## STATE OF NEW HAMPSHIRE

SITE EVALUATION COMMITTEE

January 30, 2018-9:00 a.m. DELIBERATIONS
49 Donovan Street
Concord, New Hampshire DAY 1
Morning Session Only
\{Electronically filed with SEC on 02-05-18\}

IN RE: SEC DOCKET NO. 2015-06 Joint Application of Northern Pass Transmission, LLC, and Public Service Company of New Hampshire d/b/a Eversource Energy for a Certificate of Site and Facility.
(Deliberations)
PRESENT FOR SUBCOMMITTEE/SITE EVALUATION COMMITTEE:
Chrmn. Martin P. Honigberg Public Utilities Comm. (Presiding as Presiding Officer)

Cmsr. Kathryn M. Bailey Public Utilities Comm. Dir. Craig Wright, Designee Dept. of Environ. Serv. Christopher Way, Designee Dept. of Business \& Economic Affairs
William Oldenburg, Designee Dept. of Transportation
Patricia Weathersby Public Member
Rachel Dandeneau Alternate Public Member

ALSO PRESENT FOR THE SEC:
Michael J. Iacopino, Esq., Counsel for SEC
Iryna Dore, Esq., Counsel for SEC
(Brennan, Lenehan, Iacopino \& Hickey)
Pamela G. Monroe, SEC Administrator
(No Appearances Taken)
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
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everyone would please take out their cellphones, look at your cellphone, and confirm that it is either off or in silent mode.

This is a public proceeding. But we'd ask you to be respectful of the process and pay attention to what's happening up front. If you have to have a conversation with someone, either on your phone or with someone in the room, I'd ask you to take it outside.

We're going to be doing most of the talking up here. It's possible that we will ask one of the parties or an intervenor for information. But that's up to the Committee. This is not an opportunity for public participation at this time.

If, during a break, we are out in the hallway or outside, we may or may not be able to interact with you. We may say "hello". It's also possible that we may not. We are not being rude. It's just not appropriate at this time for us to be communicating with you or for you to be communicating with us.

I'd ask you to behave. Keep your
hands down and yourselves quiet. You're going
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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
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this process works, that over 70 hearing days someone was going to miss something. And we all missed at least some period of time in the hearing room.

I believe that's all the business I needed to take care of.

I'll ask the members of the Subcommittee to introduce themselves for those who have not been regulars here in the room. And I'll start to my left.

MR. OLDENBURG: William Oldenburg, designee of the Department of Transportation.

DIR. WRIGHT: Craig Wright, with the Department of Environmental Services.

CMSR. BAILEY: Kathryn Bailey, Public Utilities Commission.

CHAIRMAN HONIGBERG: Martin
Honigberg, Public Utilities Commission.
MS. WEATHERSBY: Good morning. Patricia Weathersby, public member.

MR. WAY: Christopher Way, designee of Business and Economic Affairs.

MS. DANDENEAU: I'm Rachel Dandeneau, alternate public member.
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CHAIRMAN HONIGBERG: Other people who are associated with the Site Evaluation Committee: Sitting to my right is Michael Iacopino. He is an attorney and he's Counsel to the Site Evaluation Committee. At the witness table, over to my left, Pam Monroe is the Site Evaluation Committee Administrator. To her left is Iryna Dore, who is another lawyer who serves as Counsel to the SEC. At times, we may confer with any of those people.

I think that's all I needed to do to set us up. We have a lot of ground to cover. The first thing we're going to do is have brief descriptions of the various input we received from other state agencies who are relevant in one way or another to this Application and the approvals that it requires before it could ever be built.

I will start with the Public
Utilities Commission. The Applicant and its affiliates had to obtain a number of things from the Public Utilities Commission. Northern Pass had to apply for and did receive certification of public utility status. That
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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?
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CMSR. BAILEY: Yes. On
December 21st, 2017, the Division of Historic Resources filed a summary of the work that it has completed, and identified certain archeological and architectural historic resources, as well as cultural landscapes, with some adverse impact. It had a number of other findings and advice, and we will discuss that at a later time.

CHAIRMAN HONIGBERG: Mr. Oldenburg, you want to do DOT?

MR. OLDENBURG: Thank you, Mr. Chairman.

In response to the SEC requirements, on October 3rd, 2017, the DOT submitted Draft Permit Conditions based upon the Department's review of the preliminary plans that were submitted at that point. In that transmittal letter, the DOT did say it was confident that it could execute the necessary agreements and licenses and permits for the Project, with the assumption that the Applicant could conform to the Draft Conditions.

Before I go on, I would like to say
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that, as being from the DOT, and a member of this proceeding, I was never involved in any discussion at the DOT with regards to the Northern Pass Project. I was always kept out of meetings, emails, or anything dealing with the Project or the review of the plans.

So, let me continue. The Permit
Conditions encompassed 12 pages, which I will
not cover all 12 pages, but they split them into three components, which was general conditions of approval, construction requirements, and then exception requests.

There were over 50 conditions of approval that were listed. A few of the more contentious ones, under the general conditions of approval, there were 23.

Number 4 dealt with the Applicant, a requirement that the Applicant provide a certified survey report.

Number 5 dealt with the Applicant was responsible to acquire all applicable permits and comply with all local, state, and federal rules, ordinances, and regulations.

Number 12 was that, to meet the
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conditions of the Utility Accommodation Manual,
that the underground facilities be located outside of the pavement areas and as close to the right-of-way as practicable.

Number 22 dealt with traffic control, and the requirement that the Applicant develop a Traffic Management Plan, and that detours of state roads would require DOT approval. And that all traffic control plans and methods meet the Manual of Uniform Traffic Control Devices.

