

STATE OF HAWAII
DEPARTMENT OF LAND AND NATURAL RESOURCES
Land Division
Honolulu, Hawaii 96813

August 9, 2024

Board of Land and Natural Resources
State of Hawaii
Honolulu, Hawaii

PSF No.: 24MD-074

Maui

Waiver of Land Use Restrictions Pursuant to Land Patent Grant 15,991, Napili 4 and 5, Lahaina, Maui Tax Map Keys: (2) 4-3-001: 005.

APPLICANT

Maui Land & Pineapple Company, Inc. (MLP), a Hawaii corporation.

LEGAL REFERENCE:

Section 171-63 Hawaii Revised Statutes (HRS), as amended.

LOCATION:

Privately-owned lands situated at Napili 4 and 5, Lahaina, Maui, further identified by Tax Map Key: (2) 4-3-001: 005, as shown on the attached map labeled Exhibit A.

AREA:

35.3 acres, more or less.

ZONING:

State Land Use District: Agriculture
County of Maui CZO: Agriculture

TRUST LAND STATUS:

Section 5(b) lands of the Hawaii Admission Act
DHHL 30% entitlement lands pursuant to the Hawaii State Constitution: NO

CURRENT USE STATUS:

Encumbered by a perpetual easement in favor of the public for a linear walking path.

CONSIDERATION:

One-time payment to be determined by independent appraiser, pursuant to Chapter 171-63, HRS, and subject to review and approval by the Chairperson.

PURPOSE:

Waiver of land use restrictions as reserved by Land Patent Grant (LPG) 15,991 restricting use to open space, park and recreational-style uses (Exhibit B).

CHAPTER 343 - ENVIRONMENTAL ASSESSMENT:

This action involves a release of deed restrictions encumbering former government lands and does not require the use of State funds or land. Therefore, this action is exempt from the provisions of Chapter 343, HRS. Inasmuch as Chapter 343 applies to Applicant's use of the land, Applicant shall be responsible for compliance with Chapter 343, HRS, as amended.

APPLICANT REQUIREMENTS:

Applicant shall be required to:

1. Process and obtain subdivision approval.
2. Provide survey maps and descriptions for the privately owned property according to State DAGS standards and at Applicant's own cost.
3. Pay for the appraisal cost to determine the one-time payment pursuant to Chapter 171-63(a), HRS.

REMARKS:

On May 24, 2004, the State of Hawaii, through its Board of Land and Natural Resources (Board), executed a land exchange with MLP, pursuant to Section 171-50, HRS. In this transaction the Board conveyed 223 acres of land of Napili, Maui to MLP in exchange for three parcels in the Mill Town Center located in Waikele totaling 1.432 acres (Exhibit C). The Board approved this exchange at its meeting of December 12, 2003, under Item D-46 (Exhibit D). The lands to be transferred to MLP were comprised of two parts as described below:

Ident.	TMK	Area	Restriction
Part 1	(2) 4-3-001:005	35.3 acres	Open space, park and recreational style uses only.
Part 2	(2) 4-3-001:006, 007 & 008	187.7 acres	Prohibiting residential dwellings.

Pursuant to Section 171-50, HRS, staff sought legislative approval for this exchange during

the Regular Session of 2004. To appease concerns raised by the Legislature, MLP agreed that these lands were conveyed subject to the use restrictions identified above. It is noted that the lands involved in this exchange were appraised prior to securing legislative approval and the impact of the restrictions listed above on the value of the land was not previously considered in the independent appraisal. In addition to inserting use restrictions into the adopted resolution, the Legislature understood that the appraised value of the Napili lands, notwithstanding the use restrictions agreed to by MLP, was still effective and agreeable to MLP.

Pursuant to the Legislature's directive, MLP subsequently returned to the Board at its December 9, 2005, meeting under Item D-7, to request a partial waiver of land use restrictions for approximately 32.9 acres of the 187.7-acre Part 1 (Exhibit E). The Legislature mandated that the Board may amend or waive the use restrictions only if MLP pays the State the difference between the fair market value of the land based upon its restricted use and the fair market value of the land with the restrictive conditions amended or waived. The Board granted this request, and an independent appraisal determined the value of the waiver of deed restrictions to be \$33,000. MLP eventually submitted payment in 2023, execution of the waiver for this portion of Part 2 is pending MLP's provision of subdivision maps. At that time, no changes were contemplated with respect to Part 1.

Pursuant to Section 171-63, HRS, MLP is now requesting that the Board waive the use restriction for the 35.3 acres identified as Part 1. MLP conveyed this request by letter dated April 19, 2024, stating that its intention is to place the parcel into productive use consistent with its zoning, including agricultural uses such as grazing and farming, both of which may also serve to reduce fire risk (Exhibit F).

RECOMMENDATION:

1. That the Board authorize the waiver of restrictions under the terms and conditions cited above which are by this reference incorporated herein and further subject to the following:
 - a. Submission of a resolution notifying the Senate President and the Speaker of the House of Representatives of the requested amendment or waiver of restrictions and pertinent details, including but not limited to the appraisal values and proposed payment adjustment, pursuant to House Resolution No. 157, HD1 which was adopted by the House of Representatives of the Twenty-Second Legislature of the State of Hawaii, Regular Session of 2004;
 - b. Review and approval by the Department of the Attorney General; and
 - c. Such other terms and conditions as may be prescribed by the Chairperson to best serve the interests of the State.

Respectfully Submitted,

Luke Sarvis

Luke J. Sarvis
Project Development Specialist

APPROVED FOR SUBMITTAL:



RT

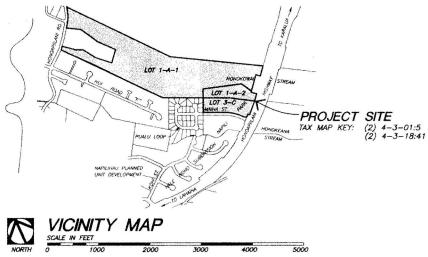
Dawn N. S. Chang, Chairperson

EXHIBIT A



TMK: (2) 4-3-001:005





NAPILI PARK SUBDIVISION

LAND SITUATED ON THE NORTHWESTERLY SIDE OF
HONAPILANI HIGHWAY (F.A.P. NO. RF-030-1 (3))
AT NAPILI 4 & 5 AND HONOKEANA 1 & 2, LAHAINA, MAUI, HAWAII

BEING PORTION OF GOVERNMENT CROWN LAND
OF NAPILI 4 & 5

OWNER OF PARCEL "1-A": STATE OF HAWAII
ADDRESS: HONOLULU, HI
OWNER OF LOT "3-C": COUNTY OF MAUI
ADDRESS: WAILUKU, HI

SUBDIVISION OF PARCEL "1-A" OF THE
HONOLIA WATERSHED PROJECT INTO
LOTS 1-A-1 AND 1-A-2 AND
DESIGNATION OF EASEMENT "A" OVER AND ACROSS LOT 3-C
OF THE HALE PAPA1 SUBDIVISION (LUCA FILE NO. 4.685)

SUBJECT, HOWEVER, TO A RESTRICTION OF
VEHICULAR ACCESS RIGHTS

THIS WORK WAS PREPARED BY ME OR UNDER
MY SUPERVISION.



RONALD M. FUKUMOTO ENGINEERING, INC.
ERIC H. YAMASHIRO LIC. EXPIRES: 4/30/04
LICENSED PROFESSIONAL LAND SURVEYOR
CERTIFICATE NO. 6580

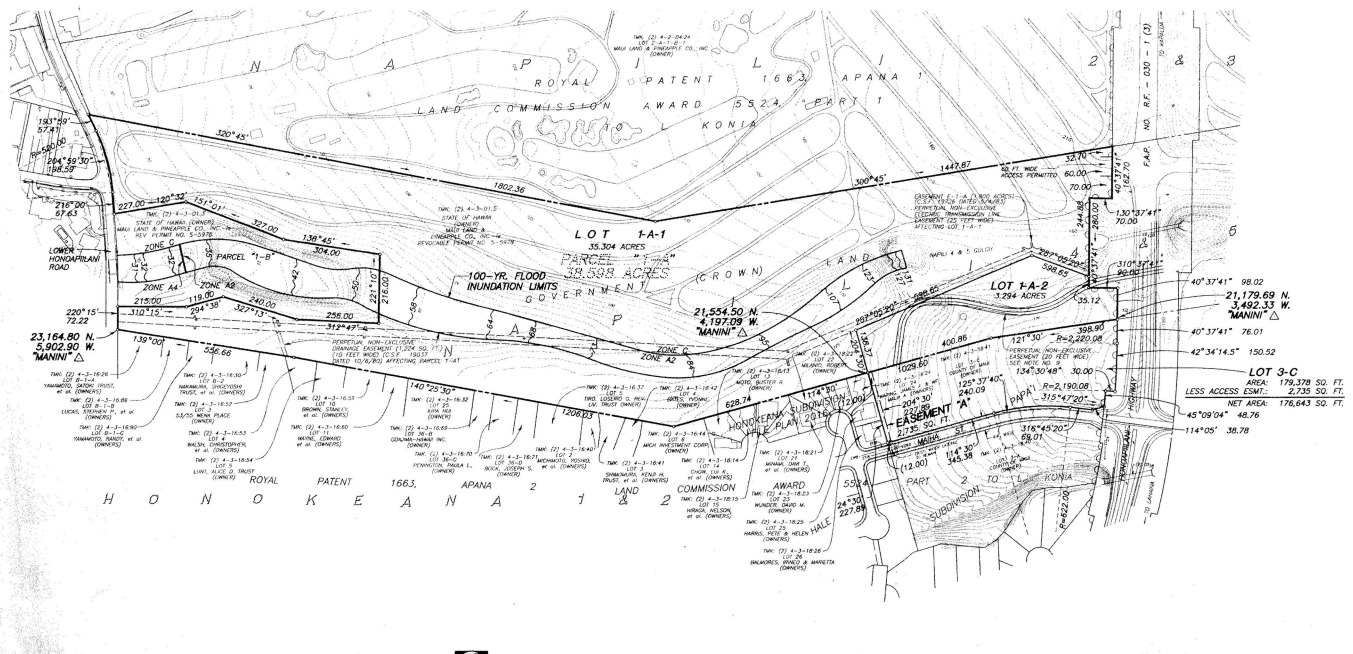
1721 WLI PA LOOP, SUITE 203
WAILUKU, MAUI, HAWAII 96793
DATED: NOVEMBER 27, 2002
REVISED: AUGUST 07, 2003

FINAL SUBDIVISION APPROVAL
(APPROVAL BASED UPON SECTION
18 12.050, M.C.C.)
Subdivision Number: LUCA File No. 4.685
Approved for Recordation with the Bureau of
Conveyances and Department of Taxation,
State of Hawaii.

[Signature]
Director of Public Works
and Waste Management
Date: 01/10/04

NOTES:

- ALL AZIMUTHS AND RECORD COORDINATES REFER TO GOVERNMENT SURVEY TRIANGULATION STATION "MANNI".
- OWNERS OF ADJOINING PARCELS ARE FROM RECORDS IN THE TAX MAPS BRANCH.
- DENOTES NO ACCESS PERMITTED.
- DENOTES ACCESS PERMITTED WITH WIDTH.
- CONTOURS AND EXISTING FEATURES WERE BASED ON NAPILIA MASTER PLAIN-BASE PLAN (WITH 5-FT. CONTOUR INTERVALS) PREPARED BY BELT COLLINS DATED FEBRUARY 15, 1996. CONTOURS ON LOTS 3-A & 3-C OF THE HONOKEANA SUBDIVISION NO. 2 (WITH 2-FT. CONTOUR INTERVALS) CONSTRUCTION PLANS PREPARED BY R.T. TANAKA ENGINEERS, INC. DATED JANUARY 20, 1993.
- FLOOD INSURANCE RATE MAP BOUNDARIES AND BASE FLOOD ELEVATIONS TAKEN FROM COMBINATION-FORMER NUMBERS 150003 0159 8 DATED JUNE 1, 1981. REFER TO FLOOD INSURANCE RATE MAP FOR EXPLANATION OF ZONE DESIGNATION NOTED ON THIS MAP.
 - ZONE A2 DENOTES FLOOD HAZARD AREA BOUNDARIES
- DENOTES BASE FLOOD ELEVATION CONTOUR IN FEET
- EXISTING EASEMENT E-1-A (25 FEET WIDE) IS A PERPETUAL NON-EXCLUSIVE ELECTRICAL TRANSMISSION LINE EASEMENT AFFECTING LOT 1-A-1, (1,800 ACRES), (C.S.F. 19,726 DATED 5/4/93)
- EXISTING EASEMENT (10 FEET WIDE) IS A PERPETUAL NON-EXCLUSIVE DRAINAGE EASEMENT AFFECTING LOT 1-A-1, (1,224 SQ. FT.) (C.S.F. 19037 DATED 10/6/80)
- EXISTING EASEMENT (20 FEET WIDE) IS A PERPETUAL NON-EXCLUSIVE ROADWAY EASEMENT AFFECTING LOT 1-A-1 AND LOT 1-A-2 (C.S.F. 17258 DATED 1/9/75)
- EASEMENT "A" (12-FEET WIDE) IS FOR ACCESS AND UTILITY PURPOSES IN FAVOR OF LOT 1-A-2 AFFECTING LOT 3-C OF THE PAPA1 SUBDIVISION, (2,736 SQ. FT.)
- ALL BOUNDARY CORNERS OF PARCEL "1-A-2" MARKED AS NOTED.
- PURSUANT TO MAUI COUNTY CODE SECTION 3.44.015(C), THE COUNTY OF MAUI IS NOT RESPONSIBLE FOR ANY PARK, ROADWAY, EASEMENT (INCLUDING BUT NOT LIMITED TO DRAINAGE, SEWER, ACCESS, RECLAIMED WATER, OR AVIATION EASEMENT), OR ANY OTHER INTEREST IN REAL PROPERTY SHOWN ON THIS MAP OR SHOWN ON THESE PLANS, UNLESS THE MAUI COUNTY COUNCIL HAS ACCEPTED ITS DESIGNATION BY A RESOLUTION APPROVED BY A MAJORITY OF THE COUNCIL'S MEMBERS AT A REGULAR OR SPECIAL MEETING OF THE MAUI COUNTY COUNCIL.



TAX MAP KEY: (2) 4-3-01.005 AND (2) 4-3-16.041

LUCA FILE NO. 4.685



R-283 STATE OF HAWAII
BUREAU OF CONVEYANCES
RECORDED
JUN 01, 2004 08:01 AM
Doc No(s) 2004-109848



20 3/3 Z3

/s/ CARL T. WATANABE
REGISTRAR OF CONVEYANCES
CONVEYANCE TAX: \$1510.00

LAND COURT SYSTEM

REGULAR SYSTEM

Return by Mail () Pickup () To:

DEPT. OF LAND AND NATURAL RESOURCES
LAND DIVISION

ATTN: CHARLENE E UNOKI
STATE OF HAWAII/DLNR
1151 PUNCHBOWL ST
RM 220
HONOLULU, HI 96813

TSACCOM: 200429446-8

RS

Total Number of Pages: 18

Tax Map Key Nos. (2)4-3-01:5, 6, 7 & 8

PATENTOR: STATE OF HAWAII

PATENTEE: MAUI LAND & PINEAPPLE COMPANY, INC.,
a Hawaii corporation
Box 187
Kahului, Hawaii 96733-6687

LAND PATENT GRANT NO. S-15,991

BY THIS PATENT the State of Hawaii, in conformity with the laws of the State of Hawaii relating to public lands, pursuant to the approval by the Board of Land and Natural Resources on December 12, 2003, and acting pursuant to Section 171-50, Hawaii Revised Statutes, grants to MAUI LAND & PINEAPPLE COMPANY, INC., a Hawaii corporation, whose address is Box 187, Kahului, Hawaii 96733-6687, hereinafter referred to as the "Patentee," for the consideration of Patentee's conveyance to Patentor of certain parcels of land located at Waikele, Oahu, Hawaii, pursuant to an Exchange Deed and Agreement to Exchange recorded concurrently herewith, the receipt whereof is hereby acknowledged, all of the land situate at Napili 4 and 5, Lahaina (Kaanapali), Maui, Hawaii, being designated as follows:



"Exchange State of Hawaii to Maui Land and Pineapple Company, Inc., Part 1," containing an area of 35.3 acres, more or less ("Part 1"), all more particularly described in Exhibit "A" and delineated on Exhibit "B," both of which are attached hereto and made parts hereof, said exhibits being a survey description prepared by the Survey Division, Department of Accounting and General Services, State of Hawaii, designated C.S.F. No. 23,769 and dated April 26, 2004, and delineated on survey map designated as H.S.S. Plat 1009-E, subject further to the restriction limiting the use of Part 1 to open space, park and recreational-style uses set forth below; and

"Exchange State of Hawaii to Maui Land and Pineapple Company, Inc., Part 2," containing an area of 187.7 acres, more or less ("Part 2"), all more particularly described in Exhibit "C" and delineated on Exhibit "D," both of which are attached hereto and made parts hereof, said exhibits being a survey description prepared by the Survey Division, Department of Accounting and General Services, State of Hawaii, designated C.S.F. No. 23,770 and dated April 26, 2004, and delineated on survey map designated as H.S.S. Plat 1009-F, subject further to the restriction prohibiting residential dwellings on Part 2 set forth below.

