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A Law Corporation

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Attorneys for Petitioner  
MAHAULEPU FARM LLC

BEFORE THE LAND USE COMMISSION  
OF THE STATE OF HAWAII

In the Matter of the Petition of	)	DOCKET NO. DR11-43
	)	
MAHAULEPU FARM LLC	)	PETITION FOR DECLARATORY
	)	ORDER TO DESIGNATE
For Declaratory Order to Designate	)	IMPORTANT AGRICULTURAL
Important Agricultural Lands	)	LANDS; VERIFICATION; EXHIBITS
for approximately 1,533 acres at Koloa,	)	"A" – "C"
Kaua'i, Hawai'i.	)	
_____	)	

2011 FEB 23 A 10:38  
LAND USE COMMISSION  
STATE OF HAWAII

**PETITION FOR DECLARATORY ORDER**  
**TO DESIGNATE IMPORTANT AGRICULTURAL LANDS**

Comes now, Petitioner MAHAULEPU FARM LLC ("Petitioner"), by and through its attorneys, MATSUBARA – KOTAKE, and respectfully petitions the Land Use Commission of the State of Hawai'i ("Commission") to issue a declaratory order designating approximately 1,533 acres of land at Koloa, Kaua'i, Hawai'i ("Property"), more particularly described below, as Important Agricultural Lands ("IAL") pursuant

to §§ 205-44 and 45 of the Hawai'i Revised Statutes ("HRS") and §§ 15-15-98 and 99 of the Hawai'i Administrative Rules ("HAR"). In support of this Petition, Petitioner alleges and avers as follows:

I. Petition Content Requirements.

Contents requirement for Petition for Declaration Order pursuant to HAR § 15-15-99:

A. Name, address and telephone number of Petitioner. Petitioner MAHAULEPU FARM LLC is a Hawai'i corporation, whose address is 3-1850 Kaumuali'i Highway, Lihu'e, Hawai'i, 96766, and telephone number is (808) 245-3678. Benjamin M. Matsubara, Curtis T. Tabata, Wyeth M. Matsubara and the law firm of Matsubara - Kotake have been appointed to represent the Petitioner pursuant to HAR Section 15-15-35(b). All correspondence and communications in regard to this Petition shall be addressed to, and served upon, Benjamin M. Matsubara, Matsubara - Kotake, 888 Mililani Street, 8<sup>th</sup> Floor, Honolulu, Hawai'i 96813.

B. Signature of each petitioner. This petition is signed below by Petitioner's attorney who is authorized to sign and file this petition on Petitioner's behalf.

C. Designation of specific question. Whether the lands identified by Petitioner in this Petition should be designated as IAL pursuant to HRS §§ 205-44 and 45.

D. Statement of Petitioner's interest in the subject matter and reason for the submission. Petitioner is the owner in fee simple of those lands located on the island of Kaua'i, Hawai'i, and more specifically identified and described on Exhibit "B" attached hereto ("Property"). Petitioner requests the Commission designate the Property as IAL pursuant to HRS §§ 205-44 and 45.

E. Statement of Petitioner's position or contention. It is Petitioner's position that the Property meets the qualifications for designation as IAL under HRS § 205-44, and that the Commission should issue a declaratory order designating the Property as IAL pursuant to HRS § 205-45.

F. Memorandum of authorities, containing a full discussion of reasons and legal authorities in support of Petitioner's position. HRS § 205-45(c) provides that the petition for declaratory order designating IAL shall be submitted in accordance with subchapter 14 of the Commission's rules and the requirements contained in HRS § 205-45(c). The petition for declaratory order content requirements under subchapter 14 are found at HAR § 15-15-99 and are discussed in Sections A-F herein. The requirements of HRS § 205-45(c) include the following:

1. Tax Map Key Numbers and verification and authorization from the applicable landowners. Petitioner seeks to designate as IAL approximately 1,533 acres of land on the island of Kaua'i, Hawai'i. Attached hereto and incorporated herein by reference as Exhibit "B" is a report identifying the location, Tax Map Key Numbers and

acreage of the Property. Ownership of the lands identified by Tax Map Key Numbers stated in Exhibit "B" is held by Petitioner. Attached hereto and incorporated herein by reference as Exhibit "C" are the deeds verifying ownership of the Property.

2. Proof of qualification for designation as IAL under HRS § 205-44.

HRS § 205-44(c) provides the standards and criteria to identify IAL. HRS § 205-44(a) provides that lands identified as IAL need not meet every standard and criteria listed in HRS § 205-44(c); rather, lands meeting any of the criteria in HRS § 205-44(c) shall be given initial consideration, provided that the designation of IAL shall be made by weighing the standards and criteria with each other to meet the constitutionally mandated purposes in article XI, section 3, of the Hawai'i Constitution and the objectives and policies for IAL in section 205-42 and 205-43.

Attached hereto and incorporated by reference herein as Exhibit "A" is the Agricultural Lands Assessment for Mahaulepu Farm LLC which describes and illustrates the characteristics of the Property.

The standards and criteria for identifying IAL pursuant to HRS § 205-44(c) are as follows:

a. Land currently used for agricultural production.

Approximately 1,470 acres is in active or future agricultural production, including approximately 429 acres in ranching, approximately 200 acres in taro cultivation, approximately 805 acres in bio-energy crops and corn seed cultivation and

approximately 36 acres in independent farmers. The Property was formerly used for sugar cane cultivation for nearly 100 years. See Exhibit "A" and Figures 1 and 2 Exhibit "A", agricultural production map and photo of the Property.

b. Land with soil qualities and growing conditions that support agricultural production of food, fiber, or fuel- and energy-producing crops. The University of Hawai'i, Land Study Bureau ("LSB") developed the Overall Productivity Rating, which classified soils according to five (5) levels, with "A" representing the class of highest productivity soils and "E" representing the lowest. These letters are followed by numbers which further classify the soil types by conveying such information as texture, drainage and stoniness. Based on this, approximately 88.5% of the Property is rated "B" and approximately 11% of the Property is rated "C", "D", "E" or not classified. See Exhibit "A" and Figures 3 of Exhibit "A", Land Study Bureau - Detailed Land Classification. Solar radiation received by the Property is described in the Solar Radiation Map, as shown in Figure 4 of Exhibit "A".

c. Lands identified under agricultural productivity ratings systems, such as the agricultural lands of importance to the State of Hawai'i (ALISH) system adopted by the board of agriculture on January 28, 1977. In 1977, the State Department of Agriculture developed a classification system to identify Agricultural Lands of Importance to the State of Hawai'i ("ALISH"). The classification system is based primarily, though not exclusively, upon the soil characteristics of the lands. The

three (3) classes of ALISH lands are: "Prime", "Unique", and "Other", with all remaining lands termed "Unclassified". When utilized with modern farming methods, "Prime" agricultural lands have a soil quality, growing season, and moisture supply necessary to produce sustained crop yields economically. "Unique" agricultural lands possess a combination of soil quality, growing season, and moisture supply to produce sustained high yields of a specific crop. "Other" agricultural lands include those that have not been rated as "Prime" or "Unique". The ALISH system classifies approximately 41.5% of the Property as "Prime", 36.4% of the Property as "Other", 6.8% of the Property as "Unclassified" and 15.3% not in ALISH. See Exhibit "A" and Figure 5 of Exhibit "A", ALISH Map.

d. Land types associated with traditional native Hawaiian agricultural uses, such as taro cultivation, or unique agricultural crops and uses, such as coffee, vineyards, aquaculture, and energy production. Currently the Petitioner has approximately 564 acres in bio-energy crops and corn seed production, and anticipates 241 additional acres in future bio-energy crops and corn seed production and approximately 400 acres of the Property will be used to grow taro. See Exhibit "A".

e. Lands with sufficient quantities of water to support viable agricultural production. The main water source for the proposed IAL and the surrounding area is the Waita Reservoir which has a capacity of approximately 2.3 billion gallons. Puuhi Reservoir and Mahaulepu Reservoir are two reservoirs located

on the proposed IAL, and the estimated capacities of both reservoirs are approximately 2.5 million gallons. The Waita Reservoir serves as the resource for Puuhi Reservoir and Mahaulepu Reservoir. See Exhibit "A" and Figure 6, Agricultural Infrastructure and Water Resources map.

f. Land whose designation as Important Agricultural Lands is consistent with general, development, and community plans of the County. The Property's agricultural classification is consistent with the Kaua'i General Plan. Additionally, the Property is situated within the State Agricultural District. See Exhibit "A" and Figures 7 and 8 of Exhibit "A", Kaua'i General Plan map and State Land Use Districts map.

g. Land that contributes to maintaining a critical land mass important to agricultural operating productivity. Petitioner seeks to designate approximately 1,533 acres of contiguous land as IAL on Kaua'i.

h. Land with or near support infrastructure conducive to agricultural productivity, such as transportation to markets, water, or power. Existing infrastructure servicing the Property include irrigation systems, roadways and transport systems, and markets and necessary facilities to support diversified agriculture. See Exhibit "A" and Figure 6, Agricultural Infrastructure and Water Resources map.

3. The current or planned agricultural use of the area sought to be designated as IAL. The current and future agricultural operations include ranching, taro cultivation, seed companies and independent farmers. See Exhibit "A" and Figure 1, Current and Future Agricultural Operation map.

II. Waiver of 85/15 Reclassification Incentive

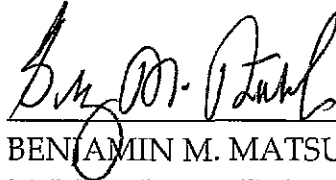
Petitioner is not seeking a reclassification of land pursuant to HRS 205-45(b) in conjunction with this Petition to designate IAL. Furthermore, Petitioner hereby voluntarily waives any and all rights to assert, claim or exercise any credits pursuant to HRS § 205-45(h), as effective as of the date of this petition, that may be earned by Petitioner in the event of and as a result of this Petition being granted. This waiver is limited to the use of credits for the sole purpose of reclassifying other lands that are not the subject of this Petition to the Urban, Rural or Conservation Districts pursuant to HRS § 205-45(h), as effective as of the date of this petition, and shall not apply to any other credits, incentives, rights or privileges that Petitioner may possess now or in the future, whether known or unknown, which are hereby expressly reserved.

Based on the foregoing, Petitioner respectfully requests that the Commission find that the Petition meets the standards for designating Important Agricultural Lands pursuant to HRS §§ 205-44 and 45, and designates the Property as Important Agricultural Lands.



DATED: Honolulu, Hawai'i, February 23, 2011.

Of Counsel:  
MATSUBARA – KOTAKE  
A Law Corporation



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BENJAMIN M. MATSUBARA  
CURTIS T. TABATA  
WYETH M. MATSUBARA  
Attorneys for Petitioner  
MAHAULEPU FARM LLC

VERIFICATION

WARREN HARUKI, being first duly sworn, on oath, deposes and says that he is the President of Mahaulepu Farm LLC, a Hawai'i limited liability company, and as such is authorized to make this verification on behalf of said company; that he/she has read the foregoing Petition and knows the contents thereof; and that the same are true to the best of his/her knowledge, information and belief.

Dated: Hoñolulū, Hawai'i, February 22, 2011.

Warren Haruki  
WARREN HARUKI  
Mahaulepu Farm LLC  
Its President

Subscribed and sworn to me  
this 22nd day of February 2011

L.S.

Deborah S. Apana-Tran  
Name Deborah S. Apana-Tran  
Notary Public, State of Hawai'i  
My commission expires: 11/19/2014

STATE OF HAWAII NOTARY CERTIFICATION

Doc. Description: Verification to Petition for Declaratory Order to Designate  
Date of Document: February 22, 2011 # Pages: 10 Important Agricultural Lands  
Date of Notarization: February 22, 2011 (w/o Exh A-C)

Deborah S. Apana-Tran  
Notary Public Signature  
Print Name: Deborah S. Apana-Tran  
Notary Public, State of Hawai'i, First Circuit

Notary Commission No. 06-713 (Stamp or Seal)

L.S.

EXHIBIT A

**Agricultural Land Assessment**  
for  
**Māhā‘ulepū Farm LLC**  
Māhā‘ulepū, Kaua‘i

February 2011

Prepared for: Māhā‘ulepū Farm LLC  
3-1850 Kaunali‘i Highway  
Līhu‘e, HI 96766

Prepared by: PBR Hawaii & Associates, Inc.  
1001 Bishop Street, Suite 650  
Honolulu, Hawai‘i 96813

**EXHIBIT** "A"  
OF THE REPORT

## Introduction/Purpose

To support a Petition for Declaratory Order to Designate ‘Important Agricultural Lands’ (‘IAL’), an Agricultural Lands Assessment was prepared for lands owned by Māhā‘ulepū Farm LLC on Kaua‘i.

HRS § 205-44(c) provides the standards and criteria to identify IAL. HRS § 205-44(a) provides that lands identified as IAL need not meet every standard and criteria listed in HRS § 205-44(c); rather, lands meeting any of the criteria in HRS § 205-44(c) shall be given initial consideration, provided that the designation of IAL shall be made by weighing the standards and criteria with each other to meet the constitutionally mandated purposes in article XI, section 3, of the Hawaii Constitution and the objectives and policies for IAL in section 205-42 and 205-43. The standards and criteria of section 205-44(c) are as follows:

- 1) *Land currently used for agricultural production;*
- 2) *Land with soil qualities and growing conditions that support agricultural production of food, fiber, or fuel-and energy-producing crops;*
- 3) *Land identified under agricultural productivity rating systems, such as the agricultural lands of importance to the State of Hawaii (ALISH) system adopted by the board of agriculture on January 28, 1977;*
- 4) *Land types associated with traditional native Hawaiian agricultural uses, such as taro cultivation, or unique agricultural crops and uses, such as coffee, vineyards, aquaculture, and energy production;*
- 5) *Land with sufficient quantities of water to support viable agricultural production;*
- 6) *Land whose designation as important agricultural lands is consistent with general, development and community plans of the county;*
- 7) *Land that contributes to maintaining a critical land mass important to agricultural operation productivity;*
- 8) *Land with or near support infrastructure conducive to agricultural productivity, such as transportation to markets, water or power.*

The following assessment of the approximately 1,533 acres of Māhā‘ulepū Farm LLC lands proposed to be designated IAL provides an overview of the various characteristics of the subject lands. The attached exhibits (Figure 1 through Figure 8) illustrate and quantify the land characteristics of the proposed Māhā‘ulepū Farm IAL.

