

Christian F. Capizzo
(401) 861-8247
ccapizzo@psh.com

December 23, 2022

Via First Class Mail Postage Prepaid and Electronic Mail
(emma.rodvien@puc.ri.gov)

Emma Rodvien
Coordinator
Energy Facility Siting Board
RI Public Utilities Commission
89 Jefferson Boulevard
Warwick, RI 02888

Re: Mayflower Wind Energy LLC– Application to Construct Major Energy Facility
Docket No. SB-2022-02

Dear Ms. Rodvien:

Enclosed herewith please find an original and four (4) copies of Mayflower Wind Energy LLC's Notice of Filing for informational purposes only in the above-entitled matter.

Please feel free to contact me if you have any questions.

Respectfully,



Christian F. Capizzo

CFC:nah
Enclosure

cc: Service List

CERTIFICATE OF SERVICE

I hereby certify that on December 23, 2022, I sent a copy of the foregoing document to the service list below via electronic mail.



Docket No. SB-2022-02 – Mayflower Wind Energy LLC’s Application for a License to Construct Major Energy Facilities (Portsmouth, RI) (as of 08/04/2022)

Name/Address	Email	Phone/FAX
<p>File an original and 4 copies with EFSB: Emma Rodvien, Coordinator Energy Facility Siting Board 89 Jefferson Boulevard Warwick, RI 02888</p> <p>Ronald Gerwatowski, Chairperson Terry Gray, DEM Meredith Brady, Assoc. Director Division of Planning Patti Lucarelli Esq., Board Counsel Suzanne Amerault, Asst. to the Director Department of Energy Management</p>	<p>Emma.Rodvien@puc.ri.gov; Patricia.Lucarelli@puc.ri.gov; Ronald.Gerwatowski@puc.ri.gov; Terry.Gray@dem.ri.gov; Meredith.Brady@doa.ri.gov; Suzanne.Amerault@dem.ri.gov Maria.Mignanelli@doa.ri.gov</p>	<p>401-780-2173</p>
Parties (Electronic Service Only, Unless by Request)		
<p>Town of Little Compton Marisa A. Desautel, Esq. Desautel Law 38 Bellevue Avenue, Unit H Newport, RI 02840</p>	<p>marisa@desautelesq.com</p>	<p>401-477-0023</p>
<p>Town of Middletown Marisa A. Desautel, Esq. Desautel Law 38 Bellevue Avenue, Unit H Newport, RI 02840</p>	<p>marisa@desautelesq.com</p>	<p>401-477-0023</p>
<p>Town of Portsmouth Kevin P. Gavin, Esq. Law Office of Kevin P. Gavin 31 Harrington Avenue Portsmouth, RI 02871</p>	<p>kevingavinlaw@gmail.com tierneylaw@yahoo.com clerkoffice@portsmouthri.com rrainer@portsmouthri.gov</p>	<p>401-662-2520 401-316-4566</p>

<p>Narragansett Electric Company George W. Watson, III, Esq. Robinson & Cole One Financial Plaza, 14th Floor Providence, RI 02903</p>	<p>GWatson@rc.com RJReybitz@pplweb.com COBrien@ppleweb.com JScanlon@pplweb.com</p>	
<p>Office of Energy Resources One Capitol Hill Providence, RI 02908</p>	<p>Christopher.Kearns@energy.ri.gov;</p>	
<p>Public Utilities Commission Cynthia Wilson Frias, Esq. 89 Jefferson Boulevard Warwick, RI 02888</p>	<p>Cynthia.Wilsonfrias@puc.ri.gov Todd.Bianco@puc.ri.gov Luly.Massar@puc.ri.gov</p>	<p>401-941-4500</p>
<p>Division of Public Utilities and Carriers</p>	<p>Christy.Hetherington@dpuc.ri.gov John.Bell@dpuc.ri.gov Thomas.Kogut@dpuc.ri.gov Margaret.L.Hogan@dpuc.ri.gov</p>	<p>401-941-4500</p>

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**STATE OF RHODE ISLAND
ENERGY FACILITY SITING BOARD**

IN RE: MAYFLOWER WIND ENERGY)
LLC'S APPLICATION TO CONSTRUCT)
MAJOR ENERGY FACILITIES)

Docket No. SB-2022-02

MAYFLOWER WIND ENERGY LLC'S NOTICE OF FILING

For informational purposes only, Mayflower Wind Energy LLC ("Mayflower"), through counsel, hereby gives notice of Mayflower's filing of the attached Answer to Commonwealth Wind, LLC's Motion to Dismiss filed with the Massachusetts Department of Public Utilities in Docket No. D.P.U. 22-70, D.P.U. 22-71 and D.P.U. 22-72 on or about December 16, 2022.

