1	STATE OF NEW HAMPSHIRE
2	SITE EVALUATION COMMITTEE
3	Townson 20 2019 0.00 cm DELTDEDARTONS
4	January 30, 2018 - 9:00 a.m. 49 Donovan Street Canada Nasa Hammahina
5	Concord, New Hampshire Morning Session Only
6	{Electronically filed with SEC on 02-05-18}
7	TN DE. GEG DOCKEE NO. 2015 O.C
8	IN RE: SEC DOCKET NO. 2015-06 Joint Application of Northern Pass Transmission, LLC, and
9	Public Service Company of New Hampshire d/b/a Eversource
L 0	Energy for a Certificate of Site and Facility.
L1	(Deliberations)
L2	PRESENT FOR SUBCOMMITTEE/SITE EVALUATION COMMITTEE:
L3	Chrmn. Martin P. Honigberg Public Utilities Comm. (Presiding as Presiding Officer)
L 4 L 5	Cmsr. Kathryn M. Bailey Public Utilities Comm. Dir. Craig Wright, Designee Dept. of Environ. Serv.
L 6	Christopher Way, Designee Dept. of Business & Economic Affairs
L 7	William Oldenburg, Designee Dept. of Transportation Patricia Weathersby Public Member
L 8	Rachel Dandeneau Alternate Public Member
L 9	ALSO PRESENT FOR THE SEC:
20	Michael J. Iacopino, Esq., Counsel for SEC
21	Iryna Dore, Esq., Counsel for SEC (Brennan, Lenehan, Iacopino & Hickey)
22	Pamela G. Monroe, SEC Administrator
23	(No Appearances Taken)
2 4	COURT REPORTER: Steven E. Patnaude, LCR No. 052

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PROCEEDING

CHAIRMAN HONIGBERG: Good morning,
everyone. We're here to begin deliberations on
Northern Pass's Application for Certificate of
Site and Facility from the Site Evaluation
Committee. We've heard a lot of witnesses and
seen a lot of documents. We're now ready to
start discussing what we've seen and heard.

Let me go over some ground rules and just provide some information about what's happening here today.

First, we have a lot of people who haven't been in this building before, or, if they were here, they were here only once.

Restrooms are in the hallway over to your left, on the other side of the wall that's to your left.

The exits largely are in the back left corner from where you're sitting. There's also an exit in the front of the building, also on the left, although that leads out to the back where it is snowy and icy.

All cellphones should be off or in silent mode. So, I would ask right now if

1 everyone would please take out their 2 cellphones, look at your cellphone, and confirm 3 that it is either off or in silent mode. 4 This is a public proceeding. But 5 we'd ask you to be respectful of the process 6 and pay attention to what's happening up front. 7 If you have to have a conversation with someone, either on your phone or with someone 8 in the room, I'd ask you to take it outside. 9 10 We're going to be doing most of the 11 talking up here. It's possible that we will 12 ask one of the parties or an intervenor for 13 information. But that's up to the Committee. 14 This is not an opportunity for public 15 participation at this time. 16 If, during a break, we are out in the 17 hallway or outside, we may or may not be able 18 to interact with you. We may say "hello". 19 It's also possible that we may not. We are not 20 being rude. It's just not appropriate at this 21 time for us to be communicating with you or for 22 you to be communicating with us. 23 I'd ask you to behave. Keep your 24 hands down and yourselves quiet. You're going

to hear things that will at times make you happy and at times make you unhappy. We are going to say things to make arguments, to test arguments, things that we may or may not believe, and that may or may not reflect the way we will vote at the end of the process.

I have no idea what any of the rest of the members of the Subcommittee are thinking about various issues. By law, we are not allowed to deliberate outside of the public meeting that you're sitting in right now. So, we may surprise each other. I'm going to ask you not to react as you would at a basketball game or an athletic event, because that's not what you're at right now.

Each of us has missed some time in the hearing room during the presentation of evidence and the hearing from witnesses. It is each of our responsibilities to have reviewed the transcripts and the exhibits from the time that we missed. I'm going to -- to the extent anybody on the Subcommittee needs to say anything about that, I'll let them do it in an appropriate time. But it is a matter of how

1	this process works, that over 70 hearing days
2	someone was going to miss something. And we
3	all missed at least some period of time in the
4	hearing room.
5	I believe that's all the business I
6	needed to take care of.
7	I'll ask the members of the
8	Subcommittee to introduce themselves for those
9	who have not been regulars here in the room.
10	And I'll start to my left.
11	MR. OLDENBURG: William Oldenburg,
12	designee of the Department of Transportation.
13	DIR. WRIGHT: Craig Wright, with the
14	Department of Environmental Services.
15	CMSR. BAILEY: Kathryn Bailey, Public
16	Utilities Commission.
17	CHAIRMAN HONIGBERG: Martin
18	Honigberg, Public Utilities Commission.
19	MS. WEATHERSBY: Good morning.
20	Patricia Weathersby, public member.
21	MR. WAY: Christopher Way, designee
22	of Business and Economic Affairs.
23	MS. DANDENEAU: I'm Rachel Dandeneau,
24	alternate public member.

1	CHAIRMAN HONIGBERG: Other people who
2	are associated with the Site Evaluation
3	Committee: Sitting to my right is Michael
4	Iacopino. He is an attorney and he's Counsel
5	to the Site Evaluation Committee. At the
6	witness table, over to my left, Pam Monroe is
7	the Site Evaluation Committee Administrator.
8	To her left is Iryna Dore, who is another
9	lawyer who serves as Counsel to the SEC. At
10	times, we may confer with any of those people.
11	I think that's all I needed to do to
12	set us up. We have a lot of ground to cover.
13	The first thing we're going to do is have brief
14	descriptions of the various input we received
15	from other state agencies who are relevant in
16	one way or another to this Application and the
17	approvals that it requires before it could ever
18	be built.
19	I will start with the Public
20	Utilities Commission. The Applicant and its
21	affiliates had to obtain a number of things
22	from the Public Utilities Commission. Northern
23	Pass had to apply for and did receive
24	certification of public utility status. That

is conditioned on approval of the Application before the SEC.

They also had to receive approval, either Northern Pass or PSNH/Eversource, to cross various state lands and waters of the state. That's a matter that goes before the Public Utilities Commission. And those crossings were granted, again conditioned on approval of the Application.

There was also a petition requesting permission for Eversource to lease property to Northern Pass. That matter is still pending. It has been heard by the PUC, but a decision has not been issued.

In addition, I will cover the Fire Marshal, which has responsibility in matters like this. The Fire Marshal provided us with a letter indicating that he had no concerns about the Project, given the nature of it, with no enclosures. There was some interaction the Fire Marshal had with Franklin and Deerfield, but he expressed no concerns about proceeding.

Commissioner Bailey, you going to do

DHR?

1	CMSR. BAILEY: Yes. On
2	December 21st, 2017, the Division of Historic
3	Resources filed a summary of the work that it
4	has completed, and identified certain
5	archeological and architectural historic
6	resources, as well as cultural landscapes, with
7	some adverse impact. It had a number of other
8	findings and advice, and we will discuss that
9	at a later time.
10	CHAIRMAN HONIGBERG: Mr. Oldenburg,
11	you want to do DOT?
12	MR. OLDENBURG: Thank you, Mr.
13	Chairman.
14	In response to the SEC requirements,
15	on October 3rd, 2017, the DOT submitted Draft
16	Permit Conditions based upon the Department's
17	review of the preliminary plans that were
18	submitted at that point. In that transmittal
19	letter, the DOT did say it was confident that
20	it could execute the necessary agreements and
21	licenses and permits for the Project, with the
22	assumption that the Applicant could conform to
23	the Draft Conditions.
24	Before I go on, I would like to say

1	that, as being from the DOT, and a member of
2	this proceeding, I was never involved in any
3	discussion at the DOT with regards to the
4	Northern Pass Project. I was always kept out
5	of meetings, emails, or anything dealing with
6	the Project or the review of the plans.
7	So, let me continue. The Permit
8	Conditions encompassed 12 pages, which I will
9	not cover all 12 pages, but they split them
10	into three components, which was general
11	conditions of approval, construction
12	requirements, and then exception requests.
13	There were over 50 conditions of
14	approval that were listed. A few of the more
15	contentious ones, under the general conditions
16	of approval, there were 23.
17	Number 4 dealt with the Applicant, a
18	requirement that the Applicant provide a
19	certified survey report.
20	Number 5 dealt with the Applicant was
21	responsible to acquire all applicable permits
22	and comply with all local, state, and federal
23	rules, ordinances, and regulations.

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Number 12 was that, to meet the

1	conditions of the <u>Utility Accommodation Manual</u> ,
2	that the underground facilities be located
3	outside of the pavement areas and as close to
4	the right-of-way as practicable.
5	Number 22 dealt with traffic control,
6	and the requirement that the Applicant develop
7	a Traffic Management Plan, and that detours of
8	state roads would require DOT approval. And
9	that all traffic control plans and methods meet
10	the <u>Manual of Uniform Traffic Control Devices</u> .
11	And they went on to say that the
12	State or, the DOT does not have the
13	authority to approve traffic control on
14	non-state roadways.
15	Under the construction requirements,
16	which were Conditions 24 through 50, those were
17	basically DOT requirements that I didn't hear
18	much comment about. So, I won't list any of
19	those.
20	Under the exceptions to DOT
21	standards, number 1 was the use of the
22	fluidized thermal backfill as a trench backfill
23	material.
24	And that summarizes the points of the

1 Permit Conditions.

On December 12th of 2017, the

Applicant had submitted a draft list of

certificate conditions that they thought should

go along with the approval of the Project. And

in that list was the request to delegate

authority of the DOT over the review and

approval of the construction on non-state

roadways, i.e., the local roads.

On December 22nd of 2017, the

Department of Transportation responded that it

did not believe that it should be approving or

overseeing the construction on local roads.

So, that was another issue that will come up

I'm sure a little bit.

The last report, and I'm not sure it was -- you'd consider it a report, but it dealt with the Utility Accommodation Manual Exception Requests. Because of the -- you know, from the onset of this proceedings, the DOT was sort of faced with an unprecedented number of requests, from intervening groups and general public for information about the DOT, their review process, their plans. So, to keep -- sort of

1	to be transparent, the Department decided to
2	post information on their webpage. On that
3	webpage are conference reports, survey reports,
4	memos, exception requests, that have all been
5	used throughout this proceeding.
6	To date, at the close of the record,
7	there were 13 of the exception requests that
8	had been approved.
9	So, there's many other DOT letters
10	and stuff, but that summarizes, basically, the
11	reports and information that we saw.
12	CHAIRMAN HONIGBERG: All right.
13	Well, that, and other details, will be
14	discussed as we get to specific issues for
15	which those might be relevant, right,
16	Mr. Oldenburg?
17	MR. OLDENBURG: Correct.
18	CHAIRMAN HONIGBERG: All right.
19	Mr. Wright, would you cover DES and Fish & Game
20	please.
21	DIR. WRIGHT: Sure. First, similar
22	to my colleague to my left, I would point out
23	that, although I'm employed at DES, I serve in
24	the capacity as the Director of the Air

Resources Division, and I serve no role on any decisions by DES related to water quality or any aspects of water quality impacts of this Project.

DES provided the Subcommittee with its final decision and recommended conditions on March the 1st, 2017. The recommended -- the water quality standards recommended by DES include conditions related to Wetlands, Shoreland Protection, Clean Water Act Section 401 Water Quality Certification, and Alteration of Terrain. I'm just very briefly going to describe what those four different permits do, in terms of implementing state statutes.

The Wetlands statute implements RSA 482-A, and it regulates both temporary and permanent impacts to wetlands, in order to provide protection to the functions of wetlands in the State of New Hampshire.

The Shoreland Protection implements
RSA 483-B, to provide protections for shoreland
areas in order to maintain the integrity and
quality of public waterways. In New Hampshire,
public waterways are held in trust by the

1 State.

The 401 Water Quality Certification implements RSA 485-A:12, and protects surface water quality by ensuring compliance with state surface water quality standards.

And then, finally, the Alteration of Terrain requirements implements RSA 485-A:17, and protects surface water, groundwater, and drinking water, by controlling soil erosion and managing runoff from developed areas.

In total, the DES March 1st, 2017 recommendations include 31 pages of conditions, and, in total, well over 100 separate conditions and over 40 specific findings.

The letter from DES also describes both temporary and permanent impacts to wetlands, and also identifies compensatory mitigation from wetlands impacts, including a payment to the ARM Fund and also a payment to establish a foundation to work on science-based projects, conservation projects.

I would also point out that, under

Condition 7 of the DES recommendations, the

Applicant was required to work with Fish & Game

```
1
         and develop recommendations related to wildlife
 2
         avoidance mitigation measures and also
 3
         time-of-year restrictions regarding
 4
         construction or operation of the line.
 5
                    So, that's a very brief summary, Mr.
         Chairman. And I'm sure we'll get into a lot
 6
 7
         more detail as we proceed.
 8
                   CHAIRMAN HONIGBERG: Thank you, Mr.
9
         Wright.
10
                    I believe that covers all of the
11
         agencies, all the State agencies we heard
12
         from.
13
                    The next thing we're going to do is
14
         start talking about the specific statutory and
15
         rules-based criteria we need to consider.
                                                     The
16
         first of which is the Applicant's --
17
                   MR. WAY: My apologies for
18
         interrupting.
19
                   CHAIRMAN HONIGBERG: Mr. Way.
20
                   MR. WAY: Did we talk about the State
21
         Fire Marshal?
22
                   CHAIRMAN HONIGBERG: We did.
23
                   MR. WAY: We did. I'm sorry.
24
                   CHAIRMAN HONIGBERG:
                                         The first group
```

1 of matters we're going to discuss is the 2 Applicants technical, managerial, and financial 3 ability. 4 Ms. Weathersby. 5 MS. WEATHERSBY: Yes. Thank you. 6 I'll take the lead on this one. 7 So, as we all know, I think, that RSA 162-H:16 lays out the requirements for findings 8 that we need to make before we -- before a 9 10 certificate is issued. And Section IV(a) of that statute states that "In order to issue a 11 12 certificate, the committee must find that: The 13 applicant has adequate financial, technical, 14 and managerial capability to assure 15 construction and operation of the facility in 16 continuing compliance with the terms and 17 conditions of the certificate. 18 And then we have a administrative 19 rule, Site 301.04, concerning financial, 20 technical, and managerial capability. And that 21 requires -- it sets forth what the application 22 needed to include. 23 And those, for financial information, 24 this is 301.04(a), "Financial information shall

1	include: (1) A description of the applicant's
2	experience financing other energy facilities;
3	(2) A description of the corporate structure
4	of the applicant, including a chart showing the
5	direct and indirect ownership of the applicant;
6	(3) A description of the applicant's financing
7	plan for the proposed facility, including the
8	amounts and sources of funds required for the
9	construction and operation of the proposed
L 0	facility; and (4) An explanation of how the
L1	applicant's financing plan compares with
L 2	financing plans employed by the applicant or
L 3	its affiliates, or, if no such plans have been
L 4	employed by the applicant or its affiliates,
L 5	then by unaffiliated project developers and to
L 6	the extent such information is publicly
L 7	available, for energy facilities that are
L 8	similar in size and type to the proposed
L 9	facility, including any increased risks or
20	costs associated with the applicant's financing
21	plan; and (5) The current and pro forma
22	statements of assets and liabilities of the
23	applicant."
2 4	And then we have another rule that

guides us, which is Site 301.13, which is the "Criteria Relative to the Findings of Financial, Technical, and Managerial Capability".

