

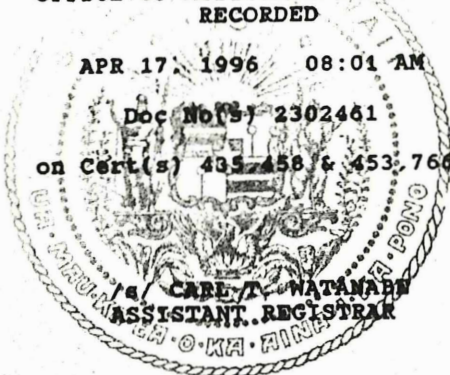
L-54

STATE OF HAWAII
OFFICE OF ASSISTANT REGISTRAR
RECORDED

APR 17 1996 08:01 AM

Doc No(s) 2302461

on Cert(s) 435,458 & 453,766



I hereby certify that this is
a true copy from the records
of the Bureau of Conveyances.

Carl T. Watanabe
Registrar of Conveyances
Assistant Registrar, Land Court
State of Hawaii

LAND USE COMMISSION
STATE OF HAWAII
APR 25 10 21 AM '96
EC

Return by mail (X) pick-up ()

CASE MYRDAL BIGELOW & LOMBARDI (DML)
737 Bishop Street, Suite 2600
Honolulu, HI 96813

TG Accom 218819

Tax Map Key No.: (Kauai) 3-3-03:Por. 1 and Por. 33
3-3-10:Por. 17 and Por. 18

SECOND AMENDMENT TO DECLARATION
OF LAND USE COMMISSION CONDITIONS

THIS SECOND AMENDMENT is made this 28th day of March
1996, by GROVE FARM PROPERTIES, INC., a Hawaii corporation, the principal place of business
and post office address of which is Puhi Rural Branch, Lihue, Kauai, Hawaii 96766 (the
"Declarant" or the "Petitioner").

WHEREAS:

A. Declarant, GROVE FARM COMPANY, INCORPORATED, a Hawaii corporation (the "Fee Owner"), and GROVE FARM LAND CORP., a Hawaii corporation ("Land Corp."), have executed that certain Declaration of Land Use Commission Conditions dated May 29, 1990 (the "Declaration") filed in the Office of the Assistant Registrar of the Land Court as Document No. 1737704, and noted on Transfer Certificate of Title No. 435,458, and also recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 90-088395, encumbering the real property more particularly therein described, which Declaration was premised upon those certain Findings of Fact, Conclusions of Law and Decision and Order of the Land Use Commission dated June 30, 1989 ("Decision and Order") entered in Docket No. A89-636.

CMBL6390A1261920.4ISWC

B. The Declaration sets forth the terms and conditions upon which the Land Use Commission reclassified certain lands located in Lihue, Puhi, Kauai, referred to in the Declaration as "Increment I" and "Increment II" comprising the "Petition Property", from the Agricultural District to the Urban District.

C. Pursuant to the Land Use Commission's Order Granting Motion to Amend and Clarify Findings of Fact, Conclusions of Law and Decision and Order October 20, 1995, the Decision and Order has been amended to clarify the exterior boundary of the Petition Property to properly reflect the Petition Property's coterminous location with the Right-of-Way for Kaumualii Highway, thereby resulting in an increase in the overall acreage of the Petition Property from approximately 596.775 acres to approximately 599.908 acres and amending the Decision and Order to reflect on the basis of a survey of the interior boundary of Increments I and II lands that Increment I lands consist of approximately 491.838 acres and Increment II lands consist of approximately 108.07 acres, respectively, as of the date of the entry of the Decision and Order (Increment II lands have been reduced to a total of 103.570 acres on the bases of the Land Use Commission's Order pursuant to which the First Amendment was filed).

D. The Declaration has been amended by that certain Amendment to Declaration of Land Use Commission Conditions dated September 22, 1994, filed as Land Court Document No. 2185539, and duly noted on Transfer Certificate of Title No. 435,458 (the "First Amendment"), after which amendment 103.570 acres remain of Increment II lands.

E. Pursuant to the Findings of Fact, Conclusions of Law and Decision and Order (Docket No. A89-636) issued by the Land Use Commission of the State of Hawaii, dated December 20, 1995, the parties wish to further amend the Declaration to: (1) include approximately 103.570 acres of land located within Increment 2, which have been reclassified from the Agricultural District to the Urban District and which is more particularly described in Exhibit "A" attached hereto, and depicted on the map attached hereto as Exhibit "B", and (2) set forth the conditions imposed by the Land Use Commission with respect to both Increment I and Increment II lands.

