

**Potential Conditions of Approval Grouped by Statutory Finding
February 28, 2018**

Below is a combined list of conditions for the Subcommittee's consideration, which includes 1) those agreed to between Counsel for the Public ("CFP") and the Applicants, based on the CFP's brief, 2) those proposed by the Applicants as part of their brief, including those specified by DES, DOT, PUC and DHR, 3) those proposed by certain Intervenors and accepted by the Applicants in their brief, and 4) additional conditions that the SEC could require based on the existing record to address issues identified during deliberations. The conditions are grouped by the statutory finding each is primarily aimed at addressing, but some conditions of approval could be placed under two or more of the statutory criteria.

A. 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.

AGREED TO WITH CFP

1. ***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.

B. The site and facility will not unduly interfere with the orderly development of the region with due consideration having been given to the views of municipal and regional planning commissions and municipal governing bodies.

AGREED TO WITH CFP

2. ***Municipal Coordination.*** 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.

3. ***Municipal Road Restoration.*** 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.
4. ***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).
5. ***Construction Plans.*** 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.
6. ***Periodic Updates.*** 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.
7. ***Applicant Representatives.*** 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.
8. ***Public Meetings.*** 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.
9. ***Complaint Resolution.*** 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.

10. ***Notification of Changes.*** 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.
11. ***Emergency Conditions.*** 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.
12. ***Independent Claims Administrator.*** 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").
13. ***Claims Procedures.*** Further Ordered that, with respect to 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.

14. ***Cape Horn.*** 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.

ADDITIONAL CONDITIONS

15. ***Public Outreach.*** Further Ordered that, to ensure robust public outreach prior to and throughout construction, the Applicants shall adopt and submit to the SEC Administrator, within 30 days of issuance of a Certificate, a public outreach plan that sets forth the steps that will be taken to keep local government officials and local residents informed of each phase of project construction, in order to avoid, minimize and mitigate impacts arising from construction of the Project. Such plan shall include coordination with local emergency responders.
16. ***Business Outreach.*** Further Ordered that, to ensure robust business outreach prior to and throughout construction, the Applicants shall adopt and submit to the SEC Administrator, within 30 days of issuance of a Certificate, a business coordination plan that sets forth the steps that will be taken in order to avoid, minimize and mitigate impacts to businesses arising from construction of the Project. Such plan shall include the Independent Claims Process, described at paragraph 11 of the Counsel for the Public's proposed conditions.
17. ***Land Use.*** Further Ordered that, in order to address potential localized impacts of the Project in host communities, the Applicants shall condition their funding commitment with the FNH Fund on earmarking \$25 million for economic development as follows: (i) to provide a one-time payment of \$100,000 to each of the thirty-one host municipalities for the purpose of developing and implementing Master Plans for development; and (ii) to promote community betterment in host communities.
18. ***Municipal MOUs (land use).*** Further Ordered that, in order to further limit construction related impacts in host communities, the Applicants shall enter a Memorandum of Understanding with any requesting municipality based on the template included as Attachment H to the March 24, 2017 Supplemental Testimony of William J. Quinlan.
19. ***Plymouth HDD (business impacts, land use).*** Further Ordered that, in order to avoid and limit construction impacts to businesses in Plymouth, the Applicants shall work with the Department of Transportation ("DOT") to provide for the installation

of the underground segment of the transmission line in downtown Plymouth along Main Street using horizontal directional drilling (“HDD”) construction techniques.

20. ***Franconia HDD (business impacts, land use).*** *Further Ordered that, in order to avoid and limit construction impacts to businesses in Franconia, the Applicants shall work with the DOT to provide for the installation of the underground segment of the transmission line in Franconia on Main Street and Church Street using HDD construction techniques.*
21. ***Tourism Growth Fund.*** *Further Ordered that, in order to mitigate potential impacts to tourism in affected areas, the Applicants shall condition their funding commitment with the FNH Fund on 1) earmarking \$25 million for projects or initiatives promoting tourism and recreation in affected areas and 2) requiring the FNH Fund to consult with NH tourism leaders to identify, design and fund programs that will promote tourism and recreation in affected areas.*
22. ***Property Value.*** *Further Ordered that, in order to address potential property value impacts of the Project in communities where overhead construction is anticipated, the Applicants shall condition their funding commitment with the FNH Fund on earmarking \$25 million to address property value impacts in these communities during the first five years following commencement of commercial operation, as follows: (i) to authorize the Independent Administrator to draw on these earmarked funds to fund the Property Value Guaranty; and (ii) to provide an offset for municipal property tax abatements attributable to Northern Pass. To the extent that the earmarked funds are not fully distributed on expiration of the five-year period, all remaining funds shall be available for distribution by the FNH Fund for the purpose of community investment in impacted municipalities.*
23. ***Property Value Guaranty.*** *Further Ordered that the Applicants shall expand eligibility for the Property Value Guaranty Program described in Attachment L to the March 24, 2017 Supplemental Testimony of William J. Quinlan to include any detached residence or condominium unit located within 200 feet of the Project right-of-way along the overhead segments of the route, and including all transition stations, substation expansions, and the AC-DC converter terminal.*
24. ***Property Tax Pledge.*** *Further Ordered that, the Applicants shall make a binding Tax Stabilization Pledge to each of the host communities substantially in the form attached as Attachment I to the March 24, 2017 Supplemental Testimony of William J. Quinlan.*