And when we're determining the Applicant's financial capability to construct and operate the Project, this Committee must consider: "(1) The applicant's experience in securing funding to construct and operate energy facilities similar to the proposed facility; (2) The experience and expertise of the applicant and its advisors, to the extent the applicant is relying on advisors; (3) The applicant's statements of current and pro forma assets and liabilities; and (4) The financial commitments the applicant has obtained or made in support of the construction and operation of the proposed facility."

So, those are the statutes and rules that guide us in our analysis. We've heard a fair amount of testimony on this subject, and people have briefed the issues as well. And I just want to kind of review the positions of the various parties concerning the financial

capability of the Applicant to construct and operate the proposed Northern Pass Transmission Line Project.

Counsel for the Public: Counsel for the Public indicates they have reviewed the submissions required under the rules and the testimony, and all the other evidence in the proceeding. Counsel for the Public believes there is sufficient evidence for the Subcommittee to find the Applicants have met their burden of demonstrating that it has adequate financial, technical, and managerial capability to assure construction and operation of the facility.

Some others disagree with that position. The Dummer/Stark/Northumberland Group: They argue that the absence of Hydro-Quebec from the docket makes it impossible for this Committee to make the required findings of financial capability.

Mr. Ausere testified that the financial strength of Eversource will ensure that Northern Pass has adequate funds for the construction of Northern Pass, and testified

that the basis of Northern Pass Transmission Line's financial capability was the TSA that was executed between Northern Pass and HRE.

But the Dummer/Stark/Northumberland Group indicates that the financial strength of HRE's parent, HQ, must be examined and wasn't in enough detail. Because the Hydro-Quebec subsidiary, HRE, can terminate the TSA in a number of circumstances, and there wasn't enough financial information concerning HRE or HQ in their estimation, they believe we cannot make a determination concerning the financial capability of Eversource to construct the Project.

Mr. Sansoucy, who testified on behalf of a number of towns and the Ashland Water & Sewer Division, he asserted that London Economics failed to prepare a corrected and detailed revenue requirement to be used in calculating a proper tariff, and he believed that the tariff would be too high to be economically feasible. He wants a condition that New Hampshire ratepayers will be held harmless from any and all recovery of the

1 Project's expenses.

The Easton Conservation Commission, through Ms. Pastoriza, she disputed the Applicant's financial capability to construct the Project, specifically arguing that the Applicant will have to fund additional resources to construct the Project in compliance with the DOT's conditions and it hasn't provided documentation that it can do so.

The Society for the Protection of New Hampshire Forests has argued that the Applicant does not have the financial capability to construct and operate the Project because of problems with the TSA. They assert that the TSA is -- at the time was scheduled to expire in February of 2017, and there wasn't documentation that it would remain in effect. There wasn't evidence at the time to indicate that the TSA applied to the current Project, and that the TSA did not cover costs of construction of the Project.

The Applicant, of course, believes otherwise. It believes it has proven its

financial capability, and states that its

financial capability is based on the financial

strength of Northern Pass Transmission's

parent, Eversource, and that Eversource's

experience financing, constructing, and

operating transmission facilities in New

England.

And it's also based on the TSA that Northern Pass has executed with HRE, Hydro Renewable Energy, Inc. And third, it's based on the financial strength of HRE's parent, Hydro-Quebec.

So, we can stop there. I can keep going. Basically, the person we heard from most on this subject from Eversource was Mr.

Ausere. If anyone wants to look at his testimony, I think it's Exhibits 7 and 8. We were provided updated financial statements, a corporate structure chart, I think that was attached to Exhibit 8. I have also a paper copy here, if anyone wants to see them.

The Applicant asserts that those statements of assets and liabilities of Eversource and PSNH, which they provided,

1	demonstrate its ability to construct and
2	operate the Project in accordance with the
3	Certificate. They did acknowledge that
4	Northern Pass Transmission doesn't have
5	statements of assets and liabilities.
6	Mr. Ausere is the Vice President of
7	Energy Planning & Economics at Eversource
8	Energy Service Company, which is a wholly-owned
9	subsidiary of Eversource Energy, which is a
10	public utility holding company.
11	The total expected construction costs
12	of the Project are 1.6 billion. And except for
13	the properties acquired by Renewable
14	Properties, Inc., all of the costs associated
15	with the development and construction of the
16	Project
17	CHAIRMAN HONIGBERG: Hang on. Please
18	suspend. Go off the record.
19	(Brief off the record discussion
20	ensued.)
21	CHAIRMAN HONIGBERG: Sorry,
22	Ms. Weathersby. You may continue.
23	MS. WEATHERSBY: Thank you. So, I
24	was saying the total expected cost to construct

the Project is 1.6 billion. Northern Pass expects to fund half of those development and construction costs with equity from Eversource and half with debt.

Concerning Eversource's financial capability, Mr. Ausere testified that

Eversource is ranked number 343rd on the 2016

Fortune 500 list of largest U.S. companies, has an equity market capitalization of approximately \$17.5 billion. Eversource's equity trades on the New York Stock Exchange and has over \$8.8 billion of outstanding long-term debt.

Last March, when we heard the testimony, Eversource's rating by the major credit agencies was Standard & Poor's, A (Stable); in December 2017, that was raised to A+ (stable). Eversource has the strongest S&P credit rating among the 53 shareholder-owned electric utility companies in the United States. Moody's had it rated Baal stable. Fitch rated Eversource as BBB+ positive. As a result of Eversource's relatively strong credit ratings, it does have access, pretty good

1 access to capital markets.

Eversource plans to invest

\$9.6 billion in electric transmission
infrastructure, including this Project, between
2016 and 2020. It plans to finance these new
investments, including Northern Pass, with
internally generated cash and new debt. It
doesn't anticipate issuing new common stock.
In addition, Eversource has an annual
construction program well in excess of the
annual cash requirements of Northern Pass and
generates adequate cash flow internally to meet
its equity investor obligations in Northern
Pass.

So, that was the first prong they relied on was the strength of Eversource.

The second prong it relies on to assure us that it has the financial capabilities is the TSA, the Transmission Service Agreement. The TSA is a cost-based, FERC-approved Transmission Service Agreement under which Northern Pass is going to provide firm transmission services to HRE over the Northern Pass lines in exchange for payment of

1 Northern Pass's costs for developing, 2 constructing, operating, maintaining, and 3 decommissioning of the Project. 4 Hydro-Quebec, HRE, will have an 5 opportunity to recover its transmission 6 payments through the sales of electricity into 7 the New England market. Once Northern Pass begins operation, Northern Pass will begin 8 9 receiving monthly revenue from HRE under the 10 formula rate that's set forth in the TSA. 11 These revenues will provide cash flows to 12 satisfy its obligations to debt and equity 13 investors and meet the working capital needs of 14 the Project. 15 The TSA will be amended if chosen for 16 the Mass. RFP, which it has been, but still no 17 cost to New Hampshire consumers we are assured. 18 Mr. Ausere could not confirm or deny whether 19 the Applicant will seek the Committee's 20 approval of future modifications of the TSA. 21 If that is important to the 22 Committee, I suggest that we may wish to 23 consider that as a condition of any approval.

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The formula rate in the TSA recovers

24

a return on investment, plus associated income taxes, depreciation — depreciated expense, operations and maintenance expense, administrative and general expenses, tax expenses, other expenses, etcetera. Mr. Ausere further asserted that HRE will be responsible for the costs associated with the Project, even if the costs exceed \$1.6 billion.

That TSA does remain in effect.

There was some controversy on that point. The TSA contained a project approval deadline of February 14th, 2017. But there was an agreement that was executed on January 26, 2017, where Northern Pass and HRE extended the deadline until December 31st, 2020.

Mr. Ausere testified that the

Transmission Service Agreement may be

terminated during the development of the

Project by the Applicant or by HRE; it may be

terminated during construction of the Project

by HRE; during commercial operation of the

Project by HRE. If the Agreement is terminated

during the development phase of the Project,

both the Applicant and HRE will be responsible

for the costs of development of the Project. If it's terminated during the construction phase, Mr. Ausere testified that it's highly unlikely that HRE will terminate the Agreement, because, under the terms of the TSA, the Applicant will recover its costs in the Project, cost of decommissioning of the line, and other costs.

Mr. Ausere further testified that, upon expiration of the initial term of the Agreement, which is 40 years, the parties may elect to extend it and Hydro-Quebec, or any other party, will pay a revenue amount that will allow the Applicant to recover its operating costs, if it hasn't already.

The third prong it relies on to assure us that it has the financial capability to construct and operate and maintain the line is the strength of HRE. The TSA requires Hydro-Quebec, the parent company of HRE, to guarantee HRE's obligation under the TSA.

We may wish to make that a condition, so that commitment cannot be amended in the TSA.

That guaranty includes Project costs, plus earnings and decommissioning costs.

Hydro-Quebec is Canada's largest utility, a crown corporation. It's owned by the province of Quebec. It's provincial credit ratings are A+ (positive), Aa2 (Stable), and AA- (Stable), from S&P, Moody's, and Fitch ratings services, respectively.

There was a squabble over who would pay for the line. There were some news articles that said that Hydro-Quebec wouldn't pay. But there was a joint statement, which is the Applicants Exhibit 83, that confirmed that Northern Pass will recover its costs from Hydro-Quebec as it receives income from selling power delivered over Northern Pass, unless successful in the Mass. RFP, in which case the costs will be paid by distribution companies that purchase the power, and then they would amend the TSA.

Specifically, Mr. Ausere stated that the Applicant and Hydro-Quebec will respond to a Clean Energy Request for Proposals sponsored by Massachusetts, Connecticut, and Rhode

1	Island. And if the Project is selected, some
2	costs may be passed through to the consumers of
3	the Commonwealth of Mass. and the other states.
4	Mr. Quinlan claimed, however, that
5	construction and operation of the Project is
6	not predicated on the outcome of those
7	solicitations, although at the time he could
8	not be certain.
9	Just other information. In the
10	Merrimack Valley Reliability Project case, the
11	SEC did find that Eversource had the financial
12	capability to construct, operate and maintain
13	that project, which, of course, was much
14	smaller.
15	Another point is that the TSA does
16	require Northern Pass and its construction
17	contractors to carry adequate insurance to
18	provide coverage against liability or damage
19	resulting from the construction or operation of
20	the Project.
21	And that, too, is something you may
22	want to suggest as a condition that that
23	remains in effect.
24	So, I'll stop it there. Insurance?

1	That the TSA requires Northern Pass and the
2	contractors to carry adequate insurance for
3	liability or damage.
4	So, I'll kind of throw it out there.
5	I have the financial statements, if anyone
6	would like to see them. I think there's, you
7	know, in my mind, adequate financial
8	capability.
9	I'll stop there.
10	CHAIRMAN HONIGBERG: In your view, is
11	the information that we have about Hydro-Quebec
12	sufficient to be comfortable that this is
13	backed by, and the way we would say it in the
14	U.S., the full faith and credit of that
15	government? Because I know that, I mean, I
16	always associate the argument with Mr.
17	Cunningham, but I know he represented the
18	Dummer Group.
19	Is that is that sufficient for
20	us?
21	MS. WEATHERSBY: So, the obligations
22	of under the TSA, the obligations of HRE are
23	guarantied by Hydro-Quebec. I think with that
24	in place, I would be comfortable, as long as

1	that guarantee cannot be cannot be revoked,
2	so that we require that to remain in place
3	until the Project is fully decommissioned.
4	CHAIRMAN HONIGBERG: And I believe
5	you used the word "condition", and I recall a
6	discussion with Mr. Ausere about that during
7	his testimony, is that
8	MS. WEATHERSBY: I think there was a
9	discussion, yes.
10	CMSR. BAILEY: I'll jump in. Thank
11	you for that incredible summary of all the
12	testimony. I have a couple of pages here, and
13	you covered every one of my points.
14	I also believe that they have
15	demonstrated that they have the financial
16	capability to construct the Project. They have
17	very good access to the capital markets,
18	because of Eversource has, because of its
19	good credit rating. They have access to cash
20	from their operating companies. Mr. Ausere
21	testified about that.
22	I believe that the TSA will provide
23	adequate revenue going forward to pay back the
24	loans, and also to provide revenue for

operations.

I don't know whether it fits into financial, but I want to put it as a placeholder, and that is the discussion about decommissioning, and whether they have enough insurance to provide for adequate decommissioning. I assume that's not in the financial — not required for the financial finding, but we need to talk about that later.

I think Ms. Pastoriza's argument about the unknown costs of burial in accordance with the <u>Utility Accommodation Manual</u>, and that those costs are underestimated, and the Applicant doesn't know how much that's going to cost, I believe the Applicant has enough financial resources to cover that contingency.

I would advocate that we see the revised TSA and make that a condition of approval. Because they have won the Mass. RFP, they will be negotiating that, I believe, with the utilities in Massachusetts, and that may be different than Hydro-Quebec. I think we need to make sure that, if we approve all the terms that we believe were important with

Hydro-Quebec remain in the TSA.

Counsel for the Public determined that there was sufficient evidence for the Subcommittee to find that the Applicants met their burden demonstrating adequate financial capability, and I give that some weight.

And I guess I'll stop there. I agree. I think they have the financial capability to construct and maintain the Project.