## Agricultural History of Māhā‘ulepū

Māhā‘ulepū is indeed an agriculturally significant place as it was one of the first places in the State where sugar was grown commercially.

As early as 1820, Chinese immigrants farmed sugar cane in small mills across the Kaua‘i Island which included a mill at Māhā‘ulepū. These mills ran for roughly a dozen years,

up until 1832. These operations produced raw sugar and molasses that were consumed locally but they are not operated on a commercial scale<sup>1</sup>.

In 1835, Ladd and Company attempted to commercially produce sugarcane in Kōloa. They obtained a 50 year lease signed by Kamehameha III and the Governor of Kaua'i. This lease was the first of its kind in Hawai'i and the first formal recognition of the right of someone other than a chief to control land<sup>1</sup>. Kōloa Plantation was established in 1841 and has the significant distinction of being the first sugar plantation in the State of Hawai'i.

After 10 years of struggling, Ladd and Company's venture failed but Kōloa Plantation survived under new owners Robert Wood and a brother-in-law of one of the original owners.

In 1878, Kōloa Plantation began growing roughly 875 acres of sugar cane in Māhā'ulepū Valley and sugar was cultivated in the area for well over a century. In 1897, Kōloa Plantation dug wells to irrigate the ahupua'a of Māhā'ulepū to better provide water for the thirsty crop<sup>1</sup>.

In 1948, Grove Farm Company, Inc. purchased Kōloa Plantation<sup>1</sup>. After nearly a century of independent sugar production, Grove Farm ceased sugar cultivation in 1974 and leased its Kōloa lands, as well as the Kōloa Mill, to McBryde Sugar Company. From 1974 until 1996, McBryde Sugar Company continued the sugar production. In September of 1996, McBryde Sugar Company had their last harvest and the Kōloa Mill closed.

#### Figure 1: Current and Future Agricultural Operations

As described above, the area proposed to be designated IAL lands has a long history of agricultural usage. When McBryde Sugar Company ceased sugar production and closed the Kōloa Mill in 1996, other opportunities were explored to ensure active agricultural utilization of the subject lands. Currently the subjected lands host a variety of lessees that span the spectrum from ranching to diversified agricultural operations. Figure 1 illustrates the current tenants on the proposed IAL lands. Figure 2 is the aerial view of Māhā'ulepū Valley with the overlay of the proposed IAL parcel boundary in the valley.

According to Grove Farm Company's lease records, a portion of the Māhā'ulepū area has served ranchers since as early as 1986, as evidenced by a ranching lease to William Ludington (currently Vasconcelles & Son Ranch and David & Moana Palama). As sugar was in the valley until the early 1990's, other ranchers didn't enter that specific area and begin their ranching operations until 2002, when CJM Country Stables and David & Moana Palama began their leases.

Taro cultivation in Māhā'ulepū Valley was initiated with a lease to W. T. Haraguchi in 2007. A majority of the 445 acres of leased lands have been used as pasture land until

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<sup>1</sup> Donohugh, Donald. The Story of Kōloa: A Kaua'i Plantation Town. Honolulu: Mutual Publishing, 2001. Pg. 87, 88, 98, 185

they are converted into taro fields. With a 20-year lease, W.T. Haraguchi plans to expand taro cultivation to over 400 acres which will nearly double the entire statewide production of this culturally significant crop. Other island taro farmers are interested in expanding the production of taro in Māhā‘ulepū Valley as well.

Leases with a seed corn company began in 1996. Currently, about 564 acres at Māhā‘ulepū are under lease with Pioneer Parent Seed and Pioneer Research & Development. The lease term extends to 2019 and the tenants have plans to expand the leased area up to 805 acres for future bio-energy crops and corn expansion.

In 1998, a lease of 36 acres land was also entered into with AJAR (Adam Killermann), an independent farmer, for agricultural operations in the adjacent area in Māhā‘ulepū.

Aque Engineers, Inc. providing water and wastewater services in Po‘ipū, has leased 45 acres in Māhā‘ulepū since 2003. They are doing land application of using sludge from its sewer plants to grow grass that is harvested for animal feed. The sludge acts as soil amendment/ fertilizer for growing the forage crop that is periodically harvested.

#### Figure 3: Agricultural Soils Productivity Ratings

The Detailed Land Classification System and Agricultural Land Productivity Ratings by the Land Study Bureau (LSB), University of Hawaii are based on a five-class productivity rating system using the letters A, B, C, D, and E, with A representing the class of highest productivity and E the lowest. As illustrated in Figure 3, about 88.5% of the proposed IAL lands are rated B. The balance of the proposed IAL lands, while rated C, D, E or N (Not in LSB) are either essential elements of the active agricultural operation (reservoirs, drainage ways, etc.) or the lands surrounded by the B rated lands.

#### Figure 4: Solar Radiation

Based on the Sunshine Maps prepared in 1985 by the State Department of Business, Economic Development and Tourism, formerly known as the State Department of Planning and Economic Development, Energy Division, over 80.7% of the proposed IAL lands receive an annual average of 450 calories of solar energy per square centimeter per day and the balance of the lands receive an annual average 400 calories of solar energy per square centimeter per day.

#### Figure 5: Agricultural Lands of Importance to the State of Hawaii (ALISH)

The Agricultural Lands of Importance to the State of Hawaii (ALISH) classification system was developed in 1977 by the State Department of Agriculture. The system was based primarily, but not exclusively, on the soil characteristics of lands and existing cultivation. There are three classes of ALISH lands – Prime, Unique, and Other. Approximately 77.9% of the proposed IAL lands are classified as Prime and Other ALISH: 41.5% Prime ALISH and 36.4% Other ALISH. The balance of the lands include essential elements of the active agricultural operation, such as the reservoirs and drainage ways, are classified Unclassified, or are not classified under ALISH classification.

#### Figure 6: Agricultural Infrastructure and Water Resources

The Agricultural Infrastructure and Water Resources Map (Figure 6) presents the whole waster system that serves the proposed IAL lands. It includes the onsite and off-site waster sources and the water transfer and distribution system.

The main water source for the proposed IAL lands and the surrounding area is the Waita Reservoir which occupies about 429 acres land area and has +/- 2.3 billion gallons capacity. Puuhi Reservoir and Māhā'ulepū Reservoir are two reservoirs located on the proposed IAL lands. The estimated capacities of both reservoirs are approximately 2.5 million gallons. The Waita Reservoir serves as resource for these two reservoirs.

The Māhā'ulepū Reservoir is fed by gravity flow via the Waita Reservoir ditch and pipeline. The water in the Māhā'ulepū Reservoir will be distributed through the irrigation pipeline and furrow irrigation system to the fields in Māhā'ulepū valley. The Puuhi Reservoir is also fed by ditch and pipeline. Pumps are also installed. When the extra water is needed at Puuhi Reservoir, pumps will be used to supplement the gravity flow.

The current irrigation system covers all the lands within the proposed IAL area. Portion of the IAL lands are currently furrow ditch irrigated fields which are identified in Figure 6. Pioneer, the seed corn company, is considering making improvements to the irrigation system for its leased lands. The improvement plan includes upgrading the Puuhi Reservoir and expanding the area served by pipeline versus furrow ditch irrigation.

In addition to the exiting reservoirs and irrigation system, the proposed IAL lands also receive an average of 38 to 65 inches of rain annually. Therefore, the proposed IAL lands have sufficient quantities of water to support viable agricultural production.

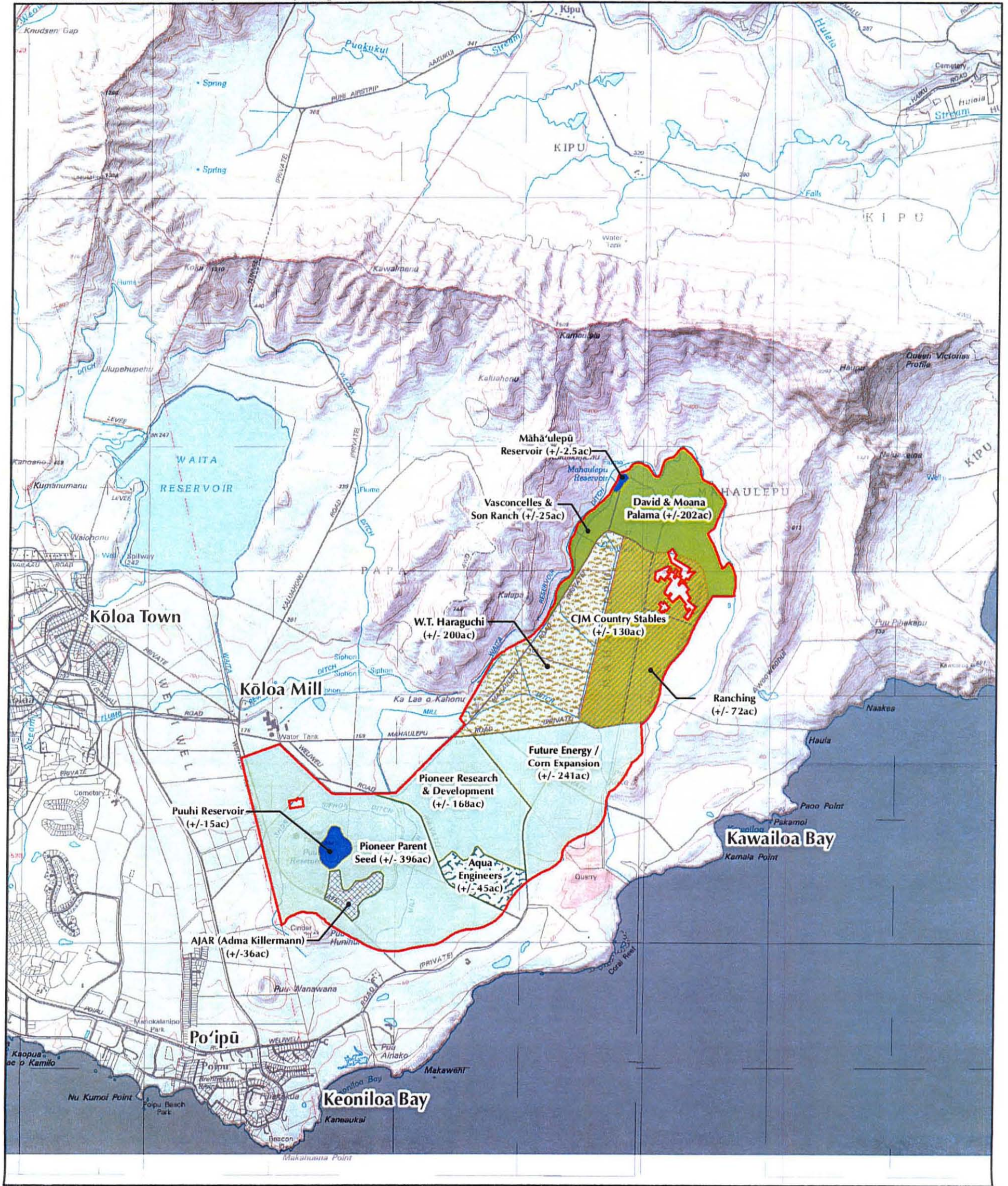
#### Figure 7: Kaua'i General Plan

The General Plan of the County of Kaua'i is a policy document that is intended to help guide development for the enhancement and improvement of life on Kaua'i. It was last updated in 2000 and provides the County's vision for Kaua'i and establishes the strategies to help achieve that vision.

According to the 2000 General Plan Update and the Kōloa-Po'ipū-Kalaheo Planning District Land Use Map published in this document, almost all of the proposed IAL lands are designated as Agriculture with a few portions designated as Open where there are the essential elements of the active agricultural operation such as streams, drainage ways and reservoirs.

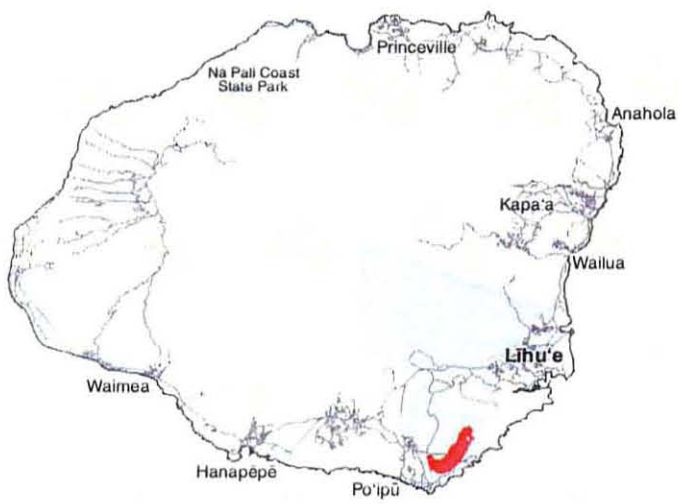
#### Figure 8: State Land Use District Boundary Map

Utilizing the official State Land Use District Boundary Maps, the proposed IAL lands are illustrated to confirm that all the proposed IAL lands are within the Agricultural District. Where the proposed IAL lands are contiguous to the Conservation District boundary, the proposed IAL boundary follows the Conservation District boundary.



