

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

IN RE:

<b>IN THE MATTER OF THE PETITION</b>	)	
<b>OF PLAINS AND EASTERN CLEAN</b>	)	
<b>LINE LLC FOR A CERTIFICATE OF</b>	)	
<b>CONVENIENCE AND NECESSITY</b>	)	Docket No. 14-00036
<b>APPROVING A PLAN TO</b>	)	
<b>CONSTRUCT A TRANSMISSION LINE</b>	)	
<b>AND TO OPERATE AS AN ELECTRIC</b>	)	
<b>TRANSMISSION PUBLIC UTILITY</b>	)	

**TESTIMONY OF  
MARIO HURTADO, EXECUTIVE VICE PRESIDENT  
CLEAN LINE ENERGY PARTNERS LLC**



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### Exhibits

<b>Exhibit MH-1</b>	<b>EDGE Resolution and Materials</b>
<b>Exhibit MH-2</b>	<b>Letter from Oklahoma Governor Mary Fallin to U.S. Secretary of Energy Ernest Moniz</b>
<b>Exhibit MH-3</b>	<b>Letters of Support from Tennessee Stakeholders and Organizations</b>
<b>Exhibit MH-4</b>	<b>Letters of Support from Tennessee Landowners</b>
<b>Exhibit MH-5</b>	<b>Tennessee Public Open House Meeting Materials</b>
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<b>Exhibit MH-7</b>	<b>Dates and Publications – Advertisement for Tennessee Public Open House Meetings</b>
<b>Exhibit MH-8</b>	<b>Tennessee Business Opportunity Meeting Materials</b>
<b>Exhibit MH-9</b>	<b>Advertisement for Tennessee Business Opportunity Meetings</b>
<b>Exhibit MH-10</b>	<b>Dates and Publications – Advertisement for Tennessee Business Opportunity Meetings</b>
<b>Exhibit MH-11</b>	<b>Advertisement for Tennessee NEPA Scoping Meeting</b>
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<b>Exhibit MH-13</b>	<b>Notice for Tennessee NEPA Scoping Meeting</b>
<b>Exhibit MH-14</b>	<b>Code of Conduct for Right-of-Way Employees and Subcontractor Employees</b>



1 **I. INTRODUCTION**

2 **Q. Please state your name and business address.**

3 A. My name is Mario Hurtado. My business address is 1001 McKinney Street, Suite 700,  
4 Houston, Texas 77002.

5 **Q. By whom are you employed and in what capacity?**

6 A. I am employed by Clean Line Energy Partners LLC (“Clean Line”) as Executive Vice  
7 President. I also serve as the lead project developer of the Plains & Eastern Clean Line  
8 transmission project (“Plains & Eastern Project” or the “Project”). Clean Line is the  
9 ultimate parent company of Plains and Eastern Clean Line LLC (“Plains and Eastern”),  
10 the Petitioner in this proceeding.

11 **Q. What are your duties and responsibilities for the Plains & Eastern Project?**

12 A. I am responsible for managing all aspects of development of the Plains & Eastern Project,  
13 including public outreach, siting, regulatory and environmental permitting, and technical  
14 studies. Along with a team of developers dedicated to the Plains & Eastern Project and  
15 functional specialists in legal, financial, environmental, and technical matters, I work to  
16 align Plains and Eastern’s regulatory processes with development and outreach activities  
17 in the three states where the Project will be located. I engage with legislators, county  
18 officials, community representatives, and landowners in Oklahoma, Arkansas, and  
19 Tennessee, and with staff for the Tennessee Valley Authority (“TVA”) and other utilities,  
20 wind developers, and transmission providers to develop the Project in an open and  
21 transparent manner.

22 **Q. Please describe your educational and professional background.**

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1 A. I received my Bachelor of Arts from Columbia University with a major in Political  
2 Science. I have developed and managed power plants and other energy infrastructure in  
3 the electric power and natural gas industries for over nineteen years. I headed all  
4 development and operations in Central America and the Caribbean for Globeleq, a  
5 successful power developer and operator focused on the emerging markets. While at  
6 Globeleq, I oversaw the acquisition of thermal and renewable electric generating plants  
7 and oversaw the construction of and managed a portfolio of traditional and renewable  
8 electric generating plants. As an executive at Reliant Energy and Duke Energy, I led  
9 corporate transactions teams and managed commercial issues involving large electric and  
10 natural gas utilities and generating plants. I have also worked in the development of  
11 liquefied natural gas terminals in the United States and Europe.

12 **Q. What is the purpose of your direct testimony?**

13 A. I am testifying in support of Plains and Eastern's request to become an electric  
14 transmission public utility in the State of Tennessee in order to develop, construct, own,  
15 operate, manage and control the Project and to make available wholesale electric  
16 transmission service to TVA and to other load serving entities throughout the region.  
17 Specifically, I will provide a detailed description of the Project and provide an update of  
18 development activities completed to date. Then I will provide an overview of our public  
19 outreach process, with an emphasis on our efforts in Tennessee. I will conclude with a  
20 discussion of Plains and Eastern's approach to negotiations with landowners as we work  
21 to secure the necessary easements to construct the Project in Tennessee.

## 22 **II. PROJECT DESCRIPTION AND PROJECT UPDATE**

23 **Q. Please provide a description of the Plains & Eastern Project**

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1 A. The Plains & Eastern Project is an approximately 700-mile, +/-600 kilovolt (“kV”) high  
2 voltage direct current (“HVDC”) electric transmission system and associated facilities  
3 with the capacity to deliver approximately 3,500 megawatts (“MW”) from renewable  
4 energy generation facilities in the Oklahoma Panhandle region to load serving entities in  
5 Tennessee, the Mid-South, and Southeast. This power will be delivered via an  
6 interconnection with the TVA and potentially via an interconnection with the  
7 Midcontinent Independent System Operator, Inc. (“MISO”) in Arkansas. In addition to  
8 the HVDC transmission line, the Project will include alternating current (“AC”)/direct  
9 current (“DC”) converter stations in Texas County, Oklahoma and in Shelby County,  
10 Tennessee, with a potential intermediate converter station in Arkansas. At each converter  
11 station, AC transmission facilities will be required to connect the line to the existing grid.  
12 In the Oklahoma Panhandle region a collection system consisting of AC lines will  
13 connect the electricity generated by wind farms to the converter station in Texas County,  
14 Oklahoma. The testimony of Dr. Wayne Galli, will describe the technical specifications  
15 of the Project in greater detail.

16 The Tennessee portion of the Project consists of (i) an approximately 17-mile  
17 HVDC transmission line and associated facilities in southern Tipton and northern Shelby  
18 County, and (ii) an AC/DC converter station (where the DC line terminates) and related  
19 facilities that will interconnect to TVA’s Shelby Substation. A map of the Proposed  
20 Right-of-Way—generally an area of up to 200 feet in width which allows for the  
21 construction, maintenance and safe operation of the HVDC transmission line—and the  
22 proposed AC/DC converter station site in Tennessee is attached as **Exhibit C** to the  
23 Petition.



1           The investment in the converter station will result in substantial economic  
2           benefits to Shelby County in the form of new jobs and revenues that can be used for local  
3           services. On February 19, 2014, the Economic Development Growth Engine Industrial  
4           Development Board of City of Memphis and Shelby County, Tennessee (“EDGE”)  
5           approved of Plains and Eastern’s application for a payment-in-lieu of taxes (or “PILOT”)  
6           arrangement. Through the PILOT arrangement, EDGE is providing a beneficial local  
7           property tax incentive to assist in the development of the Project. Under the proposed  
8           PILOT agreement structure, Plains and Eastern will deliver title to EDGE. EDGE will  
9           own the converter station and lease it back to Plains and Eastern for operation for a  
10          specified period of time, and Plains and Eastern will have a purchase option to acquire  
11          title to the converter station at the end of the PILOT period. The EDGE Board  
12          Resolution approving the PILOT arrangement is attached as **Exhibit MH-1**. As I  
13          understand it, this leaseback arrangement is the typical structure for PILOT agreements in  
14          Tennessee.

15   **Q.   Please provide an overview of the Project’s development activities completed to**  
16   **date.**

17   **A.**   Developing the Project requires coordinating outreach, engineering, interconnection,  
18          environmental, financial, and commercial efforts. In the past four years, Plains and  
19          Eastern has methodically set and achieved key milestones in each of these areas, while  
20          maintaining its commitment to transparency and consideration of stakeholder input.

21          Stakeholder outreach is the foundation of the development process for all of Clean  
22          Line’s projects. Reaching out to all stakeholders – including landowners, local  
23          businesses, public officials, and conservation groups – to get feedback early and often in

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1 the development process ultimately leads to a successful project. Our team is  
2 accomplishing this through a combination of on-the-ground community outreach,  
3 organized workshops and public meetings, as well as individual meetings with local  
4 officials and other stakeholders. I describe these efforts in more detail below.

5 Some of the key development milestones for the Project achieved to date include:

- 6 • The Federal Energy Regulatory Commission (“FERC”) granted Plains and Eastern  
7 authority to negotiate rates with customers.
- 8 • The Oklahoma Corporation Commission designated Plains and Eastern’s affiliate,  
9 Plains and Eastern Clean Line Oklahoma LLC, a public utility in Oklahoma,  
10 providing the requisite authority to construct and operate the Project in Oklahoma.
- 11 • Criteria 3.5 (No Harm) interconnection studies approved by Southwest Power Pool  
12 (“SPP”).
- 13 • Completed MISO interconnection Feasibility Study.
- 14 • Completed TVA interconnection Feasibility Study and System Impact Study.
- 15 • Network of potential routes developed and submitted to Department of Energy  
16 (“DOE”); proposed route identified in Tennessee.
- 17 • Executed agreements with several key contractors and suppliers for the Project,  
18 including: Fluor Enterprises, Inc. (“Fluor”) (EPC development services); General  
19 Cable Industries, Inc. (“General Cable”) (conductor manufacturer); and Pelco  
20 Structural, LLC (“Pelco”) (transmission structure manufacturer).
- 21 • Completed conceptual engineering design.
- 22 • Land options obtained for converter stations in Oklahoma, Arkansas and Tennessee;  
23 majority of transmission line easements obtained in Tennessee.
- 24 • PILOT application approved by EDGE.
- 25 • Held 32 roundtables, 11 local business opportunity meetings, and 20 open houses for  
26 local community leaders and stakeholders in Oklahoma, Arkansas, and Tennessee in  
27 2012-2014.
- 28 • Held meetings with more than 2,600 stakeholders to discuss the Project.

29 **Q. Please summarize the Project’s engineering and technical activities completed to**  
30 **date.**



1    **A.**     Substantial engineering and technical work has been completed on the Project in several  
2           different areas, including interconnection studies, cost estimation and scheduling,  
3           transmission line design and converter station design.

4           As described in more detail in the testimony of Dr. Wayne Galli, our engineering  
5           team is working with the relevant transmission system operators and transmission owners  
6           to conduct in-depth studies on the interconnection of the Project to the existing grid. We  
7           work to incorporate design and implementation measures to assure safe, reliable and  
8           efficient operation of the Project with the bulk electric transmission systems with which  
9           the Project will interconnect. Specifically in Tennessee, Plains and Eastern is working  
10          cooperatively with TVA to study the interconnection of the Project. TVA has completed  
11          the System Impact Study confirming that the Project can safely and reliably inject energy  
12          to their transmission system and identified potential transmission upgrades needed to  
13          interconnect the Project into the system.

14          In addition to working with the relevant utility and regional transmission  
15          organizations on the electrical and interconnection studies, Plains and Eastern works with  
16          engineering and construction firms and equipment vendors who, under Plains and  
17          Eastern's direction, will carry out the construction and commissioning of the Project  
18          facilities. Plain and Eastern has worked with POWER Engineers, Inc. ("POWER") to  
19          create the conceptual design, construction schedule and cost estimates for the  
20          transmission line. Plains and Eastern has also contracted with Fluor for Fluor to provide  
21          development support and engineering, procurement and construction ("EPC") services  
22          for the transmission line. As part of the agreement, Fluor – with Pike Electric Corporation  
23          ("Pike") as a subcontractor to Fluor – has been providing initial permitting and EPC



1 development support services for the Plains & Eastern Project. Fluor and Pike's work in  
2 this area has informed the routing decisions to ensure a route that not only can be  
3 efficiently constructed, but also can minimize impacts to the surrounding areas. Our  
4 Tennessee Route Selection Study (Exhibit JT-1 to the testimony of Mr. Jason Thomas)  
5 describes several engineering guidelines that were utilized, along with multiple other  
6 criteria, to identify the proposed route for the transmission line in Tennessee. Additional  
7 engineering will be carried out after obtainment of future development milestones,  
8 including receipt of required regulatory approvals and the approval of a route for the  
9 transmission line.

10 Siemens and ABB, Inc. are the two leading providers of HVDC technology  
11 worldwide. Plains and Eastern has worked with both firms to develop cost estimates and  
12 initiate design for the converter stations. We are also working with TransGrid Solutions,  
13 Inc. to set performance specifications for the converter stations. These specifications  
14 allow for the reliable and efficient operation of the converter equipment in relation to the  
15 specific electrical environment to which it will be interconnected at each interconnection  
16 point.

17 **Q. What routing efforts has Plains and Eastern carried out to date?**

18 **A.** Plains and Eastern's inter-disciplinary routing team has carried out a multi-stage effort to  
19 study potential routes and identify a Proposed Right-of-Way in Tennessee, from the  
20 crossing of the Mississippi River in the western portion of Tipton County to the endpoint  
21 in Shelby County northeast of the City of Millington. This process is described in detail  
22 in the testimony of Jason Thomas, Environmental Director, and the accompanying  
23 Tennessee Route Selection Study attached to his testimony as Exhibit JT-1.

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1 **Q. Please provide an overview of the Project's commercial activities completed to date.**

2 **A.** Plains and Eastern is developing the Plains & Eastern Project using a participant-funded  
3 model, meaning the Project will ultimately be paid for by the specific users (or  
4 customers) of the transmission line that purchase transmission capacity rather than by  
5 broadly allocating costs to load. Plains and Eastern's customers will primarily consist of:  
6 (i) wind generators who will pay for capacity on the line to move their low-cost wind  
7 resources from the Great Plains to utilities in the Mid-South and Southeast or (ii) load  
8 serving entities that procure transmission service on the line in order to provide their  
9 customers with low-cost renewable energy. As an inter-state transmission line, Plains  
10 and Eastern's commercial practices will be regulated by FERC. In September 2012,  
11 FERC granted Plains and Eastern authority to negotiate rates directly with potential  
12 wholesale customers.

13 Plains and Eastern meets frequently with many potential customers for the Project  
14 – dozens of wind energy development companies, TVA, TVA distributors, Southern  
15 Company, and other load serving entities in the Mid-South and Southeast – to keep them  
16 informed of the Project's status, discuss possible commercial contract structures, and  
17 determine ways the Project can help meet their reliability and energy needs. Many of  
18 these potential customers have expressed a strong interest in using the Project to deliver  
19 low-cost wind energy to the market; David Berry discusses this interest in greater detail  
20 in his testimony.

21 **Q. Please describe Plains and Eastern's approach to siting the Project's HVDC line in**  
22 **Oklahoma and Arkansas.**



1    **A.**     In line with its approach to project development, Plains and Eastern has taken a proactive  
2            approach to working with state regulators, public officials and agencies to ensure  
3            coordination and transparency at the state level. The Project has always had a federal  
4            component, which includes a process for siting the Project in Oklahoma and Arkansas  
5            and which we have pursued in parallel to our state efforts.

6    **Q.**     **Please describe the status of the federal siting process for the Plains & Eastern**  
7            **Project.**

8    **A.**     The federal process involves the possible participation of the DOE acting through and in  
9            consultation with the Southwestern Power Administration (“Southwestern”), a federal  
10           Power Marketing Administration. Southwestern markets power from hydroelectric  
11           facilities in Arkansas, Oklahoma, Kansas, Louisiana, Missouri, Oklahoma and Texas  
12           from 24 U.S. Army Corps of Engineers multipurpose dams. Southwestern also operates  
13           and maintains 1,380 miles of high-voltage transmission lines and related substations. As  
14           an operating federal utility in Oklahoma and Arkansas, Southwestern can site additional  
15           facilities in accordance with federal law.

16            In July 2010, DOE issued a *Request for New or Upgraded Transmission Line*  
17            *Projects Under Section 1222 of the Energy Policy Act of 2005*, 75 Fed. Reg. 32940  
18            (June 10, 2010) (“DOE Request”). Section 1222 was passed to encourage public  
19            participation to develop third party, privately financed transmission upgrades and new  
20            construction in states within the service territory of Southwestern and similar agencies.

21            In response to the DOE Request, Plains and Eastern has proposed, under Section  
22            1222, that DOE and Southwestern participate in certain portions of the Project. If DOE  
23            and Southwestern elect to participate in the Project, those federal agencies could be



1 directly involved in the siting, construction and ownership of the Project. In April 2012,  
2 the DOE found that Clean Line's proposal for the Plains & Eastern Project was  
3 responsive to the DOE Request and decided to carry out a full environmental review  
4 pursuant to the National Environmental Policy Act ("NEPA") (discussed further below)  
5 before proceeding to a decision on participation of Southwestern. Since Southwestern's  
6 service territory does not include Tennessee, DOE will not select a route for the Project in  
7 Tennessee.

8 **Q. What is the status of the regulatory process for the Project in the State of**  
9 **Oklahoma?**

10 **A.** In June 2010, Plains and Eastern's affiliate, Plains and Eastern Clean Line Oklahoma  
11 LLC ("Plains and Eastern Oklahoma"), applied to the Oklahoma Corporation  
12 Commission ("OCC") to conduct business as a public utility. The OCC found in October  
13 2011 that Plains and Eastern Oklahoma met all of the legal requirements for a public  
14 utility (Cause No. 201000075 OCC Order 590530). As an Oklahoma public utility, Plains  
15 and Eastern Oklahoma can construct, own, and operate electric transmission lines within  
16 the state. The Project continues to garner support from a number of Oklahoma  
17 stakeholders including Oklahoma Governor Mary Fallin, state legislators, conservation  
18 organizations and others in the state. Governor Fallin wrote a letter of support for the  
19 Project to the United States Secretary of Energy, Dr. Ernest Moniz. Her letter is included  
20 as **Exhibit MH-2**.

21 **Q. Please describe the regulatory process for the Project in Arkansas.**

22 **A.** In May 2010, Plains and Eastern filed an application for a Certificate of Public  
23 Convenience and Necessity requesting utility status in Arkansas. In January 2011, the



1 PSC denied the application without prejudice and cited the language of the relevant  
2 statutes limiting the jurisdiction of the PSC. However, the order<sup>1</sup> praised Plains and  
3 Eastern's efforts as "laudable and its work is to be commended."

4 **Q. Can Plains and Eastern proceed with the Project in Arkansas based on an approval**  
5 **from DOE and the participation of DOE and Southwestern Power Administration**  
6 **under Section 1222?**

7 A. Based on my understanding, yes. Plains and Eastern is currently focused on siting the  
8 Project in Arkansas under the authorities set forth under Section 1222.

9 **III. PLAINS AND EASTERN'S PUBLIC OUTREACH PROCESS**

10 **Q. Has Plains and Eastern conducted public outreach while developing the Project?**

11 A. Yes. Our team spends a significant portion of their time conducting public outreach in  
12 Tennessee, Arkansas, and Oklahoma. We value stakeholder input and consider it critical  
13 to our routing and overall project development process. To date, the Plains and Eastern  
14 team has engaged with stakeholders through meetings with more than 2,600 people and  
15 has garnered more than more than 300 letters expressing support for the Project.

16 **Q. Have you received support for your efforts to build the Project in Tennessee?**

17 A. Yes, we have. In October 2011, the Board of Light, Gas and Water Commissioner of the  
18 City of Memphis issued a resolution as "a commitment to fully support the development  
19 and implementation of wind energy transported by HVDC transmission projects from  
20 independent companies to western Tennessee." The resolution is attached to David  
21 Berry's testimony as **Exhibit DB-2**. In addition, Plains and Eastern has received letters  
22 supporting its application to this Authority from officials and stakeholders. These

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<sup>1</sup> In the Matter of the Application of Plains and Eastern Clean Line LLC for a Certificate of Public Convenience and Necessity to Construct, Own and Operate as an Electric Transmission Utility in the State of Arkansas, Docket No. 10-041-U, Order No. 9 at 9 (January 11, 2011).



1 expressions of support indicate a desire for the Project to be implemented in order to  
2 provide clean energy at an affordable cost and thereby drive economic development in  
3 western Tennessee, the rest of the State, and throughout the Mid-South and Southeast.  
4 These letters are attached as **Exhibit MH-3**. We have also received support from  
5 landowners in Tipton and Shelby Counties with property on the Proposed Right-of-Way.  
6 These letters are attached as **Exhibit MH-4**.

7 **Q. What are the objectives of the public outreach process?**

8 A. The objectives of the public outreach process are:

- 9 • To ensure that information from the public can inform the routing process used to  
10 identify the proposed route for the transmission line. Due to its length, route  
11 identification for the Plains & Eastern Project has involved a comprehensive review  
12 of a complex set of physical and regulatory features, including homes, businesses,  
13 cultural and historical resources, other infrastructure, and environmental factors.  
14 Publicly available data sets do not always contain all of the desired information.  
15 Therefore Plains and Eastern has worked to supplement such information through  
16 methodical outreach to local government officials and agencies, non-governmental  
17 organizations with specific expertise and local familiarity, other utilities and  
18 businesses, and local landowners. The extensive outreach associated with this data  
19 collection also provided opportunities to verify the accuracy of the routing data that  
20 was gathered.
- 21 • To communicate the objectives and need for the Project to government officials, non-  
22 governmental organizations, and the public.



- 1       • To communicate to government officials, non-governmental organizations, and the  
2       public the benefits of the Project, such as reduced energy prices, greater energy  
3       security, job creation, additional local tax revenues, compensation to landowners, and  
4       environmental benefits.
- 5       • To provide information about, and opportunities for feedback on, the General and  
6       Technical Guidelines for routing as described in the Tennessee Route Selection Study  
7       (**Exhibit JT-1**). Plains and Eastern sought to convey to stakeholders that the  
8       Project's route will be the result of the application of these comprehensive general  
9       and technical routing guidelines.
- 10      • To convey Plains and Eastern's respect for private property rights and to explain  
11      Plains and Eastern's right-of-way acquisition process.
- 12      • To provide information about planned construction practices and planned efforts to  
13      avoid, minimize and mitigate impacts to existing land use.

14   **Q.   Please describe Plains and Eastern's public outreach process in greater detail.**

15   A.   Plains and Eastern has conducted extensive outreach related to the Plains & Eastern  
16       Project in Tennessee, Arkansas, and Oklahoma. Plains and Eastern has met with each  
17       state's governing administration and with legislators and local public officials within the  
18       Project study area. Plains and Eastern has also held numerous community roundtable  
19       meetings where the Plains & Eastern Project was presented in greater detail, and local  
20       residents provided insight to guide the transmission line routing process by identifying  
21       routing opportunities and sensitivities on local maps. Similarly, Plains and Eastern held  
22       public open houses in various communities along a network of potential routes under  
23       consideration.



1           From 2012 to 2014, in Oklahoma, Arkansas and Tennessee, Plains and Eastern  
2 hosted 32 roundtables with local community leaders, 11 local business opportunity  
3 meetings to gather information about local suppliers, and 20 public open houses for  
4 landowners and other stakeholders to gather feedback on the proposed network of  
5 potential routes. Plains and Eastern posted advertisements in local press for the public  
6 open houses and sent invitations and notices by electronic mail to local stakeholders in  
7 our mailing list built from outreach efforts.

8   **Q.   Has Plains and Eastern conducted any outreach in the areas where the Project is**  
9   **proposed to be located in western Tennessee?**

10   A.   As part of the outreach process in Tennessee, Plains and Eastern held three community  
11 roundtables with local leaders and officials in Munford, Atoka, and Drummonds (an area  
12 in unincorporated southwestern Tipton County) during October 2012 and two public  
13 open houses in Munford and Atoka in December 2012. The goals of both the county  
14 roundtable meetings and the open houses included the following: to introduce the Project  
15 to attendees; to present a Project overview and anticipated schedule; to discuss the  
16 Routing Team's siting criteria and methodology; and to outline the environmental review  
17 process, with an emphasis on opportunities for public input. The meetings also included  
18 a map review session, during which Plains and Eastern presented one-mile-wide corridors  
19 to stakeholders in order to gain feedback on possible routing, existing physical features,  
20 potential constraints and other topics to help inform the identification of more refined  
21 routes in Tipton and Shelby counties. Examples of the poster boards and handouts that  
22 were provided in the open houses are attached as **Exhibit MH-5**.



1           Plains and Eastern placed advertisements for the open houses in the local press. A  
2           copy of the advertisement is attached as **Exhibit MH-6** and the list of the dates and  
3           publications where it was placed is attached as **Exhibit MH-7**.

4           We believe strongly that the Project offers an opportunity for shared value  
5           creation with local communities and we are taking concrete steps so that local  
6           communities will be able to realize that value. As part of this, Plains and Eastern has  
7           sought out potential local suppliers and subcontractors who can provide goods and  
8           services for the Project. In conjunction with Fluor, the construction advisor for the  
9           Project and expected prime contractor for construction of the transmission line, and Pike  
10          Electric, Fluor's primary electrical engineering sub-contractor, we conducted local  
11          business opportunity meetings to publicize the need for local contractors, to gather  
12          information from them, and to communicate the contracting process for the Project. We  
13          held local business opportunity meetings in southern Tipton County and in Memphis in  
14          February 2014. More than 35 people attended the meetings, representing 26 businesses  
15          in western Tennessee. Examples of the poster boards, handouts, and presentation that  
16          were provided in the local business opportunity meetings are attached as **Exhibit MH-8**.

17          Plains and Eastern placed advertisements for the local business opportunity  
18          meetings in the local press. A copy of the advertisement is attached as **Exhibit MH-9** and  
19          the list of the dates and publications where it was placed is attached as **Exhibit MH-10**.

20   **Q.   Has Plains and Eastern conducted any outreach to state agencies and non-**  
21   **governmental organizations in Tennessee with an interest in utility issues?**

22   **A.**   Yes. Plains and Eastern has introduced the Project to, and sought routing input from,  
23   many state and federal agencies and non-governmental organizations with a presence in



1 Tennessee. In March 2011 and again in September 2012, Plains and Eastern held  
2 meetings for Tennessee state agencies to discuss the permitting process and potential  
3 agency concerns and to review potential routes for the Project in Tennessee.  
4 Representatives from state agencies that participated include the Tennessee Department  
5 of Transportation, the Tennessee Division of Environment and Conservation, and the  
6 Tennessee Wildlife Resources Agency. Representatives from several federal agencies'  
7 Tennessee offices also attended. These included the U.S. Army Corp of Engineers, the  
8 U.S. Fish and Wildlife Service, and the Natural Resources Conservation Service of the  
9 U.S. Department of Agriculture. Plains and Eastern has also engaged in active dialogue  
10 with major customer groups and associations of TVA, including the Tennessee Valley  
11 Public Power Association and the Tennessee Valley Industrial Committee.

