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OFFICE OF
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RECORDATION REQUESTED BY:
COUNTY OF MAUI

AFTER RECORDATION, RETURN TO:
Office of the County Clerk
County of Maui
200 So. High Street
Wailuku, Hawaii 96793

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day of MAY - 8 1987, A.D., B.....
at 3:27 o'clock P.M. H.....
Recorded at Law 20653-721
at Page.....

RETURN BY: MAIL (X) PICKUP ()

UNILATERAL AGREEMENT AND DECLARATION FOR DEVELOPMENT
AND COORDINATION OF A PARK ACCESS AND MAINTENANCE PROGRAM

THIS INDENTURE, made this 23d day of April,
1987, by LANAI COMPANY, INC., a Hawaii corporation, whose
principal place of business is 650 Iwilei Road, Honolulu,
Hawaii, and whose mailing address is P.O. Box 2780, Honolulu,
Hawaii 96803, hereinafter referred to as "Declarant", and who
is the developer involved in the project districts hereinafter
referred to and is the owner of the option to purchase and will
become the recorded owner of that certain parcel of land
situate at Lanai, Hawaii, Tax Map Key 4-9-02:1, land
hereinafter referred to as "Property".

W I T N E S S E T H :

WHEREAS, the Council of the County of Maui, State of
Hawaii, hereinafter referred to as "Council", in its passage of
the Ordinances relating to standards for the project district
at Manele, Lanai and procedures for project districts indicated

its receptivity to Declarant's willingness to enter into an unilateral agreement to develop and coordinate a park access and maintenance program within said project district; and

WHEREAS, Declarant desires to dedicate its lands described herein for public use for recreational and park purposes;

NOW, THEREFORE, the Declarant hereby makes the following Declaration:

1. This Agreement is made pursuant to the provisions of the Maui County Code, relating to the project district at Manele, Lanai and procedures of the County of Maui for project districts.
2. Declarant voluntarily agrees that it will dedicate in perpetuity for park and recreational purposes all of those areas shown on the Maps as Increment 1 attached hereto as Exhibit A-1 and A-2 and:
 - A. Permit without charge any person to use such park areas for recreational purposes consistent with the provisions of Chapter 520, Hawaii Revised Statutes;
 - B. Make infrastructural improvements, perform proper maintenance and assume all responsibility of administering public use in such areas. Ownership of the real property hereinabove dedicated shall, however, remain in Declarant.
3. The rules and regulations controlling said park are attached hereto as Exhibit B. Said rules and regulations shall be administered and amended by Declarant in a reasonable,

nondiscriminatory and nonarbitrary manner. The Parks Department of the County of Maui shall be advised in advance of any amendments to said rules and regulations.

AND IT IS EXPRESSLY UNDERSTOOD AND AGREED that the conditions imposed in this Declaration shall run with the land identified hereinabove, and shall bind and constitute notice to all successors in interests, assignees, lessees and any other person who claims an interest in the said land, and the County of Maui shall have the right to enforce this Declaration by appropriate action at law or suit in equity against all such persons, provided that the Declarant or its successors and assigns may at any time file a petition for amendments to this Unilateral Agreement, such petition to be processed in the same manner as this original Agreement.

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

LANAI COMPANY, INC.

By *Rae L. Luan*
Its Vice President ASST. SECRETARY

By *Robert C. Coe*
Its VICE PRESIDENT

APPROVED AS TO FORM:

