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DEPARTMENT OF PUBLIC UTILITIES

DPU 09-01-A

CONTINUED PUBLIC EVIDENTIARY HEARING, held at the Department of Public Utilities, One South Station, Boston, Massachusetts, on Friday, May 15, 2009, commencing at 9:02 a.m., concerning:

FITCHBURG GAS AND ELECTRIC LIGHT COMPANY

SITTING: Laura Koepnick, Hearing Officer
Joan Foster Evans, Hearing Officer
Barry Perlmutter, Director, Electric Power Division
Ghebre Daniel, Assistant Director, Electric Power Division
Shashi Parekh, Analyst
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May 15, 2009 9:02 a.m.

P R O C E E D I N G S

MS. KOEPNICK: Let's go on the record. Good morning. This is day five of the evidentiary hearing in the matter captioned DPU 09-01-A, an investigation by the Department on its own motion into the preparation and response of Fitchburg Gas and Electric Light Company, doing business as Unitil, to the December 12th, 2008 winter storm, pursuant to General Laws Chapter 164, Sections 76 and 1E.

I'm Laura Koepnick. I'm one of the hearing officers assigned to this case. With me on the bench are Joan Foster Evans, also a hearing officer in this case; Barry Perlmutter, director of Electric Power; Don Nelson, analyst with Electric Power; Ghebre Daniel, assistant director of Electric Power; and Shashi Parekh, analyst with Electric Power.

Would counsel for the company please note their appearance for the record.

MR. MUELLER: Good morning. On behalf of Fitchburg Gas and Electric Light Company, Scott Mueller and Meabh Purcell, of Dewey & LeBoeuf. With

us is Gary Epler, chief regulatory counsel for Unitil.

MS. KOEPNICK: Would counsel for the Attorney General introduce themselves.

MR. STETSON: On behalf of the Attorney General, Martha Coakley, my name is James W. Stetson. With me today are Assistant Attorney Generals Tackey Chan and Sandra Callahan Merrick, and also analyst Fred Plett is at the table with us as well.

MS. KOEPNICK: Thank you.

MR. STETSON: Do you mind if I continue without my jacket on?

MS. KOEPNICK: I'm fine with that.

MR. MUELLER: Objection.

MS. KOEPNICK: We're continuing today with the Attorney General's cross-examination of Mr. Bob Yardley. I remind the witness that he is under oath.

Is the Attorney General ready to proceed?

MR. STETSON: She is.

MS. KOEPNICK: Let's continue, then.

ROBERT C. YARDLEY, JR., Previously Sworn

CONTINUED CROSS-EXAMINATION

BY MR. STETSON:

Q. Good morning, Mr. Yardley.

A. Good morning.

Q. We left off yesterday and we had a colorized version of an attachment spreadsheet denoted as the Action Plan Summary, that I asked you to take a look at. Did you have a chance to review that?

A. I did.

Q. In the far left-hand column, it sets out items under the term Recommendation. Do you recognize these recommendations?

A. Yes, I do.

Q. And do they essentially follow the recommendations that you set out in your self-assessment report?

A. In general, they do.

Q. Could you tell me what you mean by "in general"?

A. I think for spreadsheet purposes they've been reduced in some cases to bulleted items. I'm assuming that the plan will be developed to capture the essence of the recommendation and everything

that went into it.

Q. To the left of the column that says Recommendation there's a P column and then an R-with-a-number column. Do you see those as the numbers of the recommendations that we're dealing with?

A. The recommendation number appears to follow -- I didn't check, but I believe it follows the orders and numbers of the recommendations.

Q. Do you recognize what that first column might be?

A. I did try to decipher that last evening. I do not know what that refers to.

Q. We'll save that for the sponsoring witness.

What I'm looking to use this for is to get, in a little bit of a shorthand way, an idea of what your expectations were with respect to the company taking steps to achieve your recommendations. So I'd like to go down this sheet and maybe look to glean from you those steps and kind of the end game for the company that accompanied your -- or that was the background for your establishing certain recommendations.

A. Certainly, with respect to the background I

can comment. I haven't prepared or I'm not involved in the implementation. So, you know, that would be more opinion, really.

Q. But you did have expectations as to what the company should do to respond to your recommendations. Is that fair to say?

A. I think the report is pretty clear. That's true.

Q. Just before we do go down that road: This exhibit does have columns that indicate status, and that seems to be some indication of where the company is on responding to the recommendations that you've made. The executive, or EXEC, sponsor, do you recognize those individuals as ones that would have responsibility for overseeing the implementation of your recommendation, of that particular recommendation?

A. I didn't go through this recommendation by recommendation. But in general these are executives at Unitil. Typically, when you're engaging in an effort like this, you would designate an executive to keep track of individual work plans.

Q. Beside the status there's a COMP date. Does that appear to be the company's -- some

indication of at least an estimated completion date?

A. Yes, and it seems to correspond with the timeline that appears to the right. But that would be my interpretation.

Q. We see in the blue vertical cells, particularly the third one from the left -- there's general categories under which the recommendations are then set forth. Are these the general areas that are also found in your assessment report, particularly as you get, not to the executive summary, but you get into the report itself?

A. Right, although --

Q. If you look at the table of contents, there's similar general topics under which the recommendations fall.

A. Yes, with the exception of the final topic, which is expressed as general, it seems to correspond with the chapter --

Q. And you would call these chapters in your self-assessment report?

A. I use "chapters" and "sections" interchangeably. But that last one seems to correspond to storm readiness.

Q. Let me ask you: With regard to the first

topic or chapter there, preparation and crew mobilization: Could you tell me what your expectation was for the company for them to achieve your recommendations? I believe here it's combined -- there are two recommendations: No. 1, recruitment of crews; and No. 2, storm rooms.

A. I'm not sure of your question. What are you asking me?

Q. What do you expect the company to do to fulfill and to respond to your Recommendations Nos. 1 and 2?

A. I expect them to develop a work plan that addresses not only what's in the recommendation but the background that's provided. You know, a typical work plan -- and as I think I said yesterday, it takes a while to put one together. Teams will be formed. I would assume there are teams that have been assigned one or both of these recommendations. That team would look at the report, reflect on their recommendations, look outside the company for experience -- in this case, we know Mr. Francazio has considerable experience at Grid -- and anything else that I think might not have been included in the recommendation. And then we work backwards

from, okay, here is where we want to be -- how I like to approach projects -- but start with where you want to end up and work backwards to develop a work plan that you're confident will get you there.

Q. Where is it you want to be as regards Recommendations 1 and 2?

A. I want to be able to walk into the CEO's office, and if he asks me, "Are we going to be prepared to get the crews we need when the next storm hits of this magnitude," I want to be able to say yes. And when he asks me the follow-up questions, I want to be prepared and show him exactly how that objective will be met.

Q. What about the storm room?

A. What's the question? I'm sorry.

Q. What's the end, where we want to be with respect to responding to your storm rooms?

A. In this case, this is based on my visit to the storm room after the storm. And just looking at the environment -- it was in an open area -- I'd like to see the people that are working in the storm room have more security, more of a closed environment. They've got, I think, an ideal room in the facility that could be used as a storm room. It

has lots of walls, lots of space. It's quite a large room and could accommodate easily 15 to 20 people working under those conditions.

Q. You sat through the testimony so far in this case. Does it appear that the company has actually achieved some part of the -- I guess they've identified the Column 5, subprocesses. Have you heard that the company's achieved some of those items that are set out in subprocesses?

A. In listening to testimony and what I've heard, I know they've made progress on several of these.

Q. You're looking for them to achieve -- to evaluate the value of joining EEI and their mutual aid, and we've learned that they've actually joined EEI's mutual-aid group. Is that an accurate statement?

A. That's my understanding from listening to Mr. Francazio.

Q. So they've achieved that part of that recommendation, would you say?

A. Yes.

Q. And securing standby services, I believe there was testimony that they have signed

contracts --

A. I did hear that as well.

Q. -- with additional contractors for standby services?

A. That's my understanding.

Q. I don't recall hearing any testimony with regard to storm rooms. Do you?

A. I do not recall.

Q. Moving on to the second kind of over -- chapter or topic. Damage Assessment: Do you see that as the second section set out?

A. I do.

Q. And there's two recommendations there: Damage Assessment Staff and Training, No. 3; and No. 4, Damage Assessment Forms and Compilations. Again, I ask you: With regard to damage assessment, where did you want the company to be once they've responded to your recommendations under those two items?

A. With respect to staffing and training -- and I think at least the staffing aspect seems to be underway -- I would expect them to start internally, identify potential people that are capable of performing damage assessment; recognize that some of

these same individuals might be more productively applied to another part of the restoration effort, sort of subtract them if they're really not going to be available for damage assessment; and then determine at the end of that, you know, "Do we have enough trained damage assessors?" I think using this past storm is a good benchmark, hopefully.

And then I would expect them to, if it is not, then they need to come up with a way to get secure resources from outside the company to perform damage assessment. I think there was some discussion of that yesterday.

Q. So the thrust of that recommendation is the company should be prepared to put more people in the field to do damage assessment when it's called upon?

A. And adequately trained people.

Q. Now, as to No. 2, Damage-Assessment Forms and Compilations: Could you give me your thoughts on where the company should go to satisfy that recommendation?

A. Yes. This is the first of several recommendations that touch on systems and information flows.

Let me tell you what I know has occurred

so far. In January, when they were looking st the status of their system, they performed damage assessment at that time. And it's my understanding that they adopted some of the forms that they had seen that Grid use and tested them in the field for that exercise. So there's a sort of very basic, you know, "Does this form really capture the information we need?"

As you can imagine, that's not a big project, to sort of look at the form: "Wait, wait, this other form is better than the one we're using. Let's try it and see how it works on our system." So that process is underway.

Converting all of the damage assessment into intelligence requires a much more thoughtful approach from the people that are performing the damage assessment, the people that are relying on the damage assessment to perform their tasks, people that are communicating the results of that damage assessment, making sure that they're getting the information that they think customers and public officials will want.

You know, that's a more challenging aspect, so I would imagine that would take more time

to really address.

Q. But the end point of that is that they have a form that they can utilize and then draw up compilations that eventually becomes the damage assessment?

A. Yes. It results in better information, and in a form that you don't have to have people working all night long. I mean, they probably will be working all night long even in future storms -- but so that when they are working all night long, they have got the information that's in as good a form, it's sortable in different ways. However they anticipate they might use that information, they've got the tool to make their work as efficient as possible.

Q. Now, Mr. Yardley, moving on: I like dealing with these chapters. There's only eight of them, as opposed to 28.

But Power Restoration, you've got three recommendations under that topic area. Again, I'm going to ask you, with regard to No. 5, Storm Room Staffing, maybe referring to the subprocesses as a bit of an outline, to use as a bit of a guide: Could you tell me where you expect the company to be

once it's responded to your recommendation?

A. I guess I would expect that the company would have thought through -- and there's been certainly plenty of debriefing within the company -- what happened in the storm room, what worked, what didn't work. I think as a general principle -- and maybe a personal bias -- sort of pushing work down, getting people engaged as much as possible, so that the person and people at the top are really focusing on what they should be focusing on -- you know, what's best for the overall effort.

So I think it's appropriate, after having gone through the storm, to sit back and look at that and really come up with a more strategic sort of approach: "What's our organizational response?" This applies to any organization. But that would be what I expect.

Q. Is this group, these three recommendations, are these in a sense looking for the company to reevaluate its emergency response plan?

A. In the column -- I took note last night of these three columns that are highlighted in -- I don't know if that's chartreuse, lime, and -- I think you can identify the three columns I'm

referring to. One is titled IT, one Training, and one ERP. So you can see appropriately that these would have an impact on the ERP.

Q. Now, with respect to No. 6 in particular right now, Restoration Processes and Reporting: Where do you see the company being when it responds adequately to that recommendation?

A. I would expect them to address this from both an operational standpoint and a communications standpoint, so that --

You have to make sure the operational people have what they need. That's No. 1. To the extent you can use some of that data to serve as a dual purpose of communication, that's a positive, and it should be generated sort of automatically based on reliable information at that time, so everybody is working from the same data set, and then you're able to communicate information that's also of interest and of legitimate concern to people you're communicating with, whatever group that might be.

Q. So, in effect, you're urging the company to improve its data-collection and-reporting processes, with the emphasis on reducing reliance on

paper-based information flows?

A. I would like to see everybody that's working on the storm -- and they're working 16 hours a day at least -- I'd like to see them be able to have the information they need at their hands, so that they can really focus on what they're very good at.

Q. To achieve your goal in this recommendation, would it be necessary for the company to invest in an outage-management system?

A. That's a separate recommendation. But I believe the outage-management system will help with some of the efficiencies in this area.

Q. Now, No. 7 is Field Communications. Could you elaborate on your recommendation there?

A. Well, there was an issue that came up because of the loss of electric power that radio and cell towers had in 24 hours a backup at the facility. So, you know, you would -- so if there is a problem and you can't communicate, there needs to be some process in place either to modify the backup provisions or make sure they're refueled constantly or a couple of times a day, and the company may have done that, actually.

So in this case they were relying on cell phones. In many cases the cell phones weren't working, personal cell phones. So I just think it's an area the company should look at and say, "Okay, let's just ask everything we can. Is there anything else that we could do in case we have this event which knocks out communications and the electric system?" I just think it's a prudent thing to do.

Q. Do you have an opinion as to what they should do to implement this recommendation that broadens their communications options?

A. No. This is where the consultant stops at the water.

Q. But you're asking them to look into it and consider it and do what they feel is reasonably prudent to make it work better the next time?

A. Yes, if there are things that can be done, they should certainly look at them.

Q. The next topic is outage tracking. Again, I ask you: Where do you see the company being once they've responded to your recommendation here?

A. As you can tell by the timeline, this is kind of a staged effort. The first thing is, this is a system that will be required from the outside.

You have to define your requirements, issue the RFP, evaluate the RFP, finalize the contract.

The OMS works because it integrates with existing systems. The GIS in particular is particularly important. The vendor is going to need to work with Unitil's GIS folks to integrate that system, and that process would be repeated for any other system that OMS interties with.

So I would see -- I really am not familiar at all with the implementation plan here. But I would imagine that they would sort of look at this phased effort and prioritize, you know: "This is what we'd like to get done by November." They're not going to get everything done, but they will be much better prepared by taking certain actions earlier, rather than saying, "No, we're not going to roll out anything until the whole thing is perfect." I don't think that's the appropriate approach in these circumstances.

Q. You somewhat refer to the far-right columns, with the title at the top being Time Line. The yellow bars seem to indicate and correspond to the completion date of July 2010. Is that what you're referring to, the yellow sections that kind

of go out until July of 2010?

A. Yes. This actually looks like it might be June of 2010. But that's my interpretation of the yellow.

Q. I think you may be right. Maybe it's the end of June. Anyway, I just wanted to note that for the record, that there is a section called Time Line.

One of the processes is Train Resources to operate and Maintain The System, as well as to Develop a Project Team for OMS Implementation. Do you see that recommendation as suggesting the company obtain and implement an OMS system?

A. I'm sorry, could you repeat the question?

Q. Do you see the recommendation as strongly suggesting the company implement an OMS system?

A. Combined with the balance of the report, I would expect them to implement an OMS system.

Q. Do you know if there's been any steps taken in that direction at this point?

A. I believe they've issued an RFP. I don't know what the status of responses is or time lines or anything.

Q. I understand. Moving on to Logistics

Support, which is the next area, and there's two recommendations under Logistics Support. Again, could you tell me where you expect the company to be once they've responded to your recommendations, particularly as regards to No. 9, Logistics Support, and No. 10, Inventory Management and Stockrooms?

A. With respect to No. 9, I would expect that the company will be able to manage and support a very large number of crews, that they won't have to rely on -- they won't have to rely on another utility. But they will be relying on vendors. There are vendors that provide a lot of these services. I think Base Logistics is one. I don't know if that's come up in the record yet.

So they need to -- they're not going to hire 500 people to sit around and wait for the storm. I shouldn't use 500. I should say 50 or something; that's more reasonable. So this is a case where outsourcing to meet the peak probably would make sense.

So, from that perspective, if that's correct, then you go back and say, "Does anybody provide this? What are their capabilities? Do they do it for other utilities? Who do they do it for?

What type of storms have they worked on? What do those utilities think of their performance?" You know, due diligence to make sure that you've identified the best people and have the contracts in place.

Q. Now, you reference the fact that logistics support is something that vendors do provide?

A. Certain aspects of it. So I'm thinking in particular of setting up another staging area. You mean, you need a supply. You need to be able to distribute supplies to crews at that staging area. You need to be able to fuel trucks. You need to be able to feed people, provide them with food when they come in. There's a whole series of things that will require, as I understand -- you know, setting up tents -- to make it a professional work environment under potentially hazardous working conditions.

Q. I believe the record indicates -- there's an indication that at one point there were as many as 290 crews working within their service territory. Does your recommendation go to that extent, that they should prepare to accommodate and perform the logistics for a crew range in the 200 to 300 range?

A. The recommendation reads, "Develop an approach that will enable Unitil to manage the number of crews that were required to respond to the 2008 ice storm." I assume that's at least 300. I would expect that it's a scalable approach. I would expect the company not to design a system for 300. I would expect them to design a scalable approach, so in fact there's no absolute limit on the number of crews -- I mean, within reason -- in terms of from a management perspective; and then a safety perspective, 1,000 crews driving around at the same time.

Q. And that would also apply to inventory management and stockroom support?

A. I don't know that they would rely on outside contractors for this. This may be possible to achieve through the second-job approach.

Q. Could you give me a little bit of background: Install a Backup Generator in Stockrooms?

A. I believe at least one of the facilities -- I don't recall which one -- and the company can correct me; obviously they know for certain -- that one of them was not, at least at the beginning of

the storm, when it first hit, attached to a backup generator.

So each of the facilities has backup generation capability, but the backup generation is intended for emergency purposes. I'm not certain that -- I know, for example, in Hampton, it doesn't light up the whole building, but it lights up the important areas that are needed to keep the company functioning during an outage.

Q. And that didn't include the stockroom?

A. I believe in one of the cases it didn't include the stockroom, but I'm going from memory here.

Q. Thank you. Moving on: We've got a significant number here under Customer Communications, Recommendations 11, 12, 13, 14, 15, and 16. Could you at least summarize what you expect the company to be once it responds to the recommendations that you set out here under the topic Customer Communication?

A. This covers a wide range of subtasks, so I'm just taking a moment to summarize in a way --

Q. Take your time. This is a very important area --

A. -- to move things along.

Q. -- that we would appreciate your insight into.

(Pause.)

A. These recommendations cover sort of the gamut from -- I'm going to work backwards -- making sure you have enough capacity to handle the call volume, making sure that you have people that are trained and able to respond to customers as well as they can and that they have appropriate screens in front of them, to the messaging -- you know, consistent messaging based on current information. I think there's been plenty on the record that indicates that the information can be improved in terms of what the call-center representatives have. And the outage-management system has the potential to address some of these areas.

So it's making sure people have the information they need and want and making sure the capacity is there and the adequate training and staffing is available. But even that -- I know we're focusing on recommendation by recommendation. But this recommendation is tied to really -- there's another key aspect, which is demand-side management.

You know, more effective communications on the public communications will help decrease the call volume and help decrease the length of the calls. So sort of in the abstract, looking at the call center and doing a study of how many lines do I need and how many CSRs do I need is really missing a big part of the equation.

Q. And that would be what?

A. That would be -- well, if you think about the type of questions people had when they got through to a call-center representative. You know, "I live on Salem Street. When do you think you're going to get to my area? I know it's a big storm, but it's been six days. What are your plans?" People want to know --

As it lengthens, they want to know more. They just want more information. I'm not suggesting these are unreasonable questions at all. So some of that may be accomplished through more broadcast messaging by the company, to say, "Look, here is what we're doing. Here's our approach. Here's how we do restoration." I think one of the recommendations at some point, maybe in the public communications, talks about communicating with

customers about what restoration -- sort of how it works, so a layman can understand. It's not rocket science. There are certainly many technical terms we've heard in the hearing. But the customers -- people are reasonably intelligent, and they can understand messaging from the company that describes the process.

Q. The final recommendation deals with estimated billing. Could you give us what you perceive as the end game for an estimated-billing recommendation? Where do you expect the company to be once it's responded to your recommendation?

A. This really isn't a technical recommendation. I mean, we've all dealt with estimated billing for many years. There's no perfect solution. It's complicated. You cannot explain estimated billing to a customer and expect them to understand how it's done, I don't think.

This is more, you know, take a timeout before you send out the estimated bill and say, "Okay, you know, forget the technical aspects of it. But just from a customer needs and expectations, how are we going to communicate that?" -- without getting into well, it's based on three months from

last year and we assume the average weather. Half of us can barely understand that.

Q. Before we leave the customer communication, is it fair to say we've heard a fair amount of comment from the company regarding its response to these recommendations in the testimony at these hearings? They seem to have increased lines, which is one of the subtopics. They seem to be evaluating, you know, call-center staffing and training.

A. Right. And the overflow is critical. I mean, that takes some of the pressure off coming up with the right number of lines and the right number of staff available at all times. Obviously you want to do those things, but, you know, for reliability purposes, the overflow takes some of the pressure off having decided that 137 lines, whatever, is enough and it should have been 142. You don't really know until you're into an event. That's why I mentioned the demand-side aspect of it as well.

Q. You're talking about the overflow is something that they could get a vendor to be there in case they needed such support. Is that indeed the case?

A. Right. I think Mr. Lambert testified that they may already have executed a contract with an overflow provider. There was a question about, "Well, how much did it cost?" And he said, "Well, nothing until they answer the first phone call," I think, or something to that effect. So there are vendors that provide this service.

Q. Now, in the timeline, opposite the No. 15, which is the subprocess that's identified as Increase Lines, there's a green dot -- cell filled in with green. Does that seem to indicate in your mind that that subprocess has been responded to, or that part of the recommendation's been responded to?

A. I suppose it does. It might be better to ask the person that colored in that particular box.

Q. That colored in that dot.

The next topic is Public Communication. That starts on the bottom of Page 1 of 2 and carries over to Page 2 of 2. Do you see that?

A. I do.

Q. Again, this has a multitude of recommendations that relate to it: 17, 18, 19, 20, 21, and 22. Might you be able to summarize what your recommendations are with respect to this topic?

And could you include in there what you see as where the company is once it responds to your recommendations?

