COMMONWEALTH OF MASSACHUSETTS
ENERGY FACILITIES SITING BOARD

Petition of Hillman Energy Center, LLC Pursuant to G.L. c. 40A § 3 for an Exemption From the Zoning Bylaw of the Town of Tewksbury, MA	)	EFSB-25-08

PETITION OF HILLMAN ENERGY CENTER, LLC PURSUANT TO G.L. c 40A § 3, FOR AN EXEMPTION FROM THE TOWN OF TEWKSBURY ZONING BYLAW

Table of Contents

Figures

Attachments

Exhibits

I INTRODUCTION

Now comes Hillman Energy Center, LLC ("Hillman," "Petitioner," or the "Company"), a Viginia limited liability company duly registered to do business in Massachusetts, with a principal place of business at 310 4th Street NE, Floor 3, Charlottesville, VA 22902, and hereby petitions the Energy Facilities Siting Board ("the Siting Board" or "EFSB"),[1] pursuant to G.L. c. 40A, § 3, to grant individual and comprehensive exemptions from the Town of Tewksbury, Massachusetts Zoning Bylaw (the "Zoning Bylaw")[2] to construct a 125 megawatt ("MW") Battery Energy Storage System ("BESS") and related infrastructure, including a new electric substation, on approximately 4.3 acres of previously developed industrial land located at 73-75 Hillman Street, as well as an approximately 1,200 foot long new electric transmission interconnection ("the Proposed Transmission Interconnection") across three parcels of land; two are owned by New England Power Company d/b/a National Grid ("National Grid") and the third is owned by the Massachusetts Bay Transportation Authority ("MBTA") in Tewksbury, Massachusetts (collectively, the "Project"). Both the 4.3 acres located at 73-75 Hillman Street and the land owned by National Grid and the MBTA that will contain the proposed new electric transmission interconnection are collectively referred to herein as "the Project Site". The Project will be interconnected to National Grid's existing Tewksbury 22 Substation ("Interconnection Substation"), located off Power Company Road in Tewksbury.

[1] On November 20, 2024, Governor Maura Healy signed into law *An Act Promoting a Clean Energy Grid, Advancing Equity and Protecting Ratepayers*, Chapter 239 of the Acts of 2024 (the "2024 Climate Act"). Section 37 of the 2024 Climate Act, effective February 18, 2025, moved the authority to grant zoning exemptions from the Department of Public Utilities to the Siting Board. *See* St. 2024, c. 239, § 37. Pursuant to Section 118 of the 2024 Climate Act, a battery energy storage developer must first obtain a comprehensive zoning exemption from the Commonwealth of Massachusetts by a date certain before it can seek a certificate of environmental impact and public interest ("a Certificate" or "CEIP") from the EFSB. The Company intends to seek a Certificate from the EFSB and therefore, respectfully requests the approval of the G.L. 40A § 3 petition on or before February 28, 2026.

[2] Attachment F is a certified copy of the Tewksbury Zoning Bylaw.

As described below, the Tewksbury Zoning Bylaw does not allow for the construction and operation of the Project as-of-right on the Project Site. Thus, Hillman seeks zoning exemptions from the Siting Board to allow for the construction and operation of the Project. In addition to the individual exemptions listed below, the Company respectfully requests a comprehensive exemption from the operation of the Zoning Bylaw for the Project.

II. PROJECT SITE DESCRIPTION

The Project Site includes the parcels of land that will contain the BESS facility and the new electric substation (the "Project Substation"), as well as the parcels of land that will contain the Proposed Transmission Interconnection.

The BESS facility and the Project Substation will be located on approximately 4.3 acres of land area composed of two separate tax parcels ("the BESS/Substation Site"), Parcels 35-6 and 35-7, as shown on the Town of Tewksbury's Assessor's map, or 73 Hillman Street and 75 Hillman Street, respectively. Both parcels are accessible from Hillman Street in Tewksbury. These parcels are in an Industrial 2 ("I2") zoning district according to the Town of Tewksbury's zoning map. The 73 Hillman Street Parcel (Parcel 35-6) is approximately 4.05 acres in size. Of the total land area on this parcel, approximately 3.8 acres is developed with commercial/industrial buildings, areas for equipment storage, and engineered stormwater management features associated with an existing landscaping business and a truck repair shop. The remaining 0.25 acres of this parcel consists of an isolated vegetated wetland ("IVW"), which as shown in Figure 2-3 is mapped by MassGIS as a potential vernal pool. A wetland scientist/vernal pool ecologist from Epsilon completed a field visit during the 2025 vernal pool breeding season (April 1, 2025) to determine if this area would qualify for certification as a vernal pool in Massachusetts. Based on this site visit it was determined that the IVW on the

Project Site does not contain vernal pool indicators and would not qualify for certification and is not a viable vernal pool. The 75 Hillman Street Parcel (Parcel 35-7) is entirely developed with no existing engineered stormwater management features and is approximately 0.29 acres in size.

The Proposed Transmission Interconnection is approximately 1,200 feet long and will traverse three separate tax parcels; Parcel ID 49-34 owned by National Grid, Parcel ID 35-5 owned by National Grid, and Parcel ID 11-1 owned by the MBTA. Parcel ID 11-1 and Parcel ID 35-5 are in an Industrial 1 ("I1") zoning district and Parcel ID 49-34 is in a Park District zoning district according to the Town of Tewksbury's zoning map. Parcel ID 11-1 is an existing railroad corridor. Parcel 49-34 contains the existing National Grid Substation 22A and wetland areas. Parcel 35-5 contains the existing National Grid Substation 22 Interconnection Substation and wetland areas.

The entire Project Site is located within an area mapped as a Zone II Wellhead Protection Area by the Massachusetts Department of Environmental Protection ("MA DEP"). No part of the Project Site is mapped or identified as Outstanding Resource Waters. In addition, the Project Site does not contain any mapped floodplains, estimated habitat for state-listed rare species, certified vernal pools, areas identified as Areas of Critical Environmental Concern ("ACECs"), surface water supply protection areas, or protected open space. In general, land uses immediately surrounding the Project Site include existing electric transmission corridors and other related infrastructure and extensive wetland areas to the north and west and commercial/industrial development to the east and south. Figure 2-1 provides a site locus map (USGS base) for the Project Site, Figure 2-2 presents the parcels that comprise the Project Site (aerial photo base), Figure 2-3 presents existing conditions, and Figure 2-4 shows the local zoning map overlay districts.

Figure 2-1 – USGS Locus Map

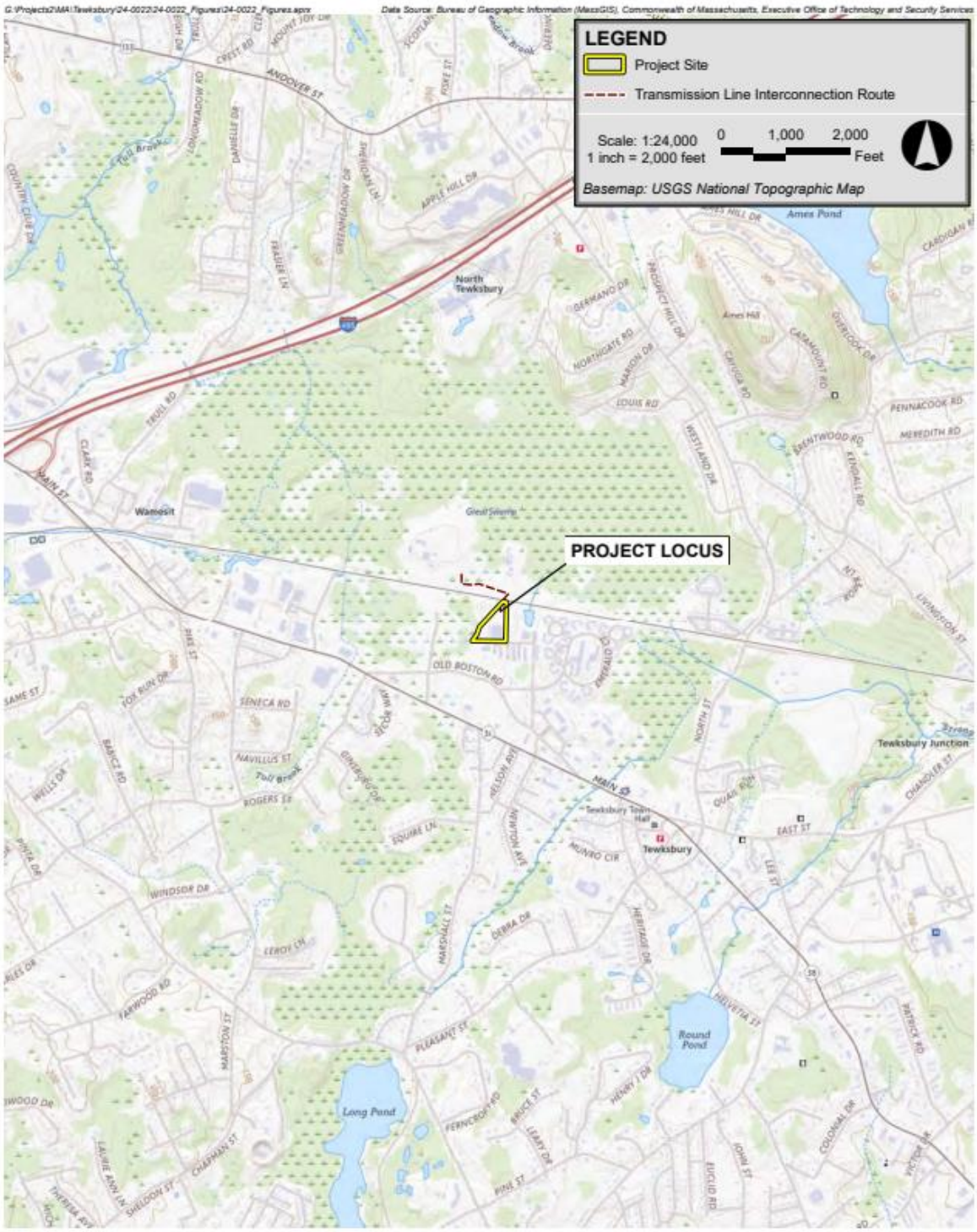
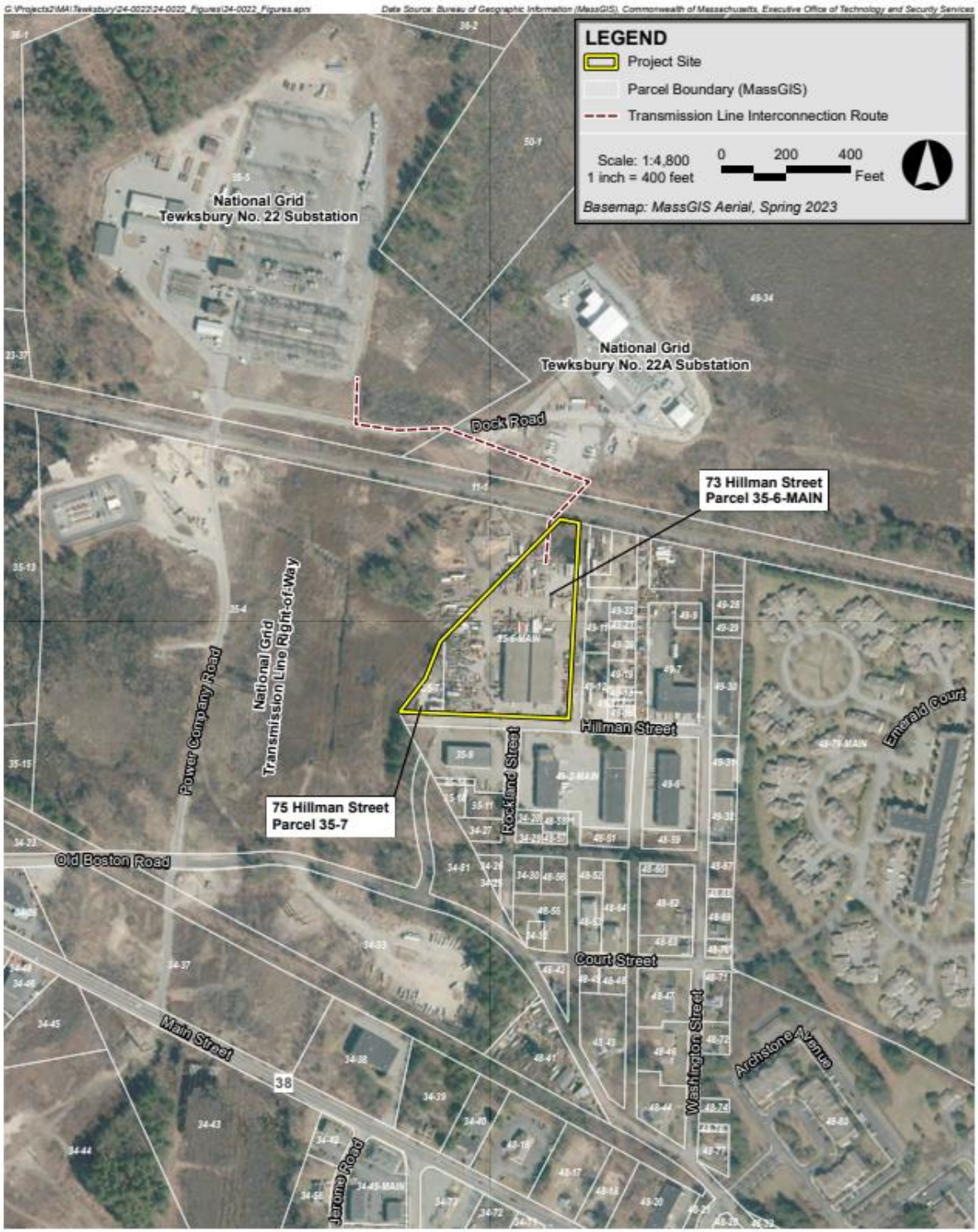


