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DEPT OF PLANNING
AND PERMITTING
CITY & COUNTY OF HONOLULU

BEFORE THE PLANNING COMMISSION
OF THE CITY AND COUNTY OF HONOLULU
STATE OF HAWAII

In the Matter of the Application of
KAWAILOA SOLAR, LLC

FILE NO. 2014/SUP-6(RY)

For a New Special Use Permit to Allow
Development of a 50-megawatt
photovoltaic (PV) Energy Generation
Facility and Accessory Uses and
Structures on Lands Rated Class A, B and
C by the Land Study Bureau, Ashley
Road, Kawaiiloa Ahupua'a, Wailua District,
Oahu, Hawai'i, Portions of Tax Map Key
Nos.: (1) 6-1-005:001 and (1) 6-1-006:001,
Part of Kamehameha School's Kawaiiloa
Plantation

APPLICANT'S FIRST SUPPLEMENTAL
LIST OF EXHIBITS; EXHIBIT "12";
CERTIFICATE OF SERVICE

APPLICANT'S FIRST SUPPLEMENTAL LIST OF EXHIBITS

Applicant KAWAILOA SOLAR, LLC ("Kawaiiloa Solar" or "Applicant"), by and through its attorneys Ashford & Wriston, LLLP, hereby submits its First Supplemental List of Exhibits; Exhibit "12", in support of the State Special Use Permit modification prepared and submitted and to be heard by the Planning Commission of the City and

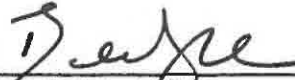
County of Honolulu on June 21, 2017. Exhibit "12" contains corrected page 3 and Exhibit "C" of the Application for Modification of Special Use Permit Materials, dated May 5, 2017, previously submitted as Applicant's Exhibit "5". Hereinafter, Exhibit "12" supersedes Exhibit "5".

These exhibits may be used in support of Applicant's request to modify the existing State Special Use Permit. Applicant reserves all rights to identify additional exhibits, and hereby incorporates all previous submittals and filings in this matter.

LIST OF EXHIBITS

Exhibit No.	DESCRIPTION
1	Resume of Aarty Joshi
2	NRG Energy Financial Summary
3	Resume of Wren Wescoatt
4	Resume of Jeff Overton
5	Application for Modification of Special Use Permit Materials, dated May 5, 2017
6	Information Addendum to Application for Modification of Special Use Permit Materials, dated May 10, 2017
7	Aerial Map
8	Overall Site Plan
9	Project Plan Overlay
10	Letter from Kualoa Ranch, dated June 16, 2017
11	Letter from NRG Energy, dated June 16, 2017
12	Corrected Application for Modification of Special Use Permit Materials, dated May 5, 2017

DATED: Honolulu, Hawaii, June 20, 2017.



BENJAMIN A. KUDO
SARAH M. SIMMONS
Attorneys for Applicant
KAWAILOA SOLAR, LLC

May 5, 2017

*Ms. Kathy Sokugawa, Acting Director
Department of Planning and Permitting
City and County of Honolulu
650 S. King Street, 7th Floor
Honolulu, HI 96813*

Re: Modification of Kawaioloa Solar Project (2014/SUP-6; SP15-406)

Dear Acting Director Sokugawa:

On behalf of Kawaioloa Solar, LLC ("Permittee"), we are submitting a request for modification of the Special Use Permit granted for the Kawaioloa Solar Project (2014/SUP-6, SP-15-406) ("Project"), to accommodate certain updates, time extensions, and minor technical changes to the Project. This application explains the planned changes in reference to the existing permit and identifies, for the Department's consideration, suggested revisions to the previous Findings of Fact and Decision and Order. Updated exhibits are provided on the Project which include updated drawings of the Solar Energy Facility ("SEF"). None of the proposed changes are expected to materially affect the potential impacts of the Project as evaluated and described in the existing SUP.

This request for modification includes the following proposed changes:

1. Change of Ownership, Change of Property Owner

In March of 2015, the Permittee's ultimate parent company, SunEdison filed for bankruptcy. NRG Renew LLC ("NRG") purchased three of the subsidiary companies that were developing solar projects on Oahu: Waipio PV, LLC, Kawaioloa Solar, LLC and Lanikuhana Solar, LLC, through a court-approved acquisition in October 2016. The Permittee for this project remains Kawaioloa Solar, LLC, though it is now owned by NRG. Permittee provided notice of this change in ownership in an Annual Compliance Report, which was submitted in February 2017 to DPP with copies to the State Land Use Commission and State Office of Planning. This may require updating the Findings of Fact to document this change in ownership.

2. Extension of Time to Establish Project, Term of Permit

Previously, the Project had executed a Power Purchase Agreement ("PPA") with Hawaiian Electric Company ("HECO") which was approved by the Public Utilities Commission ("PUC") and was scheduled to start construction in 2015, with completion planned in late 2016. The SUP required that the SEF be established no later than July 29, 2017 (2014/SUP-06, condition #6; SP15-405, condition #6), two years

after the permit approval date. Construction on the Project was halted in February 2015, as a result of the termination of the Power Purchase Agreement (“PPA”) by Hawaiian Electric Company (“HECO”) and the subsequent bankruptcy of SunEdison, which were circumstances beyond the control of the Permittee.

