



**Northeast
Utilities**

**NU Transmission Ventures, Inc.
PJM Designated Entity Status
Pre-Qualification Package**

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Designated Entity Pre-Qualification Filing

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1. Name and address of the entity including a point of contact (include parent company, affiliates or partners).

NU Transmission Ventures, Inc.

56 Prospect Street
Hartford, CT 06103

Point of Contact:

Kathleen A. Shea
Vice President Transmission Project Development
56 Prospect Street
Hartford, CT 06103
Telephone: (860) 728-4557

Parent Company Information:

Northeast Utilities (NU)
P.O. Box 270
Hartford, CT 06141-0270
Telephone: (800) 286-5000

Northeast Utilities (NU), a Fortune 500 energy company based in Hartford, Connecticut and Boston, Massachusetts, operates New England's largest energy delivery system. NU is committed to safety, reliability, environmental leadership and stewardship, and expanding energy options for its more than 3.6 million electricity and natural gas customers. NU serves 525 cities and towns throughout New England and is comprised of four electric distribution companies, two natural gas distribution companies and an electric transmission division (NU Transmission) spanning three states, with a combined rate base of \$13 billion.

NU Transmission Ventures, Inc. (NUTV) is a subsidiary of NU and is a holding company for certain NU Transmission capital projects. NUTV is an affiliate of NU's wholly owned utility subsidiaries and through this relationship has access to all of its resources.

NU is engaged primarily in the energy delivery business through the following wholly owned utility subsidiaries:

- The Connecticut Light and Power Company (CL&P), a regulated electric utility that is the primary provider of residential, commercial and industrial customers in most of Connecticut;
- NSTAR Electric Company (NSTAR Electric), a regulated electric utility that serves residential, commercial and industrial customers in eastern and southeastern Massachusetts;
- Public Service Company of New Hampshire (PSNH), a regulated electric utility is the primary provider of residential, commercial and industrial customers in parts of New Hampshire and owns generation assets used to serve customers;
- Western Massachusetts Electric Company (WMECO), a regulated electric utility that serves residential, commercial and industrial customers in parts of western Massachusetts and owns solar generating assets;
- NSTAR Gas Company (NSTAR Gas), a regulated natural gas utility that serves residential, commercial and industrial customers in parts of Massachusetts; and
- Yankee Gas Services Company (Yankee Gas), a regulated natural gas utility that serves residential, commercial and industrial customers in parts of Connecticut.

Appendix A is a full list of NU energy-related subsidiaries.

2. Technical and engineering qualifications of the entity or its affiliate, partner, or parent company.

NU Transmission supports the system planning, design, construction, operation and maintenance of transmission assets in Connecticut, Massachusetts and New Hampshire consisting of 62 substations, 3,870 overhead circuit miles and 677 underground cable miles. NU's distribution companies' retail electric sales totaled 55,331 gigawatt hours in 2013. The functions within this group include substation engineering and design; protection and controls engineering; civil, line and survey engineering quality and configuration control, and reliability compliance.

NU engineers have expertise in state-of-the-art technology to provide cost-effective design solutions for any size transmission project from start to finish, including conducting conceptual design studies, evaluating engineering and construction feasibility, optimizing designs, developing supporting documents for regulatory filings and providing expert testimony during regulatory hearings. They develop project work scope, as well as develop equipment and technical specifications and standards, support procurement through Requests for Proposals (RFPs) and vendor evaluations and qualifications. They also support Project Management with estimating project costs, developing capital cost budgets and preparing project schedules, and managing project changes.

NU engineers are experienced in providing real-time construction support and have established standard designs that improve construction efficiency and reduce project time and costs. NU Transmission engineers are recognized as industry leaders and actively participate in and hold leadership roles in numerous industry groups, including the Edison Electric Institute (EEI), Association of Edison Illuminating Companies (AEIC), Electric Power Research Institute (EPRI), North American Transmission Forum (NATF), Working Group for Investment in Reliable and Economic Electric Systems (WIRES) and Institute of Electrical and Electronics Engineers (IEEE). In the course of NU's \$4.2 billion transmission build-out over the past decade, NU Transmission has established partnerships with industry-leading national contractors and material suppliers, which are integrated as required with NU Transmission project teams.