RESERVING TO THE STATE OF HAWAII, ITS SUCCESSORS AND ASSIGNS, THE FOLLOWING:

(1) All minerals as hereinafter defined, in, on or under the land and the right, on its own behalf or through persons authorized by it, to prospect for, mine, and remove these minerals and to occupy and use so much of the surface of the ground as may be required for all purposes reasonably extending to the mining and removal of these minerals by any means whatsoever, including strip mining. "Minerals," as used herein, shall mean any or all oil, gas, coal, phosphate, sodium, sulphur, iron, titanium, gold, silver, bauxite, bauxitic clay, diaspore, boehmite, laterite, gibbsite, alumina, all ores of aluminum and, without limitation thereon, all other mineral substances and ore deposits, whether solid, gaseous, or liquid, including all geothermal resources, in, on, or under the land, fast or submerged; provided, that "minerals" shall not include sand, gravel, rock, or other material suitable for use and used in general construction in furtherance of the Patentee's permitted activities on the land and not for sale to others.

(2) All surface and ground waters appurtenant to the land and the right on its own behalf or through persons authorized by it, to capture, divert, or impound the same and to



occupy and use so much of the land as may be required in the exercise of this right reserved.

Provided, however, that as a condition precedent to the exercise of the rights reserved in Paragraphs 1 and 2, just compensation shall be paid to the Patentee for any of Patentee's improvements taken.

AND THE PATENTEE, for itself, the Patentee's, successors and assigns, covenants with the State of Hawaii, and its successors as follows:

A) The use and enjoyment of the land herein granted shall not be in support of any policy which discriminates against anyone based upon race, creed, sex, color, national origin, religion, marital status, familial status, ancestry, physical handicap, disability, age or HIV (human immunodeficiency virus) infection.

B) The use of the land shall be in combination, consolidation, or otherwise with other abutting lands owned or developed by the Patentee and shall be used in accordance with the applicable zoning and subdivision ordinances of the County of Maui.

SUBJECT TO rights of native tenants and regulatory rights and ownership rights (if any) of the State of Hawaii established pursuant to state law including Chapter 6E, Hawaii Revised Statutes, over prehistoric or historic remains found in, on, or under the land.

SUBJECT FURTHER to the following restrictions: A restriction limiting the use of Part 1 to open space, park and recreational-style uses; and prohibiting residential dwellings on Part 2. These restrictions on use may be amended or waived only upon prior approval of the Board of Land and Natural Resources and payment to the State of the difference between the fair market value of the land subject to this restrictive covenant and the fair market value of the land with this restrictive covenant amended or waived pursuant to Chapter 171-63(a), Hawaii Revised Statutes.

TO HAVE AND TO HOLD said granted land unto the said Patentee, the Patentee's successors and assigns forever, subject, however, to the reservations, conditions and covenants herein set forth.



IN WITNESS WHEREOF, the State of Hawaii, by its Board of Land and Natural Resources, has caused the seal of the Department of Land and Natural Resources to be hereunto affixed and this Patent to be duly executed this 25th day of May, 2004.

Approved by the Board of Land and Natural Resources at its meeting held on December 12, 2003.

STATE OF HAWAII

By [Signature]
Chairperson
Board of Land and
Natural Resources

PATENTOR

MAUI LAND & PINEAPPLE COMPANY, INC., a Hawaii corporation

By [Signature]
David C. Cole
Its Chairman, President & CEO

And By [Signature]
~~Robert M. McNatt~~ **Paul J. Meyer**
Its ~~Vice President/Land Planning & Development~~
Executive Vice President/Finance
PATENTEE

APPROVED AS TO FORM:

[Signature]
Deputy Attorney General
Dated: 5/11/04



STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 17th day of May, 2004,
before me appeared David G. Cole and
~~Robert M. McNatt~~, to me personally
known, who, being by me duly sworn, did say that ~~they are the~~ he is
Chairman, President & CEO and ~~Vice President/Land Planning & Development~~ same
respectively, of MAUI LAND & PINEAPPLE COMPANY, INC., a Hawaii
corporation, and that the foregoing instrument was signed in
behalf of said corporation by authority of its Board of
Directors, and the said Chairman, President & CEO and
~~Vice President/Land Planning & Development~~ same ~~acknowledged~~ said instrument to be the
free act and deed of said corporation.

Debra A. Mahon 18
Notary Public, State of Hawaii

Debra A. Mahon

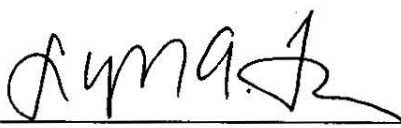
My commission expires: October 1, 2004



STATE OF HAWAII)
)
COUNTY OF MAUI) SS.

On this 18th day of May, 2004, before me appeared Paul J. Meyer, to me personally known, who, being by me duly sworn, did say that he is the Executive Vice President/Finance of MAUI LAND & PINEAPPLE COMPANY, INC., a Hawaii corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and the said Executive Vice President/Finance acknowledged said instrument to be the free act and deed of said corporation.

L.S.



Notary Public, State of Hawaii

Lydia A. Toda

My commission expires: 11-17-2004



STATE OF HAWAII

SURVEY DIVISION

DEPT. OF ACCOUNTING AND GENERAL SERVICES

HONOLULU

C.S.F. No. 23,769
H.S.S. Plat T009-E

April 26, 2004

EXCHANGE
STATE OF HAWAII
TO MAUI LAND AND PINEAPPLE COMPANY, INC. /

PART 1

Napili 4 and 5, Lahaina (Kaanapali), Maui, Hawaii

Being a portion of the Government (Crown) Land of Napili 4 and 5.

Beginning at the southwest corner of this parcel of land, on the north boundary of the land of Honokeana 1 and 2, Royal Patent 1663, Apana 2, Land Commission Award 5524, Part 2 to L. Konia and on the southeast side of Lower Honoapiilani Road, the coordinates of said point of beginning referred to Government Survey Triangulation Station "MANINI" (Puu Koli) being 23,164.80 feet North and 5902.90 feet West, thence running by azimuths measured clockwise from True South:-

1. 220° 15' 72.22 feet along the southeast side of Lower Honoapiilani Road;
2. 310° 15' 215.00 feet along Napili 4 and 5 Sediment Basin Site, Governor's Executive Order 3277;
3. 294° 38' 119.00 feet along Napili 4 and 5 Sediment Basin Site, Governor's Executive Order 3277;

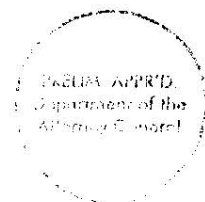
EXHIBIT "A"



4. 327° 13' 240.00 feet along Napili 4 and 5 Sediment Basin Site, Governor's Executive Order 3277;
5. 312° 47' 256.00 feet along Napili 4 and 5 Sediment Basin Site, Governor's Executive Order 3277;
6. 221° 10' 216.00 feet along Napili 4 and 5 Sediment Basin Site, Governor's Executive Order 3277;
7. 138° 45' 304.00 feet along Napili 4 and 5 Sediment Basin Site, Governor's Executive Order 3277;
8. 151° 01' 327.00 feet along Napili 4 and 5 Sediment Basin Site, Governor's Executive Order 3277;
9. 120° 32' 227.00 feet along Napili 4 and 5 Sediment Basin Site, Governor's Executive Order 3277;
10. 216° 00' 67.63 feet along the southeast side of Lower Honoapiilani Road;
11. Thence along the southeast side of Lower Honoapiilani Road on a curve to the left with a radius of 520.00 feet, the chord azimuth and distance being:
204° 59' 30" 198.59 feet;
12. 193° 59' 57.41 feet along the southeast side of Lower Honoapiilani Road;
13. 320° 45' 1802.36 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
14. 300° 45' 1447.87 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
15. 40° 37' 41" 32.70 feet along the northwest side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);



- 16. 40° 37' 41" 60.00 feet along the northwest side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 17. 40° 37' 41" 70.00 feet along the northwest side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 18. 130° 37' 41" 70.00 feet along a jog on the northwest side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 19. 40° 37' 41" 244.88 feet along the northwest side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 20. 150° 25' 189.74 feet along the remainder of the Government (Crown) Land of Napili 4 and 5;
- 21. 107° 05' 20" 598.65 feet along the remainder of the Government (Crown) Land of Napili 4 and 5;
- 22. 24° 30' 138.37 feet along the remainder of the Government (Crown) Land of Napili 4 and 5;
- 23. 114° 30' 628.74 feet along Honokeana Subdivision, File Plan 2016 and along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 24. 140° 25' 30" 1206.03 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 25. 139° 00' 556.66 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia to the point of beginning and containing an AREA OF 35.3 ACRES, MORE OR LESS.



Vehicle access into and from Honoapiilani Highway, F.A.P. No. RF-030-1(3), shall not be permitted over and across Courses 15, 17, 18 and 19 of the above-described Part 1.

Subject, however, to a portion of Perpetual Non-Exclusive Easement A (20.00 feet wide) for Roadway Purposes as noted in Grant S-15,266 to Maui Electric Company, Limited as shown on plan attached hereto and made a part hereof.

Reserving to the State of Hawaii, its successors and assigns, the following easements over and across the above-described Part 1, as shown on plan attached hereto and made a part hereof:

- A. Perpetual Non-Exclusive Electric Transmission Line Easement, Easement E-1-A.
- B. Perpetual Non-Exclusive Utility Easement, Easement U-1.
- C. Perpetual Non-Exclusive Drainage Easement.

SURVEY DIVISION
DEPARTMENT OF ACCOUNTING AND GENERAL SERVICES
STATE OF HAWAII

By: Ronald S. K. Sumida
Ronald S. K. Sumida
Land Surveyor

gm

Compiled from map and desc.
by Ronald M. Fukumoto Engineering, Inc.
Said map has been examined and checked as
to form and mathematical correctness
but not on the ground by the Survey Division.



HONOKAPILANI HIGHWAY



PART 1
35.3 ACRES, MORE OR LESS

NAPII 4 AND 5 SEDIMENT BASIN SITE
Lahaina & Pāhala, Maui, Hawaii
(C.S. 1968)

STATE OF HAWAII
DEPARTMENT OF ACCOUNTING AND GENERAL SERVICES
SURVEY DIVISION
Randall M. Hashimoto - State Land Surveyor

EXCHANGE
STATE OF HAWAII
TO MAUI LAND AND PINEAPPLE COMPANY, INC.

PART 1
Napili 4 and 5, Lahaina (Kaanapali), Maui, Hawaii

Scale: 1 inch = 100 feet
March 30, 2004

REDUCED NOT TO SCALE

Tracing By J. G. Lucas
Job No. Ma-295(03)

H.S.S. PLAT 1009-E

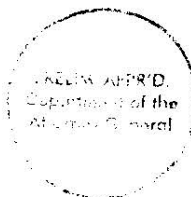


EXHIBIT "B"



STATE OF HAWAII

SURVEY DIVISION

DEPT. OF ACCOUNTING AND GENERAL SERVICES
HONOLULU

April 26, 2004

C.S.F. No. 23,770
H.S.S. Plat 1009-F

EXCHANGE
STATE OF HAWAII
TO MAUI LAND AND PINEAPPLE COMPANY, INC.

PART 2

Napili 4 and 5, Lahaina (Kaanapali), Maui, Hawaii

Being a portion of the Government (Crown) Land of Napili 4 and 5.

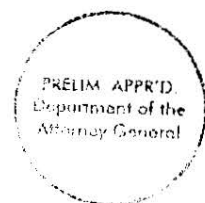
Beginning at the northwest corner of this parcel of land, on the south boundary of the land of Napili 2 and 3, Royal Patent 1663, Apana 1, Land Commission Award 5524, Part 1 to L. Konia and on the southeast side of Honoapiilani Highway, Federal Aid Project No. RF-030-1(3), the coordinates of said point of beginning referred to Government Survey Triangulation Station "MANINI" (Puu Koolii) being 21,462.98 feet North and 2919.90 feet West, thence running by azimuths measured clockwise from True South:-

- 1. 300° 45' 2111.17 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
- 2. 316° 30' 1894.20 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;

EXHIBIT "C"



- 3. 312° 45' 2739.70 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
- 4. 290° 45' 960.00 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
- 5. 20° 45' 250.00 feet along Napili Well Site B, Governor's Executive Order 3733;
- 6. 300° 00' 620.00 feet along Napili Well Site B, Governor's Executive Order 3733;
- 7. 210° 00' 150.00 feet along Napili Well Site B, Governor's Executive Order 3733;
- 8. 120° 00' 440.00 feet along Napili Well Site B, Governor's Executive Order 3733;
- 9. 162° 53' 165.79 feet along Napili Well Site B, Governor's Executive Order 3733;
- 10. 290° 45' 1487.60 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
- 11. 304° 45' 1168.20 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
- 12. 31° 45' 462.00 feet along the land of Napili 1, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
- 13. 112° 30' 219.10 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;



- 14. 102° 30' 2158.20 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 15. 155° 00' 267.30 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 16. 103° 01' 479.90 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 17. 107° 30' 261.08 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 18. 208° 30' 157.44 feet along Napili Well Site A, Governor's Executive Order 3373;
- 19. 134° 14' 20" 218.17 feet along Napili Well Site A, Governor's Executive Order 3373;
- 20. 28° 30' 257.44 feet along Napili Well Site A, Governor's Executive Order 3373;
- 21. 107° 30' 53.00 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 22. 131° 48' 3119.70 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 23. 143° 30' 805.20 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 24. 143° 00' 1412.40 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;



- 25. 121° 30' 449.51 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 26. 211° 30' 162.45 feet along Grant S-15,266 to Maui Electric Company, Limited;
- 27. 115° 40' 100.92 feet along Grant S-15,266 to Maui Electric Company, Limited;
- 28. 101° 38' 53.00 feet along Grant S-15,266 to Maui Electric Company, Limited;
- 29. 79° 40' 52.00 feet along Grant S-15,266 to Maui Electric Company, Limited;
- 30. 58° 50' 112.00 feet along Grant S-15,266 to Maui Electric Company, Limited;
- 31. 121° 30' 1173.94 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 32. 220° 37' 41" 117.49 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 33. 310° 37' 41" 40.00 feet along a jog on the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 34. 220° 37' 41" 17.15 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 35. 220° 37' 41" 20.00 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 36. 220° 37' 41" 262.85 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 37. 220° 37' 41" 60.00 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);



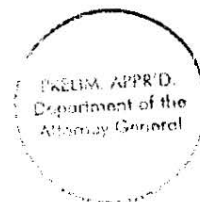
- 38. 220° 37' 41" 55.00 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 39. 310° 37' 41" 20.00 feet along a jog on the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 40. 220° 37' 41" 24.72 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3) to the point of beginning and containing an AREA OF 187.7 ACRES, MORE OR LESS.

Vehicle access into and from Honoapiilani Highway, F.A.P. RF-030-1(3) shall not be permitted over and across Courses 32, 33, 34, 36, 38, 39 and 40 of the above-described Part 2.

Access will be permitted into and from Honoapiilani Highway, F.A.P. RF-030-1(3), over and across Course 35 of the above-described Part 2, for utility maintenance purposes only.

Subject, however, to the following easements as shown on plan attached hereto and made a part hereof:

- A. Portion of Perpetual Non-Exclusive Easement A (20.00 feet wide) for Roadway Purposes as noted in Grant S-15,266 to Maui Electric Company, Limited.
- B. Perpetual Non-Exclusive Appurtenant Easement (40.00 feet wide) for Underground Tunnel over the Honokohau Ditch Right-of-Way covered by deed: Territory of Hawaii to Baldwin Packers, Limited, dated October 22, 1958 and recorded in Liber 3508, Page 351 (Land Office Deed 15,557).
- C. Roadway and Waterline Easements 1 and 2 of Napili Well Sites A and B, Governor's Executive Order 3733.



