

**COUNSEL FOR THE PUBLIC'S PROPOSED CONDITIONS
REVISED AND AMENDED BY AGREEMENT WITH THE APPLICANTS
FEBRUARY 28, 2018**

1. Best Management Practices – Construction.

Further Ordered that, prior to any construction activity, Applicants shall file with the SEC a copy of all Best Management Practices (“BMPs”) for all construction activity; including, without limitation BMPs for entering and exiting the ROW or any construction site; sweeping paved roads at access points; BMPs relating to Applicants’ Storm Water Pollution Prevention Plan; BMPs for specific locations such as steep slopes near water bodies; BMPs for HDD/micro-tunnel drilling locations; and BMPs for work near archeological and historic sites.

2. Avoidance, Minimization and Mitigation – Natural Environment.

Further Ordered that, prior to any construction activity, Applicants shall identify and implement the following avoidance, minimization and mitigation measures (“AMMs”) in addition to or supplementing *Avoidance, Minimization and Mitigation Measures and Time of Year Restrictions for Wildlife Resources* and *Plant Protections -- Avoidance and Minimization Measures* as required by Condition 2 of the of NHDES Wetlands Bureau’s March 1, 2017 Final Decision and recommended approval of the wetlands application filed by the Applicants. The AMMs will apply except in the case where the Applicants receive a specific waiver in advance from the New Hampshire Department of Environmental Services after consultation with the New Hampshire Fish and Game Department and the New Hampshire Natural Heritage Bureau

a. Eastern Small-Footed Bats.

Investigate and confirm which rocky outcrops are inhabited by eastern small-footed bats and avoid any blasting and/or construction activities on or adjacent to any rocky outcrops inhabited by eastern small-footed bats.

b. Northern Long-Eared Bats.

No tree removal activity shall be conducted in proximity to identified long-eared bat sites, including the Bristol mine location, between August 1 and May 31, and Applicants shall perform acoustic monitoring within any area that will be cleared to verify the absence of bats prior to tree clearing activity.

c. Indiana Bat.

Applicants shall establish AMMs to protect this species from construction activity.

d. Butterflies.

Applicants shall limit all construction activity within the locations of the Karner Blue Butterfly (“Kbb”) in Concord and Pembroke to the period of December 21 to March 20 (winter conditions). Timber mats shall be used during construction activities in wild lupine habitat, and shall not be maintained in place for more than ten (10) consecutive days during the growing season unless specifically approved in advance by the New Hampshire Department of

Environmental Services after consultation with the New Hampshire Fish and Game Department and the New Hampshire Natural Heritage Bureau

Applicants shall develop a restoration plan for the parcel of land in Concord to be used to offset the impacts to the Kbb and shall fund the restoration of this property.

Applicants shall develop and file with the SEC a ROW management plan for avoidance and minimization of impacts to the Kbb during operation of the Project.

e. Birds.

(1) Great Blue Heron.

Prior to construction, Applicants shall perform an aerial survey to locate great blue heron nests and shall utilize a quarter-mile buffer zone for any activity near active blue heron nests.

(2) Active Raptor Nests.

Prior to construction, Applicants shall perform an aerial survey to identify active raptor nests and follow Applicants' proposed AMMs for active raptor nests.

(3) Common Nighthawk.

Prior to construction, Applicants shall file AMMs for the common nighthawk that describes the methodology to "predetermine" the buffer area around nests.

(4) Bald Eagles.

Prior to construction, Applicants shall file AMMs that provide for nest identification by an aerial survey.

f. Mammals.

(1) Lynx

Prior to construction, Applicants shall file with the SEC AMMs that describe how Applicants will survey sites for lynx denning sites to discover the presence of lynx, and shall not clear any trees between May 1 and July 15 in locations where Lynx are discovered.

(2) American Marten.

Prior to construction, Applicants shall file with the SEC proposed AMMs to avoid or minimize impacts to the American Marten, which shall include seasonal restrictions on construction and the prohibition of off-highway recreational vehicles in the new ROW and access roads. Applicants also shall confirm that the proposed mitigation parcels provide accessible high quality martin habitat.

g. Plants.

(1) Wild Lupine.

