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LAND USE COMMISSION
STATE OF HAWAII

2014 MAY 13 P 3: 22

Attorney for Successor Petitioner

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAII

In the Matter of the Petition of

**TOM GENTRY AND GENTRY-PACIFIC,
LTD**

To Amend the Agricultural Land Use District
Boundary into the Urban Land Use District for
Approximately 1.395 Acres at Waiawa, Ewa,
Oahu, State of Hawaii, Tax Map Key Nos.:
9-4-06: Portion of 26; 9-6-04: Portion of 1 and
Portion of 16; and 9-6-05: Portion of 1, Portion
of 7 and Portion of 14

DOCKET NO. A87-610

TRUSTEES OF THE ESTATE OF BERNICE
PAUHI BISHOP, DBA KAMEHAMEHA
SCHOOLS, MOTION FOR ORDER
AMENDING FINDINGS OF FACT,
CONCLUSIONS OF LAW AND DECISION
AND ORDER DATED MAY 17, 1988;
MEMORANDUM IN SUPPORT OF
MOTION; VERIFICATION OF GIORGIO
CALDARONE; AFFIDAVIT OF JENNIFER
A. BENCK; EXHIBITS 1 - 18; CERTIFICATE
OF SERVICE

**TRUSTEES OF THE ESTATE OF BERNICE PAUHI BISHOP, DBA KAMEHAMEHA
SCHOOLS, MOTION FOR ORDER AMENDING FINDINGS OF FACT, CONCLUSIONS
OF LAW AND DECISION AND ORDER DATED MAY 17, 1988**

I. RELIEF OR ORDER SOUGHT

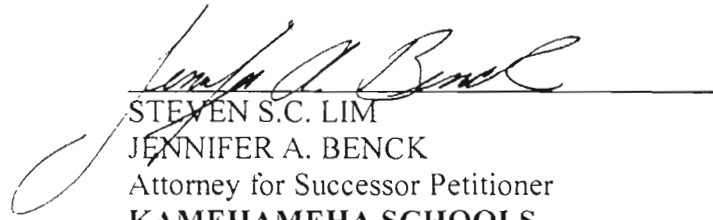
Successor Petitioner JANEEN-ANN AHULANI OLDS, LANCE KEAWE WILHELM,
ROBERT K.W.H. NOBRIGA, CORBETT AARON KAMOHAIKIOKALANI KALAMA, and
MICAH A. KANE, as TRUSTEES OF THE ESTATE OF BERNICE PAUHI BISHOP, dba
KAMEHAMEHA SCHOOLS, by and through its legal counsel, CARLSMITH BALL LLP,
hereby requests that the STATE OF HAWAII LAND USE COMMISSION: (1) recognize
Kamehameha Schools as the successor Petitioner, with standing to seek and obtain the relief
requested herein; and (2) issue an order modifying the Commission's *Findings of Fact*,
Conclusions of Law and Decision and Order dated May 17, 1988, as amended by the

Commission's November 30, 1990, *Order Granting Motion to Amend Condition No. 6 of the Decision and Order Dated May 17, 1988*, to expressly authorize the use of portions of the KS Property (as hereinafter defined) for solar farm development for an interim period not to exceed 35 years.

II. GROUND FOR MOTION

This motion is made pursuant to Chapter 205, Hawai'i Revised Statutes ("**HRS**") and §§ 15-15-70 and 15-15-94 of Title 15, Subtitle 3, Chapter 15 of the Hawai'i Administrative Rules ("**HAR**"), the other authorities and arguments stated in the attached Memorandum in Support of Motion, and the pleadings and files herein.

Pursuant to HAR § 15-15-70(c), Kamehameha Schools requests a hearing on this motion.


STEVEN S.C. LIM
JENNIFER A. BENCK
Attorney for Successor Petitioner
KAMEHAMEHA SCHOOLS

Dated: Honolulu, Hawai'i, May 13, 2014.

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MEMORANDUM IN SUPPORT OF MOTION

MEMORANDUM IN SUPPORT OF MOTION

I. INTRODUCTION & IDENTIFICATION OF KS PROPERTY

By Findings of Fact, Conclusions of Law and Decision and Order filed May 17, 1988, the State of Hawai'i Land Use Commission ("**Commission**") reclassified approximately 1,395 acres of land situate at Waiawa, Ewa, Oahu (the "**KS Property**"), from the State Land Use Agricultural District to the State Land Use Urban District, subject to 10 conditions of approval. At that time, the KS Property was designated by Tax Map Key Nos. (1)9-4-006:026 (por.); 9-6-004:001 (por.), 016 (por.); 9-6-005:001 (por.), 007 (por.) and 014 (por.). *See* Exhibit A of the Commission's 1988 Order. The current Tax Map Key designations of the KS Property are (1)9-4-006:034(por.), 035(por.), 036, 037(por.); 9-6-004:024 (por.); 025, 026; 9-6-005:001 (por.). *See* **KS Exhibit 1** (an 8.5" x 11" copy of a survey map outlining the KS Property over the current tax

maps).¹ Attached hereto and incorporated herein as **KS Exhibit 2** is a graphic showing the State Land Use Districts of the KS Property and surrounding properties. By Order dated November 30, 1990, the Commission amended Condition No. 6, and reaffirmed all other conditions to the 1988 Decision and Order (the 1988 Decision and Order, as amended, shall hereinafter be referred to as the "**Waiawa Order**").

II. SUCCESSOR PETITIONER'S INTEREST IN THE KS PROPERTY

The original Petitioner in this Docket was Tom Gentry and Gentry Pacific, Ltd. (collectively, "**Gentry**"). However, then, as now, the KS Property was owned in fee simple by the Estate of Bernice Pauahi Bishop ("**KS**"). As such, Gentry's proposed development of the KS Property was subject to a development agreement with KS. *See* Waiawa Order, FOF 10, 12. The KS Property is still owned by KS, and is subject to the terms and conditions of the Waiawa Order by recorded Declaration of Conditions Imposed by the Land Use Commission, dated July 12, 1988.² *See* **KS Exhibit 3**, attached hereto and incorporated herein (relevant portions of current title reports for the KS Property). The KS Property is no longer subject to any development agreements with Gentry. *Id.*

KS notified the Commission in its annual report to the Commission dated July 1, 2013, that full control of the KS Property had been returned to KS. KS hereby respectfully requests that the Commission recognize KS, the fee owner of the KS Property, as the successor Petitioner in this Docket A87-610, and thereby recognize and confirm KS' standing to bring this Motion and to seek the requested relief.

III. BACKGROUND

Under the Waiawa Order the Commission approved the reclassification of the KS Property to the Urban District to allow for the development of the Waiawa master planned community, also sometimes referred to as Waiawa Ridge. A total of 7,906 residential dwellings are proposed for the Waiawa project. In addition to providing a mix of residential dwellings, the

¹ One full sized copy of said map was filed with the Commission with the filing of this Motion.

² The Declaration was recorded in the Bureau of Conveyances in Liber 22151, Page 250, and in the Office of the Assistant Registrar of the Land Court of the State of Hawai'i as Document Number 1565292. In accordance with HAR §15-15-63(j) and (k), a copy of the Declaration is not being filed with this Motion.

project also includes parks, open space, two golf courses, commercial and light industrial uses and roadways. Approximately 4,150 of the total 7,906 residential units proposed are planned to be developed as retirement/leisure housing units for owner-occupants ages 55 and older.

Waiawa Order, FOF 29, 30. Within the 1,395 acre KS Property, approximately 824 acres are planned for residential uses, 110 acres are planned for commercial and industrial uses, 63 acres for internal roadways, and 393 acres for parks, golf courses, open space and school sites. *Id.*

The Commission determined that the proposed development is consistent with the Hawai'i State Plan, Chapter 226 HRS because: (i) it provides greater opportunities for Hawai'i's people to secure reasonably-priced, safe, sanitary livable homes in suitable environments; (ii) it stimulates and promotes feasible approaches that increase housing choices for a variety of income groups; (iii) the physical setting of the KS Property is accessible to public facilities and services; and (iv) the development of the KS Property for such Urban uses is consistent with the goal of encouraging growth within and nearby existing Urban areas where adequate public facilities are already available or can be provided with reasonable public expenditure. *See* Waiawa Order, FOF 100.

After the Commission approved the reclassification, Gentry successfully sought rezoning from the City and County of Honolulu. In 1998 the City Council passed Ordinance 98-55, amending a portion of the Development Plan Land Use Map to support the Waiawa project. Next, the City Council approved the rezoning of approximately 1,049 acres within the KS Property. Ordinance Nos. 98-01, effective January 15, 1998 (as amended by Ordinance 98-69, effective December 17, 1998) rezoned 874 acres within the KS Property from Restricted Agriculture (AG-1) to Neighborhood Business District (B1), Community Business District (B2), Low Density Apartment District (A1), Industrial-Commercial Mixed Use District (IMX1), Residential (RS) and General Preservation (P-2). Ordinance No. 03-01, effective February 12, 2003, rezoned 175.43 acres within the KS Property from AG-1 to R-5, A-1, Medium Density Apartment District (A-2) and P-2. A map of the KS Property with an overlay of the current zoning is provided as **KS Exhibit 4**.

In 2006 Gentry entered into an agreement with A&B Waiawa, LLC to form Waiawa Ridge Development LLC, which was a joint venture undertaken to develop the Waiawa Ridge

project. As reported in the May 14, 2008 annual report to the Commission in this Docket, Waiawa Ridge Development LLC had secured construction financing and ground breaking was scheduled for fall 2009. On September 15, 2008, Lehman Brothers, the fourth largest bank in the United States, filed for Chapter 11 bankruptcy protection. After the financial collapse of 2008, the process of returning the KS Property to KS' control began, and full control of the 1,395-acre KS Property was returned to KS in late 2012.

1. SOLAR FARM AS AN INTERIM USE OF THE LAND


KS is reevaluating the Waiawa development that was planned by Gentry. However, mindful of its obligations to its beneficiaries, KS must always seek to maximize a financial return on the KS Property in a way that is consistent with KS' five values: (1) culture; (2) environment; (3) education; (4) economics; and (5) community. The solar farm project is consistent with the values, vision, mission, guiding principles and strategic goals that are set forth in the KS Strategic Plan 2000 - 2015, and the 2009 KS Strategic Agricultural Plan.

The values articulated in the KS Strategic Plan 2000-2015 are the core values that guide KS' work.³ Related to those values, KS identified seven goals in the Strategic Plan. Goal 5 calls on KS to optimize the value and use of financial and nonfinancial resources and to actively seek to develop new resources. Goal 6 states that "Kamehameha Schools will malama i ka 'aina: practice ethical, prudent and culturally appropriate stewardship of lands and resources." In order to achieve Goal 6, KS identified the following steps:


6.1 – Manage lands and other resources to optimize their support of the educational mission.

- Manage the portfolio of resources to derive an overall balance of economic, educational, cultural, environmental and community returns.
- Develop and incorporate educational programs and curricula into resource stewardship programs.

³ These values include: aloha (to have compassion and empathy); 'imi na'auao (to seek wisdom); malama (to care for and protect); 'ike pono (to know and do what is right); kuleana (to take responsibility); ho'omau (to preserve and perpetuate); and ha'aha'a (to be humble and have humility).

- 
- Develop and incorporate resource stewardship into educational programs and curricula.
 - Inventory and manage Kamehameha Schools' nonfinancial resources (e.g. historic, cultural, human, and intellectual).

Goal 6 also calls on KS to manage its lands to protect and enhance ecosystems.



With these values and goals in mind, KS determined that using the KS Property as a utility-scale solar energy project for an interim period of approximately 30 years (with the total interim use period not to exceed 35 years, which provides a cushion for permitting, construction and decommissioning), supports KS' goals of securing an economically attractive, yet environmentally low-impact land use for the KS Property. Using portions of the KS Property for solar development will allow KS to receive a financial return, which is essential for promoting KS' education mission. Solar development is also consistent with KS' notions of stewardship. A solar farm will help keep those portions of the KS Property safe from illegal dumping and wildfires. Solar development was selected because KS determined that it is consistent with KS' prudent approach to managing its land resources in order to ensure the perpetual nature of the Trust, while at the same time furthering KS' educational mission and the education of more than 47,000 learners and caregivers annually.

An additional consideration is the fact that the KS Property has been identified for Urban development for decades under State and County plans. No agricultural activities have taken place on the KS Property since 1983. The Commission reclassified the KS Property into the Urban District in 1988. Therefore, use of the KS Property as a solar farm will in no way impact agricultural production or the use of any State Land Use Agricultural District lands.

Furthermore, using the KS Property for the production of renewable energy is consistent with the KS 2009 Strategic Agricultural Plan. One of KS' goals under the Strategic Agricultural Plan is to contribute to a sustainable clean energy future for Hawai'i through education, energy efficiency gains and renewable initiatives. Using the Urban District KS Property for renewable energy production supports this goal without altering any existing or proposed agricultural land uses.

In July of 2011, KS issued a request for proposal to a group of experienced solar developers to solicit proposals to develop a utility-scale solar energy project. KS selected SunEdison to develop the solar farm on the Waiawa property. During this interim period while SunEdison is utilizing portions of the KS Property as a solar farm, KS will reexamine the development proposed by Gentry, as well as other options for development of the KS Property, and seek to identify the most appropriate development options for the KS Property. Depending upon community feedback, market forces, as well as other developments in the Waiawa region, including the future impact of the light rail transportation system and related transit-oriented developments, KS may seek to implement some development activities within the KS Property during the term of the interim solar farm use.

Consistent with KS' educational mission, the agreement between KS and SunEdison calls on SunEdison to cooperate with KS in supporting various educational programs during the term of the solar farm project. The final details of the educational component of the project have not been determined, but the agreement between the parties anticipates that the arrangements may include supporting internships, coordination of opportunities for hands-on experience in biological monitoring or mitigation activities, meteorological data analysis, or student-facilitated tours of the solar farm site, including providing students access to non-proprietary and public data to support classroom/student projects. SunEdison may offer presentations on the technical, environmental, logistic and economic aspects of commercial solar energy generation. The final determination of the educational program(s) to be offered will be determined by KS and SunEdison.

2. FUTURE USES OF THE KS PROPERTY

KS acknowledges the continuing validity of the Commission's findings in the Waiawa Order with respect to the Hawai'i State Plan, Chapter 226, HRS. *See* Waiawa Order, FOF 100. Urban development of the KS Property, particularly development that includes residential and commercial uses, was recognized as appropriate for being accessible to public facilities and services. KS notes that some similar findings related to the need for housing were made by the Commission in the recent matter of Castle & Cooke Homes Hawaii, Inc. (the Commission's Findings of Fact, Conclusions of Law, and Decision and Order in Docket No. A11-793, filed June 21, 2012, shall hereinafter be referred to as the "**Koa Ridge D&O**"). Under the Koa Ridge

D&O, the Commission approved the reclassification of 576.435 acres into the State Urban District, and granted incremental Urban District reclassification for 191.214 acres of land at Waipio and Waiawa, to allow for the development of the Koa Ridge Makai and Castle & Cooke Waiawa projects.

The Koa Ridge Makai and Castle & Cooke Waiawa projects are planned to include a total of 5,000 residential units, and are needed to help meet the "acute shortage of housing suitable for primary residents[.]" See Koa Ridge D&O, FOF 68. The Commission made these findings based upon the Honolulu Department of Planning and Permitting's 2009 population projections, and an updated inventory of Commission-entitled and planned potential future developments islandwide. *Id.* Even with the complete buildout of all planned and entitled projects, there is expected to be a shortfall of some 30,000 housing units by 2030. As such, it appears that the demand for the 7,906 homes planned for the KS Property will continue to be strong well into the future.

Although there is no question about the need for more housing units within the Central Oahu area, the most appropriate mix of housing, commercial, industrial, open space and other land uses for the KS Property deserves to be reexamined. The KS Property is within the Urban Community Boundary established under the 2002 Central Oahu Sustainable Communities Plan. The 2002 Sustainable Communities Plan is undergoing review, the result of which may lead to a refinement of the understanding of the most desirable development patterns for the KS Property. In addition, the Honolulu Authority for Rapid Transit is in the midst of developing Honolulu's first elevated rail transit project. These factors will be considered during this interim period while the solar farm project is in place so that the most appropriate development can be pursued on the Waiawa property.

At the most southern point, the KS Property is less than one mile from both the planned Pearl Highlands rail transit station and the Leeward Community College station. As the crow flies, the two stations are each less than 2 miles from the center of the KS Property. See **KS Exhibit 5**. The impacts of the rail and the related transit-oriented developments on how and where people want to live, work and play are not yet known. In light of the proximity of the transit stations, it may ultimately be more desirable for initial development within the KS

Property to be located in the southern portion of the KS Property rather than the northern portion, as originally proposed by Gentry. In addition, the needs and interests of the communities around the KS Property should be revisited as other projects in the vicinity get developed and alter the existing environment.

Pending the Commission's approval of this Motion, portions of the KS Property will be used as a solar farm for an interim period not to exceed 35 years (30 years of operation, and a cushion of 5 years for construction, permitting and decommissioning). During this interim period, KS believes that several conditions imposed under the Waiawa Order should be held in abeyance until such time that KS comes before the Commission to: (i) state its intention of pursuing some portion of the development proposed by Gentry; or (ii) seek the Commission's approval of a new development proposal for the KS Property. KS acknowledges that, other than development related to the proposed solar farm, prior to initiating any development that is not substantially in conformance with the development proposed by Gentry (as described in the Waiawa Order), it will be required to return to this Commission. KS also acknowledges that in response to a new development proposal, the Commission will have the authority to impose new conditions of approval if deemed necessary to uphold the intent and spirit of Chapter 205, HRS, or the policies and criteria established under HRS §205-17, or to assure substantial compliance with the representations that will be made by KS at that time. *See generally* HRS §205-4(g).

IV. SUNEDISON AND THE PROPOSED SOLAR FARM

SunEdison has been developing and operating renewable energy projects since 2003. To date, SunEdison has developed more than 1,000 megawatts ("MW") of solar energy capacity and delivered more than 4,253,610 megawatt hours of electricity. SunEdison's renewable energy production has prevented the emission of over 4.6 trillion lbs of carbon dioxide. SunEdison has 47 offices located throughout North America, Europe and Asia, and over 800 operational sites worldwide. SunEdison is the first solar energy provider to raise more than \$5 billion in project financing.

The six members of the SunEdison Hawai'i team have more than 40 years of experience doing renewable energy projects, including solar projects, and have been responsible for more than 300 MW of renewable energy production. *See **KS Exhibit 6***. Nicola Doss is the Senior

Manager of the solar farm project proposed for the KS Property. Ms. Doss has experience in the United States and overseas doing environmental consulting, land use planning and utility-scale solar developments. Ms. Doss' curriculum verite is included as KS Exhibit 7.


1. SOLAR FARM DETAILS

The solar farm will be contained within one or more utility easement areas within the KS Property. Access to the utility easement areas will be provided over existing roads. The initial phase of the solar project is designed to produce 50 MW of power ("**Phase 1**"). The power generated from Phase 1 alone will be enough to power roughly 9,800 homes each year for the term of the project. The solar panels for Phase 1 will be installed within approximately 300 acres located in the north-west portion of the KS Property (the actual footprint of Phase 1 will be approximately 250 acres). See KS Exhibit 8, attached hereto and incorporated herein, showing the approximate locations of Phase 1 of the solar project. The operational term of Phase 1 will run approximately 30 years.

The second phase of the solar farm, if pursued, will produce up to 65 MW of power ("**Phase 2**"). The solar panels for Phase 2 will be installed within an approximately 277-acre area in the south-west portion of the KS Property. See KS Exhibit 8. The operational term of Phase 2 of the solar project, if pursued, will end no later than the term of Phase 1. The extent of the proposed interim use of the KS Property will not exceed 35 years, which allows for 30 years of operation, and provides time for permitting, construction and decommissioning.

The solar farm will be a low impact, virtually silent, low maintenance, facility. After site grading, the photovoltaic modules will be mounted on pile-driven metal piers with limited concrete pads for the inverters, and will passively collect solar energy. The solar modules will use fixed-tilt racking and therefore will not have any moving parts or bearings that will require lubricants or oil filled transformers. Prior to installing the foundations, geotechnical studies will be performed to ensure the appropriate depth of the piers. No piers will be driven to a depth that could reach the highest historical levels of groundwater.


The energy from the solar panels will be transported to a 46 kilovolt ("**kV**") project substation and battery storage area that will be sited within the easement area, close to the western side of the KS Property, and about 1,000 feet from the H-2 freeway. From there, the



solar energy will connect to an existing 46kV transmission line that runs along the H-2 freeway, across and within the KS Property. However, Hawaiian Electric Company, Inc. ("HECO") has identified several alternative routes for the connection to the 46kV transmission line. In the final analysis, the shortest and most appropriate path will be selected.

The modules are designed to absorb as much solar energy as possible, and therefore create no glare. Visual impacts from the solar farm will be minimal. Visual simulations of Phase 1 and Phase 2 are provided as KS Exhibit 9. Existing views from the surrounding communities will remain intact. Views from Pacific Palisades, Ka Uka Boulevard, the Waipio Sports Park and Waipio Uka Street will experience little change due to the development of Phase 1 or Phase 2 of the solar farm.


2. TIMING



Assuming timely approval of this Motion by the Commission, it is anticipated that SunEdison will initiate the site preparation and construction needed for Phase 1 by June 2015, and the site will be fully operational by June 2016. After which, SunEdison will operate the solar farm until sometime between 2036 and 2046, at which time decommissioning activities will begin. The actual term of the operational phase of the solar farm will be determined by the Power Purchase Agreement to be negotiated between SunEdison and HECO.

There is some urgency to putting Phase 1 into commercial operations no later than June 2016. That goal must be met in order to allow time to access and monetize the available 30% Federal investment tax credits for the project. These tax credits allow SunEdison to offer the power at the currently proposed low price (as discussed in more detail in Section IV.6 *infra*). However, should the start of operations be delayed to 2017, the price of power that will be offered to HECO will need to increase by at least 20% to reflect the lowered Federal tax credits of 10% starting in 2017.

Based on SunEdison's prior experience with solar farms of this scale, it is anticipated that decommissioning activities will take approximately 12 months. SunEdison will completely remove the foundational piers and modules and all associated components. To the fullest extent possible, SunEdison will seek to recycle the metal components utilized in the solar farm. SunEdison will not dispose of any solar farm components in a Hawai'i landfill.



3. SITE PREPARATION

Site preparation will be relatively minor. Material delivery, site preparation and the installation of the solar panels will take place under the supervision of a highly experienced construction management team. Quality assurance checks will be conducted daily by the construction management team during the entire construction process. The entire construction period for Phase 1 could take up to 12 months, assuming 3 months for all grading activities, followed by 9 months of panel installation.

A comprehensive set of boring samples were collected at depths to 25 feet across portions of the KS Property in April 2014, along with a comprehensive set of laboratory tests, conducted by Fewell Geotechnical Engineering Ltd. This geotechnical report will inform foundation decisions and grading plans throughout the development of the solar project. As determined by the geotechnical report, the soils lend themselves to solar development and a pile driven fixed tilt foundation approach. Corrosivity is extremely low and refusal is within ranges that will allow for a pile driven system.

The general slope of the KS Property ranges from approximately 600 feet on the northern portion of the Property, to 100 feet above mean sea level at the southern end. *See* Waiawa Order, FOF 12. The topography of the KS Property is relatively flat. *See* FOF 13, Waiawa Order. The proposed draft grading plan for Phase 1 contemplates roughly 400,000 cubic yards of balanced cut/fill across the site in order to install the fixed tilt racking system of the modules on relatively flat terrain. These volumes will be minimized as the project is developed in cooperation with the contractors and civil engineers as part of the subdivision application and permitting process, as well as the grading application and permitting process with Department of Permitting and Planning ("**DPP**").

All grading work will be done according to grading procedures as mandated by the Honolulu County Code and as shown plans that will be approved by the DPP. The grading plans that will be submitted to DPP will include existing and proposed contours, erosion and sediment control measures, limits of grading providing the proper setbacks from the property lines, location of any structures or easements, and any drainage patterns or devices. At least 180 days prior to commencement of construction activities SunEdison will file for a National Pollutant

Discharge Elimination System Permit (NPDES) from the Department of Health Clean Water Branch to ensure control of sediment, erosion and drainage for all construction activities including clearing, grubbing and grading.

Potential mitigation measures that may be implemented include retention basins, drainage rerouting, recharge areas, pollution prevention devices, and best management practices. SunEdison will comply with all applicable municipal, State and Federal regulations and guidelines. In addition, during construction SunEdison will have a monitoring program to address oil and fuel spills, and best management practices will be established and utilized. After construction, no fuel, oil or chemical sources will be utilized within the utility easement area(s).

4. ACCESS

Existing roads within the KS Property are primarily for agricultural purposes, and also provide access to the Waiawa Correctional Facility. Waiawa Order, FOF 76. Access to the KS Property is available from the Mililani Cemetery Road and from Waihona Street. Waiawa Order, FOF 9. Mililani Cemetery Road is located toward the northern portion of the KS Property and connects to Ka Uka Boulevard. Waihona Street is at the southern end of the KS Property and intersects with Kamehameha Highway. Waihona Street provides access to the Pearl City Industrial Park from Kamehameha Highway. KS obtained a title endorsement from First American Title in August 2012 for TMK No. (1) 9-6-004:026 and (1) 9-4-006:035. Included in that title policy as Endorsement No. 4 is assurance of the listed properties' rights of access to a public roadway. See portions of said Policy No. 5011415-3549 attached hereto and incorporated herein as **KS Exhibit 10**. See also title reports for TMK Parcel Nos. (1) 9-4-006:034, and (1) 9-4-006:037, included with KS Exhibit 2, describing said properties as having access to a public road via Waihona Street.

SunEdison's projection, based on prior solar projects across the United States, is that the maximum labor force that will be engaged in the development of Phase 1 is 100 workers. However during the majority of construction period there will likely be an average of 50 workers. During the estimated 3 month grading period, the number of workers will be even less. The greatest number of workers will be onsite during the peak installation period when the foundations, modules and inverters are installed. Once construction is complete, other than the

security personnel. SunEdison anticipates having a few workers each month access the KS Property for operation and maintenance purposes, including weed removal.