Reserving to the State of Hawaii, its successors and assigns, the following easements over and across the above-described Part 2, as shown on plan attached hereto and made a part hereof:

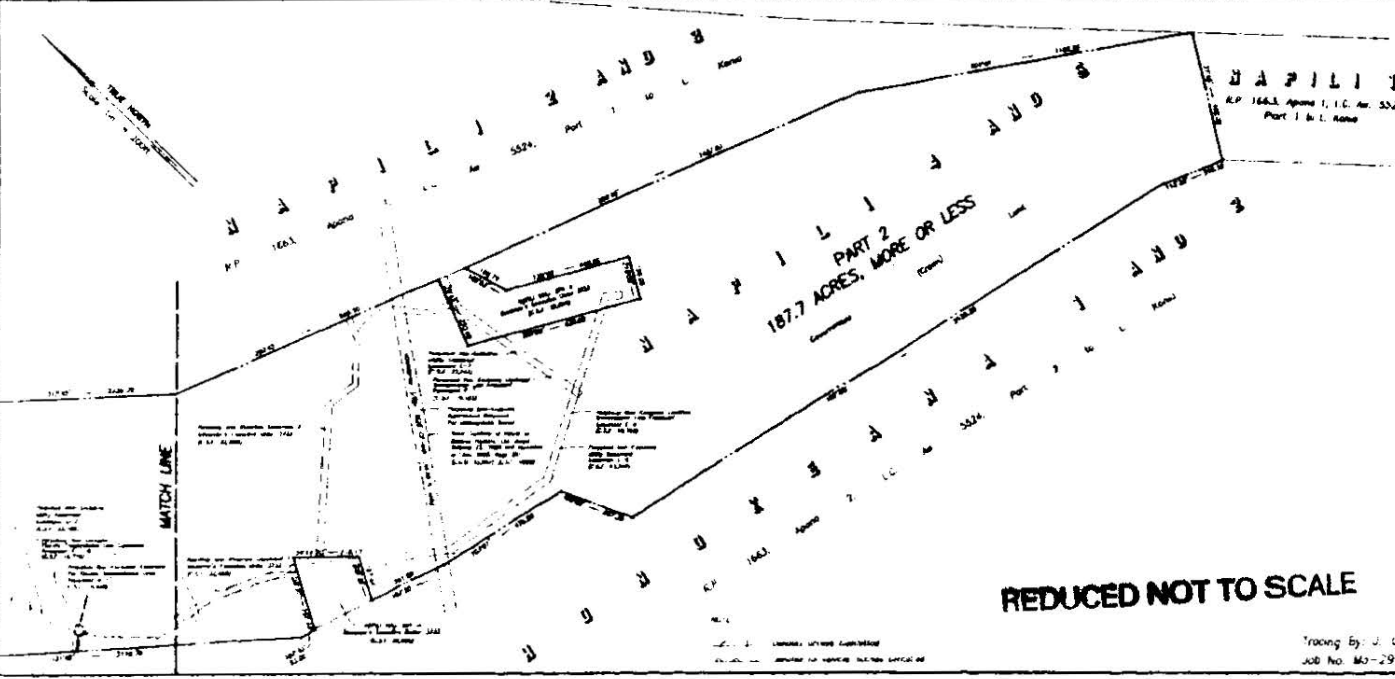
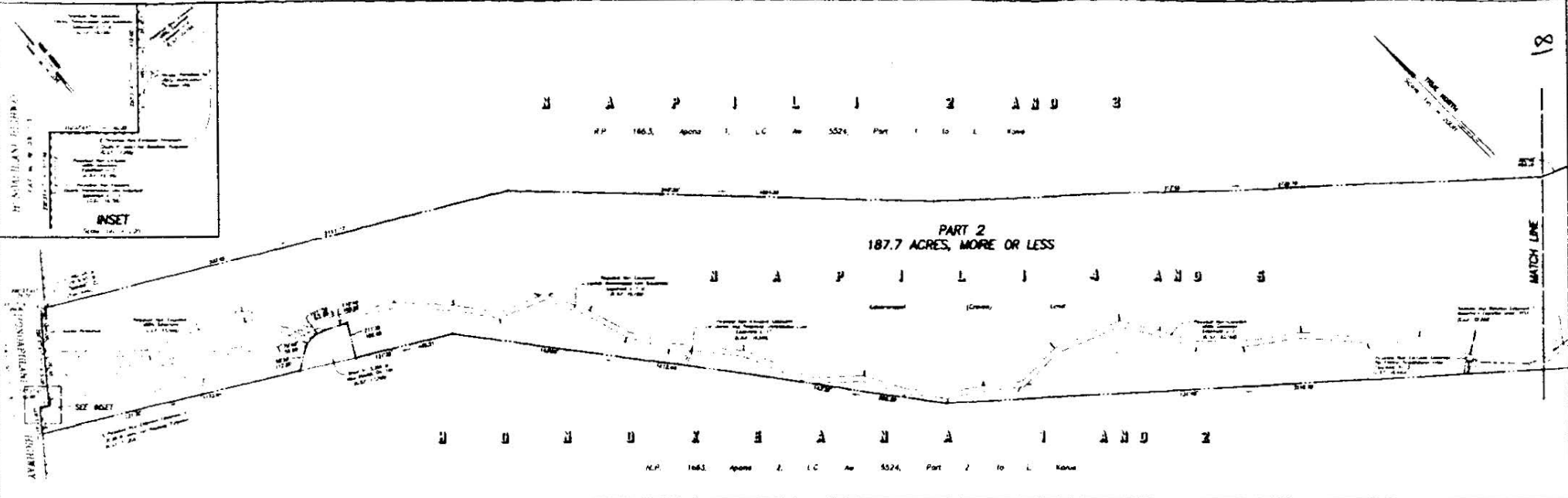
- A. Perpetual Non-Exclusive Easement for Electric Transmission Line, Easement R-13.
- B. Perpetual Non-Exclusive Electrical Transmission Line Easements, Easements E-6 and E-7.
- C. Perpetual Non-Exclusive Easement for Electric and Telephone Transmission Lines, Easement E-13.
- D. Perpetual Non-Exclusive Electric Transmission Line Easement, Easement E-1-B.
- E. Perpetual Non-Exclusive Utility Easement, Easement U-2.
- F. Perpetual Non-Exclusive Utility Easement, Easements E-6 and E-7.
- G. Perpetual Non-Exclusive Utility Easement.

SURVEY DIVISION
 DEPARTMENT OF ACCOUNTING AND GENERAL SERVICES
 STATE OF HAWAII

By: Ronald S. K. Sumida
 Ronald S. K. Sumida
 Land Surveyor gm

Compiled from Govt.
Survey Records.





STATE OF HAWAII
DEPARTMENT OF ACCOUNTING AND GENERAL SERVICES
SURVEY DIVISION

Randall M. Hashimoto - State Land Surveyor

EXCHANGE
STATE OF HAWAII
TO MAUI LAND AND PINEAPPLE COMPANY, INC.

PART 2
Napili 4 and 5, Lahaina (Kaanapali), Maui, Hawaii

Scale: 1 inch = 200 feet

REDUCED NOT TO SCALE

Tracing By: J. J. Lucas
Job No. MA-295(2)

H.S.S. PLAT 1009-F

PRELIM APPR'D.
Department of the
Attorney General

EXHIBIT "D"



R-282 STATE OF HAWAII
BUREAU OF CONVEYANCES
RECORDED
JUN 01, 2004 08:01 AM

Doc No(s) 2004-109847



/s/ CARL T. WATANABE
REGISTRAR OF CONVEYANCES

CONVEYANCE TAX: \$1510.00

22 2/3 23

LAND COURT SYSTEM

REGULAR SYSTEM

Return by Mail () Pickup () To:

ATTN: CHARLENE E UNOKI
STATE OF HAWAII/DLNR
1151 PUNCHBOWL ST
RM 220
HONOLULU, HI 96813

Tg: Accm: 200427377-3
DEPT. OF LAND AND NATURAL RESOURCES
LAND DIVISION

Total Number of Pages: 22

LOD No. 28,514

Tax Map Key Nos. (2)4-3-1:5, 6,
7, 8 and (1)9-4-166:1, 2 & 3

EXCHANGE DEED AND AGREEMENT TO EXCHANGE

THIS INDENTURE, made and entered into this 25th
day of May, 2004, by and between MAUI LAND &
PINEAPPLE COMPANY, INC., a Hawaii corporation, whose address is
Box 187, Kahului, Hawaii 96733-6687, hereinafter referred to as
"MLP," and the STATE OF HAWAII, by its Board of Land and Natural
Resources, whose address is 1151 Punchbowl Street, Honolulu,
Hawaii 96813, hereinafter referred to as the "State";

WITNESSETH:

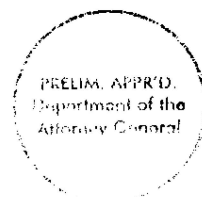
WHEREAS, MLP is the owner of those certain parcels of
land situate at Waikele, Oahu, Hawaii, containing an area of
1.455 acres;

WHEREAS, the State is the owner of those certain
parcels of land situate at Kapalua, Maui, Hawaii, containing an
area of 223.000 acres;

WHEREAS, the State wishes to acquire MLP's lands for
public purposes, to wit: for income-producing properties that the

92668_1

DEPARTMENT OF LAND AND NATURAL RESOURCES
LAND DIVISION
P.O. BOX 621
HONOLULU, HAWAII 96809



State can lease out for the purposes of generating revenues for public trust purposes;

WHEREAS, the lands of MLP have an appraisal value of ONE MILLION SIX HUNDRED TEN THOUSAND AND NO/100 DOLLARS (\$1,610,000.00), and the lands of the State have an appraisal value of ONE MILLION FIVE HUNDRED TEN THOUSAND AND NO/100 DOLLARS (\$1,510,000.00); and

WHEREAS, MLP in order to perfect this exchange, waives the difference between appraised values of the lands to be exchanged.

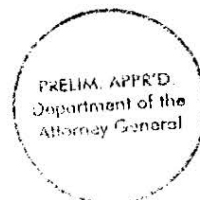
NOW, THEREFORE, for and in consideration of the above and the covenants, agreements, and conditions as hereinafter set forth, the parties agree as follows:

1. MLP Conveyance.

MLP, for itself, its successors and assigns, and in consideration of the covenant of the State as hereinafter described and conveyance to MLP of State's lands described in Exhibits "C" and "E," and delineated on Exhibits "D" and "F," herein, does by these presents, grant, bargain, sell and convey unto the State, its successors and assigns, forever in fee simple, those certain parcels of land situate at Ahualii, Waikele, Ewa, Oahu, Hawaii, designated as "Exchange Maui Land & Pineapple Company, Inc. to State of Hawaii," containing a total area of 1.455 acres, all more particularly described in Exhibit "A" and delineated on Exhibit "B," both of which are attached hereto and made parts hereof; SUBJECT, HOWEVER, to the encumbrances listed on Exhibit "A."

TO HAVE AND TO HOLD the same, together with all improvements thereon and all tenements, rights, easements, privileges and appurtenances thereunto belonging, or appertaining or held and enjoyed therewith, unto the State, its successors and assigns, forever; subject to the encumbrances noted on Exhibit "A."

AND, said MLP, its successors and assigns, warrants that it is lawfully seized of these lands in fee simple, that it has good right to grant and convey the same as aforesaid; that the same are free and clear of all liens and encumbrances except as aforesaid; and that MLP and its successors and assigns shall WARRANT AND DEFEND the same unto the State, its successors



and assigns, against any and all lawful claims and demands of all persons whomsoever, forever.

AND, the State covenants that this purchase of real property has had prior approval as to form, exceptions, and reservations by the Attorney General pursuant to section 26-7 and section 107-10, Hawaii Revised Statutes.

AND, MLP warrants that if any lender or governmental agency shall ever require testing to ascertain whether there has been any release of hazardous materials by MLP on or adjacent to the Property, as determined by the State in its sole discretion, then MLP shall be responsible for the reasonable costs thereof. In addition, MLP shall execute affidavits, representations and the like from time to time at the State's request concerning MLP's best knowledge and belief regarding the presence of hazardous materials on the Property placed or released by MLP.

MLP agrees to indemnify, defend, and hold the State harmless, from any damages and claims resulting from the release of hazardous materials on or about the Property occurring while MLP was in possession of the Property, or elsewhere if caused by MLP or persons acting through or under MLP.

For the purpose of this deed "hazardous material" shall mean any pollutant, contaminant, toxic substance, hazardous waste, hazardous material, hazardous substance, or oil, as all of the above are defined in or pursuant to the Resource Conservation and Recovery Act, as amended, the Comprehensive Environmental Response, Compensation, and Liability Act, as amended, the Federal Clean Water Act, Chapter 128D, Hawaii Revised Statutes, or any other federal, state, or local law, regulation, ordinance, rule, or bylaw, whether existing as of the date hereof, previously enforced, or subsequently enacted.

2. State Agreement and Conveyance.

The State, for and in consideration of the foregoing conveyance to it, and pursuant to the provisions of Section 171-50, Hawaii Revised Statutes, as amended, does hereby covenant that it shall convey to MLP, its successors and assigns, by a separate instrument in the nature and form of a Land Patent Grant, SUBJECT, HOWEVER, to mineral (including geothermal) and water reservations, prehistoric and historic remains reservations, burial sites reservations, the rights of native tenants, easements and encumbrances of record, and a covenant against discrimination, and furthermore does hereby grant, bargain, sell and convey unto MLP, its successors and assigns,



forever in fee simple, those parcels of land situate at Napili 4 and 5, Lahaina (Kaanapali), Maui, Hawaii, consisting of:

"Exchange State of Hawaii to Maui Land and Pineapple Company, Inc., Part 1," containing an area of 35.3 acres, more or less, all more particularly described in Exhibit "C" and delineated on Exhibit "D," both of which are attached hereto and made parts hereof, said exhibits being a survey description prepared by the Survey Division, Department of Accounting and General Services, State of Hawaii, designated C.S.F. No. 23,769 and dated April 26, 2004, and delineated on survey map designated as H.S.S. Plat 1009-E, subject, however, to a restriction limiting the use of Part 1 to open space, park and recreational-style uses, and

"Exchange State of Hawaii to Maui Land and Pineapple Company, Inc., Part 2," containing an area of 187.7 acres, more or less, all more particularly described in Exhibit "E" and delineated on Exhibit "F," both of which are attached hereto and made parts hereof, said exhibits being a survey description prepared by the Survey Division, Department of Accounting and General Services, State of Hawaii, designated C.S.F. No. 23,770 and dated April 26, 2004, and delineated on survey map designated as H.S.S. Plat 1009-F, subject, however, to a restriction prohibiting residential dwellings on Part 2,

Provided, however, that the use restrictions on Part 1 and Part 2 may be amended or waived only upon prior approval of the Board of Land and Natural Resources and payment to the State of the difference between the fair market value of the land based upon its restrictive use and the fair market value of the land with this restrictive covenant amended or waived.

TO HAVE AND TO HOLD the same, together with all improvements thereon, and all tenements, rights, easements, privileges, and appurtenances thereunto belonging, or appertaining or held and enjoyed therewith, unto MLP, its successors and assigns forever, subject to the encumbrances noted herein.

SUBJECT TO rights of native tenants and regulatory rights and ownership rights (if any) of the State of Hawaii established pursuant to state law including Chapter 6E, Hawaii Revised Statutes, over prehistoric or historic remains found in, on, or under the land.

AND MLP for itself, its successors and assigns, covenants that the use and enjoyment of the lands received from

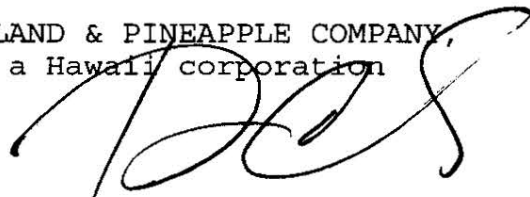


the State shall not be in support of any policy which discriminates against anyone based upon race, creed, sex, color, national origin, religion, marital status, familial status, ancestry, physical handicap, disability, age or HIV (human immunodeficiency virus) infection.

PURSUANT TO SECTION 171-50(c), Hawaii Revised Statutes, as amended, this land exchange was approved by the Twenty-second Legislature during the 2004 legislative session (S.C.R. No. 9, S.D. 1, H.D. 1).

IN WITNESS WHEREOF, MLP, has caused these presents to be executed this 17th day of May, 2004, and the STATE OF HAWAII, by its Board of Land and Natural Resources, has caused the seal of the Department of Land and Natural Resources to be hereunto affixed and these presents to be executed this 25th day of May, 2004, both effective as of the day, month, and year first above written.

MAUI LAND & PINEAPPLE COMPANY, INC., a Hawaii corporation



By _____
David C. Cole
Its Chairman, President & CEO

Approved by the Board of Land and Natural Resources at its meetings held on July 27, 2001, October 24, 2003, and December 12, 2003.

And By Paul J. Meyer
~~Robert M. McNatt~~ Paul J. Meyer
Its ~~Vice President/Land Planning & Development~~
Executive Vice President/Finance
MLP

APPROVED AS TO FORM:

Yvonne Zayas
Deputy Attorney General
Dated: 5/11/04

STATE OF HAWAII

By [Signature]
Chairperson
Board of Land and
Natural Resources



STATE OF HAWAII

)
) SS.

COUNTY OF MAUI

On this 17th day of May, 2004,
before me appeared David C. Cole and

~~Robert M. McNatt~~, to me personally known,
who, being by me duly sworn, did say that ~~they~~^{he} ~~are~~^{is} the ~~Chairman, President & CEO~~^{dam}
and ~~Vice President/Land Planning & Development~~
respectively, of MAUI LAND & PINEAPPLE COMPANY, INC., a Hawaii
corporation, and that said instrument was signed in behalf of
said corporation by authority of its Board of Directors, and the ~~Chairman, President & CEO~~^{dam}
and ~~Vice President/Land Planning & Development~~
acknowledged said instrument to be the free act and deed of said
corporation.

Debra A. Mahon ^{LB}
Notary Public, State of Hawaii

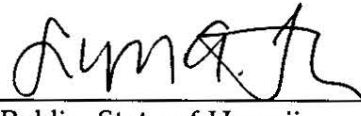
Debra A. Mahon

My commission expires: October 1, 2004



STATE OF HAWAII)
)
COUNTY OF MAUI) SS.

On this 18th day of May, 2004, before me appeared Paul J. Meyer, to me personally known, who, being by me duly sworn, did say that he is the Executive Vice President/Finance of MAUI LAND & PINEAPPLE COMPANY, INC., a Hawaii corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and the said Executive Vice President/Finance acknowledged said instrument to be the free act and deed of said corporation.



