

**AMENDMENT 1 TO
DEVELOPER'S PUBLIC REPORT
FOR A CONDOMINIUM**

CONDOMINIUM PROJECT NAME:	NEX GENERATION KAPOLEI
PROJECT ADDRESS:	1019 Lauia Street Kapolei, Hawaii 96707
REGISTRATION NUMBER:	6513
EFFECTIVE DATE OF REPORT:	October 29, 2008
MUST BE READ TOGETHER WITH DEVELOPER'S PUBLIC REPORT DATED:	December 28, 2007
DEVELOPER(S):	Nex Generation Kapolei, LLC, a Hawaii limited liability company

Preparation of this Amendment

The Developer prepared this amendment pursuant to the Condominium Property Act, Section 514B-56, Hawaii Revised Statutes (HRS), as amended from time to time. Section 514B-56, HRS, requires that after the Commission has issued an effective date for the Developer's Public Report, if there are any changes, either material or pertinent changes, or both, regarding the information contained in or omitted from the Developer's Public Report, or if the developer desires to update or change the information set forth in the Developer's Public Report, the developer shall immediately submit to the Commission an amendment to the Developer's Public Report or an amended Developer's Public Report clearly reflecting the change, together with such supporting information as may be required by the Commission, to update the information contained in the Developer's Public Report.

The law defines "material change" as used in parts IV and V of Chapter 514B, HRS means any change that directly, substantially, and adversely affects the use or value of (1) A purchaser's unit or appurtenant limited common elements; or (2) Those amenities of the project available for the purchaser's use.

The law defines "pertinent change" to mean, as determined by the commission, a change not previously disclosed in the most recent public report that renders the information contained in the public report or in any disclosure statement inaccurate, including, but not limited to (1) The size, construction materials, location, or permitted use of a unit or its appurtenant limited common element; (2) The size, use, location, or construction materials of the common elements of the project; or (3) The common interest appurtenant to the unit. A pertinent change does not necessarily constitute a material change.

The filing of an amendment to the Developer's Public Report or an amended Developer's Public Report, in and of itself, shall not be grounds for a purchaser to cancel or rescind a sales contract. A purchaser's right to cancel or rescind a sales contract shall be governed by sections 514B-86 and 514B-87, HRS, the terms and conditions of the purchaser's contract for sale, and applicable common law.

This Amendment has not been prepared or issued by the Real Estate Commission or any other governmental agency. The issuance by the Commission of an effective date for this amendment to the Developer's Public Report (1) does not mean that the Commission approves or disapproves of the project; (2) does not mean that the Commission thinks that either all material facts, material changes, or pertinent changes about the project have been fully or adequately disclosed; and (3) is not the

This material can be made available for individuals with special needs. Please call the Senior Condominium Specialist at (808) 586-2643 to submit your request.

Commission's judgment of the value or merits of the project.

The law defines "material facts" to mean any fact, defect, or condition, past or present that to a reasonable person, would be expected to measurably affect the value of the project, unit, or property being offered or proposed to be offered for sale.

This amendment may be used by the Developer for promotional purposes only if it is used with the last Developer's Public Report in its entirety.

Prospective purchasers and purchasers are encouraged to read this amendment carefully and to seek professional advice.

Summary of Changes from Earlier Developer's Public Report are Described Beginning on the Next Page

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Summary of Changes from Earlier Developer's Public Report:

This summary contains a general description of the changes, if any, made by the developer since the last Developer's Public Report was issued an effective date. It is not necessarily all inclusive. Prospective purchasers and purchasers must read this amendment together with the last Developer's Public Report with the effective date as noted on the top of page 1 if they wish to know the specific changes that have been made.

Changes made are as follows (include a description of what the change is and page number and or exhibit alphabet or number; additional pages may be used):

