via 9th Street and 12th Street extensions, which intersect with Fraser Avenue. Pūlama Lānaʻi Central Offices are located to the southeast of the project and the County Wastewater Treatment Plant is to the southwest. The proposed project site covers portions of three neighboring parcels owned by Lānaʻi Resorts, LLC, with most of the project located on former pineapple fields. TMK (2) 4-9-002:061 (por.) (Parcel 061) is a large parcel of approximately 16,124 acres that covers a significant portion of Lānaʻi Island and includes both undeveloped lands and most of the abandoned pineapple fields. TMK (2) 4-9-014:001 (por.) (Parcel 001) is approximately 84 acres and includes the Pūlama Lānaʻi Nursery, community gardens for residents and vacant lands. TMK (2) 4-9-014:009 (por.) (Parcel 009) comprises approximately 25.65 acres and includes the island's original power plant -- now demolished -- and a graded yard used to store shipping containers.

The Hōkūao 201H Housing Project proposes construction of 150-single-family homes, with 76-homes exclusively for rent to households falling within the HUD low-income guidelines, adjusted for Lānaʻi by the County of Maui Department of Housing and Human Concerns, and 74-homes to be rented at market rates. The project also includes a 1-acre park, a 1,500-squarefoot community center for use by the Lānaʻi community, and 60-parking stalls for intermittent parking (e.g., community events at the community center, guests visiting residents of the Hōkūao residential units, etc.). Ninth and 12th Streets, both of which are currently dirt roads, will be improved as part of this project. The project site is designated "Urban" and "Agricultural" by the State Land Use Commission; "Park", "Open Space", "Road", "Mixed-Use Residential", and "Public/Quasi-Public" by the Lānaʻi Community Plan; and "Interim", "Open Space", "Active Open Space", "Road" and "Agricultural" by Maui County Zoning. The project area is not located in the Special Management Area (SMA) of the island of Lānaʻi. The Applicant proposes to seek approval from the Maui County Council through a Section 201H-38, Hawaiʻi Revised Statutes (HRS), application. Section 201H-38, HRS, promotes the delivery of affordable

housing by exempting endorsed projects from “*all statutes, ordinances, charter provisions, and rules of any governmental agency relating to planning, zoning, construction standards for subdivisions, development and improvement of land, and the construction of units thereon.*” Among other exemptions, the Applicant will be seeking exemption from the Community Plan Amendment (CPA) and Change in Zoning (CIZ) approval processes, as well as County requirements, including public infrastructure fees. The Applicant will also be requesting exemptions to Maui County Code (MCC) Chapter 2.96 Residential Workforce Housing Policy to increase the serviceability of the project to the Lānaʻi community.

It is anticipated that offsite improvements potentially affecting County of Maui Right-of-Way (ROW) lands and the relocation of an existing County sewerline will be required for the proposed project. As such, a Chapter 343, Hawaiʻi Revised Statutes (HRS) Environmental Assessment (EA) will need to be prepared due to use of County lands. The Chapter 343, HRS EA will serve as the primary technical supporting document for the 201H-38 housing application. As the 201H application will be the first discretionary approval sought for the project, Department of Housing and Human Concerns (DHHC) was determined to be the Approving Agency for the Chapter 343, HRS EA.

Section	Requirement Information	Refer To:
§15-307-26 (1)	Name and address of the eligible developer.	Final EA, Volume II • Page v - Applicant
§15-307-26 (2)	Evidence that the eligible developer has met the requirements of chapter 201H, HRS, applicable to eligible developers, and the requirements of Section 15-307-24, HAR.	• Final EA • 201H Application • Section 8, Project Financing Information
§15-307-26 (3)	A master plan of the proposed project, which shall show all or as much of the following information as may be required by the corporation.	Final EA, Volume II • Figure 3, Conceptual Site Plan
	(A) Evidence of site control (such as a deed, agreement of sale, commitment letter, or development agreement), and names and addresses of all legal and equitable holders of an interest in the land and a complete description of each holder's interest in the land.	201H Application • Section 2, Letter of Authorization and Section 3, Land Ownership Documentation
	(B) An accurate description of the land, preferably the metes and bounds, boundary description of the property, file plan, or preliminary plat, its geographic and relative location within a larger tract of land, with descriptions of adjacent or surrounding subdivisions or other improvements on land.	Final EA, Volume II • Chapter I, Project Overview
	(C) Approximate number of dwelling units, within the proposed project, including the approximate number of dwelling units for very low, low, low-moderate, and moderate-income households. Pursuant to section 15-307-52 of these rules, more than 50 percent of total dwelling units shall be for very low, low, low-moderate, and moderate-income households.	Final EA, Volume II • Chapter I, Project Overview
	(D) The total area of the proposed project;	Final EA, Volume II • Chapter I, Project Overview
	(E) Site plan showing the general development of the site, including the locations and descriptions of proposed and existing buildings, parking areas, and service areas; unusual site features; proposed and existing major streets in and adjacent to the proposed project; and proposed and existing major drainage facilities;	Final EA, Volume II • Chapter I, Project Overview • Figure 3, Conceptual Site Plan
	(F) Methods of sewage and solid waste disposal and sources of water and other utilities;	Final EA, Volume II • Chapter II, 2.C.3 Solid Waste, 2.D.2 Water, 2.D.3 Wastewater, 2.D.4 Drainage, and 2.D.5 Electrical, Telephone, and Cable Television

Section	Requirement Information	Refer To:
	(G) Description of land contours;	Final EA, Volume II <ul style="list-style-type: none"> • Chapter II, 2.A.4 Topography and Soils and 2.A.3 Agricultural Lands Volume III <ul style="list-style-type: none"> • Appendix B, Agricultural Impact Assessment
	(H) Location and description of existing historical or significant landmarks or their natural features within and adjacent to the proposed project;	Final EA, Volume II <ul style="list-style-type: none"> • Chapter II, 2.A.8 Archaeological Resources and 2.A.9 Cultural Resources Volume II <ul style="list-style-type: none"> • Appendices D, D-1, D-2 and Appendix E
	(I) Description of existing improvements within and adjacent to the proposed project, as well as off-site and onsite infrastructure and improvements requirements;	Final EA, Volume II <ul style="list-style-type: none"> • Chapter I, Project Overview • Chapter II, 2.A.1. Surrounding Land Uses, 2.D. Infrastructure Volume III <ul style="list-style-type: none"> • Appendix I, Preliminary Engineering Report (including Traffic Impact Analysis Report)
	(J) Proposed and existing uses of each phase of the proposed project, and existing uses of lots adjacent to the proposed project for parks and other public places or spaces within adjoining properties; and	Final EA, Volume II <ul style="list-style-type: none"> • Chapter I, Project Overview
	(K) Shoreline setbacks as may be required by chapter 205A, HRS.	N/A
§15-307-26 (4)	(Preliminary plans and specifications of typical housing units and other improvements in the project, including the number of proposed housing units, the number and types of structures, the number of stories, the number of units by size (number of bedrooms and bathrooms), any special features or amenities, natural resource conservation devices and energy efficient designs to be utilized, a description of the types of indigenous land plant species which shall be used for the landscaping of the housing project, if applicable, and the projected sales prices or rental rates for the units;	Final EA, Volume II <ul style="list-style-type: none"> • Chapter I, Project Overview • Chapter II, 2.A.3 Agricultural Lands, 2.A.7 Flora and Fauna, and 2.B Socio-Economic Environment 201H Application <ul style="list-style-type: none"> • Section 4, Preliminary Development Plans
§15-307-26 (5)	Proposed financing of the project, including:	
	(A) The manner in which the project will be financed during the development and construction of the project and upon completion of the project;	201H Application <ul style="list-style-type: none"> • Section 8, Project Financing
	(B) The sources of repayment of such financing;	201H Application <ul style="list-style-type: none"> • Section 8, Project Financing

Section	Requirement Information	Refer To:
	(C) Estimated start-up expenses and the sources of funds to meet these expenses;	201H Application • Section 8, Project Financing
	(D) The net equity, if any, which the developer intends to contribute to the proposed project; and	201H Application • Section 8, Project Financing
	(E) Budgets and cashflow requirements;	201H Application • Section 8, Project Financing
§15-307-26 (6)	Development timetable, market analysis, sales marketing program, and other activities relating to a successful development of the project to completion;	Final EA, Volume II • Chapter I, Project Overview Volume III • Appendix H, Market Study Economic Income Analysis & Public Cost Benefit Assessment
§15-307-26 (7)	Description of the manner in which the proposed project addresses the housing needs of lower income families;	Final EA, Volume II • Chapter I, Project Overview Volume III • Appendix H, Market Study Economic Income Analysis & Public Cost Benefit Assessment
§15-307-26 (8)	Description of the land for the proposed project as to present use, soil classification, agricultural importance as determined by the land evaluation and site assessment commission, flood, and drainage conditions;	Final EA, Volume II • Chapter I, Project Overview • Chapter II, 2.A.4 Topography and Soils Volume III • Appendix B, Agricultural Impact Assessment
§15-307-26 (9)	An assessment of the effects of the development of the proposed project upon the environment, agriculture, recreational, cultural, historic, scenic, flora and fauna, or other resources of the area;	Final EA, Volume II • Chapter II, Description of Existing Environment, Potential Impacts and Mitigation Measures • Chapter VI, Significance Criteria Assessment
§15-307-26 (10)	Availability of public services and facilities such as schools, sewers, parks, water, sanitation, drainage, roads, police and fire protection, the adequacy thereof, and whether public agencies providing the services or facilities would be unreasonably burdened by the development of the proposed project;	Final EA, Volume II • Chapter I, Project Overview • Chapter II, 2.C. Public Services and 2.D. Infrastructure
§15-307-26 (11)	Specific requests to the corporation for participation by the corporation for financial or other assistance, description of the state subsidies required and applied for, and financial and other assistance provided for by other governmental agencies;	201H Application • Section 7, 201H Proposed Exemptions list

Section	Requirement Information	Refer To:
§15-307-26 (12)	A summary of comments from the community or community groups;	Final EA, Volume II <ul style="list-style-type: none"> • Chapter VIII, Parties Consulted during the Preparation of the Draft Environmental Assessment, Letters Received and Responses to Substantive Comments • Chapter IX, Parties Consulted During the 30-Day Comment Period for the Draft Environmental Assessment, Letters Received and Responses to Substantive Comments 201H Application <ul style="list-style-type: none"> • Section 10, Community Engagement Summary
§15-307-26 (13)	If the proposal for the development will cause displacement, the proposal shall include a program of housing accommodation for displaced persons;	N/A
§15-307-26 (14)	Applicable provisions of existing state and county general plans, development plans, community development plans, and other comparable plans developed or adopted by the state or county government in which the proposed project is situated, county zoning of the area and other applicable land use requirements, and if known, any substantial difference in the proposed project from the respective county general plan or development, or community development plan, or other county plans and zoning and other land use requirements, and the reasons for varying from the respective county requirements;	Final EA, Volume II <ul style="list-style-type: none"> • Chapter I, Project Overview • Chapter III, Relationship to Governmental Plans, Policies, and Controls
§15-307-26 (15)	Specific requests for exemption from existing laws, charter provisions, ordinances and rules relating to the proposed project, including requests for exemption from subdivision standards and building codes, density, height, set back, parking, street width, open space, park dedication, and other specific land use requirements;	Final EA, Volume II <ul style="list-style-type: none"> • Chapter III.F., Proposed 201H-38, HRS, Exemptions from Maui County Code 201H Application <ul style="list-style-type: none"> • Section 7, 201H Proposed Exemptions List

Section	Requirement Information	Refer To:
§15-307-26 (16)	Any other information that the corporation finds necessary to make an environmental assessment and to determine whether or not the proposed project complies as closely as possible with existing laws, charter provisions, ordinances, and rules, and is suitable under and meets the intent and purposes of chapter 201H, HRS.	Final EA, Volume II <ul style="list-style-type: none"> • Chapter I, Project Overview • Chapter II, Description of Existing Environment, Potential Impacts, and Mitigation Measures • Chapter III, Relationship to Governmental Plans, Policies, and Controls • Chapter VI, Significance Criteria Assessment 201H Application <ul style="list-style-type: none"> • Section 9, County Agency comments on (draft) 201H Application and Responses



LETTER OF AUTHORIZATION

2





May 24, 2021

Honorable Alice L. Lee, Council Chair
Honorable Gabe Johnson, Chair of the Affordable
Housing Committee
County of Maui
Maui County Council
200 South High Street, 8th Floor
Wailuku, Hawaiʻi 96793

SUBJECT: Letter of Authorization for the Preparation, Filing, and Processing of a 201H-38,
HRS Application for the Proposed Hōkūao Housing Project Located at Lānaʻi City,
Hawaiʻi; TMK (2)4-9-014:001(por.) and 009(por.)

Dear Council Chair Lee and Committee Chair Johnson:

This letter is provided by Lanai Resorts, LLC, a Hawaiʻi limited liability company doing business as Pūlama Lānaʻi, owner of the above-referenced parcels. We hereby authorize Munekiyo Hiraga to prepare, file, and process on our behalf an application for our proposed affordable housing project pursuant to 201H-38, Hawaiʻi Revised Statutes.

Should you have any questions or require additional information, please feel free to contact me.

Sincerely,

Kurt Matsumoto
Chief Operating Officer

cc: Chris Sugidono, Munekiyo Hiraga



LAND OWNERSHIP
DOCUMENTATION

3



**LAND OWNERSHIP FOR
TMK (2)4-9-002:061**

OFFICE OF THE
ASSISTANT REGISTRAR, LAND COURT
STATE OF HAWAII
(Bureau of Conveyances)

The original of this document was
recorded as follows:

Doc T-8208437
CT 1044094
June 22, 2012 3:29 PM

LAND COURT SYSTEM

REGULAR SYSTEM

Return by Mail () Pickup (X) To:

Castle & Cooke, Inc.

C. Kurasaki Ph: 548-2909

Total Pages 6

Tax Map Key No.: (2) 4-9-002-001 portion

LIMITED WARRANTY DEED

THIS LIMITED WARRANTY DEED is made as of June 22, 2012, by **CASTLE & COOKE, INC.**, a Hawaii corporation, hereinafter called the "**Grantor**," in favor of **CASTLE & COOKE RESORTS, LLC**, a Hawaii limited liability company whose address is 680 Iwilei Rd., Suite 510, Honolulu, Hawaii 96817, hereinafter called the "**Grantee**."

WITNESSETH:

That for Ten Dollars (\$10.00) and other good and valuable consideration paid by the Grantee, the receipt of which is hereby acknowledged, the Grantor does hereby grant, bargain, sell and convey unto the Grantee, as tenant in severalty, all of the property more particularly described in **Exhibit A** attached hereto and made a part hereof;

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, including but not limited to, if any, water, minerals, metals and geothermal resources;

TO HAVE AND TO HOLD the same, together with all buildings, improvements, rights, easements, privileges and appurtenances thereon and thereto belonging or appertaining or held and enjoyed therewith, unto the Grantee according to the tenancy herein set forth, forever.

AND, in consideration of the premises, the Grantor does hereby covenant with the Grantee that the Grantor is lawfully seised in fee simple of the property herein described (the "Property") and has good right to sell and convey the Property; that the Property is free and clear of all encumbrances made or suffered by the Grantor, except as set forth in **Exhibit A** and except for the lien of real property taxes not yet by law required to be paid; and that the Grantor shall WARRANT AND DEFEND the foregoing against the lawful claims of all persons claiming by, through, or under the Grantor, unto the Grantee and the Grantee's successors and assigns, forever.

AND the Grantor quitclaims to the Grantee all rights, title and interests reserved, granted or acquired by the Grantor or its predecessors in interest with respect to land owned by others on the island of Lanai, including but not limited to, if any, rights and interests with respect to easements, rights of way, access, water, minerals, metals, geothermal resources, and restrictive covenants.

The rights and obligations of the Grantor and the Grantee shall be binding upon and inure to the benefit of their respective estates, heirs, personal representatives, successors, successors in trust, and assigns. The conveyance herein set forth and the warranties of the Grantor concerning the same are expressly declared to be in favor of the Grantee, and the Grantee's heirs, personal representatives, successors, successors in trust and assigns.

The terms "**Grantor**" and "**Grantee**," as and when used herein, or any pronouns used in place thereof, shall mean and include the masculine or feminine, the singular or plural number, individuals or corporations, limited liability companies or partnerships, and their and each of their respective, heirs, personal representatives, successors, successors in trust, and assigns, according to the context thereof.

This Deed is being made as a part of a larger sale of assets by the Grantor relating to the island of Lanai through which the Grantor is receiving consideration for this Deed by the transfer of assets from the Grantee and additional value from the Grantee and its affiliates.

IN WITNESS WHEREOF, the Grantor has executed these presents as of the day and year first above written.

CASTLE & COOKE, INC., a Hawaii corporation

By: 

Name: HARRY A. SAUNDERS

Title: Senior Vice President

By: 

Name: RICHARD K. MIRIKITANI

Title: Vice President & Assistant Secretary

Grantor

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

On June 21, 2012, before me personally appeared HARRY A. SAUNDERS and RICHARD K. MIRIKITANI, to me personally known, who, being by me duly sworn or affirmed, did say that such persons executed this 6-page Limited Warranty Deed undated at time of notarization, in the First Circuit of the State of Hawaii, as the free act and deed of such persons, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Print Name: Rhonda Biffle

Notary Public, State of Hawaii

My commission expires: **Aug. 3, 2012**



EXHIBIT A

ALL OF THAT CERTAIN PARCEL OF LAND SITUATE ON THE ISLAND OF LANAI, COUNTY OF MAUI, STATE OF HAWAII, DESCRIBED AS FOLLOWS:

LOT 13-A-1-A, AREA 17,113.987 ACRES, MORE OR LESS, (DEDUCTING THEREFROM THE FOLLOWING LOTS OF LAND COURT APPLICATION 862:

LOT E-2-A-1-A-1-B,
LOT E-2-A-1-A-1-D,
LOT E-2-A-1-A-1-F,
LOT E-2-A-1-A-1-G,
LOT E-2-A-1-A-1-H AND
LOT E-2-A-1-A-1-J, AS SHOWN ON MAP 13;

LOT 35, AS SHOWN ON MAP 19;

LOT 37, AS SHOWN ON MAP 20;

LOT 44 AND 45, AS SHOWN ON MAP 21;

LOTS 724 TO 731, INCLUSIVE AND
LOTS 733 TO 743, INCLUSIVE, AS SHOWN ON MAP 48;

LOTS 746 TO 751, INCLUSIVE, AS SHOWN ON MAP 60;

EXCLUSIONS 13, 17, 18, 26 AND 36 AS SHOWN ON MAP 3;
AND ALL EXISTING GOVERNMENT ROADS
AND ALSO THE FOLLOWING LOTS OF LAND COURT CONSOLIDATION NO. 170; LOTS 12 AS SHOWN ON MAP 5; AND
LOTS 13-B TO 13-G, INCLUSIVE, AS SHOWN ON MAP 6; CONTAINING AN AREA OF 889.799 ACRES, MORE OR LESS),

AND CONTAINING A NET AREA OF 16,224.188 ACRES, MORE OR LESS, AS SHOWN ON MAP 15, FILED WITH LAND COURT CONSOLIDATION NO. 170 OF CASTLE & COOKE, INC.

