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September 18, 2023

PUBLIC COPY

New Jersey Board of Public Utilities
44 South Clinton Ave
Trenton, New Jersey 08625
via: Levitan ShareFile Portal

RE: Attentive Energy LLC Response to Clarifying Questions Set 1, Received on September 1, 2023
(part 2 of 2)

Dear Board Staff and Levitan & Associates,

Attentive Energy LLC (“Attentive Energy”) is excited to have the opportunity to provide the New Jersey Board of Public Utilities (“BPU”) with additional information regarding its Attentive Energy Two Project (the “Project”) submission into BPU’s third offshore wind solicitation. The Project will supply the State of New Jersey with up to 1,342 megawatts (“MW”) of clean and renewable offshore wind energy, and it is expected to power more than 600,000 homes and generate up to \$12 billion in economic activity. Additionally, Attentive Energy Two will help the State prepare for the impacts of climate change and pave the way for New Jersey to achieve its greenhouse gas emissions targets while creating economic opportunities for communities statewide and prioritizing affordability for ratepayers. Attentive Energy, through Sponsors TotalEnergies and Corio, has deep global offshore development and operating experience, combined with a track record of investing in and partnering with local communities in the State through decades of respective company footprints in New Jersey. This Project will continue this track record of economic development by delivering up to 15,000 job-years for New Jersey residents.

Attentive Energy respectfully provides the following responses to BPU’s letter dated September 1, 2023 providing Clarifying Questions Set 1 for Attentive Energy’s Application submitted in response to BPU’s third offshore wind solicitation.¹ This letter contains responses to the questions in Clarifying Questions Set 1 that relate to information regarding direct jobs and spending. With respect to information regarding direct jobs and spending only, the BPU granted an extension to the Set 1 Clarifying Information Submission Deadline to 5:00 pm Eastern Time on September 18, 2023. Attentive Energy submitted responses to questions unrelated to direct jobs and spending (namely, questions 1, 2, 7, 9, 11, 12, 13) on September 11, 2023.

¹ Portions of this response contain confidential, proprietary, and/or commercially-sensitive information that constitute trade secrets or are submitted to the BPU by Attentive Energy as a commercial enterprise or derived from information obtained from such commercial enterprise and that if disclosed would cause substantial injury to the competitive position of such enterprise. Attentive Energy has submitted a Confidential Copy of this response that should be treated as a non-public record that is exempt from disclosure to the extent permitted under applicable laws and/or as expressly set forth in the Solicitation Guidance Document (“SGD”). Attentive Energy has also submitted a redacted version of this response that should only be released to the public to the extent permitted under applicable laws and/or as expressly set forth in the SGD. Attentive Energy’s General Counsel Murray Greene attests to the truth and accuracy of the confidential nature of the information marked as confidential in these documents. All notices or other communications regarding the confidential nature of this response should be directed to Murray Greene at murray.greene@totalenergies.com.

Overview

Attentive Energy’s treatment of direct jobs and spending in its Application was guided by the SGD and formal responses by the BPU to Questions and Answers submitted by developers and other interested stakeholders (“Q&A”). See [Questions and Answers - NJ Offshore Wind](#). Clarifying Questions Set 1 contains different interpretations of what may be considered direct jobs and spending from what Attentive Energy understood at the time of bid to be BPU’s interpretations based on the SGD and formal responses by the BPU in the Q&A.

[REDACTED]

In order to comply with the new interpretations provided by the BPU in its Clarifying Questions Set 1, Attentive Energy requested an extension to the Set #1 Clarifying Information Submission Deadline to work with its consultant to re-model the applicable spending and job numbers for the worksheets that were initially included in its Application. Consistent with the extension granted by the BPU, this is Attentive Energy’s part 2 submission to Clarifying Questions Set 1, which provides responses to questions on direct jobs and spending.

Economic Development Plan

[Responses to questions 1-2 were submitted on September 11, 2023.]

3. Section 8.4, Tables 8-8 and 8-9:

a. Please confirm that the values provided in Table 8-9 are relative to the total value provided in Table 8-8.