And they went on to say that the State -- or, the DOT does not have the authority to approve traffic control on non-state roadways.

Under the construction requirements, which were Conditions 24 through 50, those were basically DOT requirements that $I$ didn't hear much comment about. So, I won't list any of those.

Under the exceptions to DOT
standards, number 1 was the use of the fluidized thermal backfill as a trench backfill material.

And that summarizes the points of the
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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
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to be transparent, the Department decided to post information on their webpage. On that webpage are conference reports, survey reports, memos, exception requests, that have all been used throughout this proceeding.

To date, at the close of the record, there were 13 of the exception requests that had been approved.

So, there's many other DOT letters and stuff, but that summarizes, basically, the reports and information that we saw.

CHAIRMAN HONIGBERG: All right.
Well, that, and other details, will be discussed as we get to specific issues for which those might be relevant, right, Mr. Oldenburg?

MR. OLDENBURG: Correct.
CHAIRMAN HONIGBERG: All right.
Mr. Wright, would you cover DES and Fish \& Game please.

DIR. WRIGHT: Sure. First, similar to my colleague to my left, I would point out that, although I'm employed at DES, I serve in the capacity as the Director of the Air
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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
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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
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and develop recommendations related to wildlife avoidance mitigation measures and also time-of-year restrictions regarding construction or operation of the line. So, that's a very brief summary, Mr. Chairman. And I'm sure we'll get into a lot more detail as we proceed.

CHAIRMAN HONIGBERG: Thank you, Mr.
Wright.
I believe that covers all of the agencies, all the state agencies we heard from.

The next thing we're going to do is start talking about the specific statutory and rules-based criteria we need to consider. The first of which is the Applicant's --

MR. WAY: My apologies for
interrupting.
CHAIRMAN HONIGBERG: Mr. Way.
MR. WAY: Did we talk about the state
Fire Marshal?
CHAIRMAN HONIGBERG: We did.
MR. WAY: We did. I'm sorry.
CHAIRMAN HONIGBERG: The first group
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of matters we're going to discuss is the Applicants technical, managerial, and financial ability.

Ms. Weathersby.
MS. WEATHERSBY: Yes. Thank you. I'll take the lead on this one.

So, as we all know, I think, that RSA 162-H:16 lays out the requirements for findings that we need to make before we -- before a certificate is issued. And Section IV(a) of that statute states that "In order to issue a certificate, the committee must find that: The applicant has adequate financial, technical, and managerial capability to assure
construction and operation of the facility in continuing compliance with the terms and conditions of the certificate.

And then we have a administrative rule, Site 301.04 , concerning financial, technical, and managerial capability. And that requires -- it sets forth what the application needed to include.

And those, for financial information, this is $301.04(a)$, Financial information shall
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include: (1) A description of the applicant's experience financing other energy facilities; (2) A description of the corporate structure of the applicant, including a chart showing the direct and indirect ownership of the applicant;
(3) A description of the applicant's financing plan for the proposed facility, including the amounts and sources of funds required for the construction and operation of the proposed facility; and (4) An explanation of how the applicant's financing plan compares with financing plans employed by the applicant or its affiliates, or, if no such plans have been employed by the applicant or its affiliates, then by unaffiliated project developers and to the extent such information is publicly available, for energy facilities that are similar in size and type to the proposed facility, including any increased risks or costs associated with the applicant's financing plan; and (5) The current and pro forma statements of assets and liabilities of the applicant."

And then we have another rule that
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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
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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
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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
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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 $T S A$ did not cover costs of construction of the Project.

The Applicant, of course, believes otherwise. It believes it has proven its
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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,
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demonstrate its ability to construct and operate the Project in accordance with the Certificate. They did acknowledge that Northern Pass Transmission doesn't have statements of assets and liabilities.

Mr. Ausere is the Vice President of
Energy Planning \& Economics at Eversource Energy Service Company, which is a wholly-owned subsidiary of Eversource Energy, which is a public utility holding company.

The total expected construction costs of the Project are 1.6 billion. And except for the properties acquired by Renewable Properties, Inc., all of the costs associated with the development and construction of the Project --

CHAIRMAN HONIGBERG: Hang on. Please suspend. Go off the record.
(Brief off the record discussion ensued.)

CHAIRMAN HONIGBERG: Sorry,
Ms. Weathersby. You may continue.
MS. WEATHERSBY: Thank you. So, I
was saying the total expected cost to construct
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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 343 rd 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
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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
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Northern Pass's costs for developing, constructing, operating, maintaining, and decommissioning of the Project.

Hydro-Quebec, HRE, will have an opportunity to recover its transmission payments through the sales of electricity into the New England market. Once Northern Pass begins operation, Northern Pass will begin receiving monthly revenue from HRE under the formula rate that's set forth in the TSA. These revenues will provide cash flows to satisfy its obligations to debt and equity investors and meet the working capital needs of the Project.

The TSA will be amended if chosen for the Mass. RFP, which it has been, but still no cost to New Hampshire consumers we are assured. Mr. Ausere could not confirm or deny whether the Applicant will seek the Committee's approval of future modifications of the $T S A$.

If that is important to the
Committee, I suggest that we may wish to consider that as a condition of any approval.

The formula rate in the TSA recovers
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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 $T S A$ 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
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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 $H R E$ 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 $H R E$, 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.
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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
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Island. And if the Project is selected, some costs may be passed through to the consumers of the Commonwealth of Mass. and the other states.

Mr. Quinlan claimed, however, that construction and operation of the Project is not predicated on the outcome of those solicitations, although at the time he could not be certain.

