EVERSOURCE ENERGY Form 10-K February 26, 2016

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

#### **FORM 10-K**

### X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended <u>December 31, 2015</u>

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

| Contlea toon | .:4:          | £      | 4  |
|--------------|---------------|--------|----|
| For the tran | sition period | ITOIII | lo |

| Commission<br><u>File Number</u> | Registrant; State of Incorporation; Address; and Telephone Number                                                                                        | I.R.S. Employer Identification No. |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|
| 1-5324                           | EVERSOURCE ENERGY (a Massachusetts voluntary association) 300 Cadwell Drive Springfield, Massachusetts 01104 Telephone: (413) 785-5871                   | 04-2147929                         |
| 0-00404                          | THE CONNECTICUT LIGHT AND POWER COMPA<br>(a Connecticut corporation)<br>107 Selden Street<br>Berlin, Connecticut 06037-1616<br>Telephone: (860) 665-5000 | ANY 06-0303850                     |

1-02301 **NSTAR ELECTRIC COMPANY** 04-1278810

(a Massachusetts corporation)

800 Boylston Street

Boston, Massachusetts 02199 Telephone: (617) 424-2000

1-6392 **PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE** 02-0181050

(a New Hampshire corporation)

**Energy Park** 

780 North Commercial Street

Manchester, New Hampshire 03101-1134

Telephone: (603) 669-4000

0-7624 WESTERN MASSACHUSETTS ELECTRIC COMPANY 04-1961130

(a Massachusetts corporation)

300 Cadwell Drive

Springfield, Massachusetts 01104

Telephone: (413) 785-5871

Securities registered pursuant to Section 12(b) of the Act:

Name of Each Exchange

Registrant Title of Each Class on Which Registered

**Eversource Energy** Common Shares, \$5.00 par value New York Stock Exchange, Inc.

Securities registered pursuant to Section 12(g) of the Act:

#### Registrant Title of Each Class

The Connecticut Light and Power Company

Preferred Stock, par value \$50.00 per share, issuable in series, of which the following series are outstanding:

| \$1.90 | Series   | of 1947 |
|--------|----------|---------|
| \$2.00 | Series   | of 1947 |
| \$2.04 | Series   | of 1949 |
| \$2.20 | Series   | of 1949 |
| 3.90%  | Series   | of 1949 |
| \$2.06 | Series E | of 1954 |
| \$2.09 | Series F | of 1955 |
| 4.50%  | Series   | of 1956 |
| 4.96%  | Series   | of 1958 |
| 4.50%  | Series   | of 1963 |
| 5.28%  | Series   | of 1967 |
| \$3.24 | Series G | of 1968 |
| 6.56%  | Series   | of 1968 |

**NSTAR Electric Company** 

Preferred Stock, par value \$100.00 per share, issuable in series, of which the following series are outstanding:

4.25% Series 4.78% Series

NSTAR Electric Company, Public Service Company of New Hampshire and Western Massachusetts Electric Company each meet the conditions set forth in General Instruction I(1)(a) and (b) of Form 10-K and each is therefore filing this Form 10-K with the reduced disclosure format specified in General Instruction I(2) to Form 10-K.

| Indicate by | check m | ark if the | registrants | are we | ll-known | seasoned | issuers, | as define | ed in R | Rule 405 | of the | Securities |
|-------------|---------|------------|-------------|--------|----------|----------|----------|-----------|---------|----------|--------|------------|
| Act.        |         |            |             |        |          |          |          |           |         |          |        |            |

<u>Yes</u> <u>No</u> ...

Indicate by check mark if the registrants are not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

<u>Yes</u> <u>No</u> .. <sub>x</sub>

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrants have submitted electronically and posted on its corporate Web sites, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No ...

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrants' knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K."