Confirmed. In Attentive Energy’s Application Narrative, the values provided in **Table 8-9: Reduction in direct compensation from alternate Project options, presented modularly** are relative to the total value provided in **Table 8-8: Direct compensation in New Jersey from the Project**.

Various Project options are proposed in Attentive Energy’s Application. Select figures in the Application Narrative, including Section 8, are presented as “up to” maximum numbers intended to encompass all Project options in the Application and reflecting the substantial benefits that the Attentive Energy Two Project can deliver to New Jersey. From these maximum figures, economic benefit numbers for all Project options in the Application can be calculated (e.g., Table 8-8 provides maximum direct compensation values, and Table 8-9 outlines the reduction in compensation for changing different Project modules such as capacity, [REDACTED] Tier 1 agreements, and investment programs). [REDACTED]

[REDACTED]

[REDACTED]

b. Please provide versions of Table 8-8 for all Project options.

Attentive Energy has provided an Excel file with this transmittal, titled “Confidential Tables Requested from Economic Development Plan”, which is responsive to several questions in Clarifying Questions Set 1 related to the Economic Development Plan². In the tab titled “Table 8-8”, Attentive Energy has provided a version of **Table 8-8: Direct compensation in New Jersey from the Project** that clearly provides data for, and distinguishes between, each of Attentive Energy’s [REDACTED]

4. Section 8.4, Tables 8-8 and 8-11: These tables give values for the development, construction and operation phases. Please provide updated versions of these tables that also provide values for the decommissioning phase.

Attentive Energy has provided an Excel file with this transmittal, titled “Confidential Tables Requested from Economic Development Plan”, which is responsive to several questions in Clarifying Questions Set 1 related to the Economic Development Plan. In the tab titled “Table 8-8”, Attentive Energy has provided a version of **Table 8-8: Direct compensation in New Jersey from the Project** that provides values for the decommissioning phase. In the tab titled “Table 8-11”, Attentive Energy has provided a version of **Table 8-11: Project economic benefits in New Jersey** that provides values for the decommissioning phase.

5. Section 8.4, Table 8-11: Please provide a version of Table 8-11 for each of Attentive Energy’s [REDACTED]

Attentive Energy has provided an Excel file with this transmittal, titled “Confidential Tables Requested from Economic Development Plan”, which is responsive to several questions in Clarifying Questions Set 1 related to the Economic Development Plan. In the tab titled “Table 8-11”, Attentive Energy has provided a version of **Table 8-11: Project economic benefits in New Jersey** that clearly provides data for, and distinguishes between, each of Attentive Energy’s [REDACTED]

6. Section 8.4, Table 8-13: This table gives total economic benefits for the Prebuild. Please separately report the direct, indirect and induced economic benefits for the Prebuild for each phase, including decommissioning.

Attentive Energy has provided an Excel file with this transmittal, titled “Confidential Tables Requested from Economic Development Plan”, which is responsive to several questions in Clarifying Questions Set 1 related to the Economic Development Plan. In the tab titled “Table 8-13”, Attentive

² The entire contents of this Excel file uploaded by Attentive Energy in response to this request is confidential. Attentive Energy did not provide a public version with redactions because of the nature of the attachment shared.

Energy has provided a version of **Table 8-13: Prebuild economic benefits in New Jersey** that separately reports the direct, indirect, and induced economic benefits for the Prebuild for each phase, including decommissioning.

[Response to question 7 was submitted on September 11, 2023.]

8. Section 8.5: For each of the following, please clarify whether Attentive Energy's IMPLAN analysis treated the economic impact as direct, indirect, induced, or outside the scope of the analysis:

The following responses for each sub-part of question 8 clarify:

- In its Application, based on the SGD and solicitation Q&A, how Attentive Energy's IMPLAN analysis treated each item, and
- In this transmittal, based on updated BPU guidance in Clarifying Questions Set 1, how Attentive Energy's updated IMPLAN analysis treats each item.

a. Relating to the Project:

i. Spending and employment by contractors or consultants (a law firm, a construction firm, a vessel maintenance firm, etc.) hired by Attentive Energy related to its Project.

