



135 Madison Ave
New York, NY 10016

July 22, 2024

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Via Electronic Mail

New Jersey Board of Public Utilities
44 South Clinton Ave.
Trenton, NJ 08625

RE: Attentive Energy LLC Compliance Filing¹

New Jersey Board of Public Utilities' (the "NJ BPU") Order Approving Attentive Energy Two 1342 MW Project as a Qualified Offshore Wind Project, Docket No. Q022080481 (January 24, 2024) (the "Board Order")

Dear Board Staff,

Pursuant to the Board Order, Attentive Energy submits this letter to fulfill the Board Order's compliance filing requirement (the "Compliance Filing").

As required by the Board Order, this Compliance Filing addresses (1) the specific dates for the Critical Milestones² associated with Attentive Energy providing \$58.85 million toward completion of Phase 3 of the EEW Foundation Manufacturing Facility and for completion of the Attentive Energy Two Project (the "Project"), and (2) the detailed description and proposed form of the financial instruments to be used [REDACTED]

¹ This letter contains confidential, proprietary, and/or commercially sensitive information that is exempt from disclosure under OPRA. All notices or other communications regarding the confidential nature of this letter should be directed to Attentive Energy's General Counsel Murray Greene (murray.greene@totalenergies.com, 713-858-9414).

² Capitalized terms not defined in this document shall have the meaning assigned in the Board Order.

1. Critical Milestones

As required by the Board Order, Attentive Energy has set the following Critical Milestones for its COD Commitments and EEW Foundation Manufacturing Facility commitments (“EEW Commitments”).

a. COD Commitments

- i. **COD Critical Milestone 1** – By [REDACTED] Attentive Energy will receive from the Bureau of Ocean Energy Management approval of the Project’s Construction and Operation Plan (“COP”).³
- ii. **COD Critical Milestone 2** – By July 1, 2031, Attentive Energy will achieve the Project’s COD as set in Paragraph 6 of Attachment B to the Board Order. COD may be declared once at least 90% of the wind turbines are commissioned and generating power.⁴

b. EEW Commitments

- i. **EEW Critical Milestone 1** – By [REDACTED] Attentive Energy will provide at least \$14.71 million in total to the EEW Foundation Manufacturing Facility, representing the funding that is at least 25% of the total funding commitment as proposed by Attentive Energy and included in the Board Order.
- ii. **EEW Critical Milestone 2** – By [REDACTED] Attentive Energy will provide at least \$29.43 million in total (taking into account the above) to the EEW Foundation Manufacturing Facility, representing the funding that is at least 50% of the total funding commitment as proposed by Attentive Energy and included in the Board Order.
- iii. **EEW Critical Milestone 3** – By [REDACTED] Attentive Energy will provide the remaining balance of the \$58.85 million in total to the EEW Foundation Manufacturing Facility, representing 100% of the total funding commitment as proposed by Attentive Energy and included in the Board Order.

³ [REDACTED]

⁴ The NJ BPU made this clarification in response to question 51 for the New Jersey Third OREC Solicitation. See [Questions and Answers - NJ Offshore Wind](#).

2. Financial Instruments for Commitment Security

Attentive Energy includes below a detailed description of the proposed financial instruments to be used [REDACTED]

Pursuant to the Board Order, by January 24, 2025 (i.e., within one (1) year of the effective date of the Board Order), Attentive Energy must post \$33,550,000 in total Commitment Security, being 50% of the Commitment Security associated with the COD Commitment. See Board Order, Attachment B, Section 4(h)(i). [REDACTED]

[REDACTED]

[REDACTED]

Pursuant to the Board Order, for the COD Commitments, Attentive Energy must post the balance of the Commitment Security (i.e., \$33,550,000) by January 24, 2027, which is three (3) years from the anniversary of the Board Order. See Board Order, Attachment B, Section 4(h)(i). [REDACTED]

[REDACTED]

[REDACTED]

To ensure that Attentive Energy has sufficient time to fulfill the stated commitments, we request that the NJ BPU provide approval of the Compliance Filing by December 1, 2024.

We thank the NJ BPU for the opportunity to provide this Compliance Filing and for its continued collaboration on the Project. If you have any questions regarding the requests in this Compliance Filing or would like additional information, please do not hesitate to contact me at christen.wittman@totalenergies.com or 508-272-6987.

Sincerely,



Christen Wittman
VP Project Development – Attentive Energy

6 [REDACTED]

CC: New Jersey Division of Rate Counsel
 140 East Front Street, 4th Floor
 Trenton, NJ 08625-0003

BPU Service List:

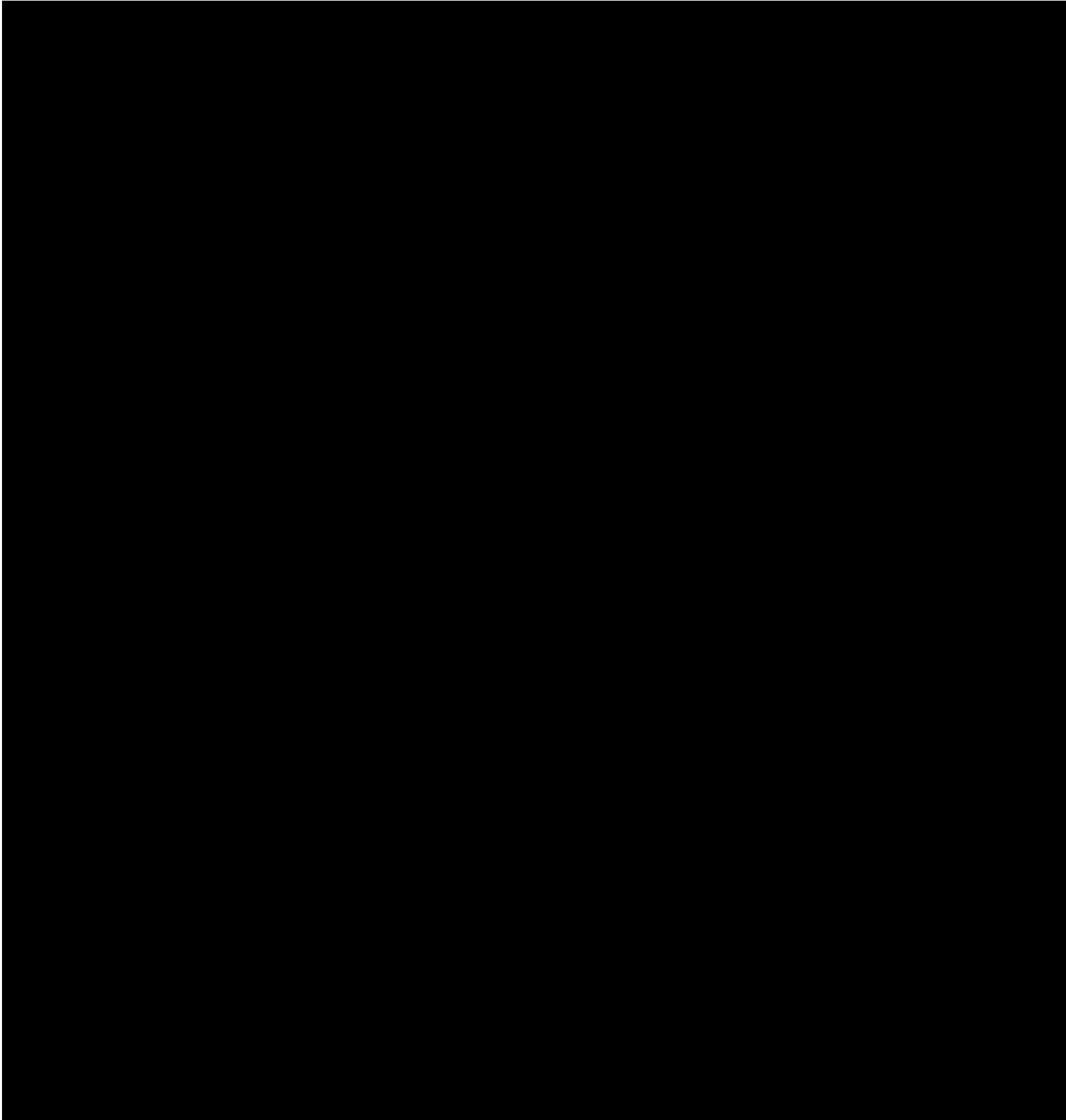
Sherri Golden, Secretary Board of Public Utilities 44 South Clinton Avenue, 1st Floor P.O. Box 350 Trenton, NJ 08625 Board.Secretary@bpu.nj.gov	Robert Brabston, Esq. Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Robert.Brabston@bpu.nj.gov	Michael Beck, Esq. Board of Public Utilities 44 South. Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Michael.Beck@bpu.nj.gov
Stacy Peterson Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Stacy.Peterson@bpu.nj.gov	Taryn Boland Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Taryn.Bolland@bpu.nj.gov	Carol Artale, Esq. Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Carole.Artale@bpu.nj.gov
Henry Gajda Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Henry.Gajda@bpu.nj.gov	Kim Diamond Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Kim.Diamond@bpu.nj.gov	Charles Gurkas Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Charles.Gurkas@bpu.nj.gov
Ben Witherell Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Ben.Witherell@bpu.nj.gov	Farhana Rahman Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Farhana.Rahman@bpu.nj.gov	Veronique Oomen Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Veronique.Oomen@bpu.nj.gov
