



12 E. 49th Street | 11th Floor
New York, NY 10017

October 3, 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 2 (part 2 of 2), Received on September 19, 2023

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 [REDACTED] TotalEnergies [REDACTED], 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 19, 2023 providing Clarifying Questions Set 2 for Attentive Energy’s Application submitted in response to BPU’s third offshore wind solicitation.¹ This letter contains responses to the second part of Clarifying Questions Set 2. The BPU granted an extension to the Set #2 Clarifying Information Submission Deadline to 5:00 pm Eastern Time on October 3, 2023. Responses to questions on the Project Financing Plan, Project Revenue Plan and Strategy, Interconnection Plan, Application Form – Revenues worksheet, and Application Form – Bills-of-Goods worksheet, which were not provided in Attentive Energy’s part 1 response to Clarifying Questions Set 2, are provided herein.

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.

[Responses to Questions 1-7 were submitted on September 26, 2023.]

Project Financing Plan

8. Section 5.3: Regarding Table 5-1:

a. Please provide the percentages and amounts of sources ([REDACTED]) that comprise full base case project financing at COD consistent with the assumed loan amount of [REDACTED].

Please see Table 1 below, which provides estimated [REDACTED] balances as of the Commercial Operations Date (“COD”) for each of the [REDACTED] proposed.

[REDACTED]

b. Please clarify whether [REDACTED].

[REDACTED]

c. If [REDACTED], which banks is Attentive considering?

[REDACTED]

[REDACTED]

9. **Section 5.4: Regarding Figure 5-1,** [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Project Revenue Plan and Strategy

10. **Section 7.2:** Please provide all the details of the [REDACTED], including “... long-term market price forecasts for electric energy prices, electric capacity prices, emissions allowance prices, fuel prices (i.e., natural gas, fuel oil, and coal), and ancillary market prices for multiple Project configurations.”

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

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.

³ 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.

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11. Section 7.2: Please identify the dispatch and production costing models utilized to develop market price forecasts.

[Redacted]

12. Section 7.2: Do the long-term market price forecasts assume that the 11 GW by 2040 offshore wind goal is achieved for New Jersey? If not, what assumption of offshore wind buildout has been assumed?

[Redacted]

13. Section 7.2: Please provide all the details of the capacity revenue assessment.

[Redacted]

[Redacted text block]

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- [Redacted list item]
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[REDACTED]

[Responses to Questions 25-37 were submitted on September 26, 2023.]

Interconnection Plan

38. Section 13.4.4: Attentive Energy has proposed [REDACTED]

a. Would construction progress on [REDACTED]?

[REDACTED]

[REDACTED] Please see Attachment 12-B to Attentive Energy’s Application, which provides the schedule for Attentive Energy’s Prebuild option, for additional details regarding the anticipated construction sequence. Attentive Energy will continue to evaluate and refine the optimal construction sequence as it progresses through permitting and detailed design.

b. If no, what staging assumptions has Attentive Energy made in regard to the construction of [REDACTED] in order to minimize disruptions in affected communities?

N/A, please see response to question 38.a.

c. Have any studies been performed to analyze local impacts to traffic and communities for the envisioned construction plan?

At this stage, Attentive Energy has not performed additional studies to analyze additional local impacts to traffic and communities for the envisioned construction plan. Traffic studies such as Work Zone Impact Analysis, including determination of permitted lane closure times, time of day, week, season, Temporary Work Zone Analysis, Alternate route and Traffic lane deviation analysis, are all part of Attentive Energy’s planned detailed engineering efforts, as discussed in Attachment 12-B to the Application. These activities are scheduled to commence after a Board Decision is made. [REDACTED]

[REDACTED]

Attentive Energy plans to work with stakeholders to understand specific local concerns, and if awarded the Prebuild Infrastructure scope, the construction sequence of the Prebuild Infrastructure will be developed to minimize impacts to local traffic. [REDACTED]

[REDACTED]

d. If yes, please provide the studies or summaries of relevant highlights. If not, please explain why not.

One of the contributing factors to Attentive Energy’s proposed [REDACTED] right-of-way (“ROW”) [REDACTED]

[REDACTED]

[REDACTED]. These are supported within Attachment 12-B to Attentive Energy's Application, [REDACTED].

[REDACTED].

[REDACTED] This approach was informed by [REDACTED].

e. What mitigation measures has Attentive Energy contemplated to minimize disruptions in local communities if construction is to be staged?

N/A, please see response to question 38.a.