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

|                                         | Large<br>Accelerated Filer | Accelerated<br>Filer | Non-accelerated<br>Filer |
|-----------------------------------------|----------------------------|----------------------|--------------------------|
| Eversource Energy                       | X                          |                      |                          |
| The Connecticut Light and Power Company |                            | ••                   | X                        |
| NSTAR Electric Company                  |                            | ••                   | X                        |
| Public Service Company of New Hampshire |                            | ••                   | X                        |
| Western Massachusetts Electric Company  | ••                         | ••                   | X                        |

Indicate by check mark whether the registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act):

|                                         | Yes | <u>No</u> |
|-----------------------------------------|-----|-----------|
| Eversource Energy                       |     | X         |
| The Connecticut Light and Power Company |     | X         |
| NSTAR Electric Company                  | ••  | X         |
| Public Service Company of New Hampshire | ••  | X         |
| Western Massachusetts Electric Company  | ••  | X         |

The aggregate market value of Eversource Energy's Common Shares, \$5.00 par value, held by non-affiliates, computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of Eversource Energy's most recently completed second fiscal quarter (June 30, 2015) was \$14,345,789,335 based on a closing market price of \$45.41 per share for the 315,916,964 common shares outstanding on June 30, 2015.

Indicate the number of shares outstanding of each of the issuers' classes of common stock, as of the latest practicable date:

**Eversource Energy** 

Common shares, \$5.00 par value 317,191,249 shares

The Connecticut Light and Power Company

Common stock, \$10.00 par value 6,035,205 shares

**NSTAR Electric Company** 

Common Stock, \$1.00 par value 100 shares

Public Service Company of New Hampshire

Common stock, \$1.00 par value 301 shares

Western Massachusetts Electric Company

Common stock, \$25.00 par value 434,653 shares

Eversource Energy holds all of the 6,035,205 shares, 100 shares, 301 shares, and 434,653 shares of the outstanding common stock of The Connecticut Light and Power Company, NSTAR Electric Company, Public Service Company of New Hampshire and Western Massachusetts Electric Company, respectively.

Eversource Energy, The Connecticut Light and Power Company, NSTAR Electric Company, Public Service Company of New Hampshire, and Western Massachusetts Electric Company each separately file this combined Form 10-K. Information contained herein relating to any individual registrant is filed by such registrant on its own behalf. Each registrant makes no representation as to information relating to the other registrants.

#### **GLOSSARY OF TERMS**

The following is a glossary of abbreviations or acronyms that are found in this report:

#### **Current or former Eversource Energy companies, segments or investments:**

Eversource, ES or the Company Eversource Energy and subsidiaries

Eversource parent or ES parent Eversource Energy, a public utility holding company

ES parent and other companies ES parent and other companies are comprised of Eversource parent,

Eversource Service and other subsidiaries, which primarily includes our unregulated businesses, HWP Company, The Rocky River Realty Company (a real estate subsidiary), and the consolidated operations

of CYAPC and YAEC

CL&P The Connecticut Light and Power Company

NSTAR Electric NSTAR Electric Company

PSNH Public Service Company of New Hampshire WMECO Western Massachusetts Electric Company

Yankee Gas Yankee Gas Services Company
NPT Northern Pass Transmission LLC

Eversource Service Eversource Energy Service Company (effective January 1, 2014

includes the operations of NSTAR Electric & Gas)

NSTAR Electric & Gas 
NSTAR Electric & Gas Corporation, a former Eversource Energy

service company (effective January 1, 2014 merged into Eversource

Energy Service Company)

CYAPC Connecticut Yankee Atomic Power Company
MYAPC Maine Yankee Atomic Power Company
YAEC Yankee Atomic Electric Company
Yankee Companies CYAPC, YAEC and MYAPC

Regulated companies The Eversource Regulated companies are comprised of the electric

distribution and transmission businesses of CL&P, NSTAR Electric, PSNH, and WMECO, the natural gas distribution businesses of Yankee Gas and NSTAR Gas, the generation activities of PSNH and

WMECO, and NPT

#### **Regulators:**

DEEP Connecticut Department of Energy and Environmental Protection

DOE U.S. Department of Energy

DOER Massachusetts Department of Energy Resources
DPU Massachusetts Department of Public Utilities
EPA U.S. Environmental Protection Agency
FERC Federal Energy Regulatory Commission

ISO-NE ISO New England, Inc., the New England Independent System

Operator

MA DEP Massachusetts Department of Environmental Protection

NHPUC New Hampshire Public Utilities Commission
PURA Connecticut Public Utilities Regulatory Authority

SEC U.S. Securities and Exchange Commission SJC Supreme Judicial Court of Massachusetts

