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STATE OF NEW HAMPSHIRE
PUBLIC UTILITIES COMMISSION

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 **ORIGINAL**

February 7, 2011 - 10:25 a.m.
Concord, New Hampshire

RE: DE 11-014
NORTHEAST UTILITIES, INC.
NU/NSTAR Merger Review
Public Information Session

PRESENT: Chairman Thomas B. Getz, Presiding
Commissioner Clifton C. Below
Commissioner Amy L. Ignatius

Sandy Deno, Clerk

APPEARANCES:

Reptg. Public Service Co. of N.H.:
Robert A. Bersak, Esq.
Allen Desbiens, Esq.

Reptg. Staff:
Suzanne G. Amidon, Esq.

Reptg. OCA:
Meredith A. Hatfield, Esq.
Rorie E. Hollenberg, Esq.
Kenneth E. Traum, Asst. Consumer Advocate
Office of Consumer Advocate

COURT REPORTER: Susan J. Robidas, LCR NO. 44

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P R O C E E D I N G S

CHAIRMAN GETZ: Good morning,
everyone. This is a public informational session in
Docket DE 11-014, concerning the Northern
Utilities/NSTAR merger.

On November 22nd, 2010, Northeast
Utilities filed a registration statement with the
Securities and Exchange Commission announcing its
intended merger with NSTAR. On January 18, we
scheduled this informational session for the purpose
of NU and PSNH presenting detailed information
regarding the proposed merger and expected impacts,
and also an opportunity to present the Company's
opinion regarding the extent of the Commission's
authority over the proposed merger. On February 1st,
PSNH filed a number of materials, which also includes
the Company's position that New Hampshire law does
not require Commission approval of the proposed
action.

For today's purposes, we'll permit the
Company to make its presentation, both on the merger
and on its position with respect to jurisdiction, and
then there'll be an opportunity for public comment
with respect to both the merger and its potential

1 effects and the questions of law regarding
2 jurisdiction. And we'll also provide an opportunity
3 for any filings in writing that anyone would like to
4 make that's here today. And the deadline for any of
5 those additional comments would be two weeks from
6 today, which would be February 21st.

7 So, all right. Let's -- and I'll also
8 note that I have one indication from Mr. Linder that
9 he would like to speak. If there's anyone that -- I
10 understand that Ms. Hatfield would like to speak. If
11 there's anyone else that would like to speak, I will
12 go around the room after the Company's presentation.

13 Ms. Hatfield.

14 MS. HATFIELD: Thank you, Mr.
15 Chairman. Just a procedural question. During the
16 Company's presentation, could parties ask questions;
17 or, if we had questions, should we submit them to the
18 Company? Just wondering how we should proceed in
19 that regard.

20 CHAIRMAN GETZ: Well, for today's
21 purposes, questions will be -- if there's any
22 questions, it will be from the Commission. To the
23 extent that there are questions that you might have,
24 I would assume that the Company would be prepared to

1 stay after to answer any questions you might have, if
2 you think there's something that needs to be
3 submitted in writing.

4 Mr. Bersak, do I assume correctly that
5 you'd be happy to stay after we leave today to answer
6 questions that Ms. Hatfield or others might have for
7 the Company?

8 MR. BERSAK: Yes, Mr. Chairman. We
9 have people here who are intimately familiar with the
10 transaction from both the Northeast Utilities side
11 and from NSTAR's side. And if anybody's has
12 questions, we would be very happy to try to respond
13 to their questions after the session today.

14 CHAIRMAN GETZ: Okay. Thank you.

15 Ms. Amidon, anything from Staff?

16 MS. AMIDON: No.

17 CHAIRMAN GETZ: All right. Then,
18 Mr. Bersak.

19 MR. BERSAK: Thank you. As the
20 Commission knows, I'm Robert Bersak. I'm the
21 assistant secretary and assistant general counsel for
22 Public Service Company of New Hampshire. With me
23 today on my direct right is David R. McHale. He is
24 the executive vice-president and chief financial

1 officer for Northeast Utilities. He has testified
2 before this Commission before. To Mr. McHale's right
3 is Douglas S. Horan. And Doug is the senior
4 vice-president and secretary and general counsel for
5 NSTAR. To Doug's right is my boss, Gregory B.
6 Butler. Greg is the senior vice-president and
7 general counsel of Northeast Utilities. Oh, they
8 changed order on me. Greg's on my far right. And to
9 Greg's left -- I'm sorry -- is Lisa B. Thibdaue,
10 who's vice-president for rates and regulatory for
11 Northeast Utilities Service Company. Also with me
12 today in the back helping me, right behind me is
13 Allen Desbiens, who you're very familiar with.

14 And Mr. Chairman, as you noted at the
15 outset, the Commission initiated this docket to
16 gather information regarding any impacts the proposed
17 merger between Northeast Utilities and NSTAR might
18 have on PSNH and its customers. As I noted, we're
19 happy to be here, happy to comply and to provide
20 information to you and to the other parties that are
21 here. That's why David, Doug, Greg and Lisa made the
22 trip to Concord today.

23 You also indicated that we did make a
24 filing on February 1st with this Commission, which

1 included copies of every filing that I'm aware of
2 regarding the merger that's been made with the SEC,
3 the FERC, the NRC, the DPUC, the DPU, the Maine PUC,
4 the FCC, and any other combination of letters I
5 haven't talked about. If it's been filed, I think
6 I've provided it to this Commission to review. And
7 I've provided copies of data request responses that
8 have been made in similar sessions in Massachusetts
9 and Connecticut.

10 We also provided the Commission with
11 full printed copies of the joint proxy
12 statement/prospectus. That's a 260-page document
13 which includes questions and answers regarding the
14 merger. It includes financial data, includes merger
15 details, the merger agreement itself, company
16 information, and many other items relating to the
17 transaction. All the information that we've provided
18 has been posted and is available from the
19 Commission's web site now.

20 Mr. McHale and NSTAR's CFO, James
21 Judge, provided testimony, dated November 24, 2010,
22 to the Massachusetts DPU supporting the petition
23 filed with that agency for approval of the
24 transaction. Their joint testimony was part of the

1 information that we provided to the Commission on the
2 1st of February. That testimony provides a good
3 summary of the transaction and also reflects how none
4 of either NU's or NSTAR's operating companies will be
5 adversely affected. Indeed, their testimony
6 describes how the operating companies and their
7 customers, including PSNH and its customers, will
8 benefit from the transaction. I have copies of that
9 testimony which I will provide to you following Mr.
10 McHale's presentation.

11 On that note, Mr. McHale has prepared
12 a briefing to provide you with an understanding of
13 the rationale and benefits of the merger, an overview
14 of NSTAR, some details about the merger transaction
15 itself and how it will impact PSNH. I do have copies
16 of that presentation which I will now pass out so you
17 can follow along, and I will also be providing copies
18 of this to the Commission following today so that it
19 can also be posted on the web site. I have copies in
20 two different formats for people back here.

21 Mr. McHale, the floor is yours.

22 MR. McHALE: So, the logistics here
23 are a little awkward. So I thought maybe if I sort
24 of stood there, you could watch the slides and we

1 could have a little bit of a dialogue. Does that
2 work for the Commissioners?

3 CHAIRMAN GETZ: That would be fine. I
4 think the biggest issue is whether the court reporter
5 can hear you and whether the rest of the room can
6 hear you.

7 MR. McHALE: Okay. Allen, why don't
8 we go right to Slide 3. What I intended to do is go
9 through the benefits of the merger; the rationale of
10 the merger; a little bit of an NSTAR overview; the
11 merger transaction, in terms of what the structure
12 is, the leadership team and the like; and then talk
13 specifically about the impact on PSNH.

14 So why don't we turn to Page 4. And 4
15 is really the rationale of the combination itself.

16 If you can queue that up, Allen, next
17 slide, please.

18 The first one really talks about the larger
19 platform that this entity will sort of bring to bear.
20 We'll talk a little bit later about the relative size
21 of NSTAR versus NU. But the combination of those two
22 will create the largest electric utility company that
23 is sort of domiciled here in New England. And we'll
24 speak to sort of the financial wherewithal this

1 creates, a broader financial wherewithal, a stronger
2 company from a financial standpoint. It brings sort
3 of a full sort of leadership team together that can
4 help kind of support policy, who can innovate, and
5 really brings the experience of these two companies
6 together with the sort of local control and a local
7 kind of ownership.

8 In terms of the enhanced customer service, one
9 thing that I think you'll find as we talk about NSTAR
10 is they are extremely proud of the customer service
11 record; arguably, one of the best customer service
12 records in the region. In fact, when you look at
13 their customer service statistics, they rank in the
14 top quartile of all their peers, in terms of their
15 J.D. Power scores, their reliability, their ability
16 to sort of maintain their electric system, their gas
17 system and the like. And I think that's something
18 that will provide for some best-practice analysis
19 down the road as well.

