

THE STATE OF NEW HAMPSHIRE
BEFORE THE
NEW HAMPSHIRE SITE EVALUATION COMMITTEE
DOCKET NO. SEC 2018-__

Joint Petition of Walden Green Energy Northeast Wind, LLC, Walden Antrim LLC and Antrim Level LLC for Approval of the Transfer of Membership Interests in Antrim Wind Energy, LLC

August 7, 2018

Table of Contents

I. Introduction and Overview3

II. Jurisdiction and Standard of Review5

III. Background of Facility and Certificate.....7

IV. Construction Plan9

V. Proposed Transfer of Membership Interests10

VI. Financial Capability of New Owner12

VII. Technical Capability of New Owner14

VIII. Managerial Capability of New Owner18

IX. Conclusion22

Attachments

- 1. Joint Pre-Filed Testimony of Brent Ward and Kelly Wist on Financial Capabilities
- 2. Joint Pre-Filed Testimony of Mark Mackay and Gary Woods on Technical and Managerial Capabilities

Appendices

- A. Joint Petitioners’ Contact Information
- B. Certificate of Site and Facility

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I. Introduction and Overview

NOW COME Walden Green Energy Northeast Wind LLC, Walden Antrim LLC (jointly “Walden”) and Antrim Level LLC (referred to herein as “Antrim Level” and jointly with Walden as “Petitioners”) and respectfully file this Joint Petition with the New Hampshire Site Evaluation Committee (“SEC” or “Committee”) requesting appointment of a three-member subcommittee under RSA 162-H:4-a and review and approval of the proposed transfer of membership interests in Antrim Wind Energy, LLC. In support of this Joint Petition, the Petitioners state as follows:

The Antrim Wind Project (the “Project”) is a planned 28.8 megawatt (“MW”) wind facility located in Antrim, New Hampshire. Antrim Wind Energy, LLC (“AWE”) currently holds a Certificate of Site and Facility granted by the SEC in March 2017 (the “Certificate”). See SEC Docket No. 2015-02. The owners of 100% of the membership interests in AWE, Walden Green Energy Northeast Wind LLC and Walden Antrim LLC, are wholly owned by Walden Green Energy, LLC.

Pursuant to the Certificate, this Joint Petition seeks Committee approval of the sale of 100% of the membership interests in AWE to Antrim Level. Walden and Antrim Level have entered into a Purchase and Sale Agreement, dated as of February 20, 2018 (the “PSA”), under which, subject to SEC approval, Walden intends to sell all of its membership interests in AWE to

Antrim Level. Once the transaction closes Antrim Level will step into Walden's shoes as the owner of AWE, and AWE will continue to be the Certificate holder. As this Committee is aware, the Antrim Wind Project is a fully developed wind energy project with numerous agreements in place between AWE and various third parties.¹ All of those agreements will remain in full force and effect as between AWE and those third parties. All agreements will continue to operate as they do presently, subject to periodic amendment as allowed under the Certificate.

Transfer of Walden's membership interests in AWE is expressly subject to this Committee's approval and satisfaction of certain conditions precedent customary in a transaction of this type. The Certificate and all of the Project's existing permits and approvals will remain in place throughout the transfer of membership process and will not be terminated by reason of this Joint Petition. Upon transfer, Antrim Level will ensure that construction, operation, and maintenance of the Project continues in compliance with all terms and conditions in the Certificate.

Under RSA 162-H:4-a, III, the SEC Chairperson may establish a subcommittee of three (3) members, consisting of two agency members and one public member to conduct this proceeding. Petitioners respectfully request that the SEC Chair appoint a three-member subcommittee to review this Joint Petition.

The Town of Antrim has been provided with courtesy a copy of this Joint Petition. The contact information for the Joint Petitioners' representatives is attached. *See* Appendix A.

¹ The following list contains the major agreements currently held by AWE that will remain in effect. This list is not intended to be exhaustive: Turbine Supply Agreement ("TSA") and Service and Maintenance Agreement ("SMA") between AWE and Siemens; Large Generator Interconnection Agreement among ISO New England, PSNH and AWE ("LGIA"); power purchase agreements ("PPAs") between AWE and New Hampshire Electric Coop, and between AWE and Partners Health Care; balance of plant construction contract ("BOP") between AWE and Reed & Reed; landowner agreements; town agreements; and conservation agreements.

Petitioners will fully participate in the review process and pay properly assessed costs and expenses.

