

APPEARANCES :**Reptg. Northern Pass Transmission and Public Service Company of N.H. d/b/a Eversource Energy (The Applicants):**

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N.H. Dept. of Justice
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Elijah Emerson, Esq. (Primmer Piper..)

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Will Abbott

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Brad Thompson

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Reptg. Kevin Spencer and Mark Lagasse d/b/a Lagaspence Realty:

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Reptg. Dixville Capital, LLC, and Balsams Resort Holdings, LLC:

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Reptg. the International Brotherhood of Electrical Workers (IBEW):

Alan Raff, Esq. (Primary Legal Sol.)

1
2 **APPEARANCES:** (C o n t i n u e d)

3 **Reptg. Coos County Business and**
4 **Employers Group:**

Jamie Myers, Esq. (Bianco)

5 **Reptg. Abutting Property Owners**
6 **(Underground portion) Bethlehem**
7 **to Plymouth:**

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Campbell McLaren
Susan Schibanoff
Barbara Meyer
Carl Lakes

9 **Reptg. Philip & Joan Bilodeau:**

10 Philip H. Bilodeau

11 **Reptg. Abutting Property Owners**
12 **(Overhead portion) Deerfield:**

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Erick Berglund
Jo Anne Bradbury
Robert Cote

14 **Reptg. Non-Abutting Property Owners**
15 **(Overhead portion) Ashland to**
16 **Deerfield:**

Thomas Foulkes
Maureen Quinn

17 **Reptg. the City of Berlin and**
18 **Spokesperson for the City of Franklin:**

Chris Boldt, Esq. (Donahue, Tucker..)

19 **Reptg. Appalachian Mountain Club:**

20 William Plouffe, Esq. (Drummond..)
21 Dr. Kenneth Kimball

22 **Reptg. Pemigewasset River Local**
23 **Advisory Committee (PRLAC):**

Max Stamp

1
2 **APPEARANCES:** *(C o n t i n u e d)*

3
4 **Reptg. Towns of Bethlehem,**
5 **Northumberland & Whitefield**
6 **(MG 1-South); Towns of Easton,**
7 **Franconia, Plymouth & Sugar Hill**
8 **(MG 2); Town of Bristol (MG 3-North):**
9 Christine Fillmore, Esq. (Gardner..)

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11 **Reptg. the City of Concord:**
12 Danielle L. Pacik, Esq.
13 (Dep. City Solicitor)

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15 **Reptg. Town of Littleton (MG 1-South);**
16 **Town of New Hampton & Ashland Water &**
17 **Sewer Dept. (MG 3-North); Towns of**
18 **Pembroke & Deerfield (MG 3-South):**
19 Steven Whitley, Esq. (Mitchell Mun.)

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21 **Reptg. Abutting Property Owners**
22 **(Overhead portion) Ashland - Concord:**
23 Mary Lee

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25 **Reptg. McKenna's Purchase:**
26 Stephen J. Judge, Esq. (Wadleigh...)

27
28 **Reptg. Easton Conservation Commission:**
29 Kris Pastoriza

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I N D E X

PAGE NO.

WITNESS: WILLIAM J. QUINLAN

Direct examination by Mr. Needleman	54
Cross-examination by Mr. Boldt	57
Cross-examination by Mr. Raff	74
Cross-examination by Mr. Pappas	81

E X H I B I T S

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
APPLICANT (APP)		
APP. Ex. 1	Application with Appendices and Supplements 10/19/2015	premarked
APP. Ex. 2	Application Updates re: New Rules 2/26/2016	premarked
APP. Ex. 3	Joint Applicants' Submission to Address Errata in the Application 5/10/16	premarked
APP. Ex. 4	Previously Pre-Filed Testimony of James Muntz, Jerry Fortier, & Brad Bentley	premarked
APP. Ex. 5	Pre-Filed Testimony of William Quinlan	premarked
APP. Ex. 6	Supplemental Pre-Filed Testimony of William Quinlan	premarked
APP. Ex. 7	Pre-Filed Testimony of Michael Auseré	premarked
APP. Ex. 8	Supplemental Pre-Filed Testimony of Michael Auseré	premarked
APP. Ex. 9	Pre-Filed Testimony of Kenneth Bowes 2/26/16	premarked
APP. Ex. 10	Supplemental Pre-Filed Testimony of Kenneth Bowes - Track 1	premarked
APP. Ex. 11	Pre-Filed Testimony of Samuel Johnson	premarked
APP. Ex. 12	Pre-Filed Testimony of Derrick Bradstreet	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
APP. Ex. 13	Pre-Filed Testimony of Nathan Scott	premarked
APP. Ex. 14	Pre-Filed Testimony of John Kayser	premarked
APP. Ex. 15	Pre-Filed Testimony of Lynn Farrington	premarked
APP. Ex. 16	Pre-Filed Testimony of Terrence DeWan and Jessica Kimball	premarked
APP. Ex. 17	Pre-Filed Testimony of Victoria Bunker	premarked
APP. Ex. 18	Pre-Filed Testimony of Cherilyn Widell	premarked
APP. Ex. 19	Pre-Filed Testimony of Robert Varney - Air Resources	premarked
APP. Ex. 20	Pre-Filed Testimony of Robert Varney - Orderly Development	premarked
APP. Ex. 21	Pre-Filed Testimony of Jacob Tinus	premarked
APP. Ex. 22	Pre-Filed Testimony of Lee Carbonneau	premarked
APP. Ex. 23	Pre-Filed Testimony of Sarah Barnum	premarked
APP. Ex. 24	Pre-Filed Testimony of Dennis Magee	premarked
APP. Ex. 25	Pre-Filed Testimony of Dr. William Bailey	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
APP. Ex. 26	Pre-Filed Testimony of Dr. Gary Johnson	premarked
APP. Ex. 27	Pre-Filed Testimony of Douglas Bell	premarked
APP. Ex. 28	Pre-Filed Testimony of Julia Frayer - CONFIDENTIAL*	premarked
APP. Ex. 29	Pre-Filed Testimony of Dr. Lisa Shapiro	premarked
APP. Ex. 30	Pre-Filed Testimony of Dr. James Chalmers	premarked
APP. Ex. 31	Pre-Filed Testimony of Mitch Nichols	premarked
APP. Ex. 32	Substitution & Supplemental Pre-Filed Testimony of Robert Andrew	premarked
APP. Ex. 33	Final Decommissioning Plan	premarked
APP. Ex. 34	Applicant response to SEC letter re DES application completeness 11/20/15	premarked
APP. Ex. 35	Additional Information NHF&G 12/4/15	premarked
APP. Ex. 36	Proposed Structure Designs, Plan & Profile Drawings & Transition Station Plans 12/4/15	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
APP. Ex. 37	Project Maps of AC Upgrades from Deerfield Substation to Scobie Pond Substation 12/4/15	premarked
APP. Ex. 38	Memorandum of Understanding DHR-NPT 12/4/2015	premarked
APP. Ex. 39	Statement of Assets, Liabilities, Statement Income YTD 12/4/2015	premarked
APP. Ex. 40	Joint Applicants documents related to Option to Lease Agreement 12/4/2015	premarked
APP. Ex. 41	Transcript Franklin Public Information Session 1/11/16	premarked
APP. Ex. 42	Transcript Londonderry Public Information session 1/13/16	premarked
APP. Ex. 43	Transcript Laconia Public Information Session 1/14/16	premarked
APP. Ex. 44	Transcript Whitefield Public Information Session 1/20/16	premarked
APP. Ex. 45	Transcript Lincoln Public Information Session 1/21/16	premarked
APP. Ex. 46	Transcript Public Hearing Meredith 3/1/16	premarked
APP. Ex. 47	Transcript Public Hearing Colebrook 3/7/16	premarked
APP. Ex. 48	Transcript Public Hearing Concord 3/10/16	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
APP. Ex. 49	Transcript Public Hearing Holderness 3/14/16	premarked
APP. Ex. 50	Transcript Public Hearing Deerfield 3/16/16	premarked
APP. Ex. 51	Applicants' Existing Conditions Plan and Proposed Conditions Plan for the Deerfield Substation and related SVC and Capacitor Bank Area" 4/14/16	premarked
APP. Ex. 52	Applicant's Response to SEC Follow-up Request for Information regarding Mr. James H. Page Jr.'s property in Easton, NH 4/14/16	premarked
APP. Ex. 53	Letter to SEC Substituting Kenneth Bowes for Jerry Fortier 5/4/2016	premarked
APP. Ex. 54	NH DHR Progress Report 5/17/16	premarked
APP. Ex. 55	NH PUC Progress Report 5/17/16	premarked
APP. Ex. 56	Transcript Whitefield Public Comment Hearing 5/19/16	premarked
APP. Ex. 57	NH DES Progress Report 5/20/16	premarked
APP. Ex. 58	DOT Progress Report 5/25/16	premarked
APP. Ex. 59	Letter to SEC Clarifying Route Design 6/8/16	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
APP. Ex. 60	Transcript Plymouth Public Comment Hearing 6/23/16	premarked
APP. Ex. 61	Tax Maps and Tax Cards 7/11/16	premarked
APP. Ex. 62	Applicant's Response to DES Request for Wetlands Information 7/12/16	premarked
APP. Ex. 63	Applicant's Response to DES Request for AOT Information 7/15/16	premarked
APP. Ex. 64	Applicant's Responses to LRAC and Conservation Commission Comments 7/18/16	premarked
APP. Ex. 65	ISO New England I.3.9. Determination of No Adverse Effect 7/19/16	premarked
APP. Ex. 66	Station Abutter Maps - In Response to SEC Order on Partial Waiver 7/26/2016	premarked
APP. Ex. 67	Applicant's Response to DES Request 7/28/16	premarked
APP. Ex. 68	Letter to SEC Applicant's Substitution of Robert Andrew for Bradley Bentley 8/4/16	premarked
APP. Ex. 69	Applicant's Further Response to DES Progress Report 8/11/16	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
APP. Ex. 70	Letter to SEC Applicant's Substitution of Quinlan/Bowes for James Muntz 9/15/16	premarked
APP. Ex. 71	Revised Photo Simulations, Private Property Revised Photosimulations and Leaf Off Photosimulations 9/29/16	premarked
APP. Ex. 72	Applicant's Further Response to DES Progress Report 12/14/16	premarked
APP. Ex. 73	Applicant's Response to DOT Request 12/16/16	premarked
APP. Ex. 74	Applicant's Response to DES Request for Wetlands and Shoreland Information 1/25/17	premarked
APP. Ex. 75	DES Final Decision 3/1/17	premarked
APP. Ex. 76	DHR Status Report 3/7/17	premarked
APP. Ex. 77	NPT Status Report on Historical Assessment 3/13/17	premarked
APP. Ex. 78	NH PUC Order Approving Settlement Agreement on Petition to Commence Business as a Public Utility	premarked
APP. Ex. 79	NH Supreme Court Decision in Society for the Protection of New Hampshire Forest v. Northern Pass Transmission, LLC re: Use of Public Roads	premarked
APP. Ex. 80	Burns & McDonnell Underground White Paper	premarked
	CONFIDENTIAL*	

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
APP. Ex. 81	Updated LEI Report 3/17/17 CONFIDENTIAL*	premarked
APP. Ex. 82	Updated Julia Frayer Testimony 3/17/17	premarked
	* * *	
BUSINESSES & ORGANIZATIONS WITH ECONOMIC INTERESTS (BUS)		
BUS 1	Pre-filed testimony of Leslie B. Otten	premarked
BUS 2	Supplemental Pre-filed testimony of Leslie Otten	premarked
	* * *	
CITY OF FRANKLIN AND CITY OF BERLIN (FRANKLIN-BERLIN)		
FRANKLIN- BERLIN 1	Pre-filed Testimony of Mayor Paul Grenier on Behalf of the City of Berlin dated December 28, 2016	premarked
FRANKLIN- BERLIN 2	Pre-filed Testimony of Elizabeth A. Dragon dated January 11, 2017	premarked
	* * *	
COUNCIL FOR THE PUBLIC (CFP)		
CFP Ex 1	NPT Project Route Map	premarked
CFP Ex 2	Dewberry Maps 1-8	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CFP Ex 3	Project Map Proposed Route Pittsburg Clarksville Feb 2016 Supplement	premarked
CFP Ex 4	NPT Underground Connecticut River Map	premarked
CFP Ex 5	NPT-PI-RPI Parcels Pittsburg to Dixville- NPT_DIS 004333	premarked
CFP Ex 6	Ausere Pre-Filed Testimony Attachment C- NPT_DIS 090400 (organizational chart)	premarked
CFP Ex 7	Norther Pass Community Outreach Minutes dated 11-9-15 - NPT_DIS 008212	premarked
CFP Ex 8	CONFIDENTIAL* Evaluation of UG Alternatives For NPT NPT - NPT_DIS 008245	premarked
CFP Ex 9	CONFIDENTIAL* Schedule of Estimated Annual Revenue - NPT_DIS 047792	premarked
CFP Ex 10	Draft Review of Potential Route - NPT_DIS 008096	premarked
CFP Ex 11	Sansoucy Testimony Ex 9 - NH Alternative Route Map	premarked
CFP Ex 12	Sansoucy Supplemental Ex 24 Track 1 (Picture of Quebec 2 Transmission Lines)	premarked
CFP Ex 13	Brooks - Concord Monitor - National Grid Proposes a Northern Pass-Like Power Line	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CFP Ex 14	Cousineau - Union Leader - National Grid Wants a NH Transmission Line	premarked
CFP Ex 15	CONFIDENTIAL* Joint Development Agreement - NPT_DIS 008445-001	premarked
CFP Ex 16	Unexecuted Copy of TSA 10-4-2010 (Filed with the Application)	premarked
CFP Ex 17	CONFIDENTIAL* Amended TSA Dated 1-25-16 - NPT_DIS 008975	premarked
CFP Ex 18	Letter from Eversource to Hydro Quebec dated 01-26-17 (TSA)	premarked
CFP Ex 19	Letter from Eversource to PUC dated 03-27-17 (Lease)	premarked
CFP Ex 20	CONFIDENTIAL* Delivery Performance Agreement - NPT_DIS 009143	premarked
CFP Ex 21	CONFIDENTIAL* Letter Agreement For Recovery of Costs - NPT_DIS 009203	premarked
CFP Ex 22	HQ Press Release Re: Payment of US Line dated 03/08/17	premarked
CFP Ex 23	HQ Press Release - NPT: HQ Stand On Project dated 03/09/17	premarked
CFP Ex 24	Blanchet - Journal De Quebec - Hydro Stand On Project dated 03/08/17	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CFP Ex 25	Schepper - Journal De Montreal - HQ Stand On Project dated 03/09/17	premarked
CFP Ex 26	Letter to Eversource From Counsel for the Public dated 03-20-17	premarked
CFP Ex 27	Letter from Eversource to Counsel for the Public Re: Reply to 3-20-17	premarked
CFP Ex 28	Forward NH SEC Joint Agency Hearing dated 03-10-16	premarked
CFP Ex 29	NPT Petition to PUC For Approval of PPA	premarked
CFP Ex 30	PUC Order No 26,000 on PPA dated 03-27-17	premarked
CFP Ex 31	Memorandum of Agreement Forward NH Funds Rogers Campground - NPT_DIS 009296	premarked
CFP Ex 32	Memorandum of Agreement Forward NH Funds Lancaster LED Street Lighting - NPT_DIS 009301	premarked
CFP Ex 33	Memorandum of Agreement Forward NH Funds Lancaster Public Safety - NPT_DIS 009290	premarked
CFP Ex 34	Forward NH Fund Articles of Agreement - NPT_DIS 183072	premarked
CFP Ex 35	Forward NH Fund Bylaws - NPT_DIS 183078	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CFP Ex 36	Coos Jobs Creation Assn Article dated 01/29/14 - NPT_DIS 009258	premarked
CFP Ex 37	Coos County Job Creation Assn Formation Docs filed 01/27/14 - NPT_DIS 009250	premarked
CFP Ex 38	Coos County Business And Employers Group Formation Docs dated 02/05/16	premarked
CFP Ex 39	Coos County Business And Employers Petition to Intervene	premarked
CFP Ex 40	Quinlan Testimony Att. L - NPT Guarantee Program Overview - NPT_DIS 183114	premarked
CFP Ex 41	Quinlan Testimony Att. M - Claims Process - NPT_DIS 183116	premarked
CFP Ex 42	Quinlan Testimony Att. H - Town MOU - NPT_DIS 183100	premarked
CFP Ex 43	Tucker - "Ride The Wilds" Returns Coos County Job Creation Grant dated 09/30/2015	premarked
CFP Ex 44	KEMA Feasibility Study	premarked
CFP Ex 45	2007 PUC Background Report	premarked
CFP Ex 46	NPT No Loop Constraints and Opportunities - NPT_DIS 031518	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CFP Ex 47	Coos Loop Upgrade - NPT_DIS 031446	premarked
CFP Ex 48	HQ Guaranty Agreement - NPT_DIS 009193	premarked
CFP Ex 49	Applicants Data Request Response to Counsel for the Public's Data Request Set 1	premarked
CFP Ex 50	Applicants Data Request Response to Tech Session Round 1	premarked
CFP Ex 51	Applicants Data Request Response to Tech Session Round 5	premarked
CFP Ex 52	Applicants Data Request Response to City of Berlin's Data Requests	premarked
CFP Ex 53	Applicants Data Request Response to Berlin Follow-Up Re Coos Loop	premarked
CFP Ex 54	Applicants Responses to Berlin Re Confidential Materials and the Decommissioning Plan	premarked
CFP Ex 55	Applicants Responses to Municipal Group 3-North Re Decommissioning Plan	premarked
CFP Ex 56	Applicants Responses to Municipal Group 2 regarding Decommissioning Plan	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CFP Ex 57	Applicants Responses to Counsel for the Public's Data Requests regarding Decommissioning Requests	premarked
CFP Ex 58	2007 World Health Org. - Environmental Health Criteria 238	premarked
CFP Ex 59	2012 Bio Initiative Report Excerpts	premarked
CFP Ex 60	Applicants Responses Counsel for the Public's Expert Data Requests	premarked
CFP Ex 61	Children's Health and Environment: A Review of Evidence - excerpts	premarked
CFP Ex 62	Document from European Comm. "Does electromagnetic field exposure endanger health?"	premarked
CFP Ex 63	ICNIRP Guidelines	premarked
CFP Ex 64	National Grid Granite State Power Link GSPL_Map_-_NH_Vt-4	premarked
CFP Ex 64	Letter from ISO New England to Northeast Utilities dated 12-31-2013	premarked
CFP Ex. 65	Letter from ISO New England to Northeast Utilities dated 12-31-2013	premarked
CFP Ex 66	NPT Response Data Request E1-4 - NPT_DIS 002053	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CFP Ex 67	Clarksville Meeting Minutes dated 11-1-10	premarked
CFP Ex 68	Dalton Meeting Minutes dated 11-9-2010	premarked
CFP Ex 69	NPT Project Map of North Section Exhibit 7a - NPT_DIS 008105	premarked
CFP Ex 70	Northern Pass Community Outreach Minutes dated 11-9-15 - NPT DIS 008212	premarked
CFP Ex 71	Coos County Jobs Creation Assn Funding Schedule - NPT_DIS 009248	premarked
CFP Ex 72	Coos County Jobs Creation Assn Seed Money Grants - NPT_DIS 009261	premarked
CFP Ex 73	NH Environmental Stewardship Fund Agreement - NPT_DIS 010011	premarked
CFP Ex 74	Email From Hall to Quinlan dated 05-29-2015 - NPT_DIS 031516	premarked
CFP Ex 75	Joint Use Agreement Between PSNH And Portland Natural Gas - NPT_DIS 033109	premarked
CFP Ex 76	ABB Report dated 06-03-16 - NPT_DIS 036244	premarked
CFP Ex 77	DOE Loading Distribution - NPT_DIS 042480	premarked
CFP Ex 78	DOE-Existing - CPT For NPT - 11-Mar-2014 - NPT_DIS 042481	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CFP Ex 79	DOE-Proposed - CPT For NPT Rev4 - 27-Mar-2014 - NPT_DIS 042482	premarked
CFP Ex 80	SEC-Existing - CPT For NPT - 31-May-2015- NPT_DIS 042483	premarked
CFP Ex 81	SEC-Proposed - CPT For NPT - 31-May-2015 - NPT_DIS 042484	premarked
CFP Ex 82	NPT Proposed Route Cross Sections - NPT_DIS 090445	premarked
CFP Ex 83	Miller - Sound Levels of Rain And Wind In The Trees - NPT DIS 090448	premarked
CFP Ex 84	Summary of Calculated DC Magnetic And Electric Fields - NPT_DIS 090461	premarked
CFP Ex 85	IEEE Volume 10 - Corona Performance of Compact 230-kv Line - NPT_DIS 090462	premarked
CFP Ex 86	IEEE Volume Pas-100 - Formulas For Predicting Audible Noise- NPT_DIS 090471	premarked
CFP Ex 87	IEEE V Pas-95 - Audible Noise Performance of First Three-Phase HV Line - NPT DIS 090481	premarked
CFP Ex 88	J. Radiol Prot. 36 - Epidemiological Study of Power Lines And Childhood Cancer in the UK - NPT DIS 090492	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CFP Ex 89	BJC - Childhood Leukemia and Distance From Power Lines in California - NPT_DIS 090511	premarked
CFP Ex 90	Responses to Technical Session Data Requests Set 2	premarked
CFP Ex 91	Letter from McLane to SEC dated 03-28-16 - TS2 ECon#4 - NPT_DIS 090644	premarked
CFP Ex 92	VBI List of Linear Projects - TS2 His#1 - NPT_DIS 090648	premarked
CFP Ex 93	Bunker - NH DHR Symposium - TS2 His#2 - NPT_DIS 090678	premarked
CFP Ex 94	Responses to Requests 9 & 10 of Historical Resources Panel - TS2 His#9 - NPT_DIS 090705	premarked
CFP Ex 96	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090653	premarked
CFP Ex 97	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090654	premarked
CFP Ex 98	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090655	premarked
CFP Ex 99	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090656	premarked
CFP Ex 100	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090658	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CFP Ex 101	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090659	premarked
CFP Ex 102	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090660	premarked
CFP Ex 103	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090671	premarked
CFP Ex 104	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090672	premarked
CFP Ex 105	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090674	premarked
CFP Ex 106	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090676	premarked
CFP Ex 107	CONFIDENTIAL* Applicants Response TS2 His#1-5 - NPT_DIS 090677	premarked
CFP Ex 108	SCENIHR - Health Effects of EMF dated 01-20-15	premarked
CFP Ex 109	Fuel Resource Chart - NPT_DIS 178900	premarked
CFP Ex 110	EMF Exposure Standards	premarked
CFP Ex 111	T&D World - A Smarter Approach to Resolving Power-Line Noise	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CFP Ex 112	CONFIDENTIAL* New Hampton Northern Pass Forward NH Plan 10-19 Public Meeting Minutes - NPT_DIS 004305-001	premarked
CFP Ex 113	CONFIDENTIAL* - NPT Q499 1090mw Project Interconnect	premarked
CFP Ex 114	CONFIDENTIAL* - State_Route Map 8.5x11_ISO	premarked
CFP Ex 115	CONFIDENTIAL* - BTU Northern Pass VSC Attachment A-001 - Counsel for the Public Ex 115	premarked
CFP Ex 116	CONFIDENTIAL* All RPI Owned Properties TS1 5 - NPT_DIS 158462	premarked
CFP Ex 117	CONFIDENTIAL* RPI Properties to Be Leased TS1 5 - NPT_DIS 158465	premarked
CFP Ex 118	CONFIDENTIAL* Map of Property to Be Leased TS1 5 - NPT_DIS 158467	premarked
CFP Ex 119	CONFIDENTIAL* Option to Lease Agreement TS1 5 - NPT_DIS 158479	premarked
	* * *	
	MUNICIPAL GROUP 1 SOUTH, GROUP 2, GROUP 3-NORTH, GROUP 3-SOUTH (JTMUNI)	
JTMUNI 1	Pre-filed Testimony of George E. Sansoucy, with attachments (11/15/16)	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
JTMUNI 2	Pre-filed Testimony of George E. Sansoucy, with attachments (12/30/16)	premarked
JTMUNI 3	Pre-filed Testimony of George E. Sansoucy, with attachments (03/24/17)	premarked
JTMUNI 4	All documents provided George E. Sansoucy in response to data requests	premarked
JTMUNI 5	All Hydro-Quebec press releases, including but not limited to press releases dated March 8, 2017, March 9, 2017 and March 31, 2017	premarked
JTMUNI 6	Letter from Counsel for the Public to Eversource Counsel Bellis dated March 20, 2017	premarked
JTMUNI 7	Northern Pass Response to Inquiry from Counsel for the Public dated March 27, 2017	premarked
JTMUNI 8	Correspondence on Agreement to Extend the Approval Deadline of the Transmission Service Agreement dated October 4, 2010	premarked
JTMUNI 9	University of New Hampshire Carsey School of Public Policy, Carsey Perspectives Newsletter, New Hampshire's Electricity Future, Cost, Reliability and Risk dated March 7, 2017	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
JTMUNI 10	University of New Hampshire, University of New Hampshire Scholars' Repository, New Hampshire's Electricity Markets: Natural Gas, Renewable Energy, and Energy Efficiency, Winter 2017	premarked
JTMUNI 11	FCA 11 Results, ISO-NE	premarked
JTMUNI 12	ISO-NE Press Release, New England's Wholesale Electricity Prices in 2016 Were the Lowest Since 2003, dated February 27, 2017	premarked
JTMUNI 13	ISO-NE Press Release, Auction Acquires Power System Resources Needed for 2020-2021 at a Lower Price, dated February 9, 2017	premarked
JTMUNI 14	2016 CELT Report, ISO-NE	premarked
JTMUNI 15	RSA Chapter 162-R	premarked
JTMUNI 16	All pre-filed testimony and exhibits, and responses to data requests of the Applicants, Counsel for the Public and Intervenors submitted, including but not limited to the following: <i>(Listed with designations of a through z, aa through zz, aaa & bbb as provided)</i>	premarked

