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HABITAT CONSERVATION
PLANNING BRANCH

63SU 8ME, LLC
c/o D. E. Shaw Renewable
Investments, L.L.C.
1166 Avenue of the Americas,
9th Floor
New York, NY 10036

July 16, 2019

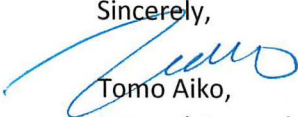
California Department of Fish and Wildlife
Habitat Conservation Planning Branch, CESA Permitting
1740 North Market Boulevard
Sacramento, CA 95834

***RE Incidental Take Permit Amendment No. 1 for the Fremont Solar (Springbok 2 Solar Farm) Project
(2081-2015-026-04)***

Ladies and Gentlemen:

Please find enclosed herewith the original, fully executed Amendment No. 1 for the above-captioned incidental take permit. Should you have any questions, please do not reach out to Christopher Thuman at 212-478-0549 or Christopher.thuman@deshaw.com.

Sincerely,



Tomo Aiko,
Internal Counsel

Cc:

Ms. Lisa Gymer
Senior Environmental Scientist Specialist
California Department of Fish and Wildlife
1234 East Shaw Avenue
Fresno, California 93710
Phone: 559-243-4014 x238
Lisa.Gymer@wildlife.ca.gov

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CALIFORNIA DEPARTMENT OF FISH AND WILDLIFE
CENTRAL REGION
1234 EAST SHAW AVENUE
FRESNO, CALIFORNIA 93710

JUL 18 2019
HABITAT CONSERVATION
PLANNING BRANCH



AMENDMENT NO. 1
(A Major Amendment)
California Endangered Species Act
Incidental Take Permit No. 2081-2015-026-04
Fremont Solar (Springbok 2 Solar Farm) Project
Kern County

INTRODUCTION

On June 30, 2015, the California Department of Fish and Wildlife (CDFW) issued Incidental Take Permit No. 2081-2015-026-04 (ITP) to 63SU 8ME, LLC (Permittee), authorizing take of desert tortoise (*Gopherus agassizii*) and Mohave ground squirrel (*Spermophilus mohavensis*) (collectively, the Covered Species) associated with and incidental to the Fremont Solar (Springbok 2 Solar Farm) Project in Kern County, California (Project). The Project as described in the ITP as originally issued by CDFW includes the construction, operation, and decommissioning of a 150-megawatt photovoltaic solar power-generating facility. The Project includes a 1,323.8-acre solar site and an up to 4.1-mile long, 45.45-acre gen-tie corridor in which a maximum of 6.7 acres can be disturbed, for a total Project Area of 1,369.25 acres.

In issuing the ITP, CDFW found, among other things, that Permittee's compliance with the Conditions of Approval of the ITP would fully mitigate Project impacts of the taking on the Covered Species and would not jeopardize the continued existence of the Covered Species.

On October 5, 2018, CDFW issued ITP No. 2081-2018-048-04, which provided take authorization to 64KT 8me LLC, represented by Thomas Buttgenbach as the permittee, for a portion of the Project in which 64KT 8me LLC had development control. As such, CDFW is amending this ITP to remove approximately 677 acres for development of a new solar facility and 36.36 acres for the associated generation tie-in (gen-tie) line corridor that are longer under Permittee's control.

This Major Amendment No. 1 (Amendment No. 1) makes the following changes to the existing ITP.

Amendment No. 1 updates the Permittee contact information, removes 677.42 acres of Covered Species habitat from the Project Description and Impacts of the Taking on the Covered Species sections of the ITP, adds language to the Habitat Management Lands Acquisition section of the ITP to document that the mitigation obligation already completed for the Project also satisfied the mitigation obligation for the removed portion

of the Project, and replaces Figures 1 through 3 with new Figures 1 and 2 that delineates the new smaller Project and eliminates Figure 4.