Notary Public, State of Hawaii

Lydia A. Toda

My commission expires: 11-17-2004

L.S.



STATE OF HAWAII

SURVEY DIVISION

**DEPT. OF ACCOUNTING AND GENERAL SERVICES
HONOLULU**

C.S.F. No. 23,700

March 4, 2004

EXCHANGE

**MAUI LAND & PINEAPPLE COMPANY, INC.
TO STATE OF HAWAII**

Ahualii, Waikele, Ewa, Oahu, Hawaii

Being a portion of Grant 712 to Kaholo.

Being also all of the following lots of A & B Industrial Subdivision, Phase 1B as shown on File Plan 2317 filed in the Office of the Bureau of Conveyances of the State of Hawaii.

<u>LOT NUMBER</u>	<u>AREA</u>
1	24,974 SQUARE FEET
2	16,479 SQUARE FEET
3	<u>21,935 SQUARE FEET</u>
TOTAL AREA = 63,388 SQUARE FEET	

Subject, however, to the following as shown on File Plan 2317:

1. Easement 1 (10-ft. wide) for maintenance and utility purposes affecting Lot 1 and covered by Grant in favor of Mill Town Center Business and Industrial Park Association dated March 25, 2003 and recorded as Document 2003-055137.



EXHIBIT "A"

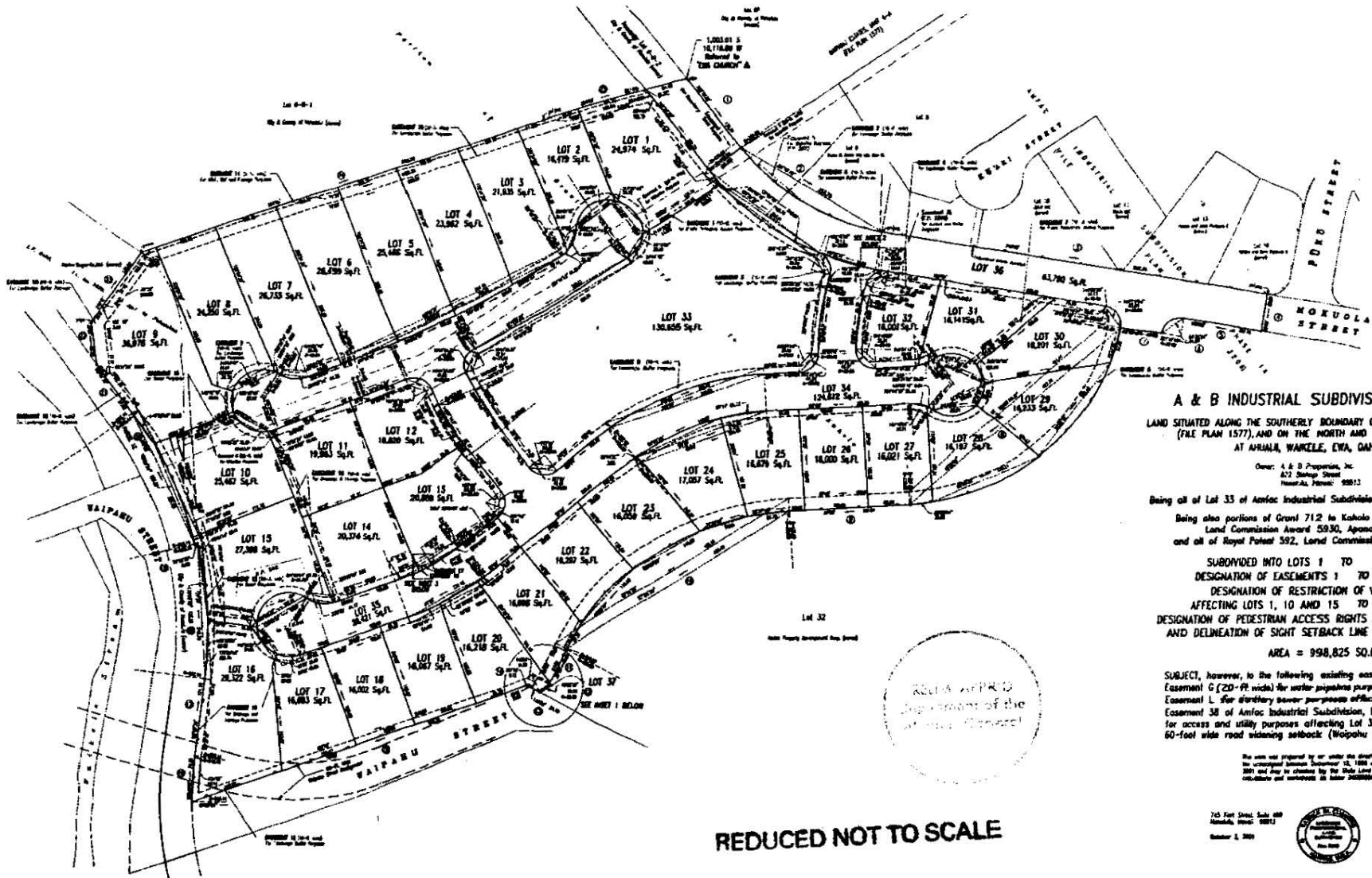
2. Easement 2 (10-ft. wide) for landscape buffer purposes affecting Lot 1 and covered by Grant in favor of Mill Town Center Business and Industrial Park Association dated March 25, 2003 and recorded as Document 2003-055137.
3. Easement 9 (10-ft. wide) for landscape buffer purposes affecting Lots 1, 2 and 3 and covered by Grant in favor of Mill Town Center Business and Industrial Park Association dated March 25, 2003 and recorded as Document 2003-055137.
4. Easement 10 (20-ft. wide) for landscape buffer purposes affecting Lots 1, 2 and 3 and covered by Grant in favor of Mill Town Center Business and Industrial Park Association dated March 25, 2003 and recorded as Document 2003-055137.
5. Easement 11 (5-ft. wide) for ditch, wall and flowage purposes affecting Lots 1, 2 and 3 and covered by Grant in favor of Mill Town Center Business and Industrial Park Associates dated March 25, 2003 and recorded as Document 2003-055316.
6. Easement G (20-ft. wide) for water pipeline purposes affecting Lot 1 and covered by Grant in favor of the City and County of Honolulu dated July 9, 1981 and recorded in Liber 15708, Page 64.
7. Restriction of vehicular access rights affecting Lot 1.

SURVEY DIVISION
 DEPARTMENT OF ACCOUNTING AND GENERAL SERVICES
 STATE OF HAWAII

By: Melvin M. Masuda
 Melvin M. Masuda
 Land Surveyor gm

Compiled from File Plan 2317.
 Said map has been examined and checked as to form and mathematical correctness but not on the ground by the Survey Division.





A & B INDUSTRIAL SUBDIVISION, PHASE 1B
 LAND SITUATED ALONG THE SOUTHERLY BOUNDARY OF WAMAPU ESTATES, UNIT 4-A (FILE PLAN 1577), AND ON THE NORTH AND EAST SIDES OF WAMAPU STREET AT AHIHUA, WAIKOLE, EWA, OAHU, HAWAII

Owner: A & B Properties, Inc.
 822 Serrano Street
 Honolulu, Hawaii 96813

Being all of Lot 33 of Amfac Industrial Subdivision, Phase 1A (File Plan 2206)
 Being also portions of Grant 712 in Kahala and Land Patent 8408, Land Commission Award 5930, Apone 1 to Puhalaohala and all of Royal Patent 592, Land Commission Award 60 to I. Hui

SUBDIVIDED INTO LOTS 1 TO 37, INCLUSIVE,
 DESIGNATION OF EASEMENTS 1 TO 18, INCLUSIVE,
 DESIGNATION OF RESTRICTION OF VEHICULAR ACCESS RIGHTS AFFECTING LOTS 1, 10 AND 15 TO 33, INCLUSIVE,
 DESIGNATION OF PEDESTRIAN ACCESS RIGHTS AFFECTING LOTS 1 AND 31 AND DELINEATION OF SIGHT SETBACK LINE AFFECTING LOT 13
 AREA = 998,825 SQ.FT.

SUBJECT, however, to the following existing easements:
 Easement G (20'-ft wide) for water purposes affecting lots 1, 10, 14 and 36.
 Easement L for sanitary sewer purposes affecting Lot 36.
 Easement M of Amfac Industrial Subdivision, Phase 1A (File Plan 2206) for access and utility purposes affecting Lot 36.
 60-foot wide road widening setback (Waipahu Street) affecting Lots 16 and 17

This plan was prepared by or under the direct supervision of the undersigned between December 12, 1988 and September 14, 1991 and has to do with the subdivision of land in accordance with the provisions of the Act.

745 First Street, Suite 400
 Honolulu, Hawaii 96813
 October 1, 1991

COMMUNITY PLANNING INC.
Richard A. ...
 Licensed Professional Land Surveyor
 Certificate No. 5002

REDUCED NOT TO SCALE



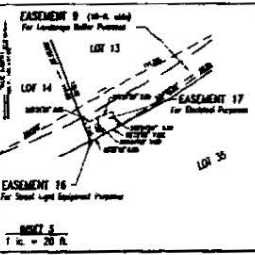
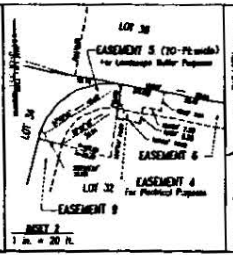
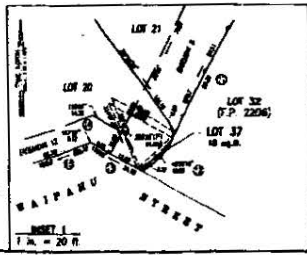
NOTES:

AREA OF EASEMENTS:

Easement 1	1,294 sq. ft.	affecting lots 1 and 33
Easement 2	1,532 sq. ft.	affecting lots 1 and 33
Easement 3	1,288 sq. ft.	affecting lots 1 and 33
Easement 4	1,288 sq. ft.	affecting lots 1 and 33
Easement 5	1,288 sq. ft.	affecting lots 1 and 33
Easement 6	1,288 sq. ft.	affecting lots 1 and 33
Easement 7	1,288 sq. ft.	affecting lots 1 and 33
Easement 8	1,288 sq. ft.	affecting lots 1 and 33
Easement 9	1,288 sq. ft.	affecting lots 1 and 33
Easement 10	1,288 sq. ft.	affecting lots 1 and 33
Easement 11	1,288 sq. ft.	affecting lots 1 and 33
Easement 12	1,288 sq. ft.	affecting lots 1 and 33
Easement 13	1,288 sq. ft.	affecting lots 1 and 33
Easement 14	1,288 sq. ft.	affecting lots 1 and 33
Easement 15	1,288 sq. ft.	affecting lots 1 and 33
Easement 16	1,288 sq. ft.	affecting lots 1 and 33
Easement 17	1,288 sq. ft.	affecting lots 1 and 33
Easement 18	1,288 sq. ft.	affecting lots 1 and 33

NOTES:

1. All lots are subdivided into lots in accordance with the description of the Survey.
2. Easement areas are shown by dashed lines.
3. Areas shown with a circle and a dot are areas that are not shown on the Survey.
4. All easements are subject to the provisions of the Survey.



I hereby certify that the description of survey and water features has been ascertained and abstracted as to terms and conditions of easements, and that the same are the ground and the basis of the plan as shown on the Survey, and that the same are in accordance with the provisions of the Act.

Honolulu, Hawaii
 December 11, 2001 *Richard A. ...*
 State Land Surveyor

State of Hawaii
 Office of
 Department of Land and Natural Resources
 Received for filing this Survey Map of
 Subdivision 12,200 of 0 on 02
 and filed on 12/11/01 10:51 AM EST

...
 Director of Conveyance

NOTES AND BOUNDARY DESCRIPTION REFERENCED IN DOCUMENT NO 8001-193716



STATE OF HAWAII
SURVEY DIVISION
DEPT. OF ACCOUNTING AND GENERAL SERVICES
HONOLULU

C.S.F. No. 23,769
H.S.S. Plat T009-E

April 26, 2004

EXCHANGE
STATE OF HAWAII
TO MAUI LAND AND PINEAPPLE COMPANY, INC.

PART 1

Napili 4 and 5, Lahaina (Kaanapali), Maui, Hawaii

Being a portion of the Government (Crown) Land of Napili 4 and 5.

Beginning at the southwest corner of this parcel of land, on the north boundary of the land of Honokeana 1 and 2, Royal Patent 1663, Apana 2, Land Commission Award 5524, Part 2 to L. Konia and on the southeast side of Lower Honoapiilani Road, the coordinates of said point of beginning referred to Government Survey Triangulation Station "MANINI" (Puu Koli) being 23,164.80 feet North and 5902.90 feet West, thence running by azimuths measured clockwise from True South:-

1. 220° 15' 72.22 feet along the southeast side of Lower Honoapiilani Road;
2. 310° 15' 215.00 feet along Napili 4 and 5 Sediment Basin Site, Governor's Executive Order 3277;
3. 294° 38' 119.00 feet along Napili 4 and 5 Sediment Basin Site, Governor's Executive Order 3277;



4. 327° 13' 240.00 feet along Napili 4 and 5 Sediment Basin Site,
Governor's Executive Order 3277;
5. 312° 47' 256.00 feet along Napili 4 and 5 Sediment Basin Site,
Governor's Executive Order 3277;
6. 221° 10' 216.00 feet along Napili 4 and 5 Sediment Basin Site,
Governor's Executive Order 3277;
7. 138° 45' 304.00 feet along Napili 4 and 5 Sediment Basin Site,
Governor's Executive Order 3277;
8. 151° 01' 327.00 feet along Napili 4 and 5 Sediment Basin Site,
Governor's Executive Order 3277;
9. 120° 32' 227.00 feet along Napili 4 and 5 Sediment Basin Site,
Governor's Executive Order 3277;
10. 216° 00' 67.63 feet along the southeast side of Lower
Honoapiilani Road;
11. Thence along the southeast side of Lower Honoapiilani Road on a curve to the left
with a radius of 520.00 feet, the chord
azimuth and distance being:
204° 59' 30" 198.59 feet;
12. 193° 59' 57.41 feet along the southeast side of Lower
Honoapiilani Road;
13. 320° 45' 1802.36 feet along the land of Napili 2 and 3,
R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to
L. Konia;
14. 300° 45' 1447.87 feet along the land of Napili 2 and 3,
R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to
L. Konia;
15. 40° 37' 41" 32.70 feet along the northwest side of Honoapiilani
Highway, F.A.P. No. RF-030-1(3);



- 16. 40° 37' 41" 60.00 feet along the northwest side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 17. 40° 37' 41" 70.00 feet along the northwest side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 18. 130° 37' 41" 70.00 feet along a jog on the northwest side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 19. 40° 37' 41" 244.88 feet along the northwest side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 20. 150° 25' 189.74 feet along the remainder of the Government (Crown) Land of Napili 4 and 5;
- 21. 107° 05' 20" 598.65 feet along the remainder of the Government (Crown) Land of Napili 4 and 5;
- 22. 24° 30' 138.37 feet along the remainder of the Government (Crown) Land of Napili 4 and 5;
- 23. 114° 30' 628.74 feet along Honokeana Subdivision, File Plan 2016 and along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 24. 140° 25' 30" 1206.03 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 25. 139° 00' 556.66 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia to the point of beginning and containing an AREA OF 35.3 ACRES, MORE OR LESS.



April 26, 2004

Vehicle access into and from Honoapiilani Highway, F.A.P. No. RF-030-1(3), shall not be permitted over and across Courses 15, 17, 18 and 19 of the above-described Part 1.

Subject, however, to a portion of Perpetual Non-Exclusive Easement A (20.00 feet wide) for Roadway Purposes as noted in Grant S-15,266 to Maui Electric Company, Limited as shown on plan attached hereto and made a part hereof.

