ew England Clean Power Link

http://www.necplink.com/

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New England Clean Power Link: Project Development Portal



The New England Clean Power Link is a proposed 1,000 MW High Voltage direct current (HVdc) underwater and underground transmission cable that will bring clean, low-cost energy from the U.S.-Canadian border to Vermont and the New England marketplace. Once completed, the project will lower costs for consumers, reduce environmental emissions, create jobs, increase tax revenues, and diversify fuel supply in New England, all while respecting Vermont's natural beauty by burying the cable.

If approved after extensive federal, state and local environmental review, the project will run two six-inch-wide cables an estimated 150 miles, all in Vermont. Approximately 100 miles are proposed to be buried under Lake Champlain and the balance buried underground in existing rights-of-way. The line will end at a converter station to be built at a location in Ludlow, Vermont and connect into the VELCO transmission grid to serve Vermont and the broader New England market.

The \$1.2 billion merchant line will be privately financed and will not use taxpayer dollars. The developers of the Clean Power Link are also developing the Champlain Hudson Power Express project.

Current Events

Press Release: The New England Clean Power Link Receives Presidential Permit
TDI New England announced today the United States Department of Energy has issued a Presidential
Permit for the New England Clean Power Link, a 1,000 MW buried electric transmission line that will
connect New England with Eastern Canada. A Presidential Permit is required for the construction,
operation and maintenance of electric facilities connecting at the international borders of the United
States. Of the more than half dozen proposed transmission lines aimed at importing renewable electricity
into the New England market, the New England Clean Power Link is the only project to have obtained all
necessary siting permits.

Read the United States Department of Energy press release here.

TDI-NE receives authorization from ISO-NE to interconnect the New England Clean Power Link TDI-NE secured a critical regulatory authorization today when ISO-New England approved the project's 1.3.9 application. This authorization confirms that the New England Clean Power Link can reliably connect to the regional electric grid. In order to connect to the New England electric grid, all energy projects must obtain this approval from ISO-New England. A copy of the I.39 authorization is available here.

TDI-NE Statement On Passage of "An Act to Promote Energy Diversity" in Massachusetts "TDI New England is very excited about the passing of this legislation in Massachusetts. This large

Email Address

Project Update Sign-up

Contact Us:

TDI New England PO Box 155 Charlotte, VT 05445 info@chvtllc.com (802) 885-3890

The New England Clean Power Link Receives Presidential Permit

The United States Department of Energy issued a Presidential Permit for the New England Clean Power Link. A Presidential Permit is required for the construction, operation and maintenance of electric facilities connecting at the international borders of the United States.

State of Vermont issues VT Siting Permit

The Vermont Public Service Board ("PSB") has issued the project a Certificate of Public Good, the comprehensive state siting approval needed to construct and to operate the project in the state. You can review the certificate here and the Final Order here.

Massachusetts Clean Electricity Partnership

TDI NE is proud to be a member of the Massachusetts Clean Electricity Partnership (MCEP) a coalition advocating for affordable hydropower, onshore wind and other clean energy resources. Learn more about the MCEP here.

New England Clean Power Link EIS webpage

This site, administered by the U.S. Department of Energy, serves as a repository for all National Environmental Policy Act (NEPA)related public documents and will be the central location for EIS Project announcements.

October 29, 2015 - Final Environmental Impact Statement Available

Lake Champlain Symposium

TDI New England held a Lake Symposium that included

New England Clean Power Link

procurement of clean energy by the Bay State will have profound carbon reduction impacts for New England, as fossil fuel generation is replaced by wind and hydro..."

The White House: Leaders' Statement on a North American Climate, Clean Energy, and Environment Partnership

Prime Minister Justin Trudeau, President Barack Obama, and President Enrique Peña Nieto share a common commitment to a competitive, low-carbon and sustainable North American economy and society. The leaders specifically noted the importance of new transmission, stating, "Collaborating on cross-border transmission projects, including for renewable energy. At least six transmission lines currently proposed or in permitting review, such as the Great Northern Transmission Line, the New England Clean Power Link, and the Nogales Interconnection, would add approximately 5,000 megawatts (MW) of new cross-border transmission capacity".

Section 231 Certificate of Public Good Issued by VT PSB

The Vermont Public Service Board issued a Section 231 Certificate of Public Good ("CPG") for the New England Clean Power Link on April 14, 2016. This CPG is in addition to the Section 248 CPG that was issued in early January, 2016. The Section 231 CPG concludes that TDI-NE has the technical, operational, and regulatory experience, as well as the financial stability to own and operate the Project within Vermont.

New England Clean Power Link Transmission Line Receives Major Federal Permit
TDI New England today announced that the United States Army Corps of Engineers ("the Army Corps")
has issued a federally-required Department of Army permit to the New England Clean Power Link,
allowing it to be placed in the waters of the United States along its proposed route.

Boston Globe (Editorial): Hydro power needed to meet state's 2020 carbon goal For those inclined to see the glass half full, Massachusetts has made enormous strides in reducing its carbon emissions. Coal-fired plants, the worst offenders, are dying out across the Commonwealth. Investments in energy efficiency have lowered demand. The solar panels sprouting up along the Massachusetts Turnpike are only the most visible of the new generation of green technologies feeding power into homes and businesses.

Boston Globe: Rival hydro providers team up to make push for Mass. legislation

Hydroelectric companies will eventually fight with each other for a piece of Massachusetts' power market,
but first they are teaming up to make sure they can get significant amounts of their energy into the state

Massachusetts Governor Baker prioritizes hydro in his State of the Commonwealth Address TDI-NE is pleased to hear the emphasis that Massachusetts Governor Baker placed on importing hydropower into New England in his January 21, 2016 State of the Commonwealth address. After recently receiving siting approval from the State of Vermont, the New England Clean Power Link is poised to provide the crucial link that will enable hydropower to flow into New England by 2020 and assist the region in meeting its aggressive economic and environmental goals.

preliminary research on the Clean Power Link and Lake Champlain.

http://www.necplink.com

Development Team:

TDI New England has put together a group of experts with years of experience working in Vermont and New England to develop the project.

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New England Clean Power Link: About the Project

http://www.necplink.com/about.php

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New England Clean Power Link: Project Development Portal

About the Project

The New England Clean Power Link is a proposed high voltage direct current (HVDC) transmission line from the Canadian border at Alburgh, Vermont to Ludlow, Vermont along underwater and underground routes. The transmission line will be comprised of two approximately 5" diameter cables — one positively charged and the other negatively charged. The cables will be solid-state dielectric and contain no fluids or gases. The nominal operating voltage of the line will be approximately 300 to 320 kV, and the system will be capable of delivering 1,000 megawatts (MW) of electricity.

The proposed underwater portion of the transmission line, approximately 98 miles in length, will be buried to a target depth of 3-4 feet in the bed of Lake Champlain except at water depths of greater than 150 feet where the cables will be placed on the bottom and self-burial of the cables in sediment will occur. In areas where there are obstacles to burial (e.g. existing infrastructure, bedrock), protective coverings will be installed.

The overland portion of the transmission line, approximately 56 miles in length, will be buried approximately four feet underground within existing public (state and town) road or railroad rights-of-way (ROWs). Very short sections of the route at the Lake Champlain entry and exit points, as well as at the converter site in Ludlow, will be located on private land that is controlled by TDI-NE.

In Ludlow, the HVDC line will terminate at a converter station that will change the electrical power from direct current (DC) to alternating current (AC). An underground AC transmission line will then run approximately 0.3 miles along town roads to the existing VELCO 345 kV. Cooldige Substation in Cavendish, Vermont where the electricity will be carried on the New England electric and the state of the New England electric and the New England elect

- View a Map of the Proposed Route
- Download the New England Clean Power Link Brochure
- Download Overland Segment Map

Project Benefits

Economic

- During the forty year life of the Project, TDI-NE is expected to make the following lease and tax payments to the State of Vermont:
 - o VT Property Taxes: \$274 Million
 - o VT Corporate Income Taxes: \$414 Million
 - o VT Sales Tax (construction period only): \$31 Million
 - VTrans Lease Payments for use of Right-of-Way: \$212 Million
- Testimony provided by Kavet Rockler & Associates, LLC and TDI-NE indicates during the three year construction period the following economic benefits are expected:
 - The creation of almost 500 annual direct and indirect jobs in Vermont and over 200 additional jobs in New England
 - o Direct NECPL Employment Expenditures: \$83 Million in Vermont
 - o Direct NECPL Non-Employment Expenditures: \$101 Million in Vermont
- Testimony provided by Levitan & Associates, Inc., Kavet Rockler and TDI-NE indicate the following
 economic benefits are expected during the operating phase of NECPL:
 - The creation of over 200 annual direct and indirect jobs in Vermont and over 1,900 additional annual jobs in New England.
 - o Total energy savings for Vermont ratepayers: \$245 Million (first ten years of operations)
 - Total energy savings for New England ratepayers: \$1.9 Billion (first ten years of operations)
 - Direct NECPL Employment Expenditures: \$158 Million in Vermont (forty years)
 Direct NECPL Non-Employment Expenditures: \$152 Million in Vermont (forty years)
- Vermont electric ratepayers will receive an additional \$136 million reduction in transmission costs, funded through payments to Vermont Electric Power Company (VELCO) at an initial rate of \$2.5 million a year escalating at 1.5% for the 40-year life of the project.

Environmental

- The Project will contribute \$202 million to the State Clean Water Fund, paid at a rate of \$5 million annually over forty years after two initial \$1 million payments.
- The Project will create a \$61 million Fund to support habitat restoration and recreational improvements in Lake Champlain, paid at a rate of \$1.5 million per year over forty years after an initial \$1 million payment.

Email Address

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Development Team:

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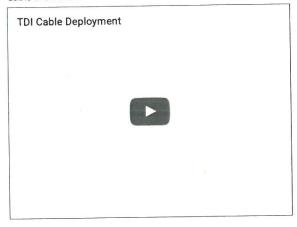
- The Project will contribute \$109 million to Vermont's Clean Energy Development Fund, paid at a rate of \$5 million annually during the first 20 years of the life of the project, with the remainder paid out during the subsequent 20 years. Funds can be used to support in-state renewable development.
- The Project is proposed to be buried along existing road and railroad rights-of-way that are already
- maintained for transportation and/or utility purposes.

 The Project supports the New England governors' efforts to import low-cost, clean, reliable power and provides an alternative to Natural Gas generation.
- The Project will offset up to 3.3 million tons of CO2 annually.
- The Project will be built to the highest environmental standards to protect Lake Champlain, Vermont's natural resources, and local communities. The transmission cable is solid state and contains no liquids or gases.

Reliability

- The Project will enhance the region's fuel diversity by bringing hydroelectric power to the ISO-NE System
- The Project will strengthen and diversify the Vermont and New England electric grid
- The buried HVdc cables are protected from natural disasters
- "Black Start" capability can quickly restart the electric grid in case of a blackout

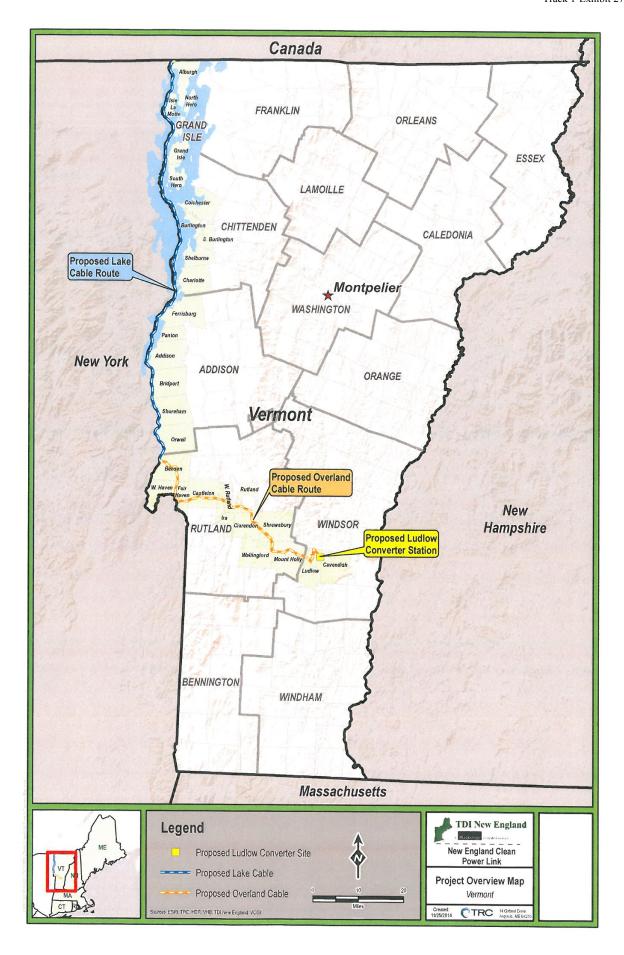
Cable Installation



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New England Clean Power Link: Development Team

http://www.necplink.com/development-team.php



New England Clean Power Link: Project Development Portal

Development Team

In addition to TDI New England's in-house staff, the company has brought on top-level consultants to help guide the project through the vigorous state and federal reviews that are part of developing the New England Clean Power Link. This group of experts brings years of experience working on energy projects in Vermont and New England. The development team will work to ensure that the project is designed in a way that reduces impact on the people of Vermont, and is respectful of the state's valued natural

Members of the development team include:

Dunkiel Saunders Law Firm - Burlington, Vermont Vermont legal counsel http://www.dunkielsaunders.com

The Necrason Group - Montpelier, Vermont Government relations and public affairs

http://www.necrasongroup.com/ Arrowwood Environmental - Huntington, Vermont

Terrestrial studies www.arrowwoodvt.com

VHB - North Ferrisburgh, Vermont Terrestrial and aquatic studies www.vhb.com

Resource Systems Group, Incorporated - White River Junction, Vermont

Acoustic analysis www.rsginc.com

T. J. Boyle Associates, LLC - Burlington, Vermont

Visual impact assessment www.tiboyle.com

Lake Champlain Maritime Museum - Vergennes, Vermont

Aquatic cultural and archaeological surveys

http://www.lcmm.org/

HDR - Portland, Maine Water Quality Modeling

www.hdrinc.com

Public Archaeology Laboratory - Pawtucket, Rhode Island

Terrestrial cultural and archaeological surveys

Baker Botts LLP - Washington DC Federal Legal Counsel

www.bakerbotts.com

Exponent - Bowie, Maryland

Electric, magnetic and thermal modeling

www.exponent.com

Marine Research Corporation - Salisbury, VT Lake Champlain research

Kavet, Rockler & Associates, Inc. - Williamstown. VT

Macroeconomics

www.kavetrockler.com

Levitan & Associates, Inc. - Boston, MA Economics & Environmental benefits

www.levitan.com

TRC - Augusta, Maine

Permitting, engineering and terrestrial studies

www.trcsolutions.com

Fmail Address

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STATE OF VERMONT PUBLIC SERVICE BOARD

Docket No. 8400

Petition of Champlain VT, LLC, d/b/a TDI New)
England, for a certificate of public good, pursuant to)
30 V.S.A. § 248, authorizing the installation and)
operation of a high voltage direct current (HVDC))
underwater and underground electric transmission line)
with a capacity of 1,000 MW, a converter station, and)
other associated facilities, to be located in Lake)
Champlain and in the Counties of Grand Isle,)
Chittenden, Addison, Rutland, and Windsor, Vermont,)
to be known as the New England Clean Power Link	Ś
Project)
· · · · · · · · · · · · · · · · · · ·	,

Entered: 1/5/2016

<u>PURSUANT TO 30 V.S.A. SECTION 248</u>

It Is Hereby Certified that the Public Service Board ("Board") of the State of Vermont this day found and adjudged that the proposed installation and operation of the New England Clean Power Link Project ("NECPL" or "Project"), including a 1,000 MW high-voltage DC ("HVDC") electric transmission line, a converter station, and other associated facilities by Champlain VT, LLC d/b/a TDI New England ("TDI-NE" or "Petitioner"), in accordance with the evidence and plans submitted in this proceeding, will promote the general good of the State of Vermont, subject to the following conditions:

I. General Conditions

- 1. Construction, operation, and maintenance of the Project shall be in accordance with the plans and evidence as submitted in this proceeding. Any material deviation from these plans or a substantial change to the Project must be approved by the Board. Failure to obtain advance approval from the Board for a material deviation from the approved plans or a substantial change to the Project may result in the assessment of a penalty pursuant to 30 V.S.A. §§ 30 and 247.
- 2. Petitioner shall obtain all municipal, state, and federal permits or other regulatory approvals that are required for the Project, and shall construct, operate, and maintain the Project in accordance with all conditions set forth in any such permits and approvals.

Page 2

3. Petitioner shall comply with all terms and conditions of the following stipulations and agreements, the terms and conditions of which are incorporated herein by reference:

Agreement Between TDI-NE and Vermont Electric Power Company, Inc. and Vermont Transco LLC (together "VELCO") (12/4/14) and First Amendment (8/20/15) (collectively, "VELCO Agreement")	Exhs. TDI-JMB-7, 7a
Stipulation Among TDI-NE, the Department of Public Service ("Department" or "DPS"), Agency of Natural Resources ("ANR"), and the Vermont Division for Historic Preservation ("DHP") (7/17/15) and First Amendment (7/29/15) (collectively, "DPS/ANR/DHP Stipulation")	Exhs. TDI-JMB-19a-b
Stipulation Between TDI-NE and Conservation Law Foundation (5/29/15) ("CLF Agreement")	Exh. TDI-JMB-20
Stipulation Between TDI-NE and VELCO (7/24/15) ("VELCO Stipulation")	Exh. TDI-JMB-21
Stipulation Between TDI-NE and Green Mountain Power Corporation ("GMP") (7/17 /15) ("GMP Stipulation")	Exh. TDI-JMB-22
Stipulation Between TDI-NE and the City of Burlington Electric Department ("BED") (7/28/15) ("BED Stipulation")	Exh. TDI-JMB-23
Town of Alburgh Host Town Agreement (6/2/15) ("Alburgh Agreement")	Exh. TDI-JMB-24a
Town of Benson Host Town Agreement (6/10/15) ("Benson Agreement")	Exh. TDI-JMB-24b
Town of Ludlow Host Town Agreement (7/2/15) ("Ludlow Agreement")	Exh. TDI-JMB-24c

- 4. Petitioner shall comply with the conditions related to environmental resources specified in Attachment II of the DPS/ANR/DHP Stipulation.
- 5. Petitioner shall comply with the conditions related to historic resources specified in Attachment III of the DPS/ANR/DHP Stipulation.
- 6. Construction hours will be from 7:00 A.M. to 7:00 P.M. Monday through Friday and from 8:00 A.M. to 6:00 P.M. on Saturdays. All construction activities and related deliveries shall

cease on Sundays and state or federal holidays. Petitioner may extend its construction hours as follows: (i) 24 hours per day seven days per week on Lake Champlain during the construction window as identified in Attachment II of the DPS/ANR/DHP Stipulation; (ii) extenuating circumstances, beyond the Petitioner's reasonable control, that necessitate after-hours work to protect public safety, worker safety, and/or the convenience of the traveling public; (iii) certain horizontal directional drilling ("HDD") operations that may require extended hours in order to complete the operation; or (iv) other extensions to the schedule for good cause, provided the Board approves them in advance.

- 7. Blasting associated with construction of the Project shall only occur during the hours of 9:00 A.M. to 5:00 P.M., Monday through Friday, with no blasting permitted on federal or state holidays.
- 8. All blasting shall be carried out by licensed and certified blasting technicians. All blasting will be performed in accordance with Attachment II of the DPS/ANR/DHP Stipulation, the Project Blasting Plan, exhibits TDI-JMB-10 and JMB-10a, and any and all applicable laws and regulations, including but not limited to US Department of Interior Rules 816.61-68 and 817.61-68 and the Blasting Guidance Manual, Office of Surface Mining, Reclamation and Enforcement, US Department of Interior, to limit peak particle velocity and ground vibration to safe levels. Noise and air blast effects shall be limited through application of proper techniques, and blasting mats shall be used where needed to limit the occurrence of flyrock.
- 9. Petitioner shall prepare a decommissioning plan and associated cost estimate for the Project's converter station as a pre-construction compliance filing pursuant to Condition 17, below. For the duration of the Project, Petitioner shall file with the Board and the Department each of the NECPL's transmission service contracts within 30 days of execution of such contracts, redacted or under seal as necessary to protect confidential business information. Petitioner shall regularly monitor the transmission service contracts for use of the transmission line. If at any time Petitioner's review of those contracts reveals that, within two years, contracts for use of the transmission line will fall below 50% of total line capacity, Petitioner shall notify the Board and parties and the Board will initiate a proceeding to investigate the appropriateness of establishing a decommissioning fund. Should the Board determine that a decommissioning

Page 4

fund must be established, Petitioner shall update the previously approved decommissioning plan and cost figures to fully fund the decommissioning fund, either through a letter of credit or other financial mechanism acceptable to the Board, on a schedule established by the Board during that proceeding. Failure to use the converter station, other than during planned or unplanned outages or repairs, for a period of eighteen consecutive months, shall trigger Board review of whether the converter station should be decommissioned.

10. Petitioner shall not transfer this CPG without prior approval of the Board.

II. Compliance Filing Requirements Prior to Commencement of Construction

- 11. Prior to commencing construction of the Project, Petitioner shall file with the Board for review and approval the final versions of the Project design plans exhibits TDI-JMB-4 (revised) and TDI-AW-2 (revised). The parties shall have 15 business days to file comments on the plans.
- 12. Prior to commencing construction of the Project, Petitioner shall file with the Board and parties the final system impact study ("SIS") and I.3.9 approval, which shall be subject to review by the Board, the Department, VELCO, GMP, and BED. The Department, VELCO, GMP, and BED shall have 15 business days to file comments and recommendations in response to the SIS and I.3.9 approval.
- 13. Prior to commencing construction of the Project, Petitioner shall file with the Board and parties a compliance filing demonstrating that all transmission and subtransmission upgrades that are required in Vermont due to the Project have obtained any necessary Section 248 approvals.
- 14. Prior to commencing construction of the Project, Petitioner shall file with the Board and parties all transmission service contracts with energy suppliers who will utilize the NECPL. The purpose of the filing shall be to confirm Petitioner's representations in its Petition that energy to be transmitted on the NECPL will be from hydro, wind, or other "renewable energy" sources, as defined under Vermont law. In addition, Petitioner will endeavor to obtain facility-specific information from its transmission customer(s) in order to track the source of energy shipped on the NECPL. Petitioner may submit redacted versions of such contracts to protect pricing and other business confidential and trade secret information.

15. Prior to commencing construction of the Project, Petitioner shall file with the Board all ANR permits that are required for construction of the Project and that had not been issued prior to the close of evidence in this proceeding. Submission of such permits shall be for notice purposes only and shall not give rise to further review or proceedings by the Board, provided that such permit or permits do not require any material or substantial changes to the Project that have not yet undergone Board review.

- 16. Prior to commencing construction of the Project, Petitioner shall file a final blasting plan with the Board for review and approval. The parties shall have 15 business days to file comments on the proposed blasting plan. Any subsequent material changes to the plan will require further Board review and approval.
- 17. Prior to commencing construction of the Project, Petitioner shall file a decommissioning plan with the Board for review and approval. The proposed decommissioning plan shall provide for the off-site removal of the converter station building and all structural steel components, and the restoration of the converter station site to a stabilized condition allowing for natural revegetation. Petitioner shall also provide a cost estimate for the decommissioning activities as part of the plan. Parties shall have 15 business days to file comments on the proposed decommissioning plan.
- 18. Prior to commencing construction of the Project, Petitioner shall file with the Board and the parties written confirmation that it has fulfilled all requisite CPG conditions under this section of the CPG and that it intends to commence construction of the Project.

III. Compliance Filing Requirements Prior to Commencement of Operations

19. Prior to commencing commercial operation of the Project, TDI-NE shall file with the Board for review and approval a noise monitoring plan to confirm that the Project complies with the sound level limits specified in Condition 46, below. The plan shall be prepared and implemented under the direction of a qualified noise control engineer and shall include a monitoring schedule to be implemented during the first year of operations under a variety of climatic and seasonal conditions, a complaint resolution procedure, and a process for addressing any exceedances of the sound level limits, should they occur. The Department shall have fifteen business days to file comments and recommendations on the proposed plan.

Page 6

20. Prior to commencing commercial operation of the Project, Petitioner shall file with the Board and parties a compliance filing demonstrating that all SIS mitigation measures or supplemental subtransmission mitigation measures have been implemented at Petitioner's expense.

- 21. Prior to commencing commercial operation of the Project, Petitioner shall become a member of Dig Safe System, Inc., and for the life of the Project shall comply with the requirements of 30 V.S.A. Chapter 86 and Board Rule 3.800.
- 22. Prior to commencing commercial operation of the Project, Petitioner shall file an underground damage prevention plan with the Department.
- 23. Prior to commencing commercial operation of the Project, TDI-NE shall file with the Board and parties written confirmation that it has fulfilled all requisite CPG conditions, and that it intends to commence commercial operation of the Project.

