

REQUEST FOR LEGAL SERVICES

Date: May 10, 2019
From: Alice L. Lee, Chair
Water and Infrastructure Committee

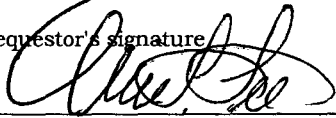
TRANSMITTAL

Memo to: DEPARTMENT OF THE CORPORATION COUNSEL
Attention: David A. Galazin, Esq.

Subject: Dedication of Roadway Lots, Wailuku Parkside Subdivision, Phase I and Phase II (Wailuku) (WAI-32)

Background Data: Please review the attached proposed resolution, which has been revised to reference MCC Section 18.40.010. A hard copy of the approved resolution is requested with your response.

Work Requested: ☒ FOR APPROVAL AS TO FORM AND LEGALITY
☐ OTHER:

<p>Requestor's signature</p>  Alice L. Lee	<p>Contact Person</p> <p>Christy Chung</p> <p>(Telephone Extension: 7137)</p>
--	---

☐ ROUTINE (WITHIN 15 WORKING DAYS) ☐ RUSH (WITHIN 5 WORKING DAYS)
☐ PRIORITY (WITHIN 10 WORKING DAYS) ☒ URGENT (WITHIN 3 WORKING DAYS)

☒ SPECIFY DUE DATE (IF IMPOSED BY SPECIFIC CIRCUMSTANCES): May 13, 2019, 9:00 am
REASON: Item is on the May 13, 2019 WAI Committee meeting agenda.

FOR CORPORATION COUNSEL'S RESPONSE

ASSIGNED TO:	ASSIGNMENT NO.	BY:
--------------	----------------	-----

TO REQUESTOR: ☐ APPROVED ☐ DISAPPROVED ☐ OTHER (SEE COMMENTS BELOW)
☐ RETURNING--PLEASE EXPAND AND PROVIDE DETAILS REGARDING ITEMS AS NOTED

COMMENTS (NOTE - THIS SECTION NOT TO BE USED FOR LEGAL ADVICE):

DEPARTMENT OF THE CORPORATION COUNSEL

Date _____

By _____

(Rev. 7/03)

wai:ltr:032acc01:ckc

Attachment

Resolution

No. _____

ACCEPTING DEDICATION OF ROADWAY LOTS FOR THE
WAILUKU PARKSIDE SUBDIVISION, PHASE I AND PHASE II,
SITUATED IN WAILUKU, MAUI, HAWAII,
PURSUANT TO SECTIONS 3.44.015 AND 18.40.010,
MAUI COUNTY CODE

WHEREAS, KLD HOLDINGS, LLC, a Hawaii limited liability company (hereinafter called "Owner"), desires to dedicate Roadway Lots 19, 20, 21, 105, 106, 107, 108, 109, and 110, located within the Wailuku Parkside Subdivision, Phase I and Phase II, Tax Map Key Numbers (2) 3-4-046:019, (2) 3-4-046:020, (2) 3-4-046:021, (2) 3-4-047:065, and (2) 3-4-048:042, Subdivision File Nos. 3.1828 and 3.1829, ("Roadway Lots") as more fully described in Exhibit "A" of the Amended and Restated Warranty Deed attached hereto as Exhibit "1" and made a part hereof; and

WHEREAS, the Acting Director of Public Works has reviewed the dedication and recommends its approval; and

WHEREAS, pursuant to Section 3.44.015(D), Maui County Code, the County Council may accept any interest in real property by the passage of a resolution approved by a majority of its members; and

Resolution No. _____

WHEREAS, by County Communication 19-128, the Acting Director of Public Works stated that the Roadway Lots are not in compliance with applicable County standards; and

WHEREAS, Section 18.40.010, Maui County Code, provides that the County shall not, by dedication, accept any street as a public highway, except upon full compliance with the provisions of Title 18, Maui County Code, or as otherwise deemed to be in the public interest by the Council; now, therefore,

BE IT RESOLVED by the Council of the County of Maui:

1. That the Council deems the acceptance of Roadway Lots 19, 20, 21, 105, 106, 107, 108, 109, and 110, as described in the Amended and Restated Warranty Deed attached hereto as Exhibit "1", to be in the public interest, pursuant to Section 18.40.010, Maui County Code; and

2. That it hereby accepts the dedication of the Roadway Lots by the Owner to the County of Maui in accordance with said Amended and Restated Warranty Deed; and

3. That it does hereby authorize the Mayor of the County of Maui to execute all necessary documents in connection with the acceptance of said dedication; and

Resolution No. _____

4. That certified copies of this Resolution be transmitted to the Mayor of the County of Maui, the Acting Director of Public Works, and the Owner.