For specific examples of NU Transmission's experience in developing, and constructing large Transmission projects, please to Section 3 of this application.

3. Demonstrated experience of the entity or its affiliate, partner, or parent company to develop, construct, maintain, and operate transmission facilities. Including a list or other evidence of transmission facilities previously developed regarding construction, maintenance, or operation of transmission facilities both inside and outside of the PJM Region.

With the completion of more than 500 distinct traditional and major capital projects over the past decade, NU Transmission has established a proven track record in delivering customer value and demonstrated expertise in building, owning and operating transmission facilities. The following section summarizes our most complex overhead, underground and underwater design and construction projects and our extensive experience in siting a major transmission project across multiple jurisdictions.

In southwest Connecticut (SWCT), an area that accounts for approximately 50 percent of the state's electric energy load, NU constructed four major transmission projects that significantly reduced congestion and increased reliability. The SWCT projects included: Bethel to Norwalk Project (B-N Project), the Middletown to Norwalk Project (M-N Project), the Glenbrook Cables Project (GCP) and the Long Island Replacement Cable Project (LIRC Project).

The inadequacy of the electric supply system in SWCT had been widely recognized since 2002. In 2003, the Federal Energy Regulatory Commission (FERC) identified southwest Connecticut as one of the nation's most severely congested regions. With the goal of alleviating congestion and improving reliability, NU Transmission constructed a more efficient and reliable grid that effectively moves electricity to where customers need it most. By taking an approach that combined above ground, underground and underwater cable projects, NU Transmission employed new technologies to build new lines. These projects were completed ahead of schedule and under budget, and are improving reliability and reducing costly congestion charges for Connecticut customers. These highly challenging logistical, environmental and technical projects were fully energized at the end of 2008 and positioned NU Transmission as an industry leader.

By organizing one massive project into smaller, manageable components, NU Transmission focused resources where they were needed most and allowed NU subsidiaries to work more closely with siting boards and governmental agencies to obtain the necessary approvals. NU Transmission was also able to better target its outreach to the community to receive support from local leaders as well as members of the community. As a result of the experience gained during the SWCT project, NU Transmission can more effectively launch projects that will move quickly and rise to meet challenges.

Together, NU's four SWCT projects won the 2008 Platts Global Energy Award for "Energy Construction Project of the Year" and the 2009 EEI Edison Award, which recognizes U.S. and international electric companies for outstanding leadership, innovation and advancement in the electric industry.

In addition to the SWCT projects, NU continues to demonstrate its strength as an industry leader that solves critical reliability challenges by planning and constructing the projects that comprise the New England East-West Solution (NEEWS). These inter-related transmission projects were developed after a five year period of intensive study of the current and future energy grid by ISO New England Inc. (ISO-NE) and address a number of interstate and intrastate problems threatening regional power system reliability.

The first of the NEEWS projects to be completed is the Greater Springfield Reliability Project (GSRP), which involved construction of 115-kV and 345-kV overhead lines from Ludlow, Massachusetts to Bloomfield, Connecticut. Construction began in 2010 and involved 39 linear miles of new and reconstructed transmission lines between the two states and three major substation upgrades (>100 circuit miles). These transmission upgrades ensure the reliable flow of power in and around the Southern New England area, while enabling access to less expensive generation, further reducing the risk of congestion costs impacting New England customers. The project was placed in service in November 2013 and finished just ahead of schedule with a final cost approximately 6% below its estimated cost.

GSRP underwent comprehensive and timely siting processes before the Connecticut Siting Council(CSC) and the Massachusetts Energy Facilities Siting Board(MAEFSB).These siting processes considered numerous factors, including solution alternatives, and changes in the proposed route, potential environmental and social issues, electric and magnetic fields directly beneath and at the edge of the transmission right-of-way, and engineering design and costs. In addition to obtaining state siting approval from the CSC and MA EFSB, NU Transmission also needed to obtain the necessary approvals or permits from several federal and local agencies. GSRP construction employed advanced technology known as fiber optic technologies, as well as power electronics and related software including real time monitoring and analytical software Over 2.6 billion man-hours were worked during a three-year period. Over 3,800 people were employed during the project with 1,200 people at its peak. The project's stellar safety record (DART rate = 0.15) was ten times lower than the Bureau of Labor Statistics' national average rate and has resulted in two awards. In 2014, the GSRP was awarded the EEI Safety Achievement Award for achieving 2,956,262 work hours with no days away from work for the period from December 8, 2010 - August 11, 2014. Also in 2014, Engineering News-Record (ENR) recognized the GSRP as the Best Energy/Industrial Project in New England for its safety, innovation and teamwork.