5. MAINTENANCE OF SOLAR FARM


Maintenance of the solar farm will be simple and straightforward. SunEdison will have technicians monitor the system's performance 24 hours per day, seven days per week from its Renewable Operations Center located in Belmont, California. SunEdison will clean the solar panels once or twice a year (depending upon rainfall) with water that it will truck onto the KS Property. No cleansers or other additives will be added to the water, or used to clean the panels. The solar farm site will be secured by perimeter fencing, and manned by a few security/maintenance personnel. This will protect the solar farm assets, and should also reduce the risks of any illegal dumping or wildfires that could take place on the KS Property.

A variety of easily controlled grasses are anticipated to be used as a vegetated groundcover. If any solar farm activities take place within the hydrologic "zone of contribution," the vegetated groundcover will be maintained through mechanical means, by utilizing zero-turn mowers and weed trimmers. Outside of the "zone of contribution," SunEdison proposes to use an EPA certified herbicide to help control the growth of the vegetation. These chemicals are widely used by landscapers and other horticulture specialists, and will be used in compliance with all federal, state and municipal laws.

6. SOLAR FARM AND THE COSTS OF ELECTRICITY

The 50 MW Phase 1 solar farm will drastically reduce the costs for electricity on Oahu. Over the 20 - 25 years that Phase 1 of the solar farm is in production, Oahu ratepayers will save approximately \$145,000,000 in electrical costs. This figure is based on the projected increases in electricity costs that are projected by HECO. The power that will be generated from Phase 1 will be enough to support 9,800 homes. Phase 2, if pursued, is expected to provide enough power to support 12,740 homes and save approximately \$188,000,000 in electrical costs.


The average cost for residential electricity in Hawai'i is 37.11 cents per kilowatt hour, and HECO's current avoided cost of power from primary fossil fuel baseload generation is 22 cents per kilowatt hour. That price is more than triple the national average of 12 cents per



kilowatt hour. However, the average cost of the solar power to be sold to HECO from the SunEdison solar project is substantially less than the 15.9 cents per kilowatt hour figure that was reported as the average price of all Low-Cost Waiver projects.

HECO issued a request for proposals for Low-Cost Waiver projects in February 2013. The RFP sought renewable energy projects for Oahu only. These projects had to be greater than 5 MW and provide power under the threshold price of 17 cents per kilowatt hour. HECO selected 5 projects consisting of 64 MW as part of the first round of the waiver solicitation. The Public Utilities Commission approved this first round of waiver projects (i.e., waivers from competitive bidding) in February 2014.

HECO has also issued a second round of RFPs, with a new threshold price of 16.25 cents per kilowatt hour. From that RFP, HECO selected 6 projects consisting of 192 MW. Approval by the Public Utilities Commission of this second round of waiver projects is pending.



Putting a solar farm on the KS Property will not inhibit or restrict HECO's ability to accept PV power from individual homes and businesses that also wish to use solar energy. Residential and commercial PV systems connect to the HECO grid at a distribution level of 12kV. In contrast, utility scale solar power, such as proposed by SunEdison, connects to the grid at a sub-transmission level, at 46kV. The 46kV connection is the same as what HECO uses to bring power from its existing fossil fuel power plants. In other words, utility scale solar farms will not prevent individual PV systems from connecting to the grid because the connection points are different for those uses. However, if at some point in the future the total amount of solar energy generated from residential, commercial and utility scale systems exceeds what can be absorbed by the HECO grid, the utility scale projects will be temporarily curtailed. The utility scale sources will be made to stop generating power, while the residential and commercial PV systems will be allowed to continue generating power. Unlike utility scale power, which can be curtailed, there is no mechanism that allows HECO to curtail the amount of power produced by individual residences or businesses.

V. APPLICABLE STATUTES, ORDINANCES AND RULES

1. USE OF THE KS PROPERTY AS A SOLAR FARM IS PERMITTED BY COUNTY LAW

The proposed solar farm development is permitted within the State Land Use Urban District because it is allowed under the existing zoning. HAR §15-15-24 provides:

Any and all uses permitted by the counties either by ordinance or rules may be allowed within this [the "U" Urban] district, subject to any conditions imposed by the commission pursuant to section 205-4(g), HRS.

HAR §15-15-24.

The County zoning designations of the KS Property are: (a) R-5 Residential District; (b) A-1 Low Density Apartment District; (c) A-2 Medium Density Apartment District; (d) IMX-1 Industrial-Commercial Mixed Use District; (e) B-1 Neighborhood Business District; (f) B-2 Community Business District; and (g) P-2 General Preservation. See KS Exhibit 3. The proposed solar farm is a "utility installation" as defined under the Honolulu Land Use Ordinance, Revised Ordinances of Honolulu, Chapter 21 ("LUO"). Under Sec. 21-10.1 of the LUO, a "utility installation" is defined as "uses or structures, including all facilities, devices, equipment, or transmission lines, used directly in the distribution of utility services, such as water, gas, electricity, telecommunications other than broadcasting antennas, and refuse collection other than facilities included under waste disposal and processing." Utility installations also include accessory uses and structures directly associated with the distribution of the utility service.

Type A and Type B utility installations are permitted uses in all zoning districts in Honolulu. The key difference is that a Conditional Use Permit/minor (no public hearing required) is required for a Type B utility installation. See LUO Table 21-3 (Master Use Table), portions of which are enclosed as **KS Exhibit 11**. As such, the proposed solar farm is permitted under County law and therefore allowed within the State Land Use Urban District. This is in stark contrast with the limited ability to utilize State Land Use Agricultural District lands for solar development. Even under the recently enacted Act 55 (April 30, 2014), solar energy facilities are allowed on Agricultural District lands under limited circumstances.

2. SOLAR FARM IS CONSISTENT WITH THE HAWAII STATE PLAN

HRS §205-16 provides that "No amendment to any land use district boundary *nor any other action by the land use commission* shall be adopted unless such amendment or other action conforms to the Hawaii state plan." (emphasis added). The interim use of the KS Property as a solar farm is consistent with applicable goals, objectives and policies of the Hawai'i State Plan, HRS Chapter 226.

The Hawai'i State Plan is a comprehensive guide for the future long-range development of the State of Hawai'i. The Hawai'i State Plan identifies the goals, objectives, policies, and priorities for the State of Hawai'i, provides a basis for allocating limited resources and seeks to improve coordination between Federal, State and County agencies. The three themes underlying the Hawai'i State Plan are: (1) individual and family self-sufficiency; (2) social and economic mobility; and (3) community or social well-being. *See* HRS § 226-3.

The Hawai'i State Plan also provides numerous State goals and specific objectives and policies to achieve those goals. The State goals include a strong, viable, stable and diverse economy, the development of physical environments that are beautiful, clean and unique, and that enhance the mental and physical well-being of the residents, and the physical, social, and economic well-being for the people of Hawai'i that nourishes a sense of community responsibility and participation. *See* HRS § 226-4. The use of the KS Property as a solar farm will further the above-described goals of the Hawai'i State Plan. The project also supports certain priority guidelines of the Hawai'i State Plan. In addition, this is consistent with the district boundary amendment requirements under HRS §205-17(1), which requires the Commission to specifically consider the extent to which a district boundary amendment conforms to the applicable goals, objectives and policies of the Hawaii State Plan.

In particular, the proposed solar farm conforms to the following objectives and policies of the Hawai'i State Plan:

a. HRS §226-18: Objectives and Policies for Facility Systems - Energy

(a) Planning for the State's facility systems with regard to energy shall be directed toward the achievement of the following objectives, giving due consideration to all:

(a)(1) Dependable, efficient, and economical statewide energy systems capable of supporting the needs of the people;
(a)(2) Increased energy self-sufficiency where the ratio of indigenous to imported energy use is increased;
(a)(3) Greater energy security and diversification in the face of threats to Hawaii's energy supplies and systems; and
(a)(4) Reduction, avoidance, or sequestration of greenhouse gas emissions from energy supply and use.

(b) To achieve the energy objectives, it shall be the policy of this State to ensure the short- and long-term provision of adequate, reasonably priced, and dependable energy services to accommodate demand.

(c) To further achieve the energy objectives, it shall be the policy of this State to:

- (c)(1) Support research and development as well as promote the use of renewable energy sources;*
- (c)(2) Ensure that the combination of energy supplies and energy-saving systems is sufficient to support the demands of growth;*
- (c)(3) Base decisions of least-cost supply-side and demand-side energy resource options on a comparison of their total costs and benefits when a least-cost is determined by a reasonably comprehensive, quantitative, and qualitative accounting of their long-term, direct and indirect economic, environmental, social, cultural, and public health costs and benefits;*
- (c)(4) Promote all cost-effective conservation of power and fuel supplies through measures, including:*
 - (A) Development of cost-effective demand-side management programs;*
 - (B) Education; and*
 - (C) Adoption of energy-efficient practices and technologies;*
- (c)(5) Ensure, to the extent that new supply-side resources are needed, that the development or expansion of energy systems uses the least-cost energy supply option and maximizes efficient technologies;*
- (c)(8) Support actions that reduce, avoid, or sequester greenhouse gases in utility, transportation, and industrial sector applications;*
- (c)(10) Provide priority handling and processing for all state and county permits required for renewable energy projects.*

b. Hawai'i State Plan Priority Guidelines: HRS § 226-103 - Economic Priority Guidelines

HRS §226-103(a) sets forth the priority guidelines to stimulate economic growth and encourage business expansion and development to provide jobs and to achieve a stable and

diversified economy. Although the solar farm project will not be a significant job creator, it clearly supports the State's priority guidelines with respect to encouraging the development of clean industries.

HRS §226-103(a)(8). Provide public incentives and encourage private initiative to develop and attract industries which promise long-term growth potentials and which have the following characteristics:

(A) An industry that can take advantage of Hawaii's unique location and available physical and human resources.

(B) A clean industry that would have minimal adverse effects on Hawaii's environment.

The solar farm is also consistent with the State's priority guidelines for energy use and development, as set forth under HRS §226-103(f), which provides as follows:

HRS §226-103(f). Priority guidelines for energy use and development:

(1) Encourage the development, demonstration, and commercialization of renewable energy sources.

(2) Initiate, maintain, and improve energy conservation programs aimed at reducing energy waste and increasing public awareness of the need to conserve energy.

(3) Provide incentives to encourage the use of energy conserving technology in residential, industrial, and other buildings.

(4) Encourage the development and use of energy conserving and cost-efficient transportation systems.

By providing 50 MW of power in Phase 1 (enough renewable energy to power roughly 9,800 homes a year), the solar farm is a prime example of the development and commercialization of a renewable energy source.

3. SOLAR FARM IS CONSISTENT WITH GOVERNOR ABERCROMBIE'S "A NEW DAY IN HAWAII"

In 2010 Governor Neil Abercrombie issued a comprehensive plan to invest in education and rebuilding of Hawai'i's economy to sustain Hawai'i for future generations and to restore

public confidence. He called this plan "A New Day In Hawaii" ("**New Day Plan**"). The New Day Plan describes ten areas of focus, and provides principles and action strategies to support those areas of focus (economy, education, energy, environment and natural resources, food and agriculture, health, housing, small businesses and entrepreneurship, technology and innovation). The solar farm project directly fulfills the Governor's New Day Plan with respect to the economy, energy and environment and natural resources. Indirectly, the solar project is also in-line with the education goals of the New Day Plan in that it will provide financial support to KS, which spent \$362 Million in fiscal year 2012/2013 on educational programs, services and support.

As stated in the New Day Plan, "Hawaii's most important economic enterprise right now is to pursue energy independence." See New Day Plan at 18. The proposed solar project supports this goal of energy independence and economic self-reliance. Phase 1 of the solar farm will produce at least 50 MW of clean energy in the State of Hawai'i. Because the solar energy that will be produced will be supplied to HECO, the solar farm is consistent with the principle of aligning the success of HECO with Hawai'i's clean energy goals. *Id.* at 19 ("We can accelerate the transition to clean energy by aligning the utility's [HECO's] financial incentives with Hawaii's clean energy goals.") Utilizing existing State Land Use Urban District land for solar development is also consistent with the New Day Plan goal of creating "affordable and environmentally sustainable energy production[.]" *Id.* at 20.

VI. COMMISSION CRITERIA FOR A MOTION TO AMEND

HAR § 15-15-94 provides in part as follows:

(a) If a petitioner, pursuant to this section, desires to have a . . . modification of the commission's order, the petitioner shall file a motion in accordance with section 15-15-70 and serve a copy on all parties to the boundary amendment proceeding . . . in which the order was issued, and to any person that may have a property interest in the subject property as recorded in the county's real property tax records at the time that the motion is filed.

(b) For good cause shown, the commission may act to modify or delete any of the conditions imposed or modify the commission's order.

(c) Any modification or deletion of conditions or modifications to the commission's order shall follow the procedures set forth in subchapter 11.

1. SERVICE OF MOTION

The original party to the boundary amendment proceeding, Gentry-Pacific, LTD. was served with a copy of this Motion. Tom Gentry (the other original party to the boundary amendment proceeding) passed away in 1998. The State Office of Planning and Honolulu Department of Planning and Permitting were served with copies of this Motion. As determined based on a review of the title reports provided as KS Exhibit 2, all persons with a recorded interest in the KS Property have been served with a copy of this Motion.

2. GOOD CAUSE SHOWN FOR MODIFICATION OF WAIAWA ORDER

For the following reasons KS respectfully believes that the Commission has good cause to modify the Waiawa Order to expressly allow the KS Property to be used for solar farm development for an interim period not to exceed 35 years from the date of the Commission's approval of this Motion.

a. EXTENSIVE COMMUNITY OUTREACH

In addition to the mandatory service requirements noted above, KS and SunEdison have taken extensive steps to inform the community about the proposed solar farm. In February of this year representatives from KS and SunEdison met with various elected officials to alert them to the proposed solar project. Meetings were held with Rep. Gregg Takayama (H. Dist. 34, Pearl City, Waimalu, Pacific Palisades), Sen. Clarence Nishihara (S. Dist. 17, Waipahu, Crestview, Manana, Pearl City, Pacific Palisades), Rep. Beth Fukumoto (H. Dist. 36, Mililani Mauka, Mililani), Sen. Michelle Kidani (S. Dist. 18, Mililani Town, portion of Waipio Gentry, Waikele, Village Park, Royal Kunia) and Rep. Ryan Yamane (H. Dist. 37, Mililani, Waipio Gentry, Waikele). All meetings about the interim use of portions of the KS Property as a solar farm were positive and supportive.

A presentation to the Pearl City Neighborhood Board (NB No. 21) was made on March 25, 2014. The project was favorably received and on April 22, 2014 the Neighborhood Board later passed a resolution in support of the solar farm project. See **KS Exhibit 12** attached hereto

and incorporated herein. A presentation was made to the Mililani/Waipio/Melemanu Neighborhood Board (NB No. 25) on March 26, 2014. The project was received favorably, and on the same day the Board passed a resolution in support of the solar farm project. See **KS Exhibit 13** attached hereto and incorporated herein. A presentation was made to the Waipahu Neighborhood Board (NB No. 22) on April 24, 2014. Although the Waipahu Board did not pass a resolution in support of the solar farm project, the presentation provided SunEdison with the opportunity to offer details about the solar farm project to the Waipahu community.

b. OUTREACH TO KEY AGENCIES

On March 3, 2014, Ms. Doss, KS representative Keith K.A. Chang, Land Asset Manager (Endowment Group - Land Assets Division), and counsel for KS met with the Director of Planning and Permitting for the City and County of Honolulu, his Deputy Director, and staff to discuss the proposed solar farm project. By letter dated April 29, 2014, a copy of which is attached hereto and incorporated herein as **KS Exhibit 14**, the Director confirmed that the solar project is not subject to the environmental review process required under Chapter 343, HRS

KS has also kept the Department of the Navy and the State Department of Health ("DOH") informed about the proposed solar farm project. At the time that the KS Property was reclassified to the State Urban District, the Navy and the DOH expressed some concerns about the potential for contamination of the Waiawa Shaft due to the residential, golf, commercial and industrial development proposed by Gentry. See Waiawa Order, FOF 62. At that time, the DOH recommended that no development take place within the KS Property until a study was done to show that groundwater contamination could be managed or mitigated. *Id.* at FOF 64.

In response to the concerns expressed by the Navy and DOH, the Commission imposed the following two conditions in the Waiawa Order:

1. A study funded by the U.S. Department of the Navy to review the potential for groundwater contamination resulting from the urbanization of the Property shall be completed prior to any site development and construction unless the Department of Health after consultation with the United States Navy and after review of the proposed study scope makes a determination that development and construction within a specified area will not cause groundwater contamination to wells in the area. Petitioner shall not proceed with the project until the study shows to the

satisfaction of the Department of Health that groundwater contamination will not occur as a result of the proposed project, or until the Department of Health makes a determination that development or partial development may be allowed.


2. Any urban development within the Property shall be subject to further review and subsequent approval by the Department of Health. The Department of Health may require appropriate mitigative measures and conditions relating to the proposed development's impact on the groundwater resources in the area.

Condition 1 has been satisfied. In compliance with Condition 1, the DOH prepared a study (*"Report to the Office of State Planning by the Department of Health Safe Drinking Water Branch on the Delineation of the Hydrologic Zone of Contribution for the U.S. Navy Waiawa Shaft"* (Revised Dec. 1990)) ("**ZOC Study**"). The ZOC Study was undertaken to identify the zone of contribution of the Waiawa Shaft. The Navy concurred with the methodology of the ZOC Study and the location of the zone of contribution, and the DOH sent a copy of the ZOC Study to the State Office of Planning on January 2, 1991. See **KS Exhibit 15**, attached hereto and incorporated herein.

Compliance with Condition 2 is ongoing, in that any "urban development" within the KS Property must be reviewed and approved by the DOH. KS does not believe that the solar farm constitutes "urban development" as contemplated under Condition 2, as it is clearly far less intensive than the Waiawa Ridge project anticipated at the time that the Waiawa Order was issued. Nevertheless, KS wanted to take affirmative steps to ensure that the Navy and DOH were aware of the solar project and to solicit any concerns those agencies might have prior to bringing this Motion before the Commission.

On November 26, 2013, on behalf of KS, Mr. Chang sent a letter to Captain Jeffrey W. James of the U.S. Department of the Navy formally alerting the Department of the Navy of KS' proposed solar farm development. As of the date of this filing, the Navy has not expressed any concerns about the proposed solar farm.

On March 24, 2014, Ms. Doss, Mr. Chang and counsel for KS met with Joanna Seto, Chief of Safe Water Drinking Branch of the DOH, to discuss the proposed solar farm project, and to alert the DOH of KS' intention to file a Motion to Amend with the Commission. The meeting was positive, and to date, the DOH has not expressed any objections to the proposed




solar farm project.

c. CONFORMANCE TO URBAN DISTRICT STANDARDS

The Waiawa Order sets forth several findings with respect to the Urban reclassification of the KS Property being in conformance with the Urban District standards. *See* Waiawa Order, FOF 99(a)-(g); FOF 100(a)-(d); FOF 101. *See also* HRS §205-17(2). Although those findings were made under an evaluation of the Gentry project, several of the findings are relevant to the solar farm project.


For example, FOF 99(d) provides that the KS Property has satisfactory topography and is "reasonably free of flooding, tsunami, unstable soil and other adverse environmental effects." FOF 99(e) confirms that no native or endangered species habits exist on the KS Property, and (f) provides that "no known valued cultural, historic and scenic resources will be affected by the proposed [Gentry] development." *See also* HRS §205-17(3)(A)-(B).



At the time of the Waiawa Order, the KS Property was primarily designated as Agriculture under the City and County of Honolulu's Central Oahu Development Plan (although 50 acres were designated for Residential and 90 acres were designated for Commercial/Industrial). *See* Waiawa Order, FOF 43. However, under the Central Oahu Sustainable Communities Plan, which was adopted by the City Council in 2002, the KS Property is designated for urban type uses (e.g., residential, commercial, golf course and industrial). The current Central Oahu Sustainable Communities Plan land use map is attached hereto and incorporated herein as **KS Exhibit 16**. *See also* HRS §205-17(5).

Use of the KS Property for a solar farm will have no effect on agricultural resources. In the past the Commission determined that the KS Property is not essential for the maintenance of agriculture on the Island of Oahu, and that agricultural use of the KS Property had not been economically feasible. Oahu Sugar Company fallowed the KS Property in 1983, and no agricultural activities have taken place since that time. *See* HRS §205-17(3)(C).

d. FUTURE COMMUNITY BENEFITS



In addition to the educational component of the solar farm project, as discussed in Section III.1 *supra*, the agreement between KS and SunEdison will include a community

relations plan. The terms of the plan are still under consideration, but the parties have agreed that it will address community relations, natural resources and cultural stewardship in support of development and construction of the solar farm project on the KS Property. With respect to education, as described above, the agreement between KS and SunEdison requires SunEdison to cooperate with KS in supporting various educational programs during the term of the solar farm project. However, even without the KS/SunEdison agreement, SunEdison would likely seek opportunities to partner with local schools.

Around the country SunEdison has a track record of getting involved in local communities through involvement in local schools. For example, in 2008, SunEdison conducted the City Tour for Solar, an educational campaign promoting solar energy that visited 50 cities in 100 days. SunEdison visited Montgomery County Public Schools, Harford County Public Schools and Howard County Public Schools. As a part of that initiative SunEdison prepared sample curricula and teacher guides geared toward Science and Earth and Physical Science courses for middle schools students (grades 6 - 8) and high school students (grades 9 - 12). *See* attached hereto and incorporated herein as **KS Exhibit 17**, sample student curriculum for grades 6-8; sample teacher guides for grades 9 - 12.

VII. STATUS OF CONDITIONS OF APPROVAL

KS is in compliance with the ten conditions of approval imposed under the Waiawa Order. Conditions 1 and 2 (regarding the Navy and the DOH) are addressed above.

Conditions 3 and 4 set forth a required level of affordable housing. Because the proposed solar farm does not include any residential units, these conditions are not applicable (but will be once dwelling units are constructed on the KS Property).

Condition 5 requires KS to fund and construct the improvements determined by the State Department of Transportation as necessary to mitigate the impacts from the subject project, i.e., the Gentry project. As stated in the July 1, 2013 annual report to the Commission in this Docket, substantial steps have been taken toward satisfaction of this condition. As reported to the Commission, lands valued in excess of \$637,000 were dedicated for the construction of Waipio Interchange. Prior to KS regaining control of the KS Property, \$1.4 million dollars were paid by

the developer to the State of Hawaii for improvements to Ka Uka Boulevard and for the construction of HOV lanes between the Waiawa and Waipio Interchanges of the H-2 Freeway. However, due to the low impact use of the KS Property as a solar farm, and the fact that the solar farm will not generate the impacts that were anticipated from the Gentry project, Condition 5 should not be applicable.

Condition 6, which was amended by Commission Order in 1990, requires KS to appoint and fund a transportation manager to develop alternative transportation opportunities, or to participate in a regional program for transportation management with other developers and land owners. This condition has been met. As reported in the 2013 annual report, KS is an active participant in the Leeward Oahu Transportation Management Association, which is a regional program that seeks to promote alternative transportation opportunities and to optimize the capacity and use of existing and proposed transportation systems.

Condition 7 requires the Petitioner to participate in an air quality monitoring program as specified by the State DOH. Concerns about air quality were incorporated into the Waiawa Order based on an anticipated 4,000 vehicles per hour entering and exiting the KS Property during peak times. *See* Waiawa Order, FOF 68. No such impacts are anticipated from the solar farm. However, should KS take any moves toward developing some portion of the project originally proposed by Gentry, KS will comply with this condition and will consult with the State DOH accordingly.

Condition 8 requires the Petitioner to immediately stop all work and contact the State Historic Preservation Office ("SHPD") should any archaeological resources such as artifacts, shell, bone, charcoal deposits, human burial, rock or coral alignments, pavings or walls be encountered during the development of the project. This condition will be complied with in the development of the solar project, as well as any other development to be undertaken on the KS Property.

As stated in the annual reports, an archaeological reconnaissance and inventory survey of the KS Property was approved by SHPD as an acceptable inventory survey report on July 7, 1992. A Cultural Impact Assessment was prepared by Cultural Surveys Hawai'i, Inc. in 2003 in anticipation of the Gentry development. A Cultural Resources Preservation Plan was prepared in

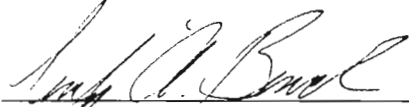
2005 by Aki Sinoto Consulting. The plan identified four sites proposed for in situ preservation. This plan was approved by SHPD by letter dated October 25, 2007. In addition, prior to commencing ground disturbing activities within the proposed easement areas on the KS Property, SunEdison will conduct a further archaeological inventory survey of the proposed easement areas.

Condition 9 requires the Petitioner to provide public access to the State Land Use Conservation District lands located mauka of the KS Property. As shown on KS Exhibit 2, there are no Conservation District lands adjacent to the KS Property. Furthermore, as determined by the State Department of Land and Natural Resources, the only feasible means of accessing any Conservation District lands is via the Waiawa Correctional Facility. *See* letter dated June 21, 2000, copy attached hereto and incorporated herein as **KS Exhibit 18**.

Condition 10 requires the Petitioner to provide annual reports to the Commission. Compliance with this condition is ongoing and shall be continued during the term of the requested solar project, unless otherwise directed by the Commission.

VIII. SUMMARY AND CONCLUSION

Based on the foregoing, HAR §§ 15-15-70, 15-15-94, testimony to be provided at the hearing on this Motion, and the records and files in this Docket, successor Petitioner JANEEN-ANN AHULANI OLDS, LANCE KEAWE WILHELM, ROBERT K.W.H. NOBRIGA, CORBETT AARON KAMOHAIKIOKALANI KALAMA, and MICAH A. KANE, as Trustees of the Estate of Bernice Pauahi Bishop, dba KAMEHAMEHA SCHOOLS, respectfully requests that the Commission grant the Motion and: (i) recognize Kamehameha Schools as the successor Petitioner in this Docket; (ii) issue an order modifying the Waiawa Order to expressly authorize the use of portions of the KS Property for solar farm development for an interim period not to exceed 35 years.



STEVEN S.C. LIM
JENNIFER A. BENCK
Attorney for Successor Petitioner
KAMEHAMEHA SCHOOLS

Dated: Honolulu, Hawai'i, May 13, 2014

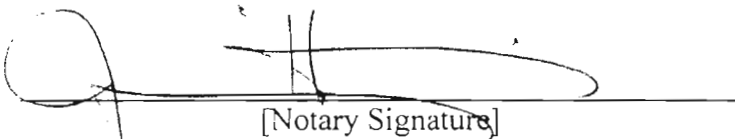
3. I have personal knowledge of the matters set forth in the foregoing Motion and Memorandum in Docket No. A87-610 and am qualified and competent to make this verification, and to testify on behalf of Kamehameha Schools.

