

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2019 or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number	Central Index Key	Registrant, State of Incorporation or Organization, Address and Telephone Number	I.R.S. Employer Identification No.
333-223108-01	0001730300	PSNH FUNDING LLC 3 (Issuing Entity) (a Delaware limited liability company) C/O Public Service Company of New Hampshire Energy Park 780 North Commercial Street Manchester, New Hampshire 03101-1134 (800) 286-5000	82-4087442
1-6392	0000315256	PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE (Depositor and Sponsor) (a New Hampshire corporation) Energy Park 780 North Commercial Street Manchester, New Hampshire 03101-1134 (800) 286-5000	02-0181050

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

PSNH Funding LLC 3 Yes  No   
Public Service Company of New Hampshire Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. (Response applicable to all registrants). Yes  No

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 registrant was 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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Response applicable to all registrants):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrants are a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

DOCUMENTS INCORPORATED BY REFERENCE: None

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## PART I

The following Items have been omitted pursuant to General Instruction J of Form 10-K:

- Item 1. Business.
- Item 1A. Risk Factors.
- Item 2. Properties.
- Item 3. Legal Proceedings.

### Item 1B. Unresolved Staff Comments.

None.

### Item 4. Mine Safety Disclosures.

None.

## PART II

The following Items have been omitted pursuant to General Instruction J of Form 10-K:

- Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.
- Item 6. Selected Financial Data.
- Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.
- Item 7A. Quantitative and Qualitative Disclosures About Market Risk.
- Item 8. Financial Statements and Supplementary Data.
- Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.
- Item 9A. Controls and Procedures.

### Item 9B. Other Information.

None.

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**PART III****Item 10. Directors, Executive Officers and Corporate Governance.****Information about our Executive Officers**

Following are the managers and executive officers of PSNH Funding LLC 3 (the "Issuing Entity") as of March 27, 2020:

<b>Name</b>	<b>Age</b>	<b>Background</b>
Philip J. Lembo	64	President and Chief Financial Officer of the Issuing Entity since its inception in January 2018. Mr. Lembo has served as Executive Vice President (previously Senior Vice President) and Chief Financial Officer of Eversource Energy ("Eversource") since August 2016, and of Public Service Company of New Hampshire ("PSNH") since May 2016. He has served as a director of PSNH since May 2016. As the Chief Financial Officer, Mr. Lembo reports directly to Eversource's Chief Executive Officer and is responsible for all executive financial management and oversight of Eversource and PSNH, as well as overall executive responsibility, oversight and management of Eversource's regulatory requirements and rate making activities, supply chain and procurement activities, and all investor communications and relationships with investors and lenders. Previously, Mr. Lembo served as Vice President and Treasurer of Eversource and PSNH from April 2012 to May 2016.
Jay S. Buth	50	Vice President, Controller and Chief Accounting Officer of the Issuing Entity since its inception in January 2018, and of Eversource and PSNH since April 2012. As the Controller of Eversource, Mr. Buth has executive financial oversight over the internal controls, accounting, tax and financial reporting of Eversource and PSNH. Mr. Buth is a Certified Public Accountant.
John M. Moreira	59	Senior Vice President-Finance and Regulatory and Treasurer and a Manager of the Issuing Entity since September 2018; Senior Vice President-Finance and Regulatory and Treasurer of Eversource and PSNH since September 2018. As the Treasurer of Eversource, Mr. Moreira has executive oversight of Eversource and PSNH's capital structure, liquidity, and financing activities. Mr. Moreira also has executive oversight for ensuring the compliance with regulatory requirements in the states in which Eversource operates, as well as responsibility for filing rate and regulatory activities in those states. Previously, Mr. Moreira served as Vice President-Financial Planning and Analysis of Eversource Energy Service Company ("Eversource Service") from March 2015 to September 2018. Prior to March 2015, Mr. Moreira served as Director of Financial Planning and Investor Relations for Eversource Service. Mr. Moreira is a Certified Public Accountant. Based on his experience described above, Mr. Moreira has the skills and qualifications necessary to serve as a Manager of the Issuing Entity.
Emilie G. O'Neil	59	Assistant Treasurer and a Manager of the Issuing Entity since its inception in January 2018; Assistant Treasurer of Eversource since May 2017, and Assistant Treasurer-Corporate Finance and Cash Management of PSNH since March 2017. Ms. O'Neil is responsible for assisting the Treasurer in all aspects of the Treasury operations, cash management, rating agency presentations and lender relationships. Previously, Ms. O'Neil served as Director of Corporate Finance and Cash Management for Eversource Service from April 2012 to March 2017. Based on her experience described above, Ms. O'Neil has the skills and qualifications necessary to serve as a Manager of the Issuing Entity.
Michelle A. Dreyer	48	Independent Manager of the Issuing Entity since May 2018. She joined Corporation Service Company in 1999 and has served as a Manager of Independent Director Services at Corporation Service Company since 2005. In that capacity, Ms. Dreyer has gained the experience necessary to be qualified to serve as a Manager of the Issuing Entity.