II. Jurisdiction and Standard of Review

The SEC is required by statute to ensure compliance with certificate conditions. *See* RSA 162-H:4, I(d). The Certificate issued to AWE provides that: “the Applicant shall immediately notify the Site Evaluation Committee of any change in ownership or ownership structure of the Applicant or its affiliated entities and shall seek approval of the Subcommittee of such change.” *See* Appendix B, p. 3. The SEC has routinely asserted its jurisdiction to approve any change in membership in past proceedings. *See* SEC Docket No. 2015-07; *see also* SEC Docket No. 2016-02.

Because the SEC already granted the Certificate to AWE and addressed all siting, permitting, environmental, design, and construction issues, which are unchanged by this Joint Petition and the requested change of ownership, this Joint Petition addresses the financial, technical, and managerial capability of Antrim Level as the new proposed owner to ensure that the Project continues to be constructed and operated in accordance with the terms and conditions of the Certificate.

The SEC has recognized this limited scope of review in previous dockets involving proposed transfers of membership interests. For example, in Docket No. 2004-01, where the SEC approved the transfer of AES Holdings Londonderry, LLC’s membership interest in AES Londonderry, LLC to Granite Ridge, I, SPE, LLC, the following standard of review was applied:

[W]hen a change in ownership is proposed, it is important for the Committee to investigate the financial, technical and managerial capability of the proposed new owner. This information is vital for the Committee and other state agencies to be able to ensure that the conditions of the certificate are continuously met. Ongoing environmental compliance and the safe operation of the facility are of the utmost concern to the Committee and the State of New

Hampshire. Thus, the Committee's focus in this Docket is on the financial, technical and managerial capability of the proposed new owner of AESL.

See SEC Docket No. 2004-01, *Joint Application by AES Londonderry, LLC et al. for Approval to Transfer Equity Interests, Decision and Order*, October 14, 2004, p. 6. The SEC reiterated this same standard of review in two subsequent dockets involving transfer of membership or equity interests in energy facilities that had already been certificated. In Docket No. 2008-01, which involved ownership of the 525 MW gas-fired power plant in Newington, New Hampshire, the SEC approved the transfer of the membership interest in Newington Energy, LLC held by CED/SCS Newington, LLC to North American Energy Alliance, LLC, under the same standard articulated in the AESL matter. Specifically, the Committee noted that “[w]hen a change in ownership is proposed, the focus for the Committee shifts to an examination of the financial, managerial, and technical capabilities to assure that the conditions of the certificate are continuously met.” *See* Docket No. 2008-01, *Joint Application of Newington Energy LLC, et al., Decision and Order Approving Transfer*, April 18, 2008, p. 4.

Moreover, the SEC approved the transfer of a 75% membership interest in Granite Reliable Power, LLC held by Noble Environmental Power, LLC to Brookfield Renewable Power, Inc. before completion of construction of the certificated wind facility. The SEC applied the same standard of review in finding that “Brookfield has demonstrated by the preponderance of the evidence its financial, managerial and technical capability to construct and operate the Facility in accordance with the Certificate.” *See* Docket No. 2010-03, *Joint Application by Granite Reliable Power, LLC, et al. for Approval to Transfer Equity Interests, Decision and Order Approving Transfer of Ownership Interest in Granite Reliable Power, LLC*, February 8, 2011, p. 7.

As described in Sections V-VII below, Antrim Level, as a subsidiary of TransAlta Corporation (“TransAlta”), has the financial, technical, and managerial capability to continuously meet the terms and conditions of the Certificate, thereby assuring that the Project will continue to be constructed and operated in a secure, safe and environmentally compliant manner.

III. Background of Facility and Certificate

As identified in the initial Application for Certificate of Site and Facility, the Project, which will be located on the Tuttle Hill ridgeline in Antrim, New Hampshire, consists of: (1) nine (9) Siemens wind turbines, each with a nameplate generating capacity of 3.2 MW for a total nameplate capacity of 28.8 MW; (2) a collector substation and a PSNH interconnection substation; (3) a 2,500 sq. ft. operations and maintenance building; (4) a 100-meter tall free standing meteorological tower located on the ridge between turbines 2 and 3; (5) a 90-foot monopole radar tower near turbine 4 to support the aircraft detection lighting system; (6) underground and overhead electrical collection and supply wires; (7) approximately 3.55 miles of new gravel surface access roads; and (8) and approximately 3-acre laydown yard located approximately 0.5 miles west of the main Project entrance. The Project, along with its components, is hereinafter referred to as the Facility.