39. Section 13.5.3: Please provide a drawing of the cross section of the [REDACTED].

Attentive Energy has provided indicative [REDACTED] engineering details that are responsive to SGD requirements in its Application as Attachment 13-D, the design basis document, and Attachment 13-J, an outline of the Prebuild Infrastructure conceptual design. The proposed Prebuild Infrastructure design is indicative at this stage, and design will progress through detailed engineering activities following the Board Decision. [REDACTED].

[REDACTED].

40. Section 13.5.3: Please provide a depiction of proposed permanent/long term easement area as well as a proposed temporary construction easement area in relationship to existing site conditions, if known, at current stage of project development.

Attentive Energy has provided indicative information in its Application [REDACTED].

[REDACTED]. Additional information is provided in Attachment 13-K to the Application, which illustrates crossing locations and more for the Prebuild Infrastructure. Table 13-6 and Attachment 13-K outline areas which could potentially be impacted by either permanent, long-term, or temporary construction easements [REDACTED]. Attentive Energy will continue to develop and refine these locations during the land acquisition and detailed engineering stages that will commence after Board Decision. As shown in Attachment 12-B, which provides the details of the Prebuild Infrastructure schedule, the land acquisition timeline runs in parallel with the detailed route survey and detailed engineering phases to help acquire additional information related to permanent, long-term, or temporary construction easements.

41. Section 13.5.3: The [REDACTED] will be installed [REDACTED].

a. What assurances/guarantees will Attentive Energy provide that [REDACTED]

[REDACTED]?

Through its detailed engineering and detailed in-field route surveys, Attentive Energy will develop designs to ensure proposed Prebuild Infrastructure [REDACTED].

[REDACTED]. Similarly, Attentive Energy will develop designs to ensure [REDACTED].

During the detailed engineering and survey phases, [REDACTED] will be contacted, and appropriate design and operating agreements will be mutually established to avoid any impacts to existing assets. [REDACTED]

[REDACTED]

b. What permitting requirements or other consent requirements relate to [REDACTED]?

An example of consent requirements and mutual engagement between existing asset owners and Attentive Energy is provided in Section 13.4.3, which outlines Attentive Energy’s early engagement with New Jersey Department of Military and Veterans Affairs (“DMAVA”). [REDACTED]

[REDACTED]

In the Application, Table 14-1: Permitting matrix for the Attentive Energy Two Project identifies a separate category for all potential permits associated with the Prebuild option. Attachment 13-D also provides a permitting matrix identifying the need to further investigate various individual municipal permits that would need to be obtained and approved prior to any underground construction under the public roadways [REDACTED].

As an example of the coordination that would be required, Attentive Energy anticipates working closely with both the Road Supervisor of Monmouth County and the public utility Jersey Central Power & Light (“JCP&L”), to obtain permit approvals on all underground construction activities that may impact or come within close vicinity of [REDACTED]. From this coordination, Attentive Energy would obtain accurate as-built data from the public utility, perform underground utility survey work, and perform detailed engineering designs to produce layouts to support the permitting process.

c. How can [REDACTED] [REDACTED]?

[REDACTED] is a familiar concept to Attentive Energy’s technical team and [REDACTED], as well as the engineering and construction industry more broadly. Typically, [REDACTED]

[REDACTED]

[REDACTED] and a design is engineered to provide an optimal solution that works for all stakeholders involved. All of the aforementioned options are typically expected to increase the cost of construction, and one must also consider operability and security of all assets involved. If [REDACTED], Attentive Energy would expect to consider these options during detailed engineering and detailed route surveying activities.

42. Section 13.5.3: The Project infrastructure may intersect with [REDACTED]

a. How will the Attentive Energy proposed infrastructure relate to [REDACTED]?

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

b. Will new infrastructure proposed be [REDACTED]?

[REDACTED]

[REDACTED]

c. What permitting requirements or other consent requirements relate to [REDACTED]?

[REDACTED], as shown in Figure 1 and within Attachment 13-J to the Application. [REDACTED]

43. Section 13.5.3: How does Attentive Energy plan to address the assessment and management of Unexploded Ordnance/Munitions of Explosive Concern (“UXO/MEC”)

[REDACTED]

[REDACTED] Additional potential UXO and MEC risks are being identified through geophysical surveys in the Lease Area and [REDACTED]. Following the completion of geophysical surveys, survey data will be reviewed to confirm any potential UXO and MEC risk areas.

