

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF PUBLIC UTILITIES**

Petition of NSTAR Electric Company d/b/a
Eversource Energy for Approval of Proposed Long-
Term Contracts for Offshore Wind Energy
Generation Pursuant to Section 83C of an Act
Relative to Green Communities, St. 2008, c. 169, as
amended by St. 2016, c. 188, §12; St. 2021, c. 8 §§
91 *et seq.*

D.P.U. 22-70

Petition of Massachusetts Electric Company and
Nantucket Electric Company d/b/a National Grid
for Approval of Proposed Long-Term Contracts for
Offshore Wind Energy Generation Pursuant to
Section 83C of an Act Relative to Green
Communities, St. 2008, c. 169, as amended by St.
2016, c. 188, §12; St. 2021, c. 8 §§ 91 *et seq.*

D.P.U. 22-71

Petition of Fitchburg Gas and Electric Light
Company d/b/a Unitil for Approval of Proposed
Long-Term Contracts for Offshore Wind Energy
Generation Pursuant to Section 83C of an Act
Relative to Green Communities, St. 2008, c. 169, as
amended by St. 2016, c. 188, §12; St. 2021, c. 8 §§
91 *et seq.*

D.P.U. 22-72

REPLY BRIEF OF COMMONWEALTH WIND, LLC

Respectfully Submitted,

COMMONWEALTH WIND, LLC

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I. INTRODUCTION

Commonwealth Wind, LLC (“Commonwealth Wind”) is the counterparty to power purchase agreements (“PPAs”) with NSTAR Electric Company d/b/a Eversource Energy (“Eversource”), Massachusetts Electric Company and Nantucket Electric Company each d/b/a National Grid (“National Grid”), and Fitchburg Gas and Electric Light Company d/b/a Until (“Until”) (together the “Petitioners” or “EDCs”). The PPAs provide for the EDCs’ purchase of the energy and associated Environmental Attributes from Commonwealth Wind’s approximately 1,200 MW offshore wind generation project (the “Project”). In these dockets, the EDCs have petitioned the Department of Public Utilities (“Department”) to approve the PPAs pursuant to Section 83C of An Act Relative to Green Communities, St. 2008, c. 169, as amended by St. 2016, c. 188 §12, St. 2021, c. 8, § 91 *et seq.*, St. 2021, c. 24, §§ 69 and 72, and St. 2022, c. 179, § 61 (“Section 83C”) and 220 C.M.R. § 23.00.

Commonwealth Wind appreciates the unanimous support for the Project, its benefits, and its advancement of the public interest provided in the Initial Briefs submitted by the parties. *See generally* Joint Initial Brief of the EDCs (Oct. 18, 2022), Initial Brief of the Department of Energy Resources (Oct. 18, 2022), and Initial Brief of the Office of the Attorney General (Oct. 18, 2022) (all explaining that the Project would provide benefits and advance the public interest). Commonwealth Wind agrees that the Project provides numerous benefits and is critical to achieving the Commonwealth’s energy and climate goals. Advancing the Project, with its reliable and low-cost renewable energy, ability to moderate winter price spikes, and significant economic benefits, is in the public interest. Commonwealth Wind remains committed to providing

the most cost-effective offshore wind generation possible to the Commonwealth of Massachusetts and its ratepayers.

Unfortunately, as described in Commonwealth Wind's October 20, 2022 Motion for a One-Month Suspension, the global economy has changed dramatically and suddenly over the last year since Commonwealth Wind bid into the third solicitation under Section 83C. As further set forth in the Affidavit of Sy Oytan, which is provided with Commonwealth Wind's Limited Motion to Reopen the Evidentiary Record, filed today, because of the direct impact of the changed economic conditions, the current PPAs will no longer facilitate the necessary financing of the Project, and the Project needs PPAs that reflect this economic reality. Thus, approval of the PPAs, absent amendments, will not result in the benefits that are required under Section 83C, because the financing required to actually construct the Project will not be forthcoming. *See* Section 83C(a); Section 83C(e)(1); 220 C.M.R. § 23.05(1)(a).

