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VIA E-FILING AND HAND DELIVERY

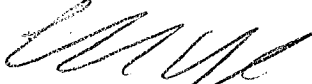
Mark D. Marini
Department of Public Utilities
One South Station, Second Floor
Boston, Massachusetts 02110

***Re: Motion for Leave to Amend Petition for Leave to Intervene and Amended
Petition for Leave to Intervene of Northeast Energy Solutions, Inc.,
Pursuant to G.L. c. 164 § 94A
Docket No. D.P.U. 15-48***

Dear Secretary Marini:

Enclosed relative to the above-referenced matter, please find one original and two photocopies of the Motion for Leave to Amend Petition for Leave to Intervene and Amended Petition for Leave to Intervene of Northeast Energy Solutions, Inc. and a Certificate of Service in the above proceeding. Thank you for your attention to this matter.

Very truly yours,


Christopher Marquis

CM:kmp
Enclosures

cc: Laurie E. Weisman, Hearing Officer
Service List, D.P.U. 15-48

{Client Files/BUS/308841/0004/COR/B0532488.DOCX;1}

COMMONWEALTH OF MASSACHUSETTS

DEPARTMENT OF PUBLIC UTILITIES

Petition of The Berkshire Gas Company)
for Approval of a Firm Transportation)
Agreement with Tennessee Pipeline)
Company, LLC, Pursuant to)
G.L. c. 164, § 94A)
_____)

D.P.U. 15-48

**MOTION FOR LEAVE TO AMEND PETITION FOR LEAVE TO INTERVENE
AND AMENDED PETITION FOR LEAVE TO INTERVENE
OF NORTHEAST ENERGY SOLUTIONS, INC.**

Pursuant to 220 C.M.R. § 1.04(3), Northeast Energy Solutions, Inc. (“NEES”) respectfully requests leave to submit this Amended Petition for Leave to Intervene in order to amend its Petition for Leave to Intervene filed with the Department of Public Utilities (the “Department”) on May 22, 2015.

I. MOTION

NEES timely filed a petition for leave to intervene as a full participant (the “Original Petition”), pursuant to 220 C.M.R. 1.03, in the Petition for Approval of Firm Transportation Contract with Tennessee Gas Pipeline Company, LLC (“TGP”) filed by The Berkshire Gas Company (“Berkshire”) on May 22, 2015. On May 27, 2015, after the deadline established by the Department for filing petitions to intervene, the Board of Selectmen of the Town of Lenox (“Lenox”), Massachusetts voted unanimously to join NEES as a member in order for NEES to represent the Town’s interests in this matter. The Original Petition noted that Lenox was considering joining NEES as a member and that NEES would update the Department accordingly if Lenox affirmatively decided to join. Original Petition at 6 n. 2. As such, the

parties to this proceeding will not be prejudiced by the department granting leave to amend the Original Petition because such parties were duly notified that Lenox could be joining NEES as a member. Allowing NEES to provide additional information to the Department with respect to Lenox and how its interests are substantially and specifically affected by this matter fulfills NEES' commitment and obligation to do so pursuant to the Original Petition.

II. AMENDED PETITION FOR LEAVE TO INTERVENE

NEES, a Massachusetts corporation with a principal place of business of 292 Main Street, Suite 14, Great Barrington, Massachusetts, hereby petitions the Department for leave to intervene as a full participant, pursuant to 220 C.M.R. 1.03, in the Petition for Approval of Firm Transportation Contract with TGP filed by Berkshire. For the reasons stated herein, NEES respectfully requests that the Department grant NEES leave to intervene in full in the proceeding.

A. Introduction

On April, 21 2015, Berkshire filed for approval of a Precedent Agreement (the "Precedent Agreement") between Berkshire and TGP by the Department which involves the transportation of gas via the expansion of an existing pipeline in a project known as the Northeast Energy Direct ("NED"). The Agreement relates to the execution of two forms of gas transportation agreement for 20 year terms which would entitle Berkshire to gas transmission service between Wright, New York and Dracut, Massachusetts, Berkshire's existing gates on TGP's system and the West Greenfield Gate Station. On April 29, 2015, the Department issued a Notice of Filing and Public Hearing and set a deadline of May 22, 2015 for petitions for leave to intervene in the proceeding. For the reasons set forth in this Petition, granting NEES leave to intervene in this matter is consistent with the Department's standards for intervention because

NEES is substantially and specifically affected by the proceeding and it will not be adequately represented by any other party to the proceeding.

