

ORDINANCE NO. _____

BILL NO. 76 (2016)

A BILL FOR AN ORDINANCE TO CHANGE ZONING FROM
KIHEI RESEARCH AND TECHNOLOGY PARK DISTRICT AND
AGRICULTURAL DISTRICT TO MAUI RESEARCH & TECHNOLOGY
PARK DISTRICT (CONDITIONAL ZONING)
FOR PROPERTY SITUATED AT KIHEI, MAUI, HAWAII

BE IT ORDAINED BY THE PEOPLE OF THE COUNTY OF MAUI:

SECTION 1. Pursuant to Chapters 19.38 and 19.510, Maui County Code, change in zoning designations are hereby amended (Conditional Zoning) for certain parcels of land situated at Kihei, Maui, Hawaii, identified in Table 1, comprising approximately 390.104 acres, and more particularly described in Exhibit "A," which is attached hereto and made a part hereof, and in Land Zoning Map No. L-5121, which is on file in the Office of the County Clerk of the County of Maui, and by reference made a part hereof.

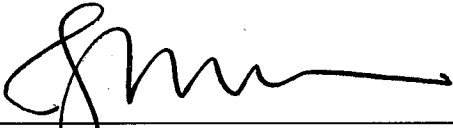
Table 1

CHANGE IN ZONING			
TMK	From	To	Acres
(2) 2-2-024:003, (2) 2-2-024:005, (2) 2-2-024:007, (2) 2-2-024:008, (2) 2-2-024:009, (2) 2-2-024:014, (2) 2-2-024:015, (2) 2-2-024:032, (2) 2-2-024:034, (2) 2-2-024:037, (2) 2-2-024:038, (2) 2-2-024:039, (2) 2-2-024:041, (2) 2-2-024:042, (2) 2-2-024:043, (2) 2-2-024:044, (2) 2-2-024:045, (2) 2-2-024:046	Kihei Research and Technology Park District	Maui Research & Technology Park District	129.99
(2) 2-2-024:016, (2) 2-2-024:017, (2) 2-2-024:018, (2) 2-2-002:085	Agricultural District	Maui Research & Technology Park District	260.905
Total			390.104

SECTION 2. Pursuant to Section 19.510.050, Maui County Code, the zoning granted by this ordinance is subject to the conditions set forth in Exhibit "B," attached hereto and made a part hereof, and the Unilateral Agreement and Declaration for Conditional Zoning, attached hereto and made a part hereof as Exhibit "C."

SECTION 3. This ordinance shall take effect upon its approval.

APPROVED AS TO FORM
AND LEGALITY:

A handwritten signature in black ink, appearing to read 'J. Oana', written over a horizontal line.

JENNIFER OANA
Deputy Corporation Counsel
County of Maui

lu:misc:004acizbill01a

Maui Research & Technology Park District

Land situated on the easterly side of Piilani Highway, Federal Aid Project Number RF-031-1(5), at Waiohuli-Keokea, Makawao, Kula (Kihei), Maui, Hawaii

Being a portion of Grant 9325, Apana 1 to Haleakala Ranch Company

Beginning at a point at the northwesterly corner of this land, being also the northwesterly corner of Lot 3-F of Haleakala Greens Subdivision, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALI" being 10,267.07 feet North and 20,573.46 feet West and running by azimuths measured clockwise from True South:

1. 266° 30' 150.00 feet along Lot 2-B-1 of Anawio Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
2. 293° 00' 410.00 feet along same to a point;
3. 291° 30' 350.00 feet along same to a point;
4. 286° 00' 850.00 feet along same to a point;
5. 301° 30' 650.00 feet along same to a point;
6. 283° 15' 270.00 feet along same to a point;
7. 42° 37' 15" 411.97 feet along Lot 3-C-2 of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
8. 351° 00' 173.44 feet along same to a point;
9. 321° 00' 174.23 feet along same to a point;
10. 284° 00' 97.63 feet along same to a point;

EXHIBIT "A"

11. 226° 00' 113.25 feet along same to a point;
12. 246° 00' 216.19 feet along same to a point;
13. 226° 00' 104.08 feet along same to a point;
14. 174° 00' 133.43 feet along same to a point;
15. 154° 00' 180.12 feet along same to a point;
16. 165° 35' 149.98 feet along same to a point;
17. 255° 35' 618.14 feet along Lot 2-B-1 of Anawio
Subdivision, being also along the
remainder of Grant 9325, Apana 1
to Haleakala Ranch Company to a
point;
18. 252° 15' 1,569.53 feet along same to a point;
19. 289° 28' 1,013.85 feet along same to a point;
20. 313° 36' 250.68 feet along same to a point;
21. 327° 52' 140.72 feet along same to a point;
22. 301° 45' 162.86 feet along same to a point;
23. 27° 26' 3,394.12 feet along same to a point;
24. Thence along Lot 2-B-1 of Anawio Subdivision, being also along the
remainder of Grant 9325, Apana 1
to Haleakala Ranch Company on a
curve to the left, with the point
of curvature azimuth from the
radial point being:
205° 18', and the point of
tangency azimuth from the radial
point being:
192° 00', having a radius of
3,350.00 feet, the chord azimuth
and distance being:
108° 39' 775.89 feet to a point;

- 3

35. 198° 45' 515.00 feet along same to a point;
36. 181° 25' 469.77 feet along Lots 2-B and 2-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
37. 256° 55' 517.80 feet along Lot 2-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
38. 198° 30' 91.14 feet along same to a point;
39. 285° 30' 395.25 feet along Lot 1 of Maui Research and Technology Park Phase I / Increment I (File Plan 2008) to a point;
40. Thence along same on a curve to the right, with the point of curvature azimuth from the radial point being:
97° 15' 34", and the point of tangency azimuth from the radial point being:
107° 00', having a radius of 1,177.00 feet, the chord azimuth and distance being:
192° 07' 47" 199.85 feet to a point;
41. 197° 00' 74.63 feet along same to a point;
42. Thence along same on a curve to the left, with the point of curvature azimuth from the radial point being:
287° 00', and the point of tangency azimuth from the radial point being:
196° 50' 09.5", having a radius of 30.00 feet, the chord azimuth and distance being:
151° 55' 04.75" 42.49 feet to a point;

43. Thence along same on a curve to the right, with the point of curvature azimuth from the radial point being:
16° 50' 09.5", and the point of tangency azimuth from the radial point being:
18° 30', having a radius of 10,075.00 feet, the chord azimuth and distance being:
107° 40' 04.75" 292.60 feet to a point;
44. 108° 30' 334.19 feet along Lot 1 of Maui Research and Technology Park Phase I / Increment I (File Plan 2008) and Lot 2-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
45. Thence along Lot 2-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company on a curve to the left, with the point of curvature azimuth from the radial point being:
198° 30', and the point of tangency azimuth from the radial point being:
144° 25', having a radius of 921.94 feet, the chord azimuth and distance being:
81° 27' 30" 838.30 feet to a point;

46. Thence along same on a curve to the right, with the point of curvature azimuth from the radial point being:
 324° 25', and the point of tangency azimuth from the radial point being:
 350° 36' 30", having a radius of 1,375.00 feet, the chord azimuth and distance being:
 67° 30' 45" 623.10 feet to a point;
47. 80° 36' 30" 37.58 feet along same to a point;
48. 350° 36' 30" 100.00 feet along same to a point;
49. 35° 36' 30" 183.85 feet along same to a point;
50. 170° 36' 30" 458.05 feet along the easterly side of Piilani Highway, F.A.P. No. RF-031-1(5) to a point;
51. 80° 36' 30" 5.00 feet along same to a point;
52. 170° 36' 30" 156.95 feet along same to a point;
53. 305° 36' 30" 190.92 feet along Lot 1-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
54. 350° 36' 30" 100.00 feet along same to a point;
55. 260° 36' 30" 37.58 feet along same to a point;

56. Thence along Lots 1-A and 1-B of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company on a curve to the left, with the point of curvature azimuth from the radial point being:
 350° 36' 30", and the point of tangency azimuth from the radial point being:
 324° 25', having a radius of 1,225.00 feet, the chord azimuth and distance being:
 247° 30' 45" 555.12 feet to a point;
57. Thence along Lot 1-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company on a curve to the right, with the point of curvature azimuth from the radial point being:
 144° 25', and the point of tangency azimuth from the radial point being:
 198° 30', having a radius of 1,071.94 feet, the chord azimuth and distance being:
 261° 27' 30" 974.69 feet to a point;
58. 288° 30' 287.03 feet along same to a point;
59. 198° 30' 375.12 feet along same to a point;
60. 293° 00' 364.17 feet along Lot 13-A-1 of Maui Research & Technology Park - Phase I / Increment I, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;

