

**SECOND AMENDMENT TO MEMORANDUM OF UNDERSTANDING  
BETWEEN THE DEPARTMENT OF PLANNING AND PERMITTING AND  
THE HONOLULU AUTHORITY FOR RAPID TRANSPORTATION**

This SECOND AMENDMENT ("Amendment") is entered into and effective as of July 1, 2014, by and between the DEPARTMENT OF PLANNING AND PERMITTING ("DPP"), City and County of Honolulu, and the HONOLULU AUTHORITY FOR RAPID TRANSPORTATION ("HART"), City and County of Honolulu.

WHEREAS, DPP and HART entered into that certain Memorandum of Understanding Between the Department of Planning and Permitting and the Honolulu Authority for Rapid Transportation, effective as of July 1, 2011, as amended by that certain First Amendment to Memorandum of Understanding between the Department of Planning and Permitting and the Honolulu Authority for Rapid Transportation, effective as of July 1, 2012 (collectively, the "MOU");

WHEREAS, the MOU expires on June 30, 2014, unless extended by DPP and HART; and

WHEREAS, DPP and HART desire to amend the MOU in order to extend it by an additional two (2) years;

NOW, THEREFORE, DPP and HART agree as follows:

1. Section 10 of the MOU shall be deleted in its entirety and replaced with the following:

10. This MOU shall take effect on July 1, 2011, and shall terminate on June 30, 2016, unless extended by DPP and HART. During the term of the MOU, this MOU may be amended by mutual written agreement of DPP and HART.

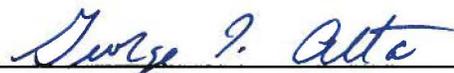
2. In the event of any conflict or inconsistency between this Amendment and the MOU, this Amendment shall govern in all aspects.

3. All other terms and conditions of the MOU, not inconsistent with the terms and conditions of this Amendment, shall remain in full force and effect.

IN WITNESS WHEREOF, DPP and HART have executed this Amendment on the date first above written.

APPROVED:

DEPARTMENT OF PLANNING AND PERMITTING

By   
GEORGE I. ATTA, Director

HONOLULU AUTHORITY FOR RAPID TRANSPORTATION

By   
DANIEL A. GRABAUSKAS  
Executive Director and Chief Executive Officer