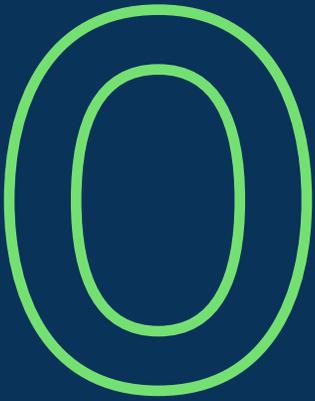


PUBLIC VERSION

ATTENTIVE ENERGY TWO

New Jersey Board of Public Utilities
Offshore Wind Solicitation #3

Attentive Energy LLC
August 4, 2023



EXECUTIVE SUMMARY



Executive Summary

ES-1. Introduction

Attentive Energy LLC (“Attentive Energy” or the “Applicant”) is pleased to present this Application offering the Attentive Energy Two Project (the “Project”) in response to the New Jersey Board of Public Utilities’ (“BPU”) Third Solicitation to secure Offshore Wind Renewable Energy Certificates (“OREC”), issued on March 6, 2023. As part of this Application, Attentive Energy has developed a portfolio of Project options for the BPU to consider, all of which have been designed to create jobs, opportunity, and clean energy in New Jersey, while prioritizing affordability to ratepayers.

New Jersey’s offshore wind: solidifying leadership and expanding opportunities

The State’s third offshore wind solicitation presents a unique opportunity to further accelerate an energy transition that will deliver lasting environmental and economic benefits for residents in every county. This transition will create jobs not only in the existing business community and among key partners in organized labor, but to be truly successful, it must also create new pathways to integrate communities and populations often forgotten. We believe the Project options included in this Application will contribute towards these goals.

Attentive Energy and this Application are the direct result of the Murphy Administration’s early leadership on offshore wind and the impact it will have on the State’s future. From raising the State’s ambitious offshore wind goals to establishing proactive environmental justice legislation, the Murphy Administration has led from the front and taken decisive actions for New Jersey to continue as a national leader in an equitable and inclusive clean energy economy.

Attentive Energy owes its existence to Governor Phil Murphy’s 2018 European trade mission, one that resulted in our team establishing operations in New Jersey. At that time years ago, Governor Murphy’s leadership on offshore wind and vision for securing New Jersey as a clean energy hub was evident, and it remains what gives the State a pivotal position to further entrench the opportunities and investments from this growing sector as part of the energy transition for the State and the nation. Working hand-in-hand with the Murphy Administration and the BPU, we look forward to complementing New Jersey’s leadership on offshore wind by forging a new clean energy future that allows us to invest from the start in a manner that is local, equitable, and reflective of New Jersey.

Our team has grown within New Jersey, learning from and listening directly to communities and stakeholders from Hamilton to Hoboken and Egg Harbor to Edison. We understand that the benefits of offshore wind will impact communities on and off the coast, and our approach has been to create the widest breadth of understanding and acceptance of offshore wind across the State. We have been listening to these communities for a long time, and we will remain in these communities for the coming decades. We are committed to delivering the jobs we pledge to create, the communities we intend to boost, and the energy savings we expect to deliver to every corner of the Garden State.

This Application reflects the building blocks of a partnership between Attentive Energy and New Jersey, designed in service of New Jersey ratepayers.

What does Attentive Energy in New Jersey look like?

New Jersey has a clear vision for making the State a leading hub for offshore wind and contributing to a stronger New Jersey economy by anchoring an offshore wind supply chain in the State, enriching the region with technical capability and instilling a natural spirit for new energy opportunities. The Attentive Energy Two Project will make a major contribution to reinforcing New Jersey as an offshore wind hub for this industry.

First, Attentive Energy will utilize and expand upon the foundational investments made by New Jersey in the offshore wind industry by:

[Redacted text block]

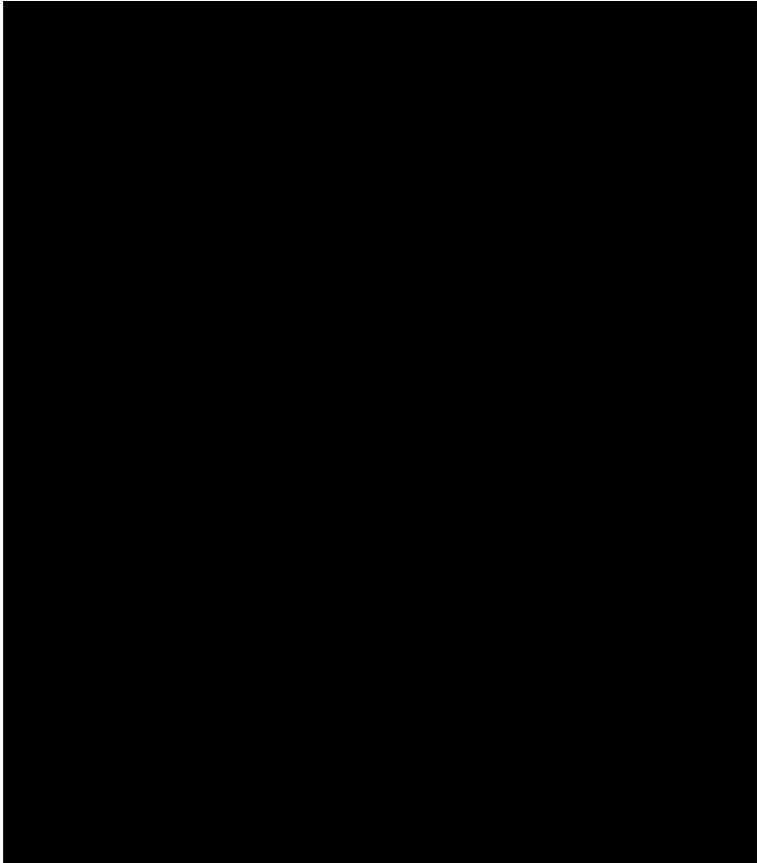
Second, Attentive Energy will create a new wave of jobs and innovation opportunities in the State by:

[Redacted text block]

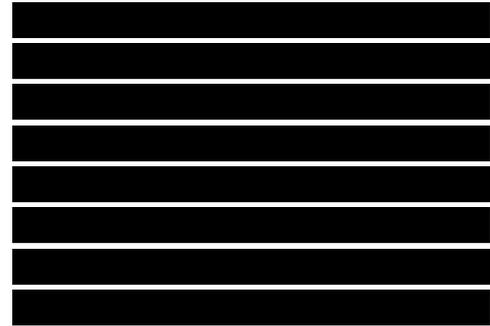
Third, Attentive Energy will support New Jersey’s energy transition by:

- [Redacted text block]

[Redacted text block]



Attentive Energy will only succeed by mobilizing the energy of multiple local communities: [redacted]



[redacted] We are dedicating the resources necessary to this all-encompassing engagement that we believe is necessary to create the meaningful change promised by offshore wind.



[redacted] These objectives are designed to be complementary to one another, working cooperatively as “gears” that move forward together and move New Jersey towards an equitable clean energy future.

Attentive Energy combines the unparalleled technical and financial strength of TotalEnergies and Corio (each, a “Sponsor”), who together have one of the largest combined offshore wind portfolios in the world at approximately 40 gigawatts (“GW”). [redacted]



[redacted] Both Sponsors bring to New Jersey their global expertise and local know-how: the Sponsors have been working in New Jersey since the 1980s, leading critical transportation and logistics infrastructure, manufacturing facilities, and implementing renewable energies throughout the State.



[REDACTED]

The Project's offshore wind farm will be located in BOEM Lease OCS-A 0538 (the "Lease Area"), approximately 42 miles east of Seaside Heights, the nearest onshore point in New Jersey – 34 miles farther than offshore wind projects previously awarded in New Jersey. Due to its location, Attentive Energy Two's offshore wind farm will be practically invisible to New Jersey's onshore communities.

[REDACTED]

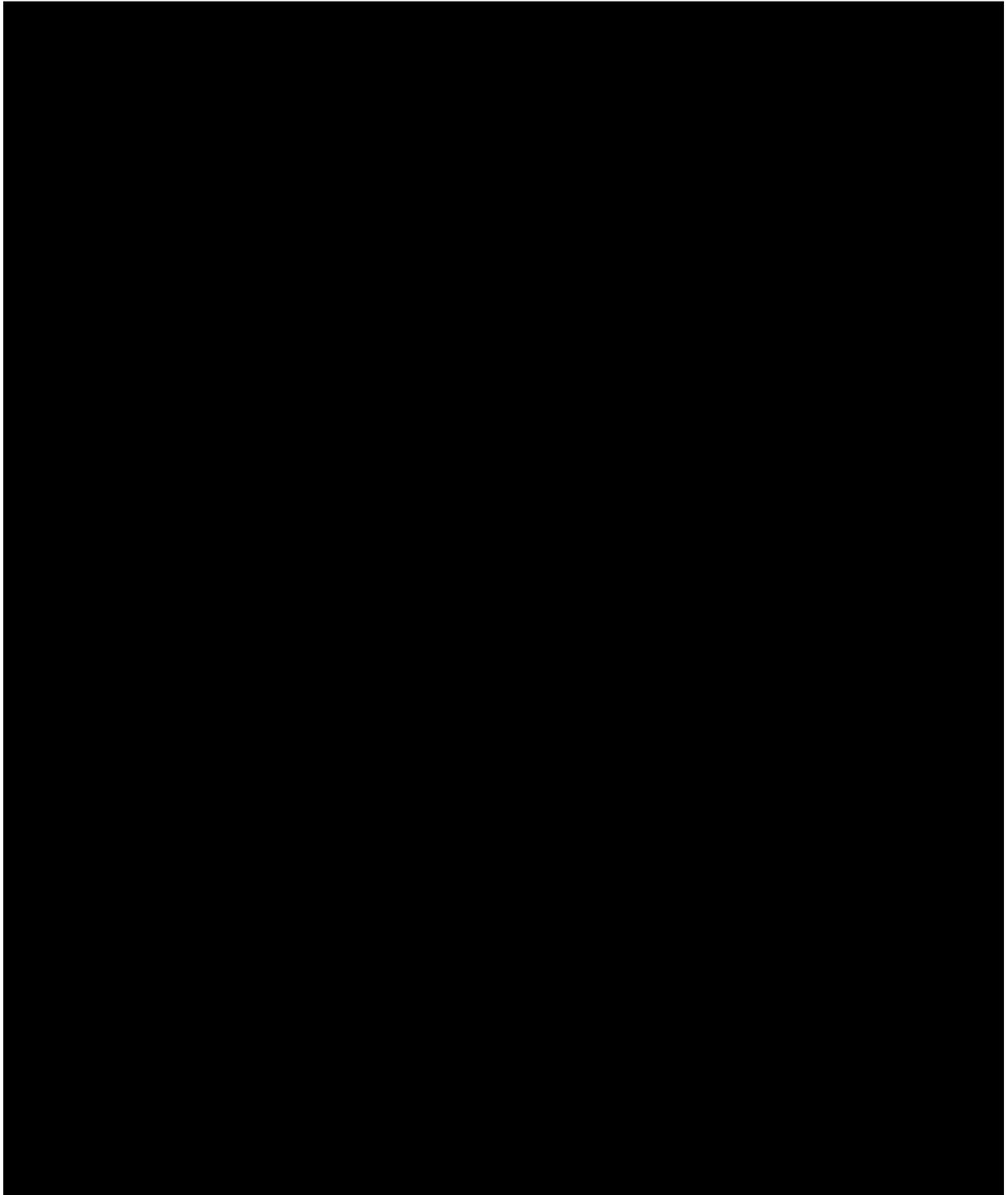
[REDACTED]

[REDACTED]



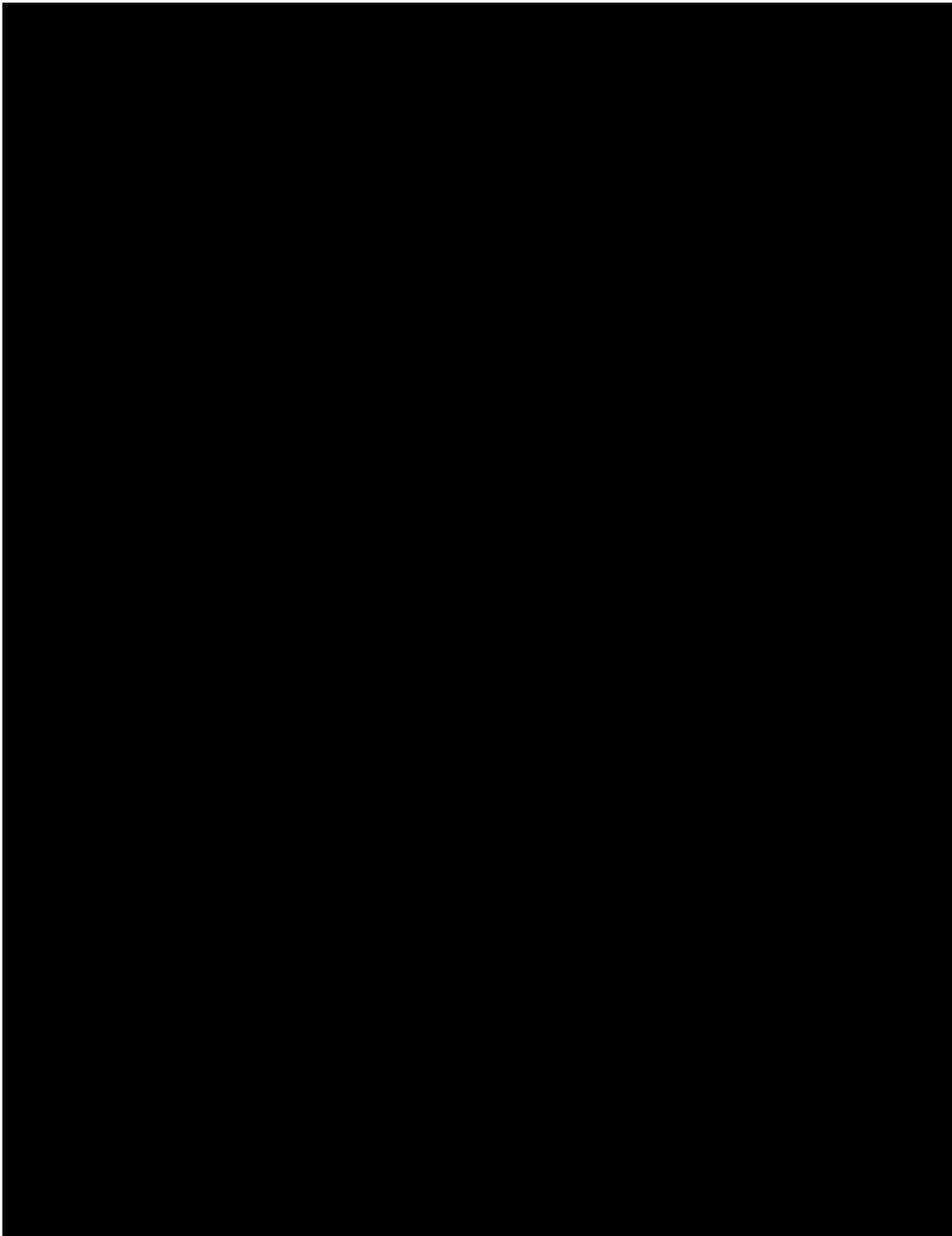
[REDACTED]

Attentive Energy is the best fit for New Jersey



ES-2. Meaningful and inclusive stakeholder and community engagement

Attentive Energy is driven by a mission to put the community first in everything that we do, on and off the coast. Our team has been engaging with New Jersey communities since 2018, four years prior to obtaining our Lease Area. Since that time, our team has established long-standing relationships with stakeholders and other parties that range from environmental justice organizations to labor, to fisheries, and Tribes and Tribal Nations in and around New Jersey. Attentive Energy has bolstered its commitment to early and consistent engagement by making direct investments in initiatives that will develop the offshore wind ecosystem in the State and create family-sustaining jobs throughout all 21 counties of New Jersey.



We live our mission every day – through collaborating with the Girl Scouts of Jersey Shore, spearheading surveys to small, minority, woman, or veteran-owned business enterprises (“SMWVBE”) and fishermen, participating on supply chain and Diversity, Equity, Inclusion, and Justice (“DEIJ”) panels, and coordinating with other developers to decrease the time burdens of development – all while building a hyper-local team that includes New Jersey-based staff. We are not only thoughtful in our approach, but we also use the latest data tracking software to ensure that we keep a deep repository of local contacts and feedback gathered to conduct inclusive, consistent, and productive outreach.

Commitment to Overburdened Communities

Attentive Energy’s community engagement and investments approach is grounded in understanding the importance of actively involving OBCs in the economic development opportunities presented by offshore wind. [REDACTED]

[REDACTED]

[REDACTED]



[REDACTED]

A long-term partnership with labor

Attentive Energy continues to develop meaningful, collaborative partnerships with New Jersey labor unions. [REDACTED]

[REDACTED]

[Redacted]

ES-3. Investments where they really matter

Attentive Energy understands that affordability is a key concern for the BPU and ratepayers, which is why all Project options are focused on minimizing cost by utilizing state and federal incentives, pricing flexibility tools, tiered investment programs, and smart investments that will return benefits to the local economy. [Redacted]

[Redacted]

In-State economic benefits

The economic benefits of offshore wind have the potential to bring significant, lasting improvements to New Jersey’s economy, and Attentive Energy’s historical presence in the State ensures our Project brings personal, lasting outreach to businesses large and small. [Redacted]

[Redacted]

Critically, Project funding will not just go to the “usual suspects” – Attentive Energy is committed to ensuring that Minority-Owned, Women-Owned, Veteran-Owned, and Small Business Enterprises have a seat at the table and a stake in the opportunities.

[Redacted]

Creating and sustaining high-quality jobs in New Jersey

Attentive Energy is led by experienced energy developers, all of whom have seen time and again that offshore wind can mean a lasting economic legacy alongside the delivery of clean, renewable energy. According to Federal Reserve Economic Data, like much of America, New Jersey has shed half of its manufacturing jobs since 1990. That is why we are proud that Attentive Energy Two will be an

infrastructure project at a scale rarely seen in New Jersey, and one that will offer unprecedented opportunities for the State’s manufacturers, small businesses, organized labor, and emerging workforce. [REDACTED]

[REDACTED]

[REDACTED]

Investments of this scope will be just the start of Attentive Energy’s work to realize the promise of offshore wind. [REDACTED]

[REDACTED]

[REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]

Solidifying and expanding New Jersey as an offshore wind hub

[REDACTED]

[Redacted text block]

[Redacted text block]

Attentive Energy sees the confluence of these industry investments and the historical disadvantages of OBCs as a unique opportunity to create a new offshore wind development model that aligns with the Attentive Energy mission of putting communities first, on and off the coast. [Redacted]

[Redacted text block]

[Redacted text block]

Attentive Energy is focused not only on building up a modern New Jersey economy, but also on empowering the communities who form the heart of that economy. [Redacted]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[REDACTED]

[REDACTED]

[REDACTED]

Advancing New Jersey as a hub for research and innovation

New Jersey has taken bold steps to position the State as a leader in the national offshore wind industry. [REDACTED]

[REDACTED]



[Redacted text block]

[Redacted text block]

[Redacted text block]

Connecting and empowering New Jersey's local supply chain

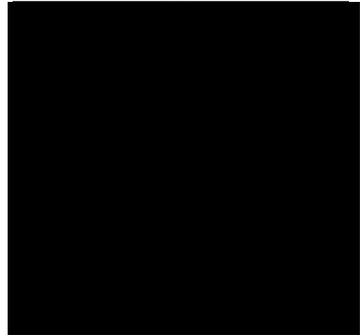
Through early, strategic investments in offshore wind infrastructure, New Jersey is uniquely positioned to be a national leader in the offshore wind supply chain. [Redacted text]

[Redacted text block]

[Redacted text block]

[Redacted text block]

- [REDACTED]



ES-4. A mature project, designed to complement New Jersey’s portfolio

Attentive Energy has demonstrated – through our progress and expediency over the last year since obtaining the Lease – that we are capable of and dedicated to the efficient and responsible delivery of this Project on time and on budget. Driven by the shared fundamental of our Sponsor TotalEnergies as a long-term operator of offshore energy projects, Attentive Energy’s objectives are aligned with New Jersey’s for bringing online a high-performing offshore wind farm in a timely manner, to serve our collective interest of combatting the climate emergency.

An offshore wind farm designed to maximize production

Attentive Energy’s 84,332-acre Lease Area was sited based on years of assessment and stakeholder engagement to minimize overlap with sensitive habitats and ocean stakeholders. Turbines in the Lease Area will capitalize on strong wind resources [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

An HVDC transmission system designed to offer flexibility with the BPU’s SAA approach

The Project includes an HVDC transmission system designed to maximize electrical efficiency and therefore make best use of the available SAA Capability. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] We have been an active stakeholder in the BPU’s roundtables since spring 2019 and have provided feedback within the BPU’s SAA engagement process from the start, giving us a clear understanding of the objectives of the BPU’s offshore wind and transmission programs and policies.

[REDACTED]

Permitting maturity, setting the pace for expeditious Project development

The Project’s permitting is exceptionally mature given the Lease was awarded just over a year ago, resulting from Attentive Energy’s years of engagement and planning efforts in the Bight – work executed in advance of site control with the mission to expedite the connection of a future project. In our first year as leaseholder, we:

- Worked with BOEM to have two Geophysical and Geotechnical (“G&G”) Survey Plans and two Benthic Survey Plans approved per Lease stipulations;
- Submitted a SAP to BOEM in January 2023, [REDACTED];
- Worked with National Marine Fisheries Service to have two years of Incidental Harassment Authorizations approved for G&G surveys, in 2022 and 2023, with the active Incidental Harassment Authorization covering further surveys in the summer of 2023 into 2024; and
- Secured an internationally recognized and highly experienced consultant [REDACTED] to lead development of our Construction and Operations Plan (“COP”).

Attentive Energy has already completed the first marine surveys in its Lease Area and offshore export cable route and is currently in its second year of surveys, advancing its understanding of the geology of the Lease Area’s substrate and already significantly de-risking Project execution. [REDACTED]

The culmination of the Project’s 2022 and 2023 survey campaigns will further the technical maturity of the Project, allowing for FEED level design to advance with a robust understanding of the seabed conditions.

[REDACTED]



[Redacted text block]

[Redacted text line]

Reducing impacts through smart Project planning

[Redacted text line]

[Redacted]

Years of engagement with fishermen in the Bight

Ensuring responsible engagement with the fishing community has been a priority for Attentive Energy since the team was created in 2018. [Redacted]

[Redacted]

[Redacted]

In 2019, Attentive Energy became the first non-leaseholder to hire a Fisheries Liaison, who facilitated the release of a fishing-specific survey and the Project's first Fisheries Communication Plan, fishing port visits, and direct fishing community engagement.

[Redacted]

ES-6. Prioritizing quality of life and ratepayer value

Attentive Energy recognizes that affordability is paramount for New Jersey residents. According to the Cost of Living Index published by the Council for Community and Economic Research, New Jersey's cost of living is higher than the national average. New Jersey is the seventh most expensive State for renters and has the ninth highest home prices in the nation, according to U.S. Census and HUD data in 2022.

[Redacted]



[Redacted]

[REDACTED] Those are real dollars that will stay in the pockets of families across New Jersey, compounded by decades of savings.

Also of particular importance to Attentive Energy – a company founded on the promise of clean energy – are the benefits to public health offered by the construction of Attentive Energy Two. [REDACTED]

[REDACTED]

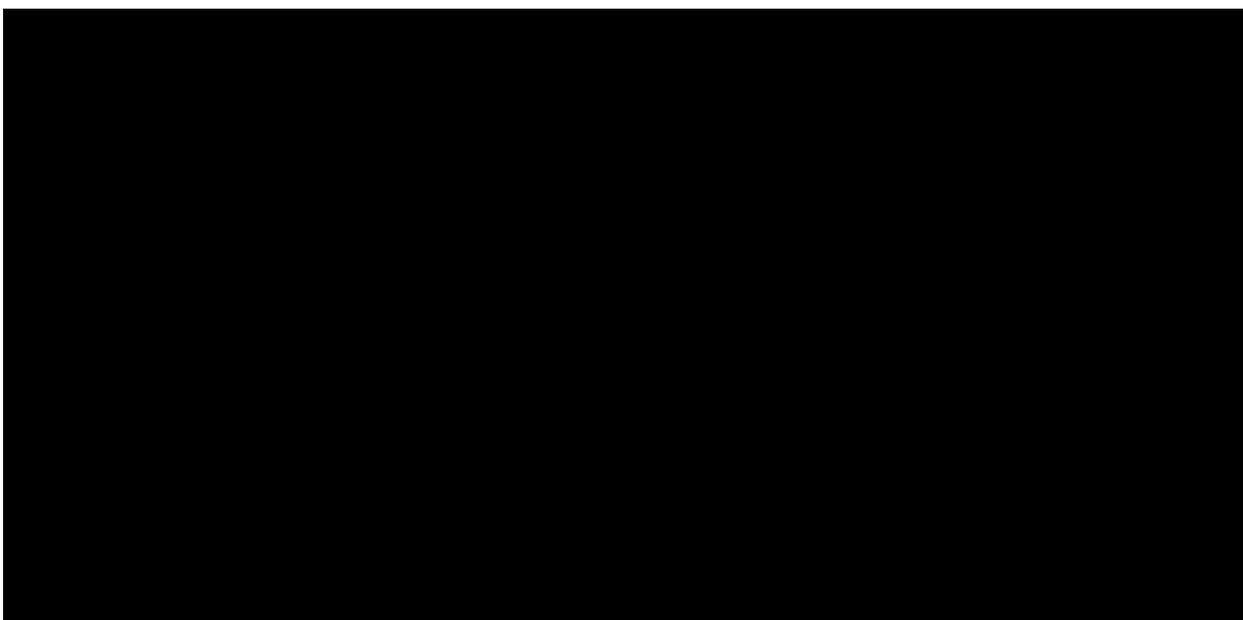
ES-7. A local and proven partnership with the skills for success

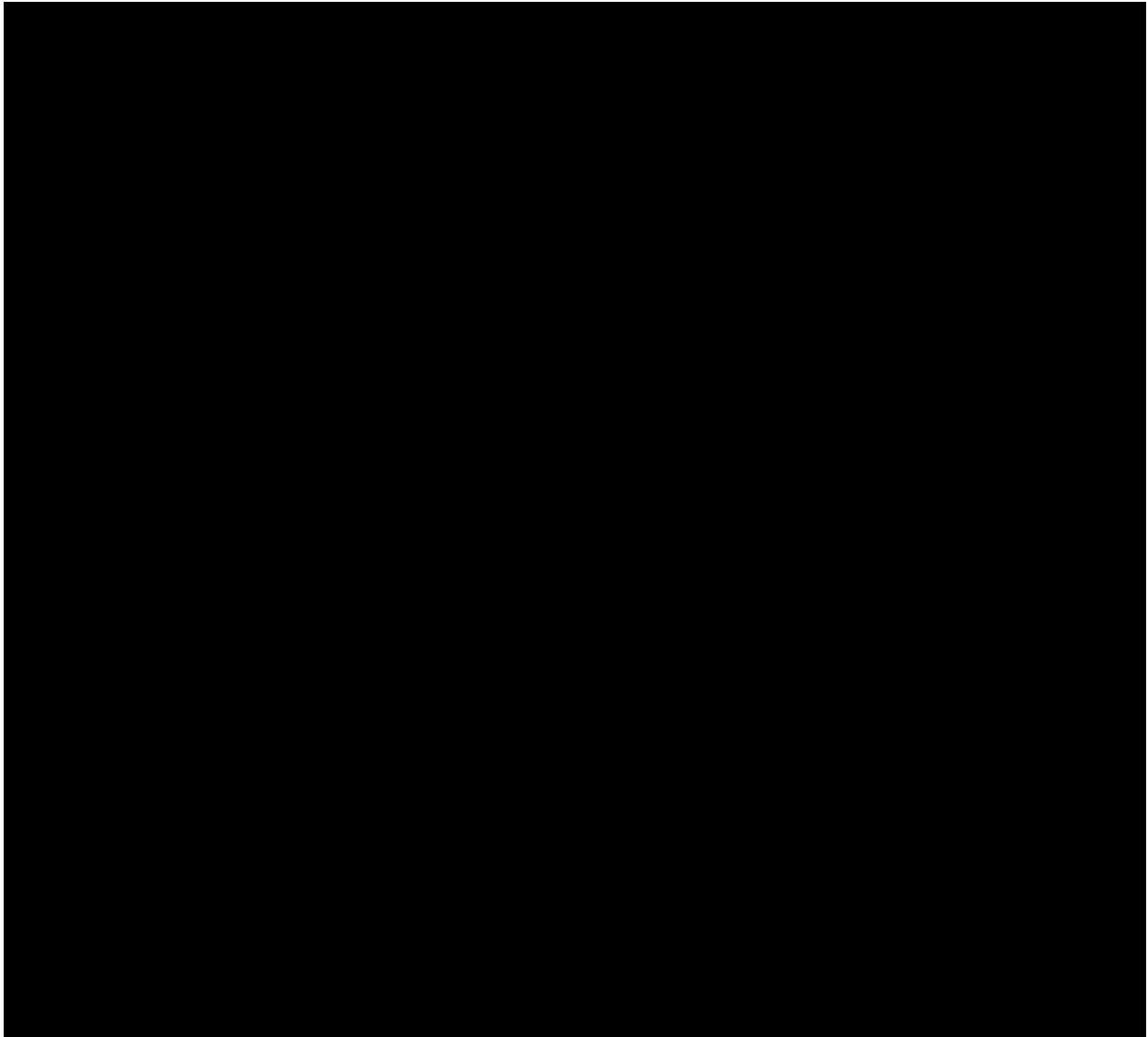
TotalEnergies is a global multi-energy company that produces and markets fuels, natural gas, and electricity. As part of its ambition to reach net zero by 2050, TotalEnergies is building a portfolio of activities in renewables and electricity, including a portfolio of offshore wind projects with a total capacity of more than 13 GW globally and a portfolio of nearly 25 GW of renewables in the U.S. TotalEnergies aims to become one of the world’s top five producers of renewable energy by 2030, and as of 2022, is a top five renewable energy producer in the U.S.

TotalEnergies is complemented by Corio, an offshore wind developer established to accelerate the transition to a greener global economy. Combining sector-leading expertise and deep access to capital, Corio applies a long-term partnership approach to the creation and management of projects throughout their lifecycle. Corio’s portfolio has over 30 GW of offshore wind in various stages of development throughout the world.

Two companies with a track record for execution

TotalEnergies and Corio are two of the world’s leading offshore wind and renewable energy developers, whose leading industrial, technical, and financial expertise is being combined to pursue offshore wind opportunities across the world.





Global offshore experience

Attentive Energy, through TotalEnergies and Corio, has deep offshore operating expertise with proven marine energy technologies that will ensure the successful operation of the Project for its 20-year OREC term and beyond. Furthermore, TotalEnergies' excels at construction of large-scale energy infrastructure and management of global supply chains, which translates to TotalEnergies' fixed-bottom and floating offshore wind projects.

TotalEnergies is developing more than 13 GW of offshore wind projects in Europe, Asia, and North America. TotalEnergies' project portfolio notably includes the 1.5 GW Seagreen project – Scotland's largest offshore wind project and the deepest fixed-bottom offshore wind project globally – in the North Sea. Best practices in the development, financing, construction, and operation of its offshore projects will be deployed to proactively identify, manage, and mitigate Project risks that might otherwise impede timely execution.

Corio brings a highly qualified team with more than 10 years of experience in financing, developing, constructing, and operating offshore wind projects across the world. [REDACTED]

[REDACTED]

Attentive Energy benefits from centralized technical and procurement support, allowing the Project to leverage an immense buying power to de-risk supply chain challenges globally and to benefit from technical and engineering expertise hardened from experience gained from decades in the complex offshore energy sector.

U.S. renewable energy experience

The Attentive Energy team and the teams of its Sponsors include long-standing veterans of the U.S. offshore wind industry, including executives who have shaped the market over the last decade. Attentive Energy and Sponsor team members played critical roles in the project development of Vineyard Wind 1, the first commercial-scale offshore wind project in the U.S. Other team members have overseen construction of the first purpose-built offshore wind marshalling port in the U.S., developed offshore wind supply chain programs and state-led industry events, managed transmission upgrade projects in PJM, permitted SAPs and COPs for other offshore wind projects – including two for New Jersey’s offshore wind projects, and performed major package procurement.

New Jersey experience

Attentive Energy’s Sponsors, [REDACTED]

[REDACTED]

[REDACTED] In addition to offshore wind, [REDACTED]

[REDACTED]

[REDACTED] and Attentive Energy will leverage this robust experience of working in PJM to effectively progress the Project.

TotalEnergies has contributed to economic output and job creation in connection with clean energy in New Jersey, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Unmatched financial strength and financing experience

Attentive Energy is backed by Sponsors with the financial capability and resources to undertake and fund the Project through to completion.

TotalEnergies has deep experience financing large-scale energy projects. [Redacted]

[Redacted] TotalEnergies' integrated multi-energy strategy, combined with its solid financial base, are strengths and sources of resilience that have allowed TotalEnergies to be a major energy provider throughout decades of changing global conditions.

TotalEnergies has continued to thrive though recent global market turbulence and has been able to use its strength and stability to aggressively advance its clean energy objectives while others in the sector have reassessed investment plans, delayed project development, or retreated from asset

acquisition and development. Since 2022, TotalEnergies has won two offshore wind lease auctions in the U.S., in the Bight and Carolina Long Bay, and was most recently awarded two offshore wind leases in Germany totaling 3 GW through the auction held in July 2023.

Corio has deep access to the long-term capital needed to invest in offshore wind projects. [REDACTED]

[REDACTED]

[REDACTED]

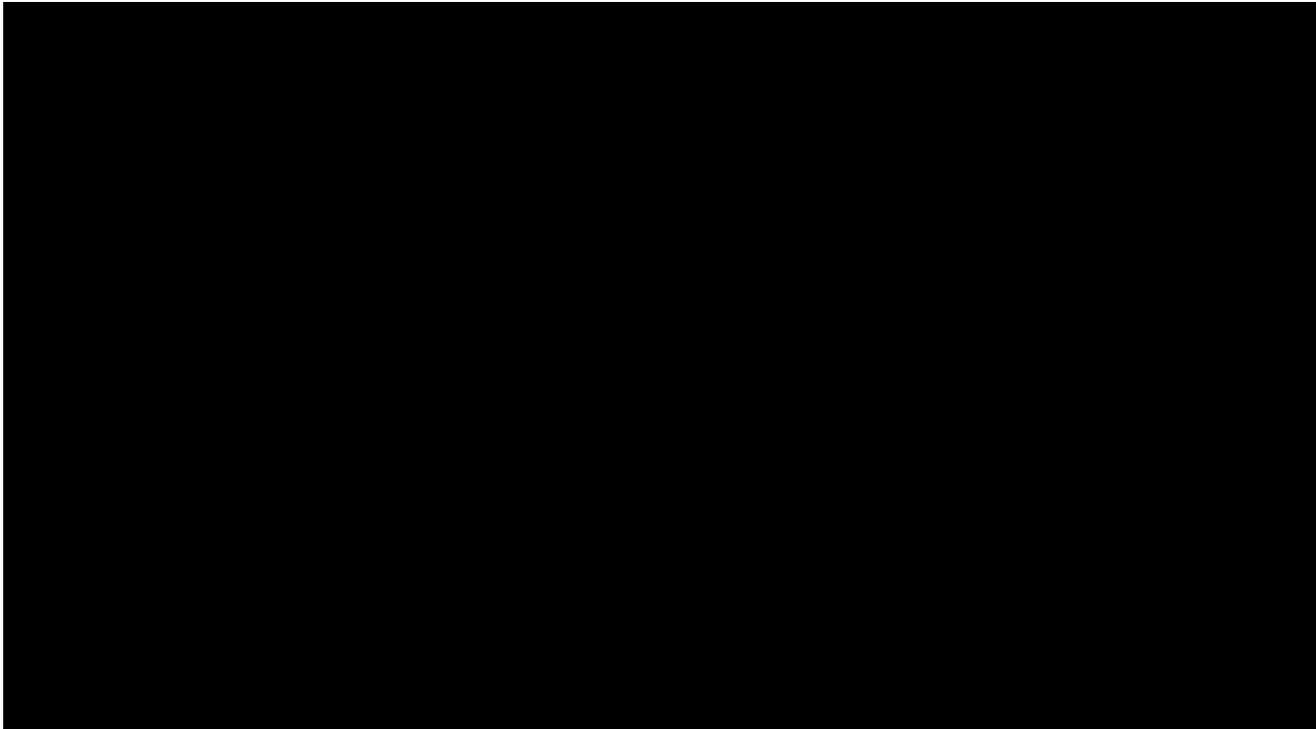
ES-8. Summary of Project options offered

[REDACTED]

[REDACTED]

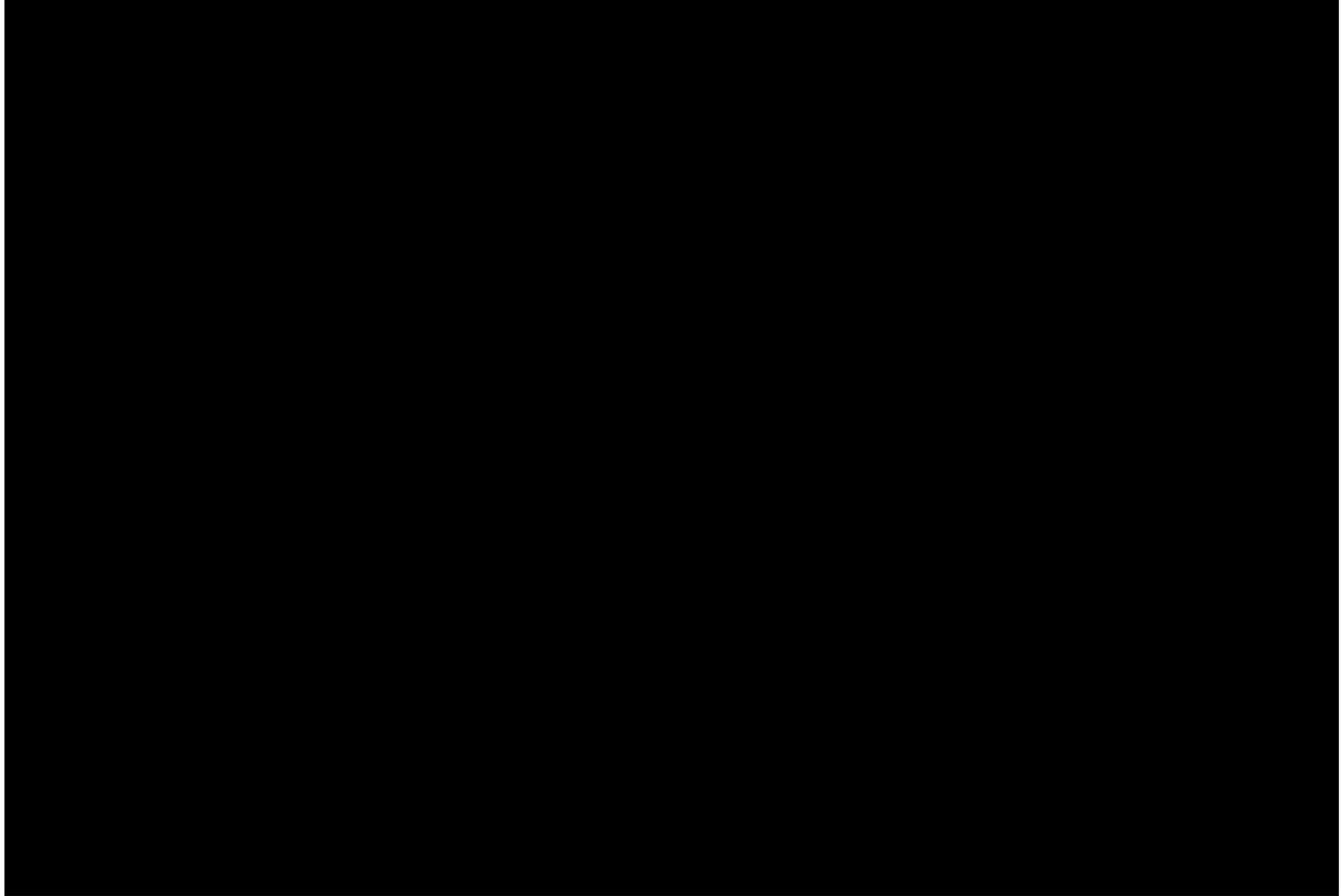
[REDACTED]

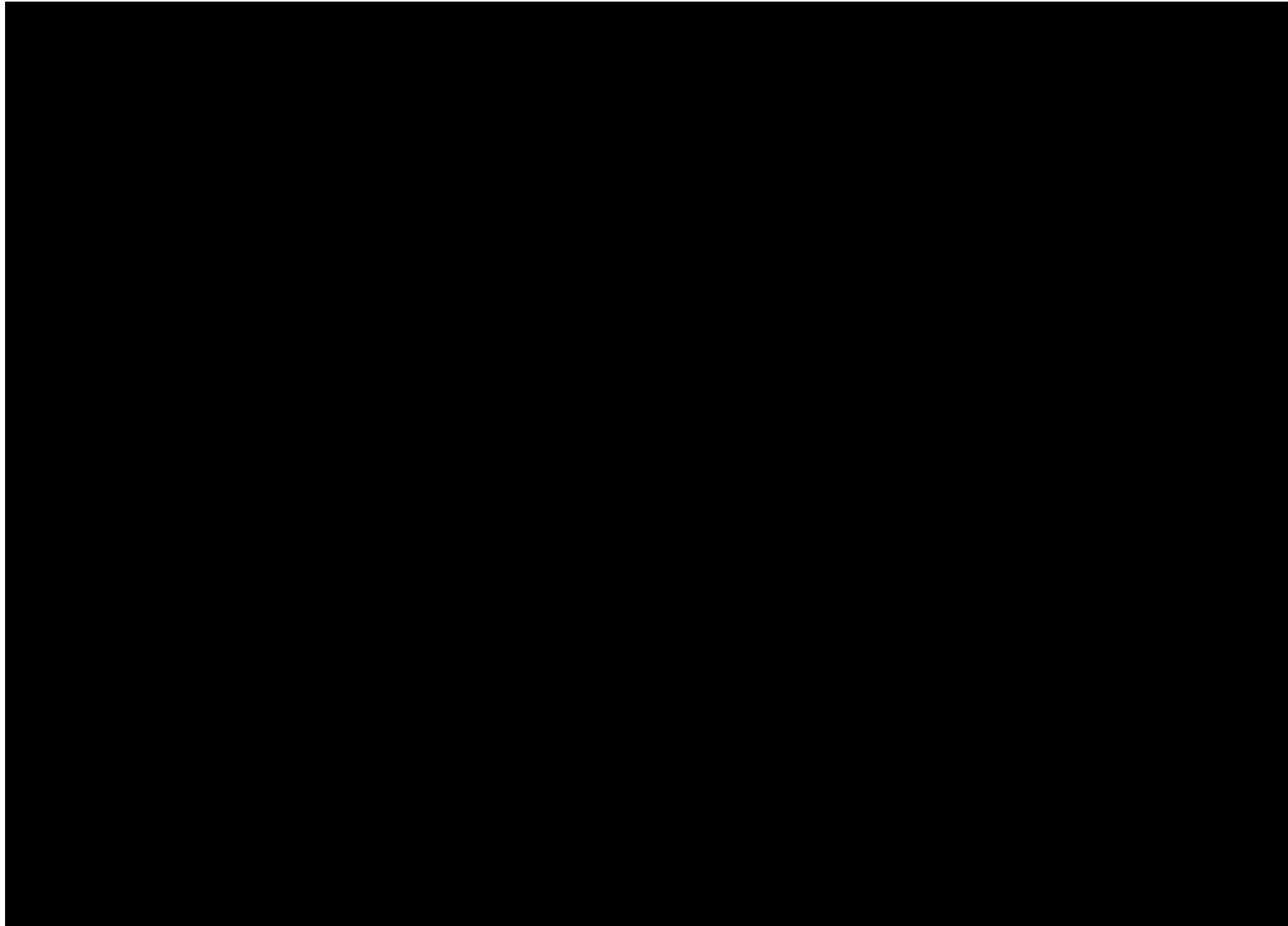
[REDACTED]

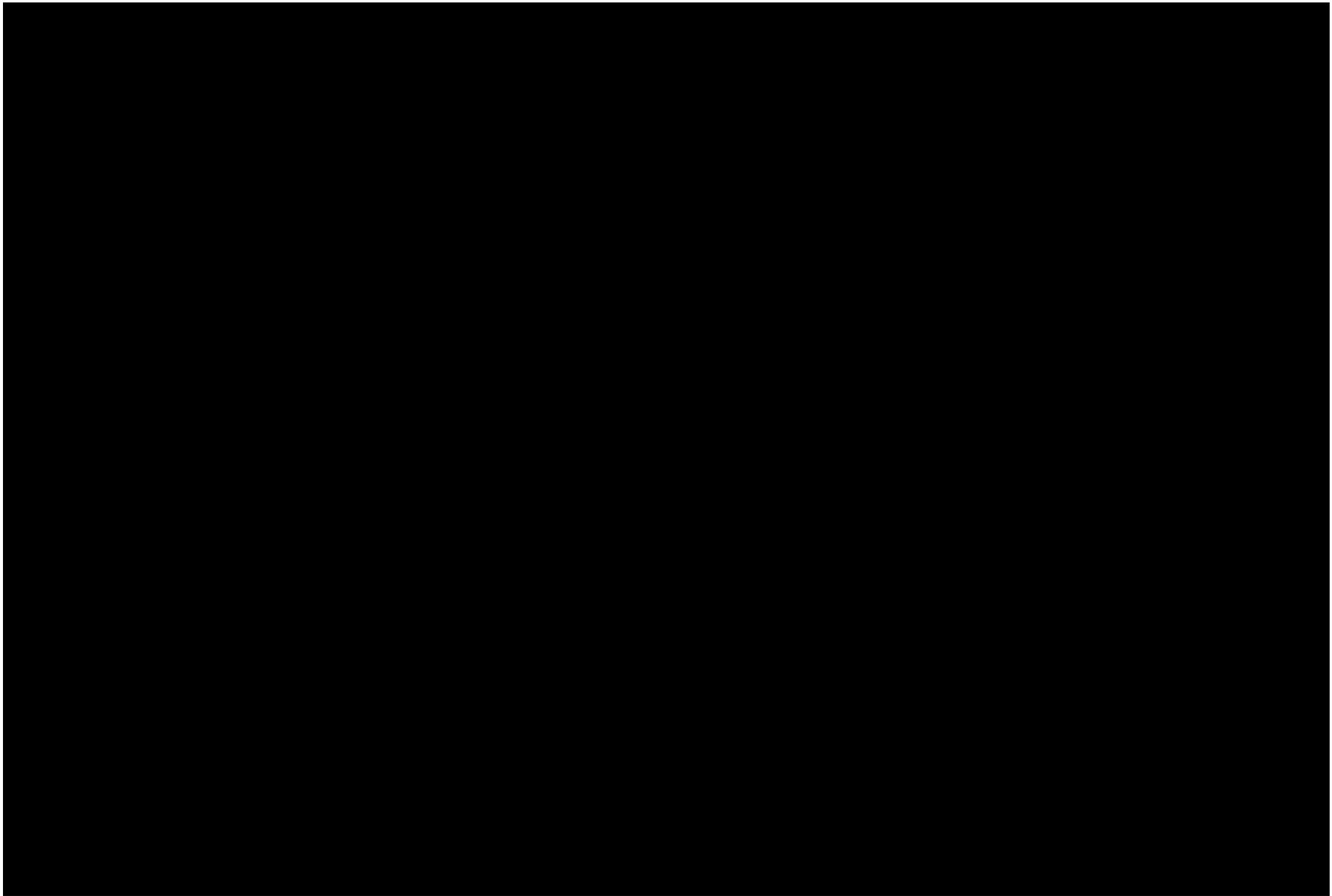


ES-9. How Attentive Energy excels

Attentive Energy is proud to present this Application supporting New Jersey’s nation-leading commitment to accelerate a clean energy economy, achieved by anchoring an offshore wind supply chain in the State, enriching the region with technical capability, and promoting innovation and affordability. Each Project option within this Application prioritizes both the goals of New Jersey’s clean energy program and the needs of New Jersey’s homegrown communities. The table below presents highlights of the Attentive Energy Two Project, presented in order of the sections in the Application Narrative.





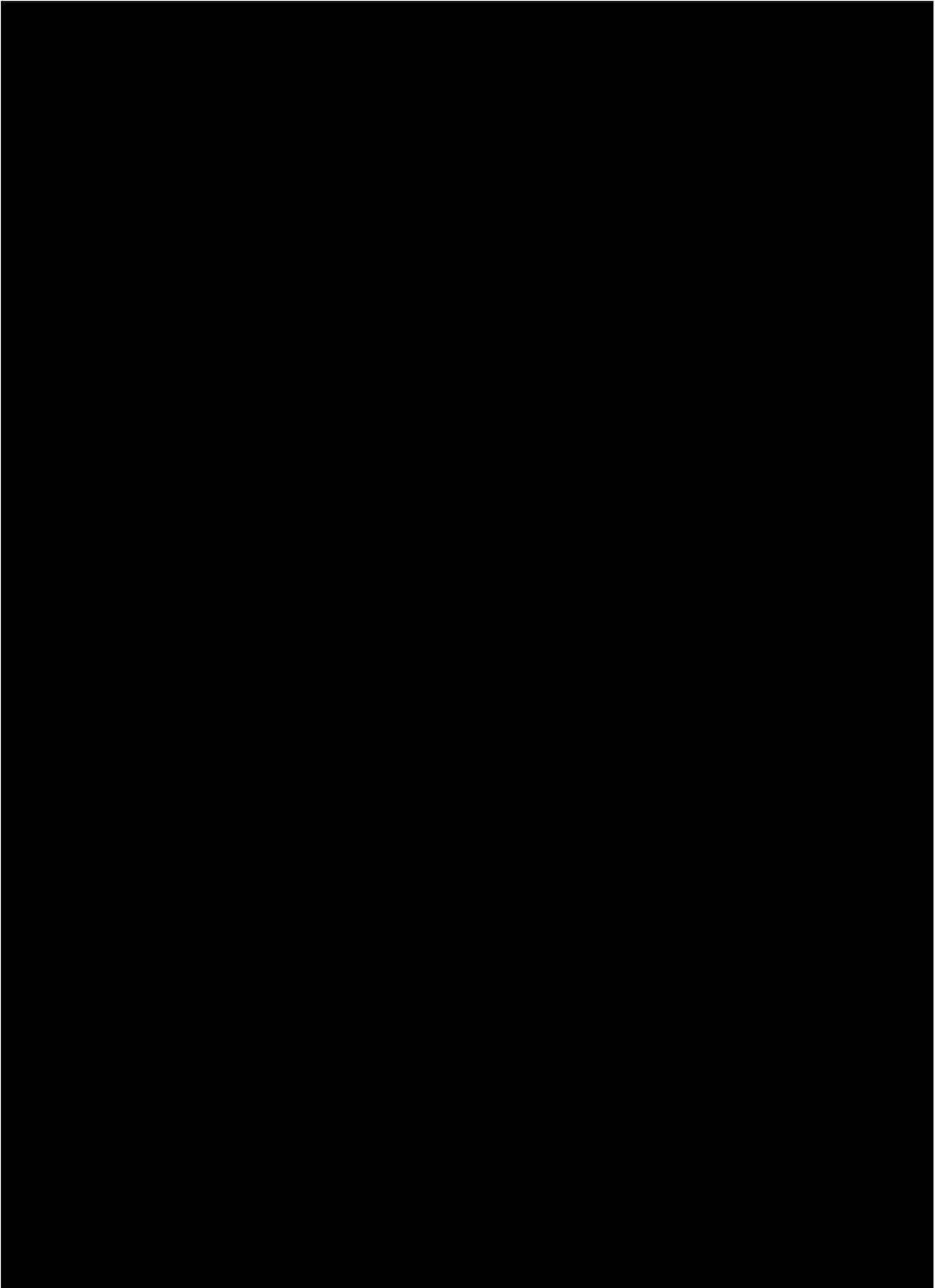


ES-10. Conclusion

New Jersey stands at a critical juncture in its journey to being an offshore wind leader in the U.S. As New Jersey's first offshore wind projects mobilize for deployment and suppliers unlock workforce and community opportunities, the State must decide who it needs to partner with for its next chapter – the one that will not only strengthen its foundational investments but also set a path towards a more equitable, inclusive horizon for offshore wind. Attentive Energy hopes to be that partner to usher in this new chapter with a diverse coalition of stakeholders and communities, led by a Project team that reflects the enduring and resilient culture of this State. The following Application reflects our values of deep experience, community-mindedness, and forward-thinking – values that are infused in every step of our decision-making and fundamental to how we will stand up this opportunity.

From the quaysides of Gloucester and Salem to the classrooms of Essex and Monmouth, the Attentive Energy Two Project reflects a statewide opportunity to invest in communities and organizations that will further deepen the offshore wind legacy in New Jersey while creating even more pathways for those who have been too often forgotten or overlooked as a new industry takes shape. The Project we are proposing must not only create new economic and environmental opportunities for New Jersey residents and businesses – it must also be affordable to ratepayers.

As the team reflects on this major milestone and our own experiences that have led to it, we step back and recognize how we got here. The 2018 trade mission that sparked the vision for a new market has now created the launching pad for our Jersey-based project – one that will address climate change while delivering new economic opportunities. This is a journey that we are grateful to be a part of, and we respectfully thank you for the opportunity to submit the Attentive Energy Two Project for your consideration.



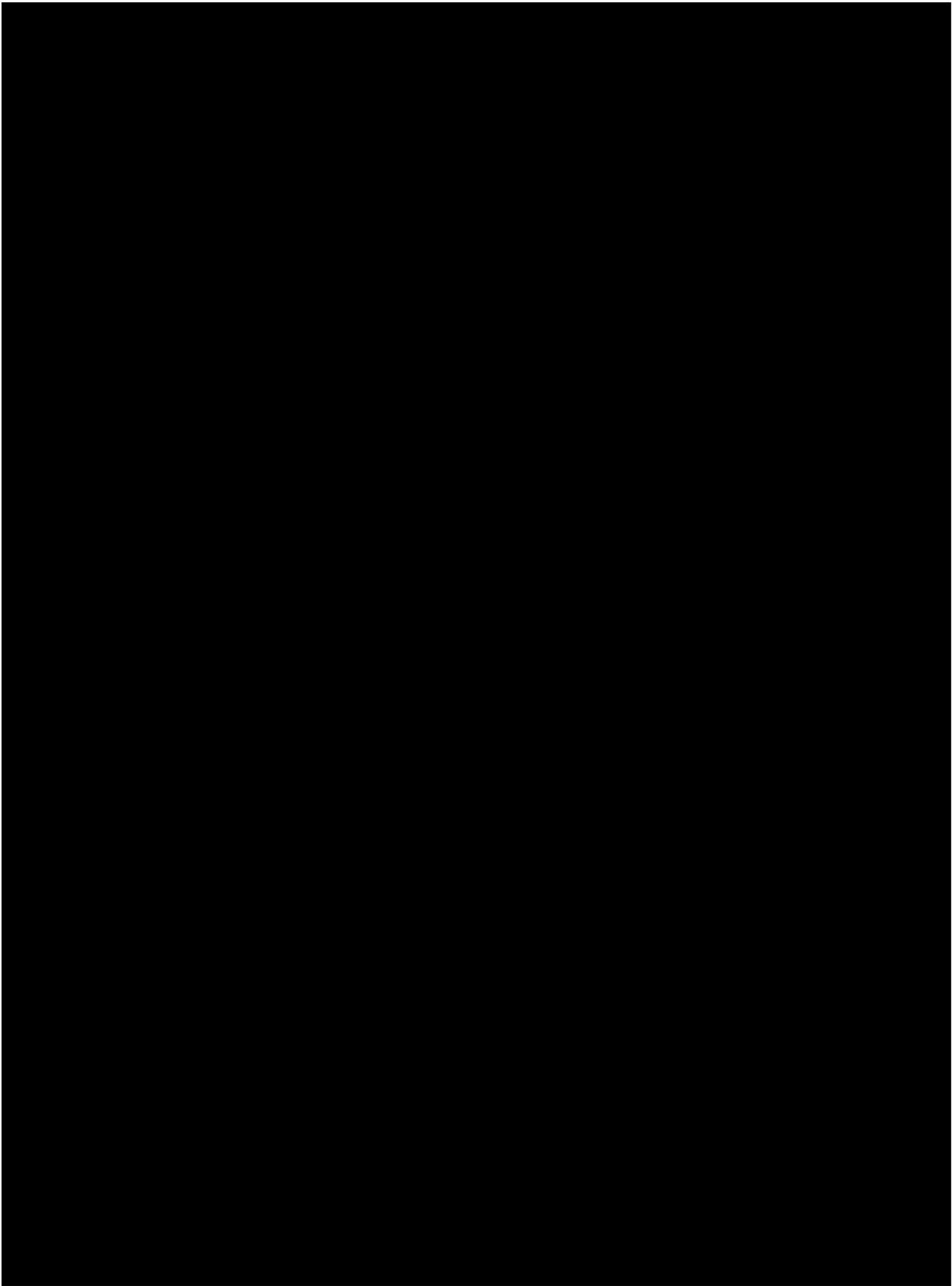


Table of Contents

SECTION 1 APPLICANT INFORMATION..... 1-1

1.1 Attentive Energy: creating more than energy1-2

1.2 TotalEnergies and Corio: Project Sponsors and key partners in offshore wind development1-3

1.3 TotalEnergies: A multi-energy company1-7

1.4 Corio: one of the world’s largest offshore wind development pipelines 1-11

1.5 Attentive Energy background 1-12

1.6 Governance..... 1-13

1.7 Commitment to diversity, equity, and inclusion 1-15

1.8 Sponsors’ offshore expertise and portfolios..... 1-17

1.9 Responsible development of the growing global offshore wind industry 1-23

1.10 Health and safety for everyone 1-24

1.11 Sponsors’ other project experience..... 1-28

1.12 Attentive Energy’s team..... 1-32

1.13 Description of work performed 1-38

1.14 Investigation Disclosure..... 1-39

1.15 Financial Statements 1-39

1.16 References 1-40

SECTION 2 PROJECT DESCRIPTIONS..... 2-1

2.1 Description of the Project.....2-2

2.2 Maps and overview of major components2-6

2.3 Major equipment specifications 2-16

2.4 Overview of major equipment 2-20

2.5 Current uses and characteristics of the Project Area2-28

2.6 Construction and logistics plan 2-33

2.7 Ports strategy 2-42

2.8 Vessel strategy2-47

2.9 Procurement plan..... 2-49

██████████2-57

2.11 Innovative technologies.....2-57

2.12 Comparison of Project characteristics 2-60

2.13 References 2-60

SECTION 3 ENERGY PRODUCTION ESTIMATE 3-1

3.1 A high-confidence energy production estimate3-2

3.2 Assumptions that inform net yearly energy output.....3-6

3.3 Project generation and electricity demand 3-13

3.4 Energy production 3-15

3.5 Annual OREC Allowance 3-15

3.6 Maintenance outage schedule..... 3-18

3.7 References 3-19

SECTION 4 FINANCIAL ANALYSIS 4-1

4.1 Unmatched financial strength and financing experience.....4-2

4.2 A financial analysis validated by a team of global financial experts4-3

4.3 Comprehensive business plan4-3

4.4 Tax credits, subsidies, or grants and net benefits to ratepayers4-3

4.5 Debt service costs and return on equity4-6

4.6 Taxes and depreciation assumptions.....4-7

4.7 Operation and Maintenance Plan.....4-9

4.8 Coverage ratios4-9

4.9 Cost of energy 4-10

SECTION 5 PROJECT FINANCING PLAN 5-1

5.1 Backed by the financial strength of a global Sponsor team.....5-2

5.2 Proposed method of financing the Project.....5-2

5.3 Detailed financial plan.....5-3

5.4 Project financing structure5-4

5.5 Equity investors and access to capital.....5-5

5.6 Ability to finance construction.....5-6

5.7 Backed by a team of skilled financial experts5-7

5.8 Conditions for transference5-7

5.9 Potential debt lenders5-8

5.10 Tax equity financing5-8

SECTION 6 DOCUMENTATION OF FINANCIAL INCENTIVES 6-1

6.1 A commitment to utilizing available state and federal incentives6-2

6.2 State tax incentives.....6-2

6.3 Financial incentives6-3

6.4 Additional Project costs associated with qualifying for tax credits..... 6-12

SECTION 7 PROJECT REVENUE PLAN AND STRATEGY7-1

7.1 TotalEnergies’ experience in power trading.....7-2

7.2 A robust and informed Project Revenue Plan7-2

7.3 Estimated capacity that Attentive Energy Two will make available7-4

7.4 Anticipated revenues informed by Project schedule.....7-4

7.5 Securing revenues from PJM markets7-5

7.6 Expected unforced capacity7-6

7.7 Approach for calculating capacity price forecast7-7

7.8 Adjustments to operating revenues contemplated7-8

7.9 Capacity market risk.....7-8

7.10 Maximizing Project revenues by identifying and addressing risks7-8

7.11 Managing hedging mechanisms and revenue settlement operations7-9

7.12 Contingency plan7-10

SECTION 8 ECONOMIC DEVELOPMENT PLAN 8-1

8.1 A Project designed to deliver sustainable, high-impact benefits to New Jersey8-2

8.2 In-State spend8-8

8.3 State and federal financial support to utilize sites..... 8-18

8.4 A dependable input-output analysis..... 8-19

8.5 Leading the creation of family-sustaining jobs8-22

8.6 Validating employment impacts..... 8-23

8.7 Equity-driven investments to uplift OBCs, localize supply chain, expand an inclusive workforce, enhance quality of life, and foster innovation..... 8-24

8.8 A commitment to deliver: guarantees for in-State benefits 8-32

8.9 Calculating and tracking in-State spending 8-34

8.10 Local Supplier Engagement Plan..... 8-34

8.11 Workforce Development Plan 8-42

8.12 Fostering innovation in the industry 8-54

8.13 References8-57

SECTION 9 STAKEHOLDER ENGAGEMENT 9-1

9.1 Values and philosophy for stakeholder engagement.....9-2

9.2 Key stakeholders and goals for engagement9-9

9.3 Attentive Energy is on the ground building meaningful relationships..... 9-20

9.4 Continuing a legacy of purposeful engagement throughout the life of the Project 9-30

9.5 A statewide strategy for engaging with New Jersey stakeholders and government entities 9-38

9.6 References 9-40

SECTION 10 ENVIRONMENTAL PROTECTION PLAN AND EMISSIONS IMPACTS10-1

10.1 A leader in environmental protection 10-2

10.2 Environmental Protection Plan 10-3

10.3 Emissions impacts for the Project 10-6



10.4 Data Management and Availability Plan 10-6

10.5 Offshore Wind Infrastructure Monitoring Plan 10-7

10.6 Emissions for Tier 1 facilities and Prebuild 10-8

10.7 References 10-8

SECTION 11 FISHERIES PROTECTION PLAN 11-1

11.1 Summary of Fisheries Protection Plan 11-2

11.2 References 11-6

SECTION 12 PROJECT TIMELINE 12-1

12.1 Attentive Energy Two is designed to deliver on time 12-2

12.2 Implementation plan and schedule 12-8

12.3 Equipment delivery 12-13

12.4 Main schedule activities and aggregate time requirements 12-13

12.5 Identification and mitigation of risks and potential sources of delay 12-26

12.6 Prebuild development timeline 12-28

SECTION 13 INTERCONNECTION PLAN 13-1

13.1 Attentive Energy Two interconnection 13-2

13.2 Interconnection strategy and basis of design 13-6

13.3 PJM Queue participation and interconnection process 13-12

13.4 Engineering specifications 13-14

13.5 Prebuild Infrastructure design parameters 13-25

13.6 Offshore Transmission Network preparation 13-35

13.7 Legal structures governing relationships among developers 13-37

13.8 References 13-51

SECTION 14 PERMITTING PLAN 14-1

14.1 An informed and advanced permitting plan 14-2

14.2 Permitting timeline 14-4

14.3 Comprehensive list of approvals, permits, and authorizations for the Project 14-7

14.4 A permitting strategy designed around early and frequent coordination with agencies and internal teams 14-20

14.5 Ocean lease and land ownership 14-21

14.6 References 14-25

SECTION 15 O&M PLAN 15-1

15.1 The Project’s approach to O&M 15-2

15.2 Sponsor expertise and competencies in offshore O&M 15-2

15.3 Operation and maintenance plan 15-6

15.4 Routine, intermittent, and emergency protocols..... 15-15

15.5 Primary risks to infrastructure..... 15-20

15.6 Construction and operational cost controls 15-22

15.7 Infrastructure designed to withstand future climate
change 15-25

15.8 Deployment of monitoring technology 15-28

15.9 Proof of insurance..... 15-30

15.10 References 15-31

SECTION 16 DECOMMISSIONING PLAN 16-1

16.1 Introduction 16-2

16.2 Decommissioning planning, design, and regulatory
approvals 16-3

16.3 Material management 16-12

16.4 Expected useful economic life..... 16-16

16.5 Anticipated decommissioning costs 16-16

16.6 Future funding and financial assurances..... 16-19

16.7 Decommissioning experience..... 16-21

16.8 References 16-27

SECTION 17 COST-BENEFIT ANALYSIS 17-1

17.1 Cost-benefit analysis demonstrating net benefits to
the State 17-2

17.2 Enduring effects of the Project’s Economic
Development Plan..... 17-3

17.3 Prioritizing ratepayer value 17-7

17.4 Environmental net benefits contributing to New
Jersey’s greener future 17-10

17.5 State grants and subsidies..... 17-13

17.6 Cleaner air, family-sustaining jobs, reduced
electricity bills, and more..... 17-14

17.7 References 17-15

SECTION 18 APPLICATION FORM..... 18-1

Acronyms and Abbreviations

A	amp
AC	alternating current
█	█
Applicant	Attentive Energy LLC
█	█
█	█
Attentive Energy	Attentive Energy LLC
BEA	Bureau of Economic Analysis
Bight	New York Bight
BIPOC	Black, Indigenous, People of Color
BMP	Best Management Practice
BOEM	Bureau of Ocean Energy Management
BOP	balance of plant
BPEO	Best Practical Environmental Option
BPU	New Jersey Board of Public Utilities
BRA	Base Residual Auction
BSEE	Bureau of Safety and Environmental Enforcement
█	█
CAFRA	Coastal Area Facility Review Act
CAPEX	Capital Expenditure
CBO	Community-based Organizations
CFR	Code of Federal Regulations
CIR	Capacity Interconnection Rights
CLV	cable lay vessel
CO ₂	carbon dioxide
CO _{2e}	carbon dioxide equivalent
COBRA	CO Benefits Risk Assessment
COD	Commercial Operation Date
CONE	Cost of New Entry
COP	Construction and Operations Plan
CPA	Certified Public Accountant
CPT	cone penetrometer test
CTV	crew transfer vessel
CZMA	Coastal Zone Management Act of 1976
DBE	disadvantaged business enterprise

DEI	diversity, equity, and inclusion
DEIJ	diversity, equity, inclusion, and justice
██████████	████████████████████
DMAVA	New Jersey Department of Military and Veterans Affairs
DMR	dedicated metallic return
DOBE	disability-owned business enterprise
DOD	U.S. Department of Defense
DSCR	Debt Service Coverage Ratio
ECR	export cable route
██████████	████████████████████
EIS	Environmental Impact Statement
EJ CBO	Environmental Justice Community Benefit Organizations
ELCC	effective load carrying capability
EO	Executive Order
EPA	U.S. Environmental Protection Agency
EPC	engineering procurement and construction
EPCI	Engineer Procure Construct Install
EPP	Environmental Protection Plan
FEED	Front-end Engineering Design
FERC	Federal Energy Regulatory Commission
FID	Final Investment Decision
FLiDAR	floating light detection and ranging
FLO	Fisheries Liaison Officer
FLS	floating LiDAR system
FPP	Fisheries Protection Plan
FPSO	floating production storage and offloading
FR	Fisheries Representative
FTE	full-time employee
G&G	geophysical and geotechnical
GCT	Global Container Terminals
██████████	████████████████████
GHG	greenhouse gas
██████████	████████████████████
GW	gigawatt
GWh/yr	gigawatt hour per year
██████████	████████████████████

HDD	horizontal directional drilling
HSE	health, safety, and environment
HVAC	high-voltage alternating current
HVDC	high-voltage direct current
IAC	inter-array cable
[REDACTED]	[REDACTED]
ICAP	Installed Capacity
IHA	Incidental Harassment Authorization
[REDACTED]	[REDACTED]
IRA	Inflation Reduction Act
IRS	Internal Revenue Service
ISA	interconnection service agreement
ITC	Investment Tax Credit
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
km	kilometer
kV	kilovolt
[REDACTED]	[REDACTED]
LC	letters of credit
LCOE	Levelized Cost of Energy
LCS	Larrabee Collector Station
Lease Area	Lease Area OCS-A 0538
[REDACTED]	[REDACTED]
LGBTBE	lesbian, gay, bisexual, transgender, +, business enterprise
LMP	locational marginal prices
LSE	Load Serving Entities
m/s	meters per second
MACRS	Modified Accelerated Cost Recovery System
MAOD	Mid-Atlantic Offshore Development
metocean	meteorology and oceanography
MFO	Maximum Facility Output
MLLW	mean lower low water
MOU	Memorandum of Understanding
MW	megawatt
MWBE	minority and women-owned business enterprise
MWh	megawatt-hour



NARW	North Atlantic right whale
NATCP	North American Tribal Communications Plan
NEPA	National Environmental Policy Act
[REDACTED]	[REDACTED]
NGO	non-governmental organization
NGTC	National Guard Training Center
NH ₃	ammonia
[REDACTED]	[REDACTED]
NJ DOT	New Jersey Department of Transportation
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
NJDCA	New Jersey Department of Community Affairs
NJDEP	New Jersey Department of Environmental Protection
NJDOC	New Jersey Department of Corrections
NJEDA	New Jersey Economic Development Authority
[REDACTED]	[REDACTED]
NJHPO	New Jersey Historic Preservation Office
NJIT	New Jersey Institute of Technology
[REDACTED]	[REDACTED]
NMFS	National Marine Fisheries Service
NO	nitrogen oxide
NOAA	National Oceanic Atmospheric Administration
NOI	Notice of Intent
NPI	net positive impact
[REDACTED]	[REDACTED]
NYSERDA	New York State Energy Research and Development Authority
O&M	operation and maintenance
OBC	overburdened community
OCS	Outer Continental Shelf
OEM	original equipment manufacturer
OFLO	Onboard Fisheries Liaison Officer
OnSS	onshore converter station
OPEX	operational expenditures

PUBLIC VERSION

SMA	service maintenance agreement
SME	subject matter expert
[REDACTED]	[REDACTED]
SMP	symmetrical monopole
SMWVBE	small, minority, woman, or veteran-owned business enterprise
SO	sulfur oxide
SOV	service operation vessel
SPI	Sediment Profile Imaging
Sponsors	TotalEnergies and Corio
STEM	science, technology, engineering, and math
T&I	transportation and installation
[REDACTED]	[REDACTED]
TGP	TotalEnergies Global Procurement
TP	transition piece
Treasury	U.S. Department of the Treasury
TSA	turbine service agreement
TSUC	Transmission System Upgrade Costs
UCAP	Unforced Capacity
[REDACTED]	[REDACTED]
USACE	U.S. Army Corps of Engineers
USCG	U.S. Coast Guard
USFWS	U.S. Fish and Wildlife Service
UXO	unexploded ordnance
VSC	Voltage Source Converter
[REDACTED]	[REDACTED]
WTG	wind turbine generator
WTIV	wind turbine installation vessel
XLPE	cross-linked polyethylene

1

APPLICANT INFORMATION



Section 1

Applicant Information

Attentive Energy is a team of passionate and experienced engineers, scientists, environmental planners, and outreach professionals who ensure that the Project is sustainable, safe, and cost-effective. Since 2018, the team has built a reputation of being a purposeful contributor and has prioritized equity, environmental justice, transparent communication, and local partnerships – all of which will bolster the development of a sustainable offshore wind industry in the State. The Project leadership team has a successful track record of leading large-scale projects, as well as SAP and COP development efforts in New Jersey, PJM transmission upgrades, and U.S. offshore wind port development.

Attentive Energy is creating more than just clean energy in New Jersey. Through the Sponsors, TotalEnergies and Corio, Attentive Energy boasts a history with New Jersey that spans nearly five decades, contributing to the State's economy through local investments in manufacturing, solar power, and research and development. This longstanding presence, coupled with on the ground efforts of the local Project team, means that Attentive Energy knows New Jersey and will be proud to continue investing in the future of the State.

TotalEnergies and Corio have one of the largest combined offshore wind portfolios globally – approximately 40 GW, [REDACTED]. Eager to bring clean energy and local content opportunities to New Jersey, Attentive Energy leans on its Sponsors for guidance, inspiration, and global best practices in responsible offshore wind development. Among the joint Sponsor portfolio, in the U.K., Outer Dowsing has proposed an environmental net gain for onshore elements and West of Orkney will unlock a multi-million dollar initiative to support the development of the local supply chain.

Together, the Sponsors bring to New Jersey a wealth of practical know-how and technical achievements in offshore development, construction, and operations. This is demonstrated by projects like Seagreen, which has the world's deepest fixed-bottom turbine foundations, and Moho Nord, which had the first-ever all-electric Floating Production Unit designed to have the smallest environmental footprint possible. Attentive Energy has adopted the safety commitments of TotalEnergies to put people first and ensure long-term Project success.

The Sponsors also bring unparalleled financial capabilities to this multi-billion dollar project, with the skills and resources to bring forward optimal financing. TotalEnergies is a top-tier tax equity player in the U.S. and Corio is a fully owned subsidiary of the Macquarie global investment firm. Attentive Energy has access to a diverse and qualified team of experts through TotalEnergies Global Procurement, which consists of 260+ collaborators with long-standing supplier relations, and OneTech, which consists of 3,400+ experts that promote technological excellence for projects across the globe.

1.1 Attentive Energy: creating more than energy

Attentive Energy LLC (“Attentive Energy”) is delivering offshore wind opportunities to empower communities today and tomorrow.

Attentive Energy believes large-scale offshore wind has the power to address the climate crisis while generating lasting economic benefits that promote equity and inclusivity. Attentive Energy has had an active presence in New Jersey since 2018, focused on creating meaningful relationships with local businesses and stakeholders to identify opportunities that directly benefit local economies and promote job creation. Attentive Energy holds its values close and lives them each day because it is determined to leave stakeholders and communities better off than when it started.

Attentive Energy’s projects are guided by deep experience in the offshore sector and a forward-thinking commitment to put people first, on and off the coast. Attentive Energy’s value proposition and guiding principles shape its approach to all facets of its projects.

		
<p>Deep Experience</p> <p>Attentive Energy draws on the leadership and pioneering experience of world-class partners who are advancing the energy transition to deliver uniquely local climate and economic solutions.</p>	<p>Forward Thinking</p> <p>Attentive Energy is propelling a generational opportunity forward to strengthen communities, forge a new industry, and build an inclusive clean energy economy today and for the future.</p>	<p>Community Minded</p> <p>Attentive Energy believes offshore wind starts onshore within the community. Attentive Energy invests in people first, becoming ingrained as a partner from the start to create opportunities that power the future.</p>

Attentive Energy is the leaseholder of Bureau of Ocean Energy Management (“BOEM”) Lease Area Outer Continental Shelf (“OCS”)-A 0538 (“Lease Area”). Prior to securing the Lease in early 2022, Attentive Energy proactively engaged with New Jersey communities, listening and learning about the needs of local stakeholders.

Attentive Energy’s targeted commitment to local communities is coupled with the deep global experience and growing offshore wind development pipeline of its Sponsors, TotalEnergies and Corio. Attentive Energy’s active on-the-ground presence in New Jersey, fortified by the financial and technical strength of a proven global partnership, promises New Jersey a project that is sustainable and transformative. Attentive Energy is excited to offer a range of Project options that support New Jersey’s offshore wind goal of 11 gigawatts (“GW”) by 2040 while creating long-lasting

economic development opportunities. Attentive Energy’s Application places a keen focus on identifying opportunities today, building them tomorrow, and fostering them for years to come.

1.1.1 Origin and mission of Attentive Energy

The Attentive Energy team set out to identify a name that encompasses its mission and values of serving local communities long after the Attentive Energy Two Project (“Project”) is complete. The name “Attentive” was selected to emphasize the team’s focus on outreach, collaboration, and partnership. In essence, Attentive Energy’s identity is driven by a desire to focus on its communities, partners, and projects.

As a team driven by deep experience, forward thinking, and a commitment to community, Attentive Energy welcomes the opportunity to partner with New Jersey to elevate the State’s growing portfolio of offshore wind projects and advance the development of a green economy.

The team worked toward a clear alignment between the name and message of “Attentive Energy” and its visual identity. Attentive Energy’s logo, shown in Figure 1-1, tells a story that is unique to offshore wind: it represents where the sky and Earth meet at the horizon to create new energy, how a turbine moves through the air powering local households and businesses, and how an industry is forged and moves forward.



Figure 1-1. Attentive Energy logo mark

Ultimately, Attentive Energy tells a story of unity and convergence – the story of its stakeholders and a U.S. offshore wind industry working toward new opportunities.

1.2 TotalEnergies and Corio: Project Sponsors and key partners in offshore wind development

The Sponsors, TotalEnergies and Corio, are proud to contribute to New Jersey’s growing offshore wind program by offering a project that engages New Jersey communities, minimizes environmental impacts, promotes economic development, and prioritizes ratepayer interests. Attentive Energy unites local on-the-ground efforts with global development expertise for a project that New Jersey can depend on for decades to come.

TotalEnergies and Corio are two of the world’s leading offshore wind and renewable energy developers, whose industrial, technical, and financial expertise is being combined to pursue offshore wind opportunities across the world. TotalEnergies and Corio together have one of the largest combined offshore wind portfolios globally – approximately 40 GW, [REDACTED]

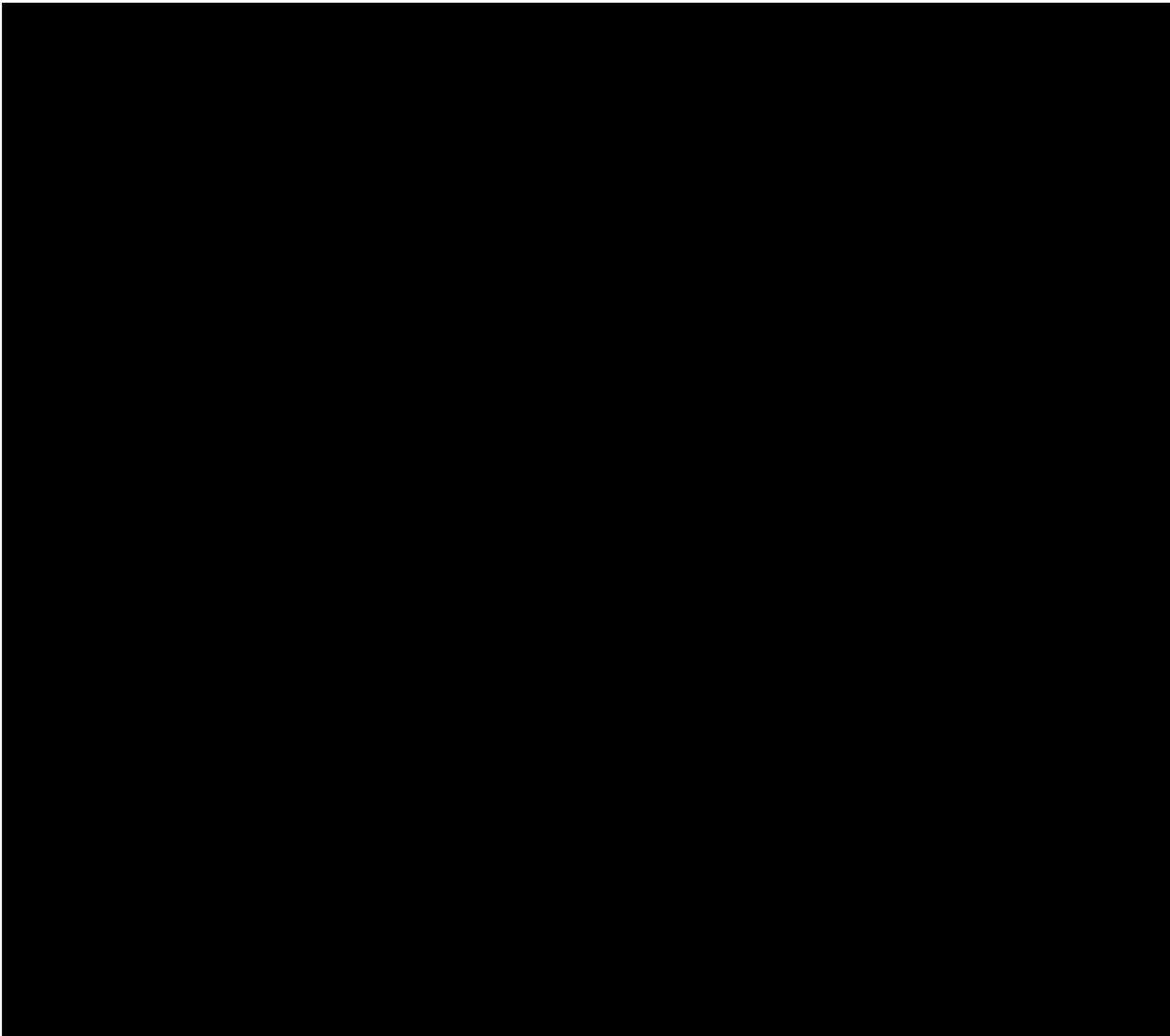
[REDACTED] other projects being jointly developed by TotalEnergies and Corio, together with their partners, include:

- 2+ GW of floating wind projects in South Korea
- 2 GW West of Orkney project in Scotland, U.K.
- 2 GW Formosa 3 project in Taiwan
- 1.5 GW Outer Dowsing project in England, U.K.
- 500 megawatt (“MW”) floating wind farm tender in France’s Mediterranean region
- 250 MW floating wind farm tender in France’s South Brittany region

Details on each project is provided in Section 1.8.



By combining industry-leading technical expertise with access to long-term capital, TotalEnergies and Corio are advancing a strong portfolio of offshore wind projects from the early stages of development, through construction, and into operation. These offshore wind projects will play a pivotal role in driving the energy transition globally and here in the Garden State. These projects represent a crucial step toward the goal of achieving net zero while continuing to meet the ongoing energy needs of today’s businesses and communities sustainably, reliably, safely, and responsibly.



1.2.1 Sponsor presence in New Jersey

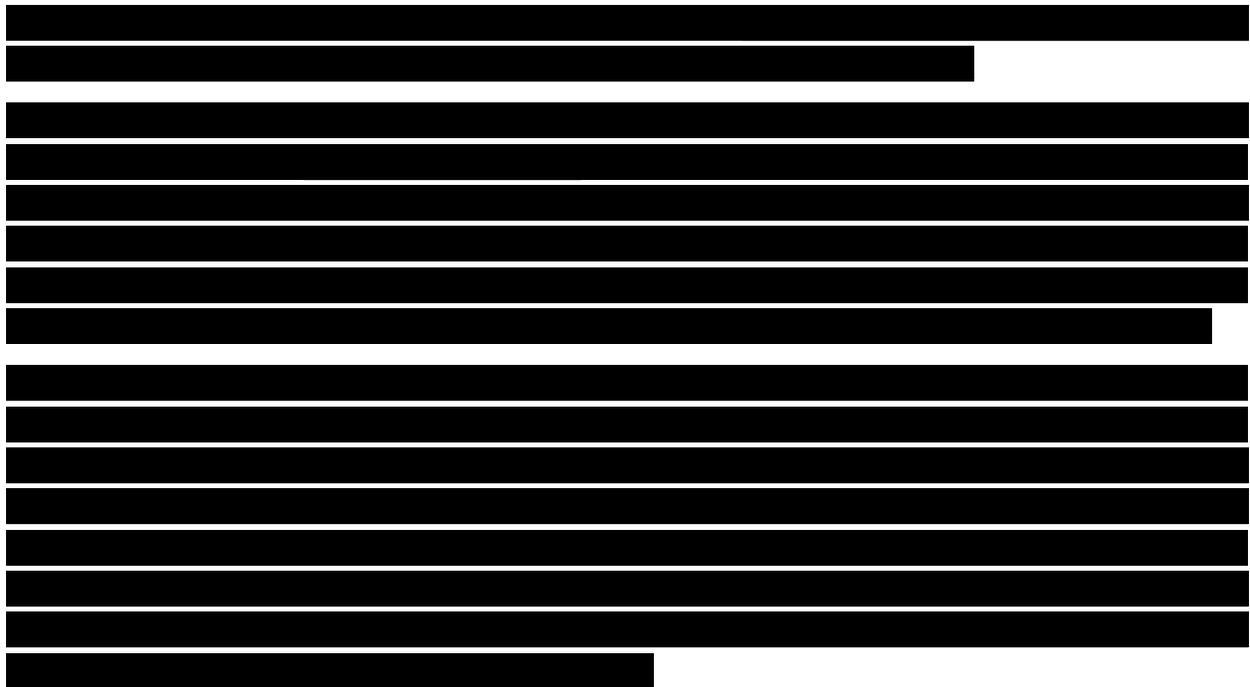
TotalEnergies and Corio’s parent company, Macquarie, have important footholds in New Jersey. TotalEnergies has been present in New Jersey for approximately five decades, with locations in Linden, Trenton, and seven other cities in Central and Southern New Jersey. TotalEnergies employs more than 300 workers in the state and has contributed to the states’ economy for decades, most recently in solar. Macquarie has historically invested significant resources in the region, employing thousands of people, and having strong relationships with labor unions. As an owner of port infrastructure in New Jersey and New York, Macquarie and its subsidiaries have experience overseeing sensitive critical infrastructure. Managing these assets and the associated national security implications requires very strong relationships and close cooperation with state and federal agencies.



