

N A R U C



Iberdrola USA Networks Investment Case Study – Maine Power Reliability Program

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Who We Are – The Iberdrola Group

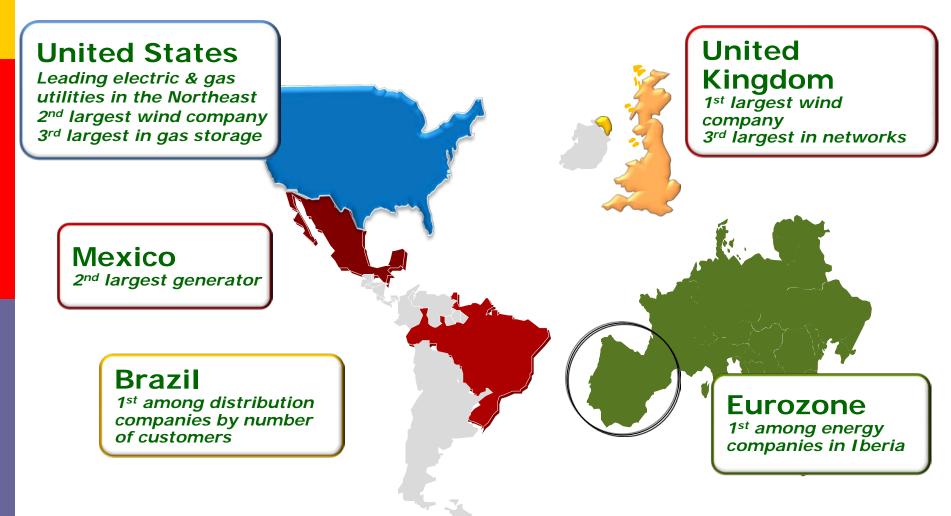
The Project

Project Need and Approvals

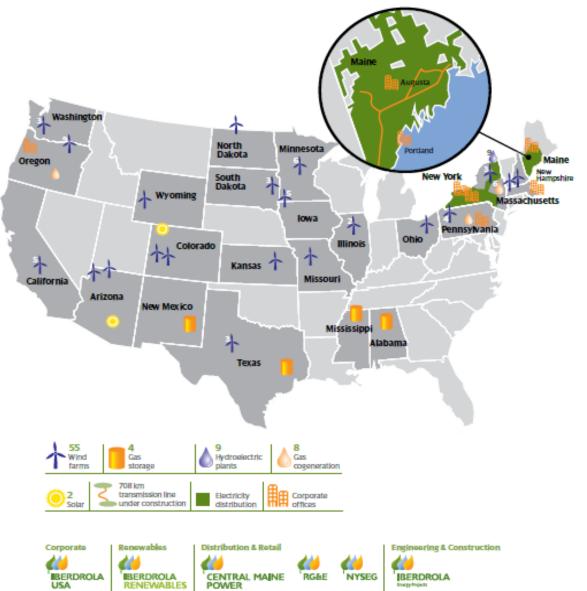
Regulatory Support

Conclusions

Iberdrola is a world leading energy company with a dominant role on the Atlantic rim

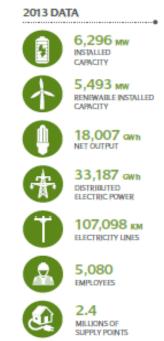


Iberdrola in the United States

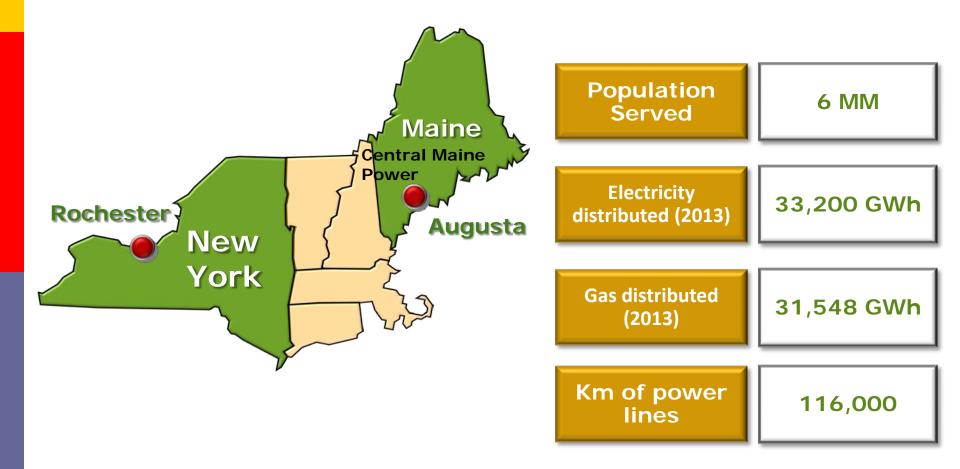


△ 2013/2012 GDP......+1.9% ELECTRICITY DEMAND......+2.7%

2nd-largest wind power producer and 3rd-largest gas storage company Electricity and gas distributor in New York and Maine



Electric and natural gas operations in Maine and New York



Strategic Pillars

Maintaining our strategic pillars...

