

Of Counsel:

ASHFORD & WRISTON
A LIMITED LIABILITY LAW PARTNERSHIP LLP

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DEPT OF PLANNING
AND PERMITTING

CITY & COUNTY OF HONOLULU

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Attorneys for Applicant
KAWAILOA SOLAR, LLC

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

In the Matter of the Application of

KAWAILOA SOLAR, LLC

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, Kawaihoa 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 Kawaihoa
Plantation

FILE NO. 2014/SUP-6(RY)

APPLICANT'S FIRST LIST OF
WITNESSES; FIRST LIST OF EXHIBITS;
EXHIBITS "1" – "11"; CERTIFICATE OF
SERVICE

APPLICANT'S FIRST LIST OF WITNESSES; FIRST LIST OF EXHIBITS

Applicant KAWAILOA SOLAR, LLC ("Kawaihoa Solar" or "Applicant"), by and through its attorneys Ashford & Wriston, LLLP, hereby submits its First List of Witnesses; First List of Exhibits "1" – "11", 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. These witnesses and 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 fact witnesses and add rebuttal expert witnesses and exhibits. Applicant hereby incorporates all previous submittals and filings in this matter.

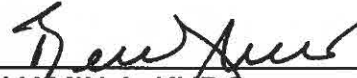
LIST OF WITNESSES

Name, Position, Organization	Subject Matter	Written Testimony	Length of Direct
Aarty Joshi, Senior Manager of Environmental Permitting, NRG Energy	NRG Energy LLC Business Information Summary	No	15 mins
Wren Wescoatt, Director of Project Development, NRG Energy	Project History	No	15 mins
Jeff Overton, Consultant, G70	SUP Modification Submittals	No	15 mins
Any other consultants made available at the hearing for questions	General Project Questions	No	30 mins

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

DATED: Honolulu, Hawaii, June 19, 2017.



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

Aarty Joshi, AICP

- 16+ years of land use and permitting experience in energy sector, with last 10 years focused on renewable energy, including solar, wind, hydrokinetic, battery storage, transmission lines projects
- Manage over \$5M in permitting projects and oversee a portfolio of permitting projects with revenues of approximately \$10M
- Overseer of complicated field surveys, including wetlands, wildlife, rare plants, and cultural resources, and preparation of technical reports in support of first- and third-party environmental documents pursuant to the federal National Environmental Policy Act, and state environmental regulations
- Extensive experience conducting critical issues/fatal flaw analyses, obtaining permits from local, state and federal agencies including condition use permits and rezoning, Section 404, 401, and 402 Clean Water Act (CWA), Section 10 of Rivers and Harbors Act, Section 7 Endangered Species Act, Section 106 National Historic Preservation Act, and state incidental take permits
- Strong background in working with a diverse range of experts, including acoustical engineers, biologists, cultural historians, attorneys, and land surveyors

Relevant Experience

NRG Energy, Inc. (2016-Present)

Senior Manager, Environmental Permitting

Ms. Joshi provides strategic project management and technical direction for a pre-construction development portfolio (>3GW) of utility-scale and distributed generation solar and wind projects in order to ensure that projects have all discretionary entitlements, agency approvals and environmental assessments required to commence construction and achieve financial close.

CH2M Engineers, Inc., Oakland, CA (2008-2016)

Senior Project Manager

Successfully guided clients through complex permitting and environmental review processes for utility-scale renewable energy projects. Permit processes include conditional use permits and/or rezoning approval from counties, right-of-way grants from the U.S. Bureau of Land Management, Section 404 CWA permits from U.S. Army Corps of Engineers (USACE), Section 401 CWA water quality certification and waste discharge requirement approval from Regional Water Quality Control Board (RWQCB), Section 7 consultation and eagle take permit with U.S. Fish and Wildlife Service (USFWS) and/or National Marine Fisheries Service, Section 1602 streambed alteration agreement and Section 2081 incidental take permit from CDFW, and Section 106 consultations with the State Historic Preservation Office. On behalf of developer clients, provided oversight and coordination with lead agencies in preparation of third-party CEQA and NEPA documents to ensure projects meet aggressive project schedules. Effectively managed projects with budgets ranging from \$10,000 to upwards of \$3 million, with teams that include biologists, cultural historians, engineers, acoustic specialists, air quality specialists, visual resources planners and land use planners.

Internal to CH2M, acted as Senior Technical Consultant with portfolio of approximately \$10M by mentoring junior planners and project managers by supporting development of strategies for permit acquisition and general technical oversight to ensure that teams deliver high quality technical work, within budget and scope.

AKRF, Inc. New York City, NY (2007-2008)

Senior Planner/Project Manager

Directed complex planning, transportation, and environmental studies as a consultant to developers, public and private institutions, and government agencies. Supervised and managed junior planners, engineers, sub-consultants, and support staff in the execution of environmental assessment/impact statements, pursuant to New York State Environmental Quality Review Act (SEQR) and New York City Environmental Quality Review Act (CEQR).

Ecology and Environment, Inc. San Francisco, CA and New York City, NY (2001-2007) Senior Planner
Led preparation of first- and third-party environmental impact reports/statements, federal license applications, and state, federal and local permit applications for development projects including fiber optic cable lines, gas pipelines, offshore liquefied natural gas terminals (LNG), and wind development projects. Successfully organized conference on LNG development in 2006 that was attended by developers and regulators at Ecology and Environment corporate retreat in Blue Mountain, New York.

Dyett and Bhatia Urban and Regional Planners, San Francisco, CA (2000-2001) Planner
Conducted land use and socioeconomic analyses for development projects in Bay Area, and led preparation of environmental impact reports for general plan amendments, pursuant to CEQA.

N. Barry Lyon Consultants Limited, Toronto, Canada (1999-2000) Associate Planner
Supported land use, socioeconomic and market analyses for residential development projects in the Greater Toronto Area.

Education

Master of Science in Planning, University of Toronto, Canada (2000)

Bachelor of Environmental Science, University of Guelph, Canada (1998)

Accreditations and Professional Memberships

Member of American Institute of Certified Planners (AICP) (2005-Present)

Member of American Planning Association (2005-Present)

Representative Projects and Dates of Involvement

Project Manager; Golden Hills North Wind Energy Center; NextEra Energy Resources, LLC; Alameda County, California (2014-ongoing). Led the environmental permitting, and CEQA processes for a repowering project that involves decommissioning up to 324 wind turbines and installation of up to 24 modern turbines with a nameplate capacity of 41.16-MW in the Altamont Pass Wind Resource Area. Development of the wind power project requires a Conditional Use Permit from Alameda County. Oversee biological and cultural surveys, preparation of CEQA checklist pursuant to the County's programmatic EIR, and biological assessment and permit applications to USACE, USFWS, CDFW, and RWQCB.

Project Manager; Golden Hills Wind Energy Facility Repowering Project; NextEra Energy Resources, LLC; Alameda County, California (2013-ongoing). Led the environmental permitting, and CEQA processes for a repowering project that involved decommissioning up to 775 wind turbines and installation of up to 48 modern turbines with a nameplate capacity of 81.6-MW in the Altamont Pass Wind Resource Area. Development of the wind power project required a Conditional Use Permit from Alameda County. Oversaw biological and cultural surveys, preparation of technical reports in support of the third-party Programmatic EIR, and biological assessment and permit applications to USACE, USFWS, CDFW and RWQCB. Currently support the applicant's acquisition of lands to satisfy state and federal permit mitigation requirements and lead CH2M's preparation of a biological baseline study and long-term management plan that will guide management of the mitigation lands.

Project Manager; Altamont Decommissioning Project; NextEra Energy Resources, LLC; Alameda County, California (2015-ongoing). Lead environmental permitting for the proposed decommissioning of up to 978 wind turbines and related infrastructure in the Altamont Pass Wind Resource Area. Oversee biological surveys,

preparation of technical reports, biological assessment, and permit applications to USACE, USFWS, CDFW, and RWQCB.

Project Manager; Alta East Wind Project; Terra-Gen Power, LLC/NRG Yield, Inc.; Kern County, California (2010-ongoing). Led the licensing and environmental permitting, and CEQA/NEPA processes for a 300-MW wind power project and 230-kV transmission line in the Tehachapi Wind Resource Area on privately-owned land under the jurisdiction of Kern County and federally-owned land under the jurisdiction of the Department of the Interior, Bureau of Land Management (BLM). Development of the wind power project required development and submittal of a Plan of Development to the BLM, and an Application for Rezone and Conditional Use Permit from Kern County. The work entailed biological and cultural surveys, evaluating potential project impacts, and identifying mitigation measures through consultations with CDFW, USFWS, BLM and Kern County, permit applications to CDFW and Lahontan RWQCB. Currently overseeing preparation of an Eagle Conservation Plan and Environmental Assessment in support of USFWS-authorization of an Eagle Take Permit.

Senior Consultant; Rising Tree Wind Farm; EDP Renewables, LLC; Kern County, California (2015-ongoing). Providing senior review and guidance on CH2M's preparation of an NEPA Environmental Assessment in support of USFWS-authorization of an Eagle Take Permit.

Project Manager; Addison Wind Energy Project; Terra-Gen Power, LLC; Kern County, California (2013). Managed preparation of technical reports that were used in support of an Environmental Impact Report, prepared pursuant to the CEQA for a 100-megawatt (MW) wind power project and 230-kV transmission line in the Tehachapi Wind Resource Area. Development of the wind power project required development of an Application for Rezoning and Conditional Use Permit. Resource areas evaluated included air, visual, paleontology, and cultural resources.

Project Manager; Alta Infill II and III Wind Energy Projects; Terra-Gen Power, LLC; Kern County, California (2011-2012). Managed the CEQA and environmental permitting process for a 600-megawatt (MW) wind power project and 21 miles of 230-kV transmission line in the Tehachapi Wind Resource Area. Development of the wind power project required development of an Application for Rezoning and Conditional Use Permit, and surveys and technical reports for all environmental resource areas to Kern County, as well as permit applications to CDFW, and Lahontan RWQCB. Subsequently managed the preparation of an applicant-prepared Addendum to the Alta Infill II Supplemental EIR that evaluated the rezoning of additional land proposed for addition to the Alta Infill II's project boundary.

Project Manager; Alta Infill I Wind Energy Project; Terra-Gen Power, LLC; Kern County, California (2010-2011). Managed preparation of permit applications to the CDFW, and Lahontan RWQCB in support of development of a 271-megawatt (MW) wind power project in the Tehachapi Wind Resource Area.

Deputy Project Manager; California Highwind Energy Projects (CHiPs) Infill Properties, Terra-Gen Power, LLC; Kern County, California (2010). Led the preparation of an Application for Lot Line Adjustment to Kern County and supporting applicant-prepared EIR Addendum in the Tehachapi Wind Resource Area.

Deputy Project Manager; WaveConnect Projects; Pacific Gas and Electric Company; Eureka, California (2009-2010). Deputy Project manager for a 5-MW hydrokinetic pilot project located offshore of Eureka, Humboldt County, California. Supported preparation of a Hydrokinetic Pilot Project License Application before the Federal Energy Regulatory Commission (FERC) for this project, one of the first proposed to convert the ocean's

energy to electrical power in the world. Authored several sections of the Hydrokinetic Pilot Project License Application, including the Land Use and Recreation sections, as well as the Coastal Zone Consistency Analysis.

Deputy Project Manager; 250-MW Solar Program; Pacific Gas and Electric Company, various locations, California (2008-2010). Deputy Project Manager for PG&E's 250-MW solar program involving siting of solar energy projects up to 20 MW throughout California. Oversaw development of a GIS model that evaluated more than 2 million parcels for suitability for solar development. Based on the results of the GIS modeling program, assisted PG&E with preparation of site-specific critical issues analyses that address aesthetics, agricultural, land use, biological, and cultural resources, as well as regulatory permit constraints.

Task Leader; Confidential Solar PV Project; Confidential Client, San Bernardino County, California (2009). Led the analysis of desktop critical issues analyses for two potential solar photo-voltaic development sites in San Bernardino County. The critical issues analyses evaluated risks to development as a result of issues to land use, biological resources, cultural resources, aesthetics, geology, floodplain and Section 404 Clean Water Act, and hazardous wastes/materials.

Planner; Application for Lease Amendment; Cabrillo Power I; NRG Energy; Carlsbad, CA (2008 –2009). Prepared application for lease amendment to California State Lands Commission for inclusion of a proposed ocean-water purification system.

Deputy Project Manager/Task Leader; Neptune Liquefied Natural Gas (LNG) Project, SUEZ Energy North America, Massachusetts Bay (2004 – 2007). Supported the preparation of the Deepwater Port License Application to be submitted to the United States Coast Guard on behalf of Tractebel LNG North America (now SUEZ Energy North America), The Environmental Report, one volume of the Deepwater Port Application, was prepared in accordance with NEPA and Massachusetts Environmental Policy Act (MEPA) guidelines. Wrote the coastal zone management, recreation, and visual analysis portions of the application and developed the Coastal Zone Consistency Certification. Reviewed federal and state coastal zone policies; characterized offshore industrial, commercial, and recreational uses including boating, fishing and tourism trends; identified key visual viewpoints; and prepared the state-required Chapter 91 license and all associated local permit applications. Coordinating extensively with the client's management and engineering teams and working from within the client office, assisted in day-to-day management activities, conducted technical review of all project materials, developed public outreach materials, and maintained the secure, Web-based extranet communications site used by the client, subcontractors, and the project team.

Deputy Project Manager/Task Leader; Calypso LNG Project, SUEZ Energy North America, Atlantic Ocean off Southeast FL (2005 –2007). Member of the management team providing support to Calypso LNG (a subsidiary of SUEZ Energy North America, LLC) for procurement of a deepwater port license for a proposed LNG terminal located about 10 miles offshore from Fort Lauderdale. Provided weekly progress reporting to Calypso LNG; coordinated extensively with the engineering teams; assisted in daily management activities; and maintained the secure, Web-based extranet communications site used by the client, subcontractors, and the project team. Reviewed technical chapters of the Deepwater Port Application, including benthic resources, fisheries, and marine mammals, and developed all public outreach materials.