Figure 2-2 – Aerial Locus Map



Hillman Energy Center LLC Tewksbury, Massachusetts

Epsilon Associates, Inc.

Figure 2-2
Aerial Locus Map

Figure 2-3 – Existing Conditions (add project transmission route and to 2-4)

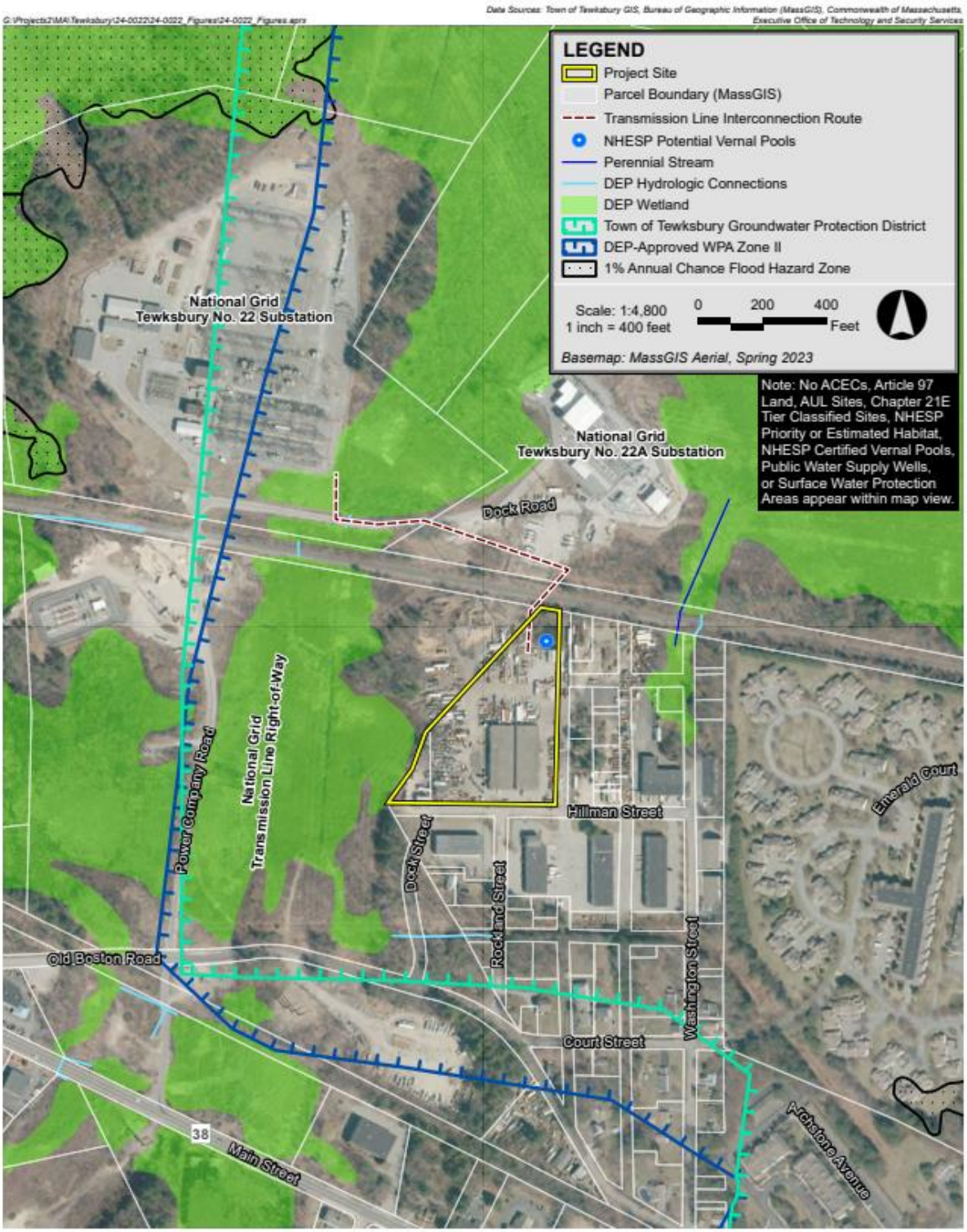
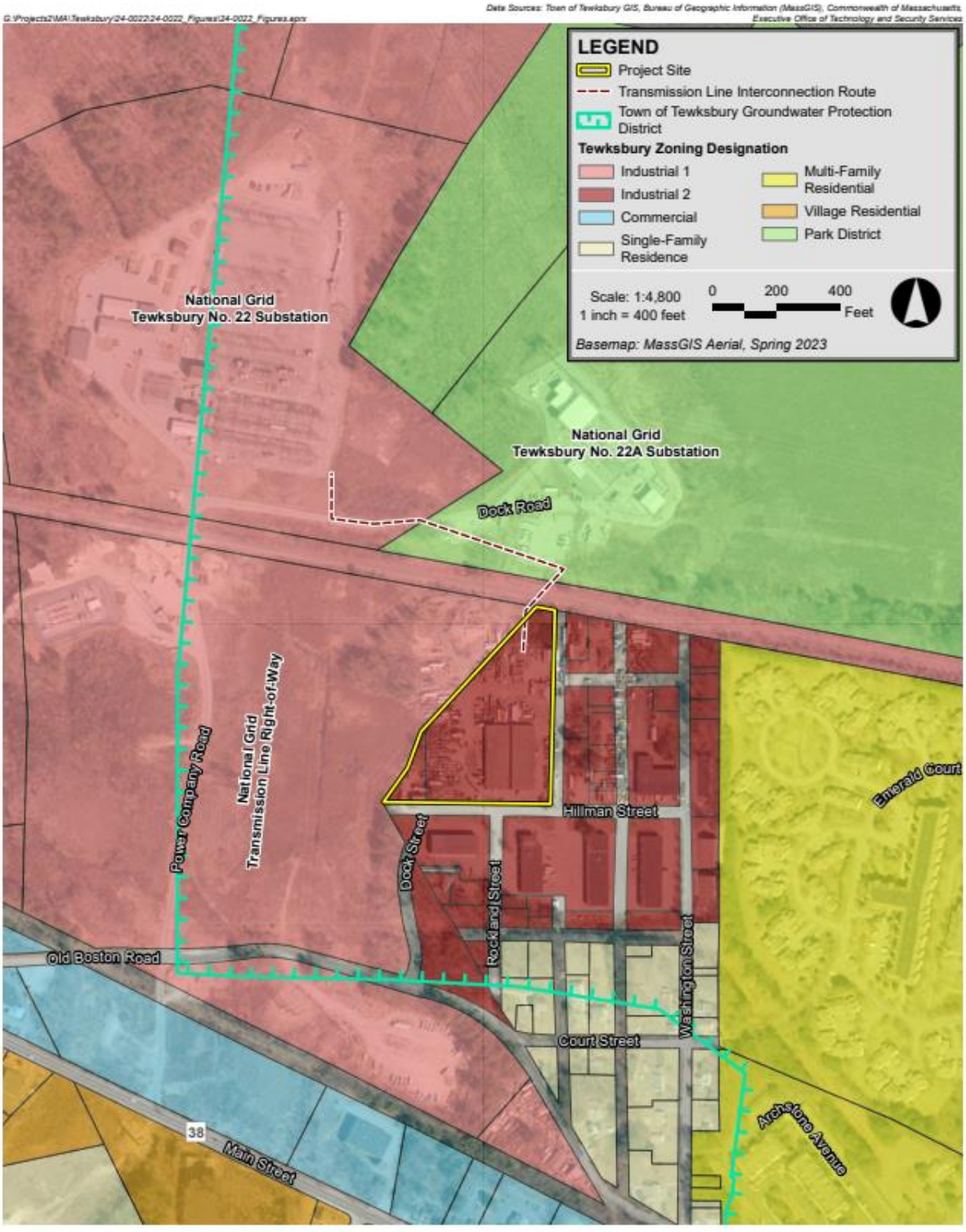


Figure 2-4- Zoning Map



Hillman Energy Center LLC Tewksbury, Massachusetts

Epsilon Associates Inc.