12 **Q. In addition to the Plains and Eastern outreach processes, has there been any other**  
13 **public review process concerning the proposed routes for the Plains & Eastern**  
14 **Project?**

15 A. Yes. The Plains & Eastern Project is the subject of an environmental review under  
16 NEPA with the DOE serving as the lead agency. As previously mentioned, in July 2010,  
17 Clean Line submitted a proposal to DOE and Southwestern in response to the DOE  
18 Request. In April 2012, DOE initiated review of the Project as a qualifying project under  
19 Section 1222. In December 2012, DOE announced its intention to prepare an  
20 environmental impact statement ("EIS") under NEPA. Prior to making a determination  
21 on whether to participate in the proposed project under Section 1222, DOE must  
22 complete its EIS evaluating the potential environmental impacts of the Plains & Eastern  
23 Project as well as undertake and complete other federal reviews such as consultations



1 pursuant to Section 7 of the Endangered Species Act and Section 106 of the National  
2 Historic Preservation Act. In December 2012, DOE published a Notice of Intent in the  
3 Federal Register to prepare an EIS for the Project. In the first quarter of 2013, DOE  
4 hosted public scoping meetings and received written and verbal comments on the  
5 appropriate scope and issues to be addressed in the EIS. As part of its Notice of Intent  
6 initiating the scoping process, DOE made a network of potential routes publicly available  
7 for review and comment. This network of potential routes identified one-mile wide  
8 corridors where the transmission line could be sited based on Plains and Eastern's routing  
9 work at that time. At DOE's request, Plains and Eastern participated in these meetings in  
10 order to provide Project information and to answer stakeholder questions

11 **Q. Did the NEPA process provide more opportunity for involvement of Tennessee**  
12 **landowners and other stakeholders?**

13 **A.** Yes. DOE held a scoping meeting in Atoka on January 24, 2013 that was advertised in  
14 the local press. A copy of the advertisement is attached as **Exhibit MH-11**, and a list of  
15 the dates and publications where it was placed is attached as **Exhibit MH-12**. Postcard  
16 notices were sent by US mail to the landowner of record based on county records for any  
17 land parcel intersected by, or within 100 feet of corridors each one mile-wide under study  
18 at that time. These corridors were called the network of potential routes. Notices were  
19 sent to more than 1,700 owners of record for property located in Tennessee. A copy of  
20 the notice is attached as **Exhibit MH-13**.

21 More than 40 members of the public attended the DOE scoping meeting.  
22 Attendees were given the opportunity to review maps, ask questions, and make oral  
23 comments at the meeting or to submit written comments to the DOE until March 21,



1 2013. In addition, all stakeholders were given the opportunity to provide comments  
2 through the website set up by the DOE for the NEPA process, or by US mail. The  
3 materials for scoping, including maps of the network of potential routes, were available  
4 on the DOE Plains & Eastern EIS website.<sup>2</sup> DOE continues to post materials to this  
5 website as they become available to the public. In June 2013, the DOE published a  
6 summary of scoping comments, which is available to the public. The scoping meeting  
7 materials and maps are also available on the Plains and Eastern website.

8 **Q. What is the status of the NEPA process?**

9 A. DOE currently is in the process of developing a draft EIS with a target for release of the  
10 draft EIS during the second half of 2014.

11 **Q. Can Plains and Eastern proceed with identifying a route for the Project in**  
12 **Tennessee prior to the completion of the NEPA process?**

13 A. Yes, NEPA does not preclude Plains and Eastern from identifying a proposed route in  
14 Tennessee and the initiation and completion of this proceeding. In fact, it is common for  
15 utilities to seek review of a proposed route (or right-of-way) by the state agency with  
16 regulatory authority over the utility prior to completion of federal permits and the related  
17 reviews required prior to federal action under NEPA, ESA and other federal statutes.

18 It is important to recognize that this application is made by Plains and Eastern and  
19 represents Plains and Eastern's Proposed Right-of-Way for project elements in  
20 Tennessee. DOE and other federal agencies still must review the Plains and Eastern  
21 Project and make an independent decision on the project proposal. Further, NEPA  
22 requires that DOE examine both the applicant-proposed route but also alternatives to that

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<sup>2</sup> [www.plainsandeasterneis.com](http://www.plainsandeasterneis.com)



1 proposed action. The route proposed by Plains and Eastern to the Authority is consistent  
2 with the route that Plains and Eastern has identified to DOE as the applicant-proposed  
3 route for consideration in the NEPA process. As noted above, projects that undergo a  
4 NEPA review by a federal agency are also often subject to certain state-level reviews,  
5 which may take place concurrently. If, as a result of the DOE review and other federal  
6 permitting processes, significant adjustments need to be made to the Proposed Right-of-  
7 Way in Tennessee, Plains and Eastern will request additional approval from the Authority  
8 for those adjustments, to the extent such approval is required.

9 **IV. EASEMENTS NEEDED FOR THE PROJECT AND PLAINS AND EASTERN'S**  
10 **APPROACH TO NEGOTIATIONS WITH LANDOWNERS**

11 **Q. Please summarize the type of real estate interests that Plains and Eastern will**  
12 **require for the Project.**

13 A. Plains and Eastern will need transmission line easements to construct, own and operate  
14 the transmission line for the Project. Based on the proposed point of interconnection at  
15 TVA's 500kV Shelby Substation, in Tennessee the potential easement areas on the  
16 Proposed Right-of-Way will traverse 50 parcels in portions of Shelby and Tipton County.  
17 Plains and Eastern proposes that the converter station, which is planned be constructed on  
18 land conveyed to EDGE as part of Plains and Eastern's PILOT agreement, be located on  
19 a parcel of land in Shelby County immediately adjacent to the north and east of the TVA  
20 Shelby Substation.

21 **Q. Has Plains and Eastern begun to obtain the necessary easements and other real**  
22 **property needed to construct and operate the Project in Tennessee?**

23 A. Yes. We are communicating directly with the landowners along the Proposed Right-of-  
24 Way to work out any issues that may affect the location of the transmission line and



1 associated easements. Plains and Eastern representatives have attempted to contact each  
2 landowner along the Proposed Right-of-Way in Tennessee. Plains and Eastern  
3 representatives have spoken with the owners of 48 of the 50 parcels along the Proposed  
4 Right-of-Way to introduce and explain the Project, answer questions and discuss  
5 easements required to construct, operate and maintain the transmission line. Plains and  
6 Eastern representatives have attempted to contact all owners of record based on county  
7 records via US mail, by phone and by physically visiting the property.

8 Plains and Eastern has obtained the exclusive rights to purchase approximately  
9 208 acres on two parcels adjacent to the north and east of the TVA Shelby Substation.  
10 We propose this property as the site for the AC/DC converter station. The actual footprint  
11 of the converter station will be 40-to-60 acres, so utilizing this site will provide an  
12 opportunity for substantial setback from neighboring parcels. Plains and Eastern has also  
13 already obtained a majority of the easements necessary for the construction and operation  
14 of the transmission line in Tennessee.

15 **Q. Please describe Plains and Eastern's approach to negotiations with landowners for**  
16 **transmission line easements.**

17 A. Plains and Eastern is committed to conducting transmission line easement negotiations in  
18 a manner that is comprehensive in its respect for the private property rights of  
19 landowners. Plains and Eastern believes that there are five key elements to a respectful  
20 right-of-way acquisition approach:

- 21 • Communicating the overall need for the Project to landowners in the Project area;
- 22 • Seeking to involve landowners and all stakeholders in the routing process;



- Providing clear information to landowners on the routing criteria used by Plains and Eastern;
- Demonstrating respect for private property rights and existing land uses; and
- Offering a fair and comprehensive compensation package for transmission line easements.

The primary goals of these policies are to facilitate the respectful and equitable treatment of landowners and to support voluntary transmission line easement acquisition.

**Q. Has Plains and Eastern adopted a Code of Conduct for its land agents in interacting with landowners?**

A. Yes. Plains and Eastern believes that establishing a Code of Conduct for our right-of-way acquisition agents helps establish a tone of respectful dialogue and supports voluntary transmission line easement acquisition. **Exhibit MH-14** is Plains and Eastern's Code of Conduct, which applies to activities carried out by Plains and Eastern's land agents. The Code of Conduct requires (among other things) that all communications with landowners and other persons made by right-of-way agents and subcontractor employees representing Plains and Eastern must be made in good faith, respectful and reflective of fair dealing, and respectful of the privacy rights of property owners.

**Q. Please describe Plains and Eastern's proposed compensation package.**

A. During our public outreach process, we have listened to many landowners and landowner organizations about what they view as a fair compensation structure. We have incorporated much of this input into our proposed compensation package. Plains and Eastern's proposed compensation package has three major components: (1) a payment to the landowner for the transmission line easement, (2) a payment for each transmission



1 line structure on the landowner's property, and (3) additional payments as compensation  
2 for specific issues that may arise, such as crop damages, removal of commercially  
3 marketable timber, need for field repair, temporary (during construction) or permanent  
4 impacts to center pivot irrigation systems that would reduce the effective area of the  
5 irrigation equipment or require new equipment, or other landowner-specific issues. In  
6 agricultural areas, the landowner will retain the ability to continue typical agricultural  
7 production on the entirety of the easement except for the relatively small footprint of the  
8 structures. While landowners may not place structures (such as homes, sheds or barns) in  
9 the easement area, most other activities will be permitted as long as they do not interfere  
10 with the safe and reliable operation of the transmission line.

11 Easement payments are based on a formula that is intended to pay the landowner  
12 100% of the current fair market value of the acreage utilized for the right-of-way. Plains  
13 and Eastern proposes to pay landowners the full fair market value of the underlying fee  
14 interest in their property, even though Plains and Eastern is only acquiring an easement  
15 on this property and landowners can continue to use this property for any purpose that  
16 does not interfere with Plains and Eastern's intended use.

17 Landowners expressed a desire to have the option for a recurring annual payment.  
18 As a result, Plains and Eastern is offering the landowner, at his or her option, either a  
19 one-time payment or a recurring annual payment for the structure payments. If the  
20 landowner elects annual payments, Plains and Eastern will make the annual structure  
21 payment as long as structures are located on the property. The payment amount for  
22 annual structure payments will increase by two percent per year after the first structure  
23 payment.



1           The third component of the compensation structure allows Plains and Eastern to  
2       take into account specific issues relating to a parcel. Plains and Eastern will pay for lost  
3       agricultural production as a result of the construction and operation of the transmission  
4       line. We will also compensate a landowner for any marketable timber that is impacted.

5   **Q.   How does Plains and Eastern plan to obtain the necessary easement agreements?**

6   A.   Plains and Eastern will seek to acquire as much of the required right-of-way as possible  
7       through voluntarily negotiated transactions. Plains and Eastern will not seek to exercise  
8       eminent domain on a parcel unless and until it has exhausted reasonable efforts to acquire  
9       transmission line easements through negotiated agreement. Plains and Eastern has  
10      already acquired a majority of the easements needed to construct and operate the Project  
11      in Tennessee.

12                                   **V. CONCLUSION**

13   **Q.   Were Applicant's Exhibits prepared by you or under your supervision?**


14   A.   Yes, they were.

15   **Q.   Does this conclude your prepared direct testimony?**

16   A.   Yes, it does.



I swear that the foregoing testimony is true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Mario Hurtado

Executive Vice President  
Clean Line Energy Partners LLC

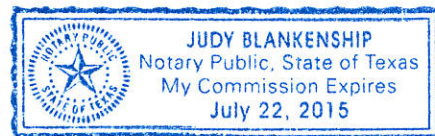
STATE OF TEXAS :

COUNTY OF HARRIS :

Sworn and subscribed before me this 3 day of April, 2014.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 7-22-2015





**EXHIBIT MH-1:**      EDGE Resolution and Materials





ECONOMIC DEVELOPMENT  
**GROWTH ENGINE**  
FOR MEMPHIS & SHELBY COUNTY

**RESOLUTION AWARDING A PAYMENT-IN-LIEU-OF-TAX INCENTIVE TO  
PLAINS AND EASTERN CLEAN LINE, LLC**

PLAINS AND EASTERN CLEAN LINE, LLC, an Arkansas limited liability company (the “Applicant”), has submitted to the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee (the “Board”), an application for award of a payment-in-lieu-of-taxes (“PILOT”) incentive for certain real and tangible personal property of the Applicant (the “Application”).

WITH RESPECT TO THE APPLICATION, the Board hereby resolves as follows.

1. Based on the representations set forth in the Application and the recommendation of the staff of the Board, as summarized in the attached Basic PILOT term sheet (the “PILOT Term Sheet”) and the Diversity Plan, which are incorporated herein by reference, the Applicant is hereby awarded 41% eleven (11) year PILOT incentive on the real and tangible personal property described in the PILOT Term Sheet. Applicant shall pay 59% of the assessed value for all real and tangible personal property during the term of the PILOT lease.

2. Due to necessary approval and construction timing for the project, the Applicant shall have three (3) years from the date of this resolution to close on the real property lease and first tangible personal property lease.

3. The Board Chairman and any other officer of the Board are authorized to execute any and all documents related to the transaction of the aforementioned award on behalf of the Board.





ECONOMIC DEVELOPMENT  
**GROWTH ENGINE**  
FOR MEMPHIS & SHELBY COUNTY

## **Plains and Eastern Clean Line to invest \$259 million**

Memphis, Tenn. – Staff is recommending that Plains and Eastern Clean Line LLC receive an 11-year PILOT in return for a \$259 million investment in unincorporated Shelby County near Millington (in the Millington annexation reserve area), and the creation of 16 new jobs.

As part of a larger project, Plains and Eastern Clean Line is proposing to purchase renewable wind energy in the Panhandle of Oklahoma, construct an approximately 700 mile, 600 kilovolt high voltage direct current electric transmission line that terminates in either Shelby or Tipton Counties at a new converter station (direct current to alternating current), and then ties into the Tennessee Valley Authority network.

Once constructed, the facility will be able to deliver more than 3,500 megawatts of renewable energy.

The proposed Shelby County project includes transmission lines (\$9.6 million), the purchase of 208 acres of land (\$1.248 million), construction of a 30,000-square-foot converter facility (\$10 million), and the converter equipment (\$239 million).

Staff recommends a 11-year, 41 percent tax abatement on the facility, converter equipment and transmission lines. The project will create \$36,229,815 in new tax revenue for Shelby County over the 11-year term.

The site, currently assessed as Greenbelt, pays \$2,975 per annum in Shelby County property taxes. After construction Shelby County will receive an estimated \$3.19 million annually for the term of the PILOT and \$5.4 million thereafter.

The average salary of the new employees will be \$56,875.

According to the company's application, the Millington-area site is being considered along with other sites in Tipton County.

If approved by federal regulators the project is expected to begin construction in 2016 and take two years to complete.

**Company:** Plains and Eastern Clean Line LLC | **Address:** 0 Miller Road Millington, TN  
**Parcel #**D01017 00014 & D01017 00015| **PILOT Type:** Standard | **PILOT Term:** 11 years | **Property:** Real & Personal  
**Property** | **Ramp-up:** 2 years |

**Economic Development Growth Engine (EDGE) Industrial Development Board of the City of Memphis and County of Shelby, Tennessee**

**Address:** 100 Peabody Place, Ste. 1100, Memphis, TN 38103| **Phone:** (901) 341-2100 | **Website:** [www.growth-engine.org](http://www.growth-engine.org) |





**ECONOMIC DEVELOPMENT  
GROWTH ENGINE**  
FOR MEMPHIS & SHELBY COUNTY

PILOT DATA	DETAILS
Term	11 years
Jobs	16 new
Capital Investment	\$259,848,000
Average Annual Pay For New Jobs	\$56,875
BENEFIT/COST RATIO	DETAILS
New Tax Revenue	\$36,229,815
Tax Incentive	\$24,264,020
Benefit Cost	1.49

Company: Plains and Eastern Clean Line LLC | Address: 0 Miller Road Millington, TN  
Parcel #D01017 00014 & D01017 00015| PILOT Type: Standard | PILOT Term: 11 years | Property: Real & Personal  
Property | Ramp-up: 2 years |

Economic Development Growth Engine (EDGE) Industrial Development Board of the City of Memphis and County of  
Shelby, Tennessee  
Address: 100 Peabody Place. Ste. 1100, Memphis, TN 38103| Phone: (901) 341-2100 | Website: [www.growth-engine.org](http://www.growth-engine.org) |





ECONOMIC DEVELOPMENT  
**GROWTH ENGINE**  
FOR MEMPHIS & SHELBY COUNTY

Shelby County Terms - % Paid	
Personal Property	Year 1-11 59%
Real Property	Year 1-11 59%

**Benefit-to-Cost Ratio: \$1.49 of new tax revenue for every \$1 of abated taxes.**

Company: Plains and Eastern Clean Line LLC | Address: 0 Miller Road Millington, TN  
Parcel #D01017 00014 & D01017 00015| PILOT Type: Standard | PILOT Term: 11 years | Property: Real & Personal  
Property | Ramp-up: 2 years |

Economic Development Growth Engine (EDGE) Industrial Development Board of the City of Memphis and County of  
Shelby, Tennessee  
Address: 100 Peabody Place. Ste. 1100, Memphis, TN 38103| Phone: (901) 341-2100 | Website: [www.growth-engine.org](http://www.growth-engine.org) |



<b>Company/Applicant:</b>	<u>Clean Line Energy Project</u>
<b>Capital Investment:</b>	<u>\$ 259,848,000</u>
<b>Jobs:</b>	<u>16</u>
<b>Annual Average Wage:</b>	<u>\$ 56,875</u>
<b>Recommended PILOT Length: (years)</b>	<u>11</u>
<b>Tax Incentive:</b>	<u>\$ 24,264,020</u>
<b>Local Tax Benefit:</b>	<u>\$ 36,229,815</u>
<b>Benefit/Cost Ratio:</b>	<u>1.49</u>



**Shelby County, TN**  
**Clean Line Energy Project**  
**Tax Incentive Eligibility Analysis**

Category	Project Data	Points
Job Creation	16	3.2
Wages*	\$56,875	38.0
Capital Investment (Local)	\$259,848,000	259.8
CRC		0.0
Location		0
<b>Total</b>		<b>301</b>
Special Circumstances (Not to exceed 25% of Total)	75	5
<b>Grand Total</b>		<b>306</b>

**Length of tax incentive: (years)**

**15**

**\*Wages Calculation**

Shelby County Annual Average Wage	\$	52,442
Target Wages (75% of Annual Wage)	\$	39,332
Project Wages	\$	56,875
Project wages as a % of Target Wage		145

Meets Target Wage	10
Extra Points	28.0
Total Points	38.0

**Special Circumstances:**

**Points**

Targeted Industry (Mfg - Alternative Fuels)	5
Headquarters	0
Fortune 500/Industry Leader	0
Major Employer	0
Minority/Women-Owned Business	0
Benefit to Cost Ratio Bonus	0
<b>Total</b>	<b>5</b>



**Shelby County, TN**  
**Clean Line Energy Project**  
**Economic Impact and Benefit/Cost Analysis**

**Annual Impact of Operations - New Jobs**

---

Employment, Direct (New full-time equivalent jobs)		16
Wages & Benefits, Direct		1,170,000
Employment Multiplier <sup>1</sup>		2.4994
Total Employment		40
Employment, Indirect		24
Shelby County Annual Average Wage <sup>2</sup>	\$	52,442
Wages, Indirect	\$	1,258,608
Total Wages	\$	2,428,608
Sales Tax Revenue <sup>3</sup>	\$	28,251
Other Tax Revenue <sup>4</sup>	\$	9,747
Residential/Commercial Property Tax Revenue <sup>5</sup>	\$	36,972
Total Tax Revenue	\$	74,970



**Shelby County, TN**  
**Clean Line Energy Project**  
**Economic Impact and Benefit/Cost Analysis**

**One Time Expansion Impact**

---

Total Capital Investment	\$	19,600,000
Building - Real Property (New Construction & Improvements)	\$	19,600,000
Economic Impact Multiplier <sup>6</sup>		1.9087
Economic Impact	\$	37,410,520
Equipment Purchase/Set-up - Personal Property		
Economic Impact Multiplier <sup>7</sup>		1.7186
Economic Impact	\$	-
Total Economic Impact	\$	37,410,520
Sales Tax Revenue <sup>3</sup>	\$	207,181
Other Tax Revenue <sup>4</sup>	\$	71,477
Total Tax Revenue	\$	278,658



## Clean Line Energy Project Shelby County Tax Schedule

Shelby County Tax Rate: \$4.42	Real Property (Building)				Real Property (Land)					
	Full Taxes	% of taxes paid	Taxes Paid after Abatement	Taxes Abated	Full Taxes on Increased Property Value	% of taxes paid	Taxes Paid after Abatement	Current Taxes Paid	New Taxes Generated	Taxes Abated
Value	\$ 10,000,000				\$ 1,248,000					
Year 1	\$ 243,100	59%	\$ 143,429	\$ 99,671	\$ 22,065	100%	\$ 22,065	\$ 2,975	\$ 19,090	\$ -
Year 2	\$ 243,100	59%	\$ 143,429	\$ 99,671	\$ 22,065	100%	\$ 22,065	\$ 2,975	\$ 19,090	\$ -
Year 3	\$ 243,100	59%	\$ 143,429	\$ 99,671	\$ 22,065	100%	\$ 22,065	\$ 2,975	\$ 19,090	\$ -
Year 4	\$ 243,100	59%	\$ 143,429	\$ 99,671	\$ 22,065	100%	\$ 22,065	\$ 2,975	\$ 19,090	\$ -
Year 5	\$ 243,100	59%	\$ 143,429	\$ 99,671	\$ 22,065	100%	\$ 22,065	\$ 2,975	\$ 19,090	\$ -
Year 6	\$ 243,100	59%	\$ 143,429	\$ 99,671	\$ 22,065	100%	\$ 22,065	\$ 2,975	\$ 19,090	\$ -
Year 7	\$ 243,100	59%	\$ 143,429	\$ 99,671	\$ 22,065	100%	\$ 22,065	\$ 2,975	\$ 19,090	\$ -
Year 8	\$ 243,100	59%	\$ 143,429	\$ 99,671	\$ 22,065	100%	\$ 22,065	\$ 2,975	\$ 19,090	\$ -
Year 9	\$ 243,100	59%	\$ 143,429	\$ 99,671	\$ 22,065	100%	\$ 22,065	\$ 2,975	\$ 19,090	\$ -
Year 10	\$ 243,100	59%	\$ 143,429	\$ 99,671	\$ 22,065	100%	\$ 22,065	\$ 2,975	\$ 19,090	\$ -
Year 11	\$ 243,100	59%	\$ 143,429	\$ 99,671	\$ 22,065	100%	\$ 22,065	\$ 2,975	\$ 19,090	\$ -
Total	\$ 2,674,100		\$ 1,577,719	\$ 1,096,381	\$ 242,715		\$ 242,715	\$ 32,725	\$ 209,990	\$ -

Total Payments Made During PILOT Period:	\$ 1,787,709
Total Taxes Abated:	\$ 1,096,381



## Clean Line Energy Project Shelby County Tax Schedule

Shelby County Tax Rate: \$4.42	Personal Property (Converter Equipment)			
	Full Taxes	% of taxes paid	Taxes Paid after Abatement	Taxes Abated
<b>Value</b>	<b>\$ 239,000,000</b>			
Year 1	\$ 4,938,577	59%	\$ 2,913,760	\$ 2,024,817
Year 2	\$ 4,938,577	59%	\$ 2,913,760	\$ 2,024,817
Year 3	\$ 4,938,577	59%	\$ 2,913,760	\$ 2,024,817
Year 4	\$ 4,938,577	59%	\$ 2,913,760	\$ 2,024,817
Year 5	\$ 4,938,577	59%	\$ 2,913,760	\$ 2,024,817
Year 6	\$ 4,938,577	59%	\$ 2,913,760	\$ 2,024,817
Year 7	\$ 4,938,577	59%	\$ 2,913,760	\$ 2,024,817
Year 8	\$ 4,938,577	59%	\$ 2,913,760	\$ 2,024,817
Year 9	\$ 4,938,577	59%	\$ 2,913,760	\$ 2,024,817
Year 10	\$ 4,938,577	59%	\$ 2,913,760	\$ 2,024,817
Year 11	\$ 4,938,577	59%	\$ 2,913,760	\$ 2,024,817
<b>Total</b>	<b>\$ 54,324,347</b>		<b>\$ 32,051,360</b>	<b>\$ 22,272,987</b>

Personal Property (Transmission Lines)			
Full Taxes	% of taxes paid	Taxes Paid after Abatement	Taxes Abated
<b>\$ 9,600,000</b>			
\$ 198,370	59%	\$ 117,038	\$ 81,332
\$ 198,370	59%	\$ 117,038	\$ 81,332
\$ 198,370	59%	\$ 117,038	\$ 81,332
\$ 198,370	59%	\$ 117,038	\$ 81,332
\$ 198,370	59%	\$ 117,038	\$ 81,332
\$ 198,370	59%	\$ 117,038	\$ 81,332
\$ 198,370	59%	\$ 117,038	\$ 81,332
\$ 198,370	59%	\$ 117,038	\$ 81,332
\$ 198,370	59%	\$ 117,038	\$ 81,332
\$ 198,370	59%	\$ 117,038	\$ 81,332
\$ 198,370	59%	\$ 117,038	\$ 81,332
<b>\$ 2,182,070</b>		<b>\$1,287,418</b>	<b>\$ 894,652</b>

**Total Payments Made During PILOT Period: \$ 33,338,778**  
**Total Taxes Abated: \$ 23,167,639**



**Shelby County, Tennessee  
Clean Line Energy Project  
Economic Impact and Benefit/Cost Analysis**

**Payback Summary**

---

Length of PILOT (years)		11
Total Taxes Forgone	\$	24,264,020
Hard Costs	\$	-
Total Taxes Forgone and Hard Costs	\$	24,264,020
Tax Revenues From Construction	\$	278,658
Tax Revenues From Operations During PILOT Period	\$	824,670
Property Tax Revenues Received During PILOT Period	\$	35,126,487
Total Tax Revenues Received During PILOT Period	\$	36,229,815
Benefit/Cost Ratio		1.49

---

**Projected Costs:**

*Hard Costs* (land, infrastructure, etc.)

None.

*Opportunity Costs*

Local government is requested to forgo for a period of years the opportunity to collect taxes on site improvement, building, and industrial equipment that are a part of the project.

**Benefit/Cost Ratio:** The sum of tax revenues from construction, operations and property during the PILOT period divided by the total taxes forgone.



**Shelby County, Tennessee**  
**Clean Line Energy Project**

**Estimated Fees**

Application Fee (Graduated Scale)	\$ 4,000
Closing Fees (5% of Total Taxes Forgone) (Maximum of \$300,000) (Less Application Fee)	\$ 296,000
City of Memphis Personal Property Fees for PILOT (5% of Taxes Abated) (Maximum \$50,000)	N/A
Shelby County Personal Property Fees for PILOT (5% of Taxes Abated) (Maximum \$50,000)	\$ 50,000
<b>Total Fees</b>	<b>\$ 350,000</b>





**ECONOMIC DEVELOPMENT  
GROWTH ENGINE**  
FOR MEMPHIS & SHELBY COUNTY

## **Basic PILOT Term Sheet: Plains and Eastern Clean Line, LLC**

Staff recommends a 11-year real and personal property PILOT at a 41% abatement for Plains and Eastern Clean Line LLC, ("Applicant") to enable the Applicant to add 16 net new jobs and invest more than \$259 million in personal and real property.

Applicant will invest \$11,248,000 in Real Property Improvements and \$239,000,000 in Personal Property in a greenbelt area off Miller Road in unincorporated Shelby County. The 208 acres off Miller road are located in the Millington reserve area (Millington annexation area) and is subject to Shelby County taxes only. In addition, applicant will spend \$9.6 million in construction of 700 miles, 600 kilovolt high voltage transmission line that terminates in Shelby or Tipton County. The project will have miles of above ground transmission lines in Shelby County, Tennessee. The transmission lines convert direct current to alternating current tying into the Tennessee Valley Authority network. Applicant must assign its interest in the real property easements associated with the power lines in Shelby County, Tennessee to EDGE.

The Applicant will construct a 30,000 sf. ft. converter station in unincorporated Shelby County that has the ability to convert 3,500 megawatts from renewable energy generation facilities in the Oklahoma Panhandle to load serving entities in the mid-south and southeastern United States via interconnection with the Tennessee Valley Authority.

The project will create \$24,264,020 in new tax revenue for Shelby County over the 11-year term.

Applicant develops long-haul transmission lines to connect the best renewable energy resources in North America to communities and cities that lack access to new, low-cost renewable power.

The average salary of the new employees will be \$56,875.

