July 11, 2012

Robert Stein
Chairman
Connecticut Siting Council
10 Franklin Square
New Britain, CT 06051

**Re: Docket No. 370A-MR - The Connecticut Light and Power Company Application for a Certificate of Environmental Compatibility and Public Need for the Manchester Substation to Meekville Junction Circuit Separation Project in Manchester, Connecticut — Request for Approval of Partial Transfer of Rights and Obligations**

Dear Chairman Stein,

In accordance with §16-50k(b) of the Connecticut General Statutes, The Connecticut Light and Power Company ("CL&P") and The United Illuminating Company ("UI") (together, the "Joint Petitioners") submit this joint request for a partial transfer to UI of CL&P's rights and obligations under the Certificate of Environmental Compatibility and Public Need ("Certificate") issued by the Connecticut Siting Council ("Council") in Docket No. 370A-MR on July 22, 2010.[1]

## I. Background

On July 14, 2010, the Joint Petitioners entered into an agreement entitled "Agreement Re: NEEWS Projects" ("Agreement"). Subject to a number of contingencies specified in the Agreement, CL&P is to sell, and UI is to purchase, certain electric transmission facilities and related assets (the "Subject Assets") comprising part of the Connecticut portion of projects known as the New England East-West Solution Projects. One electronic copy (on compact disc) and one paper copy of the Agreement are enclosed.[2] Portions of the Manchester to Meekville Junction Project, as modified by the Council (as modified, "MMP-V") comprise part of the Subject Assets and are the first set of Subject Assets scheduled to be transferred from CL&P to UI. (Such assets are hereinafter referred to as the "UI MMP-V Assets.") Asset transfers are scheduled to occur immediately prior to commercial operation thereof. The UI MMP-V Assets include tangible and intangible personal property. The tangible property consists of wires, poles, conductors, fixtures and ancillary equipment located in Manchester, Connecticut, as more particularly described in Attachment A hereto (the "UI MMP-V Transmission Facilities"). The

[1] Conn. Gen. Stat. §16-50k(b) states as follows: "A certificate may be transferred, subject to the approval of the council, to a person who agrees to comply with the terms, limitations and conditions contained therein. The council shall not approve any such transfer if it finds that such transfer was contemplated at or prior to the time the certificate was issued and such fact was not adequately disclosed during the certification proceeding."

[2] Two compact discs, each containing one copy of the Agreement, together with four paper copies of the Agreement, were filed with the Council on May 30, 2012 in Docket 424.

approximate location of the UI MMP-V Transmission Facilities is depicted in Attachment B hereto, which is a map of the subject area. The UI MMP-V Transmission Facilities do not include any ownership interests in land or land rights, and consist solely of tangible personal property. None of the UI MMP-V Transmission Facilities cross or run along public highways.

In accordance with the Agreement, upon the transfer of the UI MMP-V Assets by CL&P to UI, UI shall assume full responsibility for all rights and obligations associated with and/or arising out of the UI MMP-V Assets, including all obligations inherent in the ownership, operation and maintenance of the UI MMP-V Transmission Facilities. UI shall bear all costs (including ISO-NE and CONVEX charges), obligations and risks associated with the UI MMP-V Assets. UI also shall have the obligations of a transmission owner for upgrades and/or other capital improvements, including associated costs, with respect to the UI MMP-V Transmission Facilities.

Although UI will own the UI MMP-V Transmission Facilities, these facilities will be operated and maintained by CL&P as though they were part of the CL&P system under an Operation and Maintenance Agreement ("O&M Agreement") with UI. The O&M Agreement provides that CL&P will exclusively operate and maintain the UI MMP-V Transmission Facilities, and UI will pay CL&P an operations and maintenance charge.[3] Operational control over the UI MMP-V Transmission Facilities will be transferred to ISO-NE, and UI will be subject to the Transmission Operating Agreement between ISO-NE and participating New England transmission owners. The transfer of the UI MMP-V Transmission Facilities will not affect MMP-V's operation or maintenance, nor will it affect CL&P's ability to operate and maintain the MMP-V in a reliable manner.