Figure 2-4
Zoning Map

III. PROJECT DESCRIPTION

A. Battery Energy Storage System

The BESS will consist of 169 stand-alone Sungrow PowerTitan 2.0 enclosed battery units. The proposed batteries consist of a containerized modular system which houses integrated lithium-ion batteries, a bi-directional inverter, a thermal management system, and a battery management system with intelligent software controls. Each PowerTitan 2.0 is approximately 19.9 feet long, 8 feet wide and 9.5 feet tall and will be shipped to the site pre-assembled with a maximum weight of 93,700 pounds. The batteries will be spaced in compliance with the manufacturer's installation requirements. Attachment A contains the Project Plans showing location and details for the BESS facility.

To mitigate the typical battery degradation associated with lithium-ion batteries, the Project will augment the batteries as needed throughout the life of the Project. To show the maximum possible development footprint of the Project over its life, the Plans (Attachment A) include an area for augmentation.

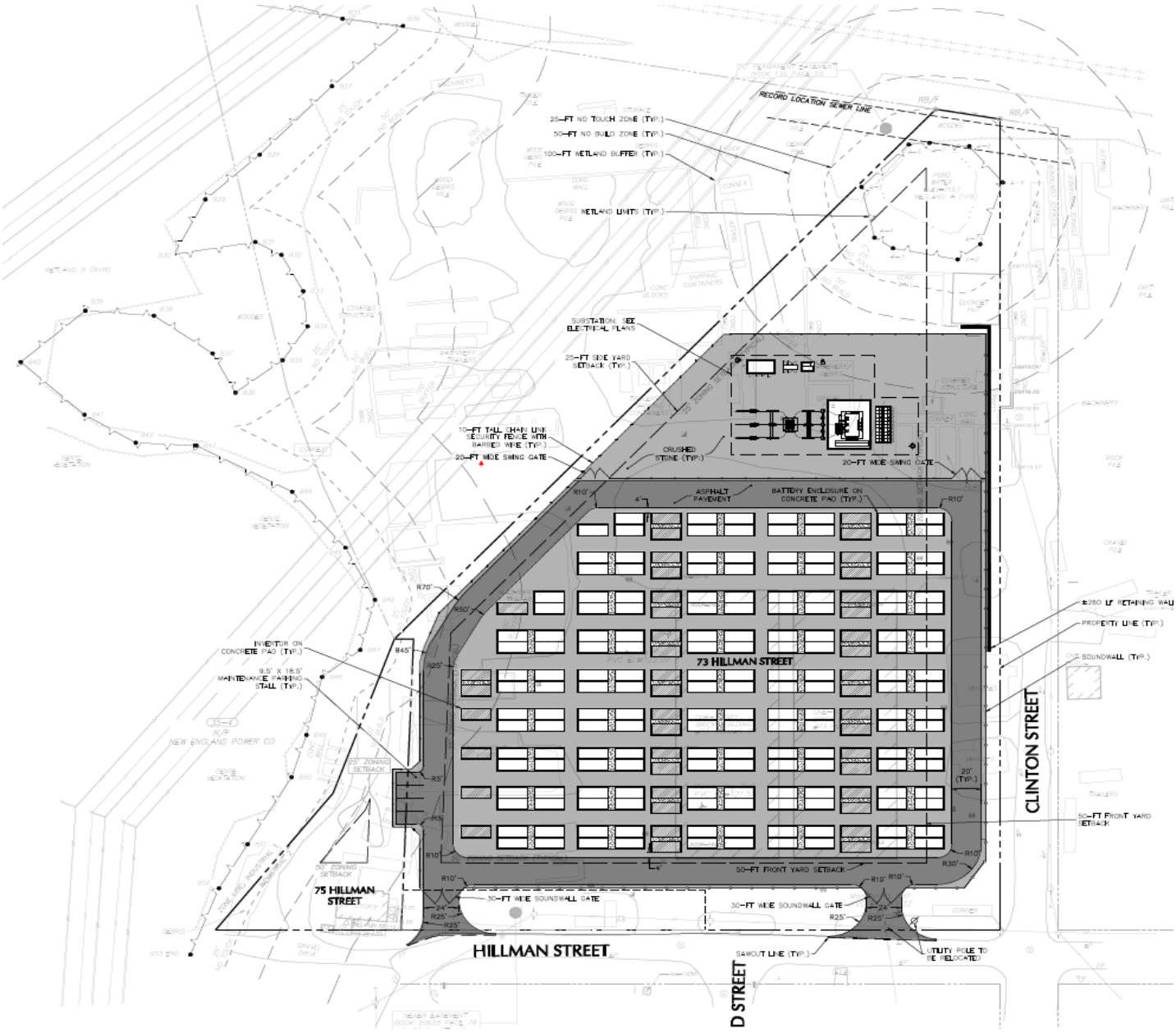
B. Proposed Project Substation

The Project will include a new Project Substation. The Project Substation will collect and route the power output from the BESS units and step it up to the transmission voltage of 115 kV that allows the power from the Project to interconnect with the Interconnection Substation. The Project Substation will also take the routed power from the Interconnection Substation and step it down to allow the Project to store the power.

The Project Substation will include the substation equipment, graveled yard area, control house and surrounding security fencing. Project Substation equipment will include a main power transformer, switchgear, circuit breakers, disconnect switches, and low and high buses as shown

below on Figure 3-1 (Project Layout). The substation will be up to 65 feet high at its tallest point, *i.e.*, the lightning protection masts. Attachment A contains the Project Plans showing the location and details of the Project Layout.

Figure 3-1 – Project Layout



C. Proposed Transmission Interconnection

Electricity will be transported between the Project Substation and the Interconnection Substation via an approximately 1,200-feet-long 115 kV transmission line, which will be owned by the Company and will cross from the Project Site to land owned and/or controlled by National Grid. The Proposed Transmission Interconnection will consist of three 115 kV solid dielectric cables overhead on towers overhead and within an underground conduit system. Approximately 1,025 feet of the Proposed Transmission Interconnection will be underground and the remaining approximately 175 feet will be overhead at the existing railroad corridor crossing location.

D. Anticipated Project Schedule and Construction Hours

The Company intends to obtain all necessary permits in or before Q4 2026 and commence construction in 2027. As per the most current Town of Tewksbury Noise Bylaw (Chapter 8.12) regarding construction noise, construction work hours for the Project could be proposed from 7:00 AM to 7:00 PM on weekdays and Saturdays. Any construction hours or time of day/week restrictions will be developed in coordination with the Town of Tewksbury.

E. Project Permitting Overview

Based on the current project design, the required permits are presented below in Table 3-1.

Table 3-1: List of Permits/Regulatory Reviews Required

Regulatory Authority	Permit/Review/Approval	Status and Anticipated Timeframe
FEDERAL		
Environmental Protection Agency	NPDES Construction General Permit for Stormwater Discharges	Anticipate filing 45 days prior to the start of construction
Army Corps of Engineers	Self-Verification Notification Filing under Massachusetts General Permit of Section 404 Federal Clean Water Act	Anticipate filing Q2 2026
STATE		
Massachusetts Energy Facilities Siting Board	Hillman Energy Center, LLC, Pursuant to G.L. Chapter 40A§ 3 for Comprehensive Zoning Exemption	Filed on April 1, 2025
Massachusetts Energy Facilities Siting Board	Certificate of Environmental Impact and Public Interest pursuant to Section 118 of the 2024 Climate Act	Anticipate filing petition on or before March 1, 2026
Massachusetts Historic Commission	Project Notification Form	Filed on March 26, 2025
Tewksbury Conservation Commission	Massachusetts Wetlands Protection Act Order of Conditions	Anticipate filing Q2 2026
LOCAL		
Tewksbury Conservation Commission	Tewksbury Wetland Bylaw Order of Conditions	Anticipate filing Q2 2026
Tewksbury Inspectional Services Department	Building Permit Electrical Permit Mechanical Permit Demolition Permit	Anticipate filing Q3 2026
Tewksbury Fire Department	Massachusetts Fire Code, 527 CMR 1.00 *et seq.* Fire Safety Permit	Anticipate filing Q3 2026
Tewksbury Planning Board	Land Disturbance/Stormwater Permit	Anticipate filing Q2 2026

IV. BATTERY SAFETY

A. Safety Standards

The proposed BESS was designed in strict conformance with all relevant codes and standards to ensure it is constructed and operated in a manner that remains safe to the public, emergency responders and operators. This includes a series of redundant safeguards built into the hardware and management systems of the BESS that mitigate the risk of fire and thermal events, both in terms of the creation of such events and the response thereto. In addition, the design, construction, installation, commissioning, operation, maintenance, and decommissioning of the BESS will conform to the National Fire Protection Association's NFPA 855, Standard for the Installation of Stationary Energy Storage Systems.

The BESS will adhere to international, national, and state safety requirements and standards, including but not limited to:

- "Massachusetts Comprehensive Fire Safety Code," 527 CMR 1.00, Massachusetts Board of Fire Prevention Regulations, Code, 12/9/2022, Chapter 52, Stationary Storage Battery Systems.
- "NFPA 1, Fire Code," National Fire Protection Association, Quincy MA.
- "NFPA 855, Standard for the Installation of Stationary Energy Storage Systems," National Fire Protection Association, Quincy MA.
- "UL 9540, Safety of Energy Storage Systems and Equipment," Edition 3.
- "UL 9540A, Test Method for Evaluating Thermal Runaway Fire Propagation in Battery Energy Storage Systems," Edition 4.