IV. Conditions Pertaining to Economic Benefits and Public Good

- 24. Pursuant to the DPS/ANR/DHP Stipulation, the VELCO Agreement, and the prefiled direct and supplemental testimony of TDI-NE witnesses Donald Jessome, Eugene Martin, and Joshua Bagnato, Petitioner shall implement its public benefits plan with respect to payments to VELCO, Vermont renewable energy programs (through the Clean Energy Development Fund), the Lake Champlain Pollution Abatement and Restoration Fund, and the Lake Champlain Enhancement and Restoration Trust Fund.
- 25. Pursuant to Paragraph 17 of the VELCO Agreement, VELCO will establish a special class of stock, either directly or through a special purpose entity, in order to receive and distribute the quarterly payments to be made by Petitioner to Vermont's retail electric distribution utilities ("DUs") for the benefit of their ratepayers, contingent upon receipt of necessary approvals from the VELCO Board of Directors. The DUs shall be the owners of such stock, with their respective ownership in proportion to each DU's load ratio share in order to ensure an equitable distribution of benefits among Vermont ratepayers. VELCO shall distribute the TDI-NE quarterly payments, less any required taxes and administration costs, to the DUs as stock dividends on a quarterly basis, for the benefit of their ratepayers as required by the VELCO Agreement. In the event that the VELCO Board of Directors fails to issue the necessary approvals in accordance with the above, VELCO shall propose a new payment arrangement to implement Paragraph 1 of the

VELCO Agreement, subject to consent from TDI-NE, amendment of the Agreement, and approval by the Board.

- 26. Six months prior to the termination of the initial transmission service contracts for the Project, and subject to applicable FERC requirements, Petitioner shall negotiate in good faith with the DUs for up to 200 MW of transmission service on the NECPL for a term of up to 20 years. The price of such transmission service shall be determined at that time and shall be generally consistent with market prices; however, the price offered to the DUs shall not exceed the price of transmission service for a contract of similar size and scope executed in the prior three years.
- 27. If, at the conclusion of TDI-NE's open solicitation process for NECPL transmission capacity, NECPL's transmission capacity has not been fully allocated, then prior to the Project's commercial operation date, and subject to any applicable FERC requirements, TDI-NE and BED shall initiate good-faith negotiations for up to 30 MW of transmission service on the NECPL for a term of up to 20 years pursuant to the terms of the BED Stipulation.
- 28. No later than January 1st of the 37th year of commercial operation of the Project, Petitioner shall enter into discussions with ANR and the Department, and shall negotiate in good faith, regarding continued payment of public good benefits and/or other amendments to the DPS/ANR/DHP Stipulation in the event commercial operation of the Project extends beyond the 40th year. No later than January 1st of the 39th year of commercial operation of the Project. Petitioner shall file with the Board for review and approval a plan regarding the extension of benefit fund payments beyond the 40th year of commercial operations. In the event this plan does not reflect an agreement reached with ANR and the Department, Petitioner shall provide an explanation of the efforts it made to engage in good faith negotiations, and the Board shall open a docket and establish a schedule to determine: (i) whether continued public good benefits are appropriate; and (ii) a plan for the continued payment of public good benefits if determined appropriate. Petitioner, ANR, and the Department shall automatically be parties to the docket. Petitioner shall be authorized to continue to operate the Project beyond the 40th year during and after the proceedings concerning the public good benefits, provided that if payment of public good benefits ultimately is approved by the Board, the payment obligation shall be applied retroactively beginning in the 41st year of operation of the Project.

Page 8

29. Pursuant to Paragraph 16 of the VELCO Agreement, to the extent that the Project has a regulated rate through the FERC Order 1000 process or another regional cost-sharing mechanism, Petitioner shall indemnify Vermont's regionally allocated share of the Project costs to ensure that the net benefit identified in Schedule I of the VELCO Agreement accrues to Vermont's retail electric customers by making additional payments to VELCO. VELCO or the special purpose entity shall distribute these additional funds in accordance with Paragraphs 1 and 17 and other relevant provisions of the VELCO Agreement. In the event that the FERC Order 1000 process or another regional cost-sharing mechanism is utilized, and for so long as Project costs are being recovered by such process or mechanism, these additional indemnification payments shall not be suspended. Paragraphs 5 and 6 of the VELCO Agreement shall apply to these payments. Petitioner will not seek cost recovery for these additional indemnification payments whether under the ISO-NE Tariff or any other cost-sharing mechanism that allocates costs to Vermont ratepayers.

30. In the event that Paragraph 16 of the VELCO Agreement applies to the Project, the Department shall use its best efforts to minimize Vermont's regional share of the NECPL's costs.

V. Conditions Pertaining to Electric System Stability and Reliability

- 31. Petitioner shall be responsible for the costs of the transmission system and subtransmission system upgrades in Vermont that are necessary in order to address adverse impacts to system stability and reliability due to the Project, as determined by ISO-NE pursuant to the interconnection process administered by ISO-NE, and as determined pursuant to any supplemental subtransmission study performed pursuant to the GMP Stipulation.
- 32. Petitioner shall collaborate with GMP to design and implement in a timely fashion any mitigation strategies or system upgrades necessary or required to avoid adverse effects on the reliability and stability of the GMP electric system as a result of contingencies identified in the SIS or in a supplemental subtransmission study, if performed, as provided in Paragraph 5 of the GMP Stipulation.
- 33. In the event that a supplemental subtransmission study is prepared under Paragraph 5 of the GMP Stipulation, Petitioner shall file the final version of the study with the Board prior to the filing of GMP's section 248 petition(s) as set forth in Paragraph 5 of the GMP Stipulation.

34. The protections extended to GMP under Paragraph 5 of the GMP Stipulation shall also apply to VELCO and to all electric load-serving utilities in the state of Vermont.

- 35. Petitioner shall be obligated to pay for all costs reasonably incurred by GMP to implement the GMP Stipulation, including but not limited to the costs of the SIS mitigation measures, the supplemental mitigation measures, the SIS and SIS mitigation process, and the supplemental subtransmission study process provided for under Paragraph 5 of the GMP Stipulation. Petitioner shall reimburse GMP for any and all costs GMP reasonably incurs in implementing the GMP Stipulation, including the hourly costs of employees, consultants, and reasonable expenses.
- 36. Petitioner shall, in accordance with good utility practice, cooperate and coordinate with GMP and other affected Vermont electric distribution, transmission, and subtransmission system owners, if any, during pre-construction and construction to mitigate and minimize any adverse impacts on GMP's facilities, customers, employees, and contractors, including but not limited to outages, which shall only be taken as a matter of last resort; facility relocations; and impacts to GMP's ability to reliably and safely serve its customers.
- 37. Prior to construction of the Project, Petitioner shall undertake a process with GMP in which Petitioner and GMP will review on the ground and via detailed Project plans the entire overland portion of the Project where it coincides with GMP's facilities. During this process, all areas of potential adverse impacts on GMP's facilities, customers, and ability to reliably and safely serve those customers shall be identified and a mutually agreed-upon work plan shall be developed by the parties in accordance with good utility practice. The work plan shall identify how each identified impact will be mitigated or avoided. Such mitigation measures include but are not limited to minimizing to the fullest extent possible outages to GMP customers, ROW acquisition, facility relocations, and alternative construction procedures. All reasonably incurred costs of the process, work plan, and mitigation measures shall be paid for by Petitioner, including any reasonably incurred costs for GMP employees, consultants, contractors, and expenses.
- 38. Petitioner shall, in accordance with good utility practice, cooperate and coordinate with GMP and other affected Vermont electric distribution, transmission, and subtransmission system owners, if any, to ensure that operation of the Project does not cause adverse impacts on their distribution, transmission, and subtransmission systems; provided, however, that Petitioner

Page 10

shall at all times operate the Project in a manner that is consistent with ISO-NE's operating instructions. Petitioner shall follow good utility practice and Dig Safe provisions in the maintenance and operation of the Project. Prior to undertaking any maintenance of the Project, Petitioner shall determine whether GMP facilities or customers may be affected and shall provide reasonable advance notice of such maintenance. For any such maintenance, Petitioner shall work with GMP to develop a mutually agreed-upon maintenance plan subject to good utility practice to perform such maintenance in a manner that mitigates or avoids impacts on GMP's facilities, customers, or ability to safely and reliably serve such customers. Any and all reasonably incurred costs of such maintenance plan and mitigation measures shall be paid by Petitioner, including but not limited to reasonably incurred costs of GMP's employees, contractors, and consultants, plus expenses.

39. If, after construction of the Project, it is determined that there are adverse impacts on GMP's facilities, customers, or ability to safely and reliably serve its customers that are attributable to the Project and that could not have been reasonably foreseen prior to construction, Petitioner and GMP shall work collaboratively and subject to good utility practice to mitigate such impacts at Petitioner's sole expense.

VI. Conditions Related to the VELCO PV20 Installation

- 40. Petitioner and VELCO, and other utilities if applicable, shall consult and coordinate regarding those aspects of the Project and those aspects of the existing PV20 installation and the PV20 project brought about by the need to accommodate the crossing of the cables (the "Works") and shall create a working group for this purpose. Such group shall meet on a regular basis and shall consist of appropriate engineering and project management personnel empowered to make decisions pertaining to the Works on behalf of Petitioner and VELCO, and other utilities if applicable.
- 41. Petitioner shall construct, maintain, repair, and operate the Project in accordance with good utility practice and avoid causing construction delays or other adverse impacts on the PV20 project.
- 42. Petitioner shall construct the Project in a manner that allows the safe and efficient removal of the existing PV20 installation and its replacement in its entirety, by employing for

this purpose an underwater bridge or bridges or an alternative design that VELCO, and other utilities if applicable, agrees will provide a similar level of protection, at Petitioner's cost.

- 43. Petitioner shall reimburse VELCO or its designee for all reasonable costs that it or its designee incurs in connection with VELCO's obligations set forth in Condition 40, above, including, without limitation, its review of Petitioner's Project plans.
- 44. Petitioner and VELCO shall cooperate to minimize costs related to construction, maintenance, and/or repair of the Works. Petitioner shall reimburse VELCO, and its designee if applicable, for all reasonable costs attributable to Petitioner's actions or inactions that are incurred by VELCO, or its designee, in connection with the removal of the existing PV20 installation and the construction, maintenance, and repair of the proposed PV20 project; provided, however, that in the event that the need to perform repair, removal, or maintenance activities regarding the new PV20 installation is caused by the alleged negligence or other legally culpable act or omission of a third party, Petitioner shall not be required to make the reimbursements required above if VELCO has been indemnified pursuant to contracts of insurance or other risk-sharing arrangements, which arrangements VELCO shall make commercially reasonable efforts to secure prior to commencement of the PV20 project. Upon occurrence of such negligence or other legally culpable act or omission of a third party, VELCO shall advise Petitioner of such occurrence in a timely fashion and shall pursue the claim of indemnity in due course, consulting with Petitioner as appropriate.
- 45. Petitioner shall indemnify and hold harmless VELCO, and any other project owner, for any physical damage that the Project causes to the existing and proposed PV20 installations, and will hold harmless and indemnify and, at VELCO's option, defend VELCO against any third-party claims of any nature whatsoever arising out of the Project. VELCO will hold harmless and indemnify and, at Petitioner's option, defend Petitioner against any third-party claims of any nature whatsoever arising out of the existing or proposed PV20 installation.

VII. Conditions Pertaining to Aesthetics (Visual and Noise)

46. Sound levels due to operation of the converter station shall be measured at the exterior of the nearest surrounding residence and shall not exceed 45 dBA Leq (1-hour) (day or night). Petitioner shall implement the sound monitoring plan required as a pre-operation

compliance filing under Condition 19, above. If sound levels exceed 45 dBA Leq (1-hour)(day or night), Petitioner shall install mitigation measures to ensure compliance with the limit.

- 47. Petitioner shall minimize tree removal along the entire route to the greatest extent practicable.
- 48. Petitioner shall take reasonable precautions during construction to limit impacts on nearby trees and shrubs on private property. If trees or shrubs on private property are damaged due to construction, Petitioner shall be responsible for replacements for a three-year period after construction.
- 49. At Shunpike Road in Shrewsbury, Petitioner shall coordinate the tree-planting plan with the property owner immediately adjacent to the Project, to the extent such owner agrees to become involved, as well as with the local planning commission and/or conservation commission. If neither the landowner nor the local planning commission or conservation commission elects to become involved in the tree-planting plan for this location, Petitioner shall confer with the aesthetics consultant for the Department to reach agreement on an appropriate aesthetic landscape mitigation plan for this location.
- 50. The converter station building shall be dark brown or dark gray in color. Other ancillary structures at the converter station site that are fabricated from galvanized steel similar to the equipment and structures at the Coolidge substation are not required to be painted.
- 51. Petitioner shall conduct a post-construction site visit in conjunction with the Department to determine if additional mitigation in the form of vegetative screening is necessary at the converter station.

Pre-filed Supplemental Testimony of George E. Sansoucy, P.E., LLC
Application of Northern Pass and PSNH
March 24,2017
Track 1-Exhibit 27

13

Docket No. 8400	P	age
Dated at Montpelier, Vermont this _	5th day of January , 2016.	
s/James V	Volz) Public Service	
s/Margar	et Cheney) BOARD	
s/Sarah H) OF VERMONT (ofmann)	
Office of the Clerk		
FILED: January 5, 2016		
ATTEST: s/Judith C. Whitney Acting Clerk of the Board		

NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board (by e-mail, telephone, or in writing) of any apparent errors, in order that any necessary

corrections may be made. (E-mail address: psb.clerk@vermont.gov)

STATE OF VERMONT
PUBLIC SERVICE BOARD

02	25
>	1-11
PS	

Petition of Champlain VT, LLC, d/b/a TDI New
England, for a certificate of public good, pursuant to

30 V.S.A. § 248, authorizing the installation and
operation of a high voltage direct current (HVDC)
underwater and underground electric transmission line
with a capacity of 1,000 MW, a converter station, and
other associated facilities, to be located in Lake
Champlain and in the Counties of Grand Isle,
Chittenden, Addison, Rutland, and Windsor, Vermont,
to be known as the New England Clean Power Link
Project

Hearing at
Montpelier, Vermont
October 20, 2015

Order entered: 1/5/2016

PRESENT: James Volz, Chairman

Margaret Cheney, Board Member Sarah Hofmann, Board Member

APPEARANCES: (See Attachment A)

FINDINGS AND ORDER

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Docket	No. 8400
	Economic Benefit to the State
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TDI-NE Statement On Passage of "An Act to Promote Energy Diversity" in Massachusetts "TDI New England is very excited about the passing of this legislation in Massachusetts. This large procurement of clean energy by the Bay State will have profound carbon reduction impacts for New England, as fossil fuel generation is replaced by wind and hydro..."

TDI-NE receives authorization from ISO-NE to interconnect the New England Clean Power Link

TDI-NE secured a critical regulatory authorization today when ISO-New England approved the project's I.3.9 application. This authorization confirms that the New England Clean Power Link can reliably connect to the regional electric grid. In order to connect to the New England electric grid, all energy projects must obtain this approval from ISO-New England. A copy of the I.39 authorization is available here.



Stephen J. Rourke Vice President, System Planning

November 1, 2016

Mr. Hantz Presume Vermont Electric Power Company 366 Pinnacle Ride Road RR1 Box 4077 Rutland, VT 05701

Mr. James DiLuca Eversource Energy 56 Prospect Street Hartford, CT 06103

Subject: New England Clean Power Link ETU Project - Proposed Plan Applications (PPAs) VELCO-16-T01 through VELCO-16-T13 and ES-16-T58 through ES-16-T61

Dear Mr. Presume and Mr. DiLuca:

This letter is to inform you that, pursuant to review under Section I.3.9 of the ISO Tariff, no significant adverse effect has been identified with regard to the following PPAs:

VELCO-16-T01 through VELCO-16-T13 – Transmission application from Vermont Electric Power Company (VELCO) for the New England Clean Power Link ETU Project

ES-16-T58 through ES-16-T61 – Transmission application from Eversource Energy (ES) for the New England Clean Power Link ETU Project

The in-service date of the project is January 2019. The Reliability Committee (RC) reviewed the materials presented in support of the proposed project and did not identify a significant adverse effect on the reliability or operating characteristics of the transmission facilities of VELCO and ES, the transmission facilities of another Transmission Owner, or the system of any other Market Participant.

Having given due consideration to the RC review, ISO New England has determined that implementation of the plan will not have a significant adverse effect upon the reliability or operating characteristics of the Transmission Owner's transmission facilities, the transmission facilities of another Transmission Owner, or the system of a Market Participant.

Mr. Hantz Presume Mr. James DiLuca November 1, 2016 Page Two

A determination under Section I.3.9 of the ISO Tariff is limited to a review of the reliability impacts of a proposed project as submitted by Participants and does not constitute an approval of a proposed project under any other provisions of the ISO Tariff.

Sincerely,

Stephen J. Rourke

Vice President, System Planning

cc: Proposed Plan Applications

March 24,2017 Track 1-Exhibit 27



Public Documents

New England Clean Power Link: Project Development Portal

NECP in the News

Press Clippings

Press Releases

Back to Press Releases

TDI-NE STATEMENT ON PASSAGE OF "AN ACT TO PROMOTE ENERGY DIVERSITY" IN MASSACHUSETTS

Burlington, VT (August 1, 2016) – The State of Massachusetts legislature passed a comprehensive bi-partisan energy bill on July 31, 2106 that will result in a regional solicitation for clean energy for 9.45 TWh of hydro and onshore wind resources. It is anticipated that the vast majority of this clean power will need to be imported via new transmission lines through the northern New England States.

TDI New England views this legislation as an important driver to finance and construct the New England Clean Power Link and looks forward to responding to the solicitation in cooperation with clean energy suppliers.

In light of the bill's passage, TDI New England CEO Donald Jessome issued the following statement:

"TDI New England is very excited about the passing of this legislation in Massachusetts. This large procurement of clean energy by the Bay State will have profound carbon reduction impacts for New England, as fossil fuel generation is replaced by wind and hydro. We believe the New England Clean Power Link transmission project will provide a very competitive proposal to deliver clean power to Massachusetts' and ultimately unleash significant environmental and economic benefits to the Region and the host state of Vermont. TDI New England appreciates the continued support it has received from Vermont and looks forward to having the Project operational by 2020."

About the New England Clean Power Link

The New England Clean Power Link is a proposed 154-mile underwater and underground transmission line that will deliver 1,000 MW of clean, lower-cost power to the Vermont and New England market. The line is being developed with private-sector financing by TDI New England and will originate at the U.S.-Canadian border and travel approximately 97 miles underwater down Lake Champlain to Benson, Vermont. The cable will then be buried along town and state road and railroad rights-of-way or on land owned by TDI New England for approximately 57 miles to a new converter station to be built in Ludlow, Vermont. The project is expected to be in service in 2019, at a cost of approximately \$1.2 billion.

About TDI New England

TDI New England is a Blackstone Portfolio Company. New York based Blackstone is a global leader in alternative asset management with more than \$330 billion currently under management. The TDI New England team is made up of the same leadership team currently developing the Champlain Hudson Power Express in New York State. That project has received all major federal and state permits required to proceed. The developers have a strong track record of working in partnership with local elected officials, community groups, and other stakeholders to develop projects that meet unique energy needs of growing economies, while minimizing local impacts. More information on the company and the project are available at www.necplink.com and follow us on Twitter menecplink.

Email Address

Project Update Sign-up

Contact Us:

TDI New England PO Box 155 Charlotte, VT 05445 info@chvtllc.com (802) 885-3890

The New England Clean Power Link Receives Presidential Permit

The United States Department of Energy issued a Presidential Permit for the New England Clean Power Link. A Presidential Permit is required for the construction, operation and maintenance of electric facilities connecting at the international borders of the United States.

State of Vermont issues VT Siting Permit

The Vermont Public Service Board ("PSB") has issued the project a Certificate of Public Good, the comprehensive state siting approval needed to construct and to operate the project in the state. You can review the certificate here and the Final Order here.

Massachusetts Clean Electricity Partnership

TDI NE is proud to be a member of the Massachusetts Clean Electricity Partnership (MCEP) a coalition advocating for affordable hydropower, onshore wind and other clean energy resources.

Learn more about the MCEP here.

New England Clean Power Link EIS webpage

This site, administered by the U.S. Department of Energy, serves as a repository for all National Environmental Policy Act (NEPA)-related public documents and will be the central location for EIS Project announcements.

October 29, 2015 - Final Environmental Impact Statement Available

Lake Champlain Symposium

TDI New England held a Lake Symposium that included

Pre-filed Supplemental Testimony of George E. Sansoucy, P.E. LLC http://www.necpifik.com/press-fesses/080116.php Application of Northern Pass and PSNH March 24,2017

March 24,2017 Track 1-Exhibit 27

preliminary research on the Clean Power Link and Lake Champlain.

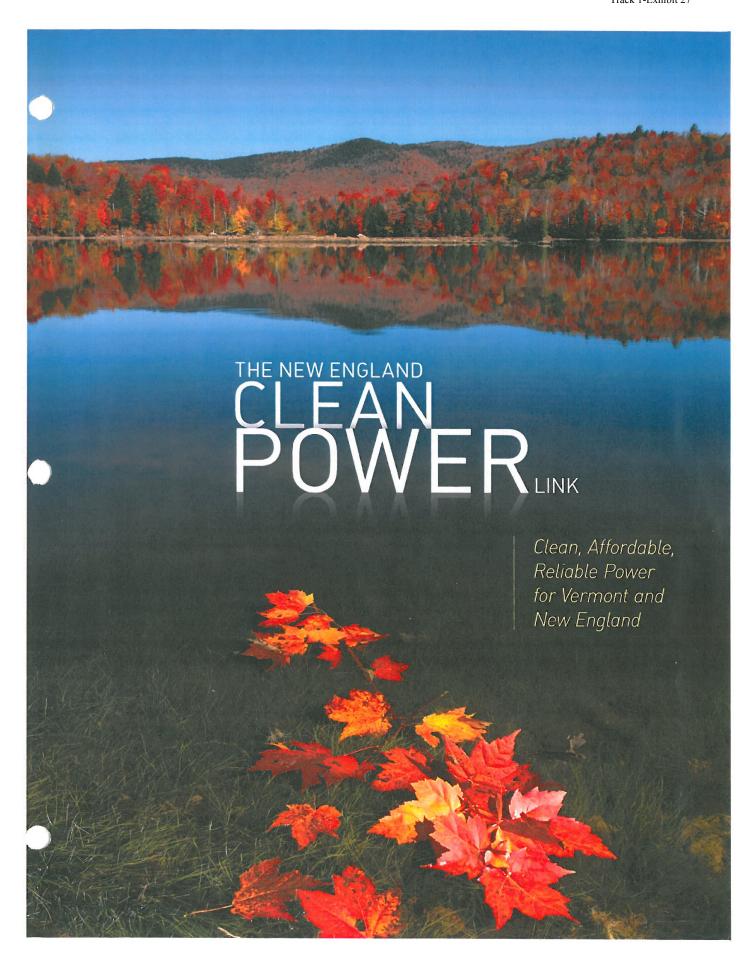
Development Team:

TDI New England has put together a group of experts with years of experience working in Vermont and New England to develop the project.

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Home | Privacy Policy | Legal | About | Contact



Cross-section of

five-inch-diameter HVDC

cable used in this project

WHAT IS THE NEW ENGLAND CLEAN POWER LINK?

The New England Clean Power Link is a proposed 1,000-megawatt (MW) High Voltage Direct Current (HVDC) transmission line that will deliver clean, affordable electricity to Vermont and the New England marketplace. The privately financed line would be submerged in Lake Champlain and buried in existing rights of way and would run from the Canadian border to a converter station that would be built in Ludlow, VT.

HOW WILL THE CLEAN POWER LINK WORK?

Two small, approximately five-inch-diameter cables will carry the power. The cables are state-of-the-art, completely solid, do not contain any liquids, and are equipped with fiber-optic technology that can detect any operating issues and automatically shut off in an instant. After installation, the ground is restored and the cables are never seen.

Once installed, the cables are virtually maintenance free. Similar cables have been in use all over the world for more than 60 years. There would be no overhead lines and no new transmission towers.

WHAT ARE THE BENEFITS?

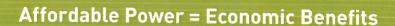
The Clean Power Link will:

- Lower energy prices for New England ratepayers by almost \$2 billion in the first 10 years of operation, \$294 million of which will go to Vermont;
- Reduce emissions to help fight climate change;
- Diversify the region's energy sources;
- Create multiple Vermont-specific benefit funds to assist with phosphorous cleanup in Lake Champlain, improve lake habitat, and help further in-state clean energy development;
- Bring more than \$680 million in tax and lease revenue to Vermont over the life of the project;
- Create over 500 annual jobs in Vermont during construction and over 2,000 annual jobs to New England during operations; and
- Provide \$136 million in additional Vermont ratepayer savings funded through payments to VELCO over the life of the project.

In addition, ratepayers would be protected because the financial risk that comes with developing and constructing the project will be with TDI New England and not consumers.