TotalEnergies is proud to contribute to New Jersey’s clean energy economy. TotalEnergies recently installed 50,000 solar panels at the Delaware River Port Authority in Southern New Jersey, generating 22.8 MW to power the site’s trains and buildings.

The TotalEnergies Linden Lubricants Facility currently employs 65 individuals [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

TotalEnergies’ Hutchinson Industries is the largest private employer in Trenton, New Jersey [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]



1.3 TotalEnergies: A multi-energy company

TotalEnergies is a multi-energy company that produces and markets energies: oil and biofuels, natural gas and green gases, renewables, and electricity. Its more than 100,000 employees are committed to energy that is ever more affordable, clean, reliable, and accessible to as many people as possible. Active in nearly 130 countries – including the U.S. since 1957 and an active footprint in New Jersey – TotalEnergies’ ambition is to be a world-class player in the energy transition by putting sustainable development in all its dimensions at the heart of its projects and operations to contribute to the well-being of people. TotalEnergies is based in France and listed on the Paris Stock Exchange. TotalEnergies has a secondary listing at the New York Stock Exchange.

Founded in 1924, TotalEnergies has always been driven by an authentic pioneering spirit. TotalEnergies produces and markets a vast portfolio of energies on a global scale, including renewables, electricity, oil and biofuels, and natural gas and green gases. Through its global ventures, TotalEnergies has deep experience in developing and maintaining complex offshore assets.

TotalEnergies strives to be a world-class leader in the energy transition. As part of its ambition to achieve net zero by 2050, TotalEnergies is building a portfolio of activities in renewables and electricity. By mid-2023, TotalEnergies’ gross renewable electricity generation installed capacity was 18 GW.

TotalEnergies is a global enterprise with 100,000 employees, a presence in 130 countries, agreements with 100,000 suppliers, and the support of 1,300,000 individual and institutional shareholders.

1.3.1 Technical expertise through OneTech

TotalEnergies sees strong growth potential in offshore wind energy. To ensure that best practices are identified and implemented across its portfolio of projects, TotalEnergies created a community of global technical experts, called “OneTech”, which brings together more than 3,400 specialists, including engineers, scientists, and technicians across various branches of TotalEnergies to pool expertise and accelerate the development of renewable energy solutions, particularly offshore wind. TotalEnergies can count on the support of its community of technical experts, a branch dedicated to optimizing project design, implementing lessons learned to continually improve, and ensuring a first-in-class project execution across all projects worldwide. Additional background on OneTech is provided in Attachment 1-A.

1.3.2 Procurement excellence – TotalEnergies Global Procurement

TotalEnergies’ offshore wind portfolio also benefits from the TotalEnergies Global Procurement organization, known as “TGP,” which has long-standing and strong relations with all the leading suppliers and operators in the maritime and offshore wind industry. Across projects, TGP prescribes the processes and best practices that guide the preparation and awarding of study contracts and execution service contracts for industrial projects. These relationships are leveraged to control project costs and minimize procurement risks through TotalEnergies’ increased global buying power. TotalEnergies provides New Jersey access to the full strength of its unified global procurement entity, which combines an extensive network of suppliers with established commercial relationships as well as large worldwide volume commitments to each key supplier, ensuring prioritization of suppliers’ schedules and lowest costs for all project components. Additional background on TGP is provided in Attachment 1-B.

1.3.3 TotalEnergies in the U.S.

TotalEnergies has been present in the U.S. since 1957 and is active in more than 34 states, including New Jersey. It has extensive experience working with federal and state agencies in U.S. waters and has been qualified to operate offshore activities in federal waters since 1965. Over the past five decades, TotalEnergies has held hundreds of federal offshore leases and has spent tens of billions of U.S. dollars exploring, developing and producing offshore assets. This experience with federal agencies such as BOEM, the Bureau of Safety and Environmental Enforcement (“BSEE”), the National Marine Fisheries Service (“NMFS”), the U.S. Environmental Protection Agency (“EPA”), and the U.S. Coast Guard (“USCG”) is important to understanding and complying with the complex regulatory environment applicable to offshore wind development. TotalEnergies has over 7,300 employees in the U.S. and is the fifth largest U.S. renewable energy developer following its acquisition of 50% of Clearway in 2022.

TotalEnergies' locations in the U.S. are shown in Figure 1-2.



1.3.4 Ambition to be a leader in the energy transition

TotalEnergies will continue to expand its business to reach 35 GW of gross production capacity from renewable sources and storage by 2025, and 100 GW by 2030, with the objective of being among the world's top five producers of electricity from wind and solar energy. Sustainable development

TotalEnergies has a Net Zero by 2050 ambition and intends to finance investments of more than \$60 billion in renewable power generation capacity by 2030. It currently has more than 13 GW of offshore wind projects in its portfolio.

is at the heart of TotalEnergies' strategy, projects, and operations to contribute to people's well-being. For example, TotalEnergies has structured its corporate social responsibility approach to contribute to the achievement of the United Nations Sustainable Development Goals. TotalEnergies' approach is based on the following four pillars:

- Climate and sustainable energy
- People's well-being
- Care for the environment
- Creating value for society

TotalEnergies' ambition to be a leader in the energy transition, on the road to net zero by 2050, will require the mobilization of its 100,000 employees.

Sustainab'ALL: driving TotalEnergies' sustainability transformation

More than 27,000 TotalEnergies employees took part in workshops during 2022 to develop 10 objectives and indicators aligned with the United Nations Sustainable Development Goals. In 2023, every TotalEnergies site, business unit, and affiliate worldwide will adopt an action plan with targets to be met by 2035. Each plan is based on actions that are directly related to the entity's local operations in the field. These plans form the Sustainab'ALL program, in which TotalEnergies sets out its material contributions to sustainability, of which TotalEnergies' offshore wind portfolio will play a part, as further described in the 2023 Sustainability & Climate Progress Report.

As Attentive Energy incorporates TotalEnergies' sustainability policies¹, it is also ensuring it meets or exceeds New Jersey's sustainability objectives, as set forth in the New Jersey Energy Master Plan².

TotalEnergies creates and drives positive change for communities that it is a part of, and more broadly, for its employees, suppliers, customers, partners, states, and society. TotalEnergies' commitments to protect biodiversity and foster the development of economic opportunities for local communities are fundamental to the Project.

Projects of all sizes forged across the globe ensure that TotalEnergies remains at the forefront of information and technology. Through research and development, exploration, and production, TotalEnergies has a wealth of data and expertise ready to use. TotalEnergies is well-versed at adapting to new environments and applying its diverse skills to new ventures; its expansive offshore knowledge base will be leveraged for Attentive Energy Two. TotalEnergies' corporate structure is shown in Figure 1-3.

¹ TotalEnergies 2023

² BPU 2019

1.4 Corio: one of the world's largest offshore wind development pipelines

Corio is a specialist offshore wind developer established to accelerate the transition to a greener global economy. With a unique blend of sector-leading expertise and deep access to long-term capital, Corio works closely with its partners to help manage projects throughout their lifecycle, from origination, development and construction, and into operations. Corio has a team of more than 200 industrial, finance, development, and asset management experts as of April 2023. The workforce is based close to key offshore wind markets, with staff in the U.S., Europe, Asia, Australia, and Brazil, among other locations.

Corio's 30+ GW offshore wind development portfolio is one of the largest in the world, spanning established and emerging markets, as well as floating and traditional fixed-bottom technologies. Corio specializes in developing offshore wind projects and innovative capital structuring solutions to finance complex renewable projects.

Corio is a Green Investment Group ("GIG") portfolio company operating on a standalone basis. GIG is a specialist green investor, part of the Macquarie Group. In May 2023, Corio was named Offshore Developer of the Year in the prestigious Wind Investment Awards, organized by Tamarindo to celebrate best practice in the global wind industry. Furthermore, Corio CEO Jonathan Cole was named Industry Leader of the Year, while its partnership with leading global investor OTPPB won Equity Deal of the Year. In October 2022, Corio was shortlisted, together with GIG, for Outstanding Developer in the 2022 Inspiratia Energy and Sustainability Awards.



Corio receiving 2023 Offshore Developer of the Year Award

GIG is a specialist green investor within Macquarie, and a global leader in the development of companies, assets, and technologies that aim to accelerate the global transition to net zero carbon emissions. Initially launched by the U.K. government in 2012 as the Green Investment Bank, it was the first institution of its type in the world. [REDACTED]

Macquarie is a global financial services organization with Australian heritage, providing specialist investment, advisory and financial services in select markets around the world. The entire group has 18,100 staff operating from offices in over 34 markets, including the U.S. The firm works throughout various areas, including infrastructure, green investments, agriculture and natural assets, real estate, and many others. Macquarie manages over \$575 billion, and the company achieved full-year profits of \$3,523 million for the year ending March 31, 2022. Corio’s corporate structure is shown in Figure 1-4.

1.5 Attentive Energy background

Attentive Energy LLC is the leaseholder of BOEM lease OCS-A 0538, which has an estimated generating capacity of approximately 3 GW. The Lease Area can support two projects: Attentive Energy One and Attentive Energy Two. These projects are currently organized as independent and self-governing projects within Attentive Energy LLC:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1.6 Governance

[REDACTED]

1.7 Commitment to diversity, equity, and inclusion

The Attentive Energy team is united by a shared respect for each other. The Sponsors make people the core focus of its collective undertaking, valuing diversity as a major strength to Project development and paying attention to the quality of employee dialogue within the team that will create pathways for future opportunities.

Since 2020, Attentive Energy’s team has been elevating the importance of diversity, equity, and inclusion (“DEI”) hiring policies and the importance of getting it right from the start in offshore wind, both in New Jersey and nationally. In the last two



Attentive Energy’s Managing Director, Damian Bednarz, speaking at the American Clean Power Offshore Wind Conference on DEI, 2022

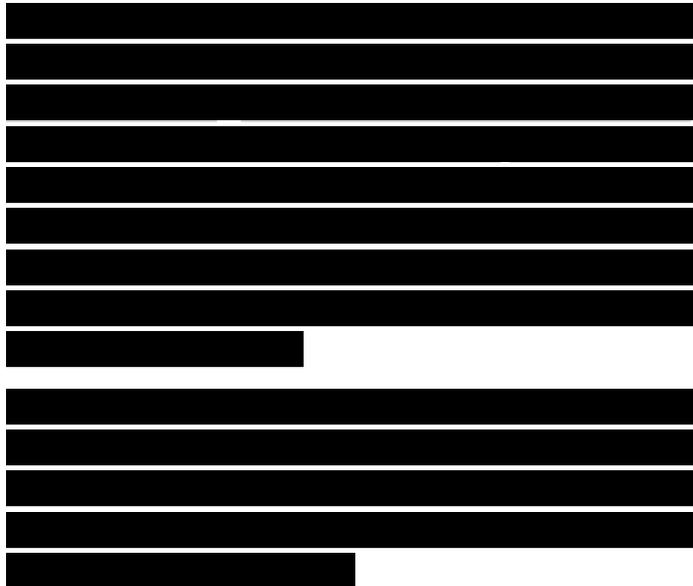
years, Attentive Energy has been featured on several national platforms such as The American Clean Power Association and Business Network for Offshore Wind’s industry conferences, raising the challenges of, and opportunities associated with, implementing proactive DEI policies into early project development.

Discussion has also focused on how the industry as a whole should emphasize talent recruitment that creates pathways to maximize diversity of background, skills, and perspectives. Attentive Energy’s lessons learned from the beginning is that it – and the industry at large – needs to focus on continuing to integrate DEI into decision making, hiring, and procurement. It is crucial to meet communities where they are and along forums and talent pools with dedicated outreach opportunities.

Attentive Energy helped start the public conversation on DEI and environmental justice in the offshore wind industry. Attentive Energy continues to lead by example on DEI and position itself as a meaningful partner in reaching the desired outcome of a more inclusive offshore wind industry.

The American Clean Power Association launched an inaugural DEI Committee in April 2022 focused on advancing an equitable Energy Transition for All initiative through three pillars. The pillars aim to engage transitioning workers and historically overburdened and disadvantaged communities, provide economic value and opportunity to communities, and create leadership teams and a workforce representative of host communities where American Clean Power Association member companies operate. As a member of the DEI Committee, Attentive Energy attends monthly meetings and is an active member of the Committee’s LinkedIn Group where cross-sector peers share DEI best practices. This enables Attentive Energy to utilize national experiences and insights to enhance Project development and meaningfully engage with diverse and underrepresented populations to develop an inclusive local offshore wind industry.

[Redacted text block]



Attentive Energy in attendance at the National Supplier Diversity Institute’s New Jersey Clean Energy DEIJ Day

1.8 Sponsors’ offshore expertise and portfolios

Attentive Energy benefits from the diverse, combined project portfolios of its Sponsors, and the Project will leverage the extensive experience that the Sponsors have gained from developing, financing, owning, and operating large-scale generation and transmission facilities.

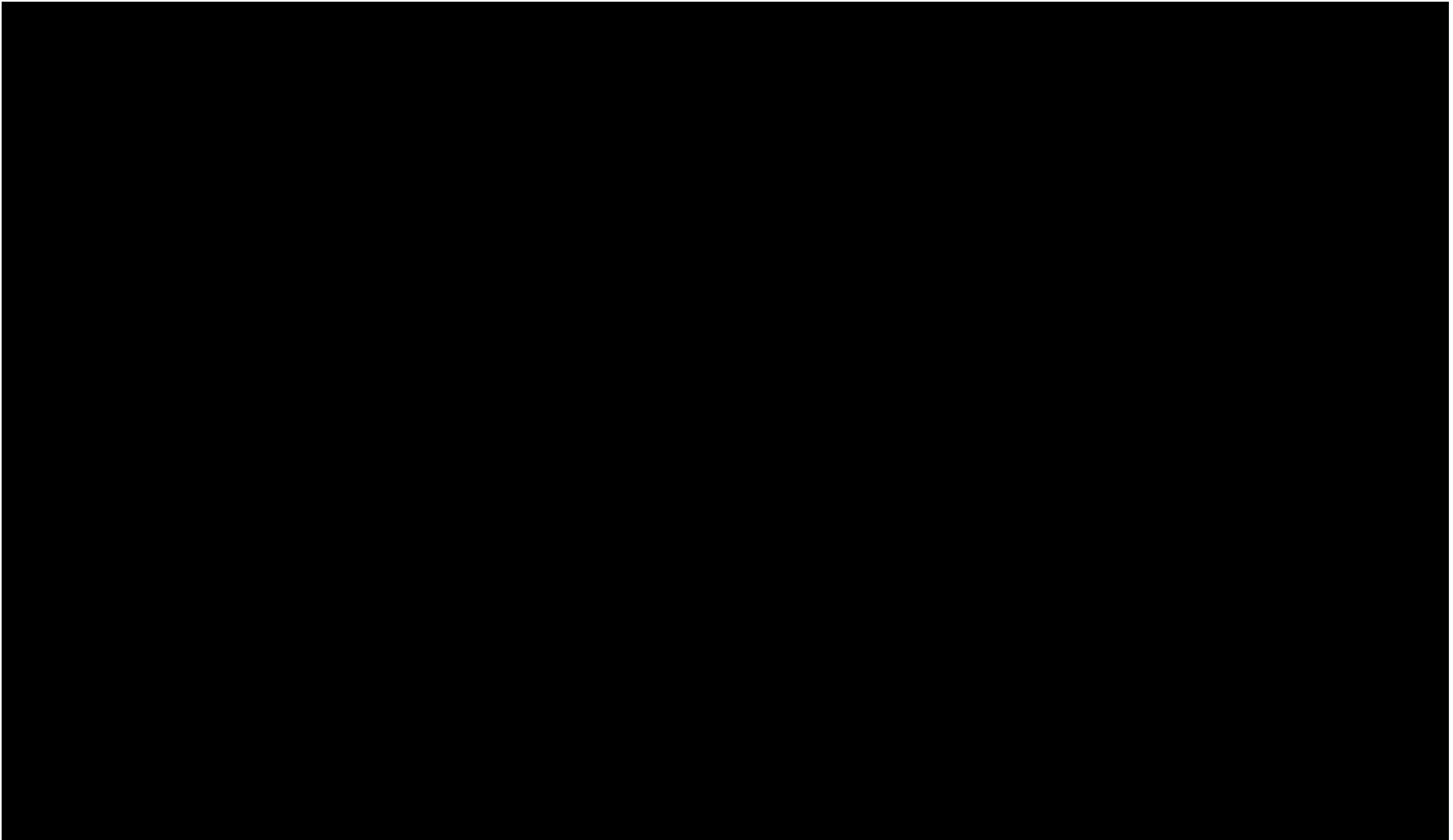
Through offshore wind and other global ventures, the Sponsors have deep experience in developing and maintaining complex offshore assets, both bottom-fixed and floating. [REDACTED]

[REDACTED] Projects attributed to the individual Sponsors are presented in Table 1-6 as well. Figure 1-5 illustrates these offshore wind portfolios. Beyond that, members of Corio's team were directly involved in over a dozen offshore wind projects in Macquarie’s portfolio that are now in operation. An overview of the Sponsors’ offshore wind projects and activities is provided in Attachment 1-E, which includes additional discussion on these projects, including Sponsor role in the project, technology, local content commitments, and more.



Seagreen offshore wind farm under construction in Scotland





SPONSOR OFFSHORE WIND PROJECTS PORTFOLIO

Seagreen: World Record for the World’s Deepest Wind Turbine Foundation



Country:

United Kingdom

Technology:

Offshore wind, bottom-fixed

[Redacted]

Start of Operations:

2022

Located 16 miles off the coast of Angus in Scotland, the first turbine in the Seagreen offshore wind farm has been generating electricity since August 2022. Once all 114 turbines are up and running, the wind farm will provide enough green energy to power more than 1.6 million homes, equivalent to two-thirds of all Scottish homes. Ultimately, the green electricity generated by Seagreen will displace over 2 million tons of carbon dioxide from electricity generated by fossil fuels every year. Once commissioned, Seagreen will be the largest wind farm in Scotland and the world's deepest fixed bottom wind farm.

The electricity generated by Seagreen will be transmitted to the substations via subsea and underground cables. In December 2020, onshore construction began on the 11-mile onshore cable route from the landfall location to the onshore substation. In 2021, the project performed landfall work, onshore export cable pulling, and horizontal directional drilling (“HDD”) work at a number of locations along the onshore cable route. These activities are directly relevant to Attentive Energy Two, as the Project has a similar onshore cable route length and HDD will be the cable landfall method for the Project.

WORLD RECORD! In 2023, TotalEnergies announced that the world’s deepest wind turbine foundation was installed at what will be Scotland’s largest offshore wind farm – Seagreen – off the coast of Angus. The significant milestone marked the installation of the 112th jacket at the 114-wind turbine wind farm, which is a \$3.75 billion (£3 billion) joint venture between TotalEnergies and SSE Renewables.

SPONSOR OFFSHORE WIND PROJECTS PORTFOLIO

West of Orkney: Maximizing Socio-Economic Benefits to the Supply Chain and Communities



Country:
Scotland

Technology:
Offshore wind, bottom-fixed

Start of Operations:
2030

The West of Orkney Windfarm will be located 18 miles (30 kilometers) off the coast of Scotland and commits to developing the offshore wind supply chain across Scotland and the rest of the U.K. to ensure high levels of local content and actively promote employment and innovation in the region. As part of this development, the partners will unlock an approximately

\$170 million (£140 million) initiative to support the development of the local supply chain⁷. Funds will be allocated across a range of initiatives, including:

- Over \$11 million (£9 million) of direct support for the enhancement of local ports and harbor infrastructure in Scotland
- Funding design and delivery studies to allow suppliers to plan investment in additional capability and capacity, and position themselves competitively in the industry
- A bespoke program with the Orkney-based European Marine Energy Centre to support innovation and cost reduction in areas specific to the project
- A skills development program to support long-term employment opportunities in the wind sector and support the project’s ambition to achieve a 50-50 gender balance across all operations from first generation
- \$42 million (£33.5 million) to a Supply Chain and Infrastructure Investment Fund, which will be used to leverage match funding from third parties and deliver a significant change in Scottish and U.K. supply chain preparedness

The partners have also committed to spend a minimum \$1.16 billion (£932 million) in Scotland during development, construction and the first six years of operations, underpinned by a target of 60 percent U.K. content, measured over the life of the project.

⁷ A \$170 million (£140 million) initiative to support the development of the local supply chain, through a \$130 million (£105 million) project-level investment program that will be enhanced through match funding from third parties

SPONSOR OFFSHORE WIND PROJECTS PORTFOLIO

Project Spotlight: Formosa 2



Country:
Taiwan

Technology:
Offshore wind, bottom-fixed

[Redacted]

Start of Operations:
2023

Formosa 2 was the first offshore wind project completed in Taiwan after the COVID-19 pandemic.

[Redacted]

[Redacted]

In February 2023, TotalEnergies and Corio announced that they signed a joint venture partnership to develop the Formosa 3 offshore wind farms in Taiwan. The Formosa 3 project comprises three proposed wind farms – Haiding 1, 2, and 3 – in Changhua county on the central-western coast of Taiwan. The project received Environmental Impact Assessment (EIA) approvals in 2018, with an EIA-approved capacity of around 2 GW. The wind farm development is expected to contribute to Taiwan’s ambitious plans for the green energy transition and represents a multi-billion-dollar investment from the partners and project lenders up to the end of construction.

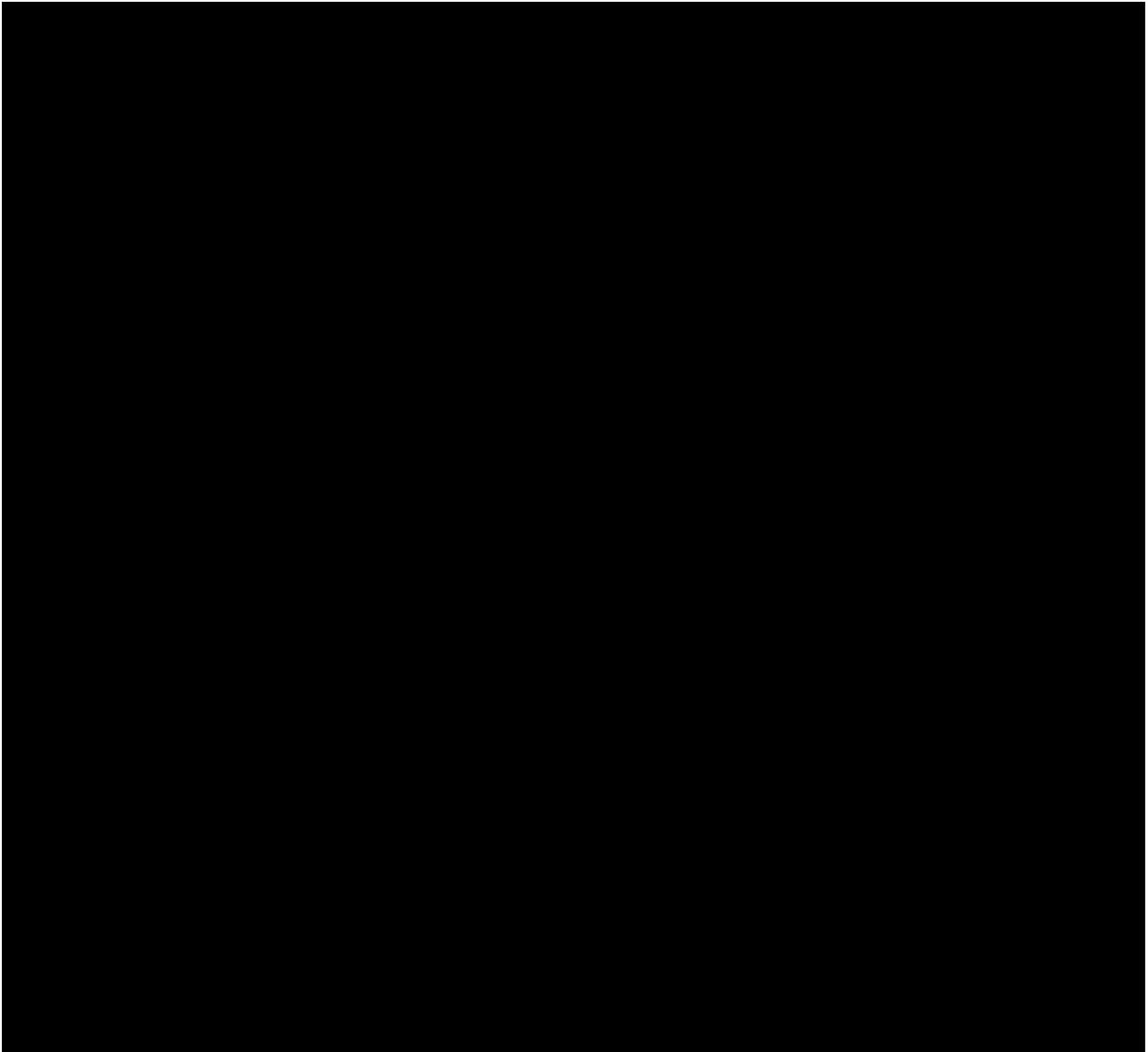
1.9 Responsible development of the growing global offshore wind industry

TotalEnergies has announced its participation in several offshore wind industry organizations to promote responsible development of the growing global industry. Recently, TotalEnergies partnered with the Carbon Trust and 10 other offshore wind developers to collaborate as part of the new global Offshore Wind Sustainability Joint Industry Program (“JIP”). The Offshore Wind Sustainability JIP will develop the first standard industry-backed methodology and guidance to measure and address the carbon emissions associated with offshore wind farms throughout their lifecycle by engaging all stakeholders in the supply chain⁸. This work will contribute to the sustainable scaling of the global offshore wind industry and continue the industry’s important contribution towards meeting the world’s Net Zero target by 2050. TotalEnergies’ experts participate in the technical and steering committees and contribute to the technical packages, such as project lifecycle analyses.

[REDACTED]

Attentive Energy and its Sponsors are members of various consortia focused on responsible offshore wind development and offshore wind research and development, including:

⁸ The Carbon Trust 2023



1.10 Health and safety for everyone

It is the policy of Attentive Energy and its Sponsors to provide their employees, visitors, and contractors with a safe workplace. Attentive Energy believes all accidents are preventable and will establish a comprehensive health, safety, and environment (“HSE”) risk assessment process and corresponding HSE management system for the entire project lifecycle—including the operational phase. The project HSE management system will be applicable to onshore and offshore activities and include all policies, procedures, and work instructions required to safely manage HSE risks. This HSE management system will be compliant with all regulatory requirements and best practices and will fully elaborate on the content of the Safety Management System, which will be documented as part of the Construction & Operations Plan (“COP”) submission.

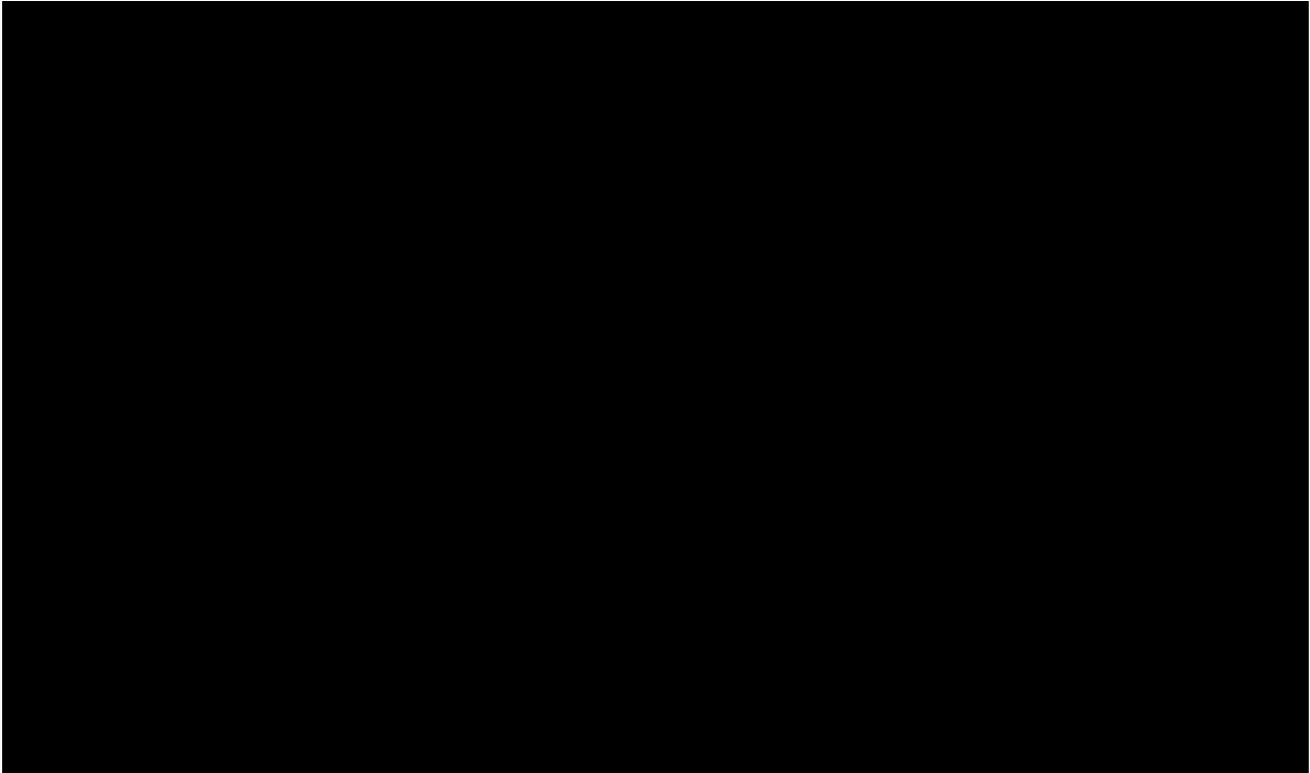
Maintaining a robust health and safety culture across all project activities, in order to achieve zero accidents or injuries, is Attentive Energy’s highest priority. Attentive Energy applies the same

rigorous standards for HSE as both Sponsors. Key to ensuring a safe work environment is the implementation of a comprehensive program of safety competence and training alongside the adoption of critical safety practices by all. One such practice utilized by Attentive Energy is the STOP-work-authority, which empowers employees and contractors to stop work in any situation that they believe presents a risk to a person's safety, the environment, or assets without any fear of reprisal. Workplace safety culture is further elaborated through Attentive Energy via the adoption of workplace rules that define best practices for all employees to follow (i.e., TotalEnergies' Twelve Golden Rules), installation of a systematic process for learning from incidents/events, electrical tools for on-the-spot reporting of observations/anomalies in order to identify weak signals, and the adoption of a comprehensive system of task-based risk assessment and activities control.

1.10.1 TotalEnergies' safety for you, for me, for all

Tied to responsible development is a commitment to safety. Safety is more than a priority at TotalEnergies – it is a core value on which the company will not compromise for any reason and is the foundation of its long-term viability. TotalEnergies conducts its operations on the basis of its Safety Health Environment Quality Charter. It forms the common foundation for TotalEnergies' management framework, and sets out the basic principles applicable to safety, security, health, the environment, quality, and societal commitment.

Company directives and rules define minimum requirements. General specifications, guides, and manuals are used to implement these directives and rules. TotalEnergies' subsidiaries implement these requirements by means of their own management systems, which consider local specificities and regulatory requirements. The risks and challenges relating to people's health and safety are identified as part of a dynamic process that draws on lessons learned, which are included in the HSE management system framework known as One MAESTRO (Management and Expectations Standards Toward Robust Operations). The One MAESTRO management system framework (shown in Figure 1-6) has been utilized by TotalEnergies since 2018 and was designed to give greater overall consistency to the TotalEnergies' operations and safety performance, while continuing to respect the specific characteristics of the various business segments. This management system framework is based on 10 fundamental principles and is consistent with the requirements of ISO14001 and ISO45001.



TotalEnergies' HSE division includes a group of specialists in high-risk operations (work at height, lifting, confined spaces, etc.), which consolidates in-house knowledge and relations with contractors and develops the relevant One MAESTRO procedures. The HSE division also includes a group that provides operational-based support to subsidiaries and targets developing and strengthening workforce safety culture. This division also develops and disseminates tools to improve human performance by identifying the Organizational and Human Factors of a work situation and defining appropriate measures. The message is clear at TotalEnergies: Everyone who works at a TotalEnergies site must be able to return home safe and sound at the end of their workday.

In addition to the One MAESTRO management system framework, TotalEnergies has put in place various other programs and tools to ensure safety for me, for you, for all. TotalEnergies has set a goal of "zero fatalities" and is aiming for ongoing reductions in the number of accidents. The TotalEnergies action plans to prevent fatal accidents are based on long-term work to continuously adapt and systematically implement its first two global programs (The 12 Golden Rules and STOP card system), described in Figure 1-7. This fundamental work is supplemented by specific action plans and feedback from investigations carried out if new events occur.

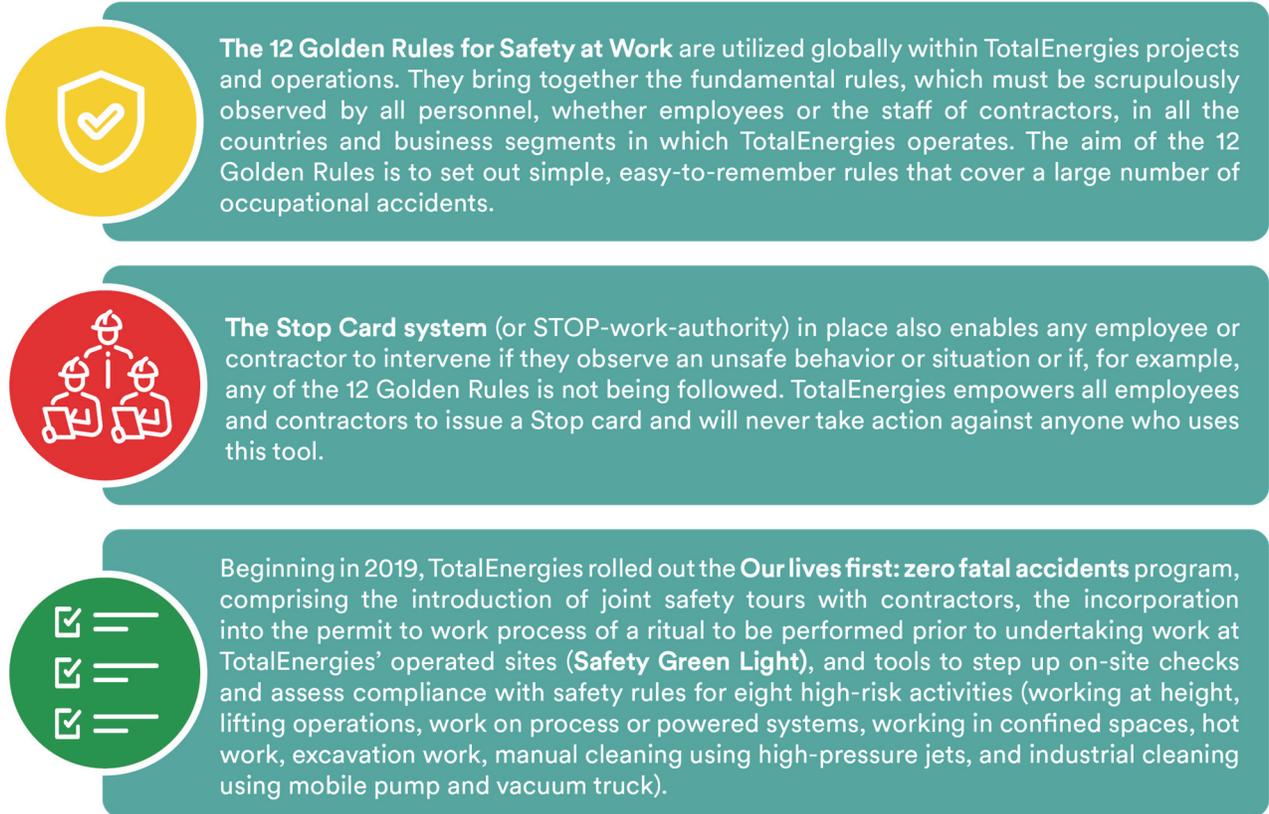


Figure 1-7. TotalEnergies' safety tools

Additional information on TotalEnergies' commitment to safety and its Twelve Golden Rules are presented in Attachment 1-F.

1.10.2 Corio's safety CORE

HSE considerations are fully integrated into Corio's strategy, decision-making processes, and culture, ensuring HSE is a core value embedded in all decisions and operations. Corio employees take ownership of Workplace Health, Safety, Environmental & Social and are expected to meet the high HSE standards. Corio aims for zero injury, no illnesses among employees and contractors, and the avoidance of any adverse impact on the environment and the communities involved in its businesses.

Corio created an internal work code, referred to as "CORE," based on four main pillars shown in Figure 1-8.



- COLLABORATE:** Work together to design out risk.
- RESPECT:** Look out for each other and our environment.
- OWN:** Take responsibility for doing the right thing.
- ENGAGE:** Speak openly about issues and celebrate success.

Figure 1-8. The CORE work code

These pillars underpin the following Workplace Health, Safety, Environmental & Social commitments the Corio team is held accountable for:

- Requiring that the leadership team follows a clear management system framework regarding HSE policies;
- Ensuring that its business does not place employees, contractors, or the broader public at risk of injury or illness, and promotes social and environmental sustainability, compatible with the needs of the environment and communities in which these businesses operate;
- Complying with applicable laws, regulations, and offshore wind international standards, and meeting best practices when managing safety, health, environmental and social issues. Where there are no applicable laws, adopt and apply international standards and internal standards;
- Promotion of a just HSE culture, ensuring open communication, engagement, consultation and encourage involvement of employees, contractors, partner and communities on responsible occupational health, safety, environmental and community management issues;
- Providing the necessary resources, information, instructions, training, and supervision to employees to proactively improve its HSE performance;
- Promoting continuous improvement by regularly reviewing and updating the HSE Management System as well as by continuously training and instructing employees; and
- Fostering commitment to this policy at all levels of the company.

1.11 Sponsors' other project experience

In addition to its offshore wind projects and activities, TotalEnergies is involved in an array of projects globally and in the U.S. TotalEnergies increased its global investments in electricity and renewables to over \$4 billion in 2022 (up from \$3 billion in 2021). Investments in low-carbon energies will rise to \$5 billion in 2023, representing nearly one third of TotalEnergies' total planned investments. TotalEnergies intends to finance investments of more than \$60 billion in renewable power generation capacity by 2030. The mix combines regulated markets with deregulated markets integrated across the entire electricity value chain. By mid-2023, TotalEnergies' gross renewable electricity generation installed capacity was 18 GW. The company's objective is to achieve 100 GW of installed renewable power generation capacity by 2030. Additional information on Sponsors' other renewables and storage experience is provided in Attachment 1-G.

TotalEnergies is investing in solar and wind power with the aim to become one of the world's top five producers of renewable energy by 2030—and it has become a top-five renewable energy producer in the U.S. following its acquisition of 50 percent of Clearway Energy Group in 2022.

1.11.1 TotalEnergies’ offshore experience

TotalEnergies has competitive advantages in developing safe and sustainable offshore wind solutions stemming from core competencies derived from its decades as a global leader in the offshore oil and gas industry. With extensive offshore experience, TotalEnergies has the technical excellence and managerial expertise to leverage a robust global supply chain via TGP and to execute complex offshore projects. This is evidenced by its track record in managing major oil and gas procurements and interfaces on installation and drilling.

TotalEnergies has the technical excellence and managerial expertise to access the global supply chain, and identify and manage complex interfaces, as evidenced by its track record in managing timely coordination of various major components, securing local content and talent, and managing complex installation interfaces.

TotalEnergies is building a large offshore wind portfolio across the globe, in partnerships with experienced offshore wind developers and strong financial investors. As an operator of many oil and gas projects overseas, TotalEnergies has a long track record of executing major projects with complex interfaces, including engineering, procurement, and construction (“EPC”) management and supply chain management amongst various parties.

[Redacted text block]

TotalEnergies is active in nearly 130 countries; as a result, it is well versed at adapting to new environments and applying its diverse skills to new ventures. Specifically, TotalEnergies’ expansive offshore oil and gas knowledge base will be leveraged for offshore wind project development efforts across the U.S.

[Redacted text block]

Leveraging TotalEnergies’ longstanding presence and deep roots in different parts of the world operating and maintaining complex, large-scale energy assets across various sectors, Attentive Energy is prepared to deliver a Project that is reliable and sustainable over the long term.

TotalEnergies is harnessing its offshore logistics and operations expertise, alongside its innovation capabilities and an unwavering commitment to the safety of people and equipment, to prepare the future of energy for the planet.

SPONSOR OFFSHORE ENERGY EXPERIENCE

Moho Nord: One Example of TotalEnergies' Track Record Responsibly Operating a Large-Scale, Cutting-Edge Offshore Project



Moho Nord illustrates TotalEnergies' pursuit of innovative solutions with the design of the first-ever all-electric Floating Production Unit

Type:

Deep offshore oil

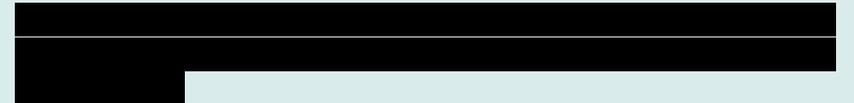


Start date:

Moho phase 1bis in 2015, Moho Nord in 2017

The Moho Nord is a deep offshore oil project located 47 miles off the Congolese coast. Moho Nord had a positive impact on local employment, creating 12,000 direct and indirect jobs and benefitting 600 Congolese companies working on the project, effectively showcasing TotalEnergies' commitment to leveraging and buttressing a strong local workforce.

At Moho Nord, the first-ever all-electric Floating Production Unit, Likouf, was designed to have the smallest environmental footprint possible.



TotalEnergies knows how to construct, operate, and maintain offshore oil and gas assets, as evidenced by projects like Moho Nord. As the largest oil project ever undertaken in the Republic of the Congo, Moho Nord is a showcase for TotalEnergies' deep offshore operating expertise and a hub for cutting-edge technology.

The project underscores the importance of safety and respect for the environment, as well as innovation and responsible development through the optimization of energy efficiency in installations.

SPONSOR OFFSHORE ENERGY EXPERIENCE

Egina: A Flagship Offshore Project Driving Local Development and Expertise



Egina is a colossal project in ultra-deep water and a showcase for local development

Type:

Ultra-deep offshore oil



Start date:

December 2018

The Egina project is one example of a win-win partnership delivered by TotalEnergies. TotalEnergies, the Nigerian Content Development Monitoring Board, and the main project contractors have set the ambitious objective to train more than 200 Nigerian students as engineers and technicians to develop their skills and improve their career prospects.

More than half of the people involved in building the Egina project infrastructure were Nigerian, and close to 77 percent of the hours worked on the project have been onsite in Port Harcourt or in Lagos. Through TotalEnergies' project efforts, infrastructure in the country has been extended and enhanced, notably via the construction of a 500-meter-long dock to assemble the FPSO. Once it has served this purpose, the dock will be available for other industrial projects.

Located some 80 miles (130 kilometers) off the coast of Nigeria at water depths of more than 4,900 feet (1,500 meters), the Egina field is one of TotalEnergies' most ambitious ultra-deep offshore projects. Along with impressive technical developments like Egina, TotalEnergies is demonstrating its commitment to local economic development in countries its projects are located by focusing on three main areas: hiring and training local people, purchasing local goods and services, and developing local infrastructures.

1.12 Attentive Energy’s team

Attentive Energy brings together a team of passionate and experienced engineers, scientists, finance experts, environmental planners, and outreach professionals that bring unique backgrounds and skillsets to ensure Attentive Energy stays true to its values. Day to day, the Attentive Energy team works to ensure that the Project is designed and developed sustainably, transparently, safely, and cost-effectively.



Technical and Procurement Team

The technical team oversees the design and engineering of the offshore wind farm, including operations and maintenance planning, procurement, supply chain, site surveys, export cable routing, offshore transmission network, and interconnection and deliverability.



Finance and Commercial Team

The commercial team oversees financial modeling, estimating, accounting, revenue management, offtake contracting, and market regulatory affairs.



Permitting and Development Team

The permitting and development team oversees all permitting and environmental activities, community engagement and outreach, fisheries relations, external affairs, economic development, labor relations and workforce development, public policy, and more.

In addition to the 30+ full-time employees that support Attentive Energy, the Project has access to a diverse set of qualified individuals through TotalEnergies and Corio. Many of the individuals supporting the Project have roots in the New Jersey area and/or global experience in the energy sector, bringing the technical skills and local experience needed to successfully deliver renewable energy into New Jersey.

The Project leadership team based in the U.S. has a successful track record developing, financing, owning, and operating large-scale generation and transmission facilities in diverse environments. A list of Key Employees dedicated to the Project is provided below, and these Key Employees represent a subset of the larger Project team.⁹ The full Project team includes personnel dedicated to commercial development, technical validation, permitting and development, and liaisons to key industries—including, but not limited to, fisheries, community engagement, environmental, DEI, and Tribal engagement—to ensure a well-rounded, technically feasible, and financially sound project. The Key Employees are dedicated to Attentive Energy and have collectively contributed to the

⁹ Per N.J.A.C. 14.8-6.1: “key employee’ means any individual employed by the applicant in a supervisory capacity or empowered to make discretionary decisions with respect to the project.”

Project's development over the past five years. In addition, these Key Employees have specific expertise or experience in developing, permitting, constructing, and operating large-scale energy infrastructure in New Jersey, the U.S., and abroad.



Damian Bednarz
Managing Director
TotalEnergies
Renewables USA, LLC

Damian leads the Attentive Energy team and is responsible for managing day-to-day operations and resources of Attentive Energy to implement its business and project development strategies across multiple markets. Damian also serves as Attentive Energy's primary external representative on all public affairs, which includes community engagement, strategic communications, and government affairs. After a decade in clean energy advocacy, Damian joined Attentive Energy as it set out to build clean energy entities from the ground up across the U.S., especially the once-in-a-generation opportunity that comes from offshore wind. Prior to joining Attentive Energy, Damian managed a diverse clean energy and climate portfolio at Kivvit, a nationally ranked public affairs and strategic communications firm. Damian also served in several senior leadership roles at the U.S. Department of Energy, including chief of staff for the Office of International Affairs and White House Liaison.

Damian immigrated to Paterson, New Jersey, from Poland when he was an infant and grew up in Bergen County. You can find him every summer on Long Beach Island, where he has visited for the last 22 years, defending his position that North Jersey has the best bagels in the country.



Christen Wittman
Vice President Project
Development
TotalEnergies
Renewables USA, LLC

Christen has over 10 years of experience in large civil construction works and the U.S. offshore wind industry, including early-stage offshore wind project development on both U.S. coasts. Throughout her career, Christen has worked to establish the offshore wind industry in the U.S. through the development of ports and infrastructure, a domestic supply chain, and a local, skilled workforce – including leading some of the first offshore wind supplier matchmaking in the U.S. Previously, she oversaw the construction of the New Bedford Marine Commerce Terminal for the Commonwealth of Massachusetts, the first port in the U.S. to be designed and built specifically for the staging, assembly, and deployment of offshore wind components, and which was permitted and constructed within one of the nation's largest Superfund sites. Christen has also managed the design and construction oversight of various renewable energy, energy efficiency, and environmental restoration and mitigation projects.

Christen recently relocated with her family to a new home in ██████ New Jersey, with the specific goal of being a part of and supporting the community that Attentive Energy serves.



**Nicolas
Cambefort**
Vice President Project
Delivery
TotalEnergies
OneTech

Nicolas has worked in the energy industry for over three decades and has been with TotalEnergies for more than 20 years. In recent years, Nicolas oversaw various offshore projects in TotalEnergies' portfolio, which most recently included greenfield deep-water development in the Gulf of Mexico and greenfield offshore development for the Martin Linge Project in Norway. Prior to that, Nicolas was Deputy Vice President of Total E&P, where he was responsible for coordination of the CAPEX management program. Nicolas' expertise lies with managing projects at various phases of execution, interfacing with local and international industrial stakeholders, interfacing with national authorities, and managing international multidisciplinary teams. Nicolas is committed to promoting permanent improvement of HSE performance. He received his Master's Degree in 1990 from Ecole Nationale Supérieure d'Arts et Métiers in France.

Nicolas is impressed by the development work undertaken by the State and is excited about the potential for expansion of the EEW facilities in Paulsboro.



Murray Greene
General Counsel and
Secretary
TotalEnergies
American Services,
Inc.

Murray has been with TotalEnergies for three years having previously supported the North Platte Project in the Gulf of Mexico. Prior to joining TotalEnergies, he worked at BP for 17 years in a number of legal roles. In his last role at BP, Murray led a team of attorneys that supported all major capital projects in BP's upstream global portfolio, which included over 50 projects in 18 countries on six continents. Prior to BP, he worked in private practice for two different law firms where he concentrated on environmental regulatory counseling and enforcement defense, complex and environmental litigation, environmental considerations in transactions, and rulemaking advocacy and lobbying. Murray is admitted to practice in Texas and Louisiana, but he is currently inactive in Louisiana. As general counsel for Attentive Energy, Murray is responsible for providing legal support to all phases of the Project.

Murray reminisces about the good old days whenever he hears his high school senior class song, Never Say Goodbye by Bon Jovi, his favorite New Jersey rock band.



Alexandra Howell
Workforce & Labor
Liaison
TotalEnergies
Renewables USA, LLC

As the Workforce and Labor Liaison for Attentive Energy, Alexandra works with labor unions and the workforce development community to collaborate on, develop, and meet timely workforce needs. Prior to joining TotalEnergies, Alexandra spent 12 years as a labor and employment attorney, workforce planning consultant, and adjunct professor. After receiving her law degree from the City University of New York School of Law, she joined the Nassau County District Attorney's office as a prosecutor in a felony trial bureau and later went into private practice focusing on labor and employment law. Alexandra has worked with unions, non-profits, and businesses on labor relations and collective bargaining, human resources policy development, and litigation. Alexandra has also worked with unions and labor organizations on strategic initiatives related to sustainable workforce development.

Alexandra enjoys vacationing with her kids in Cape May, which has one of her favorite beaches.



Jonathan Howie
Technical Director
TotalEnergies
Renewables USA, LLC

Jonathan is the Technical Director at Attentive Energy and oversees the Project's offshore wind transmission and grid interconnection efforts. He is an energy professional with over a decade of engineering and project execution experience focused on electrical power transmission systems. Jonathan has spent his career seeking out large complex engineering challenges with experience managing global project design teams. He spent his previous years working in both the U.S. and Europe, designing and constructing utility scale EPC energy projects. Throughout his project background, he has worked collaboratively with power utilities, system operators, regulatory agencies, and other varying stakeholders across the U.S.

Jonathan has firsthand experience working with New Jersey utilities and municipalities to harden grid infrastructure. He previously worked on a substation expansion project at Atlantic Substation, where the Larrabee Collector Station will tie into.



Paul Phifer, PhD
Permitting and
Development Director
TotalEnergies
Renewables USA, LLC

As the Permitting & Development Director at TotalEnergies for the Attentive Energy offshore wind projects, Paul leads the offshore wind permitting and external affairs strategies to ensure delivery of key project milestones. He is responsible for scoping, development, and management of the Project’s permitting schedule, budget, and risk management to secure federal, state, and local permits for offshore wind projects. He is also responsible for development and execution of critical external affairs and outreach strategies, including community and stakeholder engagement, governmental affairs, as well as overall public positioning within the market. Prior to joining TotalEnergies, Paul served as the Permitting Manager for Atlantic Shores Offshore Wind. During this time, Paul was responsible for all the federal, state, and local permits required for three offshore wind lease areas. Paul has worked on New Jersey environmental issues since 2009, when he started a 10-year tenure where he oversaw the U.S. Fish and Wildlife’s New Jersey Field Office.

Paul has previously led the development of two Construction and Operations Plans for New Jersey offshore wind projects.



James Pool
Commercial Director
TotalEnergies
Renewables USA, LLC

James is the Commercial Director for Attentive Energy where he oversees the commercial analysis and business case development, in addition to leading tax equity and project finance modelling. James spent more than 15 years in renewable energy project finance and merger and acquisition transactions in both an advisory and sponsor role. During this time, he gained invaluable experience in the renewable energy project finance world, working tax equity and debt financing, evaluating large portfolio transactions, and providing strategic advice to developers and investors. James has worked on the pricing and structuring project finance transactions for over 1 GW of European offshore wind assets and over 500 MW of solar assets in the U.S.

Despite being from Brooklyn, James begrudgingly admits that New Jersey has the best pizza.



Kirsty Speirs
HSEQ Manager
TotalEnergies
Renewables USA, LLC

Kirsty is the Health, Safety, Environment and Quality (HSEQ) Manager at Attentive Energy and brings around 20 years of valuable experience in the management of HSE risk from her time in the TotalEnergies Exploration & Production and Trading & Shipping business units. As the HSEQ Manager for Attentive Energy, Kirsty is tasked with ensuring HSEQ risks are fully identified and evaluated within the project and appropriate risk management controls are incorporated within the asset design and site-based activities. She is responsible for ensuring inherent safety by design is achieved, and for establishing comprehensive HSEQ risk management expectations and requirements for our contractors and suppliers. Kirsty leads the development of a robust HSEQ compliance and management framework and culture within the project team and ensures that the project adheres to HSE regulations through all phases of delivery.





Casey Wiseman
Procurement Manager
TotalEnergies
Renewables USA, LLC

As Attentive Energy’s Procurement Manager, Casey oversees the procurement of services and equipment for all phases of the Project, including permitting, site investigation surveys, resource assessments, design and engineering, and major component packages. He is also responsible for supporting supplier engagement strategy, managing supplier qualification processes, and leading all aspects of the tender process. Prior to joining TotalEnergies, Casey served four years in the U.S. Navy onboard the USS Rainier stationed in Bremerton, Washington, with two deployments to the Persian Gulf. After his service, he worked as a Package Manager for SBM Offshore and later spent time at 2H Offshore supporting multiple projects with Chevron (Bigfoot) and TotalEnergies (Moho Nord) on delivery management. As 2H recorded success and growth, Casey became the Global Procurement Manager and Operations Lead for the parent company, Acteon. After the successful delivery of Moho Nord, Casey transitioned to TotalEnergies as the FPU Procurement Lead for the North Platte Project in the Gulf of Mexico.

In his free time, Casey enjoys fishing and hopes to one day fish in Sandy Hook, New Jersey.

Further detailed information regarding the experience, credentials, and education of Key Employees can be found on their resumes in Attachment 1-H.

1.12.1 A team positioned to bolster New Jersey’s offshore wind program

In addition to the team of internal experts outlined above, Attentive Energy has retained subject matter experts to advance the development, permitting, financing, construction, installation, and operations of the Project. Attentive Energy’s strong team of internal experts and external support will ensure successful, on-time delivery of offshore wind power to the communities of New Jersey. A sampling of key consultants is provided below.

[Redacted]

[Redacted]

[REDACTED]

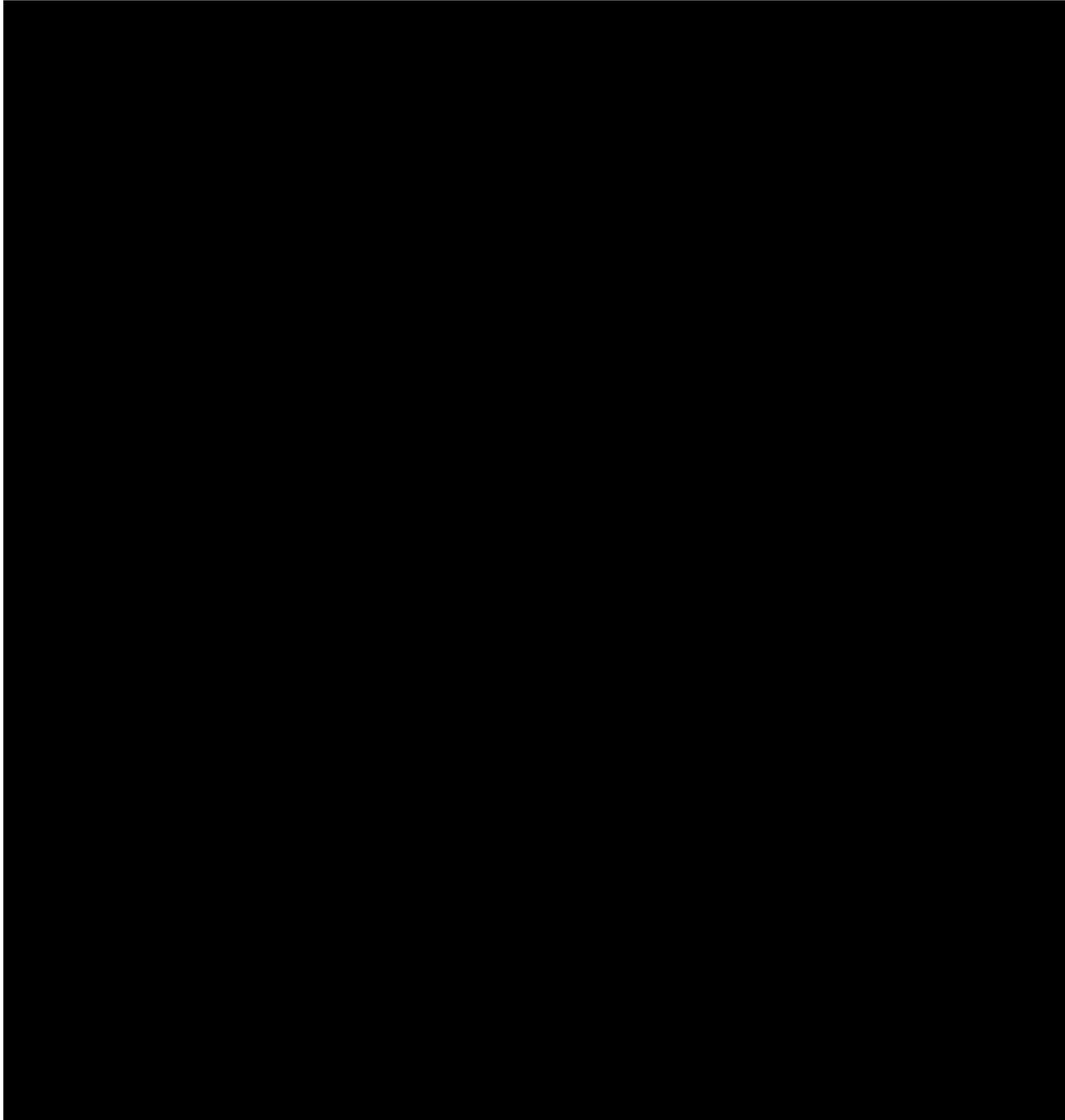
[REDACTED]

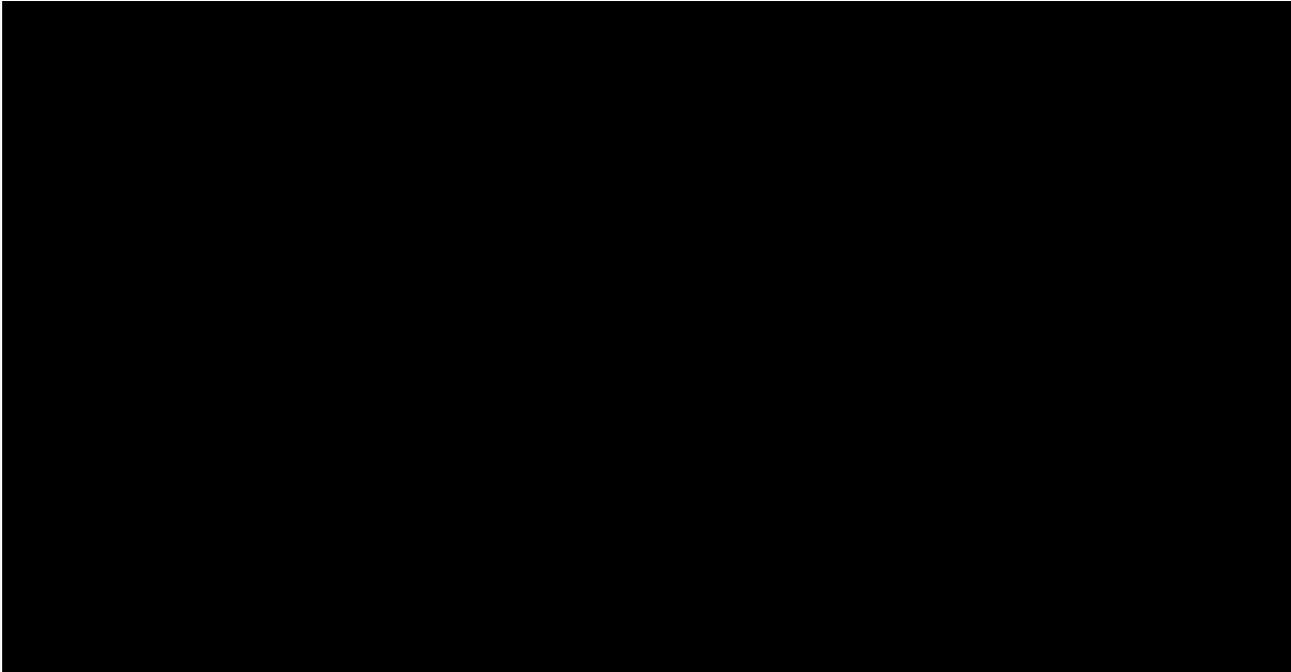
Attentive Energy is proud to have various team members based in New Jersey, some of whom serve as liaisons to key industries.

- **Attentive Energy’s Fisheries Liaison, Sebastian Velez, leads communication and outreach with recreational and commercial fishing communities.** Sebastian is responsible for engaging and creating collaborative relationships with ocean users. Prior to joining the team, Sebastian worked as a fisheries observer in the Bering Sea, Alaska and as the International Program Analyst for the National Oceanic and Atmospheric Administration’s Office of Law Enforcement combating illegal, unreported, and unregulated fishing activities in Southeast Asia and South America. He holds a Master’s Degree in Biology from Florida Atlantic University and a Bachelor’s Degree from the University of Maine in Marine Science. Sebastian’s extensive understanding of the management processes and ecological concerns of fisheries, coupled with his ability to communicate with commercial and recreational fishermen makes him an asset to the Attentive Energy team.
- **Attentive Energy’s Community Engagement Manager, Favio Germán, formerly led offshore wind workforce development and community engagement for the New Jersey Economic Development Authority.** As the Community Engagement Manager at Attentive Energy, Favio supports Attentive Energy’s mission of centering community engagement in its offshore wind projects in New Jersey and New York. Prior to joining the team, Favio worked at the New Jersey Economic Development Authority where he led the creation of offshore wind-focused workforce development and community engagement initiatives. Favio’s career arc includes stints in management consulting where he led projects for government and non-profit clients, advocacy and program management at multiple non-profit organizations, as well as international development work through his service in the Peace Corps. Favio co-founded AmpleSpace, a non-profit organization that focuses on promoting access to mental health education and services for young people of color.

1.13 Description of work performed

Table 1-7 provides an overview of large-scale energy infrastructure projects that Key Employees have contributed to. The knowledge and experience that was gained from these projects—especially in the areas of New Jersey offshore wind permitting, PJM Interconnection, LLC (“PJM”), transmission upgrades, and U.S. offshore wind port development—will be leveraged in pursuit of the Project.

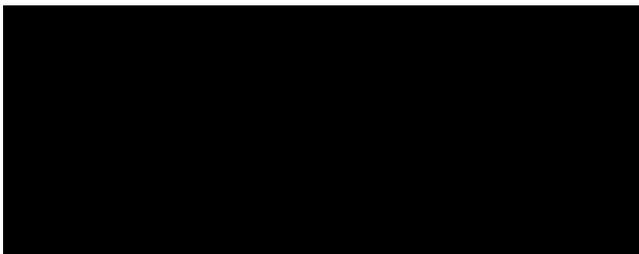




1.14 Investigation Disclosure

The Applicant has no prior business bankruptcies, defaults, disbarments, investigations, indictments or other actions to disclose with respect to itself, U.S. parent companies, affiliates, subsidiaries, or any key employees.

1.15 Financial Statements



[REDACTED]

[REDACTED]

1.16 References

BPU (New Jersey Board of Public Utilities). 2019. 2019 New Jersey Energy Master Plan: Pathway to 2050. Available online at: https://www.nj.gov/emp/docs/pdf/2020_NJBPU_EMP.pdf.

The Carbon Trust. 2023. Global offshore wind industry joins forces with the Carbon Trust to decarbonize and scale up sustainably [Internet]. Available online at: <https://www.carbontrust.com/news-and-insights/news/global-offshore-wind-industry-joins-forces-with-the-carbon-trust-to>.

TotalEnergies (TotalEnergies Renewables USA LLC). 2023. Sustainability & Climate 2023 Progress Report. Available online at: https://totalenergies.com/system/files/documents/2023-03/Sustainability_Climate_2023_Progress_Report_EN.pdf.

¹⁰ Available at <https://www.macquarie.com/au/en/investors.html>.



Section 01: Applicant Information

List of Attachments

Attachment 1-A	Technical Expertise Through OneTech
Attachment 1-B	Procurement Excellence - TotalEnergies Global Procurement
Attachment 1-C	Bios of Sponsor Leadership Team
Attachment 1-D	TotalEnergies Diversity Targets and Achievements
Attachment 1-E	Overview of TotalEnergies and Corio Offshore Wind Projects and Activities
Attachment 1-F	TotalEnergies 12 Golden Rules
Attachment 1-G	Other Sponsor Project Experience
Attachment 1-H	Resumes of Key Personnel
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

2

PROJECT DESCRIPTIONS



Section 2 Project Descriptions

The Attentive Energy Two Project has been carefully crafted to help New Jersey meet its offshore wind goals while prioritizing ratepayer value, environmental protection, and local supply chain opportunities. [REDACTED]

The Project's design has been informed and validated by global experts, key suppliers, and stakeholders. [REDACTED]

The Project fits seamlessly within the overall interconnection at Larrabee Collector Station, an outcome of the first-of-its-kind State Agreement Approach solution that minimizes environmental impacts and ratepayer costs.

Attentive Energy places the utmost importance on respecting existing maritime users and ocean resources, and has developed plans to achieve mariner safety during the Project lifetime in full compliance with the USCG's Marine Planning Guidelines. Prioritizing safety, Attentive Energy will continuously assess and manage Project activities to achieve mariner safety, including fishing vessels, in compliance with USCG safety standards and Marine Planning Guidelines. An indicative wind farm layout for the Project was created to consider the diverse interests of Lease Area users while maximizing usable space, and it will continuously evolving as new information is integrated.

Attentive Energy can count on the full support of the Sponsors, who have been leading the industry toward more efficient, lower cost generation. In April 2023, TotalEnergies installed the world's deepest fixed-bottom WTG foundation at its Seagreen project. Additionally, Corio's team successfully completed the Formosa 2 project, overcoming difficulties brought by the COVID-19 pandemic to deliver the project on time. The Sponsors' offshore project execution and marine logistics experience will be immensely valuable for New Jersey. In particular, the HVDC technology at the core of the State Agreement Approach solution requires enormous offshore mega-lifts to be performed safely, and this has few to no precedents in the offshore wind industry. To ensure Project viability, Attentive Energy will leverage TotalEnergies' technical prowess as a global leader in offshore oil and gas operations where such installations are common.

2.1 Description of the Project

[REDACTED]

[REDACTED] The No Surface Occupancy area along the southern perimeter of the Lease Area totals 4,894 acres, leaving 79,438 developable acres. To the north, the Lease Area is bordered by the USCG-proposed Hudson Canyon to Ambrose Southeastern Fairway, and to the south, it is bordered by a 2.44 nautical mile No Surface Occupancy zone created by BOEM. The Lease Area is one of the six federal offshore wind leases that were offered in the 2022 Bight auction administered by the U.S. Department of the Interior’s BOEM. BOEM named Attentive Energy as the provisional winner of the Lease Area on February 25, 2022, and the Lease became effective as of May 1, 2022. The fully executed BOEM lease agreement for the Lease Area is included as Attachment 2-A.

Attentive Energy has invested years in developing plans for a project that is designed to best serve New Jersey.



[REDACTED]

Attentive Energy is prioritizing New Jersey in every aspect of this Application, and the Project has been carefully crafted to help the State meet its offshore wind goals while prioritizing ratepayer value, environmental protection, and local supply chain opportunities.

[REDACTED]

¹¹

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] The features of the Lease Area allow Attentive Energy to offer the BPU a Project that is cost effective, utilizing tested technologies, and responsive to feedback from key stakeholders, including onshore communities, local fishermen, and regional suppliers.

[REDACTED] Attentive Energy, through its Sponsors, TotalEnergies and Corio, has access to a diverse coalition of experts in offshore engineering, procurement, and construction, which will be leveraged to monitor technological advancements and ensure the

¹² Attentive Energy understands Project and Prebuild Infrastructure as two separate, distinct elements, whereby Prebuild Infrastructure is not included in the definition of “Project.” Attentive Energy defines “Project” as the wind turbine electric generation facility in the Atlantic Ocean within a BOEM lease area and connected to the transmission system in New Jersey, including the associated transmission-related interconnection facilities and equipment, submitted in response to this Third Solicitation. Attentive Energy defines “Prebuild Infrastructure” as the duct banks and cable vaults associated with the Prebuild, as further discussed in Section 13.

Project’s ultimate design is advanced and tailored to the needs of New Jersey’s offshore wind program, in accordance with the BPU requirements. TotalEnergies and Corio have one of the largest combined offshore wind portfolios globally, with approximately 40 GW, [REDACTED]

Additionally, Attentive Energy will create new job and innovation opportunities in the State by:

[REDACTED]

[REDACTED]

[REDACTED]

As required in this Solicitation and prescribed in the SGD, the transmission technology for the Project will be HVDC, [REDACTED] This technology selection was made following a robust evaluation of HVDC converter and HVDC cable state-of-the-art review and consideration for technological evolution to support a constructible, viable, and cost-effective solution that maximizes the use of SAA and Prebuild.

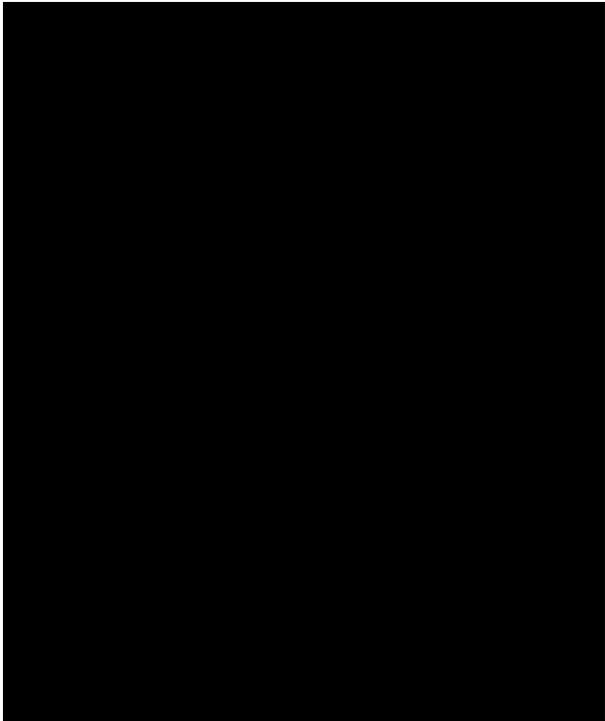
Attentive Energy is proposing the use of [REDACTED] as it is assessed as more cost-competitive and technically mature. However, to offer flexibility to the BPU’s selection process for other projects, [REDACTED]

[REDACTED]

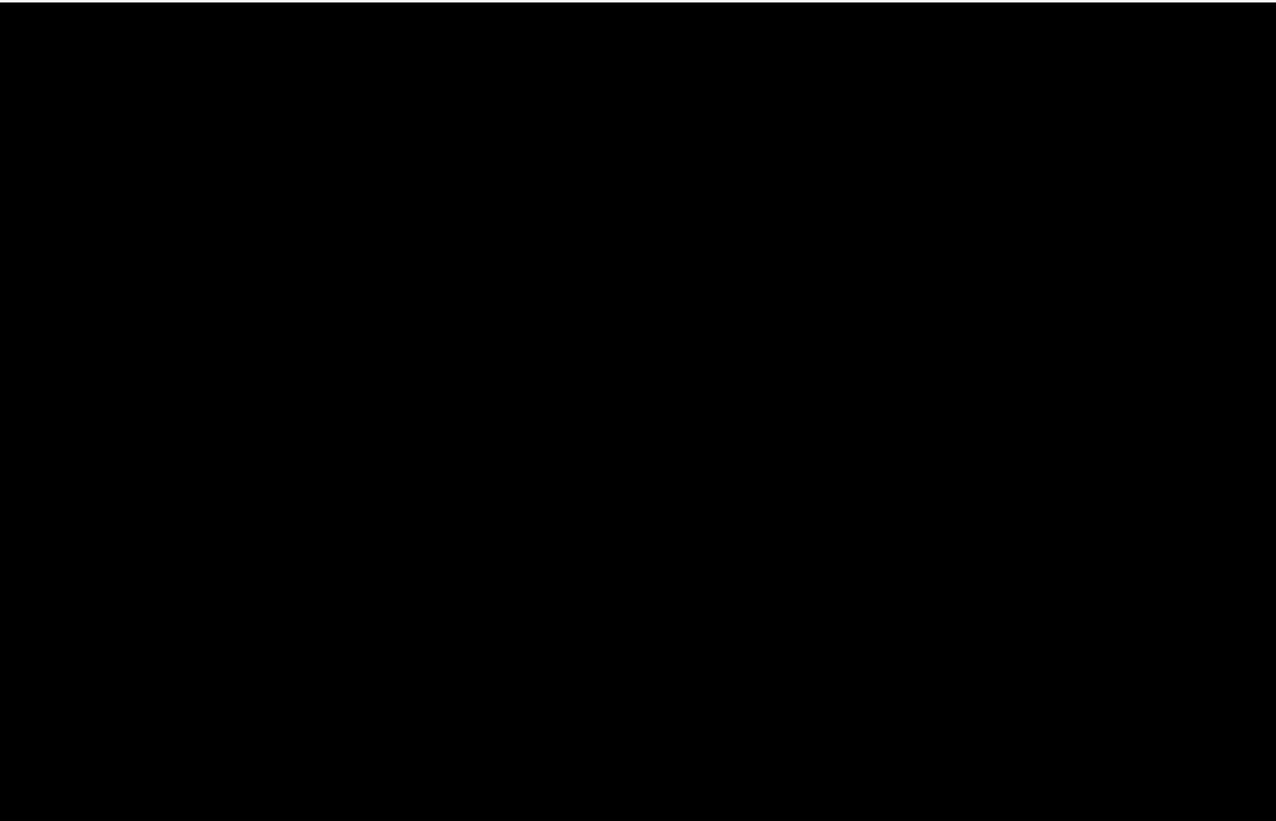
¹³ Per Board Order 8B dated June 29, 2023, the termination will consist of the Prebuild Infrastructure intersecting with the Prebuild Extension Work. Prebuild Extension Work will be the responsibility of MAOD, as further discussed in Section 13.

Attentive Energy has completed extensive engineering and permitting assessments to conclude that [REDACTED] would offer the most technically robust and flexible solution for the Prebuild Infrastructure. [REDACTED]

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



In this Application, Attentive Energy offers New Jersey an array of Project options, as introduced in the Executive Summary, and varying design elements, as described in Tables 2-1 and 2-2, to maximize flexibility to the State in meeting its offshore wind goals. A detailed map book is provided as Attachment 2-B, and an illustration of the Project is shown in Figure 2-2.¹⁴



¹⁴ Note that images throughout this section show indicative locations of Project facilities. As Project design advances, Attentive Energy will continue to consider design aspects of Project components.



Attentive Energy has used established, publicly available data sources and results from several Project-specific studies and surveys to assess the physical characteristics of the Lease Area, develop a strong understanding of site conditions, and develop a robust basis of design for the Project. Over the past year, Attentive Energy completed the first marine surveys in the Lease Area and in the federal waters of its ECR. Attentive Energy also performed reconnaissance-level geotechnical and geophysical (“G&G”) surveys, advancing its understanding of the geology of the Lease Area’s substrate and significantly de-risking Project execution.

In connection with this Project, Attentive Energy has met with over 180 unique stakeholders and conducted more than 250 stakeholder meetings all before holding a lease. This proactive outreach to a diverse set of communities and stakeholders underscores Attentive Energy’s belief that early engagement and strong, trusted relationships are instrumental to the design and delivery of the Project. Activities to date, as further described in Section 9, have yielded a Project design that is informed by stakeholder engagement in the areas of routing, layout, construction, and operations.

Attentive Energy is committed to leveraging local expertise and the global resources of its Sponsors to continue to refine the Project’s design and execution plan to maximize value for New Jersey ratepayers. In particular, advanced and ongoing Project development in the areas of site characterization surveys and permitting, coupled with the use of coordinated transmission through the SAA to reduce future offshore wind development and operational costs and risks, reinforces Project feasibility and the Project’s clear path for successful commercial operations.

2.2 Maps and overview of major components

2.2.1 Offshore Project Area and facilities

Project location and indicative layout

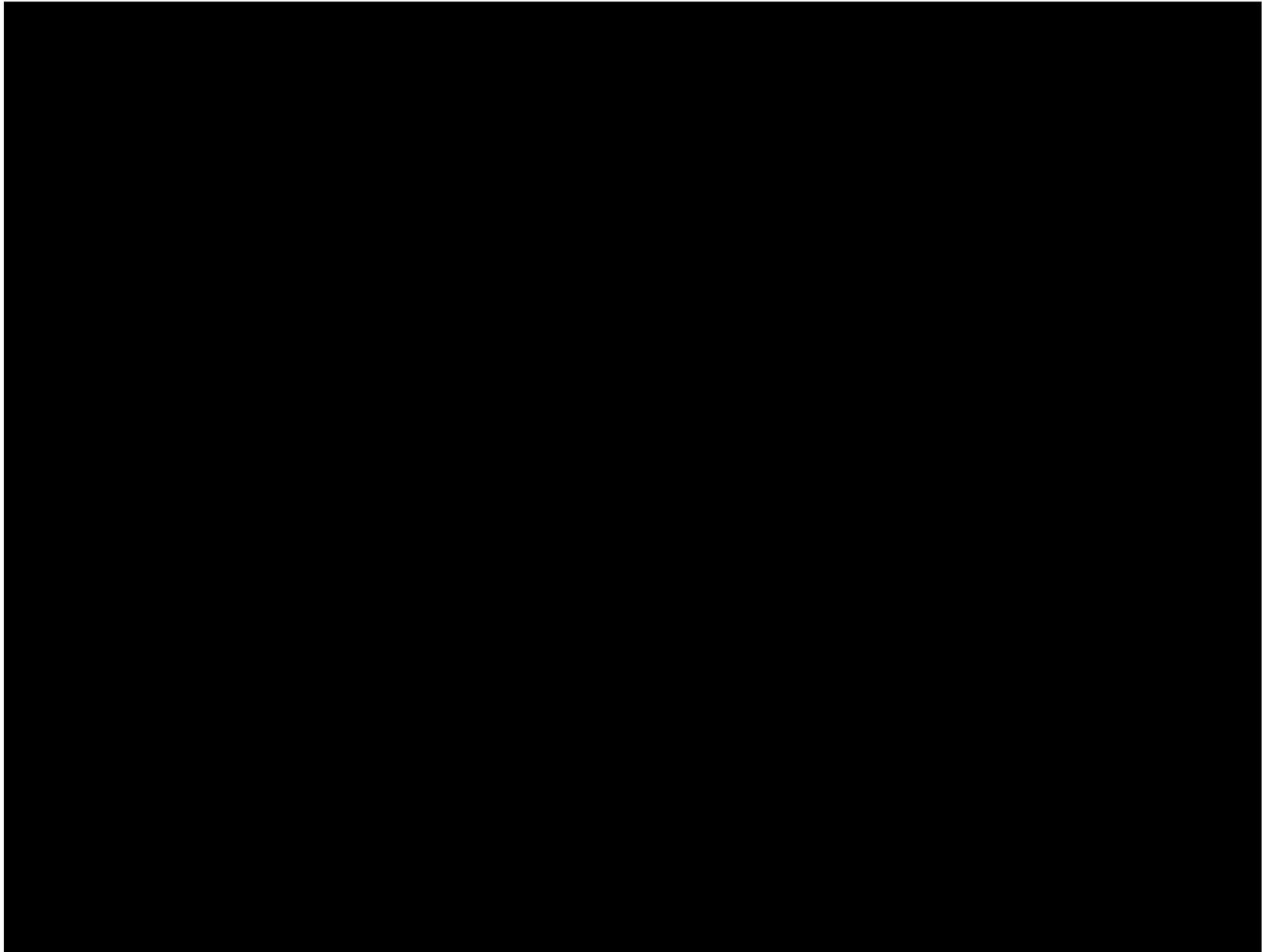

 Figure 2-3 shows indicative maps of the offshore wind farm, including WTGs, the OSS, and other associated offshore infrastructure within the Lease Area that are associated with the Project. A detailed map book is provided as Attachment 2-B. 



[Redacted text block]

The spacing, orientation, and layout will continue to be refined in the years ahead during the development phase of the Project. This allows Attentive Energy to move forward with site characterization activities, including benthic assessment and G&G survey campaigns.

[Redacted text block]



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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

[REDACTED]



Rationale for selection of HVDC technology

The Project will deliver energy through a low-loss HVDC submarine cable interconnection from the offshore wind farm to the LCS. HVDC transmission technology provides reliable and fully controlled power supply in either direction to and from the shore and reduces the number of cables required to deliver offshore wind generation to the grid. [REDACTED]

[REDACTED]



Attentive Energy at HVDC site visit

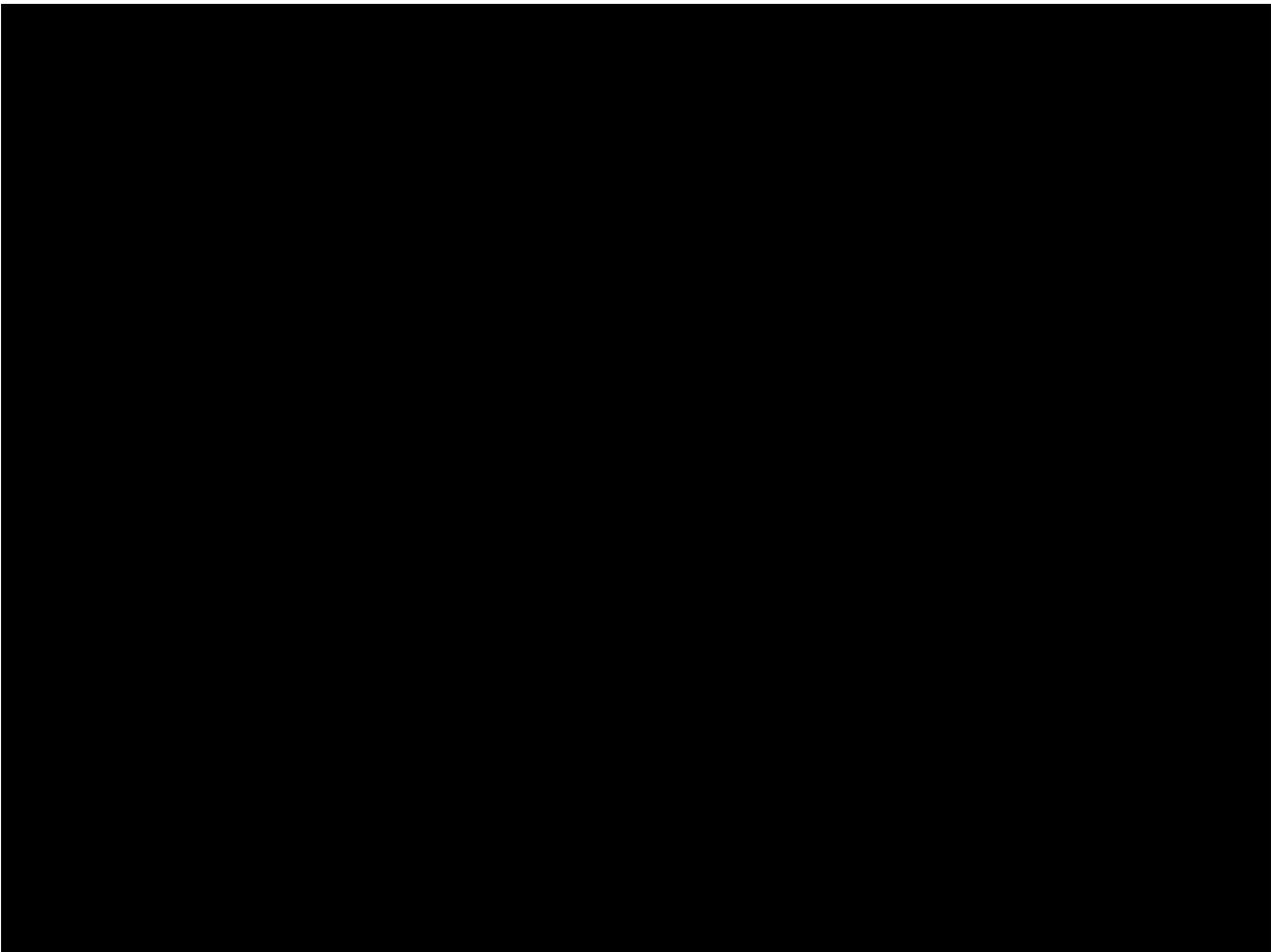
Utilizing HVDC technology drastically enhances the State’s ability to reach its offshore wind targets, in addition to providing superior operational control and reduced environmental impacts. Alternating current (“AC”) solutions have

the advantage of being holistically less expensive to develop; however, for site and space constrained markets such as PJM, the ability to site more energy-dense solutions via HVDC avoids the risk induced by AC solutions of constraining cable corridors, [REDACTED]

[REDACTED]

To ensure an optimized solution, Attentive Energy conducted studies to validate HVDC voltage selection and the overall transmission solution being offered. [REDACTED]

[REDACTED]



An OSS designed for HVDC and OTN ready to drive operational efficiencies

Energy produced offshore by the Project will be in the form of high-voltage AC. An OSS, consisting of an offshore structure, switchgear, and bi-directional converter, will collect energy produced from WTGs and convert it to HVDC for transmission to the LCS onshore. There, it will be converted back to AC suitable for injection in the PJM electric grid. Offshore energy will be transmitted to shore through a buried subsea export cable installed between the OSS and LCS.