TOGETHER WITH PERPETUAL RIGHTS AND EASEMENTS AS SET FORTH BY LAND COURT ORDER NO. 132974, FILED OCTOBER 12, 1998, AS FOLLOWS:

(A) PERPETUAL RIGHT AND EASEMENTS TO BUILD, CONSTRUCT, INSTALL, MAINTAIN, OPERATE, REPAIR AND/OR REPLACE POLE AND WIRE LINES OR UNDERGROUND LINES FOR POWER AND COMMUNICATIONS; UNDERGROUND WATER PIPELINES, INCLUDING FIRE HYDRANTS AND VALVES; UNDERGROUND CONCRETE AND/OR CORRUGATED IRON STRUCTURES FOR PURPOSES OF DRAINAGE AND IRRIGATION; AND UNDERGROUND SEWER LINES;

(B) PERPETUAL RIGHT AND EASEMENTS TO INSTALL, CONSTRUCT, LAY, MAINTAIN, REPAIR, REMOVE AND/OR REPLACE AN UNDERGROUND WATER PIPELINE OR PIPELINES ALONG, ACROSS, THROUGH AND UNDER LOTS 482-B, 553-B, 303-B, 549, 551-C AND 561-A, TOGETHER WITH THE RIGHT OF ACCESS FROM TIME TO TIME FOR THE PURPOSE AFORESAID; PROVIDED, HOWEVER, AND THIS RESERVATION IS ON THE CONDITION THAT, IF SAID EASEMENTS ARE NOT USED FOR THE AFORESAID PURPOSE AT ANY TIME FOR A PERIOD OF TWO (2) CONSECUTIVE YEARS, THEN THE SAME SHALL CEASE AND TERMINATE, AS RESERVED IN DEEDS, DATED DECEMBER 1, 1961, DECEMBER 1, 1961, JANUARY 30, 1962, JULY 27, 1962, APRIL 20, 1964 AND APRIL 20, 1964, FILED AS DOCUMENT NOS. 282714, 282715, 286951, 293717, 329739 AND 329740, RESPECTIVELY; AND

BEING LAND(S) DESCRIBED IN TRANSFER CERTIFICATE OF TITLE NO. 469,176
ISSUED TO: CASTLE & COOKE, INC., A HAWAII CORPORATION.

SUBJECT, HOWEVER, TO:

1. All encumbrances of record. (But no admission is made herein that such encumbrances are valid)
2. All customary and traditional rights, of native Hawaiians as provided for by the law of the State of Hawaii, for subsistence, cultural and religious purposes, which rights may involve access to the subject property.

STATUS REPORT

This Report (and any revisions thereto) is issued for the sole benefit of the Purchaser of this Report identified in the Order No. referenced below. Title Guaranty of Hawaii, LLC's responsibility for any actual loss incurred by reason of any incorrectness herein is limited to the lesser of \$3,500 or two times the amount paid for this Report.

SCHEDULE A

Title Guaranty of Hawaii, LLC (the "Company") hereby reports as follows as to the title of the Parties named in Schedule A in and to the title to land described in Schedule C, subject to the matters set forth in Schedule B, based solely upon an abstract and examination of the following Indices in the State of Hawaii: (a) the Office of the Clerks of the Circuit Court of the Judicial Circuit within which the land is located; (b) the Office of the Clerk of the District Court of the United States for the District of Hawaii; (c) the Office of the Registrar of Conveyances; and (d) the Office of the Real Property Tax Assessment Division of the County within which the land is located.

LĀNA'I RESORTS, LLC,
a Hawaii limited liability company,
as Fee Owner

This report is subject to the Conditions and Stipulations set forth in Schedule D and is dated as of August 12, 2019 at 8:00 a.m.

Inquiries concerning this report
should be directed to
MEGHAN BROWN.
Email mstanton@tghawaii.com
Fax (808) 521-0287
Telephone (808) 533-5810.
Refer to Order No. 201939599.

**SCHEDULE B
EXCEPTIONS**

1. Real Property Taxes, if any, that may be due and owing.

Tax Key(s): [\(2\) 4-9-002-061](#) and [\(2\) 4-9-002-052](#).

-Note:- Attention is invited to the fact that the premises covered herein may be subject to possible rollback or retroactive property taxes.

2. Mineral and water rights of any nature.
3. Any and all matters not shown in the Indices described in Schedule A.
4. The terms and provisions contained in the following:

INSTRUMENT : PRIVATE WATER SYSTEM AGREEMENT

DATED : April 9, 1984

RECORDED : Liber [17877](#) Page [762](#)

PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, and the COUNTY OF MAUI and its DEPARTMENT OF WATER SUPPLY

(Not noted on Transfer Certificate(s) of Title referred to herein)

5. The terms and provisions contained in the following:

INSTRUMENT : AGREEMENT FOR DEVELOPMENT AND COORDINATION OF AN AFFORDABLE HOUSING PROGRAM

DATED : April 30, 1987

RECORDED : Liber [20640](#) Page [417](#)

PARTIES : LANAI COMPANY, INC., a Hawaii corporation, and the COUNTY OF MAUI

SCHEDULE B CONTINUED

Said Agreement was amended by instrument dated June 24, 1987, recorded in Liber [20859](#) at Page [232](#).

(Not noted on Transfer Certificate(s) of Title referred to herein)

6. The terms and provisions contained in the following:

INSTRUMENT : PRIVATE WATER SYSTEM AGREEMENT
DATED : June 2, 1987
RECORDED : Liber [20893](#) Page [20](#)
PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, and the COUNTY OF MAUI and its DEPARTMENT OF WATER SUPPLY

(Not noted on Transfer Certificate(s) of Title referred to herein)

7. The terms and provisions contained in the following:

INSTRUMENT : LICENSE AGREEMENT FOR USE OF ROADWAYS
DATED : April 24, 1989
RECORDED : Liber [23418](#) Page [545](#)
PARTIES : COUNTY OF MAUI and LANAI WATER COMPANY, INC., a Hawaii corporation

(Not noted on Transfer Certificate(s) of Title referred to herein)

8. The terms and provisions contained in the following:

INSTRUMENT : PRIVATE WATER SYSTEM AGREEMENT
DATED : August 9, 1990
RECORDED : Document No. [90-132692](#)
PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, LANAI COMPANY, INC., a Hawaii corporation, and the DEPARTMENT OF WATER SUPPLY of the County of Maui

SCHEDULE B CONTINUED

(Not noted on Transfer Certificate(s) of Title referred to herein)

9. The terms and provisions contained in the following:

INSTRUMENT : PRIVATE WATER SYSTEM AGREEMENT
DATED : November 30, 1990
RECORDED : Document No. [90-192020](#)
PARTIES : COUNTY OF MAUI through its DEPARTMENT OF PUBLIC WORKS, and the DEPARTMENT OF WATER SUPPLY of the County of Maui

(Not noted on Transfer Certificate(s) of Title referred to herein)

10. The terms and provisions contained in the following:

INSTRUMENT : PRIVATE WATER SYSTEM AGREEMENT
DATED : January 26, 1993
RECORDED : Document No. [93-053613](#)
PARTIES : DOLE FOOD COMPANY, INC., a Hawaii corporation, LANAI WATER COMPANY, INC. and LANAI COMPANY, INC., both Hawaii corporations, STATE OF HAWAII, DEPARTMENT OF TRANSPORTATION, and the DEPARTMENT OF WATER SUPPLY of the County of Maui

(Not noted on Transfer Certificate(s) of Title referred to herein)

11. NOTICE OF IMPOSITION OF CONDITIONS BY THE LAND USE COMMISSION

DATED : August 10, 1993
RECORDED : Document No. [93-130691](#)
PARTIES : STATE OF HAWAII, DEPARTMENT OF TRANSPORTATION

(Not noted on Transfer Certificate(s) of Title referred to herein)

SCHEDULE B CONTINUED

12. The terms and provisions contained in the following:

INSTRUMENT : PRIVATE WATER SYSTEM AGREEMENT

DATED : July 15, 1994
RECORDED : Document No. [94-150911](#)
PARTIES : DOLE FOOD COMPANY, INC., a Hawaii corporation,
LANAI COMPANY, INC., a Hawaii corporation, and the
DEPARTMENT OF WATER SUPPLY of the County of Maui

(Not noted on Transfer Certificate(s) of Title referred to
herein)

13. The terms and provisions contained in the following:

INSTRUMENT : PRIVATE WATER SYSTEM AGREEMENT

DATED : June 23, 1994
RECORDED : Document No. [94-150913](#)
PARTIES : LANAI RESORT PARTNERS, a California general
partnership, DOLE FOOD COMPANY, INC., LANAI WATER
COMPANY, INC. and LANAI COMPANY, INC., all Hawaii
corporations, and the DEPARTMENT OF WATER SUPPLY
of the County of Maui

(Not noted on Transfer Certificate(s) of Title referred to
herein)

14. The terms and provisions contained in the following:

INSTRUMENT : AMENDED LANAI CITY REDEVELOPMENT PROJECT SECTION
201E-210, HRS, AGREEMENT

DATED : December 11, 1997, effective as of June 12, 1996
RECORDED : Document No. [97-178677](#)
PARTIES : LANAI COMPANY, INC., a Hawaii corporation, and
COUNTY OF MAUI, a political subdivision of the
State of Hawaii

SCHEDULE B CONTINUED

Above Agreement supersedes the LANAI CITY REDEVELOPMENT PROJECT SECTION 201E-210, HRS, AGREEMENT dated _____ (acknowledged May 28, 1996 and June 12, 1996), recorded as Document No. [96-087826](#).

SECOND AMENDED LANAI CITY REDEVELOPMENT PROJECT SECTION 201G-118, HRS, AGREEMENT dated November 18, 2003, recorded as Document No. [2003-267182](#).

(Not noted on Transfer Certificate(s) of Title referred to herein)

15. The terms and provisions contained in the following:

INSTRUMENT : PRIVATE WATER SYSTEM AGREEMENT

DATED : January 20, 1998
RECORDED : Document No. [98-050639](#)
PARTIES : LANAI OIL COMPANY, INC., a Hawaii corporation
"Applicant", LANAI COMPANY, INC., a Hawaii corporation
"Purveyor" and DEPARTMENT OF WATER SUPPLY of the County of Maui "Department"

(Not noted on Transfer Certificate(s) of Title referred to herein)

16. The terms and provisions contained in the following:

INSTRUMENT : HOLD HARMLESS AGREEMENT

DATED : June 1, 2015
RECORDED : Document No. A-[59680689](#)
PARTIES : LANA'I RESORTS LLC, a Hawaii limited liability company doing business as Pulama Lana'i, "Owners", and the COUNTY OF MAUI, a political subdivision of the State of Hawaii, "County"

(Not noted on Transfer Certificate(s) of Title referred to herein)

SCHEDULE B CONTINUED

17. The terms and conditions contained in CERTIFICATE OF EXEMPTION FROM COUNTY PLUMBING INSPECTIONS, dated --- (acknowledged June 17, 2015), recorded as Document No. A-[59680690](#).

(Not noted on Transfer Certificate(s) of Title referred to herein)

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

19. Existing roads, trails and rights of way, as shown on Government Survey Registered Map No. 1394, as set forth by Land Court Order No. [116819](#), filed June 1, 1994.

20. Those certain old government roads and trails, as shown on Map 1, filed with Land Court Application No. 862 (amended), as set forth by Land Court Order No. [116819](#), filed June 1, 1994.

21. DESIGNATION OF EASEMENTS "2" AND "3"

SHOWN : on Map [13](#) of Land Court Application No. 862 (amended) and Map 5 of Land Court Consolidation No. 170, as set forth by Land Court Order No. [12830](#), filed May 5, 1954

22. Restriction of vehicular access rights, as shown on Map 48 of Land Court Application No. 862 (amended), as set forth by Land Court Order No. [19032](#), filed May 24, 1961, as amended by Land Court Order No. [19423](#), filed October 4, 1961.

23. The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (LARGE LOTS)

SCHEDULE B CONTINUED

DATED : June 9, 1988
FILED : Land Court Document No. [1558116](#)
PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, and the
COUNTY OF MAUI

24. GRANT

TO : GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED, now
known as HAWAIIAN TELCOM, INC.

DATED : August 1, 1988
FILED : Land Court Document No. [1576727](#)
GRANTING : a non-exclusive perpetual right and easement to
build, construct, reconstruct, rebuild, repair,
maintain and operate pole and wire lines, etc., for
the transmission and distribution of communications
and control circuits

ADDITIONAL SECURITY MORTGAGE AND FINANCING STATEMENT dated August
8, 1988, filed as Land Court Document No. [1576728](#).

25. The terms and provisions contained in the following:

INSTRUMENT : DECLARATION OF COVENANTS

DATED : April 5, 1989
RECORDED : Liber [23036](#) Page [152](#)

As pursuant to Land Court Order No. [117429](#).

26. The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (LARGE LOTS)

DATED : December 28, 1988
FILED : Land Court Document No. [1633943](#)
PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, and the
COUNTY OF MAUI

27. The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (THREE LOTS OR LESS)

SCHEDULE B CONTINUED

DATED : April 26, 1989
FILED : Land Court Document No. [1633944](#)
PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, and the
COUNTY OF MAUI

28. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED

DATED : August 7, 1989
FILED : Land Court Document No. [1664245](#)
GRANTING : perpetual rights and easements to build, rebuild,
construct, reconstruct, operate, maintain, repair
and remove pole and wire lines, etc., for the
transmission and distribution of electricity

ADDITIONAL SECURITY MORTGAGE AND FINANCING STATEMENT dated
August 28, 1989, filed as Land Court Document No. [1664246](#).

29. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN
TELEPHONE COMPANY INCORPORATED, now known as
HAWAIIAN TELCOM, INC.

DATED : February 23, 1990
FILED : Land Court Document No. [1724733](#)
GRANTING : perpetual rights and easements to build, rebuild,
construct, reconstruct, operate, maintain, repair
and remove pole and wire lines, etc., for the
transmission and distribution of electricity

ADDITIONAL SECURITY MORTGAGE AND FINANCING STATEMENT dated March
9, 1990, filed as Land Court Document No. [1724734](#).

ADDITIONAL SECURITY MORTGAGE AND FINANCING STATEMENT dated April
5, 1990, filed as Land Court Document No. [1724735](#).

30. GRANT

SCHEDULE B CONTINUED

TO : MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN
TELEPHONE COMPANY INCORPORATED, now known as
HAWAIIAN TELCOM, INC.

DATED : July 5, 1990

FILED : Land Court Document No. [1757129](#)

GRANTING : perpetual rights and easements to build, rebuild,
construct, reconstruct, operate,
maintain, repair and remove pole and wire lines,
etc., for the transmission and distribution of
electricity

(Not noted on Transfer Certificate(s) of Title referred to
herein)

31. The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (LARGE LOTS)

DATED : November 5, 1992

FILED : Land Court Document No. [2025213](#)

PARTIES : DOLE FOOD COMPANY, INC., a Hawaii corporation, and
the COUNTY OF MAUI

32. DESIGNATION OF EASEMENT "4"

PURPOSE : Access and utility

SHOWN : on Map 5, as set forth by Land Court Order No
113246, filed September 1, 1993, as amended by Land
Court Order No. [116423](#), filed May 5, 1994

Said Easement "4" is subject to access rights in favor of Lot 12,
as shown on Map [5](#) of Land Court Consolidation No. 170, as set
forth in said Land Court Order No. [113246](#).

33. DESIGNATION OF EASEMENT "5" (20 feet wide)

PURPOSE : Access

SHOWN : on Map 5, as set forth by Land Court Order No
113246, filed September 1, 1993, as amended by Land
Court Order No. [116423](#), filed May 5, 1994

SCHEDULE B CONTINUED

Said Easement "5" is subject to access rights in favor of Easements "8" and "9", as shown on Map 5 of Land Court Consolidation No. 170, as set forth in said Land Court Order No. 113246, as amended.

34. DESIGNATION OF EASEMENT "6" (20 feet wide)

PURPOSE : Access
SHOWN : on Map 5, as set forth by Land Court Order No 113246, filed September 1, 1993, as amended
SHOWN : on Map 5, as set forth by Land Court Order No 113246, filed September 1, 1993, as amended

Said Easement "6" is subject to access rights in favor of Easement "8", as shown on Map 5 of Land Court Consolidation No. 170, as set forth in said Land Court Order No. 113246.

35. DESIGNATION OF EASEMENT "7"

PURPOSE : Access
SHOWN : on Map 5, as set forth by Land Court Order No 113246, filed September 1, 1993

36. The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (AGRICULTURAL USE)

DATED : November 5, 1992
FILED : Land Court Document No. 2070238
PARTIES : DOLE FOOD COMPANY, INC., a Hawaii corporation, and the COUNTY OF MAUI

37. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED

DATED : October 7, 1993
FILED : Land Court Document No. 2080168
GRANTING : perpetual rights and easements to build, rebuild, construct, reconstruct, operate, maintain, repair and remove pole and wire lines, etc., for the transmission and distribution of electricity

SCHEDULE B CONTINUED

ADDITIONAL SECURITY MORTGAGE AND FINANCING STATEMENT dated October 15, 1993, filed as Land Court Document No. [2080169](#).

38. LEASE

LESSOR : DOLE FOOD COMPANY, INC.

LESSEE : THE STATE OF HAWAII, by its Board of Land and Natural Resources

DATED : July 15, 1994

FILED : Land Court Document No. [2165943](#)

TERM : 55 years commencing on August 1, 1994, up to and including July 31, 2049

ABOVE LEASE AMENDED BY INSTRUMENT

DATED : August 19, 1994

FILED : Land Court Document No. [2199103](#)

RECORDED : Document No. [94-173248](#)

Leasing and demising approximately 100.0 acres, more or less, of the land described in ITEM I, for purposes of an agricultural park, further being a portion of Sections E and F of Dole Field 5513, as shown on the map attached thereto.

Said Lease is subject to any matters arising from or affecting the same.

39. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED

DATED : November 15, 1994

FILED : Land Court Document No. [2202360](#)

GRANTING : perpetual rights and easements to build, rebuild, construct, reconstruct, operate, maintain, repair and remove pole and wire lines, etc., for the transmission and distribution of electricity

ADDITIONAL SECURITY MORTGAGE AND FINANCING STATEMENT dated November 30, 1994, filed as Land Court Document No. [2202361](#).

