



Somerset Wind

Response to Request for Proposal for Long Term Contracts for Clean Energy Projects



Submitted to:

Massachusetts Department of Energy Resources

July 27, 2017

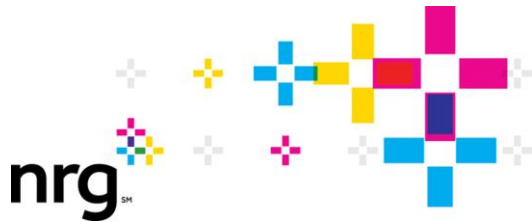
Submitted to:

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Submitted by:

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1201 Fannin
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*July 27, 2017
Jeffery S. Waltman
Manager, Planning & Power Supply
247 Station Drive, NE 220
Westwood, MA 02090*

Dear Ms. Judson:

Somerset Wind, LLC ("Somerset"), a subsidiary of NRG Energy, Inc. ("NRG" or "NRG Energy"), appreciates the opportunity to respond to the request for proposal issued by the Massachusetts Department of Energy Resources ("DOER") for clean energy projects pursuant to Section 83D of Chapter 169 of the Acts of 2008 as amended by Chapter 188 of the Acts of 2016, An Act to Promote Energy Diversity.

Somerset is a proposed wind energy facility located in Somerset County in western Maine with a designed operating capacity of 93.6 megawatts ("MW"). Somerset will interconnect to the proposed Maine Clean Power Connection ("MCPC") a 1200 MW 345 kV transmission line via a new switching station near Johnson Mountain, Maine, roughly 9 miles southwest of the project.

NRG is a Fortune 200 company and one of the largest independent power producers in the U.S. with approximately 50,000 MW in generation. NRG Energy's commitment to help America transition to a clean energy economy is showcased via NRG Renew, the company's renewable energy development and operation platform. Renew's operating portfolio of nearly 5,000 MW of solar and wind generation make NRG the third-largest, U.S.-based renewable energy generator. This portfolio is made up of 35 wind farms, 16 utility-scale solar facilities, and hundreds of distributed solar facilities. The Renew platform carries an expertise in the full project lifecycle, as it develops, constructs, finances, owns and operates solar and wind assets, both onsite and utility-scale.

The following proposal presents a highly efficient renewable energy resource in partnership with a large scale transmission solution and will deliver unprecedented value to the utilities of the Commonwealth and its ratepayers. NRG has the experience, development platform, supply chain, and capital to execute on our commitments, so that the Soliciting Parties can fully capture the intended environmental, financial, and reliability benefits of their procurement.

NRG looks forward to serving the electricity needs of the Commonwealth of Massachusetts. If DOER has any questions regarding this response, please do not hesitate to contact me at benjamin.fairbanks@nrg.com.

Sincerely,

A handwritten signature in black ink, appearing to read 'B. Fairbanks', is written over a light blue circular stamp.

Benjamin Fairbanks, NRG Renew

Explanation of Proposal

This proposal, presented by NRG Energy LLC ("NRG"), is for discussion purposes only. Notwithstanding anything to the contrary in any Request for Proposal or other communication between the prospective customer or customer's representative and NRG, this Proposal is on the terms and conditions set forth in the final contract. Any failure by NRG to state herein our exceptions to the Proposal or other communications does not constitute our unqualified acceptance of all or any terms and conditions and/or documents comprising the Proposal.

Any pricing contained herein is indicative only and is subject to change until, if ever, a definitive agreement is executed. This proposal is not intended to create a binding or enforceable contract or commitment and may not be relied upon by either party as a basis for a contract by estoppel or otherwise. This proposal is being furnished to you pursuant to your request. This proposal is subject to, in all respects, our obtaining all requisite approvals and consents from all interested parties necessary to consummate the proposed transaction.

This proposal meets the definition of Bid Category II: "Clean Energy Generation from New Class I RPS Eligible Resources via Long Term Contract" and is consistent with the eligibility criteria set forth in the RFP.

Somerset is a proposed wind energy facility located in Somerset County in western Maine with a designed operating capacity of 93.6 megawatts ("MW"). Somerset will interconnect to the Central Maine Power's ("CMP") proposed Maine Clean Power Connection ("MCPC") a 1200 MW 345 kV transmission line via a new switching station in Johnson Mountain, ME, roughly 9 miles southwest of the project. This bid presents a highly efficient renewable energy resource in partnership with a large scale transmission solution and will deliver unprecedented value to Massachusetts utilities and its ratepayers.

The transmission project in this proposal is under development by Central Maine Power, Inc. and Maine Clean Power Connection, LLC. Per the terms of the RFP, a transmission proponent is not an "Eligible Bidder" per se. (RFP Section 2.2.1.1 Eligible Bidder: "An eligible bidder is the owner of Clean Energy Generation or is in possession of the development rights to Clean Energy Generation. However, MCPC has provided sufficient information necessary for the development of this proposal for NRG to respond to information requested in this RFP from the perspective of a "Eligible Bidder."

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1. Certification, Project, and Pricing Data

The Certification, Project and Pricing Data ("CPPD") document is attached with this proposal.

Please see **Attachment 1.**ⁱ

ⁱ All Attachments provided on the Somerset Project CD are to be considered **CONFIDENTIAL** and not to be released to the public.

2. Executive Summary of the Proposal

Somerset Wind, LLC (“Somerset” or the “Project”), a subsidiary of NRG Energy Inc. (“NRG” or “NRG Energy”)², appreciates the opportunity to respond to the request for proposal issued by the Massachusetts Department of Energy Resources (“DOER”) for clean energy projects pursuant to Section 83D of Chapter 169 of the Acts of 2008 as amended by Chapter 188 of the Acts of 2016, An Act to Promote Energy Diversity.

Somerset is a proposed wind energy facility located in Somerset County in western Maine with a designed operating capacity of 93.6 megawatts (“MW”). Somerset will interconnect to the Central Maine Power’s (“CMP”) proposed Maine Clean Power Connection (“MCPC”) a 1200 MW 345 kV transmission line via a new switching station in Johnson Mountain, ME, roughly 9 miles southwest of the project. This bid presents a highly efficient renewable energy resource in partnership with a large scale transmission solution and will deliver unprecedented value to Massachusetts utilities and its ratepayers.

This proposal meets the definition of Bid Category II: “Clean Energy Generation from New Class I RPS Eligible Resources via Long Term Contract” and is consistent with the eligibility criteria set forth in the RFP.

Experience and Viability

NRG is the largest independent power producer in the U.S. NRG’s approximately 50,000 MW-portfolio includes 137 conventional generation plants in 24 states. Additionally, NRG is the largest deregulated energy retailer nationwide, serving nearly 2.5 million metered locations. NRG has nearly 3 million recurring customers and satisfied 42 TWh in retail obligations in 2016.

NRG Energy’s commitment to help America transition to a clean energy economy is showcased via NRG Renew, the company’s renewable energy development and operation platform. Renew’s operating portfolio of nearly 5,000 MW of solar and wind generation make NRG the third-largest, U.S.-based renewable energy generator. This portfolio is made up of 35 wind farms, 16 utility-scale solar facilities, and hundreds of distributed solar facilities. The Renew platform carries an expertise in the full project lifecycle, as it develops, constructs, finances, owns and operates solar and wind assets, both onsite and utility-scale.

NRG has extensive experience in designing, financing, and installing commercial and utility-scale renewable energy projects having closed billions in project financings. This includes a combination of corporate/sponsor equity, tax equity, and long-term debt. NRG’s financial standing, detailed below, shows our ability to finance projects.

■ [REDACTED]

² Please note that when the name “NRG” is used in describing project experience, completed projects, projects under development or any other activity conducted or performed in the past, the term “NRG” refers to NRG Energy, Inc., its subsidiaries and affiliates. On the other hand, in describing any future right, obligation or performance relating to this specific proposal, “NRG” refers to NRG Renew LLC as the solicitation responder.

- [REDACTED]
- [REDACTED]
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]

Lastly, NRG is no stranger to working with the Commonwealth or with the Soliciting Parties as it has a sizeable footprint in the region. NRG has strong relationships with all the distribution utilities in the state, which has enabled us to successfully execute complex projects in a timely manner. Currently, NRG operates two conventional generation facilities totaling 1,126 MW, as well as a large portfolio of renewable energy projects totaling 111 MWdc among 57 sites in various stages of development, construction and operation, including the largest community solar facility in the country. The Company is providing renewable energy for thousands of residential, municipal and commercial customers including Raytheon, Tufts University and Whole Foods.

About Somerset Wind

Somerset Wind is located in three townships in Somerset County, Maine: Johnson Mountain, Chase Stream and Misery Townships. The Project will be composed of twenty-six Vestas v136-3.6 MW ("Vestas V136") wind turbines, associated collection systems, and a facility substation and step-up transformer. The Project will interconnect to ISO New England via a new switching station in Johnson Mountain, along CMP's proposed 345 kV MCPC transmission line, terminating at Larrabee Road in Lewiston, ME.

Somerset Wind has a world class wind resource, which has been identified as one of the most attractive sites in the northeast for its combination of scale, proximity to transmission and high quality constructible wind resource. More information on the wind data is provided in Section 4. Wind resource assessments indicate a Net Capacity Factor ("NCF") of [REDACTED] and an annual production of [REDACTED] MWh.

The Project will utilize proposed transmission to be developed by CMP. The MCPC Transmission Project will reinforce the existing, high-voltage AC transmission grid in Western Maine through a new 345 kV transmission line running to Larrabee Road in Lewiston, Maine where the MCPC will tie into the existing ISO-NE administered 345 kV transmission grid. Somerset will construct a new switching station at the Johnson Mountain site controlled by MCPC.

Somerset Wind is appropriately sited for wind development; specifically, the Project area is within an expedited wind permitting zone established by statute to direct wind development to specific areas of the State of Maine. The Project is located on a contiguous parcel of land owned by one of the largest landowners in the U.S., and the site has been historically managed for timber production. The forest management operations have created a system of logging roads that will be used to the greatest extent possible in developing the Project. Furthermore, the

property owner has developed a plan already approved by Maine regulators (the "Concept Plan") for the management, conservation and development of the property; wind energy is a permitted form of land use in that Plan. The Somerset Project is located exclusively within areas designated in the approved Concept Plan for wind power development.

Somerset Wind is in the advanced stages of project development and is well positioned to deliver renewable energy for the following reasons:

- The Project will qualify as RPS Class I renewable energy resource.
- The Project meets the minimum contract size of 20 MW and delivered energy from the Project will be incremental to ISO New England ("ISO-NE") via the construction of a new generating unit.
- Somerset has secured over 24,000 acres of private land for the construction of wind turbines and ancillary project facilities including all necessary land to the point of interconnection to MCPC.
- The wind resource at Somerset is excellent, arguably one of the best wind regimes and ridgeline orientation in New England. Somerset has implemented a strong wind data collection program, collecting data from six 60m meteorological towers and six SODAR units. Data has been quality controlled and long term referenced by NRG and third parties.
- Somerset Wind has completed necessary pre-development studies required for permitting including, without limitation, avian, bat, wildlife, plants, wetlands, aesthetics and microwave resources
- The Project could achieve commercial operation as early as 4Q 2019 to meet the full Production Tax Credit so long as suitable transmission is available on MCPC.
- The Delivery Point is a node on the ISO-NE Pooled Transmission Facilities.
- The Project will utilize technically and commercially viable wind turbine technology.
- NRG Energy has developed and financed projects of similar size and scope, and maintains supply chain partnerships to implement Somerset Wind.
- NRG Energy has financial capacity in place for the development of the Project and the required security.
- A redline of non-material changes to the Form Power Purchase Agreement ("PPA") is provided.
- The Proposal Certification Form (**Attachment 2**) is authorized by an Officer of NRG Energy.

Value Proposition

Somerset's proposal presents a unique opportunity to delivered cost effective renewable energy supported by new transmission capacity starting in 2021.

- Flat, bundled (energy & RECs) price of \$ [REDACTED].
- 20 year Power Purchase Agreement
- Over \$160 million in ratepayer savings over the life of the contract

- All Project net electrical energy, RECs and environmental attributes
- Somerset Wind will enhance electricity reliability by adding incremental energy and capacity to the ISO-NE region.
- The Project will help the Procuring States meet their energy and climate change goals by delivering over [REDACTED] of clean energy annually, offsetting generation and associated pollution from regional fossil generation sources.

These factors, described in greater detail throughout this proposal, demonstrate that NRG has the experience, development platform, supply chain, and capital to execute on our commitments, so that the Soliciting Parties can fully capture the intended environmental, financial, and reliability benefits of their procurement.

3. Operational Parameters

3.1 Maintenance Outage Requirements

Specify partial and complete planned outage requirements in weeks or days for all generation facilities and transmission facilities. Also, list the number of months required for the cycle to repeat (e.g., list time interval of minor and major overhauls, and the duration of overhauls.)

Summary of Maintenance Plan

| Type of Maintenance | Description & Duration |
|---|--|
| Wind Turbine Semi-Annual Maintenance | 36-72 hours per year; no more than 3 turbines down at any given time unless wind conditions allow more turbines to be worked on with no net impact to scheduled power output |
| Turbine Transformers | Continuous monitoring and maintenance; these tasks can be performed safely with the wind turbine energized |
| Substation Annual Maintenance | 4-6 days per year, continuous, with 2-3 days outage scheduled with local grid operator |
| Collection and Transmission Semi-Annual Maintenance | 1-2 days per year, scheduled in line with Substation maintenance/outage |

Wind Turbine Maintenance

Wind turbine maintenance follows the schedule provided by the manufacturer. Turbine maintenance is currently planned to be performed by the manufacturer under an O&M contract. The routine turbine maintenance schedule includes break-in service for new turbines through the earlier 3-5 months of turbine final commissioning or facility-wide Commercial Operations Date ("COD").

Once COD has been achieved, the turbines have annual and semi-annual maintenance performed, requiring a total of 36-72 hours per turbine per year. A complete site-wide facility maintenance outage (grid disconnect) is not required for turbine maintenance; rather, routine maintenance results in a partial outage, in which the capacity de-rating is turbine nameplate (in megawatts) multiplied by the number of turbines having maintenance done concurrently, which is no more than 3 turbines simultaneously, or ~10 MW for Somerset Wind.

Balance of Plant Maintenance

Balance of Plant ("BOP") infrastructure is defined as: the substation, collection system, turbine transformers, and generator leads.

Substation maintenance will be conducted annually, over a 4-6 day continuous time period. Planned maintenance outages of 2-3 days will be scheduled with Central Maine Power, the transmission line operator in accordance with the Project's Interconnection Agreement and applicable regulatory and procedural requirements.

Annual inspection and maintenance of the collection system, low voltage transmission equipment and generator lead normally required 1-1.5 days of planned maintenance. This work will be scheduled and performed at the same time as substation maintenance.

The turbine transformers (one each per wind turbine) and the grounding and/or step down/step up transformers (if needed) in the collection system are designed for long-term continuous operation. All oil sampling will be conducted during other scheduled outage work. The transformers do have routine condition assessment tasks performed that require an operator to be physically at the unit; examples include oil sampling, physical inspection, and temperature monitoring. These tasks can be performed safely with the wind turbine operating.

3.2 Operating Constraints

Specify all the expected operating constraints and operation restrictions for the project (i.e. limits on the number of hours a unit may be operated per year or unit of time). If the bid includes firm deliveries, list the anticipated situations and frequency of interruptions of transmission sources which would affect power deliveries.

Wind turbines typically have standard operating limits related to wind speed. Generally, the turbines cannot run when wind speed is less than 3 meters/second or when wind speed exceeds 30 meters/second, in which case the turbines must be shut down for safety reasons. Other adverse site conditions such as lightning, wind shear, severe icing, or turbulence may cause immediate shut down of the wind turbines.

To ensure turbine longevity, NRG is presently assuming an operational curtailment plan for the project whereby select turbines will be shut down when the wind blows from a certain wind direction above a certain wind speed.

Additionally, an environmental curtailment plan has been assumed for the Project whereby turbines will be shut down under certain low wind speed conditions to reduce bat mortality. This operational plan is based on existing curtailment regulations applied in the State of Maine. NRG plans to work with Maine regulators to pursue "smart curtailment" options, which would increase production but maintain (or even improve) environmental protection standards. If successful, NRG would be open to a price reduction commensurate with the value of the additional generation.

Loss factors, which include operational curtailment and bat curtailment assumptions, are described in Section 4.

3.3 Reliability

Describe how the proposal would provide enhanced electricity reliability to Massachusetts, including its impact on transmission constraints.

Somerset Wind will provide reliability benefits by adding incremental energy and capacity to the ISO-NE region, thereby increasing reserve supply margins. As has been well documented, New England is dependent on natural gas for heating as well as electricity generation, particularly in the winter months. The lack of local gas supply and regional pipeline constraints has raised reliability concerns. As a winter peaking resource, the Project will enhance electric reliability within New England during those months when gas supplies tend to be tightest.

3.4 Moderation of System Peak Load

Describe how the proposal would contribute to moderating system peak load requirements and provide the following information:

- a. Estimated average output for each summer period (June-September) from 1:00-6:00pm*

29.5 MW

- b. Estimated average output for each winter period (October-May) from 5:00-7:00pm*

42.7 MW

Adding additional, cost effective (i.e. fixed price) resources such as Somerset Wind to the supply stack can help moderate system peak loads by displacing expensive peaking units that would typically be incentivized to run during high demand periods, resulting in lower net electricity costs to ratepayers during peak periods.

3.5 Development Stage of All Physical Aspects of the Bid

Describe whether the project is in operation, in construction or in the development phase.

- a. If in operation, when did the project achieve commercial operation?*

N/A

- b. If in construction, when did construction commence and what are the projected dates for initial testing and commercial operation?*

N/A

- c. If the project is partly in one development stage and partly in another, please explain in detail the status of the project.*

Somerset Wind is in an advanced phase of development with a construction start date as early as Q1 2019. Landowner agreements are in place and a full wind resource assessment has been completed. The survey portion of the permitting process has been completed as well, including surveys for wildlife, rare and threatened plants, wetland delineations, and a visual analysis. Preliminary conversations regarding turbine procurement and Engineering Procurement and Construction ("EPC") contracting have commenced. A PPA is the critical instrument for executing lender agreements and would be the basis for committing additional development capital to complete the Project.

- d. If the proposed project is an expansion, repowering, environmental investment or other modification of an existing Facility, please describe the project in detail, the total cost and cost on a \$/kw basis, specifying the existing project and the proposed expansion, the repowering or other modification, Indicate any incremental or decremental capacity.*

N/A

4. Energy Resource and Delivery Plan

4.1 Wind Energy Projects

Provide a summary of all collected wind data for the proposed site. Identify when the data was collected and by whom.

NRG's wind resource and engineering team is comprised of industry-leading meteorologists and engineers, who have prepared the energy resource analysis presented in the following sections. The Somerset project has a robust meteorological campaign consisting of six operational 60 meter meteorological ("met") towers and six Sonic Detection and Ranging devices ("SoDAR") units with over a year of data. Somerset is a ridgeline project with an exceptional wind resource for a project in the North East.

Project Area

The project area is located within Somerset County, Maine, in the western region of the state. The Project takes advantage of the well-exposed ridgelines along Misery Ridge (specifically, the portion of Misery Ridge southwest of Misery Knob), Little Chase Stream Mountain and Cold Stream Mountain. The terrain here boasts strong elevation and topographic relief and is has an excellent wind resource. The land throughout is almost completely forested with extensive logging roads and activity, providing ease of access to the Project site. The project site is located roughly nine miles east of the planned Maine Clean Power Connection transmission project, and will be interconnecting into the proposed Johnson Mountain Substation on this line.

Wind Monitoring Campaign

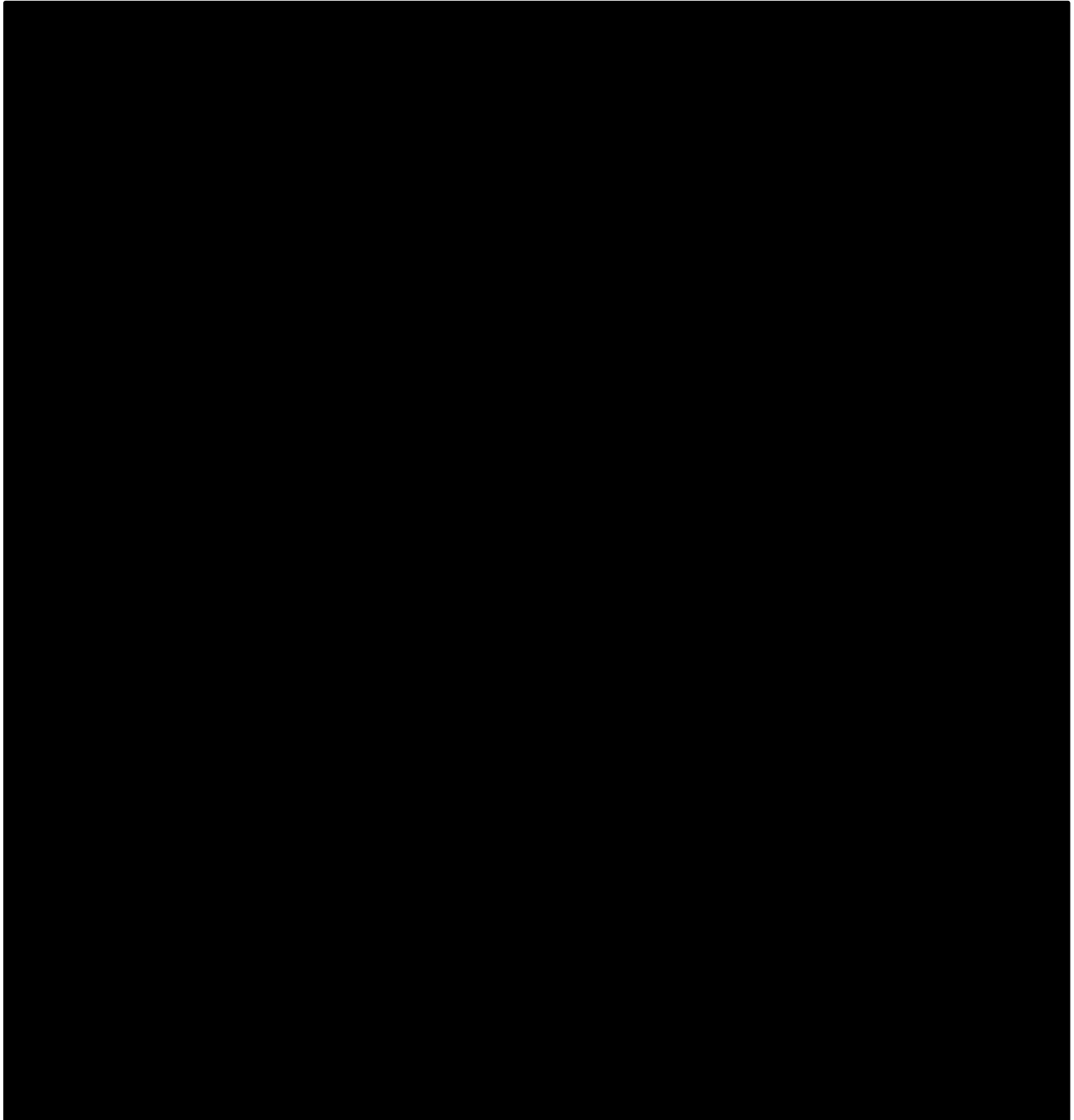
Wind monitoring at the Project began in August 2015 with the installation of two 60-meter met towers on Misery Ridge. Additional 60-meter towers were subsequently installed in September and October 2015 for a total of six met towers within the project area (see following page). The instruments on all met towers were selected and configured to observe or exceed standard industry practices. All met towers are equipped with anemometers and wind vanes to measure wind speed and direction at the top of the met tower and at various heights below. Additional sensors measure temperature at the base of each met tower. All data are recorded by a data logger in the form of 10-minute average data.