B. Mitigation, Hazard Control, and Local Coordination

The Project will be controlled remotely and have internal sensors that continuously monitor system operation. If safety circuits detect a condition outside normal operating parameters, the energy supply and discharge are stopped, and individual system components are automatically shut down. The operator can also remotely control operation of the facility.

In addition, the Project team is working with the Tewksbury Fire Department to develop an emergency response plan and safety training document. This plan will be finalized prior to operation of the facility in collaboration with the Fire Department, the battery supplier and the operations and maintenance team. The documents will enumerate roles and responsibilities for safety and emergency response, identify protocol for severe weather planning, identify protocol for the preparation and planning for emergencies, and identify emergency procedures and fire response plans.

V. SITE SELECTION

A. Site Selection Process

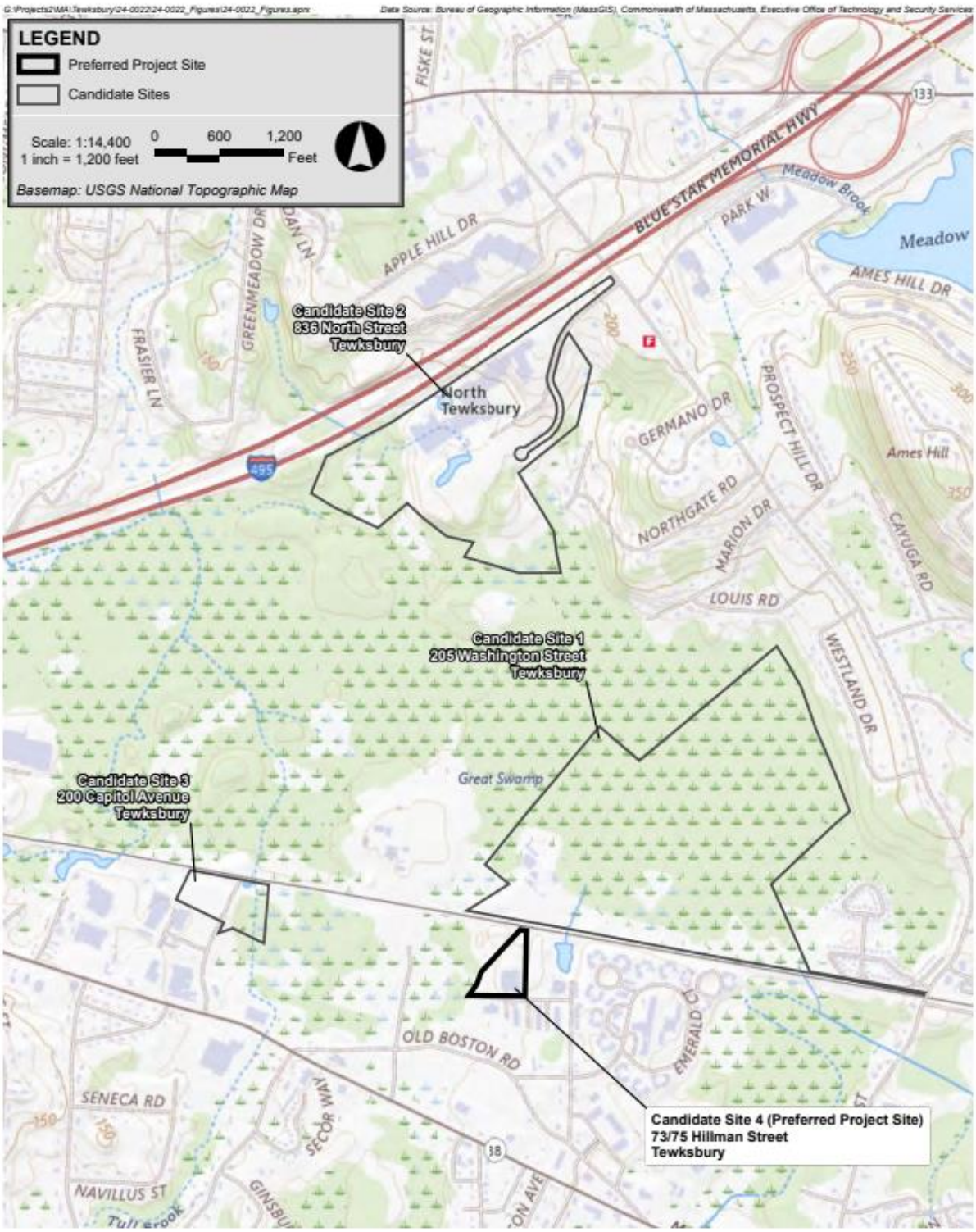
The Petitioner identified potential sites for the Project based on the following criteria:

- Proximity to Interconnection Substation: The Company prioritized sites close to the Interconnection Substation to minimize potential impacts of the interconnection route and to minimize costs of longer electric transmission interconnection lines.
- Current land use: Parcels with existing industrial uses were favored due to the reduced environmental impact and potential for brownfield qualifications.
- Surrounding land uses: Adjacent land uses were also taken into consideration to minimize impacts on neighboring parcels.
- Size of parcel: Parcels were only considered if they were a minimum of 4 acres and had at least 3.5 acres of buildable upland area.
- Site access: Existing access from a public right of way was also a key factor of viable parcels.
- Environmental and ecological considerations: The Company considered ability to avoid or minimize impacts to existing environmental considerations, including, but not limited to, protected species and wetlands.

B. Evaluation of Candidate Sites

The Company identified four candidate sites, all within Tewksbury, that reasonably met the initial screening criteria for potential sites and performed a detailed evaluation of these sites using the criteria previously listed. These Candidate Sites are shown on Figure 5-1.

Figure 5-1 – Overview of Candidate Sites



Hillman Energy Center LLC **Tewksbury, Massachusetts**

Epsilon

Figure 5-1
Candidate Sites

1. Candidate Site 1 (205 Washington Street)

Candidate Site 1, Parcel ID 49-34, is an approximately 137-acre parcel situated approximately 350 feet to the east of the Interconnection Substation. This site contains an existing electric substation, several existing electric transmission corridors and various parking areas owned and operated by National Grid. Based on a review of current mapping, this candidate site has no state-listed protected species, certified or estimated potential vernal pools, ACECs, Federal Emergency Management Agency ("FEMA") floodplains, surface water supply protection areas, outstanding resource waters, or protected open space areas. The entire extent of Candidate Site 1 is located within an area mapped as a MA DEP Zone II Wellhead Protection Area. In addition, a majority of this candidate site that is not occupied by the existing electric substation and parking areas is mapped as wetland. There is an approximately 5-acre forested upland area on the southern portion of this parcel, immediately adjacent to an existing railroad corridor; however, this upland is not accessible from a public roadway and would require extensive wetland impacts to gain access to construct a BESS facility on this upland area. Surrounding land uses include: extensive wetland area to the northwest, the Interconnection Substation to the immediate west; an existing railroad corridor, industrial development, and high-density residential area to the south; and residential areas to the east and northeast.

After consideration, Candidate Site 1 was eliminated due to the following reasons: (1) the extensive amount of wetland areas mapped on the site; (2) the significant wetland impacts that would be required to gain access to the remaining available uplands on the site to construct a 125 MW BESS facility; and (3) the abundance and high density of residential development immediately adjacent to the south, east, and northeast of the site's property line.

2. Candidate Site 2 (836 North Street)

Candidate Site 2, Parcel ID 52-1, is an approximately 73.7-acre parcel situated approximately 2,300 feet to the north of the Interconnection Substation. This candidate site is the farthest straight-line distance from the Interconnection Substation of all the candidate sites considered. This site has access from North Street via Network Drive and contains active office and research buildings and associated parking areas. An existing electric transmission corridor traverses the southeast corner of the site and provides a direct potential pathway to the Interconnection Substation. Based on a review of current mapping, this candidate site has no state-listed protected species, certified or estimated potential vernal pools, ACECs, FEMA floodplains, surface water supply protection areas, outstanding resource waters, or protected open space areas. Of the 73.7-acre site, all but 16.5 acres is occupied by the existing office park and all but 3.0 acres of this 16.5 acres is mapped as wetland. This available forested upland is not sufficient to construct a 125 MW BESS facility. Surrounding land uses include a major highway (I-495) and commercial and industrial buildings to the north; an existing electric transmission corridor and residences to the east; and extensive wetland areas to the west and south (portions of which are municipal open space identified as The Great Swamp).

After consideration, Candidate Site 2 was eliminated mainly due to the lack of available upland area to accommodate a 125 MW BESS facility.

3. Candidate Site 3 (200 Capitol Ave)

Candidate Site 3, Parcel ID 35-14, is an approximately 7.78-acre situated approximately 950 feet southwest of the Interconnection Substation. The site contains an existing paved parking area with several one-story retail buildings that occupy approximately 2.9 acres of the site. There is an additional approximately 1.2 acres of upland forested area that could be combined with the

2.9 acres area of existing developed areas to construct a 125 MW BESS facility. Based upon available mapping, the remaining 3.68 acres of the site consists of wetlands. Based on a review of current mapping, this candidate site has no state-listed protected species, certified or estimated potential vernal pools, ACECs, FEMA floodplains, surface water supply protection areas, wellhead protection areas, outstanding resource waters, or protected open space areas. Surrounding land uses include: extensive wetlands to the east, an existing railroad corridor and extensive wetlands to the north; and industrial/commercial areas to the west and south.

After consideration, Candidate Site 3 was eliminated for the following reasons: (1) any potential overhead or underground electric transmission interconnection from this site directly to the Interconnection Substation would result in extensive impacts to existing wetland resource areas located off the Project Site; and (2) a potential underground electric transmission interconnection from this site to the Interconnection Substation within public roadways would be approximately 4,000 feet in length, which would be prohibitively expensive with the estimated costs higher than any potential electric transmission interconnection considered for the other candidate sites evaluated.

4. Candidate Site 4/Preferred Project Site (73-75 Hillman Street)

Candidate Site 4 (the preferred Project Site) is comprised of two individual parcels (Parcel ID 35-6 and 35-7) totaling 4.34 acres and is situated approximately 770 feet to the south of the Interconnection Substation. This candidate site is accessible from Hillman Street and is entirely developed with existing commercial/industrial buildings and an existing residence. Based on a review of current mapping, this candidate site has no state-listed protected species, certified vernal pools, wetlands, ACECs, outstanding resource waters, FEMA floodplains, surface water supply protection areas, or protected open space areas. The entire candidate site is

within an area mapped as a MA DEP Zone II Wellhead Protection Area. Land uses immediately surrounding this candidate site include the following: an electric transmission corridor to the west; commercial warehouse and storage facilities to the south; commercial/industrial to the east; and an existing railroad corridor, wetlands and an existing electric substation to the north.