To avoid this outcome, the Department should grant Commonwealth Wind's October 20, 2022 Motion, suspend these proceedings for one month and direct that Commonwealth Wind and the EDCs submit an update on the status of the PPAs by December 1, 2022 and supplement the record with any needed information by December 15, 2022, or as otherwise directed. It is vital that the record be supplemented to reflect current economic realities before the Department renders a decision in these dockets, and more time is needed to develop a full record that would best advance the interests of ratepayers. More information is needed before the Department will be positioned to render a decision that advances section 83C and the public interest. In particular, it is crucial that the parties have an opportunity to consider the implications of recent

economic developments and present the Department realistic options that reflect current economic conditions. The Department should have an opportunity to hear from all parties on a possible path forward for the PPAs, such as the advancement of amended PPAs, before it issues a final decision in these dockets. It is critical in this context to understand that, even if the PPAs were revised, the Project would remain the most cost-effective and beneficial means of achieving the purposes of Section 83C and vital to achieving Massachusetts's climate and clean energy goals.

Alternatively, if the Department is unwilling to allow a short additional period for the parties to address this existential issue for the Project, the Department should deny the EDCs' petitions to approve the PPAs without prejudice as to refiling amended PPAs and should direct the EDCs to confer with Commonwealth Wind and refile PPAs consistent with Section 83C. The statutory role of the Department under Section 83C is to ensure that proposed contracts meet the statutory criteria. If proposed contracts do not meet those criteria, the Department should deny approval of those contracts while preserving the opportunity for them to be refiled in a form that meets the applicable standards. In this situation, not only would approval of the PPAs be contrary to the statute and regulations, it would unnecessarily risk forcing a default, which would put in question the ability of Massachusetts and its ratepayers to benefit from the Project.

II. PROCEDURAL BACKGROUND

Pursuant to Section 83C, the EDCs filed petitions with the Department seeking approval of long-term contracts to purchase offshore wind energy generation with Mayflower Wind LLC ("Mayflower") and Commonwealth Wind on May 25, 2022. The Department docketed the petitions as D.P.U. 22-70, D.P.U. 22-71, and D.P.U. 22-72.

On June 2, 2022, the Office of the Attorney General (“Attorney General” or “AGO”) filed a Notice of Intervention and a Notice of Retention of Experts and Consultants. On June 6, 2022, the Independent Evaluator (“IE”), retained pursuant to Section 83C(f), issued a report in accordance with Section 83C. On June 22, 2022, the Department granted Commonwealth Wind and the Department of Energy Resources (“DOER”) full party status and granted Mayflower limited participant status.

On August 2, 2022, the Department established a joint procedural schedule for all three dockets that set a deadline for filing initial briefs of October 24, 2022 and a deadline for filing reply briefs of November 7, 2022. On August 26, 2022, the AGO and DOER submitted initial testimony. On September 28, 2022, the Hearing Officer amended the procedural schedule, finding that evidentiary hearings were unnecessary and accelerating the briefing schedule such that initial briefs were due by October 18, 2022 and reply briefs are now due by November 1, 2022.

On October 20, 2022, Commonwealth Wind filed a Motion requesting a one-month suspension of proceedings on the PPAs. On October 27, 2022 Mayflower filed an Answer in support of Commonwealth Wind’s motion. No other party filed a response.

III. STANDARD OF REVIEW

Section 83C requires that the EDCs enter into “cost-effective long-term contracts” in order “to facilitate the financing of offshore wind energy generation.” Section 83C(a). The Department has held that “as a threshold matter” such contracts must be with eligible resources and “must . . . facilitate the financing of an offshore wind energy generation resource.” *NSTAR Electric Co./Massachusetts Electric Co./Fitchburg Gas and Electric Light Co.*, D.P.U. 20-16/20-17/20-18, at 23 (2020); *NSTAR Electric Co./Massachusetts*

Electric Co./Fitchburg Gas and Electric Light Co., D.P.U. 18-76/18-77/1-788, at 7 (2019); *NSTAR Electric Co./Massachusetts Electric Co./Fitchburg Gas and Electric Light Co./Western Massachusetts Electric Co.*, D.P.U. 13-146/13-147/13-148/13-149, at 8 (2014); *NSTAR Electric Co.*, D.P.U. 11-05/11-06/11-07, at 15 (2011).

As specifically required by Section 83C and the Department's regulations at 220 C.M.R. 23.00, in order to be approved, long term contracts must also:

1. Provide enhanced electricity reliability;
2. Contribute to reducing winter electricity price spikes;
3. Be cost-effective to Massachusetts electric ratepayers over the term of the contract, taking into consideration potential economic and environmental benefits to the ratepayers;
4. Avoid line loss and mitigate transmission costs to the extent possible and ensure that transmission cost overruns, if any, are not borne by ratepayers;
5. Adequately demonstrate project viability in a commercially reasonable timeframe;
6. Allow offshore wind energy generation resources to be paired with energy storage systems;
7. Mitigate any environmental impacts, where possible; and
8. Create and foster employment and economic development in Massachusetts, where feasible.