A. I'm trying to think of the best way to capture this information. I guess what I would say is that the public communications, or communications in general -- not just at a utility, but at any organization -- they are really challenging. You've got a lot of people interacting, for example, with people on the outside. You don't want to dictate, "This is the message, this is what we want to communicate," but you want to make sure everybody has the information they need to express themselves in an intelligent and informed way, in their own words and with their own style. So there's an informational aspect of it in terms of reliable -- one of the recommendations is reliable, consistent recommendations.

And then you need an effective way to identify what the best media are and how to communicate with those media efficiently. So when you think of, in the case of a storm -- many of the people you might interact with have the leverage to then help bring a consistent message to their

constituents. So a public official, for example: As a leader of the community, they want to be in a position where they have enough intelligence -- and even if it's not the specific answer to "When's my power on Salem Street," because I don't know if it ever will be that -- but they have enough intelligence to sort of say, "Okay, I understand what the company is doing. Here's what they're doing. I understand you may not like the answer" -- similar to what our call-center representatives might have said -- not "ours," but Unitil's.

So there's that aspect of it. That's why it lists traditional and nontraditional communications. Personally, I don't Twitter, but I understand many people do.

And then even before those communications take place in the heat of a storm, you would conduct, as I mentioned previously, you know, customer education on the restoration process. It could be bill inserts. I think it should be at least a link on the Web page that does that.

And then sort of organizing this effort, which is really challenging, because you've got so many people. The communications needs in this storm

and any storm that will be like this are going to be vast. It's not just the media. It's from all directions at all times, and I think the company described its response as being reactive.

So the thrust of these -- it will always be reactive in the heat of the storm, but if there are some proactive things that it can do as the storm advances, so throughout the year, to sort of set that up, then it will be as proactive as it can be during the storm itself.

Q. Now, the first item under 17 is Develop a Methodology Whereas All Communications Emanate From a Single Operations Source. Could you elaborate on that as a recommendation, whether or not the company seems to be, from the testimony you've heard, moving in that direction?

A. Are you relying on the table or the recommendation itself?

Q. I'm actually reading from the Subprocesses column, for No. 17. Is that a fair description --

MR. NELSON: The bottom of Page 1, if I might interrupt. This is the bottom of Page 1?

MR. STETSON: Yes, it is. Thank you. Sorry about that.

A. Yes, I've read what this says. What's your question?

Q. Is that a fair representation of your Recommendation 17? And if so, have you heard from the testimony in this proceeding whether or not the company seems to be moving in that direction?

A. This is a case where I would say, you know, putting things down on this sort of chart without repeating the entire recommendation, I'm not sure it really captures the recommendation.

Q. Could I ask you, then, what your Recommendation 17 -- what you see as the crux of your Recommendation 17? If you might just summarize it for us.

A. I think the company will have more sources of information at the end of this. It will have the OMS, other sources of information. I wasn't referring to a specific individual. But Unitil as an organization should have an integrated sort of database decision-support system and communications system that supports decisions and helps satisfy communications objectives. I'm not thinking of it as a single operations source. I think the data will come from many places and that it's the system

supports all the needs that the operational and communications people have.

Q. No. 18, just again quickly: The subprocesses are identified, and 18 is on the second Page of 2: Define a Communication Protocol For Each of Unitil's Constituencies. Does that accurately describe the crux of at least part of Recommendation 18? And if so, what would you mean by "communication protocol" and what are the constituencies that they're referring to there?

A. I think this does accurately represent the recommendation.

A protocol is a sort of, an understanding -- when there's more than one person involved in performing a task, what a protocol does is, it sort of establishes the boundaries and who's responsible for what, so that if I'm Person X, I know my role, and I also know what I'm expecting to receive from Person Y and what I'm expected to deliver to Person Z. So the protocol lays that out. In this case, it's not all people within the company; it's constituencies beyond the company.

So if there's a protocol, just using public officials as an example: Public officials

want the ability to learn what's going on. So one approach to that is having prescheduled conference calls, so that the public officials know when the call is going to be held, they know the agenda. There would be, I assume, a generic agenda -- status, what's next, how do things look, what concerns are we hearing from the community -- and that the public officials would have had an opportunity to present their insights from working with the communities they serve and that there would be some expected outcome, so that everybody knows, "This is how it's going to have to work. I don't have to call the company. There's a call at 4:00 o'clock this afternoon. This can wait. It's not a public-safety issue. I'll raise it on the conference call." Then you get the benefit of everyone hearing it.

Q. As an aside, would you expect that this kind of exercise might be part of a live drill at some point?

A. Yes, this would be part of a drill.

Q. Or the subject of a drill at some point, in advance of the actual need to perform these in the aftermath of a storm that shut off power to that

area?

A. I'm sorry, when you said "aftermath," I got distracted.

Q. Would you expect that these kind of exercises should be part of a drill that would be in advance of any actual episode where they need to play out?

A. Yeah, I mean, I think you conduct a drill. You have the event. After the event you go back and say, "How did it work for you? Was this a good process? What do we need to change?" I think it's a process, and you do that storm after storm and you figure it out.

Q. I'm going to jump down a little bit to Recommendation 21, Customer Education on Restoration Process. What were you anticipating with respect to the subprocess here, Develop Customer Education Material on Unitil's Restoration Process. What would you expect that to be and in what form?

A. I would expect the company to take certain aspects of the plan that appear to be the most confusing to customers, or ones that would be helpful for customers to understand -- so I'll just use one example, and that would be the

prioritization of repairs.

You know, most of us are not familiar with how the distribution system works. It's not organized by town boundaries or streets, even. And the notion of primary lines and secondary lines, these are all concepts that are not familiar to the average consumer.

So in communicating to them, I would expect that some plain language be used, some diagrams -- again, you know, treating customers as reasonably intelligent people. And that it may go into the prioritization issue: "This is how we prioritize. This is why we do it this way. This is why you may see a truck on your street and then leave before your service is restored." I know there were at least a couple of examples in another state where people were trying to block the trucks in on their street and not let them leave. There's no need for that to happen.

So I think the company can do some things proactively. How they communicate it -- you know, bill inserts could be part of it. Not everybody reads their bill inserts, so there could be other public ways to communicate this type of

information.

Q. Moving on to the final, general topic: Would you feel this is better described as Storm Readiness?

A. That's how I've titled that section.

Q. Again, there's six recommendations under this topic heading. Could you give us a brief description of what your recommendations are and where you expect the company to be once it's responded to your recommendation?

A. I think there's actually quite a bit more detail, particularly in the -- as related to the plan itself, in the report, the self-assessment report on Page vii. This really clearly defines, I believe, what I would expect them to do. You know, I would expect that there would be some conversations between the company and the municipal officials, particularly the emergency first responders, the police and fire departments, so that they're comfortable in terms of how they will interact with the plan. So that's in general what I would say with respect to that one.

In terms of the updates, again, I think, irrespective of this regulatory proceeding, there

would have been, if this proceeding had never been held, significant revisions to the plan to respond to the experience during the storm. There may be other experiences like that in the future. I would expect them to continually look at the plan and implement any changes that needed to be made.

Mock drills I think we've discussed previously.

Q. Could I just draw your attention to what is the subprocess Conduct Drills Annually. Could those be described as fully active drills, as opposed to tabletop drills? Are you recommending that they do actual live drills annually, as opposed to tabletop drills?

A. That may be better directed at Mr. Francazio, because -- my understanding of, when he was describing the tabletop, was it was as close to a simulation of an actual event -- you're not going to have an actual event. You're not going to take one of your substations down and see how everybody responds.

My interpretation of what he said was that it's going to involve people outside the company, it's going to be as active -- I think he

said at one point that the people involved in the drill don't even know what the scenario is when the drill begins. I'm not even sure if they know a drill is being conducted that day. So I interpreted that to be pretty comprehensive.

Q. In regard to what you're recommending as annual drills, is that the type of annual drills that you're recommending to the company that they perform?

A. Yes, and it also, I would expect it to include -- I think a lot more interaction with the communities is appropriate around the plan in general. So the drill is not in isolation. We don't talk to the communities and then show up and say, "Oh, we're having a drill in an hour. Do you think you can participate?" I would expect there's a lot of communication well in advance of the drill, so we're not really testing things for the first time, the company has already reflected feedback from the municipals before they get to the drill, the actual drill.

Q. And the final item, Tree-Trimming Policy: Could you describe to us what you mean by Revisit the Trim Cycle? And is that a fair description of

your recommendation under No. 28?

A. No.

Q. Could you tell me what would be a fair representation of your recommendation?

A. Okay, tree-trimming: Tree-trimming, it sounds simple: Tree-trimming. We have to do tree-trimming every four years on this, every three years on this, and off we go.

Tree-trimming is one of the most complicated things that a company does on behalf of its customers. It really involves -- they're making a judgment with respect to several objectives on behalf of the customer. They're making judgments about rate impacts, how important is reliability, that next increment of reliability improvement relative to the cost to achieve that next increment. They're reflecting esthetics, what the customers want. Storm hardening would be another objective.

So there are many objectives. And it's not that the -- the company may have perfect cycles, and I know they've underspent in terms of being able to meet those cycles, but they've also been able to achieve their reliability. I'm not convinced one way or another, and I didn't spend months, which is

really almost what's required in this area, to sort of try to figure all of that out.

But what I do think is, at the end of the day, that customers -- and this is what the recommendation really goes to -- is that communities and customers have a window into how those various objectives contributed to the tree-trimming policy. The customer's not really I don't think, interested in whether it should be six years or seven years, because it's as much art as science.

But I think that it's important that customers have an understanding of, okay, this is the background policy, these are the objectives, and this is how the company has weighed those various objectives, and that's a reasonable thing to do. I wouldn't expect that you'd be explaining to each customer, but certainly the groups that represent customers -- the Attorney General, the Department, public officials, certainly the tree wardens would be involved. But I would expect that the company would work with them to have a discussion about tree-trimming.

Tree-trimming is not an us-versus-you issue. It's, you know, how can we incorporate your

objectives as well and come up with a policy that makes sense? But I'm not suggesting the current policy doesn't make sense. The recommendation goes to communication of the policy to the communities and customers.

Q. Drawing your attention to the timeline as it relates to the Storm Readiness section, Public Communications section, and the Customer Communications section: All three of those sections, the timeline seems to indicate that those recommendations will be responded to and implemented on or before November of 2009. Is that your reading of the spreadsheet?

A. That's my interpretation, yes.

Q. Would that be consistent with your -- with the timeline that you had in mind when you made these recommendations?

A. I think actually the response may get to some of this. There was a data-request response that went to this, sponsored by Mr. Francazio.

Q. I'm asking if you had a timeline with respect to your -- when you made your recommendations, as to where they should be, you know, by a time certain.

A. I would expect the company to be as ready as possible for an event, first. That would be my first priority. That would not be --

Q. Are you talking about tomorrow or next week?

A. I think if there was an event tomorrow, they'd be a lot -- I think you'd be hopefully surprised by how ready they may be.

I would want them to focus on those aspects, and if there were other aspects that are sort of "We have to have them sometime but we're still able to respond" -- so, for example, I know they've done some work on the damage-assessment process. You know, they could roll out a new process now on damage assessment. Obviously, the training they would be behind on; but I think they'd be quickly ready for that. That's just my sense.

I would not want them to get everything perfect.

Q. You wouldn't want them or you wouldn't expect them?

A. I wouldn't want them to get everything perfect if it meant or in any way impeded their ability to be ready for a storm quickly. So that

would be my -- if asked, that would be -- if somebody came to me and said, "We've got these conflicting priorities. How should we resolve them?" that would be how I would respond. I think that's consistent with what Mr. Francazio said.

Q. And that's consistent with your expectations when you developed the recommendations in this report?

A. Yeah, I mean, I'm not the expectations-setter, so I'm not that authoritative figure that that implies. So I can't really --

Q. Who should be the expectations-setter?

A. The CEO should be the expectations-setter. This is a major impact, potentially impacting on the company.

Q. So with respect to the -- that should fall as well to, say, the COO as well?

A. I think it starts with the CEO.

Q. CEO.

A. Yes. They may delegate certain aspects of it to the COO, the CIO, to Mr. Francazio. But at the end of the day, you know, it can't be a three-headed committee. Somebody's got to be there pushing each of them -- "What are we doing? Are we

on schedule? What's scheduled next?" -- in a fairly aggressive manner.

Q. When you take all of your recommendations as a group, what are your expectations with respect to the company and where it should be once they've implemented -- and I use that term because that's the term the company has stated it would do -- once the company has implemented your recommendations? I'd just ask you to focus on storm restoration. Where should they be?

A. I would expect that they would work just as hard as they did in this prior storm, that they would have the resources that they need to perform the job, that they would have the tools and information that they need to be as efficient as they possibly can be.

I would expect that there will continue to be issues, individual issues that come up, because, you know, as a massive logistical exercise, it's not going to go perfectly, so there will continue to be those.

I would expect that they will proceed along the path that other utilities have: first storm, wake-up call; second storm, much better,

still some things to work on; third storm, made progress on all of those. And then from that point on it would be sort of more minor tweaks, unless there was some event that they really hadn't contemplated in the plan.

So that's what I would expect to see.

Q. So your expectations in part, probably the greatest part, is that we should -- the customers should see an improvement, an overall improvement in their storm restoration time, a reduction in time?

A. I can't conclude that. I can it will be much more efficient. I think communications will be much better. To me, expected restoration time -- you know, the company didn't have accurate information. They were providing the best information that they had, but it wasn't good enough.

So, to me, the disconnect wasn't so much it should have been 12 days instead of 14 days or whatever. To me the issue was more how they communicated the expectations.

Q. So the expectation would be improved efficiencies in the restoration process and communications?

A. You know, I think the recommendations cover the range of just about everything that could contribute to -- there may be others -- that can contribute to a much better overall effort. But ultimately, as it states in the report, you know, the time required -- and I know Mr. Francazio said they tried to sort of sense what it might be -- it really depends on the extent of the damage and the resources you can bring to bear.

Q. But as a result of those efficiencies or increase in efficiencies and increase in communications, would it be reasonable to expect faster restoration times?

A. The restoration times will be different for every storm. There might be --

Q. I'll give you that.

A. Thank you. There might be a storm where, you know, 21 days would be pretty good, if I'm in Kentucky. You know, it's different for every storm.

All things being equal, as economists like to say, I would expect that it will be more efficient and there might be some time savings that result from that. All I'm saying -- and I wouldn't conceive the Department or anyone else would do

this. But to say, "We've decided we'd like every storm restored in seven days," you know, it doesn't reflect the reality on the ground. That wouldn't be an appropriate standard.

But based on what happened, the company should be expected to perform efficiently, communicate effectively, get the resources it needs, many things having been done before the storm hits, and that would certainly increase -- or decrease the restoration time. How much, I think it's impossible to say. Ultimately it comes down to the damage and what's occurred on the system.

Q. Did you include in your report any suggested means of oversight of the implementation of these recommendations?

A. No, I didn't consider that to be within my purview.

Q. Do you have any opinion as to how these might be overseen and how they might be monitored?

A. With respect to the company itself, their internal oversight, I think I indicated the CEO should be, and I believe is, personally involved. The board of directors has also been involved. So I know that it has attention internally. I don't know

if you were referring to external oversight as well.

Q. Either or both, really. As a former regulator, would you have any view, if you were back in the position as Chairman of the Department, how you might look to see that these recommendations were implemented going forward?

A. If I were back at the Department, which I don't expect to happen anytime soon, I would like to see some --

I want to be, since I'm the chairman and I'm getting the phone calls from legislators and from government officials and from the Governor, saying, "What is going on?" and I'm giving my best response, that's not a great position to be in.

So what I would do is I want to make sure -- you know, I'm not the one implementing the plan, but I do want to know what progress is being made, how quickly is it being made, are they going to get there, and I want to be in a position -- because people expect me to comment intelligently, I want to be in a position to do so. So that's how I would approach it.

Q. Might you consider an auditing approach as well, going in and looking at where the company is

with respect to the various recommendations, either maybe participating or overseeing that drill?

(Discussion off the record.)

Q. Participate in a drill as part of an auditing function?

A. Can we start over?

Q. Yes. Would you consider as part of a regulatory oversight performing an audit relative to what recommendations have been carried through on, and maybe even to the point of participating or overseeing the conduct of a drill?

A. As the Department, I would expect that they would be a participant in the drill, because, as we know, they were part of the restoration process. I would not expect the Department to oversee the drill unless for some reason it believes it has specific capability in that area.

I would expect the company to communicate not only with formal means but informal communications, meetings with the Department, other interested parties, to report on their progress, so it's more of a conversation. I get a little nervous when I hear "audit," only because it creates a structure, it extends the timeline. You know, it

just sort of creates this other regulatory proceeding.

I think where we're at right now, my opinion is the company has a lot of work to do. All the planning isn't done today. The Department and other parties care a great deal about that planning. I would think it would be more productive to have more conversational-type meetings: "Here's where we're at. What questions do you have? Is this satisfactory from your perspective? What do we need to do?" I would encourage that approach, as opposed to doing nothing and then six months from now having an audit: "What was done" and so forth. I think it's much more productive for it to be an ongoing dialogue.

Q. If we don't have a storm for the next three, four years, a severe storm, we really wouldn't know what the company has done to respond to these recommendations. Or would we?

A. We would. I mean, you would.

Q. How would that be?

A. That's because you're kind of in the position -- sometimes the Department -- I felt it was in the position of being the board of directors.

There are some issues that are kind of like that. You're not implementing. You don't supervise people directly. But you're an agency, the Attorney General as well, that's in a position of, okay, or of representing the public, "We're going to serve in this role, and here's what we expect from you."

You would expect, the approach I'm suggesting sort of on the fly here, is more meetings, specific progress demonstrated at each meeting. You could transcribe them if you wanted, but more an informal --

Because I think what the Department and what the chairman would want to know is -- there's a comfort level. It's not just was Recommendation 12 implemented as contemplated? But overall, it's a comfort level of will the company be ready for the next storm.

MR. STETSON: May I have just a minute to consult?

MS. KOEPNICK: Sure. Let's go off the record.

(Discussion off the record.)

MS. KOEPNICK: Let's go back on the record.

Q. Mr. Yardley, tell me if I've gone over this. If we did, it was yesterday, anyway. You've been in consultation with the CEO while you progressed through the research and background work that you did to develop your self-assessment and report. Is it your observation that the CEO has committed to implement these recommendations that you set forth in the self-assessment and that he has the backing of his board as well as his management team?

A. Yes. I don't think there's any question in my mind that that's the case. He's got a very good board of directors, or the company has a very good board of directors, in my opinion. They're very engaged. They're experienced people. They ask the right questions -- just basing it on my personal experience, having met with them twice on this matter.

Q. And when you met with them, was that after the report was concluded or written?

A. I met with them twice. I met with them in January, as I think I mentioned yesterday, to set forth the objectives and the scope of the effort to be undertaken. And then I met with them the day

after the report was finalized, the day after it was filed with the Department. And I reviewed the key lessons learned and recommendations.

Q. And it was your sense that they were supportive of the CEO's commitment to implement these recommendations?

A. Unquestionably.

Q. We talked a little bit about how you might oversee the implementation. We talked about internally and externally from a regulatory standpoint. What would your opinion be of a direction to perform a similar self-assessment a year to 18 months from now? Would you think that might -- with the same focus as the current report? Would you feel that might assist implementing?

A. Certainly after the next event, if one occurs within the next 18 months, there should be a self-assessment. There should be a self-assessment after every event. I think, you know, that's appropriate.

Would you do a self-assessment -- you know, call something a self-assessment in 18 months? I would say no. You know, the key question, you know, outside of storm events is: Are we ready? I

would expect that that's a more ongoing, continuous conversation. It's not something you put down and then pick up 18 months from now.

Q. Or it could be something in the way of an event analysis as well.

A. If an event were to occur.

Q. Yes.

A. A real event, not a mock event. A self-assessment is appropriate at this point and would continue to be. I'm fairly certain FPL does self-assessments after every hurricane. There's a company that's had many hurricanes. I think they had three in one month once. So that's a good practice.

MR. STETSON: We have no further questions of the witness at this time.

MS. KOEPNICK: Thank you. Let's take a ten-minute break.

(Recess taken.)

MS. KOEPNICK: Back on the record. We're going to continue with cross-examination from the Bench. Does staff have questions at this time?

BENCH EXAMINATION

BY MR. NELSON:

Q. Mr. Yardley, relative to the communication portion of your report, that deals with communication, do you believe that the company should have had PSAs already developed and preplaced with the communication, like television stations, radio stations, newspapers in that area -- prior to the storm, that they could have just called and said "Run this ad" or "Run this statement"?

A. I believe the PSA that was issued on December 11th before the storm is a template that's used frequently by the company, modified for the potential forecast for the storm. That's a pretty standard issuance, that's issued relatively frequently. I'm not sure that really answered your question, though.

Q. No. Were there other ones, in order to get the communication out there for restoration and responsibilities, of what the customer's responsible for relative to their service and what the utility's responsible for repairing relative to their service?

A. I think it would help -- certainly the electrician example is a very confusing one, prioritization. I think a lot more communication can take place with customers before an event, and

with the media who is reporting, so that they're better informed as well, so that they have a better understanding. That should all take place before the event.

Q. Relative to tree-trimming, you mentioned that there should be more proactive communication in the process of allowing both the citizens and Town officials to understand the intricacies of what goes into setting a tree-trimming policy.

A. The tree wardens are met with regularly. Certainly if there's work that's going to take place in their towns, they're met with before that takes place. But I don't think it's fair to expect the tree warden to carry the communications ball with the rest of the town. Tree wardens tend to be very focused on their area of responsibility. So I think something beyond that would be appropriate, so that the community has an understanding of what the practices are.

Q. Just to make sure I'm clear: When you speak about the communication with the tree warden, that's very specific. What you're talking about is more communication as a separate outreach with Town officials and maybe some of the citizen groups.

A. Yeah, I'm imagining that the conversation with the tree warden is a fairly technical conversation. The issue I see is more of a community-understanding issue. So I wouldn't rely on the tree warden to sort of interpret that and come up with what it all means and then communicate it to the Town officials or even the community. I would say the company would be better served to do that on their own.

Q. Relative to your recommendations and the implementation of the recommendations, the implementation process that you were briefly getting into with Mr. Stetson: You suggested that the Department should be more involved with the development of the final -- the implementation, or are you talking about we should be more involved in discussing the completion of that recommendation?

A. I tried to convey it through the sort of board-of-directors-type approach. I would like to see -- and I think counsel for Attorney General asked me, you know, if I were the chairman, what type of information would I be looking at.