Maintaining this design flexibility, while also having confidence in the technology's ability to deliver across multiple generation scenarios, allows for a robust transmission system at the core of the Project's offtake system. The Project design also considers the OTN Ready requirements and space will be reserved for the integration of future OTN equipment.

Lease Area and offshore export cable route that avoids sensitive areas and prioritizes stakeholder interests

Attentive Energy takes a proactive and multidisciplinary approach to understanding every aspect of the Project. Since BOEM's initial Call for Information and Nominations in 2018, Attentive Energy has studied the Lease Area in depth. As part of its technical studies, Attentive Energy investigated a multitude of offtake scenarios and ECRs, including cable routes to serve New Jersey as early as 2019. The benefit of initiating studies this early is that with each study, Attentive Energy gained a better understanding of sensitivities to then refine its next study. In parallel to technical studies, Attentive Energy launched years of robust stakeholder and industry engagement, which advanced with the BOEM process until the Lease Area was formally defined in 2022 as part of the BOEM Final Sale Notice. Through these efforts, Attentive Energy has developed an intimate understanding of the Lease Area's characteristics and uses, all of which must be carefully managed to ensure responsible Project development.

[REDACTED]

[REDACTED] Attentive Energy has already completed reconnaissance-level G&G surveys, as well as an extensive set of site assessments. These activities will continue throughout the Project's development phase, as further described within this section.

To support its routing efforts, Attentive Energy consulted external parties with direct expertise working in the Bight and New Jersey. [REDACTED]

[REDACTED] Additionally, Attentive Energy has engaged with ocean users and stakeholders to ensure its conceptual study is well-rounded and holistic. Using this multi-disciplinary approach, Attentive Energy has used a wide set of metrics to evaluate potential routes and further develop the primary route in federal waters, including:

- Avoidance of military operating areas;
- Electrical thermal resistivity;
- Construction parameters, such as burial methods, depth, and geotechnical properties;
- Paleo-Hudson River Channel crossing where it is broader and lower side slopes;
- USACE jurisdiction and permit requirements/federally maintained channels;
- Identification and tangential crossing of key infrastructure crossings;
- Vessel traffic approach lanes avoidance;
- Unexploded ordnance ("UXO") potential;
- Sand export areas;

- Fish havens/primary commercial and recreational fishing areas;
- Rocky areas and hard bottom;
- Ripple scour depressions;
- Survey strategy and efficient use of vessels; and
- Installation methodology assessment.

Before the lease auction in the Bight, as early as 2021, Attentive Energy conducted a desktop constraints analysis that identified potential areas to avoid, including maintained channels, military areas, cable crossings, and potential other features of concerns (e.g., reefs,

In 2021, Attentive Energy conducted various studies that inform Project design and enhance viability. This includes a desktop constraints analysis to identify areas the ECR should avoid and a prehistoric viability assessment to identify known cultural resources.

disposal sites). In 2021, Attentive Energy also conducted a prehistoric viability assessment of the six lease areas in the Bight. This assessment identified known cultural resources and determined the potential for additional cultural resources, obstructions, or archaeologically sensitive submerged landforms (including shipwrecks, aircraft, and other potential obstructions, such as UXO) within the Project Area. To identify shipwrecks and UXO and assess the risk thereof, Attentive Energy has also performed a standalone UXO desktop assessment for the Lease Area and ECR options.

Attentive Energy’s routing development also builds upon a thorough review of benthic information.

[REDACTED]

[REDACTED] Attentive Energy reviewed and analyzed publicly available information from USGS, NOAA, nautical charts, and seafloor features, as well as SPI (“Sediment Profile Imaging”) and PV (“Plan View”) imagery and existing geophysical data, bathymetry, and backscatter data. This information was used to adjust the cable routes as part of a desktop exercise prior to collecting benthic data offshore.

[REDACTED]

[REDACTED] Attentive Energy continues to review and assess the data that was collected. Based on these early efforts, the Project routing is being adapted and fine-tuned to avoid critical areas.

[REDACTED]

Incorporating all of this information into an interactive, interpretive mapping tool, Attentive Energy developed and fine-tuned the ECRs through an iterative process that ensures the routes avoid critical or sensitive areas as much as possible.

Attentive Energy has conducted survey campaigns and significant agency engagement to design a cable route that seeks to avoid and minimize impact to known sensitive areas, [REDACTED]

The results from this proactive data collection and analysis allows Attentive Energy to assess which areas along the preferred ECR may be home to sensitive habitat, such as gravelly substrate or critical species (such as certain fish species). Proactive data collection and analysis also empowers Attentive Energy to consider and incorporate stakeholder interests, such as fishermen, in the early planning stage.

Figure 2-4 illustrates some of the hazards and risks mapped during the desktop assessment. Further details on routing are provided in Section 13.

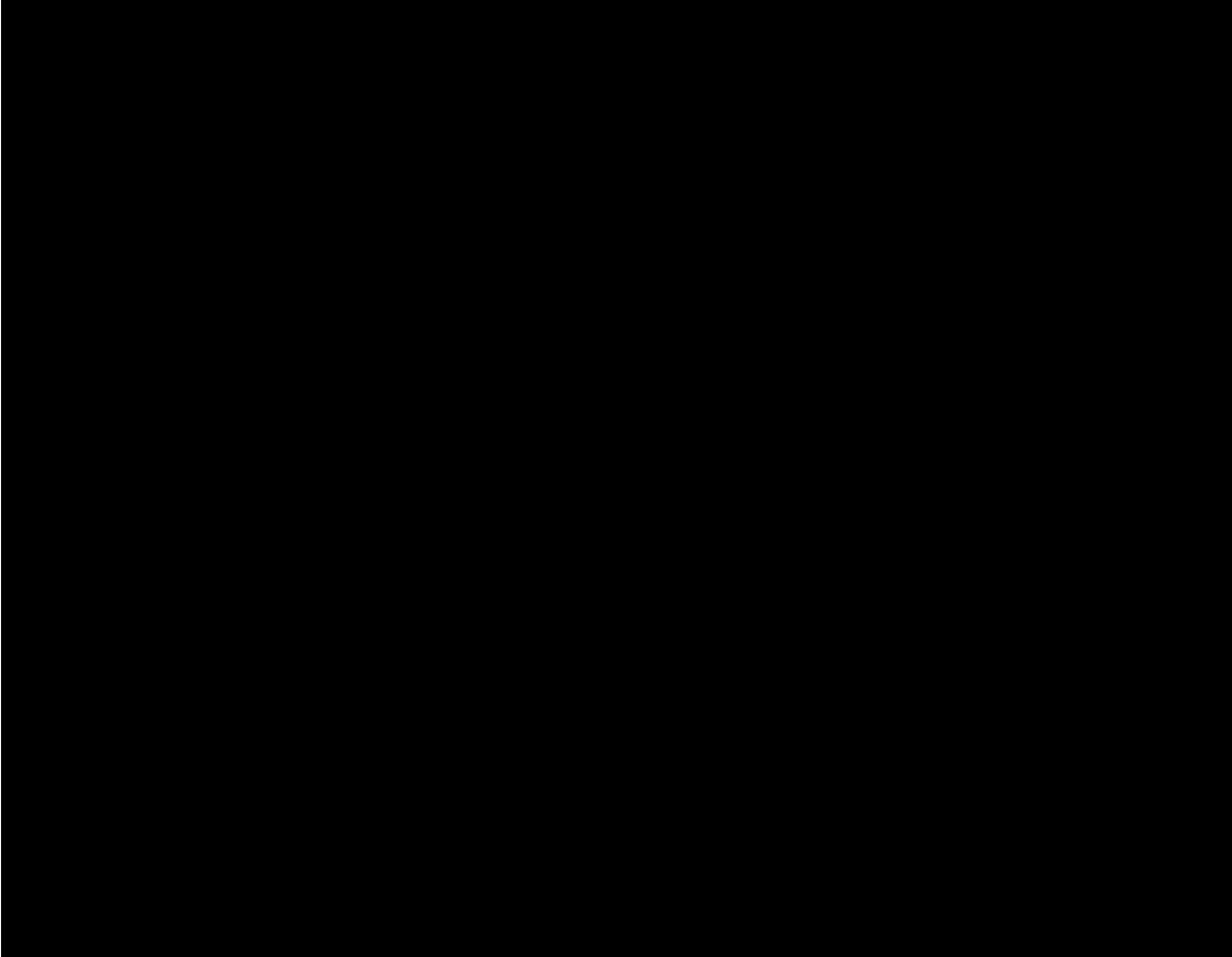


In 2022 and 2023, Attentive Energy worked closely with [REDACTED] to continue refining the routing work that originated in 2019, resulting in a routing analysis tailored to address engineering specifics associated with the SAA solution and SGD guidance. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] The historical design efforts put forth by Attentive Energy uniquely position the Project to deliver such a robust and complex solution.



The Project’s offshore ECR is anticipated to cross existing offshore infrastructure. Attentive Energy will initiate discussions with infrastructure asset owners and operators crossed by the export cable and will work with them to develop crossing agreements where required.

2.2.2 Onshore Project Area and facilities

Attentive Energy appreciates the opportunity associated with this first-of-its-kind coordinated transmission policy and has structured a robust design, backed by a comprehensive set of studies.

[REDACTED]

[REDACTED] The following subsection offers a high-level overview of key onshore design elements, and detailed descriptions and supporting attachments are provided in Section 13.

Cable landfall and terrestrial route

[Redacted]

Onshore converter station and point of interconnection

[Redacted]

[Redacted]



Prebuild

Attentive Energy has proposed a fully compliant Prebuild design, [Redacted]

2.3 Major equipment specifications

The Sponsors’ active development and operation of multi-GW energy projects, offshore experience, established design and procurement standards, and relationships with key vendors provides a basis for sound engineering. For a large-scale energy project, such as the offshore wind projects in the Sponsors’ combined 40 GW portfolio [Redacted] the efficient procurement of services and equipment is critical to timely project execution.

For procurement needs of the Project, Attentive Energy relies on the expertise of the TotalEnergies purchasing entity known as TotalEnergies Global Procurement (“TGP”). TGP consists of over 260 collaborators to manage TotalEnergies’ procurement globally, including all projects in TotalEnergies’ offshore wind portfolio. TotalEnergies’ procurement entity has longstanding and strong relations with the leading suppliers and operators in the maritime and offshore wind industry, established

through its international presence in more than 130 countries. An overview of TGP is provided as an attachment to Section 1 of this Application. Across projects, TGP prescribes the processes and best practices that guide the preparation and awarding of study contracts, execution service contracts, and execution contracts for industrial projects. This includes tailored warranty strategies for each major procurement package, which is closely aligned with the operation and maintenance (“O&M”) strategy described in Section 15.

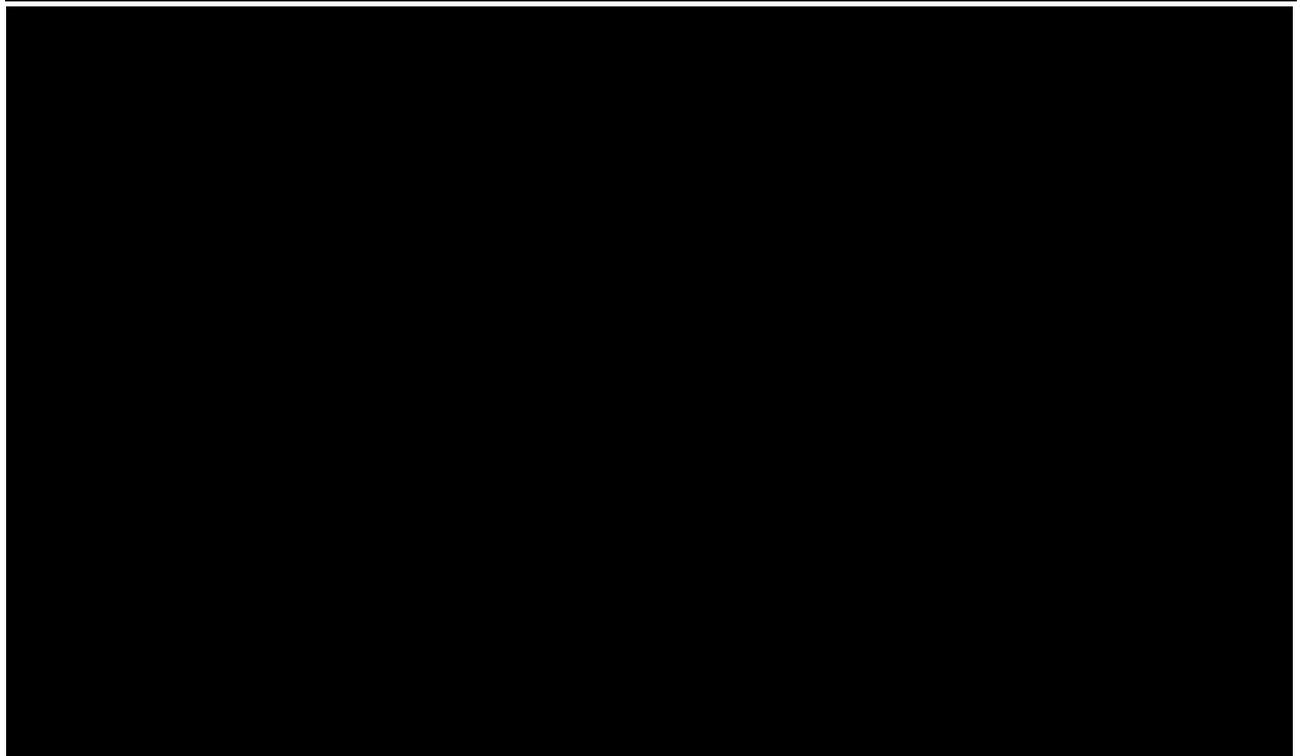
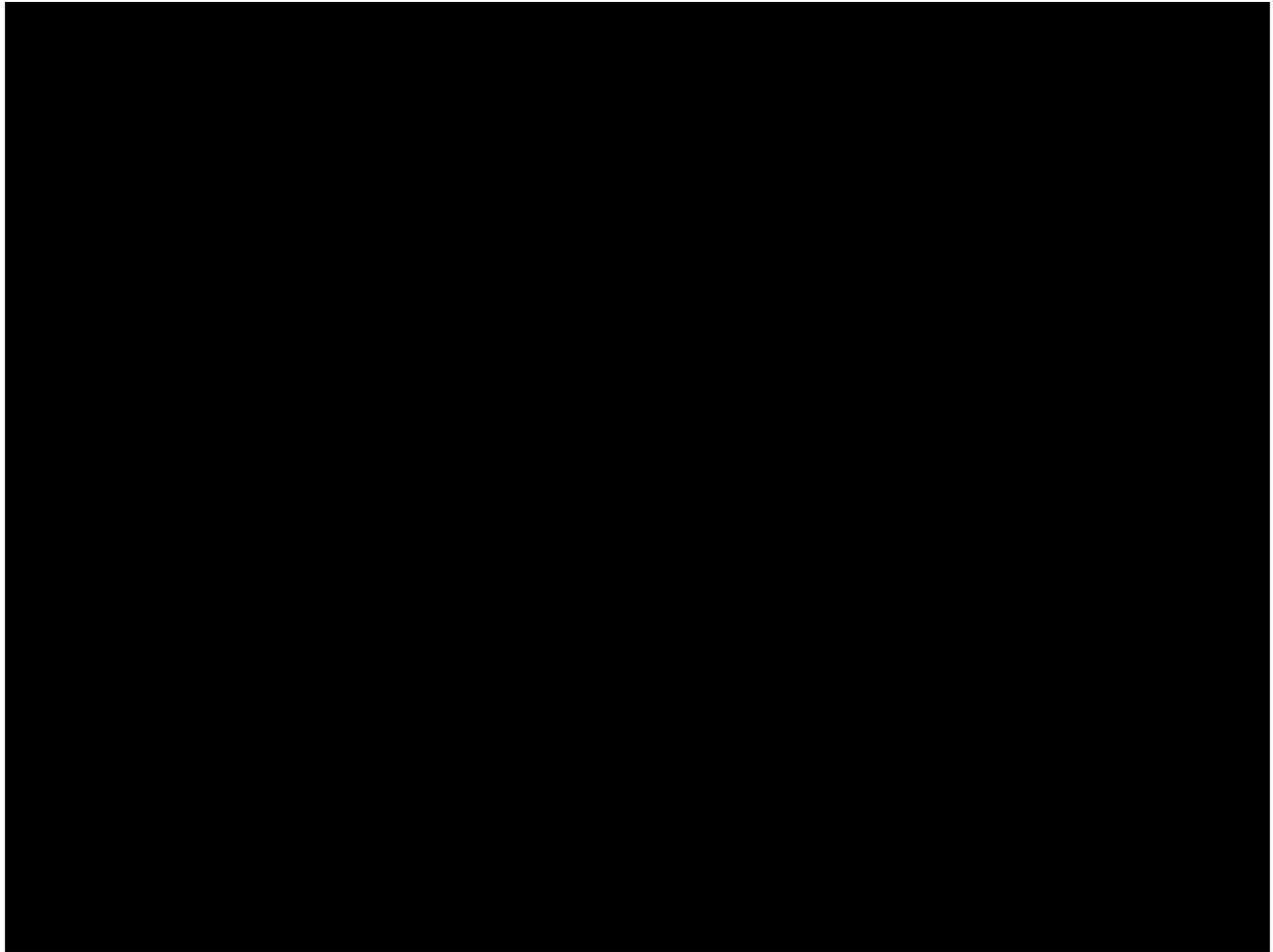
Attentive Energy also benefits from the expertise of TotalEnergies’ OneTech organization, which includes 3,400 specialists, engineers, managers, and experts, who provide advanced technical expertise on some of the most complex offshore projects around the world, such as Seagreen in Scotland. Seagreen is the world’s deepest fixed-bottom offshore wind farm, as it is being constructed in up to 59-meter water depths with suction jacket foundations. Corio also brings a technical team with vast experience in offshore wind, having worked on projects of various sizes and locations. Recently, Corio’s team successfully completed the Formosa 2 project in Taiwan, overcoming the difficulties brought by the COVID-19 pandemic to deliver the project on time. Together, personnel on Attentive Energy’s team have made foundational contributions to the global offshore wind industry.

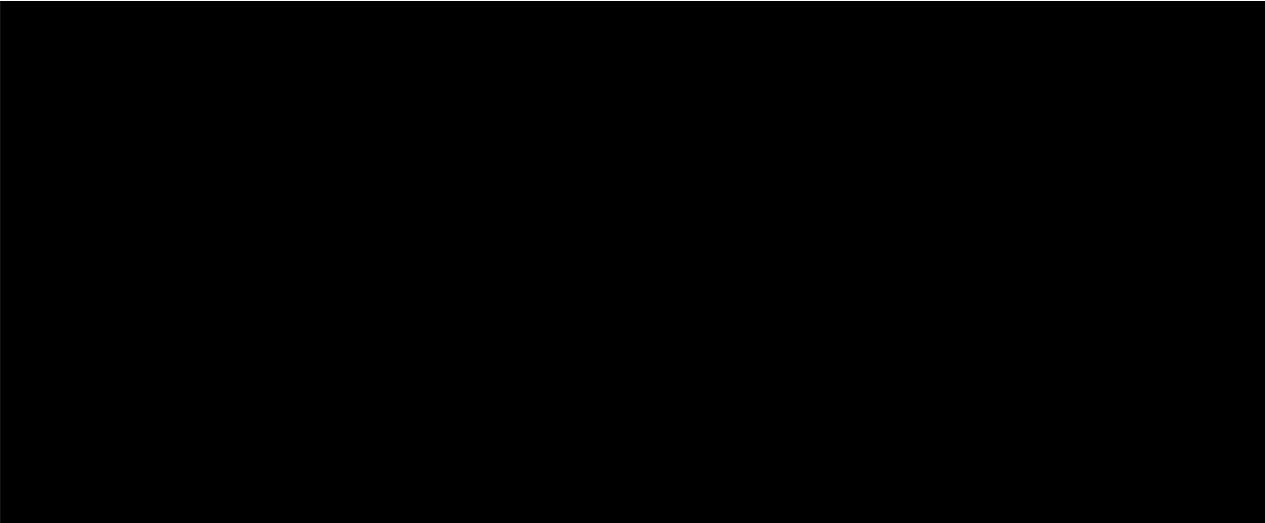
With support from TGP and OneTech, plus insights from suppliers, market sounding through RFIs, and design studies, Attentive Energy has designed a technically viable Project and developed a schedule to ensure necessary design, manufacturing, and procurement milestones can be completed [REDACTED]

By leveraging global resources, relationships, and best practices, Attentive Energy presents a resilient Project design that New Jersey can rely on. The Project’s current major equipment design basis is presented in Table 2-5.

Following a rigorous conceptual design process and supply chain screening, Attentive Energy is confident that all equipment and components required will be commercially available within the timeframe of the Project’s execution schedule, which is provided in Section 12. Attentive Energy has evaluated the track record of equipment operations and forecasted product development lead times to verify initial assessments of the indicative Project components, and to confirm that each is appropriate for the Project’s schedule. Table 2-6 outlines the main conclusions.

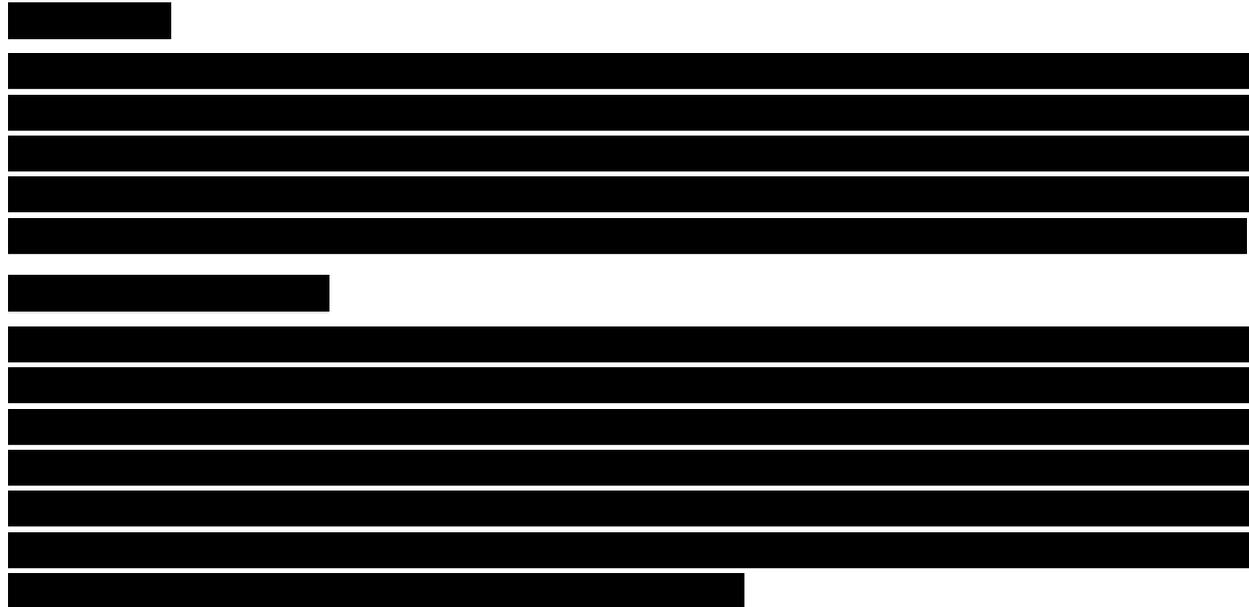
Attentive Energy will continue to review and refine the Project’s design basis, based on technical, permitting, stakeholder, and commercial factors, to ensure that the Project provides the most advantageous and cost-effective solution to New Jersey. Climate impact assumptions, including both direct and indirect impacts of climate change, have been used to inform the selected technologies, designs, construction, and operational features of offshore and onshore Project assets.





2.3.1 Viability and suitability of equipment to work in New Jersey’s climate

Through its Sponsors, Attentive Energy has the unique ability to benchmark engineering standards and designs across an expansive global offshore portfolio. While developing the current Project design, Attentive Energy benchmarked each work package against standard design practices. Attentive Energy has considered key regional and geographical sensitivities that Project equipment will be exposed to throughout its operational lifetime, including expected climate, meteorological, environmental, and operational conditions. Foundations and WTGs are more sensitive to local environmental sensitivities, as they are exposed both above and below water; however, there are no concerns with the equipment’s ability to meet these requirements in New Jersey’s climate. Further description of climate assumptions can be found in Section 15.

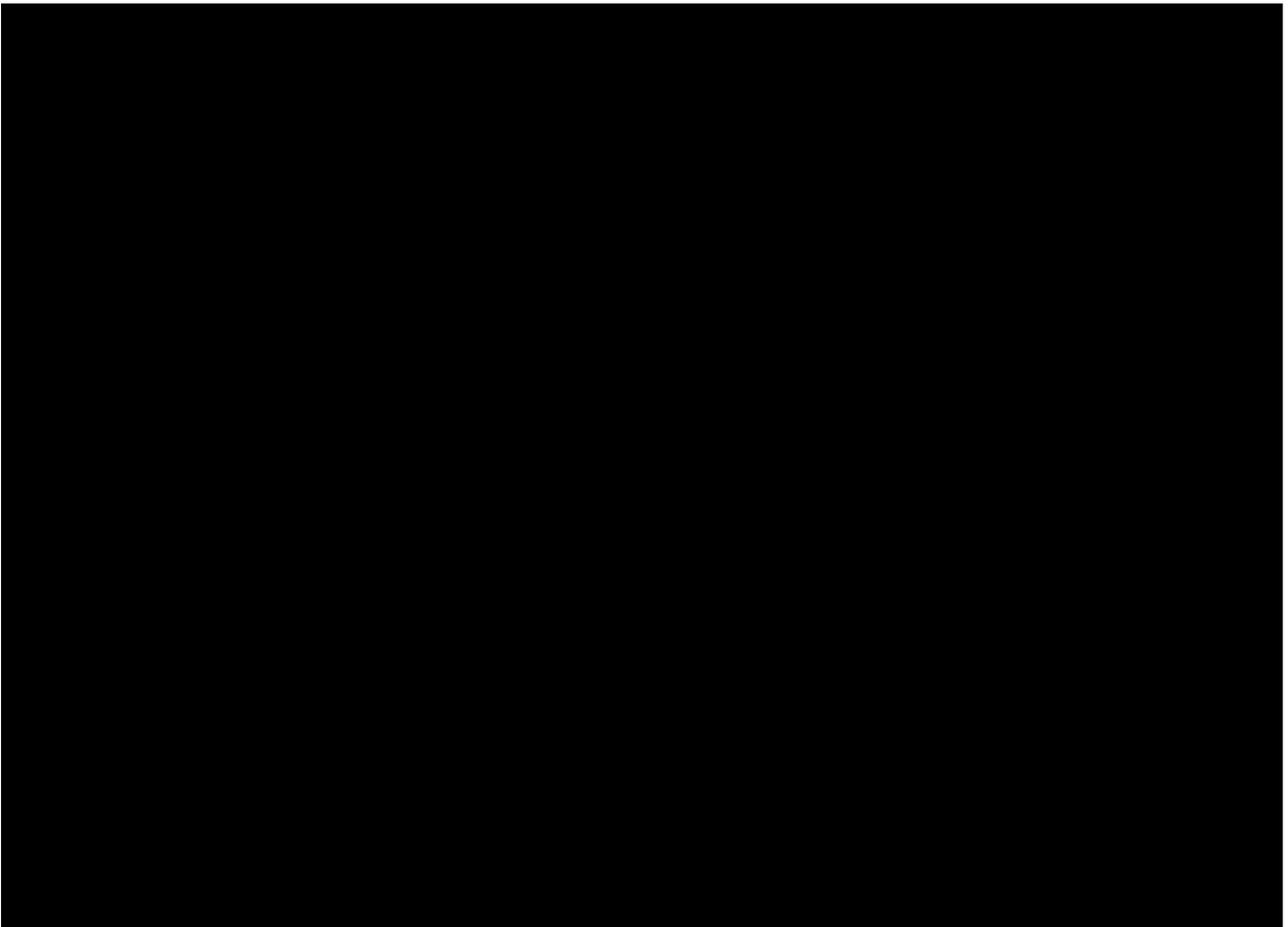


2.4 Overview of major equipment

Major equipment for the Project is as follows:

- WTGs
- [REDACTED]
- IACs
- OSS
- Export cable
- Onshore works, including the onshore converter station

Attentive Energy has developed the indicative Project design and selected the main Project component types through in-house expertise and by leveraging TGP's relationships with suppliers. These resources have been further supported by several Project-specific design studies performed by external consultants and Requests for Information ("RFIs") to suppliers, as identified in Table 2-7.



2.4.1 Wind turbine generator

The WTGs convert kinetic energy from the wind into AC electrical energy. An indicative WTG is shown in Figure 2-6. WTGs are comprised of the following components:

- The **tower** is the structural base of the WTG that supports the rotor and the nacelle module (tapered tubular, usually made of steel and concrete).
- The **nacelle** houses mechanical and electrical generating equipment linked to the rotor.
- The **rotor** is comprised of three blades (mostly made of composite materials) connected to the nacelle via a central hub.

Attentive Energy has conducted a feasibility and option review of potential WTGs for the Project. This has considered both technical factors and forecast availability in serial production that will align with the Project schedule. Various studies were undertaken to support the feasibility and option review, the objective of which was to make a realistic assessment of future WTG capability and performance. Attentive Energy considered a number of factors, including, but not limited to, TotalEnergies' experience with OEMs, Project-specific discussions with OEMs, and discussions with various stakeholders, such as the USCG and fishing industry, recognizing that the full specifications for the WTG models will become available later, during the final contracting phase. Studies included:

- Technical and commercial review of WTGs;
- Power and thrust curve analysis;
- Load projections for future WTG models; and
- Site suitability analysis.

[Redacted text block]

[Redacted text block]

2.4.2 [Redacted]

[Redacted text block]

[Large redacted text block]



[Redacted]





Phase 1 construction for Seagreen, a TotalEnergies project in the North Sea

Attentive Energy will leverage its Sponsors' in-house experiences and competencies for the Project.

[Redacted text block]

2.4.3 Inter-array cables

IACs electrically connect the WTGs to each other and to the OSS via AC. Indicative parameters for the IACs are shown in Table 2-10.

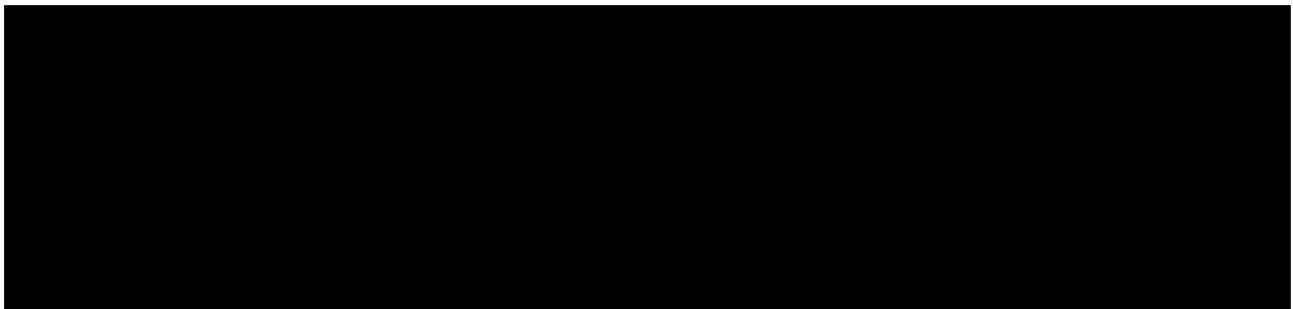
[Redacted text block]



2.4.4 Offshore substation and OTN Ready

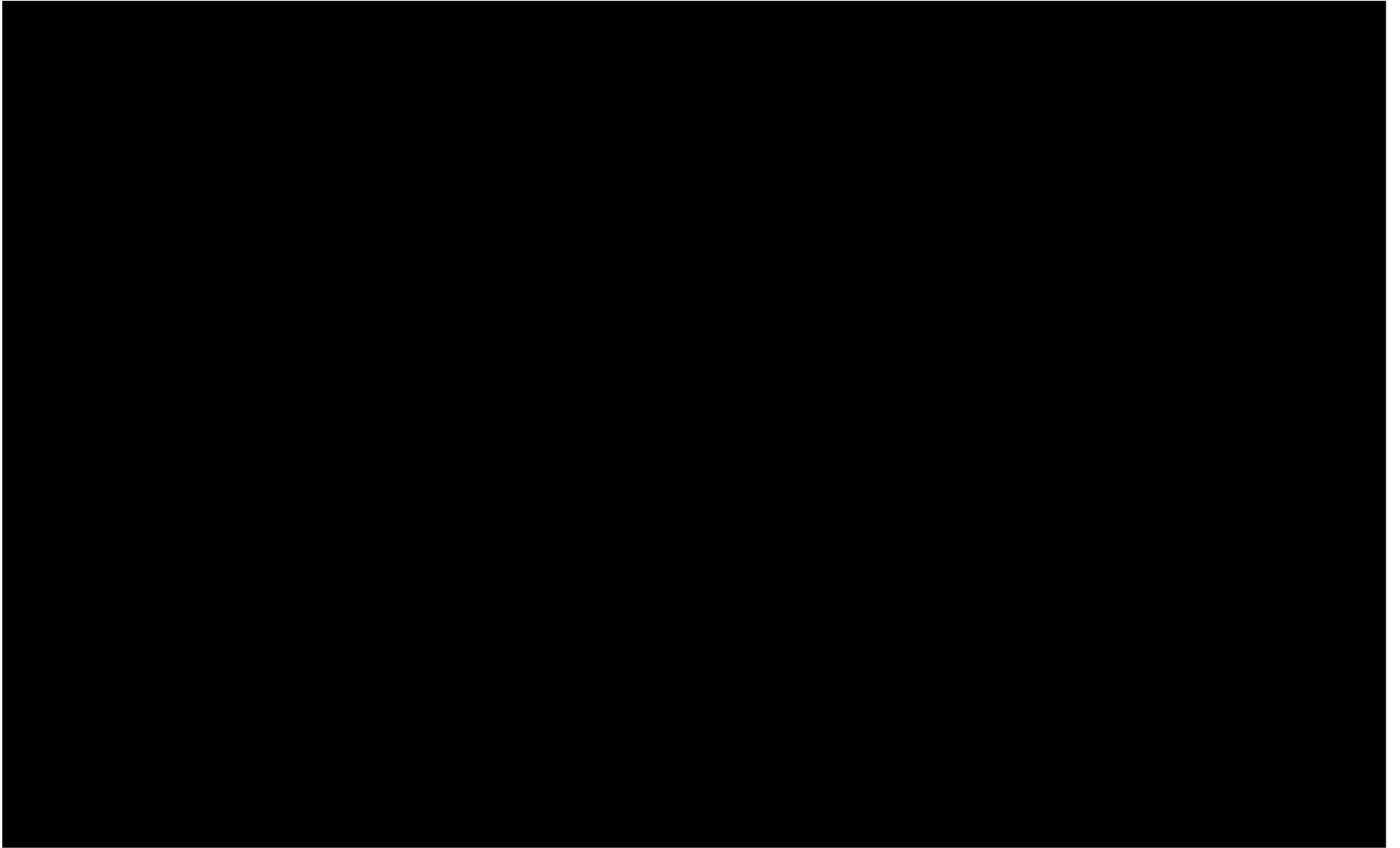
The OSS collects the power generated by WTGs (via the IACs) and exports it to shore through the export cable. The OSS steps up the voltage of power generated offshore and reduces the potential electrical losses, all in a manner that supplies the greatest deliverability. Table 2-11 provides key parameters of the OSS conceptual design. The OSS is comprised of two main parts:

- The *topside* includes all the electrical equipment and facilities. The topside transforms electricity generated by WTGs, transports it through IACs, and converts it from AC into DC to bring the electricity to shore.
- The *OSS foundation*, like the WTG foundation, supports the topside by providing the interface between the seabed and the topside. 



The current OSS location is indicative and may be revised with ongoing Project development efforts to engineer an optimal design for the Project. As Project design advances, Attentive Energy will continue to refine design aspects of Project components such as the OSS, including how to most efficiently design for OTN Ready. A conceptual rendering of an OTN Ready OSS is provided in Figure 2-8.



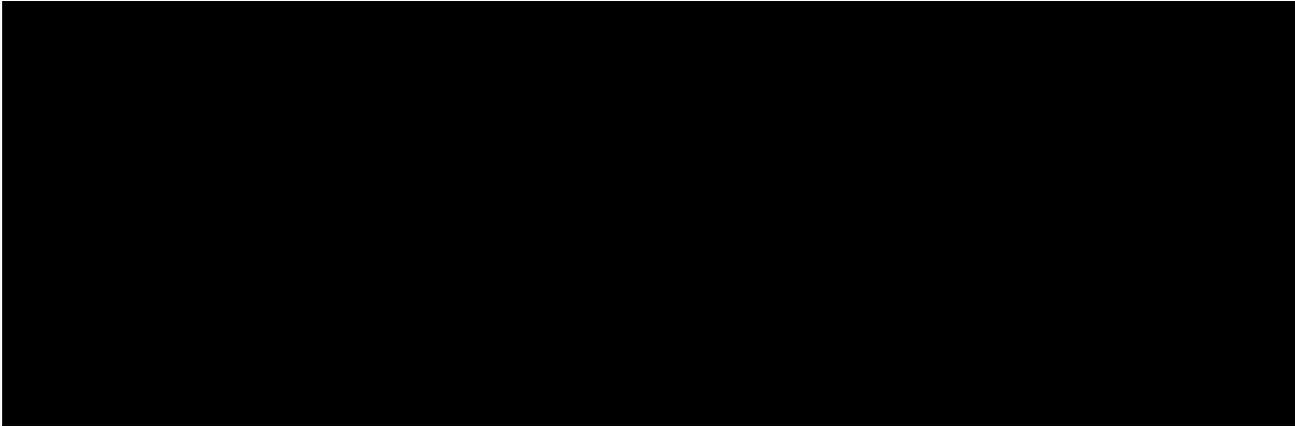


HVDC topsides are significantly more complex and heavier than AC solutions: [REDACTED]

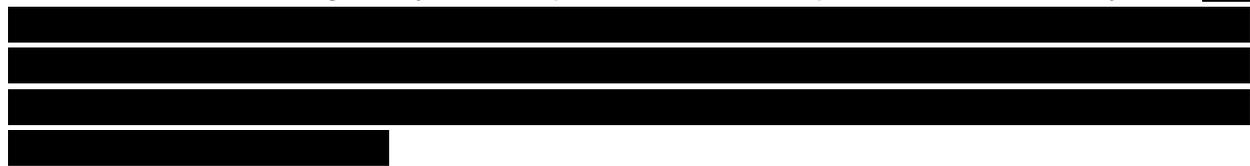
2.4.5 Export cables

Export cables transmit power from the OSS to the onshore substation. The HVDC submarine cable corridor will host one HVDC circuit that consists of a pair of conductors bundled with a fiber optic cable in a single trench. The cable design will incorporate fiber optics to provide, command, and control the offshore and onshore HVDC converters. This will also allow for remote monitoring telemetry, control, and voice communications required for operating the cables and the offshore wind farm to which they connect.

[REDACTED]



Using a multi-disciplinary approach involving a team of permitting, environmental, engineering, and construction specialists, Attentive Energy performed a constructability risk assessment to develop the ECR. Detailed discussion on factors influencing the ECR is provided in Section 2.2. Attentive Energy will continue to assess critical elements of the HVDC cable design, such as cross-sectional area, conductor material, temperature ratings, and cable monitoring systems to address the specific needs of the cable system. The current design is based on the robust desktop routing analysis, combined with known regulatory burial requirements and anticipated thermal resistivity data. [REDACTED]



2.4.6 Onshore works



[REDACTED] Detailed description and specifications are provided in Section 13.

2.4.7 Prebuild



[REDACTED] Detailed discussion on Prebuild is provided in Section 13.

2.5 Current uses and characteristics of the Project Area

One of the key drivers for Attentive Energy in selecting the Lease Area was its high likelihood of favorable soil conditions. Since formally acquiring the site, Attentive Energy has been focused on developing a strong understanding of the Lease Area’s characteristics and can confirm that it remains a very favorable site for offshore wind development. Attentive Energy has also focused on engaging with stakeholders and Lease Area users to better understand the site’s attributes and uses.

2.5.1 Site attributes

Attentive Energy has used several established, publicly available data sources, in addition to its own preliminary studies and survey results to assess the physical characteristics of the Lease Area. This information has covered topics such as bathymetry, soil condition, benthic, wind, and metocean conditions, and has allowed Attentive Energy to develop a strong understanding of site conditions and a robust basis of design for the Project. Data used for site characterization is presented in Table 2-14.



[REDACTED]

Attentive Energy will continue to mature and optimize the Project’s technical solution and develop the required engineering documentation through the respective phases of engineering design (pre-FEED, FEED, and Detailed Design) as further explained in Section 12. A phased approach, with formal validation processes, quality, and peer review of the engineering work, will be implemented as per Sponsors’ best practices. [REDACTED]

[REDACTED]

2.5.2 Diverse uses of the Project Area

Attentive Energy understands that, like all offshore wind areas, there are diverse uses of the Lease Area and surrounding waters. Attentive Energy commits to responsible coexistence with other ocean users. As such, Attentive Energy places a specific focus on balancing responsible offshore wind development with important fishery resources and uses that may be present in the Project Area.

Prior to obtaining a federal lease, Attentive Energy initiated an early dialogue with maritime users and the fishing community. [REDACTED]

[REDACTED]

Since becoming a leaseholder, Attentive Energy’s interactions have shifted to more targeted discussions with known Lease Area co-users, including commercial and recreational fishing communities, with the goal of understanding potential interactions between legacy uses of the Lease Area and the Project. As always, Attentive Energy’s engagement with these important stakeholders has been based on transparency, collaboration, and safety offshore.

In furtherance of its commitment to responsible offshore wind development, Attentive Energy has prioritized industry collaboration by joining regional groups, [REDACTED]. Involvement in these groups allows Attentive Energy to stay informed on stock data collection and management. Involvement has also allowed Attentive Energy to listen to, absorb, and react to industry feedback

on offshore wind interactions with fisheries, specifically what the industry views as working well and suggestions on what could be done better. Attentive Energy has used this information not only to refine the Project footprint, but also to prioritize research initiatives that will be implemented in association with the Project.

[REDACTED]

Attentive Energy has taken a proactive approach to working collaboratively with WTG OEMs and stakeholders to utilize leading edge WTG technologies capable of producing at some of the highest energy levels relative to the area that they occupy. In this way, the Project would simultaneously produce maximum possible power while minimally impacting seabed and ocean surface area used by legacy commercial and recreational interests.

Concurrent to WTG OEM technology discussions, Attentive Energy has proactively engaged fishermen to discuss the various forms of fishing and marine activities occurring in and around the Lease Area, [REDACTED]

[REDACTED]

In line with its core values, Attentive Energy has considered in its WTG layout design methodology how marine traffic and fishing safety will be achieved during development, construction, and operations, in full compliance with USCG *Marine Planning Guidelines*.

To inform this process, Attentive Energy is implementing several measures to facilitate two-way communication between the fishing community, mariners, and the Project. [REDACTED]

[REDACTED]

2.5.3 Layout principles to allow for navigational safety and fishing access

As Attentive Energy schedules more in-person meetings with individual fishermen and fishing communities, it recognizes that maritime and fishing communities have expressed concerns about layout designs, navigation safety, and fishing access.

In recognition of concerns from various stakeholders, Attentive Energy commits to abiding by the following layout principles to guide discussions about site layout:

- **Principle 1 – Layout Clarity:** Arrange wind turbines in a manner that minimizes visual confusion for any vessel navigating in or around the Project.
- **Principle 2 – Boundary Clarity:** Align individual wind farms within the Lease Area to minimize disruptions to transiting vessels and, if necessary, sufficiently mark and separate projects to distinguish each wind farm.
- **Principle 3 – Perimeters:** Position wind turbines in straight or gently curved lines in an easy-to-understand pattern, with Automatic Identification System (“AIS”) installed on wind turbines per BOEM guidelines.
- **Principle 4 – Pattern Predictability:** Site wind turbines and substation platforms in easy to understand and consistent patterns.
- **Principle 5 – Spacing:** Wind turbine spacing should be in a consistent, singular orientation and as far apart as feasible to support fishing practices and wind development. At a minimum, spacing will conform to USCG guidance.
- **Principle 6 – Orientation:** Align structures to facilitate safe navigation and, where practicable, to align with prevailing fishing and vessel traffic directions. Wind turbines and substation platforms will be oriented in a manner that meets USCG guidance and can be easily understood in all weather conditions, including limited visibility when mariners are commonly operating via electronic charting systems incorporating radar and AIS information.

- Decades of experience transporting, storing, deploying, and installing offshore energy projects;
- Historical supply chain relationships within the specialized marine construction sector; and
- Focus on developing safety and sustainability best practices to advance approximately 40 GW of offshore wind globally, [REDACTED]

Attentive Energy will draw on its Sponsors' deep expertise in offshore complex construction and logistics and the solid relationships with the associated supply chain, a list of considered vendors is provided in Table 2-19. This includes intimate local understanding of the U.S. in general and New Jersey more specifically, alongside global expertise in deploying offshore structures, utilizing specialized marine construction equipment in a vast number of successfully delivered offshore energy projects across the globe.

Attentive Energy is committed to learning from other offshore wind projects in the region, monitoring supply chain advancements, and capitalizing on opportunities to optimize installation techniques for major Project components. The proposed design, methods, and equipment outlined herein are informed by current industry best practices and the latest U.S. regulations and guidance, and the actual execution approach will continue to be refined as the Project advances. Attentive Energy actively reviews U.S. Customs and Border Protection rulings on offshore wind activity governed by the Jones Act and will draw on TotalEnergies' global vessel management experience to ensure the vessel deployment strategy conforms to all applicable U.S. law.



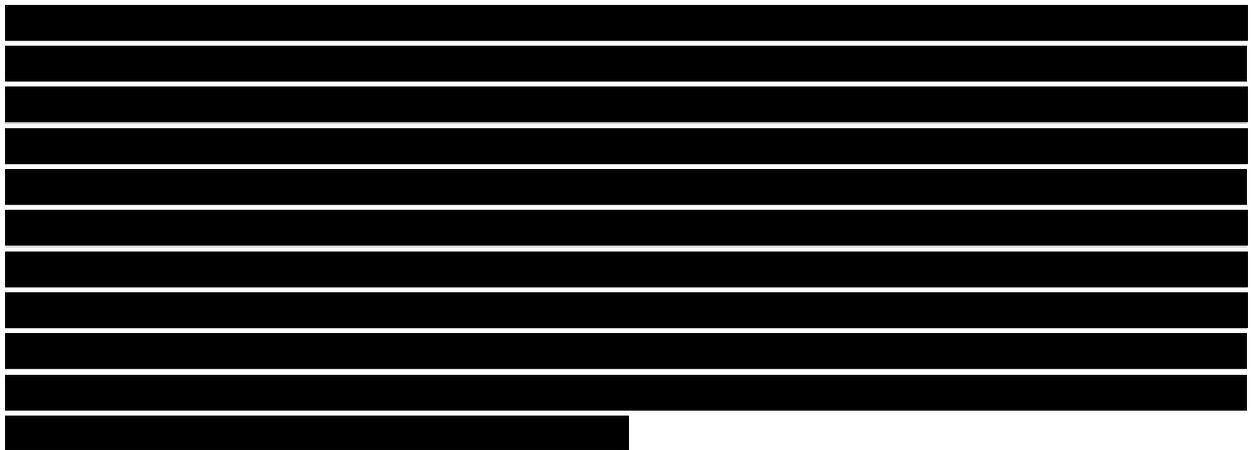
Vessel from Seagreen, a TotalEnergies project

Safety: A Core Value

TotalEnergies fosters a workplace safety culture throughout the company with its 12 Golden Rules, which set out best practices for all employees to follow, whatever their business or site. The Golden Rules, established on the basis of lessons learned, have been adopted by Attentive Energy and are essential to achieving Attentive Energy's Project goals in a way that is safe and sustainable.

Safety is the core component of TotalEnergies' responsibility; it is also the foundation of its long-term viability. A company that is not safe or reliable is not a sustainable company, and Attentive Energy fully embraces the TotalEnergies safety values and respect for the associated Golden Rules.

Attentive Energy is implementing a comprehensive HSE management system for the Project, structured in line with the TotalEnergies Group HSE management system framework, One-MAESTRO, which is composed of 10 principles specific to the HSE domain. This management system is applied across all stages of the Project, including field development, construction, and operations, and is designed to fully identify and control HSE risk associated with activities off- and on-site. Central to ensuring safety across the Project is confirming that its selected construction and logistics contractors operate under similarly robust HSE management systems and, where necessary, improve their own practices and procedures to align with Attentive Energy requirements. Evaluation of a contractor's HSE management system forms a critical part of the Project procurement process and requirements are defined in detail within Project contracts. Attentive Energy has the tools in place to manage HSE within the Project, including a documented Project risk identification process, implementation of a risk-based audit program during Project delivery, application of a Permit to Work system, specific task-based risk assessment process, and a methodology to learn from events or incidents. In addition, all activities integrate an ongoing process of risk awareness training and competency improvement supported by the application of key management practices (e.g., STOP work authority, anomaly reporting, and TotalEnergies Golden Rules). These HSE risk management activities are complemented by the presence of Attentive Energy HSE representatives within the construction and logistics activities and sites to provide ongoing HSE oversight and guidance with the aim of delivering the Project with consideration for safety at its core.



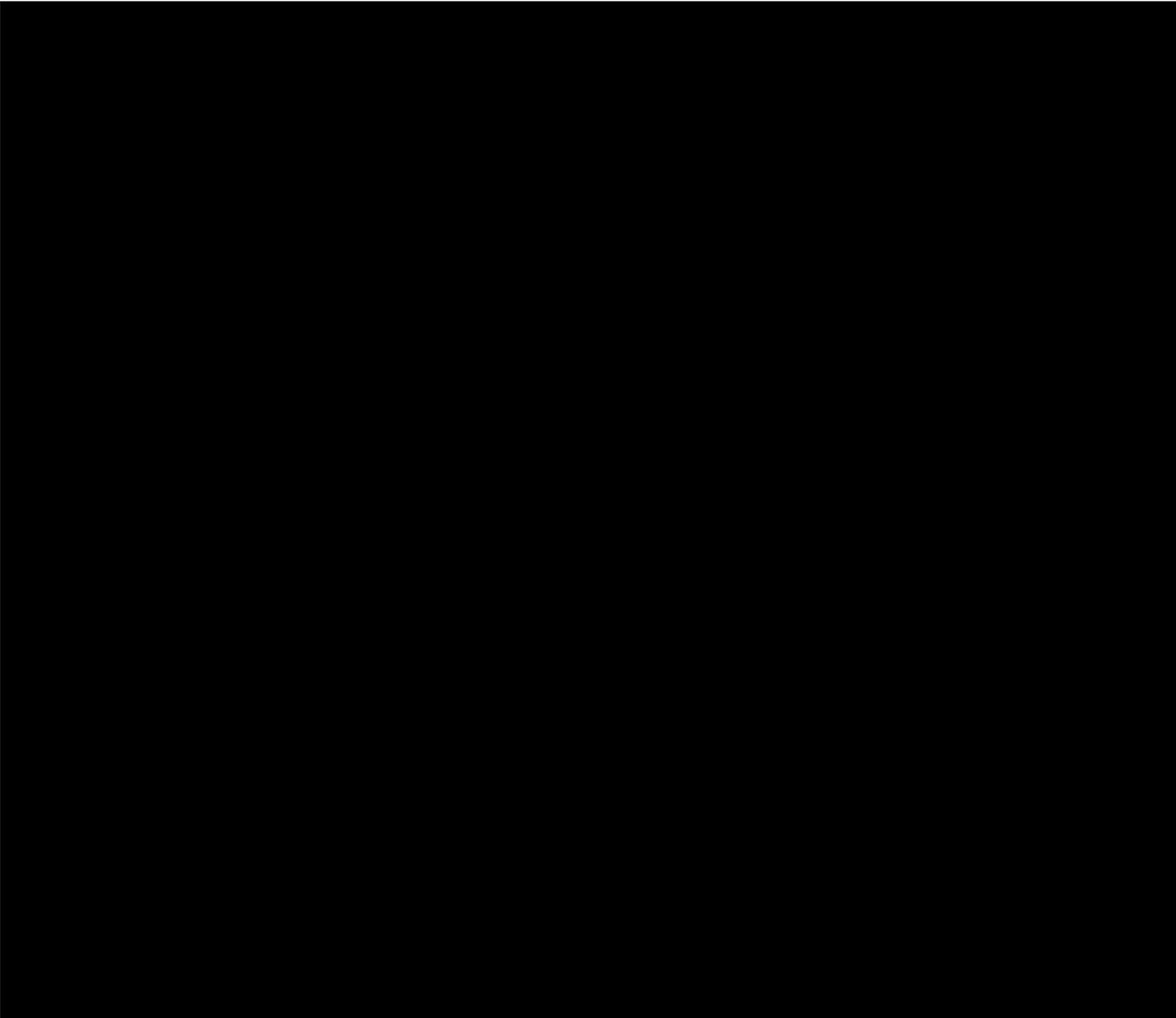
2.6.1 Major deployment tasks and equipment

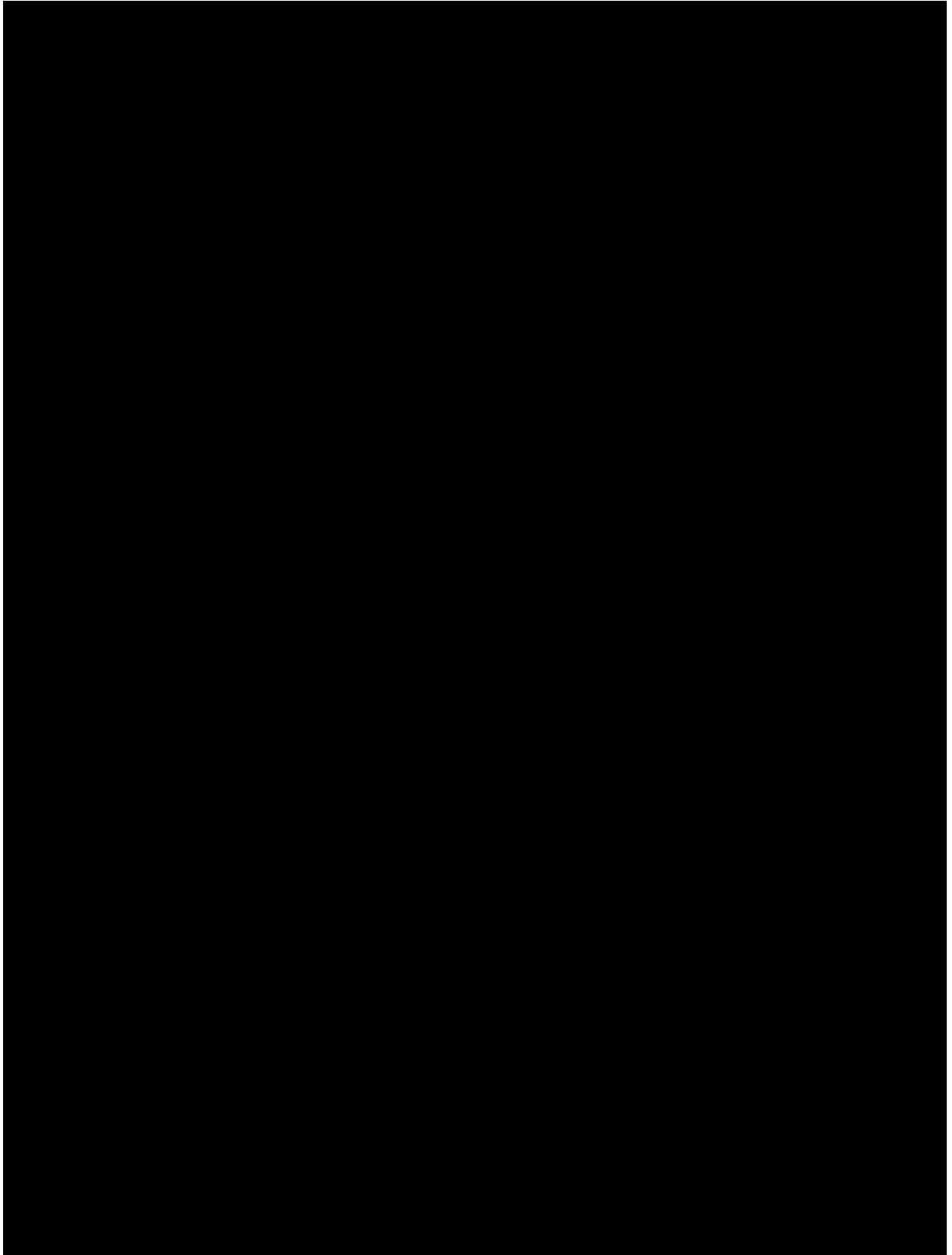
Attentive Energy’s construction and logistics plan is based on experience from Sponsors in constructing and deploying offshore megaprojects, such as Tyra and Egina, and offshore wind projects globally. This, combined with the local know-how of working within the U.S. and New Jersey, offers the State a project that is tailored to its unique strengths, attributes, and infrastructure.

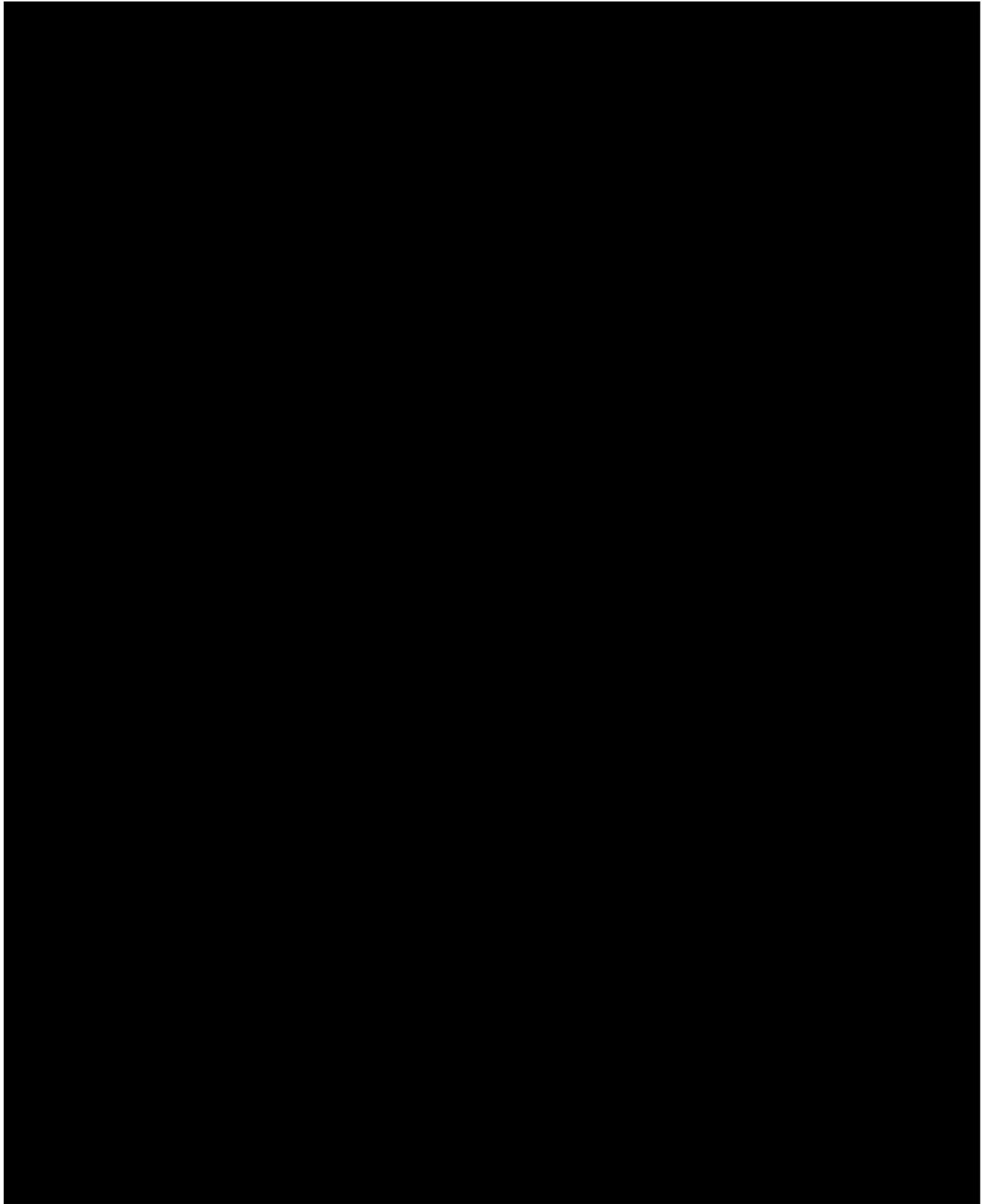
Attentive Energy has organized the Project's major work packages into the following categories:

- [REDACTED]

Prebuild is considered separate from the Project and also discussed below. Table 2-15 provides an overview of the major work packages associated with the construction and logistics and the associated main or specialized equipment for each work package.







[Redacted text block]

[Large redacted text block]



2.7 Ports strategy

[REDACTED]

[REDACTED]

A critical piece to Attentive Energy’s support for port development and usage in New Jersey is to take a proactive approach to engaging communities that will be host communities for the State’s port activity, many of which are designated as OBCs and have not historically had pathways to participating in these prior investments.

Attentive Energy sees the confluence of industry investments and the historical disadvantages of these OBCs as a unique opportunity to create a new offshore wind development model that aligns with the Attentive Energy mission of putting communities first, on and off the coast.

[REDACTED]

[REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]

[Redacted text block]

[Redacted text block]

Thorough evaluation of marshalling port landscape

[Redacted text block]

¹⁶ BPU 2020

[Redacted text block containing multiple lines of blacked-out content]

[Large redacted text block covering the majority of the page content]

[REDACTED]

2.8 Vessel strategy

2.8.1 Vessel types and specifications

Attentive Energy draws on TotalEnergies’ global shipping experience to inform its vessel strategy. Informed by years of experience, TotalEnergies brings vast experience to Attentive Energy’s assessment of the renewable energy vessel market.

In 2022, TotalEnergies conducted over 3,100 sea voyages globally on 87 time-chartered vessels, 492 of which were in U.S. waters. This depth of expertise, drawing on industry standards like the Offshore Vessel Inspection Database to ensure conformance to international shipping regulations, positions Attentive Energy to minimize risks and identify the best opportunities to ensure safe and cost-effective vessel operations.

Prior to any vessel deployments, a full risk assessment of each activity will occur. This will include identification of risk mitigation controls and, where practicable, pre-sail safety checks. For example, during construction activities, guard or scout vessels may be employed to monitor traffic and recovery vessels will be deployed when technicians are working over water.

A complete overview of the number, type, size, and roles of each vessel that may be used by the Project for each major work package is provided in Attachment 2-C.

2.8.2 Vessel supply chain engagement and vessel approach

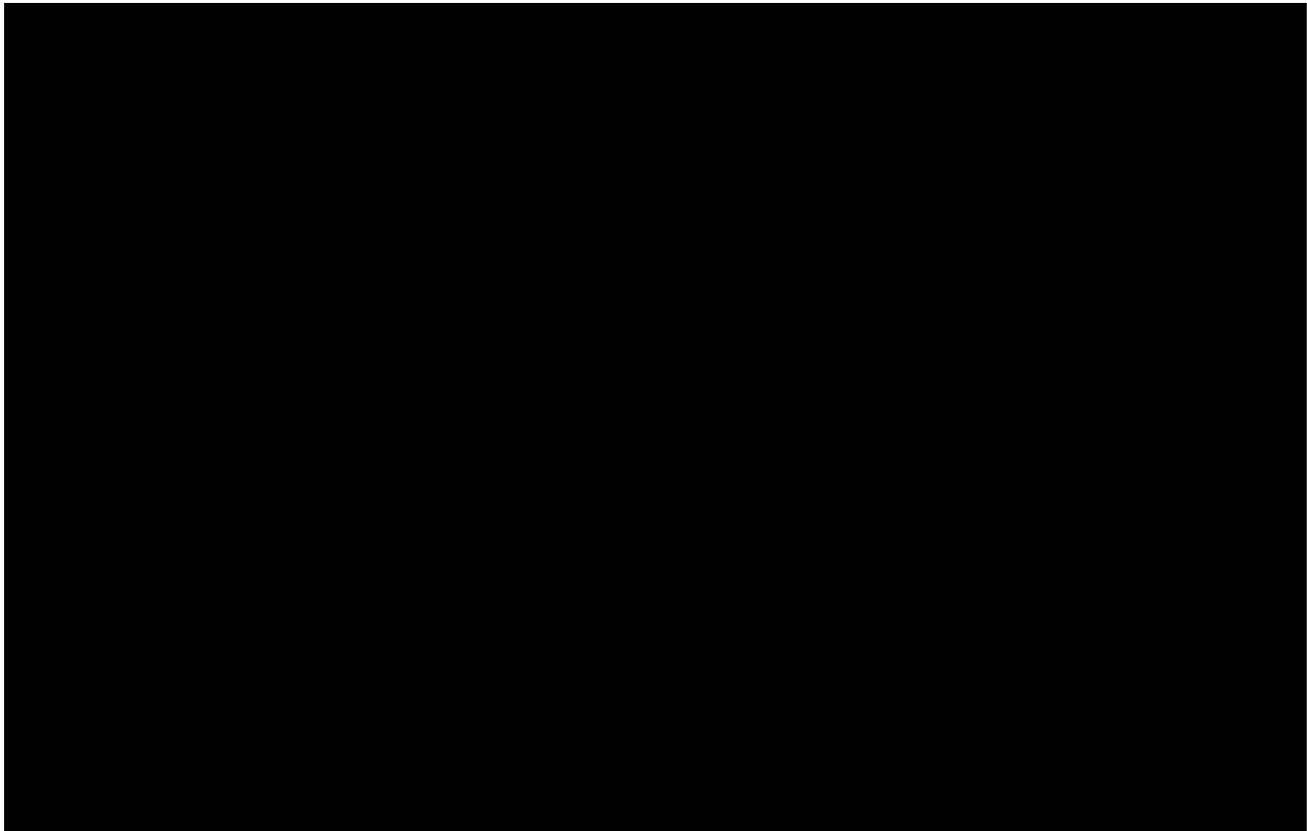
Attentive Energy benefits from TotalEnergies’ and Corio’s global procurement organizations, which have longstanding and strong relations with the world’s leading maritime offshore wind suppliers and operators. [REDACTED]

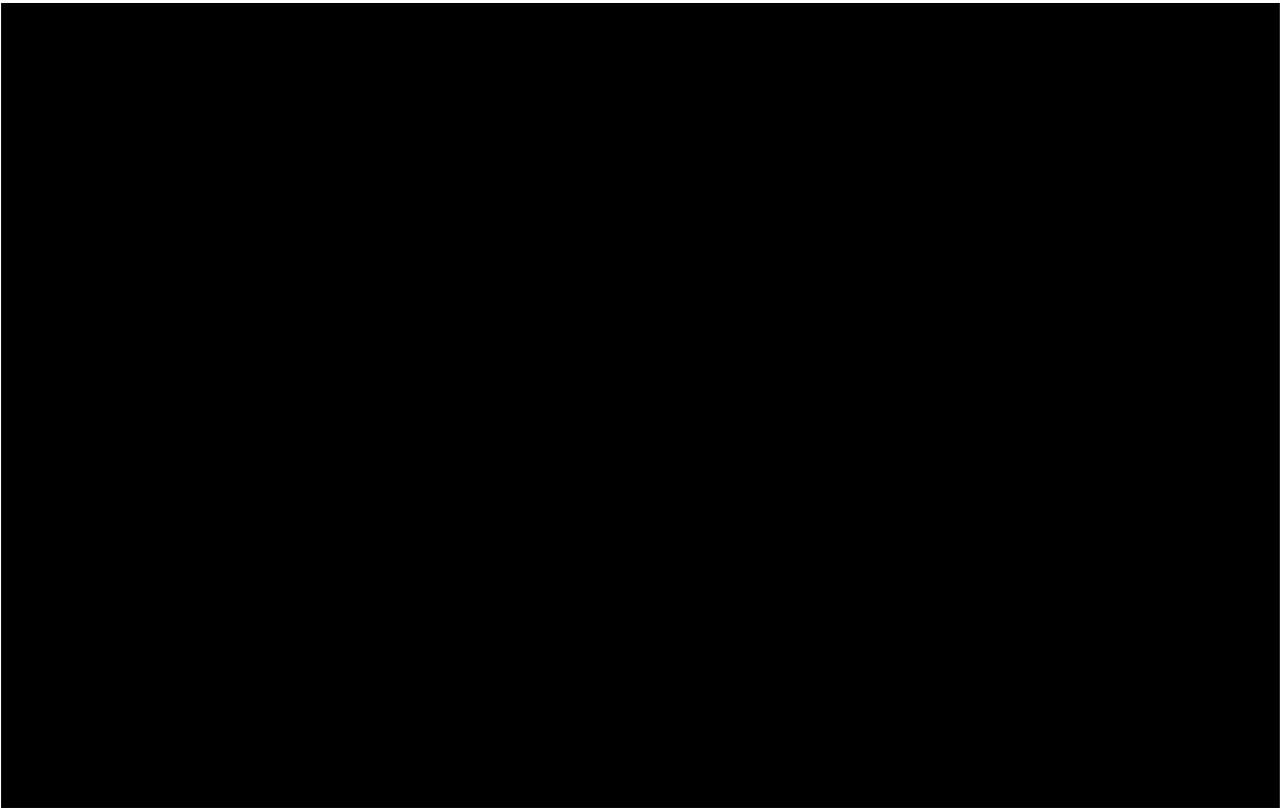
[REDACTED] Attentive Energy will continue to draw on the Sponsors’ existing

pipeline of offshore construction projects to capitalize on market advantages and inform vessel employment decisions. This includes using TotalEnergies’ and Corio’s longstanding business relationships to secure the most critical vessels (e.g., next generation wind turbine installation vessels [“WTIV”], newly conceived and constructed WTIV with barge-docking or lifting capabilities and large crane ships).

TotalEnergies and Corio are each exploring corporate strategies to lease a pool of installation vessels to support their portfolios of offshore projects, thereby reducing risk of vessel unavailability and reducing HSE and efficiency risks related to learning curves associated with mobilization of new vessels and new crews. While Attentive Energy will continue to develop a Project-specific strategy for the leasing of installation vessels, this global strategy provides additional leverage for the Project to utilize in the process of securing the necessary resources. The global strategy will create opportunities to enable the supply chain to make impactful investment decisions.

All of Attentive Energy’s operations will comply with the Jones Act. Table 2-18 reflects Attentive Energy’s current assessment of access to installation vessels with special reference to U.S. regulatory requirements. Attentive Energy is prepared to secure vessels through reservation fees, if necessary, to maintain compliance with the Jones Act and alignment with the Project schedule.





Attentive Energy performed an analysis of the vessel supply chain, focused on global and U.S. availability, Jones Act compliance, and the schedule, to ensure the Project achieves a cost-effective, reliable, and efficient vessel procurement process. Attentive Energy continues to refine that analysis by engaging installation vessel operators, including those offering innovative solutions and seeking opportunities in the U.S. offshore wind market, to assess vessel availability, suitability, and cost.

2.9 Procurement plan

2.9.1 Overview of procurement process

Backed by decades of global procurement and engineering experience, Attentive Energy has performed extensive technical due diligence in the U.S. offshore wind market. Utilizing experience with OEMs and the relationships built by the Sponsors, Attentive Energy understands the state of the market and the local sourcing opportunities in New Jersey.

Development of procurement strategy

Attentive Energy benefits from the expertise of its Sponsors in understanding offshore wind technologies and on-the-ground experience contracting and executing large capital projects in offshore wind, oil and gas, and transmission. Attentive Energy offers both local expertise and global procurement

Attentive Energy's procurement strategy focuses on risk management that is inherent to large-scale projects with multiple interfaces. Attentive Energy is dedicated to transparency during the contractor selection process, ensuring that critical interfaces are identified and securing mutual benefits across parties in the success of the Project.

experience and will be responsible for contracting major components and incorporating the localization of supply chain opportunities.

Attentive Energy intends to leverage TotalEnergies' procurement practices to ensure that a competitive and fair process is used to procure all major components and services to deliver a cost-effective and timely offshore wind project.

Approved supplier list and pre-qualification requirements

[Redacted content]

Opportunities for local supply growth

Attentive Energy is focused on the immediate and continual development of the local supply chain. Further details are provided in Section 8.

Status of component acquisition, contracts, and vendors considered

[Redacted content]

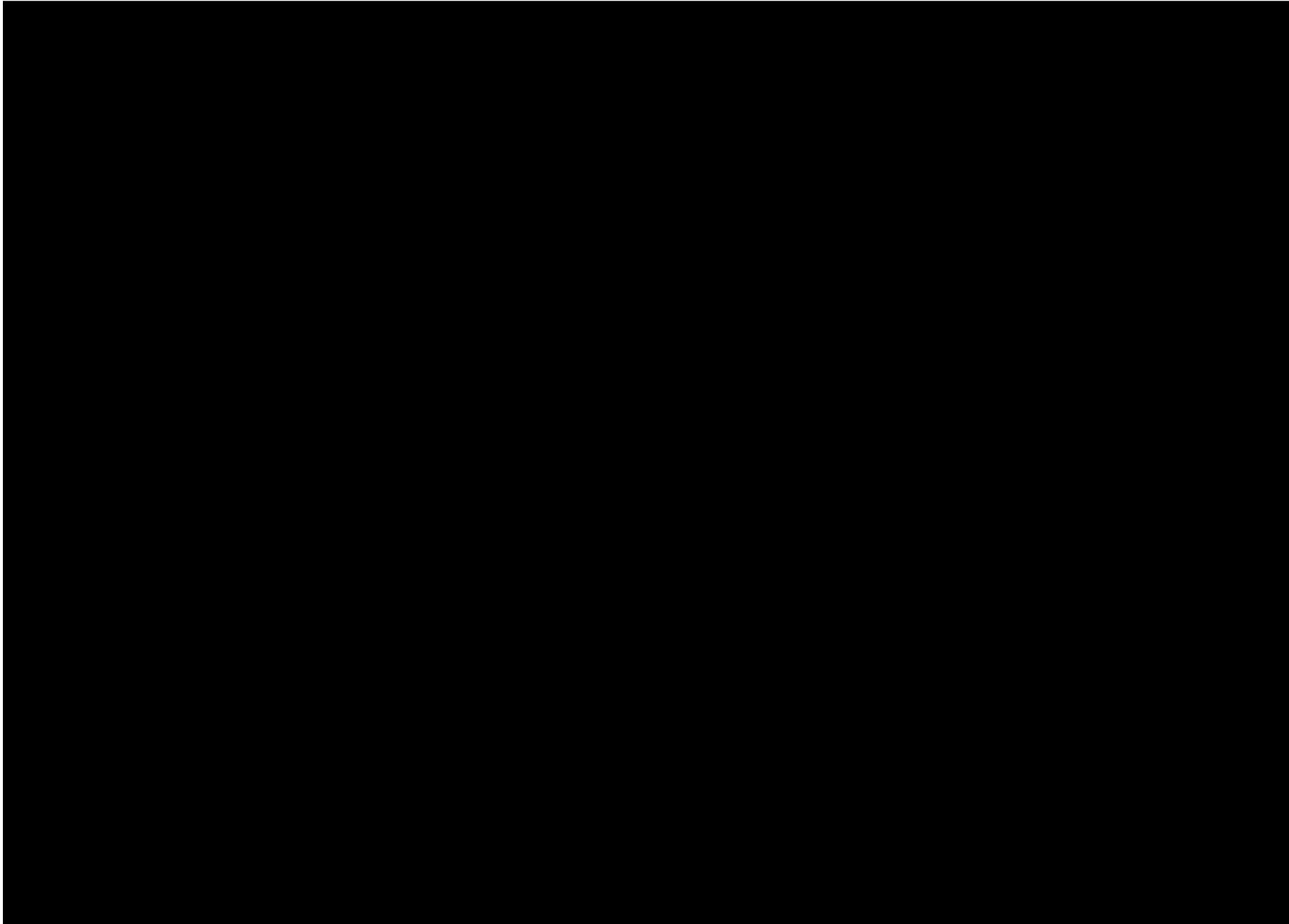
[REDACTED]

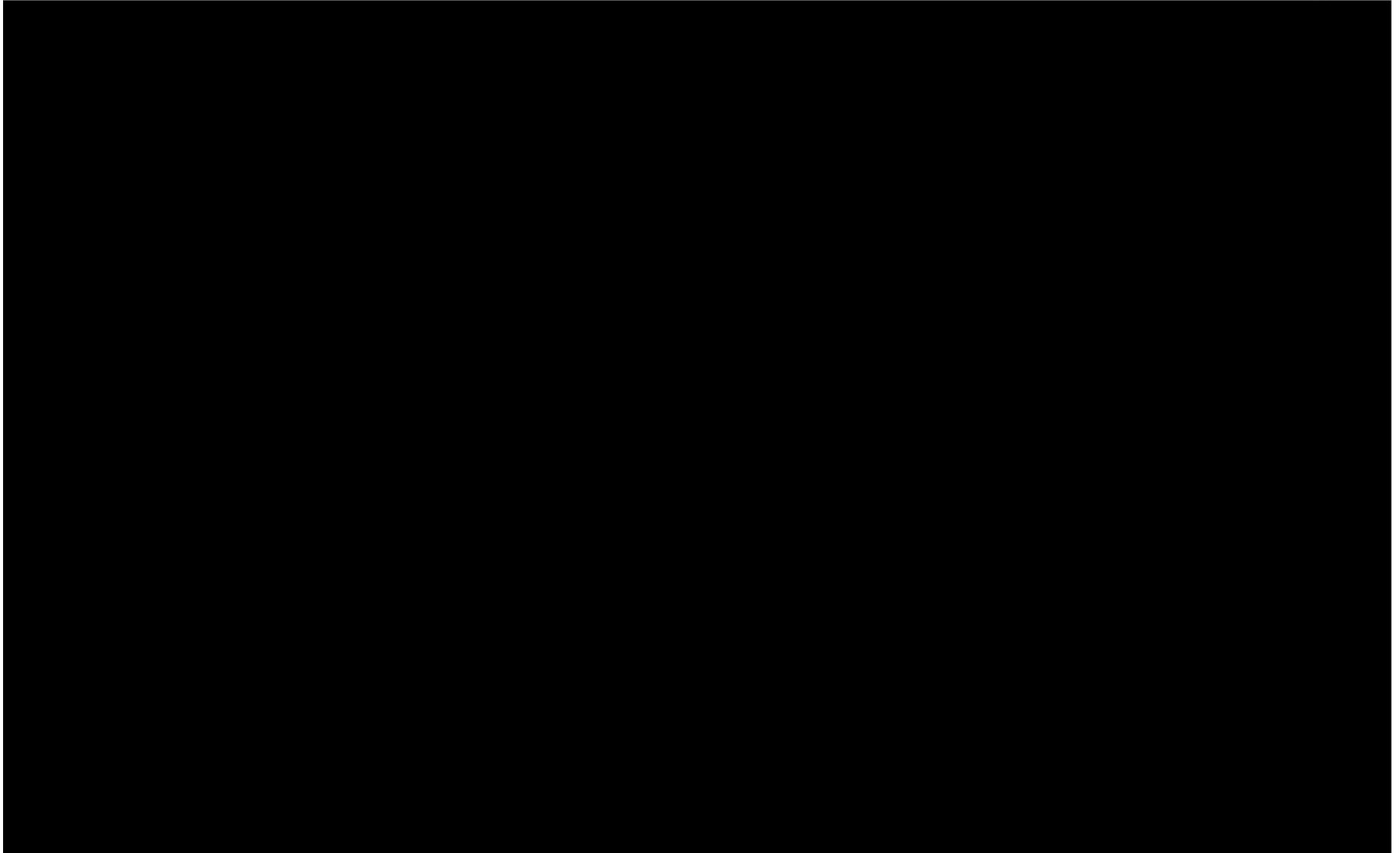
[REDACTED] Attentive Energy benefits from TotalEnergies' extensive relationships throughout the global supply chain, which are associated with its portfolio of offshore wind projects and historical oil and gas experience. For the major offshore wind packages, Attentive Energy has identified the manufacturers in Table 2-19 as potential suppliers. This list is preliminary and will evolve as the Project progresses towards the official package procurements.

Anticipated contract award dates are also noted in Table 2-19. These dates are subject to change, dependent on vendor feedback and market evolution, to ensure the required commitment to achieve the Project's COD.

[REDACTED]

Attachment 2-D provides letters from suppliers in support of the Project, including a number of suppliers listed in Table 2-19. [REDACTED]





Main procurement packages

Attentive Energy has a procurement strategy in place that will facilitate the procurement of key equipment. By leveraging TotalEnergies’ global relationships and seeking out local supply chain opportunities, Attentive Energy will continue to work towards successful delivery of the Project.

[Redacted text block]

[Redacted section header]

- [Redacted list item 1]
- [Redacted list item 2]
- [Redacted list item 3]
- [Redacted list item 4]
- [Redacted list item 5]
- [Redacted list item 6]
- [Redacted list item 7]

[Redacted text block]

[Redacted section header]

- [Redacted list item 1]
- [Redacted list item 2]
- [Redacted list item 3]

Key contracts strategy

The Project will coordinate key contracts as shown in Figure 2-10.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted text block]

Capacity reservations

As described in Section 12, the Project’s critical path drives the requirement for early interaction with key suppliers to ensure that capacity reservations are placed well enough in advance to support the Project schedule. [Redacted text]

[Redacted text]

[Redacted text]

[Redacted text]

Discussions are ongoing with OEMs with the support of Sponsors’ procurement organizations to ensure current constraints are fully understood, allowing the Project to adapt its early commitment planning as required to support the overall Project objectives.

Business case certainty

[Redacted text]

Equipment warranty terms

Attentive energy will continue to develop commercial warranty strategies that align closely with the operational strategy as described in Section 15. One of the major considerations for aligning the operational strategy with warranty terms includes the training of Attentive Energy personnel during initial operating period. This training is critical for equipment associated with WTG and HVDC where the equipment requires a high level of technical understanding of the entire system to ensure proper and efficient maintenance. [REDACTED]

[REDACTED]

[REDACTED] An additional consideration to equipment warranty period is the reliability, availability and maintainability operational guarantees and parameters associated with the Project. This is particularly critical to ensure a robust grid connection. A key contributor to meeting the respective operational guarantees are the warranty assumptions. This will be closely coordinated with electrical equipment and system suppliers throughout the design and development period.

[REDACTED]

[REDACTED]

2.11 Innovative technologies

Attentive Energy is actively pursuing the strategic use of innovative technologies to optimize Project installation and operational performance, reduce environmental impacts, and ensure reductions in carbon footprint are possible to holistically better the Project and its stakeholders.

