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RHODE ISLAND & MASSACHUSETTS

July 26, 2010

Ms. Luly Massaro, Clerk
Rhode Island Public Utilities Commission
89 Jefferson Boulevard
Warwick, RI 02888

Re: Docket No. 4185

Dear Ms. Massaro:

Enclosed please find an original and 12 copies of the following documents:

1. Deepwater Wind Block Island, LLC's Response to the First Set of Data Requests issued by the Rhode Island Attorney General, Patrick C. Lynch.

Please note that electronic copies of these documents have been provided to the Service List.

Thank you for your attention to this matter.

Sincerely,



Joseph A. Keough, Jr.

JAK/kf

Enclosures

cc: Service List (via electronic mail)

STATE OF RHODE ISLAND PUBLIC UTILITIES COMMISSION
DOCKET No. 4185
Deepwater Wind Block Island, LLC
Response To
Attorney General Patrick C. Lynch's Data Requests
Set 1

AG1-1: Please set forth your interpretation of the term “the developer” in §7 of the LTC Statute (R.I. Gen. Laws § 35-26.1-7).

Response: Deepwater Wind objects to this Data Request because it calls for a legal conclusion.

Without waiving this objection, Deepwater Wind interprets the term “the developer” to mean the developer that is counterparty to the power purchase agreement filed in Docket 4111. Deepwater Wind was selected by the State of Rhode Island pursuant to an open and competitive process conducted by the Rhode Island Office of Energy Resources in 2008, resulting in the execution of a Joint Development Agreement with the State in January 2009. Deepwater Wind was also selected by National Grid in an open and competitive process pursuant to the Long-Term Contracting Act in 2009.

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AG1-2: Please state the meaning of the phrase “the developer” in §7 of the LTC statute (R.I. Gen. Laws § 35-26.1-7).

Response: Deepwater Wind objects to this Data Request because it calls for a legal conclusion.

Without waiving this objection, Deepwater Wind interprets the term “the developer” to mean the developer that is counterparty to the power purchase agreement filed in Docket 4111. Deepwater Wind was selected by the State of Rhode Island pursuant to an open and competitive process conducted by the Rhode Island Office of Energy Resources in 2008, resulting in the execution of a Joint Development Agreement with the State in January 2009. Deepwater Wind was also selected by National Grid in an open and competitive process pursuant to the Long-Term Contracting Act in 2009.

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AG1-3: Please state all steps you have taken to show that you qualify for, or should be selected for, the status of “the developer” since the passage of the most recent amendment to §7 of the LTC Statute (R.I. Gen. Laws § 35-26.1-7).

Response: Deepwater Wind objects to this Data Request because it calls for a legal conclusion, and also based on relevance. Further, this request contains legal assumptions regarding the LTC Statute.

Without waiving this objection, Deepwater Wind interprets the term “the developer” to mean the developer that is counterparty to the power purchase agreement filed in Docket 4111. Deepwater Wind was selected by the State of Rhode Island pursuant to an open and competitive process conducted by the Rhode Island Office of Energy Resources in 2008, resulting in the execution of a Joint Development Agreement with the State in January 2009. Deepwater Wind was also selected by National Grid in an open and competitive process pursuant to the Long-Term Contracting Act in 2009.

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AG1-4: Please state all selection processes you have undergone with respect to qualifying for the status of “the developer” since the passage of the most recent amendment to §7 of the LTC Statute (R.I. Gen. Laws § 35-26.1-7).

Response: Deepwater Wind objects to this Data Request because it calls for a legal conclusion, and also based on relevance. Further, this request contains legal assumptions regarding the LTC Statute.

Prepared by: Joseph A. Keough Jr., Esquire (as to objections)

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AG1-5: Explain, identify and describe all evidence you have provided to National Grid of your fitness, capacity, character, capitalization, competence and expertise since the time of the passage of the most recent amendment to §7 of the LTC Statute (R.I. Gen. Laws § 35-26.1-7).

Response: Deepwater Wind objects to this Data Request based on relevance and because it is overly broad. Further, this request contains legal assumptions regarding the LTC Statute.

Prepared by: Joseph A. Keough Jr., Esquire (as to objections)

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AG1-6: On July 1, 2010, Deepwater provided a Memorandum in Support of Approval of the Amended Power Purchase Agreement (which Memorandum is in letter form). In that Memorandum, Deepwater states "The current project cost estimates target a 10.5% unlevered rate of return for Deepwater Wind....To the extent that there are costs savings, the New PPA price is reduced, but Deepwater Wind's return remains the same. To the extent there are cost overruns, the New PPA price is capped and is not increased, but Deepwater Wind's return will be negatively impacted."

