

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-06510

MAUI LAND & PINEAPPLE COMPANY, INC.

(Exact name of registrant as specified in its charter)

HAWAII
(State or other jurisdiction
of incorporation or organization)

99-0107542
(IRS Employer
Identification No.)

200 Village Road, Lahaina, Maui, Hawaii 96761
(Address of principal executive offices)

Registrant's telephone number, including area code: **(808) 877-3351**

None

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, without Par Value	MLP	NYSE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 31, 2019
Common Stock, no par value	19,313,833 shares

MAITLAND & PINEAPPLE COMPANY, INC.
AND SUBSIDIARIES

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION	3
Item 1. Financial Statements (unaudited)	3
Condensed Consolidated Balance Sheets, June 30, 2019 and December 31, 2018	3
Condensed Consolidated Statements of Operations and Comprehensive Income (Loss), Three Months Ended June 30, 2019 and 2018	4
Condensed Consolidated Statements of Operations and Comprehensive Loss, Six Months Ended June 30, 2019 and 2018	5
Condensed Consolidated Statements of Stockholders' Equity, Three and Six Months Ended June 30, 2019 and 2018	6
Condensed Consolidated Statements of Cash Flows, Six Months Ended June 30, 2019 and 2018	7
Notes to Condensed Consolidated Financial Statements	8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	14
Forward-Looking Statements and Risks	17
Item 3. Quantitative and Qualitative Disclosures About Market Risk	18
Item 4. Controls and Procedures	18
PART II. OTHER INFORMATION	19
Item 1A. Risk Factors	19
Item 6. Exhibits	19
Signature	20
EXHIBIT INDEX	21
Exhibit 31.1	
Exhibit 31.2	
Exhibit 32.1	
Exhibit 32.2	
Exhibit 101	

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

MAULAND & PINEAPPLE COMPANY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	June 30, 2019	December 31, 2018
	(in thousands except share data)	
CURRENT ASSETS		
Cash	\$ 622	\$ 624
Accounts receivable, less allowance of \$34 for doubtful accounts	1,064	897
Current portion of income tax receivable	2,499	2,499
Prepaid expenses and other assets	94	37
Assets held for sale	156	212
Total current assets	<u>4,435</u>	<u>4,269</u>
PROPERTY		
Accumulated depreciation	66,033	65,962
Net property	<u>(37,490)</u>	<u>(36,741)</u>
	28,543	29,221
OTHER ASSETS		
Deferred development costs	10,882	10,790
Income tax receivable	2,500	2,500
Other noncurrent assets	1,277	1,320
Total other assets	<u>14,659</u>	<u>14,610</u>
TOTAL ASSETS	<u>\$ 47,637</u>	<u>\$ 48,100</u>
LIABILITIES & STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Current portion of long-term debt	\$ 2,035	\$ 1,235
Accounts payable	597	2,024
Payroll and employee benefits	559	814
Current portion of accrued retirement benefits	165	165
Deferred revenue	332	137
Other current liabilities	342	323
Total current liabilities	<u>4,030</u>	<u>4,698</u>
LONG-TERM LIABILITIES		
Accrued retirement benefits	9,886	9,871
Deposits	2,636	2,558
Other noncurrent liabilities	64	54
Total long-term liabilities	<u>12,586</u>	<u>12,483</u>
COMMITMENTS AND CONTINGENCIES (Note 11)		
STOCKHOLDERS' EQUITY		
Common stock--no par value, 43,000,000 shares authorized, 19,191,848 and 19,125,521 shares issued and outstanding	80,297	79,411
Additional paid in capital	9,314	9,246
Accumulated deficit	(37,209)	(35,934)
Accumulated other comprehensive loss	(21,381)	(21,804)
Total stockholders' equity	<u>31,021</u>	<u>30,919</u>
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	<u>\$ 47,637</u>	<u>\$ 48,100</u>

See Notes to Condensed Consolidated Financial Statements.

MAUI LAND & PINEAPPLE COMPANY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(UNAUDITED)

	Three Months Ended June 30,	
	2019	2018
	(in thousands except per share amounts)	
OPERATING REVENUES		
Real estate	\$ 209	\$ 300
Leasing	1,719	1,558
Utilities	929	810
Resort amenities and other	248	292
Total operating revenues	<u>3,105</u>	<u>2,960</u>
OPERATING COSTS AND EXPENSES		
Real estate	255	443
Leasing	603	706
Utilities	586	520
Resort amenities and other	208	231
General and administrative	510	725
Share-based compensation	374	320
Depreciation	431	446
Total operating costs and expenses	<u>2,967</u>	<u>3,391</u>
OPERATING INCOME (LOSS)	138	(431)
Pension and other post-retirement expenses	(256)	(102)
Interest expense	(63)	(37)
NET LOSS	<u>\$ (181)</u>	<u>\$ (570)</u>
Pension, net of income taxes of \$0	211	185
COMPREHENSIVE INCOME (LOSS)	<u>\$ 30</u>	<u>\$ (385)</u>
NET LOSS PER COMMON SHARE		
--BASIC AND DILUTED	\$ (0.01)	\$ (0.03)

See Notes to Condensed Consolidated Financial Statements.