Task Leader; Shiloh II Wind Farm, EnXco, Solano County, California (2006). For the Solano County Department of Resource Management, provided land use evaluations in support of the preparation of the third-party EIR for a 168-MW wind energy facility proposed by Shiloh Wind Partners, LLC (owned by EnXco, Inc.), on about 7,900 acres of private land within the County's Montezuma Wind Resource Area.

Task Leader, Montezuma Wind Project, EnXco, Solano County, California (2006). For the Solano County Department of Resource Management, developed the transportation section in support of the third-party EIR for this 37-MW wind project proposed by FPL Energy on a site adjacent to that of the Shiloh II Wind Farm.

Task Leader; Niagara Power Project, New York Power Authority, Grand Island, NY (2006). Member of a team that conducted a review of the New York Power Authority's draft EIS (DEIS) for its power re-licensing project. For the Town of Grand Island, reviewed background studies and supporting material, identified issues, and prepared comments on parts of the DEIS of potential concern for the Town.

Task Leader; BHP Billiton Cabrillo Port Offshore LNG Import Terminal, California State Lands Commission, Ventura County, CA (2003 –2007) For the California State Lands Commission and United States Coast Guard, prepared the visual resource analysis for the third-party joint EIS/EIR required under NEPA and CEQA. Described the affected visual environment, identified key observation points (KOPs), and described aboveground facilities. Provided photographs of KOPs representing the existing visual environment, as well as and photo simulations of the offshore facility as it would appear from the identified KOPs. The analysis also included evaluation of the impacts of the operations of the floating terminal on the visual offshore environment, pipeline and related facility construction impacts on the visual onshore environment, and identified and recommended impact mitigation measures for state and local scenic routes, and recreation areas in the Santa Monica National Recreation Area and Channel Islands National Park.

Task Leader; Broadwater Energy LNG Project, Broadwater Energy, Long Island Sound, NY (2005). Prepared the Coastal Zone Consistency Certification for this highly controversial project of Broadwater Energy (a joint venture of TCPL USA LNG, Inc., and Shell Broadwater Holdings, LLC), which involves the development of a \$700-million, 1-bcf/d LNG terminal with floating, storage, and regasification unit (FSRU). Coordinated the evaluation of project consistency with 13 coastal policies adopted for Long Island Sound, 44 state policies, and local waterfront revitalization plans adopted by municipalities in the Long Island Sound region.

Task Leader; Main Pass Energy Deepwater Port, Freeport-McMoran Energy, LLC, Gulf of Mexico (2004). In support of the application of Freeport-McMoran Energy, LLC, for development of an offshore LNG terminal, worked extensively at client offices with representatives of the client's management and engineering design teams, and subcontractors, to help prepare the deepwater port license application, including its associated environment analysis, and technical and financial volumes, for submittal to the USCG.

Task Leader; Floating LNG Terminal, Confidential Client, Southern CA (2003). For a confidential client, was a member of the team that prepared a permit and schedule risk assessment for the development of a floating LNG terminal. The client needed the permit and schedule risk assessment to clearly delineate the process for completing the environmental assessment and permitting necessary for project implementation.

Kern River Expansion, Williams Gas Pipelines, California, Nevada, Utah, and Wyoming (2001 –2002). For Williams Gas Pipelines, supported the preparation and filing of Federal Energy Regulatory Commission Environmental Reports and other requisite environmental documentation for three existing and four proposed natural gas compressor stations. In addition, helped complete the analysis of visual resources and identified/recorded view points in four states by interviewing representatives of the DOI Bureau of Land Management (BLM) and agencies responsible for the Mojave National Preserve.



NRG Renewables Experience

NRG Renewables Experience

NRG is one of America's leaders in renewable energy, with an operating renewables portfolio of 4.7 GW across 26 states. The NRG portfolio spans state-of-the-art utility wind and solar sites to customer-sited distributed generation and to centralized community solar farms where customers can access renewables through virtual net metering. More than 10% of NRG's consolidated power generation capacity is attributable to renewable energy sources.

The NRG team is well-positioned to bring these projects from implementation and construction into operation. NRG is in a unique position to finance the proposed PPAs based on the following key benefits:

- One of the most experienced teams in solar project finance:
 - NRG's project finance team is one of the most experienced teams in the industry. The project finance leadership team consists of veteran executives who have led project finance teams within the solar industry over the past decade.
 - NRG's collective transactional experience totals more than \$10 billion across commercial & industrial, municipal, utility, and community solar.
- In addition to closing the acquisition of 1,500 MWac of utility scale and 29 Mwac of distributed generation projects from SunEdison, NRG has closed or is currently closing the following financing transactions:
 - Tax equity funds for portfolios of diversified DG projects that include commercial, industrial, and municipal offtakers
 - Tax equity funds for portfolios of community solar projects
 - Debt financing for tax equity funds
- NRG's cross-functional platform is uniquely positioned to implement a range of projects – from utility-scale solar and wind to commercial and community solar:
 - NRG Yield, an industry-leading vehicle for contracted power generation assets, provides NRG with a competitive cost of capital to support continued long-term renewable energy growth.
 - In addition, NRG continues to leverage capabilities of our parent and various business units to fund operations and project financings, hedging, cross-selling, and back office support



Financing Experience

NRG has extensive experience in financing projects whether they are a cluster of small-scale commercial projects or the largest solar array in the country. NRG has completed more than \$10 billion in financings over the last few years across more than 150 projects in operation totaling more than 1,800 MW all via PPA, solar equipment lease, or direct purchase. NRG's successful transactions and variety of financial resources illustrate an ability to successfully finance a variety of projects through a combination of equity and third-party debt and tax-equity investors.

Project Financing Highlights

NRG finances its renewables projects with existing cash, cash flow from operations and by accessing third-party debt and tax equity financing sources. In addition, NRG formed NRG Yield (NSE: NYLD), a \$7.6 billion entity that was successfully listed on the NYSE in 2013, to serve as the primary vehicle through which NRG owns, operates and acquires contracted renewable and conventional generation and thermal infrastructure assets. NRG's project financing and project execution success stem from a robust financial profile characterized by substantial free cash flow from its generation assets and retail electricity subsidiaries, as well as prudent financial and capital management.

NRG is a financially sound company with nearly \$33 billion in assets and annual revenues of \$14.7 billion. The company has substantial liquidity to support new project construction and development, including approximately \$693 million in cash and a total credit facility of \$1.3 billion as of December 2015. NRG's financial stability provides its clients with certainty of project execution. NRG is able to supply 100% of the required funding from existing liquidity and cash from operations.

Please find a summary of NRG Energy's financial status and industry position below:

- The U.S.'s largest equity sponsor of solar projects
- The U.S.'s largest competitive power producer, with nearly 50,000 MW in operation
- More than 10,000 employees
- Total credit facility of more than \$1.3 billion with 18 global banks as of December 2015
- \$4.81 billion in market capitalization as of January 18, 2017
 - NRG Energy's 2015 financial statements reflected: \$14.7 billion in operating revenue
 - \$3.34 billion adjusted EBITDA
 - \$1.3 billion of cash flow from operations
 - \$32.8 billion in total assets
 - \$3.3 billion in total liquidity

The following is a link to NRG Energy's financial reports for the five most recent full financial years:
<http://investors.nrg.com/phoenix.zhtml?c=121544&p=irol-reportsannual>

PROFESSIONAL

DIRECTOR OF PROJECT DEVELOPMENT, NRG Energy (2016-present)

Supporting development of utility-scale renewable energy projects in Hawaii including the former First Wind/SunEdison solar projects.

DIRECTOR OF DEVELOPMENT-HAWAII, First Wind & SunEdison (2007-2016)

Led development of utility-scale renewable energy projects in the state of Hawaii for SunEdison (formerly First Wind), the largest clean energy producer in Hawaii. Responsibilities included:

- **Utility-Scale Energy Projects** - Developed the 30 MW Kahuku Wind and the 69 MW Kawaihoa Wind, Hawaii's largest clean energy project to date. Currently developing 110 MW in proposed solar projects on 750 acres, now being developed by NRG.
- **Business Development & Finance** – Built business case for originating all Hawaii projects and acquisition opportunities; evaluated financial models; supported structured project financings of \$140 mm (2010) \$ 234 mm (2012) and \$350 mm (in progress). Secured competitive USDOE loan for largest wind-storage project in 2010.
- **Real Estate** – Located and evaluated new sites; conducted diligence and coordinated all land agreements including options, easements and purchases of projects sites on Oahu and Maui.
- **Entitlements & Permitting** – Secured all environmental and land use approvals at state and county levels including: Environmental Impact Statements, Environmental Assessments, Special Use Permits, Archaeological Inventory Surveys, Cultural Impact Assessments, Conservation District Use Permit, PUC Approval, Conditional Use Permits, Special Design District Permit, Shoreline Management Area Permit, Federal Aviation Administration authorizations, an numerous grading and building permits.
- **Government Affairs** – Conducted outreach with state and city officials to advance projects and policy initiatives. Maintained relationships with state legislators and staff in DLNR, DEBDT, LUC, PUC; and with Honolulu City Council, Planning Commission and DPP. Secured approval of Habitat Conservation Plans to authorize Incidental Take Permits for endangered species in 2010 and 2012. Lobbied successfully to amend state law in 2014 to allow large-scale PV farms on Class B & C agricultural land with compatible agricultural activities.
- **Media & Community Relations** – Managed the First Wind and SunEdison brands in Hawaii; serving as the local face of companies through media appearances, media releases, speaking engagements and professional conferences. Made regular Neighborhood Board presentations, individual and group meetings, and community outreach efforts to support developing projects.

FOUNDER & EXECUTIVE DIRECTOR, College Connections Hawaii (1999-2007)

Co-founded a statewide 501(c)(3) organization to provide educational services for 2,000 Hawaii students annually. Managed organization of 150 employees and administered state contracts and federal grants for multiple educational programs on five islands. Initiated a Native Hawaiian Scholars Program with a grant from US Dept of Education, to prepare more Hawaiian students for college;

EDUCATIONAL SPECIALIST, Casey Family Programs (1999-2000)

DIRECTOR, Sylvan Learning Center (1997-98)

TEACHER, Castro Valley High School (1995-98)

COMMUNICATION SPECIALIST, Kamehameha Schools (1991-93)

FOUNDER & PRESIDENT, Mokes on Spokes, Inc. (1990-93)

JEFFREY H. OVERTON

AICP, LEED AP
Principal Planner



As Principal Planner, Mr. Overton leads the preparation of Master Plans, environmental impact documents, land use permitting, and community involvement for private developments, military installations, and government projects. His experience spans over 33 years of Environmental Impact Statements and permitting for residential communities, infrastructure and utilities, renewable energy projects, government facilities, scientific installations, schools, resorts, commercial/mixed-use centers, and recreational facilities. Mr. Overton directs community and area-wide Master Plans, site selection studies and urban design plans, and provides expert testimony before State and County land use authorities.

SELECTED PROJECTS:

Coconut Plantation Village - SMA, PDU, Zone Change
Kapa'a, Kaua'i

East Kapolei Solar (5 Mw) - Environmental Studies, Permits East
Kapolei, O'ahu

Hale'iwa Commercial Redevelopment - Master Plan, Zone Change, Environmental Assessment
Hale'iwa, O'ahu

Hawai'i State Judiciary - Statewide Facilities Master Plan
State of Hawai'i

Hilo Judiciary Complex - Site Selection Study/Environmental Impact Statement
Hilo, Hawai'i

Hilton Hawaiian Village Expansion - Master Plan EIS, SMA Permit, PDR, WSD
Waikiki, O'ahu

Ho'opili Community - Master Plan, Zone Change, Urban Design Plan
Kapolei, O'ahu

Kahala Ave. (4607) Residential - EA, SMA
Kahala, O'ahu

Kalaeloa Barbers Point Harbor - 2040 Master Plan, Fuel Pier Design, EIS
Kalaeloa, O'ahu

Kamakana Villages at Keahuolu - Master Plan, EA, Permits
Kona, Hawai'i

Kamehameha Schools Kapālama - Strategic Implementation Plan, Master Plan
Kapālama, O'ahu

Kamehameha Schools Kohou TOD Residential Development
Honolulu, O'ahu

Kamehameha Schools - North Shore Master Plan
North Shore, O'ahu

Kalaeloa ASEF 2 Solar - EA, HCDA Dev. Permit
Kalaeloa, O'ahu

Kapolei Harborside Center - Master Plan, EIS, State Land Use, Zone Change
Kalaeloa, O'ahu

Kapolei West Community - Master Plan, State Land Use, Zone Change
Kapolei, O'ahu

Kaua'i Technology Center - EA, Phases I & II
Waimea, Kaua'i

Kawaihae Deep Draft Harbor - EIS (NEPA), EA
Kohala, Hawai'i

PROFESSIONAL REGISTRATIONS & ASSOCIATIONS:

American Institute of Certified Planners (AICP)

Urban Land Institute - Hawai'i Chapter
O'ahu Economic Development Board, Director

US Green Building Council, LEED AP

EDUCATION:

M. S. Marine Environmental Science
State University of New York, NY

B. S. Zoology/Biology Oceanography
Duke University, NC

PROJECT HONORS & AWARDS:

Hale'iwa Store Lots - APA Hawai'i Environment/Preservation Award,
2015

Kamakana Villages at Keahuolu - APA Hawai'i Chapter Outstanding Planning Award,
2011

Kamehameha Schools North Shore Plan - APA National Planning Excellence Award,
2008

Waialua Town Master Plan - APA Hawai'i Chapter Community-based Planning Award,
2005

Mauna Kea Science Reserve Master Plan - APA Hawai'i Chapter Outstanding Planning Award,
2000