2.11.1 HVDC

While many of the innovative technologies proposed by OEMs remain the intellectual properties of the OEM HVDC organizations, the technologies continue to mature, providing better reliability, sustainability, and benefit from economies of scale and standardization. [REDACTED]

[REDACTED]

[REDACTED]

2.11.2 Vessels

[REDACTED]

[REDACTED]

2.11.4 Other R&D

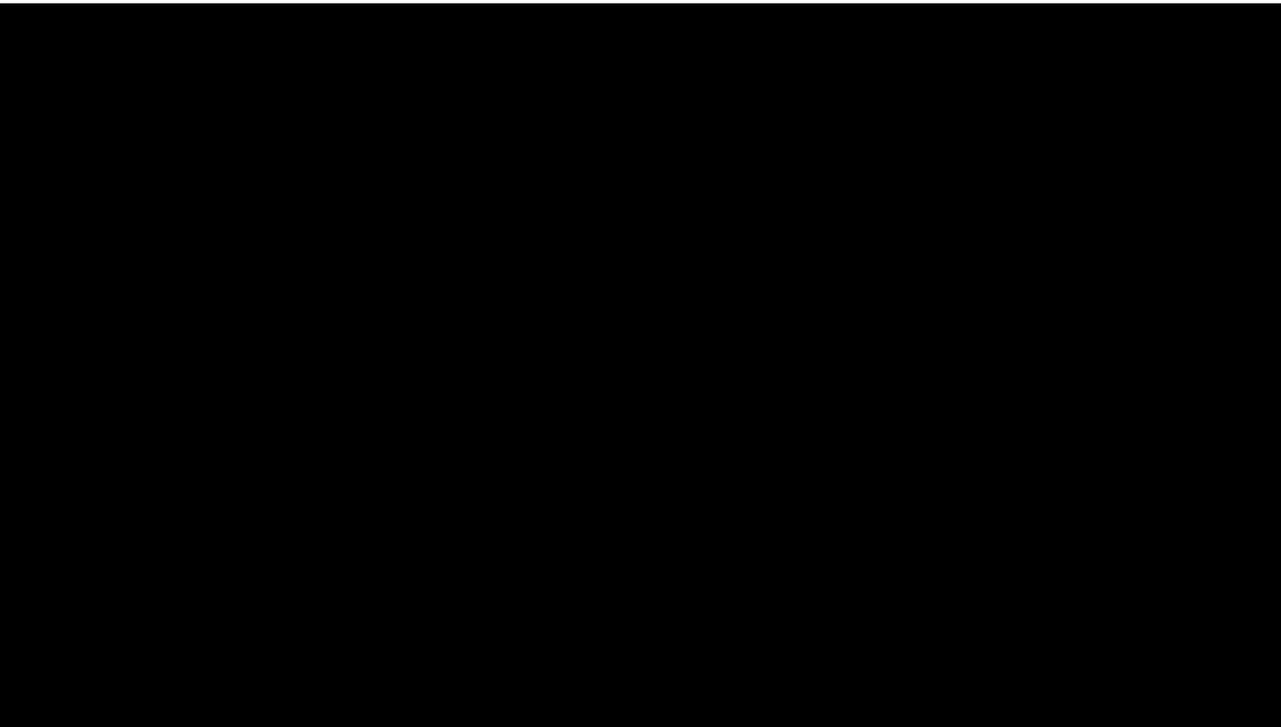
Attentive Energy and its Sponsors TotalEnergies and Corio are members of various consortia focused on offshore wind research and development in the areas of Technical and General Industry R&D, Environment and Fisheries, and Sustainability. An overview of industry groups that Attentive Energy and the Sponsors participate in at a global scale is provided in Section 1. Additionally, TotalEnergies' OneTech dedicates a significant portion of its budget to renewable energy research topics, keeping its engineers on the cutting edge of offshore wind science. [REDACTED]

[REDACTED]

2.12 Comparison of Project characteristics

Attentive Energy offers New Jersey a suite of Project options to maximize flexibility and value to the State as it moves towards its goal of 11 GW by 2040. Further, Attentive Energy is focused on state goals and priorities as they relate to economic development and local manufacturing, a localized workforce, and the goals outlined in the Energy Master Plan. [REDACTED]

[REDACTED] In addition, New Jersey’s target for 11 GW of offshore wind and accompanying infrastructure investments will result in job growth across numerous sectors of the state’s economy, including construction, manufacturing, and professional services. [REDACTED]



2.13 References

Ramboll US Corporation. 2020. New Jersey Offshore Wind Strategic Plan. New Jersey’s Clean Energy Program. Available online at: <https://www.njcleanenergy.com/renewable-energy/programs/nj-offshore-wind/strategic-plan>.



Section 02: Project Descriptions

List of Attachments

- | | |
|---|---|
| Attachment 2-A | BOEM Lease OCS-A 0538 |
| Attachment 2-B | Attentive Energy Two Map Book |
| Attachment 2-C | Overview of Vessels for the Project |
|  |  |

3

ENERGY PRODUCTION ESTIMATE



Section 3 Energy Production Estimate

Attentive Energy’s Lease Area benefits from a consistent, strong wind resource, taking advantage of the wind prevailing direction and its location in between federal navigational channels, separated from other lease areas in the Bight.

To produce a high-confidence wind resource and energy production assessment, Attentive Energy has used existing wind measurement data from several sources, including the National Weather Service, the National Oceanic and Atmospheric Administration, European Centre for Medium-Range Weather Forecasts, and two NYSERDA FLiDARs. This assessment has been validated by the TotalEnergies OneTech Wind Department – a global team of specialists dedicated to offshore measurement campaign designs and operations, wind resource analyses, and energy production – and cross-checked with third-party consultant [REDACTED]

In addition, Attentive Energy has matured the Project by submitting its SAP in January 2023. To Attentive Energy’s knowledge, it is the first among all new developers in the Bight to reach this milestone, a demonstration of its readiness to advance development of the Lease Area and the delivery of clean electrons to the State. [REDACTED]

Collectively, the data evaluated to support this Application provides a reliable basis for estimating the wind resource potential and assessing the expected annual energy production of the Project. This exhaustive validation process increases the Project’s economic viability and provides greater certainty around the delivery of clean electrons to diverse communities across New Jersey.

Attentive Energy’s systematic approach to analyze yield computed a reliable average annual energy production [REDACTED]

3.1 A high-confidence energy production estimate

Supported by experts from TotalEnergies OneTech and third-party consultant [REDACTED] Attentive Energy has produced a high-confidence wind resource and energy production assessment. This exhaustive validation process reduces the risk of unexpected variance in the Project’s wind energy production, increasing the Project’s financeability.

Attentive Energy’s Lease Area offers strong wind resources, [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Attentive Energy has used measured onsite data utilizing the two NYSEERDA FLiDARs to develop its energy production assessment, and Attentive Energy has already advanced the Project by submitting its SAP in January 2023. [REDACTED]

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

Compared to other new leaseholders in the Bight, Attentive Energy is advanced in the SAP process. Attentive Energy has not only submitted its SAP, but has also selected [REDACTED] [REDACTED] for the FLiDAR buoy.

Attentive Energy’s Lease Area is an 84,332-acre area located 42 miles east of Barnegat Bay, New Jersey.

Indicative layouts for the Project are presented in Section 2, [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]



Attentive Energy has carried out a four-step, systematic energy resource assessment using reputable historical data that predates the 2022 lease auction in the Bight. These comprehensive locational data were analyzed using standardized methodology and best practices applied throughout TotalEnergies' portfolio of wind projects, and cross-checked with third parties, resulting in a reliable energy production estimate. Collectively, the data and evaluation methodology used to support this Application provides a sound basis for estimating the wind resource potential and assessing the expected annual energy production of the Project.

3.1.1 Sponsor and external consultant expertise in modeling wind resources

TotalEnergies' experience

Attentive Energy benefits from TotalEnergies' extensive technical expertise in collecting and analyzing wind data and modeling wind resources, which draws upon its over 13 GW global portfolio of offshore wind projects. TotalEnergies' OneTech Wind Department is composed of specialists dedicated to offshore measurement campaign designs and operations, wind resource analyses, and energy production assessments for TotalEnergies' wind assets. The OneTech Wind Department acquires and assesses wind data including multi-height wind speed and direction, turbulence

intensity, temperature, and other meteorological parameters. These all can affect the design, production, operation, maintenance, and life of offshore energy projects.

TotalEnergies' OneTech Research & Development ("R&D") Department dedicates a significant portion of its budget to renewable energy research topics, keeping its engineers on the cutting edge of offshore wind science. [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]

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

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

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

[REDACTED]
[REDACTED]
[REDACTED]

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

Additional detail on the expertise of TotalEnergies OneTech is provided in Attachment 1-A to Section 1.

[Redacted]

The Project's energy production estimate uses state-of-the-art methods from university R&D partnerships and joint industry projects, resulting in a highly reliable estimate, and thereby de-risking project financing and delivery.

[Redacted]

[Redacted]

[Redacted]

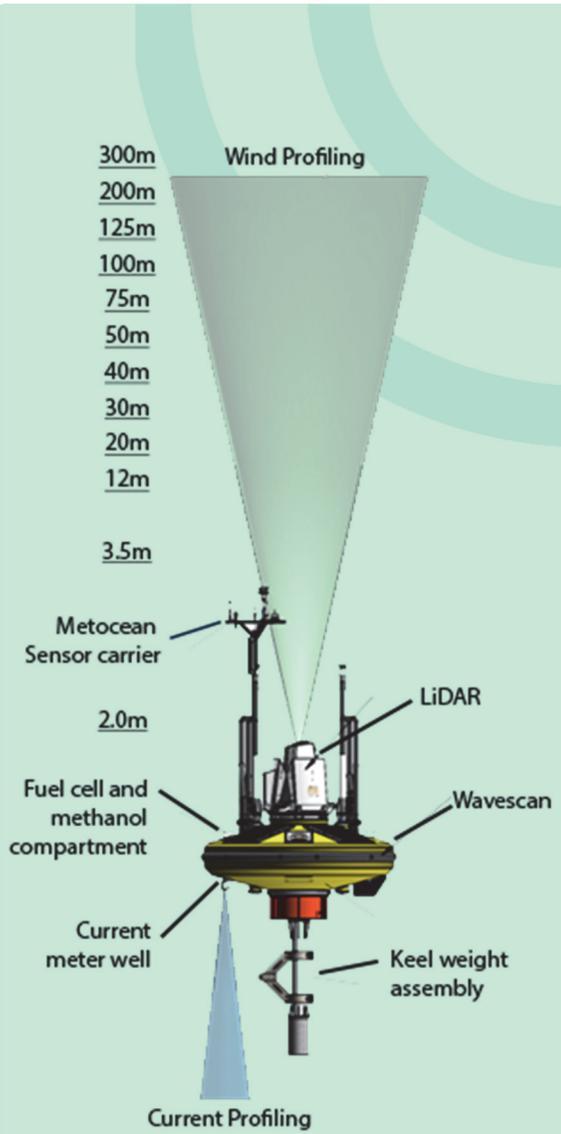
3.2 Assumptions that inform net yearly energy output



What is a FLiDAR?

FLiDAR stands for floating light detection and ranging. FLiDARs use a laser beam that is emitted vertically and reflected by airborne particles set in motion by the wind. The reflected signal is recorded by a receiver, which is built into the FLiDAR instrument. Wind speed and direction can be determined by analyzing the properties of the backscattered light resulting from aerosol interactions, such as the return time to the FLiDAR device and the Doppler shift of the light frequency. Measured data includes:

- Meteorological data, including horizontal and vertical wind speed, maximum and minimum wind speeds, turbulence intensity, wind flow angle, pressure, temperature humidity, and air density.
- Oceanographic data, including directional currents in the water column, wave, height, period and direction, temperature/salinity, and tide.



Note the image at right is for illustration purposes only.



[REDACTED]



NYSERDA FLiDAR

[REDACTED]

Attentive Energy submitted its SAP to BOEM on January 20, 2023 – presumably the only new leaseholder in the Bight to have reached this milestone so early – [Redacted]

[Redacted text block]

[Large redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

Attentive Energy’s systematic, holistic approach to analyzing yield, combined with the unusual wealth of locational data available (prominently from NYSERDA’s two FLiDAR deployed pre-auction) has enabled Attentive Energy to design the Project to produce a reliable average annual energy production [Redacted]

[Redacted text block]

[Redacted text block]

3.3 Project generation and electricity demand

[Redacted text block]

[Redacted text block]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

3.3.1 Results of the CIR Analysis

[Redacted]

[Redacted]

3.3.2 Results of the PJM Peak Demand Analysis

[Redacted]

[Redacted]

[Redacted text block]

[Redacted text block]

3.4 Energy production

[Redacted text block]

[Redacted text block]

3.5 Annual OREC Allowance

[Redacted text block]



3.5.1 Considering variability in the analysis

To most accurately estimate the energy production, it is important to understand the uncertainties covering all the stages of the energy production estimate from data acquisition to modeling. The uncertainty elements associated with the wind speed and energy production estimates are below. All uncertainties are computed as weighted averages based on the number of WTGs associated with each measurement device.

[Redacted text block]

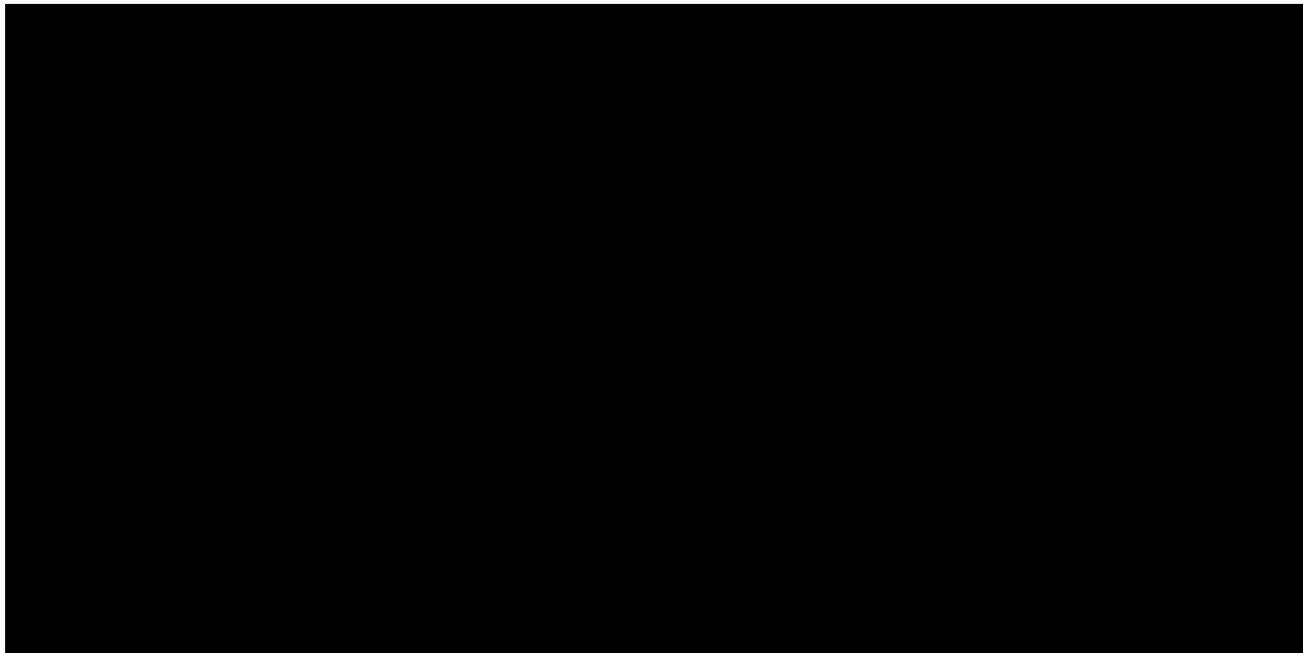
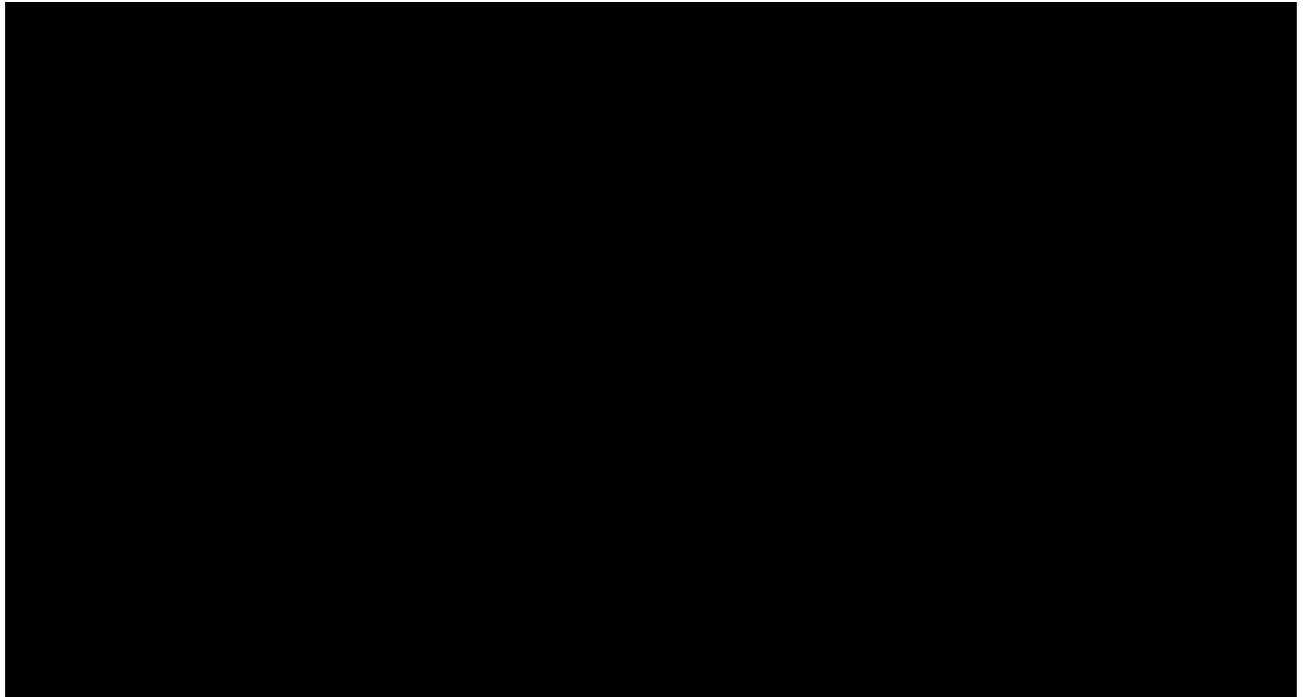
[REDACTED]

3.5.2 Producing various confidence levels

The following steps were taken to determine the energy production at various desired confidence levels:

[REDACTED]

[REDACTED]



3.6 Maintenance outage schedule

From its vast portfolio of industrial operations and partnerships, TotalEnergies brings all the required O&M competencies to its offshore wind portfolio. Through the TotalEnergies OneTech organization, Attentive Energy has direct access to all the engineering, technical, and research resources required to sustain efficient operations, maintenance, and logistics. This will enable Attentive Energy to maximize the availability of the wind farm and therefore optimize the production.

Detailed information on the Project’s planned maintenance outages for turbines and other equipment is provided in the O&M plan in Section 15 and Attachment 15-B to Section 15. To summarize, Attentive Energy has established an O&M plan that is robust but flexible, and will evolve as the Project progresses, optimizing industry advancements, global and local best practices, and knowledge gained throughout the Project’s life. [REDACTED]

[REDACTED]

3.7 References

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Section 03: Energy Production Estimate

List of Attachments

[REDACTED]	[REDACTED]

4

FINANCIAL ANALYSIS



Section 4

Financial Analysis

Attentive Energy developed a detailed financial analysis in coordination with leading financial institutions and independent financial advisors, [REDACTED]

[REDACTED] This commercial expertise, coupled with strong technical inputs that were shaped by Sponsor project experience and a rigorous validation process, equates to a robust and dependable Levelized Cost of Energy and OREC price.

The Sponsor team, through TotalEnergies and Corio with its parent company Macquarie, bring significant experience in developing, financing, constructing, and operating large-scale projects. Attentive Energy has used this expertise and pool of global resources to substantiate technical and financial assumptions in its model. These assumptions and inputs have been rigorously challenged and validated by best-in-class consultants and supported by RFIs and quotes direct from the supplier market to ensure the Project is estimated, financed, and executed on schedule and within budget.

The financial strength of the Sponsor team contributes to the financial viability of the Attentive Energy Two Project. Over the past five years, Attentive Energy, supported by its Sponsors, has developed the Project from the ground up, communicating with leading financial institutions and independent financial advisors to monitor and incorporate market developments and industry progress into the Project's financial analysis. Attentive Energy is confident in its financing approach and ability to deliver value and savings to New Jersey ratepayers, resilient to broader macroeconomic conditions.



4.1 Unmatched financial strength and financing experience

TotalEnergies and Corio each bring a demonstrated ability to finance construction through market sources and, together, they offer financial capability and scale that is unmatched by other developers in this Solicitation. The combined market cap of TotalEnergies and Macquarie, Corio's parent company, is approximately \$200 billion. The Sponsors' strong balance sheets, extensive experience financing large international energy projects, and deep institutional relationships will enable Attentive Energy to achieve the best possible financing terms available – facilitating the most competitive possible OREC price while ensuring stability against market fluctuations and pressures. This financial strength can also be leveraged for supply chain commitments that require investments early in the Project's development phase to ensure timely availability of the necessary equipment to meet the Project's installation schedule.

The Sponsors excel at the construction of large-scale energy infrastructure and management of global supply chains, which translates to securing robust and reliable energy project financing. Attentive Energy, through the TotalEnergies and Corio teams, has deep project operating expertise with proven offshore energy technologies that will ensure the successful operation of the Project for its 20-year OREC term and its entire lifecycle.

TotalEnergies increased its global investments in electricity and renewables to over \$4 billion in 2022 (up from \$3 billion in 2021). Investments in low-carbon energies will rise to \$5 billion in 2023, representing nearly one third of TotalEnergies' total planned investments. TotalEnergies intends to finance investments of more than \$60 billion in renewable power generation capacity by 2030. At present, the company is developing more than 13 GW of offshore wind around the world. TotalEnergies' integrated multi-energy strategy, combined with its solid financial base, are strengths and sources of resilience that have allowed it to be a major provider of energy throughout decades of changing global conditions.

Corio brings a highly qualified team, with experience in financing, developing, constructing, and operating offshore wind projects for over 10 years, all over the world. Corio's parent company, Macquarie, has over \$500 billion of total assets under management, of which \$100

Attentive Energy benefits from a solid foundation of in-house technical, procurement, and financial expertise, leveraging its Sponsor team's decades of experience developing, building, and operating complex, multi-billion dollar infrastructure projects.

billion is focused on infrastructure. Additionally, Corio is supported by its strategic partnership with OTPPB, a fund with over \$170 billion of net assets that has made a \$1 billion investment in Corio to support the development of up to 9 GW of offshore wind worldwide, including this Project. The most recent project headed by the team that today is at Corio is Taiwan's Formosa 2 project, which is a great example of their ability to manage a project on all fronts, including financing, construction, and stakeholder engagement.

TotalEnergies' and Corio's exceptional legacies provide New Jersey with access to a strong set of in-house capabilities and close relationships with best-in-class industry supply chain vendors and

advisors. The Sponsors’ unique and unmatched set of financing capabilities will allow Attentive Energy to deliver a world-class, complex, and capital-intensive infrastructure project to New Jersey on budget and on time, regardless of changing market conditions.

4.2 A financial analysis validated by a team of global financial experts

The Project’s financial analysis reflects the combined work of Attentive Energy’s development, technical, and procurement teams and the supporting efforts of TotalEnergies’ and Corio’s global economics and financial professionals.

Attentive Energy has prepared Microsoft Excel files containing the financial projections for the Project’s development, construction, and operation phases. Pro-forma income statements, balance sheets, and cash flow statements for the 20-year OREC term are included as Attachment 4-A.

[REDACTED]

4.3 Comprehensive business plan

Attentive Energy has prepared a comprehensive business plan for this Application. The business plan is included as Attachment 4-B and contains fully documented estimates of all associated and relied-upon revenue, as well as expense projections for all Project options. The business plan reflects the financial and technical strengths of the Sponsors, based on a solid track-record in project development and execution and interaction with best-in-class consultants. This is further supported by RFIs and quotes direct from the supplier market.

4.4 Tax credits, subsidies, or grants and net benefits to ratepayers

In alignment with New Jersey’s offshore wind policy, Attentive Energy is committed to contributing to a stronger New Jersey economy by anchoring an offshore wind supply chain in the State, combating global climate change to protect New Jersey and its natural resources, providing added reliability for the transmission network and transmission rate relief for ratepayers, and achieving all of this at the lowest possible cost and risk to New Jersey ratepayers.

[REDACTED]

[REDACTED]

[REDACTED]

Attentive Energy has worked with leading financial, tax, and legal experts to gain a deep understanding of the incentives available to the Project. A non-inclusive list of key tax credits, subsidies, and grants that will impact the financial analysis is provided below. Please also refer to Section 6 for more detailed information on financial incentives.

4.4.1 Investment Tax Credit

Attentive Energy and its management team have extensive experience executing transactions to monetize tax credits. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Attentive Energy will use a combination of construction debt and equity to fund construction. [REDACTED]

Leveraging Sponsor TotalEnergies' experience as one of the top five largest renewable energy developers in the U.S., Attentive Energy is highly confident in its ability to fully utilize the Investment Tax Credit in financing the Project.

Attentive Energy anticipates raising tax equity from banks, insurance companies, or other large institutional investors with substantial impending tax liability that enables them to utilize tax benefits allocated to the Project to shelter income from other business activity. Implementing an effective tax equity strategy is expected to be the most efficient way for Attentive Energy to maximize the value of the available ITC and accelerated depreciation benefits.

[REDACTED]

[REDACTED]

4.4.2 Potential OREC savings due to ITC adders

[REDACTED]

[Redacted content]

4.5 Debt service costs and return on equity

[Redacted content]

[Redacted content]

³⁰ Throughout this section, tables represent values for all Project options. In the event that values vary between different Project options, a range is presented that encompasses all Project options in this Application.

Attentive Energy provides pro forma income and cash flow statements that provide reasonable insight into the Project cash flows supporting Attentive Energy’s required return on investment in Attachment 4-A.

4.5.1 Prebuild risk assessment

Attentive Energy is committed to putting forth an Application that offers the ratepayers of New Jersey the best possible value proposition. [REDACTED]

[REDACTED]

4.6 Taxes and depreciation assumptions

[REDACTED]

[REDACTED]

[REDACTED]

Table 4-3 summarizes key depreciable items for all Project options. Detailed financial information for each Project option is provided in Attachment 4-A.

[REDACTED]

[REDACTED] Attentive Energy benefits from the expertise of TotalEnergies’ OneTech organization and purchasing entity known as TotalEnergies Global Procurement (“TGP”). The OneTech organization includes 3,400 specialists, engineers, managers, and experts, who provide advanced technical expertise on some of the most complex offshore projects around the world, and TGP consists of over 260 collaborators to manage TotalEnergies’ procurement globally, including all projects in TotalEnergies’ offshore wind portfolio. TotalEnergies’ procurement entity has longstanding and strong relations with the leading suppliers and operators in the maritime and offshore wind industry, established through its international presence in more than 130 countries.

With the support from OneTech and TGP experts – plus additional insights from suppliers, market sounding through RFIs (see additional information in Section 2), and design studies – Attentive Energy has designed a technically viable Project with best-in-class pricing packages reflecting current offshore wind market conditions.

[REDACTED]

[REDACTED] Attachment 4-C includes a summary of the main packages for the development, construction, operation and decommissioning of the

Project. [REDACTED]

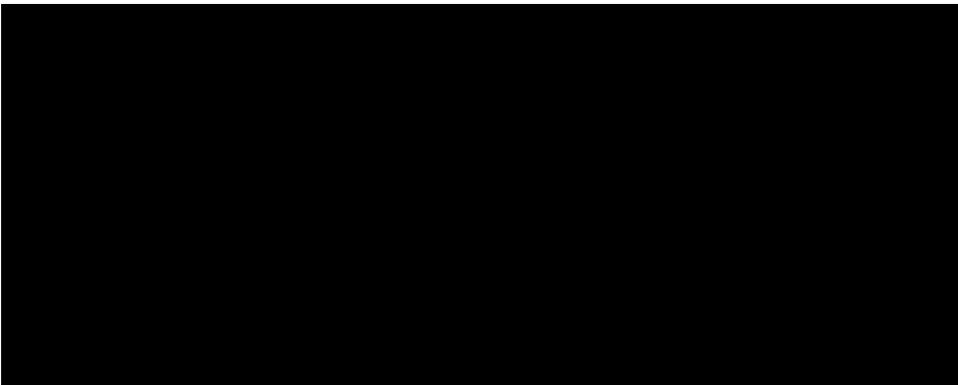
4.7 Operation and Maintenance Plan

Based on decades of operating facilities in New Jersey and operating large-scale offshore assets globally, TotalEnergies and Corio bring unparalleled abilities to perform all upkeep and maintenance over the life of the Project, holding safety and protection of the environment as core values. The Project benefits from the offshore O&M experience of TotalEnergies, whose safety-driven culture and deep expertise have allowed it to become a global leader in the energy industry. TotalEnergies’ Seagreen project, the world’s deepest fixed bottom offshore wind farm, is already delivering clean electrons to the grid. [REDACTED]

The O&M Plan for the Project is integrated into the financial analysis. [REDACTED]

The Project will be subject to tax payments during its operational lifetime, notably state and federal taxes as well as property taxes. Section 15 references the technical Operational Expenditures (“OPEX”) breakdown, and Table 4-4 summarizes the key O&M Project costs derived from Attachment 4-C.

Table 4-4 summarizes key O&M cost items for all Project options. Detailed financial information for each Project option is provided in Attachment 4-A.



4.8 Coverage ratios

As noted previously, Attentive Energy has developed its Project financing assumptions based on decades of experience in major infrastructure and energy financing projects and advice from leading industry advisors. [REDACTED]

[Redacted text block]

Detailed financial information for each Project option is provided in Attachment 4-A.

[Large redacted text block]

4.9 Cost of energy

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Large redacted text block]



Section 04: Financial Analysis

List of Attachments

Attachment 4-A	Financial Statements
Attachment 4-B	Business Plan
Attachment 4-C	Cost Accounting
Attachment 4-D	Levelized Cost of Energy

5

PROJECT FINANCING PLAN



Section 5 Project Financing Plan

Attentive Energy will use a combination of debt, tax equity, and Sponsor equity to finance the Project. Attentive Energy will conduct a competitive process to identify debt providers and tax equity investors for the Project to ensure best possible terms, which will enhance ratepayer value. [REDACTED]

TotalEnergies, the fifth largest U.S. renewable energy player, and Corio, one of the world's largest offshore wind developers, each bring a demonstrated ability to finance construction through market sources. TotalEnergies has a balance sheet exceeding \$300 billion in assets. TotalEnergies is able to tap into additional renewable energy project financing and tax equity experience and relationships through its interests in SunPower and Clearway, through which it owns and operates over 6.5 GW of utility-scale wind and solar capacity throughout the U.S. Ontario Teachers' Pension Plan, Corio's joint venture partner, is among the world's largest institutional investors with approximately \$170 billion assets under management. Macquarie, Corio's parent company, reported \$575 billion in assets under management as of Q1 2023. Together, the time-tested strategic partnership between TotalEnergies and Corio offers New Jersey financial capability and scale that is unmatched by other developers in this Solicitation.

[REDACTED]

The Sponsors' strong balance sheets, extensive experience financing large international energy projects, and deep institutional relationships will enable Attentive Energy to achieve the best possible financing terms available. As a result, this will facilitate the most competitive possible OREC price for the ratepayers of New Jersey and ensure stability against market fluctuations and pressures.

5.1 Backed by the financial strength of a global Sponsor team

Attentive Energy is backed by Sponsors with the financial capability and resources to undertake and fund the Project through to completion.

TotalEnergies is developing more than 13 GW of offshore wind around the world and has a balance sheet exceeding \$300 billion in assets. Corio has a global offshore wind development pipeline in excess of 30 GW, applying a long-term partnership approach to the creation and management of its projects, which are underpinned by access to long-term capital. Corio’s joint venture partner, Ontario Teachers’ Pension Plan, is among the world’s largest institutional investors with approximately \$250 billion in assets under management. Corio is a GIG portfolio company, and GIG has an extensive network and access to the biggest financial institutions in the world, power purchase agreements expertise, and access to the principal finance team of the biggest infrastructure asset manager globally, Macquarie. Macquarie reported \$575 billion in assets under management as of Q1 2023. GIG is accustomed to using all major sources of funding in the U.S. renewable energy market and is experienced with crafting bespoke financing structures.

To put it simply, Attentive Energy benefits from the Sponsors’ unparalleled financial strength, industry expertise, and economies of scale that will be leveraged for the benefit of New Jersey ratepayers. The Sponsors’ complementary set of skills and strengths will ensure successful delivery of the Project and provide resiliency to broader industry and macroeconomic conditions.

5.2 Proposed method of financing the Project

Attentive Energy will use a combination of debt, tax equity, and Sponsor equity to finance the Project. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The Sponsors’ strong balance sheets, extensive experience financing large international energy projects, and deep institutional relationships will enable Attentive Energy to secure the best financing terms possible, regardless of future market conditions and pressures.

[REDACTED]

[REDACTED]

[REDACTED] Since 2022, TotalEnergies has won two offshore wind lease auctions in the U.S. – in the Bight and Carolina Long Bay – and was most recently awarded two offshore wind leases in Germany totaling 3 GW through the auction held in July 2023.

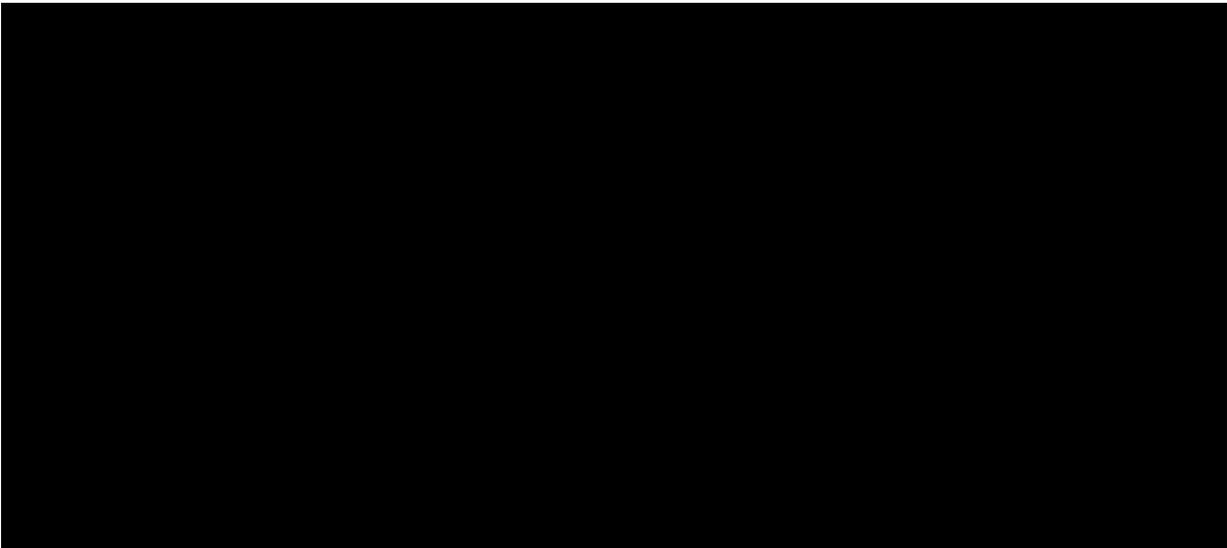
5.3 Detailed financial plan

Attentive Energy is fully committed to, and capable of, providing the necessary funding required to develop and construct the Project. The Project will utilize debt and Sponsor equity during the construction phase to pay for construction costs. [REDACTED]

In developing the financing strategy for the Project, Attentive Energy has incorporated feedback from tax equity investors and lending institutions into the financial analysis used to develop this Application. [REDACTED]

5.4 Project financing structure

Figure 5-1 illustrates the anticipated Project financing structure during the construction phase.



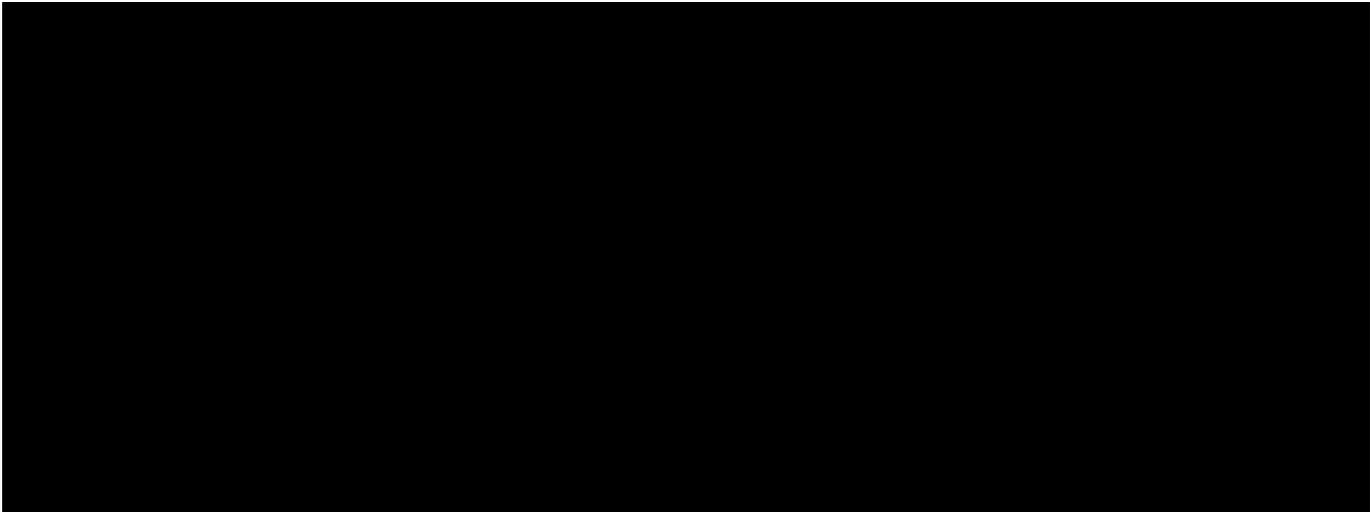
[Redacted text block]

[Redacted text block]

5.5 Equity investors and access to capital

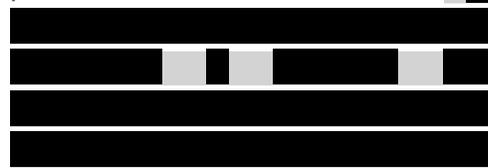
Attentive Energy LLC is the leaseholder of BOEM lease OCS-A 0538, which has an estimated generating capacity of approximately 3 GW. The Lease Area can support two projects: Attentive Energy One and Attentive Energy Two. [Redacted text]

[Redacted text block]



5.6 Ability to finance construction

TotalEnergies is a leading developer, owner, and operator of large energy-related projects in the U.S. and around the world. TotalEnergies is investing heavily in solar and wind power with the aim of becoming one of the world’s top five producers of renewable energy by 2030. TotalEnergies has already become a top five renewable energy producer in the U.S. as of 2022.



TotalEnergies published Q1 2023 results on April 27, 2023, reporting \$5.6 billion in net income for the quarter, compared with \$3.3 billion for Q4 2022 and \$4.9 billion for Q1 2022. TotalEnergies reported total assets of \$293 billion as of March 31, 2023.

In March 2023, Macquarie reported a net profit of \$3.5 billion, a 10 percent increase from the previous year. In addition, Macquarie reported \$575 billion in assets under management as of Q1 2023.

The Sponsors’ combined financial strength and experience will allow Attentive Energy to successfully finance the Project through market sources, including using a combination of debt and tax equity.

5.7 Backed by a team of skilled financial experts

The Project benefits from the expertise of its team of consultants and advisors who have been instrumental in the advancement of the U.S. offshore wind industry. Attentive Energy places a premium on teams with a proven track record, local presence, and ability to deliver firsthand experience to successful offshore wind projects in New Jersey and throughout the East Coast. As such, Attentive Energy has assembled a team of permitting consultants, technical consultants, legal counsel, and financial advisors to lead the development of a well-rounded project that appreciates, and is equipped to react to, the complexities of evolving regulatory and market conditions.

[Redacted]

[Redacted]

[Redacted]

5.8 Conditions for transference

[Redacted]

Attentive Energy commits to notify the BPU, in writing, of any changes to the financing plan or equity or other ownership interests in the Project within 30 days, and such changes will be subject to BPU approval, if required.

5.9 Potential debt lenders

Attentive Energy’s relationships with key project finance lenders include, but are not limited to, those listed in Table 5-3. [REDACTED]

[REDACTED]

The Sponsors bring extensive relationships with key project finance lenders around the world, and Attentive Energy has been cultivating relationships with local representatives of these institutions over the past three years.

[REDACTED]

[REDACTED]

5.10 Tax equity financing

[REDACTED]

[REDACTED]

[REDACTED]





Section 05: Project Financing Plan

List of Attachments

[Redacted]

6

DOCUMENTATION OF FINANCIAL INCENTIVES



Section 6 Documentation of Financial Incentives

Attentive Energy is committed to utilizing all available state and federal incentives to optimize external financial support for the Project, thereby providing the best value to New Jersey ratepayers. Attentive Energy is backed by Sponsors that have unparalleled experience and capabilities in monetizing tax credits and buying power. Attentive Energy has worked with leading financial advisors, tax consultants, and legal counsel for more than three years to support its tax equity qualification and monetization strategy. Attentive Energy has also conducted direct outreach with key tax equity investors and project lenders in developing its project financing strategy.

[REDACTED]

[REDACTED]

Attentive Energy has engaged a team of consultants and legal counsel, [REDACTED] which is experienced in New Jersey and offshore wind development more broadly. This team will advise Attentive Energy as it develops its plan to optimize available federal and New Jersey State incentives. Attentive Energy has priced the value of receiving certain incentives into the OREC price for each Project option in this Application.

Attentive Energy will seek to improve upon the assumptions made in this Application as additional guidance is published. Attentive Energy commits to sharing the net benefit of any additional incentives that can be obtained with the ratepayers of New Jersey.

6.1 A commitment to utilizing available state and federal incentives

Attentive Energy is committed to utilizing available state and federal incentives to optimize external financial support for the Project, thereby providing the best value to New Jersey ratepayers.

[Redacted text block containing multiple lines of blacked-out content]

Attentive Energy has engaged leading consultants to review available state and federal incentives available to the Project to ensure that Attentive energy delivers the best possible value to the ratepayers of New Jersey.

The Sponsors' strong balance sheets, extensive experience financing large international energy projects, and deep institutional relationships will enable Attentive Energy to achieve the best possible financing terms, facilitating the most competitive possible OREC price and ensuring stability against market fluctuations and pressures. [Redacted]

[Redacted text block]

6.2 State tax incentives

The State of New Jersey offers a variety of tax credit and incentive programs that are awarded based on several factors such as net new job creation, eligible capital investment within the state, business industry, and project location. The key incentives and tax credits that may be available to Attentive Energy include:

- [Redacted list item]
- [Redacted list item]
- [Redacted list item]

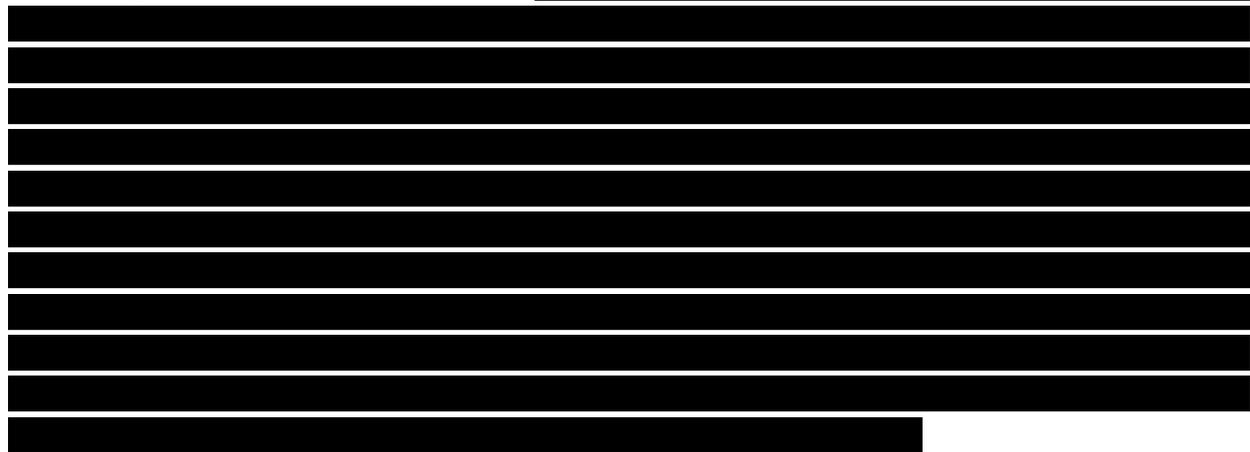
At this time, Attentive Energy expects to be eligible for incentives as described in Table 6-1. These tax credits are reflected in the Project’s financial analysis, which is discussed in Section 4.



[Redacted] Attentive Energy will continue to monitor federal and state activities and changes in regulations and will continue to work with the BPU to optimize the Project’s use of tax incentives to bring value to ratepayers.

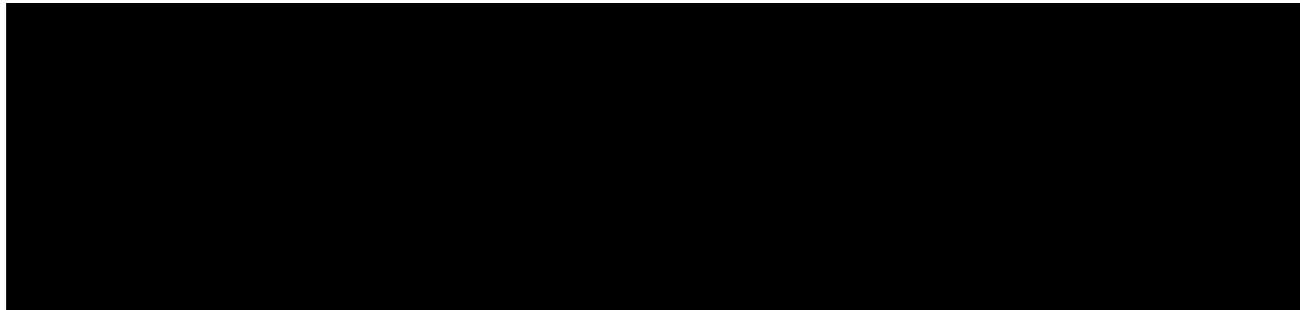
6.3 Financial incentives

Attentive Energy is backed by Sponsors that have unparalleled experience and capabilities in monetizing tax credits and buying power. [Redacted]

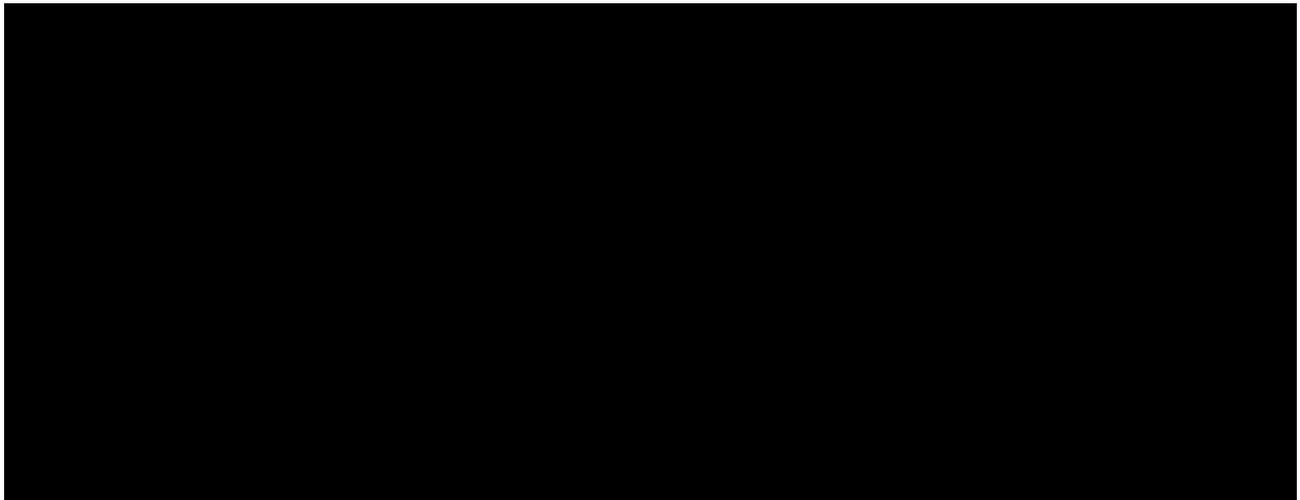


6.3.1 Investment Tax Credit

The IRA includes new provisions applicable to offshore wind farm development that may substantially increase the obtainable ITC rate and reduce the effective cost of offshore wind development. This is expected to significantly advance New Jersey’s energy transition and it will bring substantial benefits to New Jersey ratepayers. The IRS has recently provided guidance clarifying these new provisions. [REDACTED]



On May 12, 2023, the IRS issued a notice of intent to propose regulations providing initial guidance regarding the application of the rules that taxpayers must satisfy to qualify for the domestic content bonus credit amounts and the related record keeping and certification requirements. [REDACTED]



[REDACTED]

6.3.2 State incentives

[Redacted text block]

[REDACTED]

[Redacted text block]

6.4 Additional Project costs associated with qualifying for tax credits

[Redacted text block]





Section 06: Documentation of Financial Incentives

List of Attachments

No attachments for this section

7

PROJECT REVENUE PLAN AND STRATEGY



Section 7 Project Revenue Plan and Strategy

Attentive Energy understands the importance of, and is prioritizing, maximizing revenues and ratepayer value during the Project's 20-year OREC term. The team is committed to monitoring evolving PJM policy and market opportunities and pursuing upside opportunities, where applicable, and refunding the appropriate revenues to ratepayers during the 20-year OREC term to ensure the net benefits of offshore wind are shared with New Jersey residents.

[Redacted text block]

[Redacted text block]

7.1 TotalEnergies' experience in power trading

[Redacted]

7.2 A robust and informed Project Revenue Plan

The Project will rely on several revenue sources over the course of its lifetime, including ORECs, RECs, merchant revenue from PJM, Power Market, and the capacity market. The Project Revenue Plan, included as Attachment 7-A, provides annual forecasts for each revenue source throughout the 20-year OREC term for each Project option included in this Application. The Revenue Plan and the proposed OREC pricing set forth in this Application are based on the understanding that the Project will retain all revenues generated by the Project outside the 20-year OREC term.

[Redacted]

[Redacted]

[Redacted text block]

[Redacted]

7.3 Estimated capacity that Attentive Energy Two will make available

[Redacted]

7.4 Anticipated revenues informed by Project schedule

Attentive Energy has aligned the Project schedule with assumptions around critical activities, such as equipment procurement and delivery and major permits, to produce a reliable Project schedule that considers development, construction, operations, and decommissioning. The Project Revenue Plan was designed in connection with the schedule, aligning Project activities and market assumptions to inform anticipated revenues.

Anticipated revenues from power sales, RECs, and capacity payments are outlined in Attachment 7-A and summarized in Table 7-1.

[Redacted]

7.5 Securing revenues from PJM markets

[Redacted text block]

7.6 Expected unforced capacity

[Redacted text block]

7.7 Approach for calculating capacity price forecast

[Redacted text block]

7.8 Adjustments to operating revenues contemplated

[Redacted text block]

7.9 Capacity market risk

[Redacted text block]

[Redacted text block]

[Redacted text block]

7.10 Maximizing Project revenues by identifying and addressing risks

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

7.11 Managing hedging mechanisms and revenue settlement operations

[Redacted text block]

F [Redacted text block]

[Redacted text block]

7.12 Contingency plan

[Redacted text block containing multiple paragraphs of information under the heading '7.12 Contingency plan']



Section 07: Project Revenue Plan and Strategy

List of Attachments

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



ECONOMIC DEVELOPMENT PLAN



Section 8 Economic Development Plan

Attentive Energy’s economic development plan reflects years of engaging with, listening to, and understanding New Jersey communities. [REDACTED]

[REDACTED]

In different Project options within this Application, Attentive Energy is proposing to deliver

[REDACTED]

In connection with the Project, Attentive Energy is proposing [REDACTED]

[REDACTED]

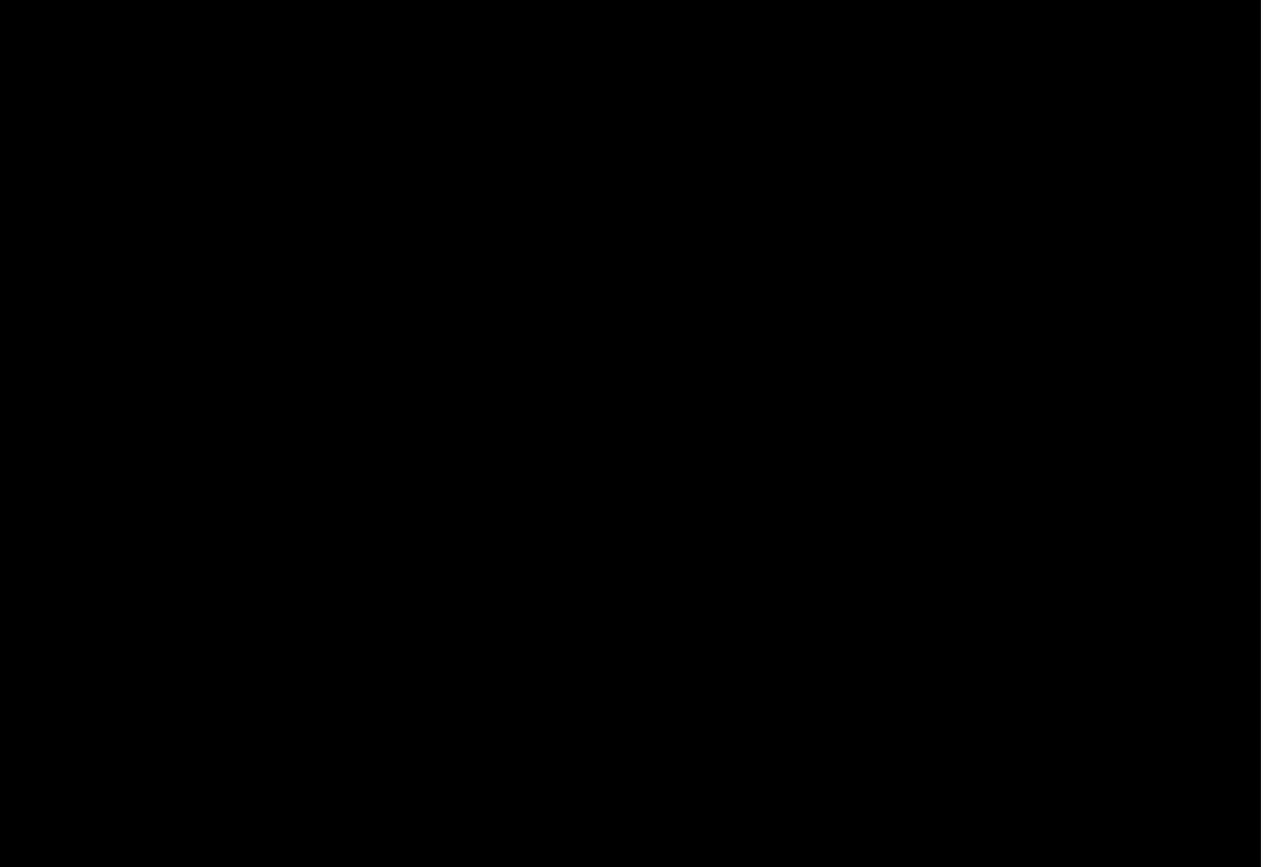
These investments will drive workforce development, promote innovation, engage suppliers, and attract additional investment in the state. Further, the Project is committed to doing this while delivering the best value for ratepayers and giving the BPU flexibility to respond to the needs of a rapidly growing offshore wind sector that requires strategic, inclusive investments.

Attentive Energy is already on the ground, establishing partnerships that look beyond New Jersey’s move to clean energy and towards an economy that lifts all, and this is just the beginning. Whether it is investments in the next generation of leaders with the Girl Scouts of the Jersey Shore, millions of dollars in affordability initiatives for residents statewide, or groundbreaking efforts to reach deep into communities that have been left behind for too long, the bottom line is the same: if the BPU selects Attentive Energy, it is selecting a project that will ensure lasting, generational change.



8.1 A Project designed to deliver sustainable, high-impact benefits to New Jersey

The Attentive Energy Two Project is expected to deliver a total of [REDACTED] in economic benefits and jobs to New Jersey over the lifetime of the Project³³. Project investments, and the benefits they bring, will support the buildout of a robust and inclusive clean energy economy, meeting state goals and establishing New Jersey as an offshore wind hub in the U.S. This is the result of a Project that has been designed specifically for New Jersey by a team that knows New Jersey.



Of these expected benefits, Attentive Energy has committed to specific guarantees, as laid out in Section 8.8, Attachment 8-A, and the Application Forms. [REDACTED]

[REDACTED]

[REDACTED] The graphic above illustrates the various economic benefits the Project will deliver.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted text block]

[REDACTED]

8.1.3 Impact on New Jersey ratepayers

Like the BPU, Attentive Energy is focused on affordability. [REDACTED]

8.1.4 Economic benefits to build capacity within Overburdened Communities

Attentive Energy is dedicated to uplifting OBCs and has designed a series of investment programs to deliver timely, stakeholder-informed resources to the State. [REDACTED]

8.1.5 Advancing New Jersey as a hub for research and innovation

New Jersey has long sought to take the lead on innovation, and as an active partner in this endeavor, Attentive Energy will [REDACTED]

[REDACTED]

[REDACTED]

[Redacted]

8.1.6 Direct and indirect economic activity and property taxes

[Redacted]

8.1.7 Emissions reduction and public health benefits

Like New Jersey’s leaders, Attentive Energy recognizes the threat of climate change and prioritizes the importance of providing a livable future for all. [Redacted]

[Redacted]

[Redacted]



[Redacted]

⁴⁰ Social cost of emissions from the BPU’s Social Cost of Carbon (“SCC”) guidance which defines this as calculated for electric and natural gas using the 3 percent discount rate “Annual SC-CO₂’D” adjusted for today’s dollars, as published in the 2016 Technical Update of the SCC for Regulatory Impact Analysis by the Interagency Working Group on Social Cost of Greenhouse Gases.

⁴¹ [Redacted]

[Redacted text block]

8.2 In-State spend

Attentive Energy intends to deliver significant in-State spend, benefitting not only individual suppliers in New Jersey but also their existing workforce, those who they will hire to meet increased demand, and the community at large.⁴² [Redacted text]

[Redacted text block]

⁴² This section does not identify Attentive Energy’s guarantees for in-State spending. Attentive Energy’s guarantees for in-state spending are outlined in Section 8.8, Attachment 8-A, and the Application Forms.

[Redacted text block]

[Large redacted text block]

[Redacted text block]

[Redacted text block]

[Large redacted text block]

[Redacted text block]

[Redacted text block]

43 [Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[REDACTED]

8.2.2 Additional in-State investments and local supply chain opportunities and collaboration

Project-related activities

The Project will drive meaningful investments throughout New Jersey to support the buildout of a robust and inclusive clean energy economy focused on supplier opportunity [REDACTED]

[REDACTED]

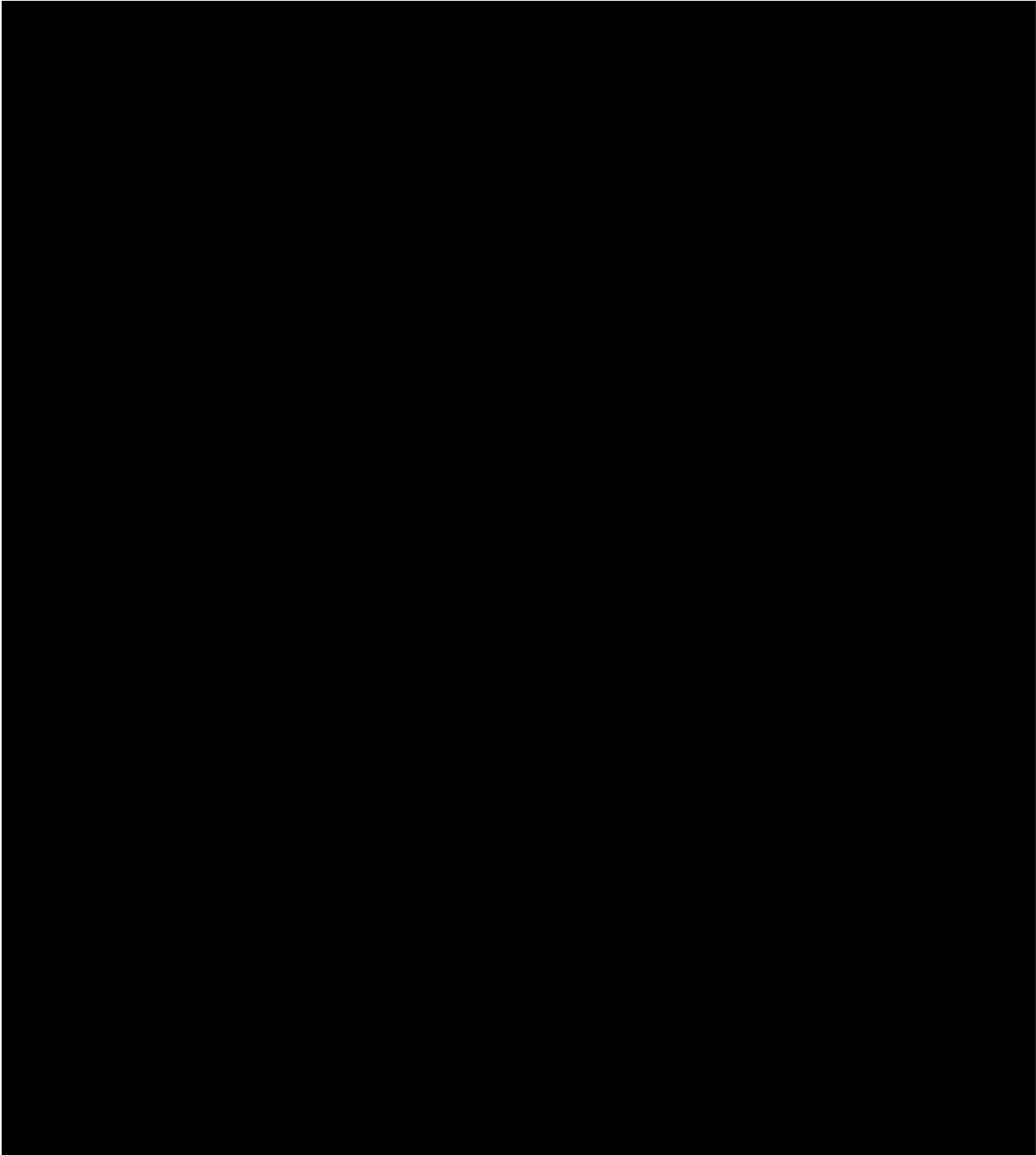


Throughout the development, construction, and operation phases, Attentive Energy will work with its contractors and suppliers at each level of the supply chain to source goods and services and major contracts from New Jersey businesses. Attentive Energy is committed to SMWVBE utilization for

the Project, discussing targets and economic development programs aimed to support small, diverse businesses in Section 8.10. The list of subcontractor activities in Table 8-6, while not exhaustive, provides a breakdown of the expected scopes of work for the Project that could be performed or sourced in New Jersey. [REDACTED]

[REDACTED]

[REDACTED]

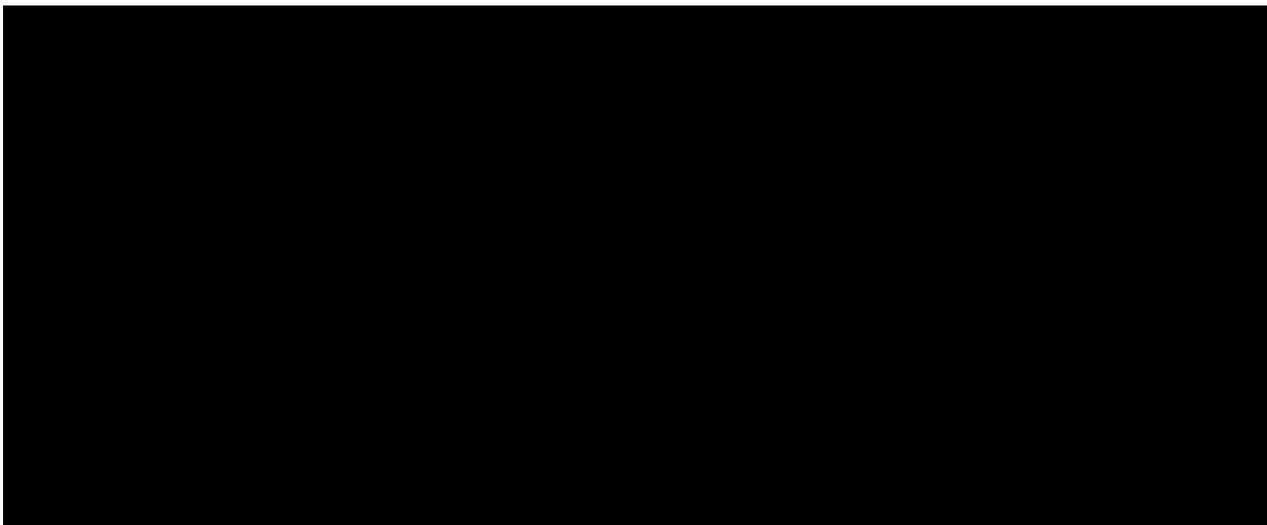




8.2.3 Prebuild-related activities

Attentive Energy recognizes the need to develop a domestic, robust offshore wind supply chain and aims to bolster not only New Jersey but the domestic supply chain.⁴⁴ Attentive Energy acknowledges that there are further opportunities for the in-State suppliers if awarded the Prebuild Infrastructure.

Attentive Energy has conducted an early assessment of Prebuild Infrastructure constructability and identified potentially available equipment/materials, labor, and SMWVBes in New Jersey, outlined in Table 8-7.



⁴⁴ Supply Chain Road Map for Offshore Wind Energy in the United States | Wind Research | NREL

Attentive Energy is establishing a pipeline of opportunities for New Jersey businesses, and SMWVBes in particular, to find their niche within the offshore wind supply chain and secure funding to scale their business and compete for contracts. [REDACTED]

8.2.4 Attentive Energy in New Jersey

[REDACTED]

8.3 State and federal financial support to utilize sites

Given the importance of affordability, as outlined in Section 6, Attentive Energy is committed to taking advantage of tax credits wherever possible to maximize value for New Jersey ratepayers.

[REDACTED]

[REDACTED]

[Redacted text block]

8.4 A dependable input-output analysis

The Project has the capacity to bring sweeping economic benefits to the State, covering everything from jobs and income to the output and fiscal benefits created by the Project. Collectively, these total benefits can be categorized into direct (direct jobs created, compensation paid by the Project) and secondary effects (indirect and induced jobs created, local firms needing more labor and inputs to meet demand *driven* by Project activity). [Redacted text]

[Redacted text]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

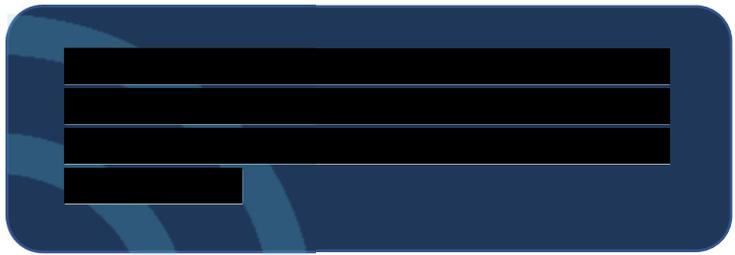
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Beyond primary benefits to New Jersey, there will be secondary economic benefits from the goods and services needed to support development and construction (indirect secondary jobs) and increase spending and sales (induced secondary jobs). [REDACTED]



[Redacted]

[Redacted]

[Redacted]

[Redacted]

8.5 Leading the creation of family-sustaining jobs

A critical part of the Project is building and supporting an inclusive clean energy workforce to ensure that New Jersey realizes a Just Transition. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



[Redacted text block]



[Redacted text block]

[Redacted text block]

The Project will create opportunities for a wide array of job types. Attachment 8-E includes an indicative breakdown of occupations, locations, and average salaries.

8.6 Validating employment impacts

Attentive Energy uses the best data currently available to determine the employment impacts of the Project. [Redacted text]

[Redacted text block]

[Redacted text block]

[Redacted text block]

8.7 Equity-driven investments to uplift OBCs, localize supply chain, expand an inclusive workforce, enhance quality of life, and foster innovation

While most major infrastructure projects can claim economic and community benefits, Attentive Energy is committed to creating sustainable, long-lasting opportunity in New Jersey through significant incremental community investments. [REDACTED]

[REDACTED]

8.7.1 Methodology for identifying community investment beneficiaries and partners to deliver high-impact benefits

In designing and prioritizing sustainable, high-impact investments in New Jersey, Attentive Energy draws from its extensive stakeholder engagement over the past several years (described more thoroughly in Section 9). Ultimately, Attentive Energy proposes to maximize value to New Jersey communities by leveraging its deep relationships with trusted partners who will ensure the successful delivery of opportunities across the state, for this Project and beyond.

[REDACTED]

As a result of these efforts, Attentive Energy offers a portfolio of economic benefits that are targeted and tailored to New Jersey communities. Initiatives and programs are designed to fill existing gaps and prioritize the most impactful investments. Ultimately, Attentive Energy proposes to maximize

value to New Jersey communities by leveraging its deep relationships with trusted partners who will ensure the successful delivery of opportunities across the state, for this Project and beyond.

8.7.2 Community investments to create an equitable and prosperous New Jersey economy

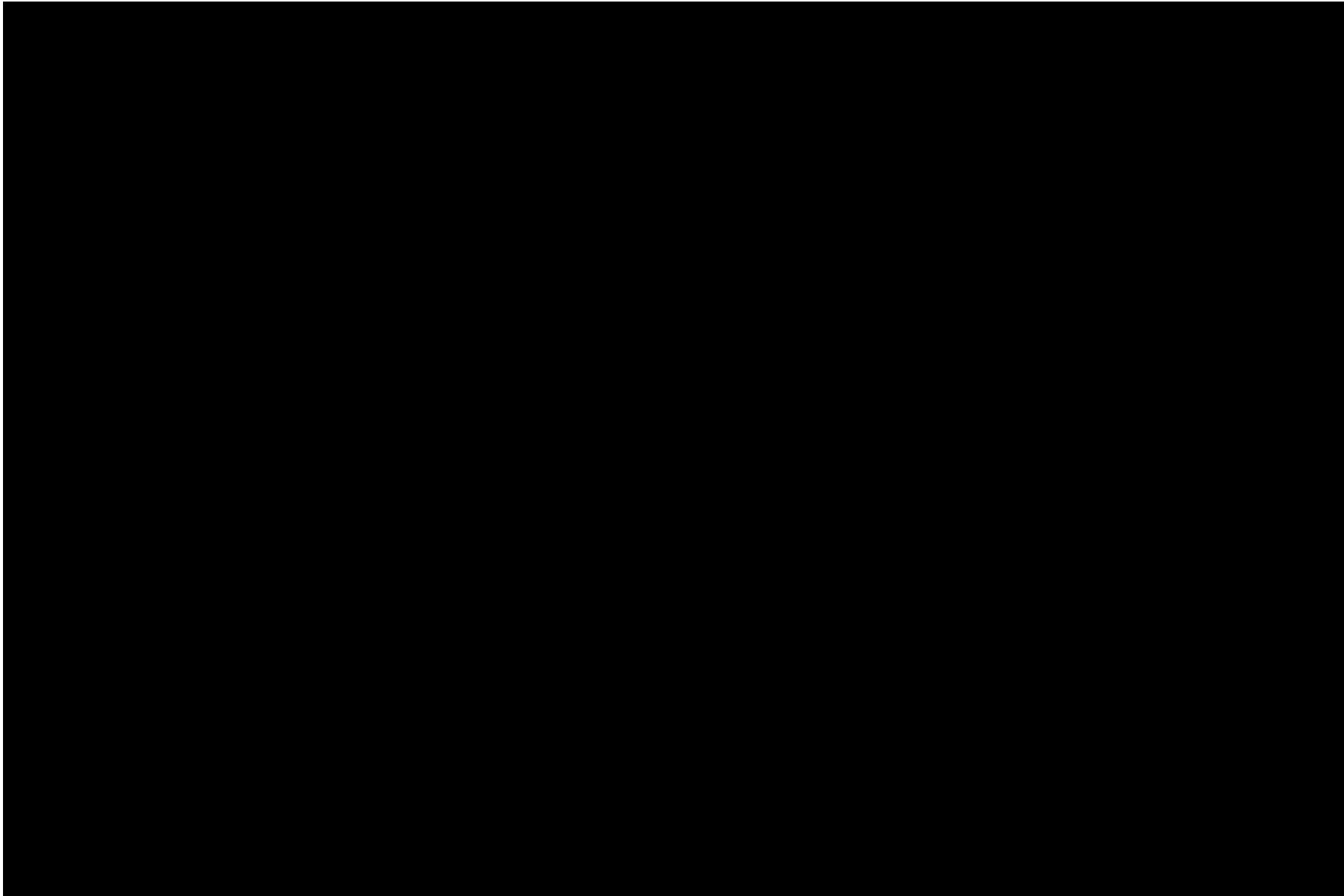
As introduced in Section 8.1.1, Attentive Energy seeks to promote growth across New Jersey, creating positive economic, technological, educational, and environmental impacts for communities and businesses, and community investments are a cornerstone of that mission. While a comprehensive list of programs proposed in association with the Project is provided in Attachment 8-F, this subsection is designed to show the intersectional nature of Attentive Energy’s community spending. The value of these programs and firmness of these commitments is demonstrated by the letters of intent from investment program partners, provided in Attachment 8-G.

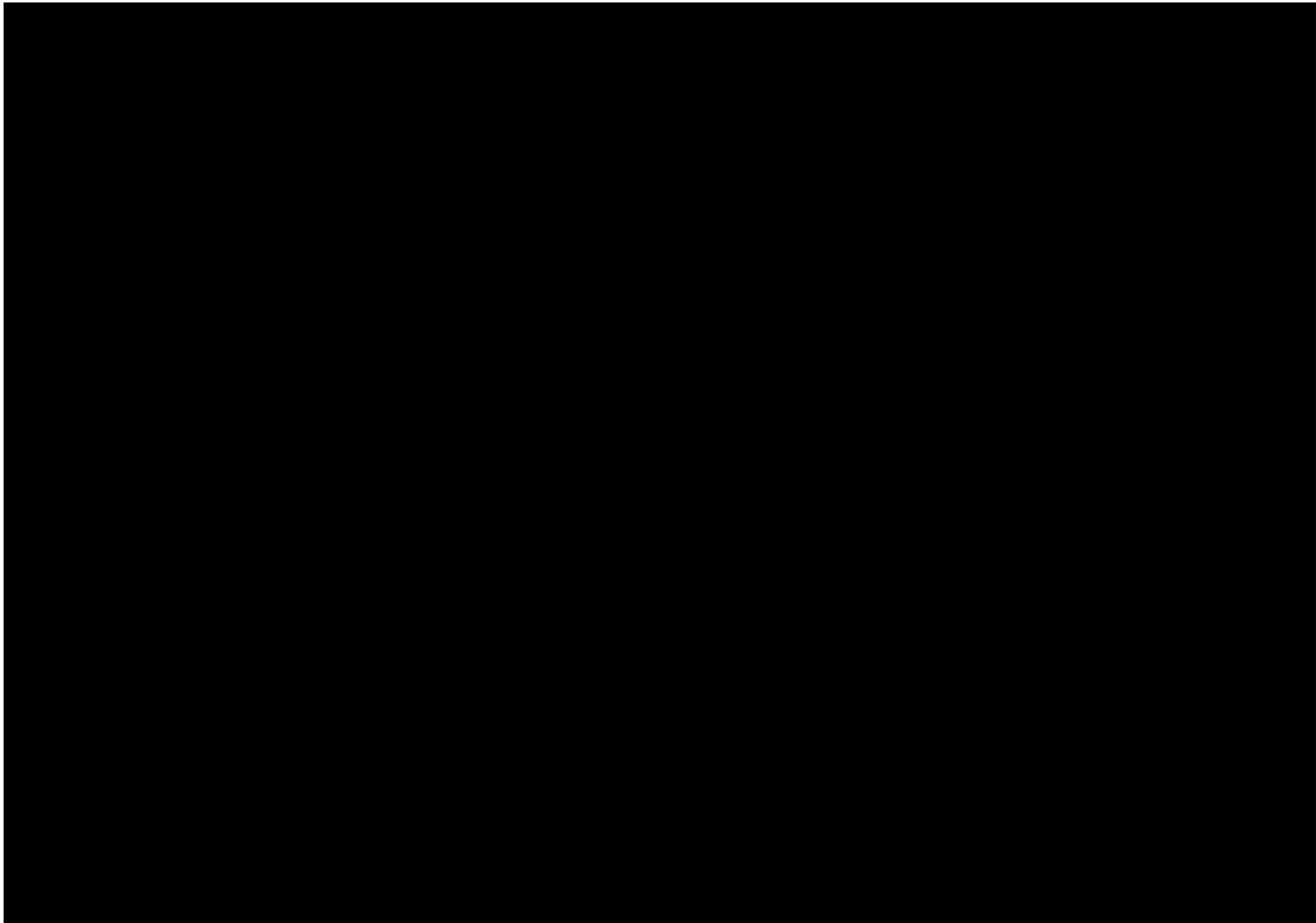
[Redacted text block]

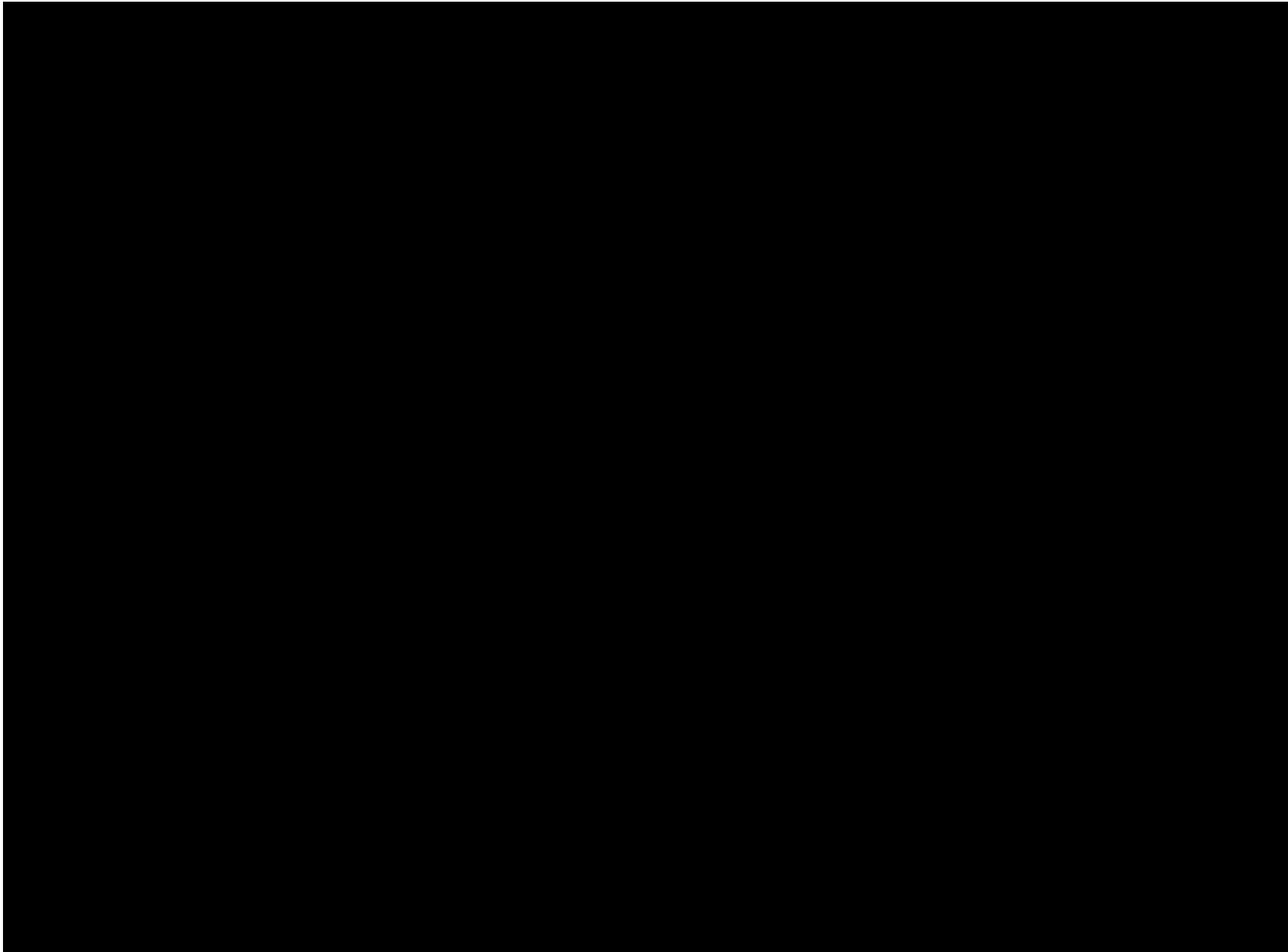
[Redacted text block]

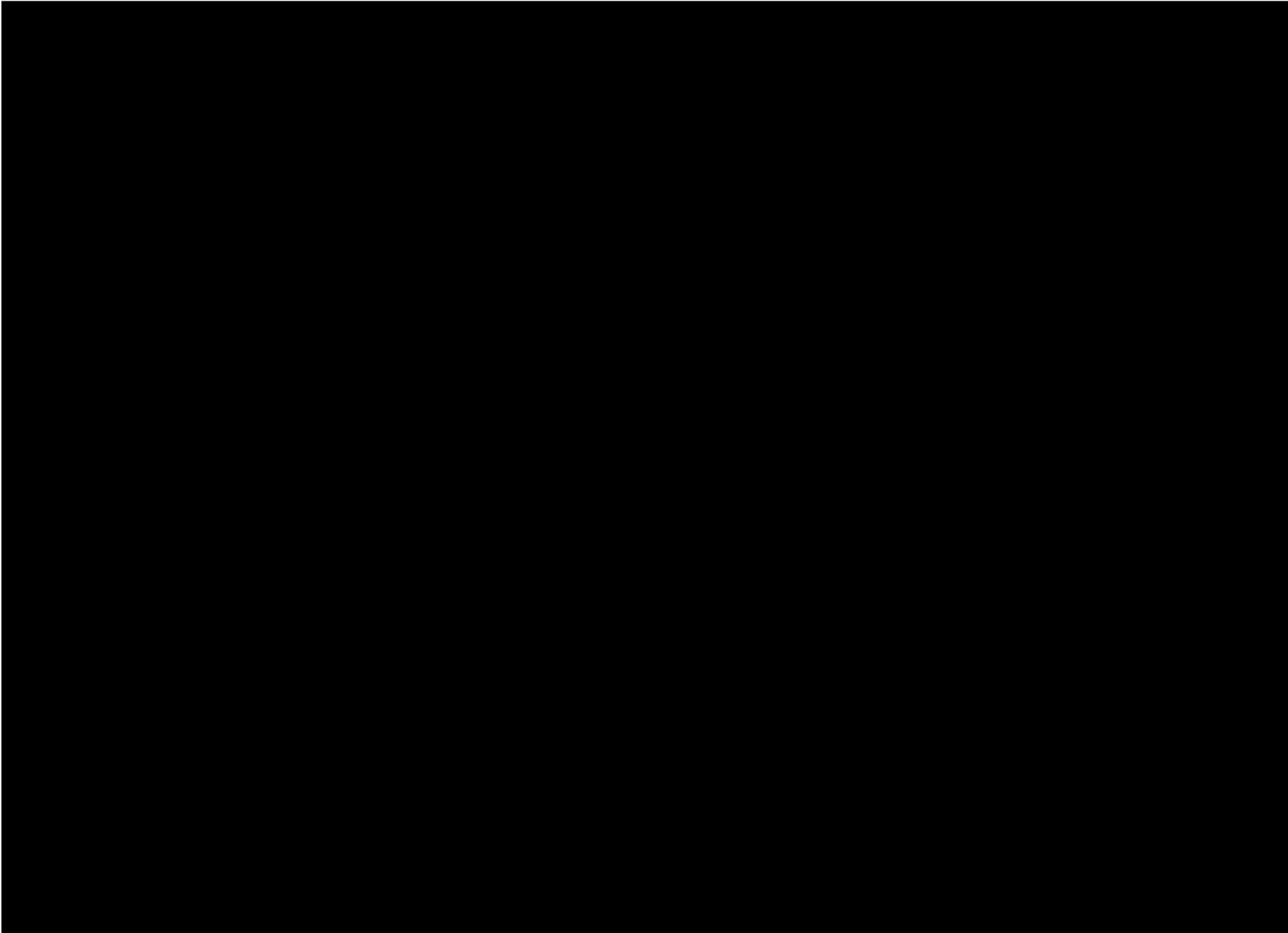
[Redacted text block]

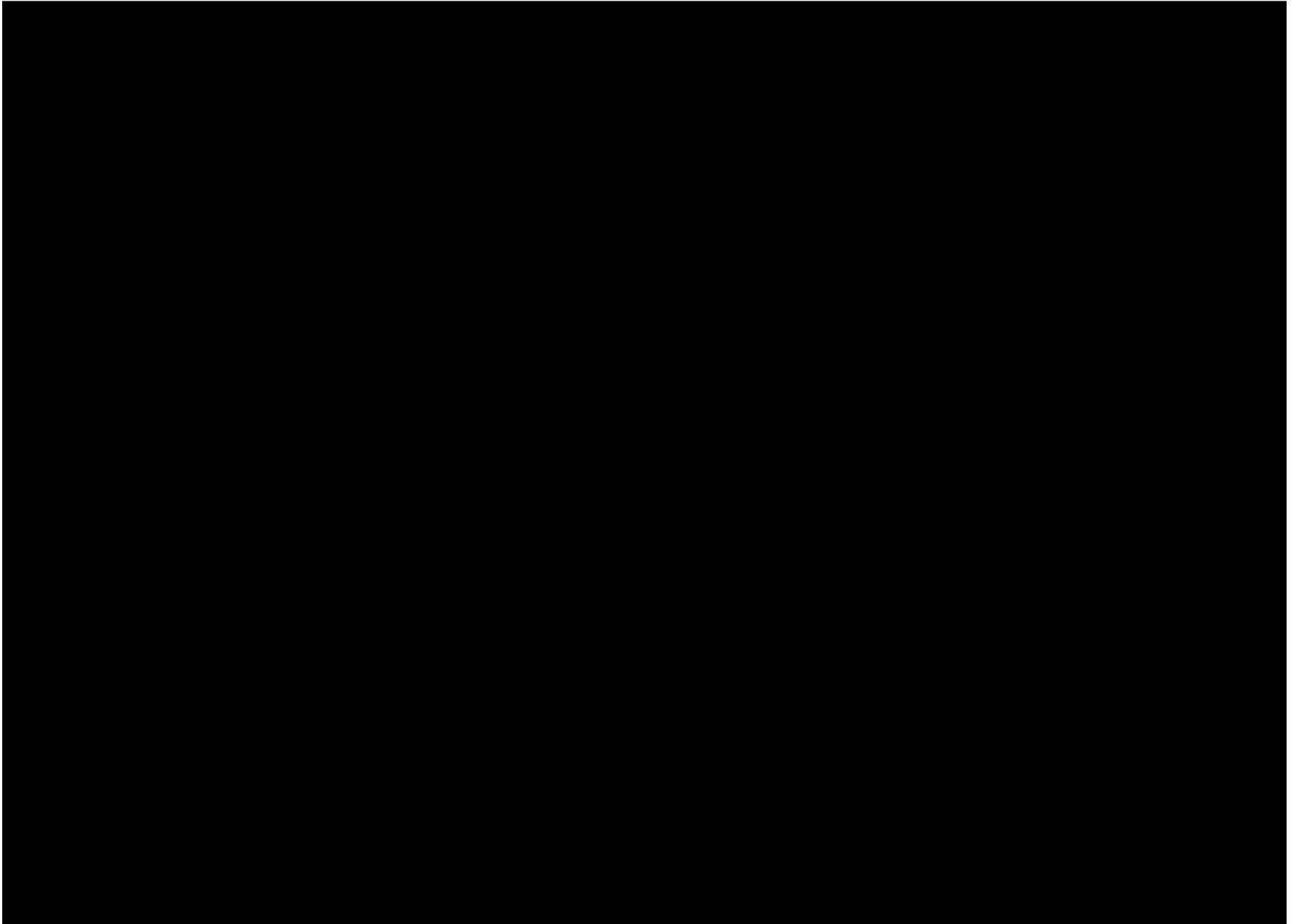


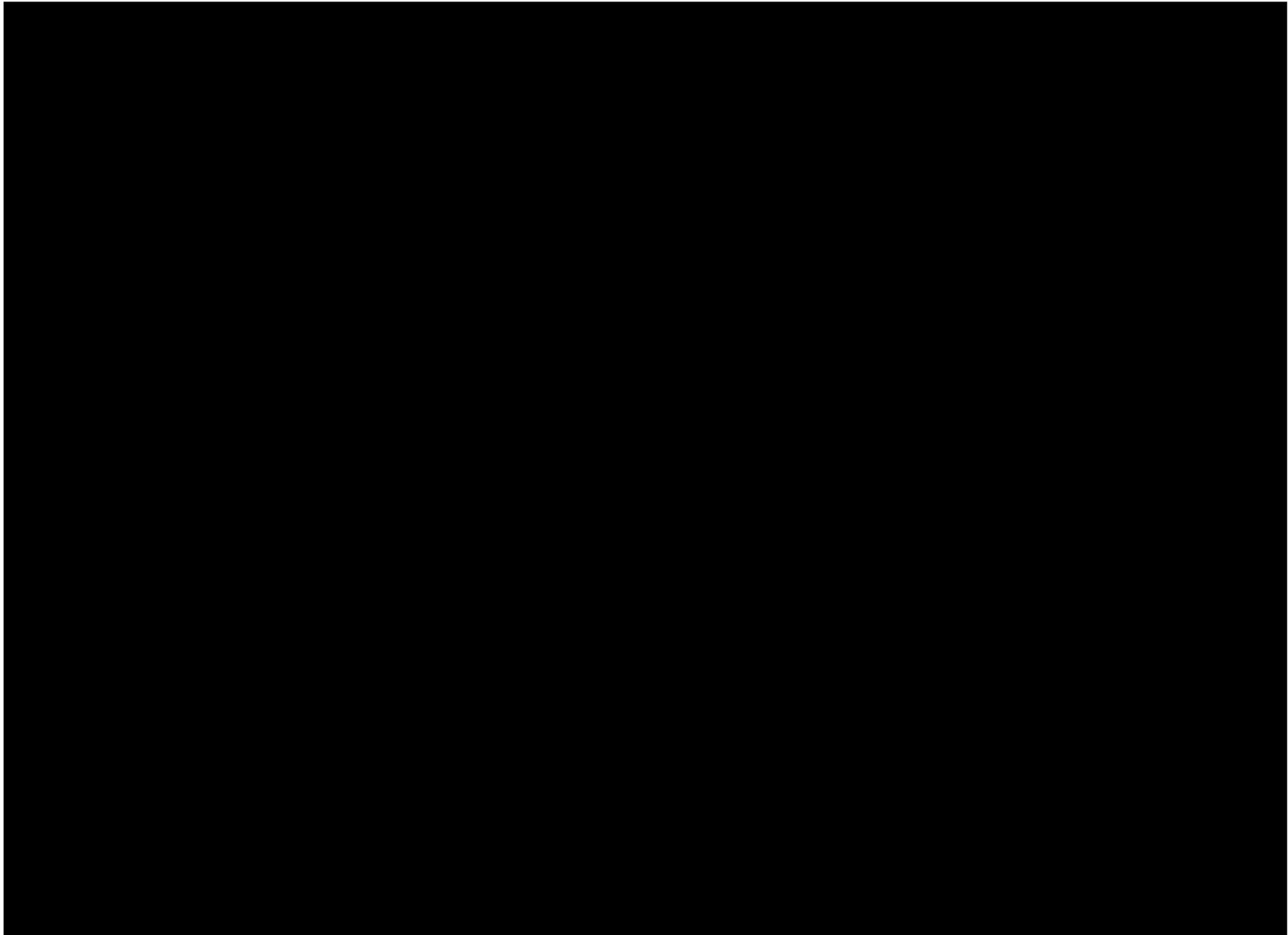












[REDACTED]

8.8 A commitment to deliver: guarantees for in-State benefits

Of the benefits that the Project expects to deliver, Attentive Energy makes specific guarantees, as laid out in Attachment 8-A and the Application Forms. [REDACTED]

Attentive Energy is proud to commit to a wide variety of investment plans and economic strategies for supporting New Jersey offshore wind, which take the form of “**guaranteed**” benefits. Attentive Energy also remains optimistic about additional in-State spend and jobs it aims to deliver to New Jersey, which are presented in this Application as “**expected**” benefits. By setting these higher expectations and committing to robust guarantees, Attentive Energy remains flexible to evolving Project variables, while maintaining forward momentum to support New Jersey along the path to becoming an industry leader in offshore wind.