Balanced risk profile

 More than 80% of investments in regulated businesses
Increasing geographic diversification

Operational efficiency

 Costs flat for existing businesses
Headcount reduction to around 27.000 employees

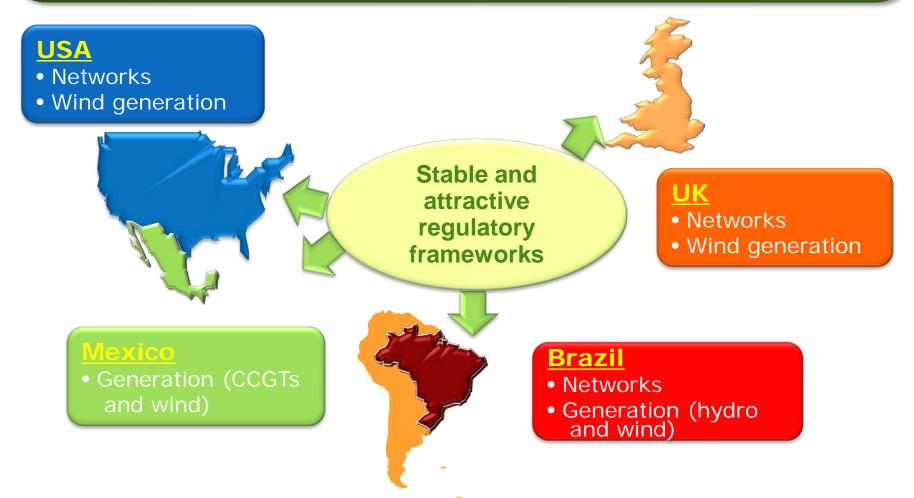
Financial strength

Net Debt reduction to Eur 25 bn improving financial ratios • Portfolio management

... to provide a shareholder remuneration floor of Eur 0.27 per share, with potential growth in line with Net Profit

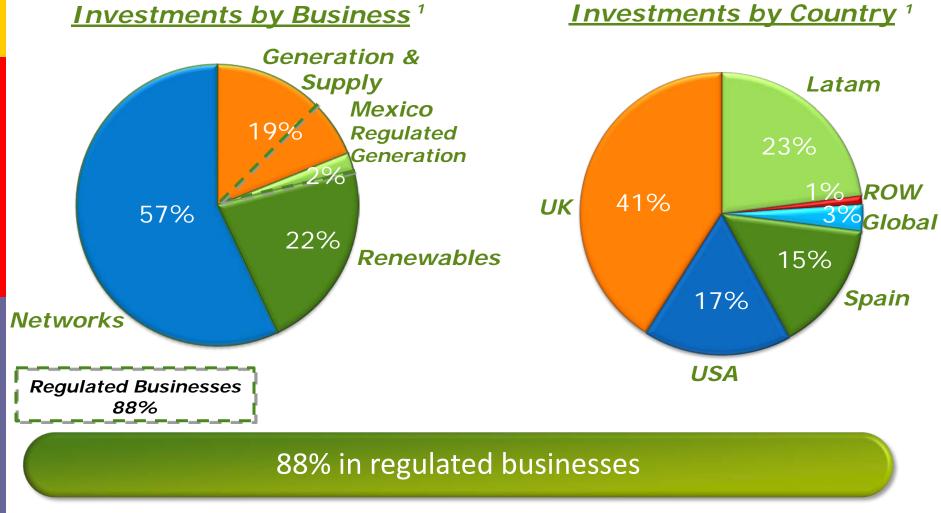
Balanced Risk Profile

Focus in countries with opportunities to boost growth and with stable and attractive frameworks



2014-2016 Investments

Investments focused in businesses and countries with predictable and stable regulation



^{1.} Including investments in Neoenergia projects which are not consolidated under IFRS 11

Beyond 2016

Our model will allow us to boost growth beyond 2016...

