

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



PLANNING DIVISION MASTER APPLICATION FORM

Additional data, drawings/plans, and fee requirements are listed on a separate sheet title "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):

<input type="checkbox"/> GENERAL PLAN AMENDMENT	<input checked="" type="checkbox"/> SPECIAL USE PERMIT <u> </u> New <input checked="" type="checkbox"/> Modify Existing Docket No. SP21-412
<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"/> D (Drainage Way (Open Channel)) <input type="checkbox"/> TS (Transit Station) <input type="checkbox"/> FS (Fire Station) <input type="checkbox"/> GB (Government Building) <input type="checkbox"/> GC (Golf Course) <input type="checkbox"/> P (Parks) <input type="checkbox"/> PS (Police Station) <input type="checkbox"/> PKG (Parking Facility/Transit Center) <input type="checkbox"/> RES (Water Reservoir) <input type="checkbox"/> SPS (Sewage Pump Station) <input type="checkbox"/> STP (Sewage Treatment Plant) <input type="checkbox"/> SW (Solid Waste Facility) <input type="checkbox"/> RTC (Rapid Transit Corridor) <input type="checkbox"/> R (Arterial & Collector Roadway) <input type="checkbox"/> W (Potable Well)	

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

TAX MAP KEY(S): (1) 9-2-001:020 por. and (1) 9-2-004: 003 por. and 012 por.

STREET ADDRESS/LOCATION OF PROPERTY: 94-520, 94-880 Kunia Road

APPLICATION/SUBJECT AREA (Acres/sq.ft.): Approximately 620 acres

THE PROPOSED PROJECT IS LOCATED INSIDE OUTSIDE THE:

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

OF THE 'Ewa and Central O'ahu

ZONING DISTRICT(S): AG-1, Restricted Agricultural

DEVELOPMENT PLAN/SUSTAINABLE COMMUNITY PLAN

STATE LAND USE DISTRICT: Agricultural

RECORDED FEE OWNER:

Name (& title, if any) See Attachment.

Organization _____

Mailing Address _____

Phone Number _____

Signature _____

PRESENT USE(S) OF PROPERTY/BUILDING:

Agricultural, vacant

PROJECT NAME (If any): Mahi Solar

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

A Special Use Permit for Mahi Solar (solar generation facility (Utility Installation, Type B) and agricultural activities was approved on September 17, 2021 by the State Land Use Commission (LUC Decision and Order No. SP21-412). Pursuant to Condition 4 of the approval, the Applicant is requesting to extend the deadline to establish the Mahi Solar project.

DPP/ELOG NO. _____

APPLICANT:

Name Michael U. Alvarez

Organization Mahi Solar, LLC

Mailing Address 125 High Street, 17th Floor High Street Tower, Suite 1705
Boston, MA 02210

Phone Number (808) 780-1000

Signature Michael U. Alvarez

AUTHORIZED AGENT/CONTACT PERSON:

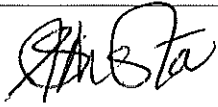
Name Tracy Camuso, G70



Mailing Address 111 South King Street, Suite 170
Honolulu, HI 96813

Phone Number (808) 523-5866

Signature [Signature]

City & County of Honolulu
Planning Division Master Application Form
Mahi Solar

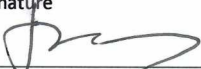
Tax Map Key(s)	(1) 9-2-001:020
Recorded Fee Owner	Monsanto Technology, LLC
Name (& title, if any)	Serina Kista – Product Development Centre Lead
Organization	Bayer Kunia
Mailing Address	94-520 Kunia Rd., PO Box 200 Kunia, HI 96759
Phone Number	8084622637
Signature	 03.19.2024

Tax Map Key(s)	(1) 9-2-004:003, Units 2 and 4
Recorded Fee Owner	Mahi Land Holdings, LLC
Name (& title, if any)	Michael U. Alvarez, Chief Operating Officer
Organization	
Mailing Address	125 High Street, 17th Floor High Street Tower, Suite 1705, Boston, MA 02110
Phone Number	(617) 377-4301
<i>Signature</i>	 

City & County of Honolulu
Planning Division Master Application Form
Maui Solar

Tax Map Key(s)	(1) 9-2-004:003, Unit 1
Recorded Fee Owner	Bayer Production Supply LLC
Name (& title, if any)	Melissa Burchette, Site Lead
Organization	Bayer Crop Science
Mailing Address	94-960 Kunia Road
Phone Number	314-295-9107
Signature	