The Issuing Entity is a wholly owned, bankruptcy remote subsidiary of PSNH, which in turn is a wholly owned subsidiary of Eversource.

### Code of Conduct

Eversource has adopted a Code of Ethics for Senior Financial Officers (Chief Executive Officer, Chief Financial Officer and Controller) and a Code of Business Conduct which include requirements applicable in whole or in part to all of the Trustees, directors, officers, employees, contractors and agents of Eversource and its subsidiaries. The Code of Ethics is available on Eversource's website at [www.eversource.com/Content/general/about/investors/corporate-governance/code-of-ethics-for-senior-financial-officers](http://www.eversource.com/Content/general/about/investors/corporate-governance/code-of-ethics-for-senior-financial-officers), and Eversource's Code of Business Conduct is available on its website at [www.eversource.com/Content/docs/default-source/Investors/Code\\_of\\_business\\_conduct](http://www.eversource.com/Content/docs/default-source/Investors/Code_of_business_conduct).

You may obtain a printed copy of the Code of Ethics and the Code of Business Conduct, without charge, by contacting Eversource's Secretary at the following address:

Richard J. Morrison  
Secretary  
Eversource Energy  
800 Boylston Street, 17<sup>th</sup> Floor  
Boston, Massachusetts 02199-7050

Any amendments to or waivers under the Code of Ethics or the Code of Business Conduct will be posted to Eversource's website at [www.eversource.com/Content/general/about/investors/corporate-governance](http://www.eversource.com/Content/general/about/investors/corporate-governance).

### Item 11. Executive Compensation.

Other than the annual independent manager fee of \$2,500 paid to Corporation Service Company, the Issuing Entity does not pay any compensation to its managers or executive officers.

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

None.

### Item 13. Certain Relationships and Related Transactions, and Director Independence.

None.

### The following Item has been omitted pursuant to General Instruction J of Form 10-K:

- Item 14. Principal Accountant Fees and Services.

## PART IV

## Item 15. Exhibits and Financial Statement Schedules.

- (a)(1) and (a)(2) Financial Statements and Financial Statement Schedules are omitted pursuant to General Instruction J of Form 10-K as listed under Item 8 of this report.
- (a)(3) and (b) Exhibits filed herewith are designated by an asterisk (\*). All exhibits not so designated are incorporated by reference to a prior filing, as indicated.