20 On the third bullet we kind of talked about this
21 experience and complementary leadership team. We'll
22 show you how these two companies come together from a
23 leadership standpoint, what specific individuals have
24 been named to the leadership, and where they come

1 from and what roles they'll play. But you'll find
2 there's sort of a strong level of leadership from
3 both companies who will stay with this organization
4 going forward and bring to bear the benefits of that
5 experience for the region.

6 And that really speaks to the last point about
7 our partnership. We do think that as we spend time
8 bringing this company together, there will be savings
9 and there will be benefits for customers for sure. I
10 will tell you right now, we are kind of early in that
11 process. We are really about integrating the
12 companies right now and focused very much on what is
13 required to bring them together so that we will have
14 a legal closing, sort of day one, and everything has
15 to be done at that point. So the focus isn't
16 necessarily on things like best practices and synergy
17 analysis. It's really about how do we make sure that
18 we consummate a close, and what are those policies
19 and procedures that must come together; what are
20 those things that we must do around safety, around
21 financials; how do we select an auditor; how do we
22 make sure we can close the books. That is the focus
23 over the next three, five, even six months.

24 Allen, on the next page, in terms of some

1 specific benefits, we'll talk about the financial
2 benefits. But one of the things that is, you know,
3 very certain here is that the combination of this
4 entity will bring sort of this enhanced credit
5 profile. In fact, we have already sort of walked
6 through the credit-rating agencies, like Standard &
7 Poore's and Moody's. And I think what we're going to
8 find is that, because this company, and both
9 companies are really purely regulated companies, they
10 have a very high-quality business profile that is a
11 low-risk profile, and that they expect, because NSTAR
12 flows off cash, and we are users of cash, and we'll
13 have to rely on the external financial markets less,
14 it's likely that PSNH and some of the other NU system
15 companies actually get a credit-rating upgrade, which
16 would work to lower their cost to capital. We'll
17 come back to that in a moment.

18 And one thing I think that's important to know
19 that is different from this transaction perhaps from
20 other transactions that the Commission has seen is
21 it's a merger of equals. There is no premium being
22 paid to the NSTAR shareholder. And in fact, it's a
23 stock-for-stock transaction. So there's no cash
24 involved, there's no financing involved. We're not

1 going to leverage this company. There isn't
2 additional interest expense. So there's not this big
3 push to recover. And we won't be recovering things
4 like additional interest expense, because we didn't
5 do any financing. It's a pure stock-for-stock
6 transaction. And we'll show you later on in the
7 presentation how we constructed this so that's the
8 case. So the credit agencies like that, because
9 we're not putting more debt on this company, and
10 we're taking advantage of a very high credit-quality
11 company in NSTAR and the cash flow that's provided.
12 And I do think those benefits of having a lower cost
13 of capital, they will over time flow to PSNH
14 customers.

15 The second bullet really touches on that more
16 succinctly. I think it may take a little bit of
17 time, but maybe as early as the consummation of this
18 transaction there may be a credit-rating upgrade.
19 So, to the extent that PSNH is borrowing monies, both
20 long term and short term, and you have seen PSNH
21 before this Commission seeking financing authority,
22 it is likely, then, that their interest rates will be
23 lower, and that will work its way through lower
24 revenue requirements.

1 Importantly on the third bullet, as well, some
2 of us still have fresh in our minds the financial
3 crisis. Our need to rely on the external financial
4 markets and the whims of the external financial
5 markets, both from a debt and equity standpoint,
6 should be really lessened because of that point I
7 said earlier. The internally generated cash flow of
8 NSTAR is going to work its way to the NU Holding
9 Company level. And when PSNH needs financing, equity
10 financing, typically the parent would go out and
11 issue common stock, NU common stock. In the future,
12 they won't have to do that. They'll use cash flow
13 that's generated in the system. So we won't have to
14 worry about whether the equity markets are open and
15 whether banks are in the mood to lend and the like.
16 That will be a very powerful benefit.

17 And then, lastly, the fourth bullet, you know,
18 enhanced opportunities over time to achieve a lower
19 cost structure. And I do think that's going to take
20 us a little bit of time here, and specifically around
21 the technology platform, and specifically around
22 customer care systems in particular. So when you
23 think about the investments that we've made in
24 customer care systems in our call centers and call

1 center technology, and what is sort of looming in the
2 future, given customer demands and increasing
3 customer demands and the like, certainly it's going
4 to make sense that we're making those investments
5 over a platform of three-plus million customers,
6 rather than our own smaller existing customer base.
7 So that is something that we'll be spending more time
8 on in the future.

9 Allen, Slide 6. This is just a depiction that
10 NSTAR likes to use. And really, it's a very simple
11 representation of something I think they take great
12 pride in. And it starts with customer service,
13 delivering excellent customer service. We'll talk
14 about some of their statistics in a moment. But I
15 think the theory is, for sure, the big focus on
16 making sure they get the blocking and the tacking
17 right -- that is, picking up the phones and
18 responding to customers timely, with good, quality
19 information; making sure that they're focusing their
20 business model to keep costs low. That certainly
21 creates this sense of a good regulatory environment,
22 and good regulatory relations. They believe strongly
23 that getting the customer equation right and the
24 regulatory equation right is going to get the right

1 financial success and the right financial returns
2 over time. Getting the right financial equation, I
3 would argue, also lowers the cost of capital, lower
4 equity cost of capital. And so that circle of
5 debate, if you will, I think has worked very, very
6 successfully for them over the last several years.

7 I'll also say, in terms of that customer service
8 piece, something that is somewhat new, but a
9 directive of some legislation in Massachusetts, is a
10 bigger focus now on energy-efficiency initiatives.
11 And the amount of spending that they're putting into
12 energy efficiency under the Green Communities Act has
13 really been ramping up.

14 So I think the combination of these two
15 companies, NU and NSTAR, will be able to capitalize a
16 lot of the work that NU has been doing, along with
17 PSNH, for, really, decades in the energy efficiency
18 and conservation of load management space, and then
19 provide, I think, even more innovative products for
20 customers over time.

21 CHAIRMAN GETZ: Excuse me, Mr. McHale.
22 One question. I don't know if you're going to
23 address this at some point. But if you could speak
24 to the integration of the customer service operations

1 processes, how that may play out over time, make sure
2 that we don't have any gaps or overlaps in how that's
3 integrated.

4 MR. McHALE: I can speak to it. It'll
5 be a fairly short conversation. But I can start by
6 saying there'll be no gaps, and there'll be no
7 overlaps. And the reason it will be a fairly short
8 conversation is because we're just very early in the
9 integration of that process.

10 Their primary customer care center is
11 in Massachusetts, in a town called Westwood. Of
12 course, I think you may know that we have two primary
13 customer care centers: One in Connecticut, in
14 Windsor, and then one here in Manchester, New
15 Hampshire. I don't expect that that's going to
16 change dramatically. But I'll be careful to say --
17 not to go much further, because we really haven't
18 studied this. And that will be something that we're
19 looking at.

20 Now, sort of the local presence of
21 those may not change, but the systems and the
22 technology and the like, that's something that we'll
23 be studying as well. But we're very, very cognizant,
24 even in this integration planning phase, that you've

1 got to keep your eye on the ball. It's sort of job
2 one is to keep the lights on, keep the gas flowing,
3 answer the phones and the like. But that will be
4 something we study over the coming months and
5 quarters, and maybe even longer, about how to really
6 optimize customer care for our customers throughout
7 New England.

8 CHAIRMAN GETZ: But there's no plan to
9 make any changes in the short term is what you're
10 saying, but there may be over time plans for greater
11 integration or something.

12 MR. McHALE: I'd go even one step
13 further in saying there are no plans quite yet for
14 anything. I mean, that's -- I'm not trying to be too
15 flip about that. But we're at the very forefront on
16 it. But I think it would be safe to say I don't
17 think you should expect any dramatic or
18 transformative changes in the near term in the way
19 we're delivering customer care to our system.

20 CHAIRMAN GETZ: Thank you.

21 MR. McHALE: You're welcome.

22 Just some quick facts about NSTAR. I
23 think many of you are familiar with the company.
24 It's the largest Massachusetts utility. So we

1 have -- that is, within the NU system -- arguably one
2 of the smaller ones in Western Massachusetts
3 Electric. You're also aware of National Grid. But
4 the combination, then, of NU with Western Mass.
5 Electric and NSTAR, will continue that position and
6 have a very, very strong position within the state.

7 You can see, in terms of customer
8 count, there are about 1.1 million customers on the
9 electric side, 300,000 or so on the gas side. And
10 I'll kind of measure that against PSNH in a moment.
11 And it's largely residential, like PSNH is
12 residential. And it's a regulated platform. Almost
13 100-percent regulated platform. And you can see that
14 86 percent of their revenues are derived from the
15 electric business, about 14 percent from the gas
16 business. So they're predominantly an electric
17 company that way. And they currently hire and employ
18 about 3,000 people.