The Applicant conducted a pre-filing public information session on March 26, 2015, consistent with RSA 162-H:10, I. AWE submitted its application to the SEC on October 2, 2015. The SEC opened Docket No. 2015-02, convened a Subcommittee to review the application, and then determined the application to be complete on December 1, 2015. A post-filing public information session occurred on January 6, 2016, pursuant to RSA 162-H:10, I-a. The Subcommittee held a public hearing, consistent with RSA 162-H:10, I-c, on February 22, 2016.

The parties participated in technical sessions on April 25, 2016, April 26, 2016, July 12, 2016, and July 13, 2016. The Subcommittee received numerous written comments from the public pertaining to the Project, both in support of and in opposition to it. Various entities and individuals sought and were granted leave to intervene. Among these were:

1. Audubon Society of New Hampshire;
2. Antrim Board of Selectmen;
3. Harris Center for Conservation Education;
4. Stoddard Conservation Commission;
5. Windaction Group;
6. Non-abutting Property Owners: Mary Allen, Charles Levesque, Katherine Sullivan, Rosamund Iselin, Ken Henninger, Jill Fish, Richard and Lorraine Block, Annie Law, Robert Cleland, Elsa Voelcker, Mary Sherbourne, Fred Ward, Joshua Buco;
7. Abutting Property Owners: Janice Duley Longgood, Clark Craig, Jr., Brenda, Mark and Nathan Schaefer, Bruce and Barbara Berwick, and Stephen Berwick;
8. The International Brotherhood of Electrical Workers;
9. A Meteorological Group: Richard Hendls, PhD, Joseph D'Aleo, PhD, Robert Copeland, MS, Bruce Schwoegler, and Fred Ward, PhD.; and
10. Wesley Enman, Benjamin Pratt and John F. Giffin.

Counsel for the Public, Assistant Attorney General Mary Maloney, appointed by the Attorney General pursuant to RSA 162-H:9, participated throughout the proceeding.

Adjudicative hearings were held between September 13, 2016 and November 7, 2016. The hearings occurred over thirteen separate days and included testimony from fifteen Applicant witnesses, one expert witness proffered by Counsel for the Public, and witnesses from nine

intervenor groups. The Committee deliberated on December 7, 9, and 12, 2016. The review process was thorough, methodical, and open to the public. The Subcommittee, in a 5 to 1 vote, granted the Certificate on December 12, 2016 and issued a written order on March 17, 2017. A group of opponents filed a Notice of Appeal at the New Hampshire Supreme Court on June 2, 2017. Oral argument occurred on January 25, 2018. The Court issued an order on May 11, 2018 affirming the Subcommittee's decision. On June 20, 2018, the Court denied all motions for reconsideration.

The Certificate contains numerous conditions pertinent to this proceeding. See generally Appendix B. Attached to the Certificate as incorporated conditions are various final approvals issued by the New Hampshire Department of Environmental Services, including final determinations (or "permits") by the Wetlands Bureau, the Subsurface Systems Bureau, the Alteration of Terrain Bureau, and the Watershed Management Bureau. In addition, an agreement with the Town of Antrim, a memorandum of agreement between AWE and the New Hampshire Division of Historical Resources a memorandum of understanding among the New Hampshire Fish and Game Department, Audubon Society of New Hampshire and AWE, and approvals from New Hampshire Department of Transportation are also attached to the Certificate.

The Certificate and the foregoing agency permitting decisions were predicated on a thorough review of all the supporting information. This information included the initial application, all supplemental filings, certain responses to data requests, and testimony and cross examination of witnesses and experts at the adjudicative hearings described above.

IV. Construction Plan

AWE notified the Committee on December 21, 2017 that it would start construction using equity funding. AWE started construction in February 2018 in order to complete tree clearing before March 31 (as specified by AWE's Bird and Bat Conservation Strategy) and in

order to meet AWE's planned commercial operation date. Tree clearing was completed in March 2018. AWE has continued final design work and procurement of long lead equipment under the BOP contract with Reed & Reed, Inc. and the LGIA with Eversource/PSNH. AWE issued a full notice to proceed to Reed & Reed on July 26, 2018 and plans to reach commercial operations by August 30, 2019.