Projects undertaken in 2014-2016 will provide higher contribution to results

Additional investments in stable and attractive businesses and countries

Further efficiency measures: Structure optimization and additional headcount reduction

Portfolio management to explore new opportunities for growth

... to increase shareholder remuneration in line with results

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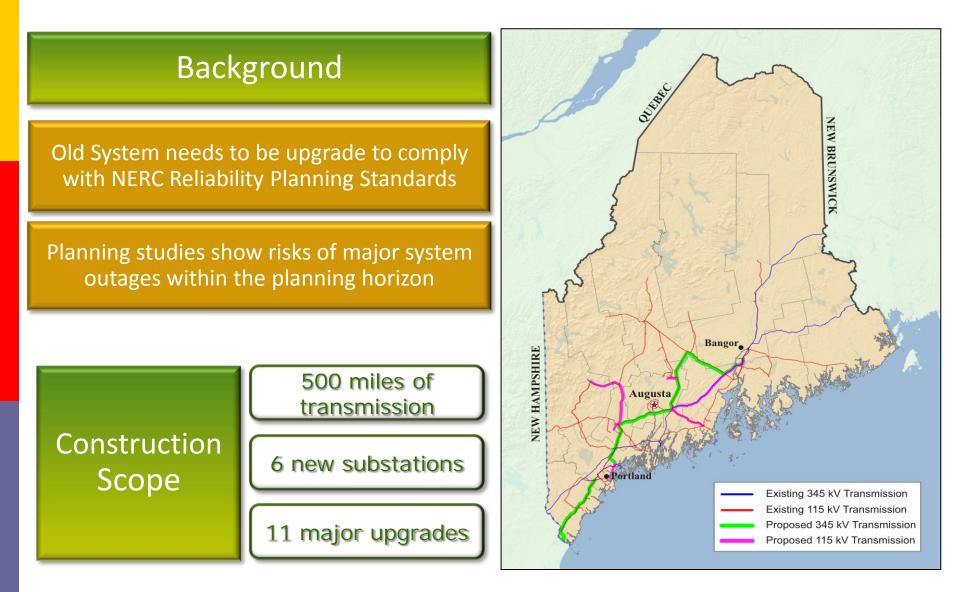
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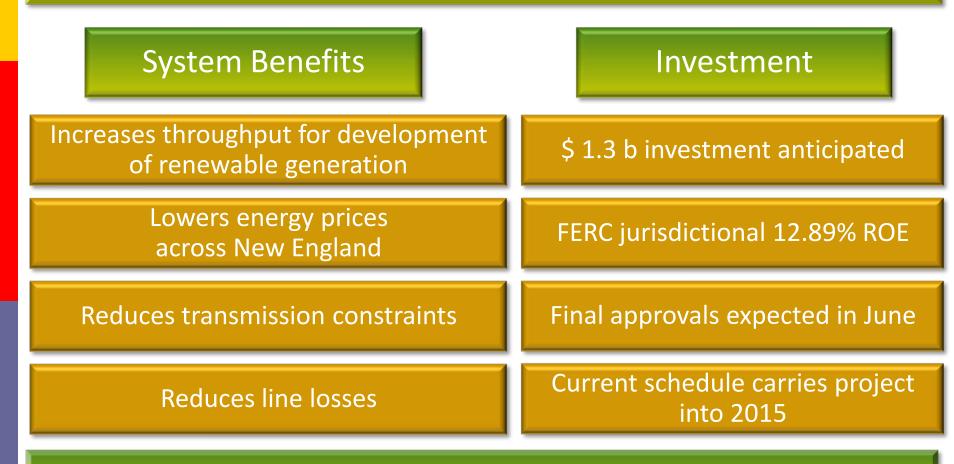
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Maine Power Reliability Program



Maine Power Reliability Program

Largest investment in over 20 years...



...providing significant benefit to customers

Transmission Lines

- 442 miles total of new or rebuilt transmission on 350 miles of right-of-way
- 184 miles of new 345kV transmission lines
- 100 miles of new 115kV transmission lines
- 147 miles of rebuilt 115kV transmission lines
- 5 miles of rebuilt 345kV transmission lines
- 5 miles of 34.5kV transmission lines
- 5,050 wooden structures
- 240 steel structures
- 10 lattice structures
- 2,150 miles of conductor to be installed



Substations

Six New Substations

- Albion Road (Benton)
- Coopers Mill (Windsor)
- Monmouth
- Larrabee Road (Lewiston)
- Raven Farm (Cumberland)
- PSNH Switchyard (Eliot)

