

Of Counsel:
ASHFORD & WRISTON
A LIMITED LIABILITY LAW PARTNERSHIP

2017 JUN 19 PM 3:54

DEPT OF PLANNING
AND PERMITTING
CITY & COUNTY OF HONOLULU

BENJAMIN A. KUDO 2262-0
SARAH M. SIMMONS 10228-0
999 Bishop Street, Suite 1400
Honolulu, Hawaii 96813
Telephone: (808) 539-0400

Attorneys for Applicant
WAIPIO PV, LLC

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

In the Matter of the Application of

WAIPIO PV, LLC

FILE NO. 2014/SUP-3(RY)

For a New Special Use Permit to Allow
Development of a 47-megawatt
photovoltaic (PV) Energy Generation
Facility and Accessory Uses and
Structures on Lands Rated Class B by the
Land Study Bureau, Waipio, Ewa, Oahu,
Hawai'i Tax Map Key No.: (1) 9-5-003:017

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 WAIPIO PV, LLC ("Waipio PV" 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.

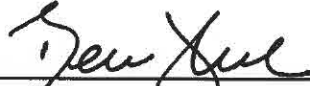
LIST OF WITNESSES

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 Tin Roof 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
WAIPIO PV, 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 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=iroi-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 Kawailoa 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)

WREN W. WESCOATT, III
3662 Woodlawn Terrace Place
Honolulu, Hawai'i 96822
808-780-1000
wren.wescoatt@gmail.com

EDUCATION

M.A., EDUCATION (1995)
University of North Carolina at Chapel Hill
B.A., COMMUNICATION (1990)
Stanford University
GRADUATE WITH HONORS (1986)
Kamehameha Schools

AFFILIATIONS

- Commissioner, Hawaiian Homes Commission (Interim appointment)
- Pacific Century Fellows
- Hawai'i Renewable Energy Alliance
- Stanford University Alumni Association
- Kamehameha Schools Alumni Association

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 Keahoulu - Master Plan, EA, Permits
Kona, Hawai'i

Kamehameha Schools Kapālana - Strategic Implementation Plan, Master Plan
Kapālana, 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 Keahoulu - 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

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

Lanikai Shopping Center/Henry Street - EA
Kona, Hawai'i

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

**Maka'iwa 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 Waipio Solar Project (2014/SUP-3; SP15-405)

Dear Acting Director Sokugawa:

On behalf of Waipio PV, LLC ("Permittee"), we are submitting a request for modification of the Special Use Permit granted for the Waipio Solar Project (2014/SUP-3; SP15-405) ("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, Kawailoa Solar, LLC and Lanikuhana Solar, LLC, through a court-approved acquisition in October 2016. The Permittee for this project remains Waipio PV, LLC, though it is now owned by NRG. Additionally, the property owner of the project site, Waipio Land Holdings LLC was also acquired in the transaction. Permittee provided notice of these changes in ownership in an Annual Compliance Report, which was submitted in December 2016 to DPP with copies to the State Land Use Commission and State Office of Planning. These changes in ownership will not alter the Project but may require updates to 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 started construction in October 2015, with completion scheduled in late 2016. The SUP required that the SEF be established no later than March 31, 2017 (2014/SUP-3, condition #2; SP15-405, condition #5), 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 has re-negotiated the PPA with HECO, which has been filed with the PUC for approval, 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 March 31, 2015 to December 31, 2019. This would require revisions to the Findings of Fact and to condition #2 of the Planning Commission Decision and Order.

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 impacts of the Project. This modification would require revising the Findings of Fact and condition #2 of the Planning Commission Decision and Order.

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 alter 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 163,000 modules and cover approximately 88 acres to produce the same amount of energy as a smaller 122w First Solar panel which would require 504,000 modules and cover approximately 99 acres. Specifications of these two potential modules 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 from fixed-tilt racks to tracking racks. Previously the Project planned to employ fixed-tilt racks to which modules are mounted and remain static throughout the day. In order to improve productivity of the Project and lower the cost of energy produced, the Permittee is now proposing to mount modules to single-axis tracking racks which pivot horizontally to move the panels throughout the day to track the sun. The proposed tracking equipment is identical to

what was approved and still planned at the Kawailoa Solar Project. Tracking racks do not significantly alter the footprint or the impacts of the Project.

- C. 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, racks and perimeter fencing:

Waipio Solar Project Specifications			
	2015	2017	Net Change
Net Capacity	47 MW	47 MW	No change
Module Count	207,228	*163,000 to 504,000	-56,000 to +208,000 modules
Covered Area (acres)	99	*88-99	Decrease up to 11 acres
Lot Coverage	9%	*8-9%	Decrease up to 1%
Permitted Area (acres)	308.5	308.5	No change
Racks	Fixed	Tracking	Equipment change
Max Module Height (ft)	9.5	9.5	No change
Latest Completion Date	3/31/17	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.

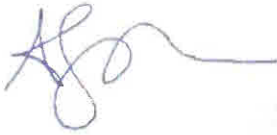
To facilitate the Department's review of this application, the following exhibits are included:

- 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: Reflectivity Report for Tracking Racks
- Exhibit G: Suggested revisions to the Findings of Fact and Decision and Order

Since the original permit fee that was paid (\$15,000) based on a permitted area of 308 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 line 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 Reflectivity Report for Tracking Racks
- G 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 3:46

PLANNING DIVISION MASTER APPLICATION FORM

DEPT. OF PLANNING
 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-3; SP15-405)

<input type="checkbox"/> GENERAL PLAN AMENDMENT	<input checked="" type="checkbox"/> SPECIAL USE PERMIT ___ New ___ X 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"/> 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)	<input type="checkbox"/> AMEND UNILATERAL AGREEMENT TO ORDINANCE NO. _____

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

TAX MAP KEY(S): 9-5-003:017

STREET ADDRESS/LOCATION OF PROPERTY: 94-1202 Ka Uka Blvd, Waipio, 96797

APPLICATION/SUBJECT AREA (Acres/sq.ft.): 308.8 acres

THE PROPOSED PROJECT IS LOCATED INSIDE OUTSIDE THE:

Urban Growth Boundary
 Urban Community Boundary

Community Growth Boundary
 Rural Community Boundary

OF THE Central Oahu


ZONING DISTRICT(S): AG-1

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

RECORDED FEE OWNER:

Name (& title, if any) Craig Cornelius, President
 Organization Waipio Land Holdings LLC
 Mailing Address 100 California St., #400
 San Francisco, CA 94111
 Phone Number 415-627-1646
 Signature 


APPLICANT:

Name Craig Cornelius, President
 Organization Waipio PV 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 

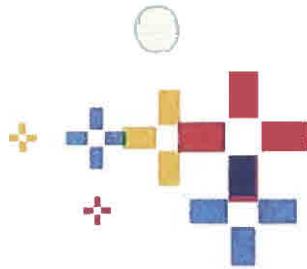
PROJECT NAME (if any): Waipio Solar Project

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

Modification of permit #2014/SUP-3; SP15-405 project dates and minor changes to equipment.

DPP/ELOG NO. _____

DPP/POSSE NO. _____



Waipio Land Holdings, 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: Waipio PV LLC (2014/SUP-03; SP15-405)
Landowner Authorization

To Whom It May Concern:

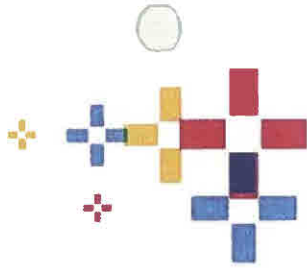
Waipio Land Holdings, LLC is the owner of the land at Tax Map Key (1) 9-5-003-017. In 2015, a related entity, Waipio PV, LLC, applied for and was granted the above-referenced Special Use Permit. Waipio PV, LLC now seeks to modify the above-referenced Special Use Permit. Accordingly, Waipio Land Holdings, LLC authorizes and approves Waipio PV, LLC to act in its stead to process the modification of the Special Use Permit.

Waipio Land Holdings, LLC hereby acknowledges that Waipio Land Holdings, LLC and its successors shall be bound and subject to the Special Use Permit and its conditions.

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

Best regards,


Craig Cornelius,
President
Waipio Land Holdings, LLC



Waipio PV, 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: Waipio PV LLC (2014/SUP-03; SP15-405)
Applicant Authorization for Consultant

To Whom It May Concern:

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

Waipio PV, LLC hereby acknowledges that Waipio PV, 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
Waipio PV, LLC

EXHIBIT B

OVERALL SITE LAYOUT DRAWING (E200)

REVAMP

340 W. Street, #7
San Francisco, CA 94112
Tel: 415.774.8900
www.revamp.com

THIS DOCUMENT IS THE PROPERTY OF REVAMP AND IS TO BE USED ONLY FOR THE PROJECT AND LOCATION 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.



PROJECT NAME
WAIPIO SOLAR

SITE LOCATION
MILLIKANI, HI
21.2715, 94.157759425W

DATE: 08/14/2013

1. PRELIMINARY
2. REVISED
3. REVISED

BY: [Redacted]
CHECKED BY: [Redacted]

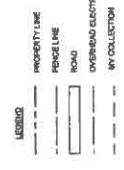
OVERALL SITE LAYOUT

E200

REVISIONS:

1. REVISIONS ARE FOR PERMITS. SUBSTANCE ONLY. SLOPES OF THE SITE ARE NOT DEPICTED AND LOCATIONS MAY BE VERIFIED ON SITE BEFORE INSTALLATION.

PRELIMINARY - NOT FOR CONSTRUCTION



1. OVERALL SITE LAYOUT
1" = 200' ±

EXHIBIT C

TRACKER DETAIL DRAWING (E300)

REVAMP
ENGINEERING, P.C.

180 Hwy. 100, Suite 400
Millsboro, DE 19966
www.revamp-engineering.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,
MECHANICAL, OR PHOTOCOPYING,
RECORDING, OR BY ANY INFORMATION
SYSTEMS WITHOUT THE WRITTEN
CONSENT OF REVAMP ENGINEERING, INC.