MR. WAY: Thank you, Mr. Chair. I agree with everything I'm hearing so far. I guess the discussion on decommissioning, we should probably put that bucket into orderly development, which will be coming up. And that's going to be a whole separate discussion, but there's, obviously, a carryover to this discussion.

Thank you for summarizing the TSA, because I, too, had looked at the fact that there was a expiration date on -- I'm sorry. I noticed, too, that there was an expiration date on the last one, but also I noticed that there was an amendment to 2020 with the Mass. RFP.

1	I guess, and one question I would
2	have for the group, too, is to what extent can
3	we involve the Mass. RFP in all of these
4	discussions? And as a given, as a possibility,
5	and maybe, Mr. Iacopino, is that a legal
6	discussion? Is that it's something new.
7	And I notice you're smiling.
8	MR. IACOPINO: You want me to answer
9	that?
10	CHAIRMAN HONIGBERG: Yes. Would you
11	please answer that question.
12	MR. IACOPINO: You should base your
13	deliberations based on what's in the record
14	here today, the record that is before you.
15	That record, and you'll decide this yourself,
16	whether or not there was discussion in the
17	record regarding getting the Mass. RFP, and
18	whether there was testimony about the Mass.
19	RFP, and what the Applicant would do if it
20	obtained the bid or didn't obtain the bid. All
21	of that would be appropriate for your
22	deliberations here today.
23	MR. WAY: Thank you. And I agree, I
24	think there's been quite a bit of discussion on

1	the 83D RFP.
2	And I would agree with Commissioner
3	Bailey that the modified TSA should be
4	something that we would consider as a condition
5	as well.
6	MS. DANDENEAU: Do we know when that
7	would be available, the modified TSA, or the
8	revised version?
9	CMSR. BAILEY: I'm pretty sure it
10	will be available well after our decision.
11	MS. DANDENEAU: Okay.
12	MS. WEATHERSBY: So, there was
13	there was testimony, for practicality of the
14	matter, is the TSA will need to be amended, if
15	the contract with Massachusetts goes forward.
16	Do we obviously, we want to see
17	that. But do we want to be able to approve the
18	section concerning the funding of the line? Do
19	we want to do anything other than see it when
20	it's done?
21	CHAIRMAN HONIGBERG: I think we would
22	want to include in, if there were an approval,
23	a condition that specifies what terms would be
24	required for us to meet that condition. If

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         they can't meet that condition, they need to --
         I think they would need to come back.
 2
 3
                   MS. WEATHERSBY: Do you have
         suggestions?
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 5
                   CHAIRMAN HONIGBERG: Not at this
 6
         time.
 7
                   MR. WAY: Commissioner Bailey, when
         you were saying that the amended TSA that's up
 8
         and coming will not be before we issue a
9
10
         certificate, what kind of timeframe do you
11
         envision that might be are we talking, with
12
         relationship to the Project?
13
                   CMSR. BAILEY: I don't really know.
14
         But, as I understand it, they -- Northern Pass
15
         has to now negotiate a contract with -- and
16
         this is not part of the record, this is what I
17
         know from my job. So, I don't know --
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                   MR. IACOPINO:
                                   It's okay.
19
                   CMSR. BAILEY:
                                  It's okay? All right.
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         They have to negotiate with the electric
21
         utilities in Massachusetts on a contract.
22
         I believe that contract is supposed to be
23
         presented to the Massachusetts regulatory
24
         agency for approval in April. I don't know if
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1	that contract constitutes the TSA or if the TSA
2	is an addition to that contract. And, so, I
3	don't know.
4	CHAIRMAN HONIGBERG: It has to be
5	something separate, because it's the
6	contract they're negotiating with the utilities
7	is the sale of power. It has a price
8	associated with it that is that would
9	include recovering transmission costs. But the
10	arrangement that they have to transmit the
11	power is going to be separate. That's not what
12	they're negotiating with the utilities. It's a
13	given to the utilities who are negotiating with
14	the seller of the power.
15	That's my understanding of how it all
16	fits together.
17	MR. WAY: And do the amendments now
18	have to go back to FERC?
19	CMSR. BAILEY: I don't know.
20	CHAIRMAN HONIGBERG: No idea.
21	MR. WAY: You're assuming so or
22	CMSR. BAILEY: I said, I would
23	assume, if it's a FERC-approved document, and
24	it's amended, FERC would have to take another

1	look at it. But I don't know that for a fact.
2	MR. WAY: Because one of the things
3	I'm also thinking about, too, is the timeline
4	here, how much time it's going to do this in
5	relationship to the Project. And I'm not sure
6	it has a real bearing on what we're doing, but
7	I think it is a question.
8	CHAIRMAN HONIGBERG: It's a question,
9	but I don't think it has a direct bearing on
10	what we need to decide right now.
11	MR. WAY: Understood.
12	CMSR. BAILEY: I agree. I think
13	that, even without the TSA, Eversource probably
14	has enough money to construct this Project.
15	MR. WAY: I agree.
16	DIR. WRIGHT: I think I tend to agree
17	with everything I'm hearing so far. Like
18	Commissioner Bailey, I think I also put some
19	weight on the fact that Counsel for the Public
20	weighed in on the financial capability of the
21	Applicant to construct the Project and operate
22	it.
23	I think I've heard, and Ms.
24	Weathersby did a great job summarizing folks

1	that have a different opinion, and I think I
2	heard us address Ms. Pastoriza's concerns,
3	Mr. Abbott's concerns.
4	Have we has anybody addressed, or
5	I guess I can address, I guess, Mr. Sansoucy's
6	concerns regarding what he feels would be a
7	much lower level of capacity factor than what
8	the Applicant was assuming? Which would have a
9	pretty big impact on the rate recovery or the
10	income stream.
11	I, for one, I remember having this
12	discussion with Mr. Sansoucy when he was a
13	witness, and I, for one, didn't find his
14	arguments particularly compelling. So, I
15	didn't know if anybody had any thoughts on
16	that?
17	CMSR. BAILEY: I didn't either. I
18	think that the contract is well, in order to
19	even qualify for a capacity supply obligation,
20	the capacity has to be a fixed amount. So, I
21	believe that the capacity will be at least a
22	thousand megawatts.
23	MS. WEATHERSBY: There may be some

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merit to his suggestion for a condition, and it

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         probably doesn't fit necessarily in this
 2
         subject matter. But he has suggested that, as
 3
         a condition, that New Hampshire ratepayers will
 4
         be held harmless from any expenses related to
 5
         the Project. And that kind of -- it may not
 6
         fit here, because I think, in part, he's also
 7
         concerned about, if the AC portion of the line
         becomes part of -- you know, so, it's more of
 8
9
         the electrical, maybe orderly development
10
         section where we should talk about that. That
11
         if the AC portion of the line becomes part --
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                   CMSR. BAILEY: Becomes a reliability
13
         project?
14
                   MS. WEATHERSBY: A reliability
15
         project.
16
                   CMSR. BAILEY: And then the costs
17
         have to be spread over New England.
18
                   MS. WEATHERSBY: Right.
19
                   CMSR. BAILEY: The region. And New
20
         Hampshire --
21
                   MS. WEATHERSBY: I don't know if
22
         that's even appropriate. I don't --
23
                   CMSR. BAILEY: Yes. Well, I mean --
24
                   MS. WEATHERSBY: If a condition is
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1
         even appropriate.
 2
                   CMSR. BAILEY: Yes.
                                        We can talk
 3
         about that later.
 4
                   CHAIRMAN HONIGBERG: Anyone else want
 5
         to have a go at financial?
 6
                    I don't think I disagree with
 7
         anything I've heard regarding the Company's
 8
         financial capabilities or the Applicant's
         financial capabilities.
 9
10
                   You want to move on to -- what do you
11
         want to move on to next? Managerial?
12
                   MS. WEATHERSBY: I took managerial
13
         and technical together, because there was a lot
14
         of overlap. And rather than saying things
15
         twice, I think it will become obvious where
16
         they're separate, and most of the time the
17
         topics are very related.
18
                    So, again, we start with our statute,
19
         162-H:16, which requires the Committee to find
20
         that the Applicant has the technical and
21
         managerial capability to assure that
22
         construction and operation of the facility can
23
         be done in compliance with the Certificate
24
         that's issued.
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And then we have a rule, 301.04, which talks of what the application needed to include. And, for technical information, that was the Applicant needed to include "a description of the applicant's qualifications and experience in constructing and operating energy facilities, including projects similar to the proposed facility; and a description of the experience and qualifications of any contractors or consultants engaged or to be engaged by the applicant to provide technical support for the construction and operation of the proposed facility, if known at the time of application."

And, for managerial information,
which is Section (c) of that rule, they needed
to provide three things: (1) A description of
the applicant's management structure for the
construction and operation of the proposed
facility, including an organizational chart for
the applicant; (2) A description of the
qualifications of the applicant and its
executive personnel to manage the construction
and operation of the proposed facility; and (3)

To the extent that the applicants plan to rely on constructors or consultants for the construction and operation of the proposed facility," they again need to provide "a description of the experience and qualifications of those contractors and consultants."

I think that that information was provided in the Application. I can probably point people to exhibits, if necessary. But I think we all remember looking at resumés and org. charts and all of that information.

And then, to make our determination, we must consider, for technical capability, we must consider "the applicant's experience in designing, constructing, and operating energy facilities similar to the proposed facility; and the experience and expertise of the contractors or consultants that will provide technical support".

And then, for the managerial capability, in order for us to -- to aid us in our deliberations, we must consider "the applicant's experience managing construction

and operation of energy facilities similar to the proposed facility", and again, "the experience and expertise of contractors or consultants" that will be assisting. Of course, I'm paraphrasing the rule.

Position of the various parties:

Counsel for the Public, as I stated before,
that they do believe that there's sufficient
evidence for us to find that they have -- that
the Applicant has the adequate financial,
technical, and managerial capability to assure
construction and operation of the facility.

However, they point out that, in some
instances, there has -- the Applicants have
failed to implement or follow Best Management
Practices in prior construction or maintenance
work.

And they recommend that, if this

Committee issues a Certificate to the

Applicants, that we include a condition or

conditions to ensure that the implementation of

appropriate Best Management Practices and

sufficient independent monitoring with strong

enforcement powers to ensure compliance and to

deter noncompliance.

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So, they believe they have met the burden, but urge us to make that condition, as I just said, of ensuring compliance with Best Management Practices.

The Joint Muni Group: They contest the technical and the managerial capability of the Applicant based on two grounds: Applicant's outreach efforts, in which, and I'm paraphrasing, they believe those outreach efforts were grossly inadequate, superficial, and the bare minimum, if that, of what was required under the law. The outreach was agreed to be important, and yet was not done properly, in their opinion. And they also point to failures in the planning process with respect to the underground portions, such as survey deficiencies, lack of investigation of existing underground infrastructure, and the development of and reliance upon inaccurate information.

The Grafton County Commissioners:

They have argued that the Applicant failed to provide a plan for the underground portion of

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the Project that allows this Committee to determine the Applicant's ability to construct the Project.

Easton Conservation Commission disputes the Applicant's ability to construct the Project based on the Applicant's mischaracterizing the result of public outreach; the Quanta or PAR having been cited for 19 OSHA violations since 2010; Eversource having been fined by the PUC for negligence leading to a fatality; Eversource being fined by the Mass. DEP for failing to report an oil spill from a transformer; Eversource's subcontractors failing to properly conduct geotechnical borings required for construction of this Project; Eversource's subcontractors failing to implement Best Management Practices while conducting the geotechnical borings required for construction of this Project.

Ms. Pastoriza also argued that it's unclear whether the Applicant will be able to construct the Project in compliance with the conditions imposed by the DOT where no detailed plans explaining how the conditions would be

complied with were submitted to the Subcommittee.

The Town of Deerfield, primarily through Ms. Hartnett, expressed concerns about the Applicant's ability to construct the Project in compliance with the Certificate based on its failure to follow Best Management Practices and by failing to conduct required monitoring during the geotechnical boring performed pursuant to the DOT's request, and the clearing at the substation in Deerfield.

Ms. Hartnett further argued that the Applicant clearly demonstrated the lack of knowledge about specifics of the Project when its experts indicated that it will not cross Class VI roads in Deerfield. And considering the magnitude of this Project, the Applicant's oversight in the past and the Applicant's — and its experts lack of knowledge about specifics of the Project, Ms. Hartnett expressed her concerns about the Applicant's ability to construct the Project in compliance with the Certificate.

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The Clarksville to Stewartstown

Abutting and Non-Abutting Property Owners

Group, primarily through Mr. Thompson,
expressed uncertainty in the Applicant's
ability to construct and operate the Project.

Mr. Thompson asserted that the Applicant failed
to demonstrate it had any experience with
constructing transmission lines under dirt
roads and with constructing transmission
stations.

Mr. Thompson argued that, prior to construction of the Project, and before we make a decision, the Applicant should be required to demonstrate its ability to construct the underground portion of the Project by constructing a similar underground line under similar conditions, basically, at a test location, he's suggesting making that a possible condition, that the Applicant build an underground portion in dirt roads and test — in a cold climate and test to make sure this actually can be done.

The Applicant, of course, states that it has the required technical capability, based on Eversource's expertise in designing,

constructing, and operating lines, and the strength of its contractors, Burns & McDonnell, Quanta, and workers contracted through Quanta, ABB and IBEW contracted workers. And we'll discuss the other contractors in just a minute.

According to the Applicant,

Eversource and its predecessor companies have owned and operated and maintained transmission facilities in New Hampshire for over 100 years. In addition, they -- Eversource owns and operates approximately 4,270 circuit miles of transmission lines, 72,000 pole miles of distribution lines, 578 transmission and distribution stations, and approximately 450,000 distribution transformers. They assert that Eversource is a leading expert in building, owning and operating transmission facilities, and is an Edison Award recipient for transmission ownership and for providing service.

As to construction of the Project,
Mr. Bowes testified that the Applicant will be
responsible for making all management

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decisions. Direct construction of the Project will be managed by several speciality contractors.

Burns & McDonnell will be the Owner's engineer. It's responsible for overseeing the design and construction activities performed by the other contractors. Burns & McDonnell will act as the Owner's Representative and the Owner's Engineer, and will report directly to the Northern Pass Project Director. It's responsible for the design, permitting, construction management, the schedule, costs, construction coordination, materials management, safety oversight, environmental compliance, communications and Project closeout. It provides coordination and reporting back to the Applicant. The primary design of the Project was developed by Burns & McDonnell. And as of October 2017, the Project's design plans for the underground section of the Project were approximately at the 60 percent design level.