In this connection, please provide (i) the detailed proforma income statements, balance sheet, and cashflow statement forecasts (including gross to net revenue, detail operating & maintenance expense, non-cash expenses, incentive tax credits, production tax credits, cash taxes paid, and annual capital expenditures) for each year contemplated under the term of the Amended Power Purchase Agreement and (ii) underlying calculations that are the basis of the statement quoted above.

Response: Deepwater Wind objects to characterization of its July 1, 2010 letter. Further, Deepwater Wind objects to this Data Request based on relevance and because it is overly broad and calls for speculation. The LTC Statute does not establish or specify any review criteria based on future changes to Deepwater Wind's unlevered rate of return. Without waiving this objection, please see the Exhibit to William Moore's testimony submitted on July 15, 2010.

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AG1-7: Please provide details on the sources of capital (debt and equity), and associated financial terms for such capital, that will be used to fund the \$205,403,512 Base Amount cited in the Amended Power Purchase Agreement.

Response: Deepwater Wind objects to this Data Request based on relevance and because it is overly broad and calls for speculation. The LTC Statute does establish or specify any review criteria based on sources of capital. Without waiving this objection, please see Deepwater Wind's response to Comm. 2-2 and 2-3.

Prepared by: William Moore and Joseph A. Keough Jr., Esquire (as to objections)

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AG1-8: With respect to each of the following entities,

Deepwater Wind Block Island, LLC
Deepwater Wind Holdings, LLC
Deepwater Wind Rhode Island, LLC
Deepwater Wind Block Island Transmission, LLC.

Please state the date of commencement, the members of the board of directors since commencement and their dates of services, the officers and shareholders since commencement and their respective periods of service or ownership, the precise relationship to the other entities listed, and any ownership or control of, or by, the other entities listed.

Response: Deepwater Wind objects to this Data Request based on relevance and because it is overly broad.

Without waiving this objection, each of Deepwater Wind Block Island, LLC, Deepwater Wind Rhode Island, LLC, and Deepwater Wind Block Island Transmission, LLC is a wholly owned direct or indirect subsidiary of Deepwater Wind Holdings, LLC. None of Deepwater Wind Block Island, LLC, Deepwater Wind Rhode Island, LLC or Deepwater Wind Block Island Transmission, LLC has a separate board or officers responsible for day-to-day management of those entities. The board members of Deepwater Wind Holdings, LLC are:-

- **Tony Meggs** - Board Chairman, former Group Vice President of Technology at BP and former Group Vice President in BP Exploration and Production; currently Co-Chair of MIT Natural Gas Study Initiative
- **Spencer Abraham** - Former U.S. Senator from Michigan (1995-2001) and US Secretary of Energy (2001-2005); member of the Board of Directors of Occidental Petroleum Corporation
- **Steve Key** - Former Executive Vice President and CFO of Textron Inc; currently serves on the board of directors of First Wind, Rhode Island School of Design, Greenhill & Co., and J.D. Watkins
- **Paul Gaynor** - Chief Executive Officer of First Wind; former Senior Vice President and Chief Development Officer of Singapore Power Group and Chief Operating Officer of SP International and Vice President and Manager of Asia Pacific at GE Capital's Structured Finance Group
- **Michael Alvarez** - President and Chief Financial Officer of First Wind; former Vice President of Strategic Planning at Edison International and Executive Vice President, Chief Financial Officer, and General Counsel at Nexant, and President of Kenetech Energy Systems

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- **Edward M. Stern** - President and Chief Executive Officer of Hudson Transmission Partners, LLC, and Neptune Regional Transmission System, LLC.
- **Bryan Martin** - Managing Director of D. E. Shaw & Co., L.P. and co-head of the D. E. Shaw group's U.S. growth and buyout private equity unit. Formerly a partner at J.P. Morgan Partners, LLC. Mr. Martin currently serves or has served on the boards of Carrizo Oil & Gas, Inc., General Maritime, Franklin Holdings (Bermuda), Ltd., and First Wind Holdings Inc.
- **Brian Redmond** - Founder of Paragon Energy Holdings LLC; former President of Houston Pipe Line Company and President of Louisiana Resource Company, Managing Director of Enron, and Executive Director of UBS Warburg Energy.
- **David Hang** - Senior Vice President of D. E. Shaw & Co., L.P. and a member of the D. E. Shaw group's U.S. growth and buyout private equity unit. Formerly a principal at J.P. Morgan Partners, LLC. Mr. Hang has served on the boards of Brand Energy & Infrastructure Services, Inc. and Vetco International Ltd.
- **Luis Paz-Galindo** - A senior investment professional at Ospraie's Special Opportunities Fund focusing on energy and natural resources. With ten years of private equity experience, Mr. Paz-Galindo has led many transactions in the US and in Latin America.
- **William Moore** - Chief Executive Officer of Deepwater Wind. Mr. Moore led the development of the 325 MW Maple Ridge Wind Farm (Lowville, NY), which is the largest operating wind facility in eastern North America.

