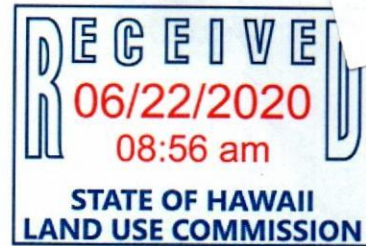




KAMEHAMEHA SCHOOLS®

April 20, 2020 – Corrected (6/22/20)

Daniel E. Orodener, Executive Officer
Land Use Commission
235 South Beretania Street, Suite 406
Honolulu, Hawaii 96813



Subject: **Docket No. A87-610, Trustees of the Estate of Bernice Pauahi Bishop dba Kamehameha Schools, Successor Petitioner to Tom Gentry and Gentry-Pacific, Ltd.**

Dear Mr. Orodener:

On behalf of Successor Petitioner, Trustees of the Estate of Bernice Pauahi Bishop, dba Kamehameha Schools ("KS"), we hereby submit this 2020 Annual Report to the State of Hawaii Land Use Commission.

By Findings of Fact, Conclusions of Law and Decision and Order filed May 17, 1988, the State of Hawai'i Land Use Commission ("Commission") reclassified approximately 1,395 acres of land situate at Waiawa, Ewa, Oahu (the "KS Property"), from the State Land Use Agricultural District to the State Land Use Urban District, subject to 10 conditions of approval. By Order dated November 30, 1990, the Commission amended Condition No. 6, and reaffirmed all other conditions to the 1988 Decision and Order.¹ Then, on November 26, 2014, the Commission issued its Order Granting Motion for Order Amending Findings of Fact, Conclusions of Law and Decision and Order Dated May 17, 1988, subject to 16 conditions of approval (the "2014 Order").

KS sought the Commission's approval under the 2014 Order so that it could have time to reevaluate the development proposal that had originally been presented to the Commission, while at the same time, for an interim period, pursue a means of obtaining some financial return on the KS Property, in a manner consistent with KS' five values of: (1) culture; (2) environment; (3) education; (4) economics; and (5) community.

To that end, KS sought Commission approval to utilize a portion of the KS Property (approximately 655 acres) for the development of a two-phase utility scale solar farm. Phase 1 of the solar farm project was planned to be within approximately 387-acres and could generate up to 50 MW of power. Phase 2 of the solar farm was planned to be within approximately 268-acres of the KS Property,

¹ After the Commission approved the Urban District reclassification in 1988, rezoning approvals were sought from the Honolulu City Council. In 1998 the City Council passed Ordinance 98-55, amending a portion of the Development Plan Land Use Map to support the Waiawa project. Next, the City Council approved the rezoning of approximately 1,049 acres within the KS Property. Ordinance Nos. 98-01, effective January 15, 1998 (as amended by Ordinance 98-69, effective December 17, 1998) rezoned 874 acres within the KS Property from Restricted Agriculture (AG-1) to Neighborhood Business District (B1), Community Business District (B2), Low Density Apartment District (A1), Industrial-Commercial Mixed Use District (IMX1), Residential (RS) and General Preservation (P-2). Ordinance No. 03-01, effective February 12, 2003, rezoned 175.43 acres within the KS Property from AG-1 to R-5, A-1, Medium Density Apartment District (A-2) and P-2. Copies of these zoning ordinances were previously transmitted for your files.

Daniel E. Orodener, Executive Officer
Land Use Commission

and could generate up to 65 MW of power. The development of a renewable energy project was determined by KS to be consistent with the values, vision, mission, guiding principles and strategic goals set forth in the KS Strategic Plan 2000 - 2015, and the 2009 KS Strategic Agricultural Plan.

As reported in our 2016 Annual Report, SunEdison, the intended solar developer for the initial solar project (along with several other proposed solar farm developers), faced difficulty obtaining the necessary approvals from the Hawaii Public Utilities Commission for its power purchase agreement with Hawaiian Electric Company, Inc. ("HECo"). Shortly thereafter, SunEdison went bankrupt. Accordingly, KS cancelled its agreements with SunEdison, but KS has remained on the lookout for new renewable energy opportunities that would be compatible with the future development of the KS Property.

As reported in our 2017 Annual report, HECo issued a request for information for large landowners with an interest in allowing their properties to be used for energy development projects. KS responded to that request, identifying the KS Property as a potential site for solar development.

