MAUI LAND & PINEAPPLE CO INC
Form 10-Q
November 02, 2018

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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 September 30, 2018

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	**99-0107542**
(State or other jurisdiction of incorporation or organization)	(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)

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post 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
	Smaller reporting company
Non-accelerated filer	
	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 October 15, 2018**
Common Stock, no par value	19,188,380 shares

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MAUI LAND & PINEAPPLE COMPANY, INC.

AND SUBSIDIARIES

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

MAUI LAND & PINEAPPLE COMPANY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	September 30, 2018	**December 31, 2017**
	(in thousands except share data)	
ASSETS		
CURRENT ASSETS		
Cash	$ 1,243	$ 1,029
Accounts receivable, less allowance of $33 and $40 for doubtful accounts	816	940
Prepaid expenses and other assets	201	159
Assets held for sale	212	212
Total current assets	2,472	2,340
PROPERTY	65,671	65,650
Accumulated depreciation	(36,299)	(34,971)
Net property	29,372	30,679
OTHER ASSETS		
Deferred development costs	10,731	10,395
Other noncurrent assets	1,281	1,387
Total other assets	12,012	11,782
TOTAL ASSETS	$ 43,856	$ 44,801

LIABILITIES & STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$1,828	$696
Payroll and employee benefits	686	784
Current portion of accrued retirement benefits	169	164
Deferred revenue	202	24
Other current liabilities	323	179
Total current liabilities	3,208	1,847
LONG-TERM LIABILITIES		
Long-term debt	1,235	1,235
Accrued retirement benefits	7,577	7,867
Deposits	2,465	2,449
Deferred revenue	64	215
Other noncurrent liabilities	54	44
Total long-term liabilities	11,395	11,810
COMMITMENTS AND CONTINGENCIES (Note 11)		
STOCKHOLDERS' EQUITY		
Common stock--no par value, 43,000,000 shares authorized, 19,114,148 and 19,040,273 shares issued and outstanding	79,299	78,584
Additional paid in capital	9,246	9,246
Accumulated deficit	(39,593)	(36,432)
Accumulated other comprehensive loss	(19,699)	(20,254)
Total stockholders' equity	29,253	31,144
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	$43,856	$44,801

See Notes to Condensed Consolidated Financial Statements.

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MAUI LAND & PINEAPPLE COMPANY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(UNAUDITED)

	Three Months Ended September 30, 2018	2017
	(in thousands except per share amounts)	
OPERATING REVENUES		
Real estate	$66	$290
Leasing	1,552	1,353
Utilities	900	898
Resort amenities and other	292	299
Total operating revenues	2,810	2,840
OPERATING COSTS AND EXPENSES		
Real estate	1,311	328
Leasing	620	661
Utilities	593	488
Resort amenities and other	229	242
General and administrative	795	648
Share-based compensation	307	253
Depreciation	443	463
Total operating costs and expenses	4,298	3,083
OPERATING LOSS	(1,488)	(243)
Pension and other postretirement expenses	(102)	(202)
Interest expense	(37)	(39)
NET LOSS	$(1,627)	$(484)
Pension, net of income taxes of $0	185	204
COMPREHENSIVE LOSS	$(1,442)	$(280)
NET LOSS PER COMMON SHARE --BASIC AND DILUTED	$(0.09)	$(0.03)

See Notes to Condensed Consolidated Financial Statements.

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MAUI LAND & PINEAPPLE COMPANY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(UNAUDITED)

	Nine Months Ended September 30,	
	2018	**2017**
	(in thousands except per share amounts)	
OPERATING REVENUES		
Real estate	$402	$14,281
Leasing	4,605	4,309
Utilities	2,414	2,403
Resort amenities and other	891	866
Total operating revenues	8,312	21,859
OPERATING COSTS AND EXPENSES		
Real estate	1,820	1,216
Leasing	1,904	1,717
Utilities	1,634	1,467
Resort amenities and other	813	788
General and administrative	2,351	1,723
Share-based compensation	1,206	1,065
Depreciation	1,328	1,296
Total operating costs and expenses	11,056	9,272
OPERATING INCOME (LOSS)	(2,744)	12,587
Pension and other postretirement expenses	(306)	(606)
Interest expense	(111)	(152)
NET INCOME (LOSS)	$(3,161)	$11,829
Pension, net of income taxes of $0	555	612
COMPREHENSIVE INCOME (LOSS)	$(2,606)	$12,441
NET INCOME (LOSS) PER COMMON SHARE --BASIC & DILUTED	$(0.17)	$0.62

See Notes to Condensed Consolidated Financial Statements.