## II. Request for Approval of Partial Transfer

The transfer of UI MMP-V Assets pursuant to the Agreement entails a partial transfer to UI of CL&P's rights and obligations under the Certificate pursuant to Conn. Gen. Stat. §16-50k(b). Therefore, the Joint Petitioners request the Council to approve the transfer of a portion of CL&P's rights and obligations under the Certificate as necessary for UI to own, operate and maintain the UI MMP-V Transmission Facilities, subject to the terms and conditions of the Council's Decision and Order issued on July 22, 2010, and the terms and conditions of the Agreement. The Council's approval should specify that the partial Certificate transfer shall

[3] The O&M Agreement will have an initial term extending to December 31, 2052, followed by a potential initial renewal term of 20 years and further potential renewal increments of 10 years each. In the event the O&M Agreement is not in place for any reason, the Agreement requires UI to maintain the UI MMP-V Transmission Facilities in compliance with good utility practices and otherwise in a manner that does not adversely affect CL&P's facilities that interconnect with the UI MMP-V Transmission Facilities. The Agreement also provides for a Step-In Agreement that would allow CL&P to manage and operate the UI MMP-V Transmission Facilities if UI failed to do so as required.

become effective as of the date that ownership of the UI MMP-V Assets is transferred to UI, and that, in the event that such transfer of ownership of the UI MMP-V Assets does not occur, CL&P shall retain all of its rights and obligations under the Certificate.

As required by Conn. Gen. Stat. § 16-50k(b), the Joint Petitioners affirm that no transfer of the Certificate was contemplated during the applicable certification proceedings.[4] As also required by §16-50k(b),UI affirms that it shall comply with the terms, limitations and conditions contained in the Certificate, as described above.

The Agreement requires the closing of the purchase and sale of UI MMP-V Assets to become effective on the business day immediately prior to commercial operation of the UI MMP-V Transmission Facilities. Currently, commercial operation of the UI MMP-V Assets is anticipated on or about September 17, 2012, with the closing to occur on or about September 14, 2012. In order to meet those dates, the Joint Petitioners therefore request the Council's approval of the partial transfer of the Certificate as soon as possible but, in any event, on or before September 1, 2012.

THE CONNECTICUT LIGHT
AND POWER COMPANY

By: 

Marianne B. Dubuque
Carmody & Torrance LLP
50 Leavenworth Street
Waterbury, CT 06721-1110
(203) 578-4218

Its Attorney

THE UNITED ILLUMINATING
COMPANY

By: 

Bruce L. McDermott
UIL Holdings Corporation
157 Church Street
New Haven, CT 06506-0901
(203) 499-2422

[4] Regarding compliance with Conn. Gen. Stat.§16-50k(b), CL&P and UI were negotiating an agreement by which UI would acquire an interest in the NEEWS projects during the pendency of the Greater Springfield Reliability Project proceedings (Docket 370). Whether the agreement would be concluded and whether the form it would take would involve a transfer of physical assets to UI and therefore require a partial transfer of a Council certificate were still unsettled questions when the Council, on March 24, 2010 issued a certificate for the GSRP and denied a certificate for the original Manchester to Meekville Junction Project. Accordingly, no transfer of a certificate was "contemplated" at that time. By the time the Agreement was finalized, including the identification of certain MMP-V facilities as assets to be transferred to UI, the record in Docket No. 370A-MR had closed, on June 2, 2010. Accordingly, the contemplated partial transfer of the certificate could not have been disclosed "during the certification proceeding."