**LEGEND**

- Proposed IAL Designation
- Land Leases on IAL Designated Lands**
- Ranchers ----- +/- 429ac
- Taro Cultivation ----- +/- 200ac
- Seed Companies ----- +/- 805ac
- Independent Farmer ---- +/- 36ac
- Land Application ----- +/- 45ac
- Reservoirs ----- +/- 18ac
- Future Kauai Kalo/Taro - +/- 245ac



**FIGURE 1 :**  
 Current and Future Agricultural Operation  
**MĀHĀ'ULEPŪ FARM IAL**

Māhā'ulepū Farm LLC  
 Island of Kauai

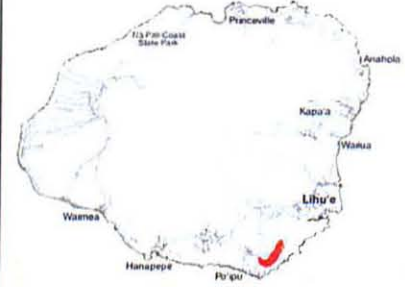
North

Lineal Scale (feet)  
 0 1,250 2,500 5,000

**PBR HAWAII ASSOCIATES, LLC**

Source: Grove Farm; U.S. Geological Survey; Grove Farm Prior Agricultural Fields (GIS); Kauai TMK (GIS, 2009)  
 Disclaimer: This graphic has been prepared for general planning purposes only.





- LEGEND**
-  Proposed IAL Designation
  -  Kuleana

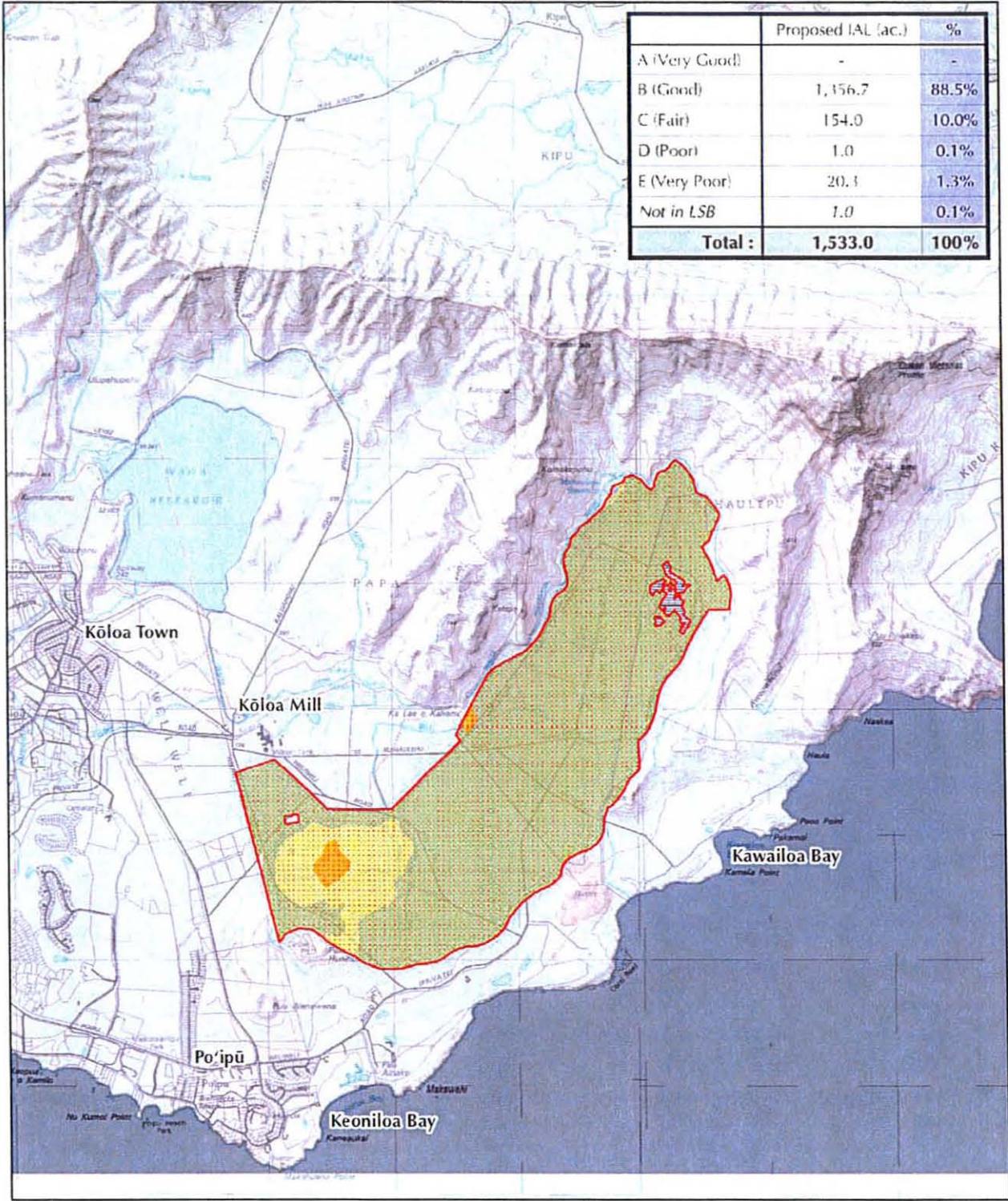
**FIGURE 2 :**  
**Māhā'ulepū Valley Aerial Photo**  
**MĀHĀ'ULEPŪ FARM IAL**

Māhā'ulepū Farms, LLC

Wānamāna, Kauai



Source: Grove Farm  
Disclaimer: This graphic has been prepared for general planning purposes only.



	Proposed IAL (ac.)	%
A (Very Good)	-	-
B (Good)	1,156.7	88.5%
C (Fair)	154.0	10.0%
D (Poor)	1.0	0.1%
E (Very Poor)	20.3	1.3%
Not in LSB	1.0	0.1%
<b>Total :</b>	<b>1,533.0</b>	<b>100%</b>



**LEGEND**

	Proposed IAL Designation		Land Classification
	Kuleana		B (Good)
			C (Fair)
			D (Poor)
			E (Very Poor)
			N (Not in LSB)

**FIGURE 3 :**  
 Land Study Bureau -  
 Detailed Land Classification  
**MĀHĀ'ULEPŪ FARM IAL**

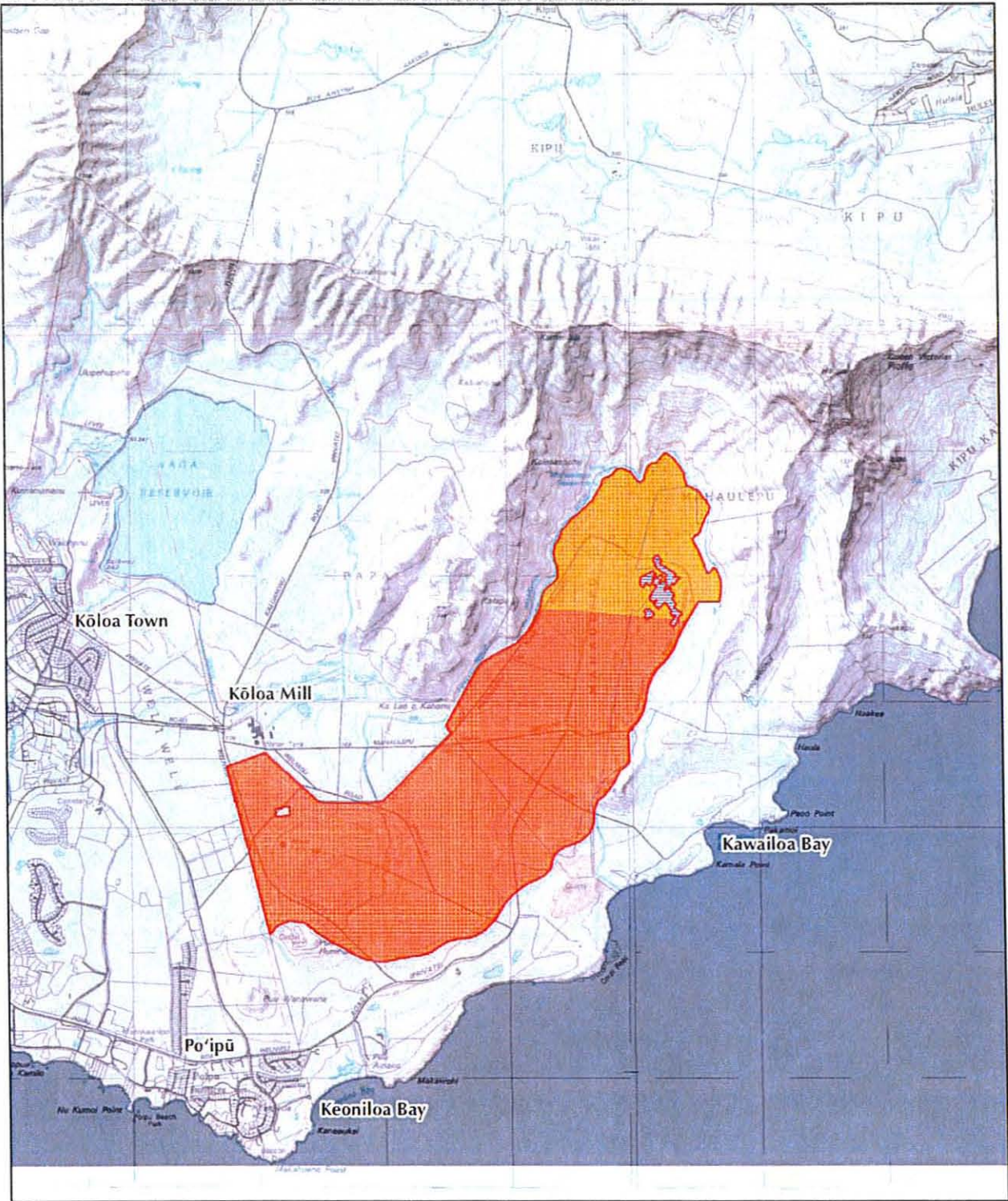
Māhā'ulepū Farm LLC (Island of Kauai)

North





Linear Scale (feet): 0 1,250 2,500 5,000



Source: Grove Farm U.S. Geological Survey, Land Study Bureau, 1987 (GIS); Kauai TMM (GIS) 2008  
 Disclaimer: This graphic has been prepared for general planning purposes only.



**LEGEND**

-  Proposed IAL Designation
- Solar Radiation (cal/sq.cm./day)
-  400
-  450
-  Kuleana

**FIGURE 4 :**  
Solar Radiation

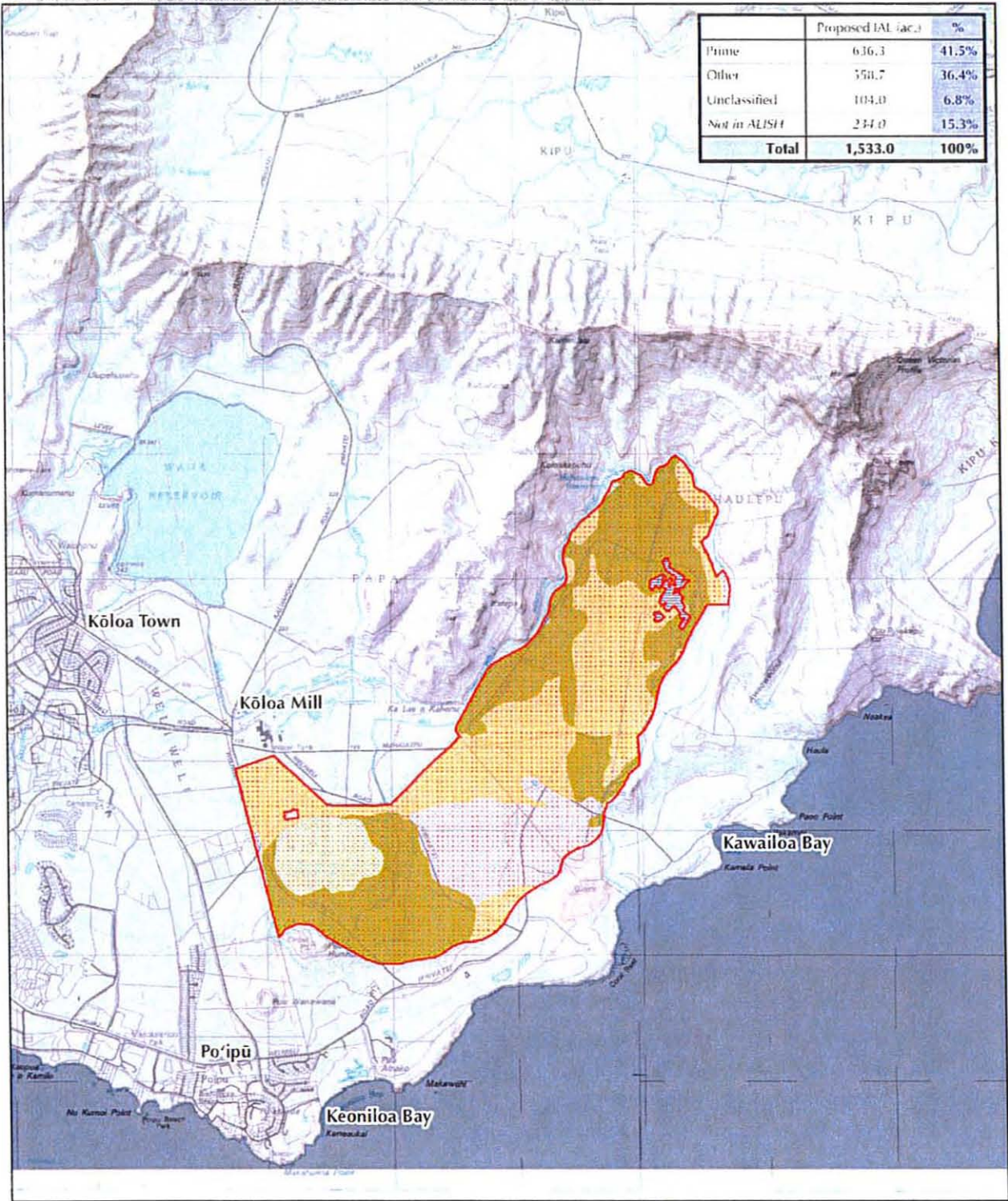
**MĀHĀ'ULEPŪ FARM IAL**

Ma'uhalepū Farm LLC

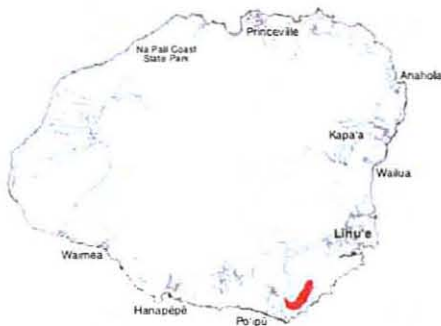
Island of Kauai



Source: Green Firm U.S. Geological Survey, Solar Radiation, Interim, 2002; Kauai TMM 2002, 2006.  
 Disclaimer: This graphic has been prepared for general planning purposes only.