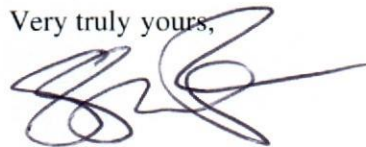
Early in 2018, HECo released a request for proposals for renewable energy projects. In September 2018, HECo announced that Waiawa Solar Power LLC was one of the RFP awardees. Subject to obtaining all necessary approvals, including Commission approval, the Waiawa Solar Power LLC solar farm (36 megawatt/144 megawatt-hour battery energy storage system solar farm) is proposed for development within the KS Property. The Public Utilities Commission approved the power purchase agreement between HECo and Waiawa Solar Power LLC in March 2019.

On July 24, 2019, KS submitted a Motion for Modification and Time Extension, a Memorandum in Support of Motion and Affidavits of Dana K. Sato and Jennifer A. Lim; requesting approval of certain terms of the 2014 Amended Decision and Order for the development of Waiawa Solar Power, LLC's 36 megawatt project. Additionally, the KS Revised Master Plan and Schedule for Development was submitted.

On February 11, 2020, the Commission issued its Findings of Fact, Conclusions of Law, and Decision and Order Granting with Modification Motion for Modification and Time Extension ("2020 Order"). A Declaration of the conditions imposed in the 2020 Order was recorded with the Bureau of Conveyances on April 8, 2020 as Document No. A74030801.

A matrix of all of the Commission's conditions of approval in this Docket, and the status of those conditions, is enclosed. Please feel free to contact me at 534-8033 if you have any questions regarding this report.

Very truly yours,



Serge M. Krivatsy
KAMEHAMEHA SCHOOLS
Development Director, Commercial Real Estate

Enclosure

Daniel E. Orodener, Executive Officer
Land Use Commission

cc:

Mary Alice Evans, Director, Office of Planning
Kathy Sokugawa, Acting Director, Honolulu Department of Planning
Mike McCartney, Director of Business, Economic Development and Tourism (DBEDT)

State Land Use Commission Docket No.: A87-610
2020 Report re Compliance with Conditions of Approval

Conditions Nos. 1 - 10 of the 1988 Order, as amended by the 1990 Order as to Condition No. 6			
No.	Condition	Status	Comments
1. (1988)	A study funded by the U.S. Department of the Navy to review the potential for groundwater contamination resulting from the urbanization of the Property shall be completed prior to any site development and construction unless the Department of Health after consultation with the United States Navy and after review of the proposed study scope makes a determination that development and construction within a specified area will not cause groundwater contamination to wells in the area. Petitioner shall not proceed with the project until the study shows to the satisfaction of the Department of Health that groundwater contamination will not occur as a result of the proposed project, or until the Department of Health makes a determination that development or partial development may be allowed.	Satisfied	Condition 1 has been satisfied. In compliance with Condition 1, the DOH prepared a study ("Report to the Office of State Planning by the Department of Health Safe Drinking Water Branch on the Delineation of the Hydrologic Zone of Contribution for the U.S. Navy Waiawa Shaft" (Revised Dec. 1990)) ("ZOC Study"). The ZOC Study was undertaken to identify the zone of contribution of the Waiawa Shaft. The Navy concurred with the methodology of the ZOC Study and the location of the zone of contribution, and the DOH sent a copy of the ZOC Study to the State Office of Planning on January 2, 1991.
2. (1988)	Any urban development within the Property shall be subject to further review and subsequent approval by the Department of Health. The Department of Health may require appropriate mitigated measures and conditions relating to the proposed development's impact on the groundwater resources in the area.	On-going	Successor Petitioner acknowledges this condition and continues to comply. In 2018, KS consulted with the State of Hawai'i Department of Health ("DOH") about KS's master plan development, including development within the Petition Area. DOH approved KS' proposed urban development, subject to several standard conditions related to the various divisions within DOH.
3. (1988)	For the first 1,000 dwelling units which may be constructed on the Property, Petitioner shall provide housing opportunities for low, low-moderate, and moderate income Hawaii residents by offering for sale at least thirty percent (30%) of the units at prices which families with an	On-going	Successor Petitioner shall comply with this condition.