# Circuit 3642 Units of Property - UI Assets

| Asset Category | Description | Structure Number |
|---|---|---|
| Steel Pole, Signs, Anchor Bolts, and Foundation | 135 ft Steel Pole and affiliated equipment | 5833 |
| Overhead Conductor | 1590 KCMIL 54/19 ACSS Falcon | 5833 |
| Optical Ground Wire | OPGW 48 Fibers | 5833 |
| Overhead Ground Wire | n/a | 5833 |
| Grounding System | Sectionalized Ground Rods & Ground Ring Assembly | 5833 |
| Insulator Assembly Unit | 345-kV Deadend Jumper Assembly & OPGW Suspension Assembly | 5833 |
| Steel Pole, Signs, Anchor Bolts, and Foundation | 140 ft Steel Pole and affiliated equipment | 5836 |
| Overhead Conductor | 1590 KCMIL 54/19 ACSS Falcon | 5836 |
| Optical Ground Wire | OPGW 48 Fibers | 5836 |
| Overhead Ground Wire | n/a | 5836 |
| Grounding System | Ground Ring Assembly | 5836 |
| Insulator Assembly Unit | 345-kV Deadend Jumper Assembly & OPGW Suspension Assembly | 5836 |
| Steel Pole, Signs, Anchor Bolts, and Foundation | 125 ft Steel Pole and affiliated equipment. | 5839 |
| Overhead Conductor | 1590 KCMIL 54/19 ACSS Falcon | 5839 |
| Optical Ground Wire | OPGW 48 Fibers | 5839 |
| Overhead Ground Wire | n/a | 5839 |
| Grounding System | Ground Ring Assembly | 5839 |
| Insulator Assembly Unit | 345-kV Tangent Suspension Assembly & OPGW Suspension Assembly | 5839 |
| Steel Pole, Signs, Anchor Bolts, and Foundation | 125 ft Steel Pole and affiliated equipment | 5840 |
| Overhead Conductor | 1590 KCMIL 54/19 ACSS Falcon | 5840 |
| Optical Ground Wire | OPGW 48 Fibers | 5840 |
| Overhead Ground Wire | n/a | 5840 |
| Grounding System | Sectionalized Ground Rods & Ground Ring Assembly | 5840 |
| Insulator Assembly Unit | 345-kV Implo Heavy Deadend Assembly, 345-kV Deadend Jumper Assembly & OPGW Deadend Assembly | 5840 |
| Steel Pole, Signs, Anchor Bolts, and Foundation | 150 ft Steel Pole and affiliated equipment | 5841 |
| Overhead Conductor | 1590 KCMIL 54/19 ACSS Falcon | 5841 |
| Optical Ground Wire | OPGW 48 Fibers | 5841 |
| Overhead Ground Wire | n/a | 5841 |
| Grounding System | Ground Ring Assembly | 5841 |
| Insulator Assembly Unit | 345-kV Tangent Suspension Assembly & OPGW Suspension Assembly | 5841 |
| Steel Pole, Signs, Anchor Bolts, and Foundation | 145 ft Steel Pole and affiliated equipment | 5847 |
| Overhead Conductor | 1590 KCMIL 54/19 ACSS Falcon | 5847 |
| Optical Ground Wire | OPGW 48 Fibers | 5847 |
| Overhead Ground Wire | n/a | 5847 |
| Grounding System | Sectionalized Ground Rods & Ground Ring Assembly | 5847 |
| Insulator Assembly Unit | 345-kV Implo Heavy Deadend Assembly, 345-kV Deadend Jumper Assembly & OPGW Deadend Assembly | 5847 |