EXHIBIT 4

JEFFREY H. OVERTON

AICP, LEED AP
Principal Planner

**Kawailoa Beach Park (Chun's Reef) -
Master Plan, EA**

Hale'iwa, O'ahu

Keauhou Bay Management Master Plan

Keauhou, Hawai'i

**Koko Head District Park & Hanauma Bay
Preserve - Master Plan, EIS, SMA, CDUP**

Hawai'i Kai, O'ahu

Kualoa Ranch - Master Plan, EA, Permits

Kualoa, O'ahu

**Kualoa Regional Park Wastewater
Systems - Environmental Assessment,
SMA Permit**

Kualoa, O'ahu

Lahaina Cannery Redevelopment, EA, SMA

Lahaina, Maui

**Lā'ie Development Plan and Wastewater
Facility - EIS, Facility Plan, Permits**

Lā'ie, O'ahu

Lanihau Shopping Center/Henry Street - EA

Kona, Hawai'i

**Le Jardin Academy New Campus - Master
Plan, EA, DP, Zone Change, SMA Permit**

Kailua, O'ahu

**Makaīwa Hills Residential Community -
Master Plan, EIS, State Land Use, Zone
Change**

'Ewa, O'ahu

**Manini'Ōwali Residential Community -
Master Plan, EIS, State Land Use**

Kona, Hawai'i

**Lā'ie Inn Redevelopment -
EA, SMA, Permits**

Lā'ie, O'ahu

**Moku'ula/Mokuhinea Historic Fishpond -
Ecosystem Restoration Plan**

Lahaina, Maui

**Mauna Kea Science Reserve Complex -
Master Plan, Environmental Impact
Statement**

Maunakea, Hawai'i

OCCC Redevelopment Vision Concept Plan

Honolulu, O'ahu

**Pan-STARR S Observatory - EIS (NEPA),
CDUP**

Maunakea, Hawai'i

**Pelekane Bay & Watershed - Ecosystem
Restoration Plan (NEPA)**

Kohala, Hawai'i

**Pupukea Rural Community Commercial -
EIS & Permits**

Pupukea, O'ahu

**Pu'u Kukui Elementary School - Master
Plan, EA, Project District Application**

Wailuku, Maui

**Sunset Beach Recreation Center -
Master Plan, EA, SUP, SMA Permit**

Pūpūkea, O'ahu

**UH Mānoa Stan Sheriff Center -
Siting Study, EA**

O'ahu, Hawai'i

**Upcountry Town Center - Master Plan,
EIS, State Land Use, Permits**

Pukalani, Maui

**USARHAW North - End State
Development Plan**

Schofield Barracks, O'ahu

Waiawa Solar 50MW - CUP, Zoning Waiver

Waiawa O'ahu

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 Kawaihoa Solar Project (2014/SUP-6; SP15-406)

Dear Acting Director Sokugawa:

On behalf of Kawaihoa Solar, LLC ("Permittee"), we are submitting a request for modification of the Special Use Permit granted for the Kawaihoa 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, Kawaihoa Solar, LLC and Lanikuhana Solar, LLC, through a court-approved acquisition in October 2016. The Permittee for this project remains Kawaihoa 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
Net Capacity	49 MW	49 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)	384	384	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.

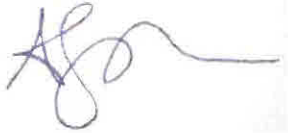
To facilitate the Department's review of this application, the following exhibits are included:

- 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

City and County of Honolulu
 DEPARTMENT OF PLANNING AND PERMITTING
 650 South King Street, 7th Floor
 Honolulu, Hawaii 96813

2017 MAY -8 PM 3:47

PLANNING DIVISION MASTER APPLICATION FORM

PLANNING
 DIVISION
 CITY & COUNTY OF HONOLULU

Additional data, drawings/plans, and fee requirements are listed on a separate sheet titled "Instructions for Filing". PLEASE ASK FOR THESE INSTRUCTIONS.

All specified materials described in the "Instructions for Filing" and required fees must accompany this form; incomplete applications will delay processing. You are encouraged to consult with Planning Division staff in completing the application. Please call appropriate phone number given in the "Instructions for Filing".

Please print legibly or type the required information.

SUBMITTED FEE: \$ 15,000

PERMIT/APPROVAL REQUESTED (Check one or more as appropriate): (2014/SUP-6; SP15-406)

<input type="checkbox"/> GENERAL PLAN AMENDMENT	<input checked="" type="checkbox"/> SPECIAL USE PERMIT <u> </u> New <input checked="" type="checkbox"/> Modify Existing
<input type="checkbox"/> STATE LAND USE BOUNDARY AMENDMENT (<15 acres) From _____ (District) To _____ (District)	<input type="checkbox"/> ZONING DISTRICT BOUNDARY ADJUSTMENT, ADMINISTRATIVE
<input type="checkbox"/> DEVELOPMENT PLAN (DP)/SUSTAINABLE COMMUNITIES PLAN (SCP) AMENDMENT Indicate DP/SCP area _____	<input type="checkbox"/> ZONE CHANGE From _____ (District) To _____ (District) <input type="checkbox"/> AMEND UNILATERAL AGREEMENT TO ORDINANCE NO. _____
<input type="checkbox"/> PUBLIC INFRASTRUCTURE MAP REVISION (Indicate Map Symbol Request): <input type="checkbox"/> CY (Corporation Yard) <input type="checkbox"/> DSP (Desalination Plant) <input type="checkbox"/> D (Drainage Way (Open Channel)) <input type="checkbox"/> TS (Transit Station) <input type="checkbox"/> FS (Fire Station) <input type="checkbox"/> GB (Government Building) <input type="checkbox"/> GC (Golf Course) <input type="checkbox"/> P (Parks) <input type="checkbox"/> PS (Police Station) <input type="checkbox"/> PKG (Parking Facility/Transit Center) <input type="checkbox"/> RES (Water Reservoir) <input type="checkbox"/> SPS (Sewage Pump Station) <input type="checkbox"/> STP (Sewage Treatment Plant) <input type="checkbox"/> SW (Solid Waste Facility) <input type="checkbox"/> RTC (Rapid Transit Corridor) <input type="checkbox"/> R (Arterial & Collector Roadway) <input type="checkbox"/> W (Potable Well)	

(Project/Parcel specific information should be provided for General Plan and Development Plan amendments only if appropriate.)

TAX MAP KEY(S): 6-1-006:001 and 6-1-005:001

STREET ADDRESS/LOCATION OF PROPERTY: Ashley Road (Kawailoa), approx. 4 miles north of Haleiwa

APPLICATION/SUBJECT AREA (Acres/sq.ft.): 382.2 acres, approx.

THE PROPOSED PROJECT IS LOCATED INSIDE OUTSIDE THE:

- Urban Growth Boundary Community Growth Boundary
 Urban Community Boundary Rural Community Boundary

OF THE North Shore

ZONING DISTRICT(S): AG-1

DEVELOPMENT PLAN/SUSTAINABLE COMMUNITY PLAN
 STATE LAND USE DISTRICT: Agriculture

RECORDED FEE OWNER:

Name (& title, if any) Keith Chang, Land Assets Manager

Organization Kamehameha Schools

Mailing Address 567 S. King St, Suite 200
 Honolulu, HI 96813

Phone Number 808-523-6200

Signature 

APPLICANT:

Name Craig Cornelius, President

Organization Kawailoa Solar LLC

Mailing Address 100 California St., #400
 San Francisco, CA 94111

Phone Number 415-627-1646

Signature 

PRESENT USE(S) OF PROPERTY/BUILDING:

Cattle ranching

AUTHORIZED AGENT/CONTACT PERSON:

Name Wren Wescoatt

Mailing Address 3662 Woodlawn Terrace Pl.
 Honolulu, HI. 96822

Phone Number 808-780-1000

Signature 

PROJECT NAME (if any): Kawailoa Solar Project

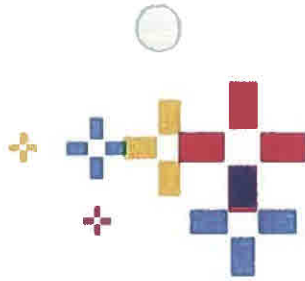
REQUEST/PROPOSAL (Briefly describe the nature of the request, proposed activity or project):

Modification of permit #2014/SUP-6; SP15-406 project dates and minor changes to equipment.

DPP/ELOG NO. _____

DPP/POSSE NO. _____

P:\FORMS\MASTERAPPLICATION-03/31/14.DOC



Kawaihoa Solar, LLC
100 California St, Suite 400
San Francisco, CA 94111

May 2, 2017

Department of Planning and Permitting
City and County of Honolulu
650 S. King Street, 7th Floor
Honolulu, Hawaii 96813

Re: **Kawaihoa Solar, LLC (2014/SUP-06; SP15-406)**
Applicant Authorization for Consultant

To Whom It May Concern:

Kawaihoa Solar, LLC is the applicant and permittee involved in the above-referenced Special Use Permit (SUP). Kawaihoa Solar, LLC now seeks to modify the SUP. Accordingly, Kawaihoa Solar, LLC hereby authorizes its consultant, Group 70 International, Inc., to act as its agent on this application to modify the above-referenced SUP.

Kawaihoa Solar, LLC hereby acknowledges that Kawaihoa Solar, LLC and its successors shall be bound and subject to the SUP and its conditions.

If you have any questions or concerns, please do not hesitate to contact me.

Best regards,

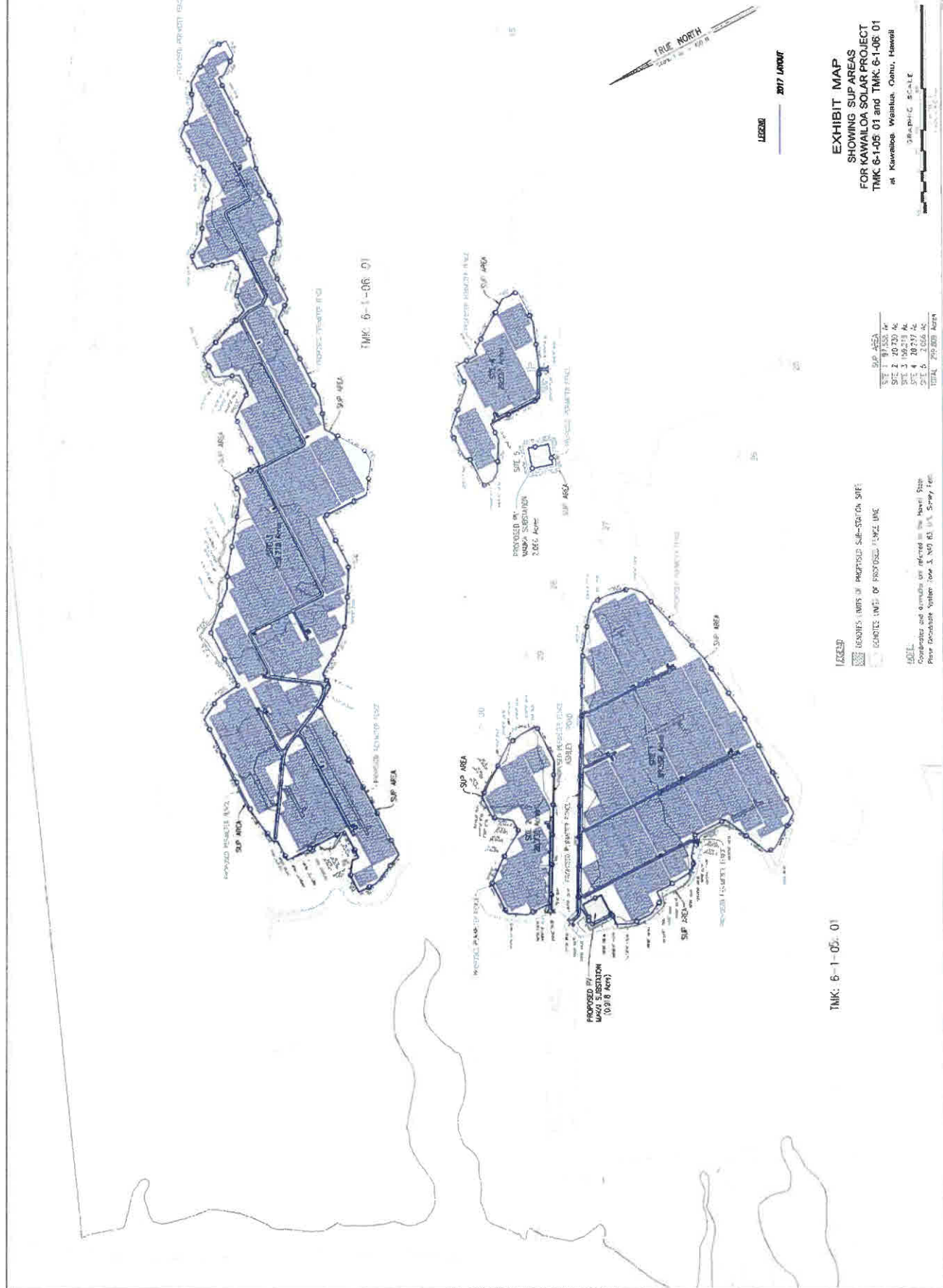
A handwritten signature in blue ink, appearing to read "Craig Cornelius".

Craig Cornelius,
President
Kawaihoa Solar, LLC

EXHIBIT B

OVERALL SITE LAYOUT DRAWING (E200)

PRELIMINARY - NOT FOR CONSTRUCTION



LEGEND
2017 LAYOUT

EXHIBIT MAP
SHOWING SUP AREAS
FOR KAWAILOA SOLAR PROJECT
TMK 6-1-05 01 and TMK 6-1-06 01
at Kawalea, Waialeale, Oahu, Hawaii



SUP AREA	ACRES
SUP AREA 1	87,550
SUP AREA 2	20,100
SUP AREA 3	10,150
SUP AREA 4	10,150
SUP AREA 5	2,056
TOTAL	210,006

LEGEND
[Symbol] EXISTING IMPROVED PROPOSED SUB-SECTION SITE
[Symbol] EXISTING IMPROVED PROPOSED FENCE LINE

SCALE
Coordinates and elevations are referred to the Hawaii State Plane Coordinate System, Zone 3, NAD 83, U.S. Survey Feet.

TMK: 6-1-05: 01

EXHIBIT C

TRACKER DETAIL DRAWING (E300)

REVAMP
ENGINEERING, INC.