After consideration, the Project Site was selected for the following reasons: (1) it is entirely developed and will not result in any impacts to wetlands from construction of the BESS facility/substation and has only minor potential for impacts to wetlands along the transmission interconnection; (2) its location is proximate to the Interconnection Substation; (3) it is accessible from a public roadway (Hillman Street); and (4) surrounding land uses are predominantly industrial/commercial in nature.

C. No-Build Alternative

The Company considered a No-Build Alternative. Under the No-Build Alternative, the Project would not be constructed, and the Commonwealth would not benefit from the Project's contributions toward Massachusetts' emission-reduction goals and energy storage targets. Thus, the No-Build Alternative was not considered to be a viable alternative.

VI. ENVIRONMENTAL IMPACTS AND MITIGATION MEASURES

The Project has been sited and designed to avoid and/or minimize impacts to environmental resources and to provide sufficient mitigation for any unavoidable environmental impacts. The following sections discuss environmental factors including: (A) air quality/emissions; (B) water resources/supply; (C) wetlands; (D) stormwater; (E) solid and hazardous waste; (F) visual; (G) noise; (H) electric and magnetic fields; (I) cultural resources; (J) protected species; and (K) traffic.[3]

[3] An Environmental Justice analysis is not required for this Project. An Environmental Justice Community analysis

A. Air Quality/Emissions

Normal operations of the BESS will not produce harmful air pollutants. In fact, the Commonwealth has found that BESS projects will provide important benefits to "achiev[ing] net zero carbon emissions in the Commonwealth by 2050." Medway Grid, LLC, D.P.U. 22-18/22-19 at 40 (2023).

The following best management practices ("BMPs") will be implemented related to dust control and air quality during construction of the Project. To minimize the potential for airborne dust from earth-disturbing activities, the Company will require its contractors to place water trucks with misters in or near the work areas during construction activities and utilize them as appropriate when conditions require. In addition, if it is necessary to stockpile excavated soil on the site for a prolonged period of time, it will be covered with plastic sheeting or a similar barrier to minimize the potential for the release of dust and for soil migration from the work area. The Project will also install anti-tracking pads at construction entrances and will conduct regular sweeping of the pavement of adjacent roadway surfaces during the construction period to minimize the potential for construction traffic to kick up dust and particulate matter. To minimize air emissions from construction equipment, the Company will comply with state law (G.L. c. 90, § 16A) and MA DEP regulations (310 CMR 7.11 (1)(b)), which limit vehicle idling to no more than five minutes except for vehicles being serviced, vehicles making deliveries that need to keep their engines running, and vehicles that need to run their engines to operate accessories. In addition, contractors who enter into an agreement with the Company will be contractually obligated to comply with the most current EPA emission standards for construction equipment at the time of construction.

is required if a project is within 1 mile of an EJ population or within 5 miles of an EJ community if the project has air emissions. The closest Environmental Justice Community is approximately 1.7 miles west of the Project Site.

B. Water Resources/Supply

The Project does not generate any process-related wastewater and will not require any sanitary sewer connection. For firefighting activities and in compliance with the National Fire Protection Association ("NFPA") 855 Standard, the Project will use an existing fire hydrant at the front of the site on Hillman Street for fire protection.

The Project is not located within a MA DEP Approved Zone I Wellhead Protection Area but is entirely within the bounds of a MA DEP Approved Zone II Wellhead Protection Area and a local Groundwater Protection Overlay District. Nevertheless, the Project has minimal potential to impact public water supply sources and other water resources due to project safeguards including: (1) a stormwater management system that includes water quality units and an underground infiltration system; (2) secondary containment measures for the main power transformers at the Project Substation and medium voltage transformers that include built-in containment; (3) development of a Long-Term Pollution Prevention Operation and Maintenance Plan and a Construction Period Soil, Erosion, and Sediment Control Plan; and (4) additional plan development including a Spill Prevention, Control, and Countermeasure Plan ("SPCC") and an Emergency Response Plan ("ERP").

C. Wetlands

The Massachusetts Wetlands Protection Act ("WPA"), G.L. c. 131 § 40 and accompanying regulations 310 CMR 10.00 *et seq*., protect water-related lands including but not limited to wetlands, rivers, streams, floodplains, ponds, and estuaries, and establishes performance standards by which work is conducted in these resource areas. The implementation of the WPA wetlands regulations is delegated, in part, to local Conservation Commissions. Any proposed activity that will remove, fill,

dredge, alter, or build upon a protected area or within 100 feet of a protected area (i.e., the Buffer Zone) requires the filing of a Notice of Intent.

Many Massachusetts communities have local wetlands protection non-zoning bylaws or ordinances that give a municipality the authority to regulate activities in or near wetlands or waterbodies by imposing stronger protective measures than the state WPA. These local laws are administered and enforced by the local Conservation Commission. Each local bylaw or ordinance specifies wetland areas are subject to protection and identifies proposed activities that require the filing of a Notice of Intent. The Town of Tewksbury has a local wetlands protection bylaw with associated regulations. The Tewksbury Conservation Commission will review the Notice of Intent, which will be filed under both the WPA and the local bylaw and will issue a permit in the form of an Order of Conditions. An Order of Conditions ensures that the proposed Project will contribute to the protection of the interests of the WPA and includes conditions under which work will be carried out to minimize impacts on wetland resource areas and may include conditions for long-term operation and maintenance of the stormwater management system that will continue after the work is done.

State and local wetland resource areas located on or near the Project Area include: Bordering Vegetated Wetlands ("BVW"), Isolated Vegetated Wetlands ("IVW"), the 100-foot Buffer Zone, the 50-foot no build zone, and the 25-foot no disturb zone (the last two zones are local bylaw wetland resource areas only). The IVW also qualifies as Isolated Land Subject to Flooding ("ILSF") under the WPA. The extent of wetland resource areas on the Project Site is presented in Figure 2-3 and the Project Plans in Attachment A.

The Project has been sited and designed to completely avoid the IVW/ILSF on the parcels of land that will contain the BESS facility and the Project Substation. Construction of the Proposed Transmission Interconnection will result in the temporary impact to approximately 2,400 square feet of BVW.

The Project will be designed to comply with all applicable local, state, and federal regulatory performance standards related to wetland resource areas. All proposed work within the 100-foot Buffer Zone will include the use of BMPs such as erosion control barriers to establish limits of work and to ensure that there are no short- or long-term impacts to adjacent wetland resource areas. The Project will require the development of a Stormwater Pollution Prevention Plan ("SWPP") that will identify controls to be implemented to mitigate the potential for erosion and sedimentation from soil disturbance during construction. Similarly, the Massachusetts Stormwater Management Standards require the development of a Construction Period Soil Erosion and Sediment Control Plan. In addition, all stockpiles (if necessary) will be located outside of the 100-foot Buffer Zone and refueling or storage of equipment—except for those that cannot be moved due to safety or operational requirements—will not be permitted within 100 feet of wetland resource areas.

D. Stormwater

In reviewing a request for an exemption from zoning bylaws, the Siting Board examines whether an applicant has a comprehensive plan to minimize impacts from stormwater-related discharges, i.e., runoff from rainfall events and snow melt. The 4.3-acre Project Site where the BESS facility and the Project Substation will be constructed currently contains approximately 2.05 acres of existing impervious areas. Construction of the BESS facility and the Project

Substation will result in a 0.28-acre reduction of impervious surfaces, as post-construction impervious areas will total 1.77 acres.

MA DEP has issued the Massachusetts Stormwater Handbook, as well as Stormwater Management Standards pursuant to the WPA, G.L. c. 131 § 40, and the Massachusetts Clean Water Act, G.L. c. 21, §§ 26-53, to promote increased stormwater recharge, the treatment of more runoff from polluting land uses, low impact development ("LID") techniques, pollution prevention, the removal of illicit discharges to stormwater management systems, and improved operation and maintenance of stormwater BMPs. The Company has completed a Stormwater Management Memorandum for the Project (Attachment B). The Memorandum presents the engineering calculations completed to design the stormwater management system, a detailed description of the proposed system, and an explanation of how the system complies with the applicable state and local standards and requirements. In summary, the stormwater management systems for the Project have been designed to meet all applicable provisions of the MA DEP Stormwater Management Standards and the Town of Tewksbury Stormwater Management Bylaw and associated Tewksbury Stormwater Management and Erosion Control Regulations. The stormwater management systems are designed to ensure that post-development peak discharge rates do not exceed pre-development peak discharge rates. The proposed stormwater system will include water quality units (hydrodynamic separators with inlet grates) and underground infiltration systems (precast concrete leaching chambers).

E. Solid and Hazardous Waste

All waste generated during demolition, site preparation, construction and operation of the Project will be transported offsite in accordance with local, state, and federal guidelines and regulations. During the construction phase of the Project, solid waste such as metal, scrap wood, asphalt, brick, and concrete are anticipated due to the historical site usage as an auto salvage

junkyard. The Project will implement measures to minimize the generation of solid and other waste. Any non-recyclable solid waste will be transported to a licensed solid waste facility.

During the course of the remainder of the design phase and prior to and throughout the construction phase of the Project, the Company will continue to consult with a Licensed Site Professional to ensure that no contaminated soil, groundwater, or media within the jurisdiction of G.L. c. 21E (if applicable, G.L c. 21C) and the Occupational Safety and Health Administration ("OSHA") is excavated, removed, handled, or disposed of without proper notification to and coordination with the MA DEP Bureau of Waste Site Cleanup. If an oil and/or hazardous materials spill releases to the environment and "Reportable Conditions" as defined in the Massachusetts Contingency Plan ("MCP") are met, then a notification to the MassDEP within a specified timeframe would occur. If a notification to MA DEP is required, the Company or its vendor would conduct additional assessment activities and, if necessary, remedial or cleanup activities until the risk to human health and the environment are below acceptable standards. If the construction phase results in the removal of excess topsoil from the Project Site, it would be tested as required and removed for off-site disposal at an appropriate receiving facility. Any solid waste encountered or generated during construction of the Project will be transported offsite in accordance with local, state, and federal guidelines and regulations.