E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
JTMUNI 17	Draft Electric and Magnetic Fields Technical Report for the Draft EIS dated 07/20/15 by Kenneth R. Foster, Ph.D. on behalf of the SE Group	premarked
JTMUNI 18	Noise Technical Report for the Draft EIS dated 07/16/15, by Ecology & Environment, Inc.	premarked
JTMUNI 19	NH DES Comments dated 04/04/16 to the Draft Environmental Impact Statement and Supplement	premarked
JTMUNI 20	World Health Organization website materials, located at http://www.who.int/peh-emf/about/WhatisEMF/en/index1.html	premarked
JTMUNI 21	ICNIRP Guidelines, Guidelines for Limiting Exposure to Time-Varying Electric and Magnetic Fields (1Hz to 100Khz), dated 2010	premarked
JTMUNI 22	News Release, National Institute of Environmental Health Sciences, dated 06/24/98, Panel Evaluates Electric and Magnetic Fields for Health Effects	premarked
JTMUNI 23	National Institute of Environmental Health Sciences National Institute of Health, Electric and Magnetic Fields Associated with Use of Electric Power, June 2002	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
JTMUNI 24	IARC Monographs on the Evaluation of Carcinogenic Risks to Humans, Volume 80 (2002), Non-Ionizing Radiation, Part 1: Static and Extremely Low-Frequency (ELF) Electric and Magnetic Fields	premarked
JTMUNI 25	National Radiological Protection Board, Advice on Limiting Exposure to Electromagnetic Fields (0-300 GHz), Volume 15, No. 2 (2004)	premarked
	* * *	
GRAFTON COUNTY COMMISSIONERS (GRAFTON)		
GRAFTON 1	Pre-filed testimony of Linda Lauer, with attachments	premarked
GRAFTON 2	Map of Grafton County	premarked
GRAFTON 3	Map of Littleton, NH	premarked
GRAFTON 4	Map of Bethlehem, NH	premarked
GRAFTON 5	Map of Sugar Hill, NH	premarked
GRAFTON 6	Map of Easton, NH	premarked
GRAFTON 7	Map of Woodstock, NH	premarked
GRAFTON 8	Map of Lincoln, NH	premarked
GRAFTON 9	Map of Thornton, NH	premarked
GRAFTON 10	Map of Campton, NH	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
GRAFTON 11	Map of Plymouth, NH	premarked
GRAFTON 12	Map of Ashland, NH	premarked
GRAFTON 13	Map of Bridgewater, NH	premarked
GRAFTON 14	Map of Bristol, NH	premarked
GRAFTON 15	Summary of Natural Resources and Waterways impacted	premarked
GRAFTON 16	Summary of deficiencies in plan in Grafton Country	premarked
GRAFTON 17	Summary of proposed process to resolve disputes with private and public landowners	premarked

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SOCIETY FOR THE PROTECTION OF NH FOREST (SPNF)

SPNF 1	Pre-Filed Testimony of Will Abbott, with attachment	premarked
SPNF 2	Supplemental Testimony of Will Abbott, with attachments	premarked
SPNF 3	Letter from Northern Pass Transmission, LLC to Town of Northumberland Board of Selectmen (02-24-17)	premarked
SPNF 4	Letter from Sr. Assistant Attorney General Peter C.L. Roth to Marvin P. Bellis, Esq. (03-20-17)	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
SPNF 5	Letter from Marvin P. Bellis, Esq. to Sr. Asst. Atty. General Peter C.L. Roth (03-28-17)	premarked
SPNF 6	Letter from Northern Pass Transmission, LLC to U.S. Army Corps of Engineers (10-06-16)	premarked
SPNF 7	Concord Monitor - National Grid proposes a Northern Pass-like power line from Quebec through N.H. (03-28-17)	premarked
SPNF 8	Map "Existing HVDC Line"	premarked
SPNF 9	Map "Existing HVDC Line Plus 1,200 MW Granite State Power Link"	premarked
SPNF 10	Map "Existing HVDC Line in Plus 1,090 MW Northern Pass"	premarked
SPNF 11	National Fish & Wildlife Foundation, Partners for New Hampshire's Fish & Wildlife, 2015 and 2016 Annual Reports	premarked
SPNF 12	Coos Loop Upgrade (North Country Reliability Project) NPT_DIS 031446 - NPT_DIS 031451	premarked
SPNF 13	Applicants' Motion for Clarification of Site 301.08(d)(2)(b) dated March 24, 2017	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
	APPALACHIAN MOUNTAIN CLUB, CONSERVATION LAW FOUNDATION, AND AMMONOOSUC CONSERVATION TRUST, AS A GROUP (NGO)	
NGO-1	ISO-NE FCA11 Press Release	premarked
NGO-2	ISO-NE FCA11 Result Report	premarked
NGO-3	UBS Analysis of FCA11 Results	premarked
NGO-4	ISO-NE Draft 2017 CELT Report	premarked
NGO-5	IPCC - Direct Global Warming Potentials	premarked
NGO-6	Scientific American - How Bad of a Greenhouse Gas is Methane	premarked
NGO-7	Concord Monitor - National Grid Proposals a Northern Pass-like power line from Quebec through NH	premarked
NGO-8	Utility Dive - NE Clean Power Link Trans Line Clears Key US Permit Hurdle	premarked
NGO-9	TDI NE Press Release - NE Clean Power Link Receives Presidential Permit	premarked
NGO-10	Conway Daily Sun - Northern Pass Invests \$2 Million in the Balsams Project	premarked
NGO-11	USEPA - Understanding Global Warming Potentials	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
NGO-12	Washington Post - Reservoirs are a major source of global greenhouse gases, scientists say	premarked
NGO-13	Synapse Report - New England's Shrinking Need for Natural Gas	premarked
NGO-14	Carsey Perspectives Brief - NH's Electricity Future Cost, Reliability, and Risk	premarked
	* * *	
CLARKSVILLE AND STEWARTSTOWN - ABUTTING AND NON ABUTTING (COMBINED GROUPS OF INTERVENORS) (CS)		
CS 1	Pre-Filed Testimonies of All Intervenors	premarked
CS 2	John Petrofsky - Maps, Drawings, Charts	premarked
CS 3	Video Testimony of Combined Group of Intervenors	premarked
CS 4	Applicant's Responses to Technical Session Data Request Set 10, page 16	premarked
CS 5	Brandon Kernan, DES Drinking Water Source Protection Program & Attachment A	premarked
CS 6	Brandon Kernan, Rock Blasting and the Effort to Protect Groundwater	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
CS 7	Seacoast Analytical Services - Bear Rock Beverages	premarked
CS 8	Environmental Services: Best Management Practices	premarked
CS 9	Section 107: Legal Relations and Responsibility to Public	premarked
CS 10	GeoInsight: Andrea Kenter, P.G. Pre- and Post- Blast Monitoring Program	premarked
CS 11	Glacial Springs: Bear Rock Beverages, History and photos	premarked

* * *

**DUMMER, STARK AND NORTHUMBERLAND -
ABUTTING PROPERTY OWNERS (DNA)**

DNA 1	Lunn easement	premarked
DNA 2	Complaint, Spencer et al. v. Eversource Energy Service Company, No. 16-cv-353-PB, United States District Court, District of New Hampshire	premarked
DNA 3	Lease, PSNH to NPT, dated October 19, 2015, with Amendment (03-23-17)	premarked
DNA 4	NHPUC Order No. 25,882, dated April 15, 2016	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
DNA 5	TSA dated October 4, 2010, with amendments not available of public record and Karen Spencer, Secretary-Treasurer of Lagaspence Realty, LLC, pre-filed and supplemental pre-filed testimony with photographs...	premarked
DNA 6	Rodrigue Beland designates an Easement Deed from Raby to PSNH recorded in Coos County Registry of Deeds at Book 346, Page 363 (to be marked Dummer-Northumberland ABTR 6)	premarked
DNA 7 <i>through</i> DNA 21	Joshua Olson designates photographs (to be marked as Dummer-Northumberland-ABTR 7 through and including Dummer-Northumberland-ABTR 21	premarked
DNA 22	Joshua Olson designates an Easement Deed to PSNH recorded in Coos County Registry of Deeds in Book 374, at Page 008 (to be marked Dummer-Northumberland ABTR 22)	premarked
	* * *	
DEERFIELD - ABUTTING PROPERTY OWNERS (DFLD-ABTR)		
DFLD-ABTR 1	Supplemental Testimony of Deerfield Abutters filed 3/24/2017	premarked
DFLD-ABTR 2	Pre-filed testimony of Jo Anne Bradbury	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
DFLD-ABTR 3	DA Data responses of Jo Anne Bradbury	premarked
DFLD-ABTR 4	Easement of Jo Anne Bradbury	premarked
DFLD-ABTR 5	Corrected Pre-filed testimony of Jeanne Menard on behalf of Anne Burnett, originally filed Nov. 15, 2016 and Dec. 30, 2016	premarked
DFLD-ABTR 6	DA Data responses of Jeanne Menard	premarked
DFLD-ABTR 7	Easement of Jeanne Menard	premarked
DFLD-ABTR 8	Pre-filed testimony of Jeanne Menard on behalf of Menard Forest Family Limited Partnership filed Nov. 15, 2016	premarked
DFLD-ABTR 9	Case Study for 24 Nottingham Road, Deerfield	premarked
DFLD-ABTR 10	(retained for future exhibit)	premarked
DFLD-ABTR 11	Irene Cruikshank Letter	premarked
DFLD-ABTR 12	Timothy Mallette Letter	premarked
DFLD-ABTR 13	Barbara & Robert Matthews Letter	premarked
DFLD-ABTR 14	Paula Duchano Letter	premarked
DFLD-ABTR 15	(retained)	premarked
DFLD-ABTR 16	(retained)	premarked
DFLD-ABTR 17	(retained)	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
DFLD-ABTR 18	(retained)	premarked
DFLD-ABTR 19	(retained)	premarked
DFLD-ABTR 20	(retained)	premarked
DFLD-ABTR 21	(retained)	premarked
DFLD-ABTR 22	(retained)	premarked
DFLD-ABTR 23	Sherburne Woods, Deerfield	premarked
DFLD-ABTR 24	Sherburne Woods map	premarked
DFLD-ABTR 25	Deerfield Map	premarked
DFLD-ABTR 26	(retained)	premarked
DFLD-ABTR 27	Climate study	premarked
DFLD-ABTR 28	(retained)	premarked
DFLD-ABTR 29	(retained)	premarked
DFLD-ABTR 30	Easement 1 of Erick Berglund	premarked
DFLD-ABTR 31	Easement 2 of Erick Berglund	premarked

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**PHILIP H. BILODEAU AND
JOAN C. BILODEAU - LIMITED
INTERVENTION (BILODEAU)**

BILODEAU 1	Request to become interveners	premarked
BILODEAU 2	Pre-filed testimony	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
BILODEAU 3	Maps of the proposed Deerfield Substation site	premarked
	* * *	
ASHLAND TO DEERFIELD - NON-ABUTTING PROPERTY OWNERS (AD-N-ABTR)		
AD-N-ABTR 1	F. Maureen Quinn Pre-Filed Testimony (11-15-16)	premarked
AD-N-ABTR 2	F. Maureen Quinn Response to Data Requests (12-29-16)	premarked
AD-N-ABTR 3	F. Maureen Quinn Response to Data Requests made at 02/02/17 Technical Session	premarked
AD-N-ABTR 4	F. Maureen Quinn Supplemental Pre-Filed Testimony (03-24-17)	premarked
AD-N-ABTR 5	European Commission Scientific Committee on Emerging and Newly Identified Health Risks (SCENIHR) Opinion on Potential health risks of exposure to electromagnetic fields (EMF), adopted January 27, 2015 (submitted by Quinn)	premarked
AD-N-ABTR 6	A pooled analysis of magnetic fields and childhood leukemia, by Ahlbom, Day, Feychting, et al. British Journal of Cancer, 2000 (submitted by Quinn)	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
AD-N-ABTR 7	Childhood cancer in relation to distance from high voltage power lines in England and Wales: a case-control study, by Draper, Vincent, Kroll, and Swanson, British Medical Journal, 2005 (submitted by Quinn)	premarked
AD-N-ABTR 8	A Pooled Analysis of Magnetic Fields, Wire Codes, and Childhood Leukemia, by Greenland, Sheppard, Kaune, et al. Epidemiology, 2000 (submitted by Quinn)	premarked
AD-N-ABTR 9	The Sensitivity of Children to Electromagnetic Fields, by Kheifets, Repacholi, Saunders, and Van Deventer, Pediatrics, 2005 (submitted by Quinn)	premarked
AD-N-ABTR 10	Childhood Leukemia and EMF: Review of the Epidemiologic Evidence, by Kheifets and Shimkhada, Bioelectromagnetics Supplement, 2005 (submitted by Quinn)	premarked
AD-N-ABTR 11	World Health Organization, Environmental Health Criteria 238, Extremely Low Frequency Fields, Chapter 1 Summary and Recommendations for Further Study. 2007 (submitted by Quinn)	premarked

E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
AD-N-ABTR 12	United Nations Educational, Scientific and Cultural Organization (UNESCO) World Commission on the Ethics of Scientific Knowledge and Technology, The Precautionary Principle, March 2005 (submitted by Quinn)	premarked
AD-N-ABTR 13	"Science for Environment Policy": European Commission DG Environment News Alert Service, July 2010 (submitted by Quinn)	premarked
AD-N-ABTR 14	Southern New Hampshire Services, Inc. listing of Supportive Housing for the Elderly http://www.snhs.org/programs/housing-homeless/support-elderly/ , April 2017. (submitted by Quinn)	premarked
AD-N-ABTR 15	Google Earth map of 1 Upham Drive, Deerfield, NH, April 2017 (submitted by Quinn)	premarked
AD-N-ABTR 16	Pre-filed Testimony of Thomas and Madelyn Foulkes (11-15-16) (submitted by Foulkes)	premarked
AD-N-ABTR 17	Additional Pre-filed Testimony of Thomas and Madelyn Foulkes (12-30-16) (submitted by Foulkes)	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
AD-N-ABTR 18	University of Wisconsin Press: Do High Voltage Electric Transmission Line Affect Property Value? Authors: Stanley W. Hamilton and Gregory M Schwann (submitted by Foulkes)	premarked
AD-N-ABTR 19	Project Sudbury, Research Team News, May 26, 2016 (submitted by Foulkes)	premarked
AD-N-ABTR 20	SFGate Home Guide: How Much Do Power Lines Lower Real Estate Values? (submitted by Foulkes)	premarked
AD-N-ABTR 21	American Real Estate Society: High Voltage Power Lines: Do They Affect Residential Property Value? Charles Delaney, Douglas Timmons (submitted by Foulkes)	premarked
AD-N-ABTR 22	Headwaters Economics, Transmission Lines & Property Value Impacts: A Summary of Published Research on Property Value Impacts from High Voltage Transmission Lines, prepared for the MSTI Review Project: Primarily related to Montana Property Values (submitted by Foulkes)	premarked

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E X H I B I T S (continued)

EXHIBIT NO.	D E S C R I P T I O N	PAGE NO.
AD-N-ABTR 23	Electric and Magnetic Fields Best Management Practices for the Construction of Electric Transmission Lines in Connecticut, Approved on 12/14/07, http://www.ct.gov/csc/lib/csc/emf_bmp/emf_bmp_12-14-07_20080603083907.pdf	premarked
AD-N-ABTR 24	International Commission on Non-Ionizing Radiation Protection (ICNIRP) Guidelines for Limiting Exposure to Time-Varying Electric and Magnetic Fields (1Hz-100kHz), 2010	premarked
AD-N-ABTR 25	Table of EMF Levels	premarked

(End of List of Pre-filed exhibits as noted)

P R O C E E D I N G

1
2 CHAIRMAN HONIGBERG: Good morning,
3 everyone. We're going to get started. Lots to
4 do.

5 Normally, at these things, for people
6 who have been to SEC hearings in the past, the
7 Chair typically reads from a memorandum that
8 summarizes all that's happened to get us to the
9 point where we are at the beginning of the
10 adjudicative hearings. We will not be reading
11 from that, because it would take us all day.
12 And everyone knows why we're here.

13 There have been dozens of technical
14 sessions, multiple motions by many parties to
15 deal with evidentiary issues, discovery issues
16 scheduling issues. Almost all of them have
17 been ruled on. After we do some preliminaries,
18 I'll talk about a couple of motions, the
19 rulings of which haven't been issued yet, but
20 those decisions have been made. We'll talk
21 about how we're going to deal with confidential
22 information, should any questioner want to ask
23 about confidential information. And a couple
24 of other procedural notes that are not hugely

1 significant.

2 Before we do anything else, I'll have
3 the members of the SEC introduce themselves,
4 then we'll take appearances from the various
5 parties and intervenors out in the room. We'll
6 do that as quickly and as efficiently as we
7 can, and move on from there.

8 So, starting to my far left.

9 MR. OLDENBURG: William Oldenburg,
10 Department of Transportation.

11 DIR. WRIGHT: Craig Wright,
12 Department of Environmental Services.

13 CMSR. BAILEY: Kathryn Bailey, Public
14 Utilities Commission.

15 CHAIRMAN HONIGBERG: Martin
16 Honigberg, Public Utilities Commission.

17 MS. WEATHERSBY: Patricia Weathersby,
18 public member.

19 MR. WAY: Christopher Way, Department
20 of Resources and Economic Development.

21 MS. WHITAKER: Rachel Whitaker,
22 alternate public member.

23 CHAIRMAN HONIGBERG: To the far left,
24 at the end of the table, is Pam Monroe, whom

1 almost all of you know is the invaluable
2 Administrator of the Site Evaluation Committee.
3 To my immediate right is Mike Iacopino, who's
4 Counsel to the SEC, also invaluable.

5 Let's take appearances, starting with
6 the Applicant, then we'll do -- we're going to
7 work our way back from the Applicant, then
8 across to the back over there, and up to the
9 front, to end with Counsel for the Public.

10 MR. NEEDLEMAN: Barry Needleman, from
11 McLane Middleton, representing the Applicant.
12 To my right is Marvin Bellis, who is in-house
13 counsel at Eversource; to Marvin's right is
14 Elizabeth Maldonado, also in-house counsel at
15 Eversource; and to her right is Tom Getz, from
16 McLane Middleton.