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MAUI LAND & PINEAPPLE COMPANY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(UNAUDITED)

For the Nine Months Ended September 30, 2018 and 2017

(in thousands)

	Common Stock Shares	Common Stock Amount	Additional Paid in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
Balance, January 1, 2018	19,040	$78,584	$ 9,246	$ (36,432)	$ (20,254)	$31,144
Share-based compensation	71	845	402			1,247
Vested restricted stock issued	48	402	(402)			-
Shares cancelled to pay tax liability	(45)	(532)				(532)
Other comprehensive income - pension					555	555
Net loss				(3,161)		(3,161)
Balance, September 30, 2018	19,114	$79,299	$ 9,246	$ (39,593)	$ (19,699)	$29,253
Balance, January 1, 2017	18,958	$78,123	$ 9,246	$ (47,332)	$ (22,295)	$17,742
Share-based compensation	94	767	327			1,094
Vested restricted stock issued	44	327	(327)			-
Shares cancelled to pay tax liability	(65)	(651)				(651)
Other comprehensive income - pension					612	612
Net income				11,829		11,829
Balance, September 30, 2017	19,031	$78,566	$ 9,246	$ (35,503)	$ (21,683)	$30,626

See Notes to Condensed Consolidated Financial Statements.

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MAUI LAND & PINEAPPLE COMPANY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	Nine Months Ended September 30,	
	2018	**2017**
	(in thousands)	
NET CASH PROVIDED BY OPERATING ACTIVITIES	$1,072	$7,746
INVESTING ACTIVITIES		
Payments of deferred development costs	(326)	(1,440)
NET CASH USED IN INVESTING ACTIVITIES	(326)	(1,440)
FINANCING ACTIVITIES		
Payments of long-term debt	-	(5,622)
Debt and common stock issuance costs and other	(532)	(677)
NET CASH USED IN FINANCING ACTIVITIES	(532)	(6,299)
NET INCREASE IN CASH	214	7
CASH AT BEGINNING OF PERIOD	1,029	602
CASH AT END OF PERIOD	$1,243	$609
Cash paid during the period:		
Interest	$52	$67
Income Taxes	$-	$412

SUPPLEMENTAL NON-CASH ACTIVITIES:

Common stock issued to certain members of the Company’s management totaled $845,000 and $767,000 for the nine months ended September 30, 2018 and 2017, respectively.

See Notes to Condensed Consolidated Financial Statements.

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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, 2017, and pursuant to the instructions to Form 10-Q and Article 8 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 September 30, 2018 and 2017. 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, 2017.

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, 2017 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. BASIC AND DILUTED SHARES

Basic and diluted weighted-average shares outstanding for the periods ended September 30, 2018 and 2017 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	**2017**	**2018**	**2017**
Basic and diluted	19,102,899	19,022,403	19,084,242	18,983,049
Potentially dilutive	27,500	27,500	27,500	27,500

Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding. Diluted net income (loss) per common share is computed similar to basic net income (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.

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4. PROPERTY

Property at September 30, 2018 and December 31, 2017 consisted of the following:

	September 30, 2018	December 31, 2017
	(in thousands)	
Land	$5,059	$ 5,059
Land improvements	24,727	24,727
Buildings	24,884	24,884
Machinery and equipment	11,001	10,980
Total property	65,671	65,650
Less accumulated depreciation	36,299	34,971
Net property	$29,372	$ 30,679

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.