Four 345/115 kV Autotransformer Additions

- Albion Road (Benton)
- Coopers Mill (Windsor)
- Larrabee Road (Lewiston)
- Maguire Road (Kennebunk)

Six Major Substation Expansions

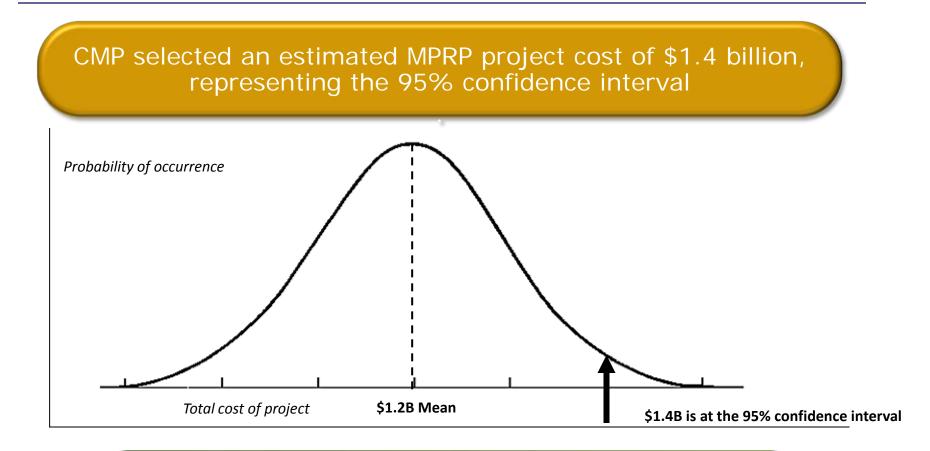
- Maguire Road (Kennebunk)
- South Gorham
- Suroweic (Pownal)
- Orrington
- Belfast
- Livermore Falls



Miscellaneous Substation Upgrades

- 40-plus ancillary substation upgrades
- (38) 345 kV and (70) 115 kV breaker additions
- 381 switch additions

MPRP Project Cost Estimate



The resulting MPRP budget gives a high degree of confidence that project will come in at, or below budget.

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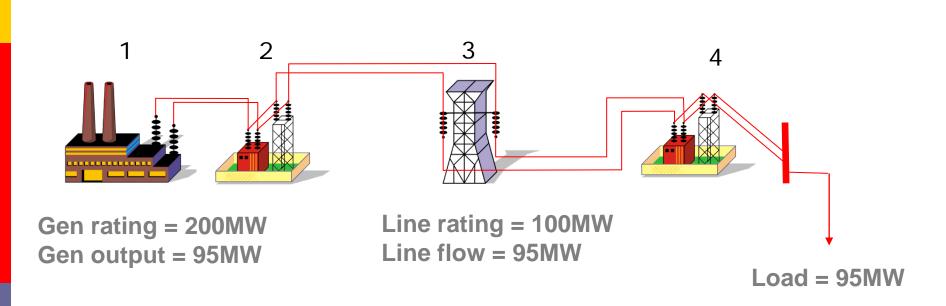
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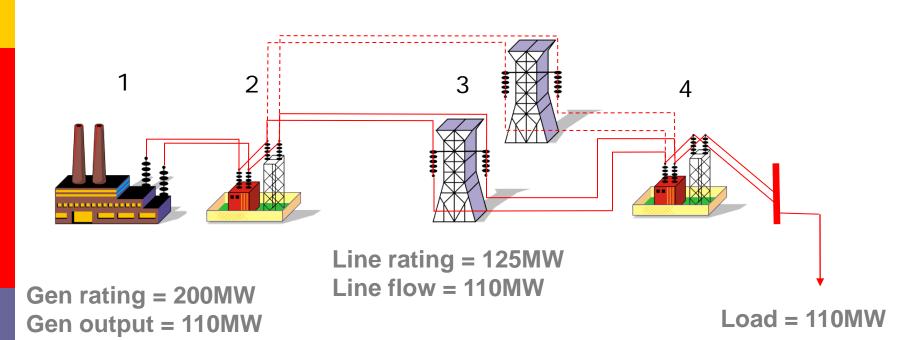
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Simple System Schematic