DATED: May 13, 2014


GIORGIO CALDARONE

The attached document:
Verification of Giorgio Caldarone,
dated this 13th day of May, 2014,
which consists of thirty-eight
(38) pages (including this page), was
executed by Giorgio Caldarone who was
subscribed and sworn to before me
this 13th day of May, 2014 in the First
Judicial Circuit of the State of Hawai'i.




[Notary Signature]

Printed
Name:

Jeannie Hirabara

My commission expires:

2/7/2018

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of

DOCKET NO. A87-610

**TOM GENTRY AND GENTRY-PACIFIC,
LTD**

To Amend the Agricultural Land Use District
Boundary into the Urban Land Use District for
Approximately 1.395 Acres at Waiawa, Ewa,
Oahu, State of Hawaii, Tax Map Key Nos." 9-
4-06: Portion of 26; 9-6-04: Portion of 1 and
Portion of 16; and 9-6-05: Portion of 1, Portion
of 7 and Portion of 14

AFFIDAVIT OF JENNIFER A. BENCK


STATE OF HAWAII)
) ss.
CITY AND COUNTY OF HONOLULU)

JENNIFER A. BENCK, being first sworn on oath, deposes and says that:

1. I am a partner in the firm of Carlsmith Ball LLP, located at 1001 Bishop Street, Suite 2100, American Savings Tower, Honolulu, Hawaii, 96813, am duly admitted to practice law in the State of Hawaii and am one of the attorneys for Successor Petitioner JANEEN-ANN AHULANI OLDS, LANCE KEAWE WILHELM, ROBERT K.W.H. NOBRIGA, CORBETT AARON KAMOHAIKIOKALANI KALAMA, and MICAH A. KANE, as Trustees of the Estate of Bernice Pauahi Bishop dba KAMEHAMEHA SCHOOLS in the above-referenced Docket.

2. I have personal knowledge of the matters set forth herein and am qualified and competent to make this affidavit.

3. Attached hereto as KS Exhibit 1 is a true and correct copy of the survey map outlining the 1.395 acre property that was reclassified to the State Land Use Urban District in LUC Docket No. A87-610 (hereinafter referred to as the "**KS Property**"), over the current City and County of




Honolulu tax maps. The survey outline was completed according to the metes and bounds description in the Declaration recorded in the Bureau of Conveyances, State of Hawaii in Liber 22151, Page 250.

4. Attached hereto as KS Exhibit 2 is a true and correct copy of a graphic showing the State Land Use Districts of the KS Property and surrounding properties.

5. Attached hereto as KS Exhibit 3 are true and correct copies of relevant portions of recent title reports for the KS Property.

6. Attached hereto as KS Exhibit 4 is a true and correct copy of the current Honolulu City and Counting zoning districts within the KS Property.

7. Attached hereto as KS Exhibit 5 is a true and correct copy of a map showing locations of the proposed rail transit stations located within 1- and 2-mile radii of the KS Property.




8. Attached hereto as KS Exhibit 6 is a true and correct copy of a description of the SunEdison project team.

9. Attached hereto as KS Exhibit 7 is a true and correct copy of the curriculum vitae of Nicola Doss, SunEdison Hawai'i.

10. Attached hereto as KS Exhibit 8 is a true and correct copy of a map showing the approximate locations of Phase 1 and Phase 2 of the solar project on the KS Property.

11. Attached hereto as KS Exhibit 9 are true and correct copies of the visual simulations of Phase 1 and Phase 2 of the proposed solar project on the KS Property.

12. Attached hereto as KS Exhibit 10 is a true and correct copy of portions of title policy No. 5011415-3549.




13. Attached hereto as KS Exhibit 11 is a true and correct copy of the portions of the City and County of Honolulu Land Use Ordinances Master Use Table 21-3.

14. Attached hereto as KS Exhibit 12 is a true and correct copy of the Pearl City Neighborhood Board resolution, dated April 22, 2014.

15. Attached hereto as KS Exhibit 13 is a true and correct copy of the Mililani / Waipio / Melemanu Neighborhood Board resolution, dated March 26, 2014.

16. Attached hereto as KS Exhibit 14 is a true and correct copy of the Letter from George I. Atta, Director, Department of Planning and Permitting, City and County of Honolulu, to Keith Chang, Kamehameha Schools, dated April 29, 2014.



17. Attached hereto as KS Exhibit 15 are true and correct copies of the State of Hawai'i, Department of Health letter to the State Office of Planning dated January 2, 1991, and the Department of the Navy letter to the Department of Health dated December 17, 1990.

18. Attached hereto as KS Exhibit 16 is a true and correct copy of the current Central Oahu Sustainable Communities Plan land use map, with an outline of the KS Property.


19. Attached hereto as KS Exhibit 17 are true and correct copies of the SunEdison sample curriculum for middle school students, and sample teacher's guide for high school students.

20. Attached hereto as KS Exhibit 18 is a true and correct copy of a letter dated June 21, 2000 from the State Department of Land and Natural Resources.

21. I make this affidavit under Hawai'i Administrative Rules, § 15-15-70(c).

Further affiant sayeth naught.

DATED: May 13, 2014


JENNIFER A. BENCK

Attorney for Successor Petitioner
KAMEHAMEHA SCHOOLS

The attached document:

Affidavit of Jennifer A. Benck.

dated this 13th day of May, 2014,

which consists of thirty-eight
(38) pages (including this page), was

executed by Jennifer A. Benck who was

subscribed and sworn to before me

this 13th day of May, 2014 in the First
Judicial Circuit of the State of Hawai'i.

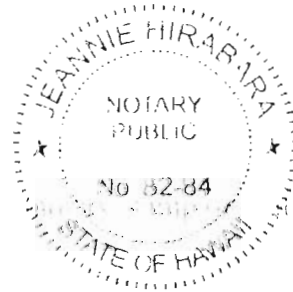

[Notary Signature]

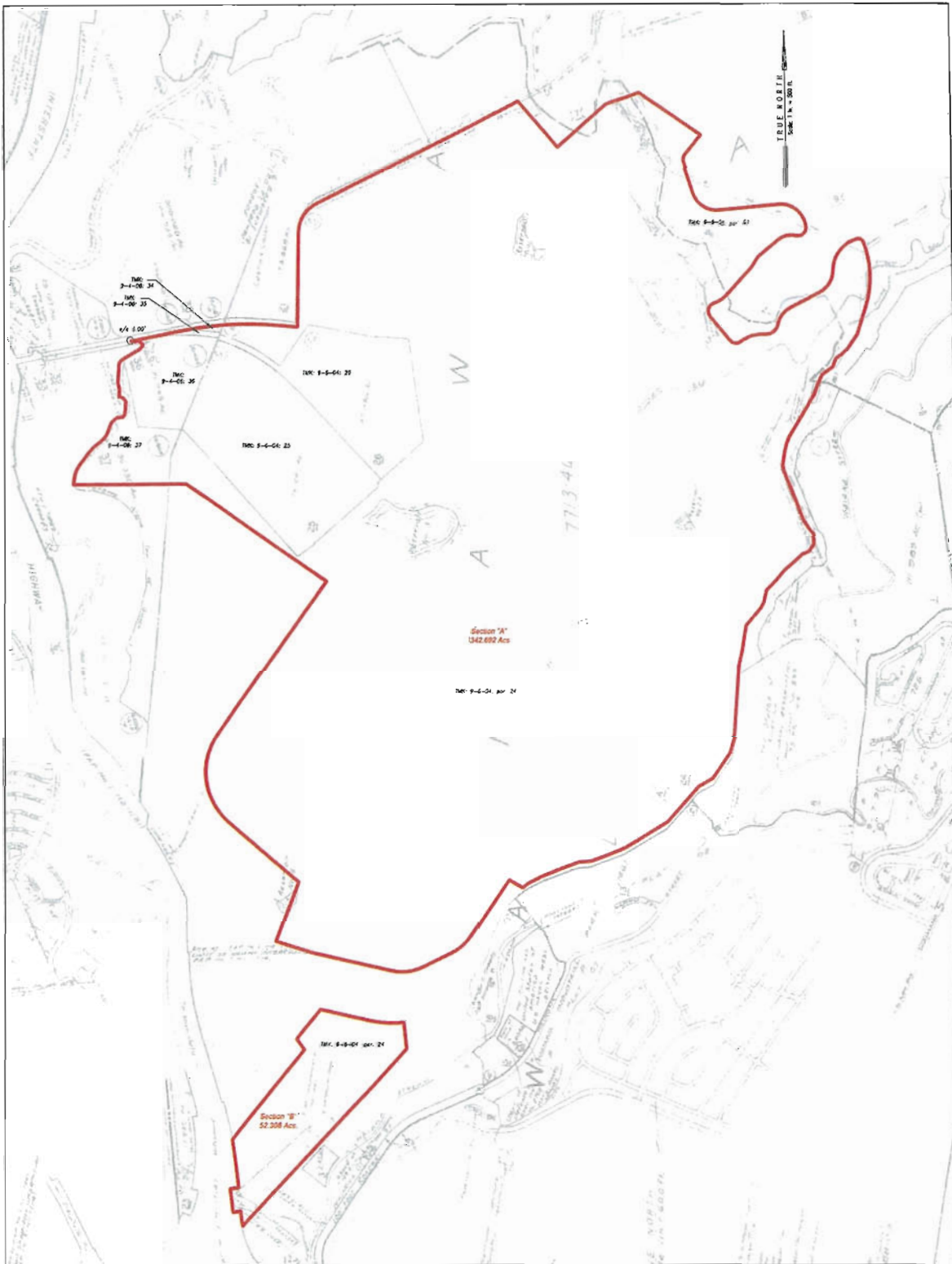
Printed
Name:

Jeannie Hirabara

My commission expires:

2/7/2015





**SURVEY SHOWING
SECTIONS "A" & "B"**
described in Liber 22151 Pg 250
overlayed on Tax Map Keys:
9-4-06, 9-6-04, and 9-6-05

AT WAIPIA AND WAIPIO, EWA, OAHU, HAWAII



ACE LAND SURVEYING LLC
K. L. K.
Licensed Professional Land Surveyor
Certificate No. 1002
Land Survey No. 28

Q:\Oahu\KS WAIAWA\GIS\PROJECT\State Land Use.mxd

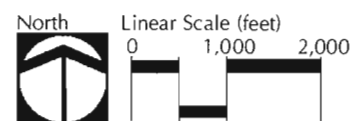


DATE: 5/6/2014

LEGEND

- KS Waiawa Property (SLU Urban, Docket A87-610)
- Agricultural District
- Rural District
- Conservation District
- Urban District

KS Exhibit 2 State Land Use Districts KAMEHAMEHA SCHOOLS WAIAWA MOTION TO AMEND



Island of O'ahu



Source: State Land Use Commission (2014)
Disclaimer: This Graphic has been prepared for general planning purposes only and should not be used for boundary interpretations or other spatial analysis.



First American Title

First American Title Company, Inc.

**1177 Kapiolani Boulevard
Honolulu, HI 96814**

April 18, 2014

Onaona P. Thoene
Carlsmith Ball LLP
1001 Bishop Street, Suite 2100
Honolulu, HI 96813
Phone: (808)523-2596
Fax: (808)523-0842
Customer Reference:

Title Officer:	Mila Wright
Phone:	(808)457-3827
Fax No.:	(866)823-6167
E-Mail:	mqwright@firstam.com
Order Number:	4600061

Buyer:	TO BE DETERMINED
Owner:	Bernice Pauahi Bishop Trust Estate
Property:	Lot 16461, Ka Uka Boulevard Waipahu, Hawaii 96797

PRELIMINARY REPORT

In response to the above referenced application for a policy of title insurance, this company hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a Policy or Policies of Title Insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an Exception below or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said Policy forms.

The printed Exceptions and Exclusions from the coverage and Limitations on Covered Risks of said policy or policies are set forth in Exhibit A attached. *The policy to be issued may contain an arbitration clause. When the Amount of Insurance is less than that set forth in the arbitration clause, all arbitrable matters shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties.* Limitations on Covered Risks applicable to the CLTA and ALTA Homeowner's Policies of Title Insurance which establish a Deductible Amount and a Maximum Dollar Limit of Liability for certain coverages are also set forth in Exhibit A. Copies of the policy forms should be read. They are available from the office which issued this report.

First American Title

Dated as of April 04, 2014 at 8:00 A.M.

The form of Policy of title insurance contemplated by this report is:

TO BE DETERMINED

A specific request should be made if another form or additional coverage is desired.

Title to said estate or interest at the date hereof is vested in:

Corbett Aaron Kamohaikiokalani Kalama, Micah A. Kane, Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, Robert K. W. H. Nobriga, as co-successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased

Note: There are no instruments of record setting forth the powers of said Trustee(s).

Note:

(A) Land Court Order No. 170003 Recorded April 02, 2007 setsforth The Resignation of Constance Hee Lau, as a Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of March 31, 2007 and The Appointment of Corbett Aaron Kamohaikiokalani Kalama, as successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, Effective as of April 1, 2007

(B) Land Court Order No. 180046 recorded August 28, 2009 setsforth The Resignation of Robert Kalani Uichi Kihune, as a Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of August 31, 2009 and The Appointment of Micah A. Kane, as a successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of September 1, 2009

(C) Land Court Order No. 185679 recorded January 19, 2011 setsforth the Expiration of the term of Charles Nainoa Thompson, as a Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of January 31, 2011 and the Appointment of Janeen-Ann Ahulani Olds, as a successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of February 1, 2011

(D) Land Court Order No. 189346 recorded December 01, 2011 sets forth the Expiration of the term of Diane Joyce Plotts, as a Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of December 31, 2011 and The Appointment of Lance Keawe Wilhelm, as a successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of January 1, 2012

(E) Land Court Order No. T-8395222 recorded December 26, 2012 sets forth the Expiration of the term of James Douglas Keauhou Ing, as a Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of December 31, 2012 and the Appointment of Robert K. W. H. Nobriga, as a successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of January 1, 2013

The estate or interest in the land hereinafter described or referred to covered by this Report is:

AS TO PARCEL FIRST: A Fee.

AS TO PARCELS SECOND AND THIRD: An Easement.

The Land referred to herein is described as follows:

(See attached Legal Description)

At the date hereof exceptions to coverage in addition to the printed Exceptions and Exclusions in said policy form would be as follows:

1. Real property tax assessments for the fiscal year 2013-2014:

Tax Map Key No.: (1) 9-4-006-034-0000

Class No.: 1

First Installment: \$150.00, PAID, (8/20)

Second Installment: \$150.00, PAID, (2/20)

2. Title to all mineral and metallic mines reserved to the State of Hawaii.
3. Terms, provisions, reservations, covenants, conditions and restrictions, but deleting any of the aforementioned indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, marital status, ancestry, source of income or disability, to the extent such covenants, conditions or restrictions violate Title 42, Section 3604(c), of the United States Codes or Chapter 515 of the Hawaii Revised Statutes, as contained in the Declaration of Conditions imposed by Land use Commission recorded July 19, 1988 as Land Court Document No. 1565292, as amended of Official Records.
4. The terms and provisions contained in the Unilateral Agreement and Declaration for Conditional Zoning recorded December 03, 1997 as Regular System Document No. 97-168626 and Land Court Document No. 2423720 of Official Records.

The foregoing instrument was amended by Amendment to Unilateral Agreement and Declaration for Conditional Zoning recorded November 24, 1998 as Regular System Document No. 98-176077 and Land Court Document No. 2501839 of Official Records.

5. Terms, provisions, reservations, covenants, conditions and restrictions, but deleting any of the aforementioned indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, marital status, ancestry, source of income or disability, to the extent such covenants, conditions or restrictions violate Title 42, Section 3604(c), of the United States Codes or Chapter 515 of the Hawaii Revised Statutes, as contained in the Declaration of Covenants, Conditions and Restrictions and Grants/Reservations of Rights recorded January 10, 2002 as Regular System Document No. 2002-004776 and Land Court Document No. 2768781, as amended, of Official Records.
6. The terms and provisions contained in the Grant of Easement recorded January 10, 2002 as Regular System Document No. 2002-004779 and Land Court Document No. 2768782 of Official Records.

7. The terms and provisions contained in the Grant of Easement recorded January 10, 2002 as Regular System Document No. 2002-004780 and Land Court Document No. 2768783 of Official Records.
8. Notice of Termination (and of Rights and Obligations that Survive Termination) and Quitclaim recorded August 25, 2009 Regular System Document No. 2009-129931 and Land Court Document No. 3891022 of Official Records.
9. A Notice of Surrender, executed by Waiawa Ridge Development, LLC, a Hawaii limited liability company, Gentry Investment Properties, a Hawaii limited partnership, Micah A. Kane, Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, James Douglas Keauhou, and Corbett Aaron Kamohaikiokalani Kalama, as Trustees of the Estate of Bernice Pauahu Bishop, a charitable educational trust, recorded August 31, 2012 as Regular System Document No. A-46260711 and Land Court Document No. T-8278443 of Official Records.

LEGAL DESCRIPTION

Real property in the County of Honolulu, State of Hawaii, described as follows:

PARCEL FIRST:

ALL OF THOSE CERTAIN PARCEL OF LAND SITUATE AT WAIPIO, EWA, ISLAND OF OAHU, STATE OF HAWAII, DESCRIBED AS FOLLOWS:

LOT 16461, AREA 1.165 ACRES, MORE OR LESS, AS SHOWN ON MAP 1057, FILED WITH LAND COURT APPLICATION NO. 1000 OF JOHN II ESTATE, LIMITED.

NOTE: LOT 16461 WILL HAVE ACCESS TO A PUBLIC ROAD, TO WIT: KAMEHAMEHA HIGHWAY OVER AND ACROSS THE UNREGISTERED PORTION OF LOT 2-C TO WAIHONA STREET, AND THENCE TO KAMEHAMEHA HIGHWAY, AS SET FORTH BY LAND COURT ORDER NO. 144521, FILED JANUARY 10, 2002.

PARCEL SECOND:

EASEMENT 6373, AREA 1.402 ACRES, AS SHOWN ON MAP 1057, FOR ACCESS PURPOSES, OVER, ACROSS AND THROUGH LOT 16462, AS GRANTED BY GRANT OF EASEMENT RECORDED JANUARY 10, 2002 AS REGULAR SYSTEM DOCUMENT NO. 2002-004779 AND LAND COURT DOCUMENT NO. 2768782 OF OFFICIAL RECORDS.

PARCEL THIRD:

EASEMENT 6374, AREA 1.402 ACRES, AS SHOWN ON MAP 1057, FOR ACCESS PURPOSES, OVER, ACROSS AND THROUGH LOT 16463, AS GRANTED BY GRANT OF EASEMENT RECORDED JANUARY 10, 2002 AS REGULAR SYSTEM DOCUMENT NO. 2002-004780 AND LAND COURT DOCUMENT NO. 2768783 OF OFFICIAL RECORDS.

BEING A PORTION OF THE PREMISES DESCRIBED IN AND COVERED BY TRANSFER CERTIFICATE OF TITLE NO. 600,991

ISSUED TO: ROBERT KALANI UICHI KIHUNE, JAMES DOUGLAS KEAUAHOU ING, CONSTANCE HEE LAU, DIANE JOYCE PLOTTS, AND CHARLES NAINOA THOMPSON, CO-TRUSTEES UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED

(LAND COURT ORDER NO. 144521, RECORDED JANUARY 10, 2002.)

NOTE: THERE ARE NO INSTRUMENTS OF RECORD SETTING FORTH THE POWERS OF SAID TRUSTEE(S).

NOTE:

(A) LAND COURT ORDER NO. 170003 RECORDED APRIL 02, 2007 SETS FORTH THE RESIGNATION OF CONSTANCE HEE LAU, AS A TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF MARCH 31, 2007 AND THE APPOINTMENT OF CORBETT AARON KAMOHAIKIOKALANI KALAMA, AS SUCCESSOR TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE

AS OF APRIL 1, 2007

(B) LAND COURT ORDER NO. 180046 RECORDED AUGUST 28, 2009 SETS FORTH THE RESIGNATION OF ROBERT KALANI UICHI KIHUNE, AS A TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF AUGUST 31, 2009 AND THE APPOINTMENT OF MICAH A. KANE, AS A SUCCESSOR TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF SEPTEMBER 1, 2009

(C) LAND COURT ORDER NO. 185679 RECORDED JANUARY 19, 2011 SETS FORTH THE EXPIRATION OF THE TERM OF CHARLES NAINOA THOMPSON, AS A TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF JANUARY 31, 2011 AND THE APPOINTMENT OF JANEEN-ANN AHULANI OLDS, AS A SUCCESSOR TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF FEBRUARY 1, 2011

(D) LAND COURT ORDER NO. 189346 RECORDED DECEMBER 01, 2011 SETS FORTH THE EXPIRATION OF THE TERM OF DIANE JOYCE PLOTTS, AS A TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF DECEMBER 31, 2011 AND THE APPOINTMENT OF LANCE KEAWE WILHELM, AS A SUCCESSOR TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF JANUARY 1, 2012

(E) LAND COURT ORDER NO. T-8395222 RECORDED DECEMBER 26, 2012 SETS FORTH THE EXPIRATION OF THE TERM OF JAMES DOUGLAS KEAUAHOU ING, AS A TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF DECEMBER 31, 2012 AND THE APPOINTMENT OF ROBERT K. W. H. NOBRIGA, AS A SUCCESSOR TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF JANUARY 1, 2013

TMK(S): (1) 9-4-006-034-0000



First American Title

First American Title Company, Inc.

**1177 Kapiolani Boulevard
Honolulu, HI 96814**

May 02, 2014

Onaona P. Thoene
Carlsmith Ball LLP
1001 Bishop Street, Suite 2100
Honolulu, HI 96813
Phone: (808)523-2596
Fax: (808)523-0842
Customer Reference:

Title Officer:	Mila Wright
Phone:	(808)457-3827
Fax No.:	(866)823-6167
E-Mail:	mqwright@firstam.com
Order Number:	4600062

Buyer:	TO BE DETERMINED
Owner:	Estate of Bernice Pauahi Bishop Trust
Property:	96-1088 Waihona Street Pearl City, Hawaii 96782

PRELIMINARY REPORT

In response to the above referenced application for a policy of title insurance, this company hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a Policy or Policies of Title Insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an Exception below or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said Policy forms.

The printed Exceptions and Exclusions from the coverage and Limitations on Covered Risks of said policy or policies are set forth in Exhibit A attached. *The policy to be issued may contain an arbitration clause. When the Amount of Insurance is less than that set forth in the arbitration clause, all arbitrable matters shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties.* Limitations on Covered Risks applicable to the CLTA and ALTA Homeowner's Policies of Title Insurance which establish a Deductible Amount and a Maximum Dollar Limit of Liability for certain coverages are also set forth in Exhibit A. Copies of the policy forms should be read. They are available from the office which issued this report.

First American Title

Dated as of April 25, 2014 at 8:00 A.M.

The form of Policy of title insurance contemplated by this report is:

TO BE DETERMINED

A specific request should be made if another form or additional coverage is desired.

Title to said estate or interest at the date hereof is vested in:

Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, Robert K.W.H. Nobriga, Corbett Aaron Kamohaikiokalani Kalama, and Micah A. Kane, as Trustees of the Estate of Bernice Pauahi Bishop, a charitable educational trust, with powers to sell, lease, mortgage and other powers

The estate or interest in the land hereinafter described or referred to covered by this Report is:

A Fee.

The Land referred to herein is described as follows:

(See attached Legal Description)

At the date hereof exceptions to coverage in addition to the printed Exceptions and Exclusions in said policy form would be as follows:

1. Real property tax assessments for the fiscal year 2013-2014:

Tax Map Key No.: (1) 9-4-006-035-0000

Class No.: 1

First Installment: \$150.00, PAID, (8/20)

Second Installment: \$150.00, PAID, (2/20)

2. Title to all mineral and metallic mines reserved to the State of Hawaii.

3. Easement "6373" for access purposes, shown on Map No. 1057 filed with Land Court Application No. 1000, as set forth by Land Court Order No. 144521, recorded January 10, 2002.

Said above easement is subject to the terms and provisions contained in the Deed recorded as Book 8146 Page 405 and Land Court Document No. 570807 of Official Records.

4. Terms, provisions, reservations, covenants, conditions and restrictions, but deleting any of the aforementioned indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, marital status, ancestry, source of income or disability, to the extent such covenants, conditions or restrictions violate Title 42,

Section 3604(c), of the United States Codes or Chapter 515 of the Hawaii Revised Statutes, as contained in the Declaration of Conditions Imposed by the Land Use Commission recorded July 19, 1988 as Book 22151 Page 250 and Land Court Document No. 1565292, as amended of Official Records.

5. The terms and provisions contained in the Unilateral Agreement and Declaration for Conditional Zoning recorded December 03, 1997 as Regular System Document No. 97-168626 and Land Court Document No. 2423720 of Official Records.

The foregoing instrument was amended by Amendment to Unilateral Agreement and Declaration for Conditional Zoning recorded November 24, 1998 as Regular System Document No. 98-176077 and Land Court Document No. 2501839 of Official Records.

6. Notice of Termination (and of Rights and Obligations that Survive Termination) and Quitclaim recorded August 25, 2009 Regular System Document No. 2009-129931 and Land Court Document No. 3891022 of Official Records.
7. A notice of Surrender, executed by Waiawa Ridge Development LLC, a Hawaii limited liability company, Gentry Investment Properties, a Hawaii limited partnership and Micah A. Kane, Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, James Douglas Keauhou Ing, and Corbett Aaron Kamohaikiokalani Kalama, as Trustees of the Estate of Bernice Pauahi Bishop, a charitable educational trust, recorded August 31, 2012 as Regular System Document No. A-46260711 and Land Court Document No. T-8278443 of Official Records.
8. The terms and provisions contained in the Deed and Agreement recorded August 31, 2012 as Regular System Document No. A-46260713A thru A-46260713B and Land Court Document No. T-8278445A thru T-8278445B of Official Records.

LEGAL DESCRIPTION

Real property in the County of Honolulu, State of Hawaii, described as follows:

ALL OF THAT CERTAIN PARCEL OF LAND SITUATE AT WAIPIO, DISTRICT OF EWA, CITY AND COUNTY OF HONOLULU, STATE OF HAWAII, DESCRIBED AS FOLLOWS:

LOT 16462, AREA 2.564 ACRES, MORE OR LESS, AS SHOWN ON MAP 1057 FILED WITH LAND COURT APPLICATION NO. 1000 OF JOHN II ESTATE, LIMITED.