5. ASSETS HELD FOR SALE AND REAL ESTATE OPERATING REVENUES

Assets held for sale at September 30, 2018 and December 31, 2017 consisted of the following:

	September 30, 2018 (in thousands)		**December 31, 2017**	
Upcountry Maui, 630-acre parcel of agricultural land	$	156	$	156
Upcountry Maui, 80-acre parcel of agricultural land and wastewater treatment facility		56		56
Assets held for sale	$	212	$	212

None of the above assets held for sale have been pledged as collateral under the Company's credit facility.

Included in the Company's real estate operating revenues for the nine months ended September 30, 2017 are approximately $6.7 million of land improvements that were conveyed to the Company by the owner of a 125-acre portion of the Company's Kapalua Mauka project. The owner purchased the 125-acre property, commonly known as Mahana Estates, in 2009. As part of the sale, the owner agreed to subsequently develop and convey to the Company upon completion certain easements, subdivision and utility improvements related to the Mahana Estates property. The owner completed and conveyed the land improvements to the Company in April 2017.

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In February 2017, the Company sold the 15-acre Kapalua Golf Academy practice course located in the Kapalua Resort for $7.0 million to the owner of the Kapalua Plantation and Bay Golf Courses. The property was sold without any development entitlements. The sale resulted in a gain of approximately $6.4 million. The Company used $5.6 million of the sale proceeds to pay down its long-term debt.

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 5.61% and 4.86% at September 30, 2018 and December 31, 2017, 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 $1.5 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 September 30, 2018.

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 $1,206,000 and $1,065,000 for the nine months ended September 30, 2018 and 2017, respectively. Included in these amounts were $402,000 and $327,000 of restricted shares of common stock which vested during the first nine months of 2018 and 2017, respectively.

8. ACCRUED RETIREMENT BENEFITS

Accrued retirement benefits at September 30, 2018 and December 31, 2017 consisted of the following:

	September 30 2018	**December 31, 2017**
	(in thousands)	
Defined benefit pension plans	$5,495	$ 5,812
Non-qualified retirement plans	2,251	2,219
Total	7,746	8,031
Less current portion	(169)	(164)
Non-current portion of accrued retirement benefits	$7,577	$ 7,867

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The net periodic benefit costs for pension and postretirement benefits for the three and nine months ended September 30, 2018 and 2017 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(in thousands)		(in thousands)	
Interest cost	$495	$560	$1,485	$1,680
Expected return on plan assets	(578)	(562)	(1,734)	(1,686)
Amortization of net loss	185	204	555	612
Pension and other postretirement expenses	$102	$202	$306	$606

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 2018 and 2017 reflects the recognition of expected federal alternative minimum tax liabilities and interim period tax benefits and changes to its tax valuation allowance. In 2017, the Company fully utilized the special alternative minimum tax net operating loss carryforward from 2008 which allows for 100% offset to the alternative minimum taxable income in subsequent years. The Company is evaluating the effect of the Tax Cuts and Jobs Act of 2017 on its remaining alternative minimum tax credits, as it allows future refunding of unused credits.

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.

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Reportable operating segment revenues and income for the three and nine months ended September 30, 2018 and 2017 were as follows:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2018	**2017**	**2018**	**2017**
	(in thousands)		**(in thousands)**	
Operating Segment Revenues				
Real estate	$66	$290	$402	$14,281
Leasing	1,552	1,353	4,605	4,309
Utilities	900	898	2,414	2,403
Resort amenities and other	292	299	891	866
Total Operating Segment Revenues	$2,810	$2,840	$8,312	$21,859
Operating Segment Income (Loss)				
Real estate	$(1,245)	$(38)	$(1,418)	$13,065
Leasing	932	692	2,701	2,592
Utilities	307	410	780	936
Resort amenities and other	63	57	78	78
Total Operating Segment Income	$57	$1,121	$2,141	$16,671

11. COMMITMENTS AND CONTINGENCIES

The Company has been named along with multiple parties in lawsuits filed by certain owners of units and fractional interests in the project formerly known as The Ritz-Carlton Club and Residences, Kapalua Bay. The lawsuits were filed in the Circuit Court of the Second Circuit, State of Hawaii on May 23, 2011, June 7, 2012, and June 19, 2013. The lawsuits allege deceptive acts, intentional misrepresentation, concealment, and negligent misrepresentation, among other allegations and seek unspecified damages, treble damages and other relief. The Company disagrees with the allegations and has been defending itself.