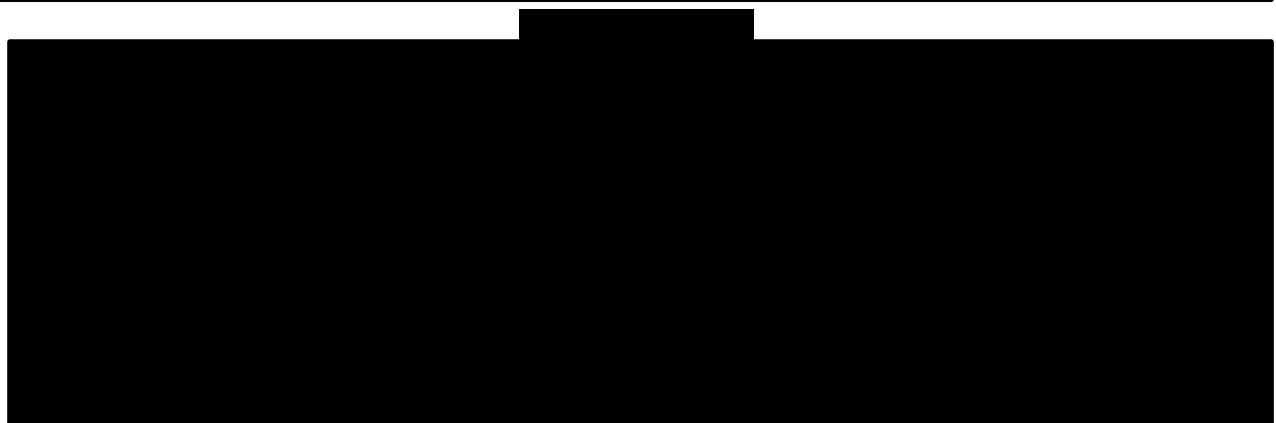
Also beginning in August 2015, SoDAR units were deployed adjacent to all six of the Project's met towers (see map on following page). Each SoDAR has collected a full year of data. SoDAR is a form of remote sensing technology which emits acoustic sound pulses to measure wind speed and direction at heights comparable to the sensors on the met tower, as well as at heights well above the met tower, up to 200 m. The SoDAR is used to reduce uncertainty in predicting hub height wind speeds at the met tower locations.

4. Energy Resource and Delivery Plan

Indicate where the data was collected and its proximity to the proposed site. Include an identification of the location and height for the anemometers that were used to arrive at an assessment of the site generation capability.

The met towers and SoDAR units used in the Somerset Wind campaign, along with the proposed project layout, are detailed in the map below.





Provide (a) at least one year of hourly wind resource data, and (b) a wind resource assessment report from a qualified unaffiliated third-party wind resource assessment firm. Include any analysis of the available wind data which addresses the relationship between wind conditions and electrical output. Provide a projection of net annual energy production, including projections of average net hourly energy production, based on the wind resource data (a 12 x 12 energy projection) at both P50 and P90 levels.

A 12x24 matrix is provided in Part V of the CPPD form (**Attachment 1**). For additional detail on wind data analysis see the Wind Resource Analysis section below.

P50 annual energy production is [REDACTED] MWh/year. P90 annual energy production is [REDACTED] GWh/year.

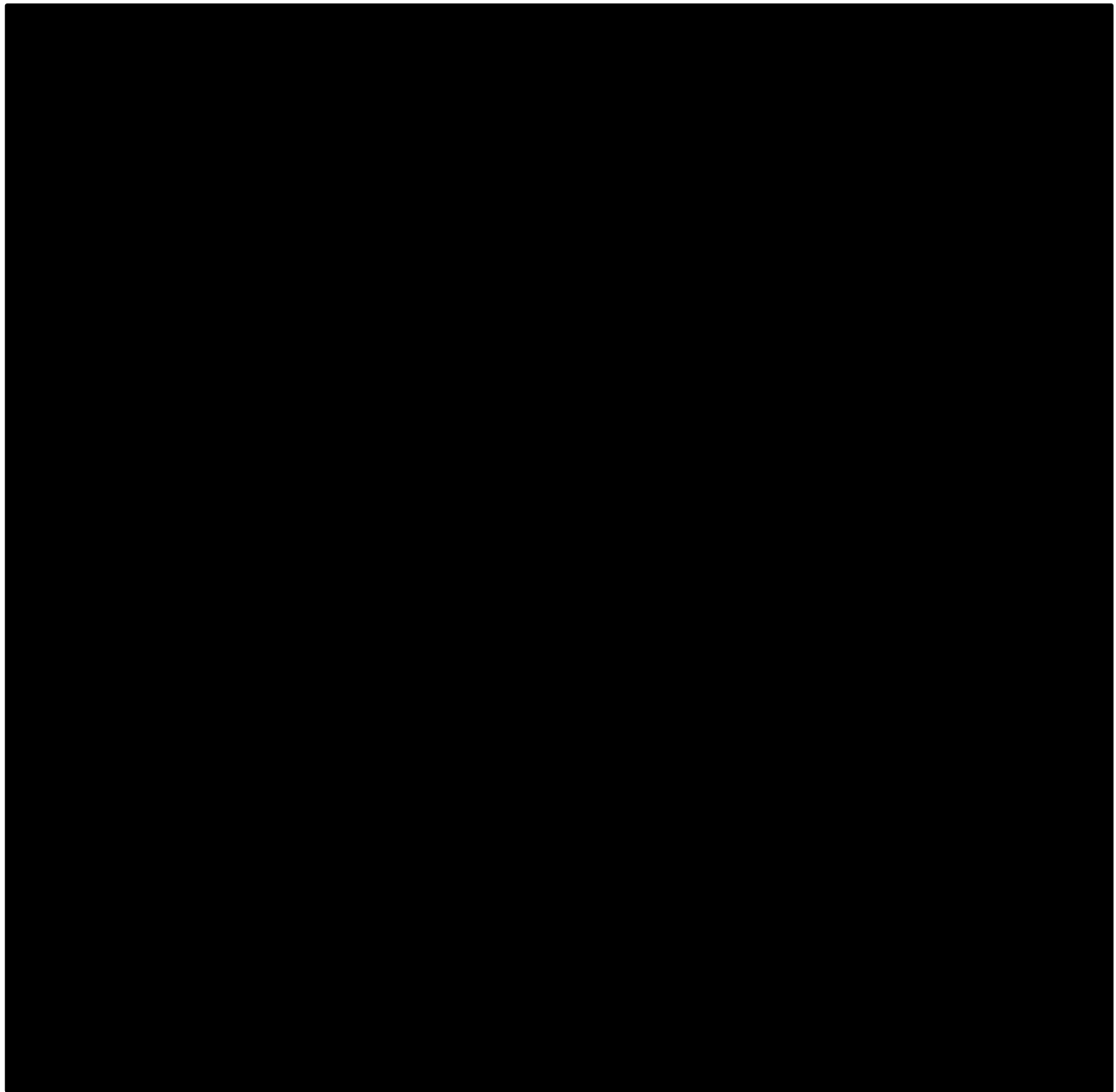
Wind Resource Analysis

The wind resource and energy assessment for Somerset was completed based on best-practice industry methods and tools. The basis of the assessment is the meteorological monitoring

campaign, which consisted of six meteorological towers sited in representative locations along the ridge. The six towers have monitored the wind speed, wind direction, and temperature at multiple heights, including a top wind speed measurement height of 59.2m, for approximately 1.75 years. The meteorological towers were complimented by collocated SoDARs at each of the six locations. The SoDARs provide valuable information about the increase of wind speed with height above the top measurement height of the meteorological towers.

K2 Management, an industry leading consultant, was retained by NRG to quality control the meteorological data and produce a wind resource model for the project area. NRG's wind resource and engineering team designed the layout and performed the energy analysis for the project.

The wind at the Somerset project is perpendicular to the ridgeline and comes predominantly from the west - north-west [WNW] as shown on the map on the following page. An experienced team of meteorologists and engineers designed the projects turbine layout. The layout has been designed to balance the highest energy production and lowest construction cost to optimize for cost of energy.



The data from the meteorological towers were screened to remove invalid data, such as tower shading, sensor malfunction, and icing. Invalid wind speed and direction data were reconstructed, to the extent possible, with other sensors on the tower. The resulting wind speed data coverage was very good, ranging from 97.4% to 98.3%.

The short-term wind measurements at the meteorological towers were adjusted to the long-term wind climate using a historical 20-year dataset from the MERRA2 Reanalysis dataset. The climate-adjusted wind speed data were then extrapolated from the top measurement height to the anticipated hub height of 82 m based on the shear exponent generated from the wind

speed measurements at different heights on the meteorological towers and the measurements from the SoDAR that extended up to 200 m.

A validated industry software called openWind used the long-term corrected, hub-height frequency and directional distributions from each of the meteorological towers to generate an 82-m wind map that is used to model the horizontal wind speed variation across the project area. Wind speed information at each of the turbine locations was extracted from the wind map and along with the Vestas V136-3.6MW power curve, was used to estimate gross energy production at each of the turbine locations. The gross energy production was adjusted with a set of losses specific to this project, including wake, availability, performance, electrical, environmental, and curtailment loss, to estimate the net energy production potential for the Somerset project.

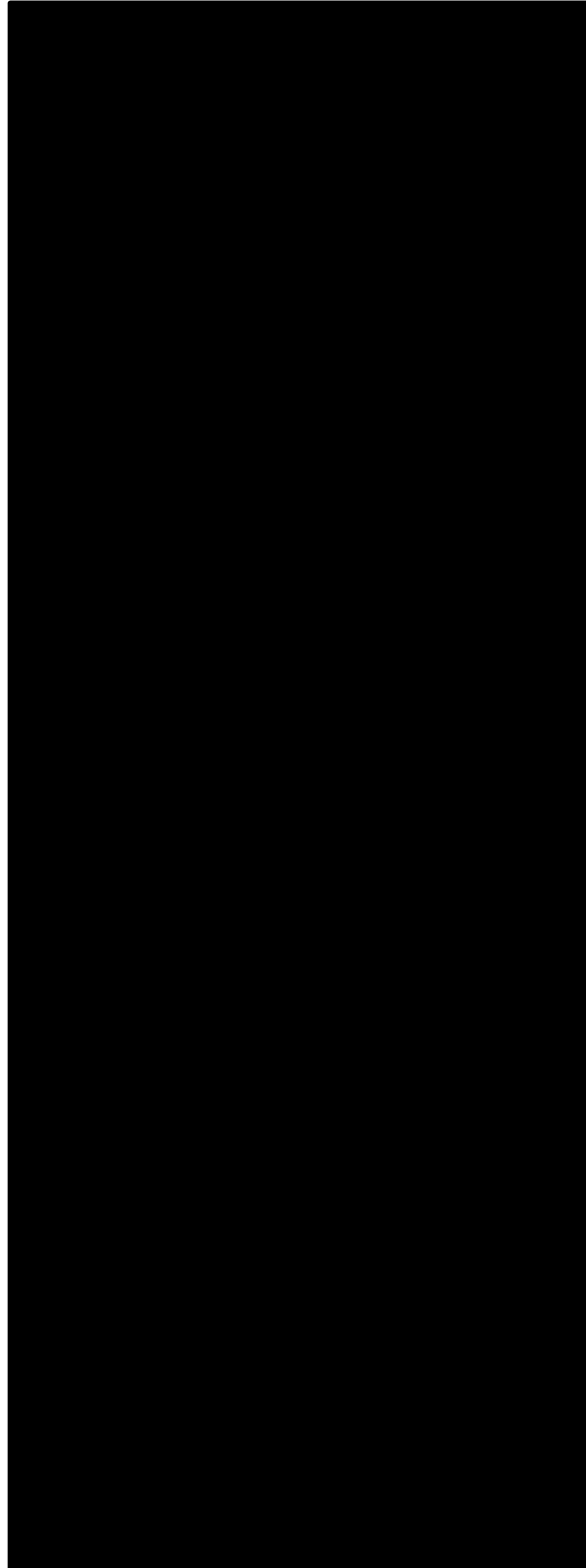
Energy Production Analysis Summary

| Factor | Value |
|--|-----------------|
| Turbine Model | Vestas V136-3.6 |
| Turbine Rated Capacity | 3.6 MW |
| Turbine Hub Height | 82 meters |
| Number of Turbines | 26 |
| Facility Capacity | 93.6 MW |
| Gross Annual Energy Production | |
| Net Annual Energy Production | |
| Net Capacity Factor [NCF] | |
| Long Term Average Energy Production- P90 | |
| Long Term Average Capacity Factor – P90 | |

The Vestas V136-3.6 turbine with an 82-meter hub height, is expected to be a suitable turbine choice for the Project based on the expected wind conditions and a preliminary review by Vestas.

4. Energy Resource and Delivery Plan

Provide a site-adjusted power curve. Each curve should list the elevation, temperature and air density used.





*Extended cut-out up to 30 m/s is expected to be suitable.

Identify the assumptions for losses in the calculation of projected annual energy production, including each element in the calculation of losses.

Loss Factors Summary

| Loss Factor | Percentage |
|---------------------|------------|
| Wake Effect | ████ |
| Availability | ████ |
| Electrical | ████ |
| Turbine Performance | ████ |
| Environmental | ████ |
| Curtailment | ████ |
| Other | ████ |
| Total Losses | ████ |

Wake Effect

Wake effect losses account for lost energy production within the wind farm due to the reduction in wind speed that wind turbines impart on one another. Wake losses were estimated using OpenWind 's Deep Array Eddie Viscosity wake model. There are no existing wind farms in the vicinity of the Somerset project therefore only the turbines within the project were considered.

Availability

Availability losses account for lost production due to wind turbine maintenance, grid outages, and other events which keep turbines offline.

| Availability Loss | Percentage |
|--|------------|
| Contractual Turbine Availability | ████ |
| Non-Contractual Turbine Availability | ████ |
| Long-term Availability Correlation with High Wind Events | ████ |
| Availability of Collection & Substation | ████ |
| Availability of Utility Grid | ████ |
| Plant Re-start after Grid outages | ████ |
| Availability Total | ████ |

Electrical

This factor includes electrical losses experienced through the collection system and on-site transformer up to the point of interconnection. The electrical loss was estimated to be [REDACTED]. An additional [REDACTED] loss was assumed to be used by the turbines cold weather package.

Turbine Performance

This loss factor accounts for lost production due to sub-optimal performance of the wind turbines compared to their warranted power curve. This loss is expected to be [REDACTED].

| Performance Loss | Percentage |
|-----------------------------|------------|
| Sub-Optimal WTG performance | [REDACTED] |
| Turbine Power Curve | [REDACTED] |
| Inclined Flow | [REDACTED] |

Environmental

The environmental losses account for impacts of the natural environment on plant performance. This includes effects such as icing events on the wind turbines, blade degradation experienced over the lifetime of the project, low temperature shutdown, lightning, and site access issues.

| Environmental Loss | Percentage |
|-------------------------------|------------|
| Icing | [REDACTED] |
| Blade Degradation | [REDACTED] |
| Low/High Temperature Shutdown | [REDACTED] |
| Site Access | [REDACTED] |
| Lightning | [REDACTED] |
| Environmental Total | [REDACTED] |

Curtailement

Curtailement accounts for lost production due to restricted operation of the turbines or otherwise restricted performance of the wind farm. Both an operational curtailement plan and bat curtailement plan have been assumed for the Project. The assumed bat curtailement plan considers all turbines to be curtailed from Apr20 to Oct15, 30min before sunset-30min after sunrise and have a cut-in speed = 6 m/s. Bat curtailement is based on existing curtailement regulations applied in the State of Maine. NRG plans to work with Maine regulators to pursue "smart curtailement" options, which would increase production but maintain (or even improve) environmental protection standards. If successful, NRG would be open to a price reduction commensurate with the value of the additional generation.

| Curtailement Loss | Percentage |
|------------------------------|------------|
| Directional Curtailement/WSM | [REDACTED] |

| | |
|----------------------------------|--------|
| PPA Curtailment | ██████ |
| Environmental Curtailment - Bats | ██████ |
| Curtailment Total | ██████ |

Other

A loss for asymmetric dependency of production to wind variations has been estimated. The effect of wind speed variations on production is generally not symmetric due to non-linearity of the power curve. The estimated gross energy production is obtained assuming an average, stationary wind distribution. In practice, the wind distribution changes constantly over time and the sum of production generated over a certain period may not reflect the production obtained assuming average wind conditions during the same period. To assess this production deviation, several sets of simulations have been conducted by slightly varying upward and downward the initial wind speed and the results have been used to quantify the production asymmetry. A loss of ██████ has been adopted to account for these effects.

If your bid includes a delivery forecast which is substantially different than NREL data would suggest, please reconcile the differences.

See response in 4.1, Wind Monitoring Campaign.

4.2 Clean Energy Generation Delivery Plan

Please provide documentation that any clean energy plan delivery plan that includes hydroelectric generation meets the definition of "Incremental Hydroelectric Generation" as defined in the body of the RFP.

N/A

Please provide an energy delivery plan and profile for the proposed project, including supporting documentation. The energy delivery profile must provide the expected Clean Energy Generation to be delivered into the ISO-NE market settlement system and permit the Evaluation Team to determine the reasonableness of the projections for purposes of Sections 2.2.1.3 Eligible Bid Categories and 2.2.1.7 Minimum Contract Size of the RFP. Such information should be consistent with the energy resource plan provided above and also considering any and all constraints to physical delivery into ISO-NE.

The 12x24 energy production profile is provided in the CPPD form (**Attachment 1**). For the purposes of bid evaluation and contract settlement, the point of delivery will be the Johnson Mountain switching station on the MCPC line.

Clean Energy Generation for projects containing new Class I eligible resources only must comply with Section 2.2.2.7 of the RFP. They will be required to submit a delivery profile with no Winter Peak Period hour less than 60% of their highest annual single hourly delivery claimed

4. Energy Resource and Delivery Plan

in their annual delivery profile as submitted as a part of their CPPD form in their bidder response package. Bidders will be required to guarantee the submitted delivery profile in all hours during the Winter Peak Period. Bidders should supply any studies performed to support this profile. Bidders should respond to all information requests which are relevant to the bid in a timely manner.

Please see the 12x24 production profile in Part V of the CPPD Form (**Attachment 1**). NRG guarantees the required 70% deliverability during winter peak periods, as required under Section 2.2.2.7 of the RFP. In addition, it is worth pointing out that Somerset is an excellent winter-peaking resource, with average generation during all winter peak hours equal to 80% of the maximum hourly delivery claimed in the annual profile.

4.3 REC/Environmental Attribute Delivery Plan

Please provide documentation demonstrating that the project will deliver GIS Certificates representing those RECs or Environmental Attributes. For projects located outside of the ISO-NE control area, describe how the Delivered energy and associated RECs or Environmental Attributes will satisfy NEPOOL-GIS rules for the Delivery of GIS Certificates.

As a wind generator beginning operation after December 31, 1997, this project would be eligible for the generation of Class I RECs in Massachusetts. NRG plans to register the project in the NEPOOL-GIS system at the appropriate time, for the purposes of REC minting and delivery. As an active participant in the NEPOOL REC system, NRG has all necessary capabilities required to satisfy these requirements.

5. Financial/Legal

5.1 Each bidder is required to submit information and documentation that demonstrates that a long term contract resulting from this RFP Process would either permit the bidder to finance its proposal that would otherwise not be financeable, or assist the bidder in obtaining financing of its proposal.

NRG recognizes that a renewable energy project's viability is dependent upon the project owner's ability to execute a financing structure which efficiently manages working capital and maximizes return on equity. Such financing structures are complex and require a sophisticated project owner to manage the interests of multiple investor stakeholders. For any investor to commit the necessary resources to underwrite a renewable energy project, the project owner must demonstrate that the project has secured long-term contracted cash flows from a credit-worthy counterparty. As such, winning a long-term contract from this RFP process is the first step to kicking-off the project financing process with our investor partners.