NOTE: LOT 16462 ABUTS LOT 4206-A-3-C, AS SHOWN ON MAP 731, FILED WITH LAND COURT APPLICATION NO. 1000, A PUBLIC ROAD, AND WILL HAVE ACCESS TO INTERSTATE HIGHWAY FEDERAL AID PROJECT NO. I-H2-1(3) VIA SAID LOT 4206-A-3-C, AS SET FORTH BY LAND COURT ORDER NO. 144521, FILED ON JANUARY 10, 2002.

BEING A PORTION OF THE PREMISES DESCRIBED IN AND COVERED BY TRANSFER CERTIFICATE OF TITLE NO. 1,047,298.

ISSUED TO: MICAH A. KANE, JANEEN-ANN AHULANI OLDS, LANCE KEAWE WILHELM, JAMES DOUGLAS KEAUKOU ING, AND CORBETT AARON KAMOHAIKIOKALANI KALAMA, AS TRUSTEES OF THE ESTATE OF BERNICE PAUAHI BISHOP, A CHARITABLE EDUCATIONAL TRUST

(LAND COURT ORDER NO. 144521, RECORDED JANUARY 10, 2002, AND DEED AND AGREEMENT RECORDED AUGUST 31, 2012 AS LAND COURT DOCUMENT NO. T-8278445A THRU T-8278445B OF OFFICIAL RECORDS)

TMK(S): (1) 9-4-006-035-0000



First American Title

First American Title Company, Inc.

**1177 Kapiolani Boulevard
Honolulu, HI 96814**

May 02, 2014

Onaona P. Thoene
Carlsmith Ball LLP
1001 Bishop Street, Suite 2100
Honolulu, HI 96813
Phone: (808)523-2596
Fax: (808)523-0842
Customer Reference:

Title Officer:	Mila Wright
Phone:	(808)457-3827
Fax No.:	(866)823-6167
E-Mail:	mqwright@firstam.com
Order Number:	4600066

Buyer:	TO BE DETERMINED
Owner:	Estate of Bernice Pauahi Bishop Trust
Property:	Lot 16463, Ka Uka Boulevard Waipahu, Hawaii 96797

PRELIMINARY REPORT

In response to the above referenced application for a policy of title insurance, this company hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a Policy or Policies of Title Insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an Exception below or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said Policy forms.

The printed Exceptions and Exclusions from the coverage and Limitations on Covered Risks of said policy or policies are set forth in Exhibit A attached. *The policy to be issued may contain an arbitration clause. When the Amount of Insurance is less than that set forth in the arbitration clause, all arbitrable matters shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties.* Limitations on Covered Risks applicable to the CLTA and ALTA Homeowner's Policies of Title Insurance which establish a Deductible Amount and a Maximum Dollar Limit of Liability for certain coverages are also set forth in Exhibit A. Copies of the policy forms should be read. They are available from the office which issued this report.

First American Title

Dated as of April 25, 2014 at 8:00 A.M.

The form of Policy of title insurance contemplated by this report is:

TO BE DETERMINED

A specific request should be made if another form or additional coverage is desired.

Title to said estate or interest at the date hereof is vested in:

Corbett Aaron Kamohaikiokalani Kalama, Micah A. Kane, Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, Robert K. W. H. Nobriga, as co-successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased

Note: There are no instruments of record setting forth the powers of said Trustee(s).

Note:

(A) Land Court Order No. 170003 Recorded April 02, 2007 setsforth The Resignation of Constance Hee Lau, as a Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of March 31, 2007 and The Appointment of Corbett Aaron Kamohaikiokalani Kalama, as successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, Effective as of April 1, 2007

(B) Land Court Order No. 180046 recorded August 28, 2009 setsforth The Resignation of Robert Kalani Uichi Kihune, as a Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of August 31, 2009 and The Appointment of Micah A. Kane, as a successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of September 1, 2009

(C) Land Court Order No. 185679 recorded January 19, 2011 setsforth the Expiration of the term of Charles Nainoa Thompson, as a Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of January 31, 2011 and the Appointment of Janeen-Ann Ahulani Olds, as a successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of February 1, 2011

(D) Land Court Order No. 189346 recorded December 01, 2011 sets forth the Expiration of the term of Diane Joyce Plotts, as a Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of December 31, 2011 and The Appointment of Lance Keawe Wilhelm, as a successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of January 1, 2012

(E) Land Court Order No. T-8395222 recorded December 26, 2012 sets forth the Expiration of the term of James Douglas Keauhou Ing, as a Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of December 31, 2012 and the Appointment of Robert K. W. H. Nobriga, as a successor Trustee under the Will and of the Estate of Bernice Pauahi Bishop, Deceased, effective as of January 1, 2013

The estate or interest in the land hereinafter described or referred to covered by this Report is:

A Fee.

The Land referred to herein is described as follows:

(See attached Legal Description)

At the date hereof exceptions to coverage in addition to the printed Exceptions and Exclusions in said policy form would be as follows:

1. Real property tax assessments for the fiscal year 2013-2014:

Tax Map Key No.: (1) 9-4-006-036-0000

Class No.: 4

First Installment: \$5,499.40, PAID, (8/20)

Second Installment: \$5,499.40, PAID, (2/20)

2. Title to all mineral and metallic mines reserved to the State of Hawaii.
3. Easement 4760, for slope purposes, shown on Map No. 731 filed with Land Court Application No. 1000, as set forth by Land Court Order No. 93368, recorded April 20, 1989.
4. A Grant of Easement over and across Easement 4760, for slope purposes, in favor of State of Hawaii, recorded February 27, 1990 as Land Court Document No. 1708437 of Official Records.
5. Terms, provisions, reservations, covenants, conditions and restrictions, but deleting any of the aforementioned indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, marital status, ancestry, source of income or disability, to the extent such covenants, conditions or restrictions violate Title 42, Section 3604(c), of the United States Codes or Chapter 515 of the Hawaii Revised Statutes, as contained in the Declaration of Conditions imposed by Land use Commission recorded July 19, 1988 as Land Court Document No. 1565292, as amended of Official Records.
6. The terms and provisions contained in the Unilateral Agreement and Declaration for Conditional Zoning recorded December 03, 1997 as Regular System Document No. 97-168626 and Land Court Document No. 2423720 of Official Records.

The foregoing instrument was amended by Amendment to Unilateral Agreement and Declaration for Conditional Zoning recorded November 24, 1998 as Regular System Document No. 98-176077 and Land Court Document No. 2501839 of Official Records.
7. Easement 6374, for access purposes, on said Lot 16463, shown on Map No. 1057 filed with Land Court Application No. 1000, as set forth by Land Court Order No. 144521, recorded January 10, 2002.
8. Notice of Termination (and of Rights and Obligations that Survive Termination) and Quitclaim recorded August 25, 2009 Regular System Document No. 2009-129931 and Land Court Document No. 3891022 of Official Records.

9. A Notice of Surrender, executed by Waiawa Ridge Development, LLC, a Hawaii limited liability company, Gentry Investment Properties, a Hawaii limited partnership, Micah A. Kane, Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, James Douglas Keauhou, and Corbett Aaron Kamohaikiokalani Kalama, as Trustees of the Estate of Bernice Pauahu Bishop, a charitable educational trust, recorded August 31, 2012 as Regular System Document No. A-46260711 and Land Court Document No. T-8278443 of Official Records.
10. Any and all leases, subleases and/or tenancy agreements, the rights thereunder and encumbrances thereto.
11. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
12. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.

LEGAL DESCRIPTION

Real property in the County of Honolulu, State of Hawaii, described as follows:

ALL OF THOSE CERTAIN PARCEL OF LAND SITUATE AT WAIPIO, EWA, ISLAND OF OAHU, STATE OF HAWAII, DESCRIBED AS FOLLOWS:

LOT 16463, AREA 21.345 ACRES, MORE OR LESS, AS SHOWN ON MAP 1057, FILED WITH LAND COURT APPLICATION NO. 1000 OF JOHN Ii ESTATE, LIMITED.

NOTE: LOT 16463 ABUTS LOT 4206-A-3-C, AS SHOWN ON MAP 731, FILED WITH LAND COURT APPLICATION NO. 1000, A PUBLIC ROAD, AND WILL HAVE ACCESS TO INTERSTATE HIGHWAY FEDERAL AID PROJECT NO. I-H2-1(3) VIA SAID LOT 4206-A-3-C, AS SET FORTH BY LAND COURT ORDER NO. 144521, FILED ON JANUARY 10, 2002

BEING A PORTION OF THE PREMISES DESCRIBED IN AND COVERED BY TRANSFER CERTIFICATE OF TITLE NO. 600,990
ISSUED TO: ROBERT KALANI UICHI KIHUNE, JAMES DOUGLAS KEAUHOU ING, CONSTANCE HEE LAU, DIANE JOYCE PLOTTS, AND CHARLES NAINOA THOMPSON, CO-TRUSTEES UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED

(LAND COURT ORDER NO. 144521, RECORDED JANUARY 10, 2002.)

NOTE: THERE ARE NO INSTRUMENTS OF RECORD SETTING FORTH THE POWERS OF SAID TRUSTEE(S).

NOTE:

(A) LAND COURT ORDER NO. 170003 RECORDED APRIL 02, 2007 SETS FORTH THE RESIGNATION OF CONSTANCE HEE LAU, AS A TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF MARCH 31, 2007 AND THE APPOINTMENT OF CORBETT AARON KAMOHAIKIOKALANI KALAMA, AS SUCCESSOR TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF APRIL 1, 2007

(B) LAND COURT ORDER NO. 180046 RECORDED AUGUST 28, 2009 SETS FORTH THE RESIGNATION OF ROBERT KALANI UICHI KIHUNE, AS A TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF AUGUST 31, 2009 AND THE APPOINTMENT OF MICAH A. KANE, AS A SUCCESSOR TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF SEPTEMBER 1, 2009

(C) LAND COURT ORDER NO. 185679 RECORDED JANUARY 19, 2011 SETS FORTH THE EXPIRATION OF THE TERM OF CHARLES NAINOA THOMPSON, AS A TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF JANUARY 31, 2011 AND THE APPOINTMENT OF JANEEN-ANN AHULANI OLDS, AS A SUCCESSOR TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF FEBRUARY 1, 2011

(D) LAND COURT ORDER NO. 189346 RECORDED DECEMBER 01, 2011 SETS FORTH THE EXPIRATION OF THE TERM OF DIANE JOYCE PLOTTS, AS A TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF DECEMBER 31, 2011 AND THE APPOINTMENT OF LANCE KEAWE WILHELM, AS A SUCCESSOR TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF JANUARY 1, 2012

(E) LAND COURT ORDER NO. T-8395222 RECORDED DECEMBER 26, 2012 SETS FORTH THE EXPIRATION OF THE TERM OF JAMES DOUGLAS KEAUAHOU ING, AS A TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF DECEMBER 31, 2012 AND THE APPOINTMENT OF ROBERT K. W. H. NOBRIGA, AS A SUCCESSOR TRUSTEE UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED, EFFECTIVE AS OF JANUARY 1, 2013

TMK(S): (1) 9-4-006-036-0000



First American Title

First American Title Company, Inc.

1177 Kapiolani Boulevard

Honolulu, HI 96814

April 18, 2014

Onaona P. Thoene
Carlsmith Ball LLP
1001 Bishop Street, Suite 2100
Honolulu, HI 96813
Phone: (808)523-2596
Fax: (808)523-0842
Customer Reference:

Title Officer:	Mila Wright
Phone:	(808)457-3827
Fax No.:	(866)823-6167
E-Mail:	mqwright@firstam.com
Order Number:	4600064

Buyer:	TO BE DETERMINED
Owner:	Bernice Pauahi Bishop
Property:	96-1088 Waihona Street Pearl City, Hawaii 96782

PRELIMINARY REPORT

In response to the above referenced application for a policy of title insurance, this company hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a Policy or Policies of Title Insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an Exception below or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said Policy forms.

The printed Exceptions and Exclusions from the coverage and Limitations on Covered Risks of said policy or policies are set forth in Exhibit A attached. *The policy to be issued may contain an arbitration clause. When the Amount of Insurance is less than that set forth in the arbitration clause, all arbitrable matters shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties.* Limitations on Covered Risks applicable to the CLTA and ALTA Homeowner's Policies of Title Insurance which establish a Deductible Amount and a Maximum Dollar Limit of Liability for certain coverages are also set forth in Exhibit A. Copies of the policy forms should be read. They are available from the office which issued this report.

First American Title

Dated as of April 04, 2014 at 8:00 A.M.

The form of Policy of title insurance contemplated by this report is:

TO BE DETERMINED

A specific request should be made if another form or additional coverage is desired.

Title to said estate or interest at the date hereof is vested in:

Corbett Aaron Kamohaikiokalani Kalama, Micah A. Kane, Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm and Robert K. W. H. Nobriga, Trustees under the Will and of the Estate of Bernice Pauahi Bishop, Deceased

The estate or interest in the land hereinafter described or referred to covered by this Report is:

AS TO PARCEL FIRST: A Fee.

AS TO PARCELS SECOND AND THIRD: An Easement.

The Land referred to herein is described as follows:

(See attached Legal Description)

At the date hereof exceptions to coverage in addition to the printed Exceptions and Exclusions in said policy form would be as follows:

1. Real property tax assessments for the fiscal year 2013-2014:

Tax Map Key No.: (1) 9-4-006-037-0000

Class No.: 0

First Installment: \$518.08, PAID, (8/20)

Second Installment: \$518.07, PAID, (2/20)

2. Title to all mineral and metallic mines reserved to the State of Hawaii.
3. Terms, provisions, reservations, covenants, conditions and restrictions, but deleting any of the aforementioned indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, marital status, ancestry, source of income or disability, to the extent such covenants, conditions or restrictions violate Title 42, Section 3604(c), of the United States Codes or Chapter 515 of the Hawaii Revised Statutes, as contained in the Declaration of Conditions Imposed by Land Use Commission recorded July 19, 1988 as Book 22151 Page 250 and Land Court Document No. 1565292, as amended, of Official Records.

4. The terms and provisions contained in the Unilateral Agreement and Declaration for Conditional Zoning recorded December 3, 1997 as Regular System Document No. 97-168626 and Land Court Document No. 2423720 of Official Records.

The foregoing instrument was amended by Amendment to Unilateral Agreement and Declaration for Conditional Zoning recorded November 24, 1998 as Regular System Document No. 98-176077 and Land Court Document No. 2501839 of Official Records.

5. Terms, provisions, reservations, covenants, conditions and restrictions, but deleting any of the aforementioned indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, marital status, ancestry, source of income or disability, to the extent such covenants, conditions or restrictions violate Title 42, Section 3604(c), of the United States Codes or Chapter 515 of the Hawaii Revised Statutes, as contained in the Declaration of Covenants, Conditions and Restrictions and Grants/Reservations of Rights recorded January 10, 2002 as Regular System Document No. 2002-004776 and Land Court Document No. 2768781, as amended, of Official Records.

Note: Together with rights and benefits running in favor thereof, pursuant to the foregoing Declaration.

6. The terms and provisions contained in the Grant of Easement recorded January 10, 2002 as Regular System Document No. 2002-004779 and Land Court Document No. 2768782 of Official Records.
7. The terms and provisions contained in the Grant of Easement recorded January 10, 2002 as Regular System Document No. 2002-004780 and Land Court Document No. 2768783 of Official Records.
8. Notice of Termination (and of Rights and Obligations that Survive Termination) and Quitclaim recorded August 25, 2009 Regular System Document No. 2009-129931 and Land Court Document No. 3891022 of Official Records.
9. A Notice of Surrender, executed by Waiawa Ridge Development, LLC, a Hawaii limited liability company, Gentry Investment Properties, a Hawaii limited partnership, Micah A. Kane, Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, James Douglas Keauhou, and Corbett Aaron Kamohaikiokalani Kalama, as Trustees of the Estate of Bernice Pauahu Bishop, a charitable educational trust, recorded August 31, 2012 as Regular System Document No. A-46260711 and Land Court Document No. T-8278443 of Official Records.
10. Any and all leases, subleases and/or tenancy agreements, the rights thereunder and encumbrances thereto.
11. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
12. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.

LEGAL DESCRIPTION

Real property in the County of Honolulu, State of Hawaii, described as follows:

PARCEL FIRST:

ALL OF THAT CERTAIN PARCEL OF LAND SITUATE AT WAIPIO, DISTRICT OF EWA, CITY AND COUNTY OF HONOLULU, STATE OF HAWAII, DESCRIBED AS FOLLOWS:

LOT 16464, AREA 36.330 SQUARE FEET, MORE OR LESS, AS SHOWN ON MAP 1057 FILED WITH LAND COURT APPLICATION NO. 1000 OF JOHN II ESTATE, LIMITED.

(LOT 16464 WILL HAVE ACCESS TO A PUBLIC ROAD, TO WIT: KAMEHAMEHA HIGHWAY OVER AND ACROSS THE UNREGISTERED PORTION OF LOT 2-C TO WAIHONA STREET, AND THENCE TO KAMEHAMEHA HIGHWAY, AS SET FORTH BY LAND COURT ORDER NO. 144521, FILED ON JANUARY 10, 2002)

PARCEL SECOND:

EASEMENT 6373, AREA 1.402 ACRES, AS SHOWN ON MAP 1057, FOR ACCESS PURPOSES, OVER, ACROSS AND THROUGH LOT 16462, AS GRANTED BY GRANT OF EASEMENT RECORDED JANUARY 10, 2002 AS REGULAR SYSTEM DOCUMENT NO. 2002-004779 AND LAND COURT DOCUMENT NO. 2768782 OF OFFICIAL RECORDS.

PARCEL THIRD:

EASEMENT 6374, AREA 1.402 ACRES, AS SHOWN ON MAP 1057, FOR ACCESS PURPOSES, OVER, ACROSS AND THROUGH LOT 16463, AS GRANTED BY GRANT OF EASEMENT RECORDED JANUARY 10, 2002 AS REGULAR SYSTEM DOCUMENT NO. 2002-004780 AND LAND COURT DOCUMENT NO. 2768783 OF OFFICIAL RECORDS.

BEING A PORTION OF THE PREMISES DESCRIBED IN AND COVERED BY TRANSFER CERTIFICATE OF TITLE NO. 600,991.

ISSUED TO: ROBERT KALANI UICHI KIHUNE, JAMES DOUGLAS KEAUFHOU ING, CONSTANCE HEE LAU, DIANE JOYCE PLOTTS AND CHARLES NAINOA THOMPSON, TRUSTEES OF THE ESTATE OF BERNICE PAUHI BISHOP

(LAND COURT ORDER RECORDED JANUARY 10, 2002 AS DOCUMENT NO. 144521 OF OFFICIAL RECORDS)

NOTE: LAND COURT ORDER NO. T-8395222 RECORDED DECEMBER 26, 2012 SETS FORTH THE FOLLOWING:

(A) THE EXPIRATION OF THE TERM OF JAMES DOUGLAS KEAUFHOU ING AS A TRUSTEE EFFECTIVE AS OF DECEMBER 31, 2012 AT 11:59 P.M., AND THE APPOINTMENT OF ROBERT K. W. H. NOBRIGA AS SUCCESSOR TRUSTEE.

(B) THE VESTING ORDER TO BE CORBETT AARON KAMOHAIKIOKALANI KALAMA, MICAH A.

KANE, JANEEN-ANN AHULANI OLDS, LANCE KEAWE WILHELM AND ROBERT K. W. H. NOBRIGA
AS TRUSTEES UNDER THE WILL AND OF THE ESTATE OF BERNICE PAUAHI BISHOP, DECEASED.

TMK(S): (1) 9-4-006-037-0000



First American Title

First American Title Company, Inc.

**1177 Kapiolani Boulevard
Honolulu, HI 96814**

May 02, 2014

Onaona P. Thoene
Carlsmith Ball LLP
1001 Bishop Street, Suite 2100
Honolulu, HI 96813
Phone: (808)523-2596
Fax: (808)523-0842
Customer Reference:

Title Officer:	Mila Wright
Phone:	(808)457-3827
Fax No.:	(866)823-6167
E-Mail:	mqwright@firstam.com
Order Number:	4600068

Buyer:	TO BE DETERMINED
Owner:	Estate of Bernice Pauahi Bishop
Property:	96-1110 Waihona Street Pearl City, Hawaii 96782

PRELIMINARY REPORT

In response to the above referenced application for a policy of title insurance, this company hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a Policy or Policies of Title Insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an Exception below or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said Policy forms.

The printed Exceptions and Exclusions from the coverage and Limitations on Covered Risks of said policy or policies are set forth in Exhibit A attached. *The policy to be issued may contain an arbitration clause. When the Amount of Insurance is less than that set forth in the arbitration clause, all arbitrable matters shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties.* Limitations on Covered Risks applicable to the CLTA and ALTA Homeowner's Policies of Title Insurance which establish a Deductible Amount and a Maximum Dollar Limit of Liability for certain coverages are also set forth in Exhibit A. Copies of the policy forms should be read. They are available from the office which issued this report.

First American Title

Dated as of April 25, 2014 at 8:00 A.M.

The form of Policy of title insurance contemplated by this report is:

TO BE DETERMINED

A specific request should be made if another form or additional coverage is desired.

Title to said estate or interest at the date hereof is vested in:

Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, Robert K.W.H. Nobriga, Corbett Aaron
Kamohaikiokalani Kalama, and Micah A. Kane Trustees of the Estate of Bernice Pauahi Bishop

The estate or interest in the land hereinafter described or referred to covered by this Report is:

A Fee.

The Land referred to herein is described as follows:

(See attached Legal Description)

At the date hereof exceptions to coverage in addition to the printed Exceptions and Exclusions in said policy form would be as follows:

1. Real property tax assessments for the fiscal year 2013-2014:

Tax Map Key No.: (1) 9-6-004-024-0000

Class No.: 5

First Installment: \$61,073.63, PAID, (8/20)

Second Installment: \$61,073.62, PAID, (2/20)

Note: Possible roll back taxes for real property classified as Class 5 or 6.

2. Title to all mineral and metallic mines reserved to the State of Hawaii.
3. All customary and traditional rights, of native Hawaiians as provided for by law, for subsistence, cultural and religious purposes, which rights may involve access to the subject property.
4. Rights of Native Tenants as contained in Land Commission Award 7713, Apanas 46 and 48, and Royal Patent No. 4475.

5. The following items, as shown on Tax Map, affecting Tax Map Key No. (1) 9-6-004-024.
- (i) The free flowage of water in Waiawa Stream.
 - (ii) Reservoirs No. 1-A, 2-A, 2-B, 3 and 4.
 - (iii) Stream bed to and from Reservoir No. 3.
 - (iv) Any and all access rights in favor of the owners of Tax Map Key: (1) 9-6-4-3 over and across the land herein described, to a public road, if any, which parcel is landlocked.

6. Easement Tract WR-8, as described in or disclosed by the Declaration of Taking, Civil No. 705 recorded as Book 1973 Page 206 of Official Records.

Said easement was conveyed to the State of Hawaii by Quitclaim Deed recorded June 20, 1985 as Book 18721 Page 536 of Official Records.

7. A Grant of Easement for underground communication cable and incidental purposes, in favor of United State of America, recorded as Book 2026 Page 182, as amended, of Official Records.
8. A Grant of Easement for underground communication cable and incidental purposes, in favor of United State of America, recorded as Book 3240 Page 149 of Official Records.

The foregoing instrument was partially reconveyed to the Trustees of the Estate of Bernice Pauahi Bishop by that certain instrument recorded as Book 5173 Page 246 of Official Records.

9. A Grant of Easement for utility and incidental purposes, in favor of Hawaiian Electric Company, Limited, a Hawaii corporation, recorded as Book 4091 Page 428 of Official Records.
10. A lease dated December 2, 1964, Lease No. 14,748 executed by Trustees under the will and of The Estate of Bernice Pauahi Bishop, deceased, as Lessor, and Hawaiian Telephone Company, a Hawaii corporation (now Hawaiian Telcom, Inc.), and American Telephone and Telegraph Company, a New York corporation, as Lessee, for a term 65 years commencing September 1, 1964, recorded as Book 5117 Page 381 of Official Records.
11. A Grant of Easement for infiltration tunnel and incidental purposes, in favor of United States of America, acting by and through the Department of the Navy, recorded as Book 5192 Page 423 of Official Records.
12. A Grant of Easement for utility and incidental purposes, in favor of Hawaiian Electric Company, Limited, a Hawaii corporation, recorded as Book 7153 Page 358, as amended and supplemented, of Official Records.

Partial Cancellation of Easement recorded July 8, 1997 as Regular System Document No. 97-089976 of Official Records.

13. Limited access permitted over and across a portion of Course 13 for use of the roadway under the grade separation structure of Interstate Highway F.A.P. No. I-H1-1(14), as set forth in that certain Final Order of Condemnation recorded as Book 9160 Page 305 of Official Records.
14. Restriction of access rights over and across Courses 1 to 26, inclusive, and portion of Course 27 with limited access permitted into Interstate Highway F.A.P. No. I-H1-1(14), as acquired by Judgment and Final Order of Condemnation recorded as Book 9160 Page 305 of Official Records.

15. A Grant of Easement for slope maintenance and incidental purposes, in favor of City and County of Honolulu, a municipal corporation of the State of Hawaii, recorded as Book 13472 Page 230 of Official Records.
16. A Grant of Easement for water pipeline and incidental purposes, in favor of City and County of Honolulu, a municipal corporation of the State of Hawaii, and the Board of Water Supply, recorded April 8, 1983 as Book 16964 Page 83 of Official Records.
17. Terms, provisions, reservations, covenants, conditions and restrictions, but deleting any of the aforementioned indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, marital status, ancestry, source of income or disability, to the extent such covenants, conditions or restrictions violate Title 42, Section 3604(c), of the United States Codes or Chapter 515 of the Hawaii Revised Statutes, as contained in the Declaration of Conditions Imposed by Land Use Commission recorded July 19, 1988 as Book 22151 Page 250 and Land Court Document No. 1565292, as amended, of Official Records.
18. A Grant of Easement for utility and incidental purposes, in favor of Hawaiian Electric Company, Limited, a Hawaii corporation, recorded December 13, 1996 as Regular System Document No. 96-175593 of Official Records.
19. The terms and provisions contained in the Unilateral Agreement and Declaration for Conditional Zoning recorded December 3, 1997 as Regular System Document No. 97-168626 and Land Court Document No. 2423720 of Official Records.