220 C.M.R. § 23.05(1)(a); *see also* Section 83C(e)(1).¹

¹ The relevant provisions of Section 83C were amended by St. 2022, c. 179, § 61 after the filing of the petitions in these dockets. Section 83C(e)(1) now states in relevant part:

(A) where feasible, create and foster economic development and quality, high-demand jobs in the commonwealth; (B) provide enhanced electricity reliability, system safety and energy

Long term contracts must also be “a cost-effective mechanism for procuring reliable renewable energy on a long-term basis, taking into account the factors outlined in 220 C.M.R. 23.00.” 220 C.M.R. § 23.05(1)(b); *see also* Section 83C(e)(2).²

In addition, long-term contracts must also be in the public interest. G.L. c. 164, § 94; *NSTAR Electric Co./Massachusetts Electric Co./Fitchburg Gas and Electric Light Co.*, D.P.U. 20-16/20-17/20-18, at 8, 54. The Department reviews the public interest of long-term contracts for renewable energy based on the specific facts and circumstances relevant to each proposed contract. *NSTAR Electric Co./Massachusetts Electric Co./Fitchburg Gas and Electric Light Co.*, D.P.U. 20-16/20-17/20-18, at 8.

IV. ARGUMENT

- A. The Department should pause these proceedings; it should not approve the PPAs now because, unless they are amended, they will not allow the Project to be financed.

security; (C) contribute to reducing winter electricity price spikes; (D) be cost-effective and beneficial to electric ratepayers in the commonwealth over the term of the contract, taking into consideration potential costs and benefits to the ratepayers, including potential economic and environmental benefits and opportunities to equitably allocate costs to, and equitably share costs with, other states and populations within other states that may benefit from offshore wind generation procured by the commonwealth; (E) avoid line loss and mitigate transmission costs to the extent possible and ensure that transmission cost overruns, if any, are not borne by ratepayers; (F) adequately demonstrate project viability in a commercially reasonable timeframe; (G) allow offshore wind energy generation resources to be paired with energy storage systems, including new and existing mid-duration and long-duration energy storage systems; (H) include an initial environmental and fisheries mitigation plan for the construction and operation of such offshore wind facilities, including consideration of commercial, recreational and indigenous fishing rights; (I) mitigate impacts to the marine environment by providing financial and technical assistance to support robust monitoring of wildlife and habitat through contributions to regional and tribal research efforts; (J) include benefits to environmental justice populations and low-income ratepayers in the commonwealth; and (K) include opportunities for diversity, equity and inclusion, including, at a minimum, a workforce diversity plan and a supplier diversity program plan.

² The relevant provisions of Section 83C were amended by St. 2022, c. 179, § 61 after the filing of the petitions in these dockets. It now reads “a cost-effective mechanism for procuring beneficial, reliable renewable energy on a long-term basis.”

As stated in the briefs of the EDCs, the AGO, and DOER, the Project could indeed meet the statutory and regulatory criteria under Section 83C, provide considerable benefits (including delivery of cost-effective and reliable renewable energy), and advance the public interest. But the Project will only meet those criteria, provide these benefits, and advance the public interest if it is actually constructed. That is why there is a threshold requirement under Section 83C that the PPAs must “facilitate the financing of offshore wind energy generation.” Section 83C(a); *see also e.g. NSTAR Electric Co./Massachusetts Electric Co./Fitchburg Gas and Electric Light Co.*, D.P.U. 20-16/20-17/20-18, at 23 (2020). The goal of Section 83C is not to approve contracts; it is to bring the substantive benefits of cost-effective offshore wind generation to the Commonwealth and its ratepayers. That should be the guiding purpose of the Department and the parties in this proceeding.

Commonwealth Wind stated in its Motion, filed on October 20, 2022, and states again now that it can only build the Project if it can be financed, and that the current PPAs do not support financing. As further set forth in the accompanying Motion to Reopen the Record and Affidavit of Sy Oytan, global economic conditions have changed dramatically and swiftly in a way that could not have been managed – directly impacting the Project cost assumptions since the Project was selected – rendering the PPAs uneconomic and insufficient to support financing.³ These changes do not, however,

³ Both Commonwealth Wind’s Motion of October 20, 2022, and the Affidavit of Sy Oytan filed today explain that economic conditions have changed quickly over the last year and have dramatically affected the economics of the Project. As set forth in Commonwealth Wind’s Motion to Reopen the Record, the critical significance of this evidence to the matters before the Department makes it incumbent upon the Department to provide additional time for all parties to grapple with the changed circumstances affecting the Project so that the best decision for Massachusetts and its ratepayers can be made.

mean that the PPAs could not be amended in a manner that allows them to meet the requirements of Section 83C. As also addressed in the Affidavit of Sy Oytan, even with a modest increase in price to accommodate the current extraordinary economic conditions, the Project would remain cost-effective for Massachusetts and its ratepayers and would continue to offer net benefits to ratepayers.