With the appeal to the New Hampshire Supreme Court now final and the Certificate affirmed, a major condition precedent to the PSA has been satisfied. As a result, AWE will now use debt financing provided by Antrim Level LLC to continue construction of the Project. The debt financing provided by Antrim Level is not contingent upon Committee approval of the membership interest transfer. In the event that the sale of Walden's membership interest in AWE to Antrim Level does not proceed, AWE will complete construction of the project and the debt will be repaid to Antrim Level like any other traditional debt instrument.

Antrim Level is familiar with the details of all land, commercial and regulatory requirements of the Certificate/permits and other agreements affecting AWE. Antrim Level and Walden will cooperate closely during this next phase of construction to ensure that the transfer of ownership is seamless with respect to AWE's performance under the contracts and compliance with the Certificate. As owner of AWE, Walden will maintain control during this transition, but will involve Antrim Level with all aspects of the construction process. Upon transfer of membership interests to Antrim Level, Walden will continue to support Antrim Level as needed through the construction process.

V. Proposed Transfer of Membership Interests

As stated above, Walden, owner of 100% of the membership interests in AWE, has entered into a PSA with Antrim Level to sell all of the membership interests in AWE to Antrim Level. Antrim Level LLC, a Delaware limited liability company, was formed by TransAlta to be

the acquisition entity for TransAlta's purchase of the membership interests in AWE as well as the purchase of the membership interests in Big Level Wind LLC, the owner of a 90 MW wind development project in Pennsylvania. Walden Green Energy Northeast Wind LLC was also the seller of Big Level Wind and that transaction closed on February 20, 2018.

TransAlta Corporation, through its subsidiary TransAlta Holdings U.S. Inc., will indirectly wholly own and be the ultimate parent of Antrim Level. Another affiliate of TransAlta, TransAlta Renewables, Inc., will hold an economic interest in Antrim Level. In 2013, TransAlta Renewables, of which TransAlta currently owns approximately 61%, completed its initial public offering. TransAlta Renewables was formed to hold a highly contracted portfolio of renewable and natural gas assets to provide stable and consistent income and to pursue and capitalize on strategic growth opportunities. A simplified corporate structure diagram of TransAlta as it relates to the proposed transaction is attached to the Pre-Filed Direct Testimony of Brent Ward and Kelly Wist (the "Ward and Wist Testimony") accompanying this Joint Petition.

Antrim Level's financial resources and capabilities, as a subsidiary of TransAlta, are described in Section VI below. A more thorough description of the corporate organization of TransAlta and Antrim Level is included in the Ward and Wist Testimony.

For the reasons described below, the Committee's approval of the transfer of membership interests in AWE to Antrim Level is consistent with the intent of the statute and rules,² and with precedent established under this Committee's decisions in the AES Londonderry, Newington, and Brookfield dockets.

² In 2014, the Committee adopted new rules that address the criteria relative to findings of financial, technical and managerial capability to construct and operate energy facilities. *See* Site 301.13. These rules do not expressly apply to petitions for change in control. However, the rules provide useful guidance for assessing such petitions and the application of Site 301.13 as guidance has been employed by the Committee in prior transfer proceedings. *See* Docket 2016-02, *Order Approving Transfer of Ownership*, June 3, 2016, pp. 6-7.

VI. Financial Capability of New Owner

Pursuant to RSA 162-H:16, IV(a), an applicant for a certificate of site and facility must demonstrate its financial capability to construct and operate the proposed facility in continuing compliance with the terms and conditions of the certificate. As noted, prior precedent has established that a proposed transferee must make a similar showing. In this case, Antrim Level has the requisite financial capability to continue to construct and operate the Facility in compliance with the terms and conditions of the Certificate.

As more particularly set forth in the Ward and Wist Testimony, TransAlta is among the largest of any publicly traded independent renewable power producers in Canada. Beginning as a small, local power company in 1909, TransAlta has developed over the past century into an experienced and respected power generator and wholesale marketer of electricity. It is publicly traded on both the New York Stock Exchange (“NYSE”) and the Toronto Stock Exchange (“TSX”) with a current market capitalization of approximately CAD\$1.9 Billion. TransAlta’s focus has been in the development, production and sale of electric energy. Headquartered in Calgary, Alberta, Canada, TransAlta’s portfolio of assets totals over 9,000 MW, and is comprised of a diverse mix of fuel types including renewable and non-renewable generation types at more than 60 facilities across Canada, the United States, and Australia. TransAlta is a highly experienced wind facility owner and operator and is one of the largest generators of wind power in Canada. TransAlta currently has 18 wind facilities in its portfolio totaling 1,321 MW of net generating capacity located across Canada and the United States.