# Circuit 3642 Units of Property - UI Assets

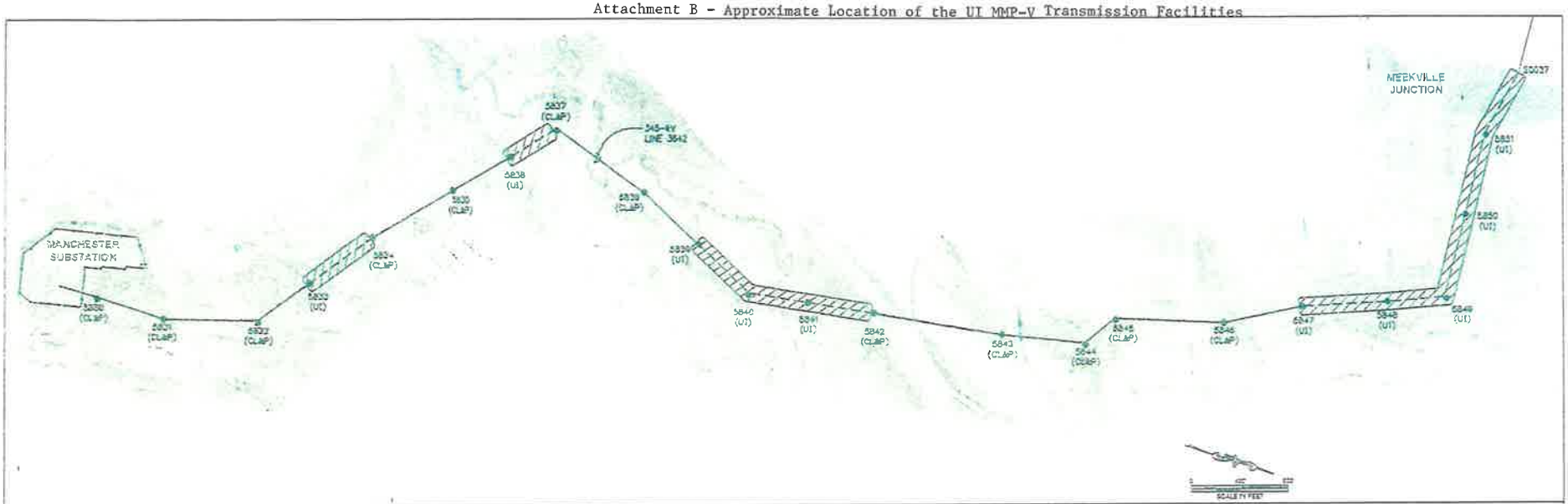
| Asset Category | Description | Structure Number |
|---|---|---|
| Steel Pole, Signs, Anchor Bolts, and Foundation | 135 ft Steel Pole and affiliated equipment | 5848 |
| Overhead Conductor | 1590 KCMIL 54/19 ACSS Falcon | 5848 |
| Optical Ground Wire | OPGW 48 Fibers | 5848 |
| Overhead Ground Wire | n/a | 5848 |
| Grounding System | Sectionalized Ground Rods & Ground Ring Assembly | 5848 |
| Insulator Assembly Unit | 345-kV Implo Heavy Deadend Assembly, 345-kV Deadend Jumper Assembly & OPGW Deadend Assembly | 5848 |

| | | |
|---|---|---|
| Steel Pole, Signs, Anchor Bolts, and Foundation | 130 ft Steel Pole and affiliated equipment | 5849 |
| Overhead Conductor | 1590 KCMIL 54/19 ACSS Falcon | 5849 |
| Optical Ground Wire | OPGW 48 Fibers | 5849 |
| Overhead Ground Wire | n/a | 5849 |
| Grounding System | Sectionalized Ground Rods & Ground Ring Assembly | 5849 |
| Insulator Assembly Unit | 345-kV Implo Heavy Deadend Assembly, 345-kV Deadend Jumper Assembly & OPGW Deadend Assembly | 5849 |

| | | |
|---|---|---|
| Steel Pole, Signs, Anchor Bolts, and Foundation | 125 ft Steel Pole and affiliated equipment | 5850 |
| Overhead Conductor | 1590 KCMIL 54/19 ACSS Falcon | 5850 |
| Optical Ground Wire | OPGW 48 Fibers | 5850 |
| Overhead Ground Wire | n/a | 5850 |
| Grounding System | Sectionalized Ground Rods & Ground Ring Assembly | 5850 |
| Insulator Assembly Unit | 345-kV Deadend Jumper Assembly & OPGW Suspension Assembly | 5850 |