34055 Avenue 05
San Francisco, CA 94132
www.revampeng.com

THIS DOCUMENT IS THE PROPERTY OF REVAMP ENGINEERING, INC. AND IS TO BE USED ONLY FOR THE PROJECT AND SITE SPECIFICALLY IDENTIFIED HEREIN. IT IS NOT TO BE REPRODUCED, COPIED, OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM, WITHOUT THE WRITTEN PERMISSION OF REVAMP ENGINEERING, INC.



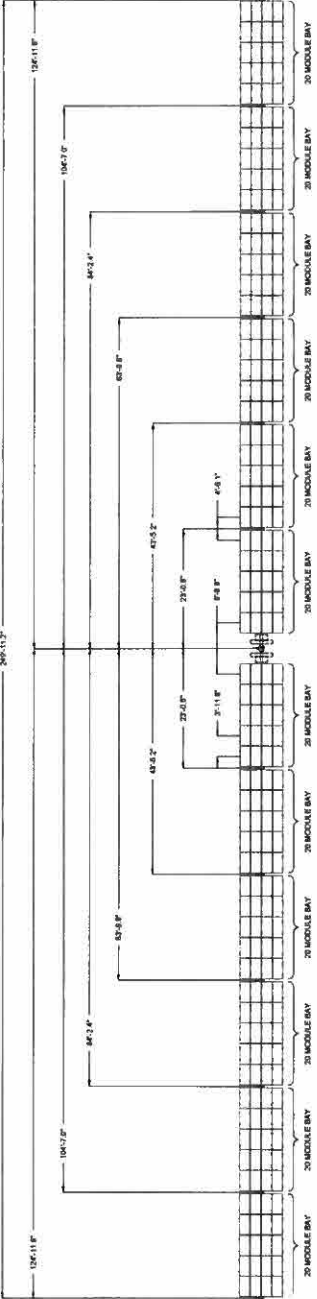
PROJECT NAME
WAIPIO SOLAR
SITE LOCATION
MILILANI, HI
21°27'15.94"N, 157°05'9.425"W

NO.	DESCRIPTION
1	DESIGN
2	PERMITTING
3	CONSTRUCTION
4	ADDITIONAL LABELING
5	INSTALLATION
6	OPERATION & MAINTENANCE
7	REPAIRS
8	REMOVAL
9	RECONSTRUCTION
10	REPAIRS

DRAWN BY: C. CHECKED BY: J.
DATE: 10/20/2017
DRAWING TITLE:
**TRACKER
DETAILS**

TRACKING NUMBER
E300

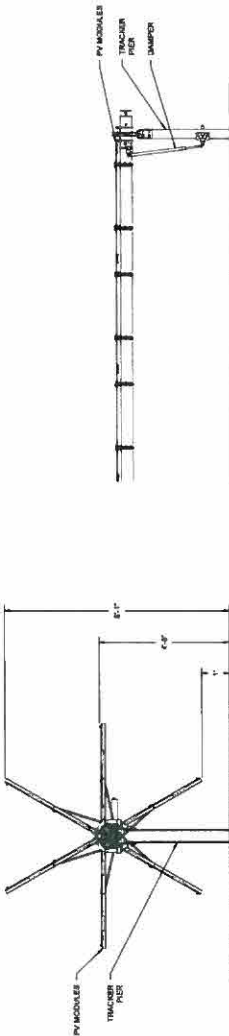
PRELIMINARY - NOT FOR CONSTRUCTION



1 240 MODULE TRACKING UNIT - PLAN VIEW
Scale: 3/32" = 1'-0"



2 TYPICAL 2X10 RACKING UNIT - FRONT ELEVATION
Scale: 3/32" = 1'-0"



3 TRACKING UNIT - SOUTH ELEVATION
Scale: 1/8" = 1'-0"

4 TRACKING UNIT - EAST ELEVATION
Scale: 1/8" = 1'-0"

EXHIBIT D

MODULE SPECIFICATIONS (QCELLS, FIRST SOLAR)

powered by
Q.ANTUM

Q.PEAK L-G4.2 365-370

Q.ANTUM SOLAR MODULE

The new solar module Q.PEAK L-G4.2 with power classes up to 370 Wp is the strongest module of its type on the market globally. Powered by 72 Q.ANTUM solar cells Q.PEAK L-G4.2 was specially designed for large solar power plants to reduce BOS costs. Only Q CELLS offers German engineering quality with our unique Q CELLS Yield Security.



LOW ELECTRICITY GENERATION COSTS

Higher yield per surface area and lower BOS costs thanks to higher power classes and an efficiency rate of up to 18.8%.



INNOVATIVE ALL-WEATHER TECHNOLOGY

Optimal yields, whatever the weather with excellent low-light and temperature behavior.



ENDURING HIGH PERFORMANCE

Long-term yield security with Anti PID Technology¹, Hot-Spot Protect and Traceable Quality Tra.Q™.



EXTREME WEATHER RATING

High-tech aluminum alloy frame, certified for high snow (5400 Pa) and wind loads (2400 Pa).



A RELIABLE INVESTMENT

Inclusive 12-year product warranty and 25-year linear performance guarantee².



THE IDEAL SOLUTION FOR:



Ground-mounted
solar power plants

Engineered in Germany

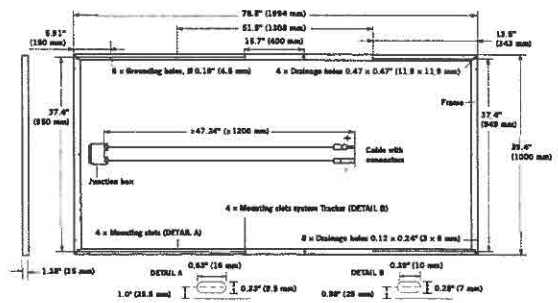
¹ APT test conditions: Cells at -1500 V against grounded, with conductive metal foil covered module surface, 25 °C, 168 h

² See data sheet on rear for further information.

Q CELLS

MECHANICAL SPECIFICATION

Format	78.5 in × 39.4 in × 1.38 in (including frame) (1994 mm × 1000 mm × 35 mm)
Weight	52.9 lbs (24 kg)
Front Cover	0.13 in (3.2 mm) thermally pre-stressed glass with anti-reflection technology
Back Cover	Composite film
Frame	Anodized aluminum
Cell	6 × 12 monocrystalline Q.ANTUM solar cells
Junction box	3.35-4.37 in × 2.36-3.15 in × 0.59-0.75 in (85-111 × 60-80 × 15-19 mm), Protection class IP67, with bypass diodes
Cable	4 mm ² Solar cable; (+) ≥ 47.24 in (1200 mm), (-) ≥ 47.24 in (1200 mm)
Connector	Amphenol UTX, IP68



ELECTRICAL CHARACTERISTICS

POWER CLASS		365	370	
MINIMUM PERFORMANCE AT STANDARD TEST CONDITIONS, STC¹ (POWER TOLERANCE +5 W / -0 W)				
Minimum	Power at MPP ²	P_{MPP} [W]	365	370
	Short Circuit Current [*]	I_{SC} [A]	9.83	9.89
	Open Circuit Voltage [*]	V_{OC} [V]	48.00	48.28
	Current at MPP [*]	I_{MPP} [A]	9.33	9.41
	Voltage at MPP [*]	V_{MPP} [V]	39.10	39.32
	Efficiency ²	η [%]	≥ 18.3	≥ 18.6
MINIMUM PERFORMANCE AT NORMAL OPERATING CONDITIONS, NOC³				
Minimum	Power at MPP ²	P_{MPP} [W]	269.8	273.5
	Short Circuit Current [*]	I_{SC} [A]	7.93	7.97
	Open Circuit Voltage [*]	V_{OC} [V]	44.90	45.17
	Current at MPP [*]	I_{MPP} [A]	7.34	7.40
	Voltage at MPP [*]	V_{MPP} [V]	36.77	36.94

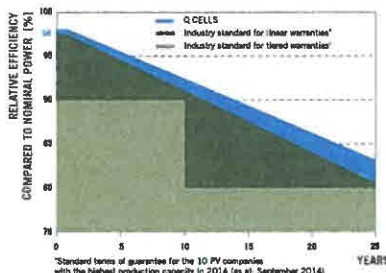
¹1000 W/m², 25 °C, spectrum AM 1.5 G

²Measurement tolerances STC ± 3%; NOC ± 5%

³800 W/m², NOCT, spectrum AM 1.5 G

^{*}typical values, actual values may differ

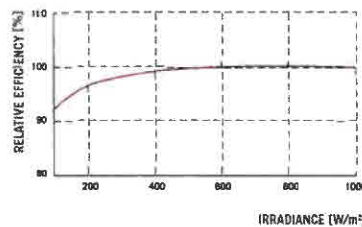
Q CELLS PERFORMANCE WARRANTY



At least 98% of nominal power during first year. Thereafter max. 0.6% degradation per year.
At least 92.6% of nominal power up to 10 years.
At least 83.6% of nominal power up to 25 years.

All data within measurement tolerances. Full warranties in accordance with the warranty terms of the Q CELLS sales organization of your respective country.

PERFORMANCE AT LOW IRRADIANCE



Typical module performance under low irradiance conditions in comparison to STC conditions (25 °C, 1000 W/m²).

TEMPERATURE COEFFICIENTS

Temperature Coefficient of I_{SC}	α	[%/K]	+0.04	Temperature Coefficient of V_{OC}	β	[%/K]	-0.28
Temperature Coefficient of P_{MPP}	γ	[%/K]	-0.39	Normal Operating Cell Temperature	NOCT	[°F]	113 ± 5.4 (45 ± 3 °C)

PROPERTIES FOR SYSTEM DESIGN

Maximum System Voltage V_{SYS}	[V]	1500 (IEC) / 1500 (UL)	Safety Class	II
Maximum Series Fuse Rating	[A DC]	15	Fire Rating	C (IEC) / TYPE 1 (UL)
Design load, push (UL) ²	[lbs/ft ²]	75 (3600 Pa)	Permitted module temperature on continuous duty	-40 °F up to +185 °F (-40 °C up to +85 °C)
Design load, pull (UL) ²	[lbs/ft ²]	33 (1600 Pa)	² see installation manual	

QUALIFICATIONS AND CERTIFICATES

IEC 61215 (Ed. 2); IEC 61730 (Ed. 1), Application class A
This data sheet complies with DIN EN 50380.



PACKAGING INFORMATION

Number of Modules per Pallet	29
Number of Pallets per 40' Container	22
Number of Pallets per 53' Container	26
Pallet Dimensions (L × W × H)	81.3 × 45.3 × 46.9 in (2065 × 1150 × 1190 mm)
Pallet Weight	1671 lbs (758 kg)

NOTE: Installation instructions must be followed. See the installation and operating manual or contact our technical service department for further information on approved installation and use of this product.

Hanwha Q CELLS America Inc.

300 Spectrum Center Drive, Suite 1250, Irvine, CA 92618, USA | TEL +1 949 748 59 96 | EMAIL inquiry@us.q-cells.com | WEB www.q-cells.us

Engineered in Germany





First Solar Series 4™ PV Module

ADVANCED THIN FILM SOLAR TECHNOLOGY



**122.5 WATT MODULE
EFFICIENCY OF 17.0%**

INDUSTRY BENCHMARK SOLAR MODULES

As a global leader in PV energy, First Solar's advanced thin film solar modules have set the industry benchmark with over 10 gigawatts (GW) installed worldwide and a proven performance advantage over conventional crystalline silicon solar modules. Generating more energy than competing modules with the same power rating, First Solar's Series 4™ and Series 4A™ PV Modules deliver superior performance and reliability to our customers.



PROVEN ENERGY YIELD ADVANTAGE

- Generates more energy than conventional crystalline silicon solar modules with the same power due to superior temperature coefficient and superior spectral response
- Anti-reflective coated glass (Series 4A™) enhances energy production



ADVANCED PERFORMANCE & RELIABILITY

- Compatible with advanced 1500V plant architectures
- Highly predictable energy in all climates and applications
- Independently certified for reliable performance in high temperature, high humidity, extreme desert and coastal environments



CERTIFICATIONS & TESTS

- PID-Free, Thresher Test¹, Long-Term Sequential Test¹, and ATLAS 25+¹
- IEC 61646 1500V, IEC 61730 1500V, CE
- IEC 61701 Salt Mist Corrosion, IEC 60068-2-68 Dust and Sand Resistance
- ISO 9001:2008 and ISO 14001:2004
- UL 1703 Listed Fire Performance PV Module Type 10²
- CSI Eligible, FSEC, MCS, CEC Listed (Australia), SII¹, InMetro

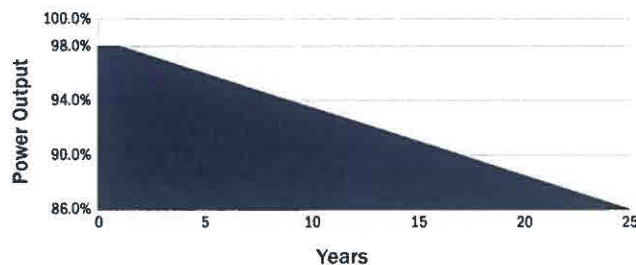


END-OF-LIFE RECYCLING

- Recycling services available through First Solar's industry-leading recycling program or customer-selected third party.