Applicants shall limit all construction activity in the Concord and Pembroke locations where wild lupine are present to the period of December 21 to March 20, and shall use timber

mats, during any construction activity. Any timber mats used shall not be maintained in place for more than ten (10) consecutive days during the growing season unless specifically approved in advance by the New Hampshire Department of Environmental Services after consultation with the New Hampshire Fish and Game Department and the New Hampshire Natural Heritage Bureau.

(2) Licorice Goldenrod.

Prior to construction, Applicants shall file with the SEC proposed AMMS for the licorice goldenrod.

(3) The Small Whorled Pogonia.

Prior to construction, Applicants shall survey the ROW and file with the SEC an inventory of all small whorled pogonia within the ROW and shall file AMMs for this plant.

(4) Red Threeawn.

Prior to construction, Applicants shall file with the SEC BMPs that include seasonal restrictions, seed collection, the establishment of conservation areas and reseeding areas after construction.

3. Monitoring.

Further Ordered that, once construction begins, Applicants shall file weekly with the SEC a copy of all reports by all construction and environmental monitors. The SEC shall post said reports on its website. Applicants also shall identify a specific contact person from the Project, with their contact information, to whom all questions, concerns or other communications should be sent regarding monitoring reports. The Project's contact person shall respond in writing within ten (10) days to all written communications they received regarding a monitoring report. The SEC, or any state agency to which the SEC delegates authority to, shall have continuing jurisdiction to address any violations of these conditions, all BMPs or all AMMS for the Project. Following remediation of any such violation, Applicants shall file with the SEC a report of remediation, and the SEC shall post said reports on its website.

4. Blasting.

Further Ordered that, prior to any blasting, Applicants shall identify drinking water wells located within 2,000 feet of the proposed blasting activities and develop a groundwater quality sampling program to monitor for nitrates and nitrites, either in the drinking water supply wells or in other wells that are representative of the drinking water supply wells in the area.

Further Ordered that, the groundwater quality sampling program shall include pre-blasting and post-blasting water quality monitoring to be approved by the New Hampshire Department of Environmental Services ("NHDES") prior to commencing blasting.

Further Ordered that, the groundwater sampling program shall be implemented by Applicants once approved by the NHDES.

Further Ordered that, the NHDES is authorized to monitor the implementation and enforcement of the groundwater quality sampling program to ensure that terms and conditions of the program and the Certificate are met, and any actions to enforce the provisions of the Certificate must be brought before the SEC.

Further Ordered that, the NHDES is authorized to specify the use of any appropriate technique, methodology, practice or procedure, as may be necessary, to effectuate conditions addressing the groundwater sampling program or to carry out the requirements of the groundwater quality sampling program.

5. Noise.

Further Ordered that, within 15 days of receiving a complaint, the Applicants shall conduct a field test to evaluate the complaint, and within 30 days of the complaint provide a report of the results to the complainant, including, if applicable, a plan to resolve the issue. Unresolved complaints shall be referred in writing to the SEC Administrator, who will resolve the dispute, including determining whether it is appropriate to retain a third-party noise expert to take field measurements in order to evaluate and validate noise complaints.

6. Timber Mats.

Further Ordered that, Applicants shall minimize the length of time timber mats are left in place and shall not maintain any timber mats on wild lupine habitat during the growing season for more than 10 consecutive days, unless specifically approved in advance by the New Hampshire Department of Environmental Services after consultation with the New Hampshire Fish and Game Department and the New Hampshire Natural Heritage Bureau.

7. Tamarack Tennis Camp.

Further Ordered that, Applicants shall not perform any construction activity within 1000 feet of the Tamarack Tennis Camp during the Camp's summer session for youth instruction.

8. Municipal Construction Rules and Regulations.

Further Ordered that, Applicants shall coordinate with the municipal engineer, road agent or other authorized municipal officer for any municipality through which the Project will pass in order for Applicants to comply with existing municipal construction rules and regulations. If it is not practicable for the Applicants to comply with such municipal rules and regulations, the Applicants shall work with the municipal officials to reach an agreement. In the event a dispute arises as to the Applicants' compliance with any rule or regulation that the Applicants are unable to resolve directly with the municipal officials, the Applicants and/or the municipality may refer the matter in writing to the SEC Administrator for resolution.