| | | |
|---|---|---|
| Steel Pole, Signs, Anchor Bolts, and Foundation | 140 ft Steel Pole and affiliated equipment | 5851 |
| Overhead Conductor | 954 KCMIL 45/7 ACSR Rail | 5851 |
| Optical Ground Wire | n/a | 5851 |
| Overhead Ground Wire | OHGW 7#8 | 5851 |
| Grounding System | Sectionalized Ground Rods & Ground Ring Assembly | 5851 |
| Insulator Assembly Unit | 345-kV Implo Heavy Deadend Assembly, 345-kV Deadend Jumper Assembly, 345-kV Implo Deadend Assembly, OPGW Deadend Assembly, OPGW Suspension Assembly, OPGW Splice Assembly & ADSS Deadend Assembly | 5851 |

Attachment B - Approximate Location of the UI MMP-V Transmission Facilities




| Structure Number | Structure Type | Structure Height (Above Ground) | Span Length Ahead (Feet) | Ownership |
|---|---|---|---|---|
| 5830 | Dead-end (Self Supporting Monopole) | 175 | 970 | CL&P |
| 5831 | Strain (Self Supporting Monopole) | 160 | 765 | CL&P |
| 5832 | Dead-end (Self Supporting Monopole) | 140 | 542 | CL&P |
| 5833 | Suspension (Self Supporting Monopole) | 135 | 633 | UI |
| 5834 | Strain (Self Supporting Monopole) | 140 | 737 | CL&P |
| 5835 | Suspension (Self Supporting Monopole) | 145 | 545 | CL&P |
| 5836 | Suspension (Self Supporting Monopole) | 140 | 437 | UI |
| 5837 | Dead-end (Self Supporting Monopole) | 160 | 877 | CL&P |
| 5838 | Strain (Self Supporting Monopole) | 150 | 515 | CL&P |
| 5839 | Suspension (Self Supporting Monopole) | 125 | 584 | UI |
| 5840 | Dead-end (Self Supporting Monopole) | 125 | 491 | UI |
| 5841 | Suspension (Self Supporting Monopole) | 150 | 557 | UI |
| 5842 | Strain (Self Supporting Monopole) | 135 | 1070 | CL&P |
| 5843 | Strain (Self Supporting Monopole) | 135 | 864 | CL&P |
| 5844 | Dead-end (Self Supporting Monopole) | 165 | 326 | CL&P |
| 5845 | Dead-end (Self Supporting Monopole) | 130 | 891 | CL&P |
| 5846 | Strain (Self Supporting Monopole) | 135 | 669 | CL&P |
| 5847 | Strain (Self Supporting Monopole) | 145 | 703 | UI |
| 5848 | Strain (Self Supporting Monopole) | 135 | 424 | UI |
| 5849 | Dead-end (Self Supporting Monopole) | 130 | 707 | UI |
| 5850 | Suspension (Self Supporting Monopole) | 125 | 855 | UI |
| 5851 | Dead-end (Self Supporting Monopole) | 140 | 570 | UI |

LEGEND

5834 (CL&P) — CONNECTICUT LIGHT & POWER STRUCTURE & AHEAD SPAN OWNERSHIP

5833 (UI) — UNITED ILLUMINATING STRUCTURE & AHEAD SPAN OWNERSHIP



Burns & McDonnell

56894

Date: JULY 3 2012 | Designed: K. WHISNER | Detailed: D LAURSEN | Checked: M. HATFIELD

Northeast Utilities Service Co.

CONNECTICUT LIGHT & POWER

MANCHESTER - MEEKVILLE PROJECT MIMAP-V
MANCHESTER SUBSTATION - MEEKVILLE JCT
345-kV LINE 3642
UI OWNERSHIP SPANS

DRAWING NO: OWNERSHIP
SHEET 1 OF 1