17 CHAIRMAN HONIGBERG: Next table.

18 MR. BOLDT: Chris Boldt, Donahue
19 Tucker, Ciandella, for the City of Berlin, also
20 spokesman for the Cities of Franklin and Berlin
21 Municipal Group.

22 MS. PACIK: Danielle Pacik, with the
23 City of Concord, also the spokesperson for
24 Municipal Group 3-South.

1 MR. WHITLEY: Steven Whitley, from
2 Mitchell Municipal Group, on behalf of New
3 Hampton, Littleton, Pembroke, Deerfield,
4 Ashland Water & Sewer Department, and also the
5 spokesperson for Group 1-South and Group
6 3-North.

7 MS. FILLMORE: Christine Fillmore,
8 from Gardner, Fulton & Waugh, representing
9 Bethlehem, Bristol, Easton, Franconia
10 Northumberland, Plymouth, Sugar Hill, and
11 Whitefield, and the spokesperson for Municipal
12 Group 2.

13 MR. FOULKES: Tom Foulkes,
14 spokesperson for Non-Abutter Ashland to
15 Deerfield. To my left, Maureen Quinn, a member
16 of our group.

17 CHAIRMAN HONIGBERG: Could you repeat
18 your last name, sir?

19 MR. FOULKES: It's "Foulkes".
20 "That's all, folks."

21 MR. STAMP: Max Stamp, spokesperson
22 for the Pemi River Local Advisory Committee.

23 MS. MENARD: Jeanne Menard,
24 spokesperson for today for the Deerfield

1 Abutters. To my left is Erick Berglund and Bob
2 Cote.

3 MR. BILODEAU: Philip Bilodeau,
4 Intervenor Phil and Joan Bilodeau.

5 CHAIRMAN HONIGBERG: Is there nobody
6 else in the table are parties to Mr. Bilodeau's
7 right or behind him?

8 *[Non-verbal response given.]*

9 CHAIRMAN HONIGBERG: All right.
10 Good. Let's go to the back table to my right,
11 your left.

12 MR. PALMER: I'm Walt Palmer, from
13 Franconia. Spokesperson for the Abutting
14 Property Owners for the underground portion
15 from Bethlehem to Plymouth.

16 MR. THOMPSON: Brad Thompson,
17 spokesperson for the Abutters and Non-Abutters
18 Group 1-North for Pittsburg, Clarksville, and
19 Stewartstown.

20 MR. BAKER: Bob Baker. I represent
21 individual Intervenors Eric Olson, and his
22 family, including Joshua Olson, also Rodrigue
23 Beland. Those two are in the Dummer to
24 Northfield Abutters Group. I also represent

1 individually David Schrier and Rob Moore, and
2 his partners, who are both landowners in
3 Mr. Thompson's Clarksville to Stewartstown
4 Group.

5 MS. LEE: It's Mary Lee, representing
6 myself, Northfield intervenor.

7 MR. JUDGE: Stephen Judge, "Judge"
8 just like in a courthouse. I represent
9 McKenna's Purchase.

10 MR. BELIVEAU: Mark Beliveau, from
11 Pierce Atwood, representing Intervenors
12 Dixville Capital and the Balsams Resort. And
13 we are part of the Businesses with Economic
14 Interests Group.

15 MR. RAFF: Alan Raff. I represent
16 the International Brotherhood of Electrical
17 Workers. And we are the Intervenor Business
18 Group. To my left is Attorney Jamie Myers,
19 from the Coos County Business and Employers
20 Group.

21 MR. CUNNINGHAM: Arthur B.
22 Cunningham, representing Kevin Spencer and Mark
23 Lagasse d/b/a Lagaspence Realty.

24 MR. PLOUFFE: Bill Plouffe. I

1 represent the Appalachian Mountain Club. And
2 today I'm the spokesperson for the
3 Non-Governmental Organizations Intervenor
4 Group, which is composed of the Conservation
5 Law Foundation, the Appalachian Mountain Club,
6 and the Ammonoosuc Conservation Trust. And I'm
7 with the firm of Drummond Woodsum. And to my
8 right is Dr. Kenneth Kimball, from the
9 Appalachian Mountain Club.

10 MR. REIMERS: Good morning. Jason
11 Reimers, from the law firm of BCM Environmental
12 & Land Law, and I represent the Forest Society.

13 MR. ROTH: Good morning, Mr.
14 Chairman, members of the Committee. I'm Peter
15 Roth. I'm with the State of New Hampshire
16 Department of Justice, and I am Counsel for the
17 Public. With me today is Tom Pappas, from the
18 law firm -- the Primmer law firm, and Eli
19 Emerson, also with the Primmer law firm.

20 CHAIRMAN HONIGBERG: Could people in
21 the back hear Mr. Roth?

22 FROM THE FLOOR: Not very well.

23 CHAIRMAN HONIGBERG: Yes. Peter, for
24 some reason, you were quieter than everybody

1 else. I don't quite know why that is, and I
2 don't think it's normal.

3 MR. ROTH: How unusual. Do I need to
4 repeat the appearance?

5 CHAIRMAN HONIGBERG: No. I think we
6 got it.

7 MR. ROTH: Thank you.

8 CHAIRMAN HONIGBERG: Did we miss
9 anybody?

10 *[No indication given.]*

11 CHAIRMAN HONIGBERG: Oh, good. One
12 of the things about the microphones and the
13 speakers, and I think some of you who have been
14 here for other events know this, that the
15 speakers are fixed, while you're in various
16 places around the room. So, it may take a
17 second for me to be able to find you when you
18 start speaking, but, more importantly, Mr.
19 Patnaude, and the others who will be working as
20 stenographers here during the hearing can't see
21 you. So, if you, when you rise to speak or
22 when you need to speak, and it's not obvious, I
23 haven't called your name or something like
24 that, please identify yourself, and give us all

1 a chance to pick up where you are. It says
2 nothing about the unfortunate pillars that
3 prevent me from seeing Mr. Judge and Mr. Judge
4 from seeing me without one or the other of us
5 leaning, but it is what it is.

6 All right.

7 ADMIN. MONROE: Mr. Chairman?

8 CHAIRMAN HONIGBERG: Who is speaking?

9 ADMIN. MONROE: Pam Monroe.

10 *[Laughter.]*

11 ADMIN. MONROE: Just an
12 administrative matter. It's come to my
13 attention that the fire alarm went off in here
14 yesterday. It's been checked out, they
15 couldn't find any issue. But I just wanted to
16 point out that there are lit exit signs above
17 the doors. So, in the event the fire alarm
18 goes off, please find an exit door. And, also,
19 just be careful, there's a lot of cords out
20 here. Just be careful if you're up and moving
21 of the cords near your feet.

22 CHAIRMAN HONIGBERG: The lights on
23 the floor will not light up. Keep in mind that
24 the nearest emergency exit may, in fact, be

1 behind you.

2 There are a couple of motions that
3 haven't been ruled on that you need to know
4 about. The orders are in process and we'll get
5 them out as quickly as we can.

6 There's a pending motion to exclude
7 references to the ForwardNH Plan. That motion
8 is going to be denied.

9 There is a motion to preclude and
10 prevent references to statements made at
11 technical sessions. That's going to be mostly
12 denied. It remains the ruling that you cannot
13 use statements from technical sessions for
14 impeachment, but statements that were made can
15 be used for other purposes, which is consistent
16 with the earlier ruling regarding technical
17 sessions.

18 There is confidential information in
19 the record of this proceeding that we expect
20 people will use at times in the questioning of
21 witnesses and the making of presentations.
22 Many of the parties and intervenors have signed
23 confidentiality agreements, but not all have.
24 We also have members of the public, members of

1 the press who are here. If you need to use
2 confidential information, or if a witness needs
3 to reference confidential information, we're
4 going to ask you to stop. And we'll work out
5 exactly how and when to deal with references to
6 confidential information. If it's going to be
7 a lot, we'll probably ask you to suspend what
8 you're doing, do other things, and circle back
9 to it, when everybody can deal with the same
10 confidential information, and probably in the
11 order of the questioning that you all worked
12 out at the prehearing conference.

13 We'll work that out as we need to. I
14 think the people who are asking questions know
15 what's confidential and what's not, and that
16 shouldn't be too much of a problem. The
17 witnesses may be a little bit less familiar
18 with that.

19 In the event that we need to work
20 with confidential information, we will ask
21 those, who have not signed confidentiality
22 agreements, and any members of the public,
23 members of the press to leave. We'll have you
24 go out into the bullpen area behind the hearing

1 room, and we'll turn off the speakers that go
2 into that room.

3 If it makes sense, we'll schedule
4 those either right before or right after
5 breaks, so that it makes sense. People can do
6 something else while we're working on that.

7 In terms of the schedule, I know you
8 talked about that at the last prehearing
9 conference. We're going to try and take a mid
10 morning break, a break for lunch, a mid
11 afternoon break, and finish each day in the
12 4:30 to 5:15 range, depending on what makes
13 sense on that day.

14 We are going to try and keep the
15 lunch breaks short. I know that given where we
16 are in the City, there's not really anything in
17 walking distance that you can get something.
18 So, that limits your options to run out and buy
19 something, but it doesn't limit your options if
20 you can bring your own lunch. Brown bags are
21 good.

22 All right. Are there any preliminary
23 matters that need to be dealt with before the
24 first witness takes the stand?

[WITNESS: Quinlan]

1 [No indication given.]

2 CHAIRMAN HONIGBERG: All right.

3 Mr. Needleman.

4 MR. NEEDLEMAN: Thank you, Mr.
5 Chairman. I'm going to ask Mr. Quinlan to come
6 up.

7 MR. QUINLAN: Good morning.

8 (Whereupon **William J. Quinlan**
9 was duly sworn by the Court
10 Reporter.)

11 WITNESS QUINLAN: Can you hear me
12 back there?

13 **WILLIAM J. QUINLAN, SWORN**

14 **DIRECT EXAMINATION**

15 BY MR. NEEDLEMAN:

16 Q. Mr. Quinlan, could you state your name and
17 title for the record please.

18 A. My name is William J. Quinlan, and I'm the
19 President of Eversource New Hampshire.

20 Q. And briefly describe your role in this Project
21 please.

22 A. My role in this Project currently is I'm
23 responsible for, in essence, the Project
24 development, which is the siting, the

[WITNESS: Quinlan]

1 permitting, the construction planning, and
2 other related aspects of the Project. I became
3 involved in the Project in the 2014 time frame.
4 Q. And I've given you four exhibits, and I want to
5 identify those. I've given you Applicant's
6 Exhibit 4, Applicant's Exhibit 5, Applicant's
7 Exhibit 6, and Applicant's Exhibit 70. Exhibit
8 4 is the October 16th, 2015 Prefiled Testimony
9 of Jim Muntz; Exhibit 5 is the October 16th,
10 2015 prefiled testimony from you; Exhibit 6 is
11 the March 24th, 2017 Supplemental Quinlan
12 Testimony; and Exhibit 70 is a September 15th,
13 2016 letter from me to Ms. Monroe identifying
14 the fact that you and Mr. Bowes, who will
15 appear later, are jointly adopting Mr. Muntz's
16 testimony, who is no longer a part of the
17 proceeding, and identifying the specific
18 portions of the testimony that you are
19 adopting.

20 Do you have all those exhibits in front of
21 you?

22 A. I do.

23 Q. So, with respect to the three pieces of
24 testimony, Exhibits 4, 5, and 6, do you have

[WITNESS: Quinlan]

1 any changes that you want to make to any of
2 that testimony?

3 A. No.

4 Q. With respect to those three pieces of
5 testimony, and having in mind, with regard to
6 the Muntz testimony, the portions that you've
7 previously identified that you're adopting, do
8 you adopt all of that testimony and swear to it
9 today?

10 A. I do.

11 MR. NEEDLEMAN: Thank you. Mr.
12 Chairman, he's available for cross-examination.

13 CHAIRMAN HONIGBERG: Who will be
14 asking questions for Counsel for the Public?
15 Oh, I'm sorry, I've got the wrong order. Hang
16 on. Let me get that order out.

17 The City of Franklin and Berlin.

18 MR. BOLDT: Mr. Quinlan, Chris Boldt,
19 over here, sorry.

20 WITNESS QUINLAN: Gotcha.

21 MR. BOLDT: Representing the City of
22 Berlin, I have a few questions on both of your
23 original prefiled testimony and your
24 supplemental. So, I'll be focusing on

[WITNESS: Quinlan]

1 Exhibits 5 and 6, and only a few questions.

2 For the record, while I'm spokesman
3 for the City of Franklin as well, the City of
4 Franklin has tendered me no questions. We are
5 also not going into any confidential
6 information for purposes of our questioning.

7 **CROSS-EXAMINATION**

8 BY MR. BOLDT:

9 Q. Mr. Quinlan, I ask you first some general
10 questions on what's called the "Coos Loop
11 upgrades" that's referenced in your original
12 prefiled testimony and your supplemental. For
13 the panel's benefit, would you agree with me
14 that's roughly 100 miles of 155 kV line --
15 excuse me, 115 kV line that circles Coos
16 County, starting in Berlin, on the
17 Androscoggin, going north to the Paris
18 Substation, in Dummer, going west to the Lost
19 Nations Substation, in Northumberland, south to
20 Whitefield and its station, and then back east
21 to Berlin. Is that correct?

22 A. Yes. I would say generally correct. It is
23 115,000 volts, and it's approximately 100 miles
24 in its entire circumference.

[WITNESS: Quinlan]

1 Q. And you're aware that Berlin hosts not only the
2 PSNH/Eversource Smith Station hydro facility,
3 but also three other hydro facilities owned by
4 the Brookfield Company?

5 A. I am, yes.

6 Q. And we also host the Burgess biomass plant that
7 is 75 megawatts of power, correct?

8 A. Correct. Yes.

9 Q. And we also host the Jericho Wind Farm, which
10 is 15 megawatts of power. Gorham, one of our
11 sister towns beside us, also hosts three hydro
12 facilities, including the Gorham PSNH station,
13 correct?

14 A. That's correct, yes.

15 Q. And, also, Granite Reliable Wind Farm feeds
16 into the Coos Loop up in Millsfield and
17 Dixville towns that has 99 megawatts of power,
18 correct?

19 A. That's correct.

20 Q. And your prefiled testimony, Exhibit 5, on Page
21 7, Lines 7 and 8, makes reference to the
22 upgrades "unlocking up to 100 megawatts of
23 existing and future sources of renewable
24 energy". You see what I'm referring to there?

[WITNESS: Quinlan]

1 A. I do, yes.

2 Q. Okay. And it's my understanding, based on the
3 prehearing testimonies and the tech sessions,
4 that that is being accomplished through what's
5 called "thermal upgrades" to the existing
6 conductors. What are the conductors in this
7 situation?

8 A. The conductors are essentially the wires that
9 carry or transmit the electricity. And, when
10 you say a "thermal upgrade", it is a
11 replacement of the existing wire with a higher
12 capacity wire. Allows it to carry more
13 electricity to market, in essence.

14 Q. Now, parts of that Coos Loop have already been
15 upgraded to the level that you're intending to
16 do. The segment from Berlin to Whitefield has
17 been done already.

18 A. Yes. There are segments that have higher
19 capacity. However, there are significant
20 thermal limitations on the Loop. And what I'm
21 referring to here in my testimony is
22 reconductoring replacement of that wire to
23 ensure that the capacity is sufficient to get
24 the power from those generation assets that you

[WITNESS: Quinlan]

1 referred to to market.

2 Q. And the upgrades primarily are being located on
3 the northern leg from the Paris Substation to
4 the Lost Nations Substation, and then south
5 from Lost Nations to Whitefield, correct?

6 A. Yes. Generally, the northwestern quadrant of
7 the existing Loop would be upgraded, as well as
8 the tie to Vermont.

9 Q. Now, it's also my understanding, and correct me
10 if I'm wrong, that there will be certain
11 conductor upgrades on the segment of lines
12 running from Whitefield to the Moore hydro
13 facility on the Connecticut River, in Monroe,
14 correct?

15 A. Yes. That's the tie to Vermont that I'm
16 referring to.

17 Q. And I believe you also testified in your tech
18 session that there was to be a upgrade at the
19 Berlin Substation for an SVC unit,
20 approximately a \$20 million piece of equipment,
21 correct?

22 A. That's a potential upgrade. And it will be
23 determined based upon the study that we request
24 from the Independent System Operator, ISO-New

[WITNESS: Quinlan]

1 England. And it really is not focused on a
2 thermal limitation. It's focused on the
3 question of voltage stability. So, we will
4 request such a study from ISO-New England. If
5 they determine that a voltage regulator or
6 stabilization device is required at Berlin to
7 truly unlock this capacity, we will then pursue
8 that as part of our Project.

9 Q. And, so, that would be part of the conditions
10 of the approval for that study to be done,
11 completed, and that upgrade completed, correct?

12 A. If necessary, yes.

13 Q. And these upgrades to the Coos Loop all have to
14 occur before the Northern Pass Transmission DC
15 line that runs through that right-of-way is
16 charged, is put on line, correct?

17 A. So, in essence, we are reconfiguring the
18 right-of-way. So, the existing 115 kV line
19 that you're referring to has an existing
20 right-of-way, we'll, in essence, be building
21 Northern Pass in parallel using that existing
22 right-of-way. So, you'll now have two lines.

23 To make room for Northern Pass, we'll be
24 moving the existing line to allow us to fully

[WITNESS: Quinlan]

1 utilize the right-of-way. When we move that
2 line, we will be reconductoring the wire. So,
3 we'll be upgrading the wire as part of the
4 relocation of the line. So, in essence, yes,
5 you're correct. It will be done as we
6 reconfigure the right-of-way.

7 Q. But, obviously, that Coos Loop existing line
8 upgrade, it can't be just left on the ground,
9 it has to get connected before the
10 Hydro-Quebec/Northern Pass DC line running
11 through that right-of-way is charged, correct?

12 A. That's correct. It's a critically important
13 portion of our transmission grid, not only to
14 allow that small-scale hydro generation and
15 other renewable generation to get to market,
16 but also to serve customers in the North
17 Country. It's the primary transmission tie
18 into northern New Hampshire.

19 Q. And it, in fact, charges the new plant going on
20 line in Groveton, does it not?

21 A. Which plant are you referring to?

22 Q. I'm now blanking on the -- the folks that took
23 over Mr. Chapman's entity.

24 A. I think that what you're referring to is a

[WITNESS: Quinlan]

1 redevelopment of the Groveton mill.

2 Q. Right.

3 A. And a company that's moving into the region, I
4 think they're referred to as "NSA", some small
5 manufacturer. So, yes. They would served, in
6 essence, off of this transmission network.

7 Q. And I believe the documentation produced says
8 that these upgrades will be approximately
9 \$55 million of value added. That's being paid
10 by Northern Pass Transmission, correct?

11 A. That's correct. That's our preliminary
12 estimate. It's in the 50 to \$55 million range.
13 You mentioned the possible need for voltage
14 stabilization. That's an important variable in
15 the overall price tag. But our current
16 estimate is in the 50 to \$55 million range.

17 Q. And right now that line is owned by
18 Eversource/PSNH, correct?

19 A. That's correct.

20 Q. And it will stay owned by PSNH after this
21 upgrade is done, correct?

22 A. That's correct. Yes.

23 Q. And, accordingly, those improvements can and
24 should be a condition of any approval by the

[WITNESS: Quinlan]

1 SEC, correct?

2 A. Yes.

3 Q. If I may turn your attention to what's
4 referenced as the "ForwardNH Fund". That is
5 referenced beginning on Page 6 of Exhibit 5,
6 Lines 16 and 17, as a \$20 million [\$200
7 million?] contribution, based on \$10 million a
8 year for 20 years, correct?

9 A. That's correct, yes.

10 Q. And that includes what's referenced as the
11 "North Country Jobs Creation Fund", which is
12 \$7.5 million?

13 A. That's not correct. That is a separate
14 commitment that we've made.

15 Q. So, it's, in essence, 207.5 million combined?

16 A. Two different funds, two separate and
17 independent funds. But, in essence, yes,
18 that's the total commitment.

19 Q. And who is funding those amounts?

20 A. Those amounts will be funded through Northern
21 Pass Transmission as a Project expense.

22 Q. And, obviously, those funds would not be
23 provided if Northern Pass is not approved,
24 correct?

[WITNESS: Quinlan]

1 A. Generally true. Although, in both instances,
2 we have made certain advance commitments prior
3 to the funds being formally established. But
4 the vast majority of the funds would be
5 available with approval of Northern Pass.

6 Q. Now, the ForwardNH Fund, your testimony on Page
7 6, Lines 18 and 19, says it's to target -- its
8 target is to assist "host communities,
9 particularly host communities in the North
10 Country". Correct?

11 A. That's correct. Yes.

12 Q. And, while we all may understand, what is your
13 understanding of the phrase "North Country"?

14 A. My definition is, you know, the land north of
15 Franconia Notch. And I know that, you know,
16 there's debate over that, but that's what I
17 generally would consider the "North Country",
18 in essence, Coos County.

19 Q. And, in short, this is not a fund that's
20 intended to assist the southern tier of the
21 state or the seacoast that does not have the
22 depressed areas, shall we say, of economic
23 development?

24 A. So, again, I think, you know, the emphasis will

[WITNESS: Quinlan]

1 be on the North Country and the emphasis will
2 be on host communities. There are certainly
3 host communities south of the North Country.
4 But we are putting a particular emphasis on
5 that area, both because it hosts a significant
6 portion of the line, and because it is a
7 economically challenged portion of our service
8 territory. That's not to say that it's
9 exclusively going to be deployed in the North
10 Country.

11 Q. But is it safe to say a majority of the funds
12 would be?

13 A. That remains to be seen. You know, ultimately,
14 these funding decisions will not be made by the
15 Company. They will be made by an independent
16 group.

17 Q. And that raises one other question I have. Who
18 appoints -- who determines who those directors
19 will be?

20 A. You know, as part of my supplemental testimony,
21 we explain the general approach to the
22 ForwardNH Fund. The fact that we have now
23 filed articles with the Secretary of State
24 here. It truly will be an independent fund.

[WITNESS: Quinlan]

1 We do expect there to be either a director or
2 managing director. We anticipate having
3 co-chairs for the board. And it is those
4 co-chairs who will select the balance of the
5 board member and also the advisory board.