SCHEDULE B CONTINUED

40. GRANT

TO : UNITED STATES OF AMERICA, acting through the
Federal Aviation Administration

DATED : May 1, 1990

FILED : Land Court Document No. [2210228](#)

GRANTING : a nonexclusive easement over said Easements "5" and
"6" for the use and rights of maintenance, repair
and replacement of an access roadway appurtenant to
Easement "8"

41. GRANT

TO : UNITED STATES OF AMERICA, acting through the
Federal Aviation Administration

DATED : May 1, 1990

FILED : Land Court Document No. [2210229](#)

GRANTING : a nonexclusive easement over said Easement "5" for
the use and rights of maintenance, repair and
replacement of an access roadway appurtenant to
Easement "9"

42. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED

DATED : February 20, 1997

FILED : Land Court Document No. [2367524](#)

GRANTING : a perpetual right and easement to build, construct,
reconstruct, rebuild, repair, maintain and operate
pole and wire lines, etc., for the transmission of
electricity

ADDITIONAL SECURITY MORTGAGE AND FINANCING STATEMENT dated
February 24, 1997, filed as Land Court Document No. [2367525](#).

SCHEDULE B CONTINUED

43. Abutter's rights of vehicle access over and across BOUNDARIES "A", "B", "C", "D", and "E", and EASEMENT "B" into and from Kaunalapau Highway, pursuant to the rights (of access) acquired by the State of Hawaii and reserving unto Castle & Cooke, Inc., a Hawaii corporation, its successors and assigns the right to change and relocate and/or widen any or all points of vehicle access appurtenant to land lying contiguous to the said vehicle access points, as provided for and set forth in DEED dated November 4, 1968, filed as Land Court Document No. [473755](#). Said Boundaries and Easement being more particularly described therein.

44. Rights of others who may have easement or access rights in the land described in Schedule C.

45. Matters arising out of, including any access and utility rights in favor of Lots: E-2-A-1-A-1-D,
E-2-A-1-A-1-D,
E-2-A-1-A-1-F,
E-2-A-1-A-1-G,
E-2-A-1-A-1-H, and
E-2-A-1-A-1-J. as shown on Map 13;
35, as shown on Map 19;
37, as shown on Map 20;
44 and 45, as shown on Map 21;
724 to 731, inclusive,
733 to 743, inclusive, as shown on Map 48;
746 to 751, inclusive, as shown on Map 60;
Exclusions 13, 17, 18, 26 and 36, as shown on Map 3;
and all existing Government Roads,
and also the following lots of Land Court Consolidation
No. 170:
LOTS 12, as shown on Map 5; and
13-B to 13-G, inclusive, as shown on Map 6,

located within the subject land described in Schedule C.

46. DESIGNATION OF EASEMENT "147"

PURPOSE : wastewater treatment facility
SHOWN : as Map 14, as set forth by Land Court Order No. [132974](#), filed October 12, 1998

SCHEDULE B CONTINUED

47. DESIGNATION OF EASEMENT "148", 10 feet wide

PURPOSE : sewer force main
SHOWN : as Map 14, as set forth by Land Court Order No. [132974](#), filed October 12, 1998

48. UNRECORDED LEASE

LESSOR : CASTLE & COOKE, INC., a Hawaii corporation
LESSEE : LANAI SUSTAINABILITY RESEARCH, LLC., a Hawaii limited liability company
DATED : September 30, 2008
TERM : Commenced on September 30, 2008 and terminating at 11:59PM of the day preceding the twenty-fifth (25th) anniversary of the "In Service Date" as defined in the Power Purchase Contract for As-Available Energy dated August 8, 2008, between Tenant and Maui Electric Company, Ltd. The Lease term is subject to two (2) options to extend the term, each for five (5) years.

MEMORANDUM OF LEASE dated September 30, 2008 filed as Land Court Document 3802724.

49. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED
DATED : October 20, 2008
FILED : Land Court Document No. [3812776](#)
GRANTING : an easement to build, reconstruct, rebuild, repair, maintain and operate pole and wire underground power lines etc.

50. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED
DATED : April 20, 2009
FILED : Land Court Document No. [3893269](#)

SCHEDULE B CONTINUED

GRANTING : an easement to build, reconstruct, rebuild, repair, maintain and operate pole and wire underground power lines etc.

51. GRANT

TO : LANAI WATER COMPANY, INC., a Hawaii corporation

DATED : August 25, 2009

FILED : Land Court Document No. [3894163](#)

GRANTING : a non-exclusive easement to construct, reconstruct, install, maintain, operate, repair and remove underground pipelines etc.

52. GRANT

TO : LANAI HOLDINGS, INC., a Hawaii corporation

DATED : August 25, 2009

FILED : Land Court Document No. [3894164](#)

GRANTING : a non-exclusive easement to construct, reconstruct, install, maintain, operate, repair and remove underground pipelines etc.

53. GRANT

TO : UNITED STATES OF AMERICA

DATED : June 17, 2010

FILED : Land Court Document No. [3972855](#)

GRANTING : a nonexclusive easement for ingress and egress appurtenant to Easement No. 9 over, across, along, and upon a portion of Easement No. 5 as shown on Map 5 of Land Court Consolidation No. 189

TERM : beginning October 1, 2010 and ending September 30, 2011, with option to renew from year to year provided that no renewal thereof shall extend the period of occupancy beyond September 30, 2030

(Not noted on Transfer Certificate(s) of Title referred to herein)

SCHEDULE B CONTINUED

54. GRANT

TO : UNITED STATES OF AMERICA

DATED : June 17, 2010

FILED : Land Court Document No. [3972856](#)

GRANTING : a nonexclusive easement for ingress and egress appurtenant to Easement No. 8 over, across, along and upon a portion of Easement No. 5 as shown on Map 5

TERM : beginning October 1, 2010 and ending September 30, 2011, with option to renew from year to year provided that no renewal thereof shall extend the period of occupancy beyond September 30, 2030

(Not noted on Transfer Certificate(s) of Title referred to herein)

55. The terms and provisions contained in the following:

INSTRUMENT : UNILATERAL AGREEMENT AND DECLARATION OF CONDITIONS FOR STATE LAND USE DISTRICT BOUNDARY AMENDMENT

DATED : April 24, 2013

RECORDED : Document No. A-[49131200](#)

PARTIES : LANAI RESORTS, LLC, a Hawaii limited liability company

(Not noted on Transfer Certificate(s) of Title referred to herein)

56. The terms and provisions contained in the following:

INSTRUMENT : UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

DATED : April 24, 2013

RECORDED : Document No. A-[49131201](#)

PARTIES : LANAI RESORTS, LLC, a Hawaii limited liability company

(Not noted on Transfer Certificate(s) of Title referred to herein)

SCHEDULE B CONTINUED

57. County of Maui roadway Lot 727, as shown on Map 48 of Land Court Application No. 862 and Kaunalapau Highway as shown on Map 15 of Land Court Consolidation No. 170.

58. The terms and provisions contained in the following:

INSTRUMENT : AGREEMENT FOR ALLOCATION OF FUTURE SUBDIVISION
POTENTIAL

DATED : August 25, 2017

FILED : Land Court Document No. T-10116246

PARTIES : LANA'I RESORTS, LLC, a Hawaii limited liability company, doing business as Pulama Lana'i, "Subdivider", and the COUNTY OF MAUI, through its Department of Public Works, a political subdivision of the State of Hawaii, "County"

59. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : July 23, 2018

FILED : Land Court Document No. T-10453247

GRANTING : a right and easement for utility purposes as shown on map attached thereto

60. Lots 13-A-1-A of Land Court Consolidation No. 170 and Apana 1 of Land Court Application No. 786 were consolidated and resubdivided into Lots 13-A-1-A-1 and 13-A-1-A-2 as shown on survey map prepared by Kirk T. Tanaka, Land Surveyor with R. T. Tanaka Engineers, Inc., dated March 17, 2016, last revised July 21, 2016, approved by the Department of Public Works, City and County of Maui, Subdivision File Number 6.180, on October 31, 2017.

61. Any matters affecting title to the land which may arise out of final approval of the Petition(s) for subdivision by the Land Court of the State of Hawaii.

SCHEDULE B CONTINUED

62. Discrepancies, conflicts in boundary lines, shortage in area, encroachments or any other matters which a correct survey or archaeological study would disclose.
63. Any unrecorded leases and matters arising from or affecting the same.
64. Claims arising out of customary and traditional rights and practices, including without limitation those exercised for subsistence, cultural, religious, access or gathering purposes, as provided for in the Hawaii Constitution or the Hawaii Revised Statutes.

END OF SCHEDULE B

SCHEDULE C

All of that certain parcel of land situate on the Island of Lanai, County of Maui, State of Hawaii, described as follows:

LOT 13-A-1-A, area 17,113.987 acres, (deducting therefrom the following lots of Land Court Application 862:

LOTS E-2-A-1-A-1-B,
E-2-A-1-A-1-D,
E-2-A-1-A-1-F,
E-2-A-1-A-1-G,
E-2-A-1-A-1-H and
E-2-A-1-A-1-J, as shown on Map 13;
35, as shown on Map 19;
37, as shown on Map 20;
44 and 45, as shown on Map 21;
724 to 731, inclusive and
733 to 743, inclusive, as shown on Map 48;
746 to 751, inclusive, as shown on Map 60;
Exclusions 13, 17, 18, 26 and 36 as shown on Map 3;
and all existing Government Roads
and also the following lots of Land Court Consolidation
No. 170;

LOTS 12 as shown on Map 5; and
13-B to 13-G, inclusive, as shown on Map 6; containing an
area of 889.799 acres),

and containing a net area of 16,224.188 acres, more or less, as shown on Map [15](#), filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Consolidation No. 170 of Castle & Cooke, Inc.;

Together with perpetual rights and easements as set forth by Land Court Order No. [132974](#), filed October 12, 1998, as follows:

(A) Perpetual right and easements to build, construct, install, maintain, operate, repair and/or replace pole and wire lines or underground lines for power and communications; underground water pipelines, including fire hydrants and valves; underground concrete and/or corrugated iron structures for purposes of drainage and irrigation; and underground sewer lines;

SCHEDULE C CONTINUED

(B) Perpetual right and easements to install, construct, lay, maintain, repair, remove and/or replace an underground water pipeline or pipelines along, across, through and under Lots 482-B, 553-B, 303-B, 549, 551-C and 561-A, together with the right of access from time to time for the purpose aforesaid; provided, however, and this reservation is on the condition that, if said easements are not used for the aforesaid purpose at any time for a period of two (2) consecutive years, then the same shall cease and terminate, as reserved in Deeds, dated December 1, 1961, December 1, 1961, January 30, 1962, July 27, 1962, April 20, 1964 and April 20, 1964, filed as Document Nos. [282714](#), [282715](#), [286951](#), [293717](#), [329739](#) and [329740](#), respectively; and

Being land(s) described in Transfer Certificate of Title No. 1,044,094 issued to CASTLE & COOKE RESORTS, LLC, a Hawaii limited liability company.

BEING THE PREMISES ACQUIRED BY LIMITED WARRANTY DEED

GRANTOR : CASTLE & COOKE, INC., a Hawaii corporation
GRANTEE : CASTLE & COOKE RESORTS, LLC, a Hawaii limited liability company
DATED : June 22, 2012
FILED : Land Court Document No. T-[8208437](#)

END OF SCHEDULE C

GENERAL NOTES

1. There is hereby omitted from any covenants, conditions and reservations contained herein any covenant or restriction based on race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law. Lawful restrictions under state or federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.
2. CHANGE OF NAME AND ORDER filed as Land Court Document No. T-[8310375](#) sets forth the change of name from CASTLE & COOKE RESORTS, LLC to LANAI RESORTS, LLC.
3. CHANGE OF NAME AND ORDER filed as Land Court Document No. T-[9312234](#) sets forth the change of name from LANAI RESORTS, LLC to LĀNA'I RESORTS, LLC.

SCHEDULE D

CONDITIONS AND STIPULATIONS

1. This Status Report (which term shall include any revisions thereto) is a report of the record title only, based solely upon an abstract and examination of the Indices described in Schedule A as of the date of the Report. No responsibility is assumed for (a) matters which may affect the title but either were not disclosed or were incorrectly disclosed in said indices at the date hereof; or (b) matters created, suffered, assumed, or agreed to by Purchaser; or (c) matters not shown herein but actually know to Purchaser. Title Guaranty of Hawaii, Inc. (the "Company") makes no representation as to the legal effect, validity or priority of matters shown or referred to herein.
2. If the Report is incorrect in any respect, the responsibility of the Company shall be limited to the resulting actual loss, including any attorney's fees and legal costs, but in no event shall exceed the lesser of \$3,500 or two times the amount paid for the Report. Upon payment of any loss hereunder, the Company shall be subrogated to all rights the Purchaser may have against any person or property as a result of such loss.
3. If the Purchaser of this Report shall suffer an actual loss by reason of the incorrectness of the Report, the Purchaser shall promptly notify the Company in writing. After receipt of such notice, the Company shall be allowed a reasonable time in which to investigate the claim. At its sole option, the Company may litigate the validity of the claim, negotiate a settlement or pay to Purchaser the amount the Company is obligated to pay under this Report. The Company's responsibility hereunder constitutes indemnity only and nothing herein shall obligate the Company to assume the defense of the Purchaser with respect to any claim made hereunder.
4. This report is the entire contract between the Purchaser and the Company and any claim by Purchaser against the Company, arising hereunder, shall be enforceable only in accordance with the provisions herein.
5. Notice required to be given the Company shall include the Order Number of this Report and shall be addressed to Title Guaranty of Hawaii, Inc., P.O. Box 3084, Honolulu, HI 96802, Attention: Legal Department.

DATE PRINTED: 8/16/2019

STATEMENT OF ASSESSED VALUES AND REAL PROPERTY TAXES DUE

TAX MAP KEY

DIVISION ZONE SECTION PLAT PARCEL HPR NO.
(2) 4 9 002 061 0000

CLASS: AGRICULTURAL AREA ASSESSED: 16124.188 AC

ASSESSED VALUES FOR CURRENT YEAR TAXES: 2019

The records of this division show the assessed values and taxes on the property designated by Tax Key shown above are as follows:

BUILDING	\$	0	
EXEMPTION	\$	0	
NET VALUE	\$	0	
LAND	\$	5,538,500	AGRICULTURAL USE VALUE
EXEMPTION	\$	0	
NET VALUE	\$	5,538,500	
TOTAL NET VALUE	\$	5,538,500	

Installment (1 - due 8/20; 2 - due 2/20) Tax Info As Of - 2/20/2019

Tax Year	Installment	Tax Amount	Penalty Amount	Interest Amount	Other Amount	Total Amount	
2019	2	16,449.34				16,449.34	PENDING
2019	1	16,449.35				16,449.35	PENDING
2018	2	16,615.50				16,615.50	PAID
2018	1	16,615.50				16,615.50	PAID
2017	2	9,657.17				9,657.17	PAID
2017	1	9,657.17				9,657.17	PAID

Total Amount Due: 32,898.69

Penalty and Interest Computed to: 2/20/2019

The real property tax information provided is based on information furnished by the respective counties, is deemed reliable but not guaranteed, and no warranties are given express or implied. Billing and tax collection details may have changed. Please refer to the appropriate county real property tax offices for any further information or updates for the subject property.

**LAND OWNERSHIP FOR
TMK (2)4-9-014:001**

NOTE:

1995.12.08 Deed LC 2277109 is applicable to Parcels 001 and 009

L-321 STATE OF HAWAII
OFFICE OF ASSISTANT REGISTRAR
RECORDED

DEC 08, 1995 02:30 PM

Doc No(s) 2277109

on Cert(s) AS LISTED HEREIN

Issuance of Cert(s) 466,411

/s/ CARL T. WATANABE
ASSISTANT REGISTRAR

CONVEYANCE TAX: \$19884.90

LAND COURT SYSTEM

REGULAR SYSTEM

Mr/CW AFTER RECORDATION, RETURN BY MAIL () PICK-UP (X):

CASTLE & COOKE LAND COMPANY
P. O. Box 2990
Honolulu, Hawaii 96802

L/C only
20
25

(9)

DEED

THIS DEED, made this 8th day of December,
1995, by and between DOLE FOOD COMPANY, INC., a Hawaii
corporation, whose business and post office address is 650 Iwilei
Road, Honolulu, Hawaii 96817, hereinafter called the "Grantor",
and HAWAII NEWSUB, INC., a Hawaii corporation, whose business and
post office address is 650 Iwilei Road, Honolulu, Hawaii 96817,
hereinafter called the "Grantee",

W I T N E S S E T H:

For Ten Dollars (\$10.00) and other valuable consideration paid by the Grantee, the receipt of which is hereby acknowledged, the Grantor does hereby remise, release and quitclaim unto the Grantee, all of the Grantor's right, title and interest in and to the property described in Exhibit A attached / hereto and made a part hereof (the "Property");

TOGETHER WITH all of the Grantor's rights and interests in and to any and all transferable covenants, warranties and assurances made in favor of or held by the Grantor, or given by or applicable to predecessors in title and/or other third parties, with respect to the Property or any part thereof or any interest therein, including but not limited to the right to recourse against Grantor's predecessors in interest and other third parties, excluding Grantor's affiliated entities but including the State of Hawaii pursuant to Hawaii Revised Statutes Chapter 501 and Grantor's actual title insurance coverage, if any;

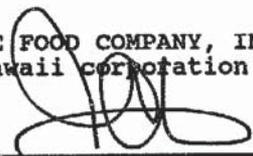
TOGETHER with the rights and other matters listed in Exhibit B attached hereto and made a part hereof;

TO HAVE AND TO HOLD the same, together with all the buildings and improvements thereon, and the tenements, rights, easements, privileges and appurtenances thereunto belonging or appertaining or held and enjoyed therewith, unto the Grantee, its successors and assigns, forever.

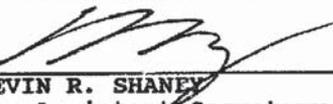
The terms "Grantor" and "Grantee," as and when used herein, or any pronouns used in place thereof, shall mean and include the masculine or feminine, the singular or plural number, individuals or corporations and each of their respective successors, successors in trust, heirs, devisees, legal representatives and assigns, according to the context thereof.

IN WITNESS WHEREOF, the Grantor and Grantee have executed these presents as of the day and year first above written.

DOLE FOOD COMPANY, INC.,
a Hawaii corporation

By 

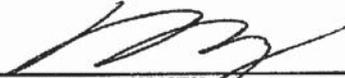
THOMAS C. LEPPERT
Its Vice President

By 

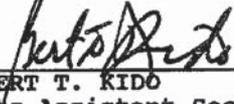
KEVIN R. SHANEY
Its Assistant Secretary

Grantor

HAWAII NEWSUB, INC.,
a Hawaii corporation

By 

KEVIN R. SHANEY
Its Vice President

By 

BERT T. KIDO
Its Assistant Secretary

Grantee

STATE OF HAWAII)
)
CITY AND COUNTY OF HONOLULU) ss.