Kira Lawrence Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Kira.Lawrence@bpu.nj.gov	Earl Thomas Pierce Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Earl.Pierce@bpu.nj.gov	Kevin Dillon Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Kevin.Dillon@bpu.nj.gov
Bailey Wild Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Bailey.Wild@bpu.nj.gov	Jack Streppone Board of Public Utilities 44 South Clinton Avenue P.O. Box 350 Trenton, NJ 08625 Jack.Streppone@bpu.nj.gov	

Rate Counsel Copy List:

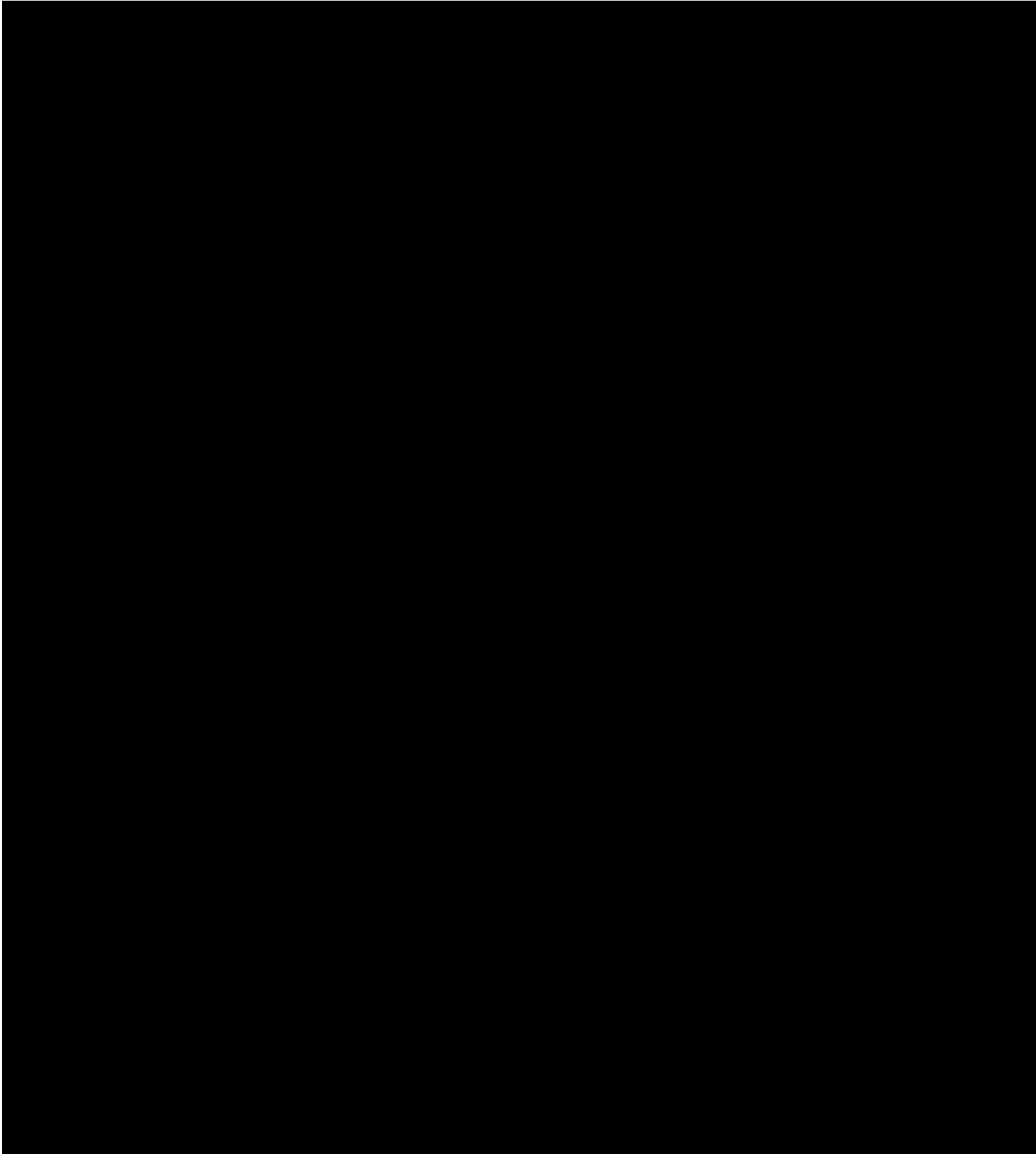
Brian Lipman Division of Rate Counsel 140 East Front Street, 4th Fl. Trenton, NJ 08625 blipman@rpa.nj.gov	T. David Wand, Esq. Division of Rate Counsel 140 East Front Street, 4th Fl. Trenton, NJ 08625 dwand@rpa.nj.gov	Maura Caroselli, Esq. Division of Rate Counsel 140 East Front Street, 4th Fl. Trenton, NJ 08625 mcaroselli@rpa.nj.gov
Lisa Littman, Esq. Division of Rate Counsel 140 East Front Street, 4th Fl. Trenton, NJ 08625 llittman@rpa.nj.gov	Debora Layugan Division of Rate Counsel 140 East Front Street, 4th Fl. Trenton, NJ 08625 dlayugan@rpa.nj.gov	