MODULE WARRANTY³



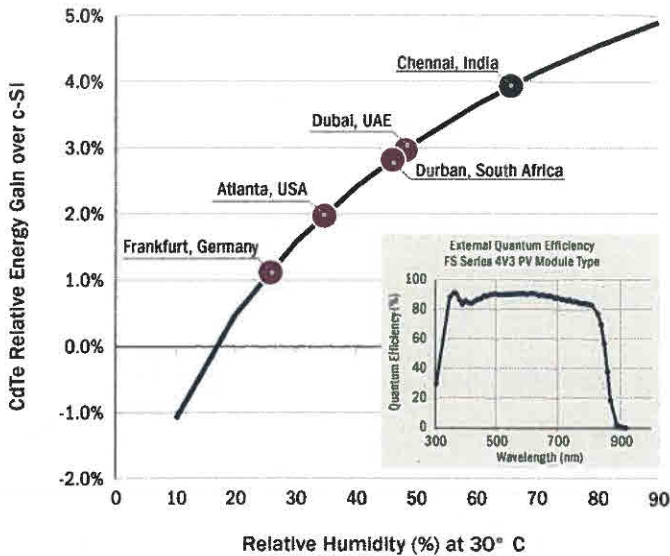
- 25-Year Linear Performance Warranty⁴
- 10-Year Limited Product Warranty

FIRST SOLAR SERIES 4™ PV MODULE

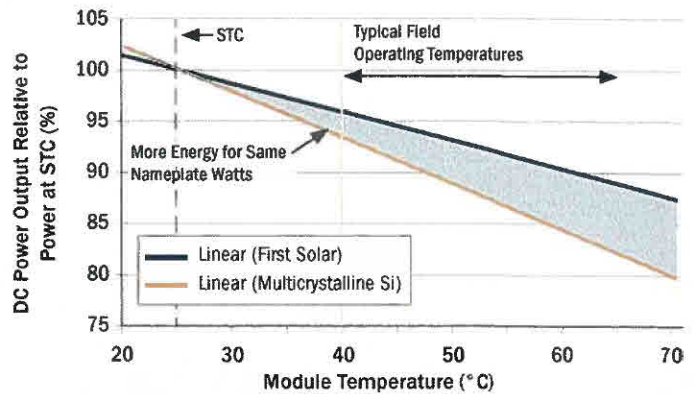
MECHANICAL DESCRIPTION	
Length	1200mm
Width	600mm
Weight	12kg
Thickness	6.8mm
Area	0.72m ²
Leadwire	2.5mm ² , 610mm
Connectors	MC4 ⁹
Bypass Diode	None
Cell Type	Thin-film CdTe semiconductor, up to 216 cells
Frame Material	None
Front Glass	3.2mm heat strengthened Series 4A™ includes anti-reflective coating
Back Glass	3.2mm tempered
Encapsulation	Laminate material with edge seal
Load Rating	2400Pa ¹⁰

MODULE NUMBERS AND RATINGS AT STANDARD TEST CONDITIONS (1000W/m ² , AM 1.5, 25°C) ⁶							
NOMINAL VALUES		FS-4110-3 FS-4110A-3	FS-4112-3 FS-4112A-3	FS-4115-3 FS-4115A-3	FS-4117-3 FS-4117A-3	FS-4120-3 FS-4120A-3	FS-4122-3 FS-4122A-3
Nominal Power ⁸ (-0/+5W)	P _{MPP} (W)	110.0	112.5	115.0	117.5	120.0	122.5
Voltage at P _{MAX}	V _{MPP} (V)	67.8	68.5	69.3	70.1	70.8	71.5
Current at P _{MAX}	I _{MPP} (A)	1.62	1.64	1.66	1.68	1.70	1.71
Open Circuit Voltage	V _{OC} (V)	86.4	87.0	87.6	88.1	88.7	88.7
Short Circuit Current	I _{SC} (A)	1.82	1.83	1.83	1.83	1.84	1.85
Module Efficiency	%	15.3	15.6	16.0	16.3	16.7	17.0
Maximum System Voltage	V _{SYS} (V)	1500 ^{7,8}					
Limiting Reverse Current	I _R (A)	4.0					
Maximum Series Fuse	I _{CF} (A)	4.0					
RATINGS AT NOMINAL OPERATING CELL TEMPERATURE OF 45°C (800W/m ² , 20°C air temperature, AM 1.5, 1m/s wind speed) ⁹							
Nominal Power	P _{MPP} (W)	83.2	85.1	87.0	89.0	90.8	92.7
Voltage at P _{MAX}	V _{MPP} (V)	63.5	64.5	64.9	65.9	66.3	67.2
Current at P _{MAX}	I _{MPP} (A)	1.31	1.32	1.34	1.35	1.37	1.38
Open Circuit Voltage	V _{OC} (V)	81.6	82.1	82.7	83.2	83.7	83.7
Short Circuit Current	I _{SC} (A)	1.47	1.47	1.48	1.48	1.48	1.49
TEMPERATURE CHARACTERISTICS							
Module Operating Temperature Range	(°C)	-40 to +85					
Temperature Coefficient of P _{MPP}	T _K (P _{MPP})	-0.28%/°C [Temperature Range: 25°C to 75°C]					
Temperature Coefficient of V _{OC}	T _K (V _{OC})	-0.28%/°C					
Temperature Coefficient of I _{SC}	T _K (I _{SC})	+0.04%/°C					

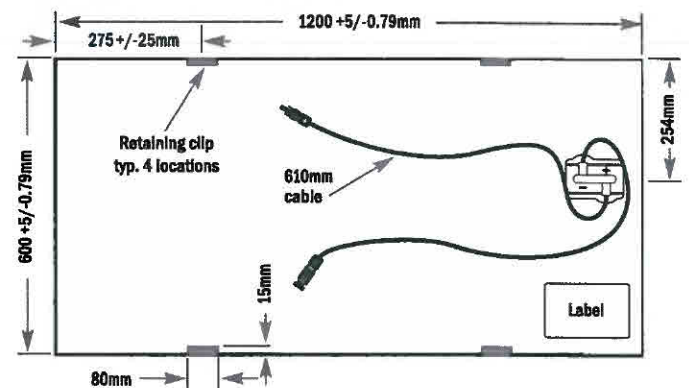
SUPERIOR SPECTRAL RESPONSE



SUPERIOR TEMPERATURE COEFFICIENT



MECHANICAL DRAWING



- 1 Testing Certifications/Listings pending
- 2 Class A Spread of Flame / Class B Burning Brand. Roof mounted fire rating is established by assessing rack and solar module as a unit
- 3 Limited power output and product warranties subject to warranty terms and conditions
- 4 Ensures 98% rated power in first year, -0.5%/year through year 25
- 5 All ratings ± 10%, unless specified otherwise. Specifications are subject to change
- 6 Measurement uncertainty applies
- 7 UL 1703 1500V Listed / ULC 1703 1000V Listed
- 8 Application Class A for 1000V (class II), Application Class B for 1500V (class 0)
- 9 Multi-Contact MC4 (PV-KST4/PV-KBT4)
- 10 Higher load ratings can be met with additional clips or wider clips, subject to testing

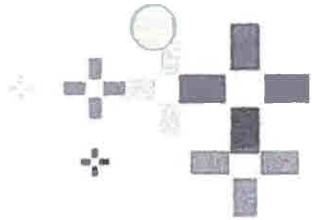
Disclaimer

The information included in this Module Datasheet is subject to change without notice and is provided for informational purposes only. No contractual rights are established or should be inferred because of user's reliance on the information contained in this Module Datasheet. Please refer to the appropriate Module User Guide and Module Product Specification document for more detailed technical information regarding module performance, installation and use.

The First Solar logo, First Solar™, and all products denoted with ® are registered trademarks, and those denoted with a ™ are trademarks of First Solar, Inc.

EXHIBIT E

LETTER OF INTENT FOR SHEEP GRAZING



NRG Renew LLC
100 California St, Ste 400
San Francisco, CA 94111

April 17, 2017

John Morgan
Kualoa Ranch Hawaii, Inc.
P.O. Box 650
Kaaawa, Hawaii 96730

Re: Letter of Intent for Pasture License

Dear Mr. Morgan:

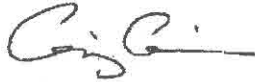
Introduction. Kawailoa Solar, LLC, a Delaware limited liability company ("*Licensor*"), an affiliate of NRG Renew LLC, is pleased to provide this letter of intent ("*Letter of Intent*") to confirm its agreement to negotiate the terms of a definitive license agreement with Kualoa Ranch Hawaii, Inc. ("*Licensee*," Licensor and Licensee each referred to herein as a "*Party*" and collectively referred to herein as, the "*Parties*") for a license to use land in Kawailoa, Hawaii, collectively, the "*Property*"), which is currently being leased by the Licensor.

License. From the date of this Letter of Intent until December 31, 2018 (the "*LOI Term*"), Licensor and Licensee shall negotiate in good faith regarding the terms and provisions of a license to pasture sheep on the Property (the "*License*"), at a rate of \$10 per acre per year, not to exceed \$2,000 per year in the aggregate, and which shall also contain such other reasonable terms and provisions as the Parties may agree. The Parties recognize that successful negotiation of the License will also entail substantial definition and refinement of the concepts expressed in this LOI and final mutual agreement on all of the terms and conditions set forth herein. The LOI Term may be extended by mutual agreement of the Parties in writing.

Negotiation In Good Faith; Exclusivity. During the LOI Term, the Parties agree to negotiate exclusively with each other and in good faith to develop mutually acceptable terms and documentation for the transactions described above. Upon expiration of the LOI Term (as it may be extended by mutual agreement), these commitments of exclusivity and good faith negotiations shall terminate.

Non-Binding Letter of Intent. The above terms and conditions are provided for discussion purposes and are not intended to represent a commitment. Except with respect to the paragraphs entitled "Negotiation in Good Faith; Exclusivity" and "Non-Binding Letter of Intent," this Letter of Intent does not constitute a legally binding obligation of either Party and will not give rise to any right or obligation based on any legal or equitable theory (including any right to continue negotiations beyond the LOI Term). The terms and conditions set forth herein are intended to be an outline of terms that may be incorporated into the License. No binding obligation will be created unless, and until, the Parties execute the License.

Kawaiiloa Solar, LLC



By: _____

Name: Craig Cornelius

Title: President

Acknowledged and accepted this 17th day of April, 2017.

We agree to the terms of the foregoing Letter of Intent, and wish to proceed with the negotiation of the License as provided therein.

Kualoa Ranch Hawaii, Inc.

By: _____

Name:

Title:


John Morgan
President

EXHIBIT F

**SUGGESTED REVISIONS TO THE FINDINGS OF FACT AND
DECISION AND ORDER**

As part of the request for modification of the Special Use Permit (SP15-406) for the Kawaihoa Solar Project ("Project") and the associated Solar Energy Facility ("SEF"), below for consideration are suggested revisions to the existing Planning Commission Findings of Fact, Conclusions of Law and Decision and Order issued April 1, 2015:

**FINDINGS OF FACT, CONCLUSIONS OF LAW,
AND DECISION AND ORDER**

This matter came before the Planning Commission of the City and County of Honolulu (hereinafter the "Commission"), for public hearing on April 1, 2015 which was continued to April 15, 2015, at the Mission Memorial Conference Room in Honolulu, Hawaii. Based on the record in this matter, the Commission hereby finds as follows:

FINDINGS OF FACT

1. This matter involves Kawaihoa Solar, LLC's ("Applicant") Special Use Permit ("SUP") modification application to the Department of Planning and Permitting ("DPP") for the establishment of a solar energy facility ("SEF") within the State Land Use Agricultural District on Land Study Bureau Overall Master Productivity rating Class "A", "B", "C", and "E" lands. In March of 2015, the Applicant's parent company SunEdison filed for bankruptcy, and Applicant was subsequently purchased by NRG Renew LLC. The Applicant has applied for a modification of the SUP to extend the time to establish the SEF and make minor technical changes to the SEF.
2. The site of the proposed SEF ("Project") is located in Kawaihoa, North Shore, Oahu, in the vicinity of Ashley Road, approximately 6,000 feet south of Waimea Beach Park and 4 miles northeast of Haleiwa Town. It consists of 8 separate sites totaling approximately 382.2 acres and include portions of Tax Map Keys 6-1-005: Parcel 1 and 6-1-006: Parcel 1 ("Petition Area").
3. The Petition Area is owned by Trustees of the Estate of Bernice Pauahi Bishop dba Kamehameha Schools.

! A ninth site was included in the SUP application and contained subsurface improvements. The Director of the Department of Planning and Permitting has determined that the 1.9-acre ninth site which would contain underground cables located in Class A and B rated lands, and along Ashley Road, does not constitute a use requiring Special Use Permit review and is thus permitted. Therefore, the Planning Commission's Decision and Order pertains to the remaining 8 sites totaling approximately 382.2 acres.

4. The Applicant seeks to modify the existing SUP to establish an approximately 5051- megawatt SEF. Sites 1 through 7 of the proposed SEF will primarily contain horizontal single-axis tracking, ground-mounted photovoltaic (PV) panels, generally facing south. Site 8 contains one of two proposed substations with the second substation proposed to be located in Site 1. Other accessory uses and structures consist of electrical equipment such as combiner boxes, below surface collector lines, inverters, transformers, weather monitoring stations, and switch gear, and chain-link perimeter fencing.
5. The Applicant proposes to lease a portion of the Petition Area to a local ranch to raise hair sheep in compliance with Section 205-4.5(a)(21), Hawaii Revised Statutes

("HRS") which was adopted under Act 55, 2014 Session Laws of Hawaii ("Act 55"). The sheep ranching will serve as on-site vegetation control and as a food source in compliance with the intent of Act 55 which required that the area occupied by solar energy facilities be made available for compatible agricultural activities.

6. The Petition Area is presently fallow. It was formerly in sugar cane cultivation. The Kawailoa wind energy generation system (wind turbines) is located between and around the Petition Area. Surrounding lands to the east, west, north, and south are owned by Bernice Pauahi Bishop Trust Estate and are either fallow or in diversified agriculture. Beyond these lands to the north is Waimea Valley, managed by Hiipaka, LLC, and to the east is land used for military training.
7. Access to the site is via Ashley Road, a gated, private roadway which is maintained for the existing wind farm, and connects to Kamehameha Highway.
8. By Decision and Order dated March 5, 2015, the State Land Use Commission ("LUC") designated the Petition Area and surrounding lands as Important Agricultural Land ("IAL") pursuant to Section 205-44, HRS. The North Shore Sustainable Communities Plan designates the Petition area as Agriculture. The zoning is AG-1 Restricted Agricultural District.
9. The Petition Area comprises of Class B, C, and E soils, according to the Land Study Bureau overall master productivity rating system. The Petition Area consists of Prime Agricultural Lands pursuant to the Agricultural Lands of Importance to the State of Hawaii Classification System.
10. The Project's solar panels will be constructed about 4 1/2 to 9 1/2 feet above existing grade. Power generated by the western portion of the SEF would be connected to the Hawaiian Electric Company ("HECO") electrical grid via the existing Makai Switchyard which connects to the existing overhead Waialua-Kahuku 46 kilovolt ("kV") sub-transmission line. Power generated by the eastern portion of the SEF would be connected to the grid via the existing Mauka Switchyard which connects to the Waialua-Kuilima 46 kV sub-transmission line.
11. The energy generated by the SEF will be sold to HECO.
12. The North Shore Neighborhood Board No. 27 considered the Project at its January 27, 2014 meeting but did not take a vote on the Project.
13. The Project is subject to obtaining a Conditional Use Permit, Minor, and grading and building permits. The Project is not subject to environmental disclosure requirements of Chapter 343, HRS.
14. The Commission received a report from the Director of the DPP dated March 13, 2015. The report provides an analysis of the request and a recommendation for approval of the Application subject to conditions.
15. At the public hearing of April 1, 2014, the Commission did not receive any public testimony. The Applicant provided testimony from its staff and consultants on the Project. The Commission received into record, Applicant's Exhibits 1 through 22.
16. Due to the recent designation of the Petition Area as IAL, the Commission requested that Applicant submit an agricultural plan for the proposed sheep ranching component

and possible alternative agricultural activities and therefore, continued the public hearing to April 15, 2015.

