



WHEREAS, Lessor and Lessee entered into that certain Amended Lease dated October 9, 2002, ("Amended Lease"), and recorded with the Bureau on March 17, 2003 as Document Number 2003-049502;

WHEREAS, the County Council authorized the Mayor and the Director of Finance to execute this First Amendment to Amended Lease by Resolution Number 04-180, adopted on December 14, 2004; and

WHEREAS, Lessor and Lessee desire to amend said Amended Lease to change the property description;

NOW, THEREFORE, for and in consideration of the mutual promises and conditions set forth in the Amended Lease, the parties hereby agree as follows:

1. The property description is amended to add that 270 square foot portion of property described in Exhibit "1" attached hereto and made a part hereof, and to delete that 4 square foot portion of property and that 25 square foot portion of property described in Exhibits "2" and "3", attached hereto, respectively, and made a part hereof. The amended property description will contain a total area of 4,812 square feet, as described in Exhibit "4", attached hereto and made a part hereof. Exhibit "4" herein replaces Exhibit "B" of the Amended Lease.

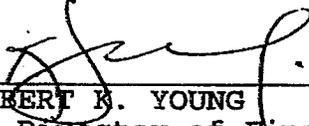
2. All other terms, conditions, provisions and covenants of the Amended Lease not herein modified by this First Amendment to Amended Lease, including the covenant to pay rent, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have executed these presents  
the day and year first above written.

LESSOR:

COUNTY OF MAUI

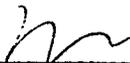
By   
ALAN M. ARAKAWA  
Its Mayor

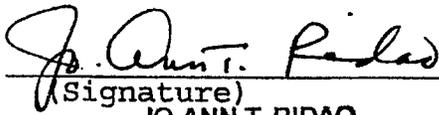
By   
KALBERT B. YOUNG  
Its Director of Finance

LESSEE:

LOKAHI PACIFIC

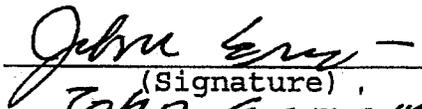
APPROVAL RECOMMENDED:

  
LYNN ARAKI-REGAN  
Coordinator, Office of  
Economic Development

By   
(Signature)  
JO-ANN T. RIDAO  
(Print Name Above)  
Its Managing Director  
(Title)

APPROVED AS TO FORM  
AND LEGALITY:

  
JAMES A. GIROUX  
Deputy Corporation Counsel  
County of Maui

By   
(Signature)  
JOHN ENRIQUEZ  
(Print Name Above)  
Its Treasurer  
(Title)

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STATE OF HAWAII )  
 : SS.  
COUNTY OF MAUI )

On this 13<sup>th</sup> day of December, 2006, before me personally appeared ALAN M. ARAKAWA, to me personally known, who, being by me duly sworn, did say that he is the Mayor of the County of Maui, a political subdivision of the State of Hawaii, and that the seal affixed to the foregoing instrument is the lawful seal of the said County of Maui, and that the said instrument was signed and sealed on behalf of said County of Maui by authority of its Charter; and the said ALAN M. ARAKAWA acknowledged the said instrument to be the free act and deed of said County of Maui.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

LS-

Kelii P. Nahooikaika  
Notary Public, State of Hawaii  
Kelii P. Nahooikaika  
Print Name  
My commission expires: 4/30/10

STATE OF HAWAII )  
 : SS.  
COUNTY OF MAUI )

On this 13<sup>th</sup> day of DECEMBER, 2006, before me personally appeared KALBERT K. YOUNG, to me personally known, who, being by me duly sworn, did say that he is the Director of Finance of the County of Maui, a political subdivision of the State of Hawaii, and that the seal affixed to the foregoing instrument is the lawful seal of the said County of Maui, and that the said instrument was signed and sealed on behalf of said County of Maui by authority of its Charter; and the said KALBERT K. YOUNG acknowledged the said instrument to be the free act and deed of said County of Maui.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

LS

Jeanette R. Kinaka  
Notary Public, State of Hawaii  
JEANETTE R. KINAKA  
Print Name  
My commission expires: April 09, 2006

STATE OF HAWAII )  
 ) SS.  
COUNTY OF MAUI )

On this 5<sup>th</sup> day of December, 2006, before me personally appeared JO-ANNI RIDAO, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable in the capacities shown, having been duly authorized to execute such instrument in such capacities.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

1.5.

Kamaile M Sombel  
NOTARY PUBLIC, State of Hawaii.  
Print Name Kamaile M Sombel  
My commission expires: 3/26/2007

STATE OF HAWAII )  
 ) SS.  
COUNTY OF MAUI )

On this 5<sup>th</sup> day of December, 2006, before me personally appeared John Enriques, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable in the capacities shown, having been duly authorized to execute such instrument in such capacities.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

1.5.

Kamaile M Sombel  
NOTARY PUBLIC, State of Hawaii.  
Print Name Kamaile M Sombel  
My commission expires: 3/26/2007

EXCHANGE PARCELS BETWEEN THE COUNTY OF MAUI  
AND THE ALULI TRUST

EXCHANGE PARCEL 2

SITUATED AT OWA, WAILUKU, MAUI, HAWAII  
BEING A PORTION OF ROYAL PATENT 2007,  
LAND COMMISSION AWARD 2452, APANA 2 TO WAHINEKUAPUU  
BEING ALSO A PORTION OF THE ALULI PARCEL

Beginning at the Southeast corner of this Lot, on the Easterly boundary of the Aluli Parcel, the coordinates of said point of beginning referred to Government Survey Triangulation Station "LUKE" being 3,109.71 feet North and 1,901.06 feet West and running by azimuths measured clockwise from True South:

1. 62° 38' 57.91 feet along the Aluli Parcel;
2. 233° 30' 58.72 feet along Lot 2, Iao Theater Subdivision;
3. 333° 01' 50" 9.32 feet along Lot 2, Iao Theater Subdivision to the point of beginning and containing an area of 270 Square Feet.