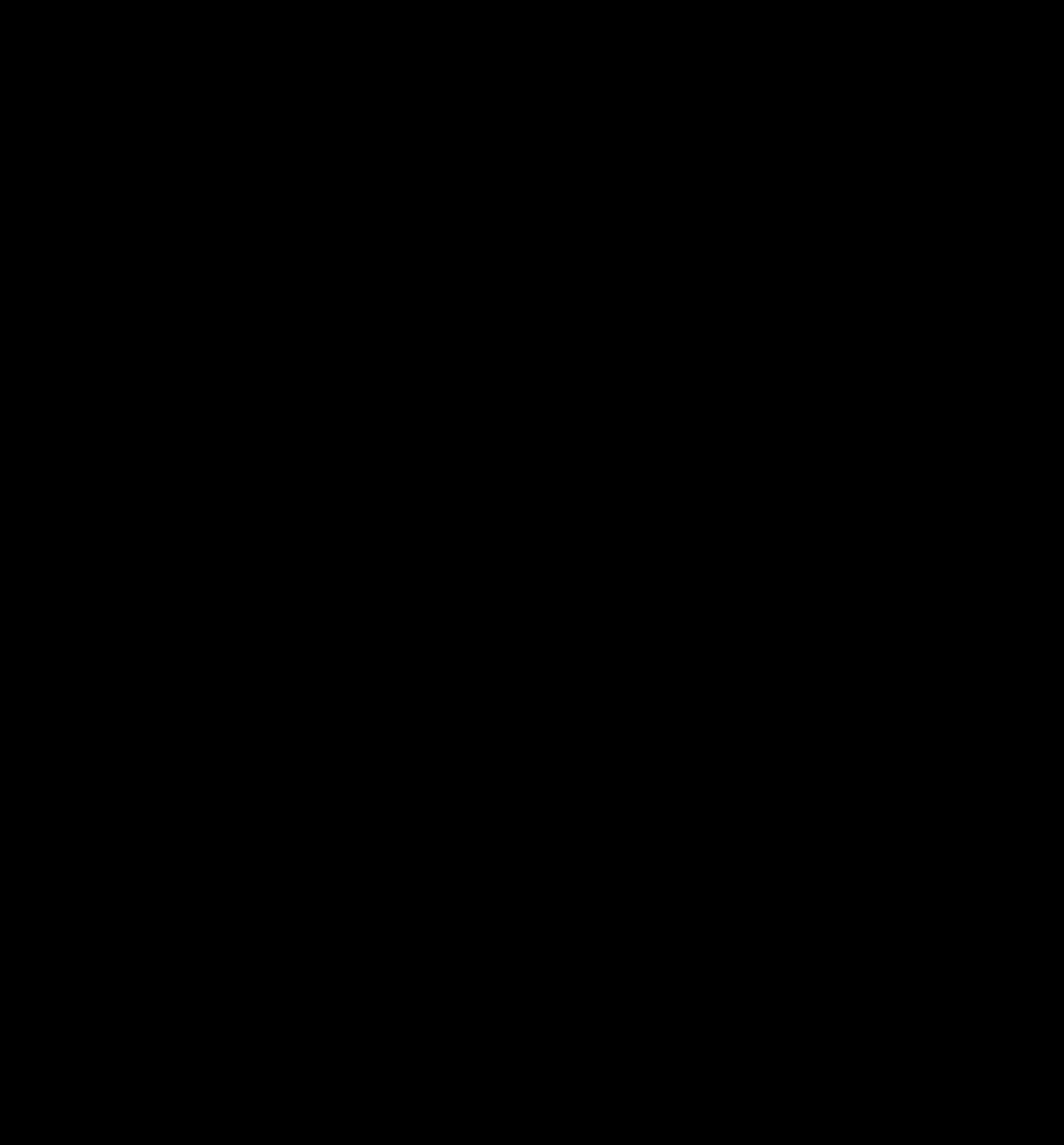
Attachment A

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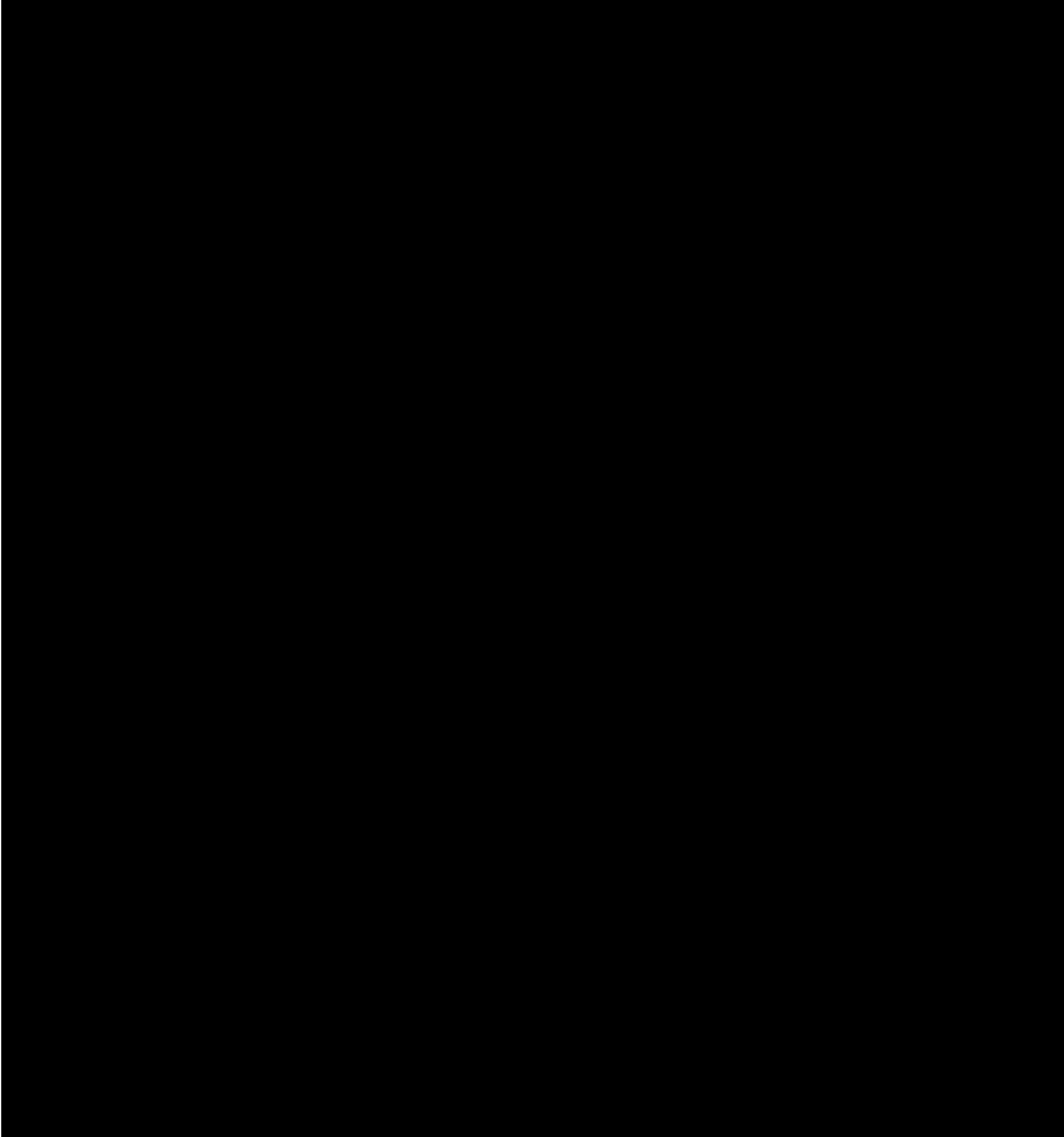