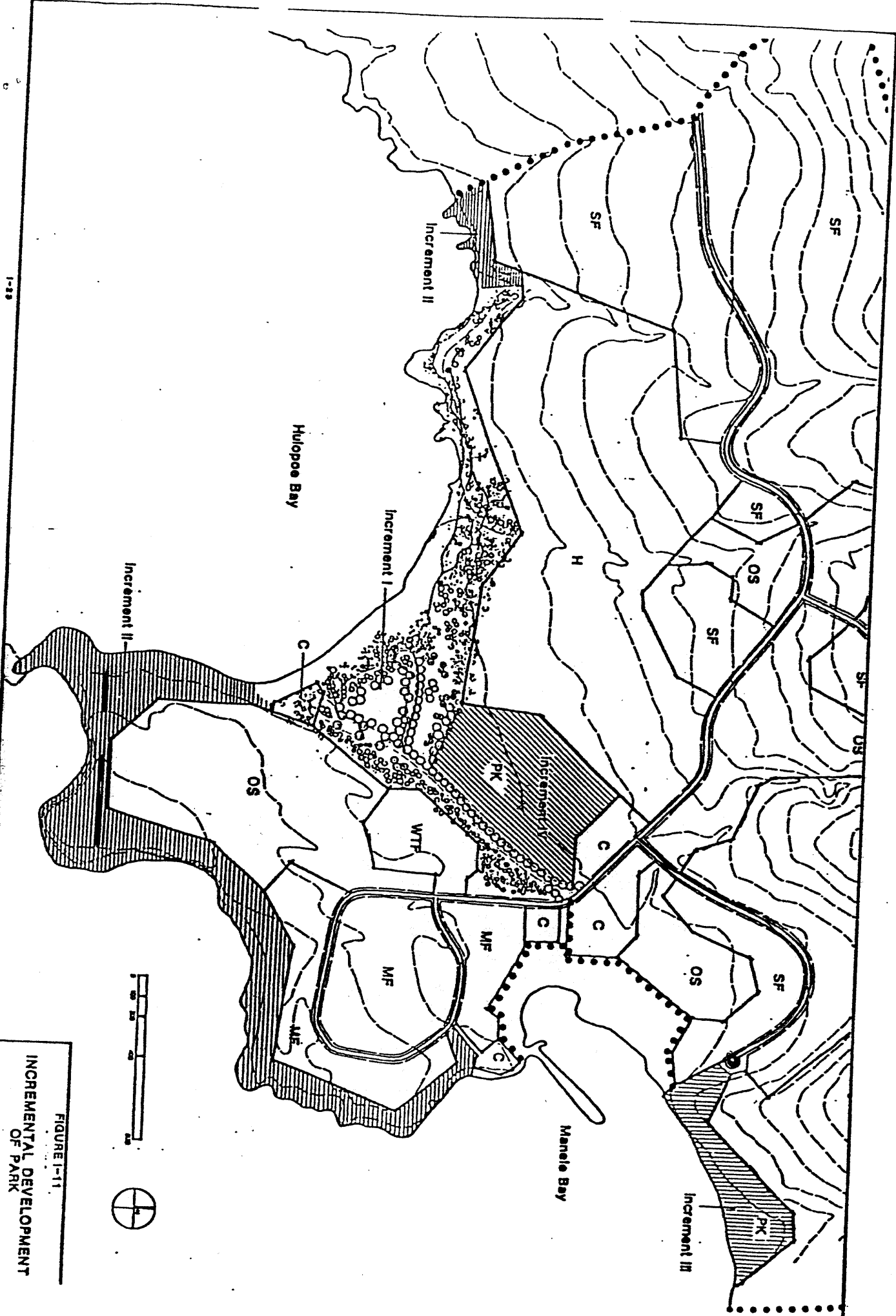
 Z 2
Attorney for Declarant

Dated: 4/23/07

APPROVED AS TO FORM
AND LEGALITY

 F. W. Rohlfig
Corporation Counsel

FRED W. ROHLFING



I-229

Exhibit A-1

FIGURE I-11
 INCREMENTAL DEVELOPMENT
 OF PARK

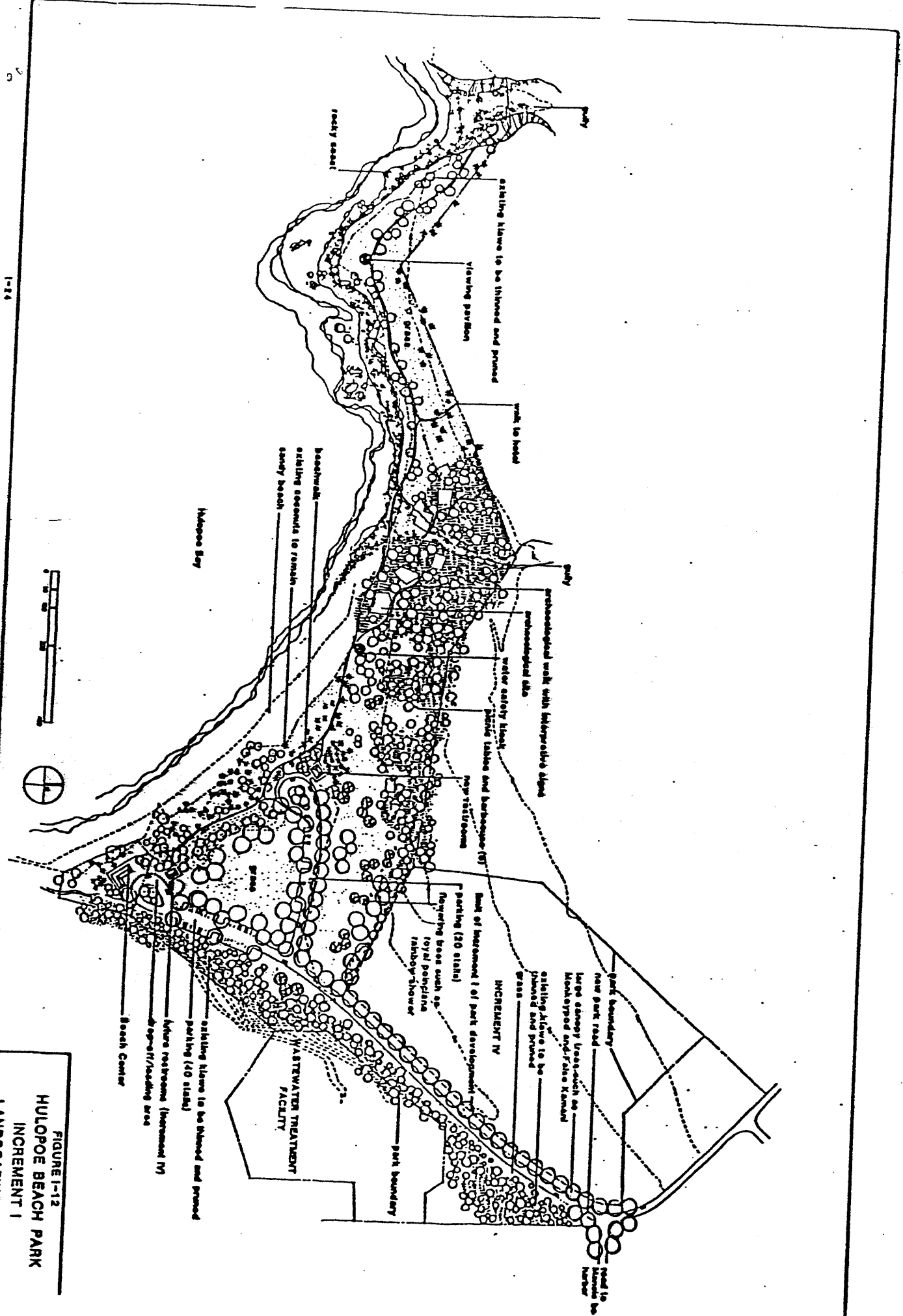


FIGURE I-12
 HULOPOE BEACH PARK
 INCREMENT I
 LANDSCAPING PLAN

Exhibit A-2

STATE OF HAWAII

COUNTY OF MAUI

)
) SS.
)

On this 23rd day of April, 1987, before me appeared Robert C. Oda and Ronald Hedani, to me personally known, who, being by me duly sworn, did say that they are the Vice President and Asst. Secretary, respectively of LANAI COMPANY, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and the said Robert C. Oda and Ronald Hedani, acknowledged said instrument to be the free act and deed of said corporation.

Louise Komata

Notary Public, in and for said County and State.

My commission expires: 7/15/90

PARK AREA RULES AND REGULATIONS

ARTICLE I. GENERAL PROVISIONS

Definitions.

ARTICLE II. PROHIBITIONS

General prohibitions applicable to all parks and recreation facilities.

ARTICLE III. OPERATING POLICY

Hours.

ARTICLE IV. PERMITS AND FEES

Casual user.
Separate events.
Priority of use.
Fees and deposits.
Schedule of fees and deposits.
Permit procedure for type II, type III and type IV activities.
Liability of permittee.
Revocation.
Duration of use.

ARTICLE V. CAMPING

Camping areas.
Permits.
Fees.
Curfew.

ARTICLE I. GENERAL PROVISIONS

Definitions. For the purpose of these rules and regulations, certain phrases and words are defined as follows:
A. "Camper" means any person who remains or intends to remain at the park or recreational facility in order to use the facility as overnight accommodations.
B. "Camping" means the use and occupation at the park or recreational facility whereby one or more persons remain or intend to remain at the park or recreational facility in order to use the park or facility as overnight accommodations.

