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February 8, 2008

Mrs. Susan M. Hudson, Clerk
Vermont Public Service Board
112 State Street, Drawer 20
Montpelier, VT 05620-2701

Re: Southern Loop Project
Public Service Board Docket No. 7373; Petitioners' Opposition to Northeast Utilities
Service Company's Motion to Intervene

Dear Mrs. Hudson:

Enclosed for filing in the above-referenced docket please find an original and six copies of
Petitioners' Opposition to the Northeast Utilities Service Company's Motion to Intervene.

If you have any questions, please do not hesitate to call me.

Very truly yours,

Megan R. Ludwig

Enclosure

cc: Service List

2390417.1

PSB Docket No. 7373 – SERVICE LIST

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**STATE OF VERMONT
PUBLIC SERVICE BOARD**

Petition of Vermont Transco, LLC, and)
Vermont Electric Power Company, Inc.)
(collectively, "VELCO"), and Central Vermont)
Public Service Corporation ("CVPS") for a)
Certificate of Public Good, pursuant to 30)
V.S.A. § 248, for the "**Southern Loop Project**,")
located in Vernon, Guilford, Brattleboro,)
Dummerston, Newfane, Brookline, Townshend,)
Grafton, Windham, Andover, Chester, Ludlow)
and Cavendish, Vermont, consisting of the)
following elements: (1) a new, approximately)
51-mile, 345 kV transmission line between)
Vernon-Cavendish, to be built parallel to and)
within the same utility right-of-way as)
VELCO's existing Vernon-Cavendish 345 kV)
line; (2) a new VELCO 345/115 kV Vernon)
substation, to be located just north of the)
Vermont Yankee Nuclear Power Station; (3) a)
new 345/115/46 kV Newfane substation; (4) a)
new, approximately one-mile, 345 kV)
transmission line loop between the new)
Newfane substation and the new Vernon-)
Cavendish 345 kV line; (5) expansion of)
VELCO's Coolidge substation in Cavendish,)
Vermont; and (6) the implementing of)
incremental energy efficiency to defer)
transmission upgrades in Southern Vermont)

Docket No. 7373

PETITIONERS' OPPOSITION TO NORTHEAST UTILITIES SERVICE COMPANY'S
MOTION TO INTERVENE

NOW COME Vermont Electric Power Company, Inc. and Vermont Transco LLC (collectively "VELCO"), and Central Vermont Public Service Corporation ("CVPS" and, with VELCO, "Petitioners"), and oppose the January 31, 2008 Motion to Intervene filed by the Northeast Utilities Service Company ("NU").

I. Introduction

The Board should reject NU's request to intervene because it is untimely and NU cannot satisfy any of the substantive requirements in PSB Rule 2.209. To succeed in its request for permissive intervention, NU must file a timely motion demonstrating that: (1) it has a substantial interest at stake in the proceeding; (2) its interests are not adequately protected by other parties; (3) there are no alternative means through which its interests can be protected; and (4) its intervention will not unduly delay the proceedings or prejudice other parties.¹ See Rule 2.209(B) The Motion should be denied because:

- (1) It is untimely;
- (2) NU fails to demonstrate any substantial interest at stake in the proceeding;
- (3) NU's purported reliability concerns are fully represented and protected by other parties, namely ISO-New England, Inc. ("ISO-NE");
- (4) NU's alleged interests in system stability and reliability impacts outside of Vermont are beyond the scope of this Section 248 proceeding and, in any event, are being protected by alternative means through ISO-NE (or, upon appeal therefrom, by the Federal Energy Regulatory Commission, or "FERC") technical review and approval procedures and processes for regional transmission upgrades; and
- (5) NU's intervention will cause delay and confusion, and will not benefit the public interest.

II. Argument

A. NU's Motion is untimely

A motion to intervene must be made "[u]pon timely application." See PSB Rule 2.209. NU filed its Motion nearly one week after the Board's intervention deadline in this docket. Therefore, the Motion is *per se* untimely and the Board should reject it on that basis.

¹ NU's request for intervention "as of right" has no basis and should be rejected outright. NU does not allege a statutory right to intervene in this docket under Rule 209(A)(1) or (2). Nor can NU allege that this docket provides the "exclusive means" to protect its alleged interests. NU's alleged interest can be protected through its participation at ISO-NE as discussed *infra*. See, e.g., *In Re: CVPS Affiliate Transactions*, Docket No. 5797, Order of 5/19/1995 at 2, 3.