8.8.1 Mechanics of the guarantee and cures for shortfalls

Attentive Energy understands that for New Jersey to seize the opportunity created by offshore wind, Economic Development Plans must include guarantees for proposed direct in-State spending and jobs for the development, construction, and operation phases. Attentive Energy is confident in its ability to deliver the guaranteed economic benefits as laid out in this section, Attachment 8-A, and the Application Forms, and it will take necessary steps to ensure no shortfalls are realized. However, in the event that a shortfall is identified, Attentive Energy will make use of the opportunity to cure it, and the BPU has indicated that this could mean increasing spending in other areas or identifying and meeting new guaranteed spending commitments of equal or greater value to ratepayers, subject to the BPU’s approval.

Attentive Energy has identified targeted remedies for any shortfalls in in-State job and spend, in alignment with SGD requirements and giving careful thought on how to deliver benefits to New Jersey that are equal or greater than the guaranteed values. [REDACTED]

[Redacted text block]

[Redacted text block]

[REDACTED]

8.9 Calculating and tracking in-State spending

Attentive Energy looks forward to working with the BPU to ensure in-State spending is calculated, tracked, and verified. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

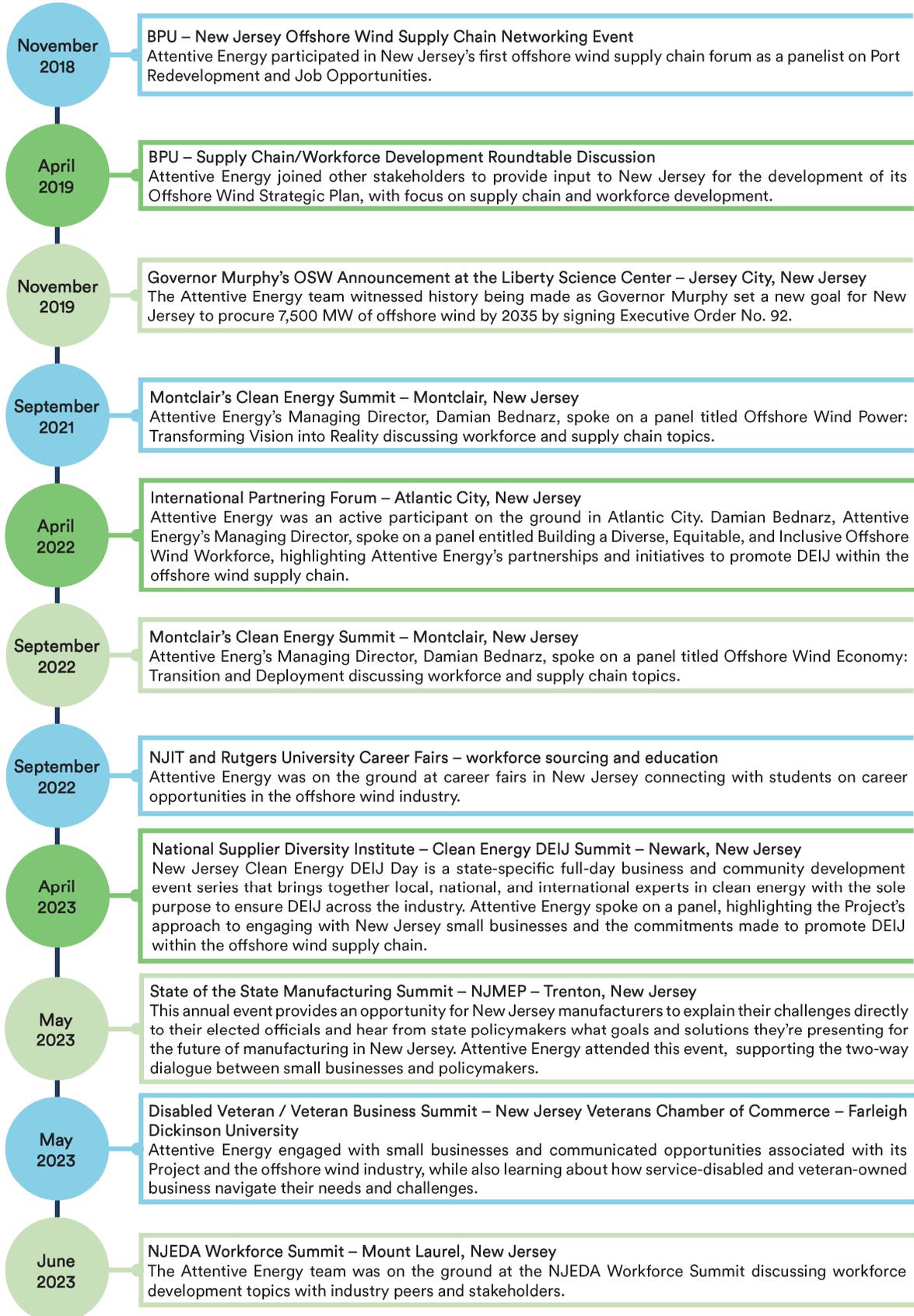
[REDACTED]

8.10 Local Supplier Engagement Plan

8.10.1 Supplier engagement to date

Attentive Energy supports organizations that promote equality of economic opportunities for certified vendors and eliminate barriers to their participation in the U.S. offshore wind industry. Demonstrating this commitment to diverse supplier engagement, long-term engagement and on-the-ground partnerships are at the core of Attentive Energy’s values, and Attentive Energy engagement on supply chain in New Jersey dates back to 2018.

Attentive Energy is proposing various initiatives to connect small businesses to the offshore wind industry and prioritize supply chain development in OBCs, [REDACTED]



8.10.2 Coordinated supplier engagement

There are any number of ways to reach the small businesses and local entities who can, and will, form the backbone of New Jersey’s offshore wind supply chain. One path includes New Jersey’s robust infrastructure of public, non-profit, and private entities that provide support to specific sectors of the economy with clear opportunities for offshore wind to become a new member organization. The Project will proactively collaborate with state and local agencies who know their constituents’ needs for guidance on what has worked well to date and what can be expanded to further New Jersey’s supply chain development goals.

[REDACTED]

Outside of these groups, Attentive Energy’s groundwork to date has established connections with small businesses and will further build a direct pathway for business-to-business networking. This will be done via meet-the-buyer events that link these small entities with specific types of contracts. These events will become more in-depth as Attentive Energy secures larger contracts during the Project’s development phase and will become a targeted series held throughout all regions of New Jersey.

Attentive Energy understands that small businesses may need to dedicate time away from their day-to-day operations to attend these kinds of events, and so Attentive Energy aims to make these high-value for New Jersey’s businesses by designing events to address specific skills, products, or services matching Project needs at a given point in time. Through Attentive Energy’s relationships with state agencies, labor organizers, and more, there will be a support network for New Jersey firms and SMWVBES that will provide a clear pathway for success. Attentive Energy believes in a grassroots approach to supplier engagement and “meeting people where they are”.

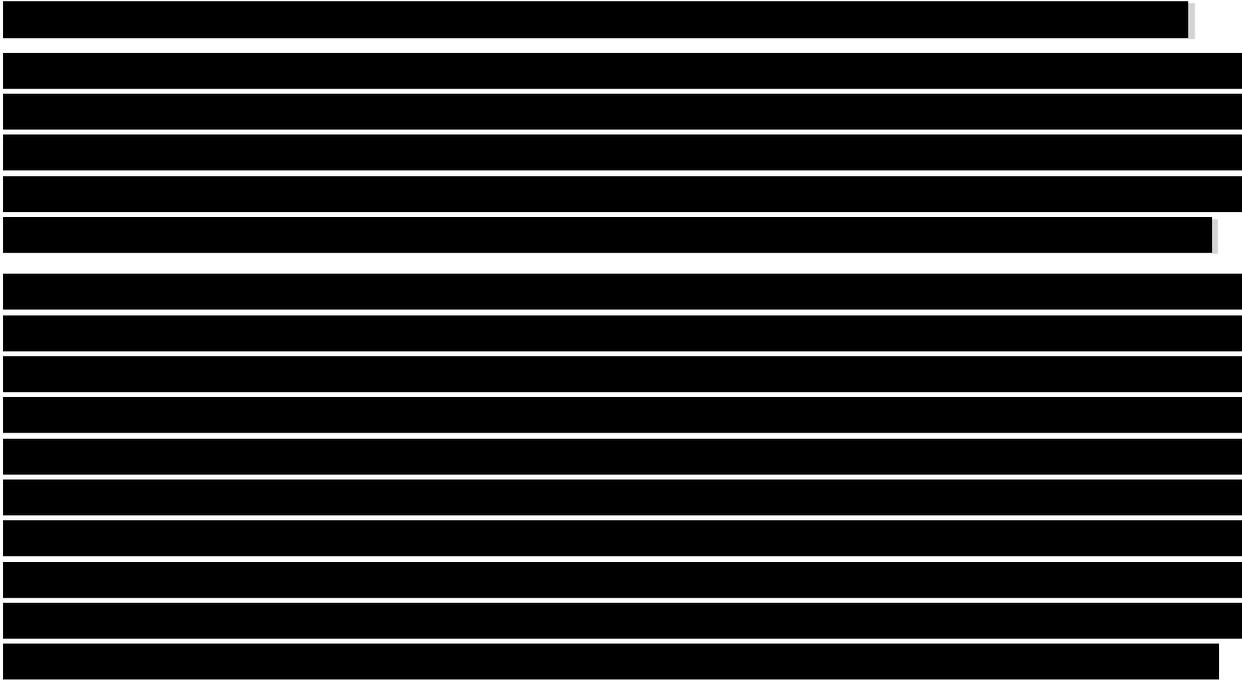
[REDACTED]

The proposed supply chain localization initiatives will provide kickstarter funding to grow the ability of the local market to provide necessary goods and services for timely reaction to the operation and maintenance of the industrial elements of offshore projects.



8.10.3 Catalyzing small business engagement by creating pathways for connections

In addition to the aforementioned work, and alongside engagement with local leaders and small businesses, Attentive Energy is proposing specific direct funding opportunities to connect small businesses to the offshore wind industry. These programs, described below, will ensure that businesses are agile and innovative enough to compete in the environment that a massive infrastructure project will bring about.



[Redacted text block]

8.10.4 Connecting business opportunities to New Jersey firms and SMWVBEs

Much like New Jersey’s community leaders and stakeholders, Attentive Energy is focused on ensuring the success of New Jersey firms and SMWVBE businesses. As a burgeoning industry with sustainability at its core, the offshore wind supply chain leaders have a responsibility to promote diversity, equity, and inclusion within their contracting processes. However, many SMWVBEs are underutilized and underprepared for the procurement expectations of a global supplier. As of now, only 16 percent of the businesses in the New Jersey Offshore Wind Supply Chain Registry fit this description. Of that 16 percent, only a few businesses already have specific offshore wind project experience in the U.S.⁵⁰ To help address this, Attentive Energy will bolster its vendor source selection process, which is already designed to prioritize New Jersey-based SMWVBE suppliers where practical.

An analysis of SMWVBEs within the offshore wind supply chain has shown that, while the market is growing, the current suppliers and businesses are strongest in onshore construction. Indeed, the primary success of SMWVBEs in the New Jersey market has been tied to major infrastructure projects, such as civil infrastructure and transmission systems. In the context of offshore wind, the proven pathway to capacity development is tied directly into the construction of onshore facilities. As Tier 1 manufacturing contracts are selected for offshore wind projects and begin to grow their lists of approved vendors, direct pathways for New Jersey firms and SMWVBEs should be part of the process.

[REDACTED]

⁵⁰ The 16 percent figure was determined by dividing the number of New Jersey SMWVBEs marked in the registry by the total number of companies in the registry (117 divided by 732). Note that this is based on the October 2022 version of the registry. Company certifications in the registry are not verified and may be an incomplete record.”

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[REDACTED]

8.10.5 Targets for contracts awarded to New Jersey firms and SMWVBES

Attentive Energy applauds New Jersey’s prioritization of opportunities to New Jersey firms and SMWVBES. Attentive Energy understands that there has been significant growth in SMWVBE certification that has resulted in record-level achievement of SMWVBE participation in recent state infrastructure projects, such as the construction of the NJWP. For the Project, Attentive Energy has established data-informed, realistic targets designed to facilitate meaningful participation for New Jersey firms and SMWVBES. As part of its efforts to create these targets, Attentive Energy actively engaged with potential Tier 1 suppliers via a continuous process of market sounding and RFIs, which has gauged how suppliers are developing relationships with local businesses and identifying realistic and reasonable opportunities for early-stage localization, while setting the expectation for its potential suppliers that Attentive Energy will be prioritizing these topics in future procurement. Attentive Energy has further informed its Project targets through practical experience of its local team and that of its Sponsors.

[REDACTED]

[REDACTED]

[REDACTED]

8.10.6 Domestic iron and steel

Attentive Energy supports the goal of increasing the use of domestic steel and iron for projects in the U.S. and commits to using local and domestic materials where possible. To help bolster this aspiration, Attentive Energy has engaged with manufacturers in the market over the last few years through informal discussions and RFIs to assess constraints on steel supply and decide how best to balance the dual goals of delivering low prices to ratepayers, while also taking advantage of the opportunity to buy domestic and local products. [REDACTED]

[REDACTED]

8.11 Workforce Development Plan

8.11.1 Attentive Energy’s approach to workforce development and organized labor

A large-scale energy infrastructure project cannot come to fruition without the proper workforce. This is an important reality, and the creation of family-sustaining jobs in skilled trades has been and is a priority for both Attentive Energy and the State of New Jersey. To address workforce development, Attentive Energy has developed a comprehensive workforce development plan built first on **amplifying** successful programs and networks where they exist now, and then on **addressing** workforce gaps identified by NJEDA and other industry leaders. [REDACTED]

[REDACTED]

[REDACTED] The proposed workforce initiatives will supply a domestic, NJ workforce that is ready and trained to be available to provide skilled labor so that projects can be executed safely and on time.

Of course, no discussion on labor in New Jersey is complete without a focus on organized labor. Attentive Energy is committed to working with the labor community to ensure that sustaining union jobs, and accessible pathways into those jobs, are a priority. [REDACTED]

[REDACTED]

Attentive Energy’s Workforce Development Plan is built on the following tenets:

- Understanding the importance of working with organized labor to support union jobs and help develop a pathway to reach those jobs.
- Engaging partners that complement each other. A workforce ecosystem is just that: a coalition of entities with a strong working relationship. The majority of Attentive Energy’s workforce partners have a history of delivering workforce solutions in lock step with each other, and governmental partners like NJEDA, for years.

[REDACTED]

- Investing in partners who are equipped to pivot as workforce needs shift. Each of Attentive Energy’s key workforce partners has implemented past workforce solutions for emerging sectors in New Jersey including healthcare and pharmaceuticals, food manufacturing, advanced manufacturing, cybersecurity and more.
- Engaging partners with experience building workforce pathways for overburdened communities.



A growing workforce will require thoughtful coordination to educate, train, and employ jobseekers. First Lady Tammy Murphy, NJEDA, the Wind Institute, and the New Jersey Office of Climate Action and the Green Economy have laid the foundation for this with a series of companion offshore wind workforce assessments⁵¹. Attentive Energy has used these reports as a roadmap and will build upon them in concert with New Jersey’s existing workforce thought leaders. [REDACTED]

[REDACTED]

8.11.2 Diversifying the workforce

As is inherent in efforts highlighted throughout this Application, the generational opportunity provided by offshore wind calls for an inflection point in how business is done. To that end, diversifying the workforce will be a guiding principle for Attentive Energy. Recruitment efforts will seek to address the negligible footprint of clean energy jobs in underrepresented communities. Attentive Energy applauds the immense work to date that New Jersey governmental coalitions have led, [REDACTED]

[REDACTED]

Bridging the gap between workforce development resources and the communities who need them most is a significant challenge. Well-funded programming often fails to capture and meet OBCs “where they are” because they’re absent from the program design process. Attentive Energy has, through its longstanding partnership and engagement [REDACTED] and MRV Group, co-designed the Project’s workforce development, supply chain, and economic benefits with leaders possessing lived experience and relationships with OBCs. Together, this allows for pathways that specifically connect OBCs to the clean energy sector in the ways outlined below.

Understanding the challenges and barriers to entry — Co-designing workforce toolkits with trusted experts:

- Attentive Energy’s small business and non-profit surveys with MRV Group in both New Jersey and New York create a body of direct stakeholder input with which Attentive Energy can design workforce and supply chain strategies informed by, and created for, SMWVBEs and non-profits.

[REDACTED]

⁵¹ CGE Roadmap.pdf (nj.gov); 2022-NewJersey-OSW-Workforce-Assessment-Report.pdf (njeda.gov)





Getting the word out — Grassroots stakeholder engagement through a network of trusted liaisons:

- Whether at place of worship, at school, or at work, it is vitally important to “meet people where they are.” [REDACTED]
[REDACTED]
[REDACTED] As further described in Section 9, Attentive Energy is working to drive stakeholder engagement and efforts to highlight career opportunities in a way that is honest, approachable, and community centered.

Wraparound services and paid, local training opportunities:

- Training opportunities should be paid, co-located in OBCs, and supported by wraparound services including childcare, transportation, and benefits to successfully engage residents of OBCs. In providing training opportunities associated with clean energy to residents of OBCs, Attentive Energy seeks to address the disproportionate negative impacts from fossil fuel power generations that these communities have historically experienced, ensuring that they have access to training that will qualify them for the clean, family-sustaining jobs of the future.

Power in clear information — Translating complex offshore wind workforce opportunities into accessible and easy to understand steppingstones:

- Reaching into the community with effective stakeholder engagement is meaningless if the message is muddled. Without oversimplifying, Attentive Energy will strive to ensure that the often-technical world of offshore wind is communicated in a way that highlights the generational opportunity being created for employment and community development. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Changing the narrative for employers — Residents of OBCs are an invaluable asset to New Jersey’s workforce:

- Attentive Energy is not merely working to sell wind energy, it is attempting to move the needle towards a more inclusive and equitable workforce and economy with the Project. As part of this, Attentive Energy will show the value brought to major projects by working alongside OBCs, [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
- Attentive Energy has identified and invested in the following existing workforce pathways (to “amplify”) for residents of New Jersey’s OBCs [REDACTED]

[REDACTED]

Occupational categories that provide a unique opportunity for residents of OBCs fall into three buckets: those projected to experience significant job growth, those which will have a major labor gap and will therefore require a coordinated training and hiring effort, and those which build upon existing skills and values that are assets within OBCs.

Attentive Energy’s approach to leveraging opportunities in projected high-growth sectors for residents of overburdened communities is described in Table 8-20.

[REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

While the high-growth areas above tend to be the ones that grab attention given the creation of new roles at a higher pace, one of the key areas for the success of a project are those with a delta between the available labor pool and the likely needs which will be seen in New Jersey in the short-medium term. To that end, Attentive Energy is closely monitoring the following occupations that are expected to face major labor gaps between 2021 and 2035, outlined in the New Jersey’s Offshore Wind Workforce Assessment Report presented by NJEDA:

- Extraction workers (expected to grow by 157 percent above 10-year baseline projections)
- Metal workers and plastic workers (expected to grow by 145 percent above 10-year baseline projections)
- Assemblers and fabricators (expected to grow by 112 percent above 10-year baseline projections)
- Plant and system operators (expected to grow by 81 percent above 10-year baseline projections)
- Material moving workers (expected to grow by 59 percent above 10-year baseline projections)

Lastly, the offshore wind industry will have a unique opportunity to create jobs and fill critical needs in the sector by looking to occupations that offer natural overlap or build upon existing skills and values within OBCs. While generational change will always be difficult and require careful work, this is an obvious area of focus and one that stakeholders should continue to explore.

[REDACTED]

8.11.3 Assessing occupational opportunities for New Jersey residents

As described in Section 8.5, Attentive Energy Two will deliver [REDACTED] [REDACTED] The Sponsors’ significant experience in other markets, along with lengthy work on the ground in New Jersey, allows Attentive Energy to identify the key occupations where it expects highest, moderate, and limited opportunities for New Jersey. Attentive Energy also has identified strategies to increase those opportunities in key areas. Attachment 8-I identifies occupations with the highest, moderate, and limited expected opportunities for New Jersey residents.

8.11.4 Hiring targets

In keeping with Attentive Energy’s values as a company, this Application includes data-informed, realistic targets designed to facilitate meaningful participation, not lofty promises that may lead to frustration among the small and large businesses looking for an opportunity to participate, and in the broader community looking for jobs here and now. New Jersey’s offshore wind program and accompanying infrastructure investments will result in job growth across various sectors of the state’s economy, including construction, manufacturing, and professional services.⁵³ Attentive Energy applauds the State’s prioritization of hiring New Jersey residents and residents of OBCs. This support is reflected in the realistic, thoughtful targets that Attentive Energy has set, and Attentive Energy has conceptualized these targets based on best information available at the time of submitting this Application and is committed to continuous improvement.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Hiring in specialized populations

[REDACTED]

New Jersey’s community colleges educate 43% of all New Jersey undergraduates, and 51% of public undergrads. They have the highest number of BIPOC and first-generation college students and are the largest provider of workforce programs in the State. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

⁵³<https://www.njeda.gov/wp-content/uploads/2022/09/2022-NewJersey-OSW-Workforce-Assessment-Report.pdf>

[Redacted text block]

[Redacted text block]

[Redacted text block]

As previously mentioned, employing a union workforce is a priority for Attentive Energy. Organized labor offers an opportunity for meaningful collaboration between employer and workforce in training and recruitment. Recognizing that certified apprenticeship programs with the building trades unions provide high-quality workforce preparedness, Attentive Energy has worked closely with numerous labor unions and labor coalitions across New Jersey to understand their needs, opportunities, and concerns.

[REDACTED]



8.12 Fostering innovation in the industry

In recent years, New Jersey has sought to drive investment in research and businesses to foster innovation and economic development within the state. New Jersey’s 2018 State of Innovation economic plan laid out five key goals for the State to reach by 2025, including achieving faster job growth and creating a diverse innovation ecosystem.⁵⁴ A key avenue for innovative success is the New Jersey Wind Institute, a collaboration between the State’s universities, government agencies, and energy industry stakeholders, which provides incentives focused on offshore wind education, workforce development, research, and more. Attentive Energy is committed to advancing New Jersey as a regional leader in cleantech innovation and will collaborate with local stakeholders and industry leaders to help realize the State’s vision of creating a diverse, innovative offshore wind ecosystem.

[Redacted content]

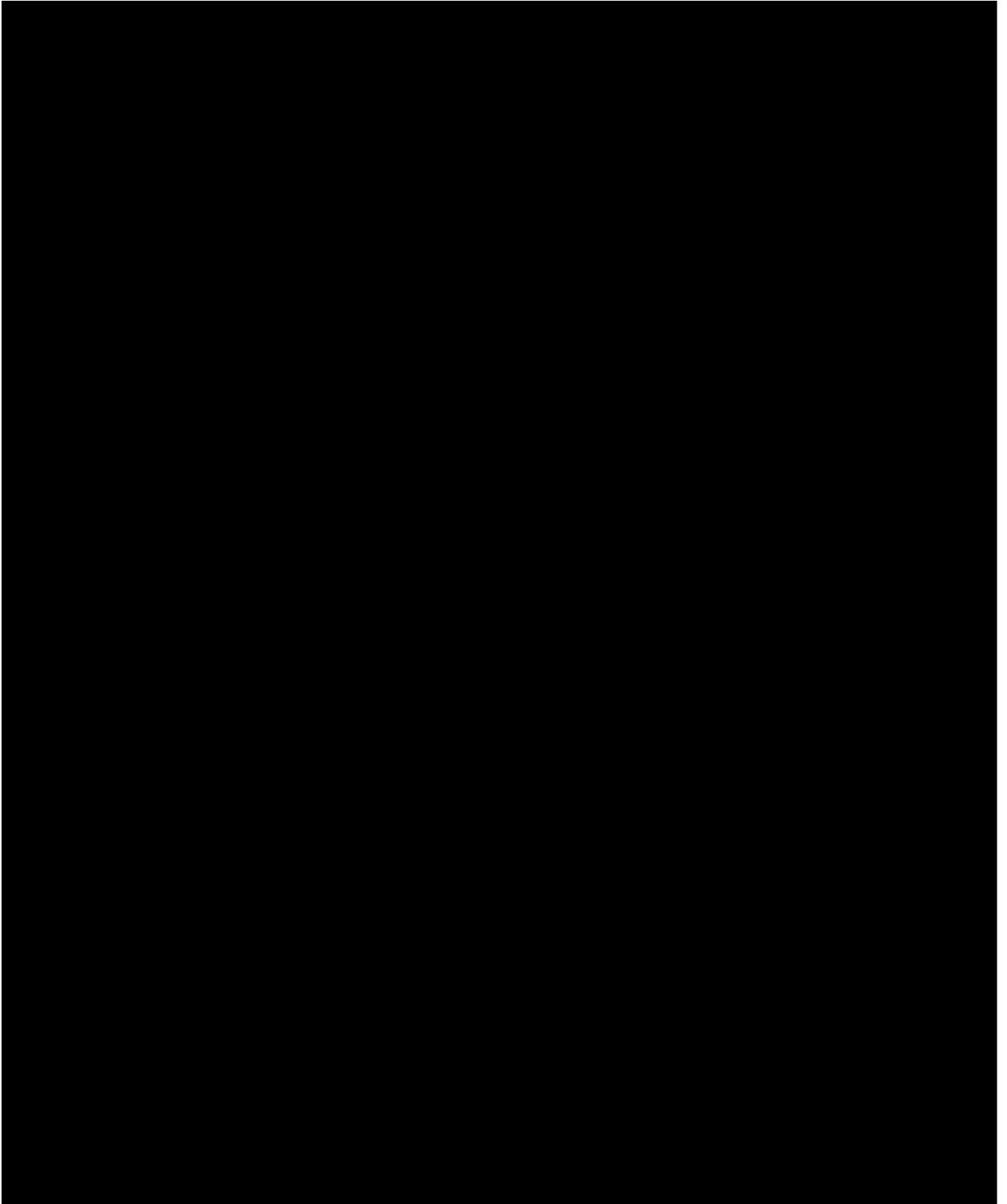
⁵⁴ Source: StrongerAndFairerNewJerseyEconomyReport.pdf (njeda.com)

[Redacted text block]

[Redacted text block]

8.12.2 Summary of innovation programs

Attentive Energy’s approach to fostering innovation, highlighting programs, and investment amounts in the Legacy investment program, is summarized below.



8.13 References

EPA (U.S. Environmental Protection Agency). May 30, 2023. Tailpipe Greenhouse Gas Emissions from a Typical Passenger Vehicle. Available online at: <https://www.epa.gov/greenvehicles/greenhouse-gas-emissions-typical-passenger-vehicle>.

USDOT (U.S. Department of Transportation) Federal Highway Administration. 2021. Highway Statistics Series, Highway Statistics 2021. Federal Highway Administration, Office of Highway Policy Information. Available online at: <https://www.fhwa.dot.gov/policyinformation/statistics/2021/mv1.cfm>.



Section 08: Economic Development Plan

List of Attachments

Attachment 8-A Summary of Expected and Guaranteed In-State Spend and Jobs for Each Project Option

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Attachment 8-E Detailed Job Creation Information

Attachment 8-F Comprehensive List of Initiatives Proposed with the Project

Attachment 8-G Letters of Intent and MOUs in Support of Program Proposed by Attentive Energy

Attachment 8-H Documentation for Expenditures

Attachment 8-I Occupations and Expected Opportunities

[REDACTED]

[REDACTED]



STAKEHOLDER ENGAGEMENT



Section 9 Stakeholder Engagement

Stakeholder engagement is fundamental to Attentive Energy’s mission of putting community first, on and off the coast. In 2018, Attentive Energy began engagement surrounding offshore wind development in New Jersey. In 2019, Attentive Energy opened its first office to exclusively support its Project in the Bight, located in Jersey City. Before even obtaining the Lease in 2022, Attentive Energy had already met with over 180 unique stakeholders and had conducted more than 250 stakeholder meetings.

Attentive Energy has participated in key events that have advanced the State’s offshore wind program, such as the BOEM leasing process for the Bight, development of the New Jersey Offshore Wind Strategic Plan, and participation in forums associated with the State Agreement Approach process. In parallel, the team has positioned itself to be a purposeful contributor by hiring liaisons to key groups, including fisheries, communities, and labor, in addition to Tribal engagement representatives, to obtain meaningful feedback.

Attentive Energy believes that responsive and interactive stakeholder engagement is critical for long-term Project success.

[REDACTED]

Attentive Energy is an active member of several leading industry associations, including American Clean Power Association, Business Network for Offshore Wind, and Mid-Atlantic Renewable Energy Coalition, and is a proud supporter of local organizations like the Girl Scouts of the Jersey Shore. These organizations allow the team to understand stakeholder priorities and concerns. With the Project, Attentive Energy proposes

[REDACTED]



9.1 Values and philosophy for stakeholder engagement

9.1.1 Attentive Energy is creating more than energy

Attentive Energy's engagement philosophy begins with a mission to deliver offshore wind opportunities to empower communities now and in the future. This philosophy is founded on three commitments to the communities the Project serves.

- **Commitment to engage all stakeholders and meet them where they are.** Attentive Energy is especially committed to engaging with stakeholders from underserved and OBCs. Traditionally, these communities have been disproportionately impacted by major infrastructure development and left out of the conversation. With these insights, Attentive Energy will consider and incorporate a variety of interests, points of view, and expertise into the Project. Attentive Energy has also taken steps to engage its staff on DEIJ, both through trainings and listening sessions, to ensure it is creating safe spaces at work and instilling values that drive meaningful stakeholder engagement.
- **Commitment to engage stakeholders frequently and proactively throughout the lifetime of the Project.** Attentive Energy is committed to seeking out and building up trusted relationships, acknowledging the knowns and unknowns, identifying multiple pathways to desired outcomes, and adapting approaches to address emerging issues.
- **Commitment to maintain a cooperative dialogue and seek shared interests across all parties to develop actionable goals.** Attentive Energy is committed to tracking and reporting its engagement activities, including mutually beneficial solutions that are discovered and implemented as a result of its engagement. As part of these efforts, Attentive Energy is committed to allocating resources to support and amplify its meaningful initiatives.

Each commitment is based on expanding the Project team's understanding of unique, intersectional community needs, incorporating feedback that is inclusive of diverse perspectives, and maintaining a responsive dialogue with all stakeholder groups.

Further, the Project is guided by Attentive Energy's values. These values are derived from years of stakeholder engagement and reflective of the needs and concerns heard across communities. These values are held close and drive Attentive Energy's stakeholder engagement at every stage of development.

These values include:

		
<p>Deep Experience</p> <p>Attentive Energy draws on the leadership and pioneering experience of world-class partners who are advancing the energy transition to deliver uniquely local climate and economic solutions.</p>	<p>Forward Thinking</p> <p>Attentive Energy is propelling a generational opportunity forward to strengthen communities, forge a new industry, and build an inclusive clean energy economy today and for the future.</p>	<p>Community Minded</p> <p>Attentive Energy believes offshore wind starts onshore within the community. Attentive Energy invests in people first, becoming ingrained as a partner from the start to create opportunities that power the future.</p>

Attentive Energy strives to ensure that all New Jersey residents will receive economic and quality of life benefits from the Project. As discussed in Section 8, the Project includes several investments to catalyze workforce development pathways, supply chain opportunities, sustainability, affordability, and solutions to support environmental justice objectives. This holistic approach, which goes beyond harnessing wind energy, is informed by years of community engagement and will be implemented through community-driven partnerships.

9.1.2 A local team supported by its Sponsors’ global resources and decades of contributions to the New Jersey economy

In 2018, Attentive Energy began stakeholder engagement to better understand offshore wind opportunities. In 2019, the team opened its first office to exclusively support its projects in the Bight, located in Jersey City, New Jersey. Project team members are proud to live in Northern, Central, and Southern New Jersey, meaning team members not only meet with local stakeholders to understand priorities and concerns, but also experience their priority and concerns firsthand in their own communities.

While Attentive Energy has its own specific Project-based values and philosophy for engaging stakeholders close to the Project, Attentive Energy also leans on TotalEnergies’ and Corio’s deep experience and world-class expertise to inform best practices around stakeholder engagement. This support has helped Attentive Energy develop and implement its targeted local climate and economic solutions. Attentive Energy’s Sponsor team, namely TotalEnergies’ and Corio’s parent company Macquarie, is proud to have contributed to the New Jersey economy for several decades through its multi-project footprints in the State. The team is eager to increase and expand these benefits with the Attentive Energy Two Project.

[Redacted text block]



Attentive on the ground

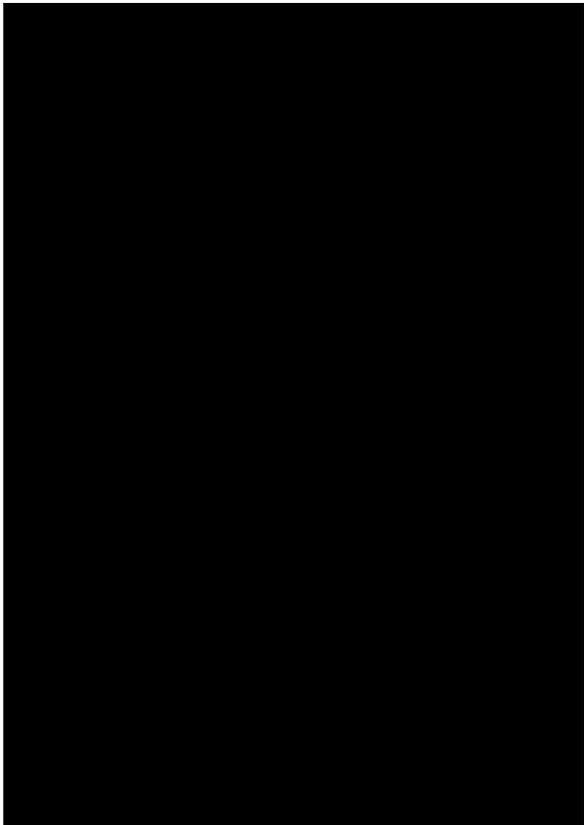
Inception of Attentive Energy and Presence in New Jersey

Attentive Energy opened its first office in the Bight in 2019. In connection with the Project, Attentive Energy met with nearly 180 unique stakeholders and conducted more than 250 stakeholder meetings *before* obtaining a federal lease in February 2022.

Long-lasting contributions to the New Jersey economy

For several decades, TotalEnergies has provided New Jersey residents with opportunities for careers in manufacturing, research and development, and the green energy economy. In the state, the Sponsor team is supported by over 300 full-time employees and a strong network of New Jersey-based contractors that support its subsidiaries' operations across Linden, Trenton, and more. Figure 9-1 provides an overview of the geographic spread of the Sponsor team's presence in New Jersey. TotalEnergies' presence in New Jersey, through its subsidiaries, include:

- The Delaware River Port Authority Solar Project
 - A part of TotalEnergies' Distributed Generation branch and in partnership with the Delaware River Port Authority, this project features 20 MW of solar generating capacity comprising more than 50,000 solar panels. These solar panels are located at 133 high-efficiency parking canopies in seven New Jersey cities following the Port Authority Transit Corporation transit route, as well as the Delaware River Port Authority headquarters in Camden, New Jersey.
- Linden Lubricants Facility
 - Located in New Jersey since the 1940s and acquired by TotalEnergies in 1989, this facility provides steel mills around the world with lubricants that are used for manufacturing related to trucks and cars, food grade products, and other fuel economy devices.



[Redacted text block]

Growing its roots in New Jersey



9.1.3 Expanding on best practices

Attentive Energy is committed to the development of a flexible Stakeholder Engagement Plan that is tailored to impacted communities at the various states of the Project. In recent years, Attentive Energy has endeavored to meet stakeholders where they are, exhibiting accountability and transparency regarding industry expectations and opportunities.

Attentive on the ground

Newark Toxic Tour

In August 2021, the Attentive Energy team organized an environmental justice “Toxic Tour” with the Newark, New Jersey-based Ironbound Community Corporation. Local team members got a firsthand look at the cumulative impacts from environmental injustices on OBCs and learned about ways the offshore wind industry can be a good neighbor when engaging with traditionally OBCs as well as best practices for future development.

Attentive Energy has gained a deep understanding of stakeholder concerns and needs with respect to offshore wind developers and the industry at large through active listening and incorporating the following guidance documents:

- New Jersey Government
 - New Jersey Energy Master Plan
 - New Jersey Climate Change Resilience Strategy
 - New Jersey Offshore Wind Strategic Plan
 - Executive Order No.79, which led to the creation of the WIND Council and the Wind Institute for Innovation and Research
 - New Jersey Environmental Justice Law S-232, 2020 N.J 232
 - U.S. Department of Energy: Creating a Community and Stakeholder Engagement Plan
- Environmental Justice
 - NJDEP Municipal Environmental Justice Guidance Stakeholder Engagement

- Jemez Principles
- UPROSE Strategic Framework for a Just Transition
- New York Environmental Justice Alliance 2020 Climate Justice Agenda
- Climate Works for All: An Equitable Recovery for NYC: Creating 100,000 Climate Jobs for Frontline Communities of Color
- EPA Environmental Justice Primer for Ports: Effective Community Engagement Methods
- Tribes and Indigenous People
 - BOEM Tribal Guidance
 - ACHP Recommendations for Improving Tribal Consultations
 - New Jersey Commission on American Indian Affairs
- Labor and Workforce Development
 - New Jersey Economic Development Authority Offshore Wind Workforce Assessment
 - National Renewable Energy Laboratory’s 2022 U.S Offshore Wind Workforce Assessment
 - New Jersey’s Council for the Green Economy’s 2022 Green Jobs for a Sustainable Future Report
- Best Practices in Stakeholder Engagement
 - Resilient New Jersey Equitable Community Evaluation Toolkit
 - Rutgers University Stakeholder Engagement Report: Environmental Groups, Climate Change Preparedness in New Jersey
 - New Jersey Future’s In Deep: Helping Sandy-Affected Communities Address Vulnerability and Confront Risk

Commitment to diversity, equity, and inclusion

In its stakeholder engagement efforts, and as it learns from the industry at large, Attentive Energy values diversity of opinions, backgrounds, and viewpoints as an avenue to receiving honest and meaningful feedback. Attentive Energy is taking steps to ensure it creates spaces for open and transparent dialogue so that everyone feels welcome, empowered, and eager to participate. This effort includes external-facing engagements in the community and internal dialogue to grow a strong and empowered team.



Attentive on the ground

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

9.2 Key stakeholders and goals for engagement

Attentive Energy’s three engagement commitments—meeting stakeholders where they are, engaging them frequently and proactively, and maintaining a cooperative two-way dialogue—have informed the Project’s stakeholder engagement goals.

9.2.1 Stakeholder engagement goals

Attentive Energy’s four stakeholder engagement goals reinforce Attentive Energy’s commitment to meaningful and impactful engagement. These four goals are Knowledge Sharing, Accountability and Value Alignment, Inclusive Decision-Making, and Delivering Workforce Training and Jobs in Offshore Wind, and these goals are summarized in Figure 9-2.

Attentive Energy’s engagement goals are predicated on priority issues identified by OBCs, fishing communities, communities near Project impact, and workforce stakeholders, which Attentive Energy has heard from through nearly five years of on-the-ground engagement.



Figure 9-2. Stakeholder engagement goals

Goal 1: Knowledge sharing

- Effectively communicate the primary purpose and details of the Project and offshore wind to communities;
- Ensure stakeholders are informed and understand the Project and how it will impact and bring opportunity to their local communities; and

- Develop community understanding of the Project by maintaining regular contact with stakeholders, community leaders, and the public to strengthen existing relationships and build new ones that are similarly positive, transparent, accountable, and long-lasting.
- **Desired Outcome:** Foster community understanding of the Project by maintaining regular contact with stakeholders and ensuring that all stakeholders can actively participate in the offshore wind industry.

Goal 2: Accountability and value alignment

- Empower members of OBCs and other stakeholders to provide input to the Project early regarding their perspectives, concerns, and aspirations;
- Establish trusted relationships across stakeholder groups through education and empowerment to ensure a smooth and expeditious deployment of offshore wind to address the climate crisis; build up a robust and inclusive clean energy economy, particularly in OBCs; and achieve New Jersey’s economic and climate goals;
- Publish a tracker of how the Project aligns with the State’s goals for creating an inclusive offshore wind industry;
- Share periodic Project updates with communities and the public through a newsletter and local partners; and

The Attentive Energy team understands that stakeholder engagement fatigue is a real issue, and it commits to ensuring all stakeholder engagements are meaningful, accountable, and provide value to the individuals engaged.

[Redacted]

[Redacted]

- **Desired Outcome:** Empower members of OBCs and other stakeholders to provide input and help shape the Project’s community development approach, as well as to measure progress.

Goal 3: Inclusive decision-making

- Convene a series of planning workshops with key stakeholders to capture their interests, priorities, and concerns early in the process;
- Ensure that community investments and economic benefits from the Project accrue to impacted communities through local hires, quality of life programs [Redacted], and local procurement opportunities; and
- **Desired Outcome:** Project plans that incorporate stakeholder input.

Goal 4: Deliver workforce training and jobs in offshore wind

- Inform the community about offshore wind opportunities and develop a local workforce that is empowered to take advantage of these opportunities; and
- Partner with organizations to fund educational programs and workforce development pathways.

- **Desired Outcome:** Create job opportunities associated with the Project, especially in OBCs, and train a local workforce capable of maximizing those opportunities.

Offshore wind stakeholder groups have unique and shared interests, and they each have desired outcomes for the Project. These four goals will continue to evolve over time as Project outreach continues. Section 9.4 describes how these goals will be operationalized throughout the different Project phases. This Stakeholder Engagement Plan provides a clear organizational structure and approach, including quantitative and qualitative metrics for both process and outputs.

9.2.2 Offshore wind stakeholders and targeted investments

As part of its initial stakeholder mapping exercise, Attentive Energy considered a wide range of offshore wind stakeholder groups. The mapping exercise consisted of organizing stakeholder groups by 1) geography, 2) outreach timing, and 3) engagement strategy during the Project. The initial stakeholder groups that Attentive Energy has engaged were identified through insights from the sources referenced in Section 9.1.3, particularly the SGD, and the Project team's subject matter expertise. Throughout the Project lifecycle, Attentive Energy will strengthen existing relationships and build new ones with offshore wind stakeholders across New Jersey. This includes Monmouth County, where the Project's onshore facilities will be located, and elsewhere throughout New Jersey, aligning with Attentive Energy's statewide strategy for engaging with New Jersey stakeholders and promoting education and collaboration around offshore wind opportunities.



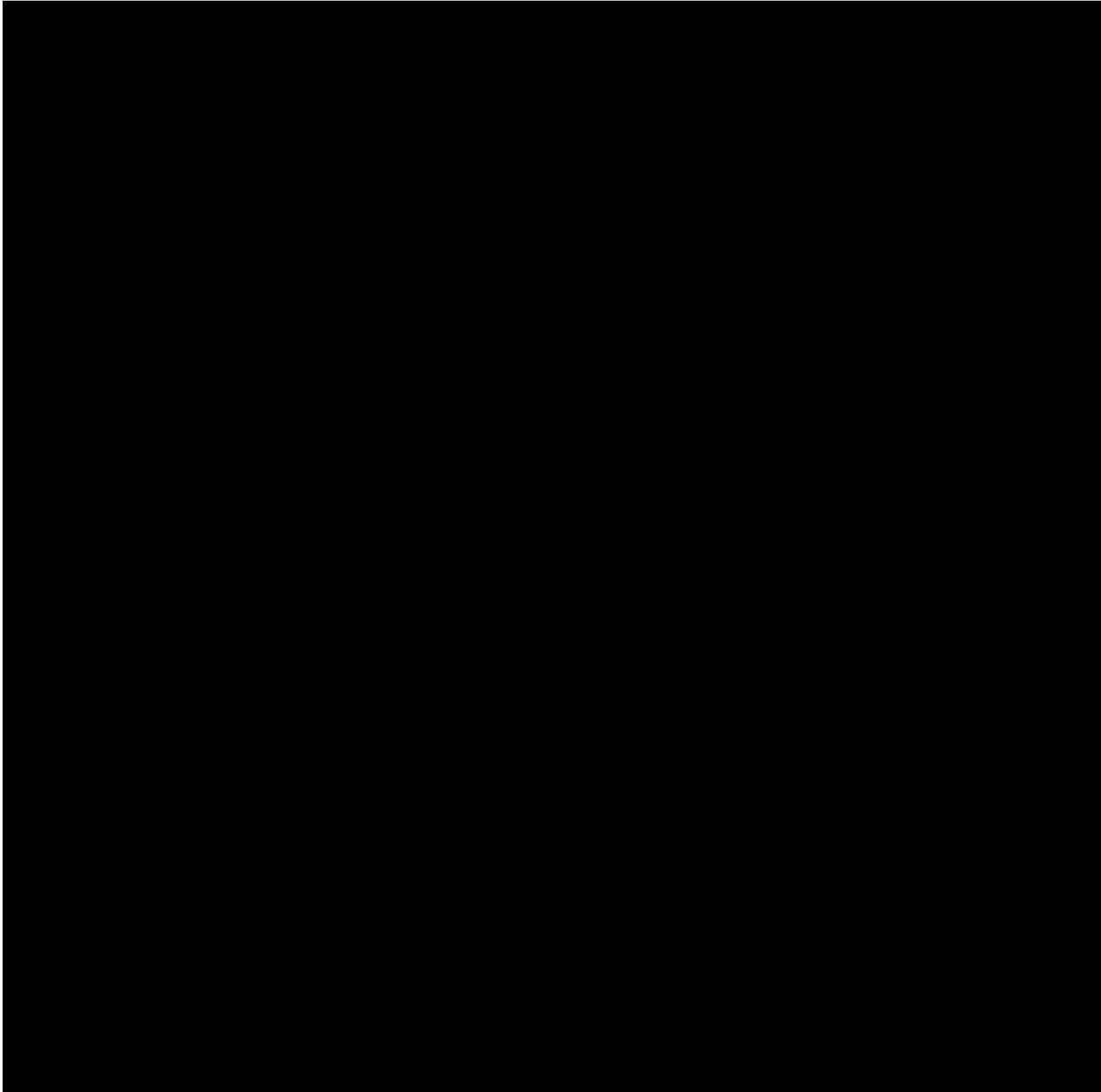
Attentive Energy team members at the Girl Scouts of the Jersey Shore annual gala

Attentive on the ground

Girl Scouts of the Jersey Shore Young Women's Leadership Summit

As part of its partnership with the Girl Scouts of the Jersey Shore, Attentive Energy supports educational programming, mentorship, and volunteer support. Attentive Energy sponsors an Innovation Station, a mobile STEAM lab, and support for a no-cost middle school troop. The partnership was showcased at the Young Women's Leadership Summit in April, where Attentive Energy participated in a panel discussion. This partnership is especially exciting for Attentive Energy since various team members are former Girl Scouts and eager to connect with the next generation of leaders on offshore wind.

Attentive Energy’s individualized approach to stakeholder engagement will result in more inclusive and effective partnerships, and individual outreach and communication approaches will be tailored to ensure that the needs of all stakeholders are heard and incorporated into each iteration of the Stakeholder Engagement Plan. Table 9-1 provides an overview of Project stakeholder categories and prospective partnership and investment opportunities. The table also identifies the geographies of these groups, the engagement themes, and Project phases during which the groups will be engaged. The stakeholder categories were synthesized through feedback gathered from Attentive Energy’s ongoing engagement with local leaders and residents in the years leading up to submission of this Application and align with the stakeholder categories identified in the SGD.



Coastal residents and business owners

The Project’s cable routing and interconnection strategy is designed to minimize disruption to onshore communities and coastal private landowners, including residents and business owners. Attentive Energy intends to make a significant impact through its environmental and fisheries monitoring and mitigation investments, which are discussed in Sections 10 and 11. [REDACTED]

[REDACTED]

[REDACTED]

Community-based organizations

Community-based organizations (“CBOs”) are a central mechanism by which Attentive Energy will develop a presence in the diverse communities throughout the state. Engaging with CBOs cultivates trusting relationships with the local communities. CBOs often have deep histories in their host communities, providing an efficient manner by which Attentive Energy can disseminate information and collect feedback. Additionally, CBOs often administer other health and human services to communities, providing a broader context to the value of economic development and community involvement. Therefore, a broad range of CBOs—including youth service providers, community centers, arts and educational organizations, and advocates active in the areas near Project activities—will serve as key sources of community feedback, local talent development, and connection to the small business community.

Attentive Energy will meet with CBOs and invite them to attend engagement events throughout the Project lifecycle, particularly to help inform engagement through Attentive Energy’s Community Coalitions. Many of the community investments outlined in Section 8 will directly benefit CBOs through engagement for recruitment, retention, and job placement for residents of OBCs. Several initiatives will also aim to improve quality of life for many New Jersey residents.

[Redacted text block]

Economic and workforce development organizations

[Redacted text block]



[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

Environmental and environmental justice groups

Environmental and political advocacy groups will contribute invaluable perspectives throughout the Project lifecycle and will help Attentive Energy identify community priorities, concerns, available resources, and opportunities for collaboration. [REDACTED]

[REDACTED]

[REDACTED]

Federal, local, and county elected officials

Communication with public agencies and public officials has been a regular feature of Attentive Energy’s outreach, which includes in-person meetings, conferences and forums, telephone and email correspondence, virtual briefings, and regular Project updates. Attentive Energy will support any required agency processes for public involvement by committing to notification and outreach requirements (e.g., translations of public notices, engagement with Community Boards), educating the public on the regulatory processes applicable to the Project, and disseminating information about the Project and how to get involved. Government organizations and elected officials will also play an important role in how Attentive Energy learns about and implements regulatory requirements, best practices, and relevant ordinances. Attentive Energy and its Sponsors will continue to consult with agencies on specific topics, as outlined in Section 9.5. [REDACTED]

[REDACTED]

Higher education

[REDACTED]

[REDACTED] Attentive Energy will continue engaging these institutions in addition to advocacy, environmental, and community groups. In addition to individual engagement, Attentive Energy will invite these institutions to join public engagement meetings, sign up for Project email and website updates, and participate in other inclusive decision-making processes. [REDACTED]

[REDACTED]

[Redacted text block]

[Redacted text block]

Labor

Attentive Energy’s community-first approach acknowledges that union jobs provide communities with meaningful economic opportunity. A union job guarantees a living wage, worker-safety protections, job security, healthcare, participation in employment decisions, and a path to a dignified retirement. Attentive Energy’s labor engagement offered labor partners transparency in job numbers, roles, and responsibilities. Attentive Energy is working to understand unions’ existing training programs and opportunities for expansion and training in offshore wind roles. Attentive Energy inquired about

[Redacted text block]

existing and expanding pre-apprenticeship programs to provide pathways to union membership for people in OBCs. Attentive Energy’s labor engagement is headed by Alexandra Howell, the team’s Workforce and Labor Liaison, an experienced employment attorney, planning consultant, and adjunct professor, who has led the development of many labor partnerships across multiple sectors.

New Jersey small, minority, women, or veteran-owned businesses

Attentive Energy believes in a grassroots approach to engaging with SMWVBEs and understanding their challenges entering the offshore wind supply chain. In partnership with MRV Group, Attentive Energy created a survey to gauge the New Jersey market and hear directly from the state’s SMWVBEs about their needs in the areas of business development, grant funding, and understanding offshore wind procurement. Once complete, the results of the survey will be published to highlight findings and show where more support is needed for the state’s SMWVBEs. Initial findings are discussed in Section 9.3.1. This is the first step in a larger strategy for Attentive Energy’s deployment of a comprehensive SMWVBE approach that is specifically designed to address and overcome barriers to entry in the early-stage supply market, thereby maximizing their participation in the supply chain for the Project and the broader industry. Specific initiatives that will target SMWVBE development and utilization are described in Section 8.



Overburdened Communities

OBCs are designated census block groups that face a significant concentration of low-income households, identified minority or tribal residents, and/or limited English proficiency⁵⁵. These communities can encounter an array of challenges that compound and contribute to persistent health and economic disparities. OBCs are particularly vulnerable to the negative and cumulative impacts of environmental pollution, which harm the quality of life for many OBC residents. Attentive Energy strives to reduce environmental effects to OBCs through the Project’s delivery of clean energy to New Jersey, in addition to empowering and uplifting these vulnerable communities through engagement and meaningful community investments.



Attentive Energy joined Hackensack Riverkeeper and students from Bergen County to learn about offshore wind and environmental conservation



⁵⁵ State of New Jersey 2020



Recreational and commercial fisheries

Representatives from the local tourism sector, as well as the commercial and recreational fishing industries, are interested in whether there are potential impacts associated with offshore wind development. These impacts could include, but are not limited to, structure visibility, port access, navigational and safety concerns, and impacts to marine resources. Such stakeholders will include cruise lines and passenger vessels, coastal resorts, mariners, charter and for-hire fishing vessels, and commercial fishermen operating along the New Jersey coastline, offshore, and in local ports. Attentive Energy will engage the coastal tourism industry and is engaging the recreational and commercial fishing communities throughout the life of the Project to better understand their concerns, while including these sectors in relevant decision-making processes for onshore and offshore design elements.

Last summer, Attentive Energy released an updated Fisheries Communication Plan for interactions with the fishing community. Interactions with these stakeholders will continue to evolve as the Project approaches construction and eventual operation. Attentive Energy will continue to prioritize safe usage of shared ocean resources, collaboration with the fishing communities that have been operating in these waters long before offshore wind was a concept in the U.S., and open, accountable, and science-based approaches to ensure fair access for all.



Attentive on the ground

Fishing Community Survey

In October 2021, Attentive Energy initiated a direct mail and online Fishing Community Survey to over 3,000 fishermen and mariners in the Bight and surrounding region. This survey allowed Attentive Energy to: initiate contact with stakeholders potentially impacted by offshore wind development within the Bight, identify concerns, identify fisheries most likely to be impacted, and expand Attentive Energy’s stakeholder network.

Tribes and indigenous peoples

Attentive Energy recognizes the importance of understanding the historical and cultural ties of Tribes to the Bight region to inform responsible offshore wind development. Native American peoples have a long history in the region, having established communities in and around the Project Area millennia before European contact. Indigenous Nations also have a unique reliance on, interaction with, and knowledge of coastal and marine environments. As such, Attentive Energy has made it a priority to better understand the interests, opinions, concerns, and recommendations of Indigenous Nations to help guide Project development.

[Redacted text block]

Attentive on the ground

[Redacted text block]

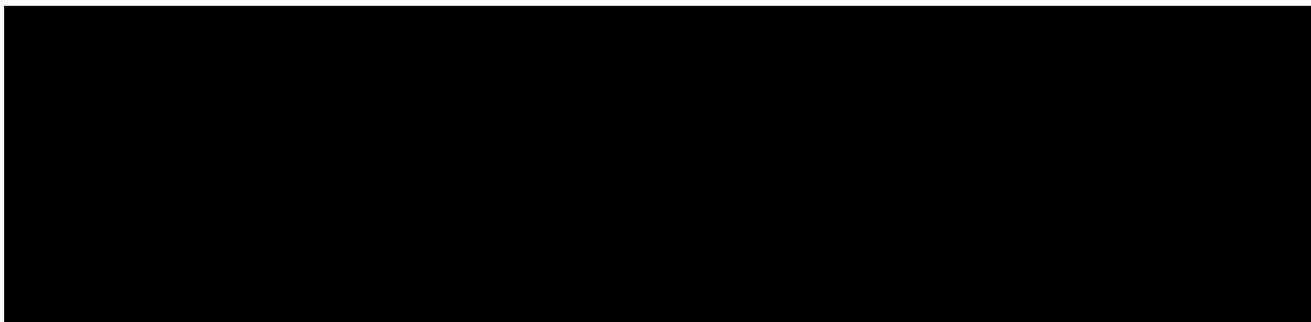
[Redacted text block]

[Redacted text block]

9.3 Attentive Energy is on the ground building meaningful relationships

9.3.1 Stakeholder engagement to date

Attentive Energy has undertaken proactive stakeholder engagement surrounding offshore wind development in the Bight since 2018, four years before obtaining a lease from BOEM. Since its inception, Attentive Energy has engaged thousands of individual stakeholders as an active member of the offshore wind community. Attentive Energy is also an active member of several leading industry associations, as outlined in Table 9-2. As a member of these associations, Attentive Energy participates in working groups and collaborates with industry peers in discussions with key stakeholder groups to address their top concerns and to understand their preferred methods of engagement. For example, working group topics include harbor-wide coordination with the Harbor Operations Sub-Sea working group and local and tribal affairs with the American Clean Power Association working groups.

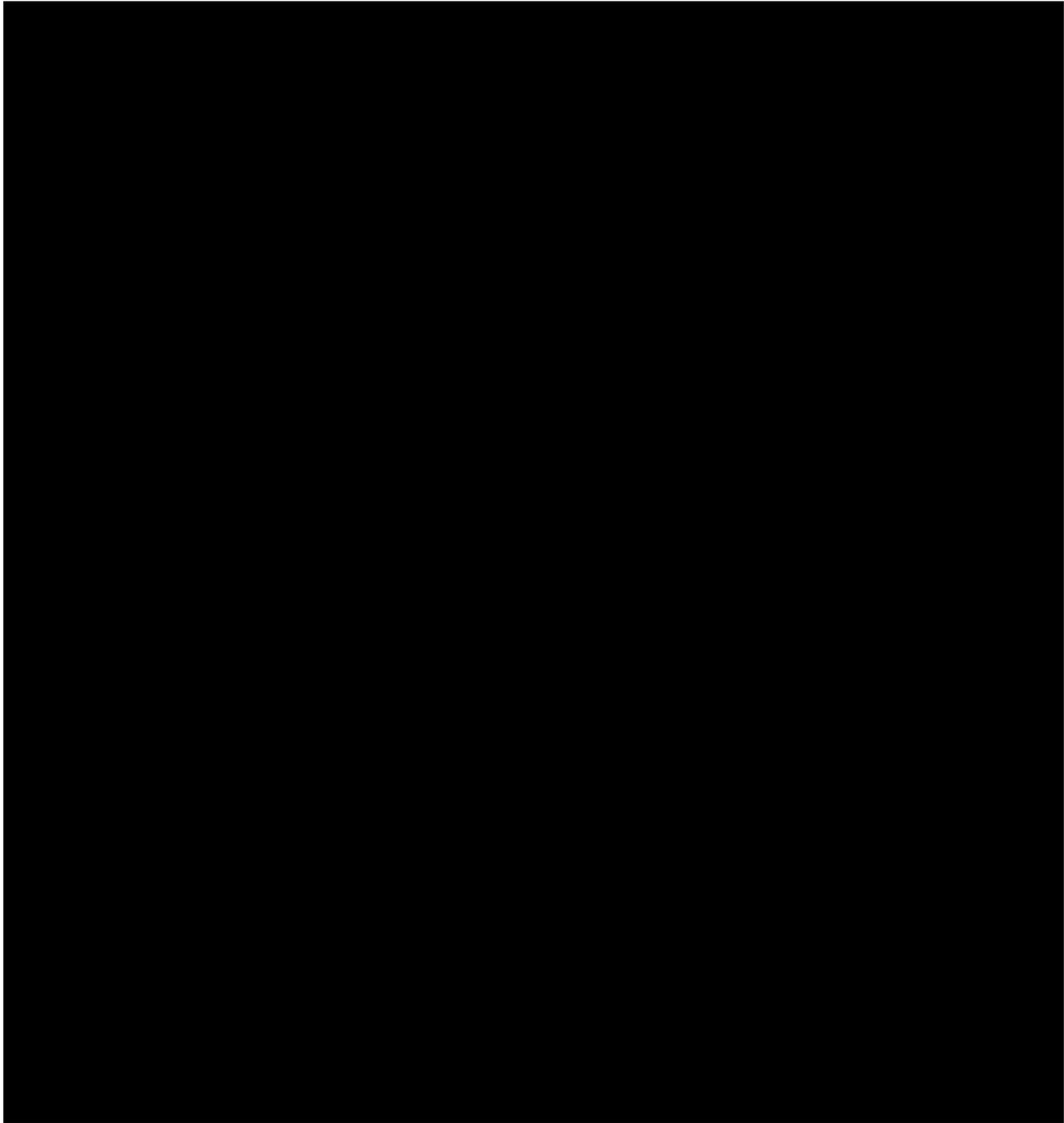


A list of the regional stakeholder businesses, organizations, and other groups who have been engaged to date is provided as Attachment 9-B.

Attentive on the ground
Ongoing Engagement in the Bight
 Since 2018, Attentive Energy has engaged nearly 530 individual stakeholders in the Bight. [REDACTED]
 [REDACTED]
 [REDACTED]

As summarized in Table 9-3, between 2018 and 2023, Attentive Energy has participated in over 30 events and initiatives in the region, including industry-led events, support for local organizations working to advance the offshore wind industry and clean renewable energy transition, and Project-focused community service events. Attentive Energy employs a robust team of engagement professionals, which include dedicated labor, fisheries, and DEI liaisons and tribal engagement

representatives who have helped shape the Project by establishing trust and transparent feedback loops with stakeholders and interested parties.



Beyond attending and sponsoring stakeholder events, Attentive Energy has been active in developing its own events to further engage with underrepresented communities and leaders, students, the elderly, and diverse businesses.

9.3.2 Amplifying voices: activities to gather stakeholder feedback

Attentive Energy’s stakeholder engagement goals outlined earlier in this section are informed by the years of engagement that Attentive Energy has conducted in New Jersey. The team will continue to source this feedback through a variety of different methods discussed in Section 9.4. Several points of stakeholder feedback are highlighted in other subsections, and the next pages include a collection of feedback points gathered from mid- to large-scale, group-based activities conducted by the Attentive Energy team to date.

Environmental justice CBO offshore wind training

[Redacted text block]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted text block]

[Redacted text block]

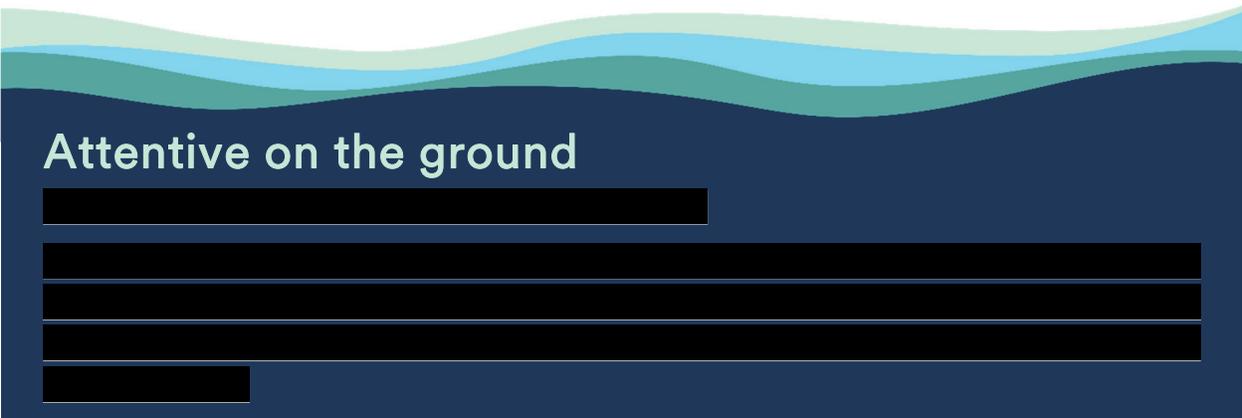
[Redacted text block]

9.3.3 An active listener: addressing stakeholder needs and concerns

Attentive Energy will take the following actions to further its commitment to addressing stakeholder needs and concerns in a holistic and inclusive nature.

- Attentive Energy will perform a stakeholder mapping exercise to obtain population, cultural, and economic statistics and information on communities or interest groups relevant to the Project.
- Attentive Energy will identify and allocate proper resources to continuously support long-term engagement and Project initiatives.
- Attentive Energy will review and seek input from stakeholders on local economic development, reduced energy burden, avoided health costs, added climate resiliency, avoided environmental costs, added environmental benefits, workforce training opportunities, and OBC participation.
- Attentive Energy will use a range of stakeholder outreach and engagement methods to alert communities to the Project and review and seek input from stakeholders on the following topics:
 - Local economic development
 - MWBEs, SDVOBs, and local procurement strategies

- Workforce training opportunities
 - Economic development OBC participation
 - Reduced energy burden
 - Avoided health costs
 - Added climate resiliency
 - Avoided environmental costs
 - Added environmental benefits (e.g., efforts to protect whales and other marine species in the Bight)
- Attentive Energy has employed an iterative approach to its Stakeholder Engagement Plan, responding to feedback and accommodating different perspectives, needs, and concerns of stakeholders. Feedback collected from stakeholders and engagement best practices have shaped Attentive Energy’s approach to stakeholder engagement to date. Throughout the Project, Attentive Energy will continue to engage stakeholders with a particular focus on equity and inclusion.
 - Attentive Energy tracks feedback received regarding the engagement process, such as accessibility concerns, date and times offered for engagement, and appropriateness of content, [REDACTED]. This platform allows the Project team to efficiently track stakeholder relations and engagement while generating qualitative and quantitative data that is used to continuously modify the stakeholder engagement approach to account for unique stakeholder input and ensure equitable and accessible Project development.



Attentive Energy is eager to continue expanding its network of relationships in New Jersey, fostering relationships formed to date and building new ones. Attentive Energy’s broad coalition of supporters have provided Letters of Support for the Project, which are included as Attachment 9-E. Additional letters that Attentive Energy has received in association with the Project and included in this Application include: letters from suppliers (provided as Attachment 2-D), [REDACTED]

9.4 Continuing a legacy of purposeful engagement throughout the life of the Project

Early and consistent engagement is key to the Project's success. Conducting engagement activities throughout every stage of the Project lifecycle will enable Attentive Energy to implement inclusive decision making, identify and mitigate potential conflicts, continually

incorporate stakeholder feedback, and meet the goals of New Jersey to achieve the accelerated 100 percent clean energy target by 2035, procure 11,000 MW of offshore wind by 2040, reduce carbon pollution, expand clean energy infrastructure, and build resilient communities.

"Offshore wind is a once-in-a-generation opportunity that allows us to protect our environment while significantly expanding and securing the state's economy for the immediate and long term."

–Governor Phil Murphy

- **Development Phase:** In the first stage of the Project, Attentive Energy will continue to inform stakeholders of the Project through various outreach and communications methods, including email distributions, canvassing, public meetings, press releases, and social media. These efforts build upon the existing relationships and years of on-the-ground engagement that have given Attentive Energy its reputation as a positive contributor to the region. This work, alongside continued engagement with Attentive Energy's wide network of community partners and stakeholders, organizations, and regional and statewide environmental justice organizations, has helped Attentive Energy gauge public opinion and register initial feedback. Attentive Energy has, in turn, adapted an engagement strategy that will maximize stakeholder involvement. This initial exposure to the Project provides affected communities with a greater understanding of the offshore wind industry while allowing opportunities to collaborate on shared priorities. During the design and permitting phase, Attentive Energy will convene a series of space planning workshops with local stakeholders. Their perspectives will inform the final site plan and space allocation for onshore facilities near the POI.
- **Construction Phase:** As the construction phase begins, Attentive Energy will update the public on the Project timeline and how suggestions have been incorporated by offering briefings to local media outlets. Attentive Energy will maximize information dissemination to all stakeholders, especially mariners, to promote marine safety. All construction operations will include submission of Local Notice to Mariners via the USCG detailing schedules, plans, and potential hazards to alleviate any impacts to mariners. Mariner and non-mariner information related to construction activities will also be disseminated via social media and at public meetings enabling Attentive Energy to consistently receive feedback from stakeholders to adapt the engagement plan.

- **Operation Phase:** While the Project is operational, Attentive Energy will maintain its existing community ties with a wide range of stakeholder groups and residents. Attentive Energy plans to hold community forums and open houses to help inform the implementation of Community Benefits Agreements.
- **Decommissioning Phase:** Before the Project’s onshore and offshore facilities are decommissioned, Attentive Energy will inform and solicit input from the public about the planned changes to the sites and any potential onshore construction disruptions.

Attentive on the ground

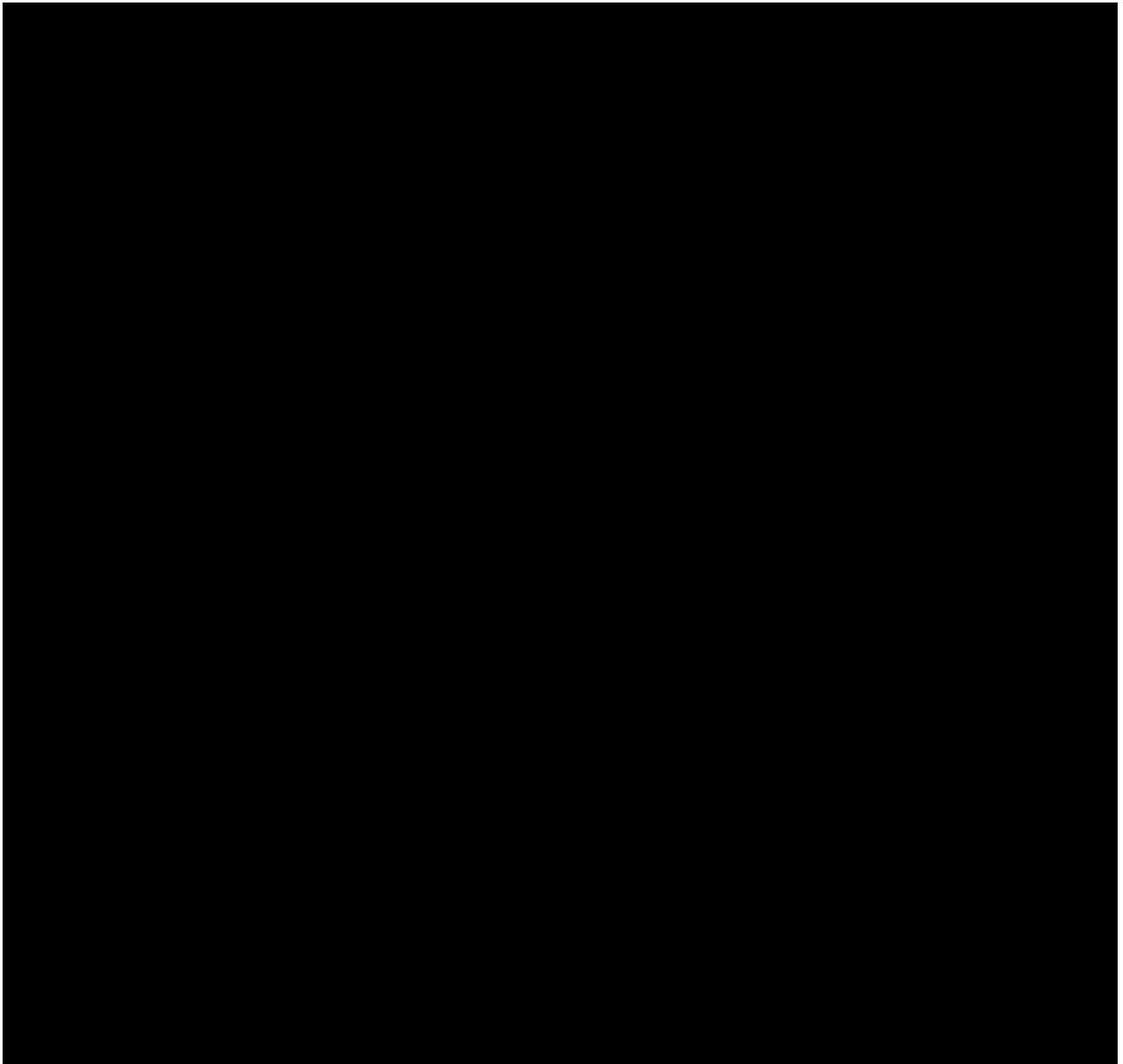
[Redacted content]

9.4.1 Summary of outreach tactics

Attentive Energy’s engagement has been grounded in its stakeholder engagement goals: Knowledge Sharing, Accountability and Value Alignment, Inclusive Decision-Making, and Delivering Workforce Training and Jobs in the Offshore Wind Industry. The Project team has identified key tactics to support robust, ongoing engagement through the different phases of the Project. Table 9-5 details these different outreach methods, whether they have been used to-date, and if they are planned future activities to achieve each of the core stakeholder engagement goals.



Attentive Energy at Fulfill Food Bank in Neptune, New Jersey

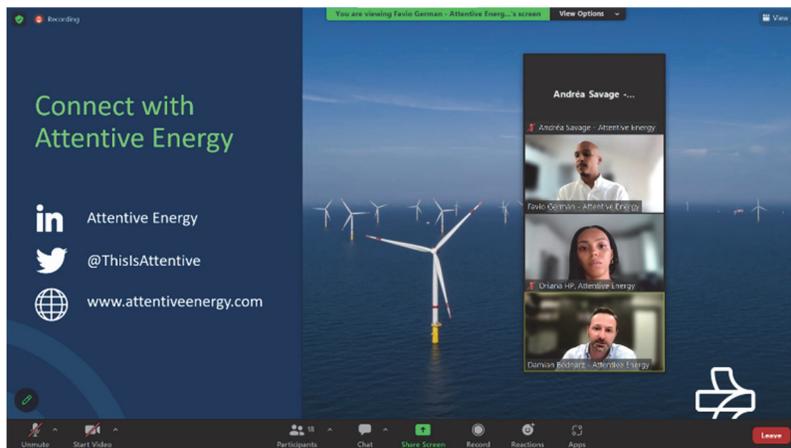


Details on how each goal will be operationalized, metrics for success, and timing are provided below.

Goal 1: Knowledge sharing

Attentive Energy will continue to engage stakeholder groups on the Project and its timeline, on opportunities for public input, and on key inflection points. Information about public meeting dates, locations, and details will be provided in a timely manner and meetings will be made accessible to diverse populations. Through these engagements, stakeholders in OBCs across the state will learn about both the Project and the offshore wind industry. These meetings will inform stakeholders about opportunities and resources available to them through the Project, such as SMWVBE procurement, workforce development, and continuing education.

Attentive Energy will issue regular press releases on Project milestones, invite media representatives to public information meetings, and share fact sheets and other materials to keep the media and the public informed. Attentive Energy will continue holding Project briefings with key groups, such as environmental and advocacy organizations, fisheries stakeholders, maritime stakeholders, steel industry representatives, unions, Tribal Nations, government agencies, public officials, and local leadership, as well as general community meetings and presentations with Overburdened and Project-impacted Communities.



Attentive Energy regularly shares updates like its presentation to Tri-County Sustainability with stakeholders through its online newsletters

Metrics for success

Quantitative:

- Number of social media posts and click-through rates, email distributions, and email open rates
- Number of canvassing events and their locations
- Records of press releases, public official and leadership communications, signage, and other outreach
- Event registration and attendance metrics

Qualitative:

- Feedback recorded via comment data, meeting notes, surveys, and/or recordings regarding how Attentive Energy is hearing and responding to concerns
- Feedback synthesis documents

Timeline

- Began in 2018 and will remain ongoing throughout all phases of the Project

Goal 2: Accountability and value alignment

Attentive Energy lives its values every day and is guided by deep experience in the offshore sector and a forward-thinking commitment to put people first. [REDACTED]

[REDACTED]

[REDACTED]



Attentive Energy’s Local Content Lead, AJ Negrelli, participating in a panel at NJ Clean Energy DEIJ Day

Metrics for success

Quantitative:

- Number of meetings and meeting attendance

Qualitative:

- Meeting minutes and regular reports detailing community insights regarding priorities, concerns, engagement processes, and accessibility needs

- [REDACTED]

Timeline

- Ongoing throughout the Project lifecycle, beginning post-Project award

Goal 3: Inclusive decision-making

Identification of priority topics

Attentive Energy will convene a series of planning workshops with stakeholders to capture their priorities and concerns about Project plans. These stakeholders include communities surrounding the POI, DEIJ businesses, economic and workforce development organizations, community-based and environmental organizations, labor leaders and organizations, training and research institutions, public officials, federal and state government agencies, coastal communities, commercial and recreational fisheries, and tourism operators. The findings from these planning workshops will inform final Project plans.

Metrics for success

Quantitative:

- Number of workshops; event registration and attendance metrics

Qualitative:

- Feedback recorded via comment data, notes, and/or recordings from community meetings and presentations; feedback synthesis documents

Timeline

- Planning workshops will be carried out throughout the Design/Pre-Construction phase of the Project, [REDACTED]

Community building, benefits, and equity

Attentive Energy is committed to supporting community organizations to foster economic empowerment and environmental justice. Building upon one-on-one engagements with community organizations during the early development phase, Attentive Energy will coordinate and host meetings highlighting community benefits and equity investments. In working with local public service organizations, such as housing, parks, and transportation groups, as well as scholarship funds for underserved youth, community centers, and environmental justice advocates, Attentive Energy aims to maximize community benefits. The objective of this phase of engagement will be to refine equity investments established to date.

Metrics for success

Quantitative:

- Number of forums, meetings, and open houses
- Survey metrics and number of responses
- Reporting on community investments; amount of community benefits delivered

Qualitative

- Lessons learned from early investment prospects versus implementation

Timeline

- Ongoing throughout the Project lifecycle, beginning post-Project award

Goal 4: Deliver workforce training and jobs in offshore wind

Attentive Energy is committed to sharing information with the public about the burgeoning local offshore wind economy. Attentive Energy will coordinate and host public meetings regarding offshore wind education, as well as connect communities to workforce training, talent recruitment, and business incubation opportunities, particularly through Attentive Energy's network of development partnerships.

Further, Attentive Energy recognizes that while workforce development, organized labor, and economic development are intricately linked, professionals in each field have historically worked in silos. To activate the economic opportunities brought on by the rapid growth of offshore wind, it is critical for these often disparate stakeholder groups to engage in ongoing and real-time collaboration.



Attentive Energy's Workforce & Economic Development Manager, Tania Marinos, moderating the NJAC panel on offshore wind, workforce, and supply chain

Metrics for success

Quantitative:

- Number of events, registrants, and participants
- Number of connections or referrals made to Just Transition and workforce development partners
- Number of job postings and advertisements shared

Qualitative:

- Best practices for inclusive workforce development across Project development stages
- Innovation around projects and labor to share across the industry

Timeline

- Early educational engagements and efforts to connect communities to workforce development opportunities have already begun and will continue regularly throughout the Project lifecycle

Attentive on the ground

NJ Association of Counties Panel on Offshore Wind, Workforce, and Supply Chain

In 2023, Attentive Energy organized a panel at the NJ Association of Counties Conference on workforce development and pathways within the offshore wind sector. The panel was a cross-collaborative discussion with workforce development thought leaders and practitioners to discuss the timeline for offshore wind training and jobs. The audience included officials from Bergen, Essex, Salem, Gloucester, Monmouth, and Hudson Counties, among others.