CLIENT
nrg

PROJECT NAME
WAIPIO SOLAR
SITE LOCATION
MILLILANI, HI
21°27'15.94"N, 157°59'4.25"W

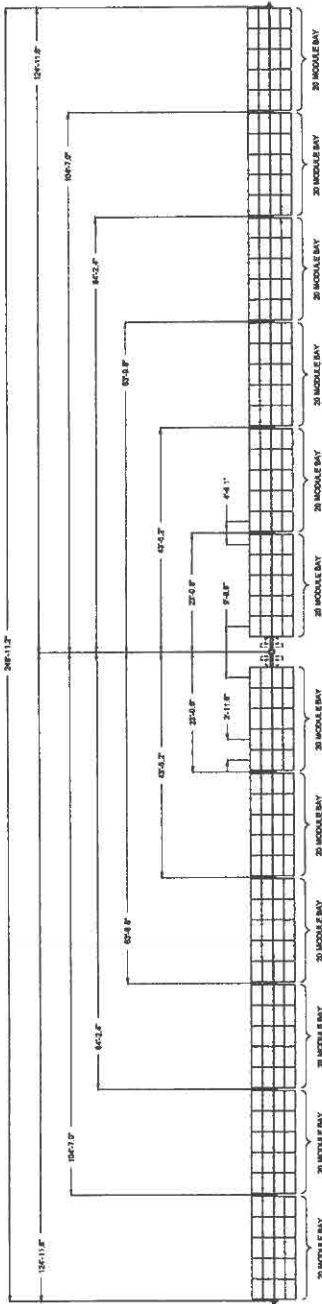
- DATE: 08/14/12
- 1. DESIGN
 - 2. PERMIT
 - 3. CONSTRUCTION
 - 4. AS-BUILT
 - 5. ADDITIONAL WORK
 - 6. MODIFICATIONS
 - 7. REVISIONS
 - 8. APPROVALS
 - 9. TRACKING UNIT
 - 10. TRACKING UNIT
 - 11. TRACKING UNIT
 - 12. TRACKING UNIT
 - 13. TRACKING UNIT
 - 14. TRACKING UNIT
 - 15. TRACKING UNIT
 - 16. TRACKING UNIT
 - 17. TRACKING UNIT
 - 18. TRACKING UNIT
 - 19. TRACKING UNIT
 - 20. TRACKING UNIT
 - 21. TRACKING UNIT
 - 22. TRACKING UNIT
 - 23. TRACKING UNIT
 - 24. TRACKING UNIT
 - 25. TRACKING UNIT
 - 26. TRACKING UNIT
 - 27. TRACKING UNIT
 - 28. TRACKING UNIT
 - 29. TRACKING UNIT
 - 30. TRACKING UNIT
 - 31. TRACKING UNIT
 - 32. TRACKING UNIT
 - 33. TRACKING UNIT
 - 34. TRACKING UNIT
 - 35. TRACKING UNIT
 - 36. TRACKING UNIT
 - 37. TRACKING UNIT
 - 38. TRACKING UNIT
 - 39. TRACKING UNIT
 - 40. TRACKING UNIT
 - 41. TRACKING UNIT
 - 42. TRACKING UNIT
 - 43. TRACKING UNIT
 - 44. TRACKING UNIT
 - 45. TRACKING UNIT
 - 46. TRACKING UNIT
 - 47. TRACKING UNIT
 - 48. TRACKING UNIT
 - 49. TRACKING UNIT
 - 50. TRACKING UNIT

DESIGNED BY: [Name]
CHECKED BY: [Name]
DATE: [Date]

TRACKER
DETAILS

TRACKER NUMBER
E300

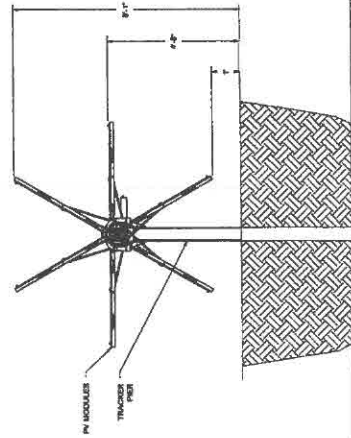
PRELIMINARY - NOT FOR CONSTRUCTION



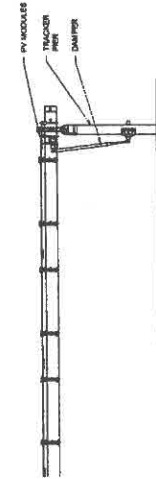
1. 240 MODULE TRACKING UNIT - PLAN VIEW



2. TYPICAL 2X10 TRACKING UNIT - FRONT ELEVATION



3. TRACKING UNIT - SOUTH ELEVATION



4. TRACKING UNIT - EAST ELEVATION

EXHIBIT D

MODULE SPECIFICATIONS (QCELLS, FIRST SOLAR)

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 370Wp 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:



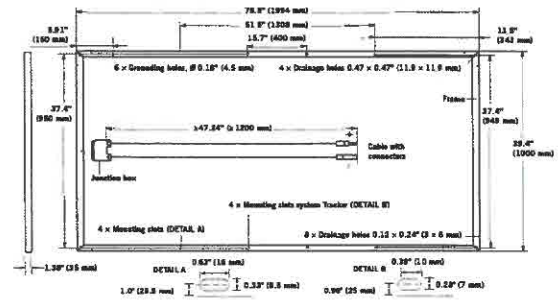
Engineered in **Germany**

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

² See data sheet on rear for further information.

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 MPP²	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
	Efficiency³	η [%]	≥ 18.3	≥ 18.6
MINIMUM PERFORMANCE AT NORMAL OPERATING CONDITIONS, NOC³				
Minimum	Power at MPP²	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

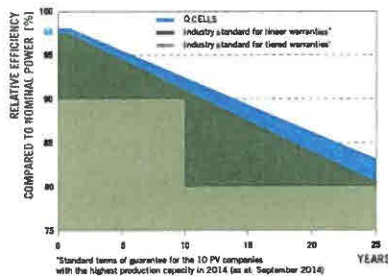
¹ 1000 W/m², 25 °C, spectrum AM 1.5 G

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

³ 800 W/m², NOCT, spectrum AM 1.5 G

* typical values, actual values may differ

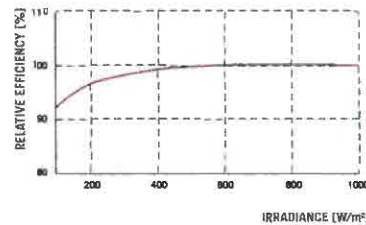
Q CELLS PERFORMANCE WARRANTY



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_{STC}	[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/ft²]	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/ft²]	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)

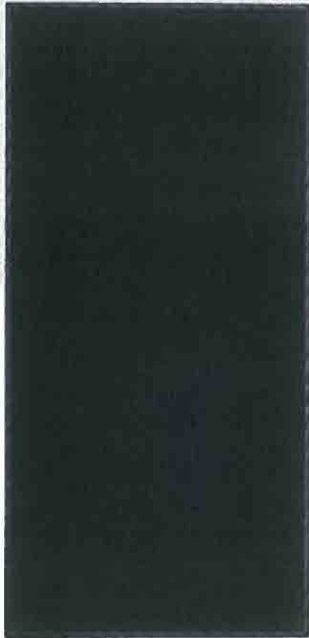
NOTE: Installation instructions must be followed. See the installation and operating manual or contact our technical service department for further information on approved installation and use of this product.

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



Specifications subject to technical changes © Hanwha Q CELLS Q.PEAK L-G4 2_365-370_2016-09_Rev03_NA



**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

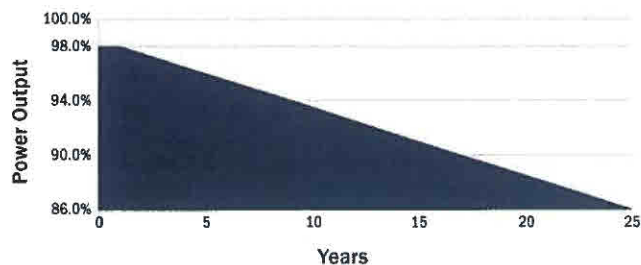


END-OF-LIFE RECYCLING

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



MODULE WARRANTY³



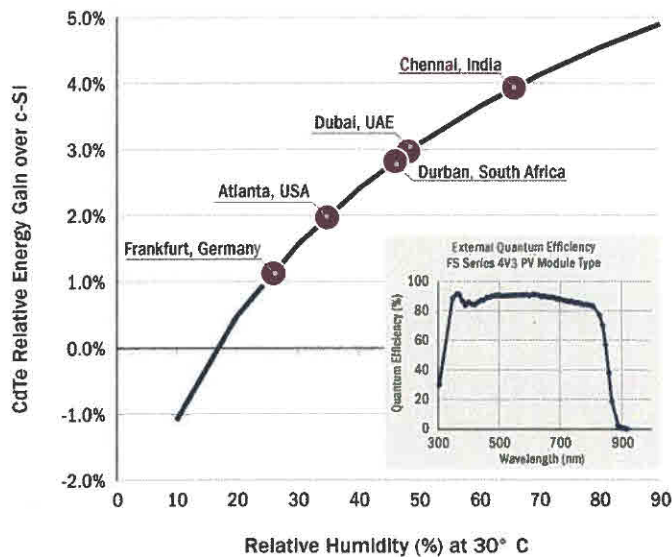
- 25-Year Linear Performance Warranty⁴
- 10-Year Limited Product Warranty

FIRST SOLAR SERIES 4™ PV MODULE

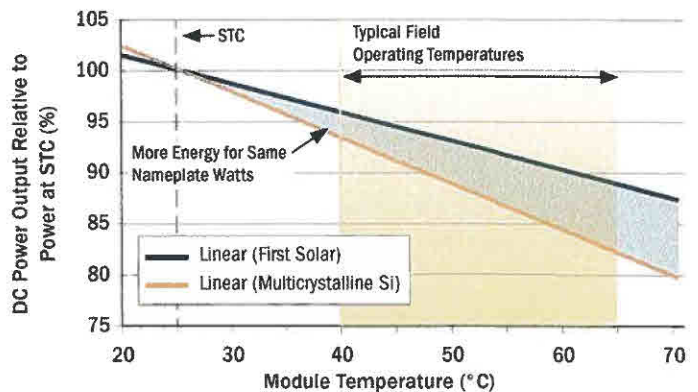
MECHANICAL DESCRIPTION	
Length	1200mm
Width	600mm
Weight	12kg
Thickness	6.8mm
Area	0.72m ²
Leadwire	2.5mm ² , 610mm
Connectors	MC4 ⁹
Bypass Diode	None
Cell Type	Thin-film CdTe semiconductor, up to 216 cells
Frame Material	None
Front Glass	3.2mm heat strengthened Series 4A™ includes anti-reflective coating
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-4112-3	FS-4115-3	FS-4117-3	FS-4120-3	FS-4122-3
		FS-4110A-3	FS-4112A-3	FS-4115A-3	FS-4117A-3	FS-4120A-3	FS-4122A-3
Nominal Power ⁶ (-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					

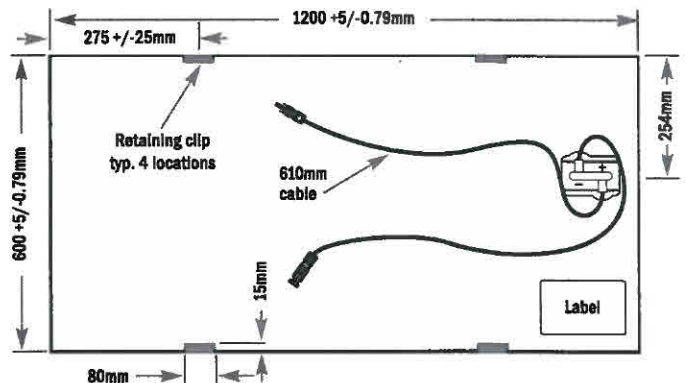
SUPERIOR SPECTRAL RESPONSE



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 O)
- 9 Multi-Contact MC4 (PV-KST4/PV-KBT4)
- 10 Higher load ratings can be met with additional clips or wider clips, subject to testing

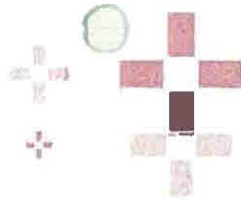
Disclaimer

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

Luann and Gary Gunder
Tin Roof Ranch
61-470 Kamehameha Hwy
Haleiwa, HI 96712

Re: Letter of Intent for Pasture License

Dear Mr. & Mrs. Gunder:

Introduction. Waipio PV, 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 Tin Roof Ranch ("*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 Waipio, 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.

EXHIBIT F

REFLECTIVITY REPORT FOR TRACKING RACKS



April 18, 2017

Mr. Daniel von Allmen
NRG
100 California Street., Suite 400
San Francisco, CA 94111

Re: Waipio Solar Glare Project, ASI# 17-S-0921.001

Dear Mr. von Allmen:

Thank you for the opportunity to conduct a Solar Glare Study on your Waipio Solar Project. We have attached the study Report, developed in collaboration with Spohnheimer Consulting, our experts in this technical area.