AMENDMENT

The ITP is amended as follows (amended language in ***bold italics***; deleted language in ~~strikethrough~~):

1. The Permittee contact information, page 1, shall be amended to read:

Permittee: 63SU 8ME, LLC
Principal Officer: Thomas Buttgenbach, Co-President
Contact Person: ~~Thomas Buttgenbach, (323) 525-0900,~~ ***Christopher Thuman***
Phone: 212-478-0000
Mailing Address: ~~c/o 8minutenergy Renewables~~ ***D. E. Shaw & Co., L.P.***
~~5455 Wilshire Boulevard, Suite 2010~~ ***1166 Avenue of the Americas, 9th Floor***
~~Los Angeles, California 90036~~ ***New York, New York 10036***

2. The Project Location, page 2, of the ITP shall be amended to read:

The Fremont Solar (Springbok 2 Solar Farm) Project (Project) is located on private lands located ~~in three distinct areas east of State Highway 14 (identified as Sons 1 and Sons 2, Homes Ranch, and Homes Scale House),~~ approximately 10 miles north of the City of California City in an unincorporated area of Kern County, California. The Project is specifically located in ~~portions of Sections 26, 27, 28, 33, 34, and 35, Township 30 South, Range 37 East and portions of Sections 2, 3, and the entirety of 11, Township 31 South, Range 37 East, Mount Diablo baseline and meridian (Figure 1).~~

3. The Project Description, page 2, of the ITP shall be amended to read:

The Project consists of the construction, operation, and decommissioning of a 450-megawatt photovoltaic solar power-generating facility. The Project as addressed in this ITP includes a ~~1,323.8~~ ***646.38***-acre solar site (Figures ~~2a-2d~~ ***1 and 2***) and an up to 4.1-mile long, 45.45-acre gen-tie corridor (Figures ~~3a-3u~~) in which a maximum of 6.7 acres can be disturbed, for a total Project Area of ~~acres.~~ ***Project components consist of installation of approximately 606,000 photovoltaic solar modules, electrical collection systems, 75 inverters and pad-mount transformers, a collector substation, power***

poles, an operation and maintenance (O&M) building, 1 water storage tank for Kern County fire, perimeter security fencing, access roads, and desert tortoise exclusion fencing. Project components consist of installation of up to 1.5 million photovoltaic solar modules, electrical collection systems, inverters and transformers, up to 3 collector substations, power poles, up to 3 operation and maintenance (O&M) buildings, up to 3 water storage tanks, potential water treatment equipment, perimeter security fencing, access roads, and desert tortoise exclusion fencing. Construction work is anticipated to begin in June 2015 and end in December 2016. O&M is anticipated to continue for 25 years after construction is completed with decommissioning anticipated to be completed by June 30, 2042. If the Project is not decommissioned, but instead recommissioned, a new ITP or an amendment to this ITP would be required.

4. The second paragraph of the Impacts of the Taking on Covered Species section of the ITP, pages 4 and 5, shall be amended to read:

Covered Activities may result in Incidental take of individuals of the Covered Species in the form of mortality ("kill") as a result of vehicle strikes, burrow collapse or excavation, and entombment of individuals during the following activities: clearing and grubbing; grading; mowing; trenching; construction of roads and structures; and ground-disturbing O&M and decommissioning activities. Incidental take of individuals of the Covered Species may also occur from the Covered Activities in the form of capture of the Covered Species from relocation and salvage efforts required by this ITP to minimize direct mortality, and from installation of permanent desert tortoise exclusion fencing. The areas where authorized take of the Covered Species is expected to occur is limited to the Project Area that consists of the solar sites, the gen-tie corridor, and 0.5-mile of Munsey Road (Figure 42).