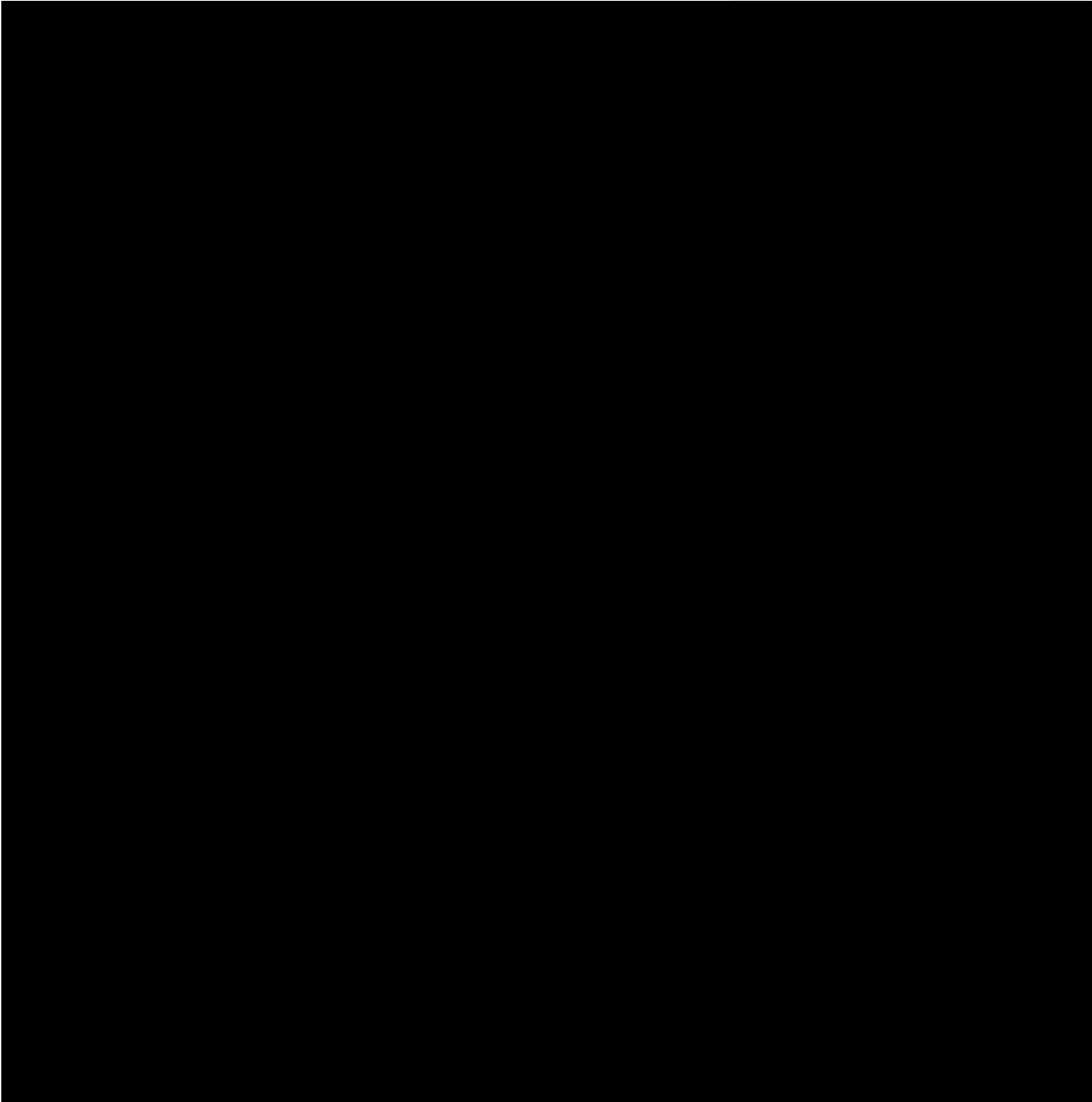
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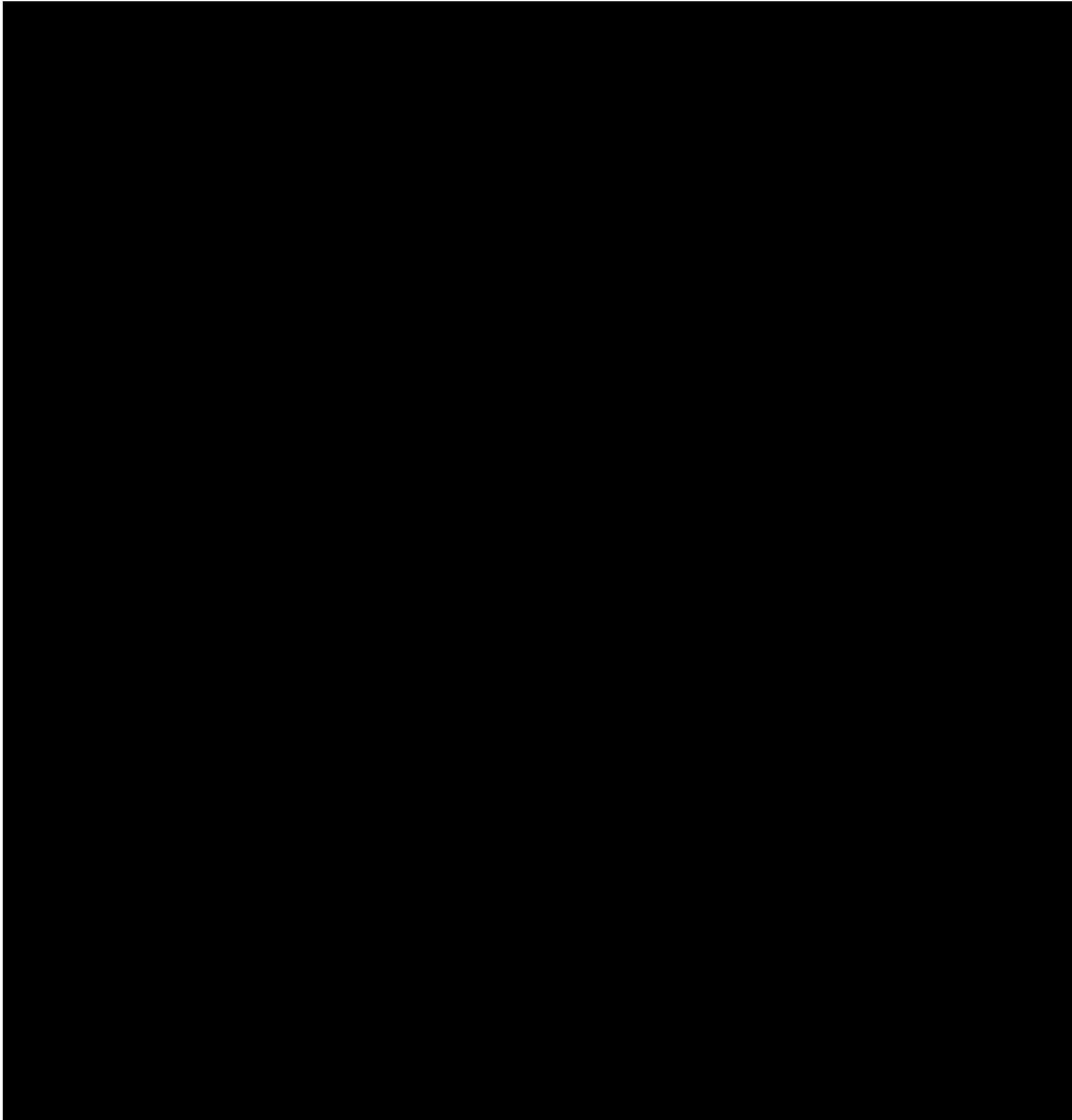