The 11-year PILOT for Applicant is based on the following terms:

**Company:** Plains and Eastern Clean Line, LLC | **Address:** 0 Miller Road Millington, TN  
**Parcel #**D0107 00014 & D0107 00015| **PILOT Type:** Standard | **PILOT Term:** 11 years | **Property:** Real & Personal  
**Property** | **Ramp-up:** 2 years |

**Economic Development Growth Engine (EDGE) Industrial Development Board of the City of Memphis and County of Shelby, Tennessee**  
**Address:** 100 Peabody Place. Ste. 1100, Memphis, TN 38103| **Phone:** (901) 341-2100 | **Website:** [www.growth-engine.org](http://www.growth-engine.org) |





ECONOMIC DEVELOPMENT  
**GROWTH ENGINE**  
FOR MEMPHIS & SHELBY COUNTY

## PILOT Terms

Shelby County Terms - % Paid	
Personal Property	Year 1-11 59%
Real Property	Year 1-11 59%

## PILOT Evaluation Matrix

Category	Data	Points
New Jobs	16	3.2
Average Wages	\$56,875	38.0
Capital Investment	\$259,848,000	259.8
CRC	\$0	0
Location		
Total		301
Special Circumstances (Not to exceed 25% of total points)	75	5
Grand Total		306

Company: Plains and Eastern Clean Line, LLC | Address: 0 Miller Road Millington, TN  
Parcel #D0107 00014 & D0107 00015| PILOT Type: Standard | PILOT Term: 11 years | Property: Real & Personal  
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**ECONOMIC DEVELOPMENT  
GROWTH ENGINE**  
FOR MEMPHIS & SHELBY COUNTY

Special Considerations		Special Circumstances	
Environmental Plan		Targeted Industry	5
Prisoner Re-entry		Headquarters	
Diversity Plan		Fortune 500/Industry Leader	
		Major Employer	
		Minority/Women-owned	
		Benefit to Cost Ratio Bonus	
Total Points		Total Points	5

### Benefit To Cost Ratio Summary

Payback Summary	
Length of PILOT	11
Tax Revenues	
Tax Revenues From Construction	\$278,658
Tax Revenues From Operations During PILOT Period	\$824,670
Property Tax Revenues Received During PILOT Period	\$35,126,487
Total Tax Revenues Received During PILOT Period	\$36,229,815
Total Taxes Forgone	\$24,264,020
Benefit/Cost Ratio	1.49

Company: Plains and Eastern Clean Line, LLC | Address: 0 Miller Road Millington, TN  
Parcel #D0107 00014 & D0107 00015| PILOT Type: Standard | PILOT Term: 11 years | Property: Real & Personal  
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**ECONOMIC DEVELOPMENT  
GROWTH ENGINE**  
FOR MEMPHIS & SHELBY COUNTY

**Benefit-to-Cost Ratio: \$1.49 of new tax revenue for every \$1 of abated taxes.**

### **Diversity Plan**

Applicant acknowledges the following good faith efforts to contract with certified minority, women-owned and local small businesses (Certified EBO & LOSB firms) based on the targeted terms outlined below and the attached Diversity Table.

	Total Spending	MWBE/LOSB Spending	Percent
1-Year			
Construction	\$10,000,000	\$2,500,000	25%
11-Year Totals (Evenly Allocated)			
Professional Services	N/A	N/A	N/A
Goods	\$110,000	\$27,500	25%
Non-professional Services	\$110,000	\$27,500	25%
Total	\$10,220,000	\$2,555,000	25%

Below represents the identified labor source agreement:

Clean Line, LLC agrees to use good faith efforts to hire and maintain an

**Company:** Plains and Eastern Clean Line, LLC | **Address:** 0 Miller Road Millington, TN

**Parcel #**D0107 00014 & D0107 00015| **PILOT Type:** Standard | **PILOT Term:** 11 years | **Property:** Real & Personal Property | **Ramp-up:** 2 years |

**Economic Development Growth Engine (EDGE) Industrial Development Board of the City of Memphis and County of Shelby, Tennessee**

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**ECONOMIC DEVELOPMENT  
GROWTH ENGINE**  
FOR MEMPHIS & SHELBY COUNTY

annual average level of 20% of the committed new 16 jobs through the Workforce Investment Network, the Memphis Career Center or a mutually acceptable source.

### Conditions

Award of a PILOT in accordance with the recommendations of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee (the "EDGE") staff, as set forth herein, is subject to the following conditions.

1. The award is subject to the review and approval of the Board's counsel of all PILOT closing documents.
2. The award of a PILOT to the real property of Applicant is subject to the review and approval of the Applicant's environmental impact study.
3. The award is subject to receipt of letters of approval from the mayors of both the City of Memphis and the County of Shelby.
4. The EDGE Board of Directors (the "Board") reserves the right to assign the PILOT, or its rights with respect thereto, to the Memphis and Shelby County Industrial Development Board (the "IDB"), in accordance with the service agreement between the Board and the IDB, if the Board ultimately deems it beneficial.
5. The award is subject to approval of Applicant's diversity plan by the Board following a recommendation of EDGE's consultants.
6. Except as explicitly provided in this term sheet or in a resolution of the Board, the award is subject to the provisions of the PILOT Program and Procedures of the Board (the "PILOT Policies").
7. The award is subject to the negotiation and execution of a PILOT lease agreement requiring the payment of rent in the amount of \$100.00 per year.
8. In the absence of an explicit written waiver of this condition, no conveyance will be deemed to

**Company:** Plains and Eastern Clean Line, LLC | **Address:** 0 Miller Road Millington, TN  
**Parcel #**D0107 00014 & D0107 00015| **PILOT Type:** Standard | **PILOT Term:** 11 years | **Property:** Real & Personal  
**Property** | **Ramp-up:** 2 years |

**Economic Development Growth Engine (EDGE) Industrial Development Board of the City of Memphis and County of Shelby, Tennessee**  
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**ECONOMIC DEVELOPMENT  
GROWTH ENGINE**  
FOR MEMPHIS & SHELBY COUNTY

have been accepted by EDGE, the IDB or any other affiliate or agent of EDGE unless and until all of the documents for the subject transaction, including a PILOT lease agreement, have been negotiated and delivered.

9. All real and tangible personal property leases for this project shall include provisions that stipulate that the Applicant shall pay all City of Millington taxes due as of the real and tangible personal property was owned by a tax paying entity. Additionally, the leases will provide that the Applicant must approach The Industrial Development board of the City of Millington, Tennessee for any benefit associated with Millington taxes and that any benefit given by The Industrial Development Board of the City of Millington, Tennessee must comply with the Interlocal Agreement by and among Shelby County, Tennessee and The Industrial Development Board of the City of Millington, Tennessee dated January 2, 2011.

**Company: Plains and Eastern Clean Line, LLC | Address: 0 Miller Road Millington, TN**

**Parcel #D0107 00014 & D0107 00015| PILOT Type: Standard | PILOT Term: 11 years | Property: Real & Personal Property | Ramp-up: 2 years |**

**Economic Development Growth Engine (EDGE) Industrial Development Board of the City of Memphis and County of Shelby, Tennessee**

**Address: 100 Peabody Place. Ste. 1100, Memphis, TN 38103| Phone: (901) 341-2100 | Website: [www.growth-engine.org](http://www.growth-engine.org) |**



February 17, 2014

Economic Development and Growth  
Engine 100 Peabody Place, Suite 1100  
Memphis, Tennessee 38103

RE: PILOT APPLICATION/DIVERSITY PLAN  
Plains and Eastern Clean Line, LLC ("Clean Line")  
1001 McKinney, Suite 700  
Houston, Texas 77022

We acknowledge our understanding of the commitments, requirements for implementation, on-going participation and quarterly reporting requirements for compliance. Clean Line agrees to participate in the following manner:

### CONTRACTING

Document good faith efforts to contract with local minority, women-owned and small businesses (Certified EBO & LOSB) firms based on targeted terms that are agreed as outlined below.

Over a four year period, Clean Line will have discretionary spend in Construction of the following:

	Total Spending	M/WBE & LOSB	Percent
Construction	\$10,000,000	\$2,500,000	25%

The expenditures for Goods and Non-Professional services are the "estimated" recurring expenditures for goods and services for which it is feasible to use local suppliers. The following are annual averages for purchases through local firms over the term of the 11 year PILOT, which we agree to use good faith efforts to achieve with M/WBEs and LOSBs:

	Total Spending	M/WBE & LOSB	Percent
Professional Services	N/A	N/A	N/A
Goods	\$ 10,000	\$ 2,500	25%
Non-Professional Services	\$ 10,000	\$ 2,500	25%





Over the course of the PILOT, the summary of the discretionary spend and the Diversity Spend is as follows:

2014 - 2025	2014-2025 Total Estimated Discretionary Spending	Total %	Total M/WBE LOSB
Construction	\$10,000,000	25.0%	\$2,500,000
Professional Services	N/A	N/A	N/A
Goods	\$110,000	25.0%	\$27,500
Non-Professional Services	\$110,000	25.0%	\$27,500
Total	\$10,220,000	25.0%	\$2,555,000


### HIRING

Hire identified labor source (ILS) employees through the designated agency, the Memphis Area Career Center, or other mutually acceptable source.

Identified Labor Source: We agree to use good faith efforts to hire and maintain an annual average level of 20% of our committed new jobs of 16 through the Workforce Investment Network, the Memphis Career Center or a mutually acceptable source.

Plains and Eastern Clean Line LLC ("Clean Line")

Date: 2/18/14

  
\_\_\_\_\_

Economic Development and Growth Engine

Date: \_\_\_\_\_

\_\_\_\_\_



**APPLICATION FOR PILOT  
ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT BOARD OF  
CITY OF MEMPHIS AND SHELBY COUNTY, TENNESSEE**

1. Applicant – *Any entity with legal or economic responsibility for the project proposed to be conveyed to EDGE in a PILOT Agreement and Lease Agreement.*

Company Name: Plains and Eastern Clean Line LLC, or an affiliate thereof  
Mailing Address: 1001 McKinney, Suite 700  
City: Houston State: Texas Zip: 77022  
Telephone: 832.319.6310 Fax: 832.319.6311  
Federal Employer Identification Number: 26-48226420

Company Representative/Contact for this PILOT Application:

Name: Max Shilstone Title: Director of Business Development  
Mailing Address: (if different than company address) \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_  
Telephone: 832.319.6332 Fax: 832.319.6311  
E-mail address: mshilstone@cleanlineenergy.com

Description of Principal Business: long distance, high voltage electric transmission developers  
Legal Structure: LLC If corporation, state where incorporated: \_\_\_\_\_

If foreign corporation, is it registered to do business in Tennessee? ☒ Yes ☐ No

2. Sponsor (if applicable) – *In a three-party PILOT transaction, the Sponsor is usually the fee owner of the real property upon which the Project will be located):*

Company Name: \_\_\_\_\_  
Mailing Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_  
Telephone: \_\_\_\_\_ Fax: \_\_\_\_\_  
Federal Employer Identification Number: \_\_\_\_\_

Company Representative/Contact:

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Mailing Address: (if different than company address) \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_  
Telephone: \_\_\_\_\_ Fax: \_\_\_\_\_  
E-mail address: \_\_\_\_\_

Description of Principal Business: \_\_\_\_\_  
Legal Structure: \_\_\_\_\_ If corporation, state where incorporated: \_\_\_\_\_

If foreign corporation, is it registered to do business in Tennessee? ☐ Yes ☐ No



3. Name outside professionals who will be involved in the Project on behalf of the Applicant and/or Sponsor.

*Applicant's Legal Counsel:*

Name: James B. McLaren, Jr.  
Mailing Address: Adams and Reese LLP - 6075 Poplar Ave., Suite 700  
City: Memphis State: Tennessee Zip: 38119  
Telephone: (901)524-5277 Fax: (901)524-5377

4. Does Applicant or Sponsor of the Project have an application pending or intend to apply for a PILOT or industrial revenue bond financing for this project with any other board or community?:

☐ Yes ☒ No

- A. Has Applicant or Sponsor of the Project obtained payment-in-lieu-of-tax incentive for any project by this Board or any other Board or community in Tennessee? If yes, please list projects and communities:

No

5. Project Location:

Street Address: O Miller Road, Tax Parcels D 01017 00014 and 15. The project may be located on less than all of such property.

Vicinity Map – please attach with general location of site shown.

Location Detail – please attach site information from the Shelby County Assessor's website showing the parcel(s) involved, their parcel numbers and other details.

Current owner of the real property: Elizabeth F. McCalla

If not already owned by Applicant, does the Applicant have an option to purchase the property?

☒ Yes ☐ No

Are there presently outstanding any options or liens with regard to the property?

☐ Yes ☒ No

If yes, list:

6. Project Summary – describe the proposed project, including the company (i.e., corporate structure, products/NAICS codes, history, locations), the activities to be performed at the PILOT location, the facilities to be constructed/purchased/leased for the Project (if any), the personal property to be utilized for the Project (if any), other locations under consideration for this Project, and the need for assistance through the PILOT program..

Plains and Eastern Clean Line LLC is currently developing the Plains & Eastern Project, an approximately 700-mile, +/-600 kilovolt high voltage direct current electric transmission system and associated facilities with the capacity to deliver approximately 3,500 megawatts from renewable energy generation facilities in the Oklahoma Panhandle region to load serving entities in the Mid-South and southeastern United States via an interconnection with the Tennessee Valley Authority and potentially the Midcontinent Independent System Operator in Arkansas. In addition to the DC line, the Project will include alternating current /direct current converter stations in Texas County, Oklahoma (on the windward side) and in either Shelby County or Tipton County, Tennessee (on the leeward side), with a mid-point converter in Arkansas. At each converter station, AC collection lines will be required to connect the line to the existing grid. This Application is limited to the converter site and equipment in Shelby County.



Tax Information of Project Location if real property benefit is being sought: (Attach a copy of the latest property tax record from Shelby County Assessor's Office on the real property Project location).  
[www.assessor.shelby.tn.us](http://www.assessor.shelby.tn.us)

Tax Parcel ID number or numbers: D0107 00014 and 15

Current Assessed Value: \$67,300.00

Current Annual Tax: \$3,004.42

7. If any part of this Project involves the relocation/movement of existing Shelby County operations from one location to another, please provide the following:

	Moving From	Moving To
Address		
Parcel ID Number		
Square Feet Owned/Leased		
Number Employees		

Please describe the relocation/expansion including which operations will be relocating, when they will be relocating and the type and extent of the expansion.

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8. Capital Investment:

**New Capital Expenditure - Real Property**

Category	Square Feet	Capital Investment
Land	9,060,480	\$ 1,248,000
Site Preparation & Off-Site Improvements		\$ 5,000,000
New Construction – Hard Costs	30,000	\$5,000,000
Renovation of Existing Structure – Hard Costs		\$
Soft Costs		\$
<b>TOTAL</b>		\$

**New Capital Expenditure – Personal Property<sup>1</sup>**

Group	Capital Investment
1 – Furniture, Fixtures, General Equipment & All Other Property Not Listed in Another Group	\$ 239,000,000
2 – Computers, Copiers, Fax Machines, Peripherals & Tools	\$
3 -- Molds, Dies & Jigs	\$
4 – Aircraft <sup>2</sup> , Towers & Boats <sup>2</sup>	\$
5 – Manufacturing Machinery	\$
6 – Billboards, Tanks & Pipelines	\$
7 – Scrap Property <sup>2</sup>	\$
8 – Raw Material <sup>2</sup> & Supplies <sup>2</sup>	\$
9 – Vehicles <sup>2</sup>	\$
<b>TOTAL</b>	\$ 239,000,000

**Personal Property Moved to Project Site from Outside of Shelby County**

Group	Depreciated Value
1 – Furniture, Fixtures, General Equipment & All Other Property Not Listed in Another Group	\$
2 – Computers, Copiers, Fax Machines, Peripherals & Tools	\$
3 -- Molds, Dies & Jigs	\$
4 – Aircraft <sup>2</sup> , Towers & Boats <sup>2</sup>	\$
5 – Manufacturing Machinery	\$
6 – Billboards, Tanks & Pipelines	\$
7 – Scrap Property <sup>2</sup>	\$
8 -- Raw Material <sup>2</sup> & Supplies <sup>2</sup>	\$
9 – Vehicles <sup>2</sup>	\$
<b>TOTAL</b>	\$



Notes:

- 1 For more information see the Shelby County Assessor of Property's website.
- 2 Not eligible for inclusion in the EDGE PILOT Program.

9. Project Construction:

- A. Current zoning of Project Location: AG  
Required Zoning: IH

B. Describe any off-site and/or publicly owned infrastructure requirements:

Water: Will require potable water supply

Sanitary Sewer: Will require typical sewer disposal supply for office with capacity for 10-15 people

Streets: Will need street infrastructure for extremely heavy equipment - needs to be determined later

Storm Sewer: Site will need adequate drainage development for potential 65 acres

Other: \_\_\_\_\_



## **PROJECT EMPLOYMENT**

*Please complete Section 11.* In determining the number of jobs for this Project, please use the following definitions:

**Average Annual Basis** – If employment varies during the year calculate the annual average number of jobs based upon summing the total number of jobs employed by the Project on the first day of each calendar month during the calendar year then dividing by 12.

**Full-time Job** – Any job position that provides employment of 1,600 hours or more within a year that is employed directly by the Applicant or employed by a contract employer on behalf of the Applicant.

**Full-Time Equivalent (FTE)** – A combination of permanent job positions that together provide 1,600 or more hours of employment within a year. For example, two jobs that provide 800 hours of employment each equal one Full-Time Equivalent Job.

**Annual Wage** – The total annual pay for a job position including budgeted, regularly occurring paid overtime, paid vacation, and paid holidays.

### **PILOT Job Eligibility Notes:**

**Benefits** – Generally, non-wage compensation provided to Project employees in addition to their normal wages or salaries, must include at a minimum medical benefits where the employer pays at least 50% of the cost of the medical insurance premium for those jobs to be considered as a PILOT Project job in determining PILOT eligibility and compliance.

**Wages** – Generally, the wage received by an employee or Contract Employee must be at least \$10 per hour for that job to be considered as a PILOT Project job in determining PILOT eligibility and compliance.

**Jobs** – New jobs must be employed within the Ramp Up Period of the PILOT, customarily two (2) years. If jobs created beyond the Ramp Up Period are to be considered, additional copies of Section 11 must be submitted showing the annual average basis jobs for each additional year of ramp up.

These terms and definitions are subject to any qualifications and exceptions set forth in the EDGE PILOT Program Policies and Procedures.



## 11. PROJECT EMPLOYMENT

Position	# of Workers	Average Annual Base Pay*		Annual Overtime/ Incentive Pay		Annual Benefits**		Annual Total Compensation	
		Each	Total	Each	Total	Each	Total	Each	Total
Operators	5	75,000	375,000			20,000	100,000	95,000	475,000
Maintenance	10	50,000	500,000			15,000	150,000	65,000	650,000
Administrator	1	35,000	35,000			10,000	10,000	45,000	45,000
<b>Total</b>	<b>16</b>		<b>910,000</b>				<b>260,000</b>		<b>1,170,000</b>
<b>Average</b>			<b>56,875</b>				<b>16,250</b>		<b>73,125</b>

\*Includes paid overtime, paid holidays and vacation pay. Does not include discretionary bonus or stock options.

\*\*Includes health insurance, dental insurance, 401K plans, paid sick leave, bonus compensation, etc.



**12. CURRENT EMPLOYMENT – if applicable (expansions/relocations within Shelby County)**      **As of December 31, 2012**

Position	# of Workers	Average Annual Base Pay*		Annual Overtime/ Incentive Pay		Annual Benefits**		Annual Total Compensation	
		Each	Total	Each	Total	Each	Total	Each	Total
<b>Total</b>									
<b>Average</b>									

\*Includes paid overtime, paid holidays, and vacation pay. Does not include discretionary bonus or stock options.

\*\*Includes health insurance, dental insurance, 401K plans, paid sick leave, bonus compensation, etc.

\*\*\* Applicant utilizes 80 contingent workers. These workers are employed by a local staffing company that sets their salaries and benefits.



13. Discuss any environmental impacts created by the Project (attach a Phase I Environmental Audit addressed to EDGE, if a Real Property PILOT benefit is being sought):

Phase I will be conducted, but project has no air or water emissions and will consist of  
high voltage, electric transmission or direct current, high technology equipment

14. If the Applicant is seeking a Green Initiative Special Incentive, please attach LEED or other authorized Certificate or Environmental Commitment Plan.
15. Need for the PILOT - For Basic PILOT applicants, please provide a statement (1) demonstrating that the PILOT sought is an important component of an overall plan to achieve the subject economic development/ project, and (2) reflecting the competitive nature and advantages of other markets under consideration, if applicable. For Retention PILOT Applicant, please provide a statement (1) demonstrating that its local operations are at substantial risk of suffering a significant decline in local employment without the Retention PILOT and the associated capital expenditure, and (2) reflecting the competitive nature and advantages of other markets under consideration, if applicable.

Our project will interconnect to the TVA Shelby substation. We have alternatives to site our investment in  
counties other than Shelby while still having access to the TVA Shelby substation. Our project, on a pro forma  
basis, requires an abatement in property ad valorem taxes for a minimum of 15 years. While other counties,  
other than Shelby offer lower tax basis without an PILOT, to make Shelby County competitive, a PILOT is  
required.

16. Financial Information – Attach copies of the audited financial statements for the most recent three fiscal years. If a publicly-held corporation, also attach the latest annual report. If a privately-held company, also attach a certified statement of the corporation's net worth with corresponding disclosure notes as provided in the Applicant's latest approved or audited financial statement.
17. Attach documentation demonstrating compliance with and payment of all municipal, county, state, and federal taxes due for all properties owned by the Applicant located within Shelby County.
18. Attach a Diversity Plan as outlined in the EDGE PILOT Program Policies and Procedures.
19. Attach certification demonstrating Applicant's compliance with the Title VI of the 1964 Civil Rights Act (42 U.S.C. § 2000d), as amended.
20. If the Applicant is seeking a Prisoner Work Release and Reentry Special Incentive, please attach a Participation Agreement with one of the Prisoner Work Release and/or Reentry Programs listed in the PILOT Program Overview.

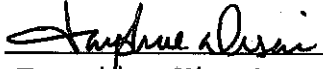

This Application is made in order to induce EDGE to grant financial incentives to Applicant and Sponsor. Applicant and Sponsor represent and warrant that the statements contained herein or attached hereto are true and correct to the best of their knowledge and include all information materially significant to EDGE in its consideration of this Application.



Applicant acknowledges that, prior to the closing of the EDGE PILOT, Applicant must agree to comply with certain requirements of the EDGE PILOT Program Policies and Procedures. Applicant specifically agrees to pay all reasonable costs, fees, and expenses incurred by EDGE in connection with this Application, whether or not the financial incentives are granted or the Project is consummated. Notwithstanding the foregoing, Applicant intends to request an extension of the term to close the PILOT.

Applicant: Plains and Eastern Clean Line LLC

Date: 2/7/14

By:    
It's: Executive Vice President



SUPPLEMENT TO  
APPLICATION FOR PILOT  
ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT  
BOARD OF CITY OF MEMPHIS AND SHELBY COUNTY, TENNESSEE

16 – Financial Information. The Applicant will make their financials available to a board representative.

17 – Other Properties. The Applicant currently owns no properties located in Shelby County.

19 – Certification of Compliance with Civil Rights Act.

The Applicant hereby certifies that it is in compliance with title VI of the 1964 Civil Rights Act (42 U.S.C. Section 2000d).

Plains and Eastern Clean Line LLC

By: Dayshay Dison cc  
It's: Executive Vice President



# CHEYENNE JOHNSON

## Assessor of Property

Property Location and Owner Information	2013 Appraisal and Assessment Information
Parcel ID: D0107 00015	Class: FARM
Property Address: 0	Land Appraisal: \$ 355,900
Municipal Jurisdiction: UNINCORP	Building Appraisal: \$ 0
Neighborhood Number: 00401A00	Total Appraisal: \$ 355,900
Tax Map Page: 7	Total Assessment: \$ 88,975
Land Square Footage:	Greenbelt Land: \$ 179,700
Acres: 144.9800	Homesite Land: \$ 0
Lot Dimensions:	Homesite Building: \$ 0
Subdivision Name: SPEIGHT & DONNELL	Greenbelt Appraisal: \$ 179,700
Subdivision Lot Number: 21	Greenbelt Assessment: \$ 44,925
Plat Book and Page:	Click Here for 2012 Values
Number of 0	View: Assessor's GIS Map
Improvements:	View: GIS Parcel Map
Owner Name: MCCALLA ELIZABETH F (24/216INT)	
AND	
In Care Of: PATRICA C WILLIAMS SUCCESSOR A	
Owner Address: 408 HYDE PARK	
Owner City/State/Zip: NASHVILLE, TN 37215 2449	

Dwelling Construction Information	
Stories:	Heat:
Exterior Walls:	Fuel:
Land Use: - VACANT LAND	Heating System:
Year Built:	Fireplace Masonry:
Total Rooms:	Fireplace Pre-Fab:
Bedrooms:	Ground Floor Area:
Bathrooms:	Total Living Area:
Half Baths:	Car Parking:
Basement Type:	

Other Buildings on Site for this Property  
 See Permits Filed for this Property  
 See Sales Data for this Property

Disclaimer: The information presented on this web site is based on the inventory of real property found within the jurisdiction of the county of Shelby in the State of Tennessee. Shelby County assumes no legal responsibility for the information contained within this web site. This is not a bill and does not serve as a notice or invoice for payment of taxes nor does it replace scheduled notices mailed to property owners.