61. Thence along same on a curve to the right, with the point of curvature azimuth from the radial point being:
 114° 40' 50", and the point of tangency azimuth from the radial point being:
 115° 30', having a radius of 682.00 feet, the chord azimuth and distance being:
 205° 05' 25" 9.75 feet to a point;
62. 205° 30' 103.62 feet along same to a point;
63. Thence along same on a curve to the right, with the point of curvature azimuth from the radial point being:
 115° 30', and the point of tangency azimuth from the radial point being:
 136° 11' 02", having a radius of 333.08 feet, the chord azimuth and distance being:
 215° 50' 31" 119.59 feet to a point;
64. 115° 38' 385.50 feet along same to a point;
65. 62° 46' 157.74 feet along same to a point;
66. 152° 46' 363.03 feet along Lot 1-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
67. 180° 21' 1,180.00 feet along same to a point;
68. 83° 00' 585.00 feet along same to a point;
69. 102° 25' 640.00 feet along same to a point;
70. 125° 30' 800.00 feet along same to a point;

71. 160° 00' 815.00 feet along same to the point of beginning and containing a GROSS AREA of 400.218 Acres and a NET AREA of 390.104 Acres after excluding therefrom the following listed Exclusions:

EXCLUSIONS:

- | | | |
|----|--|-------------|
| 1. | All of Lot 2 of Maui Research and Technology Park Phase I / Increment I (File Plan 2008) | 5.145 Acres |
| 2. | All of Lot 4 of Maui Research and Technology Park Phase I / Increment I (File Plan 2008) | 2.676 Acres |
| 3. | All of Lot 4 of Maui Research and Technology Park Phase I / Increment I-A (File Plan 2461) | 2.293 Acres |

TOTAL AREA OF EXCLUSIONS 10.114 Acres



A handwritten signature in black ink, appearing to read "Darren T. Unemori", written over a horizontal line.

Licensed Professional Land Surveyor
Certificate No. 10008

November 18, 2015

Note: This metes and bounds description has been prepared for Change in Zoning and Community Plan Amendment purposes only.

v:\projdata\08proj\09028 (maui r&t park - master plan)\survey\desc-change in zoning_rev03.docx

EXHIBIT "B"

CONDITIONS OF ZONING

1. That Maui R&T Partners, LLC shall provide, in a timely manner, to the Department of Planning, without any written prior notice, copies of annual reports sent to the State of Hawaii Land Use Commission in connection with the status of the development of the Petition area and Petitioner's progress in complying with the conditions imposed under Decisions and Orders for Land Use Commission Dockets A10-787 and A84-585 approved as to form on November 22, 2013.
2. That Maui R&T Partners, LLC and the property owner shall provide their pro-rata share of traffic improvements as determined by the project's Traffic Impact Assessment Report and to the satisfaction of the Department of Public Works.
3. That Maui R&T Partners, LLC shall preserve State Inventory of Historic Places Site 6241 from any construction-related activities. A report of monitoring activities shall be submitted to the State Historic Preservation Division upon completion of fieldwork.
4. In the event that any traditional beach and mountain access trails are found, Maui R&T Partners, LLC and the property owner shall identify and preserve such trails, and, if applicable, prepare a preservation/mitigation plan after consultation with the State Department of Land and Natural Resources and the Office of Hawaiian Affairs.
5. Maui R&T Partners, LLC and the property owner shall provide one hundred of the residential workforce housing units for rent, for a duration consistent with the Residential Workforce Housing Policy as specified in the Maui County Code.
6. That Maui R&T Partners, LLC shall provide annual compliance reports to the Department of Planning on its progress in complying with the conditions of zoning, commencing within one year of the effective date of the ordinance and continuing until such time as the conditions have been fully satisfied, as determined by the Department of Planning.

MAUI R&T PARTNERS, LLC
C/O FIG LLC, 1345 AVENUE OF THE
AMERICAS, 46TH FLOOR
NEW YORK, New York 10105
UNITED STATES

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

BUREAU OF CONVEYANCES

DATE _____ TIME _____

DOCUMENT # _____
Doc A - 60450521

July 20, 2016 8:02 AM

LAND COURT SYSTEM

REGULAR SYSTEM

Return By Mail (☒) Pickup () : To:

Office of the County Clerk
County of Maui
200 South High Street
Wailuku, Hawai'i 96793

Total Number of Pages: 42

Affects Tax Map Keys (Maui): (2) 2-2-024:003, (2) 2-2-024:005, (2) 2-2-024:007, (2) 2-2-024:008, (2) 2-2-024:009, (2) 2-2-024:014, (2) 2-2-024:015, (2) 2-2-024:016, (2) 2-2-024:017, (2) 2-2-024:018, (2) 2-2-024:032, (2) 2-2-024:034, (2) 2-2-024:037-0000, (2) 2-2-024:037-0001, (2) 2-2-024:037-0002, (2) 2-2-024:037-0003, (2) 2-2-024:037-0004, (2) 2-2-024:037-0005, (2) 2-2-024:037-0006, (2) 2-2-024:037-0007, (2) 2-2-024:037-0008, (2) 2-2-024:037-0009, (2) 2-2-024:037-0010, (2) 2-2-024:037-0011, (2) 2-2-024:037-0012, (2) 2-2-024:037-0013, (2) 2-2-024:037-0014, (2) 2-2-024:037-0015, (2) 2-2-024:037-0016, (2) 2-2-024:037-0017, (2) 2-2-024:037-0018, (2) 2-2-024:037-0019, (2) 2-2-024:037-0020, (2) 2-2-024:037-0021, (2) 2-2-024:037-0022, (2) 2-2-024:037-0023, (2) 2-2-024:037-0024, (2) 2-2-024:037-0025, (2) 2-2-024:037-0026, (2) 2-2-024:038, (2) 2-2-024:039, (2) 2-2-024:041, (2) 2-2-024:042, (2) 2-2-024:043, (2) 2-2-024:044, (2) 2-2-024:045, (2) 2-2-024:046 and (2) 2-2-002:085

UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

THIS INDENTURE, made this _____ day of _____ 2016
(hereinafter referred to as the "Declaration" or "Unilateral Agreement"), by the following:

MAUI R&T PARTNERS, LLC, a Delaware limited liability
company, whose mailing address is C/O FIG LLC, 1345 AVENUE OF

THE AMERICAS, 46TH FLOOR, NEW YORK, New York 10105, UNITED STATES, who is the owner of those certain parcels located at Kihei, Maui, Hawai'i, comprised of approximately 247.449 acres, and identified for real property tax purposes by Tax Map Key No(s). (2) 2-2-024:008, (2) 2-2-024:009, (2) 2-2-024:014, (2) 2-2-024:015, (2) 2-2-024:016, (2) 2-2-024:017, (2) 2-2-024:018, (2) 2-2-024:032, (2) 2-2-024:038, (2) 2-2-024:039, (2) 2-2-024:041, (2) 2-2-024:043, (2) 2-2-024:044, and an undivided eighty-eight percent (88%) interest in (2) 2-2-024:045 and (2) 2-2-024:046;

SOUTH MAUI LEARNING OHANA, INC., a Hawai'i nonprofit corporation, whose mailing address is 300 OHUKAI ROAD #209, KIHEI, Hawaii 96753, UNITED STATES, who is the owner of that certain parcel located at Kihei, Maui, Hawai'i, comprised of approximately 2.781 acres, and identified for real property tax purposes by Tax Map Key No. (2) 2-2-024:003;

KAHU 'OHANA INC., a Hawai'i corporation, whose mailing address is 605 LIPOA PARKWAY, KIHEI, Hawaii 96753, UNITED STATES, who is the owner of that certain parcel located at Kihei, Maui, Hawai'i, comprised of approximately 5.178 acres, and identified for real property tax purposes by Tax Map Key No. (2) 2-2-024:005;

DOUBLE P PARTNERS, a Hawai'i general partnership, whose mailing address is C/O LEIS ASSET MANAGEMENT, LLC, 1919 S SHILOH RD, STE 612, GARLAND, Texas 75042, UNITED STATES, who is the owner of that certain parcel located at Kihei, Maui, Hawai'i, comprised of approximately 2.815 acres, and identified for real property tax purposes by Tax Map Key No. (2) 2-2-024:007;