19 Okay. Just turn the page, if you
20 could, Allen, just in terms of some statistics here.

21 One thing that I think is sort of an
22 interesting item, and it's really that second bullet.
23 They have 35,000 miles of distribution lines, with
24 37 percent underground. PSNH has about 14,000 miles

1 of distribution, but only 11 percent underground. So
2 when you're sort of thinking about these businesses,
3 they're very different distribution businesses, given
4 the concentration of underground. So when we're sort
5 of thinking about kind of O & M costs and costs per
6 mile and maintenance, et cetera, even the technology
7 to keep these sorts of systems up and running, that's
8 something that we'll spend some time on: How does an
9 underground system differ from really a distribution,
10 kind of overhead system? And they both have about
11 950 miles or so of transmission overhead.

12 In terms of sort of size and scale on the
13 distribution rate base, you can see the statistic
14 there. Distribution rate base at NSTAR for year-end
15 '09 was \$2-1/2 billion. It's about \$1.5 billion for
16 PSNH. So, you know, almost every measure -- of
17 course, NSTAR is a larger firm than PSNH. But it's a
18 different firm, in that they're much more of an urban
19 utility. A lot of concentration in Boston, a lot of
20 underground facilities as well. And like PSNH,
21 they're a FERC business. Their transmission business
22 has a tariff established and set by the FERC, and its
23 rates and ROEs are also determined by the FERC.

24 On 9, just some -- a quick set of statistics on

1 their gas business. As I said earlier, 300,000
2 customers. If you can kind of look through some of
3 these bullets here, it's sort of a typical LDC type
4 of business, in terms of the service they provide.
5 Their residential customers can choose their own gas
6 supplier as well. And they have a fairly small, but
7 \$500-million-ish rate base. As I said, it's about 14
8 or 15 percent of the revenues of that company.

9 Change topics a little bit. But I think this is
10 one that's important. On Slide 10, in terms of just
11 managing their costs, this, again, is a very, very
12 significant focus and has been a very successful
13 focus for NSTAR over the years, in terms of just
14 looking at their non-fuel O & M expense and their
15 ability to really control those costs.

16 They, too, did a merger in about 1999 with
17 Commonwealth Energy and really acquired a number of
18 small utilities through that process. And they have
19 been managing their costs, and they have been -- you
20 can see the numbers here -- sort of growing those
21 costs at less than a 1-percent compounded annual
22 growth rate in an inflation environment that was two
23 to three times that. So, very, very good answer for
24 the customers during that time frame.

1 They do have a pension and benefits tracker, as
2 do most of the Massachusetts utilities. But away
3 from that, very, very impressive in productivity and
4 performance-driven culture, and very, very impressive
5 statistics in overall results as well. We would hope
6 that that is one of the synergies, if you will, of
7 really being able to use that leverage, that
8 behavior, and that skill set to do the same for PSNH
9 over the years.

10 On Slide 11, I mentioned this earlier. But,
11 again, a very, very impressive balance sheet and
12 financial profile for NSTAR. In fact, they have the
13 No. 1 rating of an electric utility in the S & P
14 universe. So, in terms of just credit quality and
15 financial wherewithal and balance sheet strength,
16 that will add to the overall NU system. And PSNH
17 will directly benefit from that, because rating
18 agencies, like Standard & Poore, look at the totality
19 of the NU system. They don't necessarily look at
20 just PSNH. So, if the average company within NU is
21 improving, PSNH's credit quality will improve as
22 well. And that is what I said earlier. That should
23 reduce interest costs over time. If you just look at
24 where PSNH's rated right now, they're at a Triple

1 B-plus, which is several notches lower than A-plus.
2 And what we might find is PSNH could become, because
3 of this transaction, an A-rated utility. For those
4 of you who have been following PSNH for quite some
5 years, it's been a while since PSNH was an A-rated
6 utility. So that's something that we will keep this
7 Commission up to date on.

8 Let's turn to the merger itself. In terms of
9 the merger, we've called it a "merger of equals."
10 We'll touch on that in a moment.

11 When we announced this transaction on
12 October 18th of last year, we said that it would be 9
13 to 12 month, in terms of the time frame for
14 approvals. So that will land sometime mid-July and
15 mid-September of this year. And we're on course for
16 that. And those approvals are required for both
17 federal shareholders and the state, and we'll show
18 you a depiction of that set of approval requirements
19 in a moment.

20 We've said, because it's a merger of equals,
21 we'll have dual headquarters. And that will be the
22 case. NSTAR is headquartered out of the Prudential
23 Center in Boston, and we are headquartered in
24 Connecticut. And we anticipate, going forward, that

1 we will continue to have a very strong presence in
2 those states and continue to have the presence in our
3 own office here in Manchester, New Hampshire.

4 You know this by now, but just to be clear. The
5 Company name will be Northeast Utilities. Northeast
6 Utilities is the acquiring entity, the legal and
7 accounting acquiring entity. And I'll show you how
8 that works in a moment.

9 In terms of the consideration, it's
10 stock-for-stock, which means if you're a NSTAR
11 shareholder, you're going to exchange your NSTAR
12 shares for NU shares. And the NSTAR share and ticker
13 symbol will eventually go away. We have structured
14 this so that it's a tax-free transaction. I'll touch
15 on that in a moment. Importantly, there's no
16 acquisition premium. And to do this, there's no cash
17 involved, there's no premium paid to NSTAR
18 shareholders. It is an exchange-ratio transaction.
19 You see that in the next bullet. The 1.312 is simply
20 the share price of NSTAR divided by the share price
21 of NU within the 20 prior trading days leading up to
22 the announcement.

23 When you look at the pro forma ownership, all
24 that really means is what was the size of ownership

1 by NU, in terms of the market value of its equity
2 outstanding versus NSTAR's equity value. And you'll
3 see that NU is actually the bigger company. About
4 56 percent of the equity value of this combined
5 company would have been from the existing NU
6 shareholder base and 44 from the NSTAR shareholder
7 base. I want to emphasize, of course, that when we
8 have a legal consummation of the transaction,
9 everyone is an NSTAR -- excuse me -- NU shareholder.
10 But just in terms of where is the value today, it's
11 this 56 and 44 percent.

12 In terms of overall governance, you can see a
13 number of items here. Chuck Shivery is to be the
14 non-executive chairman. Chuck is the CEO, president
15 and chairman today of NU, but he will stay on for a
16 period of 18 months as the non-executive chairman.
17 Tom May is the CEO, president and chair of NSTAR. He
18 will become the new CEO of the combined company, NU.
19 There will be 14 board members. Again, in concert
20 with this "merger of equals" statement, there will be
21 an even split: Seven board members from NSTAR, seven
22 board members from NU.

23 Let's spend a moment on the current structure
24 and then how this will work its way into the combined

1 company. So on the left side of this page you can
2 see Northeast Utilities. You should recognize this.
3 We have a number of existing subsidiaries, sometimes
4 referred to as "first tier" or "drop down"
5 subsidiaries, including PSNH. We would -- for
6 example: We would own 100 percent of the common
7 equity in PSNH. And they are a first-tier
8 subsidiary. We have formed two additional
9 subsidiaries. You can see them here, NU Holding
10 Energy 1, LLC, and NU Holding Energy 2, LLC. Holding
11 Company 1 is often referred to as "the merger sub."
12 Holding Company 2 is often referred to as "the
13 acquisition sub." And I will tell you why that is
14 relevant going forward.

15 On the right side is NSTAR's structure. And it
16 is similar to Northeast Utilities, in that it's a
17 holding company that has its franchises that we just
18 discussed earlier. So, NSTAR Gas and NSTAR Electric
19 will be sort of a first-tier sub, the way that PSNH
20 is a first-tier sub to NU.

21 So, let's start with the transaction. It's a
22 two-step transaction. And that is being done to
23 structure, from an IRS standpoint under federal tax
24 code, a stock-free -- excuse me -- a tax-free,

1 stock-for-stock transaction. So, if you're a NSTAR
2 shareholder, when you exchange your NU stock -- or
3 excuse me -- your NSTAR stock for NU, you will not
4 pay federal taxes. Technically, this is called a
5 reorganization under the Federal Tax Code 368-A, a
6 reorganization structured very deliberately for this.
7 That's why we have this two-step process.

8 In the first step, you can see NSTAR in green
9 here. NSTAR will actually merge, then, with its NU
10 holding company, NU Holding Energy LL 1. NSTAR will
11 become the named entity there, and it will become the
12 surviving trust, okay. And that just occurs for just
13 a moment.

14 And if you move to the next slide, Allen, you'll
15 see that in the second step, that NSTAR is actually
16 acquired by NU Holding Energy 2, and it is renamed
17 NSTAR, LLC. And NSTAR, LLC is the first-tier
18 subsidiary of Northeast Utilities. And while this is
19 happening, the existing NU subsidiaries, whether it's
20 PSNH or CL&P, remain unchanged. There is no change
21 in ownership. There is no change in structure,
22 legal, accounting or otherwise. Nothing changes for
23 any of those companies.

24 When you're done, on Page 16, what you'll see at

1 the completion of the two-step process is existing NU
2 subsidiaries off to the left here and then NSTAR,
3 LLC, which is, in effect, the holding company for its
4 first-tier subsidiaries, NSTAR Electric and NSTAR
5 Gas.