MAUI LAND & PINEAPPLE COMPANY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(UNAUDITED)

	Six Months Ended June 30,	
	2019	2018
	(in thousands except per share amounts)	
OPERATING REVENUES		
Real estate	\$ 366	\$ 336
Leasing	3,396	3,053
Utilities	1,677	1,514
Resort amenities and other	509	599
Total operating revenues	<u>5,948</u>	<u>5,502</u>
OPERATING COSTS AND EXPENSES		
Real estate	521	509
Leasing	1,178	1,284
Utilities	1,187	1,041
Resort amenities and other	533	584
General and administrative	1,350	1,556
Share-based compensation	972	899
Depreciation	863	885
Total operating costs and expenses	<u>6,604</u>	<u>6,758</u>
OPERATING LOSS	(656)	(1,256)
Pension and other postretirement expenses	(509)	(204)
Interest expense	(110)	(74)
NET LOSS	<u>\$ (1,275)</u>	<u>\$ (1,534)</u>
Pension, net of income taxes of \$0	423	370
COMPREHENSIVE LOSS	<u>\$ (852)</u>	<u>\$ (1,164)</u>
NET LOSS PER COMMON SHARE		
--BASIC & DILUTED	\$ (0.07)	\$ (0.08)

See Notes to Condensed Consolidated Financial Statements.

MAUI LAND & PINEAPPLE COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(UNAUDITED)

For the Three Months Ended and Six Months Ended June 30, 2019 and 2018

(in thousands)

	Common Stock		Additional Paid in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Shares	Amount				
Balance, January 1, 2019	19,125	\$ 79,411	\$ 9,246	\$ (35,934)	\$ (21,804)	\$ 30,919
Share-based compensation	52	951	146			1,097
Vested restricted stock issued	16	146	(146)			-
Stock option exercised (Note 3)	25	62	68			130
Shares cancelled to pay tax liability	(38)	(400)				(400)
Other comprehensive income - pension					212	212
Net loss				(1,094)		(1,094)
Balance, March 31, 2019	19,180	80,170	9,314	(37,028)	(21,592)	30,864
Share-based compensation			183			183
Vested restricted stock issued	17	183	(183)			-
Shares cancelled to pay tax liability	(5)	(56)				(56)
Other comprehensive income - pension					211	211
Net loss				(181)		(181)
Balance, June 30, 2019	19,192	80,297	9,314	(37,209)	(21,381)	31,021
Balance, January 1, 2018	19,040	\$ 78,584	\$ 9,246	\$ (36,432)	\$ (20,254)	\$ 31,144
Share-based compensation	71	845	120			965
Vested restricted stock issued	15	120	(120)			-
Shares cancelled to pay tax liability	(35)	(411)				(411)
Other comprehensive income - pension					185	185
Net loss				(964)		(964)
Balance, March 31, 2018	19,091	79,138	9,246	(37,396)	(20,069)	30,919
Share-based compensation	-	-	148			148
Vested restricted stock issued	16	148	(148)			-
Shares cancelled to pay tax liability	(4)	(56)				(56)
Other comprehensive income - pension					185	185
Net loss				(570)		(570)
Balance, June 30, 2018	19,103	79,230	9,246	(37,966)	(19,884)	30,626

See Notes to Condensed Consolidated Financial Statements.

MAUI LAND & PINEAPPLE COMPANY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	Six Months Ended June 30,	
	2019	2018
	(in thousands)	
NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES	\$ (91)	\$ 805
INVESTING ACTIVITIES		
Payments of property and deferred development costs	(256)	(211)
NET CASH USED IN INVESTING ACTIVITIES	(256)	(211)
FINANCING ACTIVITIES		
Proceeds from long-term debt	800	-
Debt and common stock issuance costs and other	(455)	(467)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	345	(467)
NET INCREASE (DECREASE) IN CASH	(2)	127
CASH AT BEGINNING OF PERIOD	624	1,029
CASH AT END OF PERIOD	\$ 622	\$ 1,156
Cash paid during the period:		
Interest	\$ 68	\$ 35

SUPPLEMENTAL NON-CASH ACTIVITIES:

- Common stock issued to certain members of the Company's management totaled \$951,000 and \$845,000 for the six months ended June 30, 2019 and 2018, respectively.

See Notes to Condensed Consolidated Financial Statements.

MAUI LAND & PINEAPPLE COMPANY, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. BASIS OF PRESENTATION

The accompanying interim unaudited condensed consolidated financial statements have been prepared by Maui Land & Pineapple Company, Inc. (together with its subsidiaries, the "Company") in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information that are consistent in all material respects with those applied in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, and pursuant to the instructions to Form 10-Q and Article 10 promulgated by Regulation S-X of the Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and notes to financial statements required by GAAP for complete financial statements. In the opinion of management, the accompanying condensed consolidated financial statements contain all normal and recurring adjustments necessary to fairly present the Company's financial position, results of operations and cash flows for the interim periods ended June 30, 2019 and 2018. The condensed consolidated financial statements and notes should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Form 10-K for the fiscal year ended December 31, 2018.

2. USE OF ESTIMATES AND RECLASSIFICATIONS

The Company's reports for interim periods utilize numerous estimates of general and administrative expenses and other costs for the full year. Future actual amounts may differ from these estimates. Amounts reflected in interim reports are not necessarily indicative of results for a full year. Certain amounts in the December 31, 2018 condensed consolidated balance sheet were reclassified to conform to the current period's presentation. Such amounts had no impact on total assets and liabilities or net income and comprehensive income (loss) previously reported.