City & County of Honolulu
Planning Division Master Application Form
Mahi Solar

Tax Map Key(s)	(1) 9-2-004:010
Recorded Fee Owner	Fat Law's Farm Inc.
Name (& title, if any)	
Organization	
Mailing Address	91-1008 Aipoola St. Ewa Beach, HI 96706-3956
Phone Number	
Signature	



March 26, 2024

111 S. King Street
Suite 170
Honolulu, HI 96813
808.523.5866
www.g70.design

Ms. Dawn Takeuchi Apuna
Director
City and County of Honolulu
Department of Planning and Permitting (DPP)
650 South King Street, 7th Floor
Honolulu, HI 96813

Attention: Mr. Franz Kraintz

Subject: Mahi Solar Project by Mahi Solar, LLC
Special Use Permit Petition – Request for Time Extension (Modification to Condition No. 4 of Land Use Commission (LUC) Docket No. SP21-412)
DPP File No. 2020/SUP-7
Tax Map Keys (TMKs) (1) 9-2-001: 020 (por.) and (1) 9-2-004: 003 (por.) and 010 (por.)
Kunia, O’ahu, Hawai’i

Dear Director Apuna:

On behalf of Mahi Solar LLC (the Petitioner), we are requesting your review of this request for time extension for the establishment of the Mahi Solar project, a 120-megawatt (mW) solar photovoltaic (PV) and Battery Energy Storage System (BESS) facility located in Kunia, O’ahu (Project). The Project spans approximately 620 acres across three (3) Tax Map Key (TMK) parcels (Petition Area). A Special Use Permit (SUP) petition application was processed by the City and County of Honolulu, Department of Planning and Permitting (DPP) in 2021 (DPP File No. 2020/SUP-7) (*Attachment 1*) and subsequently approved and adopted by the State of Hawai’i Land Use Commission (LUC) on September 17, 2021, subject to conditions (Decision and Order (D&O), Docket No. SP21-412) (*Attachment 2*). Specifically, the Petitioner requests a modification to Condition No. 4 of the D&O to allow for an extension of three (3) years from the date of the LUC’s order granting the deadline extension, in addition to an extension of other relevant deadlines associated with the establishment of the Project.

This letter request includes the following information: (1) an update on minor changes to the Project, including a change in the Petition Area’s TMK parcels and the relocation of the BESS; (2) land use approvals obtained for the Project; (3) details of the request for time extension, including the unforeseen circumstances and current status of the Petitioner’s Power Purchase Agreement (PPA) with Hawaiian Electric Company (HECO); and, (4) an update on the Project’s compliance with the conditions of the D&O.

Update to Project Description

Location and Ownership/Lease Agreements

The approved 620-acre Petition Area is located on portions of TMKs (1) 9-2-001:020 and (1) 9-2-004: 003 and 010 in Kunia, O’ahu, Hawai’i (*Attachment 3*). The size of the Petition Area will remain the same (620 acres) and the Project will still be developed in five areas identified as Areas 1, 2, 3, 4A, 4B, 4C, and 5 (*Attachment 4*).

The approval for the SUP (Docket No. SP21-412) noted that the Project included TMKs (1) 9-2-004:003, 006 and 012, which were owned by Hartung Brothers Hawaii, LLC at the time the D&O was issued (September 17, 2021). On March 23, 2023, Hartung Brothers Hawaii, LLC created a condominium property regime (CPR) (Kunia Section 6 Condominium) combining the three parcels, and new TMKs were issued for each CPR unit. On March 30, 2023, Hartung Brothers Hawaii, LLC sold Units 2 and Unit 4 in this CPR to Mahi Land Holdings, LLC, an affiliate of the Petitioner. As such, the TMKs for the Project have changed. Refer to *Table 1* below.