A. Changes made as follows:

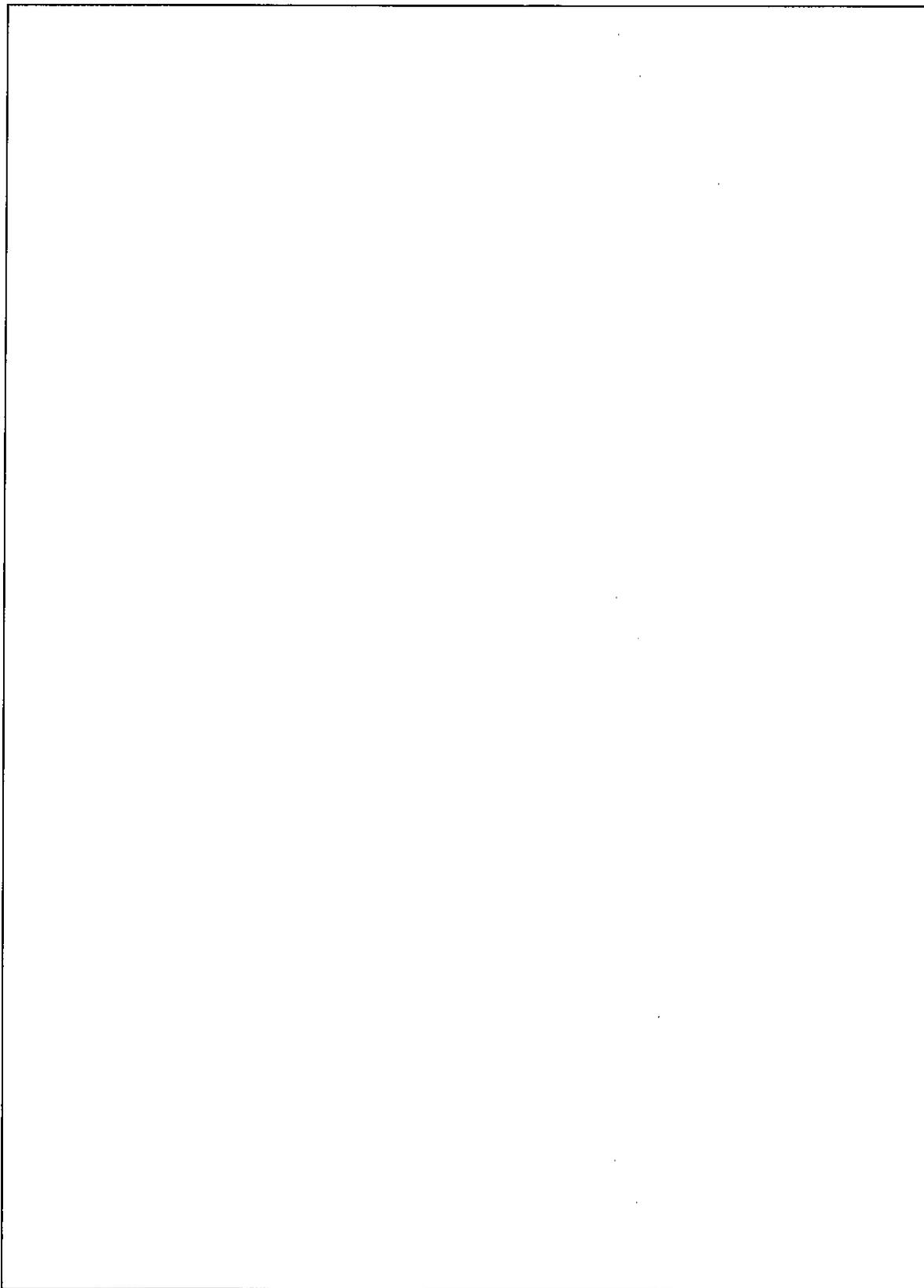
1. Pursuant to the rights of Developer under the Declaration, an amendment to Declaration of Condominium Property Regime was recorded on September 26, 2008, in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 3793098 to reflect the reallocation of parking stalls. A copy of the amendment is attached hereto as Exhibit J, Amendment to Declaration.

B. The following pages of and Exhibits to the Public Report, were changed to reflect Amendment No. 1.

1. Page 4 and Exhibit "A" have been revised to reflect reallocation of parking stalls.
2. Page 10 has been revised to reflect the Amendment of Declaration referred to above, and attached hereto.

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Changes continued:



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The Developer declares subject to the penalties set forth in Section 514B-69, HRS that this project continues to conform to the existing underlying county zoning for the project, zoning and building ordinances and codes and all applicable permitting requirements adopted by the county in which the project is located, all in accordance with Sections 514B-5 and 32(a) (13), HRS.

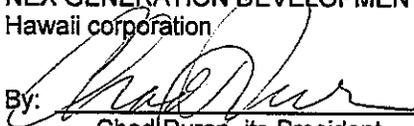
For any conversion, if any variances have been granted, they are specified in Section 1.14 of this report as amended, and, if purchaser deposits are to be used by the Developer to cure any violations of zoning, permitting requirements or rules of the county in which the project is located, the violation is specified in Section 1.15 of this report as amended, along with the requirements to cure any violation, and Section 5.5 specifies the date by which the cure will be completed.