3. STOCKHOLDERS' EQUITY

Basic and diluted weighted-average shares outstanding for the periods ended June 30, 2019 and 2018 were as follows:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2019	2018	2019	2018
Basic and diluted	19,180,735	19,091,414	19,163,022	19,074,809
Potentially dilutive	2,500	27,500	11,389	27,500

Basic net loss per common share is computed by dividing net loss by the weighted-average number of common shares outstanding. Diluted net loss per common share is computed similar to basic net loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares from share-based compensation arrangements had been issued.

Potentially dilutive shares arise from non-qualified stock options to purchase common stock. The treasury stock method is utilized to determine the number of potentially dilutive shares related to the outstanding non-qualified stock options.

On March 6, 2019, the Company's Chairman & Chief Executive Officer exercised a non-qualified stock option to acquire 25,000 shares of the Company's stock at an exercise price of \$5.20 per share. The stock option was granted on March 9, 2009 and vested 20% annually beginning March 9, 2010 through March 9, 2014. The stock option had an expiration date of March 9, 2019.

4. PROPERTY

Property at June 30, 2019 and December 31, 2018 consisted of the following:

	<u>June 30,</u> <u>2019</u>	<u>December 31,</u> <u>2018</u>
	(in thousands)	
Land	\$ 5,086	\$ 5,059
Land improvements	24,727	24,727
Buildings	24,763	24,884
Machinery and equipment	11,295	11,143
Construction in progress	162	149
Total property	<u>66,033</u>	<u>65,962</u>
Less accumulated depreciation	<u>37,490</u>	<u>36,741</u>
Net property	<u>\$ 28,543</u>	<u>\$ 29,221</u>

Land

Most of the Company's 22,800 acres of land were acquired between 1911 and 1932 and is carried in its balance sheets at cost. Approximately 20,700 acres of land are located in West Maui and comprise a largely contiguous parcel that extends from the sea to an elevation of approximately 5,700 feet. This parcel includes approximately 900 acres within the Kapalua Resort, a master-planned, destination resort and residential community located in West Maui encompassing approximately 3,000 acres. The Company's remaining 2,100 acres of land are located in Upcountry Maui in an area commonly known as Hali'imaile and are mainly comprised of leased agricultural fields, including related processing and maintenance facilities.

Land Improvements

Land improvements are comprised primarily of roads, utilities, and landscaping infrastructure improvements at the Kapalua Resort. Also included is the Company's potable and non-potable water systems in West Maui. The majority of the Company's land improvements were constructed and placed in service in the mid-to-late 1970's or conveyed in 2017. Depreciation expense would be considerably higher if these assets were stated at current replacement cost.

Buildings

Buildings are comprised of restaurant, retail and light industrial spaces located at the Kapalua Resort and Hali'imaile which are used in the Company's leasing operations. The majority of the buildings were constructed and placed in service in the mid-to-late 1970's. Depreciation expense would be considerably higher if these assets were stated at current replacement cost.

Machinery and Equipment

Machinery and equipment are mainly comprised of zipline course equipment installed in 2008 at the Kapalua Resort and used in the Company's leasing operations. Also included are machinery and equipment used in the Company's utilities operations.

5. ASSETS HELD FOR SALE AND REAL ESTATE SALES

Assets held for sale at June 30, 2019 and December 31, 2018 consisted of the following:

	<u>June 30,</u> <u>2019</u>	<u>December 31,</u> <u>2018</u>
	(in thousands)	
Upcountry Maui, 630-acre parcel of agricultural land	\$ 156	\$ 156
Upcountry Maui, 33-acre parcel of agricultural land and wastewater treatment facility	-	56
Assets held for sale	<u>\$ 156</u>	<u>\$ 212</u>

The above assets held for sale have not been pledged as collateral under the Company's credit facility.

The value of the Upcountry Maui, 33-acre parcel of agricultural land and wastewater treatment facility was considered fully impaired and written down to zero at March 31, 2019.

6. LONG-TERM DEBT

Long-term debt is comprised of amounts outstanding under the Company's \$15.0 million revolving line of credit facility with First Hawaiian Bank (Credit Facility). The Credit Facility matures on December 31, 2019 and provides for two optional one-year extension periods. Interest on borrowings is at LIBOR plus 3.50%, or 5.94% and 5.84%, at June 30, 2019 and December 31, 2018, respectively. The Company has pledged its 800-acre Kapalua Mauka project and approximately 30,000 square feet of commercial leased space in the Kapalua Resort as security for the Credit Facility. Net proceeds from the sale of any collateral are required to be repaid toward outstanding borrowings and will permanently reduce the Credit Facility's revolving commitment amount. There are no commitment fees on the unused portion of the Credit Facility.

The terms of the Credit Facility include various representations, warranties, affirmative, negative and financial covenants and events of default customary for financings of this type. Financial covenants include a minimum liquidity (as defined) of \$2.0 million, a maximum of \$45.0 million in total liabilities, and a limitation on new indebtedness.

The Company believes that it is in compliance with the covenants under the Credit Facility as of June 30, 2019.

7. SHARE-BASED COMPENSATION

The Company's directors, officers and certain members of management receive a portion of their compensation in shares of the Company's common stock granted under the Company's 2017 Equity and Incentive Award Plan (Equity Plan). Share-based compensation is valued based on the average of the high and low share price on the date of grant. Shares are issued upon execution of agreements reflecting the grantee's acceptance of the respective shares subject to the terms and conditions of the Equity Plan. Restricted shares issued under the Equity Plan vest quarterly and have voting and regular dividend rights but cannot be disposed of until such time as they are vested. All unvested restricted shares are forfeited upon the grantee's termination of directorship or employment from the Company.