17. On April 13, 2015, the Applicant submitted a Preliminary Agricultural Plan (Applicant's Exhibit 23 and hereafter referred to as the "PAP"). The PAP presents preliminary plans for the co-location of sheep pasturage and in the event that arrangement is not successful, other agriculture use options including Lowline cattle, free-range poultry, and beekeeping for the Petition Area.
18. At its continued public hearing of April 15, 2015, the Commission accepted the PAP into the record.

CONCLUSIONS OF LAW

The Commission hereby concludes as follows:

1. The Commission has jurisdiction to permit unusual and reasonable uses within the agricultural districts, pursuant to Section 205-6, HRS.
2. The Project is an "unusual and reasonable" use as set forth in Section 205-6, HRS, and the five guidelines established by the Commission, pursuant to Section 2-45 of the Rules of the Commission.
3. The Project would make available portions of the site for compatible agriculture in accordance with Section 205-4.5(a)(21)(A), HRS.
4. The Project complies with relevant sections of Chapter 205, Part III, the IAL Law as follows:
 - a. The use does not conflict with any part of Chapter 205, HRS;
 - b. The public benefit to be derived from the Project is justified by a need for additional lands for non-agricultural purposes,
 - c. The proposed action will have no significant impact upon the viability of agricultural operations on adjacent agricultural lands.
1. The Project would not be contrary to the objectives sought to be accomplished by the State Land Use Law.

DECISION AND ORDER

Pursuant to the foregoing Findings of Fact and Conclusions of Law, the Commission hereby **APPROVES** the Application for a modification of State Special Use Permit, File No. 2014/SUP-6, for approximately 382.2 acres, Tax Map Keys 6-1-005: Portion of 001 and 6-1-006: Portion of 001, for the establishment of a SEF, as shown on Exhibit A, subject to the following conditions:

1. Usable lands of the Petition Area, including areas under PV panels, shall be made available for compatible agricultural use at a lease rate that is at least 50 percent below the fair market rent for comparable properties, as long as the Project is in operation. Compatible agricultural operations shall be established, or Applicant shall be actively seeking to have such operations established, within 6 months of the start of commercial power generation. Extensions to this deadline may be granted by the Director of the DPP for unforeseen extenuating circumstances.

2. If at any time during the term of the SUP no compatible agricultural operations exist on the usable lands of the Petition Area for 6 months, the Applicant shall notify the Commission and the Director of the DPP in writing within 30 days of the end of the 6-month period. If requested by the Commission, the Applicant shall attend a meeting of the Commission and submit a report to the Commission detailing the Applicant's actual and reasonable efforts to actively seek the establishment of compatible agricultural operations on the usable lands of the Petition Area. The Commission shall determine whether probable cause exists to re-evaluate the SUP and to hold a hearing pursuant to Section 2-49 of the Rules of the Commission. Extensions to the 6-month deadline may be granted by the Commission for unforeseen extenuating circumstances.
3. The Applicant shall submit for review and obtain the approval of the following from the Director of the DPP, prior to the issuance of a grading or building permit:
 - a. A survey map accompanied by a metes and bounds description of the approved Petition Area.
 - b. A site plan showing the area required under Condition 1, above, relating to the minimum land area to be made available for compatible agricultural use.
4. Prior to the closing of the building permit for the SEF, the Applicant shall submit to the DPP proof of financial security, such as a posted letter of credit or similar mechanism from a creditworthy financial institution, in favor of the owner of the land subject to the SUP, in the approximate amount of four million dollars (\$4,000,000.00), which security shall remain in place for the duration of the operation of the Project, with evidence of same provided to the Director of the DPP on an annual basis, to decommission the Project and restore the Petition area to substantially the same physical condition as existed prior to the development of the SEF.
 - a. The Applicant shall decommission the SEF within twelve (12) months following the termination of operations of the SEF. A change in Project ownership or a change in ownership of the land subject to the SUP, which warrants a new proof of financial security to decommission the Project, shall be submitted to the DPP for processing through the Commission, within three (3) months of the ownership change.
5. The Applicant shall comply with the recommendations of the U. S. Fish & Wildlife Service regarding the protection of endangered or migratory bird activity at the Petition Area.
6. The Applicant shall establish the Project within ~~two (2) years~~ thirty (30) months of the date of the LUC's Decision and Order approving the ~~SUP~~ modification of the SUP, or within such extended time if approved as follows. Requests for extension of this deadline shall be submitted to the Director of the DPP prior to the expiration of the deadline. The LUC may grant an extension to the deadline to establish the Project due to unforeseen circumstances that were beyond the control of the Applicant. This SUP shall be valid for a period of thirty-five (35) years from the date of the LUC's Decision and Order approving the modification of the SUP, subject to further extensions upon a timely request for extension filed with the Planning Commission at least one-hundred twenty (120) days prior to the SUP's expiration.
7. On or before December 31 of each year that the SUP is in effect, the Applicant or its successor shall file an annual report to the DPP that demonstrates the Applicant's compliance with conditions of the SUP.

8. Major modifications to: (1) the Project plans, including but not limited to significant increases in the ~~number of~~ area covered by PV panels; (2) amendments to the conditions of approval; (3) significant expansions of the approved area; or (4) change in uses stated herein, shall be subject to the review and approval of the Commission and the LUC. Minor modifications including minor additions to accessory uses and structures, and new incidental uses and structures in the approved area are subject to review and approval by the Director of the DPP.
9. The Applicant and/or landowner shall notify the Director of the DPP of:
 - a. Any change or transfer of licensee on the property;
 - b. Any change in uses on the property;
 - c. Termination of any uses on the property; and/or
 - d. Transfer in ownership of the property.

The Commission, in consultation with the Director of the DPP, shall determine the disposition of this SUP, and the facilities permitted herein.



925 Bethel Street
5th Floor
Honolulu, HI 96813
808.523.5866
www.g70.design

May 10, 2017
Kathy Sokugawa, Acting Director
City and County of Honolulu
Department of Planning and Permitting
650 South King Street, 7th Floor
Honolulu, HI 96813

Attn: Raymond Young

Subject: Kawaihoa Solar Project – Information Addendum
Modification of Special Use Permit (2014/SUP-6; SP15-406)
TMK 6-1-006:001 and 6-1-005:001
Kawaihoa, O’ahu, Hawai’i

Dear Ms. Sokugawa:

We are providing an update of the Modification of Special Use Permit (SUP) (2014/SUP-6; SP15-406) Application (April 21, 2017), which was submitted to the City and County of Honolulu, Department of Planning and Permitting. We are also providing additional information for the project in response to correspondence received from Raymond Young received on April 28, 2017.

1. The appropriate filing fee is included with this submittal and has been noted as such on the Master Application form.
2. Original signatures on the application form are included with this submittal as Attachment 1.
3. This addendum letter supersedes a prior letter (April 11, 2017) to the Planning Commission requesting withdraw of its approval of the extension of time from consideration by the Land Use Commission. A copy of the April 11, 2017 letter is provided as Attachment 2.
4. Map E200 has been revised in the updated Modification Application (May 5, 2017) to show the approved SUP area per surveyed metes and bounds.
5. The submittal letter dated May 5, 2017, for Modification of Special Use Permit (2014/SUP-6; SP15-406), has been revised to reflect the Applicant (Kawaihoa Solar, LLC), as shown on the executed Master Application Form.
6. One hard copy and one electronic copy of the Application and this letter addendum is provided. Please advise the number of copies required for processing/distribution of the Application.

EXHIBIT 6

Ms. Kathy Sokugawa, Acting Director
Department of Planning and Permitting
Information Addendum: Modification of 2014/SUP-3; SP15-405
May 10, 2017
Page 2 of 2

The Applicant is continuing to make progress on the SUP approval Conditions detailed in 2014/SUP-6; SP15-406. Condition 12 relating to submittal of an Archaeological Monitoring Plan for the State Historic Preservation Division (SHPD) review and acceptance prior to ground disturbing activities has been completed. A copy of the SHPD approval letter of the Archaeological Inventory Survey and Archaeological Monitoring Plan is provided as Attachment 3 and 4.

Please contact me at 441-2104 or Tracy Camuso at 441-2125 if you have questions.

Sincerely,
GROUP 70 INTERNATIONAL, INC., dba G70



Jeff Overton, AICP, LEED AP
Principal

Attachment(s):

1. Executed Master Application Form
2. Letter to Planning Commission
3. SHPD Approval of Archaeological Inventory Survey
4. SHPD Approval of Archaeological Monitoring Plan

City and County of Honolulu
 DEPARTMENT OF PLANNING AND PERMITTING
 650 South King Street, 7th Floor
 Honolulu, Hawaii 96813

2017 MAY -8 PM 3:47

PLANNING DIVISION MASTER APPLICATION FORM PLANNING DIVISION
CITY & COUNTY OF HONOLULU

Additional data, drawings/plans, and fee requirements are listed on a separate sheet titled "Instructions for Filing". **PLEASE ASK FOR THESE INSTRUCTIONS.**

All specified materials described in the "Instructions for Filing" and required fees must accompany this form; incomplete applications will delay processing. You are encouraged to consult with Planning Division staff in completing the application. Please call appropriate phone number given in the "Instructions for Filing".

Please print legibly or type the required information.

SUBMITTED FEE: \$ \$15,000

PERMIT/APPROVAL REQUESTED (Check one or more as appropriate): (2014/SUP-6; SP15-406)

<input type="checkbox"/> GENERAL PLAN AMENDMENT	<input checked="" type="checkbox"/> SPECIAL USE PERMIT <u> </u> New <u> X </u> Modify Existing
<input type="checkbox"/> STATE LAND USE BOUNDARY AMENDMENT (<15 acres) From _____ (District) To _____ (District)	<input type="checkbox"/> ZONING DISTRICT BOUNDARY ADJUSTMENT, ADMINISTRATIVE
<input type="checkbox"/> DEVELOPMENT PLAN (DP)/SUSTAINABLE COMMUNITIES PLAN (SCP) AMENDMENT Indicate DP/SCP area _____	<input type="checkbox"/> ZONE CHANGE From _____ (District) To _____ (District)
<input type="checkbox"/> PUBLIC INFRASTRUCTURE MAP REVISION (Indicate Map Symbol Request): <input type="checkbox"/> CY (Corporation Yard) <input type="checkbox"/> DSP (Desalination Plant)	
<input type="checkbox"/> D (Drainage Way (Open Channel)) <input type="checkbox"/> TS (Transit Station) <input type="checkbox"/> FS (Fire Station) <input type="checkbox"/> GB (Government Building) <input type="checkbox"/> GC (Golf Course)	
<input type="checkbox"/> P (Parks) <input type="checkbox"/> PS (Police Station) <input type="checkbox"/> PKG (Parking Facility/Transit Center) <input type="checkbox"/> RES (Water Reservoir) <input type="checkbox"/> SPS (Sewage Pump Station)	
<input type="checkbox"/> STP (Sewage Treatment Plant) <input type="checkbox"/> SW (Solid Waste Facility) <input type="checkbox"/> RTC (Rapid Transit Corridor) <input type="checkbox"/> R (Arterial & Collector Roadway) <input type="checkbox"/> W (Potable Well)	

(Project/Parcel specific information should be provided for General Plan and Development Plan amendments only if appropriate.)

TAX MAP KEY(S): 6-1-006:001 and 6-1-005:001

STREET ADDRESS/LOCATION OF PROPERTY: Ashley Road (Kawailoa), approx. 4 miles north of Haleiwa

APPLICATION/SUBJECT AREA (Acres/sq.ft.): 382.2 acres, approx.

THE PROPOSED PROJECT IS LOCATED INSIDE OUTSIDE THE:

- Urban Growth Boundary Community Growth Boundary
 Urban Community Boundary Rural Community Boundary

OF THE North Shore

ZONING DISTRICT(S): AG-1

DEVELOPMENT PLAN/SUSTAINABLE COMMUNITY PLAN

STATE LAND USE DISTRICT: Agriculture

RECORDED FEE OWNER:

Name (& title, if any) Keith Chang, Land Assets Manager

Organization Kamehameha Schools

Mailing Address 567 S.King St, Suite 200

Honolulu, HI 96813

Phone Number 808-523-6200

Signature [Signature]

APPLICANT:

Name Craig Cornelius, President

Organization Kawailoa Solar LLC

Mailing Address 100 California St., #400

San Francisco, CA 94111

Phone Number 415-627-1646

Signature [Signature]

PRESENT USE(S) OF PROPERTY/BUILDING:

Cattle ranching

AUTHORIZED AGENT/CONTACT PERSON:

Name Wren Wescoatt

Mailing Address 3662 Woodlawn Terrace Pl.

Honolulu, HI. 96822

Phone Number 808-780-1000

Signature [Signature]

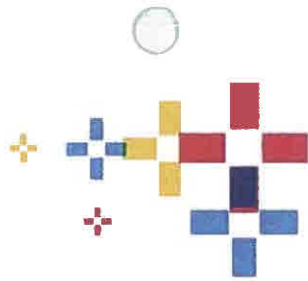
PROJECT NAME (if any): Kawailoa Solar Project

REQUEST/PROPOSAL (Briefly describe the nature of the request, proposed activity or project):

Modification of permit #2014/SUP-6; SP15-406 project dates and minor changes to equipment.

