

## EXHIBIT "C"

### CONDITIONS

1. The Property must be developed as a one hundred per cent residential workforce housing project under the letter dated May 4, 2023, from the director of housing and human concerns, approving, with modifications, the independent development of the Hale Mahaolu Ke Kahua Affordable Housing Community Project under Chapter 2.97, Maui County Code ("DHHC Approval Letter").
2. The Property must be developed in substantial compliance with the representations made to the department of housing and human concerns in obtaining the DHHC Approval Letter and to the Maui County Council in obtaining the State District Boundary Amendment.
3. The developer must work with the State Department of Transportation to inspect the drainage culvert located to the east of the Kahekili Highway and Waiehu Beach Road intersection quarterly and prior to forecasted large rain events and following large rain events for blockage and request that the State Department of Transportation clear the culvert before occupancy of the first dwelling unit and as needed, after quarterly inspection, and prior to forecasted large rain events and following large rain events
- ~~3.4.~~ The developer must work with the State Department of Transportation to increase the size of the drainage system to accommodate preconstruction flow and post-development flow.
5. Before occupancy of the first dwelling unit, the developer must replace the ginger, heliconia, fern tree, tropha, golden glory, and Singapore plumeria in the landscape planting plan with native plants, fruit trees, or non-invasive lei plants, and substitute the fern tree with koai'a in the landscape planting plan.
6. The developer must give preference to Maui County residents based on their length of residency to the extent allowed by law.
7. The developer must offset energy use with 50% percent renewable energy.
8. The developer must provide a final judgment, not subject to a pending appeal, from the Second Circuit Court in a quiet title action adjudicating with finality the legal title of the parcel, as to all claimants and owners, within the last twenty years.

4.9. If the Chapter 2.97 project does not move forward, the State District Boundary Amendment must automatically revert to the prior District Boundary.