#### Other Terms and Abbreviations:

AFUDC Allowance For Funds Used During Construction
AOCI Accumulated Other Comprehensive Income/(Loss)

ARO Asset Retirement Obligation

C&LM Conservation and Load Management

CfD Contract for Differences

Clean Air Project The construction of a wet flue gas desulphurization system, known as

"scrubber technology," to reduce mercury emissions of the

Merrimack coal-fired generation station in Bow, New Hampshire

CO<sub>2</sub> Carbon dioxide

CPSL Capital Projects Scheduling List
CTA Competitive Transition Assessment
CWIP Construction Work in Progress

EPS Earnings Per Share

ERISA Employee Retirement Income Security Act of 1974

ES 2014 Form 10-K

The Eversource Energy and Subsidiaries 2014 combined Annual

Report on Form 10-K as filed with the SEC

ESOP Employee Stock Ownership Plan
ESPP Employee Share Purchase Plan
FERC ALJ FERC Administrative Law Judge

Fitch Ratings

FMCC Federally Mandated Congestion Charge

FTR Financial Transmission Rights

GAAP Accounting principles generally accepted in the United States of

America

GSC Generation Service Charge

GSRP Greater Springfield Reliability Project

GWh Gigawatt-Hours

HQ Hydro-Québec, a corporation wholly owned by the Québec government, including its

divisions that produce, transmit and distribute electricity in Québec, Canada

HVDC High voltage direct current

Hydro Renewable Energy Hydro Renewable Energy, Inc., a wholly owned subsidiary of Hydro-Québec

IPP Independent Power Producers

ISO-NE Tariff ISO-NE FERC Transmission, Markets and Services Tariff

kV Kilovolt

kVa Kilovolt-ampere

kW Kilowatt (equal to one thousand watts)

kWh Kilowatt-Hours (the basic unit of electricity energy equal to one kilowatt of power

supplied for one hour)

LBR Lost Base Revenue
LNG Liquefied natural gas

LRS Supplier of last resort service MGP Manufactured Gas Plant

MMBtu One million British thermal units Moody's Moody's Investors Services, Inc.

MW Megawatt
MWh Megawatt-Hours

NEEWS New England East-West Solution

Northern Pass The high voltage direct current transmission line project from Canada into New

Hampshire

NO<sub>v</sub> Nitrogen oxides

PAM Pension and PBOP Rate Adjustment Mechanism PBOP Postretirement Benefits Other Than Pension

PBOP Plan Postretirement Benefits Other Than Pension Plan that provides certain retiree benefits,

primarily medical, dental and life insurance

PCRBs Pollution Control Revenue Bonds

Pension Plan Single uniform noncontributory defined benefit retirement plan

PPA Pension Protection Act

RECs Renewable Energy Certificates

Regulatory ROE The average cost of capital method for calculating the return on equity related to the

distribution and generation business segment excluding the wholesale transmission

segment

ROE Return on Equity

RRB Rate Reduction Bond or Rate Reduction Certificate

RSUs Restricted share units

S&P Standard & Poor's Financial Services LLC

SBC Systems Benefits Charge
SCRC Stranded Cost Recovery Charge

SERP Supplemental Executive Retirement Plans and non-qualified defined benefit retirement

plans

SIP Simplified Incentive Plan

SO<sub>2</sub> Sulfur dioxide SS Standard service

TCAM Transmission Cost Adjustment Mechanism

TSA Transmission Service Agreement UI The United Illuminating Company

ii

## EVERSOURCE ENERGY AND SUBSIDIARIES THE CONNECTICUT LIGHT AND POWER COMPANY NSTAR ELECTRIC COMPANY AND SUBSIDIARY PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE AND SUBSIDIARY WESTERN MASSACHUSETTS ELECTRIC COMPANY