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AG1-9: Please explain the relationship between the entity which signed the JDA and the entity which signed the currently reviewed amended PPA.

Response: Deepwater Wind objects to this Data Request based on relevance. The LTC Statute does not establish or specify any review criteria based on any such relationship.

Without waiving this objection, Deepwater Wind Block Island, LLC is a wholly owned subsidiary of Deepwater Wind Rhode Island, LLC and was established to develop the Block Island Wind Farm.

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AG1-10: Please provide any and all contracts between any of the entities listed above and any of the other entities above or any affiliate companies of any of them, including, but not limited to, staffing, construction, operations, maintenance, financing, general management and public relations contracts

Response: Deepwater Wind objects to this Data Request based on relevance and because it is overly broad. The LTC Statute does not specify or establish any review criteria based on requirements or restrictions on the existence of such contracts. Furthermore, this request calls for the production of commercially sensitive, commercially valuable, proprietary and confidential business information.

Prepared by: William Moore and Joseph A. Keough Jr., Esquire (as to objections)

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AG1-11 This is a request for all of the financial forecast assumptions, including the 20-year underlying financial statement, cashflows, tax credits and capitalization forecasts, used by Mr. Pasqualini to arrive at all of the calculations noted in his testimony filed you in this docket. Please forward those documents in a manner that identify them as responsive to this request.

Response: Deepwater Wind objects to this Data Request based on relevance and because it is overly broad and calls for the production of commercially sensitive, commercially valuable, proprietary and confidential business and financial information.

Without waiving this objection, Deepwater Wind has provided financial projections as part of the testimony of William M. Moore. In addition, please see Deepwater Wind's response to Comm. 2-2 and 2-3.

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AG1-12: Please provide updated versions of the Deepwater response to the July 31, 2009 Request For Proposals for:

- a. Item 7 – Financing Plan (attached)
- b. Item 10 - Engineering and Technology; Commercial Access to Equipment (attached)
- c. Item 11 – Operation and Maintenance (attached)
- d. Item 12 – Project Schedule (attached)

Response: Deepwater Wind objects to this Data Request based on relevance and because it is overly broad and calls for the production of commercially sensitive, commercially valuable, proprietary and confidential business information.

Prepared by: Joseph A. Keough Jr., Esquire (as to objections)

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AG1-13: Please provide any contracts that address the allocation of development costs and cash payments to Deepwater Wind Block Island, LLC, principals, or affiliated companies.

Response: Deepwater Wind objects as this request is vague and unclear. Deepwater Wind does not understand this question. Deepwater Wind further objects to the extent that this request calls for the production of commercially sensitive, commercially valuable, proprietary and confidential business and financial information. Without waiving this objection, the development costs and cash payments made for the Block Island Wind Farm are made by or on behalf of Deepwater Wind Block Island, LLC. Development costs and development-related cash payments are not made to Deepwater Wind Block Island, LLC, since it is not rendering any services, but is only incurring costs, in respect of such development.

Prepared by: William Moore and Joseph A. Keough Jr., Esquire (as to objections)

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AG1-14: Please list all employees, personnel or representatives of yours that were involved in the negotiation of the Amended PPA. Please list each individual's name, job title, and role in negotiations.

Response: Bill Moore, Chief Executive Officer
David Schwartz, General Counsel
Paul Rich, Development Officer, Rhode Island
David Hang, Board Member
Jingbo Wang, investor representative
Jeffrey Grybowski, Partner, Hinckley Allen Snyder LLP

Prepared by: William Moore

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AG1-15: In response to Division Data Request 1-10, National grid stated:

“Mr. Milhous only reviewed the cost estimates provided by Deepwater Wind, including the projected returns for the project, largely to understand the cost assumptions and confirm calculations.”

Please provide any materials shown and/or provided by you to all National Grid representatives in the course of this review and the negotiation of the Amended PPA.

Response: Deepwater Wind objects to this Data Request based on relevance and because it is overly broad and calls for the production of commercially sensitive, commercially valuable, proprietary and confidential business and financial information.

Without waiving this objection, please see the financial projections provided with the testimony of William M. Moore.