In sharp contrast, approving the PPAs in their current form will not facilitate the financing of the Project, meaning there will be no Project to satisfy any of the statutory criteria under Section 83C. *See, e.g.*, 220 C.M.R. § 23.05(1)(a)(5) (PPAs must be with Projects that “Adequately demonstrate project viability in a commercially reasonable timeframe”); *accord* Section 83C(e)(1)(v)(F). Given the necessary time, Commonwealth Wind can present evidence that justifies the modest increase in costs needed to return the Project to financeability and can demonstrate that PPAs that accommodate this need would still be cost-effective and would still provide the substantial benefits that support approval under Section 83C.

The Department does not need to rush approval of the current PPAs. The Department should suspend the proceedings to allow the parties to address this dramatic change in circumstances and to receive evidence that allows it to best advance the interests of ratepayers and the purposes of Section 83C. Especially now, when energy prices present a real and pressing concern, it makes no sense to risk ratepayers’ ability to benefit from a Project that, even if its PPAs are revised, remains positioned to lower their energy costs, moderate winter price spikes, and significantly contribute to the Commonwealth’s greenhouse gas emission reduction goals.

The Department should instead grant Commonwealth Wind’s October 20, 2022 Motion and its renewed request in this Reply Brief to suspend these proceedings. No party would be prejudiced by a short delay to ensure that the record properly elucidates these issues. Not giving time for the introduction of that evidence risks an uninformed decision that could have dramatic effects on the Commonwealth’s ratepayers and the Commonwealth’s ability to meet its climate goals and obligations. *See, e.g.* G.L. c. 21N (providing greenhouse gas emission limits).

B. Approving the PPAs now would be contrary to an established threshold requirement under Section 83C.

The Department should not approve PPAs that do not “facilitate the financing of offshore wind energy generation.” Section 83C(a); *see also e.g. NSTAR Electric Co./Massachusetts Electric Co./Fitchburg Gas and Electric Light Co., D.P.U. 20-16/20-17/20-18, at 23 (2020)*. In their Initial Brief, the EDCs contend that Commonwealth Wind’s bid submission statements that power purchase agreements would allow the Project to obtain financing are sufficient demonstration that the PPAs facilitate the financing of the Project.⁴ EDC Initial Brief at 17-18. The EDCs also assert generally that because approval of long-term contracts is necessary to secure financing, the PPAs *ipso facto* facilitate such financing. *Id.* at 18.

The EDCs are factually wrong. Approved long-term contacts may be a *necessary* precondition to securing financing for offshore wind generation resources, but the mere existence of a PPA is not *sufficient* to secure that financing. Financing is only possible if

⁴ No other party provided argument in its initial brief that the PPAs would facilitate the financing of the Project.

the PPAs provide financial terms that are acceptable to potential financing partners. As stated in the Affidavit of Sy Oytan, filed today with Commonwealth Wind's Motion to Reopen the Record, the current PPAs no longer do so.

If the EDCs' statements on facilitating financing were not contested, they might be sufficient to satisfy the threshold requirement. But here they are contested by the party that must obtain that financing. The EDCs' assertions rest on a statement made by Commonwealth Wind when it submitted its bid under the third Section 83C solicitation. Commonwealth Wind, *the same party that made that statement and the party that will have to finance the Project*, is stating now that the PPAs will not, in fact, facilitate financing of the Project. The Project is now uneconomic under the current PPAs, which, under current economic conditions, no longer allow for the successful financing of the Project. *See* Affidavit of Sy Oytan, Nov. 1, 2022. The Department should not find that the PPAs will facilitate the financing of the Project when Commonwealth Wind is stating today that the PPAs will not facilitate financing of the Project.