#### 2015 FORM 10-K ANNUAL REPORT

#### TABLE OF CONTENTS

|            |                                                                                                | <b>Page</b> |
|------------|------------------------------------------------------------------------------------------------|-------------|
|            | PART I                                                                                         |             |
| Item 1.    | Business                                                                                       | 2           |
| Item 1A.   | Risk Factors                                                                                   | 16          |
| Item 1B.   | Unresolved Staff Comments                                                                      | 19          |
| Item 2.    | Properties                                                                                     | 19          |
| Item 3.    | Legal Proceedings                                                                              | 21          |
| Item 4.    | Mine Safety Disclosures                                                                        | 22          |
|            | PART II                                                                                        |             |
| Item 5.    | Market for the Registrants' Common Equity, Related Stockholder                                 | 24          |
|            | Matters and Issuer Purchases of Equity Securities                                              |             |
| Item 6.    | Selected Consolidated Financial Data                                                           | 26          |
| Item 7.    | Management's Discussion and Analysis of Financial Condition and                                | 28          |
|            | Results of Operations                                                                          |             |
| Item 7A.   | Quantitative and Qualitative Disclosures about Market Risk                                     | 60          |
| Item 8.    | Financial Statements and Supplementary Data                                                    | 61          |
| Item 9.    | Changes in and Disagreements with Accountants on Accounting and                                | 136         |
|            | Financial Disclosure                                                                           |             |
| Item 9A.   | Controls and Procedures                                                                        | 136         |
| Item 9B.   | Other Information                                                                              | 136         |
|            | PART III                                                                                       |             |
| Item 10.   | Directors, Executive Officers and Corporate Governance                                         | 137         |
| Item 11.   | Executive Compensation                                                                         | 140         |
| Item 12.   | Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters | 165         |
| Item 13.   |                                                                                                | 166         |
| Tem 13.    | Certain Relationships and Related Transactions, and Director Independence                      | 100         |
| Item 14.   | Principal Accountant Fees and Services                                                         | 167         |
|            | PART IV                                                                                        |             |
| Item 15.   | Exhibits and Financial Statement Schedules                                                     | 169         |
| Signatures |                                                                                                | 170         |

#### **EVERSOURCE ENERGY AND SUBSIDIARIES**

#### THE CONNECTICUT LIGHT AND POWER COMPANY

#### NSTAR ELECTRIC COMPANY AND SUBSIDIARY

#### PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE AND SUBSIDIARY

#### WESTERN MASSACHUSETTS ELECTRIC COMPANY

## SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

References in this Annual Report on Form 10-K to "Eversource," "the Company," "we," "our," and "us" refer to Eversource and its consolidated subsidiaries. On April 30, 2015, the Company's legal name was changed from Northeast Utilities to Eversource Energy. CL&P, NSTAR Electric, PSNH and WMECO are each doing business as Eversource Energy.

From time to time we make statements concerning our expectations, beliefs, plans, objectives, goals, strategies, assumptions of future events, future financial performance or growth and other statements that are not historical facts. These statements are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. You can generally identify our forward-looking statements through the use of words or phrases such as "estimate," "expect," "anticipate," "intend," "plan," "project," "believe," "forecast," "should," "could," and other similar expressions. Forward-looking statements are based on the current expectations, estimates, assumptions or projections of management and are not guarantees of future performance. These expectations, estimates, assumptions or projections may vary materially from actual results. Accordingly, any such statements are qualified in their entirety by reference to, and are accompanied by, the following important factors that could cause our actual results to differ materially from those contained in our forward-looking statements, including, but not limited to:

cyber breaches, acts of war or terrorism, or grid disturbances,

actions or inaction of local, state and federal regulatory, public policy and taxing bodies,

.

