



August 10, 2016

Mr Jack Kenworthy  
Head of Development  
Walden Green Energy LLC  
155 Fleet Street  
Portsmouth, NH 03801

**Ref: Antrim Wind Energy – SEC Docket 2015-02**

Dear Jack

You have asked me to comment on certain aspects of the pre-filed testimony of Francie Von Mertens dated May 24, 2016. I can respond, as follows:

1 Ms Von Mertens is a former Trustee and a current Honorary Trustee of the Harris Center but has not been authorized by it to represent its interests in these proceedings.

2 Ms Von Mertens' assertions concerning the Harris Center and its activities do not seem relevant to any issue before the SEC under NH RSA 162-H:16.<sup>1</sup>

3 In fact, the full Board has carefully considered its position in this matter on several occasions and unanimously determined, after full consideration, that its interests would best be served by neither supporting nor opposing the Project and by presenting "no testimony unless HCCE's reputation is sullied." See Board Minutes of December 8, 2015.

4 Ms Von Mertens raises the question whether, absent AWE's activities, the Harris Center and others would have conserved the Bald Basin area. I can respond as follows:

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<sup>1</sup> In fact, in a parallel context, ASNH itself objects to an inquiry as to its decision-making process on the ground of relevance. See its Response to Technical Session Data Request #11 (July 29, 206).

The recitation of activities in Ms Von Mertens testimony relates to the period before 2011, including an effort [ultimately unsuccessful] to obtain an easement on property of the Whittemore Trust. She omits to report that, by the end of 2010, Helen Whittemore had refused to sign closing papers; our negotiations with other potential grantors in the Bald Basin area never got that far.

At the same time, the facts on the ground had changed dramatically in that AWE was successful in obtaining long-term leases with all of the target landowners permitting the development of the wind project, subject to regulatory approval.

Although Ms Von Mertens expresses confidence that the Harris Center would have succeeded in these efforts, the Board perceived substantial risk in that conclusion.

5 Ms Von Mertens testimony raises the question why the Harris Center is not actively presenting evidence in this proceeding. I can offer two answers:

Firstly, you are aware that AWE's project has been deeply controversial in Antrim and surrounding towns. The town divided into two camps. We believe that Harris Center supporters adhere to each camp. The Harris Center Board determined that it was not in its reputational or financial interests to become identified either with those supporting the project or with those opposing it. As a result, it has taken and maintained the position throughout – stated in our petition to intervene and elsewhere – that it is neutral<sup>2</sup>. As a corollary, the Harris Center does not intend to adduce evidence supporting or opposing the project, although it reserves the right to protect its own interests in property and reputation.

Secondly, after extensive discussions with AWE and other interested parties, HCCE determined that it was in its best interest to resolve its long-term relationship with the land in question by means of a comprehensive compromise or settlement agreement among itself and all others – landowners and lessee – having an interest in the land on and surrounding the project site. These agreements are part of the record in this matter. This compromise did not

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<sup>2</sup> To quote the Petition to Intervene: “11. For the avoidance of doubt, HCCE wishes to state that it should not be identified as ‘for’ the Proposal or ‘against’ the Proposal. It is ‘for’ a full development of the facts and ‘for’ a decision based on science.”

achieve all possible goals of the Harris Center but it did achieve many of those goals. Like all settlements, the agreement avoided large (and arguably unaffordable) expenses for lawyers and experts to assert and defend a position in this proceeding. And, most significantly, the agreement avoided uncertainty and unpredictability of proceeding without an agreement. There is also a corollary to accepting such a settlement: the Harris Center believes that it could not ethically accept the terms of agreement and simultaneously seek to undercut it by adducing contrary evidence.

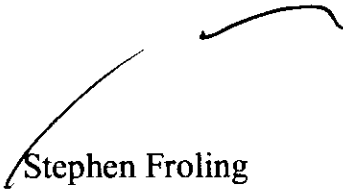
6 In making its decision to pursue a settlement agreement, rather than supporting or opposing the Project, the Harris Center Board expressly acknowledged that such an agreement would embrace the following two principles (Board Minutes of October 17, 2011):

“If the wind energy project is approved by the SEC, this agreement would provide substantial conservations [sic] benefits.”<sup>3</sup>

and

“HCCE hereby agrees that it shall not, either directly or indirectly oppose AWE’s wind project or act in any capacity that would harm AWE’s ability to obtain any permits or to meet any legal or regulatory requirement t [sic: should be “to”] build and operate Wind Power Facilities”

Yours sincerely,



Stephen Froling  
Corporate Counsel

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<sup>3</sup> This principle is reflected in each Letter of Intent, that is, the agreement among HCCE, AWE and each landowner, as follows: “The parties further recognize that, if the Project proceeds, the Agreement and Easement will make a valuable contribution to the conservation interests of stakeholders in this region.”