9. Restoration of Municipal Roads.

Further Ordered that, Applicants shall coordinate with all host municipalities to restore all municipal roads that are damaged by construction of the Project to the same or better condition, subject to the review of the municipal engineer, road agent or other authorized municipal officer and approval by the SEC administrator.

10. Public Meetings.

Further Ordered that, prior to construction of the underground portion of the Project, Applicants shall hold a minimum of three (3) combined public meetings with the Boards of Selectmen for (1) Pittsburg, Clarksville, and Stewartstown; (2) Bethlehem, Sugar Hill, Franconia, and Easton; and (3) Woodstock, Thornton, Campton, Bridgewater, and Plymouth, to discuss the construction schedule in their respective towns and to coordinate the construction in order to avoid or minimize impacting local or regional events that are scheduled to be held in said towns. To the extent that any such Board(s) are unavailable to attend combined meetings, the Applicants shall hold additional separate public meetings with such Board(s).

Further Ordered that, Applicants shall provide each host town and the Administrator of the SEC with copies of Applicants' proposed construction plans, blasting plans, schedule and other public information (Ref. RSA 91-A:5) to be made available to the public.

Further Ordered that, the construction plans, schedule and other information provided to each host town and Administrator of the SEC shall be updated at least monthly or sooner if necessary to reflect changes in the Project's schedule or other changes during construction.

Further Ordered that, the meetings between Applicants and the Boards of Selectmen of host towns shall be attended by persons knowledgeable with Applicants' construction plans and responsible for managing construction activities.

Further Ordered that, the public meetings between Applicants and the Boards of Selectmen of host towns required above shall be public meetings under RSA 91-A, moderated by the towns' Board of Selectmen, except as provided by RSA 91-A:3.

Further Ordered that, Applicants shall provide to the SEC for posting on the SEC's website information concerning complaints during construction, if any, and their resolution, except that confidential, personal or financial information (Ref. RSA 91-A:5) regarding the complaint should be redacted.

Further Ordered that, in the event of significant unanticipated changes or events during construction that may impact the public, the environment, compliance with the terms and conditions of the Certificate, public transportation or public safety, Applicants shall notify the Board of Selectmen of all affected host towns or their respective designee and Administrator of the SEC in writing as soon as possible but no later than seven (7) days after the occurrence.

Further Ordered that, in the event of emergency conditions which may impact public safety, Applicants shall notify the host town's appropriate officials and the Administrator of the SEC immediately.

11. Independent Claims Process.

Further Ordered that, the SEC shall appoint an attorney or retired judge (the "Claims Administrator") who shall independently administer a claims process for all claims relating to damage to property, loss of business or loss of income caused by construction of the Project (the "Claims Process"). Counsel for the Public and Applicants shall jointly or separately file with the SEC proposed procedures for filing and deciding said claims, including criteria for eligibility, a procedure for filing claims, required proof of the damage or loss, the presentation and consideration of claims, the basis for recovery and the manner of deciding claims. Applicants shall establish a fund for the payment of claims ("Claims Fund") which fund shall be solely administered by the Claims Administrator, who shall provide to the SEC a quarterly report of the Claims Fund, including all disbursements. The Claims Administrator shall be paid an hourly rate to be determined by the SEC, and said compensation and all expenses of the Claims Administrator shall be paid from the Claims Fund, subject to approval by the SEC. Upon issuance of a certificate, Applicants shall deposit Five Hundred Thousand (\$500,000) Dollars to establish the Claims Fund, and shall deposit any additional funds necessary to pay all claims awarded by the Claims Administrator and to pay the Claims Administrator's compensation and expenses. The Claims Administrator shall accept written claims until the three-year anniversary date of the date when the transmission line becomes operational. The Claims Administrator shall process and provide a written decision on all written claims filed with the Claims Administrator prior to said deadline. The Claims Administrator's decision and any reconsideration thereof shall be final and non-appealable. The Claims Process is not mandatory. Any party may file a claim in any court of competent jurisdiction in lieu of filing a claim in the Claims Process. If a party files a claim in the Claims Process, that party waives the right to file the same claim in court, and the Claims Process becomes the exclusive forum for deciding all claims filed in the Claims Process. All funds remaining in the Claims Fund after the payment of all timely filed claims and the payment of the Claims Administrator's compensation and expenses shall be returned to Applicants.