NRG's diversified portfolio and financing experience with a variety of long-term generation assets, both renewable and conventional, puts NRG in a unique negotiating position with financing institutions — a leverage that is not available to our pure play competitors. The deep relationships and prospects for future business that is attractive to capital providers ensure financing execution with the most competitive terms available.

5.2 Please provide a description of the business entity structure of the bidder's organization from a financial and legal perspective, including all general and limited partners, officers, directors, managers, members and shareholders, involvement of any subsidiaries supporting the project, and the provider of equity and debt participants and an explanation of the relationships. For jointly owned facilities, identify all owners and their respective interests, and document the Bidder's right to submit a binding proposal.

Parent Company

NRG Energy, Inc. ("NRG") is a Fortune 200 company that owns and operates approximately 50,000 MW of generation capacity nationwide. With dual headquarters in Princeton, New Jersey and Houston, Texas, NRG is the largest competitive power producer in the U.S. NRG's portfolio includes more than 134 conventional generating plants in 29 states. Through its subsidiary NRG Renew LLC and financing vehicle NRG Yield, Inc. (see below for additional detail), NRG develops, constructs, finances, owns and operates solar and wind assets, both onsite and utility-scale. NRG's approximately 4,800 MWAC of wind and solar generation assets make us the third-largest, utility-scale renewable energy generator in North America.

NRG and its subsidiary companies also comprise the largest integrated competitive retail energy provider nationwide. NRG satisfied approximately 42,000 GWh in retail obligations in 2016, and nationally it is the #2 residential electricity provider in the United States. NRG's retail brands

include Reliant and Green Mountain, as well as other well-known brands locally and in the Northeast.

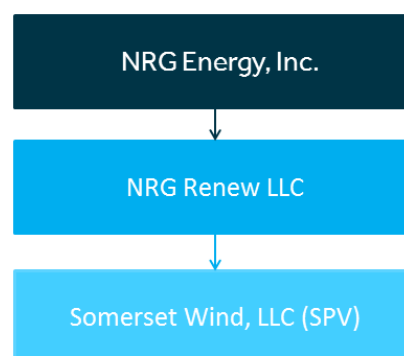
Financing Vehicle

NRG Yield, Inc. ("NYLD") is a dividend growth-oriented company formed as a Delaware corporation on December 20, 2012, to serve as the primary vehicle through which NRG Energy, Inc. owns, operates and acquires contracted renewable and conventional generation and thermal infrastructure assets. NYLD's contracted generation portfolio as of December 31, 2016 collectively represents 4,563 MW. NYLD also owns thermal infrastructure assets with an aggregate steam and chilled water capacity of 1,319 net MW and electric generation capacity of 123 net MW.

Bidding Organization

Established in 2009, NRG Renew LLC is a wholly-owned subsidiary of NRG Energy, Inc. and is one of the largest renewables platforms in the U.S. The Company's renewables business consists primarily of its wind and solar generation facilities as well as business-to-business distributed solar. NRG has 1,892 megawatts of operating solar projects, including utility, commercial, industrial, governmental, institutional and community solar projects, inclusive of those held by the Company and in partnership with NRG Yield, Inc. In addition to assets in operation, as of Q1 2017, NRG Renewables' business held a backlog of in-construction, contracted and awarded projects of 646 MW, and a pipeline of 4,608 MW across the utility and distributed solar renewables markets.

NRG Organizational Chart



Somerset Wind, LLC

If our proposal is selected, NRG will establish and execute a PPA through Somerset Wind LLC, a special purpose vehicle ("SPV"), or project company which is wholly-owned by NRG Renew LLC. The SPV is set up to enable our investors to finance the project directly and on a non-recourse basis.

There are additional holding companies between NRG Energy, Inc. and NRG Renew, as well as between NRG Renew and the project company. The org chart above highlights the key levels of the NRG organization at which financials are reported.

Principal Officers

NRG Energy, Inc.'s management team includes the following personnel:

NRG Energy, Inc. Board of Directors

- E. Spencer Abraham, Director
- Kirbyjon H. Caldwell, Director
- Lawrence S. Coben, Chairman of the Board
- Terry Dallas, Director
- Mauricio Gutierrez, Director
- William Hantke, Director
- Paul Hobby, Director / Finance and Risk Management Committee
- Edward Muller, Vice Chairman of the Board
- Anne Schaumburg, Director / Finance and Risk Management Committee
- Evan Silverstein, Director
- Barry T. Smitherman
- Thomas Weidemeyer, Director
- C. John Wilder
- Walter Young, Director / Audit Committee Member

NRG Energy, Inc. Management Team

- Mauricio Gutierrez, President and Chief Executive Officer
- Kirkland B. Andrews, Executive VP and Chief Financial Officer & CEO
- David Russell Hill, Executive VP and General Counsel
- John Chillemi, Executive Vice President, National Business Development
- Elizabeth Killinger, Executive VP and President of NRG Retail
- Craig Cornelius, Senior Vice President, Renewables
- Robert J. Gaudette, Senior Vice President, NRG Business Solutions
- Chris Moser, Senior Vice President, Operations
- Judith Lagano, Senior Vice President, Asset Management
- Jennifer Vosburg, Senior Vice President, Cooperatives and Public Power Partnerships
- David Callen, Senior VP and Chief Accounting Officer
- Donna Benefield, Senior VP, Information Technology
- Michael Bramnick, Senior VP & Chief Compliance Officer
- Kevin L. Cole, Senior VP, Investor Relations

- Jennifer Wallace, Senior VP, Administration
- Bruno Sarda, VP, Sustainability

NRG Renew LLC

- Craig Cornelius, President
- Gaetan Frotte, VP & Treasurer
- Jennifer Hein, Secretary
- Deborah R. Fry, Assistant Secretary
- Cindy Van Dran, Assistant Secretary
- David Callen, VP
- Randall Hickok, VP
- John Karam, VP
- Daniel M. Keane, VP
- Krisshna Koomar, MP
- Glen E. Mackey, CP

5.2.i For projects that include new facilities or capital investment, provide a description of the financing plan for the project, including construction and term financing. The financing plan should address the following:

- i. *Who will finance the project and the related financing mechanism or mechanisms that will be used (i.e. convertible debenture, equity or other) including repayment schedules and conversion features*

NRG arranges 100% of a project's required funding through a combination of sponsor equity, construction financing, tax equity, and project-level debt. Our investors are acutely aware of NRG's development initiatives with partners like DOER and tend to look favorably on long histories of community engagement and financial strength.

- ii. *The project's existing initial financial structure and projected financial structure*

The Project's initial financial structure will come from a combination of NRG Energy, Inc. and NRG Yield equity. NRG Energy, Inc. brings to the table over [REDACTED] and has agreed to provide NRG with ongoing, committed funding to finance capital expenditures. NRG Yield is a publicly-traded company that houses NRG's long-term contracted generation assets and provides access to additional sponsor equity with an industry-leading low cost of capital.

- iii. *Expected sources of debt and equity financing*

NRG's projected financing structure utilizes four distinct sources of capital to achieve the lowest cost of capital for the project while ensuring that funding is always available when needed:

- **Sponsor Equity** – A combination of NRG Energy, Inc. and NRG Yield equity. NRG Energy, Inc. brings to the table over [REDACTED] and has agreed to provide NRG with ongoing, committed funding to finance capital

expenditures. NRG Yield is a publicly-traded company that houses NRG's long-term contracted generation assets and provides access to additional sponsor equity with an industry-leading low cost of capital.

- **Construction Financing** – A revolving credit facility that provides capital during the project's construction phase. NRG has more than 300 MW of projects scheduled to draw from our construction revolver this year and can easily accommodate an additional project for DOER.
- **Tax Equity** – NRG works with some of the largest financial institutions in the United States to provide equity financing at the project's Commercial Operation Date that is used to pay back the construction revolver. In return, these institutions are able to monetize federal tax credits such as the wind Production Tax Credit ("PTC") and accelerated depreciation while retaining only a small interest in the project's cash flows.
- **Back Leverage** – Debt financing that is secured by the sponsor's equity interest in the project. Back leverage is sized to the project's cash flows and allows the sponsor to access even cheaper capital, the benefit of which is passed along to DOER in the form of a more competitive PPA price.

Some of the sources of capital are drawn upon during development, some at construction and others at the commencement of commercial operation of a project. For example, NRG funds equity during the development of a project with an incremental investment at Full Notice to Proceed ("FNTTP") with construction (total equity investment typically ranges 20-30% of the total construction costs). The balance of construction financing is typically provided by bank debt through an initial construction loan that is in place during the period of construction. When the project reaches commercial operation, the construction loan would be repaid, usually through a combination of tax equity proceeds and back leverage debt. The back leverage debt is typically held by the same provider as the construction debt. The permanent financing therefore consists of an equity contribution, the tax equity investment in the project, and some back leverage debt.

iv. Estimated construction costs

The project is estimated to have a total cost of approximately [REDACTED]. This cost is inclusive of all development, engineering and construction, and financing costs. Given current capital sources and a track record of financing wind projects ranging from less than 15 MW to 947 MW, NRG has the transactional experience, access to capital, and facilities necessary to finance Somerset Wind.

For further information on construction and equipment costs please see proposals from Vestas and Reed & Reed (**Attachment 5.2.i**).

v. The projected capital structure

Our projected capital structure is described in our responses to 5.2.i.a, 5.2.i.b, 5.2.i.c.

- vi. Describe any agreements, both pre and post commercial operation date, entered into with respect to equity ownership in the proposed project and any other financing arrangement.*

NRG acquired the equity interest of the proposed project through the corporate bankruptcy proceeding of SunEdison, Inc. in August 2016, which was memorialized by a Purchase Agreement. To date there are no other financing arrangements with other counterparties for the proposed project.

- vii. In addition, the financing plan should address the status of the above activities as well as the financing of development and permitting costs. All bidders are required to provide this information.*

NRG is currently in discussions with investors to finance the construction and operation of the Project, but any firm commitment to finance is contingent upon receipt of a long-term contract from a credit-worthy counterparty. To date, NRG has been funding development and permitting activities with its own equity and plans to refresh the development budget with additional capital upon execution of a long-term contract.

5.3 Provide documentation illustrating the experience of the project sponsor in securing financing for projects of similar size and technology. For each project previously financed provide the following information:

- i. Project name and location*
- ii. Project type and size*
- iii. Date of construction and permanent financing*
- iv. Form of debt and equity financing*
- v. The projected capital structure*
- vi. Describe any agreements, both pre and post commercial operation date, entered into with respect to equity ownership in the proposed project and any other financing arrangement.*
- vii. In addition, the financing plan should address the status of the above activities as well as the financing of development and permitting costs. All bidders are required to provide this information.*

NRG's responses to numerals i-vii are provided in the table below labeled "Previously Financed Projects."

Financing Expertise

NRG has extensive experience in financing projects, whether a cluster of small-scale commercial solar projects or the largest wind and solar arrays in the country. We have completed more than \$10 billion in financings over the last few years across more than 140 projects, totaling more than 1,800 MW of solar and over 2,966 MW of wind. NRG has proven expertise in financing, executing, and operating projects of varying size and type —via PPA, equipment lease, or direct purchase. Our significant transaction expertise and variety of financial resources clearly illustrate our ability to successfully finance a variety of projects

through a combination of existing balance sheet cash and leveraging future cash flows from owned projects.

Previously Financed Projects

| Project | Location | Generation | Financing Type | Net MW | Debt \$MM | Financial Close |
|------------------------|--------------------------------|------------|--------------------------|--------|-----------|-----------------|
| Broken Bow/ Crofton | Nebraska | Wind | ██████ | 122 | ████ | 2016 |
| Buckthorn Wind | Texas | Wind | ██████ | 101 | ██ | 2017 |
| Cedro Hill | Texas | Wind | ██████ | 150 | ████ | 2016 |
| High Lonesome | New Mexico | Wind | ██████████ ██████████ | 100 | ██ | 2011 |
| Laredo Ridge | Nebraska | Wind | ██████ | 80 | ████ | 2014 |
| Sherbino | Texas | Wind | ██████ | 75 | ████ | 2008 |
| South Trent | Texas | Wind | ██████ | 101 | ██ | 2010 |
| Tapestry | Oklahoma, West Virginia | Wind | ██████ | 204 | ████ | 2011 |
| Viento II | Texas, New Mexico, Nebraska | Wind | ██████ | 361 | ████ | 2009 |
| Total | | | | 1,193 | ██████ | |

5.4 For projects that include new facilities or capital investment, provide evidence that the bidder has the financial resources and financial strength to complete and operate the project as planned.

NRG is a uniquely positioned project sponsor given our track record, balance sheet, and diverse operating portfolio. Our financing, pricing and ability to bring projects to commercial operation are not contingent upon third-party financing or financial markets—NRG is able to supply 100% of the required funding from existing liquidity, cash from operations, debt issuance via shelf note or elsewhere. As such, we provide our clients with certainty of project execution even as capital market conditions evolve over time.

NRG's financial standing, detailed below, shows our ability to finance projects:

- The largest competitive power generator in the U.S.
- One of the nation's largest solar developers
- [REDACTED]
- More than 8,500 employees
- NRG Energy's 2016 financial statements reflected:
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]
- NRG Renew LLC's 2016 financial statements reflected:
 - [REDACTED]
 - [REDACTED]

5.5 Provide complete copies of the most recent audited financial statement or annual report for each bidder for each of the past three years; including affiliates of the bidder (if audited statements are not available, reviewed or compiled statements are to be provided). Also provide the credit ratings from Standard & Poor's and Moody's (the senior unsecured long term debt rating or if not available, the corporate rating) of the bidder and any affiliates and partners.

NRG has a robust financial profile characterized by substantial free cash flow from its generation assets and retail electricity subsidiaries, as well as prudent financial and capital management.

Our parent company's most recent annual 10K report can be found at the following link:

<http://investors.nrg.com/phoenix.zhtml?c=121544&p=irol-IRHome>

Reports from 2015, 2014, and beyond can be found by navigating to the following link and clicking "Annual Report Archive."

<http://investors.nrg.com/phoenix.zhtml?c=121544&p=irol-reportsannual>

Credit Rating

| | S&P | Moody's |
|------------------|------------|------------|
| NRG Energy, Inc. | BB- Stable | Ba3 Stable |

5.6 Please also include a list of the board of directors, officers, and trustees for the past three years and any other person who the bidder knows will become officers, board members or trustees.

NRG Energy, Inc. Board of Directors

- E. Spencer Abraham, Director
- Kirbyjon H. Caldwell, Director
- Lawrence S. Coben, Chairman of the Board
- Terry Dallas, Director
- Mauricio Gutierrez, Director
- William Hantke, Director
- Paul Hobby, Director / Finance and Risk Management Committee
- Edward Muller, Vice Chairman of the Board
- Anne Schaumburg, Director / Finance and Risk Management Committee
- Evan Silverstein, Director
- Barry T. Smitherman
- Thomas Weidemeyer, Director
- C. John Wilder
- Walter Young, Director / Audit Committee Member

5.7 The bidder should demonstrate its ability (and/or the ability of its credit support provider) to provide the required security, including its plan for doing so.

NRG Energy has a corporate letter of credit ("LC") facility of [REDACTED]. The facility is actively managed in order to provide credit support for projects in the development stage, as well as other corporate credit support needs. NRG Energy also has a cash balance of [REDACTED]. The required credit support (\$20,000 per MWh per hour) for the Somerset Wind PPA is approximately \$1.9 million. We expect to use a portion our LC capacity and cash balance for the Somerset Wind PPA security and project development.

5.8 Provide a description of any current or recent credit issues/credit rating downgrade events regarding the bidder or affiliate entities raised by rating agencies, banks, or accounting firms.

To our knowledge, there are no current or recent issues or credit rating downgrade events.

5.9 Describe the role of the Federal Production Tax Credit or Investment Tax Credit (or other incentives) on the financing of the project.

Availability of the PTC/ITC provides access to tax equity investment, an instrument NRG has utilized in various capacities for many project finance transactions.

[REDACTED]

5.10 Bidders must disclose any pending (currently or in the past three years) litigation or disputes related to projects developed, owned or managed by Bidder or any of its affiliates in the United States, or related to any energy product sale agreement.

We are involved in various legal proceedings, claims, investigations, and other legal matters which arise in the ordinary course of business. Although it is not possible to predict the outcome of these matters, we believe that the ultimate outcome of these proceedings, individually and in the aggregate, will not have a material adverse effect on our financial position, cash flows, or results of operations.

5.11 What is the expected operating life of the proposed project? What is the depreciation period for all substantial physical aspects of the bid, including generation facilities, transmission lead lines to move power to the grid, transmission proposals, and mandatory and voluntary transmission system upgrades?

The expected operating life for the Somerset Wind Project is 30 years.

5.12 For projects that include new facilities or capital investment, has the bidder already obtained financing, or a commitment of financing, for the project? If financing has not been obtained, explain how obtaining a long-term agreement as proposed will help you in obtaining financing for the proposed project, in obtaining more favorable terms for the financing of the proposed project, or in supporting the future capital investment.

NRG has not obtained financing for this project. As previously mentioned, NRG has relationships with financiers such as: [REDACTED]

[REDACTED]. Executed financing agreements by such lenders rely on a long-term revenue commitment, such as a PPA. Thus, a PPA is the critical instrument for financing and building the Project. Additionally, the tenor of the PPA will influence the debt sizing, because longer tenors will provide more debt capacity.

5.13 State whether the bidder or its affiliates have executed agreements with respect to energy, RECs and/or capacity for the project (including any agreements that have been terminated) and provide information regarding the associated term and quantities, and whether bidder has been alleged to have defaulted under or breached any such agreement.

NRG has not executed any long-term power sales agreement(s), or other agreements with respect to energy and/or capacity for the Project.

5.14 List all of the Bidder's affiliated entities and joint ventures transacting business in the energy sector.

As stated in 5.2, the responding entity, NRG Renew LLC, a subsidiary of NRG Energy, Inc., is primarily responsible for wind and solar development. The holding company has numerous SPVs, or project company subsidiaries, through which development and contracting activities are conducted.

5.15 Has bidder, or any affiliate of Bidder, in the last five years:

- a. *Consented to the appointment of, or was taken in possession by, a receiver, trustee, custodian or liquidator of a substantial part of its assets*
- b. *Filed a bankruptcy petition in any bankruptcy court proceeding*
- c. *Answered, consented or sought relief under any bankruptcy or similar law or failed to obtain a dismissal of an involuntary petition*
- d. *Admitted in writing of its inability to pay its debts when due*
- e. *Made a general assignment for the benefit of creditors*
- f. *Was the subject of an involuntary proceeding seeking to adjudicate that Party bankrupt or insolvent*
- g. *Sought reorganization, arrangement, adjustment, or composition of it or its debt under any law relating to bankruptcy, insolvency, or reorganization or relief of debtors?*

Neither NRG Energy, Inc. nor its wholly-owned subsidiary, NRG Renew LLC, has declared bankruptcy in the past five years, or engaged in any of the activities listed above.

5.16 Briefly describe any known conflicts of interest between Bidder or an affiliate of Bidder and any Distribution Company, or any affiliates of the foregoing.

To our knowledge, there are no conflicts of interest between the Bidder or an affiliate of the Bidder and any Distribution Company, or any affiliates of the foregoing.

5.17 Describe any litigation, disputes, claims or complaints involving the Bidder or an affiliate of Bidder, against any Distribution Company or any affiliate of any Distribution Company.

To our knowledge, there are no litigation, disputes, claims or complaints involving the Bidder or an affiliate of the Bidder, relating to any Distribution Company or any affiliate of any Distribution Company.

5.18 Describe any litigation, disputes, claims or complaints, or events of default or other failure to satisfy contract obligations, or failure to deliver products, involving Bidder or an affiliate of Bidder, and relating to the purchase or sale of energy, capacity or renewable energy certificates or products.

To our knowledge, there are no litigation, disputes, claims or complaints, or events of default or other failure to satisfy contract obligations, or failure to deliver products, involving the Bidder or an affiliate of the Bidder, relating to the purchase or sale of energy, capacity, or RECs.

5.19 Confirm that Bidder, and the directors, employees and agents of Bidder and any affiliate of Bidder are not currently under investigation by any governmental agency and have not in the last four years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction involving conspiracy, collusion or other impropriety with respect to bidding on any contract, or have been the subject of any debarment action (detail any exceptions).

To our knowledge, the Bidder, and the directors, employees and agents of Bidder and any affiliate of Bidder are not currently under investigation by any governmental agency and have not in the last four years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction involving conspiracy, collusion or other impropriety with respect to bidding on any contract, or have been the subject of any debarment action.

5.20 Identify all regulatory and other approvals needed by Bidder to execute a binding sale agreement.

NRG will not require any external regulatory or other approvals to execute a binding sale agreement. We will require an internal approval process, which will be initiated during the negotiation process, if selected.

5.20 [sic] Describe how the project will conform to FERC's applicable regulatory requirements, including, but not limited to, FERC requirements relating to allocation of transmission capacity and open access, the justness and reasonableness of rates, the potential for undue preference or discrimination, and affiliate dealings, if any. Describe how your proposed approach is consistent with FERC precedent and ratemaking principles.

N/A. The Bidder is working in partnership with transmission solutions under FERC jurisdiction, but is offering a generation-only response to this bid.