MAUI ECONOMIC DEVELOPMENT BOARD, INC., a Hawai'i nonprofit corporation, whose mailing address is 1305 N HOLOPONO ST STE 1, KIHEI, Hawaii 96753, UNITED STATES, who is the owner of that certain parcel located at Kihei, Maui, Hawai'i, comprised of approximately 2.8 acres, and identified for real property tax purposes by Tax Map Key No. (2) 2-2-024:034;

MAUI PARK PLAZA, LLC, a Washington limited liability company, whose mailing address is P O BOX 1826, WENATCHEE, Washington 98807-1826, UNITED STATES, who is the owner of those certain parcels located at Kihei, Maui, Hawai'i, comprised of approximately 2.338 acres, and identified for real property tax purposes by Tax Map Key No(s). (2) 2-2-024:037-0000, (2) 2-2-024:037-0002, (2) 2-2-024:037-0003, (2) 2-2-024:037-0004, (2) 2-2-024:037-0005, (2) 2-2-024:037-0008, (2) 2-2-024:037-0009, (2)

2-2-024:037-0010, (2) 2-2-024:037-0011, (2) 2-2-024:037-0012, (2) 2-2-024:037-0013, (2) 2-2-024:037-0014, (2) 2-2-024:037-0016, (2) 2-2-024:037-0017, (2) 2-2-024:037-0018, (2) 2-2-024:037-0019 and (2) 2-2-024:037-0020;

MAUI FLEX CENTER LLC, a Hawai'i limited liability company, whose mailing address is 385 HUKILIKE ST STE 201, KAHULUI, Hawaii 96732, UNITED STATES, who is the owner of that certain parcel located at Kihei, Maui, Hawai'i, comprised of approximately 2.9 acres, and identified for real property tax purposes by Tax Map Key No. (2) 2-2-024:042;

HALEAKALA RANCH COMPANY, a Hawai'i corporation, whose mailing address is 529 KEALALOA AVE, MAKAWAO, Hawaii 96768, UNITED STATES, who is the owner of that certain parcel located at Kihei, Maui, Hawai'i, comprised of approximately 123.843 acres, and identified for real property tax purposes by Tax Map Key No(s). (2) 2-2-002:085;

BLUE PACIFIC HOLDINGS LLC, a Hawai'i limited liability company, whose mailing address is 155 WAILEA IKE PL UNIT 18, KIHAI, Hawaii 96753, UNITED STATES, who is the owner of that certain parcel located at Kihei, Maui, Hawai'i, the acreage of which is a part of the 2.338 acres referenced above for MAUI PARK PLAZA, LLC, and identified for real property tax purposes by Tax Map Key No. (2) 2-2-024:037-0001;

B.E.L., LLC, a Hawai'i limited liability company, whose mailing address is 693 MAALAHU ST, WAILUKU, Hawaii 96793, UNITED STATES, who is the owner of those certain parcels located at Kihei, Maui, Hawai'i, the acreage of which is a part of the 2.338 acres referenced above for MAUI PARK PLAZA, LLC, and identified for real property tax purposes by Tax Map Key No(s). (2) 2-2-024:037-0006 and (2) 2-2-024:037-0007;

SITTING ON A RAINBOW LLC, a Hawai'i limited liability company, whose mailing address is 1300 N HOLOPONO ST, STE 108, KIHAI, Hawaii 96753, UNITED STATES, who is the owner of that certain parcel located at Kihei, Maui, Hawai'i, the acreage of which is a part of the 2.338 acres referenced above for MAUI PARK PLAZA, LLC, and identified for real property tax purposes by Tax Map Key No. (2) 2-2-024:037-0015;

GOODFELLOW BROS., INC., a Washington corporation, whose mailing address is PO Box 598, WENATCHEE, Washington 98801, UNITED STATES, who is the owner of those certain parcels located at Kihei, Maui, Hawai'i, the acreage of which is a part of the

2.338 acres referenced above for MAUI PARK PLAZA, LLC, and identified for real property tax purposes by Tax Map Key No(s). (2) 2-2-024:037-0021, (2) 2-2-024:037-0024, (2) 2-2-024:037-0025, and (2) 2-2-024:037-0026;

MAUI MIAMI AUMAKUA PARTNERS LIMITED PARTNERSHIP, a Hawai'i limited partnership, whose mailing address is 145 MA'A STREET, KAHULUI, Hawaii 96732, UNITED STATES, who is the owner of those certain parcels located at Kihei, Maui, Hawai'i, the acreage of which is a part of the 2.338 acres referenced above for MAUI PARK PLAZA, LLC, and identified for real property tax purposes by Tax Map Key No(s). (2) 2-2-024:037-0022 and (2) 2-2-024:037-0023; and

JOHN M. KEAN, a married man, whose address is P.O. Box 1449, Kihei, Hawaii 96753, UNITED STATES, who is the owner of an undivided twelve percent (12%) interest in those certain parcels located at Kihei, Maui, Hawai'i, identified for real property tax purposes by Tax Map Key No(s). (2) 2-2-024:045 and (2) 2-2-024:046.

Hereinafter the parcels above are collectively referred to as the "Parcel" or "Property" and the owners above are collectively referred to as the "Declarant".

WITNESSETH:

WHEREAS, the Council of the County of Maui, State of Hawai'i, hereinafter referred to as "Council", is considering the establishment of zoning for the Parcel, comprised of approximately 390.104 acres, which is more particularly described in Exhibit "1", which is attached hereto and made a part hereof, and which is more particularly identified in Land Zoning Map No. L-5121, which is on file in the Office of the County Clerk of the County of Maui; and

WHEREAS, the Council recommends through its Land Use Committee, Committee Report No. 16-109, that said establishment of zoning be approved for passage on first reading subject to certain conditions, pursuant to Section 19.510.050, Maui County Code; and

WHEREAS, the Declarant has agreed to execute this instrument pursuant to the conditional zoning provisions of Section 19.510.050, Maui County Code;

NOW, THEREFORE, the Declarant makes the following Declaration:

1. That this Declaration is made pursuant to the provisions of Section 19.510.050, Maui County Code, relating to conditional zoning;

2. That until written release by the County of Maui, the Parcel, and all parts thereof, is and shall be held subject to the covenants, conditions and restrictions which shall be effective as to and shall run with the land as to the Parcel, from and after the recording of this Declaration with the Bureau of Conveyances or the Land Court of the State of Hawai'i, without the execution, delivery or recordation of any further deed, instrument, document, agreement, declaration, covenant or the like with respect thereto by the Declarant, the County of Maui, or any heir, devisee, executor, administrator, personal representative, successor, and assign; that the acquisition of any right, title or interest in or with respect to the Parcel by any person or persons, entity or entities, whomsoever, shall be deemed to constitute the acceptance of all of the covenants, conditions and restrictions of this Declaration by such person or persons, entity or entities; and that upon any transfer of any right, title or interest in or with respect to the Parcel the same shall be subject to, and the transferee shall assume and be bound and obligated to observe and perform all of the covenants, conditions and restrictions of this Declaration;

3. That this Declaration and all of the covenants, conditions and restrictions contained herein shall continue to be effective as to and run with the land in perpetuity, or until the Declarant notifies the appropriate County Department that any of said covenants, conditions and restrictions are satisfied by the Declarant, and the appropriate County Department verifies the satisfaction and provides a written release of the covenant, condition or restriction;

4. That the term "Declarant" and any pronoun in reference thereto, wherever used herein, shall be construed to mean the singular or the plural, the masculine or the feminine, or the neuter, and vice versa, and shall include any corporation, and shall be held to mean and include the "Declarant", the Declarant's heirs, devisees, executors, administrators, personal representatives, successors, and assigns;

5. That the Declaration shall become fully effective on the effective date of the zoning ordinance approving the

establishment of Maui Research & Technology Park District zoning and this Declaration shall be recorded in the Bureau of Conveyances or Land Court of the State of Hawai'i;

6. That the Declarant agrees to develop said Parcel in conformance with the conditions set forth in Exhibit "2", which is attached hereto and made a part hereof and which shall be made a part of the zoning ordinance;

7. That the conditions imposed are reasonable and rationally relate to the objective of preserving the public health, safety and general welfare and such conditions fulfill the need for the public service demands created by the proposed use;

AND IT IS EXPRESSLY UNDERSTOOD AND AGREED that until released in writing by the County, the conditions imposed in this Declaration shall run with the land identified hereinabove and shall bind and constitute notice to all subsequent owners, lessees, grantees, assignees, mortgagees, lienors and any other persons who claim an interest in said land, and the County of Maui shall have the right to enforce this Declaration by appropriate action at law or suit in equity against all such persons, provided that the Declarant or its successors and assigns may at any time file a petition for the removal of the conditions and terminate this Unilateral Agreement, such petition to be processed in the same manner as petitions for change in zoning.