Exhibit "B"

C. "Company" means Lanai Company, Inc., its successor or assignee.

D. "Deposit" means a sum of money placed with the company as security for the use and maintenance of park and recreational facilities.

E. "Fees" means monetary charges required by the company pursuant to the provisions herein for the authorized use of parks and recreational facilities.

F. "Park" means the park, park roadway, beach, beach right-of-way, and other recreational areas under the control, management and operation of the company.

G. "Permit" means a written authorization signed by the company or an authorized representative allowing the use of park and recreational facilities.

H. "Recreational facility" means any building or other physical structure, such as pavilions and picnic tables used for recreational purposes and under the control, management and operation of the company.

I. "Type I activity" means an activity organized and conducted by the company.

J. "Type II activity" means any activity organized and sponsored by any person or nonprofit entity which does not charge an admission to attend the activity.

K. "Type III activity" means an activity organized and sponsored by any nonprofit entity which charges admission to attend the activity.

L. "Type IV activity" means activity organized and sponsored by any person or entity for the purpose of carrying on a profit making enterprise.

M. "Nonprofit entity" means an entity which complies with Section 416-19 of the Hawaii Revised Statutes.

ARTICLE II. PROHIBITIONS

General prohibitions applicable to all parks and recreation facilities.

A. Within the limit of any park or within any recreational facility, it shall be unlawful for any person to:

1. Abandon any vehicle or other personal property or leave any vehicle or other personal property unattended for a period in excess of twenty-four hours;

2. Throw or dispose of any refuse or any waste material except in a receptacle designated for such;

3. Permit any animal, except as hereinafter provided in subsection D of this section, to enter and to remain within the confines of any park area;

4. Destroy, injure, deface, or remove (except pursuant to its obligations) in any manner any structure, sign, equipment, monument or device;

5. Discharge firearms, air rifles or spring guns.

B. Except as otherwise authorized by the company, it shall be unlawful for any person, within the limits of any park or recreational facility to:

1. Distribute, post or place any commercial handbill or circular, notice or other advertising material;

2. Repair cars or other vehicles;

3. Store, repair, or condition any boat, canoe, raft or other vessel;

4. Park or operate any vehicle on grassed and sand areas;

5. Use or operate loudspeakers;

6. Engage in archery;

7. Kindle, build, maintain or use any fire other than in a grill or hibachi and in designated areas.

C. The company will designate, by posting signs, areas where activities including but not limited to the following, are not permitted:

1. Active recreational uses which utilizes any type of ball or accessory sporting equipment;

2. Ride on roller skates, skate boards or bicycles.

D. Regulation on animals.

1. The company may set aside areas for horse riding, animal shows, classes and trials.

2. Dogs shall be permitted provided that they shall be on a leash.

E. Regulation on motor vehicles. The company may prohibit or restrict the operation or parking of a motor vehicle, including motorcycles, sand buggys, etc., within the premises of the park or the premises of a recreational facility.

ARTICLE III. OPERATING POLICY

Hours. The park shall be open to the public every day of the year during designated hours as established by the company except for designated areas on special event days. The opening and closing hours for each park and recreational facility shall be posted therein. The closing time shall be no later than midnight of each day. There will be no maintenance or custodial services provided on Christmas and New Year's Day.

ARTICLE IV. PERMITS AND FEES

Casual user. This permit procedure shall apply to a person or organization seeking the exclusive use of the park or a recreational facility or a portion thereof and shall not apply to a casual user.

Separate events. Except for camping, a request for separate days shall be considered separate events and will require separate permit applications.

Priority of use. If more than one person or organization applies for the use of a park or recreational facility for the same time period and the mutual use by the applicants is incompatible, as determined by the company, priority as to use will be given on the basis of the first written application received by the permit office except that the present tour boat operators who have pre-existing agreements with the Company shall have continued commercial access.

Fees and deposits.

A. Fees. Fees may be charged for the use of the park or recreational facilities by persons or organizations. Fees shall be charged in accordance with the fee schedule set forth herein and as may be adjusted from time to time by company.

B. Custodial Deposit. A custodial deposit may be required for use of the park or recreational facilities. The deposit shall serve as security for the cleaning and repairing of park or recreational facility premises. Custodial deposits are refundable upon determination by the company that the cleaning and restoration of the facilities or park have been satisfactorily performed. Custodial deposits will be forfeited if restoration is not completed within the time provided for on the permit. If the permit holder does not satisfactorily clean and restore the facility or park, the company shall perform the necessary cleaning and restoration, deduct the cost of the cleaning and restoration from the deposit and recover by legal means available, any cost in excess of said deposit.