On this 8th day of December, 1995, before me appeared THOMAS C. LEPPERT and KEVIN R. SHANEY, to me personally known, who being by me duly sworn, did say that they are the Vice President and Assistant Secretary, respectively, of DOLE FOOD COMPANY, INC., a Hawaii corporation; that said instrument was signed in behalf of said corporation by authority of its Board of Directors; and said officers acknowledged the instrument to be the free act and deed of said corporation.

Cynthia Kadelawa
Notary Public, State of Hawaii

My commission expires: 3/22/98

STATE OF HAWAII)
)
CITY AND COUNTY OF HONOLULU) ss.

On this 8th day of December, 1995, before me appeared KEVIN R. SHANEY and BERT T. KIDO, to me personally known, who being by me duly sworn, did say that they are the Vice President and Assistant Secretary, respectively, of HAWAII NEWSUB, INC., a Hawaii corporation; that said instrument was signed in behalf of said corporation by authority of its Board of Directors; and said officers acknowledged the instrument to be the free act and deed of said corporation.

Cynthia Kadelawa
Notary Public, State of Hawaii

My commission expires: 3/22/98

EXHIBIT A

FIRST:

THOSE certain parcels of land situate on the Island of Lanai, State of Hawaii, being more particularly described as follows:

LOT	MAP NO.	LAND COURT APPLICATION NO.	LAND COURT CONSOLIDATION NO.	TCT NO.
2	2	590		96965
3	2	590		96965
E-2-C-2	11	862		96990
7	15	862		96990
12-B	16	862		96990
25	19	862		96990
23-A	22	862		96990
70	22	862		96990
71	22	862		96990
73	22	862		96990
76	22	862		96990
78	22	862		96990
79	22	862		96990
80	22	862		96990
84	22	862		96990
90	22	862		96990
103	22	862		96990
132	22	862		96990
133	22	862		96990
149	22	862		96990
151	22	862		96990
174	22	862		96990
175	22	862		96990
185	22	862		96990
191	22	862		96990
212	22	862		96990
213	22	862		96990
214	22	862		96990
215	22	862		96990
217	22	862		96990
218	22	862		96990
19-B	23	862		96990
19-C	23	862		96990
238	23	862		96990
249	23	862		96990
257	23	862		96990
280	23	862		96990
298	24	862		96990

LOT	MAP NO.	LAND COURT APPLICATION NO.	LAND COURT CONSOLIDATION NO.	TCT NO.
314	24	862		96990
323	24	862		96990
329	24	862		96990
332	24	862		96990
333	24	862		96990
356	24	862		96990
374	24	862		96990
376	24	862		96990
378	24	862		96990
387	24	862		96990
390	24	862		96990
399	24	862		96990
407	24	862		96990
411	24	862		96990
423	24	862		96990
461	25	862		96990
465	25	862		96990
466	25	862		96990
472	25	862		96990
475	25	862		96990
480	25	862		96990
485	25	862		96990
493	25	862		96990
494	25	862		96990
496	25	862		96990
498	25	862		96990
502	25	862		96990
508	25	862		96990
512	25	862		96990
519	25	862		96990
521	25	862		96990
528	25	862		96990
530	25	862		96990
535	25	862		96990
541	25	862		96990
547	25	862		96990
558	25	862		96990
571	25	862		96990
575	25	862		96990
583	25	862		96990
587	25	862		96990
589	25	862		96990
591	25	862		96990
606	25	862		96990

LOT	MAP NO.	LAND COURT APPLICATION NO.	LAND COURT CONSOLIDATION NO.	TCT NO.
610	25	862		96990
611	25	862		96990
612	25	862		96990
616	25	862		96990
619	25	862		96990
625	25	862		96990
641	25	862		96990
643	25	862		96990
645	25	862		96990
647	25	862		96990
649	25	862		96990
652	25	862		96990
657	25	862		96990
660	25	862		96990
665	25	862		96990
673	25	862		96990
677	25	862		96990
679	25	862		96990
681	25	862		96990
692	27	862		96990
72-B	30	862		96990
72-D	30	862		96990
335-C	31	862		96990
577-B	32	862		96990
479-B	33	862		96990
599-A	34	862		96990
516-A	36	862		96990
516-C	36	862		96990
510-B	37	862		96990
488-A	38	862		96990
622-B	39	862		96990
500-A	40	862		96990
500-C	40	862		96990
93-A	41	862		96990
687-B	43	862		96990
430-A	44	862		96990
430-C	44	862		96990
695	46	862		96990
482-A	49	862		96990
553-A	50	862		96990
184-B	53	862		96990
184-D	53	862		96990
69-A	55	862		96990
561-B-2	61	862		96990

LOT	MAP NO.	LAND COURT APPLICATION NO.	LAND COURT CONSOLIDATION NO.	TCT NO.
325-B-5	62	862		96990
447-D-4	63	862		96990
447-D-5	63	862		96990
542-A	64	862		96990
755	67	862		96990
757	67	862		96990
758-W	70	862		96990
698-B	71	862		96990
416-B	72	862		96990
762	74	862		96990
28-A	77	862		96990
28-B	77	862		96990
744-B-1	80	862		96990
69-B-2	86	862		96990
5	1		170	324345
6	1		170	324345
7	1		170	324345
8	1		170	324345
1012	82	862		332446
1013	82	862		332446
1014-A	91	862		332446
1014-B	91	862		332446
1016	82	862		332446
1017	82	862		332446
1149	87	862		332446
1150	87	862		332446

END OF EXHIBIT A

EXHIBIT B

I. All of Grantor's right, title and interest as "Declarant", "Developer" or otherwise under the following, as amended from time to time:

<u>NAME OF DOCUMENT</u>	<u>NAME OF DECLARANT/DEVELOPER</u>	<u>DATE OF DOCUMENT</u>	<u>DOCUMENT NUMBER</u>
Declaration of Restrictive Covenants	Castle & Cooke, Inc.	1/7/70	494313

II. All of Grantor's right, title and interest under any deeds, easements, reservations, covenants, other declarations and other recorded instruments relating to the Property, Lanai, Lalakoa I or any other development project of Grantor, as any are amended from time to time.

END OF EXHIBIT B

STATUS REPORT

This Report (and any revisions thereto) is issued for the sole benefit of the Purchaser of this Report identified in the Order No. referenced below. Title Guaranty of Hawaii, LLC's responsibility for any actual loss incurred by reason of any incorrectness herein is limited to the lesser of \$3,500 or two times the amount paid for this Report.

SCHEDULE A

Title Guaranty of Hawaii, LLC (the "Company") hereby reports as follows as to the title of the Parties named in Schedule A in and to the title to land described in Schedule C, subject to the matters set forth in Schedule B, based solely upon an abstract and examination of the following Indices in the State of Hawaii: (a) the Office of the Clerks of the Circuit Court of the Judicial Circuit within which the land is located; (b) the Office of the Clerk of the District Court of the United States for the District of Hawaii; (c) the Office of the Registrar of Conveyances; and (d) the Office of the Real Property Tax Assessment Division of the County within which the land is located.

LANA'I RESORTS, LLC,
a Hawaii limited liability company,
as Fee Owner

This report is subject to the Conditions and Stipulations set forth in Schedule D and is dated as of November 6, 2019 at 8:00 a.m.

Inquiries concerning this report should be directed to RESIDENTIAL TITLE SERVICES.
Email rtscustomerservice@tghawaii.com
Fax (808) 521-0288
Telephone (808) 533-5874.
Refer to Order No. 201957663.

**SCHEDULE B
EXCEPTIONS**

1. Real Property Taxes, if any, that may be due and owing.

Tax Key: (2) 4-9-014-001 Area Assessed: 83.980 acres

-Note:- Attention is invited to the fact that the premises covered herein may be subject to possible rollback or retroactive property taxes due to possible loss of exemption status.

2. Mineral and water rights of any nature.
3. Any and all matters not shown in the Indices described in Schedule A.

4. The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (THREE LOTS OR LESS)

DATED : June 9, 1988

FILED : Land Court Document No. 1558117

PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, "Owner" and the COUNTY OF MAUI, a body public and corporate, and a political subdivision of the State of Hawaii, "County"

5. The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (LARGE LOTS)

DATED : June 9, 1988

FILED : Land Court Document No. 1558118

SCHEDULE B CONTINUED

PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, "Owner" and COUNTY OF MAUI, a body politic and corporate, and a political subdivision of the State of Hawaii, "County"

6. The terms and provisions contained in the following:

INSTRUMENT : FARM DWELLING AGREEMENT

DATED : September 6, 1988

FILED : Land Court Document No. [1581627](#)

PARTIES : CASTLE & COOK, INC., a Hawaii corporation, "Applicant" and the COUNTY OF MAUI, through its Department of Public Works, "Department"

7. The terms and provisions contained in the following:

INSTRUMENT : PRIVATE WATER SYSTEM AGREEMENT

DATED : September 16, 1997

RECORDED : Document No. [97-137254](#)

PARTIES : LANAI COMPANY, INC., a Hawaii corporation, and the DEPARTMENT OF WATER SUPPLY of the County of Maui

(Not noted on Transfer Certificate(s) of Title referred to herein)

8. The terms and provisions contained in the following:

INSTRUMENT : AMENDED LANAI CITY REDEVELOPMENT PROJECT SECTION 201E-210, HRS, AGREEMENT

DATED : December 11, 1997, effective as of June 12, 1996

RECORDED : Document No. [97-178677](#)

PARTIES : LANAI COMPANY, INC., a Hawaii corporation, and the COUNTY OF MAUI

SCHEDULE B CONTINUED

(Not noted on Transfer Certificate(s) of Title referred to herein)

Said Agreement supercedes the LANAI CITY REDEVELOPMENT PROJECT SECTION 201E-210, HRS, AGREEMENT dated ----- (acknowledged May 28, 1996), recorded as Document No. [96-087826](#). (Not noted on Transfer Certificate(s) of Title referred to herein)

Said Agreement was amended by instrument dated November 18, 2003, recorded as Document No. [2003-267182](#). (Not noted on Transfer Certificate(s) of Title referred to herein)

9. -AS TO PARCEL FIRST (LOT 1016):-

(A) Right of way in favor of Lot 287, as set forth by Land Court Order No. [13568](#), filed on March 8, 1955.

(B) DESIGNATION OF EASEMENT "70"

PURPOSE : sewer and access purposes
SHOWN : on Map 84, as set forth by Land Court Order No. [104810](#), filed on November 26, 1991

(C) Easement "70" is subject to right in favor of all Lots entitled thereto.

(D) GRANT

TO : COUNTY OF MAUI, a municipal corporation

DATED : February 25, 1955

FILED : Land Court Document No. [172791](#)

SCHEDULE B CONTINUED

GRANTING : a right-of-way for pedestrian and vehicular traffic from Fraser Avenue to said Lot 287, as an easement appurtenant to said Lot 287, in common with all others entitled thereto, over, across, and along Lot 19-C, area 0.199 acre, Lot 288, area 0.529 acres, and Easement "7", twenty (20) feet wide, as shown on Map [23](#) of Land Court Application No. 862, (as amended), together, also with a perpetual right-of-way for purposes of installing, maintaining, operating, repairing and replacing sewer lines, as an easement appurtenant to said Lot 287, over, across, along and under Lot 238, area 4,380 square feet, Easement "6", ten (10) feet wide, and Easement "7", twenty (2) feet wide, as shown on Map [23](#) of Land Court Application No. 862 (as amended)

(E) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : September 11, 1985

FILED : Land Court Document No. [1330166](#)

GRANTING : right and easement for utility purposes

(F) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : January 7, 1992

FILED : Land Court Document No. [1879235](#)

GRANTING : an exclusive easement for utility purposes

(G) The terms and provisions contained in the following:

INSTRUMENT : UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

SCHEDULE B CONTINUED

DATED : October 25, 1990
RECORDED : Document No. [90-177172](#)

Said Unilateral Agreement and Declaration for Conditional Zoning was amended by instrument dated November 2, 1992, recorded as Document No. [92-195435](#).

(Not noted on Transfer Certificate(s) of Title referred to herein)

(H) UTILITY EASEMENT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : August 5, 2004
FILED : Land Court Document No. [3150533](#)
GRANTING : an easement for utility purposes

10. -AS TO PARCEL SECOND (LOT 1017):-

(A) DESIGNATION OF EASEMENT "69"

PURPOSE : access and utility purposes
SHOWN : on Map 84, as set forth by Land Court Order No. 104810, filed on November 26, 1991

(B) Easement "69" is subject to right in favor of all Lots entitled thereto.

(C) DESIGNATION OF EASEMENT "71"

PURPOSE : sewer purposes
SHOWN : on Map 84, as set forth by Land Court Order No. [104810](#), filed on November 26, 1991

SCHEDULE B CONTINUED

11. -AS TO PARCEL(S) FIRST (LOT 1016); SECOND (LOT 1017); FOURTH (LOT 1163); AND FIFTH (LOT 19-C):-

(A) Rights of others who may, along with the insured, have easement or access rights in the land described in Schedule C.

12. -AS TO PARCEL THIRD (LOT 1160):-

(A) The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (LARGE LOT)

DATED : July 5, 1989

FILED : Land Court Document No. [1844096](#)

PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, "Owner", and the COUNTY OF MAUI, a body politic and corporate, and a political subdivision of the State of Hawaii, "County"

(B) The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (LARGE LOT)

DATED : July 5, 1989

FILED : Land Court Document No. [1844097](#)

PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, "Owner", and the COUNTY OF MAUI, a body politic and corporate, and a political subdivision of the State of Hawaii "County"

(C) The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (AGRICULTURAL USE)

DATED : August 14, 1990

FILED : Land Court Document No. [1867894](#)

SCHEDULE B CONTINUED

PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, "Owner" and the COUNTY OF MAUI, through its Department of Public Works, a body politic and corporate, and a political subdivision of the State of Hawaii, "Department"

(D) Restriction of access rights as shown on Map 48, as set forth by Land Court Order No. [19032](#), filed on May 24, 1961, as amended by Land Court Order No. [19432](#), filed on October 4, 1961.

(E) Restriction of abutter's rights of vehicular access into and from Kaunalapau Highway, except where access is permitted and reservation to change and relocate and/or widen any or all points of vehicle access appurtenant to land lying contiguous to the said vehicle access points as provided and as set forth by Deed dated November 4, 1968, filed as Land Court Document No. [473755](#).

(F) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : August 7, 1989

FILED : Land Court Document No. [1664246](#)

GRANTING : a right and easement to build, construct, reconstruct, rebuild, repair, maintain and operate pole and wire line, etc., for the transmission of electricity, etc.

(G) DESIGNATION OF EASEMENT "111"

PURPOSE : sewer purposes

SHOWN : on Map 87, as set forth by Land Court Order No. 109032, filed October 16, 1992

SCHEDULE B CONTINUED

(H) DESIGNATION OF EASEMENT "68"

PURPOSE : access and utility purposes
SHOWN : on Map 84, as set forth by Land Court Order No. [104810](#), filed November 26, 1991

(I) Easement "68" is subject to right in favor of all Lots entitled thereto.

(J) DESIGNATION OF EASEMENT "70"

PURPOSE : sewer and access purposes
SHOWN : on Map 84, as set forth by Land Court Order No. [104810](#), filed on November 26, 1991

(K) Easement "70" is subject to right in favor of all Lots entitled thereto.

(L) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED now known as HAWAIIAN TELCOM, INC.

DATED : June 1, 1990
FILED : Land Court Document No. [1742831](#)
GRANTING : a right and easement to build, construct, reconstruct, rebuild, repair, maintain and operate pole and wire line, etc., for the transmission of electricity, etc.

(M) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : November 15, 1994

SCHEDULE B CONTINUED

FILED : Land Court Document No. [2202361](#)
GRANTING : a right and easement to build, construct,
reconstruct, rebuild, repair, maintain and operate
pole and wire line, etc., for the transmission of
electricity,

(N) UTILITY EASEMENT

TO : MAUI ELECTRIC COMPANY, LIMITED
DATED : December 29, 2011
FILED : Land Court Document No. T-[8109331](#)
GRANTING : an easement for utility purposes

13. -AS TO PARCEL FOURTH (LOT 1163):-

(A) DESIGNATION OF EASEMENT "7"

PURPOSE : for sewer and access purposes
SHOWN : on Map 23, as set forth by Land Court Order No.
[13568](#), filed on March 8, 1955.

(B) GRANT

TO : COUNTY OF MAUI, a municipal corporation
DATED : February 25, 1955
FILED : Land Court Document No. [172791](#)
GRANTING : a right-of-way for access and sewer purposes over
and across Easement "7" appurtenant to Lot 287 on
Map [23](#) of Land Court Application No. 862 (amended)

(C) LEASE

LESSOR : HAWAIIAN PINEAPPLE COMPANY, LIMITED, a Hawaii
corporation

SCHEDULE B CONTINUED

LESSEE : COUNTY OF MAUI, a municipal corporation

DATED : August 25, 1959

FILED : Land Court Document No. [245091](#)

TERM : Leasing and demising said Lot for a term of 20 years for September 1, 1959. Reserving unto Lessor, the right, which is assignable, for all purposes to construct, etc., pole and wire lines, etc., a right and easement over Easement "9"; and a right and easement to install, etc., sewer lines, etc.

Said Lease amended by instrument dated August 30, 1979, filed as Land Court Document No. [1006370](#), re: Term extended for a period to begin on September 1, 1959 and shall continue thereafter from year to year.

(D) DESIGNATION OF EASEMENT "9"

PURPOSE : drainage

SHOWN : on Map 46, as set forth by Land Court Order No. [17439](#), filed on August 24, 1959

(E) Easement "9" is subject to right in favor of all Lots entitled thereto.

(F) LICENSE

TO : COUNTY OF MAUI, a political subdivision of the State of Hawaii

DATED : November 12, 1980

FILED : Land Court Document No. [1052407](#)

GRANTING : privilege and right to enter upon and to use said premises only for the construction, operation and maintenance of a Little League baseball field and will actively use the premises for Little League baseball games and practices.

SCHEDULE B CONTINUED

(G) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii
corporation

DATED : September 11, 1985

FILED : Land Court Document No. [1330166](#)

GRANTING : a right and easement for utility purposes

(H) DESIGNATION OF EASEMENT "70"

PURPOSE : sewer and access purposes

SHOWN : on Map 84, as set forth by Land
Court Order No. 104810, filed on November 26, 1991

(I) Easement "70" is subject to right in favor of all Lots
entitled thereto.