Respectfully submitted,

Dated: December 23, 2022

MAYFLOWER WIND ENERGY LLC

By its Attorneys,



Christian F. Capizzo
Robert K. Taylor
PARTRIDGE SNOW & HAHN LLP
40 Westminster Street, Suite 1100
Providence, RI 02903
Phone: (401) 861-8200
Email: ccapizzo@psh.com
Email: rtaylor@psh.com

Eric K. Runge
DAY PITNEY, LLP
One Federal Street, 29th Floor,
Boston, MA 02110
Phone: 617-345-4635
Email: ekrunge@daypitney.com

Holland & Knight

10 St. James Avenue | Boston, MA 02116 | T | F 617.523.6850
Holland & Knight LLP | www.hklaw.com

Mark C. Kalpin
+1 617-305-2076
Mark.Kalpin@hklaw.com

December 23, 2022

By Electronic Filing

Mark D. Marini, Secretary
Department of Public Utilities
One South Station, 5th Floor
Boston, MA 02110

**Re: Petitions for Approval of Long-Term Contracts for Offshore Wind
Energy Generation (D.P.U. 22-70, 22-71 and 22-72)**

Dear Secretary Marini:

On behalf of Mayflower Wind Energy LLC, please find enclosed for filing in the above-referenced proceedings the following documents in electronic format:

1. Answer of Mayflower Wind Energy to Motion to Dismiss;
2. Appearance of Counsel of Mark C. Kalpin on behalf of Mayflower Wind Energy LLC; and
3. Certificate of Service.

Please feel free to contact me if you have any questions or require additional information.

Sincerely yours,



Mark C. Kalpin

Enclosures

Atlanta | Austin | Boston | Century City | Charlotte | Chicago | Dallas | Denver | Fort Lauderdale | Fort Worth
Houston | Jacksonville | Los Angeles | Miami | New York | Orange County | Orlando | Philadelphia
Portland | Richmond | San Francisco | Stamford | Tallahassee | Tampa | Tysons
Washington, D.C. | West Palm Beach

Algiers | Bogotá | London | Mexico City | Monterrey

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF PUBLIC UTILITIES**

Petitions of NSTAR Electric Company d/b/a)	
Eversource Energy, Massachusetts Electric)	
Company and Nantucket Electric Company d/b/a/)	
National Grid, and Fitchburg Gas and Electric)	D.P.U. 22-70
Company, d/b/a Unitil for Approval of Proposed)	D.P.U. 22-71
Long-Term Contracts for Clean Energy Projects)	D.P.U. 22-72
Pursuant to Section 83C of An Act Relative to Green)	
Communities, St. 2008, c. 169, as amended by St.)	
2016, c. 188, § 12; St. 2021, c. 8, §§ 91, et. seq.)	

**ANSWER OF MAYFLOWER WIND ENERGY
TO MOTION TO DISMISS**

Pursuant to 220 CMR 1.04(5)(c), Mayflower Wind Energy LLC (“Mayflower Wind”) hereby files this Answer to the Motion to Dismiss filed on December 16, 2022 by Commonwealth Wind, LLC (“Commonwealth Wind”) in the above-referenced proceedings (the “Motion”).

In that Motion, Commonwealth Wind requested that the Department of Public Utilities (“Department”) dismiss the above-referenced proceedings as to the power purchase agreements (“PPAs”) between Commonwealth Wind and each of the Massachusetts electric distribution companies (“EDCs”) in connection with the offshore wind generation facility being developed by Commonwealth Wind (the “Commonwealth Wind Project”). In support of its Motion, Commonwealth Wind stated that the PPAs to which it is a party do not meet the fundamental statutory threshold set forth in Section 83C(a),¹ which requires that the PPAs “facilitate the financing of offshore wind generation.” Motion at 2.

¹ Section 83C of An Act Relative to Green Communities, St. 2008, c. 169, as amended by St. 2016, c. 188 §12, St. 2021, c. 8, § 91 et seq., St. 2021, c. 24, §§ 69 and 72, and St. 2022, c. 179, § 61 (“Section 83C”).