5.21 Describe and document any and all direct and indirect affiliations and affiliate relationships, financial or otherwise in the past three years between the bidder and one or more of the Distribution Companies and their affiliates, including all relationships in which one of the Distribution Companies has a financial or voting interest (direct or indirect) in the bidder or the bidder's proposed project. These relationships include:

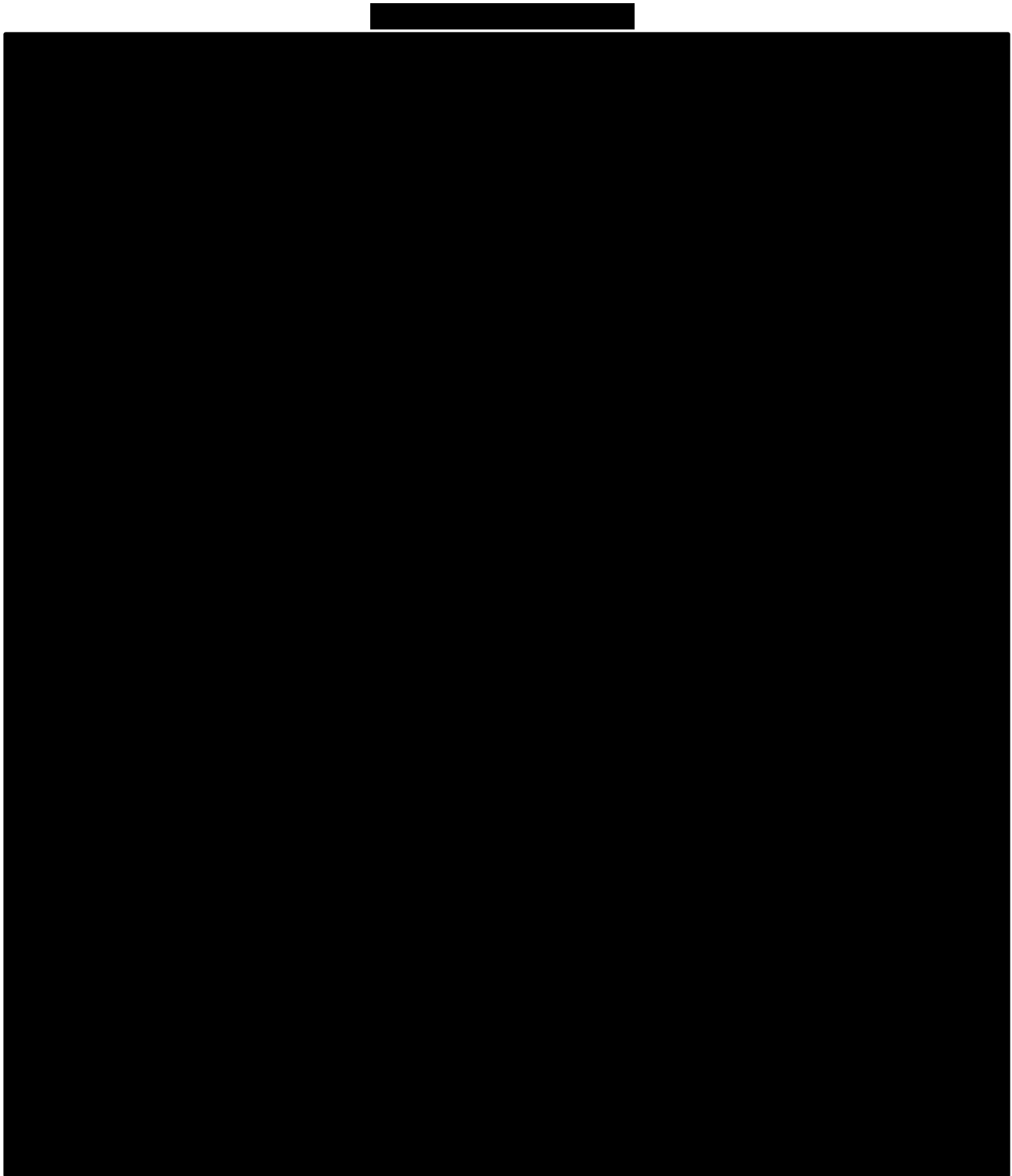
- *Corporate or other joint arrangements, joint ventures, joint operations whether control exists or not*
- *Minority Ownership (50% or less investee)*
- *Joint development agreements*
- *Operating segments that are consolidated as part of the financial reporting process*
- *Related parties with common ownership*
- *Credit, debenture, and financing arrangements, whether a convertible equity feature is present or not*
- *Wholly owned subsidiaries*
- *Commercial (including real property) relationships with any Distribution Company*

To our knowledge, there have been no direct or indirect affiliations or affiliate relationships, financial or otherwise in the past three years, between the bidder and one or more of the Distribution Companies and their affiliates.

6. Siting, Interconnection, and Deliverability

6.1 Provide a site plan including a map of the site that clearly identifies the location of the Eligible Facility site and/or Transmission Project route, the assumed right-of-way width, the total acreage for Eligible Facilities, the anticipated interconnection point (or, if applicable, multiple points for a Transmission Project), and the relationship of the site to other local infrastructure, including transmission facilities, roadways, and water sources. In addition to providing the required map, provide a site layout plan which illustrates the location of all major equipment and facilities on the site.

The Somerset Wind Project is located in three townships in central Western Maine: Johnson Mountain Townships, Misery Township, and Chase Stream Township. The Project follows an elevated ridgeline commonly referred to as Misery Ridge, and consists of 26 wind turbines in three strings approximately 9.2 miles in total length. The map on the following page illustrates the project's orientation and geography, proposed wind turbine locations, transmission line and point of interconnection. The original landowner lease encompassed approximately 24,000 acres, an amount which has been significantly reduced as the project design has developed from conceptual to advance. It is estimated that the final adjusted leasehold will include approximately 1,500 acres, which includes a right of way for the project transmission line.



6. Siting, Interconnection, and Deliverability

6.2 Identify any real property rights (e.g., fee-owned parcels, rights-of-way, development rights or easements or leases) that provide the right to use the Eligible Facility site and/or Transmission Project route, including, for Eligible Facilities, and any rights of way needed for interconnection.

- i. Does the project have a right to use the Eligible Facility site and/or Transmission Project route for the entire proposed term of the PPA or tariff (e.g., by virtue of ownership or land development rights obtained from the owner)?

Yes, the Extend Term as defined in the project lease shall continue for a period of thirty (30) years following the Operations Date. The 24,000 acre lease allows for wind development rights, and the rights to construct all ancillary facilities such as the collection system, project transmission line, substation, and supporting infrastructure (e.g., O&M Building, access roads). The Project's interconnection site, Johnson Mountain, on the MCPC line is located adjacent to leased land, which eliminates the need for third party easements to the point of interconnection (see map to the right).

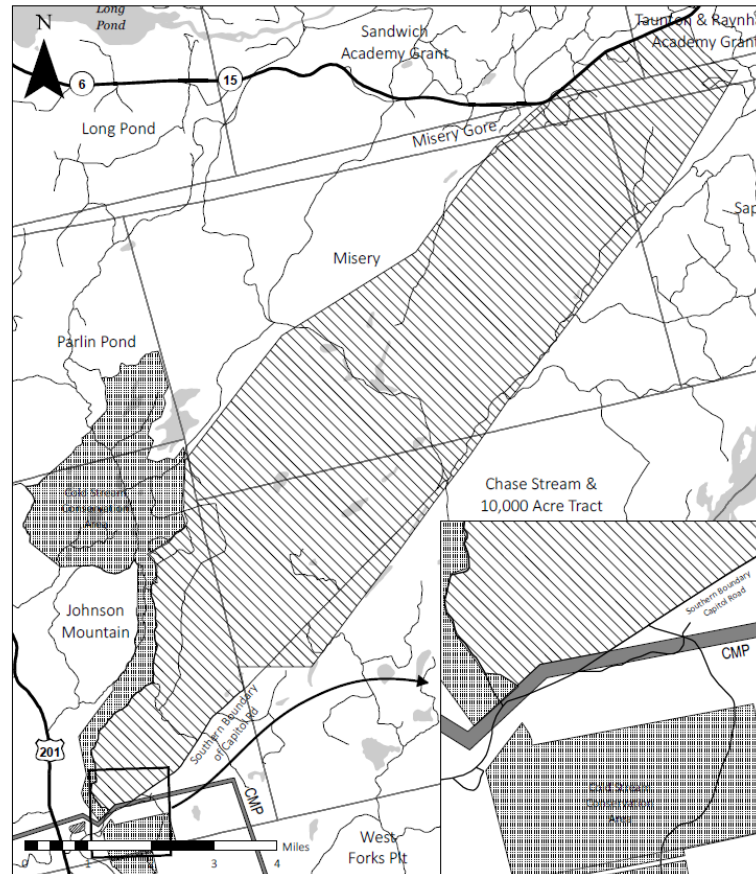


Exhibit "A-1 "
+/- 24,330 ac Easement Area
Somerset County, ME

▨ Easement Area (Somerset Wind Project)
▬ CMP Transmission Line Option Area

Plum Creek
Growing Value from Exceptional Resources
GIS Services - PAH/JNR Jan 23, 2016
SomersetWindEasementArea_rev012116.mxd

- ii. *If so, please detail the Bidder's rights to control the Eligible Facility site and/or Transmission Project route control*

Somerset has land control in the form of a Wind Energy Easement agreement with [REDACTED] [REDACTED] for the full project site including turbines, access roads, project substation, O&M, transmission line and interconnection facilities. The terms of the lease are confidential; however, we have provided the cover sheets of the Agreement and subsequent amendments for your reference in **Attachment 6.2**.

- iii. *Describe the status of acquisition of real property rights, any options in place for the exercise of these rights and describe the plan for securing the necessary real property rights, including the proposed timeline. Include these plans and the timeline in the overall project timeline.*

Land acquisition is complete for the Project.

- iv. *Identify any joint use of existing or proposed real property rights*

The Project is located on a contiguous parcel of land owned by one of the largest landowners in the U.S. The site is currently managed for timber production. The forest management operations have created an extensive system of logging roads that will be used to the greatest extent possible in developing the Project to reduce cost and environmental impacts.

6.3 Provide evidence that the Eligible Facility site and/or Transmission Project route is properly zoned or permitted. If the Eligible Facility site and/or Transmission Project route is not currently zoned or permitted properly, identify present and required zoning and/or land use designations and permits and provide a permitting plan and timeline to secure the necessary approvals.

Detail the zoning and permitting issues:

Somerset Wind is located within an expedited wind permitting zone – an area identified as appropriate for utility-scale wind energy development as defined under Maine Statute 35-A M.R.S.A. §3451-3458 – and is sited to maximize energy generation while minimizing impacts to ecological and environmental resources. The majority of the Project area is also located within an area specifically designated for wind energy development in a land use and conservation Concept Plan, which has been approved by Maine regulators. An easement adjacent to the project is held by the Nature Conservancy and administered by the Forest Society of Maine (an easement administrator).

Permitting plan and timeline:

The details and timeline for securing all permits required to construct the Project are detailed in Section 7.

Start Date:

While significant environmental work has been completed, Somerset will commence full formal permitting efforts upon selection in this RFP, 1Q1 2018.

End Date:

Assuming a Q1 2018 Start Date, Somerset expects Permitting to be Complete by Q1 2020.

6.4 Provide a description of the area surrounding the Eligible Facility site and/or Transmission Project route, including a description of the local zoning, flood plain information, existing land use and setting (woodlands, grasslands, agriculture, other).

The Project site is located on lands that are actively managed for timber, ranging in elevation from approximately 1,700 to 2,100 feet. The Project area is located in the Central and Western Mountains ecoregion and is dominated by Early Successional and Spruce-Northern Hardwood forests. Large plantations of red pine, red spruce, and European larch are interspersed throughout the forests along the ridgeline. As part of the Concept Plan, wind development is an allowed use of the land. Any impacts to floodplains will be reviewed as part of the State permitting process explained in Section 7.

6.5 For Eligible Facilities, describe and provide a map of the proposed interconnection that includes the path from the generation site to the ISO New England Inc. ("ISO-NE") Pool Transmission Facilities ("PTF"). Describe how the bidder plans to gain interconnection path site control.

Interconnection map included?

Please see the map in Section 6.1 and 6.2 to view the path from the generation site to the proposed interconnection site at Johnson Mountain.

Interconnection site control plan

As described in Section 6.2, NRG has acquired a Wind Energy Easement for the turbine locations and associated facilities (see **Attachment 6.2**). The planned generator lead will be located within the existing easement.

6.6 Please describe the status of any planned interconnection to the grid. Has the bidder made a valid interconnection request to ISO-NE, the applicable New England Transmission Owner, or any neighboring control areas, to interconnect at the Capacity Capability Interconnection Standard? Have any studies been completed by ISO-NE or the applicable Transmission or Distribution Owner? If multiple interconnection requests have been made, please specify all such active requests which have not been superseded by subsequent requests and information regarding the status of each. Provide copies of any requests made and studies completed. Describe how such studies and information support the costs assumed in preparing your bid and the associated timeline proposed.

Preliminary internal analysis and transmission studies of the area provide a high level of confidence in the interconnection plan. An Interconnection Request ("IR") for Capacity Network Resource Interconnection Service with Central Maine Power and ISO New England ("ISO-NE") was filed on October 7, 2016 and the Project was assigned Queue Position ("QP") 621 with a proposed Point Of Interconnection ("POI") for Somerset Wind to the MCPC Transmission Project

which would deliver to Pittsfield, Maine where the MCPC will tie into the existing ISO-NE administered 345 kV transmission grid. The interconnection point on the MCPC would be Johnson Mountain. Subsequent to the ISO-NE marking the IR “valid” NRG, on January 25, 2017, entered into a three party Feasibility Study Agreement with and among ISO-NE and Central Maine Power.

On July 18, 2017 MCPC updated its model and filed a new IR (QP 659) increasing the 345kV transmission line’s requested interconnection to 1200 MW with a new POI of Larrabee Road. The updated MCPC IR follows the same route as QP 589 the original IR allowing Somerset to the ability to interconnect at Johnson Mountain. As required by Schedule 23 of ISO-NE’s Open Access Transmission Tariff NRG is in the process of filing a new IR for Somerset Wind at Larrabee Road as the new POI. An interconnection at Johnson Mountain will eliminate millions of dollars upgrade costs that were previously identified with prior queue positions in the area. This POI will provide significant cost reduction for the Project.

Reforms to the ISO-NE interconnection process, cluster studies for interconnections have been approved by New England stakeholders and are pending filing with the Commission. The Somerset QP621 was included in ISO-NE January 23, 2017 list of IRs considered for the first Cluster Enabling Transmission Regional System Planning Study. Due to the recent changes in MCPC POI we expect the new Somerset IR with the same interconnection point on MCPC (Johnson Mountain) and a new POI to the ISO-NE of Larrabee Road will also be included in the cluster study.

6.7 Describe the Project’s electrical system performance and its impact to the reliability of the New England Transmission system. For Transmission Projects provide a description of how the project would satisfy ISO NE’s I.3.9 requirements. Provide the status of any interconnection studies already underway with ISO-NE and/or the transmission owner. Provide a copy of any studies completed to date. Provide a copy of an interconnection agreement, if any, executed by the bidder with respect to the proposed project. If an interconnection agreement has not been executed, please provide the steps that need to be completed before an interconnection agreement can be executed and the associated timeline.

The Somerset project will adhere to all technical and administrative requirements for, as stipulated in ISO-NE’s tariff and governing documents including I.3.9, for interconnecting a generating resource to the ISO New England bulk electric power system.

Somerset Wind will enhance the regional reliability of the system by adding incremental energy, capacity and fuel diversity to the generation resources of the ISO-NE region. Further project impact will be studied as part of the interconnection studies by ISO-NE.

6.8 Projects that do not have I.3.9 approval from ISO-NE must include technical reports or system impact studies that approximate the ISO-NE interconnection process, including but not limited to clear documentation of study technical and cost assumptions, reasoning, and justification of such assumptions. All studies must assume the project will interconnect using the Capacity Capability Interconnection Standard, must use the current ISO-NE interconnection process (including network impact scenarios from multiple projects interconnecting), and must also detail any assumptions with respect to projects ahead of the proposed project in the ISO-NE interconnection queue and any assumptions as to changes to the transmission system that differ from the current ISO-NE Regional System Plan. Please include a scenario analysis that shows how changes in the project interconnection queue could impact interconnection costs.

The fluidity of the interconnection queue, as clearly illustrated by the large number of resources filing IRs just prior to this RFP submission deadline, including MCPC, provide that any assumptions including other interconnected resource is now outdated.

The Somerset project with QP621 provided ISO-NE all required technical data allowing ISO-NE, Central Maine Power and affected parties the ability to conduct interconnection studies and analysis. Due to recent changes in the queue, new technical information will need to be provided by all resources selected to participate under the Cluster Enabling Transmission Regional System Planning Study. The Somerset IR is being amended to match MCPC's new POI at Larrabee Road. Please see Section 6.6 for additional information.

NRG has included anticipated interconnection facility cost assumptions in this submission based on its work with ISO-NE and CMP to date.

6.9 To the extent that you provide an alternative interconnection scenario based on ISO-proposed interconnection process changes, you must also include studies using the proposed ISO-NE-proposed process. Any such studies must be accompanied with clear documentation of study technical and cost assumptions, reasoning, and justification of such assumptions.

The Project does not have an alternate point of interconnection.

6.10 Provide the electrical models of all energy resources supporting the proposed project in accordance with the filing requirements of the ISO-NE Tariff Schedule 22 and 23.

Electrical models attached:

Electrical models are included with this submission and saved to the bid CD-rom.

6.11 Provide a copy of an electrical one-line diagram showing the interconnection facilities and the relevant facilities of the transmission and/or distribution provider.

Electrical one-line diagram attached:

An Electrical one-line diagram is included as **Attachment 6.11**.

6.12 Specify and describe the current or new interconnection facilities (lines, transformers, switching equipment, system control protection, etc.) that bidder owns or is intending to construct or have constructed in order to deliver the proposed energy.

Somerset Wind will develop, engineer and construct a new 34.5/345 kV project substation, and approximately 9 miles of overhead 345 kV gen-tie line to the point of interconnection on the MCPC line in Johnson Mountain, ME. Somerset Wind, in concert with MCPC, will construct a 345 kV tap of the MCPC line. This proposal includes all costs associated with the new interconnection facilities necessary to deliver and interconnect energy to the ISO-NE system.

6.13 Incremental data requirements for Projects that include Transmission facilities:
IDV file(s) in PSSE v32 format modeling only the new/modified Transmission components of the project:

The Somerset Wind PSSE model has been provided electronically on the bid CD-rom.

If the Bidder does not use PSSE, provide in text format necessary modeling data as follows:
Understanding that the PSSE model will need to be updated to reflect the new arrangement with MCPC, we have provided additional details from MCPC below.

Line Data:

■ *Voltage:*

Voltage = 345 kV

■ *Thermal Ratings*

Normal/LTE/STE Rating = 2151.2 MVA / 2151.2 MVA / 2435.6 MVA

■ *Impedances (r, X and B)*

Positive Sequence:

| | |
|---|--------|
| R | 0.0030 |
| X | 0.0521 |
| B | 0.9214 |

Zero Sequence:

| | |
|---|--------|
| R | 0.0360 |
| X | 0.1385 |
| B | 0.6205 |

Supplied in PU on 100MVA Base, based on 109 mile line length below from Larrabee Road to Johnson Mountain

- *Line Length:*
(bus numbers and names)

Somerset will interconnect at Johnson Mountain 109 miles from Larrabee Road.

Transformer Data (including Phase shifting transformers if applicable):

- *Terminal Voltages*
- *Thermal Ratings*
- *Impedance*
- *From, to*

Reactive compensation models as necessary.

Other changes to the model that would occur due to a Project such as terminal changes for lines/transformer/generator leads/loads etc.

The Somerset Wind PSSE model has been provided electronically on the bid CD-rom as **Attachment 6.13**

6.14 Please detail with supporting information and studies (as available) that the energy contemplated in your proposal is able to be delivered to the Distribution Companies without material constraint or curtailment.

The Project will interconnect to the proposed Johnson Mountain Substation and deliver to Larrabee Road in Lewiston, Maine where the MCPC will tie into the existing ISO-NE administered 345 kV transmission grid.

6.15 Please provide sufficient information and documentation to demonstrate that the proposed point of delivery into ISO-NE, along with their proposed interconnection and transmission upgrades including any transmission upgrades beyond the point of interconnection, is sufficient to ensure full dispatch of the proposal's Clean Energy Generation profile.

The Project will interconnect to the proposed Johnson Mountain Substation and deliver to Larrabee Road, Maine where the MCPC will tie into the existing ISO-NE administered 345 kV transmission grid. The Project (and MCPC) will be evaluated as part of the Cluster Enabling Transmission Regional System Planning Study, which will determine the deliverability and dispatch capability of the Project.

7. Environmental Assessment, Permit Acquisition Plan and New Class I RPS Certification

7.1 Provide a list of all the permits, licenses, and environmental assessments and/or environmental impact statements required. If a bidder has secured any permit or has applied for a permit, please identify in the response.

- i. Provide a list of all Federal, state and local permits, licenses, and environmental assessments and/or environmental impact statements required to construct and operate the project.

NRG has hired Stantec, a proven environmental consulting company, to analyze environmental and permitting concerns relating to the CL Project. Please see their report, provided as **Attachment 7.1.i**, for further information regarding the information requested in Section 7.