Share-based compensation is determined and awarded annually to the Company's officers and certain members of management based on their achievement of certain predefined performance goals and objectives under the Equity Plan. Such share-based compensation is comprised of an annual incentive paid in shares of common stock and a long-term incentive paid in restricted shares vesting quarterly over a period of three years.

Share-based compensation totaled \$972,000 and \$899,000 for the six months ended June 30, 2019 and 2018, respectively. Included in these amounts were \$328,000 and \$268,000 of restricted shares of common stock which vested during the first six months of 2019 and 2018, respectively.

8. ACCRUED RETIREMENT BENEFITS

Accrued retirement benefits at June 30, 2019 and December 31, 2018 consisted of the following:

	June 30 2019	December 31, 2018
	(in thousands)	
Defined benefit pension plan	\$ 8,003	\$ 7,971
Non-qualified retirement plans	2,048	2,065
Total	10,051	10,036
Less current portion	(165)	(165)
Non-current portion of accrued retirement benefits	\$ 9,886	\$ 9,871

The Company has a defined benefit pension plan which covers substantially all of its former bargaining and non-bargaining full-time, part-time and intermittent employees. In 2011, pension benefits under the plan were frozen. The Company also has unfunded non-qualified retirement plans covering twelve of its former executives. The non-qualified retirement plans were frozen in 2009 and future vesting of additional benefits was discontinued.

The net periodic benefit costs for pension and postretirement benefits for the three and six months ended June 30, 2019 and 2018 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)		(in thousands)	
Interest cost	\$ 527	\$ 495	\$ 1,053	\$ 990
Expected return on plan assets	(482)	(578)	(967)	(1,156)
Amortization of net loss	211	185	423	370
Pension and other postretirement expenses	<u>\$ 256</u>	<u>\$ 102</u>	<u>\$ 509</u>	<u>\$ 204</u>

9. INCOME TAXES

The Company uses a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company's effective tax rate for 2019 and 2018 reflects the recognition of expected federal alternative minimum tax liabilities and interim period tax benefits and changes to its tax valuation allowance.

In accordance with The Tax Cuts and Jobs Act of 2017, the Company eliminated \$91.3 million of Alternative Minimum Tax (AMT) net operating loss carry forwards at December 31, 2018 and recognized as income tax benefit \$5.0 million from its unused AMT credit carry forwards. The Company expects to receive 50%, or \$2.5 million, of said credit in 2020 and the remaining balance to be received over the following two years.

10. REPORTABLE OPERATING SEGMENTS

The Company's reportable operating segments are comprised of the discrete business units whose operating results are regularly reviewed by the Company's Chief Executive Officer – its chief decision maker – in assessing performance and determining the allocation of resources. Reportable operating segments are as follows:

- Real Estate includes the development and sale of real estate inventory and the operations of Kapalua Realty Company, a general brokerage real estate company located within the Kapalua Resort.
- Leasing primarily includes revenues and expenses from real property leasing activities, license fees and royalties for the use of certain of the Company's trademarks and brand names by third parties, and the cost of maintaining the Company's real estate assets, including conservation activities.
- Utilities primarily include the operations of Kapalua Water Company and Kapalua Waste Treatment Company, the Company's water and sewage transmission services (regulated by the Hawaii Public Utilities Commission) for the Kapalua Resort. The operating segment also includes the management of ditch, reservoir and well systems that provide non-potable irrigation water to West and Upcountry Maui areas.
- Resort Amenities include a membership program that provides certain benefits and privileges within the Kapalua Resort for its members.

The Company's reportable operating segment results are measured based on operating income (loss), exclusive of interest, depreciation, general and administrative, share-based compensation, pension and other postretirement expenses.

Reportable operating segment revenues and income for the three and six months ended June 30, 2019 and 2018 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)		(in thousands)	
Operating Segment Revenues				
Real estate	\$ 209	\$ 300	\$ 366	\$ 336
Leasing	1,719	1,558	3,396	3,053
Utilities	929	810	1,677	1,514
Resort amenities and other	248	292	509	599
Total Operating Segment Revenues	\$ 3,105	\$ 2,960	\$ 5,948	\$ 5,502
Operating Segment Income (Loss)				
Real estate	\$ (46)	\$ (143)	\$ (155)	\$ (173)
Leasing	1,116	852	2,218	1,769
Utilities	343	290	490	473
Resort amenities and other	40	61	(24)	15
Total Operating Segment Income	\$ 1,453	\$ 1,060	\$ 2,529	\$ 2,084

11. COMMITMENTS AND CONTINGENCIES

There have been no changes in the status of commitments and contingencies as reported in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018. There are various other claims and legal actions pending against the Company. In the opinion of management, after consultation with legal counsel, the resolution of these other matters is not expected to have a material adverse effect on the Company's financial position or results of operations.

12. FAIR VALUE MEASUREMENTS

GAAP establishes a framework for measuring fair value, and requires certain disclosures about fair value measurements to enable the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. GAAP requires that financial assets and liabilities be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The Company considers all cash on hand to be unrestricted cash for the purposes of the consolidated balance sheets and consolidated statements of cash flows. The fair value of receivables and payables approximate their carrying value due to the short-term nature of the instruments. The fair value of income tax receivables approximate their carrying value due to the certainty of collection or short-term nature of the instruments. The valuation is based on settlements of similar financial instruments all of which are short-term in nature and are generally settled at or near cost. The fair value of debt was estimated based on borrowing rates currently available to the Company for debt with similar terms and maturities. The carrying amount of debt at June 30, 2019 and December 31, 2018 were \$2,035,000 and \$1,235,000, respectively, which approximated fair value. The fair value of debt was measured using the level 2 inputs, noted above.