Just other information. In the Merrimack Valley Reliability Project case, the SEC did find that Eversource had the financial capability to construct, operate and maintain that project, which, of course, was much smaller.

Another point is that the TSA does require Northern Pass and its construction contractors to carry adequate insurance to provide coverage against liability or damage resulting from the construction or operation of the Project.

And that, too, is something you may want to suggest as a condition that that remains in effect.

So, I'll stop it there. Insurance?
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That the TSA requires Northern Pass and the contractors to carry adequate insurance for liability or damage.

So, I'll kind of throw it out there.
I have the financial statements, if anyone would like to see them. I think there's, you know, in my mind, adequate financial capability.

I'll stop there.
CHAIRMAN HONIGBERG: In your view, is
the information that we have about Hydro-Quebec sufficient to be comfortable that this is backed by, and the way we would say it in the U.S., the full faith and credit of that government? Because $I$ know that, $I$ mean, $I$ always associate the argument with Mr. Cunningham, but $I$ know he represented the Dummer Group.

Is that -- is that sufficient for us?

MS. WEATHERSBY: So, the obligations of -- under the TSA, the obligations of HRE are guarantied by Hydro-Quebec. I think with that in place, $I$ would be comfortable, as long as
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that guarantee cannot be -- cannot be revoked, so that we require that to remain in place until the Project is fully decommissioned.

CHAIRMAN HONIGBERG: And I believe you used the word "condition", and I recall a discussion with Mr. Ausere about that during his testimony, is that --

MS. WEATHERSBY: I think there was a discussion, yes.

CMSR. BAILEY: I'll jump in. Thank you for that incredible summary of all the testimony. I have a couple of pages here, and you covered every one of my points.

I also believe that they have demonstrated that they have the financial capability to construct the Project. They have very good access to the capital markets, because of -- Eversource has, because of its good credit rating. They have access to cash from their operating companies. Mr. Ausere testified about that.

I believe that the TSA will provide adequate revenue going forward to pay back the loans, and also to provide revenue for
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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 Utility Accommodation Manual, 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
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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.
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I guess, and one question I would have for the group, too, is to what extent can we involve the Mass. RFP in all of these discussions? And as a given, as a possibility, and maybe, Mr. Iacopino, is that a legal discussion? Is that -- it's something new. And I notice you're smiling.

MR. IACOPINO: You want me to answer that?

CHAIRMAN HONIGBERG: Yes. Would you please answer that question.

MR. IACOPINO: You should base your deliberations based on what's in the record here today, the record that is before you. That record, and you'll decide this yourself, whether or not there was discussion in the record regarding getting the Mass. RFP, and whether there was testimony about the Mass. RFP, and what the Applicant would do if it obtained the bid or didn't obtain the bid. All of that would be appropriate for your deliberations here today.

MR. WAY: Thank you. And I agree, I think there's been quite a bit of discussion on
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the 83D RFP.
And I would agree with Commissioner Bailey that the modified TSA should be something that we would consider as a condition as well.

MS. DANDENEAU: Do we know when that would be available, the modified TSA, or the revised version?

CMSR. BAILEY: I'm pretty sure it will be available well after our decision.

MS. DANDENEAU: Okay.
MS. WEATHERSBY: So, there was -there was testimony, for practicality of the matter, is the TSA will need to be amended, if the contract with Massachusetts goes forward.

Do we -- obviously, we want to see that. But do we want to be able to approve the section concerning the funding of the line? Do we want to do anything other than see it when it's done?

CHAIRMAN HONIGBERG: I think we would want to include in, if there were an approval, a condition that specifies what terms would be 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.

MS. WEATHERSBY: Do you have suggestions?

CHAIRMAN HONIGBERG: Not at this time.

MR. WAY: Commissioner Bailey, when you were saying that the amended TSA that's up and coming will not be before we issue a certificate, what kind of timeframe do you envision that might be are we talking, with relationship to the Project?

CMSR. BAILEY: I don't really know. But, as I understand it, they -- Northern Pass has to now negotiate a contract with -- and this is not part of the record, this is what I know from my job. So, I don't know --

MR. IACOPINO: It's okay.
CMSR. BAILEY: It's okay? All right.
They have to negotiate with the electric utilities in Massachusetts on a contract. And I believe that contract is supposed to be presented to the Massachusetts regulatory agency for approval in April. I don't know if
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that contract constitutes the TSA or if the TSA is an addition to that contract. And, so, I don't know.

CHAIRMAN HONIGBERG: It has to be something separate, because it's -- the contract they're negotiating with the utilities is the sale of power. It has a price associated with it that is -- that would include recovering transmission costs. But the arrangement that they have to transmit the power is going to be separate. That's not what they're negotiating with the utilities. It's a given to the utilities who are negotiating with the seller of the power.

That's my understanding of how it all fits together.

MR. WAY: And do the amendments now have to go back to FERC?

CMSR. BAILEY: I don't know.
CHAIRMAN HONIGBERG: No idea.
MR. WAY: You're assuming so or --
CMSR. BAILEY: I said, I would
assume, if it's a FERC-approved document, and it's amended, FERC would have to take another
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look at it. But $I$ don't know that for a fact.
MR. WAY: Because one of the things I'm also thinking about, too, is the timeline here, how much time it's going to do this in relationship to the Project. And I'm not sure it has a real bearing on what we're doing, but I think it is a question.

CHAIRMAN HONIGBERG: It's a question, but $I$ don't think it has a direct bearing on what we need to decide right now.