List of Required Permits

| Permit | Agency | Trigger | Timeline | Application Review |
|--|---|---|--|--------------------|
| Federal | | | | |
| Determination of No Hazard (Will be presumed determination of hazard for turbines over 500 feet) | Federal Aviation Administration ("FAA") | Structures over 200 feet | Not yet filed. | 60-90 days |
| Section 401 Wetlands Permit | US Army Corp of Engineers ("USACE") | Permit required if project will result in wetland or stream impacts | Not yet filed. Note: Process of obtaining this permit includes section 7 consultation with US Fish and Wildlife Service | 1 year |
| State | | | | |

7. Environmental Assessment, Permit Acquisition Plan and New Class I RPS Certification

| Permit | Agency | Trigger | Timeline | Application Review |
|--|------------|--|---|---|
| Site Law/Natural Resources Protection Act ("NRPA")/401 Water Quality Cert./Construction General Permit | Maine DEP | Primary permit required for the Project. | Not yet filed. | 185 days if no public hearing held. 270 days if there is a public hearing. |
| Land Use Planning Commission ("LUPC") Certification | Maine LUPC | LUPC will certify through the MDEP process that the Project meets their land use standards | The certification is incorporated into the Site Law permitting decision and is not a separate approval; typically provided to MDEP in 90 days | N/A (it is incorporated into the Site Law permitting decision and is not a separate approval) |
| LUPC Met Tower Permit | Maine LUPC | Permit required under LUPC regulations and statute for construction of one (1) temporary met tower and one (1) SoDAR unit in Misery Gore Township | Amendment B to DP 4966; Issued 5/27/15 | N/A |
| LUPC Met Tower Permit | Maine LUPC | Permit required under LUPC regulations and statute for construction of one (1) temporary met tower and one (1) SoDAR unit in Chase Stream Township | Amendment A to DP 4966; Issued 5/27/15 | N/A |

| Permit | Agency | Trigger | Timeline | Application Review |
|---|------------|--|---|---|
| LUPC Met Tower Permit | Maine LUPC | Permit required under LUPC regulations and statute for construction of three (3) temporary met towers and three (3) SoDAR units in Misery Township | Amendment C to DP 4966; Issued 6/3/2015 | N/A |
| Land Use Planning Commission ("LUPC") Certification | Maine LUPC | LUPC will certify through the MDEP process that the Project meets their land use standards | The certification is incorporated into the Site Law permitting decision and is not a separate approval; typically provided to MDEP in 90 days | N/A (it is incorporated into the Site Law permitting decision and is not a separate approval) |

- ii. *Identify the governmental agencies that will issue or approve the required permits, licenses, and environmental assessments and/or environmental impact statements.*

Federal Permitting

FAA Determination of No Hazard

Preliminary airspace analysis indicates these Determinations should be granted within 60-90 days.

State Permitting

MDEP will authorize construction and operation activities under three statutory provisions:

- Site location of development, natural resource protection act
- A water quality certificate (if applicable)
- A construction general storm water permit

In making its determination under the statutory provisions above, MDEP will evaluate the Project based on the following key criteria:

Wetlands

The Project critical issue analysis indicated few wetland systems throughout the project area. For those that exist, initial wetland delineations have begun and it is likely that most impacts can be avoided through careful project design. All segments of the project area will be delineated for wetlands and vernal pools. The Project will be designed to avoid resources to the maximum extent possible and will utilize a network of pre-existing roads to reduce impacts. If resource impacts are unavoidable, an application to the U.S. Army Corps of Engineers will be submitted and mitigation for these impacts will be proposed.

Wildlife

All field surveys for wildlife will be completed per a work plan created in collaboration with U.S. Fish and Wildlife Service and Maine Department of Inland Fisheries and Wildlife. NRG has extensive experience with wildlife surveys and will tailor these studies based on highest risk species within the project area. Preliminary results from the Project critical issue analysis show several inland Wading Bird and Waterfowl Habitats located in the general vicinity of the project, but none within areas identified for potential turbine locations or likely access roads. No Deer Wintering Areas are located within the vicinity of the project.

Stormwater

The civil design and the design of stormwater infrastructure and protected buffers will be done such that the Project will meet the standards required for the issuance of a construction stormwater permit by MDEP.

Soils

All investigative soil work required to finalize the Project design and satisfy the MDEP standard will be completed as part of the environmental resource assessments for the Project.

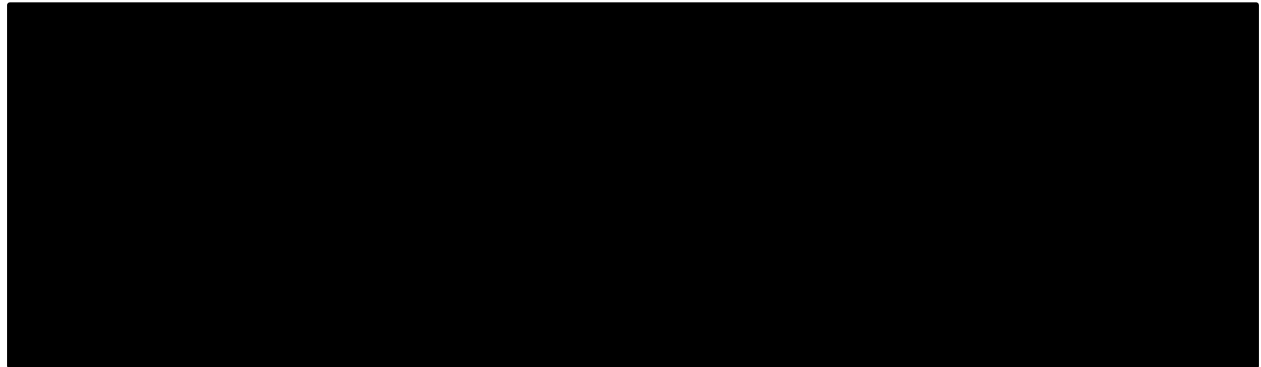
Local Permitting

A Utility Line Permit and a Road Opening Permit issued by the Maine Department of Transportation may be required; these permits are typically issued in 2 weeks. A Site Law Certification to ensure that setbacks to property lines and other resources are met will be required by the LUPC. Since the Project is proposed within the unorganized territories, the LUPC certificate serves as the zoning entity. This certification will be incorporated into the MDEP permitting process. All affected towns will be involved throughout development of the Project.

7.2 Provide the anticipated timeline for seeking and receiving the required permits, licenses, and environmental assessments and/or environmental impact statements. Include a project approval assessment which describes, in narrative form, each segment of the process, the required permit or approval, the status of the request or application and the basis for projection of success by the milestone date. All requirements should be included on the project schedule in Section 10.

This project will require state and federal approvals, as noted above, and are anticipated in the timelines indicated. For reference, the chart below reflects what we believe to be an aggressive, but achievable timeline for completing all necessary studies and filing/obtaining all permits. As

further discussed in Section 10, there is considerable float in this schedule, which still allows us to achieve COD alongside the completion of the MCPC line.



This project will require state and federal approvals, as noted above, and are anticipated in the timelines indicated. The primary permitting requirements will be through the Maine Department of Environmental Protection (DEP) for state permitting and the Maine office of the New England District of the Army Corps of Engineers (Corps).

The DEP provides coordinated permitting---one permit application---for siting, zoning and resource impacts associated with the project. Maine's Site Location of Development Act, Natural Resources Protection Act, Wind Energy Act and Stormwater Law, and associated regulations, are the vehicles DEP uses to evaluate impacts associated with a wind project. In addition, Maine's Land Use Planning Commission's (LUPC) zoning review, Water Quality Certification and NPDES Construction General Permits are all administered through the coordinated DEP permitting process.

With more than a dozen projects in operation, Maine has a well-developed process and standards for review and permitting wind projects. Consultations with agencies will occur prior to application filing, and DEP will solicit and coordinate review by other relevant agencies (e.g., historical preservation, wildlife). The extensive DEP review includes these key topics, among others:

- wetland impact;
- wildlife and habitat impact;
- sound, flicker and visual impact;
- decommissioning;
- stormwater design, buffer preservation and groundwater impacts; and
- tangible benefits the project bring to the community, and to Maine

For technical issues where the DEP does not have substantial in-house expertise, like sound and visual impact, the DEP will hire a third-party evaluator to review the work provided in the application and any public comment received on the project.

Sound, visual and wildlife impacts are the major issues common to wind development in Maine. Evaluation of sound impacts will include a careful survey of dwellings near the project to determine where there may be potential receptors. And initial desktop evaluation indicated the

area is sparsely populated. Visual analysis will include the preparation of simulations and a Visual Impact Assessment that evaluates the impact of the project on Maine's identified scenic resources. A desktop analysis indicates there are a number of designated scenic resources within 8 miles, Maine's regulatory limit for visual impact analysis for wind projects. Wildlife field studies have been completed, and indicate that wildlife use of the project area is like wildlife use in other project areas.

Extensive studies have already been completed for the project, including:

- soil survey (partial coverage);
- wetland delineation;
- baseline water quality survey;
- Rare, Threatened or Endangered species (northern bog lemming [*Synaptomys borealis*], northern spring salamander [*Gyrinophilus porphyriticus porphyriticus*], and roaring brook mayfly [*Epeorus frisoni*]) surveys;
- aerial bald eagle (*Haliaeetus leucocephalus*) nest surveys;
- eagle point count surveys (partial season);
- northern long-eared bat (*Myotis septentrionalis*) presence/absence acoustic survey;
- acoustic bat surveys – long-term monitoring;
- bat emergence surveys;
- breeding bird surveys;
- spring and fall migration (nocturnal radar) surveys; and
- spring and fall raptor migration surveys.

The path for timely and successful state permitting of this project will be early and often consultation with DEP and other key agencies to identify and resolve major issues prior to application submission.

At the federal level, Corps permitting under Section 404 of the Clean Water Act for impacts to jurisdictional wetland and waterways will be the primary regulatory vehicle. That process will work in tandem with Maine's review of the project, and will incorporate USFWS review under the Endangered Species Act, Migratory Bird Treaty Act and the Bald and Golden Eagle Protection Act; Section 106 historical evaluation; and tribal consultation. As with state permitting, early and often consultation with the Corps and USFWS is the method for achieving a timely and successful permit process.

7.3 Provide a preliminary environmental assessment of the site and project, including both construction and operation, as applicable. In addition, the bidder should identify environmental impacts associated with the proposed project, any potential impediments to development, and its plan to mitigate such impacts or impediments. The analysis should address each of the major environmental areas presented below, as applicable to the proposed project:

a. Impacts during site development

Both temporary and permanent impacts would be associated with the construction of the Somerset Wind Project. Expected impacts would include those associated with vegetation clearing, grading, filling, and blasting. These activities are detailed below.

Erosion Control: To protect maintain soil/site stability and to protect water quality, erosion control measures would be implemented in accordance with industry Best Management Practices (BMPs), and permit conditions. These measures would be installed prior to vegetation clearing and grubbing. These measures would include silt fence, hay bales, erosion control mix berms, stabilized construction entrances, or other appropriate measures. They would be installed adjacent to construction areas, at the toe of slopes, and in areas designated on design plans, or as otherwise required to limit construction related erosion. Erosion control measures would be monitored throughout the construction period by a Certified Professional in Erosion and Sediment Control (CPESC) or Maine Department of Environmental Protection (MDEP) certified contractor and/or environmental monitor, and maintained as needed.

Vegetation Clearing: The project would require clearing of vegetation at the start of construction. Trees would be removed mechanically and either chipped or exported off-site as forest product materials. Under some special circumstances, hand clearing of vegetation could be necessary to protect sensitive habitats such as riparian zones. Unless special conditions exist such as within riparian zone, stumps would be mechanically grubbed.

Grading/Filling: As needed, the site will be graded and filled to support the construction activities. To construct roadways, turbine pads, and other infrastructure, clean aggregate would be imported from nearby sources or on-site excavated/blasted material would be used. Grading would be limited to a maximum 2:1 slope where practical. Steeper slopes would be used in ledge cut or stable material, or to avoid impacts to sensitive resources. Finish-graded areas would be stabilized with permanent seeding and mulching or other accepted means immediately after final grading is complete.

Blasting: It is anticipated that blasting would be required in some locations to provide road grades that will accommodate oversized loads, allow for construction of the turbine foundations, and construction of electrical collector lines. Blasting and other areas of excavated cuts would provide material that can be used on-site for road, turbine pad, and turbine crane pad fill. Geotechnical investigations at each turbine site would be performed prior to construction to determine potential blasting needs.

Blasting operations would follow applicable state and federal regulations related to transportation and use of explosives. A Blasting Plan would be developed and reviewed by MDEP, and blasts would be monitored by a representative who has been properly trained in the setup and use of seismic monitoring equipment. Emphasis during blasting would be on the safe and efficient removal of the rock without impact surrounding structures. Blasts would be developed to create adequate relief that would minimize ground vibrations and provide the greatest protection possible to nearby structures. Blasting operations would be performed by a blaster who is fully licensed and insured for the transportation, use, and handling of explosives.

Restoration: A restoration plan would be developed during the design of the project. In general, this would include specifications for seeding and planting to stabilize exposed soils area of temporary disturbance. Seeding and planting specifications would be established based on site-specific conditions (e.g., in upland or wetland areas). Seeded and planted areas would be protected with mulch, netting, or other biodegradable matting to minimize desiccation of vegetation or potential erosion. These areas would be watered and fertilized, as needed. A qualified environmental scientist would conduct regular monitoring of restored areas to monitor the success of restoration. Corrective measures would be implemented if monitoring determines that the site restoration is not meeting the restoration objectives.

b. Transportation infrastructure

The Somerset Wind Project area includes an existing network of commercial logging roads. Development of the project would require construction of new private access roads, and improvement of existing logging roads that would be used for project access. The project access roads would be gravel and constructed to accommodate the expected construction equipment. Stormwater controls and drainage systems associated with the access roads would be detailed as part of a required stormwater management plan. Transportation of turbine and electrical collector line components to the project area would occur via interstate, state, and local roadways. Upgrades to existing public roadways are not expected to be necessary, and the applicant would repair damage to roadways or bridges resulting from delivery of project components or other aspects of project construction and operation.

c. Air quality impacts

Operation of the Somerset Wind Project would not negatively impact air quality. Wind energy generation facilities such as the Somerset Wind Project can in effect indirectly improve air quality by producing power without generating air pollution that is associated with the combustion of fossil fuels.

The construction phase of the project could cause temporary negative impacts to air quality. These temporary impacts could come from construction vehicle exhaust, dust from unpaved roads, and smoke if cleared debris is burnt. Because the project is located in a rural landscape, these effects would be minimal. In addition, these local effects would be limited in duration because construction activities would shift across the large project area. Nuisance dust would be the most likely form of air emission, and BMPs would be used to mitigate these effects. As needed, roads could be treated with calcium chloride, water, or other approved dust control agents. In addition, construction road entrances at public roads would have crushed stone pads to limit dust emissions and the mud tracking of mud onto roadways. Construction of some project components such as electrical collection lines would be unlikely to generate nuisance dust because duff, leaves, and organic matter on the ground surface will reduce dust generation.

There are no sources of emissions associated with the operation of the project that would require an air license. If cleared debris is burnt, a local burn permit would be acquired.

d. Access to water resources/water quality impacts

The Somerset Wind Project area consists primarily of commercial forestland with wetlands and watercourses of various sizes located across the landscape. Generally, turbines and most other project infrastructure would be sited away from surface water resources. However, linear project components such as access roads, crane paths, and electrical corridors may cross or be located within the vicinity of these resources.

Vegetation clearing and the construction of impervious surfaces could potentially increase surface water runoff and alter local drainage patterns. To protect water quality, a stormwater management plan would be developed, vegetated buffers would be established adjacent to surface water resources, and erosion and sedimentation control measures would be implemented. Stormwater modeling, including assessments of peak flows, would be completed, as needed, to determine appropriate stormwater management needs. To the extent practicable, stormwater runoff measures would function to maintain natural drainage patterns. Typical stormwater measures including culverts, ditch turnouts, or level spreaders would be installed to maintain hydrologic conditions. Vegetated buffers located between construction activities and water resources would serve to protect water quality by providing stormwater and phosphorous treatment, shading, and erosion control.

A water quality monitoring plan also would be developed, as appropriate, in consultation with the Maine Department of Inland Fisheries and Wildlife (MDIFW). This monitoring plan would document pre- and post-construction physical and biological conditions in potentially affected streams. In general, this would include monitoring water quality before, during, and for three years following construction of the project.

e. Ecological and natural resources impacts

Wetlands

The National Wetland Inventory (NWI) data and wetland delineations of the project area show that the landscape around the Somerset Wind Project area includes wetlands, watercourses, and lakes/ponds (Figure 4). The wetlands range from relatively small isolated basins to large complex systems. Wetlands occur primarily within topographic drainage located at the base of Misery Ridge, Little Chase Stream Mountain, and Cold Stream Mountain. Smaller wetlands occur in topographic depression along the tops of these ridgelines, and on benches along their side slopes. The dominant wetland types are wooded wetlands either freshwater forested, freshwater scrub-shrub, or some combination of these two types. Freshwater emergent wetlands and open water wetlands are much less common and are often associated with one of the wooded wetlands. Some of these wetlands such as those that include a watercourse or that include peatlands would be considered Wetlands of Special Significance (WOSS) by the MDEP and LUPC.

The landscape includes several watercourses such as Misery Stream, Chase Stream, and Churchill Stream, as well as other unnamed tributaries. The Maine Department of Inland Fisheries and Wildlife (MDIFW) has designated portions of Chase Stream and a few other stream segments as high value habitat for eastern brook trout (*Salvelinus fontinalis*). Also on the landscape are several lakes including Upper Misery Pond, Misery Pond, and Brassua Lake. These waterbodies also have been designated by MDIFW as high value habitat for eastern brook trout.

Permit review by regulatory agencies would require demonstration of avoidance and minimization efforts related to wetland and watercourse impacts. In addition, impacts to WOSS would require a more detailed permitting process, and would typically require compensatory mitigation.

Botanical Resources

According to publicly available information from the Maine Natural Areas (MNAP) program, are no rare plant occurrences or high value plant communities in the surrounding area.

A field survey specific to rare plants would need to be conducted within the proposed project footprint. To the extent practicable, these surveys would be conducted at a time during the year when rare plants that would be expected to be in the area would be most readily visible/identifiable. This survey also would target high value communities. If rare, threatened, or endangered species or high value plant communities were documented within the project area, consultation with the MNAP would allow the evaluation of appropriate measures to avoid and minimize impacts both during construction and project operation.

Invasive Species

The presence of invasive species would be documented during field surveys. An Invasive Species Management Plan then would be prepared to monitoring the presence of invasive species after construction, and to establish appropriate control measures to be implemented for invasive species occurrences.

Eagles and Raptors

Surveys to assess raptor migration and eagle use of the project area would include ground and aerial surveys. An aerial nest survey was conducted in 2015 identified one occupied and one unoccupied bald eagle (*Haliaeetus leucocephalus*) nests within approximately 10 miles of the Somerset Wind Project. An occupied nest was defined by the presence of a pair of adult bald eagles at or near a nest during the normal incubation time. A third bald eagle nest that had been previously identified in 2012 was not located during the 2015 aerial survey. No golden eagle (*Aquila chrysaetos*) nests were identified.

Bald eagles and raptors have been common documented near proposed and operational wind projects in Maine, with more than 4,000 recorded during preconstruction eagle and raptor surveys at 13 sites. However, a 2014 analysis of 14 wind projects in Maine, New Hampshire, and Vermont found only four raptor mortalities in nearly 13,000 post construction mortality

surveys over the course of 20 fatality studies (Stantec 2014)³. There have been no bald eagle mortalities documented at operational wind project in Maine.

Construction Phase: Potential impacts to eagles and raptors are expected to be negligible during construction activities. No construction activities would be located near known or historic bald eagle nests. Clearing of vegetation may could impact nesting locations or foraging habitat for other raptors.

Operational Phase: Desktop assessments indicate that foraging opportunities for bald eagles near likely turbine locations are limited. In addition, there have been no documented bald eagle fatalities and very few raptor fatalities at operational wind power facilities in New England. Therefore, the risk of collision and/or displacement of eagles and other raptors is expected to be low.

Other Migratory Birds and Bats

Surveys to characterize and assess migratory bird and bat activity have been conducted in the project area, including bat acoustic studies, nocturnal radar surveys, and breeding bird surveys. Typical for Maine, the forested project area contains potential summer roost and foraging habitat for bat species. The northern long eared bat (*Myotis septentrionalis*) is federally listed as threatened, and is state-listed as endangered. Maine also lists the little brown bat (*Myotis lucifugus*) as endangered, and the eastern small-footed bat (*Myotis leibii*) as threatened. Coordination with the MDIFW as well as the U.S. Fish and Wildlife Services (USFWS) would occur throughout the project development phase to address potential concerns related to migratory birds and bats.

Construction Phase: Direct and indirect impacts to birds could occur during construction. Direct impacts, including mortality, could occur during clearing of vegetation. Indirect impacts could include displacement due to habitat alterations, or the presence of construction personnel and equipment. For some species, displacement would likely be temporary for the period of construction or until habitat regenerates. To the extent possible, vegetation clearing would be minimized during the spring and early summer breeding bird season.

Potential impacts to bats would be similar to those described for birds. It is expected that tree clearing would be avoided during June and July to protect potential occurrences of breeding state- and federally listed bat species such as the northern long-eared bat.

Operational Phase: Operation of the project could result in incidental mortality of birds and bats due to collisions with turbine blades or other infrastructure. Post-construction mortality survey data from nine operational wind projects in Maine have produced mortality estimates of

³ Stantec. 2014. *Raptor Use and Fatality and New England Wind Projects*, Poster presentation, National Wind Coordinating Committee.

0.54-6.95 birds/MW/year, and estimates of 0.12-2.95 bats/MW/year (Stantec, 2017)⁴. There are no data to suggest that this project would have mortality rates beyond those ranges. An appropriate curtailment regime would be developed in consultation with MDIFW and USFWS, and implemented during operation. The intent of the operational curtailment is to minimize potential impacts to bats and other avian species. Post-construction monitoring would be completed to assess potential mortality to bird and bat species. Additional operational adjustments would be implemented if the project is determined to have an unreasonably adverse effect on bird and bat species.

Other Wildlife Species of Concern

The Canada lynx (*Lynx canadensis*) is federally listed as threatened. The Somerset Wind Project is located within the mapped critical habitat for this species. Previous field surveys conducted by Stantec documented Canada lynx near the project and the MDIFW also had reported numerous Canada lynx observations in the Moosehead Lake Region. Given previous documented occurrences of this species and the presence of suitable habitat, it should be assumed that the project area likely supports home ranges of a resident lynx population including feeding areas, denning sites, and travel corridors.