C. Approving the PPAs now would be contrary to the statutory and regulatory criteria.

The Department also should not approve PPAs that are not associated with an offshore wind project that is viable under those PPAs. 220 C.M.R. § 23.05(1)(a)(5). Doing so would be contrary to Section 83C and to the Department's regulations at 220 C.M.R. § 23.00. The specific statutory and regulatory criteria required for approval of a PPA are not met if the PPA will not allow the subject offshore wind generation resource to be constructed. *See* 220 C.M.R. § 23.05(1)(a); *see also* Section 83C(e)(1). Indeed, one of the required criteria is that the subject project be "viab[le] in a commercially reasonable timeframe." 220 C.M.R. § 23.05(1)(a)(5); *see also* Section 83C(e)(1)(v)(F).

Approving of PPAs that can no longer be financed because of a dramatic change in Project costs that was outside of Commonwealth Wind's control (*see* Affidavit of Sy Oytan, Nov. 1, 2022) would contravene the express requirement that PPAs be approved only if they provide the benefits required by the statute and the regulations.

The EDCs contend that it is sufficient to establish viability that the PPAs contain critical milestones with financial consequences. EDC Initial Brief at 21. Yet, as the AGO notes, the EDCs “do not provide direct evidence regarding project viability,”⁵ AGO Initial Brief at 5 n.7. Again, the EDCs' assertion might be sufficient if it were not contested – milestone commitments with financial consequences circumstantially establish that the proponent of the Project believes it is viable. However, in this case, Commonwealth Wind—*the proponent of the Project*—is stating that the Project is not viable under the PPAs in present economic circumstances. Thus, the assessment that the EDCs are circumstantially referencing is no longer valid. Economic conditions have changed and Commonwealth Wind has been clear that the Project is uneconomic, and, therefore, not currently viable under the PPAs. The Department should not approve the PPAs now because they do not meet this explicit statutory criterion.

- D. Approving the PPAs now, when they do not allow the Project to move forward, would disregard the public interest and risk substantial harm to ratepayers.

The public interest is an important standard in the Department's review of long-term contracts under Section 83C because it ensures that the Department acts to promote

⁵ DOER did not provide argument in its initial brief on the viability criteria.

the interests of the public and ratepayers, consistent with other statutory requirements.⁶ *See, e.g., NSTAR Electric Co./Massachusetts Electric Co./Fitchburg Gas and Electric Light Co.*, D.P.U. 20-16/20-17/20-18, at 8, 54; *Massachusetts Electric Co.*, D.P.U. 10-54, at 65-66 (2010). Here the public interest clearly favors pausing these proceedings over approving the PPAs in their current form, because approving the PPAs now will not meet the statutory and regulatory criteria, provide any benefits, or promote the public interest.

While approving the PPAs now will provide no benefit, it may do real harm because there is a reasonable likelihood that Commonwealth Wind may default under the PPAs. Thus, approving the PPAs now, without an opportunity to consider economic changes, unnecessarily risks the Commonwealth losing the Project and its associated benefits.

That loss would be considerable. Commonwealth Wind believes that the price increase needed to return the Project to viability is modest and that the Project could maintain a price below the cap that was applicable to the third solicitation under Section 83C. *See* Exh. JU-1 at 36. That price would maintain the Project as the second-lowest-cost offshore wind project ever procured in the United States. Massachusetts is extraordinarily unlikely to see similarly advantageous pricing in any solicitations it conducts in the near term. The Department need not take Commonwealth Wind's word for this reality: the third solicitation under Section 83C was conducted with this price cap,

⁶ Relative to prior reviews of long-term contracts for renewable resources, the Department now has an explicit statutory mandate to "prioritize . . . reductions in greenhouse gas emissions to meet statewide greenhouse gas emissions limits and sublimits established pursuant to Chapter 21N." G.L. c. 25, § 1A, as added by An Act Creating a Next-Generation Roadmap for Massachusetts Climate Policy, St. 2021, c. 8, § 15.

and evidence on the resulting bids is in the record, so the Department can evaluate the extent to which options under that price existed when economic conditions were superior to those today. Economic conditions now are far less favorable, due among other things to inflation, interest rate increases, and increased input costs for offshore wind projects, and would result in significantly higher price proposals for offshore wind projects solicited today. Because Section 83C commits the Commonwealth to procuring offshore wind generation, failing to advance the Project is very likely to result in increased costs to ratepayers of meeting the commitments set forth in Section 83C. A decision that increases the cost to ratepayers of complying with Section 83C and delays or defeats the attainment of significant public benefits, including substantial greenhouse gas emission reductions needed to meet the limits under G.L. c. 21N, is not in the public interest.