The company may deny any future permits to permit holders for a period of one year upon the failure on the part of the permit holder to:

1. Satisfactorily clean and restore any park or recreational facility; or
2. Pay any cost in excess of the above-mentioned cleaning deposit.

C. Key Deposit. A key deposit may be required for the use of recreational facilities. Key deposits are refundable upon return of the key. Key deposits will be forfeited in the event that the key is not returned within twenty-four hours after the termination of the activity.

Schedule of fees and deposits.

SCHEDULE OF FEES AND DEPOSITS

	<u>Fee - Type of Activity</u>				<u>Custodial Deposits - Types</u>			
	<u>I</u>	<u>II</u>	<u>III</u>	<u>IV</u>	<u>I</u>	<u>II</u>	<u>III</u>	<u>IV</u>
Pavillions	0	0	\$25.00	\$100.00 or \$5.00 per person, whichever greater.	0	\$50.00	\$100.00	\$2. .
Playground	0	0	\$25.00	\$100.00 or \$5.00 per person, whichever greater.	0	\$50.00	\$100.00	\$250.0

Fees may be adjusted from time to time by company to reflect the costs of the services intended to be reimbursed provided that the increases shall not exceed the consumer price index increases from the index of 1986.

Permit procedure.

A. Application. Any person or organization seeking issuance of a permit for type II, type III, or type IV activities shall file a written application with the company. The application shall include the following:

1. Name and address of the person or entity applying for the permit and the name and address of any responsible agent for the applicant;
2. Name and address of the person or organization sponsoring the activity;
3. The nature of the activity to be engaged in by the person or organization;
4. The day and hours for which the permit is requested;
5. The park or recreational facility or portion thereof for which the permit is requested;
6. An estimate of the anticipated attendance;
7. Certification of payment in full or all required fees and deposits;
8. Any other information which the company may require in making the determination as to whether the permit should be granted.

B. Responsibilities of the Applicant.

1. Obtain the necessary permits required by state and county agencies;
2. Secure necessary utility services not provided by the company.
3. Hire personnel deemed necessary by the company for the safety and welfare of the general public;
4. Perform any services deemed necessary by the company to accommodate the planned activity;
5. Perform or cause to be performed daily custodial services while the permit is effective and a cleaning and restoration after the use of the park or recreational facility.

Revocation. The company may revoke a permit upon the violation of any rule, County ordinance or State statute.

Limitations on use permits.

A. A use permit for type II, type III and type IV activities at any park or recreational facility shall not be given to any person or organization for more than three consecutive days.

B. The approval of the permits for Type IV activities shall be at the sole discretion of the company with the objective of assuring that the park shall be primarily for the public's use and enjoyment of Type I, II, and III activities by the residents, their guests, and guests of the hotel.

ARTICLE V. CAMPING

Camping areas.

A. Camping shall be permitted subject to the following provisions:

B. Except as otherwise provided for, camping shall only be at designated areas. The company may permit organizations and/or groups to camp for a period no longer than seven consecutive days. The company may curtail or prohibit camping or withdraw any permit issued if the company determines that the camping is or would be detrimental to the public health, safety and welfare, or in violation of law. Company may establish additional rules and regulations to govern camping.

Permits.

A. Applicants for camping permits shall be eighteen years of age or older.

B. Any person or organization desiring to camp shall first obtain a camping permit from the company by applying for same in person or in writing to the company.

C. Permits shall be limited to a maximum of three consecutive days for each camping site.

D. Any person or organization shall have in its possession a copy of the permit.

Fees.

A. Any person or organization applying for a camping permit shall at the time of application provide a non-refundable registration fee of \$5.00 per person and a fee of \$5.00 per person per day which may be adjusted by company to reflect the increase cost of administering and supporting the camping program.

Curfew. Only persons camping pursuant to duly issued camping permits shall enter or remain in camping areas within said park area between twelve midnight and six a.m.

ARTICLE VI. AMENDMENTS

These regulations may be amended, revised and altered by the company to assure that the public use and enjoyment of the park shall be maximized for the greatest number of users and to minimize the cost of maintenance to provide maximum utilization provided that the rules and regulations are amended in a reasonable, nondiscriminatory and nonarbitrary manner.