6 Q. And who will appoint that initial chair or
7 co-chair?

8 A. Likely, the Company. We will seek input from
9 others. But, you know, our goal is to ensure
10 that we have highly credible individuals
11 co-chairing this board, who understand New
12 Hampshire, understand these four focus areas,
13 and can really make the best use of the Fund
14 proceeds.

15 Q. Now, one emphasis you made earlier was that you
16 have already done some activity under the Fund.
17 One is the loan to the Balsams of -- I believe
18 the evidence shows it's about \$5 million,
19 correct?

20 A. That's correct, yes.

21 Q. And, being a loan, I presume it means it's
22 going to be paid back?

23 A. It's truly a loan. It could be paid back. It
24 could be converted to equity as well. You

[WITNESS: Quinlan]

1 know, that will depend on, you know, future
2 circumstances around the Balsams. But,
3 currently, it is structured as a loan that
4 would be repaid back to the ForwardNH Fund and
5 then redeployed.

6 Q. And that was going to be my question. If it's
7 paid back, it's paid back to the Fund?

8 A. It is.

9 Q. Okay.

10 A. As well as any return or interest on the loan.

11 Q. If I can turn your attention now to Page 8 of
12 Exhibit 6, which is your supplemental
13 testimony, at Lines 13 and 14. That reflects
14 the Company's interest to gain -- or, to give a
15 commitment not to sue various host towns if
16 they agree to the Company's desired straight
17 line depreciation method. Do you see what I'm
18 referring to there?

19 A. I do, yes.

20 Q. Okay.

21 A. It's, in essence, our commitment to establish a
22 tax floor. You know, I recognize there are
23 questions that some municipalities have about
24 tax benefits out in the future. This is an

[WITNESS: Quinlan]

1 attempt to establish a floor for those tax
2 payments. And our commitment is to not seek
3 tax abatements if the straight line
4 depreciation method is used, which we believe
5 is the appropriate methodology.

6 Q. And we respect and understand that that's been
7 the Company's position, frankly, for many
8 years. And, as you make reference to in the
9 question that gained that testimony, the
10 Company has sued a number of communities,
11 including some of the host communities, over
12 the past many years for tax years starting 2010
13 to current -- current years. Is that correct?

14 A. Yes. So, as a company, particularly a heavily
15 regulated company, we do have an obligation to
16 our customers to keep rates just and
17 reasonable. And, you know, in instances where
18 a municipality imposes a tax burden that is not
19 consistent with industry practices, industry
20 norms, we have an obligation to our remaining
21 customers to seek to abate those taxes. And we
22 have, in fact, done so where valuations are way
23 out of line with a straight line methodology.
24 So, that's something that we have done in the

[WITNESS: Quinlan]

1 past.

2 This is an attempt to assure host
3 municipalities that, at a minimum, they could
4 count on this level of tax revenues.

5 Q. But you understand, Mr. Quinlan, that the
6 courts and the BTLA have not agreed with the
7 Company's straight line methodology, most
8 recently in the --

9 A. I don't necessarily believe that's the case. I
10 think it's an open question before the courts.

11 Q. Would you agree for the condition to be changed
12 from that floor to follow the supreme court's
13 ruling, if it issues one contrary to this
14 straight line methodology in the pending
15 appeals that are before the Supreme Court?

16 A. That would be speculation. We will address
17 that if and when the Supreme Court issues its
18 ruling. We do feel very confident in our
19 Supreme Court case. We also are encouraged by
20 some of the lower court rulings.

21 Q. If you would turn to Attachment F to Exhibit 6,
22 your supplemental testimony. That is your
23 illustration of taxes paid by Allenstown, just
24 as an exemplar. Do you have that page in front

[WITNESS: Quinlan]

1 of you, sir?

2 A. I do.

3 Q. Okay. And that shows the value of the Northern
4 Pass line's portion in Allenstown dropping from
5 22 million, to approximately 11 million, over
6 the course of 20 years. Do you see that, sir?

7 A. I do, yes.

8 Q. Okay. So, it's, in essence, saying it's lost
9 half its value in 20 years?

10 A. It's been depreciated over the first 20 years
11 of its useful life.

12 Q. But does that mean then it's lost half of its
13 value, sir?

14 A. From its assessment value, yes.

15 Q. So, are the towers that are going to go through
16 Allenstown going to lose half of their
17 structural integrity over that 20-year period?

18 A. The assessed value will be reduced.

19 Q. Does that mean the conduits and wires will lose
20 half of their capacity over that 20 years?

21 A. In a similar fashion, the assessed value will
22 be reduced. That's the whole concept of
23 depreciation of a utility asset.

24 Q. But, actually, the physical nature of those

[WITNESS: Quinlan]

1 assets will not have been depleted by 50
2 percent, will it, sir?

3 A. I think we're mixing physical integrity and
4 accounting. You know, from an accounting
5 perspective, it's been depreciated.

6 Q. But that does not equate to value, does it,
7 sir?

8 A. It does. From an accounting perspective, it is
9 the value. Depreciated value.

10 Q. With depreciation value getting to zero in 40
11 years by this method, correct?

12 A. That's correct. That's the -- from an
13 accounting perspective, the useful life of the
14 asset.

15 Q. So, if, from an accounting perspective, my
16 house is paid off in 20 years, it has zero
17 value?

18 A. We are mixing a different type of asset.
19 You're no longer talking about a utility asset.

20 Q. Well, --

21 CHAIRMAN HONIGBERG: Mr. Boldt, are
22 you planning on asking for a ruling on the
23 property tax abatement cases that the City and
24 the Company has been involved with over the

[WITNESS: Quinlan]

1 years?

2 MR. BOLDT: I am questioning, Mr.
3 Chairman, the public benefit issue that was
4 raised in supplemental testimony, and wanting
5 to make sure that the panel considers what is
6 actually the law in New Hampshire when it comes
7 to valuation of these assets running through
8 the Company's service territory.

9 CHAIRMAN HONIGBERG: And are you
10 planning on making an argument regarding that
11 law to us that you're expecting us to resolve?
12 Because, apparently, there's a case at the
13 Supreme Court that I expect both the
14 municipalities and the Company will be bound by
15 when and if it's issued, is that right?

16 MR. BOLDT: That is correct. And it
17 is contrary to what the presentation was. So,
18 I am merely exploring that, and I think I've
19 made the point.

20 CHAIRMAN HONIGBERG: Thank you, Mr.
21 Boldt.

22 MR. BOLDT: With that, I pass the
23 witness. Thank you, Mr. Quinlan.

24 WITNESS QUINLAN: You're welcome.

[WITNESS: Quinlan]

1 CHAIRMAN HONIGBERG: Mr. Beliveau,
2 they give me a list and, if I'm smart, I follow
3 it. And occasionally I'm not, so I apologize
4 for that. Mr. Beliveau.

5 MR. BELIVEAU: Thank you, Mr.
6 Chairman. Yes. Again, I'm here representing
7 Dixville Capital and the Balsams Resort, and
8 part of the Businesses with Economic Interests
9 Group.

10 And Attorney Boldt did such a fine
11 job in asking questions, he covered my topics.
12 And I am going to defer to Attorney Alan Raff,
13 who is also representing parties in the
14 Businesses with Economic Interests.

15 CHAIRMAN HONIGBERG: Mr. Raff.

16 MR. RAFF: For the record, I'm Alan
17 Raff, representing the International
18 Brotherhood of Electrical Workers. Thanks for
19 coming, Mr. Quinlan.

20 WITNESS QUINLAN: You're welcome.

21 BY MR. RAFF:

22 Q. Just some questions on jobs. Start in the
23 prefiled testimony dated October 16, 2015, you
24 stated that the Project will create thousands

[WITNESS: Quinlan]

1 of jobs, is that correct?

2 A. That's correct. Yes. Approximately 2,600 I
3 believe is our estimate.

4 Q. Thank you. Do you anticipate that a majority
5 of these jobs will be created in the North
6 Country?

7 A. That's a difficult question to answer. I would
8 say the majority of the jobs will be sourced
9 locally within New Hampshire. We will source
10 what we can in the North Country, it just makes
11 sense. We have made a "New Hampshire First"
12 commitment for the entirety of the Northern
13 Pass Project, where, to the maximum extent
14 possible, we are going to engage local
15 contractors and individuals in the construction
16 activities. You know, our hope and expectation
17 is that many of these positions will be filled
18 locally, both within the North Country and the
19 balance of New Hampshire. That's certainly our
20 commitment and our goal.

21 Q. Thank you. Is the Project -- on Page 5 of your
22 prefiled testimony from October 16th, you
23 reference the "Project Labor Agreement" you
24 referred to as one way of ensuring New

[WITNESS: Quinlan]

1 Hampshire workers are the first to work on this
2 Project, correct? That's what it's for?

3 A. Yes. So, the Project Labor Agreement is an
4 agreement between our major contractors and
5 organized labor. It essentially defines how
6 the construction portion of the Project will be
7 pursued. There are certain work, which is
8 highly technical, specialized, which will be
9 the purview, if you will, of the IBEW and other
10 skilled electrical workers. And then there are
11 a whole series of activities,
12 construction-related, that are carved out for
13 local contractors, whether they're union or
14 non-union to participate on.

15 So, the Project Labor Agreement defines
16 that separation of responsibility and provides
17 clarity and certainty as to not only organized
18 labor, but to local contractors.

19 Q. Thank you. And you're familiar with IBEW Local
20 490 and 104, is that correct?

21 A. I am.

22 Q. And the Project Labor Agreement applies to both
23 of these local unions, correct?

24 A. That's correct, yes.

[WITNESS: Quinlan]

1 Q. You would agree with me that, as a result of
2 this --

3 *[Court reporter interruption.]*

4 CHAIRMAN HONIGBERG: Mr. Raff, slow
5 down.

6 BY MR. RAFF:

7 Q. You would agree with me that, as a result of
8 the Project Labor Agreement, that New Hampshire
9 workers from the IBEW Locals 104 and 490 will
10 be called upon to help complete this Project,
11 is that accurate?

12 A. Yes. That's accurate. Again, to the extent
13 possible, we're going to put New Hampshire
14 workers to work on this Project. You know, our
15 expectation is that a project of this magnitude
16 will require us to go beyond New Hampshire.
17 So, we're looking into, you know, what can we
18 reasonably source locally and what's the
19 increment that we're going to have to bring in
20 from out of state.

21 But it's certainly our commitment and goal
22 to fully employ the New Hampshire workforce
23 first.

24 Q. Thank you. So, you would agree with me that

[WITNESS: Quinlan]

1 this would mean that the members of these local
2 unions would be paid wages and receive benefits
3 as a result of work on the Project, correct?

4 A. That's correct. Yes. Under the Collective
5 Bargaining Agreement.

6 Q. Right. You also stated on Page 5 of your
7 testimony that PSNH and NPT have developed the
8 New Hampshire Energy Jobs Partnership, is that
9 accurate?

10 A. That's correct. Yes.

11 Q. And this Partnership is in collaboration with,
12 amongst others, the IBEW?

13 A. That's correct.

14 Q. This initiative will help provide desirable job
15 opportunities and careers for New Hampshire
16 residents?

17 A. Yes. So, the intention there is to create an
18 apprentice training program to bring new,
19 interested individuals into a highly skilled
20 trade. We actually have our first group of
21 apprentices working on other projects within
22 New Hampshire as we speak, learning the trade
23 under the purview of our contractors. So, we
24 are beginning to already establish these

[WITNESS: Quinlan]

1 apprentices and put people to work.

2 What we are currently announcing, and have
3 actually started, is a partnership with
4 Manchester Community College, as well as with
5 the IBEW, where, prior to them ever entering
6 their apprenticeship, young workers will have
7 an opportunity to receive a Certificate in
8 Electrical Technology.

9 Our business is getting more and more
10 complex as we further automate our
11 transmission/distribution system. So that
12 electrical theory, we're going to make it
13 available to them through the Manchester
14 Community College. Once they have gotten their
15 certificate or, in some cases, their degree,
16 they will then enter into our formal apprentice
17 training program with the IBEW on projects like
18 Northern Pass.

19 This is an exciting initiative. If we
20 look at our workforce in the future for PSNH,
21 we have a lot of need for highly skilled,
22 electrically sophisticated workers, and this is
23 the way to create the electrical worker of the
24 future. So, we're going to use Northern Pass

[WITNESS: Quinlan]

1 and other projects like it to bring this all to
2 life, and to create these highly desirable
3 apprenticeships.

4 So, yes. We're excited about this. You
5 know, we are already underway in both
6 apprentice programs, and we look to grow them
7 as Northern Pass becomes a reality.

8 MR. RAFF: Thank you. That's all I
9 have.

10 CHAIRMAN HONIGBERG: The next on my
11 list is "Wagner Forest Management", but no one
12 entered an appearance for Wagner. Does any
13 intend to ask questions for them?

14 *[No indication given.]*

15 CHAIRMAN HONIGBERG: All right.
16 Seeing none, now I think we're to Counsel for
17 the Public. Looks like Mr. Pappas is getting
18 up.

19 MR. PAPPAS: I am. Good morning, Mr.
20 Quinlan.

21 WITNESS QUINLAN: Good morning. How
22 are you?

23 MR. PAPPAS: Good morning again.

24 WITNESS QUINLAN: Good morning again.

[WITNESS: Quinlan]

1 MR. PAPPAS: I'm Tom Pappas. And I
2 represent Counsel for the Public.

3 BY MR. PAPPAS:

4 Q. I want to just follow up on the last series of
5 questions. When you mention the "apprentice
6 program", approximately how many people have
7 gone through that program so far?

8 A. Roughly 15 are in the field currently with our
9 contractors, and another 12 or so are in our
10 program at Manchester Community College. So,
11 27, roughly.

12 Q. Thank you.

13 A. Our expectation, however, is that it will grow
14 substantially in both areas as these projects
15 move forward.

16 Q. Okay. Now, I want to ask you some questions
17 about the Coos Loop that you also testified
18 about earlier. And, to start, the Coos Loop
19 essentially comprises six segments, does it
20 not?

21 A. Subject to check, yes.

22 Q. Okay. And these six segments have different
23 conductor ratings, is that right?

24 A. To the earlier question, yes, there are

[WITNESS: Quinlan]

1 different capacity on the current loop.

2 Q. And these --

3 MR. ROTH: We're not getting the --

4 CHAIRMAN HONIGBERG: Let's go off the
5 record for a minute.

6 (Off-the-record discussion
7 ensued.)

8 MR. PAPPAS: Tell you what, we'll go
9 without it.

10 BY MR. PAPPAS:

11 Q. Mr. Quinlan, let me ask you this. Within the
12 Coos Loop, different segments of the Loop have
13 different conductor ratings, correct?

14 A. I think I answered that question, but the short
15 answer is "yes".

16 Q. Good. And, if you look now on the screen, to
17 the right is the Coos Loop, and you see the
18 different substations, and between those
19 substations are the different segments, is that
20 right?

21 A. Yes.

22 Q. Okay. And, currently, --

23 MR. IACOPINO: And, Mr. Pappas,
24 you're referring to Counsel for the Public

[WITNESS: Quinlan]

1 Exhibit 44, is that correct?

2 MR. PAPPAS: I am. Thank you.

3 MR. IACOPINO: Thank you.

4 BY MR. PAPPAS:

5 Q. And, currently, the constraints on the Loop are
6 because of the different conductor carrying
7 capacity within those different segments,
8 correct?

9 A. Yes. You know, I think these are -- this is a
10 question better asked to someone like
11 Mr. Bowes, who is an electrical engineer and
12 responsible for system planning. But, yes.
13 It's due to limitations in the carrying
14 capacity of the conductor.

15 Q. Okay.

16 A. Particularly in the northwest quadrant of that
17 Loop.

18 Q. And, in order for power from the Coos Loop to
19 get to the New England power grid, it has to go
20 out of one of two paths, is that right? And,
21 if you look at this exhibit, you can see both
22 paths lead out of Whitefield towards the grid,
23 correct?

24 A. Yes. There's a westerly path into Vermont and

[WITNESS: Quinlan]

1 a southerly path into southern New Hampshire.

2 Q. Okay. And, as part of the Northern Pass
3 Project, two sections of those -- of that grid
4 are going to be upgraded. One is between Paris
5 Substation and Whitefield Substation, is that
6 right?

7 A. Yes.

8 Q. Okay. And there, what's going to happen is the
9 current 115 kV line has to be moved out of the
10 way so that the Northern Pass line can go in
11 its place, correct?

12 A. That's correct. Yes.

13 Q. And, when you move that 115 line, you're going
14 to upgrade the conductor capacity when you put
15 it back, correct?

16 A. Correct.

17 Q. And, then, a second upgrade is going to be a
18 small one-half mile segment in the Coos Loop,
19 is that right?

20 A. You're referring to the segment back to the
21 station?

22 Q. Yes.

23 A. Yes.

24 Q. Okay. Now, neither of those two upgrades will

[WITNESS: Quinlan]

1 help improve or increase the capacity of power
2 leaving the grid -- leaving the Coos Loop and
3 going to the grid, correct? Doing that alone
4 can't increase the amount of power that can go
5 to the grid, correct?

6 A. I don't believe that's correct. Those are the
7 most limiting thermal segments on the Loop.
8 Which means they are the ones that essentially
9 define the export capacity of the Loop.

10 Q. Aren't the --

11 A. There is another segment, again, to the west,
12 that is limiting for flow into Vermont, and
13 that's also being upgraded.

14 Q. But stay with me, if you will.

15 A. Okay.

16 Q. Doing those two things alone does not increase
17 the capacity or the ability to move more power
18 out of the Loop and onto the grid, correct?

19 A. I don't believe that's true. Again, I think
20 that's a question better left to Mr. Bowes.
21 But they are the most limiting segments of the
22 Loop, and therefore define the capacity of
23 power to flow over the loop out into the New
24 England grid, whether it's to the west or to

[WITNESS: Quinlan]

1 the south.

2 Q. Okay. Mr. Quinlan, what I'm showing you is
3 Counsel for the Public's Exhibit 45. This is
4 the second page. And this exhibit is a
5 Background Report by the New Hampshire Public
6 Utilities Commission to the New Hampshire
7 General Court. And, on the second page, it
8 lists the conductor capacity of each of the
9 segments on the Coos Loop. Are you familiar
10 with these segments and their capacity?

11 A. No.

12 Q. Okay. Fair enough. You are a mechanical
13 engineer, correct? You have a degree in
14 Mechanical Engineering?

15 A. I do.

16 Q. Okay. So, if you look at the different
17 segments on Exhibit 45, and under "Conductor",
18 you'll see that they have different conductor
19 capacities. Do you see that?

20 A. They have different summer ratings. Yes, I see
21 that.

22 Q. Well, under "Conductor", it has the -- well,
23 for instance, the first one has both the "336"
24 and the "795", do you see that?

[WITNESS: Quinlan]

1 A. I do.

2 Q. And I'd be correct in saying that, in layman's
3 terms, you can send more power over the 795
4 than you can over the 336?

5 A. In essence, yes.

6 Q. Yes. And, in layman's terms, having a 336
7 conductor causes constraints, limits the amount
8 of power you can send over the line, correct?

9 A. Generally, yes.

10 Q. Yes.

11 A. The smaller the conductor, the lower the
12 carrying capacity.

13 Q. Uh-huh. So, would you also agree with me that,
14 until the segments that have a 336 conductor
15 are upgraded, they're going to limit the amount
16 of power that can leave the Coos Loop and go
17 into the grid, correct?

18 A. Yes. Again, I would pose that question to
19 Mr. Bowes.

20 Q. All right.

21 A. But just so you understand my involvement in
22 the Coos Loop, --

23 Q. Uh-huh.

24 A. -- you know, I asked the question of our System

[WITNESS: Quinlan]

1 Planning Group, "What would it take us for us
2 to unlock the renewable generation that exists
3 on the Loop?" They do the necessary analysis
4 of the current configuration, its capacity,
5 where the constraints are, whether they're
6 thermal or voltage, and what it would take to
7 overcome those constraints.

8 Q. Uh-huh.

9 A. So, the details of all that is -- was analyzed
10 by our System Planning organization. I'm not
11 familiar with the report you're referring to
12 here, which appears to be, you know, a 2010
13 report. The analysis that my team performed
14 was in the 2014 and '15 time frame.

15 Q. Okay.

16 A. And these are the folks who plan the
17 transmission grid. So, they understand design,
18 they understand circuit flows, they understand
19 system planning. And that's the basis upon
20 which we propose our upgrade.

21 Q. Okay. Okay. Let me show you Counsel for the
22 Public's Exhibit 46, which is a May 29, 2015
23 document entitled "Northern Loop Transmission
24 Constraints and Opportunities". Do you see

[WITNESS: Quinlan]

1 that?

2 A. I do.

3 Q. And this is an Eversource document?

4 A. That's correct.

5 Q. Okay. And a moment ago you said you tasked
6 some folks at Eversource in the 2014-2015
7 period to look at the Coos Loop, is that right?

8 A. That's correct.

9 Q. Okay. So, if we look at the second page, it
10 lists the agenda, and --

11 MR. NEEDLEMAN: I'm sorry. Tom, can
12 I interrupt for one minute.

13 MR. PAPPAS: Sure.

14 MR. NEEDLEMAN: And it's Barry. Is
15 this a confidential document?

16 MR. PAPPAS: The confidential part is
17 redacted.

18 MR. NEEDLEMAN: Okay. Thank you.

19 MR. PAPPAS: Yes.

20 BY MR. PAPPAS:

21 Q. If you look at the second page, Mr. Quinlan, it
22 lists the tasks of the group that looked at
23 this. Do you see that?

24 A. I do. Yes.

[WITNESS: Quinlan]

1 Q. And one of them is, I think you mentioned,
2 "Upgrades needed incremental to the Northern
3 Pass". Do you see that?

4 A. I see that, yes.

5 Q. And that you understand to be things that need
6 to be done within the Northern Pass Project
7 that could help the Coos Loop?

8 A. Not exactly, no. So, as you mentioned earlier,
9 we are relocating a portion of the existing 115
10 kV line to make room for Northern Pass.

11 Q. Uh-huh.

12 A. So that reconductoring is part of the base
13 project.

14 Q. Yes.

15 A. What is meant by "incremental" are upgrades
16 above and beyond that which would otherwise
17 occur on the Project. So, there are some
18 incremental upgrades that this team proposed
19 beyond what the Project would normally do.