13. NEW ACCOUNTING PRONOUNCEMENTS

In February 2016, the FASB issued an ASU that sets out the principles for the recognition, measurement, presentation, and disclosure of leases for both parties to a lease agreement (i.e., lessees and lessors). Subsequently, the FASB issued additional ASUs that further clarified the original ASU. The ASUs became effective for us on January 1, 2019. Upon adoption of the lease ASUs on January 1, 2019, we elected the following practical expedients provided by these ASUs:

- Package of practical expedients - requires the Company not to reevaluate its existing or expired leases as of January 1, 2019, under the new lease accounting ASUs.
- Optional transition method practical expedient - requires the Company to apply the new lease ASUs prospectively from the adoption date of January 1, 2019.
- Land easements practical expedient - requires the Company to account for land easements existing as of January 1, 2019, under the accounting standards applied to them prior to January 1, 2019.
- Single component practical expedient - requires the Company to account for lease and nonlease components associated with that lease under the new lease ASUs, if certain criteria are met.
- Short-term leases practical expedient - for operating leases with a term of 12 months or less in which the Company is the lessee, this expedient allows us not to record on the Company's balance sheets related lease liabilities, taxes collected from lessees, lessor costs paid directly by lessee to a third party and right-of-use assets.

Lessor accounting

The Company recognized revenue from our lease agreements aggregating \$3.4 million for the six months ended June 30, 2019. This revenue consisted primarily of rental revenue, percentage rental revenue, and tenant recoveries.

The Company recognizes rental revenue from its operating leases on a straight-line basis over the respective lease terms. The Company commences recognition of rental revenue at the date the property is ready for its intended use and the tenant takes possession of or controls the physical use of the property.

Under the lease ASU, each lease agreement will be evaluated to identify the lease components and nonlease components at lease inception. The total consideration in the lease agreement will be allocated to the lease and nonlease components based on their relative standalone selling prices. Lessors will continue to recognize the lease revenue component using an approach that is substantially equivalent to existing guidance for operating leases (straight-line basis).

On January 1, 2019, the Company elected the single component practical expedient, which requires the Company, by class of underlying asset, not to allocate the total consideration to the lease and nonlease components based on their relative stand-alone selling prices. This single component practical expedient requires the Company to account for the lease component and nonlease component(s) associated with that lease as a single component if (i) the timing and pattern of transfer of the lease component and the nonlease component(s) associated with it are the same and (ii) the lease component would be classified as an operating lease if it were accounted for separately. If it is determined that the lease component is the predominant component, the Company accounts for the single component as an operating lease in accordance with the new lease ASUs. Conversely, the Company is required to account for the combined component under the new revenue recognition ASU if it is determined that the nonlease component is the predominant component.

As a result of this assessment, rental revenues and tenant recoveries from the lease of real estate assets that qualify for this expedient are accounted for as a single component under the new lease ASUs, with tenant recoveries primarily as variable consideration. Tenant recoveries that do not qualify for the single component practical expedient and are considered nonlease components are accounted for under the revenue recognition ASUs. The Company's operating leases commencing or modified after January 1, 2019, for which the Company is the lessor are expected to qualify for the single component practical expedient accounting under the new lease ASUs. The adoption of this guidance will not have a material impact on the Company's financial statements.

Costs to execute leases

The new lease ASU will require that lessors and lessees capitalize, as initial direct costs, only those costs that are incurred due to the execution of a lease (e.g. commissions paid to leasing brokers). Under the new lease ASU, allocated payroll costs and other costs such as legal costs incurred as part of the leasing process prior to the execution of a lease will no longer qualify for classification as initial direct costs but will instead be expensed as incurred. Under the package of practical expedients that the Company elected on January 1, 2019, it is not required to reassess whether initial direct leasing costs capitalized prior to the adoption of the new lease ASUs in connection with the leases that commenced prior to January 1, 2019, qualify for capitalization under the new lease ASUs. Effective January 1, 2019, costs that the Company incurs to negotiate or arrange a lease regardless of its outcome, such as fixed employee compensation, tax, or legal advice to negotiate lease terms, and costs related to advertising or soliciting potential tenants are expensed as incurred.

Lessee accounting

Under the new lease ASUs, lessees are required to apply a dual approach by classifying leases as either finance or operating leases based on the principle of whether the lease is effectively a financed purchase of the leased asset by the lessee. This classification will determine whether the lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease, which corresponds to a similar evaluation performed by lessors. In addition to this classification, a lessee is also required to recognize a right-of-use asset and a lease liability for all leases regardless of their classification, whereas a lessor is not required to recognize a right-of-use asset and a lease liability for any operating leases.

For the six months ended June 30, 2019, the Company recognized rent expense of approximately \$17,000 for these leases. As of June 30, 2019, the remaining contractual payments under the office and equipment leases are \$40,000. All of the aforementioned leases for which the Company is the lessee are currently classified as operating leases.