Table 1: Updated Land Ownership				
TMK	Project Area Number	Project Area (acres)	Total Parcel Area (acres)	Landowner
(1) 9-2-001:020	5	40.7	1,688.8	Monsanto Technology LLC
(1) 9-2-004:003 CPR Units 1, 2 and 4*	1, 2A, 2B, 2C, & 3	273.7	837.5	Bayer Production Supply LLC (CPR Unit 1) Mahi Land Holdings, LLC (CPR Units 2 & 4)
(1) 9-2-004:010	4A, 4B, & 4C	305.6	426.0	Fat Law's Farm Inc.
Total Area:		620.0 acres	2,952.3 acres	
<p><i>*Note: The approval for the SUP (Docket No. SP21-412) noted that the Project included TMKs 9-2-004:003, 006 and 012, which were owned by Hartung Brothers Hawaii, LLC at the time the D&O was issued (September 17, 2021). On March 23, 2023, Hartung Brothers Hawaii, LLC created a condominium property regime (CPR) (Kunia Section 6 Condominium) combining the three parcels, and new TMKs were issued for each CPR unit. On March 30, 2023, Hartung Brothers Hawaii, LLC sold Units 2 and Unit 4 in this CPR to Mahi Land Holdings, LLC. As such, the TMKs for the Project have changed.</i></p>				

In addition to the acquisition of real property interest of the subject sites, the Petitioner entered into a long-term lease agreement with landowner Fat Law's Farm Inc. for the use of a portion of TMK (1) 9-2-004:010. Moreover, the Petitioner entered into an option agreement with Monsanto Company to acquire a leasehold easement interest in the portion of the Petition Area within TMK (1) 9-2-001:020.

Project Description and Site Plan Update

The Mahi Solar project is a 120-mW solar PV and energy storage facility located within a 620-acre Petition Area in Kunia, O'ahu. The facility will consist of ground-mounted, single-axis tracking solar PV arrays, a 480-megawatt-hour (MWh) BESS, and a 34.5 kilovolt (kV)/138 kV substation. The Project will interconnect to HECO's existing Kahe-Waiiau 138 kV transmission circuit through a new 138 kV switchyard, also called a "switching station." The building area of the facility is approximately 152 acres (refer to *Table 3.2 of Attachment 1*). Details of the planned Project components, design characteristics, landscaping, and construction characteristics are provided in *Chapter 3.0* of the SUP Application (*Attachment 1*).

Under this time extension request, no changes to the Petition Area or building area are proposed. Project characteristics, such as dimensions, building area, height, and setbacks, are planned to remain as detailed in *Table 3.2 of Attachment 1*. The site plan will remain generally consistent with what was presented in the SUP Application and approved in the original D&O. However, as design of the Project has been refined, the configuration of the BESS has been slightly modified as shown in *Attachment 4..* The BESS will remain within Area 3 and modifications to the building area are not proposed. As such, modifications to the Project are not considered substantial.

Land Use Permit Approvals

The Petition Area includes lands that area classified by the Land Study Bureau (LSB) as Classes B and C. As noted in Hawai'i Revised Statutes (HRS), Chapter 205-4.5(21), "solar energy facilities" are a permitted use on LSB Classes B and C lands with the approval of an SUP by the LUC. As such, an SUP application was submitted to the DPP in March 2021 (DPP File No. 2020/SUP-7) (*Attachment 1*).

The SUP was subsequently approved and adopted by the LUC on September 17, 2021 (Docket No. SP21-412) (*Attachment 2*), subject to conditions. As part of the approval, the Project will implement compatible agricultural activities at a lease rate of at least fifty percent below the fair market rent. The Petitioner is actively collaborating with the Hawai'i Agriculture Research Center (HARC) and several local farmers to develop and implement an Agrivoltaics Program that will research and co-locate agricultural activities with solar PV, a strategy referred to as agrivoltaics. The proposed Agricultural Plan is provided as *Appendix C of Attachment 1*. Additionally, pursuant to the conditions of the SUP approval, the Project will meet decommissioning requirements articulated in HRS, Chapter 205-4.5(21)(B) and (C).

Subsequent to the SUP approval, a Conditional Use Permit (CUP) (DPP File Nos. 2021/CUP-42, 43, and 44) for the Project was approved on December 13, 2021 to allow use of the Petition Area for a Utility Installation, Type B pursuant to Revised Ordinance of Honolulu (ROH), Chapter 21, Land Use Ordinance. Additionally, a Waiver Permit was approved to allow the Project to exceed the development standards of the AG-1 (Restricted Agricultural) Zoning District (DPP File Nos. 2021/W-31 and 31). The waived development standards include exceeding the allowable ten (10) percent maximum building area on two (2) of the zoning lots (TMKs (1) 9-2-004: 003 and 010) and the maximum height of twenty-five (25) feet on TMK (1) 9-2-004: 003.