The Interstate Reliability Project, which includes CL&P's construction of an approximately 40-mile, 345 kV overhead line from Lebanon, Connecticut to the Connecticut-Rhode Island border in Thompson, Connecticut where it will connect to transmission enhancements being constructed by National Grid, is the second major NEEWS project. Interstate is designed to address weaknesses in the bilateral east/west transmission of power across Connecticut, Rhode Island and Massachusetts. Providing more direct routes between power sources and eastern Connecticut, and increasing the overall capacity of the transmission system, will mean that access to cleaner,

competitively priced power will be routinely possible. Crossing eleven towns in Connecticut, construction on Interstate began in March 2014 and is expected to be placed in service in 2015.

The Central Connecticut Reliability Project (CCRP), NU's last NEEWS project, which has been subsumed as part of the Greater Hartford Central Connecticut Study continues to make progress. The final need results showed existing and worsening severe regional and local thermal overloads and voltage violations within each of the areas studied and across the interfaces of those areas. The preferred solutions are comprised of many 115 kV upgrades and are expected to be placed in service in late 2017.

NUTV's wholly owned subsidiary Northern Pass Transmission LLC (NPT) is currently planning the Northern Pass project, which is a participant-funded transmission infrastructure project that will bring approximately 1,200 megawatts of clean, low-cost energy from Hydro-Québec's hydroelectric plants in Canada to New Hampshire and New England. By providing access to this new source of reliable, renewable energy, the Northern Pass project will help meet the region's increasing demand for power while also substantially decreasing carbon dioxide emissions. This is enough renewable electricity to power one million homes. At the heart of the project is the construction of a new direct current transmission line from the Canadian border to Franklin, New Hampshire, where a converter terminal will be built to convert the electricity from direct current to alternating current (AC). From there, a new AC transmission line will carry the energy to an existing substation in Deerfield, New Hampshire and into New England's power grid. The Northern Pass project is currently planned to be constructed utilizing 147 miles of existing rights-of-way, about 32 miles of new rights-of-way, and two underground sections of about 8 miles in total.

Additional information on the unique challenges encountered and innovative solutions designed to achieve timely and efficient project completion for these major projects is available upon request

4. Previous record of the entity or its affiliate, partner, or parent company to adhere to standardized construction, maintenance and operating practices.

NU and its subsidiaries, including NUTV, follow standards and best practices in developing, constructing, maintaining and operating transmission facilities including compliance with the National Electrical Safety Code (NESC), standards of the Institute of Electrical and Electronic Engineers (IEEE) and the American National Standards Institute (ANSI), Good Utility Practice as well as other regulatory standards. NU has and continues to comply with applicable OSHA rules and regulations.

The following recently completed projects >\$20 million are listed below are examples of our previous record of projects that adhere to standardized construction, maintenance and operating practices.

Project/Program	Location	In-Service Date	Cost (\$M)
1990 Line Rebuild	CL&P	2014	\$65
Barbour Hill Autotransformer	CL&P	2008	\$48
Bethel/Norwalk	CL&P	2006	\$337
Glenbrook Cables	CL&P	2008	\$239
Long Island Replacement Cable	CL&P	2008	\$79
Middletown/Norwalk	CL&P	2009	\$955
Northeast CT Reliability	CL&P	2006	\$29
Deerfield Solution	PSNH	2014	\$64
Monadnock Area Project	PSNH	2008	\$75
Scobie Hudson Area Project	PSNH	2008	\$29
Thornton Substation Project	PSNH	2013	\$26
White Mountain Region	PSNH	2009	\$27
Agawam-West Springfield	WMECO	2011	\$26
Greater Springfield Reliability	WMECO/CL&P	2013	\$676
WMECO Line Structure Replacement	WMECO	2012	\$26

Key project functions of the NU Transmission organization that demonstrate our adherence to standardized construction, maintenance and operating practices are highlighted below.