The northern bog lemming (*Synaptomys borealis*) is state-listed as endangered. Field surveys conducted within the Somerset Wind Project area in 2015 documented the potential presence of northern bog lemming in two wetlands; one located on Misery Ridge and one located on Cold Stream Mountain. Surveys were also conducted for Roaring Brook mayfly (*Epeorus frisoni*), which also is state-listed as endangered, but none were documented.

Great blue heron (*Ardea herodias*) is a species of special concern in Maine. Aerial nest surveys conducted in 2015 searched for a previously mapped heron rockery to the east of the project, but no current or historic nests were located and no great blue heron were observed. Two other species listed as special concern in Maine have been documented in the vicinity of the Somerset Wind Project. According to publicly available data maintained by MDIFW, there are several documented occurrences of rusty blackbird (*Euphagus carolinus*) from wetlands in the area surrounding the project. In addition, field surveys conducted within the Somerset Wind Project area in 2015 identified northern spring salamanders (*Gyrinophilus porphyriticus*) in four streams located east of Cold Stream Mountain.

No other federally or state-listed rare, threatened, or endangered species within the vicinity of the Somerset Wind Project based on reviews of publicly available information. The *Maine Department of Inland Fisheries and Wildlife Curtailment Policy and Wind Power Preconstruction Study Recommendations, Updated 2014*⁵, (MDIFW WPPSR), also outlines other species of concern and proposed survey standards. These surveys include surveys for: breeding birds,

⁴ Peterson T. 2017. Comparison of Pre-construction Bird/Bat Activity and Post Construction Mortality at Commercial Wind Projects in Maine, March 2017.

⁵ Maine Department of Inland Fisheries and Wildlife. 2014. Curtailment Policy and Wind Power Preconstruction Study Recommendations.

bicknell's thrush (*Catharus bicknelli*), roaring brook mayfly, spring salamander, northern bog lemming. For species not previously documented in the area, appropriately timed field survey would be need to evaluate for the potential presence these species or their habitats. Coordination with MDIFW and the USFWS would be employed to evaluate appropriate measures to avoid and minimize impacts to identified rare, threatened and endangered species both during construction and project operation.

Fisheries

The project area includes only a few stream segments mapped by MDIFW as valuable brook trout habitat. Potential impacts, if any, to these streams are expected to be minor and associated with crossing activities required for construction of access roads and electrical corridors.

Potential perennial stream crossings by access roads will be bridged or culverted with a span or opening appropriately sized to allow for 25-year frequency flows or greater (typically 1.2 times the bankfull width of the stream). The crossing would be maintained with native stream substrate by using an open-bottomed culvert or partial burial of the culvert pipe. This approach would maintain fish passage. In water work would typically be restricted during the sensitive fish spawning periods between October 2 and July 14.

Vegetated buffers would be maintained between streams and construction activities to protect in-stream habitats. In general, the buffers would range from 25 to 100 feet in width along each stream bank, and only certain activities will be allowed within these buffers. Typical management within 25 feet of a stream would designate that only tree greater than eight feet tall would be cut and the remaining vegetation would be left in place. There would be no mowing, flailing, or herbicide applications allowed within the stream buffers. Placement of electrical poles would not be allowed within the stream buffer if there is a practicable alternative.

f. Land use impacts

The area is privately owned and the land is primarily used for commercial timber production. With construction of the project, commercial forestry activities will continue on the land surrounding the project. Construction of new access roads and improvements to existing logging roads also could improve timber harvesting opportunities. Commercial timber companies have traditionally allowed public access for recreational activities such as hunting and snowmobiling. For safety and security reasons, public access would be restricted within the Somerset Wind Project area when construction is ongoing. Upon completion of construction, continued public access for recreation would likely continue as allowed by the landowners. Outreach to local recreational organizations such as snowmobile and ATV clubs would provide information about how the area is currently used and how the project could affect future use.

g. Cultural resources

Within 8 miles of the Somerset Wind Project, Maine's limit for scenic impact evaluation for wind projects, there are fourteen designated scenic resources of state or national significance:

- Ten scenic great ponds
- Four scenic river segments

Potential impacts to cultural resources would primarily involve visual impacts to off-site resources (Figure 5). A Visual Impact Assessment (VIA) would be completed to further evaluate potential visual impacts to cultural resources. Due diligence studies related to cultural resources would be completed prior to construction. These studies would be done to further identify and evaluate potential cultural resources within the project area and would include a historic architecture survey, a pre-contact archaeological survey, and a Euro-American archaeological survey. Requests for information related to cultural resources also would be sent to local Native American tribes/bands. In addition, consultation with the State Historic Preservation Office would be completed to determine the potential impact of the project on nationally listed historic resources, and historic resources of state importance.

h. Previous site use (e.g., greenfield, brownfield, industrial, etc.)

The Somerset Wind Project is a greenfield site with past land use consisting primarily of commercial forestry with a network of roads associated with timber harvesting activities.

i. Noise level impacts

The Somerset Wind Project is located in a relatively rural and undeveloped area. The project itself would be located on land that has primarily been used for commercial forestry operations. The surrounding landscape is lightly populated with few structures (buildings with roofs and an associated road or driveway) identifiable from aerial photographs (Figure 3). The nearest structures are clustered along the southeastern shore of Little Brassua Lake and along the south shore of Indian Pond.

Sound (noise) associated with the construction phase of the project would include equipment operation and potentially blasting. The construction phase would occur during normal daylight working hours so project generated sound would be confined to these hours. Sound generated during the operation of the project would primarily be from turbines, and less commonly from other equipment used for operation and maintenance. The operational phase would involve both daytime and nighttime sound generation.

Wind energy developments in Maine must meet sound standards and decibel levels at protected locations, and at the project limits. A sound level assessment using predictive modelling would be completed to determine if the anticipated sound levels exceed statutory requirements during daylight and evening hours. If needed, sound level mitigation would be implemented for unavoidable sound impacts from the project. It is not expected that the Somerset Wind Project would result in undue adverse impacts due to sound generation.

j. Aesthetic/visual impacts

Maine regulates scenic impact from wind projects, including those located in proximity to the Somerset Wind Project. Potential scenic impacts would be evaluated through a VIA. The VIA

would evaluate both designated scenic resources, and other scenic resources on public land or visited by the public. The VIA would include visual and computer-based analyses, site inventory, photographic review, and visual simulations to evaluate potential impacts.

Of the fourteen scenic resources identified, four are within three miles of turbines, and ten are between three and eight miles of turbines. A visual analysis, including visual simulations, will be prepared to determine if these resources have views of the project area.

k. Transmission infrastructure impacts

The proposed electrical collector line would extend from the turbine area to an interconnection point at an existing transmission line to the southeast of the Somerset Wind Project turbines. The collector line would cross through a predominantly forested landscape that includes wetlands confined primarily within both linear and isolated topographic basins. The landscape also includes watercourses that range from small tributaries to larger perennial streams.

Construction of the collector line would require clearing of woody vegetation and project operation would require continued vegetation maintenance within an approximately 150-foot wide corridor. The collector line would be maintained as an herbaceous and shrub-dominated community with trees and shrubs removed before they reach heights of 10 feet or more. Based upon NWI data, the collector line would likely cross wetlands and watercourses. Permanent filling of wetlands or alterations of the natural watercourse channels is not anticipated for construction of the collector line. However, if the collector line crosses forested wetlands these communities would be permanently converted forested cover to an emergent or scrub-shrub communities. It also may be necessary to cross wetlands during construction, which would involve temporary fill in the form construction mats.

Industry-applicable BMPs would be implemented to minimize potential adverse impacts to sensitive natural resources. These BMPs would include the establishment of buffers restricting or prohibiting certain construction and maintenance activities in proximity to sensitive resources such as streams and certain wildlife habitats. For example, the operation of mechanized equipment for clearing activities could be restricted within certain buffers or the application of herbicide could be prohibited within specific buffers. The MDEP or Corps could require compensatory mitigation for unavoidable impacts to natural resources such as wetlands, streams, and certain wildlife habitats. The amount and type of required compensatory mitigation would be established through negotiations between the applicant and the regulatory agencies.

l. Fuel supply access, where applicable

Fuel supply access would not be applicable to the Somerset Wind Project.

7.4 Provide documentation identifying the level of public support for the project including letters from public officials, newspaper articles, etc. Include information on specific localized support and/or opposition to the project of which the bidder is aware. Provide copies of any agreements with communities and other constituencies impacted by the project, and a plan for community outreach activities, and discuss the status of that plan.

In general, community outreach and support is an integral element of NRG's development strategy and operational plans. As long-term owner-operators of the projects we develop, we understand the value of positive community relations and support. In addition, we are proud that our projects often become a symbol of local renewable energy leadership, and strive to help communities promote the projects for educational purposes and as examples of environmental stewardship. The Maine Renewable Energy Association has provided a letter of support for this project, provided as **Attachment 7.4**.

NRG Corporate Citizenship

In addition to Community Benefits Agreements, NRG's traditional approach to community support for all operating projects includes:

- Dedication to communities In 2015 NRG donated \$6.8 million to over 250 organizations, including educational, and our employees volunteered over 20,000 hours. As further evidence of our commitment to our communities, NRG recently received honors for the Company's activism from the Civic 50 for the second year in a row.
- Educational sponsorships & special programs NRG has worked extensively with educational and academic facilities to provide research support, scholarships and sponsorships. Among our academic initiatives, NRG sponsored the MIT Enterprise Forum and the "Advances in Energy Storage, Batteries and Metal Extraction," with MIT Professor Donald Sadoway.
- Commitment to a sustainable energy future. NRG's goal is to reduce carbon emissions 50% by 2030 and 90% by 2050 (using 2014 as a baseline). NRG was named one of the Top 100 Companies in the NASDAQ OMX CRF Global Sustainability Index. More information about our sustainability goals can be found in our 2016 Sustainability Report.

<http://www.nrg.com/sustainability/reporting/sustainability-snapshot/>

Other Community Benefits

The Project provides a new source of long-term income and direct economic benefit to the local landowners participating in the Project through land leases, fee acquisitions, and easements. Additional income from the Project to the landowners will also be a stable source of "multiplier" spending in the region. The Project allows landowners to capture economic benefits without disruption to existing land uses and income from the project will supplement, not displace, what landowners typically earn from logging and other traditional uses of their property. Amid uncertain economic and market conditions, Somerset Wind will provide a stable, diversified income stream for landowners.

In addition Maine law requires that wind energy projects offer a minimum of \$4,000 per turbine per year in community benefits to Maine communities hosting wind projects. NRG projects have typically executed Community Benefits Agreements that greatly exceed the statutory requirement and have included annual payments to host communities to be used at the Town's discretion for public purposes such as lowering tax rates or investment in municipal assets or services; land conservation; outdoor education and recreation; and lowering electric rates or energy costs.

7.5 For bids that include New Class I Renewable Portfolio Standard Eligible Resources, provide documentation demonstrating that the project was or will be qualified as such. If the facility is already in operation, please indicate when the facility received such qualification.

Somerset will be eligible for Class I renewable energy source qualification under current Massachusetts law as a new-build wind power facility.

7.6 All bidders must include sufficient information and documentation that demonstrates that the bidder will utilize an appropriate tracking system to ensure a unit-specific accounting of the delivery of Clean Energy Generation, to enable the Department of Environmental Protection, in consultation with DOER, to accurately measure progress in achieving the commonwealth's goals under chapter 298 of the acts of 2008 or Chapter 21N of the General Laws. The RECs and environmental attributes associated with Clean Energy Generation must be delivered into the Distribution Companies' NEPOOL GIS accounts.

NRG is an active participant in the NEPOOL energy market, through both its thermal and renewable fleet, and an active participant in the REC market through its solar business in Massachusetts. All of the infrastructure and expertise to navigate these processes exists today at NRG. The project will be metered using approved equipment, and RECs will be transferred to the contracting Distribution Company's GIS account as required.

7.7 Identify any existing, preliminary or pending claims or litigation, or matters before any federal agency or any state legislature or regulatory agency that might affect the feasibility of the project or the ability to obtain or retain the required permits for the project.

To our knowledge, there are no existing, preliminary, or pending claims or litigation, or matters before any federal agency, state legislature or regulatory agency that might affect the feasibility of the Project or the ability to obtain or retain the required permits.

8. Engineering and Technology; Commercial Access to Equipment

8.1 Provide a reasonable but preliminary engineering plan which includes the following information:

- i. Type of generation and transmission technology, if applicable
- ii. Major equipment to be used
- iii. Manufacturer of the equipment
- iv. Status of acquisition of the equipment
- v. Whether the bidder has a contract for the equipment. If not, describe the bidder's plan for securing equipment and the status of any pertinent commercial arrangements
- vi. Equipment vendors selected/considered
- vii. History of equipment operations
- viii. If the equipment manufacturer has not yet been selected, identify in the equipment procurement strategy the factors under consideration for selecting the preferred equipment

Somerset Project - Preliminary Engineering Plan Summary

| Item | Status |
|--|---|
| i. Type of Generation Technology | Vestas v136, 3.6 MW wind turbine in combination with overhead alternating current 345kV transmission |
| ii. Major Equipment to be Used | Wind turbines; Balance of Plant electrical equipment including: turbine transformers, main transformer ("MPT"), transmission lines and substation |
| iii. Manufacturer of the Equipment | Turbines and transformers: Vestas |
| iv. Status of Acquisition of the Equipment | In discussions with Vestas regarding supplying wind turbines for the Project, letter of intent and turbine specific information is provided in Attachment 5.2.i. |
| v. Contract for the Equipment | None of the equipment for Somerset Wind is currently under contract. Financing turbine and major equipment will be subject to the successful execution of a PPA, as well as final engineering and project design. All |

| | |
|--------------------------------------|--|
| | major equipment will be procured upon successful negotiation of project-specific terms and conditions. Suppliers' ability to meet critical path schedule, technical requirements to optimize project performance and price parameters will ultimately determine final selections. Contract will be executed pending successful term sheet negotiations and establishment of a final delivery date. |
| vi. Equipment Vendor | A letter of intent and turbine specific information is provided in Attachment 5.2.i . |
| vii. History of Equipment Operations | See equipment vendor under "Manufacturer of the Equipment." |
| viii. Equipment Procurement Strategy | The v136 is the evolution of the popular and proven v112 turbine model, adding a larger rotor diameter to increase production. |

8.2 If the bidder has not yet selected the major equipment for a project, please provide a list of the key equipment suppliers under consideration.

Along with the currently contemplated wind turbine supplier, NRG has established good working relationships with engineers, suppliers, and reputable contractors for electrical equipment (i.e. substation, interconnection, transmission and balance of plant contractors). Turbine transportation and commissioning are typically outsourced to wind turbine suppliers and the remaining construction is contracted through Engineering, Procurement, and Construction ("EPC") contractors who provide all of the necessary management, supervision, labor, materials, tools, engineering, mobilization, testing, and demobilization required to complete construction of the Project.

Included in **Attachment 5.2.i** is an EPC proposal from Reed & Reed.

8.3 Please identify the same or similar equipment by the same manufacturer that are presently in commercial operation including the number installed, installed capacity and estimated generation for the past three years.

The Vestas 4 MW platform proposed for Somerset is designed for a broad range of wind and site conditions enabling delivering industry-leading reliability, serviceability and exceptional energy capture.

The 4 MW platform was introduced in 2010 with the launch of the V112-3.0 MW[®]. Since then over 13 GW of the 4 MW Platform has been installed all over the world making it one of the most popular and reliable platforms in the Vestas fleet. Vestas claims that this platform is "the most tested turbine ever." The turbine incorporates thoroughly examined and proven technologies including pitch, yaw and control systems, and drive-train concepts. The turbine

also incorporates a number of innovations, including a cooling-system to maximize electricity generation and a power system featuring a full-scale converter. The power system achieves high energy efficiency, offers better grid support and reduces drive-train loads. Rotor diameters range from 105 to 150 meters and the rated output power is up to 4.2 MW. Using well proven technologies like a full-scale converter, the 4 MW platform meets even the most challenging grid requirements providing excellent energy yield in all wind and weather conditions.

Large Diameter Steel Towers (LDST) are also available to optimize annual energy production on low wind sites.

Technical specifications and a proposal for the supply of the Vestas v136 has been provided in **Appendix 5.2.i**.

NRG has extensive commercial and technical expertise with Vestas wind turbine technology. NRG currently operates over 300 Vestas turbines totaling more than 900 MW.

8.4 For less mature technologies, provide evidence (including identifying specific applications) that the technology to be employed for energy production is ready for transfer to the design and construction phases. Also, address how the status of the technology is being considered in the financial plan for the project.

The technology, make, and model are commercially mature, see Section 8.3.

8.5 Please indicate if the bidder has a full and complete list of equipment needed for all physical aspects of the bid, including generation facilities, transmission lead lines, transmission proposals, and mandatory and voluntary transmission system upgrades. If not, identify the areas of uncertainty and when the full and complete list of equipment will be identified.

Please see "Contract for the equipment" in the Preliminary Engineer Plan Summary table.

A proposal from Vestas is provided as **Appendix 5.2.i**.

8.6 Please indicate if the bidder has secured its equipment for all physical aspects of the bid, including generation facilities, transmission lead lines, transmission proposals, and mandatory and voluntary transmission system upgrades. If not, identify the long-lead equipment and describe the timing for securing this equipment.

See response in Section 8.1.

9. Operation and Maintenance

9.1 Provide an O&M plan for the project that demonstrates the long term operational viability of the proposed project.

NRG maintains a high level of availability with a platform that includes end-to-end oversight of development, engineering and construction, and a proactive approach to operations and maintenance. NRG's in-house operations capabilities include real-time wind resource monitoring and analysis, on-site O&M personnel, and regional Commercial Asset Management staff.

Once COD has been achieved, NRG's O&M team will be prepared to manage all operational and commercial matters related to the site. NRG will provide the following resources at or for the Somerset Wind facility to ensure safety and complete readiness by COD:

- Permanent staff recruiting;
- Staff training and safety;
- Policy and procedure guidance and manuals;
- Operations and engineering readiness;
- Maintenance services readiness; and
- Install Supervisory Control and Data Acquisition ("SCADA") and asset management systems.

For more information on NRG's Renewable Operations and Maintenance (RENOM) platform, please reference **Attachment 9.1**.

Staffing

The Project site is expected to be initially staffed by an NRG team and also a warranty and maintenance services team staffed by the turbine manufacturer. NRG expects to contract with the turbine manufacturer to take primary responsibility for the maintenance of the wind turbines for up to ten years. We currently plan that the turbine manufacturer will also provide maintenance services for Somerset Wind. The turbine manufacturer will operate and maintain the wind turbine generators in accordance with an operating agreement that runs concurrently with the turbine warranty. The agreement will include a guarantee of a turbine's availability to generate electricity a specified percentage of the time. With this type of relationship, NRG and the turbine manufacturer work together to attain common objectives, sharing risks and rewards, and working in partnership in order to benefit from the same common objectives of obtaining the highest level of equipment availability.

While the turbine manufacturer is on-site operating and maintaining the turbines, the NRG O&M team will oversee the Project and has the responsibility for maintaining the balance of plant, which includes all elements of the facility from the low side of the turbine transformer to interconnection with the grid. This also includes maintenance of roads, vegetation management, and safety coordination. In addition, the Somerset Wind site manager is responsible for overall management and operation of the wind farm, including the following:

- Management of turbine manufacturer staff, site contractors, and third party vendors;
- Preventive and corrective maintenance on all equipment to maximize turbine availability;
- Compliance with applicable requirements of FERC, NERC/NPCC, ISO-NE, and state regulators;
- Relationships with the land owners and current land users;
- Environmental compliance and permit obligations;
- Insurance and warranty policies; and
- Business intelligence software/analysis to maximize turbine performance.

NRG's maintenance plans incorporate manufacturer's recommendations and include both scheduled and unscheduled maintenance options. Major maintenance activities are generally scheduled per the turbine manufacturer equipment manuals. To minimize downtime, maintenance activities are coordinated with both the turbine manufacturer and local utility. NRG has extensive experience with a diverse range of wind turbine vendors and stipulates the highest quality maintenance services and safety standards performed by their trained technicians.

Somerset Wind is expected to require a total of 4-6 full-time operations staff. We assume that the turbine manufacturer will generally provide employee-to-turbine staffing for turbine maintenance of roughly 1:10, meaning 2-3 wind technicians, plus an additional 2-3 full-time NRG employees. The NRG positions include site supervisor, manager, and administrative roles.

In addition to our on-site staff, NRG provides remote monitoring and trouble shooting from a state-of-the-art operations center with trained and experienced NERC-certified operators. From the operations center, NRG evaluates project performance via the SCADA system and has the ability to provide remote resets, technician dispatch notification, off-hours curtailment response, reporting, and warranty notice documentation. The turbine manufacturer may also employ tools such as condition based monitoring, which utilizes software and sensors to provide early detection and correction of potential failures in major components.

Inspections and Reporting

NRG prepares an annual operating plan that in turn uses various equipment manuals as guidelines for minor and major maintenance activities. These plans are closely coordinated with the turbine manufacturers or other outside contractors as necessary. The annual operating plan also addresses compliance with environmental and other specialized maintenance requirements, such as transmission line right-of-way vegetation maintenance.

As part of the maintenance plan, NRG monitors operational equipment through visual inspections, equipment specification performance testing, and equipment performance data mining. NRG utilizes several subject matter experts for monitoring and testing specific

equipment such as wind resource specialists, electrical engineers, and safety compliance specialists; however, a large portion of the monitoring is done by on-site staff and NRG's operations center. Equipment testing and performance analysis includes, but is not limited to the following tasks:

- Power Curve testing of turbine generators;
- Visual inspections of the turbine blades;
- Visual inspections of the site substation(s) and transformer(s);
- Visual inspections of relays, control wire, breakers, communication equipment, batteries, HMI devices, computer and communication security, and SCADA systems;
- Visual inspections of turbine foundations;
- Visual inspections of critical equipment sensors, such as vibration, heat, voltage, and fault indicators;
- Performing oil sampling of critical transformers to test equipment status; and
- Establishing baseline thresholds to monitor test results.