Request for SUP Time Extension

Condition No. 4 of the D&O (Docket No. SP21-412)

The SUP approval (D&O Docket No. SP21-412) imposes several conditions of approval on the Project (*Attachment 2*). Pursuant to Condition No. 4 of D&O, the Petitioner is required to establish the Project within three (3) years¹ of the date of the LUC's approval. Accordingly, the deadline by which Petitioner must establish the Project is September 17, 2024. Requests for an extension of this deadline must be submitted to the Director of the DPP prior to its expiration. The LUC may then grant the extension due to unforeseen circumstances that were beyond the control of the Petitioner.

¹ The aforesaid three (3)-year period to establish the Project was based upon an anticipated construction period for the Project of three (3) years (D&O Condition No. 3).

Construction of the Project has not yet begun due to unforeseen circumstances summarized below. Accordingly, the Petitioner does not anticipate meeting the deadline for establishment (September 17, 2024) and is filing this request for time extension in compliance with the conditions of the D&O. Specifically, the Petitioner requests that Condition No. 4 of the SUP be modified so that the Petitioner is now required to establish the Project within three (3) years of the date of the LUC's order granting the anticipated deadline extension and approving a corresponding extension of any other deadline imposed by the SUP which may be related to the establishment the Project.

Unforeseen Circumstances and HECO Power Purchase Agreement

The unforeseen circumstances primarily concern the PPA for Renewable Dispatchable Generation, dated September 11, 2020 (the PPA), by and between the Petitioner and Hawaiian Electric Company, Inc. (HECO), which is summarized in chronological order of events below:

- PPA Established (September 15, 2020): HECO filed an application with the State Public Utilities Commission (PUC), requesting approval of the PPA. On December 30, 2020, the PUC issued its Order No. 37515 in Docket No. 2020-0140 approving the PPA (*Attachment 5*).
- PPA First Amendment: On April 7, 2021, the PUC issued its Order No. 37715 in Docket No. 2021-0024, inviting developers to submit proposals to expedite their respective Guaranteed Commercial Operations Dates (GCOD) (*Attachment 6*). In response to that invitation, on May 28, 2021, the Petitioner filed a proposal to accelerate its GCOD for the Project. On July 30, 2021, HECO filed a proposed amendment to the PPA (First Amendment) with the PUC, which would increase the "Unit Price" (as such term is defined in the PPA) in exchange for accelerating the GCOD by three months. However, on October 6, 2021, HECO and Petitioner jointly declared the First Amendment null and void.
- PPA Second Amendment: On February 15, 2022, HECO submitted a letter to the PUC requesting approval of a Second Amendment to the PPA (Second Amendment) due to exceptionally unique circumstances surrounding the development of the Project. The Second Amendment would (i) change the GCOD to be the later of March 31, 2024, or 24 months after receipt of PUC approval of the Second Amendment; and (ii) in exchange for completing the Project by such new date, the Unit Price would increase to \$0.11575000 per kilowatt hour, which would be approximately 1.9 cents higher than the Unit Price in the existing, approved PPA. A copy of HECO's February 15, 2022 letter and the proposed Second Amendment are attached hereto as *Attachment 7*.

The letter details the exceptionally unique circumstances placed upon the Petitioner, including supply-chain disruptions and exorbitant shipping costs resulting from the unprecedented global COVID-19 pandemic. At the time, rising costs and supply-chain constraints were expected to have a detrimental impact on more than half of the expected utility-scale solar developments planned for 2022.

- PPA Second Amendment Denied: On March 2, 2022, the PUC issued its Order No. 38251 declining to approve the Second Amendment (*Attachment 8*). In that order, the PUC encouraged the Petitioner to focus its attention on the upcoming HECO Request for Proposals for Renewable Dispatchable Generation and Energy Storage for the island of O'ahu (Stage 3 RFP).

- Dissolution of the PPA: On May 4, 2022, the Petitioner issued a letter to HECO declaring the PPA, as amended by the Second Amendment, to be null and void. On May 6, 2022, HECO issued a letter to the PUC advising the PUC of the Petitioner's declaration, and confirming that it does not dispute the Petitioner's right to make such declaration. On July 15, 2022, the PUC issued its Order No. 38502 closing its docket on this matter (*Attachment 9*).

Petitioner Response to HECO Stage 3 Request for Proposals and New PPA

On January 20, 2023, HECO issued its Stage 3 RFP (*Attachment 10*). The Petitioner submitted a new proposal for the Mahi Solar project in response to HECO's Stage 3 RFP on April 20, 2023. A minor configuration of the BESS was made; however, the overall Project remained largely unchanged and no modifications to the Petition Area were proposed. On December 1, 2023, HECO confirmed that Mahi Solar was selected in the Final Award Group (*Attachments 11 and 12*). As a result, the Petitioner and HECO are in the process of negotiating a new PPA.