Under the package of practical expedients that the Company elected upon adoption of the new lease ASUs, all of its operating leases existing as of January 1, 2019, for which the Company is the lessee, continue to be classified as operating leases subsequent to the adoption of the new lease ASUs. The Company has also evaluated the effect of the new lease ASUs on the calculation of its debt covenants as of June 30, 2019 and noted no significant effect on the calculation.

In June 2016, FASB issued ASU No. 2016-13, Financial Instruments-Credit Losses. This ASU replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of information to determine credit loss estimates. This ASU will be effective for annual reporting periods beginning after December 15, 2019 for public business entities. The Company is in the process of assessing the impact of ASU No. 2016-13 on its financial statements.

On August 28, 2018, the FASB issued ASU 2018-14 which amends ASC 715 to add, remove, and clarify disclosure requirements related to defined benefit pension and other postretirement plans. The ASU's changes related to disclosures are part of the FASB's disclosure framework project which was aimed to improve the effectiveness of disclosures in notes to financial statements. This ASU is effective for public business entities for annual reporting periods beginning after December 15, 2020, with early adoption permitted. The Company expects to adopt the new disclosure requirements on January 1, 2021.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2018 and the unaudited condensed consolidated financial statements and related notes included in this Quarterly Report on Form 10-Q. Depending upon the context, the terms the "Company," "we," "our," and "us," refer to either Maui Land & Pineapple Company, Inc. alone, or to Maui Land & Pineapple Company, Inc. and its subsidiaries collectively.

Overview

Maui Land & Pineapple Company, Inc. is a Hawaii corporation and the successor to a business organized in 1909. Depending upon the context, the terms "Company," "we," "our," and "us," refer to either Maui Land & Pineapple Company, Inc. alone, or to Maui Land & Pineapple Company, Inc. and its subsidiaries collectively. The Company consists of a landholding and operating parent company, its principal subsidiary, Kapalua Land Company, Ltd. and certain other subsidiaries of the Company.

We own approximately 23,000 acres of land on the island of Maui, Hawaii and develop, sell, and manage residential, resort, commercial, agricultural and industrial real estate through the following business segments:

- **Real Estate**—Our real estate operations consist of land planning and entitlement, development and sales activities. This segment also includes the operations of Kapalua Realty Company, Ltd., a general brokerage real estate company located in the Kapalua Resort.
- **Leasing**—Our leasing operations include residential, resort, commercial, agricultural and industrial land and property leases, licensing of our registered trademarks and trade names, and stewardship and conservation efforts.
- **Utilities**—We own two regulated utility companies which provide potable and non-potable water and wastewater transmission services to the Kapalua Resort. In addition, we also own a network of several major non-potable water systems in West and Upcountry Maui.
- **Resort Amenities**—We manage the operations of the Kapalua Club, a private, non-equity club program providing our members special programs, access and other privileges at certain amenities at the Kapalua Resort.

Critical Accounting Policies and Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of accounting estimates. Changes in these estimates and assumptions are considered reasonably possible and may have a material effect on the consolidated financial statements and thus actual results could differ from the amounts reported and disclosed herein. Our critical accounting policies that require the use of estimates and assumptions were discussed in detail in our most recently filed Form 10-K. On January 1, 2019, we adopted ASU No. 2016-02 and related ASUs which changes certain aspects of accounting for leases for both lessees and lessors without material impact. There have been no significant changes in our critical accounting policies during the first six months of 2019, other than the adoption of ASU No. 2016-02.

[Table of Contents](#)

RESULTS OF OPERATIONS

Three and Six Months Ended June 30, 2019 compared to Three and Six Months Ended June 30, 2018

CONSOLIDATED

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)		(in thousands)	
<i>Operating revenues</i>	\$ 3,105	\$ 2,960	\$ 5,948	\$ 5,502
<i>Operating costs and expenses</i>	(1,652)	(1,900)	(3,419)	(3,418)
<i>General and administrative</i>	(510)	(725)	(1,350)	(1,556)
<i>Share-based compensation</i>	(374)	(320)	(972)	(899)
<i>Depreciation</i>	(431)	(446)	(863)	(885)
<i>Operating income (loss)</i>	138	(431)	(656)	(1,256)
<i>Pension and other postretirement expenses</i>	(256)	(102)	(509)	(204)
<i>Interest expense</i>	(63)	(37)	(110)	(74)
<i>Net loss</i>	\$ (181)	\$ (570)	\$ (1,275)	\$ (1,534)
<i>Net loss per common share</i>	\$ (0.01)	\$ (0.03)	\$ (0.07)	\$ (0.08)

REAL ESTATE

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)		(in thousands)	
<i>Operating revenues</i>	\$ 209	\$ 300	\$ 366	\$ 336
<i>Operating costs and expenses</i>	(255)	(443)	(521)	(509)
<i>Operating loss</i>	\$ (46)	\$ (143)	\$ (155)	\$ (173)

Included in our real estate operating revenues were sales commissions from resales of properties owned by private residents in the Kapalua Resort and surrounding areas by our wholly-owned subsidiary, Kapalua Realty Company, Ltd. totaling \$209,000 and \$300,000 for the three months ended June 30, 2019 and 2018, respectively, and \$366,000 and \$336,000 for the six months ended June 30, 2019 and 2018, respectively.

The decrease in operating costs and expenses for the three months ended June 30, 2019 compared to the three months ended June 30, 2018 was due to lower legal defense costs incurred in lawsuits related to the project formerly known as The Ritz-Carlton Club and Residences, Kapalua Bay.

We did not have any significant real estate development expenditures in the first six months of 2019 or 2018.

