

NEW ENGLAND CLEAN POWER LINK

Public Frequently Asked Questions

1. What is the New England Clean Power Link?

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

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

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

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

2. Who is TDI New England?

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

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

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

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

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

(a) Vermont 248 Permit - The Vermont Public Service Board (“PSB”) must find that an electric transmission facility project promotes the general good of the State of Vermont pursuant to V.S.A. Title 30 Section 248.

- a. December 2014: TDI-NE submits Petition for Certificate of Public Good to PSB
- b. February 2015: PSB holds hearing on Project with 10 comments received
- c. Spring 2015: Intervenors submit testimony and discovery on the Petition
- d. May – July, 2015: TDI-NE reaches agreements with all active Intervenors in the case. Intervenors with whom TDI-NE reached agreement are as follows:

- VT Public Service Department
- VT Agency of Natural Resources
- VT Agency of Transportation
- VT Division of Historic Preservation
- Towns of Alburgh, Benson, and Ludlow
- Green Mountain Power
- Burlington Electric Department
- VELCO
- Conservation Law Foundation

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

- e. October 2015: Technical Hearings scheduled with the PSB
- f. December 2015: Decision from PSB expected

(b) Vermont Environmental Permits - In addition to the PSB Siting Process, TDI-NE must obtain several environmental permits from the Vermont Agency of Natural Resources (“ANR”) to construct the Project.

- a. Winter 2015: TDI-NE submits applications for required State Environmental Permits including:
 - Operational Stormwater Permit
 - Construction Stormwater Permit
 - Lake Encroachment Permits
 - Stream Alteration Permit
 - Wetland Permit
 - Floodplain Permit
 - Water Quality Certificate
- b. July – August, 2015: TDI-NE revises and resubmits certain applications based on State feedback
- c. October 2015: Permits noticed and draft permits issued
- d. November 2015: Hearings on draft permits
- e. November 2015: Decisions on Permits expected from ANR

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

5. What is the interconnection status of the Project?

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

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

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

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

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

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

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

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

7. Why is the open solicitation process being held?

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

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

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

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

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

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

9. How will Expressions of Interest be evaluated?

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

No.

Additional FAQs Added on 10/29/15

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Additional FAQs Added on 11/2/15

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

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

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

No. It is **not** necessary to submit a confidentiality agreement to participate in the Webex.

23. How will the Webex Information Session work?

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

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

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

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

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

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

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Additional FAQs Added on 11/16/15

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

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

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

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

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

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

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

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

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

Yes.

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

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

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

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

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

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

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

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

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

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

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

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

Additional FAQs Added on 11/25/15

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

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

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

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

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

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35. What is the relevance of these Permits?

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

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

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

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

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

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

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

The Tri-State RFP can be found at

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