20 Q. Okay. So, this is Page 4 of this document.
21 And the first bullet item says "Flowgate
22 restrictions can be a combination of thermal
23 volt" -- "thermal, voltage, and stability
24 issues". Do you see that?

[WITNESS: Quinlan]

1 A. Yes.

2 Q. And, by "flowgate restrictions", do you
3 understand that to be being able to allow power
4 from the Coos Loop to leave the Loop and go
5 onto the New England grid?

6 A. Generally, yes. A flowgate is a restriction or
7 a limitation on the amount of power that can
8 flow in a particular direction.

9 Q. All right. And, so, there are a few items that
10 restrict the ability of power to leave the Coos
11 Loop and go onto the New England grid, which
12 are thermal, we talked a moment ago, the size
13 of the conductor, there's also voltage and
14 stability issues that I think you touched upon
15 earlier as well this is part of an ISO I-39
16 study, correct?

17 A. Particularly in Berlin, yes.

18 Q. Yes. Okay. So, the next page of the exhibit
19 lists some specific findings. And the first
20 one shows that "NPT", being Northern Pass
21 Transmission, is what their planning to do, in
22 terms of the Northern Pass Project, which is,
23 as I mentioned earlier, relocating that section
24 of 115 line to make room for the Northern Pass

[WITNESS: Quinlan]

1 line, correct?

2 A. Yes. That's correct. And Item 2 suggests
3 there are other constraints that would be
4 required to be relieved to unlock the entirety
5 of the Loop.

6 Q. Right.

7 A. And those are the incremental upgrades that we
8 are committing to. The third item is the
9 voltage stability issue that I was referring to
10 in Berlin. So, if needed, if determined by
11 ISO-New England that we need to address that,
12 we will do so as well.

13 Q. Uh-huh. Well, in the second item it says "NPT
14 does not upgrade", and then it lists two items.
15 Do you see that?

16 A. Correct. Those are the incremental items that
17 we have committed to above and beyond that
18 which what Northern Pass would do normally.

19 Q. Okay. Do you know where in the Application you
20 have made that commitment?

21 A. Again, I would pose that question to Mr. Bowes.

22 Q. Fair enough.

23 A. But it's something that I have committed to as
24 part of the ForwardNH Plan. It is in our cost

[WITNESS: Quinlan]

1 estimate.

2 Q. Which cost estimate is that?

3 A. Our overall Project cost estimate.

4 Q. The \$1.6 billion?

5 A. Yes. Correct.

6 Q. Okay. So, if I understand your testimony, it's
7 that whatever is necessary to upgrade both the
8 Coos Loop itself and the lines leaving the Loop
9 that allows power to go to the New England
10 grid, you're going to do it, Eversource is
11 going to do it as part of the Northern Pass
12 Project. Do I understand that?

13 A. What we are committing to do are these
14 additional upgrades on Item 2. The 16 miles of
15 the Q-195 line, the half-mile of the O-154 line
16 to bring us back to Paris Substation, as well
17 as anything incremental that ISO-New England
18 determines to deal with voltage stability in
19 Berlin. That's been our commitment, yes.

20 Q. Okay. Now, is it you or is it Mr. Bowes I
21 should ask about the current capacity on the
22 Coos Loop and what would be permitted after the
23 upgrades?

24 A. I would say the details I would defer to

[WITNESS: Quinlan]

1 Mr. Bowes. But just, you know, I can give you
2 the big picture. Which is there's
3 approximately 250 megawatts of interconnected
4 generation on any given limiting hour.

5 Q. Uh-huh.

6 A. Up to 100 megawatts of that generation cannot
7 get out to market. So, our goal is to unlock
8 that incremental 100 megawatts, roughly.
9 That's kind of the big picture to what this
10 upgrade would install. Mr. Bowes can get into
11 the details.

12 Q. Okay. What's on the screen now in front of you
13 is Counsel for the Public's Exhibit 47, which
14 is an internal document authored by Jerry
15 Fortier at Eversource. Do you see that?

16 A. I do.

17 Q. Okay. And, if you look down to the third
18 question, the question is "How much additional
19 generation would this unlock?" Do you see
20 that?

21 A. I do, yes.

22 Q. And Mr. Fortier indicated that "In any given
23 hour, this would allow 43 to 49 megawatts of
24 additional existing generation to operate." Do

[WITNESS: Quinlan]

1 you see that?

2 A. I do.

3 Q. So, it was Mr. Fortier's view that, by doing
4 the upgrade of the Coos Loop, both internally
5 and externally, it would allow an "additional
6 43 to 49 megawatts of a additional power". Is
7 that what this says?

8 A. That is what it says. You know, again, it's
9 our system planners who really have the
10 specifics around this.

11 Q. Uh-huh.

12 A. And, you know, they look at the most limiting
13 conditions. And they have shared with me, and
14 you saw that probably in the prior
15 presentation, that there are hours when up to
16 100 megawatts are constrained. Mr. Fortier is
17 not a system planner.

18 Q. He was tasked to look at this issue, wasn't he?

19 A. He is heading up our project development, under
20 my direction.

21 Q. Okay. Now, are you familiar with what the
22 total capacity of the generators on the Coos
23 Loop is today?

24 A. I think I said in the 250 to 300 megawatt

[WITNESS: Quinlan]

1 range. This suggests that there's 282
2 megawatts.

3 Q. Okay. Now, are you familiar with a potential
4 new wind farm that would feed into the Coos
5 Loop?

6 A. I am not.

7 Q. Are you familiar with the lease between
8 Northern Pass and Wagner Forest that allows
9 Northern Pass to use the Wagner Forest for a
10 section of the right-of-way?

11 A. Generally, yes.

12 Q. And are you familiar that within that lease
13 there's a discussion about an additional wind
14 farm on the Wagner Forest that would tie into
15 the Coos Loop?

16 A. I believe there's an option that Northern Pass,
17 through its affiliate, has acquired for the
18 potential development of a wind farm. That's
19 not our current intention.

20 Q. Okay.

21 A. We have no plan or intention to develop such a
22 project at this point.

23 Q. Do you know what the capacity of that potential
24 project would be?

[WITNESS: Quinlan]

1 A. Again, we have no intention of developing it at
2 this point. It's not to say in the future we
3 wouldn't look at that potential. But, right
4 now, we've not studied it in any great detail.

5 Q. Do you know whether or not, if that additional
6 wind farm were built, that would exceed -- that
7 capacity, plus the existing capacity, would
8 exceed the upgraded capacity of the Coos Loop?

9 A. Again, we haven't done any detailed study as to
10 wind potential, how many megawatts could
11 reasonably be sited and interconnected into the
12 Loop. So, I'd be speculating.

13 Q. All right. Fair enough. So, let me switch
14 gears and ask you some questions about route
15 selection, which is one of your topics.

16 A. Okay.

17 Q. Now, in your adopted testimony, you were asked
18 the question "Why is the proposed route the
19 best choice among the alternatives?" And you
20 answered that "The proposed route...provides
21 the appropriate balance among some [several?]
22 important considerations". And those being
23 "public concern over iconic viewsheds",
24 "environmental impacts", "economic impacts",

[WITNESS: Quinlan]

1 "technical feasibility", and the "availability
2 of land rights". Those are the five important
3 considerations you listed for striking the
4 appropriate balance for the route selection.

5 Do you recall those?

6 A. I believe you're referring to Mr. Muntz's
7 prefiled testimony.

8 Q. Uh-huh.

9 A. You know, he viewed it and characterized it as
10 "five factors", I characterize it personally as
11 "three".

12 Q. All right.

13 A. But, in essence, we're talking about the same
14 things, yes.

15 Q. Okay. But that's testimony that you have
16 adopted, true?

17 A. I have, yes.

18 Q. Okay.

19 A. So, I agree with it.

20 Q. All right. Good. So, what I want to do is
21 review the route selected in light of those
22 five considerations. And what's on the screen
23 now is a picture of the entire route.

24 So, the route begins at the Canadian

[WITNESS: Quinlan]

1 border, and it goes overhead until it gets to
2 Transition Station Number 1. Are you familiar
3 with that?

4 A. Yes.

5 Q. Okay. And at Transmission Station Number 1, it
6 goes underground for about 0.7 miles, is that
7 right?

8 A. Correct, yes.

9 Q. Okay. So, if you look at Counsel for the
10 Public's Exhibit No. 2, it shows the overhead
11 from the Canadian border to Transition Station
12 Number 1. Then it shows the 0.7 miles
13 underground, sort of a little loop to
14 Transition Station Number 2. Do you see that?

15 A. I do, yes.

16 Q. Okay. And at between Transition Station Number
17 1 and Transition Station Number 2, there is
18 a -- what's known as an HDD drilling to go
19 under the Connecticut River. Are you familiar
20 with that?

21 A. Yes.

22 Q. Okay. Now, if you look at that dotted orange
23 line, that's the underground portion, correct?

24 A. That's correct, yes.

[WITNESS: Quinlan]

1 Q. And the underground portion starts at
2 Transition Station Number 1, it goes along a
3 road known as "Old Canaan Road", in the Town of
4 Pittsburg, until it goes to State Highway Route
5 3. Are you familiar with that?

6 A. Generally, yes.

7 Q. Okay. And, then, it makes a hairpin turn off
8 of Route 3, and it goes to Beecher Falls Road
9 in the Town of Clarksville, correct?

10 A. Generally, yes.

11 Q. Yes. Now, Exhibit 3, Counsel for the Public's
12 Exhibit 3 is one of the maps that the Applicant
13 prepared, and it also shows this 0.7
14 underground from Transition Station Number 1 to
15 Transition Station Number 2, along the local
16 road in Pittsburg, then on Route 3, then on
17 the -- along the local road, Beecher Falls
18 Road, in Clarksville, to Transition Station
19 Number 2. Do you see that?

20 A. Yes.

21 Q. Okay. Now, this underground construction at
22 this area was necessary because Northern Pass
23 could not secure the necessary land rights to
24 go overhead, correct?

[WITNESS: Quinlan]

1 A. This predated my involvement in the Project.

2 But, yes.

3 Q. Okay.

4 A. I think, generally, we determined that this
5 would be the appropriate route, and it
6 reflected a secure route.

7 Q. Yes.

8 A. So, back to Mr. Muntz's criteria of the
9 necessary property rights, it was determined
10 that we could -- we had or could acquire the
11 necessary property rights for this design.

12 Q. Now, my question is, you had to go underground
13 because you couldn't get the property rights to
14 go overground, isn't that right?

15 A. Again, I was not part of that decision. But,
16 you know, one of the things that we have to
17 demonstrate is a secure route, and the Project
18 Team believed this reflected a secure route.

19 Q. Do you see the Washburn Family Forest?

20 A. I do not. Okay. There it is. Yes, I see it.

21 Okay.

22 Q. I agree. It's a little tough to see. But you
23 can see the Washburn Family Forest is on both
24 sides of Route 3. Do you see that?

[WITNESS: Quinlan]

1 A. Yes.

2 Q. And the Project did not have permission to go
3 overhead through the Washburn Family Forest,
4 isn't that right?

5 A. Subject to check, I assume you're correct, yes.

6 Q. Okay. So, the point is, for this part of the
7 underground, what necessitated it is the lack
8 of land rights to go overhead, so you had to go
9 underground?

10 A. Yes. As Mr. Muntz referred to, one of his five
11 factors are the necessary real estate or
12 property rights for the route.

13 Q. Okay. So, then, from Transition Station Number
14 2, you go aboveground until Transition Station
15 Number 3. And, if you look on the screen, it
16 shows the aboveground from Transition Station 2
17 to Transition Station 3. Do you see that?

18 A. Yes.

19 Q. And, then, at Transition Station 3, you go
20 underground until you get to transition
21 Transition Station Number 4. Understand that?

22 A. Yes.

23 MR. IACOPINO: Which exhibit number
24 are you referencing now?

[WITNESS: Quinlan]

1 MR. PAPPAS: I was just on Exhibit 2
2 that showed the aboveground, until you get to
3 3.

4 BY MR. PAPPAS:

5 Q. And now I'm going to show -- and now I'm going
6 to show -- there. This is a little tough to
7 read, I understand, but it's as produced. And,
8 if you look at this, which is Counsel for the
9 Public's Exhibit 5, it shows the land owned or
10 leased by the Project. And those are in dark
11 green or light green. Do you see the dark
12 green and light green?

13 A. Yes.

14 Q. Okay. And it shows that the Project was either
15 able to acquire or lease for aboveground until
16 you got to Transition Station Number 3, between
17 2 and 3, which we just reviewed. But, when you
18 got to 3, you'll see no light green or dark
19 green between 3 and 4. Do you see that on the
20 exhibit?

21 A. Yes.

22 Q. Okay. And the parcels are either leased or
23 owned by Renewable Properties, is that right?

24 A. Correct.

[WITNESS: Quinlan]

1 Q. And that is a subsidiary that then leases it to
2 the Project, if you will, correct?

3 A. Correct. Yes.

4 Q. Okay. So, would you agree with me that, for
5 the second section of underground, which is
6 that 7.5 miles along this section, the reason
7 the Project went underground is, again, it
8 wasn't able to acquire land rights in which to
9 go overhead?

10 A. Again, this predated my involvement. But, from
11 a big picture perspective, what the Project
12 Team was trying to do at this point was to move
13 the route in an easterly direction. And they
14 had identified the so-called "Wagner Forest",
15 which is a 24-mile continuous working forest.

16 CHAIRMAN HONIGBERG: Mr. Quinlan, do
17 you remember what Mr. Pappas's question was?

18 WITNESS QUINLAN: I do. Which is
19 with respect to that second underground
20 segment.

21 CHAIRMAN HONIGBERG: And it was --
22 that it wasn't there because the Company
23 couldn't acquire the overhead rights, as I
24 recall. Is that right, Mr. Pappas?

[WITNESS: Quinlan]

1 MR. PAPPAS: That's correct.

2 CHAIRMAN HONIGBERG: All right.

3 WITNESS QUINLAN: Yes. I was just
4 trying to explain the context in which this
5 whole redesign took place.

6 CHAIRMAN HONIGBERG: And I think the
7 ability to provide context may be important and
8 it may be something you can provide later. But
9 I think Mr. Pappas is entitled to a "yes" or
10 "no" answer to his "yes" or "no" question.

11 WITNESS QUINLAN: Can you repeat the
12 question please?

13 MR. PAPPAS: Sure.

14 BY MR. PAPPAS:

15 Q. The Project goes underground for this 7.5 mile
16 segment because the Project was unable to
17 acquire the land rights necessary to go
18 overhead, isn't that correct?

19 A. Again, the Project Team at the time determined
20 this would be a secure route, and made the
21 determination to design it as such.

22 Q. And they designed it underground because they
23 didn't have the land rights to go overhead,
24 isn't that correct?

[WITNESS: Quinlan]

1 CHAIRMAN HONIGBERG: If you don't
2 know --

3 **BY THE WITNESS:**

4 A. I think that's true, yes. Again, I was not
5 part of that decision-making. But I believe
6 that was a consideration, yes.

7 BY MR. PAPPAS:

8 Q. Okay. All right. And this part, this 7.5 mile
9 section goes a little bit along --

10 MR. PAPPAS: And can you pull up --
11 and an exhibit may help.

12 BY MR. PAPPAS:

13 Q. And this exhibit, if you see the dotted orange
14 line, that's the underground section. Do you
15 see that?

16 A. Yes. I see that.

17 Q. Okay. And, for this seven and a half mile
18 section, it goes a little bit on State Route
19 145, then it goes on a local road -- local
20 road, Old County Road [Old Country Road?], and
21 then it goes on a another local road, North
22 Hill Road, and eventually goes to Bear Rock
23 Road, where it meets up with the next
24 transition station.

[WITNESS: Quinlan]

1 A. Yes. That's correct.

2 Q. Now, as I understand it, the third section of
3 the underground is approximately 52 miles from
4 Bethlehem to Bridgewater, correct?

5 A. Correct.

6 Q. Okay. And the rest of the Project is overhead,
7 is that right? Other than the 0.7 underground
8 we talked about, the seven and a half
9 underground we talked about, and this 52-mile
10 underground, the rest of it's overhead?

11 A. That's correct, yes.

12 Q. All right. Now, would you agree with me that
13 it's technologically feasible to construct the
14 entire route underground, is that right?

15 A. Yes. That's correct.

16 Q. Yes. And Eversource had its consulting
17 engineers look at available underground routes,
18 is that right?

19 A. Could you clarify that question as to what
20 you're --

21 Q. Sure.

22 A. You know, we obviously looked at alternatives
23 as part of the Department of Energy
24 Alternatives Study. We also had one of our

[WITNESS: Quinlan]

1 contractors, Burns & McDonnell, under
2 Mr. Bowes' direction, do a cost estimate for an
3 all-underground route. That's correct.

4 Q. And that's what I was referring to.

5 A. Okay.

6 Q. The Burns & McDonnell.

7 A. That's fine. Yes.

8 MR. PAPPAS: And, just for the
9 panel's edification, it's -- we marked the
10 non-confidential portion of that, as well as
11 the confidential portion. But I'm not going to
12 get into the confidential portion. Yes -- no.
13 Seven is the non-confidential part, the Burns &
14 McDonnell non-confidential part.

15 BY MR. PAPPAS:

16 Q. Now, roughly, what Burns & McDonnell
17 determined, that it's about approximately a
18 billion dollars to do the rest of the Project
19 underground, no matter which of the routes they
20 looked at?

21 A. I believe they looked at a specific route.
22 But, yes, that's true.

23 Q. Well, they looked at a few routes, didn't they?

24 A. They may well have, yes.

[WITNESS: Quinlan]

1 Q. Okay. Now, looking back at the five
2 considerations, we've talked about land rights.
3 Another consideration in choosing the proposed
4 route was iconic viewsheds, is that right?

5 A. Yes.

6 Q. Okay. Now, I understand that Northern Pass
7 took iconic viewsheds into contribution in
8 deciding where to select the proposed route.
9 Is that right?

10 A. Yes.

11 Q. And am I -- and I understand that Northern Pass
12 chose to underground in the 52-mile area
13 through the White Mountain National Forest.
14 And one of the benefits is it protects iconic
15 viewsheds in that area. Is that right?

16 A. Yes.

17 Q. And, in fact, am I correct that one of the
18 first things you did, when you got involved, is
19 you went on a listening tour, to hear what
20 members of the public and other stakeholders
21 had to say about the Project, is that right?

22 A. That's correct.

23 Q. Okay. And, as I understand it, that protecting
24 viewsheds was probably the most -- the thing

[WITNESS: Quinlan]

1 you heard the most from people is the desire to
2 protect viewsheds?

3 A. Yes. Visual impacts generally, viewsheds in
4 particular, and which is what led us to the
5 White Mountain National Forest, in particular,
6 because we heard universally that it's a
7 important iconic portion of the state that we
8 should do what we could to preserve.

9 Q. All right. And, as part of your listening
10 tour, in addition to protecting the viewsheds
11 in the White Mountain National Forest, you
12 heard from many people and many groups that
13 other areas along the proposed route had iconic
14 viewsheds that they wanted to protect. Is that
15 right?

16 A. Yes. Not as universally as the White Mountain
17 National Forest. No matter who I was speaking
18 to, regardless of where I was in the state, you
19 almost invariably heard about the White
20 Mountain National Forest.

21 In other areas of the state, they had
22 particular local interests. But, even in those
23 areas, the discussion often started with the
24 White Mountain National Forest, which is what

[WITNESS: Quinlan]

1 led us to select the route that we selected,
2 was it had universal focus.

3 Q. Now, in those areas that you found local
4 interest in protecting their local viewsheds,
5 nobody stood up and said "I don't care about
6 the viewshed", isn't that right? You didn't
7 hear any --

8 A. It depends on who the stakeholder was, you
9 know.

10 Q. But you didn't hear any stakeholders stand up
11 and say "I don't care about the viewshed.
12 Doesn't make a difference to me"?

13 A. No. But there are stakeholders who have a
14 particular interest around the project that's
15 unrelated to view, and we would never talk
16 about. So, businesses, for example their
17 particular interest is lower energy costs.
18 There were environmental groups who their focus
19 is not own view, it's on carbon reduction.

20 Q. But my point is --

21 A. There are labor groups who are focused on jobs.
22 My point is, view wasn't always a topic of
23 discussion. You mentioned the listening tour
24 and the number of stakeholders, it varied

[WITNESS: Quinlan]

1 greatly.

2 Q. But the viewshed was the most common topic of
3 discussion, correct? That's what you heard the
4 most?

5 A. I don't agree.

6 Q. Didn't you just say --

7 A. It depends on the stakeholder group.

8 Q. No, no. Didn't you just say a moment ago that
9 the most frequent thing raised was viewshed?

10 A. With the stakeholders that you were referring
11 to in the context of iconic views. Its
12 viewshed, visual impacts, yes. But there are
13 many stakeholders for which that might not be
14 their top issue.

15 Q. Well, regardless of whether that is their topic
16 issue, among all the stakeholders, you put
17 them -- put all the comments you heard
18 together, the most common one you heard was
19 viewshed, correct?

20 A. I don't necessarily agree. I have never really
21 thought of it that way. You know, I'd say it
22 depends on stakeholder group. It's certainly a
23 common topic that was raised. Viewsheds and
24 benefits of the Project to New Hampshire.

[WITNESS: Quinlan]

1 Q. Isn't questions about viewshed the most common
2 question that you heard on your listening tour?

3 A. I would say it is one of the most prevalent.
4 However, benefits of the Project to New
5 Hampshire, I would give it equal weighting.

6 CHAIRMAN HONIGBERG: Off the record.

7 *[Brief off-the-record discussion*
8 *ensued.]*

9 BY MR. PAPPAS:

10 Q. Would I be correct in saying that the Project
11 balanced the cost of additional underground?
12 In other words, the proposed route costs
13 \$1.6 billion, correct?

14 A. Roughly, yes.

15 Q. And, if you were to bury the whole route, it
16 would cost approximately \$2.6 billion, correct?

17 A. Approximately, yes.

18 Q. Okay. So, there was a balance between how much
19 to bury and the cost of that versus how much
20 not to bury, correct? You had to find a
21 balance to make -- to make that decision?