We have concluded that the proposed Waipio PV Project, using a $\pm 60^\circ$ single-axis tracking array, produces no glare at the nine selected observation points and the two approach paths to Wheeler Army Airfield.

Please contact us, if you have any questions.

Sincerely,

A handwritten signature in black ink that reads "Jerry Chavkin". The signature is fluid and cursive.

Jerry Chavkin
Vice President, Airspace Operations

Attachments: As stated

**Visual Reflectivity/Glare Study
Proposed Waipio PV Project,
Oahu, Hawaii**

April 18, 2017

Issue: A photovoltaic (PV) or solar panel power generation project is proposed near Interstate Highway H2 and south of Wheeler Army Airfield on Oahu, HI. Glare from the panels may affect air crews and/or controllers at the airfield, residents of nearby areas, and motorists on H2.

Project Area: Figure 1 illustrates the proposed project area (PV1 through PV4, a white irregular polygon at lower right) and nine selected observation points near it. Wheeler airfield is at upper left. The analysis points for the airfield include a point at the center of the airfield 100' above local ground level (approximating an Airport Control Tower) and the last two miles of standard approaches to Runways 06 and 24.

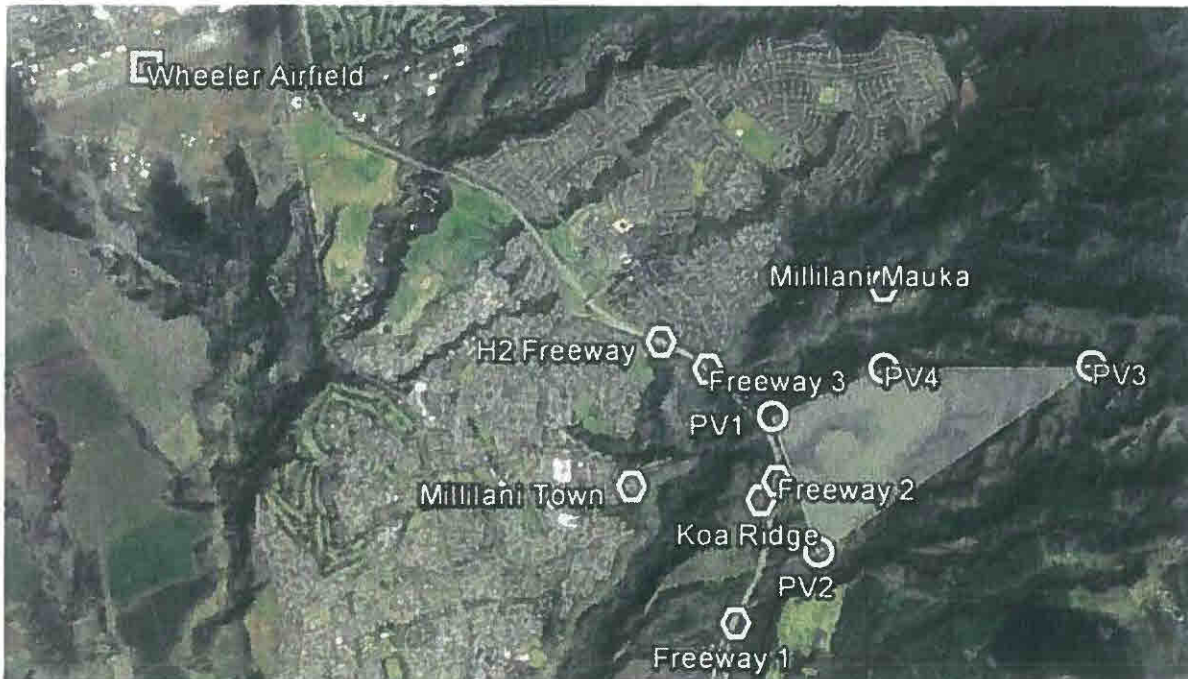


Figure 1. Proposed PV Project Location and Selected Observation Points

Glare Analysis

Description. To assess the glare hazard, the Solar Glare Hazard Analysis Tool (SGHAT), developed by Sandia National Laboratories and currently licensed by Sims Industries (ForgeSolar.com), was used. The software checks various user-specified viewing points, labeled Observation Points (OP) and Flight Paths (FP), for reflections from defined surfaces as the sun

moves through the sky in one minute increments throughout the solar year. The tool has been validated against several on-airport installations of solar panels that initially resulted in glare, matching glare predicted by the software. The following brief description of the tool is provided in the User's Manual:

With growing numbers of solar energy installations throughout the United States, glare from photovoltaic (PV) arrays and concentrating solar systems has received increased attention as a real hazard for pilots, air-traffic control personnel, motorists, and others. Sandia has developed a web-based interactive tool that provides a quantified assessment of (1) when and where glare will occur throughout the year for a prescribed solar installation, and (2) potential effects on the human eye at locations where glare occurs. . . . Additional information regarding the orientation and tilt of the PV panels, reflectance, environment, and ocular factors are entered by the user.

SGHAT Example Graphical Outputs.

In addition to various tabulations of input and resulting glare/glint data, the SGHAT provides graphical results. For each, up to four levels of glare/glint are shown by color:

- Light Green (for flight paths only) - low potential for temporary after image from more than 50° either side of pilot's line of sight to the runway [From the SGHAT Release Notes: "Recent research and flight simulator testing has concluded that glare that occurs beyond 50° azimuthally from the line of sight of the pilot will not pose a safety hazard to pilots."]
- Dark Green - low potential for temporary after image [for flight paths, from within 50° of pilot's line of sight]
- Yellow - potential for temporary after image
- Red - potential for permanent eye damage

For a given FP or OP, the graphic in Figure 2 (left) shows the glare results vs. time-of-day (vertical axis) and time-of-year (horizontal axis). For a FP, the graphic in Figure 2 (right) shows the glare results vs location along the flight path (vertical axis) and time-of-year (horizontal axis).

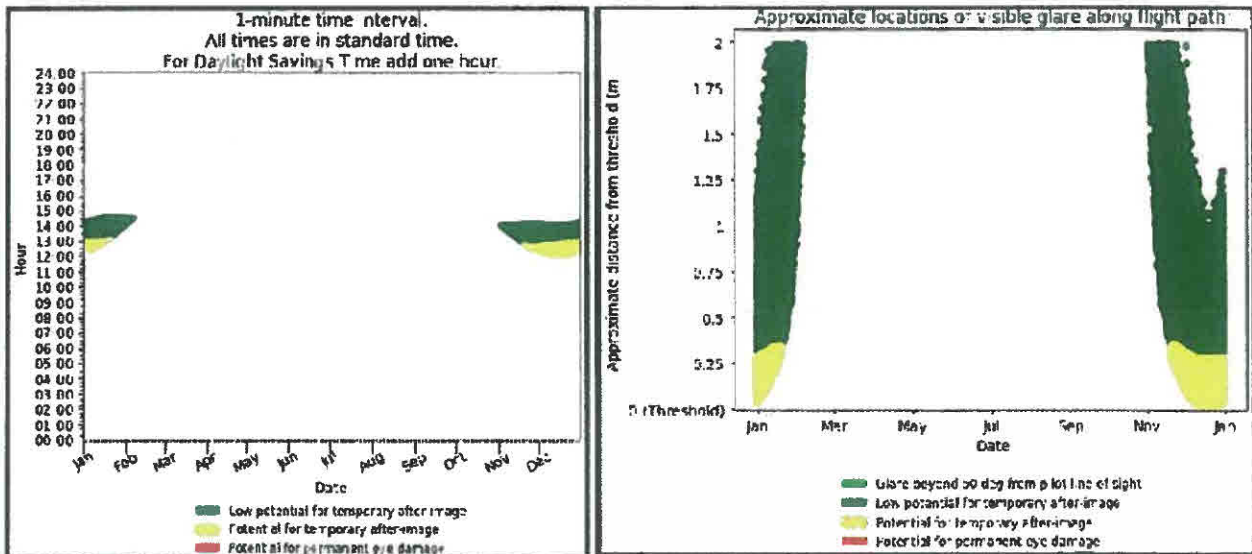


Figure 2 - Example Glare Graphics vs Time of Day & Year, and Location along Flight Path

For a Flight Path or Observation Point, the intensity of any computed glare is shown in a graphic similar to Figure 3, with 3 color regions and with both axes plotted on logarithmic scales (i.e., factor of 10 between adjacent axis tick marks). Here, the intensity ("retinal irradiance" in milliwatts per square centimeter, vertical axis) is plotted against the angular width or apparent size ("subtended source angle") of the glare source. [SGHAT Technical Reference: "The subtended source angle represents the size of the glare viewed by the observer, while the retinal irradiance determines the amount of energy impacting the retina of the observer. Larger source angles can result in glare of high intensity, even if the retinal irradiance is low."]

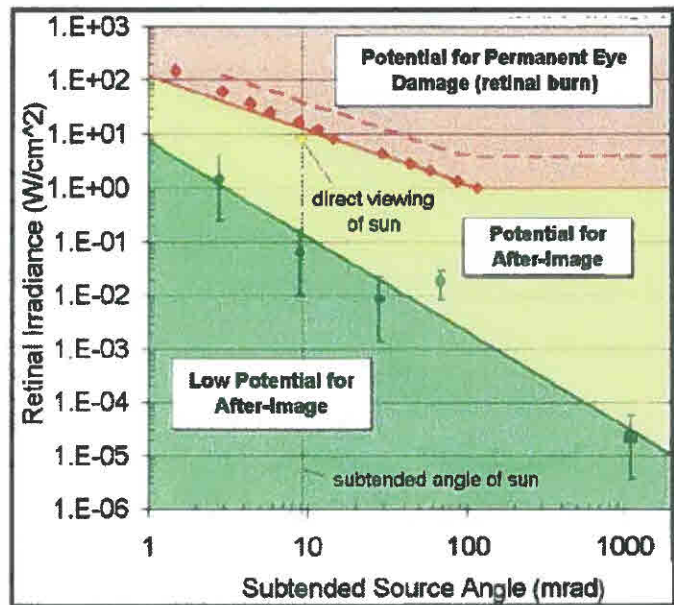


Figure 3. Example Graph of Glare Intensity vs Angular Width of Source

Modeling Results: The SGHAT output reports for both tracking and non-tracking PV arrays are included as Attachments 1 and 2 respectively. **With single axis tracking of ± 60°, there was no glare produced.** For reference, the results without PV array tracking are summarized in Table 1.

Table 1. Glare Results for NON-TRACKING Array

<u>Analysis Point</u>	<u>Description</u>	<u>Height Ft, AGL</u>	<u>Green Glare (minutes)</u>	<u>Yellow Glare (minutes)</u>
OP 1	District Park	6		
OP 2	Freeway 1	6		
OP 3	Freeway 2	6	12	4994
OP 4	Freeway 3	6	0	22
OP 5	H2 (Interstate Highway)	6	0	50
OP 6	Koa Ridge	6	12	3863
OP 7	Millilani Mauka	6		
OP 8	Millilani Town	6	69	4042
OP 9	Wheeler Army Airfield (center, 100' AGL)	100		
FP 1	2 mile Approach to Runway 24, 3° descent	N/A		

FP 2	2 mile Approach to Runway 06, 3° descent	N/A	22	
------	--	-----	----	--

As a simplified statement, the number of minutes of predicted glare in any results table are primarily an indication of how long a valid reflection geometry exists between the sun, the PV array, and the specified observation point - without regard to the intensity of the resulting glare. The apparent viewed size of the surface, the time of day, and the angles of reflection determine the intensity of the glare.

Summary

The proposed Waipio PV Project, using a $\pm 60^\circ$ single-axis tracking array, produces no glare at the nine selected observation points and the two approach paths to Wheeler Army Airfield.