B. Standard of Review

The Department is examining whether the Precedent Agreement is consistent with the public interest. Investigation by the Dep't of Telecommunications and Energy Pursuant to G.L. c. 164, § 94A into the Petition of The Berkshire Gas Company, D.T.E. 04-35, at 8 (2004) (“Berkshire Gas”). In making such examination, Berkshire must show the Precedent Agreement “(1) is consistent with the company’s portfolio objectives and (2) compares favorably to the range of alternative options reasonably available to the company and its customers including releasing capacity to customers migrating to transportation, at the time of the acquisition or contract negotiation.” Id. In addition, the Department will determine whether the Precedent Agreement satisfies Berkshire’s non-price objectives, including flexibility of nominations and reliability and diversity of supplies. Id.

The Department may “allow any person showing that he may be substantially and specifically affected by the proceeding to intervene as a party in the whole or any portion of the proceeding, and allow any other interested person to participate by presentation of argument orally or in writing, or for any other limited purpose.” G.L. c. 30A, § 10(4); see 220 C.M.R. § 1.03(1). In considering a petition to intervene or participate, a Hearing officer may consider, among other factors:

The interests of the petitioner, whether the petitioner’s interests are unique and cannot be raised by any other petitioner, the scope of the proceeding, the potential effect of the petitioner’s intervention on the proceeding, and the nature of the petitioner’s evidence, including whether such evidence will help to elucidate the issues of the proceeding, and may limit intervention and participation accordingly.

Hearing Officer Ruling on Petitions to Intervene, D.P.U. 15-39, at 7 (“Ruling I”); Boston Edison Co., D.P.U. 96-23, at 10 (citations omitted). A party seeking intervention may show that it has a “peculiar interest” but is not necessary in the case of potential intervenors who represent a large group of ratepayers. See *Robinson v. Department of Public Utilities*, 416 Mass. 668, 671 (1993). In *Robinson*, the court noted that full intervenor status had been granted to entities representing large groups of ratepayers, however, “*Robinson*, as a single ratepayer, had to show ‘peculiar damage to himself.’” 416 Mass. 668 at 674 (emphasis added).

C. Argument in Favor of NEES’ Intervention in Proceeding

NEES’ interests, as a representative of a large group of landowners and ratepayers impacted by the present matter, are substantially and specifically affected by the proceeding. NEES represents ratepayers and landowners with a specific interest in ensuring that the Precedent Agreement and the available alternatives are analyzed in light of the regulatory impacts on NED and with regard to the economic, environmental, and other impacts of the Precedent Agreement of which NEES, through its other advocacy activities, possesses valuable expertise which will be of use to the Department.

(i). *NEES Will be Substantially and Specifically Affected by the Proceeding*

Uniquely, NEES, through its founding members, represents over 101,850 individuals in The Commonwealth of Massachusetts and its founding members collectively own or hold conservation restrictions on over 50,000 acres of land in the Commonwealth. This covers all of the cities and towns served by Berkshire. NEES was founded to represent its members in providing energy infrastructure analysis and advocacy regarding the economics of energy projects and transactions in the Northeastern United States, including NED and the effects of the Precedent Agreement thereon. NEES represents individuals and entities who will be subject to

any change in rates as a result of the Precedent Agreement as well as landowners and rate payers within Berkshire's service territories. NEES' membership also includes Representative Mike Brady, an elected member of The Commonwealth of Massachusetts House of Representatives, in his capacity representing the Ninth Plymouth district, which is comprised of Brockton (Ward 2, Ward 3: Precincts A, B, C, Ward 4: Precincts A, D, Ward 5: Precinct A, Ward 7: Precincts A, B). Representative Brady is interested in this matter through the impacts of NED on a proposed power plant to be built in Brockton which would depend, in part, on gas to be delivered via NED. Finally, NEES' membership includes Lenox which is interested in this matter through the impacts of NED and the Precedent Agreement on its residents, economics, financials, and the ecological resources of Lenox.

Representatives of large groups of ratepayers, such as NEES, are substantially and specifically interested in proceedings such as this one which could impact the cost of energy for their members. See Robinson, 416 Mass. 668 at 674. In Robinson, the court noted that groups representing large groups of ratepayers had been admitted to the proceeding as full intervenors. 416 Mass. 668 at 674. Representatives of multiple ratepayers, have a substantial and specific interest in ensuring that the Precedent Agreement compares favorably to the available alternatives and that the Precedent Agreement satisfies Berkshire's non-price objectives. See Berkshire Gas, D.T.E. 04-35, at 8. In Robinson, State Representative Christopher Hodgkins was permitted to intervene in the matter in full. 416 Mass. at 670 n.2. Representative Brady, a member of NEES in his elected capacity, has a substantial and specific interest in ensuring the interests of his constituents, are represented in proceedings such as this which will have impacts on the viability of infrastructure projects in his district. NEES exceeds standards for being admitted to the proceeding as a full intervenor.