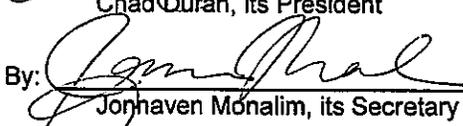
The Developer hereby certifies that all the information contained in this report as amended and the exhibits attached to this report (if any) as amended and all documents to be furnished by the Developer to purchasers concerning the project have been reviewed by the Developer and are, to the best of the Developer's knowledge, information and belief, true, correct and complete. The Developer hereby agrees promptly to amend this report as amended to report and include either or all material facts, material or pertinent changes to any information contained in or omitted from this report and to file annually a report to update the material contained in this report as amended at least 30 days prior to the anniversary date of the effective date of this report.

NEX GENERATION KAPOLEI, LLC, a Hawaii limited liability company
Print Name of Developer

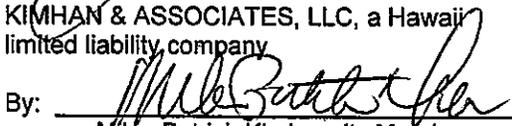
By its Members:

NEX GENERATION DEVELOPMENT, INC., a
Hawaii corporation

By:  9.18.08
Chad Duran, its President Date

By:  9.18.08
Johnaven Monalim, its Secretary Date

KIMHAN & ASSOCIATES, LLC, a Hawaii
limited liability company

By:  9.18.08
Miles Patrick Kimhan, its Member Date

Distribution:

Department of Finance, City and County of Honolulu

Planning Department, City and County of Honolulu

***Must be signed for a corporation by an officer; for a partnership or limited liability partnership (LLP) by the general partner; for a limited liability company (LLC) by the manager or an authorized member; and for an individual by the individual.**

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0610.REC DEPRA

1.4 Parking Stalls

Total Parking Stalls in the Project:	41
Number of Guest Stalls in the Project: handicap	7
Number of Parking Stalls Assigned to Each Unit:	Units 2 through 10: 3 each; and Unit 1: 7
Attach Exhibit "A" specifying the Parking Stall number(s) assigned to each unit and the type of parking stall(s) (regular, compact or tandem and indicate whether covered or open).	
If the Developer has reserved any rights to assign or re-assign parking stalls, describe such rights.	
Developer shall have the reserved right to amend the Declaration to designate parking stalls appurtenant to any one Unit owned by Developer to another Unit owned by Developer. See Exhibit "F".	

1.5 Boundaries of the Units

Boundaries of the unit: See Exhibit "B"
--

1.6 Permitted Alterations to the Units

Permitted alterations to the unit (if the unit is defined as a non-physical or spatial portion of the project, also describe what can be built within such portion of the project): See Exhibit "C"
--

1.7 Common Interest

<u>Common Interest:</u> Each unit will have a percentage interest in the common elements appurtenant to each unit. This interest is called the "common interest". It is used to determine each unit's share of the maintenance fees and other common profits and expenses of the condominium project. It may also be used for other purposes, including voting on matters requiring action by unit owners. The common interest for each unit in this project, as described in the Declaration, is:
Described in Exhibit "A".
As follows:

1.8 Recreational and Other Common Facilities (Check if applicable):

<input type="checkbox"/>	Swimming pool
<input type="checkbox"/>	Laundry Area
<input type="checkbox"/>	Storage Area
<input type="checkbox"/>	Tennis Court
<input type="checkbox"/>	Recreation Area
<input type="checkbox"/>	Trash Chute/Enclosure(s)
<input type="checkbox"/>	Exercise Room
<input type="checkbox"/>	Security Gate
<input type="checkbox"/>	Playground
<input checked="" type="checkbox"/>	Other (describe): loading zones

3. CREATION OF THE CONDOMINIUM AND CONDOMINIUM DOCUMENTS

A condominium is created by recording in the Bureau of Conveyances (Regular System) or filing in the Office of the Assistant Registrar of the Land Court, or both, a Declaration of Condominium Property Regime, a Condominium Map and the Bylaws of the Association of Unit Owners. The Condominium Property Act (Chapter 514B, HRS), the Declaration, Bylaws and House Rules control the rights and obligations of the unit owners with respect to the project and the common elements, to each other, and to their respective units.