Safety and Health

Safety is a core value within NU Transmission. Safety is the responsibility of each individual employed by, or working for, NU.

Each NU regulated utility subsidiary and NU Transmission has a dedicated group of Safety professionals. The responsibilities of NU Transmission’s safety department include the

development of specific safety policies and procedures (dependent on the task being performed); conducting safety observations and assessments; compliance with OSHA regulations; review of construction methods, practices and projects for safety implications; the development of educational programs on safety awareness for employees and contractors and injury management.

NU Transmission strives to instill a zero incident mindset in its workforce. NU Transmission's safety performance is measured in Days Away / Restricted Time (DART), Preventable Motor Vehicle Accidents (PMVA) and Total Recordable Incident Rate (TRIR) and Contractor Total Recordable Incident Rate (Contractor TRIR). During the past decade, NU Transmission's safety performance has been in the top quartile as compared to other transmission utility companies. Over the past three years, NU Transmission has achieved a DART rate of 1.15, .20 and .45 respectively.

All of NU Transmission's projects included a framework designed to coordinate the safety and health of all parties involved with the project, including contractors. Contractors working for NU Transmission are required to have effective safety practices to protect both NU and contractor personnel from workplace injury and illness, and to prevent losses associated with safety incidents. Over the past three years, Transmission's contractor recordable incident rate was among the best in the industry with rates of 1.40, 1.98 and 1.98. This achievement has been accomplished by applying the same principles of contract management that apply to cost, schedule, quality, and productivity to apply with equal effectiveness to safety.

Successful contractor safety programs depend on NU's commitment to and continued support of safety. To implement an effective contractor safety management program, NU requires the addition of safety requirements into all contracts. NU monitors each contractor's safety performance and exercises contractual remedies where safety requirements are not being met.

Siting and Project Outreach

Transmission projects are affected by a multitude of stakeholders who are responsible for directly approving the projects, or influence the approval process. These stakeholders encompass numerous municipal, state and federal jurisdictions, including numerous regulators or other reviewing agencies. NU Transmission relies on its Siting and Project Outreach teams for maintaining and enhancing relationships with impacted stakeholders and working with the project team to secure approval from the respective regulators. The Siting team works with legal counsel, consultants and witnesses to prepare voluminous siting petitions/applications, pre-filed testimony, responses to interrogatories and record requests, prepare for and participate in evidentiary hearings, comment on draft orders, and to subsequently manage compliance with conditions of siting approval orders. The Project Outreach team formulates an outreach plan early in the project development process, identifying key external stakeholders to communicate the need for the project and the nature of potential impacts on surrounding homeowners and key areas of towns. The Project Outreach team works directly with the project team to coordinate all stakeholder relations efforts, including project open houses.

Environmental Permitting

The successful construction of large transmission projects is heavily dependent on the environmental permitting plan. NU's Environmental Licensing and Permitting department in conjunction with specialized consultants competently handle the numerous environmental permits, consultations and approvals required at the federal, state and local levels. In addition to designing the permitting plan, team members also ensure that all of the specific conditions and requirements included in the various plans and permits are implemented.

The responsibilities of the environmental professionals include general consulting with and regulatory interpretation of environmental requirements for the project team; coordination of and participation in a visual assessment of the proposed route to identify potential properties with environmental concerns; integration of third party sites with proposed routes to support route selection by the project team; coordination and completion of subsurface investigations including soil and groundwater samples to assess potential or known properties of environmental concern and identification of applicable permits that will be required prior to construction. The team also arranges for any studies required to support regulatory filings, such as sound, visual impact, wetlands, coastal zone management and cultural and historic resource investigations.

As an example of NU Transmission's adherence of operating practices in this area, NU and its consulting archaeologists conferred extensively with the U.S. Army Corps of Engineers, the State Historical Preservation Officers and the Native American Tribes during the GSRP permit process. Section 106 of the National Historic Preservation Act required the U.S. Army Corps of Engineers to consult with the Massachusetts Historical Commission and the Connecticut State Historical Preservation Officer regarding impact on Native American Tribes. NU Transmission evaluated whether GSRP would directly or indirectly affect sites potentially eligible for listing on the National Register of Historic Places (the Section 106 process).