APPROVED AS TO FORM
AND LEGALITY:

DAVID A. GALAZIN
Deputy Corporation Counsel
County of Maui
wai:misc:032areso01:ckc

LAND COURT

REGULAR SYSTEM

AFTER RECORDATION, RETURN BY: MAIL (XX) PICK-UP ()

COUNTY OF MAUI
Department of Finance
200 South High Street
Wailuku, Hawaii 96793

TMK Nos.: (2) 3-4-046: 019;
(2) 3-4-046: 020; (2) 3-4-046: 021;
(2) 3-4-047: 065; (2) 3-4-048: 042

Total No. of Pages: _____

AMENDED AND RESTATED WARRANTY DEED

This AMENDED AND RESTATED WARRANTY DEED is dated _____, 2018 and made by KLD HOLDINGS, LLC, a Hawaii limited liability company, whose address is 1100 Alakea Street, 27th Floor, Honolulu, Hawaii 96813 (hereinafter the "Grantor").

RECITALS:

A. By Warranty Deed recorded in the Bureau of Conveyances of the State of Hawaii on September 13, 2017 as Document No. A-64650521 (the "Warranty Deed"), the Grantor attempted to convey to the COUNTY OF MAUI, a political subdivision of the State of Hawaii (the "County") that certain parcel of land being more particularly described in Exhibit "A" attached hereto (the "Property").

B. All acquisition of real property by the County must comply with Chapter 3.44 of the Maui County Code (the "MCC").

C. Under the MCC, the Maui County Council may accept donations of real property or acquire property above a certain dollar threshold by Council resolution. The Council

has delegated authority to the Director of Finance to accept conveyance of real property without Council approval in four enumerated circumstances: water, sewage, parks, and infrastructure. *See* MCC 3.44.015(F).

D. Section 3.44.015(F)(4) of the MCC allows such acceptance contemplated above only if the conveyance is first approved by the Director of Public Works and involves a road lot. In this case, the conveyance involves roadway lots.

E. The Director of Finance, however, shall not acquire, or accept any conveyance of, any real property or easement under MCC 3.44.015 unless: (1) the Corporation Counsel reviews and approves as to form and legality the conveyance documents; and (2) the Director of Public Works reviews and approves the metes and bounds description of the real property or easement being acquired or conveyed. *See* MCC 3.44.015(G).

F. The Warranty Deed was recorded by Grantor without complying with Section 3.44.015 of the MCC. As such, the Warranty Deed has no legal effect and the Warranty Deed did not convey any property to the County.

G. The Grantor now desires to amend and restate the Warranty Deed for the purpose of complying with the MCC, to give legal effect to the Warranty Deed and transfer of the Property to the County.

NOW THEREFORE, the Warranty Deed is AMENDED AND RESTATED in its entirety as follows:

KNOW ALL MEN BY THESE PRESENTS:

That KLD HOLDINGS, LLC, a Hawaii limited liability company, whose address is 1100 Alakea Street, 27th Floor, Honolulu, Hawaii 96813 (hereinafter the "Grantor"), pursuant to Section 3.44.015 F.4 of the Maui County Code, does hereby convey to the COUNTY OF MAUI, a political subdivision of the State of Hawaii, whose principal office and mailing address is 200 South High Street, Wailuku, Hawaii 96793, (hereinafter "Grantee"), that certain property situate at Auhaka, Lamalii, Laiunui, Pauniu, Pohakea, Pohakuuli, Wailuku, Island and County of Maui, State of Hawaii, more particularly described and shown in Exhibit "A", attached hereto and incorporated herein by reference, unto the Grantee, as Tenant in Severalty, its legal successors and assigns, forever, including the reversions, remainders, rents, issues and profits thereof and all of the estate, right, title and interests of Grantor, both at law and in equity, therein and thereto.

TO HAVE AND TO HOLD the same, together with all buildings, improvements, tenements, rights, easements, hereditaments, privileges and appurtenances thereto belonging or appertaining, or held and enjoyed in connection therewith unto the Grantee according to the tenancy hereinabove set forth, absolutely and in fee simple, forever.