In September 2018, the defendant parties reached a settlement with the plaintiffs in the May 23, 2011 lawsuit and two of the ten plaintiffs in the June 7, 2012 lawsuit. Terms of the settlement are confidential. The Company made an undisclosed payment toward the settlement in October 2018.

In October 2018, the Company reached a settlement with the eight remaining plaintiffs in the June 7, 2012 lawsuit. Terms of the settlement are confidential. The Company’s insurance carrier will be making an undisclosed payment toward the settlement. In addition, the Company’s insurance carrier will be reimbursing the Company for certain of the defense costs incurred in the June 7, 2012 lawsuit.

The trial for the June 19, 2013 lawsuit is scheduled to begin on January 14, 2019. The Company is presently unable to estimate the amount, or range of amounts, of any probable liability, if any, related to this lawsuit and no provision has been made in the accompanying financial statements.

In addition, from time to time, the Company is the subject of various other claims, complaints and other legal actions which arise in the normal course of the Company's business activities. The Company believes the resolution of these other matters, in the aggregate, is not likely to have a material adverse effect on the Company's financial position or 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.

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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 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 September 30, 2018 and December 31, 2017 was $1,235,000, which approximated fair value. The fair value of debt was measured using the level 2 inputs, noted above.

13. NEW ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) on recognition of revenue arising from contracts with customers, as well as recognition of gains and losses from the transfer of nonfinancial assets in contracts with noncustomers, and subsequently, it issued additional guidance that further clarified the ASU. The revenue recognition ASU has implications for all revenues, excluding those that are under the specific scope of other accounting standards, such as revenue associated with leases (described below).

The Company’s revenues for the nine months ended September 30, 2018, that were subject to the revenue recognition ASU were as follows (in thousands):

Real estate	$402
Utilities	2,414
Resort amenities and other	891
Total	$3,707

The core principle underlying the revenue recognition ASU is that an entity will recognize revenue to represent the transfer of goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in such exchange. This requires entities to identify contractual performance obligations and determine whether revenue should be recognized at a point in time or over time, based on when control of goods and services transfers to a customer. The Company’s revenue streams are recognized at a point in time except for the utilities and resort amenities revenue. Utility services are recognized as provided over the monthly billing period, and the annual membership dues are recognized over a period of twelve months.

A customer is distinguished from a noncustomer by the nature of the goods or services that are transferred. Customers are provided with goods or services that are generated by a company's ordinary output activities, whereas noncustomers are provided with nonfinancial assets that are outside of a company's ordinary output activities. This distinction may not significantly change the pattern of income recognition but determines whether that income is classified as revenue (contracts with customers) or other gains/losses (contracts with noncustomers) in the Company's financial statements. The Company's revenue streams for the period were generated as ordinary output activities to customers as defined by the guidance and were properly classified as revenues.

The ASU requires the use of a new five-step model to recognize revenue from customer contracts. The five-step model requires that the Company (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, including variable consideration to the extent that it is probable that a significant future reversal will not occur, (iv) allocate the transaction price to the respective performance obligations in the contract, and (v) recognize revenue when (or as) the Company satisfies the performance obligation. The application of the five-step model to the revenue streams compared to the prior guidance did not result in significant changes in the way the Company records its real estate revenue, utilities revenue and resort amenities and other revenues.

An entity is also required to determine if it controls the goods or services prior to the transfer to the customer in order to determine if it should account for the arrangement as a principal or agent. Principal arrangements, where the entity controls the goods or services provided, will result in the recognition of the gross amount of consideration expected in the exchange. Agent arrangements, where the entity simply arranges but does not control the goods or services being transferred to the customer, will result in the recognition of the net amount the entity is entitled to retain in the exchange. The Company is currently evaluating the option to use a practical expedient to not separate lease and non-lease components as shown in ASU No.2018-11 prior to adoption in 2019. Property services categorized as nonlease components that are reimbursed by the Company's tenants may need to be presented on a net basis if it is determined that the Company held an agent arrangement.