5. The last paragraph of the Impacts of the Taking on Covered Species section of the ITP, page 5, shall be amended to read:

The Project is expected to cause the permanent loss of ~~712~~**192** acres of barren abandoned farm land, ~~591~~**454.38** acres of successional saltbush scrub dominated by allscale, ~~3.8~~ acres of desert needle grass, and ~~17~~ acres of desert wash for a total of ~~1,323.8~~ acres associated with the solar sites plus a maximum of ~~6.7~~ acres for pole installation, laydown areas, and pull sites within the larger gen-tie corridor, which consists of barren lands and saltbush scrub. The Project Area consists of ~~611.80~~**454.38** acres of low quality desert tortoise and Mohave ground squirrel (MGS) habitat, which is comprised of successional saltbush scrub, desert needle grass, and desert wash habitats. Where shrubs are present in these habitats, they are monotypic. The entire Project Area has been previously impacted by sheep

grazing, blown sand, and off-highway vehicle use. However, burrows appropriate for the Covered Species are present within the Project Area and more undisturbed natural habitat occurs on adjoining lands.

6. A new, third and fourth paragraph shall be added to the Habitat Management Land Acquisition section of the ITP, page 20, and shall read:

Permittee and 64KT 8me LLC, permittee for ITP No. 2081-2018-048-04, have met this requirement pursuant to this ITP where the easement for 611.80 acres of HM lands has been recorded, management plans have been approved by CDFW and full funding of the interim account and endowment has occurred prior to the start of the Project described in this ITP and ITP No. 2081-2018-048-04.

All the conditions of this ITP and ITP No. 2081-2018-048-04 that apply to the HM lands, including those set forth in the respective MMRPs, shall be binding upon both the Permittee and 64KT 8me LLC. Notwithstanding California Civil Code section 1431 or any other provision of law, Permittee and 64KT 8me LLC are jointly and severally liable for the performance of all HM lands terms, conditions, and obligations of this ITP and ITP No. 2081-2018-048-04, including but not limited to, those set forth in the attached MMRPs. Any failure by the Permittee or 64KT 8me LLC to comply with any term, condition or obligation applicable to the HM lands requirement of this ITP and ITP No. 2081-2018-048-04 shall be deemed a failure to comply by both the Permittee and 64KT 8me LLC.

7. MMRP:

The corresponding MMRP Measure 25, page 7, shall be amended to read the same as above.

8. The Notices section of the ITP, pages 27 and 28, shall be amended to read:

The Permittee shall deliver a fully executed duplicate original ITP by registered first class mail or overnight delivery to the following address:

Habitat Conservation Planning Branch
California Department of Fish and Wildlife
Attention: CESA Permitting Program
~~1416 Ninth Street, Suite 1266~~ **Post Office Box 944209**
Sacramento, California 95814 **94244-2090**

Amendment No. 1 (Major)
Incidental Take Permit 2081-2015-026-04
63SU 8ME, LLC
Fremont Solar (Springbok 2 Solar Farm) Project

Or by means other than the United States Postal Service:

***Habitat Conservation Planning Branch
California Department of Fish and Wildlife
Attention: CESA Permitting Program
1740 North Market Boulevard
Sacramento, California 95834***

Written notices, reports and other communications relating to this ITP shall be delivered to CDFW by registered first class mail at the following address, or at addresses CDFW may subsequently provide the Permittee. Notices, reports, and other communications shall reference the Project name, Permittee, and ITP Number (2081-2015-026-04) in a cover letter and on any other associated documents.

Original cover with attachment(s) to:

Regional Manager
California Department of Fish and Wildlife
1234 East Shaw Avenue
Fresno, California 93710
Telephone (559) 243-4005
Fax (559) 243-4020

and a copy to:

Habitat Conservation Planning Branch
California Department of Fish and Wildlife
Attention: CESA Permitting Program
~~1416 Ninth Street, Suite 1266~~ **Post Office Box 944209**
Sacramento, California 95814 **94244-2090**

and an electronic copy to:

***R4CESA@wildlife.ca.gov and
CESA@wildlife.ca.gov***

Unless Permittee is notified otherwise, CDFW's Regional Representative for purposes of addressing issues that arise during implementation of this ITP is:

Lisa Gymer
California Department of Fish and Wildlife
1234 East Shaw Avenue
Fresno, California 93710
Telephone (559) 243-4014, extension 238
Fax (559) 243-4020

9. Figures 1, 2a-2d and 3a-3u shall be replaced with Figures 1 and 2, Figure 4 shall be eliminated and the Attachments section of the ITP, page 30, shall be amended as follows:

FIGURE 1	Project Location Map
FIGURE 2a-2d	Solar Site Map
FIGURE 3a-3u	Gen-Tie Route Map
FIGURE 4	Munsey Road Repaving Map
ATTACHMENT 1	Mitigation Monitoring and Reporting Program
ATTACHMENT 2A	Proposed Lands for Acquisition Form
ATTACHMENT 2B	Habitat Management Lands Checklist
ATTACHMENT 3	Desert Tortoise Field Manual
ATTACHMENT 4	Letter of Credit Form
ATTACHMENT 5	Mitigation Payment Transmittal Form

All terms and conditions of the ITP and MMRP that are not expressly amended herein remain in effect and must be implemented and adhered to by the Permittee.

FINDINGS

Issuance of Amendment No. 1 will not increase the amount of take of the Covered Species as compared to the Project as originally approved, and Amendment No. 1 will not increase other Project impacts on the Covered Species (i.e., "impacts of taking" as used in Fish and Game Code Section 2081, subd. (b)(2)).

Discussion: Amendment No. 1 makes four changes to the ITP as amended. It updates the Permittee contact information, removes 677.42 acres of Covered Species habitat from the Project Description and Impacts of the Taking on the Covered Species sections of the ITP, adds language to the Habitat Management Lands Acquisition section of the ITP to document that the mitigation obligation already completed for the Project also satisfied the mitigation obligation for the removed portion of the Project, and updates the Project figures by replacing Figures 1 through 3 with new Figures 1 and 2 that delineates the new smaller Project and eliminating Figure 4. CDFW has determined that these changes will not significantly increase the amount of take or the severity of other impacts of the taking on the Covered Species as the impact area has decreased.

Issuance of Amendment No. 1 does not affect CDFW's previous determination that issuance of the ITP meets and is otherwise consistent with the permitting criteria set forth in Fish and Game Code section 2081, subdivisions (b) and (c).

Discussion: CDFW determined in June 2015 that the Project, as approved, met the standards for issuance of an ITP under CESA. This determination included findings that, among other things, the impacts of the taking would be minimized and fully mitigated and that the Project would not jeopardize the continued existence of the Covered Species. Those findings are unchanged with respect to Amendment No. 1 because the Project and ITP as amended will not increase impacts to Covered Species habitat or increase the amount of take of the Covered Species. Permittee's continued adherence to and implementation of the avoidance and minimization measures set forth in the Conditions of Approval of the ITP and MMRP, as amended, will minimize and fully mitigate impacts of the taking on the Covered Species.

None of the factors that would trigger the need for subsequent or supplemental environmental analysis of the Project under Public Resources Code section 21166 or California Code of Regulations, title 14, sections 15162 and 15163, exist as a result of Amendment No. 1.

Discussion: CDFW issued the ITP in June 2015 as a responsible agency under the California Environmental Quality Act (CEQA) (Pub. Resources Code, § 21000 et seq.) after, among other things, considering the environmental impact report certified by Kern County as the lead agency for the Project. As explained in the findings below, CDFW finds for purposes of CESA that Amendment No. 1 represents a major change in the Project as originally approved; however, the changes result in a reduction in the amount of impacts to Covered Species and their habitats and CDFW concludes that Amendment No. 1 is not a change in the Project that has the potential to create a new significant effect not previously analyzed, a substantial change in the circumstances under which the Project is being undertaken requiring major revisions to previous CEQA documents, or new information of substantial importance. As a result, CDFW finds that no additional subsequent or supplemental environmental review is required by CEQA as part of CDFW's approval of Amendment No. 1.