AND the Grantor hereby covenants with the Grantee that the Grantor is lawfully seized in fee simple of the described real and personal property and that the Grantor has good right to convey the same as aforesaid; that the property is free and clear of all encumbrances, except as may be described in Exhibit "A"; and the Grantor will WARRANT AND DEFEND the same unto Grantee, forever, against the lawful claims and demands of all persons.

It is understood and agreed that the term "property" shall be deemed to mean and include the property specifically described in Exhibit "A", all buildings and improvements thereon (including any personal property described in Exhibit "A") and all rights, easements, privileges and appurtenances in connection therewith, that the terms "Grantor" and "Grantee", as and when used herein, or any pronouns used in place thereof, shall mean and include the masculine and/or feminine, the singular or plural number, individuals, firms or corporations, that the rights and obligations of the Grantor and Grantee shall be binding upon and inure to the benefit of their respective estates, heirs, personal representatives, successors in trust and assigns and that where there is more than one Grantor or Grantee, any covenants of the respective party shall be and for all purposes deemed to be joint and several.

IN WITNESS WHEREOF, the undersigned have executed this instrument on this _____ day of _____, 20____.

GRANTOR:

KLD HOLDINGS, LLC,
a Hawaii limited liability company

By its manager:

KEHALANI MAUKA LLC,
A Hawaii limited liability company

By 
Stanford S. Carr
Manager

REVIEWED AND APPROVED:

By: _____

DAVID C. GOODE

Director of Public Works

ACCEPTED:

By: _____

MARK R. WALKER

Director of Finance

APPROVED AS TO FORM
AND LEGALITY:

DAVID A. GALAZIN

Deputy Corporation Counsel

County of Maui

STATE OF HAWAII)
) ss.:
CITY AND COUNTY OF HONOLULU)

On this 10th day of November, 2018, before me personally appeared **STANFORD S. CARR**, 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 capacity(ies) shown, having been duly authorized to execute such instrument in such capacity(ies).

Lynnette R. Tachi

(Print or Type Name of Notary)

Lynnette R. Tachi
(Signature of Notary)

Notary Public, State of Hawaii
My Commission Expires: 06/11/2022

NOTARY CERTIFICATION STATEMENT

Document Identification or Description: **Warranty Deed**

Doc. Date: _____ or ☒ Undated at time of notarization.

No. of Pages: 19 Jurisdiction: **First Circuit**
(in which notarial act is performed)

Lynnette R. Tachi
Signature of Notary

NOV 13 2018

Date of Notarization and
Certification Statement

Lynnette R. Tachi
Printed Name of Notary

(Official Stamp or Seal)

STATE OF HAWAII)
) ss.:
COUNTY OF _____)

On this _____ day of _____, 2018, before me personally appeared _____, 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 capacity(ies) shown, having been duly authorized to execute such instrument in such capacity(ies).

(Print or Type Name of Notary)

(Signature of Notary)

Notary Public, State of Hawaii
My Commission Expires:

NOTARY CERTIFICATION STATEMENT

Document Identification or Description: Warranty Deed

Doc. Date: _____ or ☐ Undated at time of notarization.

No. of Pages: _____ Jurisdiction: _____ Circuit
(in which notarial act is performed)

Signature of Notary

Date of Notarization and
Certification Statement

Printed Name of Notary

(Official Stamp or Seal)

STATE OF HAWAII)
) ss.:
COUNTY OF _____)

On this _____ day of _____, 2018, before me personally appeared _____, 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 capacity(ies) shown, having been duly authorized to execute such instrument in such capacity(ies).

(Print or Type Name of Notary)

(Signature of Notary)

Notary Public, State of Hawaii
My Commission Expires:

NOTARY CERTIFICATION STATEMENT

Document Identification or Description: Warranty Deed

Doc. Date: _____ or ☐ Undated at time of notarization.

No. of Pages: _____ Jurisdiction: _____ Circuit
(in which notarial act is performed)

Signature of Notary

Date of Notarization and
Certification Statement

Printed Name of Notary

(Official Stamp or Seal)

STATE OF HAWAII

)

) ss.:

COUNTY OF _____

)

On this _____ day of _____, 2018, before me personally appeared _____, 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 capacity(ies) shown, having been duly authorized to execute such instrument in such capacity(ies).