This Declaration may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same Declaration.

Each person signing this Unilateral Agreement represents and warrants that he or she is duly authorized and has legal capacity to execute and deliver this Unilateral Agreement. Each party represents and warrants to the other that the execution and delivery of this Unilateral Agreement and the performance of such party's obligations hereunder have been duly authorized and that this Unilateral Agreement is a valid and legal agreement binding on such party and enforceable in accordance with its terms.

IN WITNESS WHEREOF, the undersigned has executed this Declaration the day and year first above written.

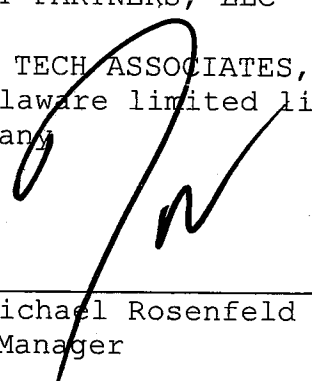
DECLARANT:

MAUI R&T PARTNERS, LLC

By MAUI TECH ASSOCIATES, LLC
A Delaware limited liability
Company

APPROVED AS TO FORM
AND LEGALITY



Deputy Corporation Counsel
County of Maui

By 
Michael Rosenfeld
Its Manager

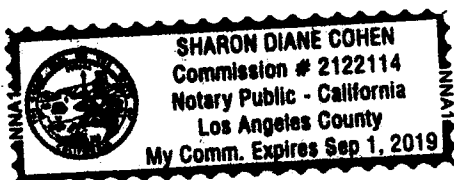
STATE OF CALIFORNIA _____))
COUNTY OF LOS ANGELES _____)) SS.

On this 1st day of June, 2016, before me personally appeared MICHAEL ROSENFELD, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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


Notary Public for the afore-
Mentioned state and county

[Stamp or Seal]



Print Name: Sharon Cohen _____

My Commission Expires: Sept 1, 2019

LIST OF ASSIGNED ENTITY
(Verified on WSO)
MAUI R&T PARTNERS, LLC

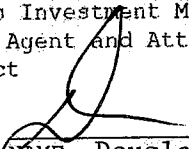
SIGNATURE BLOCK REVIEW
CHECKED - Please Initial

MAUI R&T PARTNERS, LLC

By MAUI SSB LLC
A Delaware limited liability
company
Its Member

By FORTRESS VALUE RECOVERY
FUND I LLC
Its Sole Member

By FORTRESS VRF
ADVISORS I LLC
Its Investment Manager
As Agent and Attorney-in-
Fact

By 
NAME: Douglas Cardoni
Its Chief Administrative Officer

HOW MANY ORIGINAL(S) NEEDED: 3 Need Three Original -- ALL NOTARIZED

FedEx the signature pages and Fortress entity operating agreement(s) to:

Pacific Rim Land, Inc.
Attn: Desiree Lopes
1300 North Holocono Street, Suite 201
Kihei, HI 96753

DELIVERY INSTRUCTIONS:

FedEx copy and email a PDF copy to Jeff Burk (jb Burk@fortress.com).

Internal Request Form for Officer Signature

2

6/8/2016 4:23:38 PM

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**CIVIL CODE § 1189**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

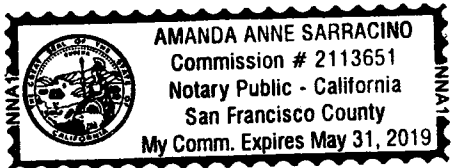
State of California)

County of San Francisco)On June 15, 2014 before me, Amanda Sarracino,
Date Here Insert Name and Title of the Officerpersonally appeared Douglas Cardoni
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Amanda
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____

Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

☐ Corporate Officer — Title(s): _____☐ Partner — ☐ Limited ☐ General☐ Individual ☐ Attorney in Fact☐ Trustee ☐ Guardian or Conservator☐ Other: _____

Signer Is Representing: _____

Signer's Name: _____

☐ Corporate Officer — Title(s): _____☐ Partner — ☐ Limited ☐ General☐ Individual ☐ Attorney in Fact☐ Trustee ☐ Guardian or Conservator☐ Other: _____

Signer Is Representing: _____

SOUTH MAUI LEARNING OHANA, INC.

By *Gene Zarro*
GENE ZARRO
Its Chief Executive Officer

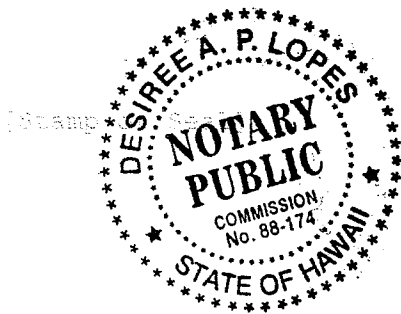
STATE OF HAWAII)

) SS.

COUNTY OF MAUI)

On this 5 day of May, 2016, before me personally appeared GENE ZARRO, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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



Desiree A. P. Lopes
Notary Public, State of Hawaii

Print Name: DESIREE A. P. LOPES

My Commission Expires: My commission expires 3/30/2020

NOTARY PUBLIC CERTIFICATION

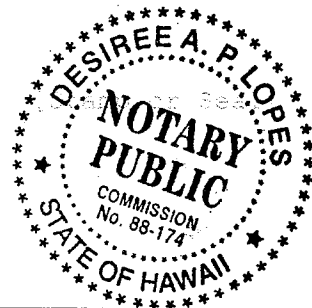
Doc. Date: undated at time of signing # Pages: 41

Notary Name: Desiree AP Lopes, Second Judicial Circuit

Document Description: Unilateral Agreement and Declaration for Conditional Zoning

Notary Signature: *Desiree A. P. Lopes*

Date: 5.5.16



KAHU 'OHANA, INC.

By

GARRETT MARRERO
Its President

By

MELANIE OXLEY
Its Vice President

By

RUSSELL ADKINS
Its CFO

STATE OF HAWAII

)

SS.

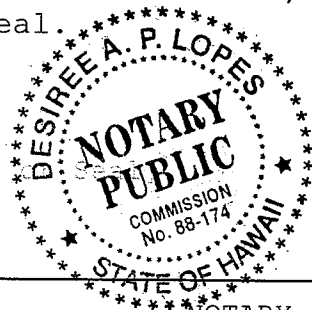
COUNTY OF MAUI

)

On this 1st day of July, 2016, before me personally appeared GARRETT MARRERO, MELANIE OXLEY, and RUSSELL ADKINS 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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

[Stamp



[Signature]

Notary Public, State of Hawaii
Print Name: Desiree A. P. Lopes
My Commission Expires: 3/30/2020

NOTARY PUBLIC CERTIFICATION

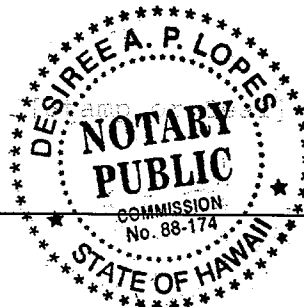
Doc. Date: undated at time of signing # Pages: 42

Notary Name: Desiree A. P. Lopes, Second Judicial Circuit

Document Description: Unilateral Agreement and Declaration for Conditional Zoning

Notary Signature: *[Signature]*

Date: 7.1.16



DOUBLE P PARTNERS

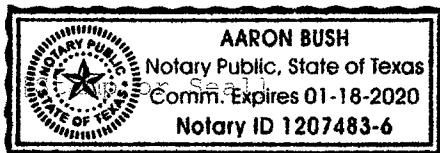
By LFLP, LLC
Its General Partner

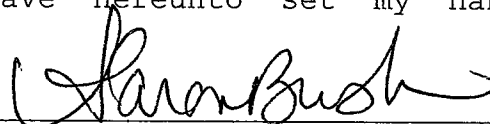
By 
CHARLES S. LEIS
Its Manager

STATE OF Texas)
COUNTY OF Dallas) SS.

On this 17th day of May, 2016, before me personally appeared CHARLES S. LEIS, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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




Notary Public for the afore-
mentioned state and county

Print Name: Aaron Bush

My Commission Expires: 1-18-2020

NOTARY PUBLIC CERTIFICATION (Hawaii only)

Doc. Date: _____ # Pages: _____

Notary Name: _____, Judicial Circuit: _____

Document Description: Unilateral Agreement and
Declaration for Conditional Zoning

[Stamp or Seal]

Notary Signature: _____

Date: _____

DOUBLE P PARTNERS

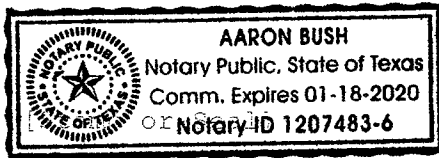
By DORBET, INC.
Its General Partner

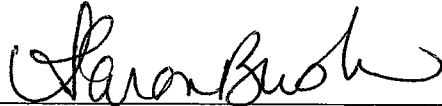
By 
CHARLES S. LEIS
Its President

STATE OF Texas)
COUNTY OF Dallas) SS.