22 A. Yes. Generally, it's a balance. I personally
23 characterize it as "three factors". Economics,
24 you know, how much does it cost? Technical

[WITNESS: Quinlan]

1 feasibility, does the design work safely and
2 reliably? And is the Project sitable?

3 Q. Okay.

4 A. So, those are the three factors that I
5 personally view it. That's the balance that
6 we -- I attempted to achieve through the
7 ForwardNH Plan.

8 Q. Okay. Now, I understand that Eversource and HQ
9 have discussed burying the entire line, is that
10 right?

11 A. We have. Yes.

12 Q. And you've participated in those discussions,
13 correct?

14 A. Correct.

15 Q. Okay. And, as I understand it, there was a
16 management decision that \$2.6 billion cost for
17 the Project would make the Project
18 uneconomical. That was a management decision?

19 A. Correct.

20 Q. Yes. As I understand it, there's no written
21 analysis regarding that. It was just a
22 management decision, is that right?

23 A. That's correct.

24 Q. Okay. And, as I also understand it, that HQ is

[WITNESS: Quinlan]

1 not willing to move forward with a \$2.6 billion
2 project, is that right?

3 A. So that, again, is a joint determination
4 between Eversource and our partner,
5 Hydro-Quebec.

6 Q. But, if Hydro-Quebec agreed to a \$2.6 billion
7 project that would bury the whole line,
8 Eversource would agree to it, too, wouldn't it?

9 A. Not necessarily. It's a joint determination
10 that the Project is not economic.

11 Q. All right. But, if Hydro-Quebec said "we'll
12 agree to bury the entire line at \$2.6 million",
13 Eversource would say "okay, we agree as well",
14 wouldn't they?

15 A. Not necessarily, no.

16 Q. Wouldn't that produce more revenue for
17 Eversource under the TSA?

18 A. Potentially, yes. If you looked at one
19 variable, which is the cost. But you'd also
20 have to finance and construct that project.
21 Again, this was a joint determination that an
22 all-underground Project is not economic. So,
23 you know, it's a hypothetical.

24 Q. Isn't it really a matter of how much HQ is

[WITNESS: Quinlan]

1 willing to pay to bury the line?

2 A. No.

3 Q. No? Now, as I understand it, Northern has not
4 discussed with HQ how much more than
5 \$1.6 million HQ is willing to pay to bury the
6 line, is that right?

7 A. Not that I'm aware of, no.

8 Q. Okay. So, the discussion was whether or not to
9 bury the entire line at 2.6 million [billion?],
10 and it was a joint agreement not to do that.
11 But there was no discussion about anywhere in
12 between 1.6 and 2.6, correct?

13 A. Our discussions were in the context of the
14 ForwardNH Plan.

15 Q. Yes.

16 A. Where we, in essence, made the commitments that
17 have increased the cost to \$1.6 billion
18 approximately. Our joint determination was
19 that is a project what we would commit to.

20 When we had discussions around the
21 potential for an all-underground project in the
22 \$2.6 billion range, we jointly determined that
23 we would not go forward with that project.

24 Q. Uh-huh.

[WITNESS: Quinlan]

1 A. I'm not aware of any variations on those two.

2 Q. All right. So, Eversource and Northern Pass --
3 Eversource and HQ had not discussed additional
4 burial beyond the 60 miles currently proposed?

5 A. Not to my knowledge, no.

6 Q. Okay. Now, as I understand it, the basic
7 business deal between Northern Pass and HQ
8 under the Transmission Service Agreement is
9 that Northern Pass Transmission builds the line
10 and pays the cost of construction. And, once
11 the line is operational, HQ pays a yearly
12 amount for the right to transport power. And
13 part of that amount includes repayment of the
14 cost, correct?

15 A. Correct. They essentially pay for the use of
16 the line.

17 Q. Uh-huh. And that yearly amount is based on a
18 FERC-approved formula, is that right?

19 A. Correct. There will be a FERC tariff that is
20 approved ultimately. They have approved the
21 underlying agreement, which is the Transmission
22 Services Agreement.

23 Q. Yes. And, under that formula, Northern Pass
24 has estimated how much revenue it will receive

[WITNESS: Quinlan]

1 on an annual basis for the next 40 years, has
2 it not?

3 A. I suspect that we have, yes. I'm not
4 personally familiar with that.

5 Q. Okay. Have you reviewed any documents that
6 list estimated revenue over the next 40 years?

7 A. Not that come to mind, no.

8 CHAIRMAN HONIGBERG: Let's go off the
9 record.

10 *(Short pause.)*

11 CHAIRMAN HONIGBERG: Mr. Pappas.

12 BY MR. PAPPAS:

13 Q. Mr. Quinlan, would you be the appropriate
14 witness to review the revenue under the TSA or
15 would that be Mr. Ausere, who is coming in a
16 few days?

17 A. That would certainly be Mr. Ausere, yes.

18 Q. Okay. Thank you.

19 CHAIRMAN HONIGBERG: All right.
20 We're going to take as close to a ten-minute
21 break as we can. Off the record.

22 *[Brief off-the-record discussion*
23 *ensued.]*

24 CHAIRMAN HONIGBERG: All right. So,

[WITNESS: Quinlan]

1 we're going to come back at right about eleven
2 o'clock.

3 *(Recess taken at 10:46 a.m. and*
4 *resumed at 11:03 a.m.)*

5 CHAIRMAN HONIGBERG: Mr. Pappas.

6 MR. PAPPAS: Thank you.

7 BY MR. PAPPAS:

8 Q. Mr. Quinlan, let me touch upon one more topic
9 regarding route selection. Now, when the
10 Project considered possible routes, one of the
11 possibilities it looked at was the transmission
12 line and right-of-way known as "Phase 2" or
13 "Quebec 2". Are you familiar with that?

14 A. Generally, yes.

15 Q. Okay. And what is now on the screen is Counsel
16 for the Public's Exhibit 10, which is a draft
17 memorandum produced by Northern Pass in which
18 it reviews Northern Pass's analysis of using
19 Phase 2 as a possible right-of-way. Are you
20 familiar with this document?

21 A. I am not.

22 Q. Okay. Well, I will represent to you, and you
23 can read in the first paragraph, but what this
24 document does is it looked at Phase 2 and

[WITNESS: Quinlan]

1 whether or not it was feasible to consider
2 using that right-of-way. So, just for context,
3 Phase 2 starts up in Canada, runs through
4 Vermont, down into New Hampshire, and all the
5 way down into Massachusetts. Is that right?

6 A. Generally, yes.

7 Q. Okay.

8 A. Yes. There's a transition in Monroe, New
9 Hampshire, which is where the conversion takes
10 place.

11 Q. Okay. And, if you look at what we've put on
12 the screen now, that is Counsel for the
13 Public's Exhibit Number 11. And, if you look
14 at the pink line to the left, that pink line is
15 Phase 2 or Quebec 2, starting at the New
16 Hampshire/Vermont border, and going down into
17 Massachusetts. Do you see that?

18 A. Yes.

19 Q. Okay. And Phase 2 or Quebec 2 brings
20 hypothetical from HQ, in Canada, down into the
21 New England grid, does it not?

22 A. It does, correct.

23 Q. It essentially does what Northern Pass is going
24 to do, correct?

[WITNESS: Quinlan]

1 A. Essentially, yes. They're a different design,
2 but, in essence, the same overall goal.

3 Q. All right. And Phase 2 currently has, in New
4 Hampshire, two 230 kV lines and a 115 kV line.
5 Is that your understanding?

6 A. There are three existing transmission lines in
7 the Phase 2 corridor.

8 Q. Okay.

9 A. And I believe they are 230 kV, yes. Those
10 would be structures A and C here.

11 Q. Yes. So, if you look at Counsel for the
12 Public's Exhibit 12, it shows the three
13 structures within this Phase 2 or Quebec 2
14 right-of-way, is that right?

15 A. Correct. B is the Phase 2 lines. That's the
16 so-called "Phase 2 line", if you will.

17 Q. Yes.

18 A. A and C are the 230 kV lines.

19 Q. Okay. And, as I understand it, what Northern
20 Pass looked at first is whether it could
21 construct a fourth line within that
22 right-of-way, is that right?

23 A. So, again, this predated my involvement, but I
24 know we took a look at the Phase 2 corridor,

[WITNESS: Quinlan]

1 which is this transmission corridor, to
2 determine whether Northern Pass could be
3 collocated with these lines. And we determined
4 it to be not feasible.

5 Q. Right.

6 A. Not just in this Phase 2 corridor. But, if you
7 go back to your prior exhibit, in the Phase 1
8 corridor in Vermont.

9 Q. Right.

10 A. There you would have two HVDC lines in the same
11 corridor. So, in both instances, it's a lot of
12 energy in a single corridor. And we determined
13 it not to be feasible technically.

14 Q. What you determined not to be feasible was to
15 put an additional line within this corridor,
16 correct?

17 A. Both the Phase 1 and the Phase 2 corridor, yes.

18 Q. Right.

19 A. In Vermont and New Hampshire, respectively.

20 Q. Right. Phase 1 is the line in Vermont, Phase 2
21 is the line in New Hampshire?

22 A. Correct. And our design, in both instances,
23 there would be a additional line.

24 Q. Correct. And you determined that it wasn't

[WITNESS: Quinlan]

1 feasible to put another line within that
2 corridor, correct?

3 A. Correct.

4 Q. Yes. Okay. Now, what Northern Pass did not
5 look at is whether it was feasible to
6 reconfigure the existing lines in order to
7 increase the capacity. Isn't that right?

8 MR. NEEDLEMAN: Mr. Chairman, I'm
9 going to object at this point. It's Barry
10 Needleman. There's been a prior ruling in this
11 docket, on September 27, 2016 regarding
12 discovery issues, that specifically held that
13 the assessment of the Phase 2 line is not
14 relevant to the proceeding. This is an
15 alternative that simply is not before the
16 Committee and isn't relevant here.

17 CHAIRMAN HONIGBERG: Mr. Pappas.

18 MR. PAPPAS: Well, what is relevant
19 is the route that they selected. And, in order
20 to determine the route they selected, they had
21 to look at different alternatives. This is a
22 specific alternative they looked at. So, I
23 think it's relevant to decide -- to the
24 Committee to know why they chose the proposed

[WITNESS: Quinlan]

1 route over another route that they specifically
2 looked at, and decided not to use.

3 CHAIRMAN HONIGBERG: Overruled.

4 BY MR. PAPPAS:

5 Q. So, Mr. Quinlan, let me repeat my question.

6 The Project did not look at whether it was
7 feasible to reconfigure the existing line in
8 order to increase the capacity to bring power,
9 correct?

10 A. Again, it predated my involvement. Are you
11 referring to the Phase 1 corridor or the Phase
12 2 corridor or both?

13 Q. Both.

14 A. I am not aware that we looked at a
15 reconductoring, as opposed to an additional
16 line, in either.

17 Q. Okay. Now, there has been recent articles in
18 the press that National Grid has proposed using
19 these existing towers to reconfigure them to
20 bring additional power, Hydro-Quebec power,
21 down into the grid. Isn't that right? You're
22 familiar with that?

23 A. Generally, that, you know, sorry to be
24 difficult, but that is in the Phase 2 portion

[WITNESS: Quinlan]

1 of the corridor. In the Phase 1 portion of the
2 corridor, which would be the Vermont segment,
3 there would be an additional line.

4 Q. Yes. But the point is, is that that's
5 something that National Grid looked at,
6 Northern Pass didn't look at, but National Grid
7 looked at, and is proposing to use the existing
8 towers, just reconfigure them in order to bring
9 more power down. Is that right?

10 A. It varies, depending on whether you're talking
11 about the Phase 1 or the Phase 2 corridor. The
12 Phase 1 portion of the line, their design would
13 be similar to what we evaluated and determined
14 not to be technically possible. The Phase 2
15 corridor, which is the New Hampshire portion of
16 the route, I am not aware that we looked at a
17 reconductoring of the existing lines. Those
18 lines are owned by National Grid, and it's not
19 something that we could necessarily consider.

20 So, in part, you're right, with respect to
21 New Hampshire. In Vermont, their design is
22 similar to the one we determined not to be
23 feasible.

24 Q. But, for the New Hampshire portion, what

[WITNESS: Quinlan]

1 they're proposing to do is reconfigure the
2 existing lines using existing towers, and not
3 add a new line or new towers, correct?

4 A. Again, the details of that project are not
5 available. My understanding is, they will be
6 replacing existing structures in the New
7 Hampshire portion of the line.

8 Q. Okay.

9 A. They will be reconductoring, in essence,
10 increasing the capacity of the wire. But the
11 structures will either, in some instances, be
12 reused or, in other instances, be replaced.

13 Q. Okay.

14 A. And I believe they have not determined the
15 extent of replacement at this point.

16 Q. Okay.

17 A. As I understand it.

18 Q. What's on the screen now is Counsel for the
19 Public's Exhibit 13, which is an article by
20 Mr. Brooks of the Concord Monitor. And, if you
21 look down to the third paragraph, the -- Mr.
22 Rossignoli, Director of the project called
23 "Granite State Power Link", which is what the
24 National Grid project is called, says that they

[WITNESS: Quinlan]

1 "plan to use existing AC transmission towers
2 for 108 of the 110 miles in New Hampshire,
3 while upgrading the power lines from
4 230 kilovolts to 345 kilovolts." Do you see
5 that?

6 A. I do. But this is a media report. If I look
7 at, you know, the fourth paragraph, for
8 example, it talks about "20 percent would be
9 upgraded", he's referring to the towers. So,
10 you know, and I think these are just rough
11 percentages, as I understand it. They're not
12 at a detailed design. So, they are certainly
13 contemplating increasing tower heights for some
14 portion of the line.

15 Q. Okay.

16 A. I don't think it's accurate to say they would
17 be reusing all the existing towers.

18 Q. Okay. Let me ask you some questions about the
19 overall Project.

20 A. Which project?

21 Q. Good question. Let me move off the National
22 Grid project, because I'm done with route
23 selection. And I'm going to ask you some
24 questions about the overall Northern Pass

[WITNESS: Quinlan]

1 Project.

2 A. Okay.

3 Q. Now, as I understand it, in 2008, and I
4 understand this predates your time, but I
5 assume you're familiar with the general
6 outline, Northern Pass and HQ entered into a
7 Memorandum of Understanding to pursue the
8 Project, correct?

9 A. I'm not aware of it.

10 Q. Okay. In 2010, Northern Pass and HQ entered
11 into a Joint Development Agreement. Are you
12 familiar with that?

13 A. Generally, yes.

14 Q. All right. And, generally, without getting
15 into the specifics of that agreement, but
16 generally that established the structure of the
17 Project, is that right?

18 A. Could you define "structure"? I'm not sure --

19 Q. Sure. Sure. Generally, and this is part -- a
20 good deal of this is confidential, but what I'm
21 going to describe now is out in public.

22 A. Sure. Yes.

23 Q. So, generally, HQ would develop and own the
24 line in Canada, Northern Pass would develop and

[WITNESS: Quinlan]

1 own the line in the United States. And there
2 would be a four-member board, two from HQ and
3 two from Northern Pass, correct?

4 A. Correct.

5 Q. Yes. And each side would be responsible for
6 engineering, siting, permitting its segment,
7 correct?

8 A. That's right.

9 Q. All right. And, then, also in 2010, Northern
10 Pass and HQ entered into a Transmission Service
11 Agreement. You're familiar with that?

12 A. I am.

13 Q. Yes. And that eventually was amended in 2013,
14 and, in 2014, approved by FERC. Is that right?

15 A. That's correct.

16 Q. Yes. And --

17 A. I'm sorry. I believe it was initially approved
18 by the Federal Energy Regulatory Commission in
19 2011, subject to check. I think that it was
20 subsequently reapproved in 2014.

21 Q. Okay. Now, HQ and Northern Pass submitted a
22 bid to the Tri-State New England Clean Energy
23 RFP, correct?

24 A. Yes. That's correct.

[WITNESS: Quinlan]

1 Q. Right. And, as part of that bid, the TSA was
2 amended to be part of that bid, correct?

3 A. No. That's not correct.

4 Q. Let me ask you this question. Do you think
5 Mr. Ausere is more familiar with that portion
6 than you?

7 A. He's certainly more familiar with the inner
8 workings of the TSA. But the Transmission
9 Services Agreement that was reapproved by the
10 Federal Energy Regulatory Commission in 2014 is
11 the currently effective TSA. To my knowledge,
12 that has not been amended since 2014.

13 Q. Are you familiar with the TSA dated
14 January 2016?

15 A. No, I'm not familiar with the TSA. I know
16 there are forms of agreement that are being
17 developed and considered in the context of
18 these various solicitations. I don't believe
19 any of them have been executed, submitted to
20 FERC, and have become effective.

21 Again, Mr. Ausere is the person to speak
22 to with detailed questions.

23 Q. Have you ever seen a copy of a TSA dated
24 January 2016?

[WITNESS: Quinlan]

1 A. Not to my reconciliation, no.

2 Q. Okay. Now, the TSA that you mentioned a moment
3 ago that was reapproved by FERC in 2014, that
4 had an original approval date for early 2017.
5 Are you familiar with that?

6 A. Yes, generally.

7 Q. Okay. And that approval date was extended
8 recently to 12/31/2020, is that right?

9 A. Correct. I believe that was in the February
10 time frame, yes.

11 Q. And that is the date, 20/31/2020 [12/31/2020?],
12 by which both Northern Pass and HQ must get the
13 necessary approvals to build their respective
14 portions of the transmission line, correct?

15 A. Yes, generally.

16 Q. And, in addition, there are leases between
17 Public Service Company and Northern Pass
18 Transmission for the right-of-way, correct?

19 A. There is a lease, I believe, yes.

20 Q. A lease.

21 A. Yes.

22 Q. And that lease was recently extended as well,
23 correct?

24 A. I don't believe the lease was extended. I

[WITNESS: Quinlan]

1 believe a condition was extended, yes.

2 Q. So, under that amended portion of the lease,
3 construction is to commence 12/31/2018, is that
4 your understanding?

5 A. Unless otherwise extended, yes.

6 Q. Right. And operation is to commence
7 12/31/2020, is that your understanding?

8 A. Unless otherwise extended, yes.

9 MR. PAPPAS: And, for the Committee's
10 benefit, that's our Exhibit 19.

11 BY MR. PAPPAS:

12 Q. So, I understand that Northern Pass
13 Transmission and HQ intend to submit a proposal
14 to the Mass. Clean Energy RFP, right?

15 A. That's our current intention, yes.

16 Q. In the prefiled testimony, you described one of
17 the New Hampshire specific environmental
18 benefits as helping -- "Northern Pass helping
19 to achieve New Hampshire's Climate Action Plan
20 objectives". Do you recall that?

21 A. Yes.

22 Q. Okay. And you testified that "Northern Pass
23 would also help meet New Hampshire's Regional
24 Greenhouse Gas Initiative goals", correct?

[WITNESS: Quinlan]

1 A. Yes.

2 Q. And you indicated that Northern Pass will
3 provide these New Hampshire specific
4 environmental benefits by "eliminating over
5 3.3 million tons of carbon dioxide per year",
6 is that right?

7 A. Yes. Based upon the analysis performed by our
8 expert, Julia --

9 *[Court reporter interruption.]*

10 **CONTINUED BY THE WITNESS:**

11 A. -- the expert, Julia Frayer, F-r-a-y-e-r.

12 BY MR. PAPPAS:

13 Q. If Northern Pass and HQ was selected for the
14 Mass. Clean Energy RFP, the carbon reductions
15 will be credited to Massachusetts, isn't that
16 right?

17 A. Not necessarily. We have a current Power
18 Purchase Agreement in which the environmental
19 attributes associated with that portion of the
20 power would flow to PSNH customers.

21 Q. What Purchase Power Agreement are you referring
22 to?

23 A. I'm referring to the Power Purchase Agreement
24 between Public Service of New Hampshire or

[WITNESS: Quinlan]

1 Eversource --

2 Q. Uh-huh.

3 A. -- and Hydro-Quebec. It's currently under
4 review by the PUC, the Public Utilities
5 Commission.

6 Q. Is that the Purchase Power Agreement that
7 Eversource filed a petition with the PUC to
8 have it approved?

9 A. Yes.

10 Q. And are you aware that the PUC has acted on
11 that petition?

12 A. I believe they have drawn an initial
13 conclusion, yes.

14 Q. And they're -- the PUC dismissed that petition
15 because it determined that that Power Purchase
16 Agreement was not lawful under New Hampshire
17 law?

18 A. I believe they determined it not to be
19 consistent with the electric industry
20 restructuring principles. We have requested
21 reconsideration of that petition.

22 Q. Okay. But --

23 A. As well as I'm aware that currently there's a
24 bill in the New Hampshire Legislature which

[WITNESS: Quinlan]

1 would clarify their authority to approve such a
2 power purchase agreement.

3 Q. But, as we sit and stand here today, that
4 Purchase Power Agreement is not approved by the
5 PUC, it's been dismissed by the PUC, correct?

6 A. Again, I don't believe it's a final decision at
7 the PUC. We've requested a reconsideration. I
8 don't believe the Public Utilities Commission
9 has acted on that request.

10 Q. All right. And, if the PUC denies your request
11 for rehearing, and stands by its initial
12 dismissal of that petition, then that agreement
13 that allocates so much power to New Hampshire
14 will not be in effect, correct?

15 A. Not necessarily. I mentioned the Legislature
16 is looking at this very issue.

17 Q. Uh-huh.

18 A. They may well pass a bill that specifically
19 authorizes the PUC to consider these types of
20 measures.

21 Q. Okay.

22 A. So, you know, I think the Public Utilities
23 Commission was looking for clarity as to their
24 authority. And I believe that's what Senate

[WITNESS: Quinlan]

1 Bill 128 is intended to provide.

2 Q. Okay. But, unless there is a law passed by the
3 Legislature that you described, or the PUC
4 reconsiders and changes its prior decision,
5 unless one of those two things occurs, if NPT
6 and HQ are selected for the Mass. Clean Energy
7 RFP, the carbon reductions will be credited to
8 Massachusetts, not New Hampshire, correct?