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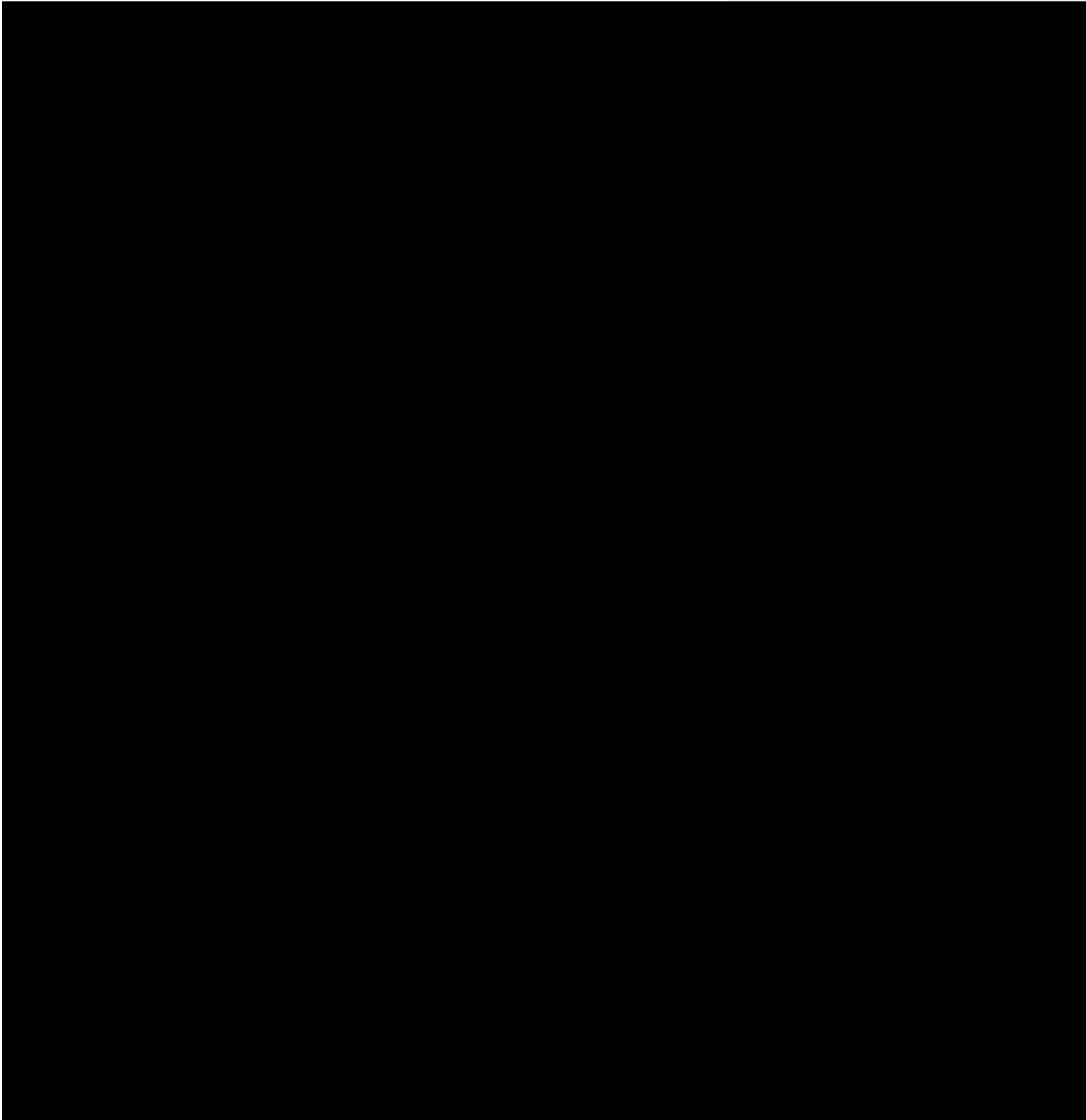