- The New England marketplace needs fuel source diversity. The fuel mix now includes more than 50 percent natural gas generation. This is likely to increase with the announced retirements of several nuclear, oil, and coal facilities in the Northeast. The Clean Power Link will allow increased imports of clean hydropower, which will benefit consumers and the electric grid, and help develop and integrate other renewable power sources into the electric grid.
- The New England governors have expressed a strong desire to reduce greenhouse gases and provide affordable, clean, and reliable hydroelectricity to power New England businesses and homes.
- The retirement of Vermont Yankee opens up capacity in the New England electric grid, making southeastern Vermont a key interconnection point.





\$2B

IN ESTIMATED ENERGY SAVINGS TO NEW ENGLAND OVER THE FIRST 10 YEARS OF SERVICE, \$294 MILLION OF WHICH WILL GO TO VERMONT



500

JOBS CREATED IN VERMONT DURING CONSTRUCTION, 2,000 JOBS CREATED IN NEW ENGLAND ONCE OPERATIONAL



\$680M

NEW STATE AND LOCAL TAX REVENUE FOR VERMONT



\$162M

THREE NEW VERMONT PUBLIC BENEFIT FUNDS CREATED



100%

FINANCED BY THE PRIVATE SECTOR

Clean Power = Healthier Environment



SAFE, MINIMALLY INVASIVE, BURIED TRANSMISSION—NO OVERHEAD LINES



CLEAN, RENEWABLE POWER TO LOWER GREENHOUSE GAS EMISSIONS



BURIED AND BUILT
TO THE HIGHEST
ENVIRONMENTAL
STANDARDS TO PROTECT
LAKE CHAMPLAIN,
VERMONT'S NATURAL
RESOURCES, AND LOCAL
COMMUNITIES

Safe, Reliable Power = Stronger Grid



ENHANCE THE REGION'S FUEL DIVERSITY



LOWER ELECTRICITY
PRICES



SAFE, BURIED, PROVEN, HVDC TECHNOLOGY, MINIMAL EMF CONCERNS



TRANSMISSION LINES PROTECTED FROM NATURAL DISASTERS



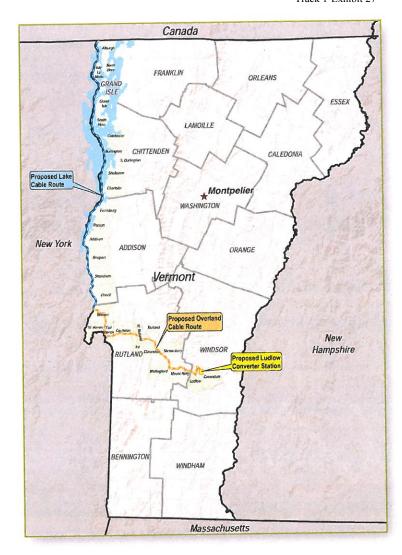
"BLACK START"
CAPABILITY CAN QUICKLY
RESTART THE ELECTRIC
GRID IN CASE OF A
BLACKOUT

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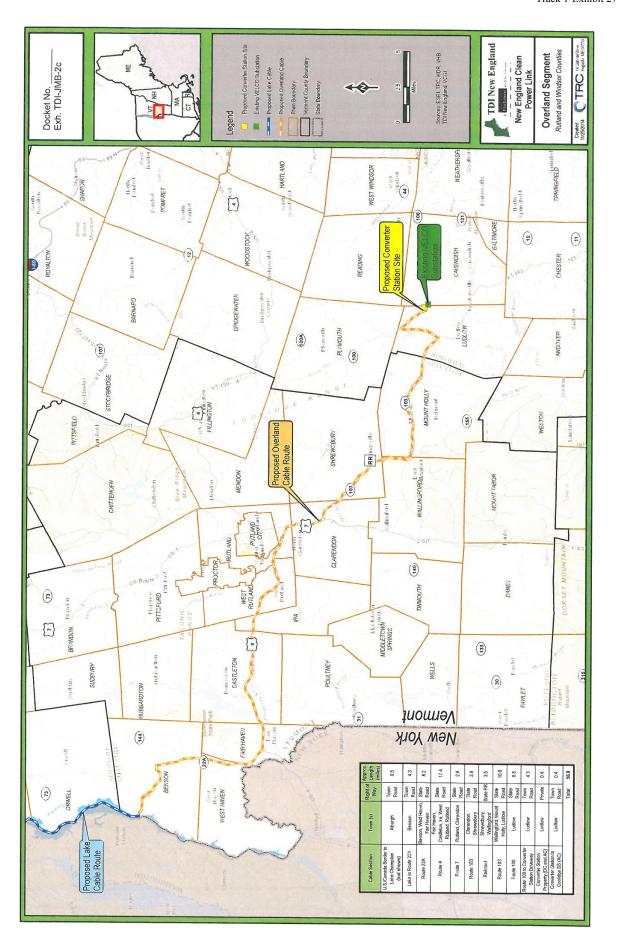
The developers have a strong track record of working in partnership with local communities, residents, elected officials, and other stakeholders to develop projects that meet unique energy needs of growing economies, combating climate change while minimizing local impacts.

More information on the project and the company is available at www.necplink.com.



PROPOSED TIMELINE/ACCOMPLISHMENTS 2018-2020 2017 2016 2015 2013-2014 CABLE INSTALLED EXECUTE VT STATE SITING SUBMITTED VT SUBMITTED TRANSMISSION INLAKE PERMIT ISSUED PRESIDENTIAL PERMIT ENVIRONMENTAL CHAMPLAIN SERVICES PERMIT APPLICATION, FEDERAL US ARMY CORPS AGREEMENTS APPLICATIONS CABLE INSTALLED NEPA PROCESS BEGINS PERMIT ISSUED IN ROADWAYS COMPLETE PROJECT STATE & FEDERAL SUBMITTED VT SECTION 248 PRESIDENTIAL FINANCING AGENCIES REVIEW CONVERTER PERMIT ISSUANCE ANTICIPATED APPLICATION; STATE SITING APPLICATIONS STATION BUILT COMMENCE PROCESS BEGINS PRECONSTRUCTION PUBLIC HEARINGS LINE IN SERVICE SUBMITTED ARMY COMPLETE ACTIVITIES INTERCONNECTION CORPS OF ENGINEERS PERMIT CONSUMER AGREEMENTS WITH APPLICATION SAVINGS BEGIN STATE AGENCIES COMMENCED KEY STAKEHOLDERS, ENVIRONMENTAL INTERCONNECTION STUDIES AND VT UTILITIES FUNDING COMPLETED COMMENCES RECEIVED FERC AUTHORIZATION FOR NEGOTIATED RATE **EMISSION AUTHORITY** ENVIRONMENTAL REDUCTIONS IMPACT STUDY (FEIS) HOSTED EXTENSIVE PUBLIC ISSUED BY DOE MEETINGS ACROSS VERMONT

TDI New England: PO Box 155, Charlotte, VT 05445 info@chvtllc.com • www.necplink.com • (802) 885-3890



->



Project Schedule

New England Clean Power Link: Project Development Portal

Project Schedule

We are committed to making the development of the New England Clean Power Link open and transparent for regulators and citizens alike. This page presents a summary of the major milestones achieved to date and the milestones that will be achieved between now and the onset of construction activity.

As is the case with any project requiring multiple levels of review at the local, state and federal levels, the outline below is subject to change. Please check back periodically for updates. This page was last updated on July 26, 2016.

Proposed Timeline / Accomplishments



(Click to enlarge)

Fall-Winter 2013

- File interconnection request with the New England Independent System Operator (ISO-NE) to study project electrical characteristics
- File interconnection request with Hydro-Québec Transénergie to study project electrical characteristics
- Begin interconnection system impact studies with ISO-NE
- Consultation with state and federal agencies and other stakeholders

Winter-Summer 2014

- File for Federal Energy Regulatory Commission (FERC) negotiated rate authority
- FERC grants ratemaking authority on March 10, 2014
- Continue interconnection system impact studies
- Preview proposed Route with Local Communities, Stakeholders and Regulatory Agencies
- Conduct field studies regarding lake and overland segments
- File Presidential Permit application with the U.S. Department of Energy on May 20, 2014

Fall-Winter 2014

- Conduct six open house public information meetings in Vermont
- U.S. Department of Energy launches NEPA review website
 U.S. Department of Energy to conduct two NEPA public scoping meetings
- U.S. Department of Energy to conduct two NEPA public scoping meetings
 Submit Pre-Application 45 Day Notice of Section 248 Petition
- TDI NE and VELCO File Agreement
- File Army Corps Application
- File Vermont Certificate of Public Good Petition

Winter-Spring 2015

- File required VT Permit Applications
 - o 401 Water Quality Certificate
 - o Construction Phase Stormwater Permit Application

Email Address

Project Update Sign-up

Contact Us:

TDI New England PO Box 155 Charlotte, VT 05445 info@chvtilc.com (802) 885-3890

The New England Clean Power Link Receives Presidential Permit

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October 29, 2015 - Final Environmental Impact Statement Available

Lake Champlain Symposium

TDI New England held a Lake Symposium that included

New England Clean Power Link: Project Schedule

http://www.necplink.com/schedule.php

- o Lake Encroachment Permit (Lake Bomoseen)
- o Lake Encroachment Permit (Lake Champlain)
- o Vermont Wetland Permit Application
- o Vermont Stream Alteration Permit o Vermont Operation Stormwater Application
- Public Hearing on Vermont Certificate of Public Good held February 24, 2015 at Fair Haven Union High School
- U.S. DOE completes Draft Environmental Impact Statement May 2015

Summer 2015

- US Army Corps Issues Public Notice of a Complete Application
- TDI-NE files Agreements with 4 State Agencies, 3 key host towns and 3 Vermont utilities
- U.S. DOE completes Public Scoping Meetings; 7 comments received
- U.S. DOE receives Department of State Concurrence
- U.S. DOE receives Department of Defense Concurrence

Fall-Winter 2015

- VT ANR issues Public Notice for various permits
- FERC Open Solicitation begins under FERC-approved negotiated rate authority
- VT PSB completes Technical Hearings
- U.S. DOE issues Final Environmental Impact Statement
 ANR issues eight environmental permits
- - o 401 Water Quality Certificate
 - o Lake Encroachment Permit (Lake Champlain)
 - o Lake Encroachment Permit (Lake Bomoseen)
 - o VT Wetland Permit
 - o VT Floodplain Permit
 - o VT Stream Alteration Permit
 - o Construction Stormwater Permit
 - o Operational Stormwater Permit
- U.S. Fish and Wildlife Service and VT Division of Historic Preservation Complete DOE Presidential
- Open Solicitation Expression of Interest Period Ends (December 4)

Winter-Spring 2016

- VT PSB issues Section 231 CPG
- VT Public Service Board issues Certificate of Public Good and Final Order
- VT Public Service Board issues Certificate of Public Good
- TDI-NE files Section 231 Application with VT PSB
- US Army Corps issues Section 404 and 10 permits

Summer - Fall 2016

- ISO-NE completes Interconnection Study
- U.S. DOE issues Presidential Permit
- VT Transportation Agency expected to issue Road ROW Permit

Winter 2016 - 2017

- Finalize Transmission Service Agreements
- TDI-NE completes Project financing
- TDI-NE secures contract for Project construction
- · Commence preconstruction activities

preliminary research on the Clean Power Link and Lake Champlain.

Development Team:

TDI New England has put together a group of experts with years of experience working in Vermont and New England to develop the project.

Home | Privacy Policy | Legal | About | Contact







Elective Transmission Upgrade Application

The undersigned Transmission Upg Transmission Tari	Elective Transmission Upgrade Applicant submits this application to interconnect an Elective trade to the PTF or Non-PTF under Section II.47.5 of the ISO New England Inc. Open Access ff (the "Tariff").
	PROJECT INFORMATION
Proposed Project N	Name: Champlain VT Power
affected Transmiss	Elective Transmission Upgrade, including the location of the upgrade (County(ies) and State(s)), any ion Owners, and the purpose of the upgrade. If known, describe equipment to be used (e.g. overhead line, phase shifting transformer, etc.), rating of the equipment (e.g. MW, MVAR, kV, etc.) and proposed grade.
	- 1,000 MW VSC HVDC underground and underwater transmission project originating at the Quebec/Vermont border and terminating in Vermont
	Potential points of delivery: Coolidge substation (345 kV AC)
	Direction of energy flow: Québec to New England
	*
Approximate locat	ion of the proposed Point(s) of Interconnection (information is not required as part of the initial
	Point of injection: Hydro Quebec TransEnergie system
-	The American Property of the Control

Point of delivery: Coolidge substation (345 kV AC)



Elective Transmission Upgrade Application

Projected	Commercial Oper	rations Date: 2018	Land Land Land Coological Survey which clearly indicates the
A detailed	l map (2 copies), s	uch as a map of the qual	lity produced by the U.S. Geological Survey, which clearly indicates the
site of the new facility and pertinent surrounding structures is attached (check one): Yes			
X	No		
_			
A one-line	e diagram (2 copie Yes	s) of the new facility (ch	eck one):
	No		
The ISO	will nost the Proje	ct Information on the IS	O web site on OASIS and at:
http://ww	w.iso-ne.com/geni	rtion resrcs/nwgen inte	r/status/index.html
		APPI	ICANT INFORMATION
Company	Name:	Champlain VT, LLC	
(Elective	Transmission Upg	grade Applicant)	
Company	Address:	PO Box No.:	
1 .			200 P
		Street Address:	600 Broadway
		City, State ZIP:	Albany, NY 12207
		8.63 2	
Company	Representative:	Name: Dor	nald Jessome
		Title: Ger	neral Manager
Company	y Representative's	Company and Address	(if different from above):
		Company Name:	Dunkiel Saunders Elliott Raubvogel & Hand
		PO Box No.:	545
		Street Address:	91 College Street
		City, State ZIP:	Burlington, VT 05402-0545
Dharra	(902) 960 1002	FAX:	(802) 860-1208
Phone:	(802) 860-1003	TAA.	TOVAL DOG XADO
email:	araubvogel@dun	kielsaunders.com	_

ISO-New England/05-23-06



Elective Transmission Upgrade Application

This Elective Transmission Upgrade Application is submitted by:				
Authorized Signature:	Sout	_		
Name (type or print):	Donald Jessome			
Title:	General Manager			
Date:	October 18, 2013 (Amended Novemb	ber 26, 2013)		
In order for an Elective Transmission Upgrade Application to be considered a valid request, it must:				
 (a) Be accompanied by a non-refundable administrative fee of \$2,500.00; and (b) Include all information required on the Elective Transmission Upgrade Application form. 				
Failure to provide the above items and all the information required on the application could result in delaying the processing of your application.				
FAX or Mail To:	ISO New England Inc. FAX: 413-540-4203 ention: Dave Forrest		1 Sullivan Road Holyoke, MA 01040-2841 Phone: 413-540-4584	
ISO New England Inc. Use				
Date Elective Transmission Upgrade Request Received: Received By:				
☐ Administrative Fee Deficient		Date Cured:		
☐ Application 1	Deficient	Date Cured:	_	
Date Deemed Valid Application:		Deemed Valid By:		

United States Department of Energy

Office of Electricity Delivery and Energy Reliability
OE Docket No. PP-400

TDI-New England



Presidential Permit No. PP-400

December 5, 2016

Presidential Permit

TDI-New England

Order No. PP-400

I. BACKGROUND

The Department of Energy (DOE) has the responsibility for implementing Executive Order (E.O.) 10,485, as amended by E.O 12,038, which requires the issuance of a Presidential permit for the construction, operation, maintenance, or connection of electric transmission facilities at the United States international border. DOE may issue such a permit if it determines that issuance of the permit is in the public interest and after obtaining favorable recommendations from the U.S. Departments of State and Defense.

On May 20, 2014, Champlain VT, LLC, doing business as TDI-New England (TDI-NE) filed an application with the Office of Electricity Delivery and Energy Reliability of the Department of Energy (DOE) for a Presidential permit. TDI-NE proposes to own, construct, and maintain the New England Clean Power Link Project (NECPL or Project), a 1000 megawatt (MW) bipolar, high voltage direct current (HVDC) electric transmission line with an operating voltage of +/- 300 to 320 kilovolts (kV). The Project would be constructed in both aquatic (underwater) and terrestrial (underground) environments. The project would originate at the 735 kV Monteregie Substation in Quebec, Canada and terminate at the Vermont Electric Power Company's (VELCO's) Coolidge 345 kV Substation in Vermont. The Project's proposed in-service date is January 2019.

TDI-NE has its principal place of business in Albany, New York. TDI-New England would own the section of the Project located within the United States and that section will be under the operational control of the Independent System Operator New England Inc. (ISO-NE) once the Project is in service.

DOE published a notice in the *Federal Register* on July 9, 2014 (79 Fed. Reg. 38869) inviting comments and motions to intervene. DOE received four motions to intervene, one of which was out of time.

II. DISCUSSION

In determining whether issuance of a Presidential permit is in the public interest, DOE as a policy considers the environmental impacts of the proposed Project, determines the Project's impact on electric reliability, and weighs any other factors that DOE may consider relevant to the public interest. When, as in this case, a separate reliability

¹ The authority to administer the International Electricity Regulatory Program through the regulation of electricity exports and the issuance of Presidential permits has been delegated to the Assistant Secretary for the Office of Electricity Delivery and Energy Reliability (OE), by Redelegation Order No. 00-006.05 issued on November 17, 2014.

analysis is conducted by an independent system operator (ISO), DOE's practice has been to review the ISO's analysis and make a determination as to the project's impact on reliability.

A. Reliability Analysis.

DOE staff reviewed the ISO-NE's System Impact Study (SIS) - conducted by Siemens PTI – which included N-1 and N-1-1 steady state thermal and voltage contingency analyses performed on Year 2019 base cases. N-1 Stability Contingencies in Vermont, New Hampshire, west Massachusetts, and southern New England were tested in thirteen light load and two peak load cases. The lists of contingencies tested included Normal Contingencies, Extreme Contingencies, and Bulk Power System contingencies. Selected N-1-1 stability contingencies were tested on selected cases. Short circuit and Sub-synchronous torsional interaction (SSTI) screening studies were also performed.

In a letter to dated November 1, 2016, ISO-NE informed the VELCO and Eversource Energy that its review of the proposed plan applications related to NECPL identified no significant adverse effects. Specifically, the letter indicated that ISO-NE's Reliability Committee reviewed the application and did not identify a significant adverse effect on the reliability or operating characteristics of the transmission facilities of VELCO, Eversource Energy, an additional transmission owner, or the system of any other Market Participant.

However, the SIS also identified several upgrades required to be put in place prior to energizing the proposed transmission facilities. TDI-NE has entered into agreements with the affected utilities in Vermont wherein it agrees to perform these upgrades prior to energizing the proposed transmission facilities.

A detailed SSTI analysis will be performed in the design stage to address issues related to energizing the line and the upgrades required. Bilateral agreements between TDI-NE and any affected generation owners will specify issues to be addressed in the SSTI as well as the need for any possible mitigating measures, such as HVDC control system monitoring and HVDC auxiliary control/protective action or affected generator protection.

The required actions related to completing the confirming SSTI analysis, reaching agreement on the appropriate mitigating measures with each affected generator, and implementing any such mitigating measures will be included as milestones specified within the Elective Transmission Upgrade Interconnection Agreement for this Project.

B. Environmental Analysis

On August 26, 2014, DOE issued a Notice of Intent (79 Fed. Reg. 50901) to prepare an environmental impact statement (EIS) for the NECPL Project and to conduct Public Scoping Meetings. The Notice of Intent indicated that the NECPL Project would involve actions in floodplains and wetlands, which would be assessed in the EIS.

On June 12, 2015, DOE published a Notice of Availability of the Draft EIS (80 Fed. Reg. 33510) and held a 45-day public review period. DOE held two public hearings on the Draft EIS and received no oral comments on the Draft EIS. Throughout the EIS process, DOE worked with cooperating agencies to ensure that impacts will be appropriately addressed. DOE considered all comments received on the Draft EIS in the preparation of the Final EIS. DOE issued the Final EIS in October 2015. On November 6, 2015, the U.S. Environmental Protection Agency (EPA) published a Notice of Availability of the Final EIS (80 Fed. Reg. 68868).

C. Concurrences

On July 20, 2015, the Secretary of State concurred with the issuance of a Presidential Permit to TDI-New England for the New England Clean Power Link Project. On August 26, 2015, the Secretary of Defense concurred as well.

D. Public Comments

As noted above, when DOE issued the Notice of Application in the Federal Register, it received three motions to intervene in time. These were filed by the Northeast Power Coordinating Council, the Vermont Department of Public Service, and the Conservation Law Foundation. The Vermont Department of Public Service and the Conservation Law Foundation also filed comments. The Vermont Department of Public Service provided a summary of state-level review of the Project. The Conservation Law Foundation provided comments on the need to study impacts to the aquatic environment as well as other environmental and economic impacts of the Project, which were subsequently addressed in the EIS prepared for the Project. The Conservation Law Foundation suggested that DOE combine this docket's EIS with that prepared for OE Docket No. PP-371 because they concern projects in the same region (albeit different states), but that is not departmental practice and is impractical from a timing and resource perspective. Allco Renewable Energy Limited (Allco) filed a motion to intervene and comments on July 18, 2016, nearly two years after the close of the comment period on August 9, 2014, and without explanation for its untimely filing. Allco's comments concerned the EIS, which was subject to a separate public comment process that concluded in 2015.

III. FINDINGS AND DECISION

DOE denies Allco's motion and grants the motions to intervene of Northeast Power Coordinating Council, the Vermont Department of Public Service, and the Conservation Law Foundation.

Based upon a review of ISO-NE's analysis of the NECPL, DOE staff concurs in ISO-NE's conclusions and determines that the 1000 MW of incremental north-to-south transfer, which represents south-bound transmission service requests from Quebec to the United States, will not have a negative impact on the reliability of the United States electric grid if operated consistent with both ISO-NE and the North American Electric Reliability Corporation (NERC) policies and standards, terms and conditions of the

Presidential Permit, and other regulatory and statutory requirements. Authorization to operate a south-to-north transfer will require a separate Interconnection Request, a separate System Impact Study (SIS), and separate approval from ISO-NE. As such, this permit authorizes only the described north-to-south transfer.

In addition to DOE's reliability determination, based upon the results of the environmental analysis, concurrences of the Departments of State and Defense, and public comment process, DOE determines that the issuance of a Presidential permit to TDI-New England is consistent with the public interest.

IV. DATA COLLECTION AND REPORTING

The responsibility for the data collection and reporting under Presidential Permits authorizing electric transmission facilities at the U.S. international border and orders authorizing electricity exports to a foreign country has been transferred from the Office of Electricity Delivery & Energy Reliability to DOE's Energy Information Administration (EIA). TDI-New England is required to submit Form EIA-111 "Quarterly Electricity Imports and Exports Report," or any successor form, as specified by the EIA. TDI-New England is instructed to follow EIA instructions in utilizing the Data xChange Community Portal. Questions regarding the data collection and reporting requirements can be directed to the EIA by email at EIA4USA@eia.gov or by phone at 1-855-342-4872.

V. ORDER

Pursuant to the provisions of Executive Order 10,485, as amended by E.O. 12,038, and the regulations issued thereunder (Title 10, Code of Federal Regulations, Part 205), permission is granted to TDI-New England to construct, own, maintain, and connect electric transmission facilities at the international border of the United States and Canada, as further described in Article 2 below, upon the following conditions:

Article 1. The facilities herein described shall be subject to all conditions, provisions and requirements of this Permit. This Permit may be modified or revoked by the President of the United States without notice, or by DOE after notice, and may be amended by DOE after proper application thereto.

Article 2. The facilities covered by and subject to this Permit shall include the following facilities and all supporting structures within the right-of-way occupied by such facilities:

A high voltage direct current (HVDC) bipolar electric transmission line with an operating voltage of +/- 300 to 320 kilovolts (kV) which crosses the U.S.-Canada border underground in Alburgh, VT. From Alburgh, the line enters Lake Champlain via a horizontal directional drill. The cables emerge from Lake Champlain in the town of Benson, Vermont and are buried along town roads and state highway rights-of-way for approximately 55.7 miles until terminating at a proposed converter station in Ludlow, Vermont. The total direct current portion of

the Project is approximately 153.8 miles. In addition, a single circuit, 345kV alternating current transmission line running from the converter station in Ludlow approximately 0.3 miles to the Coolidge Substation in Cavendish.

Article 3. The facilities described in Article 2 above, shall be designed and operated in accordance with all policies and standards of the Federal Energy Regulatory Commission, NERC, Regional Entities, Reliability Coordinators, and independent system operators, or their successors, as appropriate, on such terms as expressed therein and as such criteria, standards, and guides may be amended from time to time.

Furthermore, the facilities described in <u>Article 2</u> shall be operated in such a manner that the scheduled rate of transmission of electric energy north to south entering the United States over the facilities operated herein shall not exceed 1000 MW for both summer and winter periods into the Coolidge 345 kV substation in Vermont. The facilities are not approved for south-to-north transfer.