9.4.2 Incorporating accessibility factors to ensure inclusivity

Attentive Energy will continue to learn from stakeholders about potential barriers to engagement and is committed to meeting accessibility needs. Throughout the Project lifecycle, Attentive Energy will accommodate a variety of accessibility needs:

- Offering interpretation and translation services for Limited English Proficiency communities
- Holding place-based, in-person events and virtual events to accommodate more people
- Providing a dial-in option during virtual meetings to accommodate those without a smart phone or internet access
- Providing engagements at different times of day and different days of the week to accommodate those working nontraditional hours and those who have caretaking responsibilities

9.4.3 Stakeholder representation

Attentive Energy will query participants in engagement activities to better understand their needs and to inform revisions to future engagement methods, with the goal of broadening participation. Since 2020, Attentive Energy has diligently tracked and tiered stakeholder engagement and sentiment. [REDACTED]

[REDACTED]. Attentive Energy may collect the following information from stakeholders through various channels, such as an online comment portal, surveys, and event registration pages: age groups, cellular, wi-fi, and broadband internet access, employment status and industry, essential workers/workers with nonstandard hours, gender, homeownership, income level, language needs, disabilities, parents and caretakers, and race and ethnicity. Providing this information will be voluntary, and any information received will be collected anonymously.

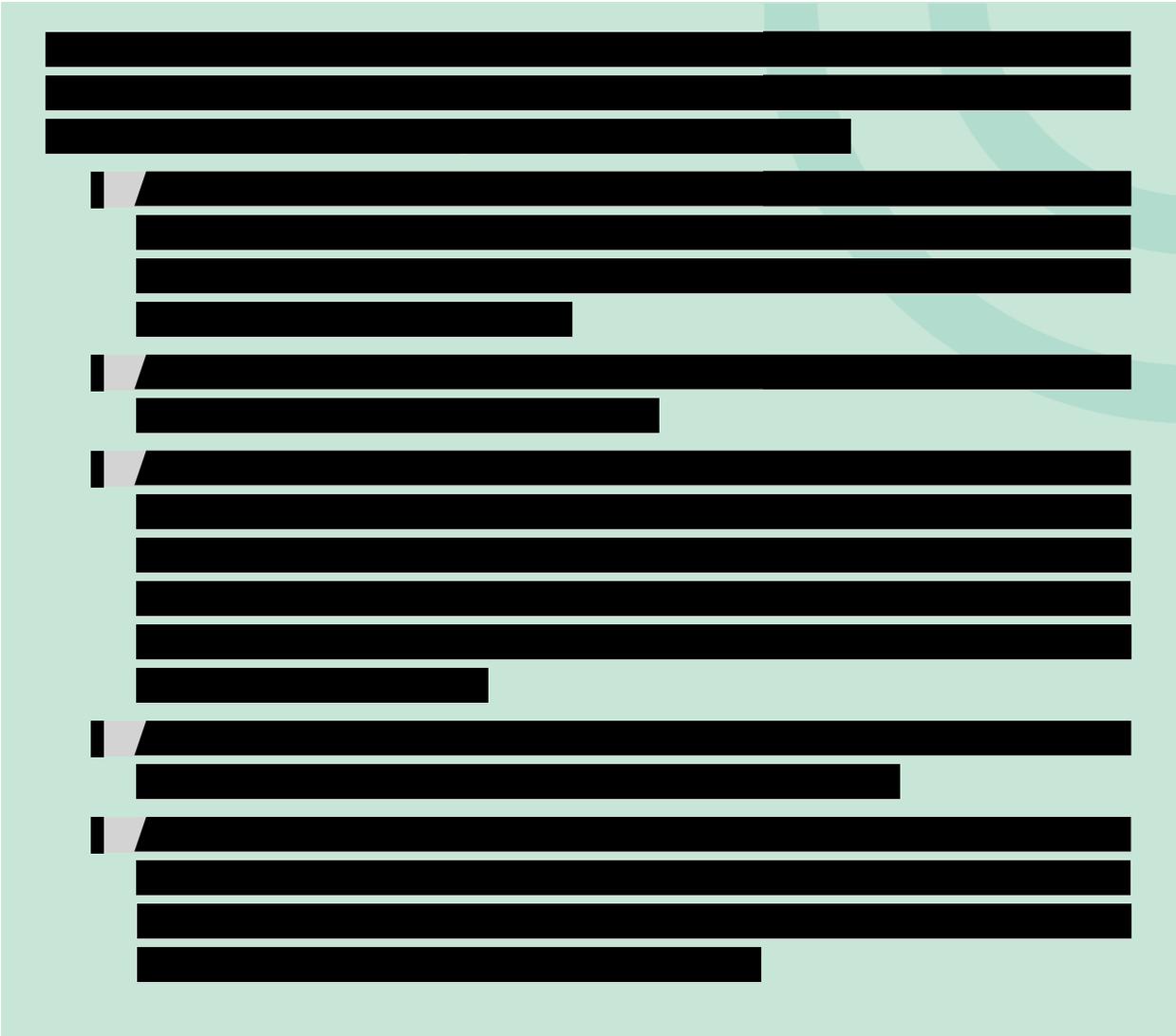
9.5 A statewide strategy for engaging with New Jersey stakeholders and government entities

Attentive Energy is committed to holistic and comprehensive engagement of government entities that will: facilitate the advancement of the Project; support investment in communities throughout New Jersey; and respect the essential role that government entities play in representing their constituents, advocating for interests of communities, and ensuring that offshore wind development in the state achieves the transformative impact envisioned by the Administration of Governor Phil Murphy.

Attentive Energy’s engagement in New Jersey with government at different levels dates back to 2018. Attentive Energy has approached engagement with a focus on DEIJ, frequent and proactive outreach, establishing two-way dialogue, and developing actionable programs that benefit communities. Attentive Energy’s engagement with government entities is proactive and frequently evolving to ensure the most timely and transparent information.

Early and frequent engagement with government entities and elected officials representing the POI and Larrabee Tri-Collector Solution has figured centrally into Attentive Energy’s strategy. Attentive Energy’s approach ensures that local officials have the opportunity to ask questions, raise concerns, and make recommendations.

[REDACTED]



9.5.1 Supporting offshore wind development in New Jersey

Attentive Energy will continue to provide input on state agency processes and to make meaningful contributions to New Jersey’s policy and program planning development—with contribution to New Jersey’s offshore wind program dating back to the Attentive Energy team’s participation in the BPU’s 2019 stakeholder roundtables, providing input towards New Jersey’s Offshore Wind Strategic Plan. As Attentive Energy conducts community engagement, surveys, research, and outreach, it is committed to being proactive with the qualitative and quantitative data gathered through the Project to inform future planning, for example, to inform the RMI and the New Jersey Energy Master Plan, as well environmental justice initiatives and future mapping of OBCs.



These investments reflect a statewide interest in the offshore wind economy, gleaned from many conversations with local lawmakers from Hudson to Gloucester

County, seeking to connect local institutions and residents to offshore wind projects. Attentive Energy’s holistic focus will accelerate the development of a robust and diverse offshore wind workforce across the state and spur research and innovation that unlocks localized potential.

Attentive Energy will continue information sharing with government officials on a regular basis through newsletters, regular meetings, workshops, and conferences. Attentive Energy acknowledges that a Qualified Project will be required to develop a Stakeholder Engagement Plan and report annually on stakeholder engagement activities to the BPU for public issuance.

9.6 References

State of New Jersey. 2020. Environmental Justice Law. P.L. 2020, Chapter 92. Available online at: <https://dep.nj.gov/wp-content/uploads/ej/docs/ej-law.pdf> (accessed September 18, 2022).



Section 09: Stakeholder Engagement

List of Attachments

[REDACTED]	[REDACTED]	[REDACTED]
Attachment 9-B	Stakeholder Engagement to Date	
[REDACTED]	[REDACTED]	
[REDACTED]	[REDACTED]	
Attachment 9-E	Letters of Support	

10

ENVIRONMENTAL PROTECTION PLAN AND EMISSIONS IMPACTS



Section 10 Environmental Protection Plan and Emissions Impacts

Attentive Energy is invested in protecting New Jersey's natural resources, and it has designed the Project to prioritize and multiply the environmental and economic benefits it will deliver. The waters off New Jersey's coast provide advantageous conditions for offshore wind development, including strong wind resources, favorable ocean seabed and depth, and proximity to dense population centers. The characteristics that make New Jersey's waters ideal for offshore wind also contribute to a distinctive ocean environment with many cherished and sensitive natural resources.

Attentive Energy's Environmental Protection Plan balances the interests of responsible offshore wind energy development while protecting, and in some cases hopefully improving, the sensitive biological resources existing in the Project Area. [REDACTED]

Attentive Energy understands the immense value of the ecological services provided by New Jersey's diverse nearshore and offshore waters, and to demonstrate this commitment to protecting biodiversity, Attentive Energy is contributing [REDACTED]

[REDACTED]. It will be guided by the environmental protection hierarchy to first avoid, then minimize, and, when needed, mitigate impacts from the Project to sensitive resources. [REDACTED]

10.1 A leader in environmental protection

Attentive Energy understands the immense importance of New Jersey’s environment, from the onshore habitats to the ecologically diverse nearshore and offshore waters. As such, Attentive Energy is committed to:

[Redacted]

[Redacted]

[Redacted]

- Developing an Environmental Protection Plan (“EPP”) guided by the environmental protection hierarchy (i.e., avoid, minimize, and then mitigate effects) to address adverse impacts to natural resources overlapping with the Project Area;

[Redacted]

[Redacted]

Attentive Energy leans on its Sponsors, TotalEnergies and Corio, for guidance, inspiration, and best practices in responsible offshore wind development and is eager to bring clean energy and environmental protection opportunities to New Jersey. Of note, the Sponsors’

[Redacted]

[Redacted] includes the 1.5 GW Outer Dowsing project in the U.K., which has proposed an environmental net gain for onshore elements of the Project, meaning that the Project will leave ecological habitats overall in a better state than before the Project.

10.2 Environmental Protection Plan

Attentive Energy has prepared an EPP that includes a scientifically rigorous description of associated environmental impacts from pre-construction activities through decommissioning. The EPP details measures intended to satisfy not only baseline requirements, but also broader priorities and standards, including:

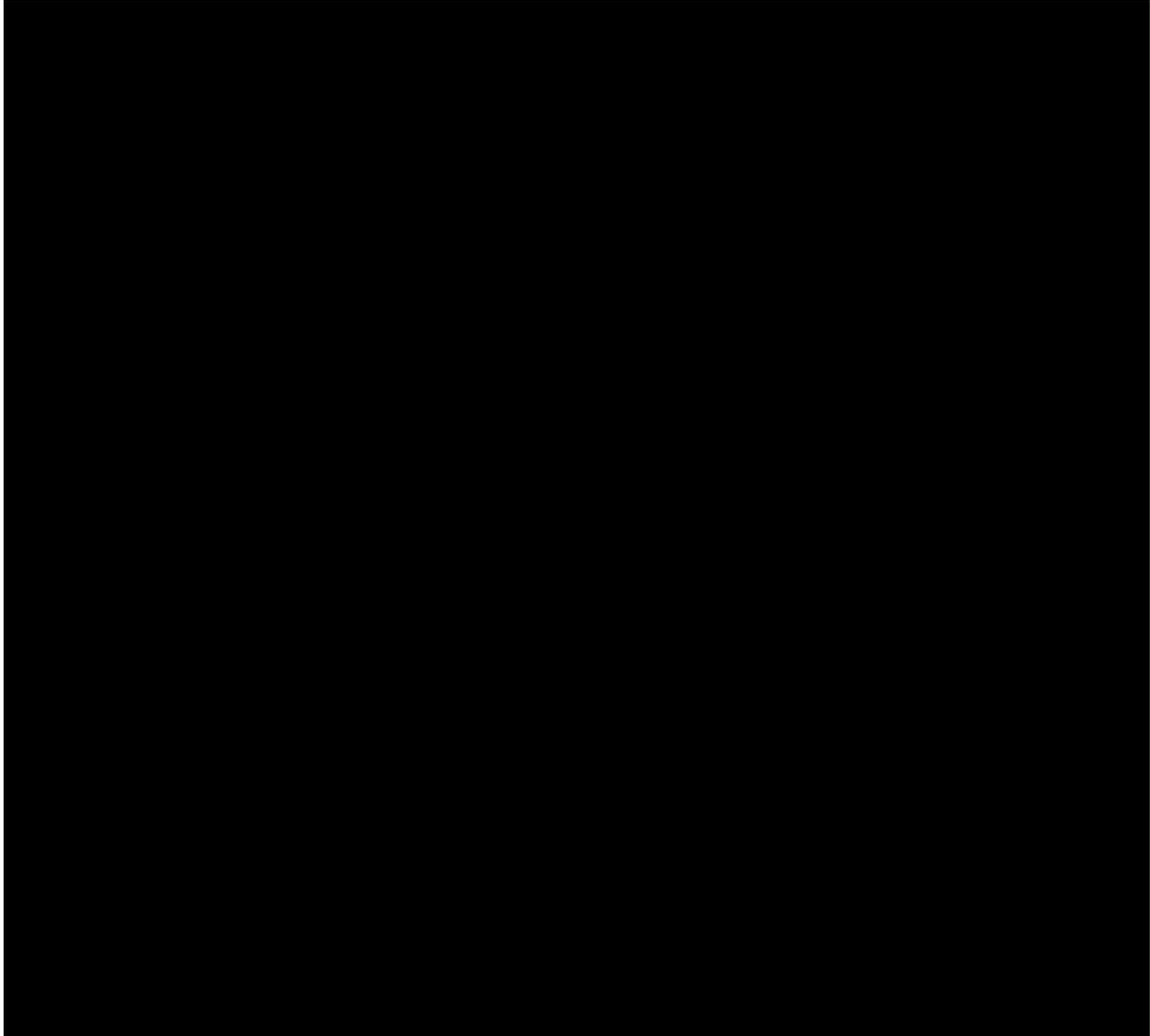
- Habitat avoidance, minimization, and mitigation;
- Cable installation, burial, and maintenance;
- Lighting controls;
- Avian and bat resources;
- Noise and acoustic impacts;
- Marine mammals and sea turtles conservation; and
- Visual impacts.

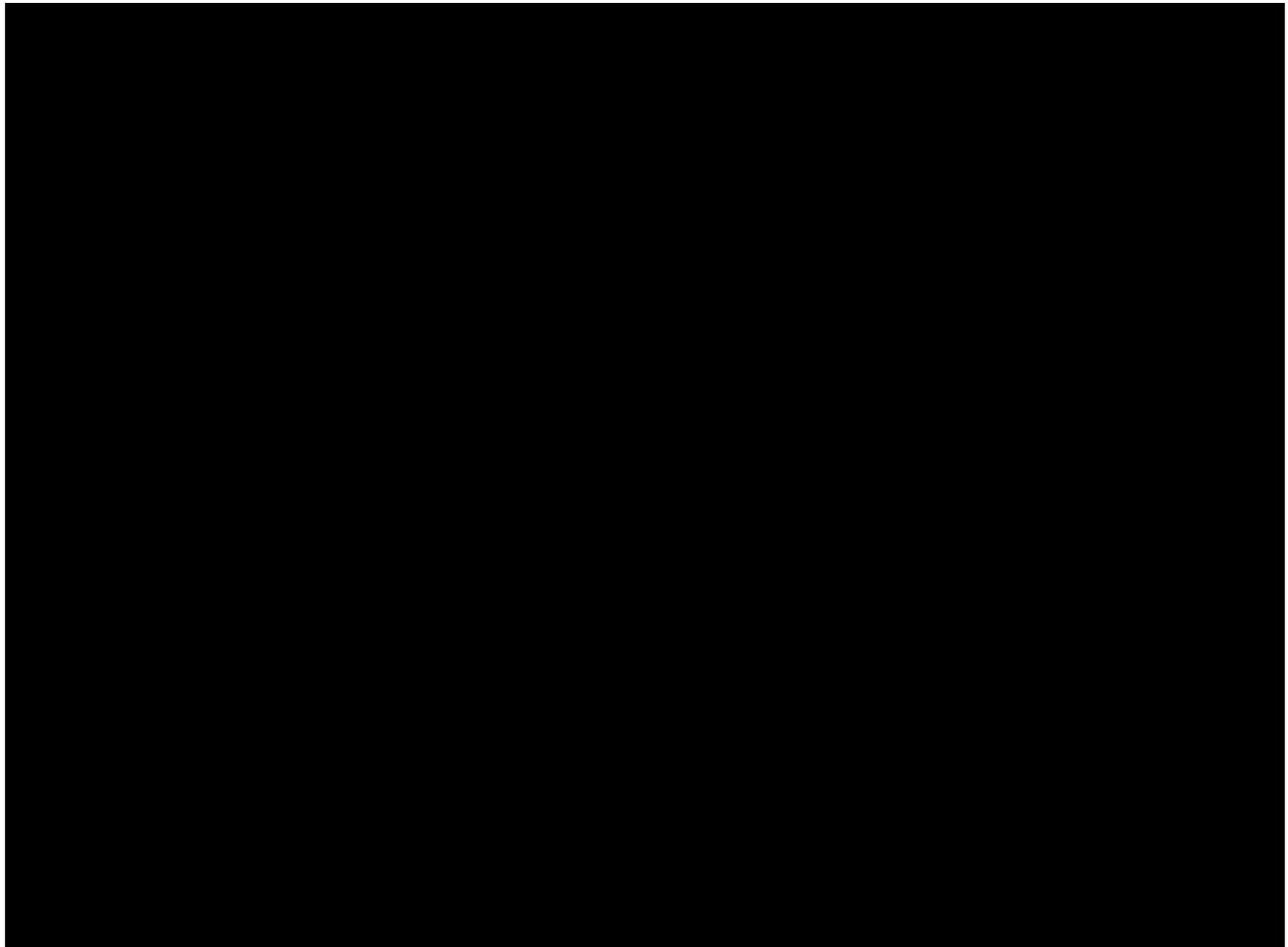
[Redacted text block]

[Large redacted text block]

The EPP outlines this approach and Attentive Energy’s commitment [REDACTED]

[REDACTED] Attentive Energy’s additional environmental and fisheries investments are described in the EPP and FPP, and these investments are summarized in Table 10-1. Attentive Energy’s vision statement for strategic fisheries and environmental investments is presented in Figure 10-1. The EPP is provided as Attachment 10-A.





10.2.1 Leading by example: protecting New Jersey’s resources

New Jersey’s waters are biologically diverse and rich with fisheries and other species, as well as habitat that provide important natural resource and economic value to the State and its residents. Attentive Energy has already taken steps to demonstrate its commitment to these important resources to protect key species.

Attentive on the ground

[Redacted text block]

[REDACTED]

10.3 Emissions impacts for the Project

Attentive Energy commits itself to bringing significant positive change to the energy industry and operates with a high level of sustainability ambitions. The Project will make a valuable contribution to the State of New Jersey’s emissions reduction targets by displacing fossil fuel-fired generation from the electricity sector, resulting in up to [REDACTED] of avoided carbon dioxide equivalent (“CO₂e”) emissions annually. Attentive Energy forecasts the Project to generate up to a cumulative [REDACTED] of CO₂e through development, construction, operational, and decommissioning activities, while simultaneously eliminating up to approximately [REDACTED] of CO₂e. The Project will avoid up to [REDACTED] of CO₂e emissions (i.e., total emissions avoided minus generated Project emissions) [REDACTED] [REDACTED]⁵⁷. Current emissions forecast data is provisional and will be subject to a full Lifecycle Assessment and detailed emissions accounting as the Project progresses. Additionally, Attentive Energy will actively work with supply chain providers and contractors to optimize and manage emissions savings throughout the development of the Project. Detailed information on Project emissions is provided in the EPP.

10.4 Data Management and Availability Plan

Attentive Energy applauds the required inclusion of a Data Management and Availability Plan to describe data standardization, transparency, sharing, and accessibility. Attentive Energy has already taken steps to support the standardization and collection of data to illustrate its commitment to responsible and collaborative offshore wind development. [REDACTED]

[REDACTED]

[REDACTED]

TotalEnergies has several internal requirements for standardization of data collection across its many business units and prides itself on its data transparency, as transparency is an essential principle of action to provide clear information to investors, regulators, and to the public. TotalEnergies adheres to several international reporting standards, sharing data externally through industry associations and via annual public-facing Sustainability and Climate Progress reports. TotalEnergies also has global experience working towards data standardization, including those developed by regulatory agencies and industry associations to make data transparent and accessible. This includes contributing to data standards released by the International Petroleum Industry Environmental Conservation Association and the International Association of Oil & Gas Producers.

Attentive Energy is committed to fostering transparency and accessibility for projects in New Jersey and, more broadly, the Bight and beyond.

- Attentive Energy will seek to promote openness and transparency in data sharing with regulatory agencies, the research community, and the general public by establishing a data sharing process or portal, which is maintained by a Data and Information Officer and updated in a timely manner as new datasets and non-proprietary information becomes available.
- Attentive Energy will work with end users of these datasets and other data products in establishing this process to ensure an agreed upon approach that provides open and convenient accessibility to this information.
- In instances where certain information or Project datasets are kept confidential and not shared openly, Attentive Energy will explain why identified data types are considered commercially sensitive.
- Attentive Energy will seek concurrence from the appropriate state and federal agencies, and the regional science organizations with regards to the data types that may most commonly be subject to restrictions, to reach agreement on data-sharing restrictions.

The Data Management and Availability Plan, which is responsive to Attachment 7 of the SGD, is provided as Attachment 10-B.

10.5 Offshore Wind Infrastructure Monitoring Plan

Attentive Energy has developed a plan for the use of offshore wind infrastructure as environmental and ecological monitoring platforms that can contribute to relevant regional monitoring, observing, and research efforts. As part of this Application, the Project has developed a preliminary plan to guide the use of its offshore wind infrastructure, including turbine arrays, foundations, and substations, as environmental and ecological monitoring platforms that can contribute to relevant regional monitoring, observation, and research efforts. The Offshore Wind Infrastructure Monitoring Plan, which is responsive to Attachment 8 of the SGD, is provided as Attachment 10-C. This preliminary plan considers the entire footprint of the Project, including offshore wind farm area, cable routes, landfall locations, and onshore routes.

Attentive Energy's use of offshore wind infrastructure for environmental and ecological monitoring has been refined in consultation with agencies and research institutions. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]. These conversations have been aimed at ensuring Attentive Energy’s monitoring equipment is able to accurately detect their resource-specific receivers. Attentive Energy is committed to the usability and transferability of environmental data collected to these agencies and research institutions.

[REDACTED]

[REDACTED]

Attentive Energy is investigating co-located monitoring equipment and is exploring what is possible from a technical, safety, and cost-benefit perspective. Investigations into environmental monitoring equipment are in the preliminary stages and Attentive Energy will continue to build this plan based on research conclusions.

The plan is intended to align with the RMI and regional research objectives. The RMI addresses the need for regional research and monitoring of marine and coastal resources during offshore wind development, construction, operation, and decommissioning, as recommended in the New Jersey Offshore Wind Strategic Plan. This initiative is a rigorous scientific approach to uphold the State’s mandate to protect and responsibly manage New Jersey’s coastal and marine resources while supporting the State’s Offshore Wind Economic Development Act, Executive Order (“EO”) 8 and EO 92, and the Energy Master Plan, which respond to climate change and protect the environment for future generations.

10.6 Emissions for Tier 1 facilities and Prebuild

In addition to analyzing Project emissions, Attentive Energy has analyzed emissions associated with the Prebuild Infrastructure. Information on Prebuild Infrastructure emissions is provided with the larger emissions discussion in the EPP. [REDACTED]

[REDACTED]

10.7 References

[REDACTED]

[REDACTED]

[REDACTED]



Section 10: Environmental Protection Plan and Emissions Impacts

List of Attachments

- Attachment 10-A Environmental Protection Plan
 - Appendix A Baseline Environmental Characterization
 - Appendix B Emissions Analysis
 - Appendix C Visibility & Viewshed Impact Study for Lease Area OCS-A 0538
 - Appendix D Class I Renewable Comparison
 - Appendix E Attachment 6 Compliance Matrix
- Attachment 10-B Data Management and Availability Plan
- Attachment 10-C Offshore Wind Infrastructure Monitoring Plan



11

FISHERIES PROTECTION PLAN



Section 11 Fisheries Protection Plan

Attentive Energy is committed to creating collaborative relationships with ocean users and the fishing community. [REDACTED]

[REDACTED] *Attentive Energy has put an emphasis on early, open, and constructive communication with the fishing community since 2018, several years before Lease OCS-A 0538 was awarded. Now a leaseholder, Attentive Energy’s engagement continues to be based on transparency, collaboration, and safety offshore. Fisheries engagement has taken many forms, including meetings with commercial and recreational fishermen in New Jersey and beyond, online survey campaigns with fishermen during the pandemic, attendance at Mid-Atlantic and New England Fisheries Management Council Meetings, and developer-hosted port hours.*

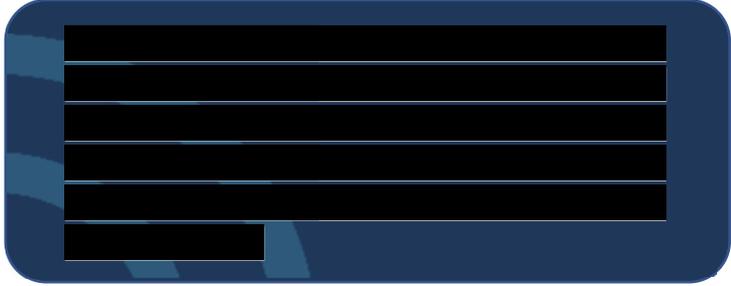
In 2019, Attentive Energy hired its first Fisheries Liaison Officer and commenced outreach guided by its Fisheries Communications Plan. Today, Attentive Energy’s Fisheries Liaison Officer continues to foster collaborative relationships with the fishing community and is based in New Jersey. To facilitate at-sea communication between its survey vessels and fishermen within the Lease Area, Attentive Energy incorporates the use of Onboard Fisheries Liaisons on its survey vessels and partners with Fisheries Representatives to communicate activities more effectively throughout the Project’s development. Attentive Energy is an active participant in various industry associations, including the Responsible Offshore Science Alliance, the Regional Wildlife Science Collaborative, and other groups focused on fisheries stakeholder engagement and responsible offshore wind development. Attentive Energy has also worked closely with state and federal agencies to develop its approach to fisheries monitoring and mitigation, including the BPU, NJDEP, and NMFS.

Building on years of engagement, Attentive Energy is forming collaborative research agreements with fisheries stakeholders and research institutions to collect data in a manner that promotes standardization of methods, surveys, and monitoring plans across the region.

[REDACTED]

11.1 Summary of Fisheries Protection Plan

Two-way communication is vital for fishermen and the offshore wind industry to effectively collaborate throughout all phases of the Project. Attentive Energy’s FPP aims to balance the interests of responsible offshore wind energy development with those of commercial and recreational fishermen who rely on marine resources in the Project Area.



[Redacted text block]

Following the mitigation hierarchy, Attentive Energy will strive to avoid and minimize impacts to fisheries resources. Where impacts cannot be avoided or minimized, Attentive Energy will implement mitigation practices using the FPP as a guide.

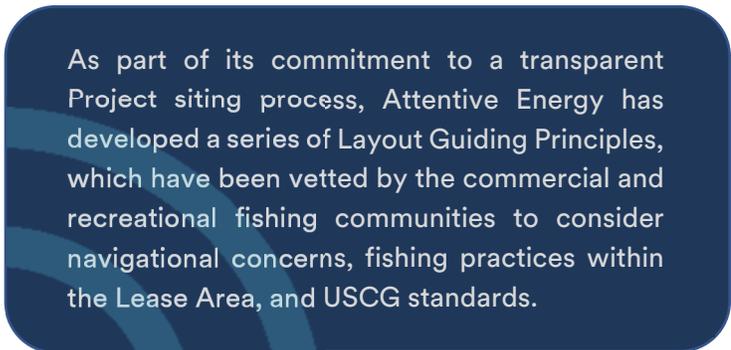
[Redacted text block]

The FPP is provided as Attachment 11-A.

11.1.1 Balancing technical, commercial, and stakeholder interests to ensure safe access to fishing grounds

Throughout the site design process, Attentive Energy will be guided by the objective of ensuring safety for fishermen and other mariners who use, and transit through, the Project Area. Attentive Energy’s goal is to ensure that its offshore wind farm is designed to be conducive to existing fishing practices and other marine uses. Site design will preserve access to fishing grounds to the extent practicable, accommodate current and planned maritime navigation standards, and facilitate search and rescue operations.

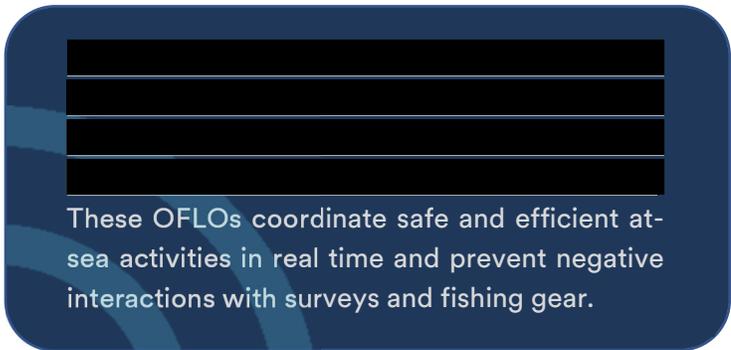
Attentive Energy commits to balancing technical, commercial, and stakeholder interests as the Project layout undergoes further analysis and revision. To inform this process, Attentive Energy is implementing several measures to facilitate two-way communication between the fishing community, mariners, and the Project.



In October 2022, Attentive Energy updated its Fishing Community and Mariner Offshore Wind Survey to seek information specific to vessel activity in and around the Lease Area. To date, the survey has provided important feedback on fishing vessel transit tendencies, including direction and speed, through and around the Lease Area.

Attentive Energy uses a Fisheries Liaison Officer (“FLO”), Fisheries Representatives (“FR”), and Onboard Fisheries Liaison Officers (“OFLO”) to facilitate effective and collaborative communication with fisheries stakeholders. Attentive Energy has already contracted its first New Jersey-based recreational FR, [REDACTED], and is in the process of adding another New Jersey-based commercial FR with an extensive background in the fisheries of the Bight and with firsthand experience in the Lease Area. Additionally, Attentive Energy has contracted [REDACTED] as another commercial FR, which has provided feedback on the most common charter boat and commercial fishing activities in and around the Lease Area from the perspectives of [REDACTED] commercial fishermen. This information, which details the most active charter boat ports, commercial fishing methods, frequently fished ocean contours, and vessel navigation practices, is helping to inform Attentive Energy’s approach to site design and WTG layout. In multiple instances, fishing community representatives have shared unique concerns (e.g., IAC routes aligning with bottom fishing activity, boulders being removed to avoid hang-up risks) that will factor into the development of Attentive Energy’s COP. These partnerships have allowed Attentive Energy to gain an understanding of the recreational and commercial fishing activities taking place within the Lease Area and tap into the concerns of the fishing communities who may be impacted by the Project’s development.

Attentive Energy is currently, and will continue to, deploy OFLOs aboard survey vessels to work with the Project’s FLO to coordinate safe operations, facilitate communications between survey vessels and active fishermen, and avoid fishing gear conflicts. Each OFLO brings recent (i.e., within the last five years) fishing experience in the Bight to Attentive Energy’s on-water survey activities, helping to reduce gear entanglement risks and support employment opportunities for fishermen in offshore wind. [REDACTED]



[REDACTED]

These OFLOs coordinate safe and efficient at-sea activities in real time and prevent negative interactions with surveys and fishing gear.

[REDACTED]

[REDACTED]

[REDACTED]



Attentive Energy at the 152nd American Fisheries Society Annual Meeting

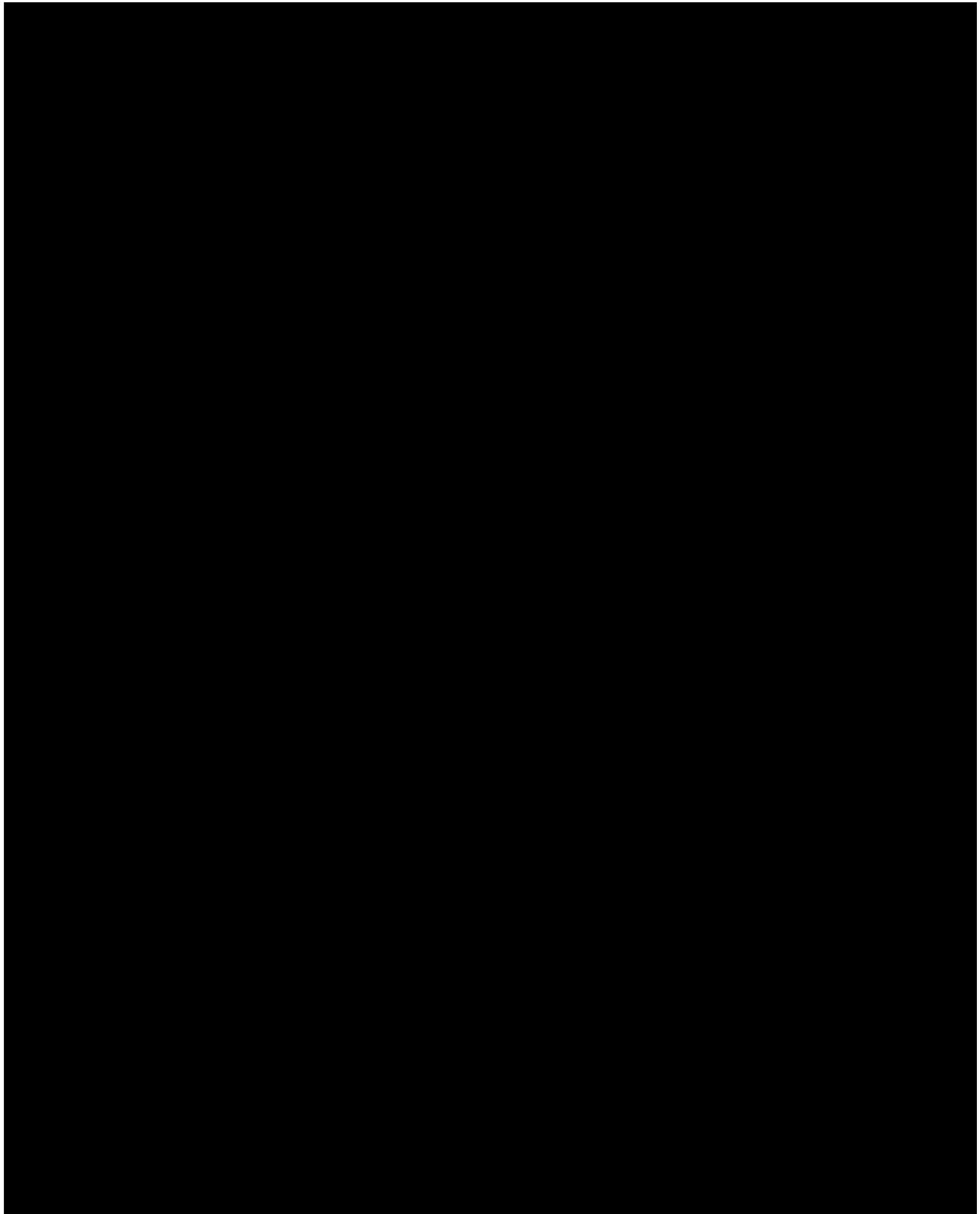
11.1.2 Key species

In the Project Area, Atlantic sea scallop and surfclam fisheries, which use dredge fishing methods (e.g., hydraulic dredges for surfclams), are the most economically important species currently targeted by the commercial fishing industry. Although a variety of species are targeted within the Lease Area, Atlantic sea scallop and surfclams generate the most income from within the Lease Area at approximately \$4.4 million per year and \$77,000 per year, respectively.⁵⁸ Recreational and for-hire vessels target a variety of species within the Lease Area and many transit through targeting highly migratory species.

Attentive Energy is designing the Project to protect these species and other fisheries resources off the coast of New Jersey to promote an offshore wind industry that is responsible and sustainable. Through steady engagement with the recreational and commercial fishing communities, active support of regionally impactful fisheries research and monitoring, and participation in collaborative regional organizations, Attentive Energy seeks to extend its impact across the Bight and protect fisheries that are not only targeted within the Lease Area, but across the region.

[REDACTED]

⁵⁸ NMFS 2023



[Redacted text block]

[Redacted text block]

[Redacted text block]

Attentive Energy will continue its longstanding collaboration with other offshore wind developers in the Bight and in other regions throughout the U.S. to ensure that information (including fisheries data) is publicly available to fishermen and other stakeholders, as appropriate. Following an award through this Solicitation, Attentive Energy will develop an Adaptive Fisheries Monitoring Plan informed by collaboration with the BPU, NJDEP, NMFS, and regional science entities to detect impacts to marine fisheries. Attentive Energy will also develop an Adaptive Fisheries Mitigation Plan with input from stakeholders and in collaboration with the BPU, NJDEP, NMFS, and regional science entities.

11.2 References

NMFS (National Marine Fisheries Service). 2023. Descriptions of Selected Fishery Landings and Estimates of Vessel Revenue from Areas: A Planning-level Assessment. March 1. Available online at: https://www.greateratlantic.fisheries.noaa.gov/ro/fso/reports/WIND/WIND_AREA_REPORTS/com/OCS_A_0538_Attentive_Energy_com.html.

Section 11: Fisheries Protection Plan

List of Attachments

- Attachment 11-A Fisheries Protection Plan
 - Appendix A Baseline Environmental Characterization
 - Appendix B Fisheries Communication Plan

12

PROJECT TIMELINE



Section 12 Project Timeline

The Project's schedule is the product of comprehensive multi-disciplinary reviews factoring in the current maturity of the Project, years of experience with successful delivery of offshore large-scale projects, and market inputs from suppliers, OEMs, community allies, and permitting agencies.

Attentive Energy's COD [REDACTED] is based on an intensive review of interdependencies, logic ties, and expected durations of Project activities, including design, permitting, financing, procurement, fabrication, installation, and commissioning activities. [REDACTED]

Attentive Energy has an in depth understanding of the market related to the procurement of equipment and material for the Project. This is made possible by TotalEnergies' significant scale and market share, and Corio's extensive global experience, enabling it to negotiate preferential delivery terms with early commitments to secure delivery milestones as necessary, [REDACTED]

Attentive Energy will continue to thoroughly develop and maintain the Project's program of activities to ensure effective use of Project resources and timely interface with key suppliers and stakeholders, and to provide confidence to New Jersey that Attentive Energy will deliver on its promises and reach timely commercial operations to contribute to New Jersey's goal of 11,000 MW of offshore wind by 2040.

Attentive Energy has a demonstrated history of applying for and securing the required approvals and permits in a timely fashion. Despite only having secured the Lease Area in early 2022, Attentive Energy is already well into a second full year of at-sea surveys, which required Benthic and Geophysical and Geotechnical Survey Plan approvals, Incidental Harassment Authorizations, and extensive engagement with Tribal Nations and interested stakeholders. Attentive Energy is also well on its way to securing approval of the Site Assessment Plan; [REDACTED]

Attentive Energy will thoroughly develop and maintain the Project's schedule to ensure effective use of Project resources and timely interface with key suppliers and stakeholders, thereby providing confidence to New Jersey stakeholders that Attentive Energy will deliver on its promises. In accordance with resource planning needs, Attentive Energy Two will be staffed with appropriate personnel throughout each phase of the Project, supported by its Sponsors, including technical, procurement, and project control specialists within TotalEnergies and Corio.

Attentive Energy benefits from TotalEnergies' and Corio's collective global experience in multi-energy project development and execution and, more specifically, portfolio synergies with joint Sponsor offshore wind projects like West of Orkney and Outer Dowsing progressing in other markets on a similar timeframe.

12.1.2 Ability to meet COD

Attentive Energy's COD milestone is based on an intensive review of interdependencies, logic ties, and expected durations of Project drivers, including design, permitting, financing, procurement, fabrication, installation, and commissioning activities. These activities are both driven by Attentive Energy and informed by established durations for processes led by external stakeholders.

[Redacted content]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Procurement planning and capabilities to ensure project delivery

Attentive Energy has a robust understanding of the market related to the procurement of equipment and material for the Project. This is made possible through its Sponsors’ collective scale and market shares, enabling it to take advantage of existing global supplier agreements and negotiate preferential delivery terms with early commitments to secure delivery milestones, as necessary. Attentive Energy has performed detailed due diligence and design development around federal and state waters, as well as onshore portions of the Project to mitigate risks related to route viability, onshore cable landing, Prebuild Infrastructure development, the converter and related AC facilities, interconnection, and POI development.

To date, Attentive Energy has performed various engagements, consultations, and other activities to create and validate the Project’s schedule, including:

- Preparing and initiating a multi-year G&G survey schedule for the Lease Area and ECR to meet agency requirements for phased development. Of note, Attentive Energy has already completed its first year of surveys and has commenced its second-year campaign, well ahead of other new leaseholders in the Bight. This multi-year survey schedule also informs the procurement strategy;
- Preparing detailed timelines for environmental surveys and studies, as well as anticipated federal and state agency reviews based on previous project timelines, discussions with agencies and technical working groups, established regulatory timelines, and the incorporation of tools and processes aimed at improving efficiencies during the permitting process. Of note, as discussed in Section 1, Attentive Energy’s Permitting and Development Director has already led the submission of two COPs and a SAP for a New Jersey offshore wind project;
- Reviewing and incorporating federal and state time of year restrictions to minimize effects to sensitive species;

- Leveraging Sponsors' global procurement teams to incorporate the latest market intelligence on fabrication and installation durations, manufacturing capacity reservations, and early commitments on long lead items; and

[Redacted text block]

[Large redacted text block]

[Redacted text block]

[REDACTED]

12.2 Implementation plan and schedule

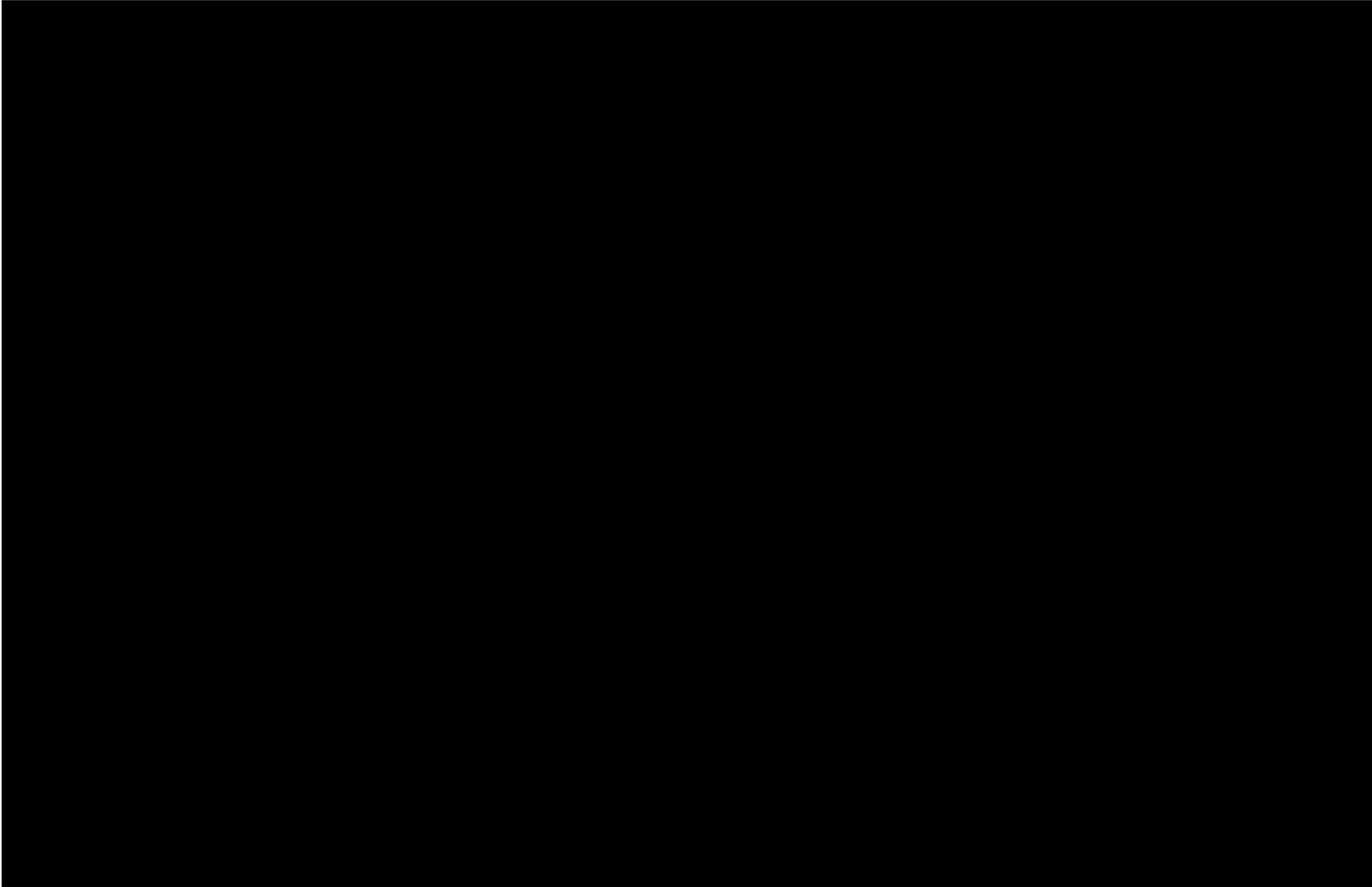
The Project is comprised of four high-level phases, as illustrated in Figure 12-1.

12.2.1 Overview of critical path

[REDACTED]

[Redacted text block]

[REDACTED]





12.3 Equipment delivery

[Redacted text block]

[Redacted text block]

12.4 Main schedule activities and aggregate time requirements

[Redacted text block]

12.4.1 Commercial activities

[Redacted text block]

[Redacted text block]

Lease and land agreements, including right-of-way acquisition timeline

For the Project, Attentive Energy will utilize the Prebuild Infrastructure awarded by the BPU for the onshore cable and duct banks to route energy from the Sea Girt NGTC to the onshore converter station. Regardless of who is selected to build the Prebuild Infrastructure, Attentive Energy will need to pull cable and construct its onshore converter station. Attentive Energy assumes that no additional land will be required for the Project for the onshore converter station other than as provided by MAOD at the LCS location. Attentive Energy understands that awarded Qualified Projects will not need to acquire land at/near the LCS for their HVDC converters, and MAOD is responsible for the land acquisition, site preparation (e.g., tree clearing, clearing and grading with native soil, seeding, temporary fencing), and access roads.

[Redacted text block]

OCS Lease Area and generator lead line right-of-way (federal and state waters)

Attentive Energy is the leaseholder of BOEM Lease Area OCS-A 0538, which grants the Applicant rights to 84,332 acres of the seabed for the development of offshore wind renewable energy.⁶¹ Pursuant to the Lease, Attentive Energy has the right to submit for approval of a SAP and COP for the Project. Once approved, Attentive Energy can conduct respective Project activities in accordance with those approved plans.

The executed lease agreement additionally grants Attentive Energy the right to one or more project easements in federal waters, without further competition, for the purpose of installing transmission cables on the outer continental shelf, as necessary for the full enjoyment of the Lease.

Attentive Energy filed its SAP in January 2023, [Redacted]

Attentive Energy will obtain additional permits and approvals, as necessary, from the USACE, USCG, U.S. Department of Defense (“DOD”), and others. Section 14 provides a complete description of federal permitting requirements and progress.

[Redacted text block]

⁶¹ The No Surface Occupancy area along the southern perimeter of the Lease Area totals 4,894 acres, leaving 79,438 developable acres.

[Redacted text block]

12.4.2 Interconnection

[REDACTED]

The BPU interconnection process and interconnection service agreement

Attentive Energy grounds its interconnection strategy and timeline in extensive engagement with the BPU and PJM on the Project's overall Interconnection Plan. [REDACTED]

[REDACTED]

[REDACTED]

12.4.3 Permitting

[REDACTED]

[REDACTED]

SAP

Attentive Energy understands the importance of good communication when planning for site characterization and assessment activities. [REDACTED]

[REDACTED]

COP and NEPA process

Submittal of a complete and sufficient COP

Since Lease execution, Attentive Energy has been planning and preparing for the submission of the COP that will be deemed complete and sufficient by BOEM (i.e., that will provide the information needed by BOEM to start the NEPA review of the Project). [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

BOEM evolving guidance on NOI checklist

BOEM released a draft NOI Checklist in October 2022 that identifies the necessary COP components and supporting materials to move forward with the publication of an NOI to prepare an EIS for the Project. Attentive Energy has participated in meetings with BOEM and working groups to help guide the development and understand the requirements of the NOI Checklist. [REDACTED]

[REDACTED]

Expected departure requests

Several large-scale and long-term survey efforts are necessary to characterize the Lease Area and potential ECRs for the Project. [REDACTED]

[REDACTED]

[REDACTED]

BOEM New York Bight PEIS and Tiered Project EIS

BOEM is preparing the draft New York Bight PEIS that aims to expedite the follow-on required NEPA review for the Project. [REDACTED]

[REDACTED]

New Jersey permitting

To deliver offshore wind energy from the Lease Area to New Jersey, a number of permits, approvals, and consultations will be required from the State for Project activities in State waters, along New Jersey’s coast, and on land. [REDACTED]

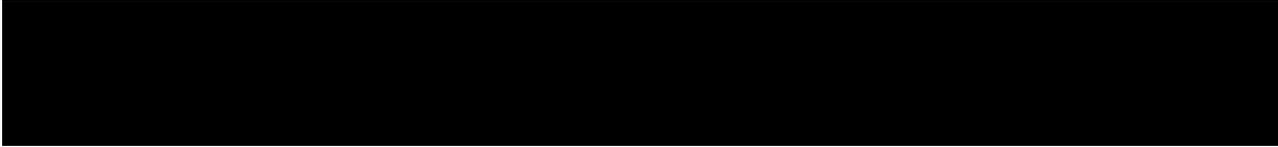
[REDACTED]

Other federal, state, and/or local permits

During the COP review, BOEM will coordinate and consult with numerous other federal agencies, including the NMFS, USFWS, USACE, EPA, and USCG. When appropriate, BOEM will also coordinate with states under the CZMA to ensure that a project is consistent with state-level coastal zone management plans. [REDACTED]

[REDACTED]

12.4.4 Environmental studies and surveys



Environmental and cultural surveys

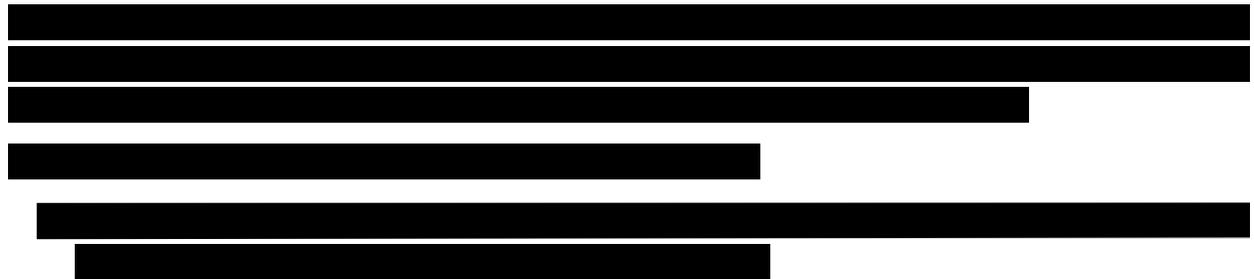
Attentive Energy has made significant progress on cultural resource investigations for the Project in the Lease Area and federal and state waters, providing confidence in its ability to submit complete and sufficient applications and de-risk the mitigation process under Section 106 of the National Historic Preservation Act. These include marine archeological surveys, both in the Lease Area and for ECRs.

As part of its initial due diligence in advance of the February 2022 BOEM lease auction, as referenced in Section 2, Attentive Energy performed a cultural viability assessment of all the lease areas in the Bight. Attentive Energy shared the information gained through this assessment for the Lease Area with Tribes and agencies, and this information informed Attentive Energy’s G&G survey planning as Attentive Energy identified preferred geotechnical sampling locations for its survey activities.

Attentive Energy has already identified and started planning many of the environmental and cultural studies and surveys that it will perform in the coming years to support development of the COP. Based on the current understanding of onshore and offshore areas relevant to the Project, these studies and surveys would include a visual impacts assessment, a historic visual effects assessment, offshore bat surveys, in-air acoustic assessments, terrestrial (i.e., archaeological, physical, and biological) resources studies and surveys, and SAV surveys. Ongoing resource investigations and coordination with agencies will inform the scope and extent of these studies and surveys.

Geophysical, geotechnical, and benthic surveys

Attentive Energy is following a phased approach for site characterization and data collection within the Lease Area and along potential ECRs. [REDACTED]



[Redacted]

12.4.7 Execution

[Redacted]

Manufacturing, assembly, and fabrication

Duration assumptions are based on information received from suppliers and contractors through extensive RFI processes, benchmarked with Sponsors’ internal global databases and experience, and further supported and verified by Sponsors’ Subject Matter Experts (“SME”). [Redacted]

[Redacted text block]

[Redacted text block]

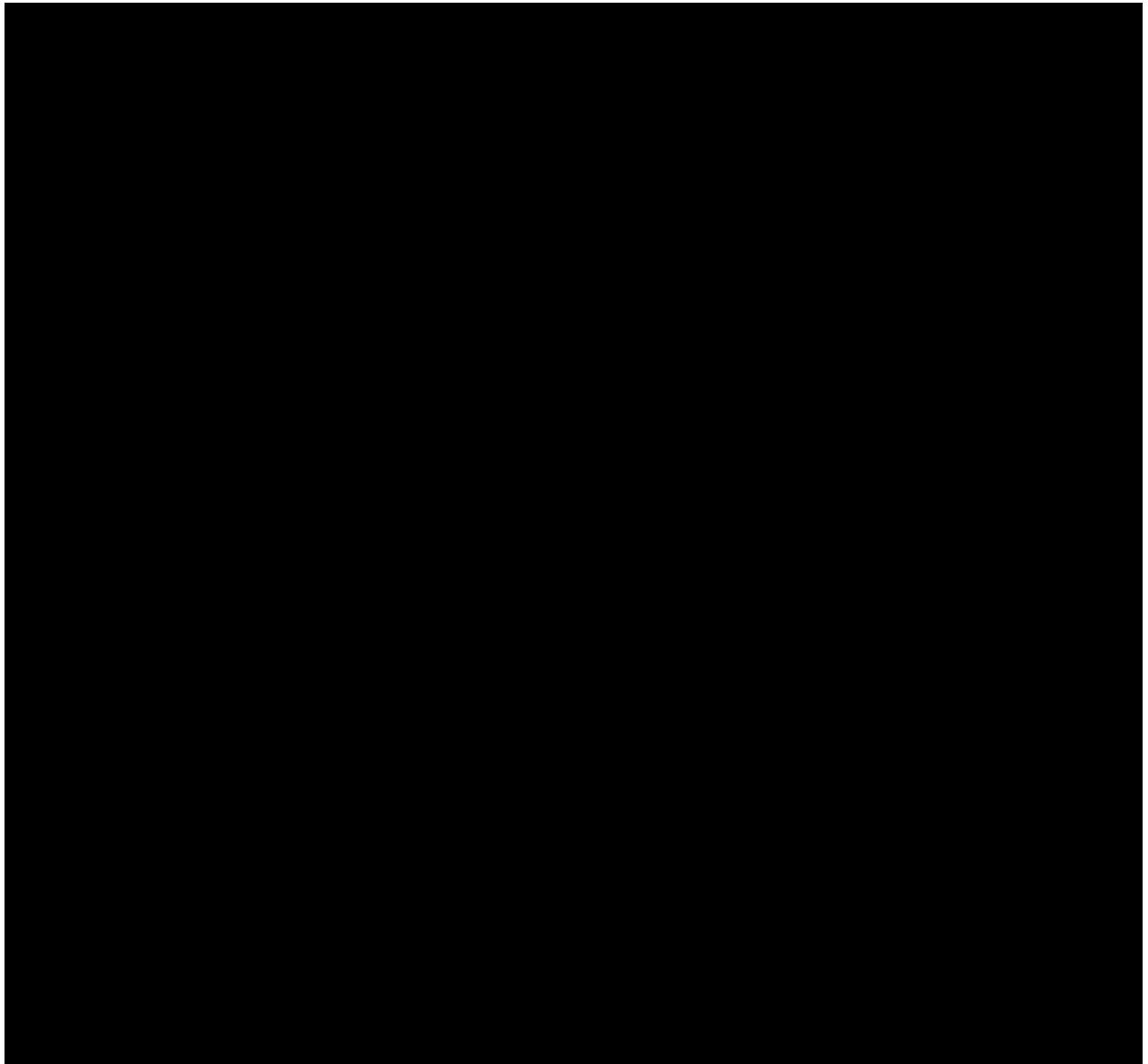
Installation

TotalEnergies and Corio, combined, have one of the largest offshore wind portfolios globally, with approximately 40 GW, [Redacted]. Attentive Energy’s installation assumptions are based on the Sponsors’ joint and separate execution experience, including duration estimations based on recent experience such as the Seagreen and Formosa 2 projects. Attentive Energy’s schedule will continue to benefit from ongoing and future Sponsor projects around the globe.

[Redacted text block]

Commissioning

The commissioning of the entire installation will require a closely collaborated effort between onshore and offshore equipment and systems. The commissioning activities are broken down into three categories as outlined below.

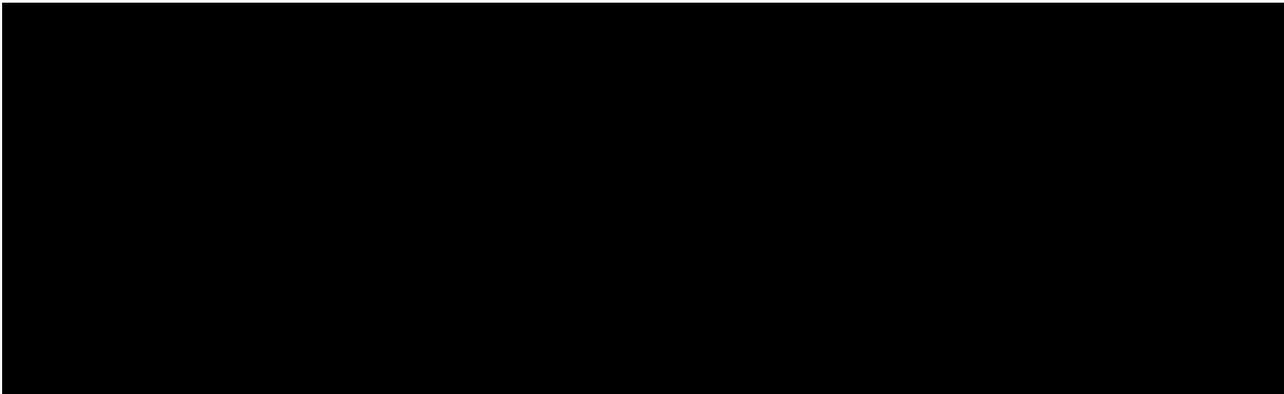


All required grid injection tests will be performed as per applicable standards and requirements, and in close coordination with PJM, JCP&L, and any affiliated balancing authorities that are part of the regional transmission network. The schedule of these tests is detailed in Attachment 12-A.

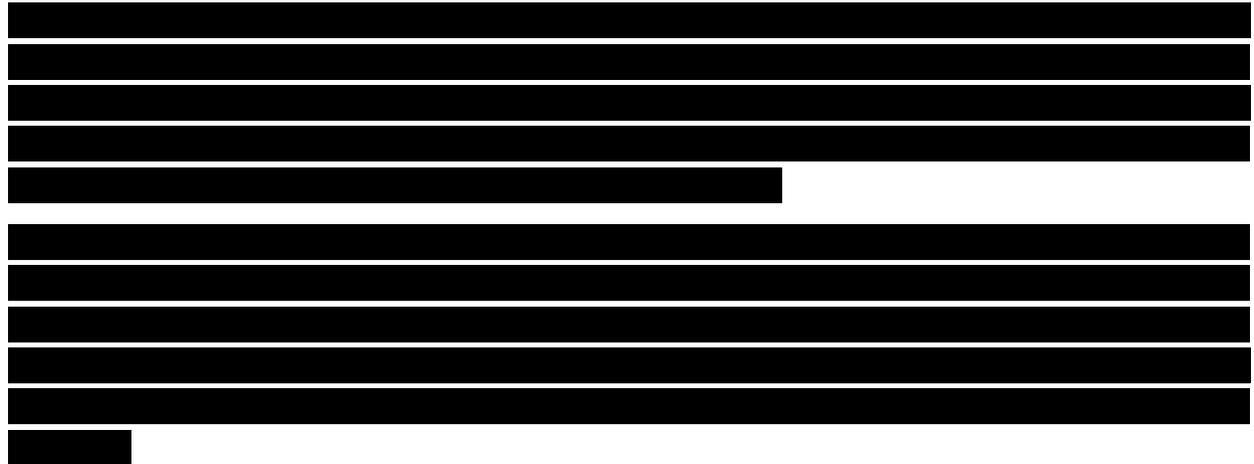
Decommissioning

The decommissioning plan is provided in Section 16. [Redacted]

12.4.8 Offshore construction windows



Attentive Energy understands the technical, regulatory, and stakeholder considerations associated with timing and restrictions for offshore construction activities. Attentive Energy will continue to engage with regulatory agencies, environmental organizations, and other stakeholders to develop an installation campaign that helps meet the objectives outlined in the EPP. [REDACTED]



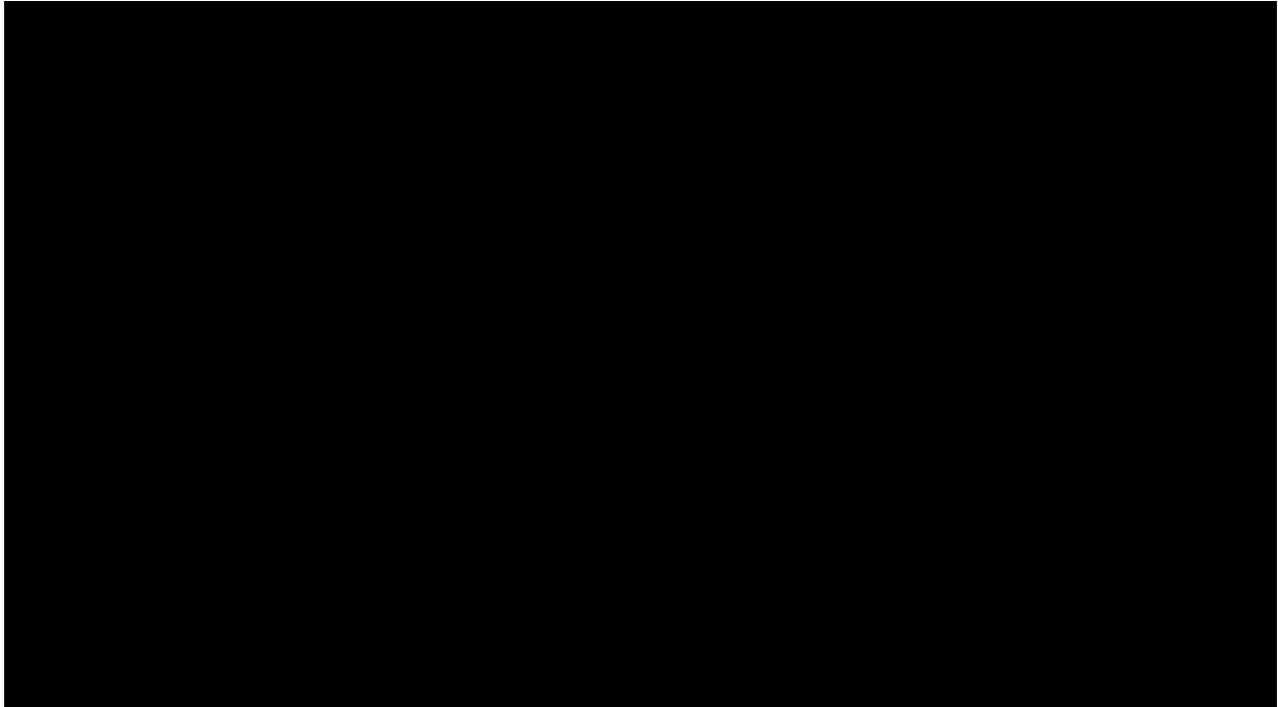
In addition to these environmental and regulatory considerations, Attentive Energy has planned its development and installation schedules, taking into account that there are technical limitations or inefficiencies associated with working offshore during times of the year with harsher weather conditions. Attentive Energy has planned certain key activities to avoid the winter months, in particular, for those installation activities that require trans-shipment activity.

12.5 Identification and mitigation of risks and potential sources of delay

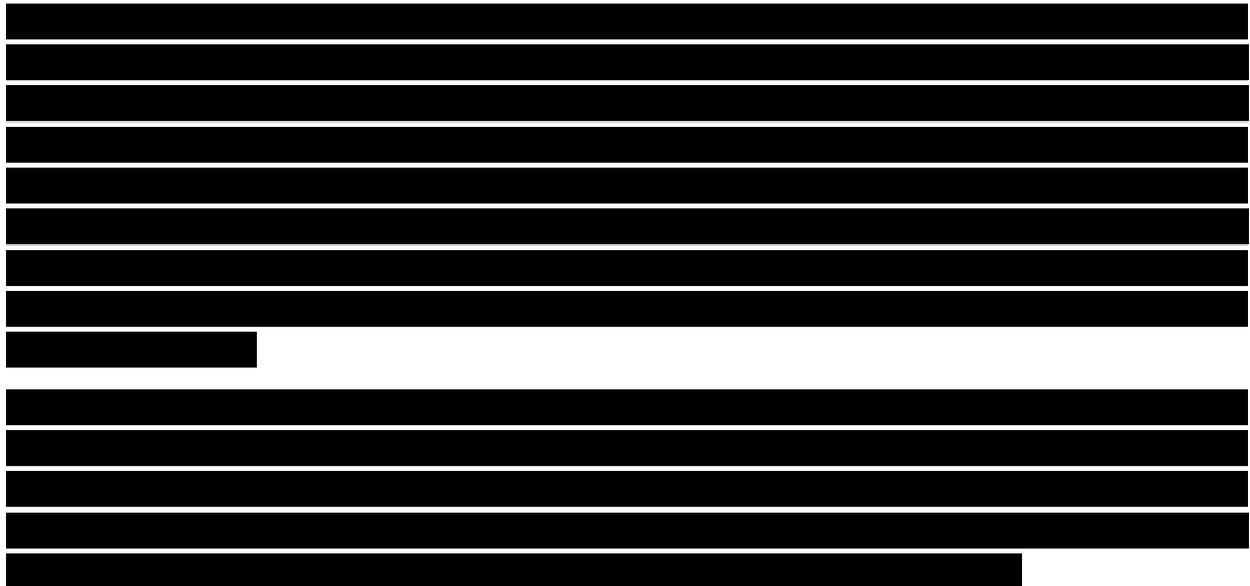
Attentive Energy has identified potential risks and sources of delay in the Project schedule, how these delays could be mitigated, and impacts to the overall schedule if these risks are realized. These risks are influenced by market conditions, local authority responsiveness, survey findings, weather conditions, contractor performance, and grid availability for interconnection, among other things. The list of risks provided in Table 12-3 is not exhaustive, but, rather, a selection of key foreseeable events that could impact the Project’s schedule. These risks are being closely monitored and will continue to be throughout the duration of the Project, and the risks are being actively mitigated.

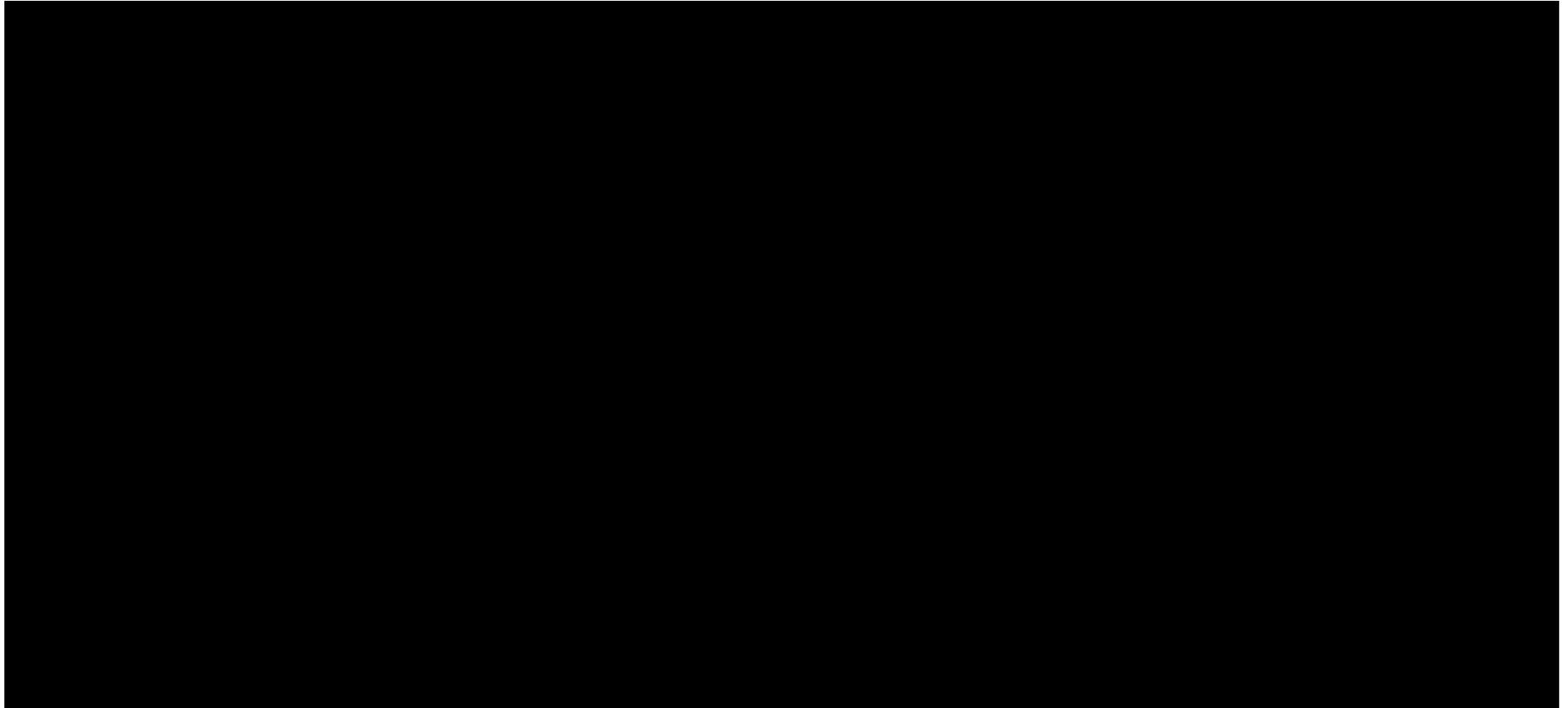
[Redacted text block]

[Large redacted text block]



12.6 Prebuild development timeline





12.6.1 Commercial activities

[Redacted]

Lease and land agreements, including right-of-way acquisition timeline

[Redacted]

12.6.2 Permitting activities

[Redacted]

12.6.3 Engineering and design

[Redacted]

[Redacted text block]

12.6.4 Procurement

[Redacted text block]

12.6.5 Execution, construction, and installation

[Redacted text block]



Section 12: Project Timeline

List of Attachments

Attachment 12-A Attentive Energy Two Project Schedule

Attachment 12-B Schedule for Prebuild Infrastructure Option

13

INTERCONNECTION PLAN



Section 13 Interconnection Plan

With this Interconnection Plan, Attentive Energy presents a robust approach to interconnecting to the PJM grid, meeting all regulatory requirements and making efficient use of the SAA solution, the Larrabee Tri-Collector Solution, which provides a single POI for offshore wind. Attentive Energy's interconnection strategy is built upon years of active engagement and Sponsor activity with projects in the PJM queue, input into New Jersey's offshore wind generation and interconnection planning process, and a deep understanding of evolving PJM processes. Already, Attentive Energy has consulted with the BPU, the Department of Military and Veterans Affairs, Mid-Atlantic Offshore Development, and PJM Transmission Planning groups.

The Project will utilize HVDC technology, facilitating a more cost-effective and efficient approach to delivering clean electrons from the Lease Area than traditional AC technology. The Project is also Offshore Transmission Network Ready, designed to be a part of a future interconnected offshore transmission system—an effort implemented now to facilitate a future-proofed offshore network as more offshore wind comes online.

In this Application, Attentive Energy also presents an option for construction of the Prebuild Infrastructure, an approach that will minimize community disruptions, permitting risks, and adverse environmental impacts, all of which are priorities for the Attentive Energy Two Project. Early diligence on Prebuild has allowed Attentive Energy to identify possible configurations and build intrinsic flexibility into the Project design, facilitating the Project's ability to be compatible with another developer's Prebuild Infrastructure design.

Attentive Energy is a team comprised of professionals who know New Jersey's transmission system. With experience in linear onshore transmission projects in PJM, substation expansion projects in JCP&L service territory, large-scale HVDC projects, and offshore transmission development to support the State's offshore wind program, the team is prepared to deliver on the Project's interconnection strategy to facilitate the delivery of clean, reliable, and affordable energy to homes and businesses while ensuring SAA compliance and leveraging efficiencies in the PJM interconnection process.

13.1 Attentive Energy Two interconnection

Offshore wind has become an increasingly important component of New Jersey’s renewable energy portfolio, and the State has set ambitious targets to achieve 11 GW of offshore wind capacity by 2040. However, the reliable and efficient delivery of this energy to the grid presents a significant challenge, one that many offshore wind projects in the U.S. have faced, and a challenge that Attentive Energy has studied closely. With this Interconnection Plan, Attentive Energy presents a robust approach to interconnecting to the PJM grid, meeting all regulatory requirements and making efficient use of the SAA solution, the Larrabee Tri-Collector Solution, which facilitates efficient grid connection with a single POI for various gigawatts of offshore wind energy. Attentive Energy’s Interconnection Plan is built upon active engagement and input into New Jersey’s offshore wind generation and interconnection planning process well before acquiring the Lease Area.

In developing its interconnection strategy, Attentive Energy consulted directly with the BPU, New Jersey Department of Military and Veterans Affairs (“DMAVA”), and the PJM Transmission Planning groups. This close coordination will enable the delivery of clean, reliable, and affordable energy to homes and businesses while taking advantage of efficiencies in the PJM interconnection process.

Attentive Energy is a team comprised of professionals who know New Jersey’s transmission system. With experience in onshore transmission projects in PJM, substation expansion projects in Jersey Central Power & Light Company (“JCP&L”) service territory, large-scale HVDC projects, and offshore transmission development to support the State’s offshore wind program, the team is prepared to deliver the Project’s interconnection activities on time and in compliance with applicable regulations.



Attentive Energy team visiting an HVDC cable manufacturing site

13.1.1 Leveraging coordinated transmission to minimize environmental impacts, community disruptions, and permitting impacts

Attentive Energy applauds the BPU’s plan for utilizing the SAA as a regulatory framework to plan and develop transmission infrastructure for renewable energy projects. An important benefit of the Larrabee Tri-Collector Solution is that it enables the potential consolidation of shore crossings and onshore cable routes for clean offshore wind energy to interconnect to the onshore grid. In this Solicitation, the incorporation of the Prebuild Infrastructure concept was introduced to facilitate a single Qualified Project to construct the necessary duct banks and access cable vaults for itself as well as for the other projects awarded by the BPU to fully utilize the Larrabee Tri-Collector Solution. Cables will be routed onshore to the LCS, a new substation adjacent to the existing JCP&L Larrabee Substation that represents the predominant portion of the Larrabee Tri-Collector Solution.

The onshore transmission consolidation approach facilitated by the SAA process will minimize community disruptions in Monmouth County, permitting risks, and adverse environmental impacts, all of which are priorities to the Attentive Energy Two Project.

The Project will utilize HVDC technology, facilitating a more cost-effective and efficient approach for delivering clean electrons from the Lease Area when compared to traditional AC technology. The Project is also OTN Ready, designed to be a part of a future interconnected offshore transmission system in which individual offshore platforms are linked by cables to create a means for power to flow between adjacent offshore platforms.



13.1.2 Prebuild Infrastructure

In this Application, Attentive Energy presents an option for construction of the Prebuild Infrastructure from the Sea Girt NGTC, the point at which the transmission cables from each Qualified Project make landfall and cross the shore, to the Point of Demarcation, the location representing the terminus of the Prebuild Infrastructure, which will be at or near the LCS. The Prebuild Infrastructure involves only the necessary infrastructure to house the transmission cables, and it does not include the cables themselves.

13.1.3 Early and active engagement is at the heart of Attentive Energy Two

Early and frequent engagement is ingrained into the Project’s interconnection strategy, and Attentive Energy has already taken steps to ensure local officials have the opportunity to ask questions, provide feedback, and make recommendations for how best to structure its approach to the development,

[REDACTED]



Members of Attentive Energy’s interconnection team at NJIT for the New Jersey Offshore Wind Bootcamp Training

Attentive Energy has designed the Project’s offshore and onshore ECR to consider lessons learned from previously awarded offshore wind projects and from TotalEnergies’ global experience in route selection for offshore and onshore oil and gas pipelines. The route development follows engineering best practices and takes into account input from survey activities and stakeholder feedback while implementing the mitigation hierarchy to avoid, minimize, and then mitigate for any potential impacts.

[REDACTED]

[REDACTED]

[REDACTED]

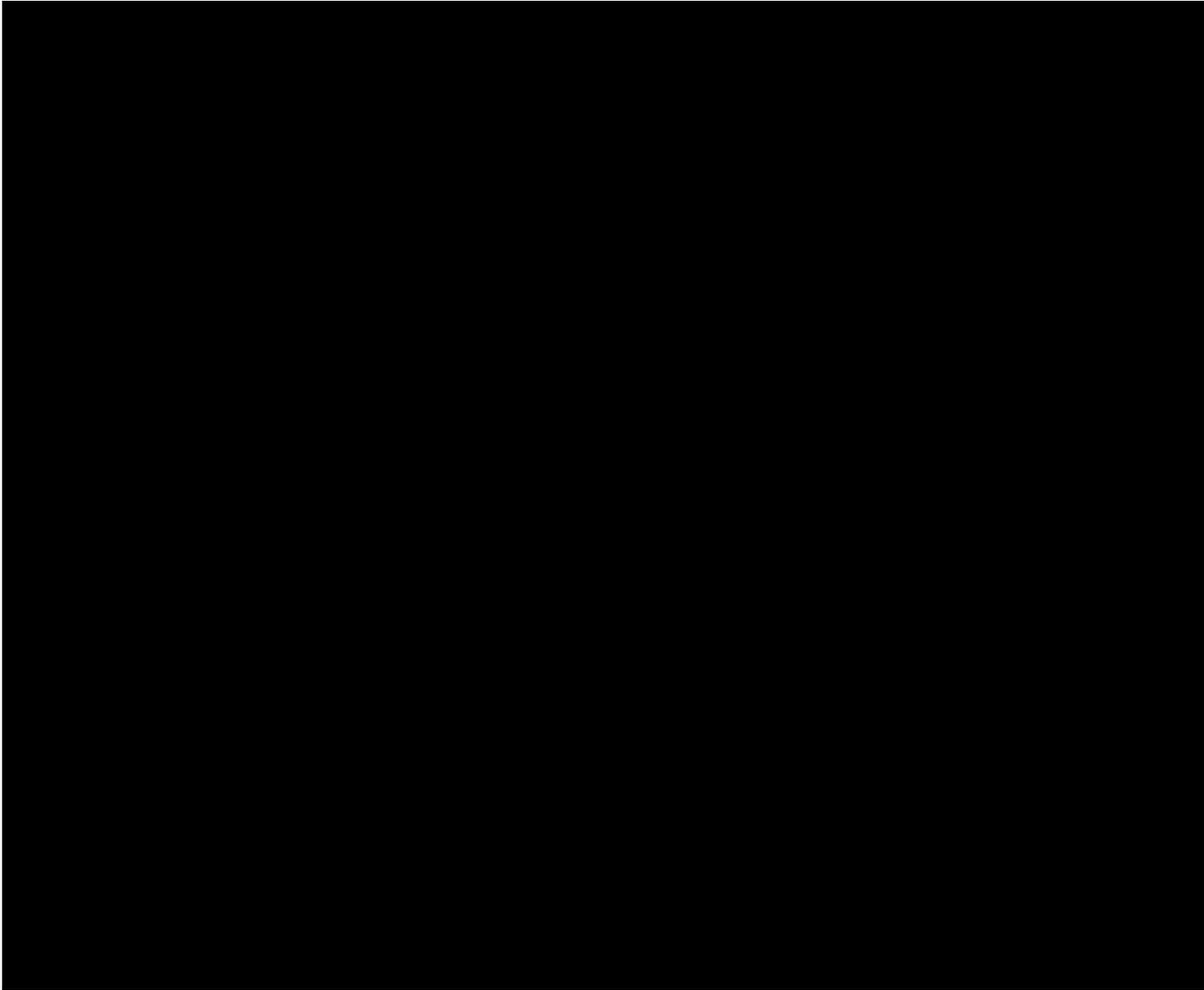
13.2 Interconnection strategy and basis of design

Attentive Energy's Interconnection Plan is built upon years of active participation in New Jersey's offshore wind generation and PJM interconnection planning processes and leverages TotalEnergies' experience and rapidly growing presence in the PJM market. [REDACTED]

[REDACTED]

[REDACTED]

Table 13-2 identifies the engagements by Attentive Energy with entities at different levels to support the development of this Interconnection Plan. These meetings have helped to ensure adequate consultation on both technical engineering as well as regulatory framework topics. Table 13-2 also outlines meetings with town mayors and assemblymen, in which Attentive Energy’s technical team has actively participated. Proactively engaging with communities on the Project’s design helps the Attentive Energy team develop solutions to technical challenges like cable routing and potential construction impacts from the route and landfall. The LCS will be the POI for the Project, and per SAA Agreement Docket ER23-775⁶⁴, PJM’s analysis suggests that this provides an excellent platform for accessing additional headroom on the PJM system with modest additional upgrades in the future.



⁶⁴ PJM 2023a

13.2.1 Transmission lines and points of interconnection

On October 26, 2022, the BPU issued an order selecting the Larrabee Tri-Collector Solution, an SAA proposal jointly submitted by MAOD and JCP&L, as the offshore wind transmission solution for the State. In addition, the BPU awarded smaller onshore grid upgrade projects to Atlantic City Electric, BGE, LS Power, PECO, PPL, PSE&G, and Transource. These upgrades are needed to enable the capacity injection afforded by the Larrabee Tri-Collector Solution. Together, the Larrabee Tri-Collector Solution and various onshore projects represent over \$1 billion in infrastructure projects and provide 4,890 MW of injection capacity for interconnecting offshore wind projects to the State of New Jersey.

The MAOD-JCP&L Option 1b Solution includes a “tri-collector” that distributes injected power from the LCS to three existing POIs on PJM’s grid, utilizing JCP&L’s existing transmission ROWs. These POIs are the Smithburg 500 kV substation (“Smithburg”), the Larrabee 230 kV substation (“Larrabee”), and the Atlantic 230 kV substation (“Atlantic”). MAOD designed the LCS to operate during normal conditions with each transmission circuit electrically separate, feeding the output of one offshore wind generation project into one of the three HVAC cables of the Larrabee Tri-Collector Solution. This design provides a single collector station for three offshore wind generators to physically connect their HVDC converter stations to the grid, but then keeps those injections electrically separate and connected to three separate POIs.

The predominant portion of the Larrabee Tri-Collector Solution is a new substation, the LCS, assumed adjacent to the existing JCP&L Larrabee substation. MAOD proposes to construct the AC portion of the new LCS to accommodate three HVDC circuits. The proposal also includes sufficient land for the future installation of up to four HVDC converter stations. This parcel of land for the converter stations is indicated as being in the process of being acquired. The HVDC cables delivering the output of future offshore wind generators will interconnect at this new LCS. Attentive Energy designated the LCS as the POI in its interconnection request to PJM and it expects to utilize the Prebuild Infrastructure to interconnect the Project.

13.2.2 Project capacity and SAA Capability

The SAA Capability, as set out in the FERC-approved PJM Rate Schedule 49, is defined as all transmission capability created by the approved SAA solutions. As studied by PJM, this includes the capability to integrate resources, injecting energy up to their MFO, capability which may become CIRs through the PJM interconnection process, and any other capability as consistent with studies performed by PJM for the SAA. The SAA Capability and associated POIs, studied by PJM during the SAA process, are presented in Table 13-3.