Attentive Energy is actively planning an additional survey campaign to identify and confirm the presence of UXOs and MECs in offshore areas. This information will be used to inform siting of Project infrastructure in a manner that avoids high risk areas where possible, and where avoidance of potential UXOs and MECs is not feasible, Attentive Energy will follow national guidance for responding to MEC in U.S. federal waters. Attentive Energy is closely following the U.S. Committee on the Marine Transportation System’s (“CMTS”) recently published proposed national guidance. Attentive Energy recently met with appropriately trained UXO/MEC contractors to discuss elements of a munitions response plan which will be developed and submitted, per CMTS’s proposed guidance, to all applicable federal agencies before any seabed disturbing activities begin. [REDACTED]

[Redacted text block]

[Redacted text block]

[Redacted text line]

44. Section 13.5.3: Regarding the [Redacted text] :

a. What is the plan to [Redacted text]

[Redacted text block]

The responses to parts a-d of question 44 are provided together below.

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

45. Section 13.5.3: What [redacted] restrictions can be expected during the construction phase? How will they be mitigated to ensure [redacted] are not disrupted?

[Redacted text block]

[Redacted text block]

[REDACTED]

[REDACTED]

[REDACTED] In all cases, Attentive Energy will prioritize early engagement and open, transparent communication with DMAVA to ensure a mutual agreement regarding site access requirements for the Project and the Prebuild Infrastructure option.

46. Section 13.5.3: What sensory impacts will be experienced by humans and animals during [REDACTED]? For clarification, what sensory evidence of these activities will users of [REDACTED], adjacent property owners and animal life potentially experience, e.g. vibrations, sounds from equipment running inland (decibel or relative sound comparison), sounds from equipment running offshore, increased traffic to or from construction site, etc. during the activity?

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

47. Section 13.5.3: Are noise regulations currently in place in or near [REDACTED]? If so, would the [REDACTED] exceed the existing noise thresholds? If so, how does Invenergy Wind Offshore plan to overcome this obstacle?

Question 47 references Invenergy Wind Offshore, but Attentive Energy has provided a response assuming the question is intended for Attentive Energy.

Attentive Energy follows local and state Public Noise Control Acts closely. Both the State of New Jersey, specifically NJDEP Noise Control Act⁶, and [REDACTED]

⁶ <https://www.nj.gov/dep/enforcement/noise-control.html>

[REDACTED] provide an approximate estimate of Maximum Permissible Sound Levels of 65 dB for Commercial Properties and Industrial equipment used during construction during regular business hours. Attentive Energy will work closely with DMAVA, NJDEP, and local constituents, [REDACTED], to obtain approval and permission for construction activities including [REDACTED], excavation, trenching, and installation. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

48. Section 13.5.3: What impacts to [REDACTED], if any, are expected to be encountered during the construction phase?

As noted in the response to question 45, Attentive Energy understands that [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED] Attentive Energy will ensure all HSE measures in accordance with local, state and federal (including Occupational Safety and Health Administration (“OSHA”)) regulations are adhered to, to keep all personnel, including construction crews, and occupants/users of [REDACTED] safe. [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

49. Section 13.5.3: How does Attentive Energy plan to access the site during construction operations, including ingress and egress planning?

Attentive Energy will work closely with DMAVA for all site access requirements, including temporary and permanent easements and required ingress and egress planning during construction operations for the Prebuild Infrastructure. Along with planning personnel requirements, Attentive Energy will plan vehicle ingress and egress management and mutually discuss with DMAVA. Many vehicle ingress/egress management controls could be proposed to meet DMAVA’s requirements. Some of these measures could include, but are not limited to:

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

- [REDACTED]

Ingress and egress plans during construction periods for large infrastructure projects like the Prebuild Infrastructure are tailored to site conditions, property owner requirements, and/or project requirements. The ingress and egress plans will be periodically monitored, inspected, audited, and revised as necessary, to ensure personnel safety and uninterrupted [REDACTED] operations.

50. Section 13.5.3: How does Attentive Energy plan to restore areas on [REDACTED] that will be affected during the construction phase?

Once Attentive Energy has developed a detailed construction layout, a site restoration action plan will be proposed as part of the final construction drawings. The restoration plan will ensure that the construction site is restored to at least the pre-existing conditions the site was initially provided in. Typical construction activities of site restoration could include, but are not limited to:

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

51. Attachment 13-C [REDACTED]

a. The results of Case Study 3 [REDACTED]

Please confirm if our understanding of the results is accurate.

Yes, the BPU's understanding of the results is accurate. [REDACTED]

[REDACTED]

b. The results of Case Study 4 [REDACTED]

Please confirm if our understanding of the results is accurate.