References

1. SGHAT Release Notes (as of 08/16)
2. SGHAT User's Manual, Version 2H, 07/15
3. SGHAT Technical Reference Manual, Version 6, 03/15

List of Attachments

1. SGHAT Output Report, Waipio with single-axis tracking
2. SGHAT Output Report, Waipio without tracking

--- end ---

ATTACHMENT ONE

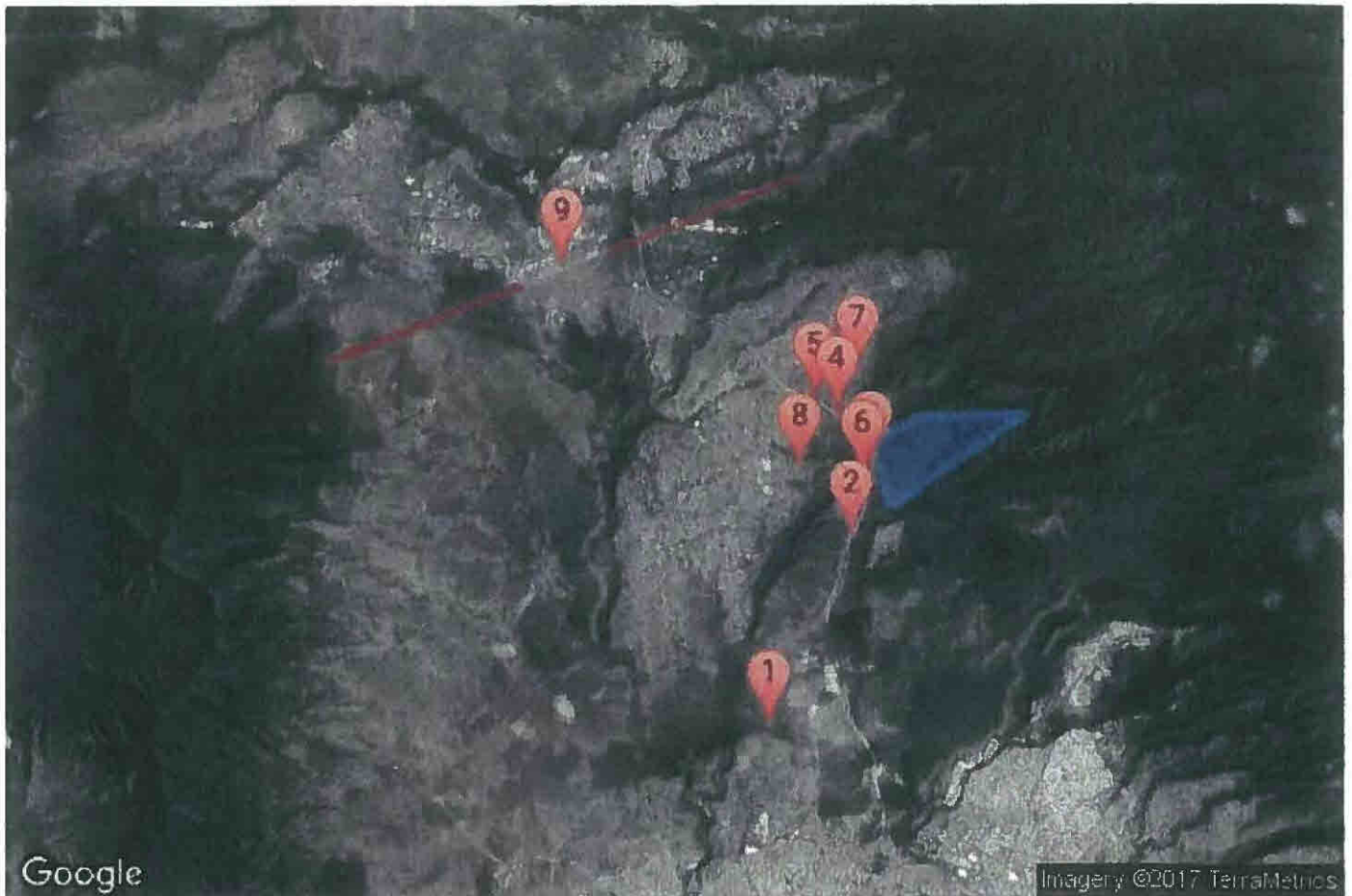
SGHAT Output Report Waipio with single-axis tracking



Site config: Waipio 040717

Single Axis to 60 Deg

Created April 7, 2017 6:17 p.m.
 DNI varies and peaks at 1,000.0 W/m²
 Analyze every 1 minute(s)
 0.5 ocular transmission coefficient
 0.0066 ft pupil diameter
 0.056 ft eye focal length
 9.3 mrad sun subtended angle



Summary of Results No glare predicted!

PV name	Tilt	Orientation	"Green" Glare	"Yellow" Glare	"Red" Glare	Energy Produced
	deg	deg	min	min	min	kWh
PV array 1	10.0	180.0	0	0	0	-

Component Data

Flight Paths

Name: FP 1 Wheeler RWY 24 Approach

Description:

Threshold height: 50 ft

Direction: 68.51 deg

Glide slope: 3.0 deg

Pilot view restricted? Yes

Vertical view restriction: 30.0 deg

Azimuthal view restriction: 180.0 deg

Point	Latitude	Longitude	Ground elevation	Height above ground	Total elevation
	deg	deg	ft	ft	ft
Threshold	21.484308	-158.030152	836	50	886
2-mile point	21.494900	-158.001207	991	448	1440

Name: FP 2 Wheeler RWY 06 Approach

Description:

Threshold height: 50 ft

Direction: 248.49 deg

Glide slope: 3.0 deg

Pilot view restricted? Yes

Vertical view restriction: 30.0 deg

Azimuthal view restriction: 180.0 deg

Point	Latitude	Longitude	Ground elevation	Height above ground	Total elevation
	deg	deg	ft	ft	ft
Threshold	21.479207	-158.043944	816	50	866
2-mile point	21.468605	-158.072884	1171	248	1419

Observation Points

Number	Latitude	Longitude	Ground elevation	Height above ground	Total Elevation
	deg	deg	ft	ft	ft
1	21.415620	-158.005810	364	6	370
2	21.442770	-157.993050	604	6	610
3	21.452750	-157.989960	738	6	744
4	21.460580	-157.995110	660	6	666
5	21.462500	-157.998590	724	6	730
6	21.451400	-157.991170	729	6	735
7	21.466410	-157.991940	767	6	773
8	21.452350	-158.000780	713	6	719
9	21.481720	-158.037190	827	100	927

PV array 1

Axis tracking: Single-axis rotation

Tracking axis orientation: 180.0 deg

Tracking axis tilt: 10.0 deg

Tracking axis panel offset: 0.0 deg

Limit tracking rotation? Yes

Maximum tracking angle: 60.0 deg

Rated power: -

Panel material: Smooth glass without AR coating

Vary reflectivity with sun position? Yes

Correlate slope error with surface type? No

Slope error: 10.0 mrad

Vertex	Latitude	Longitude	Ground elevation	Height above ground	Total elevation
	deg	deg	ft	ft	ft
1	21.457250	-157.980310	711	8	719
2	21.447750	-157.986870	690	8	698
3	21.460850	-157.966020	1017	8	1025
4	21.460850	-157.981940	786	8	794

No glare predicted!

2015 © Sims Industries, All Rights Reserved.

ATTACHMENT TWO

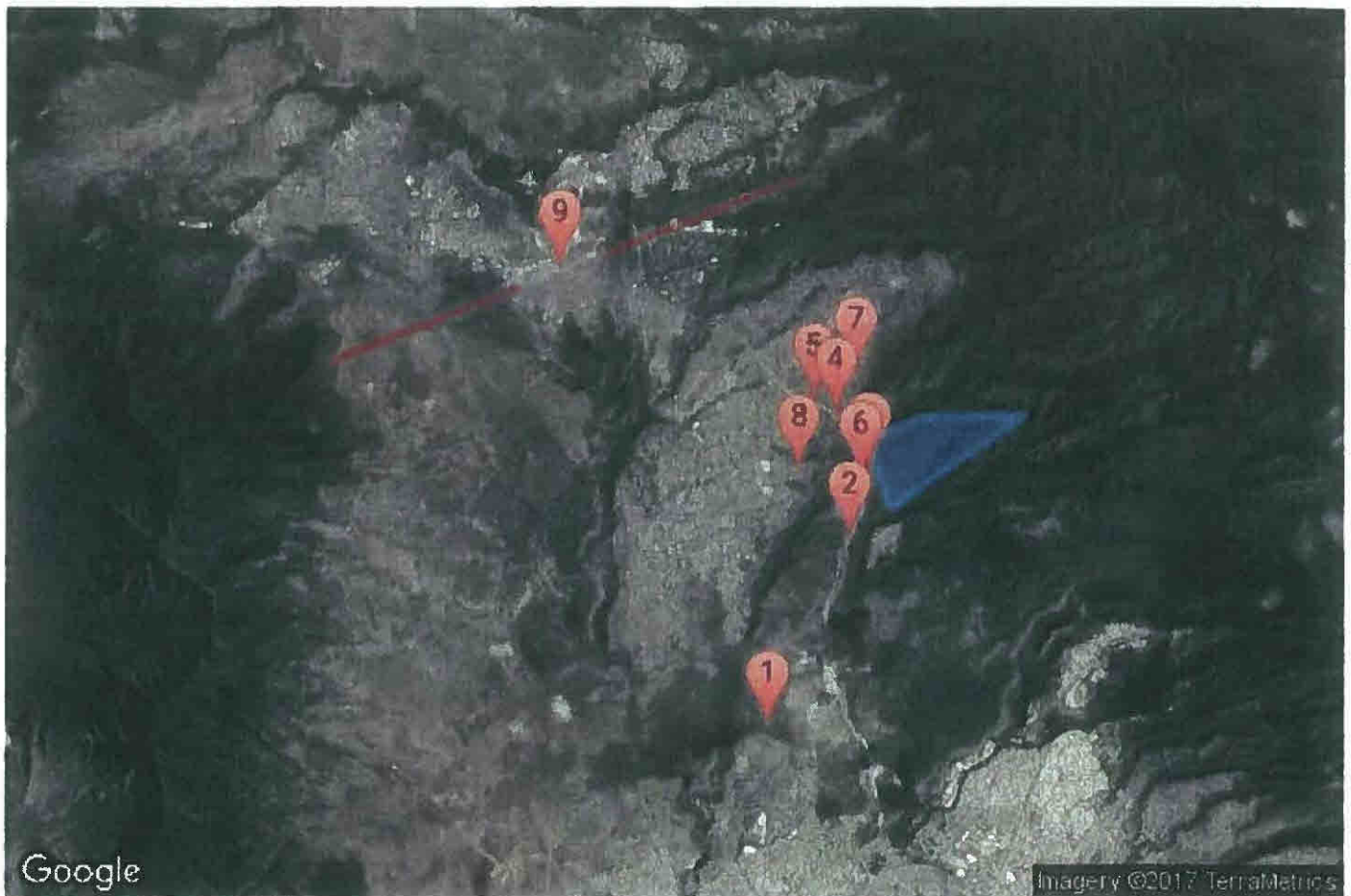
SGHAT Output Report Waipio without tracking



Site config: Waipio 040717

No Tracking

Created April 7, 2017 6:17 p.m.
 DNI varies and peaks at 1,000.0 W/m²
 Analyze every 1 minute(s)
 0.5 ocular transmission coefficient
 0.0066 ft pupil diameter
 0.056 ft eye focal length
 9.3 mrad sun subtended angle