On this 17th day of May, 2016, before me personally appeared CHARLES S. LEIS, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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




Notary Public for the afore-
mentioned state and county

Print Name: Aaron Bush

My Commission Expires: 1-18-2020

NOTARY PUBLIC CERTIFICATION (Hawaii only)

Doc. Date: _____ # Pages: _____

Notary Name: _____, Judicial Circuit: _____

Document Description: Unilateral Agreement and
Declaration for Conditional Zoning

[Stamp or Seal]

Notary Signature: _____

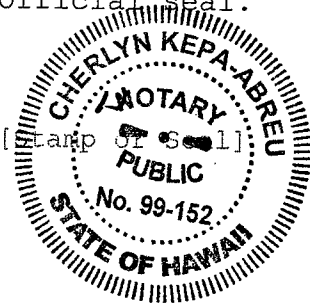
Date: _____

By DORBET, INC.
Its General Partner

By STEPHEN LEIS
Its Vice President

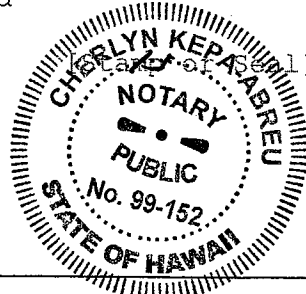
STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

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



My Commission Expires: 4/11/17

Date: 5/12/14



MAUI ECONOMIC DEVELOPMENT BOARD, INC.

By

Jeanne Unemori Skog
JEANNE UNEMORI SKOG
Its President & CEO

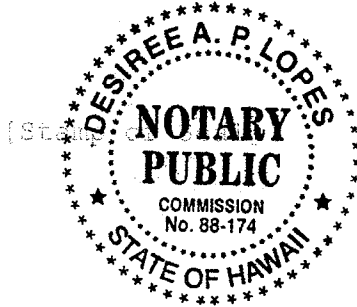
STATE OF HAWAII)

) SS.

COUNTY OF MAUI)

On this 29th day of June, 2016, before me personally appeared JEANNE UNEMORI SKOG, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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



Desiree A. P. Lopes
Notary Public, State of Hawaii

Print Name: DESIREE A. P. LOPES

My commission expires 3/30/2020

My Commission Expires: _____

NOTARY PUBLIC CERTIFICATION

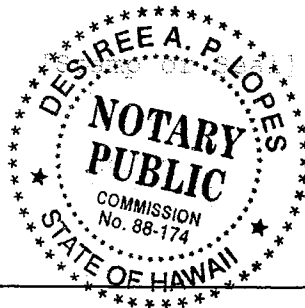
Doc. Date: undated at time of signing # Pages: 42

Notary Name: Desiree A. P. Lopes, Second Judicial Circuit

Document Description: Unilateral Agreement and Declaration for Conditional Zoning

Notary Signature: Desiree A. P. Lopes

Date: 6.29.16



MAUI ECONOMIC DEVELOPMENT BOARD, INC.

By

Leslie Wilkins

LESLIE WILKINS

Its Vice President

STATE OF HAWAII

)

)

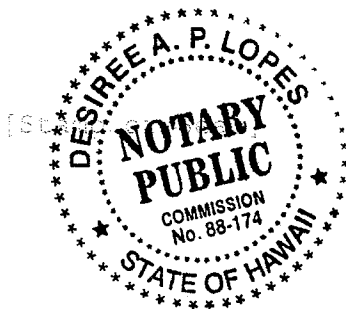
SS.

COUNTY OF MAUI

)

On this 29th day of June, 2016, before me personally appeared LESLIE WILKINS, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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



Desiree A. P. Lopes

Notary Public, State of Hawaii

Print Name: DESIREE A. P. LOPES

My commission expires 3/30/2020

My Commission Expires: _____

NOTARY PUBLIC CERTIFICATION

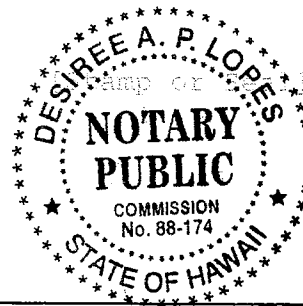
Doc. Date: undated at time of signing # Pages: 42

Notary Name: Desiree AP Lopes, Second Judicial Circuit

Document Description: Unilateral Agreement and Declaration for Conditional Zoning

Notary Signature: Desiree AP Lopes

Date: 6-29-16



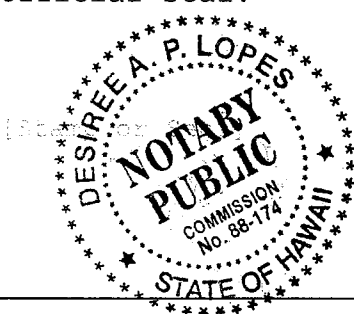
By PACIFIC RIM LAND, INC.
Its Manager


By Ryan Churchill
RYAN CHURCHILL
Its Vice President

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 10th day of May, 2016, before me personally appeared RYAN CHURCHILL, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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




Notary Public, State of Hawaii

Print Name: **DESIREE A. P. LOPES**

My commission expires 3/30/2020

My Commission Expires:

NOTARY PUBLIC CERTIFICATION

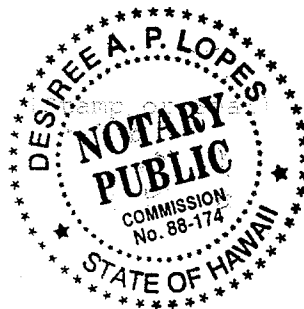
Doc. Date: undated at time of signing # Pages: 41

Notary Name: Desiree A P Lopes, Second Judicial Circuit

Document Description: Unilateral Agreement and Declaration for Conditional Zoning

Notary Signature ()

Date: 5.10.16



By

)

)

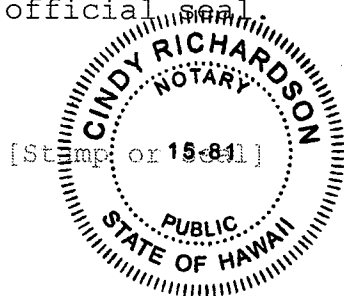
)

A circular notary seal for Desiree A. P. Lopes, a Notary Public in the State of Hawaii. The seal features the name "DESIREE A. P. LOPES" at the top, "NOTARY PUBLIC" in the center, and "COMMISSION No. 88-174" and "STATE OF HAWAII" at the bottom. The entire seal is surrounded by a decorative border of small stars.

By James J. C. Haynes, II
JAMES J. C. HAYNES, II
Its Manager

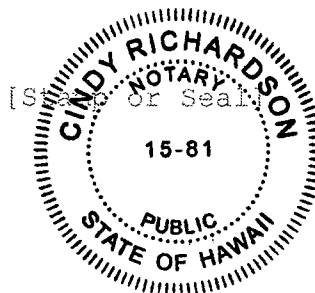
STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

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



My Commission Expires: 02-22-19

Date: 05.06.16



By

)

)

)

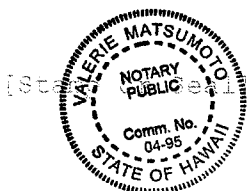
HALEAKALA RANCH COMPANY

By JOHN SCOTT MEIDELL
Its Vice President/General
Manager

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 6th day of MAY, 2016, before me personally appeared JOHN SCOTT MEIDELL, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

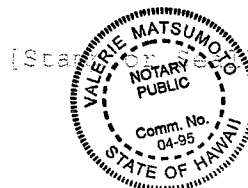
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Valerie Matsumoto
Notary Public, State of Hawaii
Print Name: Valerie Matsumoto
My Commission Expires: FEB 29 2020

NOTARY PUBLIC CERTIFICATION

Doc. Date: undated at time of Notarization # Pages: 41
Notary Name: Valerie Matsumoto, Second Judicial Circuit
Document Description: Unilateral Agreement and Declaration for Conditional Zoning
Notary Signature: Valerie Matsumoto
Date: 05/06/2016



By BRIAN DIMARTINO
Its Member

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

Annunzio
Notary Public, State of U

Notary Public, State of Hawaii

Print Name: **DESIREE A. P. LOPES**

My commission expires 3/30/2020

My Commission Expires:

NOTARY PUBLIC CERTIFICATION

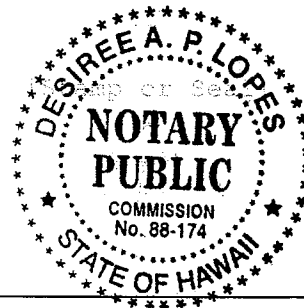
Doc. Date: undated at time of signing # Pages: 41

Notary Name: Desiree AP Lopes, Second Judicial Circuit

Document Description: Unilateral Agreement and Declaration for Conditional Zoning

Notary Signature: 

Date: 5.9.16



By REVOCABLE TRUST OF DIANA K.
TANTISIRA DATED JULY 2, 2004,
AS AMENDED
Its Member

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

official seal.