- LEGEND**
- Proposed IAL Designation
  - Prime ALISH
  - Other ALISH
  - Unclassified
  - Kuleana



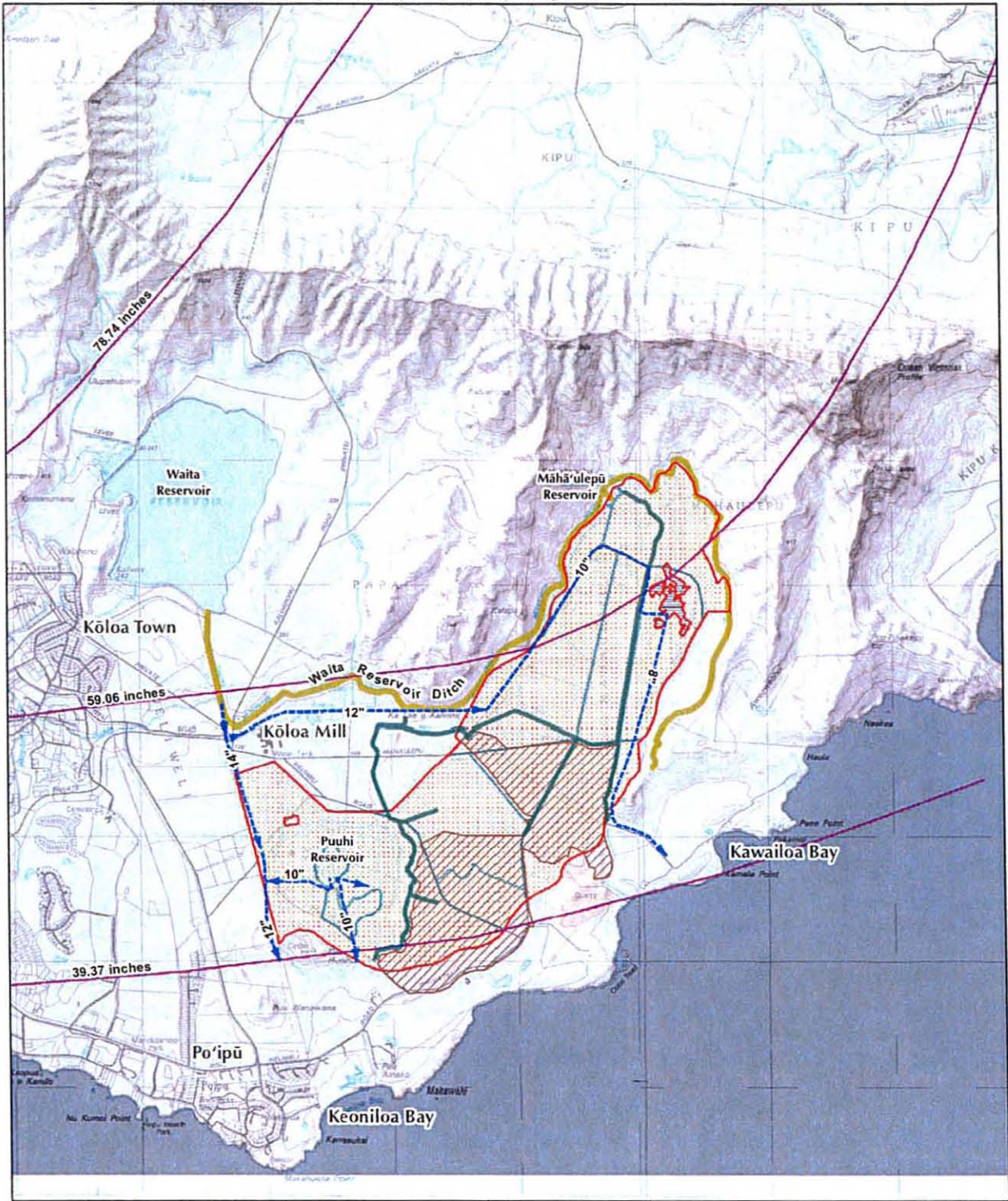
**FIGURE 5 :**  
 Agricultural Lands of Importance to the  
 State of Hawai'i

**MĀHĀ'ULEPŪ FARM IAL**

Māhā'ulepū Farm LLC



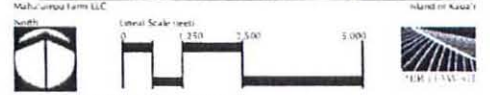
Source: Grove Farm, U.S. Geological Society, State Department of Agriculture, 1977 (GIS) TMK (IGS) 20091  
 Disclaimer: This graphic has been prepared for general planning purposes only.



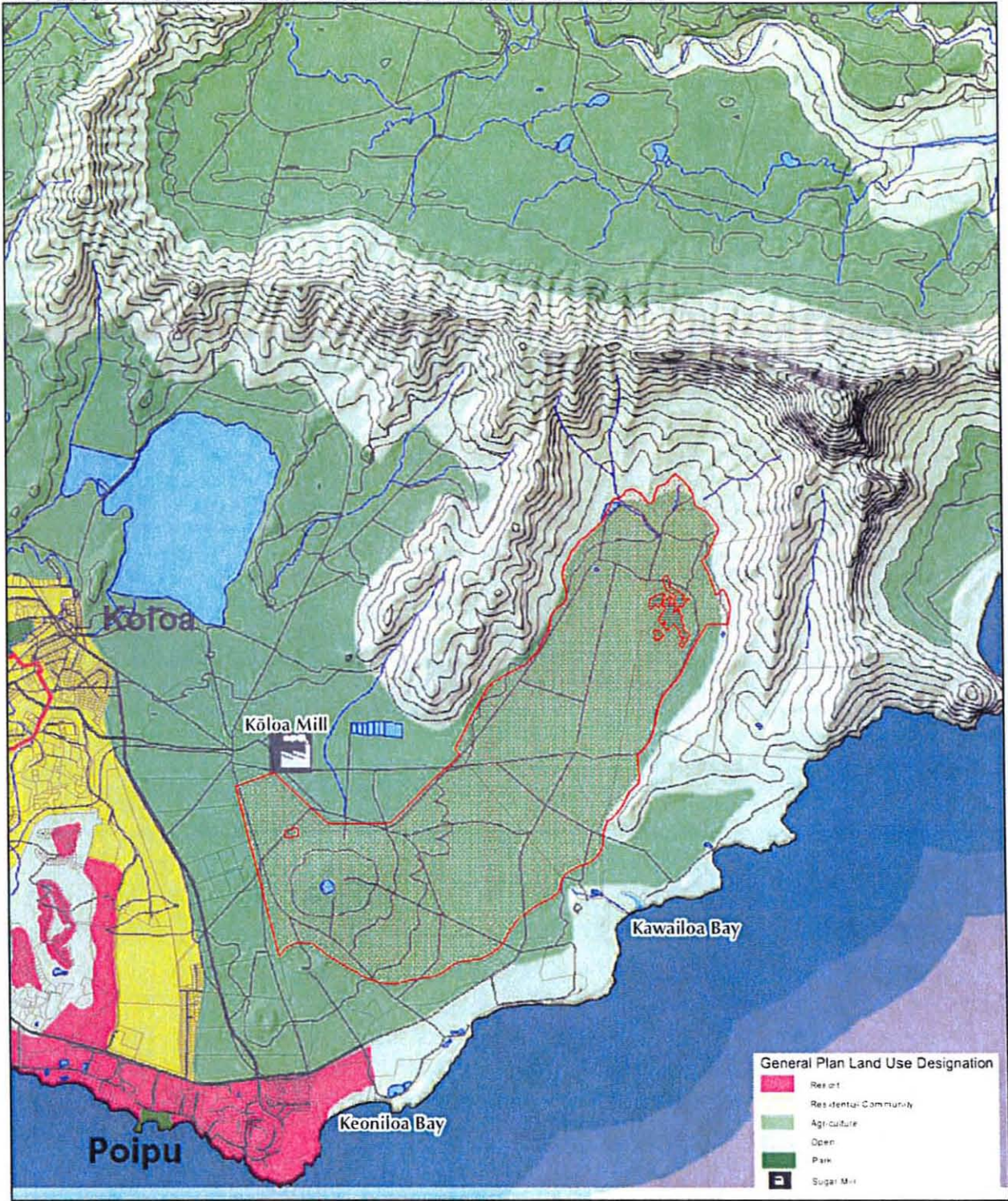
**LEGEND**

- Proposed IAL Designation
- Land Leases on IAL Designated Lands
- Kuleana Parcels (Not Included in IAL)
- Average Annual Rainfall (in.)
- Waita Reservoir Ditch
- Furrow Irrigation Ditch
- Furrow Ditch Irrigated Field
- Irrigation Pipelines



**FIGURE 6 :**  
 Agricultural Infrastructure and Water Resources  
**MĀHĀ'ULEPŪ FARM IAL**



Source: Grove Farm Company, Inc., Field Map (August 1, 1981)  
 Disclaimer: This graphic has been prepared for general planning purposes only.





**LEGEND**

-  Proposed IAL Designation
-  Kuleana




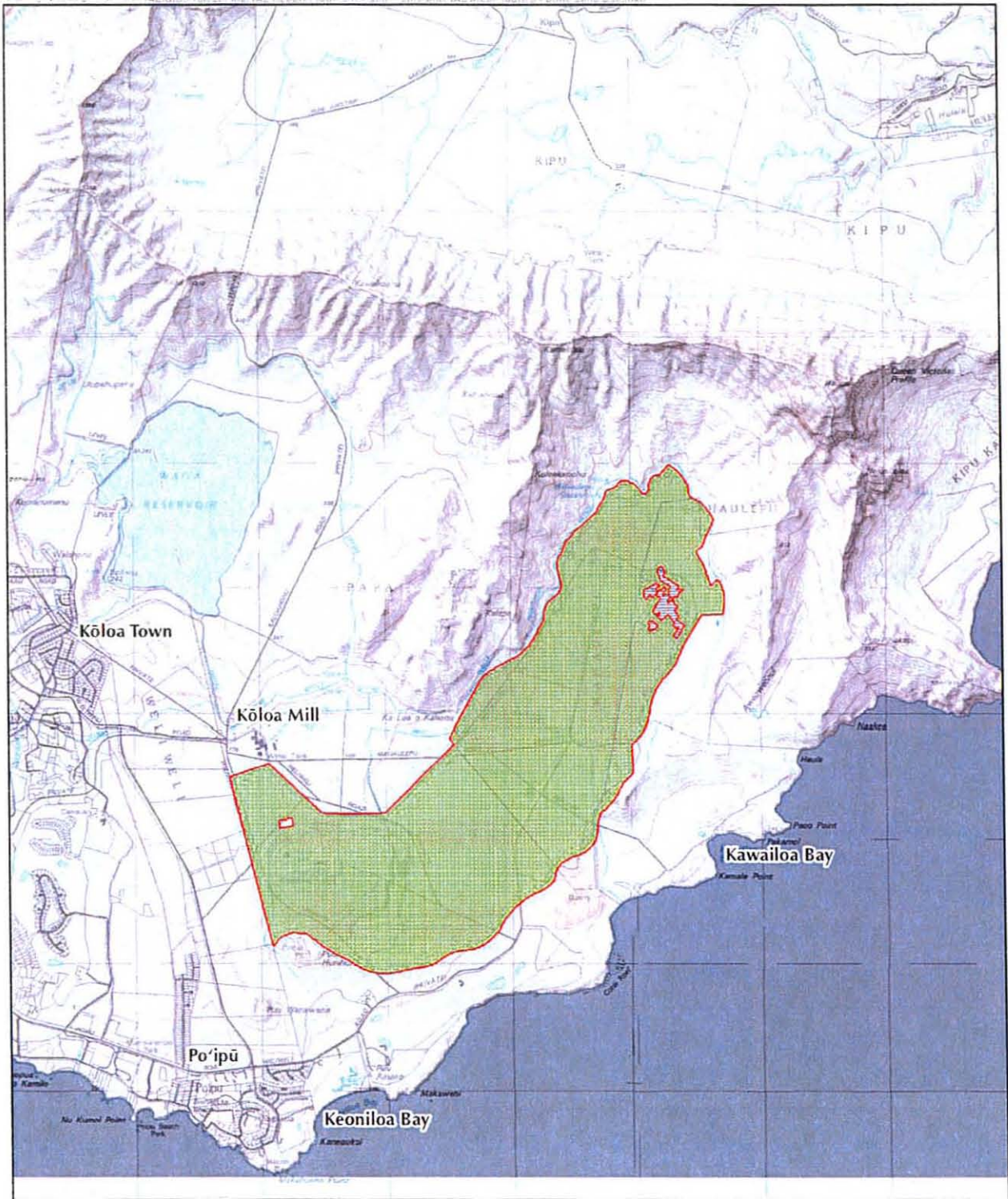
**FIGURE 7 :**  
**Kauai General Plan**  
**MĀHĀ'ULEPŪ FARM IAL**

Māhā'ulepū Farm, LLC Island of Kauai

North  Vertical Scale (feet) 

Source: Grove Farm, U.S. Geological Survey, Kauai General Plan (GIS), Kauai TMM (GIS, 2008)  
 Disclaimer: This plan has been prepared for general planning purposes only.