The foregoing instrument was amended by Amendment to Unilateral Agreement and Declaration for Conditional Zoning recorded November 24, 1998 as Regular System Document No. 98-176077 and Land Court Document No. 2501839 of Official Records.
20. A lease dated June 8, 1999, Lease of Easement No. 28,889 executed by Trustees under the will and of The Estate of Bernice Pauahi Bishop, deceased, as Lessor, and GTE Hawaiian Telephone Company Incorporated, a Hawaii corporation (now Hawaiian Telcom, Inc.), as Lessee, for a term 35 years commencing as of June 8, 1999, recorded June 25, 1999 as Regular System Document No. 99-102567 Thru 99-102568, as amended, of Official Records.
21. The terms and provisions contained in the Unilateral Agreement and Declaration for Conditional Zoning recorded January 28, 2003 as Regular System Document No. 2003-015986 of Official Records.
22. Notice of Termination (and of Rights and Obligations that Survive Termination) and Quitclaim recorded August 25, 2009 Regular System Document No. 2009-129931 and Land Court Document No. 3891022 of Official Records.
23. A notice of Notice of Surrender, executed by Waiawa Ridge Development, LLC, a Hawaii limited liability company, Gentry Investment Properties, a Hawaii limited partnership, Micah A. Kane, Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, James Douglas Keauhou, and Corbett Aaron Kamohaikiokalani Kalama, as Trustees of the Estate of Bernice Pauahu Bishop, a charitable educational trust, recorded August 31, 2012 as Regular System Document No. A-46260711 and Land Court Document No. T-8278443 of Official Records.

24. Any and all leases, subleases and/or tenancy agreements, the rights thereunder and encumbrances thereto.
25. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
26. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.

LEGAL DESCRIPTION

Real property in the County of Honolulu, State of Hawaii, described as follows:

ALL OF THAT CERTAIN PARCEL OF LAND BEING PORTIONS OF ROYAL PATENT NUMBER 4475, LAND COMMISSION AWARD NUMBER 7713, APANA 46 TO V. KAMAMALU, CERTIFICATE OF BOUNDARY NO. 73, SITUATE AT WAIAWA, DISTRICT OF EWA, ISLAND AND COUNTY OF HONOLULU, STATE OF HAWAII, BEARING TAX MAP KEY NO. (1) 9-6-004-024, CONTAINING AN AREA OF 1,566.977 ACRES, MORE OR LESS.

EXCEPTING AND RESERVING THAT PORTION CONTAINING AN AREA OF 2.220 ACRES, MORE OR LESS (SLOPE EASEMENT 1), AS CONDEMNED AND MORE PARTICULARLY DESCRIBED IN FINAL ORDER OF CONDEMNATION DATED FEBRUARY 4, 1976, RECORDED AS BOOK PAGE 136 OF OFFICIAL RECORDS.

BEING A PORTION OF THE PREMISES CONVEYED BY EXCHANGE DEED RECORDED JULY 1, 1986 AS BOOK 19633 PAGE 415 OF OFFICIAL RECORDS.

GRANTOR: CASTLE & COOKE, INC., A HAWAII CORPORATION

GRANTEE: RICHARD LYMAN, JR., MATSUO TAKABUKI, MYRON BENNETT THOMPSON, WILLIAM SHAW RICHARDSON AND HENRY HAALILIO PETERS, TRUSTEES OF THE ESTATE OF BERNICE PAUAAHI BISHOP

TMK(S): (1) 9-6-004-024-0000



First American Title

First American Title Company, Inc.

1177 Kapiolani Boulevard

Honolulu, HI 96814

May 02, 2014

Onaona P. Thoene
Carlsmith Ball LLP
Carlsmith Ball LLP
Honolulu, HI 96813
Phone: (808)523-2596
Fax: (808)523-0842
Customer Reference:

Title Officer:	Mila Wright
Phone:	(808)457-3827
Fax No.:	(866)823-6167
E-Mail:	mqwright@firstam.com
Order Number:	4600070

Buyer:	TO BE DETERMINED
Owner:	The Estate of Bernice Pauahi Bishop
Property:	An address has not yet been assigned

PRELIMINARY REPORT

In response to the above referenced application for a policy of title insurance, this company hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a Policy or Policies of Title Insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an Exception below or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said Policy forms.

The printed Exceptions and Exclusions from the coverage and Limitations on Covered Risks of said policy or policies are set forth in Exhibit A attached. *The policy to be issued may contain an arbitration clause. When the Amount of Insurance is less than that set forth in the arbitration clause, all arbitrable matters shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties.* Limitations on Covered Risks applicable to the CLTA and ALTA Homeowner's Policies of Title Insurance which establish a Deductible Amount and a Maximum Dollar Limit of Liability for certain coverages are also set forth in Exhibit A. Copies of the policy forms should be read. They are available from the office which issued this report.

Dated as of April 25, 2014 at 8:00 A.M.

The form of Policy of title insurance contemplated by this report is:

TO BE DETERMINED

A specific request should be made if another form or additional coverage is desired.

Title to said estate or interest at the date hereof is vested in:

Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, Robert K.W.H. Nobriga, Corbett Aaron
Kamohaikiokalani Kalama, and Micah A. Kane, Trustees of the Estate of Bernice Pauahi Bishop

The estate or interest in the land hereinafter described or referred to covered by this Report is:

A Fee.

The Land referred to herein is described as follows:

(See attached Legal Description)

At the date hereof exceptions to coverage in addition to the printed Exceptions and Exclusions in said policy form would be as follows:

1. Real property tax assessments for the fiscal year 2013-2014:

Tax Map Key No.: (1) 9-6-004-025-0000

Class No.: 4

First Installment: \$19,643.46, PAID, (8/20)

Second Installment: \$19,643.46, PAID, (2/20)

2. Title to all mineral and metallic mines reserved to the State of Hawaii.
3. Lack of recorded access to a public street or highway.
4. Terms, provisions, reservations, covenants, conditions and restrictions, but deleting any of the aforementioned indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, marital status, ancestry, source of income or disability, to the extent such covenants, conditions or restrictions violate Title 42, Section 3604(c), of the United States Codes or Chapter 515 of the Hawaii Revised Statutes, as contained in the Declaration of Conditions Imposed by the Land Use Commission recorded July 19, 1988 as Book 22151 Page 250 and Land Court Document No. 1565292, as amended, of Official Records.

5. The terms and provisions contained in the Unilateral Agreement and Declaration for Conditional Zoning recorded December 03, 1997 as Regular System Document No. 97-168626 and Land Court Document No. 2423720 of Official Records.

The foregoing instrument was amended by Amendment to Unilateral Agreement and Declaration for Conditional Zoning recorded November 24, 1998 as Regular System Document No. 98-176077 and Land Court Document No. 2501839 of Official Records.

6. Notice of Termination (and of Rights and Obligations that Survive Termination) and Quitclaim recorded August 25, 2009 Regular System Document No. 2009-129931 and Land Court Document No. 3891022 of Official Records.
7. A Notice of Surrender, executed by Waiawa Ridge Development, LLC, a Hawaii limited liability company, Gentry Investment Properties, a Hawaii limited partnership, Micah A. Kane, Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, James Douglas Keauhou, and Corbett Aaron Kamohaikiokalani Kalama, as Trustees of the Estate of Bernice Pauahu Bishop, a charitable educational trust, recorded August 31, 2012 as Regular System Document No. A-46260711 and Land Court Document No. T-8278443 of Official Records.
8. Any and all leases, subleases and/or tenancy agreements, the rights thereunder and encumbrances thereto.
9. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
10. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.

LEGAL DESCRIPTION

Real property in the County of Honolulu, State of Hawaii, described as follows:

ALL OF THAT CERTAIN PARCEL OF LAND (BEING A PORTION ROYAL PATENT 4475, LAND COMMISSION AWARD 7713, APANA 46 TO V. KAMAMALU), SITUATED APPROXIMATELY 1,900 FEET EASTERLY FROM INTERSTATE HIGHWAY, F.A.P. NO. I-H2-1 (3), AT WAIAWA, DISTRICT OF EWA, HONOLULU, CITY AND COUNTY OF HONOLULU, STATE OF HAWAII, BEING LOT 2-A, BEING ALSO A PORTION OF LOT 2, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT AT THE NORTHERLY CORNER OF THIS PIECE OF LAND, BEING ALSO THE WESTERLY CORNER OF LOT 2-B, ON THE SOUTHEASTERLY BOUNDARY OF LOT 4205-B, AS SHOWN ON MAP 652, OF LAND COURT APPLICATION NO. 1000, AND ON THE BOUNDARY BETWEEN THE LANDS OF WAIPIO AND WAIAWA, THE COORDINATES OF SAID POINT OF BEGINNING REFERRED TO GOVERNMENT SURVEY TRIANGULATION STATION "EWA CHURCH", BEING 1,213.39 FEET NORTH AND 2,614.44 FEET WEST, AND RUNNING BY AZIMUTHS MEASURED CLOCKWISE FROM TRUE SOUTH:

ALONG LOT 2-B, ON A CURVE TO THE RIGHT WITH A RADIUS OF 2,074.41 FEET, THE CHORD AZIMUTH AND DISTANCE BEING:

1. 293° 21' 41" 775.50 FEET;

THENCE ALONG LOT 2-B, ON A CURVE TO THE RIGHT WITH A RADIUS OF 2,000.00 FEET, THE CHORD AZIMUTH AND DISTANCE BEING:

2. 310° 12' 47" 423.57 FEET;

3. 316° 17' 30" 1,548.25 FEET ALONG LOT 2-B;

4. 46° 17' 30" 72.00 FEET ALONG LOT 2-C;

THENCE ALONG LOT 2-C, ON A CURVE TO THE RIGHT WITH A RADIUS OF 30.00 FEET, THE CHORD AZIMUTH AND DISTANCE BEING:

5. 1° 17' 30" 42.43 FEET;

6. 46° 17' 1,009.61 FEET ALONG LOT 2-C;

THENCE ALONG LOT 2-C, ON A CURVE TO THE RIGHT WITH A RADIUS OF 1,551.00 FEET, THE CHORD AZIMUTH AND DISTANCE BEING:

7. 51° 14' 46" 267.90 FEET;

8. 137° 15' 2,131.77 FEET ALONG LOT 2-C;

9. 95° 27' 25" 86.20 FEET ALONG LOT 2-C;

10. 210° 09' 1,162.35 FEET ALONG LOT 4205-B, AS SHOWN ON MAP 652 OF LAND COURT APPLICATION NO. 1000, ALONG THE LAND OF WAIPIO, TO THE POINT OF BEGINNING AND CONTAINING AN AREA OF 76.241 ACRES, MORE OR LESS, AS PER SURVEY OF PATRICK M. CUMMINS, LICENSED PROFESSIONAL LAND SURVEYOR, CERTIFICATE NO. 5078, DATED MARCH 1, 2000.

BEING A PORTION OF THE PREMISES CONVEYED BY EXCHANGE DEED RECORDED JULY 1, 1986 AS BOOK 19633 PAGE 415 OF OFFICIAL RECORDS.

GRANTOR: CASTLE & COOKE, INC., A HAWAII CORPORATION

GRANTEE: RICHARD LYMAN, JR., MATSUO TAKABUKI, MYRON BENNETT THOMPSON, WILLIAM SHAW RICHARDSON AND HENRY HAALILIO PETERS, TRUSTEES OF THE ESTATE OF BERNICE PAUAHI BISHOP

TMK(S): (1) 9-6-004-025-0000



First American Title

First American Title Company, Inc.

1177 Kapiolani Boulevard

Honolulu, HI 96814

May 02, 2014

Onaona P. Thoene
Carlsmith Ball LLP
1001 Bishop Street, Suite 2100
Honolulu, HI 96813
Phone: (808)523-2596
Fax: (808)523-0842
Customer Reference:

Title Officer:	Mila Wright
Phone:	(808)457-3827
Fax No.:	(866)823-6167
E-Mail:	mqwright@firstam.com
Order Number:	4600067

Buyer:	TO BE DETERMINED
Owner:	Bishop Estate
Property:	An address has not yet been assigned

PRELIMINARY REPORT

In response to the above referenced application for a policy of title insurance, this company hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a Policy or Policies of Title Insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an Exception below or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said Policy forms.

The printed Exceptions and Exclusions from the coverage and Limitations on Covered Risks of said policy or policies are set forth in Exhibit A attached. *The policy to be issued may contain an arbitration clause. When the Amount of Insurance is less than that set forth in the arbitration clause, all arbitrable matters shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties.* Limitations on Covered Risks applicable to the CLTA and ALTA Homeowner's Policies of Title Insurance which establish a Deductible Amount and a Maximum Dollar Limit of Liability for certain coverages are also set forth in Exhibit A. Copies of the policy forms should be read. They are available from the office which issued this report.

Dated as of April 25, 2014 at 8:00 A.M.

The form of Policy of title insurance contemplated by this report is:

TO BE DETERMINED

A specific request should be made if another form or additional coverage is desired.

Title to said estate or interest at the date hereof is vested in:

Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, Robert K.W.H. Nobriga, Corbett Aaron Kamohaikiokalani Kalama, and Micah A. Kane, as Trustees of the Estate of Bernice Pauahi Bishop, a charitable educational trust

The estate or interest in the land hereinafter described or referred to covered by this Report is:

A Fee.

The Land referred to herein is described as follows:

(See attached Legal Description)

At the date hereof exceptions to coverage in addition to the printed Exceptions and Exclusions in said policy form would be as follows:

1. Real property tax assessments for the fiscal year 2013-2014:

Tax Map Key No.: (1) 9-6-004-026-0000

Class No.: 6

First Installment: \$2,890.93, PAID, (8/20)

Second Installment: \$2,890.92, PAID, (2/20)

Note: Possible roll back taxes for real property classified as Class 5 or 6.

2. The rights to all ground irrigation systems above the 650 foot elevation, including all ditches, siphons, dams, reservoirs, intake adits, pumps and pipelines having conveyed to Waiahole Water Company, Limited, a Hawaii corporation, as set forth or disclosed by the Bill of Sale recorded as Book 426 Page 294 of Official Records.

According to the public records, the foregoing document was assigned to Waiahole Irrigation Company, Limited, a Hawaii corporation, by assignment recorded September 29, 1970 as Book 7213 Page 338 of Official Records.

3. Title to all mineral and metallic mines reserved to the State of Hawaii.

4. Terms, provisions, reservations, covenants, conditions and restrictions, but deleting any of the aforementioned indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, marital status, ancestry, source of income or disability, to the extent such covenants, conditions or restrictions violate Title 42, Section 3604(c), of the United States Codes or Chapter 515 of the Hawaii Revised Statutes, as contained in the Declaration of Conditions Imposed by the Land Use Commission recorded July 19, 1988 as Book 22151 Page 250 and Land Court Document No. 1565292, as amended of Official Records.
5. The terms and provisions contained in the Unilateral Agreement and Declaration for Conditional Zoning recorded December 03, 1997 as Regular System Document No. 97-168626 and Land Court Document No. 2423720 of Official Records.

The foregoing instrument was amended by Amendment to Unilateral Agreement and Declaration for Conditional Zoning recorded November 24, 1998 as Regular System Document No. 98-176077 and Land Court Document No. 2501839 of Official Records.

6. Notice of Termination (and of Rights and Obligations that Survive Termination) and Quitclaim recorded August 25, 2009 Regular System Document No. 2009-129931 and Land Court Document No. 3891022 of Official Records.
7. The terms and provisions contained in the Agreement recorded August 31, 2012 as Regular System Document No. A-46260713B and Land Court Document No. T-8278445B of Official Records.
8. A Notice of Surrender, executed by Waiawa Ridge Development, LLC, a Hawaii limited liability company, Gentry Investment Properties, a Hawaii limited partnership, Micah A. Kane, Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, James Douglas Keauhou, and Corbett Aaron Kamohaikiokalani Kalama, as Trustees of the Estate of Bernice Pauahu Bishop, a charitable educational trust, recorded August 31, 2012 as Regular System Document No. A-46260711 and Land Court Document No. T-8278443 of Official Records.
9. Any and all leases, subleases and/or tenancy agreements, the rights thereunder and encumbrances thereto.
10. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
11. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.

LEGAL DESCRIPTION

Real property in the County of Honolulu, State of Hawaii, described as follows:

ALL OF THAT CERTAIN PARCEL OF LAND (BEING PORTION(S) OF THE LAND(S) DESCRIBED IN AND COVERED BY ROYAL PATENT 4475, LAND COMMISSION AWARD 7713, APANA 46 TO V. KAMAMALU) SITUATE, LYING AND BEING APPROXIMATELY 1,900 FEET EASTERLY FROM INTERSTATE HIGHWAY, F.A.P. NO. I-H2-1(3), AT WAIAWA, DISTRICT OF EWA, HONOLULU, CITY AND COUNTY OF HONOLULU, STATE OF HAWAII, LOT 2-B, BEING ALSO A PORTION OF LOT 2, AND THUS BOUNDED AND DESCRIBED AS PER SURVEY DATED NOVEMBER 5, 2001, TO-WIT:

BEGINNING AT A POINT AT THE WESTERLY CORNER OF THIS PIECE OF LAND, BEING ALSO THE NORTHERLY CORNER OF LOT 2-A, ON THE SOUTHEASTERLY BOUNDARY OF LOT 4205-B, AS SHOWN ON MAP 652, OF LAND COURT APPLICATION NO. 1000, AND ON THE BOUNDARY BETWEEN THE LANDS OF WAIPIO AND WAIAWA, THE COORDINATES OF SAID POINT OF BEGINNING REFERRED TO GOVERNMENT SURVEY TRIANGULATION STATION "EWA CHURCH", BEING 1,213.39 FEET NORTH AND 2,614.44 FEET WEST, AND RUNNING BY AZIMUTHS MEASURED CLOCKWISE FROM TRUE SOUTH:

1. 201° 09' 67.48 FEET ALONG LOT 4205-B, AS SHOWN ON MAP 652 OF LAND COURT APPLICATION 1000, ALONG THE LANDS OF WAIPIO AND WAIAWA;

THENCE ALONG LOT 2-C, ON A CURVE TO THE RIGHT WITH A RADIUS OF 2,072.00 FEET, THE CHORD AZIMUTH AND DISTANCE BEING:

2. 295° 11' 54" 938.39 FEET;
3. 214° 08' 04" 617.98 FEET ALONG LOT 2-C;
4. 281° 34' 45" 763.47 FEET ALONG LOT 2-C;
5. 270° 00' 448.63 FEET ALONG LOT 2-C;
6. 350° 54' 25" 1,250.79 FEET ALONG LOT 2-C;
7. 46° 17' 30" 704.46 FEET ALONG LOT 2-C;
8. 136° 17' 30" 1,548.25 FEET ALONG LOT 2-A;

THENCE ALONG LOT 2-A, ON A CURVE TO THE LEFT WITH A RADIUS OF 2,000.00 FEET, THE CHORD AZIMUTH AND DISTANCE BEING:

9. 130° 12' 47" 423.57 FEET;

THENCE ALONG LOT 2-A, ON A CURVE TO THE LEFT WITH A RADIUS OF 2,074.41 FEET, THE CHORD AZIMUTH AND DISTANCE BEING:

10. 113° 21' 41" 775.50 FEET TO THE POINT OF BEGINNING AND CONTAINING AN AREA OF

47.036 ACRES, MORE OR LESS.

BEING ALL OF THE PREMISES CONVEYED BY DEED RECORDED AUGUST 31, 2012 AS REGULAR SYSTEM DOCUMENT NO. A-46260713A OF OFFICIAL RECORDS.

GRANTOR: WAIAWA RIDGE DEVELOPMENT LLC, A HAWAII LIMITED LIABILITY COMPANY
GRANTEE: MICAH A. KANE, JANEEN-ANN AHULANI OLDS, LANCE KEAWE WILHELM, JAMES DOUGLAS KEAUKOU ING AND CORBETT AARON KAMOHAIKIOKALANI KALAMA, AS TRUSTEES OF THE ESTATE OF BERNICE PAUHI BISHOP, A CHARITABLE EDUCATIONAL TRUST

TMK(S): (1) 9-6-004-026-0000



First American Title

First American Title Company, Inc.

1177 Kapiolani Boulevard

Honolulu, HI 96814

April 21, 2014

Onaona P. Thoene
Carlsmith Ball LLP
1001 Bishop Street, Suite 2100
Honolulu, HI 96813
Phone: (808)523-2596
Fax: (808)523-0842
Customer Reference:

Title Officer:	Mila Wright
Phone:	(808)457-3827
Fax No.:	(866)823-6167
E-Mail:	mqwright@firstam.com
Order Number:	4600071

Buyer:	TO BE DETERMINED
Owner:	Estate of Bernice Pauahi Bishop
Property:	94-670 Kam Highway Waipahu, Hawaii 96797

PRELIMINARY REPORT

In response to the above referenced application for a policy of title insurance, this company hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a Policy or Policies of Title Insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an Exception below or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said Policy forms.

The printed Exceptions and Exclusions from the coverage and Limitations on Covered Risks of said policy or policies are set forth in Exhibit A attached. *The policy to be issued may contain an arbitration clause. When the Amount of Insurance is less than that set forth in the arbitration clause, all arbitrable matters shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties.* Limitations on Covered Risks applicable to the CLTA and ALTA Homeowner's Policies of Title Insurance which establish a Deductible Amount and a Maximum Dollar Limit of Liability for certain coverages are also set forth in Exhibit A. Copies of the policy forms should be read. They are available from the office which issued this report.

First American Title

Dated as of April 11, 2014 at 8:00 A.M.

The form of Policy of title insurance contemplated by this report is:

TO BE DETERMINED

A specific request should be made if another form or additional coverage is desired.

Title to said estate or interest at the date hereof is vested in:

Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, Robert K.W.H. Nobriga, Corbett Aaron Kamohaikiokalani Kalama, and Micah A. Kane, Trustees of the Estate of Bernice Pauahi Bishop

The estate or interest in the land hereinafter described or referred to covered by this Report is:

A fee.

The Land referred to herein is described as follows:

(See attached Legal Description)

At the date hereof exceptions to coverage in addition to the printed Exceptions and Exclusions in said policy form would be as follows:

1. Real property tax assessments for the fiscal year 2013-2014:

Tax Map Key No.: (1) 9-6-005-001-0000

Class No.: 0

First Installment: \$59,416.70, PAID, (8/20)

Second Installment: \$59,416.70, PAID, (2/20)

Note: The above referenced Tax Assessment reflects an adjustment in the amount of \$51,299.63 for 1st half installment and amount of \$51,299.62 for 2nd half installment.

2. Title to all mineral and metallic mines reserved to the State of Hawaii.
3. Rights of others thereto entitled in and to the continued uninterrupted flow of the Waiawa Stream.
4. Flume, Reservoir No. 45, and Adit B situate upon said Land.
5. Road(s) and/or Rights-of-Way running over, across, upon and through said land.

6. Rights of Native Tenants as contained in Land Commission Award 7713, Apana 46 and 48, and Royal Patent No. 4475.
7. A Grant of Easement for the construction and use of a tunnel, conduit or water course, shafts, etc., in favor of Waiahole Water Company, Limited, a Hawaiian Corporation, recorded as Book 388 Page 460 of Official Records.

By mesne assignments, the foregoing easement rights were assigned to Agribusiness Development Corporation, a public instrumentality of the State of Hawaii, by Quitclaim Assignment recorded July 9, 1999 as Regular System Document No. 99-109934 and Land Court Document No. 2558831 of Official Records.

8. The Rights of all ground irrigation systems above the 650 foot elevation including all ditches, syphons, dams, reservoirs, intake adits, pumps, and pipelines, having been conveyed to Waiahole Water Company, Limited, a Hawaii Corporation, by that certain Bill of Sale recorded as Book 426, Page 294 of Official Records.

The foregoing rights to property were conveyed to the Waiahole Irrigation Company, Limited, a Hawaii Corporation by certain Instrument recorded Book 7213, Page 338 of Official Records.

9. A Grant of Easement a 25 feet wide, for utility purposes, in favor of Hawaiian Electric Company, Limited, a Hawaii Corporation, recorded as Book 4091 Page 428 of Official Records.

Consent thereto given by Instrument recorded as Book 4091 Page 432 and 435 of Official Records.

10. A Grant of Easement for the discharge of storm waters, in favor of City and County of Honolulu, a Municipal Corporation, recorded as Book 5246 Page 319 of Official Records.

11. Easement Tract WR-8, as described in or disclosed by the Declaration of Taking, Civil No. 705 recorded as Book 1973 Page 206 of Official Records.

Said easement was conveyed to the State of Hawaii by Quitclaim Deed recorded June 20, 1985 as Book 18721 Page 536 of Official Records.

12. A Grant of Easement for underground communication cable and incidental purposes, in favor of United State of America, recorded as Book 3240 Page 149 of Official Records.

The foregoing instrument was partially reconveyed to the Trustees of the Estate of Bernice Pauahi Bishop by that certain instrument recorded as Book 5173 Page 246 of Official Records.

13. A Grant of Easement for underground communication cable and incidental purposes, in favor of United State of America, recorded as Book 2026 Page 182, as amended, of Official Records.

14. A Grant of Easement for utility purposes, in favor of Hawaiian Electric Company, Inc., a Hawaii Corporation, and Oahu Sugar Company, Limited, a Hawaii Corporation "Tenant", recorded as Book 6053 Page 1, as supplemented of Official Records.

15. Terms, provisions, reservations, covenants, conditions and restrictions, but deleting any of the aforementioned indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, marital status, ancestry, source

of income or disability, to the extent such covenants, conditions or restrictions violate Title 42, Section 3604(c), of the United States Codes or Chapter 515 of the Hawaii Revised Statutes, as contained in the Declaration of Conditions Imposed by the Land Use Commission recorded July 19, 1988 as Book 22151 Page 250 of Official Records.

16. The terms and provisions contained in the Unilateral Agreement and Declaration for Conditional Zoning recorded December 03, 1997 as Regular System Document No. 97-168626 and Land Court Document No. 2423720 of Official Records.

The foregoing instrument was amended by Amendment to Unilateral Agreement and Declaration for Conditional Zoning recorded November 24, 1998 as Regular System Document No. 98-176077 and Land Court Document No. 2501839 of Official Records.