I'd like to be more involved in an understanding perspective, without being burdened by

a lot of new administrative procedures. So I would want to meet with the company on some regular basis -- every other month, whatever it happened to be -- and I would expect them to come in and tell me what they've accomplished, what they have planned between now and the next meeting, and where they were with respect to their overall goals, as well as their current state of readiness for an event.

That would be the type information I would be looking for. I would not want to wait six months -- let me just stop at six months. I would not want to wait until somebody was hired to review it, went in and interviewed the company. Who knows what you get after all that. You get a lot of words. You get a document. Maybe it satisfies some objective. It wouldn't be what I would be looking for.

Q. Would it be fair to say that you would be looking for the information on how they're going to carry out each one of those recommendations and maybe an overview as to some of the things that were considered to implement that recommendation, without all the very minute minutiae?

A. If I were the Department staff, I would be

interested in seeing -- I would want some confidence that Recommendation X was underway and that there was a reasonable plan. You know, you're not able to put yourself kind of in the decisions that were made going into the plan. But I think the plan should be explainable, understandable, so that you would sit back after a meeting and say, "Do they have enough detail? Am I confident that I don't need to worry about this recommendation?" And in other cases you may decide, based on the conversation, which is why I think conversations are better, "I'm not quite as confident on this one, so I'm going to peel back the onion one or two layers and keep going until I'm confident." And the company will learn from that dialogue and be prepared to respond.

Q. You mentioned that after an event they should do a self-assessment and we should be aware there is an event -- could be a small event, where we don't even get into an emergency, very localized for any one of the four major utilities. Do you think there's a cutoff point where they should or shouldn't bring that self-assessment forward, and what would you consider the requirements of that self-assessment that would have to be reported?

What would you -- to be included in that?

A. Let me answer it this way: If I am at the company and it's my responsibility to inform the Department of events, no matter what size, I would not be looking to the order in this proceeding to figure out what my obligations are. I wouldn't be waiting for the Department to call me. I would know, this is something the Department needs to know about, and I would come forth and say, "We've had this event. It turned out to be a minor event, but we lined up 50 crews." I would think it would be appropriate for the company to be more proactive in communicating with the Department.

Q. In your experience relative to speaking with different utilities, different corporations, do you find both smaller companies, such as Unitil, being a small geographic area, to be able to implement recommendations such as these in a more expeditious manner? Or do you find bigger companies or utilities to be able to implement these type recommendations?

A. You know, I can't speak in general terms. I can speak with respect to Unitil, my impressions -- not just on this engagement, but I

was involved in a prior engagement, when I was exposed to a large number of people in the organization.

My impression is that they have -- they're not as burdened by some of the bureaucratic decision-making elements that you see in larger organizations. With larger organizations, you go to the executive floor and everybody's got their own sort of fancy office and their own personal assistant. They're all lined up outside the offices. I don't think that happens quite as much as it used to, in the old days. But they tend to be more bureaucratic, more turf battles: "I want to do this." "Wait, this is in my area." All of those things really detracting from your objective.

My exposure to Unitil has been that there's a relatively large cadre of what I would call managers with significant responsibility that have the ability to act on their own, obviously informing the people that they work for, but there's an appropriate delegation of authority in many respects. And they're young professionals that have considerable experience, but they're ready to be in the role that they're in. They just get things

done. They don't wait for lots of meetings and so forth. Obviously, in some areas you're going to need lots of coordination with respect to this plan.

But that they're attracted to work at Unitil because -- and I think the company has had no trouble attracting people to work there, because the alternative for them, working in a large organization, is that they are sort of stuck in this relatively small, defined role, with not a lot of breadth. Here there's more opportunity for them to develop as managers, because of that.

Q. Thank you, Mr. Yardley.

BY MS. EVANS:

Q. Mr. Yardley, I have a couple of quick questions. Could you turn your attention to your self-assessment at Page 93. That's titled Post-Storm Activities. It's an area we really haven't talked much about in these hearings.

In this section you talk about some various activities that the company is taking after the storm, and I think, from my impression, maybe activities that a company would take after any storm, not just a storm of this magnitude. Could you elaborate on the appropriate activities for a

company to take after a major, a significant storm? And I notice there's no recommendations section on this at all. Can you comment also: In your experience, are these the appropriate activities to be taking? Is the company taking them in an appropriate time frame? You talked a little bit about what the company is doing.

So could you elaborate a little bit on the company's post-storm activities and what would be appropriate for this company to take.

A. For anything that's not a minor event -- the company has had many minor events. They've been able to respond to them. But for anything that rises to the level of, "This was a significant event" -- centralized services were called into play; a lot of coordination both within the company and outside the company -- there should be a fairly rigorous process they go through to make sure they capture from the different people within the organization, and perhaps outside the organization if it's relevant, what their -- not just lessons learned, what they want to change, but, you know, "How could we make this work better?"

I don't think it's one meeting in the

big conference room: "Hey, how did it go?" I think it's a more organized review, designed to make sure that all the relevant information is captured and that the value provided by the information is realized and implemented -- similar in many roles to what's done in this report, but more of an expectation that "This is what's going to happen."

I wouldn't expect, and I would hope that -- the focus should remain on getting power restored and should ignore completely any regulatory review, because what we don't want to happen is people that are making decisions in the storm room or throughout the company to be thinking, "I need to document this. I need to document that. I need to hire staff to keep track of every time I call a municipal official."

You know, I would hope and I would expect that the focus of that review would be how did we perform, what lessons did we learn, how can we do better?

Q. And with your engagement in review of the company, do you feel the company is achieving that goal?

A. Well, I was called on December 19th, in the

middle of the storm. As I responded this morning, I know the company is committed. I don't see this as an issue that sort of goes away: "It came up. We got through the hearings. I don't want to do that again." I don't think that the company itself appreciates how transformative this event will be. I think they have a sense, "Boy, this is going to change our company," but I don't think they really realize yet just how the organization will change and the benefits for everything they do.

Q. To get down at a little lower level here about the types of cleanup activities that a company typically does at the end of a major event: You've talked about patrolling the system. You talked about making permanent repairs. You talked about fly-over of the subtransmission system -- these type of particular activities that a company would take after a major event.

Do you have any recommendations that the company should do any additional of those types of activities after a major event? Or do you view this as adequate, these activities which are listed here?

A. They seemed appropriate. I don't know if someone with more experience might have more to

offer than I do in this particular area. But it's certainly knowing that more repairs could not be permanent at the time, the fact that the company had identified work orders, a process for assessing what needed to be done, estimating the number of crew hours that would be required to complete and a schedule, it seemed appropriate to me.

Q. You said that someone with more information or knowledge about these types of activities might be able to elaborate on that; is that correct?

A. I think they could be more specific than I could be this morning.

Q. So is that why you did not include any recommendations in this area? It wasn't really an area within your specific expertise?

A. I felt like I hadn't spent enough time on post-storm activities, so I wasn't comfortable coming up with recommendations. Had I spent considerably more time on post-storm restorations, I'm confident that I would have had a greater understanding and may have had more to offer, or the company and its self-assessment report may have had more to offer in this area. And also, it's the type of thing you might want to wait a few months and do,

with a greater gap between the end of the storm and the assessment.

BY MR. PAREKH:

Q. Mr. Yardley, I have a couple of questions for my own satisfaction and clarification. I have seen Hurricane Bob damage to infrastructure in the Commonwealth Electric area, and I was also in Maine when there was an ice storm, so I have seen all the infrastructure damage done in Maine.

Out of all these recommendations, I haven't seen any recommendations regarding the infrastructure: how old they are, whether they are old and aging, and it should be looked at on a regular basis, and so forth. What is your opinion on that?

A. I had a brief discussion of that. That is sort of a project that deserves its own scope. I didn't feel, when I was looking at how to scope this particular project, if there was an element that required, you know, much more time to really do adequately -- I felt it was important to really address the organizational issues and accomplish as much as possible that would be helpful immediately to restoring power, is how I prioritized things.

The state of the equipment, there's been tremendous research done on this area. It is certainly appropriate for the Department -- and I think there's a proceeding right now, or I recall there was some proceeding in December, that sort of looked at all the standards and policies and practices of companies in many areas.

But I don't have an opinion one way or the other whether -- I can't render an informed opinion, other than what I've already stated on Page 94. If I can adjust quickly here.

Our counselor is pointing me to a section on Page 94 that talks about retaining an engineering firm to conduct a condition assessment on the subtransmission system. I think your question is broader than that and goes to the distribution system as well. But I don't have an opinion on that.

Q. I only ask you the question because you have attended all the town-hall meetings in Lunenberg and Fitchburg, and so did we. There were a lot of complaints from a lot of the public and the officials and the fire chief and so forth that all the stuff which came down was such an old

infrastructure that Fitchburg Gas and Electric Company probably had not refurbished or improved it for years and years and years.

A. Right.

Q. You said the other day you hear what you want to hear as a consultant.

A. Right.

Q. But I would like to hear as an engineer what the common public is saying in the street about that.

A. And I would say that's probably a conversation that has to take place among engineers and that should be shared with the public. I'm not saying I didn't give great weight to the comments of the public or that that was their impression. I respect that that was their impression.

You know, is it reality, based on public input? I don't think that's particularly informative. But are there people that can look at that underlying issue and ask that question and respond? Yes, there are. Most distribution systems, particularly in urban areas, that are aging -- I mean, this is a common problem throughout the industry. Many facilities are 50 and 60 years

old. I can tell from you my experience, looking at some capital budgeting processes, you know, there's always the question in the mind of the planner, "Do I replace this device before it fails, or is it more efficient, because the consequences of failure are relatively minor, to wait until it does fail?" So those types of conversations are fairly common among planning engineers. So that's the level of dialogue that I would expect would be --

Q. I'm just talking about a lot of line crews who were there, they were reporting aging, old infrastructure to the other people and the public and so forth.

A. I understand there was some anecdotal evidence. I would characterize it as that. As I stated yesterday, I believe, I didn't talk to any line crews. You know, it deserves what weight it should be given. But I'm not in any way not giving -- double negative here. I think the respect -- that that's the opinion of a person who may have talked to a line crew while bringing them a cup of coffee -- I respect that that's their opinion and that impression. I don't think it's sufficient to really move forward on.

BY MR. PERLMUTTER:

Q. I have a few questions for you, Mr. Yardley. First I'm going to start with a very broad question, and that is: Is it fair to characterize the self-assessment report as forward-looking, that is, identifying steps the company should take in the future to better prepare itself for emergency situations in order to improve its response and restoration performance, versus backward-looking, identifying steps the company should have taken prior to the storm to ensure that it would be better prepared?

A. That's correct. I provided some facts to provide a context for the forward-looking review.

Q. And notwithstanding the forward-looking focus of the report, did you in the preparation of the report reach any conclusions whether the company should have taken steps -- should have implemented any of the recommendations previously, in order to ensure that it could have been better prepared to respond to the storm?

A. I formed a general opinion. I don't know if I can answer that with respect to each recommendation.

Q. Maybe your general opinion would be helpful.

A. My general opinion is that, you know, this is a competent company. It did not plan for a storm of this magnitude. The ERP did not reflect that. You know, Standard & Poor's didn't anticipate the mortgage crisis, although they certainly -- you could argue, in hindsight, why didn't they?

But my general impression was, from looking at the other companies, where is Unitil on the learning curve? And not having had the three or four or five significant storms that some of the other companies have had, they're lower on the learning curve.

But this is a significant event, and they're going to make now considerable progress. They're not going to get to FP&L or National Grid after their next storm, but they will be substantially on their way after this storm. That was my general opinion.

Q. One more question along these lines: Based on your experience and expertise in the electric industry, do you believe the Department should have expected the company to be better prepared to

respond to a storm of this magnitude?

A. I think the Department's perspective -- you know, you sat through the hearings five days. You've done a tremendous amount of work on this proceeding. I think, applying hindsight, I think that's a fair question to ask. The Department always hopes, when some event happens, it touches the public, that they get directly involved in -- they're relying on the company to be prepared. You know, I could understand maybe why the company wasn't as prepared, but I would think the Department would expect them to be more prepared. I think that's reasonable.

Q. I'm going to move to a little different issue. This first one might be stating the obvious, but maybe not: But based on the company's review of its performance during the recent storm, do you conclude that the company was unprepared from a resource and process standpoint to respond to a storm as severe the as one in '08 and one that caused so much damage?

A. No. I was really looking forward to what changes could be made. I did not perform a thorough diagnostic of every process. I didn't pursue that

line of inquiry.

Q. So you didn't reach a conclusion whether the company was or was not prepared to respond to this kind of storm?

A. I reached a conclusion, which is in the report, that the ERP was not adequate to respond to a storm of this magnitude.

Q. I'll follow along these lines, using your words: Did you reach any conclusion about whether the inadequacy of the ERP was the primary if not the sole reason that it took so long for the company to restore service after the storm hit?

A. I'm not sure I agree with your premise, "so long." I understand it took a long time. But I'm not sure I want to apply the pejorative manner of that term.

Q. Did you reach any conclusion about whether the inadequacy was one of the if not the primary reason that it took approximately two weeks for the company to restore service after the storm?

A. I think the phrasing of the question suggests that it should have been 12 days or 10 days, and I don't know the answer to that. I can state that, obviously, after an event you look back

and say, "Why didn't we do more planning for this? Why didn't we run this scenario?" and so forth.

And that's valid. I'm still convinced that planning in the abstract, never having gone through an event like this, has value, but not as much value as it has now. I think there's no substitute for experience, painful as it might be, to be prepared for the next storm.

Q. Continuing on: Based on your review of the company's performance during the storm, do you conclude that the company was aware at an early stage of the restoration process that, because of what you termed inadequacy of the ERP, that it was unprepared to respond to the storm in a timely manner?

A. I certainly didn't conclude that. You know, I didn't -- I haven't performed that -- I haven't focused my mind on that particular question.

Q. Then you spent a bit of time this morning talking about communication with local officials.

A. Yes.

Q. And based on your review of the company's performance during the storm, do you conclude that the company was sufficiently forthcoming to local

officials regarding its ability to respond to the storm and the status of its restoration effort? And I should say, to local officials and the public in general.

A. I think this is discussed in the report. But I believe that the public-communications function in the company itself didn't have all the information that they might need to respond to some of the questions, particularly during the second week of the storm. So, for example, customers have sort of one type of question the first few days, and then over time they sort of get more detailed, sort of putting themselves in the place of the company and asking operationally, "What's going on in my neighborhood?" The company didn't have systems to support that answer.

But at no time -- I mean, I didn't conclude that there was any misleading going on, any sort of, "Let's try to do this favorably." I went into great detail on the estimated restoration times, including a table that I tried to be as complete as possible, which I think tells the story that the company didn't appreciate, didn't have the intelligence and almost became reticent later in the

storm to provide estimated restoration times. It wasn't an effort to mislead. Maybe some of the words could have been better. I mean, the "primaries," I don't know what that means if I'm a customer -- that type of thing; more plain language.

But I think there's been a number of recommendations that go to this point.

Q. And one final group of questions: Based on your review of the company's performance, have you reached any conclusions regarding which part of the ERP was most inadequate to prepare the company for the storm? For example, was the big problem that the company didn't have enough resources at its disposal to respond to the storm?

A. The ERP had the basic elements, the basic structure. It was implemented by people that had used it many times. It wasn't a document they sort of called down and looked at: "What do I do now?" They'd done it many times on relatively minor events, relative to this storm, that were concentrated in their own service area, in their own scope of responsibility. So for that purpose, it was adequate and has been adequate. But for a storm of this magnitude, it didn't take me long to

conclude that it really wasn't adequate for something like this.

Q. Let me ask it more directly: Do you conclude that the biggest impediment the company faced in its effort to restore service was insufficient resources for damage assessment, restoration, and other support-type services?

A. I'm not sure I would say that was the biggest. I think it all fits together. It's tools. It's --

That's why the recommendations, even though we might go through them one by one, they're really sort of all-encompassing. So resources is certainly one area. Fortunately, resources are not that difficult to address in a future storm. The implementation of solutions isn't that complex or time-consuming. Some of the other ones may be more challenging.

Q. Let me push forward a little on this. Based on your review, why do you think in the December 19th-21st time frame, when National Grid had its crews, it was able to move the effort forward more quickly than had occurred over the previous week to ten days?

A. I don't know that National Grid crews repaired lines any faster than Unitil or its contractor crews. I suspect not. They brought in a number of resources. Those resources were freed up in the region, if you will. Unitil had been in contact with them throughout the storm. There was some potential that they might have crews available on the 16th, but they were not able to provide crews at that time because NSTAR's crews were called back to NSTAR.

I don't want to wander from the thrust of your question. But I do know that when Unitil contacted National Grid, they were interested not only in crews but in some more support functions to manage those crews, and that was a service that National Grid was able to provide as well.

Q. And what are those support functions?

A. Some of the logistics support, the ability to set up a separate staging area. So one of the recommendations in this area are, okay, maybe National Grid can't help out in the next storm. Unitil needs to be prepared to set up logistics, separate staging areas, on its own. To me, that's just common sense.

Q. Is that primarily a resource issue, having the resources to do that?

A. It's primarily an organizational issue, having lined up in advance contracts with vendors so you're not on the phone with a vendor trying to figure out what services they're going to provide and how fast they can get there and that sort of thing. It's a lot of work that can be done in advance, and then the execution should be straightforward.

Q. Let me just ask you about a couple of recommendations. I'm looking at your summary of recommendations in the executive-summary part of the self-assessment report. I just want to ask for some of these whether these should be considered sort of low-cost, quote-unquote, fixes, or less costly. I'm going look at some having to do with resources.

Recommendation 1 is the recruitment of crews. Would you say that, based on your experience in the industry, this is a -- you would characterize this as a relatively low-cost recommendation to implement?

A. Yes.

Q. And moving to Recommendation 3, damage-

assessment staffing and training: Again, would you characterize this as a low-cost recommendation to implement?

A. I'm hesitating only because of the training aspect. That could be a fairly substantial cost. I know we haven't defined "low cost" and "significant cost." But that may not be trivial.

Q. What about Recommendation 5, storm-room staffing?

A. I would characterize that as a low cost, but not necessarily quick to implement, only because some thought needs to be given to responsibilities and off-loading responsibilities of the managers. That's not a sort of half-day meeting.

Q. And Recommendation 9, crew logistics support?

A. I can't speak to the cost of implementing. I don't think it's a difficult issue to address. The company may already have taken steps toward this, toward addressing this. I can't speak to the cost, though. I don't know if there are reservation fees or if it's just sort of pay as you go. That type of contractual matter I can't speak to.

Q. Recommendation 12, call-center training and

staffing?

A. Again, the training, I can't comment on the cost of the training. But in terms of organizing the effort, identifying people that can serve in that function, that's some work, but I didn't see it as a costly exercise.

Q. And finally, Recommendation 27, staffing and training.

A. Again, I don't see this as necessarily a high-cost item; but, you know, some thought will need to go into it.

Q. Thank you.

MS. KOEPNICK: That completes the Department's cross-examination of Mr. Yardley. Does the company have any redirect?

MR. MUELLER: Could I have a minute with the witness, please?

MS. KOEPNICK: Sure. Let's go off the record for a minute.

(Recess taken.)

MS. KOEPNICK: Let's go back on the record. Does the company have redirect?

MR. MUELLER: Yes, we do.

MS. KOEPNICK: Please continue.

MR. MUELLER: Thank you.

REDIRECT EXAMINATION

BY MR. MUELLER:

Q. Good morning, Mr. Yardley.

A. Good morning.

Q. You indicated in one response that you thought that the winter storm of 2008 and lessons learned by the company were a transformative event. Can you elaborate on that, please?

A. Yes. This is kind of my personal opinion based on experience. What I meant by that -- I guess I could address what I didn't mean and what I meant.

The company understands the situation and what they need to do. It has the attention of everybody it needs to have the attention of. It has the resources devoted. It has the commitment. It has the support of the board; I think that came up this morning. So the company has an appreciation of what needs to be done. And they also understand, my opinion is, that a lot of other people care about what they do and that they need to communicate with others that may have a contribution to make -- the Department, municipals -- as well that may have some

of their own views as to what needs to be done and that that should be incorporated.

When I veered off into sort of the philosophy of this being a transformative event, what I tried to convey was that I think that three or four or five years from now, when you have that perspective and you look back at how your organization is functioning, you realize, "Wow, this particular event really changed the company." And I think right now the company has a sense that that may happen.

But I'm looking at it as an outsider and seeing events, how they -- what impact they had several years later. You can look back and say, "That event -- we didn't appreciate it at the time, but that event really had a significant impact on the company." When I said the word "transformative," I was thinking of that. I wasn't commenting at all on the company's commitment, does it understand what it needs to do, is it committed to executing and what needs to be done. I have no reservations in that respect.

MR. MUELLER: That's all we have.

MS. KOEPNICK: Thank you.

I think we should take a five-minute break and then continue with the company's panel of witnesses.

(Recess taken.)

MS. KOEPNICK: Let's go back on the record. We're going to continue with the Department's cross-examination of the company's panel of witnesses. I first remind you all that you are under oath. I'd ask that we just go down the line, that each witness would state his name for the record.

WITNESS LETOURNEAU: I'm Raymond A. Letourneau, Jr.

WITNESS FRAPPIER: Mark Frappier.

WITNESS DUBE: Chris Dube.

WITNESS SPRAGUE: Kevin Sprague.

WITNESS MEISSNER: Tom Meissner.

WITNESS FRANCAZIO: Richard Francazio.

WITNESS GANTZ: George Gantz.

WITNESS LAMBERT: Mark Lambert.

THOMAS P. MEISSNER, JR., GEORGE R. GANTZ, MARK LAMBERT, RAYMOND LETOURNEAU, RICHARD FRANCAZIO, MARK FRAPPIER, CHRISTOPHER DUBE, and KEVIN SPRAGUE,

Previously Sworn

CONTINUED BENCH EXAMINATION

BY MR. PERLMUTTER:

Q. Good morning. I'm going to try to start us walking through the storm again. I started yesterday. I'm not sure how successful we were. I want to make sure we understand what happened at the company and what the company's perception was of the status of the system.

I'm going to first ask a general question, which is: For each 24-hour cycle, for each day, did the company begin the day with an estimate or projection of the time it would take to assess the damage to its T&D system and then to restore service? Is this something that if I had called you at 7:00 o'clock and spoken to each one of you, you could have said, "Based on where we are now, we think damage assessment will take this long, and based on the information we have, we think restoration of service will take this long"?