**Harris Center for Conservation Education  
Board of Trustees Meeting  
October 17, 2011**

In Attendance		
Ted Leach	Mary Lesser	
Ben Haubrich	David Lesser	
Marcia Kayser	Paul Faber	
Tom Warren	Alison Rossiter	
Emily Hartshorne	Jane Shapiro	
Craig Stockwell	Laurie Bryan	
Charlie Levesque	Meade Cadot	
Guests: Stephen Froling; Hunt Dowse		Minutes submitted by Alison Rossiter
Absent: Charles (Chuck) VanHorn, Jack Calhoun		
Agenda & Meeting Notes		Person Responsible
The meeting was called to order at 4:05PM by Ted Leach.		
1	<b>Item: Approval of Minutes</b>	<b>Ted Leach</b>
A MOTION was made, seconded and approved to accept the minutes of the 9/20/11 Board of Trustees Meeting.		
2	<b>Item: Antrim Wind Project</b>	<b>Stephen Froling</b>
<p>Stephen provided an update of committee activities and discussions with interested parties re: the Antrim Wind Project. Stephen requested an indication of the Board's support of continued HCCE discussions with involved parties to the project.</p> <p>Referencing the following statements from Stephen's presentation:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> If the wind energy project is approved by the SEC, this agreement would provide substantial conservation benefits.</li> <li><input type="checkbox"/> HCCE hereby agrees that it shall not, either directly or indirectly, oppose AWE's wind project or act in any capacity that would harm AWE's ability to obtain any permits or to meet any legal or regulatory requirements to build and operate Wind Power Facilities.</li> </ul> <p>A MOTION was made and seconded to give the committee permission to continue discussions. The vote was 11 in favor, no votes against and one abstention. The motion passed.</p>		
3	<b>Item: Committee Reports</b>	<b>Ted Leach</b>
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**Harris Center for Conservation Education Board of Trustees Meeting  
December 8, 2015**

In Attendance		
Jack Calhoun	Alison Rossiter	
Sue Copley	Craig Stockwell	
Hunt Dowse	Carol Thompson	
Gordon Leversee	Tom Warren	
Richard Pendleton	Chuck VanHorn	
David Sobel	Jeremy Wilson	
Meade Cadot		
Guests: Tom Bates, CPA; Steven Froling, Ted Leach		Absent: Annie Card, Beth Corwin, Steve Roberge
		Minutes submitted by Alison Rossiter
<b>1</b>	<b>Item: Call to Order</b>	<b>Jack Calhoun</b>
The meeting was called to order at 4:08 PM by Jack Calhoun		
<b>2</b>	<b>Item: Guest: Tom Bates, CPA, Independent Auditor</b>	<b>Jack Calhoun</b>
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<b>3</b>	<b>Item: Guests: Stephen Froling, Ted Leach Antrim Wind Energy Update</b>	<b>Jack Calhoun</b>
<p>Jack introduced Ted and Stephen who proceeded to provide information re: Antrim Wind Energy's (AWE) activities, dating back to 2009, related to establishing a wind farm in Antrim. A copy of the slide presentation, which provides detailed information, is available at HCCE for review upon request. The purpose of the presentation was to obtain, from the Board, direction re: HCCE's course of action going forward.</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Option #1: Reaffirm HCCE's 2011 position, which includes requesting intervener status, neither supporting nor opposing the project, and granting no testimony unless HCCE's reputation is sullied.</li> <li><input type="checkbox"/> Option #2: Withdraw from any involvement in the SEC hearings</li> <li><input type="checkbox"/> Option #3: Change the level of HCCE support for the project (AWE has asked us to raise our level of support).</li> </ul> <p>Each of the options was discussed.</p> <p><b>A MOTION</b> was made and seconded in favor of Option #1, which reaffirms HCCE's 2011 position. The motion was actively discussed. A vote was taken and the motion was approved unanimously.</p>		
<b>4</b>	<b>Item: Approval of Minutes</b>	<b>Jack Calhoun</b>
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<b>5</b>	<b>Item: Budget Review of HCCE FY 2014-2015 report</b>	<b>Jeremy Wilson</b>
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