# CHEYENNE JOHNSON

## Assessor of Property

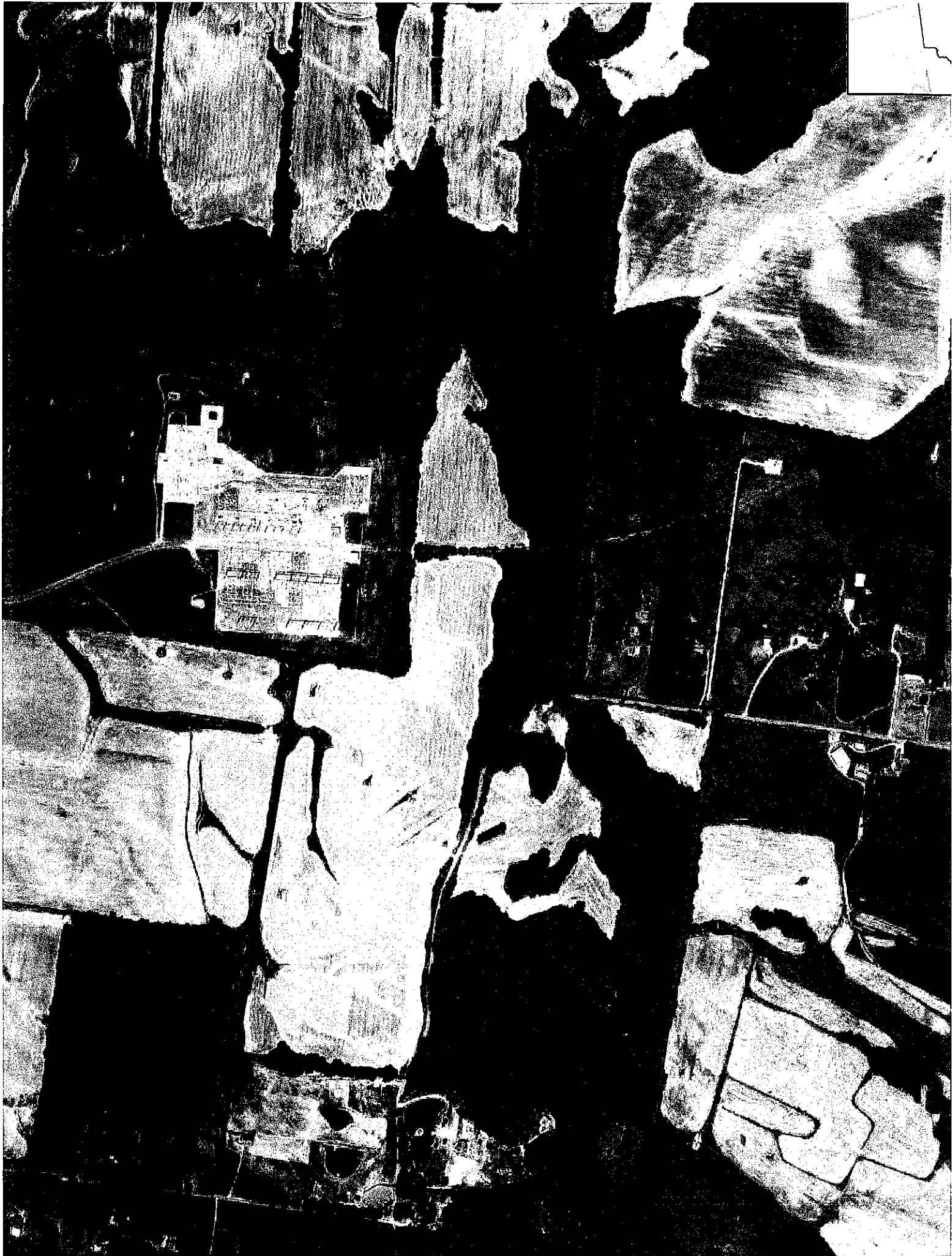
Property Location and Owner Information	2013 Appraisal and Assessment Information
<p>Parcel ID: D0107 00014</p> <p>Property Address: 0</p> <p>Municipal Jurisdiction: UNINCORP</p> <p>Neighborhood Number: 00302A00</p> <p>Tax Map Page: 6</p> <p>Land Square Footage:</p> <p>Acres: 75.0000</p> <p>Lot Dimensions:</p> <p>Subdivision Name:</p> <p>Subdivision Lot Number:</p> <p>Plat Book and Page:</p> <p>Number of Improvements: 0</p> <p>Owner Name: CASTLES ADELINE H TR</p> <p>In Care Of: PATRICIA C WILLIAMS SUCCESSOR</p> <p>Owner Address: 408 HYDE PARK</p> <p>Owner City/State/Zip: NASHVILLE, TN 37215 2449</p>	<p>Class: FARM</p> <p>Land Appraisal: \$ 125,800</p> <p>Building Appraisal: \$ 0</p> <p>Total Appraisal: \$ 125,800</p> <p>Total Assessment: \$ 31,450</p> <p>Greenbelt Land: \$ 89,500</p> <p>Homesite Land: \$ 0</p> <p>Homesite Building: \$ 0</p> <p>Greenbelt Appraisal: \$ 89,500</p> <p>Greenbelt Assessment: \$ 22,375</p> <p><a href="#">Click Here for 2012 Values</a></p> <p><a href="#">View: Assessor's GIS Map</a></p> <p><a href="#">View: GIS Parcel Map</a></p>

Dwelling Construction Information	
<p>Stories:</p> <p>Exterior Walls:</p> <p>Land Use: - VACANT LAND</p> <p>Year Built:</p> <p>Total Rooms:</p> <p>Bedrooms:</p> <p>Bathrooms:</p> <p>Half Baths:</p> <p>Basement Type:</p>	<p>Heat:</p> <p>Fuel:</p> <p>Heating System:</p> <p>Fireplace Masonry:</p> <p>Fireplace Pre-Fab:</p> <p>Ground Floor Area:</p> <p>Total Living Area:</p> <p>Car Parking:</p>

Other Buildings on Site for this Property  
 See Permits Filed for this Property  
 See Sales Data for this Property

Disclaimer: The information presented on this web site is based on the inventory of real property found within the jurisdiction of the county of Shelby in the State of Tennessee. Shelby County assumes no legal responsibility for the information contained within this web site. This is not a bill and does not serve as a notice or invoice for payment of taxes nor does it replace scheduled notices mailed to property owners.







**EXHIBIT MH-2:** Letter from Oklahoma Governor Mary Fallin to US Secretary of Energy Ernest Moniz





**Mary Fallin**  
**Office of the Governor**  
**State of Oklahoma**

June 3, 2013

The Honorable Ernest J. Moniz, Ph.D.  
Secretary  
United States Department of Energy  
1000 Independence Avenue, SW  
Washington DC, 20585

RE: Plains & Eastern Clean Line

Dear Mr. Secretary:

Please accept my congratulations on your confirmation as Secretary. The Department of Energy (DOE) has many opportunities to usher in the infrastructure and energy resources that will propel the United States in the 21st century and beyond. I would like to take this opportunity to draw your attention to the Plains & Eastern Clean Line transmission project and the potential it represents for Oklahoma and the United States. Clean Line Energy, a Houston based company, is developing this overhead direct current electric transmission line with the capacity to deliver 3,500 megawatts from new wind generation facilities to be built in the Oklahoma Panhandle region. The project will deliver Oklahoma wind to utilities in the Mid-South and southeastern United States via a  $\pm 600$  kilovolt (kV) direct current transmission line. The project is estimated to cost approximately \$2 billion, foster more than \$7 billion in new generation facilities, and provide thousands of jobs.

Your department is working with Clean Line. In December 2012, DOE issued a Notice of Intent to conduct a National Environmental Policy Act (NEPA) Environmental Impact Statement (EIS). After the NEPA process is complete, DOE will determine whether the Plains & Eastern Clean Line meets the requirements of Section 1222(b) of the Energy Policy Act of 2005 and decide whether and how the Southwestern Power Administration (Southwestern) will participate in the project. Southwestern's role would be similar to the role played by the Western Area Power Administration in the successful completion of the Path 15 upgrade in California.

We in Oklahoma are excited about the Plains & Eastern Clean Line and the tremendous opportunity it presents for Oklahoma to take advantage of the state's abundant wind resources and contribute clean, affordable energy to other parts of the country. The Oklahoma Corporation Commission recognized the significant impact that execution of this project will have when it approved Plains and Eastern Clean Line Oklahoma LLC as a public utility in November 2011. The development, construction, and operation of the transmission line and affiliated generation facilities will be transformational for Oklahoma's panhandle region, where there are vast wind resources but few wind turbines because of the lack of transmission. The power transmitted by the Plains & Eastern Clean Line is a cost effective way to increase renewable energy's contribution to electric supply to the Mid-South and Southeast, where there are minimal large scale renewable opportunities.



I have seen first-hand Clean Line Energy's development and outreach efforts in Oklahoma. I know the principals of the company. Development of significant infrastructure always requires hard choices, but Clean Line Energy's team has conducted an extensive outreach effort, carrying out a transparent and interactive process that has afforded input from many, many stakeholders.

By facilitating the Plains & Eastern Clean Line, DOE will exercise the leadership necessary to build much needed infrastructure with no risk born by ratepayers or taxpayers, but instead by the private sector. The Plains & Eastern Clean Line can be a model of private-public cooperation envisioned by Congress in passing Section 1222 under EPAct 2005 and can help achieve the goals for a 21st century electric grid that will increase energy security and provide Americans with cleaner energy.

Thank you for taking an interest in this project. If you have any questions please do not hesitate to contact my office.

Respectfully,

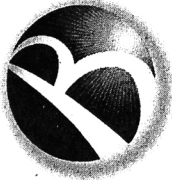
A handwritten signature in black ink that reads "Mary Fallin". The script is fluid and cursive, with the first letters of each word being capitalized and prominent.

Mary Fallin  
Governor



**EXHIBIT MH-3:**       Letters of Support from Tennessee Stakeholders and Organizations





BLACK BUSINESS  
ASSOCIATION  
of MEMPHIS

February 24, 2014

Honorable James Allison, Chairman  
Honorable Herbert H. Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
5023 Deaderick Street, 4<sup>th</sup> Floor  
Nashville, TN 37243

Re: Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Open as an Electric Transmission Public Utility in the State of Tennessee

Dear Directors:

I am writing to convey my full throated support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. The Plains & Eastern Clean Line (Plains & Eastern Project) will serve the public interest by lowering electricity costs, expanding inter-regional transmission capacity, improving energy reliability and security, and providing revenues to local jurisdictions in which the project is located.

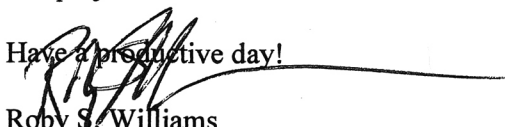
Approving the application of Plains and Eastern Clean Line LLC's to construct and operate their project will strengthen Tennessee's reputation as America's distribution center by enabling the delivery of clean and affordable energy to consumers in the Mid-South and the Southeast.

Further, the Plains & Eastern Project will contribute to Tennessee's growing record of supporting responsible environmental practices and the sustainability goals and efforts of many Tennessee companies, as well as help to attract new businesses who desire access to low-cost, clean power sources.

The Plains & Eastern Project will provide for more efficient energy generation and create more sustainable local environments by reducing water consumption and lowering pollution from fossil fuel plants. This is a project which is environmentally sound and has financial integrity.

We at the Black Business Association of Memphis support Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

Have a productive day!

  
Roby S. Williams  
President

Black Business Association of Memphis (BBA)





March 10, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick Street, 4<sup>th</sup> Floor  
Nashville, TN 37243

*RE: Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate as an Electric Transmission Public Utility in the State of Tennessee*

Dear Directors:

I am writing to express my support for the application of Plains and Eastern Clean Line LLC (Plains and Eastern) to operate as a public utility in Tennessee and to construct an interstate transmission line. The Plains & Eastern Clean Line (Plains & Eastern Project) will serve the public interest by lowering electricity costs, expanding inter-regional transmission capacity, improving energy reliability and security, and providing revenues to local jurisdictions in which the project is located.

Approval of Plains and Eastern's application and the construction and operation of the Plains & Eastern Project will strengthen Tennessee's reputation as America's distribution center by enabling the delivery of clean and affordable energy to consumers in the Mid-South and Southeast.

Additionally, the Plains & Eastern Project will contribute to Tennessee's growing record of supporting responsible environmental practices and the sustainability goals and efforts of many Tennessee companies, as well as help to attract new businesses who desire access to low-cost, clean power sources.

Finally, the Plains & Eastern Project will help compensate for the retirement of older, less efficient regional generating facilities and create a more sustainable local environment by reducing water consumption and lowering pollution from fossil fuel plants.

I support Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark Herbison'.

Mark Herbison  
Senior Vice President, Economic Development





March 10, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

**Sustaining  
Investment  
Partners**

*City of Millington*

*Boatwright  
Pharmacy*

*First South Financial  
Credit Union*

*Homer Skelton Ford in  
Millington*

*Memphis International  
Raceway*

*Patriot Bank/Patriot  
Mortgage*

Tennessee Regulatory Authority  
502 Deaderick St., 4<sup>th</sup> Floor  
Nashville, TN 37243

*RE: Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee*

Dear Directors,

The Millington Area Chamber of Commerce Board of Directors is expressing its support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. It is our understanding that the Plains & Eastern Clean Line (Plains & Eastern Project) will serve the public interest by lowering electricity costs, expanding inter-regional transmission capacity, improving energy reliability and security, and providing revenues to local jurisdictions in which the project is located.

The Millington Area Chamber of Commerce feels confident that the approval of Plains and Eastern's application and the construction and operation of the Plains & Eastern Project will strengthen Tennessee's reputation as America's distribution center by enabling the delivery of clean and affordable energy to consumers in the Mid-South and Southeast.

We believe that the Plains & Eastern Project will contribute to Tennessee's growing record of supporting responsible environmental practices and the sustainability goals and efforts of many Tennessee companies, as well as help to attract new businesses who desire access to low-cost, clean power sources.





Tennessee Regulatory Authority  
March 10, 2014  
Page Two

**Sustaining  
Investment  
Partners**

*City of Millington*

*Boatwright  
Pharmacy*

*First South Financial  
Credit Union*

*Homer Skelton Ford in  
Millington*

*Memphis International  
Raceway*

*Patriot Bank/Patriot  
Mortgage*

Finally, the Plains & Eastern Project will help compensate for the retirement of older, less efficient regional generating facilities and create a more sustainable local environment by reducing water consumption and lowering pollution from fossil fuel plants.

The Millington Area Chamber of Commerce supports Plains and Eastern's application and we urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee. Thank you for the opportunity to comment.

Sincerely,

Charles Gulotta  
President





## **Board of Directors**

Carey Parham, Chairman  
Richard Hornsby, Vice Chairman  
Keith Barger, Sec/Treasurer  
James Blackwell, Director  
Greg Moody, Director  
Charles Reed, Director  
Tommy Whitlock, Director

March 10, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick St., 4<sup>th</sup> Floor  
Nashville, TN 37243

RE: *Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee*

Dear Directors,

The Millington Industrial Development Board of Directors is expressing its support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. It is our understanding that the Plains & Eastern Clean Line (Plains & Eastern Project) will serve the public interest by lowering electricity costs, expanding inter-regional transmission capacity, improving energy reliability and security, and providing revenues to local jurisdictions in which the project is located.

The Millington Industrial Development Board feels confident that the approval of Plains and Eastern's application and the construction and operation of the Plains & Eastern Project will strengthen Tennessee's reputation as America's distribution center by enabling the delivery of clean and affordable energy to consumers in the Mid-South and Southeast.

We believe that the Plains & Eastern Project will contribute to Tennessee's growing record of supporting responsible environmental practices and the sustainability goals and efforts of many Tennessee companies, as well as help to attract new businesses who desire access to low-cost, clean power sources.

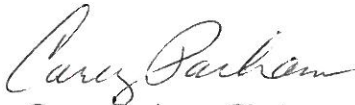


Tennessee Regulatory Authority  
March 10, 2014  
Page Two

Finally, the Plains & Eastern Project will help compensate for the retirement of older, less efficient regional generating facilities and create a more sustainable local environment by reducing water consumption and lowering pollution from fossil fuel plants.

The Millington Industrial Development Board supports Plains and Eastern's application and we urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee. Thank you for the opportunity to comment.

Sincerely,

A handwritten signature in cursive script, appearing to read "Carey Parham".

Carey Parham, Chairman  
Millington Industrial Development Board



March 4, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick St., 4th Floor  
Nashville, TN 37243

RE: *Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee*

Dear Directors,

The Southern Alliance for Clean Energy (SACE) is a regional organization that promotes responsible energy choices that create global warming solutions and ensure clean, safe and healthy communities throughout the Southeast. We welcome this opportunity to support the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. The Plains & Eastern Clean Line (Plains & Eastern Project) will serve the public interest by lowering electricity costs, expanding inter-regional transmission capacity, improving energy reliability and security, and providing revenues to local jurisdictions in which the project is located.

The Plains & Eastern Project will contribute to Tennessee's growing record of supporting responsible environmental practices and the sustainability goals and efforts of many Tennessee companies, as well as help to attract new businesses who desire access to low-cost, clean power sources.

Due to high wind speeds and plentiful sites, wind energy can be produced at low cost in the central United States. Approval of Plains and Eastern's application and the construction and operation of the Plains & Eastern Project will strengthen Tennessee's reputation as America's distribution center by enabling the delivery of clean and affordable energy to consumers in the Mid-South and Southeast.

1.866.522.SACE  
www.cleanenergy.org

P.O. Box 1842  
Knoxville, TN 37901  
865.637.6055

34 Wall Street, Suite 607  
Asheville, NC 28801  
828.254.6776

250 Arizona Avenue, NE  
Atlanta, GA 30307  
404.373.5832

11 W. Park Avenue  
Savannah, GA 31401  
912.201.0354

P.O. Box 1833  
Pittsboro, NC 27312  
919.360.2492

P.O. Box 50451  
Jacksonville, FL 32240  
904.469.7126

P.O. Box 13673  
Charleston, SC 29422  
843.225.2371



Additionally, the Plain's & Eastern Project will create a more sustainable local environment by reducing water consumption and lowering pollution from fossil fuel plants. Energy delivered by the Plains & Eastern Project will allow Southeastern utilities to achieve significant reductions in pollution. According to a recent production cost model by DNV GL, reduced emissions for the project include greenhouse gases (12.2 million tons of carbon dioxide), particulates (15,496 tons of sulfur dioxide and 8,210 tons of nitrogen oxide) and heavy metals (248.6 pounds of mercury). Displacing thermal generation also saves the large amounts of water needed to cool power plants (3.8 billion gallons of water).

Finally, the Plains & Eastern Project will help compensate for the retirement of older, less efficient regional generating facilities. Recent coal plant retirements have created a demand for replacement energy from cleaner sources. In order to keep rates low as the Environmental Protection Agency increases regulation of coal generation, it is critical that Southeastern utilities have abundant access to low cost resources, like the affordable and reliable wind energy to be delivered by the Plains & Eastern Project.

The Southern Alliance for Clean Energy strongly supports Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

Sincerely,

A handwritten signature in blue ink, reading "Stephen A. Smith". The signature is fluid and cursive, with the first name "Stephen" and last name "Smith" clearly legible.

Dr. Stephen A. Smith  
Executive Director, Southern Alliance for Clean Energy  
865.637.6055  
3804 Middlebrook Pike  
Knoxville, TN 37901





March 6, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick St., 4<sup>th</sup> Floor  
Nashville, TN 37243

*RE: Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee*

Dear Directors,

I am writing on behalf of the Tennessee Renewable Energy & Economic Development Council (TREEDC), a statewide network of 95 Tennessee mayors who are working together to create a path to fast track renewables in Tennessee. TREEDC expresses our support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. The Plains & Eastern Clean Line (Plains & Eastern Project) will serve the public interest by lowering electricity costs, expanding inter-regional transmission capacity, improving energy reliability and security, and providing revenues to local jurisdictions in which the project is located.

Approval of Plains and Eastern's application and the construction and operation of the Plains & Eastern Project will strengthen Tennessee's reputation as America's distribution center by enabling the delivery of clean and affordable energy to consumers in the Mid-South and Southeast.



Additionally, the Plains & Eastern Project will contribute to Tennessee's growing record of supporting responsible environmental practices and the sustainability goals and efforts of many Tennessee companies, as well as help to attract new businesses who desire access to low-cost, clean power sources.

Finally, the Plains & Eastern Project will help compensate for the retirement of older, less efficient regional generating facilities and create a more sustainable local environment by reducing water consumption and lowering pollution from fossil fuel plants.

TREEDC supports Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

Sincerely,



Ducktown Mayor James Talley

President

Tennessee Renewable Energy & Economic Development Council ([www.treedc.us](http://www.treedc.us))

W. Summit Hill Dr. Suite B-200, Knoxville, TN 37902

Email: [duckmayor@yahoo.com](mailto:duckmayor@yahoo.com)





611 Commerce Street, Suite 3030  
Nashville, TN 37203-3742  
(615) 256-5141 Telephone  
(615) 256-6726 Fax  
[www.tnchamber.org](http://www.tnchamber.org)

March 12, 2014

James Allison, Chairman  
Herbert Hilliard, Vice Chairman  
Kenneth Hill, Director  
David Jones, Director  
Robin Bennett, Director  
c/o Tennessee Regulatory Authority  
502 Deaderick Street, 4th Floor  
Nashville, TN 37243

RE: Plains and Eastern Clean Line LLC's Application to Operate as an Electric Transmission Public Utility  
in the State of Tennessee

Dear Members of the Tennessee Regulatory Authority,

On behalf of the Tennessee Chamber of Commerce & Industry we write to express our support for the application of Plains and Eastern Clean Line LLC ("Plains & Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. The Tennessee Chamber has evaluated the Plains & Eastern Clean Line (the "Project") and believe it will serve not only the public interest but also business by lowering electricity costs, expanding inter-regional transmission capacity, improving energy reliability and security, and providing revenues to local jurisdictions in which the Project is located.

We believe that approval of Plains & Eastern's application and the construction and operation of the Project will enhance Tennessee's reputation as America's distribution center by enabling the delivery of clean and affordable energy to consumers in the mid-south and southeast. Additionally, the Project will contribute to Tennessee's record of supporting responsible environmental practices and the sustainability goals and efforts of many Tennessee companies, as well as help to attract new businesses who desire access to low-cost, clean power sources.

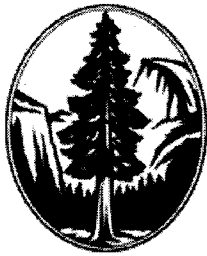
Finally, the Project will no doubt help to compensate for the retirement of older, less efficient regional generating facilities.

We support Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance the Project in Tennessee.

Sincerely,

Catherine Glover  
President, Tennessee Chamber of Commerce & Industry  
and Tennessee Manufacturers Association





SIERRA  
CLUB  
FOUNDED 1892

Sierra Club  
Tennessee Chapter  
3340 Perimeter Hill Drive  
Nashville, TN 37233

March 25, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick St., 4th  
Nashville, TN 37243

***RE: Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee***

Dear Directors:

On behalf of the Sierra Club's 6,500 members in Tennessee, we are writing to express our support for the application of Plains and Eastern Clean Line LLC to operate as a public utility in Tennessee and to construct an interstate transmission line. The Plains and Eastern Clean Line will serve the public interest and establish our state as the Southeast's renewable energy hub.

As you know, there is high demand for transmission capacity with confirmed excellent wind resources and abundant production potential. Plains and Eastern Clean Line plans to build a 700-mile overhead, direct current interstate transmission line to deliver approximately 3,500 megawatts of low-cost wind power to Tennessee and the surrounding region from the Great Plains. The project will take advantage of our state's extensive transmission network to serve over one million homes with some of our nation's best wind resources. It will further enable a hedge against increasing commodity prices and mitigate risk for the Tennessee Valley Authority (TVA) as it transitions away from older, less efficient coal-fired power plants. Moreover, approval of Plains and Eastern Clean Line as a public utility will reduce exposure from a generation portfolio that currently relies on too few technologies or fuel sources.

In Tennessee, there will be about 15 miles of transmission lines in Tipton and Shelby counties.



The transmission project will create more than 5,000 direct jobs during construction and another 500 jobs will be sustained during the operation of the project. In total, Plains and Eastern Clean Line will bring an investment of \$300 million in transmission facilities to our state.

The Plains and Eastern Clean Line will also contribute to our state's goal of promoting and supporting environmentally sustainable practices. The transmission project will result in cleaner air and better conservation of our state's valuable water resources. Specifically, the Plains and Eastern Clean Line is expected to reduce carbon dioxide, sulfur dioxide, nitrogen oxide and mercury emissions, as well as save billions of gallons of water used to generate electricity. Because of these environmental benefits, our state will be able to attract new businesses and industries that desire a clean environment, and access to low-cost, clean power sources.

Energy delivered by the Plains and Eastern Clean Line is estimated at a fixed price of between \$.04-.06 per kilowatt-hour. And, because wind has no fuel cost, the energy cost of the delivered resource from the Plains and Eastern Clean Line will be stable and predictable, cushioning the possible impact from other fuel resources that are subject to price volatility. Support for the Plains and Eastern Clean Line also responds to consumer demand and TVA's vision for more clean energy and regional economic development, jobs and manufacturing.

Additionally, by utilizing high voltage direct current (HVDC) technology, the Plains and Eastern Clean Line will complement the existing alternating current (AC) system. HVDC transmission has lower energy losses, requires less infrastructure, and uses narrower easements than comparable AC lines. Moreover, HVDC can improve the reliability and security of the electric supply.

Finally, Plains and Eastern Clean Line has taken steps to avoid, minimize and mitigate adverse impacts from its proposed project. The company has held direct and transparent communications with stakeholders, including local, state and federal government agencies, to integrate input and ensure the transmission project complies with all relevant rules and regulations.

Again, the Tennessee Chapter of the Sierra Club supports Plains and Eastern Clean Line's application and urges the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

Thank you for your consideration of this request.

Sincerely,

A handwritten signature in black ink, appearing to read 'Axel C. Ringe', with a stylized flourish at the end.

Axel C. Ringe  
Conservation Chair  
Tennessee Chapter of the Sierra Club



**John D. Ragan**  
STATE REPRESENTATIVE  
33<sup>rd</sup> LEGISLATIVE DISTRICT

301 6<sup>th</sup> Avenue North  
G-24 War Memorial Building  
Nashville, TN 37243  
(615) 741-4400  
repjohnragan@capitoltn.gov



House of Representatives  
State of Tennessee  
NASHVILLE

March 26, 2013

COMMITTEES

VICE-CHAIR HOUSE GOVERNMENT OPERATIONS  
COMMITTEE  
CHAIR JOINT SUBCOMMITTEE JUDICIARY &  
GOVERNMENT  
JOINT SUBCOMMITTEE EDUCATION, HEALTH &  
GENERAL WELFARE  
JOINT LEGISLATIVE ADVISORY SUBCOMMITTEE  
HOUSE INSURANCE AND BANKING COMMITTEE  
HOUSE SUBCOMMITTEE INSURANCE AND BANKING  
CHAIR HOUSE ENERGY TASK FORCE  
VICE-CHAIR NCSL NUCLEAR WORKING GROUP  
SOUTHERN STATES ENERGY BOARD

To: Tennessee Regulatory Authority  
502 Deaderick St., 4th Floor  
Nashville, TN 37243

Attn: Chairman James Allison, Vice Chairman Herbert Hilliard, Director Kenneth Hill, Director David Jones, Director Robin Bennett

*RE: Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee*

Dear Directors,

This letter expresses my support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. The Plains & Eastern Clean Line (Plains & Eastern Project) will serve the public interest by lowering electricity costs, expanding inter-regional transmission capacity, improving energy reliability and security, and providing revenues to local authorities.

Approval of Plains and Eastern's application and the construction and operation of the Plains & Eastern Project will strengthen Tennessee's reputation as America's distribution center. This approval enables the delivery of clean and affordable energy to consumers in the Mid-South and Southeast.

Additionally, the Plains & Eastern Project will contribute to Tennessee's growing record of supporting responsible environmental practices and the sustainability goals and efforts of many Tennessee companies. Additionally, it will help attract new businesses who desire access to low-cost, clean power sources.

I support Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

If you have any questions, please contact my office at 615-741-4400.

Regards,

A handwritten signature in black ink that reads "John D. Ragan".

Chairman John D. Ragan  
House Energy Task Force





March 31, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick St., 4<sup>th</sup> Floor  
Nashville, TN 37243

*RE: Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee*

Dear Directors,

I am writing to express my support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. The Plains & Eastern Clean Line (Plains & Eastern Project) will serve the public interest by lowering electricity costs, expanding inter-regional transmission capacity, improving energy reliability and security, and providing revenues to local jurisdictions in which the project is located.

Approval of Plains and Eastern's application and the construction and operation of the Plains & Eastern Project will strengthen Tennessee's reputation as America's distribution center by enabling the delivery of clean and affordable energy to consumers in the Mid-South and Southeast.

Additionally, the Plains & Eastern Project will contribute to Tennessee's growing record of supporting responsible environmental practices and the sustainability goals and efforts of many Tennessee companies, as well as help to attract new businesses who desire access to low-cost, clean power sources.


Finally, the Plains & Eastern Project will help compensate for the retirement of older, less efficient regional generating facilities and create a more sustainable local environment by reducing water consumption and lowering pollution from fossil fuel plants.



I support Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

MMC Materials, Inc. operates several ready mix concrete plants in the Memphis Tennessee area.

Sincerely,

Name: David Bosarge 

Title: VP- Safety & Environmental

Company/Organization: MMC Materials, Inc.

Address: P.O. Box 2569, Madison, MS. 39530

Email: dbosarge@mmcmaterials.com



**EXHIBIT MH-4:**       Letters of Support From Tennessee Landowners



March 10, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick St., 4<sup>th</sup> Floor  
Nashville, TN 37243

RE: *Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee*

Dear Directors,

I am writing to express my support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. I am interested in this project's ability to help lower electricity costs as well as provide revenues to local jurisdictions in which the project is located.

I have had the opportunity to work with Plains and Eastern based on their request for an easement across my parcel of land in Tipton County. I can confirm that my negotiations with them have been fair and they have shown respect for my property and interests. They were open and honest in providing clear information to me, which resulted in the successful completion of an easement transaction.