Table 13-3. Point of interconnection and associated injected amounts studied by the PJM during the SAA process

Location	State	Transmission Owner	SAA Capability	MFO	MW Energy	MW Capacity
Larrabee Collector Station 230 kV – Larrabee	NJ	MAOD	1,200	1,200	1,200	360
Larrabee Collector Station 230 kV – Atlantic	NJ	MAOD	1,200	1,200	1,200	360
Larrabee Collector Station 230 kV – Smithburg	NJ	MAOD	1,342	1,342	1,342	402.6
Smithburg 500 kV	NJ	JCPL	1,148	1,148	1,148	327

Key: kV – kilovolt; MAOD – Mid-Atlantic Offshore Development; MFO – Maximum Facility Output; MW – megawatt; NJ – New Jersey; PJM – PJM Interconnection, LLC; SAA – State Agreement Approach

PJM’s analysis suggests that the SAA approach provides an excellent platform for accessing additional headroom on the PJM system with modest additional upgrades in the future. [REDACTED]

[REDACTED]

13.2.3 Incremental capacity

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted text block]

13.2.4 Interconnection studies to Inform SAA Capability

[Redacted text block]

[Redacted text block]

⁶⁵ PJM 2023b

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Large redacted text block]

[Redacted text block]



[Redacted text block]

[Redacted text block]

13.3 PJM Queue participation and interconnection process

13.3.1 Attentive Energy's PJM Queue eligibility

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[REDACTED]

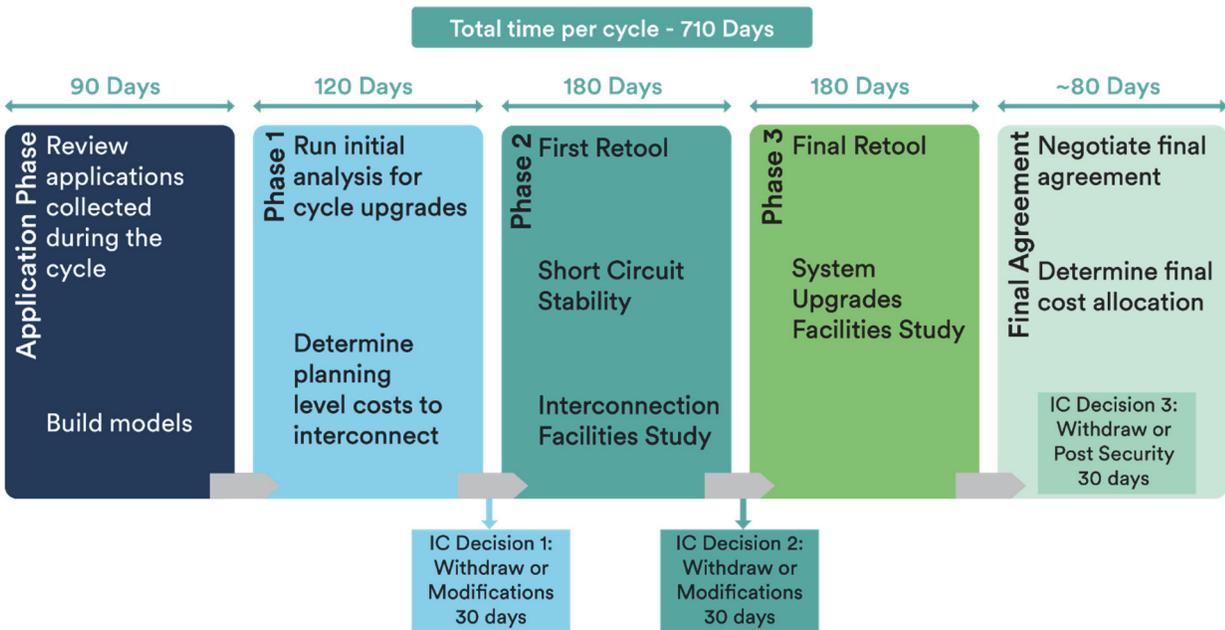


Figure 13-2. New PJM interconnection process for Large Generation Requests; roadmap referenced from PJM Transition Update

Attentive Energy has developed its export cable installation and interconnection strategy to align with the different routes that may be proposed by the various Prebuild proposals to allow for optimal route optionality and flexibility.

[Redacted text block]

[Redacted text block]

Attentive Energy understands that the BPU has identified a Point of Demarcation within the SGD for the potential location of the LCS. The coordinates listed are Latitude: 40°6'56.84"N; Longitude: 74°11'24.72"W. These coordinates pinpoint to the intersection made by Randolph Road, and the entrance to the JCP&L Larrabee substation (also listed as “Howell substation”), indicated in Figure 13-5. Due to the Point of Demarcation not being pinned directly on a plot of land, [REDACTED]

[REDACTED]

[REDACTED]

Attentive Energy’s conceptual design is intentionally flexible to be able to address a wide range of land acquisition challenges that the BPU and MAOD may face while trying to develop plans for the LCS. Since MAOD is actively engaged in land acquisition and engineering design efforts, but has not yet provided the final site plan for the onshore converter stations, [REDACTED]

[REDACTED]

Attentive Energy’s Sponsors take pride in delivering infrastructure projects with a high level of engineering excellence. Analyzing as many assumptions as possible at an early stage was part of Attentive Energy’s design approach to the Project and the Prebuild Infrastructure option. Utilizing the expertise of its consultant team and in-house engineering, Attentive Energy analyzed potential

onshore converter station configurations, and the Project's design basis is included in Attachment 13-D and Attachment 13-E.

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted footnote]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Attentive Energy will ensure a fully compliant design process is initiated for the various Project development stages. Design studies will be required to investigate all interconnection requirements. All technical specifications and performance requirements will be developed to comply with all necessary federal, state, and local organization standards. [REDACTED]

[REDACTED]

[REDACTED]

13.4.2 Reactive compensation and harmonic filtering

[REDACTED]

13.4.3 Close engagement with DMAVA

Attentive Energy participated in the Sea Girt NGTC site visit on April 10, 2023, and directly discussed the concerns raised by the leaders and representatives of DMAVA and the New Jersey Army National Guard Environmental Bureau. Figure 13-7 and Attachment 13-G show the Sea Girt NGTC property map with potential areas of concerns identified by DMAVA. [REDACTED]

[REDACTED]

[Redacted text block]

[Redacted text block]



Entrance to Sea Girt NGTC beach; photograph taken by Attentive Energy at site walkthrough

[Redacted text block]



Facing North at the Sea Girt Beach; photograph taken by Attentive Energy at site walkthrough

[Redacted text block]

[Large redacted text block]

13.4.4 Understanding and addressing unique aspects of Prebuild Infrastructure

Attentive Energy has invested time and resources into the Prebuild Infrastructure and acknowledges that there are significant benefits to the BPU’s proposed “one transmission structure for all” concept. While the Prebuild Infrastructure design details are identified in Section 13.5, as part of the responses required in the SGD and its attachments, tasks and issues related to the distance between the Project and the POI are identified in this subsection. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

⁶⁷ NERC 2020

[Redacted]

Attentive Energy has conceptualized a Prebuild Infrastructure solution keeping in mind various stakeholders, including, but not limited to:

[Redacted]

- Employees and service member affiliated with DMAVA and Sea Girt NGTC
- Critical facilities (e.g., hospitals, fire stations, police stations, telecommunication towers), infrastructure, and business, owners, operators, and employees between Sea Girt NGTC and LCS
- New Jersey’s busy tourist and visitor traffic
- Everyday operators, including New Jersey Transit and regional, local, and county transit and shuttle services

In the coming years, Attentive Energy will engage in a more detailed engineering assessment to validate the Prebuild Infrastructure technical design parameters. Attentive Energy assumes that, in the scenario that Attentive Energy is not the Prebuild Infrastructure developer, similar if not more extensive engineering efforts would be performed by others to provide the most flexible Prebuild Infrastructure design possible. Attentive Energy assumes that similar constraints, crossings, and obstructions will be validated and engineering analyses will be made available by the Prebuild Infrastructure developer to Attentive Energy.

[Redacted]

13.5 Prebuild Infrastructure design parameters

Attentive Energy offers a Prebuild option that complies with all requirements, allows adaptability depending upon selected generation portfolio of projects awarded by the BPU, and takes into account a robust multidisciplinary design that balances environmental, permitting, technical, and stakeholder considerations. Importantly, the onshore offering has considered the historic engagement with the BPU and PJM to support and develop a strategy that best supports and protects New Jersey ratepayers. Attentive Energy has been an active stakeholder in the BPU roundtables since spring 2019 and have provided feedback within the BPU’s SAA engagement process from the start, providing us with a clear understanding of the objectives of the BPU’s offshore wind and transmission programs and policies.

[Redacted]

[Redacted text block]

[Redacted text block]

13.5.1 Prebuild requirements and Attentive Energy’s assumptions

[Redacted text block]

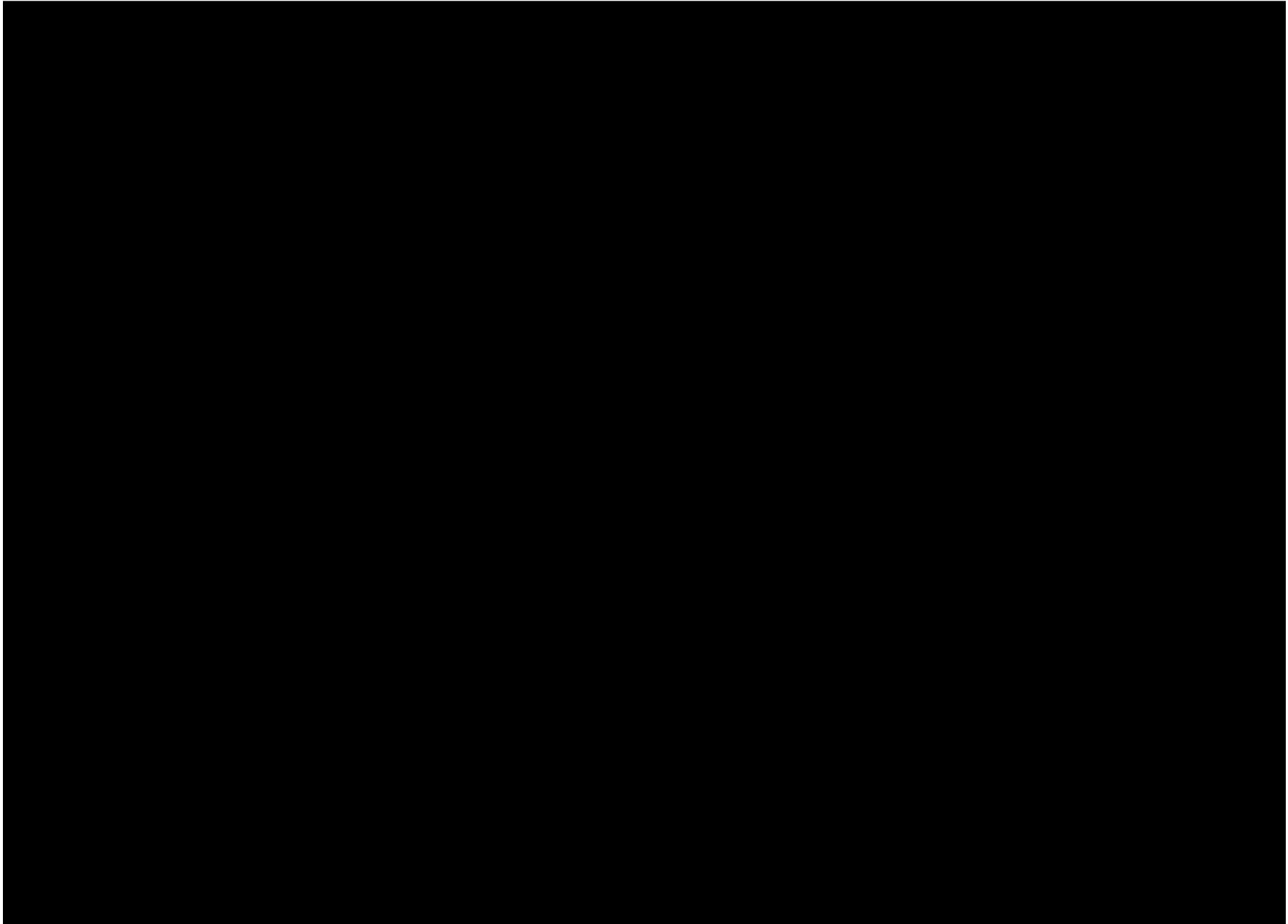
13.5.2 Land acquisition, equipment upgrades, and feasibility studies

[Redacted text block]

[Redacted text block]



[Redacted text block]



[Redacted text block]

[Redacted text block]

13.5.3 Landfall, HDD, cofferdam and transition vaults

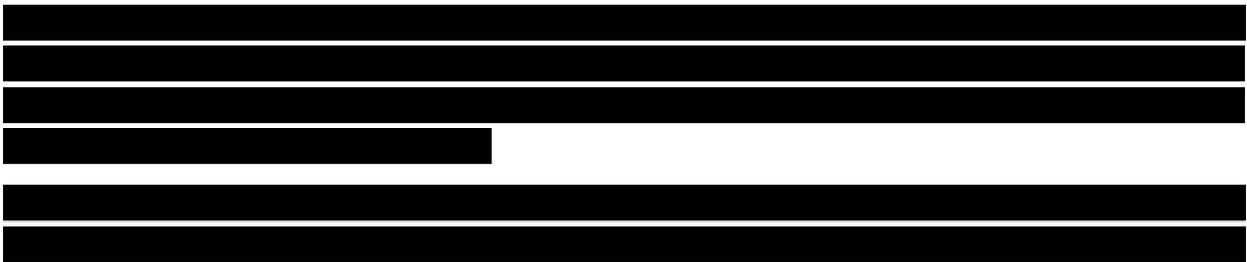
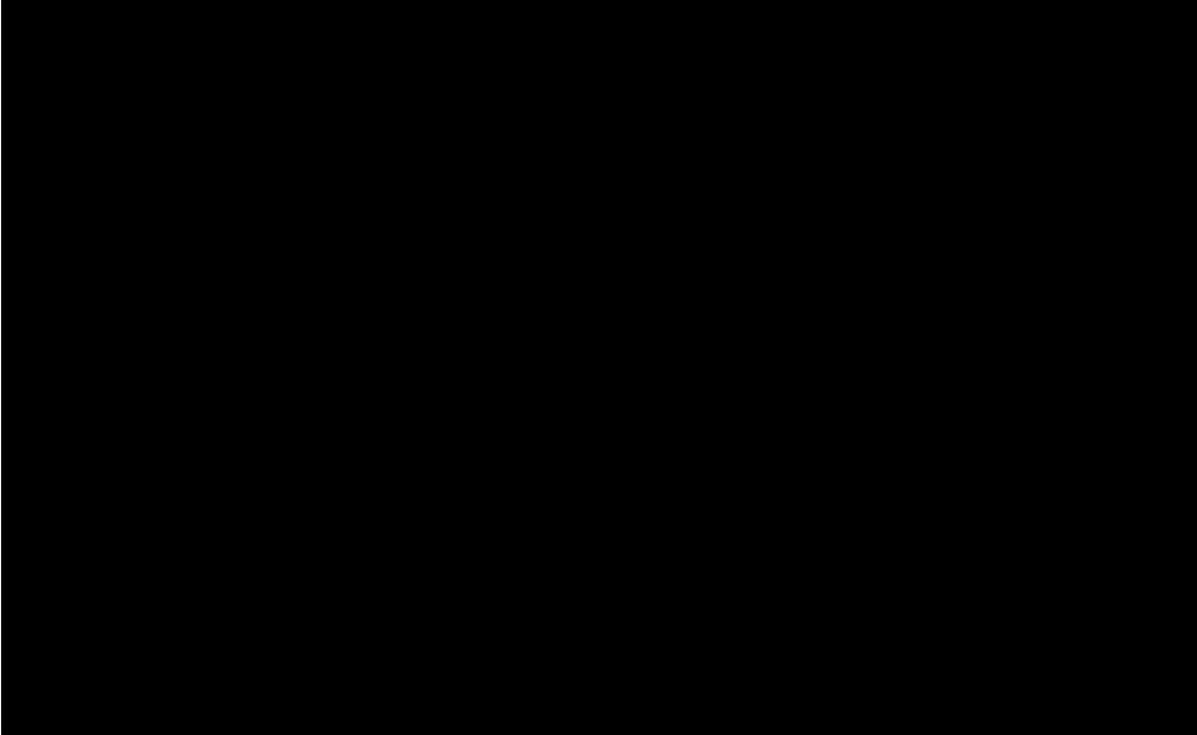
[Redacted text block]

⁶⁸ [PJM](#) 2022

[Redacted content]

[Redacted content]

[Redacted content]



[Redacted text block]

13.5.4 Duct bank and splice vaults

[Redacted text block]

[Large redacted text block]

[Redacted text block]

[Large redacted text block]

[Large redacted text block]

13.5.5 Onshore routing complexity

[Redacted text block]

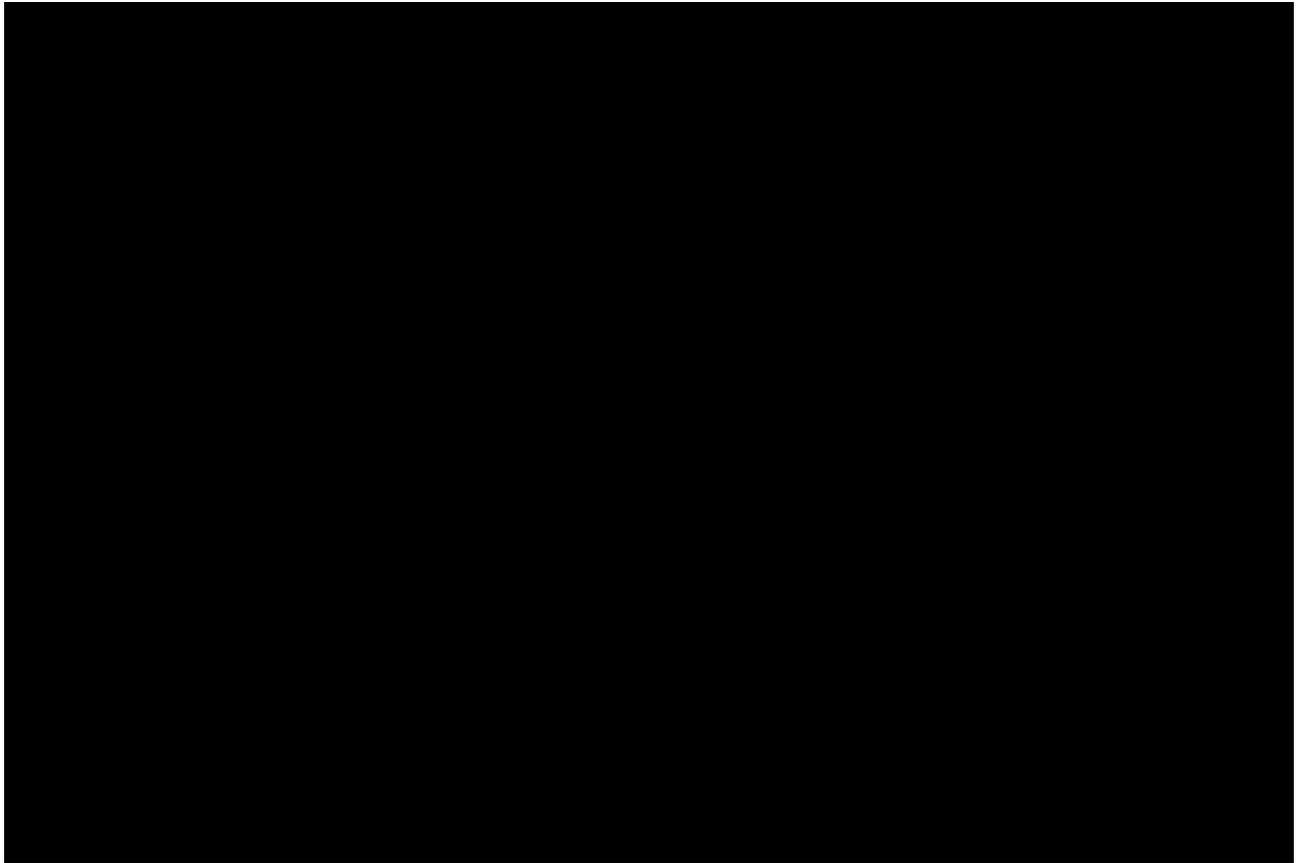
[Redacted text block]

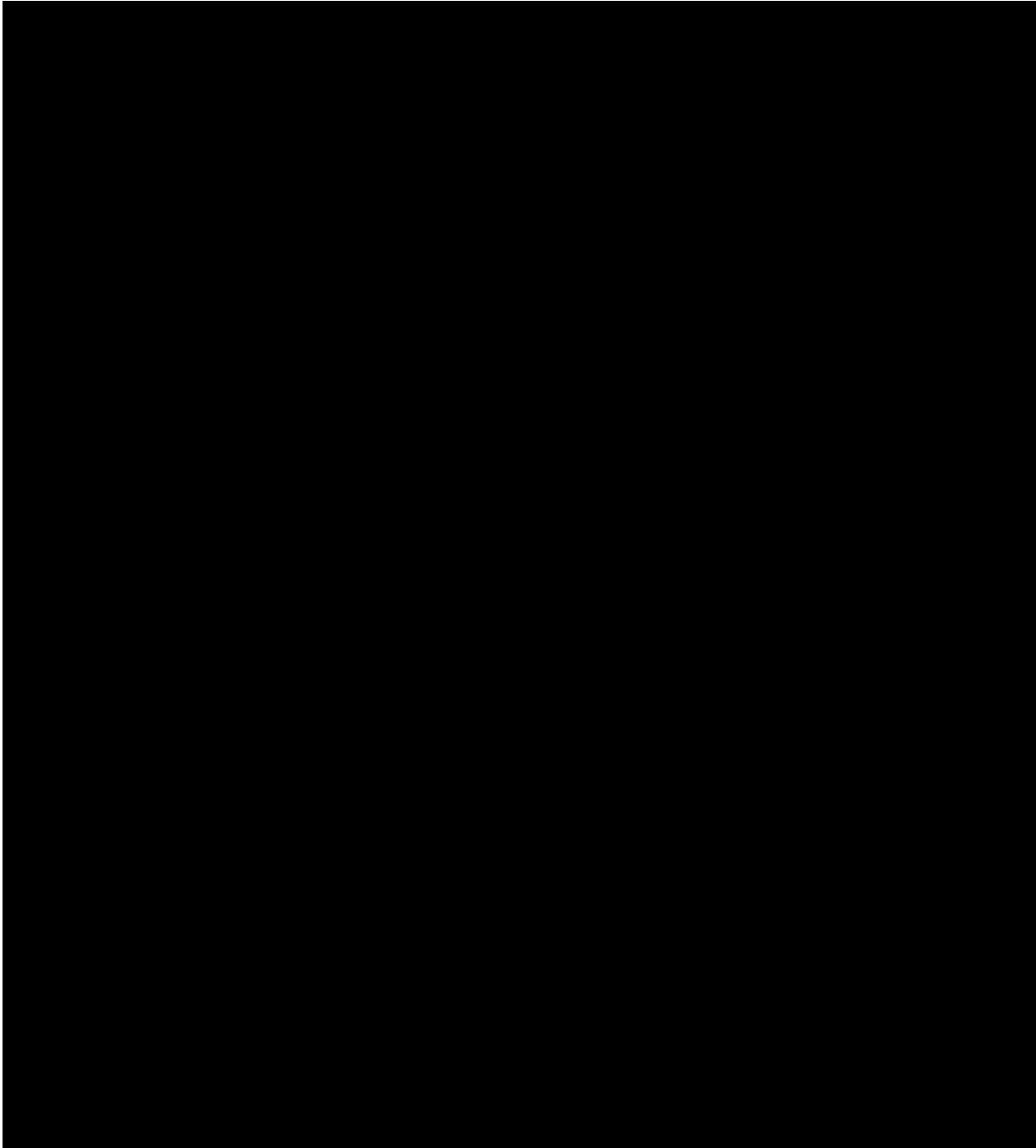
13.6 Offshore Transmission Network preparation

Attentive Energy has reviewed the SGD Attachment 11 Offshore Transmission Network Requirements and proposes an OTN Ready design consistent with all the requirements. Attentive Energy's assumptions are outlined in Attachment 13-L.

[Redacted text block]

[Redacted text block]





13.7 Legal structures governing relationships among developers

In this subsection, Attentive Energy has identified the key terms and conditions that should be included in any Board Order to govern the legal relationship among the SAA Developer, Prebuild Infrastructure Developer, and the offshore wind developers who are selected to receive ORECs in the New Jersey Third OREC Solicitation (the “Third Solicitation”) (each, an “OSW Developer”, and collectively, “OSW Developers”, together with the SAA Developer and Prebuild Infrastructure

Developer, the “Parties”). This section includes proposed legal terms and provisions and, thus, includes some abbreviations and definitions that are unique for this section and do not apply to the larger Application.

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[REDACTED]

[Redacted text block]

[Redacted text block containing multiple paragraphs of information, all obscured by black bars.]

[REDACTED]

13.8 References

NERC (North American Electric Reliability Corporation). 2020. TPL-001-5—Transmission System Planning Performance Requirements. February 13. Available online at: <https://www.nerc.com/pa/Stand/Reliability%20Standards/TPL-001-5.pdf>.

PJM (PJM Interconnection). 2022. Constructability Report: Option 2 & 3 Proposals. 2021 SAA Proposal Window to Support NJ OSW. p 41. September 19, 2022. Revised November 4, 2022. Available online at: <https://www.pjm.com/-/media/committees-groups/committees/teac/2022/20221104-special/informational-only---njosw-constructability-report.ashx>.

PJM. 2023a. PJM Interconnection, L.L.C., Docket No. ER23-775-000. Amended and Restated New Jersey State Agreement Approach Agreement. Rate Schedule FERC No. 49. To Honorable Kimberly D. Bose, Secretary. p 62. Dated January 5, 2023.

PJM. 2023b. 2021 SAA Proposal Study Files. Available online at: <https://www.pjm.com/-/media/planning/rtep-dev/expand-plan-process/ferc-order-1000/rtep-proposal-windows/private-2021-saa-proposal-window-to-support-nj-osw/2021-saa-proposal-sinow-nj-osw-study-files-v9.ashx>.

14

PERMITTING PLAN



Section 14 Permitting Plan

Attentive Energy understands the importance of a robust and inclusive permitting approach to develop and continuously de-risk the Project. After securing the Lease, Attentive Energy developed key documents to meet lease stipulations, including Agency, Tribal, and Fisheries Communications Plans, which continue to be refined with input from agencies, Tribes, fishing communities, and other stakeholders and parties. In January 2023, Attentive Energy submitted a Site Assessment Plan, well in advance of the one year allocated by BOEM and presumably ahead of other new leaseholders in the Bight.

Having acquired the Lease only a little over a year ago, Attentive Energy is already in its second year of geological, geophysical, and benthic surveys in the Lease Area and along potential export cable routes, enabling validation of Project assumptions and de-risking the Project's installation plans.

Attentive Energy, through its Sponsors, has had a physical presence in New Jersey since the 1980s, and its team and permitting consultants have extensive experience permitting complex infrastructure projects in and around the State. Through this experience, the Attentive Energy team has established working relationships with agencies that will also have jurisdiction related to the Project, including the New Jersey Department of Environmental Protection, New Jersey Historic Preservation Office, New Jersey Department of Community Affairs, U.S. Army Corps of Engineers New York and Philadelphia Districts, U.S. Fish and Wildlife Service New Jersey Field Office, U.S. Environmental Protection Agency, National Marine Fisheries Service, and other state, federal, and local agencies.

To advance land acquisition for various facets of the Project, Attentive Energy has identified relevant agencies to engage and a timeline for engagement and acquisition that supports

Attentive Energy is actively engaged in discussions related to BOEM's Programmatic Environmental Impact Statement and Draft Notice of Intent Checklist,



14.1 An informed and advanced permitting plan

Attentive Energy and its Sponsors, TotalEnergies and Corio, have developed a permitting plan for the Project that is based on the team's collective experience developing and permitting complex infrastructure projects in New Jersey and offshore wind projects around the world. The permitting plan is guided by federal, state, and local agency requirements and was developed through engagement with agencies, Tribes, fishing communities, and other stakeholders and parties.

Attentive Energy's Permitting and Development team has decades of experience that will prove valuable for successfully permitting the Project. Attentive Energy's:



- Permitting and Development Director has led the submittal of two COPs for offshore wind projects in New Jersey;
- Permitting Program Manager brings over a decade of offshore wind experience focused on state and federal permitting, stakeholder engagement, and COP and SAP development;
- Federal Permitting Specialist has led dozens of federal permits and NEPA reviews for large-scale and complex projects, including multiple offshore wind projects; and
- Environmental Affairs Specialist has served as a benthic and essential fish habitat, marine mammal, and sea turtle SME on two COPs and previously worked as a protected species observer.

Attentive Energy's permitting plan is informed by the team's significant development and permitting experience in New Jersey and in offshore wind. The approach for this permitting plan incorporates best practices, institutional knowledge, and lessons learned from the Attentive Energy team's decades of development and permitting experience. Attentive Energy, through its Sponsors, has had a physical presence in New Jersey since 1989; has supported large infrastructure projects in the State, including the replacement of the Goethels Bridge across Arthur Kill and multiple remediation, solar, and solar storage projects; and has been involved in acquiring and managing the rights of millions of acres of land. Members of the Attentive Energy team have worked on permitting, development, and environmental reviews of other New Jersey and U.S. offshore wind projects, including Atlantic Shores, Beacon Wind, Mayflower Wind, Kitty Hawk, Revolution Wind, and South Fork. [REDACTED]

[REDACTED] This experience supports Attentive Energy's understanding of the permitting requirements for the Project and has informed development of a robust permitting plan.



Attentive Energy’s permitting plan is based on early and meaningful engagement from agencies, Tribes, fishing communities, and other stakeholders and parties. Engagement with stakeholders and other parties is vital for guiding the responsible development of complex energy projects. It provides opportunities to exchange Project information and share ideas for activities, which is both useful and meaningful to those involved. Having this engagement early and often allows the opportunity to proactively identify and address concerns during the planning phases, thereby avoiding potential delays to permitting timelines. Attentive Energy’s permitting plan not only implements, but also prioritizes early and meaningful engagement. Attentive Energy has been engaging with regulatory agencies, Tribes, fishing communities, environmental non-governmental organizations (“NGO”), members of the public, and other stakeholders and parties since 2018, well before being awarded the Lease. This engagement has helped Attentive Energy identify and address, to the best degree practicable, stakeholder concerns in survey plans, permit applications, and approval requests, and related best practices. Additionally, this engagement has informed routing and design, which ultimately feeds into the permitting process. Furthermore, it has allowed the team to establish working relationships with agencies, including NJDEP, NJHPO, New Jersey Department of Community Affairs (“NJDCA”), BOEM, USACE New York and Philadelphia Districts, NMFS, USFWS New Jersey Field Office, EPA, USCG, DOD, and federally and state recognized Tribes that will have jurisdiction over or interest in the Project.



Members of Attentive Energy’s Permitting and Development Team

Attentive Energy’s permitting plan is forward-thinking and built to withstand the challenges of changing regulation and policy. Attentive Energy is actively involved in discussions related to BOEM’s Programmatic EIS and Draft NOI Checklist by attending meetings both with BOEM and industry led groups and by contributing information to help support these documents. With assistance from their consultants, Attentive Energy tracks regulatory and policy changes, including the recent changes to the NEPA as part of the debt limit bill passed by Congress on May 31, 2023. This active participation allows Attentive Energy to anticipate and proactively address future changes to permitting-related requirements for the Project by adjusting permit-related strategies and building in flexibility, thereby avoiding scheduling setbacks. In addition, the knowledge gained



Members of Attentive Energy’s Permitting and Development Team

from monitoring regulatory changes helps Attentive Energy understand the needs and scopes for analyses during the earlier stages of the Project and throughout development of the COP to inform a legally defensible NEPA analysis later on. Simply put, the Attentive Energy team knows the resources, needs, requirements, and expectations to successfully permit the Project.

Attentive Energy’s permitting plan incorporates thoughtful design, site planning, and innovation that aims to minimize impacts to resources while also minimizing risks to the Project. Attentive Energy has completed extensive surveys and studies to understand resources in the Lease Area and guide engineering design and site planning for the Project. Some of these surveys have made use of innovative technologies, such as uncrewed surface vessels, to support offshore site assessment and permitting activities. Compared to traditional survey vessels, uncrewed surface vessels offer a safer and more environmentally friendly approach for collecting data to help characterize the marine environment. Uncrewed surface vessels are carbon neutral and do not require an offshore vessel crew, as they are operated and continuously monitored by an onshore pilot.

Attentive Energy’s permitting plan, described in the following subsections, has already proven effective, as evidenced by the Project’s permitting achievements to date.

Attentive Energy’s Lease requires survey plans to be submitted to and reviewed by BOEM for consistency with applicable laws and regulations. Additional approvals are also required for surveys that may interact with marine species or other protected resources.

Attentive Energy’s strong understanding of survey-related requirements is evidenced by the progress made to date in receiving the necessary approvals to:

- Complete the Year 1 G&G survey campaign in the Lease Area and benthic survey campaign in the Lease Area and along potential ECRs; and

- [REDACTED]

In January 2023, Attentive Energy submitted its SAP to BOEM for deployment of a metocean buoy in the Lease Area. [REDACTED]

This progress makes Attentive Energy’s permitting one of the most advanced among the new developers in the Bight.

14.2 Permitting timeline

Attentive Energy has developed an approach and timeline for obtaining all necessary federal, state, and local permits and approvals and meeting all permit- and regulatory-related requirements and lease stipulations for the Project. The permitting phases of the Project and how the phases align with the timeline of the BOEM leasing process are illustrated in Figure 14-1.



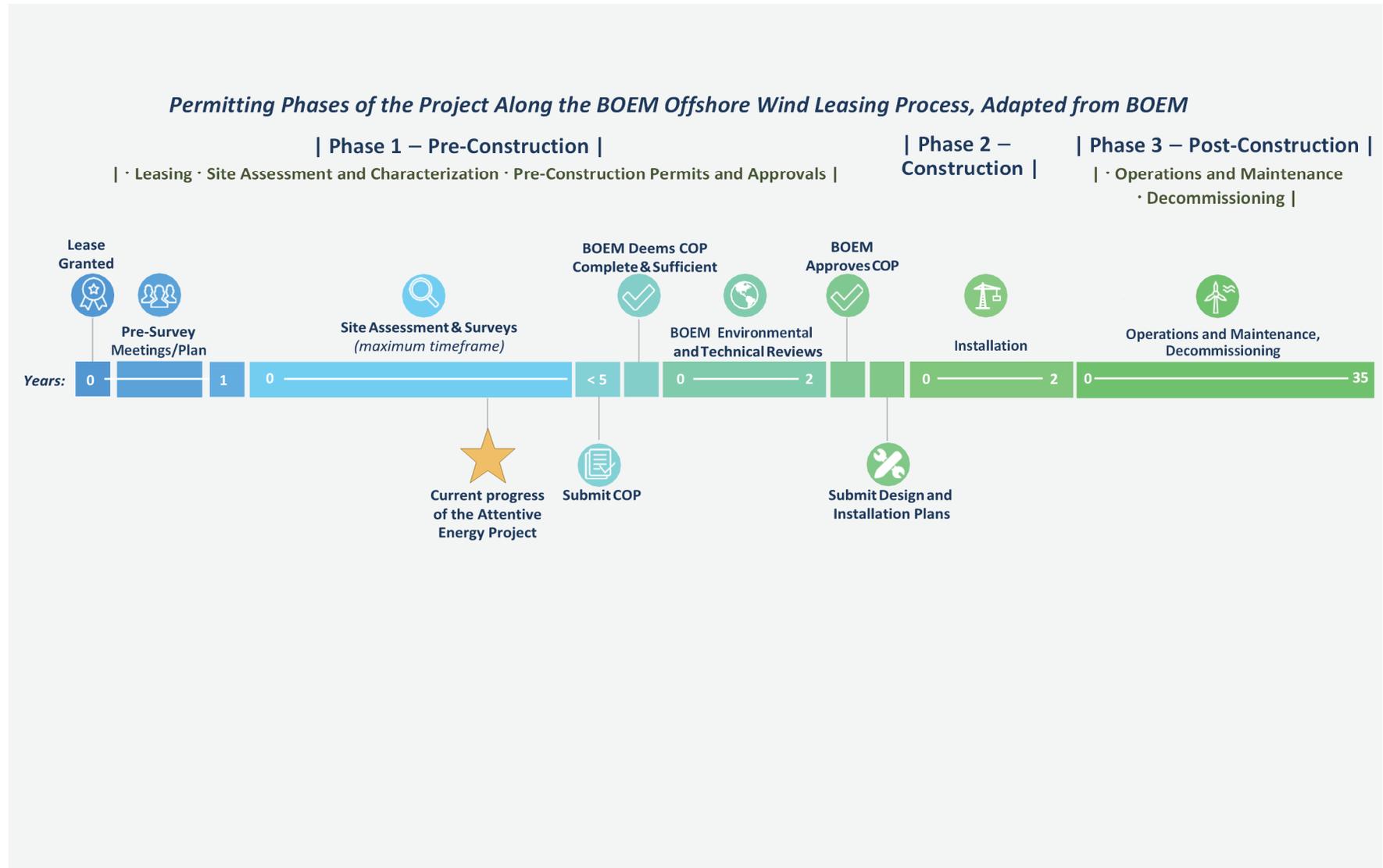


Figure 14-1. Permitting phases of the Project along the BOEM leasing process timeline

Attentive Energy has identified the required permits and approvals for the Project and generally classified them by the following three phases, which represent the segments of the permitting process: Pre-Construction, Construction, and Post-Construction. This sequence is introduced below, and specific permits required for the Project and timeline for submittal are presented in detail in Section 14.3.

Phase 1–Pre-Construction: The pre-construction phase of the Project includes lease execution, site assessment and characterization activities, and pre-construction permits and approvals.

- **Lease Execution:** This phase of the Project began with the lease execution for OCS-A 0538 (executed on April 28, 2022, with an effective date of May 1, 2022) and represents the early planning stage of the Project permitting and approval process. During this phase, Attentive Energy has developed documents to meet lease stipulations, including the Agency, Tribal, and Fisheries Communications Plans, which guide activities identified in subsequent phases.
- **Site Assessment and Characterization:** This phase of the Project includes the planning, permitting, and execution of surveys to characterize the Lease Area, onshore areas, nearshore areas, and potential cable routes. During this phase, Attentive Energy has been preparing survey plans and related permit applications and approval requests. Following the receipt of necessary approvals, permits, and authorizations, Attentive Energy has begun the execution of surveys.
- **Pre-Construction Permits and Approvals:** Timely acquisition of permits and approvals required to construct the Project is critical to its success. Since 2018, Attentive Energy and its Sponsors have advanced a combination of advocacy efforts, surveys, studies, engineering design, and permit applications to support plans for construction and operation of the Project.

Phase 2–Construction: Construction of the Project is expected to occur over a two-year period and includes construction of all offshore and onshore Project-related facilities and infrastructure, completed in accordance with applicable permits and approvals. During construction, Attentive Energy will implement all avoidance, mitigation, and monitoring measures, reporting requirements, conservation measures, and other requirements identified in issued permits, authorizations, licenses, and other decision documents.

Phase 3–Post-Construction: The post-construction phase of the Project includes O&M activities, in addition to decommissioning activities after operations conclude.

- **Operation and Maintenance:** This phase includes the O&M of Project-related facilities and infrastructure over the life of the Project, as discussed in Section 15. O&M of the Project will be completed in accordance with the COP and other permits and approvals. During O&M, Attentive Energy will implement all avoidance, mitigation and monitoring measures, reporting requirements, and other requirements identified in issued permits, authorizations, licenses, and other decision documents.
- **Decommissioning:** This phase of the Project includes decommissioning of all Project facilities, installations, or other devices, unless, as defined in the decommissioning application and other approvals, authorizing agencies (i.e., BOEM and/or New Jersey agencies) have approved



facilities or installations to remain in place or be converted to an artificial reef. The Decommissioning Plan is discussed in Section 16.

14.3 Comprehensive list of approvals, permits, and authorizations for the Project

Attentive Energy’s permitting plan was developed by identifying the approvals, permits, and authorizations that must be secured from federal, state, and local agencies with jurisdiction relevant to the Project. This permitting plan also incorporates input from ongoing agency engagement.

Table 14-1 identifies the federal, state, and local approvals, permits, and authorizations applicable to the Project; applicable statutes, regulations, and municipal code; and agencies with regulatory authority (and that are therefore the contact for compliance). Table 14-1 also summarizes the anticipated timelines for applying for and obtaining such permits and approvals and any progress that has been made or completed to date.

Various attachments are provided with this section, representing copies of current permit applications awaiting agency decisions and approvals and authorizations received to date.

Attentive Energy will coordinate and consult with a variety of agencies throughout the permitting process. BOEM, as lead federal agency, will be the central federal agency that is responsible for conducting an environmental review of the Project under the NEPA. Through the NEPA process, which will include preparation of an EIS, BOEM will lead the required interagency consultations, such as those under the Endangered Species Act and the National Historic Preservation Act. Attentive Energy, in coordination with BOEM, will also apply directly for other required federal permits, such as those related to the Clean Air Act, Clean Water Act, and Marine Mammal Protection Act.

It is anticipated NJDEP will serve as lead state agency for New Jersey approvals, permits, and authorizations for the Project. Within New Jersey, a range of permits and approvals will be required, starting with the transition from federal to state waters (e.g., CZMA Consistency Determination, In-Water Waterfront Development Permit, Section 401 Water Quality Certificate), coming onshore (e.g., Coastal Area Facility Review Act [“CAFRA”], Flood Hazard Area Permit), and along the onshore route (e.g., Request for Use of NJDEP Property, DCA Plan Release, Freshwater Wetlands Permit).

[Redacted]

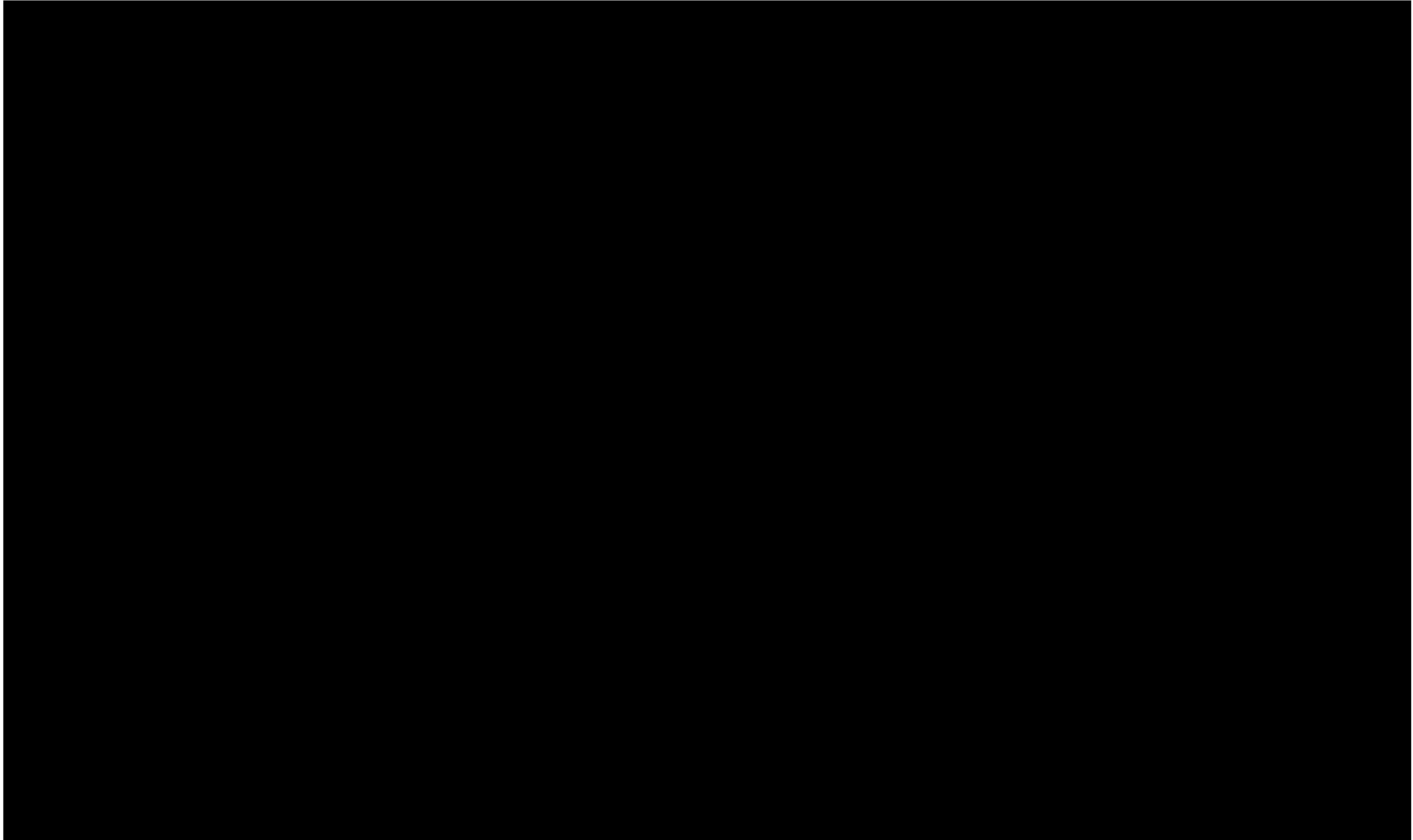
[Redacted]

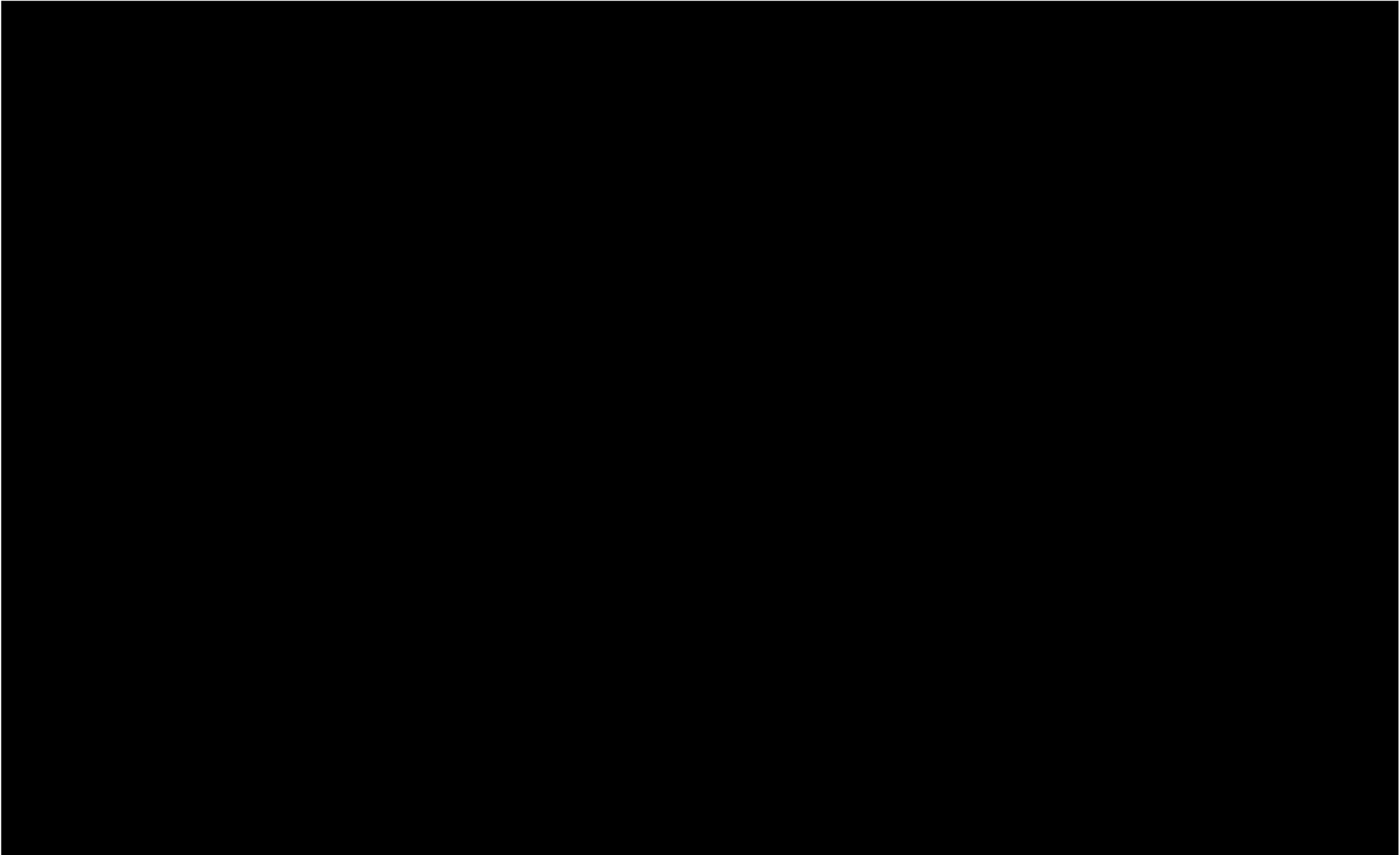
[Redacted]

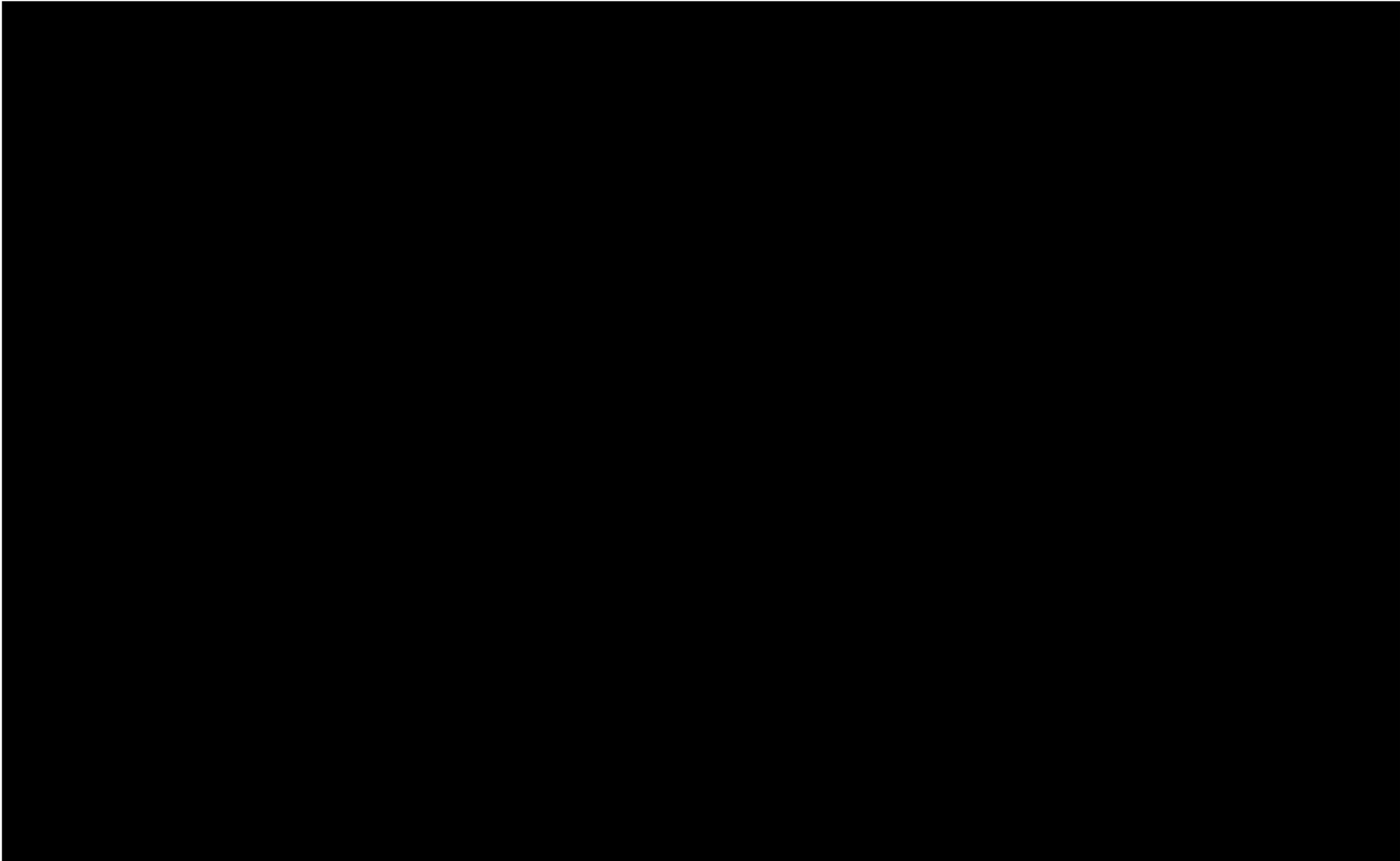


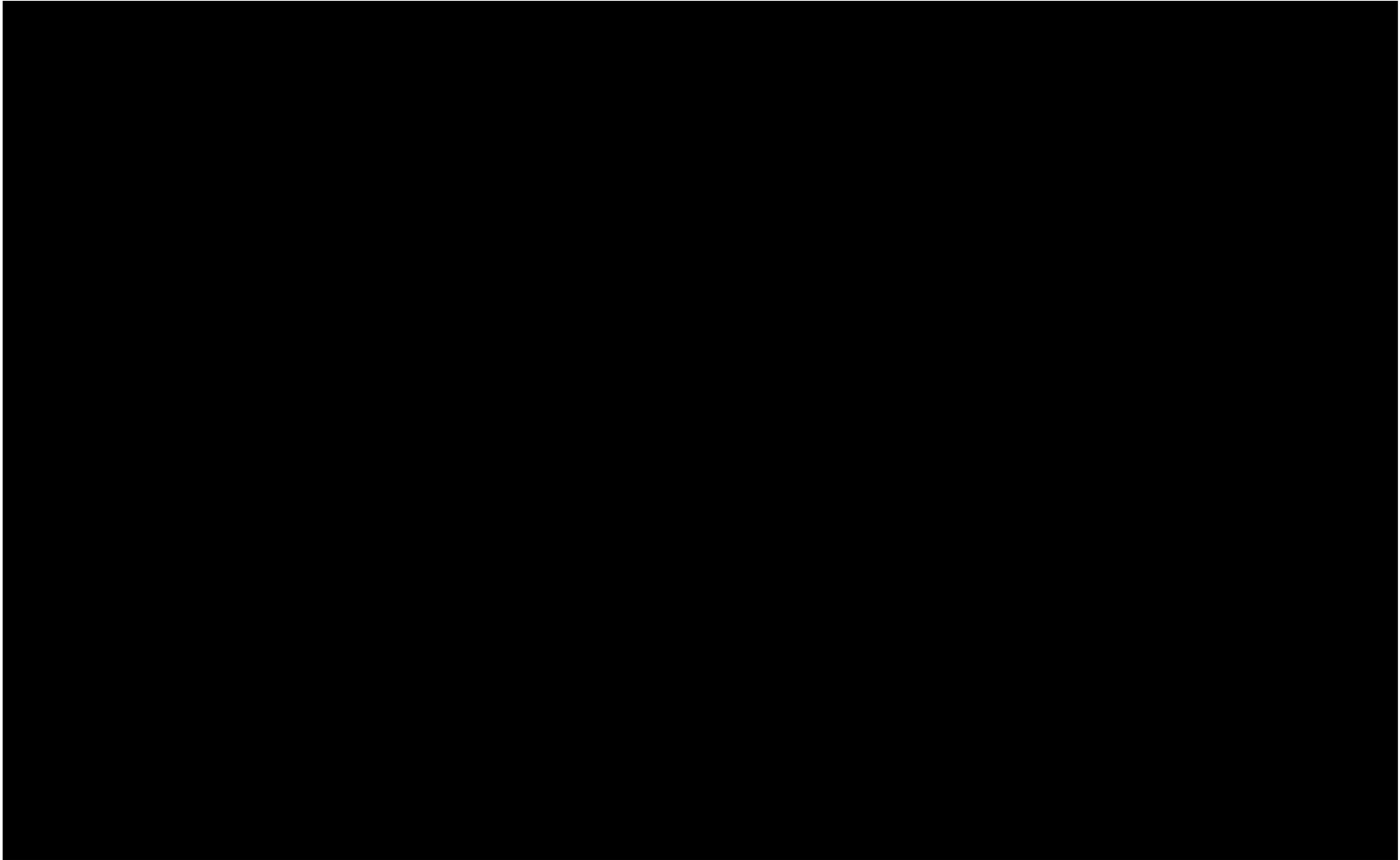
[Redacted text block]

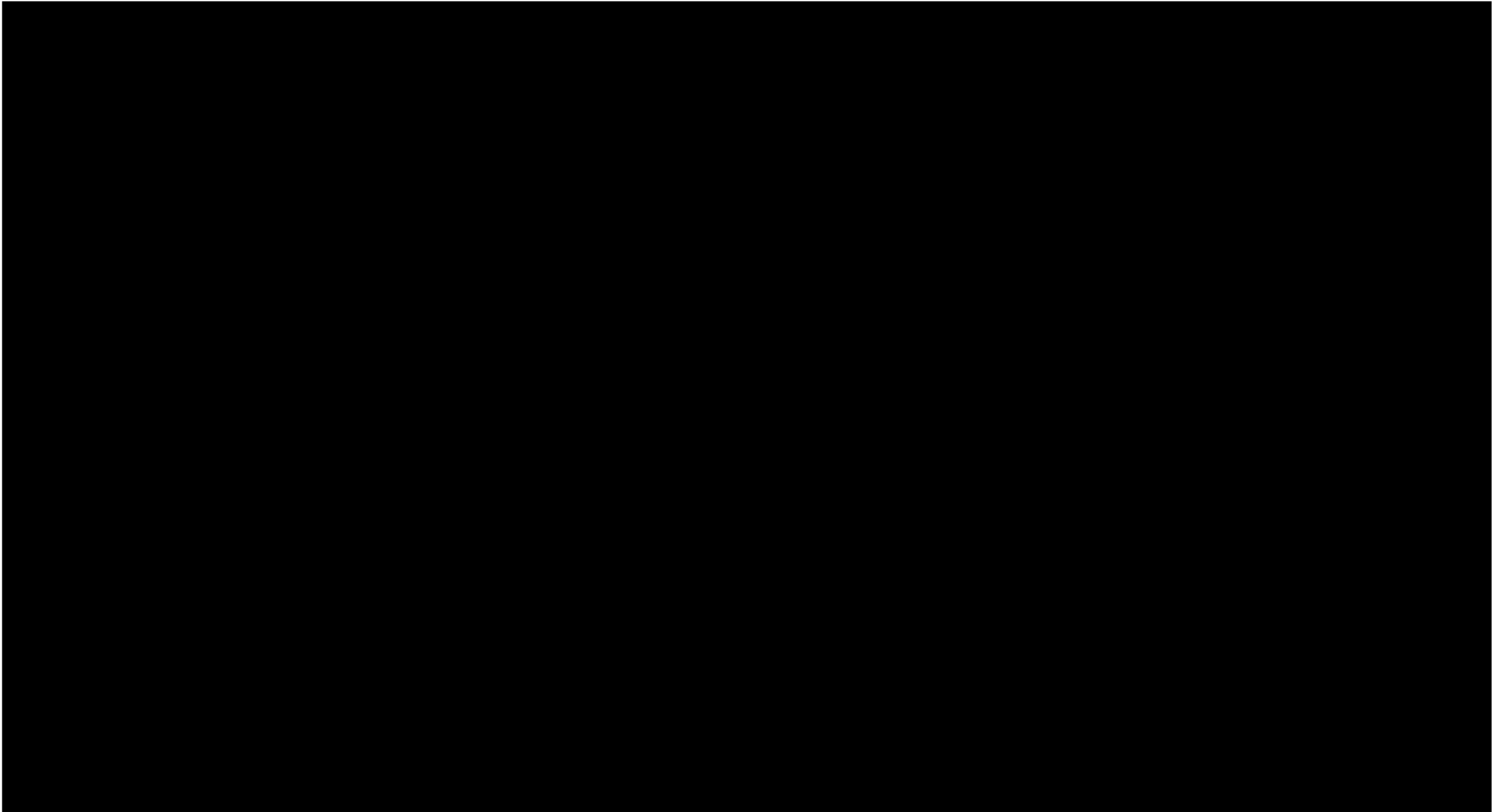


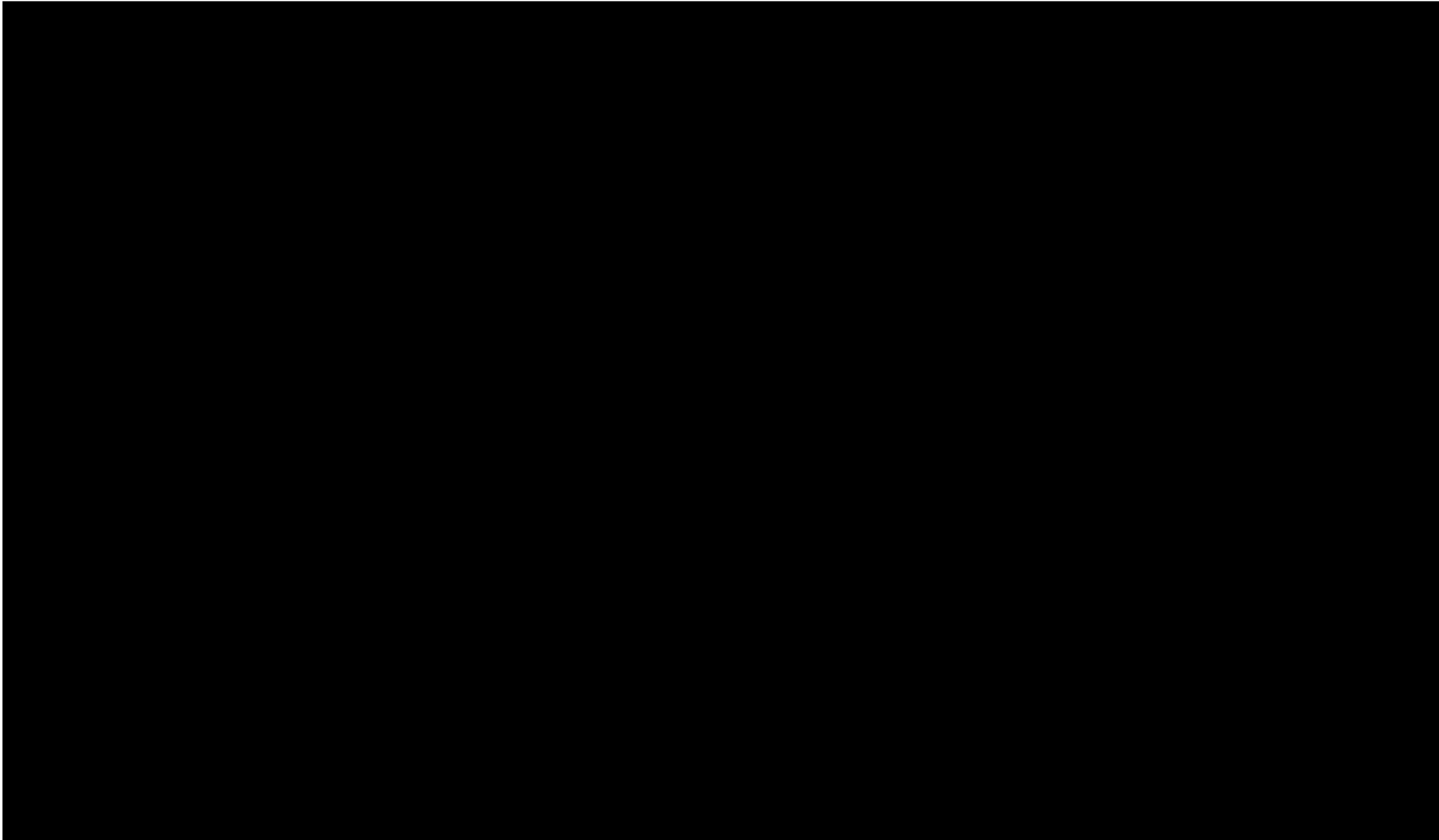


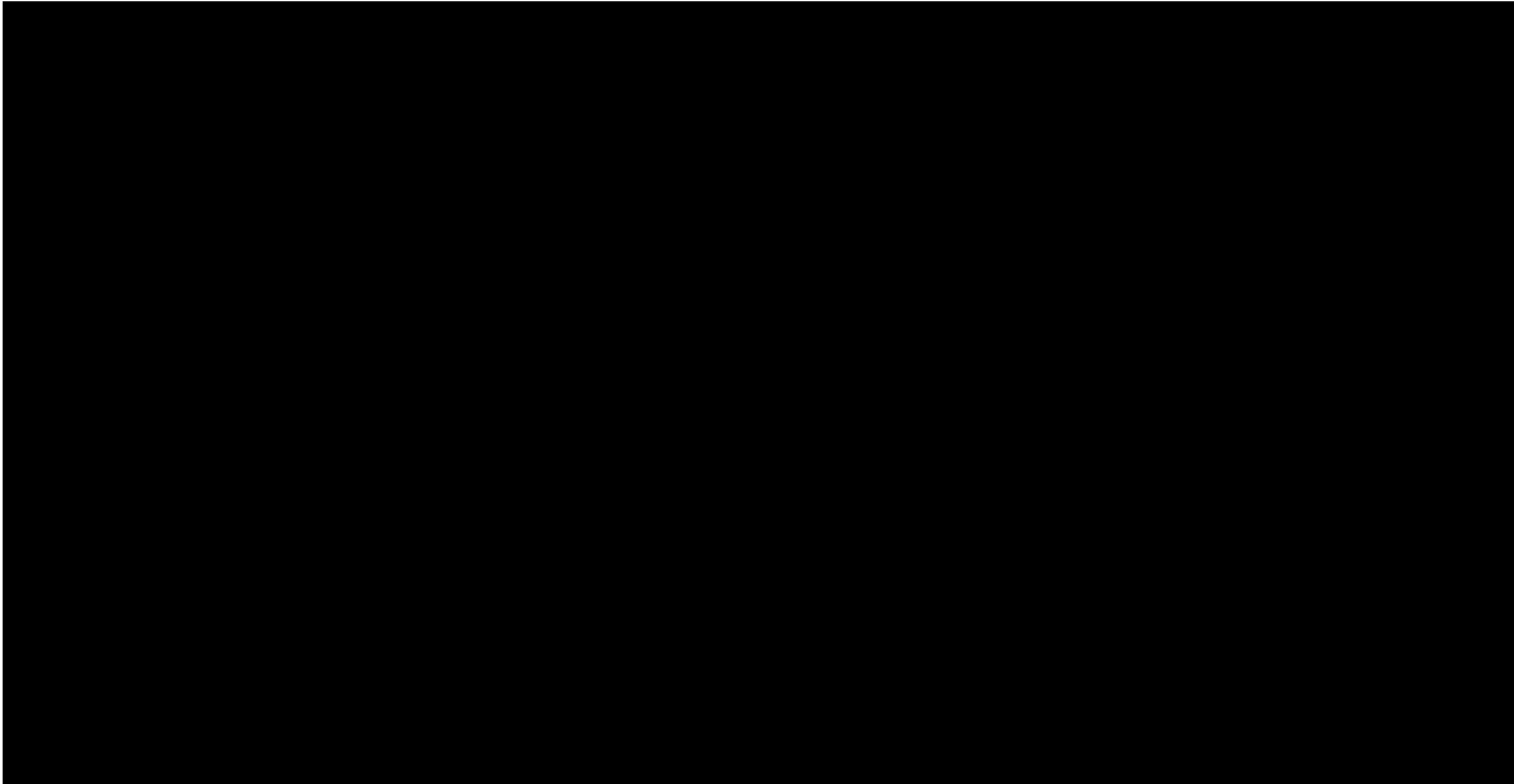


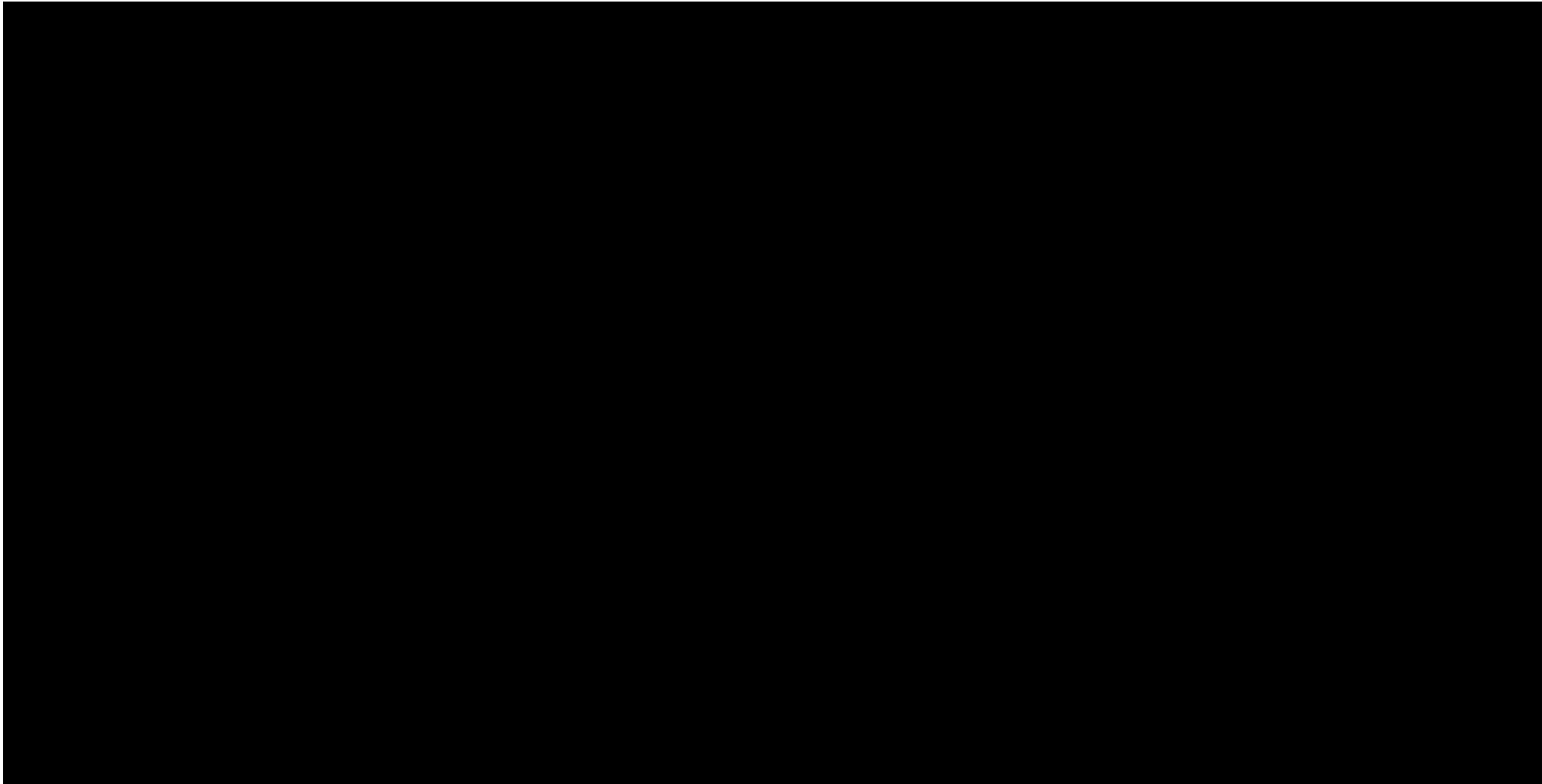


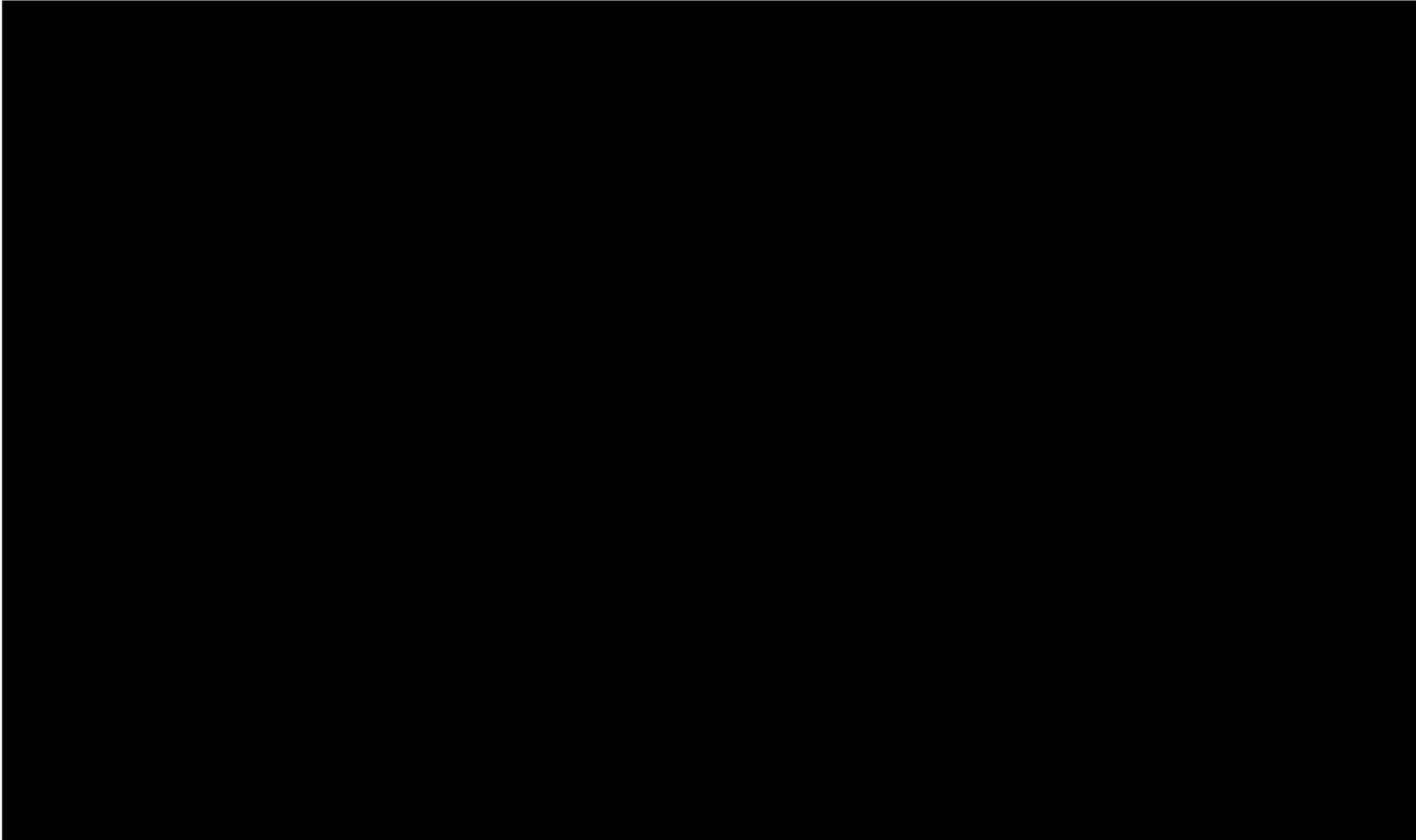


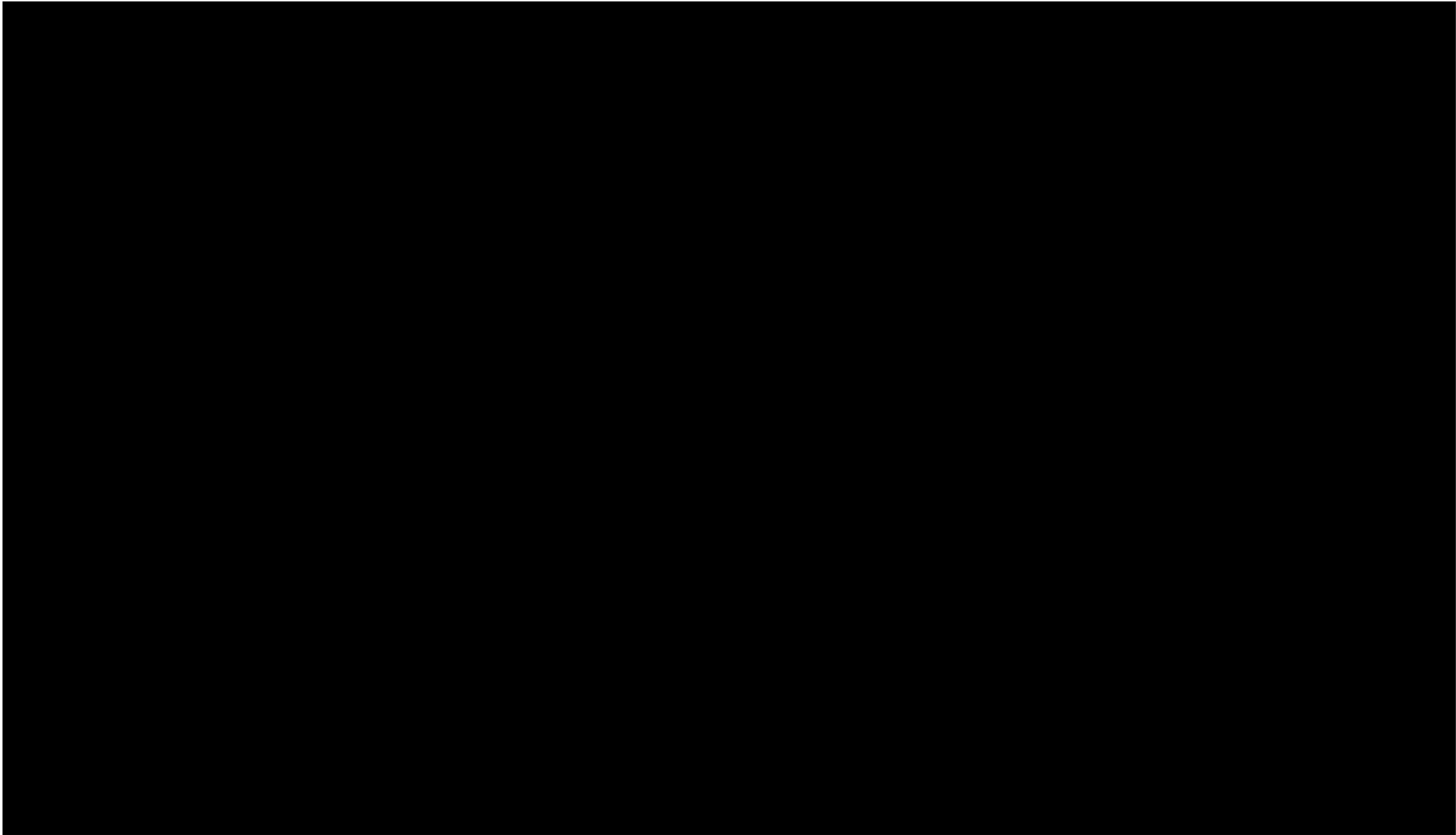


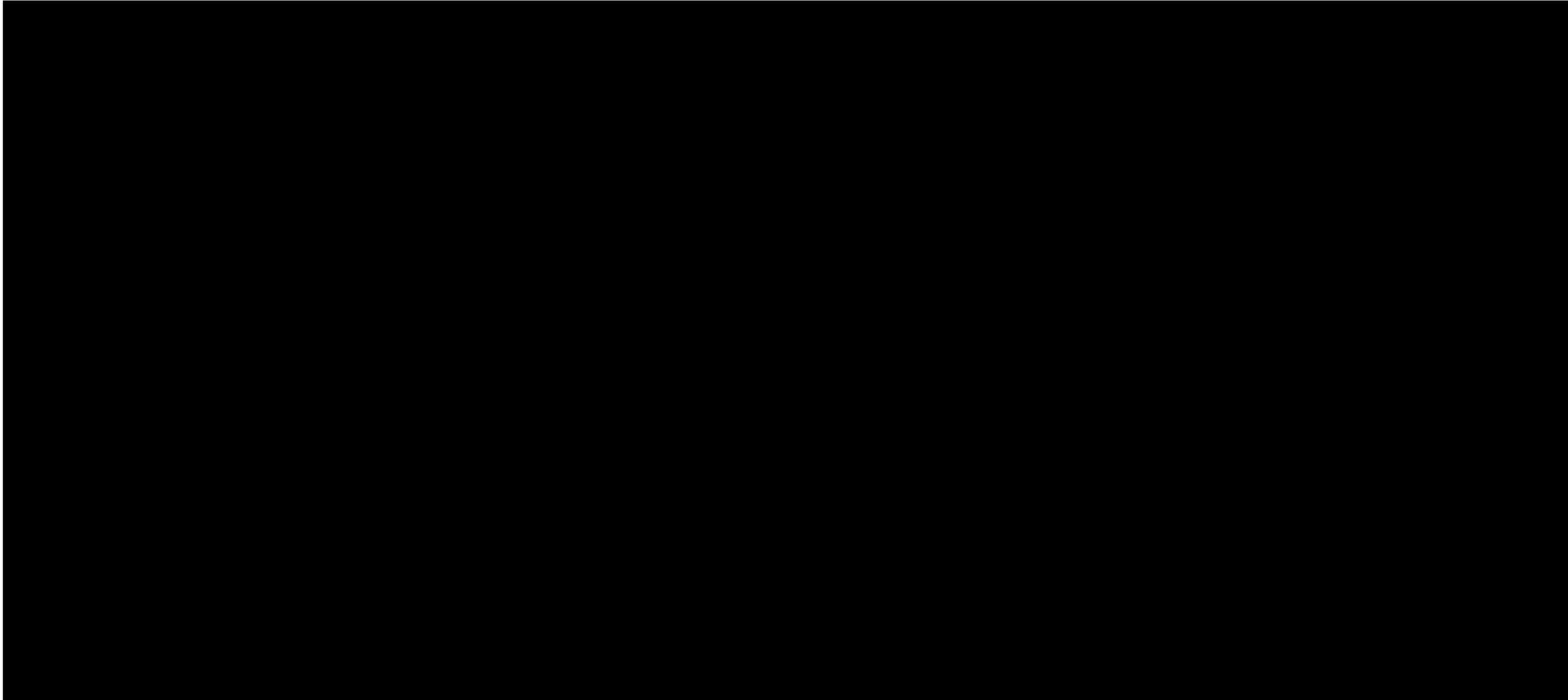












14.4 A permitting strategy designed around early and frequent coordination with agencies and internal teams

Attentive Energy’s permitting strategy to obtain required approvals, permits, and authorizations is based on early and frequent coordination with agencies and collaboration between permitting, technical, and development teams. Ultimately, Attentive Energy knows that good permitting processes involve good relationships between regulators and developers. As such, Attentive Energy believes in and practices proactive, open, and honest communication with agencies that implement the regulations. Attentive Energy tracks and collaborates with a variety of SMEs and advisors to understand what the existing rules mean for the developing offshore wind industry in the U.S.



Attentive Energy prepared letters to Tribes as part of their engagement on upcoming survey efforts

Despite pressures related to economic and time sensitivities, Attentive Energy aims to integrate innovation and new science into Project planning, development, and permitting activities with the goal of improving resource knowledge and minimizing impacts, while also helping reach the ambitious goals for combating climate change set by New Jersey and the federal government.

To build positive relationships with State and federal agencies, Attentive Energy invests in early and frequent communication. These practices provide agencies advance notice of a request for an approval or permit, while also increasing agency awareness and familiarity of the Project and offering an opportunity to exchange information and address questions or concerns.

[Redacted text block]

[Redacted] Attentive Energy has already met several times with NJDEP regarding marine mammals, the RMI, avian species, and proposed offshore and onshore cable routes. Most recently, a pre-application meeting with NJDEP was held on May 18, 2023, and two additional meetings were held with NJDEP on June 6, 2023, and June 7, 2023, to discuss nearshore and

onshore routing approaches for the Project. Through Attentive Energy’s experience and dedication to a thoughtful and meaningful development process, Attentive Energy will continue to strengthen relationships with NJDEP and other State agencies to develop the Project and create an efficient and transparent process, to the degree practicable, for all parties involved.

Attentive Energy is an active member of the industry led groups managed by American Clean Power and is engaged in discussions related to BOEM’s Programmatic EIS and Draft NOI Checklist. [REDACTED]

Attentive Energy is following a proactive engagement approach at the federal level. Attentive Energy meets bi-weekly with BOEM and meets frequently with other federal agencies, such as the USCG, USACE, NMFS, and USFWS.

Internally, Attentive Energy implements good cross-organization communication to ensure the technical teams designing the Project are fully integrated with the permitting and external affairs teams, who better understand the agency and community requirements or interests. Teams at Attentive Energy meet on a regular basis and coordinate with colleagues from around the globe to identify lessons learned for offshore wind development and understand where there may be opportunities to adopt voluntary best practices or new technologies that are proving effective for other projects. This cross coordination provides valuable learning opportunities for everyone involved and helps reduce risks for the Project.

Specific information on the anticipated timeline to obtain each approval, permit, or authorization is summarized in Table 14-1. The anticipated timing for the submission and approval of permit applications and approval requests is based on timeframes identified in regulations, Attentive Energy’s offshore wind and New Jersey permitting experience, and feedback from agencies.

14.5 Ocean lease and land ownership

The Project will require lease agreements, easements, and other types of property rights to develop components in federal and state waters and on state, municipal, and private lands. The anticipated property rights to support construction and operations of the Project are summarized below.

- **Lease Area and Offshore Cable Corridors in Federal Waters:** Attentive Energy was awarded OCS Renewable Energy Lease OCS-A 0538 with an effective lease date of May 1, 2022. The Lease is provided as an attachment to Section 2. The Lease grants Attentive Energy the ability to use the Lease Area to develop plans, including a SAP and COP, for the Project and subsequently seek BOEM’s approval to conduct activities in the Lease Area as described in the plans. These activities would include deployment of a metocean buoy (per the SAP) and construction and operations of the offshore wind farm, IACs, OSS, and export cables (per the COP). To date, Attentive Energy filed its SAP in January 2023 and is preparing responses to BOEM’s comments. [REDACTED]



[REDACTED]

- **Offshore Cable Corridors in New Jersey State Waters:** The BOEM lease grants Attentive Energy the right to one or more easements for the transmission of energy from the Lease Area to shore. Attentive Energy anticipates working with NJDEP to obtain the appropriate easement(s) through state waters to accommodate the offshore export cables.