NOW THEREFORE, the Declarant, as Petitioner in Docket A89-636, hereby declares and agrees that the Increment I and Increment II lands, and all improvements constructed or to be constructed thereon shall be held, encumbered, used and improved subject to each of the following conditions which are enumerated in the Findings of Fact, Conclusions of Law and Decision and Order (Docket No. A89-636) issued by the Land Use Commission of the State of Hawaii, dated December 20, 1995 and are numbered consecutively with those conditions made applicable pursuant to the Declaration and the First Amendment:

16. Petitioner shall fund and install the necessary number of emergency siren units (including infrastructure) within Increments I or II, to the satisfaction of the State Department of Defense.


17. Petitioner shall cooperate with the Department of Education and Department of Accounting and General Services, Public Works Division, to provide timely infrastructure improvements for the opening of Kauai Intermediate School now scheduled for September 1998.

18. Petitioner shall cooperate with the Commission on Water Resource Management and the U.S. Fish and Wildlife Service for the designation of a Puali Stream buffer area.

19. Petitioner shall consult with the U.S. Fish and Wildlife Service and U.S. Army Corps of Engineers to determine whether the petition area contains a wetland, and, if necessary, implement mitigation measures to the satisfaction of the U.S. Fish and Wildlife Service and the U.S. Army Corps of Engineers.

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

GROVE FARM PROPERTIES, INC.

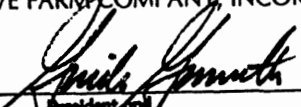
By 
Its Vice President

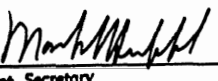
By 
Its Assistant Secretary

Declarant

CONSENT AND JOINDER:

GROVE FARM COMPANY, INCORPORATED

By 
Its President and
Chief Executive Officer

By 
Its Assistant Secretary

Fee Owner

GROVE FARM LAND CORP.

By 
Its Vice President

By 
Its Assistant Secretary

Land Corp.

STATE OF HAWAII)
) SS:
COUNTY OF KAUAI)

On this 28th day of March, 1996, before me
appeared Greg Kamm and Mark S. Hubbard, to me
personally known, who, being by me duly sworn, did say that they are
the Vice President and Assistant Secretary,
respectively, of GROVE FARM PROPERTIES, INC., a Hawaii corporation, that the seal affixed
to the foregoing instrument is the corporate seal of said corporation, and that said instrument
was signed and sealed in behalf of said corporation by authority of its Board of Directors, and
said Officers acknowledged said instrument to be the free act and deed of said corporation.

Remedios A. Chinen
Notary Public, State of Hawaii L.S.

My commission expires: 12-26-99

STATE OF HAWAII)
) SS:
COUNTY OF KAUAI)

On this 28th day of March, 1996, before me
appeared Guido Giacometti and Mark S. Hubbard, to me
personally known, who, being by me duly sworn, did say that they are
the President and Chief Executive Officer and Assistant Secretary,
respectively, of GROVE FARM COMPANY, INCORPORATED, a Hawaii corporation, that the
seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said
instrument was signed and sealed in behalf of said corporation by authority of its Board of
Directors, and said Officers acknowledged said instrument to be the free act and deed of said
corporation.

Remedios A. Chinen
Notary Public, State of Hawaii L.S.

My commission expires: 12-26-99

STATE OF HAWAII)
) SS:
COUNTY OF KAUAI)

On this 28th day of March, 1996, before me
appeared Allen A. Smith and Mark S. Hubbard, to me
personally known, who, being by me sworn, did say that they are
the Vice President and Assistant Secretary
respectively, of GROVE FARM LAND CORP., a Hawaii corporation, that the seal affixed to the
foregoing instrument is the corporate seal of said corporation, and that said instrument was
signed and sealed in behalf of said corporation by authority of its Board of Directors, and said
Officers acknowledged said instrument to be the free act and deed of said corporation.

Remedios A. Chinen
Notary Public, State of Hawaii L.S.
My commission expires: 12-26-99

EXHIBIT "A"

First

All that certain portion of Lot 1518-A and Lot 1518-C, as shown on Map 138, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 1087, issued to Grove Farm Company, Incorporated, which portion is depicted on the map attached hereto as Exhibit "B".

Being a portion of the land described in and covered by Transfer Certificate of Title No. 453,766.

Second

All that certain portion of Lot 1530, as shown on Map 135, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 1087, issued to Grove Farm Company, Incorporated, which portion is depicted on the map attached hereto as Exhibit "B".

Being a portion of the land described in and covered by Transfer Certificate of Title No. 435,458.