I support Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

Sincerely,

Name: Daniel Warren

Title: Partner

Company/Organization: Pleasant Field Farms

Address: 280 - Auto Memorial Rd.  
Millington Tenn - 38057

Email: \_\_\_\_\_



March 10, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick St., 4<sup>th</sup> Floor  
Nashville, TN 37243

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I am writing to express my support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. I am interested in this project's ability to help lower electricity costs as well as provide revenues to local jurisdictions in which the project is located.

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I support Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

Sincerely,

Name:

*Paul H. Westham Jr.*

Title:

*owner*

Company/Organization:

*Westham Farms*

Address:

*P.O. Box 158-Millington, Tenn.  
38083*

Email:



March 10, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick St., 4<sup>th</sup> Floor  
Nashville, TN 37243

RE: *Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee*

Dear Directors,

I am writing to express my support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. I am interested in this project's ability to help lower electricity costs as well as provide revenues to local jurisdictions in which the project is located.

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I support Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

Sincerely,

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Company/Organization: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_



TREASURER

SNEED FARMS INC. / SNEED BROS

3757 WILKINSVILLE RD. - MILL, TN, 38053

-SNEED FARMS @ RITTER MAIL.COM



March 10, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick St., 4<sup>th</sup> Floor  
Nashville, TN 37243

RE: *Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee*

Dear Directors,

I am writing to express my support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. I am interested in this project's ability to help lower electricity costs as well as provide revenues to local jurisdictions in which the project is located.

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I support Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

Sincerely,

Name: Dennis H. Wiedman

Title: MANAGER

Company/Organization: HADDAD Family Partnership

Address: 9885 N. Houston Oak DR. Germantown, TN 38139

Email: WALKINGDENISE at Gmail. com



February 20, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick St., 4<sup>th</sup> Floor  
Nashville, TN 37243

RE: *Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee*

Dear Directors,

I am writing to express my support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. I am interested in this project's ability to help lower electricity costs as well as provide revenues to local jurisdictions in which the project is located.

I have had the opportunity to work with Plains and Eastern based on their request for an easement across my parcel of land in Shelby County. I can confirm that my negotiations with them have been fair and they have shown respect for my property and interest. They were open and honest in providing clear information to me, which resulted in successful completion of an easement transaction.

I support Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

Sincerely,



Name: Jennilyn Gibson

Title: Chair, Board of Trustees

Company/Organization: St. John's United Methodist Church

Address: 1207 Peabody Ave. Memphis, TN 38104

Email: jennilyn.gibson@tncourts.gov



March 24, 2014

Honorable James Allison, Chairman  
Honorable Herbert Hilliard, Vice Chairman  
Honorable Kenneth Hill  
Honorable David Jones  
Honorable Robin Bennett

Tennessee Regulatory Authority  
502 Deaderick St., 4<sup>th</sup> Floor  
Nashville, TN 37243

RE: *Petition of Plains and Eastern Clean Line LLC for Approval of a Certificate of Public Convenience and Necessity (CCN) to Operate As An Electric Transmission Public Utility in the State of Tennessee*

Dear Directors,

I am writing to express my support for the application of Plains and Eastern Clean Line LLC ("Plains and Eastern") to operate as a public utility in Tennessee and to construct an interstate transmission line. I am interested in this project's ability to help lower electricity costs as well as provide revenues to local jurisdictions in which the project is located.

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I support Plains and Eastern's application and urge the Tennessee Regulatory Authority to provide the necessary regulatory approval to advance this project in Tennessee.

Sincerely,

Name: Sandra J. Saylor

Title: landowner

Company/Organization: \_\_\_\_\_

Address: 9436 Merrill Rd. Millington TN 38053

Email: \_\_\_\_\_



**EXHIBIT MH-5:** Tennessee Public Open House Meeting Materials



## KEY TERMS AND DEFINITIONS

Alternating Current (AC)	The movement of electric charge periodically reverses direction.
Current	The movement or flow of electrons in a conductor. Current is measured in amperes (amps).
Converter Station	A facility that converts alternating current (AC) to high voltage direct current (HVDC), or vice versa, for transport on HVDC transmission lines.
Direct Current (DC)	The electric charge flows in only one direction.
Distribution	An interconnected group of medium voltage power lines and equipment for the local delivery of electricity between the transmission network and customers. Typical distribution lines range from 15 kV to 34.5 kV.
Grid	The interconnected transmission and distribution networks operated by electrical utilities that deliver electricity to customers.
Interconnection	The process by which power generation sources connect to the grid in order to deliver the power they produce to customers.
Substation	A point in the grid where two or more transmission lines come together into a series of switches for the control and protection of the grid and for transformation between voltage levels.
Transmission	An interconnected group of high voltage (69 kV to 765 kV) power lines and equipment (like substations) that transport electricity between power sources and customers. Transmission lines are typically for bulk movement of power.
Voltage	Electric pressure that drives an electric current through a circuit. Higher voltage lines generally carry power longer distances.

## REQUENTLY ASKED QUESTIONS

### What is Clean Line Energy?

Clean Line Energy develops long-haul, high voltage direct current transmission lines to connect the best renewable resources in the United States with communities that need affordable, clean energy.

### What will the project cost and how will the Plains & Eastern Clean Line be funded?

The Plains & Eastern Clean Line is estimated to cost \$2 billion and will deliver 3,500 MW. The amount of energy delivered annually by the project will equal about 3 times that produced by the Hoover Dam. Clean Line Energy is funding the development costs of the project and will sell transmission capacity to either clean energy generators or utilities.

### What is HVDC?

HVDC stands for high voltage direct current. The great majority of the electric grid consists of alternating current transmission and distribution lines. Over long distances, direct current lines transfer significantly more power with greater efficiency than comparable alternating current lines.

### How will Clean Line Energy minimize land impacts?

Clean Line Energy is committed to working extensively with landowners to minimize the impacts of our project on current land use. We consider land use when identifying potential routes, choosing structure designs, and deciding on placement of structures. Clean Line Energy will repair damage to soil conservation practices and provide compensation for crop damage used by the construction of our project.

### How will Clean Line Energy minimize environmental impacts?

Clean Line Energy is working diligently to be a good environmental steward and is following best practices to avoid, minimize, and mitigate impacts to the environment. We are accountable to state and federal agencies and are conducting extensive outreach to conservation organizations.

## CONTACT US

Clean Line Energy Partners  
1001 McKinney, Suite 700  
Houston, TX 77002

Clean Line Energy Contacts  
Mario Hurtado  
mhurtado@cleanlineenergy.com

Max Shillstone  
mshillstone@cleanlineenergy.com

Kim Randle  
krandle@cleanlineenergy.com

Phil Teel  
pteel@cleanlineenergy.com

Claire Richard  
crichard@cleanlineenergy.com

Online  
[www.PlainsandEasternCleanLine.com](http://www.PlainsandEasternCleanLine.com)  
[www.facebook.com/PlainsandEasternCleanLine](http://www.facebook.com/PlainsandEasternCleanLine)

Toll-Free Hotline 1-877-573-2851



**CLEAN LINE**  
ENERGY PARTNERS

## PLAINS & EASTERN CLEAN LINE

### PLAINS & EASTERN CLEAN LINE

#### ABOUT THIS OPEN HOUSE

The purpose of this open house is to:

- Seek your input
- Provide information on the Plains & Eastern Clean Line
- Discuss the need for interstate transmission lines
- Share our transmission line routing process



5000+ CONSTRUCTION JOBS



500+ OPERATIONS JOBS



MORE THAN \$2 BILLION TRANSMISSION INVESTMENT



MANUFACTURING OPPORTUNITIES



ENOUGH POWER TO PROVIDE ELECTRICITY TO OVER 1 MILLION HOMES PER YEAR



INCREASED MARKET COMPETITION BENEFITS CONSUMERS



PROPERTY TAX PAYMENTS AND COMPENSATION TO PROPERTY OWNERS FOR RIGHTS-OF-WAY



SIGNIFICANT POLLUTION REDUCTION

## PROJECT OVERVIEW

The Plains & Eastern Clean Line is an approximately 750-mile overhead high voltage direct current (HVDC) transmission line that will connect clean energy from western Oklahoma, northern Texas, and southwestern Kansas with utilities and customers in Tennessee, Arkansas, and other markets in the Mid-South and Southeast. The project will deliver approximately 3,500 megawatts, providing enough energy to power the equivalent of more than 1 million homes.

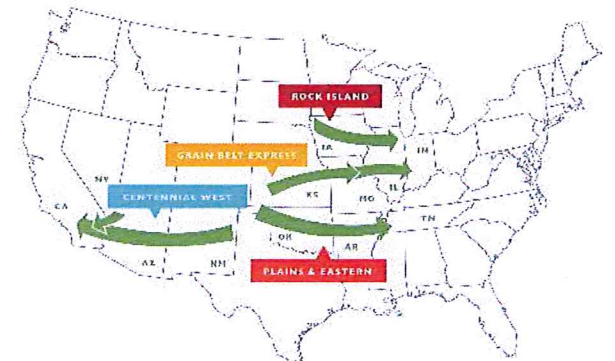
## CLEAN LINE ENERGY

### The Challenge

The United States has some of the best renewable energy resources in the world; however, the transmission infrastructure does not exist to transport the energy generated from these resources to communities that need the power. Clean Line Energy is working to address this challenge.

### The Clean Line Energy Solution:

Clean Line Energy is developing long-haul, high voltage direct current transmission line projects to connect renewable energy resources to communities that need the power.



**CLEAN LINE**  
ENERGY PARTNERS



## ROUTING A TRANSMISSION LINE

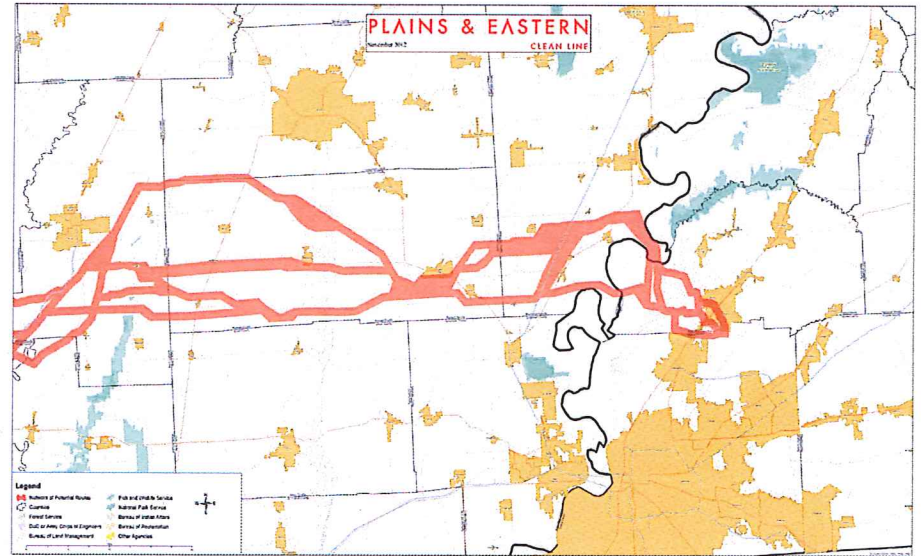
Clean Line Energy has spent over three years working on the routing, environmental, permitting, and technical aspects of the Plains & Eastern Clean Line project, conducting over 1,600 in-person stakeholder meetings. Our ongoing routing process involves the study of a wide range of issues consistent with federal, state, and local regulations. For example, our studies include:

- Residences
- Agricultural lands
- State and federal lands
- Recreational areas
- Water resources
- Known cultural resources
- Schools
- Airports/airstrips
- Churches
- Sensitive habitats and protected species
- Community feedback
- Engineering constraints

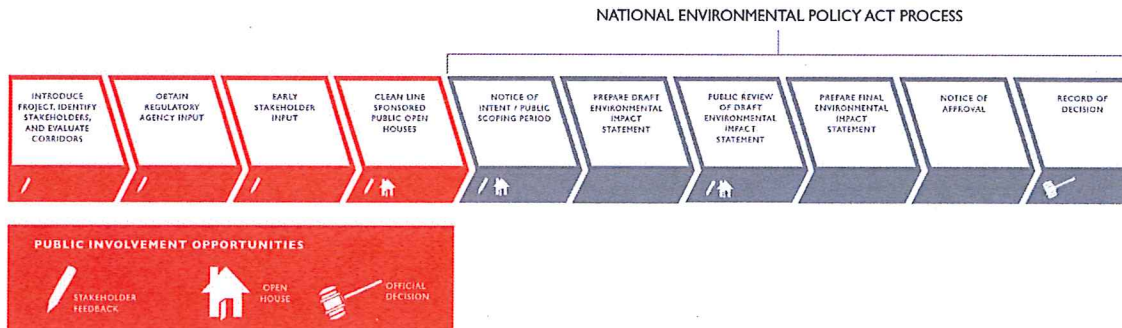
The current network of potential routes shown on the map to the right is based on our studies and input received from local officials, community leaders, conservation organizations, state and federal agencies, and other stakeholders.

Today's meeting is sponsored solely by Clean Line Energy for its route study process. We expect the Department of Energy (DOE) to host public scoping meetings for the project during the first quarter of 2013 as part of DOE's independent National Environmental Policy Act review of the project.

## CURRENT NETWORK OF POTENTIAL ROUTES IN TENNESSEE



All routes in this map are subject to change pending environmental, permitting, and regulatory reviews.



## WHAT IS A STUDY CORRIDOR?

The study corridor is a wide study area within which a network of one-mile wide to three-mile wide potential routes has been developed.

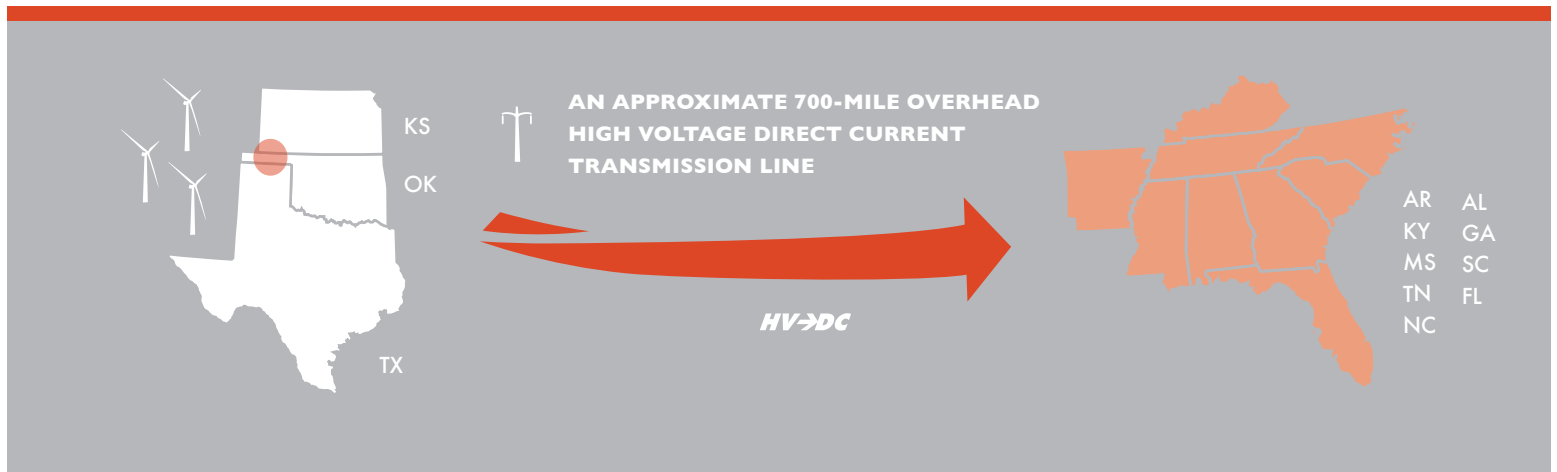
## WHAT IS A NETWORK OF POTENTIAL ROUTES?

A network of potential routes represents a series of intersecting routes, each between one mile and three miles wide. This network will be analyzed and a 150-200 foot transmission line easement will be identified. The determination of a proposed route will be made through the National Environmental Policy Act (NEPA) process and is subject to final engineering and regulatory approvals.



# PLAINS & EASTERN

CLEAN LINE



## ESTIMATED PROJECT BENEFITS

### ECONOMIC BENEFITS

  
5,000+  
CONSTRUCTION JOBS

  
500+  
OPERATIONS JOBS

  
\$2B  
PROJECT INVESTMENTS

  
\$7B  
NEW WIND FARM INVESTMENTS


  
OVER 1 MILLION PER YEAR  
HOMES POWERED

  
MILLIONS PER YEAR  
PROPERTY TAX REVENUE

  
INCREASED MARKET COMPETITION  
CONSUMER BENEFITS

### ENVIRONMENTAL BENEFITS

  
OVER 3.8 BILLION GALLONS PER YEAR  
WATER USE REDUCTION

  
23,000 TONS PER YEAR  
(SULFUR DIOXIDE IS A PRECURSOR TO ACID RAIN)  
SULFUR DIOXIDE POLLUTION REDUCTION

  
7,400 TONS PER YEAR  
(NITROGEN OXIDE CONTRIBUTES TO SMOG)  
NITROGEN OXIDE POLLUTION REDUCTION

  
135 POUNDS PER YEAR  
MERCURY POLLUTION REDUCTION

  
10 MILLION TONS  
(EQUAL TO TAKING 1.9 MILLION CARS OFF THE ROAD EACH YEAR)  
CARBON DIOXIDE POLLUTION REDUCTION

THE DEVELOPMENT OF A MAJOR INFRASTRUCTURE PROJECT SUCH AS THE PLAINS AND EASTERN CLEAN LINE IS A LONG-TERM UNDERTAKING. ESTIMATES OF PROJECT BENEFITS WILL BE REFINED OVER TIME. THIS PROJECT OVERVIEW WILL BE UPDATED AS THE PROJECT PROGRESSES.

FOR MORE INFORMATION AND SOURCES, PLEASE VISIT  
[WWW.PLAINSANDEASTERNCLEANLINE.COM](http://WWW.PLAINSANDEASTERNCLEANLINE.COM)



# CLEAN LINE

ENERGY PARTNERS

## PLAINS & EASTERN CLEAN LINE

The Plains & Eastern Clean Line is an approximately 700-mile overhead direct current transmission line that will connect clean energy from western Oklahoma, northern Texas and southwestern Kansas with utilities and customers in Tennessee, Arkansas, and other markets in the Mid-South and Southeast.

Just as trains carried cattle and other goods from the rural areas to urban centers, the Plains & Eastern Clean Line will carry clean energy from the Plains States, east to communities and cities that have an appetite for low-cost, clean power.

## CLEAN LINE ENERGY PARTNERS

Clean Line Energy develops long-distance, high voltage direct current transmission lines to connect the best renewable resources in the United States to communities and cities that have a strong demand for low-cost, clean power.

## CONTACT US



Clean Line Energy Partners  
1001 McKinney, Suite 700  
Houston, TX 77002



Mario Hurtado  
[mhurtado@cleanlineenergy.com](mailto:mhurtado@cleanlineenergy.com)

Max Shilstone  
[mshilstone@cleanlineenergy.com](mailto:mshilstone@cleanlineenergy.com)

Claire Richard  
[crichard@cleanlineenergy.com](mailto:crichard@cleanlineenergy.com)

Kim Randle  
[krandle@cleanlineenergy.com](mailto:krandle@cleanlineenergy.com)

Phillip Teel  
[pteel@cleanlineenergy.com](mailto:pteel@cleanlineenergy.com)



Online  
[www.plainsandeasterncleanline.com](http://www.plainsandeasterncleanline.com)  
[www.cleanlineenergy.com](http://www.cleanlineenergy.com)  
[www.facebook.com/plainsandeasterncleanline](http://www.facebook.com/plainsandeasterncleanline)

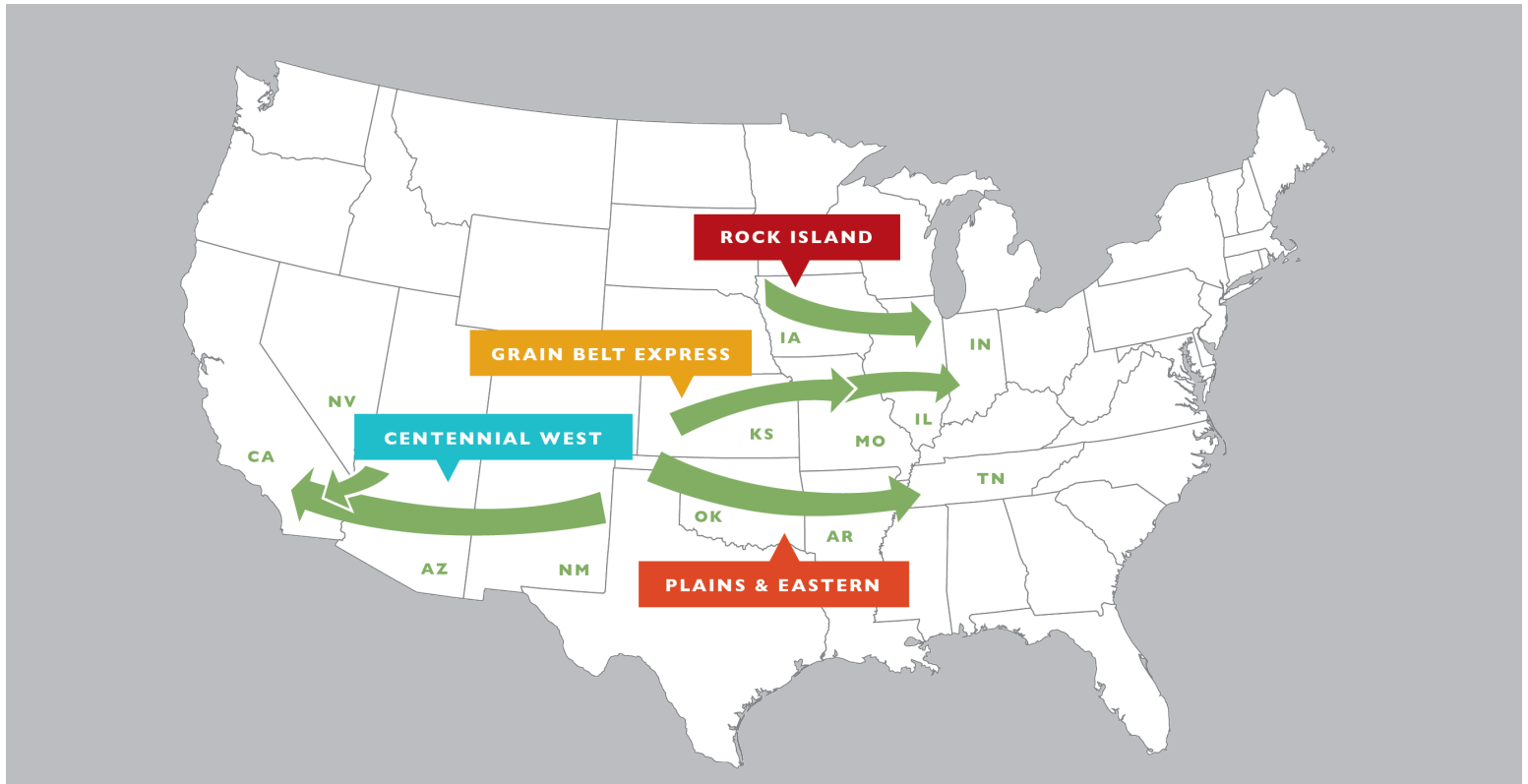


Toll Free Hotline  
1-877-573-2851



# CLEAN LINE ENERGY PARTNERS

CLEAN LINE IS DEVELOPING HIGH VOLTAGE DIRECT CURRENT (HVDC) TRANSMISSION LINE PROJECTS THAT WILL DELIVER THOUSANDS OF MEGAWATTS OF RENEWABLE ENERGY FROM THE WINDIEST AREAS OF THE UNITED STATES TO COMMUNITIES AND CITIES THAT HAVE A STRONG APPETITE FOR CLEAN, RELIABLE ENERGY.



## THE CLEAN LINE PROJECTS WILL HELP MAKE POSSIBLE:

- Billions of dollars of investments in new renewable energy projects
- Rural economic development
- Creation of thousands of operations and construction jobs
- The reduction of carbon emissions by millions of tons
- Incentives to manufacture wind turbines and components
- Property tax revenue for local communities and schools
- Landowner payments



# CENTENNIAL WEST CLEAN LINE

## PROJECT HIGHLIGHTS

**PROJECT COST** – approximately \$2.5 billion

**PROJECT SIZE** – approximately 900 miles of HVDC transmission

**PERMANENT JOBS CREATED FROM THE PROJECT** – 500+

**CONSTRUCTION JOBS CREATED FROM THE PROJECT** – 5,000+

**INVESTMENT IN NEW RENEWABLE ENERGY AS A RESULT OF THIS PROJECT** - \$7 billion

**HOMES POWERED FROM RENEWABLE ENERGY GENERATION AS A RESULT OF THIS PROJECT** – over 1.9 million per year (based on the average annual electricity consumption per home in California (data collected from the US Energy Information Administration))

**REDUCTION OF CARBON POLLUTION AS A RESULT OF THIS PROJECT** – 5 million tons annually, equal to the removal of over 960,000 cars off the road per year

# GRAIN BELT EXPRESS CLEAN LINE

## PROJECT HIGHLIGHTS

**PROJECT COST** – approximately \$2 billion

**PROJECT SIZE** – approximately 700 miles of HVDC transmission

**PERMANENT JOBS CREATED FROM THE PROJECT** – 500+

**CONSTRUCTION JOBS CREATED FROM THE PROJECT** – 5,000+

**INVESTMENT IN NEW RENEWABLE ENERGY AS A RESULT OF THIS PROJECT** - \$7 billion

**HOMES POWERED FROM RENEWABLE ENERGY GENERATION AS A RESULT OF THIS PROJECT** – over 1.4 million per year (based on the average annual electricity consumption per home in Missouri (data collected from the US Energy Information Administration))

**REDUCTION OF CARBON POLLUTION AS A RESULT OF THIS PROJECT** – nearly 11 million tons annually, equal to the removal of 2 million cars off the road per year

# PLAINS & EASTERN CLEAN LINE

## PROJECT HIGHLIGHTS

**PROJECT COST** – approximately \$2.0 billion

**PROJECT SIZE** – approximately 750 miles of HVDC transmission

**PERMANENT JOBS CREATED FROM THE PROJECT** – 500+

**CONSTRUCTION JOBS CREATED FROM THE PROJECT** – 5,000+

**INVESTMENT IN NEW RENEWABLE ENERGY AS A RESULT OF THIS PROJECT** - \$7 billion

**HOMES POWERED FROM RENEWABLE ENERGY GENERATION AS A RESULT OF THIS PROJECT** – over 1 million per year (based on the average annual electricity consumption per home in Tennessee and Arkansas (data collected from the US Energy Information Administration))

**REDUCTION OF CARBON POLLUTION AS A RESULT OF THIS PROJECT** – 10 million tons annually, equal to the removal of over 1.9 million cars off the road per year.