- [REDACTED]

[REDACTED]

- **Onshore Substation and POI on Private Lands:** The onshore substation and POI will be located at the LCS on lands privately owned by MAOD. Attentive Energy will engage with MAOD to obtain land access to conduct technical and resource investigations and identify specific land parcels to accommodate Project components and facilities. Once additional information is known about the MAOD-owned property, Attentive Energy will coordinate with MAOD to acquire an easement or acquisition of property rights at their landholdings to accommodate the onshore substation and POI. Easements will also be required to support the

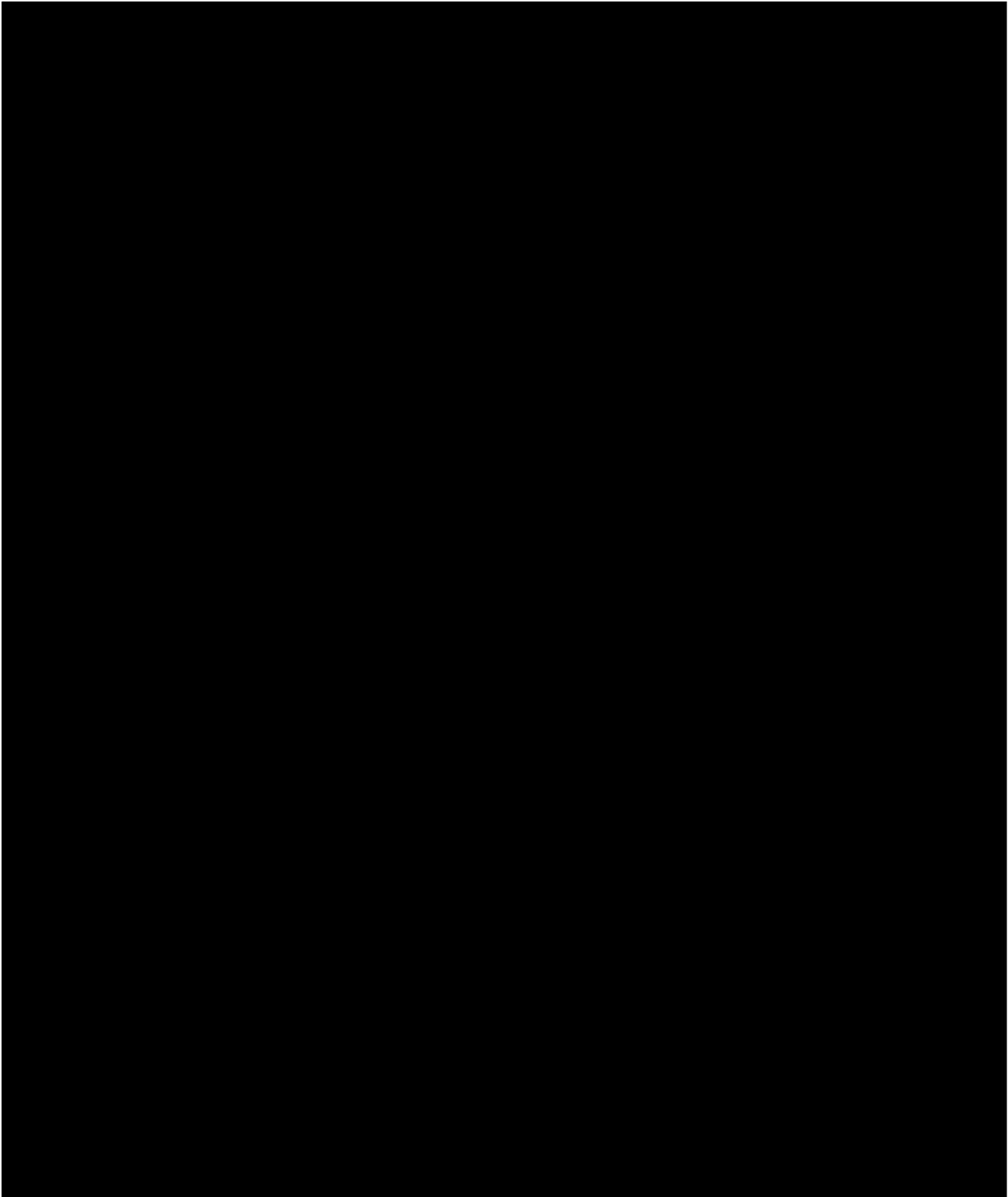
installation of underground circuits for the interconnection; Attentive Energy will coordinate with MAOD to obtain these property rights.

[Redacted text block]

[Redacted text block]

Table 14-2 identifies lease and land acquisition needs for the Project and the agency that will be contacted for land acquisition issues. Table 14-2 also summarizes the status and plan for site control and describes the required land acquisition arrangements planned or currently being negotiated for the Project, in addition to items associated with the Prebuild Infrastructure. Information about Attentive Energy’s financial resources to support lease agreements, easements, and other property rights needs for developing the Project are described in Section 5.

[Large redacted area]



14.6 References

- BOEM (Bureau of Ocean Energy Management). 2016. Programmatic Agreement Among the U.S. Department of Interior, BOEM, The State Historic Preservation Officers of New Jersey and New York, The Shinnecock Indian Nation, and The Advisory Council on Historic Preservation Regarding Review of Outer Continental Shelf Renewable Energy Activities Offshore New Jersey and New York under Section 106 of the National Historic Preservation Act. Available online at: <https://www.boem.gov/sites/default/files/renewable-energy-program/State-Activities/HP/NY-NJ-Programmatic-Agreement-Executed.pdf>.
- BOEM. 2019. Guidelines for Information for a Renewable Energy Site Assessment Plan (SAP). Available online at: <https://www.boem.gov/sites/default/files/renewable-energy-program/BOEM-Renewable-SAP-Guidelines>.
- BOEM. 2021. Commercial and Research Wind Lease and Grant Issuance and Site Assessment Activities on the Atlantic Outer Continental Shelf of the New York Bight, Final Environmental Assessment. BOEM 2021-073. Available online at: https://www.boem.gov/sites/default/files/documents//NYBightFinalEA_BOEM_2021-073.pdf.
- NMFS (National Marine Fisheries Service). 2021. Offshore Wind Site Assessment Programmatic Endangered Species Act (ESA) Consultation. Letter of Concurrence. Available online at: <https://www.boem.gov/sites/default/files/documents/renewable-energy/OSW-surveys-NLAA-programmatic.pdf>.

USACE (U.S. Army Corps of Engineers). 2021a. Buffalo & New York Districts Final Regional Conditions, Water Quality Certification and Coastal Zone Concurrence for the 2021 Nationwide Permits for New York State. Effective February 25, 2022 – Expiration March 14, 2026. Available online at: https://www.nan.usace.army.mil/Portals/37/docs/regulatory/Nationwide%20Permit/NWP2022/2021%20Nationwide%20Permit%20Regional%20Conditions%20in%20the%20State%20of%20New%20York%20-%2041%20NWPs%20Issued%2025%20FEB%202022.pdf?ver=KS7ZkjD0K5vS_9JAuJOIQ%3d%3d.

USACE. 2021b. New Jersey 2021 Nationwide Permit Regional Conditions. Available online at: <https://www.nap.usace.army.mil/Portals/39/docs/regulatory/nwp/2021/2021-NJ-Reg-Cond-Final.pdf?ver=OeYqotgPeLJSmukCqerl8Q%3d%3d>.

15

O&M PLAN



Section 15 O&M Plan

Attentive Energy's O&M philosophy is to operate its offshore wind farms in a safe, reliable, and cost-effective manner for the life of the projects. To meet this objective for the Attentive Energy Two Project, Attentive Energy will deploy a skilled and experienced team for all major operational tasks and shape its intermittent and routine intervention activities based on industry best practices for all components of the offshore wind farm.

[REDACTED]

Both Sponsor teams have offshore operational experience, bringing direct experience and lessons learned for safe and efficient offshore wind O&M. Attentive Energy benefits from the offshore O&M experience of TotalEnergies, whose safety-driven culture has been a cornerstone of its long history of successful, reliable marine operations. [REDACTED]

[REDACTED] *TotalEnergies has been present in the U.S. since 1957 and has been qualified to operate offshore activities in federal waters since 1965. Additionally, members of Corio's team were directly involved in 14 offshore wind projects in the Macquarie portfolio that are now in operation.*

Promoting innovation and R&D, TotalEnergies has developed the Remote Assistance, Intervention, and Diagnosis technical support setup, which is planned to be deployed for the Project. Initially incorporated into oil and gas assets to reduce maintenance costs and production shortfalls, this support comes in the form of personnel intervention and analysis, as well as state-of-the-art predictive maintenance software.

Through the TotalEnergies OneTech organization, Attentive Energy has direct access to all the engineering, technical, and research resources required to sustain efficient operations, maintenance, and logistics. Leveraging this in-house expertise, Attentive Energy is building its localized O&M team to directly support the Project [REDACTED]

15.1 The Project’s approach to O&M

Attentive Energy will deliver offshore wind opportunities today and into the future, and is eager and prepared to be a long-term partner to New Jersey. Attentive Energy has devised an O&M plan that will ensure safe, reliable, and cost-effective operations over the lifetime of the Project, [REDACTED]

- Attentive Energy will prioritize the safety of personnel, the environment, and assets during regular maintenance and inspection activities at onshore and offshore facilities. These activities will be managed in accordance with the approved Safety Management System, which will be developed in accordance with regulatory requirements and take into consideration industry best practices and extensive Sponsor HSE safety standards to ensure that everyone is able to return home safe and sound at the end of their workday.
- Attentive Energy will leverage TotalEnergies’ competencies in operating complex onshore and offshore assets and will deploy skilled and experienced technicians for all major areas of operations, both onshore and offshore.

[REDACTED]

[REDACTED]

- Attentive Energy will continuously monitor its offshore wind farm performance and will use state-of-the-art technology to assess Project performance. Attentive Energy will develop a strong Condition-based Monitoring system to reduce production shortfalls and optimize and reduce maintenance costs.
- Attentive Energy has conceptualized a Jones Act-compliant marine logistics plan based on cyclical SOV deployments.

15.2 Sponsor expertise and competencies in offshore O&M

Based on decades of operating facilities in New Jersey and operating large-scale offshore assets globally, Attentive Energy’s Sponsors, TotalEnergies and Corio, bring unparalleled abilities to perform all upkeep and maintenance over the life of the Project, prioritizing safety and protection of the environment. The Project benefits from the offshore O&M experience of TotalEnergies, whose safety-driven culture and deep expertise have allowed it to become a global leader in the energy industry. TotalEnergies’ Seagreen project, the world’s deepest fixed bottom offshore wind farm, is already delivering clean electrons to the grid. In addition, members of Corio’s team have been directly involved in 14 offshore wind projects in the Macquarie portfolio that are now in operation. A notable example includes the establishment of the O&M strategy and asset management

framework of Macquarie and Corio’s Formosa 1, 2, and 3 portfolio of projects in Taiwan. Formosa 3 is now being developed in partnership with TotalEnergies. Members of the Corio team led the establishment of the best practice operational phase governance and asset management service agreements in a challenging new market and remained part of the management team of the asset after construction to ensure that safety, performance, and regulatory obligations were maintained and exceeded.

15.2.1 Technical expertise

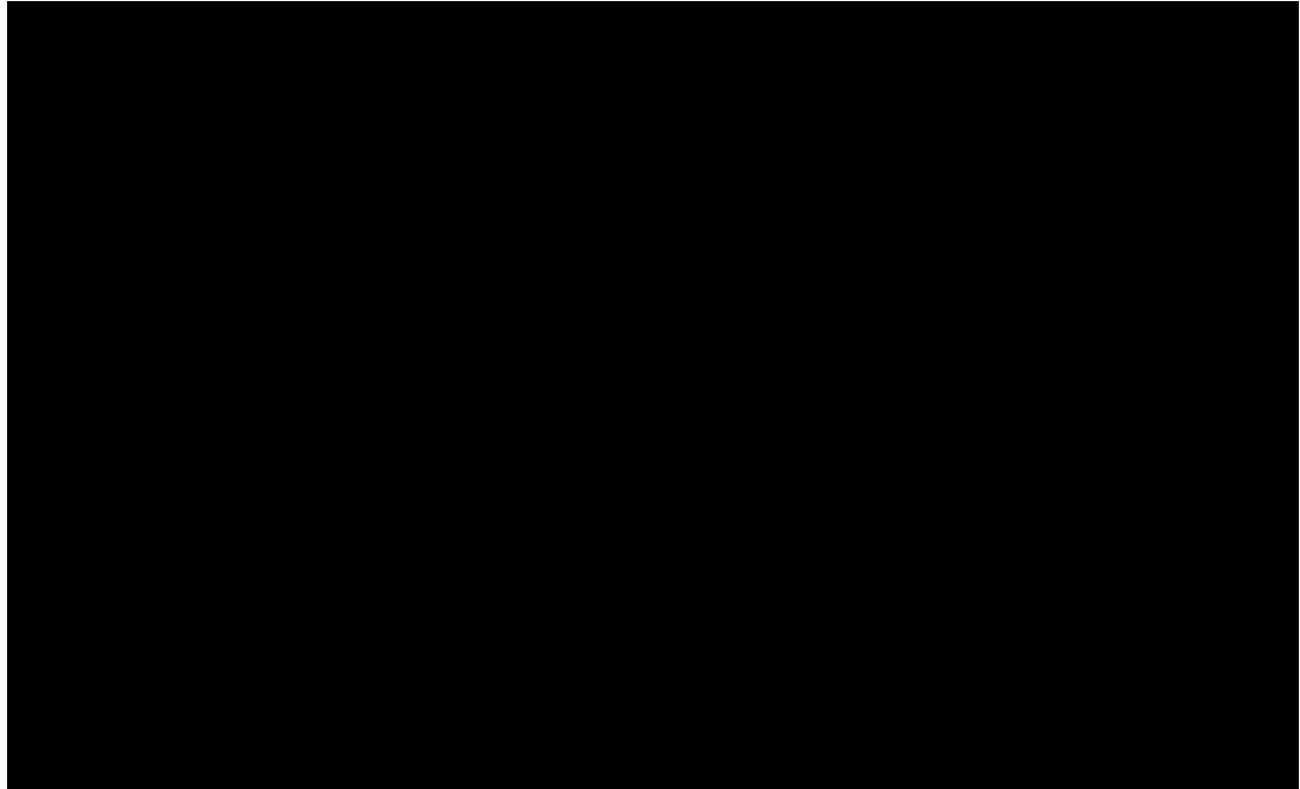
TotalEnergies’ safe and reliable operations are part of its DNA and have been cornerstones of its long history of successful activities in oil and gas, marketing and services, and renewable energy. [REDACTED]

Through the TotalEnergies OneTech organization, Attentive Energy has direct access to all the engineering, technical, and research resources required to sustain efficient operations, maintenance, and logistics.

[REDACTED]

[REDACTED]

Leveraging the Sponsors' longstanding presence and deep roots in different parts of the world and operation of complex, large-scale energy assets across various sectors, Attentive Energy is prepared to deliver a Project that is reliable and sustainable over the long term.



15.2.2 Leadership in health, safety, and environmental management

Safety is a core value for Attentive Energy. It is the policy of Attentive Energy and its Sponsors to provide their employees, visitors, and contractors with a safe workplace. Attentive Energy believes all accidents are preventable and will establish a comprehensive HSE risk assessment process and corresponding HSE management system for the entire Project lifecycle, including the operational phase. The Project's HSE management system will be applicable to onshore and offshore activities and include all policies, procedures, and work instructions required to manage HSE risks safely. This HSE management system will be compliant with all regulatory requirements and best practices and will fully elaborate on the content of the Safety Management System, which will be documented as part of the COP submission.

Maintaining a robust health and safety culture across all Project activities, with the goal of zero accidents and injuries, is Attentive Energy's highest priority. Attentive Energy applies the same rigorous standards for HSE as its Sponsors, TotalEnergies and Corio. Key to ensuring a safe work environment is implementation of a comprehensive program of safety competence and training, coupled with the adoption of critical safety practices by all. One such practice utilized by Attentive Energy is universal STOP-work-authority, which empowers all employees and contractors to stop work in any situation that they believe presents risk to a person's safety, the environment, or assets without any fear of reprisal. Workplace safety culture is further elaborated through a systematic

process for learning from incidents/events, tools for on-the-spot reporting of observations/anomalies to identify weak signals, and the adoption of a comprehensive system of task-based risk assessment and activities control.

The Sponsors' corporate safety commitments are provided in Section 1.

HSE management is the responsibility of everyone involved in the Project's O&M activities, with each person having a significant role in championing high standards of HSE care as part of their duties. By coordinating O&M activities to minimize risks and ensuring effective contract management, Attentive Energy will deliver an effective and consistent approach to HSE across the organization.

TotalEnergies' strong operational excellence across its portfolio gives it an understanding of the risks and associated management needs specific to offshore operation. TotalEnergies also has a safety record that is best in class among the major global energy providers.

15.2.3 Financial strength of two offshore leaders

TotalEnergies and Corio each bring a demonstrated ability to finance construction through market sources and, together, they offer financial capability and scale that is unmatched by other developers in this Solicitation. The combined market cap of TotalEnergies and Macquarie, Corio's parent company, is approximately \$200 billion. Attentive Energy, through TotalEnergies and Corio, has deep project operating expertise with proven offshore energy technologies that will ensure the successful operation of the Project for its lifetime.

TotalEnergies increased its global investments in electricity and renewables to over \$4 billion in 2022 (up from \$3 billion in 2021). Investments in low-carbon energies will rise to \$5 billion in 2023, representing nearly one third of TotalEnergies' total planned investments. TotalEnergies intends to finance investments of more than \$60 billion in renewable power generation capacity by 2030. At present, the company is developing more than 13 GW of offshore wind around the world. TotalEnergies' integrated multi-energy strategy, combined with its solid financial base, are strengths and sources of resilience that have allowed it to be a major provider of energy throughout decades of changing global conditions.

Corio brings a highly qualified team with experience in financing, developing, constructing, and operating offshore wind projects worldwide for more than 10 years. Corio's parent company, Macquarie, has over \$500 billion of total assets under management, of which \$100 billion is focused on infrastructure. Additionally, Corio is supported by its strategic partnership with OTPPB, a fund with over \$170 billion of net assets that has made a \$1 billion investment in Corio to support the development of up to 9 GW of offshore wind worldwide.

Attentive Energy and its Sponsors intend to lead the energy transition in the U.S. and around the world while always prioritizing the core values of safety and environmental protection.



15.3 Operation and maintenance plan

Attentive Energy has established an O&M plan that is robust, but flexible. The plan will evolve as the Project progresses, optimizing industry advancements, global and local best practices, and knowledge gained throughout the Project's life. This will be reinforced by the Sponsors and their parent companies' decades of experience operating large-scale energy infrastructure around the world. Their enduring track records and expansive skill sets endow an unparalleled ability to execute the development and construction of the Project, and to successfully optimize operations in accordance with the best interests of New Jersey. Attentive Energy will operate and maintain the Project to the highest standards throughout its entire operation. This includes not just during the OREC term, but throughout the entirety of the Project's life, ensuring New Jersey ratepayers a reliable long-term solution.



15.3.1 Maintenance philosophy

Maintenance of the Project will focus on three principles: embedding a zero-harm safety culture, prioritizing economic output, and ensuring high availability of all assets. To embed a zero-harm safety culture, the Project will prioritize safety at all levels of the organization, from senior management to front-line workers. This can be achieved through regular safety training and education, ongoing risk assessments and hazard identification, and a culture of continuous improvement in safety practices.

High availability of all assets is critical to maintaining optimal economic output. To achieve this, the Project will have robust monitoring and control systems in place to ensure that all assets are operating at peak efficiency. This will be achieved through real-time monitoring of key

Attentive Energy will focus on maximizing efficiency and minimizing downtime to secure optimal economic output. This will be achieved through regular maintenance and inspection of all assets to identify and address potential issues before they become critical.

performance indicators, regular maintenance and testing of equipment, and effective communication and collaboration among all stakeholders. In addition, data analytics and predictive maintenance will be used to optimize operations and improve performance.



15.3.2 Equipment downtime

[Redacted content]

[Redacted content]

Attentive Energy intends to overcome the challenges of unplanned offshore wind maintenance needs by combining a robust design approach, close collaboration with suppliers, and strong internal understanding of offshore

Attentive Energy benefits from the large portfolio of offshore wind projects under development between TotalEnergies and Corio, which will result in continuous improvements and benchmarking to global project operational models.

[REDACTED]

15.3.4 O&M vessels and compliance with Jones Act

Vessel utilization and availability will be central to the timely execution of all related O&M activities. Attentive Energy is currently undertaking a comprehensive review and engagement process with vessel providers to ensure that the optimal vessels are selected and available for the Project. Attentive Energy’s review includes assessing the most cost-effective and commercially viable solutions, which may lead to a global portfolio vessel agreement to ensure the fullest ability of vessels, leveraging TotalEnergies’ and Corio’s scale to maximize benefits to New Jersey ratepayers. This ongoing market assessment will be updated continually as the Project advances. All of Attentive Energy’s operations will comply with the Jones Act. Attentive Energy’s current assessment of access to vessels with special reference to U.S. regulatory requirements is discussed in Section 2. Table 15-3 illustrates Attentive Energy’s current assessment of O&M vessels expected to be chartered by Attentive Energy during the operation phase.

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted text block]

[Redacted text block]

[Redacted text block]

15.4.1 Preventative maintenance

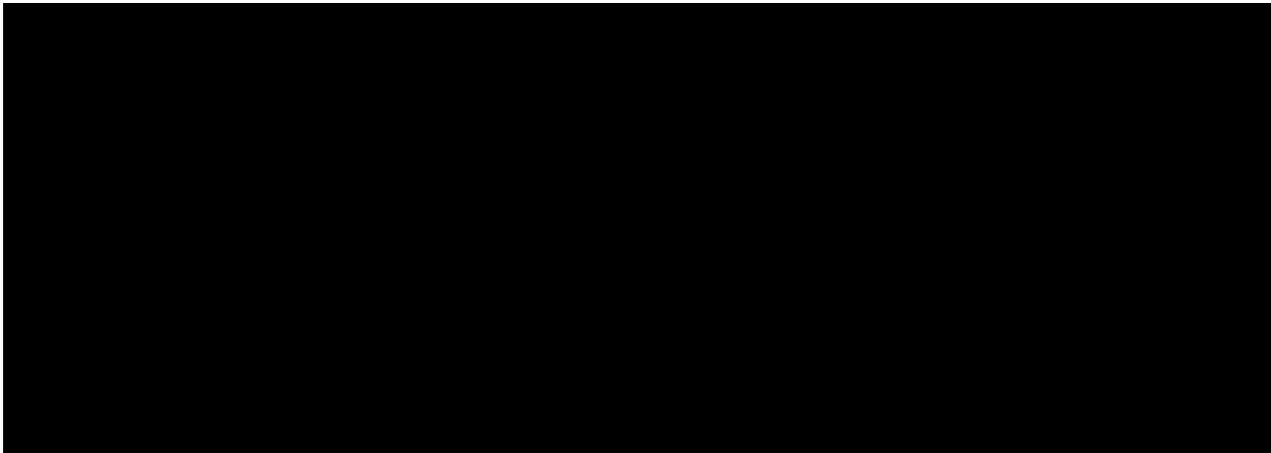
The Project will be subject to routine O&M team engagement through inspections and maintenance.

[Redacted text block]

[Redacted text block]

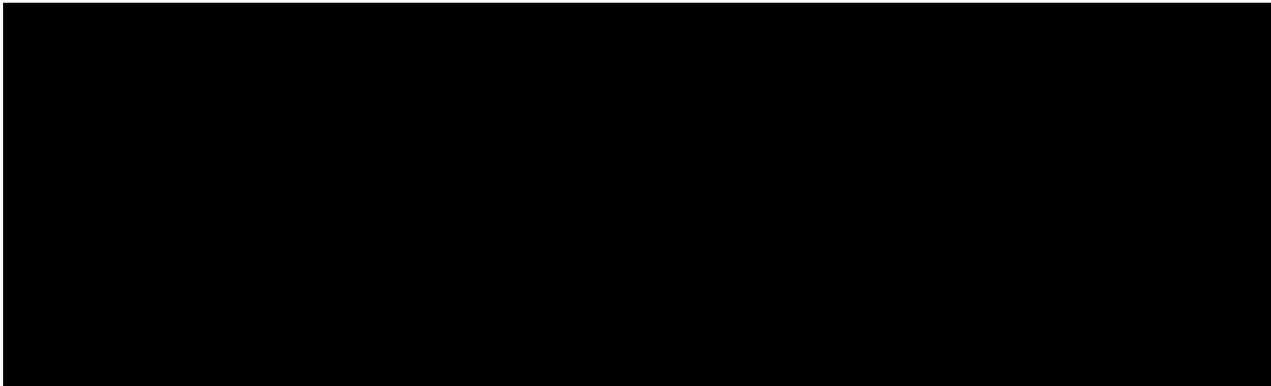
[Redacted text block]

[Redacted text block]



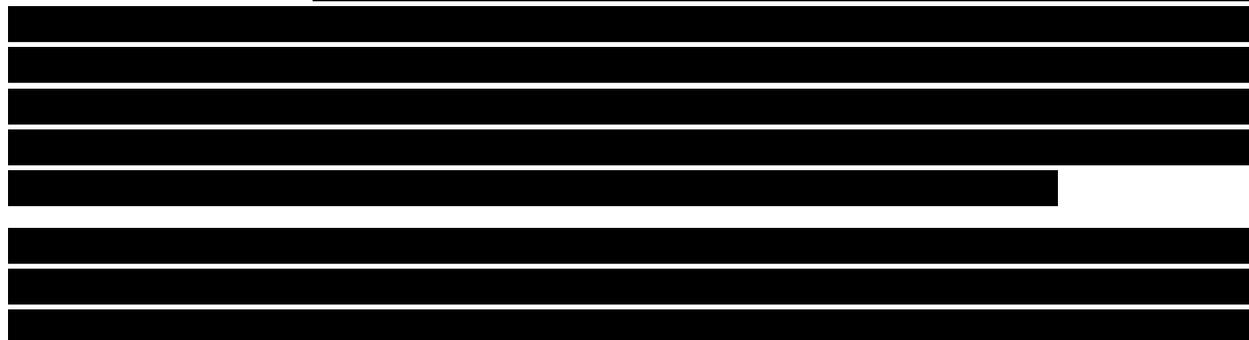
15.4.2 Corrective maintenance

Intermittent intervention is expected on all components of the Project. These activities are commonly known as conditional or corrective maintenance, and they take place when an abnormal behavior or an unexpected failure of a component occurs. [REDACTED]



15.4.3 Major repairs and major replacements

Major component repairs and replacements are considered unforeseen faults that necessitate emergency repairs involving substantial lifting equipment to rectify key components on the wind farm. These may involve replacement of WTG components (e.g., generators, blades, etc.) or entire WTGs or repairs to substructures. [REDACTED]



[Redacted text block]

Any decision to address unscheduled repairs will prioritize safety. A risk-based approach assessing factors such as, but not limited to, equipment, vessel availability, weather, fatigue, and experience will be followed to determine whether the work can be safely performed – with personnel and mariner safety being paramount.

[Redacted text block]

15.4.4 Cable exposure and reburial

[Redacted text block]

[Redacted text block]

[Redacted text block]

[REDACTED]

15.4.5 Emergency protocol

Attentive Energy is prioritizing direct engagement with the USCG. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Attentive Energy is working with BOEM, BSEE, USCG, and other applicable agencies to identify, develop, and review emergency response scenarios to inform the Emergency Response Plan. This includes proactive discussions on mariner safety, turbine layout, lighting, and emergency protocols.

Emergency shutdown provisions

Attentive Energy will monitor WTGs 24/7 and ensure procedures are carried out in accordance with the approved Emergency Response Plan. [REDACTED]

15.5 Primary risks to infrastructure

[REDACTED]

[Redacted text block]

[Large redacted text block]



[Redacted text block]

15.6.1 Contractual setup

Attentive Energy will be responsible for the O&M of the Project and will oversee a range of functions, including, but not limited to, permitting, contracts, procurement, engineering, finance, and operations, all with a focus on maximizing safety, availability, and integrity. Attentive Energy will develop, revise, and implement an Operations Management Plan and manage the associated contracts.

[Redacted text block]

[Redacted text block]

[Large redacted text block]

[Redacted text block]

15.7 Infrastructure designed to withstand future climate change

Impacts from climate change must be considered and incorporated into Project plans now. Offshore wind will meaningfully and expeditiously transform the power generation makeup at the scale required to address the climate change emergency. Attentive Energy is designing its O&M strategy with these factors in mind to maximize Project operations, while promoting a safety-first culture.

Impacts from climate change are a reality. To address this, Attentive Energy will design and engineer the Project as a prudent long-term owner/operator, taking into account existing risks related to weather and climate change.

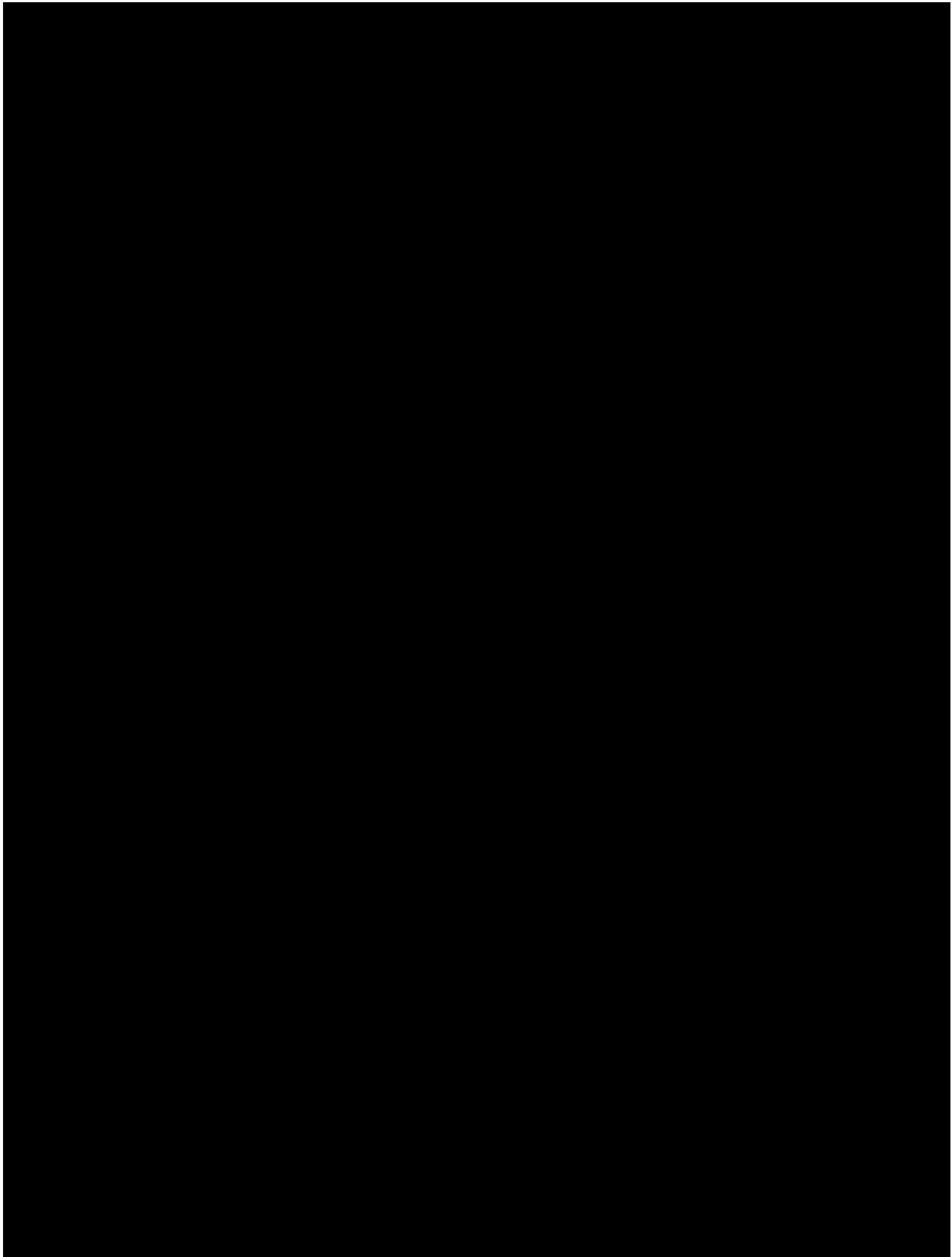
[Redacted text block]

15.7.1 Consideration of climate risks

From the start of the design process for the Project, Attentive Energy has considered climatic risks that could be encountered by the Project, in consultation with industry assessments, such as reports by the Intergovernmental Panel on Climate Change reports.

As part of the design process, Attentive Energy will undertake a risk engineering and design review with a select panel of insurers. Any concerns with respect to climate-related physical risks and other risks will be incorporated into the design process and operating plans. To this end, Attentive Energy will provide recommendations for shoreline resiliency and equipment protection (primary risk mitigation) and will adapt its spare parts strategies to address supply chain limitations resulting from climate events (secondary risk mitigation). A detailed climate change risk assessment will be conducted for the Project, and the Project will follow the latest and recognized international codes and standards that account for extreme events. Table 15-7 presents the main physical risks identified to date.

[Redacted text block]

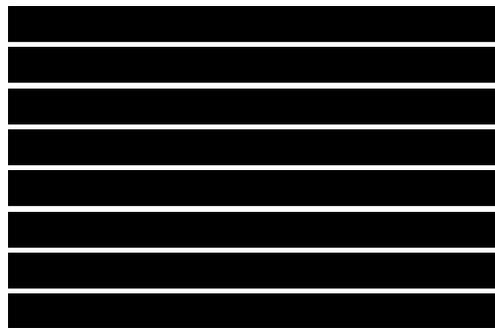




15.7.2 Incorporating climate considerations into design

Attentive Energy has considered the climate risks in Table 15-7 during the design of Project components that will be constructed and operated as part of the Project. In this, Attentive Energy benefits from the design and operational expertise of its Sponsors, who have specific experience in identifying climate risks and accounting for potential implications in large-scale energy assets, both onshore and offshore. For each site, TotalEnergies defines a set of future climate scenarios of varying probability, for which it assesses the potential consequences for people, the environment, and property. Based on that analysis, TotalEnergies implements risk reduction measures and defines barriers. These processes will be applied to the Project, with regular risk assessment updates.

TotalEnergies also takes climate risk into account for onshore facilities, developing a methodology to address the anticipated changes in the climate system into its facility design basis. TotalEnergies evaluates its operating sites' vulnerability to weather events so that their consequences do not affect the installations' integrity or people's safety. The results of internal studies have not identified any facilities that are unable to withstand the consequences of climate change known to date.



As a result of its longstanding experience as an offshore asset operator, TotalEnergies has a robust understanding of major offshore technological risks and, accordingly, it follows an integrated process for everything from designing to dismantling its facilities.



For each site, TotalEnergies defines a set of future climate scenarios of varying probability, for which it assesses the potential consequences for people, the environment, and property. Based on that analysis, TotalEnergies implements risk reduction measures and defines barriers. These processes will be applied to Attentive Energy, with regular risk assessment updates.

15.8 Deployment of monitoring technology

[Redacted text block containing multiple paragraphs of information, all obscured by black bars.]

15.8.1 Foundation monitoring measures

Foundation monitoring will be focused on five key areas, as described below, where each of these areas will provide a variety of reliable data streams to enable a full understanding of the foundation's integrity and degradation levels. The exact foundation monitoring measures will be refined and finalized as the Project progresses towards the detailed design stage.



[Redacted text block consisting of multiple lines of blacked-out content]

[REDACTED]

15.9 Proof of insurance

Attentive Energy will maintain the types and levels of insurance that are appropriate for the Project in keeping with industry practice. [REDACTED]

[REDACTED]

[Redacted]

[Redacted]

15.9.1 Non-standard insurance

[Redacted]

15.10 References

[Redacted]



Section 15: O&M Plan

List of Attachments

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

16

DECOMMISSIONING PLAN



Section 16

Decommissioning Plan

Attentive Energy will decommission the Project at the end of its useful life, after coordination with the relevant state and federal agencies, Tribes, and stakeholders, and the development of a Decommissioning Plan. Attentive Energy will leverage the capabilities of TotalEnergies, which has decades of experience in the offshore oil and gas industry and renewable energy development, providing technical excellence and managerial expertise to develop a robust Decommissioning Plan for the Project.

As a standard, TotalEnergies “designs for decommissioning,” meaning it plans all project phases with smart decommissioning in mind. Starting with the early conception and pre-development phase, designs are updated through the entire lifecycle to ensure the project can be fully decommissioned, causing the least environmental impact while using the most up-to-date methods and safest practices. TotalEnergies follows best practices for all decommissioning activities and uses environmental impact assessments as a reporting tool to ensure decommissioning activities have the least impact on the environment. Safety is more than a priority for TotalEnergies, it is a core value, and will be at the forefront of the design and implementation of the decommissioning process.

Attentive Energy’s decommissioning value proposition hinges on best practices from TotalEnergies’ decades of offshore infrastructure experience, a commitment to sustainability, proactive planning, health and safety, and environmental protection. This is evidenced by its track record in decommissioning major projects worldwide, including the Danish Tyra project, which included 50,000 metric tons of material removed and is one of the first and largest decommissioned offshore projects. Additionally, TotalEnergies’ L7 Redevelopment recycled 98 percent of its materials and is a stellar example for the applied technology of the circular economy.

As more offshore wind projects are decommissioned over the next two decades and industry-wide decommissioning techniques are refined and optimized, Attentive Energy will incorporate those lessons learned to this Project. It is also expected that a strong local base of decommissioning experience will grow in the U.S. over the next decades, which will benefit the Project through proven work methods, logistics, workforce, and supply chain.

Ultimately, Attentive Energy’s early engagement with Tribes and stakeholders will facilitate the incorporation of broad stakeholder interests into the design of the final Decommissioning Plan to achieve the most viable, cost-effective, and environmentally friendly outcome.

16.1 Introduction

Over the lifetime of the Project, Attentive Energy will develop three different but related decommissioning plans. As part of this Application, Attentive Energy has developed a Preliminary Decommissioning Plan to guide the anticipated decommissioning of the Attentive Energy Two Project after its useful life.

Through its commitment to environmental stewardship and in alignment with the New Jersey Offshore Wind Strategic Plan, Attentive Energy will employ a rigorous scientific approach to research and monitoring of marine and coastal resources during the decommissioning of the Project and avoid, minimize, and/or mitigate impacts where feasible. In addition to the Preliminary Decommissioning Plan included herein, Attentive Energy will submit a Decommissioning Plan as part of the Project's COP. Towards the end of the Project's life, Attentive Energy will also develop a Final Decommissioning Plan. These three iterations of the Project's decommissioning strategy will continue to evolve as regulations change and offshore wind projects in the U.S. define decommissioning best practices.

In summary, the three decommissioning plans developed throughout the Project's lifecycle are:

- Preliminary Decommissioning Plan – the plan developed for this Application;
- COP Decommissioning Plan – the high-level plan that will be submitted as part of the Project's COP; and
- Final Decommissioning Plan – the final plan that will align with federal regulations and be completed two years before decommissioning.

The Attentive Energy Two Project is mostly located in federal waters, with some Project components placed in state waters and some components located onshore. Attentive Energy is aware of the regulations guiding offshore decommissioning and commits to being compliant with the regulations in place at the time of decommissioning. Further, Attentive Energy will prioritize continued engagement with industry organizations and regulators to monitor regulations and best practices to guide its plan. Acknowledging that the Project decommissioning will occur decades in the future, Attentive Energy has designed this plan around ratepayer value, technological advancements, and environmental protection, and Attentive Energy will continue to refine it around those priorities.

Attentive Energy is well equipped to decommission offshore wind infrastructure safely, efficiently, and in an environmentally sensitive manner. As further discussed in Section 16.7.3, Attentive Energy benefits from the core competencies of TotalEnergies, which are derived from its decades long

leading role in the offshore oil and gas industry. With extensive offshore experience, TotalEnergies has the technical excellence and managerial expertise to prepare and deliver a robust Decommissioning Plan. These competencies and Best Management Practices (“BMPs”) have been translated to TotalEnergies’ fixed-bottom and floating offshore wind projects, and Attentive Energy will leverage this same experience in managing the decommissioning of the Attentive Energy Two Project.

TotalEnergies’ decommissioning excellence is founded on two core principles: designing for decommissioning and utilizing sustainable decommissioning practices where possible.

This section provides an overview of Attentive Energy’s Preliminary Decommissioning Plan, TotalEnergies’ vast decommissioning experience and project standards, how the Preliminary Decommissioning Plan complies with applicable federal, state, and local regulations, how decommissioned components will be recycled, reused, or disposed of, and the estimated cost of decommissioning. Attentive Energy commits that no decommissioning costs in excess of its anticipated costs stated in the Application will be borne by the ratepayers.

16.2 Decommissioning planning, design, and regulatory approvals

16.2.1 Decommissioning scope and process

The decommissioning of an offshore wind farm can be split into three different phases:

1. **Project Management and Project Planning:** the operations and scheduling are planned, budgeted, and approved by the appropriate regulatory entities. Forward planning should allow enough time to secure the vessel(s) and/or barge(s) along with the mobilization requirements for the decommissioning process.
2. **Removal and Decommissioning of the Major Equipment:** the physical removal of the major equipment is achieved. [REDACTED]
3. **Post-decommissioning Process:** the removed elements reach the desired destination, and any required monitoring of the offshore wind farm site’s environmental and marine habitat recovery is implemented.

Attentive Energy will review proposed decommissioning activities throughout the lifetime of the Project, as legislation, regulatory requirements, and approaches develop over time. Such reviews will also consider technology and technological advances, evolving knowledge and experience, understanding of the marine environment, and changes in working practices. The area adjacent to the Project Area may encounter a range of activities and uses that may change over the lifetime of the Project, and these will be monitored.

Attentive Energy will seek input from Tribes and stakeholders, including state and federal regulatory agencies and environmental and fisheries groups, to develop the Final Decommissioning Plan. It is

expected that the general knowledge of the offshore wind industry will greatly increase over the next two decades as techniques will be refined and optimized from projects being decommissioned before Attentive Energy develops its Final Decommissioning Plan.

16.2.2 Decommissioning Plan development

The Preliminary Decommissioning Plan created for this Application will be the basis for the two subsequent plans submitted at a later point, all of which will include:

- Project design for smart decommissioning;
- Consideration of activities that cause the least environmental impact;
- Project equipment; and
- Procurement and logistics of decommissioning.

The Project Area is defined by the combined onshore and offshore area where the Attentive Energy Two facilities are physically located. [REDACTED]

[REDACTED] In this Application, Attentive Energy also offers a Prebuild Infrastructure option (i.e., the duct banks and cable vaults associated with the Prebuild), which is part of this preliminary decommissioning plan and will be included in subsequent decommissioning plans if Attentive Energy is awarded the Prebuild.

Several years prior to the planned decommissioning and within two years before termination of the Lease, the Project will develop a Final Decommissioning Plan per 30 CFR 585 and 30 CFR 285.902, which is subject to BOEM approval.

As specified in 30 CFR 285.902, as part of its decommissioning Attentive Energy must:

- “(1) Remove or decommission all facilities, projects, cables, pipelines, and obstructions;
- (2) Clear the seafloor of all obstructions created by activities on (the) lease, including (the) project easement, or grant” within two years after lease termination. Per 30 CFR §585.910(a), all offshore facilities must be removed to 15 feet (“ft”) (4.5 meters [“m”]) below the mudline, unless otherwise authorized by BOEM.”

Before decommissioning, Attentive Energy will submit a decommissioning application to the BSEE for approval. Further, upon receiving approval of the decommissioning application, the Project will submit a decommissioning notice per 30 CFR §285.908 to BSEE at least 60 days before commencing decommissioning activities. Attentive Energy will coordinate with state, local, and Tribal governments and further comply with all applicable regulations and guidelines while conducting the decommissioning activities.

While Attentive Energy will be prepared to meet its full obligation to remove all facilities, at this stage it is unclear whether full removal will be the most prudent action given the beneficial habitat that may form over the decades and the potential environmental impacts removal may cause.

As specified in 30 CFR 585.909 *Facility Removal*, BOEM may authorize facilities to remain in place following termination of a lease or grant if requested in the decommissioning application. BOEM may approve such requests on a case-by-case basis considering the following:

- Potential impacts to the marine environment;
- Competing uses of the OCS;
- Impacts on marine safety and national defense;
- Maintenance of adequate financial assurance; and
- Other factors determined by the BOEM Director.

Attentive Energy's Decommissioning Plan will be informed, at all stages, by the extensive global experience of TotalEnergies in decommissioning projects at sea. Attentive Energy will seek input from stakeholders, including state and federal regulatory agencies, environmental and fisheries groups, and other stakeholders to develop the Project's

As described in Attentive Energy's EPP and FPP, Attentive Energy is in the process of developing comprehensive regional environmental research programs that include pre- and post-construction monitoring. This research will inform the development of a Final Decommissioning Plan that avoids and minimizes impacts to natural resources.

Decommissioning Plan. Specific consideration will be given to habitat formed as a result of the installed structures (e.g., WTG foundations, scour protection, cable protection) placed in the water during Project construction and the biological communities that formed over the life of the Project.

Additionally, Attentive Energy is committed to avoiding impacts to fisheries where possible and will consider changes in commercial and recreational fishing practices resulting from the presence of the Project. To further inform the preparation of the Final Decommissioning Plan, Attentive Energy will remain engaged with the research community and will stay current with research, monitoring, and regulatory changes related to the decommissioning of other offshore wind facilities in the U.S. and globally.

16.2.3 Decommissioning specifications

TotalEnergies' general specifications for decommissioning include a variety of articles and conventions, which are listed in Table 16-1 and considered guiding references.⁷⁸

⁷⁸ TotalEnergies. Guide and Manual - Decommissioning of production facilities GM EP APP 008 Rev. 02 (Internal Company Standard), June 2015.

Table 16-1. External guiding references for decommissioning

Reference	Title
DNVGL-RP-H102	Recommended practice – Marine operations during removal of offshore installations
DNVGL-ST-N001	Marine Operations and Marine Warranty (ed. 2016)
ISO 19900	General requirements for offshore structures
UNCLOS Article 60.3	1982 United Nations Convention on Law of the Sea
Geneva Convention on the Continental Shelf – Article 5.5 & Article 210.5	1958 Geneva Convention on the Continental Shelf
1972 LC72	LC72 and 1996 Protocol
IMO.672	1989 IMO guidelines and standards for the removal of offshore installations and structures
FAS 143	Accounting for Asset Retirement Obligations
OSPAR Decision 98/3	OSPAR Decision 98/3 on the Disposal of Disused Offshore Installations

Key: DNVGL – Det Norske Veritas German Lloyd; FAS – Financial Accounting Standards; IMO – International Maritime Organization; ISO – International Organization for Standardization; LC72 – London Dumping Convention of 1972; OSPAR – Paris Convention for the North – East Atlantic; UNCLOS – United Nations Convention on Law of the Sea

16.2.4 Permits and approvals

Attentive Energy will execute decommissioning of the Project in conformance with applicable regulations in effect at the time of decommissioning. In addition to the Final Decommissioning Plan and decommissioning application to BSEE as described in Section 16.2.2, it is expected that the Project’s decommissioning will require permits similar to those required for construction.

It is anticipated that an assessment of environmental impacts will be necessary to secure the required permits. The focus of the assessment will be on, but not be limited to, key criteria such as:

- Identification and assessment of potential impacts on the environment;
- Identification of surveys to inform the assessment process;
- A review of marine habitat and nature conservation designations;
- The potential interference with other legitimate users of the sea within the wind farm boundaries;
- Identification and assessment of potential impacts on amenities, communities, and future uses of the environment; and
- Identification and assessment of potential impacts on the historic environment.

Some of these key criteria will change in importance over time; as such, the assessment will need to be based on conditions at the time of decommissioning.

16.2.5 Monitoring and assessing decommissioning impacts

As detailed in its EPP and FPP, Attentive Energy is committed to monitoring and assessing the impacts from the Project’s decommissioning activities on the environment, including on fisheries. If impacts cannot be avoided, Attentive Energy will minimize and then mitigate them. [REDACTED]

[REDACTED]

Specific consideration will be given to habitat formed as a result of the installed structures (e.g., WTG foundations, scour protection, cable protection) placed in the water during Project construction and the biological communities that formed over the life of the Project. As a result of engagement with stakeholders and the research community, Attentive Energy will consider whether certain facilities are suitable to be converted to an artificial reef to provide longer term benefits to marine habitat and for fisheries.

16.2.6 Decommissioning procedures

The following decommissioning procedures reflect today’s understanding of the best available methods. These procedures will be finalized for the Final Decommissioning Plan, which will be drafted over 30 years from now. The Final

Attentive Energy will consider whether certain facilities can be converted to an artificial reef to provide longer term benefits to marine habitats and for fisheries.

Decommissioning Plan will incorporate technological advancements in decommissioning and information gathered through consultation with stakeholders.

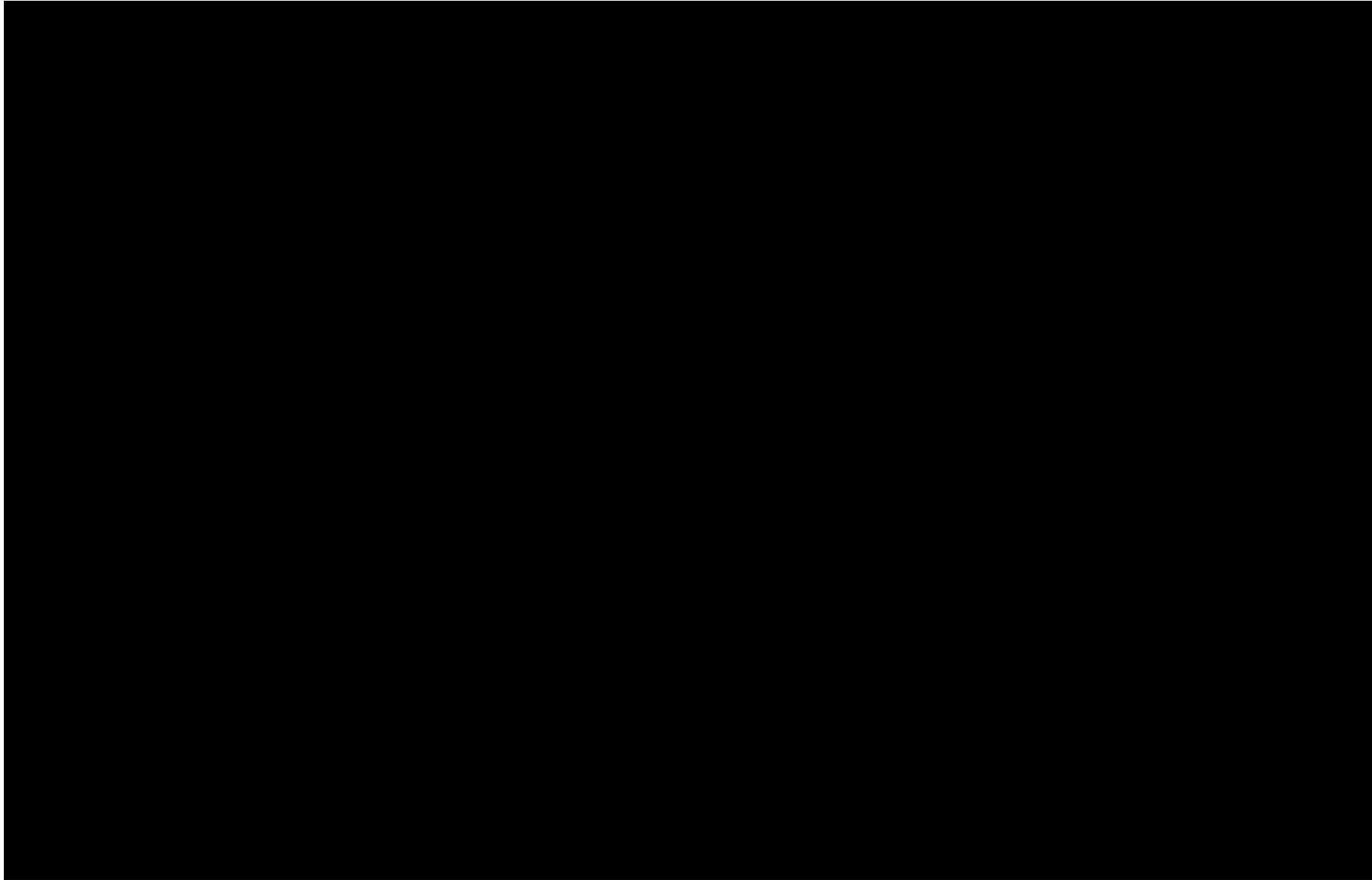
Figure 16-1 provides a workflow of decommissioning procedures from the planning and documentation phase to component preparation, handling, transportation, removal, and site cleanup⁷⁹. In the following subsections, the decommissioning steps are described in more detail.

Offshore project facilities

As a base case following the regulations in 30 CFR Part 585 and unless an alternate approach is approved, Attentive Energy is required to remove all Project components. [REDACTED]

[REDACTED]

⁷⁹ Adapted from Gjodvad and Ibsen 2016



[REDACTED]

Offshore project facilities

As a base case following the regulations in 30 CFR Part 585 and unless an alternate approach is approved, Attentive Energy is required to remove all Project components. [REDACTED]

Onshore facilities

Removal of onshore facilities, in accordance with 30 CFR §585.910(b), will include transition vaults, export cables, and associated duct banks and splice vaults, as well as the onshore converter station. Attentive Energy anticipates that such decommissioning activities will include the full Prebuild Infrastructure. [REDACTED]

Prebuild Infrastructure

If awarded, Attentive Energy’s Prebuild Infrastructure will consist of duct banks, transition vaults, and cable vaults for the Project as well as the additional Qualified Projects to fully utilize the Larrabee Tri-Collector Solution. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

16.2.7 Post-decommissioning reporting

Within 60 days of decommissioning activities, Attentive Energy will verify to BSEE that the site has been cleared, if applicable, and submit a decommissioning report that will include the following:

- Summary of the removal activities, including the date completed;
- Description of any mitigation measures that were undertaken; and
- Statement regarding the types and quantity of explosives (if any) used in removing of the facility. This statement shall ensure consistency with the approved decommissioning application.

16.3 Material management

Attentive Energy will consider the following principles during all phases of the Project:

- Prioritize recycling whenever possible, especially for metals, such as steel, iron, copper, aluminum, and concrete, as these are the most carbon-intensive materials. Such efforts have a significant contribution, providing environmental credits associated with the avoided production of metals.
- Avoid contributing to landfills as much as possible, especially for composite waste.

- From a circular economy perspective, prioritize the use of recycled and reused content in the material streams for production. The aim is also to use equipment for longer periods of time to reduce the frequency of replacement and to make more intensive use of the products.
- The Project will use an extensive number of renewable material components that are either repurposed at end of life or refurbished and returned to service. [REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Furthermore, Attentive Energy benefits from its Sponsors' involvement in several industry organizations in Europe and the U.S. that explore innovation and responsible development in the offshore wind industry pertaining to blades:

- TotalEnergies is involved in the Trackcycle project led by the startup Circular, a member of the TotalEnergies Ventures program. TotalEnergies is actively involved in the project through the support of its R&D teams. The Trackcycle project integrates blockchain technology into the advanced recycling value chain, with the aim of providing a fully traceable and accurately labeled record of recycled materials, from waste supply to their use in new production streams.

The program is intended to provide all polymer industry players with visibility into the source and quality of materials entering and leaving its facilities.

- TotalEnergies joined PACE in 2022. This initiative launched by the World Economic Forum and currently hosted by the Wind Resource Institute aims to accelerate the transition to a more circular economy.

TotalEnergies has a proven track record in driving material design and recycling, as evidenced by objectives and projects across industry sectors. Through its initiatives in the petrochemicals sector, TotalEnergies contributes to the circular economy at various points in the value chain through its purchasing, sales, production, and its own waste management.

TotalEnergies is already collaborating with companies on various projects, including its partnership in Texas with New Hope Energy for a chemical recycling plant using a patented pyrolysis technique developed in partnership with Lummus Technologies. The plant will have the capacity to treat and transform more than 310,000 tons per year mixed plastic waste that would otherwise be destined for landfill or incineration. TotalEnergies will use 100,000 tons of Recycled Polymer Feedstock in its Texas-based production units to manufacture high-quality polymers suitable for food-grade applications such as flexible and rigid food packaging containers.

Offshore WTGs have a large amount of material that must be removed after the structures are decommissioned. Disposal will be implemented according to decommissioning industry best practices and in line with the applicable regulations at the time of decommissioning. The appropriate waste hierarchy will also be followed: reuse is the first principle, followed by recycling, incineration with energy recovery, and, lastly, disposal.

16.3.1 Repurpose, regenerate, or reuse

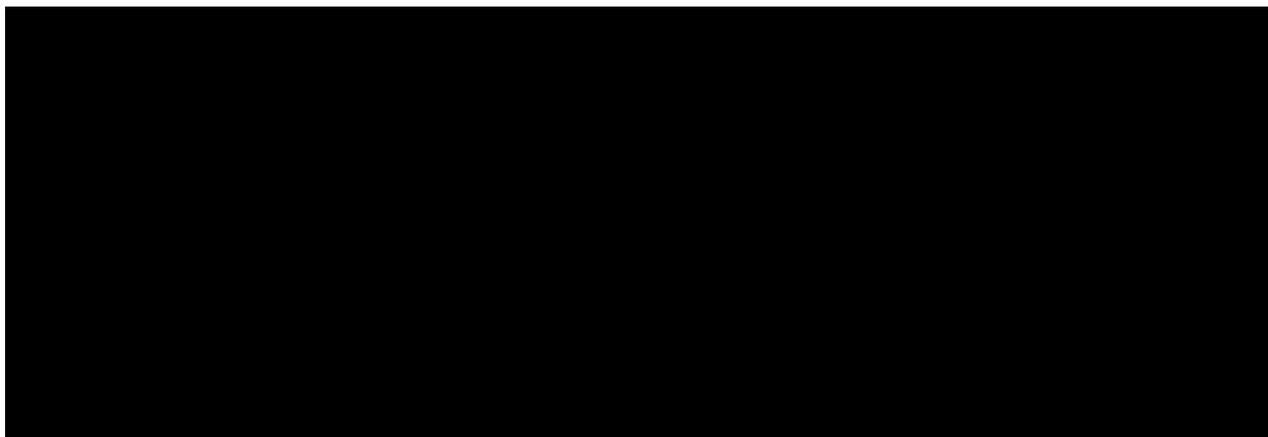
Attentive Energy will evaluate the opportunities for repurposing and reutilizing any assets, both for offshore and onshore components, as technology and engineering solutions develop during the operational life of the wind farm. Regeneration or reuse of components (i.e., structures) can also be considered as a type of decommissioning, with the subsequent development of more powerful WTGs that could reuse most of the electrical system (i.e., cables and substations) and reduce the capital costs of the new Project. [REDACTED]

16.3.2 Recycling and recovery

Attentive Energy places a large focus on researching and developing recovery opportunities for decommissioned components. Attentive Energy's Sponsor TotalEnergies has vast experience with recycling and recovery through their involvement in several industry organizations in Europe and the U.S. that explore smart design and recycling of blades:

- As a member of the Suswind project in the U.K., led by the National Composites Centre and Offshore Renewable Energy⁸⁰ Catapult, TotalEnergies helps innovate on viable technologies to recycle blades currently in service.
- TotalEnergies is a member of the Circular Economy for the Wind Sector research project, also under the sponsorship of ORE Catapult. The Circular Economy for the Wind Sector project aims to deploy new solutions for the large-scale recycling of WTG blades. The project also aims to develop technical and economic analyses to evaluate the possibilities of re-commercialization.

Table 16-2 lists the components of offshore wind projects that can be recycled.



Attentive Energy will evaluate the opportunities for decommissioned material, such as steel, to be recycled wherever possible. Hydraulic oil will be covered under a waste management plan and disposed of under relevant regulations at the time of disposal. Unused and/or remaining chemicals will be returned to the supplier for reuse or satisfactory treatment. The need for draining and emptying fluid systems (i.e., oil filled transformer) prior to decommissioning will be risk assessed and planned prior to decommissioning.

Recycling of polyester/epoxy turbine rotor blades is currently more challenging within the industry. Several studies have been conducted on recycling of composite materials, but at present, no standardized procedure to reuse or recycle blades has been developed. OEMs have made repurposing and/or recycling of WTG components, including blades, a priority and have made significant advancements to date. The Project will continue to monitor the innovation in polymer recycling processes over the Project's lifetime.

Incineration with energy recovery will be considered for recovered materials not suitable for recycling. Waste-to-Energy is a globally recognized approach to reduce GHG emissions. The EPA estimates that, on average, for every one ton of waste processed at a Waste-to-Energy plant, one ton of GHG is avoided. New Jersey is currently home to four authorized Waste-to-Energy incinerators.

⁸⁰ Offshore Renewable Energy

16.3.3 Disposal

Materials that cannot otherwise be repurposed, regenerated, reused, recycled, or recovered will be disposed of in accordance with applicable regulations at the time of decommissioning.

16.4 Expected useful economic life

[REDACTED]

[REDACTED]

16.5 Anticipated decommissioning costs

Attentive Energy has developed a preliminary cost estimate based on the robust global experience of its Sponsors in offshore energy asset management and decommissioning. This estimate is further supported by input and experience of Attentive Energy’s team of consultants in the U.S and review of relevant literature.⁸¹ [REDACTED]

[REDACTED] At the time of this Application, there is no single, industry accepted approach to estimate decommissioning, as there is no significant decommissioning precedence for offshore wind, especially in the U.S. market. There are several ways to estimate decommissioning costs, and Attentive Energy expects there to

⁸¹DNV GL 2015; Jalili et al. 2022; Kaiser and Snyder 2010

be improvements in technology and experience from the decommissioning of other offshore wind projects globally by the time the Project is decommissioned.

Sections 16.5.1, 16.5.2, and 16.5.3 describe the basis for the costing as well as relevant uncertainties and limitations of cost estimates prepared decades in advance of the planned decommissioning activities.

16.5.1 Anticipated Project decommissioning cost

[REDACTED]

[REDACTED] As described in Section 16.6, Attentive Energy will provide necessary financial assurances and segregated decommissioning funds as required by N.J.A.C. 14:8-6.5(a)(9)(ii), and other agencies as appropriate.

[REDACTED]

16.5.2 Anticipated Prebuild decommissioning cost

[Redacted]

[REDACTED]

16.5.3 Uncertainties and limitations

As noted throughout this section, there are numerous uncertainties and limitations that may result in differences between the actual cost of decommissioning and estimates provided decades in advance of those activities occurring. [REDACTED]

[REDACTED]

16.6 Future funding and financial assurances

Attentive Energy will meet federal and State requirements to ensure future funding for decommissioning activities to meet BOEM’s financial assurance requirement as part of the Lease Agreement and applicable requirements under 30 CFR Part 585, Subpart E. Attentive Energy will

[REDACTED]

meet all federal and State insurance requirements associated with decommissioning. Attentive Energy has included estimated insurance costs in its Decommissioning Plan, and these assumptions have been incorporated into the financial analysis.

As specified in BOEM and BSEE's proposed Modification Rule, it is assumed Attentive Energy will need to provide a supplemental bond or other authorized financial assurance in the amount determined by BOEM based on anticipated decommissioning costs of the proposed facilities.

16.6.1 Safety: A core value for Attentive Energy

Decommissioning a facility is expected to involve inherently different hazards than those encountered during construction activities or normal operation of the facility. This is due to either of the following:

- The need for inherently more hazardous operations and activities for cutting/dismantling the equipment and structures; or
- The need for higher numbers of offshore working hours and considerable subsea activity (e.g., diving, cutting, rigging, extraction of buried IACs and export cables, etc.).

Decommissioning may last for multiple years and might involve the repetition of similar sequences of work (e.g., cutting/dismantling monopiles and piled jackets for the OSS). To improve safety performance, TotalEnergies places a focus on ensuring that feedback regarding experiences is incorporated into later stages of work.

It is the policy of Attentive Energy and its Sponsors to provide employees, visitors, and contractors with a safe workplace. Attentive Energy believes all accidents are preventable and will establish a comprehensive HSE risk assessment process and corresponding HSE management system for the entire Project lifecycle, including the decommissioning phase. The Project's HSE management system will be applicable to onshore and offshore activities and include all policies, procedures, and work instructions required to manage HSE risks safely. This HSE management system will be compliant with all regulatory requirements and best practices and will fully elaborate on the content of the Safety Management System, which will be documented as part of the COP submission. Further information on Attentive Energy's safety commitments is provided in Section 1.

Maintaining a robust health and safety culture across all Project activities, with the goal of zero accidents or injuries, is Attentive Energy's highest priority. Attentive Energy applies the same rigorous standards for HSE during the decommissioning phase.

16.6.2 Decommissioning Health and Safety Plans

Consistent with the Safety Management System and Attentive Energy's commitment to HSE, Attentive Energy will require that contractors retained to execute specific decommissioning activities prepare and submit HSE plans for Attentive Energy review. Contractors are required to

adhere to approved HSE plans. Development of such HSE plans will be a stipulation of contract award for decommissioning activities.

16.7 Decommissioning experience

16.7.1 TotalEnergies' decommissioning standards

TotalEnergies goes beyond local, regional, and international laws, regulations, and conventions⁸³, by following the Best Practical Environmental Option (“BPEO”) method for all decommissioning activities. Currently, TotalEnergies uses Environmental Impact Assessments as a tool to document this BPEO approach. The BPEO aims to achieve the greatest benefit to the environment. It is determined by the comparative assessment of alternative decommissioning arrangements based upon the following criteria: technical feasibility; environmental impact to air, land, and water; risks to the health and safety of both the workforce and the public; and economics. Generally, the Decommissioning Phase for a project includes the following activities, as discussed in Table 16-6.

Table 16-6. Standard activities to inform Decommissioning Plan

Standard Activities Informing Decommissioning Strategy
Site information surveys
Assessment of the possibility of reusing all or parts of the facilities, either at their current location or at another site
Assessment of the possibility of recycling all or parts of the facilities
Environmental Impact Assessment
Risk management
Program planning, including obtaining necessary approvals
Public consultation and dialogue with stakeholders
Decommissioning of production and utility systems and equipment
Removal/transportation
Reuse of all or parts of the facilities
Dismantle/recycle/disposal (including material and waste management)
Remediation and reclamation of site
Post-remediation and reclamation monitoring and surveys

16.7.2 Planning for smart decommissioning during all Project phases

As a standard, TotalEnergies “designs for decommissioning,” meaning it plans all project phases with smart decommissioning in mind. Starting with the early conception and pre-development phase, designs are updated through the entire lifecycle to ensure projects can be fully decommissioned, causing the least environmental impact while using the most up-to date methods and safest practices.

⁸³ Attentive Energy follows the United Nations Convention on Law of the Sea (UNCLOS Article 60.3), The London Dumping Convention and its 1996 protocol (1972 LC72), OSPAR Decision 98/3 on the Disposal of Disused Offshore Installations (OSPAR Decision 98/3), and Geneva Convention on the Continental Shelf - Article 5.5 & Article 210.5.

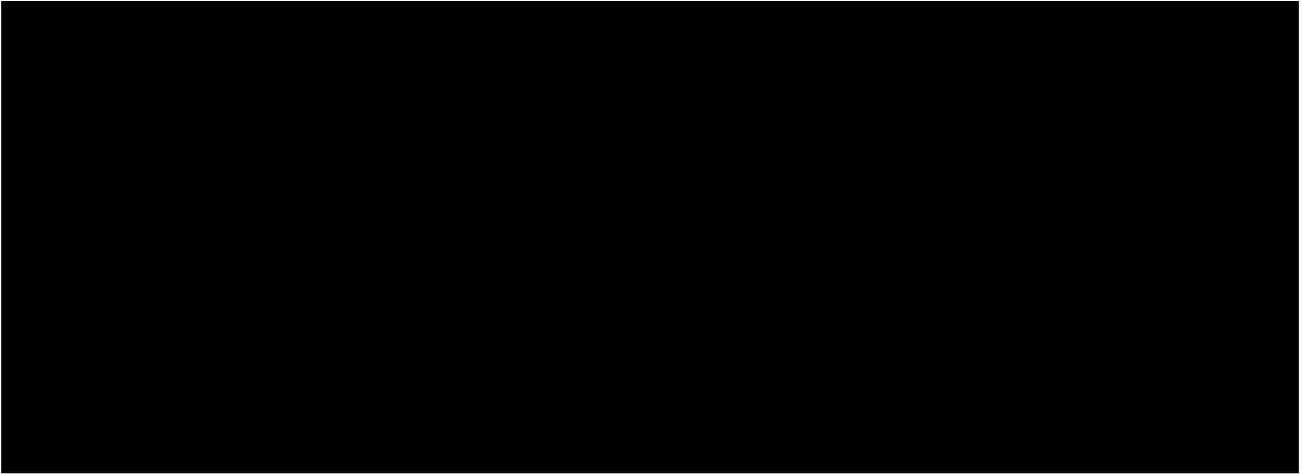
- **Pre-development:** TotalEnergies will first consider a decommissioning strategy for an asset during the pre-development stages of the Project. If other aspects are similar, a concept having the least total environmental impact during and after decommissioning would be preferred.
- **Development:** During the pre-FEED and FEED, the design will be developed not only to optimize the operation phase and field economics, but also to minimize the decommissioning costs and the final environmental impact of the Project. All installations will be designed to be totally removable, if desired, at the end of their lifecycle. This implies that the necessary technologies for the removal and disposal of the components are available at the time of project development. Further, the design will allow these technologies to be effectively applied at the time of decommissioning (e.g., structures installed after a transport phase shall be re-transportable at the end of their operating life).
- **Operation:** In the years leading up to the end of the Project's operation, TotalEnergies will commence preparation and planning for decommissioning to ensure that:
 - Local, state, and federal laws, regulations, and conventions, as well as applicable contracts, are assessed and possible decommissioning arrangements are thoroughly evaluated.
 - Stakeholder dialogue starts as early as possible, thereby creating a common perception of decommissioning and building confidence in the approach for arriving at the recommended options.
 - The necessary approvals (i.e., for local disposal facilities) are received in a timely manner and preparation for the works are carried out smoothly.

16.7.3 TotalEnergies' project decommissioning experience

TotalEnergies conducts decommissioning studies on a regular basis for its Exploration & Production assets to support the financial provisions required by International Accounting Standard 37 and to comply with regulations and contractual obligations. These studies cover onshore and offshore assets, facilities, wells, and infrastructure worldwide. Assumptions are driven by local, regional, and international regulations, conventions, and standards, as well as internal decommissioning standards. TotalEnergies is committed to environmental protection, sustainable development, and advancing the circular economy.

In addition, as a member of the International Association of Oil & Gas Producers, TotalEnergies collaborates to develop and improve dismantling policies and methods. In addition, several R&D activities are underway, with two areas of focus: well plugging and abandonment and decommissioning of offshore platforms and pipelines.

Finally, in addition to being engaged in research and development initiatives, TotalEnergies has gained experience from initiating and executing several decommissioning projects in recent years for fixed platforms and floating installations. A non-exhaustive list of TotalEnergies large infrastructure projects decommissioned to date or undergoing decommissioning is provided in Table 16-7.



TOTALENERGIES' OFFSHORE PROJECTS PORTFOLIO

Tyra, a Major Offshore Project Redevelopment



Tyra project in Denmark

Country:

Denmark

Technology:

Bottom-fixed Jacket Foundations

Project Type:

Natural Gas

Start of Operations:

1984

Water Depth:

~40 m

The Tyra field has been at the heart of Denmark’s energy infrastructure for nearly 40 years (since 1984). Located 225 km off the west coast of Denmark, its redevelopment, which has become necessary due to natural subsidence of the reservoir, is an opportunity to secure and revitalize production. The advanced technologies used will enable reduction of the environmental footprint of the new Tyra II and optimize the energy efficiency of its operations.

The project began by decommissioning the old, obsolete facilities. This removal stage was completed during the summer of 2020 and required two of the world’s largest construction and crane vessels (same vessels that could be used during the installation and the decommissioning phases). In total, 50,000 metric tons of material were removed, which is the equivalent of more than 200 Statues of Liberty. All old structures were sent onshore with a target to recycle and reuse more than 95 percent, making it the first and largest ever decommissioning in Danish history and creating important knowledge and standards for the whole industry.



TOTALENERGIES' OFFSHORE PROJECTS PORTFOLIO

L7, a Circular Economy Example



L7 project in the Netherlands

Country:

Netherlands

Technology:

Bottom-fixed Jacket Foundations (x9)

Project Type:

Natural Gas

Start of Operations:

1977

Water Depth:

~40 m

With over 40 years of production, the L7 field has been of great importance to the Dutch energy mix. Ten of the L7 facilities, with a total weight of around 17,000 metric tons, will be dismantled. The objective is to recycle up to 98 percent of all materials, which is in line with TotalEnergies' ambition to deliver a sustainable project that is cost and energy efficient, safe, and predictable.

L7 decommissioning will consist of:

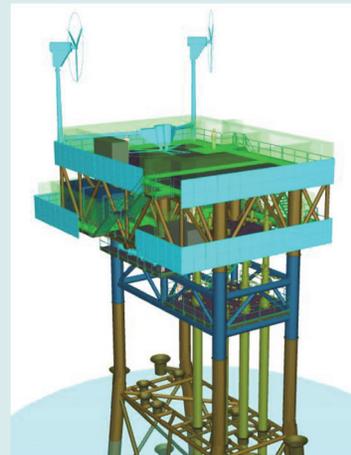
- Ten facilities
- Nine jackets
- Ten topsides
- 39 lifts overall
- 44 piles to be cut
- 26 pipelines spools



[REDACTED]

SPONSOR OFFSHORE PROJECTS PORTFOLIO

Focus on L7B Redevelopment



L7B Project in the Netherlands

Country:

Netherlands

Technology:

Bottom-fixed Jacket Foundations (x9)

Project Type:

Natural Gas

Start of Operations:

1977

Water Depth:

~40 m

One of the L7 facilities will be redeveloped as part of the Aramis project⁸⁴ to have a second life. Aramis is a carbon capture and storage project (“CCS”). The workflow is as follows:

		mt	%
	Repurpose – CCS redevelopment	1093	50%
	Reuse – Certain equipment	9	0%
	Recycle – New products	1033	47%
	Recover – Energy From waste	TBD	TBD
	Disposal – ALARP*	55	3%

The main trigger for conventional offshore decommissioning is associated with the resource depletion at the end of the asset's life. However, given that the wind resource never ceases to exist, in case of offshore wind plants, facilities replacement and/or upgrades are common. The L7 project is a good example for the redevelopment of a facility. Attentive Energy aspires to learn from this extended lifecycle experience in the future. It is expected that 35+ years from today, replacement/upgrading of existing facilities may have become a norm in the offshore wind industry.

TotalEnergies experience decommissioning large infrastructure projects will only increase over the coming decades. This experience will prove invaluable when the time comes to depower and decommission Attentive Energy Two after it has had a productive and valuable lifespan.

⁸⁴ Aramis 2023

16.8 References

Aramis. 2023. About the Aramis Project: A Major Step towards Meeting Decarbonization Goals. Available online at: <https://www.aramis-ccs.com/project>.

DNV GL. 2015. Logistics and Cost Reduction of Decommissioning Offshore Wind Farms. Presented at EWEA Offshore 2015 10 – 12 March 2015, Copenhagen. Available online at: https://www.researchgate.net/publication/274896458_Logistics_and_Cost_Reduction_of_De-commissioning_Offshore_Wind_Farms.

Jalili, S., A. Maheri and A. Ivanovic. 2022. Cost and Emission Analyses of Decommissioning of Offshore Wind Farms Using Reverse Installation Method: Cases of Lincs Limited, Gunfleet Sands, and Horns Rev I Wind Farms. DECOMTOOLS 2022, Interreg North Sea Region.

Kaiser, M. and B. Snyder. 2010. Offshore Wind Energy Installation and Decommissioning Cost Estimation in the U.S. Outer Continental Shelf. Prepared by Energy Research Group, LLC.

TotalEnergies. 2015. Guide and Manual – Decommissioning of Production Facilities GM EP APP 008 Revision 02 (Internal Company Standard). June.



Section 16: Decommissioning Plan

List of Attachments

No attachments for this section

17

COST-BENEFIT ANALYSIS



Section 17 Cost-Benefit Analysis

A project that is the scale of Attentive Energy Two has the potential to bring about truly generational opportunities for New Jersey. The Project will deliver substantial ratepayer value, emissions reductions, environmental benefits, and economic growth stimulated by in-state spending and job creation. [REDACTED]

To capture this full potential, Attentive Energy has designed its Project from the ground up to create a positive impact to New Jerseyans. [REDACTED]

A benefit-cost ratio of 1 or greater indicates that the benefits of the Project to New Jersey outweigh the cost of realizing the Project, making it a worthy investment for the state.

[REDACTED]

Specific to OBCs, the Project will deliver up to [REDACTED] in benefits, reflecting Attentive Energy's thoughtful commitments to uplift these communities.

Furthermore, the Project will reduce emissions to deliver real, lasting quality of life benefits to the communities of New Jersey, complementing the steps that the State has already taken towards reducing emissions by advancing its clean energy programs. Based on the reduction in local air pollutants, the Project is estimated to save [REDACTED]

Alongside value from reductions in other respiratory illnesses and lost work, the sum of these avoided health impacts result in a total economic benefit of [REDACTED] to New Jersey over the life of the Project.

17.1 Cost-benefit analysis demonstrating net benefits to the State

The total forecasted economic benefits from the Project are substantial, reaching [REDACTED] over its development, construction, and the Project's full [REDACTED] operational life.⁸⁵ Overall, this remarkable opportunity equates to net benefits of more than [REDACTED], reflecting:

[REDACTED]

Within New Jersey, total benefits could be [REDACTED] through the development, construction, and [REDACTED] operation. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

If Attentive Energy is awarded the Prebuild Infrastructure, the benefits accruing from Prebuild would be those presented in Table 17-3.

[REDACTED]

17.2 Enduring effects of the Project’s Economic Development Plan

The Attentive Energy Two Project will provide significant benefits to New Jersey for decades to come, including creation of new jobs and economic output during the development, construction, and operation of the Project.

The economic impacts to New Jersey residents were determined for 1) the Project’s direct expenditures in New Jersey (e.g., design, engineering, environmental services, construction, and operation projected to be sourced

To put it simply, Attentive Energy is ready for the long haul and is eager to be a partner to New Jersey for decades to come. The Project is designed to be impactful to New Jersey now and in the future.

[REDACTED]

from New Jersey); 2) the Project’s property taxes paid in New Jersey; and 3) the investments that the Project will make to support New Jersey communities and the offshore wind industry in the state. [REDACTED]

[REDACTED]

Attentive Energy Two will deliver high-impact investments tailored to New Jersey – informed by years of on-the-ground collaboration and designed to deliver significant and tangible results. [REDACTED]

[REDACTED]

Attentive Energy intends to help facilitate workforce training and development programs with its partners to ensure New Jersey workers have the tools they need to succeed in the offshore wind sector for years to come. [REDACTED]

[REDACTED]

Attentive Energy also wants to ensure that the Project uplifts New Jersey’s OBCs and empowers non-traditional or historically disadvantaged stakeholders. That is why Attentive Energy is working to facilitate programs that emphasize economic opportunities for OBCs and SMWVBs in New Jersey. [REDACTED]

[REDACTED]



Attentive Energy team members volunteering at the Fulfill Food Bank in Neptune, New Jersey

[REDACTED]

The Project's direct and indirect expenditures were modeled based on current Project spending estimates related to development, construction, and operation. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Attentive Energy has designed its community investment programs to prioritize OBCs and deliver direct, impactful benefits. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted text block]

If Attentive Energy is awarded the Prebuild Infrastructure, the benefits accruing from Prebuild would be those presented in Table 17-6.

[Redacted]

[Redacted]

17.3 Prioritizing ratepayer value

Attentive Energy understands that affordability is key to New Jersey, and it has designed the Project to specifically focus on bringing value to ratepayers. On its own, this Project reduces wholesale power prices, which are also buttressed with several targeted initiatives to ultimately result in a net benefit to New Jersey ratepayers.

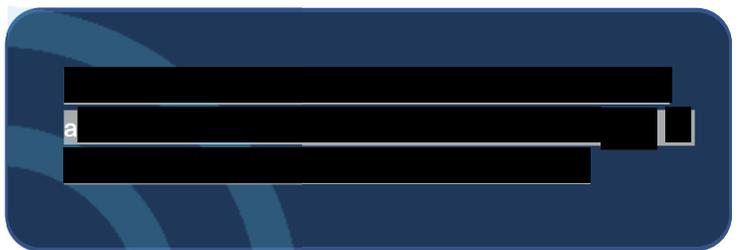
[Redacted]

17.3.1 Ratepayer savings

[Redacted]

[Redacted]

[Redacted text block]



[Redacted text block]

[Redacted footnote text]

[REDACTED]

[REDACTED]

17.3.2 Ratepayer costs

Ratepayer costs are determined using the percent allocation to residential and industrial ratepayers calculated from modeling the portion of wholesale savings that residential ratepayers would be allocated over the 20-year OREC term. These percent allocations are then applied to the costs associated with the Project to demonstrate the expected cost for both the residential and industrial (non-residential sectors).

[REDACTED]

[REDACTED]

[REDACTED]

17.3.3 Net Ratepayer Impact

Finally, to determine the net ratepayer impacts associated with the Project, the benefits from the reduction in wholesale power and capacity prices are added to the costs to ratepayers from the OREC contract. While the costs of the Project are limited to the duration of the 20-year OREC term,

[REDACTED]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

17.4 Environmental net benefits contributing to New Jersey’s greener future

New Jersey’s ambitious goal to achieve 100 percent clean energy by 2035 speaks to the State’s vision for a greener future that benefits its residents. Attentive Energy Two will bring environmental benefits to the region while moving New Jersey towards its green target.

[Redacted text block]

[Redacted text block]

[Redacted text block]

[REDACTED]

[REDACTED]

If Attentive Energy is awarded the Prebuild Infrastructure, the benefits accruing from Prebuild would be those presented in Table 17-12.

[REDACTED]

As noted in Section 17.3, offshore wind is a generator of clean energy with low dispatch costs that will operate ahead of and therefore displace more expensive natural gas- and fuel oil-fired power plants both within New Jersey and in the surrounding region. Due to this displacement, these emissions-producing units will run less, resulting in avoided emissions that can be attributed to the addition of this offshore wind.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

17.5 State grants and subsidies

Attentive Energy benefits from its Sponsors' deep experience in developing large capital projects and endeavors to provide the best value to ratepayers for this Project. Attentive Energy is committed to pursue available opportunities to ensure all available grants and subsidies are received to reduce the cost to New Jersey residents. Various incentives are expected to be received and have been incorporated into the Project's cost-benefit analysis. Specific information on these incentives is provided in Section 6.

17.6 Cleaner air, family-sustaining jobs, reduced electricity bills, and more

The Attentive Energy Two Project is right for New Jersey. It will move the state towards its green energy targets and result in cleaner air for New Jersey and the surrounding regions; it will provide long-term, family-sustaining jobs to New Jersey residents; it will reduce energy bills through the life of the Project; it will protect the environment through the Project design and targeted investments in the State; and it will focus on delivering jobs, benefits, and offshore wind opportunities to New Jersey's OBCs. When the present value in dollars discounted to December 31, 2022 at a 7% nominal discount rate is totaled across the direct, indirect, and induced benefits and added to the real benefits from emissions reduction and health impacts, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

If Attentive Energy is awarded the Prebuild Infrastructure, the benefits accruing from Prebuild would be those presented in Table 17-17.

[REDACTED]

Regardless of the Project design and investment configurations ultimately chosen, Attentive Energy Two will position the State of New Jersey to become a hub with jobs and expertise to support the emerging global offshore wind industry. Furthermore, the Project will bring cleaner air to communities across the State. Through Attentive Energy's commitments to hiring local workforce, remaining integrated into local communities throughout the life of the Project, and supporting OBCs, the environment, and workforce development through thoughtful investment programs, residents across the State are poised to see [REDACTED] benefits from the Project. Attentive Energy looks forward to the realization of the Attentive Energy Two Project and the benefits it will provide to New Jersey and beyond.

17.7 References

Asthma and Allergy Foundation of America. 2022. Asthma Facts. Available online at: <https://aafa.org/asthma/asthma-facts/>. Accessed December 13, 2022.

EPA (U.S. Environmental Protection Agency). 2016. Technical Update of the Social Cost of Carbon for Regulatory Impact Analysis. Published by the Interagency Working Group on Social Cost of Greenhouse Gases. August. Available online at: https://www.epa.gov/sites/default/files/2016-12/documents/sc_co2_tsd_august_2016.pdf.



Section 17: Cost-Benefit Analysis

List of Attachments

No attachments for this section

PUBLIC VERSION

18

APPLICATION FORM



Section 18 Application Form

Attentive Energy has submitted its Application Forms as a zip folder of working Excel files.

PUBLIC VERSION



www.attentiveenergy.com