C. The site and facility will not have an unreasonable adverse effect on aesthetics, historic sites, air and water quality, the natural environment, and public health and safety.

AGREED TO WITH CFP

25. ***Best Management Practices.*** 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.

26. ***Avoidance, Minimization and Mitigation.*** 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 Threawn.

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.

27. ***Reporting.*** 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.

28. ***Groundwater Sampling Program.*** 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.

29. ***Water Quality Monitoring.*** 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.
30. ***Approval by NHSEC.*** Further Ordered that, the groundwater sampling program shall be implemented by Applicants once approved by the NHDES.
31. ***Monitoring and Enforcement.*** 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.
32. ***NHDES Authority.*** 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.
33. ***Noise Complaint Resolution.*** 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.
34. ***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.
35. ***Tamarack Tennis Camp.*** Further Ordered that, Applicants shall not perform any construction activity within 1,000 feet of the Tamarack Tennis Camp during the Camp’s summer session for youth instruction.
36. ***EMF Measurements.*** 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.

37. ***EMF Mitigation Plan.*** 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.

PROPOSED IN APPLICANTS’ BRIEF

DEPARTMENT OF ENVIRONMENTAL SERVICES

38. Further Ordered that all permits and/or certificates recommended by the New Hampshire Department of Environmental Services (DES), including the Wetlands Permit, the Alteration of Terrain Permit, and the Shoreland Permit, shall issue and this Certificate is conditioned upon compliance with all conditions of said permits and/or certificates which are appended hereto as Appendix I.
39. Further Ordered that DES is authorized to monitor the construction and operation of the Project to ensure that the terms and conditions of the Wetlands Permit, the Alteration of Terrain Permit, the Shoreland Permit, and the Certificate are met, however; any actions to enforce the provisions of the Certificate must be brought before Committee.
40. Further Ordered that DES is authorized to specify the use of any appropriate technique, methodology, practice or procedure approved by the Subcommittee within the Certificate, as may be necessary, to effectuate conditions of the Certificate, the Wetlands Permit, the Alteration of Terrain Permit, and the Shoreland Permit.
41. Further Ordered that this Certificate is conditioned upon compliance with the Section 404 General Permit (the New Hampshire Programmatic General Permit) and the 401 Water Quality Certification.
42. Further Ordered that DES is authorized to monitor the construction and operation of the Project to ensure that terms and conditions of the Section 404 Permit and the 401 Water Quality Certification are met, however, any actions to enforce the provisions of the Certificate must be brought before the Committee.
43. Further Ordered that DES is authorized to specify the use of any appropriate technique, methodology, practice or procedure approved by the Subcommittee within the Certificate, as may be necessary, to effectuate conditions of the Section 404 Permit and the 401 Water Quality Certification.