(Stamp)

DESIREE A. P. LOPES
NOTARY
PUBLIC
COMMISSION
No. 88-174
STATE OF HAWAII

NO

Print Name: DESIREE A. P. LOPES
My Commission Expires: My commission expires 3/30/2020

DESIREE A. P. LOPES
 NOTARY PUBLIC
 COMMISSION No. 88-174
 STATE OF HAWAII

B.E.L., LLC

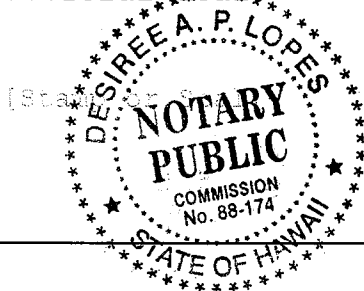
By REVOCABLE TRUST OF JIVIN G.
TANTISIRA DATED JULY 2,
2004, AS AMENDED
Its Member

By Jivin G. Tantisira
JIVIN G. TANTISIRA
Its Trustee

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 13th day of May, 2016, before me personally appeared JIVIN G. TANTISIRA, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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



Desiree A. P. Lopes
Notary Public, State of Hawaii

Print Name: DESIREE A. P. LOPES
My commission expires 3/30/2020
My Commission Expires: _____

NOTARY PUBLIC CERTIFICATION

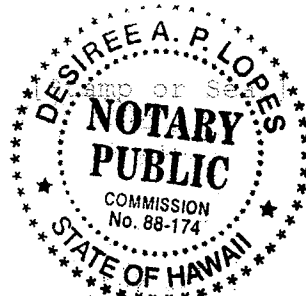
Doc. Date: undated at time of notary # Pages: 41

Notary Name: Desiree A P Lopes, Second Judicial Circuit

Document Description: Unilateral Agreement and Declaration for Conditional Zoning

Notary Signature: Desiree A. P. Lopes

Date: 5.13.16



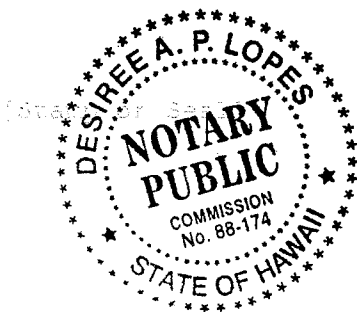
SITTING ON A RAINBOW LLC

By 
GORDON NASH
Its Member

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 6 day of May, 2016, before me personally appeared GORDON NASH, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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




Notary Public, State of Hawaii

Print Name: DESIREE A. P. LOPES

My Commission Expires: My commission expires 3/30/2020

NOTARY PUBLIC CERTIFICATION

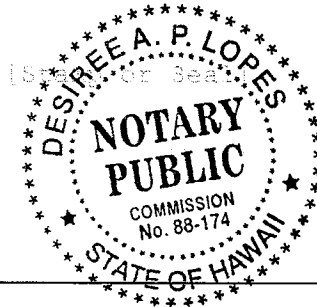
Doc. Date: undated at time of signing # Pages: 41

Notary Name: Desiree AP Lopes, Second Judicial Circuit

Document Description: Unilateral Agreement and Declaration for Conditional Zoning

Notary Signature: 

Date: 5.6.16



GOODFELLOW BROS., INC.

By

Chad S. Goodfellow

CHAD S. GOODFELLOW
Its President

STATE OF HAWAII

)

SS.

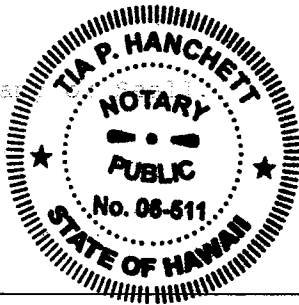
)

COUNTY OF MAUI

)

On this 10th day of May, 2016, before me personally appeared CHAD S. GOODFELLOW, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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



Tia P. Hanchett

Notary Public, State of Hawaii

Print Name: Tia P. Hanchett

My Commission Expires: 9/3/2018

NOTARY PUBLIC CERTIFICATION

Doc. Date: undated at time of signing

Pages:

41

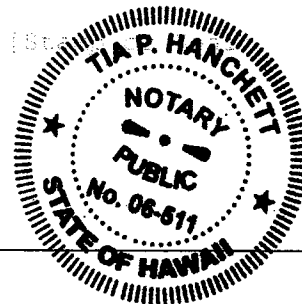
Notary Name: Tia P. Hanchett, Second Judicial Circuit

Document Description: Unilateral Agreement and Declaration for Conditional Zoning


Notary Signature: _____

Tia P. Hanchett

Date: 5/10/16



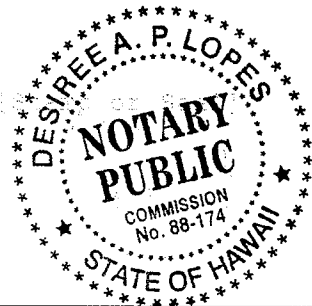
MAUI MIAMI AUMAKUA PARTNERS
LIMITED PARTNERSHIP

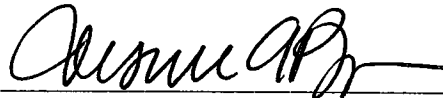
By 
DEAN S. ARASHIRO
Its General Partner

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 10 day of May, 2016, before me personally appeared DEAN S. ARASHIRO, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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





Notary Public, State of Hawaii

Print Name: DESIREE A. P. LOPES


My commission expires 3/30/2020
My Commission Expires: _____

NOTARY PUBLIC CERTIFICATION

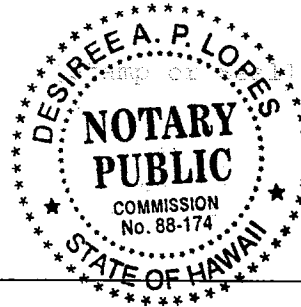
Doc. Date: undated at time of signing # Pages: 41

Notary Name: Desiree AP Lopes, Second Judicial Circuit

Document Description: Unilateral Agreement and
Declaration for Conditional Zoning

Notary Signature: 

Date: 5.10.16

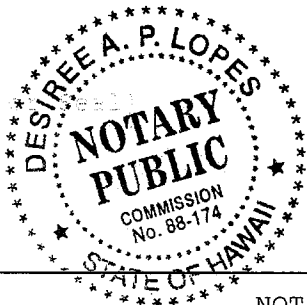


By MARGARET C. GARCIA-ARASHIRO
Its General Partner

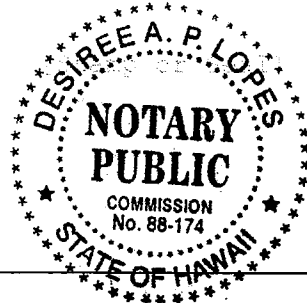
STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

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

Print Name: **DESIREE A. P. LOPES**
My Commission Expires: **My commission expires 3/30/2020**



Date: 5.24.16



MAUI MIAMI AUMAKUA PARTNERS
LIMITED PARTNERSHIP

By Stacey Naomi Arashiro Fukumoto

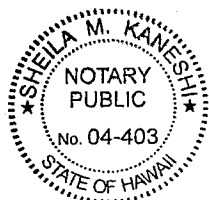
STACEY ^{Naomi} ARASHIRO FUKUMOTO,
formerly known as Stacey N.
Arashiro, Trustee of the
Arashiro Family Irrevocable
Gifting Trust dated November 9,
2007
Its General Partner

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

On this 25 day of May, 2016, before me
personally appeared STACEY ^{Naomi} ARASHIRO FUKUMOTO, 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, and if applicable, in the
capacity shown, having been duly authorized to execute such
instrument in such capacity.