9 A. I wouldn't necessarily say that. I would say
10 the Power Purchase Agreement would likely not,
11 you know, be approved by the Public Utilities
12 Commission. As to what happens with the
13 associated environmental attributes, whether
14 they flow to Massachusetts or otherwise, that
15 remains to be seen. We haven't really
16 considered that effect.

17 Q. Isn't that part of the requirement of the Mass.
18 Clean Energy RFP? That Mass. is going to pay
19 for the power, but they're going to get the
20 environmental benefits, that's what they're
21 seeking to obtain through this RFP?

22 A. For the power that they contract for.

23 Q. Uh-huh.

24 A. They are clearly not contracting for this 10

[WITNESS: Quinlan]

1 percent of the power, which has been committed
2 to New Hampshire.

3 Q. But, other -- but, if there's no PPA, Purchase
4 Power Agreement, there is no other agreement in
5 place that commits this 10 percent power to New
6 Hampshire, isn't that right?

7 A. No. That's what the Power Purchase Agreement
8 essentially does.

9 Q. Does. But without -- unless that is in effect,
10 there is no agreement that does that, correct?
11 That's the one agreement it's relying on to
12 allocate 10 percent of the power to New
13 Hampshire. Isn't that right?

14 A. Yes.

15 Q. All right. Now, in your supplemental
16 testimony, you state that "The development of
17 Northern Pass is not predicated on the outcome
18 of any one energy solicitation." Do you recall
19 that?

20 A. I do. That was in the context of the Clean
21 Energy RFP that you referred to, the
22 three-state RFP.

23 Q. Okay. You also indicate -- well, other than
24 the Mass. RFP, are you aware of any other

[WITNESS: Quinlan]

1 energy solicitation that Northern Pass could
2 enter a bid for?

3 A. I'm aware that other New England states are
4 contemplating very significant procurements of
5 clean energy.

6 Q. Uh-huh.

7 A. I think the State of Rhode Island, their
8 governor recently announced an intention to
9 solicit a thousand megawatts of clean energy.
10 The Governor of Connecticut has a similar goal,
11 and they have current statutory authority in
12 Connecticut for large procurements, and I do
13 think they are going to pursue them.

14 So, yes. I'm aware of at least two other
15 states. But it wouldn't surprise me if there
16 were further solicitations across New England.

17 Q. Those are under consideration, correct?

18 A. Well, no. I think Connecticut has actually
19 solicited clean energy, as has Rhode Island.
20 And both respective governors have announced an
21 intention of soliciting more. So, I do
22 anticipate them doing so.

23 Q. Okay. But, as it stands today, the only
24 existing solicitation to which Northern Pass

[WITNESS: Quinlan]

1 could apply is the Massachusetts RFP, is that
2 right?

3 A. That's the only current solicitation that I'm
4 aware of that's actively soliciting proposals
5 as we speak. But, you know, I do expect that
6 there will be further. When that testimony was
7 submitted, this Massachusetts RFP didn't exist.
8 It was a three-state solicitation at the time.
9 So, these solicitations will happen *seriatim*.

10 Q. Well, actually, it's your supplemental
11 testimony that was submitted last month.

12 A. I thought you were referring to the initial
13 testimony of Mr. Muntz, when he referred to the
14 three-state RFP.

15 Q. No, I was -- in any event, let me ask this
16 question. Is the Northern Pass Project
17 dependent upon Northern Pass being awarded a
18 solicitation from one of these states?

19 A. No.

20 Q. So, is the Northern Pass Project viable if it
21 doesn't obtain one of these solicitations?

22 A. We are not developing the Project predicated or
23 conditioned or contingent upon any
24 solicitation. You know, there are other

[WITNESS: Quinlan]

1 opportunities to derive revenue from Northern
2 Pass and the products it can deliver. There is
3 always the opportunity to do something outside
4 of a formal solicitation. There is a robust
5 wholesale market into which the power can be
6 sold. So, short answer is "no".

7 Q. Okay. On the screen is Counsel for the
8 Public's Exhibit Number 22. And this is a
9 March 8, 2017 press release from Hydro-Quebec.
10 In which Hydro-Quebec says "We won't pay a cent
11 for the Northern Pass transmission line on the
12 American side. American consumers will pay the
13 transmission costs in the U.S. through their
14 electricity rates. The Project is designed to
15 be profitable to Hydro-Quebec, and thus to all
16 Quebecers." Do you see that paragraph?

17 A. Yes.

18 Q. Okay. Is Hydro-Quebec saying that American
19 consumers will pay for the cost of Northern
20 Pass through their electric rates, either by
21 selling power to one of these solicitations or
22 selling power into the wholesale market you
23 just described?

24 A. Yes. I can't speak for what Hydro-Quebec is

[WITNESS: Quinlan]

1 saying here. You know, the initial cost of
2 this Project are being borne by Northern Pass
3 Transmission. And, as this press release
4 suggests, Hydro-Quebec will be responsible for
5 the initial costs of the Canadian portion of
6 the Project. That was as you previously
7 articulated. The recovery of those costs is
8 through use of the line. Under the
9 Transmission Services Agreement, assuming we
10 are operating under it as is currently planned,
11 our cost recovery would be from Hydro-Quebec.
12 And, in that instance, they would be using the
13 line to deliver power to the New England grid.
14 So, our costs are recovered through operation
15 of the FERC-approved tariff.

16 Q. Uh-huh. And Hydro --

17 A. If they are selling to an end-use customer,
18 such as Massachusetts, in the instance of a
19 bilateral contract, then, in essence, the cost
20 of that use will be borne by the end-use
21 customer who is benefiting from the clean
22 energy.

23 Q. So, in essence, the customer who buys the
24 electricity is the customer who's going to pay

[WITNESS: Quinlan]

1 for the cost of Northern Pass?

2 A. Well, they will pay the associated transmission
3 costs for the use of the line.

4 Q. And those associated transmission costs or fees
5 is what pays for the cost of the Northern Pass
6 Project?

7 A. Yes, through operation of the Transmission
8 Services Agreement.

9 Q. Okay.

10 A. It's, in essence, a cost recovery. And I think
11 what they're talking about here is
12 differentiating who's paying to build and
13 finance the Project, versus cost recovery. But
14 I am speculating, just reading into this press
15 release.

16 Q. What's on the screen now is Counsel for the
17 Public's Exhibit 23, which is another press
18 release the following day, March 9, 2017, again
19 from HQ. In which HQ reiterates its position
20 that it will not pay for the line in the U.S.
21 It will make sure the Project is profitable.
22 And then it goes on to say that it intends to
23 submit the Project to the State of
24 Massachusetts for its RFP. Do you see that?

[WITNESS: Quinlan]

1 A. I do.

2 Q. Is HQ, and I want to get your understanding, --

3 A. Sure.

4 Q. -- but is it your understanding is what HQ is
5 essentially saying is that, for us to go
6 forward with this Project, we need to find a
7 buyer for this power, because they don't
8 want -- they want the buyer of the power to pay
9 for the cost?

10 A. Well, that's always the premise behind this
11 type of projects. Someone ultimately will
12 procure the energy that's being delivered,
13 whether it's the wholesale market, which will
14 then resell it to an end-user, or a direct
15 bilateral transaction where, similar to
16 Massachusetts, they would be selling, in
17 essence, to the local distribution company, the
18 end-user.

19 Q. All right.

20 A. So, yes. That's always the context around this
21 type of project.

22 Q. And, under the TSA, HQ's obligation to begin
23 paying the annual fee begins when the line is
24 operational, correct?

[WITNESS: Quinlan]

1 A. Yes.

2 Q. And, if the line doesn't become operational,
3 Eversource -- I mean, HQ is not obligated to
4 pay for the costs of the Project, correct?

5 A. I don't believe that's true. I think that's a
6 question better asked to Mr. Ausere. But, I
7 believe, once we have entered the construction
8 phase, Hydro-Quebec is obligated to pay for the
9 cost of the Project ultimately, whether it goes
10 in service or not.

11 Q. You sure about that or should I ask Mr. --

12 A. I would ask Mr. Ausere, but that's my
13 understanding.

14 Q. All right. Well, let ask Mr. Ausere about it.
15 Mr. Ausere, I understand, negotiated the TSA,
16 correct?

17 A. He did. Yes, he's an expert.

18 Q. You give him a lot of work when he shows up.

19 A. He's up to it.

20 Q. All right. Let me ask you on a different
21 topic. Now, your testimony has described
22 modifications of the Project over time. And
23 you've described some of those modifications,
24 and I just want to ask you some questions about

[WITNESS: Quinlan]

1 the overhead section. I already asked you
2 questions about the underground section. So,
3 I'm going to move to the overhead section.

4 Now, we already touched upon your
5 listening tour and the concerns you heard about
6 negative visual impact on the Project. And
7 you, in fact, heard lots of concerns from
8 people about negative visual impact, is that
9 right?

10 A. Yes. Visual impact was a topic for discussion.

11 Q. Yes. And, as I understand it, to address that
12 concern on the overhead sections, the portions
13 that you're not going to bury or the Project's
14 not going to bury, in some locations you have
15 tried to lower the tower profiles by using
16 monopoles, as opposed to lattice towers,
17 correct?

18 A. Not entirely correct. We have, in some areas,
19 committed to use monopoles. That's a more
20 slender, lower structure, lower visual impact
21 type of construction. It's kind of a
22 streamline single pole, as opposed to kind of
23 an erector set. So, we certainly have done
24 that. We've also lowered tower heights where

[WITNESS: Quinlan]

1 possible. We've moved structures to address
2 particular view impacts. You know, the fact
3 that we have reduced the size of the Project,
4 from 1,200 megawatts to 1,090, as part of the
5 ForwardNH Plan commitment, that results in an
6 overall lowering of the structure heights. So,
7 certainly, monopole pole construction is one
8 technique. But there have been many others
9 that we have employed, and actually we're
10 continuing to consider, --

11 Q. Okay.

12 A. -- on a local basis, if you will.

13 Q. All right. So, by using monopoles in lieu of
14 lattice structures, you're trying to reduce the
15 negative visual impact, correct? That's the
16 purpose of the monopoles versus the lattice
17 structures?

18 A. It is a more streamline structure, yes.

19 Q. Would you agree with me that the lattice towers
20 have a greater negative visual impact than the
21 monopoles?

22 A. It's a more streamline structure, the monopole.
23 You know, we're making those commitments based
24 upon feedback from our expert, who looks at

[WITNESS: Quinlan]

1 areas that are highly visible, and has
2 suggested that the more streamline structure
3 would be visually better.

4 Q. Okay.

5 A. There would be less of an impact, yes.

6 Q. Did Northern Pass look at every tower along the
7 overhead section of the route to decide whether
8 to use monopoles or stay with lattice
9 structures?

10 A. I don't know whether we've looked at every
11 structure. We've made that decision based upon
12 the analysis performed by our visual expert,
13 who said these are the most visible locations.
14 These are public places where it would be
15 appropriate to consider monopole. I would
16 suspect that he's looked at virtually all
17 locations, but I can't say that categorically.

18 Q. Okay. Would you agree with me that the
19 majority of the structures are, in fact,
20 lattice structures?

21 A. I believe that's true.

22 Q. Yes.

23 A. But there are a substantial number of monopoles
24 at this point.

[WITNESS: Quinlan]

1 Q. Would you also agree with me, if the entire
2 overhead portion of the line used monopoles,
3 rather than the lattice structures, that would
4 lessen the adverse visual impact of the
5 Project?

6 A. I suspect that's generally true, yes.

7 Q. Okay.

8 A. But I believe the locations we have chosen
9 drive the most significant reduction.

10 Q. There are other methods to mitigate adverse
11 visual impact from transmission lines, correct?

12 A. Correct.

13 Q. You could plant trees and shrubs?

14 A. Yes. Screening is certainly one. You can
15 lower the structure height. You could move a
16 structure location. You can use a different
17 color. You can dull the finish. These are all
18 techniques that we intend to employ as we
19 mature the design.

20 Q. Okay. And the Project has used screening in
21 selected areas, correct?

22 A. Vegetative screening, yes.

23 Q. It hasn't used vegetive screening throughout
24 the overhead section, is that correct?

[WITNESS: Quinlan]

1 A. I think that's generally true. But we
2 certainly are using it selectively.

3 Q. Okay. And would you agree with me that the
4 more the Project would use screening, that
5 would lessen the visual impact of the Project?

6 A. That's the objective, yes.

7 Q. So, if you increase the amount of screening you
8 used, you would decrease the visual impact of
9 the Project, right?

10 A. Generally, yes.

11 Q. Okay. Let me shift gears and ask you some
12 questions about the ForwardNH Plan.

13 A. Okay.

14 Q. Now, I understand that you led the effort to
15 develop the ForwardNH Plan, is that right?

16 A. I did.

17 Q. And I understand that the ForwardNH Plan was
18 designed to provide specific benefits to New
19 Hampshire, correct?

20 A. Specific benefits, and to address the principal
21 concerns that we've been discussing.

22 Q. Okay.

23 A. Yes.

24 Q. Now, New Hampshire hosts 100 percent of the

[WITNESS: Quinlan]

1 Project on the United States side, correct?

2 A. Correct.

3 Q. And, therefore, New Hampshire has 100 percent
4 of the impacts or burdens on the United States
5 side, correct?

6 A. Yes, generally. Yes.

7 Q. Now, on the screen is the cover page of a
8 PowerPoint presentation that you gave at the
9 SEC Joint Hearing in Merrimack County, in
10 Concord, on March 10, 2016. And what I want to
11 do is go to the -- and the last page is your
12 summary of the ForwardNH Plan. Do you see
13 that?

14 A. Yes.

15 Q. Okay. So, you've broken your summary down
16 into, first, lowering energy costs; second, the
17 ForwardNH Fund, which is that \$200 million
18 fund; third, some jobs and economic benefits;
19 and then, last, environmental benefits. Do you
20 see that?

21 A. Yes.

22 Q. Okay. So, let me start with the top, and you
23 have the "Beneficial Power Purchase Agreement".
24 Do you see that?

[WITNESS: Quinlan]

1 A. Yes.

2 Q. And that's the PPA we talked about a moment
3 ago, correct?

4 A. Correct.

5 Q. Now, as I understand it, the PPA was intended
6 to provide PSNH customers with some benefit --
7 beneficial pricing and stability, correct?

8 A. In part. It was designed to address the
9 concern that I heard from many that all of the
10 power from Northern Pass was going to flow to
11 southern New England. So, this was a vehicle
12 for ensuring that New Hampshire received it's
13 fair share of the power flowing over the line.

14 Q. Okay.

15 A. Roughly 10 percent of the power; our load share
16 is 9 percent. We additionally wanted to ensure
17 that it was beneficially priced and would
18 operate to reduce volatility of energy costs.

19 Q. And you testified it was estimated that the PPA
20 would provide PSNH customers approximately
21 \$100 million in savings, correct?

22 A. Yes. I think we've used that number, it's a
23 conservative number, in the sense that it
24 really looks at the -- and I recognize some of

[WITNESS: Quinlan]

1 this is confidential, but it recognizes the
2 energy cost and capacity savings associated
3 with the line. The thing that it did not
4 value, that figure did not include, are the
5 environmental attributes that you were
6 referring to earlier.

7 Q. Uh-huh.

8 A. One thing we have been able to negotiate with
9 Hydro-Quebec is the receipt of all
10 environmental attributes by PSNH customers.
11 That's an incremental benefit. That is not
12 part of the 100 million.

13 Q. Okay.

14 A. It's quite substantial, given the way the
15 market is developing.

16 Q. But that estimated \$100 million savings from
17 the PPA is separate from the \$80 million market
18 suppression savings, correct?

19 A. It is separate. But I will say it's -- you
20 know, I think our current estimate suggests
21 that the environmental attributes are an
22 additional 300 million. So, the Power Purchase
23 Agreement could be viewed as up to \$400 million
24 worth of benefits. That is incremental to the

[WITNESS: Quinlan]

1 80 million a year that's driven by market
2 suppression effects.

3 Q. Yes. And, if the PUC doesn't change its mind
4 on your petition of the PPA, and the
5 Legislature doesn't pass legislation that you
6 talked about earlier, these up to \$400 million
7 in benefits will not be realized because the
8 PPA won't be effective, correct?

9 A. That's a lot of "what ifs". But, you know, if
10 we find ourselves in that --

11 Q. Well, can you answer that? Is that correct?

12 A. Well, not necessarily. Because, if we find
13 ourselves in that situation where neither of
14 those things occur, --

15 Q. Uh-huh.

16 A. -- you know, we'll take a look at what that --
17 what does that mean. Again, we haven't yet
18 analyzed that outcome, as to is there a -- is
19 there a different opportunity? But, assuming
20 the Power Purchase Agreement were -- never
21 became effective, that could be the outcome.

22 Q. Okay. Now, you testified in October of 2015,
23 and it's shown on this PowerPoint presentation,
24 that Northern Pass would provide \$80 million in

[WITNESS: Quinlan]

1 annual savings to New Hampshire customers. And
2 that was the estimate at the time, correct?

3 A. Yes. That was based upon a production cost
4 model, again, run by Julia Frayer.

5 Q. And you described that \$80 million savings as a
6 "conservative" number, did you not?

7 A. I don't recall describing it as "conservative".

8 Q. You don't describe, in several public hearings,
9 that number as a "conservative" number?

10 A. Not that I recall. I mean, perhaps you can
11 show me an exhibit that uses that phraseology?

12 Q. I'll get that after lunch, because it's easier.
13 Now, in your supplemental testimony, you've
14 noted that LEI's updated analysis has the
15 estimated savings at \$62 million, correct?

16 A. Correct. Under current market conditions,
17 running basically the same production cost
18 model.

19 Q. Essentially, it's about a 24 percent decrease
20 in the estimated savings, correct? From
21 80 million to 62 million?

22 A. On the energy cost and capacity costs, yes.

23 Q. Now, the energy market continues to change,
24 does it not?

[WITNESS: Quinlan]

1 A. Change? You know, I don't know if I would use
2 that phrase. I would say it's highly volatile.
3 So, any time you run one of these analyses,
4 you're likely to get a different outcome. You
5 know, her current analysis is based upon
6 today's conditions, where you have record low
7 natural gas prices. So, the fact that the
8 overall benefits are a bit lower is a
9 reflection of that.

10 What that analysis might look like a year
11 from now, if gas prices trend upward,
12 additional power plants retire, you know, the
13 number would move in the other direction. So,
14 yes. These are highly volatile markets
15 currently, which is one of the things we're
16 trying to address through this Project.

17 Q. So, the market could go one way or it could go
18 the other way. In other words, the \$62 million
19 savings could increase, but the \$62 million
20 savings could also decrease, correct?

21 A. It could. But my own personal view is it can't
22 go much lower, because natural gas prices
23 are -- it's very difficult to see a scenario
24 where they go much lower than they are today.

[WITNESS: Quinlan]

1 And that's what's setting the market clearing
2 price.

3 My own personal view is that prices will
4 trend upward, particularly as power plants
5 retire. We're already aware of a low cost
6 generator, Pilgrim Nuclear Station, retiring.
7 Brayton Point is retiring. So, the scarcity
8 premium that you're going to see in the energy
9 markets I believe is going to push prices
10 higher. But that's my view.

11 Q. That's your view. But you knew about those two
12 retirements a year ago when you did a March
13 presentation, isn't that right?

14 A. Yes. I believe Pilgrim had announced at that
15 point.

16 Q. Yes.

17 A. I'm not certain. But the question is, what
18 other units are retiring? You know, ISO-New
19 England is suggesting there's up to
20 8,000 megawatts of additional retirements. If
21 that were to happen, you're talking about 25
22 percent of New England's generation fleet. So,
23 if that circumstance takes place, prices will
24 increase.

[WITNESS: Quinlan]

1 Q. And, if it doesn't, they won't. That's --

2 A. Presumably, they won't. But, you know, I think
3 the other key variable is the cost of natural
4 gas into the region. Right now, we are at
5 record low prices. And, you know, having spent
6 a lot of time in the industry, I have seen the
7 volatility of that fuel supply. My belief is
8 they will trend upward over time.

9 Q. Okay. But back in March of 2016, you thought
10 that you wouldn't see prices lower than they
11 were then when the estimate was \$80 million,
12 isn't that right? That was your view back
13 then?

14 A. I don't believe that's true. No. I don't
15 believe I've ever said that.

16 Q. Okay. Now, the part of New Hampshire jobs and
17 economic benefits, those are all estimates
18 derived from experts in different areas that
19 the Project is retained, correct? In other
20 words, --

21 A. I'm sorry, which area? Jobs and economic --

22 Q. I'm going to skip for a minute the "ForwardNH
23 Fund", and go to "New Hampshire jobs and
24 Economic Benefits". All right? The

[WITNESS: Quinlan]

1 "\$30 million in annual property taxes", the
2 "2,600 in construction jobs", and the "increase
3 in the New Hampshire Gross Domestic Product",
4 those are all estimates from experts the
5 Project has retained, correct?

6 A. I'd say "yes". You skipped the "Job Creation
7 Fund".

8 Q. Yes, because I'm going to go back to that.

9 A. Okay. But those estimates are certainly based
10 on expert analyses, but the Company --

11 Q. That's my question. They're based on expert
12 analysis, correct?

13 A. Yes. But we don't -- just let me finish my
14 answer, which is that, you know, we have our
15 own view as to property tax payments over time.
16 And, having built a lot of transmission in New
17 England, we have a sense for the construction
18 jobs that are going to be created. So, you
19 know, there's a sanity check on these numbers,
20 if you will.

21 Q. You didn't do the analysis to come up with
22 these estimates, did you?

23 A. I did not. But I certainly have a view on, for
24 example, the number of jobs that are going to

[WITNESS: Quinlan]

1 be created, based upon prior projects.

2 Q. Uh-huh. And your reporting of these numbers
3 are reporting of what your experts estimated,
4 correct?

5 A. These are their numbers. But, again, I'll take
6 the taxes. We certainly have our own Tax
7 Department that would look at the numbers to
8 determine whether they're in a zone of
9 reasonableness, and I think in all instances we
10 believe them to be.

11 Q. I take it the appropriate witnesses to dive
12 into the details of this are the experts coming
13 up?

14 A. Yes. I'd say Dr. Shapiro, as to property
15 taxes; Julia Frayer, as to the specifics around
16 the 2,600 construction jobs and the GDP
17 effects, yes.