Reserving to the State of Hawaii, its successors and assigns, the following easements over and across the above-described Part 1, as shown on plan attached hereto and made a part hereof:

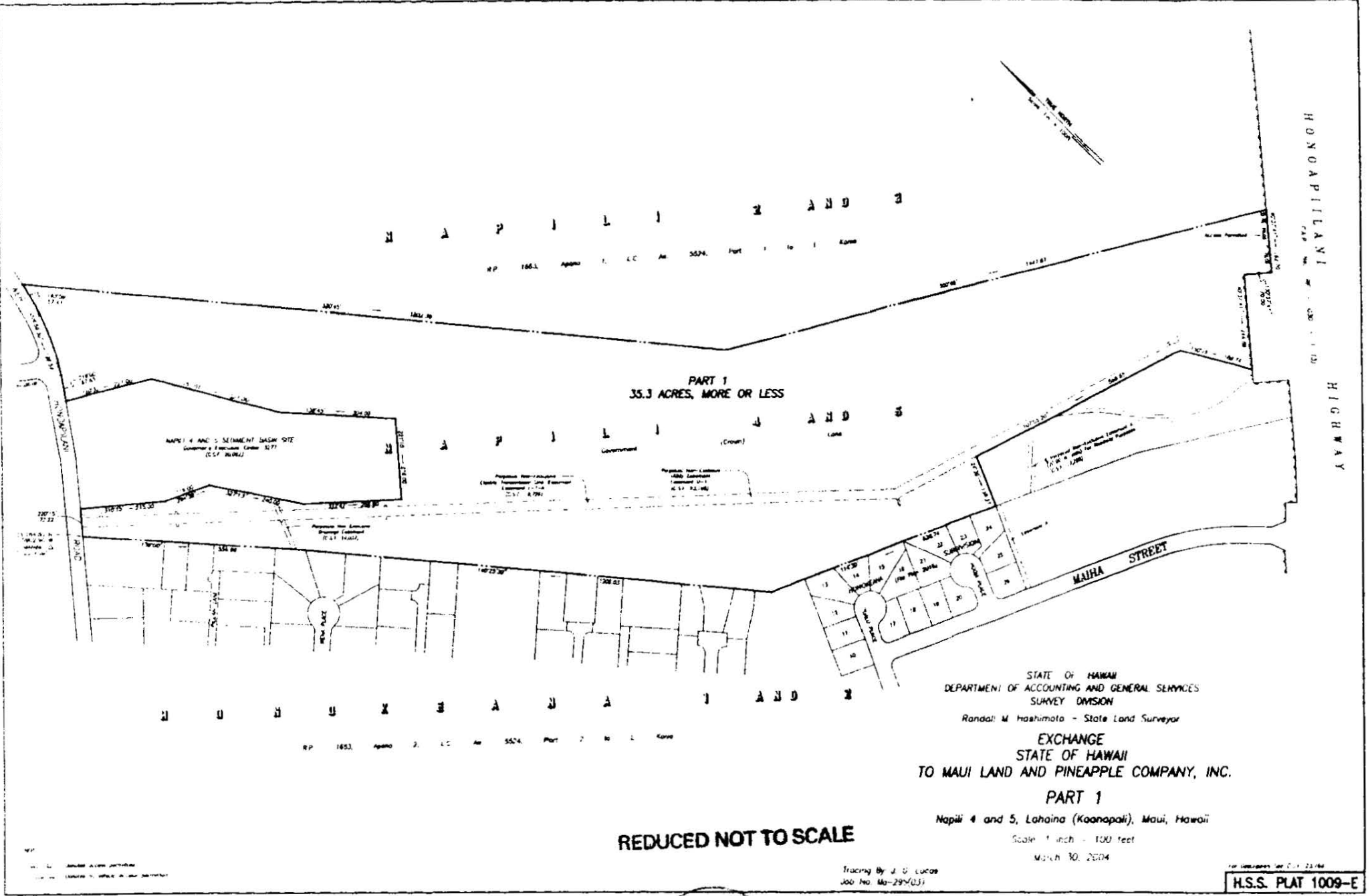
- A. Perpetual Non-Exclusive Electric Transmission Line Easement, Easement E-1-A.
- B. Perpetual Non-Exclusive Utility Easement, Easement U-1.
- C. Perpetual Non-Exclusive Drainage Easement.

SURVEY DIVISION
DEPARTMENT OF ACCOUNTING AND GENERAL SERVICES
STATE OF HAWAII

By: Ronald S. K. Sumida
Ronald S. K. Sumida
Land Surveyor gm

Compiled from map and desc.
by Ronald M. Fukumoto Engineering, Inc.
Said map has been examined and checked as
to form and mathematical correctness
but not on the ground by the Survey Division.





PRELIM APP'D
Department of the
Attorney General

EXHIBIT "D"



STATE OF HAWAII

SURVEY DIVISION

DEPT. OF ACCOUNTING AND GENERAL SERVICES

HONOLULU

C.S.F. No. 23,770
H.S.S. Plat T009-F

April 26, 2004

EXCHANGE
STATE OF HAWAII
TO MAUI LAND AND PINEAPPLE COMPANY, INC.

PART 2

Napili 4 and 5, Lahaina (Kaanapali), Maui, Hawaii

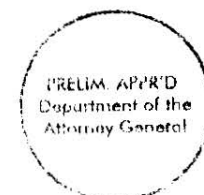
Being a portion of the Government (Crown) Land of Napili 4 and 5.

Beginning at the northwest corner of this parcel of land, on the south boundary of the land of Napili 2 and 3, Royal Patent 1663, Apana 1, Land Commission Award 5524, Part 1 to L. Konia and on the southeast side of Honoapiilani Highway, Federal Aid Project No. RF-030-1(3), the coordinates of said point of beginning referred to Government Survey Triangulation Station "MANINI" (Puu Koli) being 21,462.98 feet North and 2919.90 feet West, thence running by azimuths measured clockwise from True South:-

1. 300° 45' 2111.17 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
2. 316° 30' 1894.20 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;



3. 312° 45' 2739.70 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
4. 290° 45' 960.00 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
5. 20° 45' 250.00 feet along Napili Well Site B, Governor's Executive Order 3733;
6. 300° 00' 620.00 feet along Napili Well Site B, Governor's Executive Order 3733;
7. 210° 00' 150.00 feet along Napili Well Site B, Governor's Executive Order 3733;
8. 120° 00' 440.00 feet along Napili Well Site B, Governor's Executive Order 3733;
9. 162° 53' 165.79 feet along Napili Well Site B, Governor's Executive Order 3733;
10. 290° 45' 1487.60 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
11. 304° 45' 1168.20 feet along the land of Napili 2 and 3, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
12. 31° 45' 462.00 feet along the land of Napili 1, R.P. 1663, Ap. 1, L.C.Aw. 5524, Part 1 to L. Konia;
13. 112° 30' 219.10 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;



- 14. 102° 30' 2158.20 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 15. 155° 00' 267.30 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 16. 103° 01' 479.90 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 17. 107° 30' 261.08 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 18. 208° 30' 157.44 feet along Napili Well Site A, Governor's Executive Order 3373;
- 19. 134° 14' 20" 218.17 feet along Napili Well Site A, Governor's Executive Order 3373;
- 20. 28° 30' 257.44 feet along Napili Well Site A, Governor's Executive Order 3373;
- 21. 107° 30' 53.00 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 22. 131° 48' 3119.70 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 23. 143° 30' 805.20 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
- 24. 143° 00' 1412.40 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;



25.	121° 30'	449.51 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
26.	211° 30'	162.45 feet along Grant S-15,266 to Maui Electric Company, Limited;
27.	115° 40'	100.92 feet along Grant S-15,266 to Maui Electric Company, Limited;
28.	101° 38'	53.00 feet along Grant S-15,266 to Maui Electric Company, Limited;
29.	79° 40'	52.00 feet along Grant S-15,266 to Maui Electric Company, Limited;
30.	58° 50'	112.00 feet along Grant S-15,266 to Maui Electric Company, Limited;
31.	121° 30'	1173.94 feet along the land of Honokeana 1 and 2, R.P. 1663, Ap. 2, L.C.Aw. 5524, Part 2 to L. Konia;
32.	220° 37' 41"	117.49 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
33.	310° 37' 41"	40.00 feet along a jog on the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
34.	220° 37' 41"	17.15 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
35.	220° 37' 41"	20.00 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
36.	220° 37' 41"	262.85 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
37.	220° 37' 41"	60.00 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);



- 38. 220° 37' 41" 55.00 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 39. 310° 37' 41" 20.00 feet along a jog on the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3);
- 40. 220° 37' 41" 24.72 feet along the southeast side of Honoapiilani Highway, F.A.P. No. RF-030-1(3) to the point of beginning and containing an AREA OF 187.7 ACRES, MORE OR LESS.

Vehicle access into and from Honoapiilani Highway, F.A.P. RF-030-1(3) shall not be permitted over and across Courses 32, 33, 34, 36, 38, 39 and 40 of the above-described Part 2.

Access will be permitted into and from Honoapiilani Highway, F.A.P. RF-030-1(3), over and across Course 35 of the above-described Part 2, for utility maintenance purposes only.

Subject, however, to the following easements as shown on plan attached hereto and made a part hereof:

- A. Portion of Perpetual Non-Exclusive Easement A (20.00 feet wide) for Roadway Purposes as noted in Grant S-15,266 to Maui Electric Company, Limited.
- B. Perpetual Non-Exclusive Appurtenant Easement (40.00 feet wide) for Underground Tunnel over the Honokohau Ditch Right-of-Way covered by deed: Territory of Hawaii to Baldwin Packers, Limited, dated October 22, 1958 and recorded in Liber 3508, Page 351 (Land Office Deed 15,557).
- C. Roadway and Waterline Easements 1 and 2 of Napili Well Sites A and B, Governor's Executive Order 3733.



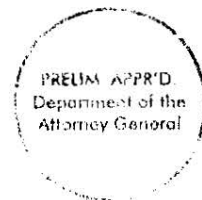
Reserving to the State of Hawaii, its successors and assigns, the following easements over and across the above-described Part 2, as shown on plan attached hereto and made a part hereof:

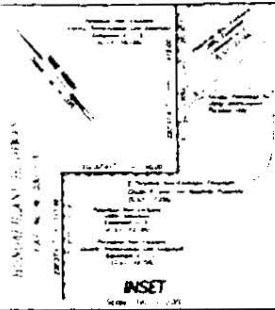
- A. Perpetual Non-Exclusive Easement for Electric Transmission Line, Easement R-13.
- B. Perpetual Non-Exclusive Electrical Transmission Line Easements, Easements E-6 and E-7.
- C. Perpetual Non-Exclusive Easement for Electric and Telephone Transmission Lines, Easement E-13.
- D. Perpetual Non-Exclusive Electric Transmission Line Easement, Easement E-1-B.
- E. Perpetual Non-Exclusive Utility Easement, Easement U-2.
- F. Perpetual Non-Exclusive Utility Easement, Easements E-6 and E-7.
- G. Perpetual Non-Exclusive Utility Easement.

SURVEY DIVISION
DEPARTMENT OF ACCOUNTING AND GENERAL SERVICES
STATE OF HAWAII

By: Ronald S. K. Sumida
Ronald S. K. Sumida
Land Surveyor gm

Compiled from Govt.
Survey Records.





N A P I L I 2 A D D 3

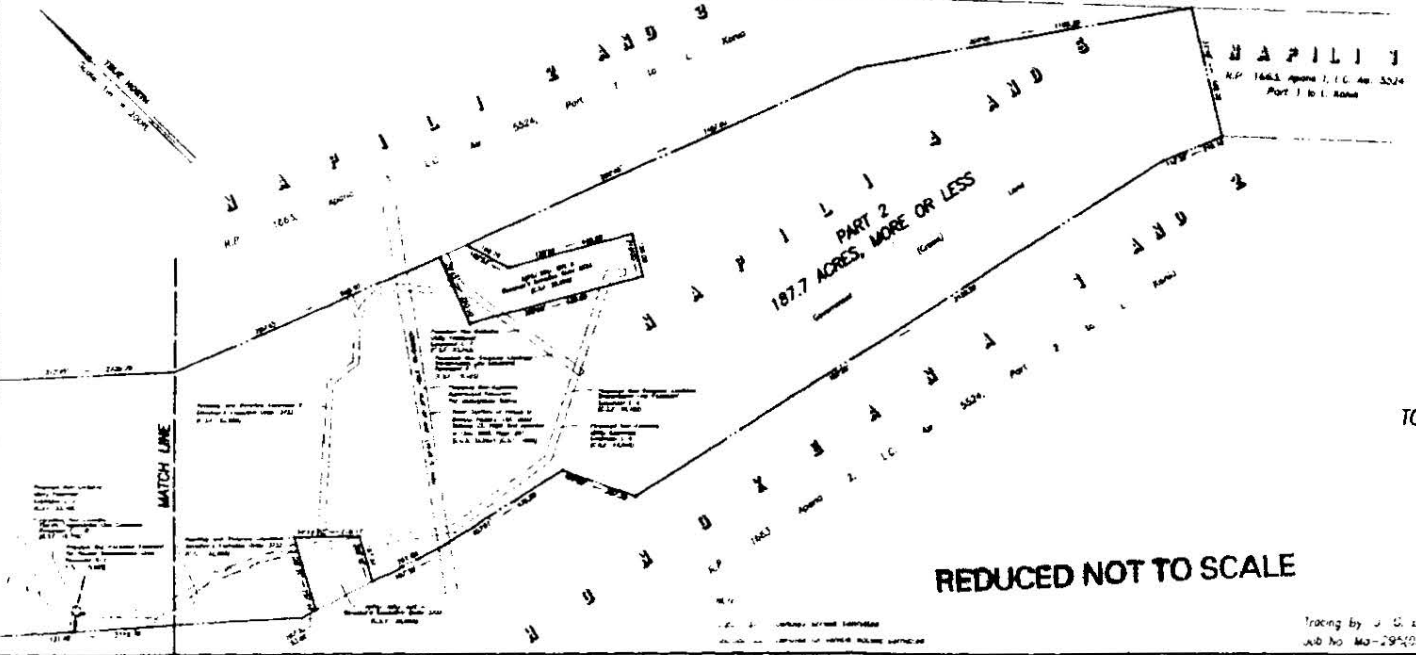
H.P. 1663, Apone 1, L.C. No. 5524, Part 1 to L. Kane

**PART 2
187.7 ACRES, MORE OR LESS**

N A P I L I 4 A D D 5

H O N O L U L U A 1 A D D 2

H.P. 1663, Apone 2, L.C. No. 5524, Part 2 to L. Kane



STATE OF HAWAII
DEPARTMENT OF ACCOUNTING AND GENERAL SERVICES
SURVEY DIVISION

Randall M. Hashimoto - State Land Surveyor

EXCHANGE
STATE OF HAWAII
TO MAUI LAND AND PINEAPPLE COMPANY, INC.

PART 2

Napili 4 and 5, Lahaia (Kaanapali), Maui, Hawaii

Scale: 1 inch = 200 feet

REDUCED NOT TO SCALE

Tracing by: J. G. Evans
Job No. MA-29403

H.S.S. PLAT 1009-F



EXHIBIT "F"

STATE OF HAWAII
DEPARTMENT OF LAND AND NATURAL RESOURCES
Land Division
Honolulu, Hawaii 96813

December 12, 2003

Board of Land and Natural Resources
State of Hawaii
Honolulu, Hawaii

PSF No.: 97MD-70

MAUI

Final Approval of Land Exchange between the State of Hawaii and Maui Land & Pineapple Company, Inc. for State-Owned Lands at Lahaina, Maui, Tax Map Keys: (2) 4-3-1:5, 6, 7, 8, and Privately-Owned Lands at Waikele, Oahu, Tax Map Key: (1) 9-4-166:2, 3, and 4.

APPLICANT:

Department of Land & Natural Resources

Maui Land & Pineapple Company, Inc. (MLP), Hawaii Domestic Profit Corporation, whose business and mailing address is Box 187, Kahului, Hawaii 96732.

LEGAL REFERENCE:

Section 171-50, Hawaii Revised Statutes, as amended.

PROPERTIES TO BE EXCHANGED:

State-Owned Property:

LOCATION: Government lands of Napili to Mahinahina situated at Lahaina, Maui, identified by Tax Map Keys: (2) 4-3-1:5, 6, 7, and 8, as shown on the attached map labeled Exhibit A.

AREA: 226.545 acres, more or less, consisting of the following parcels:

Parcel 5: 35.302 acres, more or less.
Parcel 6: 140.262 acres, more or less.
Parcel 7: .745 acres, more or less.
Parcel 8: 50.236 acres, more or less.

ZONING: State Land Use District: Agricultural
County of Maui CZO: Agricultural

TRUST STATUS: Section 5(b) lands of the Hawaii Admission Act

as amended
APPROVED BY THE BOARD OF
LAND AND NATURAL RESOURCES
AT ITS MEETING HELD ON
December 12, 2003 *kk*

ITEM D-46

DHHL 30% entitlement lands pursuant to the Hawaii
State Constitution: YES _____ NO _____x

CURRENT USE: Encumbered by Revocable Permit No. S-5978 to MLP
for intensive agriculture - cultivation of
pineapple. There are no improvements.

State-owned lands to be conveyed shall be subject to all
exceptions, exclusions, reservations and easements of record,
except that the above-listed revocable permit shall be cancelled
upon execution of the land exchange deed.

Privately-Owned Property:

LOCATION: Lands of Waikele situated at Ewa, Oahu,
identified by Tax Map Keys: (1) 9-4-166:2, 3, and
4, as shown on the attached map labeled Exhibit
B.

AREA: 1.432 acres, more or less, consisting of the
following parcels:

Parcel 2: 16,480 square feet, more or less.

Parcel 3: 21,935 square feet, more or less.

Parcel 4: 23,962 square feet, more or less.

ZONING: State Land Use District: Urban
City & County of Honolulu CZO: I-1 Light
Industrial

CURRENT USE: Vacant and unencumbered. There are no
improvements.

PUBLIC PURPOSE:

Acquisition of income-producing properties that the State can
lease out for the purposes of generating revenues for public
trust purposes.

CHAPTER 343 - ENVIRONMENTAL ASSESSMENT:

The Final Environmental Impact Statement acceptance notice for
Maui Land & Pineapple Company's Kapalua Mauka project was
published in the OEQC's Environmental Notice on November 8, 2002.