CDFW finds that Amendment No. 1 is a Major Amendment, as defined in California Code of Regulations, title 14, section 783.6, subdivision (c)(5).

Discussion: Amendment No. 1 updates the Permittee contact information, removes 677.42 acres of Covered Species habitat from the Project Description and Impacts of the Taking on the Covered Species sections of the ITP, adds language to the Habitat Management Lands Acquisition section of the ITP to document the mitigation obligation already completed for the Project also satisfied the mitigation obligation for the removed portion of the Project, updates the Figures by replacing Figures 1 through 3 with new

Figures 1 and 2 that delineate the new smaller Project and eliminating Figure 4 which is no longer applicable. These changes to the ITP will not: (1) significantly increase the level of take or other Project impacts on Covered Species previously analyzed and authorized by the ITP; (2) affect Permittee's substantive mitigation obligations under the ITP; (3) require further environmental review under CEQA; or (4) increase temporal impacts on the Covered Species. However, Amendment No. 1 does substantially change the Project Description, but that change reduces the size of the Project and impacts to Covered Species and their habitats and results in equal or greater protection of the Covered Species. CDFW has determined that the changes to the ITP constitutes a Major Amendment as defined in California Code of Regulations, title 14, section 783.6, subdivision (c)(5).

The authorization provided by Amendment No. 1 is not valid until Permittee signs and dates the acknowledgement below, and returns one of the duplicate originals of Amendment No. 1 by registered first class mail to CDFW at:

California Department of Fish and Wildlife
Habitat Conservation Planning Branch
Attention: CESA Permitting Program
Post Office Box 944209
Sacramento, California 94244-2090

Or overnight mail at:

California Department of Fish and Wildlife
Habitat Conservation Planning Branch
Attention: CESA Permitting Program
1740 North Market Boulevard
Sacramento, California 95834

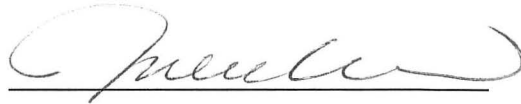
Attachments:

ATTACHMENT 1 Figure 1 Project Location Map
ATTACHMENT 2 Figure 2 Solar Site Map

APPROVED BY THE CALIFORNIA DEPARTMENT OF FISH AND WILDLIFE

on

06/14/19

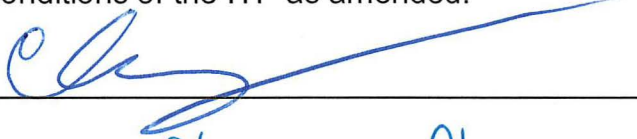


Julie A. Vance
Regional Manager
Central Region

ACKNOWLEDGMENT

The undersigned: (1) warrants that he or she is acting as a duly authorized representative of the Permittee; (2) acknowledges receipt of the original ITP and this Amendment No. 1; and (3) agrees on behalf of the Permittee to comply with all terms and conditions of the ITP as amended.

By:



Date:

Printed Name:

Christopher Chenenger

Title:

Authorized Signatory

Amendment No. 1 (Major)
Incidental Take Permit 2081-2015-026-04
63SU 8ME, LLC

Fremont Solar (Springbok 2 Solar Farm) Project

ATTACHMENT 1

Figure 1 Project Location Map

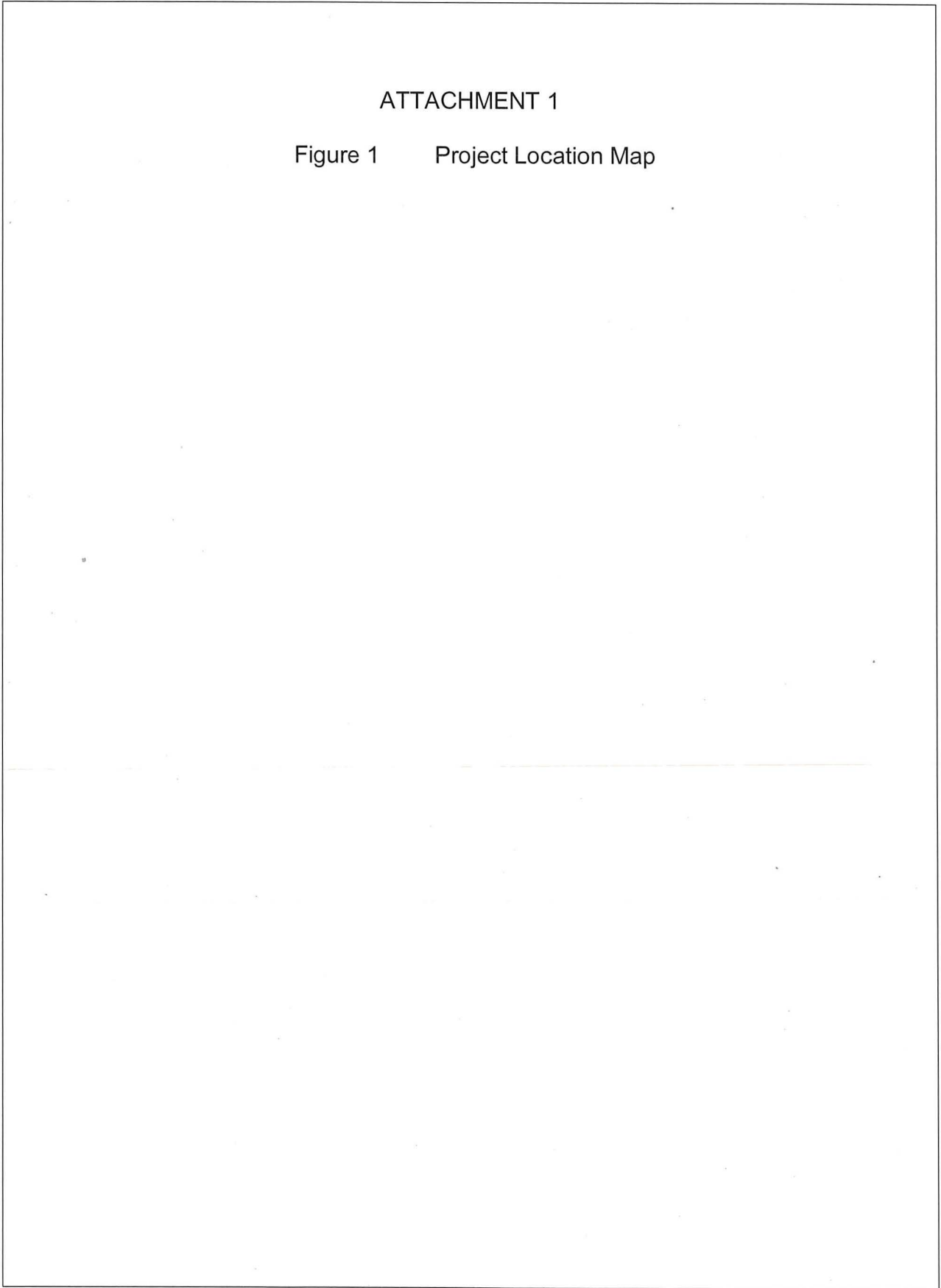
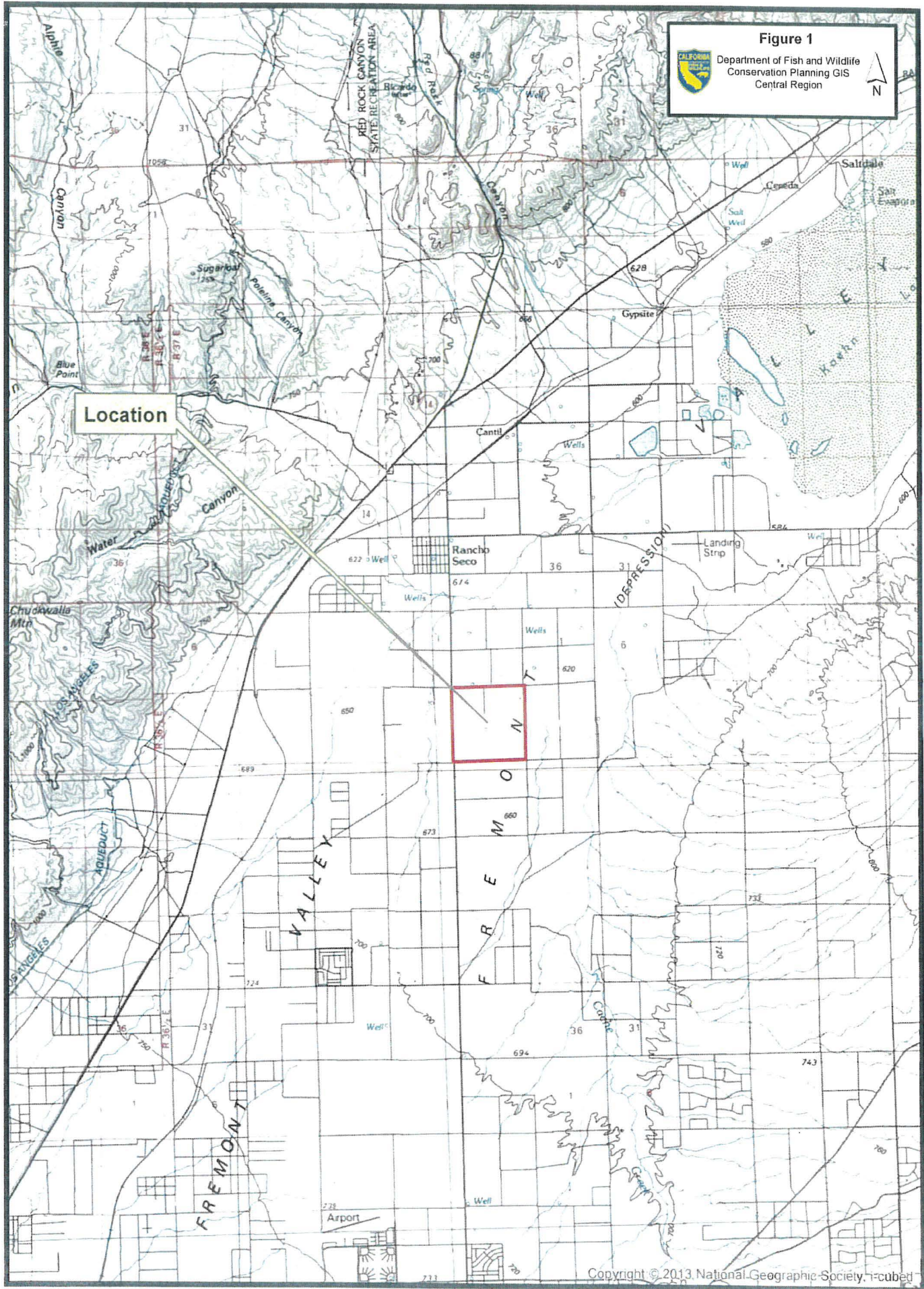