Summary of Results Glare with potential for temporary after-image predicted

PV name	Tilt	Orientation	"Green" Glare	"Yellow" Glare	"Red" Glare	Energy Produced
	deg	deg	min	min	min	kWh
PV array 1	10.0	180.0	116	12992	0	-

Component Data

Flight Paths

Name: FP 1 Wheeler RWY 24 Approach

Description:

Threshold height: 50 ft

Direction: 68.51 deg

Glide slope: 3.0 deg

Pilot view restricted? Yes

Vertical view restriction: 30.0 deg

Azimuthal view restriction: 180.0 deg

Point	Latitude	Longitude	Ground elevation	Height above ground	Total elevation
	deg	deg	ft	ft	ft
Threshold	21.484308	-158.030152	836	50	886
2-mile point	21.494900	-158.001207	991	448	1440

Name: FP 2 Wheeler RWY 06 Approach

Description:

Threshold height: 50 ft

Direction: 248.49 deg

Glide slope: 3.0 deg

Pilot view restricted? Yes

Vertical view restriction: 30.0 deg

Azimuthal view restriction: 180.0 deg

Point	Latitude	Longitude	Ground elevation	Height above ground	Total elevation
	deg	deg	ft	ft	ft
Threshold	21.479207	-158.043944	816	50	866
2-mile point	21.468805	-158.072884	1171	248	1419

Observation Points

Number	Latitude	Longitude	Ground elevation	Height above ground	Total Elevation
	deg	deg	ft	ft	ft
1	21.415620	-158.005810	364	6	370
2	21.442770	-157.993050	604	6	610
3	21.452750	-157.989960	738	6	744
4	21.460580	-157.995110	660	6	666
5	21.462500	-157.988590	724	6	730
6	21.451400	-157.991170	729	6	735
7	21.466410	-157.991940	767	6	773
8	21.452350	-158.000780	713	6	719
9	21.481720	-158.037190	827	100	927

PV array 1 potential temporary after-image

Axis tracking: Fixed (no rotation)

Tilt: 10.0 deg

Orientation: 180.0 deg

Rated power: -

Panel material: Smooth glass without AR coating

Vary reflectivity with sun position? Yes

Correlate slope error with surface type? No

Slope error: 10.0 mrad

Vertex	Latitude	Longitude	Ground elevation	Height above ground	Total elevation
	deg	deg	ft	ft	ft
1	21.457250	-157.990310	711	8	719
2	21.447750	-157.986870	690	8	698
3	21.460850	-157.966020	1017	8	1025
4	21.460650	-157.981940	786	8	794

Summary of component results

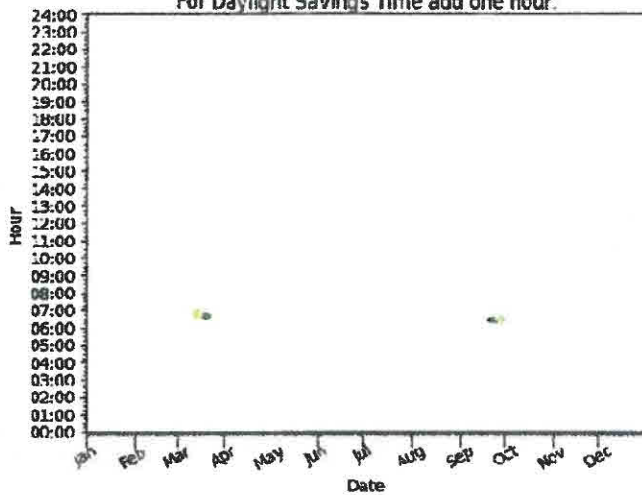
Component	Green glare (min)	Yellow glare (min)	Red glare (min)
FP: FP 1 Wheeler RWY 24 Approach	0	0	0
FP: FP 2 Wheeler RWY 06 Approach	22	21	0
OP: 1	0	0	0
OP: 2	0	0	0
OP: 3	12	4994	0
OP: 4	0	22	0
OP: 5	0	50	0
OP: 6	12	3863	0
OP: 7	0	0	0
OP: 8	69	4042	0
OP: 9	0	0	0

Flight path: FP 1 Wheeler RWY 24 Approach

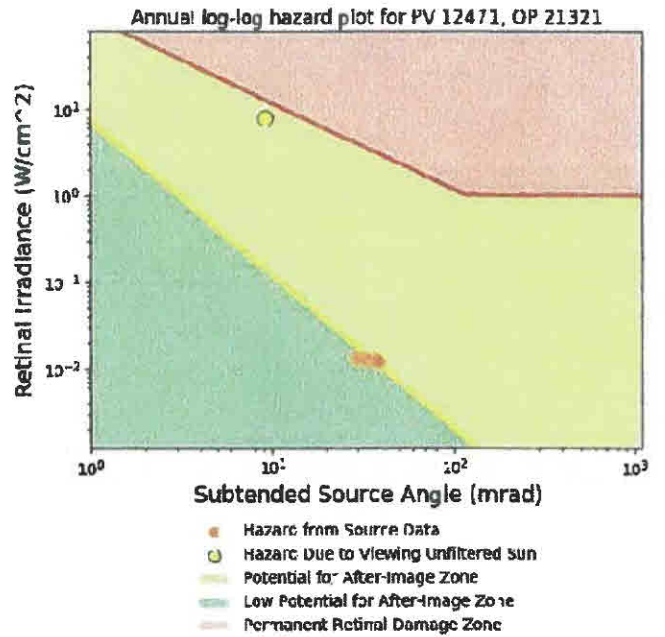
No glare found

Flight path: FP 2 Wheeler RWY 06 Approach

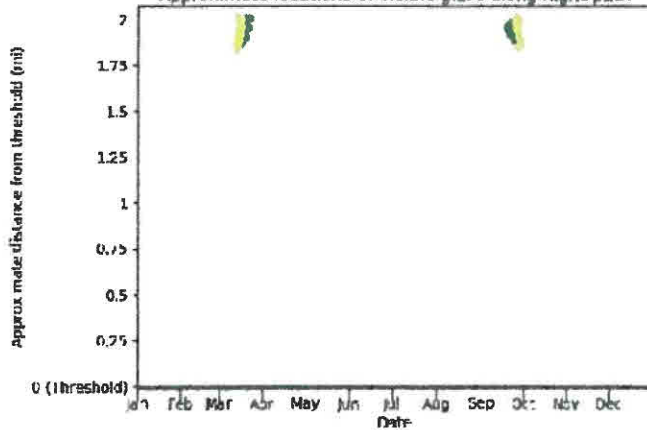
1-minute time interval.
All times are in standard time.
For Daylight Savings Time add one hour.



- Low potential for temporary after image
- Potential for temporary after-image
- Potential for permanent eye damage



Approximate locations of visible glare along flight path



- Glare beyond 30 deg from pilot line-of-sight
- Low potential for temporary after-image
- Potential for permanent eye damage

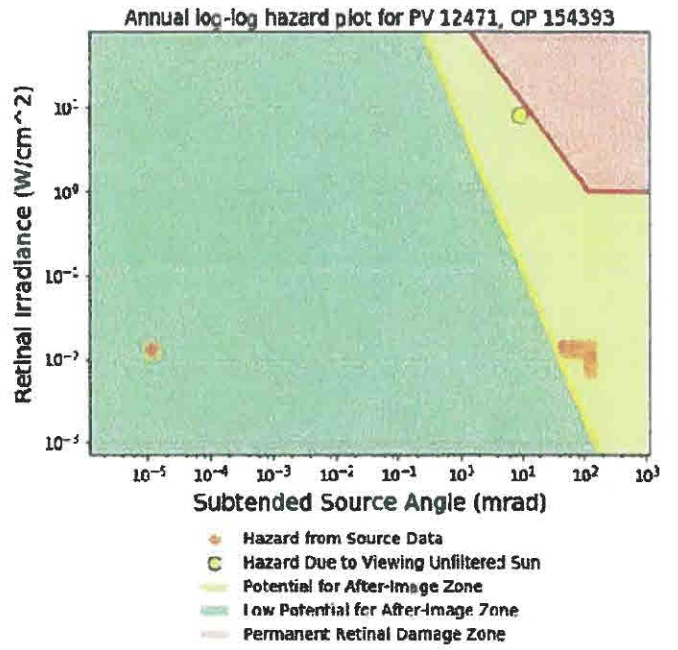
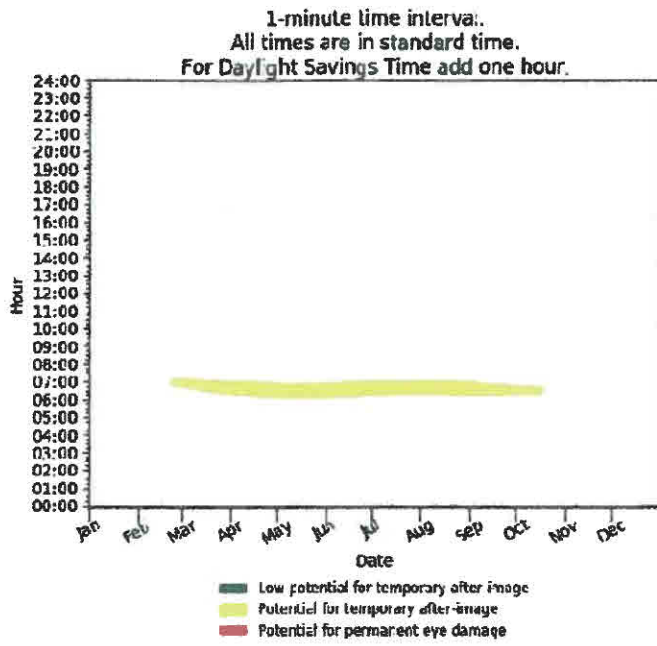
Observation point: 1

No glare found

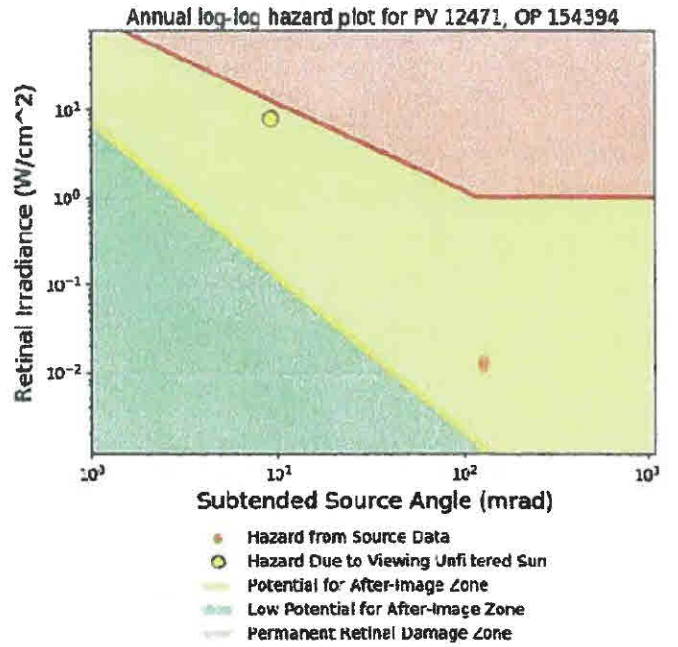
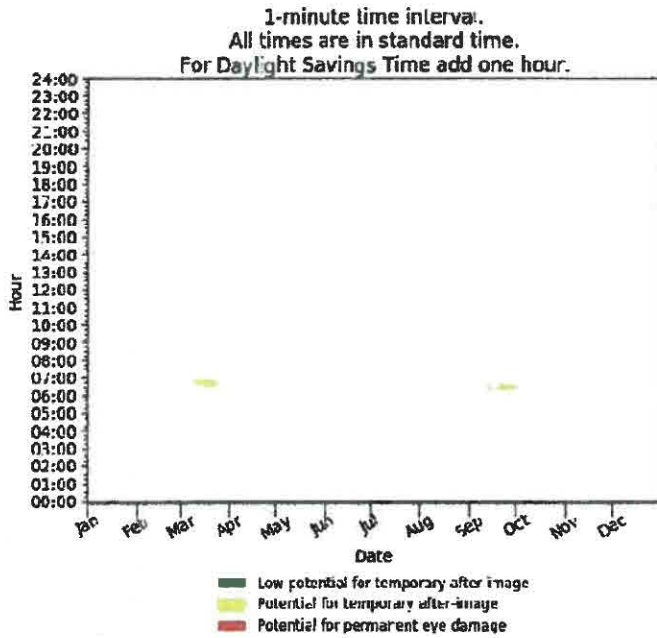
Observation point: 2