- Article 4. No change shall be made in the facilities covered by this Permit or in the authorized operation or connection of these facilities unless such change has been approved by DOE.
- Article 5. TDI-New England shall at all times maintain the facilities covered by this Permit in a satisfactory condition so that all requirements of the National Electric Safety Code in effect at the time of construction are fully met.
- Article 6. The operation and maintenance of the facilities covered by this Permit shall be subject to the inspection and approval of a designated representative of DOE, who shall be an authorized representative of the United States for such purposes. TDI-New England shall allow officers or employees of the United States, with written authorization, free and unrestricted access into, through and across any lands occupied by these facilities in the performance of their duties.
- Article 7. TDI-New England shall investigate any complaints from nearby residents of radio or television interference identifiably caused by the operation of the facilities covered by this Permit. TDI-New England shall take appropriate action as necessary to mitigate such situations. Complaints from individuals residing within one-half mile of the centerline of the transmission line must be resolved. TDI-New England shall maintain written records of all complaints received and of the corrective actions taken.
- Article 8. The United States shall not be responsible or liable for damages of any kind which may arise from or be incident to the exercise of the privileges granted herein. TDI-New England shall hold the United States harmless from any and all such claims.
- Article 9. TDI-New England shall arrange for the installation and maintenance of appropriate metering equipment to record permanently the hourly flow of all electric energy transmitted between the United States and Canada over the facilities authorized herein. TDI-New England shall make and preserve full and complete records with respect to the electric energy transactions between the United States and Canada. TDI-New

England shall collect and submit the data to EIA as required by and in accordance with the procedures of Form EIA-111, "Quarterly Electricity Imports and Exports Report" or its successor form.

Article 10. Neither this Permit nor the facilities covered by this Permit, or any part thereof, shall be transferable or assignable, unless specifically authorized by DOE in accordance with Title 10, Code of Federal Regulations.

Article 11. Upon the termination, revocation or surrender of this Permit, the permitted facilities which are owned, operated, maintained, and connected by TDI-New England and described in Article 2 of this Permit, shall be removed and the land restored to its original condition within such time as DOE may specify and at the expense of TDI-New England. If TDI-New England fails to remove such facilities and/or any portion thereof authorized by this Permit, DOE may direct that such actions be taken for the removal of the facilities or the restoration of the land associated with the facilities at the expense of TDI-New England. TDI-New England shall have no claim for damages by reason of such possession, removal or repair. However, if certain facilities authorized herein are useful for other utility operations within the bounds of the United States, DOE may not require that those facilities be removed and the land restored to its original condition upon termination of the international interconnection.

Article 12. TDI-New England has a continuing obligation to give DOE written notification as soon as practicable of any prospective or actual changes of a substantive nature in the circumstances upon which this Order was based, including but not limited to changes in authorized entity contact information.

Issued in Washington, D.C., on December 5, 2016.

Meghan Conklin

Deputy Assistant Secretary

Transmission Planning and Technical Assistance Division Office of Electricity Delivery and Energy Reliability

146 FERC ¶ 61,167 UNITED STATES OF AMERICA FEDERAL ENERGY REGULATORY COMMISSION

Before Commissioners: Cheryl A. LaFleur, Acting Chairman; Philip D. Moeller, John R. Norris, and Tony Clark.

Champlain VT, LLC

Docket No. ER14-966-000

ORDER CONDITIONALLY AUTHORIZING PROPOSAL AND GRANTING WAIVER

(March 10, 2014)

1. On January 8, 2014, Champlain VT, LLC, d/b/a TDI New England (TDI-NE) filed a request for authorization to sell transmission rights at negotiated rates on a proposed high-voltage direct current merchant transmission project (Project) and for waiver of certain Commission regulations. In this order, the Commission conditionally authorizes TDI-NE to sell transmission rights on the Project at negotiated rates and grants TDI-NE's request for waiver.

I. Background

A. Applicant

TDI-NE is a limited liability company owned by Champlain VT, Ltd., which is indirectly wholly-owned by investment funds controlled by The Blackstone Group LP (Blackstone). TDI-NE states that it was established for the purpose of developing and financing the Project, and does not own or operate any existing electric generation, transmission, or distribution facilities. Through the common control of Blackstone, TDI-NE is affiliated with the Champlain Hudson Power Express project, which is expected to be completed in 2017 and will be under the operational control of New York Independent System Operator, Inc. TDI-NE states that Blackstone does not own or control any

¹ Filing at 3.

² Filing at 3 n.2.

existing electric generation, transmission, or distribution facilities in the markets operated by ISO New England Inc. (ISO-NE) or Hydro-Québec TransÉnergie (HQT).³

B. Description of Project

2. The Project is a 150-mile, 1,000 MW, high-voltage direct current transmission line, which will originate at a converter station in Quebec, Canada and terminate in Ludlow, Vermont. Approximately 100 miles of the Project will be buried in Lake Champlain, and the remaining length will be buried underground along existing rights-of-way. The Project will directly connect the markets in Quebec and ISO-NE. TDI-NE states that it has completed an engineering pre-feasibility study and market analysis to assess the commercial opportunities available to the Project's potential customers. Additionally, TDI-NE states it has filed interconnection applications with ISO-NE and HQT. Upon completion of the transmission line, TDI-NE states that the approximately 150-mile-long section of the Project located in the United States will be under ISO-NE's operational control.

C. Application

3. TDI-NE seeks authority to charge negotiated rates for the sale of transmission rights on the Project. It contends that it meets the four factor analysis outlined in *Chinook* (and further discussed below) for approval of negotiated rate authority.⁷ In its

³ *Id.* at 4.

⁴ Id.

⁵ Id. at 5.

⁶ Id. at 1-2.

⁷ Chinook Power Transmission, LLC, 126 FERC ¶ 61,134 (2009) (Chinook). See also, Hudson Transmission Partners, LLC, 135 FERC ¶ 61,104 (2011) (Hudson Transmission); Champlain Hudson Power Express, Inc., 132 FERC ¶ 61,006 (2010) (Champlain Hudson) (distinguishing merchant transmission projects from traditional public utilities in that developers of merchant projects assume all market risk of a project and have no captive customers from which to recover project costs).

application, TDI-NE proposes to conduct an open solicitation process in compliance with the Commission's January 17, 2013 Policy Statement.⁸ TDI-NE's application is described in further detail below.

II. Notice, Intervention, and Responsive Pleadings

4. Notice of TDI-NE's Filing was published in the *Federal Register*, 79 Fed. Reg. 3,192 (2014), with interventions and protests due on or before January 29, 2014. None were received.

III. Discussion

A. Negotiated Rate Authority

5. In addressing requests for negotiated rate authority from merchant transmission providers, the Commission has stated its commitment to fostering the development of such projects where reasonable and meaningful protections are in place to preserve open access principles and to ensure that the resulting rates for transmission service are just and reasonable. In evaluating negotiated rate applications, the Commission has focused on four areas of concern: (1) the justness and reasonableness of rates; (2) the potential for undue discrimination; (3) the potential for undue preference, including affiliate preference; and (4) regional reliability and operational efficiency requirements. This approach allows the Commission to use a consistent framework to evaluate requests for

⁸ Allocation of Capacity on New Merchant Transmission Projects and New Cost-Based, Participant-Funded Transmission Projects, 142 FERC ¶ 61,038 (2013) (Policy Statement).

⁹ See, e.g., TransEnergie U.S., Ltd., 91 FERC ¶ 61,230, at 61,838-39 (2000) (accepting a request to charge negotiated rates on a merchant transmission project, subject to conditions addressing, among other things, the merchant's open season proposal); Mountain States Transmission Intertie, LLC, 127 FERC ¶ 61,270, at PP 57, 59 (2009) (denying a request to charge negotiated rates on a merchant transmission project because, among other things, sufficient protections did not exist to ensure that rates for service would be just and reasonable); Hudson Transmission, 135 FERC ¶ 61,104 at ordering para. (A) (authorizing Hudson Transmission to charge negotiated rates for transmission service).

¹⁰ *Chinook*, 126 FERC ¶ 61,134 at P 37.

Docket No. ER14-966-000

negotiated rate authority from a wide range of merchant projects that can differ substantially from one project to the next.

1. Policy Statement

- 6. On January 17, 2013, the Commission issued the Policy Statement to clarify and refine its policies governing the allocation of capacity for new merchant transmission projects and new non-incumbent, cost-based, participant-funded transmission projects. ¹¹ The Policy Statement allows the developer of a new merchant transmission project to select a subset of customers, based on not unduly discriminatory or preferential criteria, and negotiate directly with those customers to reach agreement for procuring up to 100 percent of transmission capacity when the developer: (1) broadly solicits interest in the project from potential customers; and (2) demonstrates to the Commission that the developer has satisfied the solicitation, selection and negotiation process set forth in the Policy Statement. ¹² To the extent the Commission determines that a merchant transmission developer complies with such policies, the Commission may find that the developer has satisfied the second (undue discrimination) and third (undue preference) factors of the aforementioned four-factor analysis. ¹³
- 7. Under the Policy Statement, once a developer has identified a subset of customers through the open solicitation process, the Commission will allow the developer to engage in bilateral negotiations with each potential customer. In these negotiations, the Commission will allow for distinctions among prospective customers based on transparent and not unduly discriminatory or preferential criteria, with the potential result that a single customer, including an affiliate, may be awarded up to 100 percent of the transmission capacity. ¹⁴

¹¹ Policy Statement, 142 FERC ¶ 61,038.

¹² Id. P 16.

¹³ Id. P 15.

¹⁴ Id. P 28.

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2. Four-factor Analysis

a. Factor One: Just and Reasonable Rates

8. To approve negotiated rates for a transmission project, the Commission must find that the rates are just and reasonable. In making that determination, the Commission considers whether the merchant transmission owner has assumed the full market risk for the cost of constructing its proposed transmission project. The Commission also considers whether the project is being built within the footprint of the merchant transmission owner's (or an affiliate's) traditionally regulated transmission system; if so, the Commission may determine that there are no captive customers who would be required to pay the costs of the project. The Commission also considers whether the merchant transmission owner or an affiliate already owns transmission facilities in the particular region where the project is to be located, what alternatives customers have, whether the merchant transmission owner is capable of erecting any barriers to entry among competitors, and whether the merchant transmission owner would have any incentive to withhold capacity.

i. TDI-NE's Proposal

- 9. TDI-NE states that it will assume all market risks for the Project and there will be no captive customers. ¹⁶ TDI-NE asserts that it is a new market entrant that does not own or operate any existing facilities in ISO-NE, and that no affiliate owns or operates facilities in these markets. TDI-NE also states that when the transmission line is completed, it will turn over operational control of the line to ISO-NE, which will operate the line under ISO-NE's Open Access Transmission Tariff (OATT), thus preventing TDI-NE from acquiring market power or controlling barriers to entry in the ISO-NE market.
- 10. TDI-NE states that incumbent transmission owners have an obligation under the ISO-NE OATT to expand their transmission capacity, upon request, at cost-based rates, and therefore no entity will purchase transmission service from TDI-NE unless it is cost-effective to do so when compared to the incumbent transmission owners' cost of expanding capacity. TDI-NE also states that the Commission has recognized that negotiated rates for service over merchant transmission lines are effectively capped at the differential in power prices between markets, in this case the markets operated in Canada

¹⁵ See Champlain Hudson, 132 FERC ¶ 61,006 at P 17.

¹⁶ Filing at 9.

and ISO-NE.¹⁷ Finally, TDI-NE states that the anchor customers likely to subscribe to the Project are sophisticated utilities that would only secure transmission service at competitive rates.¹⁸

ii. Commission Determination

- 11. The Commission concludes that TDI-NE's request for authority to charge negotiated rates for service on the Project has met the first of the *Chinoook* factors. TDI-NE will bear all market risks that the Project will succeed or fail based on whether a market exists for its services. Additionally, TDI-NE has no ability to pass on any costs to captive ratepayers.
- 12. No entity on either end of the Project is required to purchase transmission service from TDI-NE, and customers will do so only if it is cost-effective. TDI-NE will be unable to charge more for transmission than the expected differential in electric prices between Canada and a competitive price in ISO-NE. Additionally, because neither TDI-NE nor its affiliates own any other transmission facilities within the footprint of the Project, TDI-NE has no ability to erect barriers to entry in the relevant markets. Accordingly, these factors lead us to conclude that the requested negotiated rate authority meets the first of the *Chinook* factors.

b. Factor Two: Undue Discrimination

13. Under the Policy Statement, a developer may demonstrate no undue discrimination or preference by conducting an open solicitation that complies with the requirements of the Policy Statement.¹⁹ As detailed below, the developer must (1) broadly solicit interest in the project from potential customers; and (2) after the solicitation process, demonstrate to the Commission that it has satisfied the solicitation, selection, and negotiation process criteria set forth in the Policy Statement.²⁰

 $^{^{17}}$ Id. at 10 (citing Lake Erie CleanPower Connector, 144 FERC ¶ 61,203, at P 13 (2014)).

¹⁸ Filing at 10.

¹⁹ Policy Statement, 142 FERC ¶ 61,038 at PP 15, 23.

²⁰ Id. P 16.

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i. Broad Notice under the Policy Statement

14. Under the Policy Statement, applicants must issue broad notice of the project in a manner that ensures that all potential and interested customers are informed of the proposed project, such as by placing notice in trade magazines or regional energy publications.²¹ Such notice should include developer points of contact, pertinent project dates, and sufficient technical specifications and contract information to inform interested customers of the nature of the project, including: (1) project size/capacity, (2) end points of the line, (3) projected construction and/or in-service dates, (4) type of line, (5) precedent agreement (if developed), and (6) other capacity allocation arrangements (including how the developer will address potential oversubscription of capacity).²² The developer should also specify in the notice the criteria it plans to use to select transmission customers. In addition, the developer may also adopt a specific set of objective criteria it will use to rank prospective customers, provided it can justify why such criteria are appropriate. Finally, the Policy Statement states that the Commission expects the developer to update its notice if there are any material changes to the nature of the project or the status of the capacity allocation process, in particular to ensure that interested entities are informed of any remaining available capacity.²³

ii. Post-Selection Filing under the Policy Statement

15. The Policy Statement states that the Commission will continue to require merchant developers to disclose the results of their capacity allocation process. The developer's request for approval of the capacity allocation process will be noticed and acted upon under section 205 of the Federal Power Act.²⁴ The Policy Statement explains that the Commission expects developers to demonstrate that the processes that led to the identification of transmission customers and the execution of the relevant contractual arrangements are consistent with the Policy Statement and the Commission's open access principles. The developer should describe the criteria used to select customers, any price terms, and any risk-sharing terms and conditions that served as the basis for identifying transmission customers selected versus those that were not, as well as provide certain information listed in the Policy Statement in order to provide transparency to the

²¹ Id. P 23.

²² Id. P 20.

²³ Id. PP 24-27.

²⁴ 16 U.S.C. § 824d (2012).

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Commission and interested parties.²⁵ The Policy Statement emphasizes that the information in the post-selection demonstration is an essential part of a merchant developer's request for approval of a capacity allocation process, and that the developer will have the burden to demonstrate that its process was in fact not unduly discriminatory or preferential, and resulted in rates, terms, and conditions that are just and reasonable.²⁶

²⁵ Policy Statement, 142 FERC ¶ 61,038 at P 30.

²⁶ *Id.* P 32.

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16. The Policy Statement allows developers discretion in the timing of requests for approval of capacity allocation processes. The Policy Statement provides two examples. First, a developer can seek approval of its capacity allocation approach after having completed the process of selecting customers in accordance with Commission policies. Alternatively, a developer can first seek approval of its capacity allocation approach, and then demonstrate in a compliance filing to the Commission order approving that approach that the developer's selection of customers was consistent with the approved selection process.²⁷

iii. TDI-NE's Proposal

17. TDI-NE states that it will turn over operational control of the Project to ISO-NE and conduct an open solicitation process consistent with the Policy Statement.²⁸ To ensure that its open solicitation process is not unduly discriminatory or preferential. TDI-NE states that it will retain a third-party independent adviser experienced in overseeing open seasons for merchant transmission capacity to facilitate broad notice of the Project and the selection and ranking of prospective customers. To accomplish this broad notice, TDI-NE anticipates establishing a website specific to the Project and issuing a press release to be circulated to energy trade publications, news outlets within the ISO-NE/HQT region, and a list of potential transmission customers.²⁹ TDI-NE states that both the website and press release will include the Project's capacity, the interconnection points in HQT and ISO-NE, anticipated construction milestones and characteristics of the line, a statement regarding allocation of capacity, and the criteria to be used to assess potential customers (e.g., creditworthiness, term of transmission service). According to TDI-NE, the website will also contain more detailed information about the Project, such as Project activities completed to date, a confidentiality agreement, additional details regarding selection and ranking criteria (including justifications for each criteria), a form of precedent agreement (when available), and information about dates and locations of public meetings where TDI-NE will address inquiries from potential customers. TDI-NE anticipates holding one public meeting in Canada and one public meeting in the United States. TDI-NE states that it will post and time-stamp on its website and distribute through an email list-serve any material changes to the Project status or the open solicitation process.

²⁷ *Id.* P 31.

²⁸ Filing at 11.

²⁹ Id. at 11-12.

- 18. Once customer agreements have been executed, TDI-NE commits to posting on its website the winning bidder's name, quantity, the expiration date of the transmission rights awarded, and the contact information of the bidder for purposes of potential resale of the transmission rights.³⁰ TDI-NE states that it will file with the Commission the results of its capacity allocation process, and will demonstrate that it conducted its open solicitation process and execution of contractual agreements in a manner consistent with the Commission's open access policies and the Policy Statement.
- 19. TDI-NE also states that it will ensure that books and records for the Project will comply with the Uniform System of Accounts in Part 101 of the Commission's regulations and will be subject to examination as required in Part 41 of the regulations, file financial statements and reports in accordance with Part 141.14 and 141.15 of the Commission's regulations, and employ an independent auditor to audit its books and records.³¹

iv. Commission Determination

20. In its filing, TDI-NE describes how it plans to broadly solicit interest from potential customers.³² In addition to committing to engage in an open solicitation process, TDI-NE states that it will make a future filing under section 205 with the Commission disclosing the results of the capacity allocation process, and describing the process in sufficient detail to demonstrate its capacity allocation was consistent with the Policy Statement. TDI-NE also commits to turn over operational control of the Project to ISO-NE. The Commission acknowledges TDI-NE's commitment to engage in an open solicitation and capacity allocation process consistent with the Policy Statement and

³⁰ *Id.* at 13.

³¹ Id. at 13-14.

³² We note that TDI-NE has committed to, among other things, issuing a press release to energy trade publications and news outlets within the ISO-NE/HQT region regarding the open solicitation. We also note that the Policy Statement contemplates "[placing a notice] in trade magazines or regional energy publications." Policy Statement, 142 FERC ¶ 61,038 at P 23. As sending a press release to a publisher does not guarantee its actual publication, we note that TDI-NE must ensure that the solicitation information is published sufficiently broadly, including, if necessary, purchasing sufficient supplemental advertisement coverage to establish that TDI-NE has met the "broad notice" requirement of the Commission's analysis under the Policy Statement.

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reserves judgment on TDI-NE's section 205 filing (providing details regarding the open solicitation and capacity allocation process) and TDI-NE filing, through eTariff, of a rate schedule for service under the ISO-NE OATT prior to commencement of service. We accept these commitments as addressing our undue discrimination and preference concerns, subject to the Commission's approval of TDI-NE's subsequent section 205 filing demonstrating that the assignment of capacity is not unduly preferential or discriminatory.

21. Consistent with *Chinook*, once the Project has commenced operation, TDI-NE must ensure: (1) it maintains books and records for the Project that comply with the Uniform System of Accounts found in Part 101 of the Commission's regulations, ³³ subject to examination as required in Part 41 of the regulations; ³⁴ and (2) its books and records are audited by an independent auditor. ³⁵

c. Factor Three: Undue Preference and Affiliate Concerns

22. In the context of merchant transmission, Commission concerns regarding the potential for affiliate abuse arise when the merchant transmission owner is affiliated with either the anchor customer, participants in the open season or solicitation, and/or customers that subsequently take service on the merchant transmission line. The Commission noted in the Policy Statement that it will continue to expect an affirmative showing that the affiliate is not afforded an undue preference. The Commission noted that the developer will bear a high burden to demonstrate that the assignment of capacity to its affiliate and the corresponding treatment of nonaffiliated potential customers is just, reasonable, and not unduly preferential or discriminatory.³⁶

i. TDI-NE's Proposal

23. TDI-NE states that none of its affiliates own or operate electric facilities in ISO-NE or HQT, and that the Project will not interconnect with any existing facilities

^{33 18} C.F.R. pt. 101 (2013).

³⁴ 18 C.F.R. pt. 41 (2013).

³⁵ Chinook, 126 FERC \P 61,134 at P 62; Champlain Hudson, 132 FERC \P 61,006 at P 48; Tres Amigas LLC, 130 FERC \P 61,207, at P 90 (2010) (Tres Amigas).

³⁶ Policy Statement at P 34.

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owned by an affiliate.³⁷ TDI-NE asserts that it does not anticipate that an affiliate will purchase transmission rights through the open solicitation process, but in the event that one does, the post-solicitation filing with the Commission will document the facts and circumstances surrounding this allocation of capacity. Consequently, TDI-NE contends that there will be no opportunity for affiliate abuse. TDI-NE states that it will turn over operational control of its facilities to ISO-NE, file electric quarterly reports of its transactions as required of transmission providers, comply with any applicable affiliate rules, and be subject to the Commission's Standards of Conduct to the extent any affiliate takes transmission service on the Project.³⁸ Finally, as discussed above, TDI-NE commits to conduct an open solicitation process that broadly solicits interest in the Project from potential customers and make a section 205 filing with the Commission to demonstrate that TDI-NE has satisfied the solicitation, selection, and negotiation process set forth in the Policy Statement.

ii. Commission Determination

24. We acknowledge TDI-NE's commitment to engage in an open solicitation process and make a future filing with the Commission disclosing the results of the capacity allocation process and describing the process in sufficient detail to demonstrate no affiliate has been afforded undue preference. In addition, we acknowledge TDI-NE's commitment to turn over operational control of its facilities to ISO-NE, file electric quarterly reports of its transactions as required of transmission providers, comply with any applicable affiliate rules, and abide by the Commission's Standards of Conduct to the extent any affiliate takes transmission service on the Project. We accept these commitments as addressing our affiliate preference concerns, subject to the Commission's approval of TDI-NE's subsequent section 205 filing demonstrating that the assignment of capacity to any affiliate and the corresponding treatment of nonaffiliated potential customers is just, reasonable, and not unduly preferential or discriminatory.

d. <u>Factor Four: Regional Reliability and Operational</u> <u>Efficiency</u>

25. In order to ensure regional reliability and operational efficiency, the Commission expects that any merchant transmission projects connected to an RTO or ISO turn over

³⁷ Filing at 14.

³⁸ Id. at 15.

operational control to the RTO/ISO.³⁹ Further, merchant transmission projects, like cost-based transmission projects, are subject to mandatory reliability requirements.⁴⁰ Merchant transmission developers are required to comport with all applicable requirements of the North American Electric Reliability Corporation and any regional reliability council in which they are located.

i. TDI-NE's Proposal

26. TDI-NE commits to turn over operational control of the Project to ISO-NE and to comply with all applicable reliability requirements.⁴¹ Additionally, TDI-NE states that consistent with the requirements of Order No. 1000,⁴² it will provide to ISO-NE all required information regarding its regional planning process.

ii. Commission Determination

27. The Commission acknowledges TDI-NE's commitment to turn over operational control of the Project to ISO-NE and comply with all applicable reliability requirements, and TDI-NE representation that it has filed interconnection applications with ISO-NE. Accordingly, we find that TDI-NE has met the regional reliability and operational efficiency requirement, subject to TDI-NE's continued participation in the necessary regional planning processes.

³⁹ Chinook, 126 FERC ¶ 61,134 at P 52.

⁴⁰ See, e.g., Rules Concerning Certification of the Electric Reliability Organization; and Procedures for the Establishment, Approval, and Enforcement of Electric Reliability Standards, Order No. 672, FERC Stats. & Regs. ¶ 31,204, order on reh'g, Order No. 672-A, FERC Stats. & Regs. ¶ 31,212 (2006).

⁴¹ Filing at 15.

⁴² Transmission Planning and Cost Allocation by Transmission Owning and Operating Public Utilities, 136 FERC \P 61,051, at PP 164-65 (2011), order on reh'g, 139 FERC \P 61,132 (2012), appeal pending South Carolina Pub. Serv. Auth. v. FERC, et al., No. 12-1232 (D.C. Cir. Filed 5/25/2012 and later).