MR. WAY: Understood.
CMSR. BAILEY: I agree. I think
that, even without the TSA, Eversource probably has enough money to construct this Project.

MR. WAY: I agree.
DIR. WRIGHT: I think $I$ tend to agree with everything I'm hearing so far. Like Commissioner Bailey, I think I also put some weight on the fact that counsel for the Public weighed in on the financial capability of the Applicant to construct the Project and operate it.

I think I've heard, and Ms.
Weathersby did a great job summarizing folks
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that have a different opinion, and $I$ think $I$ heard us address Ms. Pastoriza's concerns, Mr. Abbott's concerns.

Have we -- has anybody addressed, or I guess I can address, I guess, Mr. Sansoucy's concerns regarding what he feels would be a much lower level of capacity factor than what the Applicant was assuming? Which would have a pretty big impact on the rate recovery or the income stream.

I, for one, I remember having this discussion with Mr. Sansoucy when he was a witness, and I, for one, didn't find his arguments particularly compelling. So, I didn't know if anybody had any thoughts on that?

CMSR. BAILEY: I didn't either. I think that the contract is -- well, in order to even qualify for a capacity supply obligation, the capacity has to be a fixed amount. So, I believe that the capacity will be at least a thousand megawatts.

MS. WEATHERSBY: There may be some merit to his suggestion for a condition, and it
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probably doesn't fit necessarily in this subject matter. But he has suggested that, as a condition, that New Hampshire ratepayers will be held harmless from any expenses related to the Project. And that kind of -- it may not fit here, because $I$ think, in part, he's also concerned about, if the AC portion of the line becomes part of -- you know, so, it's more of the electrical, maybe orderly development section where we should talk about that. That if the $A C$ portion of the line becomes part -CMSR. BAILEY: Becomes a reliability project?

MS. WEATHERSBY: A reliability project.

CMSR. BAILEY: And then the costs have to be spread over New England.

MS. WEATHERSBY: Right.
CMSR. BAILEY: The region. And New Hampshire --

MS. WEATHERSBY: I don't know if
that's even appropriate. I don't --
CMSR. BAILEY: Yes. Well, I mean --
MS. WEATHERSBY: If a condition is
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even appropriate.
CMSR. BAILEY: Yes. We can talk about that later.

CHAIRMAN HONIGBERG: Anyone else want to have a go at financial?

I don't think I disagree with anything I've heard regarding the Company's financial capabilities or the Applicant's financial capabilities.

You want to move on to -- what do you want to move on to next? Managerial?

MS. WEATHERSBY: I took managerial and technical together, because there was a lot of overlap. And rather than saying things twice, $I$ think it will become obvious where they're separate, and most of the time the topics are very related.

So, again, we start with our statute, 162-H:16, which requires the Committee to find that the Applicant has the technical and managerial capability to assure that construction and operation of the facility can be done in compliance with the Certificate 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)
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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
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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
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deter noncompliance.
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: The 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
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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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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,
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constructing, and operating lines, and the strength of its contractors, Burns \& McDonnell, Quanta, and workers contracted through Quanta, $A B B$ 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
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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
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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
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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.

ABB will also be managing the engineering and construction of the underground HVDC cable, in conjunction with MJE, the Franklin converter terminal. With regard to the underground line, $A B B$ 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
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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 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
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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".
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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 Utility Accommodation Manual, 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
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in the underground, where the contention was, it's going to be within the state's right-of-way, even though that hasn't been determined yet.

So, it's sort of like a "chicken and the egg" thing. Is you have to figure out where the right-of-way is to develop the final plans, to do the exemption reports. And, so, us not seeing them, I'm not -- I'm not sure if we'd actually see final construction plans at this point, and whether it's really pertinent.

I think the firms that are doing the work have the greatest ability to design it, construct it, wherever it is. And I think some, you know, some of the conditions are going to be they need to have a final right-of-way located and the final construction plans approved.

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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a question that was raised in the Joint Muni brief. 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 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.
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As you said, they're top in the country. So, if somebody can do it, they can do it.

The question is, the question $I$ think that was raised by the Joint Munies is, "has the process that they have demonstrated before us call into question their ability to manage this Project?" And I don't know the answer to that one.

MS. WEATHERSBY: To your point, Kate, the rule is the -- for technical and managerial, "the applicant's expertise in designing, constructing, and operating energy facilities similar to the proposed facility". And there is no project that's similar. You know, they may have done -- some of these contractors have done underground, some of them have done overhead. But no -- I don't think anyone has done a 192-mile project that goes up and down the way this one does.

But that said, you know, everyone is
qualified in parts. And can you put that together to make the whole?

MR. OLDENBURG: And that was some of
the questions when $I$ questioned the
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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 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
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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
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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
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rolled out, $I$ think ended up not working well at all.

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
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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 $I \prime m$ qualified to address that.

Broadly, I think Counsel for the
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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 $S E C$ 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
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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
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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 marshaling 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.
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I go back to Mr. Oldenburg, though, too, and how we talk about this and when we talk about it. There's going to be places and roadways, particularly on the underground, on the underground, where there's a little bit of a straight face test that we have to really look at. Will this actually work on the stretches of 116, when we're going down Plymouth? Woodstock? When we're going to Franconia? These are hot button places where I think we need to make sure that we feel very comfortable that, if something like that was to occur, and this will get into orderly development, that it's not going to have an unreasonable impact to the community, but it physically can be done, and under the way that they say it can be done. And, so, I'm looking forward to having that discussion. I don't know when we get to that point, when we start looking at maps and distances and measurements. But I think that's going to be a critical piece. DIR. WRIGHT: If I could add, we seem 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
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the Project, without knowing every detail at this point?"