Careful documentation of testing results allows NRG to adjust scheduled maintenance protocol and optimize performance of the site.

9.2 Describe in detail the proposed O&M funding mechanism and funding levels to support planned and unplanned O&M requirements.

O&M activities will be funded from operating revenues, consistent with NRG's approach and track record at other operational projects. NRG may choose to fund a reserve against large scale equipment failures once the warranty period has expired. Such a reserve may be funded over time out of operating revenues and may be set up to match the deductible levels on our insurance coverage. Actual funding levels for the Project have not been finalized.

9.3 Describe the terms (or expected terms) of the warranties and/or guarantees on major equipment that the bidder is utilizing or proposing to utilize.

Based on recently executed turbine supply agreements, NRG expects that warranty and maintenance contracts up to ten years in duration are feasible. However, NRG will not have fully executed warranty provisions for the Project until the major equipment negotiations and purchases are complete. The following are indicative turbine manufacturer warranty terms:

- Up to ten year defects warranty
- Up to ten year Availability warranty (based on lost production, not lost time)
- Power curve warranty
- Sound power level warranty

9.4 Describe the status of the project sponsor in securing any O&M agreements or contracts. Include a discussion of the sponsor's plan for securing a medium-term or long-term O&M contract, including the expected provider of O&M services.

The O&M services agreement with the turbine manufacturer will be negotiated as part of turbine procurement. In general, NRG will align the O&M services agreement with the turbine manufacturer for a term that, at a minimum, matches the turbine manufacturer's warranty. These services will be for turbine maintenance only. NRG will self-perform all other O&M services through its RENOM platform.

9.5 Provide examples of the bidder's experience with O&M services for other similar projects

NRG's Renewables group develops, constructs, finances, owns and operates solar and wind assets, both onsite and utility-scale. We currently own and operate a portfolio of nearly 4,500 MW of renewable energy assets including 35 wind farms, 16 utility-scale solar facilities, and a large number of distributed solar facilities. In-construction and development-stage projects exceed 850 MW across the C&I, community solar, and utility renewables markets. Total MW installed include over 1,500 MW of solar and nearly 3,000 MW of wind. On the following page is a list of operating wind projects under NRG ownership:

Wind Projects

| Project | State | Complete | % Ownership | Generation Owned (MW) | Total System Size (MW) |
|------------------------|-------|----------|-------------|-----------------------|------------------------|
| Alta | CA | Dec-10 | 100% | 947 | 947 |
| Bingham Lake | MN | Jun-06 | 99% | 15 | 15 |
| Broken Bow I | NE | Dec-12 | 16% | 13 | 80 |
| Buffalo Bear | OK | Nov-08 | 100% | 19 | 19 |
| Cedro Hill | TX | Nov-10 | 31% | 47 | 150 |
| Community Wind North | MN | May-11 | 99% | 30 | 30 |
| Crofton Bluffs | NE | Nov-12 | 20% | 8 | 42 |
| Crosswinds | IA | Jun-07 | 99% | 21 | 21 |
| Eastridge | MN | Apr-06 | 99% | 10 | 10 |
| Elbow Creek | TX | Dec-08 | 100% | 122 | 122 |
| Elkhorn Ridge | NE | Mar-09 | 67% | 54 | 80 |
| Forward | PA | Apr-08 | 100% | 29 | 29 |
| Goat Mountain I | TX | Apr-08 | 100% | 80 | 80 |
| Goat Mountain II | TX | Jun-09 | 100% | 70 | 70 |
| Hardin | IA | May-07 | 99% | 15 | 15 |
| High Lonesome | NM | Jul-09 | 100% | 100 | 100 |
| Jeffers | MN | Oct-08 | 100% | 50 | 50 |
| Langford | TX | Dec-09 | 100% | 150 | 150 |
| Laredo Ridge | NE | Feb-11 | 100% | 80 | 80 |
| Lookout | PA | Oct-08 | 100% | 38 | 38 |
| Mountain Wind I | WY | Jul-08 | 31% | 19 | 61 |
| Mountain Wind II | WY | Sep-08 | 31% | 25 | 80 |
| Odin | MN | May-08 | 100% | 20 | 20 |
| Pinnacle | WV | Dec-12 | 100% | 55 | 55 |
| San Juan Mesa | NM | Dec-05 | 75% | 90 | 120 |
| Sherbino | TX | Oct-08 | 50% | 75 | 150 |
| Sleeping Bear | OK | Oct-07 | 100% | 95 | 95 |
| South Trent | TX | Jan-09 | 100% | 101 | 101 |
| Spanish Fork | UT | Jul-08 | 100% | 19 | 19 |
| Spring Canyon II & III | CO | Oct-14 | 90% | 54 | 60 |

9. Operation and Maintenance

| Project | State | Complete | % Ownership | Generation Owned (MW) | Total System Size (MW) |
|-----------|-------|--------------|-------------|-----------------------|------------------------|
| Taloga | OK | Jul-11 | 100% | 130 | 130 |
| Westridge | MN | Jun-05 | 97% | 17 | 17 |
| Wildorado | TX | Apr-07 | 100% | 161 | 161 |
| | | TOTAL | | 2,759 | 3,196 |

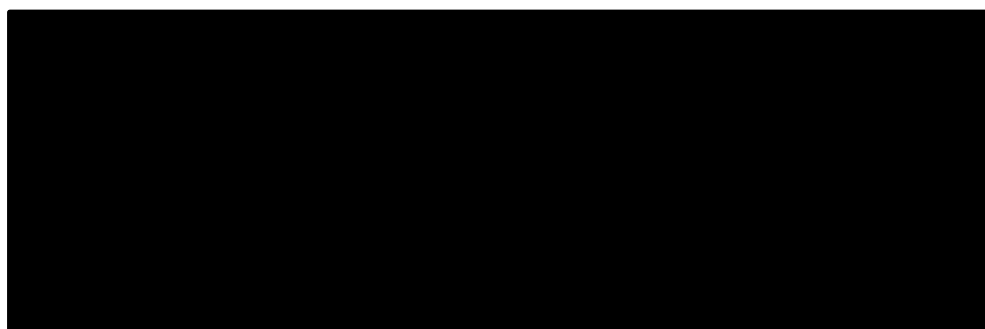
10. Project Schedule

10.1 Identify the elements on the critical path. The schedule should include, at a minimum, preliminary engineering, financing, acquisition of real property rights, Federal, state and/or local permits, licenses, environmental assessments and/or environmental impact statements (including anticipated permit submittal and approval dates), completion of interconnection studies and approvals, procurement, facility contracts, start of construction, construction schedule, fuel supply, and any other requirements that could influence the project schedule and the commercial operation date.

The critical path item for Somerset Wind will be the timing of interconnection availability via Maine Clean Power Connect. As such, we have presented two schedules below for your consideration. We have provided a schedule showing the fastest possible path to completion, as well as a schedule that is both more conservative, and still completes construction ahead of transmission availability. This non-transmission-constrained approach has value for multiple reasons. First, understanding that the MCPC project is still in its middle-stages of development, we believe there are upside scenarios for advancing the completion date of that project. Second, as detailed in previous sections, there are likely to be financial/strategic advantages to completing the project in 2020 with respect to full PTC qualification. The final build schedule will likely occur somewhere between the constraints of the two schedules presented below.

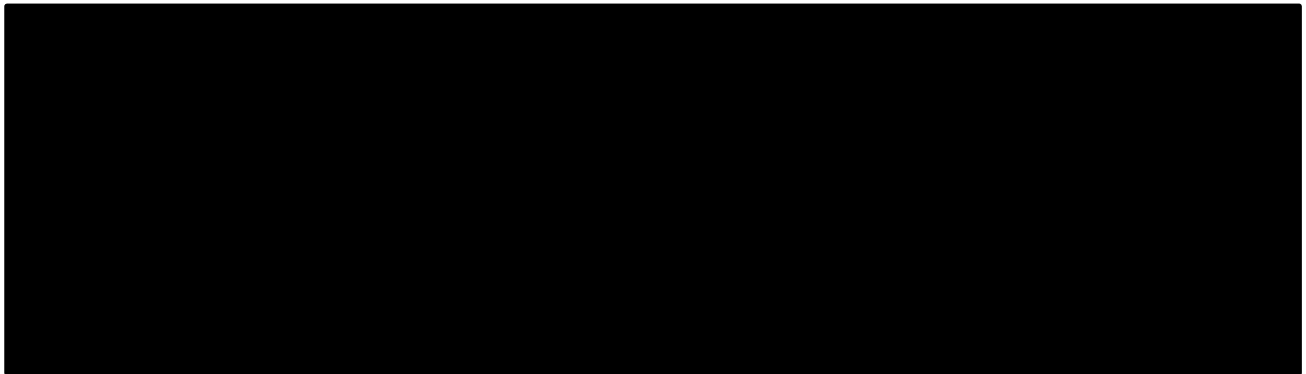
Aggressive Schedule

See attached Gantt Chart, prepared by Reed & Reed (**Attachment 5.2.i**), which represents a fully unconstrained schedule from bid submission to mechanical completion. Critical milestones are summarized below:



Base Case Schedule

Using the timelines provided by Reed & Reed and input from Stantec, we have prepared a supplemental schedule that represents a more likely path forward, which would pace remaining development activities off receipt of a PPA, and still completing construction in time to preserve full PTC eligibility.



10.2 Detail the status of all critical path items, such as receipt of all necessary siting, environmental, and ISO-NE approvals.

As detailed above, NRG views interconnection timing as the primary schedule driver, but that other project activities could be accelerated to accommodate an earlier mechanical completion date. To preserve this optionality, we are kicking off all critical development work, as summarized below.

| Task | Status |
|----------------------------|--|
| ME DEP Permitting | NRG understands that this project site is likely to encounter appeals during the permitting process. As such, we have budgeted sufficient time to work through both the standard timeline and an appeals cycle, all assuming a permit submittal date in Q1 2018. |
| Turbine Procurement | NRG has engaged vendors to explore turbine options and has begun early conversations about procurement timing and deliverability of the preferred model. |
| EPC Selection | NRG is working closely with Reed & Reed, the most experienced wind development firm in New England, to advise on project cost, schedule and design. |

11. Project Management/Experience

11.1 Provide an organizational chart for the project that lists the project participants and identifies the corporate structure, including general and limited partners.

Please see Section 5.2.

11.2 For a project that includes new facilities or capital investment, provide statements that list the specific experience of the bidder and each of the project participants (including, when applicable, the bidder, partners, EPC contractor and proposed contractors), in developing, financing, owning, and operating generating or transmission facilities (as applicable), other projects of similar type, size and technology, and any evidence that the project participants have worked jointly on other projects.

NRG has an established service and supply chain to construct wind energy projects to the highest industry standards. NRG has partnered with Reed & Reed, Inc. and Vestas, Inc. to serve as the General Contractor and turbine supplier.

Vestas is the only global energy company dedicated exclusively to wind energy. Founded in 1898 as a blacksmith shop in western Denmark, we started producing wind turbines in 1979, and have since gained a market-leading position with 83 GW of installed wind power and more than 71 GW under service across the globe.

The Vestas 4 MW platform proposed for Somerset is designed for a broad range of wind and site conditions enabling delivering industry-leading reliability, serviceability and exceptional energy capture.

The 4 MW platform was introduced in 2010 with the launch of the V112-3.0 MW®. Since then over 13 GW of the 4 MW Platform has been installed all over the world making it one of the most popular and reliable platforms in the Vestas fleet. Rotor diameters range from 105 to 150 meters and the rated output power is up to 4.2 MW. Using well proven technologies like a full-scale converter, the 4 MW platform meets even the most challenging grid requirements providing excellent energy yield in all wind and weather conditions.

Large Diameter Steel Towers (LDST) are also available to optimize annual energy production on low wind sites.

A proposal from Vestas has been provided in **Attachment 5.2.i.**

Reed and Reed

Reed & Reed has been a family run construction contractor since 1928. The company is one of New England's largest and most versatile contractors, completing numerous public and private projects throughout the Northeast.

Reed & Reed began work in the wind power industry in 2006 during the construction phase of the Mars Hill project, the first commercial grid-scale wind farm in New England. Since then, the company has been involved in the construction of eight total wind projects. Reed & Reed provides a number of services in for the wind power industry, including: civil and site design, electrical design, transmission design, foundation design, and constructability reviews. The company has one of the largest contractor-owned equipment fleets in the Northeast, including two 440 ton Manitowoc 16,000 lift cranes.

A letter of support from Reed & Reed has been provided in **Appendix 5.2.i**.

11.3 For a bid that includes existing facilities, provide statements that list the specific experience of the bidder and each of the project participants (including, when applicable, the bidder, partners, EPC contractor and proposed contractors), in owning and operating generating or transmission facilities (as applicable), other projects of similar type, size and technology, and any evidence that the project participants have worked jointly on other projects.

The Project is a new facility.

11.4 Provide a management chart that lists the key personnel dedicated to this project and provide resumes of the key personnel. For Eligible Facilities or Transmission Projects that are not yet in-service, key personnel of the bidder's development team having substantial project management responsibilities must have:

- i. Successfully developed and/or operated one or more projects of similar size or complexity or requiring similar skill sets; and
- ii. For a project that includes new facilities or capital investment, experience in financing power generation projects (or have the financial means to finance the project on the bidder's balance sheet)

NRG's project team will lead development, financing, and construction of the proposed project. Key personnel from this team include the following staff members. Each member of the project team has experience developing projects of a similar nature to Somerset Wind.

Please refer to Section 5 for information regarding NRG's financial strength.

Project Team

| Name | Title | Responsibility |
|---------------|--------------------------------|------------------|
| Ben Fairbanks | Sr. Director, Wind Development | Development lead |

11. Project Management/Experience

| | | |
|------------------|--|--|
| Mike Herfurth | Sr. Director, Construction | Construction/Engineering lead |
| Dan von Allmen | Development Manager | Development |
| Aarty Joshi | Sr. Manager, Environmental Permitting | Permit lead |
| Guillermo Robles | Lead Wind Project Engineer | Layout design, energy projects, suitability |
| Patrick Sullivan | VP, Development | Oversees all development activities |
| Valerie Wooley | Sr. Director, Origination | Power marketing and sales |
| Brian Magner | VP, Project Finance | Oversees project financing |
| Mitch Samuelian | VP, Operations | Operations and Maintenance |
| Caryl Karnick | Senior Counsel | Project attorney |

Corporate Oversight

| Name | Responsibility |
|----------------------------------|------------------------------|
| Verril Dana | Legal Counsel |
| Stantec | Permitting lead, noise |
| Stantec | Natural resource assessment |
| TRC/Northeast Cultural Resources | Cultural resources lead |
| Westslope Consulting | FAA |
| Evans Engineering Solutions | Microwave/Telecommunications |
| Wilby Public Affairs | Public Affairs |
| James Sewall Company | Field Engineering |
| SGC Engineering | Electrical Design |
| SW Cole Engineering | Geotech |
| Turbines | Vestas |
| Reed and Reed | EPC Contractor |
| TJD&A | Visual |
| Bodwell EnviroAcoustics | Sound |

Patrick Sullivan

Vice President, Business Development

Mr. Sullivan leads NRG Renewable's Project Development team. He joined NRG in 2013 and brings more than a decade of experience in project development, origination, project finance, M&A and partnership management to his role at NRG, where he leads a multi-disciplinary team of developers and technical experts responsible for delivering NRG's growing portfolio of distributed generation and utility-scale wind and solar projects into construction. Previously, Patrick co-led NRG Renewable's M&A team, focused on distributed generation and community solar projects. Prior to NRG, Mr. Sullivan Senior Director of Business Development BrightSource Energy, a leading global developer of utility scale solar thermal power projects. Additionally, Mr. Sullivan originated project development and partnering opportunities in the U.S., South Africa, China, India and North Africa. Mr. Sullivan began his career as an investment banker in the M&A groups of Lehman Brothers and Legacy Partners. Patrick received an A.B. in History from Princeton University and an MBA from the Darden Graduate School of Business Administration at the University of Virginia.

Logan Granger

Vice President, Engineering & Technical Operations

Mr. Granger brings more than 12 years of technical leadership experience in renewable energy development and construction, and has been directly involved in the contracting, design, and construction of over 2GW of solar and wind projects in the US and globally. Currently he is responsible for providing technical support to NRG's full portfolio of renewable projects, including technology innovation, project engineering, and owner's engineering. Prior to joining NRG, Mr. Granger's roles included Director of Development Engineering for First Solar and Vice President of EPC for 8minutenergy Renewables. Before entering renewable energy, Mr. Granger practiced architecture in the design-build construction industry. He holds a Masters in Architecture from Harvard University.

Ben Fairbanks

Senior Director, Wind Development & Strategy

Mr. Fairbanks is a Senior Director leading NRG's Wind Development and Strategy initiatives. He has successfully developed over 1 GW renewable energy from concept through construction totaling over \$1.5 billion in investment. Mr. Fairbanks previously worked as a Senior Development Director for SunEdison where his responsibilities included renewable energy project development, mergers & acquisitions, and market assessment. While with SunEdison Mr. Fairbanks led development activities through the construction of South Plains Wind Phase I (200 MW) & Phase II (300.3 MW) and Idaho Solar (100 MW). Mr. Fairbanks spent eight years with Frist Wind before SunEdison's acquisition of First Wind where he developed a pipeline of over 2500 MW of energy projects including the successful completion of Route 66 Wind (150 MW), Palouse Wind (105 MW) and Milford Wind Corridor (300 MW). Mr. Fairbanks previously worked with Tetra Tech, Inc. as a Project Manager; managing environmental and engineering tasks for over fifty thermal and renewable energy projects. Mr. Fairbanks has a Bachelor's in Environmental Science from Western Washington University's Huxley College and has completed graduate courses in Business Administration.

Valerie Wooley

Sr. Director, East Origination

Mrs. Wooley brings more than 16 years of experience in wholesale structured and non-structured transactions in the energy sector, focusing on the deregulated markets in the east region, including NYISO, PJM Interconnect and ISO-NE. Her expertise includes developing leads, cultivating customer relationships and account management, with a proficiency in contract restructuring, strategic product placement, product differentiation and non-tangible attributes. Given the experience of weathering two mergers, three name changes, a bankruptcy and an IPO, Mrs. Wooley is uniquely qualified in dealing with financially challenged institutions, enabling transactions through innovative credit/collateral solutions and adept at consultative and relationship selling. Prior to working in the energy industry, Mrs. Wooley held various positions within Westvaco Corporation, including New Market Development Manager, Storage Product Manager and S&D Project Manager. She holds an MBA from the Fuqua School of Business at Duke University and a BS in Chemical Engineering from the University of Virginia.

David Cavanaugh

Director, Regulatory & Market Affairs ISO-NE

Mr. Cavanaugh is responsible for managing NRG's interests in the ISO New England and NEPOOL stakeholder process. In his role Mr. Cavanaugh also provides inward facing support to NRG's Legal, Development, Asset Management and Commercial Operations business units in pursuit of NRG's objectives in New England. Over his 30 plus years in the energy industry Mr. Cavanaugh has held positions in Investor Owned Utilities, ISO/RTO organizations, and Public Power. Before joining NRG Energy Inc. he served as the first Manager of Regulatory Affairs for Energy New England LCC, an energy cooperative managing energy procurement and power market services for municipal power systems across New England. Prior to Energy New England LLC he spent 13 years at ISO New England Inc. in various leadership roles in the Markets Operations division including Director of Market Services. In this role Mr. Cavanaugh had direct control and responsibility for market facing business operations such as customer support, market asset registration, auditing and performance monitoring. Mr. Cavanaugh also spent 15 years at Northeast Utilities (now Eversource) where he held numerous positions ranging in scope from generating plant operations, corporate support staff, and conservation and load management where he managed NU's Demand Response and Energy Efficient participation in the ISO New England Forward Capacity Market.

Guillermo Robles

Lead Wind Project Engineer

Mr. Robles is NRG's Lead Wind Project Engineer. Mr. Robles has been working in renewable energy since 2005 with roles as Director of Energy Resources at First Wind and as Director of Wind Resource at SunEdison. He led teams working on the development and operation of utility scale wind and solar project with responsibility for resource assessment, power performance testing, M&A due diligence, turbine selection, layout design, solar engineering, operational improvement projects and greenfield prospecting. He has been directly involved in the design of over 1 GW of constructed utility scale wind projects, 30 MW of solar and due diligence on 3+ GW of acquisitions on all stages of development and operation. Mr. Robles holds a BS in Mechanical and Electrical Engineering from Universidad Iberoamericana and an MSc in Renewable Energy Systems and Technology from Loughborough University.

Daniel von Allmen

Development Project Manager

Mr. von Allmen has been working in the renewable energy industry for more than five years, with a strong focus on project development in New England. At NRG, Mr. von Allmen has managed or contributed to the development and execution of roughly 15 MW of solar projects in Massachusetts, spanning National Grid and Eversource territories. Mr. von Allmen also currently serves at the Project Manager for over 100 MW of utility solar in Hawaii. Prior to joining NRG, Mr. von Allmen worked on the Northeast Project Development team at SunEdison, where he contributed to growing and developing the company's industry-leading pipeline of commercial and community solar assets across the region. Mr. von Allmen also previously worked as a Consultant at Sustainable Energy Advantage, a Framingham, MA based consulting

firm focused on renewable energy markets and policy, where he managed the firm's SREC and REC forecast products, and supported a number of regional policy analyses, including RPS/procurement analyses for Massachusetts, Connecticut, and Rhode Island. Mr. von Allmen has a Bachelor's in Environmental Science from Skidmore College, and a Master's in Energy and Environmental Analysis from Boston University.