Through its subsidiaries, TransAlta owns the following renewable energy facilities in the United States:

- Mass Solar, which is a combined 21 MW solar project with arrays located in Dartmouth, MA, Freetown, MA, North Brookfield, MA, Plymouth, MA and Milton, MA.

- Big Level, which is a 90 MW wind project under construction in Potter County, PA.
- Lakeswind, which is a 50 MW wind facility in Rollag, MN.
- Wyoming Wind, which is a 144 MW wind facility in Evanston, WY.

Additionally, TransAlta has significant holdings in Canada as well as Western Australia. Attached to the Ward and Wist Testimony is a full list of TransAlta’s operating portfolio.

Also included with the Ward and Wist Testimony is TransAlta’s First Quarter Report for 2018. As of the First Quarter of 2018, TransAlta had approximate revenues of CAD \$588 million, approximate total assets of CAD \$9.963 billion, and approximate cash on hand of CAD \$329 million. TransAlta’s financial reports are filed with the U. S. Securities and Exchange Commission and can be accessed at TransAlta’s company website

(<https://www.transalta.com/investors/financial-and-annual-reports/>), and its reports are also filed with SEDAR.³ Highlighted on TransAlta’s website are its credit ratings. TransAlta maintains a low risk profile through operating a highly contracted set of assets that are diversified in terms of both geography and fuel type. This, along with an on-going focus on maintaining a strong financial condition, has resulted in the credit ratings for TransAlta illustrated below:

	DBRS	Standard & Poors	Moody’s	Fitch
Issuer Rating	BBB (low) / Stable	BBB- / Negative	Ba1 / Positive	BBB- / Stable

The Ward and Wist Testimony details the proposed financing for the ongoing construction and subsequent operation of AWE. The construction of Antrim Wind will be financed using cash on hand and drawing on a TransAlta Renewables’ Credit Facility of CAD \$500 million, of which only CAD \$91 million has been drawn down as of June 30, 2018. This

³ SEDAR is the System for Electronic Document Analysis and Retrieval, the electronic filing system for the disclosure documents of public companies and investment funds across Canada (similar to EDGAR in the United States).

approach is consistent with how TransAlta has funded construction for other renewable energy projects located in the United States. For example, TransAlta is employing this same approach at the 90 MW Big Level project that began construction in February of 2018. Once Antrim Wind reaches operation, it will be funded through a combination of equity and tax equity. In addition, as further described in the Ward and Wist Testimony, TransAlta has numerous other sources of capital including the Canadian debt capital markets, the U.S. debt capital markets, the equity capital markets, preferred shares, tax equity and access to CAD\$2 billion in committed credit facilities.

Upon SEC approval of the transfer of AWE's membership interest to Antrim Level, in addition to continuing to fund construction of the Facility, Antrim Level, through its parent TransAlta, will assume the continuing obligation of the decommissioning funding assurance as set forth in the agreement between the Town of Antrim and Antrim Wind Energy LLC and Certificate. At Walden's request and as part of the financing package agreed between the parties, TransAlta has already posted the required decommissioning security on behalf of Antrim Wind Energy LLC for the Antrim Wind Project.

As demonstrated in the Ward and Wist Testimony, Antrim Level, as a subsidiary of TransAlta, possesses the financial resources to fund the continued, uninterrupted construction, and operation of the Facility in compliance with all terms and conditions of the Certificate.

VII. Technical Capability of New Owner

RSA 162-H:16, IV(a) requires an applicant to have "adequate...technical...capability to assure construction and operation of the facility in continuing compliance with the terms and conditions of the certificate." Prior SEC proceedings have established that a proposed transferee must make a similar showing. In this case, Antrim Level has the required technical capability to construct and operate the Facility in compliance with the terms and conditions of the Certificate.