3.1 Declaration of Condominium Property Regime

The Declaration of Condominium Property Regime contains a description of the land, buildings, units, common interests, common elements, limited common elements, and other information relating to the condominium project.

Land Court or Bureau of Conveyances	Date of Document	Document Number
Land Court	December 3, 2007	3691647

Amendments to Declaration of Condominium Property Regime N/A

Land Court or Bureau of Conveyances	Date of Document	Document Number
Land Court	September 26, 2008	3793098

3.2 Bylaws of the Association of Unit Owners

The Bylaws of the Association of Unit Owners govern the operation of the condominium project. They provide for the manner in which the Board of Directors of the Association of Unit Owners is elected, the powers and duties of the Board, the manner in which meetings will be conducted, whether pets are prohibited or allowed and other matters that affect how the condominium project will be governed.

Land Court or Bureau of Conveyances	Date of Document	Document Number
Land Court	December 3, 2007	3691648

Amendments to Bylaws of the Association of Unit Owners N/A

Land Court or Bureau of Conveyances	Date of Document	Document Number

3.3 Condominium Map

The Condominium Map contains a site plan and floor plans, elevations and layout of the condominium project. It also shows the floor plan, unit number and dimensions of each unit.

Land Court Map Number	1936
Bureau of Conveyances Map Number	
Dates of Recordation of Amendments to the Condominium Map: N/A	

EXHIBIT "A"

Unit Descriptions, Net Square Footages, Percentage of Common Interest and Parking Stalls

Unit Number	Net Area (sq. ft.) *	Common Interest*	Number of Parking Stalls***
1	2,700	10.0%	7; being Parking Stall Nos.: 29, 35, 36, 37, 38, 39 and 40
2	2,700	10.0%	3; being Parking Stall Nos. 30, 31 and 32
3	2,700	10.0%	3; being Parking Stall Nos. 26, 33 and 34
4	2,700	10.0%	3; being Parking Stall Nos. 16, 24 and 25
5	2,700	10.0%	3; being Parking Stall Nos. 17, 18 and 19
6	2,700	10.0%	3; being Parking Stall Nos. 13, 20 and 21
7	2,700	10.0%	3; being Parking Stall Nos. 10, 11 and 12
8	2,700	10.0%	3; being Parking Stall Nos. 7, 8 and 9
9	2,700	10.0%	3; being Parking Stall Nos. 4, 5 and 6
10	2,700	10.0%	3; being Parking Stall Nos. 1, 2 and 3
Total		100.0%	34

* The Units are all designed based on the same floor plans. Each Unit has a total net area of 2,700 sq. ft., consisting of a ground floor of 1,800 sq. ft. and a mezzanine floor of 900 sq. ft. The layout of each unit is more particularly shown on the Condominium Map.

** The Common Interest for each Unit was calculated by dividing a Unit's total net area by the sum of the net areas of all Units that have been made subject to the Declaration.

*** There are a total of forty-one (41) parking stalls in the Project. Thirty-four (34) parking stalls have been designated as limited common elements appurtenant to the Units, and the two (2) handicap parking stalls (being Parking Stall Nos. 22 and 23) and the five (5) guest parking stalls (being Parking Stall Nos. 14, 15, 27, 28 and 41) have been designated as common elements. The parking stalls for the Project are open, standard size stalls, and the location of the various stalls are shown on the Condominium Map.

END OF EXHIBIT "A"

OFFICE OF THE
ASSISTANT REGISTRAR, LAND COURT
STATE OF HAWAII
(Bureau of Conveyances)

The original of this document was
recorded as follows:

DOCUMENT NO. Doc 3793098
DATE CTN 881,469
SEP 26, 2008 11:00 AM

AFTER RECORDATION, RETURN BY MAIL () PICK-UP (X)

CLAY CHAPMAN CRUMPTON IWAMURA
& PULICE

700 BISHOP STREET, SUITE 2100
HONOLULU, HAWAII 96813

ATTN: ANDERS G. O. NERVELL, ESQ.