Real estate development and sales are cyclical and depend on a number of factors. Results for one period are therefore not necessarily indicative of future performance trends in this business segment.

LEASING

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)		(in thousands)	
<i>Operating revenues</i>	\$ 1,719	\$ 1,558	\$ 3,396	\$ 3,053
<i>Operating costs and expenses</i>	(603)	(706)	(1,178)	(1,284)
<i>Operating income</i>	\$ 1,116	\$ 852	\$ 2,218	\$ 1,769

[Table of Contents](#)

The increases in operating revenues for the three and six months ended June 30, 2019 compared to the three and six months ended June 30, 2018 were due to higher rental income from our commercial leasing portfolio as a result of increased percentage rent and improved renegotiated terms of existing tenant leases.

Our leasing operations face substantial competition from other property owners in Maui and Hawaii.

UTILITIES

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)		(in thousands)	
<i>Operating revenues</i>	\$ 929	\$ 810	\$ 1,677	\$ 1,514
<i>Operating costs and expenses</i>	(586)	(520)	(1,187)	(1,041)
<i>Operating income</i>	<u>\$ 343</u>	<u>\$ 290</u>	<u>\$ 490</u>	<u>\$ 473</u>

We have contracted a third-party water engineering and management company to manage the operations of our wholly-owned subsidiaries: Kapalua Water Company, Ltd. and Kapalua Waste Treatment Company, Ltd. We have contracted a water maintenance company to manage our non-potable/irrigation water systems in West and Upcountry Maui.

Our Utilities segment operations are primarily affected by the amount of rainfall and the level of development and volume of visitors in the Kapalua Resort. Rates charged by our Kapalua Water Company, Ltd. and Kapalua Waste Treatment Company, Ltd. subsidiaries are regulated by the Hawaii Public Utilities Commission. The increase in utilities operating costs and expenses for the three and six months ended June 30, 2019 compared to the three and six months ended June 30, 2018 was primarily due to higher deferred maintenance expenditures and repair costs.

RESORT AMENITIES AND OTHER

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)		(in thousands)	
<i>Operating revenues</i>	\$ 248	\$ 292	\$ 509	\$ 599
<i>Operating costs and expenses</i>	(208)	(231)	(533)	(584)
<i>Operating income</i>	<u>\$ 40</u>	<u>\$ 61</u>	<u>\$ (24)</u>	<u>\$ 15</u>

Our Resort Amenities segment includes the operations of the Kapalua Club, a private, non-equity club providing its members special programs, access and other privileges at certain of the amenities at the Kapalua Resort including a 30,000 square foot full-service spa and a private pool-side dining beach club. The Kapalua Club does not operate any resort amenities and the member dues collected are primarily used to pay contracted fees to provide access for its members to the spa, beach club and other resort amenities.

The decrease in operating revenues and operating costs and expenses for the three and six months ended June 30, 2019 compared to the three and six months ended June 30, 2018 was primarily due to the closure of the Kapalua Plantation Golf Course for renovations in February 2019.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

We had cash on hand of approximately \$622,000 and \$13.0 million of available credit under a \$15.0 million revolving line of credit facility with First Hawaiian Bank as of June 30, 2019.

We have a \$15.0 million revolving line of credit facility with First Hawaiian Bank (Credit Facility). The Credit Facility matures on December 31, 2019 and provides for two optional one-year extension periods. Interest on borrowings is at LIBOR plus 3.50% (5.94% at June 30, 2019). We have pledged our 800-acre Kapalua Mauka project and approximately 30,000 square feet of commercial leased space in the Kapalua Resort as security for the Credit Facility. Net proceeds from the sale of any collateral are required to be repaid toward outstanding borrowings and will permanently reduce the Credit Facility's revolving commitment amount. There are no commitment fees on the unused portion of the Credit Facility.

The terms of the Credit Facility include various representations, warranties, affirmative, negative and financial covenants and events of default customary for financings of this type. Financial covenants include a minimum liquidity (as defined) of \$2.0 million, a maximum of \$45.0 million in total liabilities, and a limitation on new indebtedness.

As of June 30, 2019, we were in compliance with the covenants under the Credit Facility.

Cash Flows

During the first six months of 2019, net cash flow used in our operating activities totaled \$91,000. Net cash provided by our operating activities was \$805,000 for the first six months of 2018.

For the six months ended June 30, 2019, net proceeds from long-term debt was \$800,000. Interest payments on our long-term debt totaled \$68,000 and \$35,000 for the six months ended June 30, 2019 and 2018, respectively.

We were not required to make any minimum funding contributions to our defined benefit pension plan during the six months ended June 30, 2019.

Future Cash Inflows and Outflows

Our business initiatives for the next six months include investing in our operating infrastructure and continued planning and entitlement efforts on our development projects. At times, this may require borrowing under our Credit Facility or other indebtedness, repayment of which may be dependent on selling of our real estate assets at acceptable prices in condensed timeframes.

Our indebtedness could have the effect of, among other things, increasing our exposure to general adverse economic and industry conditions, limiting our flexibility in planning for, or reacting to, changes in our business and industry, and limiting our ability to borrow additional funds.