The Permittee has resumed work on the development of substantially the same Project, but requires the previous deadline to be extended in order to complete the SEF. NRG is in the process of re-negotiating the PPA with HECO and will proceed with engineering, permitting and financing, to be followed by construction in 2018 and completion in 2019. To enable NRG to pick up where the previous developer left off, and complete essentially the same Project that was previously approved, and provide the same benefit of Hawaii residents, the Permittee is requesting a modification of the time to establish the SEF, from July 31, 2015 to December 31, 2019.

The term of the SUP was previously 35 years from the date of approval. Modern solar photovoltaic projects are typically designed to operate for a period of 35 years. In conjunction with this request to extend the time to construct the Project, the Permittee is also seeking to maintain the SUP’s term of 35 years, to begin at the approval date of this modification. Since the Project will begin operation 2-3 years later than previously anticipated, updating the start date of the SUP would maintain the same 35-year period that was authorized in the existing permit and would not alter the potential impacts of the Project that were previously considered. Both of these extensions would require updating the Findings of Fact and condition #6 of the Decision and Order. For convenience, a redline of the previous Decision and Order is attached with proposed revisions for your consideration.

3. Project Technical Changes

The Permittee also plans to make the following minor technical changes to the design of the Project, none of which materially alters the description or potential impacts that were previously considered.

- A. Change in the number of solar panels. Previously, the Project planned to utilize solar panels or “modules” manufactured by SunEdison. Since the bankruptcy of SunEdison, those modules are no longer available or financeable, and the Permittee is evaluating alternative solar modules from other manufacturers and will not make a final determination for several months. Modules vary in size, and while the aggregate energy generated and area covered by the panels would be approximately the same, the number of modules will vary depending on the final module selected. For example, a larger-dimension 370w QCells panel would require approximately 169,000 modules and cover approximately 89 acres to produce the same amount of energy as a smaller 122w First Solar panel which would require 525,000 modules and cover approximately 100 acres. Specifications of these two potential module types are included in this application. The following table illustrates the number of modules that was planned in 2015 in the previous design and indicates the range in number of modules planned in the proposed modification. While the number of modules would vary depending on the size of the panel selected, the aggregate area covered and potential impacts of the project would be approximately the same as was previously evaluated in 2015.
- B. Change in perimeter fencing material. Previously, the Solar arrays were to be enclosed by a perimeter fence approximately 4 feet high composed of steel “hog wire” mesh. In order to conform to industry standards for safety, the project now will use steel chain-link mesh approximately 6 feet high. Chain-link is commonly used in ground mounted solar projects to restrict access to the medium-voltage electrical equipment. This change in Fencing will improve

the safety of the project but will not otherwise alter the footprint or potential impacts previously considered. As specified previously, the perimeter fence will not include barbed wire.

The table below illustrates the project specifications approved in 2015, and as proposed in 2017, including the changes listed above to module count and perimeter fencing:

Kawailoa Solar Project Specifications

	2015	2017	Net Change
Gross Capacity	50 MW	50 MW	No change
Module Count	196,160	*169,000 525,000	-27,000 to +329,000 modules
Covered Area (acres)	95	*90-100	+/- 5 acres
Lot Coverage	< 1%	* < 1%	No change
Permitted Area (acres)	382.2	382.2	No change
Racks	Tracking	Tracking	No change
Max Module Height (ft)	9.5	9.5	No change
Latest Completion Date	7/29/17	12/31/19	2.5 years
Perimeter Fencing	4' hog-wire	6' chain link	Up to 2'

* Module count, covered area and lot coverage will vary slightly depending on final module selected.

To facilitate the Department's review of this application, the following exhibits are included:

- Exhibit A: DPP Master Application Form
- Exhibit B: Overall Site Layout Drawing (E200)
- Exhibit C: Tracker Detail Drawing (E300)
- Exhibit D: Module Specifications (QCells, First Solar)
- Exhibit E: Letter of Intent for Sheep Grazing
- Exhibit F: Suggested revisions to the Findings of Fact and Decision and Order

Since the original permit fee (\$15,000) was paid based on a permitted area of 384 acres, the Permittee requests that the permit fee for this modification be based on the additional acreage being requested. This modification contemplates no additional acreage in permit area. Also, given the relatively minor scope of changes, Permittee respectfully requests that this SUP modification be accepted and processed as expeditiously as possible. During prior meetings with the Department of Planning and Permitting, the parties discussed and agreed to an expedited timeline within the parameters of the rules and the simultaneous review of both the Kawailoa Solar and Waipio Solar SUPs by the Planning Commission. NRG must have the modifications approved in order to meet financing deadlines.

For questions or further information about this application, please contact Aarty Joshi at NRG (aarty.joshi@nrg.com; 415-627-4656) or Wren Wescoatt (wren.wescoatt@nrg.com; 808-780-1000).

Best regards,

A handwritten signature in blue ink, appearing to read 'Aarty Joshi', with a long horizontal flourish extending to the right.

Aarty Joshi
Senior Manager, Environmental Permitting

CC:
Wren Wescoatt, Director of Project Development
Raymond Young, Planning Division
Ben Kudo, Ashford & Wriston, LLC

Attached Exhibits:

- A DPP Master Application Form
- B Overall Site Plan
- C Tracker Detail Drawing (E300)
- D Module Specifications (QCells, First Solar)
- E Letter of Intent for Sheep Grazing
- F Suggested Revisions to the Findings of Fact and Decision and Order

EXHIBIT A

DPP MASTER APPLICATION FORM