(J) DESIGNATION OF EASEMENT "73"

PURPOSE : sewer purposes

SHOWN : on Map 84, as set forth by Land Court Order No.
[104810](#), filed November 26, 1991

(K) GRANT

TO : COUNTY OF MAUI, a municipal corporation of the
State of Hawaii

DATED : October 9, 1995

FILED : Land Court Document No. [2277888](#)

GRANTING : perpetual rights and easement for utility purposes
being more particularly described on Map attached
thereto as Exhibit "A"

SCHEDULE B CONTINUED

(L) Access rights in favor of Lot 1161 to a public road over said Lot 1163 as shown on Map 145, as set forth by Land Court Order No. [142257](#), filed June 12, 2001. Right of access herein provided over Lot 1163 shall cease automatically upon the conveyance of said lot to the State of Hawaii or County of Maui for road purposes.

(M) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : February 6, 1997

FILED : Land Court Document No. [2367032](#)

GRANTING : a perpetual right and easement for utility purposes being more particularly described in Exhibit "A" attached thereto

(N) The terms and provisions contained in the following:

INSTRUMENT : AGREEMENT TO DEDICATE UPON DEMAND

DATED : September 23, 2002

FILED : Land Court Document No. [2850541](#)

PARTIES : CASTLE & COOKE RESORTS, LLC, a Hawaii limited liability company

(O) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : August 5, 2004

FILED : Land Court Document No. [3150533](#)

GRANTING : a perpetual right and easement for utility purposes being more particularly described on map attached thereto

SCHEDULE B CONTINUED

14. -AS TO PARCEL FIFTH (LOT 19C):-

(A) Easement for right of way in favor of Lots entitled thereto, as granted in Sundry Instruments.

(B) Right of way in favor of Lot 1013-A, Map 147, as set forth by Land Court Order No. [142259](#), filed June 12, 2001.

(C) The terms and provisions contained in the following:

INSTRUMENT : LICENSE AGREEMENT FOR USE OF ROADWAYS

DATED : April 24, 1989

RECORDED : Liber 23418 Page 5450

PARTIES : COUNTY OF MAUI, and LANAI WATER COMPANY, INC., a Hawaii corporation

(Not noted on Transfer Certificate(s) of Title referred to herein)

(D) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED AND HAWAIIAN TELEPHONE COMPANY now known as HAWAIIAN TELCOM, INC.

DATED : March 23, 1955

FILED : Land Court Document No. [172242](#)

GRANTING : a right and easement for utility purposes

(E) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : September 11, 1985

FILED : Land Court Document No. [1330166](#)

SCHEDULE B CONTINUED

GRANTING : a right and easement to build, construct, reconstruct, rebuild, repair, maintain and operate overhead wire lines and underground power lines, etc., for the transmission of electricity, etc.

(F) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : January 7, 1992

FILED : Land Court Document No. [1879235](#)

GRANTING : an exclusive easement to build, repair, remove a substation, and other appliances and equipment as may be necessary for the transmission and distribution of electricity, etc.

(G) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : February 6, 1997

FILED : Land Court Document No. [2367032](#)

GRANTING : a right and easement to build, construct, reconstruct, rebuild, maintain and operate pole and wire lines, etc., for the transmission of electricity, etc.

(H) GRANT

TO : CHAD CAMPBELL, BRYAN PLUNKETT and STEVEN COOK, Trustees on behalf of the Lanai City Congregation of Jehovah's Witness Trust

DATED : January 9, 2007

FILED : Land Court Document No. [3550460](#)

GRANTING : an easement for roadway and utility purposes in favor of Lot 1210, Map 154, subject to the terms and provisions contained therein

SCHEDULE B CONTINUED

15. NOTICE OF OWNERSHIP dated August 7, 2013, recorded as Document No. A-[49680872](#), by SIR JON FREEMAN ELEU SANTOS aka JON SANTOS.

(Not noted on Transfer Certificate(s) of Title referred to herein)

-Note:- Title Guaranty of Hawaii, Inc. does not believe that the foregoing document has any valid effect on the title to the land described in Schedule C. Accordingly, if a policy of title insurance is issued, Schedule B will not contain a reference to said document.

16. Claims arising out of customary and traditional rights and practices, including without limitation those exercised for subsistence, cultural, religious, access or gathering purposes, as provided for in the Hawaii Constitution or the Hawaii Revised Statutes.
17. Discrepancies, conflicts in boundary lines, shortage in area, encroachments or any other matters which a correct survey or archaeological study would disclose.
18. Any unrecorded leases and matters arising from or affecting the same.

END OF SCHEDULE B

SCHEDULE C

-PARCEL FIRST:-

All of that certain parcel of land situate at Lanai City, Island of Lanai, County of Maui, State of Hawaii, described as follows:

LOT 1016, area 1.234 acres, more or less, as shown on Map [82](#), filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 862 (amended) of the Hawaiian Pineapple Company, Limited.

Being land(s) described in Transfer Certificate of Title No. 468,694 issued to LANA'I RESORTS, LLC, a Hawaii limited liability company.

-PARCEL SECOND:-

All of that certain parcel of land situate at Lanai City, Island of Lanai, County of Maui, State of Hawaii, described as follows:

LOT 1017, area 0.887 acre, more or less, as shown on Map [82](#), filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 862 (amended) of the Hawaiian Pineapple Company, Limited.

Being land(s) described in Transfer Certificate of Title No. 468,694 issued to LANA'I RESORTS, LLC, a Hawaii limited liability company.

SCHEDULE C CONTINUED

-PARCEL THIRD:-

All of that certain parcel of land situate at Lanai City, Island of Lanai, County of Maui, State of Hawaii, described as follows:

LOT 1160, area 81.648 acres, more or less, as shown on Map [131](#), filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 862 (amended) of the Hawaiian Pineapple Company, Limited.

Together with access over and across Lot 1017, as set forth by Land Court Order No. [132973](#), filed October 12, 1998.

Being land(s) described in Transfer Certificate of Title No. 468,694 issued to LANA'I RESORTS, LLC, a Hawaii limited liability company.

-PARCEL FOURTH:-

All of that certain parcel of land situate at Lanai City, Island of Lanai, County of Maui, State of Hawaii, described as follows:

LOT 1163, area 0.012 acre, more or less, as shown on Map [145](#), filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 862 (amended) of the Hawaiian Pineapple Company, Limited.

Being land(s) described in Transfer Certificate of Title No. 583,970 issued to LANA'I RESORTS, LLC, a Hawaii limited liability company.

SCHEDULE C CONTINUED

-PARCEL FIFTH:-

All of that certain parcel of land situate at Lanai City, Island of Lanai, County of Maui, State of Hawaii, described as follows:

LOT 19-C, area 0.199 acre, more or less, as shown on Map [23](#), filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 862 (amended) of the Hawaiian Pineapple Company, Limited.

Being land(s) described in Transfer Certificate of Title No. 468,863 issued to LANA'I RESORTS, LLC, a Hawaii limited liability company.

TOGETHER with a right and easements to build, construct, install, maintain, operate, repair and/or replace pole and wire lines or underground lines for power and communications; underground water pipe lines, including fire hydrants and valves; underground concrete and/or corrugated iron structures for purposes of drainage and irrigation; and underground sewer lines; upon, along, over, across, through and/or under various lots and/or any portion or portions thereof; and

TOGETHER, also, with a right and easement to install, construct, lay, maintain, repair, remove and/or replace an underground water pipe line or pipe lines along, across, through, and under Lots 482-B, 553-B, 303-B, 549, 551-C and 561-A, together with right of access from time to time for the purpose aforesaid; provided, however, and this reservation is on the condition that, if said easements are not used for the aforesaid purpose at any time for a period of two (2) consecutive years, then the same shall cease and terminate, as reserved in Deeds dated December 1, 1961, December 1, 1961, January 30, 1962, July 27, 1962, April 20, 1964 and April 20, 1964, filed as Land Court Document Nos. [282714](#), [282715](#), [286951](#), [293717](#), [329739](#) and [329740](#), respectively;

Together, also, with an easement for underground drainage over Lot 381 of Transfer Certificate of Title No. 171,915 in favor of Lot 151, as granted by instrument dated April 30, 1974, filed as Land Court Document No. 719768; and

SCHEDULE C CONTINUED

Together, also, with an easement for underground drainage over Lot 379 of Transfer Certificate of Title No. 163,951 in favor of Lot 151, as granted by instrument dated April 30, 1975, filed as Land Court Document No. [720797](#);

BEING THE PREMISES ACQUIRED BY DEED

GRANTOR : DOLE FOOD COMPANY, INC., a Hawaii corporation

GRANTEE : HAWAII NEWSUB, INC., a Hawaii corporation

DATED : December 8, 1995

FILED : Land Court Document No. [2277109](#)

END OF SCHEDULE C

GENERAL NOTES

1. There is hereby omitted from any covenants, conditions and reservations contained herein any covenant or restriction based on race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law. Lawful restrictions under state or federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.
2. Land Court Order No. [122743](#), filed December 12, 1995, as amended by Land Court Order No. [123405](#) filed January 5, 1996, sets forth the change of name of HAWAII NEWSUB, INC. to LANAI COMPANY, INC. on December 8, 1995.
3. Land Court Order No. [140572](#), filed January 4, 2001, sets forth the merger of LANAI COMPANY, INC., a Hawaii corporation to CASTLE & COOKE RESORTS, LLC, a Hawaii limited liability company, as shown by the certified copy of the Articles of Merger dated December 27, 2000.
4. Land Court Document No. T-[8310375](#), filed October 2, 2012, sets forth the name change of CASTLE & COOKE RESORTS, LLC to LANAI RESORTS, LLC, on September 14, 2012.
5. Land Court Document No. T-[9312234](#), filed July 1, 2015, sets forth the name change of LANAI RESORTS, LLC to LANA'I RESORTS, LLC, on July 29, 2014.

SCHEDULE D

CONDITIONS AND STIPULATIONS

1. This Status Report (which term shall include any revisions thereto) is a report of the record title only, based solely upon an abstract and examination of the Indices described in Schedule A as of the date of the Report. No responsibility is assumed for (a) matters which may affect the title but either were not disclosed or were incorrectly disclosed in said indices at the date hereof; or (b) matters created, suffered, assumed, or agreed to by Purchaser; or (c) matters not shown herein but actually know to Purchaser. Title Guaranty of Hawaii, Inc. (the "Company") makes no representation as to the legal effect, validity or priority of matters shown or referred to herein.
2. If the Report is incorrect in any respect, the responsibility of the Company shall be limited to the resulting actual loss, including any attorney's fees and legal costs, but in no event shall exceed the lesser of \$3,500 or two times the amount paid for the Report. Upon payment of any loss hereunder, the Company shall be subrogated to all rights the Purchaser may have against any person or property as a result of such loss.
3. If the Purchaser of this Report shall suffer an actual loss by reason of the incorrectness of the Report, the Purchaser shall promptly notify the Company in writing. After receipt of such notice, the Company shall be allowed a reasonable time in which to investigate the claim. At its sole option, the Company may litigate the validity of the claim, negotiate a settlement or pay to Purchaser the amount the Company is obligated to pay under this Report. The Company's responsibility hereunder constitutes indemnity only and nothing herein shall obligate the Company to assume the defense of the Purchaser with respect to any claim made hereunder.
4. This report is the entire contract between the Purchaser and the Company and any claim by Purchaser against the Company, arising hereunder, shall be enforceable only in accordance with the provisions herein.
5. Notice required to be given the Company shall include the Order Number of this Report and shall be addressed to Title Guaranty of Hawaii, Inc., P.O. Box 3084, Honolulu, HI 96802, Attention: Legal Department.

DATE PRINTED: 11/12/2019

STATEMENT OF ASSESSED VALUES AND REAL PROPERTY TAXES DUE

TAX MAP KEY

DIVISION ZONE SECTION PLAT PARCEL HPR NO.
(2) 4 9 014 001 0000

CLASS: CONSERVATION AREA ASSESSED: 83.980 AC

ASSESSED VALUES FOR CURRENT YEAR TAXES: 2019

The records of this division show the assessed values and taxes on the property designated by Tax Key shown above are as follows:

BUILDING	\$	34,700	
EXEMPTION	\$	22,600	
NET VALUE	\$	12,100	
LAND	\$	372,600	HIGHEST & BEST USE
EXEMPTION	\$	78,200	
NET VALUE	\$	294,400	
TOTAL NET VALUE	\$	306,500	

Installment (1 - due 8/20; 2 - due 2/20) Tax Info As Of - 8/20/2019

Tax Year	Installment	Tax Amount	Penalty Amount	Interest Amount	Other Amount	Total Amount	
2019	2	985.39				985.39	PENDING
2019	1	985.40				985.40	PAID
2018	2	958.53				958.53	PAID
2018	1	958.54				958.54	PAID
2017	2	962.51				962.51	PAID
2017	1	962.51				962.51	PAID
Total Amount Due:						985.39	

Penalty and Interest Computed to: 8/20/2019

The real property tax information provided is based on information furnished by the respective counties, is deemed reliable but not guaranteed, and no warranties are given express or implied. Billing and tax collection details may have changed. Please refer to the appropriate county real property tax offices for any further information or updates for the subject property.

**LAND OWNERSHIP FOR
TMK (2)4-9-014:009**

STATUS REPORT

This Report (and any revisions thereto) is issued for the sole benefit of the Purchaser of this Report identified in the Order No. referenced below. Title Guaranty of Hawaii, LLC's responsibility for any actual loss incurred by reason of any incorrectness herein is limited to the lesser of \$3,500 or two times the amount paid for this Report.

SCHEDULE A

Title Guaranty of Hawaii, LLC (the "Company") hereby reports as follows as to the title of the Parties named in Schedule A in and to the title to land described in Schedule C, subject to the matters set forth in Schedule B, based solely upon an abstract and examination of the following Indices in the State of Hawaii: (a) the Office of the Clerks of the Circuit Court of the Judicial Circuit within which the land is located; (b) the Office of the Clerk of the District Court of the United States for the District of Hawaii; (c) the Office of the Registrar of Conveyances; and (d) the Office of the Real Property Tax Assessment Division of the County within which the land is located.

LANA'I RESORTS, LLC
a Hawaii limited liability company,
as Fee Owner

This report is subject to the Conditions and Stipulations set forth in Schedule D and is dated as of November 6, 2019 at 8:00 a.m.

Inquiries concerning this report should be directed to RESIDENTIAL TITLE SERVICES.
Email rtscustomerservice@tghawaii.com
Fax (808) 521-0288
Telephone (808) 533-5874.
Refer to Order No. 201957664.

**SCHEDULE B
EXCEPTIONS**

1. Real Property Taxes, if any, that may be due and owing.

Tax Key: (2) 4-9-014-009 Area Assessed: 25.652 acres

2. Mineral and water rights of any nature.
3. Any and all matters not shown in the Indices described in Schedule A.

4. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation and HAWAIIAN TELCOM, INC., a Hawaii corporation

DATED : March 23, 1955

FILED : Land Court Document No. 172242

GRANTING : a right and easement for utility purposes

5. The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (THREE LOTS OR LESS)

DATED : June 9, 1988

FILED : Land Court Document No. 1558117

PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, "Owner" and the COUNTY OF MAUI, a body public and corporate, and a political subdivision of the State of Hawaii, "County"

SCHEDULE B CONTINUED

6. The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (LARGE LOTS)

DATED : June 9, 1988

FILED : Land Court Document No. [1558118](#)

PARTIES : CASTLE & COOKE, INC., a Hawaii corporation, "Owner" and COUNTY OF MAUI, a body politic and corporate, and a political subdivision of the State of Hawaii, "County"

7. The terms and provisions contained in the following:

INSTRUMENT : FARM DWELLING AGREEMENT

DATED : September 6, 1988

FILED : Land Court Document No. [1581627](#)

PARTIES : CASTLE & COOKE, INC. and COUNTY OF MAUI, through its Department of Public Works

8. DESIGNATION OF EASEMENT "72"

PURPOSE : sewer purposes

SHOWN : on Map 84, as set forth by Land Court Order No. [104810](#), filed on November 26, 1991

9. GRANT

TO : FIRST ASSEMBLY OF GOD - KAHULUI MAUI, a Hawaii non profit corporation

DATED : July 11, 2001

FILED : Land Court Document No. [2723799](#)

GRANTING : a non-exclusive right and easement for vehicle access to and from Lot 1013-B, as shown on Map [147](#) of Land Court Application No. 862 over Easement "156" and Lot 1013-C

SCHEDULE B CONTINUED

10. -As to PARCEL FIRST:-

(A) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii
corporation

DATED : September 11, 1985

FILED : Land Court Document No. [1330166](#)

GRANTING : a right and easement for utility purposes

(B) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii
corporation

DATED : August 7, 1989

FILED : Land Court Document No. [1664245](#)

GRANTING : a right and easement for utility purposes

(C) DESIGNATION OF EASEMENT "70"

PURPOSE : sewer and access purposes

SHOWN : on Map 84, as set forth by Land Court Order No.
[104810](#), filed on November 26, 1991

(D) Easement "70" is subject to right in favor of all Lots
entitled thereto.

(E) DESIGNATION OF EASEMENT "71"

PURPOSE : sewer purposes

SHOWN : on Map 84, as set forth by Land Court Order No.
[104810](#), filed on November 26, 1991

SCHEDULE B CONTINUED

(F) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : January 7, 1992

FILED : Land Court Document No. [1879235](#)

GRANTING : an exclusive easement for utility purposes

(G) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : February 6, 1997

FILED : Land Court Document No. [2367032](#)

GRANTING : a right and easement for utility purposes

(H) The terms and provisions contained in the following:

INSTRUMENT : SUBDIVISION AGREEMENT (THREE LOTS OR LESS)

DATED : May 19, 1999

RECORDED : Document No. [99-129639](#)

PARTIES : LANAI COMPANY, INC., a Hawaii corporation and the COUNTY OF MAUI, a body politic and corporate and a political subdivision of the State of Hawaii

(Not noted on Transfer Certificate(s) of Title referred to herein)

(I) DESIGNATION OF EASEMENT "156"

SHOWN : on Map 147, as set forth by Land Court Order No. [142259](#), filed on June 12, 2001

(J) DESIGNATION OF EASEMENT "157"

SHOWN : on Map 147, as set forth by Land Court Order No. [142259](#), filed on June 12, 2001

SCHEDULE B CONTINUED

(K) DESIGNATION OF EASEMENT "158"

SHOWN : on Map 147, as set forth by Land Court Order No. [142259](#), filed on June 12, 2001

(L) GRANT

TO : FIRST ASSEMBLY OF GOD - KAHULUI MAUI, a Hawaii non-profit corporation

DATED : July 11, 2001

FILED : Land Court Document No. [2723798](#)

GRANTING : a non-exclusive easement for utility purposes in favor of Lot 1013-B, as shown on Map [147](#) of Land Court Application No. 862

(M) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation

DATED : August 5, 2004

FILED : Land Court Document No. [3150533](#)

GRANTING : a right and easement for utility purposes, as shown on the map attached thereto

(N) GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED, a Hawaii corporation, and HAWAIIAN TELCOM, INC., a Hawaii corporation, "Grantees", and FIRST ASSEMBLY KING'S CATHEDRAL AND CHAPELS, a Hawaii non-profit corporation, "Beneficiary"

DATED : December 31, 2008

FILED : Land Court Document No. [3957190](#)

GRANTING : a right and easement over, across, through and under said Easement "158" for utility purposes

SCHEDULE B CONTINUED

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

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

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

END OF SCHEDULE B

SCHEDULE C

-PARCEL FIRST:-

All of that certain parcel of land situate at Lanai City, Island of Lanai, County of Maui, State of Hawaii, described as follows:

LOT 1209, area 25.613 acres, more or less, as shown on Map [154](#), filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 862 (amended) of the Hawaiian Pineapple Company, Limited.