FAIR MARKET VALUE AND CONSIDERATION IF ANY:

The proposed land exchange between MLP and the State of Hawaii
shall be in conformance with Subsection 171-50(b), Hawaii Revised
Statutes, as amended, which is stated in its entirety below:

"The public land exchange shall be of substantially equal value

to that of the private land. In any exchange, the fair market value of the private land and the public land shall be separately determined by a disinterested qualified appraiser or appraisers and the cost shall be borne equally between the owner and the board. No payment by the State shall be required should the private land exceed the value of the public land, but any difference in value of the public land over the private land shall be paid to the State at the time of the exchange; provided no exchange shall be made should public land exceed 120 per cent of the value of the private land."

APPLICANT REQUIREMENTS:

Applicant shall be required to:

- 1) Pay for the costs of public notice pursuant to section 171-16;
- 2) Provide survey maps and descriptions for the privately-owned property according to State DAGS standards and at Applicant's own cost;
- 3) Obtain a title report for the privately-owned property at Applicant's own cost and subject to review and approval by the Department; and
- 4) Pay for and conduct a Phase I environmental site assessment, and if the Phase I environmental site assessment identifies the potential for hazardous material release or the presence of hazardous materials, Applicant shall conduct a Phase II environmental sampling and analysis plan, and perform any and all remediation, abatement, and disposal as may be warranted and as satisfactory to the standards required by the Federal Environmental Protection Agency and/or the State Department of Health, all at no cost to the State.

REMARKS:

The Land Board at its meeting of October 24, 2003, under agenda item D-1, approved in principle a land exchange between the State and MLP, subject to the completion of an appraisal of both properties and details of the exchange to be submitted to the Land Board for final approval.

MLP is proposing to a land exchange to acquire approximately 226.545 acres of State lands in Lahaina, Maui. MLP intends to combine approximately 60 acres of this land with approximately 865 acres of adjacent MLP-owned lands for its proposed 925 acre development project called Kapalua Mauka. The remaining 170 +/- acres of the land currently owned by the State would remain in open space. Kapalua Mauka is part of the overall master planned Kapalua Resort and will include residential, commercial and golf course uses.

MLP will convey to the State three vacant lots in the Mill Town Center, an industrial park located in Waikele, Oahu. These lots

are zoned for light industrial use, have county standard roadways and all utility infrastructure. The acquisition of three lots in the Mill Town Center would enhance the public land trust assets since the income potential from industrial ground leases for these lots would be substantially higher than the revenues that could be generated from the State agricultural properties in Lahaina. At this time we do not have any lease rent information.

However, we estimate the annual ground rents the State could generate from the three Mill Town lots range from a low of \$98,400 (\$1,640,000 @ 6%) to a high of \$131,200 (\$1,640,000 @ 8%) versus the \$6,060 annual rents received for the State's agricultural properties in Lahaina.

Additional benefits to the State from acquiring these industrial-zoned lots are: (i) the State would dispose of its remnant lands which have limited income potential; (ii) should the State retain ownership, the lands will become an isolated strip of land between a residential development and a gulch with limited potential for agricultural or other uses; (iii) it meets DLNR's goal of diversifying its real estate assets by acquiring more income producing properties; (iv) the industrial-zoned lots are in communities that have positive growth trends; and (v) the industrial-zoned lots have full services to them making them ready for auction to a ground lessee.

The State property is encumbered by Revocable Permit No. S-5978 to MLP for intensive agriculture purposes. There are no structures or improvements built on the properties.

The public purpose of the exchange is to acquire industrial lots to improve the public land trust assets and to generate revenues for public trust purposes.

The Department hired Medusky & Co., Inc. to determine the fair market values of the public and private lands. The respective values as determined by the independent appraisal, approved by the Chairperson and accepted by MLP on November 20, 2003, are as follows:

State-Owned Property:

<u>Tax Map Keys</u>	<u>Land Area</u>	<u>Appraised Value</u>
(2) 4-3-1:5,6,7,8	226.545 acres	\$1,510,000

Privately-Owned Property:

<u>Tax Map Keys</u>	<u>Land Area</u>	<u>Appraised Value</u>
(1) 9-4-166:2,3,4	1.432 acres	\$1,640,000

These values comply with Section 171-50, Hawaii Revised Statutes, and staff is recommending final approval of this land exchange.


Applicants have not had a lease, permit, easement or other disposition of State lands terminated within the last five years due to non-compliance with such terms and conditions.

Staff did not circulate a request for comments as MLP processed an Environmental Impact Statement (EIS) for their Kapalua Mauka Project. During the comment period for the EIS preparation notice, draft EIS and final EIS, only the State properties were identified for the land exchange. As a result, the Office of Hawaiian Affairs (OHA) commented that "exchanges of these [public land trust] lands must be in accordance with the purposes of the trust; the extent to which the proposed development is one of the public land trust's purposes is not established in this document." Staff notes that the public purpose of the land exchange is as stated earlier and that a copy of this submittal will be provided to OHA prior to the Board meeting.

RECOMMENDATION: That the Board:

1. Authorize final approval of the above-described land exchange between the State of Hawaii and Maui Land & Pineapple Company, Inc. under the terms and conditions cited above which are by this reference incorporated herein and subject further to the following:
 - A. The standard terms and conditions of the most current exchange deed form, as may be amended from time to time;
 - B. Review and approval by the Department of the Attorney General; and
 - C. Authorize the Chairperson to prescribe other terms and conditions as may be necessary to carry out the intent of the Board and to best serve the interests of the State.
2. Authorize cancellation of Revocable Permit No. S-5978, effective upon the execution of the land exchange deed.

Respectfully Submitted,


Charlene E. Unoki
Acting Assistant Administrator

APPROVED FOR SUBMITTAL:

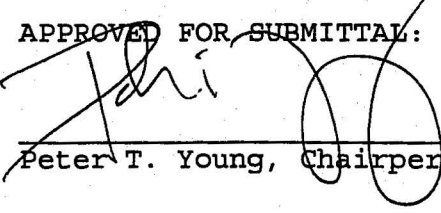
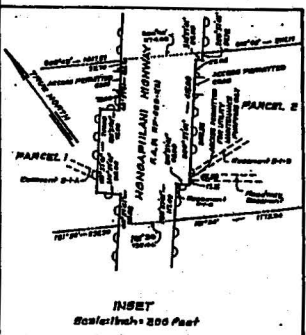
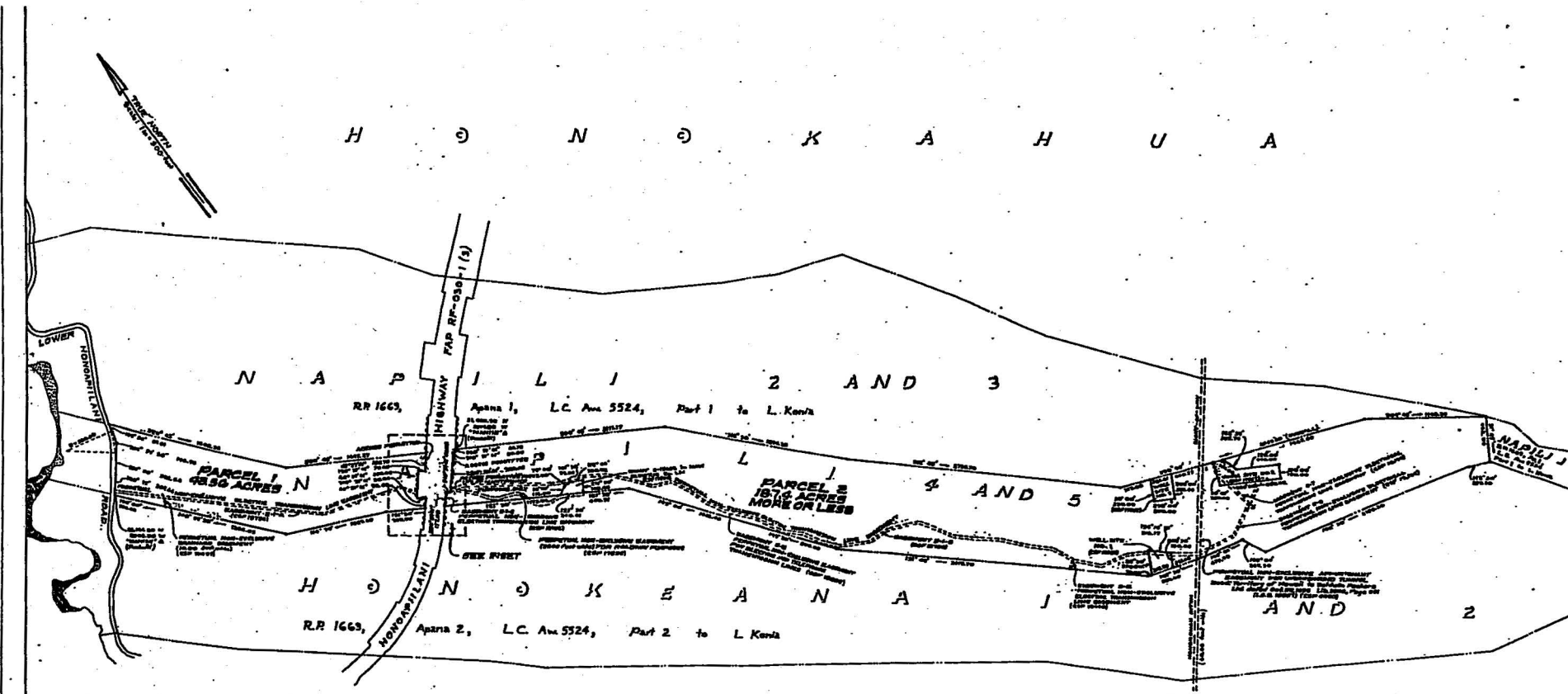

Peter T. Young, Chairperson

EXHIBIT A



A L A E L O A

STATE OF HAWAII
 Department of Accounting and General Services
 SURVEY DIVISION
 Kaulaiki Saki - State Land Surveyor

PORTION OF THE GOVERNMENT (CROWN) LAND
 OF NAPILI 4 AND 5
 PARCELS 1 AND 2

Napili 4 and 5, Leleia (Napopoli), Moa, Hawaii
 Scale: 1 inch = 500 feet
 JUL 25 1983

Conducted by S.T. Hoopes
 Witnessed by Michael V. Stumpf
 Civil Engineer, State of Hawaii
 License No. 12,242
 Date of Survey: July 25, 1983
 Description as to which access permitted
 Date of access permitted

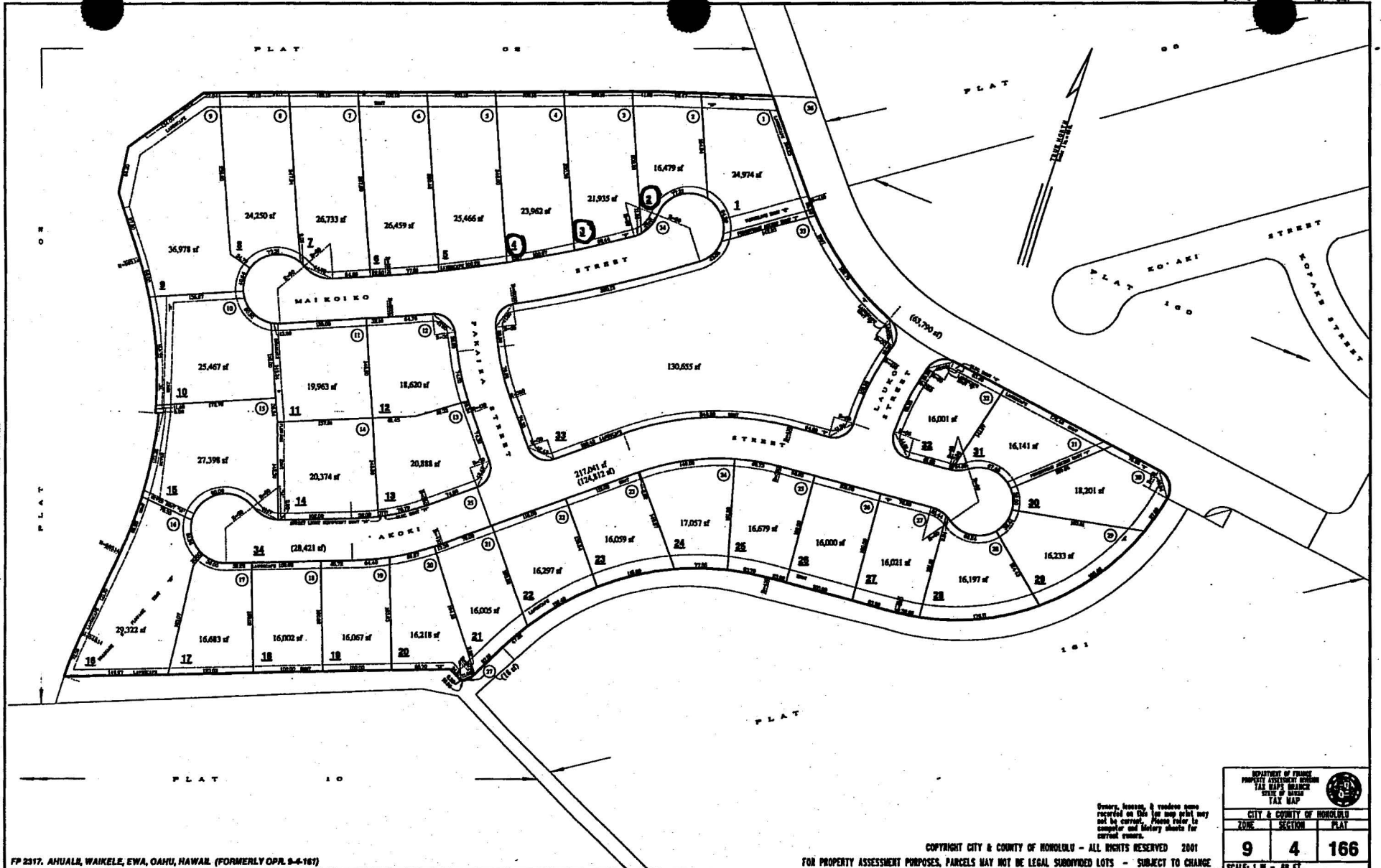
Description see CSP 13707
 HSS PLAT 1009-B

Exclude Well
 Site A = 1.000 ac

Exclude Well
 Site B = 2.550 ac

Exclude County Park
 Addition = 3.294 ac

EXHIBIT D



RECORDED: F. P. 5173
DATE: SEP. 15, 2000
BY: H&B

FP 2317, AHUALA, WAIKELE, EWA, OAHU, HAWAII. (FORMERLY OPR. 9-4-187)

Owners, lessees, & vendors name recorded on this map may not be correct. Please refer to computer and history sheets for current owners.

COPYRIGHT CITY & COUNTY OF HONOLULU - ALL RIGHTS RESERVED 2001

FOR PROPERTY ASSESSMENT PURPOSES, PARCELS MAY NOT BE LEGAL SUBDIVIDED LOTS - SUBJECT TO CHANGE.

DEPARTMENT OF TAXES PROPERTY ASSESSMENT DIVISION THE HAWAII BRANCH STATE OF HAWAII TAX MAP		
CITY & COUNTY OF HONOLULU		
ZONE	SECTION	PLAT
9	4	166
SCALE: 1" = 60 FT.		

STATE OF HAWAII
DEPARTMENT OF LAND AND NATURAL RESOURCES
Land Division
Honolulu, Hawaii 96813

AMENDED

December 9, 2005

Board of Land and Natural Resources
State of Hawaii
Honolulu, Hawaii

PSF No.: 05MD-156

Maui

Partial Waiver of Land Use Restrictions Pursuant to Land
Patent Grant 15,991, Napili 4 and 5, Lahaina, Maui, TMKs (2)
4-3-01:06, 07 & 08

APPLICANT:

Maui Land & Pineapple Company, Inc.

PRIVATE LANDOWNER:

Maui Land & Pineapple Company, Inc., a Hawaii corporation, whose
address is Box 187, Kahului, Hawaii 96733-6687.

LEGAL REFERENCE:

Sections 171-63, Hawaii Revised Statutes, as amended.

LOCATION:

Portions of privately-owned lands situated at Napili 4 and 5,
Lahaina, Maui, identified by Tax Map Key: (2) 4-3-01:06, 07 & 08,
as shown on the attached map labeled Exhibit A.

AREA:

Combined area of the aforementioned parcels totals 187.7 acres,
more or less. However, only ±32.9 acres are included in this
request.

ZONING:

State Land Use District: Urban/Rural
County of Maui CZO: Agriculture

CURRENT USE:

Vacant and unencumbered.

as Amended
APPROVED BY THE BOARD OF
LAND AND NATURAL RESOURCES
AT ITS MEETING HELD ON
December 9, 2005

TRUST LAND STATUS:

Whereas these lands were conveyed to the applicant as part of a land exchange pursuant to 171-50, HRS, these lands are now private lands, however with deed land use restrictions.

DHHL 30% entitlement lands pursuant to the Hawaii State Constitution: YES _____ NO XX

CONSIDERATION:

One-time payment to be determined by independent appraiser, pursuant to Chapter 171-63, HRS, and subject to review and approval by the Chairperson.

PURPOSE:

Waiver of land use restrictions as reserved by Land Patent Grant 15,991 allowing for the development of additional house-lots within privately-owned land.