# ROCK ISLAND CLEAN LINE

## PROJECT HIGHLIGHTS

**PROJECT COST** – approximately \$1.7 billion

**PROJECT SIZE** – approximately 500 miles of HVDC transmission

**PERMANENT JOBS CREATED FROM THE PROJECT** – 500+

**CONSTRUCTION JOBS CREATED FROM THE PROJECT** – 5,000+

**INVESTMENT IN NEW RENEWABLE ENERGY AS A RESULT OF THIS PROJECT** – \$7 billion


**HOMES POWERED FROM RENEWABLE ENERGY GENERATION AS A RESULT OF THIS PROJECT** – over 1.4 million per year (based on the average annual electricity consumption per home in Illinois (data collected from the US Energy Information Administration))

**REDUCTION OF CARBON POLLUTION AS A RESULT OF THIS PROJECT** – 10 million tons annually, equal to the removal of over 1.9 million cars off the road per year





**JOBS**



**LOCAL  
GROWTH**



**CLEAN  
AIR**

# WELCOME!

The purpose of this open house is to:

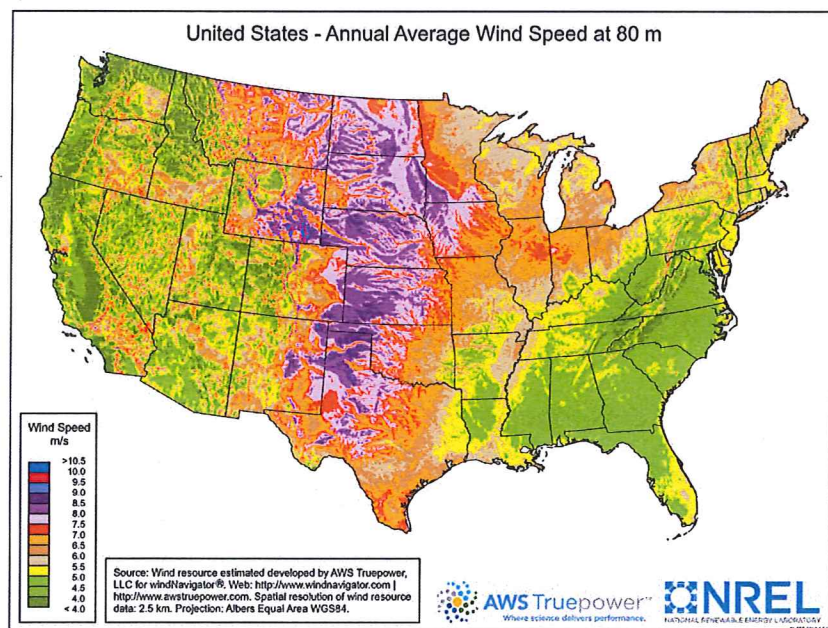
- Seek your input
- Provide information on the Plains & Eastern Clean Line
- Discuss the need for interstate transmission lines
- Share our transmission line routing process



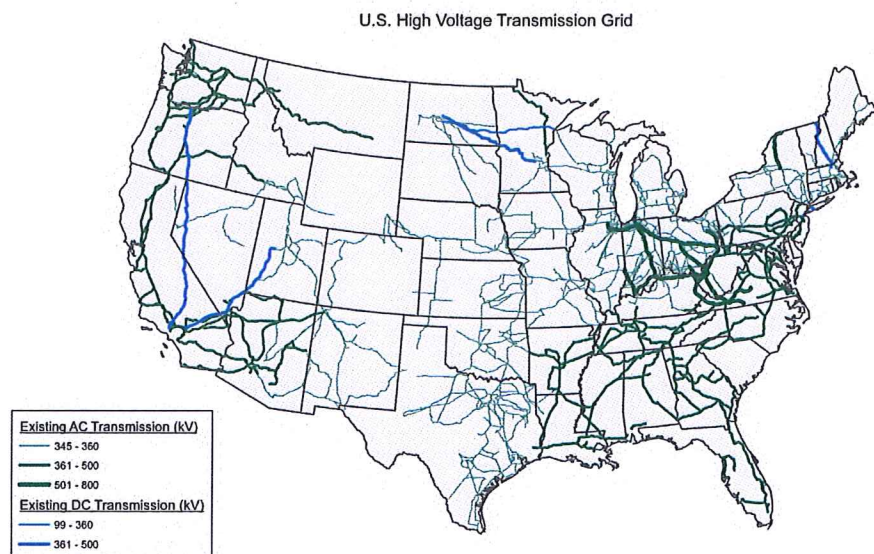


## PLAINS & EASTERN CLEAN LINE

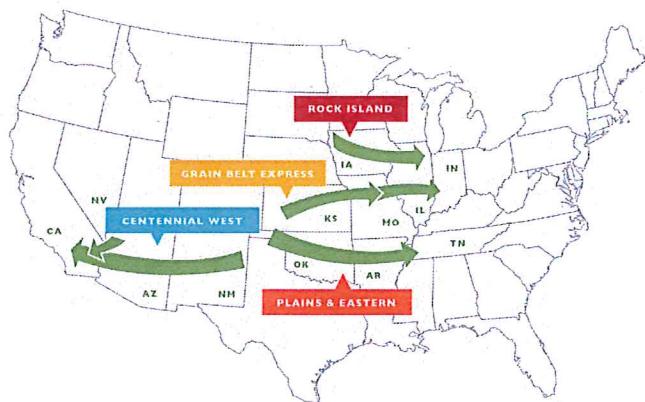
### U.S. Wind Resources



### Existing High Voltage Transmission Lines



### THE CLEAN LINE ENERGY SOLUTION



Clean Line Energy develops long-haul, high voltage direct current transmission line projects to connect renewable energy resources to communities that need affordable, clean energy.

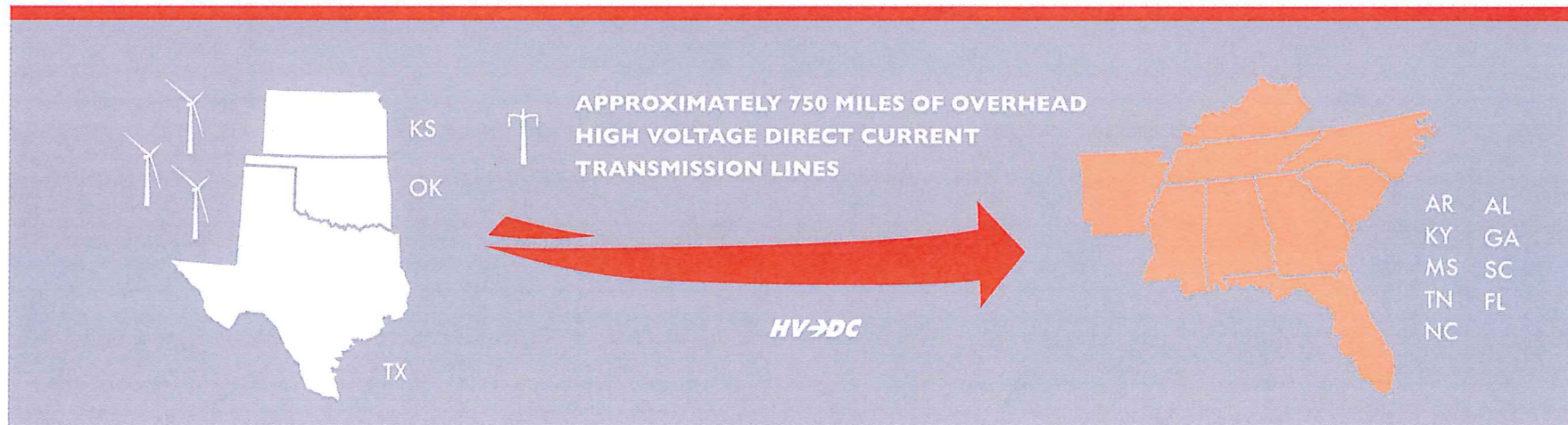




# THE PLAINS & EASTERN CLEAN LINE

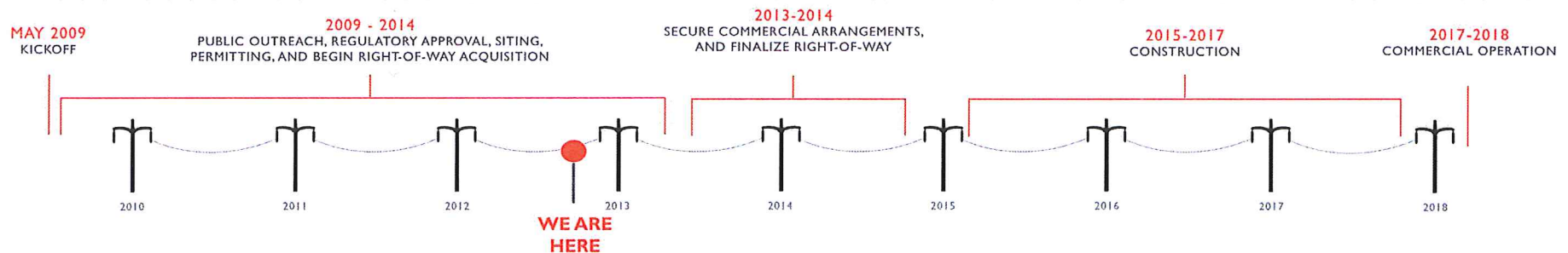


## PLAINS & EASTERN CLEAN LINE



The Plains & Eastern Clean Line is an approximately 750-mile overhead high voltage direct current (HVDC) transmission line that will connect clean energy from western Oklahoma, northern Texas, and southwestern Kansas with utilities and customers in Tennessee, Arkansas, and other markets in the Mid-South and Southeast. The project will deliver approximately 3,500 megawatts, providing enough energy to power the equivalent of over 1 million homes.

## PLAINS & EASTERN CLEAN LINE SCHEDULE



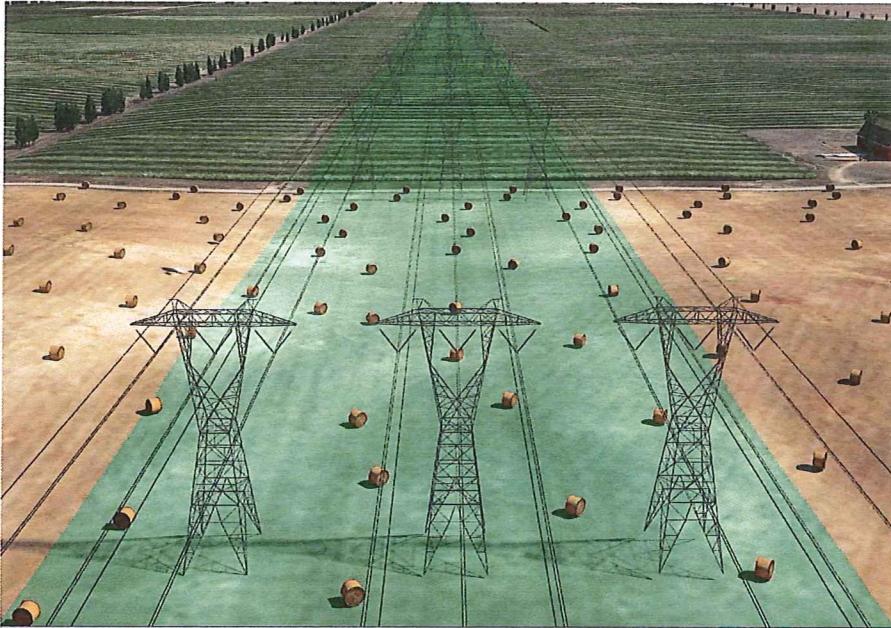


# BENEFITS OF HIGH VOLTAGE DIRECT CURRENT (HVDC)

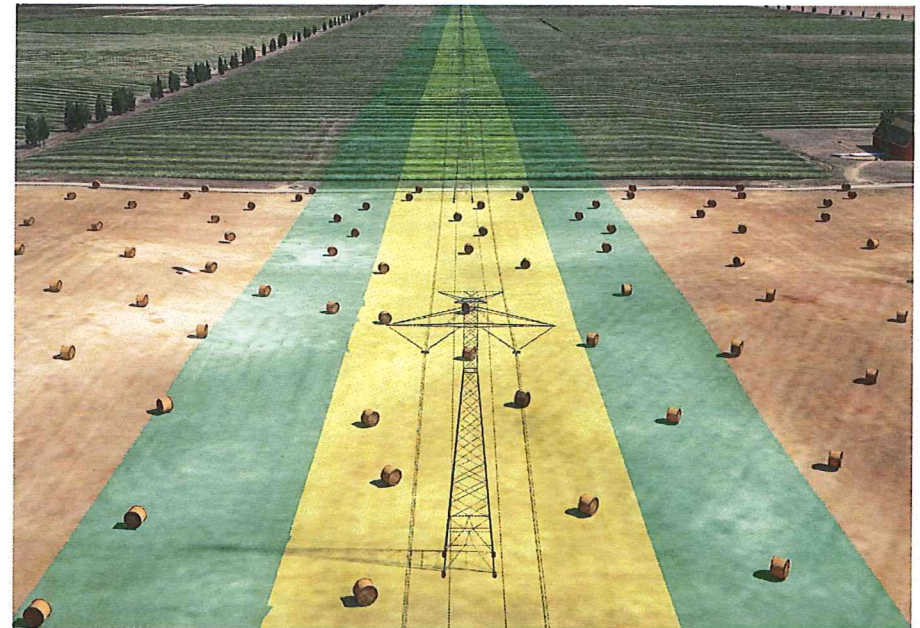


## PLAINS & EASTERN CLEAN LINE

**Alternating Current**



**Direct Current**



HVDC is the most efficient method to transmit large amounts of electricity over long distances.

### MORE EFFICIENT

Transfers power with less infrastructure and lower line losses than alternating current (AC) lines moving a comparable amount of power over long distances.

### LOWER COST

Requires less infrastructure and has lower line losses, resulting in lower costs and lower prices for clean energy.

### IMPROVED RELIABILITY

Provides the operator complete control over power flow and facilitates the integration of wind energy from different resource areas.

### SMALLER FOOTPRINT

Uses narrower right-of-way than comparable AC lines.

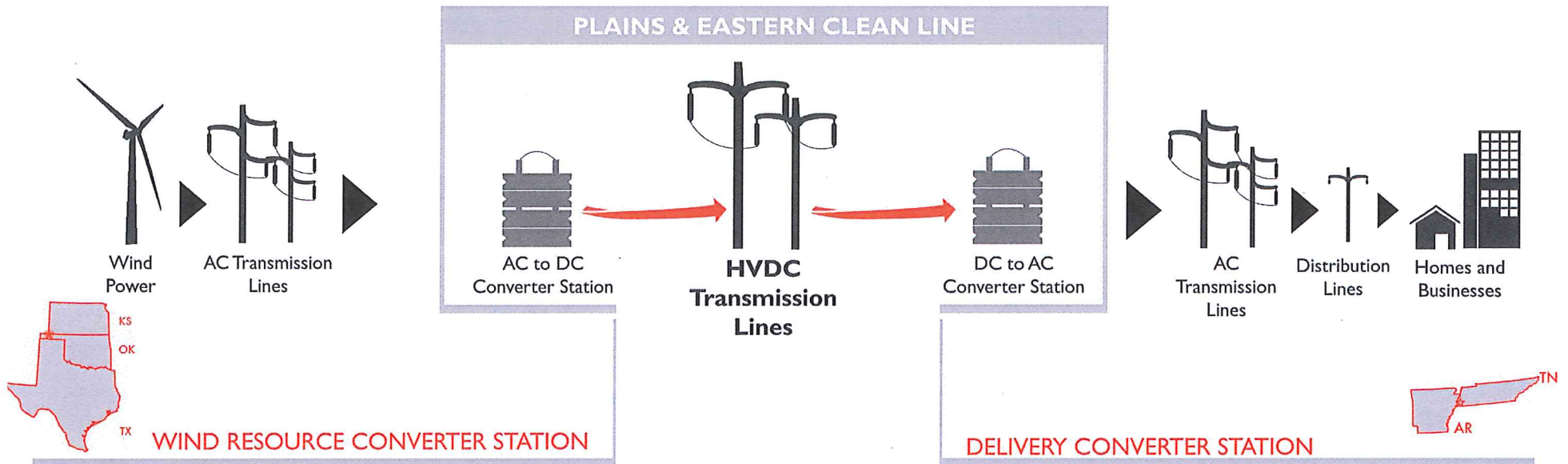




# DELIVERING CLEAN ENERGY WITH HVDC



## PLAINS & EASTERN CLEAN LINE



- Located in Oklahoma Panhandle
- Collects wind energy from Oklahoma and bordering states
- Converts energy from AC power to DC power
- Connects energy to the Plains & Eastern Clean Line

- Located in western Tennessee
- Receives energy from the Plains & Eastern Clean Line
- Converts energy from DC power to AC power
- Connects with existing transmission system

**Please note: Power flow on HVDC lines can be bi-directional**

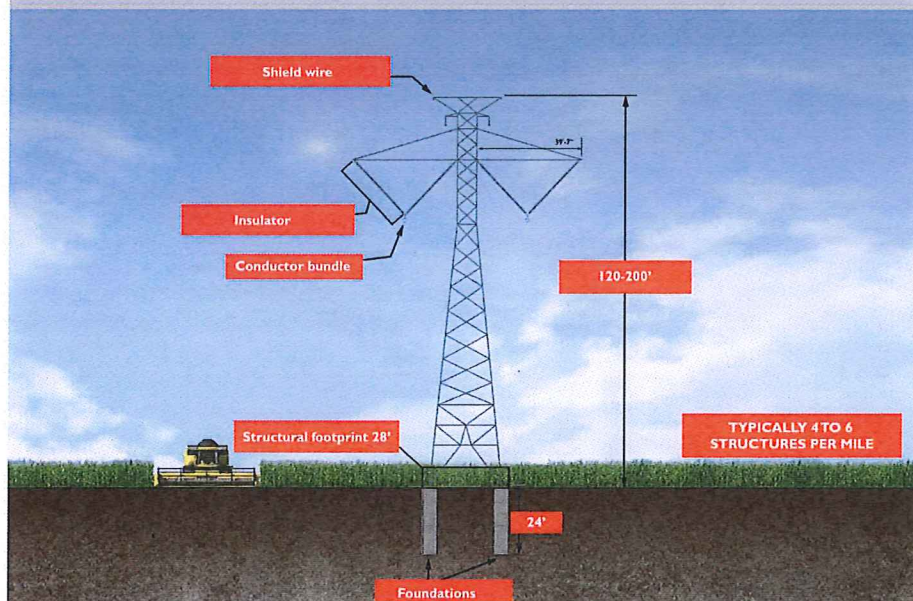




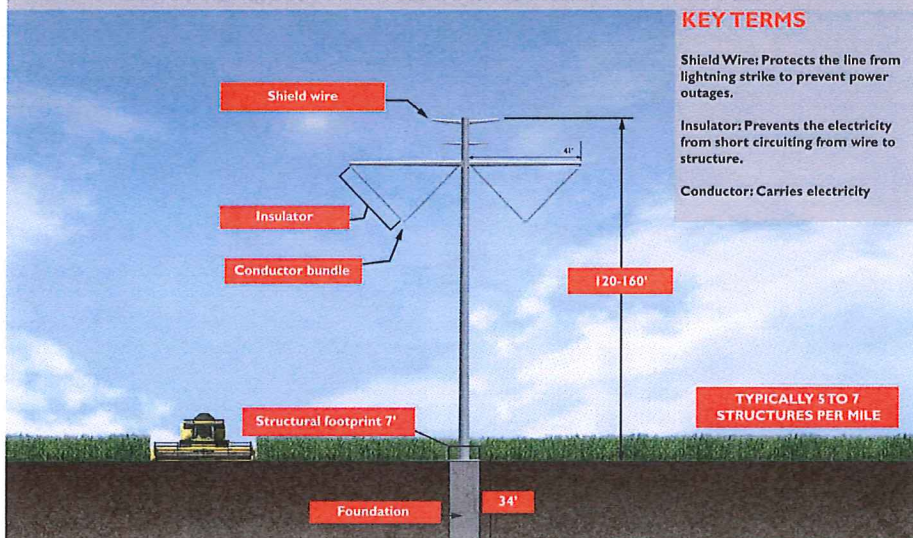
# TYPICAL STRUCTURES

## PLAINS & EASTERN CLEAN LINE

TYPICAL LATTICE STRUCTURE: 120 - 200 FEET



TYPICAL MONOPOLE STRUCTURE: 120 - 160 FEET



### KEY TERMS

**Shield Wire:** Protects the line from lightning strike to prevent power outages.

**Insulator:** Prevents the electricity from short circuiting from wire to structure.

**Conductor:** Carries electricity

PHOTO SIMULATION: TYPICAL MONOPOLE STRUCTURE



The photo simulation shows a potential structure size and type. Changes may occur pending public and regulatory reviews, and structures of other sizes and shapes may be necessary depending on a variety of factors, including topography, soil condition, cost and span length.

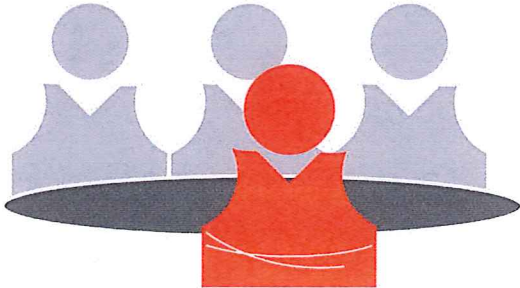




# OUTREACH AND ROUTING

## PLAINS & EASTERN CLEAN LINE

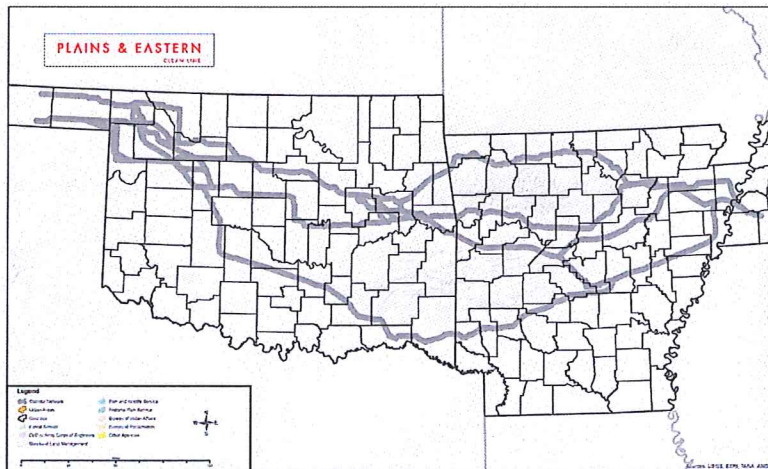
### EXTENSIVE OUTREACH TO DATE



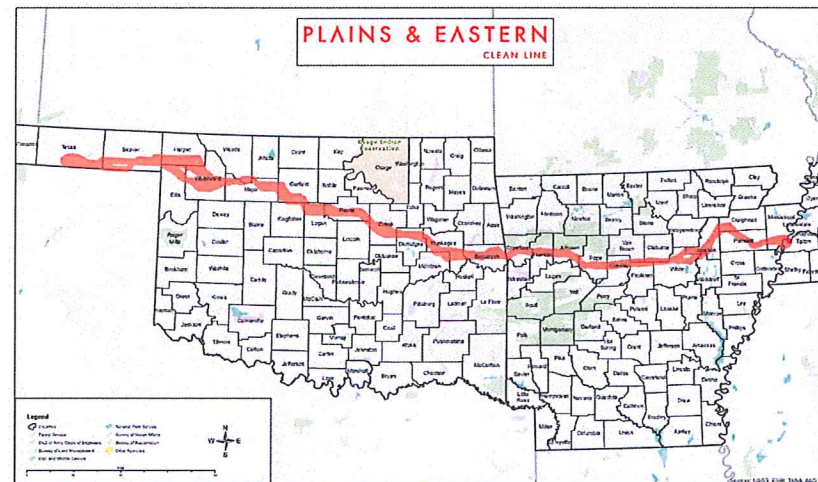
- More than 1,400 meetings with stakeholders
- More than 300 meetings with representatives of state and federal agencies and conservation organizations
- More than 770 pages of recorded comments in favor of the Plains & Eastern Clean Line
- Specific geographic comments on routing from many stakeholders at workshops

### ROUTING PROCESS TO NARROW OPTIONS AND INCORPORATE STAKEHOLDER INPUT

Multiple Corridors  
2009-2011



Study Corridor  
January 2012





# ENVIRONMENTAL BENEFITS



## PLAINS & EASTERN CLEAN LINE



**H<sub>2</sub>O**

OVER 3.8 BILLION  
GALLONS OF WATER  
SAVINGS PER YEAR

**NO<sub>x</sub>**

7,400 TONS OF NITROGEN  
OXIDE REDUCTION PER YEAR  
(NITROGEN OXIDE CONTRIBUTES TO  
SMOG)

**H<sub>g</sub>**

135 POUNDS OF  
MERCURY POLLUTION  
REDUCTION PER YEAR

**SO<sub>2</sub>**

23,000 TONS OF SULFUR DIOXIDE  
REDUCTION PER YEAR  
(SULFUR DIOXIDE IS A PRECURSOR TO ACID RAIN)

**CO<sub>2</sub>**

10 MILLION TONS OF CARBON  
DIOXIDE REDUCTION PER YEAR  
(EQUAL TO TAKING 1.9 MILLION CARS OFF THE  
ROAD ANNUALLY)





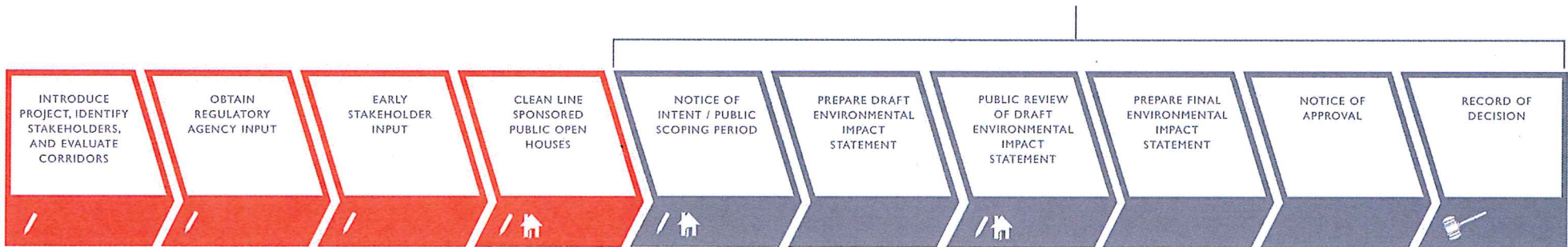
# ENVIRONMENTAL REVIEW PROCESS

## PLAINS & EASTERN CLEAN LINE

- The Department of Energy (DOE), in coordination with the Southwestern Power Administration, will complete an Environmental Impact Statement (EIS) under the National Environmental Policy Act (NEPA)
- NEPA requires federal decision-makers to consider and disclose how their actions may impact the environment including natural, cultural, and socioeconomic resources
- Extensive public input and involvement is critical to NEPA

**Today's meeting is sponsored solely by Clean Line Energy for its route study process. We expect the DOE to host public scoping meetings for the project during the first quarter of 2013 as part of DOE's independent NEPA review of the project.**

### NATIONAL ENVIRONMENTAL POLICY ACT PROCESS



### PUBLIC INVOLVEMENT OPPORTUNITIES



STAKEHOLDER  
FEEDBACK



OPEN  
HOUSE



OFFICIAL  
DECISION





# CLEAN AND AFFORDABLE ENERGY FOR THE SOUTHEAST



## PLAINS & EASTERN CLEAN LINE

### ECONOMIC DEVELOPMENT



**\$300 million  
investment in  
western Tennessee**

### JOB



**Hundreds of  
construction jobs**

### LOW RATES



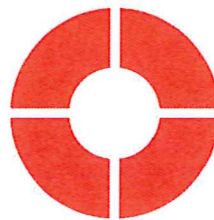
**Competitive delivered  
energy at a fixed price**

### CLEANER AIR



**More energy from wind  
lowers pollution from  
other energy sources**

### BALANCED PORTFOLIO



**Diversify energy  
sources for utilities**

### RELIABILITY & EFFICIENCY



**HVDC technology is  
efficient & minimizes  
right of way**





# LANDOWNER RELATIONSHIPS



## PLAINS & EASTERN CLEAN LINE



**Clean Line Energy is committed to working closely with landowners.**

### **CLEAN LINE ENERGY WILL WORK WITH LANDOWNERS TO:**

- Communicate plans with landowners prior to construction
- Consider land use impact when identifying structure design and routes
- Restore fields impacted by construction

### **TO ESTABLISH EASEMENT OFFERS, SOME OF THE KEY CRITERIA CLEAN LINE ENERGY WILL CONSIDER INCLUDE:**

- Value of surface property based on comparable sales or appraisals in local area
- Size of easement and location of infrastructure
- Impacts during construction
- Conditions specific to the parcel

### **CODE OF CONDUCT**

Clean Line Energy's Code of Conduct details how Clean Line employees and contractors will treat landowners in a fair and respectful manner.