12. Cape Horn State Forest.

Further Ordered that, Applicants shall work with the Office of Attorney General to resolve an error identified in an easement held by Public Service Company of New Hampshire for a specific parcel in the Cape Horn State Forest. The Applicants shall report the status of their discussions with the Office of the Attorney General to the SEC Administrator prior to the commencement of construction of the Project, and shall submit evidence of the resolution of the easement issue to the SEC prior to construction in the Cape Horn State Forest. This condition shall not constitute a waiver of any of the Applicants' rights to cross public waters or state lands, or other property interests.

13. EMF Monitoring.

Further Ordered that, Applicants, in consultation with the PUC's Safety Division, shall measure actual electro-magnetic fields associated with operation of the Project both before and after construction of the Project during peak-load, and shall file with the SEC the results of the electro-magnetic fields' measurements.

Further Ordered that, if the results of the electro-magnetic fields measurements exceed the guidelines of the International Committee on Electromagnetic Safety ("ICES") or the International Commission on Non-Ionizing Radiation Protection ("ICNIRP"), Applicants shall file with the SEC a mitigation plan designed to reduce the levels so that they are lower than the ICES or ICNIRP guidelines.

14. North Country Jobs Fund.

Further Ordered that, Applicants shall require as a condition of their funding commitment to the North Country Jobs Fund (the "Jobs Fund") that the Jobs Fund employ an independent economic development professional to provide advice on the selection of grant recipients and that the Jobs Fund file annually with the SEC a summary of all disbursements, the use of all disbursements, and the results of all grants awarded by the Jobs Fund.

15. The Forward New Hampshire Fund.

Further Ordered that, Applicants shall require the following as conditions of their funding commitment to the Forward New Hampshire Fund ("FNH Fund"): (1) that the FNH Fund shall have a board of directors who have no financial affiliation (employment, vendor, etc.) with Applicants; (2) that the FNH Fund employ an independent economic development professional to establish written criteria for the application and receipt of loans or grants from the FNH Fund; and (3) that the FNH Fund file annually with the SEC and with the Director of Charitable Trust in the Office of the Attorney General a report of its activities, including a report of its expenditures, all loans or grants made by the FNH Fund and a review of how each loan or grant was used and their results in creating jobs or economic development.

16. Decommissioning.

Further Ordered that, prior to construction Eversource Energy shall execute a payment guarantee in the face amount of \$100 million, in a form acceptable to Counsel for the Public and the SEC, that will unconditionally guarantee the payment of all costs of decommissioning the Project, consistent with the Decommissioning Plan prepared by GZA GeoEnvironmental, Inc. that was filed on July 22, 2016. On each tenth anniversary of said payment guarantee, NPT shall file the SEC an updated budget for the costs of decommissioning the Project, and Eversource Energy or its successor or assigns shall provide a replacement payment guarantee in the face amount of said updated budget.

17. Coos Loop.

Further Ordered that, NPT shall complete, as part of the construction of the Project, all of the upgrades to the Coos Loop and the transmission lines that connect the Coos Loop to the New England electrical grid that are required to remove the current constraints or flowgate restrictions on the Coos Loop, including without limitation, upgrading 16 miles of the Q-195 transmission line, 1.2 miles of the Q-195 transmission line to the Moore substation, 12.1 miles of the O-154 transmission line and 0.5 miles of the O-154 transmission line to the Paris substation, 18 miles of the D-142 transmission line, as set forth in Counsel for the Public's Exhibits 46 and 47.

Further Ordered that the Applicants shall request that ISO-NE conduct a study, fund the study, and, in the event that ISO-NE determines an upgrade is necessary to address voltage stability at the substation in Berlin or at another substation on the Coos Loop, work with generators, Staff of the Public Utilities Commission, the Office of Consumer Advocate, and Counsel for the Public to determine sources of funding for voltage stability upgrades. To the extent that other sources of funding are not available or sufficient, the Applicants will condition their funding commitment to the FNH Fund on payment by the FNH Fund of the additional costs of necessary voltage stability upgrades.