Burns & McDonnell has more than 5,700 engineers, architects, and construction

professionals, across the country and throughout the world. In 2016, Burns & McDonnell was ranked the number one engineering firm in the country serving the electrical power industry by Engineering
News-Record.

Quanta is going to be the Project

Management -- Manager responsible for

construction. Quanta is a holding company. It

consists of a number of subsidiary companies

with expertise in various aspects of energy

transmission projects. Quanta is ranked number

361 on the Fortune 500 list in 2015 and has

received top ranks from the Engineering

News-Record and other companies.

Quantity describes itself as being the largest non-utility employer of qualified linemen, the largest underground contractor in North America, and ranking in the top five in horizontal directional drilling operations.

The following subsidiaries of Quanta will be utilized: We didn't hear a lot about these folks, or some of them, but they were in the record. We heard about PAR Electric. PAR has

been employed as the general contractor for the Project and will be responsible for project management, scheduling, budgeting. They own more than 5,000 pieces of transmission line construction equipment, the largest fleet in America. They have constructed transmission lines extensively, worked in New England for Eversource.

Applicant also plans to use

Longfellow Drilling. Longfellow Drilling will

manage the installation of the foundations for

the Project. It's a specialty contractor with

expertise in installation of drilled pier

foundations. It also has received awards.

And a company called "Underground Construction Company" has been hired to manage trenching for the underground sections of the Project. They have over 80 years of experience with underground projects in the gas, power, and telecom industries. They have successfully completed thousands of construction projects throughout the United States, including an underground transmission project.

Crux Subsurface is a foundation

engineering, procurement and construction contractor. They're going to be handling the design and installation of foundations in the more logistically challenging portions of the Project.

MJ Electric has been engaged to manage the engineering, procurement, and construction of the Project converter terminal in Franklin. They have over 50 years experience in the electrical construction industry. Concerning substation construction, they have recently provided services for a substation in Killingly, Connecticut, and at the Northlake Data Center substation, in Illinois.

and construction of the underground HVDC cable, in conjunction with MJE, the Franklin converter terminal. With regard to the underground line, ABB will be in charge of manufacturing, pulling, and splicing the line. ABB is a global engineering company with a core focus on providing engineering solutions for the utility sector. They have

extensive experience, over 140 years, do a lot of installation of high voltage lines, direct and alternating currents. It's also received a number of awards.

And those, basically, are the subcontractors.

Once the Project is built, ISO-New England will assume operational control over the Project pursuant to the TSA -- Transmission Operating Agreement, excuse me, between Northern Pass and ISO-New England.

There are plans in place or being developed regarding construction phasing, ongoing maintenance and inspection activities, and environmental issues.

The Applicant has acknowledged that Quanta Services and some of its subsidiaries, including PAR, were cited for OSHA violations. Mr. Bowes testified that Eversource reviews various injury rates and insurance claims for workplace injuries of their contractors on a yearly basis, and they have to stay below an internal metric developed by Eversource.

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The Applicant also said that some contractors of Eversource did not comply with Best Management Practices while conducting activities unrelated to this Project near a substation in -- the substation in Deerfield. Mr. Bowes testified that such practices are not supported by the Company. And that any contractor that violates Best Management Practices, or has violated them in the past, will be removed from work on Eversource's system. We didn't hear actually whether or not the contractors in Deerfield have been specifically removed from consideration of work on this Project. We heard lots of testimony concerning construction and how it would be done, the technical and managerial side of things. We heard from Mr. Bowes. He's a Vice President of

We heard lots of testimony concerning construction and how it would be done, the technical and managerial side of things. We heard from Mr. Bowes. He's a Vice President of Engineering at Eversource, the lead technical expert and is responsible for the Project.

Mr. Bradstreet, he's a Project Manager for Burns & McDonnell. He's the lead design engineer, and primarily responsible for the overhead design, as well as overseeing the

design of the high voltage direct current converter terminal. Mr. Kayser, he's the Project Manager of Construction, will be responsible for direct oversight and management of the field inspectors, safety specialists, outage coordinator, and coordination of the contractors' construction management teams. We heard from Samuel Johnson. He's the Senior Project Manager of Burns & McDonnell. And Nathan Scott, the Senior Transmission Engineer at Burns & McDonnell.

The experience and qualification of each were in the exhibits. And in my opinion, all seemed well qualified.

MR. OLDENBURG: I would agree. Thank you for that summary. I mean, in reviewing at least the contractors and the engineering side of it, they all seemed not only well qualified, but some of the -- probably the best companies in the country to build and oversee the work.

A couple of things I did was I sort of listed some of the comments and some of the issues that have arisen. I'm not quite sure if they fall under the "technical and managerial".

So, I'll just point some of them out. And maybe they're in orderly development, I'm not sure. But I don't want to miss my opportunity.

So, I mean, the topic of the

construction plans, the constantly changing for that. I don't know if that falls under "technical", but I know the original plan started with one route. After hearing certain comments, especially comments from concerning the <u>Utility Accommodation Manual</u>, they had to revise the construction plans, and they're in constant revision. And so that we really haven't seen a final set of construction plans. Not that at this point we would, in reviewing an application, we would see final construction plans. I don't know the process.

So, some of those that have been on committees before, I would have to believe that it's the preliminary plans that are reviewed and approved, and the final construction plans would come later. But the idea is is this is where the line's going. It's going down the road. It's going to be within this, at least

1 in the underground, where the contention was, 2 it's going to be within the state's 3 right-of-way, even though that hasn't been 4 determined yet. 5 So, it's sort of like a "chicken and 6 the egg" thing. Is you have to figure out 7 where the right-of-way is to develop the final plans, to do the exemption reports. 8 9 so, us not seeing them, I'm not -- I'm not sure 10 if we'd actually see final construction plans 11 at this point, and whether it's really 12 pertinent. 13 I think the firms that are doing the 14 work have the greatest ability to design it, 15 construct it, wherever it is. And I think 16 some, you know, some of the conditions are 17 going to be they need to have a final 18 right-of-way located and the final

So, I'm not sure if that is part of the technical or managerial component, but I'll throw that bullet out there, if anybody has any comments about it.

CMSR. BAILEY: I think you're raising

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construction plans approved.

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a question that was raised in the Joint Munibrief. And before I get into that, let me say that I agree with you, that the contractors that they hired, and Eversource itself, have the technical capability to do this Project.

The question is, is it possible to

The question is, is it possible to manage a project of this size? And the rules that we have to consider for determining whether they have the managerial capability to construct and operate the plan, say we have to "consider the Applicant's experience in managing the construction and operation of energy facilities similar to the proposed facility". And I think that Eversource has -- MR. OLDENBURG: Uh-huh.

CMSR. BAILEY: -- first rate experience in the managing and constructing transmission lines. So, I think they meet that requirement.

And we have to consider the experience and expertise of contractors or consultants, the experience and expertise.

Well, they have the experience and they have the expertise in managing projects like this.

1 As you said, they're top in the country. So, if somebody can do it, they can do it. 2 3 The question is, the question I think that was raised by the Joint Munies is, "has 4 5 the process that they have demonstrated before 6 us call into question their ability to manage 7 this Project?" And I don't know the answer to that one. 8 MS. WEATHERSBY: To your point, Kate, 9 10 the rule is the -- for technical and 11 managerial, "the applicant's expertise in 12 designing, constructing, and operating energy 13 facilities similar to the proposed facility". 14 And there is no project that's similar. You 15 know, they may have done -- some of these 16 contractors have done underground, some of them 17 have done overhead. But no -- I don't think 18 anyone has done a 192-mile project that goes up 19 and down the way this one does. 20 But that said, you know, everyone is qualified in parts. And can you put that 21 22 together to make the whole? 23 MR. OLDENBURG: And that was some of 24 the questions when I questioned the

Construction panel is, yes, it's 100 and -- or, you know, the underground section is 60 miles, and there is no 60-mile underground section.

But whether you do a mile or 60 miles, is it any different? It's just longer. And it appeared to me the answer I got was is, you know, we've done underground in the middle of urban areas, where we have buildings and high-density stuff that's been under the ground for 100 years. And this is -- this is, you know, no different, it's just longer.

So, I didn't get -- I didn't have any

So, I didn't get -- I didn't have any reason to debate that, just because it's the longest underground section, that it was more complicated or more complex than what's been done in the past. It's just longer.

MS. WEATHERSBY: And I would agree with you concerning technical capability. I think there's a little more hesitation when it comes to managing a project of this size.

MR. WAY: And I know, as I've gone through this process, at least for myself personally, I've tried to take what's on paper, and then bring it actually on the ground and

get a sense of how it's going to work.

And first, let me say that, with regards to the Applicant and all the subcontractors, I think I agree with everyone else. I think they have demonstrated that there is experience and capability to do that.

I do agree that we have to really take a strong look at things like Best

Management Practices. I think there was some good points that were raised, and I think acknowledged from the Applicant as well, and what we can do to actually affect that from occurring.

I think it does matter that this is a very, very long project, because we're talking about just the sheer number of units, work units, that are going to be being coordinated, and how they're going to interact with each other. I think as someone mentioned in one of their briefs, too, the monitors that will be in play. There is, from what I hear throughout all the testimony, there's a lot of different types of monitors. And they're going to have to be coordinated. And I don't know, and I'll

need some discussion to figure out just exactly how they're coordinated.

And then the outreach portion I think that was raised. That's one I tend to agree with. I don't personally think there was enough aggressive outreach. I think there was a lot of passive outreach where the attempt was made. But, I think, as we go through this Project, in order to make it work, I need to see or be convinced of the managerial capacity to work with the outreach, to ensure that the work is flowing, that complaints are registered, they're being acknowledged.

So, it's on the ground, the Applicant's ability to meet the daily needs that I know I look at, and, you know, would like to have a conversation on.

CHAIRMAN HONIGBERG: I'll take a couple of things you just said, Mr. Way.

I think, with respect to outreach, which I think is -- really needs to be thought of in two different ways. The historical outreach that took place in the early days, when this Project was first being discussed and

rolled out, I think ended up not working well at all.

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I think that everything you want to do in trying to put together a large project, in dealing with, eliminating, addressing concerns as early as possible, didn't happen here. It may have been attempted, but it didn't work.

And, so, by the time that this proposal became fully fleshed out, or as fleshed out as it was when it was ready to file, there were so many people who didn't feel like they understood what was happening, and were opposed to it vehemently, that created tremendous problems. And I think the Company, the Applicants, recognize that there's a need to do better. I think the two of the witnesses who were here the longest, Mr. Bowes and Mr. Johnson, who were two of the more impressive individuals, in the way they present themselves and represent their entities, Burns & McDonnell for Mr. Johnson and Eversource for Mr. Bowes. I mean, they recognize how important it is to deal with and address

1 concerns.

So, I think if -- when we're talking about actually doing the work and putting together a project like this and assembling it, the people who are in place today and going to be overseeing everything, including the outreach, know what they're supposed to do and will do a good job of it, regardless of how poorly it may have been done in the early days of this Project.

So that's, to me, an element of the management that I think going forward I'm satisfied they can do.

There are particular construction areas that I think present huge challenges.

And I guess similar to what others have said, if anybody can build a project like this, that the people they have put in place are the people who can do it. But there may be some parts of this that are just not doable, they just — they may not work. But I'm not an engineer, and I don't think I'm qualified to address that.

Broadly, I think Counsel for the

Public's position is the right one. They have capable people who are able to do this, but they need to make sure that Best Management Practices are laid out and that they're followed. So, oversight, appropriate conditions, you know, either directly through the SEC or delegated through relevant state agencies in the areas where that can be done, are going to be what would be required to be in place as part of any certificate here on this topic. Those are my thoughts.

MR. OLDENBURG: I want to circle back around to something Patty said about the "managing the underground section". And I think that was a component that I think was a little missing or lacking was, yes, technically, you can build 60 miles, but managing that construction with the multiple work zones, how do you manage the traffic flow? How do you manage, you know, the traffic control? And I know, in their Traffic Management Plan, they say "Well, we'll discuss with the emergency responders later how, you know, we're going to have, you know, possibly

up to a dozen work zones along one section of road, and you have to get an ambulance through.

And, you know, we'll talk to them about it later."

It wasn't, you know, something that had been brought up, you know, and solved. And it seemed to me that component was a little lacking as well, is how do you manage that, that work, on some sections of roads where there is no -- there's no alternate route? So, the road closures up in Clarksville and Stewartstown, when those roads are closed, how do you -- you know, you have to do it, but should it have been something that was managed earlier, instead of waiting until you get a Certificate to do it?

One of the other things, and I'm not sure, one of the other components that I had was the -- not having like the marshalling areas or the laydown areas all sort of figured out yet. And, you know, managing where you're going to stage all this work. And I know there was discussion that there's upwards of 20 locations that they haven't determined where

they're going to be or may need. And not having that, I don't know if that's a management component, but I don't know if it's that critical. But that was -- that was something that sort of struck me as "how are you going to stage this huge project, and you don't even have a place to, you know, put your equipment yet? So, --

MS. DANDENEAU: I'll just add to that really quick. That that's a concern for me also, because, when we hear information about traffic plans, how can you have a solid traffic plan without even knowing where some of our largest flows of traffic are going to be coming in and out of, regarding those marshalling areas.

So, that's a concern for me also.

MR. WAY: And just wanted to move back, and, Chairman Honigberg, one thing I do agree, well, plenty I agree with, that, for me, Mr. Bowes and Mr. Johnson, that Construction plan, I thought was some of the most convincing from the Applicant. I think that they gave a good impression that they had a handle on this.

1	I go back to Mr. Oldenburg, though,
2	too, and how we talk about this and when we
3	talk about it. There's going to be places and
4	roadways, particularly on the underground, on
5	the underground, where there's a little bit of
6	a straight face test that we have to really
7	look at. Will this actually work on the
8	stretches of 116, when we're going down
9	Plymouth? Woodstock? When we're going to
10	Franconia? These are hot button places where I
11	think we need to make sure that we feel very
12	comfortable that, if something like that was to
13	occur, and this will get into orderly
14	development, that it's not going to have an
15	unreasonable impact to the community, but it
16	physically can be done, and under the way that
17	they say it can be done.
18	And, so, I'm looking forward to
19	having that discussion. I don't know when we
20	get to that point, when we start looking at
21	maps and distances and measurements. But I
22	think that's going to be a critical piece.
23	DIR. WRIGHT: If I could add, we seem

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to be bouncing back and forth a little bit,

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Chris. I think you're right. We're kind of, in some aspects, getting into orderly development, but, at the same time, what we're really trying to answer is "do they have the technical and managerial capability?"