DPP/ELOG NO. _____

DPP/POSSE NO. _____



Kawaioloa Solar, LLC
100 California St, Suite 400
San Francisco, CA 94111

May 2, 2017

Department of Planning and Permitting
City and County of Honolulu
650 S. King Street, 7th Floor
Honolulu, Hawaii 96813

Re: Kawaioloa Solar, LLC (2014/SUP-06; SP15-406)
Applicant Authorization for Consultant

To Whom It May Concern:

Kawaioloa Solar, LLC is the applicant and permittee involved in the above-referenced Special Use Permit (SUP). Kawaioloa Solar, LLC now seeks to modify the SUP. Accordingly, Kawaioloa Solar, LLC hereby authorizes its consultant, Group 70 International, Inc., to act as its agent on this application to modify the above-referenced SUP.

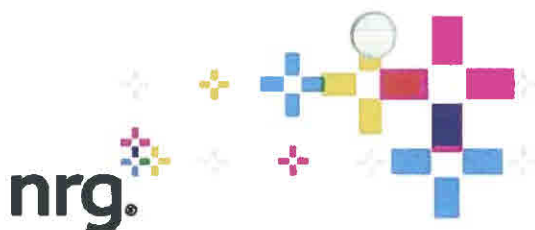
Kawaioloa Solar, LLC hereby acknowledges that Kawaioloa Solar, LLC and its successors shall be bound and subject to the SUP and its conditions.

If you have any questions or concerns, please do not hesitate to contact me.

Best regards,

A handwritten signature in blue ink, appearing to read "Craig Cornelius".

Craig Cornelius,
President
Kawaioloa Solar, LLC



NRG Renew, LLC
100 California St, Suite 400
San Francisco, CA 94111

April 11, 2017

Attention: Planning Commission
Department of Planning and Permitting
650 S. King Street, 7th Floor
Honolulu, Hawaii 96813

Re: Kawaihoa Solar, LLC SP15-406
Waipi'o PV, Ltd. SP-405

To Whom It May Concern:

The above referenced State Special Use Permits ("SUPs") are held by Waipi'o PV, Ltd. and Kawaihoa Solar, LLC, ("Waipio Project" and "Kawaihoa Project", respectively), wholly owned subsidiaries previously held by SunEdison. As you may know, SunEdison filed for bankruptcy and NRG purchased both the Waipio and Kawaihoa Projects.

NRG has worked with Hawaiian Electric Company ("HECO") to reinstate the Power Purchase Agreements ("PPAs") for both Projects, and will need to finance, construct and interconnect both projects to the Oahu electrical grid by 2019. Based on the additional time required to establish the Projects, NRG is requesting a modification of the permit conditions (SP15-405, condition #5; SP15-406, condition #6) to extend the deadline to complete the projects from 2017 to 2019. Additionally while the respective physical footprints and output of the projects will remain similar, NRG is requesting certain minor technical modifications to the existing SUPs. For example, the panel specifications indicated in the initial application were based on panels manufactured by SunEdison. Because NRG will need to purchase panels from a different manufacturer, the panel specifications differ, though the area covered only changes slightly. In addition, the Waipio Project approved fixed-tilt panels, but NRG will request that the Waipio Project SUP be modified to allow horizontal-axis tracking panels, similar to the Kawaihoa Project. NRG believes that these minor changes will not alter the impacts of either Project beyond what was analyzed and approved by the Planning Commission and State Land Use Commission.

NRG requests that the minor modifications to the conditions be processed as a request for modification of a condition under the Rules of the Planning Commission ("PC Rule"), Subchapter 4, § 2-49. NRG will be

preparing the proper documentation to modify the above reference SUPs and will submit any other information the Planning Commission may require for its review of the condition modifications.

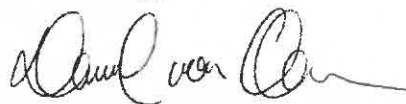
As you know, the Planning Commission acted on NRG's original request for an extension of time to establish the Waipio Project in February 2017, and the Land Use Commission has 45 days to approve or reject that extension. To simplify the review process and in light of our additional modifications to the Waipio Project's SUP conditions, NRG requests that the Planning Commission withdraw its approval of the extension of time to from consideration by the Land Use Commission.

NRG is obligated to achieve certain performance milestones in its PPAs with HECO, making the timely review and approval of these SUPs extremely important for both Projects. As such, NRG would appreciate if the DPP and the Planning Commission could use any means within its discretion to expedite the processing of these requests.

Finally, NRG respectfully requests that both SUP modifications be 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 SUPs by the Planning Commission. NRG must have the modifications approved in order to meet financing deadlines.

We thank you for your continued support of these energy projects. Should you have any questions, please contact NRG as soon as possible.

Sincerely,



Daniel von Allmen
Senior Analyst, Project Development

cc:
Land Use Commission
Ray Young, Department of Planning and Permitting

DAVID Y. IGE
GOVERNOR OF HAWAII



STATE OF HAWAII
DEPARTMENT OF LAND AND NATURAL RESOURCES

POST OFFICE BOX 621
HONOLULU, HAWAII 96809

CARTY S. CHANG
INTERIM CHAIRPERSON
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ENGINEERING
FORESTRY AND WILDLIFE
HISTORIC PRESERVATION
KAHOOLAWE ISLAND RESERVE COMMISSION
LAND
STATE PARKS

February 2, 2014

Robert B. Rechtman, PhD
ASM Affiliates
507A East Lanikaula Street
Hilo, HI 96720

LOG NO: 2014.05215
DOC NO: 1502SL02
Archaeology

Dear Dr. Rechtman:

SUBJECT: **Chapter 6E-42 Historic Preservation Review —
Archaeological Inventory Survey for First Wind's Kawailoa Solar Power Project
Kawailoa Ahupua'a, Waialua District, Island of O'ahu
TMK: (1) 6-1-005:001, 6-1-006:001, and 6-1-007:001**

Thank you for the opportunity to review your draft report titled *An Archaeological Inventory Survey of First Wind's Kawailoa Solar Power Project, Portions of TMKs: (1) 6-1-005:001, (1) 6-1-006:001, and (1) 6-1-007:001 Kawailoa Ahupua'a, Waialua District, Island of O'ahu* (Rechtman and Clark, November 2014). We received this submittal on November 19, 2014, and minor revisions on January 14, 2015.

The project area is located within the coastal lowlands of Kawailoa Ahupua'a. It is situated at the shoreward end of a saddle-like plateau along the western edge of the Ko'olau Mountains. ASM Affiliates, Inc. conducted the 360-acre archaeological inventory survey (AIS) of the project area at the request of First Wind Energy, LCC (First Wind). First Wind proposes to develop a solar power generation project. The project will occupy land owned by Kamehameha Schools and leased to First Wind for the specific purpose of the development of alternative energy. First Wind has already developed portions of this land as a wind power energy facility, including baseline infrastructure (i.e., roads, drainage, and power connections). The solar panels will be constructed in four arrays within former plantation fields. The former plantation roads widened and reinforced in support of the wind farm will be used for construction, operation, and maintenance purposes. A new 100-foot corridor for the placement of collection lines will be established, and two solar substations will be constructed within the existing wind power project area; an AIS for one substation (Rechtman et al. 2011) was reviewed and accepted by SHPD on March 14, 2012 (Log No. 2012.0600, Doc. No. 1203RS17/1112NN05).

The AIS field work included a pedestrian survey involving 100% coverage of the project area which is comprised of the following four separate solar array survey areas: Waimea 5 (82 acres), Waimea 6 (113 acres), Waimea 8 (38 acres) and Waimea 26 (130 acres), and the 100-foot wide *makai* Collector Line Corridor. The survey further documented previously-recorded Site 50-80-04-7171 and newly-recorded Site 50-80-04-7716, both of which are within the *makai* Collector Line Corridor. Both sites are portions of plantation ditch systems. Site 7171 (Upper Waimea Ditch Complex) was recorded by Rechtman et al. (2011). It extends beyond the current project area. Portions within the current project area have already been impacted by construction activities associated with development of the proposed Kawailoa Wind Farm (e.g., widening of Ashley Road) and other sections will potentially be impacted by the *makai* collector line, the *makai* solar substation, and the development of the Waimea 5 solar array. Site 7716 (Lower Waimea Ditch Complex) extends the entire width of the current *makai* collector line survey corridor and continues both to the north and south with an overall length of about 1.9 miles. The report indicates that both sites were assessed as significant per Hawaii Administrative Rules (HAR) §13-284-6 under Criterion "d" (have yielded, or is likely to yield, information important for research on prehistory or history). It states that the project effect recommendation is "no historic properties affected," however mitigation in the form of

Dr. Rechtman
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Page 2


archaeological monitoring is recommended to address possible inadvertent finds. We concur with the site significance assessments. Our project effect determination is no historic properties affected. We also concur with archaeological monitoring being conducted during project construction to ensure proper documentation and treatment of any inadvertent finds, including possible additional features related to Sites 7171 and 7716.

The report meets the standards set forth in HAR §13-276-5. It is accepted by SHPD. Please send one hardcopy of the document, clearly marked **FINAL**, along with a copy of this review letter and a text-searchable PDF version on CD to the Kapolei SHPD office, attention SHPD Library.

Per HAR §13-284-8(a)(1)C, the agreed-upon mitigation measure for this project is data recovery in the form of archaeological monitoring. Pursuant to HAR §13-284-8(a)(3)(e), we look forward to receiving an archaeological monitoring plan that meets HAR §13-279-4.

Please contact me at (808) 692-8019 or Susan.A.Lebo@hawaii.gov if you have any questions or concerns regarding this letter.

Aloha,



Susan A. Lebo, PhD
Oahu Lead Archaeologist
Acting Archaeology Branch Chief

DAVID Y. IGE
GOVERNOR OF HAWAII



STATE OF HAWAII
DEPARTMENT OF LAND AND NATURAL RESOURCES

STATE HISTORIC PRESERVATION DIVISION
KAKUHIHEWA BUILDING
601 KAMOKILA BLVD, STE 555
KAPOLEI, HAWAII 96707

SUZANNE D. CASE
CHAIRPERSON
BOARD OF LAND AND NATURAL RESOURCES
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KEKOA KALUHIWA
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KAHOOLAWE ISLAND RESERVE COMMISSION
LAND
STATE PARKS

February 9, 2016

Russell Y. Tsuji, Land Administer
Land Division
Department of Land and Natural Resources
P.O. Box 621
Honolulu, HI 96809

LOG NO: 2015.00284
DOC NO: 1602SL03
Archaeology

Mr. George I. Atta, Director
City and County of Honolulu
Department of Planning and Permitting
650 South King Street, 7th Floor
Honolulu, HI 96813

Dear Sirs:

SUBJECT: **Chapter 6E-42 Historic Preservation Review – REVISED COMMENTS**
Application for a Special Use Permit-Solar Energy Facility (2014/SUP-6)
Kawailoa Ahupua‘a, Waialua District, Island of O‘ahu
TMK: (1) 6-1-005:001 por., 6-1-006:001 por.

Thank you for the opportunity to update our earlier review of the subject application for a special use permit for SunEdison (formerly First Wind) to develop a 50 MW solar farm on approximately 304 acres of 3,492 acres owned by Kamehameha Schools (February 25, 2015; Log No. 2015.00284, Doc. No. 1502GC09).

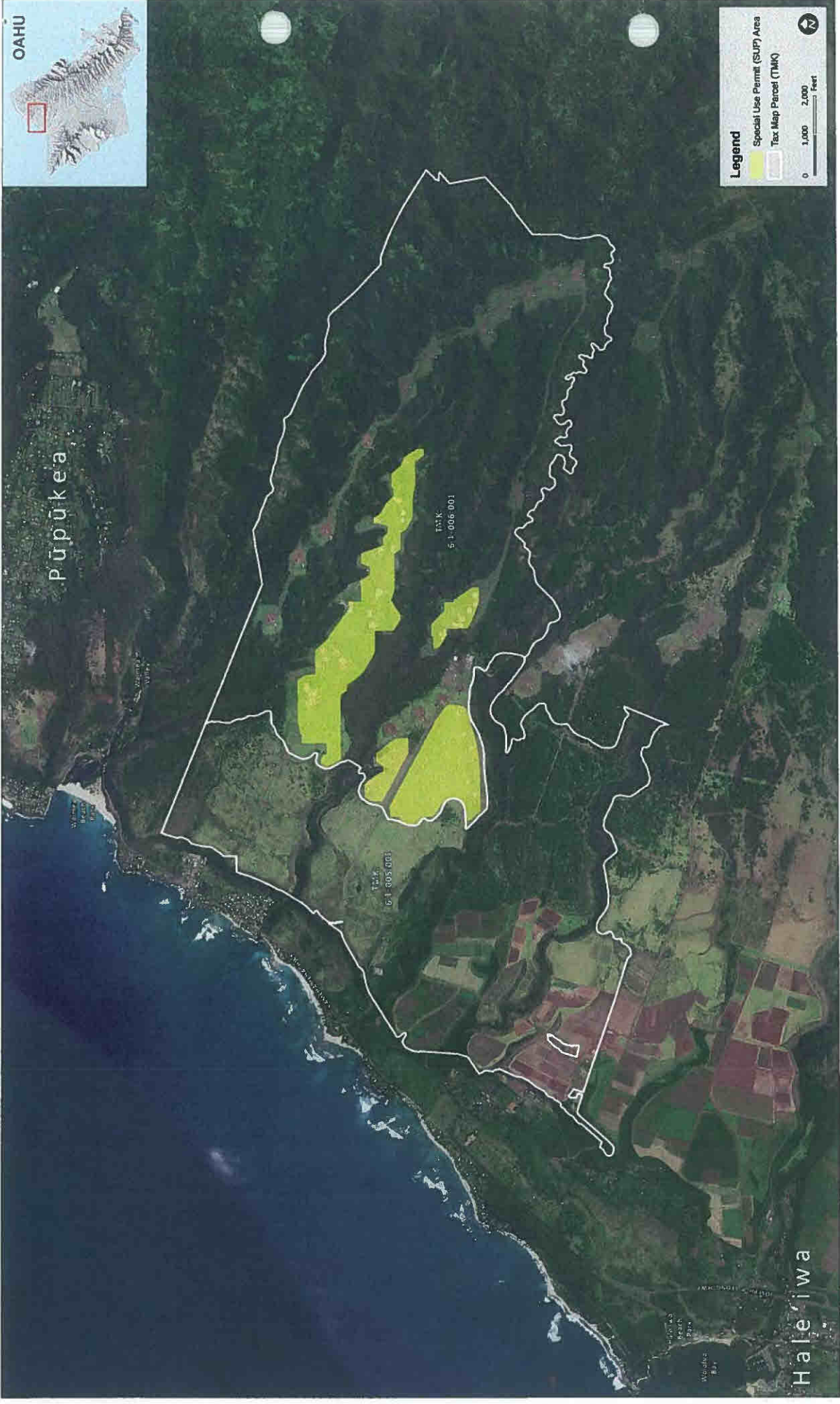
In our previous letter we indicated that an archaeological inventory survey (AIS) was conducted in support of the present project which was reviewed and accepted by the SHPD on February 2, 2015 (Log No. 2014.05215, Doc. No. 1502SL02). The AIS further documented previously-recorded Site 50-80-04-7171, and newly recorded Site 50-80-04-7716, both of which are within the *makai* Collector Line Corridor. These two sites were assessed as significant pursuant to Hawaii Administrative Rules (HAR) §13-284-6 under Criterion “d” (has yielded, or is likely to yield, information important for research on prehistory or history). SHPD requested **an archaeological monitoring plan** be submitted to our office for review and acceptance pursuant to HAR §13-279-4 prior to any ground disturbance.