(Print or Type Name of Notary)

(Signature of Notary)

Notary Public, State of Hawaii
My Commission Expires:

NOTARY CERTIFICATION STATEMENT

Document Identification or Description: Warranty Deed

Doc. Date: _____ or ☐ Undated at time of notarization.

No. of Pages: _____ Jurisdiction: _____ Circuit
(in which notarial act is performed)

Signature of Notary

Date of Notarization and
Certification Statement

Printed Name of Notary

(Official Stamp or Seal)

EXHIBIT "A"

ITEM I

All of that certain parcel of land situate at Auhaka, Lamalii, Laiunui, Pauniu, Pohakea, Pohakuuli, Wailuku, Island and County of Maui, State of Hawaii, being ROADWAY LOT 19 of the "WAILUKU PARKSIDE SUBDIVISION, PHASE I", as shown on File Plan Number 2277, filed in the Bureau of Conveyances of the State of Hawaii, and containing an area of 8,169 square feet, more or less.

BEING THE PREMISES ACQUIRED BY WARRANTY DEED

GRANTOR: WAILUKU PARKSIDE, LLC, a Hawaii limited liability company

GRANTEE: KLD HOLDINGS, LLC, a Hawaii limited liability company

DATED: March 13, 2008

RECORDED: Document No. 2008-044568

SUBJECT, HOWEVER, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. The terms and provisions, covenants, conditions and reservations, contained in the following:

DEED

DATED: April 14, 1998

RECORDED: Document No. 98-051930

3. **STATEMENT OF IMPOSITION OF CONDITIONS BY THE LAND USE COMMISSION**

DATED: December 14, 1998

RECORDED: Document No. 98-188657

4. DECLARATION

DATED: -----

RECORDED: Document No. 99-011219

5. UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

DATED: February 9, 1999

RECORDED: Document No. 99-033758

6. DECLARATION

DATED: February 12, 1999

RECORDED: Document No. 99-026846

7. GRANT

TO: MAUI ELECTRIC COMPANY, LIMITED and GTE
HAWAIIAN TELEPHONE COMPANY INCORPORATED, now known as
VERIZON HAWAII INC.

DATED: June 8, 2000

RECORDED: Document No. 2000-127671

GRANTING: a perpetual right and easement to build, construct, reconstruct, rebuild, repair,
maintain and operate underground power lines, etc. for the transmission of
electricity.

8. DECLARATION

DATED: September 19, 2000

RECORDED: Document No. 2000-132827

ITEM II

All of that certain parcel of land situate at Auhaka, Lamalii, Laiunui, Pauniu, Pohakea, Pohakuuli, Wailuku, Island and County of Maui, State of Hawaii, being ROADWAY LOT 20 of the "WAILUKU PARKSIDE SUBDIVISION, PHASE I", as shown on File Plan Number 2277, filed in the Bureau of Conveyances of the State of Hawaii, and containing an area of 9,416 square feet, more or less.

BEING THE PREMISES ACQUIRED BY WARRANTY DEED

GRANTOR: WAILUKU PARKSIDE, LLC, a Hawaii limited liability company

GRANTEE: KLD HOLDINGS, LLC, a Hawaii limited liability company

DATED: March 13, 2008

RECORDED: Document No. 2008-044568

SUBJECT, HOWEVER, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. The terms and provisions, covenants, conditions and reservations, contained in the following:

DEED

DATED: April 14, 1998

RECORDED: Document No. 98-051930

3. STATEMENT OF IMPOSITION OF CONDITIONS BY THE LAND USE COMMISSION

DATED: December 14, 1998

RECORDED: Document No. 98-188657

4. DECLARATION

DATED: ----

RECORDED: Document No. 99-011219

5. UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

DATED: February 9, 1999

RECORDED: Document No. 99-033758

6. DECLARATION

DATED: February 12, 1999

RECORDED: Document No. 99-026846

7. HOLD HARMLESS AGREEMENT

DATED: June 26, 2000

RECORDED: Document No. 2000-092864

PARTIES: THE COUNTY OF MAUI, "COUNTY", and SCD INTERNATIONAL, LLC, a Hawaii limited liability company, "DEVELOPER" and WAILUKU PARKSIDE MAUI, LLC, a Hawaii limited liability company, "OWNER"

8. DECLARATION

DATED: September 19, 2000

RECORDED: Document No. 2000-132827

9. GRANT

TO: MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED, now known as VERIZON HAWAII INC.