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 LAND USE COMMISSION
 STATE OF HAWAII

Conditions Nos. 1 - 10 of the 1988 Order, as amended by the 1990 Order as to Condition No. 6			
No.	Condition	Status	Comments
	income range of 80 to 120 percent of Oahu's median income can afford and thirty percent (30%) of the units which families with an income range of 120 to 140 percent of Oahu's median income can afford. This condition may be fulfilled through projects, under such terms as may be mutually agreeable, between Petitioner and the Housing Finance and Development Corporation of the State, or other appropriate governmental agency. This condition may also be fulfilled, with the approval of the Housing Finance and Development Corporation, through the construction of rental units to be made available at rents which families in the specified income ranges can afford.		
4. (1988)	For the balance of the Property, the affordable housing requirements shall be satisfied in a manner that meets with the approval of the City and County of Honolulu and the State Housing Finance and Development Corporation. Said requirements shall take into consideration affordable on-site or off-site housing units or cash payments that satisfy the then current housing needs, or other necessary or desirable community facilities as determined above.	On-going	Successor Petitioner shall comply with this condition.
5. (1988)	Petitioner shall fund and construct the necessary improvements as determined by the State Department of Transportation which would mitigate impacts from the subject project. These improvements shall be implemented on a schedule acceptable to and approved by the Department of Transportation.	Partially satisfied	As stated in the July 1, 2013 annual report to the Commission, substantial steps have been taken toward satisfaction of this condition. As reported to the Commission, lands valued in excess of \$637,000 were dedicated for the construction of Waipio Interchange. Prior to 2012, \$1.4 million dollars were paid by the developer to the State of Hawaii for improvements to Ka Uka Boulevard and for the construction of HOV lanes between the Waiawa and Waipio Interchanges of the H-2 Freeway.
6. (1990)	Petitioner shall appoint and fund a transportation manager whose function is the formulation, use, and continuation of alternative transportation opportunities that would maximize the use of existing and proposed transportation systems.	Satisfied and on-going	As reported in the 2013 annual report, KS has been an active participant in the Leeward Oahu Transportation Management Association, which is a regional program that seeks to promote alternative transportation opportunities and to optimize the capacity

Conditions Nos. 1 - 10 of the 1988 Order, as amended by the 1990 Order as to Condition No. 6

No.	Condition	Status	Comments
	<p>This will include construction and operation of a park and ride facility or other activities to encourage transit use or ridesharing. These activities and facilities shall be implemented on a schedule acceptable to and approved by the State Department of Transportation.</p> <p>In the alternative, Petitioner may participate in a regional program for the transportation management with other developers and/or landowners. This program shall address the formulation, use and continuation of alternative transportation opportunities that would optimize the use of existing and proposed transportation systems.</p>		<p>and use of existing and proposed transportation systems. Over the past few years, LOTMA has been somewhat dormant. However, KS continues to be a willing participant with LOTMA or any other suitable programs for regional transportation management. In addition, KS has retained a consultant to explore transportation management solutions with an eye toward KS' planned revised master plan for the Petition Area.</p>
7. (1988)	<p>Petitioner shall participate in an air quality monitoring program as specified by the State Department of Health.</p>	On-going	<p>Successor Petitioner shall comply with this condition.</p>
8. (1988)	<p>Petitioner shall immediately stop work and contact the State Historic Preservation Office should any archaeological resources such as artifacts, shell, bone, or charcoal deposits, human burial, rock or coral alignments, pavings or walls be encountered during the project's development.</p>	On-going	<p>Successor Petitioner will comply with this condition.</p>
9. (1988)	<p>Petitioner shall provide public access to the Conservation District land mauka of the Property.</p>	Satisfied	<p>There are no Conservation District lands adjacent to the KS Property. Furthermore, as determined by the State Department of Land and Natural Resources by letter dated June 21, 2000, the only feasible means of accessing any Conservation District lands is via the Waiawa Correctional Facility, and there are no public hiking trails or hunting areas that required public access over the KS Property.</p>
10. (1988)	<p>Petitioner shall provide annual reports to the Land Use Commission, the Department of Business and Economic Development and the City and County of Honolulu Department of General Planning in connection with the status of the project and Petitioner's progress in complying with the conditions imposed.</p>	On-going	<p>Successor Petitioner has and will continue to comply with this condition.</p>