CHAIRMAN HONIGBERG: I guess, in my head, I'm still got them separated, the state roads portion and the town roads portions. I mean, in the state roads, we have a relatively straightforward way to deal with those, because we have State agencies that are responsible for those things, and have jurisdiction, and will be able to ensure that whatever needs to be done is done. You know, the Department of Transportation, the Department of Environmental Services, overseeing the aspects that they oversee in and around the state roads, making sure that it stays within the rights-of-way, making sure laydown areas don't affect environmental areas, environmentally sensitive areas, or don't create environmental problems.

It's different where the town roads are involved. And that's a different discussion, because the oversight isn't as straightforward, up in Clarksville and Stewartstown.

But, in the town roads, I mean --
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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
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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
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what are the critical areas. And if that's a gap, that leaves a question on how it's going to be managed.

I think, but with that still all said, $I$ do agree that $I$ think the capability is there. But there still are gaps we definitely have to talk about.

MR. OLDENBURG: I would just -- I just want to add one thing about the Traffic Management Plan. The one firm that you didn't cover was Ms. Farrington's firm, which is Louis Berger \& Associates.

MS. WEATHERSBY: Yes.

MR. OLDENBURG: She's -- they were
actually hired by PAR Electric to do the traffic control management. And they are a topnotch firm. I mean, they're a very large firm, nationwide firm. And $I$ have no doubts in their technical capabilities, especially Ms. Farrington's, now $I$ guess Ms. Frazier, you know, in her capability in managing it.

I think some of the -- the issue with the questions raised were the unknown of, you know, where exactly are the splice vaults
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going, because they're the major components of the traffic issue.

But I think, overall, the Traffic Management $P l a n$ that they're going to come up with, they're technically -- they can do it. I think the contractors can build it. You know, it's just the components that $I$ don't think have been put together yet. And it's -- but I think they're technically there and capable of doing it.

CHAIRMAN HONIGBERG: I mean, am I right to be confident that the DOT and DES are well-positioned to oversee that process as it is developed going forward?

MR. OLDENBURG: On the state roads, yes. That the DOT is --

CHAIRMAN HONIGBERG: And that's what I'm talking, the state roads.

MR. OLDENBURG: Yup. Yes. I think they're very confident in that they can, you know, meet the requirements and, you know, build it, and maintain traffic safely and efficiently.

DIR. WRIGHT: I certainly think DES
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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
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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
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to oversee the work. They would ultimately report to the DOT. But $I$ think -- I think, overall, the DOT is going to hire a consultant to oversee the construction inspection.

And that is not something that we're not unfamiliar with. The DOT hires -- has multiple consultants under contract to oversee our own construction inspections. So, that's not something we're unfamiliar with doing.

MS. DANDENEAU: Would that be a
consultant specific to the Northern Pass
construction process?
MR. OLDENBURG: Yes.
MS. DANDENEAU: Oh.
MR. OLDENBURG: Yes.
CHAIRMAN HONIGBERG: And it would be paid for by Northern Pass.

MS. DANDENEAU: Okay.
CHAIRMAN HONIGBERG: Off the record. [Brief off-the-record discussion ensued.]

DIR. WRIGHT: I would just add, I think I've heard somewhere along the lines a commitment from DOT that they would be out
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there. That's about all I can, Mr. Way, in terms of DES presence in the field.

We obviously have our, you know, responsibility to oversee the Project. And like I said, I think there will be multiple layers of sets of eyes on this Project. So, when $I$ add all that up, $I$ think I'm fairly confident that the BMPs can be managed.

Again, $I$ do wonder, though, about a potential need for, similar to what Bill was describing, where DOT may be looking at hiring a third party, you know, maybe that's something DES considers or something we consider as a Committee.

MR. WAY: Has DES had those discussions yet that you know of?

DIR. WRIGHT: I haven't been involved.

MR. WAY: All right.
MS. DANDENEAU: Has DES done that in the past that you're aware of?

DIR. WRIGHT: I am not. And I guess one of the questions would be, if we did go down that route, who would that independent
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third party report to? This Committee or to DES?

MS. DANDENEAU: I would also be curious to know what the level of communication is between both DOT and DES and the Applicant's sets of eyes. If there's a reporting system? If there's, you know, a weekly email that goes out?

I don't know if you have any feedback on that, but --

CHAIRMAN HONIGBERG: I think we have a lot of power here. We could set that up, so that contractors, consultants report to the agencies or report to us. We could set that up however it made the most sense, if that's the direction we felt was appropriate.

MS. DANDENEAU: I would also like to be careful that we're not just creating more paper-pushing. That those checks are valuable check-ins, where somebody is really taking the time to read those reports, and make sure that the BMPs are being followed or that there's no issues that are occurring.

MR. WAY: I also think there's a
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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
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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.
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MR. WAY: I just have a follow-up on that.

So, one of the things I often wonder about is, in your statement, is maybe they can report to us. And from an SEC standpoint, and I'm looking at the experience of the group that have done this before, what does that mean?

I mean, as of the end of this, this group kind of goes their own individual ways. Something has to be reported back, and someone has to act on that. And that might be helpful for everybody here to understand what happens when we say "report back to us". Chairman?

CHAIRMAN HONIGBERG: "Us" means
" Pam".
DIR. WRIGHT: I was going to say -[Laughter.]

CMSR. BAILEY: It doesn't have to mean "Pam", though.