Exhibit No.	Description of Exhibit
<a href="#"><u>3.1</u></a>	<a href="#"><u>Certificate of Formation of PSNH Funding LLC 3 (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form SF-1 of Public Service Company of New Hampshire and PSNH Funding LLC 3 (File Nos. 333-223108 and 333-223108-01) filed on February 20, 2018)</u></a>
<a href="#"><u>3.2</u></a>	<a href="#"><u>Amended and Restated Limited Liability Company Agreement of PSNH Funding LLC 3, dated and effective as of May 8, 2018 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K of Public Service Company of New Hampshire and PSNH Funding LLC 3 filed on May 11, 2018)</u></a>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Indenture, dated as of May 8, 2018, by and between PSNH Funding LLC 3 and The Bank of New York Mellon, as Indenture Trustee and Securities Intermediary (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Public Service Company of New Hampshire and PSNH Funding LLC 3 filed on May 11, 2018)</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>Series Supplement, dated as of May 8, 2018, by and between PSNH Funding LLC 3 and The Bank of New York Mellon, as Indenture Trustee and Securities Intermediary (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K of the Public Service Company of New Hampshire and PSNH Funding LLC 3 filed on May 11, 2018)</u></a>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Servicing Agreement, dated as of May 8, 2018, by and between PSNH Funding LLC 3 and Public Service Company of New Hampshire, as Servicer (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Public Service Company of New Hampshire and PSNH Funding LLC 3 filed on May 11, 2018)</u></a>
<a href="#"><u>10.2</u></a>	<a href="#"><u>Purchase and Sale Agreement, dated as of May 8, 2018, by and between PSNH Funding LLC 3 and Public Service Company of New Hampshire as Seller (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Public Service Company of New Hampshire and PSNH Funding LLC 3 filed on May 11, 2018)</u></a>
<a href="#"><u>10.3</u></a>	<a href="#"><u>Administration Agreement, dated as of May 8, 2018, by and between PSNH Funding LLC 3 and Public Service Company of New Hampshire as Administrator (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of Public Service Company of New Hampshire and PSNH Funding LLC 3 filed on May 11, 2018)</u></a>
<a href="#"><u>*31.1</u></a>	<a href="#"><u>Rule 13a-14(d)/15d-14(d) Certification</u></a>
<a href="#"><u>*33.1</u></a>	<a href="#"><u>Report on Assessment of Compliance With Servicing Criteria For Asset-Backed Issuers for Public Service Company of New Hampshire, as Servicer</u></a>
<a href="#"><u>*33.2</u></a>	<a href="#"><u>Report on Assessment of Compliance With Servicing Criteria For Asset-Backed Issuers for The Bank of New York Mellon, as Indenture Trustee</u></a>
<a href="#"><u>*34.1</u></a>	<a href="#"><u>Attestation Report on Assessment of Compliance With Servicing Criteria For Asset-Backed Securities of Deloitte &amp; Touche LLP on behalf of Public Service Company of New Hampshire, as Servicer</u></a>
<a href="#"><u>*34.2</u></a>	<a href="#"><u>Attestation Report on Assessment of Compliance With Servicing Criteria For Asset-Backed Securities of KPMG LLP on behalf of The Bank of New York Mellon, as Indenture Trustee</u></a>
<a href="#"><u>*35.1</u></a>	<a href="#"><u>Servicer Compliance Statement</u></a>

- (c) Not applicable.

**Item 16. Form 10-K Summary.**

None.

**SUBSTITUTE INFORMATION PROVIDED IN ACCORDANCE WITH GENERAL INSTRUCTION J TO FORM 10-K**

**Item 1112(b). Significant Obligors of Pool Assets.**

None.

**Item 1114(b)(2). Credit Enhancement and Other Support, Except For Certain Derivative Instruments.**

None.

**Item 1115(b). Certain Derivative Instruments.**

None.

**Item 1117. Legal Proceedings.**

None.

**Item 1119. Affiliations and Certain Relationships and Related Transactions.**

See “Affiliations and Certain Relationships and Related Transactions” in the Prospectus, dated May 1, 2018, of the Issuing Entity, CIK 0001730300, File Number 333-223108-01, relating to the Rate Reduction Bonds, Series 2018-1, filed with the Securities and Exchange Commission pursuant to Rule 424(b)(1) of the Securities Act of 1933 on May 2, 2018.