B. Waiver Requests

1. TDI-NE's Proposal

28. TDI-NE requests waiver of: (1) the full reporting requirements of Subparts B and C of Part 35 of the Commission's regulations, except for sections 35.12(a), 35.13(b), 35.15, and 35.16; and (2) Part 141, except for sections 141.14 and 141.15. TDI-NE states that the Commission has granted similar waiver requests to other merchant transmission owners seeking negotiated rate authority.⁴³

2. Commission Determination

- 29. Because TDI-NE is proposing to charge negotiated rates, the regulations requiring the filing of cost-based data are not applicable. For good cause shown and consistent with our prior orders, we will grant waiver of the applicable filing requirements of Subparts B and C of Part 35 of the Commission's regulations except for sections 35.12(a), 35.13(b), 35.15, and 35.16.44
- 30. The Commission will also grant TDI-NE's request for waiver of Part 141, with the exception of 141.14 and 141.15, including the Form No. 1 filing requirement. The Commission has previously granted waiver of the Form No. 1 filing requirement to merchant transmission owners.⁴⁵

The Commission orders:

(A) The Commission hereby grants TDI-NE authority to sell transmission rights on its proposed merchant transmission project at negotiated rates, subject to the Commission's approval of a subsequent section 205 filing, and to TDI-NE's submission

 $^{^{43}}$ Filing at 18 (citing *Chinook*, 126 FERC \P 61,134 at PP 68, 69; *Rock Island Clean Line LLC*, 139 FERC \P 61,142, at PP 43-47 (2012); *Neptune Regional Transmission System, LLC*, 139 FERC \P 61,110, at P 12 (2012) (*Neptune*)).

⁴⁴ Hudson Transmission, 135 FERC \P 61,104 at P 42; Tres Amigas, 130 FERC \P 61,207 at P 103; Wyoming Colorado Intertie, LLC, 127 FERC \P 61,125, at P 62 (2009) (Wyoming); Linden VFT, LLC, 119 FERC \P 61,066, at P42 (2007) (Linden).

⁴⁵ Neptune, 139 FERC ¶ 61,110 at P 12; Wyoming, 127 FERC ¶ 61,125 at P 65; Linden, 119 FERC ¶ 61,066 at P 44; Montana Alberta Tie Ltd., 116 FERC ¶ 61,071, at P 66 (2006).

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of a rate schedule for service under the ISO-NE OATT, as discussed in the body of this order.

(B) The Commission grants TDI-NE requests for waiver of the provisions of Subparts B and C of Part 35 of the Commission's regulations, with the exception of sections 35.12(a), 35.13(b), 35.15, and 35.16, and Part 141 of the Commission's regulations, with the exception of sections 141.14 and 141.15, as discussed in the body of this order.

By the Commission.

(SEAL)

Nathaniel J. Davis, Sr., Deputy Secretary.

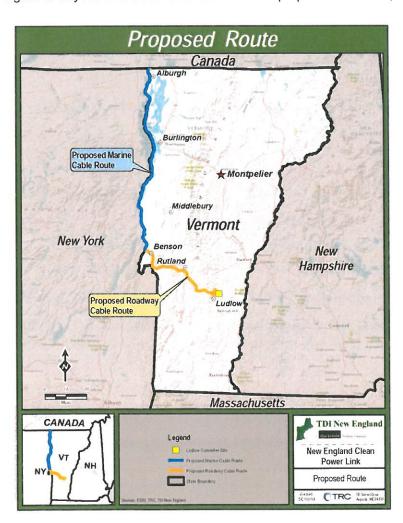
Track 1-Exhibit 27



Join Us at an Open House Meeting and Learn More About the New England Clean Power Link

TDI New England, the company developing the New England Clean Power Link, will hold a series of open house meetings in towns along the proposed route to provide information and answer questions about the proposed buried transmission project.

The New England Clean Power Link is a proposed 154 mile underwater and underground transmission line that would deliver 1,000 MW of clean, lower-cost, hydroelectricity to the Vermont and New England market. It would originate at the U.S. – Canadian border and travel underwater down Lake Champlain and through existing road rights-of-ways to a new converter station that is proposed in Ludlow, Vermont.



The open house meetings will be held at the following times and locations:

August 19: Ludlow Town Hall, 37 Depot Street, Ludlow **7-9 pm**

August 21: Mount Holly Town Offices, 50 School St, Mount Holly 6-8 pm

August 27: Castleton Community Center, 2108 Main St., Castleton **7-9 pm**

August 28: Alburgh Town Offices, 1 North Main Street, Alburgh, **6-8 pm**

September 2: Clarendon Community Center, Moulton Ave and Grange Hall Road, Clarendon, **6-8 pm**

September 4: Benson Community Hall, 2724 Stage Road, Benson **6-8 pm**

At each meeting company representatives and consultants will provide information about the project and answer questions or take comments on the Project from attendees. The focus of these meetings will be on the roadway segment of the project route.

New England Clean Power Link Project

Environmental Impact Statement





Home

About the Project

EIS Process

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Home

This website for the New England Clean Power Link Project (NECPL) Environmental Impact Statement (EIS) will serve as a repository for all National Environmental Policy Act (NEPA)-related public documents and will be the central location for EIS Project announcements. Individuals may subscribe to the mail list in order to receive future announcements and news releases from The Department of Energy and Contractors involved in the project. Public Comments related to the Scoping Process, the Draft EIS and the Final EIS can be made through this website's Comment Form.

Champlain VT, LLC, doing business as TDI-New England (TDI-NE) has applied to the U.S. Department of Energy (DOE) for a Presidential permit to construct, operate, maintain, and connect a new electric transmission line across the U.S.-Canada border in northern Vermont.

Anyone seeking to construct, operate, maintain, or connect an electric transmission facility crossing the borders of the United

Project Update Sign-Up

Name

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New England Clean Power Link Project | Environmental Impact Stat...

March 24,2017 Track 1-Exhibit 27

States must first obtain a Presidential permit issued by DOE under Executive Order (E.O.) 10485, as amended by E.O. 12038. TDI-NE proposes to build a transmission line that crosses a U.S. border, and has applied to DOE for a Presidential permit. DOE did not initiate, nor is it funding, the proposed transmission facility. DOE's role is limited to deciding whether to issue a Presidential permit. In addition, in order to build its proposed facility TDI-NE will be required to obtain the approval of the State of Vermont.

Get Involved!

The DOE invites you to get involved in the processes associated with this Project. You may subscribe to this website to receive updates and announcements regarding the Project.

1	Docket No.
	Exh. TDI-JMB-7

AGREEMENT BETWEEN VERMONT TRANSCO LLC, VERMONT ELECTRIC POWER COMPANY, INC. and CHAMPLAIN VT, LLC

This Agreement made as of and deemed effective the Hold day of December, 2014, regardless of the signature dates, between Vermont Transco LLC and Vermont Electric Power Company, Inc. as the managing partner of Vermont Transco LLC (collectively referred to as "VELCO") and Champlain VT, LLC d/b/a TDI New England ("TDI-NE", and with VELCO, the "Parties," and each, a "Party")

WITNESSETH THAT

WHEREAS, on October 19, 2013, TDI-NE submitted to the Independent System Operator—New England ("ISO-NE") an Elective Transmission Upgrade Application ("Interconnection Request") pursuant to Section I.3.9 of ISO-NE's Transmission, Markets and Services Tariff ("Tariff") and identified VELCO therein as the connecting Transmission Owner ("TO") with which it will enter into an Interconnection Agreement;

WHEREAS, on May 20, 2014, TDI-NE applied to the U.S. Department of Energy for a Presidential Permit for the New England Clean Power Link Project ("Project") and identified VELCO therein as the connecting TO (the "DOE Application");

WHEREAS, the Project is a 1,000 megawatt High Voltage Direct Current facility extending from Alburgh, Vermont to Ludlow, Vermont following a route within Lake Champlain and along public roads and highways and railways;

WHEREAS, the Project will connect to the transmission grid at VELCO's Coolidge 345 kilovolt substation for the purpose of serving the New England market;

WHEREAS, TDI-NE intends to apply for federal and state regulatory permits and approvals required to construct and operate the Project, including a Petition to the Vermont Public Service Board ("Board") pursuant to section 248 of Title 30 of the Vermont Statutes Annotated ("248 Petition"), within the next several months;

WHEREAS, VELCO is the electric transmission services provider in the State of Vermont and in that role seeks to serve the public good, and the Parties believe that, by entering into this Agreement, significant value will accrue to the Parties, the electricity ratepayers of Vermont, and the State as a whole;

WHEREAS, VELCO has conducted a preliminary review of the Project and finds it to be technically feasible with more detailed analysis still required to identify any system impacts of the Project;

WHEREAS, in connection with demonstrating that the Project will promote the general good of the state, and consistent with VELCO's objective to secure value for Vermont, VELCO and TDI-NE agree that this Agreement provides economic benefits to retail electricity ratepayers in the State of Vermont in a cost-effective manner; and

WHEREAS, VELCO has presented TDI-NE with a detailed invoice indicating reasonable costs incurred in connection with consultants and/or lawyers working to finalize the arrangements memorialized by this Agreement, such costs totaling \$95,140.00 and TDI-NE is making payment to VELCO of the aforesaid sum, simultaneously with the execution of this Agreement; and

WHEREAS, TDI-NE and VELCO have entered into a Confidentiality Agreement dated as of October 18, 2013, and the same remains in effect and relates to and governs any activities of the Parties described herein that may be relevant thereunder except as otherwise specified in this Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

- Quarterly Annual Payments. TDI-NE shall make payments to Vermont Transco LLC following the Project's Commercial Operation Date ("COD") as follows: (a) in the twelve-month period starting with the COD (COD year 1), TDI-NE will pay Vermont Transco LLC or its permitted assignees, including any special purpose entity (SPE) created or used for that purpose, the sum of \$2,500,000, with the first payment of \$625,000 due on the date upon which the calendar quarter immediately following the COD begins (i.e., January 1, April 1, July 1, and October 1) or the next business day thereafter, and (b) in each succeeding twelve-month period (COD years 2, etc.), but ending with the one hundred sixtieth payment, TDI-NE will pay Vermont Transco LLC or its permitted assignees, including any special purpose entity (SPE) created or used for that purpose, a sum of money equal to the amount of the previous annual amount multiplied by a factor of 1.015 in equal quarterly installments to equal the aggregate amounts set forth on the attached Schedule I. For each of these succeeding COD years, the first of the quarterly payments will be made on the date upon which the calendar quarter immediately following the COD anniversary date begins or the next business day thereafter. For each year, Vermont Transco LLC, acting directly or through an SPE, shall distribute all funds received from TDI-NE pursuant to this paragraph, net of any required taxes or costs incurred in administering this arrangement, for the benefit of retail ratepayers in the State of Vermont. Notwithstanding the foregoing, TDI-NE's obligation to make the payments provided for above shall be suspended upon receipt by the Parties of documentation from ISO-NE confirming that the Project has ceased commercial operations for the foreseeable future; however, should the Project cease commercial operation following payment of any amount due under this Agreement, VELCO shall not be obligated to refund or return to TDI-NE any amounts paid. Should the Project resume commercial operations, TDI-NE shall resume payments, with the first payment being due upon the date that commercial operations re-commence ("RCOD") or the first business day thereafter, with quarterly payments following the RCOD being payable in the same manner as set forth above; and Schedule I shall be updated to reflect the then current payment schedule and amounts in accordance with the payment requirements herein. Subject to TDI-NE's prior approval of the scope and budget for such services, TDI-NE agrees to reimburse VELCO on a monthly basis for all reasonable costs incurred by VELCO from the effective date of this Agreement in connection with consultants and/or lawyers working to implement the terms and associated arrangements contemplated by this Agreement, including the creation or modification of an SPE to administer the payments provided for in this paragraph.
- 2. Subsequent Agreements. Subject to negotiation and execution of a mutually agreeable operation and maintenance contract, VELCO or its affiliate SPE shall be TDI-NE's preferred vendor for operation and maintenance services for the Project, and the Parties may explore further opportunities for cooperation and the prospects of entering into other agreements relating to management of physical assets, optimization of Project benefits, and similar matters.

- 3. Public Service Board Approvals. TDI-NE shall submit this Agreement as a part of its 248 Petition, and the Parties shall jointly request that the Board approve and require compliance with the terms of this Agreement as a condition to any Certificate of Public Good (CPG) issued for the Project. The Parties shall cooperate with respect to any modifications or additional conditions the Board may require in connection with such a CPG, and TDI-NE shall compensate VELCO for any associated work or costs. In addition, VELCO agrees that in the section 248 proceeding, performance of the payment obligations under this Agreement may be considered by the Board in connection with the economic benefit standard contained in 30 V.S.A. §248(b)(4), and the public good standard contained in 30 V.S.A. §248(a)(2)(B), which TDI-NE acknowledges constitutes adequate consideration for the performance of its payment obligations hereunder. TDI-NE further acknowledges and agrees that before the Project begins construction TDI must and will be subject to Board jurisdiction under 30 V.S.A. §231. Within 30 days of receiving a section 248 CPG, TDI-NE shall file a petition with the Board requesting a section 231 CPG.
- 4. Communications Regarding the Project. TDI-NE shall periodically and in general terms advise VELCO as to its progress in the development of the Project. Neither party shall issue a press release regarding this Agreement without obtaining the prior written consent of the other Party, and in all other cases of press releases regarding the Project that directly or indirectly reference the non-releasing Party, the releasing Party will give the other Party 48-hours' notice and an opportunity to confer prior to the release. Notwithstanding the foregoing and the Confidentiality Agreement referenced above, the Parties agree that they may share information in general terms about this Agreement with the Department of Public Service and/or other interested Vermont state officials.
- 5. Payment Default. In the event that TDI-NE shall fail to pay any amount due and owing hereunder within five (5) days after written notice of such failure is received from VELCO, VELCO shall have all rights and remedies allowed by all applicable laws, including to immediately thereafter notify TDI-NE in writing of such default without further action of any kind, without presentment, demand, protest or further notice of any kind, all of which are hereby expressly waived by TDI-NE, and to seek enforcement of the Agreement.
- 6. Waiver by TDI-NE of Defenses to Payment. Effective with the issuance of the approvals described in Paragraph 3 hereof ("Approval Issuance"), which shall be deemed issued not later than the COD for purposes of this Paragraph 6, TDI-NE, for itself and its successors and assigns, hereby waives any and all defenses to payment, rights to set off from payment, and rights to seek a refund of payment, with respect to any and all payments listed on Schedule I, except as described in Paragraph 1 of this Agreement with respect to suspension of payments in the event the Project ceases commercial operations. TDI-NE acknowledges that upon the Approval Issuance, VELCO will have fully performed all of obligations constituting conditions precedent to payment under this Agreement.
- 7. Representations and Warranties of TDI-NE. In order to induce VELCO to enter into this Agreement, TDI-NE makes the following representations and warranties to VELCO, each of which shall be deemed to be independently material and relied upon by VELCO, regardless of any investigation made by, or information known to, VELCO:
 - (a) Organization and Qualification. Champlain VT, LLC is a limited liability company duly organized and validly existing under the Laws of the State of Delaware, and is qualified to transact business as a foreign corporation or organization in Vermont. Champlain VT, LLC is authorized to do business in Vermont as TDI New England.
 - (b) Authorization; Conflicting Obligations. This Agreement and the transactions contemplated hereby have been duly authorized by all necessary action of TDI-NE and its

member. The execution and delivery of this Agreement does not: (a) conflict with or violate any provisions of the articles of organization or operating agreement of TDI-NE; (b) conflict with or violate any provisions of, or result in the maturation or acceleration of, any obligations under any contract, order, license or law or regulation, to which TDI-NE is subject or to which TDI-NE is a party; or (c) violate any restriction or limitation, or result in the termination, or loss of any right (or give any third party the right to cause such termination or loss), of any kind to which it is bound or to which it has been made subject.

- (c) <u>Third Party Consents</u>. Except as described in Paragraph 3 with respect to Public Service Board approvals, no third party consents, approvals or authorizations are necessary for the execution of the transactions contemplated hereby.
- 8. Representations and Warranties of VELCO. In order to induce TDI-NE to enter into this Agreement, VELCO makes the following representations and warranties to TDI-NE, each of which shall be deemed to be independently material and relied upon by TDI-NE, regardless of any investigation made by, or information known to, TDI-NE:
 - (a) Organization and Qualification. Vermont Electric Power Company, Inc. is a corporation duly organized and validly existing under the Laws of the State of Vermont and Vermont Transco LLC is a limited liability company duly organized and validly existing under the laws of the State of Vermont.
 - (b) Authorization; Conflicting Obligations. This Agreement and the transactions contemplated hereby have been duly authorized by all necessary action of VELCO and its Board of Directors. The execution and delivery of this Agreement does not: (a) conflict with or violate any provisions of the articles of incorporation or bylaws of VELCO (b) conflict with or violate any provisions of, or result in the maturation or acceleration of, any obligations under any contract, order, license or law or regulation, to which VELCO is subject or to which VELCO is a party; or (c) violate any restriction or limitation, or result in the termination, or loss of any right (or give any third party the right to cause such termination or loss), of any kind to which it is bound or to which it has been made subject.
 - (c) <u>Third Party Consents</u>. Except as described in Paragraph 3 with respect to Public Service Board approvals, no third party consents, approvals or authorizations are necessary for the execution of the transactions contemplated hereby.
- 9. Notices. All notices, requests, and statements shall be in writing and shall be sent to the recipients and addresses set out below, as the same may be modified by the parties from time to time:

VELCO:

Thomas Dunn, President and CEO Vermont Electric Power Company, Inc. 366 Pinnacle Ridge Road Rutland, Vermont 05701 Phone: 802-770-6267

Cell: 802-353-1891

TDI-NE:

Donald Jessome, General Manager and CEO

Champlain VT, LLC

PO Box 155

Charlotte, VT 05445 Phone: (802) 885-3890 Cell: 902-440-0664

Donald.Jessome@chvtllc.com

- 10. No Duty to Third Parties. This Agreement is not intended to and does not create rights, remedies, or benefits of any character whatsoever in favor of any persons, corporations, associations, or entities other than the Parties, and the obligations herein assumed are solely for the use and benefit of the Parties, their successors in interest, and their permitted assigns.
- 11. Binding Effect and Assignment. This Agreement shall inure to the benefit of the successors, assigns, personal representatives, and heirs of the respective Parties hereto. Each of the Parties may assign its obligations hereunder; provided, however, that TDI-NE may not assign its rights, duties or obligations under this Agreement except to an entity to which ownership and operation of the Project has been transferred, and to which a Certificate of Public Good under 30 V.S.A. § 231 has been issued.
- 12. Non-Exclusivity. Nothing in this Agreement prevents VELCO from making similar arrangements and/or entering into agreements memorializing such arrangements with other transmission project developers.
- Nature of Relationship. This Agreement shall not be interpreted or construed to create a 13. legally-binding joint venture, principal-agent relationship, or partnership between the Parties or to impose any partnership obligation or partnership liability upon either Party or to create any relationship that imposes vicarious liability on one Party for the acts and/or omissions of the other Party. Neither Party shall have any right, power, or authority to enter into any agreement or undertaking for, act on behalf of, act as or be an agent or representative of, or otherwise bind, the other Party. In the event, however, notwithstanding the declared intentions of the Parties not to create a legally-binding joint venture, principal-agent relationship, partnership or other relationship that imposes vicarious liability on one Party for the acts and/or omissions of the other Party, if a third party tribunal with jurisdiction over the Parties and the subject matter of this agreement shall make such determination, then each Party, for themselves, their successors and permitted assigns do hereby indemnify and hold the other Party harmless from any and all liability arising from the creation of such unintended relationship and shall defend the other Party from all suits, actions, causes of actions, demands or proceedings, whether judicial or administrative, and shall pay all demands, damages, whether general, special or punitive, costs and expenses, including all fees costs and reasonable attorneys' fees imposed on or incurred by the other Party as a result of the creation of such unintended relationship.
- 14. Governing Law. This Agreement shall be governed by and construed according to the laws of the State of Vermont without taking into account any effect that may arise from that State's conflict-of-laws principles. Any litigation relating to the subject matter hereof shall be initiated and maintained exclusively in the courts of the State of Vermont or the Federal District Court for the District of Vermont, which courts shall have exclusive jurisdiction.

15. Regulatory Considerations. The terms of this Agreement may be subject to any conditions or limitations imposed by the Board or any other regulatory body or tribunal having jurisdiction over the Project. The parties acknowledge that TDI-NE is developing the Project as a "merchant" transmission facility pursuant to authorization from the Federal Energy Regulatory Commission of the sale of power supplied thereby at negotiated market rates, and they also acknowledge that TDI-NE may explore other commercial structures, such as the New England States Committee on Electricity "Governor's Initiative."

[signature page follows]

IN WITNESS WHEREOF the Parties hereto have caused their authorized representatives to execute and deliver this Agreement as of the date hereinabove set forth.

Dated at New York City, New York this 4 day of December, 2014.

Champlain VT, LLC.

Ву:

Donald Jessome, General Manager and Chief

Executive Officer

Dated at Rutland, Vermont this 4 day of December, 2014.

Vermont Electric Power Company, Inc.

By:

Thomas Dunn, President and Chief Executive Officer

Schedule I

Year	Payment	
1 (COD Year)	\$2,500,000	
2	\$2,537,500	
3	\$2,575,563	
4	\$2,614,196	
5	\$2,653,409	
6	\$2,693,210	
7	\$2,733,608	
8	\$2,774,612	
9	\$2,816,231	
10	\$2,858,475	
11	\$2,901,352	
12	\$2,944,872	
13	\$2,989,045	
14	\$3,033,881	
15	\$3,079,389	
16	\$3,125,580	
17	\$3,172,464	
18	\$3,220,051	
19	\$3,268,352	
20	\$3,317,377	
21	\$3,367,138	
22	\$3,417,645	
23	\$3,468,909	
24	\$3,520,943	
25	\$3,573,757	
26	\$3,627,363	
27	\$3,681,774	
28	\$3,737,000	
29	\$3,793,055	
30	\$3,849,951	
31	\$3,907,701	
32	\$3,966,316	
33	\$4,025,811	
34	\$4,086,198	
35	\$4,147,491	
36	\$4,209,703	
37	\$4,272,849	
38	\$4,336,942	
39	\$4,401,996	
40	\$4,468,026	
Total	\$135,669,735	

New England Clean Power Link Open Solicitation

http://www.necplinkos.com/



New England Clean Power Link Open Solicitation



Welcome to the New England Clean Power Link Open Solicitation Website

Thank you for visiting the New England Clean Power Link Open Solicitation website. As part of the development of the New England Clean Power Link, a completely buried, 1,000 MW, 154-mile HVDC transmission line that will be installed underground and underwater, TDI New England is holding an Open Solicitation process to allocate transmission capacity on the line.

The Open Solicitation process runs from October 15, 2015, to December 4, 2015. This website has been developed to provide interested parties with information on the project as well as a portal to submit the Expression of Interest Form that TDI New England will use to evaluate potential transmission customers.

Interested parties are encouraged to review the Open Solicitation Information Memorandum and the Overview Presentation. To participate, parties need to submit a non-binding Expression of Interest form by 5:00 pm EST on December 4, 2015. More information on TDI is available at the company's corporate website. More information on the New England Clean Power Link is available on the project site.

Boston Pacific Company, Inc. has been retained as an independent third party to conduct the Open Solicitation according to FERC-established guidelines, evaluate and rank the Open Solicitation bids, and ensure that the Open Solicitation is fair, transparent, and not unduly discriminatory.

Current Events

12/07/15 - The initial phase of the Open Solicitation for 1,000 MW of transmission capacity on TDI New England's Clean Power Link closed on December 4, 2015. TDI New England announced that it received Expressions of Interest from seven (7) electricity suppliers from Canada and the United States for transmitting up to 3,200 MW of power.

TDI New England and Boston Pacific Company, Inc., the independent third party retained to conduct the Open Solicitation according to FERC-established guidelines, will now review and evaluate all Expressions of Interest. The purpose of the evaluation is to select parties for bilateral negotiations for transmission capacity on the NECPL project.

The review process is scheduled to be complete no later than December 18, 2015.

Once the evaluation is complete, parties that submitted Expressions of Interest will be notified whether or not they were selected to enter into bilateral negotiations with TDI New England for the sale of transmission rights at negotiated rates.

Bilateral negotiations will begin soon thereafter for selected parties.

For more on the anticipated timeline, please view the calendar.

Confidential Documents

Contact Us:

Boston Pacific Company, Inc. 1100 New York Avenue NW Suite 490 East Washington, DC 20005 (202) 296-5520 www.bostonpacific.com info@necplinkos.com

December 7, 2015 - The initial phase of the Open Solicitation for 1,000 MW of transmission capacity on TDI New England's Clean Power Link closed on December 4.

Registration:

Interested parties should use this section to register for the New England Clean Power Link Open Solicitation.

Documents:

A collection of public documents that provide more information on the New England Clean Power Link project.

Informational WebEx:

TDI New England and Boston Pacific are holding an informational WebEx[®] web conference on November 10, 2015.

Calendar:

Important dates related to the Open Solicitation.

Resources:

Links and more information on the project.