DEPARTMENT OF TRANSPORTATION

44. Further Ordered that all permits and/or approvals recommended by the New Hampshire Department of Transportation (DOT) shall issue and this Certificate is conditioned upon compliance with all conditions of said permits and/or approvals.
45. Further Ordered that DOT is authorized to monitor the construction and operation of the Project to ensure that terms and conditions of the Certificate and permits and approvals issued by DOT are met, however; any actions to enforce the provisions of the Certificate must be brought before the Committee.
46. Further Ordered that DOT is authorized to specify the use of any appropriate technique, methodology, practice or procedure approved by the Subcommittee within the Certificate, as may be necessary, to effectuate conditions of the Certificate and permits and certificates issued by DOT.
47. Further Ordered that with respect to the underground installation in locally-maintained roads, a properly qualified consultant selected by and subject to the supervision of the SEC Administrator and paid for by the Applicants is authorized to monitor the construction of the Project in locally-maintained highways and enforce the relevant requirements of the DOT *Utility Accommodation Manual* to the Applicants' request to install lines underground in the Towns of Stewartstown and Clarksville.
48. Further Ordered that with respect to the underground installation in locally-maintained roads, the SEC Administrator is authorized to monitor the Applicants' excavations consistent with RSA 236:9 to perform shovel tests related to Phase I-B archeological surveys within locally-maintained highways in the Towns of Stewartstown and Clarksville.
49. Further Ordered that with respect to the underground installation in locally-maintained roads in the Towns of Stewartstown and Clarksville, a properly qualified consultant selected by, and subject to the supervision of the SEC Administrator, and paid for by the Applicants, is authorized to review and approve all requests relative to curb cuts, driveways, detours, etc., involving locally-maintained highways in the Towns of Stewartstown and Clarksville in the same manner that it reviews and approves comparable requests for state-maintained highways.
50. Further Ordered that with respect to the underground installation in locally-maintained roads in the Towns of Stewartstown and Clarksville, a properly qualified consultant selected by, and subject to the supervision of the SEC Administrator, and paid for by the Applicants, is authorized to review and approve traffic control measures and a traffic management plan for the underground installation in locally-maintained roads in the Towns of Stewartstown and Clarksville.

51. Further Ordered that, to the extent DOT denies Applicants' exception requests, DOT is authorized to monitor and enforce the Applicants' tree preservation commitment (i.e., that the Applicants agree not to cut trees greater than 6" in diameter within a Cultural or Scenic Byway) where the Project may be constructed outside the paved portion of the highway right-of-way. To the extent the Applicants seek to deviate from this condition, the Applicants must seek approval from the SEC Administrator.
52. Further Ordered that with respect to the overhead installation, the Applicants shall employ traffic controls in accordance with the 2009 edition of the Manual on Uniform Control Devices and DOT policies.
53. Further Ordered that any future surface distortion within the trench area in locally-maintained roads, due to settlement or other causes attributable to the construction shall be corrected by the Applicants as required during construction and for a period of two (2) years following the commencement of commercial operations of the Project.
54. Further Ordered that the Applicants agree to assume such additional cost as a municipality may incur due to the maintenance, operation, renewal, or extension of the underground installation components of the Project or appurtenances thereto within the locally-maintained roads.

PUBLIC UTILITIES COMMISSION

55. Further Ordered that all licenses approved by the New Hampshire Public Utilities Commission (PUC) shall issue and this Certificate is conditioned upon compliance with all conditions of said licenses.
56. Further Ordered that PUC is authorized to monitor the construction and operation of the Project to ensure that terms and conditions of the licenses issued by PUC are met, however; any actions to enforce the provisions of the Certificate must be brought before Committee.
57. Further Ordered that PUC is authorized to specify the use of any appropriate technique, methodology, practice or procedure approved by PUC or in the Certificate, as may be necessary, to effectuate conditions of the Certificate and licenses issued by PUC.
58. Further Ordered that the Applicants will comply with the requirements of RSA 374:48 *et seq.*, the Underground Facility Damage Prevention System administered by the PUC, when the Applicants excavate within 100 feet of an underground facility used to convey cable television, electricity, gas, sewerage, steam, telecommunications, or water.

59. Further Ordered that the PUC is authorized to monitor and enforce measures the Applicants shall take to comply with the interference assessment filed on June 30, 2017, otherwise known as the Co-Location Study, and that the Applicants shall coordinate their construction efforts with the Portland Natural Gas Transmission System.

DIVISION OF HISTORICAL RESOURCES

60. Further Ordered that, in the event that new information or evidence of historic sites, archeological sites, or other archeological resources is found within the area of potential effect of the Project, the Applicants shall immediately report said findings to New Hampshire Division of Historical Recourses (DHR).
61. Further Ordered that to the extent changes in the construction plans of the Project affect any archeological resources, historic sites, or other cultural resources, the Applicants shall notify DHR of any such change and shall notify DHR of any new community concerns related to such change.
62. Further Ordered that consistent with the terms of the Programmatic Agreement (App. Ex. 204), DHR is authorized to specify the use of any appropriate technique, methodology, practice, or procedure associated with archaeological, historical and other cultural resources affected by the Project, however; any action to enforce the conditions must be brought before the Committee.