Even if untimely interventions were permitted for good cause under Rule 2.209, NU's Motion fails. NU's claim that, as an out-of-state company, it was "not aware of the PSB scheduling order until recently," *see* Motion at 1, is not credible. NU's claimed lack of awareness cannot be squared with its actual knowledge of the Project through its membership at ISO-NE and its active participation in regional planning activities with ISO-NE and the other transmission owners. NU has been actively involved in numerous ISO-NE technical planning and review meetings during which the Project has been extensively discussed, and NU representatives did not identify concerns or interests about the Project or its impacts. In fact, NU supported and *approved* the Project at the recent November 28, 2007 ISO-NE Transmission Task Force ("TTF") meeting.

B. NU fails to demonstrate a substantial interest under Section 248 that may be affected in this proceeding

NU cannot "demonstrate a substantial interest which may be adversely affected by the outcome of the proceeding." Board Rule 2.209(A)(3) and 2.209(B). NU's Motion includes an averment that it holds "substantial and direct interests that cannot be represented adequately by any other party." Motion at 2. This claim alone is insufficient. The Rule requires an applicant to "*demonstrate* a substantial interest which may be adversely affected by the outcome of the proceeding" *Id.*; *see also Joint Petition of Green Mountain Power Corporation, Northern New England Energy Corporation, and Northstars Merger Subsidiary Corporation*, Docket No. 7213, Order of 11/1/06 at 4 (denying CVPS intervention because its purported interest in the precedential value of the proceeding did not constitute a sufficient interest when its interests could be protected through other means of advocacy); *In Re: CVPS Affiliate Transactions, supra*, at 10 (denying intervention to the Vermont Public Power Supply Authority ("VPPSA") because a proposed rule change affecting CVPS affiliates would have only an indirect impact on VPPSA; VPPSA had not enumerated any contractual or ownership interests that would be directly and adversely affected by the proposed transaction rules).

None of NU's suggested interests are real, let alone substantial. NU alludes to a vague interest relating to the Entergy/VY substation. *See* Motion at 2. Presently the substation assets at Vermont Yankee are wholly owned by Entergy. NU has no publicly known financial interest in the outcome of this 248 proceeding. *See In Re: CVPS Affiliate Transactions, supra*. Even if NU were seeking to acquire an interest in the substation, those issues are not the subject of this Section 248 proceeding nor is this proceeding the proper venue for advancing such interests. To entertain such issues here would lead to unnecessary and inefficient process and delay implementation of a critical reliability upgrade needed by Vermont and the region.

For at least three reasons, the Board should reject NU's alleged interest relating to construction outages associated with the "retirement of substantial portions of the existing [Entergy/VY] substation, if not the entire existing substation," which NU claims could "directly impact service to native load of at least two of the NU Companies [in New Hampshire and Massachusetts]." *Id.* First, construction outages associated with building the Vernon substation are discussed in the prefiled testimony of Michael Barrett (A7), and there is no Project plan for "retirement" of Entergy's substation facilities.

Second, any construction outages for these regional facilities are coordinated through ISO-NE, not through this Board in this proceeding. ISO-NE is a private, non-for-profit corporation created and regulated by FERC to act as the Regional Transmission Operator of the New England Bulk Power System. Consistent with FERC's Order 2000, 89 FERC ¶ 61,285 (December 20, 1999), ISO-NE is responsible for maintaining the reliability of the regional system, including planning for and exercising operational authority over the transmission facilities in the regional system, including the planning for and approval of this project and any construction outages associated with the Project.

Third, NU's interests in system stability and reliability outside of Vermont are beyond the scope of this proceeding. The Board has consistently held that the scope of its authority under Section 248 may extend to "consequences of projects beyond the state *to the extent they affect the general good of the state.*" *Order Re Scope, Intervention, and Motion to Dismiss*, Docket

No. 5330, Order of 8/21/89 at 4 (citing 30 V.S.A. § 248). NU has not alleged any interests or impacts associated with the Project that may adversely affect the general good of the State of Vermont; its alleged concerns relate to purported effects in New Hampshire and Massachusetts. Petitioners respectfully submit that ISO-NE is the proper forum for evaluating extra-jurisdictional effects. Indeed, there, NU representatives taking part in the regional technical task forces have agreed that the Project does not have adverse system impacts within or outside of Vermont. Accordingly, the Board should find that NU has no substantial interest at stake in the Board's proceeding.