Based on current information, the proposed solar farm will occur within the same TMK parcels covered in the plan titled *Archaeological Monitoring Plan for the First Wind Kawailoa Wind Power Project Area (TMKs: 1-6-05:001, 003, 007, 014, 015, 016, 019, 020, 021, 022; 1-6-1-06:001; 1-6-1-07:001; 1-6-1-08:025; 1-6-2-02:001, 002, 025; 1-6-2-09:001; and 1-6-2-11:001)* (Rechtman 2012) which the SHPD reviewed and accepted on July 31, 2012 (Log No. 2011.3311, Doc. No. 1208SL18). SHPD’s determination is **no historic properties affected** with implementation of the SHPD-accepted monitoring plan. The permit issuance process may proceed.

Please contact me at (808) 692-8019 or at Susan.A.Lebo@hawaii.gov if you have any questions regarding this letter.

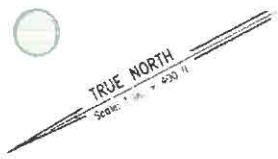
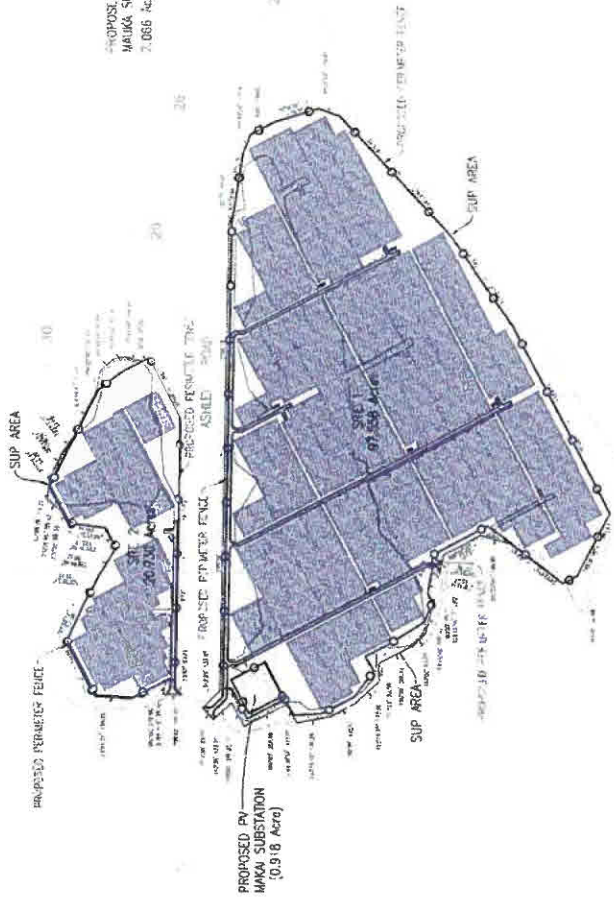
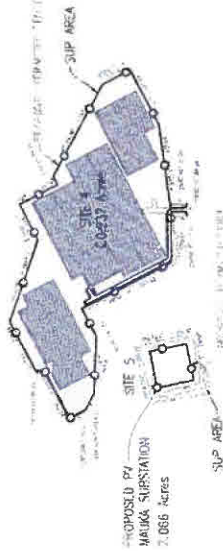
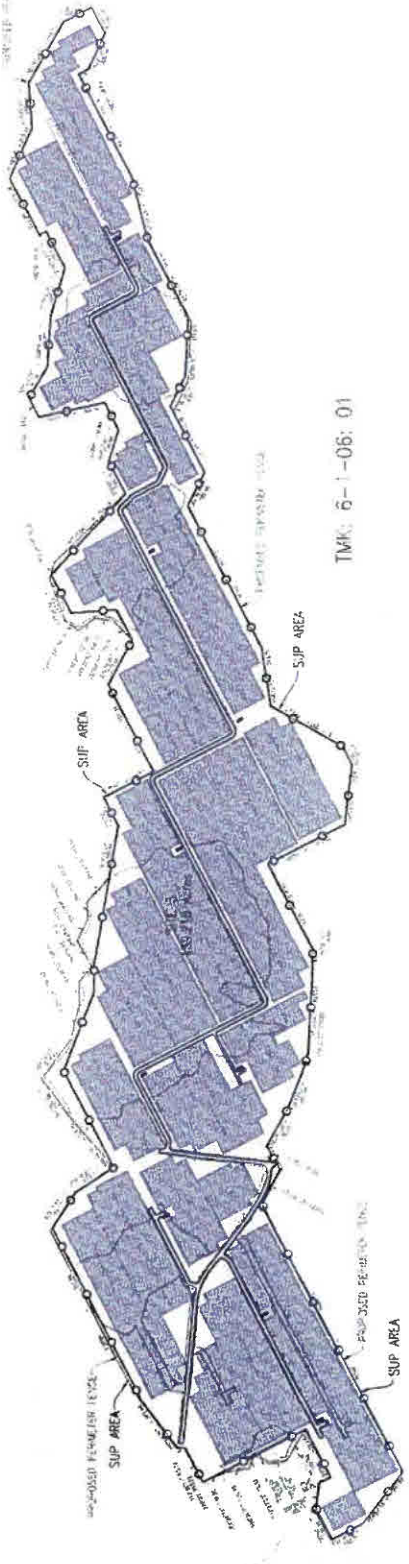
Aloha,

Susan A. Lebo, PhD
Archaeological Branch Chief



**Location Map
Kawaiiloa Solar Project**

TMK: 5-1-06: 01



LEGEND

2017 LAYOUT

EXHIBIT 8

Overall Site Plan - Kawailoa Solar Farm

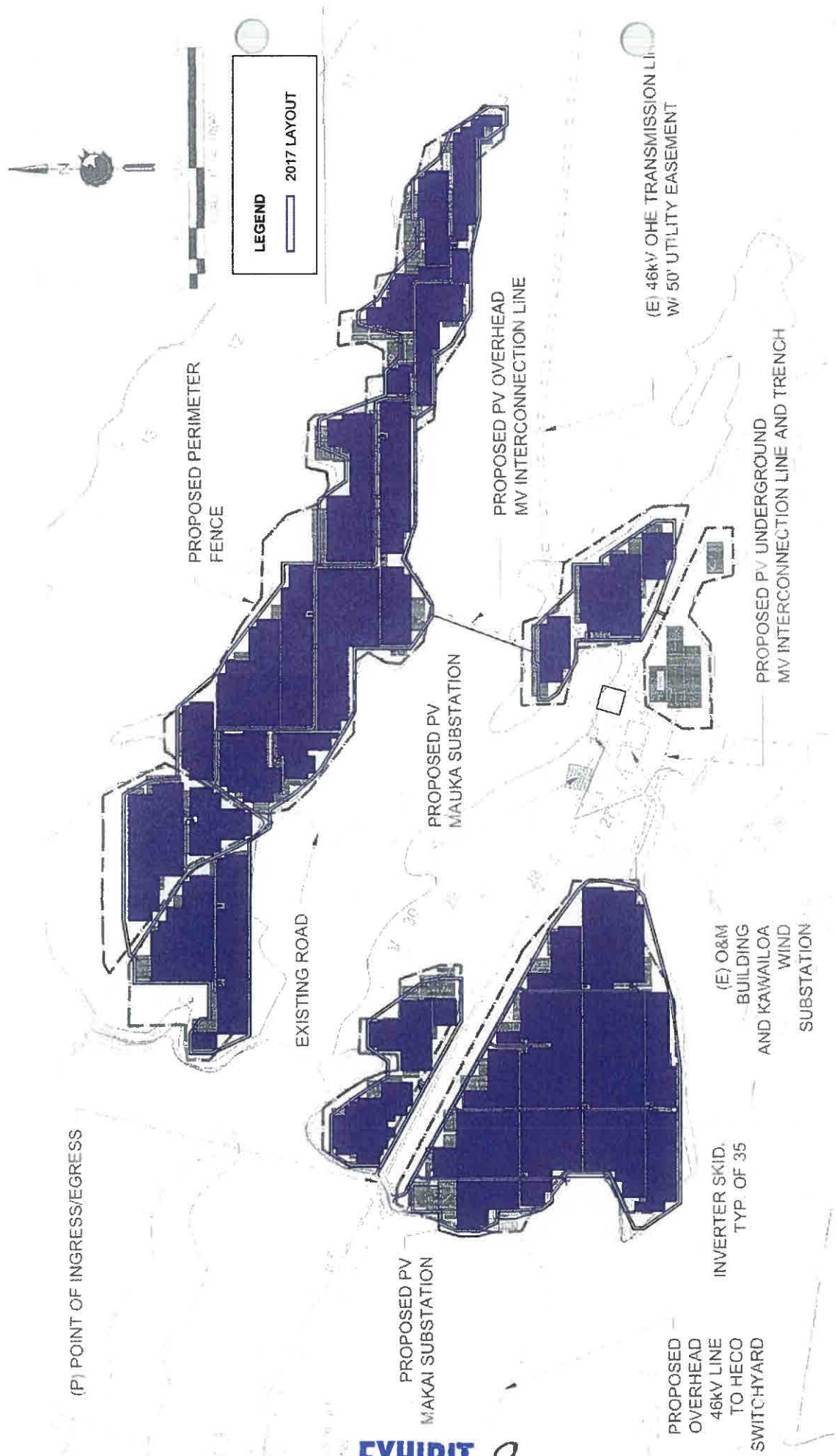


EXHIBIT 9

Project Plan Overlay - Kawailoa Solar Farm

KUALOA RANCH
PRIVATE NATURE RESERVE

June 16, 2017

Planning Commission
650 South King Street
7th Floor
Honolulu, Hawaii 96813

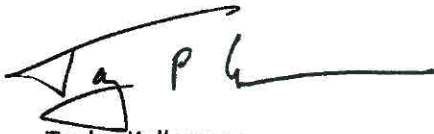
Re: 2014/SUP-6 Kawaihoa Solar LLC

Planning Commission:

Kawaihoa Solar LLC has disclosed the following proposed change to the Solar Energy Facility approved by the above referenced Special Use Permit: the use of six feet high chain-link fencing instead of four feet high hog-wire fencing. Kualoa Ranch affirms that this proposed change does not have any adverse effect on the planned agricultural use of the Permitted Area.

If you have any questions, please do not hesitate to contact our office.

Sincerely,



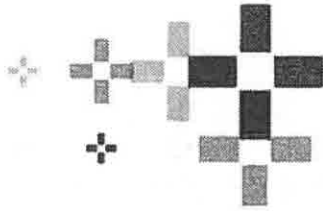
Taylor Kellerman

Director of Diversified Agriculture and Land Stewardship

Kualoa Ranch Hawaii

EXHIBIT 10

WHERE LEGENDS ARE MADE



NRG Energy, Inc.
100 California St, Ste 400
San Francisco, CA 94111

June 16, 2017

Planning Commission
650 South King Street
7th Floor
Honolulu, Hawaii 96813

Re: 2014/SUP-6 Kawailoa Solar LLC & 2014/SUP-3 Waipio PV LLC

Planning Commission:

Kawailoa Solar LLC and Waipio PV LLC (collectively, the Applicants) received comments from the State of Hawaii Department of Agriculture on Applicants' proposed amendments to the above referenced Special Use Permits (SUPs). In particular, the State Department of Agriculture was concerned with the change from fixed tilt racks to single-axis tracking racks at the Waipio site and the change from four feet high hog wire fencing to six feet high chain-link fencing at both the Waipio and Kawailoa sites.

Pursuant to these comments, the Applicants affirm that these amendments proposed in both SUP proceedings will not restrict or impede compatible agricultural uses within the Permitted Areas in any way, or reduce the acreage within the Permitted Area available for compatible agricultural uses.

We look forward to providing a sustainable sheep market for Hawaii's consumers. If you have any questions, please do not hesitate to contact our office.

Sincerely,

By: AARTY JOSHI

Its: Senior Manager, Environmental
Permitting

EXHIBIT 11

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

In the Matter of the Application of

KAWAILOA SOLAR, LLC

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

FILE NO. 2014/SUP-6(RY)


CERTIFICATE OF SERVICE

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct file-marked copy of the
foregoing shall be duly served upon the following person(s) by hand delivery:

PLANNING COMMISSION
Department of Planning and Permitting
City and County of Honolulu
650 S. King Street, 7th Floor
Honolulu, Hawaii 96813

DATED: Honolulu, Hawaii, June 19, 2017.



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