As explained in the Pre-Filed Direct Testimony of Mark Mackay and Gary Woods (“Mackay and Woods Testimony”), upon SEC approval of change of control and closing of the transaction, all of the major equipment supply and construction contracts will remain in place as described in the 2015-02 Antrim Wind docket. These include the construction contract between AWE and Reed & Reed, the Turbine Supply Agreement between AWE and Siemens (“TSA”), the Service and Maintenance Agreement between AWE and Siemens (“SMA”), and the Large Generator Interconnection Agreement among AWE, ISO New England and Public Service Company of New Hampshire (“LGIA”). The scopes of work and division of responsibilities under those contracts will also remain the same. During construction, Antrim Level will continue to work with Reed & Reed, Inc. for the construction of Antrim Wind in the same way that Walden has as its current owner.

Further, as discussed in the Mackay and Woods Testimony, TransAlta has more than 100 years of experience developing, owning, and operating power generation facilities. TransAlta currently owns and/or operates a total of 50 renewable energy facilities across Canada and the United States, 18 of which are wind facilities, totaling net 1,321 MW. It employs over 1,700 people across its fleet of operations, and in regard to its wind projects, TransAlta employs 73 highly experienced and capable staff for its operations.

Antrim Level is ideally suited to assume ownership of the Project since TransAlta and its subsidiaries have extensive experience in the construction and operation of renewable energy facilities. Of the 18 wind facilities owned by TransAlta, it directly operates and maintains 7 of the sites. At 9 of the locations there are long term service agreements with vendors such as Vestas, Enercon, General Electric and Nextera, for the performance of field operations and maintenance functions on the wind turbines. This work is overseen locally by TransAlta

supervision or Lead Wind Technicians. TransAlta employees also operate and maintain the Balance of Plant systems, including the electrical sub stations at these sites. With respect to its remaining 2 wind facilities, all field operations and maintenance activities are performed by third party vendors under long-term service agreements, who report to regional TransAlta leaders. TransAlta's approach to construction and operation of Antrim Wind is similar to the approach described in the original AWE application certificated by the Committee. Upon SEC approval, TransAlta construction personnel will assume responsibility for oversight of the existing construction contract with Reed & Reed. In addition, TransAlta will maintain the existing Owner's Engineer engaged by AWE,⁴ Canadian Projects Limited ("CPL"), to assist in daily oversight of construction activities. Similarly, Siemens will continue to provide turbine supply and commission services under the TSA leading up to the final commissioning of the turbines. Thereafter, Siemens will be responsible for ongoing turbine service and maintenance, under TransAlta supervision, during the term of the SMA. Notably, in connection with Walden's Application, the Subcommittee found that the "evidence and testimony presented demonstrate . . . that the Applicant's contractors," including "Reed & Reed have extensive experience in designing and constructing renewable energy projects, including wind turbine projects. . . . [Further,] Siemens is a global company that has significant experience with providing and

⁴ In the early stages of project development leading up to the underlying permitting proceeding, AWE retained DNVGL as Owner's Engineer for the Antrim Project. Following the conclusion of the permitting proceeding and prior to start of construction, AWE did not require the assistance of an Owner's Engineer. In preparation for start of construction, AWE considered potential firms to use as Owner's Engineer during construction. Canadian Projects Limited was engaged by TransAlta and supported their due diligence in anticipation of TransAlta's potential acquisition of the Project since 2017. In light of their familiarity with the Project and both Walden and TransAlta's confidence in their qualifications and team, AWE elected to engage Canadian Projects Limited from the start to act as Owner's Engineer in order to ensure the most seamless transition to new ownership. AWE has directly engaged with Canadian Projects Limited and that contract will remain in place subsequent to any change of control. Further discussion regarding Canadian Projects Limited's extensive experience, its partnering with Tetra Tech on renewable energy projects in the US and its August 1, 2018 acquisition by Tetra Tech Canada Inc. is included in the Mackay and Woods Testimony, pp. 10-11.

servicing Siemens wind turbines around the world.” Docket No. 2015-02, Decision and Order Granting Application for Certificate of Site and Facility, March 17, 2017, pp. 67-68.

The 18 wind projects owned by TransAlta utilize different types of turbines including Siemens, Vestas, GE and Enercon. Thus, TransAlta’s operations staff has robust and diversified operating experience. TransAlta has previous experience working with Siemens at its 198 MW Wolfe Island project, which reached operations in 2009, and utilizes Siemens turbines. TransAlta currently performs all operations and maintenance on this facility.