CHAIRMAN HONIGBERG: No, it doesn't. The statute gives the SEC the responsibility to make sure that certificated projects are built according to the terms of the certificate. And the $S E C$ can retain outside help, again, at the
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cost charged to the applicant, and this is -that's a general statement. This is not specific to this project. And then that person can be the actual overseer and report to the SEC through Pam. I mean, I Chair the SEC, the Chair -- the Commissioner of the Department of Environmental Services is the Vice Chair, the Commissioners of the other agencies, with the addition of Natural and Cultural Resources are the other agency members of the $S E C$, and then there's the two public members. So, the SEC, as a constituted commission, has responsibility. It works through its Administrator, who is Pam. The Administrator or the SEC can hire consultants and outsiders to assist in that regard.

MR. WAY: And, so, the same question that was to Mr. Wright and Mr. Oldenburg, as you see it now, do you see the SEC as having the capability or do you envision that there may be a need for additional staff?

And I know that's a hard question.
CHAIRMAN HONIGBERG: No. It's
actually not a hard question. I think there's
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little doubt that the $S E C$ would need to retain outsiders to assist in this. I don't think there's anywhere near the capacity in the one full-time employee and the one part-time employee of the Site Evaluation Committee to do that, nor is there broad enough expertise to deal with all the potential issues.

Ms. Monroe, any disagreement with
that?
ADMIN. MONROE: No.

CHAIRMAN HONIGBERG: Didn't think so.
All right. That's a good time for a break.
So, we're going to break for -- probably until $11 \mathrm{o}^{\prime} \mathrm{clock}$.
(Recess taken at 10:46 a.m. and the deliberations resumed at 11:04 a.m.)

CHAIRMAN HONIGBERG: All right.
We're going to resume.
Mr. Oldenburg, $I$ understood you
wanted to say something.
MR. OLDENBURG: I was just going to
follow up on, you know, the conversation that $I$
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
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to be fixed.
So, I don't know what action, besides a report, that you would get from the DOT. You know, nothing $I$ think that we would have to manage, you know, from a reporting standpoint. It would be information. So, I'm not sure if it would be useful or not.

MR. WAY: And that's a good point, when we consider conditions down the road, is what actually will it get us?

One of the things that you just mentioned, maybe we can take it up later, too, is you said you envision someone "doing an inspection daily". So, we're going to keep coming back to, you know, volume of work zones. Physically, can that be done for such a large project? I think you'd be looking at outsourcing, obviously, on that portion as well?

MR. OLDENBURG: I would believe so. And it would be multiple people. You know, whatever it -- probably, whatever it takes to manage the inspection appropriately.

I mean, the other thing to remember
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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.
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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
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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
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those final construction plans as the base of that agreement. It's basically an agreement between the Applicant and the DOT saying "We're going to build what's on the plans."

CMSR. BAILEY: So, if things are
missing from the plans, which $I$ don't expect that they would be on the final plans, but like somebody's water line underneath the road, does -- $I$ guess, who verifies that they get all those details right?

MR. OLDENBURG: Well, if it's a public water line, it should be through like DigSafe, we should know where that is, and that should have already been done. But, if it's a private water line, like $I$ think we heard up in Plymouth, Mr. Ahern $I$ think has a private water line that wasn't located on the plan, that's an issue. Usually, you find those when you put an excavator through them. But the idea is you'd have to fix it. And that's what $I$ would expect them to be responsible for is fixing it, if they impacted it.

CMSR. BAILEY: Okay.
DIR. WRIGHT: Chris, Mr. Way, I'll
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just add one thing, thinking about DES and its resources. I know for a fact that our Wetlands Permit Program is supported by fees. And the basic way the fee structure works I believe is it goes some of the -- some of the fee rate is based on square foot of impact. So, the more you impact, the bigger the fee.

Obviously, the purpose of that fee is not only just to do the permitting work associated with the Project, or any project for that matter, but also to do compliance, inspections, and enforcement. So, it's meant to be a self-funded process.

So, I don't know if, in this case, that means DES would have to go out and hire additional inspectors, given the size of the Project. I don't know. I haven't been involved in those discussions. But my point being is, there is a foundation to support all the work necessary.

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

DIR. WRIGHT: I don't think that's the ARM Fund portion.
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MR. WAY: This is not the ARM Fund portion?

DIR. WRIGHT: No. No. That's a separate piece.

MR. WAY: And, so, that's a
mitigation fund. Does that, in part, give DES ability to hire more staff or resources?

DIR. WRIGHT: I don't think the mitigation fund will be used for that purpose.

MR. WAY: You would not use it for that purpose?

DIR. WRIGHT: No. I think the fee associated with the wetlands impacts I think would be used to support.

MR. WAY: That will be used. Quick
question for you, Mr. Wright, too. When you -we saw a lot of testimony and pictures with regards to Best Management Practices that may have not have been followed. Your agency's capacity to react to those Best Management Practice issues, did you see any that maybe should have had a react -- well, and I don't want to put it that way. But is there -- do you think your agency will have the ability to
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follow the BMPs that are happening within your jurisdiction?

DIR. WRIGHT: I think, when we saw some of the pictures that you're describing, I think at the Deerfield Substation and a couple other situations in Deerfield, --

MR. WAY: Right.
DIR. WRIGHT: -- I think Mr. Bowes had indicated that those, obviously, were not Best Management Practices in his testimony. I don't know if those incidents were reported to DES. I know there was one gentlemen, I don't remember his name off the top of my head, who talked about some damage getting into his field, I believe that was in Deerfield. I think I specifically asked him had he reported that to DES. Obviously, if it's not reported to DES, you know, we don't know about it, unless we find it ourselves while out there. To the extent something is reported to us, I'm sure, I'm confident that the Department would follow up on it appropriately.