871 Kolu Street, Suite 201  
Wailuku, Hawaii 96793

November 9, 2004

R. T. TANAKA ENGINEERS, INC.

*Kirk T. Tanaka*

Kirk T. Tanaka  
Licensed Professional Surveyor  
Certificate No. 7223-LS  
License Expires: April 30, 2006

EXHIBIT " 1 "

EXCHANGE PARCELS BETWEEN THE COUNTY OF MAUI

AND THE ALULI TRUST

EXCHANGE PARCEL 1

SITUATED AT OWA, WAILUKU, MAUI, HAWAII

BEING A PORTION OF ROYAL PATENT 2007,

LAND COMMISSION AWARD 2452, APANA 2 TO WAHINEKUAPUU

BEING ALSO A PORTION OF LOT 2, IAO THEATER SUBDIVISION

Beginning at the Northwest corner of this Parcel of Land, on the Easterly side of North Market Street, the coordinates of said point of beginning referred to Government Survey Triangulation Station "LUKE" being 3,079.90 feet North and 1,958.66 feet West and running by azimuths measured clockwise from True South:

1. 242° 38' 6.94 feet along the remainder of Lot 2, Iao Theater Subdivision;
2. 53° 30' 6.99 feet along the Aluli Parcel;
3. 150° 30' 31" 1.11 feet along North Market Street to the point of beginning and containing an area of 4 Square Feet.



R. T. TANAKA ENGINEERS, INC.

A handwritten signature in cursive script, appearing to read "Kirk T. Tanaka".

Kirk T. Tanaka  
Licensed Professional Surveyor  
Certificate No. 7223-LS  
License Expires: April 30, 2006

871 Kolu Street, Suite 201  
Wailuku, Hawaii 96793

November 9, 2004

EXHIBIT " 2 "

EXCHANGE PARCELS BETWEEN THE COUNTY OF MAUI

AND THE ALULI TRUST

EXCHANGE PARCEL 3

SITUATED AT OWA, WAILUKU, MAUI, HAWAII

BEING A PORTION OF ROYAL PATENT 2007,

LAND COMMISSION AWARD 2452, APANA 2 TO WAHINEKUAPUU

BEING ALSO A PORTION OF LOT 2, IAO THEATER SUBDIVISION

Beginning at the Northwest corner of this Parcel of Land, on the Easterly boundary of the Aluli Parcel, the coordinates of said point of beginning referred to Government Survey Triangulation Station "LUKE" being 3,109.71 feet North and 1,901.06 feet West and running by azimuths measured clockwise from True South:

1. 242° 38' 0.41 feet along the remainder of Lot 2, Iao Theater Subdivision;
2. 330° 25' 25.57 feet along the remainder of Lot 2, Iao Theater Subdivision;
3. 60° 40' 1.57 feet along Lot 1-A, Iao Theater Subdivision;
4. 153° 01' 50" 25.61 feet along the Aluli Parcel to the point of beginning and containing an area of 25 Square Feet.



R. T. TANAKA ENGINEERS, INC.

*Kirk T. Tanaka*

Kirk T. Tanaka  
Licensed Professional Surveyor  
Certificate No. 7223-LS  
License Expires: April 30, 2006

871 Kolu Street, Suite 201  
Wailuku, Hawaii 96793

November 9, 2004

EXHIBIT " 3 "

IAO THEATER SUBDIVISION  
PROPOSED LOT 2-A  
SITUATED ON THE EASTERLY SIDE OF  
NORTH MARKET STREET  
AT OWA, WAILUKU, MAUI, HAWAII  
BEING PORTIONS OF ROYAL PATENT 1996,  
LAND COMMISSION AWARD 420 TO KUIHELANI AND  
ROYAL PATENT 2007, LAND COMMISSION AWARD 2459,  
APANA 2 TO WAHINEKUAPUU

Beginning at the Southwest corner of this Lot, on the Easterly side of North Market Street, the coordinates of said point of beginning referred to Government Survey Triangulation Station "LUKE" being 3,079.90 feet North and 1,958.66 feet West and running by azimuths measured clockwise from True South:

- |    |              |             |  |
|----|--------------|-------------|--|
| 1. | 150° 30' 31" | 24.19 feet  | along North Market Street;   |
| 2. | 240° 40'     | 126.10 feet | along proposed Lot 1-A-1, Iao Theater Subdivision;   |
| 3. | 330° 40'     | 52.00 feet  | along proposed Lot 1-A-1, Iao Theater Subdivision;   |
| 4. | 60° 40'      | 60.70 feet  | along proposed Lot 1-A-1, Iao Theater Subdivision;   |
| 5. | 150° 25'     | 25.57 feet  | along the remainder of Royal Patent 2007, Land Commission Award 2459, Apana 2 to Wahinekuapuu; |

EXHIBIT " 4 "

6. 62° 38'

65.26 feet along the remainder of Royal Patent 2007, Land Commission Award 2459, Apana 2 to Wahinekuapuu to the point of beginning and containing an area of 4,812 Square Feet.



871 Kolu Street, Suite 201  
Wailuku, Hawaii 96793

December 3, 2004

This description is subject to  
Final Subdivision Approval by the  
County of Maui.

R. T. TANAKA ENGINEERS, INC.

A handwritten signature in cursive script, appearing to read "K. T. Tanaka".

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Kirk T. Tanaka  
Licensed Professional Surveyor  
Certificate No. 7223-LS  
License Expires: April 30, 2006