In addition to its operating experience, TransAlta is highly experienced in constructing wind facilities. TransAlta has approximately two decades of experience constructing wind projects across Canada in a variety of climates and regions. As detailed in the Mackay and Woods Testimony, TransAlta and its affiliates have constructed 7 wind facilities in the past 15 years, with the largest constructed wind project having a capacity of 200 MW. The most recently constructed facility was the 68 MW New Richmond Wind Facility located in Quebec, which reached commercial operation in 2013. In the last year, TransAlta began expansion of a facility in New Brunswick, to which it is adding five turbines, totaling 17.25 MW, to the existing operating wind facility. Further, as noted above, TransAlta has begun construction in February of 2018 on the recently-acquired 90 MW Big Level Wind Project located in Pennsylvania. This project is scheduled to be in commercial operation in the latter half of 2019. The Mackay and Woods Testimony provides a summary of these wind projects.

As more particularly set forth in the Mackay and Woods Testimony, Antrim Level has developed familiarity with the terms and conditions of the Certificate. In addition, Antrim Level is familiar with applicable state and local laws, regulations, and requirements affecting the Project. Antrim Level possesses the technical resources and knowledge necessary to ensure that

the Project is constructed and operated in compliance with the terms and conditions of the Certificate.

VIII. Managerial Capability of New Owner

RSA 162-H:16, IV(a) further requires an applicant to have “adequate...managerial capabilities to assure construction and operation of the facility in continuing compliance with the terms and conditions of the certificate.” Prior SEC proceedings required a proposed transferee must make a similar showing. In this case, Antrim Level has the necessary managerial capability to construct and operate the Facility in compliance with the terms and conditions of the Certificate.

As discussed in the Mackay and Woods Testimony, TransAlta has established effective programs, processes, systems and tools for the safe construction and operation of its facilities, and has a proven track record of successfully constructing, operating, and managing a diverse asset portfolio, based on a broad range of technologies, regulatory requirements, and geographic ranges. Antrim Level, as a subsidiary of TransAlta, will bring this depth of experience and knowledge to the Project.

As noted above and in the Mackay and Woods Testimony, TransAlta will continue to work with Reed & Reed, Inc. and Siemens during the construction of the Antrim Wind Facility. Like other significant contractors tasked with helping to ensure safe and responsible construction of the Project in compliance with all conditions presently, CPL will remain the Owner’s Engineer after Antrim Level becomes the new owner – ensuring that the transition to new ownership is seamless. The Mackay and Woods Testimony provides a few representative examples of CPL’s work, which demonstrate its deep experience in the management of engineering and construction for wind energy projects.

As noted above, AWE currently has an existing Service and Maintenance Agreement (“SMA”) in place with Siemens for the first two years of operations, which will remain in place under Antrim Level’s ownership. As described in the original AWE application, Siemens will maintain two full time employees on-site to perform both scheduled and unscheduled turbine maintenance. TransAlta has almost a decade’s experience working with Siemens on its 198 MW wind project located near Kingston, Ontario. TransAlta will also have one full-time employee on-site to manage BOP maintenance and oversee all site operations. As described in the original AWE application, upon expiration of the SMA, TransAlta will make a determination whether to extend the Siemens SMA, insource turbine maintenance to its own staff, or enter into a new contract with another experienced and qualified third party for turbine service and maintenance. In accordance with the existing Certificate requirements, Antrim Level will notify the Administrator of the Committee of any change to the SMA within 60 days.

TransAlta has many protocols in place to ensure successful operations and safety. As discussed in the Mackay and Woods Testimony, TransAlta implements effective Environment, Health & Safety (“EH&S”) programs centered around safe work planning, work permitting, equipment lockout / tagout, field level hazard assessments, hazard and near-miss reporting, site audits, and incident management and lessons learned processes, as well as Legal and Regulatory Compliance. Compliance is ensured through the governance and oversight of a corporate EH&S and Operations Services Support team. Further, TransAlta’s systems and tools have extensive dashboard and key performance indicators to monitor the health of its assets and compliance with its programs. Its field operations are led by an experienced workforce that includes an Operations Manager, Site Supervisors, Lead Technicians and Wind Technicians. Furthermore,

TransAlta has a modernized Centralized Wind Control Centre that is staffed around-the-clock every day of the year.

TransAlta's programs, processes, systems and tools are valued and supported by its field and corporate employees, who are committed to TransAlta's vision of zero EH&S incidents and unexpected asset failures. In short, TransAlta is committed to health and safety.