In its Application, Attentive Energy's IMPLAN analysis treated spending and employment by contractors or consultants (a law firm, a construction firm, a vessel maintenance firm, etc.) hired by Attentive Energy related to its Project as **direct spending** and **indirect employment**.

Based on updated BPU guidance in Clarifying Questions Set 1, Attentive Energy's IMPLAN analysis treated spending and employment by contractors or consultants (a law firm, a construction firm, a vessel maintenance firm, etc.) hired by Attentive Energy related to its Project as **direct spending** and **direct employment**.

ii. Does whether the economic impact is treated as direct, indirect, induced, or outside the scope of the analysis depend on the category of spending, Attentive Energy's control over the spending, or other factors?

For spending and jobs related to the Project, Attentive Energy's classification of whether an economic impact is treated as direct, indirect, induced, or outside the scope of the analysis has been directly responsive to the guidance provided by the BPU. In its Application, Attentive Energy adopted the following definitions, which reflect Attentive Energy's understanding of the SGD and solicitation Q&As. These definitions are provided on page 8-8 of Attentive Energy's Application.

- **Direct in-State expenditures:** (i) Funds paid to Attentive Energy contractors for wages, services, and products that are going towards the project itself and (ii) funds paid to contractors that cover work to be performed by subcontractors if they are contracted to work directly on the project itself (i.e., the value added on the manufactured good that benefits or occurs in New Jersey).
- **In-State FTEs:** Defined as 1,820 cumulative hours per year of employment of a (i) New Jersey resident, (ii) New Jersey taxpayer, (iii) person who performs work in New Jersey, or (iv) person based out of a New Jersey office or facility.
 - **Direct vs indirect in-State FTEs:** Direct jobs are defined as (i) when salaries are paid by Attentive Energy, or (ii) when Attentive Energy contributes to the creation or



expansion of a Tier 1 or Tier 2 facility, their pro-rata share of jobs associated with the construction of the facility can be considered direct, otherwise they would be indirect jobs.

In this transmittal, as a result of new guidance offered in Clarifying Questions Set 1, Attentive Energy's approach to determining direct spending and jobs has changed as outlined below.

[REDACTED]

Attentive Energy defines induced economic effects as economic effects that stem from household spending of labor income, accumulated as a result of direct and indirect economic effects. In both its Application and this transmittal, induced effects for the Project and Prebuild were determined by modeling direct spending into IMPLAN; IMPLAN then determined the induced economic benefits as a result of the direct spending.

b. Relating to a Tier 1 facility's development and construction:

i. Spending and employment to develop and construct the facility resulting from Attentive Energy's Project's investment in the facility.

In both its Application and this transmittal, Attentive Energy's IMPLAN analysis treats spending and employment to develop and construct a Tier 1 facility resulting from its Project's investment in the facility as **direct spending** and **direct employment**.

Based on updated BPU guidance in Clarifying Questions Set 1, in its Application Forms, Attentive Energy has identified and separated all line items related to the development and construction or expansion of the Tier 1 facility. [REDACTED]

ii. Spending and employment to develop and construct the facility resulting from another Qualified Project's investment in the facility.

[REDACTED]



iii. Other spending and employment to develop and construct the facility.

Attentive Energy is not considering other spending and employment to develop and construct a Tier 1 facility.

c. Relating to a Tier 1 facility's operation:

i. Spending and employment by the facility to fulfill an order placed by Attentive Energy's Project.

In its Application, Attentive Energy's IMPLAN analysis treated spending and employment by a Tier 1 facility to fulfill an order placed by its Project as **direct spending** and **indirect employment**.

Based on updated BPU guidance in Clarifying Questions Set 1, Attentive Energy's IMPLAN analysis treats spending and employment by a Tier 1 facility to fulfill an order placed by its Project as **direct spending** and **direct employment**.

ii. Spending and employment by the facility to fulfill an order placed by another Qualified Project.

In its Application, Attentive Energy's IMPLAN analysis did not count spending and employment by a Tier 1 facility to fulfill an order placed by another Qualified Project as a direct economic impact generated by Attentive Energy's Project. In its Application and in this transmittal, Attentive Energy's IMPLAN analysis treats spending and employment by a Tier 1 facility, where Attentive Energy invests in the facility, to fulfill an order placed by another Project as **indirect employment and the associated labor spending as indirect**.