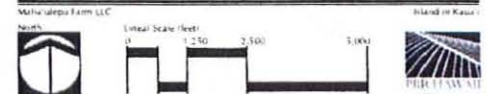


**LEGEND**

- |  |                          |   |                          |
|--|--------------------------|---|--------------------------|
|  | Proposed IAL Designation |  | State Land Use Districts |
|  | Kuleana                  |  | Agriculture              |
|  |                          |  | Conservation             |
|  |                          |  | Rural                    |
|  |                          |  | Urban                    |

**FIGURE 8 :**  
 State Land Use Districts

**MĀHĀ'ULEPŪ FARM IAL**



Source: Kulahele Farm, U.S. Geological Survey, State Land Use Commission (SLUC, 2010); Kauai TMM (GIS, 2008)  
 Disclaimer: This graphic has been prepared for general planning purposes only.

EXHIBIT B

**Agricultural Land Assessment**  
for  
**Māhā‘ulepū Farm LLC**  
Māhā‘ulepū, Kaua‘i

February 2011

EXHIBIT "B"



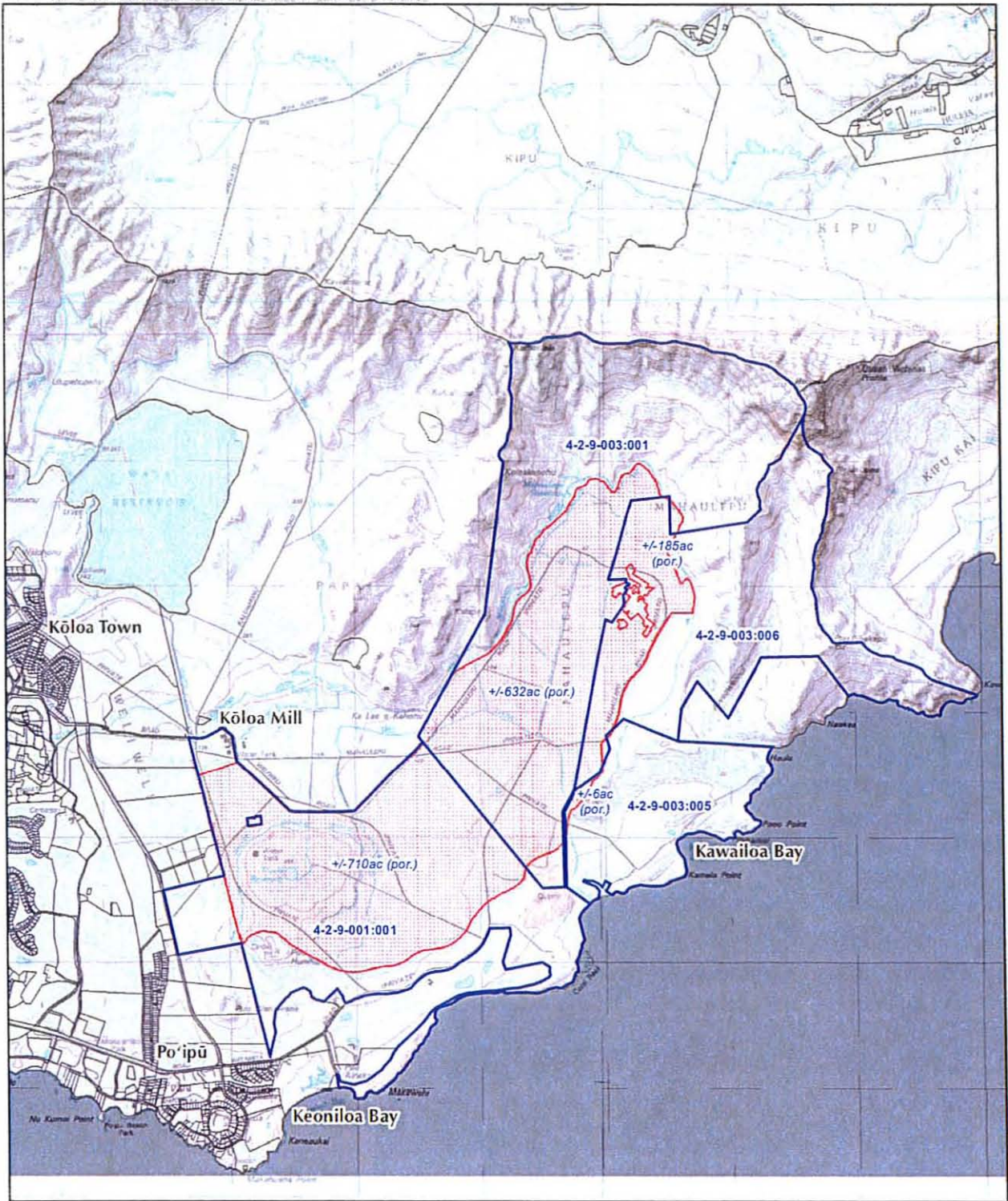
Tax Map Key Description

Approximately 1,533 acres of land owned by Māhā‘ulepū Farm LLC on Kaua‘i are proposed to be designated as IAL. These lands are specifically described as portions of TMK numbers: 2-9-01:01; 2-9-03:01, 05 and 06.



The following table shows a summary of TMK parcels and approximate acreage for the proposed IAL lands:

<i>TMK NUMBER</i>	<i>APPROXIMATE ACREAGE</i>
2-9-01:01 (Por.)	710
2-9-03:01 (Por.)	632
2-9-03:05 (Por.)	6
2-9-03:06 (Por.)	185
<b><i>TOTAL:</i></b>	<b>1,533</b>

Exhibit B illustrates the proposed IAL lands and the related Tax Map Key parcels. To illustrate the individual TMK parcels, Exhibits B-1 and B-2 are provided to identify the individual TMK parcels and portions thereof that are proposed to be designated IAL.



**LEGEND**

-  IAL Lands Related TMK Parcels
-  Proposed New Company IAL

**EXHIBIT B :**  
**TMK Parcel Map**

**MĀHĀ'ULEPŪ FARM IAL**

Māhā'ulepū Farm LLC

North

Vertical Scale (feet)



Map of Oahu



Source: Grove Farm, U.S. Geospatial Survey  
 Disclaimer: This graphic has been prepared for general planning purposes only.



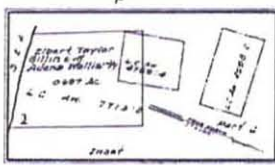
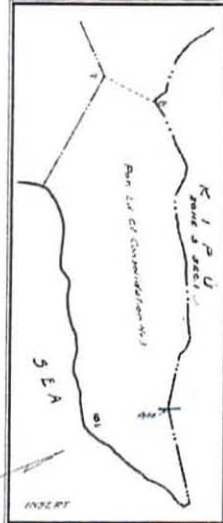
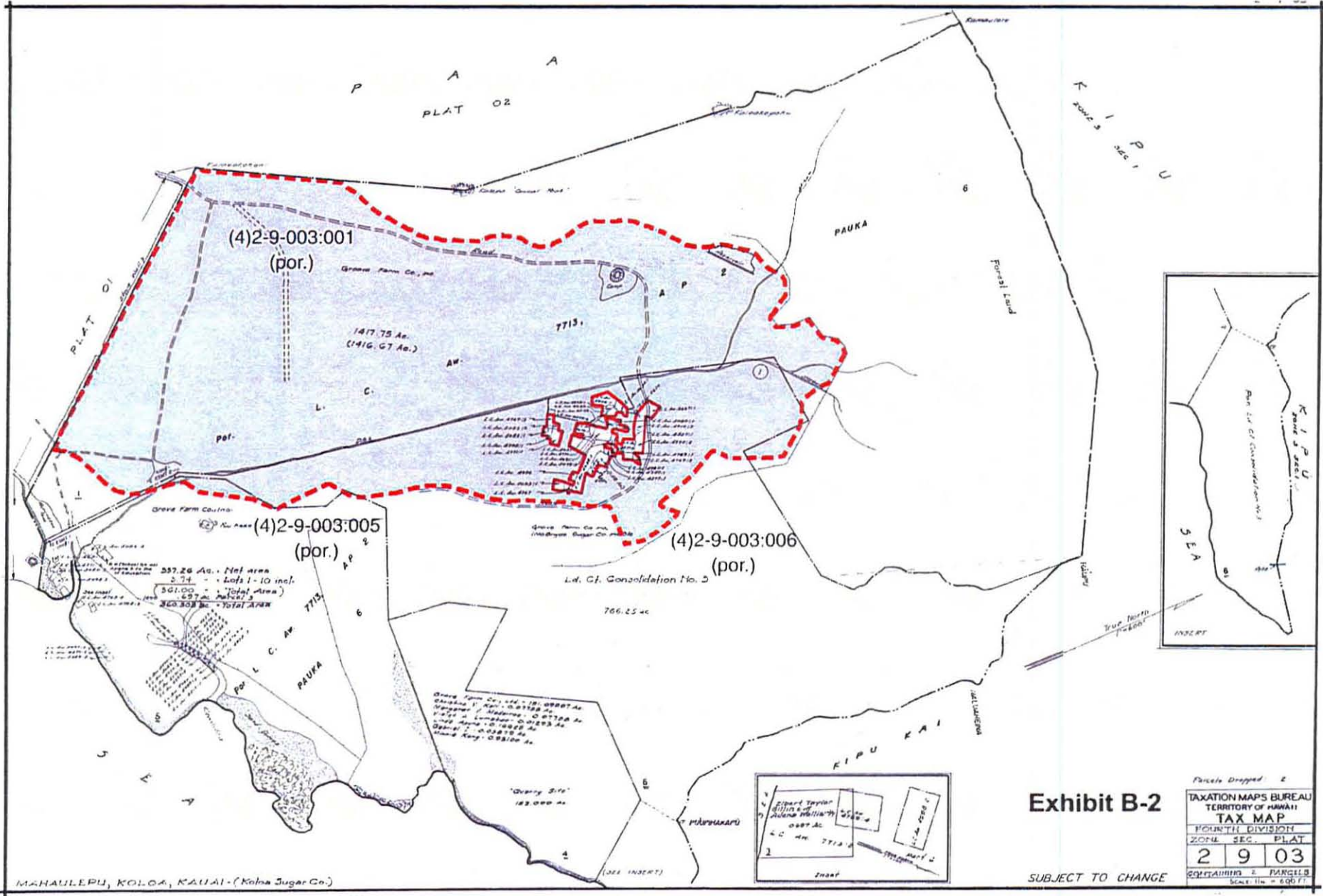
For PAA, KOLOA, KAUAI - (KOLOA SUGAR CO.)

### Exhibit B-1

SUBJECT TO CHANGE

GROUPED PARCELS - B

TAXATION MAPS BUREAU		
TERRITORY OF HAWAII		
TAX MAP		
FOURTH DIVISION		
ZONE	SEC.	PLAT
2	9	01
CONTAINING 1 PARCELS		
SCALE 1 IN = 600 FT.		



MAHAULEPU, KOLOA, KAUAI - (Kolua Sugar Co.)

**Exhibit B-2**

SUBJECT TO CHANGE

Panels Dropped 2

TAXATION MAPS BUREAU		
TERRITORY OF HAWAII		
TAX MAP		
FOURTH DIVISION		
ZONE	SEC.	PLAT
2	9	03
CONTAINING 2 PARCELS		
Scale: 1" = 800 FT.		

THE ORIGINAL OF THE DOCUMENT  
RECORDED AS FOLLOWS:  
STATE OF HAWAII

BUREAU OF CONVEYANCES

DATE Doc 2011-003296  
DOC JAN 06, 2011 02:00 PM

---

Return by Mail [ ] Pickup [ ]  
Case Lombardi & Pettit (DML)  
737 Bishop St., 26th Floor  
Honolulu, HI 96813

Total Pages: 6

---

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

### LIMITED WARRANTY DEED

THIS LIMITED WARRANTY DEED is dated January 5, 2011.  
VISIONARY LLC, a Virginia limited liability company, dba Lihue Land Company, whose address is 3-1850 Kaunualii Highway Lihue, HI 96766, is hereinafter called the "Grantor", in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to the Grantor paid by MAHAULEPU FARM LLC, a Delaware limited liability company, whose address is 3-1850 Kaunualii Highway Lihue, HI 96766, hereinafter called the "Grantee", the receipt of which is acknowledged, grants and conveys unto the Grantee, as tenant in severalty all of the Grantor's estate, title and interest in that certain real property more particularly described in the attached Exhibit "A", hereinafter called the "Property".

AND the reversions, remainders, rents, issues and profits and all of the estate, right, title and interest of the Grantor, both at law and in equity, in and to the Property.

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

The Grantor covenants with the Grantee that the Grantor is lawfully seised in fee simple of the Property and has good right to sell and convey the Property; that the Property is free and clear of all encumbrances caused or permitted by the Grantor except as set forth herein and except for the lien of real property taxes not yet required by law to be paid; and that the Grantor will warrant and defend the Property unto the Grantee against the lawful claims and demands of all persons claiming by, through or under the Grantor, except as aforesaid.