It does seem to me that they have assembled an A+ team in terms of the parties.

And like you said, when you hear the testimony of the Construction panel, I think they're extremely well-qualified individuals.

The laydown areas concerns me a little bit. But I guess I'm not 100 percent surprised that they haven't identified every single laydown area. I think that's part of a process that will move forward. I guess the question to me is, do they have the ability to manage those laydown areas? Identify them, make sure that there's no environmental impacts, and I believe there's a condition in the DES certificate regarding that, for DES to review those areas.

So, I guess I'm backing up a little bit and saying "do they have the managerial capability of managing those various aspects of

1 the Project, without knowing every detail at 2 this point?" 3 CHAIRMAN HONIGBERG: I quess, in my head, I'm still got them separated, the state 4 5 roads portion and the town roads portions. 6 mean, in the state roads, we have a relatively 7 straightforward way to deal with those, because we have State agencies that are responsible for 8 those things, and have jurisdiction, and will 9 10 be able to ensure that whatever needs to be 11 done is done. You know, the Department of Transportation, the Department of Environmental 12 13 Services, overseeing the aspects that they oversee in and around the state roads, making 14 15 sure that it stays within the rights-of-way, 16 making sure laydown areas don't affect 17 environmental areas, environmentally sensitive 18 areas, or don't create environmental problems. 19 It's different where the town roads 20 are involved. And that's a different 21 discussion, because the oversight isn't as straightforward, up in Clarksville and 22 23 Stewartstown. 24 But, in the town roads, I mean --

rather, in the state roads, I feel I have a lot of confidence in DOT and DES, and their ability to oversee -- oversee the managers who are managing this Project. And having confidence in those managers and having confidence in the two State agencies, I think the state roads aspect of things is less concerning.

Just that's my reaction to what you said, Chris.

MS. WEATHERSBY: I think what I'm hearing, and maybe I'm hearing my own opinion, is that we all think that technically, you know, we've got the A team in place. It's really complicated, but they can probably do it. But there's some managerial things, loose ends, that I would feel more confident were they not there.

Things like knowing exactly or pretty close to exactly where the underground portion of the line is going. Where the marshalling yards, laydown areas, access roads, what traffic implications are there for those, what -- and the environmental implications of those areas? What's the Traffic Management

Plan? What's the historic resource program for avoidance, minimization, and mitigation? You know, so, there's a lot of information that's still to be developed that, had we had all that, we'd have more confidence; but we don't. So, we have to wrestle with, is what they have given us enough to find "do they have the managerial capability to handle a project this large?"

If anyone can do it, these folks probably can. But I would be more confident had some of these loose ends been delivered to us with more certainty.

MR. WAY: And I guess one of my thoughts on that, too, there's loose ends and there's gaps. And I think, as Mr. Wright said, there's, on the laydown areas, there's loose ends that are expected, and we'll deal with them in the matter of course with the various agencies.

And then there's sort of gaps, and I agree with you that traffic management was a gap. I don't really have a sense of traffic management and how that's going to work, and

1 what are the critical areas. And if that's a 2 gap, that leaves a question on how it's going 3 to be managed. 4 I think, but with that still all 5 said, I do agree that I think the capability is 6 But there still are gaps we definitely 7 have to talk about. 8 MR. OLDENBURG: I would just -- I 9 just want to add one thing about the Traffic 10 Management Plan. The one firm that you didn't 11 cover was Ms. Farrington's firm, which is Louis 12 Berger & Associates. 13 MS. WEATHERSBY: Yes. 14 MR. OLDENBURG: She's -- they were 15 actually hired by PAR Electric to do the 16 traffic control management. And they are a 17 topnotch firm. I mean, they're a very large 18 firm, nationwide firm. And I have no doubts in 19 their technical capabilities, especially Ms. 20 Farrington's, now I guess Ms. Frazier, you 21 know, in her capability in managing it. 22 I think some of the -- the issue with

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know, where exactly are the splice vaults

the questions raised were the unknown of, you

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1	going, because they're the major components of
2	the traffic issue.
3	But I think, overall, the Traffic
4	Management Plan that they're going to come up
5	with, they're technically they can do it. I
6	think the contractors can build it. You know,
7	it's just the components that I don't think
8	have been put together yet. And it's but I
9	think they're technically there and capable of
10	doing it.
11	CHAIRMAN HONIGBERG: I mean, am I
12	right to be confident that the DOT and DES are
13	well-positioned to oversee that process as it
14	is developed going forward?
15	MR. OLDENBURG: On the state roads,
16	yes. That the DOT is
17	CHAIRMAN HONIGBERG: And that's what
18	I'm talking, the state roads.
19	MR. OLDENBURG: Yup. Yes. I think
20	they're very confident in that they can, you
21	know, meet the requirements and, you know,
22	build it, and maintain traffic safely and
23	efficiently.
24	DIR. WRIGHT: I certainly think DES

has the capability of managing and overseeing some of the best management plans on the environmental side. I think, especially when you consider in conjunction, I don't think we'll be the only set of eyes out there, in terms of overseeing the Project, from an environmental standpoint. I think both the Applicant — the Applicant has indicated they're going to have their own inspectors in the field looking at the sites, in addition to the subcontractors are probably going to have their own.

But there's also been raised this issue of a potential -- somebody hiring an outside independent third party on top of all those. So, that's something I think we still need to discuss.

MR. WAY: And maybe, Craig -- Mr. Wright and Mr. Oldenburg, this is a question for you that I know we've talked about. What actually "oversight" means for your agency, particularly for such a huge project?

I mean, if this was a smaller project, you have maybe one person that's

dedicated. Do you have the capacity in the agency? What do you see as the commitments of your agencies towards this Project?

And particularly, as Mr. Wright said, when there are so many eyes on this Project, you're dealing with all those eyes, you're dealing with all these reports, how's that flow working?

MR. OLDENBURG: I can tell you from a DOT standpoint, from what I've read in some of the conference reports that are posted, and that is, no, the DOT does not have the resources to manage the construction. That they — they basically have one person in each district, this Project goes over two districts, to oversee the construction, plus everything else that's being constructed within those districts. So, from a district standpoint, our normal operating procedure, no.

So, I know that people have talked about having our construction inspectors actually monitor, but there's not enough of them to go around. So, I know there's been discussion about actually hiring a consultant

1	to oversee the work. They would ultimately
2	report to the DOT. But I think I think,
3	overall, the DOT is going to hire a consultant
4	to oversee the construction inspection.
5	And that is not something that we're
6	not unfamiliar with. The DOT hires has
7	multiple consultants under contract to oversee
8	our own construction inspections. So, that's
9	not something we're unfamiliar with doing.
10	MS. DANDENEAU: Would that be a
11	consultant specific to the Northern Pass
12	construction process?
13	MR. OLDENBURG: Yes.
14	MS. DANDENEAU: Oh.
15	MR. OLDENBURG: Yes.
16	CHAIRMAN HONIGBERG: And it would be
17	paid for by Northern Pass.
18	MS. DANDENEAU: Okay.
19	CHAIRMAN HONIGBERG: Off the record.
20	[Brief off-the-record discussion
21	ensued.]
22	DIR. WRIGHT: I would just add, I
23	think I've heard somewhere along the lines a
24	commitment from DOT that they would be out

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1	there. That's about all I can, Mr. Way, in
2	terms of DES presence in the field.
3	We obviously have our, you know,
4	responsibility to oversee the Project. And
5	like I said, I think there will be multiple
6	layers of sets of eyes on this Project. So,
7	when I add all that up, I think I'm fairly
8	confident that the BMPs can be managed.
9	Again, I do wonder, though, about a
10	potential need for, similar to what Bill was
11	describing, where DOT may be looking at hiring
12	a third party, you know, maybe that's something
13	DES considers or something we consider as a
14	Committee.
15	MR. WAY: Has DES had those
16	discussions yet that you know of?
17	DIR. WRIGHT: I haven't been
18	involved.
19	MR. WAY: All right.
20	MS. DANDENEAU: Has DES done that in
21	the past that you're aware of?
22	DIR. WRIGHT: I am not. And I guess
23	one of the questions would be, if we did go
24	down that route, who would that independent

1	third party report to? This Committee or to
2	DES?
3	MS. DANDENEAU: I would also be
4	curious to know what the level of communication
5	is between both DOT and DES and the Applicant's
6	sets of eyes. If there's a reporting system?
7	If there's, you know, a weekly email that goes
8	out?
9	I don't know if you have any feedback
10	on that, but
11	CHAIRMAN HONIGBERG: I think we have
12	a lot of power here. We could set that up, so
13	that contractors, consultants report to the
14	agencies or report to us. We could set that up
15	however it made the most sense, if that's the
16	direction we felt was appropriate.
17	MS. DANDENEAU: I would also like to
18	be careful that we're not just creating more
19	paper-pushing. That those checks are valuable
20	check-ins, where somebody is really taking the
21	time to read those reports, and make sure that
22	the BMPs are being followed or that there's no
23	issues that are occurring.
2 4	MR. WAY: I also think there's a

discussion, because with Mr. Wright saying that DES, it's a potential, but I'm not sure if they have discussed it yet or even thought about it. And before we issue any sort of condition, I know, and I'm sure we're going to have discussions with DOT as we go down this route, that we need to have those conversations with the agencies exactly what they can do, what they can't do, where their gaps are.

Because, if we're going to have confidence that they can actually enforce, and maybe "enforce" is the right word, the documents that they've put out, we have to make sure that they have the capabilities and staff to do that.

And if that's our job, if it's the Applicant's job, I guess they're both one in the same, or if it is DES just restructuring and doing things themselves, I think those are things we need to really get into.

CMSR. BAILEY: I think, for me, the solution would be to place conditions on our concerns about management. I think that what I'm most concerned about is the attention to

detail. And I, like all of us, think that

Mr. Bowes and Mr. Johnson have the ability, the

absolute ability as engineers to get the

details right. But I don't think they have

done that yet.

And, so, I would find that they have the ability to do it, but I would make them slow the process down a little bit and report maybe back to us even.

what I'm concerned about is experience that I've had on other big projects where there's an absolute rush to get something finished, and the details slip away for -- to get the job accomplished in the right amount of time, and that's not what we should -- I don't think that's what should happen. I think they need to take the time to get it right.

And, so, if we do approve it, I think that this may make it worse, because, if it goes over more than two or three construction seasons, you know, that's another issue that we have to deal with, but the details have to be right. And I think they can be, but that's how I would condition it.

1	MR. WAY: I just have a follow-up on
2	that.
3	So, one of the things I often wonder
4	about is, in your statement, is maybe they can
5	report to us. And from an SEC standpoint, and
6	I'm looking at the experience of the group that
7	have done this before, what does that mean?
8	I mean, as of the end of this, this
9	group kind of goes their own individual ways.
10	Something has to be reported back, and someone
11	has to act on that. And that might be helpful
12	for everybody here to understand what happens
13	when we say "report back to us". Chairman?
14	CHAIRMAN HONIGBERG: "Us" means
15	"Pam".
16	DIR. WRIGHT: I was going to say
17	[Laughter.]
18	CMSR. BAILEY: It doesn't have to
19	mean "Pam", though.
20	CHAIRMAN HONIGBERG: No, it doesn't.
21	The statute gives the SEC the responsibility to
22	make sure that certificated projects are built
23	according to the terms of the certificate. And
24	the SEC can retain outside help, again, at the

1	cost charged to the applicant, and this is
2	that's a general statement. This is not
3	specific to this project. And then that person
4	can be the actual overseer and report to the
5	SEC through Pam. I mean, I Chair the SEC, the
6	Chair the Commissioner of the Department of
7	Environmental Services is the Vice Chair, the
8	Commissioners of the other agencies, with the
9	addition of Natural and Cultural Resources are
10	the other agency members of the SEC, and then
11	there's the two public members. So, the SEC,
12	as a constituted commission, has
13	responsibility. It works through its
14	Administrator, who is Pam. The Administrator
15	or the SEC can hire consultants and outsiders
16	to assist in that regard.
17	MR. WAY: And, so, the same question
18	that was to Mr. Wright and Mr. Oldenburg, as
19	you see it now, do you see the SEC as having
20	the capability or do you envision that there
21	may be a need for additional staff?
22	And I know that's a hard question.
23	CHAIRMAN HONIGBERG: No. It's
24	actually not a hard question. I think there's

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little doubt that the SEC would need to retain
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         outsiders to assist in this. I don't think
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         there's anywhere near the capacity in the one
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         full-time employee and the one part-time
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         employee of the Site Evaluation Committee to do
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         that, nor is there broad enough expertise to
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         deal with all the potential issues.
                   Ms. Monroe, any disagreement with
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         that?
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                   ADMIN. MONROE: No.
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                   CHAIRMAN HONIGBERG: Didn't think so.
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         All right. That's a good time for a break.
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         So, we're going to break for -- probably until
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         11 o'clock.
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                         (Recess taken at 10:46 a.m. and
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                         the deliberations resumed at
17
                         11:04 a.m.)
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                   CHAIRMAN HONIGBERG: All right.
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         We're going to resume.
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                   Mr. Oldenburg, I understood you
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         wanted to say something.
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                   MR. OLDENBURG: I was just going to
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         follow up on, you know, the conversation that I
24
         think Mr. Way was having, concerning like
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reporting, the agencies reporting to the Committee.

I'd just offer, from what my impression of what the DOT would do, is it would be a daily inspection. So, a person would go -- the inspector would go through the work zone and see are the signs up right? Is the construction being managed in a safe manner? Is everything operating appropriately? Is the contractor building in the location, in the area they said they were going to, you know, where the plans say?

So, from a reporting standpoint, I would think it's "Yup, traffic control is okay. The signs were okay." You know, "they dug the trench where they said they were going to dig the trench and they backfilled the trench with what they said they were going to backfill it with", and move along.

So, from a reporting standpoint, I'm not, you know, at least from the DOT, I'm not sure what you would get from us. Because I think a lot of ours are going to be very reactive. If the sign isn't right, it's going

1 to be fixed. So, I don't know what action, besides 2 3 a report, that you would get from the DOT. You know, nothing I think that we would have to 4 5 manage, you know, from a reporting standpoint. It would be information. So, I'm not sure if 6 7 it would be useful or not. MR. WAY: And that's a good point, 8 when we consider conditions down the road, is 9 10 what actually will it get us? 11 One of the things that you just 12 mentioned, maybe we can take it up later, too, 13 is you said you envision someone "doing an 14 inspection daily". So, we're going to keep 15 coming back to, you know, volume of work zones. 16 Physically, can that be done for such a large 17 project? I think you'd be looking at 18 outsourcing, obviously, on that portion as 19 well? 20 MR. OLDENBURG: I would believe so. 21

And it would be multiple people. You know, whatever it -- probably, whatever it takes to manage the inspection appropriately.