STANDARD

63. Further Ordered that the Site Evaluation Subcommittee's Decision, and any conditions contained therein, are hereby made a part of this Order.
64. Further Ordered that the Applicants may site, construct, and operate the Project as outlined in the Application, as amended, subject to the terms and conditions of the Decision and this Order and Certificate.
65. Further Ordered that this Certificate is not transferable to any other person or entity without the prior written approval of the Site Evaluation Committee (Committee).
66. Further Ordered that the Applicants shall immediately notify the Committee of any change in ownership or ownership structure, or its affiliated entities, and shall seek approval of the Committee of such change.
67. Further Ordered that the Applicant shall construct the Project within five (5) years of the date of the Certificate and shall file as-built drawings of the Project with the SEC Administrator within 120 days of commercial operation of the Project.

PEMIGEWASSET RIVER LOCAL ADVISORY COMMITTEE

68. Further Ordered that the Applicants will hire four environmental monitors with appropriate credentials and will provide weekly and monthly monitoring reports to NH DES. In addition, the Project's general contractor will have their own environmental monitors to inspect construction activities and verify that work is being conducted in accordance with applicable regulations and permit conditions. The Applicants are not required to provide additional financial support to NH DES to hire additional monitors.
69. Further Ordered that the Applicants shall restore all temporarily disturbed wetlands within the ROW to pre-existing conditions. The Applicants shall not directly impact wetlands outside of the ROW. Identification of pre-existing conditions may include inventories, flagging, and photos of wetlands prior to construction.

D. Issuance of a certificate will serve the public interest.

AGREED TO WITH CFP

70. *North Country Jobs Fund.* Further Ordered that, Applicants shall require as a condition of their funding commitment to the \$7.5 million 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.
71. *Forward New Hampshire Fund.* Further Ordered that, Applicants shall require the following as conditions of their funding commitment to the \$200 million 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.
72. *Coos Loop Upgrades.* 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 impacting small renewable generators 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.

73. ***Coos Loop Voltage Stability Study.*** 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.

ADDITIONAL CONDITIONS

74. ***Energy Cost Relief Benefits.*** Further ordered that, in order to provide a benefit comparable to the proposed 2016 power purchase agreement between PSNH and HRE, the Applicants shall secure 400,000 MWh in environmental attributes annually for the first 20 years of Northern Pass' operation at no cost to customers. The Applicants shall monetize such environmental attributes for the purpose of providing a reduction in energy costs to low income and business customers, in addition to the projected wholesale market price benefits of the Project. Such benefits may be delivered through rate credits to large commercial and industrial customers, directing funding to the Electric Assistance Program or its equivalent administered by the Community Action Program agencies, or other means. By way of example, assuming a \$40/MWh price for renewable energy credits, such attributes have a potential value up to \$300 million over a 20-year period. See Testimony of James Daly, NH PUC Docket No. DE 16-693, page 9, lines 3-13.
75. ***Public Interest Programs.*** Further Ordered, that the Applicants shall condition their funding commitment with the FNH Fund on earmarking \$20 million for the purpose supporting programs that advance clean energy innovation, community betterment and economic development in the State of New Hampshire, including without limitation the Core Energy Efficiency Programs or successor programs, or as part of funds used to finance programs that are part of an Energy Efficiency Resource Standard, as provided in the Settlement Agreement dated May 20, 2016 and subsequently approved by the PUC.
76. ***Right-of-Way Lease Payment.*** Further Ordered that the Applicant, NPT, shall make annual lease payments to Applicant, PSNH, to be flowed back to customers through transmission rates, averaging \$460,000 over the 40-year term, commencing upon the start of construction pursuant to the Lease and Settlement Agreement approved by the NH PUC on February 12, 2018.

77. ***Additional Right-of-Way Lease Benefits.*** Further Ordered that the Applicant, NPT, shall make annual payments totaling approximately \$15 million into a fund under the direction and control of the NH PUC for programs, projects or other purposes that provide benefits to New Hampshire distribution customers, including but not limited to demand response, distributed generation (including energy storage), electric vehicles, and other non-transmission alternatives, pursuant to the conditions of the Settlement Agreement approved by the NH PUC on February 12, 2018. In addition, the Applicants shall collaborate with the New Hampshire Department of Environmental Services and Hydro Quebec to facilitate the build out of electric vehicle charging infrastructure along interstate highway corridors I-89 and I-93 in New Hampshire, including but not limited to development of appropriate rate treatment and US and Canadian compatible payment systems.