I'll jump in: If that's just not the way you were looking at it, please tell me, because then I can ask my question in a way that is consistent with the way you were looking at it.

A. [SPRAGUE] I would say generally that's not the way we were looking at it. You know, I don't think -- it's not really a fair representation to say every morning we were resetting where we were going -- where we were trying to finish the storm or finish the damage assessment.

I would say that damage assessment probably did take longer than we would have otherwise expected. You know, from that, from the information from that damage assessment, you know, at that time we still had -- or I'll speak for myself. Based on my experience, I still had the impression that it was a large storm and we had a lot of troubles, but at that point I don't think that -- I was considering it to still be normal type of troubles.

And what I mean by "normal type of trouble," I think you talked about a lateral, either yesterday or the day before, that you go to the lateral, there's one trouble, you fix that, and you pick up a bunch of customers. Once we got to the point where we understood that it wasn't like that is, I think, when we realized that the estimates out of our damage assessment weren't appropriate.

Q. So is it fair to say that on Friday the 12th that was your beginning assumption, that it was more like a typical storm, to which you could respond in a relatively typical way?

A. [SPRAGUE] I would characterize the troubles as typical, not necessarily the scale of it as typical.

Q. Oh, you understood the scale was greater.

A. [SPRAGUE] I would say by the 12th, yeah, we understood that it was a large-scale event.

Q. So is it fair or accurate to say that you expected maybe more trouble spots but that at the trouble spots -- is that where the typical part of the repair comes in?

A. [SPRAGUE] Yes.

Q. So on the 12th, when you first sent out the damage assessors -- and we've talked about, I think, there were 26 within Fitchburg -- did you have an estimate or projection of -- and I understand that you were first focusing on transmission and primary distribution facilities. Did you have an estimate of what portion of that system these damage assessors would be able to get through that first day?

A. [SPRAGUE] I would say, based upon my assumption -- and I was one of the ones that was running the damage assessment from the office -- that, with the people that we had, it would have taken us on the order of 48 hours to complete that damage assessment.

Q. So that was your initial assessment based on what we spoke about before.

A. [SPRAGUE] Yes.

Q. And when those assessors returned at the end of the day -- and now I'm speaking simplistically, but assuming that most of the work was done during daylight hours -- --

Let me back up. When you say 48 hours, do you mean that sending out your team of damage assessors for two days would have completed the job?

A. [SPRAGUE] Correct.

Q. So when the damage assessors came back after the first day, I assume that you were anticipating that they would have been able to scope out approximately half of the transmission and primary distribution systems?

A. [SPRAGUE] Yes. Damage assessment usually starts out a little bit slower, just getting, you

know, the people, you know, assigned to the circuits and areas that they're going to respond to, so usually the first portion of the first day isn't, you know, as productive as, say, towards the middle or the end of the damage assessment.

Q. After the damage assessors came back in the evening of December 12th, what was your impression? Did they get through as much of the T and primary D system as you expected?

A. [SPRAGUE] I would say no, they hadn't.

Q. Was it by a significant amount that they hadn't gotten through?

A. [SPRAGUE] I wouldn't call it a significant amount. I can't recall exactly. But, you know, it might have been, say, a third, as opposed to a half. You know, it wasn't necessarily like they got through 10 percent and they were supposed to get through half.

Q. Did you reassess your 48-hour projection at that point?

A. [SPRAGUE] I think at that point we knew, or at least I knew, that the damage assessment wasn't going to be done by the end of the second day.

Q. And this is just for the transmission and primary distribution.

A. [SPRAGUE] Correct.

Q. You didn't at that point consider secondary distribution facilities?

A. [SPRAGUE] Maybe to clarify that: One of the reasons why the damage assessment probably was delayed a little bit, are some of the damage assessors were just taking it upon themselves as they were out there to kind of go above and beyond, go further. You know, they were out there anyway. Even though they were told that "This is the area that we want you to concentrate on" -- I'm not saying they did a real detailed assessment of the rest of it, but they were providing information back on some of the rest of it.

Q. So is it fair to say that, based on the visual observations of systems other than the primary distribution, they were bringing back information about damage to secondary distribution facilities?

A. [SPRAGUE] Yes, I would say that.

Q. So again, when they brought back this information at the end of the first day, you

understood that this was likely not to be just a two-day job?

A. [SPRAGUE] Yes.

A. [FRAPPIER] If I can expand: We would assign the damage assessors a circuit and say, "Here, begin at this substation. Work your way out along the primary lines." Travel time to get to the subs took longer than expected. They'd begin their patrols. They're running into downed trees crossing roadways. So they have to find another way around and then work their way back to the point where they left off.

So that would take them onto side roads, laterals. So while they're there, they're going to collect the data. They're in the vicinity. They're on the same circuit. Let's get what we can get, valuable information. And then they may get stuck or have to, again, go back around, back up.

But they were calling in and saying, "We've got a down pole here. Do we have a tree crew available? There are trees down here. I can't go any further. Where would you like me to go now?" We knew the delay was there, it was going to take longer.

Q. At that point did you start thinking it could be a 96-hour job, or just unsure?

A. [FRAPPIER] At that point I was just unsure. We hadn't gotten very far.

Q. What about the restoration part of it? Is it fair to say that because the damage assessment was so incomplete it was very difficult, if not impossible, to project restoration times?

A. [SPRAGUE] At that point in time, I don't think we had enough information to accurately predict.

Q. And that's even, you know, entering the evening of that first day, just not enough information.

A. [SPRAGUE] Correct.

Q. I'm going to keep switching between the sort of physical and the communication side, so I'm going to ask Mr. Gantz: In your communications in the evening of the 12th did public officials ask you what was the status of the damage assessment and restoration? I don't know if they'd get to that level of detail.

A. [GANTZ] I don't think we were getting very many calls the first day or so. We were issuing the

public service announcements. We were getting those out. We were providing that information to customer-service reps. The level of the demand for information was, given the scale of the event, at a moderate level. It was well known that governors were declaring emergencies in most states; lots of media coverage about the storm and the damage. Very broad, general knowledge about the state of affairs on that first day. I don't think we really had any calls from public officials or, you know, inquiring about the status of our efforts to any great detail -- none that I was aware of.

Q. So now let's move to the next day, the 13th, Saturday. Again, I assume you sent out approximately the same team of damage assessors, approximately 26?

A. [SPRAGUE] Approximately, yes.

Q. I assume they did the same type of thing, starting at substations, working their way out, and as they had to move around because of the physical impediments, getting a sense of what was out there.

When they came back in Saturday evening, did you then reassess how long damage assessment would take?

A. [SPRAGUE] I think it was Saturday evening when we finally, you know, kind of sat around the table, the individuals that were responsible for running the restoration -- I think Mr. Meissner was there, myself, Mr. Dube. I'm not sure if Mr. Frappier was there or if he was still in the storm room. And there may have been one or two other individuals there.

And it was at that point that, you know, I believe we had the realization that we had a large event on our hands.

Q. And is that because -- those were the observations of the damage assessors primarily.

A. Yeah.

Q. Saturday when they had come back, if I had called you at that point and said, "When do you think your assessment of the damage on the transmission and primary distribution lines" -- if you can remember, what would your response have been at the end of Saturday?

A. [SPRAGUE] I believe at the end of Saturday, I probably would have told you another full day of damage assessment at that point.

Q. So at that point you thought the damage

assessment on the transmission and primary distribution would be done by the end of the day Sunday.

A. [SPRAGUE] Yes.

BY MS. EVANS:

Q. At the end of the day Saturday, approximately what percentage, ballpark, of this damage assessment had been completed?

A. [SPRAGUE] I'm not sure I remember off the top of my head. But I would say we were probably thinking, if it was another day that, you know, it would be reasonable that two thirds of it was complete.

BY MS. KOEPNICK:

Q. We're just talking initial damage assessment; right?

A. [SPRAGUE] Yes.

A. [MEISSNER] As an observation: I think on Saturday much management attention was still focused on the transmission. It was really after the transmission was restored that I think people's focus shifted into more of the distribution restoration. By that time there were many crews arriving as well.

But just from my observation Saturday, my sense of what they were doing, much of the focus was on transmission.

BY MR. PERLMUTTER:

Q. On the 69-kV lines we discussed earlier.

A. [MEISSNER] Yes.

A. [SPRAGUE] And I think it was around that same point, as we were restoring the 69 kV, a typical event, you would have a trouble on the 69-kV system and you'd fix it, you'd reenergize it, and everything would come back with it. You know, I think we realized as we were bringing -- you know, reenergizing the 69-kV system that that wasn't happening the way it would typically.

Q. Well, was it made clear to you that that was going to happen based on reports, that Mr. Frappier talked about, that the damage assessors brought back about the secondary facilities, that it was unlikely?

A. [SPRAGUE] I think it was on Saturday that we realized that.

Q. That you realized that. So, again, at the end of Saturday, if I was to call and ask anticipated restoration, would it still have been

too early to tell?

A. [SPRAGUE] I would say yes.

Q. And then again, I'm going to ask Mr. Gantz: On the communications side, were public officials beginning to get in touch with you on Saturday about what was happening with storm restoration efforts?

A. [GANTZ] I know specifically I attended the Fitchburg EOC briefing and the mayor's press conference. The messaging that we were providing was that this was an event that would take days, encouraging people to be prepared for that event, and also describing, trying to describe, the sequential restoration process, beginning with transmission and subtransmission, explaining that we were working on the subtransmission system --

Q. Could I jump back, because I want to ask specific questions about this. Did you tell them that damage assessment was not complete and that until damage assessment was complete it really would be very difficult to project when service would be restored?

A. [GANTZ] I would have to say that I never had a question from a public official that I can recall that asked about damage assessment.

Q. But as you were describing the status of the restoration, did you offer to them that as a two- or three-step process: You assess the damage, you figure out what you have to do and fix it, and then you go out and fix it? Did you let them know at that point that, for a variety of reasons, mostly the severity of the storm, you had not completed that first step?

A. [GANTZ] Probably not. I don't believe that we had thought through the messaging about damage assessment, compiling results, preparation of estimated restoration times. So I don't believe we had those conversations -- and we should have.

A. [MEISSNER] Can I add one thing?

Q. Yes.

A. [MEISSNER] The term "damage assessment" has been used a lot since the storm. But at the time of the storm, that's not really terminology that I think anybody used outside the company. I mean, inside the company, yes, people did. But municipal officials and people like that didn't really talk about damage assessment. I don't even think it was really in the vocabulary that people were using to talk about the event.

So when we talked to them, we were really talking about stages of restoration in terms of the status of our transmission system, crew arrivals, status of distribution, so forth. And we may have talked about damage, but we didn't specifically talk about damage assessment or the process of damage assessment. I don't think it was really a term that people had really used in communication at that point.

Q. Let's move to Sunday.

BY MS. EVANS:

Q. Another question on Saturday: The damage assessors were bringing their information back on the primary system but also some information back on the secondary system as they were trying to do their damage assessment. If you folks spoke -- you talked about a meeting on Saturday evening to talk about the status and a realization that this was a major event. Did you ever have the conversation, what if the whole distribution system looks like the pieces that the damage assessors were telling you were in pretty bad shape, what if the whole system looked like what you had seen, the few pieces of it that you had seen?

A. [SPRAGUE] I'm not sure if we had that particular conversation. I recall the conversation was more along the lines of, "This is where we have patrolled, where we have done damage assessment, and this is what the damage is looking like" and kind of the severity of the damage in those areas.

Q. But did you take and project what if everything else looks like what you were seeing in the particular areas that you had looked at?

A. [SPRAGUE] I don't think at that point we had gone through the effort of like trying to extrapolate that damage out to the rest of the territory.

Q. When approximately did you possibly take that step?

A. That was during the day and into the evening Monday.

BY MR. PERLMUTTER:

Q. Now we're going to turn to Sunday. At this point you were anticipating hopefully the damage assessment would be done by the end of the day. We spoke about that.

A. [SPRAGUE] Yes.

Q. And then the assessors came back at the end

of the day and you realized they were unable to get through all the transmission and primary distribution facilities?

A. [SPRAGUE] Right. I think at that point there were just a few straggler areas that we had not gotten to at that point.

Q. So is it fair that by the end of Sunday it was almost complete?

A. [SPRAGUE] It was almost complete on Saturday -- I mean Sunday.

BY MR. NELSON:

Q. I just wanted to have a clarification question: When you talk about secondaries and we're talking about secondaries, I want to make sure we're talking about the same thing here. The secondaries are the laterals off your three-phase primary?

A. [SPRAGUE] No. When you say "secondary," to me, I'm thinking 120-volt secondaries along the street --

Q. Exactly, and they're talking about the laterals, I think. I want to make sure we're clear here, because it's going to have a dramatic effect on how you figured your estimates.

BY MR. PERLMUTTER:

Q. I'm just going with -- you said the initial assessment focused on transmission and primary distribution facilities.

A. [SPRAGUE] Correct.

Q. So we'll just use the definition you provided for that.

MR. NELSON: Okay. Just to make sure we stay clear.

Q. So by Sunday the damage assessment was almost complete. Let me just finish this through: So then Monday you sent the damage assessors out to finish what had to be done.

A. [SPRAGUE] Correct.

Q. By the end of the day Monday the assessment of damage on the transmission and primary distribution facilities was complete.

A. [SPRAGUE] Correct.

Q. And did you have to wait until the damage assessment -- I'm sorry, I'll back up.

Again on Sunday, when it was almost complete, was it able to give you a better idea, a better projection of restoration times?

A. [SPRAGUE] I think we tabulated the results on Monday.

Q. On Monday. So after it was all complete, then it was time for you to sit back and say, "We now know the status of the damage on our transmission and primary distribution. We have some if not a good idea about secondary distribution" -- and by that I just mean all distribution that you don't categorize as primary. You had a relatively good idea because of reports coming back from damage assessors? Is that fair to say?

A. [SPRAGUE] I would say Monday we thought we had a good estimate of the restoration.

Q. And then on Monday the estimated time of restoration was what?

A. [SPRAGUE] I believe at that point in time -- I can't remember if it was, you know, Monday evening or early Tuesday morning, but I think at that point in time I recall that I think it was in Fitchburg on Thursday, Lunenberg and Townsend Friday, and Ashby over the weekend, if I remember right.

A. [MEISSNER] My recollection of what happened is that on Monday I met with the people that were involved in damage assessment and talked -- we had a discussion about translating that

information into crew repair times and estimated restoration times, that that had to be completed.

I believe that that was done -- it may have been started Monday. I wasn't involved in it. But I don't think it was completed until the overnight hours of Monday night, and I think we had a follow-up conversation the next morning on methodology: you know, what did you come up with, how did you arrive at that, and so forth.

So I think that conversation took place on Tuesday, and that was really, you know, in anticipation of providing public information on ETRs. So they would not have provided ETRs before Tuesday; I know that.

Q. And just to help me out: When you said you had discussions on methodologies, who were you talking to and what methodologies were you talking about?

A. [MEISSNER] It was some of the people at the table here that were directly involved in the damage assessment. And I was just trying to understand how they arrived at their estimates of crew hours and then also estimated restoration times.

Q. And I'm trying to find the first public service announcement. The first one I could see would maybe be Tuesday, December 16th, at 10:10 p.m., which seems to follow your chronology.

A. [MEISSNER] There was another step, I think, that happened, and maybe the reason why that didn't happen until 10:00 o'clock at night, because on Tuesday we also again were trying to get more crews to see if we could shorten it up. So obviously we knew what the crew hours were. We knew what we had for crews. But we were still trying to get more crews. We were still trying to move up the estimated restoration times.

Q. You've stated that after the initial damage assessment was done, you did not continue with on the detailed damage assessment but focused on restoration. Is that fair to say?

A. [SPRAGUE] Yes.

Q. I apologize if this is sort of a simplistic question, but how do you predict restoration time when you don't know fully -- when you don't know to a certain degree the extent of damage on your secondary distribution system? Do you just make assumptions based on what's been reported to you?

A. [SPRAGUE] One of the challenges that we were up against -- and, you know, this isn't an excuse. But by this point in time the damage assessors were now becoming crew guides, they're becoming -- you know, they're focused on wire-downs. You know, they're being dispersed to other functions. The individuals in the office are then focused on translating the information they have up to this point into work for the subsequent days.

A. [MEISSNER] By now there would have been more and more crews arriving, so more and more people were essentially deployed supervising or guiding crews -- although I think it's fair to say that the people were still doing damage assessment in the course of their jobs and still reporting damage in.

A. [SPRAGUE] Yes.

Q. But my question was -- and again, I'm not sure if it's simplistic -- how do you calculate a restoration time when you haven't done much of an assessment of the damage on the secondary facilities that bring electricity to people's homes and premises?

A. [SPRAGUE] I think at that point we were

trying to use our past experience to try to estimate what that might look like.

Q. Is it fair to say that damage assessors come back at the end of the day, and they provide you with information about trouble-spot locations and the extent of damage, and that over the evening hours people would work to produce work orders for each trouble spot?

A. [SPRAGUE] We started talking about work orders -- I forgot if it was yesterday or the day before. What we were providing out to the crews were essentially the marked-up maps that came in, and then we would assign crews to circuits, areas of circuits, and essentially hand them that information back and say, "This is the -- you know, this is the information. This is the area that we would like you to go to."

So there wasn't necessarily a piece of paper that says "work order" on it for each individual location.

A. [DUBE] The crews wouldn't need to be told each individual device or trouble area, because they were starting right at the very beginning of the source and working right up from the general area.

They had to stop at just about every pole and section.

A. [MEISSNER] They were essentially returning each day to where they left off the day before. And in the case of some crews, we had some crews that spent the entire duration of the storm working down the same circuit, every day returning back to where they left off, continuing on for 16 hours.

So in that regard, it was a different situation than you'd have crews finish up one spot, be dispatched to another spot. There was relatively little crew movement during the course of it.

BY MR. DANIEL:

Q. I want to ask a question for Mr. Sprague. Beginning Friday you had approximately 26 assessors, damage assessors, and they kept working on until Tuesday. And then you said some of this crew ended up working there. Some of them were repair crews?

A. [SPRAGUE] No, they became crew guides, so that crews that were coming in from external contractors, we would assign them one of these individuals who knew the area and knew the streets, could escort them to the area, and then would start working ahead of the crews to kind of set up the

next step for them on that circuit.

Q. So none of the assessors were repair crew or tree crew.

A. [SPRAGUE] At that point --

Q. In general.

A. [SPRAGUE] Of the 26 that we identified, no, we didn't count line crews in that.

A. [DUBE] We were also getting more and more calls from the local officials asking us for assistance in wire-down, because the National Guard was not coming in, and they needed assistance to clear the roads. So these folks would act in that respect as well.

BY MR. PERLMUTTER:

Q. Just to make sure I understand: The company was able to take all the information provided by the damage assessors and provide that, in my simplistic model, the next morning to repair crews, so they could go out and do the work?

A. [SPRAGUE] Correct.

Q. That wasn't sort of a constraint in the system, the ability to produce work orders.

A. [DUBE] No.

Q. Because it seems to me you were pretty much

handing over marked-up circuits --

A. [SPRAGUE] Correct.

Q. -- and sending people out.

A. [DUBE] Exactly. In every instance that I can remember, we had work waiting for the crews.

A. [FRAPPIER] There were also -- where there were bucket crews, "Here's your marked-up map." We also supplied a list of pole replacements, for broken-poles damage, where we would supply a list of poles that "We called in these Dig Safes during the night. These are prepared for pole sets. This is your location." We supplied that.

Then the tree crews was pretty much the same way: We would put tree crews ahead of line crews, start clearing the way for the folks so they could put the wires up.

Q. We talked about this: Crews typically started a shift at 7:00 a.m.? Is that fair to say?

A. [DUBE] I believe 6:00 to 10:00 was the day.

Q. And they're arriving at the Unitil EOC in Fitchburg's service territory?

A. [DUBE] Sometimes what would happen is the supervisor would show up at the office, the

Fitchburg office, in the morning to get an update, give us a briefing, but they would send the bucket crews and line crews directly to the site where they left off the day before.

Q. And so did the company experience any difficulty in making sure that the crews had, not so much the information they need -- we said that -- but the equipment, all the support a crew needs to go out and do the work? Did Unitil have sufficient resources in the Fitchburg service territory to support the work of the repair crews?

A. [DUBE] As far as bringing material --

Q. All the stuff they needed so that when they get to the job they can do the work they need to perform.

A. [SPRAGUE] Correct.

A. [DUBE] That's correct. We also had people assigned to each crew -- as we call them, bird dogs -- and they could run material back and forth or get the crews wherever they needed, assist them with getting meals. Oftentimes, rather than go to the a restaurant, the bird dog would go pick up pizzas and go bring them back to them.

A. [SPRAGUE] And generally what was

happening -- Mr. Dube described, the supervisor would come in to meet with the individuals in the EOC to get the work for the day or to make sure that the work hasn't changed or their location hasn't changed.

Also during that time the rest of that crew was out in the stockroom stocking up for the day for what they knew that they were going to be using, if they hadn't done so the night before, when they came in.

Q. And then is it fair to say that each day for a repair crew you projected, estimated the amount of trouble spots it would be able to fix the damage?

A. [SPRAGUE] I think at this point what we were -- the way we were handling it was, we knew -- we had an estimate for the amount of work on that given circuit, and then we were estimating that, say, they had five crews out there and we were estimating that there were, you know, ten productive hours -- those were just the estimates that we were using -- that we would take --

You know, if there was 100 hours that was set for a given circuit and we had five crews

out there for ten hours each, that's 50; we would subtract that off. So we'd say, "We're now estimating that this given area has essentially one more day's worth of work," given the crew complement that was there the day before.

BY MR. NELSON:

Q. Was there any point in time of that ten hours for your amount of work for each location that the time allowed for that given amount of area to be restored changed? Did you increase it from, like, say, two days to like three days or two and a half days, because you found that things were slowing down?

A. [SPRAGUE] I don't think we ever made a conscious decision to say that a productive crew day was any more or less than ten hours.

Q. No, I don't mean the time that the crews were actually working. I mean the actual time to fix what you had estimated it would take to repair that circuit. Say it took 100 hours. Was there some point in the week that you figured that that 100 hours should have been 150 or 200?

A. [SPRAGUE] I believe as we got later in the week, we realized that the amount of work being

accomplished was -- it was requiring more work than what we had estimated.