No glare found

Observation point: 3

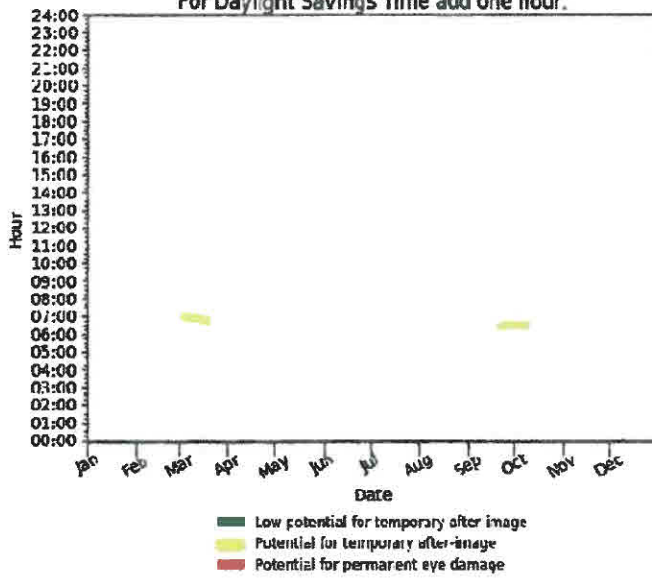


Observation point: 4



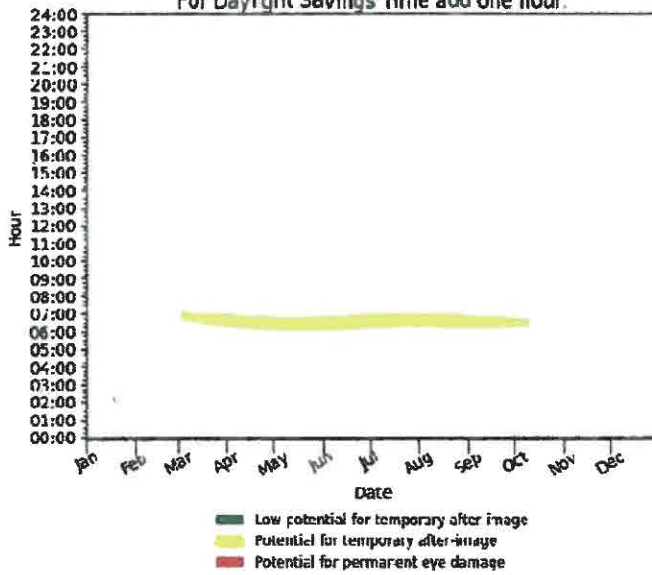
Observation point: 5

1-minute time interval.
All times are in standard time.
For Daylight Savings Time add one hour.



Observation point: 6

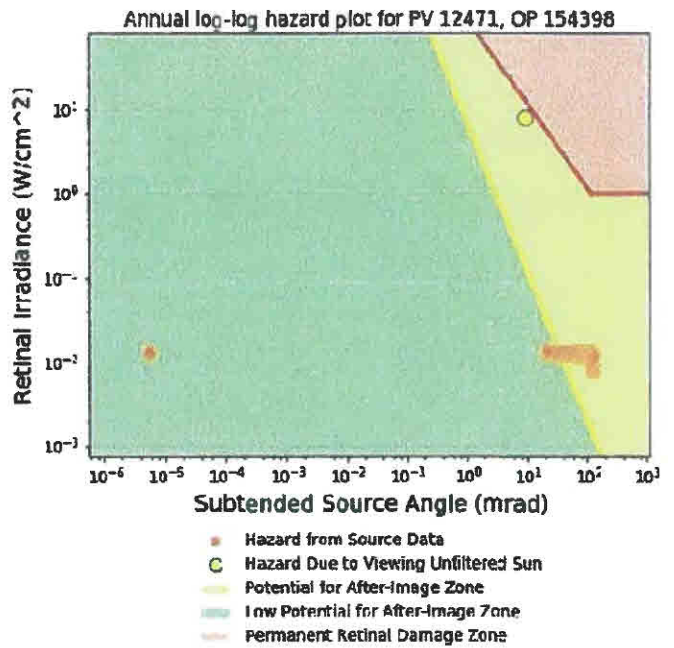
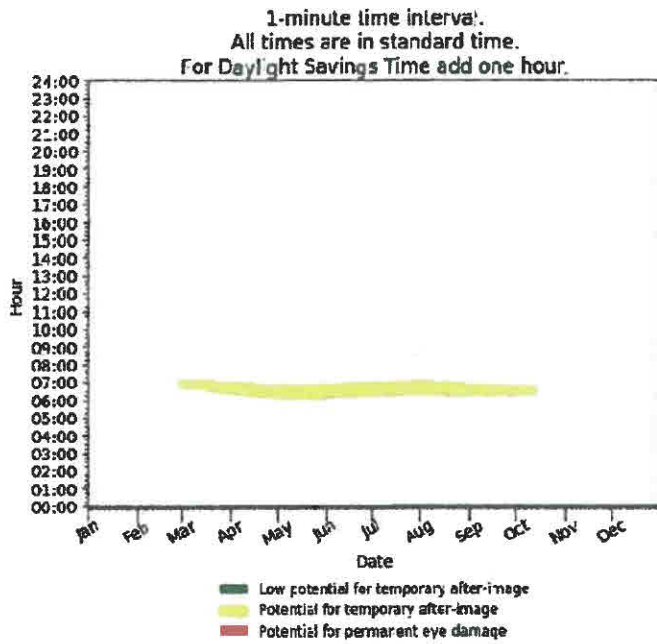
1-minute time interval.
All times are in standard time.
For Daylight Savings Time add one hour.



Observation point: 7

No glare found

Observation point: 8



Observation point: 9

No glare found

EXHIBIT G

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

As part of the request for modification of the Special Use Permit (SP15-405) for the Waipio 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 January 27, 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 December 17, 2014 which was continued to January 7, 2015, at the Mission Memorial Conference Room in Honolulu, Hawaii. Based on the record in this matter, the Commission hereby finds as follows:

1. This matter involves ~~Waiawa-Waipio~~ PV, LLC's ("Applicant") application of modification of Special Use Permit ("SUP") ~~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 "B" 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 Central Oahu, east of the H-2 Interstate Highway ("H-2") and approximately 1,000 feet north of Mililani Memorial Park. It consists of an approximate 308.8-acre portion of a 525-acre agricultural lot ("Petition Area") referred to as Tax Map Key 9-5-003: 004 ("Parcel 4").
3. The Petition Area is owned by ~~Renewable-Waipio~~ Land Holdings, LLC ("Land Owner"). The Applicant filed Fee Owner's Letter of Authorization (Applicant's 'Exhibit No. 25) which shows that the Land Owner has given authorization to the Applicant to file the SUP application.
4. The Applicant seeks a-to modify the approved SUP to establish a 47-megawatt SEF. The proposed SEF will include accessory uses and structures consisting of an electrical transformer station, an electrical switchyard, communications building, combiner boxes, below surface collector wiring, inverters, weather monitoring stations, switch gear, internal driveways, and perimeter chain-link fencing. Landscaping will be planted along certain sections of the H-2 to mitigate visual impacts.
5. The Applicant proposes to lease 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") recently created under Act 55, 2014 Session Laws Hawaii ("Act 55"). The sheep ranching will provide on-site vegetation control and as a food source in compliance with the intent of Act 55.
6. The Petition Area is presently used as a pasture.
7. Access to the Petition Area is from Ka Uka Boulevard, west of H-2, via plantation roadways and a bridge across H-2 north of the Ka Uka/H-2 Interchange.

8. The Petition Area is designated by the Central Oahu Sustainable Communities Plan as Agriculture and Preservation. The existing zoning is AG-1 Restricted Agricultural District. Surrounding uses include agriculture, open space, highway, and cemetery uses.
9. The Petition Area is comprised of Class B soils according to the Land Study Bureau Overall Master Productivity Rating System. The Petition Area consists of Prime and Unique Agricultural Lands pursuant to the Agricultural Lands of Importance to the State of Hawaii Classification System. The Petition Area is not classified as Important Agricultural Land under Part III of Chapter 205, HRS.
10. The Project's solar panels will be south-facing and mounted on ~~fixed-tilt blocks~~ horizontal-axis tracking racks about 4 ½ to 9 ½ feet above existing grade. Power generated by the SEF would be connected via the switchyard and substation facilities to ~~an~~ existing Hawaiian Electric Company ("HECO"), overhead 138 kilovolt ("kV") transmission lines which traverse the Petition Area.
11. The energy generated by the SEF will be sold to HECO.
12. The Applicant offered, and the Commission received into record, Exhibits 1 through 26.
13. The Pearl City Neighborhood Board ("NB") No. 21 and the Mililani/Waipio/Melemanu NB No. 25 supported the Project.
14. The Project is not subject to environmental disclosure requirements of Chapter 343, HRS.
15. At the public hearing of December 17, 2014, the Commission heard testimony from Cruz Vina, Chairperson of the Pearl City NB No. 21, in support of the Project. In addition, the Applicant provided testimony from its staff and consultants on the Project. The DPP requested an extension of the Commission's public hearing to allow completion of the DPP's Report and Recommendation which was granted by the Commission and the public hearing was continued to January 7, 2015.
16. The Commission received a report from the Director of the DPP dated December 30, 2014, providing an analysis of the request and a recommendation for approval of the Application with conditions.
17. At its continued public hearing of January 7, 2015, the Commission received Applicant's Exceptions to the DPP's Findings of Fact, Conclusions of Law, and Recommendation dated December 30, 2014; and Certificate of Service.

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 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 modification of the application for a State Special Use Permit, File No. 2014/SUP-3, for approximately 308.8 acres, Tax Map Key 9-5-003: Portion of 004, for the establishment of a solar energy facility, as shown on Exhibit 1, 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 one year 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. 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.

3. Within one year of the completion of construction or prior to the closing of the building permit for the solar energy facility, 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 amount of approximately 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.

The Applicant shall decommission the SEF within twelve (12) months following the termination of operations of the SEF, with the exception of the HECO switchyard, which may remain within the Petition area after termination of the SUP. 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 Planning Commission, within three months of the ownership change.

1. As needed, the Applicant shall work with the U. S. Fish & Wildlife Service regarding the protection of endangered or migratory bird activity at the Petition Area.
2. The Applicant shall establish the Project within two (2) years thirty (30) months of the date of the State Land Use Commission's (LUC) Decision and Order approving the

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 Land Use Commission 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 State 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.