6 And laid out in a little bit more detail on the
7 next slide, and this should look familiar to you, is
8 this sort of the pro forma view of how the Northeast
9 Utilities Holding Company will look. So these are
10 all of our holding companies. There you can see PSNH
11 towards the left, and over towards the right you can
12 see NSTAR, LLC.

13 And, again, just to emphasize this point:
14 Nothing changed about PSNH before the transaction, NU
15 held 100 percent of the common shares of that
16 company. During and after, we continue to hold
17 100 percent of the common shares of PSNH. It was
18 never moved. It was never reorganized. It was never
19 restructured. It remains right there, very
20 similar -- in fact, exactly similar to CL&P or Yankee
21 Gas or Western Massachusetts Electric.

22 From a management organization standpoint, and I
23 touched on this a little bit earlier, you can see in
24 green there is the board of trustees. There will be,

1 as I said, seven from NSTAR, seven from NU. NU will
2 have the non-executive chair. We've named that.
3 That is Chuck Shivery. And we will also have the
4 lead trustee. Tom May will be the president and CEO
5 of the company. Again, dual headquarters in both
6 Boston and in Hartford. And we have announced Tom
7 May's leadership team. So his direct report team,
8 you can see those individuals here. Again, within
9 the spirit of the merger of equals, there are three
10 executives from the existing Northeast Utilities and
11 three from the existing NSTAR. So you should
12 recognize Greg Butler. He will be the new general
13 counsel of this company. You should recognize my
14 name, David McHale. I will not be the chief
15 financial officer. I will be the chief
16 administrative officer. In fact, I will run customer
17 care and customer experience as part of this
18 transaction. And perhaps you also know Lee Olivier.
19 Lee is with NU, and he will be the chief operating
20 officer. And then, from NSTAR, Jim Judge will be the
21 chief financial officer. Jim is currently the chief
22 financial officer of NSTAR. Chris Carmody will run
23 HR. And then you can see Joe Nolan, and Joe Nolan
24 will be the senior vice-president of customer

1 relations. So we've kind of built this sort of
2 merger of equals both at the board level and now
3 within the leadership team.

4 QUESTION BY COMMISSION:

5 CHAIRMAN GETZ: Mr. McHale, I think --
6 going back to 17, on the org chart. What's the
7 effect on operations at the wholesale transmission
8 level? Are NSTAR and NU going to still maintain
9 their own tariffs at FERC? Is it going to affect
10 relationships with ISO? Is NEPOOL membership
11 affected in any way? How does that play out?

12 MR. McHALE: From a legal and
13 corporate structure, first of all, nothing changes.
14 You don't see transmission on here. Transmission is
15 owned by the legal entity in each state. So, PSNH
16 owns the transmission, as they own the distribution.
17 That will not change. We're not moving that to a
18 different company. We're not going to reorganize the
19 way that looks. Going forward, we anticipate that
20 PSNH will then have its tariff filed with the FERC,
21 as well the other operating companies. We don't
22 anticipate that changing in the near term. I'm not
23 sure that will change even in the longer term. So I
24 don't think you should expect changes there.

1 CMSR. IGNATIUS: Mr. McHale, building
2 on that, though, the relationships through Northeast
3 Utilities and how they impact rates that are set at
4 FERC and passed down to the subsidiaries,
5 specifically the RNS and LNS tariffs for Public
6 Service here, would that see any sort of change, good
7 or bad, as a result of the transaction?

8 MR. McHALE: Well, I think that the
9 general way that we construct those tariffs will not
10 change, getting to your comment, "good or bad." So,
11 to the extent that the cost of service change and the
12 revenue requirements change, then those certainly
13 would be included in the new formula rates going
14 forward. So that gets back to the question around
15 will costs change, will synergies be reflected. And
16 as I said earlier, there will be synergies. We know
17 costs are going to change down the road. It's going
18 to take us some time to get to that point of kind of
19 integration of these companies. If interest cost
20 should change or the cost of capital should change,
21 those costs would get captured by the tariff, and
22 they would flow to customers as those costs are
23 changed themselves. But I don't anticipate that our
24 basic methodology around calculating or allocating

1 costs down through those tariffs will change. I'd
2 ask my colleagues if they have some additional views
3 on that.

4 MS. THIBDAUE: Yeah, I would just add
5 a little clarification. NU has a system-wide
6 transmission tariff that all the CL&P and PSNH will
7 be rolled up into that. We do not anticipate that
8 we're going to have to merge the NSTAR tariff into
9 that tariff. We believe NSTAR will keep its separate
10 tariff, and we will keep the NU system tariff
11 separate. Years ago, FERC would have required us to
12 roll them together. That doesn't seem to be their
13 practice of late. And we don't anticipate that we're
14 going to have to roll them together. So, as David
15 said, as we go through the integration and
16 cost-efficiencies, that will be allocated, you know,
17 to each of the system companies the way we do
18 allocations. Does that help?

19 CMSR. IGNATIUS: It does. Thank you.

20 CMSR. BELOW: And so will the NSTAR
21 operating subsidiaries, like NSTAR Electric, maintain
22 their identity as NSTAR operating companies?

23 MR. McHALE: They will.

24 CMSR. BELOW: Okay.

1 MR. McHALE: That was one of the
2 original discussion items, in terms of the basic
3 operating model and management model of this company.
4 So you should expect to see that PSNH will maintain
5 its identity, as will our CL&P company, and, in turn,
6 NSTAR Electric. In fact, we kind of structured it
7 that way and already named the officers who would run
8 NSTAR Electric and NSTAR Gas.

9 CHAIRMAN GETZ: Thank you.

10 MR. McHALE: On the regulatory
11 timeline, we talked about that a little bit. We
12 announced the merger on October 18th. We've been
13 working our way through the regulatory time frame and
14 the regulatory filings. We have filed much of this
15 so far at both the state and the federal level in
16 Massachusetts, at the FERC, in particular, where
17 we've had perhaps most of the activity.

18 On the shareholder-approval side, both
19 sets of shareholders must approve the transaction.
20 Both sets of shareholders require two-thirds approval
21 of the outstanding shares. We have already
22 designated March 4th as the special meeting to
23 consummate that vote. And we're in the process, the
24 solicitation process now, and our shareholders are

1 actively voting on the transaction.

2 In Massachusetts, we have a docket
3 calendar out that we are currently running through.
4 We're in the discovery process there. On April 6th
5 through roughly the 22nd, there will be hearings in
6 the evidentiary process that ends towards the end of
7 May. And we anticipate that approvals would be
8 granted in the July time frame.

9 Then, lastly, in terms of the specific
10 impacts on PSNH. And I think you probably gathered
11 some of this --

12 QUESTION BY COMMISSION:

13 CHAIRMAN GETZ: Well, before we jump
14 there, this just caught my eye. The second quarter
15 of 2011, the Maine PUC, is that the Somersworth
16 facilities? What's jurisdictional in Maine?

17 MS. THIBDAUE: Wyman 4.

18 MR. BERSAK: The jurisdictional
19 facilities that we have in Maine that make us subject
20 to their regulations, the Public Utilities in Maine,
21 are the transmission facilities we have in York
22 County. So the things that go, like, from Berwick
23 into York, we have two transmission lines there.

24 We have the Three Rivers substation

1 that serves Central Maine Power customers. And
2 basically, one end is across the river from our
3 Newington and Schiller stations, and Newington and
4 Schiller feed into that transmission system that go
5 across southern York County and then back into New
6 Hampshire.

7 And then we have one other piece of
8 transmission that's up near Swans Falls, and that
9 goes into Fryeburg, Maine, into the Conway area. And
10 those are the utility assets that we have that
11 provide the Maine PUC with jurisdiction over PSNH.

12 And as you're aware, PSNH does own a
13 very small percentage, just north of 3 percent, of
14 Wyman 4. But since they're de-regulated, that
15 doesn't really give jurisdiction of the utility over
16 PSNH. But we do have that ownership still on that
17 station.

18 CHAIRMAN GETZ: Okay. Thank you.

19 CMSR. IGNATIUS: And also in that
20 block, it says that you need regulatory approval from
21 the FCC. Why is that?

22 MR. BERSAK: We have a number of radio
23 licenses that NSTAR has that have to be transferred
24 over to a new licensee. So the FCC has to make sure

1 that the transfer would be in the public interest.

2 And as I'm -- I think that we've received that.

3 MR. HORAN: We've received that.

4 MR. BERSAK: We've received that
5 approval already.

6 CMSR. IGNATIUS: Okay.

7 CHAIRMAN GETZ: Thank you.

8 MR. McHALE: And the last slide that
9 we have offered here is the specific impacts on PSNH,
10 which we really have touched on many of these. But
11 hopefully it's apparent that no changes to the rates
12 or services of PSNH are contemplated. So, nothing
13 around specific tariffs, rate design, the way that
14 we're delivering service to our customers, no
15 expectations of a change there. And in terms of
16 PSNH's corporate structure, no change to their
17 corporate structure. No consolidation of PSNH. No
18 merger of PSNH into any of the other affiliates. We
19 went through that. There's no legal or accounting or
20 financial change of control of Northeast Utilities,
21 the holding company. The merger itself will not
22 result or trigger any change in control over PSNH.
23 As an example: PSNH's debt remains outstanding.
24 There's no change of control over its debt. There's

1 no call or restructuring of its balance sheet or
2 capital structure. That will stay in place. We do
3 not anticipate any change in PSNH's dividend policy
4 or capital structure. We expect that there will be
5 continuity in that as well.