18 Q. Okay. All right. So, let me move then to the
19 New Hampshire fund, the ForwardNH Fund. Now,
20 that was announced in 2015, correct?

21 A. Yes.

22 Q. Okay. And the Fund itself was just registered
23 a few weeks ago with the Secretary of State in
24 New Hampshire, correct?

[WITNESS: Quinlan]

1 A. Correct.

2 Q. Now, before, and I'll -- to save time, it was
3 registered on March 22, 2017. Before the Fund
4 was registered with the Secretary of State, it
5 didn't have a formal governing structure,
6 correct?

7 A. Correct.

8 Q. It existed as more of a concept, rather than a
9 specific entity, correct?

10 A. Yes. And, you know, our commitment is to fully
11 establish it when the Project is in service.

12 Q. Okay. And it was a concept that was run by
13 Eversource, correct?

14 A. I'm not sure I understand what you mean.

15 Q. The New Hampshire Forward Fund has made some
16 loans and grants already, correct?

17 A. Yes, some advance commitments.

18 Q. Yes.

19 A. Yes.

20 Q. And those were things that were decided upon by
21 Eversource, correct? It wasn't decided upon by
22 the Fund itself, because the Fund didn't exist
23 as an entity?

24 A. That's right, yes.

[WITNESS: Quinlan]

1 Q. Okay. And one of those -- and the largest of
2 those loans is the \$2 million loan to the
3 Balsams, correct?

4 A. It's now a \$5 million loan.

5 Q. Okay. And, so, that's the single largest
6 commitment from the ForwardNH Fund, correct?

7 A. No.

8 Q. What's larger?

9 A. So, we have made a commitment in the context of
10 our public utility proceeding with the New
11 Hampshire Public Utilities Commission, --

12 Q. Uh-huh.

13 A. -- to allocate \$20 million of the 200 million
14 into programs approved by the PUC.

15 Q. Yes. It was a poorly worded question. But the
16 Balsams is the largest amount of financial
17 outlay to date. That the commitment to the PUC
18 is a commitment, but you haven't provided the
19 \$20 million, correct?

20 A. That's correct. Nor have we provided the
21 \$5 million.

22 Q. Yes. So, I understand that you've loaned
23 \$2 million to the Balsams, and you've committed
24 an additional three and a half?

[WITNESS: Quinlan]

1 A. Three.

2 Q. Three. Okay. But the loan to the Balsams has
3 already occurred? Correct?

4 A. Yes. A portion of the loan has occurred, yes.

5 Q. Yes. And, in this proceeding, the Balsams'
6 petitioned to intervene as a party, did they
7 not?

8 A. I believe they have, yes.

9 Q. Yes. And I'll represent to you that the
10 Balsams, in fact, petitioned to intervene on
11 February 5, 2016 as a party in this proceeding,
12 all right?

13 A. Okay.

14 Q. And I understand that the Balsams is in support
15 of the Project, is it not?

16 A. I believe -- I believe their primary developer,
17 Les Otten, is supportive of the Project, yes.

18 Q. And, in fact, they are recognized in this
19 proceeding as one of the three parties who are
20 supporting the Project.

21 A. Okay. Subject to check, I'm not aware of
22 that.

23 Q. Yes.

24 CHAIRMAN HONIGBERG: Just wasn't sure

[WITNESS: Quinlan]

1 if you were asking a question or making a
2 statement.

3 MR. PAPPAS: A little of both.

4 BY MR. PAPPAS:

5 Q. And do you -- and are you aware that five days
6 later, after the Balsams petitioned to
7 intervene in this proceeding, on February 10,
8 2016, is when Eversource wired the \$2 million
9 to the Balsams?

10 A. I'm not aware of the date of the wire.

11 Q. Okay. Exhibit 49 is a copy of the Applicants'
12 Responses to Counsel for the Public's Data
13 Requests - Set 1. And, in response to Data
14 Request 1-33, there's a listing of the funds
15 that the ForwardNH Plan had spent to date, date
16 being the date of answering the data requests.
17 And, if you look down at the Balsams, it
18 indicates the \$2 million amount. Do you see
19 that?

20 A. I do.

21 MR. ROTH: Tom, can you specify the
22 page number?

23 MR. PAPPAS: Oh. Page 36, it's on
24 the bottom.

[WITNESS: Quinlan]

1 BY MR. PAPPAS:

2 Q. And, if you look over to the right --

3 MR. ROTH: Just for the record,
4 that's Page 990 of Bates numbering.

5 MR. PAPPAS: Okay.

6 BY MR. PAPPAS:

7 Q. If you look over to the right, it shows
8 "Funding disbursed via wire transfer made on
9 February 10, 2016." Do you see that?

10 A. I do.

11 Q. Okay. Now, if you look at the top of this
12 page, it shows a commitment to "Rogers
13 Campground". Do you see that?

14 A. I do, yes.

15 Q. Okay. And I understand that the ForwardNH
16 Fund, really, Eversource, but, in the concept
17 of the ForwardNH Fund, provided Rogers
18 Campground with an electric vehicle charging
19 station. Is that right?

20 A. That's correct. Yes.

21 Q. Okay. And, if you look at Counsel for the
22 Public's Exhibit 31 in front of you, this is
23 the Memorandum of Agreement for ForwardNH
24 Fund's Rogers Campground Electric Vehicle

[WITNESS: Quinlan]

1 Charger Initiative. Do you see that?

2 A. Yes.

3 Q. And, on the last page, which is Page 5 of this
4 Memorandum of Agreement, you see it was signed
5 by Mr. Muntz, on behalf of Northern Pass
6 Transmission, and signed by Mr. Peck, on behalf
7 of Rogers Campground. Do you see that?

8 A. Yes.

9 Q. All right. And, if you look at Page 2, under
10 3.1, it indicates that the responsibility of
11 Northern Pass Transmission is "to provide one
12 Direct Current Fast Charger to be installed on
13 the property of Rogers Campground." Do you see
14 that?

15 A. Yes.

16 Q. And, if you look under 4.4 -- now Section 4 is
17 entitled "Responsibilities of Customer", which
18 is Rogers Campground. And, under 4.4, it
19 indicates "Customer agrees to support and
20 promote the ForwardNH Plan and Fund (and to not
21 disparage the Project) through the issuance of
22 jointly developed press releases, Op-ed
23 articles or other equivalent statements,
24 provided however, that all releases, articles

[WITNESS: Quinlan]

1 or public statements shall be prepared and
2 issued pursuant to Section 4.5." Do you see
3 that?

4 A. Yes.

5 Q. Okay.

6 A. Looks like, you know, a typical
7 "non-disparagement" clause.

8 Q. Well, it says "Customer agrees to support and
9 promote".

10 A. I see that, yes.

11 Q. Okay.

12 A. And the parenthetical is --

13 Q. Yes. And then below, under 4.5, it says
14 "Customer and NPT agree to work in good faith
15 with each other on any press and other media
16 releases which refer to the Initiative, NPT or
17 the New Hampshire Forward Plan and Fund with
18 the goal of each of the Parties having written
19 approval over same, which approval shall not be
20 unreasonable withheld by either of them." Do
21 you see that?

22 A. Yes.

23 Q. So, as part of the agreement to provide this
24 electric charging station to Rogers Campground,

[WITNESS: Quinlan]

1 Rogers Campground agreed to provide its support
2 to the Fund and the Project and not to
3 disparage the Fund or the Project, is that
4 right?

5 A. Yes. Which --

6 Q. That was the *quid pro quo*?

7 A. I'm sorry?

8 Q. That was the agreement? That was the deal?

9 A. Yes, that's certainly part of the deal, which
10 is, you know, logical. I mean, you're talking
11 about an advanced funding commitment. You
12 know, obviously, what we're trying to ensure is
13 that we're not making advanced funding
14 commitments to initiatives where, in this case,
15 the customer is going to be disparaging the
16 source of the funding, so to speak. Logical to
17 me, yes.

18 Q. Okay. Now, for any of the funding that
19 Eversource has provided under the ForwardNH
20 Fund concepts, has Eversource followed up to
21 see whether or not that funding, in fact,
22 created jobs? Done any studies or any
23 analysis?

24 A. Studies, no. But, anecdotally, yes. I would

[WITNESS: Quinlan]

1 say the -- you know, let's talk about the North
2 Country Job Creation Fund.

3 Q. No. Let's stick with the ForwardNH Fund,
4 because that's separate than the Job Fund,
5 correct?

6 A. It is separate from the Jobs Fund.

7 Q. Okay. So, let me stick to the ForwardNH Fund,
8 and I'm going to get to the Job Fund in a
9 minute.

10 A. Yes. The purpose of the ForwardNH Fund isn't
11 necessarily to create jobs. You know, there
12 are multiple focus areas. To promote tourism,
13 to promote clean energy, to drive economic
14 development and community investment. And we
15 talked about the Balsams earlier. That project
16 likely will drive jobs in the North Country.
17 That's why we selected it. But it also is
18 important for an economic development and
19 tourism perspective. So, you know, hopefully
20 later this year, when they break ground, the
21 job creation will come. This particular
22 initiative was focused on tourism and clean
23 energy. You know, we selected this campground
24 because it is in a corridor that interconnects

[WITNESS: Quinlan]

1 with Canada, and there's a strong desire for
2 electric vehicle charging. It's the first
3 electric vehicle charging station in the North
4 Country. So, you know, it has both a tourism
5 and a clean energy aspect of it. The other
6 investments that you had on the prior page were
7 community investment and public health and
8 safety.

9 Q. Okay.

10 A. So, unlike the Job Creation Fund, the sole
11 purpose of the ForwardNH Fund isn't necessarily
12 job creation. It has multiple goals.

13 Q. And one of the goals is economic development,
14 correct?

15 A. One of the goals, yes.

16 Q. Okay.

17 A. And, you know, that's what the Balsams is all
18 about.

19 Q. Now, has the ForwardNH Fund contacted the New
20 Hampshire Department of Economic Development to
21 discuss best ways to promote economic
22 development as part of the Fund?

23 A. Not to my knowledge, no. But, again, the Fund
24 does not yet exist.

[WITNESS: Quinlan]

1 Q. Well, the Fund has been putting out money,
2 hasn't it, over the last two years?

3 A. We've made some advance commitments. But the
4 vast majority of the Fund will become available
5 upon in-service.

6 Q. Okay.

7 A. You know, we first have to establish a
8 governing structure and a legal structure.
9 And, then, as we move forward with the Project,
10 you know, we'll figure how best to deploy those
11 fund.

12 Q. All right.

13 A. As I said earlier, those decisions will not be
14 made by the Company. It will be an independent
15 nonprofit fund.

16 Q. So, I take it that the Fund hasn't contacted,
17 for instance, the Coos County Economic
18 Development Corp. or the Grafton County
19 Economic Development Corp., or any of the local
20 town development directors, is that right?

21 A. I don't believe specifically around the Fund.
22 But I will tell you, during my so-called
23 "listening tour", I spoke to many of the
24 economic development agencies, in particular in

[WITNESS: Quinlan]

1 the North Country, which is, in part, what led
2 to the establishment of the ForwardNH Fund and
3 the commitment to the North Country.

4 Q. Has the Fund published any documents setting
5 forth eligibility for loans or grants?

6 A. I don't believe we have.

7 Q. Okay.

8 A. You know, we're not at that point in the Fund's
9 existence. The first goal was to set up the
10 corporate structure and have it be recognized
11 in New Hampshire.

12 Q. Has the fund published any documents that
13 describe either the application process or the
14 application forms for loans or grants?

15 A. I believe my testimony has some draft bylaws
16 that ultimately will guide some of the
17 corporate governance around it. But that will
18 be left to the Board of Directors, once it's in
19 existence.

20 Q. All right.

21 A. Again, you know, it's not the Company that is
22 going to be managing the Fund or making those
23 investment decisions. It's an independent
24 board.

[WITNESS: Quinlan]

1 Q. Okay. So, would I be correct in saying that at
2 this point the fund has been a concept, but it
3 has made selective either loans or grants,
4 either to supporters of the Project or to
5 others?

6 A. We've made certain advance commitments. And,
7 really, it wasn't -- these commitments are
8 intended to address time-sensitive issues.

9 Q. Uh-huh.

10 A. And also to illustrate what can be accomplished
11 via the Fund.

12 Q. Okay.

13 A. It's a small example of what the \$200 million
14 can achieve.

15 Q. Okay. Let me ask some questions about the
16 articles of agreement for the Fund. Now, on
17 the screen is Counsel for the Public's
18 Exhibit 34. And it shows that the fund was
19 filed with the Secretary of State on March 22,
20 2017. Do you see that?

21 A. Yes.

22 Q. Okay.

23 A. I see the filing date in the upper right-hand
24 corner, yes.

[WITNESS: Quinlan]

1 Q. And, if you look under number B(1), that is a
2 description of what the purpose of the Fund is,
3 correct?

4 A. Generally, yes.

5 Q. Yes. And the description indicates the
6 purposes and powers of the Fund are to "promote
7 the economic well-being of the State of New
8 Hampshire by supporting programs associated
9 with stimulating economic development and
10 economically distressed areas, including
11 enterprise zones, urban renewal areas, the
12 North Country of New Hampshire, targeted
13 industrial development areas and low income
14 neighborhoods". Do you see that?

15 A. Yes.

16 Q. Okay.

17 A. Among other things, yes.

18 Q. Now, the Fund is not limited in geographic
19 scope as to where in New Hampshire it can
20 provide funds, correct?

21 A. That's true. Although, as I said earlier,
22 we've committed to have a particular focus on
23 communities hosting the Northern Pass line, and
24 an emphasis on the North Country.

[WITNESS: Quinlan]

1 Q. Right. But the Fund itself, which I understand
2 will be run by an independent board, --

3 A. Sure.

4 Q. -- can, in fact, make economic investments
5 anywhere in the State of New Hampshire,
6 correct?

7 A. Yes. Although, even in Section B(1) that you
8 were just referring to, it does mention the
9 emphasis on the North Country.

10 Q. Are you aware of any enterprise zones in the
11 North Country?

12 A. Am I personally, no.

13 Q. Okay. Are you aware of any urban renewal areas
14 in the North Country?

15 A. I am not aware. But that's not to say they
16 don't exist. I am aware of significant
17 development that is being considered up in the
18 North Country. Whether it technically
19 qualifies as an "enterprise zone" or an "urban
20 renewal area", I don't know.

21 Q. Okay. Now, --

22 A. And I think that is part of the same clause,
23 though, "including enterprise zones, urban
24 renewal areas, the North Country". So, those

[WITNESS: Quinlan]

1 are specifically enumerated. I don't believe
2 they relate to each other.

3 Q. Okay. Now, if you -- if you look at Page 5, it
4 has a list of the incorporators of the Fund.
5 Do you see that?

6 A. Yes.

7 Q. Do you know who Mr. William Ardinger is?

8 A. Yes. He's counsel to the Company.

9 Q. Okay. Do you know who Mr. Sullivan is?

10 A. No.

11 Q. Do you know who Ms. Michaels is?

12 A. No. And I could spare you. I don't know
13 anyone other than --

14 Q. Mr. Ardinger?

15 A. -- Mr. Ardinger, yes.

16 Q. And he's counsel to Eversource?

17 A. He is.

18 Q. Okay. Exhibit 35 are the draft bylaws for the
19 Fund, and I just want to ask you a couple of
20 questions about them. Now, I direct your
21 attention to Page 9, where it talks about the
22 advisory boards, which you mentioned earlier.

23 Now, if you look at the bottom of
24 Section 10.1, the last sentence indicates that

[WITNESS: Quinlan]

1 "An advisory board shall have no delegated
2 authority to act for the Board but shall simply
3 offer its advice to the Board or to such
4 standing or special committee as the Board
5 determines." Do you see that?

6 A. Yes.

7 Q. So, as I understand it, the intent is for the
8 Board to make all the decisions, and the
9 advisory board, ergo its name, provide advice,
10 but not make any decisions. That's the intent?

11 A. That's correct.

12 Q. Okay.

13 A. It's ultimately the determination of the Board
14 itself.

15 Q. All right. So, if you now, at Page 10, it has
16 the initial advisory boards. Do you see the
17 four initial boards listed?

18 A. Yes.

19 Q. And, in fact, you have a "North Country
20 Development Advisory Board"?

21 A. Correct.

22 Q. Then, there's an "Economic and Community
23 Development Advisory Board", do you see that?

24 A. Yes.

[WITNESS: Quinlan]

1 Q. And, presumably, that's to advise on economic
2 and community development outside of the North
3 Country, because there's a separate board for
4 the North Country, correct?

5 A. Generally, yes. Generally. Again, we want to
6 ensure a particular focus on the North Country.
7 So, we are contemplating a separate advisory
8 board.

9 Q. Right. And a separate advisory board for the
10 rest of the state?

11 A. Yes. That's correct.

12 Q. All right. And then you have "Clean Energy
13 Innovation Advisory Board", do you see that?

14 A. Yes.

15 Q. And then, finally, you have a "New Hampshire
16 Tourism Enhancement Advisory Board", do you see
17 that?

18 A. Yes.

19 Q. Now, that's a recognition, is it not, that
20 Northern Pass will have a adverse impact on
21 tourism in New Hampshire?

22 A. No. Quite the opposite. Our intention is to
23 ensure that overall it has a positive impact on
24 tourism.

[WITNESS: Quinlan]

1 Q. During your listening tour, did you not hear a
2 lot of people or groups express concern that
3 Northern Pass will adversely impact tourism?

4 A. I did hear that from certain stakeholders. You
5 know, I believe our expert has a view that it
6 will not have a material effect on tourism.
7 You know, one of the things we're trying to
8 ensure through this Fund and otherwise is that
9 not only doesn't have a detrimental impact, but
10 it has a positive impact. So, we talked
11 earlier about the Balsams investment or the
12 investment in charging infrastructures in the
13 North Country. These are instances where we
14 believe we will significantly advance tourism.

15 Q. Okay. But you heard that there's real
16 questions or concern that the Project will have
17 a negative impact on tourism. That's one of
18 things you heard, did you not?

19 A. From certain stakeholders, yes.

20 Q. Yes. And that is the reason why you have
21 earmarked a portion of the Fund and set up a
22 separate Subcommittee to address those
23 concerns, correct?

24 A. We've set this up and specifically designated

[WITNESS: Quinlan]

1 because we wanted to ensure we could have a
2 positive impact on tourism. You know, what I
3 heard in the North Country generally is that,
4 you know, it's a economically challenged area,
5 that manufacturing has left and is generally
6 not coming back any time soon, and it's
7 becoming a tourism economy. So, to the extent
8 we could do something via this Project in the
9 ForwardNH Fund Plan to promote tourism, we
10 should attempt to do so. And we're trying to
11 deliver on that. That's why we've specifically
12 designated as a focus area from the ForwardNH
13 Fund.

14 Q. Okay. Now, as I understand it, the intent is
15 to provide \$10 million a year for 20 years to
16 fund this \$200 million fund, correct?

17 A. That's correct, yes.

18 Q. And, to date, \$5 million of the first year's
19 commitment has already been committed?

20 A. Again, that is currently a loan. So, the
21 expectation is it will be repaid back into the
22 Fund, and then be redeployed by the Board of
23 Directors. So, I wouldn't consider that a
24 grant, if you will. We expect it to be

[WITNESS: Quinlan]

1 returned and to be redeployed.

2 Q. Do you expect it returned within the first
3 year?

4 A. Uncertain.

5 Q. Uncertain.

6 A. I don't personally know the developer's
7 intentions for repayment.

8 Q. Okay. Now, also as part of the agreement with
9 the PUC, \$20 million has been set aside for
10 certain energy efficiency programs, correct?

11 A. Among other programs.

12 Q. Yes.

13 A. I believe that's over a ten-year period, I
14 believe.

15 Q. Right. Right. So, that's \$2 million a year,
16 correct?

17 A. Correct.

18 Q. Okay. So, if the Fund is to provide \$2 million
19 to the PUC in its first year, and has already
20 committed \$5 million, and does not get repaid,
21 the loan from the Balsams, that essentially
22 leaves \$3 million for the first year. Is that
23 right?

24 A. Not necessarily. You know, we haven't

[WITNESS: Quinlan]

1 determined how that 5 million will be
2 allocated, as whether it's a year one
3 commitment or not, that remains to be seen.

4 Q. All right. Okay. Now, are you aware of any
5 document that legally binds Northern Pass
6 Transmission to provide these \$200 million in
7 funds? Is there a document that legally binds
8 Northern Pass Transmission to do that?

9 A. No. It's a corporate commitment that we made
10 in the context of this Application. So,
11 presumably, if our Certificate is granted, it
12 will become a binding commitment. But I'm not
13 aware of a separate contract that requires us
14 to do so.

15 Q. Okay.

16 A. It's certainly our corporate intention.

17 Q. And, so, is it part of the corporate intention
18 to make that a condition of your permit, is to
19 bind the Company to provide these funds?

20 A. We would certainly accept that condition, yes.

21 CHAIRMAN HONIGBERG: Mr. Pappas,
22 sometime in the next ten minutes or so.

23 MR. PAPPAS: Yes. You know, this
24 might be an ideal place, because I'm going to

1 jump to another subject. And I probably have
2 half hour at most.

3 CHAIRMAN HONIGBERG: You read my
4 mind.

5 All right. So, we're going to take a
6 lunch break at this point. It is 12:20. We're
7 going to reconvene as close to 1:10 as we can.

8 (Lunch recess taken at 12:20
9 p.m. and concludes the **Day 1**
10 **Morning Session.** The hearing
11 continues under separate cover
12 in the transcript noted as **Day 1**
13 **Afternoon Session ONLY.**)

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C E R T I F I C A T E

I, **Steven. E. Patnaude**, a Licensed Shorthand Court Reporter, do hereby certify that the foregoing is a true and accurate transcript of my stenographic notes of these proceedings taken at the place and on the date hereinbefore set forth, to the best of my skill and ability under the conditions present at the time.

I further certify that I am neither attorney or counsel for, nor related to or employed by any of the parties to the action; and further, that I am not a relative or employee of any attorney or counsel employed in this case, nor am I financially interested in this action.

Steven E. Patnaude, LCR
Licensed Court Reporter
N.H. LCR No. 52
(RSA 310-A:173)