

EXHIBIT
#2 DE 15-454
Tab 15a Replacement
Pg See Tab 34

costs of the AC Line into regional rates, and to work in good faith with PUC Staff and the OCA to assure that any potential rate effect for New Hampshire ratepayers is limited insofar as possible consistent with the ISO-NE OATT and appropriate FERC standards.

Other than the AC Line portion of the Northern Pass Transmission Project mentioned above, NPT will not seek cost recovery from New Hampshire retail electric customers whether under the ISO-NE Tariff or any other cost sharing mechanism that allocates costs to New Hampshire Electric ratepayers. In the event that the Northern Pass Transmission Project can be funded through the FERC Order 1000 process or any other regional cost-sharing mechanism, NPT shall hold harmless New Hampshire retail electric customers from New Hampshire's regionally allocated share of the costs. In the event that the FERC Order 1000 process or any other regional cost sharing mechanism is utilized and for so long as Northern Pass Transmission Project costs are being recovered by such regional cost-sharing process or mechanism, NPT shall continue to hold New Hampshire retail electric customers harmless from paying New Hampshire's regionally allocated share of the costs.

IV. MISCELLANEOUS PROVISIONS

A. This Agreement shall not be deemed in any respect to constitute an admission by any of the Settling Parties that any allegation or contention in this proceeding other than those expressly set forth herein is true or false, or that any particular agreement herein creates a precedent for future decisions.

B. Other than as expressly stated herein, the acceptance of this Agreement by the Commission shall not in any respect constitute a determination by the Commission as to the merits of any allegations or contentions.