THIS DOCUMENT CONTAINS ___ PAGES

TITLE OF DOCUMENT:

AMENDMENT OF DECLARATION OF CONDOMINIUM PROPERTY REGIME
OF NEX GENERATION KAPOLEI

PARTIES TO DOCUMENT:

DEVELOPER: NEX GENERATION KAPOLEI, LLC, a Hawaii limited liability
company
98-029 Hekaha Street, Suite 5-28, Aiea, Hawaii 96701

PROPERTY DESCRIPTION:

: DOCUMENT NO.: N/A
:
: LAND COURT DOCUMENT NO.:
: 3691647
: TRANSFER CERTIFICATE OF
: TITLE NO(S): 881,469

Tax Map Key: (1) 9-1-75-21

EXHIBIT "J"

AMENDMENT OF DECLARATION OF CONDOMINIUM PROPERTY REGIME
OF NEX GENERATION KAPOLEI

THIS AMENDMENT OF DECLARATION OF CONDOMINIUM PROPERTY REGIME OF NEX GENERATION KAPOLEI (the "Amendment") is made this 18th day of September, 2008, but shall for all purposes be effective as of September 1, 2008, by NEX GENERATION KAPOLEI, LLC, a Hawaii limited liability company, whose address is 98-029 Hekaha Street, Suite 5-28, Aiea, Hawaii 96701 (hereinafter called the "Developer").

W I T N E S S E T H :

WHEREAS, by that certain Declaration of Condominium Property Regime dated December 3, 2007, recorded in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 3691647, and duly noted on Transfer Certificate of Title No. 881,469, the property more particularly described therein was submitted to the provisions of the Condominium Property Act, Chapter 514B, Hawaii Revised Statutes;

WHEREAS, the Nex Generation Kapolei condominium project (hereinafter referred to as the "Project") established pursuant to said Declaration is more particularly shown and described on Condominium Map No. 1936 filed in said Office of the Assistant Registrar of the Land Court (hereinafter referred to as the "Condominium Map");

WHEREAS, paragraph XIII.A of the Declaration and Section 514B-32(a)(11), Hawaii Revised Statutes, provide that the Declaration may be amended pursuant to the vote or written consent of the owners of units representing at least sixty-seven percent (67%) of the common interest; and

WHEREAS, the Developer, as the owner of all of the units in the Project, desire to amend the Declaration as hereinafter provided.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. Paragraph II.C of the Declaration is amended to read as follows:

C. Common Elements. One freehold estate is hereby designated in all remaining portions of the Project, herein called the "Common Elements," including, specifically but not limited to:

1. The Land in fee simple and any appurtenances thereto as more particularly described in Exhibit "A" attached hereto and made a part hereof;

2. The Building Structure including all perimeter or party walls and the undecorated or unfinished surfaces thereof, any load-bearing walls and columns, and the undecorated or unfinished surfaces thereof, all structural components such as foundations, floor slabs, columns, girders, beams, supports, main walls, roofs and ceilings;
3. The two (2) loading zones as shown on the Condominium Map;
4. The two (2) handicap parking stalls as shown on the Condominium Map;
5. The guest parking stalls more particularly described in Exhibit "B" attached hereto and made a part hereof, and shown on the Condominium Map;
6. All yards, grounds and landscaping, and security gate and perimeter fence (if any) within the Project;
7. All access lanes, ramps and walkways within the Project;
8. All cables, conduits, ducts, sewer lines, electrical equipment, wiring, pipes, catch basins and other central and appurtenant transmission facilities and installations over, under and across the Project which serve more than one Unit for services such as power, light, water, gas, sewer, storm water, refuse, cable television and television signal distribution;
9. All unimproved areas, maintenance and equipment areas, dumpster areas, storage areas and other similar areas which are not part of a Unit;
10. All other apparatus and installations existing for common use, such as tanks, pumps, motors, fans, compressors, ducts, shafts, vents, water heating and distribution equipment, fire suppression equipment and other such installations and apparatus for common use;
11. All other parts of the Project necessary or convenient to its existence, maintenance and safety, or normally in common use;

12. All other areas designated on the Condominium Map as "Common Elements", or that are not designated as a Unit or as a Limited Common Element appurtenant to a Unit;

13. All portions of the Project other than the Units, and any other interests in real estate for the benefit of the Unit Owners that are subject to this Declaration.

2. Exhibit "B" attached to the Declaration is amended in its entirety by deleting said Exhibit "B" and substituting in its place Exhibit "B" attached hereto.

In all other respects, the Declaration and Condominium Map, as herein and heretofore amended, are hereby ratified and confirmed and shall be binding upon and inure to the benefit of the parties thereto and their respective successors and assigns.