Compliance with SUP Conditions

Despite the challenges encountered with the PPA and the unforeseen circumstances, the Petitioner has exhibited its commitment to the Project. As described above, the Project has been selected as part of the Stage 3 RFP Final Award Group. The Petitioner has also moved forward with the acquisition of the various real estate interests in the Petition Area, as discussed.

Additionally, the Petitioner has diligently pursued establishment the Project in accordance with the conditions of the SUP approval to the extent possible, as summarized below:

- **Condition No. 1:** The Petitioner has continued to invest time and funding towards the implementation of the approved Agricultural Plan for the Project. The Petitioner is actively collaborating with HARC to conduct agricultural research to study what crops can be successfully farmed under and between solar panels. As described in the Petitioner's Annual Report filed with the Commission on December 5, 2023 (*Attachment 13*), the Petitioner has provided three (3) years of funding to support ongoing research on more than thirty (30) agricultural crops to better understand their viability when grown at a commercial solar facility. Additionally, the Petitioner is currently negotiating its first sublease with Nalo Farms, LLC, a local hydroponic lettuce producer, for 45 acres of the Project site.
- **Condition No. 10:** An Annual Report demonstrating compliance with the SUP conditions was most recently filed with the DPP and LUC on December 5, 2023 (*Attachment 13*).

Summary of the Time Extension Request

Following the SUP approval for the Project, the Petitioner encountered unforeseen circumstances beyond their control, including supply-chain disruptions and exorbitant shipping costs resulting from the unprecedented global COVID-19 pandemic, which impacted the HECO PPA. Despite the challenges encountered with the PPA and the unforeseen circumstances, the Petitioner has exhibited its commitment to the Project through its Stage 3 RFP Final Award selection and its compliance with conditions of the SUP to the extent possible. The Petitioner has acquired fee simple interest in two CPR units of TMK (1) 9-2-004:003. Additionally, lease agreements with landowners of TMKs (1) 9-2-004:010 and (1) 9-2-001:020 have been executed. The Petitioner has also continued to invest time

Ms. Dawn Takeuchi Apuna
Director
March 26, 2024
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and funding towards the implementation of the approved Agricultural Plan for the Project, as described in this request.

In light of the unforeseen circumstances described in this letter, the Petitioner respectfully requests a modification to Condition No. 4 of the SUP approval. Specifically, the Petitioner requests an extension of three (3) years from the date of the LUC's order granting of the anticipated deadline extension, in addition to an extension of other relevant deadlines associated with the establishment of the Project.

Additionally, we request that updates the Project described in this letter, including the revision of Petition Area TMKs and a minor modification to the site plan, be recorded with DPP for documentation purposes.

We thank you for your timely review and processing of this request. Should you have any additional questions, please contact me at (808) 523-5866.

Sincerely,

GROUP 70 INTERNATIONAL, INC., dba G70



Tracy Camuso, AICP
Principal

Attachments

1. Mahi Solar Special Use Permit Application (March 2021)
2. SUP Approval and Decision & Order – Docket No. SP21-412 (September 17, 2021)
3. Tax Map Keys – Updated (March 2024)
4. Site Plan – Updated (March 2024)
5. PUC Order No. 37515 – Docket No. 2020-0140 (December 30, 2020)
6. PUC Order No. 37515 – Docket No. 2021-0024 (April 7, 2021)
7. Letter from HECO to PUC, Subject: Docket No. 2020-0140 – For Approval of a Second Amendment to Power Purchase Agreement for Renewable Dispatchable Generation with Mahi Solar, LLC (February 15, 2022)
8. PUC Order No. 38251 – Docket No. 2020-0140 (March 2, 2022)
9. PUC Order No. 38502 – Docket No. 2020-0140 (July 15, 2022)
10. HECO Request for Proposals for Renewable Dispatchable Generation and Energy Storage, Island of O'ahu (January 20, 2023)
11. HECO Renewable Project Status Board – Final Award Group (December 8, 2023)
12. Mahi Solar Project Website – Award Announcement (January 2024)
13. Annual Compliance Report In the Matter of: Special Use Permit (Docket No. SP21-412) for a 120-Megawatt Solar and Energy Storage Facility (November 2023)