FORWARD-LOOKING STATEMENTS AND RISKS

This and other reports filed by us with the Securities and Exchange Commission, or SEC, contain forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These statements can be identified by the fact that they do not relate strictly to historical or current facts. They contain words such as "may," "will," "project," "might," "expect," "believe," "anticipate," "intend," "could," "would," "estimate," "continue" or "pursue," or the negative or other variations thereof or comparable terminology. Actual results could differ materially from those projected in forward-looking statements as a result of the following factors, among others:

- unstable macroeconomic market conditions, including, but not limited to, energy costs, credit markets, interest rates and changes in income and asset values;
- risks associated with real estate investments generally, and more specifically, demand for real estate and tourism in Hawaii;
- risks due to joint venture relationships;
- our ability to complete land development projects within forecasted time and budget expectations, if at all;
- our ability to obtain required land use entitlements at reasonable costs, if at all;
- our ability to compete with other developers of real estate in Maui;

[Table of Contents](#)

- potential liabilities and obligations under various federal, state and local environmental regulations with respect to the presence of hazardous or toxic substances;
- changes in weather conditions or the occurrence of natural disasters;
- our ability to maintain the listing of our common stock on the New York Stock Exchange;
- our ability to comply with funding requirements of our defined benefit pension plan;
- our ability to comply with the terms of our indebtedness, including the financial covenants set forth therein, and to extend maturity dates, or refinance such indebtedness, prior to its maturity date;
- our ability to raise capital through the sale of certain real estate assets;
- availability of capital on terms favorable to us, or at all; and
- failure to maintain security of internal and customer electronic information.

Such risks and uncertainties also include those risks and uncertainties discussed in the sections entitled “Business,” “Risk Factors,” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2018 and the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors” in this Quarterly Report on Form 10-Q, as well as other factors described from time to time in our reports filed with the SEC. Although we believe that our opinions and expectations reflected in the forward-looking statements are reasonable as of the date of this report, we cannot guarantee future results, levels of activity, performance or achievements, and our actual results may differ substantially from the views and expectations set forth in this report. Thus, you should not place undue reliance on any forward-looking statements. New factors emerge from time to time, and it is not possible for us to predict which factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Further, any forward-looking statements speak only as of the date made and, except as required by law, we undertake no obligation to publicly revise our forward-looking statements to reflect events or circumstances that arise after the date of this report.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have no material exposure to changes in interest rates related to our borrowing and investing activities used to maintain liquidity and to fund business operations. We have no material exposure to foreign currency risks.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

In designing and evaluating the disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rules 13a-15(e) and 15d-15(e) under the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the fiscal quarter covered by this report. Based upon the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in applicable SEC rules and forms.

Changes in Internal Controls Over Financial Reporting

There has been no significant changes in our internal controls over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f) or 15d-15(f)) during the six months ended June 30, 2019.

PART II OTHER INFORMATION

Item 1A. RISK FACTORS

Potential risks and uncertainties include, among other things, those factors discussed in the sections entitled “Business,” “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2018 and the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Quarterly Report on Form 10-Q. Readers should carefully review those risks and the risks and uncertainties disclosed in other documents we file from time to time with the SEC. We undertake no obligation to publicly release the results of any revisions to any forward-looking statements to reflect anticipated or unanticipated events or circumstances occurring after the date of such statements.

Item 6. EXHIBITS

31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(d) / 15d-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(d) / 15d-14(a) of the Securities Exchange Act of 1934.
32.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(b) / 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350.
32.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(b) / 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Link Document

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MAUI LAND & PINEAPPLE COMPANY, INC.

August 7, 2019

Date

/s/ TIM T. ESAKI

Tim T. Esaki

Chief Financial Officer

(Principal Financial Officer)

EXHIBIT INDEX

Exhibit Number	Description
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(d) / 15d-14(a) of the Securities Exchange Act of 1934. (1)
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(d) / 15d-14(a) of the Securities Exchange Act of 1934. (1)
32.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(b) / 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350. (2)
32.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(b) / 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350. (2)
101.INS	XBRL Instance Document (2)
101.SCH	XBRL Taxonomy Extension Schema Document (2)
101.CAL	XBRL Taxonomy Extension Calculation Document (2)
101.DEF	XBRL Taxonomy Extension Definition Linkbase (2)
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document (2)
101.PRE	XBRL Taxonomy Extension Presentation Link Document (2)

(1) Filed herewith.

(2) Furnished herewith and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

CERTIFICATION

I, Warren H. Haruki, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Maui Land & Pineapple Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2019

Name: /s/ WARREN H. HARUKI
Warren H. Haruki
Title: Chairman & Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Tim T. Esaki, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Maui Land & Pineapple Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2019

/s/ TIM T. ESAKI
Name: Tim T. Esaki
Title: Chief Financial Officer
(Principal Financial Officer)

The following certifications are being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350 and in accordance with SEC Release No. 33-8238. These certifications shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Maui Land & Pineapple Company, Inc. (the “Company”) on Form 10-Q for the quarter ended June 30, 2019 as filed with the Securities and Exchange Commission (the “Report”), I, **Warren H. Haruki**, Chairman & Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ WARREN H. HARUKI

Warren H. Haruki
Chairman & Chief Executive Officer
(Principal Executive Officer)

Date: August 7, 2019

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The following certifications are being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350 and in accordance with SEC Release No. 33-8238. These certifications shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Maui Land & Pineapple Company, Inc. (the “Company”) on Form 10-Q for the quarter ended June 30, 2019 as filed with the Securities and Exchange Commission (the “Report”), I, **Tim T. Esaki**, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ TIM T. ESAKI

Tim T. Esaki

Chief Financial Officer

(Principal Financial Officer)

Date: August 7, 2019

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.