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I mean, the other thing to remember

is, it's not just the underground. It's also the aerial and the access points into the existing easements from the sideroads. And, you know, there's a hundred -- there's over 100 aerial crossings of roads where I'm assuming the contractor is going to access the overhead line. So, making sure that those work zones are set up appropriately, and, you know, and safely. So, --

MR. WAY: And when you have -- let's say you do outsource it, would that person/persons, would they interact with, let's say, the district engineer, that would then interact with the home base?

MR. OLDENBURG: I'm not quite sure.

I'm sure there would be a point of contact.

Either multiple inspectors that would report to one person, who would ultimately make -- be a decision point. That's typically who our construction inspectors work, is you have an inspector on each site, and they report to a district inspector, who is in charge of them all. So, they're sort of a decision-making role.

MR. WAY: Because, as we go through this, we want to make sure that we're not encountering bottlenecks in any one point that prevents information from getting to the Department. And then, as you say, having the Department be able to react to that information in a timely fashion.

MR. OLDENBURG: Correct. I would think that wouldn't be an issue. That something would be set up that there would be a chain of command, and there would be, you know, one person at the top that would make, ultimately, a decision, if something needed to be decided.

MR. WAY: Thank you.

CMSR. BAILEY: So, when DOT does a road project, is there somebody within DOT who checks all the plans, makes sure that all the rights-of-way are established, and make sure that all the things under the road have been identified, the infrastructure under the road has been identified?

Is that something DOT does when they do a project? And is that something that DOT

could do, if we made it a condition? Or, would that be something that we would want a consultant to do?

MR. OLDENBURG: That should be part of what, you know, Burns & McDonnell or PAR Electric is doing. I mean, they should understand what's under the road. And we've seen the plans. They have, you know, they have the drainage located. If there's water or sewer lines, that should have been located already and on the plans.

The right-of-way, I know there's a -you know, the exact right-of-way location isn't
identified yet. But, as part of the DOT
conditions, it will be before they begin.

So, all that information is provided by the design consultant. You know, I think the DOT would be there to just make sure that what is on the plans is being built. And that's, you know, the plans themselves would have already been approved through our review process, either through the exception reports — the idea is the DOT is going to issue a Use and Occupancy Agreement, which uses

1 those final construction plans as the base of 2 that agreement. It's basically an agreement 3 between the Applicant and the DOT saying "We're 4 going to build what's on the plans." 5 CMSR. BAILEY: So, if things are 6 missing from the plans, which I don't expect 7 that they would be on the final plans, but like somebody's water line underneath the road, 8 9 does -- I guess, who verifies that they get all those details right? 10 11 MR. OLDENBURG: Well, if it's a 12 public water line, it should be through like 13 DigSafe, we should know where that is, and that 14 should have already been done. But, if it's a private water line, like I think we heard up in 15 16 Plymouth, Mr. Ahern I think has a private water 17 line that wasn't located on the plan, that's an 18 issue. Usually, you find those when you put an 19 excavator through them. But the idea is you'd 20 have to fix it. And that's what I would expect 21 them to be responsible for is fixing it, if 22 they impacted it. 23 CMSR. BAILEY: Okay.

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DIR. WRIGHT:

Chris, Mr. Way, I'll

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1 just add one thing, thinking about DES and its resources. I know for a fact that our Wetlands 2 3 Permit Program is supported by fees. And the 4 basic way the fee structure works I believe is 5 it goes some of the -- some of the fee rate is 6 based on square foot of impact. So, the more 7 you impact, the bigger the fee. Obviously, the purpose of that fee is 8 9 not only just to do the permitting work 10 associated with the Project, or any project for 11 that matter, but also to do compliance, 12 inspections, and enforcement. So, it's meant 13 to be a self-funded process. 14 So, I don't know if, in this case, 15 that means DES would have to go out and hire 16 additional inspectors, given the size of the 17 Project. I don't know. I haven't been 18 involved in those discussions. But my point 19 being is, there is a foundation to support all 20 the work necessary.

MR. WAY: And I think what you're talking about is the ARM Fund, the --

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DIR. WRIGHT: I don't think that's the ARM Fund portion.

1	MR. WAY: This is not the ARM Fund
2	portion?
3	DIR. WRIGHT: No. No. That's a
4	separate piece.
5	MR. WAY: And, so, that's a
6	mitigation fund. Does that, in part, give DES
7	ability to hire more staff or resources?
8	DIR. WRIGHT: I don't think the
9	mitigation fund will be used for that purpose.
10	MR. WAY: You would not use it for
11	that purpose?
12	DIR. WRIGHT: No. I think the fee
13	associated with the wetlands impacts I think
14	would be used to support.
15	MR. WAY: That will be used. Quick
16	question for you, Mr. Wright, too. When you
17	we saw a lot of testimony and pictures with
18	regards to Best Management Practices that may
19	have not have been followed. Your agency's
20	capacity to react to those Best Management
21	Practice issues, did you see any that maybe
22	should have had a react well, and I don't
23	want to put it that way. But is there do
24	you think your agency will have the ability to

1 follow the BMPs that are happening within your 2 jurisdiction? 3 DIR. WRIGHT: I think, when we saw some of the pictures that you're describing, I 4 5 think at the Deerfield Substation and a couple 6 other situations in Deerfield, --7 MR. WAY: Right. DIR. WRIGHT: -- I think Mr. Bowes 8 9 had indicated that those, obviously, were not 10 Best Management Practices in his testimony. I 11 don't know if those incidents were reported to I know there was one gentlemen, I don't 12 13 remember his name off the top of my head, who 14 talked about some damage getting into his 15 field, I believe that was in Deerfield. I 16 think I specifically asked him had he reported that to DES. Obviously, if it's not reported 17 18 to DES, you know, we don't know about it, 19 unless we find it ourselves while out there. 20 To the extent something is reported 21 to us, I'm sure, I'm confident that the 22 Department would follow up on it appropriately. 23 MR. WAY: And the extent that it 24 wasn't reported to you probably meant that

1 there wasn't a requirement to be reported to 2 you or is there something this Committee can do 3 as we condition that might facilitate that more to happen? 4 5 DIR. WRIGHT: Absolutely. If there 6 are environmental inspectors out there, either 7 for the Applicant or the contractors, or we could certainly, I would assume, condition that 8 9 it be reported to DES. 10 MR. WAY: Because I see that as one 11 thing that I think this Committee can really 12 help on, is that, if we look at these multitude 13 of monitors, and I think, even for the 14 Applicant, they look at several different 15 people, whether it be transportation, whether 16 it be environmental, historical, archeological, 17 whatever, there's a lot of different people and 18 skills out there, and how that's coordinated

would be a good thing.

DIR. WRIGHT: I can't disagree.

MS. WEATHERSBY: A quick question,

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with the various agencies. And the extent to

which we can facilitate that and actually make

that to occur with the various agencies I think

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Mr. Wright. If there's -- if, in the course of constructing the Project, there's some environmental issue, you know, thinking like the geotechnical boring, the fluid that went into the stream, or, you know, God forbid there's a frac-out, or they encounter contaminated soils. I'm imagining there must be some requirement in place already that Eversource would need to report to DES? Or is that something that we should also condition that if there's some environmental condition that they should report?

DIR. WRIGHT: I guess we should go through the DES recommendations and find out what type of reporting mechanisms are in there. And if we're not satisfied as a Committee with what's in there, then we could certainly add something.

MR. OLDENBURG: Well, that was -that was actually a bullet I had to talk about,
to see if -- you know, under managerial. The
one thing I did write down was that the
potential for frac-outs during the HDD drilling
operation, the Applicant will require what is

1 called an "Inadvertent Return Mitigation Plan", 2 which would be approved by the Applicant and 3 followed by the contractor. 4 So, if I remember right, they had 5 developed, if this happens, there would be a 6 I'm not sure if that requires them to plan. 7 report to DES or anything like that. But there was that comment that they would develop a plan 8 9 on what happens if there was a frac-out. 10 DIR. WRIGHT: And actually -- oh, 11 sorry. And you actually hit on a big area 12 within the DES certificate -- I mean,

recommended conditions. There's a number of plans that need to be developed and submitted, to either the Department or I guess, potentially, Pam, as the Administrator of SEC. So, --

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MR. WAY: So, I noticed that plan as well, Mr. Oldenburg. And, so, and I'm trying to find where I saw that earlier, but does that plan -- it's with the Applicant and its subcontractors. But what responsibility or is there a need to have that plan go beyond the Applicant?

1	And my reading is "no", at this
2	point.
3	MR. OLDENBURG: I'm not sure. I know
4	that they were going to develop it, and it was
5	going to be approved by the Applicant, and that
6	was it. I don't know where it goes from there.
7	If it was just that "this is what
8	happens if we have a frac-out", my assumption
9	would be is, if it went into a stream or a
LO	water body that was controlled by DES, that it
L 1	would be reported. But I'm sort of going on a
L 2	limb there. I don't know that for sure.
L 3	MS. WEATHERSBY: I think there were a
L 4	number of plans, emergency spill plans, and
L 5	there were a number of plans that were talked
L 6	about that needed to as Mr. Wright said,
L 7	that need to be developed, and it's probably
L 8	something that we'll talk about in the
L 9	environmental area more specifically of what
20	are the plans? Who do they do they have to
21	get approval by DES? You know, so, those sort
22	of things, kind of go through them then.
23	DIR. WRIGHT: Yes. I was going to
2 4	say, when we get there, what we can do is

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         literally walk through those plans that are
         necessary to be filed under the DES conditions.
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                    The only thing I'll add is, you know,
         the number one goal of the Department is
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         compliance with environmental regulations.
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         mean, that's always what we want, achieve
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         compliance with the regulations. The only
         thing I will add is we obviously have some
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         enforcement ability, too, for environmental
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         violations, as does the Committee, with respect
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         to the conditions we set. So, --
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                   CHAIRMAN HONIGBERG: Any other
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         comments people want to make on managerial and
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         technical expertise?
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                         [No indication given.]
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                   CHAIRMAN HONIGBERG: Do people want
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         to -- do we want to take any kind of straw
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         votes on financial, managerial, and technical?
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         Do we want to take them individually? As a
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         group? Do we not want to take a straw vote?
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         How do people want to do this? We have a lot
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         of authority here, folks.
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                   DIR. WRIGHT: If we do a straw vote,
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         it's not binding, I assume?
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1	CHAIRMAN HONIGBERG: No. No. Almost
2	by definition, straw polls are not binding.
3	MS. DANDENEAU: Well, we could even
4	go through the process of laying out the
5	verbiage for conditions we might want to
6	impose, and then later come back and change
7	that, correct?
8	CHAIRMAN HONIGBERG: We could do
9	that, if we wanted to. That seems like it
10	seems to me like it would require a lot of
11	detailed work regarding environmental, traffic,
12	and a lot of other issues, that time might
13	better be spent moving through the other big
14	criteria.
15	But, if that's what people want to
16	do, we can certainly do that. Not only do we
17	have a lot of authority, we don't have a
18	script.
19	All right. How do people feel? I
20	got the sense, without asking for a vote, that
21	people are fairly comfortable with the
22	financial aspects of the Applicant. Is that
23	correct?
24	[Multiple members indicating

1	"yes" and "correct".]
2	CHAIRMAN HONIGBERG: And we're all
3	comfortable, I think, with the technical
4	capabilities. Now, that still might be
5	Project-specific, there might be
6	Project-specific concerns with respect to
7	technical, but that this is a technically
8	competent group associated with doing this
9	Project. Is that generally how people feel?
10	[Multiple members indicating
11	"yes".]
12	CHAIRMAN HONIGBERG: All right. And
13	with respect to managerial, it's a similar
14	similar conclusion, but there's a lot more
15	behind that, with Project- or proposal-specific
16	issues that we need to wrestle with before
17	approval. But, in terms of the team, I think
18	Patty referred to it as an "A team", of people
19	being put in place to manage, that they have
20	that. And that really we're talking about what
21	types of problems are specific, and what
22	conditions we might need to put on to any
23	certificate, should one be granted.
24	Do I have that? Is there a consensus

1	generally on that?
2	[Multiple members indicating
3	"yes".]
4	CHAIRMAN HONIGBERG: Oh, good. All
5	right. Things get harder from here, folks.
6	I think the next broad topic in the
7	statute and in the rules is "orderly
8	development of the region". There are a number
9	of subparts of that.
10	Mr. Way, are you in a position to
11	start us off in the discussion of orderly
12	development?
13	MR. WAY: I'm going to attempt to do
14	so.
15	Orderly development of the region is
16	a many-headed animal. There's a lot of
17	different parts to it. So, as we go through
18	it, I think we're going to have a lot of us,
19	several of us, taking different pieces.
20	With regards to the statute, RSA
21	162-H:16, IV(b) requires the Subcommittee to
22	consider whether the proposed project "will
23	[not] unduly interfere with the ordinarily
2 4	development of the region with due

consideration given to the views of municipal and regional planning commissions and municipal governing bodies".

Rules, Site 301.15, when determining whether a project will unduly interfere with the orderly development of the region, the Subcommittee is required to consider the following: "The extent to which the siting, construction, and operation of the proposed facility will affect land use, employment, and the economy of the region; (b) The provisions, and financial assurances for, the proposed decommissioning plan for the proposed facility; and (c) The views of municipal and regional planning commissions and municipal governing bodies regarding the proposed facility."

We have a lot to discuss. I think
the first part which we're going to be talking
about is "siting, construction, and operation
of the proposed facility will affect land use,
employment and the and economy of the region".
We've had a lot of witnesses that have
contributed to this discussion.

Obviously, we're going to be getting into siting and construction. I think

Mr. Oldenburg is going to be helping me out with that.

In terms of land use, whether the Project is consistent with the prevailing land use, Mr. Varney was the Applicant's witness for that piece. And I think I'm going to get some assistance from Ms. Weathersby on that.

I'll be talking about employment that the Project will provide. And then I'll probably, and I'm going to be looking to Commissioner Bailey, and I'll probably assist in that, with the economy of the region, which will take into place the markets, will take into place the —— I think we'll actually be working with others on the taxes and the appraisals.