In question 14.d, related to the Bills-of-Goods-Project worksheet that must only include direct economic impacts, and further, only present guarantees, Attentive Energy understands the BPU's statement that "Attentive Energy cannot claim credit for spending or labor time associated with the facility's fulfillment of orders placed by other projects, whether they are Qualified Projects or awarded in response to other states' solicitations" as relating to direct spending and labor.

iii. Spending and employment by the facility to fulfill an order placed by a project outside of this solicitation.

In its Application, Attentive Energy's IMPLAN analysis did not count spending and employment by a Tier 1 facility to fulfill an order placed by another Qualified Project as a direct economic impact generated by Attentive Energy's Project. In its Application and in this transmittal, Attentive Energy's IMPLAN analysis treated spending and employment by a Tier 1 facility, where Attentive Energy invest in the facility, to fulfill an order placed by another Project as **indirect employment and the associated labor spending associated as indirect**.

In question 14.d, related to the Bills-of-Goods-Project worksheet that must only include direct economic impacts, and further, only present guarantees, Attentive Energy understands the BPU's statement that "Attentive Energy cannot claim credit for spending or labor time associated with the

facility's fulfillment of orders placed by other projects, whether they are Qualified Projects or awarded in response to other states' solicitations" as relating to direct spending and labor.

d. Relating to a Tier 2 facility's development and construction:

i. Spending and employment to develop and construct the facility resulting from Attentive Energy's Project's investment in the facility.

[REDACTED]

ii. Spending and employment to develop and construct the facility resulting from another Qualified Project's investment in the facility.

In both its Application and this transmittal, Attentive Energy's IMPLAN analysis did not count spending and employment to develop and construct a Tier 2 facility resulting from another Qualified Project's investment in the facility as an economic impact generated by Attentive Energy's Project.

iii. Other spending and employment to develop and construct the facility.

Attentive Energy is not considering other spending and employment to develop and construct a Tier 2 facility.

e. Relating to a Tier 2 facility's operation:

i. Spending and employment by the facility to fulfill an order placed by Attentive Energy's Project.

In its Application, Attentive Energy's IMPLAN analysis treated spending and employment by a Tier 2 facility to fulfill an order placed by its Project as **direct spending** and **indirect employment**.

Based on updated BPU guidance in Clarifying Questions Set 1, Attentive Energy's IMPLAN analysis treats spending and employment by a Tier 2 facility to fulfill an order placed by its Project through a Tier 1 facility as **direct spending** and **direct employment**.

ii. Spending and employment by the facility to fulfill an order placed by another Qualified Project.

In both its Application and this transmittal, Attentive Energy's IMPLAN analysis did not count spending and employment by a Tier 2 facility to fulfill an order placed by another Qualified Project as an economic impact generated by Attentive Energy's Project.

iii. Spending and employment by the facility to fulfill an order placed by a project outside of this solicitation.

In both its Application and this transmittal, Attentive Energy's IMPLAN analysis did not count spending and employment by a Tier 2 facility to fulfill an order placed by a project outside of this solicitation as an economic impact generated by Attentive Energy's Project.

[Response to question 9 was submitted on September 11, 2023.]

10. Section 8 Attachment 8-A, Appendix A: “If ... the BPU intended that Applicants may include all jobs created as a result of direct investment in a Tier 1 or Tier 2 facility as direct FTEs, then this Table 2 would detail the breakdown of expected direct FTEs for Project options using this alternative approach. If the BPU agrees with this alternate approach, then Attentive Energy can also provide a corresponding breakdown of revised guaranteed FTEs for Project options.”

Please provide the corresponding breakdown of revised guaranteed FTEs for Project options in Table 2.

Attentive Energy has uploaded a revised Attachment 8-A to the portal with this transmittal, named “Attachment 8-A Revision 1”, which includes the proposed revised guaranteed FTE-years.