# COULD YOUR BUSINESS BENEFIT?



PLAINS & EASTERN CLEAN LINE



**Clean Line is committed to working with qualified local businesses.**

**During construction, Plains & Eastern Clean Line will need goods and services from multiple sectors including: manufacturers, surveyors, construction companies, and service providers.**

**We want to know about local companies interested in participating in the Plains & Eastern Clean Line.**



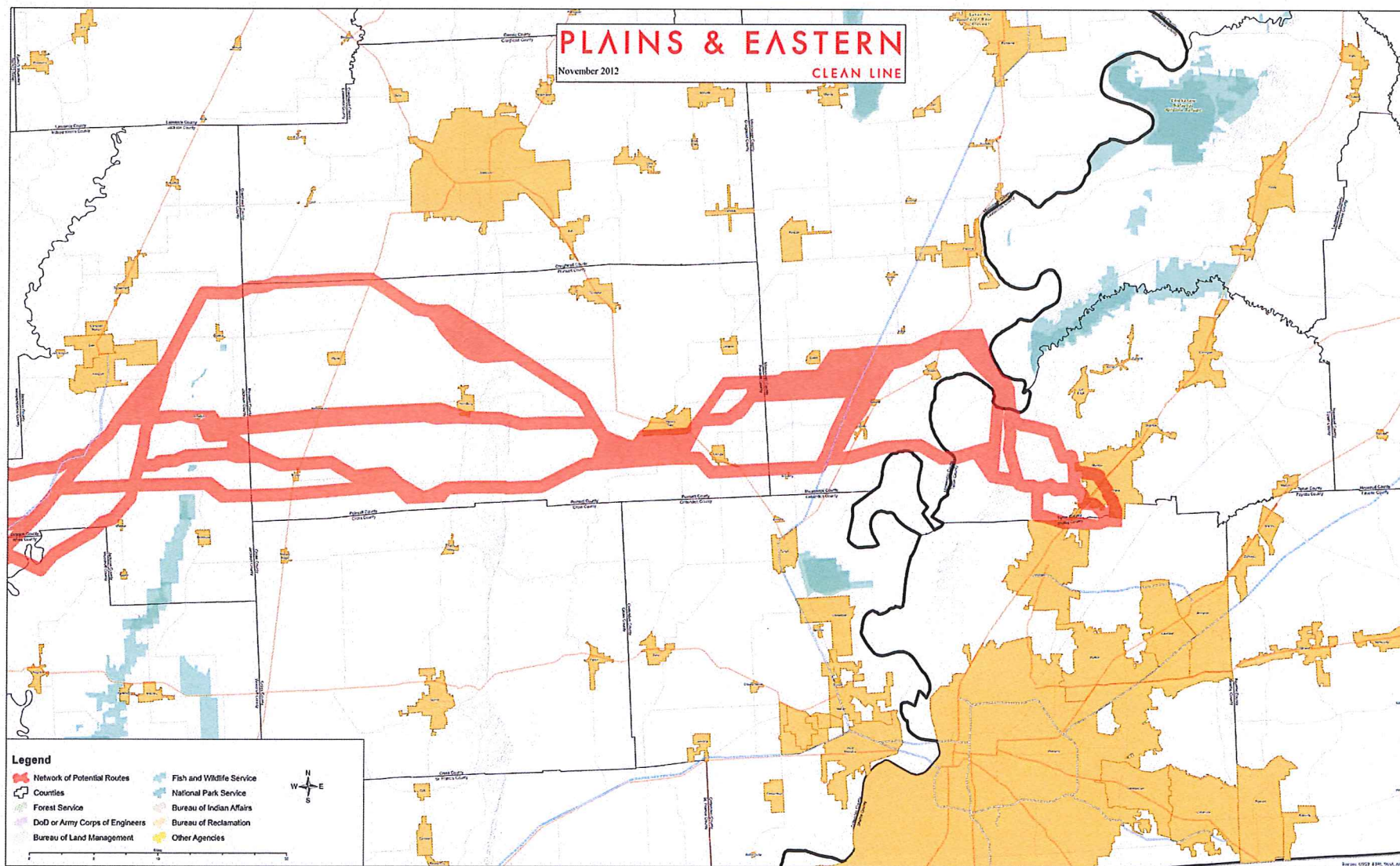
**Leave your business information here or register at  
[www.plainsandeasterncleanline.com](http://www.plainsandeasterncleanline.com)**





# CURRENT NETWORK OF POTENTIAL ROUTES IN TENNESSEE

## PLAINS & EASTERN CLEAN LINE





**EXHIBIT MH-6:**      Advertisement for Tennessee Public Open House Meetings





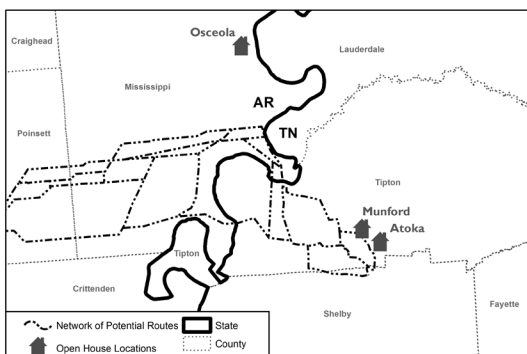
CLEAN LINE  
ENERGY PARTNERS

# PLEASE JOIN US!

**Clean Line Energy invites you to a public open house meeting in your area to learn about the Plains & Eastern Clean Line electric transmission project.**

The Plains & Eastern Clean Line will connect thousands of megawatts of clean energy generation from western Oklahoma, southwest Kansas, and the Texas Panhandle with utilities and customers in Tennessee, Arkansas, and other markets in the Mid-South and Southeast. The 750-mile transmission project will cost approximately \$2 billion and will make possible billions of dollars of investments in new, clean energy projects, bringing jobs to Arkansas and Tennessee.

## Network of Potential Routes in Your Area




This map represents the network of 1 to 3 mile-wide potential routes in your area. These potential routes will be used to identify the location of a 150–200 ft. transmission line easement subject to environmental, engineering studies, and regulatory approvals. More information about the project, including detailed maps will be available at the open houses.

We are interested in gathering stakeholder feedback.

Project representatives will be on hand to provide information and answer your questions. A meal will also be served. The meetings will be held in open house format, please stop by when you can!

## Open House Meeting Schedule

Monday Dec.3	Tuesday Dec.4
	7–9 am Munford First United Methodist Church 57 South Tipton Road Munford, TN 38058
5–7 pm The Civic Center 116 North Maple Osceola, AR 72370	5–7 pm Elks Lodge 164 Commercial Drive Atoka, TN 38004

## RSVP TODAY!

Call 1(855) 844–0553 (toll-free) or email [rsvp@plainsandeasterncleanline.com](mailto:rsvp@plainsandeasterncleanline.com)  
For more information, visit [www.plainsandeasterncleanline.com](http://www.plainsandeasterncleanline.com)



**EXHIBIT MH-7:**      Dates and Publications- Advertisement for Tennessee Public Open House Meetings



**Notices of Public Open House Meetings in Tennessee Print Media**

<b>Media Outlet Location</b>	<b>Media Outlet</b>	<b>Publication Date</b>
Millington/Tipton	<i>The Commercial Appeal</i>	Sun., 11/25/2012; Wed., 11/28/2012; Sun., 12/2/2012
Millington	<i>Millington Star</i>	Wed., 11/21/2012; Thurs., 11/29/2012
Covington	<i>The Covington Leader</i>	Wed., 11/21/2012; Thurs., 11/29/2012



**EXHIBIT MH-8:** Tennessee Business Opportunity Meeting Materials



PLAINS & EASTERN CLEAN LINE

# Tennessee Local Business Opportunity Meeting

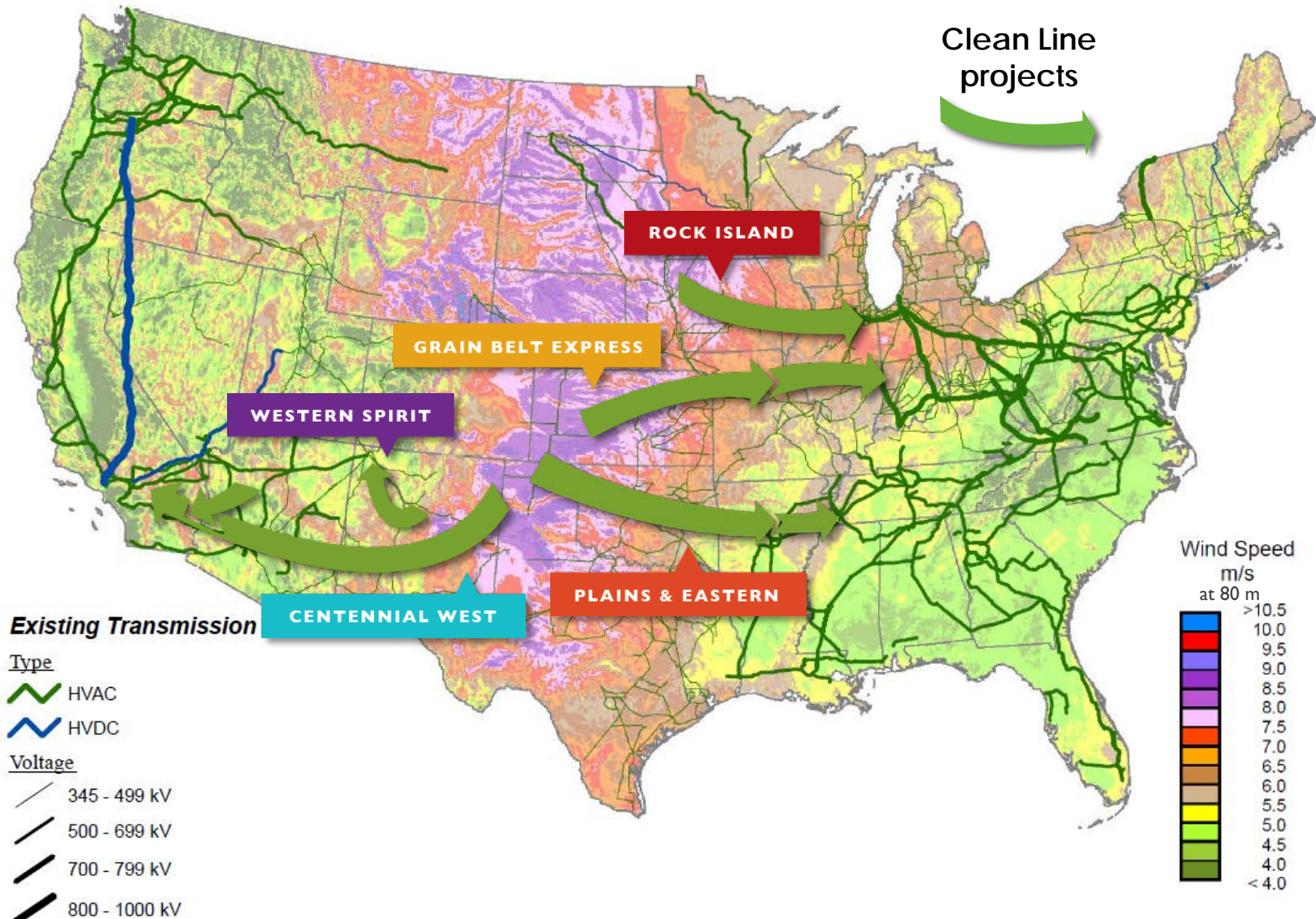
February 2014

**CLEAN LINE**  
ENERGY PARTNERS

The logo graphic consists of two thin, curved green lines that sweep upwards from the bottom left towards the right, positioned below the text "ENERGY PARTNERS".






# Clean Line's projects connect the best wind resources to load centers





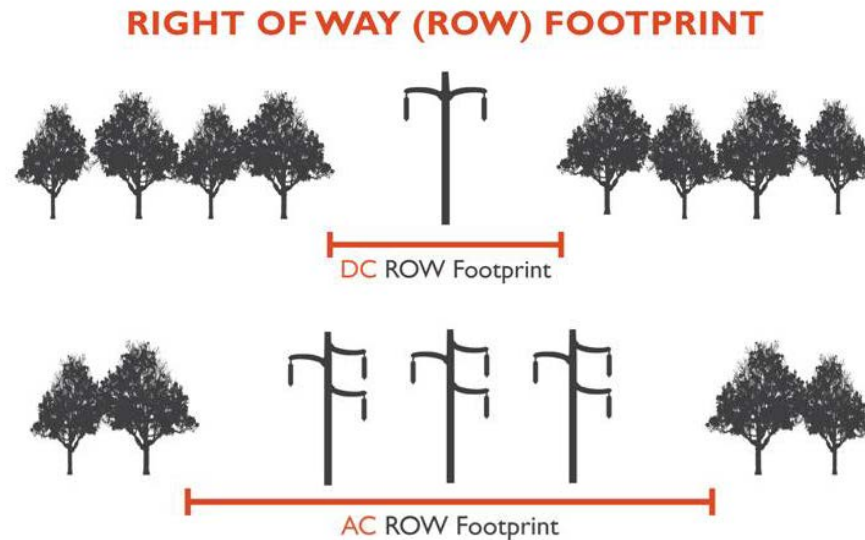
# National Grid is a key investor in Clean Line Energy

The logo for National Grid, featuring the word "national" in a blue sans-serif font and "grid" in a bolder blue sans-serif font.

-  National Grid brings extensive experience in building, owning, and operating large transmission projects in the United States and overseas
-  National Grid in the United States
  - owns and operates more than 8,600 miles of transmission
  - serves more than 7 million electricity and natural gas customers
-  National Grid joins Clean Line's existing investors that include private equity firm ZBI Ventures



# HVDC is the most efficient method to transmit large amounts of electricity over long distances

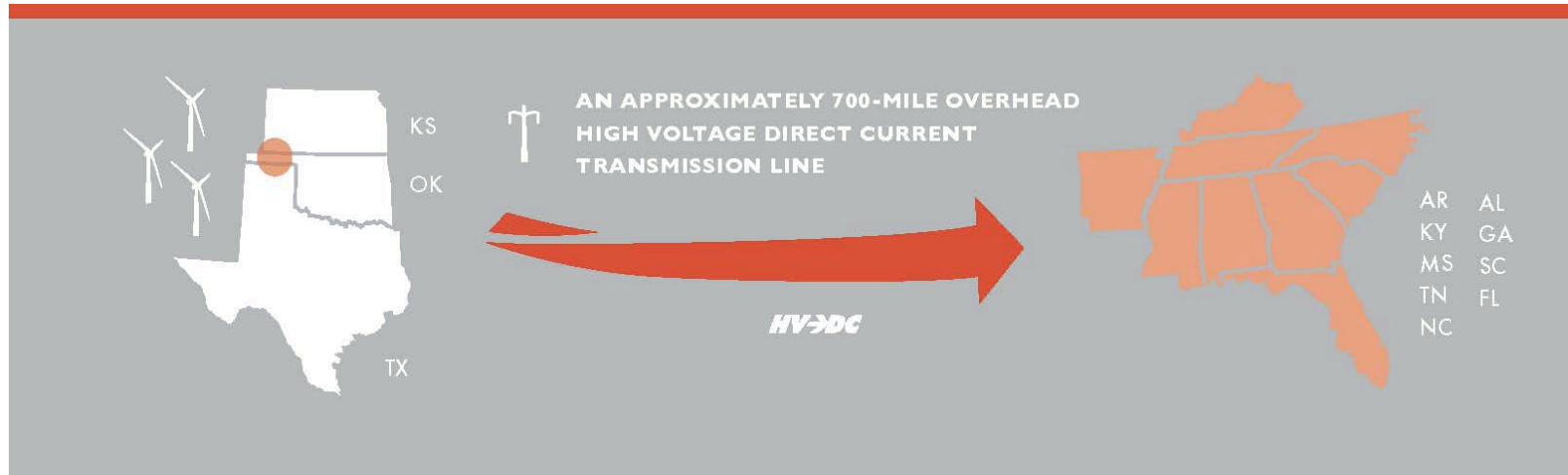


- **More efficient** — Lower line losses
- **Lower cost** — Requires less infrastructure, results in lower costs and lower prices for delivered renewable energy
- **Improved reliability** — Control of power flow enhances system stability and lowers cost of integrating wind
- **Smaller footprint** — Use narrower right-of-way than equivalent Alternating Current (AC)



# Plains & Eastern Clean Line will deliver up to 3,500 MW of clean energy to the Mid-South and Southeast

## PLAINS & EASTERN CLEAN LINE



\$2 BILLION IN  
PROJECT  
INVESTMENT



INCREASED  
MARKET  
COMPETITION



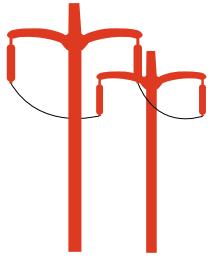
\$7 BILLION OF  
NEW WIND FARM  
INVESTMENTS



OVER 1 MILLION  
HOMES POWERED  
PER YEAR



# Plains & Eastern Clean Line represents significant investment and large benefits to Tennessee



\$300 million investment  
in transmission facilities  
in western Tennessee



Access to clean,  
affordable energy



Hundreds of  
direct jobs during  
construction



Property tax revenue  
to Tipton and Shelby  
Counties



# Plains & Eastern Clean Line will enable Memphis to add renewable energy to its list of hubs

## Renewable Energy

Major hub for competitive renewable energy

### Air

2<sup>nd</sup> busiest cargo airport in the United States  
- FedEx North American hub  
- UPS 3<sup>rd</sup> largest air-ground sort facility in US

### Highway

Ground shipping to more than 60% of the US population within 24 hours

### Rail

3<sup>rd</sup> largest rail center in the U.S.

### River

2<sup>nd</sup> largest inland port on the Mississippi River  
4<sup>th</sup> largest inland port in the U.S.



# Plains & Eastern Clean Line will result in cleaner air and better conservation of water resources



## ENVIRONMENTAL BENEFITS

**CO<sub>2</sub>**

10 million tons  
carbon dioxide  
reduced

**NO<sub>x</sub>**

7 thousand tons  
nitrogen oxide reduced

**SO<sub>2</sub>**

23 thousand tons  
sulfur dioxide reduced

**Hg**

135 pounds  
mercury reduced

**H<sub>2</sub>O**

3.8 billion gallons  
saved

Source: GL Garrad Hassan, 2012.

CLEAN LINE ENERGY PARTNERS



# Clean Line's multi-year routing process incorporates stakeholder input



- Open and direct communication
- Work directly with stakeholders, public agencies and conservation groups
- Environmental responsibility

## Stakeholder Outreach

County Outreach  
2010  
Agency and NGO  
Pre-design Meetings  
2011

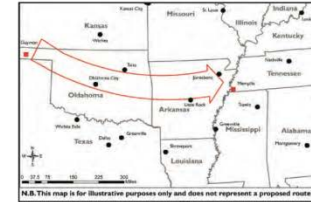
Tribal Outreach  
2011

County Roundtables  
2012

Tribal Outreach  
2012  
Agency Pre-  
Permitting Meetings  
2012  
Public Open Houses  
2012

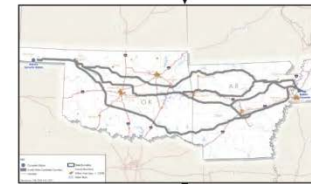
## Study Area

- 2009–2010
- Broad geographic area
- End point determination



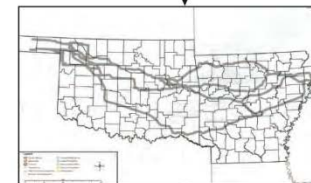
## Candidate Corridors

- 2010
- Each 5 miles wide



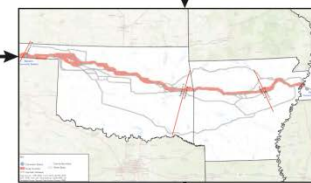
## Corridor Network

- 2010
- Each 5 miles wide



## Study Corridor

- 2012
- One 5–8 mile wide corridor



## Network of Potential Routes

- Published with NEPA Notice of Intent December 2012
- One mile wide with segments





# Federal environmental review process for Plains & Eastern Clean Line began in December 2012

- NEPA requires that federal agencies consider alternatives, study the potential impacts of a decision, and receive public input on a proposed action
- DOE and Southwestern Power Administration considering participation under Section 1222 of Energy Policy Act of 2005
- DOE leading EIS and multiple agencies participating

## NATIONAL ENVIRONMENTAL POLICY ACT PROCESS



## PUBLIC INVOLVEMENT OPPORTUNITIES



STAKEHOLDER  
FEEDBACK



OPEN  
HOUSE

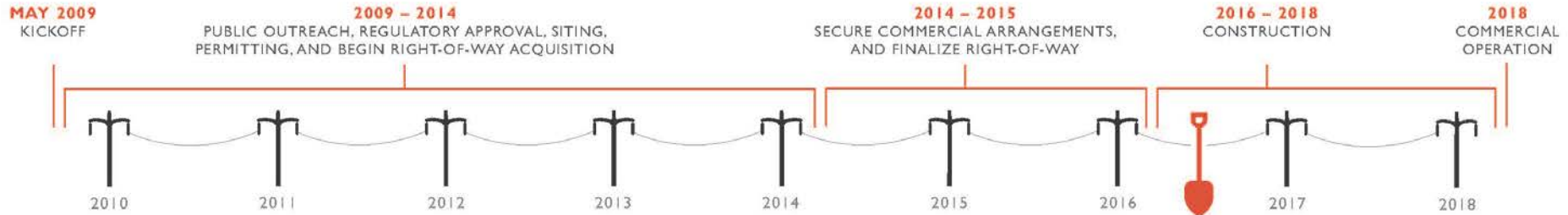


OFFICIAL  
DECISION



# A methodical and transparent development process is underway that targets commercial operation in 2018

## PLAINS & EASTERN CLEAN LINE SCHEDULE



Building transmission to connect clean energy to communities that need it- Memphis, TN



# Plains & Eastern Clean Line is committed to partnering with local businesses





---

# PLAINS & EASTERN

CLEAN LINE

[www.plainsandeanterncleanline.com](http://www.plainsandeanterncleanline.com)



Follow Clean Line on Twitter  
[@cleanlineenergy](https://twitter.com/cleanlineenergy)

Visit Clean Line's YouTube channel  
[www.youtube.com/user/cleanlineenergy](http://www.youtube.com/user/cleanlineenergy)



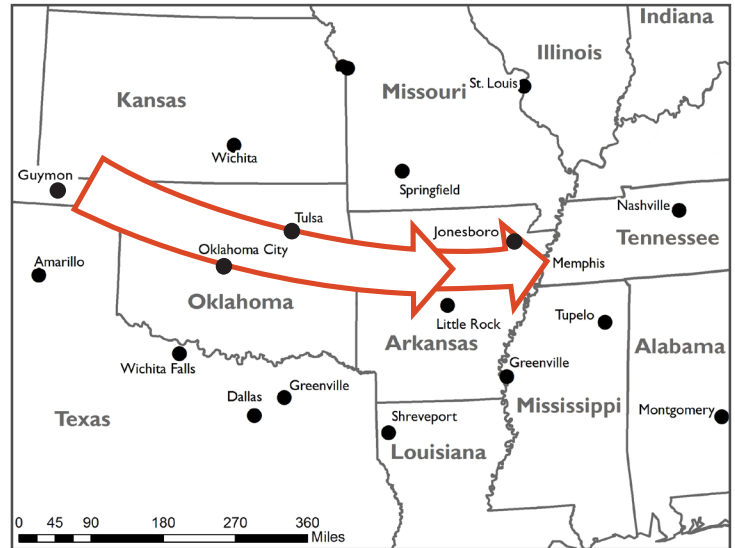
## PLAINS & EASTERN CLEAN LINE

### PROJECT OVERVIEW

The Oklahoma Panhandle region is among the windiest areas in the United States. The region's wind resources are located in remote areas far from the communities and cities where the clean energy is needed.

The Plains & Eastern Clean Line transmission project is an approximately 700-mile overhead high voltage direct current (HVDC) transmission line that will connect thousands of megawatts of clean energy generation from these regions with customers served by the Tennessee Valley Authority and other utilities in the Mid-South and Southeast.

HVDC is the most efficient and cost effective technology to move large amounts of electricity over long distances due to its lower electricity losses and smaller physical footprint than comparable alternating current lines.



N.B. This map is for illustrative purposes only and does not represent a proposed route.

### CONSTRUCTION BUSINESS OPPORTUNITIES

The Plains & Eastern Clean Line encourages the use of local and regional contractors on the construction and maintenance of the transmission line project. Clean Line, Fluor and Pike are committed to using qualified local and regional contractors.



#### Engineering

- Geotechnical companies
- Utility potholing
- Survey companies (lidar, staking)
- Survey equipment
- Communication/control systems

#### Equipment Rentals

- Vehicles, excavators, dozers, cranes

#### Trucking and Hauling Services

#### Equipment Fueling

#### Environmental

- Silt fence
- Dewatering
- Environmental controls ST&S
- Vegetation management

#### Access

- Clearing of right-of-way
- Stone purchasing
- Matting installation and material
- Geo fabric material
- Culvert material and installation

#### Maintenance of Traffic

- Flagging
- Signage and supplies

#### Foundations

- Drilled pier contractors

#### Concrete supplier

- Rebar suppliers and installers
- Foundation casings

#### Towers / Structures

- Steel and conductor manufacturers
- Rigging materials

#### Restoration

- Site grading
- Hydro or broadcast seeding
- Grass matting

#### Local Services

- Laydown / warehousing
- Housing / appt. rentals / hotels
- Restaurants
- Office space

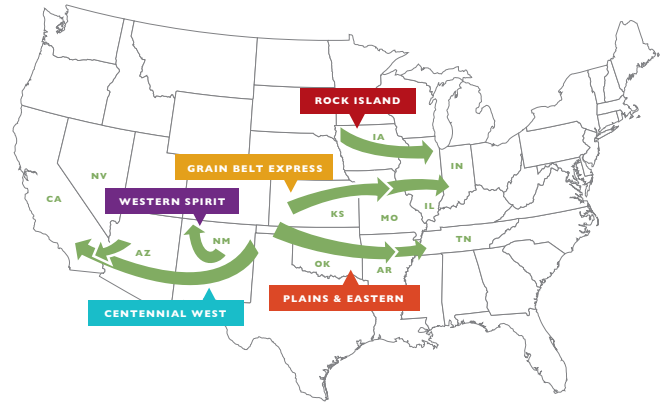


# PLAINS & EASTERN CLEAN LINE

## ABOUT CLEAN LINE ENERGY

Clean Line Energy is developing long-haul, transmission lines to connect renewable energy resources to communities that need the power.

Clean Line's management team brings a track record of success in energy project development. Clean Line is privately funded by investors with a long-term outlook and patient capital.



## FREQUENTLY ASKED QUESTIONS

### What is the timeline of the project?

The Plains & Eastern Clean Line is expected to be energized as early as 2018. Outreach, permitting, regulatory work, and right-of-way acquisition are underway and will continue for the next couple of years. Construction will require approximately two to three years. The wind farms that will connect to the transmission line can be built in under two years.

### Who will build the Plains & Eastern Clean Line?

Plains and Eastern Clean Line LLC signed a memorandum of understanding (MOU) with Fluor Corporation designating Fluor to provide development support and engineering, procurement, and construction services (EPC) for the Plains & Eastern Clean Line transmission line project.

As part of the MOU, Fluor—with Pike Electric Corporation as a subcontractor to Fluor—will provide initial permitting and EPC development support services for the transmission line project.

The MOU contemplates that after the project receives all permits and regulatory and financial approvals, Fluor and Pike will provide the full EPC services for the approximately 700-mile overhead HVDC transmission line. Clean Line believes that new electric transmission and wind generation projects will increase business opportunities for manufacturers in Oklahoma, Arkansas, and Tennessee.

Clean Line and Fluor are committed to using qualified local and regional contractors under the proposed EPC arrangement.