6 We do think that, over time, PSNH and
7 its customers will benefit from the scale of this
8 merger and reduce costs. We talked about that a
9 little bit. I don't think that's going to happen
10 early in the process. I think it's going to take us
11 quite some time to really integrate these companies
12 and merge these companies and create further
13 synergies and benefits. I think they are there, but
14 that's not something that we're going to see
15 initially. We will drive towards that over time, and
16 we'll do that prudently and carefully.

17 We did say that, particularly given
18 the economy, this transaction was not about layoffs.
19 We're not going to create synergies by reducing our
20 work force in Manchester or Boston, or in
21 Connecticut, for that matter. That's something that
22 would be integrated over time. We know there is
23 duplication, but we were very focused and very
24 deliberate in how we impact people in our communities

1 and economic development as we bring these companies
2 together.

3 We've already said that we are very
4 committed to our existing policies around supporting
5 both our philanthropy, our communities, our employee
6 base. And I think that's something you'll see us be
7 quite deliberate about.

8 And then, lastly, and we touched on
9 this, no adverse impacts on rates, terms, operations
10 for PSNH. Nothing negative that we really see at all
11 going forward.

12 Okay. So that would just maybe
13 conclude my prepared presentation. We'd be happy to
14 take additional questions from the Commissioners.

15 CMSR. IGNATIUS: Mr. McHale, I do have
16 a few other questions. Feel free to pass it on to
17 anybody else if that would be better.

18 You said that you don't anticipate
19 layoffs. That's not how you would expect synergies
20 to occur. Are there other employee changes that are
21 likely to result, in terms of employee benefits or
22 terms of employment?

23 MR. McHALE: Those are items that
24 we're studying right now. We do have different

1 benefit plans and programs. Perhaps the one that has
2 the most dissimilarity is our benefit programs, our
3 pension programs. For PSNH, we have a defined -- for
4 all new employees, we have a defined contribution
5 program, a 401(k) type of structure. For NSTAR, they
6 have something akin to a defined benefit program,
7 although it has been updated over the years. We have
8 to sort of think about how those plans remain and
9 whether we sort of homogenize those plans, whether we
10 introduce one combined pension plan. We have not
11 done that yet, but that's something that we'll be
12 studying. In fact, we're already engaged in studying
13 that.

14 CMSR. IGNATIUS: And similarly on
15 retirement benefits, is that -- are you also studying
16 now how those will go in the future?

17 MR. McHALE: We are. We are.

18 CMSR. IGNATIUS: I take it you have
19 the option to seek some sort of common package for
20 employees or maintain things very separately from one
21 company to another.

22 MR. McHALE: Well, we have the option,
23 certainly, to maintain things separately. We don't
24 have a full array of options to homogenize every

1 plan. There are union contracts, and certain
2 employee classes have contracts. And so it's not as
3 easy as saying we're going to create sort of one
4 unified plan that sort of fits both sides of the
5 equation.

6 CMSR. IGNATIUS: You also said that on
7 the call centers and locations in Manchester and
8 elsewhere, that you said they may not change. Do you
9 know anything more definitive than that?

10 MR. McHALE: Yeah, I apologize. I'm
11 really not trying to be coy on this. I'm being a
12 little guarded only because, like everything else in
13 the integration process, we have not made decisions.
14 I anticipate that we aren't going to have real
15 transformative and real profound changes around that.
16 In the back of my mind, I'm being even more careful,
17 because, going forward, I know I'm going to be
18 running these organizations. I've got a little bit
19 of learning to do myself. But I think that we've had
20 great success at Northeast Utilities over the last
21 three or four years, in terms of improving our own
22 customer service and our customer satisfaction. And
23 nobody wants to see that sort of change. NSTAR has
24 made great strides over the last decade and has very,

1 very good performance criteria. Nobody wants to
2 upset that, either. But the combination of these
3 two, at the very least, should create benefits when
4 you look at maybe integrating the way we do business,
5 in terms of common technologies and platforms and the
6 like. I just can't see a situation right in front of
7 me that would pick up all of these call centers and
8 move them to a different location or consolidate
9 them. But I'm going to stop short of saying that
10 definitively because that just has not been studied.

11 CMSR. IGNATIUS: Well, for those
12 people working in Manchester, should they have any
13 concerns that, come the closing date, they will not
14 be working in Manchester anymore?

15 MR. McHALE: They should not have
16 those concerns.

17 CMSR. IGNATIUS: When you do get to
18 the integration of systems and the difficulty of
19 software and platforms coming together that you
20 mentioned before, we know that that can be extremely
21 complex and that interface with customers can get
22 more difficult than you think it should be. Have you
23 either already worked on or do you have plans to
24 really develop and test out a system when you get to

1 some cutover, when you're sharing platforms or
2 shifting from one to other?

3 MR. McHALE: Well, in terms of
4 systems, I'd say our real priority right now, we're
5 focused on what absolutely has to come together to
6 close this transaction. And the first system is the
7 financial system. So you can appreciate that we both
8 have separate financial systems. We use them to kind
9 of close the books and meet all of our legal
10 requirements. Well, because NU is going to be the
11 legal and the accounting acquirer, we need one
12 financial system and one financial platform. We're
13 examining how to use NU's financial platform to do
14 that, so that when it's Q1, we're ready to go and we
15 can close the books, announce earnings, and meet all
16 our obligations and disclosure requirements. So
17 that's sort of first. And, yes, that will be tested.
18 We call that the "financial bridge." We think we
19 have the information to do that and technology to do
20 that. But as you sort of touched on, it's sort of
21 one thing to kind of look at this in a vacuum, and
22 it's another thing to actually go out and do it. And
23 we do expect to experience some disruption. So that
24 will happen. And if the merger closes in the third

1 quarter, we will be prepared to do it, and we will be
2 prepared to do the testing. And that will be the big
3 shakedown. We will not look at, probably, the
4 customer care consolidation and that technology in
5 that time frame. There's no need to do it. We're
6 going to send out bills the way that we do it today.
7 We'll do it timely and we'll do it accurately, and it
8 will be done by the same professionals.

9 Sometime in the future, depending on
10 the priorities of this company, we will then begin to
11 think about: Are there additional benefits, cost
12 benefits, reliability, service benefits of
13 integrating these either virtually or physically?
14 And so things like, you know, how do you use call
15 center technology or automated response systems, or
16 how do you get better information deployed to the
17 field so that you can talk to customers about when
18 service will be restored, all of that we need to kind
19 of look at.

20 Generally, NSTAR has a slightly
21 different technology philosophy because they do
22 outsource some of their customer care technology. We
23 have a new platform that we've invested in over the
24 last three to five years that's working well. There

1 may be an opportunity to bring NSTAR onto our
2 platform. We don't know for sure, but we suspect
3 that may be an option. And we know from our own
4 experiences, that bringing over a million and a half
5 customers onto your customer care platform is a huge,
6 huge project that involves data integrity, data
7 translation. And you want to do that so there is
8 really no disruption in customer service. We are not
9 going to do that in three months. We may not even be
10 able to do that in three years. But that is
11 something we'll look at when the time is right.

12 So, a long answer. I apologize.

13 CMSR. IGNATIUS: No, it's very
14 helpful. I appreciate it.

15 You said that the stock transaction is
16 roughly 1.3 to 1, based on the stock prices leading
17 up to the announcement of the merger; is that
18 correct?

19 MR. McHALE: Yes, 1.312 to 1.

20 CMSR. IGNATIUS: Do you know what the
21 share prices are today or what they were after the
22 announcement was made?

23 MR. McHALE: I do. I do. And
24 roughly, the stock prices have sort of responded and

1 have increased about 10 percent for NSTAR and about
2 8 percent for NU since we announced on October 18th.
3 So, if you looked at NU shares today, they'd be in
4 the \$33 range, and NSTAR would be in the \$44-ish
5 range.

6 CMSR. IGNATIUS: When it initially was
7 announced, was there a drop in the NU share price?

8 MR. McHALE: In the first couple of
9 hours, there was a drop. And then, what we've seen
10 over -- it was announced on a Monday. The market
11 opened at 9:30, as it does. Over, as I said, the
12 first few hours, and maybe the day, there was a very
13 small drop. And over the balance of the week they
14 responded very well. Both NSTAR and NU shares were
15 trading up. And over the last several weeks and
16 months we have significantly out-performed our peers
17 in the business in the broader utility indexes in the
18 business.

19 CMSR. IGNATIUS: I think the final
20 thing I wanted to ask you is about the closing dates.
21 They look like anticipated dates. I realize some of
22 this is out of your control, in terms of other
23 entities' approvals. Do you have a -- what's the
24 closest target date you can give us for closing?