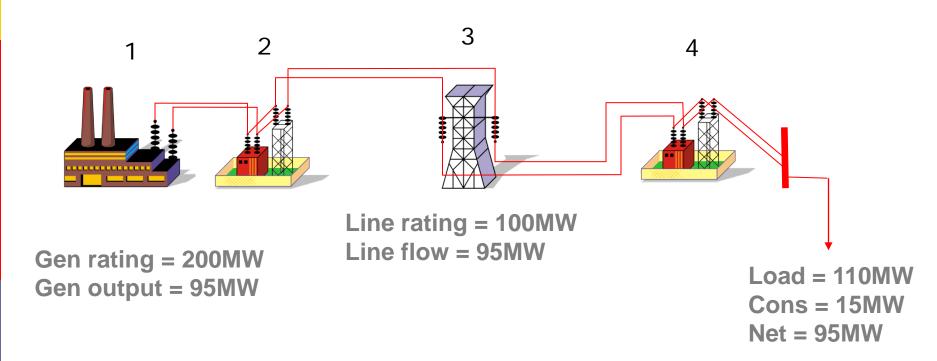
If load increases over time to 110MW, power flow on the existing line will exceed line rating, and system does not meet reliability criteria.

Simple Transmission Solution



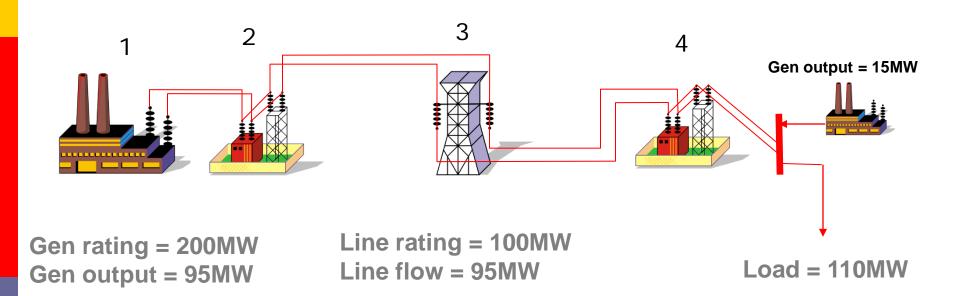
Constructing an additional transmission line or re-conductoring the existing line will increase capacity and prevent overloads.

Simple Non-Transmission Solution - Conservation



Reducing loads through conservation could prevent overloads on the transmission system.

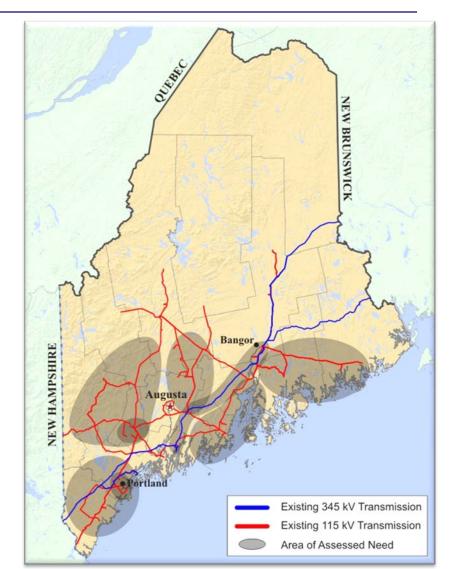
Simple Non-Transmission Solution – Local Generation



Adding new local generation could prevent overloads on the transmission system. Local generation needed anytime load exceeds the rating of the transmission line.

Needs Assessment

- 2017 peak load forecast
- Multiple Maine generator dispatch scenarios
- Various interface tie flow with New Brunswick and New Hampshire
- Hundreds of outage events
- Nearly 5,000 cases simulated
- Significant number of Did Not Solve (DNS)
- Great number of voltage and loading violations
- Published June 19, 2007



Transmission Alternatives Assessment

- 5 northern alternatives studied
 - Designated N1 N5
 - Dropped N4 weakest electrical performance, highest cost
- 5 southern alternatives studied
 - Designated S1 S3 (with two variants each for S1 & S2)
 - Dropped S3 weakest electrical performance, highest cost
- Electrical performance evaluation
- Year of need analysis
- 20,000 cases simulated
- Sensitivity to wind power

NTA Study Objectives

• MPRP Objective:

- Reliable Electric Service to Maine Consumers
- NTA Study Objectives:
 - Identify Viable Alternatives to Transmission

Consider CMP and Market Options

□ Long Term Benefits to Maine Consumers

- MPRP Transmission Proposal(s):
 - Proposals may depend on NTA development by others

What Are NTAs?