Q. So there was more damage in that area to be repaired than what you had figured in the morning.

A. [SPRAGUE] Right.

A. [MEISSNER] Or it took longer than we thought.

I know from personal experience, I remember some crews in Ashby during one of the early days, and there were ten crews out there. They were setting -- there were objectives set by day, where you hoped to be at the end of the day, the end of a shift. I know the very first day they were out there they had an objective of getting the main line on out to I believe the fire station or the police station, whatever was important to the town to use as an EOC.

Then by, I think, afternoon they had already realized that that wasn't going to be able to happen, and they had a different objective, of getting to a certain street crossing. And then I think by the end of the final shift they didn't even get that far.

So, you know, it just, for whatever

reason, it was taking longer than anybody thought it was going to take.

BY MR. PERLMUTTER:

Q. But the question is, did the company take that into account sufficiently early, when it calculated its restoration times? You had repair crews out -- we talked about this -- Friday night, early Saturday morning. But certainly all Saturday, all Sunday, all Monday they were out there. And at that point did the company get information that could have led it to believe, maybe should have led it to believe that per trouble spot the number of hours was higher than you may have anticipated and maybe higher than you've ever experienced before?

A. [SPRAGUE] I would say it's reasonable in hindsight to say, yeah, we should have realized.

BY MS. EVANS:

Q. In a situation like the Ashby situation, that you were just talking about, when those crews came back in at the end of the day and didn't even get to the modified objective, did you then change their objective for the next day and take into account how fast things were going and modify where they should have ended up at the end of that next

day?

A. [MEISSNER] Well, I don't think we were setting the objectives for those crews. I mean, those crews basically stayed on that circuit for the duration of the event. So the next day they went back out and continued. So I think the question you're asking is did we modify the estimated times and the damage assessment, which would be a different thing.

A. [SPRAGUE] I would say that we didn't modify our estimates from the damage assessment until probably Thursday or Friday of that week, of that first week.

A. [DUBE] Those crews Tom was talking about, their first whole day was Sunday, and then we did our damage-assessment analysis Monday night. And then, as it progressed, we took another look at it --

A. [MEISSNER] That's right.

A. [DUBE] -- Thursday, which was only two days from when we gave our first analysis.

BY MR. PERLMUTTER:

Q. To make sure I understand this: Your initial restoration effort focused on transmission

and primary distribution; correct?

A. [DUBE] Correct.

Q. And you talked about the damage assessment was almost complete by the end of the day Sunday and completely sometime Monday. Is that what we discussed earlier?

A. [SPRAGUE] That's correct.

Q. When were those lines fully energized? Was that done by the end of the day Monday?

MR. NELSON: Which ones?

Q. The transmission and primary distribution.

A. [SPRAGUE] Well, the transmission -- the 69-kV system, all of the substations were energized by late in the day Saturday --late in the day Saturday, early in the day Sunday. It was right around midnight. But the primary distribution lines, those were still being repaired. I don't think that those were -- all of the work that we thought that needed to get done for those primary -- those three-phase primaries that we had done the damage assessment on, that work wasn't complete until late in the week -- later in the week.

Q. Just to help me understand; maybe I misunderstand this: Did the company start directing

crews towards secondary distribution facilities while still working on the primary, or was it following the priority of, "Let's get the primary distribution lines up and running before we divert resources to the secondary"?

A. [MEISSNER] I think we might be creating a confusion in terms of how the restoration proceeded, so I thought it would be important to clarify. The primary/secondary designation doesn't really have any meaning in terms of the restoration. I think what they were talking about is sort of their Phase 1/Phase 2 approach to damage assessment, which is something else.

But the restoration always proceeded in the same order, which was to start at the substation, restore the main line of the circuits -- which you have to -- you always have to proceed in a progression further and further out on the circuit. So in every case that was really the progression.

There was no ability to, you know, like redirect crews to certain priority areas until -- you had to rebuild the circuit to get there first. For any given circuit, they started at the substation, they went down the main line, they

cleared off all the laterals, and they just kept working down in order from biggest to smallest, essentially.

I mean, that's how it proceeded, as opposed to like a primary/secondary designation.

Q. To make sure I understand this: The company, by limiting its damage-assessment activities to transmission and primary distribution, did limited assessment of the damage on the secondary distribution facilities?

A. [SPRAGUE] By the "secondary distribution facilities," I think you're saying -- I think what you mean is single-phase primary. When we were saying primary circuits, that's like all of our 13,8 and 4 kV. That's what we were assuming when we said "primaries."

The message that I believe we were trying to get across was -- to customers at that point was, by the end of that week, Thursday, Friday, and into the weekend, we were projecting that we would have power on the street, your neighbor may have power if they still have a connection to that, but if your connection from your house was down, that you may not at that point. I

think that's the message we were trying to get out to customers.

A. [MEISSNER] That's a good way to think of it: power restored on the street, but you'd still have customers without service due to individual service problems.

BY MR. NELSON:

Q. Is that all the three-phase streets, or are you talking about single-phase now again?

A. [MEISSNER] He's talking about primary voltage.

A. [SPRAGUE] I'm talking about primaries, three-phase and single-phase.

BY MR. PERLMUTTER:

Q. So that was the message you were trying to send to customers. I'm now looking at the Tuesday, December 6, at 10:00 p.m., PSA. It says, "Restoration of all primary circuits in Massachusetts is expected on Thursday in Fitchburg, Friday in Townsend," and so forth. I'm sorry, Tuesday, December 16th.

A. [MEISSNER] If I was to redo that now in a customer-friendly format, I would say it more along the lines of what I said: "Expect to have power

restored by all streets at that time." I think that was the intention.

Q. Thursday comes, and Thursday is the 18th. Let's jump ahead to that point, because that's where you made your initial projection. And what was the status of primary circuits, let's say, in Fitchburg? You expected those to be restored by Thursday. What was the status?

A. [SPRAGUE] They were not.

Q. And that's because the work just took longer than you expected?

A. [SPRAGUE] Yes.

BY MS. EVANS:

Q. A follow-up: I'm going to look for laymen's terms again for a second. The primary and single phase went out into the neighborhoods; is that correct?

A. [MEISSNER] Uh-huh.

MS. KOEPNICK: You need to answer.

A. [MEISSNER] Yes.

Q. Thank you. And you said those customers themselves still could be out because of problems at the customers' site, the customers' homes.

When you were restoring the primary and

single phase -- the primary circuits, did you also, if you were in the neighborhood, work on the distribution out to the customers' premises?

A. [SPRAGUE] I think this was one area that led to some frustration to customers early in the event, where we still had the focus of restoring the most amount of people at first, working our way out, until we get to those individual services. Customers would, you know -- at some points it was, you know, a few days into the event. We would send trucks to their street. They would spend perhaps a considerable amount of time on their street fixing the primary. And then the crews were then directed to move to the next location.

That led to the frustration with customers. We got the sense of that -- I can't remember which day it was, but it was late in the week. So at that point we made the conscious effort to say, "If you're in the area, fix the area."

Q. When you say you were restoring the most amount of customers -- and again, excuse my layman's terms. But by bringing up the primary, were you trying to bring up the primary circuits that, when those came up, as many customers as possible were

attached to those circuits?

A. [FRAPPIER] That's correct.

A. [MEISSNER] We were trying to restore whole streets and whole neighborhoods at that point, as opposed to fixing individual customer problems.

Q. So if the circuit coming into my neighborhood was repaired and turned on, whoever's homes in my neighborhood didn't have damage to the circuits from the primary to my house would come up at that point in time; is that correct?

A. [SPRAGUE] That is correct.

Q. But if I had damage from the street to my house, my lights would not come back on.

A. [SPRAGUE] Correct.

Q. And initially, in the damage restoration process, you didn't fix the line that came from the primary to my house. You drove away, and my lights are still out, although my next-door neighbor's lights might now be on.

A. [SPRAGUE] And the reason why we were doing that is -- a good for-instance is: Say it would take the crew a half an hour to make the repair to your house, to get you now connected to the system. That same crew could work a half an hour somewhere

else and potentially pick up 20 customers. So that's why we took the restoration steps that we took early in the storm.

Q. And at this point, on Thursday, are you now using the trouble-ticket system to identify the troubles that you're repairing? Or are you still using the damage assessment to identify the work you're going to do the next morning?

A. [SPRAGUE] We're still using the damage assessment at that point.

A. [MEISSNER] Maybe even more accurately: It was a combination of things.

Q. But what I saw was, there was this big wall map that you described before, that was on the wall, that had the entire territory and all of the circuitry on the wall map. And as restoration was completed, they were highlighting in the wall map. So I believe they were actually working off the wall map, because they knew what had been restored and what was still off. Is that accurate?

A. [SPRAGUE] (Nodding.)

Q. So what happens with my trouble ticket that I've called in at that point in time? Maybe I've called in four times, so I've generated four

different trouble tickets out of the IVR system. What happened with what I'm telling you as a customer, calling in, talking about my particular problem? What's happening with that information?

A. [SPRAGUE] We had an individual who was assigned to those trouble tickets for individual services, and they were tabulating those by street by circuit, so that when we got to the point where we were essentially ready to assign crews to single services, that that information would be ready.

Q. And that person also culled out the fact that I've called multiple times on the same problem?

A. [SPRAGUE] Correct.

BY MR. NELSON:

Q. Mr. Sprague, at what point in time did you swap from your initial method of restoration to including everything on the street as you did the street? Was that the 19th, 20th, 21st?

A. [SPRAGUE] I believe it was somewhere in that range. I'm not sure.

Q. Because that would have been -- Thursday was the 18th, when you said you would have everything up in Fitchburg. Then the 19th would have been Saturday, the 20th Sunday.

A. [SPRAGUE] It's in that time frame. I'm not sure -- there wasn't necessarily a directive given to say, "From now on we're going to change the way we do it." It was, you know, in discussions with Mr. Gantz and information he's getting back from the Towns, with Mr. Meissner and the individuals in our EOC, we realized that frustration for the customers had reached that point where we could no longer send a truck into an area to just repair the primary system and then leave.

A. [MEISSNER] I think it was also a situation where much of the large restoration had occurred by then. You know, I don't know as a percentage, if the system was 75 or 80 percent restored. But it means you're getting into now ever-smaller groups of customers that you're restoring. You're no longer restoring 200 customers at a time, 500 customers at a time. You're down to individual streets with 15, 20 customers at that point. So, you know, at that point in time they changed to a strategy of correct everything.

Q. So if I might use the term "sweep" -- familiar?

A. [SPRAGUE] Yes.

Q. So at this point in time you've gone to when you're in an area sweeping, fixing everything that's wrong in that area.

A. [SPRAGUE] Correct. That's actually the same term we were using.

BY MR. PERLMUTTER:

Q. I want to back up for a second. Did one of you say the other day that it was your expectation, maybe hopeful anticipation, that when the transmission and primary distribution -- I guess we mean the three-phase -- when those were energized, that the majority of customers would have service?

A. [SPRAGUE] That's our typical experience.

Q. I know that's your typical experience. But based on what you were seeing, what you were hearing back from the damage assessors, did you continue to rely on that anticipation?

A. [SPRAGUE] I think once we got into the Wednesday-Thursday time frame, we were no longer considering --

Q. So you didn't realize --

A. [MEISSNER] I think the expectation that everything was going to come back up, you're talking Friday and Saturday, the 12th and 13th.

Q. Yes. I'm wondering, did that expectation continue into Monday, after you had heard a lot from your damage assessors that "We have a lot of troubles on our nonprimary lines"?

A. [MEISSNER] I think by the time the transmission was energized and substations were energized and you saw what you were able to restore for main lines that had been cleared, at that point the rest of it was distribution restoration, no doubt about it. And the distribution restoration from that point forward proceeded.

Q. If I could move now to -- I think on Saturday, the 20th, there was a conversation -- I'm reading from the self-assessment report on Page 23 and 24. But this has to do with the conference call that included the Governor, Lieutenant Governor, the chairman of the DPU, other public officials, and Unitil management. Were any of you on that call?

A. [MEISSNER] I was on that call.

A. [GANTZ] I was as well.

Q. At that point in time to what extent were you able to tell the others on the call the extent of the damage, the extent of the restoration process in the service territory?

Let me just -- you could tell them that the transmission wires were up and running, the primary distribution was up and running. Past that, what could you tell them?

A. [MEISSNER] Perhaps as a percentage of system restored in terms of number of customers and so forth. I don't recall what we did talk about on that call, specifically in terms of what you're asking.

A. [GANTZ] Perhaps I can just add a little bit about that call, because I do remember that part of the discussion on that initial call was a question about what resources that we could use. One of the points of discussion revolved around the fact that the subtransmission system was not in full redundancy at that point, that we still had one line out, and that that created a vulnerability to potential outage. As a matter of fact, I think that sole line had tripped once already on Thursday for a period of time, dropped some additional -- and I think it takes out something like 6,000 customers, so it was a pretty big event, I think, in that Thursday time frame.

So that was one of the areas that we did

talk about the vulnerability potentially in transmission and the need for additional resources -- you know, bucket trucks and utility crews. I think it was reported on that call that we had secured the night before the first contingent of crews from National Grid that were brought into and deployed in the field on that day, on Saturday.

And my recollection is at the end of the call we were given the assignment of identifying specific sets of resources that we would be able to use. I think the issue of a -- I think the issue of logistics supply line was also discussed on that call.

We were given the assignment of coming up with a list of resources that we could utilize, and I believe the chairman, Chairman Hibbard, was on the call, and I believe he was given the assignment to contact the other utilities in Massachusetts to see what additional resources might be available from them, so that they could then be in touch with the company to identify what resources were available and what our needs were and see if those could be matched up.

That's my recollection of that first

call.

A. [MEISSNER] If I may add, too: I believe there was actually a meeting that was a precursor to that call. Before that call took place, the Undersecretary of Public Safety and representative of NEMA had come out and visited. It was actually during that conversation where a lot of this was talked about.

We had just been through a snowstorm the day before, where we were Saturday, and there was another storm at that point anticipated for Sunday, I believe. So we had a conversation where we walked through. And in particular, I think there was concern about the Sunday storm and, you know, what was needed for support and resources to -- you know, what were the weaknesses in the system? That was one of the things we were asked about. What were our concerns in the face of the storm that was coming? And what were the resources and so forth that would address that?

So I think some of that really happened on that call. And then they went back and they -- or that meeting, and then they went back and the State-level call occurred after that.

Q. Let me ask a question: Reading from the top of Page 24 of the self-assessment report, the first full sentence says, "At that time Unitil had restored power to 85 percent of its Massachusetts customers, but the remaining work to restore the last 4,000 customers was expected to be more time-intensive." At that point in time could you identify where those customers were located? Could you pinpoint if everyone had access to a map which part of the service territory was not receiving electricity?

A. [MEISSNER] We knew every street that remained, I would say was accurate, but we had a list of many services. Was that a comprehensive list? I can't answer.

Q. You had a list of?

A. [MEISSNER] Services, where, as Kevin described, somebody was keeping track of services. Whether that was a complete list of every individual customer-service problem? I would assume not.

A. [SPRAGUE] It would have been a list of everyone that had called in. So if somebody hadn't called in at that point, then they may not have been on the list.

Q. But certainly you could have provided a list of all the streets you had gone down, what you hadn't gone down -- you could have provided good information about the status of your restoration efforts to that point?

A. [SPRAGUE] Yes -- which I believe at that point in the storm we were providing that level of information to the City of Fitchburg -- maybe not to the same organized detail to Lunenberg as well, because the City of Fitchburg had a GIS individual that we were talking with, and they were taking the information. As we restored streets, we would tell them what streets were restored, and they were actually populating their GIS with that.

A. [MEISSNER] The City of Fitchburg was actually in themselves tracking street by street the restoration of power. So we were trying to provide street by street when power was restored so they could continue tracking.

Q. And before we move to sort of the next phase, which is when National Grid crews arrived and the number of resources available increased significantly: Did the companies have sufficient support staff to support all the external repair

crews that came into your service territory?

A. [MEISSNER] Up until that point, I would say yes. I think that that was the point where, without additional logistical management support and other support, we could not have accommodated the number of crews that came in with National Grid.

Q. But before that point you were able to make sure that those trucks, those crews could be out on the road early in the morning to get a full workday in.

A. [MEISSNER] Yes.

Q. And to respond to the anecdotal -- the stories we hear that have trucks were not on the road; at 11:00 o'clock, at 11:00 a.m. they weren't at sites, they were just being supplied. We heard that a lot, that Unitil was not managing its resources efficiently, and it gave people the impression, quite honestly, you didn't know what you were doing.

A. [MEISSNER] I can actually speak to some of that firsthand knowledge. I wish I would have been able to at the time correct it.

One of the stories in particular was -- I had been in Lunenberg at their EOC on a couple of

occasions. On Saturday morning -- what I was doing was bringing over a map that we updated on a daily basis and then periodically throughout the day with a plan for the day.

Q. Is this Saturday the 13th or Saturday the 20th?

A. [MEISSNER] The 20th. What we were trying to do was give them an idea of where crews were working, what streets. There were quite a few more crews that day because we had just received a contingent of 40 crews that were released the night before from Worcester. They were actually expected to start in certain areas in Lunenberg that day, including some particularly hard-hit areas. One of the streets that comes to mind was West Townsend Road. That's in Lunenberg.

So I had provided the plan for the day. When I arrived back at the office, after having this briefing with them, some of those crews that were supposed to be on West Townsend, crews were still at the office stocking. Because of the communication perception problems, obviously, I was concerned about I don't want to be perceived as lying or that we told them crews were going to be there and then

they weren't there.

So I immediately called back Lunenberg, asked to speak to the police chief. He was not available, and I spoke to the fire chief, and I let him know that, you know, what we had just discussed in terms of crew locations, that they hadn't yet left the office.

So I think that that was one of those perception issues you're talking about.

The other side of that is, those crews were arriving for the first time in Fitchburg that day. If you think about process, they had to check out of their hotel rooms where they were staying at another location, have breakfast, drive to Fitchburg.

A. [DUBE] Those crews were driving from Concord, I believe.

A. [MEISSNER] Upon arriving in Fitchburg, they have to be checked in. They have to get a safety briefing. They have to be assigned their work and supervision or crew guides. Then they have to stock their vehicles.

So when you have a large contingent of crews like that, it takes time, especially when they

first start. It was very similar to what happened at the beginning of the week, as we received crews from Philadelphia Electric and some of the other utilities. You have to go through that process to get them started.

So, unfortunately, I think that that left a bad perception, based on that phone call that involved me personally, and I didn't really have the opportunity to explain it, because it became an angry call at that point.

I think there were others -- there were times when I think there were trucks parked. That probably happened extensively, because, for example, after we were through the pole-setting phase, digger trucks and so forth often remained parked in the yard if they weren't needed. So there were situations like that.

I think there was a report, too, about there were 50 trucks parked along the side of the road at one point in Lunenberg. I guess my personal opinion is that must have been, again, when the contingent came in from National Grid on Sunday, because it was the only time that we had that many trucks. They would have gone, had to go through the

same process I described, in terms of getting started in a new area. When there's that many crews, it's a fairly impressive thing to see, and they do have to park all their trucks somewhere until they get rolling.

Q. Let's move to, I think it's Sunday the 21st, when National Grid crews arrived. Is that accurate?

A. [SPRAGUE] Yes.

A. [GANTZ] That's the -- just to clarify, the first contingent of National Grid crews, I believe, arrived on Saturday?

A. [MEISSNER] No, that's not correct. The ones that arrived Saturday were contractors released by National Grid, but released under normal procedures. So the ones on Saturday were our crews. They had just been released to us from another utility.

Q. Those were all still being staged from the Fitchburg EOC.

A. [MEISSNER] Correct.

Q. So is it on Sunday the 21st that National Grid arrived in Lunenberg with approximately 50 crews and support resources, including 28 damage

assessors and field supervisors? Reading from Page 24 of the self-assessment.

A. [MEISSNER] Yes.

Q. And Mr. Francazio, that's when you arrived?

A. [FRANCAZIO] Actually, I arrived on Saturday afternoon and began an assessment of the situation. And that's when I determined what type of resources we were going to need.

Q. If you can help me out. Let's talk about Saturday the 20th a little bit. You arrived to discuss with Unitil personnel the status of the restoration effort on the 20th?

A. [FRANCAZIO] Correct.

Q. And what did they tell you?

A. [FRANCAZIO] They gave me an overview of what has been repaired, what they felt was still out, where they had some of the more significant damage, looking at that, and then, you know, trying to determine whether or not it was feasible or how much work was going to be required to have service back by Christmas. That was sort of the objective at that point.

I had a bit of a hard time ascertaining what type of damage it was -- they clearly had an

indication of where it was -- what type and how many hours it was going to take to restore that. We had to do some work in that area.

That's when we determined we needed to do another damage assessment. I had a conversation with Mr. Meissner, and we focused on Lunenberg initially. As we had more conversation, it became clear that there was quite a bit of work in some of the other towns, like Ashby, as well. So we just thought it prudent at that point to do another complete damage assessment.

At the same time, they had quite a few lists of services that had to be done, so we brought in service crews. At the same time, we knew the transmission system was in partial-restoration phase and knew we needed to bring in some transmission crews to support that activity. And logistics and again, materials, those types of pieces, needed to also be accommodated for the new crews. Obviously there's a lot of crews coming in, so some logistics were going to have to be associated with that from a material perspective. And we wanted to set up a staging site for the new crews in the proximity to the area that they're going to be working. So

myself and another young man came with me, and we began making the calls and started that process.

So that evening, I believe, the transmission crews arrived. The morning of the 21st, which I believe is a Sunday, the damage assessors arrived, the additional crews arrived -- or we knew that the crews were going to arrive that day, so it was coming in in phases. We had identified the staging locations.

I believe they had also talked to -- their logistics person had spoken to National Grid's logistics person and had worked out some material issues. We also wanted to make sure that the folks that were coming had places to sleep, logistics. So I brought a logistics person who had just completed some work in Worcester, and that individual was going to continue to work with the team that remained in Worcester to align the logistics for the folks that were coming across.

Q. Could I interrupt for one second? I just want to go back: You said you did a full damage assessment when you arrived with your team on the 21st?

A. [FRANCAZIO] We began in Lunenberg -- that

was the original objective -- and extended it through the rest of the system.

Q. And was this a damage assessment of what we've been talking about, the secondary distribution lines? Or did you go through the whole transmission, primary distribution --

A. [FRANCAZIO] We did not go through the transmission. We went through the rest of the primary and secondary as well.

Q. To make sure I understand: Up until that point, Unitil had decided not to do a damage assessment of the secondary. Instead, they decided just to put repair crews out there and work its way down and fix damage as it arose. Is that a fair characterization?

