

## Section 1: 8-K (8-K)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: September 27, 2019

<u>Exact Name of Registrant as Specified in Its Charter</u>	<u>Commission File Number</u>	<u>I.R.S. Employer Identification No.</u>
Hawaiian Electric Industries, Inc.	1-8503	99-0208097
Hawaiian Electric Company, Inc.	1-4955	99-0040500

State of Hawaii

(State or other jurisdiction of incorporation)

1001 Bishop Street, Suite 2900, Honolulu, Hawaii 96813 - Hawaiian Electric Industries, Inc. (HEI)

1001 Bishop Street, Suite 2500, Honolulu, Hawaii 96813 - Hawaiian Electric Company, Inc. (Hawaiian Electric)

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code:

(808) 543-5662 - HEI

(808) 543-7771 - Hawaiian Electric

900 Richards Street, Honolulu, Hawaii 96813 - Hawaiian Electric Company, Inc. (Hawaiian Electric)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to 12(b) of the Act:

<u>Registrant</u>	<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Hawaiian Electric Industries, Inc.	Common Stock, Without Par Value	HE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

Hawaiian Electric Industries, Inc.

Hawaiian Electric Company, Inc.

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Hawaiian Electric Industries, Inc.

Hawaiian Electric Company, Inc.

## **Item 7.01 Regulation FD Disclosure.**

On September 27, 2019, Hawaiian Electric was awarded a 50-year contract to own, operate and maintain the electric distribution system serving the U.S. Army's 12 installations on Oahu, including Schofield Barracks, Wheeler Army Airfield, Tripler Army Medical Center, Fort Shafter, and Army housing areas. Hawaiian Electric was one of several bidders for the contract, which was awarded by the U.S. Defense Logistics Agency (Agency) following a competitive process that began in 2016. While strategically important, the financial impact on Hawaiian Electric's earnings is not expected to be material as explained below.

The contract requires the approval of the Public Utilities Commission of the State of Hawaii (PUC). If approved by the PUC by next year, Hawaiian Electric would take ownership and all responsibilities for operation and maintenance of the system in late 2021 for a 50-year term, which would start after the mutually agreed upon one-year transition period. Under the contract, Hawaiian Electric will make initial capital upgrades over the first six years of the contract and replacements of aging infrastructure over the 50-year term. In addition to its regular monthly electricity bill, the Army will pay Hawaiian Electric a monthly utility services charge to cover operations and maintenance expenses and provide recovery for capital upgrades, capital replacements, and the existing distribution system based on a rate of return determined by the PUC for regulated utility investments, as well as depreciation expense. Hawaiian Electric will acquire the Army's existing distribution system for a purchase price of \$16.3 million and will pay the Army in the form of a monthly credit against the monthly utility services charge over the 50-year term of the contract. During the one-year transition period Hawaiian Electric will prepare to operate the system in support of the contract. A preliminary assessment estimated capital upgrade needs of approximately \$40 million in the first six years of the contract. The Agency estimated the value of the contract over the 50-year term at \$638.5 million in revenues to Hawaiian Electric. The annual impact on Hawaiian Electric's earnings is not expected to be material and will depend on a number of factors, including the amount and timing of capital upgrades and capital replacements.

On October 3, 2019, Hawaiian Electric Company issued a press release announcing the contract. A copy of the press release is being filed as Exhibit 99 to this Current Report on Form 8-K and is incorporated herein by reference.

HEI and Hawaiian Electric intend to continue to use HEI's website, [www.hei.com](http://www.hei.com), as a means of disclosing additional information. Such disclosures will be included on HEI's website in the Investor Relations section. Accordingly, investors should routinely monitor such portions of HEI's website, in addition to following HEI's, Hawaiian Electric's and ASB's press releases, HEI's and Hawaiian Electric's SEC filings and HEI's public conference calls and webcasts. The information on HEI's website is not incorporated by reference in this document or in HEI's and Hawaiian Electric's Securities and Exchange Commission (SEC) filings unless, and except to the extent, specifically incorporated by reference. Investors may also wish to refer to the PUC website at [dms.puc.hawaii.gov/dms](http://dms.puc.hawaii.gov/dms) in order to review documents filed with and issued by the PUC. No information on the PUC website is incorporated by reference in this document or in HEI's and Hawaiian Electric's other SEC filings.