- Alternatives that Mitigate Peak Load Growth:
 - Reduction of Maximum Loads ("90/10" Summer Peak)
 - Reduction of High (near peak) Loads
 - Load Responsiveness at times of Stress
- "Reliable" Supply Sources:
 - High Availability at time of System Stress
 - Locations that mitigate stress on Transmission
 - Sources that provide voltage/reactive power support

Examples of DSM NTAs

- Compact fluorescent lamps
- High SEER air conditioners
- Variable frequency motors
- Demand Response
- Price response

Identifying Supply Options

- Generation Options "Reliable" Supply Sources
 - High Availability at time of System Stress
 - Locations that mitigate stress on Transmission
 - Sources that provide voltage/reactive power support
- Examples of Options to be Considered
 - Combustion Turbines
 - Internal Combustion Engines
 - Renewables (e.g., biomass), DG, and CHP
 - Combined Cycle plants

Cost/Benefit Analysis of Alternatives

- All costs and benefits to be assessed
 - Energy, capacity, environmental credits, emissions
- Cost/Benefit comparison of Alternative Solutions
 - Economic Assessment
 - Direct costs (e.g., paid in electric rates)
 - Indirect costs (e.g., externalities)
 - Risk Assessment and Feasibility Issues
- Separate Consideration of Cost Allocation
 - Local vs. regional costs

MPRP Required Approvals

Multiple regulatory approvals required at all levels of governance

Federal:

- Rate incentives approved by Federal Energy Regulatory Commission (FERC)
- Environmental permitting by US Army Corps of Engineers (ACoE)

Regional (ISO New England):

- Proposed Plan Application (no "adverse impact")
- Transmission Cost Allocation (determination of regionalized costs)

State:

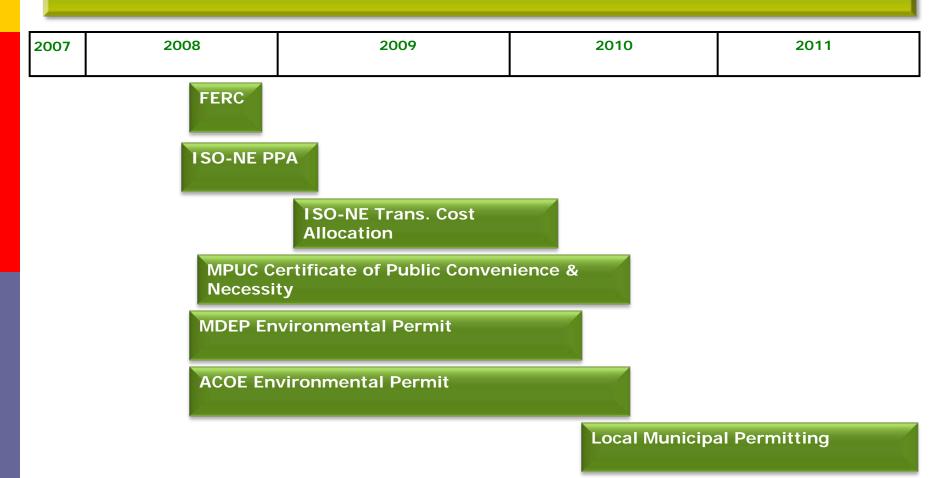
- Certificate of Public Convenience and Necessity (CPCN) issued by the Maine Public Utilities Commission (MPUC)
- Environmental Permitting by the Maine Department of Environmental Protection (DEP)

Municipal:

• Local building permits, ordinance amendments or waivers required from 75 individual municipalities

MPRP Approval Processes

Over two years of concurrent proceedings



MPUC Certification

Certificate of Public Convenience and Necessity (CPCN) from the Maine Public Utilities Commission (MPUC)

- Demonstrate a need for the project
- Demonstrate that the proposed project is the most cost effective solution to the identified need (economic assessment)
 - Consideration of transmission alternatives
 - Consideration of Non-Transmission Alternatives (NTAs)

CPCN cases are open, public proceedings with many diverse interests participating, including:

- Consumer advocates, generation owners, environmental organizations, trade associations, chambers of commerce, municipalities, private landowners
- XX individual parties participated in the MPRP case

MPUC Certification

Driving resolution by building consensus

The MPRP CPCN proceeding was vigorously contested and unprecedented in length.

Petition submitted – 7/1/2008 MPUC Order issued – 6/10/2010

Resolved by a negotiated settlement among XX parties:

- Resulted in certification of nearly all of the proposed MPRP facilities (representing \$1.4B of the \$1.55B proposed)
- Some project components reserved for further evaluation
- Some project components to be deferred or replaced by NTA pilot programs
- Many concessions to the multiple diverse interests represented by the parties (future process changes, studies, monetary grants, etc.)