A. [DUBE] That sounds fair.

A. [SPRAGUE] Yes.

A. [FRAPPIER] The term "sweeping" was used earlier. We swept through the circuits and made the repairs.

Q. So you sort of did have the damage assessment and the repairs at the same time.

A. [SPRAGUE] Yes.

A. [FRAPPIER] Correct.

A. [FRANCAZIO] Just to interject: It's not uncommon to go out and do the primary circuits first, and then, when you go back and do your laterals and you start picking up -- do the sweep piece at that point, do the secondaries, and do the laterals. It's pretty standard.

Q. And why did you decide, instead of doing a sweep of the streets that Unitil had yet to get to -- which would have sort of been a continuation of their approach, but with many more crews -- why did you take this other approach of, "Let's do an initial damage assessment before we determine where to deploy crews"?

A. [FRANCAZIO] Because National Grid was releasing a number of crews. I wanted to come back with an estimated number of manhours associated with meeting the objectives of having power on by Christmas. The only way to effectively do that was to have a very good feel of the amount of damage and the hours that it was going to take to do that repair.

A. [MEISSNER] Just to clarify, too: It wasn't sequential, where damage assessment was done before crews started working. I mean, in fact,

damage assessment I believe occurred Sunday and Monday.

A. [FRANCAZIO] Correct.

A. [MEISSNER] But there were 50 crews working on Sunday and then an additional 80 or 100 crews working on Monday. So they were going in parallel. They were happening simultaneously.

Q. In retrospect, do you think you might have made an error in deciding to not do a damage assessment to get a sense of level of crews and restoration time?

A. [MEISSNER] I don't think it would be characterized as an error so much as a decision that had to be made based on the available resources. It was a resource decision that was made, in terms of how to deploy the resources that they had. Given the choice between continuing resources on damage assessment or continuing on the repairs themselves, they deployed those resources to the repairs.

MS. KOEPNICK: We're getting close to completing the cross-examination, but I think this is a good place for an hour break. I don't think we'll be too much longer when we come back. Then we'll address procedural issues.

(Recess for lunch.)

MS. KOEPNICK: Let's go back on the record. We're back on the record after a one-hour lunch break. We're continuing with the cross-examination of the company's panel. I again remind you that you are under oath.

Mr. Perlmutter?

Q. I have a couple of questions to finish off. I want to try to understand the difference between the damage assessment performed, I guess, under Mr. Francazio's leadership at National Grid and how the company would have done the damage assessment or participated in that damage assessment.

So my first question is: Was the company involved in the efforts of the National Grid crews starting on Sunday the 21st?

A. [SPRAGUE] I guess the way to characterize it is, the Unitil staff was putting together drawings and maps that were the basis for the damage assessment that the National Grid folks did. And then it was actually the National Grid folks that went out into the field and drove the circuits to complete their damage assessment.

A. [FRANCAZIO] Just to add to that: We were

working under Unitil's direction, clearly.

Q. Well, once they provided you the maps -- and were these similar to the maps that you were providing to your own repair crews and external crews previous to this?

A. [SPRAGUE] That is correct. And we had prioritized them based upon the amount of damage that was still left on those circuits. So we got them out into the areas that still had the most amount of damage.

Q. And how did you know which areas had the most amount of damage?

A. [SPRAGUE] Well, I should have probably phrased it differently. It wasn't necessarily the most amount of damage. It was the areas that had the most amount of customers still out. And we knew that by the map that Mr. Meissner was talking about, that was getting highlighted as the system was being restored.

Q. I don't want to get sidetracked, but did you know that, the parts of the service territory that had the most number of customers out, because you knew you hadn't been there yet to repair the distribution lines on that street, or --

At this point in time was your AMI contributing to your outage-detection efforts?

A. [MEISSNER] AMI, generally no.

A. [SPRAGUE] AMI, generally no. I'm not sure if it was either this day or Sunday that we began trying to use the AMI system. But we found that we still had a lot of the communication structure that was down, the phone lines that essentially connect the -- there's information-gathering -- there's actually computers in the substations that then transmit the data back to the central office via phone lines. And we found that a good deal of those phone lines were still down, so it wasn't providing a complete picture.

Q. I'm sorry, so repeat your answer. How did you know where to send National Grid's crews?

A. [SPRAGUE] It was based upon the areas that we knew that were not energized and customer estimates for those areas.

Q. This may be very simplistic, but you knew they weren't energized because you knew you hadn't repaired them?

A. [SPRAGUE] Correct.

Q. And once you gave the maps to National

Grid -- Mr. Francazio said they worked under your supervision -- did you supervise them further, or at that point was it up to the National Grid crews under Mr. Francazio's direction to just get the job done?

A. [SPRAGUE] At that point it was generally, after having kind of a safety briefing with those individuals, a description of the system, where they would be going, generally what they would be seeing. I believe that day was also a rather poor weather day, so we had some discussion around that.

But once they were out in the field beginning their portion of the damage assessment, then it was under Mr. Francazio's supervision.

Q. And do you know whether the damage assessment done under Mr. Francazio's supervision was much different than the assessment done under the company's direct supervision?

A. [SPRAGUE] Maybe I can compare the two. That might help. I think we discussed the damage assessment done with our crews early on, the initial damage assessment, as it's been termed, was essentially looking at primary main lines and some of the additional single-phase lines. The

information was documented, you know, by handwriting on circuit maps, and those circuit maps were brought back into the office.

In contrast, the approach that was used by National Grid, they had -- as they were patrolling a circuit, they had premade worksheets per se that they filled out for each location that had damage or that needed a repair, so each one of those. Then they would mark that there was a wire down or a service down. All of those for a given circuit or area that they were patrolling were then combined, brought back into the office. The National Grid individuals that were in the office would then summarize the information coming in from the damage assessment, and that's how they came up with their crew estimates.

A. [FRANCAZIO] There are crew hours associated -- there are crew hours associated with each of those activities at a specific location. So if you say that there's a pole replacement or a wire down, a cross-arm replacement, there is an estimate of the crew hours identified as that, and that's how the hours are compiled.

Q. I see. And your damage-assessment crew did

that as they were going along, or was it done once they went back to the office?

A. [FRANCAZIO] As they check it off, they bring that back. It is compiled there for that particular feeder, and it's rolled up into that envelope as I described earlier. So on a crew basis you know how many hours are associated with that. Then that gets rolled up as a total estimate of hours for the system.

Q. Help me by explaining how that's different than the way Unitil approached it.

A. [SPRAGUE] They are very similar. The way that we approached it was, we essentially had a circuit map laying in front of us with a lot of different marks. We had individuals in the office on Monday and into the evening Monday -- I forget what day; Monday's the 15th -- and essentially were tallying it up: "We had six broken poles. We had six wires." Then we would use similar criteria as to replacement of a broken pole is estimated at four hours. We have six of them. So to just repair broken poles, there's 24 crew hours.

Q. Looking back on it, do you think the way National Grid did damage assessment was a more

efficient way of approaching it?

A. [SPRAGUE] After seeing what National Grid did, I think the benefit of their system was that, at the end of a day, those crew packets would come back in and pages would essentially be split: "This is what we completed; this is what we still have outstanding." So at the end of the day they could retabulate what they still had to repair, and so they could then continue their estimates forward rather accurately for the remaining work that needed to be done.

Q. In your approach, you were working off more of a single circuit map and it was more difficult to tell what exactly had been complete?

A. [SPRAGUE] Correct.

Q. So you would say that impeded your ability to project restoration times?

A. [SPRAGUE] I would say that the estimates that we had as we progressed into it may not have been as accurate as they could have been.

A. [MEISSNER] I would say -- I'm sure there's multiple benefits. But I would say that a primary benefit of what National Grid's system did was translate damage directly into crew hours. And as

Kevin said, as things got completed, you could be always keep tallying and retallying damage in terms of crew hours -- which, again, factors into restoration times.

Q. But it's not clear to me -- I understand that because each maybe trouble spot or selected group of trouble spots was on a separate sheet, it's easier to manage "done/not done." It's not clear to me why one approach would be able to estimate crew hours.

A. [MEISSNER] The crew hours, just to be clear, were hard-coded on the sheets that they were filling out, in advance. It wasn't done during the storm. It was hard-coded from past storm experience, essentially.

A. [FRANCAZIO] There are checkboxes -- as you check off pieces of work that have to be done at that particular location, at the same time it has crew hours associated with that, whether it's tree damage as well as line damage. It gives you an estimate on that particular location how long that location is going to take to perform the work.

Q. And did you find that you were able to perform the repairs consistent with the projected

work hours?

A. [FRANCAZIO] I will say that I had to add a factor, and I had the advantage of just leaving National Grid's service territory, so I knew I had to add a factor of 30 percent to the overall number -- I mean, because of the weather conditions. It was snowing, and we still had the objective to be completed by Christmas. So I had to make sure that we had enough resources to do that.

So, yeah, I put a factor onto the number, and I think from there we were pretty close to what we needed to do.

Q. And was the number developed based on your recent experience at National Grid during the storm, or did it predate the storm?

A. [FRANCAZIO] No, we --

National Grid borrowed that same process from Florida Power & Light. The estimates on repair times was something that we went over -- National Grid went over a number of times with field personnel, to say, "Lookit, in these weather conditions, does this hold true, does this hold true" -- knowing that at some point you have to either put a factor in for weather conditions or is

it a hurricane -- a major, can't-get-around type of thing.

So, again, it's experience. We worked through it, and we got it down to the point where we were pretty comfortable that those hours would get us into the right ballpark.

Q. You were saying that once you added the factor of an additional 30 percent, those estimated work hours turned out to be reasonably accurate?

A. [FRANCAZIO] Yes.

Q. And so one difference is that -- or I should ask you: Is one difference that Unitil didn't try to project, predict work hours per trouble spot?

A. [SPRAGUE] We were predicting work hours per circuit, as opposed to per trouble location.

Q. And that could be problematic because you're then sort of assuming trouble spots per circuit? Is that a fair way of looking at it?

A. [SPRAGUE] Not necessarily. I think where it -- where it may not have been as efficient as National Grid's approach is, after a crew had been out there for a given day and repaired a certain amount, our ability to then go back and say, "Okay,

we had originally estimated, you know, these five streets were going to take, you know, five crews ten hours," and then essentially removed that from our estimate. I think we were taking more of a higher-level approach, where we would say, "Jeez, we had five crews out there for ten hours," so we were just removing 50 hours from that circuit's estimate.

A. [MEISSNER] One thing, just to clarify, too: The term "trouble spots" became almost irrelevant in this storm. I would say in the vast majority of storms, nine times out of ten, that's how we would manage, would be to trouble locations, and that's how we would do damage assessment.

But in this storm the damage was just so wide -- there were no distinct problem areas you could identify. So there weren't, in my view, particular trouble spots to be targeted. You just started at the substation on a circuit and figured out all the locations on the circuit that there was damage.

As I said, in a normal storm, you might send two or three crews out to a circuit for a day and they'd restore the whole circuit. We had instances where we had ten crews on a circuit for

ten straight days and then we had to send in a lot more at the end of the storm just to finish.

BY MR. DANIEL:

Q. If I could just ask: If National Grid's process was used for the transmission and for the primaries, let's say, would that have varied much from what they had done? Or at that stage would the process have been similar?

A. [FRANCAZIO] I don't understand the question.

Q. If, let's say, you were at Fitchburg doing the damage assessment day one.

A. [FRANCAZIO] Yes.

Q. Would your process be the same throughout, or your process would have varied at the beginning of the storm versus toward the end of the storm, your damage-assessment process?

A. [FRANCAZIO] The damage-assessment process, though it's an iterative process, usually --

The process that I would have employed in this particular case is a two-phase process. Phase 1 is done within the first 24 to 48 hours. You do a damage assessment on your main lines and get a good understanding about the amount of damage,

the type of damage, the type of resources you need, and a global estimated restoration time. And you have to extrapolate those numbers basically based on what you're seeing to your side taps.

Within the next, I want to say, 72 to 96 hours, you do your detailed analysis, so then you can talk specifically to the communities about what they have out within the communities. So now you're getting down to the services in the laterals.

Then you roll all that up. Of course, you've already made your determination, "I need so many more resources. I need so many more resources in relation to this." That's all happening while you're doing your second phase. You tweak those numbers based on what you're seeing in your second phase. That's the process that I've always used.

Then typically -- you might even have to do -- and as they say, this particular storm, you might have to go out again and do it later on in the process because of the breaking branches, all this other stuff, the two more storms that hit. They all had a significant impact on the overall system integrity at that point. You may have to go out and do it again at some point.

Q. So just to ask it again: I understand what you just said. But you factored like 30 percent --

A. [FRANCAZIO] That was because I had to back in to Christmas.

Q. Exactly. So if you were doing the initial assessment, as Fitchburg has done for the 69 kV and the primaries, would the 30 percent underestimate have been known in your process versus what they didn't know in their process, in terms of estimating?

A. [FRANCAZIO] You don't have to add the 30 percent -- okay? -- if you're okay with what the duration looks like, based on the number of manhours that you have and some of the conditions. You might say, "Lookit, this is going to be a five-day restoration event. I've got 1,000 crews out there working. Is that okay?" Versus "I need to be done by Christmas and I have to make sure that I have enough resources to get that done." So if we wanted to go past Christmas with the numbers of crews that were available, we could have done that; but backing it up, we knew we needed another 30 percent, plus we had weather conditions, so we put a safety factor in there as well. Does that make sense?

Q. Right.

A. [FRANCAZIO] As far as transmission: Transmission is a separate, ongoing initiative. So substations and transmission is a separate group of folks working almost independently, just focused on getting those services back -- just to take you through the process.

The first thing you have to do is a public-safety phase. During that public-safety phase you have wires down, which is a separate function; you have damage assessment, which is a separate function; and, of course, you're going out and you're cutting and clearing whatever you can. In parallel with that, you're running a transmission activity as well. Transmission and substation activities need to have its own separate focus, so that you're ensuring that you're getting the right resources and you're not trying to share those resources on the distribution side of the business. So that's got to get up and running. That's a different focus. That's one piece.

BY MR. PERLMUTTER:

Q. I want to just ask a couple of questions based on your experience at National Grid. Do you

have separate employees who are trained for damage assessment, versus those who are trained for wires down?

A. [FRANCAZIO] Again, if you're out doing damage assessment, you're also going to run into wires down. But yes, there are two separate groups. Wires down is one function; damage assessment is another function. Clearly, they need to be trained from a safety perspective, because they're going to encounter that situation.

Q. And similarly, you have a different group -- National Grid has a different group of folks trained for transmission and substation versus those trained to repair distribution facilities?

A. [FRANCAZIO] Well, National Grid is a transmission company. So, yes, they have separate transmission crews.

BY MR. DANIEL:

Q. I have a couple of questions. We haven't heard much about Verizon. I know Verizon is a joint owner in your service territory, in Fitchburg.

A. [MEISSNER] Uh-huh.

Q. Could you give us a little bit more of what went on, their coordination with your efforts? Or

how did it go? Was it independent? Was it coordinated? How much work did they do? We don't know how many poles they replaced. We just don't have much information on what Verizon did.

A. [MEISSNER] There was coordination with Verizon, which people here can speak to. I think the question about the poles is really an after-the-storm issue, in terms of where poles got set and joint-company billing, accounting, and so forth. But during the storm there was coordination with Verizon. I think either Mr. Frappier or Mr. Letourneau can speak to it.

A. [FRAPPIER] During the storm we were in communication with an engineer. I was emailing -- as we were identifying broken poles on the system, I would email a list of those poles to them, just to identify what we had found in their service territory.

And then we also -- during the operations was -- if we ran into a broken pole, we would set it. We suspended the intercompany operating procedures, which details whose set territory it is, who's responsible for the pole sets. We had crews available. We just went ahead

and set poles, to continue the restoration process. But we did supply them with a list of locations that we found.

Q. So your feeling is that Verizon had enough crews during this whole process?

A. [FRAPPIER] I'm sorry?

Q. Do you think Verizon had enough crews in that whole process?

A. [FRAPPIER] I don't know what they had for resources.

Q. You don't know what resources they had. Okay.

BY MS. EVANS:

Q. I believe somewhere in this testimony -- and I'm not exactly sure where -- there was an answer by the company that you did not know how many poles Verizon set during the storm. Is that correct?

A. [LETOURNEAU] That's correct.

Q. Do you now know how many poles Verizon set?

A. [FRAPPIER] Do not.

Q. Because those poles are being used to supply electric service, I would assume that you would want to know what poles Verizon set in your

service territory during the storm; is that correct?

A. [FRAPPIER] It's helpful.

A. [MEISSNER] The process is, they will have to bill us. It's called JO billing, joint-ownership billing. In doing so, they'll be identifying what they set and where. They have not done that yet.

Q. When will that process happen, is your understanding?

A. [MEISSNER] I don't know.

A. [FRAPPIER] I made a request to them for post-storm information, as to how many poles they set. They explained that they had crews from all over their region and outside the region, that they hadn't compiled the list of poles they set.

Q. But the company will eventually find out what poles were set by Verizon; is that correct?

A. [FRAPPIER] I hope. I'll follow up.

A. [MEISSNER] In order to bill us, they need to tell us what they set.

Q. And we know that they'll want to bill you.

A. [MEISSNER] Yes.

Q. Have you already billed them?

A. [MEISSNER] I don't know. We knew where we set poles, so....

BY MR. PERLMUTTER:

Q. Was it an estimated bill?

(Laughter.)

Q. Sorry.

BY MR. DANIEL:

Q. I guess my next question is: I understand that a communications company such as Verizon cannot touch your wires, but they have three crews in pole-setting. Where are they in the NEMAG process? Are they members?

A. [MEISSNER] They are not.

Q. Is that something that you would consider, just like you plan to join EEI -- is that something that you'd look into, the telecommunications companies as well, for assistance?

A. [FRANCAZIO] That's a very good point. We actually are hosting the July NEMAG group in Hampton, and we will put that on the agenda. Good thought.

Q. My next question is: I understand what happened, now. If I had given you 150 crews at the beginning, let's say December 12th, how would that have changed the whole restoration process?

A. [MEISSNER] I mean, I think as has been

mentioned during testimony, ultimately the restoration duration is determined by the number of crews and the amount of hours of repair time. So, you know, as a mechanical calculation, I think you could determine that.

Q. But is it practical to say, "I have this much damage, and I need a thousand crews," and you bring a thousand crews all at once? Or do you kind of build it up? I just want to have a feeling of how the restoration process logistically would be done?

A. [MEISSNER] Logistically, whatever number of crews you bring in in-house, you have to have the logistical support to manage those crews efficiently. Presuming you can do that and that they're engaged in repair activities all throughout, it should be just the number of crew hours of repair time, which is estimated through the damage-assessment process, divided by the number of crews will give you -- that's how the ETR is essentially determined.

Q. So if you didn't have a cancellation from --

Was it from PECo?

A. [MEISSNER] It was a contractor of Dayton.

Q. How long would the duration last, do you think, if that didn't happen?

A. [MEISSNER] Somewhere in the data responses I believe I saw a number on the order of 420 crew days. The term "crew days" is even kind of shorthand, I think, assuming that they work a certain number of days. But as a proportion of the restoration process, I think it was estimated at somewhere around 30 percent, or a third of our resources during the course of the week.

Q. So that that means you would have been done by the 19th, the 20th, the 21st? I'm just trying to have a sense.

A. [MEISSNER] Proportionally, it would have had that proportionate impact on the total duration.

Q. My last question: I guess, was it yesterday or this morning, the AG was asking about an audit, as well as Ms. Alexander stated that the recommendation failed to provide the DPU with an implementation plan that would allow the DPU to monitor and enforce. I think I took that to mean that the specifics are not known, the details of what will be the action plans on the

recommendations. When will you have that for this recommendation? I understand for some of them you have already done it. But when will that be complete? And is that something that could be available to the Department within a certain time frame?

A. [FRANCAZIO] I mean, the document that we supplied previously in 127 -- I had been in the company a week. I just tried to put some sort of -- get some sort of perspective in relation to the self-assessment -- roughly, what were the items, how long it roughly took to complete those items, in relation to a bigger project plan.

The project plan is something we're still building out. It's going to be a regular project. It's going to be in Microsoft Project. It's going to be run like a project. There are lots of different pieces to this. We want to make sure that we incorporate all the recommendations that are in the self-assessment in some way, shape, or form as part of the processes that we're going to be institutionalizing within the organization. That includes the whole concept of ICS -- and we've had this discussion before. But it includes changes in

a lot of different areas throughout the organization. And I believe Mr. Yardley brought up the fact that this is, you know, a corporation-changing experience at the end of it, because there's going to be things touched in each and every area.

The whole governance structure is going to change moving forward. The whole concept of sustainability is going to be focused on. This is going to be a core competency for Unitil going forward, without a doubt. There's no -- believe me, there is executive commitment from the very top all the way through the organization to make this happen.

So as far as taking this forward, there is going to be a lot of oversight, internal as well as external.

I've already spoken to internal audit. There's a whole process that will make this transparent to the organization. As far as transparent to the Commission, I'm fine with that. If you want me to be here every couple of months to talk about what we're doing and how we're doing it, I don't have a problem with that concept at all.

I think we all have a very clear vision of how we want to take this forward and the things that have to be done. If you want, I can tell you everything that we've done to date and where we're going to take this. If you're interested -- I've listed everything out, folks. If you're interested in knowing what we've done and how we feel that we're better prepared today for an event tomorrow, we can talk about that as well.

BY MS. KOEPNICK:

Q. I have a follow-up to that. The company has done the self-assessment, and you're going to implement these steps that will increase, hopefully, the company's ability to prepare and respond to these storms. And Mr. Francazio describes this as a core competency, or what will become a core competency.

My question is: How can this core competency address the issue of public confidence that's arisen because of this storm?

A. [FRANCAZIO] The only -- my opinion, the only way that's going to happen is it's going to have to be "Show me." It's going to be us demonstrating to the community, to the regulators,

to public officials, and of course to our customers that we can deliver on what we say we're going to deliver.

Q. How are you going to do that? I don't think that many of these steps are going to necessarily be transparent to customers. Do you have any plans for how you might go about doing that?

A. [GANTZ] I can speak to that. Probably one of the most difficult things from a communications standpoint is the lots of trust and confidence that this event has wrought. We recognize that it's going to need a significant effort over an extended period of time to rebuild relationships, rebuild confidence, and rebuild trust, so that we can get to the point where what we are able to deliver is consistent with what our customers' and public officials' perception of us is.