Prepared by: William Moore and Joseph A. Keough Jr., Esquire (as to objections)

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AG1-16: Please provide all applications, documents, filings, and correspondence from all parties, including the US Government, produced in connection with any of Deepwater's applications to the US Department of Energy Loan Guarantee Program. Please state whether the status of having "commenced construction" is a prerequisite for submitting an application for such program? Please state whether claiming the status of having "commenced construction" is a prerequisite for having an application considered for such program? Please state on what basis Deepwater believed, at the time of the submittal of the application, that it did qualify as having "commenced construction."

Response: Deepwater Wind objects to this Data Request based on relevance and because it is overly broad and calls for the production of commercially sensitive, commercially valuable, proprietary and confidential business and financial information. Deepwater Wind further objects to this Data Request because it calls for a legal conclusion, specifically the implementing regulations of an Act of the United States Congress. The Attorney General may perform its own legal review of Department of Energy Funding Opportunity Announcement DE-FOA-0000140 and Title 17 of the U.S. Code to form independent conclusions to these questions

Without waiving this objection, the commencement of construction is not a prerequisite for submitting an application or having an application considered for such program.

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Deepwater Wind Block Island, LLC

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AG1-17: Please indicate whether Deepwater will reapply to the US Department of Energy Loan Guarantee Program. If so, please indicate what criteria Deepwater believes it will need to establish in order to participate in such program and when Deepwater intends to reapply.

Response: Please see Deepwater Wind's response to Comm. 1-4.

Prepared by: William Moore

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AG1-18: Please provide details on Deepwater's anticipated capital structure (debt and equity), including funded amounts, capital commitments, and all associated financial terms and conditions for such capital, that will be used to fund the Base Amount as such term is defined in the Amended PPA and ongoing working capital needs for the project. Please identify expected sources of such capital by naming the parties that will own such equity and debt securities.

Response: Deepwater Wind objects to this Data Request based on relevance and because it is overly broad and calls for the production of commercially sensitive, commercially valuable, proprietary and confidential business information.

Without waiving the objection, please see the attachments to the testimony of William M. Moore. In addition, please see Deepwater Wind's response to Comm. 2-2 and 2-3.

Prepared by: William Moore and Joseph A. Keough Jr., Esquire (as to objections)

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AG1-19: Please provide all evaluations, studies, reports, correspondence, presentation materials, and work papers related to any third-party credit assessment of Deepwater.

Response: Deepwater Wind objects to this Data Request based on relevance and because it is overly broad and calls for the production of commercially sensitive, commercially valuable, proprietary and confidential business and financial information.

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AG1-20: Please indicate whether Deepwater or its affiliates have elected to extend the option to lease the Property as defined in that certain Development Agreement dated as of June 30, 2009.

Response: Deepwater Wind objects to this request on the basis of relevance. Without waiving this objection, yes.

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AG1-21: Please provide details of all payments made by Deepwater and its affiliates to the Quonset Development Corporation or any other agency or official of The State of Rhode Island and Providence Plantations.

Response: Deepwater Wind as assumes that this request refers to payments to the Quonset Development Corporation rather than the Quonset Development Corporate. Deepwater Wind has made lease option payments to the Quonset Development Corporation pursuant to the Development Agreement referenced in AG1-20.

With respect to payments made to any other agency or official of The State of Rhode Island and Providence Plantations, Deepwater Wind objects to this Data Request based on relevance and because it is overly broad.

Without waiving the above objection, Deepwater Wind and its employees, in the course of conducting business in Rhode Island, may pay corporate and individual income taxes, sales taxes, public transportation taxes, such as airport taxes, and taxi fares and highway tolls, application fees for permits and licenses, property taxes, and other payments they are legally or contractually obligated to make to state agencies and officials.

Prepared by: William Moore and Joseph A. Keough Jr., Esquire (as to objections)

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AG1-22: Please provide copies of all documents you refer to in your answers to these data requests, identifying such document to the pertinent request.

Response: None.

Prepared by: William Moore and Joseph A. Keough Jr., Esquire (as to objections)

CERTIFICATION

I hereby certify that on July 26, 2010, a copy of the following documents were sent to all parties set forth on the attached Service List by electronic mail and copies were sent to Luly Massaro, Commission Clerk, by electronic mail and hand delivery:

1. Deepwater Wind Block Island, LLC's Response to the First Set of Data Requests issued by the Rhode Island Attorney General, Patrick C. Lynch.

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Original & twelve (12) copies w/: Luly E. Massaro, Commission Clerk Public Utilities Commission 89 Jefferson Blvd. Warwick RI 02889	Lmassaro@puc.state.ri.us	401-780-2017 401-941-1691
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