This instrument and the covenants of the Grantor shall be binding upon the Grantor and inure to the benefit of the Grantee. The terms "Grantor" and "Grantee" as and when used herein, or any pronouns used in place thereof, shall mean and include the singular or plural number, individuals, partnerships, trustees and corporations, and each of their respective heirs, personal representatives, successors and assigns. All covenants and obligations undertaken by two or more persons shall be deemed to be joint and several unless a contrary intention is clearly expressed herein.

The parties agree that this instrument may be executed in counterparts, each of which shall be an original, and together shall be one instrument. Duplicate unexecuted pages of the counterparts may be discarded and the remainder assembled as one document.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have executed this instrument on the date first above written.

**VISIONARY LLC,  
a Virginia limited liability company,  
dba Lihue Land Company**

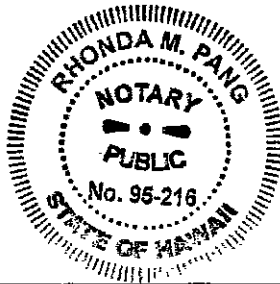
By Warren H. Haruki  
Warren H. Haruki  
Its: President and Chief Executive Officer

By James M. Cribley  
James M. Cribley  
Its: Assistant Secretary

Grantor

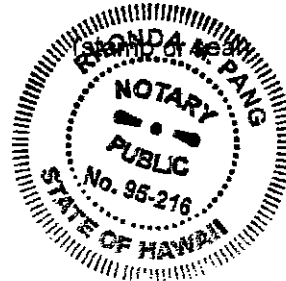
STATE OF HAWAII )  
 )  
 COUNTY OF MAUI ) SS.

On this 4<sup>th</sup> day of January, 2011 before me appeared Warren H. Haruki, to me personally known, who, being by me duly sworn, did say that he is the President and Chief Executive Officer of VISIONARY LLC, a Virginia limited liability company, dba Lihue Land Company, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that the instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and the said officer acknowledged the instrument to be the free act and deed of said corporation.



Rhonda M. Pang  
 Type or print name: Rhonda M. Pang  
 Notary Public, State of Hawaii  
 My commission expires: 5/20/11

Date of Doc: <u>none indicated</u>	# Pages: <u>4</u>
Name of Notary: <u>Rhonda M. Pang</u>	Notes:
Doc. Description: <u>Limited Warranty Deed</u> <u>Trak (4) 2-9-001-001</u>	
<u>Rhonda M. Pang</u> <u>1/4/11</u>	
Notary Signature	Date
Second Circuit, State of Hawaii	
<b>NOTARY CERTIFICATION</b>	

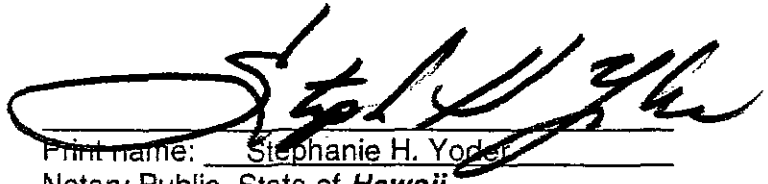





STATE OF *HAWAII* )  
 ) SS.  
*CITY AND COUNTY OF HONOLULU* )

On **January 5, 2011**, before me personally appeared **JAMES M. CRIBLEY**, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person in the capacity shown, having been duly authorized to execute such instrument in such capacity.

b



Print name: Stephanie H. Yoder  
Notary Public, State of *Hawaii*  
My commission expires: July 13, 2011

Date of Doc: <u>- Undated -</u>	# Pages: <u>- 5 -</u>
Name of Notary: <u>Stephanie H. Yoder</u>	Notes: <u>(Added on Notary Page)</u>
Doc. Description: <u>- Limited Warranty Deed -</u>	
<u>TMK (4) 2-9-001-001</u>	
	(stamp or seal)
 Notary Signature	<u>JAN 05 2011</u> Date
<i>First Circuit, State of Hawaii</i>	
<b>NOTARY CERTIFICATION</b>	

b

**EXHIBIT "A"**

**ITEM I:**

All of that certain parcel of land situate, lying and being at Paa, Koloa, Island and County of Kauai, State of Hawaii, (being all of Royal Patent 5201, Land Commission Award 3398-B, Apana 2 to Kalawe and Land Patent Number 8369, Land Commission Award Number 4769, Apana 5 to Nahuma, and portions of Land Commission Award Number 10605 to Iona Piikoi, Royal Patent Grant Number 1754 to R. W. Wood, Royal Patent Grant 1409 to Naawa, and Royal Patent Grant 1407 1/2 to Kenoi) remainder Lot 1, as shown on Subdivision map, prepared by Dennis N. Esaki, Land Surveyor, with Esaki Surveying & Mapping, Inc., dated November 9, 2000, approved on November 21, 2000, and bearing Tax Key designation (4) 2-9-001-001 and containing an area of 1,076.073 acres, more or less.

**BEING THE PREMISES ACQUIRED BY QUITCLAIM DEED**

**GRANTOR** : GROVE FARM COMPANY, INC., a Hawaii corporation

**GRANTEE** : VISIONARY LLC, a Virginia limited liability company

**DATED** : December 27, 2006

**RECORDED** : Document No. 2006-238639

Together with a non-exclusive easement for access and utility purposes over Easement "2", as granted by GRANT OF ACCESS AND UTILITY EASEMENT dated June 12, 2009, recorded as Document No. 2009-093593; and subject to the terms and provisions contained therein.

Together also with non-exclusive easement for drainage purposes over portion of Easement "D-1", portion of Easement "D-2" for ponding basin purposes, Easements "D-3" and "D-4" for drainage purposes, and Easement "D-6" for irrigation purposes, as granted by GRANT OF DRAINAGE EASEMENTS dated June 12, 2009, recorded as Document No. 2009-093597; and subject to the terms and provisions contained therein.

Together also with a non-exclusive easement over Easement "W-3" for waterline purposes, as granted by GRANT OF WATERLINE EASEMENT dated June 12, 2009, recorded as Document No. 2009-093600; and subject to the terms and provisions contained therein.

**SUBJECT, HOWEVER, TO ALL ENCUMBRANCES OF RECORD**

**END OF EXHIBIT "A"**

THE ORIGINAL OF THE DOCUMENT  
RECORDED AS FOLLOWS:  
STATE OF HAWAII  
BUREAU OF CONVEYANCES

DATE \_\_\_\_\_ Doc 2011-003294  
DOCUM JAN 06, 2011 02:00 PM

---

Return by Mail [ ] Pickup [ ]  
Case Lombardi & Pettit (DML)  
737 Bishop St., 26th Floor  
Honolulu, HI 96813

Total Pages: 7

---

Tax Map Key No.: (4) 2-9-003-001

#### LIMITED WARRANTY DEED

THIS LIMITED WARRANTY DEED is dated January 5, 2011. GROVE FARM COMPANY, INCORPORATED, a Hawaii corporation, whose address is 3-1850 Kaunualii Highway Lihue, HI 96766, is hereinafter called the "Grantor", in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to the Grantor paid by MAHAULEPU FARM LLC, a Delaware limited liability company, whose address is 3-1850 Kaunualii Highway Lihue, HI 96766, hereinafter called the "Grantee", the receipt of which is acknowledged, grants and conveys unto the Grantee, as tenant in severalty all of the Grantor's estate, title and interest in that certain real property more particularly described in the attached Exhibit "A", hereinafter called the "Property".

AND the reversions, remainders, rents, issues and profits and all of the estate, right, title and interest of the Grantor, both at law and in equity, in and to the Property.

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

The Grantor covenants with the Grantee that the Grantor is lawfully seised in fee simple of the Property and has good right to sell and convey the Property; that the Property is free and clear of all encumbrances caused or permitted by the Grantor except as set forth herein and except for the lien of real property taxes not yet required by law to be paid; and that the Grantor will warrant and defend the Property unto the Grantee against the lawful claims and demands of all persons claiming by, through or under the Grantor, except as aforesaid.

This instrument and the covenants of the Grantor shall be binding upon the Grantor and inure to the benefit of the Grantee. The terms "Grantor" and "Grantee" as and when used herein, or any pronouns used in place thereof, shall mean and include the singular or plural number, individuals, partnerships, trustees and corporations, and each of their respective heirs, personal representatives, successors and assigns. All covenants and obligations undertaken by two or more persons shall be deemed to be joint and several unless a contrary intention is clearly expressed herein.

The parties agree that this instrument may be executed in counterparts, each of which shall be an original, and together shall be one instrument. Duplicate unexecuted pages of the counterparts may be discarded and the remainder assembled as one document.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have executed this instrument on the date first above written.

GROVE FARM COMPANY, INCORPORATED,  
a Hawaii corporation

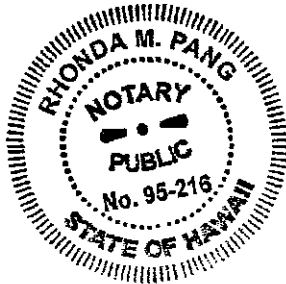
By Warren H. Haruki  
Warren H. Haruki  
Its: President and Chief Executive Officer

By James M. Cribley  
James M Cribley  
Its: Assistant Secretary

Grantor

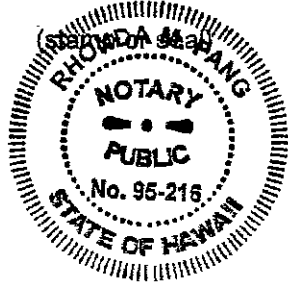
STATE OF HAWAII )  
 )  
COUNTY OF MAUI ) ss.

On this 4<sup>th</sup> day of January, 2011 before me appeared Warren H. Haruki, to me personally known, who, being by me duly sworn, did say that he is the President and Chief Executive Officer of Grove Farm Company, Incorporated, a Hawaii corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that the instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and the said officer acknowledged the instrument to be the free act and deed of said corporation.



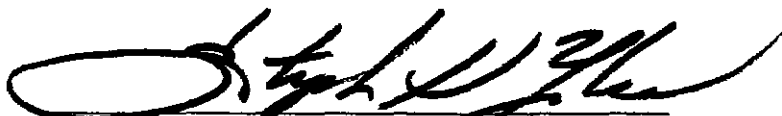
Rhonda M. Pang  
Type or print name: Rhonda M. Pang  
Notary Public, State of Hawaii  
My commission expires: 5/25/11

Date of Doc: <u>none indicated</u>	# Pages: <u>7</u> <u>4</u>
Name of Notary: <u>Rhonda M. Pang</u>	Notes:
Doc. Description: <u>Limited Warranty Deed</u> <u>TWK (4) 2-9-003-001</u>	
<u>Rhonda M. Pang</u> <u>1/4/11</u> Notary Signature Date	
Second Circuit, State of Hawaii	
<b>NOTARY CERTIFICATION</b>	

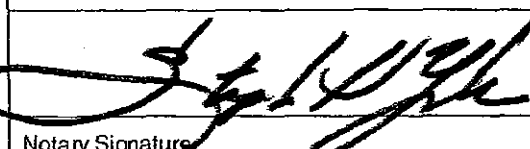


STATE OF HAWAII )  
 ) SS.  
 CITY AND COUNTY OF HONOLULU )

On January 5, 2011, before me personally appeared JAMES M. CRIBLEY, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Print name: Stephanie H. Yoder  
 Notary Public, State of *Hawaii*  
 My commission expires: July 13, 2011

Date of Doc: - Undated -	# Pages: - 5 -
Name of Notary: <u>Stephanie H. Yoder</u>	Notes: <u>(Added on Notary Page)</u>
Doc. Description: <u>- Limited Warranty Deed -</u>	
TMK (4) <u>2-9-003-001</u>	
(stamp or seal)	
	JAN 05 2011
Notary Signature	Date
<i>First Circuit, State of Hawaii</i>	
<b>NOTARY CERTIFICATION</b>	

## EXHIBIT "A"

All of that certain parcel of land bearing Tax Key designation 2-9-003-001 (4) situate, lying and being at Mahaulepu, Koloa, Island and County of Hawaii; All of R. P. 5506, L. C. Aw. 4537, Ap. 1 to Ewaliko; All of L. P. 8373, L. C. Aw. 4543 to Aukai; All of R. P. 7856, L. C. Aw. 4578 or 4575 to Josepha (Iosepha) ; All of L. P. 8372, L. C. Aw. 4577, Aps. 1 & 3 to Isaia; All of L. P. 8374, L. C. Aw. 4631 to Pa; All of R.P. 5507, L. C. Aw. 4634, Ap. 1 to Pokaakua; All of L. P. 8359, L. C. Aw. 4635 to Puukahea; All of R. P. 5070, L. C. Aw. 4638, Ap. 1 to Paaoao; All of R. P. 6250, L. C. Aw. 4691, Ap. 1 to Lii; All of L. P. 8376, L. C. Aw. 4767 to Nopaliala; All of L. P. 8369, L. C. Aw. 4769 to Nahuma; All of L. P. 8368, L. C. Aw. 4770, Aps. 1 & 2 to Naahuao All of R. P. 7954, L. C. Aw. 4771, Ap. 1 to Nanini; All of R. P. 7857, L. C. Aw. 4906, Ap. 1 to Kealahili; All of R. P. 5198, L. C. Aw. 4910, Ap. 2 to Kahee; All of R. P. 7589, L. C. Aw. 4996 to Kamalule; All of R. P. 7590, L. C. Aw. 4998, Ap. 1 to Kaulumano; All of L. P. 8356, L. C. Aw. 4999, Ap. 1 to Keahi; All of L. P. 8370, L. C. Aw. 5079, Aps. 1, 2 & 3 to Kuheke; All of L. P. 8355, L. C. Aw. 5080, Ap. 1 to Kiko; All of R. P. 5508, L. C. Aw. 5082, Aps. 1 & 2 to Kaikamahine; All of L. P. 8375, L. C. Aw. 5093, Ap. 1 to Keahikuni; All of R. P. 7859, L. C. Aw. 5289, Ap. 1 to Kailikea; All of L. P. 8354, L. C. Aw. 4630 to Petero; All of R. P. 8371, L. C. Aw. 5077, Ap. 1 to Kao; All of R. P. 7759, L. C. Aw. 6667, Ap. 1 to Mika; and containing an area of 1,416.67 acres, more or less.