ISO New England Approvals

Regional approvals for reliability impact and cost

Proposed Plan Application (PPA) approval

- Specific proposed facilities must be studied by ISO and stakeholder peers to determine no adverse impact on the regional grid
- Applications (36) submitted 6/10/2008
- Initial approvals issued 2/26/2009
- Any material changes to the approved project must be resubmitted for analysis and approval

Transmission Cost Allocation (TCA) approval

- Estimated project costs are evaluated by ISO for reasonableness and eligibility for regional cost sharing
- Application submitted 1/15/2009
- Approval issued 1/29/2010
- Periodic reporting requirements during construction
- Cost overruns greater than 10% require additional approval

Environmental Permitting

Achieving all required environmental permitting

Maine law requires a permit from the Maine Department of Environmental Protection (MDEP)

- Must demonstrate right, title or interest in all property required for the project
- All environmentally sensitive areas of the project must be identified
- Must demonstrate compliance with all standards and requirements

For large scale projects of MPRP's magnitude, many aspects of the permit are ultimately negotiated with the MDEP staff

- "Compensation properties" for disturbed environmentally sensitive land
- · Amount of alternative in-lieu fees required to be paid
- Environmental conditions applicable to construction and future maintenance

As with the MPUC, the MDEP process was lengthy:

Application submitted – 6/12/2009 MDEP Permit issued – 4/6/2010

Local Permitting

Obtain all required permits from local municipalities

Local permits required from nearly all of the individual municipalities in which project facilities will be constructed:

- 75 cities and towns
- Building permits
- Ordinance amendments/waivers

In many municipalities, local building permits require initiation of construction within a defined period following issuance, requiring coordination of permit application with construction scheduling.

- 75 Local permits required
- 72 Local permits acquired to date

Required an extensive community outreach program

• Multi-discipline team of skilled professionals

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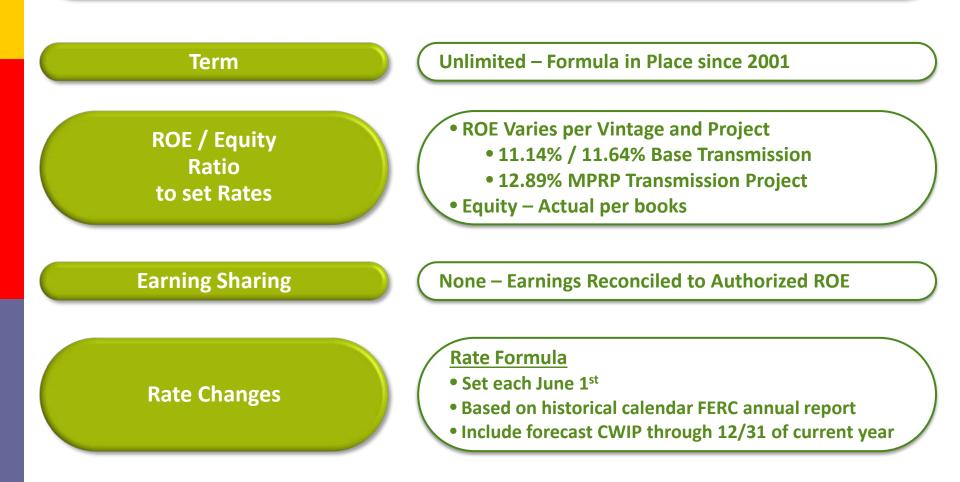
Maine Regulatory Structure

Transmission Rate Regulation

- Fully regulated at the federal level by the Federal Energy Regulatory Commission (FERC)
- Maine Public Utilities Commission (MPUC) provides for direct pass through of FERC tariff costs in retail rates
- Transmission system planning, operation and access is managed by an independent system operator, ISO New England, subject to FERC's regulation

Maine Transmission Regulatory Structure





FERC Rate Incentives

Federal rate incentives for needed infrastructure

FERC rate incentives received by CMP for MPRP:

- Enhanced return on equity (ROE) with 125 bps adder
 - 12.89% on MPRP Regional investments
 - 12.39% on MPRP Local investments
- Recovery of Construction Work In Progress (CWIP) on a projected basis, with reconciliation