C. ISO-NE adequately represents NU's alleged interests

NU cannot show that its alleged interests are not protected by other parties. To the extent that NU's concerns about regional system impacts outside of Vermont could be deemed "substantial interests" in this Section 248 proceeding, those concerns are fully represented and protected by other parties, namely ISO-NE. ISO-NE filed a timely intervention request in this docket and Petitioners have indicated they do not object to ISO-NE's participation.² *See Response of Petitioners to the Motions to Intervene of the Towns of Brattleboro and Brookline, the Vermont Land Trust, ISO-New England and the Vermont Public Power Supply Authority, 2/1/08 at 6-7.* As the independent system operator of New England bulk electricity supply, ISO-NE is responsible for planning for and ensuring a reliable bulk power system for New England. *ISO-NE Motion to Intervene, 1/25/08 at 1.* ISO-NE's participation in this docket will serve to protect interests relating to reliable electric transmission in Vermont and elsewhere in New England, and will thus adequately protect the interests claimed by NU.

Consistent with the provisions of Rule 2.209(B)(1) and (2), and for the reasons discussed below, the Board should reject NU's intervention because the ISO-NE technical review and approval process is the proper forum for addressing NU's purported regional concerns. *See In*

² The Board has not issued an order on ISO-NE's intervention.

Re: CVPS Affiliate Transactions, supra, at 9-10 (denying intervention as of right and permissive intervention to the VPPSA because the proceeding was not the “exclusive means” by which VPPSA could protect its interests, and alternative forums were available before FERC and in subsequent Board proceedings.)

D. There are “alternative means” through which NU’s alleged interests are being protected.

Through its active participation in the ISO-NE task forces and committees, NU essentially concedes that its alleged interests are being adequately protected elsewhere. NU is an active and represented member of the ISO-NE task forces and committees that evaluate regional projects. These task forces and committees are an alternative means – indeed a preferable and more efficient means – by which NU can protect its alleged interests. In fact, as already noted, NU has been a full participant in the ISO-NE technical review of this Project and it has represented and agreed that the Project will not have adverse impacts on its adjacent systems. *See supra*, TTF November 28, 2007 approval of the Project. TTF members and guests present at that TTF meeting included three NU representatives, one of whom served as the TTF Secretary who prepared the minutes for that meeting. NU’s support of the project within this technical group suggests that NU believes, as does the task force, that the Project will have no significant adverse impact on the transmission system in New England. This support on a technical level contradicts the alleged need for intervention provided in NU’s Motion.

E. NU’s intervention will unduly delay the proceeding and prejudice the parties’ and the public’s interests.

Petitioners requested that this proceeding be put on an expedited schedule, with a Board order anticipated by early 2009, in order to timely address the State’s critical reliability needs. This Board established a schedule in December of 2007 with that goal in mind and affected parties were given adequate time to request intervention. NU’s interjection of issues beyond the

scope of Section 248, coupled with the fact that other parties adequately protect any interest NU may have in this proceeding, makes NU's late intervention wasteful of the parties' and Board's time and resources, without adding any appreciable benefit to the resolution of the merits.


IV. Conclusion

For the reasons stated above, the Board should deny NU's Motion to Intervene.

DATED at Burlington, Vermont, this 8th day of February, 2008

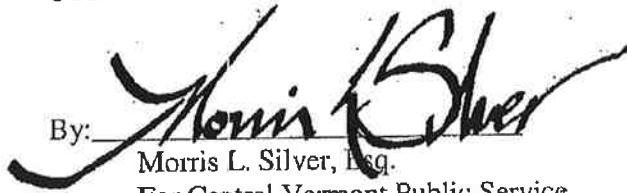
Respectfully submitted,

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CENTRAL VERMONT PUBLIC SERVICE
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By:

A handwritten signature in black ink, appearing to read "Morris L. Silver". The signature is written in a cursive style and is positioned over a horizontal line.

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