### BEING THE PREMISES ACQUIRED BY DEEDS

Being portion of the land conveyed to Grove Farm Company, Incorporated in its former name of Koloa Sugar Company, by the following:

Deed dated May 8, 1896, recorded in the Bureau of Conveyances in Book 158, Page 490, from D. Naehuelua;

Deed dated February 7, 1896, recorded in the Bureau of Conveyances in Book 158, Page 103, from Keanana;

Deed dated May 20, 1898, recorded in the Bureau of Conveyances in Book 181, Page 142, from J. K. Farley;

Deed dated March 11, 1896, recorded in the Bureau of Conveyances in Book 164, Page 221, from D. Paul Isenberg, et ux;

Deed dated May 20, 1898, recorded in the Bureau of Conveyances in Book 183, Page 47, from Emma C. Smith and Juliette Smith;

Deed dated April 29, 1896, recorded in the Bureau of Conveyances in Book 159, Page 303, from A. K. Mika, et ux;

Deed dated August 24, 1893, recorded in the Bureau of Conveyances in Book 141, Page 414, from Kaalaiki;

Deed dated May 8, 1896, recorded in the Bureau of Conveyances in Book 165, page 22, from Makua;



Deed dated June 24, 1896, recorded in the Bureau of Conveyances in Book 165, page 23, from William Rathburn, et al;

Deed dated June 9, 1896, recorded in the Bureau of Conveyances in Book 158, Page 488, from Kapule, et ux;

Deed dated May 8, 1896, recorded in the Bureau of Conveyances in Book 158, Page 489, from Peter Namole, et ux;

Deed dated May 30, 1896, recorded in the Bureau of Conveyances in Book 158, Page 103, from Kaluallii;

By Judgment rendered in Civil Action Fifth Circuit Court, State of Hawaii with Civil Nos. 868, 869 and 870 filed January 30, 1969;

Deed dated June 22, 1898, recorded in the Bureau of Conveyances in Book 181, Page 495, from Kaehu; and

Partition Deed dated March 31, 1897, recorded in the Bureau of Conveyances in Book 168, Page 401, from A. K. Mika, et al, Trustees.

GRANTOR: A. K. MIKA and N. PANUI, Trustees named in that certain Deed of Trust from A. A. Maioho and others, dated the 28th day of September, 1882, and recorded in Liber 76 at Page 429, and J. UPAPA, Trustee named in place of JOHN PANUI, since deceased

GRANTEE: KOLOA SUGAR COMPANY

DATED: MARCH 31, 1897

RECORDED: Liber 168 Page 401

Confirmed by PARTIAL FINAL JUDGMENT dated February 26, 1980, filed in the Circuit Court of the Fifth Circuit, State of Hawaii, Civil No. 1686, on February 26, 1980, recorded in Liber 14532 at Page 729.

SUBJECT, HOWEVER, TO ALL ENCUMBRANCES OF RECORD

END OF EXHIBIT "A"

THE ORIGINAL OF THE DOCUMENT  
RECORDED AS FOLLOWS:  
STATE OF HAWAII  
BUREAU OF CONVEYANCES

DATE Doc 2011-003295  
DOCUM JAN 06, 2011 02:00 PM

---

Return by Mail [ ] Pickup [ ]  
Case Lombardi & Pettit (DML)  
737 Bishop St., 26th Floor  
Honolulu, HI 96813

Total Pages: 10

---

Tax Map Key No.: (4) 2-9-003-005

### LIMITED WARRANTY DEED

THIS LIMITED WARRANTY DEED is dated January 5, 2011 GROVE FARM COMPANY, INCORPORATED, a Hawaii corporation, whose address is 3-1850 Kaumualii Highway Lihue, HI 96766, is hereinafter called the "Grantor", in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to the Grantor paid by MAHAULEPU FARM LLC, a Delaware limited liability company, whose address is 3-1850 Kaumualii Highway Lihue, HI 96766, hereinafter called the "Grantee", the receipt of which is acknowledged, grants and conveys unto the Grantee, as tenant in severalty all of the Grantor's estate, title and interest in that certain real property more particularly described in the attached Exhibit "A", hereinafter called the "Property"

AND the reversions, remainders, rents, issues and profits and all of the estate, right, title and interest of the Grantor, both at law and in equity, in and to the Property.

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

The Grantor covenants with the Grantee that the Grantor is lawfully seised in fee simple of the Property and has good right to sell and convey the Property; that the Property is free and clear of all encumbrances caused or permitted by the Grantor except as set forth herein and except for the lien of real property taxes not yet required by law to be paid; and that the Grantor will warrant and defend the Property unto the Grantee against the lawful claims and demands of all persons claiming by, through or under the Grantor, except as aforesaid.

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The parties agree that this instrument may be executed in counterparts, each of which shall be an original, and together shall be one instrument. Duplicate unexecuted pages of the counterparts may be discarded and the remainder assembled as one document.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have executed this instrument on the date first above written.

GROVE FARM COMPANY,  
INCORPORATED, a Hawaii corporation

By Warren H. Haruki  
Warren H. Haruki  
Its: President and Chief Executive Officer

By James M. Cribley  
James M. Cribley  
Its: Assistant Secretary

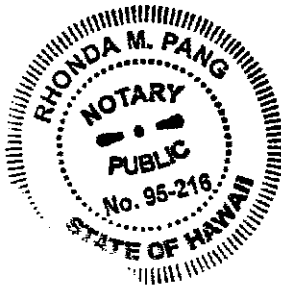
Grantor

STATE OF HAWAII )

COUNTY OF MAUI )

ss.

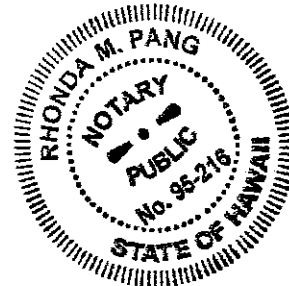
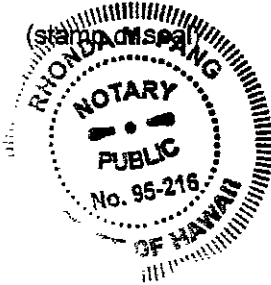
On this 4<sup>th</sup> day of January, 2011 before me appeared Warren H. Haruki, to me personally known, who, being by me duly sworn, did say that he is the President and Chief Executive Officer of Grove Farm Company, Incorporated, a Hawaii corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that the instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and the said officer acknowledged the instrument to be the free act and deed of said corporation.



*Rhonda M. Pang*

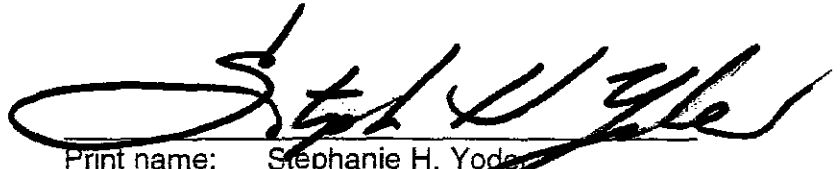
Type or print name: Rhonda M. Pang  
Notary Public, State of Hawaii  
My commission expires: 5/25/11

Date of Doc: <u>none indicated</u>	# Pages: <u>4</u>
Name of Notary: <u>Rhonda M. Pang</u>	Notes: _____
Doc. Description: <u>Limited Warranty Deed</u> <u>Trk (4) 2-9-003-005</u>	
<u>Rhonda M. Pang</u> <u>1/4/11</u>	
Notary Signature      Date	
Second Circuit, State of Hawaii	
<b>NOTARY CERTIFICATION</b>	




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

On January 5, 2011, before me personally appeared JAMES M. CRIBLEY, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Print name: Stephanie H. Yoder  
 Notary Public, State of *Hawaii*  
 My commission expires: July 13, 2011

Date of Doc: <u>- Undated -</u>	# Pages: <u>- 5 -</u>
Name of Notary: <u>Stephanie H. Yoder</u>	Notes: <u>(Added on Notary Page)</u>
Doc. Description: <u>- Limited Warranty Deed -</u>	
<u>TMK (4) 2-9-003-005</u>	
	(stamp or seal)
	<u>JAN 05 2011</u>
Notary Signature	Date
<i>First Circuit, State of Hawaii</i>	
<b>NOTARY CERTIFICATION</b>	

**EXHIBIT "A"**

**ITEM I:**

All of that certain parcel of land (being portion(s) of the land(s) described in and covered by Royal Patent Number 4482, Land Commission Award Number 7713, Apana 2, Pauku 6 to Victoria Kamamalu) situate, lying and being at Mahaulepu, Kōna, Island and County of Kauai, State of Hawaii, SECTION A and thus bounded and described:

Beginning at a + on solid rock on seashore at a place called "Papalinakoi" being the southwest corner of this land the coordinates of which referred to Government Survey Triangulation Station "PAA" are 1,409.0 feet north and 8,235.0 feet east and from which Puukeke is by true azimuths 183° 55' Kamala 160° 25-1/2' and Kawelakoa (Makai) 238° 40' and running by true azimuths:

- |    |          |         |  |
|----|----------|---------|--|
| 1. | 123° 32' | 605.2   | feet along land of Paa to an iron rod set in solid rock on high bluff above Kapunakea Pond;  |
| 2. | 177° 05' | 2,036.7 | feet along Section C, Hui Land to an → on rock about 50 feet north of water gate and west of drain ditch;  |
| 3. | 207° 02' | 600.0   | feet along Section C to a 3 inch pipe east of drain ditch;   |
| 4. | 234° 40' | 798.0   | feet along Section C;  |
| 5. | 201° 44' | 730.0   | feet along Section C;  |
| 6. | 161° 50' | 300.0   | feet along Section C;  |
| 7. | 223° 40' | 620.0   | feet along Section C to a + on stone near foot of rocky cliff, at a distance 7.5 feet east is and ▢ cut on side of cliff;  |
| 8. | 292° 47' | 1,552.5 | feet along Section C passing up a cliff over a small puu, a swale, across flat to a place called "Hinahina" marked by a square stone post, KP cut on one side;   |
| 9. | 274° 55' | 2,245.0 | feet along Section C passing along flat, up a small rise and down slope of constantly shifting sand to a + on solid rock at sea shore of small bight called Aweoweonui from this + to an ▢ on large rock is by true azimuth 18° 06' 55.2 feet and on base of cliff 29° 46' 109.3 feet; |

Thence along sea coast, the direct azimuths and distances being:

- |     |        |         |  |
|-----|--------|---------|--|
| 10. | 6° 11' | 2,070.5 | feet to a place called "Kalaepaoo" and marked by a triangle cut in solid rock and ahu; |
|-----|--------|---------|--|

11. 66° 13' 4,770.4 feet to point of beginning, and containing an area of 361.0 acres, more or less;

Excepting and reserving therefrom the following lots:

LOT 1, being Royal Patent Number 5508, Land Commission Award Number 5082:4 to Kaikamahine, containing an area of 0.51 acre.

LOT 2, being Royal Patent Number 6280, Land Commission Award Number 4691:2 to Lii, containing an area of 0.12 acre.

LOT 3, being Land Patent Number 8375, Land Commission Award Number 5093:2 to Keahikuni, Land Patent Number 8355, Land Commission Award Number 5080:2 to Kiko, Royal Patent Number 5506, Land Commission Award Number 4537:2 to Ewaliko, and Royal Patent Number 7954, Land Commission Award Number 4471:2 to Nanini, containing an area of 0.92 acre.

LOT 4, being Royal Patent Number 5198, Land Commission Award Number 4910:1 to Kahee, containing an area of 0.34 acre.

LOT 5, being Land Patent Number 8369, Land Commission Award Number 4769:4 to Nahuma, containing an area of 0.19 acre.

LOT 6, being Royal Patent Number 7590, Land Commission Award Number 4998:2 to Kaulumano, containing an area of 0.22 acre.

LOT 7, being Land Patent Number 8371, Land Commission Award Number 5077:2 to Kao, Land Patent Number 8372, Land Commission Award Number 4577:2 to Isaia, and Royal Patent Number 7859, Land Commission Award Number 5289:2 to Kailikea, containing an area of 0.54 acre.

LOT 8 SALT PANS, being Royal Patent Number 5507, Land Commission Award Number 4634:2 to Pohaakua, Royal Patent Number 6280, Land Commission Award Number 4691:3 to Lii, Royal Patent Number 5506 Land Commission Award Number 4537:3 to Ewaliko, Land Patent Number 8371, Land Commission Award Number 5077:3 to Kao, Royal Patent Number 7856, Land Commission Award Number 4578:2 to Josepha, Royal Patent Number 5508, Land Commission Award Number 5082:3 to Kaikamahine, Royal Patent Number 7859, Land Commission Award Number 5289:3 to Kailikea, Land Patent Number 8368, Land Commission Award Number 4770:3 to Naahuao, Land Patent Number 8375, Land Commission Award Number 5093:3 to Keahikuni, Royal Patent Number 7954, Land Commission Award Number 4771:3 to Nanini, Royal Patent Number 5078, Land Commission Award Number 4638:2 to Paoao, and Land Patent Number 8372, Land Commission Award Number 4577:4 to Isaia, containing an area of 0.6 acre.

LOT 9 SALT PANS, being Land Patent Number 8370, Land Commission Award Number 5079:4 to Kuheke, and Land Patent Number 8355, Land Commission Award Number 5080:3 to Kiko, containing an area of 0.2 acre.