During operation of the BESS, no solid or hazardous waste stream will be generated on a regular basis. However, because lithium-ion batteries currently have a useful life of approximately ten years, it is assumed they will need to be replaced throughout project operation. Any used batteries will be removed from the site, transported, and managed in accordance with all local, state, and federal guidelines and regulations.

F. Visual

The Company has considered the potential visual impact of the Project to abutting land uses in the vicinity of the Project Site. Figure 6-1 provides a visual rendering of the Project from an aerial perspective at the corner of Hillman Street and Clinton Street. An existing view from Hillman Street is shown in Figure 6-2, while Figure 6-3 shows similar view post-construction. As shown in Figure 6-3, the Project has been designed such that it will have minimal visual impact within the surrounding area as it will include extensive visual screening from both the sound barriers and proposed screening vegetation.

Figure 6-1 Proposed Project Rendering -Aerial View from Intersection Hillman Street and Clinton Street

Figure 6-2 Existing View from Hillman Street

Figure 6-3 Proposed View from Hillman Street

G. Noise

The Company has completed a Sound Level Assessment Report for the proposed Project, attached hereto as Attachment C. The sound level assessment includes an ambient sound level measurement program to document the existing conditions in the vicinity of the Project and computer modeling to predict sound levels from the Project. Results from the measurement program and the modeling were used to evaluate compliance with the MA DEP Noise Policy which limits the increase over ambient to 10 dBA or less and prohibits creation of new 'pure tone' conditions. Modeling results were also compared to the Town of Tewksbury sound limits.

Existing condition sound levels were continuously measured for eight days at three locations around the site. Supplemental short-term measurements were also performed at three additional locations near the site during both a daytime and nighttime period. The eight-day average sound level using the lowest hourly L_{90} sound levels measured during each daytime and nighttime period of the program was used to establish representative daytime and nighttime background (ambient) sound levels at each location.

Noise controls necessary to meet the requirements of the MA DEP Noise Policy were implemented and are discussed in the Sound Level Assessment Report. Noise mitigations were applied in the acoustic model including utilizing low noise equipment, equipment silencers, and sound barriers.

At residential locations, predicted sound level increases range from 3 to 10 dBA above the nighttime ambient. In addition, the Project will not create any new pure tones. Therefore, with the noise mitigation measures described in the noise report, or equivalent design changes, the proposed Project will meet the requirements set forth in the MA DEP Noise Policy at all residential locations. The predicted sound level increases are based on low ambient sound levels

derived from the quietest nighttime hours. During the majority of time, background sound levels are expected to be higher than those assumed in this evaluation and the resulting sound level impacts will be less.

At all locations, predicted Project-Only sound levels will be at or below the respective Town of Tewksbury Bylaws sound level limits. At Area Use II locations, predicted Project-Only sound levels are at or below 65 dBA and at Area Use I locations, predicted Project-Only sound levels are below 50 dBA. Therefore, the proposed Project will meet the Town of Tewksbury Bylaws with respect to sound.

H. Electric And Magnetic Fields

During operation, electromagnetic (EM) fields of varying frequencies from the Project will surround: 1) the direct current (DC) battery banks; 2) the DC lines connecting the battery banks to the power inverters; 3) the alternating current (AC) power inverters that convert between DC and AC power; 4) the Project Substation, bus work, and other associated equipment; and 5) the 115-kV Proposed Transmission Interconnection.

All Project elements are hundreds of feet from the nearest residential property and EM fields from Project-related elements at these distances are expected to be low and within the range of background EM fields. At these distances, Project-related EM field levels also are expected to be significantly lower than health-based exposure guidelines for the general public by the International Commission on Non-ionizing Radiation Protection and the International Committee on Electromagnetic Safety (ICNIRP, 2009, 2010; ICES, 2019).

Scientific and health organizations that have reviewed the research on EM fields and health have been consistent in their overall conclusions that exposure to EM fields at the levels experienced in our everyday environment do not cause or contribute to adverse health effects in adults or children.

A copy of the EMF Report is attached at Attachment D.

I. Cultural Resources

The Company initiated a cultural resource sensitivity assessment and due diligence review to identify historic architectural properties and archaeological sites on and in the vicinity of the Project Site, including the Proposed Transmission Interconnection. The cultural resources due diligence review encompassed the vicinity of the Project in Tewksbury, Massachusetts. The Company identified properties through a search of the Massachusetts Historical Commission's ("MHC") Inventory of the Historic and Archaeological Assets of the Commonwealth. In addition, the Project Site was assessed for archaeological sensitivity through field visits by a Principal Archaeologist. In summary, this assessment concluded that the Project Site and proposed interconnection route have a low sensitivity for cultural resources. To determine the effect of the Project on cultural resources, the Company initiated a formal consultation with the MHC through the submission of a Project Notification Form ("PNF") in March of 2025 included as Attachment E.

J. Protected Species

According to Massachusetts Natural Heritage and Endangered Species Program ("NHESP") Atlas (August 1, 2021, 15th Edition), the site is not located within an area of Estimated Habitats of Rare Wildlife or an area of Priority Habitats of Rare Species.

K. Traffic

Traffic impacts due to construction of the Project and occasional on-site maintenance visits during operations will be minimal. No delays to local traffic should be experienced except where the delivery vehicles may need to travel on narrow roadways or when there is an occasional oversized vehicle. In these scenarios, the Company will work with the Town to manage local traffic.

Construction personnel parking is anticipated to be established either in a designated area on the site with access/egress via the local road of Hillman Street or at a remote location where workers can be shuttled to the Project Site. Any remote parking areas and/or contractor staging/laydown areas will be located within previously developed and disturbed areas in proximity to the Project Site. The roads that the Project Site abuts are small local roads with minimal traffic. Once operational, the Project will be monitored remotely, and any traffic to the Project Site will be limited to periodic site inspections and maintenance visits.

VII. ZONING EXEMPTIONS

A. Individual Zoning Exemptions

1. Standard of Review

The standard of review for requests for relief from local zoning restrictions is set forth in G.L. c. 40A, § 3, para. 2, which provides, in relevant part:

> Lands or structures used, or to be used by a public service corporation may be exempted in particular respects from the operation of a zoning ordinance or by-law if, upon petition of the corporation, the department of telecommunications and cable or the energy facilities siting board shall, after notice given pursuant to section eleven and public hearing in the town or city, determine the exemptions required and find that the present or proposed use of the land or structure is reasonably necessary for the convenience or welfare of the public…[4]

In numerous longstanding decisions interpreting the foregoing requirement, the Department of Public Utilities (the "Department"), the Siting Board, and courts have determined that a petitioner seeking exemption from a local zoning bylaw under G.L. c. 40A, § 3 must meet three criteria. NSTAR Electric Company, D.P.U. 11- 80, at 4 (2012) ("NSTAR Plympton 2012"); NSTAR Electric Company, D.P.U. 07-60/07-61, at 2-6 (2008) ("NSTAR Carver 2008").

[4] As amended by St. 2024, c. 239, § 37 (effective Feb. 18, 2025).

First, the petitioner must qualify as a public service corporation. Save the Bay, Inc. v. Department of Public Utilities, 366 Mass. 667 (1975) ("Save the Bay"). Second, the petitioner must establish that it requires a zoning exemption. *See,* e.g., Boston Edison Company d/b/a NSTAR Electric, EFSB 04-1/D.T.E. 04-5/04-7, at 147 (2005) ("Boston Edison 2005"). Third, the petitioner must demonstrate that its present or proposed use of the land or structure is reasonably necessary for the public convenience or welfare. *See*, e.g., Boston Edison 2005, at 147.

B. Hillman Qualifies as a Public Service Corporation

Pursuant to Section 36 of 2024 Climate Act[5], a "public service corporation" is:

> (i) a corporation or other entity duly qualified to conduct business in the commonwealth that owns or operates or proposes to own or operate assets or facilities to provide electricity, gas, telecommunications, cable, water or other similar services of public need or convenience to the public directly or indirectly, including, but not limited to, *an entity that owns or operates or proposes to own or operate electricity generation, storage,* transmission or distribution facilities, or natural gas facilities including pipelines, and manufacturing and storage facilities . . . .

G.L. c. 40A, § 1A (emphasis added).

Hillman is an entity duly qualified to do business in the Commonwealth as a foreign registered limited liability company that proposes to own and operate an electric storage facility. Therefore, the Petitioner qualifies as a public service corporation

[5] St. 2024, c. 239 § 36 (effective Feb. 18, 2025).

C. Hillman Requires Zoning Exemptions from the Town of Tewksbury

In determining whether an exemption from a provision of a zoning ordinance is "required," the Department and the Siting Board look to whether the exemption is necessary to allow construction or operation of the petitioner's project as proposed. NSTAR Electric Company d/b/a Eversource Energy, EFSB 14-02/D.P.U. 14-73/14-74, at 93 (2017) ("Eversource Walpole-Holbrook"); NSTAR Electric Company d/b/a Eversource Energy, EFSB 15-03/D.P.U. 15-64/15-65, at 80 (2017) ("Eversource Mystic-Woburn"); NSTAR Electric Company d/b/a Eversource Energy, D.P.U. 15-85, at 6 (2016) ("Eversource Woburn"). The petitioner must identify the individual zoning provisions applicable to its project and establish that an exemption from each of the provisions is required. Eversource Walpole-Holbrook at 94; Eversource Mystic-Woburn at 81 n. 71; Eversource Woburn at 6.

1. Specific Zoning Exemptions Required

i. Use

According to the "Town of Tewksbury Massachusetts Zoning Map" (the "Zoning Map") the Project Site is in the I2 zoning district, and the Proposed Transmission Interconnection runs through the I1 and Park zoning districts. Under the Table of Uses, Section 5.4.3 and Appendix A of the Zoning Bylaw, the Company's proposed use of the Project Site—an energy storage system—is not permitted in the I2 zoning district. The Table of Uses also does not permit transmission interconnection as a use in the I1 or Park zoning districts. Section 5.1 of the Zoning Bylaw provides that no building or structure shall be erected and no building or structure shall be used for any purpose except in accordance with the Zoning Bylaw. Furthermore, Section 5.4.2 prohibits any use not listed in Section 5 of the Zoning Bylaw. Energy storage and transmission infrastructure is not listed as a use type in Section 5.4.3, and therefore the Company's proposed

use is not allowed. Use variances are not permitted under the Zoning Bylaw. Finally, Section 5.4.5 of the Zoning Bylaw prohibits as accessory structures any "truck box, Conex box, or steel storage unit." Because the Project will utilize steel storage units to house the battery components, this proposed Project is not allowed under the Zoning Bylaw.