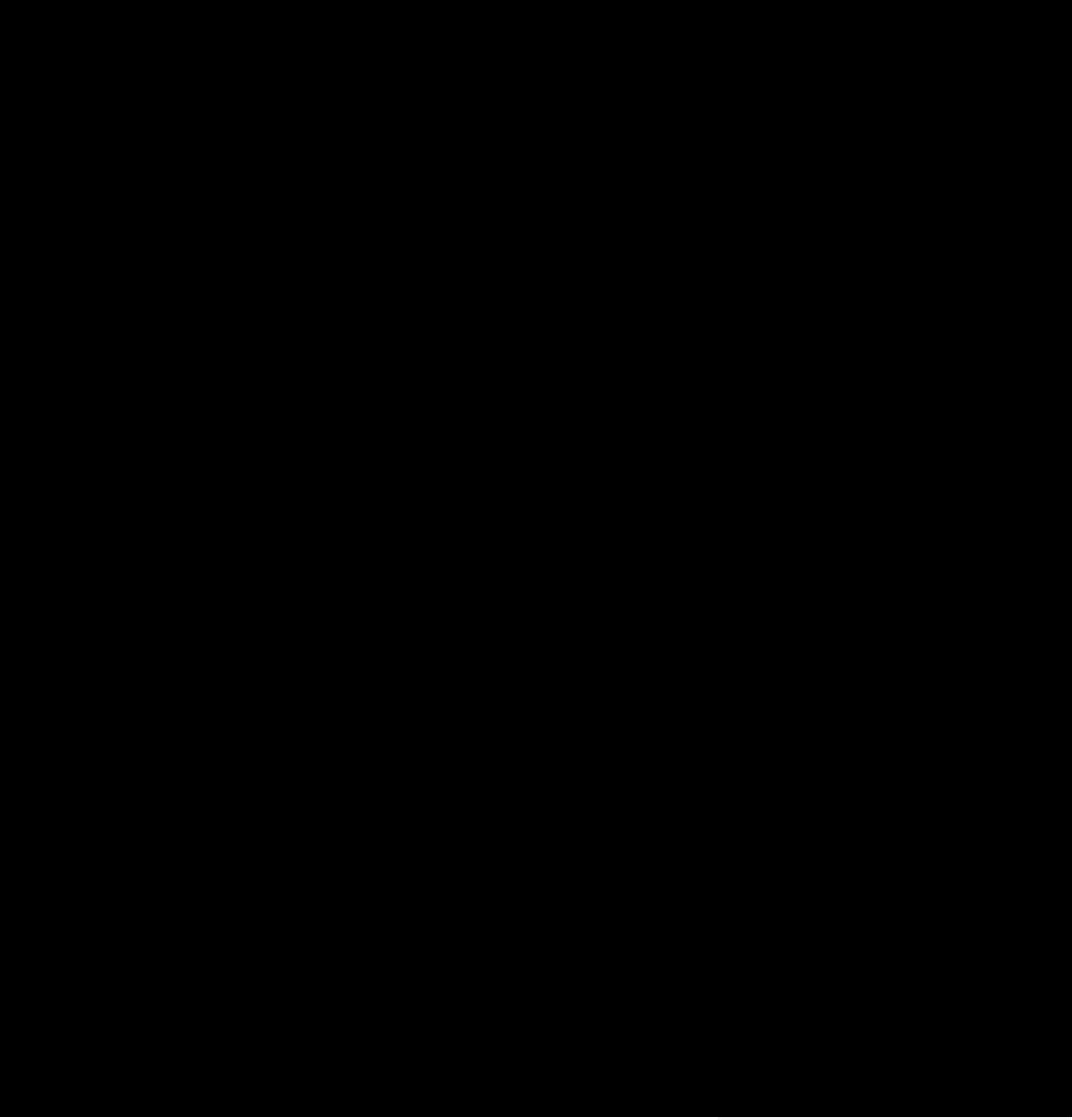


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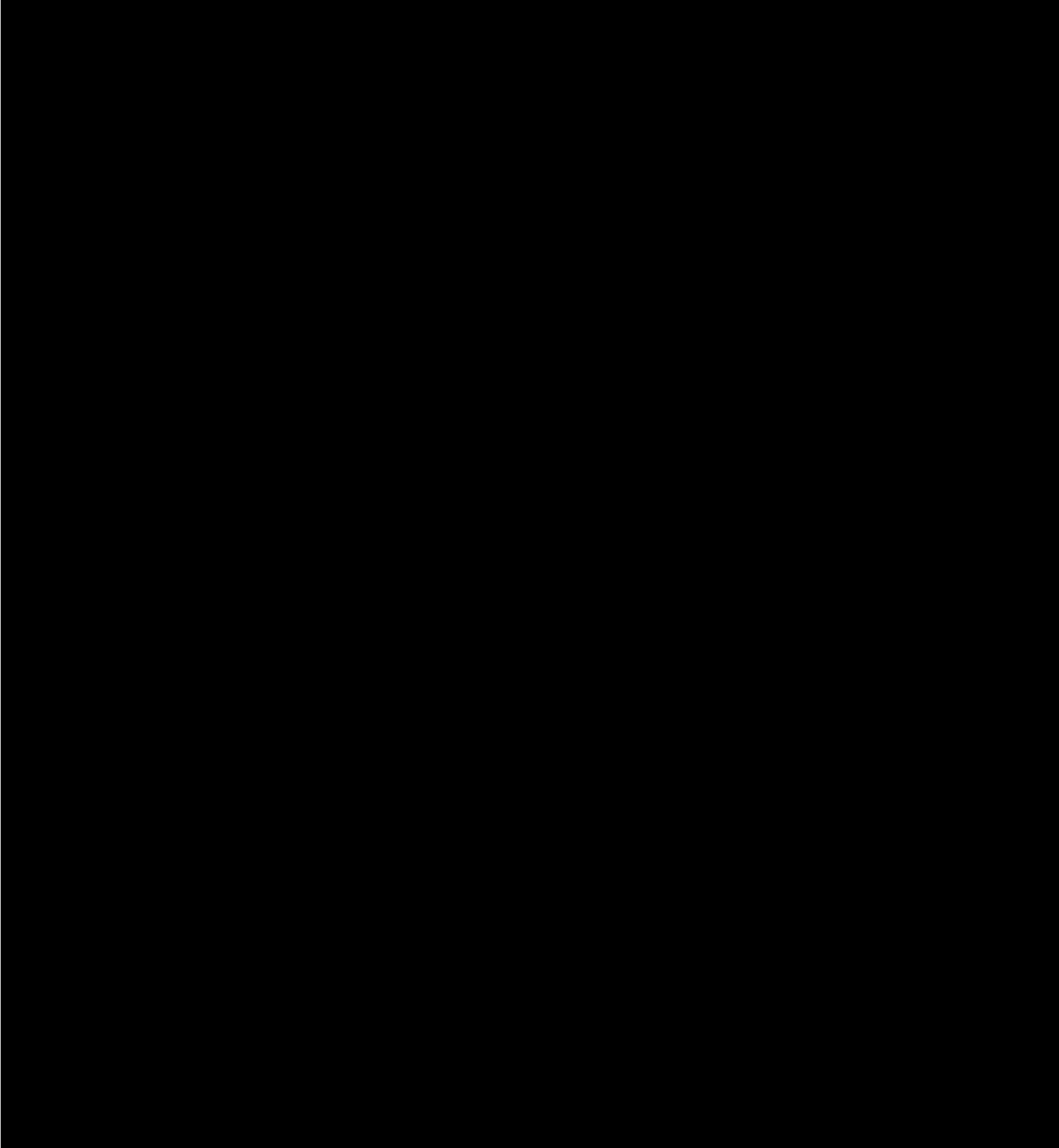