We did talk about decommissioning earlier, and whether we would be looping that into the financial piece that Ms. Weathersby discussed, we're going to be discussing that here as its own individual piece. I'll be leading that discussion.

1	Then, Ms. Weathersby I think is going
2	be looking at the views of municipal and
3	regional planning commissions and the municipal
4	governing bodies regarding the proposed
5	facility. So, we're going to consider how much
6	those have been engaged and to what extent.
7	That's what we're going to be taking
8	up, and I think it's probably going to be
9	taking up probably all of the day.
10	And, Mr. Oldenburg, I think, in terms
11	of siting and construction, I think we're
12	looking at traffic management piece in there as
13	well.
14	MR. OLDENBURG: Okay.
15	CHAIRMAN HONIGBERG: Before you do
16	that, Mr. Way, did you mention tourism in
17	there, because tourism falls within this
18	category?
19	MR. WAY: And you're absolutely
20	right. Tourism is in there. My notes, I'm
21	going to be handling that as well. We have to
22	determine if there is an impact on tourism, and
23	aesthetics. So, we'll is it separate?
24	CMSR. BAILEY: Yes.

1	MR. WAY: It is.
2	CHAIRMAN HONIGBERG: Aesthetics is
3	its own category.
4	MR. WAY: So, tourism my mistake.
5	Tourism will be part of that. I'll be heading
6	that up.
7	So, Mr. Oldenburg, can I look to you
8	to maybe take us through some of the
9	construction and traffic issues?
10	MR. OLDENBURG: I can do that.
11	MR. WAY: Thank you.
12	MR. OLDENBURG: So, the construction
13	takes place in a number of 192 miles, takes
14	place in multiple towns, with different types
15	of construction going on. So, what I
16	thought what I thought I'd do, since my
17	microphone is on, I wanted to take it through
18	some of the finer points from beginning to end.
19	So, what the construction entails.
20	So, the overhead DC line enters
21	Pittsburg, through Canada, and continues
22	overhead in a new right-of-way to Transition
23	Station Number 1, which is near Old Canaan
24	Road, at the intersection of Route 3. And we

1 were there on a site visit.

The line then goes underground a short distance, from Transition Station Number 1, along Route 3, under the Connecticut River, to Transition Station Number 2, in Clarksville.

And then the line continues overhead in a new right-of-way from Transition Station

Number 2 to Transition Station Number 3, near

Wiswell Road, in Clarksville.

The line then travels underground from Transition Station Number 3, under New Hampshire Route 145, Old County Road, enters Stewartstown on Old County Road, goes down North Hill Road, Bear Rock Road, to Transition Station Number 4, near Heath Road. So, that underground section travels under both state and local maintained roads, which is — the local maintained road is some of the issue.

The line then travels overhead in a new right-of-way from Transition Station Number 4, along the back side of Coleman State Park, into Dixville, Millsfield, Dummer, where it enters the existing transmission line easement. It continues through that existing easement

through Dummer, Stark, Northumberland,
Lancaster, Whitefield, Dalton, back into
Whitefield, Plymouth, to Transition Station
Number 5, which is near U.S. 302, at Miller
Pond, in Bethlehem.

And then the underground line then travels down Route 302, down Route 18, into Sugar Hill and Franconia, continues underground down 116 through Franconia, to Easton, to the intersection of Route 112, continues down Route 12 [112?] through Easton, into Woodstock, goes down U.S. 3 through Woodstock, Thornton, Campton, and Plymouth, through downtown Plymouth, and into Bridgewater, where there's Transition Station Number 6, near the intersection of Route 3 and John Jenness Road.

And from that transition station, it travels overhead in the existing right-of-way through Bridgewater, across the Pemi into
Ashland, New Hampton, crosses the Pemi again back into Bridgewater, Bristol, crosses the Pemi back into New Hampton, then crosses it again into Hill, then into Franklin, where it connects into the new converter station in

1 Franklin, near U.S. Route 3.

The 345 line leaves the converter station and continues in the existing right-of-way into Northfield, Canterbury, Concord, Pembroke, Allenstown, and Deerfield, where the Project ends in the Deerfield Substation.

So, the underground sections are about 60 miles in existing roadways for the majority of it. The northern seven and a half mile section in Pittsburg, Clarksville, and Stewartstown are under a mix of state and local roads. The work also includes eight HDD drilling sites under municipal roads. In the 52-mile section, from Bethlehem to Bridgewater, they're under state-maintained roads. The trenching will consist of putting two conduits in the trench. There's a splice pit approximately every 1,600 to 2,000 feet, and includes approximately 45 HDD drilling operations in that section.

In the overhead sections, there's 109 aerial roadway crossings. Of those, 29 of the aerial crossings are over state roads. So,

that leaves 80 of the aerial crossings over local roads. The overhead construction will consist of clearing the right-of-way, building access roads, construction pads, approximately 1,200 towers and stringing of the conductors.

Also involved in the work is the construction of several transition stations, as well as the new Franklin Converter Station, and the expansion of the Deerfield Substation.

So, the positions of the parties,

I'll go over Counsel for the Public's. Theirs
is quite lengthy, and they encompass a lot of
what some of the other intervening parties
covered.

The impacts from construction of the overhead portion of the Project will cause both temporary and permanent impacts. The temporary impacts include increased traffic along the proposed route, which could cause traffic delays, particularly at access points. The full extent of the increased traffic and traffic delays is not known, because the Applicant hasn't identified all the laydown or staging areas, where construction will be

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entering or leaving the right-of-way. Also, the Applicant hasn't identified the location of batch plants, where concrete trucks would be delivering, coming to and from.

Construction of the underground portion of the Project: The open-trench construction and the HDD drilling will require major construction vehicles and equipment, all of which will be located within the road right-of-way. For the open-trench construction, it's anticipated that the Applicants will have several crews working simultaneously, and each crew using a rolling work zone of approximately 1,600 feet. And the trenching operation is anticipated to be able to construct between 20 and 100 feet of trench per day. It all depends on the subsurface material that they run into. Approximately every 1,600 feet along the 60 miles of underground, there will be an 8-foot wide, 30-foot long, 8-foot tall concrete splice vault. Approximately 153 splice vaults will be installed along the 60-mile underground portion.

During the open-trench construction,
the Applicant has acknowledged that one travel
lane will be closed for each work zone. In
addition, traffic will temporarily be stopped
for such operations, as each time a dump truck
or a concrete truck enters the work zone. Each
of the 153 splice vaults will be installed in
two sections. All of which will be delivered
on flatbed trucks and lifted using a crane.
The road will be closed temporarily and traffic
stopped each time a section of the splice
vaults is lifted. The work in each splice
vault will take approximately seven days,
including one day to mobilize, five days to
splice the cable, one day to demobilize. And
along that 52-mile section, one lane would be
closed in each of the work zones.
In addition to the open-trench
construction, the Applicant proposes to use HDD

construction, the Applicant proposes to use HDD drilling and micro tunneling in 53 locations.

At each of the HDD sites, at least one lane of traffic will be closed. Throughout the seven and a half mile section of underground, in Clarksville and Stewartstown, for each of the

eight HDD drilling sites on the municipal roads, the roads will be closed and traffic will be detoured while that work is completed. Each of the drilling operations will take approximately three to five weeks, or four to six weeks. There was sort of conflicting information on that, I think.

The underground construction will require the installation of six transition stations. Each of the transition stations will cover approximately 75 by 130 feet, and will be enclosed by a perimeter fence. Each transition station will require equipment to clear and level the site, and to deliver material to construct the transition station. Transition Station Number 4 off of Heath Road, in Stewartstown, will require blasting and the removal of approximately 60 to 75,000 yards of material, a lot of which was ledge.

Impacts from the construction of the underground portion: Several outstanding issues with the current plans for the underground construction. First is the -- not having an accurate survey of the state or local

road right-of-way. For certain areas, it's
difficult to determine exactly where the
Applicant can install the Project while
remaining within the public right-of-way, and
whether any public I'm sorry any private
property rights will be needed to construct the
Project as proposed. There's no final design
that includes the locations of all the open
trenches, the splice pits, the HDD dig I'm
sorry HDD pits, and work areas, the laydown
areas, the staging areas, and any excavated
spoils areas. There is no complete
understanding of vegetation removal, tree
trimming, or impacts to manmade structures. As
a result, there's no complete understanding of
the environmental impacts the construction will
have on the underground portion of the line.
And there's no complete understanding
of the impacts to traffic, businesses, or state
or community organizations, like Plymouth State
University. There will be numerous lane
closures and some road closures, with detours
that impact people traveling to and from

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residences and businesses.

The residences along the seven and a half mile underground route, in Clarksville and Pittsburg, will encounter road closures and detours during construction. Residents along the 52-mile section of underground, Bethlehem to Bridgewater, will encounter traffic delays along the entire route.

Businesses in the area will be directly and indirectly impacted by construction, because of traffic delays, will cause tourism and visitors to go elsewhere during construction. Impacts to these businesses will have a ripple effect on vendors who supply materials or services to those businesses.

That the Applicant hasn't provided sufficient information to gauge the actual impacts to residents, businesses, or communities from the construction of the underground portions of Project. And there will be impacts to first responders, such as police, fire, and EMTs, and impacts to schools. And that the full impacts are difficult to gauge without final design plans for the

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underground portion, locations of the laydown areas or staging areas, or the concrete batch plants.

Outstanding information: believe still needed to be produced was (1) was a final survey of the boundary of the road right-of-way; (2) was a determination of the Applicants' requests for exceptions to the Utility Accommodation Manual; and (3) was the final design for the underground portion of the Project; (4) was the identification of laydown and staging areas that the Applicants intend to use for construction; (5) where blasting will be used; (6) where the excavation spoils areas will be located; (7) where the concrete batch plants will be located. And the Applicant has not provided a Traffic Management Plan to explain how impacts from the construction and traffic will be reduced or eliminated.

And their opinion was that, based on the information that is yet to be provided, there's not sufficient information to fully determine whether the construction of the underground will unduly interfere with the

orderly development of the region, and there's not sufficient information to fully analysis temporary or permanent impacts from the underground construction.

So, that was Counsel for the Public's view.

I've consolidated the Muni Groups, 1
North, 3 North, 2, 1 South, and 3 South. Their
statements were that the Certificate should be
denied because the Applicant's approach is
flawed because they failed to obtain permits to
use local roads from the communities. In
reaching a determination on the Application,
the Subcommittee needs to consider, among other
factors, the extent to which the construction
and operation of the Project will affect the
economy of the region. That the Applicant has
failed to provide that information regarding
the economic effect of the construction and on
the host communities.

The Applicant has also touted as a fix of that issue is a business directory, a list of businesses located along the construction route who want to work with the

1 Applicants, which will be distributed to the construction workers to make it easier for them 2 3 to patronize local businesses while they're in the area. That list contains 209 businesses, 4 5 of which 60 were identified by name alone as 6 businesses which construction workers would be 7 very unlikely to patronize, such as dentists, funeral directors, photographers, 8 9 veterinarians, nail and day spas, furniture 10 stores, tailors, self-storage, flower shops, 11 etcetera. 12 So, that was the Muni Groups, sort of 13 a summary of their topics. 14 And Grafton County, they basically 15 said that (1) is the construction plans with 16 the necessary details to evaluate the impacts

And Grafton County, they basically said that (1) is the construction plans with the necessary details to evaluate the impacts of the Project in Grafton County have not been presented to the SEC as part of the Application; accordingly, the Application should be denied; (2) is the Application should be denied because the legal authority to construct, operate, and maintain in the location requested has not been established; (3) is the immense scope of the Project in

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Grafton County necessitates reliable construction plans before approval; (4) was the Grafton County Commissioners repeatedly recommend -- oh, I'm sorry -- that there be meaningful construction plans; that the lack of adequate survey failed to take advantage -- and let me go back. Basically, they believe that the lack of meaningful construction plans and the lack of adequate survey has not been addressed by the Applicant. And that the Applicants' request to delegate the SEC authority to a variety of New Hampshire agencies is merely a method of getting around their failure to provide full and complete disclosure and survey information. Clarksville-Stewartstown Group believe that there was unreasonable adverse

Clarksville-Stewartstown Group
believe that there was unreasonable adverse
effects due to the road closures and the effect
the road closures would have over the multiple
years of construction. That there's no legal
right to build under town roads. That the
Applicant has failed to meet 301.03(c)(3)
requiring the Applicant to provide a map
showing property lines with respect to the

1	site. And they failed to file right-of-way
2	survey plans. And town road permits have not
3	been obtained.
4	Dummer-Stark-Northumberland Group:
5	The Applicant failed to analyze whether the
6	collocation of the high voltage direct current
7	transmission line and the high voltage
8	alternating current transmission line, with the
9	24-inch high pressure gas pipeline in the
10	easement can be safely done.
11	Non-Abutters Stark-Bethlehem, which
12	includes the Weeks Lancaster Trust, believe
13	that the lack of evidence records concerning
14	the Applicant lacks the right to maintain an
15	existing utility line and to construct the
16	proposed transmission line across Parcel 92
17	within Cape Horn State Forest is in violation
18	of Site regulations, and that issue needs to be
19	resolved. And that no permit should be issued

Non-Abutters Bethlehem to Plymouth:
That the construction would cause vegetation
removal along the underground section.

until it is resolved.

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And that's sort of a summary of

Counsel for the Public's and the Intervening Groups, what their positions were.

So, what the Applicant has stated is their contention is the Project will not unreasonably interfere with the safe, free, and convenient use of the public travel on the roadway system.

The Applicant has acknowledged,
however, that construction of the Project will
cause some temporary adverse effects on land
use caused by, and there's several bulleted
points: Traffic-related noise; traffic
diversions and detours; clearing of vegetation;
use of marshalling yards and laydown areas for
equipment and materials; installation of soil
erosion and sediment controls and dust control
measures; installation of foundations,
structures, the conductor and shield wire; the
use of heavy equipment; and other associated
construction activities.

The Applicant has stated that it will utilize Best Management Practice, and follow state and federal permit requirements to minimize these temporary impacts.

The construction is anticipated to take at least two construction seasons. In the underground section, because it's under or in the area of existing roads, that construction timeframe is April 15th to November 15th of each year. But, in the overhead section, there was no timeframe. So, I'm assuming, since we've heard a lot of testimony about doing things in the winter, that it would be a 12-month construction timeframe in the overhead section.