1 MR. McHALE: We're planning the
2 integration around the July 1st date. I think that's
3 probably an aggressive date. So I think the earliest
4 date -- and my colleagues at the table here can give
5 their views. But I think probably the earliest would
6 be a July time frame.

7 MR. HORAN: Yeah, I think that's true.

8 CMSR. IGNATIUS: Is there a drop-dead
9 dead, that if you haven't reached all of your
10 approvals by a certain date, the deal is off?

11 MR. McHALE: There's not drop-dead
12 date, but there's a date at which NSTAR and NU would
13 have to agree to continue the merger agreement.

14 CMSR. IGNATIUS: And what's that date?

15 MR. McHALE: March --

16 MR. HORAN: It's eighteen months after
17 the initial agreement.

18 MR. McHALE: So it'd be March of 2012.

19 CMSR. IGNATIUS: I think the only
20 other thing I forgot about, I'm sorry, is have you
21 quantified yet fees and costs to make all of this
22 happen?

23 MR. McHALE: We have quantified fees
24 and costs, and they're contained in the joint proxy

1 statement. So we've been quite public about them.
2 And they're largely fees paid to investment bankers
3 to help structure the transaction and render a
4 financial opinion, and to outside law firms who have
5 also helped and are helping to structure the
6 transaction. And I believe that's in the \$60- to
7 \$80 million range in total for both companies.

8 CMSR. IGNATIUS: Is there a way in
9 which those expenses work their way down to PSNH
10 ratepayers?

11 MR. McHALE: Well, as I said, we're
12 not, at this point, looking to change any rates,
13 tariffs, schedules, costs or otherwise in relation to
14 this transaction. So, whether those costs flow to
15 customers or not is subject to a rate case or future
16 cost-of-service study and the like. It's really not
17 the focus of the merger approval process.

18 CMSR. IGNATIUS: Thank you.

19 MR. BERSAK: Commissioner Ignatius,
20 you asked about the current share price. I just
21 checked, and within the last five minutes, if you
22 were to divide NSTAR by NU, it comes out to 1.313.

23 CMSR. IGNATIUS: Thank you.

24 CHAIRMAN GETZ: Thank you, Mr. McHale.

1 I guess at this point, Mr. Bersak, in
2 terms of the other issue we set forth in our letter
3 from the 18th, I believe it was, we spoke to the
4 issue of jurisdiction. In your filing on
5 February 1st, you set forth your position. I guess
6 at this point I'd give you an opportunity to speak to
7 that orally. What's your pleasure?

8 MR. BERSAK: Thank you, Mr. Chairman.

9 You're right. The Commission asked
10 for two things in its letter that's at docket in this
11 proceeding. One was to present the Company's opinion
12 regarding the extent of the Commission's authority
13 over the transaction under New Hampshire law. And we
14 did file a detailed memorandum of law on the 1st of
15 February. I don't want to just read that memorandum
16 to you. But basically, in a very high level from
17 what Mr. McHale just described to you, you see that
18 PSNH is not going to be changed at all. PSNH will
19 remain a first-tier subsidiary of Northeast
20 Utilities. None of PSNH's properties are being sold
21 or acquired or merged by anybody else. The PSNH that
22 you see today will be the PSNH you'll see after the
23 transaction is consummated.

24 You also saw from the transaction

1 slides that Northeast Utilities will remain Northeast
2 Utilities, and that Northeast Utilities is not being
3 impacted by this merger through any kind of a sale or
4 acquisition of NU's assets. Everything is happening
5 at the subsidiary level below Northeast Utilities.

6 So the parent company of PSNH,
7 Northeast Utilities, is also, likewise, not being
8 sold, acquired or merged. This transaction is akin
9 to an acquisition. The acquisition's happening at a
10 level below the parent. It is very similar to what
11 happened and what was discussed by this Commission
12 when National Grid acquired the Niagara Mohawk
13 system. There, there was a little twist where there
14 was a change at the National Grid level that made the
15 transaction jurisdictional. We don't have that
16 twist. And in that decision that the Commission made
17 back in 2001, in Order No. 23,640, but for that
18 twist, which we don't have, the Commission said the
19 transaction would not be jurisdictional. So that's
20 the kind of transaction we have, one, that is not
21 jurisdictional. More importantly, though, whether or
22 not it's jurisdictional, the important thing is that
23 PSNH's rates, terms of service and operations in the
24 state will not be adversely impacted by this

1 transaction, but there's a significant likelihood
2 they'll be benefitted from this transaction in the
3 ways that Mr. McHale just described to you.

4 We presented to the Commission massive
5 amounts of information, probably more than you ever
6 wanted. And the Secretary asked if I -- if the
7 Company could provide a summary of the things that we
8 gave you to try to say, okay, what of this is
9 important to this Commission with respect to PSNH's
10 operations in the state. I've gone through that
11 information that we provided and that's available on
12 the web site, and we've made copies of some of that
13 information that's available to the public that deals
14 directly with the question that David McHale just
15 talked to you about, how the transaction will affect
16 NU and NSTAR operating companies, including PSNH.
17 Many of the materials which I made copies of, which I
18 will provide to you in a moment, are copies of data
19 request responses made in the Massachusetts
20 Department of Public Utilities proceeding; and,
21 therefore, the responses address specifically NSTAR
22 Electric, NSTAR Gas or Western Massachusetts Electric
23 Company. You'll see the witnesses on each of the
24 responses which I'm going to provide to you are both

1 David McHale and James Judge. But I think that these
2 are high-level questions that address how will the
3 operating companies be affected. And I think they're
4 responsive to the Chairman's questions that you had
5 of Mr. McHale during his presentation.

6 Let me pass those out to you right
7 now, and I'll ask Mr. Desbiens if he can pass them
8 out to all the parties here. I'm going to provide
9 you with three piles of information. One is the
10 joint testimony of Mr. Judge and Mr. McHale that
11 supported the petition before the Massachusetts
12 Department of Public Utilities seeking approval of
13 the transaction before that agency.

14 The second thing I will provide you
15 are a sample of the data request responses that
16 Mr. Judge and Mr. McHale are witnesses on in that
17 Massachusetts DPU proceeding which go directly to the
18 issue of how the transaction will impact operating
19 companies.

20 And the third are just three
21 additional extracts of things that have been filed in
22 this transaction. These come from filings made with
23 the Securities and Exchange Commission. And all
24 these materials are on the Commission's web site.

1 If you look at the joint testimony,
2 this joint testimony from Mr. Judge and Mr. McHale is
3 basically a, I don't want to call it an executive
4 summary -- but they're executives and it's a summary,
5 so you can call it that if you'd like -- of what the
6 transaction is all about. It describes what the
7 transaction is and describes how there's no net harm
8 to the customers of the various operating companies
9 and how each of those companies and their customers
10 should benefit as a result of the transaction.

11 If you look at the data request
12 responses, these are -- you see they start off with
13 the response to Data Request No. 1 from the
14 Massachusetts regulator, asking for a description of
15 the merger, which Mr. Judge and Mr. McHale has given
16 very shortly, which refers back to the proxy
17 statement, which in great amount is similar to the
18 briefing that he gave you today.

19 The second question had -- that was asked was
20 what's the impact on the operating companies in
21 Massachusetts. And the answer to that was that the
22 merger is expected to have a favorable effect on the
23 operating companies and on the customers of each
24 company. As Mr. McHale described here today, the

1 merger would combine the resources of the two parent
2 companies to create opportunities for strength and
3 service quality, and the adoption of best procedures,
4 which will yield savings to customers.

5 Question No. 3 was whether there will be any
6 changes to the rates, prices, charges or terms and
7 conditions of the companies or their operating
8 companies as a result of the merger. And they note
9 in the response that there are no requests for such
10 change in rates, prices, charges or terms for any of
11 the joint petitioners, operating company subsidiaries
12 as a result of the transaction, but that over time
13 there is the expectation that costs will decline,
14 compared to what they would have been without the
15 merger, as best practices are implemented to lead to
16 improved efficiencies and lower costs.

17 The fourth question talks about the effects, if
18 any, that the merger will have on the distribution or
19 other rate components. Again, there's no change.

20 Question No. 5, any changes in electric and
21 customer service as a result of the proposed merger,
22 which gets, Mr. Chairman, to your question. And the
23 response says that there's anticipation of no adverse
24 effects on customer service, no service-quality

1 consequences, that there's a commitment from the
2 companies to continue to provide high-quality
3 customer service that meets or exceeds the customers'
4 expectations. We expect that the customer service
5 that was provided by the Company will be enhanced by
6 best practices as we go forward and that there will
7 be no compromise of the service qualities that's
8 provided by the operating companies.

9 Similarly, Question 6 asked about impact on
10 maintenance activities. None.

11 Question 7, interruptions, if there's any
12 interruption in service. The answer there, also, is
13 no anticipation of any kind of customer service
14 interruptions. Daily, normal operations and
15 emergency services will not change. Telephone
16 response, it's anticipated will have no impact on
17 non-emergency telephone response measures.

18 And as we get finally towards the end,
19 Question 10: Explain how the merger will affect the
20 emergency telephone response. Again, not anticipated
21 it will have any negative impact on emergency
22 telephone response.