Application submitted – 7/1/2008

FERC Order issued – 10/20/2008

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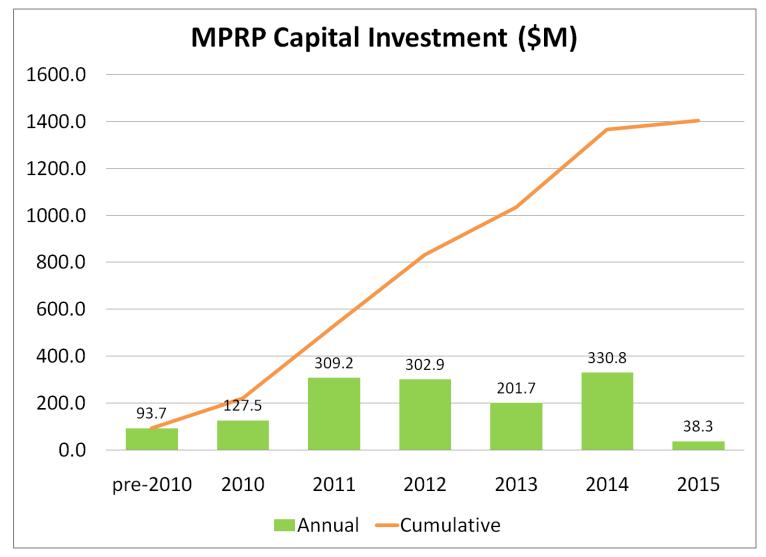
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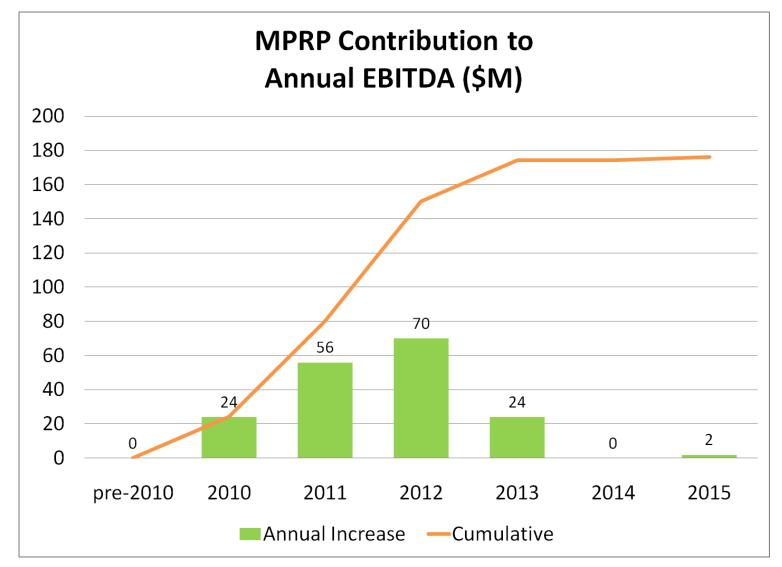
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MPRP: Financial Impact



MPRP will require \$1.4B of capital expense, spread over more than 6 years.

MPRP: Financial Impact



Upon completion, the project will increase CMP EBITDA by more than \$175M/year, or approximately 120%.

Financial Management – Risk Sources

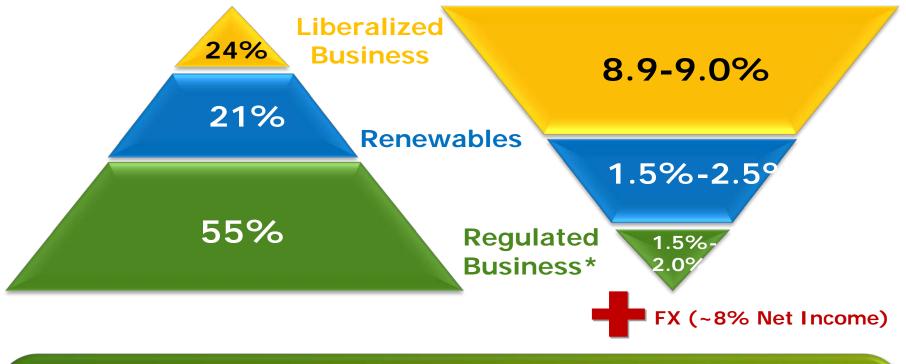
The main sources of business risk are regulation, prices and exchange & interest rates



Financial Management - Business risk management

76% of EDITDA originates from Regulated Business and Renewables...

Contribution to 2016e EBITDA Risk as a % of total 2016e EBITDA



... which have inherent stable earnings profiles, excluding regulatory risk

*Networks and Regulated Generation (Mexico)

What Made MPRP a Reality?

Stable and supportive environment

Incentives for doing the right thing

Secure regulatory construct