Conditions Nos. 1 - 18 of the 2020 Order, Amending and Restating the 2014 Order in its Entirety			
No.	Condition	Status	Comments
1.	Revised Master Plan. Petitioner shall submit to the Commission a revised master plan and schedule for development for the approximately 1,395-acre KS Property within five (5) years from the date of the Commission's issuance of an order approving the Motion to Amend.	Satisfied	Successor Petitioner submitted its revised master plan and schedule to the Commission on October 6, 2019, which was presented to the Commission at its November 20, 2019 and January 9, 2020 meetings.
2.	Access to the Waiawa Correctional Facility. Petitioner shall cause the solar farm facility operator to ensure that the construction and installation of the solar farm within the KS Property shall not prevent roadway access to the Waiawa Correctional Facility.	On-going	Successor Petitioner will ensure that the solar farm facility complies with this condition.
3.	Previously Unidentified Burials and Archaeological/Historic Sites. A supplemental AIS for the entire 1,395-acre Petition Area shall be prepared by a qualified archaeologist to determine potential impacts and to ensure that appropriate mitigation is implemented as needed. The supplemental AIS shall be submitted to the SHPD and accepted prior to the start of construction. In the event that historic resources, including human skeletal remains, are identified during construction activities, all work shall cease in the immediate vicinity of the find, the find shall be protected from additional disturbance, and the SHPD, O'ahu Island Section, shall be contacted immediately. Without any limitation to any other condition found herein, if any burials or archaeological or historic sites, such as artifacts, marine shell concentrations, charcoal deposits, stone platforms, paving, and walls not previously identified in studies referred to herein, are discovered during the course of construction of the solar farm project, all construction activity in the vicinity of the discovery shall stop until the issuance of an archaeological clearance from	Satisfied and on-going	An Archaeological Inventory Survey of 1,395 Acres of Kamehameha Schools' Lands, Waiawa and Waipi'o Ahupua'a, 'Ewa District, Island of O'ahu was prepared by TCP Hawai'i LLC, and accepted by SHPD by letter dated April 24, 2015. SHPD approved the Archaeological Site Preservation Plan for State Site No. 50-80-09-2273 by letter dated September 14, 2015. Successor Petitioner will continue to comply with the on-going portions of this condition.

Conditions Nos. 1 - 18 of the 2020 Order, Amending and Restating the 2014 Order in its Entirety			
No.	Condition	Status	Comments
	the SHPD that mitigative measures have been implemented to its satisfaction.		
4.	Aircraft Hazard. If glint or glare from the PV array creates a hazardous condition for pilots, Petitioner shall cause the solar farm facility operator to be prepared to immediately mitigate the hazard upon notification by the DOT, Airports Division, or the FAA. If the PV systems emit RFI to aviation dedicated radio signals, disrupting the reliability of air-to-ground communications, Petitioner shall cause the solar farm facility operator to be prepared to immediately mitigate the hazard upon notification by the DOT, Airports Division, or the FAA.	On-going	Successor Petitioner will ensure that the solar farm facility complies with this condition.
5.	Traffic Impacts. Petitioner shall submit a Traffic construction management plan for review and acceptance by the DOT prior to the start of construction.	On-going	Successor Petitioner will ensure that the solar farm facility complies with this condition.
6.	Development Schedule. The solar farm shall be substantially completed within five (5) years from the date of the Commission's issuance of this Decision and Order.	On-going	Successor Petitioner will ensure that the solar farm facility complies with this condition.
7.	Interim Use of the Petition Area. The interim use of the approximately 200-acre portion of the Petition Area as shown in Petitioner's Revised Master Plan and Schedule for Development filed on October 7, 2019, shall be limited to a utility-scale solar energy development, or solar farm. No other use shall be permitted without the prior written approval of the Commission.	On-going	Successor Petitioner will ensure that the solar farm facility complies with this condition.
8.	Timeframe of Interim Use. The interim use of the approximately 200-acre portion of the Petition Area as shown in Petitioner's Revised Master Plan and Schedule for Development filed on October 7, 2019, for the proposed solar farm, including all permitting, construction, operation, and decommissioning activities associated with the solar farm, shall not exceed November 26, 2049. If WSP or its successor can demonstrate before November 26, 2049, that it has secured a PUC-approved PPA for extension of the	On-going	Successor Petitioner will ensure that the solar farm facility complies with this condition.

Conditions Nos. 1 - 18 of the 2020 Order, Amending and Restating the 2014 Order in its Entirety