DATED: June 8, 2000

RECORDED: Document No. 2000-127671

GRANTING: a perpetual right and easement to build, construct, reconstruct, rebuild, repair, maintain and operate underground power lines, etc. for the transmission of electricity.

ITEM III

All of that certain parcel of land situate at Auhaka, Lamalii, Laiunui, Pauniu, Pohakea, Pohakuuli, Wailuku, Island and County of Maui, State of Hawaii, being ROADWAY LOT 21 of the "WAILUKU PARKSIDE SUBDIVISION, PHASE I", as shown on File Plan Number 2277, filed in the Bureau of Conveyances of the State of Hawaii, and containing an area of 7,455 square feet, more or less.

BEING THE PREMISES ACQUIRED BY WARRANTY DEED

GRANTOR: WAILUKU PARKSIDE, LLC, a Hawaii limited liability company

GRANTEE: KLD HOLDINGS, LLC, a Hawaii limited liability company

DATED: March 13, 2008

RECORDED: Document No. 2008-044568

SUBJECT, HOWEVER, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. The terms and provisions, covenants, conditions and reservations, contained in the following:

DEED

DATED: April 14, 1998
RECORDED: Document No. 98-051930

3. STATEMENT OF IMPOSITION OF CONDITIONS BY THE LAND USE COMMISSION

DATED: December 14, 1998
RECORDED: Document No. 98-188657

4. DECLARATION

DATED: -----
RECORDED: Document No. 99-011219

5. UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

DATED: February 9, 1999
RECORDED: Document No. 99-033758

6. DECLARATION

DATED: February 12, 1999
RECORDED: Document No. 99-026846

7. HOLD HARMLESS AGREEMENT

DATED: June 26, 2000
RECORDED: Document No. 2000-092864
PARTIES: THE COUNTY OF MAUI, "COUNTY", and SCD INTERNATIONAL, LLC, a Hawaii limited liability company, "DEVELOPER" and WAILUKU PARKSIDE MAUI, LLC, a Hawaii limited liability company, "OWNER"

8. GRANT

TO: MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN TELEPHONE COMPANY INCORPORATED, now known as VERIZON

HAWAII INC.

DATED: June 8, 2000
RECORDED: Document No. 2000-127671
GRANTING: a perpetual right and easement to build, construct, reconstruct, rebuild, repair, maintain and operate underground power lines, etc. for the transmission of electricity.

9. DECLARATION

DATED: September 19, 2000
RECORDED: Document No. 2000-132827

ITEM IV

All of those certain parcels of land situate at Auhaka, Lamalii, Lamaunui, Pauniu, Pohakea, Pohakuuli, Wailuku, Island and County of Maui, State of Hawaii, being ROADWAY LOT 105, area 73,947 square feet or 1.698 acres, ROADWAY LOT 106, area 19,131 square feet or 0.439 acres, and ROADWAY LOT 107, area 20,678 square feet or 0.475 acres, of the "WAILUKU PARKSIDE SUBDIVISION, PHASE II", as shown on File Plan Number 2279, filed in the Bureau of Conveyances of the State of Hawaii.

Together with the right in the nature of a defeasible, non-exclusive appurtenant easement for ingress and egress purposes over, across and through that certain parcel of land (Eha Street Extension Subdivision, Description of Lot 10) (Eha Street Extension Right-of-Way) being more particularly described in instrument dated August 12, 1999, recorded as Document No. 99-131369; provided, however, that the easement and all rights granted hereunder shall automatically terminate if and when the Easement Area is condemned by or dedicated and conveyed to the County of Maui or any other governmental authority for use as a public roadway.

BEING THE PREMISES ACQUIRED BY WARRANTY DEED

GRANTOR: WAILUKU PARKSIDE, LLC, a Hawaii limited liability company

GRANTEE: KLD HOLDINGS, LLC, a Hawaii limited liability company

DATED: March 13, 2008
RECORDED: Document No. 2008-044568

SUBJECT, HOWEVER, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. Any and all existing utility poles and wire lines in favor of Maui Electric

Company, Limited and GTE Hawaiian Telephone Company, Incorporated, now known as Verizon Hawaii Inc.

3. -AS TO LOT 105:-

(A) Existing waterline easements as shown on File Plan 2279.