LOT 10 SALT PANS, being Land Patent Number 8369, Land Commission Award Number 4769:6 to Nahuma, Land Patent Number 8356, Land Commission Award Number 4999:2 to Keahi, Royal Patent Number 7590, Land Commission Award 4998:3 to Kaulumano, and Royal Patent Number 5198, Land Commission Award Number 4910:3 to Kahee, containing an area of 0.2 acre.

LOT 11, being Grant 40, Apana 5 to Board of Education, containing an area of 0.5 acre.

Portion of Royal Patent Number 4482, Land Commission Award Number 7713, Apana 2, Pauku 6 to V. Kamamalu, and portion of Land Commission Award Number 4769, Apana 4, bearing Tax Key designation 2-9-003-003 (4), containing an area of 0.697 acre.

**BEING THE PREMISES ACQUIRED BY DEED**

GRANTOR : A. K. MIKA and N. PANUI, Trustees named in that certain Deed of Trust from A. A. Maioho and others, dated the 25th day of September, 1882, and recorded in Liber 76, Pages 429, 430, 431 and 432

GRANTEE : KOLOA SUGAR COMPANY

DATED : May 27, 1880

RECORDED : Liber 168 Page 401

**ITEM II:**

LOT 1, being Royal Patent Number 5508, Land Commission Award Number 5082:4 to Kaikamahine, containing an area of 0.51 acre.

LOT 2, being Royal Patent Number 6280, Land Commission Award Number 4691:2 to Lii, containing an area of 0.12 acre.

LOT 3, being Land Patent Number 8375, Land Commission Award Number 5093:2 to Keahikuni, Land Patent Number 8355, Land Commission Award Number 5080:2 to Kiko, Royal Patent Number 5506, Land Commission Award Number 4537:2 to Ewaliko, and Royal Patent Number 7954, Land Commission Award Number 4471:2 to Nanini, containing an area of 0.92 acre.

LOT 4, being Royal Patent Number 5198, Land Commission Award Number 4910:1 to Kahee, containing an area of 0.34 acre.

LOT 5, being Land Patent Number 8369, Land Commission Award Number 4769:4 to Nahuma, containing an area of 0.19 acre.

LOT 6, being Royal Patent Number 7590, Land Commission Award Number 4998:2 to Kaulumano, containing an area of 0.22 acre.

LOT 7, being Land Patent Number 8371, Land Commission Award Number 5077:2 to Kao, Land Patent Number 8372, Land Commission Award Number 4577:2 to Isaia, and Royal Patent Number 7859, Land Commission Award Number 5289:2 to Kailikea, containing an area of 0.54 acre.

LOT 8 SALT PANS, being Royal Patent Number 5507, Land Commission Award Number 4634:2 to Pohaakua, Royal Patent Number 6280, Land Commission Award Number 4691:3 to Lii, Royal Patent Number 5506 Land Commission Award Number 4537:3 to Ewaliko, Land Patent Number 8371, Land Commission Award Number 5077:3 to Kao, Royal Patent Number 7856, Land Commission Award Number 4578:2 to Josepha, Royal Patent Number 5508, Land Commission Award Number 5082:3 to Kaikamahine, Royal Patent Number 7859, Land Commission Award Number 5289:3 to Kailikea, Land Patent Number 8368, Land Commission Award Number 4770:3 to Naahuao, Land Patent Number 8375, Land Commission Award Number 5093:3 to Keahikuni, Royal Patent Number 7954, Land Commission Award Number 4771:3 to Nanini, Royal Patent Number 5078, Land Commission Award Number 4638:2 to Paoao, and Land Patent Number 8372, Land Commission Award Number 4577:4 to Isaia, containing an area of 0.6 acre.

LOT 9 SALT PANS, being Land Patent Number 8370, Land Commission Award Number 5079:4 to Kuheke, and Land Patent Number 8355, Land Commission Award Number 5080:3 to Kiko, containing an area of 0.2 acre.

LOT 10 SALT PANS, being Land Patent Number 8369, Land Commission Award Number 4769:6 to Nahuma, Land Patent Number 8356, Land Commission Award Number 4999:2 to Keahi, Royal Patent Number 7590, Land Commission Award 4998:3 to Kaulumano, and Royal Patent Number 5198, Land Commission Award Number 4910:3 to Kahee, containing an area of 0.2 acre.

Being the property acquired by the following deeds:

Deed dated May 8, 1896, recorded in the Bureau of Conveyances in Book 158, Page 490, from Naehuelua;

Deed dated May 20, 1896, recorded in the Bureau of Conveyances in Book 181, Page 142, from J. K. Farley;

Deed dated March 11, 1896, recorded in the Bureau of Conveyances in Book 164, Page 221, from D. Paul R. Isenberg, et ux;

Deed dated February 7, 1896, recorded in the Bureau of Conveyances in Book 158, Page 103, from Keanana (w);

Deed dated September 14, 1893, recorded in the Bureau of Conveyances in Book 141, Page 414, from Kaalaiki;

Deed dated May 8, 1896, recorded in the Bureau of Conveyances in Book 165, Page 22, from Makua;

Deed dated April 24, 1896, recorded in the Bureau of Conveyances in Book 159, Page 303, from A. K. Mika, et ux;

Deed dated June 24, 1896, recorded in the Bureau of Conveyances in Book 165, Page 23, from William Rothburn, et al;

Deed dated June 6, 1896, recorded in the Bureau of Conveyances in Book 158, Page 488, from Kapule, et ux;

Deed dated May 9, 1896, recorded in the Bureau of Conveyances in Book 158, Page 489, from Peter Namaole, et ux;

Deed dated May 20, 1898, recorded in the Bureau of Conveyances in Book 183, Page 47, from Emma C. Smith and Juliette Smith;

By Judgment rendered in Civil action Fifth Circuit Court Nos. 869 and 870 filed January 30, 1969;

Deed dated June 22, 1898, recorded in the Bureau of Conveyances in Book 181, Page 495, from Kaehu (w);

Deed dated October 12, 1896, recorded in the Bureau of Conveyances in Book 164, Page 290, from W. H. Rice, et ux;

Partition Deed dated March 31, 1897, recorded in the Bureau of Conveyances in Book 168, Page 401, from A. K. Mika, et al, Trustees;

Deed dated October 13, 1921, recorded in the Bureau of Conveyances in Book 620, Page 34, from Paa Agricultural Company.

Being the land acquired by Grove Farm Company, Incorporated by Deed dated January 28, 1971, recorded in the Bureau of Conveyances in Book 7947, Page 418, from Valdemar L'Orange Knudsen and Bishop Trust Company, Limited. (As to all of L. P. 8356, L. C. Aw. 4999)

Being the land acquired by Grove Farm Company, Incorporated, as follows: (As to all of R. P. 7859, L. C. Aw. 5289, Ap. 1)

Deed dated September 12, 1977, recorded in the Bureau of Conveyances in Book 12455, Page 147, from Francis Louise Glasham;

Deed dated September 15, 1977, recorded in the Bureau of Conveyances in Book 12455, Page 170, from Mary Bryant Reed;

Deed dated September 6, 1977, recorded in the Bureau of Conveyances in Book 12455, Page 136, from Rose Bryant West;

Deed dated September 12, 1977, recorded in the Bureau of Conveyances in Book 12455, Page 159, from Helene F. Bryant Wolf;

Deed dated March 11, 1977, recorded in the Bureau of Conveyances in Book 12081, Page 353, from Kamo Estate, Inc.

SUBJECT, HOWEVER, TO ALL ENCUMBRANCES OF RECORD

**END OF EXHIBIT "A"**

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

The original of this document was  
recorded as follows:

DOCUMENT NO. \_\_\_\_\_  
DATE \_\_\_\_\_ Doc 4036316  
CTI 1,009,258  
JAN 06, 2011 03:29 PM

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Return by Mail [ ] Pickup [ ]  
Case Lombardi & Pettit (DML)  
737 Bishop St., 26th Floor  
Honolulu, HI 96813

Total Pages: 6

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Tax Map Key No.: (4) 2-9-003-006

### LIMITED WARRANTY DEED

THIS LIMITED WARRANTY DEED is dated January 5, 2011. GROVE FARM COMPANY, INCORPORATED, a Hawaii corporation, whose address is 3-1850 Kaunualii Highway Lihue, HI 96766, is hereinafter called the "Grantor", in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to the Grantor paid by MAHAULEPU FARM LLC, a Delaware limited liability company, whose address is 3-1850 Kaunualii Highway Lihue, HI 96766, hereinafter called the "Grantee", the receipt of which is acknowledged, grants and conveys unto the Grantee, as tenant in severalty all of the Grantor's estate, title and interest in that certain real property more particularly described in the attached Exhibit "A", hereinafter called the "Property".

AND the reversions, remainders, rents, issues and profits and all of the estate, right, title and interest of the Grantor, both at law and in equity, in and to the Property.

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

The Grantor covenants with the Grantee that the Grantor is lawfully seised in fee simple of the Property and has good right to sell and convey the Property; that the Property is free and clear of all encumbrances caused or permitted by the Grantor except as set forth herein and except for the lien of real property taxes not yet required by law to be paid; and that the Grantor will warrant and defend the Property unto the Grantee against the lawful claims and demands of all persons claiming by, through or under the Grantor, except as aforesaid.

This instrument and the covenants of the Grantor shall be binding upon the Grantor and inure to the benefit of the Grantee. The terms "Grantor" and "Grantee" as and when used herein, or any pronouns used in place thereof, shall mean and include the singular or plural number, individuals, partnerships, trustees and corporations, and each of their respective heirs, personal representatives, successors and assigns. All covenants and obligations undertaken by two or more persons shall be deemed to be joint and several unless a contrary intention is clearly expressed herein.

The parties agree that this instrument may be executed in counterparts, each of which shall be an original, and together shall be one instrument. Duplicate unexecuted pages of the counterparts may be discarded and the remainder assembled as one document.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have executed this instrument on the date first above written.

GROVE FARM COMPANY,  
INCORPORATED, a Hawaii corporation

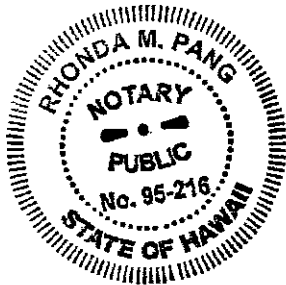
By Warren H. Haruki  
Warren H. Haruki  
Its: President and Chief Executive Officer

By James M. Cribley  
James M Cribley  
Its: Assistant Secretary

Grantor

STATE OF HAWAII )  
 )  
COUNTY OF MAUI ) ss.

On this 4<sup>th</sup> day of January, 2011 before me appeared Warren H. Haruki, to me personally known, who, being by me duly sworn, did say that he is the President and Chief Executive Officer of Grove Farm Company, Incorporated, a Hawaii corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that the instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and the said officer acknowledged the instrument to be the free act and deed of said corporation.



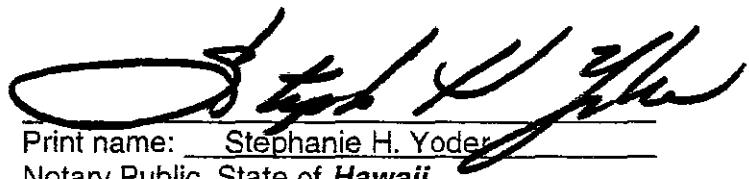
Rhonda M. Pang  
Type or print name: Rhonda M. Pang  
Notary Public, State of Hawaii  
My commission expires: 5/25/11

Date of Doc: <u>none indicated</u>	# Pages: <u>5 + 4</u>
Name of Notary: <u>Rhonda M. Pang</u>	Notes:
Doc. Description: <u>Limited Warranty Deed</u> <u>Tric (4) 2-9-003-006</u>	
<u>Rhonda M. Pang</u> <u>1/4/11</u> Notary Signature Date	A circular notary seal for Rhonda M. Pang, identical to the one above.
Second Circuit, State of Hawaii	
NOTARY CERTIFICATION	

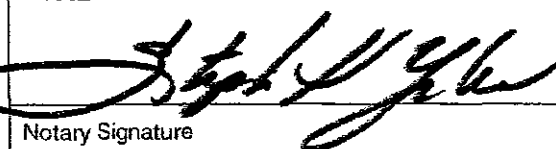
STATE OF HAWAII )  
 ) SS.  
CITY AND COUNTY OF HONOLULU )

On January 5, 2011, before me personally appeared JAMES M. CRIBLEY, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person in the capacity shown, having been duly authorized to execute such instrument in such capacity.

h



Print name: Stephanie H. Yoder  
Notary Public, State of *Hawaii*  
My commission expires: July 13, 2011

Date of Doc: - Undated -	# Pages: - 5 -
Name of Notary: Stephanie H. Yoder	Notes: (Added on Notary Page)
Doc. Description: - Limited Warranty Deed -	
TMK (4) 2-9-003-006	
	(stamp or seal)
 Notary Signature	JAN 05 2011 Date
First Circuit, State of Hawaii	
NOTARY CERTIFICATION	

h



**EXHIBIT "A"**

All of that certain parcel of land situate at Mahaulepu, District of Koloa, Island and County of Kauai, State of Hawaii, as shown on Map 1, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Consolidation No. 3 of The Koloa Sugar Company, and containing an area of 935 acres, more or less.

Excepting and reserving therefrom Exclusion 1 (14.3 acres), Exclusion 2 (1.45 acres) and Quarry Site (153.0 acres) and leaving a net area of 766.25 acres, said exceptions and reservations being more particularly described in Exhibit "A" attached.

Being land(s) described in Transfer Certificate of Title No. 40,984 issued to GROVE FARM COMPANY, INCORPORATED, a Hawaii corporation.

SUBJECT, HOWEVER, TO ALL ENCUMBRANCES OF RECORD

**END OF EXHIBIT "A"**