Aarty Joshi

Senior Manager, Environmental Permitting

Ms. Joshi brings more than 15 years of land use and permitting experience in the energy sector to NRG's utility-scale and distributed generation wind and solar group. Prior to joining NRG, Aarty managed permitting and environmental review processes for 1,600 MW of utility-scale renewable energy projects at CH2M. Aarty has extensive experience with managing complicated field surveys, including wetlands, wildlife, rare plants, and cultural resources, and preparation of technical reports in support of first- and third-party environmental documents pursuant to the federal National Environmental Policy Act (NEPA), and state environmental regulations including California Environmental Quality Act (CEQA). Aarty holds a MS in Planning from the University of Toronto and a BS in Environmental Science from the University of Guelph, Canada.

11.5 Provide a listing of all projects the project sponsor has successfully developed or that are currently under construction. Provide the following information as part of the response:

- i. *Name of the project*
- ii. *Location of the project*
- iii. *Project type, size, and technology*
- iv. *Commercial operation date*
- v. *Estimated and actual capacity factor of the project for the past three years*
- vi. *Availability factor of the project for the past three years*
- vii. *References, including the names and current addresses and telephone numbers of individuals to contact for each reference*

NRG owns and operates approximately 50,000 MW of generation capacity nationwide, including more than 134 conventional generation plants in 29 states. NRG Energy's approximately 4,800 MWAC of wind and solar generation assets make us the third-largest, utility-scale renewable energy generator in North America. The table below lists all of NRG's wind projects in operation or under construction.

Wind Projects

| Project | State | Complete | % Ownership | Generation Owned (MW) | Total System Size (MW) |
|------------------------|-------|----------|-------------|-----------------------|------------------------|
| Alta | CA | Dec-10 | 100% | 947 | 947 |
| Bingham Lake | MN | Jun-06 | 99% | 15 | 15 |
| Broken Bow I | NE | Dec-12 | 16% | 13 | 80 |
| Buffalo Bear | OK | Nov-08 | 100% | 19 | 19 |
| Cedro Hill | TX | Nov-10 | 31% | 47 | 150 |
| Community Wind North | MN | May-11 | 99% | 30 | 30 |
| Crofton Bluffs | NE | Nov-12 | 20% | 8 | 42 |
| Crosswinds | IA | Jun-07 | 99% | 21 | 21 |
| Eastridge | MN | Apr-06 | 99% | 10 | 10 |
| Elbow Creek | TX | Dec-08 | 100% | 122 | 122 |
| Elkhorn Ridge | NE | Mar-09 | 67% | 54 | 80 |
| Forward | PA | Apr-08 | 100% | 29 | 29 |
| Goat Mountain I | TX | Apr-08 | 100% | 80 | 80 |
| Goat Mountain II | TX | Jun-09 | 100% | 70 | 70 |
| Hardin | IA | May-07 | 99% | 15 | 15 |
| High Lonesome | NM | Jul-09 | 100% | 100 | 100 |
| Jeffers | MN | Oct-08 | 100% | 50 | 50 |
| Langford | TX | Dec-09 | 100% | 150 | 150 |
| Laredo Ridge | NE | Feb-11 | 100% | 80 | 80 |
| Lookout | PA | Oct-08 | 100% | 38 | 38 |
| Mountain Wind I | WY | Jul-08 | 31% | 19 | 61 |
| Mountain Wind II | WY | Sep-08 | 31% | 25 | 80 |
| Odin | MN | May-08 | 100% | 20 | 20 |
| Pinnacle | WV | Dec-12 | 100% | 55 | 55 |
| San Juan Mesa | NM | Dec-05 | 75% | 90 | 120 |
| Sherbino | TX | Oct-08 | 50% | 75 | 150 |
| Sleeping Bear | OK | Oct-07 | 100% | 95 | 95 |
| South Trent | TX | Jan-09 | 100% | 101 | 101 |
| Spanish Fork | UT | Jul-08 | 100% | 19 | 19 |
| Spring Canyon II & III | CO | Oct-14 | 90% | 54 | 60 |

| Project | State | Complete | % Ownership | Generation Owned (MW) | Total System Size (MW) |
|-----------|-------|--------------|-------------|-----------------------|------------------------|
| Taloga | OK | Jul-11 | 100% | 130 | 130 |
| Westridge | MN | Jun-05 | 97% | 17 | 17 |
| Wilderado | TX | Apr-07 | 100% | 161 | 161 |
| | | TOTAL | | 2,759 | 3,196 |

11.6 With regard to the bidder's project team, identify and describe the entity responsible for the following, as applicable

i. Construction Period Lender, if any

While specific lenders have not yet been selected for the Project, prior lenders for NRG projects include, but are not limited to, MUFG, ING, Credit Agricole, Citi, Morgan Stanley, KeyBank, Barclays, Bank of America, JPMorgan and Credit Suisse.

ii. Operating Period Lender and/or Tax Equity Provider, as applicable

While an operating period lender or tax equity has not yet been selected for the Project, prior tax equity providers for NRG projects include JPMorgan, PNC, US Bank, Bank of America, Credit Suisse and Morgan Stanley.

iii. Financial Advisor

NRG's in-house finance group manages financial planning, analysis, and risk assessment activities.

iv. Environmental Consultant

Stantec Consulting serves as the lead consultant on permitting and resource surveys for the Project. Assisting with permitting and resource assessments are Normandeau Associates, Terry DeWan and Associates, and Plisga & Day.

v. Facility Operator and Manager

NRG is the 5th largest owner/operator of wind projects in the United States. NRG will operate Somerset Wind.

vi. Owner's Engineer

NRG has utilized a number of engineering firms including Burns & McDonnell, Sargent & Lundy and AECOM.

vii. EPC Contractor (if selected)

A proposal from Reed & Reed has been provided as **Attachment 5.2.i**.

viii. Transmission Consultant

The electrical engineering firms NRG has utilized in the past and under consideration for the Project include Power Engineering and Burns & McDonnell.

ix. Legal Counsel

NRG's in-house legal organization provides legal support across all disciplines. EB Energy Law is advising NRG as outside counsel for PPA and transmission matters, while Verrill Dana LLP is providing outside counsel support for permitting and real estate matters. Outside counsel for project financing has not yet been selected.

11.7 Provide details of the bidder's experience in ISO-NE other Markets affected by the bid. With regard to bidder's experience with ISO-NE markets, please indicate the entity that will assume the duties of Lead Market Participant for your Project. Please provide a summary of the proposed Lead Market Participant's experience with each of the ISO-NE markets.

The project entity, Somerset Wind, LLC, will be the Lead Market Participant for the Project. NRG Energy Inc. will provide the staffing and expertise behind the Project's participation in ISO-NE. NRG Energy Inc. is among the largest generating resource owners/operators within the New England markets, and the United States, with extensive experience and expertise with all aspects of ISO New England market participation including qualification and participation in the Forward Capacity Market (FCM), bidding and scheduling within the day-ahead and real-time energy markets and ancillary service markets, and as a Designated Entity responsible for receiving and responding to ISO New England dispatch signals and requests.

12. Emissions

12.1 For existing generation facilities, provide emissions estimates based on available continuous emissions monitoring data. Where continuous emissions monitoring data is not available, provide emissions estimates based on the most recent stack emissions test conducted using an EPA reference method approved by the applicable permitting and enforcement authority. Where continuous emissions data or actual stack emissions test data are not available, provide emissions estimates based on emissions factors from the latest edition of EPA's AP-42, Compilation of Air Pollutant Emissions Factors.

For new generation facilities, provide emissions estimates based on available data from the unit manufacturer. Alternatively, provide actual emissions data determined in accordance with the paragraph above for a similar facility built within the past 3 years. Include copies of supporting documentation for all emissions estimates.

The proposed project utilizes wind turbine technology, which does not emit any air pollutants and will help displace other fossil-fired generation. Air emissions resulting from construction vehicles will be minimal due to the short duration of construction.

Emissions Avoidance

As an "as-available" resource within ISO-NE's pooled generation and transmission control area, the Project will offset generation and associated pollution from both in-state and out-of-state power plants. The Project offsets greenhouse gas and particulate matter emissions at approximately the average emissions rates for the NPCC New England region using the Environmental Protection Agency's ("EPA") eGRID 2014 results.

Project Pollution Avoidance

| Pollutant | NPCC NE Rate (lb/MWh) | Project Avoidance (tons) |
|---------------------------|-----------------------|--------------------------|
| Carbon dioxide | 570.9 | |
| Methane | 96 | |
| Nitrous oxide | 12.8 | |
| Carbon dioxide equivalent | 576.8 | |
| Nitrogen oxides | 0.5 | |
| Sulfur dioxide | 0.2 | |

12.2 Describe any past investments that will, or have been made to your facility to improve its emissions profile or any planned future investments made to your facility in order to improve its emissions profile. Pollutant specific emissions improving technologies include, but are not limited to:

- *NOx- Selective/Non-Selective Catalytic Reduction*
- *Sox- wet/dry scrubbers*
- *PM- fabric filter/bag house, electrostatic precipitator, cyclone separator*
- *CO- oxidation catalyst*
- *Investments that improve overall emissions include, but are not limited to:*
 - *Equipment tune-ups (improves combustion efficiency and emissions)*
 - *Boiler tube replacements (improves heat transfer efficiency and reduces fuel use)*
 - *Other efficiency improvements (e.g., installing a heat exchanger to use waste heat to pre-heat feed water to the boiler)*
- *Include control equipment specifications, date(s) of installation, expected life of equipment, benefits gained from the addition of such equipment, etc.*

Somerset Wind does not have associated sources of emissions.

12.3 Describe how your project will contribute to the Massachusetts 2008 Global Warming Solutions Act (GWSA) and the 2010 Clean Energy and Climate Plan for 2020. Describe how your project will contribute both to the short term 2020 goal, and longer term 2050 goal found in these laws.

Somerset Wind is well-suited to the New England region's short- and long-term energy and climate goals. NRG Energy's proposal can contribute to the Procuring States' cross-cutting effort to meet the long-term challenge of providing reliable and affordable energy in the face of changing climate conditions and increasingly constrained infrastructure, as recently articulated in the New England Governors' Statement on Regional Cooperation on Energy Infrastructure.

Specifically, Somerset Wind will address the following Procuring States' energy and climate goals as found in Connecticut Public Act 08-98, the Massachusetts 2008 Global Warming Solutions Act and the 2010 Clean Energy and Climate Plan for 2020, and the Rhode Island Chapter 39-31:

- **Ability to Meet Regional Energy Needs:** Somerset Wind serves the Procuring States' energy procurement with scale. The Project would deliver over [REDACTED] of clean energy annually, avoiding [REDACTED] tons of CO₂e emissions, and other greenhouse gases as described in Section 12.1, that would result annually from conventional ISO-NE sources.
- **Contribution to Reliability and Load Requirements:** The Project will provide reliability benefits by adding 93.6 MW of incremental energy and capacity to the ISO-NE region, thereby increasing supply reserve margins. In addition, Somerset Wind is a winter peaking resource, strengthening system reliability during the winter months when gas supplies tend to be tightest.

- Mitigation of Energy Price Volatility: The Project will provide 93.6 MW of energy and RECs to the EDCs through a cost-effective, stable contract price, mitigating the negative economic effects resulting from rising and increasingly volatile natural gas and conventional electricity prices in the region.
- Diversification of Supply Portfolio: Somerset Wind is a low carbon energy source, representing a diversification away from conventional energy sources as well as New England's increasing reliance on natural gas. Located in Maine and delivering electricity via new transmission, the Project advances the Procuring States' coordinated strategy for regional energy infrastructure investment.

13. Contribution to Employment and Economic Development and Other Direct and Indirect Benefits

13.1 Please provide an estimate of the number of jobs to be created directly during project development and construction (for a project that includes new facilities or capital investment), and during operations, and a general description of the types of jobs created, estimated annual compensation, the employer(s) for such jobs, and the location. Please treat the development, construction, and operation periods separately in your response.

The following estimates of job creation potential are based on NRG's past experiences and divided by project phase.

Development Phase

Development staffing consists of two Full Time Equivalent ("FTE") positions at NRG, and part-time support from many other NRG personnel and departments. The NRG development team operates in various offices across the country, but most positions are based in Princeton and San Francisco, and total nearly 300 employees dedicated to NRG's C&I and utility-scale renewable energy business. Jobs associated with development and corporate administration typically pay competitive wages between approximately \$40,000 and \$300,000.

Development activities are also supported by 3rd party consultants, including environmental/geo-technical firms, the turbine vendor, the EPC contractor, and law firms. These firms are based predominantly within New England.

Construction Phase

NRG has considerable experience managing the construction of utility-scale renewable energy projects across the country. Today, we have over 400 MW of projects under construction, with another 400 MW slated to break ground later this year. To further assist with design and construction planning, NRG has engaged Reed & Reed, a Woolwich, Maine base general contractor specializing in the construction of wind facilities. Reed & Reed has constructed over 1,000 MW of wind in New England, representing the vast majority of installs in the region.

On average, the projects have required 8,000 labor-hours per wind turbine installed, inclusive of civil engineering, foundation work, turbine erection, and collection/BOP construction. Generator leads have required about 2,400 labor-hours per mile installed. And commissioning by the turbine manufacturer requires between 5,000-10,000 labor hours cumulatively. Overall, NRG and Reed & Reed estimate that roughly 90 Maine construction jobs would be created over the construction period of this project. This workforce would have a total estimated payroll of

13. Contribution to Employment and Economic Development and Other Direct and Indirect Benefits

\$15 million. The project would also be expected to generate between \$1 and \$1.5 million in new sales tax revenue for the State of Maine.

Operations Phase

Somerset Wind is expected to require between 4-6 full-time operations staff. We assume that the turbine manufacturer will generally provide employee-to-turbine staffing for turbine maintenance of roughly 1:10, meaning 2-3 wind technicians, plus an additional 2-3 full-time NRG employees. The NRG positions include site supervisor, manager, and administrative roles. The salaries for these positions range from roughly \$30,000-100,000.

In addition to on-site staff, NRG will utilize a centralized monitoring system through our control center in Scottsdale, Arizona which monitors a combined solar and wind portfolio of more than 4,500 MWs. In most occasions issues can be resolved remotely, or when necessary our work order tool streamlines the dispatch of regional maintenance personnel to perform actions at the site.

For additional details on NRG's Operations and Maintenance capabilities, please reference **Attachment 9.1**.

13.2 Please provide the same information as provided in response to question 13.1 above but with respect to jobs that would be indirectly created as a result of the proposed project.

Results of prior research and historical guidance from Reed & Reed shows that projects have created roughly four indirect jobs per wind turbine installed. For the purpose of the study, indirect jobs include those for which a portion of their incomes earned derived from the direct spending associated with the projects. This would total roughly 90 additional indirect jobs for this project.

13.3 Please describe any other economic development impacts (either positive or negative) that could result from the proposed project, such as creating property tax revenues or purchasing capital equipment, materials or services for New England businesses. Please provide the location(s) where these economic development benefits are expected to occur.

The total estimated economic impact for a project of this scale is \$2.5 million/MW or \$234 million⁶. Approximately \$90 million of this total is for wind turbines sourced nationally & internationally depending on the turbine supplier. The balance would be distributed throughout northern New England. The project would involve approximately 650 vendors, including 400 from Maine, 175 from other New England States, and the remaining 75 from other regions of the US.

⁶ Estimate provided by Reed & Reed on July 20, 2017

13. Contribution to Employment and Economic Development and Other Direct and Indirect Benefits

Community Benefit Agreements

Maine law requires that wind energy projects offer a minimum of \$4,000 per turbine per year in community benefits to Maine communities hosting wind projects. NRG projects typically include community benefits packages that exceed the statutory requirement and NRG expects to do the same with Somerset Wind. **Section 7.4** outlines the plan for community benefits.

Property Tax Revenue

Property taxes for wind projects in Maine have historically varied widely based on project size and location. After reviewing a number of comparable projects⁷, our estimate is that the Somerset Wind Project would contribute between \$400,000-500,000/year in property taxes.

Supply Chain

Reed & Reed estimates that 84% of their supply and service chain value is contracted to New England based businesses. This means the Project will create a \$40 million supply chain opportunity for New England businesses.

Ratepayer Benefits

Ratepayer benefits accrue for customers of the Bidders, as well as ratepayers throughout ISO-NE. Direct savings for the ratepayers of the Bidders result from the difference between the proposed contract price and the expected future market value of energy and RECs. Additional saving for ratepayers in all of New England result from Somerset Wind's energy displacing more expensive resources in the wholesale energy markets.

Using 3rd party price curves for energy (ME Zonal) and RECs (MA Class I), Somerset is expected to deliver more than \$160 million in ratepayer savings over the life of the contract. On an NPV basis, this savings figures is roughly \$72 million. The project is priced, including RECs, to deliver significant savings on both energy and RECs in Year 1, and every year throughout the project. A full ratepayer analysis is provided in **Attachment 13.3**.

13.4 To the extent not already specified elsewhere in your response, please address the factors listed in Section 2.2.2.9 and describe any benefits or impacts associated with the proposed project.

Addressing Long-Term Energy and Climate Policy

As domestic and international policy increasingly focus on addressing climate change, in the US through the Clean Power Plan and globally through the Paris climate agreement, purchasing zero emission renewable energy reduces the long term risk of increasing compliance costs from more stringent regulation. While many states in New England are not expected to have

⁷ For example, Kibby Wind was assessed at \$400k/yr for a \$116 million CapEx, or 0.35%; Source: <https://www1.maine.gov/energy/pdf/Binder1.pdf>

13. Contribution to Employment and Economic Development and Other Direct and Indirect Benefits

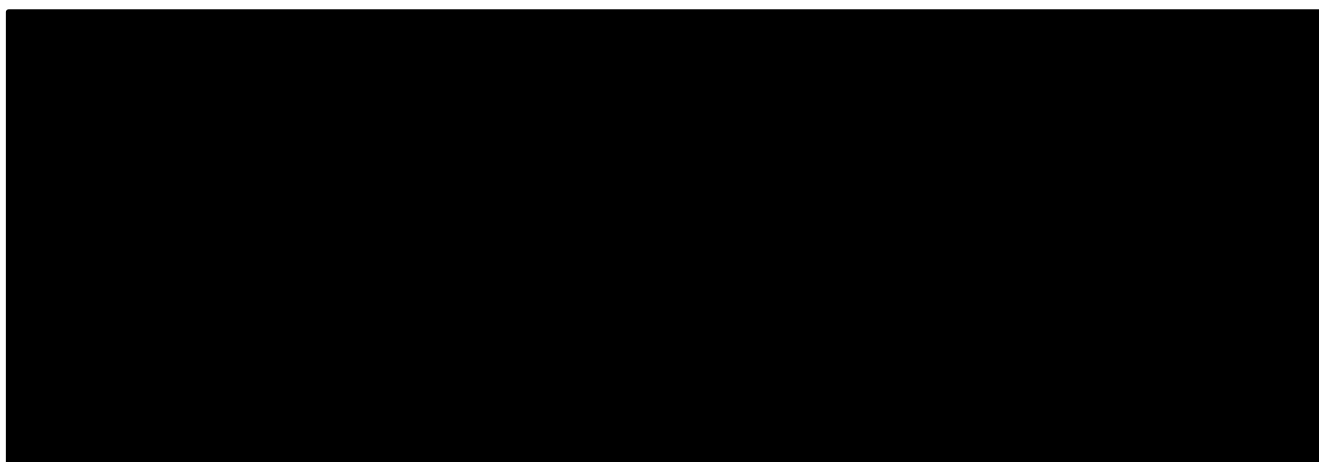
challenges meeting the Clean Power Plan, to the extent that states exceed their obligations, they can trade credits with other states and earn additional revenue.

Contracting for fixed price renewable energy also insulates Massachusetts ratepayers from the volatility of fossil fuel prices in the region. This has been a significant concern for both ratepayers and regulators in the region, arguably driving the demand for this RFP.

13.5 Describe how your project will

a. Contribute to reducing winter electricity price spikes in Massachusetts

As a winter-peaking resource, Somerset Wind will deliver the majority of its generation during the months of November through March (See graph below). This generation profile aligns with the highest LMP periods in Massachusetts, providing the EDCs with a natural hedge against these price spikes. By reducing demand for electricity from conventional sources, and subsequently reducing the demand for natural gas, we would expect to see the marginal cost of generation drop accordingly, as well as a reduction in heating costs for Massachusetts ratepayers during these periods.



b. Guarantee energy delivery in winter months.

As illustrated above, Somerset wind is a winter-peaking generation source, with a strong, reliable wind resource throughout the winter months.

13.6 If applicable, please demonstrate any benefits to low-income ratepayers in the Commonwealth, and the impact, if any, those benefits will have on the cost to the project.

The benefits described above will accrue for all ratepayers in Massachusetts. This RFP is structured in a way that contracts generation directly with the utility, and thus distributes benefits to all ratepayers equally at no additional cost to the generator.

However, if NRG and MPX are selected in this RFP, allowing both parties to move forward with the construction of the projects, NRG would be in a unique position to offer creative products to

13. Contribution to Employment and Economic Development and Other Direct and Indirect Benefits

low-income ratepayers in the future. For example, NRG could seek to develop additional generating capacity to route through MCPC to Boston, and pair with NRG's retail power platform to market low-cost competitive supply contracts to low-income ratepayers in the Commonwealth.

14. Additional Information Required for Transmission Projects (And All Associated System Upgrades)

NRG is submitting this bid as a generation only proposal, in partnership with planned transmission upgrades that have been offered by Central Maine Power/Avangrid through other proposals. Please reference their materials for additional detail on the transmission requirements.

Please reference **Attachment 14.1** for a letter from Central Maine Power expressing interest in Somerset Wind interconnecting to the Maine Clean Power Connection transmission line.

15. Exceptions to Form PPA and/or Variations from the Proposed Tariff Requirements

Please attach an explanation of any exceptions to the form PPA set forth in Appendix C to this Notice, including any specific alternative provisions in a redline format to the Form PPA

A redline of the Form PPA (Appendix C-1 of the Notice) has been provided.