Importantly, the proposed route of NED, which will provide gas contracted for by the Precedent Agreement, is proposed to cross numerous communities in which NEES represents landowners and will affect the property interests of such landowners. The landowners in Martorano v. Department of Public Utilities, a citizens group representing impacted landowners in a community affected by a pipeline project was allowed to intervene in a Department proceeding. 401 Mass. 257, 260 (1987). Landowners have a substantial and specific interest in ensuring that the analysis of the favorability of available alternatives to the Precedent Agreement takes into account the impacts the Precedent Agreement will have on landowners. See Id.

The membership of NEES includes the following entities whose interests will be substantially and specifically affected by the Precedent Agreement and NED. The Massachusetts Land Trust Coalition is an association of over 130 land trusts, watershed associations, open space committees, and advocacy groups founded to increase the effectiveness of Massachusetts land trusts in working with legislative and regulatory bodies.¹ The Berkshire Natural Resources Council currently protects approximately 19,000 acres of land in the Berkshires and has worked to conserve important natural resources since its founding in 1967. The East Quabbin Land Trust owns over 400 acres of land in the area of the Quabbin Reservoir and preserves additional land in the area through conservation restrictions. The Nashua River

¹ The members of the Massachusetts Land Trust Coalition which operate in the Berkshire Gas Service Area include the following entities: The Mt. Grace Land Conservation Trust is a regional land trust that serves 23 towns in Worcester and Franklin counties and is supported by more than 1,100 members and has helped to protect more than 28,000 acres of land since 1986. The Kestrel Land Trust serves nineteen towns in the Connecticut River Valley and since 1970 has conserved more than 19,000 acres of wildlands, woodlands, farmlands and riverlands. The Williamstown Rural Lands Foundation has about 400 members and preserves approximately 600 acres of land in Williamstown, Massachusetts. The Great Barrington Land Conservancy is dedicated to conservation of open space for ecological, recreational agricultural and scenic purposes and protects over 400 acres of land in its territory. The Trust for Public Land is a national organization which protects over three million acres of land including sites in the Connecticut River valley. The Massachusetts Audubon Society is the largest conservation organization in New England. Founded in 1896, it currently preserves over 35,000 acres of land in Massachusetts and undertakes advocacy activity with respect to land conservation, climate change, and wildlife protection. Finally, the New England Forestry Foundation, seeks to conserve New England's forests through conservation and ecological management of privately owned forestlands in New England, including a number of sites in Western Massachusetts.

Watershed Association strives to restore and protect water quality and quantity in part through the conservation of open spaces and encouraging careful land use and development. The Franklin Land Trust was founded in 1987 and works to conserve farms, fields, forests and other cultural resources significant to the environmental quality and economy of western Massachusetts by preserving over 28,000 acres of land in the region. The Trustees of Reservations is an organization founded over 100 years ago and now owns and cares for over 25,000 acres of land at over 100 sites across Massachusetts. The Richmond Land Trust preserves 912 acres through land ownership and conservation restrictions in Richmond Massachusetts. All these members are landowners and conservation stakeholders who will be substantially and specifically impacted by the Precedent Agreement and the proposed NED pipeline. In addition, Lenox is a member of NEES. Lenox is part of Berkshire's service area and is home to 5,025 residents.² In addition, Lenox owns over 1,200 acres of permanently protected conservation lands including over 861 acres of permanently protected land in the Lenox Mountain watershed which was acquired to protect Lenox's drinking water supply. Lenox joined NEES in order to ensure that the substantial and specific interests of Lenox and its residents in the ecological resources of the town which could be impacted by the Precedent Agreement and NED, were represented in this proceeding.

Finally, the Department's consideration of the Precedent Agreement could impact proceedings with respect to the approval of NED, along with related matters, before the Federal Energy Regulatory Commission ("FERC"), the U.S. Department of Energy, and the States of Maine and New York, to which NEES is an active party or anticipates to be an active party. Based on these activities, and its corporate mission, NEES and its members have a substantial

² As of the 2010 census.

and specific interest in NED, its regional implications and the effects of the Precedent Agreement thereon. See Ruling I, at 7 (stating that the Conservation Law Foundation was substantially and specifically affected based on its “interest in the proposed pipeline, its regional implications, and the Precedent Agreement’s relationship thereto”). As a result of the foregoing, NEES has established that the proceedings will substantially and specifically affect the interests of NEES and its members.