Operations and Compliance

NU's current transmission facilities are operated by ISO-NE, which is the Regional Transmission Organization for New England and responsible for the day-to-day operation of the New England bulk power supply system. To assist ISO-NE in this effort, NU's subsidiaries are Registered Entities, and operate three Local Control Centers (LCCs) in the ISO-NE footprint, which serves more than 6.5 million households and businesses in New England.

As Transmission Operators, the primary function is to ensure the safe, reliable and economic operation of the transmission system, 24 hours a day, 365 days a year, no matter what the conditions. This responsibility is carried out in conjunction with ISO-NE by evaluating, coordinating, and responding to planned and dynamic changes in the connectivity of the transmission system, ensuring that reliable service to the electrical distribution system is maintained at all times. The NU LCCs also serve as backup to perform certain critical ISO-NE functions.

The NU Reliability Compliance department oversees and consults with NU's five Registered Entities and twenty-two functional registrations in ensuring compliance with all applicable reliability standards. The reliability compliance program ensures that NU's Registered Entities comply with the reliability standards established by regulatory authorities such as FERC, North American Electric Reliability Corporation (NERC), and Northeast Power Coordinating Council (NPCC). The Reliability Compliance department also oversees internal and external assessments of NU's compliance program by working with ISO-NE and develops action plans to address areas where improvement opportunities exist.

NU has been consistently strong in its compliance with reliability standards. In November 2013, NPCC conducted an on-site audit of two of NU's Registered Entities. The audit assessed compliance with 46 NERC reliability standards, which define performance expectations for the operations, planning and design of the North American bulk power system. Both Registered Entities were found to be compliant in all standards evaluated and were complimented by the NPCC audit team for providing an exceptional compliance culture.

Maintenance

The Transmission Maintenance (TM) organization maintains overhead and underground transmission lines, transmission substation equipment and transmission control systems. In addition, TM is responsible for the construction of transmission system capital asset projects. In some instances, TM maintains substation equipment owned by generators either under agreement or contract.

The TM organization performs routine inspections and maintenance as well as emergent work and emergency repairs on all transmission lines and substation equipment. Maintenance activities are predictive (take action based on data analysis, inspection, etc.), preventive (take action to avoid failures) and corrective (take action after failure or malfunction occurs). The frequency of maintenance associated with specific pieces of equipment may be time based (on a prescribed interval) or condition based (based on information found during monitoring or time based maintenance). In addition to routine inspections and maintenance, TM employs an array of advanced technology tools and sensors that are used to further diagnose equipment that has been identified as suspect.

The goal is to maximize preventive and predictive maintenance in order to minimize future corrective and unplanned maintenance. NU Transmission tracks two Key Performance Indicators to measure the reliability of the transmission system: Transmission System Average Interruption Duration Index (TSAIDI) and Transmission Disturbance Frequency (TFREQ). TSAIDI is a measure of transmission unavailability resulting from disturbances. TFREQ is a measure of the frequency of transmission disturbances. Minimizing equipment failures directly supports NU Transmission's reliability goals to minimize system interruptions and disturbances.

Vegetation Management is one of the major components of Transmission Maintenance. Effective scheduling, performance and documentation of vegetation clearing activities is essential

for ensuring the continued operation of the transmission system as well as providing clear and open corridors for line inspection, maintenance and emergency restoration activities. The investigation and reporting of all vegetation-caused operations is a regulatory requirement and is performed by TM. The program includes cyclical management of vegetation within active transmission line rights-of-ways to provide a set level of clearance between trees/branches and conductors. Ground inspections are performed on all facilities as a preview of the work to be performed under brush maintenance or side trimming projects in the year prior to the maintenance year. Aerial inspections of all facilities in excess of 200-kV as well as lower voltage facilities identified as critical by NPCC are performed.

Transmission Maintenance is participating in an upcoming North American Transmission Forum inspection of several Dominion Resources sub-stations. This peer review is one of the ways in which Transmission Maintenance's programs and processes continue to evolve and incorporate best practices from industry counterparts.