### Where should I submit my business information to be considered for the construction of the project?

We are always seeking businesses that would like to provide services during the construction of the Plains & Eastern Clean Line. If you are interested in submitting your business information, please visit <http://www.plainsandeasterncleanline.com/site/page/submit-your-business-info>.

## SUBMIT YOUR BUSINESS INFORMATION



Fill out an expression of interest form at a local business opportunity meeting or



Submit your business information online at [www.plainsandeasterncleanline.com/site/page/submit-your-business-info](http://www.plainsandeasterncleanline.com/site/page/submit-your-business-info)

# CLEAN ENERGY. DELIVERED.

## PLAINS & EASTERN CLEAN LINE

[WWW.PLAINSANDEASTERNCLEANLINE.COM](http://WWW.PLAINSANDEASTERNCLEANLINE.COM)







**JOBS**

# WELCOME!

The purpose of this meeting is to:



**LOCAL  
GROWTH**

- Provide information on the Plains & Eastern Clean Line
- Discuss local business opportunities for the project
- Share Fluor's procurement process
- Gather local business contact information

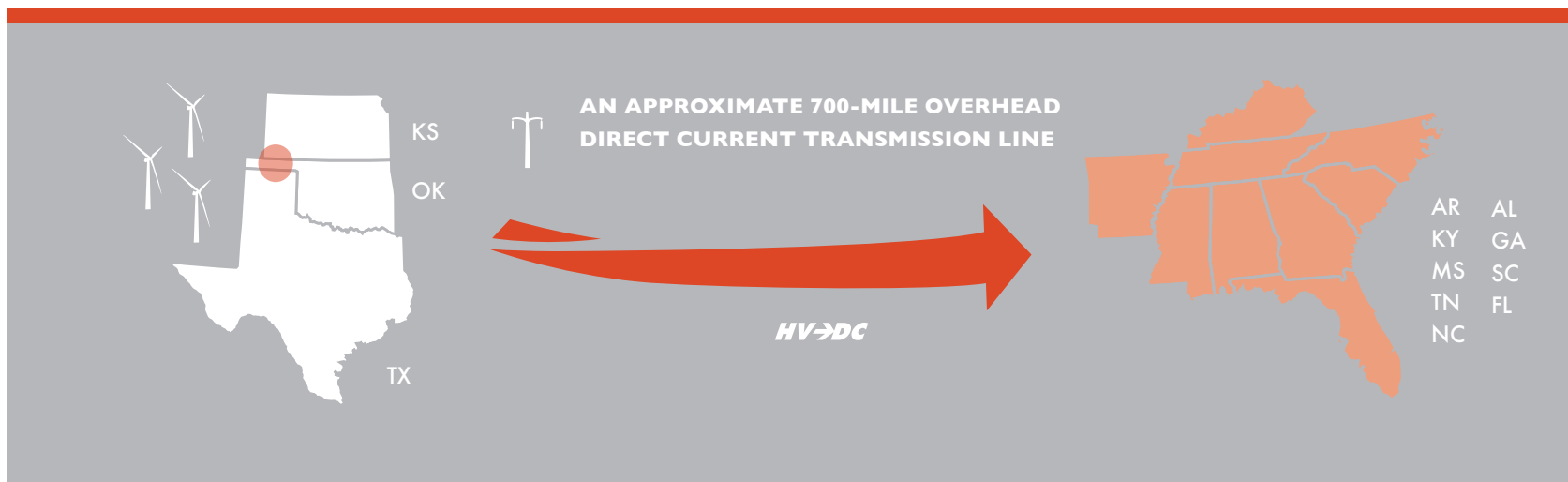


**CLEAN  
AIR**



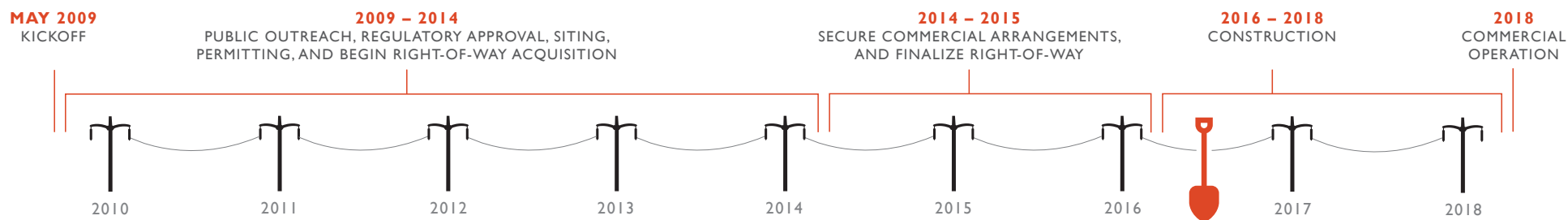
# THE PLAINS & EASTERN CLEAN LINE

## PLAINS & EASTERN CLEAN LINE



The Plains & Eastern Clean Line is an approximately 700-mile overhead direct current transmission line that will connect clean energy from the Oklahoma Panhandle region with Arkansas, Tennessee, and other markets in the Mid-South and Southeast. The project will deliver approximately 3,500 megawatts of clean power, providing enough energy to power the equivalent of over 1 million homes per year.

## PLAINS & EASTERN CLEAN LINE SCHEDULE





# DELIVERING CLEAN ENERGY TO MARKET

## PLAINS & EASTERN CLEAN LINE

### Engineering

- Geotechnical companies
- Utility potholing
- Survey companies (lidar, staking)
- Survey equipment
- Communication/control systems

### Equipment Rentals

- Vehicles, excavators, dozers, cranes

### Trucking and Hauling Service

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### Environmental

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### Foundations

- Drilled pier contractors
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- Site grading
- Hydro or broadcast seeding
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### Local Services

- Laydown /warehousing
- Housing / apartment rentals / hotels
- Restaurants
- Office space



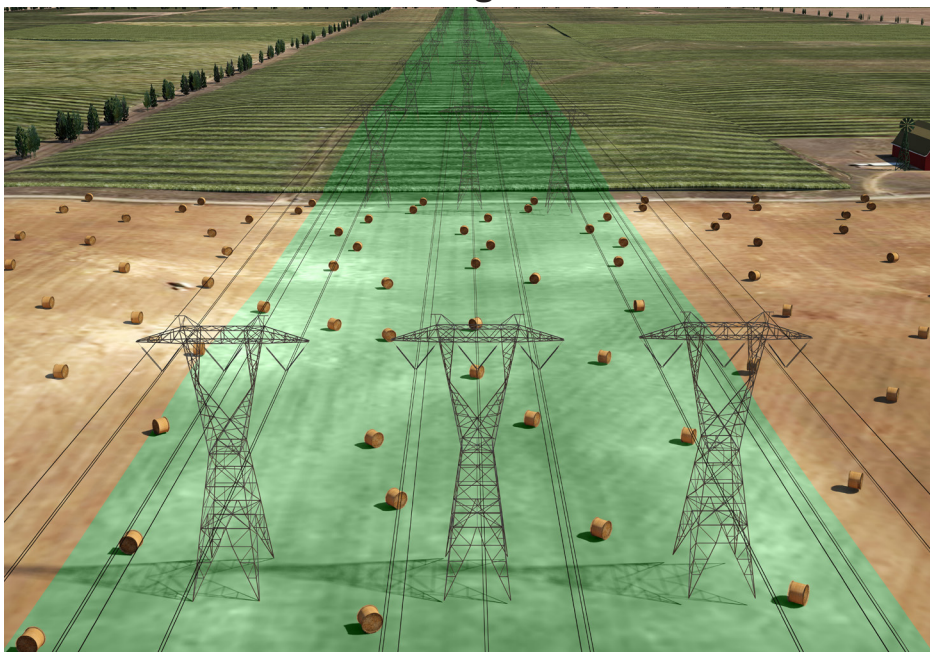
**FLUOR®** **PIKE™**



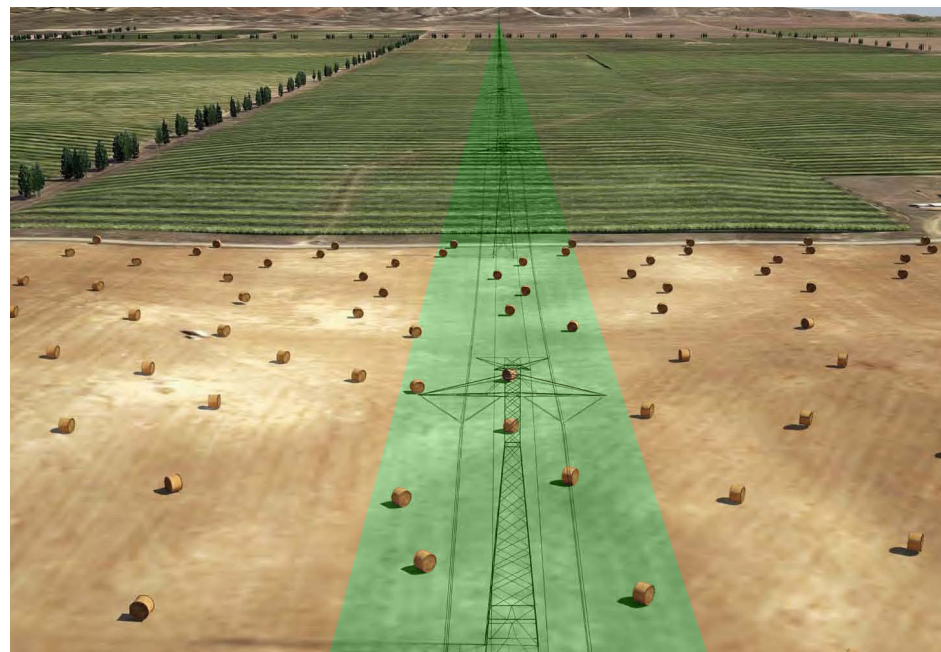
# BENEFITS OF HIGH VOLTAGE DIRECT CURRENT (HVDC)

## PLAINS & EASTERN CLEAN LINE

**Alternating Current**



**Direct Current**



Direct Current (DC) is the most efficient method to transmit large amounts of electricity over long distances.

### MORE EFFICIENT

Transfers power with less infrastructure and lower line losses than alternating current (AC) lines moving a comparable amount of power over long distances.

### LOWER COST

Requires less infrastructure and has lower line losses, resulting in lower costs and lower prices for clean energy.

### IMPROVED RELIABILITY

Provides the operator complete control over power flow and facilitates the integration of wind energy from different resource areas.

### SMALLER FOOTPRINT

Uses narrower right-of-way than comparable AC lines.



# TYPICAL STRUCTURES

## PLAINS & EASTERN CLEAN LINE

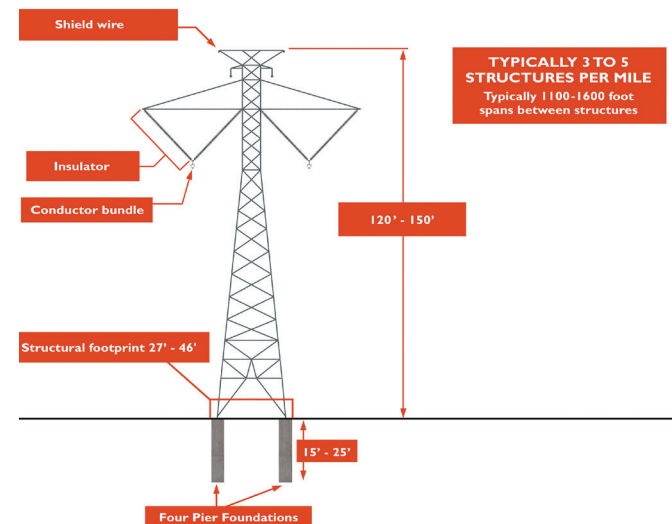


### KEY TERMS

- Shield Wire:** Protects the line from lightning strike to prevent power outages.  
**Insulator:** Prevents the electricity from short-circuiting from wire to structure.  
**Conductor:** Carries electricity.

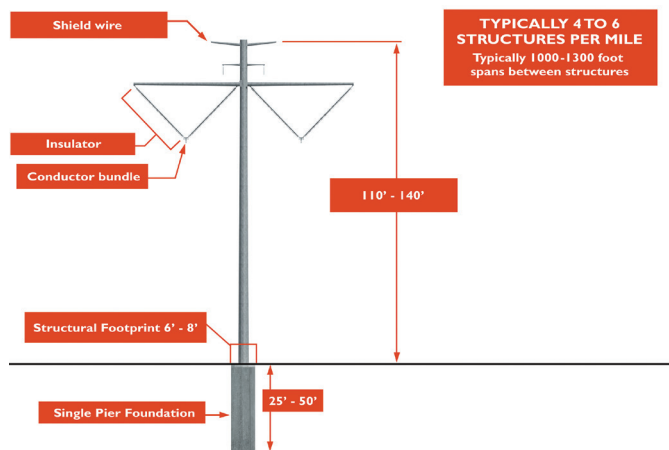
### TYPICAL LATTICE STRUCTURE:

120 - 150 feet



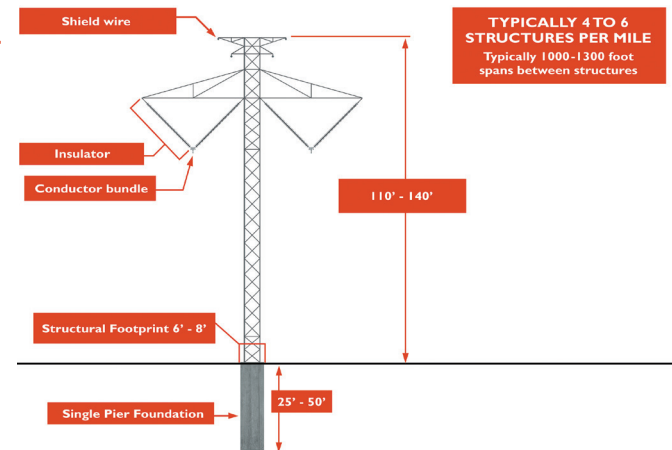
### TYPICAL MONOPOLE STRUCTURE:

110 - 140 feet



### TYPICAL LATTICE MAST STRUCTURE:

110 - 140 feet





# OUTREACH AND ENVIRONMENTAL REVIEW

## PLAINS & EASTERN CLEAN LINE

### PLAINS & EASTERN CLEAN LINE OUTREACH TO DATE



- The Department of Energy (DOE), in coordination with the Southwestern Power Administration, will complete an Environmental Impact Statement (EIS) under the National Environmental Policy Act (NEPA)
- NEPA requires federal decision-makers to consider and disclose how their actions may impact the environment including natural, cultural, and socioeconomic resources
- Extensive public input and involvement is critical to NEPA

### ENVIRONMENTAL REVIEW PROCESS



### PUBLIC INVOLVEMENT OPPORTUNITIES



STAKEHOLDER  
FEEDBACK



OPEN  
HOUSE

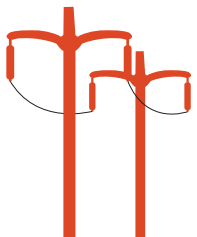


OFFICIAL  
DECISION



# ECONOMIC BENEFITS TO TENNESSEE

## PLAINS & EASTERN CLEAN LINE



HUNDREDS OF DIRECT JOBS  
DURING CONSTRUCTION



PROPERTY TAX REVENUE  
TO TIPTON AND SHELBY  
COUNTIES



\$300 MILLION INVESTMENT IN  
TRANSMISSION FACILITIES IN  
WESTERN TENNESSEE



ACCESS TO CLEAN,  
AFFORDABLE ENERGY



**EXHIBIT MH-9:**      Advertisement for Tennessee Business Opportunity Meetings



# PLEASE JOIN US!

**Clean Line Energy, Fluor, and Pike  
invite you to attend a  
Local Business Opportunities Meeting  
for the Plains & Eastern Clean Line  
transmission project!**

## **Types of businesses that should attend:**

- Concrete Suppliers
- Rebar Suppliers and Installers
- Construction Equipment Rental
- Rigging Materials
- Clearing and Grubbing
- Grading
- Storm Drainage
- Vegetation Management and many more

A formal presentation will be made at the beginning of each meeting, followed by a meet and greet with staff from Clean Line Energy, Fluor and Pike.

### **Thursday, February 20, 2014**

**7 – 9 am**

**Elks Lodge**

**164 Commercial Drive**

**Atoka, TN 38004**

**5 – 7 pm**

**Holiday Inn at the University of Memphis**

**3700 Central Ave**

**Memphis, TN 38111**

To RSVP, please email [rsvp@plainsandeasterncleanline.com](mailto:rsvp@plainsandeasterncleanline.com)



**EXHIBIT MH-10:**      Dates and Publications- Advertisement for Tennessee Business  
Opportunity Meetings



**Notices of Local Business Opportunity Meetings in Tennessee Print Media**

<b>Media Outlet Location</b>	<b>Media Outlet</b>	<b>Publication Date</b>
Millington/Tipton	<i>The Commercial Appeal</i>	Wed., 2/12/2014
Memphis	<i>Memphis Daily News</i>	Mon., 2/17/2014
Millington	<i>Millington Star</i>	Thurs., 2/13/2014
Covington	<i>The Covington Leader</i>	Thurs., 2/13/2014



**EXHIBIT MH-11:**      Advertisement for Tennessee NEPA Scoping Meeting





U.S. DEPARTMENT OF  
**ENERGY**

NOTICE OF INTENT and  
SCOPING MEETING ANNOUNCEMENT

**YOUR INPUT IS NEEDED!**  
**JOIN US AT PUBLIC SCOPING MEETINGS**  
**FOR THE PLAINS & EASTERN PROJECT**

The U.S. Department of Energy intends to prepare an Environmental Impact Statement for the Plains & Eastern Clean Line Transmission Project (DOE/EIS-0486; Plains & Eastern EIS or EIS) to assess the potential environmental impacts of participating with Clean Line Energy Partners LLC in the proposed Plains & Eastern Project. The proposed project would include an overhead  $\pm$  600 kilovolt high voltage direct current electric transmission system and associated facilities with the capacity to deliver approximately 3,500 megawatts primarily from renewable energy generation facilities in the Oklahoma Panhandle region to load-serving entities in the Mid-South and Southeast via an interconnection with the Tennessee Valley Authority. The proposed project would traverse Oklahoma, Arkansas, and Tennessee, a distance of approximately 700 miles between interconnection facilities in Texas County, Oklahoma, and Shelby County, Tennessee. The proposed project would require construction of a new alternating current/direct current converter station at each end of the transmission line.

Additional information, including project area maps, may be found on the EIS website at:

<http://PlainsandEasternEIS.com>

**SCOPING MEETING INFORMATION**

A series of scoping meetings will be held to provide the public an opportunity to comment on the scope of the planned EIS.

**OPEN HOUSE: 5:00 – 8:00 p.m.**

**PRESENTATION: 6:30 – 7:30 p.m.**

**Tuesday, January 22, 2013**

**Thursday, January 24, 2013**

Arkansas State University -  
Marked Tree  
Student Center  
33500 Highway 63 E  
Marked Tree, AR 72365

Gateway Baptist Church  
Center  
1915 Rosemark Road  
Atoka, TN 38004

If you need special assistance at a scoping meeting, please contact  
[assistance@PlainsandEasternEIS.com](mailto:assistance@PlainsandEasternEIS.com).

Attempts will be made to accommodate each request.

**Comments can be submitted by any of the following methods:**

- **Attend a meeting** and provide a verbal or written comment
- **Electronic comment form** on the EIS website:  
<http://PlainsandEastern.com>
- **Email** to [info@PlainsandEasternEIS.com](mailto:info@PlainsandEasternEIS.com)
- **U.S. Mail** to Plains & Eastern EIS, 1099 18th Street, Suite 580, Denver, CO 80202

**Comments must be submitted by March 21, 2013.**



**EXHIBIT MH-12:**      Dates and Publications- Advertisement for Tennessee NEPA Scoping Meeting



**Scoping Notifications Placed in Tennessee Print Media**

<b>Media Outlet Location</b>	<b>Media Outlet</b>	<b>Publication Date</b>
Millington	<i>Millington Star</i>	Thurs., 1/10/2013; Thurs., 1/17/2013
Covington	<i>The Covington Leader</i>	Thurs., 1/10/2013; Thurs., 1/17/2013
Millington/Tipton	<i>The Commercial Appeal</i>	Sun., 1/13/2013; Sun., 1/20/2013; Wed., 1/23/2013



**EXHIBIT MH-13:**      Notice for Tennessee NEPA Scoping Meeting





U.S. DEPARTMENT OF  
**ENERGY**

## **YOUR INPUT IS NEEDED!**

### **JOIN US AT PUBLIC SCOPING MEETINGS FOR THE PLAINS & EASTERN PROJECT**

The U.S. Department of Energy will be holding public scoping meetings to provide information on the Plains & Eastern Environmental Impact Statement (EIS) and seek input on the range of issues to be considered in the EIS (additional information on the other side of this postcard).

#### **SCOPING MEETING INFORMATION**

Open House: 5:00 p.m. – 8:00 p.m.

Presentation: 6:30 p.m. – 7:30 p.m.

##### **Week 1: January 22 & 24, 2013**

Tuesday, January 22, 2013 Arkansas State University Marked Tree Student Center 33500 Highway 63 E Marked Tree, AR 72365	Thursday, January 24, 2013 Gateway Baptist Church Center 1915 Rosemark Road Atoka, TN 38004
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##### **Week 2: January 28, 29, & 31, 2013**

Monday, January 28, 2013 Pickle Creek Center 822 NE 6th Street Guymon, OK 73942	Tuesday, January 29, 2013 Beaver County Fairgrounds Pavilion Building 1107 Douglas Avenue Beaver, OK 73932	Thursday, January 31, 2013 Woodward Convention Center Meeting Room 1 3401 Centennial Lane Woodward, OK 73801
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##### **Week 3: February 4, 5, & 7, 2013**

Monday, February 4, 2013 Muskogee Civic Center Room D 425 Boston Street Muskogee, OK 74401	Tuesday, February 5, 2013 Cushing Youth and Community Center 700 South Little Cushing, OK 74023	Thursday, February 7, 2013 Enid Convention Hall Grand Ballroom 301 South Independence Enid, OK 73701
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##### **Week 4: February 11 & 12, 2013**

Monday, February 11, 2013 Van Buren Public Library 1409 Main Street Van Buren, AR 72956	Tuesday, February 12, 2013 Lake Point Conference Center, Event Center 61 Lake Point Lane Russellville, AR 72802
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##### **Week 5: February 19 & 21, 2013**

Tuesday, February 19, 2013 Arkansas State University Newport Student Community Center 7648 Victory Boulevard Newport, AR 72112	Thursday, February 21, 2013 Carmichael Community Center Auditorium 801 S. Elm Searcy, AR 72143
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If you need special assistance at a scoping meeting, please contact [assistance@PlainsandEasternEIS.com](mailto:assistance@PlainsandEasternEIS.com). Attempts will be made to accommodate each request.



**Plains & Eastern EIS**  
1099 18th Street, Suite 580  
Denver, CO 80202

## **NOTICE OF INTENT and SCOPING MEETING ANNOUNCEMENT**

The U.S. Department of Energy intends to prepare an Environmental Impact Statement for the Plains & Eastern Clean Line Transmission Project (DOE/EIS-0486; Plains & Eastern EIS or EIS) to assess the potential environmental impacts of participating with Clean Line Energy Partners LLC in the proposed Plains & Eastern Project. The proposed project would include an overhead  $\pm$  600 kilovolt high voltage direct current electric transmission system and associated facilities with the capacity to deliver approximately 3,500 megawatts primarily from renewable energy generation facilities in the Oklahoma Panhandle region to load-serving entities in the Mid-South and Southeast via an interconnection with the Tennessee Valley Authority. The proposed project would traverse Oklahoma, Arkansas, and Tennessee, a distance of approximately 700 miles between interconnection facilities in Texas County, Oklahoma, and Shelby County, Tennessee. The proposed project would require construction of a new alternating current/direct current converter station at each end of the transmission line.

Additional information, including project area maps, may be found on the EIS website at: <http://PlainsandEasternEIS.com>

A series of scoping meetings will be held to provide the public the opportunity to comment on the scope of the planned EIS. The dates and locations for the scoping meetings can be found on the other side of this postcard. Please advise tenants or other parties that would benefit from attending these meetings.

### **Comments can be submitted by any of the following methods:**

- **Attend a meeting** and provide a verbal or written comment
- **Electronic comment form** on the EIS website at: <http://PlainsandEasternEIS.com>
- **Email** to [info@PlainsandEasternEIS.com](mailto:info@PlainsandEasternEIS.com)
- **U.S. Mail** to Plains & Eastern EIS, 1099 18<sup>th</sup> Street, Suite 580, Denver, CO 80202

**Comments must be submitted by March 21, 2013.**



**EXHIBIT MH-14:** Code of Conduct for Right-of-Way Employees and Subcontractor Employees



**Plains and Eastern Clean Line LLC  
Plains & Eastern Clean Line Project  
Code of Conduct  
For  
Right-of-Way Agents and Subcontractor Employees**

**This Code of Conduct applies to all communications and interactions with property owners and occupants of property by all right-of-way agents and subcontractor employees representing Plains and Eastern Clean Line LLC in the negotiation of right-of-way and the performance of surveying, environmental assessments and the other activities for the Plains & Eastern Clean Line Project on property not owned by Plains and Eastern Clean Line LLC.**

**1. All communications with property owners and occupants must be factually correct and made in good faith.**

- a. Do provide maps and documents necessary to keep the landowner properly informed
- b. Do not make false or misleading statements.
- c. Do not misrepresent any fact.
- d. If you do not know the answer to a question, do not speculate about the answer. Advise the property owner that you will investigate the question and provide an answer later.
- e. Follow-up in a timely manner on all commitments to provide additional information.
- f. Do not send written communications suggesting an agreement has been reached when, in fact, an agreement has not been reached.
- g. If information provided is subsequently determined to be incorrect, follow up with the landowner as soon as practical to provide the corrected information.
- h. Do provide the landowner with appropriate contact information should additional contacts be necessary.

**2. All communications and interactions with property owners and occupants must be respectful and reflect fair dealing.**

- a. When contacting a property owner in person, promptly identify yourself as representing Plains and Eastern Clean Line LLC.
- b. When contacting a property owner by telephone, promptly identify yourself as representing Plains and Eastern Clean Line LLC.
- c. Do not engage in behavior that may be considered harassing, coercive, manipulative, intimidating or causing undue pressure.
- d. All communications by a property owner, whether in person, by telephone or in writing, in which the property owner indicates that he or she does not want to negotiate or does not want to give permission for surveying or other work on his or her property, must be respected and politely accepted without argument. Unless specifically authorized by Plains and



Eastern Clean Line LLC, do not contact the property owner again regarding negotiations or requests for permission.

e. When asked to leave property, promptly leave and do not return unless specifically authorized by Plains and Eastern Clean Line LLC.

f. If discussions with the property owner become acrimonious, politely discontinue the discussion and withdraw from the situation.

g. Obtain unequivocal permission to enter property for purposes of surveying or conducting environmental assessments or other activities. Clearly explain to the property owner the scope of the work to be conducted based on the permission given. Attempt to notify the occupant of the property each time you enter the property based on this permission.

h. Do not represent that a relative, neighbor and/or friend supports or opposes the Plains & Eastern Clean Line Project.

i. Do not suggest that any person should be ashamed of or embarrassed by his or her opposition to the Plains & Eastern Clean Line Project or that such opposition is inappropriate.

j. Do not argue with property owners about the merits of the Plains & Eastern Clean Line Project.

k. Do not suggest that an offer is “take it or leave it.”

l. Do not threaten to call law enforcement officers.

m. Avoid discussing a property owner’s failure to note an existing easement when purchasing the property and other comments about the property owner’s acquisition of the property.

### **3. All communications and interactions with property owners and occupants must respect the privacy of property owners and other persons.**

a. Discussions with property owners and occupants are to remain confidential.

b. Do not discuss your negotiations or interactions with other property owners or other persons unaffiliated from Plains and Eastern Clean Line LLC.

c. Do not ask relatives, neighbors and/or friends to influence the property owner or any other person.