Therefore, to construct the Project the Project Site, an exemption from the operation of the prohibitions in Sections 5.1, 5.4.2, 5.4.3 / Appendix A (Table of Uses), and 5.4.5 is *per se* required from the Siting Board.

ii. Groundwater Protection District

According to the Zoning Map, the Project Site lies in the Groundwater Protection overlay district. Section 5.6 of the Zoning Bylaw imposes use restrictions and special permit requirements for uses within the overlay district. Section 5.6.3.A. does not list energy storage systems as a permitted use within the Groundwater Protection overlay district, and therefore the Company's proposed use is prohibited. Even if such a use were permitted, Section 5.6.3.C. requires a special permit for the storage or handling of toxic or hazardous materials, and Section 5.6.3.C.3 requires a special permit for any "system of storm water management and artificial recharge of precipitation."[6]

The Proposed Transmission Interconnection will also run through the Groundwater Protection district. Section 5.6.3.A does not list transmission as a permitted use within the Groundwater Protection overlay district, and therefore the proposed transmission structures are

[6] Special permits are a discretionary type of zoning relief which require a supermajority vote of the special permit granting authority (i.e., a unanimous vote of a three-member board, a four-fifths vote of a five-member board, or a two-thirds vote of a more-than-five-member board). Special permit proceedings require a public hearing which typically take at least three to four months. Further, special permits are subject to appeal in the Land Court or Superior Court. Resolution of special permit appeals in the trial court through trial often take eighteen to twenty-four months. Special permits can be further appealed in the Appeals Court after resolution in the trial court, leading to approximately two additional years of litigation. A battery project subject to a special permit appeal cannot obtain construction financing until the appeal is fully resolved.

prohibited. Therefore, to construct the Project on the Project Site, an exemption from the operation of the prohibitions in Section 5.6 is *per se* required from the Siting Board.

iii. Dimensions

Per the dimensional regulations listed in Section 5.3.4.A., Table of Requirements, structures in the I2 district must have a minimum *and* maximum front setback of 50 feet, a minimum rear and side yard setback of 25 feet, and a maximum height of 40 feet. The planning board may grant special permits to allow structures of up to 60 feet high. Nine battery containers will be located within the 50-foot front yard setback. A 28-foot sound wall will be located within both the 50-and 25-foot front and side yard setbacks.

In addition, the Proposed Transmission Interconnection, which will cross multiple property lines, will be located on lots within the I1 and Park zoning districts which do not have any frontage. Section 5.3.4.A requires that lots in the I1 district, in addition to having front setbacks of 50 feet and side and rear setbacks of 25 feet and a maximum height of 40 feet (or 60 feet by special permit), have at least 150 feet of frontage. Section 5.3.5 requires that lots have 50-foot front setbacks, 15-foot rear and side setbacks, a maximum height of 35 feet, and 150 feet of frontage. Several lots over which Proposed Transmission Interconnection will cross (assessor parcels 35-5, 49-34, and 11-1) appear to have insufficient frontage. The structures comprising the Proposed Transmission Interconnection, which must span the railroad tracks, will exceed the height limits in both the I1 and Park zoning districts by exceeding 40 feet in height. Finally, as the structures will necessarily cross property lines, they will occupy the front, side, and rear setbacks. Therefore, to construct the Project, an exemption from the operation of the prohibitions in Sections 5.3.4.A and 5.3.5 is *per se* required from the Siting Board.

A zoning exemption is also required for accessory structures. For such structures, dimensional requirements are further limited under Section 5.3.1.E. Accessory structures are limited to 20 feet in height (Section 5.3.1.E.1) and must be located behind the front building line of the principal building (Section 5.3.1.E.3). Several project components, including the substation structures and lightning mast, which would be considered accessory, will exceed the 20-foot height limit and cannot be placed directly behind a principal building due to the multi-structure design of the project. For example, a sound wall will be required to mitigate sound impacts. The current design requires a 28-foot sound wall. The components of the Proposed Transmission Interconnection will also exceed 20-feet in height and cannot be placed behind primary structures. Therefore, if the transmission interconnection structures are considered accessory, they will be prohibited under Section 5.3.1.E.

Additionally, Section 5.3.1.E.5 exempts fences under 7 feet from the general setback requirements, which means that fences over 7 feet must meet the setback requirements imposed by Section 5.3.4.A. The Project will require fences and sound walls over 7 feet in height to secure the facility and to mitigate sound impacts. A ten-foot-high security fence is anticipated. As a result, the Project cannot be designed to meet the exemption under 5.3.1.E.5 while meeting other regulatory requirements.

Therefore, to construct the Project on the Project Site, an exemption from the operation of the prohibitions in Section 5.3 is *per se* required from the Siting Board.

iv. Principal Structure Limit

Section 5.3.1.A of the Zoning Bylaw prohibits the construction of more than one principal structure on one lot. In industrial districts, special permits may be granted by the planning board under Section 5.3.4.B.1 to permit more than one principal structure, which may

be conditioned. The Project, which consists of 169 containers containing the battery components, as well as a substation, is therefore prohibited by the Zoning Bylaw without a special permit.

As noted previously, special permits are a discretionary type of zoning relief which require a supermajority vote of the special permit granting authority (i.e., four-fifths of a five-member board). Special permit proceedings require a public hearing which will typically take at least three to four months. Further, special permits are subject to appeal in Land Court or Superior Court. Resolution of special permit appeals in the trial court through trial typically take approximately eighteen to twenty-four months. Special permits can be further appealed in the Appeals Court after resolution in the trial court, which can lead to approximately two additional years of litigation. A battery project subject to a special permit appeal cannot obtain construction financing until the appeal is fully resolved.

Therefore, an exemption from the operation of Sections 5.3.1.A and 5.3.4.B.1 is *per se* required from the Siting Board.

LIST OF ZONING EXEMPTIONS SOUGHT

Provision	Description	Zoning Relief
§§ 5.1 General Provisions, 5.4.2 Prohibited Uses, 5.4.3 Table of Uses, 5.4.5 Accessory Uses and Structures; General	Proposed use not allowed in I2 zoning district	None available
§ 5.6 Groundwater Protection District	Proposed use not allowed in Groundwater Protection District	None available; Special Permit required for storage/handling of toxic materials and storm water management systems

§ 5.3.4 Industrial Districts	Dimensional Limits Applicable to Industrial Districts	Variance, or Special Permit to increase height limit to 60 feet[7]
§ 5.3.5 Other Use Districts	Dimensional Limits Applicable to the Park District	Variance (See footnote 7)
§ 5.3.1.A Lots and § 5.3.4.B Supplemental Regulations for Industrial Districts	Only one principal structure allowed on each lot	Special Permit from the Planning Board
§ 5.3.1.E Accessory Structures	Dimensional limits on accessory structures	Variance (See footnote 7)

D. The Project is Reasonably Necessary for the Public Convenience or Welfare

When making a determination as to whether a petitioner's present or proposed use is reasonably necessary for the public convenience or welfare, the Siting Board examines: (1) the present or proposed use and any alternatives or alternative sites identified; (2) the need for, or public benefits of, the present or proposed use; and (3) the environmental impacts or any other impacts of the present or proposed use. Cranberry Point Energy Storage, LLC, D.P.U. 22-59, at 40 (2023); Medway Grid, LLC, D.P.U. 22-18/22-19, at 34 (2023). The Siting Board then balances the interests of the general public against the local interest and determines whether the present or proposed use of the land or structures is reasonably necessary for the convenience or welfare of the public. Cranberry Point Energy Storage, LLC, D.P.U. 22-59, at 40 (citing Boston

[7] Both Variances and Special Permits are highly discretionary and easily challengeable in court. In all cases, it is difficult/impossible to demonstrate the existence of unique conditions for grant of a variance and even if granted they are susceptible to appeal. To avoid the legal uncertainty, potential for adverse interpretations, delay, burden and undue expense associated with obtaining a special permit or variance, the Company requests an exemption

Gas Company, D.T.E. 00-24, at 2-6 (2001); Tennessee Gas Pipeline Company, D.T.E. 01-57, at 5-6 (2002)); Medway Grid, LLC, D.P.U. 22-18/22-19, at 34 (citing, e.g., NSTAR Electric Company d/b/a Eversource Energy, D.P.U. 17-147, at 8 (2019)). These requirements are met here.

First, the Company has demonstrated that its proposed use is consistent with the public convenience or welfare and that it has evaluated alternatives before choosing the Project Site. BESS facilities are an integral component of the electrical infrastructure needed to meet the Commonwealth's emission goals and energy policy. The Project is consistent with and will further important energy policies of the Commission, as set forth below. Furthermore, the Project considered reasonable alternatives before choosing the Project Site, as discussed above in Section V.

Second, the Company has demonstrated the need for the Project's proposed use and the public benefit that results from meeting the need. As discussed above and below, the proposed BESS will provide important grid services and play a critical role in transitioning the energy grid to accommodate increasing amounts of renewable resources. The Project will therefore provide important public benefits.

Finally, any environmental impacts from the Project will be mitigated, as discussed above in Section VI. For all these reasons, the Project is reasonably necessary for the public convenience or welfare.

E. The Project Will Further Important Policies Of The Commonwealth

Approval of the Project would contribute to the Commonwealth's achievement of important health, environmental, and energy policies, including meeting the Commonwealth's net zero emissions target for 2050 as adopted by the Secretary of the Executive Office of Energy

and Environmental Affairs pursuant to the Global Warming Solutions Act ("GWSA") (St. 2008, c. 298) as amended.[8] Furthermore, it is consistent with Massachusetts' aggressive energy storage goals, including a goal of 1,000 MWh of energy storage by December 31, 2025 (St. 2018, c. 227, § 20), and an ambitious 5,000 MW energy storage procurement target for 2030 pursuant to the recently enacted 2024 Climate Act. St. 2024, c. 239, § 98. These targets evince the Commonwealth's robust commitment to energy storage and its goal of supporting intermittent renewable generation resources such as solar and wind with energy storage.

The Project is also consistent with the Commonwealth's Energy Storage Initiative, which the Commonwealth launched to: (1) attract, support and promote storage companies in Massachusetts; (2) accelerate the development of commercial storage technologies; (3) expand markets for storage technologies, and value storage benefits to clean energy integration, grid reliability, system wide efficiency, and peak demand reduction; and (4) recommend the developing policies, regulations and programs that help achieve those objectives.