5. Capability of the entity or its affiliate, partner, or parent company to adhere to standardized construction, maintenance and operating practices.

As demonstrated above in section 4, NU Transmission and NU utility subsidiaries adhere to applicable design, construction and operating codes, standards, regulations, laws and guidelines for the area in which they operate and are committed to continuing to meet or exceed these standards.

NUTV, as subsidiary of NU, has access to all of NU's resources and assets including those of NU's wholly owned utility subsidiaries.

NU's existing relationships with national, experienced construction contractors and suppliers provide additional bench strength to develop, construct and maintain projects outside of our service territory. In addition, NU has a long history of supplementing its work force with contractors to provide project oversight to ensure all issues are promptly addressed and projects are completed on schedule and at or under budget.

6. Financial statements of the entity or its affiliate, partner, or parent company. Please provide the most recent fiscal quarter, as well as the most recent three fiscal years, or the period of existence of the entity, if shorter, or such other evidence demonstrating an entity’s current and expected financial capability acceptable to the Office of the Interconnection.

Historically, construction projects have been financed through a mix of internally generated cash flow, capital infusions from the parent company, NU, and debt financing. For day-to day operations, the NU utility subsidiaries rely upon short-term borrowings under their credit facilities.

The strong financial strength of NU and its electric operating companies is evidenced by their corporate credit ratings from the three major ratings agencies, Standard and Poors (“S&P”), Moody’s Investors Service (“Moody’s”) and Fitch Ratings (“Fitch”). NU is among a handful of investor-owned utilities in the United States that are rated A- or better by S&P. NU’s audited financial statements for the past three years are attached in Appendix D. The current corporate credit ratings of NU and its electric operating companies are presented in the table below.

As of 4/25/14

Company	S&P	Moody’s	Fitch
NU	A- (Positive)	Baa1 (Stable)	BBB+ (Stable)
NSTAR Electric	A- (Positive)	A2 (Stable)	A (Stable)
CL&P	A- (Positive)	Baa1 (Stable)	BBB+ (Stable)
WMECO	A- (Positive)	A3 (Stable)	BBB+ (Stable)
PSNH	A- (Positive)	Baa1 (Stable)	BBB+ (Stable)

Other evidence of NU’s historical and continuing financial strength and demonstrated ability to finance large projects, including transmission projects, is listed below:

- NU has had five consecutive years of double digit shareholder returns that have significantly outperformed the industry.
- NU’s Transmission Business has invested \$4.2 billion from 2001 to 2012.
- In the past three years (2011 - 2013) NU has made investments in property, plant and equipment of over \$4 billion. These investments and NU’s other cash needs were funded with a combination of net cash flows from operating activities (\$3.8 billion) and the issuance of long- and short- term debt (\$3.6 billion).
- NU’s utilities have issued over \$2.6 billion of long-term debt since the NU merged with NSTAR in April 2012 - at very competitive rates.
- NU has recently increased its commercial paper program by \$300 million to \$1.45 billion.
- Projected long-term earnings per share and dividend growth of 6% to 8% - nearly twice the industry.

- Projected transmission, distribution and generation capital expenditures of nearly \$7.2 billion over the next five years, including \$1.4 billion for the Northern Pass Transmission Project.

NU Transmission Ventures, Inc. is a wholly owned subsidiary of Northeast Utilities and is not rated.

7. Commitment by the entity to execute the Consolidated Transmission Owners Agreement, if the entity becomes a Designated Entity.

NU Transmission Ventures, Inc. or its designated affiliate commits to execute the Consolidated Transmission Owners Agreement if it becomes a Designated Entity in the PJM region.