Together with access over Lots 1016 and 1017 as shown on Map 82, Lot 19-C as shown on Map 23, and Lot 1013-C and Easement 156 as shown on Map 147, as set forth by Land Court Order No. [165597](#), filed on January 26, 2006.

Being land(s) described in Transfer Certificate of Title No. 799,954 issued to LANA'I RESORTS, LLC a Hawaii limited liability company.

-PARCEL SECOND:-

All of that certain parcel of land situate at Lanai City, Island of Lanai, County of Maui, State of Hawaii, described as follows:

LOT 1013-C, area 0.039 acre, more or less, as shown on Map [147](#), filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 862 (amended) of the Hawaiian Pineapple Company, Limited.

Being land(s) described in Transfer Certificate of Title No. 468,694 issued to LANA'I RESORTS, LLC a Hawaii limited liability company.

SCHEDULE C CONTINUED

BEING THE PREMISES ACQUIRED BY DEED

GRANTOR : DOLE FOOD COMPANY, INC., a Hawaii corporation

GRANTEE : HAWAII NEWSUB, INC., a Hawaii corporation

DATED : December 8, 1995

FILED : Land Court Document No. [2277109](#)

END OF SCHEDULE C

GENERAL NOTES

1. There is hereby omitted from any covenants, conditions and reservations contained herein any covenant or restriction based on race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law. Lawful restrictions under state or federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.
2. Land Court Order No. [122743](#), filed December 12, 1995, as amended by Land Court Order No. [123045](#) filed January 5, 1996, sets forth the change of name of HAWAII NEWSUB, INC. to LANAI COMPANY, INC. on December 8, 1995.
3. Land Court Order No. [140572](#), filed January 4, 2001, sets forth the merger of LANAI COMPANY, INC., a Hawaii corporation to CASTLE & COOKE RESORTS, LLC, a Hawaii limited liability company, as shown by the certified copy of the Articles of Merger dated December 27, 2000.
4. Land Court Document No. T-[8310375](#), filed October 2, 2012, sets forth the name change of CASTLE & COOKE RESORTS, LLC to LANAI RESORTS, LLC, on September 14, 2012.
5. Land Court Document No. T-[9312234](#), filed July 1, 2015, sets forth the name change of LANAI RESORTS, LLC to LANA'I RESORTS, LLC, on July 29, 2014.

SCHEDULE D

CONDITIONS AND STIPULATIONS

1. This Status Report (which term shall include any revisions thereto) is a report of the record title only, based solely upon an abstract and examination of the Indices described in Schedule A as of the date of the Report. No responsibility is assumed for (a) matters which may affect the title but either were not disclosed or were incorrectly disclosed in said indices at the date hereof; or (b) matters created, suffered, assumed, or agreed to by Purchaser; or (c) matters not shown herein but actually know to Purchaser. Title Guaranty of Hawaii, Inc. (the "Company") makes no representation as to the legal effect, validity or priority of matters shown or referred to herein.
2. If the Report is incorrect in any respect, the responsibility of the Company shall be limited to the resulting actual loss, including any attorney's fees and legal costs, but in no event shall exceed the lesser of \$3,500 or two times the amount paid for the Report. Upon payment of any loss hereunder, the Company shall be subrogated to all rights the Purchaser may have against any person or property as a result of such loss.
3. If the Purchaser of this Report shall suffer an actual loss by reason of the incorrectness of the Report, the Purchaser shall promptly notify the Company in writing. After receipt of such notice, the Company shall be allowed a reasonable time in which to investigate the claim. At its sole option, the Company may litigate the validity of the claim, negotiate a settlement or pay to Purchaser the amount the Company is obligated to pay under this Report. The Company's responsibility hereunder constitutes indemnity only and nothing herein shall obligate the Company to assume the defense of the Purchaser with respect to any claim made hereunder.
4. This report is the entire contract between the Purchaser and the Company and any claim by Purchaser against the Company, arising hereunder, shall be enforceable only in accordance with the provisions herein.
5. Notice required to be given the Company shall include the Order Number of this Report and shall be addressed to Title Guaranty of Hawaii, Inc., P.O. Box 3084, Honolulu, HI 96802, Attention: Legal Department.

DATE PRINTED: 11/12/2019

STATEMENT OF ASSESSED VALUES AND REAL PROPERTY TAXES DUE

TAX MAP KEY

DIVISION ZONE SECTION PLAT PARCEL HPR NO.
(2) 4 9 014 009 0000

CLASS: INDUSTRIAL AREA ASSESSED: 25.652 AC

ASSESSED VALUES FOR CURRENT YEAR TAXES: 2019

The records of this division show the assessed values and taxes on the property designated by Tax Key shown above are as follows:

BUILDING	\$	1,068,600
EXEMPTION	\$	0
NET VALUE	\$	1,068,600
LAND	\$	1,116,100
EXEMPTION	\$	379,500
NET VALUE	\$	736,600
TOTAL NET VALUE	\$	1,805,200

Installment (1 - due 8/20; 2 - due 2/20) Tax Info As Of - 11/08/2019

Tax Year	Installment	Tax Amount	Penalty Amount	Interest Amount	Other Amount	Total Amount	
2019	2	6,751.45				6,751.45	PENDING
2019	1	6,751.45				6,751.45	PAID
2018	2	5,326.00				5,326.00	PAID
2018	1	5,326.01				5,326.01	PAID
2017	2	5,044.14				5,044.14	PAID
2017	1	5,044.14				5,044.14	PAID
Total Amount Due:						6,751.45	

Penalty and Interest Computed to: 11/08/2019

The real property tax information provided is based on information furnished by the respective counties, is deemed reliable but not guaranteed, and no warranties are given express or implied. Billing and tax collection details may have changed. Please refer to the appropriate county real property tax offices for any further information or updates for the subject property.

NAME CHANGE DOCUMENTS

Handwritten initials or marks in the top left corner.



STATE OF HAWAII
OFFICE OF ASSISTANT REGISTRAR
RECORDED

October 2, 2012 1:00 PM

Doc No(s) T-8310375

on Cert(s) AS LISTED HEREIN

Issuance of Cert(s)



1 1/1 SMC
B-32135836

/s/ NICKI ANN THOMPSON
ASSISTANT REGISTRAR

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LAND COURT SYSTEM

REGULAR SYSTEM

After Recordation, Return by Mail or Pick-up

Mark F. Ito, Esq.
SCHLACK ITO
745 Fort Street, Suite 1500
Honolulu, Hawaii 96813
Telephone: (808) 523-6045

Total Page(s): 8

PETITION FOR ORDER RE CHANGE OF NAME AND ORDER

Petitioner: Lanai Resorts, LLC (formerly known as Castle & Cooke Resorts, LLC)

Affects Certificate of Title Nos.: 468,083; 468,684; 468,685; 468,686; 468,687; 468,688;
468,689; 468,690; 468,691; 468,692; 468,693; 468,694; 468,695; 468,696; 468,697;
468,698; 468,700; 468,702; 506,384; 583,970; 633,767; 799,954; 812,328; 852,675;
987,393; 1,044,092; 1,044,093; 1,044,094; 1,044,095; 1,044,096; 1,044,097; 1,044,098;
1,044,099; 1,044,100 and 1,044,101

IN THE LAND COURT OF THE STATE OF HAWAII

1 L. D. CASE NO. 12-1-3296

In the Matter of the Application

of

Various Applicants,

to register title to land situate at various locations in the State of Hawaii

Land Court Application Nos. 590, 635, 786, 862 and 1590 Consolidation Nos. 170, 189 and 190

KATHLEEN HANAWAHI
REGISTRAR

2012 SEP 27 PM 2:14

FILED

PETITION FOR ORDER RE CHANGE OF NAME AND ORDER

Attorneys for Petitioner

MARK F. ITO 3692-0
SCHLACK ITO
A Limited Liability Law Company
745 Fort Street, Suite 1500
Honolulu, HI 96813
Telephone No.: (808) 523-6045

A TRUE COPY, ATTEST WITH THE SEAL OF SAID COURT.

JANNIS SHIROMA
Clerk

IN THE LAND COURT OF THE STATE OF HAWAII

In the Matter of the Application

of

Various Applicants,

to register title to land situate at various locations in the State of Hawaii

Land Court Application Nos. 590, 635, 786, 862 and 1590 Consolidation Nos. 170, 189 and 190

PETITION FOR ORDER RE CHANGE OF NAME AND ORDER

TO: THE HONORABLE PRESIDING JUDGE OF THE LAND COURT OF THE STATE OF HAWAII:

The undersigned Petitioner respectfully shows unto this Court as follows:

1. The name of Petitioner has been legally changed on September 14, 2012 from CASTLE & COOKE RESORTS, LLC to LANAI RESORTS, LLC as evidenced by the certified copy of Articles of Amendment to Change Limited Liability Company Name filed in the Department of Commerce and Consumer Affairs of the State of Hawaii attached hereto and made a part hereof.

2. Petitioner desires that the change of name from CASTLE & COOKE RESORTS, LLC to LANAI RESORTS, LLC be appropriately endorsed on the following Certificates of Title describing land owned by Petitioner:

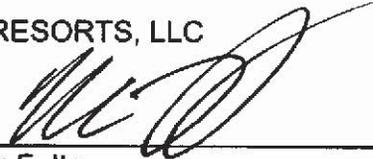
CERTIFICATE OF TITLE NO.	LAND COURT APPLICATION NO.	LAND COURT CONSOLIDATION NO.
468,683	862	
468,684	862	
468,685	862	
468,686	862	
468,687	862	
468,688	862	
468,689	862	
468,690	862	
468,691	862	
468,692	862	
468,693		170
468,694	862	
468,695		170
468,696	862	
468,697	862	
468,698		170
468,700		170
468,702	590	
506,384	862	
583,970	862	
633,767	862	
799,954	862	
812,328		170
852,675		170
987,393		170
1,044,092		170
1,044,093		189
1,044,094		170
1,044,095	590	
1,044,096	635	
1,044,097	786	
1,044,098	1590	
1,044,099	862	
1,044,100	590, 635 & 862	
1,044,101		190

PETITION FOR ORDER RE CHANGE OF NAME AND ORDER

WHEREFORE, Petitioner respectfully prays that the Assistant Registrar of this Court be authorized and directed to endorse upon said Certificates of Title listed above the change of name of Petitioner from CASTLE & COOKE RESORTS, LLC to LANAI RESORTS, LLC.

DATED: Honolulu, Hawaii, September 25, 2012.

Petitioner: LANAI RESORTS, LLC

By 
Mark F. Ito
Its Attorney

STATE OF HAWAII)
) ss.
CITY AND COUNTY OF HONOLULU)

On this 25th day of September, 2012, in the State of Hawaii, before me personally appeared **MARK F. ITO**, to me personally known or proved to me on the basis of satisfactory evidence of her signature and identity to be the aforesaid persons, who, being by me duly sworn or affirmed, did say that such persons executed the foregoing instrument as the free act and deed of such persons, and if applicable, in the capacities shown, having been duly authorized to execute such instrument in such capacities.

I hereby certify that the instrument to which this notary acknowledgment is attached is entitled **PETITION FOR ORDER RE CHANGE OF NAME AND ORDER**, and dated September 25, 2012 or undated at the time of notarization. The entire instrument, including the notary acknowledgment page(s) and attachment(s), if any, consists of 7-pages.




Print Name: Michele P. Makainai
Notary Public, State of Hawaii

My commission expires: 04/08/2016

PETITION FOR ORDER RE CHANGE OF NAME AND ORDER

ORDER

Upon the record herein and good cause appearing, the prayer of Petitioner in the foregoing Petition for Order re Change of Name is hereby granted, and the Assistant Registrar of this Court is authorized and directed to comply herewith.

DATED: Honolulu, Hawaii, this _____ day of **SEP 27 2012**, 2012

KATHLEEN HANAWAHINE

for

JUDGE OF THE LAND COURT OF THE STATE OF HAWAII



REGISTRAR

5236030 RVCN

11:14:27 a.m. 09-14-2012

3 / 3

www.BusinessRegistrations.com

FORM LLC-2
7/2008

FILED 09/14/2012 11:18 AM
Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727



ARTICLES OF AMENDMENT TO CHANGE LIMITED LIABILITY COMPANY NAME
(Section 423-204, Hawaii Revised Statutes)

6495 C5

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, for the purpose of amending the Articles of Organization, do hereby certify as follows:

- The present name of the limited liability company is:
CASTLE & COOKE RESORTS, LLC
- The name of the limited liability company is changed to:
LANAI RESORTS, LLC
- The amendment was adopted with the consent of all, or a lesser number of, the members of the limited liability company as authorized by the operating agreement.

We certify, under the penalties set forth in the Hawaii Uniform Limited Liability Company Act, that we have read the above statements, we are authorized to make this change, and that the statements are true and correct.

Signed this 14th day of September 2012

Lanai Island Holdings, LLC, Its Member
LIM Corporation, Its Manager

PAUL T. MARINELLI, Vice President

(Type/Print Name & Title)

(Signature)

Instructions: Articles must be typewritten or printed in black ink, and must be legible. The articles must be signed and certified by at least one manager of a manager-managed company or by at least one member of a member-managed company. All signatures must be in black ink. Submit original articles together with the appropriate fee.

Line 1. State the full name of the limited liability company prior to the change.

Line 2. State the new name of the limited liability company. The company name must contain the words Limited Liability Company, or the abbreviation, L.L.C. or LLC.

Filing Fees: Filing fee (\$28.00) is not refundable. Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check Fee \$25.00.

For any questions call (808) 586-2727. Neighbor islands may call the following numbers followed by 6-2727 and the # sign: Kauai 274-3141; Maui 984-2400; Hawaii 974-4000, Lanai & Molokai 1-800-466-4644 (toll free). Fax: (808) 586-2733 Email Address: breg@dcca.hawaii.gov

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE DIVISION SECRETARY, BUSINESS REGISTRATION DIVISION, DCCA, AT 586-2744, TO SUBMIT YOUR REQUEST.

ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION 92F-11, HRS)

09/17/2012 20062

LCO
26
add CT 46



STATE OF HAWAII
OFFICE OF ASSISTANT REGISTRAR
RECORDED

July 01, 2015 8:02 AM

Doc No(s) T-9312234
on Cert(s) AS LISTED HEREIN
Issuance of Cert(s)



1 2/2 SMC
B-32653842

/s/ NICKI ANN THOMPSON
ASSISTANT REGISTRAR

6/

LAND COURT SYSTEM

REGULAR SYSTEM

Return by Mail Pickup To:

GOODSILL ANDERSON QUINN & STIFEL
A LIMITED LIABILITY LAW PARTNERSHIP LLP (GOA/lmlh)
First Hawaiian Center, Suite 1600
999 Bishop Street
Honolulu, Hawaii 96813
Phone: (808) 547-5600

Total Pages: 7

Tax Map Key No.: Various

PETITION FOR ORDER RE CHANGE OF NAME; and ORDER

Petitioner: LĀNA'I RESORTS, LLC (formerly known as Lanai Resorts, LLC, and Castle & Cooke Resorts, LLC)

Affects Certificates of Title Nos.:

- 468,683, 468,684, 468,685, 468,686, 468,687, 468,688, 468,689, 468,690, 468,691, 468,692,
- 468,693, 468,694, 468,695, 468,696, 468,697, 468,698, 468,700, 468,702
- 506,384, 583,970
- 633,767
- 799,954
- 812,328, 852,675
- 987,393
- 1,044,092, 1,044,093, 1,044,094, 1,044,095, 1,044,096, 1,044,097, 1,044,098, 1,044,099,
- 1,044,100, 1,044,101, 1,050,668, 1,050,741, 1,050,874, 1,050,875, 1,053,073, 1,053,074,
- 1,053,075, 1,053,076, 1,055,381, 1,062,326, 1,063,478, 1,065,756, 1,066,819, 1,069,571,
- 1,076,486

LCO*
8310375

IN THE LAND COURT OF THE STATE OF HAWAII

In the Matter of the Application

of

Various Applicants

To register title to land situation at various
locations in the State of Hawaii.

Land Court Applications Nos. 590, 635, 786,
862, 1590, and 1881; and

Land Court Consolidations Nos. 170, 189,
and 190.

PETITION FOR ORDER RE CHANGE OF NAME; and ORDER

Attorney for Petitioner

Gail O. Ayabe 4195
Goodsill Anderson Quinn & Stifel
A Limited Liability Law Company
First Hawaiian Center, Suite 1600
999 Bishop Street
Honolulu, HI 96813
Telephone No.: (808)547-5600

IN THE LAND COURT OF THE STATE OF HAWAII

In the Matter of the Application

of

Various Applicants

To register title to land situation at various locations in the State of Hawaii.

Land Court Applications Nos. 590, 635, 786, 862, 1590, and 1881; and

Land Court Consolidations Nos. 170, 189, and 190.

1 L. D. 15-1-2383

2015 JUN 29 AM 11:43
 KATHLEEN HANAWAHIKE
 REGISTRAR
 LAND COURT
 STATE OF HAWAII
 FILED

PETITION FOR ORDER RE CHANGE OF NAME; and ORDER

TO: THE HONORABLE PRESIDING JUDGE OF THE LAND COURT OF THE STATE OF HAWAII

The undersigned Petitioner, by and through its attorney, Gail O. Ayabe, of the law firm of Goodsill Anderson Quinn & Stifel, respectfully shows unto this Court as follows:

1. The name of Petitioner has been legally changed on July 29, 2014 from LANAI RESORTS, LLC, to LĀNA‘I RESORTS, LLC, as evidenced by the certified copy of Articles of Amendment to Change Limited Liability Company Name filed in the Department of Commerce and Consumer Affairs of the State of Hawaii, attached hereto and made a part hereof.

2. Petitioner desires that the change of name from LANAI RESORTS, LLC, to LĀNA‘I RESORTS, LLC, be appropriately endorsed on the following Certificates of Title describing land owned by Petitioner:

Transfer Certificate of Title No.	Land Court Application No.	Land Court Consolidation No.
468,683 /	862	
468,684 /	862	
468,685 /	862	
468,686 /	862	
468,687 /	862	

Petition for Order re Change of Name; and Order
 Land Court Applications Nos. 590, 635, 786, 862, 1590, and 1881; and Land Court Consolidations Nos. 170, 189, and 190.