Figure 1
 CALIFORNIA Department of Fish and Wildlife
 Conservation Planning GIS
 Central Region



ATTACHMENT 2

Figure 2 Solar Site Map

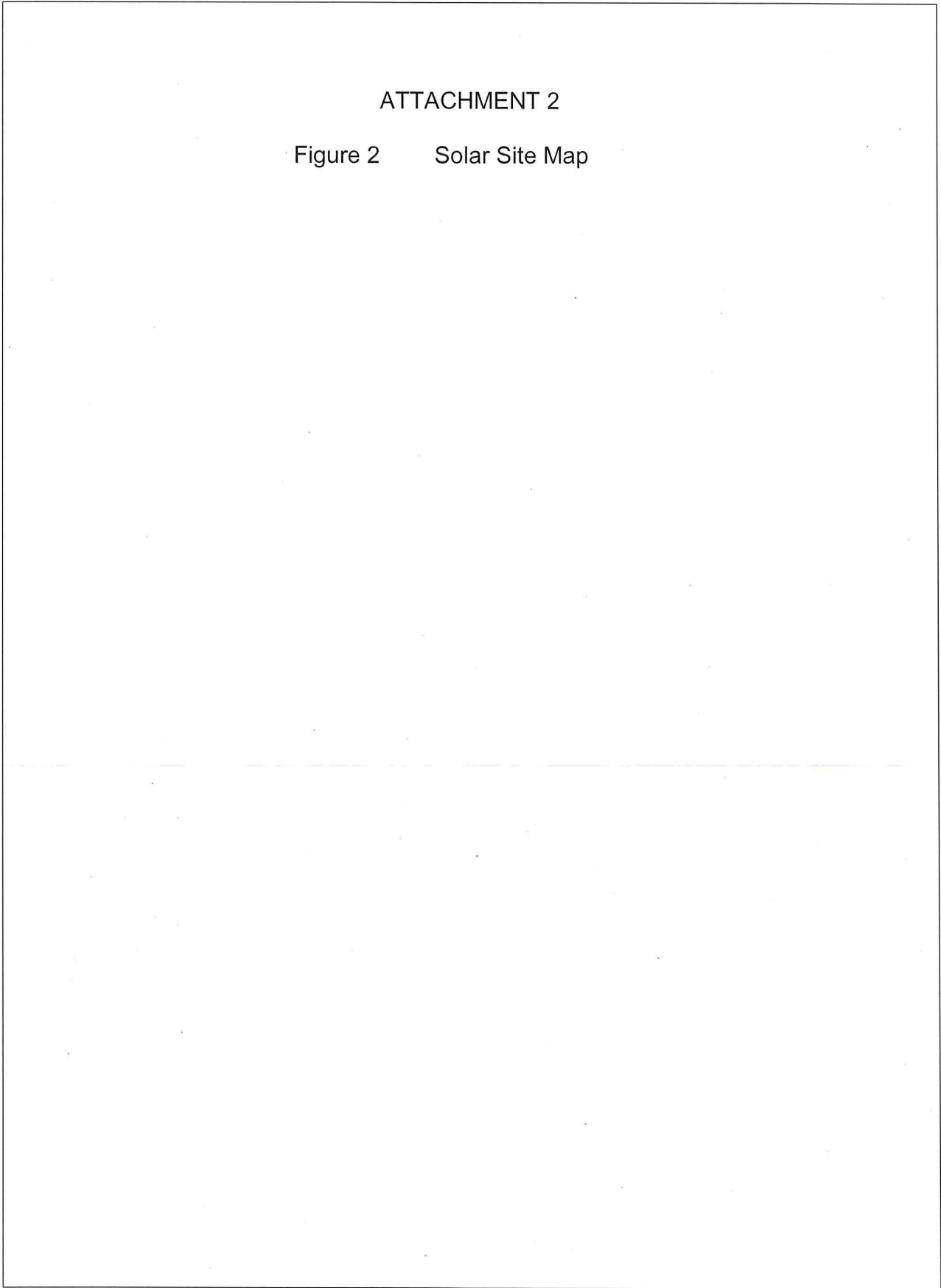



Figure 2 Solar Site Map





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PRELIMINARY
NOT FOR
CONSTRUCTION

FREMONT SOLAR
(SPRINGBOK 2 SOLAR FARM)
HOMES RANCH

Figure 2
Solar Site Map