We recognize that this is going to take time. We could put as many advertisements in the paper or send as many letters as we want, and right now we don't have the trust or confidence to be believed.

So we think it's critically important

for us to do the right thing in terms of the crisis-response system that is going in place, the steps that we're putting in place now, to establish this as a core competency, the "Show me" piece of it. That involves a level of engagement with the community and with the public, as we sit down with each of the communities on the details of what we want to put in place, we integrate our plans with their plans, we begin to build those working relationships with the public officials in the community; and those working relationships are the basis on which we have to rebuild the trust and confidence with those folks.

That's a critical first step in a long-term process of building the company's reputation and confidence with its customer base, but it's only the initial step. Key parts of the implementation of this process from the strategic level down to the organization is going to involve focusing on customers, focusing on information to customers, focusing on emergency preparation so that, rather than trying to come up with messages during an event that meet those needs, we're going to have those prepared as part of our emergency-planning effort

ahead of time, information packets that would be available on the Web and to customers, also integrating that into our normal newsletter process, getting information out to customers in advance.

I will mention that we had planned a January bill newsletter, a whole bill insert in January of 2009, focusing on storm preparation for customers. We didn't put that in the bill for obvious reasons.

Along with sort of the detailed and face-to-face effort that we'll be doing in part with Mr. Francazio's leadership with the public officials on storm restoration and emergency planning and the effort to provide a better communication effort in terms of our customers, better information, a better relationship with our customers, you know, we are going to be reengaging with the community in terms of community and economic development, in terms of building relationships with key people in the community, because part of the lesson is, if you don't have those relationships and you get into a crisis, that's how you lose trust and confidence.

So that's a summary of what's going to be a very long-term process to rebuild that trust

and confidence.

Q. Is it accurate to say that all of this is right now at a very high, strategic level as these plans are implemented? Or do you have concrete plans at this point in terms of community outreach or outreach to public officials?

A. [GANTZ] We are doing outreach as we speak. We came out of the storm with a significant effort. Our CEO met with all of the key local officials after the storm. We have hired some outside resources to help us in this process.

Q. What do you mean by that?

A. [GANTZ] I mean consulting resources to help us stay in touch with public officials -- recognizing that we didn't have enough resources to deal with all the conversations that needed to take place in the aftermath of the storm. So that's one of the issues that we're going to be addressing, is the resource issue.

We have increased our efforts right off the bat. But we think that leading with the grassroots, on-the-ground efforts in terms of emergency-response restoration, building the confidence at that level, is really the place to

start the full-scale reengagement.

A. [FRANCAZIO] Just to interject, I've already met with Townsend, Ashby, and Fitchburg, and Lunenberg is next week. We are committed to meet with them every month to go over, you know, the emergency-response activities as well as the appropriate protocols going forward.

For instance, embedding somebody in their EOC to me is not the most effective way to do that. I'll be honest with you. But, you know, we want their input on that. I think there are other mechanisms that we can provide them to make them feel comfortable that the communication and the information flow, true information flow, is appropriate, then they will be satisfied.

We've already talked about zoning off maps and letting them have our maps for our system so they can go out and see where we're working. We will put in place things like, after -- any event that's extended beyond 48 hours, there will be a daily conference call with the operations folks, not just what -- you know, the municipal folks that they'll have constant communication with. There's going to be a muni room set up within the divisional

EOC, that they are constantly talking to those people. And then besides that, there will be an operations call with them, talking specifically about what they're doing and how they're doing it.

So as far as specificity, there's plenty of specificity. We know exactly how it's going to look and how it's going to work. We just need time to execute.

I gave you the timeline. That's my best estimate at this point in time. I feel confident that we are going to have a good plan in place by August. Like I said, I want it here before the hurricane season. We'll be drilling it right after that, probably sometime into the September time frame. And, again, we still have to --

This is a big change throughout the organization. It has to be institutionalized, and there needs to be training and a lot of other pieces have to go with this, because we do want the municipal input. You have to have the municipal input. You have to work in concert.

That's the benefit of NIMS and ICS, is that you're talking the same language, the same processes. We know who's in charge. We know who

the commander is. We know how it's going to work.

I'm off on a tangent. I'll just stop.

Q. Thank you.

BY MS. EVANS:

Q. As far as feedback from the company on their implementation, you've given us a lot of details here, Mr. Francazio. I'd ask a record request: Your chart that you put together after you had been with the company a week, I'd like an update as of the date of the record request. If you have more detail to add into your implementation plan, that would be appreciated.

MS. KOEPNICK: This will be Record Request DPU-6, an update of Attachment 1 to the company's response to AG-5-127.

MS. EVANS: Which is the company's implementation plan.

MR. CHAN: Madam Hearing Officer, when we do that record request, can we get this-size paper again?

MS. EVANS: We would like it on big paper.

A. [FRANCAZIO] DPU-1 was to prioritize that. You said give me a priority list associated with

that. We'll update it and prioritize it in the same response.

Q. That would be fine. If it's clear from the response that it answers both those questions, that will be fine.

(Record Request DPU-6.)

MR. MUELLER: We can cross-reference.

MS. EVANS: That would be fine.

Q. This will serve the purposes of this particular investigation, which is obviously a finite investigation. For purposes of further feedback to the Department on the ongoing implementation, that's something that we need to confer with the Commission on, as to what they see would be the appropriate type of interaction between the company and ourselves for further feedback on that implementation. We appreciate the offer to give us regular feedback.

BY MR. NELSON:

Q. Mr. Francazio, when you were mentioning commitment a few minutes back, from the organization, all the way down through: Do you find this organization -- I won't say easier, but quicker to get results, so that things happen?

A. [FRANCAZIO] Yes. Not only is there a commitment, but clearly there isn't the same hurdles that you have to overcome in a big organization. I'm not going to go through all the details of that. But yes, it's much easier to implement within this organization.

And I have to also just state for the record that Mr. Schoenberger has asked me more than once to come to his office and talk specifically about this and how are we doing. On top of that, of course, I speak to Mr. Meissner daily on progress that's being made.

So there's very much a commitment to take this forward, to move things quickly.

BY MR. PAREKH:

Q. I have one question: Fitchburg at Flag Pond substation, you guys have two lines coming in from Pratt Junction and going to New Hampshire, called Bellows Falls, something like that. And you also have dual 115-kV-to-69-kV transformers at the ring bus.

A. [SPRAGUE] Correct.

Q. Fitchburg Gas and Electric owns the ring bus, 115-kV?

A. [SPRAGUE] Yes.
Q. But the line belongs to National Grid?
A. [SPRAGUE] Correct.
Q. Just before the storm started, one of the lines was taken out for maintenance because ISO wanted one line out?
A. [SPRAGUE] I believe that line was out of service to facilitate the Fitzwilliam project that's now occurring.
Q. So just before the storm, you had only three lines available at Flag Pond.
A. [SPRAGUE] Correct.
Q. These four lines are on the same towers, two lines on each tower? Are they double-circuit towers?
A. [SPRAGUE] I believe you are correct, yes.
Q. So the two lines coming in to Flag Pond substation, which is National Grid's line, is on a double-circuit tower.
A. [SPRAGUE] Correct.
Q. Two lines on the same tower.
A. [SPRAGUE] Correct.
Q. And the outgoing line to New Hampshire is also double-circuit tower.

A. [SPRAGUE] Correct.

Q. When you do your contingency planning, do you use only one line out of service or two lines out of service because they are on the same tower?

A. [SPRAGUE] When we do our planning, we review both scenarios -- essentially any one of the four lines out of service and also the complete loss of what I would consider the north lines and the south lines.

Q. So you lose, in your analysis, both lines out of service.

A. [SPRAGUE] Correct.

Q. And you call that an N-minus-1 contingency?

A. [SPRAGUE] We would recognize that tower failure per se as a single contingency that would take two lines out.

Q. So the two lines can go out, that's one contingency; correct? Simultaneously.

A. [SPRAGUE] Yes.

Q. Due to lightning or whatever.

A. [SPRAGUE] Correct.

Q. And then your system has to be prepared for the probable second contingency; correct?

A. [SPRAGUE] Correct.

Q. Which could be two lines going south to New Hampshire.

A. [SPRAGUE] Theoretically, yes.

Q. So your system has to be designed to lose both lines coming from north and going south, which is both of them becomes -- losing four lines becomes N-minus-1-minus-1 contingency; correct?

A. [SPRAGUE] Correct.

Q. That means you do not have any source.

A. [SPRAGUE] Correct. And we've had this discussion with National Grid in the past, and I believe there are plans to, as they are rebuilding -- I believe they're rebuilding the north lines -- I think it's the north lines -- I think they have in their plans to actually separate those lines off of the single tower.

Q. So National Grid has plans to separate those two lines on the same tower to each individual tower?

A. [SPRAGUE] I believe so.

Q. And when is that?

A. [SPRAGUE] I don't remember off the top of my head.

Q. So right now you are living with the

contingency which completely takes you out of any source available.

A. [SPRAGUE] I think the probability of having a tower failure on both the north lines and the south lines is very remote.

Q. Let's go to the 69-kV. You have Lines Nos. 1, 2, and 3.

A. [SPRAGUE] Yes.

Q. Are they on the same towers?

A. [SPRAGUE] No, they are not.

Q. Each individual line on individual separate towers?

A. [SPRAGUE] Yes, they are.

Q. And doing the contingency analysis on your 69-kV side, you take two lines out of service, one and the other one -- Line No. 1 and then Line No. 2?

A. [SPRAGUE] No, we -- on our 69-kV system, we would essentially do an N minus 1, so take one line out of service plus the internal generation.

Q. The internal generation you are talking about at Pine Street?

A. [SPRAGUE] At Pine Street, yes.

Q. Is still running and available?

A. [SPRAGUE] We assume that under fault

conditions that it initially trips off, so we assume that it's not available after a fault condition.

Q. So you design your system for one 69-kV line out, period.

A. [SPRAGUE] Correct.

Q. That you can survive with the rest of the other two.

A. [SPRAGUE] Correct.

Q. The ISO New England criteria says you have to design your system to live with N-minus-1-minus-1 contingency.

A. [SPRAGUE] I think we should be clear as to how the systems are classified. The Fitchburg Gas and Electric system, including Flag Pond, is not considered part of the bulk electric system and thus is not planned in conjunction with bulk electric system planning criteria. Most of the Fitchburg 69-kV system is actually classified as distribution. So the fact that we use an N-minus-1 criterion on the distribution system is adequate, we would say, for our planning criteria.

Q. So the 69-kV subtransmission line is a part of your distribution assets?

A. [SPRAGUE] It's classified as distribution

assets.

Q. And only the 115-kV Flag Pond is a full transmission facility?

A. [SPRAGUE] Correct.

Q. And it's not a bulk power system facility?

A. [SPRAGUE] And it is not bulk power.

Q. Okay, we'll have to check ourselves.

If you have two transformers at Flag Pond, which feeds your entire system, if one transformer has a winding fault, takes it completely out of service, cannot fix it on the site, you have to send it out for repair, can you survive with one transformer?

A. [SPRAGUE] We actually have another spare transformer at Flag Pond substation to account for the loss of that one transformer. So now we're in a situation where we need to plan for the next one, so that -- because, as you know, a transformer repair would take up to a year to occur. So we actually have a second spare. So we actually at Flag Pond, we plan for the loss of two transformers, and then replacing them with two spares.

Q. So you have a spare transformer.

A. [SPRAGUE] We have two spare transformers.

Q. Finally, in the morning I had asked Mr. Yardley about infrastructure for distribution, and it said on Page No. 94 that Unitil intends to hire or is going to hire some engineering firm to evaluate aging structures.

A. [SPRAGUE] Yes.

Q. Have you?

A. [SPRAGUE] That's specific to the 69-kV system. We have just recently been working with a consultant to get a price on that, and we've just recently got the price. So I'm not sure that we've actually executed it yet, but we are down the road of hiring that consultant to do an independent survey.

Q. So it's going to be implemented as suggested in that --

A. [SPRAGUE] Correct.

Q. One final question, on tree-trimming: We have analyzed your answers on tree-trimming at various towns, and Ashby is the one town where you have not trimmed in the last four years, for 2004 to 2008, not even a single foot of tree-trimming in Ashby. And that's the town where you have lost the maximum number of poles. Could you tell me, or

whoever is scheduling tree-trimming, why Ashby was not trimmed at all in the last four or five years?

A. [FRAPPIER] We've been continuing to perform cycle trimming. We're in the Town of Townsend. We've been looking at the number of outages, tree-related outages, as part of that planning. So on the cycle trimming, we're working in Townsend and Fitchburg.

We had spent 2003 and 2004 completing the entire Town of Ashby.

Q. You trimmed the entire town in 2003 and '4, you say?

A. [FRAPPIER] We began in 2003, and we completed --

Excuse me, 2002 was the beginning.

MS. EVANS: Mr. Sprague, if you would like to add to the answer, that would be fine.

A. [SPRAGUE] I think what Mark is trying to say is -- I think what Mr. Frappier is trying to say is that, you are correct that we have not trimmed in Ashby in the past four years. The two years right before that we had actually just finished spending two full years in the Town of Ashby trimming that area. So where we haven't been there for four

years, it's that we had kind of just -- we had just gotten out of that area. As the cycle comes back around, we will be going back to that area. We don't necessarily trim in every town every year.

Q. So you finished trimming in the Town of Ashby in one cycle, and you just said we'll wait four years, five years, whatever?

A. [SPRAGUE] I don't think that's necessarily the case. But for cycle trimming, yes. For hot-spot trimming, there are areas where we, you know, as a result of troubles that we would send crews back in to do hot-spot trimming.

A. [MEISSNER] The other thing worth noting is that Ashby had the most broken poles was because Ashby was where it was whole-tree damage, including hardwoods. It was really, I think, the two towns of Ashby and New Ipswich that experienced the greatest damage. We had 100-something poles in Ashby, and New Ipswich had over 200 broken poles. It was really those two towns that saw the brunt of the tree damage.

Q. One more clarification: In the process of installing the OMS system, with all the existing components, like IVR, GIS, and SCADA and AMI....

Are you going to use the existing all these components, or you will have some modification to it, knowing what happened, how did your AMI system work or didn't work, and so forth?

A. [SPRAGUE] I think the way to answer this would be that we're going to -- our OMS implementation, as the way it's designed right now, is a phased approach. The first phase is to integrate an OMS system with our GIS system and our IVR system, and our IVR system will be the system that we rely on for most of the data, which is consistent with the other utilities in Massachusetts. Then, as a second phase to that, then we'll work in SCADA and AMI and use that to continue to refine the prediction algorithm for outages.

Q. So your existing AMI and SCADA and GIS and all those components will be used as is, or there will be an improvement into those systems -- into those components, and then you're going to integrate all those things in?

A. [SPRAGUE] Well, take SCADA, for instance: We are continuously improving our SCADA, to install it in more substations, to continue to get more

information from the SCADA system. We're not going to necessarily wait for that to be completely built out before we integrate it with our OMS.

On the AMI side, I think if we're going to rely on AMI data for our OMS, that we are going to have to reinforce the communication infrastructure that goes along with it. You know, we've noticed that throughout this storm.

So I would say that -- like I said, we're not going to wait until all these other improvements are made before we put our OMS into place.

Q. I heard also the word KPI, key performance index or indices.

A. [FRANCAZIO] Key performance indicators.

Q. Are those key performance indicators will be a numeric value or a subjective value?

A. [FRANCAZIO] It's a combination. Some of them will be a very numeric value. Others are going to be subjective: Did you meet your emergency -- your damage-assessment timelines? Did you come up with an ETR within X amount of time?

So a lot of it is going to be subjective. There might be some numeric. Like I

said, as we build out the plan, we'll quantify where those are going to go, which ones should be which.

Q. So something like highest number should get an indices that it performs well versus lower number performs poor?

A. [FRANCAZIO] It could be something to that effect, on a range of 1 to 5 we're a 4 in this category or a 3 in this category, yes. That's very common on scorecards.

Q. Thank you.

BY MS. EVANS:

Q. I'm not sure who to direct this to: My understanding is the company participated or had contacts with MEMA during the storm restoration. Is that correct?

A. [SPRAGUE] That is correct.

Q. My understanding is that MEMA publishes a report at the end of a storm event like this. Is that your understanding?

A. [SPRAGUE] I am not aware of that report.

Q. Mr. Francazio, would you be aware of a report that MEMA publishes at the end of a storm event?

A. [FRANCAZIO] I am not.

A. [SPRAGUE] I would like to say that we entered into discussions with MEMA last summer, as did the other utilities, to develop outage reporting systems that weren't already in place. These outage reporting systems were meant to provide MEMA -- and also the Department has access to these as well -- access on a -- kind of the guidelines that we're given are updating on an hourly basis by town certain outage statistics. That is something that we had in place during the storm, and a lot of the discussions back and forth with Mr. Nelson and others at MEMA was those numbers were -- or those statistics were the subject of a lot of those calls.

BY MR. PERLMUTTER:

Q. I just have one line of questions, and it's about the AMI system. I'll just start with the broad question: What did the company learn about the performance of its AMI during the storm?

A. [MEISSNER] I can probably speak to that. The AMI system, first of all, just to be clear, is not an outage-management system. The feature that it provides is outage detection. That was the feature that we were interested in in this regard when we purchased the system.

What outage detection does is exactly what it sounds like. Normally the meters, when they're connected to the system, the AMI system knows that those meters are connected. I'm not actually sure of the technical mechanism behind that, but the system knows.

When there's a power outage, the system actually detects that the meters are no longer there. So based on that, it assumes -- I believe the system has some diagnostic capability where it is able to distinguish why, you know, meters have no longer been detected.

In terms of the storm, there were several things that came up that I think obviously we're going to have to take a hard look at. I think it really comes down to -- in much the same way that an OMS is helpful in probably nine out of ten events but there are some events that become so catastrophic that it's probably -- it may overwhelm an OMS system, I think AMI is similar. I think AMI will also be valuable in nine events out of ten.

But in this particular event, some of the things that happened were we lost communication. The system still relies on communication from the

substation back to our central office, so if that communication is disrupted, that's a problem. In order to harden that, we may have to consider some kind of redundant communication, maybe a combination of land line and cellular or some other means. So communication was an issue.

Other problems that were experienced is that meters, when they report back, normally report back through a single substation processing unit. If you change the configuration of the system, the meters are configured to report back through a different substation.

So there's a time process. You can send out a signal, and they will redo whatever it is -- refind themselves and report back through a different substation, but that takes time. It might take a couple of days. So you're in these time periods trying to make a judgment as to whether the abnormal configuration is going to be long enough that you should do that or if you expect to restore the system.

So there were circuits that essentially were no longer -- you know, the system essentially lost the circuits because they were not feeding back

through their normal pathway. That's something we're going to have to consider.

And then the last thing that I think happened is: The meters, when they are no longer detected, seem to report back their status periodically, every 10 to 20 minutes or so. But after three days, they stop doing that. I'm assuming they do that for a power-conservation feature.

So for outages of three days or less, as soon as you restore the system, the meters tend to come back up within 10 to 20 minutes, and they can clear out of the system. Once it went over three days, it took more like a 24-hour period before the meters restored themselves. I don't know if they're calling in or what they're doing. They don't restore as quickly.

So at the end of the storm, as communication was restored and as the circuits were restored, we were having to wait that day for the meters to slowly clear from the system. And we're going to have to evaluate that. But again, that would only be an issue in cases lasting longer than this time interval that we're talking about.

But at the end of the storm, once circuits were back on and once the meters cleared and were reporting in reads again, we were able to clear the system and see at that point individual service problems where there was still a meter without service and in some cases it hadn't been picked up in damage assessment, hadn't been picked up in the prior process, but we did pick it up on AMI.

Q. Was that before Christmas or after Christmas?

A. [MEISSNER] Before.

Q. Thank you.

MS. KOEPNICK: That concludes the Department's cross-examination of the panel witnesses. I've been informed that the Attorney General has a few clarification questions. Does the company object?

MR. MUELLER: We do not.

MS. KOEPNICK: Mr. Stetson, are you ready to proceed?

MR. STETSON: Yes. Thank you.

FURTHER CROSS-EXAMINATION

BY MR. STETSON:

Q. I just have a few questions in regard to the Attachment 1, the response to AG-5-127. Could you just go across the top and give us a description of the various columns that are set out there. The first one is just a plain P?

A. [FRANCAZIO] Actually, I was going to try and prioritize these initially, and then I stopped in the process.

Q. You got to No. 4 and you gave up?

A. [FRANCAZIO] No, because there were all the subprocesses, too. So then I was going to prioritize the subprocesses, which is the AP, and opted not to do that at that point in time, because, like I said previously, I need to incorporate other items as well as just the 28 that were -- for an overall project plan.

So it wasn't complete. Again, as I said previously, this was me getting my arms around the 28 recommendations, what were the scope of those, did they fit into what I perceived to be the new emergency-response plans, the new procedures, and how would they fit into that, roughly how much work was this in relation to what I know I need to do going forward.

So at the time they had this request, we put this into place, but it wasn't fully complete.

Q. In respect to that, the timing: Was this created in advance of us -- of the Attorney General issuing that data request to you?

A. [FRANCAZIO] Yes.

Q. So you provided it because it was already there --

A. [FRANCAZIO] Because I had it.

Q. -- and you had it.

The second column, REC number, I assume that's recommendation number?

A. [FRANCAZIO] Recommendation number, correct -- the recommendation itself, the subprocesses under the recommendation, whether or not it had an IT --

Q. Could I step you through it? The AP number after the Recommendation column.

A. [FRANCAZIO] That was actually going to be the priority code for the subrecommendation.

Q. I'm sorry to interrupt you. You were at IT.

A. [FRANCAZIO] IT, which is whether or not I think there was going to be system impacts related

to the initiative.

Training, how much training was going -- was the organization going to have to go through, to try and just get my arms around the duration of some of that type of training. Again, this was all done very subjectively in my head, and I have to build out a project plan; I fully recognize that.

Whether or not it has impact to -- and how would it fit into the new ERP going forward.

Internal and external touch points: Who do we need to talk to in relation to the initiative. Obviously there's going to be external agencies as well as internal-type activities.

The executive sponsor, I wanted to make sure I understood who owned it at the executive level, because clearly we want to make this transparent.

Q. These people signed off on their ownership?

A. [FRANCAZIO] We've had a meeting with folks at the last --

Actually, I've met with each one of them, yes. So the answer to the question is yes.

Then the next one is the status, which, again, this is very early in the process. The

status has changed.