Upon adoption, entities can use either a full retrospective or modified retrospective method to adopt this ASU. Under the full retrospective method, all periods presented will be restated upon adoption to conform to the new standard and a cumulative adjustment for effects on periods prior to 2016 will be recorded to retained earnings as of January 1, 2016. Under the modified retrospective approach, prior periods are not restated to conform to the new standard. Instead, a cumulative adjustment for effects of applying the new standard to periods prior to 2018 is recorded to retained earnings as of January 1, 2018. Additionally, incremental footnote disclosures are required to present the 2018 revenues under the prior standard. Under the modified retrospective method, an entity may also elect to apply the standard to either (i) all contracts as of January 1, 2018, or (ii) only to contracts that are not completed as of January 1, 2018. The Company elected to adopt this guidance using the modified retrospective method at January 1, 2018 which did not result in an adjustment to retained earnings. Additionally, upon adoption, the Company evaluated its revenue recognition policy for all revenue streams within the scope of the ASU under previous standards and using the five-step model under the new guidance and confirmed that there were no differences in the pattern of revenue recognition.

In February 2016, 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). The ASU is further supplemented by ASU No. 2018-11 and effective for the Company no later than January 1, 2019, with early adoption permitted. ASU No. 2018-11 permits an alternative transition method to apply at the date of adoption with cumulative effect adjustment to beginning retained earnings. The updated ASU provides the Company an option to use a practical expedient to not separate lease and non-lease components. This ASU will govern the recognition of revenue for lease components. Revenue related to nonlease components under the Company’s lease agreements will be subject to the new revenue recognition standard effective upon adoption of the new lease accounting standard. The Company expects to adopt the new lease accounting standard on January 1, 2019.

In August 2016, FASB issued ASU No. 2016-15, Statement of Cash Flows. This ASU aims to reduce the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. This ASU is effective for public business entities for annual reporting periods beginning after December 15, 2017. The adoption of this guidance did not have a material impact on the Company’s financial statements.

In October 2016, FASB issued ASU No. 2016-16, Income Taxes. This ASU simplifies the recognition of intra-entity income tax consequences when an asset other than inventory is transferred. This ASU is effective for public business entities for annual reporting periods beginning after December 15, 2017. The adoption of this guidance did not have a material impact on the Company’s financial statements.

In November 2016, FASB issued ASU No. 2016-18, Statement of Cash Flows-Restricted Cash. This ASU addresses the diversity in the classification and presentation of changes in restricted cash in the statement of cash flows. This ASU is effective for public business entities for annual reporting periods beginning after December 15, 2017. The adoption of this guidance did not have a material impact on the Company’s financial statements.

In December 2016, FASB issued ASU No. 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers. This ASU summarizes the various amendments that serve to clarify the codification or to correct unintended application of guidance. This ASU is effective for public business entities for annual reporting periods beginning after December 15, 2017. The adoption of this guidance did not have a material impact on the Company's financial statements.

In March 2017, FASB issued ASU No. 2017-07, Compensation-Retirement Benefits. This ASU aims to improve the presentation of net periodic pension cost and net periodic postretirement benefit cost by requiring the reporting of the service cost component in the same line item or items as other compensation costs arising from services rendered by employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations. This ASU is effective for public business entities for annual periods beginning after December 15, 2017. The adoption of this guidance did not have a material impact on the Company's financial statements.

In May 2017, the FASB issued ASU No. 2017-09, Compensation-Stock Compensation (Topic 718) Scope of Modification Accounting. This ASU clarifies which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. This ASU is effective for public business entities for interim and annual reporting periods beginning after December 15, 2017, with early adoption permitted. The adoption of this guidance did not have a material impact on the Company's financial statements.

On August 28, 2018, the FASB issued ASU 2018-14 which amends ASC 7152 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.