In order to comply with the guidance provided by the BPU in Clarifying Questions Set 1 with respect to direct spending and jobs, Attentive Energy has prepared Table 3 in Attachment 8-A Revision 1. BPU’s new guidance differs from the original approach that Attentive Energy utilized in its Application, which is provided in Table 1 in Attachment 8-A (also provided in Attachment 8-A Revision 1), and from the alternate approach that is provided in Table 2 in Attachment 8-A (also provided in Attachment 8-A Revision 1). Attentive Energy was concerned in the preparation of its Application that its understanding of direct jobs and spending excluded jobs that could appropriately be considered direct jobs. To highlight this potential issue, Attentive Energy provided an alternate number of direct jobs and spending in Table 2 based on a broader interpretation of BPU’s guidance from responses to Q&A. Neither of these interpretations are consistent with the BPU’s new guidance in Clarifying Questions Set 1 (e.g., Question 14.d), so Attentive Energy is providing a new Table 3 in Attachment 8-A.

Table 3 in Attachment 8-A Revision 1 details the breakdown of expected direct FTE-years for Project options using the revised guidance provided by BPU in Clarifying Questions Set 1 distinguishing direct versus indirect.

[Responses to questions 11-13 were submitted on September 11, 2023.]

Application Forms

14. Bills-of-Goods-Project and Bills-of-Goods-Prebuild worksheets: Please provide revised versions of these worksheets that are consistent with the guidance below.

Attentive Energy has provided revised Application Forms for the [REDACTED] offered in its Application in a confidential zip folder³. These updated forms conform to revised instructions in question 14 for completing the Bills-of-Goods worksheets, and additionally, the Economic Impacts worksheets conform to the new interpretations in Clarifying Questions Set 1 that Attentive Energy has been asked to take with respect to direct jobs and spending.

³ The entire contents of the zip folder uploaded by Attentive Energy in response to this request is confidential. Attentive Energy did not provide a public version with redactions because of the nature of the attachment shared.

a. Only direct spending and jobs values associated with the Project can be entered on these worksheets.

In both the Application Forms submitted on August 4, 2023 and the updated Application Forms included in this transmittal, only direct spending and jobs associated with the Project are entered on the Bills-of-Goods worksheets. [REDACTED]

b. The data provided should be consistent with the guarantees provided on the Economic Impacts-Project and Economic Impacts-Prebuild worksheets, and not the expected values, unless the guaranteed and expected values are the same. As per the instructions on the respective worksheets, monetary values in the Bills-of-Goods worksheets should be expressed in real 2023 dollars, while the monetary guarantees provided on the Economic Impacts worksheets that will be used for auditing purposes should be expressed in nominal dollars.

Attentive Energy confirms that the data in the Bills-of-Goods worksheets in the updated Application Forms are consistent with the guarantees provided in the Economic Impacts worksheets.

[REDACTED]

[REDACTED]

c. Attentive Energy should treat the spending and jobs associated with the development and construction or expansion of Tier 1 facilities as direct, and include them on the relevant worksheet, regardless of whether it intends to make purchases from the Tier 1 facility for its Project. If Attentive Energy is not funding the full cost of the development and construction or expansion of a Tier 1 facility, then the actual (not full) amount that it will contribute should be entered for the in-state cost, and its pro-rata (based on its share of the total cost) share of labor time and labor cost should be entered. If Attentive Energy is making only a partial investment in the development and construction or expansion of a Tier 1 facility, it cannot claim credit for the full value of the facility and all job-years created to develop and construct or expand it. For each Tier 1 facility, please clearly identify any and all line items related to the development and construction or expansion of the facility. These line items should not contain spending unrelated to the Tier 1 facility, or spending related to an order the Project will place at the Tier 1 facility.

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[REDACTED]

d. Attentive Energy should treat the spending and jobs associated with orders placed at Tier 1 facilities as direct, and include them on the relevant worksheet, regardless of whether it intends to contribute to the development and construction or expansion of the Tier 1 facility. Attentive Energy can only claim credit for the cost of its order, and the direct labor time and labor spending that will be created by the Tier 1 facility to fulfill its order. Attentive Energy cannot claim credit for spending or labor time associated with the facility's fulfillment of orders placed by other projects, whether they are Qualified Projects or awarded in response to other states' solicitations. For each Tier 1 facility, please clearly identify any and all line items related to the Project's order placed at the facility. These line items should not contain spending unrelated to the Tier 1 facility, or spending related to the development and construction or expansion of the facility.