23 How the merger will affect service appointments?
24 No negative impact is anticipated on that issue,

1 either.

2 How will the merger affect monthly meter
3 readings? No impact on that, either.

4 Question 13 talks about how will the merger
5 affect customer -- our consumer division cases and
6 billing adjustments. Again, no impact is expected.

7 I don't want to read each one of these, but I
8 think these are the kind of high-level questions that
9 have been responded to. And since Mr. McHale is
10 sitting right next to me, I'll ask him.

11 If these questions were asked, identifying
12 Public Service Company of New Hampshire instead of
13 the Massachusetts operating companies of NU and
14 NSTAR, would the answers be the same?

15 MR. McHALE: We'd answer them the same
16 way.

17 MR. BERSAK: Finally, the last extract
18 I gave you was the one that starts off with
19 "Northeast Utilities General Talking Points" on the
20 front. What these are, are just representative of
21 the information that we filed on the 1st. And the
22 first one talks about what will customers see as a
23 result of the merger. No merger-related rate
24 changes. The same people will be providing the

1 service today that are -- tomorrow as are providing
2 it today, but that we have great opportunities to
3 leverage the resources to provide better reliability
4 and better service going forward.

5 The second one is something
6 internally, which I think, Commissioner Ignatius, you
7 were asking about. How will this impact operations,
8 you know, the people working here today? Operating
9 company leadership and headquarters will remain
10 unchanged. So you get to see my smiling face here as
11 early as tomorrow.

12 And finally, the last page is from our
13 application with the Federal Energy Regulatory
14 Commission. That one, if you had to pick something
15 out to read in addition to the Massachusetts
16 information, the FERC filing is very important,
17 because there was a very detailed analysis of what
18 impact, if any, on competition in the region would
19 the transaction have. And that detailed analysis
20 indicates there would be no adverse impact on
21 competition at the distribution, retail or on the
22 transmission wholesale levels in the region as a
23 result of this transaction. If you read the
24 testimony of Dr. Hieronymus and the study he

1 provided, it provides a wealth of information as to
2 why this combination will not create any adverse
3 impact on the FERC level either.

4 I believe that answers the questions
5 that we were asked to provide today, and we welcome
6 any other questions what the Commission may have.

7 CHAIRMAN GETZ: Well, let me say two
8 things: First, we're going to give the opportunity
9 for others to speak. And to the extent of the issues
10 raised with the issue of New Hampshire PUC
11 jurisdiction, I'll give you an opportunity to respond
12 at the end.

13 And also, I think I may have said at
14 the beginning today we were going to give an
15 opportunity for written comments two weeks from
16 today, which would be February 21st, which, in
17 thinking about it, I think it may be a holiday,
18 President's Day. So let's make it Friday, the 25th,
19 just so there's no confusion.

20 With that, Mr. Bersak, if there's
21 nothing else, I'll give an opportunity for others to
22 make comment or speak to the jurisdictional issues.

23 Mr. Linder.
24

1 MR. LINDER: Yes, Mr. Chairman. Thank
2 you, and Commissioners. As the Commission is aware,
3 I'm from New Hampshire Legal Assistance. New
4 Hampshire Legal Assistance, for many years, has
5 represented low-income and senior citizen customers
6 and groups before this Commission. And as the
7 Commission knows, New Hampshire Legal Assistance
8 currently represents a 501-C:3 non-profit in
9 Manchester called The Way Home. The Way Home
10 provides counseling and advocacy services for
11 low-income clients, particularly in the areas of
12 housing and utilities. The Way Home sees several
13 thousand low-income clients per year, and many of
14 those clients of The Way Home are participants in
15 various low-income and energy-efficiency programs
16 that Public Service of New Hampshire participates in,
17 including the Bill Assistance -- Electric Assistance,
18 Discount Program, the Low-Income Energy-Efficiency
19 Program and others. And the concern that we would
20 like to convey to the Commission and to the
21 Companies, which I think is implied in the Company's
22 presentation this morning, is that Public Service
23 Company will continue to operate and participate in
24 the low-income Electric Assistance Program, the

1 statewide CORE Energy-Efficiency Programs, including
2 the Low-Income CORE Energy-Efficiency Program. And
3 as the Commission knows, and as The Way Home has
4 experienced over the years, Public Service Company of
5 New Hampshire has really been a leader in the area of
6 providing and participating and maintaining well-run,
7 very efficient low-income programs. And we would be
8 very concerned if there were to be any impact as a
9 result of this merger acquisition on those programs.
10 And it would be helpful to alleviate that concern if
11 the Company could make clear at some point, either
12 verbally or in writing on the record, that the
13 Companies do intend to maintain Public Service's
14 leadership role in the low-income and
15 energy-efficiency programs. And there was reference
16 a little earlier this morning that there does not
17 expect to be any change in the philanthropy aspect of
18 Public Service's work.

19 And I assume, but would just like to
20 make specific mention, of Public Service's leadership
21 role again in the Neighbor Helping Neighbor Program,
22 that it provides financial assistance from the
23 electric companies and their customers to persons and
24 households who are not strictly eligible for the

1 various low-income programs that I mentioned. And so
2 participation in the Neighbor Helping Neighbor
3 program is very important to the low-income
4 community.

5 And with that, I would like to thank
6 the Commission for the opportunity to present these
7 remarks.

8 CHAIRMAN GETZ: Thank you.

9 Mr. Bersak, can you clarify, or Mr.
10 McHale, the position with respect to -- well, I guess
11 abiding by the system benefit programs that are
12 required by statute and administered by the
13 Commission, as well as Neighbor Helping Neighbor.

14 MR. BERSAK: Clearly, to the extent we
15 have statutory or other legal obligations, those are
16 going to be complied with. So, participation in the
17 CORE Energy programs will continue. The use of
18 system benefit charge funds will continue, as
19 required by New Hampshire statute. But we certainly
20 understand Mr. Linder's concerns, and those concerns
21 are our concerns. So I don't expect there will be
22 any degradation whatsoever in the kind of programs or
23 support that we have for the low-income population in
24 the state of New Hampshire.

1 As you're aware, the Neighbor Helping
2 Neighbor program Mr. Linder discussed has been
3 administered, you know, out of PSNH for many years.
4 We provide all of the nonprofit administration. We
5 deal with the tax returns. And we do all that at no
6 charge to anybody. We just -- it's one of the
7 services that we provide. And I think you're also
8 aware that earlier this year, that the Northeast
9 Utilities Foundation provided \$100,000 grant to the
10 Neighbor Helping Neighbor Fund, so that we can
11 provide enhanced assistance to the low-income
12 population in the state. And it's my
13 understanding -- and I'm sure my colleagues to the
14 right will correct me if I'm wrong -- we don't
15 anticipate any degradation whatsoever in the kind of
16 philanthropy, charitable or low-income types of
17 services and programs going forward.

18 MR. McHALE: And just to give you
19 further assurance, Commission, there's been no
20 directive to cut back, not only in New Hampshire, but
21 in any one of our states in which we do business on
22 our giving and our community support. In fact,
23 Mr. Bersak mentioned this. On the day we announced
24 the merger, we made a \$1 million commitment to our

1 system companies across the border for the Operation
2 Fuel, and continue our commitment to this region. I
3 do not anticipate that that will change. In fact, I
4 think those programs will be strengthened. We would
5 hope to bring to bear the very good work that NSTAR
6 has done around energy efficiency and dealing with
7 their own issues for low-income customers for the
8 benefit of all our programs.

9 CHAIRMAN GETZ: Thank you.

10 Before I turn to Ms. Hatfield and then
11 give opportunity for Staff, is there anyone else who
12 would like to speak this morning?

13 (No verbal response)

14 CHAIRMAN GETZ: Okay. Hearing
15 nothing, then Ms. Hatfield.

16 MS. HATFIELD: Thank you, Mr.
17 Chairman. With respect to the legal question of
18 whether the Commission has jurisdiction over the
19 proposed merger, the OCA will take advantage of the
20 Commission's offer for the parties to provide written
21 comments within two weeks.

22 As a factual matter, we just wanted to
23 raise the fact that the Company has made many
24 representations, including stating that PSNH's rates

1 and operations will not be adversely impacted by the
2 merger. But we just want to call to the Commission's
3 attention all of the qualifying remarks that were
4 also made related to the fact that they don't --
5 can't see anything negative happening, but they are
6 studying issues now. They acknowledge that they're
7 very early in the process, so they aren't sure quite
8 what will happen with customer care and related
9 issues.

10 And looking at the Massachusetts data
11 responses, which we don't think carry any weight here
12 in New Hampshire, with all due respect, you'll note
13 that on many of the responses there's a qualifier at
14 the beginning where it states, "It is not anticipated
15 that this merger will have any negative effect." And
16 we would also just point out, as the Commission is
17 aware, most utility filings seeking approval of this
18 sort of transaction often have those types of
19 statements. And so one of our concerns is that we
20 have a transcript from this meeting and we have the
21 Company's representations. But if there were to be
22 changes in any of these areas that affect PSNH's
23 customers without Commission review, we would be
24 struggling to try to enforce some of these

1 commitments the Company has made. Thank you.