3. 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.
4. 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 Planning Commission and the State 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.
5. 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 Planning Commission, in consultation with the Director of the DPP, shall determine the disposition of this SUP, and the facilities permitted herein.

1. Enforcement of the conditions of the SUP shall be pursuant to the Rules of the Planning Commission, including the issuance of an order to show cause as to the reason the SUP should not be revoked if the Commission has reason to believe that there has been a failure to perform the conditions imposed herein.



925 Bethel Street **May 10, 2017**

5th Floor

Honolulu, HI 96813

808.523.5866

www.g70.design

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: Waipio Solar Project – Information Addendum
Modification of Special Use Permit (2014/SUP-3; SP15-405)
TMK 9-5-003:017
Waipio, O'ahu, Hawai'i

Dear Ms. Sokugawa:

We are providing an update of the Modification of Special Use Permit (SUP) (2014/SUP-3; SP15-405) Application (April 21, 2017), which was submitted to the City and County of Honolulu, Department of Planning and Permitting. The updated Modification Application is dated May 5, 2017 and is provided with this submittal. 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. The Tax Map Key has been corrected to reflect TMK 9-5-003:017.
3. Original signatures on the application form are included with this submittal as Attachment 1.
4. A copy of the letter sent to the Planning Commission requesting withdraw of its approval of the extension of time from consideration by the Land Use Commission is provided as Attachment 2.
5. Map E200 has been revised in the updated Modification Application (May 5, 2017) to show the approved SUP area per surveyed metes and bounds.
6. The submittal letter (May 5, 2017) for Modification of Special Use Permit (2014/SUP-3; SP15-405), has been revised to reflect the Applicant (Waipio PV, LLC), as shown on the executed Master Application Form.
7. Attachment 3 provides a readable version of Figure 2, Page 2 of Appendix F (formerly Appendix G) in the Modification Application.


EXHIBIT 6

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

8. One hard copy and one electronic copy of the Application and this addendum is provided. Please advise the number of copies required for processing/distribution of the Application.

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. Figure 2, Page 2 of Appendix F

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

2017 MAY -8 PM 3:46

PLANNING DIVISION MASTER APPLICATION FORM

DEPT. OF PLANNING
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-3; SP15-405)

<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"/> 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 (Park) <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): 9-5-003:017

STREET ADDRESS/LOCATION OF PROPERTY: 94-1202 Ka Uka Blvd, Waipio, 96797

APPLICATION/SUBJECT AREA (Acres/sq.ft.): 308.8 acres

THE PROPOSED PROJECT IS LOCATED INSIDE OUTSIDE THE:

- | | |
|--|--|
| <input type="checkbox"/> Urban Growth Boundary | <input type="checkbox"/> Community Growth Boundary |
| <input checked="" type="checkbox"/> Urban Community Boundary | <input type="checkbox"/> Rural Community Boundary |

OF THE Central Oahu


ZONING DISTRICT(S): AG-1

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

RECORDED FEE OWNER:

Name (& title, if any) Craig Cornelius, President
Organization Waipio Land Holdings LLC
Mailing Address 100 California St., #400,
San Francisco, CA 94111
Phone Number 415-627-1646
Signature 

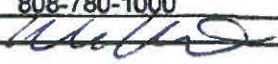
APPLICANT:

Name Craig Cornelius, President
Organization Waipio PV 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 

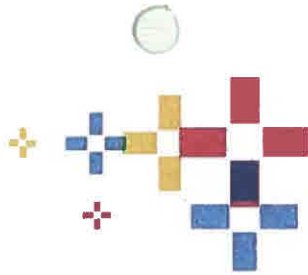
PROJECT NAME (if any): Waipio Solar Project

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

Modification of permit #2014/SUP-3; SP15-405 project dates and minor changes to equipment.

DPP/ELOG NO. _____

DPP/POSSE NO. _____



Waipio Land Holdings, 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: Waipio PV LLC (2014/SUP-03; SP15-405)
Landowner Authorization

To Whom It May Concern:

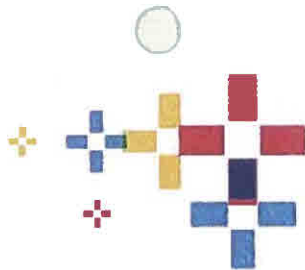
Waipio Land Holdings, LLC is the owner of the land at Tax Map Key (1) 9-5-003-017. In 2015, a related entity, Waipio PV, LLC, applied for and was granted the above-referenced Special Use Permit. Waipio PV, LLC now seeks to modify the above-referenced Special Use Permit. Accordingly, Waipio Land Holdings, LLC authorizes and approves Waipio PV, LLC to act in its stead to process the modification of the Special Use Permit.

Waipio Land Holdings, LLC hereby acknowledges that Waipio Land Holdings, LLC and its successors shall be bound and subject to the Special Use Permit and its conditions.

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

Best regards,


Craig Cornelius,
President
Waipio Land Holdings, LLC



Waipio PV, 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: **Waipio PV LLC (2014/SUP-03; SP15-405)**
Applicant Authorization for Consultant

To Whom It May Concern:

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

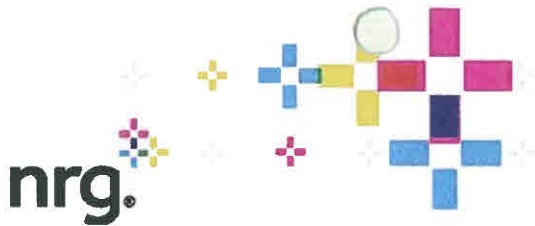
Waipio PV, LLC hereby acknowledges that Waipio PV, LLC and its successors shall be bound and subject to the SUP and its conditions.

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
Waipio PV, 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

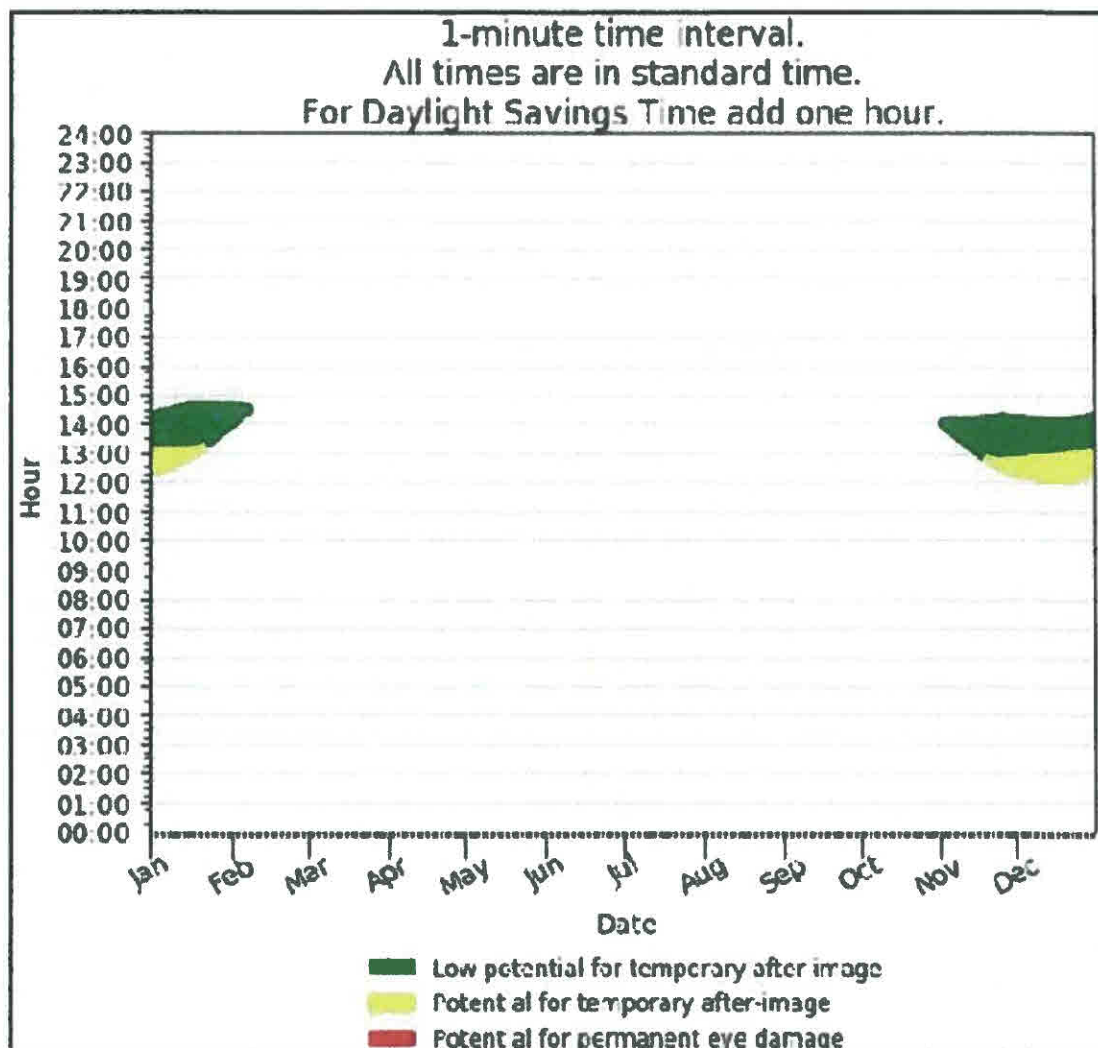
cc:
Land Use Commission
Ray Young, Department of Planning and Permitting

SGHAT Example Graphical Outputs.

In addition to various tabulations of input and resulting glare/glint data, the SGHAT provides graphical results. For each, up to four levels of glare/glint are shown by color:

- Light Green (for flight paths only) - low potential for temporary after image from more than 50° either side of pilot's line of sight to the runway [From the SGHAT Release Notes: "Recent research and flight simulator testing has concluded that glare that occurs beyond 50° azimuthally from the line of sight of the pilot will not pose a safety hazard to pilots."]
- Dark Green - low potential for temporary after image [for flight paths, from within 50° of pilot's line of sight]
- Yellow - potential for temporary after image
- Red - potential for permanent eye damage

For a given FP or OP, the graphic in Figure 2 (left) shows the glare results vs. time-of-day (vertical axis) and time-of-year (horizontal axis). For a FP, the graphic in Figure 2 (right) shows the glare results vs location along the flight path (vertical axis) and time-of-year (horizontal axis).