MR. WAY: And the extent that it wasn't reported to you probably meant that
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there wasn't a requirement to be reported to you or is there something this Committee can do as we condition that might facilitate that more to happen?

DIR. WRIGHT: Absolutely. If there are environmental inspectors out there, either for the Applicant or the contractors, or we could certainly, $I$ would assume, condition that it be reported to DES.

MR. WAY: Because I see that as one thing that $I$ think this Committee can really help on, is that, if we look at these multitude of monitors, and $I$ think, even for the Applicant, they look at several different people, whether it be transportation, whether it be environmental, historical, archeological, whatever, there's a lot of different people and skills out there, and how that's coordinated 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 would be a good thing.

DIR. WRIGHT: I can't disagree.
MS. WEATHERSBY: A quick question,
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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
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called an "Inadvertent Return Mitigation Plan", which would be approved by the Applicant and followed by the contractor.

So, if $I$ remember right, they had developed, if this happens, there would be a plan. I'm not sure if that requires them to report to DES or anything like that. But there was that comment that they would develop a plan on what happens if there was a frac-out.

DIR. WRIGHT: And actually -- oh,
sorry. And you actually hit on a big area 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, --

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?
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And my reading is "no", at this
point.

MR. OLDENBURG: I'm not sure. I know that they were going to develop it, and it was going to be approved by the Applicant, and that was it. I don't know where it goes from there. If it was just that "this is what happens if we have a frac-out", my assumption would be is, if it went into a stream or a water body that was controlled by DES, that it would be reported. But I'm sort of going on a limb there. I don't know that for sure.

MS. WEATHERSBY: I think there were a number of plans, emergency spill plans, and there were a number of plans that were talked about that needed to -- as Mr. Wright said, that need to be developed, and it's probably something that we'll talk about in the environmental area more specifically of what are the plans? Who do they -- do they have to get approval by DES? You know, so, those sort of things, kind of go through them then.

DIR. WRIGHT: Yes. I was going to 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. The only thing I'll add is, you know, the number one goal of the Department is compliance with environmental regulations. I mean, that's always what we want, achieve compliance with the regulations. The only thing $I$ will add is we obviously have some enforcement ability, too, for environmental violations, as does the Committee, with respect to the conditions we set. So, --

CHAIRMAN HONIGBERG: Any other comments people want to make on managerial and technical expertise?
[No indication given.]
CHAIRMAN HONIGBERG: Do people want to -- do we want to take any kind of straw votes on financial, managerial, and technical? Do we want to take them individually? As a group? Do we not want to take a straw vote? How do people want to do this? We have a lot of authority here, folks.

DIR. WRIGHT: If we do a straw vote,
it's not binding, I assume?
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CHAIRMAN HONIGBERG: No. No. Almost by definition, straw polls are not binding.

MS. DANDENEAU: Well, we could even go through the process of laying out the verbiage for conditions we might want to impose, and then later come back and change that, correct?

CHAIRMAN HONIGBERG: We could do that, if we wanted to. That seems like -- it seems to me like it would require a lot of detailed work regarding environmental, traffic, and a lot of other issues, that time might better be spent moving through the other big criteria.

But, if that's what people want to do, we can certainly do that. Not only do we have a lot of authority, we don't have a script.

All right. How do people feel? I got the sense, without asking for a vote, that people are fairly comfortable with the financial aspects of the Applicant. Is that correct?
[Multiple members indicating
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"yes" and "correct".]
CHAIRMAN HONIGBERG: And we're all
comfortable, I think, with the technical capabilities. Now, that still might be Project-specific, there might be Project-specific concerns with respect to technical, but that this is a technically competent group associated with doing this Project. Is that generally how people feel?
[Multiple members indicating "yes".]

CHAIRMAN HONIGBERG: All right. And with respect to managerial, it's a similar -similar conclusion, but there's a lot more behind that, with Project- or proposal-specific issues that we need to wrestle with before approval. But, in terms of the team, I think Patty referred to it as an "A team", of people being put in place to manage, that they have that. And that really we're talking about what types of problems are specific, and what conditions we might need to put on to any certificate, should one be granted.

Do I have that? Is there a consensus
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generally on that?
[Multiple members indicating "yes".]

CHAIRMAN HONIGBERG: Oh, good. All
right. Things get harder from here, folks.
I think the next broad topic in the statute and in the rules is "orderly development of the region". There are a number of subparts of that.

Mr. Way, are you in a position to start us off in the discussion of orderly development?

MR. WAY: I'm going to attempt to do so.

Orderly development of the region is a many-headed animal. There's a lot of different parts to it. So, as we go through it, I think we're going to have a lot of us, several of us, taking different pieces.

With regards to the statute, RSA
162-H:16, IV(b) requires the Subcommittee to consider whether the proposed project "will [not] unduly interfere with the ordinarily development of the region with due
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consideration given to the views of municipal and regional planning commissions and municipal governing bodies".

Under the Code of Administrative 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.
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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.
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Then, Ms. Weathersby I think is going be looking at the views of municipal and regional planning commissions and the municipal governing bodies regarding the proposed facility. So, we're going to consider how much those have been engaged and to what extent.

That's what we're going to be taking up, and I think it's probably going to be taking up probably all of the day.

And, Mr. Oldenburg, $I$ think, in terms of siting and construction, I think we're looking at traffic management piece in there as well.

MR. OLDENBURG: Okay.
CHAIRMAN HONIGBERG: Before you do
that, Mr. Way, did you mention tourism in there, because tourism falls within this category?