Mayflower Wind recognizes the importance to the Commonwealth of the clean energy that the project that Mayflower Wind is developing (the “Mayflower Wind Project”) will generate. This energy will assist the Commonwealth in reaching its climate goals and increasing energy security and resilience, while protecting the rate payers. Mayflower Wind is committed to working as a collaborative partner with all of the parties to this proceeding to help achieve the climate change priorities of the Commonwealth. To this end, Mayflower Wind continues to develop the Mayflower Wind Project consistent with the timelines set forth in its PPAs.

Notwithstanding the firm commitment expressed above, Mayflower Wind respectfully must nonetheless agree with much of the factual analysis underlying Commonwealth Wind’s conclusion, especially as Mayflower is subject to these same facts, pressures and realities.

In its Answer in Support of Motion for a One-Month Suspension filed by Mayflower Wind in these proceedings on October 27, 2022 (the “Answer in Support”), Mayflower Wind stated that current extraordinary global economic conditions, including unexpected and significant commodity price increases and supply shortages, have materially increased the expected cost of financing and constructing the Mayflower Wind Project. These unprecedented global economic conditions could not have been reasonably foreseen by Mayflower Wind (or, for that matter, any other party to these proceedings), and impose significant economic hardship on the Mayflower Wind Project. Furthermore, the project and tax equity financing required for the delivery of Mayflower Wind Project, along with the cost of such financing, has changed dramatically and unexpectedly as interest rates have risen sharply, presenting significant challenges to the Mayflower Wind Project’s economics. Mayflower Wind is diligently working to develop and provide to the Department a detailed third-party analysis on the impact of these

unforeseen events on the financeability on the Mayflower Wind Project, as Mayflower Wind committed to do in its earlier filings with the Department.

Mayflower Wind notes that Commonwealth Wind's Motion to Dismiss has materially disrupted the Section 83C procurement process, and therefore altered the underlying assumptions on which Mayflower relied when it made its two successful Section 83C bids.² Accordingly, Mayflower Wind respectfully requests that the Department allow time for coordinated meaningful discussion among all interested parties, before making a final decision on the Mayflower Wind PPAs.

Respectfully submitted,

Mayflower Wind Energy LLC

By its attorney,



Mark C. Kalpin (BBO # 635836)
HOLLAND & KNIGHT LLP
10 St. James Avenue, 11th Floor
Boston, MA 02116
617-305-2076
mark.kalpin@hklaw.com

Dated: December 23, 2022

² Mayflower Wind also requests that the DPU take notice of the proceedings in Dockets 20-16, 20-17 and 20-17, which relate to the PPAs for Mayflower Wind's "83CII" project PPAs. Those PPAs are pending approval of amendments, the most significant of which is reassignment of the point of interconnection to Brayton Point. This reassignment will link Mayflower Wind's "83CII project" (and its related PPAs) with the Mayflower Wind Project (and its related PPAs that are the subject of this proceeding), and allow the harmonized delivery of 1200 MW of clean energy to the Commonwealth on a cost effective and timely basis.

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF PUBLIC UTILITIES**

Petitions of NSTAR Electric Company d/b/a)	
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Pursuant to Section 83C of An Act Relative to Green)	
Communities, St. 2008, c. 169, as amended by St.)	
2016, c. 188, § 12; St. 2021, c. 8, §§ 91, et. seq.)	

APPEARANCE OF COUNSEL

Please enter my appearance on behalf of Mayflower Wind Energy LLC in the above referenced proceedings.



Mark C. Kalpin (BBO # 635836)
HOLLAND & KNIGHT LLP
10 St. James Avenue, 11th Floor
Boston, MA 02116
617-305-2076
mark.kalpin@hklaw.com

Dated: December 23, 2022

COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF PUBLIC UTILITIES

Petitions of NSTAR Electric Company d/b/a)	
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Pursuant to Section 83C of An Act Relative to Green)	
Communities, St. 2008, c. 169, as amended by St.)	
2016, c. 188, § 12; St. 2021, c. 8, §§ 91, et. seq.)	

CERTIFICATE OF SERVICE

I hereby certify that I have on this day served the foregoing *Answer of Mayflower Wind Energy LLC to Motion to Dismiss* upon all parties of record in these proceedings in accordance with the requirements of 220 CMR 1.05(1).



Mark C. Kalpin (BBO # 635836)
HOLLAND & KNIGHT LLP
10 St. James Avenue, 11th Floor
Boston, MA 02116
617-305-2076
mark.kalpin@hklaw.com

Dated: December 23, 2022