CHAPTER 343 - ENVIRONMENTAL ASSESSMENT:

This action before the Board involves a release of deed restrictions encumbering former government lands, and does not require the use of State funds. Therefore, this action is exempt from the provisions of Chapter 343, HRS, relating to environmental impact statements. Inasmuch as Chapter 343 environmental requirements apply to Applicant's use of the lands, Applicant shall be responsible for compliance with Chapter 343, HRS, as amended.

APPLICANT REQUIREMENTS:

Applicant shall be required to:

- 1) Process and obtain subdivision approval at Applicant's own cost;
- 2) Provide survey maps and descriptions for the privately-owned property according to State DAGS standards and at Applicant's own cost; and
- 3) Pay for the appraisal cost to determine the one-time payment pursuant to Chapter 171-63(a), HRS.

REMARKS:

On May 24, 2004, the State of Hawaii, through its Board of Land and Natural Resources (State), executed a land exchange with Maui Land & Pineapple Company, Inc. (MLP), pursuant to Section 171-50, Hawaii Revised Statutes (HRS). In this land exchange the State conveyed 223.000 acres of land to MLP, identified as Part 1 and Part 2 on Exhibit A.

At the time of the exchange, these lands were in the Agricultural State Land Use District and zoned Agricultural by the County of Maui. Nonetheless, an independent appraisal report valued the former State lands as Agricultural with urban potential, effective October 24, 2003. This appraisal report was reviewed and approved by the Department and was the basis of fair market value for the land exchange.

Subsequently, to appease concerns raised by the Legislature, these lands were conveyed subject to the use restrictions identified below. It is noted that these restrictions were not previously considered in the independent appraisal.

Ident.	TMK	Land Area	Restriction
Part 1	(2) 4-3-01:05	35.3 ac.	Open space, park and recreational style uses only.
Part 2	(2) 4-3-01:06, 07 & 08	187.7 ac.	Prohibiting residential dwellings.

Following the execution of the land exchange, MLP secured Land Use Commission approval for a State Land Use Urban designation. Moreover, MLP has submitted requests for Community Plan Amendment, Change in Zoning, and Project District Phase I approval to establish West Maui Project District 2 (Kapalua Mauka). Maui County, Department of Planning is currently processing these requests, which cover the aforementioned lands.

Pursuant to Section 171-63, HRS, MLP is now requesting the Board of Land and Natural Resources (BLNR) to waive the use restriction on approximately 32.9 acres of land within the area identified as Part 2. Whereas MLP believes a waiver of the use restriction encumbering the entire 187.7 acres, identified as Part 2, is not desirable, MLP has limited its request to only the ±32.9 acre area portion of Part 2, as depicted in Exhibit B, attached.

BLNR's favorable consideration of this request will provide additional development opportunities on the identified ±32.9 acres while maintaining the aforementioned restrictions on the remainder of Part 2. No changes are contemplated with respect to Part 1. The proposed development will be incorporated into MLP's proposed Kapalua Mauka project.

Subject to BLNR's approval, MLP shall at its own expense:

1. Obtain subdivision approval of the ±32.9 acres of land;
2. Provide survey maps and descriptions of the ±32.9 acres of land prepared to DAGS standards by a licensed Surveyor; and
3. Pay for an independent appraisal to determine the difference between fair market value of the land based

upon its restricted use and the fair market value with the restrictive condition waived, pursuant to Chapter 171-63, HRS.

Comments regarding this request were solicited from Office of Planning (DBEDT), Department of Hawaiian Home Lands (DHHL), Historic Preservation Division (SHPD), Maui District Land Office (MDLO), Maui County Department of Planning (Planning) and Office of Hawaiian Affairs (OHA). Comments received from DHHL, Planning and OHA are summarized below:

DHHL: "The appraisal of land values has already incorporated the removal of this restriction. Further, the Maui Land and Pineapple Company has secured Land Use Commission approval for an Urban designation."

Planning: "The County is currently processing a Community Plan Amendment, change in zoning and Project District Phase I approval to establish West Maui Project District 2 (Kapalua Mauka) which includes the land in question."

OHA: Although OHA acknowledges that MLP's request is following "correct procedures for such waivers", OHA raises concerns regarding the continuation of such practices. A copy of OHA's letter is attached as Exhibit C.

No comments or objections were received from DBEDT, SHPD or MDLO.

RECOMMENDATION: That the Board authorize the waiver of restrictions under the terms and conditions cited above which are by this reference incorporated herein and further subject to the following:

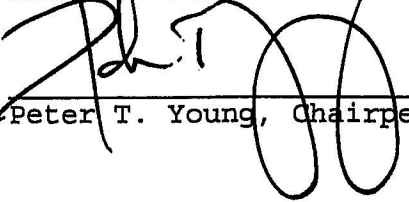
- A. Submission of a resolution notifying the Senate President and the Speaker of the House of Representatives of the requested amendment or waiver of restrictions and pertinent details, including but not limited to the appraisal values and proposed payment adjustment, pursuant to House Resolution No. 157, HD1, which was adopted by the House of Representatives of the Twenty-Second Legislature of the State of Hawaii, Regular Session of 2004;
- B. Review and approval by the Department of the Attorney General;
- C. Such other terms and conditions as may be prescribed by the Chairperson to best serve the interests of the State.

Respectfully Submitted,



vet
Gavin Chun
Project Development Specialist

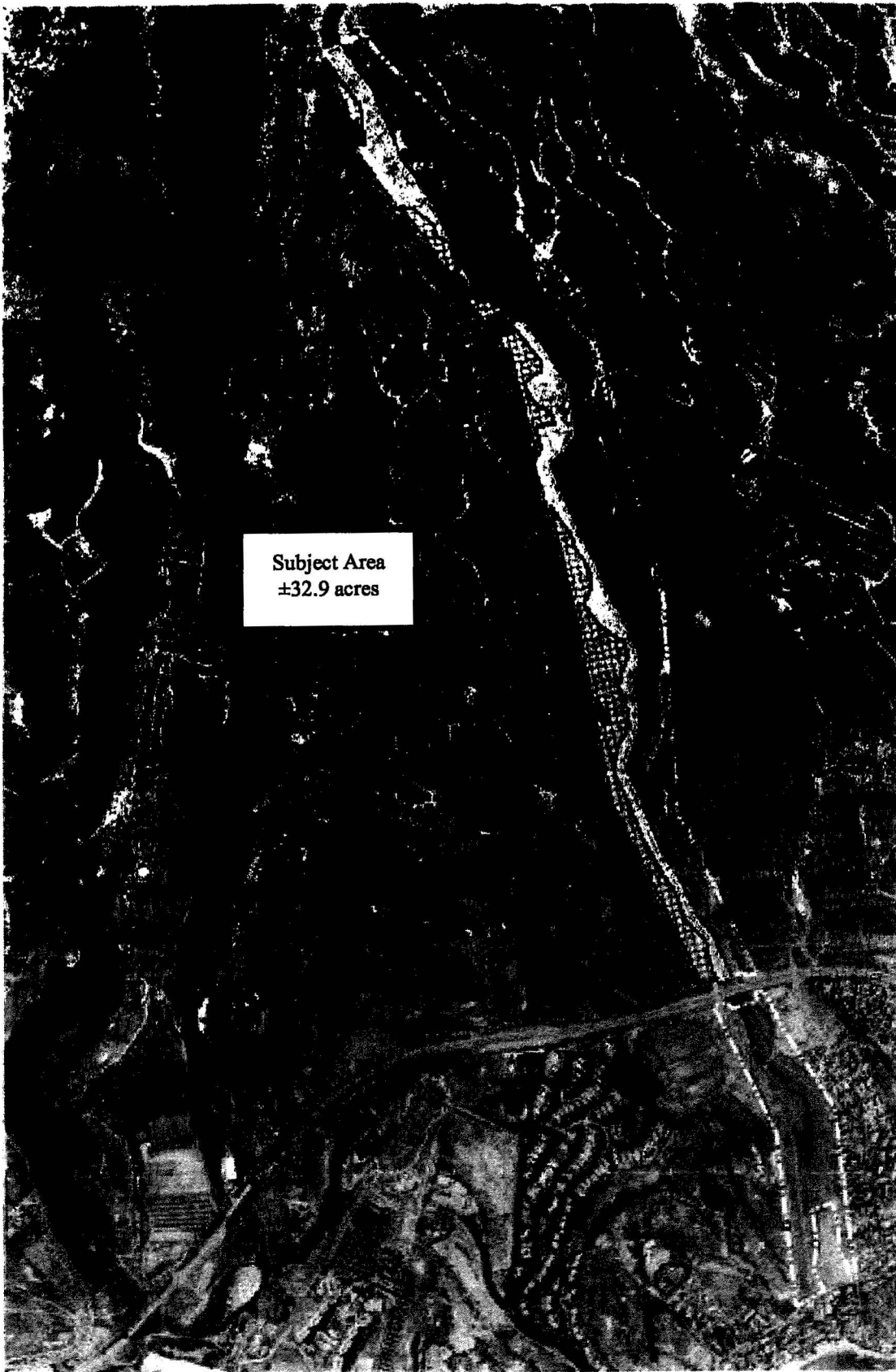
APPROVED FOR SUBMITTAL:



Peter T. Young, Chairperson

APPROVED AS AMENDED. The Board amended staff's recommendation A to read as follows:

"A. Written notification from the department notifying the Senate President and the Speaker of the House of Representatives of the Board action on the requested amendment or waiver of restrictions and pertinent details, including but not limited to the appraisal values and proposed payment adjustment, pursuant to House Resolution No. 157, HD1, which was adopted by the House of Representatives of the Twenty-Second Legislature of the State of Hawaii, Regular Session of 2004;"





Subject Area
±32.9 acres

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LEGEND

-  Kapalua Mauka Boundary
-  State Lands Boundary

KAPALUA MAUKA



EXHIBIT "B"



STATE OF HAWAII
OFFICE OF HAWAIIAN AFFAIRS
711 KAPI'OLANI BOULEVARD, SUITE 500
HONOLULU, HAWAII 96813

July 18, 2005

Gavin Chun
Project Development Specialist
Department of Land and Natural Resources
Land Division
P.O. Box 621
Honolulu, HI 96809

HRD05/1942
2005 JUL 20 A 10:07
RECEIVED
LAND DIVISION

RE: Request for review and comment on request for a waiver of restrictions, Lahaina, Maui; TMKs: 4-3-001:005, 006, 007, and 008

Dear Gavin Chun,

The Office of Hawaiian Affairs (OHA) is in receipt of your June 30, 2005, request for comments on the above-referenced proposal, which would allow Maui Land & Pineapple Company to waive restrictions on a total of 32.9 acres of land that they own through a prior land exchange. OHA offers the following comments.

The relevant land exchange included the following conditions:

1. "limiting the use of Part 1 to open space, park and recreational-style uses; and"
2. "prohibiting residential dwellings on Part 2."

While the Land Patent Grant allowed that these restrictions could be waived or amended by the Board of Land and Natural Resources, and Maui Land & Pine is following the correct procedures for such waivers, OHA questions the methodology of these land transfers. The built-in ability of a developer to acquire land that is not zoned for development, but that, if the developer gets approval from the Land Use Commission and the pertinent county zoning office, can be relatively easily added to abutting lands that are currently zoned for development raises concerns.

EXHIBIT "C"

Gavin Chun
July 18, 2005
Page 2

Credit should be given to developers who can plan such land exchanges and corresponding land developments, and maneuver the intricate land use system. However, respect for cleverness aside, these loopholes in the zoning system should be closed. Land use management and planning should not be done piecemeal, and at a developer's specific behest, but should take long-term needs and sustainability into account and then be respected and followed, unless conforming provides undue hardship, is detrimental to prior vested interests, or harms public health, safety or welfare. That a developer conceptualized a development that went beyond the boundaries of existing zoning, used the foresight to acquire abutting lands, and then re-classified and is attempting to re-zone those lands to include and incorporate their preconceived plan does not meet any of the above requirements.

As a policy matter, OHA requests that the BLNR consider the implications of continuing to allow this methodology to occur. Perhaps the BLNR should wait to hear this particular waiver and appraisal request until after Maui County determines whether the zoning change will be approved. And, in the future, land exchange language should not provide such a large loophole to re-evaluate the protective status of such lands.

Thank you for the opportunity to comment. If you have further questions or concerns, please contact Heidi Guth at 594-1962 or e-mail her at heidig@oha.org.

Sincerely,



Clyde W. Nāmu'o
Administrator



R-282 STATE OF HAWAII
 BUREAU OF CONVEYANCES
 RECORDED
 JUN 01, 2004 08:01 AM
 Doc No(s) 2004-109847



/s/ CARL T. WATANABE
 REGISTRAR OF CONVEYANCES

22 2/3 23

CONVEYANCE TAX: \$1510.00

LAND COURT SYSTEM)

REGULAR SYSTEM

Return by Mail () Pickup () To:

TG: ACCOM: 200427377-4

ATTN: CHARLENE E UNOKI
 STATE OF HAWAII/DLNR
 1151 PUNCHBOWL ST
 RM 220
 HONOLULU, HI 96813

DEPT. OF LAND AND NATURAL RESOURCES
 LAND DIVISION

Total Number of Pages: 22

LOD No. 28,514

Tax Map Key Nos. (2)4-3-1:5, 6,
 7, 8 and (1)9-4-166:1, 2 & 3

EXCHANGE DEED AND AGREEMENT TO EXCHANGE

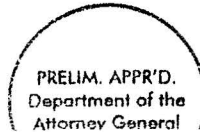
THIS INDENTURE, made and entered into this 25th
 day of May, 2004, by and between MAUI LAND &
 PINEAPPLE COMPANY, INC., a Hawaii corporation, whose address is
 Box 187, Kahului, Hawaii 96733-6687, hereinafter referred to as
 "MLP," and the STATE OF HAWAII, by its Board of Land and Natural
 Resources, whose address is 1151 Punchbowl Street, Honolulu,
 Hawaii 96813, hereinafter referred to as the "State";

WITNESSETH:

WHEREAS, MLP is the owner of those certain parcels of
 land situate at Waikele, Oahu, Hawaii, containing an area of
 1.455 acres;

WHEREAS, the State is the owner of those certain
 parcels of land situate at Kapalua, Maui, Hawaii, containing an
 area of 223.000 acres;

WHEREAS, the State wishes to acquire MLP's lands for
 public purposes, to wit: for income-producing properties that the



State can lease out for the purposes of generating revenues for public trust purposes;

WHEREAS, the lands of MLP have an appraisal value of ONE MILLION SIX HUNDRED TEN THOUSAND AND NO/100 DOLLARS (\$1,610,000.00), and the lands of the State have an appraisal value of ONE MILLION FIVE HUNDRED TEN THOUSAND AND NO/100 DOLLARS (\$1,510,000.00); and

WHEREAS, MLP in order to perfect this exchange, waives the difference between appraised values of the lands to be exchanged.

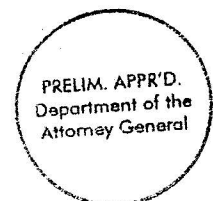
NOW, THEREFORE, for and in consideration of the above and the covenants, agreements, and conditions as hereinafter set forth, the parties agree as follows:

1. MLP Conveyance.

MLP, for itself, its successors and assigns, and in consideration of the covenant of the State as hereinafter described and conveyance to MLP of State's lands described in Exhibits "C" and "E," and delineated on Exhibits "D" and "F," herein, does by these presents, grant, bargain, sell and convey unto the State, its successors and assigns, forever in fee simple, those certain parcels of land situate at Ahualii, Waikele, Ewa, Oahu, Hawaii, designated as "Exchange Maui Land & Pineapple Company, Inc. to State of Hawaii," containing a total area of 1.455 acres, all more particularly described in Exhibit "A" and delineated on Exhibit "B," both of which are attached hereto and made parts hereof; SUBJECT, HOWEVER, to the encumbrances listed on Exhibit "A."

TO HAVE AND TO HOLD the same, together with all improvements thereon and all tenements, rights, easements, privileges and appurtenances thereunto belonging, or appertaining or held and enjoyed therewith, unto the State, its successors and assigns, forever; subject to the encumbrances noted on Exhibit "A."

AND, said MLP, its successors and assigns, warrants that it is lawfully seized of these lands in fee simple, that it has good right to grant and convey the same as aforesaid; that the same are free and clear of all liens and encumbrances except as aforesaid; and that MLP and its successors and assigns shall WARRANT AND DEFEND the same unto the State, its successors



and assigns, against any and all lawful claims and demands of all persons whomsoever, forever.

AND, the State covenants that this purchase of real property has had prior approval as to form, exceptions, and reservations by the Attorney General pursuant to section 26-7 and section 107-10, Hawaii Revised Statutes.

AND, MLP warrants that if any lender or governmental agency shall ever require testing to ascertain whether there has been any release of hazardous materials by MLP on or adjacent to the Property, as determined by the State in its sole discretion, then MLP shall be responsible for the reasonable costs thereof. In addition, MLP shall execute affidavits, representations and the like from time to time at the State's request concerning MLP's best knowledge and belief regarding the presence of hazardous materials on the Property placed or released by MLP.

MLP agrees to indemnify, defend, and hold the State harmless, from any damages and claims resulting from the release of hazardous materials on or about the Property occurring while MLP was in possession of the Property, or elsewhere if caused by MLP or persons acting through or under MLP.