## **FORWARD-LOOKING STATEMENTS**

This report may contain "forward-looking statements," which include statements that are predictive in nature, depend upon or refer to future events or conditions, and usually include words such as "will," "expects," "anticipates," "intends," "plans," "believes," "predicts," "estimates" or similar expressions. In addition, any statements concerning future financial performance, ongoing business strategies or prospects or possible future actions are also forward-looking statements. Forward-looking

statements are based on current expectations and projections about future events and are subject to risks, uncertainties and the accuracy of assumptions concerning HEI and its subsidiaries, the performance of the industries in which they do business and economic and market factors, among other things. These forward-looking statements are not guarantees of future performance.

Forward-looking statements in this report should be read in conjunction with the “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors” discussions (which are incorporated by reference herein) set forth in HEI’s and Hawaiian Electric’s Annual Report on Form 10-K for the year ended December 31, 2018 and HEI’s and Hawaiian Electric’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 and HEI’s future periodic reports that discuss important factors that could cause HEI’s results to differ materially from those anticipated in such statements. These forward-looking statements speak only as of the date of the report, presentation or filing in which they are made. Except to the extent required by the federal securities laws, HEI, Hawaiian Electric, ASB and their subsidiaries undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## **Item 9.01 Financial Statements and Exhibits.**

### (d) Exhibits

Exhibit 99	News release, dated October 3, 2019, “Hawaiian Electric awarded contract to distribute power at 12 U.S. Army installations on O’ahu”
------------	--

The information furnished in connection with this current report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized. The signature of the undersigned companies shall be deemed to relate only to matters having reference to such companies and any subsidiaries thereof.

HAWAIIAN ELECTRIC INDUSTRIES, INC.

(Registrant)

/s/ Gregory C. Hazelton

Gregory C. Hazelton

Executive Vice President, Chief Financial

Officer and Treasurer

HAWAIIAN ELECTRIC COMPANY, INC.

(Registrant)

/s/ Tayne S. Y. Sekimura

Tayne S. Y. Sekimura

Senior Vice President and

Chief Financial Officer

Date: October 3, 2019

Date: October 3, 2019

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">Exhibit 99</a>	News release, dated October 3, 2019, “Hawaiian Electric awarded contract to distribute power at 12 U.S. Army installations on O’ahu”

4

[\(Back To Top\)](#)

## Section 2: EX-99 (EXHIBIT 99)

HEI EXHIBIT 99



**Hawaiian  
Electric**

**FOR IMMEDIATE RELEASE**

**CONTACT:** Shannon Tangonan, 808.223.9932  
[shannon.putnam@hawaiianelectric.com](mailto:shannon.putnam@hawaiianelectric.com)

### **Hawaiian Electric awarded contract to distribute power at 12 U.S. Army installations on O’ahu** *Maintenance, utility improvements part of 50-year agreement*

**HONOLULU, Oct. 3, 2019** - Hawaiian Electric has been awarded the contract to own, operate and maintain the electric distribution system serving the U.S. Army’s 12 installations on O’ahu, including Schofield Barracks, Wheeler Army Airfield, Tripler Army Medical Center, Fort Shafter and Army housing areas.

The U.S. Defense Logistics Agency valued the 50-year contract at \$638.5 million. Hawaiian Electric was one of several bidders for the contract, which was awarded by the agency following a competitive process that began in 2016.

“In a rigorous and competitive process that lasted nearly three years, we made the case that we could deliver a cost-effective, long-term solution for the Army,” said Alan Oshima, Hawaiian Electric president and CEO. “I’m proud that a Hawai‘i-based company was selected to provide these vital services and we look forward to being a trusted energy partner to the Army and to thousands of military service members for decades to come.”

This effort supports the Army’s Utilities Privatization Program, an Army-wide effort that leverages industry expertise and financing to upgrade and sustain utilities for safe and efficient mission support. Currently, Hawaiian Electric provides electricity to the Army, which in turn distributes the electricity to its facilities and bills its users.

“The Army needs secure, reliable energy to do our mission and that’s what this effort is all about,” said Col. Tom Barrett, commander, U.S. Army Garrison Hawaii. “Privatizing the Army’s electrical system on O’ahu supports energy resilience, and energy resilience is critical to Army readiness.”

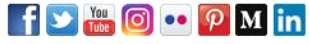
The contract requires the approval of the Public Utilities Commission, and Hawaiian Electric plans to file an application for approval within 30 days. If regulatory approval is received next year, the company and the Army have agreed to a one-year transition period, with the takeover of the system in late 2021.

As part of the contract, Hawaiian Electric agrees to perform Army-identified capital improvements and to replace aging distribution infrastructure. The cost of the improvements and maintenance will be paid by the Army through a special

billing separate from its regular monthly bill for electricity.

###

FOLLOW US FOR THE LATEST:



---

**Hawaiian Electric**

PO BOX 2750 / HONOLULU, HI 96840-0001

[\(Back To Top\)](#)