17. Notice of Termination (and of Rights and Obligations that Survive Termination) and Quitclaim recorded August 25, 2009 Regular System Document No. 2009-129931 and Land Court Document No. 3891022 of Official Records.
18. A Notice of Surrender, executed by Waiawa Ridge Development, LLC, a Hawaii limited liability company, Gentry Investment Properties, a Hawaii limited partnership, Micah A. Kane, Janeen-Ann Ahulani Olds, Lance Keawe Wilhelm, James Douglas Keauhou, and Corbett Aaron Kamohaikiokalani Kalama, as Trustees of the Estate of Bernice Pauahu Bishop, a charitable educational trust, recorded August 31, 2012 as Regular System Document No. A-46260711 and Land Court Document No. T-8278443 of Official Records.
19. Any and all leases, subleases and/or tenancy agreements, the rights thereunder and encumbrances thereto.
20. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
21. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.

LEGAL DESCRIPTION

Real property in the County of Honolulu, State of Hawaii, described as follows:

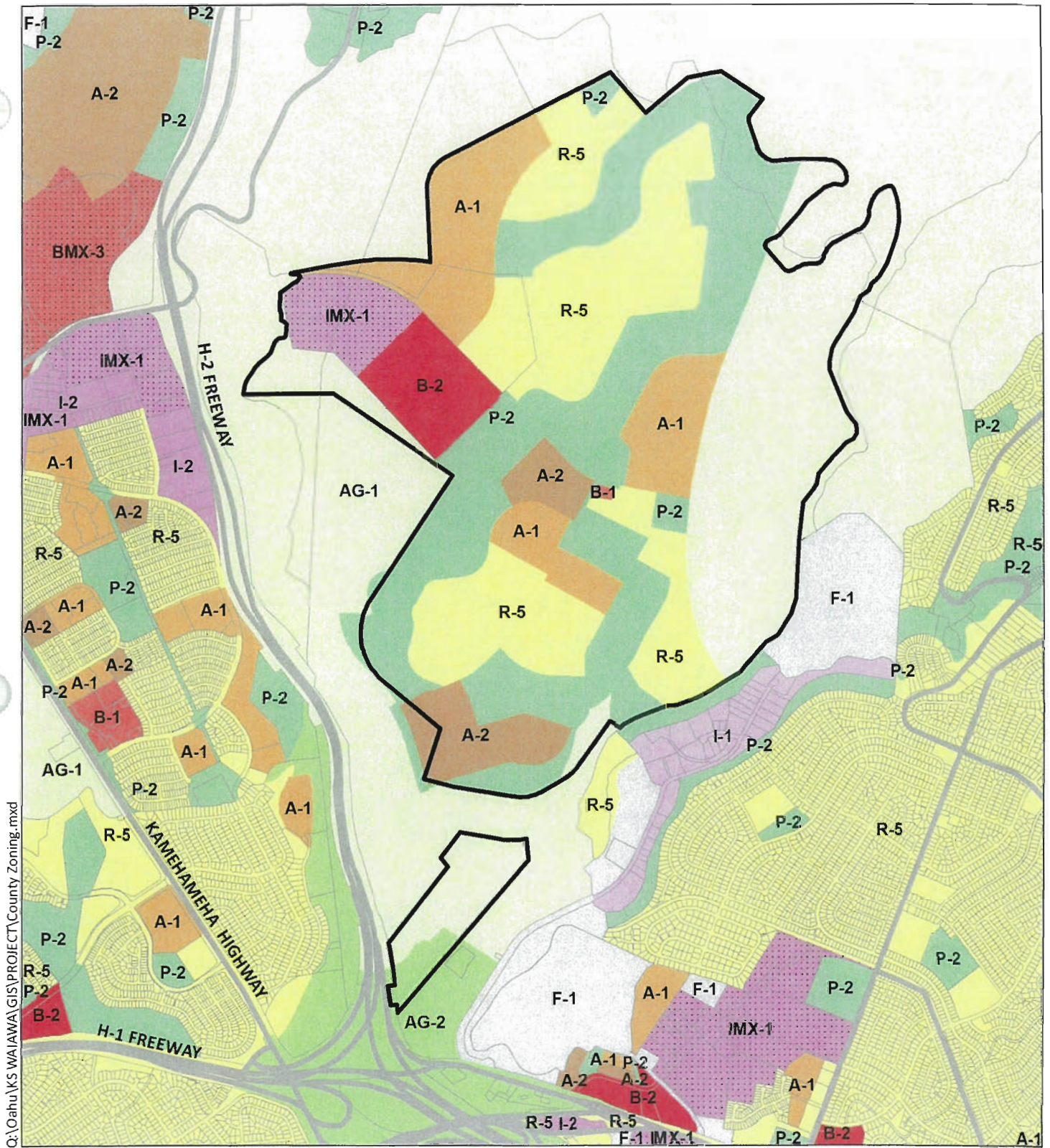
ALL OF THAT CERTAIN PARCEL OF LAND (PORTION OF THE LAND DESCRIBED IN AND COVERED BY ROYAL PATENT NUMBER 4475, LAND COMMISSION AWARD NUMBER 7713, APANAS 46 AND 48 TO V. KAMAMALU) (CERTIFICATE OF BOUNDARY NO. 73), SITUATE AT WAIAWA, DISTRICT OF EWA, CITY AND COUNTY OF HONOLULU, STATE OF HAWAII, BEARING TAX KEY DESIGNATION 9-6-5-1 AND CONTAINING AN AREA OF 763.954 ACRES, MORE OR LESS.

BEING A PORTION OF THE PREMISES CONVEYED BY EXCHANGE DEED RECORDED JULY 01, 1986 AS BOOK 19633 PAGE 415 OF OFFICIAL RECORDS.

GRANTOR: CASTLE AND COOKE, INC., A HAWAII CORPORATION

GRANTEE: RICHARD LYMAN, JR., MATSUO TAKABUKI, MYRON BENNETT THOMPSON, WILLIAM SHAW RICHARDSON AND HENRY HAALILIO PETERS, TRUSTEES OF THE ESTATE OF BERNICE PAUAHI BISHOP

TMK(S): (1) 9-6-005-001-0000



DATE: 5/6/2014

LEGEND

KS Waiawa Property (SLU Urban, Docket A87-610)

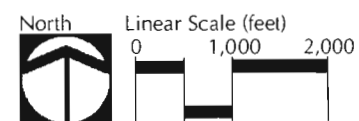
AG-1	R-5	B-1	F-1
AG-2	A-1	B-2	I-1
P-2	A-2	BMX-3	I-2
		IMX-1	

Source: City and County of Honolulu (2014)

Disclaimer: This Graphic has been prepared for general planning purposes only and should not be used for boundary interpretations or other spatial analysis.

KS Exhibit 4 County Zoning

KAMEHAMEHA SCHOOLS WAIAWA MOTION TO AMEND



Island of O'ahu



Q:\Oahu\KS WAIAWA\GIS\PROJECT\Distance to Transit.mxd

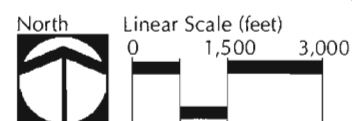


DATE: 5/6/2014

LEGEND

- KS Waiawa Property (SLU Urban, Docket A87-610)
- Rail Transit Stations
- Rail Transit Guideway

KS Exhibit 5 Distance to Rail Transit Stations KAMEHAMEHA SCHOOLS WAIAWA MOTION TO AMEND



Island of O'ahu



Source: City and County of Honolulu (2014)
Disclaimer: This Graphic has been prepared for general planning purposes only and should not be used for boundary interpretations or other spatial analysis.



I. Project Team

From initial site evaluation to final system activation, dozens of dedicated SunEdison staff will be involved in the proposed projects for HECO. Below are some of the individuals whose efforts will be indispensable in project development and will be committed to this project through commercial operations.

SUNEDISON

Tim Lasocki, Vice President North America Project Development

Tim Lasocki is the Vice President of SunEdison's North America Solar Development team, which is advancing over 1,000MW of projects in early, mid, and late stage development. Solar projects which Mr. Lasocki has led through full permitting and the commencement of construction include Colorado State University (5.3MWac), Austin Energy (30MWac), Tucson Electric Power (20MWac), and Bryan Texas Utilities (10MWac), with a collective value of close to \$300MM.

Mr. Lasocki joined SunEdison in September 2011 following the SunEdison acquisition of Fotowatio Renewable Ventures' USA assets and team. Prior to FRV, LLC, Mr. Lasocki was the Director of Commercial Transactions at Clipper Windpower where he negotiated multi-year turbine sale contracts valued at over \$4BN. Mr. Lasocki also previously worked for GE Wind Energy where he held roles in sales, development, and strategic marketing and negotiated \$1BN worth of wind turbine and wind project purchases.

Mr. Lasocki holds a Master of Business Administration and Master of Environmental Management from Yale University and a Bachelor of Arts in economics from Carleton College.


Nicola Doss, Senior Manager Project Development – Hawai'i

Nicola will be HECO's main liaison during the procurement process and PPA negotiations. Nicola Doss is a Senior Manager of Project Development for SunEdison, based in Honolulu, and leading business development and project development efforts for utility scale solar projects across emerging markets, mainly Hawaii. Nicola has been in the solar industry for going on 6 years including her previous role as Manager Power Marketing covering Hawaii and business development at solar development company Axio Power, acquired by SunEdison in June 2011. Nicola has past experience in project management and environmental consulting for government and property development clients and has worked for local government doing urban and environmental planning.

Nicola received her MBA in General Management and Sustainability from the Australian Graduate School of Management in Sydney, Australia and her Master's of Applied Science degree in Natural Resource Management from James Cook University in Townsville, Australia.

Ricardo Graf, Senior Development Manager


Ricardo's background includes real estate acquisitions and permitting of utility-scale (large scale) ground mounted solar projects throughout the United States. Ricardo's primary markets include Hawai'i, Puerto Rico and California. He will typically be the first person of the SunEdison team to engage on a project



and is responsible for managing and facilitating the underwriting of new solar assets. Recently he successfully negotiated a real estate transaction to secure 34.7 acres for a 5MW facility in the Mililani Solar Park on the Island of Oahu. Since June of 2011 Ricardo has surveyed, analyzed and acquired seven project sites (Mililani, Kamehameha Schools and five bilateral projects) for SunEdison which are all now currently in discussions with HECO.

Bhaskar Ray, Senior Director of Engineering and Design

Bhaskar Ray is currently employed as a Senior Director of Engineering & Design at SunEdison. In his current leadership role, Bhaskar manages interconnection efforts and T&D engineering activities for all SunEdison renewable projects (utility scale and DG projects) in the North America pipeline (including Hawaii and Puerto Rico). Most recently Bhaskar was with Solar Trust of America where he was the Senior Director of Transmission. In this role he managed all transmission and interconnection related activities of their utility-scale solar projects and provided necessary regulatory support. As an electric transmission Subject Matter Expert, Bhaskar has over 22 years of electric utility experience in transmission system planning, grid interconnection contracts, renewable energy, power procurement, operations, dynamics & control area of power industry.




Prior to joining Solar Trust, Bhaskar was with Southern California Edison (SCE) for several years where his recent work assignment included working with Senior Energy Advisors from California Governor's Office as the SCE Project Leader during 2010 to lead a cross functional stakeholder team for supporting large scale renewable projects in California seeking American Reinvestment & Recovery Act (ARRA) funding. He has also worked in Pacific Gas & Electric Company (PG&E) and Xcel Energy for over fifteen years. Bhaskar received his Master of Science in Electrical Engineering from Iowa State University. He has numerous power industry publications and is currently a Senior Member of Institute of Electrical & Electronics Engineers (IEEE).

Dan Ryan, Utility Development Engineer

Dan will provide technical support to the SunEdison team during all stages of project development in Hawaii. Dan has experience in utility scale solar development, project design, and energy production simulations. He works closely with utilities, manufacturers, and independent engineers to identify, develop, and construct solar projects for SunEdison. Prior to SunEdison, he was a Senior Engineer at AWS Truepower, LLC and provided engineering consulting services to various players in the solar industry. Dan holds a BS in Mechanical Engineering and a Masters of Engineering Management from Cornell University.

Curtis Seymour, Director of Government Affairs



Curtis Seymour is Director of Government Affairs for SunEdison where he leads state-level regulatory and legislative efforts on the West Coast, including Hawaii. SunEdison develops, finances, owns and operates solar power plants across the United States and the world. Curtis previously worked for Q-Cells in Berlin, Germany where he focused on utility scale project development. Curtis also spent several years at the California Public Utilities Commission where he was responsible for California's distributed generation policies and programs including the California Solar Initiative, net energy metering, the small renewable feed-in tariff and the Renewable Auction Mechanism. Curtis is currently serving as the state committee Chair for the Solar Energy Industries Association (SEIA) in California.

NICOLA DOSS

2987 Kalakaua Street, Suite 104; Honolulu HI 96815

Email: NDoss@sunedison.com · Office: +1 808 888 0314 · Cell: +1 949 439 3349

PROFESSIONAL EXPERIENCE

2011 - Present **SUNEDISON**

A global solar developer with over 1,000 MW constructed that develops, finances, constructs, operates and maintains solar projects worldwide, ranging from utility scale projects to customer rooftops.

2013 – Present **Senior Manager Project Development** Honolulu, HI

- Manage project development of utility-scale and distributed generation portfolio across the Hawaiian Islands. Key account manager for Hawaiian Electric Company, MECO, HELCO and KIUC.
- Project development manager for the 50 MW Waiawa project responsible for managing internal team and team of external local consultants to develop the project. Responsible for site acquisition and site control, permitting at the Federal, State and local level, PPA negotiation, financial analysis, schedule and budget management, interconnection and storage solutions.

2011 – 2013 **Regional Sales Manager – Utility Sales** Costa Mesa, CA

- Manage full range of utility-scale business development activities for emerging markets: developing relationships with key utility, government and local project development contacts to find new leads; evaluating new market and project opportunity economics with financial pro forma; preparing and submitting competitive customer proposals and creating value through margin upside plans for projects
- Work closely with local and internal legal counsel to negotiate all commercial aspects of utility-scale PPA or EPC contracts with utility customers through to execution, with a focus on ensuring financeability for investors and flexibility for financial structure
- Have personally brought in over 100MW of opportunities and moved them to late stage PPA or EPC contract negotiations
- Key account manager for Hawaiian Electric Company (Oahu), negotiating over 30MW of PPA contracts and acting as project developer for large Hawaii pipeline; managing project budgets, schedules, and all key interconnection, permitting and land development activities to advance projects while minimizing at-risk development capital
- Former key account manager for Arizona Public Service, managing responses to all solicitations; short listing and PPA negotiations for 15 MW PPA contract
- Managed internal deal team for 10 MW US Virgin Islands RFP response; developed all key legal, land, and development relationships locally on island; lead negotiations as key account manager for USVI Water and Power Authority
- Have also worked on opportunities and/or managed key accounts in Oregon, Idaho, New Mexico, Florida, and Georgia

2010 - June 2011 **AXIO POWER**

Business Development Manager

Costa Mesa, CA

A privately held solar developer that developed and financed utility-scale solar projects.

- Supported expansion of our Canadian operations from Toronto in response to award of 90 MW of Ontario Feed-in Tariff contracts, including managing some key permitting and community engagement activities
- Managed competitive RFP responses for 20 MW throughout the Northeast and initiated bilateral discussions with electric cooperatives across Massachusetts to develop over 15 MW of new business
- Bid/sold SREC contracts in MA and became company resource for evaluating Northeast SREC markets
- Helped coordinate investor due diligence process, working closely with internal and external deal team to prepare the company for acquisition (ultimately by SunEdison) and finalize acquisition documents

2009 – 2010 **Special Projects Coordinator**

San Juan Capistrano, CA

- Identified and evaluated new project opportunities, conducted pricing analysis and wrote and prepared all company RFP bid proposals - successfully shortlisted for over 25 MW of projects
- Successful at bidding 10MW project into Southern California Edison RFP resulting in executed PPA
- Supported fundraising activities for Series A and Series B capital raise; managed investor due diligence

2007 - 2009 GRIER & ASSOCIATES

Niche consultancy providing environmental solutions to the property development industry and government.

2007 – 2008 Project Manager

Townsville and Sydney, Australia

- Developed proposals, site layouts and plans for climate responsive and energy efficient developments
- Consulted on projects for water sensitive urban design in subtropical environments
- Facilitated negotiations between Ergon Energy and local government for federal Solar Cities project

2004 - 2007 TOWNSVILLE CITY COUNCIL

2005 – 2007 Coordinator, Technical Support Unit

Townsville, Australia

- Managed a team of 6, numerous external consultants, 15 projects, and annual budget over AUD\$1 million
- Developed operational, business and personal performance plans, reporting to the Director of Planning
- Coordinated ecological baseline studies and managed negotiations between diverse stakeholders to create policy and a master plan for the sustainable satellite city of Rocky Springs (pop. 50,000)
- Coordinated the creation of priority infrastructure plans for Townsville in order to secure developer contributions for the city for all major infrastructure services through to 2021

2004 – 2005 Strategic Planning Officer, Planning and Development

Townsville, Australia

- Coordinated CBD Taskforce and Management Group regarding impact of major proposed developments
- Researched, developed and proposed sustainable and affordable housing policies and initiatives
- Assessed compliance of proposed developments with existing environmental and social policies

2004 – 2005 Cities for Climate Protection Program Coordinator

Townsville, Australia

- Achieved key milestones through the International Council for Local Environmental Initiative (ICLEI), including a successful council resolution for a 2010 carbon reduction goal for Townsville

2003 - 2004 OCEAN FUTURES SOCIETY

Jean-Michel Cousteau's non-profit organization conducting advocacy and research for the protection of the world's oceans.

Executive Administration

Santa Barbara, CA

- Organized expeditions, coordinated meetings, attended conferences and developed grant proposals

EDUCATION

2009 MBA, Graduated April 2009, Australian Graduate School of Management, UNSW *Sydney, Australia*

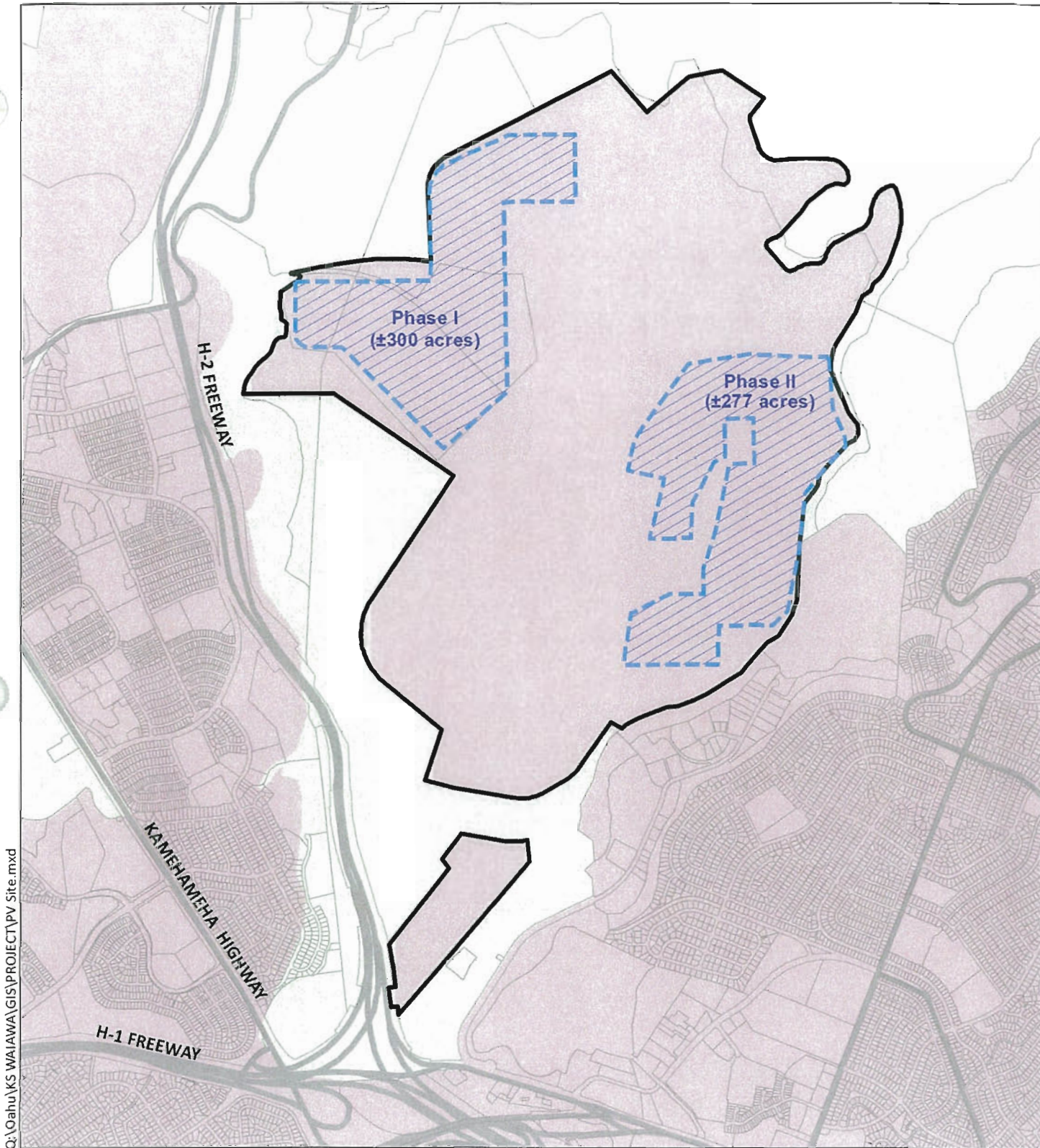
2009 MBA Exchange Program, Schulich School of Business, York University *Toronto, Canada*

2005 Masters of Applied Science, Natural Resource Management, James Cook University *Townsville, Australia*

2003 Bachelor of Arts (Honors), Conservation Biology *Santa Barbara, CA*
College of Creative Studies, University Of California, Santa Barbara

ADDITIONAL INFORMATION

- Project Lead, The Smith Family Non-Profit Management Consultancy Project, AGSM (2008-2009)
- Vice President, Corporate Social Responsibility Club Australian Graduate School of Management (2008-09)
- Workshop Coordinator, LEAD Business Mentorship Program for Australian School of Business (2008)
- Elected Undergraduate Representative, Shoreline Preservation Fund, UCSB Board of Directors (2001–02)
- Water Watch Program Coordinator, California Public Interest Group (CALPIRG), UCSB (2001–2003)
- Chapter Program Founder, Blue Water Task Force, Surfrider Foundation, Isla Vista Chapter (2001–2002)



DATE: 5/7/2014

LEGEND

KS Waiawa Property (SLU Urban, Docket A87-610)

Photovoltaic Locations

Agricultural District

Rural District

Conservation District

Urban District

Source: SunEdison (2014), State Land Use Commission (2014)

Disclaimer: This Graphic has been prepared for general planning purposes only and should not be used for boundary interpretations or other spatial analysis.

KS Exhibit 8 Phasing Plan

KAMEHAMEHA SCHOOLS WAIAWA MOTION TO AMEND

North



Linear Scale (feet)



Island of O'ahu





1. Existing view



2. View simulation with photovoltaic panels



KS Exhibit 9
Visual Analysis - Ka Uka Boulevard
KAMEHAMEHA SCHOOLS WAIAWA
MOTION TO AMEND

Island of O'ahu

Source: Photographs and view simulations provided by SunEdison.

Disclaimer: This Graphic has been prepared for general planning purposes only and should not be used for boundary interpretations or other spatial analysis.



1. Existing view



2. View simulation with photovoltaic panels



KS Exhibit 9
Visual Analysis - Pacific Palisades
KAMEHAMEHA SCHOOLS WAIAWA
MOTION TO AMEND

Island of O'ahu

Source: Photographs and view simulations provided by SunEdison.
 Disclaimer: This Graphic has been prepared for general planning purposes only and
 should not be used for boundary interpretations or other spatial analysis.



1. Existing view



2. View simulation with photovoltaic panels



KS Exhibit 9
Visual Analysis - Waipio Sports Park
KAMEHAMEHA SCHOOLS WAIAWA
MOTION TO AMEND

Island of O'ahu

Source: Photographs and view simulations provided by SunEdison.
 Disclaimer: This Graphic has been prepared for general planning purposes only and
 should not be used for boundary interpretations or other spatial analysis.



1. Existing view



2. View simulation with photovoltaic panels



KS Exhibit 9
Visual Analysis - Waipio Uka Street
KAMEHAMEHA SCHOOLS WAIAWA
MOTION TO AMEND

Island of O'ahu

Source: Photographs and view simulations provided by SunEdison.
 Disclaimer: This Graphic has been prepared for general planning purposes only and should not be used for boundary interpretations or other spatial analysis.



Owner's Policy of Title Insurance

ISSUED BY

First American Title Insurance Company

POLICY NUMBER

5011415-3549

Owner's Policy

Any notice of claim and any other notice or statement in writing required to be given to the Company under this policy must be given to the Company at the address shown in Section 18 of the Conditions.

COVERED RISKS

SUBJECT TO THE EXCLUSIONS FROM COVERAGE, THE EXCEPTIONS FROM COVERAGE CONTAINED IN SCHEDULE B, AND THE CONDITIONS, **FIRST AMERICAN TITLE INSURANCE COMPANY**, a California corporation (the "Company") insures as of Date of Policy and, to the extent stated in Covered Risks 9 and 10, after Date of Policy, against loss or damage, not exceeding the Amount of Insurance, sustained or incurred by the Insured by reason of:

1. Title being vested other than as stated in Schedule A.
2. Any defect in or lien or encumbrance on the Title. This Covered Risk includes but is not limited to insurance against loss from
 - (a) A defect in the Title caused by
 - (i) forgery, fraud, undue influence, duress, incompetency, incapacity, or impersonation;
 - (ii) failure of any person or Entity to have authorized a transfer or conveyance;
 - (iii) a document affecting Title not properly created, executed, witnessed, sealed, acknowledged, notarized, or delivered;
 - (iv) failure to perform those acts necessary to create a document by electronic means authorized by law;
 - (v) a document executed under a falsified, expired, or otherwise invalid power of attorney;
 - (vi) a document not properly filed, recorded, or indexed in the Public Records including failure to perform those acts by electronic means authorized by law; or
 - (vii) a defective judicial or administrative proceeding.
 - (b) The lien of real estate taxes or assessments imposed on the Title by a governmental authority due or payable, but unpaid.
 - (c) Any encroachment, encumbrance, violation, variation, or adverse circumstance affecting the Title that would be disclosed by an accurate and complete land survey of the Land. The term "encroachment" includes encroachments of existing improvements located on the Land onto adjoining land, and encroachments onto the Land of existing improvements located on adjoining land.
3. Unmarketable Title.
4. No right of access to and from the Land.