The following highly-skilled and experienced TransAlta employees will be involved in the construction process for Antrim:

- **Mark Mackay**, Managing Director of Construction and Development Engineering. Mackay is a Registered Professional Engineer who has 38 years' of experience in the power generation and oil & gas industries. Throughout his career, Mackay has worked in various roles including design engineering, project management, and management. He has worked at TransAlta for 19 years, and has been in his current managerial role for the past 5 years. Mackay is responsible for the design and construction of a broad array of major capital projects, including natural gas fired, hydroelectric, and wind and solar generation projects. Over the course of his career, MacKay has been involved in more than 20 major capital projects, and has worked on 4 of the 18 wind facilities currently owned by TransAlta. The design and construction of the Antrim Wind Project will fall within his responsibilities. A copy of Mackay's CV is attached to the Mackay and Woods Testimony as Exhibit A.
- **Jeff Nelson**, Manager, Project Engineering. Nelson will provide overall responsibility for the execution of the project as it relates to safety, environment, budget and schedule. With over 17 years of power generation experience in both

gas and wind power plants, Nelson has installation, construction, and commissioning experience for combined cycle power plants as well as wind generation. In addition, he has been in several engineering leadership roles during his 11 years at TransAlta. Nelson has provided technical expertise for the expansion of TransAlta's wind portfolio over the last 8 years and has been the technical lead for multiple project financing deals in order to raise debt. He will be supported by CPL, as discussed above. A copy of Nelson's CV is attached to the Mackay and Woods Testimony as Exhibit E.

The following highly-skilled and experienced TransAlta employees will be involved in the management of the start-up and operation of Antrim Wind:

- **Gary Woods, Managing Director of Gas and Renewables.** Woods is a First-Class Power Engineer and Certified Engineering Technologist with 30 years' experience in the power and industrial sectors. He has been with TransAlta for the past 19 years, serving in his current capacity for the past 4.5 years. Woods leads the operations of TransAlta's Gas and Renewables assets in North America and is responsible for the safe and reliable operation of the 18 wind facilities owned by TransAlta. He has overseen TransAlta's due diligence activities in connection with the Antrim Wind Project, and will be responsible for integrating this Project into TransAlta's North American Operations, including ongoing maintenance and operations. Woods' CV is attached to the Mackay and Woods Testimony as Exhibit B.
- **Anik Whittom, Operations Supervisor.** Whittom currently serves as Operations Supervisor at the TransAlta Le Nordais Wind Park, 98 MW and 132

turbines. Whittom has worked in the wind industry for 19 years with nearly 10 of those at TransAlta. In her current role Whittom is responsible for the safe and reliable operation and maintenance of wind assets at Le Nordais. With respect to the Antrim Wind Project, Whittom will support the integration of the project into TransAlta's North American Operations including ongoing operations and maintenance at the commercial operation date. Whittom's CV is attached to the Mackay and Woods Testimony as Exhibit F.

- **Julie Turgeon, Operation Supervisor and Capital Project Manager.** Turgeon is a Geological Professional Engineer with more than 10 years' experience working on the design, siting, construction and commissioning of wind facilities. In her current role at TransAlta Turgeon manages operation and maintenance contracts to ensure safe and reliable operations of TransAlta's U.S. wind farms along with the integration of new and newly acquired operational assets in TransAlta's wind and solar business units. Turgeon's CV is attached to the Mackay and Woods testimony as Exhibit G.

TransAlta's management team possesses the requisite managerial experience and capability necessary to ensure that the Project is constructed and operated in accordance with the terms and conditions in the Certificate. If the transfer is approved, Antrim Level will preserve and enhance the value of the Project for the community and the region and serve as a good corporate citizen in New Hampshire.

IX. Conclusion

The Antrim Wind Project is a fully developed and contracted wind farm currently under construction using highly competent contractors that this Committee has become familiar with

during the 2015-02 Docket. Those vendors and contractors will remain engaged by AWE before, during and after the pending proceeding before the SEC. Walden and Antrim Level will cooperate closely during the construction of the Project to insure a seamless transition of ownership. For the reasons stated, the Petitioners respectfully request appointment of a three-member subcommittee to act on behalf of the Committee, for approval of the requests made herein, and for such further relief deemed just and equitable.

Respectfully submitted,

ANTRIM LEVEL LLC

By its Attorneys,

Pierce Atwood LLP

Dated: August 7, 2018

By: 

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**WALDEN GREEN ENERGY NORTHEAST
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By its Attorneys,

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