Q. What would be the approximate date of the status here?

A. [FRANCAZIO] This was, I'm going to say, April --

Q. The data response was dated April 22nd.

A. [FRANCAZIO] So I would say this is probably in the April, you know -- late-April time frame.

Q. Now, the Department's asked for this to be updated, so that status would be updated as of the hearing time?

MS. EVANS: Or as of the date of the record-request response.

A. [FRANCAZIO] Since that time. Again, this was more or less a summary sheet. It's not the actual project plan.

Q. I understand.

A. [FRANCAZIO] There's also -- I've added other columns as well since then.

Q. And the COMP date is?

A. [FRANCAZIO] The completion date.

Q. Comments is obvious.

A. [FRANCAZIO] Comments is comments.

Q. And timeline?

A. [FRANCAZIO] The timeline is roughly when I think those particular activities are going to be complete.

Q. And the colored-in green dots?

A. [FRANCAZIO] The green means it is complete.

MR. STETSON: I'll turn this over to Sandy Merrick.

BY MS. MERRICK:

Q. I have two quick questions, to clarify some of the communications with municipal officials. Can somebody tell me when it was communicated to municipal officials that the wires down should have been dead because the system was deenergized?

MS. KOEPNICK: Can the witness who is most capable of answering, you may do so.

A. [SPRAGUE] I'm not sure exactly who provided that information. But the information -- that information would have come very early in the storm, when the entire system was out of service.

Keeping in mind that, the way that we were restoring the system, we had a good handle on, you know -- first, the entire subtransmission system

was out of service. Before we restored that, we went and opened up all the substations, so we restored that. Then we restored the substations without the circuits.

So throughout that timeline we had a good handle on the circuit -- the circuit at the source isn't even energized, so thus the lines that are on the ground are not energized. The flip side of that is, I'm not sure we ever -- it was ever informed back to the communities that, yeah, we are starting to reenergize, so you shouldn't continue to treat anything on the ground as dead, you should always treat it as live.

A. [GANTZ] And I can just add to that: When I was in the Fitchburg EOC, at all times they were indicating that they were treating any line down on the ground as if it were live unless it had been verified as dead.

A. [FRAPPIER] We also continually received calls from the municipals through the storm room, through our dispatch room as well -- that we received the calls and we would send someone to respond to check the conditions on those areas. In areas where we knew they were back on, we would

continue to send someone to check them.

A. [DUBE] I believe I spoke to Lunenberg and possibly Townsend on the first day to tell them that -- and I did speak with them, the folks that were in the EOC there, and informed them that their substations to feed their towns were completely deenergized. I told them that I would call them before we reenergized, and we did that on the Saturday. We notified them that we are ready to heat up the transmission lines to those substations that feed their towns, so from that point on they should treat anything as live.

Q. The second question I had regarding communications with municipal officials has to do with a question the Attorney General asked earlier in the week about the dedicated phone line that the municipalities have to the EOC. We discussed that a little bit. I think Mr. Meissner and Mr. Gantz had answered one of my questions about that.

However, when the municipal officials for Lunenberg and Fitchburg testified on Wednesday morning, they did speak to having some trouble getting in touch with folks. Do you have a response to that?

A. [SPRAGUE] I think I can answer this. Having been in the operations center the entire time, these first responders, emergency officials, they have direct lines into our dispatch, which is covered 24 hours a day. Normally those calls are handled by those and information is provided back.

Because of this event and the level of information that these individuals were trying to obtain and their relationships now with Mr. Frappier and Mr. Dube before Mr. Frappier, they would call up and specifically ask, "May I speak to Mr. Dube? May I speak to Mr. Frappier?"

At any given time those individuals might have already been talking with crews that were coming in, doing safety briefs. They might have been out of the office on rest time. They might have been engaged in just other work. So they weren't immediately available to respond to those individuals or take that call. And I believe that's what they're referring to, is that every time they called and asked for Mr. Frappier, Mr. Frappier wasn't right there to answer their --

Q. And there wasn't another person that could have answered the question?

A. [SPRAGUE] There were.

Q. If they wanted to talk to, for example, Mr. Frappier.

A. [SPRAGUE] They were more adamant that they wanted to talk to them. When they couldn't directly talk to them, a message was generally taken, and Mr. Frappier or Mr. Dube would then return the call.

Q. I have one last question, leaving the topic of communications with municipal officials. There have been a lot of questions about life-support customers. Could you tell me where reaching out to life-support customers was on the priority list during the restoration?

A. [GANTZ] I think there are two levels of that. I kind of sat in the middle between them, so I can address it.

The first level is the responsibility from the customer-service center, and I think we've gone through that to some detail. And the call center did generate callbacks to life-support customers in response to their calls in reporting the outage.

There's another dimension to medical emergencies that were identified or brought to the

attention of the emergency operations center during the storm, and I know there were a number that -- where I took those calls from municipal officials. There were others, a lot of that came into the storm room.

In some cases they were requests from officials to prioritize individual customers when they had a medical situation or, you know, children that were sick or, you know, hardship kinds of categories. That information was provided to the folks in the operations center, and there was an effort, particularly later in the restoration effort, when the company was at the point of starting to work on individual services, where those individuals or those requests identified during the course of the restoration were -- an effort was made to go out and get them restored.

Q. Can you tell me, was that before these sweeps or after the sweeps?

A. [GANTZ] Before and after, throughout the course of the week.

A. [SPRAGUE] I think I might be able to further clarify this. What Mr. Gantz was referring to is: The medical -- all of the medical requests

were coming into the EOC. Some were coming in through the IVR system. Others were coming in through phone conversations, either with emergency first responders or Town officials through our municipal coordinators.

Whenever there was the ability to get a medical customer energized, meaning that the primary system in their vicinity was energized, we would immediately dispatch crews to those areas. If we got an emergency call that was in an area that wasn't energized and there was a lot of work to get it energized, that would then be responded back to that customer or through the channels that it came in that that customer should seek other means, because of just the amount of time that it would take, you know, before they would be restored.

Q. Could you tell me if the operations folks working on the ground had the critical-care list?

A. [FRAPPIER] On the trucks?

Q. Yes.

A. [FRAPPIER] No, they did not.

A. [LAMBERT] The critical-care list of life-support customers is maintained by the customer-service representatives. What was sent and

communicated down to the operating centers was an indication on the tickets themselves that this customer was a life-support customer. Then they talked about the prioritization of restoration there. But that's who maintains the list.

A. [FRAPPIER] The customer-service center would provide operations with a work order. In the header it would say "medical," and we put that on the top priority as we energized the main lines. Later in the storm we were able to provide a trouble truck just to respond to those medical reconnect service orders.

Q. And again, is this before the sweeps or after the sweeps?

A. [FRAPPIER] During -- well, before as well, throughout the -- once we had the main lines of the primary system, as we got those up --

As we reenergized the main lines of the distribution system, we would take those work orders and prioritize them.

BY MR. CHAN:

Q. Continuing with the life-support question here, and this is really to Mr. Lambert: When you get your customer information to operations, you

have life-support customers, obviously not all life-support customers are the same, meaning, for example, we have someone with kids versus someone on a respirator, there's a priority here. Is the customer-call center in charge of determining the priority to operations?

A. [LAMBERT] No, I think it goes back further than that, to identify -- when we identify customers and to classify them up in our billing system, in our computer system, whether they're medical customers or, you know, for reasons -- to avoid a disconnection under the rules for nonpayment, versus a life-support customer, that determination is made well in advance. Then that indication is put on the record for the customer.

So if a customer's ticket or work order was generated, it would clearly state "life support." I provided for the record, during the storm it had a comment, it had a field that said "life support," and it made that indication that it was, yes, a life support.

Since the storm, actually, we've made an alteration to that, put in bold type at the very top "life support." It actually says "life support" on

the top now. We felt that that was a lessons-learned that we haven't talked about. We just took that upon ourself that this needed to happen after the storm.

So those tickets are then compiled by the operating center. But that's how they're identified.

A. [SPRAGUE] I think the impression to leave you with is that, once we could energize these medical customers, we did. It wasn't delayed, once the primary system in the area was reconnected.

Q. Thank you. Mr. Francazio, earlier in the week we had talked about emergency drills and tabletop drills that the DPU discussed with you. I'm looking for a clarification of a term. You used the word "pandemic" exercise. Could you elaborate further what a pandemic drill exercise would be like?

A. [FRANCAZIO] Pandemic events are usually a situation where you have lost staffing and your plan addresses a reduction of anywhere between 20 and 40 percent of your work force.

Pandemic planning is in line with business-continuity planning. It's different than

emergency restoration. Those plans look a little bit different. The drill itself is just a little different, where you would simulate a situation where 40 percent of your work force would not be available: How would the customer-service center operate? How would different functions who have critical processes --

And we have templates already built out for those critical processes. So each function knows what process would have to continue if indeed there was a situation where 40 percent of your work force couldn't be there.

So quite often the impact is on the IS side, because we want people to work from home. So can your system support multiple staff working from home because it's either in the -- usually under the 40 percent number. Let's say 20 percent of that is actually people staying home for care, just caring for their family. That's what happens.

There's a whole set of planning criteria. It goes back to the World Health Organization, the six criteria associated with that, and all the planning that goes with that. There's whole guidelines that are out on the Web. It's

pretty straightforward. You've just got to make sure that your business-continuity plan and your pandemic plan addresses all the possible scenarios in relation to staff reductions and your critical processes.

So what a corporation has to do is define those critical processes and how would it continue those critical processes with that reduction of staffing. That's what our plan does.

Q. Thank you. Mr. Francazio, in Mr. Yardley's report, there's a reference regarding training, and you also have a reference to training in your response to AG-5-127 attachment. What level of training are you thinking or envisioning you don't know till it's going to be doing? Is it going from upper management all the way down to administrative staff?

A. [FRANCAZIO] Yes. It's already started with the senior-level team. My process is to ensure that the seniors within the organization have a clear understanding of their role in any major corporate event. The crisis-response-plan plan addresses that. We've drilled that with them. We've been over that with them. They understand

their responsibilities associated with that. And the more we drill them on that, clearly the more -- and the more different types of events that we drill them with, they'll become more familiar with the plan, obviously.

The next step is the tactical side, which is how to get down to that next level within the organization to ensure that everyone understands the concepts associated with NIMS and ICS and they understand their roles and responsibilities within the new revised ERP, and if there is additional -- and there will be additional -- folks that we've identified as available to perform other functions that we've identified as gaps within the plan, so we need to fill those. So they're going to need special training for a lot of those -- damage assessment being a good example of that.

So we have options, and for an event such as this, I would outsource most of the damage assessment. There are still going to be other, the more prevalent type of events, which are lesser than the ones we just saw, that still you're going to need damage assessors. So clearly that's a piece.

So there is the technical training

that's going to go on with people with new functions as well as the broader training about what is ICS, what is this new ERP, how is it going to actually work, and make sure that people understand their roles and responsibilities.

To help them with that, there are specific checklists. You asked the question. Everybody is looking at me. But the bottom line is, you asked for it.

(Laughter.)

MS. EVANS: Excuse me: He asked for it.

(Laughter.)

A. [FRANCAZIO] There's specific checklists to help everybody go through their roles and responsibilities and understand what they need to do, and clearly, the drills are a primary component of that. I'll stop right there.

Q. This is what I get for not asking a yes-or-no question.

Under this chart attachment, again, under AG-5-127, there is a provision here for staff training. There are some yellow parts filled in. Can I work under the assumption that this will be an object of ongoing continuous education?

A. [FRANCAZIO] Yes. It's also done on an annual basis.

Q. This next question is kind of a past, present, and future question. Under the previous ERP -- directing this to anybody who wants this question -- was there a process for the company to have a storm report after an event? You have a storm event, the ERP is activated, and there will be a report issued within a time frame after restoration is complete.

A. [FRANCAZIO] I cannot answer the present.

A. [SPRAGUE] I believe that the present ERP does not specifically state that there will be. But during many of our larger storm events, we do convene groups of individuals to do kind of a storm debrief and come up with some lessons learned and some action items that we need to take out of that to prepare for the next event.

Q. And approximately how long is that from the end of the restoration process?

A. [SPRAGUE] We try to get the group together as soon as feasible after the event so memories are still sharp.

Q. And is that material used in the August

annual review of the ERP?

A. [SPRAGUE] It does not appear so.

A. [MEISSNER] I don't think it would wait until August, is the reason why. I don't think materials like that are just kept and then revisited in August.

Q. You can help with the future now, Mr. Francazio.

A. [FRANCAZIO] Going forward, every event has a critique. Those critiques are obviously lessons learned. They get incorporated into the document. In addition, every drill has a critique. That information is also put into the document. It's usually just prior to hurricane season. The document is then reviewed --

Just so we're talking about governance a little bit here: There's a single point of accountability going forward on this document, and that is emergency management. They own it. They make the changes. That's it.

As far as signing off, Mr. Letourneau and Mr. Meissner have to sign off on what those changes are to the document itself. Then that document lives within the risk register within the

organization. So it goes to the very senior level within the organization, to make sure that it is an ongoing and sustainable view of that document.

Q. I'm going to step back to the present just for one moment.

MS. KOEPNICK: Mr. Chan, can I ask how many more questions you think?

MR. CHAN: We'll be done before 4:00, I promise.

Q. Is there a copy of the debriefing in paper format from this most recent form? Or has that not occurred yet?

A. [MEISSNER] In terms of the most recent one, we actually hired Mr. Yardley to do the company's self-assessment. So his report really is the debriefing from that event.

Q. I want to turn back to the helicopter for a little bit. In the Yardley report on Page 94 it states that the company had used a fly-over, a helicopter, to look at the subtransmission station. Did anybody here actually ride in the helicopter?

A. [SPRAGUE] Is the question has any one of us ever done an aerial patrol?

Q. Yes.

A. [FRAPPIER] I have.

A. [SPRAGUE] I have.

Q. The next question I had: From the air, you've gone through your whole service territory at one time; is that right?

A. [SPRAGUE] Correct.

A. [LETOURNEAU] I'd like to clarify that: We don't go through the whole service territory in the air, no. We fly our transmission system.

Q. So it's just the transmission system.

A. [SPRAGUE] Correct.

Q. So from the air, can you actually see roadways from the air?

A. [SPRAGUE] You can generally see major road crossings, but you cannot see continuous roads, especially as you move away from the more populated areas.

A. [MEISSNER] I think what he's saying is, it would depend on the tree canopy and the size of the road. The canopy of the trees could cover the roads.

Q. What I'm asking next is that if you could see some of the roads from the air in the helicopter and immediately after, let's say, this past storm

event you were able to see downed trees in the road, would that be extremely helpful in terms of your analysis and review of storm assessment as well as indicating for assistance of tree removal, road clearance?

A. [SPRAGUE] I believe this same question has been asked. I believe the response at the time was: It depends. It may provide some information, but by all means, it's not going to give enough information to put together any accurate level of damage assessment.

Q. How about we go away from the damage assessment. How about in terms of just getting assistance on road clearance?

A. [MEISSNER] Maybe I could say it this way: I believe that there's merit to putting up a helicopter early on in doing the level of assessment that I believe you're asking about. I think what they're saying is, it's not a substitute for detailed damage assessment, but there is merit in doing a fly-over and getting a quick assessment at the outset of the storm.

MR. STETSON: Thank you very much. Sorry to drag it out there.

I'd also like to note for the record that, to the extent that the company seeks to be proactive in communicating its implementation of the Yardley report recommendations, the Attorney General's office would be happy to participate there as well.

MS. KOEPNICK: Thank you. I suggest a ten-minute break before redirect.

(Recess taken.)

MS. KOEPNICK: Let's go on the record. Is the company prepared to do redirect of its witnesses?

MR. MUELLER: Yes, Madam Hearing Officer, we are.

MS. KOEPNICK: Please proceed.

MR. MUELLER: Thank you.

THOMAS P. MEISSNER, JR., GEORGE R. GANTZ, MARK LAMBERT, RAYMOND LETOURNEAU, and RICHARD FRANCAZIO, Previously Sworn

RECROSS-EXAMINATION

BY MR. MUELLER:

Q. Mr. Letourneau, do you recall a line of questioning regarding tree-trimming and Fitchburg's budget for tree-trimming?

A. [LETOURNEAU] I do.

Q. Can you tell us why the company's spending on tree-trimming was down in 2008?

A. [LETOURNEAU] It would appear that the tree-trimming in 2008 was down relative to the previous two years primarily as a result of the ice storm. The month of December, or the last quarter of trimming for Fitchburg Gas and Electric, a lot of trimming is performed. It's very efficient to do trimming in the fall. There's not a lot of leaves on the trees.

So as the ice storm came in, we didn't perform any maintenance trimming, very little maintenance trimming, in the month of December. So we lost approximately four weeks of trimming. Therefore, it would have reflected that in the budget, in the expenditures.

Q. Mr. Lambert, do you recall a line of questioning from the Town of Lunenberg regarding a particular customer who stated that they had received a $1700 bill following the ice storm?

A. [LAMBERT] I do.

Q. Have you been able to confirm that, and can you provide any additional information, without

identifying the customer?

A. [LAMBERT] I can. That was a $1700 bill to a customer that included four months of unpaid arrearages, and the usage was based on an actual reading.

Q. And Mr. Lambert, do you recall several lines of questioning regarding critical-care customers?

A. [LAMBERT] I do.

Q. Do you agree that Unitil should have contacted customers on the critical-care list once you were aware of the impending storm?

A. [LAMBERT] I do agree. Unitil should have called all of the critical-care customers during and before the storm. We have a procedure that's comprehensive to do this going forward, and this will not happen again.

Q. Mr. Meissner, as chief operating officer of Unitil, do you have any final observations in response to the cross-examination that's occurred over the past five days?

A. [MEISSNER] I'd like to start by just thanking everybody for your patience with us. It's been a long week. It seems to me there were times

during the week when maybe we didn't get to answers as directly as we could have. You know, sometimes the discussion labored on more than I think it should have.

I'd also like to say, in providing our responses, sometimes I think there's a fine line between trying to explain our decisions and trying to justify our decisions. I think we kind of went back and forth on that during the course of the week.

I hope we've been able to provide you with explanations that answered all your questions in sufficient detail, but without leaving you an impression that we were excusing the issues that you were raising the questions about. That was our intention. I hope we succeeded in that. I think sometimes it was difficult.

As a company, we've heard, the last couple of days in particular, talk about this is going to be a transformational event for the company or the company is going to change. I think that's true, but I think it kind of misses, in a way, the mark, because I think the real issue is, for the people involved in the storm, including the people

here, but many others -- I really think this is going to end up being a life-changing event personally. For the people that were involved in the storm, this was something that nobody is going to forget, ever. This is not comparable to anything else people have experienced.

I think it's been personalized. I think it's become deeply personal for a lot of people. It's as a result of that that the company is going to change, because for the people involved, I think their self-image in terms of a professional and what they do is now wrapped up in how they respond to this and how we as a company respond to this.

As a company, we've always been a very proud company. By that I mean we've been a company with a lot of proud employees. The people we have working for us have always been proud of what they do, who they work for, what our company stands for. It's been very difficult to be in the position that we're in -- and I don't mean this hearing or this proceeding. I'm talking about the perceptions outside of our company, in terms of customers and communities and just the general perception of who we are now.

I can tell you that, knowing the people in our company, as we emerge from this, they are going to be driven to turn that around, because I don't think anybody -- there's too much pride in the people that I know in our company to do anything less.

So in terms of adopting all these recommendations, I know that's going to happen. In terms of action steps we're going to take after this, I can say that that's going to happen. But I believe, truly, that we're going to go far beyond that, because people are going to be driven to do that for their own reasons, because I think they've personalized their experience through this storm.

So the company is going to change dramatically, but for all of the people here and for all of the people that experienced that storm, they're going to remember that for the rest of their lives.

Mr. Francazio agreed to join our company after the storm. I guess I don't really know exactly what his decision process was in doing that. But I would have to say that part of that must have been the fact that he experienced the last week of

that storm with us, and so he was there, he experienced it with us, and he had his own reasons for deciding to come to our company.

Just to summarize: I would like to say that, in addition to the relationships that we're going to have to rebuild with customers and with the communities and with others, we fully recognize that we're going to have to rebuild the relationship with the Department and with the Attorney General and with other parties. So this is going to be an ongoing effort for us, and we need to regain your trust and your respect, and that's going to be an important part of what comes out of this as well.

With that, I'd just like to thank you.

MR. MUELLER: The company has nothing further.

MS. KOEPNICK: Thank you very much for everybody's testimony, and thank you for your endurance during this week.

Let's move on to a few procedural matters. Is there anything else we need to address before that?

First of all, as to the Department's proposed incorporation by reference of Dockets

09-01-B, C, and D, the other storm-related investigations into the other three utilities: We have received, obviously, the company's objection. We've also received NSTAR's petition to intervene as a full party in that matter, and we've received NSTAR's filing in support of the company's opposition.

Does the Attorney General want to make a statement on the record at this point in response to that issue, or will you just do a written filing?

MR. STETSON: I understand we've been granted until midday on Monday to file a written comment. I would appreciate that time, to be able to review what's been filed recently with respect to NSTAR's position as well. So I appreciate the company agreeing to extra time and the Department granting it. Thank you.

MR. MUELLER: I would just note that the company supports NSTAR's petition for full intervention on a limited basis.

MS. KOEPNICK: Thank you.

Moving on: Record requests: The parties have agreed that all record requests will be provided by the close of business on Friday, May

22nd.

At this point, do I have a joint motion to move the exhibits marked for identification into the record?

MR. MUELLER: Yes, Madam Hearing Officer. The company and the Attorney General would jointly move to move all of the exhibits in evidence that have been offered in the past five days into the record.

MS. KOEPNICK: Thank you.

MR. STETSON: We join in that motion.

MS. KOEPNICK: Any objections? We hereby accept all the premarked exhibits into the record. The company has noted that it will provide us an updated exhibit list.

MS. PURCELL: Yes.

MS. KOEPNICK: Finally, as for a briefing schedule: The parties have agreed that initial briefs will be due on Friday, June 5th, and simultaneous reply briefs will be due on Friday, June 19th.

Are there any other procedural matters to address before we adjourn this proceeding?

If there are no objections from parties,

I will adjourn this proceeding. Hearing no objections, we are adjourned.

(4:13 p.m.)

REPORTER'S CERTIFICATE

I, Alan H. Brock, the officer before whom the foregoing proceedings were taken, do certify that this transcript is a true record of the proceedings on May 15, 2009.

_____

Alan H. Brock, RDR, CRR.

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