Yes, the BPU's understanding of the results is accurate. [REDACTED]

[Redacted]

52. Attachment 13-H: You indicate confidence that with optimizations you could

[Redacted]

a. Are those optimizations possible

[Redacted] ? If no, why not?

[Redacted]

b. Would it be possible to achieve

[Redacted] ? If no, please summarize the main reasons this would not be possible or highly unlikely.

[Redacted]

53. Attachment 13-H: You indicate that to accommodate

[Redacted]

[REDACTED]

b. Do you have an alternate route capable of [REDACTED]? If yes, was the alternate route considered strictly on a “desktop” assessment or was there more environmental assessment conducted on the ground? If additional environmental assessment was conducted, please provide any additional information in your possession deemed relevant for Board Staff’s consideration.

[REDACTED]

[Responses to Questions 54-59 were submitted on September 26, 2023.]

Application Forms

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

62. “Revenues” worksheet: The Class I REC Price projections [REDACTED].

a. Does the price projection represent a floor based on voluntary REC market purchases, or administrative carrying costs?

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

¹¹ 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.

b. How are REC prices projected?

[REDACTED]

63. “Revenues” and “WTG Performance Data” worksheets: A product sum of the Forecast of Energy Prices (\$/MWh) in the Revenues sheet and the Expected Delivered Energy by Month and Calendar Year (MWh) in the WTG Performance Data sheet do not appear to match the Total Energy Revenue (\$) in the Revenues sheet. Please explain why these quantities do not match.

[REDACTED]

[Responses to Questions 64-65 were submitted on September 26, 2023.]

66. Bills-of-Goods-Project worksheet: The development, construction and operation phases each contain a [REDACTED] line item and a [REDACTED] line item.

a. Please clarify what is included in each of these line items for each phase. Are all items in the table on page 8-26 included in these line items?

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted]

[Redacted]

b. For each phase, please identify which line items, if any, contain spending related to environmental and fisheries initiatives, workforce development initiatives, and other community benefit initiatives. For each line item identified, if it contains spending unrelated to these categories, please identify the amount of the line item that is associated with these categories.

Attentive Energy has provided updated Application Forms with this transmittal¹². Please see the responses to questions 66.c and 67 for a summary of all updates.

Specific to this question 66.b, in the BOG-Project worksheet in the updated Application Forms submitted with this transmittal, spending related to environmental and fisheries initiatives, workforce development initiatives, and other community benefit initiatives are provided in the lines titled "Investment Program initiatives"¹³. Only spending related to environmental and fisheries initiatives, workforce development initiatives, and other community benefit initiatives are included in the lines titled "Investment Program initiatives". [Redacted]

[Redacted]

¹² The entire contents of these Excel files 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.

¹³ In previous Application Forms submitted, spending related to environmental and fisheries initiatives was included in the Enviro/fisheries ("fisheries/scientific research and development") line items, and workforce development initiatives and other community benefit initiatives were included in the Community investments ("vocational rehabilitation services") line items. These line items have been consolidated into one line item per phase in response to question 66.c.

c. Please provide revised forms that report spending and jobs associated with environmental and fisheries initiatives, workforce development initiatives, and other community benefit initiatives included in the guaranteed minimum direct in-state jobs creation and expenditures reported in row 70 of the Economic Impacts-Project worksheet as a single line item in the development, construction and decommissioning phases. Spending and jobs that are in these categories, but not included in the guarantees, should not be included in the Bills-of-Goods Project worksheet. No other line item should contain spending or jobs related to these categories. Note that spending on the Bills-of-Goods-Project worksheet is in real 2023 \$ while the guarantees on the Economic Impacts-Project worksheet are in nominal dollars.

Attentive Energy has attached revised Application Forms with this transmittal. Please see response to question 66.b above. Spending related to environmental and fisheries initiatives, workforce development initiatives, and other community benefit initiatives are provided in the lines titled “Investment Program initiatives”, and there is one “Investment Program initiatives” line for the following three phases: development, construction, and operations.

[Redacted]

- [Redacted]
- [Redacted]
- [Redacted]

67. Bills-of-Goods-Project worksheet: In response to CQ #1 Question 14b on September 18, 2023, Attentive Energy stated:

[Redacted]

Please provide revised Application Forms for all Projects that give values for the full operation phase and the decommissioning phase for each Project that are consistent with the guarantees provided on the Economic Impacts-Project worksheet. For clarity, note that [Redacted]

As noted in response to question 66, Attentive Energy has attached revised Application Forms with this transmittal.

[Redacted]

[Redacted]

[Redacted]

[Redacted]

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