2 CHAIRMAN GETZ: Are you saying that in
3 the situation where the Commission did not have
4 jurisdiction over the merger, that that would be the
5 case, or it would be something that would play out in
6 the exercise of the Commission's normal jurisdiction?

7 MS. HATFIELD: Well, if the Commission
8 doesn't play any role in this particular transaction,
9 such that we could get valid commitments from the
10 Company that are enforceable, we would find ourselves
11 in a situation where, for example, the Company comes
12 in, in its next rate case, and says, Oh, by the way,
13 we are going to move half of the customer service
14 reps in the Manchester call center somewhere else,
15 and this is how that will impact the rates in New
16 Hampshire. We wonder if we would find ourselves in a
17 situation where it would be too late to have an
18 impact on that type of a change. And, you know, when
19 the Company makes these representations about the
20 lack of negative impact to New Hampshire customers,
21 or even statements about possible benefits, it really
22 is their burden to prove that to the Commission. And
23 as I said, we will be providing in writing our
24 thoughts on jurisdiction. But while this session has

1 been very helpful, it causes us to wonder how the
2 Commission would enforce any of the commitments that
3 have been made. Thank you.

4 CHAIRMAN GETZ: Thank you.

5 Ms. Amidon. Anything from Staff?

6 MS. AMIDON: We don't have any
7 specific comments at this time. We do appreciate the
8 Company coming in and discussing the transaction in a
9 little bit more detail. And we will consider what
10 was said today when we go back to our offices, and if
11 we have any comments, we'll be providing written
12 comments in accordance with the Commission's
13 instruction.

14 CHAIRMAN GETZ: Okay. Thank you.

15 (Chairman and Commissioners conferring.)

16 CHAIRMAN GETZ: Mr. Bersak, let me --
17 I want to ask you a couple of questions about some of
18 the specific statutory provisions, to make sure I
19 understand what the Company's position is. And if
20 I -- let's start with 369-A. You cite
21 369-8,II(b)(1). And I'm going to focus on that first
22 introductory phrase. It says, "To the extent that
23 the approval of the Commission is required by any
24 other statute for any corporate merger or

1 acquisition," et cetera. And I think you stated that
2 this is a -- it's been stated that this is a merger
3 between equals. I want to focus on that beginning
4 phrase and whether "to the extent that the approval
5 of the Commission is required by any other statute."
6 is it your position that this does not constitute an
7 independent grant of authority that, if the
8 Commission were to have jurisdiction, it would need
9 to cite to some other specific statutory provision?
10 Is that effectively where the Company's coming from
11 there?

12 MR. BERSAK: Yes. 369:8 provides the
13 Commission with a way of dealing with a merger or
14 acquisition that's jurisdictional without having to
15 go through an entire adjudicative process. It says
16 that, if a transaction is jurisdictional to the
17 Commission, if the utility that's involved is able to
18 provide information, a detailed written
19 representation it says, within 60 days prior to the
20 consummation of the deal, that the deal would not
21 have any adverse effect on rates, terms, service or
22 operation of the utility within the state, that the
23 Commission may accept that and not go any further.
24 But that section is based upon some other statute

1 providing a jurisdictional basis for the Commission
2 to exercise authority over the transaction.

3 In our case, we don't believe there is
4 any other statute that provides the Commission with
5 authority. But nonetheless, we are here well in
6 advance of 60 days before this transaction is
7 expected to close. And I believe that the Company
8 has made an incredibly strong demonstration to the
9 Commission that the transaction will not have any
10 adverse impact on rates, terms, service or operation
11 of the public utility within the state.

12 And with respect to the consumer
13 advocate --

14 CHAIRMAN GETZ: I guess that's a
15 concern I had when you were speaking to that issue.
16 I think you were laying it out as the Commission does
17 not have jurisdiction. But in any event, there's not
18 going to be any adverse effect --

19 MR. BERSAK: That's right. It's --

20 CHAIRMAN GETZ: Excuse me. So, to the
21 extent we don't have jurisdiction, you make these
22 representations that we don't go through the
23 procession that we would normally do.

24 And in studying those representations,

1 it does start to raise some of the issues of, I
2 guess, binding this, and I guess where it leaves us,
3 because it really starts back to jurisdiction. And
4 if you're saying we don't have jurisdiction, then,
5 you know, in the first instance, there's -- if that
6 is the case, then there's not much we can do in the
7 first instance. So --

8 MR. BERSAK: Well, there's always --
9 Mr. Chairman, there's always something you can do,
10 because regardless of whether this transaction goes
11 forward or does not, we remain a public utility
12 subject to the Commission's jurisdiction. And under
13 R.S.A. 374:3, you've got your general supervisory
14 powers over the Company --

15 CHAIRMAN GETZ: Well, certainly after
16 the fact, correct.

17 MR. BERSAK: After the fact.

18 With respect to the hypothetical that
19 was posed by the Consumer Advocate, if we were to
20 come in to this Commission at a subsequent rate case
21 and say we've done something that impacts customer
22 service, that will be subject to the jurisdiction of
23 the Commission to determine whether that was a
24 prudent measure or not. And if it was imprudent, we

1 would suffer the consequences. You know, you've got
2 general supervisory over our operation. You have
3 plenary authority over rates. That's not going to
4 change. So if we were -- if something was to happen
5 that we don't anticipate, that would still be subject
6 to the Commission's jurisdiction, notwithstanding
7 whether we had some kind of written document
8 guaranteeing that something is going to happen or not
9 happen. That's not going to change.

10 CHAIRMAN GETZ: Okay. Let me move on
11 to 374:30 and at 374:33.

12 MR. BERSAK: Yes.

13 CHAIRMAN GETZ: It says any public
14 utility may transfer or lease its franchise, works or
15 system, or any part thereof, basically. So, I take
16 it that your position is that this provision doesn't
17 apply here because of the way the transaction is
18 being structured; that there is no transfer or lease
19 of franchise, works or system. Is that --

20 MR. BERSAK: Absolutely. As Mr.
21 McHale said, PSNH is not going to be impacted by this
22 transaction, you know, the legal part of the
23 transaction at all. What is owned by PSNH today will
24 continue to be owned by PSNH tomorrow. There will be

1 no transfer or sale of any of the franchise, works or
2 systems of PSNH.

3 CHAIRMAN GETZ: And then, similarly
4 with 374:33, that speaks to acquisitions. And your
5 argument is that this is not an acquisition, it's a
6 merger.

7 MR. BERSAK: Well, it's not an
8 acquisition that impacts any holding -- any utility
9 or holding company incorporated in or doing business
10 in the state. Clearly, as you saw in the slides that
11 Mr. McHale presented, there are -- there is a merger
12 sub and an acquisition sub. So there is an
13 acquisition, but it's happening in the Commonwealth
14 of Massachusetts, not in New Hampshire. That's why
15 the main regulatory review on the state level is
16 happening in Massachusetts. But within New
17 Hampshire, nothing is being acquired, nothing is
18 being sold. So that's why 374:33 does not apply.

19 (Chairman and Commissioners conferring.)

20 CMSR. IGNATIUS: Mr. Bersak, one other
21 question. Our statutes also address issuance of
22 securities in 369:1, and some of the subsequent
23 sections as well. Is it your view that the stock
24 transactions here do not come within 369?

1 MR. McHALE: No. As I mentioned
2 earlier, PSNH's capital structure will not change.
3 PSNH, when they need to issue debt securities, will
4 continue to do that as a PSNH entity. You will
5 continue to have jurisdiction over the issuance of
6 debt. Right now, PSNH, on occasion, does need common
7 equity. That common equity is infused by Northeast
8 Utilities, the holding company, in order to manage
9 its capital structure in accordance with the
10 rate-making set forth by this Commission. That will
11 continue to happen in the future as well.

12 CMSR. IGNATIUS: And it's only
13 Northeast Utilities stock transactions in this case.
14 There's no PSNH stock in and of itself?

15 MR. McHALE: That's correct. That's
16 correct. PSNH's stock is not publicly traded. It
17 will not be publicly traded. It is not being used as
18 part of this transaction.

19 CMSR. IGNATIUS: Thank you.

20 CHAIRMAN GETZ: Anything further?
21 Well, anything further from anyone or -- Mr. Bersak.

22 MR. BERSAK: We thank you for the
23 opportunity to come and address this issue. I know
24 it's something of great interest to the Commission.

1 And we are very excited by the prospect of this
2 transaction occurring and getting the benefits, both
3 for employees and for customers moving forward. So,
4 thank you very much, Mr. Chairman and Commissioners.

5 CHAIRMAN GETZ: Okay. Thank you.


6 Then we'll adjourn this informational
7 session, and we'll await the filing of comments by
8 any interested individuals. Thank you.

9 (WHEREUPON, the public information
10 session was adjourned at 11:55 a.m.)

C E R T I F I C A T E

I, Susan J. Robidas, a Licensed
Shorthand Court Reporter and Notary Public of
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