E. There is no reason not to allow a short pause to these proceedings and good reason to do so.

To be clear, Commonwealth Wind remains committed to providing the most cost-effective offshore wind generation possible to the Commonwealth of Massachusetts and its ratepayers. Commonwealth Wind firmly believes that the Project, even with a modest price increase, is still the most cost-effective option available for obtaining offshore wind generation for Massachusetts. Commonwealth Wind recognizes the burden of making that case to stakeholders and is seeking a short delay in these proceedings to allow it to do so.

Unfortunately, the timing of macroeconomic developments did not allow Commonwealth Wind to make this case earlier, but Commonwealth Wind believes that it needs to be transparent with stakeholders on the economic realities facing the Project, even when that transparency does not align with ideal schedules. Commonwealth Wind

is working diligently to prepare additional information regarding the financeability and viability of the Project and options for amending the PPAs that it looks forward to sharing with the Parties and, ultimately, the Department. Today, Commonwealth Wind provides the Affidavit of Sy Oytan to advance the case it began to make with its October 20, 2022 Motion and to provide record evidence that approving the PPAs in their current form would be contrary to the statutory and regulatory criteria of Section 83C.

Commonwealth Wind recognizes that additional information will ultimately be necessary if amendments to the PPAs are to be advanced and shown to meet the applicable criteria under Section 83C. Commonwealth Wind is actively developing expert third-party assessments that it intends to share with other parties in the coming weeks so that the parties can determine a path forward and ultimately further supplement the record before the Department accordingly. That is why a short suspension of these proceedings is needed and would be beneficial. As explained herein, in Commonwealth Wind's October 20 Motion, and in its Motion to Reopen the Record, it is critical that the Department have more information before rendering a decision on the PPAs because that information will go directly to whether the PPAs should be approved in their current form (e.g. whether the PPAs facilitate the financing of the Project and whether the Project remains viable under the PPAs) and to whether a superior option can be identified for the PPAs through amendments. The Department should provide this modest additional time to make sure it has critical information in the record before rendering a decision on the PPAs.

Whether to allow a short delay so that this late-breaking information can be assessed should not be a difficult decision. A short delay would not prejudice any party. If the Department's decision on the PPAs is delayed by a month, there is no negative

consequence to any party or to ratepayers.⁷ In contrast, if the Department approves the PPAs without amendments, Commonwealth Wind would be prejudiced and the entire Commonwealth may be significantly harmed. Approving PPAs that do not allow the Project to move forward creates an unnecessary risk of default that would put in jeopardy the ability of Massachusetts and its ratepayers to benefit from the most cost-effective and advanced offshore wind generation project available. There is simply no reason not to allow a short period of time for the parties to negotiate modifications to the PPAs to make the Project viable, which is fundamental to the future of the Project, to the purposes of Section 83C, and to the Commonwealth's clean energy future.

V. CONCLUSION

For the reasons set forth above, Commonwealth Wind respectfully requests that the Department:

- (1) Grant Commonwealth Wind's October 20, 2022 Motion;
- (2) Suspend these proceedings for one month;
- (3) Direct that Commonwealth Wind and the EDCs submit an update on the status of the PPAs by December 1, 2022 and supplement the record with any needed information by December 15, 2022, or as otherwise directed; and
- (4) Make such further findings and issue such further directives as may be necessary to grant the relief requested herein.

⁷ Project development timelines are linked to permitting processes independent of PPA approval. In addition, Commonwealth Wind has offered to the EDCs to address timing concerns they may have related to the date of obtaining Regulatory Approval.

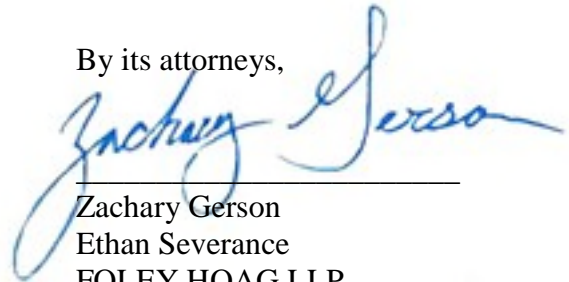
If the Department does not grant the relief requested by Commonwealth Wind in items (1) through (4) above, Commonwealth Wind respectfully requests that the Department:

- (1) Deny the EDCs' petitions to approve the PPAs without prejudice as to the refiling of amended PPAs;
- (2) Direct the EDCs to confer with Commonwealth Wind and refile PPAs consistent with Section 83C; and
- (3) Make such further findings and issue such further directives as may be necessary to grant the relief requested herein.

Respectfully submitted,

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