MR. WAY: And you're absolutely right. Tourism is in there. My notes, I'm going to be handling that as well. We have to determine if there is an impact on tourism, and aesthetics. So, we'll -- is it separate?

CMSR. BAILEY: Yes.
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MR. WAY: It is.
CHAIRMAN HONIGBERG: Aesthetics is its own category.

MR. WAY: So, tourism -- my mistake. Tourism will be part of that. I'll be heading that up.

So, Mr. Oldenburg, can I look to you to maybe take us through some of the construction and traffic issues?

MR. OLDENBURG: I can do that.
MR. WAY: Thank you.
MR. OLDENBURG: So, the construction takes place in a number of -- 192 miles, takes place in multiple towns, with different types of construction going on. So, what I thought -- what $I$ thought I'd do, since my microphone is on, I wanted to take it through some of the finer points from beginning to end. So, what the construction entails.

So, the overhead DC line enters Pittsburg, through Canada, and continues overhead in a new right-of-way to Transition Station Number 1 , which is near Old Canaan Road, at the intersection of Route 3. And we
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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
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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
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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,
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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 $H D D$ 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.
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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 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
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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
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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 residences and businesses.
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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: They 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
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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
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Applicants, which will be distributed to the construction workers to make it easier for them to patronize local businesses while they're in the area. That list contains 209 businesses, of which 60 were identified by name alone as businesses which construction workers would be very unlikely to patronize, such as dentists, funeral directors, photographers, veterinarians, nail and day spas, furniture stores, tailors, self-storage, flower shops, etcetera.

So, that was the Muni Groups, sort of a summary of their topics.

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 $S E C$ 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 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 $301.03(\mathrm{c})(3)$ requiring the Applicant to provide a map showing property lines with respect to the
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site. And they failed to file right-of-way survey plans. And town road permits have not been obtained.

Dummer-Stark-Northumberland Group:
The Applicant failed to analyze whether the collocation of the high voltage direct current transmission line and the high voltage alternating current transmission line, with the 24 -inch high pressure gas pipeline in the easement can be safely done.

Non-Abutters Stark-Bethlehem, which includes the Weeks Lancaster Trust, believe that the lack of evidence records concerning the Applicant lacks the right to maintain an existing utility line and to construct the proposed transmission line across Parcel 92 within Cape Horn State Forest is in violation of Site regulations, and that issue needs to be resolved. And that no permit should be issued until it is resolved.

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

And that's sort of a summary of
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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.
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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 15 th to November 15 th 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
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key personnel, and it will outline strategies on how to manage work zone traffic impacts.

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
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general strategies that are proposed.
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
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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
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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
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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
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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
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the Project will not interfere with the construction of utilities, and arrange a construction schedule so that all the activities are done before the road is repaved. Later it was stated that the Applicant and the Plymouth Village Water \& Sewer agreed to collaborate with each other in good faith to explore the practicality of installing the District's improvement during the construction of the Project facilities, so that Route 3 is excavated only once to install both the Project facilities and the District water and sewer improvements.

Mr. Bowes testified that the Applicant agreed to assist property owners with maintenance and repair of any utilities that are located in close proximity to the underground section of the Project.

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. There's also a discussion of impacts
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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
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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
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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 of the vaults and things like that, there may be, you know, a temporary, measured in minutes not hours, of road closure while material is off-loaded, and that type of information. So, that will impact traffic along the section as well.

CHAIRMAN HONIGBERG: Mr. Oldenburg, before you leave that topic, is it your memory that there will have to be temporary road closures in the town -- when there is underground construction on the town-maintained roads?

MR. OLDENBURG: Yes.
CHAIRMAN HONIGBERG: There's that large loop in --

MR. OLDENBURG: Yes. That was --
CHAIRMAN HONIGBERG: Is that
Clarksville or -- it's either Clarksville or
Stewartstown, $I$ can't remember now.
MR. OLDENBURG: Clarksville and
Stewartstown, right. It covers both. When
they're doing the underground section, those
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roads are so narrow up through there, --
CHAIRMAN HONIGBERG: Right.
MR. OLDENBURG: -- they're closing those roads. They have sort of an elaborate detour plan.

CHAIRMAN HONIGBERG: So, the commitment about "no road closures" just applies to the state roads?

MR. OLDENBURG: Correct. Correct. Basically, the Bethlehem-to-Bridgewater section.

CHAIRMAN HONIGBERG: Right.
MR. OLDENBURG: There were several outstanding sort of issues concerning access that were brought up. And I'm not sure exactly if they were all addressed, or need to be addressed, as part of an approval. But there was the discussion about Beechers Falls Road potential closure because of the HDD drilling. My memory is $I$ think they solved that. There was the McAllister Road access issues for the farm and the milk trucks. The Franconia micro tunneling versus $H D D$ drilling, and that sort of revolving, evolving location of what exactly is
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being done there. The whole local road closure issue up north, whether that's acceptable. The Plymouth roundabout work, which requires a detour through Plymouth. They're going to close the roundabout, which means there's sort of the elaborate detour through town on local roads. Like I said, the local roads up, like Old County Road, required a closure of three to five weeks or so, because there's three splice pits in that section. North Hill Road, the closure was like five weeks. Bear Rock Road was closed for three HDD drilling operations. I have a note here that, for some of those, the detour is longer than 4 miles that the Applicant had stated, it's like -- it was 16 miles. I had to research exactly where I got that, but --

Then there's access to the Woodstock Fire Station during the $H D D$ drilling and the Franconia Fire Station during the HDD drilling operations. So, there's emergency vehicle access during lane closures and road closures. We heard about the mutual aid discussion. There's parking and business access
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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
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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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