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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, 2017 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. 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 the Company's registered trademarks and trade names, and stewardship and conservation efforts.
- *Utilities*—We own two publicly-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, 2018, we adopted ASU No. 2017-07 Compensation-Retirement Benefits without material impact, as well as ASU No. 2014-09, Revenue Recognition using the modified retrospective approach which did not result in an adjustment to our retained earnings. There have been no significant changes in our critical accounting policies during the first nine months of 2018, other than the adoption of ASU Nos. 2017-07 and 2014-09 on January 1, 2018.

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RESULTS OF OPERATIONS

Three and Nine Months Ended September 30, 2018 compared to Three and Nine Months Ended September 30, 2017

CONSOLIDATED

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	**2017**	**2018**	**2017**
	(in thousands)		(in thousands)	
Operating revenues	$2,810	$2,840	$8,312	$21,859
Operating costs and expenses	(2,753)	(1,719)	(6,171)	(5,188)
General and administrative	(795)	(648)	(2,351)	(1,723)
Share-based compensation	(307)	(253)	(1,206)	(1,065)
Depreciation	(443)	(463)	(1,328)	(1,296)
Operating income (loss)	(1,488)	(243)	(2,744)	12,587
Pension and other postretirement expenses	(102)	(202)	(306)	(606)
Interest expense	(37)	(39)	(111)	(152)
Net income (loss)	$(1,627)	$(484)	$(3,161)	$11,829

The decrease in operating revenues for the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017 were due to the sale of the 15-acre Kapalua Golf Academy practice course in February 2017 and the conveyance of certain land improvements to us by the owner of a 125-acre portion of our Kapalua Mauka project in April 2017. The increase in operating costs and expenses for the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017 was due to defense, mediation and settlement costs incurred in the lawsuits with respect to the project formerly known as The Ritz-Carlton Club and Residences, Kapalua Bay. The increase in general and administrative expenses for the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017 was primarily due to higher strategic planning and consultant costs.

REAL ESTATE

Three Months Ended September 30,	Nine Months Ended September 30,

	2018	**2017**	**2018**	**2017**
	(in thousands)		(in thousands)	
Operating revenues	$66	$290	$402	$14,281
Operating costs and expenses	(1,311)	(328)	(1,820)	(1,216)
Operating income (loss)	$(1,245)	$(38)	$(1,418)	$13,065

Included in real estate operating revenues for the nine months ended September 30, 2017 were approximately $6.7 million of land improvements that were conveyed to us by the owner of a 125-acre portion of our Kapalua Mauka project. The owner purchased the 125-acre property, commonly known as Mahana Estates, in 2009. As part of the sale, the owner agreed to subsequently develop and convey to us upon completion certain easements, subdivision and utility improvements related to the Mahana Estates property. The owner completed and conveyed the land improvements to us in April 2017.

In February 2017, we sold the 15-acre Kapalua Golf Academy practice course located in the Kapalua Resort for $7.0 million to the owner of the Kapalua Plantation and Bay Golf Courses. The property was sold without any development entitlements. The sale resulted in a gain of approximately $6.4 million. The property was not pledged as collateral under our revolving line of credit facility. We applied $5.6 million of the sale proceeds toward our revolving line of credit facility.

The increase in real estate operating costs and expenses for the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017 was due to defense, mediation and settlement costs incurred in the lawsuits with respect to the project formerly known as The Ritz-Carlton Club and Residences, Kapalua Bay.

Also included in our real estate operating revenues were sales commissions totaling $66,000 and $290,000 for the three months ended September 30, 2018 and 2017, respectively, and $402,000 and $600,000 for the nine months ended September 30, 2018 and 2017, respectively, from resales of properties owned by private residents in the Kapalua Resort and surrounding areas by our wholly-owned subsidiary, Kapalua Realty Company, Ltd.

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.

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LEASING

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	**2017**	**2018**	**2017**
	(in thousands)		(in thousands)	
Operating revenues	$1,552	$1,353	$4,605	$4,309
Operating costs and expenses	(620)	(661)	(1,904)	(1,717)
Operating income				