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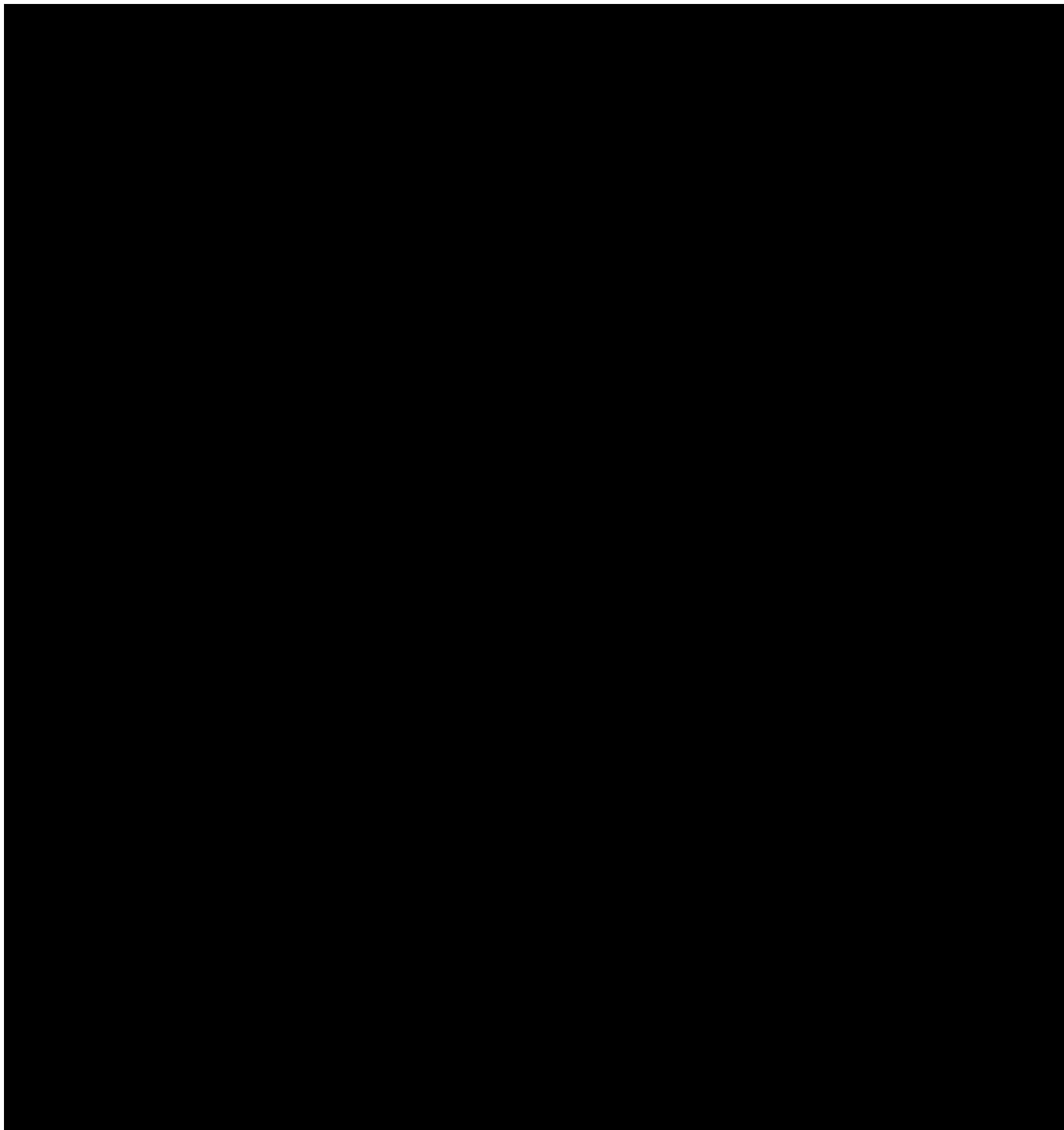


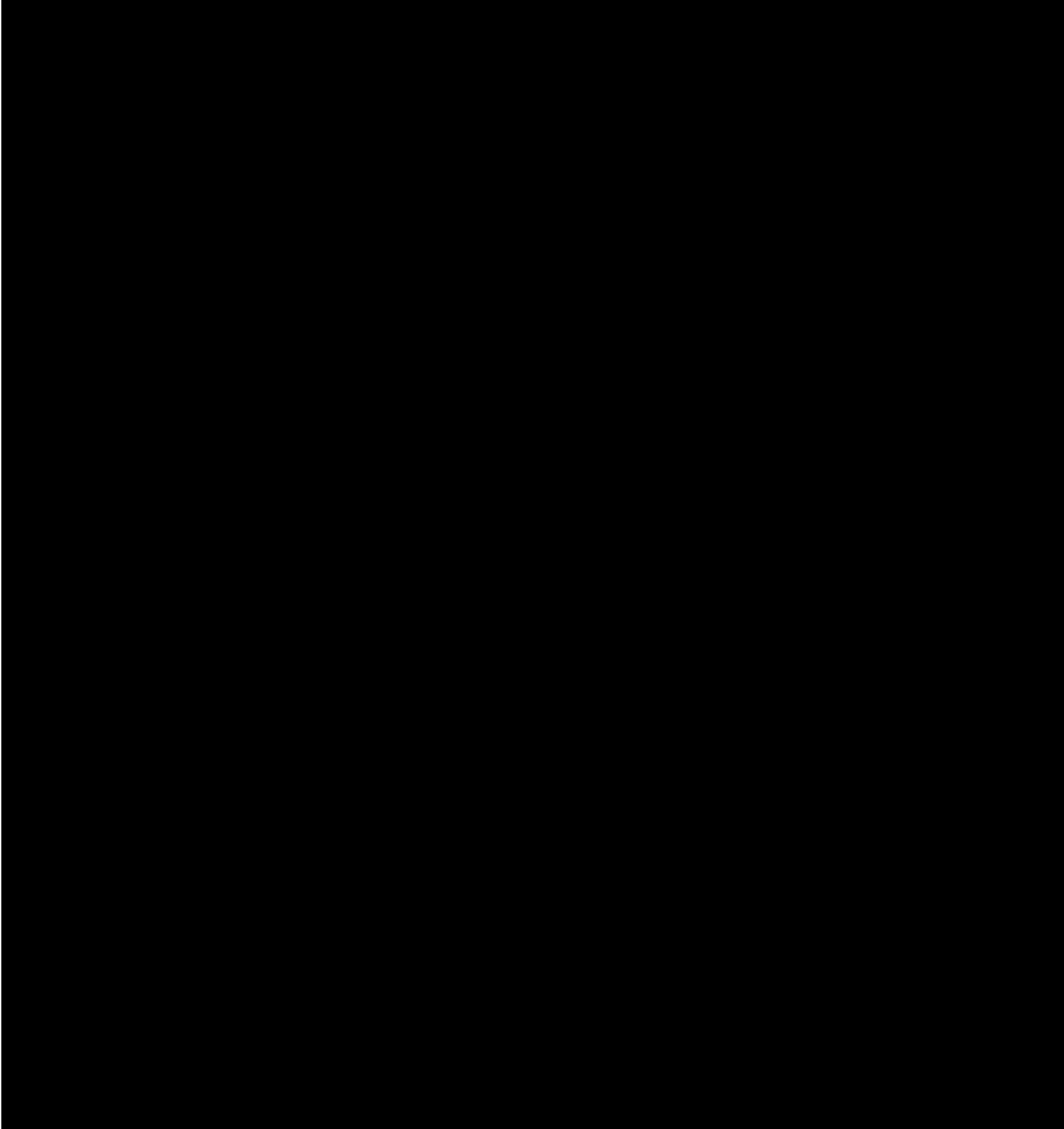


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