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

[Stamp or Seal]



Sheila M. Kaneshi
Notary Public, State of Hawaii

Print Name: Sheila M. Kaneshi, Notary Public
City & County of Honolulu, Hawaii
My Comm. Exp. 7/18/16

My Commission Expires: _____

NOTARY PUBLIC CERTIFICATION

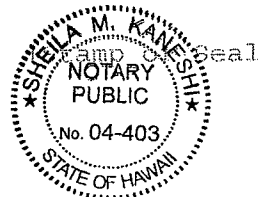
Doc. Date: 5/25/16 # Pages: 41

Notary Name: Sheila M. Kaneshi, Notary Public, First Judicial Circuit

Document Description: Unilateral Agreement and
Declaration for Conditional Zoning

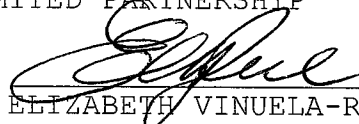
Notary Signature: Sheila M. Kaneshi

Date: 5/25/16



MAUI MIAMI AUMAKUA PARTNERS
LIMITED PARTNERSHIP

By



ELIZABETH VINUELA-ROQUE,
Trustee, of the Arashiro Family
Irrevocable Gifting Trust dated
November 9, 2007
Its General Partner

STATE OF Florida)

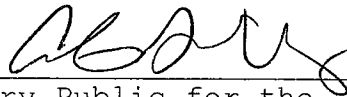
COUNTY OF Dade)

SS.

On this 25 day of May, 2016, before me personally appeared ELIZABETH VINUELA-ROQUE, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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

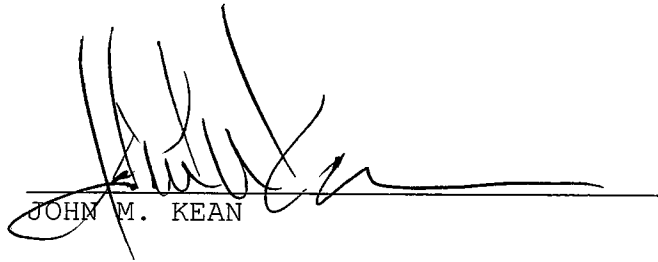




Notary Public for the
aforementioned state and count

Print Name: Cristina Gil Vargas

My Commission Expires: November 14, 2018


JOHN M. KEAN

STATE OF HAWAII

)

SS.

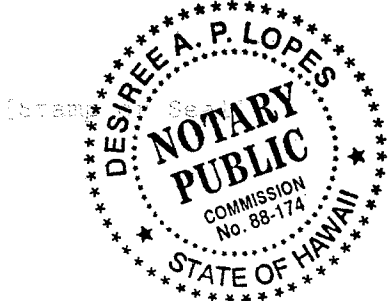
)

COUNTY OF MAUI

)

On this 6 day of May, 2016, before me personally appeared JOHN M. KEAN, 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, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

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




Notary Public, State of Hawaii

Print Name: DESIREE A. P. LOPES
My commission expires 3/30/2020
My Commission Expires: _____

NOTARY PUBLIC CERTIFICATION

Doc. Date: undated at time of signing # Pages: 41

Notary Name: Desiree AP Lopes, Second Judicial Circuit

Document Description: Unilateral Agreement and Declaration for Conditional Zoning

Notary Signature: 

Date: 5.6.16

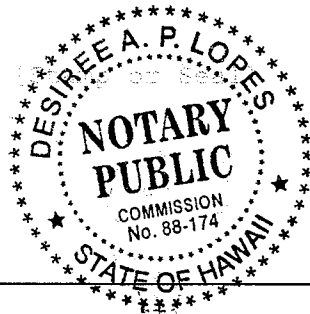


EXHIBIT "1"

Maui Research & Technology Park District

Land situated on the easterly side of Piilani Highway, Federal Aid Project Number RF-031-1(5), at Waiohuli-Keokea, Makawao, Kula (Kihei), Maui, Hawaii

Being a portion of Grant 9325, Apana 1 to Haleakala Ranch Company

Beginning at a point at the northwesterly corner of this land, being also the northwesterly corner of Lot 3-F of Haleakala Greens Subdivision, the coordinates of said point of beginning referred to Government Survey Triangulation Station "PUU-O-KALI" being 10,267.07 feet North and 20,573.46 feet West and running by azimuths measured clockwise from True South:

1. 266° 30' 150.00 feet along Lot 2-B-1 of Anawio Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
2. 293° 00' 410.00 feet along same to a point;
3. 291° 30' 350.00 feet along same to a point;
4. 286° 00' 850.00 feet along same to a point;
5. 301° 30' 650.00 feet along same to a point;
6. 283° 15' 270.00 feet along same to a point;
7. 42° 37' 15" 411.97 feet along Lot 3-C-2 of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
8. 351° 00' 173.44 feet along same to a point;
9. 321° 00' 174.23 feet along same to a point;
10. 284° 00' 97.63 feet along same to a point;

- | | | | | |
|-----|---|-----|---------------|---|
| 11. | 226° | 00' | 113.25 feet | along same to a point; |
| 12. | 246° | 00' | 216.19 feet | along same to a point; |
| 13. | 226° | 00' | 104.08 feet | along same to a point; |
| 14. | 174° | 00' | 133.43 feet | along same to a point; |
| 15. | 154° | 00' | 180.12 feet | along same to a point; |
| 16. | 165° | 35' | 149.98 feet | along same to a point; |
| 17. | 255° | 35' | 618.14 feet | along Lot 2-B-1 of Anawio Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point; |
| 18. | 252° | 15' | 1,569.53 feet | along same to a point; |
| 19. | 289° | 28' | 1,013.85 feet | along same to a point; |
| 20. | 313° | 36' | 250.68 feet | along same to a point; |
| 21. | 327° | 52' | 140.72 feet | along same to a point; |
| 22. | 301° | 45' | 162.86 feet | along same to a point; |
| 23. | 27° | 26' | 3,394.12 feet | along same to a point; |
| 24. | Thence along Lot 2-B-1 of Anawio Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company on a curve to the left, with the point of curvature azimuth from the radial point being: 205° 18', and the point of tangency azimuth from the radial point being: 192° 00', having a radius of 3,350.00 feet, the chord azimuth and distance being: 108° 39' 775.89 feet to a point; | | | |

25. 102° 00' 48.76 feet along same to a point;
26. 9° 07' 30" 2,680.65 feet along Lots 2-B-3 and 2-B-1 of
Anawio Subdivision and
Lot 3-A-1-A of Haleakala Greens
Subdivision, being also along the
remainder of Grant 9325, Apana 1
to Haleakala Ranch Company to a
point;
27. 80° 58' 10" 1,410.00 feet along Lot 3-E-2 of Haleakala
Greens Subdivision, being also
along the remainder of Grant
9325, Apana 1 to Haleakala Ranch
Company to a point;
28. 350° 30' 699.93 feet along same to a point;
29. 298° 30' 84.00 feet along same to a point;
30. 76° 15' 249.57 feet along Lot 2-B-1 of Anawio
Subdivision, being also along the
remainder of Grant 9325, Apana 1
to Haleakala Ranch Company to a
point;
31. 188° 00' 275.00 feet along Lot 2-A of Haleakala Greens
Subdivision, being also along the
remainder of Grant 9325, Apana 1
to Haleakala Ranch Company to a
point;
32. 170° 30' 920.00 feet along same to a point;
33. 156° 07' 760.00 feet along Lots 2-A and 2-B of
Haleakala Greens Subdivision,
being also along the remainder of
Grant 9325, Apana 1 to Haleakala
Ranch Company to a point;
34. 168° 25' 590.00 feet along Lot 2-B of Haleakala Greens
Subdivision, being also along the
remainder of Grant 9325, Apana 1
to Haleakala Ranch Company to a
point;

35. 198° 45' 515.00 feet along same to a point;
36. 181° 25' 469.77 feet along Lots 2-B and 2-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
37. 256° 55' 517.80 feet along Lot 2-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
38. 198° 30' 91.14 feet along same to a point;
39. 285° 30' 395.25 feet along Lot 1 of Maui Research and Technology Park Phase I / Increment I (File Plan 2008) to a point;
40. Thence along same on a curve to the right, with the point of curvature azimuth from the radial point being:
97° 15' 34", and the point of tangency azimuth from the radial point being:
107° 00', having a radius of 1,177.00 feet, the chord azimuth and distance being:
192° 07' 47" 199.85 feet to a point;
41. 197° 00' 74.63 feet along same to a point;
42. Thence along same on a curve to the left, with the point of curvature azimuth from the radial point being:
287° 00', and the point of tangency azimuth from the radial point being:
196° 50' 09.5", having a radius of 30.00 feet, the chord azimuth and distance being:
151° 55' 04.75" 42.49 feet to a point;