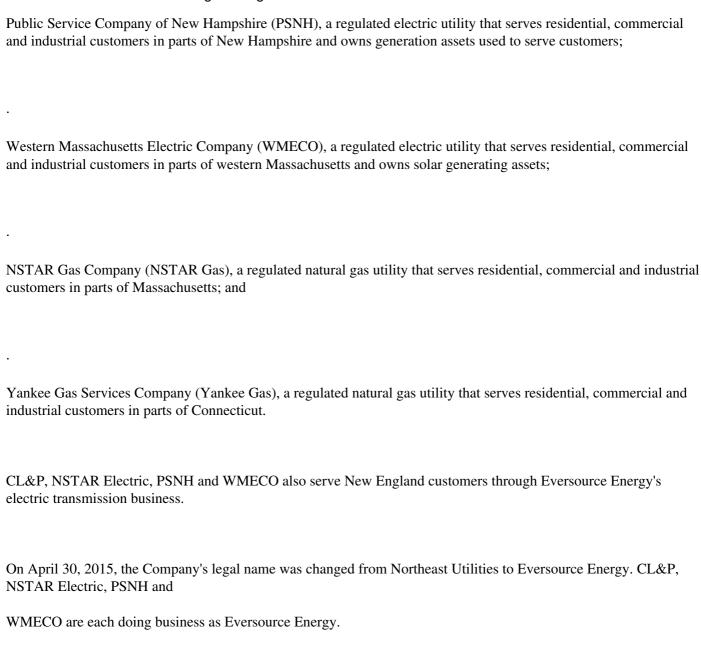
| changes in business conditions, which could include disruptive technology related to our current or future business model,                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                               |
| changes in economic conditions, including impact on interest rates, tax policies, and customer demand and payment ability,                    |
|                                                                                                                                               |
| fluctuations in weather patterns,                                                                                                             |
|                                                                                                                                               |
| changes in laws, regulations or regulatory policy,                                                                                            |
|                                                                                                                                               |
| changes in levels or timing of capital expenditures,                                                                                          |
|                                                                                                                                               |
| disruptions in the capital markets or other events that make our access to necessary capital more difficult or costly,                        |
|                                                                                                                                               |
| developments in legal or public policy doctrines,                                                                                             |
|                                                                                                                                               |
| technological developments,                                                                                                                   |
|                                                                                                                                               |
| changes in accounting standards and financial reporting regulations,                                                                          |
|                                                                                                                                               |
| actions of rating agencies, and                                                                                                               |
|                                                                                                                                               |
| other presently unknown or unforeseen factors.                                                                                                |
|                                                                                                                                               |
| Other risk factors are detailed in our reports filed with the SEC and updated as necessary, and we encourage you to consult such disclosures. |

All such factors are difficult to predict, contain uncertainties that may materially affect our actual results and are beyond our control. You should not place undue reliance on the forward-looking statements, each speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time and it is not possible for us to predict all of such factors, nor can we assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. For more information, see Item 1A, *Risk Factors*, included in this combined Annual Report on Form 10-K. This Annual Report on Form 10-K also describes material contingencies and critical accounting policies in the accompanying *Management's Discussion and Analysis of Financial Condition and Results of Operations* and *Combined Notes to Consolidated Financial Statements*. We encourage you to review these items.

# EVERSOURCE ENERGY AND SUBSIDIARIES THE CONNECTICUT LIGHT AND POWER COMPANY NSTAR ELECTRIC COMPANY AND SUBSIDIARY PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE AND SUBSIDIARY

#### WESTERN MASSACHUSETTS ELECTRIC COMPANY

| PART I                                                                                                                                                                                                                                                                                                                             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Item 1.                                                                                                                                                                                                                                                                                                                            |
| Business                                                                                                                                                                                                                                                                                                                           |
|                                                                                                                                                                                                                                                                                                                                    |
| Please refer to the Glossary of Terms for definitions of defined terms and abbreviations used in this combined Annual Report on Form 10-K.                                                                                                                                                                                         |
| Eversource Energy, headquartered in Boston, Massachusetts and Hartford, Connecticut, is a public utility holding company subject to regulation by the FERC under the Public Utility Holding Company Act of 2005. We are engaged primarily in the energy delivery business through the following wholly owned utility subsidiaries: |
|                                                                                                                                                                                                                                                                                                                                    |
| The Connecticut Light and Power Company (CL&P), a regulated electric utility that serves residential, commercial and industrial customers in parts of Connecticut;                                                                                                                                                                 |
|                                                                                                                                                                                                                                                                                                                                    |
| NSTAR Electric Company (NSTAR Electric), a regulated electric utility that serves residential, commercial and industrial customers in parts of eastern Massachusetts;                                                                                                                                                              |
|                                                                                                                                                                                                                                                                                                                                    |



Eversource Energy, CL&P, NSTAR Electric, PSNH and WMECO each report their financial results separately. We also include information in this report on a segment basis for Eversource Energy. Eversource Energy recognizes three reportable segments: electric distribution, electric transmission and natural gas distribution. Eversource Energy's electric distribution segment includes the generation businesses of PSNH and WMECO. These three segments represented substantially all of Eversource Energy's total consolidated revenues for the years ended December 31, 2015 and 2014. CL&P, NSTAR Electric, PSNH and WMECO do not report separate business segments.