(Covered Risks Continued on Page 2)

In Witness Whereof, First American Title Insurance Company has caused its corporate name to be hereunto affixed by its authorized officers as of Date of Policy shown in Schedule A.

First American Title Insurance Company

Issued by:



Dennis J. Gilmore
Dennis J. Gilmore
President

Timothy Kemp
Timothy Kemp
Secretary



Title Guaranty of Hawaii Inc
235 Queen Street
Honolulu Hawaii 96813
Telephone (808) 533-6261
Fax (808) 521-0221
Email title@tghawaii.com

This Policy is valid only when Schedules A and B are attached)

This jacket was created electronically and constitutes an original document

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KS Exhibit 10

REVISED 12/13/12

SCHEDULE A

Premium: \$8,547.50
Amount of Insurance: \$2,350,000.00
Date of Policy: August 31, 2012 at 8:01 a.m.
Policy No.: FJ6-000003549
Agent's No.: 201238946A

ALTA Owner's Policy (06-17-06) (with Hawaii modification)

1. Name of Insured:

MICAH A. KANE, JANEEN-ANN AHULANI OLDS, LANCE KEAWE WILHELM,
JAMES DOUGLAS KEAUFHOU ING, and CORBETT AARON KAMOHAIKIOKALANI
KALAMA, as Trustees of the Estate of Bernice Pauahi Bishop, a
charitable educational trust, with full powers to sell, mortgage,
lease or otherwise deal with the land, as Fee Owner

2. The estate or interest in the land that is insured by this policy
is:

FEE SIMPLE

3. Title is vested in:

THE NAMED INSURED

4. The land referred to in this policy is described as follows:

See Schedule C.

SCHEDULE C

The land referred to in this policy is described as follows:

-ITEM I:-

All of that certain parcel of land (being portion(s) of the land(s) described in and covered by Royal Patent 4475, Land Commission Award 7713, Apana 46 to V. Kamamalu) situate, lying and being approximately 1,900 feet easterly from Interstate Highway, F.A.P. No. I-H2-1(3), at Waiawa, District of Ewa, Honolulu, City and County of Honolulu, State of Hawaii, being LOT 2-B, being also a portion of Lot 2, and thus bounded and described as per survey dated November 5, 2001, to-wit:

Beginning at a point at the westerly corner of this piece of land, being also the northerly corner of Lot 2-A, on the southeasterly boundary of Lot 4205-B, as shown on Map 652, of Land Court Application No. 1000, and on the boundary between the lands of Waipio and Waiawa, the coordinates of said point of beginning referred to Government Survey Triangulation Station "EWA CHURCH", being 1,213.39 feet north and 2,614.44 feet west, and running by azimuths measured clockwise from true South:

1. 201° 09' 67.48 feet along Lot 4205-B, as shown on Map 652 of Land Court Application 1000, along the lands of Waipio and Waiawa;

Thence along Lot 2-C, on a curve to the right with a radius of 2,072.00 feet, the chord azimuth and distance being:

2. 295° 11' 54" 938.39 feet;
3. 214° 08' 04" 617.98 feet along Lot 2-C;
4. 281° 34' 45" 763.47 feet along Lot 2-C;

SCHEDULE C CONTINUED

5. 270° 00' 448.63 feet along Lot 2-C;
6. 350° 54' 25" 1,250.79 feet along Lot 2-C;
7. 46° 17' 30" 704.46 feet along Lot 2-C;
8. 136° 17' 30" 1,548.25 feet along Lot 2-A;

Thence along Lot 2-A, on a curve to the left with a radius of 2,000.00 feet, the chord azimuth and distance being:

9. 130° 12' 47" 423.57 feet;

Thence along Lot 2-A, on a curve to the left with a radius of 2,074.41 feet, the chord azimuth and distance being:

10. 113° 21' 41" 775.50 feet to the point of beginning and containing an area of 47.036 acres, more or less.

-ITEM II:-

All of that certain parcel of land situate at Waipio, District of Ewa, City and County of Honolulu, State of Hawaii, described as follows:

LOT 16462, area 2.564 acres, more or less, as shown on Map 1057, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii with Land Court Application No. 1000 of John Ii Estate, Limited.

Being land(s) described in Transfer Certificate of Title No. 1,047,298 issued to the TRUSTEES OF THE ESTATE OF BERNICE PAUHI BISHOP, a charitable educational trust, with full powers to sell, mortgage, lease or otherwise deal with the land.

SCHEDULE C CONTINUED

-Note:- Lot 16462 is portion of "Lot 2-B" as shown on the map approved by the Department of Planning and Permitting, City and County of Honolulu, 1999/SUB 248, on December 16, 1999, and together constitute one lot for purposes of use as permitted under the laws, ordinances, rules and regulations of the City and County of Honolulu applicable therein, as set forth by Land Court Order No. 144521, filed January 10, 2010.

BEING THE PREMISES ACQUIRED BY DEED AND AGREEMENT

GRANTOR : WAIAWA RIDGE DEVELOPMENT LLC, a Hawaii limited liability company

GRANTEE : MICAH A. KANE, JANEEN-ANN AHULANI OLDS, LANCE KEAWE WILHELM, JAMES DOUGLAS KEAHOUE, and CORBETT AARON KAMOHAIKIOKALANI KALAMA, as Trustees of the Estate of Bernice Pauahi Bishop, a charitable educational trust, with full powers to sell, mortgage, lease or otherwise deal with the land trust

DATED : August 31, 2012 (the "Effective Date")

FILED : Land Court Document Nos. T-8278445A through T-8278445B

RECORDED : Document No. A-46260713A through A-46260713B

END OF SCHEDULE C

E N D O R S E M E N T N O . 4

Issued by

FIRST AMERICAN TITLE INSURANCE COMPANY

Attached to Policy No. FJ6-000003549
dated August 31, 2012 at 8:01 a.m.

The Company insures against loss or damage sustained by the Insured by reason of the failure of the Land to have a right of access to a public roadway.

This endorsement is issued as part of the policy. Except as it expressly states, it does not (i) modify any of the terms and provisions of the policy, (ii) modify any prior endorsements, (iii) extend the Date of Policy, or (iv) increase the Amount of Insurance. To the extent a provision of the policy or a previous endorsement is inconsistent with an express provision of this endorsement, this endorsement controls. Otherwise, this endorsement is subject to all of the terms and provisions of the policy and of any prior endorsements.

Dated: August 31, 2012 at 8:01 a.m.

By Title Guaranty of Hawaii, Inc.,
its Authorized Agent

TG 509-06 - access (6-06)

**TABLE 21-3
MASTER USE TABLE**

In the event of any conflict between the text of this Chapter and the following table, the text of the Chapter shall control. The following table is not intended to cover the Waikiki Special District; please refer to Table 21-9.6(A).

KEY	Ac	=	Special accessory use subject to standards in Article 5
	Cm	=	Conditional Use Permit-minor subject to standards in Article 5; no public hearing required (see Article 2 for exceptions)
	C	=	Conditional Use Permit-major subject to standards in Article 5; public hearing required
	P	=	Permitted Use
	P/c	=	Permitted use subject to standards in Article 5
	PRU	=	Plan Review Use

ZONING DISTRICTS																					
USES (Note: Certain uses are defined in Article 10.)	P-2	AG-1	AG-2	Country	R-20, R-10	R-7.5, R-5, R-3.5	A-1	A-2	A-3	AMX-1	AMX-2	AMX-3	Resort	B-1	B-2	BMX-3	BMX-4	I-1	I-2	I-3	IMX-1
Schools, vocational, which do not involve the operation of woodwork shops, machine shops or other similar features													P	P	P	P	P				P
Theaters													P	P	P	P	P				P ²
Universities, colleges	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU
TRANSPORTATION AND PARKING																					
Airports	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU	PRU
Automobile service stations														Cm P	P	P	P	P	P		P
Car washing, mechanized														P/c	P/c	P/c	P/c	P/c	P/c		P/c
Commercial parking lots and garages										P/c ¹	P/c ¹	P/c ¹	P	P	P	P	P	P	P		P
Heliports																			P		
Helistops		C	C										C		C	C	C	C	P	P	C
Joint use of parking facilities				Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm
Off-site parking facilities				Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm
Truck terminals																			P	P	
UTILITIES AND COMMUNICATIONS																					
Antennas, broadcasting	Cm	Cm	Cm															C	C	C	C
Antennas, receive-only	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac	Ac
Broadcasting stations													P		P	P	P	P	P	P	P
Utility installations, Type A	P/c	P/c	P/c	P	P	P	P	P/c	P/c	P	P/c	P/c	P/c	P/c	P/c	P/c	P/c	P/c	P/c	P/c	P/c
Utility installations, Type B	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm
Wind machines		Cm Ac	Cm Ac	Cm Ac	Cm	Cm								Cm	Cm			Cm	Cm		Cm
MISCELLANEOUS																					
Historic structures, use of	Cm	Cm	Cm	C	C	C	C	C	C	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm
Joint development	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm	Cm



PEARL CITY NEIGHBORHOOD BOARD NO. 21

C/O NEIGHBORHOOD COMMISSION OFFICE • 530 SO. KING STREET, RM. 406 • HONOLULU, HAWAII 96813
PHONE (808) 768-3710 • FAX (808) 768-3711 • INTERNET: <http://www.honolulu.gov>

Board Officers:

Chair:
Cruz J. Vina Jr.

Vice-Chair:
Larry Veray

Secretary:
Baybee Hufana-Abian

Treasurer:
Miles Murakami

Board Members:
Sol-Ray Duncan
Roger Clement
Blake Yokotake
Myrtle Nyuha
Mitsuko Hayahawa
Kelsey Poaha

Three vacant position

RESOLUTION IN SUPPORT OF SUNEDISON'S PLANNED SOLAR ENERGY FACILITY IN WAIAWA

WHEREAS, increasing local renewable energy production greatly benefits Hawai'i's local economy through direct and indirect investment and local job creation; and

WHEREAS, the Waiawa Solar project will be located on land reclassified or zoned Urban by the State Land Use Commission and the City & County of Honolulu; and

WHEREAS, the Waiawa Solar project will result in reduced energy rates for all of Oahu's ratepayers, saving ratepayers approximately \$145 Million over the 25 year term of the project; and

WHEREAS, the Waiawa Solar project is offering significantly lower power pricing than conventional generation and passing through over \$50 Million in Federal tax incentives to Hawai'i ratepayers should the project be placed in service by December 31, 2016; and

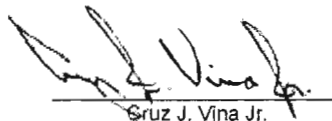
WHEREAS, utility-scale solar energy facilities can generate clean energy with little environmental impacts compared to conventional generation supporting a greener and more sustainable future for Hawai'i; and

WHEREAS, SunEdison has been selected by HECO to develop a 50-megawatt utility-scale solar energy generation facility known as the "Waiawa Solar Project"; now therefore,

BE IT RESOLVED that Pearl City Neighborhood Board No. 21 supports SunEdison's 50 MW Waiawa Solar Project, providing that the project does not preempt any existing agricultural operations, and providing that the solar energy equipment is decommissioned and removed within 12 months of the conclusion of operation and the site is returned to its original condition; and

BE IT FURTHER RESOLVED that copies of this resolution be transmitted to the Governor of the State of Hawaii; area Legislators; the Director of the Department of Business, Economic Development and Tourism; the Mayor of the City & County of Honolulu; all Honolulu City Council members; the City & County of Honolulu Department of Planning and Permitting; SunEdison; Kamehameha Schools; all members of the Pearl City Neighborhood Board No. 21; and all neighborhood board chairs.

Adopted by Pearl City Neighborhood Board No. 21 at its regular meeting of April 22, 2014, by a vote of 9-0-0.



Cruz J. Vina Jr.
Chair
Pearl City Neighborhood Board #21





MILILANI/ WAIPIO/ MELEMANU NEIGHBORHOOD BOARD NO. 25

c/o NEIGHBORHOOD COMMISSION • 530 SOUTH KING STREET ROOM 406 • HONOLULU, HAWAII, 96813
PHONE (808) 768-3710 • FAX (808) 768-3711 • INTERNET: <http://www.honolulu.gov>

**RESOLUTION IN SUPPORT OF SUNEDISON'S PLANNED SOLAR ENERGY
FACILITY IN WAIAWA**

WHEREAS, increasing local renewable energy production greatly benefits Hawai'i's local economy through direct and indirect investment and local job creation; and

WHEREAS, the Waiawa Solar project will be located on land reclassified or zoned Urban by the State Land Use Commission and the City & County of Honolulu; and

WHEREAS, the Waiawa Solar project will result in reduced energy rates for all of Oahu's ratepayers, saving ratepayers approximately \$145 Million over the 25 year term of the project; and

WHEREAS, the Waiawa Solar project is offering significantly lower power pricing than conventional generation and passing through over \$50 Million in Federal tax incentives to Hawai'i ratepayers should the project be placed in service by December 31, 2016; and

WHEREAS, utility-scale solar energy facilities can generate clean energy with little environmental impacts compared to conventional generation supporting a greener and more sustainable future for Hawai'i; and

WHEREAS, SunEdison has been selected by HECO to develop a 50-megawatt utility-scale solar energy generation facility known as the "Waiawa Solar Project"; now therefore,

BE IT RESOLVED that Mililani-Waipio-Melemanu Neighborhood Board No. 25 supports SunEdison's 50 MW Waiawa Solar Project, providing that the project does not preempt any existing agricultural operations, and providing that the solar energy equipment is decommissioned and removed within 12 months of the conclusion of operation and the site is returned to its original condition; and

BE IT FURTHER RESOLVED that copies of this resolution be transmitted to the Governor of the State of Hawaii; area Legislators; the Director of the Department of Business, Economic Development and Tourism; the Mayor of the City & County of Honolulu; all Honolulu City Council members; the City & County of Honolulu Department of Planning and Permitting; SunEdison; Kamehameha Schools; all members of the Mililani Mauka/Launani Valley Neighborhood Board No. 35; and all neighborhood board chairs.

Adopted by Mililani-Waipio-Melemanu Neighborhood Board No. 25 at its regular meeting of March 26, 2014, by a vote of 17-0-1.

Richard G. Poirier, Chair



Oahu's Neighborhood Board system – Established 1973

DEPARTMENT OF PLANNING AND PERMITTING
CITY AND COUNTY OF HONOLULU

650 SOUTH KING STREET, 7TH FLOOR • HONOLULU, HAWAII 96813
PHONE: (808) 768-8000 • FAX: (808) 768-6041
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KIRK CALDWELL
MAYOR



GEORGE I. ATTA, FAICP
DIRECTOR

ARTHUR D. CHALLACOMBE
DEPUTY DIRECTOR

2014/ELOG-461 (EK)

April 29, 2014

Mr. Keith Chang
Kamehameha Schools
567 South King Street
Honolulu, Hawaii 96813

CU-LAD

Dear Mr. Chang:

SUBJECT: Environmental Impact Statement Determination
Waiawa Solar Project
Tax Map Keys 9-4-6: 34-37; 9-6-4: 24-26; and 9-6-5: 1

This is in response to your request, received March 17, 2014, for a determination regarding the requirements of the Environmental Impact Statement (EIS) Law [Hawaii Revised Statutes (HRS) Chapter 343] for a proposed solar farm on portions of the subject parcels. Specifically, you requested the Department of Planning and Permitting (DPP) to make a determination as to whether the project is subject to HRS Chapter 343, and if so, whether a Supplemental EIS will be required. We have determined that the project is not subject to HRS Chapter 343 and, therefore, no environmental documents are required.

On March 6, 1987, the Department of General Planning (now the DPP) accepted an EIS for the Waiawa Development, which was required in advance of a Development Plan amendment and a State Land Use (SLU) Map Amendment (from Agriculture to Urban District). The large-scale proposal involved the development of 7,900 residential units, 115 acres of retail, commercial, and industrial uses, two golf courses, an elementary school, and a public park. The anticipated population of the area was 18,873 people. The SLU map was amended and a zone change was granted for the area.

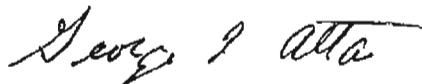
The Waiawa Development has yet to be initiated, and there is no date-certain for its initiation. For this reason, Kamehameha Schools is planning to allow SunEdison to develop a 300-acre portion of the subject parcels with a utility installation Type B (solar farm) for approximately 25 years. The question for which you are seeking clarity is whether the Waiawa Development EIS applies to the proposed use of the land as a solar farm since this is the first proposed development after the map amendments and zone changes were approved for the area. We have determined that the proposed utility installation does not constitute a change to the original proposal; it is a new proposal, unrelated to the original Waiawa Development plan. As such, the HRS Chapter 343 requirements for the solar farm project are independent of the previous EIS for development of the site. A utility installation for a solar farm on private land

Mr. Keith Chang
April 29, 2014
Page 2

does not trigger HRS Chapter 343 whether it is in the SLU Agriculture or Urban Districts. Even if the SLU map amendments and zone changes had never occurred, a solar farm would not have triggered HRS Chapter 343. Furthermore, utility installations are allowed in both the SLU Agriculture and Urban Districts, and in all zoning districts. Therefore, the use can be pursued whether or not the map amendments and zone changes had occurred. Furthermore, an interim use of the land that does not involve any irreversible development (like roadway and infrastructure improvements) does not constitute a change to the large-scale development project reviewed under the EIS.

In conclusion, the proposed utility installation is totally separate from the Waiawa Development plan. It is designed to generate electricity for the region, not for the future Waiawa Development, and we understand its proposed "lifespan" is only 25 years. Therefore, the project is not subject to the requirements of HRS Chapter 343, nor is a Supplemental EIS required. Please contact Elizabeth Krueger of our Land Use Approval Branch at 768-8017 if you have any questions.

Very truly yours,



George I. Atta, FAICP
Director

GIA:nw

JOHN WAIHEE
GOVERNOR OF HAWAII



JOHN C. LEWIN, M.D.
DIRECTOR OF HEALTH

STATE OF HAWAII
DEPARTMENT OF HEALTH

P. O. BOX 3378
HONOLULU, HAWAII 96801

In reply, please refer to:
EMD / SDWB

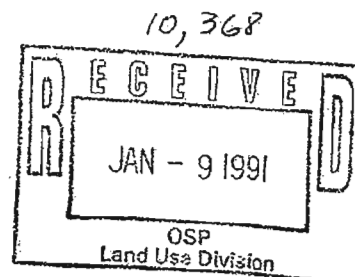
January 2, 1991

MEMORANDUM

TO: The Honorable Harold Masumoto
Director, Office of State Planning *Harold*

FROM: Director, Department of Health

SUBJECT: Docket No. A87-610
Tom Gentry and Gentry-Pacific, Ltd.
Waiawa Ridge Development Project



Transmitted herewith is our revised report (two copies) on the delineation of the hydrologic zone of contribution for the U.S. Navy Waiawa Shaft and a second copy of the map of the Central Oahu/Pearl Harbor area showing the following:

1. Location of the U.S. Navy Waiawa Shaft.
2. Boundaries of the surface area equivalent to a 22 MGD (million gallons per day) recharge for the operation of the Waiawa Shaft. The 22 MGD is based on a 20 MGD pumpage from the source with a 10 per cent tolerance of 2 MGD to account for any margin of error that might be inherent from the recharge study. Although the State Commission on Water Resources has given the U.S. Navy a preserved use of 18 MGD for Waiawa Shaft, the U.S. Navy may need to pump additional water from the shaft during emergencies or for such increased demand as the berthing of the battleship, U.S.S. Missouri at Pearl Harbor.

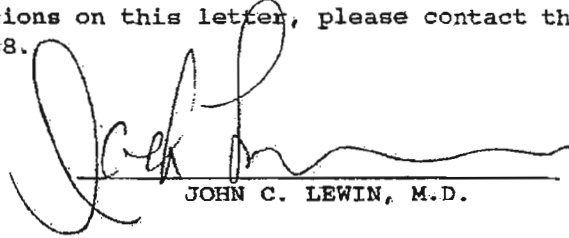
We recommend that any future potential development within the recharge area be subject to careful review and approval to ensure that groundwater supplies are not adversely impacted. We also forward for your information the following letters:

1. A letter dated December 17, 1990 from the Commanding Officer, U.S. Navy Public Works Center, concurring with our recommendations on the recharge area for Waiawa Shaft.

The Honorable Harold Masumoto
Page 2
January 2, 1991

2. A letter dated December 27, 1989 with our comments to the U.S. Navy on the draft final report on the "Assessment of the Potential for Groundwater Contamination Due to Proposed Urban Development in the Vicinity of the Navy's Waiawa Shaft, Pearl Harbor, Hawaii." (The final report dated March 1990 has been published by the Water Resources Research Center, University of Hawaii at Manoa.

Should you have any questions on this letter, please contact the Safe Drinking Water Branch at 543-8258.



JOHN C. LEWIN, M.D.

Attachments

cc: Commanding Officer,
U.S. Public Works Center



DEPARTMENT OF THE NAVY
COMMANDER
NAVAL BASE PEARL HARBOR
BOX 110
PEARL HARBOR, HAWAII 96860-5020

DEC 21 1990

RECEIVED
SAFE DRINKING WATER BRANCH
JAN 2 1991

IN REPLY REFER TO:

5090

Ser 00F(1141)/4203

17 DEC 1990

Bruce Anderson, Ph.D.
Deputy Director for Environmental
Programs
State of Hawaii
Department of Health
Five Waterfront Plaza
500 Ala Moana Blvd.
Honolulu, HI 96813

Dear Dr. Anderson:

We recently received a copy of the State Department of Health Report to the Office of State Planning on the Delineation of the Hydrologic Zone of Contribution for the U.S. Navy Waiawa Shaft dated September 1990.

We reviewed the report and concur with the study's methodology and the zone of contribution for Waiawa Shaft. The Navy strongly recommends that no development be permitted within this zone of contribution.

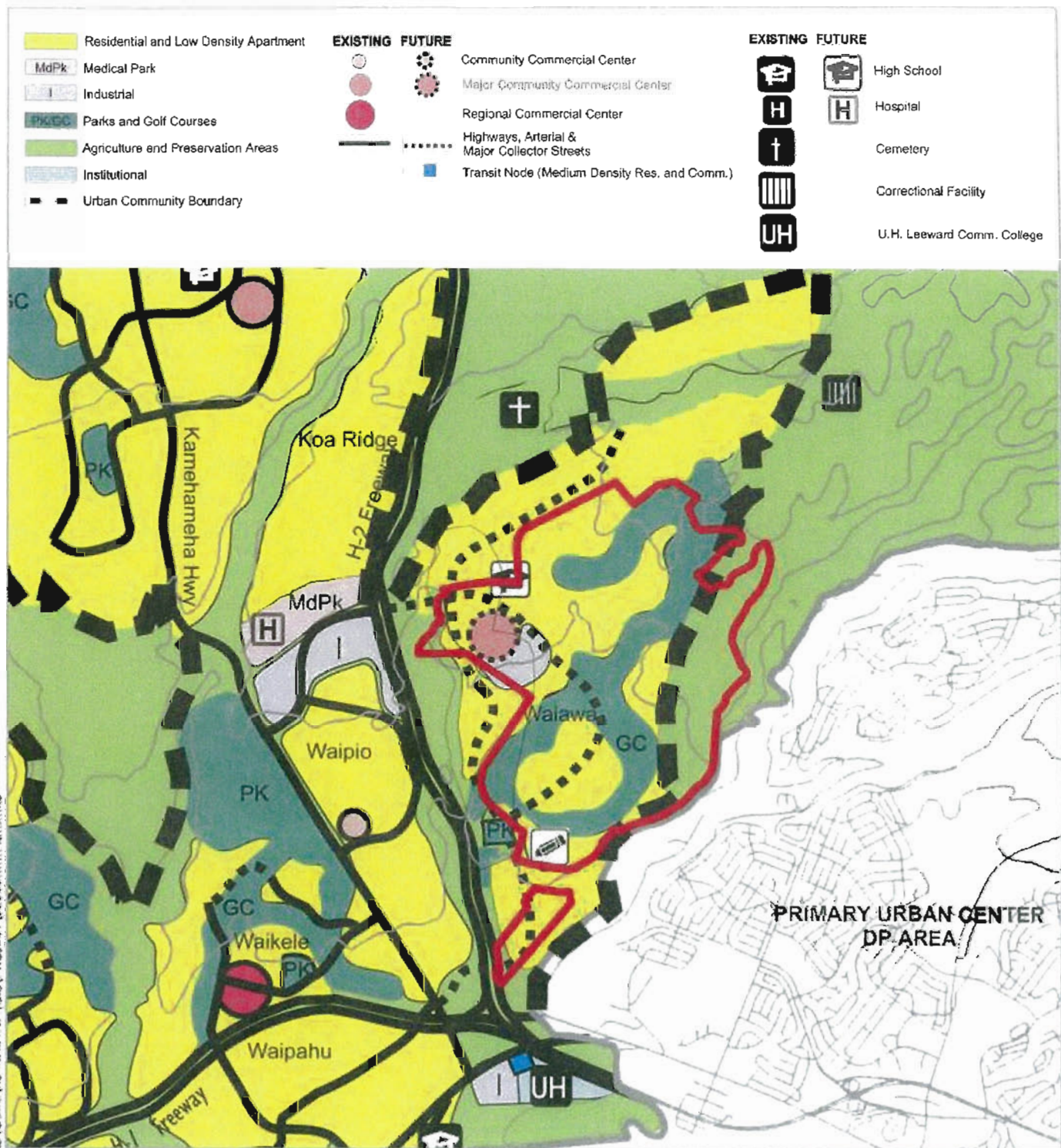
The Navy appreciates your Department's continued support in ensuring a safe and protected groundwater source at Waiawa Shaft. As you are well aware, the Navy's Waiawa Shaft is the primary potable water source which serves the entire Pearl Harbor Complex, Hickam Air Force Base and other military installations. We cannot afford to contaminate this valuable water resource.

We will continue to work closely with your staff on this matter.

Sincerely,

D. J. NASH
Captain, CEC, U.S. Navy
Base Civil Engineer
By direction of
the Commander

Copy to:
Office of State Planning
State Capitol Building
Honolulu, HI 96813




Learning About Solar Power
Student Guide
Grades 6-8

Photovoltaic Energy Systems:
Hands-on Exploration of Energy Conversion and Conservation
Solar Energy Student Guide - Grades 6-8 - Best for Science Classes

The questions...do you know the answers? If not, you will!

- Do you know the difference between a renewable and non-renewable energy resource, and why this difference matters?
- Have you ever seen a solar panel on top of a house or building and wondered how it works?
- Do you know how to generate and convert energy yourself, using solar cells?