No.	Condition	Status	Comments
	operation of the solar farm and a lease extension with Petitioner, the interim use of the approximately 200-acre site for the proposed solar farm shall be extended to December 31, 2059.		
9.	Waiawa Master Plan Infrastructure Deadline. Petitioner shall complete construction of the backbone infrastructure for the proposed Waiawa Master Plan Phase A, consisting of the primary roadways and access points, internal roadways, on- and off-site water and electrical system improvements, and stormwater/drainage and other utility system improvements, by December 31, 2030.	On-going	Success Petitioner acknowledges this condition and continues to work with City and State agencies as well as its consultant team to move forward with required approvals for the backbone infrastructure for the proposed Waiawa Master Plan Phase A. Successor Petitioner will attempt to comply with this condition; however, as provided in testimony at the November 20, 2019 and January 8, 2020 Commission hearings, fulfillment of this condition may prove extremely difficult, if not impossible. Per comments from Commissioners at those hearings, Successor Petitioner may seek an amendment of this condition in the event it becomes apparent that fulfillment of this condition by the deadline is not probable.
10.	Metes and Bounds Map Description. The proposed solar farm shall be limited to the acreage and boundaries identified in Petitioner's Revised Master Plan and Schedule for Development filed on October 7, 2019. Petitioner shall provide a metes and bounds map and description of the solar farm site to the Commission within one year from the date of this Decision and Order.	On-going	Successor Petitioner will ensure that the solar farm facility complies with this condition.
11.	Groundwater Resource Protection. The operator of the solar farm to be developed in the central/eastern portion of the Petition Area shall implement mitigative measures to prevent the introduction of contamination to the ZOC from the solar farm's operations, consistent with the representations made and relied upon by the DOH in its letter of March 28, 2019, to Petitioner and the Navy in its letter to the solar farm operator dated September 30, 2019, in reference to the solar farm operator's representations in its letter dated July 22, 2019.	On-going	Successor Petitioner will ensure that the solar farm facility complies with this condition.
12.	Decommissioning of the Solar Farm. The solar farm shall be decommissioned following its operational timeframe.	On-going	Successor Petitioner will ensure that the solar farm facility complies with this condition.

Conditions Nos. 1 - 18 of the 2020 Order, Amending and Restating the 2014 Order in its Entirety

No.	Condition	Status	Comments
	<p>The decommissioning activities shall include, but not be limited to, the complete removal of the foundational piers and modules and all associated components. All metal components shall be recycled to the extent possible and no solar farm components shall be disposed of in any landfill in the State of Hawaii. Any future use of the Petition Area following the decommissioning of the solar farm shall be subject to the environmental review process promulgated under HRS chapter 343, as applicable, and shall require the filing of a motion to amend the Decision and Order with the Commission. Such motion to amend shall include a revised master development plan of the proposed use and shall further include, but not be limited to, a revised Traffic Impact Analysis Report, Engineering Report, Socio-Economic Analysis Report, Environmental Report, and AIS.</p>		
13.	<p>Compliance with Representations. Petitioner shall cause the solar farm facility operator to develop and operate the solar farm, including the implementation of measures to mitigate potential impacts of the development, in substantial compliance with the representations made to the Commission as reflected in this Decision and Order. Such mitigation measures include, but are not limited to, the use of temporary and permanent BMPs to ensure that the development and operation of the solar farm do not result in an increase in stormwater runoff that adversely impacts downstream properties. Failure to do so may result in reversion of the Petition Area to its former classification or change to a more appropriate classification.</p>	On-going	Successor Petitioner will ensure that the solar farm facility complies with this condition.
14.	<p>Notice of Change of Ownership. Petitioner shall give notice to the Commission of any intent to sell, lease, assign, place in trust, or otherwise voluntarily alter the ownership interests in the Petition Area, prior to development of the Petition Area.</p>	On-going	Successor Petitioner will comply with this condition.

Conditions Nos. 1 - 18 of the 2020 Order, Amending and Restating the 2014 Order in its Entirety

No.	Condition	Status	Comments
15.	Annual Reports. Petitioner shall timely provide without any prior notice, annual reports to the Commission, OP, and the DPP in connection with the status of the subject project and Petitioner's progress in complying with the conditions imposed herein. The annual report shall be submitted in a form prescribed by the Executive Officer of the Commission.	On-going	Successor Petitioner has and will continue to comply with this condition.
16.	Release of Conditions. The Commission may fully or partially release the conditions provided herein as to all or any portion of the Petition Area upon timely motion and upon the provision of adequate assurance of satisfaction of these conditions by Petitioner.	N/A	N/A
17.	Notice of Imposition of Conditions. Within seven (7) days of the issuance of the Commission's Decision and Order for the subject reclassification, Petitioner shall: (a) record with the Bureau of Conveyances a statement that the Petition Area is subject to conditions imposed herein by the Commission in the granting of this Decision and Order; and (b) shall file a copy of such recorded statement with the Commission.	Satisfied	On February 18, 2020, Successor Petitioner filed a Notice of Imposition of Conditions with the Bureau of Conveyances as Document No. A73530848.
18.	Recordation of Conditions. Petitioner shall record the conditions imposed herein by the Commission with the Bureau of Conveyances pursuant to HAR §15-15-92.	Satisfied	On April 8, 2020, Successor Petitioner filed a Declaration of Conditions with the Bureau of Conveyances as Document No. A74030801.

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