For the purpose of this deed "hazardous material" shall mean any pollutant, contaminant, toxic substance, hazardous waste, hazardous material, hazardous substance, or oil, as all of the above are defined in or pursuant to the Resource Conservation and Recovery Act, as amended, the Comprehensive Environmental Response, Compensation, and Liability Act, as amended, the Federal Clean Water Act, Chapter 128D, Hawaii Revised Statutes, or any other federal, state, or local law, regulation, ordinance, rule, or bylaw, whether existing as of the date hereof, previously enforced, or subsequently enacted.

2. State Agreement and Conveyance.

The State, for and in consideration of the foregoing conveyance to it, and pursuant to the provisions of Section 171-50, Hawaii Revised Statutes, as amended, does hereby covenant that it shall convey to MLP, its successors and assigns, by a separate instrument in the nature and form of a Land Patent Grant, SUBJECT, HOWEVER, to mineral (including geothermal) and water reservations, prehistoric and historic remains reservations, burial sites reservations, the rights of native tenants, easements and encumbrances of record, and a covenant against discrimination, and furthermore does hereby grant, bargain, sell and convey unto MLP, its successors and assigns,

forever in fee simple, those parcels of land situate at Napili 4 and 5, Lahaina (Kaanapali), Maui, Hawaii, consisting of:

"Exchange State of Hawaii to Maui Land and Pineapple Company, Inc., Part 1," containing an area of 35.3 acres, more or less, all more particularly described in Exhibit "C" and delineated on Exhibit "D," both of which are attached hereto and made parts hereof, said exhibits being a survey description prepared by the Survey Division, Department of Accounting and General Services, State of Hawaii, designated C.S.F. No. 23,769 and dated April 26, 2004, and delineated on survey map designated as H.S.S. Plat 1009-E, subject, however, to a restriction limiting the use of Part 1 to open space, park and recreational-style uses, and

"Exchange State of Hawaii to Maui Land and Pineapple Company, Inc., Part 2," containing an area of 187.7 acres, more or less, all more particularly described in Exhibit "E" and delineated on Exhibit "F," both of which are attached hereto and made parts hereof, said exhibits being a survey description prepared by the Survey Division, Department of Accounting and General Services, State of Hawaii, designated C.S.F. No. 23,770 and dated April 26, 2004, and delineated on survey map designated as H.S.S. Plat 1009-F, subject, however, to a restriction prohibiting residential dwellings on Part 2,

Provided, however, that the use restrictions on Part 1 and Part 2 may be amended or waived only upon prior approval of the Board of Land and Natural Resources and payment to the State of the difference between the fair market value of the land based upon its restrictive use and the fair market value of the land with this restrictive covenant amended or waived.

TO HAVE AND TO HOLD the same, together with all improvements thereon, and all tenements, rights, easements, privileges, and appurtenances thereunto belonging, or appertaining or held and enjoyed therewith, unto MLP, its successors and assigns forever, subject to the encumbrances noted herein.

SUBJECT TO rights of native tenants and regulatory rights and ownership rights (if any) of the State of Hawaii established pursuant to state law including Chapter 6E, Hawaii Revised Statutes, over prehistoric or historic remains found in, on, or under the land.

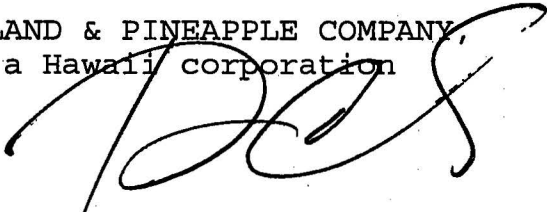
AND MLP for itself, its successors and assigns, covenants that the use and enjoyment of the lands received from

the State shall not be in support of any policy which discriminates against anyone based upon race, creed, sex, color, national origin, religion, marital status, familial status, ancestry, physical handicap, disability, age or HIV (human immunodeficiency virus) infection.

PURSUANT TO SECTION 171-50(c), Hawaii Revised Statutes, as amended, this land exchange was approved by the Twenty-second Legislature during the 2004 legislative session (S.C.R. No. 9, S.D. 1, H.D. 1).

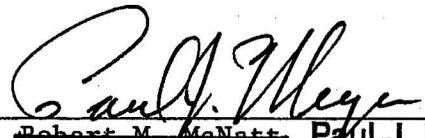
IN WITNESS WHEREOF, MLP, has caused these presents to be executed this 17th day of May, 2004, and the STATE OF HAWAII, by its Board of Land and Natural Resources, has caused the seal of the Department of Land and Natural Resources to be hereunto affixed and these presents to be executed this 25th day of May, 2004, both effective as of the day, month, and year first above written.

MAUI LAND & PINEAPPLE COMPANY, INC., a Hawaii corporation

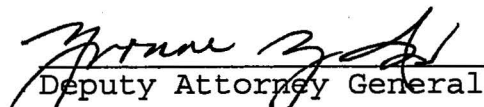


By _____
David C. Cole
Its Chairman, President & CEO

Approved by the Board of Land and Natural Resources at its meetings held on July 27, 2001, October 24, 2003, and December 12, 2003.

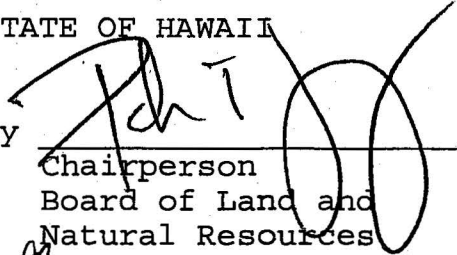
And By 
~~Robert M. McNatt~~ Paul J. Meyer
Its ~~Vice President/Land Planning & Development~~
Executive Vice President/Finance
MLP

APPROVED AS TO FORM:


Deputy Attorney General

Dated: 5/11/04

STATE OF HAWAII

By 
Chairperson
Board of Land and
Natural Resources



STATE OF HAWAII

)
) SS.
)

COUNTY OF MAUI

On this 17th day of May, 2004,
before me appeared David C. Cole and

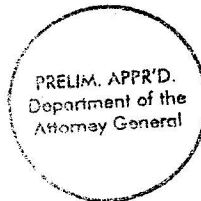
~~Robert M. McNatt~~, to me personally known,
who, being by me duly sworn, did say that ~~they are the~~ ^{he is} ~~Chairman, President & CEO~~ ^{dam} and ~~Vice President/Land Planning & Development~~ ^{dam}
respectively, of MAUI LAND & PINEAPPLE COMPANY, INC., a Hawaii
corporation, and that said instrument was signed in behalf of
said corporation by authority of its Board of Directors, and the ^{dam}
said ~~Chairman, President & CEO~~ and ~~Vice President/Land Planning & Development~~
acknowledged said instrument to be the free act and deed of said
corporation.

Debra A. Mahon ¹⁸

Notary Public, State of Hawaii

Debra A. Mahon

My commission expires: October 1, 2004



LOD 28,5144883



HOUSE OF REPRESENTATIVES

STATE OF HAWAII
STATE CAPITOL
HONOLULU, HAWAII 96813

RECEIVED

'04 - MAY 17 AM 10:44

May 13, 2004

DEPT. OF LAND
& NATURAL RESOURCES
STATE OF HAWAII

Mr. Peter T. Young
Chair
Board of Land & Natural Resources
P.O. Box 621
Honolulu, HI 96809

Dear Mr. Young:

I transmit herewith a copy of House Resolution No. 157, HD1, which was adopted by the House of Representatives of the Twenty-Second Legislature of the State of Hawaii, Regular Session of 2004.

Sincerely,

Patricia Mau-Shimizu
Chief Clerk
House of Representatives

DEPT. OF LAND &
NATURAL RESOURCES
STATE OF HAWAII

2004 MAY 18 A 9 3

RECEIVED
LAND DIVISION

HOUSE RESOLUTION

SUBMITTING TO THE LEGISLATURE OF THE STATE OF HAWAII FOR REVIEW OF ACTION TAKEN BY THE BOARD OF LAND AND NATURAL RESOURCES ON LAND EXCHANGES.

WHEREAS, section 171-50, Hawaii Revised Statutes, provides that land exchanges of public land for private land are subject to disapproval by the Legislature by two-thirds vote of either the Senate or the House of Representatives or by majority vote of both in any regular or special session; and

WHEREAS, the State owns approximately 226 acres of public land in Lahaina, Maui, identified as Tax Map Keys: (2)4-3-01:05, 06, 07, and 08 ("Maui Lands"); and


WHEREAS, these parcels of public land are almost entirely surrounded by lands owned by Maui Land & Pineapple Company, Inc. (ML&P), have been in agricultural use for many years and are now rented for pineapple cultivation yielding \$6,060 in annual revenues; and

WHEREAS, the Land Study Bureau classifies these lands as having Type C (average) and Type D (below average) agricultural productivity ratings and the majority of these lands (177 acres) consist of gulch lands which are not suitable for cultivation; and

WHEREAS, ML&P is proposing a land exchange to acquire these 226 acres of public land for the purpose of combining portions of these lands with its adjacent privately-owned lands for its Kapalua Mauka project, a master-planned residential, commercial, and golf course development project; and

WHEREAS, most of the remaining acreage will remain in open space; and

I do hereby certify that the within document is a full, true and correct copy of the original on file in this office.


Chief Clerk
House of Representatives
State of Hawaii

WHEREAS, in exchange, ML&P would convey to the State three vacant lots in the Mill Town Center, an industrial park located in Waikele, Ewa, Oahu, identified as Tax Map Keys: (1)9-4-166:01, 02, and 03; and

WHEREAS, these lots are zoned for light industrial use, have county standard roadways and all utility infrastructure and will generate estimated annual rents of \$98,400 to \$131,200; and

WHEREAS, the parcels being conveyed to the State of Hawaii will provide the State with revenue-generating properties in exchange for remnant, poor quality agricultural land generating nominal rents; and

WHEREAS, proceeds from the leasing of the parcels to be acquired will be used for Public Land Trust purposes; and

WHEREAS, ML&P intends to utilize the makai parcel identified as Tax Map Key: (2)4-3-01:05 as open space, park-and recreational-type uses ("Makai Parcel");

WHEREAS, ML&P does not intend to construct residential dwellings on the mauka parcels identified as Tax Map Key: (2) 4-3-01:06, 07, and 08 ("Mauka Parcels");

WHEREAS, ML&P and the Department of Land and Natural Resources (DLNR) have agreed that use restrictions to reflect these intended uses should be placed on the Maui Lands; and

WHEREAS, if ML&P desires to remove these use restrictions in the future, pursuant to section 171-63, HRS, the Board of Land and Natural Resources may amend or waive the conditions restricting the use of land contained in any deed or grant only upon the condition that the grantee pay to the State the difference between the fair market value of the land based upon its restricted use and the fair market value with the restrictive condition amended or waived; now, therefore,

BE IT RESOLVED by the House of Representatives of the Twenty-second Legislature of the State of Hawaii, Regular Session of 2004, that the following exchange, approved by the Board of Land and Natural Resources (Board), be reviewed and is hereby approved by this body:

EXCHANGE OF LAND BETWEEN STATE OF HAWAII AND MAUI LAND & PINEAPPLE COMPANY, INC.

Statute: Section 171-50, Hawaii Revised Statutes, as amended.

Purpose: Acquisition of income-producing land to generate revenues for Public Land Trust purposes.

Date of Board Approval: October 24, 2003.

I. MAUI LAND & PINEAPPLE COMPANY, INC. TO CONVEY TO THE STATE OF HAWAII

<u>Location</u>	<u>Tax Map Key</u>	<u>Area</u>	<u>Appraised Value</u>
Waikele	(1)9-4-166:01	0.573 acre	\$ 600,000
Waikele,	(1)9-4-166:02	0.378 acre	\$ 430,000
Waikele,	(1)9-4-166:03	<u>0.504</u> acre	\$ <u>580,000</u>
Oahu			
	Total	1.455 acre	\$1,610,000

II. THE STATE OF HAWAII TO CONVEY TO MAUI LAND & PINEAPPLE COMPANY, INC.

<u>Location</u>	<u>Tax Map Key</u>	<u>Area</u>	<u>Appraised Value</u>
Lahaina,	(2)4-3-01:05,		
Maui	06, 07, 08	226.545 acre	\$1,510,000

III. NAME OF DISINTERESTED APPRAISERS WHO APPRAISED THE PROPERTIES

Public Land

Medusky & Co., Inc., pursuant to appraisal report dated November 14, 2003.

Private Land

Medusky & Co., Inc., pursuant to appraisal reports dated October 31, 2003 and January 19, 2004.

BE IT FURTHER RESOLVED that such approval shall be subject to a restriction on the Makai Parcel limiting its use to open space, park- and recreational-type uses and a restriction on the Mauka Parcels prohibiting residential dwellings, which restrictions shall be incorporated into the exchange deed; and

BE IT FURTHER RESOLVED that if Maui Land & Pineapple Company, Inc. desires to remove the use restrictions on the Maui Lands, the Board of Land and Natural Resources may amend or waive the conditions restricting the use of the land only if Maui Land & Pineapple Company, Inc. pays to the State the difference between the fair market value of the land based upon its restricted use and the fair market value of the land with the restrictive conditions amended or waived; and

BE IT FURTHER RESOLVED that the Department of Land and Natural Resources is requested to notify in writing the Senate President and the Speaker of the House of Representatives of any request by Maui Land & Pineapple Company, Inc., to amend or waive the restrictions, and subsequently, the pertinent details, including but not limited to the appraisal values and proposed payment adjustment; and

BE IT FURTHER RESOLVED that certified copies of this Resolution be transmitted to the Chairperson of the Board of Land and Natural Resources and the Chairperson of the Board of Directors of Maui Land & Pineapple Company, Inc.



April 19, 2024

Russell Y. Tsuji
Administrator
Department of Land and Natural Resources
Land Division
1151 Punchbowl Street, Room 220
Honolulu, Hawaii 96813

2024 APR 25 PM 1:54

Re: Waiver of Restrictions in Accordance with HRS Section 171-63 for a Portion of the Land Now Under Ownership by Maui Land & Pineapple Company, Inc. (MLP) Pursuant to the Exchange Between the State of Hawaii and MLP for State-Owned Land at Lahaina, Maui, Tax Map Key: (2) 4-3-1:5, 6, 7, 8 and Privately-Owned Land at Waikele, Oahu, Tax Map Keys: (1) 9-4-166:1, 2, 3 (the "Land Exchange")

Dear Mr. Tsuji:

Maui Land & Pineapple Co., Inc. ("MLP") requests a Waiver of Restrictions in accordance with HRS § 171-63 for a 35.3 acre parcel of land identified by tax map key (2) 4-3-01:05 (the "Parcel") that MLP acquired from the State of Hawaii in the above-described Land Exchange. For your reference I am attaching the Board of Land and Natural Resources' (the "Board") approval of the Land Exchange.

At the time of the Land Exchange, these lands were in the Agricultural State Land Use District and zoned Agricultural by the County of Maui. Despite this



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zoning, an independent appraisal report valued the former State lands as Agricultural with urban potential, effective October 24, 2003. The appraisal report was reviewed and approved by the Department of Land and Natural Resources and was the basis of the fair market value for the Land Exchange.

The Land Exchange was implemented by an Exchange Deed and Agreement to Exchange dated May 25, 2004, that is recorded in the Bureau of Conveyances as Document No. 2004-109847 (the “**Exchange Deed**”), a copy of which is enclosed. It provides that the Parcel is subject to a “restriction limiting the use of [the Parcel] to open space, park and recreational style uses” (the “**Restriction**”). The Restriction was not considered in the independent appraisal at the time of the Land Exchange.

In compliance with the intent of the State, in 2007, MLP constructed a recreational linear path through the Parcel, and recorded a perpetual easement in favor of the public along this path from Mauka to Makai. The balance of the Parcel remains fallow and unutilized due to the Restriction. The Parcel is within the Maui Island Plan’s Urban Growth Boundary, however it remains in the Agricultural State Land Use District and zoned Agricultural by the County of Maui.

MLP would like to enable the remainder of the parcel to be placed into productive use consistent with its zoning, but the Restriction currently prohibits such uses, including agricultural uses such as grazing and farming, both of which may also reduce fire risk.

By terms of the Exchange Deed and under HRS § 171-63, the Board may waive the Restriction if it finds the public interest will be served by the waiver. MLP respectfully submits that removing the Restriction that prevents use of the Parcel in accordance with its zoned uses is in the public interest. If the Board



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waives the Restriction, portions of the property, may be used for agricultural uses under the existing zoning, along with the perpetual public pathway established via easement. MLP may provide additional information to the Board which will show why the public interest will be served by waiving such restrictions from the Parcel at the time the Board considers this request.

As the Land Exchange valued the Parcel under the same zoning, without the Restriction, we ask that the Board consider the waiver at this time.

If the State believes an appraisal is required for this request, we ask that the State initiate an appraisal on the Parcel for purposes of this request. MLP will reimburse the State for such appraisal. Once the appraisal is complete and acceptable, we would like the Board to consider the waiver.

Please let me know if there is any other information you require to initiate this request.

Very truly yours,

Race Randle
Chief Executive Officer

Enclosures

BLNR Approval of Land Exchange
Exchange Deed