Background:




You have probably heard a lot of talk lately about energy – the rising price of fuel, shortages in oil supply, and some of the impacts this is having locally and globally. In your own home, a parent may encourage you regularly to turn off the lights or the TV so you're not wasting electricity and the utility bill isn't too high. Perhaps you have also heard about the connection between energy generation and the health of our environment - and about the important issue of climate change.

Energy is at the center of everything we do today. Fossil fuels such as coal, oil and natural gas currently supply the fuel to run our motor vehicles and most of the electricity we depend on to power our country's homes and buildings. However, there are increasing concerns about the negative environmental and public health consequences of digging up and burning fossil fuels to supply our energy needs. Scientists, businesses and others across the world have been exploring renewable energy sources that could provide cleaner, more widely available, local alternatives, and there are a growing number of renewable energy applications in place today.

One renewable energy solution involves using electricity from the sun, in the form of photovoltaic (PV) technology. The following activities will help you better understand PV technology in a hands-on way. Perhaps you will be part of the solution someday, as a scientist, engineer, building system designer, architect, or policymaker.

About solar energy:



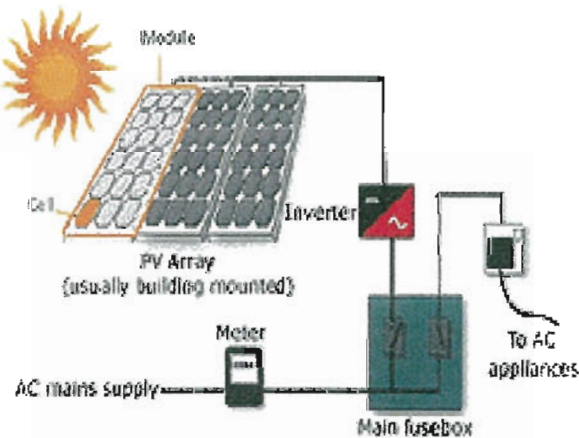
Solar energy from the ancient past is stored in fossil fuels, such as coal and petroleum. These sources of energy take very long periods of time to form – *millions of years* – and once depleted are nonrenewable within our lifetime. In other words, when we use a gallon of oil or a ton of coal it's gone forever. However, many of the Earth's energy

resources are available on a continual basis. These include solar, wind, water, and geothermal energy (energy using heat from inside the earth). Other energy sources can be replenished over relatively short periods of time. These include wood and other biomass ("bio" means "life" or "living," so biomass energy is energy from living sources such as corn or switch grass). All of these are considered renewable because their source of energy is replaced as soon as we use it, or not long after.

Solar power is a synonym of solar energy and refers specifically to the *conversion of sunlight into electricity*. Solar energy technologies take advantage of the sun's power as an energy resource for homes and buildings, and more applications are being researched.

Solar cells or photovoltaic (PV) cells convert solar energy into electricity using the photovoltaic, or "*light energy*," effect. When light strikes the cell, electrons are dislodged and travel along wires placed within the cell. This flow of electrons is electricity. The PV cell is the building block of solar modules that can be linked together in photovoltaic arrays to supply enough electricity to power whatever load is attached, such as a motor, light, or home appliance.

Major parts of a PV energy system include:



1. Sun – energy source
2. Photovoltaic Modules (series of connected PV cells) — these convert sunlight directly into electric current. Like batteries, the current they produce is direct current, or DC.
3. Inverter — the inverter changes the DC electricity produced by the modules into alternating current, or AC, electricity for use in a home or building.
4. Transformer (not pictured) — the transformer changes the voltage of the electricity coming from the inverter to match the voltage of electricity that is used in the building.
5. Electrical Distribution Panel (see Main Fusebox) — the electrical energy produced by the solar electric system is connected with the home or building's electric system at the distribution panel. This allows solar energy to be used for lighting, computers, and other electric loads.
6. Electric meter — the electric meter keeps track of the amount of electrical energy produced by the solar photovoltaic system. Electrical energy is measured in *kilowatt-hours*. If more electricity is produced than is needed by the home or building, and the system is connected to the grid, then the electricity can be sold back to the electric utility!

Activity 1: Create a physical representation of a photovoltaic energy system

Your task will be to take what you have learned about a PV energy system and its major parts and create, together with a team, a physical representation of one of these systems. You will then share your model with the class and explain the role that each component plays within the system.

Directions:

1. Review the major parts of a photovoltaic system above.
2. Your teacher will break the class into groups.
3. Work together for 15-20 minutes to create a physical representation of how a PV energy system works. Depending on the materials available to you, this could be done as a physical role play with props, a drawing or computer graphics representation, or 3-D model that you construct.
4. Take turns presenting your system to your class, giving an opportunity for everyone on your team to participate.

Materials that could be used to create a diagram of a photovoltaic energy system:

Your teacher will provide some or all of the materials below.

- Writing surface such as poster board, white board
- Writing utensils such as markers for paper and/or white board
- Colored paper for any cut-outs for diagram
- Scissors and glue sticks
- Computer with graphics-capable software
- Cardboard paper / boxes
- String or other electrical wire representation

Activity 2: Build a photovoltaic energy system and see the science in action

You will have the opportunity to assemble your own PV energy system and power a small energy load, such as a fan or music unit. You will then test your device in the sunshine under several different conditions. Questions for your scientific investigation are listed below.

Materials

- Photovoltaic cells (PV cells)
- Propellers
- Data sheets
- Motors

Method

1. Attach propeller to motor. Some kits contain additional items that may be attached to and powered by the motor.
2. Attach red wire from motor to red wire on PV cell.
3. Attach black wire from motor to black wire on PV cell.
4. Place solar energy system in sunlight.

Questions for your scientific investigation:

1. What happens when the solar panel is turned over away from the light?
2. Observe the rotation of the propeller blades. Which way are they turning?
3. What happens to the propeller when the wires are attached red to black?
4. Does the angle of the cell in relation to the sun make a difference in how fast the propeller turns?
5. What would happen if several cells were hooked together?

Sources for more information:

About photovoltaic energy systems:

- www.fsec.ucf.edu/en/consumer/solar_electricity/basics/types_of_pv.htm
- www.fsec.ucf.edu/en/consumer/solar_electricity/basics/how_pv_system_works.htm
- www.wattsonschoools.com/systems.htm
- www.cogeneration.net/illust_pv_blockdiagram.gif
- <http://gsanara.rem-systems.com/>

General background:

- Solar: <http://www.eia.doe.gov/kids/energyfacts/sources/renewable/solar.html>
- Solar cells: http://www1.eere.energy.gov/solar/solar_cell_materials.html
- Photovoltaics: http://www1.eere.energy.gov/solar/pv_basics.html
- Ancient solar history:
<http://www.azsolarcenter.com/education/renewable011199.html>

City Tour for Solar Partners:



Learning About Solar Power
Teacher Guide
Grades 9-12

Photovoltaic Solar Energy:
Exploring the Science and its Potential as a Renewable Energy Resource

Solar Energy Teacher Guide - Grades 9-12 - Best for Earth and Physical Science Classes

Background:

Energy costs and supplies affect every aspect of our lives. Your students feel the impacts of the rising costs of gasoline, but food, consumer goods, and housing costs are also increasing due to the importance of oil in the United States economy.

In addition, there has been an increasing amount of public dialogue about the connection between fossil fuel-generated energy sources and our local and global environment, especially related to carbon emissions and climate change. Your students may not understand the difference between energy related to electricity (which serves buildings and mechanical and digital needs) and energy that supports transportation, power our motor vehicles. Your students may be feeling the effects of these issues in their daily lives and be confused about how we got to this point. They may be interested to know how science is playing a role in harnessing renewable energy resources to address some of the issues.

The activities below will help your students better understand one of the renewable energy technologies, photovoltaic (PV) technology, in a hands-on way. This lesson plan will encourage them to grapple with some of the challenges of solar technology and explore the opportunities together with their peers.

Definitions of renewable energy, solar power, PV cells, and a breakdown of a photovoltaic energy system's major components are provided in the parallel student guide.

Objectives: *Students will:*

- Learn about the concept of renewable and non-renewable energy resources
- Explore solar energy as one renewable energy resource with emphasis on photovoltaic technology and electricity generation
- Understand the science behind photovoltaic technology and how it generally works in a system
- Build their own photovoltaic energy system and perform a scientific investigation to understand what conditions influence the electrical output of solar cells
- Learn how solar energy fits into today's U.S. electricity supply and how energy supply influences their daily lives – discuss advantages, drawbacks, challenges, and opportunities of the technology

Curriculum addressed:

- Energy in the earth system
- Renewable and non-renewable energy resources
- Scientific investigation
- Science and technology – in local, national and global challenges
- Personal and social perspectives around natural resources

Activities in brief: *Each of the following activities is scalable based on the time you have to cover this topic; however, a minimum of one 1-hour class is recommended for each activity, with a total of 4 hours being optimal – in particular, to allow a thorough scientific investigation (Activity 1).*

1. **Activity 1: Scientific investigation of conditions that influence PV cell performance**
2. **Activity 2: Our Energy Sources - Cooperative online research and group presentations**
3. **Additional Activities: Activity alternatives and lesson extensions**

1. Activity 1: Scientific investigation of conditions that influence PV cell performance

Scientific investigation of PV cells to explore how various conditions impact electrical output. This activity was developed by the National Energy Education Development program, and all procedural worksheets can be found at www.NEED.org.

Timeframe: To enable all students to conduct an experiment on all conditions below could take 2-3 1-hour class periods. Alternatively, you could divide up the scientific investigations and assign them to individual groups. Each group would then report out on their initial hypothesis, materials used, procedure, and respective findings.

Directions:

Worksheets and complete teacher and student guidance for this activity can be found at www.need.org:

- Student guide: www.need.org/needpdf/PhotovoltaicsStudent.pdf.
- Teacher guide: www.need.org/needpdf/PhotovoltaicsTeacher.pdf

Students conduct trials to address – Additional trials can be found in the NEED Teacher Guide:

- How does the angle of a PV panel to a light source affect the electrical output?
- How does the distance from a light source affect the electrical output of a PV cell?
- How does placing part of a PV cell in shadow affect its electrical output?
- How does the color of the light affect the electrical output of a PV cell?
- How does concentrating the light from a light source affect the electrical output of a PV cell?
- How does air temperature affect the electrical output of a PV cell?

Materials needed to conduct the trials above:

- | | |
|----------------|---|
| ▪ PV panel | ▪ Piece of dark cardboard or construction paper |
| ▪ Multimeter | ▪ Color filters |
| ▪ Light source | ▪ Magnifying lens |
| ▪ Protractor | ▪ Thermometer |
| ▪ Lamp | ▪ Light source and hair dryer |
| ▪ Tape Measure | ▪ Alligator connectors |

Materials costs and a few suppliers:

- Solar education kits containing all materials for Activity 1: \$350 for an entire classroom kit from www.NEED.org
- Other solar kits ranging from \$8 - \$25 each can be purchased directly from:
 - Electronics Express: www.elexp.com or 1-800-972-2225
 - NADA Scientific: www.nadascientific.com or 1-800-799-6232

2. Activity 2: Cooperative online research of energy sources and group presentation of findings

Examine all US electricity sources and learn how renewable energy, and solar energy in particular, fit into this context. To help your students develop a personal and social perspective on solar energy, invite them to build a figurative picture together of: the U.S. electricity supply and solar energy's part in it; the challenges and opportunities of PV technology; and the implications for the future.

Timeframe and materials: If students have ample access to computers and the Internet, this can be completed in one 1-hour class. If you do not have access to enough computers in your school for this exercise, this research can be done as overnight homework individually or in groups. Assigning the research as homework could also allow students time to prepare an actual presentation, complete with charts and other visual illustrations, as appropriate to the question.


Process:

- Break students into small groups to conduct 15-20 minutes of online research on the following 5 questions. Additional questions are provided below, if necessary. Assign 1 question below to each group, dividing the questions up to address all 5. If there are more or alternative questions your class would like to investigate about solar energy, please use them!
- Have students annotate their findings, including the source and year of any numbers (as applicable). Encourage use of government and other 3rd party data, when available.

- Have each group present its findings to the class in 2-3 minutes, in the order that they've been asked below.

The questions: *Sample answers provided below are not intended to be exhaustive.*

1. What is the percentage breakdown of fuels supplying the United States' current electricity needs? How much is coming in total from fossil fuel sources? Nuclear? Renewable resources? Solar specifically?
 - Be sure the students look at electricity and not energy generally
 - Answers will vary depending on how current the data is
 - EIA is a good source for some of this information
 - Students may find it difficult to locate the solar numbers, as it is less than 2.4% of the nation's electric supply. Photovoltaic power currently supplies 190 MW of electricity to a global electricity supply of 1,090 GW – roughly 0.017%.
2. Why does the US burn fossil fuels to meet the majority of its electricity needs? What do we know today about the effects of burning fossil fuels that wasn't known when they first emerged on the scene in the late 1800's?
 - Fossil fuels, including coal, oil and natural gas were initially found in ample supply (with coal still being plentiful) and led to the formation of energy-dependent systems and infrastructures. They were responsible in part for the Industrial Revolution. Renewable energy sources, widely used prior to the proliferation of cheap fossil fuels, have received renewed interest only very recently.
 - Though not known at the time, it is now understood that burning fossil fuels contributes to smog, pollution, asthma, particulate matter in the air, and greenhouse gas emissions including carbon dioxide, a key contributor to climate change.
 - Many experts predict that the world has already reached peak oil, or will very soon, a signal that oil is not as plentiful as originally speculated
3. What are the benefits and limitations of using solar power to provide electricity for our country?
 - Benefits include: grid independence, less pollution, fewer greenhouse gas emissions help address climate change, free electricity once system is paid for and, in some cases, opportunity to sell back to the grid
 - Limitations include: need for constant sun – climate/weather dependent, inability to properly store solar energy when sun is not shining, requires a complementary power system for these situations, large spaces required to install, upfront cost is prohibitive for most homeowners (more beneficial for commercial applications)
4. In what types of applications is PV energy being used today? How are solar manufacturers and service providers working to overcome some of the challenges such as the cost of PV panels, space limitations and energy conversion rate?
 - Application: Photovoltaic solar systems may be installed on the ground or on rooftops. Many buildings, including schools, stadiums, retail stores, and houses, can install solar panels on their rooftops to generate electricity. Systems installed on the ground include large arrays with many panels, and also the small panels that run traffic lights and emergency call systems along the highway.
 - Cost of PV Panels: Solar power is like any other consumer good, responding to supply and demand. As demand increases so will manufacturing capacity – which will drive down the cost of each unit of solar PV material. Solar companies are experimenting with different materials, like silicon and cadmium, and different forms for solar collection surfaces. Your students may be familiar with rectangular glass solar panels, but solar collection systems are also available in flexible plastic sheets that follow curved surfaces. Soon, solar PV materials may be sprayed on surfaces, such as exterior walls, boat and truck bodies. These applications will enable solar electricity to support more of our everyday needs, helping us move toward a sustainable energy economy more quickly.
 - Space Limitations: Solar PV materials only generate power when the sun shines, of course. Remote PV systems use this power to charge batteries for use during the night. More



commonly and importantly, solar installations from ground-mount, commercial and residential rooftops should be connected to the overall electricity grid through a system known as “standard grid interconnection.” This allows solar installations to contribute electricity to the utility grid during the hottest, most intensive energy demand periods of the day. Solar contributions can take the burden off the utility to generate or buy very expensive “peak” power to meet the extra demands of air conditioning and manufacturing during daytime periods of high electricity demand. Your home or business gets credit for contributing solar power during the day, and is allowed to draw power back from the grid at night to meet your needs. The process is seamless.

- **Conversion Rate:** Each type of solar PV medium converts sunlight to DC current at different rates. Cool, bright environments such as southern Colorado or California allow the best conversion – up to 17 percent of the solar power hitting PV surfaces is converted to DC electricity in these environments. Shade, fog, snow or overcast conditions reduce solar conversion rates, but there is some conversion even in ambient light or through a light covering of snow. Scientists are working to increase the amount of sunlight that is converted to electricity current.
5. What is the connection between PV electricity and energy efficiency in a home or building setting? Why is this important? What does this imply needs to be done in addition to advancing the technology of solar cells?
- Use less electricity in our homes and buildings – install energy-efficient appliances, computers, etc.
 - Increase fuel efficiency of cars and other motor vehicles. Drive less, use more public transportation.
 - Build communities that incorporate housing and work locations in one place so less commuting is required.
 - Advance additional forms of renewable energy such as wind, biomass, and more. Consider combining various forms of renewable energy to help address each source’s limitations.

Additional questions to consider:

- In what parts of the United States do we see the most potential for solar energy? How much of the United States’ electrical supply do experts think it could provide?
- What common and plentiful natural resource is used to build silicon-based solar cells? What other high-conducting combination of materials is being seriously explored for the creation of PV? What are the benefits and drawbacks being discussed for each?
- What electricity sources were used before coal came on the scene? Why isn’t the United States using more of these resources today?
- In addition to solar electricity, what are some of the realistic ways we can limit our use of fossil fuels and reduce our dependence on them?

3. Additional Activities: Activity alternatives and lesson extensions

- Take a field trip to a building in your city that uses PV panels for some or all of its electricity. Have the facility manager talk about the system.
- Invite a PV sales representative to give a ‘sales pitch’ to the class. Afterward, ask your students if they would be willing to purchase the product based on what they heard and to defend their perspective.
- Break students into groups of 3-4 and facilitate a role play between a building owner and a solar sales representative. Have the class vote on who would buy the solar panels and who would not. Defend their answers.
- Have students survey adult attitudes in their community, individually or in groups, in order to raise student and public awareness about the use of renewable energy for the generation of electricity. Collate survey, interpret results, and present findings to class. See http://www.energyforkeeps.org/book_chapters/ch5_activity.pdf

- Explore solar energy in the news – Have students search online newspaper articles and take notes on how the science of solar power is represented. How is the technology's potential characterized with regard to providing more electricity for our country? With regard to helping to address climate change?
- Have students build model solar energy cars as an in-class project or as part of a national competition. Kits may be found through:
 - National Renewable Energy Laboratory's Junior Solar Sprint where prices range from \$30 - \$60: <http://www.nrel.gov/education/kits.html>
 - Sun Wind Solar at a price of \$22 per kit, or \$172 for 10: http://www.sunwindsolar.com/a_scripts/n_kits_sunny_sideup10.php

Resources:

Solar energy and renewable energy curriculum:

- www.need.org/needpdf/PhotovoltaicsTeacher.pdf
- www.cedarcreekinstitute.org/curriculum-pcci.htm
- www.school.discoveryeducation.com/lessonplans/programs/energyefficiency/
- www.energyforkeeps.org/teachers.html (Book: *Energy for Keeps* from the Energy Education Group)
- www.wattsonschoools.com/activities.htm
- www.fsec.ucf.edu/en/education/k-2/curricula/use/documents/USE_26_TriangleGame.pdf (to teach solar energy terminology)
- www.ase.org/uploaded_files/educatorlessonplans/fossil.pdf (formation of fossil fuels)

Solar information:

- For kids: www.eia.doe.gov/kids/energyfacts/sources/renewable/solar.html
- How a solar rooftop works graphic: <http://gsanara.rem-systems.com/>
- State-level PV applications and policy information: <http://www.findsolar.com/index.php?page=faq>
- kWh calculator with various conversion equivalents: www.wattsonschoools.com/calculator.htm

Solar energy science projects and science fairs:

- Solar science projects: <http://jc-solarhomes.com/projects.htm>
- SMARTT Challenge - <http://www.evchallenge.org/>
- Discovery's "Young Scientist Competition" <http://youngscientist.discoveryeducation.com/>

City Tour for Solar Partners:



BENJAMIN J. CAYETANO
GOVERNOR OF HAWAII



STATE OF HAWAII
DEPARTMENT OF LAND AND NATURAL RESOURCES
DIVISION OF FORESTRY AND WILDLIFE
1151 PUNCHBOWL STREET, ROOM 325
HONOLULU, HAWAII 96813

xc: PTL

TIMOTHY E. JOHNS
CHAIRPERSON
BOARD OF LAND AND NATURAL RESOURCES

JANET E. KAWELO
DEPUTY DIRECTOR

LINNEL T. NISHIOKA
DEPUTY DIRECTOR FOR
THE COMMISSION ON WATER
RESOURCE MANAGEMENT

AQUATIC RESOURCES
BOATING AND OCEAN RECREATION
COMMISSION ON WATER RESOURCES
MANAGEMENT
CONSERVATION AND RESOURCES
ENFORCEMENT
CONVEYANCES
FORESTRY AND WILDLIFE
KAHOOLAWE ISLAND RESERVE
COMMISSION
HISTORIC PRESERVATION
LAND
STATE PARKS

June 21, 2000

RECEIVED
JUN 23 2000

Tosh Hosoda
Senior Vice President
Gentry Homes, Ltd.
P.O. Box 295
Honolulu, HI 96809

SUBJECT: Public Access to Conservation District Lands at Waiawa, Oahu

Dear Mr. Hosoda:

As a follow-up to our meeting in May, 1999, and our recent telephone conversation, I am writing to confirm that there are no public hiking trails or hunting areas that presently require Gentry or the landowner, Kamehameha Schools, to provide public access across its Waiawa lands (TMK 1-9-6-004-004 and 1-9-6-005-003). Currently, the only feasible means of accessing the Conservation District lands is via the Waiawa Correctional Facility. In the future, the provision of public access to these lands should be reviewed as the mauka roadways within the Waiawa development are completed. Please feel free to contact me if you have any questions.

Mahalo,

A handwritten signature in black ink, appearing to read "Aaron J. Lowe".

Aaron J. Lowe
Trails and Access Specialist

BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Petition of

**TOM GENTRY AND GENTRY-PACIFIC,
LTD**

To Amend the Agricultural Land Use District
Boundary into the Urban Land Use District for
Approximately 1.395 Acres at Waiawa, Ewa,
Oahu, State of Hawaii, Tax Map Key Nos." 9-
4-06: Portion of 26; 9-6-04: Portion of 1 and
Portion of 16; and 9-6-05: Portion of 1, Portion
of 7 and Portion of 14

DOCKET NO. A87-610

CERTIFICATE OF SERVICE

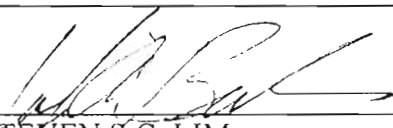
CERTIFICATE OF SERVICE

I hereby certify that due service of a copy of the within document was made by
depositing the same with the U. S. Mail, postage prepaid, or by hand delivery, on May 13, 2014,
addressed to:

HAND DELIVERY	LEO R. ASUNCION, JR., Acting Director Office of Planning State Office Tower, 6th Floor 235 South Beretania Street Honolulu, HI 96813
HAND DELIVERY	DAVID M. LOUIE, Esq. BRYAN YEE, Esq. Deputy Attorney General Commerce and Economic Development Department of the Attorney General 425 Queen Street Honolulu, Hawaii 96813
HAND DELIVERY	GEORGE I. ATTA, Director Department of Planning and Permitting City & County of Honolulu 650 South King Street, 7th Floor Honolulu, HI 96813

HAND DELIVERY	DONNA Y.L. LEONG, Esq. Corporation Counsel Department of the Corporation Counsel Honolulu Hale 530 South King Street, Room 110 Honolulu, HI 96813
CERTIFIED MAIL, RETURN RECEIPT REQUESTED	GENTRY-PACIFIC, LTD. VICTORIA SLOVAK 733 BISHOP STREET, SUITE 1400 HONOLULU, Hawaii 96813 UNITED STATES
CERTIFIED MAIL, RETURN RECEIPT REQUESTED	STATE OF HAWAII, DEPARTMENT OF TRANSPORTATION AliiAIMoku Building 869 Punchbowl Street Honolulu, HI 96813
CERTIFIED MAIL, RETURN RECEIPT REQUESTED	STATE OF HAWAII, BOARD OF LAND AND NATURAL RESOURCES 1151 Punchbowl Street, Room 220 Honolulu, HI 96813
CERTIFIED MAIL, RETURN RECEIPT REQUESTED	BOARD OF WATER SUPPLY City & County of Honolulu 630 S. Beretania Street, Honolulu, HI 96843
CERTIFIED MAIL, RETURN RECEIPT REQUESTED	AGRIBUSINESS DEVELOPMENT CORPORATION State Office Tower 235 S. Beretania Street, Room 205 Honolulu, HI 96813
CERTIFIED MAIL, RETURN RECEIPT REQUESTED	U.S. SECRETARY OF THE ARMY Attn: JOHN MCHUGH 1500 Army Pentagon Washington, D.C. 20310-1500
CERTIFIED MAIL, RETURN RECEIPT REQUESTED	DEPARTMENT OF THE NAVY 1200 Navy Pentagon Washington, D.C. 20350-1200
CERTIFIED MAIL, RETURN RECEIPT REQUESTED	UNITED STATES OF AMERICA U.S. DEPARTMENT OF JUSTICE 950 Pennsylvania Avenue, NW Washington, DC 20530-0001
CERTIFIED MAIL, RETURN RECEIPT REQUESTED	GENTRY INVESTMENT PROPERTIES Attn: NORMAN GENTRY 733 Bishop Street, Suite 1400 Honolulu, HI 96813
CERTIFIED MAIL, RETURN RECEIPT REQUESTED	DOROTHY Y. YOSHIMURA TRUST YOSHIMASA I. YOSHIMURA TRUST 94-306 Kahualena Street Waipahu, HI 96797

CERTIFIED MAIL. RETURN RECEIPT REQUESTED	HAWAIIAN ELECTRIC COMPANY, INC. Attn: SUSAN A. LI 900 Richards Street, Room 404 Honolulu, HI 96813
CERTIFIED MAIL. RETURN RECEIPT REQUESTED	HAWAIIAN TELCOM, INC. Attn: GWEN MASSIAH Legal Department 1177 Bishop Street Honolulu, HI 96813
CERTIFIED MAIL. RETURN RECEIPT REQUESTED	AT&T CORP. Attn: THE CORPORATION COMPANY, INC. 1136 Union Mall, Suite 301 Honolulu, HI 96813
CERTIFIED MAIL. RETURN RECEIPT REQUESTED	KLC HOLDING CORP. Attn: KAA NAPALI LAND, LLC 1100 Alakea Street, Suite 2100 Honolulu, HI 96813


STEVEN S.C. LIM

JENNIFER A. BENCK

Attorney for Successor Petitioner

KAMEHAMEHA SCHOOLS

Dated: Honolulu, Hawaii, May 13, 2014