43. Thence along same on a curve to the right, with the point of curvature azimuth from the radial point being:
16° 50' 09.5", and the point of tangency azimuth from the radial point being:
18° 30', having a radius of 10,075.00 feet, the chord azimuth and distance being:
107° 40' 04.75" 292.60 feet to a point;
44. 108° 30' 334.19 feet along Lot 1 of Maui Research and Technology Park Phase I / Increment I (File Plan 2008) and Lot 2-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
45. Thence along Lot 2-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company on a curve to the left, with the point of curvature azimuth from the radial point being:
198° 30', and the point of tangency azimuth from the radial point being:
144° 25', having a radius of 921.94 feet, the chord azimuth and distance being:
81° 27' 30" 838.30 feet to a point;

46. Thence along same on a curve to the right, with the point of curvature azimuth from the radial point being:
 324° 25', and the point of tangency azimuth from the radial point being:
 350° 36' 30", having a radius of 1,375.00 feet, the chord azimuth and distance being:
 67° 30' 45" 623.10 feet to a point;
47. 80° 36' 30" 37.58 feet along same to a point;
48. 350° 36' 30" 100.00 feet along same to a point;
49. 35° 36' 30" 183.85 feet along same to a point;
50. 170° 36' 30" 458.05 feet along the easterly side of Piilani Highway, F.A.P. No. RF-031-1(5) to a point;
51. 80° 36' 30" 5.00 feet along same to a point;
52. 170° 36' 30" 156.95 feet along same to a point;
53. 305° 36' 30" 190.92 feet along Lot 1-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
54. 350° 36' 30" 100.00 feet along same to a point;
55. 260° 36' 30" 37.58 feet along same to a point;

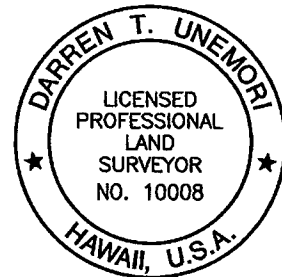
56. Thence along Lots 1-A and 1-B of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company on a curve to the left, with the point of curvature azimuth from the radial point being:
350° 36' 30", and the point of tangency azimuth from the radial point being:
324° 25', having a radius of 1,225.00 feet, the chord azimuth and distance being:
247° 30' 45" 555.12 feet to a point;
57. Thence along Lot 1-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company on a curve to the right, with the point of curvature azimuth from the radial point being:
144° 25', and the point of tangency azimuth from the radial point being:
198° 30', having a radius of 1,071.94 feet, the chord azimuth and distance being:
261° 27' 30" 974.69 feet to a point;
58. 288° 30' 287.03 feet along same to a point;
59. 198° 30' 375.12 feet along same to a point;
60. 293° 00' 364.17 feet along Lot 13-A-1 of Maui Research & Technology Park - Phase I / Increment I, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;

61. Thence along same on a curve to the right, with the point of curvature azimuth from the radial point being:
 114° 40' 50", and the point of tangency azimuth from the radial point being:
 115° 30', having a radius of 682.00 feet, the chord azimuth and distance being:
 205° 05' 25" 9.75 feet to a point;
62. 205° 30' 103.62 feet along same to a point;
63. Thence along same on a curve to the right, with the point of curvature azimuth from the radial point being:
 115° 30', and the point of tangency azimuth from the radial point being:
 136° 11' 02", having a radius of 333.08 feet, the chord azimuth and distance being:
 215° 50' 31" 119.59 feet to a point;
64. 115° 38' 385.50 feet along same to a point;
65. 62° 46' 157.74 feet along same to a point;
66. 152° 46' 363.03 feet along Lot 1-A of Haleakala Greens Subdivision, being also along the remainder of Grant 9325, Apana 1 to Haleakala Ranch Company to a point;
67. 180° 21' 1,180.00 feet along same to a point;
68. 83° 00' 585.00 feet along same to a point;
69. 102° 25' 640.00 feet along same to a point;
70. 125° 30' 800.00 feet along same to a point;

71. 160° 00' 815.00 feet along same to the point of beginning and containing a GROSS AREA of 400.218 Acres and a NET AREA of 390.104 Acres after excluding therefrom the following listed Exclusions:

EXCLUSIONS:

- | | | |
|--------------------------|--|--------------|
| 1. | All of Lot 2 of Maui Research and Technology Park Phase I / Increment I (File Plan 2008) | 5.145 Acres |
| 2. | All of Lot 4 of Maui Research and Technology Park Phase I / Increment I (File Plan 2008) | 2.676 Acres |
| 3. | All of Lot 4 of Maui Research and Technology Park Phase I / Increment I-A (File Plan 2461) | 2.293 Acres |
| | | <hr/> |
| TOTAL AREA OF EXCLUSIONS | | 10.114 Acres |



A handwritten signature in black ink, appearing to read "Darren T. Unemori", written over a horizontal line.

Licensed Professional Land Surveyor
Certificate No. 10008

November 18, 2015

Note: This metes and bounds description has been prepared for Change in Zoning and Community Plan Amendment purposes only.

v:\projdata\08proj\08028 (maui r&t park - master plan)\survey\desc-change in zoning_rev02.docx

EXHIBIT "2"

CONDITIONS OF ZONING

1. That Maui R&T Partners, LLC shall provide, in a timely manner, to the Department of Planning, without any written prior notice, copies of annual reports sent to the State of Hawaii Land Use Commission in connection with the status of the development of the Petition area and Petitioner's progress in complying with the conditions imposed under Decisions and Orders for Land Use Commission Dockets A10-787 and A84-585 approved as to form on November 22, 2013.
2. That Maui R&T Partners, LLC and the property owner shall provide their pro-rata share of traffic improvements as determined by the project's Traffic Impact Assessment Report and to the satisfaction of the Department of Public Works.
3. That Maui R&T Partners, LLC shall preserve State Inventory of Historic Places Site 6241 from any construction-related activities. A report of monitoring activities shall be submitted to the State Historic Preservation Division upon completion of fieldwork.
4. In the event that any traditional beach and mountain access trails are found, Maui R&T Partners, LLC and the property owner shall identify and preserve such trails, and, if applicable, prepare a preservation/mitigation plan after consultation with the State Department of Land and Natural Resources and the Office of Hawaiian Affairs.
5. Maui R&T Partners, LLC and the property owner shall provide one hundred of the residential workforce housing units for rent, for a duration consistent with the Residential Workforce Housing Policy as specified in the Maui County Code.
6. That Maui R&T Partners, LLC shall provide annual compliance reports to the Department of Planning on its progress in complying with the conditions of zoning, commencing within one year of the effective date of the ordinance and continuing until such time as the conditions have been fully satisfied, as determined by the Department of Planning.

DIGEST

ORDINANCE NO. _____
BILL NO. 76 (2016)

A BILL FOR AN ORDINANCE TO CHANGE ZONING FROM
KIHEI RESEARCH AND TECHNOLOGY PARK DISTRICT AND
AGRICULTURAL DISTRICT TO MAUI RESEARCH & TECHNOLOGY
PARK DISTRICT (CONDITIONAL ZONING)
FOR PROPERTY SITUATED AT KIHEI, MAUI, HAWAII

This bill proposes to change zoning from Kihei Research and Technology Park District and Agricultural District to Maui Research & Technology Park District (Conditional Zoning) for approximately 390.104 acres located at Kihei, Maui, Hawaii.

I, JOSIAH K. NISHITA, Deputy County Clerk of the County of Maui, State of Hawaii, DO HEREBY CERTIFY that the foregoing BILL NO. 76 (2016) was passed on First Reading by the Council of the County of Maui, State of Hawaii, on the 15th day of July, 2016, by the following vote:

AYES: Councilmembers Gladys C. Baisa, Robert Carroll, Eleanora Cochran, Donald G. Couch Jr., S. Stacy Crivello, G. Riki Hokama, Michael P. Victorino, and Chair Michael B. White.

NOES: None.

EXCUSED: Vice-Chair Donald S. Guzman.

DATED at Wailuku, Maui, Hawaii, this 18th of July, 2016.



JOSIAH K. NISHITA, DEPUTY COUNTY CLERK
COUNTY OF MAUI, STATE OF HAWAII

Copies of the foregoing Bill, in full, are on file in the Office of the County Clerk, County of Maui, for use and examination by the public.