So, the impacts on traffic: As a requirement of the New Hampshire DOT, the Applicant will be required to develop a Traffic Management Plan. The plan will meet the requirements of DOT Policy 601.01, which is the "Guidelines for Implementation of the Work Zone Safety and Mobility Policy". This Traffic Management Plan will consist of the following three components: (1) is Traffic Control Plans; (2) is a Transportation Operations Plan; and (3) is public outreach. These plans will include contingency plans, incident management plans, detailed notes and responsibilities of

key personnel, and it will outline strategies on how to manage work zone traffic impacts.

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The Traffic Management Plan will be reviewed and approved by the DOT's -- that's New Hampshire DOT's Traffic Control Committee, and it will be included as a permitting requirement prior to construction starting.

Ms. Farrington, of Louie Berger Associates, the Applicants' Traffic Engineer, who testified as part of the Construction panel, that they were hired by PAR Electric to prepare and manage the traffic control component of the Project. In Ms. Farrington's prefiled testimony, she stated that the final Traffic Control Plans and Traffic Management Plans will be submitted with the final design plans to the DOT for approval. And the final version will: (1) Refine traffic control plan layouts; (2) Add location-specific information; (3) Add names of key roles of personnel; (4) Address comments from the public; (5) Address comments from the construction phasing team; (6) Address comments from the DOT; and (7) Elaborate on

general strategies that are proposed.

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Ms. Farrington testified that possible traffic control measures for construction scenarios will include short-term single lane closures on two-lane roadways utilizing a flagger, so that situation would be like on Route 16 through Franconia; long-term single lane closures on two-lane roadways utilizing a temporary single, my understanding is that's during like splice pit operations; single or multiple lane closures on highways, my understanding is that's like at U.S. Route 3 in Campton or Plymouth area, where the road is wider near the interstates, where they could possibly close multiple lanes; detour routes, that's in the northern section; and lane closures and/or turning movement restrictions at signalized intersections, say U.S. 3, in Woodstock.

Once the traffic impact mitigation recommendations are proposed and agreed upon, corresponding Traffic Control Plans and the Traffic Management Plan will be drafted. The final versions of which will be submitted with

final design plans to the DOT. Once those measures are in place during construction, the traffic mitigation plans will be maintained in accordance with DOT guidelines.

Ms. Farrington stated that all roadways that will require a lane closure have a total expected hourly volume below the level where a lane closure will cause an issue. She stated that impacts to the traveling public will be eliminated -- I am sorry -- will be limited, and will be, in her opinion, considered acceptable by the DOT.

Ms. Farrington stated that the

Applicant will communicate with businesses as

to timeframes when construction could impact

the business the least, and will try to conduct

construction in Plymouth during the hours when

it will have the least impact on delay, impacts

on parking, and when the college is not in

session.

Ms. Farrington stated that, during delivery of materials, equipment or during traffic control set-up that short-term road closures may be required in the underground

section. But, during the majority of the construction, at least one lane of alternating traffic will be open at all times.

Based upon the above process and procedures, Ms. Farrington stated that she believed the traffic management components of the Project will provide appropriate mitigation of the temporary impacts to traffic to ensure that there's no unreasonable adverse effects on public safety.

Ms. Farrington admitted that she did not and will not analyze how many construction vehicles will be entering or leaving the right-of-way through public roads. She stated that she is not in a position to offer an opinion on whether the traffic associated with the construction of the Project will have an unreasonable adverse effect on the orderly development of the region.

Ms. Farrington addressed the closures of the roads in the north section of the Project by testifying that the Applicant would use rolling work zones. She claims that it would allow traffic to access locations on

either side of the work zone at any given time, and the proposed detour routes and preferred routes are expected to have a minimal impact, with an addition of about 4 miles of travel distance as the worst case proposed.

Mr. Bowes testified that the

Applicant will also consider other minimization

measures of Project's impacts on local

businesses, such as construction at night,

extension of construction hours resulting in

shorter construction periods, encouragement of

construction workers to use local businesses,

and the introduction of the claim process that

would allow businesses to recover any losses

due to construction.

There was testimony heard that, if there was an economic impact to a state or local entity because of the existence of the line, and that the line cannot be moved, then the Project would pay the difference in costs required by the State or local entity because of the line's presence.

It was noted that the Applicant entered into Memorandums of Agreement with the

Towns of Lancaster, Canterbury, Thornton, and the City of Franklin.

There were other construction-related issues that were brought up. Mr. Bowes testified that, concerning the impact of underground portion on utilities, that the Project would install the line beneath existing utilities and other community infrastructure, except as permitted. And Mr. Johnson testified that, if the Applicant requested the DOT to grant a variance and allow the Applicant to construct the Project above certain utilities, that, if the request was denied, then the Applicant may consider modifying the Project and conducting additional HDD drilling operations or micro tunneling or jack and bore at those locations.

With regards to the underground utilities located in Plymouth, Mr. Johnson testified that the Plymouth Village Water & Sewer is planning on work on their underground utilities. He further testified that the Applicant is working with the Plymouth Village Water & Sewer to make sure that construction of

1	the Project will not interfere with the
2	construction of utilities, and arrange a
3	construction schedule so that all the
4	activities are done before the road is repaved.
5	Later it was stated that the Applicant and the
6	Plymouth Village Water & Sewer agreed to
7	collaborate with each other in good faith to
8	explore the practicality of installing the
9	District's improvement during the construction
10	of the Project facilities, so that Route 3 is
11	excavated only once to install both the Project
12	facilities and the District water and sewer
13	improvements.
14	Mr. Bowes testified that the
15	Applicant agreed to assist property owners with
16	maintenance and repair of any utilities that
17	are located in close proximity to the
18	underground section of the Project.
19	There was also testimony on how the
20	surface of the roads would be left. That, if

There was also testimony on how the surface of the roads would be left. That, if any road was disturbed, that the Applicant would repair the road in either equal or greater condition than it was left.

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There's also a discussion of impacts

to private property, and that the work would be all done within state or local road right-of-ways, and that there would be no impact to private property that the Applicant would not acquire the rights to.

So, that's pretty much a summary of the information that we received on the construction, the impacts from the different groups.

So, some of the issues that were brought up, in that long dissertation of information, and it goes back to sort of the --some of the discussions we had on the managerial part, was the lack of final construction plans, and especially in the underground section. That the original plan set was under the road. And, so, the right-of-way wasn't necessarily a concern, because you were under the road, the road's in the right-of-way. Now, with the requirement that the line be outside of the -- or, as close to the right-of-way as possible, you need to know that -- it's critical that you know where the right-of-way is, to ensure that the Project

is built within the road right-of-way. So, now that right-of-way location becomes critical. We don't have that information yet, but they're working on it. And the DOT has made that, having an acceptable, stamped right-of-way plan as a requirement of the Project.

That will lead, once you know where the right-of-way is, that will lead to being able to actually place the line, you know, to meet the requirements of "as close to the right-of-way as possible". And that will allow construction plans to be developed, and then -- or, exception requests submitted. And then, once that's done, that really leads to your Traffic Management Plan. So, there is sort of a "chicken and the egg" progression with that. So that was -- that's again one of the issues that was brought up with the groups.

The HDD drilling layout is another issue, as it's a very long process, especially when they're pulling the conduits through. The drilling may not be, but, as it was explained, the layout of the conduit is, you know, whatever length you're drilling has to be laid

out. So, if you're pulling 500 feet of line, you have to lay out 500 feet. So, any driveways or sideroads or anything that are within that area have to be addressed. There was testimony that was received on how they would do that, but there was nothing really in the plans. They talked about either trenching down the side of the road, under driveways, or something, to be able to put that conduit in so it wouldn't interrupt. But there was nothing — there was no definite plan on how to do that. And I don't know if that's been addressed to our satisfaction, or if it needs to be.

Developing the Traffic Management
Plan, again, it's a "chicken and the egg"
thing, as you need to know what you're doing
and where you're building it, before you
develop the appropriate Traffic Management
Plan, and how do you -- how do you manage that
traffic flow. The one thing that the Applicant
has consistently said is that one lane of
traffic will be open at all times. You know,
there was some discussion back and forth, and

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         it was brought up that, you know, during the
         delivery of materials, during the off-loading
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         of the vaults and things like that, there may
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         be, you know, a temporary, measured in minutes
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         not hours, of road closure while material is
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         off-loaded, and that type of information. So,
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         that will impact traffic along the section as
         well.
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                   CHAIRMAN HONIGBERG: Mr. Oldenburg,
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         before you leave that topic, is it your memory
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         that there will have to be temporary road
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         closures in the town -- when there is
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         underground construction on the town-maintained
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         roads?
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                   MR. OLDENBURG: Yes.
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                   CHAIRMAN HONIGBERG: There's that
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         large loop in --
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                   MR. OLDENBURG: Yes. That was --
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                   CHAIRMAN HONIGBERG: Is that
         Clarksville or -- it's either Clarksville or
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         Stewartstown, I can't remember now.
                   MR. OLDENBURG: Clarksville and
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         Stewartstown, right. It covers both. When
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         they're doing the underground section, those
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         roads are so narrow up through there, --
                   CHAIRMAN HONIGBERG: Right.
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                   MR. OLDENBURG: -- they're closing
         those roads.
                       They have sort of an elaborate
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         detour plan.
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                   CHAIRMAN HONIGBERG: So, the
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         commitment about "no road closures" just
         applies to the state roads?
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                   MR. OLDENBURG: Correct. Correct.
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         Basically, the Bethlehem-to-Bridgewater
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         section.
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                   CHAIRMAN HONIGBERG: Right.
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                   MR. OLDENBURG: There were several
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         outstanding sort of issues concerning access
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         that were brought up. And I'm not sure exactly
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         if they were all addressed, or need to be
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         addressed, as part of an approval. But there
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         was the discussion about Beechers Falls Road
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         potential closure because of the HDD drilling.
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         My memory is I think they solved that. There
         was the McAllister Road access issues for the
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         farm and the milk trucks. The Franconia micro
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         tunneling versus HDD drilling, and that sort of
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         revolving, evolving location of what exactly is
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1	being done there. The whole local road closure
2	issue up north, whether that's acceptable. The
3	Plymouth roundabout work, which requires a
4	detour through Plymouth. They're going to
5	close the roundabout, which means there's sort
6	of the elaborate detour through town on local
7	roads. Like I said, the local roads up, like
8	Old County Road, required a closure of three to
9	five weeks or so, because there's three splice
10	pits in that section. North Hill Road, the
11	closure was like five weeks. Bear Rock Road
12	was closed for three HDD drilling operations.
13	I have a note here that, for some of those, the
14	detour is longer than 4 miles that the
15	Applicant had stated, it's like it was
16	16 miles. I had to research exactly where I
17	got that, but
18	Then there's access to the Woodstock
19	Fire Station during the HDD drilling and the
20	Franconia Fire Station during the HDD drilling
21	operations. So, there's emergency vehicle
22	access during lane closures and road closures.
23	We heard about the mutual aid discussion.
24	There's parking and business access

to downtown Plymouth that we heard about.

One of the comments that I did write down was that there's no record -- there's nothing in the record requiring the Applicant to keep up -- open at least one lane of travel. They stated that's going to be their attempt. But there's nothing -- it's not like a condition saying, you know, "You can't close Route 112. That you have to keep it open, at least one lane at a time."

There was a discussion about, during the underground, and I think this is more of an environmental thing, but I'll throw it in there as a placeholder. But now that the line isn't underneath the road, that it's off to the edge of the road, in non-paved areas, that there was no wetland, there's no environmental, either wetland or impacts taken into account. So, that's probably more under the environmental, but, you know, they had zero permanent wetland impacts in the whole 60-mile -- or, in the whole 52-mile underground section, because they were under pavement. Now, they're not under the pavement. That really hasn't been

1 addressed.

One thing that one of the intervenors talked about was an issue, I think it only came up once, but it was the Cape Horn State Forest property, that one property which there's no easement, no written easement that could be verified on. Mr. Johnson testified that he believed that was a scribner's error, and that it would be solved. But there's an existing line on that piece of property. So, I would assume that they have rights to it, or somebody would have brought it up in the last 60 or 70 years.

So, I don't know -- I don't know if this is a good place to take a break?

CHAIRMAN HONIGBERG: After that tour de force, you've built up a powerful appetite now?

[Laughter.]

MR. OLDENBURG: Yes. And then come back and sort of discuss what each of that means.

CHAIRMAN HONIGBERG: I think that's an excellent suggestion, that we need to break

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          for lunch.
                       We'll be back 1:15.
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                           (Lunch recess taken at 12:13
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                          p.m. and concludes the \textit{Day 1}
                          Deliberations Morning Session.
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                          The hearing continues under
 6
                          separate cover in the transcript
 7
                          noted as Day 1 Deliberations
                          Afternoon Session ONLY.)
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CERTIFICATE

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)

ADMIN. MONROE: [1] 88/9 **CHAIRMAN HONIGBERG:** [50] 4/1 7/16 7/24 10/9 14/11 14/17 17/7 17/18 17/21 17/23 25/16 25/20 33/9 34/3 37/9 38/20 39/4 40/3 40/19 41/7 44/3 66/17 74/2 78/10 78/16 81/15 81/18 83/10 86/13 86/19 87/22 88/10 88/17 102/11 102/15 102/24 103/7 104/1 104/11 105/3 108/14 109/1 136/8 136/15 136/18 137/1 137/5 137/11 140/15 140/22 CMSR. BAILEY: [23] 7/14 9/24 34/9 38/8 39/12 39/18 40/18 40/21 41/11 42/16 43/11 43/15 43/18 43/22 44/1 61/23 62/15 84/20 86/17 92/15 94/4

94/22 108/23 **DIR. WRIGHT:** [22] 7/12 14/20 41/15 72/22 78/23 81/21 82/16 82/21 86/15 94/23 95/22 96/2 96/7 96/11 97/2 97/7 98/4 98/22 99/12 100/9 101/22 102/22 MR. IACOPINO: [3] 37/7 37/11 39/17 MR. **OLDENBURG:** [32] 7/10 10/11 14/16 59/14 62/14 63/22 69/11 77/7 77/13 78/14 78/18 80/8 81/12 81/14 88/21 90/19 91/14 92/7 93/3 94/10 99/18 101/2 108/13 109/9 109/11 136/14 136/17 136/21 137/2 137/8 137/12 140/19 MR. WAY: [39] 7/20 17/16 17/19 17/22 36/10 37/22 39/6 40/16 40/20 41/1 41/10 41/14

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