A TRUE COPY, ATTEST WITH
 THE SEAL OF SAID COURT.
 MYRNA P. VILLEGAS
 Clerk

Transfer Certificate of Title No.	Land Court Application No.	Land Court Consolidation No.
468,688 /	862	
468,689 /	862	
468,690 /	862	
468,691 /	862	
468,692 /	862	
468,693 /		170
468,694 /	862	
468,695 /		170
468,696 /	862	
468,697 /	862	
468,698 /		170
468,700 /		170
468,702 /	590	
506,384 /	862	
583,970 /	862	
633,767 /	862	
799,954 /	862	
812,328 /		170
852,675 /		170
987,393 /		170
1,044,092 /		170
1,044,093 /		189
1,044,094 /		170
1,044,095 /	590	
1,044,096 /	635	
1,044,097 /	786	
1,044,098 /	1590	
1,044,099 /	862	
1,044,100 /	590, 635 & 862	
1,044,101 /		190
1,050,668 /		170
1,050,741 /		170
1,050,874 /	862	
1,050,875 /	862	
1,053,073 /	862	
1,053,074 /		170

Petition for Order re Change of Name; and Order
Land Court Applications Nos. 590, 635, 786, 862, 1590, and 1881; and
Land Court Consolidations Nos. 170, 189, and 190.

Transfer Certificate of Title No.	Land Court Application No.	Land Court Consolidation No.
1,053,075 /		170
1,053,076 /		170
1,055,381 //		170
1,062,326	1881	
1,063,478 /	862	
1,065,756 /	862	
1,066,819 /		170
1,069,571 /	862	
1,076,486 /	862	

WHEREFORE, Petitioner respectfully prays that the Assistant Registrar of this Court be authorized and directed to endorse upon each of the Certificates of Title listed above, the change of name of Petitioner from LANAI RESORTS, LLC to LĀNA‘I RESORTS, LLC.

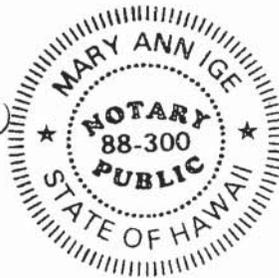
DATED at Honolulu, Hawaii, June 26, 2015.

Petitioner: LĀNA‘I RESORTS, LLC

By Gail O. Ayabe
 Gail O. Ayabe
 Its Attorney

This 07-page Petition, dated June 26, 2015 was subscribed and sworn to before me this 26th day of June, 2015, in the First Circuit of the State of Hawaii, by GAIL O. AYABE.

Mary Ann Ige
 Print Name: Mary Ann Ige
 Notary Public, State of Hawaii
 My Commission expires: May 30, 2016



Petition for Order re Change of Name; and Order
 Land Court Applications Nos. 590, 635, 786, 862, 1590, and 1881; and
 Land Court Consolidations Nos. 170, 189, and 190.

ORDER

Upon the record herein and good cause appearing, the prayer of Petitioner in the foregoing Petition for Order re Change of Name is hereby granted, and the Assistant Registrar of this Court is authorized and directed to comply herewith.

DATED: Honolulu, Hawaii, JUN 29 2015 .

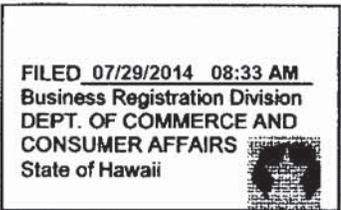
KATHLEEN HANAWAHI



Judge of the Land Court of the State of Hawaii

Petition for Order re Change of Name; and Order
Land Court Applications Nos. 590, 635, 786, 862, 1590, and 1881; and
Land Court Consolidations Nos. 170, 189, and 190.

07/29/2014 08:33 AM



COM

FORM LLC-2
7/2008



07/29/2014 08:33 AM

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727

ARTICLES OF AMENDMENT TO CHANGE LIMITED LIABILITY COMPANY NAME
(Section 428-204, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, for the purpose of amending the Articles of Organization, do hereby certify as follows:

6495C5

- The present name of the limited liability company is:
Lanai Resorts, LLC
- The name of the limited liability company is changed to:
Lāna'i Resorts, LLC
- The amendment was adopted with the consent of all, or a lesser number of, the members of the limited liability company as authorized by the operating agreement.

We certify, under the penalties set forth in the Hawaii Uniform Limited Liability Company Act, that we have read the above statements, we are authorized to make this change, and that the statements are true and correct.

Signed this 21st day of July, 2014

By its Member: LANAI ISLAND HOLDINGS, LLC
By its Manager: LIH CORPORATION

Kurt Matsumoto, Vice President
(Type/Print Name & Title)

[Signature]
(Signature)

(Type/Print Name & Title)

(Signature)

Instructions: Articles must be typewritten or printed in **black ink**, and must be **legible**. The articles must be signed and certified by at least one manager of a manager-managed company or by at least one member of a member-managed company. All signatures must be in **black ink**. Submit original articles together with the appropriate fee.

- Line 1. State the full name of the limited liability company prior to the change.
- Line 2. State the new name of the limited liability company. The company name must contain the words *Limited Liability Company*, or the abbreviation, *L.L.C.* or *LLC*.

Filing Fees: *Filing fee (\$25.00) is not refundable.* Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check Fee \$25.00.

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Fax: (808) 586-2733 Email Address: breg@dcca.hawaii.gov

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ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION 92F-11, HRS)

I HEREBY CERTIFY that this is a true and correct copy of the original record(s) of the Business Registration Division.

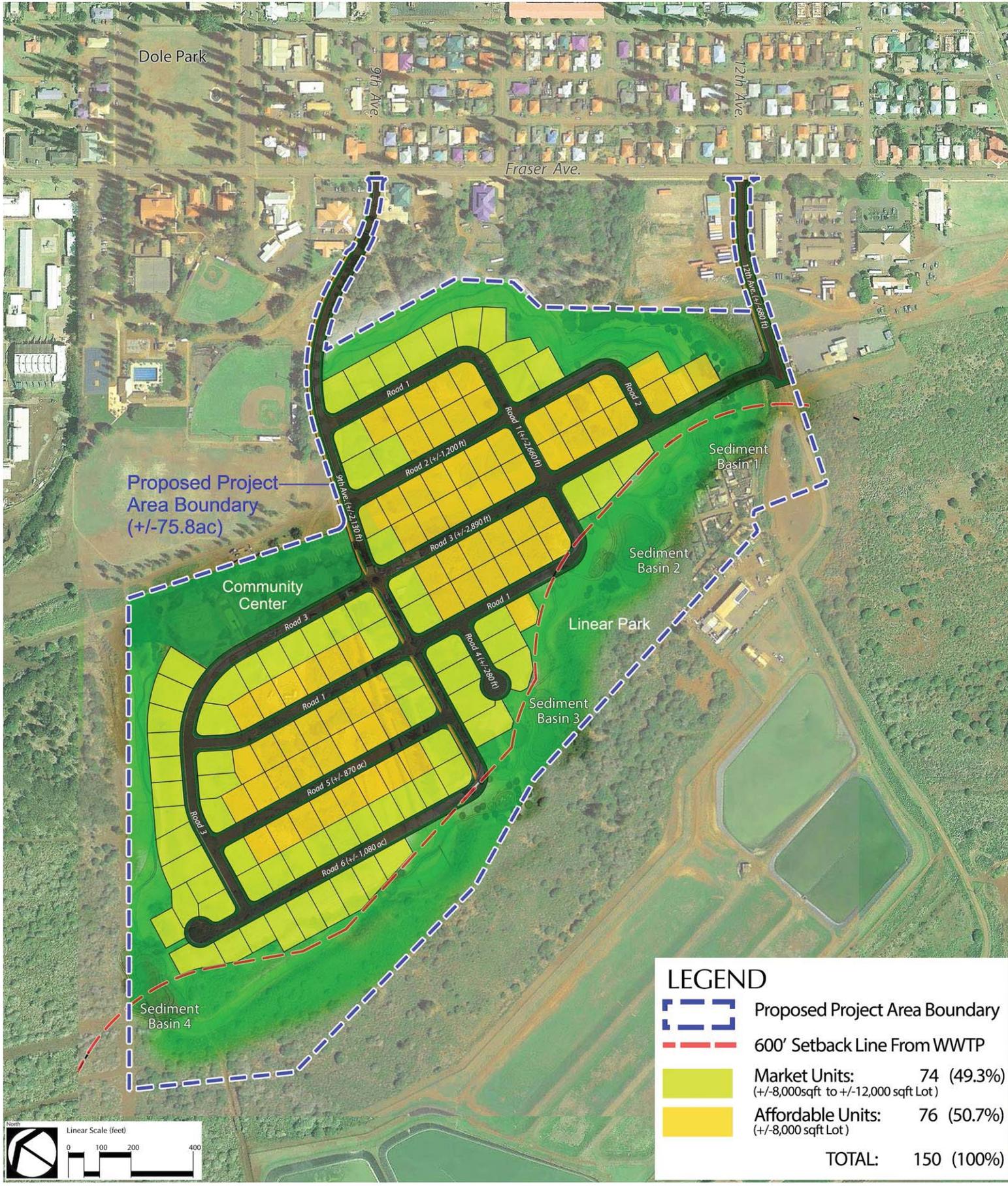
DIRECTOR OF COMMERCE AND CONSUMER AFFAIRS
June 22, 2015



PRELIMINARY DEVELOPMENT
PLANS

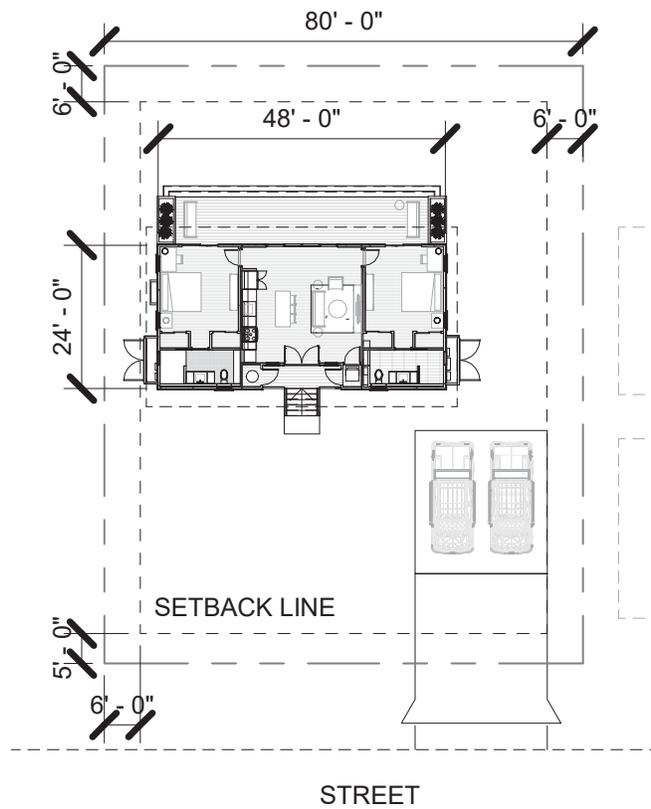
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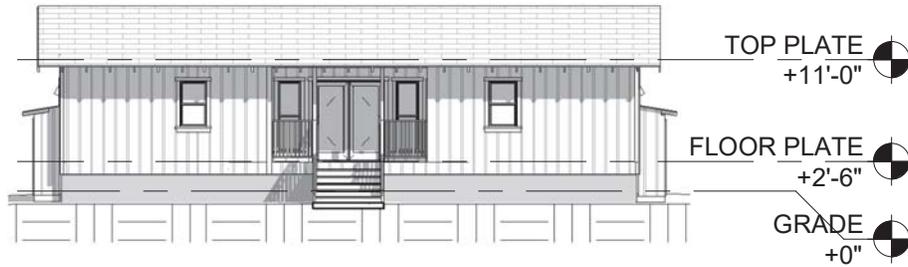
Hokuao Homes 201H Housing
 Conceptual Lot Plan
 10/16/2020





SITE PLAN

scale: 1/32" = 1'-0"



FRONT ELEVATION

scale: 1/16" = 1'-0"



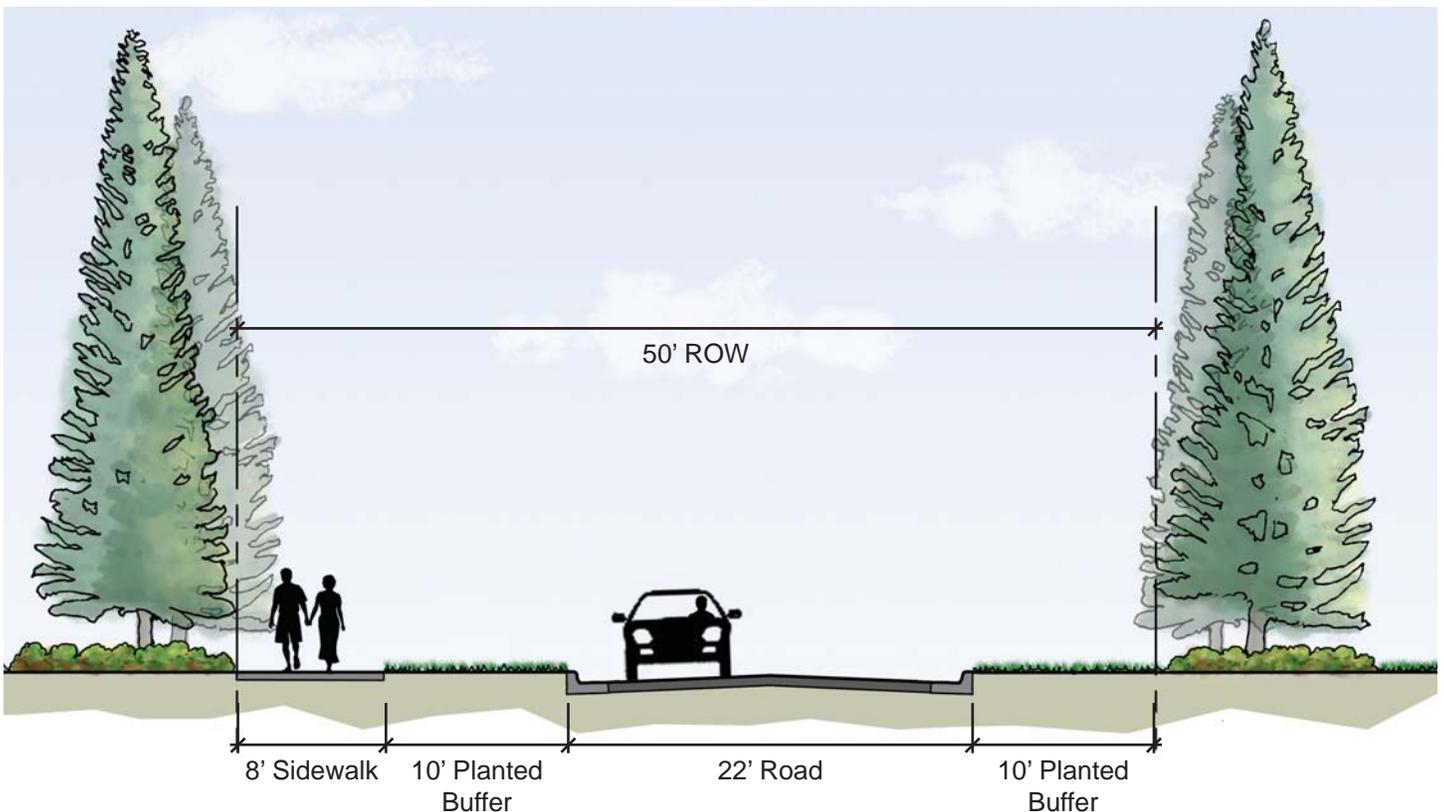
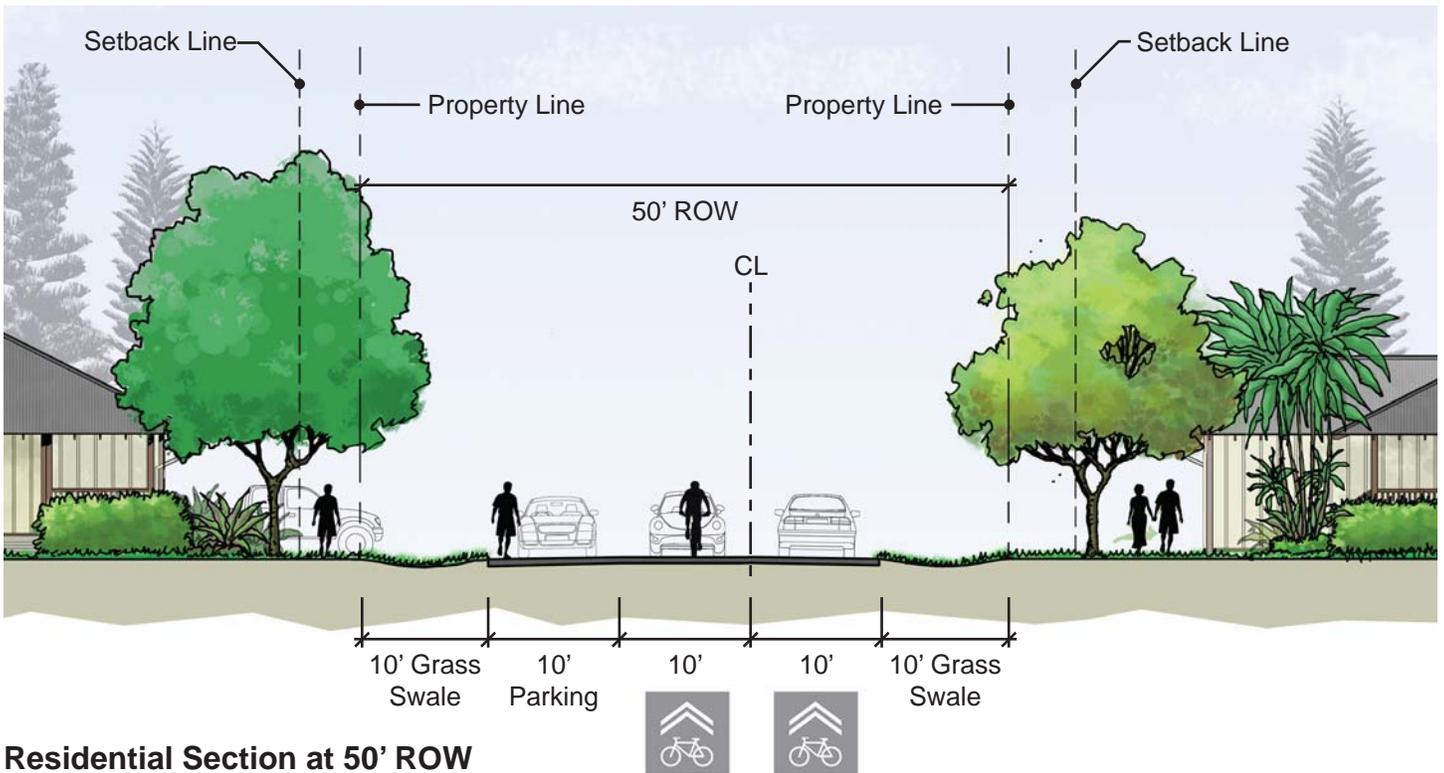
SIDE ELEVATION

scale: 1/16" = 1'-0"

Hokuao Homes 201H Housing

Typical 2-Bedroom Unit

10/16/2020



NTS

Hokuao Homes 201H Housing

Landscape Sections

10/16/2020



PRELIMINARY LANDSCAPE
PLANTING PLAN

5





Pocket Park 1 Natural Elements: Boulders, log tunnel, chipped wood fall surface, rope, benches.