New England Clean Power Link Open Solicitation

http://www.necplinkos.com/

11/25/15 - TDI New England Updates the FAQs (4th update) for the Open Solicitation of the New England Clean Power Link

11/24/15 - Vermont Agency of Natural Resources Issues Eight Environmental Permits for the New England Clean Power Link Project

11/16/15 - TDI New England updates the FAQs (3rd update) for the Open Solicitation of the New England Clean Power Link

11/02/15 - TDI New England updates the FAQs (2nd update) for the Open Solicitation of the New England Clean Power Link

 $\textbf{10/29/15} - \text{U.S.} \ \text{Department of Energy Issues Final Environmental Impact Statement for the New England Clean Power Link Project}$

The issuance of the Final Environment Impact Statement concludes the review of the project's potential environmental impacts mandated by the National Environmental Policy Act and enables the DOE to render a decision on the application for a Presidential Permit for the project.

 $\textbf{10/29/15} \cdot \text{TDI New England updates the FAQs for the Open Solicitation of the New England Clean Power Link}$

10/15/15 - TDI New England Commences Open Solicitation for Transmission Capacity on the New England Clean Power Link Project

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NEW ENGLAND CLEAN POWER LINK Public Frequently Asked Questions

1. What is the New England Clean Power Link?

The New England Clean Power Link (the "Project") is an approximately 154-mile (248-km), 1,000-MW, underground and underwater High Voltage Direct Current ("HVDC") electric power transmission line with an aboveground Voltage Source Converter ("VSC") converter station. The HVDC cable portion of the Project, which will have a nominal operating voltage of approximately +/- 300 to 320 kV, will interconnect with: (1) Hydro-Québec TransÉnergie at the U.S.-Canada border; and (2) a VSC converter station located in Ludlow, Vermont. The Project also includes an alternating current ("AC") underground transmission line that will connect the VSC converter station to Vermont Electric Power Company's ("VELCO") Coolidge Substation in Cavendish, Vermont, approximately 0.6 miles away.

The transmission line is expected to originate at a converter station located in Quebec. Hydro-Québec TransÉnergie will build and own all assets on the Canadian side of the border.

HVDC technology is proven and is ideal for efficiently transporting electricity underground long distances with minimal losses. The HVDC transmission line will be comprised of two, five to six inch diameter cross linked polyethylene ("XLPE") cables for both the land and marine sections of the cable route. XLPE cables are solid state and do not contain liquids.

The use of VSC converter stations allows for fully independent control of both the active and the reactive power (i.e., voltage support) flow over its operating range.

2. Who is TDI New England?

TDI New England ("TDI-NE") is a portfolio company of the Blackstone Group, LP ("Blackstone"). New York based Blackstone is a global leader in alternative asset management with more than \$330 billion currently under management. The TDI-NE team is made up of the same leadership team currently developing the Champlain Hudson Power Express in New York State (www.chpexpress.com). That project has received all major federal and state permits required to proceed. The developers have a strong track record of working in partnership with local elected officials, community groups, and other stakeholders to develop projects that meet unique energy needs of growing economies, while minimizing local impacts. In addition to the open solicitation website, more information on the company and the project are available at www.necplink.com and www.necplink.com and

3. What is the construction schedule and scheduled in-service date of the Project?

The Project is expected to commence construction in 2016 and begin commercial operations in 2019.



Public Frequently Asked Questions

4. What is the current status of the Project with respect to permitting?

The project is expected to have all major permit decisions by the end of 2015. A description and status of each permit is as follows:

- (a) <u>Vermont 248 Permit</u> The Vermont Public Service Board ("PSB") must find that an electric transmission facility project promotes the general good of the State of Vermont pursuant to V.S.A. Title 30 Section 248.
 - a. December 2014: TDI-NE submits Petition for Certificate of Public Good to PSB
 - b. February 2015: PSB holds hearing on Project with 10 comments received
 - c. Spring 2015: Intervenors submit testimony and discovery on the Petition
 - d. May July, 2015: TDI-NE reaches agreements with all active Intervenors in the case. Intervenors with whom TDI-NE reached agreement are as follows:
 - VT Public Service Department
 - VT Agency of Natural Resources
 - VT Agency of Transportation
 - VT Division of Historic Preservation
 - Towns of Alburgh, Benson, and Ludlow
 - Green Mountain Power
 - Burlington Electric Department
 - VELCO
 - Conservation Law Foundation

The Agreements stipulate that the PSB has the necessary information to approve the project and issue a Certificate of Public Good

- e. October 2015: Technical Hearings scheduled with the PSB
- f. December 2015: Decision from PSB expected
- (b) <u>Vermont Environmental Permits</u> In addition to the PSB Siting Process, TDI-NE must obtain several environmental permits from the Vermont Agency of Natural Resources ("ANR") to construct the Project.
 - a. Winter 2015: TDI-NE submits applications for required State Environmental Permits including:
 - Operational Stormwater Permit
 - Construction Stormwater Permit
 - Lake Encroachment Permits
 - Stream Alteration Permit
 - Wetland Permit
 - Floodplain Permit
 - Water Quality Certificate
 - b. July August, 2015: TDI-NE revises and resubmits certain applications based on State feedback
 - c. October 2015: Permits noticed and draft permits issued
 - d. November 2015: Hearings on draft permits
 - e. November 2015: Decisions on Permits expected from ANR



Public Frequently Asked Questions

- (c) <u>Presidential Permit</u> A Presidential Permit from the U.S. Department of Energy ("DOE") is necessary in order to construct, operate, maintain, or connect electric transmission facilities at the United States international border. Prior to issuing the Presidential Permit to TDI-NE, DOE will issue an Environmental Impact Statement ("EIS") for the Project pursuant to the National Environmental Policy Act.
 - a. May 2014: Presidential Permit application submitted
 - b. Fall 2014: Scoping completed; 12 scoping comments received by the DOE
 - c. May 2015: Draft EIS released by DOE
 - d. June 2015: 60 day comment period began
 - e. August 2015: Draft EIS comment period concluded with seven comments received
 - f. Summer 2015: US Departments of State (July) and Defense (September) issue formal concurrences that they have no objection to DOE issuing a permit
 - g. October 2015: Final EIS expected to be released
 - h. November 2015: Record of Decision expected
 - i. December 2015: Decision from DOE on Presidential Permit expected
- (d) <u>Army Corps Permit</u> Section 10 of the Rivers and Harbors Act and Section 404 of the Clean Water Act require that permits must be obtained from the US Army Corps of Engineers ("Army Corps") in order to construct the Project.
 - a. November 2014: TDI-NE submits Section 10 and 404 Applications to the Army Corps
 - b. April 2015: After consultation with the Army Corps, the Application is revised and resubmitted
 - c. July 2015: Application deemed complete and noticed to the public
 - d. August 2015: Public notice period ended with minimal comments
 - e. No public hearing scheduled
 - f. November 2015: Decision from the Army Corps expected

5. What is the interconnection status of the Project?

TDI-NE has made progress on both the US and Canadian interconnections.

- (a) U.S. Interconnection
 - a. October 2013: Original Interconnection Request (Q425) filed with ISO-NE for US Interconnection
 - b. February 2015: System Impact Studies work by Siemens PTI completed and submitted to ISO-NE
 - c. February 2015: ISO-NE issued new ETU Procedures and NECPL assigned new Queue Position (Q501)
 - d. Q2-2016: ISO-NE studies expected to be complete for the Project
- (b) Canadian Interconnection
 - a. October 2013: Interconnection Request filed with Hydro-Quebec TransÉnergie for Canadian Interconnection (177T)
 - b. February 2014: Signed System Impact Study Agreement



NEW ENGLAND CLEAN POWER LINK Public Frequently Asked Questions

c. Q4-2015: Interconnection studies expected to be completed in Quebec

6. How can a potential shipper learn more about the Project and the Open Solicitation process?

In addition to the information on the Open Solicitation website (www.necplinkos.com), a WebEx information session will be held on November 10, 2015 at 10:00 AM Eastern Time. Details as to how to register for this session can be found on the Open Solicitation website.

Questions regarding the open solicitation process, or requests for meetings with TDI-NE, should be directed to Vincent Musco at Boston Pacific (vmusco@bostonpacific.com or (202) 296-5520). Questions regarding the project should be directed to Josh Bagnato (josh.bagnato@chvtllc.com or (802) 477-3830).

Potential shippers can also submit questions via the Open Solicitation website.

Depending on the nature of the question(s), the answer(s) will be posted on either the public or confidential portions of the open solicitation website in updated versions of the FAQs.

7. Why is the open solicitation process being held?

Because the New England Clean Power Link is a merchant project, TDI-NE requested the Federal Energy Regulatory Commission ("FERC") authorize TDI-NE to sell transmission rights at negotiated rates. On March 10, 2014, FERC issued its Order granting TDI-NE such authority, provided TDI-NE conducts an open solicitation for the New England Clean Power Link's transmission capacity. This Order can be found on the Public Documents section of the open solicitation website.

8. What is the open solicitation process and how will it work?

Consistent with the requirements of the FERC Order, TDI-NE will undertake an open solicitation process to allocate transmission capacity on the New England Clean Power Link. TDI-NE has retained Boston Pacific to conduct and oversee the open solicitation process.

Through the open solicitation process, TDI-NE intends to negotiate contracts with interested parties for firm transmission rights at negotiated rates.

The open solicitation process commences on October 15, 2015. On that date, interested parties can access the New England Clean Power Link open solicitation website (www.necplinkos.com). The website will contain additional information about the project, including an information memorandum that provides details regarding the opportunities associated with accessing New England markets.



Public Frequently Asked Questions

Parties interested in purchasing transmission capacity on the New England Clean Power Link must submit an Expression of Interest Form, which can be found on the open solicitation website, to Boston Pacific no later than December 4, 2015.

9. How will Expressions of Interest be evaluated?

TDI-NE will not consider negotiating with any party that does not express interest in at least 50 MW of capacity. For those parties meeting this baseline criteria, TDI-NE has established criteria for the purpose of ranking potential customers. These criteria will be used to identify the subset of customers with which TDI-NE will negotiate the sale of transmission rights at negotiated rates.

These ranking criteria, in no particular order, are as follows:

- (a) Level of creditworthiness;
- (b) Anticipated amount of reserved capacity;
- (c) Anticipated length of term;
- (d) Financial strength;
- (e) Desired date for the commencement of transmission service; and
- (f) Ability to advance New England public policy goals promoting greenhouse gas reductions and supply diversity.

Potential customers will not be required to satisfy all of the ranking criteria. Rather, each ranking factor represents a basis for evaluating a potential customer in light of the unique and specific needs of both the Project and the customer. Not all ranking criteria will be weighted the same. While the ranking criteria may ultimately result in distinctions among potential customers (e.g., different rates, terms, or conditions), the criteria will be applied in a not unduly discriminatory manner – i.e., customers with an identical ranking characteristic will be afforded the same weight for that particular characteristic (e.g., all customers seeking a 20-year term of service will be ranked the same on that specific factor). Boston Pacific, an independent third party, will oversee the evaluation process to ensure that the criteria are applied so as to not unduly discriminate among interested bidders.

10. Is a party required to execute a confidentiality agreement in order to submit an Expression of Interest Form?

No. TDI-NE is not requiring parties to execute a confidentiality agreement in order to submit an Expression of Interest Form. However, if a party wishes to execute one, TDI-NE will accommodate that request. TDI-NE's confidentiality agreement is available on the open solicitation website.



NEW ENGLAND CLEAN POWER LINK Public Frequently Asked Questions

11. What is the process after the Expressions of Interest have been evaluated?

After reviewing the Expressions of Interest, TDI-NE will select a subset of potential customers with which it will enter into bilateral confidential negotiations for the sale of transmission rights at negotiated rates. TDI-NE may offer more favorable rates, terms, and conditions to "first-movers." Within 30 days of the close of the open solicitation process, TDI-NE will make a filing with FERC, pursuant to Section 205 of the Federal Power Act, disclosing the results of the capacity allocation process. As part of TDI-NE's filing at FERC, Boston Pacific will submit an attestation to FERC providing its independent summary of the capacity allocation process.

12. What information will TDI-NE and Boston Pacific include in the Section 205 filing submitted to FERC?

Consistent with FERC's requirements, TDI-NE's Section 205 filing will include, at a minimum:

- (1) Steps TDI-NE took to provide broad notice, including information disseminated about the project and the customer evaluation criteria;
- (2) Discussion of the parties that expressed interest in the project, placed bids for project capacity, and/or purchased capacity; and the capacity amounts, terms, and prices involved in that interest, bid, or purchase;
- (3) Basis for TDI-NE's decision to prorate, or not to prorate, capacity, if the New England Clean Power Link is oversubscribed;
- (4) Basis for any decision by TDI-NE not to increase capacity for the New England Clean Power Link if it is oversubscribed (including the details of the economic, technical, or financial infeasibility that is the basis for declining to increase capacity);
- (5) Justification if TDI-NE offers more favorable rates, terms, and conditions to certain customers;
- (6) Criteria used for distinguishing customers and the method used for evaluating potential customers; and
- (7) Explanation for any decisions used to select and reject specific customers. This explanation will include information regarding any rates, terms or conditions of agreements unique to individual customers that led to their selection, and relevant information about others that led to their rejection.

Boston Pacific's attestation will include its independent assessment on these matters and an explanation of how the capacity allocation process proceeded with respect to FERC requirements.

13. In its Section 205 filing, can TDI-NE protect commercially sensitive information from public disclosure?

While FERC recognizes the commercially sensitive nature of business arrangements associated with capacity allocation, FERC will address whether to allow for the protection of such information only



Public Frequently Asked Questions

on a case-by case basis. At a transmission customer's request, TDI-NE will seek to protect from disclosure commercially sensitive information contained in the Section 205 filing.

14. Will TDI-NE participate in bilateral negotiations with a party that has not executed a Confidentiality Agreement?

No.

Additional FAQs Added on 10/29/15

15. What happens if a party does not submit an Expression of Interest Form by December 4, 2015, but then later decides it is interested in discussing a Transmission Services Agreement ("TSA") with TDI-NE?

TDI-NE intends to fully subscribe all capacity on the New England Clean Power Link through the Open Solicitation. Parties interested in obtaining capacity who do not submit an Expression of Interest Form by December 4, 2015 will not be allocated any capacity during the open solicitation and may not be able to receive capacity at a later time. Boston Pacific and TDI-NE strongly recommend to parties that may be interested in a TSA to submit an Expression of Interest Form by December 4, 2015.

16. If a party submits an Expression of Interest Form but does not eventually execute a TSA with TDI-NE, will the identity of that party be disclosed in the Section 205 filing to FERC?

For those parties that submit an Expression of Interest Form but do not eventually execute a TSA with TDI-NE, TDI-NE intends to disclose the name of those parties in its Section 205 Filing with FERC. However, if any of those parties do not wish to have their name included in the filing, TDI-NE will instead use a generic name (e.g., "Canadian Shipper #3" or "U.S. Power Marketer #1") when describing the interactions with that specific party. FERC ultimately may require TDI-NE to disclose the names of all those who submit an Expression of Interest Form. If so, TDI-NE commits to requesting confidential treatment of any bidders who do not execute a TSA with TDI-NE who have requested that their identities not be disclosed publically.

17. How will the retirement of the Pilgrim Nuclear Power Station ("Pilgrim") impact Massachusetts' ability to achieve the greenhouse gas emission reductions as required by the Global Warming Solutions Act?

Because of the non-greenhouse gas emitting nature of Pilgrim, TDI-NE believes Pilgrim's retirement is a setback for Massachusetts' efforts to meet the requirement to reduce greenhouse gas emissions by 25% from 1990 levels by 2020.



Public Frequently Asked Questions

According to the Northeast Clean Energy Council ("NECEC"), "the closure of Pilgrim is a significant loss of the Commonwealth's non-emitting electricity generation." In addition, "NECEC believes this is an opportunity for the Commonwealth [of Massachusetts] to act on pending legislation that will enable distribution utilities to solicit additional long-term contracts for RPS Class I eligible resources, potentially in conjunction with hydro, to facilitate the development of cost-effective transmission to deliver power to customers." NECEC's official statement on the closure of Pilgrim can be found at http://www.necec.org/other-module/news/news-reader/necec-statement-on-pilgrim-nuclear-power-station-closure.html.

18. What is the status of the energy legislation in the Massachusetts legislature?

Four separate energy bills have been filed by three Massachusetts legislators and Governor Baker. These bills all seek to meet the State's growing electricity needs and greenhouse gas emission reduction goals through new infrastructure and imports of hydroelectricity. Legislation to address these issues is supported by the Governor's Office and by Leadership in both the Massachusetts' House and Senate. A well-attended hearing regarding these bills was held on September 29, 2015 by the Joint Committee on Telecommunications, Utilities, and Energy. Currently, the bills are being discussed by this Committee, and a single bill is expected to emerge from this Committee in 2015. This bill will then go to the House Ways and Means Committee and the House and Senate for votes before being acted on by Governor Baker. This Legislation is expected to be acted on before July, 2016.

For more information on these bills, please visit: www.malegislature.gov/Bills/Search. The individual bills are available in the Search Field under, H2861, H2881, S1757, and S1965.

19. What is the status of the approvals to release the New England Clean Energy RFP ("Tri-State RFP")?

The Tri-State RFP will authorize utilities in Connecticut, Massachusetts, and Rhode Island to sign contracts for energy and/or capacity from clean energy sources, or for the support of transmission facilities that would allow the delivery of clean energy. The draft RFP was released for public comment on February 25, 2015. A revised version of the RFP was sent to the Massachusetts DPU and the Rhode Island PUC on June 25, 2015. On August 31, 2015, the Connecticut Department of Energy and Environmental Protection initiated a proceeding to implement the RFP. It is TDI-NE's understanding that the Tri-State RFP is being reviewed by the various States, and a final RFP may be released in 2015.

For more information on this process, please visit: www.cleanenergyrfp.com.



Public Frequently Asked Questions

20. Have there been any updates in your permitting process since October 15, 2015?

Yes. In question 4(a)e in this FAQ, the PSB Technical Hearings have been completed, and the PSB has directed TDI-NE to file on November 10th, 2015 a Joint Stipulated Findings of Facts and Order.

The Final Environmental Impact Statement referenced in 4(c)g of this FAQ has been issued. It can be found on the Documents page of the open solicitation website (www.necplinkos.com).

Additional FAQs Added on 11/2/15

21. Do I have to register to attend the Webex Information Session on November 10th?

Yes. Interested parties <u>must</u> register for the Webex through the NECPL open solicitation website, <u>www.necplinkos.com</u> in order to participate in the Webex.

22. Do I have to execute a Confidentiality Agreement to attend the Webex?

No. It is <u>not</u> necessary to submit a confidentiality agreement to participate in the Webex.

23. How will the Webex Information Session work?

The Webex Information Session for the New England Clean Power Link's Open Solicitation will take place on November 10, 2015 at 10:00 AM Eastern Standard Time.

On November 9, 2015, Boston Pacific will email all registered participants a link to the Webex.

TDI-NE will provide an overview of the NECPL project. Boston Pacific will provide an overview of the Open Solicitation. Participants will then be able to submit questions to TDI-NE and/or Boston Pacific in a Q&A session at the end of the Information Session.

Participants in the Webex session that would like to have two or more representatives participating in the Webex should designate additional users through the NECPL Open Solicitation website so that all designated users can receive an email link to the Webex.

Any bidder that wishes to remain anonymous during the Webex should not use their existing Webex accounts to participate and should provide a generic User Name (e.g., "Participant").

If you have any questions about the Webex or the Open Solicitation, please contact Vincent Musco at 202.296.5520 or at vmusco@bostonpacific.com.



NEW ENGLAND CLEAN POWER LINK Public Frequently Asked Questions

Additional FAQs Added on 11/16/15

24. Does TDI-NE anticipate that the capacity of NECPL will be fully allocated as a result of the open solicitation process?

Based on the November 10, 2015 Webex information session that TDI-NE conducted for interested parties, there appears to be significant interest in the marketplace to potentially secure long-term transmission capacity on NECPL. Fourteen parties that could potentially transmit power on NECPL registered for the Webex. TDI-NE anticipates the number of Expressions of Interest that are ultimately submitted by 5:00 pm EST on December 4, 2015 will be generally consistent with this level of interest.

25. UPDATE TO QUESTION #19 - What is the status of the approvals to release the New England Clean Energy RFP ("Tri-State RFP")?

The final Tri-State RFP was released on November 12, 2015. The RFP document can be found at http://cleanenergyrfp.com/2015/11/12/new-england-clean-energy-rfp-now-issued/. The deadline to submit a response to the RFP is January 28, 2016 at 12:00 pm EST (noon).

TDI-NE believes the NECPL project is well positioned to be the delivery conduit for parties participating in the Tri-State RFP. TDI-NE is very interested to discuss partnering opportunities on a response to the Tri-State RFP with parties that submit Expressions of Interest in this open solicitation. TDI-NE invites parties to address their potential interest in the Tri-State RFP as part of the response to Section IV on the Expression of Interest Form "Statement on Ability to Advance New England Public Policy Goals of Greenhouse Gas Reductions & Supply Diversity."

26. What is the basis for the \$1.9 billion in projected energy savings?

This figure represents the total energy savings on a nominal basis to retail ratepayers in New England during the first ten years of NECPL's operations. It was calculated by Levitan & Associates, Inc. ("Levitan") as part of NECPL's Vermont state siting case. For the purposes of its analysis, Levitan assumed the power shipped on NECPL will be renewable and that the energy from those resources would replace that of less efficient generation.

A complete explanation of Levitan's methodology can be found in the Regulatory Documents section on the Documents page of the open solicitation website (www.necplinkos.com). Parties can find the description of the methodology on page 46 of 54 of Levitan's December 8, 2014 testimony and also starting on page 16 of 19 in Levitan's August 26, 2015 testimony. Please note that the figures included in these documents are in 2014 \$, and Levitan has converted them separately for TDI-NE into nominal dollars.



Public Frequently Asked Questions

27. Will aggregations of multiple small otherwise qualified entities to meet the 50 MW minimum be entertained?

Yes.

28. Does the \$1.2 billion estimated project cost include the cost of facilities to be built in Canada? If not, what is the estimated additional cost of those facilities?

No, this cost is not captured in the \$1.2 billion estimated project cost. Hydro Québec TransÉnergie ("HQT") is currently studying the costs of the necessary transmission upgrades under the interconnection request 177T and is expected to report on its findings by the end of 2015 or early 2016.

29. What is the status of the interconnection request with HQT?

The interconnection request was filed with HQT in October, 2013, and TDI-NE and HQT executed a System Impact Study ("SIS") agreement in February, 2014. The interconnection studies are expected to be completed by the end of 2015 or early 2016. TDI-NE and its Quebec-based interconnection consultant meet with HQT regularly.

30. What are the required permits for the facilities to be built in Canada? What is the status of those permits?

HQT needs to procure several permits in order to construct the Canadian portion of the transmission line. A federal permit will be required from the National Energy Board. At the provincial level in Québec, permits will be required from the Régie de l'énergie and the Ministry of Sustainable Development, Environment, and the Fight Against Climate Change.

31. What are the estimated timelines associated with the construction of the required facilities in Canada?

HQT has not provided an estimate of the timelines associated with the construction of the required facilities in Canada. TDI-NE believes that, depending upon where the supply is sourced as determined by the outcome of the open solicitation, the required facilities in Canada can be permitted and built in time to coincide with the expected 2019 commercial operations date for NECPL.



NEW ENGLAND CLEAN POWER LINK Public Frequently Asked Questions

32. Has a site been selected for the converter station in Canada? If so, what is the location?

The SIS that is currently in process by HQT will determine the locale of the interconnection substation and converter station locations in Quebec. The SIS is expected to be completed by the end of 2015 or early 2016. TDI-NE believes that the converter station will be located at a substation on HQT's 735 kV AC system in close proximity to the Vermont interconnection point of the NECPL.

33. How do interested parties access NECPL? Is there a separate negotiation process in Canada? How will that portion of the Project be managed?

Interested parties can access NECPL via their Expression of Interest in the open solicitation process. TDI-NE will work with those parties that have responded to the open solicitation and executed transmission service agreements to help secure the necessary transmission rights on the HQT system in Canada to deliver their energy to NECPL.

Additional FAQs Added on 11/25/15

34. UPDATE TO QUESTIONS #4 AND #20 - What is the status of the Project with respect to permitting?

On November 24, 2015, TDI-NE received eight Environmental Permits from the Vermont Agency of Natural Resources. The following permits were received:

- Operational Stormwater Permit
- Construction Stormwater Permit
- Lake Encroachment Permits
 - Lake Champlain
 - Lake Bomoseen
- VT Stream Alteration Permit
- VT Wetland Permit
- VT Floodplain Permit
- 401 Water Quality Certificate

TDI-NE continues to expect it will receive decisions on the Vermont 248 Siting Permit, the DOE Presidential Permit, and the Army Corps Permits by the end of 2015.

These permits can be found on the open solicitation website (<u>www.necplinkos.com</u>) on the Documents page in the Regulatory Documents section.



Public Frequently Asked Questions

35. What is the relevance of these Permits?

Among other things, the permits confirm that the construction and operation of NECPL will be in compliance with Vermont's Water Quality Standards. Further, they demonstrate that the Vermont Environmental Agencies are comfortable with the details of the Project and will allow it to be constructed within the State and Lake Champlain.