(ii). *NEES Could Suffer a “Peculiar Damage” as a Result of the Proceedings*

As shown in Section II above, NEES, as a representative of a large group of ratepayers is not required to demonstrate a “peculiar damage” to be admitted as an intervenor to this proceeding, nevertheless, NEES could suffer a “peculiar damage” as a result of the Proceedings. See Robinson, 416 Mass. 668 at 674. The Precedent Agreement could result in increased costs to NEES ratepayer members, in addition, NEES members have a particular interest in ensuring that their energy resources are delivered in a manner that takes into account the environmental, economic and other impacts of energy infrastructure projects. Additionally, NEES’ landowner members and Lenox could suffer damage as a result of the approval of the Precedent Agreement through the impact such proceeding will have on NED. NED, on which the Precedent Agreement depends, could impact NEES members’ property interests through takings, environmental impacts, decreased land values, and destruction. Thus, a failure to adequately examine the available alternatives in light of these factors would damage NEES through cost increases on its ratepayer members and potential damage to its landowner members.

(iii). *The Interests of NEES Cannot be Adequately Represented by Any Other Party*

As a result of its activities before FERC and other state's regulatory bodies, NEES possesses valuable expertise with respect to energy infrastructure and transactions and the environmental and economic impacts of the same. NEES' expertise in this matter cannot be replicated by another party to the proceeding, and as a result, if NEES is not granted leave to intervene, its interests in the matter will not be adequately represented; thereby, causing avoidable harm to NEES. In addition, NEES believes such information, including expert testimony with respect to energy agreements, will be valuable information for the Department in its consideration of the available alternatives to the Precedent Agreement as well as whether or not the Precedent Agreement is consistent with Berkshire's non-price objectives. See Ruling I, at 7 (stating that the Conservation Law Foundation's knowledge "could elucidate important issues in the proceeding"); Hearing Officer Ruling on Petitions to Intervene and Participate D.P.U. 10-54 at 5-6. ("Ruling II"); Berkshire Gas, D.T.E. 04-35, at 8. NEES is uniquely situated to represent its and its members substantial and specific interest in this matter, including those of Representative Mike Brady in his elected capacity to the General Court and Lenox. NEES was founded for the purposes of uniquely representing its members' interests before regulatory bodies, as its founders had not received satisfactory representation from other entities in regulatory proceedings similar to this case.

In view of the aforementioned, the Commission should view NEES not only as an organization representing a large group but also as one with and with members who have unique interests that cannot be represented by any other party. Further, NEES, by virtue of its extensive involvement in energy infrastructure, policy, and transactional proceedings in multiple jurisdictions, including FERC and the U.S. Department of Energy, is substantially and

specifically affected by this proceeding. NEES' interests are directly connected to this proceeding, its interests and members are unique and cannot be represented by any other party. Additionally, in view of NEES' involvement with an array of other matters, it is able to provide unique expertise that will help to elucidate the issues herein. See Ruling II, at 5-6. NEES is currently involved in a number of proceedings related to natural gas transportation before FERC, the U.S. Department of Energy, and the States of Maine and New York. NEES has provided valuable analysis related to the impacts of proposed energy transactions including identifying defects, inaccuracies and need for clarification in other party's filings, including economic and environmental analysis. NEES can provide similarly valuable experts, and expertise through testimony in this proceeding which will elucidate important issues in this proceeding. See Id.

To emphasize, NEES, unlike any other participant in this proceeding, uniquely represents numerous large conservation land owners and rate-payers and a state representative, in his elected capacity, who are substantially and specifically affected by this proceeding. NEES has interests that cannot be adequately represented by the Attorney General or any other party to this proceeding (including the Department of Energy Resources and the Conservation Law Foundation if they are admitted as parties to this proceeding). See Ruling II, at 8.

NEES does have the right to speak for its members, including the large conservation land owners and Representative Mike Brady, in his elected capacity, and Lenox in this proceeding.

For the foregoing reasons, this Petition is consistent with the Department's standard for intervention and should be granted by the Department. See G.L. c. 30A, § 10(4); 220 C.M.R. § 1.03(1); Robinson, 416 Mass. 668 at 674; Martorano 401 Mass. at 260; Berkshire Gas, D.T.E. 04-35, at 8.

D. CONCLUSION

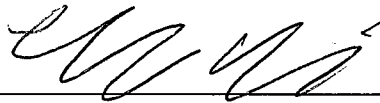
For the reasons described above, Northeast Energy Solutions, Inc. respectfully requests that the Department grant Northeast Energy Solutions, Inc. leave to intervene in the proceeding fully as a party thereto.

Respectfully Submitted,

NORTHEAST ENERGY SOLUTIONS, INC.



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Dated: May 28, 2015

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF PUBLIC UTILITIES**

Petition of The Berkshire Gas Company
for Approval of a Firm Transportation
Agreement with Tennessee Pipeline
Company, LLC, Pursuant to
G.L. c. 164, § 94A

D.P.U. 15-48

CERTIFICATE OF SERVICE

I hereby Certify that I have this day served the foregoing document upon the persons on the Service List in the above captioned proceeding in the manner required by the Department of Public Utilities' Rules of Practice and Procedure.



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Dated: May 28, 2015