4. -AS TO LOTS 105 AND 107:-

(A) LICENSE

TO: COUNTY OF MAUI

DATED: February 15, 1955

RECORDED: Liber 2932 Page 183

GRANTING: to construct, install, maintain, operate, repair and remove a storm drain, etc. through, within, under and across the hereinafter described parcels "A" being more particularly described therein

5. The terms and provisions, covenants, conditions and reservations, contained in the following:

LIMITED WARRANTY DEED

DATED: April 14, 1998

RECORDED: Document No. 98-051930

The foregoing includes, but is not limited to, matters relating to agricultural activities, including sugar cane burning, on nearby lands, and reserving unto C. Brewer Homes, Inc. all water and water rights.

6. STATEMENT OF IMPOSITION OF CONDITIONS BY THE LAND USE COMMISSION

DATED: December 14, 1998

RECORDED: Document No. 98-188657

7. DECLARATION

DATED: January 22, 1999

RECORDED: Document No. 99-011219

8. UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

DATED: February 9, 1999
RECORDED: Document No. 99-033758

9. DECLARATION

DATED: February 12, 1999
RECORDED: Document No. 99-026846

10. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN
TELEPHONE COMPANY INCORPORATED, now known as VERIZON
HAWAII INC.

DATED: June 8, 2000
RECORDED: Document No. 2000-127671
GRANTING: a perpetual right and easement to build, construct, reconstruct, rebuild, repair,
maintain and operate underground power lines, etc. for the transmission of
electricity, etc.

11. DECLARATION

DATED: September 19, 2000
RECORDED: Document No. 2000-132827

ITEM V

All of that certain parcel of land situate at Auhaka, Lamalii, Lamaunui, Pauniu, Pohakea, Pohakuuli, Wailuku, Island and County of Maui, State of Hawaii, being ROADWAY LOT 108, area 9,143 square feet, ROADWAY LOT 109, area 30,679 square feet, and ROADWAY LOT 110, area 6,858 square feet, more or less of the "WAILUKU PARKSIDE SUBDIVISION, PHASE II", as shown on File Plan Number 2279, filed in the Bureau of Conveyances of the State of Hawaii.

BEING THE PREMISES ACQUIRED BY WARRANTY DEED

GRANTOR: WAILUKU PARKSIDE, LLC, a Hawaii limited liability company

GRANTEE: KLD HOLDINGS, LLC, a Hawaii limited liability company

DATED: March 13, 2008
RECORDED: Document No. 2008-044568

SUBJECT, HOWEVER, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. Any and all existing utility poles and wire lines in favor of Maui Electric Company, Limited and GTE Hawaiian Telephone Company Incorporated, now known as VERIZON HAWAII INC.
3. The terms and provisions, covenants, conditions and reservations, contained in the following:

LIMITED WARRANTY DEED

DATED: April 14, 1998
RECORDED: Document No. 98-051930

The foregoing includes, but is not limited to, matters relating to agricultural activities, including sugar cane burning, on nearby lands, and reserving unto Brewer Homes, Inc. all water and water rights.

4. STATEMENT OF IMPOSITION OF CONDITIONS BY THE LAND USE COMMISSION

DATED: December 14, 1998
RECORDED: Document No. 98-188657

5. DECLARATION

DATED: January 22, 1999
RECORDED: Document No. 99-011219

6. UNILATERAL AGREEMENT AND DECLARATION FOR CONDITIONAL ZONING

DATED: February 9, 1999
RECORDED: Document No. 99-033758

7. DECLARATION

DATED: February 12, 1999
RECORDED: Document No. 99-026846

8. GRANT

TO : MAUI ELECTRIC COMPANY, LIMITED and GTE HAWAIIAN

TELEPHONE COMPANY INCORPORATED, now known as VERIZON
HAWAII INC.

DATED : June 8, 2000
RECORDED: Document No. 2000-127671
GRANTING: a perpetual right and easement to build, construct, reconstruct, rebuild, repair,
maintain and operate underground power lines, etc. for the transmission of
electricity, etc.