36. Can a party submit its Expression of Interest before December 4th?

Yes. All submissions are confidential, non-binding, and will be accepted until 5:00 pm EST on December 4, 2015.

37. If a party submits an Expression of Interest before December 4th, can negotiations on a Precedent Agreement and/or a Transmission Service Agreement start early?

No. TDI-NE will not commence negotiations until after it has had an opportunity to evaluate all of the Expressions of Interest. That evaluation will conclude by December 18, 2015.

38. If, based on the criteria set forth in the Open Solicitation Notice, TDI elects to participate in bilateral negotiations with certain parties regarding transmission service, can the selected parties work with TDI-NE to respond to the Tri-State RFP?

Yes. As discussed in Question #25, the deadline to submit a response to the Tri-State RFP is January 28, 2016 at 12:00 pm EST (noon). A bidder conference on the RFP will be held on December 3, 2015 at 10:00 am EST in Hartford, CT and interested parties should attend. TDI-NE also will be in attendance. Details on the bidder conference can be found at http://cleanenergyrfp.com/bidderconference/. Given the January 28, 2016 RFP response deadline, Parties should already be considering their response to the RFP.

The Tri-State RFP can be found at

https://cleanenergyrfpdotcom.files.wordpress.com/2015/11/clean-energy-rfp-final-111215.pdf.



Pre-filed Supplemental Testimony of George E. Sansoucy, P.E., LLC
Application of Northern Pass and PSNH
March 24,2017
Track 1-Exhibit 27



For Release: Immediate, October 15, 2015

Contacts: TDI Media Inquiries: Andrew Rush, (518) 618-1513, arush@mower.com

Open Solicitation: Vincent Musco, Boston Pacific, (202) 296-5520, vmusco@bostonpacific.com

Project Information: Josh Bagnato, (802) 477-3830, josh.bagnato@chytllc.com

TDI NEW ENGLAND COMMENCES OPEN SOLICITATION FOR TRANSMISSION CAPACITY ON THE NEW ENGLAND CLEAN POWER LINK PROJECT

Qualified Parties Can Express Interest in Transmission Rights on the 1,000 MW HVDC Merchant Project until December 4, 2015

Burlington, VT (October 15, 2015) – TDI New England today announced that the Open Solicitation process for transmission capacity on its proposed New England Clean Power Link project has commenced. Beginning October 15, 2015 and running through December 4, 2015, TDI New England will solicit expressions of interest from qualified parties willing to acquire firm project transmission rights at negotiated rates.

The New England Clean Power link is an approximately 154-mile, 1,000-MW, underground and underwater high-voltage electric power transmission line. The proposed line will begin at the U.S.-Canada border and connect to a converter station that will be built in Ludlow, Vermont. TDI New England anticipates that decisions on all major federal and state permits will be made by the end of 2015, construction will begin in 2016, and the line will commence commercial operation in 2019.

TDI New England's CEO Donald Jessome said, "We are pleased to kick off the open solicitation process and move the New England Clean Power Link closer to operation. We look forward to identifying the parties that will ship power on our line and become long-term partners as we work to deliver power to New England."

The Open Solicitation Process

Beginning on October 15, 2015, interested parties can access the New England Clean Power Link Open Solicitation website (www.necplinkos.com), which contains additional information about the Open Solicitation and the project itself, including an information memorandum that provides details on the market opportunities associated with accessing New England markets.

Boston Pacific Company, Inc., will serve as the independent evaluator of the open solicitation process and will ensure the process is fair and transparent for all potential bidders.

All interested parties are also invited and encouraged to register for a WebEx presentation on the Open Solicitation process that Boston Pacific and TDI New England will jointly host on November 10, 2015. Interested parties can register for the WebEx through the www.necplinkos.com site.

Parties interested in purchasing transmission capacity on the New England Clean Power Link must complete and submit an "Expression of Interest" to Boston Pacific via www.necplinkos.com no later than December 4, 2015. TDI New England will evaluate and rank prospective customers based on the following criteria: (1) level of creditworthiness; (2) anticipated amount of reserved capacity; (3) anticipated length of term; (4) financial strength; (5) desired date for the commencement of transmission service; and (6) ability to advance New England public policy goals of promoting greenhouse gas reductions and supply diversity.

TDI-NE will not consider negotiating with any party that does not express interest in at least 50 MW of capacity. After review of the Expressions of Interest, TDI New England will identify prospective customers and will negotiate agreements for the sale of transmission rights at negotiated rates with these parties at mutually agreed-upon rates, terms, and conditions. TDI New England may offer more favorable rates, terms, and conditions to "first-movers."

Any changes to the project or the status of the open solicitation process will be posted to the open solicitation website.

About the New England Clean Power Link

The New England Clean Power Link is a proposed 154-mile underwater and underground transmission line that will deliver 1,000 MW of electricity to the Vermont and New England markets. The line is being developed with private-sector financing by TDI New England and will connect with Hydro-Québec TransÉnergie at the U.S.-Canada border and travel approximately 97 miles underwater down Lake Champlain to Benson, Vermont, and then be buried along town and state road and railroad rights-of-way or on land owned by TDI New England for approximately 57 miles to a new converter station to be built in Ludlow, Vermont. The northern end of the transmission line will be integrated into Hydro-Québec TransÉnergie's transmission network. The project is expected to be in service in 2019, at a cost of approximately \$1.2 billion.

About TDI New England

TDI New England is a Blackstone Portfolio Company. New York based Blackstone is a global leader in alternative asset management with more than \$330 billion currently under management. The TDI New England team is made up of the same leadership team currently developing the Champlain Hudson Power Express in New York State. That project has received all major federal and state permits required to proceed. The developers have a strong track record of working in partnership with local elected officials, community groups, and other stakeholders to develop projects that meet unique energy needs of growing economies, while minimizing local impacts. More information on the company and the project are available at www.necplink.com.

About Boston Pacific

Boston Pacific is a specialized consulting firm serving the electricity and natural gas sectors. For 28 years, it has provided responsive and insightful service to public and private clients. Boston Pacific has nationally-recognized experts on the electricity business, as demonstrated by its service as expert witnesses in litigation, arbitration, and regulatory proceedings throughout North America. Boston Pacific

Pre-filed Supplemental Testimony of George E. Sansoucy, P.E., LLC
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is also an industry leader in designing and monitoring major power procurements of every type for state commissions across the country, as well as open seasons for capacity on merchant transmission lines. Boston Pacific is located in Washington, D.C. For more, visit www.bostonpacific.com.

Safe Harbor Statement

This open solicitation website contains certain forward-looking statements which reflect TDI-NE's beliefs and assumptions based on available information as of the date of the launch of the open solicitation. Actual events may differ from those predicted in these forward-looking statements and potential customers are advised not to place undue reliance on any forward-looking statements. TDI-NE: (1) does not make any representation or warranty, express or implied, as to the accuracy or completeness of the information contained in the open solicitation materials; (2) expressly disclaims any obligation to revise or update the contents of the open solicitation materials; (3) shall have no liability resulting from a potential customer's use of the information contained in the open solicitation materials; and (4) urges potential customers to rely upon their own investigations, due diligence, and analysis in evaluating the New England Clean Power Link.

###

New England Clean Power Link Open Solicitation: Calendar

http://www.necplinkos.com/calendar.php





New England Clean Power Link Open Solicitation

Confidential Documents

Calendar

10/15/15 Open Solicitation Commences

11/10/15 Informational WebEx® for Interested Parties at 10:00 AM Eastern Time

12/04/15 Open Solicitation Closes

12/05/15 - 12/18/15 Selection of Parties for Bilateral Negotiations

12/19/15 - 01/15/16 Negotiate Precedent Agreement(s)

01/16/16 - 06/15/16 Negotiate Transmission Service Agreement(s)

07/15/16 Submit Section 205 Filing to FERC

Contact Us:

Boston Pacific Company, Inc. 1100 New York Avenue NW Suite 490 East Washington, DC 20005 (202) 296-5520 www.bostonpacific.com info@necplinkos.com

December 7, 2015 - The initial phase of the Open Solicitation for 1,000 MW of transmission capacity on TDI New England's Clean Power Link closed on December 4.

Registration:

Interested parties should use this section to register for the New England Clean Power Link Open Solicitation.

Documents:

A collection of public documents that provide more information on the New England Clean Power Link project.

Informational WebEx:

TDI New England and Boston Pacific are holding an informational WebEx® web conference on November 10, 2015.

Resources:

Links and more information on the project.

Home | Privacy Policy | Legal

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146 FERC ¶ 61,167 UNITED STATES OF AMERICA FEDERAL ENERGY REGULATORY COMMISSION

Before Commissioners: Cheryl A. LaFleur, Acting Chairman; Philip D. Moeller, John R. Norris, and Tony Clark.

Champlain VT, LLC

Docket No. ER14-966-000

ORDER CONDITIONALLY AUTHORIZING PROPOSAL AND GRANTING WAIVER

(March 10, 2014)

1. On January 8, 2014, Champlain VT, LLC, d/b/a TDI New England (TDI-NE) filed a request for authorization to sell transmission rights at negotiated rates on a proposed high-voltage direct current merchant transmission project (Project) and for waiver of certain Commission regulations. In this order, the Commission conditionally authorizes TDI-NE to sell transmission rights on the Project at negotiated rates and grants TDI-NE's request for waiver.

I. Background

A. Applicant

TDI-NE is a limited liability company owned by Champlain VT, Ltd., which is indirectly wholly-owned by investment funds controlled by The Blackstone Group LP (Blackstone). TDI-NE states that it was established for the purpose of developing and financing the Project, and does not own or operate any existing electric generation, transmission, or distribution facilities. Through the common control of Blackstone, TDI-NE is affiliated with the Champlain Hudson Power Express project, which is expected to be completed in 2017 and will be under the operational control of New York Independent System Operator, Inc. TDI-NE states that Blackstone does not own or control any

¹ Filing at 3.

² Filing at 3 n.2.

existing electric generation, transmission, or distribution facilities in the markets operated by ISO New England Inc. (ISO-NE) or Hydro-Québec TransÉnergie (HQT).³

B. Description of Project

2. The Project is a 150-mile, 1,000 MW, high-voltage direct current transmission line, which will originate at a converter station in Quebec, Canada and terminate in Ludlow, Vermont. Approximately 100 miles of the Project will be buried in Lake Champlain, and the remaining length will be buried underground along existing rights-of-way. The Project will directly connect the markets in Quebec and ISO-NE. TDI-NE states that it has completed an engineering pre-feasibility study and market analysis to assess the commercial opportunities available to the Project's potential customers. Additionally, TDI-NE states it has filed interconnection applications with ISO-NE and HQT. Upon completion of the transmission line, TDI-NE states that the approximately 150-mile-long section of the Project located in the United States will be under ISO-NE's operational control.

C. Application

3. TDI-NE seeks authority to charge negotiated rates for the sale of transmission rights on the Project. It contends that it meets the four factor analysis outlined in *Chinook* (and further discussed below) for approval of negotiated rate authority.⁷ In its

³ *Id.* at 4.

⁴ Id.

⁵ *Id.* at 5.

⁶ *Id.* at 1-2.

⁷ Chinook Power Transmission, LLC, 126 FERC ¶ 61,134 (2009) (Chinook). See also, Hudson Transmission Partners, LLC, 135 FERC ¶ 61,104 (2011) (Hudson Transmission); Champlain Hudson Power Express, Inc., 132 FERC ¶ 61,006 (2010) (Champlain Hudson) (distinguishing merchant transmission projects from traditional public utilities in that developers of merchant projects assume all market risk of a project and have no captive customers from which to recover project costs).

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application, TDI-NE proposes to conduct an open solicitation process in compliance with the Commission's January 17, 2013 Policy Statement.⁸ TDI-NE's application is described in further detail below.

II. Notice, Intervention, and Responsive Pleadings

4. Notice of TDI-NE's Filing was published in the *Federal Register*, 79 Fed. Reg. 3,192 (2014), with interventions and protests due on or before January 29, 2014. None were received.

III. Discussion

A. Negotiated Rate Authority

5. In addressing requests for negotiated rate authority from merchant transmission providers, the Commission has stated its commitment to fostering the development of such projects where reasonable and meaningful protections are in place to preserve open access principles and to ensure that the resulting rates for transmission service are just and reasonable. In evaluating negotiated rate applications, the Commission has focused on four areas of concern: (1) the justness and reasonableness of rates; (2) the potential for undue discrimination; (3) the potential for undue preference, including affiliate preference; and (4) regional reliability and operational efficiency requirements. This approach allows the Commission to use a consistent framework to evaluate requests for

⁸ Allocation of Capacity on New Merchant Transmission Projects and New Cost-Based, Participant-Funded Transmission Projects, 142 FERC \P 61,038 (2013) (Policy Statement).

⁹ See, e.g., TransEnergie U.S., Ltd., 91 FERC ¶ 61,230, at 61,838-39 (2000) (accepting a request to charge negotiated rates on a merchant transmission project, subject to conditions addressing, among other things, the merchant's open season proposal); Mountain States Transmission Intertie, LLC, 127 FERC ¶ 61,270, at PP 57, 59 (2009) (denying a request to charge negotiated rates on a merchant transmission project because, among other things, sufficient protections did not exist to ensure that rates for service would be just and reasonable); Hudson Transmission, 135 FERC ¶ 61,104 at ordering para. (A) (authorizing Hudson Transmission to charge negotiated rates for transmission service).

¹⁰ Chinook, 126 FERC ¶ 61,134 at P 37.

negotiated rate authority from a wide range of merchant projects that can differ substantially from one project to the next.

1. Policy Statement

- 6. On January 17, 2013, the Commission issued the Policy Statement to clarify and refine its policies governing the allocation of capacity for new merchant transmission projects and new non-incumbent, cost-based, participant-funded transmission projects. ¹¹ The Policy Statement allows the developer of a new merchant transmission project to select a subset of customers, based on not unduly discriminatory or preferential criteria, and negotiate directly with those customers to reach agreement for procuring up to 100 percent of transmission capacity when the developer: (1) broadly solicits interest in the project from potential customers; and (2) demonstrates to the Commission that the developer has satisfied the solicitation, selection and negotiation process set forth in the Policy Statement. ¹² To the extent the Commission determines that a merchant transmission developer complies with such policies, the Commission may find that the developer has satisfied the second (undue discrimination) and third (undue preference) factors of the aforementioned four-factor analysis. ¹³
- 7. Under the Policy Statement, once a developer has identified a subset of customers through the open solicitation process, the Commission will allow the developer to engage in bilateral negotiations with each potential customer. In these negotiations, the Commission will allow for distinctions among prospective customers based on transparent and not unduly discriminatory or preferential criteria, with the potential result that a single customer, including an affiliate, may be awarded up to 100 percent of the transmission capacity.¹⁴

¹¹ Policy Statement, 142 FERC ¶ 61,038.

¹² Id. P 16.

¹³ Id. P 15.

¹⁴ Id. P 28.

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2. Four-factor Analysis

a. Factor One: Just and Reasonable Rates

8. To approve negotiated rates for a transmission project, the Commission must find that the rates are just and reasonable. In making that determination, the Commission considers whether the merchant transmission owner has assumed the full market risk for the cost of constructing its proposed transmission project. The Commission also considers whether the project is being built within the footprint of the merchant transmission owner's (or an affiliate's) traditionally regulated transmission system; if so, the Commission may determine that there are no captive customers who would be required to pay the costs of the project. The Commission also considers whether the merchant transmission owner or an affiliate already owns transmission facilities in the particular region where the project is to be located, what alternatives customers have, whether the merchant transmission owner is capable of erecting any barriers to entry among competitors, and whether the merchant transmission owner would have any incentive to withhold capacity.

i. TDI-NE's Proposal

- 9. TDI-NE states that it will assume all market risks for the Project and there will be no captive customers. ¹⁶ TDI-NE asserts that it is a new market entrant that does not own or operate any existing facilities in ISO-NE, and that no affiliate owns or operates facilities in these markets. TDI-NE also states that when the transmission line is completed, it will turn over operational control of the line to ISO-NE, which will operate the line under ISO-NE's Open Access Transmission Tariff (OATT), thus preventing TDI-NE from acquiring market power or controlling barriers to entry in the ISO-NE market.
- 10. TDI-NE states that incumbent transmission owners have an obligation under the ISO-NE OATT to expand their transmission capacity, upon request, at cost-based rates, and therefore no entity will purchase transmission service from TDI-NE unless it is cost-effective to do so when compared to the incumbent transmission owners' cost of expanding capacity. TDI-NE also states that the Commission has recognized that negotiated rates for service over merchant transmission lines are effectively capped at the differential in power prices between markets, in this case the markets operated in Canada

¹⁵ See Champlain Hudson, 132 FERC ¶ 61,006 at P 17.

¹⁶ Filing at 9.

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and ISO-NE.¹⁷ Finally, TDI-NE states that the anchor customers likely to subscribe to the Project are sophisticated utilities that would only secure transmission service at competitive rates.¹⁸

ii. Commission Determination

- 11. The Commission concludes that TDI-NE's request for authority to charge negotiated rates for service on the Project has met the first of the *Chinoook* factors. TDI-NE will bear all market risks that the Project will succeed or fail based on whether a market exists for its services. Additionally, TDI-NE has no ability to pass on any costs to captive ratepayers.
- 12. No entity on either end of the Project is required to purchase transmission service from TDI-NE, and customers will do so only if it is cost-effective. TDI-NE will be unable to charge more for transmission than the expected differential in electric prices between Canada and a competitive price in ISO-NE. Additionally, because neither TDI-NE nor its affiliates own any other transmission facilities within the footprint of the Project, TDI-NE has no ability to erect barriers to entry in the relevant markets. Accordingly, these factors lead us to conclude that the requested negotiated rate authority meets the first of the *Chinook* factors.

b. Factor Two: Undue Discrimination

13. Under the Policy Statement, a developer may demonstrate no undue discrimination or preference by conducting an open solicitation that complies with the requirements of the Policy Statement.¹⁹ As detailed below, the developer must (1) broadly solicit interest in the project from potential customers; and (2) after the solicitation process, demonstrate to the Commission that it has satisfied the solicitation, selection, and negotiation process criteria set forth in the Policy Statement.²⁰

 $^{^{17}}$ Id. at 10 (citing Lake Erie CleanPower Connector, 144 FERC ¶ 61,203, at P 13 (2014)).

¹⁸ Filing at 10.

¹⁹ Policy Statement, 142 FERC ¶ 61,038 at PP 15, 23.

²⁰ Id. P 16.

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i. Broad Notice under the Policy Statement

14. Under the Policy Statement, applicants must issue broad notice of the project in a manner that ensures that all potential and interested customers are informed of the proposed project, such as by placing notice in trade magazines or regional energy publications.²¹ Such notice should include developer points of contact, pertinent project dates, and sufficient technical specifications and contract information to inform interested customers of the nature of the project, including: (1) project size/capacity, (2) end points of the line, (3) projected construction and/or in-service dates, (4) type of line, (5) precedent agreement (if developed), and (6) other capacity allocation arrangements (including how the developer will address potential oversubscription of capacity).²² The developer should also specify in the notice the criteria it plans to use to select transmission customers. In addition, the developer may also adopt a specific set of objective criteria it will use to rank prospective customers, provided it can justify why such criteria are appropriate. Finally, the Policy Statement states that the Commission expects the developer to update its notice if there are any material changes to the nature of the project or the status of the capacity allocation process, in particular to ensure that interested entities are informed of any remaining available capacity.²³

ii. Post-Selection Filing under the Policy Statement

15. The Policy Statement states that the Commission will continue to require merchant developers to disclose the results of their capacity allocation process. The developer's request for approval of the capacity allocation process will be noticed and acted upon under section 205 of the Federal Power Act.²⁴ The Policy Statement explains that the Commission expects developers to demonstrate that the processes that led to the identification of transmission customers and the execution of the relevant contractual arrangements are consistent with the Policy Statement and the Commission's open access principles. The developer should describe the criteria used to select customers, any price terms, and any risk-sharing terms and conditions that served as the basis for identifying transmission customers selected versus those that were not, as well as provide certain information listed in the Policy Statement in order to provide transparency to the

²¹ Id. P 23.

²² Id. P 20.

²³ *Id.* PP 24-27.

²⁴ 16 U.S.C. § 824d (2012).

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Commission and interested parties.²⁵ The Policy Statement emphasizes that the information in the post-selection demonstration is an essential part of a merchant developer's request for approval of a capacity allocation process, and that the developer will have the burden to demonstrate that its process was in fact not unduly discriminatory or preferential, and resulted in rates, terms, and conditions that are just and reasonable.²⁶

 $^{^{25}}$ Policy Statement, 142 FERC \P 61,038 at P 30.

²⁶ Id. P 32.

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16. The Policy Statement allows developers discretion in the timing of requests for approval of capacity allocation processes. The Policy Statement provides two examples. First, a developer can seek approval of its capacity allocation approach after having completed the process of selecting customers in accordance with Commission policies. Alternatively, a developer can first seek approval of its capacity allocation approach, and then demonstrate in a compliance filing to the Commission order approving that approach that the developer's selection of customers was consistent with the approved selection process.²⁷

iii. TDI-NE's Proposal

17. TDI-NE states that it will turn over operational control of the Project to ISO-NE and conduct an open solicitation process consistent with the Policy Statement.²⁸ To ensure that its open solicitation process is not unduly discriminatory or preferential, TDI-NE states that it will retain a third-party independent adviser experienced in overseeing open seasons for merchant transmission capacity to facilitate broad notice of the Project and the selection and ranking of prospective customers. To accomplish this broad notice, TDI-NE anticipates establishing a website specific to the Project and issuing a press release to be circulated to energy trade publications, news outlets within the ISO-NE/HQT region, and a list of potential transmission customers.²⁹ TDI-NE states that both the website and press release will include the Project's capacity, the interconnection points in HQT and ISO-NE, anticipated construction milestones and characteristics of the line, a statement regarding allocation of capacity, and the criteria to be used to assess potential customers (e.g., creditworthiness, term of transmission service). According to TDI-NE, the website will also contain more detailed information about the Project, such as Project activities completed to date, a confidentiality agreement, additional details regarding selection and ranking criteria (including justifications for each criteria), a form of precedent agreement (when available), and information about dates and locations of public meetings where TDI-NE will address inquiries from potential customers. TDI-NE anticipates holding one public meeting in Canada and one public meeting in the United States. TDI-NE states that it will post and time-stamp on its website and distribute through an email list-serve any material changes to the Project status or the open solicitation process.

²⁷ *Id.* P 31.

²⁸ Filing at 11.

²⁹ *Id.* at 11-12.

- 18. Once customer agreements have been executed, TDI-NE commits to posting on its website the winning bidder's name, quantity, the expiration date of the transmission rights awarded, and the contact information of the bidder for purposes of potential resale of the transmission rights.³⁰ TDI-NE states that it will file with the Commission the results of its capacity allocation process, and will demonstrate that it conducted its open solicitation process and execution of contractual agreements in a manner consistent with the Commission's open access policies and the Policy Statement.
- 19. TDI-NE also states that it will ensure that books and records for the Project will comply with the Uniform System of Accounts in Part 101 of the Commission's regulations and will be subject to examination as required in Part 41 of the regulations, file financial statements and reports in accordance with Part 141.14 and 141.15 of the Commission's regulations, and employ an independent auditor to audit its books and records.³¹

iv. Commission Determination

20. In its filing, TDI-NE describes how it plans to broadly solicit interest from potential customers.³² In addition to committing to engage in an open solicitation process, TDI-NE states that it will make a future filing under section 205 with the Commission disclosing the results of the capacity allocation process, and describing the process in sufficient detail to demonstrate its capacity allocation was consistent with the Policy Statement. TDI-NE also commits to turn over operational control of the Project to ISO-NE. The Commission acknowledges TDI-NE's commitment to engage in an open solicitation and capacity allocation process consistent with the Policy Statement and

³⁰ Id. at 13.

³¹ Id. at 13-14.

³² We note that TDI-NE has committed to, among other things, issuing a press release to energy trade publications and news outlets within the ISO-NE/HQT region regarding the open solicitation. We also note that the Policy Statement contemplates "[placing a notice] in trade magazines or regional energy publications." Policy Statement, 142 FERC ¶ 61,038 at P 23. As sending a press release to a publisher does not guarantee its actual publication, we note that TDI-NE must ensure that the solicitation information is published sufficiently broadly, including, if necessary, purchasing sufficient supplemental advertisement coverage to establish that TDI-NE has met the "broad notice" requirement of the Commission's analysis under the Policy Statement.

reserves judgment on TDI-NE's section 205 filing (providing details regarding the open solicitation and capacity allocation process) and TDI-NE filing, through eTariff, of a rate schedule for service under the ISO-NE OATT prior to commencement of service. We accept these commitments as addressing our undue discrimination and preference concerns, subject to the Commission's approval of TDI-NE's subsequent section 205 filing demonstrating that the assignment of capacity is not unduly preferential or discriminatory.