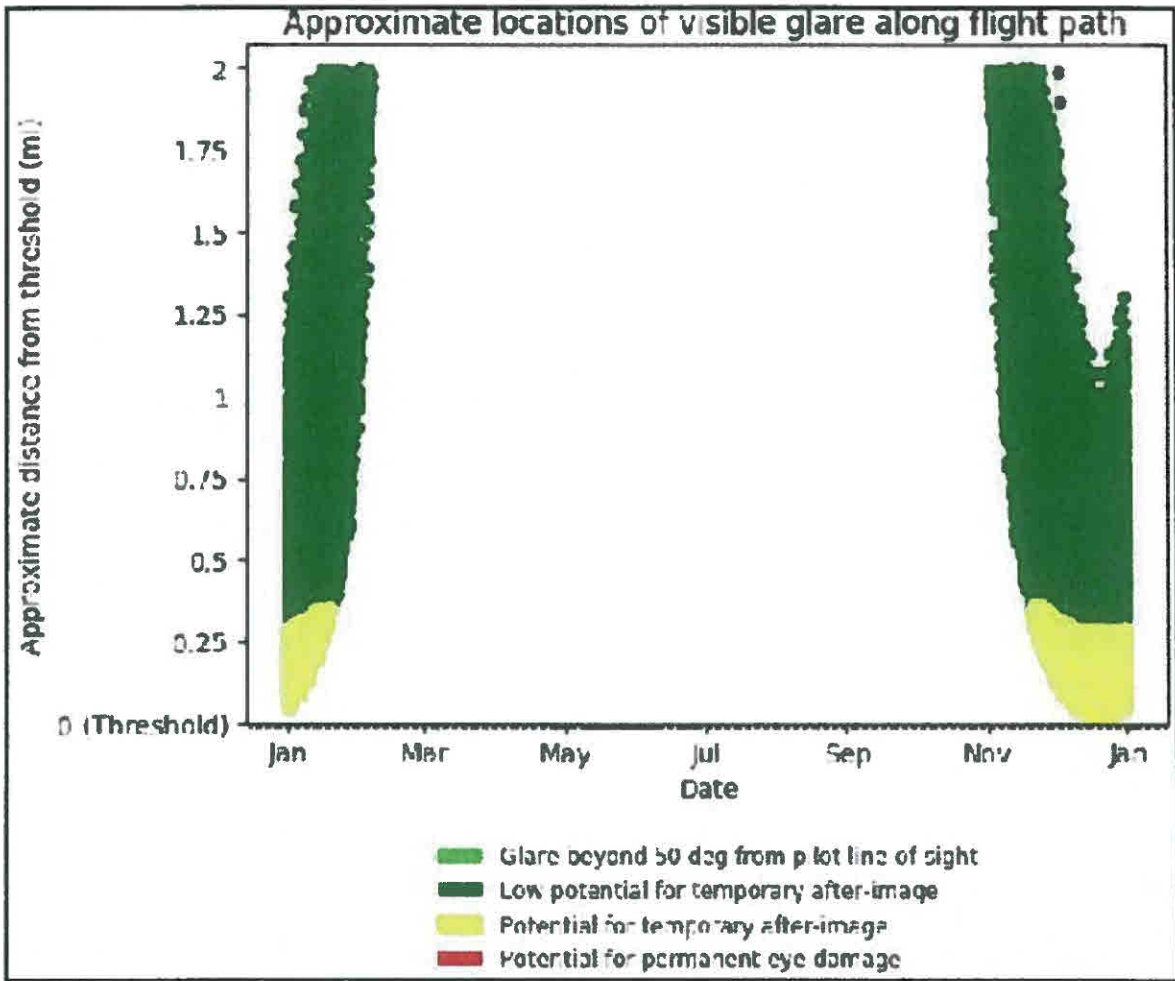
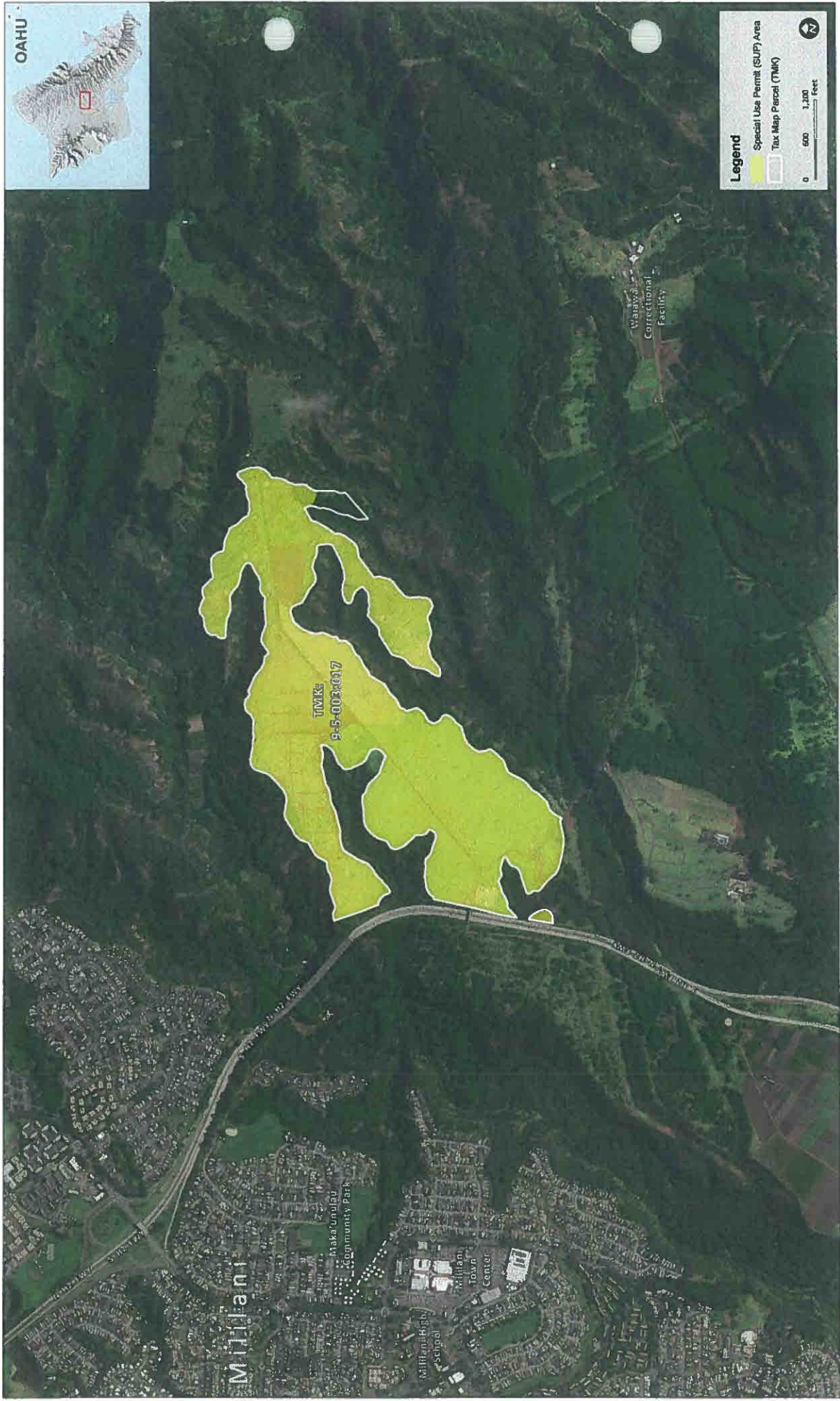


Figure 2 - Example Glare Graphics vs Time of Day & Year, and Location along Flight Path



**Location Map
Waipio Solar Project**

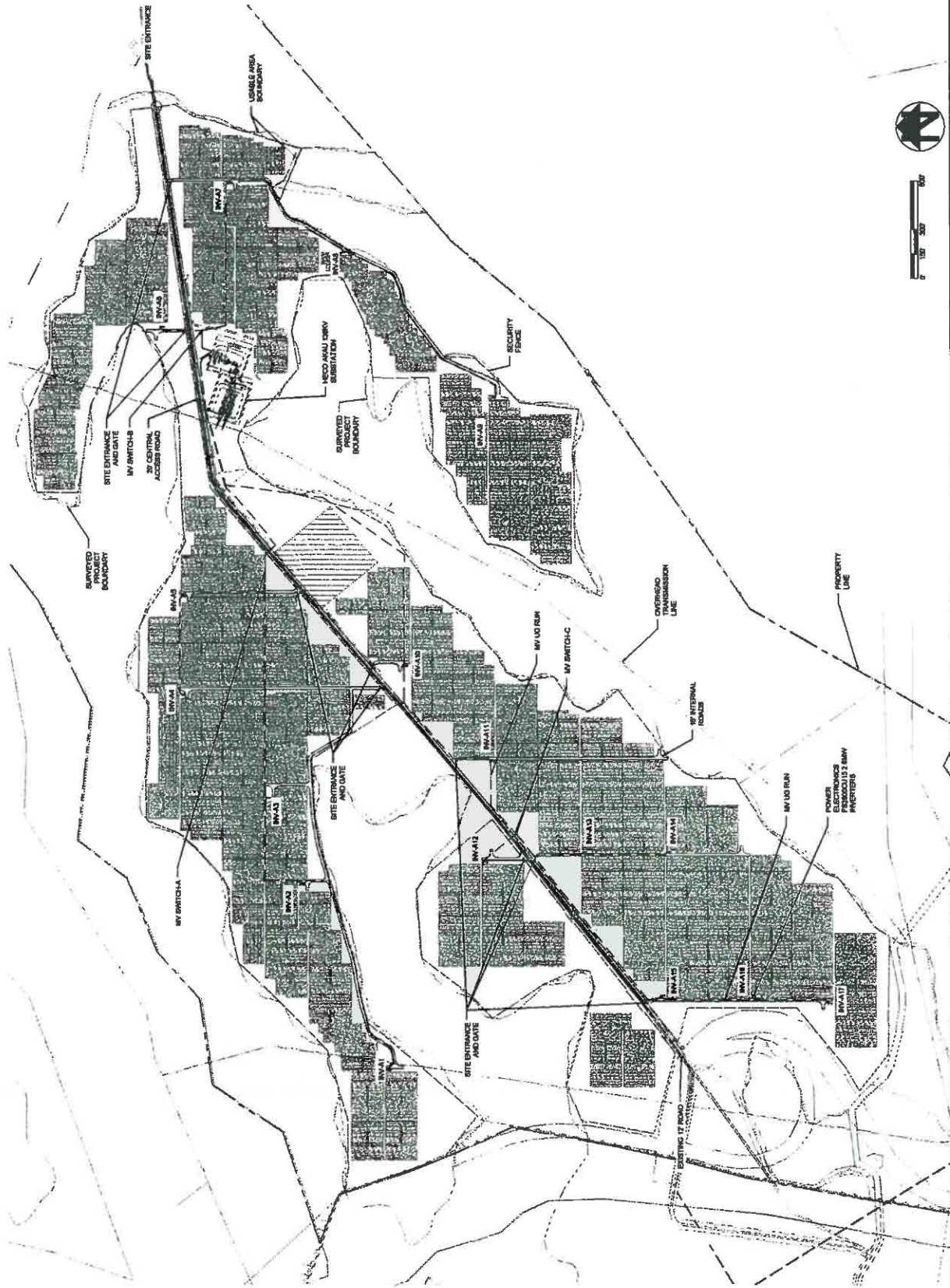


EXHIBIT 8

Overall Site Plan - Waipio Solar Farm

**Tin Roof Ranch
61-470 Kamehameha Hwy
Haleiwa, Hawaii 96712**

June 16, 2017

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

Re: 2014/SUP-3 Waipio PV LLC

Planning Commission:

Waipio PV LLC has disclosed two proposed changes to the Solar Energy Facility approved by the above referenced Special Use Permit: 1) the use of single-axis tracking panel racks instead of fixed-tilt panel racks, and 2) the use of six feet high chain-link fencing instead of four feet high hog-wire fencing. Tin Roof Ranch affirms that these proposed changes do not have any adverse effect on the planned agricultural use of the Petition Area.

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

Sincerely,



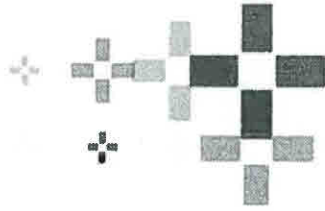
By: 
Name: 
Title: OWNERS

EXHIBIT 10



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

WAIPIO PV, LLC

For a New Special Use Permit to Allow
Development of a 47-megawatt
photovoltaic (PV) Energy Generation
Facility and Accessory Uses and
Structures on Lands Rated Class B by the
Land Study Bureau, Waipio, Ewa, Oahu,
Hawai'i Tax Map Key No.: (1) 9-5-006:
Portion of Parcel 004

FILE NO. 2014/SUP-3(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
WAIPIO PV, LLC