8. Evidence demonstrating the ability of the entity to address and timely remedy failure of facilities.

NU Transmission has a long history of operating transmission facilities in coordination with system operators. In the New England region, NU Transmission works with ISO-NE to effectuate the day-to-day operation of the New England bulk power supply system in serving more than 6.5 million households and businesses. NU utilities operate three Local Control Centers (LCCs) and serve more than 3 million customers in this area with 72,000 pole miles of distribution lines and 4,500 miles of transmission lines. Our primary function is to ensure the safe, reliable and economic operation of the transmission system, 24 hours a day, 365 days a year, no matter what the conditions. This responsibility is carried out in conjunction with ISO-NE by evaluating, coordinating, and responding to planned and dynamic changes in the connectivity of the transmission system, ensuring that reliable service to the electrical distribution system is maintained at all times. We also operate our LCCs to serve as backup to perform certain critical ISO-NE functions. In this fashion, NU is confident that it has the ability, knowledge and expertise to work with PJM in addressing and timely remedying any facility failure.

NU is also recognized as an industry leader in emergency preparedness and response, with significant strength and expertise to deal with equipment failure issues. NU is a member of the EEI STEP (Spare Transformer Equipment Program), which is an industry program that facilitates obtaining transmission transformers from other members immediately in the event of a triggering emergency event because transmission transformers typically can take a year or more to manufacture and deliver.

NU utility companies utilize the Incident Command System (ICS) structure within the National Incident Management System (NIMS) framework to provide effective command and control of operations for responding to emergency situations in a coordinated, safe, and effective manner. The ICS organizations have command responsibility and authority for emergency plan activities that occur during an emergency. There are various roles within the ICS structure, and all roles have clearly defined responsibilities and expectations. Individuals filling those roles have been trained and participate in an annual storm exercises. Superstorm Sandy in October 2012 was one of the most devastating events in Connecticut history, knocking out power to eight million electric customers from Maryland to Maine, including 850,000 CL&P customers. The damage and the response to complete repairs from this storm and the October 2011 Nor'easter was unprecedented. In Superstorm Sandy alone, 2,900 outside line workers assisted CL&P crews to replace more than 1,700 poles, 2,000 transformers and 105 miles of wire during only 8 days of restoration without any serious injuries or loss of life. CL&P's efforts in Superstorm Sandy garnered national recognition from EEI. After restoring and rebuilding entire portions of Connecticut's electric system, CL&P workers travelled to New York and New Jersey to assist with restoration efforts there.

9. Description of the experience of the entity in acquiring rights of way.

NU Transmission, in conjunction with other NU departments, have had significant experience in acquiring real property, including rights of way, licenses and easements necessary to accommodate transmission projects. Professionals in NU's Rights-of-Way and Survey Engineering department are engaged early in transmission planning with those projects that require the acquisition of property rights (including permanent and temporary easements, leases and licenses) to facilitate through the permitting, construction and operational phases of the proposed system upgrade. These activities include scheduling and managing the overall acquisition process; arranging for appraisal services, preparing plot maps, and conducting negotiations for required land rights. NU's Legal department provides support and advice on all legal matters concerning right-of-way acquisition and management.

The vast majority of NU's utility transmission lines are located on eased rights-of-way that were acquired decades ago and upgraded as needed. NU is familiar with eminent domain for the taking of property in numerous states however, works diligently to avoid eminent domain whenever possible. In fact, the recent construction of the Greater Springfield Reliability Project required the acquisition of almost 400 permanent and temporary easements, and/or access rights and, in certain cases, the purchase of enhanced rights and fee interests to facilitate the construction and operation of the project in two states with distinct differences in real estate law and process. These were successfully acquired and in the course thereof, longstanding relationships with Town and customers were developed. This reflects NU Transmission's commitment to work effectively with property owners at key project junctures to resolve property concerns.

The 187 mile Northern Pass project route utilizes a combination of existing electric transmission and public rights of way to locate the transmission lines as well as purchased or leased land from willing property owners and does not depend on any use of eminent domain. NPT has been respectful of private property rights and has developed a route predicated on New Hampshire law, which does not allow the use of eminent domain for projects like Northern Pass.

Appendix B

Northeast Utilities' 2013 Form 10-K annual report, for the fiscal year ended December 31, 2013, that was filed with the United States Securities and Exchange Commission can be found at:

http://www.nu.com/investors/reports/2013_NU_Form_10K.pdf

Northeast Utilities most recent fiscal quarter Form 10-Q, for the fiscal period ended June 30, 2014, that was filed with the United States Securities and Exchange Commission can be found at:



NortheastUtilities_10
Q_20140801.pdf