Updated Application Forms are provided with this transmittal that are revised to incorporate this clarification. [REDACTED]

[REDACTED]

e. Attentive Energy cannot enter line items on these worksheets related to Tier 2 facilities. If Attentive Energy is making a direct investment in a Tier 2 facility through its investment in a Tier 1 facility, then the investment in the Tier 2 facility should be reported as an increase in the Attentive Energy's investment in the Tier 1 facility and reported as a separate line item on the relevant worksheet. For each such line item, please provide documentation that supports the Attentive Energy' claim that the investment in the Tier 2 facility through a Tier 1 facility should be treated as direct.

[REDACTED]

[REDACTED]

[REDACTED]

f. For the separate Application Forms, Attentive Energy should include an identical set of line items on these worksheets, and insert zeros for the in-state cost, labor time, labor cost and percent share of cost and labor by calendar year of line items that are not applicable to a particular version of the Project.

Attentive Energy understands this clarification and has updated the Application Forms to include an identical set of line items on the worksheets (Bills-of-Goods-Project worksheet and Bills-of-Goods-Prebuild worksheet, respectively) for all Project options, with zeros or blanks inserted for the in-state cost, labor time, labor cost and percent share of cost and labor by calendar year of line items that are not applicable to a particular Project option.

15. Bills-of-Goods-Project worksheet: Regarding the entries on this worksheet:

a. For the construction phase, each Project has one or more line item with labor time and labor spending values that are equivalent to [REDACTED]. For each such line item, please either provide an explanation supporting the reasonableness of the value or provide updated Application Forms that revise the labor spending, labor time, or both.

[REDACTED]

[REDACTED]

b. For the decommissioning phase, the single line item listed for each Project has labor time and labor spending values that are equivalent to [REDACTED]. Please either provide an explanation supporting the reasonableness of this value, including the components that contribute to the total, or provide updated Application Forms that revise the labor spending, labor time, or both.

Please reference response to question 15.a. Attentive Energy provides with this transmittal updated Application Forms with revised labor cost and/or labor time that conform to revised BPU guidance on direct spend and jobs included in Clarifying Questions Set 1.

c. Project 1 lists the start year for the development phase as [REDACTED]. Please either confirm that Project 1's listed start year for the development phase is correct or provide a revised Application Form for Project 1 with a correct start year for the development phase.

This was an error that has been corrected in the revised Application Form for Project option 1.

d. Please provide a revised Application Form for Project 3 with correct units for the decommissioning phase. Currently, the line item in this table is expressing costs in dollars instead of the requested millions of dollars.

This has been corrected in the revised Application Form for Project option 3.

16. Bills-of-Goods-Prebuild worksheet: Regarding the entries on this worksheet:

a. For the development phase, the single line item listed for each Project has a total in- State cost of [REDACTED]. Please provide updated Application Forms that have consistent values for labor time and cost.

Please reference response to question 15.a. Updated Application Forms are provided with revised labor cost and/or labor time.

b. For the construction phase, the single line item listed for each Project has labor time and labor cost values that are equivalent [REDACTED]. Please either provide an explanation supporting the reasonableness of this value or provide updated Application Forms that revise the labor cost, labor time, or both.

Please reference response to question 15.a. Updated Application Forms are provided with revised labor cost and/or labor time.

c. For the decommissioning phase, the single line item listed for each Project has labor time and labor cost values that are equivalent [REDACTED]. Please either provide an explanation supporting the reasonableness of this value or provide updated Application Forms that revise the values for labor cost, labor time, or both.

Please reference response to question 15.a. Updated Application Forms are provided with revised labor cost and/or labor time.

We again thank the BPU's Offshore Wind Team for the opportunity to address clarifications related to Attentive Energy's Application. We look forward to supporting New Jersey and its communities as a long-term partner. If you have any additional questions or seek clarification to any of our responses, please do not hesitate to contact me at christen.wittman@totalenergies.com or (508) 272-6987.

Sincerely,



Christen Wittman
Vice President Project Development