Moreover, as part of the 2015 Energy Storage Initiative, the Department of Energy Resources ("DOER") and Massachusetts Clean Energy Center ("MassCEC") partnered to conduct energy storage studies, including the State of Charge report[9] in 2016 and the Charging Forward: Energy Storage in a Net Zero Commonwealth report ("Charging Forward") in 2023. These studies reviewed the storage industry landscape, economic development and market opportunities for energy storage, and evaluated potential policies and programs to support energy storage development in Massachusetts. The DOER has implemented many of the State of Charge

[8] EEA, Determination of Greenhouse Gas Emissions Limit for 2050 (April 2020) *available at* https://www.mass.gov/doc/final-signed-letter-of-determination-for-2050-emissions-limit/download (last accessed Mar. 29, 2025).

[9] State of Charge: A Comprehensive Study of Energy Storage in Massachusetts, Emerging Technology Division *available at* https://www.mass.gov/media/6441/download (last accessed Mar. 29, 2025).

report's recommendations to promote energy storage in the state.

The State of Charge report identified ratepayer cost benefits of energy storage associated with "reduced peak demand, deferred transmission and distribution investments, reduced GHG emissions, reduced cost of renewables integration, deferred new capacity investments, and increased grid flexibility, reliability and resiliency."[6] The report also identified near and long term economic and workforce benefits to Massachusetts by implementing energy storage. Following the State of Charge report, the Commonwealth in 2018 set a 1,000 MWh energy storage target for December 31, 2025 (St. 2018, c. 227, § 20). Likewise, the Commonwealth discussed the importance of flexibility in a deeply decarbonized grid in its Clean Energy and Climate Plan for 2050 ("2050 CECP").[10]

Recognizing the changing energy storage landscape, Section 80(a) of *An Act Driving Clean Energy and Offshore Wind* (St. 2022, c. 179, § 80) authorized the DOER and the MassCEC to conduct a follow-on energy storage study to the State of Charge report, which resulted in the Charging Forward report.[11] The Charging Forward report re-affirmed many of the findings in the State of Charge report and found that the "deployment and use of energy storage systems is a critical and cost-effective strategy for the Commonwealth to encourage in meeting its goals under the 2050 CECP."

[10] Massachusetts Clean Energy and Climate Plan for 2050 at p. 73 (Dec. 2022) (*available at* https://www.mass.gov/doc/2050-clean-energy-and-climate-plan/download) (last accessed Mar. 29, 2025).

[11] Charging Forward: Energy Storage In a Net Zero Commonwealth (dated Dec. 31, 2023), *available at* *https://www.mass.gov/doc/charging-forward-energy-storage-in-a-net-zero-commonwealth-report/download* (last accessed Mar. 21, 2025).

1. Clean Peak Energy Standard

The Project is also consistent with the Massachusetts Clean Peak Standard ("CPS"). The CPS is designed to provide incentives to clean energy technologies that can supply electricity or reduce demand during seasonal peak demand periods established by DOER. According to the DOER, Clean Peak Resources contribute to the Commonwealth's environmental protection goals concerning air emissions, including those required by the GWSA, by displacing non-renewable generating resources while reducing peak demand and system losses and increasing grid reliability.

Similar to the Massachusetts Renewable Portfolio Standard, the CPS requires a percentage of electricity delivered during peak hours to come from certain eligible Clean Peak Resources. To show that the CPS is met, Retail Electricity Suppliers must acquire Clean Peak Energy Credits ("CPECs") that are generated by Clean Peak Resources to offset a certain percentage of their load (the "CPS Minimum Standard"). Clean Peak Resources include Qualified Renewable Portfolio Standard Resources, Qualified Energy Storage Systems, or Demand Response Resources that generate, dispatch, or discharge electricity into the electric distribution system during certain peak periods, or alternatively, reduce load on the system during those periods. Retail Electricity Suppliers that do not acquire enough CPECs for a given year to meet their CPS Minimum Standard are required to make an Alternative Compliance Payment based on the amount of their deficiency.

Currently, there is a critical undersupply of CPECs being generated each year to meet the Commonwealth's Retail Electricity Suppliers' CPS Minimum Standards. In fact, the DOER commenced a series of emergency rulemakings in 2025 decreasing the 2024 CPS Minimum

Standard to shelter ratepayers from the impacts of high Alternative Compliance Payment collection during anticipated CPEC market undersupply conditions.[12]

The Project is uniquely positioned to support the CPS and help remedy the undersupply of CPECs. One of the many benefits of the Project is that it is "fully dispatchable," capable of providing an energy source directly to the transmission system during peak load and storing electricity during off-peak periods. Fully dispatchable BESS installations like the Project can perform additional grid services such as frequency and voltage support, and black start capability to restart after an outage. Standalone BESS, like the Project, are the ideal clean facilities to achieve the objectives of the CPS because they displace non-renewable generating sources, thereby reducing air emissions, while reducing peak demand and increasing reliability.

2. Environmental Justice Policy

There are no mapped Environmental Justice ("EJ") populations within 1 mile of the proposed Project. The closest mapped EJ population is approximately 1.7 miles from the Project Site.

VIII. THE GRANT OF A COMPREHENSIVE ZONING EXEMPTION IS APPROPRIATE FOR THE HILLMAN STORAGE PROJECT

The Siting Board and the Department have recognized that comprehensive zoning relief is necessary in circumstances where, as in this case, numerous individual exemptions are required, and the issuance of a blanket exemption could avoid substantial public harm by serving to prevent delay in the construction and operation of the proposed use. New England Power Company d/b/a National Grid, D.P.U. 09-136/09-137, at 49 (2011); Boston Edison Company

[12] DOER, CPS Programmatic Review (*available at https://www.mass.gov/info-details/cps-programmatic-review#:~:text=CPS%20Emergency%20Rulemaking%20July%2012%2C%202024,-PLEASE%20NOTE%3A%20The&text=The%20emergency%20rulemaking%20changes%20the,anticipated%20CPEC%20market%20undersupply%20conditions*) (last accessed Mar. 22, 2025).

d/b/a NSTAR Electric, EFSB 04-1/D.T.E. 04-5/04-7, at 147 (2005) ("Boston Edison 2005").

In accordance with the applicable standard, and as detailed above, there is an existing need for this Project, and numerous individual exemptions are required. Without comprehensive zoning relief, there is currently no pathway for the Project to be reviewed and approved in order to enable its construction and completion. Therefore, a comprehensive zoning exemption is warranted. *See* Cranberry Point Energy Storage, LLC, D.P.U. 22-59, at 128; Medway Grid, LLC, D.P.U. 22-18/22-19, at 138; Boston Edison 2005, at 162.

IX. COMMUNITY OUTREACH

On March 4, 2025, the Company met with State Representative Robertson at the Project Site and briefed him on the project and permitting process. Later that evening the Company participated in an Open Meeting of the Tewksbury Select Board where the Project was presented.

On March 6, 2025, the Company met with State Senator Finegold and District Director, Janice Phillips at the Senator's office where they were briefed on the project.

On March 18th, the Company conducted an Open House at the Holiday Garden Inn in Tewksbury. Invitations were sent to residents and businesses within ½ of the Project Site as well as to members of the Tewksbury Select Board and town staff. Approximately 50 people attended that meeting.

The Company also launched a Project website.[13] The Project website provides information on the Project's engineering and design, development timeline, and contracting and procurement. Further, the website also enables interested persons to reach out to message the Company directly with concerns or inquiries.

[13] The Project website is available at the following link: https://hillmanenergycenter.com

Table 9-1 lists the Community Outreach to date.

Table 9-1: Project Outreach Meetings

Date	Group	Topic
09/18/2024	Town Manager, Assistant Town Manager, Planning and Economic Development, Building Commissioner, Conservation Agent	Introduction to project and Hillman Energy Center, LLC
09/18/2024	Deputy Fire Chief	Introduction to project and Hillman Energy Center, LLC
02/27/2025	Tewksbury Fire department, Andover Fire Chief, Chelmsford Fire Chief, Building Commissioner, Building Commissioner	Battery Storage Fire Safety Class taught by ESRG (Paul Brown)
02/28/2025	Town Manager, Assistant Town Manager, Planning and Economic Development, Building Commissioner, Conservation Agent	Update on project timeline and permitting plan
3/04/2025	Tewksbury Selectboard	Introduction to Project and Hillman Energy Center, LLC
03/04/2025	State Representative David Robertson	Introduction to Project and Hillman Energy Center, LLC
03/04/2025	Website Published	
03/06/2025	State Senator Barry Finegold	Introduction to Project and Hillman Energy Center, LLC
3/18/2025	Open house (Residents and Business within 0.5 Miles invited) 500 Properties. Roughly 50 residents attended	Introduction to Project and Hillman Energy Center

In addition to the meetings described above, the Company has also created opportunities for members of the public to learn about the project and to contact Company representatives with any concerns. These opportunities are as follows:

A. Creation of a Company Website

Petitioner established a Project website in order to provide basic Project information, answers to frequently asked questions, and contact resources; the website will be kept up to date throughout the duration of Project development.

B. Project E-mail

Petitioner established a dedicated e-mail address to communicate with property owners and other stakeholders regarding the Project, this email address is listed in all Project outreach materials, including mailings, the website, and community events.

C. Phone Number

Phone numbers for communicating with the Project team were given to all stakeholders during meetings and speaking with neighbors.

D. Construction Community Outreach Plan

The Project will develop a Construction Community Outreach Plan to keep town officials, emergency personnel, property owners, and businesses informed of construction activities. Moreover, the Company will work collaboratively with town officials to minimize construction impacts.

E. Contractor Training

The Company will ensure that all of its construction contractors work responsibly and respectfully in the community and adheres to commitments and permitted work hours established with the Town.

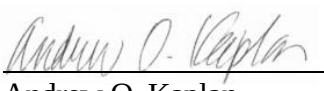
X. CONCLUSION

For all the foregoing reasons, the Project meets all applicable standards for individual and comprehensive zoning exemptions. The Project is in the public interest and will further important energy policies and energy storage targets of the Commonwealth. Accordingly, Petitioner respectfully requests that the Siting Board grant Petitioner individual and comprehensive zoning exemptions from the Town of Tewksbury Zoning Ordinance as set forth in this Petition.

Respectfully submitted,

Hillman Energy Center, LLC

By its attorneys



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