Pocket Park 2 Natural Elements: Log pyramid or swing set, chipped wood fall surface, rope ladder, benches.

Pocket Park 3 Natural Elements: Logs, chipped wood fall surface, rope ladder, benches, shade trees.



NTS

Hokuao Homes 201H Housing

Landscape Amenities Plan

10/16/2020



Hokuao Homes 201H Housing

Firebreak Diagram

10/16/2020



NTS



Hokuao Homes 201H Housing

2-Bedroom Landscape Plan

10/16/2020

NTS

BELT COLLINS



DESCRIPTION OF MATERIALS

6



Description of Materials

U.S. Department of Housing
and Urban Development
Department of Veterans Affairs
Farmers Home Administration

OMB Control No. 2502-0313
(exp. 10/31/2020)

Public reporting burden for this collection of information is estimated to average 30 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. This agency may not collect this information, and you are not required to complete this form, unless it displays a currently valid OMB control number.

The National Housing Act (12 USC 1703) authorizes insuring financial institutions against default losses on single family mortgages. HUD must evaluate the acceptability and value of properties to be insured. The information collected here will be used to determine if proposed construction meets regulatory requirements and if the property is suitable for mortgage insurance. Response to this information collection is mandatory. No assurance of confidentiality is provided.

Proposed Construction Under Construction No. _____ (To be inserted by HUD, VA or FmHA)
Property address (Include City and State) _____

Name and address of Mortgagor or Sponsor _____	Name and address of Contractor or Builder _____
--	---

Instructions

- For additional information on how this form is to be submitted, number of copies, etc., see the instructions applicable to the HUD Application for Mortgage Insurance, VA Request for Determination of Reasonable Value, or FmHA Property Information and Appraisal Report, as the case may be.
- Describe all materials and equipment to be used, whether or not shown on the drawings, by marking an X in each appropriate check-box and entering the information called for each space. If space is inadequate, enter "See misc." and describe under item 27 or on an attached sheet. **The use of paint containing more than the percentage of lead by weight permitted by law is prohibited.**
- Work not specifically described or shown will not be considered unless required, then the minimum acceptable will be assumed. Work exceeding minimum requirements cannot be considered unless specifically described.
- Include no alternates, "or equal" phrases, or contradictory items. (Consideration of a request for acceptance of substitute materials or equipment is not thereby precluded.)
- Include signatures required at the end of this form.
- The construction shall be completed in compliance with the related drawings and specifications, as amended during processing. The specifications include this Description of Materials and the applicable Minimum Property Standards.

1. Excavation

Bearing soil, type Clay Soil Mix

2. Foundations

Footings concrete mix _____ strength psi 3000 Reinforcing Steel

Foundation wall material _____ Reinforcing _____

Interior foundation wall material _____ Party foundation wall _____

Columns material and sizes Concrete 10" x 10" Piers material and reinforcing Concrete reinforced Steel

Girders material and sizes Glulam 3.5" x 12" & 4.5" x 12" Sills material Wood

Basement entrance areaway _____ Window areaways _____

Waterproofing _____ Footing drains _____

Termite protection _____

Basementless space ground cover _____ insulation _____ foundation vents _____

Special foundations _____

Additional information _____

3. Chimneys

Material _____ Prefabricated (make and size) _____

Flue lining material _____ Heater flue size _____ Fireplace flue size _____

Vents (material and size) gas or oil heater _____ water heater _____

Additional information _____

4. Fireplaces

Type solid fuel gas-burning circulator (make and size) _____ Ash dump and clean-out _____

Fireplace facing _____ lining _____ hearth _____ mantel _____

Additional information _____

5. Exterior Walls

Wood frame wood grade, and species No.2 Stud Grade Corner bracing Building paper or felt _____
 Sheathing OSB Board thickness 5/8" width 4' solid spaced _____ o.c. diagonal _____
 Siding Fiber Cement Board grade _____ type _____ size 4' x 10' exposure Exterior fastening MFR Rec.
 Shingles Solar PV Shingles grade _____ type _____ size 8" x 16" exposure Exterior fastening MFR Rec.
 Stucco _____ thickness _____ Lath _____ weight _____ lb.
 Masonry veneer _____ Sills _____ Lintels _____ Base flashing _____
 Masonry solid faced stuccoed total wall thickness _____ facing thickness _____ facing material _____
 Backup material _____ thickness _____ bonding _____
 Door sills Aluminum Window sills Wood Lintels _____ Base flashing Sheet Metal
 Interior surfaces dampproofing, _____ coats of _____ furring _____

Additional information _____
 Exterior painting material Sherwin Williams Exterior Paint coating or similar number of coats 2

Gable wall construction same as main walls other construction _____

6. Floor Framing

Joists wood, grade, and species 2x8 Joist Decking other Cross-Lam. Timber bridging _____ anchors Steel
 Concrete slab basement floor first floor ground supported self-supporting mix _____ thickness _____
 reinforcing _____ insulation _____ membrane _____
 Fill under slab material _____ thickness _____
 Additional information _____

7. Subflooring (Describe underflooring for special floors under item 21)

Material grade and species _____ size _____ type _____
 Laid first floor second floor attic _____ sq. ft. diagonal right angles
 Additional information _____

8. Finish Flooring (Wood only. Describe other finish flooring under item 21)

Location	Rooms	Grade	Species	Thickness	Width	Bldg. Paper	Finish
First floor	5	CLT	Cypress	3.5"	5.5'		
Second floor							
Attic floor	sq. ft.						

Additional information _____

9. Partition Framing

Studs wood, grade, and species No.2 Stud Grade size and spacing 2 x 4 @ 24" O.c. Other _____
 Additional information _____

10. Ceiling Framing

Joists wood, grade, and species Wood Truss - See No. 11 Other _____ Bridging _____
 Additional information _____

11. Roof Framing

Rafters wood, grade, and species _____ Roof trusses (see detail) grade and species Structural grade
 Additional information Structural Grade Roof Trusses @ 24" O.C.

12. Roofing

Sheathing wood, grade, and species 5/8" Plywood, Exterior Grade solid spaced _____ o.c.
 Roofing Solar PV Shingles grade _____ size 8" x 16" type _____
 Underlay Firestone Clad Guard SA FR weight or thickness 65 mil size 48" fastening MFR Rec.
 Built-up roofing _____ number of plies _____ surfacing material _____
 Flashing material Sheet Metal gage or weight 20ga gravel stops snow guards
 Additional information _____

13. Gutters and Downspouts

Gutters material _____ gage or weight _____ size _____ shape _____
Downspouts material _____ gage or weight _____ size _____ shape _____ number _____
Downspouts connected to Storm sewer sanitary sewer dry-well Splash blocks material and size _____
Additional information _____

14. Lath and Plaster

Lath walls ceilings material _____ weight or thickness _____ Plaster coats _____ finish _____
Dry-wall walls ceilings material _____ thickness _____ finish _____
Joint treatment _____

15. Decorating (Paint, wallpaper, etc.)

Rooms	Wall Finish Material and Application	Ceiling Finish Material and Application
Kitchen	Quartz Stone Slab	Gypsum Board
Bath	Acrylic Panels	Moist. Resist. Gypsum Board
Other Living Room	Cross-Laminated Timber Panels	Gypsum Board
Bedroom	Cross-Laminated Time Panels	Gypsum Board

Additional information _____

16. Interior Doors and Trim

Doors type One-Panel material Wood thickness 1-3/4"
Door trim type Wood material Cedar Base type _____ material _____ size 1x6
Finish doors _____ trim _____
Other trim (item, type and location) _____
Additional information _____

17. Windows

Windows type Double hung/Awning make Milgard material Vinyl sash thickness 2.5"
Glass grade Dual Glazed sash weights balances, type _____ head flashing Sheet Mtl
Trim type Wood casing material Cedar Paint Clear Coat number coats 3
Weatherstripping type Tyvek Flex Wrap material _____ Storm sash, number _____
Screens full half type Exterior number 1 screen cloth material Nylon
Basement windows type _____ material _____ screens, number _____ Storm sash, number _____
Special windows _____
Additional information _____

18. Entrances and Exterior Detail

Main entrance door material Vinyl width 6' thickness 1.75" Frame material Vinyl thickness 5.5"
Other entrance doors material Vinyl width 12' thickness 1.75" Frame material Vinyl thickness 5.5"
Head flashing Sheet Metal Weatherstripping type Tyvek Flex Wrap saddles _____
Screen doors thickness 3/4" number 3 screen cloth material Nylon Storm doors thickness _____ number _____
Combination storm and screen doors thickness _____ number _____ screen cloth material _____
Shutters hinged fixed Railings _____ Attic louvers _____
Exterior millwork grade and species _____ Paint _____ number coats _____
Additional information _____

19. Cabinets and Interior Detail

Kitchen cabinets, wall units material Plywood w/ Plastic Laminated Finish lineal feet of shelves 15' - 5" shelf width 14 & 24
Base units material Plywood w/ Plastic Laminated counter top Quartz edging Laminated Quartz Edge
Back and end splash Quartz Finish of cabinets Plastic Laminate number coats 1
Medicine cabinets make _____ model _____
Other cabinets and built-in furniture Wood cabinet w/ sliding door panels
Additional information _____

20. Stairs

Stair	Treads		Risers		Strings		Handrail		Balusters	
	Material	Thickness	Material	Thickness	Material	Size	Material	Size	Material	Size
Basement										
Main	Wood	2x	Wood	3/4"	Wood	2x	Wood	1.5" dia	Wood	2x2
Attic										

Disappearing make and model number _____

Additional information _____

21. Special Floors and Wainscot (Describe Carpet as listed in Certified Products Directory)

Floors	Location	Material, Color, Border, Sizes, Gage, Etc.	Threshold Material	Wall Base Material	Underfloor Material
		Kitchen	Cross-Laminated Timber		Wood
	Bath	Acrylic Panel	Wood		

Wainscot	Location	Material, Color, Border, Cap. Sizes, Gage, Etc.	Height	Height Over Tub	Height in Showers (From Floor)
		Bath	Acrylic Panels	8'-6"	

Additional information _____

22. Plumbing

Fixture	Number	Location	Make	MFR's Fixture Identification No.	Size	Color
Sink	2	Bathroom	Proflo	PF1713UWH	17 x 13.5"	White
Lavatory	2	Bathroom	Proflo	PFWSC9860BN		Nickel
Water closet	2	Bathroom	Proflo	PF9002SWH		White
Bath tub						
Shower over tub						
Stall shower	2	Bathroom	Proflo	PF9820BN		Nickel
Laundry trays						

Bathroom accessories Recessed material _____ number _____ Attached material _____ number _____

Additional information _____

Curtain rod Door Shower pan material Acrylic * (Show and describe individual system in complete detail in separate drawings and specifications according to requirements.)
 Water supply public community system individual (private) system*
 Sewage disposal public community system individual (private) system*
 House drain (inside) cast iron tile other _____ House sewer (outside) cast iron tile other _____
 Water piping galvanized steel copper tubing other Pex Piping Sill cocks, number _____
 Domestic water heater type Tank make and model XE38S06ST451 heating capacity 51 gph. 100° rise.
 Storage tank material Metal capacity 38 gallons
 Gas service utility company liq. pet. gas other _____ Gas piping cooking house heating
 Footing drains connected to storm sewer sanitary sewer dry well sump pump make and model _____
 capacity _____ discharges into _____

Additional information _____

23. Heating

Hot water Steam Vapor One-pipe system Two-pipe system
 Radiators Convectors Baseboard radiation Make and model _____
 Radiant panel floor wall ceiling Panel coil material _____
 Circulator Return pump Make and model _____ capacity _____ gpm.
Boiler make and model _____ Output _____ Btuh. net rating _____ Btuh.

Additional information _____

Warm air Gravity Forced Type of system _____
Duct material supply _____ return _____ Insulation _____ thickness _____ Outside air intake
Furnace: make and model _____ Input _____ Btuh. output _____ Btuh.

Additional information _____

Space heater floor furnace wall heater Input _____ Btuh. output _____ Btuh. number units _____
Make, model _____

Additional information _____

Controls make and types _____

Additional information _____

Fuel: Coal oil gas liq. pet. gas electric other _____ storage capacity _____
Additional information _____

Firing equipment furnished separately Gas burner, conversion type Stoker hopper feed bin feed
Oil burner pressure atomizing vaporizing _____
Make and model _____

Control _____

Additional information _____

Electric heating system type _____ Input _____ watts @ _____ volts output _____ Btuh.

Additional information _____

Ventilating equipment attic fan, make and model _____ capacity _____ cfm.
 kitchen exhaust fan, make and model _____

Other heating, ventilating, or cooling equipment _____

Additional information _____

24. Electric Wiring

Service overhead underground Panel fuse box circuit-breaker make _____ AMP's 175 No. circuits 20
Wiring conduit armored cable nonmetallic cable knob and tube other _____
Special outlets range water heater other _____
 Doorbell Chimes Push-button locations _____

Additional information _____

25. Lighting Fixtures

Total number of fixtures 29 Total allowance for fixtures, typical installation, \$ _____

Nontypical installation _____

Additional information _____

26. Insulation

Location	Thickness	Material, Type, and Method of Installation	Vapor Barrier
Roof	5/8"	Plywood Roof Sheathing w/ Foil Faced Radiant Barrier	Roof Underlayment
Ceiling	3.5"	Fiberglass Batt Insulation. Truss Fastened.	
Wall	2"	Poly-Iso Nail Based Insulation	Tyvek Homewrap
Floor			

27. Miscellaneous: (Describe any main dwelling materials, equipment, or construction items not shown elsewhere; or use to provide additional information where the space provided was inadequate. Always reference by item number to correspond to numbering used on this form.)

Hardware (make, material, and finish.)

Emtek, Brass Hinges. Satin Nickel. Kwikset Lockets. Satin Nickel

Special Equipment (State material or make, model and quantity. Include only equipment and appliances which are acceptable by local law, custom and applicable FHA standards. Do not include items which, by established custom, are supplied by occupant and removed when he vacates premises or chattles prohibited by law from becoming realty.)

Porches

Terraces

Garages

Walks and Driveways

Driveway width 20' base material Gravel thickness _____ surfacing material _____ thickness _____
 Front walk width 5.5' material Gravel thickness _____ Service walk width _____ material _____ thickness _____
 Steps material _____ treads _____ risers _____ Cheek walls _____

Other Onsite Improvements

(Specify all exterior onsite improvements not described elsewhere, including items such as unusual grading, drainage structures, retaining walls, fence, railings, and accessory structures.)

Landscaping, Planting, and Finish Grading

Topsoil _____ thick front yard side yards rear yard to _____ feet behind main building
 Lawns (seeded, sodded, or sprigged) front yard _____ side yards _____ rear yard _____
 Planting as specified and shown on drawings as follows:
 _____ Shade trees deciduous _____ caliper _____ Evergreen trees _____ to _____ B & B
 _____ Low flowering trees deciduous _____ to _____ Evergreen shrubs _____ to _____ B & B
 _____ High-growing shrubs deciduous _____ to _____ Vines, 2-year _____
 _____ Medium-growing shrubs deciduous _____ to _____ Other _____
 _____ Low-growing shrubs deciduous _____ to _____

Identification—This exhibit shall be identified by the signature of the builder, or sponsor, and/or the proposed mortgagor if the latter is known at the time of application.

Date (mm/dd/yyyy) _____ Signature _____

Signature _____



SECTION 201H-38,
HAWAI'I REVISED STATUTES
EXEMPTION LIST

7



1. Exemption from Title 2, MCC, Administration and Personnel

a. Exemption from MCC 2.80B – General Plan and Community Plans

Discussion: An exemption is requested from the above noted provision to permit the project to proceed without obtaining a community plan amendment. The project site is designated as “Park”, “Open Space” and/or OS-1 and/or OS-2, “Mixed-Use Residential”, and “Public/ Quasi-public” in the Lānaʻi Community Plan Map. The exemption will allow the project to proceed with the “Single Family” and “Park” uses as proposed.

Value to community: The requested exemption allows the project to be designed to reflect the character of Lānaʻi City including street scape and architecture of the homes. The exemption also assists in the timely delivery of much needed housing for Lānaʻi residents.

2. Exemption from Title 12, Streets, Sidewalks and Public Places

a. Exemption from MCC 12.24A.070(D) – Planting of Street Trees

Discussion: An exemption is requested from the above noted provision to allow flexibility in the number, species, and location of street trees in the Hōkūao Housing project. The Conceptual Landscape Plan prepared by a licensed architect, attached here as **Exhibit “A”** shall be reviewed by the Department of Public Works prior to approval.

Value to community: Pūlama Lānaʻi will maintain the landscaping within the Hōkūao Housing project. To the maximum extent possible, landscaping will be done with indigenous and endemic flora which are known from elevations and climate regimes on Lānaʻi and/or elsewhere in Hawaiʻi, which are compatible to the proposed project area.

3. Exemptions from Title 16, MCC, Buildings and Construction

a. Exemption from MCC 16.04C, 16.18B, 16.20B and 16.26B – Fire Code, Electrical Code, Plumbing Code and Building Code

Discussion: An exemption is requested from the above noted provision to exempt the 76 affordable housing units from fire, electrical, plumbing, and building permit fees, as well as plan review and inspection fees. This exemption shall not apply to the market rate units in the project.

Value to community: The total building, electrical and plumbing fees are equal to an estimated \$1.169 million. Pūlama Lānaʻi is requesting a waiver for only the affordable unit fees, which is approximately 50 percent of the total estimated fees (~\$581k).¹

b. Exemption from MCC 16.04C, 16.08A and 16.26B – Fire Code, Residential Code and Building Code

Discussion: An exemption is requested to allow the project to proceed under the aforementioned codes as stated at the time of the filing of the 201H-38 application, despite any subsequent amendments to Chapters 16.04C, 16.08A, or 16.26B, MCC, or any updates to the Fire Code, Residential Code, or Building Code adopted prior to the issuance of the last building permit for the project.

¹ Fees were calculated using the Maui County FY2021 rate schedule and are based on the current design. The estimated fees are subject to change.

EXHIBIT A.

Conceptual Landscape Plan