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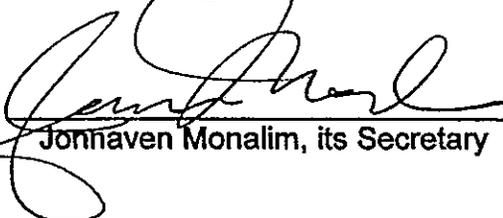
IN WITNESS WHEREOF, Developer has executed these presents the day and year first above written.

NEX GENERATION KAPOLEI, LLC, a Hawaii limited liability company

By its Members:

NEX GENERATION DEVELOPMENT, INC., a Hawaii corporation

By: 
Chad Duran, its President

By: 
Jonhven Monalim, its Secretary

KIMHAN & ASSOCIATES, LLC, a Hawaii limited liability company

By: 
Miles Patrick Kimhan, its Member

"Developer"

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

On this 18th day of September, 2008, before me personally appeared CHAD DURAN, to me personally known, who being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

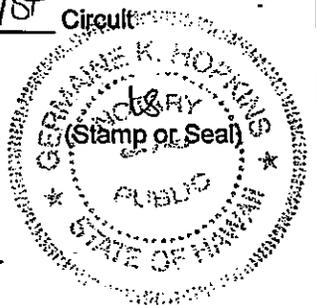


Comm no. 2001-363

Germaine K Hopkins
Print Name: _____
Notary Public, State of Hawaii

My commission expires: _____
GERMAINE K. HOPKINS
Notary Public, State of Hawaii
My Commission Expires: 9.2.09

NOTARY CERTIFICATION	
Doc. Date: <u>9.18.08</u>	# Pages: <u>14</u>
Name: <u>Germaine K Hopkins</u>	<u>1st</u> Circuit
Document Description: <u>Amendment of Declaration of CPR of NEX Generation</u>	
<u>Germaine K Hopkins</u> Notary Signature	<u>9.18.08</u> Date



Comm. no. 2001-363

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

On this 18th day of September, 2008, before me personally appeared JONNAVEN MONALIM, to me personally known, who being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Comm. no. 2001-363

Germaine K Hopkins
Print Name: _____
Notary Public, State of Hawaii

My commission expires: _____

GERMAINE K. HOPKINS
Notary Public, State of Hawaii
My Commission Expires: 9-2-09

NOTARY CERTIFICATION	
Doc. Date: <u>9-18-08</u>	# Pages: <u>14</u>
Name: <u>Germaine K. Hopkins</u>	<u>1st</u> Circuit
Document Description: <u>Amendment of Declaration of CPR of NEX Generation</u>	
<u>Germaine K Hopkins</u> 9-18-08 Notary Signature Date	

Comm. no. 2001-363

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

On this 18th day of September, 2008, before me personally appeared MILES PATRICK KIMHAN, to me personally known, who being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Comm No. 2001.363

Germaine K Hopkins
Print Name: _____
Notary Public, State of Hawaii

My commission expires: _____

GERMAINE K. HOPKINS
Notary Public, State of Hawaii
My Commission Expires: 9.2.09

NOTARY CERTIFICATION	
Doc. Date: <u>9.18.08</u>	# Pages: <u>14</u>
Name: <u>Germaine K. Hopkins</u>	<u>1st</u> Circuit
Document Description: <u>Amendment of Declaration of CRR of NEX Generation</u>	(Stamp or Seal):
<u>Germaine K Hopkins</u> Notary Signature	<u>9.18.08</u> Date

Comm. No. 2001.363

EXHIBIT "B"

Unit Descriptions, Net Square Footages, Percentage of Common Interest and Parking Stalls

Unit Number	Net Area (sq. ft.) *	Common Interest*	Number of Parking Stalls***
1	2,700	10.0%	7; being Parking Stall Nos.: 29, 35, 36, 37, 38, 39 and 40
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- ** The Common Interest for each Unit was calculated by dividing a Unit's total net area by the sum of the net areas of all Units that have been made subject to the Declaration.
- *** There are a total of forty-one (41) parking stalls in the Project. Thirty-four (34) parking stalls have been designated as limited common elements appurtenant to the Units, and the two (2) handicap parking stalls (being Parking Stall Nos. 22 and 23) and the five (5) guest parking stalls (being Parking Stall Nos. 14, 15, 27, 28 and 41) have been designated as common elements. The parking stalls for the Project are open, standard size stalls, and the location of the various stalls are shown on the Condominium Map.

END OF EXHIBIT "B"