21. Consistent with *Chinook*, once the Project has commenced operation, TDI-NE must ensure: (1) it maintains books and records for the Project that comply with the Uniform System of Accounts found in Part 101 of the Commission's regulations,³³ subject to examination as required in Part 41 of the regulations;³⁴ and (2) its books and records are audited by an independent auditor.³⁵

c. Factor Three: Undue Preference and Affiliate Concerns

22. In the context of merchant transmission, Commission concerns regarding the potential for affiliate abuse arise when the merchant transmission owner is affiliated with either the anchor customer, participants in the open season or solicitation, and/or customers that subsequently take service on the merchant transmission line. The Commission noted in the Policy Statement that it will continue to expect an affirmative showing that the affiliate is not afforded an undue preference. The Commission noted that the developer will bear a high burden to demonstrate that the assignment of capacity to its affiliate and the corresponding treatment of nonaffiliated potential customers is just, reasonable, and not unduly preferential or discriminatory.³⁶

i. TDI-NE's Proposal

23. TDI-NE states that none of its affiliates own or operate electric facilities in ISO-NE or HQT, and that the Project will not interconnect with any existing facilities

³³ 18 C.F.R. pt. 101 (2013).

³⁴ 18 C.F.R. pt. 41 (2013).

³⁵ Chinook, 126 FERC ¶ 61,134 at P 62; Champlain Hudson, 132 FERC ¶ 61,006 at P 48; Tres Amigas LLC, 130 FERC ¶ 61,207, at P 90 (2010) (Tres Amigas).

³⁶ Policy Statement at P 34.

owned by an affiliate.³⁷ TDI-NE asserts that it does not anticipate that an affiliate will purchase transmission rights through the open solicitation process, but in the event that one does, the post-solicitation filing with the Commission will document the facts and circumstances surrounding this allocation of capacity. Consequently, TDI-NE contends that there will be no opportunity for affiliate abuse. TDI-NE states that it will turn over operational control of its facilities to ISO-NE, file electric quarterly reports of its transactions as required of transmission providers, comply with any applicable affiliate rules, and be subject to the Commission's Standards of Conduct to the extent any affiliate takes transmission service on the Project.³⁸ Finally, as discussed above, TDI-NE commits to conduct an open solicitation process that broadly solicits interest in the Project from potential customers and make a section 205 filing with the Commission to demonstrate that TDI-NE has satisfied the solicitation, selection, and negotiation process set forth in the Policy Statement.

ii. Commission Determination

24. We acknowledge TDI-NE's commitment to engage in an open solicitation process and make a future filing with the Commission disclosing the results of the capacity allocation process and describing the process in sufficient detail to demonstrate no affiliate has been afforded undue preference. In addition, we acknowledge TDI-NE's commitment to turn over operational control of its facilities to ISO-NE, file electric quarterly reports of its transactions as required of transmission providers, comply with any applicable affiliate rules, and abide by the Commission's Standards of Conduct to the extent any affiliate takes transmission service on the Project. We accept these commitments as addressing our affiliate preference concerns, subject to the Commission's approval of TDI-NE's subsequent section 205 filing demonstrating that the assignment of capacity to any affiliate and the corresponding treatment of nonaffiliated potential customers is just, reasonable, and not unduly preferential or discriminatory.

d. <u>Factor Four: Regional Reliability and Operational</u> <u>Efficiency</u>

25. In order to ensure regional reliability and operational efficiency, the Commission expects that any merchant transmission projects connected to an RTO or ISO turn over

³⁷ Filing at 14.

³⁸ *Id.* at 15.

operational control to the RTO/ISO.³⁹ Further, merchant transmission projects, like cost-based transmission projects, are subject to mandatory reliability requirements.⁴⁰ Merchant transmission developers are required to comport with all applicable requirements of the North American Electric Reliability Corporation and any regional reliability council in which they are located.

i. TDI-NE's Proposal

26. TDI-NE commits to turn over operational control of the Project to ISO-NE and to comply with all applicable reliability requirements.⁴¹ Additionally, TDI-NE states that consistent with the requirements of Order No. 1000,⁴² it will provide to ISO-NE all required information regarding its regional planning process.

ii. Commission Determination

27. The Commission acknowledges TDI-NE's commitment to turn over operational control of the Project to ISO-NE and comply with all applicable reliability requirements, and TDI-NE representation that it has filed interconnection applications with ISO-NE. Accordingly, we find that TDI-NE has met the regional reliability and operational efficiency requirement, subject to TDI-NE's continued participation in the necessary regional planning processes.

³⁹ Chinook, 126 FERC ¶ 61,134 at P 52.

⁴⁰ See, e.g., Rules Concerning Certification of the Electric Reliability Organization; and Procedures for the Establishment, Approval, and Enforcement of Electric Reliability Standards, Order No. 672, FERC Stats. & Regs. ¶ 31,204, order on reh'g, Order No. 672-A, FERC Stats. & Regs. ¶ 31,212 (2006).

⁴¹ Filing at 15.

⁴² Transmission Planning and Cost Allocation by Transmission Owning and Operating Public Utilities, 136 FERC \P 61,051, at PP 164-65 (2011), order on reh'g, 139 FERC \P 61,132 (2012), appeal pending South Carolina Pub. Serv. Auth. v. FERC, et al., No. 12-1232 (D.C. Cir. Filed 5/25/2012 and later).

B. Waiver Requests

1. TDI-NE's Proposal

28. TDI-NE requests waiver of: (1) the full reporting requirements of Subparts B and C of Part 35 of the Commission's regulations, except for sections 35.12(a), 35.13(b), 35.15, and 35.16; and (2) Part 141, except for sections 141.14 and 141.15. TDI-NE states that the Commission has granted similar waiver requests to other merchant transmission owners seeking negotiated rate authority.⁴³

2. Commission Determination

- 29. Because TDI-NE is proposing to charge negotiated rates, the regulations requiring the filing of cost-based data are not applicable. For good cause shown and consistent with our prior orders, we will grant waiver of the applicable filing requirements of Subparts B and C of Part 35 of the Commission's regulations except for sections 35.12(a), 35.13(b), 35.15, and 35.16.⁴⁴
- 30. The Commission will also grant TDI-NE's request for waiver of Part 141, with the exception of 141.14 and 141.15, including the Form No. 1 filing requirement. The Commission has previously granted waiver of the Form No. 1 filing requirement to merchant transmission owners. 45

The Commission orders:

(A) The Commission hereby grants TDI-NE authority to sell transmission rights on its proposed merchant transmission project at negotiated rates, subject to the Commission's approval of a subsequent section 205 filing, and to TDI-NE's submission

⁴³ Filing at 18 (citing *Chinook*, 126 FERC \P 61,134 at PP 68, 69; *Rock Island Clean Line LLC*, 139 FERC \P 61,142, at PP 43-47 (2012); *Neptune Regional Transmission System*, *LLC*, 139 FERC \P 61,110, at P 12 (2012) (*Neptune*)).

⁴⁴ Hudson Transmission, 135 FERC \P 61,104 at P 42; Tres Amigas, 130 FERC \P 61,207 at P 103; Wyoming Colorado Intertie, LLC, 127 FERC \P 61,125, at P 62 (2009) (Wyoming); Linden VFT, LLC, 119 FERC \P 61,066, at P42 (2007) (Linden).

⁴⁵ Neptune, 139 FERC ¶ 61,110 at P 12; Wyoming, 127 FERC ¶ 61,125 at P 65; Linden, 119 FERC ¶ 61,066 at P 44; Montana Alberta Tie Ltd., 116 FERC ¶ 61,071, at P 66 (2006).

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of a rate schedule for service under the ISO-NE OATT, as discussed in the body of this order.

(B) The Commission grants TDI-NE requests for waiver of the provisions of Subparts B and C of Part 35 of the Commission's regulations, with the exception of sections 35.12(a), 35.13(b), 35.15, and 35.16, and Part 141 of the Commission's regulations, with the exception of sections 141.14 and 141.15, as discussed in the body of this order.

By the Commission.

(SEAL)

Nathaniel J. Davis, Sr., Deputy Secretary.

Interconnection Requests for New England Control Area Generation, Elective Transmission Upgrade and Transmission Service Requests Active Projects as of 10/1/2015

FERC Jurisdictional Administered Transmission System

				disdiction	ar rammistered transmission sy															
QP	Rev.	Updated	Type	Requested	Project Name	Unit	Fuel Type N	et MW Sumi	mer MW Win	ter MW County	ST	Op Date		Interconnection Point	Serv	SIS	139	TO Report	Dev	Zone
	69	6 9 25 2015	G	646/2001	Cape Wind Tentine Generators	WT	WND	454	454	454 N/A	MA			New Bury stable 115 kV Substation	NR	Y	Y	ISO-NE		SEMA
	178	3 9/25/2013	G	11/2/2066	Pend for Cambinal Cytte	CC	NG DFO	332	332	371 Plyraceth	344	4/19/2017		115 kV F19 and E20 News	NR	Y	Y	ISO NE		SEMA
	156	3 8/21/2015	G	1/16/2007	Northinal bit Upprade #1	PS	WAT	25	24.5	295 Fezaklin	MA	2/13/2016	£ 31/2015		CNR	Y	Y	BONE		WMA
	272	4 7 30 2015	G	E/1/2008	Oakfield II Wind - Krone Rand	P. I.	WND	135.5	135.5	135.5 Arnostruck	ME		7/29/2015	BHE Kee e Rood Subuntum	NR	Y	Y		PD BL	BIRE
	273	6 5 2015	G	\$/3/2 (08	Palmer Renovable Energy	S1 WT	WD%	36.7	36.7	37 Hampson	MA	7/15/2018	6-15-2011	115 LV Cee stor II. Springfield schoolson	NR NR	Y	Y		BL. PD	M/M/A ME
	30.0		0	5/14/2000	Canton Mountain Wards Kendall #3 Back Pressure Steam Turbuse	5.7	WND NG DEO	19.25	19.25	19.25 Oxford 28.4 Mid/Suca	ME	11 1/2016	12 15 2015	229 Line near Racy Substantion 115 kV Line S75-339 to NSTAR S75 substantion	CNR	N	Y	150-15	ERA	BOS1
	331	T - To For-	6	5/13/2010	Eluc Slo Wen Wend	WT	WND	184.3	154.8	114.8 Someout	ME		9-15-3016	CMP Guillard Selections	CNR	7	Ý	ISO-NE	PD	ME
	333		G	10/20/2010	Pivoth Monetra	WI	WED	9	9	9 Penabut	54H		11/1/2016	BHE Line 60	NR	Y	Y		PD	BITE
	350		G	11/10/2010	Word	WI	WND	\$6.9	96.9	96.9 Somerset	ME		10:1:2016	CMP Warning substant to	NR	Y	N		PD	ME
	357		G	2/24/2011	Pannadomicana Windpark	WI	WND	30.04	39.97	39.97 Penolescot	ME		11.1/2015	BHE 115 LV between Earhold and James Timer Suburst	NR	Y	Y	ISO-NE	PD	BITE
	312		G	3/4/2011	Medicay Holeo Ergunian	HD	WAT	1.38	4.78	4.75 Presberot	ME		5 15-2016	BHE Midmay substation	CNR	Y	Y	BHE		BHE
	366	9 5/27/2015	G	5/23/2011	Wyssas Hotes Uposic UI	HW	WAT	2.5	30	31 Sonomer	ME		9-29-2015		CHR.	Y	Y		P1)	ME
	366		G	5/23/2011	Wymau Hydro Uprete U3	HW	WAT	4.3	30	30 Symposius	ME		19/39 2:15	CMP 115 kV Wymiat	CNR	Y	Y		PD	ME
	384		G	12/39/2011	CPV Towastic Energy Center	CC	NG DFO	745	74.5	775 New Harra	Cl	6/1/2018	1 1/2018	CLEaningP 115 kV	CNR	Y	Y		PD	SWCT
	327		G	1/13/2012	Footprint Combined Cycle Unit	CC	NG	715.6	715.6	715.6 Econ	MA	5/31/2017	1/20/2017	NGRID 115 kV Sciem Harbor Substation	CNR	Y	Y		BL	BOST
	390	8 727/2015	G	1/30/2012	Spruce Ridge Wind Farm	WI	WND	50.52	50.82	50.92 Graiton 14.81 Summet	NH	10:31/2017	11/25/2015	NGRID 23) kV Conceined/Dualenton Line ChtP 34.5 kV Weston Substitute	NR CVR	Y	Y		PD BL	ME
	39.1		G	2/2/2012	Worken Station Uposto U4 Westen Station AVR Replacement U2-4	HD	WAT	1.6	14.81	14.81 Somerus	ME	19/3/2015	10/3/2015	CMP 34.5 s V Weston Substitution	CNR	Y	v		BL.	ME
	391 393	3 11/20/2013	0	5/7/2012	Wester Station AVE Representati U2-4	WI	WND	84	84	\$4 Sovered	ME	11/1/2016	10/1/2016	ChiP 115 kV W. 5 Woman Hadro Spostation	NR	N	N		PD	ME
	306	6 "15/2014	0	8/23/2012	Boxabas Wind Increase	WI	WND	4.11	19.6	19.8 Berliebers	MA	1/1/2017	12/1 2016	WMECO 23 kV from Entrided substation	CNR	Y	N	NU	BL	WMA
	397	7 & 11/2015	G	8 30 2012	Hamoork Wind Project	WT	WND	51	51	51 Hancork	ME	12/31/2016	10/1/2016	BHE Line 66 - Bull Hill substation	CNR	Y	Y	ISO-NE	PD	BHE
	400	3 + 30/2015	g	10/5/2012	Wind	WT	WND	99	99	90 Washington	MIE	12/31/2016	11/30/2016	BHE Topping Substacion	NR	N	N		PD	BHE
	403	6 5 17/2015	G	12:6/2012	Pagali Mountain Increase (see Q349)	WT	WND	20.0	5.67	9.07 Penoburot	MIE		11/1/2016	BHE Line 60	NR	N	N			BHE
	404	10 4/39 2014	G	1/9/2013	MATEP-3:d CTG	GT	DFO NG	14.15	100	105.6 Suffielk	MA	5/1/2017	12/1/2016	NSTAR Brighton submittion	CNR	Y	Y	I8-3-ME	BL	BOST
	405	8 10/71/2014	G	2/22/2013	Canton Legituse and CNR (no. Q 2011)	WT	WND	3.55	22.8	22 % Onlard	ME	11/1/2016	10/1/2016	CMP Luddon Line Substitutes	CNR	N	N		PD	ME
	408	4 2 21/2014	G	2/28/2013	Gns Turbuns	GT	NG DFO	207.7	297.7	204.4 Muddleners	MA	5:31/2018	2/1/2018	NSTAR 345 kV Mystic Station UT 345 kV Singer	CNR	Y	N Y		BL.	SWCI
	412	17 2.3 2015	G	2/2%/2013	Conditional Cycle empansion Jerratio Ward	CC WT	DFO NG WND	509.6 8.55	5/19.6 8,5/5	532 & Fairfield 8.55 Con	CT NH	5:31/2019	10/15/2015		CNR	Y	Y		BL	NH
	415	4 2/11/2014	G	4/12/2013	Wind	WT	WND	250	250	250 Arcontoni	ME		975 2016	MEPCO 345 kV	3/R	N	N		PD	BHE
	420	7 2 20 2015	G	7 15 2013	Wind	WT	WND	2.6	72.6	72 € Horsock	ME	19/31/2016		NRI 34% V Line in Township 34 MD Mains or Bull Hill 5 manning Station	CNR	N	N		PD	BHE
	421	3 7/27/2015	G	2/18/2013	Sprurg Ridge Wand CNR (see QM0)	W.L	WND	Ð	50.12	50.82 Gration	NII	10/31/1017		NGRID 230 kV Cranwiford Deabarton Line	CNR	N	N			3/H
	422	3 11/12/2013	G	7 25 2013	Wwd CNR	WT	manD.	0	250	250 Arnomook	ME	12/34/2016	9 15 2016	MEPCO line in Haynestelle, ME	CMR	N	N			BHE
	435	3 8 7 2714	G	1/31/2014	Wind	WI	WND	111	111	111 Washington	ME	12/1/2016	11/1/2016	Bangor Hydro Epping Salutation, Columbia, Washington County, ME	NR	N	N		PD	BHE
	437	9 # 5/2015	G	2/10/2014	Jericho Wend expansion	WT	WND	3.5	12.05	12.05 Cocs	NH	11/1/2015	10/15/2015		CNR	Y	Y	ISO-NE		NH
	435	9 9 1/2015	G	2:24/2014	Potter Repowering	G1	NG	·21.2	63.27	65.23 Novioli. 350 Novi Havan	MA	5/32/2018	1/1 2018	BELD Station 16 Switch and CMEEC 115 kV Wallingford Substation Generating Josephy.	CNR	Y	Y	ISO-NE		SEMA SWCT
	440	7 724 2015	G G	2/24/2014	Girl Turbine expansion Glevriale Hydronitectus Emprasion Project	GT	NG WAT	0.2	1,29	1.29 Berkelein	MA	11/1/2515	11/1/2015	GRID 13 8 kV	CNR	v	N	NGRID		WMA
	441	5 7/9 2015	0	2 25 2014	Combined Circle	CC	DFO NG	387.9	357.0	422.1 Hampting	Ma	3/1/2015	6/1/2018	115kV Line 1302 between Buck Pond and Portussen subservious, apprenimately I mile south of Buck		Y	Y	ISO-NE		WMA
	443	5 10/31/2014	G	3/3/2014	Brushi to Combined Cycle CNR Increase	CC	2/(G	0	354 9	383.9 Plymouth	MA	4/19/2017	12/14/2015		CNR	N	N			SEMA
	414	10 #/31/2015	G	3/9/2014	Gus Turbasc	GI	DFONG	207.7	207.7	207.7 Noviotis	MA	5/31/2018	2/1/2018	Medicay 115 kV station	CNR	Y	Y	ISO-NE	PD	SEMA
	447	2 11/6/2014	G	3-4/2014	Pagenducylens, Weedpark, CNR Only	WT	WND	0	39.97	10.07 Peoplesot	MB		12 15 2015	115kV line between James River and Enfield substations on Line 64	CNR	N	N			BIG
	449	5 6-28/2015	G	3/4/2014	Condensed Cycle	CC	DFONG	333	333	335.2 Bazamabia	MA	5/31/2019	4/1/2019	NU/VSter 345t/V Canal Substation	CNR	Y	N N	ISO-NE		SEMA
	452	6 7/10/2014	G	3/4/2014	Wind	WT	WND	0.8	85.1	55 Somewet	ME	12:70/2018	11/30 2018	Harris substation near the Town of Jackman and Mesory Township Someonet County, Maine Harris substation near the Town of Jackman and Misory Township Someonet County, Maine	CNR	N N	N		PD PD	ME
	454	2 7/10/2014	G	4/28 2014	Wood Increase (see Q452) Wind	WT	MAND.	104	104	104 Avantavis	ME	12 30/2017		He recorde adotation	CNR	142	N		PD	BHE
	459	5.94/2014	G	4/29/2014	Weed	WT	WND	104	124	104 Accounts	ME	12.36.2017		Haynewille rubstrtion	CNR	N	N		PD	BHE
	460	5 9/4/2014	G	4/29/2014	Wood	To T	WIND	104	104	104 Aroustook	ME	12/30/2018		Hangamille sebitation	CNR	N	N		PD	BIE
	461	5 919 2014	G	4/30/2014	Wind	WY	WND	104	104	104 Acoestook	ME	12/30 2015	9/15/2018	Haymowille substation	CNR	N	N		PD	BHE
	462	6 3 16/2014	G	4/30/2014	wast	WT	WND	104	104	104 Arcostook	ME	12 30 2018	9/15/2018	Haynomille substation	CNR	N	N		PD	BHE
	470	4 2/19/2015	G	6/19/2014	Wand	WT	WND	690.5	640.6	500.6 Averasock	ME	12 30 2018		Printary: Orrington Substitutous 345kV with two alternatives: Keene Rd. Substation 345kV and the O		N	N		PD	BHE
	471	4 2/19/2015	G	6/19:2014	Wind	WT	WND	600,6	600.6	690.6 Americals	ME	12/30/2019				N	N V	2.22	PD	BHE
	472	5 7.0/2015	G	5-20/2014	Combined Cycle Intrease	CC	DFONG	22 52 A	409.9 52.8	52.8 Penobraci Washuston	MA	3/1/2015	6-1/2018	115a V Line 1302 by term, Pack Pond and Profession approximately I mile south of Buci- Enter Monic (Brager H. dr.) Keene Roof Substitute (Connecting through Evergrow One Line, LIA		Y	N N	INO-NE	PD	BHE
	476 477	3 & 11/2015	6	8/29/3914 9/19/2014	Wad	WT	WND	32.8	30	30 Benaugen	VI	12 31 2017	10/1/2017	Future GMP Person Read of its Substantian to Y-25% Line	CNR	Y	Y	ISO-NE	PD	WMA
	481	4 \$/31/2015 7 \$43,2015	G	11/15/2914	GRE Capacity Uponic	CC	NG	41	762	812 Roci iii ghain	NH	9/2/2015	9/1/2015	Warra Beesi, North Litchfield	CNR	Ý	Ŷ	ISO-NE		NH
	453	2 3/25/2015	0	11/21/2014	Wyman Hydro CNR only	HW	WAT	0	39.9	19.9 Sommet	ME	10:31:2015				N	N	100-1-1		ME
	484	5 8/11/2015	G	12:4/2014	Comband Cycle Istatese	CC	NG	27.9	196.1	634.8 Roclinghau	NH	9/30/2015	9.30:2515	Public Service New Hampshare Newlegton Switchyard - Goving Road, Newlegton, NH	CIVR	Y	N	ISO-NE		NH
	416	2 3/26/2015	G	12/19/2014	Wind	WT	WND	250	250	250 Hancock	ME	12/1/2015	10/1/2018	Orrington - Pt. Lapreau 345 kV, Alt: BHIs Deblers 115 kV submittion	CNR	N	N		PD	BHE
	408	4 9/31/2015	G	12 22/2014		WI	WND	96.9	96.9	90.9 Windham	VI	12 31 2019		VELCO Coolidge - Vermont Yarkins 345 EV has	CNR	N	N			VT
	439	3 3/25/2015	G	1.5.2015	Combined Cycle	CC	NO	1030	1030	1080 Providence	RI	6-1/2017	2 1/2019	Sterrest Road to Killingly 34 ReV Line	CNR	N	N			RJ
	490	3 2/26/2015	G	1/15 2015	Combined Cycle Immunes	cc	DFO NG	1.06	75	75 Middless	MA	4 1/2016	3/1/2016	Where the 873-539 intercounsels with TO&F39,88739,8 115 in this in station 675 NSTAR Educ 1155 years from	CNR	N N	N N			BOSI SEMA
	491	2 2 26 2015	G	1 16/2015	Combined Cycle CNR Instance Combinition Turburs Generator	CC	DFO NG	281	281	513 Norfolk 216 Providence	MA RI	6 1/2015	10 31 2015	NGRID 342 k V Shern in Road (via OSP Servel, and)	CVR	N	N		PD	RI
	492	3 5/14/2015	G G	2/13/2015	Frequency constraint	HW	WAT	281	126	126 Penchisot	ME	2'1 2016	12 13/2015		CNR	N	N		PD	BITE
	496	2 4:27 2015	G	2/13/2015	Prod Call	FC	NG	63.4	63.4	63.4 New Haven	CI	5/1/2019	4/1/2019	Buscen Fells Substation, 150 Cold Spring Rd, Buscen Fells, CTJustaness of 115kV lines 1570-1 and		N	N			SYCT
	425	4 4/17/2015	EIU	2/16/2015	150 LV HVDC Tie - Impert Cuty	NA	N/A	400	400	400 Colchenter	VI	12/1/2019	11/1/2019	NYPA 23/1115 kV substitutes to VELCO 345 kV New Haven Substitution	CNI	N	N			VT
	493	5 6/1/2015	ETU	2/16/2015	300 kV HVDC-AC Tie - Import Only	NA	NA	1090	1090	1050 Rockingham	NH	4/30.2919	3/30/2019	HQ Dei Cartes solution to PSNH Deerfield substation	CM	N	N		PD	NH
	520	3 5/14/2/15	ETU	2/16/2015	Keens Road ETU	NA	NA			Pensibstal	ME	12/31/2016		Eusera Koose Road substation	N/A	N	N		PD	BITE
	501	4 5/14 2015	ETU	2/16/2015	HVDC Tie - Import only	NA	N/A	1000	1000	1000 Wassisor	VT	5/31/2019	3/31/2019	HQ 735 kV substation to VELCO 345 kV Cookinge substation NMESA to NSTAR 345 kV K Street substation	CNI	N N	N		PD	BOST
	500	2 5/14/2015	ETU	2/16/2015	Internal HVDC - North to South flow	NA	N/A	1000	1000 75	75 Accessor	MA	6/30/2019	1/30/2019	NMISA Mulin retriction to Enter Keens Road subsettion	CNI	N	N		PD	BHE
	507	6 5-14/2015	ETU	2/16/2015	AC Tie - hidu ectional flores	NA	N/A		73	Activities	ME	- F3172017	marant r	A THE RESERVE THE PROPERTY OF						oru.