#### **ELECTRIC DISTRIBUTION SEGMENT**

#### General

Eversource Energy's electric distribution segment consists of the distribution businesses of CL&P, NSTAR Electric, PSNH and WMECO, which are engaged in the distribution of electricity to retail customers in Connecticut, eastern Massachusetts, New Hampshire and western Massachusetts, respectively, plus the regulated electric generation businesses of PSNH and WMECO.

The following table shows the sources of 2015 electric franchise retail revenues for Eversource Energy's electric distribution companies, collectively, based on categories of customers:

| (Thousands of Dollars, except |  |
|-------------------------------|--|
| percentages)                  |  |
| D '1 /'1                      |  |

| percentages)                   | 2015            | % of Total |
|--------------------------------|-----------------|------------|
| Residential                    | \$<br>3,608,155 | 55         |
| Commercial                     | 2,476,686       | 38         |
| Industrial                     | 326,564         | 5          |
| Other                          | 151,195         | 2          |
| Total Retail Electric Revenues | \$<br>6,562,600 | 100%       |

A summary of our distribution companies' retail electric GWh sales volumes and percentage changes for 2015, as compared to 2014, is as follows:

|             |        |        | Percentage |
|-------------|--------|--------|------------|
|             | 2015   | 2014   | Change     |
| Residential | 21,441 | 21,317 | 0.6 %      |
| Commercial  | 27,598 | 27,449 | 0.5 %      |
| Industrial  | 5,577  | 5,676  | (1.7)%     |
| Total       | 54,616 | 54,442 | 0.3 %      |

Our 2015 consolidated retail electric sales volumes were slightly higher, as compared to 2014, due primarily to the impact of colder winter weather experienced in the first quarter of 2015 and warmer weather in the third quarter of 2015, partially offset by milder winter weather in the fourth quarter of 2015 throughout our service territories as well as an increase in customer conservation efforts, including the impact of energy efficiency programs sponsored by CL&P, NSTAR Electric, PSNH and WMECO.

Fluctuations in retail electric sales volumes at NSTAR Electric and PSNH impact earnings. For CL&P (effective December 1, 2014) and WMECO, fluctuations in retail electric sales volumes do not impact earnings due to their respective regulatory commission approved revenue decoupling mechanisms. These distribution revenues are decoupled from their customer sales volumes, which breaks the relationship between sales volumes and revenues recognized. CL&P and WMECO reconcile their annual base distribution rate recovery amounts to their respective pre-established levels of baseline distribution delivery service revenues. Any difference between the allowed level of distribution revenue and the actual amount incurred during a 12-month period is adjusted through rates in the following period.

#### ELECTRIC DISTRIBUTION CONNECTICUT

#### THE CONNECTICUT LIGHT AND POWER COMPANY

CL&P's distribution business consists primarily of the purchase, delivery and sale of electricity to its residential, commercial and industrial customers. As of December 31, 2015, CL&P furnished retail franchise electric service to approximately 1.2 million customers in 149 cities and towns in Connecticut, covering an area of 4,400 square miles. CL&P does not own any electric generation facilities.

The following table shows the sources of CL&P's 2015 electric franchise retail revenues based on categories of customers:

#### CL&P

| (Thousands of Dollars, except  |                 |            |
|--------------------------------|-----------------|------------|
| percentages)                   | 2015            | % of Total |
| Residential                    | \$<br>1,641,165 | 61         |
| Commercial                     | 841,093         | 31         |
| Industrial                     | 129,544         | 5          |
| Other                          | 62,704          | 3          |
| Total Retail Electric Revenues | \$<br>2,674,506 | 100%       |

A summary of CL&P's retail electric GWh sales volumes and percentage changes for 2015, as compared to 2014, is as follows:

|             |        |        | Percentage |
|-------------|--------|--------|------------|
|             | 2015   | 2014   | Change     |
| Residential | 10,094 | 10,026 | 0.7 %      |
| Commercial  | 9,635  | 9,643  | (0.1)%     |
| Industrial  | 2,342  | 2,377  | (1.5)%     |
| Total       | 22,071 | 22,046 | 0.1 %      |

#### Rates

CL&P is subject to regulation by the PURA, which, among other things, has jurisdiction over rates, certain dispositions of property and plant, mergers and consolidations, issuances of long-term securities, standards of service and construction and operation of facilities. CL&P's present general rate structure consists of various rate and service classifications covering residential, commercial and industrial services. CL&P's retail rates include a delivery service component, which includes distribution, transmission, conservation, renewables, CTA, SBC and other charges that are assessed on all customers. Connecticut utilities are entitled under state law to charge rates that are sufficient to allow them an opportunity to recover their reasonable operating and capital costs, in order to attract needed capital and maintain their financial integrity, while also protecting relevant public interests.