9. HOLD HARMLESS AGREEMENT

DATED : June 26, 2000
RECORDED: Document No. 2000-092864
PARTIES : THE COUNTY OF MAUI, "County", and SCD International, LLC, a Hawaii
Limited liability company, "Developer", and Wailuku Parkside-Maui, LLC, a
Hawaii limited liability company, "Owner"

10. DECLARATION

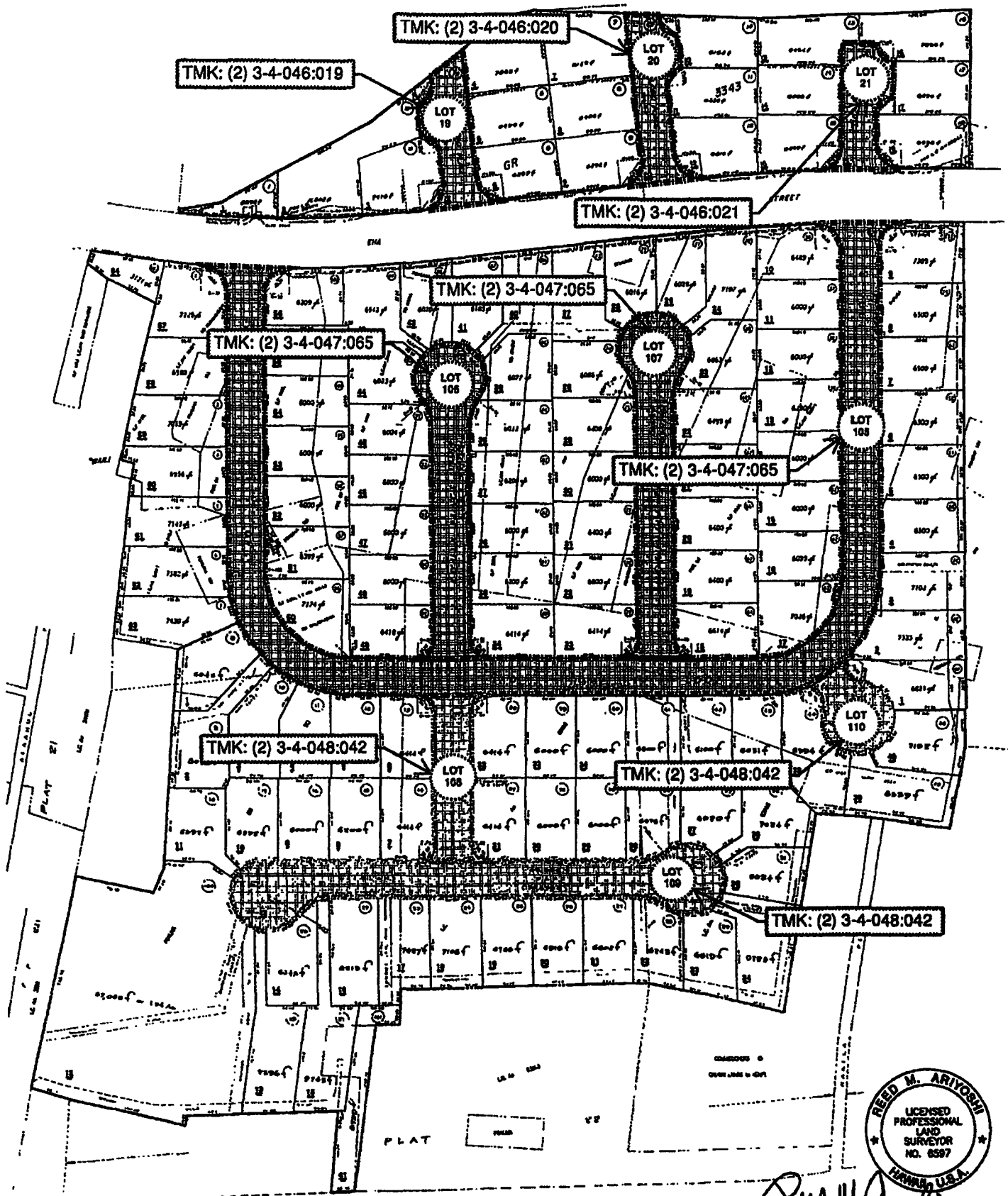
DATED: September 19, 2000
RECORDED: Document No. 2000-132827

11. The terms and provisions, covenants, conditions and reservations, contained in
the following:

LIMITED WARRANTY DEED

DATED: January 10, 2001
RECORDED: Document No. 2001-043466

[Exhibit A continues on next page with map depiction]



WAILUKU PARKSIDE