Under Connecticut law, all of CL&P's customers are entitled to choose their energy suppliers, while CL&P remains their electric distribution company. For those customers who do not choose a competitive energy supplier, under SS rates for customers with less than 500 kilowatts of demand, and LRS rates for customers with 500 kilowatts or more of demand, CL&P purchases power under standard offer contracts and passes the cost of the power to customers through a combined GSC and FMCC charge on customers' bills.

CL&P continues to supply approximately 40 percent of its customer load at SS or LRS rates while the other 60 percent of its customer load has migrated to competitive energy suppliers. Because this customer migration is only for energy supply service, it has no impact on CL&P's electric distribution business or its operating income.

| The rates established by the PURA for CL&P are comprised of the following:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| An electric generation services charge (GSC), which recovers energy-related costs incurred as a result of providing electric generation service supply to all customers that have not migrated to competitive energy suppliers. The GSC is adjusted periodically and reconciled semi-annually in accordance with the policies and procedures of the PURA, with any differences refunded to, or recovered from, customers.                                                                                                                                           |
| A revenue decoupling adjustment (effective December 1, 2014) that reconciles the amounts recovered from customers, on an annual basis, to the distribution revenue requirement approved by the PURA in its last rate case, which currently is an annual amount of \$1.059 billion.                                                                                                                                                                                                                                                                                  |
| A distribution charge, which includes a fixed customer charge and a demand and/or energy charge to collect the costs of building and expanding the infrastructure to deliver power to customers, as well as ongoing operating costs to maintain the infrastructure.                                                                                                                                                                                                                                                                                                 |
| A federally-mandated congestion charge (FMCC), which recovers any costs imposed by the FERC as part of the New England Standard Market Design, including locational marginal pricing, locational installed capacity payments, and any costs approved by the PURA to reduce these charges. The FMCC also recovers costs associated with CL&P's system resiliency program. The FMCC is adjusted periodically and reconciled semi-annually in accordance with the policies and procedures of the PURA, with any differences refunded to, or recovered from, customers. |
| A transmission charge that recovers the cost of transporting electricity over high voltage lines from generating plants to substations, including costs allocated by ISO-NE to maintain the wholesale electric market.                                                                                                                                                                                                                                                                                                                                              |
| A competitive transition assessment charge (CTA), assessed to recover stranded costs associated with electric industry restructuring such as various IPP contracts. The CTA is reconciled annually to actual costs incurred and reviewed by                                                                                                                                                                                                                                                                                                                         |

the PURA, with any difference refunded to, or recovered from, customers.

.

A systems benefits charge (SBC), established to fund expenses associated with: various hardship and low income programs; a program to compensate municipalities for losses in property tax revenue due to decreases in the value of electric generating facilities resulting directly from electric industry restructuring. The SBC is reconciled annually to actual costs incurred and reviewed by the PURA, with any difference refunded to, or recovered from, customers.

•

A Clean Energy Fund charge, which is used to promote investment in renewable energy sources. Amounts collected by this charge are deposited into the Clean Energy Fund and administered by the Clean Energy Finance and Investment Authority. The Clean Energy Fund charge is set by statute and is currently 0.1 cent per kWh.

•

A conservation charge, comprised of a statutory rate established to implement cost-effective energy conservation programs and market transformation initiatives, plus a conservation adjustment mechanism charge to recover the residual energy efficiency spending associated with the expanded energy efficiency costs directed by the Comprehensive Energy Strategy Plan for Connecticut.

As required by regulation, CL&P, jointly with UI, entered into the following contracts whereby UI will share 20 percent and CL&P will share 80 percent of the costs and benefits (CL&P's portion of these costs are either recovered from, or refunded to, customers through the FMCC charge):