**Item 1122. Compliance With Applicable Servicing Criteria.**

PSNH (in its role as servicer) and The Bank of New York Mellon (the “Indenture Trustee” and together with PSNH, the “Servicing Parties”) have each been identified by the registrants as a party participating in the servicing function with respect to the assets backing securities issued by the Issuing Entity. Each of the Servicing Parties has completed a report on an assessment of compliance with the servicing criteria applicable to it (each, a “Servicing Report”), which Servicing Reports are attached as Exhibits 33.1 and 33.2 to this Form 10-K. In addition, each of the Servicing Parties has provided an attestation report (each, an “Attestation Report”) by registered public accounting firms, which Attestation Reports are also attached as Exhibits 34.1 and 34.2 to this Form 10-K. Except as indicated below, neither of the Servicing Reports prepared by PSNH or the Indenture Trustee, or the Attestation Reports provided by PSNH or the Indenture Trustee, has identified any material instance of noncompliance with the servicing criteria applicable to the respective Servicing Party.

*Exceptions:*

Indenture Trustee: The Bank of New York Mellon's Servicing Report and the related Attestation Report prepared by KPMG LLP have identified material noncompliance with one servicing criterion applicable to The Bank of New York Mellon.

Servicing criterion 1122(d)(3)(i)(A) requires that reports to investors, including those to be filed with the Commission, are maintained in accordance with the transaction agreements and applicable Commission requirements. Specifically, such reports are prepared in accordance with timeframes and other terms set forth in the transaction agreements.

Noncompliance: The Indenture Trustee has indicated that during the reporting period, certain reports to investors were not prepared in accordance with the timeframes set forth in the transaction agreements.

Remediation:

The Indenture Trustee has identified the following remediation measures:

- Transaction identifiers will be verified and made uniform, as needed, between the BNY Mellon Investor Reporting website and the system that generates investor reports.
- All desktop procedures for the Platform (as defined in the Indenture Trustee's Servicing Report) will be reviewed to make sure the correct transaction identifiers are listed for all reports that need to be made available to investors on the BNY Mellon Investor Reporting website.
- A review of the BNY Mellon Investor Reporting website will be undertaken on the relevant payment dates to verify that all pertinent reports have been successfully posted and assure any needed remediation occurs on the same date.

The Indenture Trustee has also confirmed that none of the identified instances of noncompliance involved the assets backing the securities issued by the Issuing Entity.

The registrants have not independently verified the accuracy of the Indenture Trustee's assertions or the adequacy of its remediation efforts.

**Item 1123. Servicer Compliance Statement.**

See Exhibit 35.1 of this Form 10-K.

**SUPPLEMENTAL INFORMATION TO BE FURNISHED WITH REPORTS FILED PURSUANT TO SECTION 15(d) OF THE ACT BY REGISTRANTS WHICH HAVE NOT REGISTERED SECURITIES PURSUANT TO SECTION 12 OF THE ACT**

No such annual report, proxy statement, form of proxy or other proxy soliciting material has been sent to the registrant's security holders. The registrant will not be sending an annual report or proxy material to its security holders subsequent to the filing of this form.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 27, 2020

**PSNH FUNDING LLC 3, as Issuing Entity**

**BY: PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE, as Servicer**

By: /s/ Emilie G. O'Neil

\_\_\_\_\_  
Emilie G. O'Neil  
Assistant Treasurer – Corporate Finance and Cash  
Management

Exhibit 31.1

### CERTIFICATIONS

I, Emilie G. O'Neil, certify that:

1. I have reviewed this report on Form 10-K and all reports on Form 10-D required to be filed in respect of the period covered by this report on Form 10-K of PSNH Funding LLC 3 (the "Exchange Act periodic reports");
2. Based on my knowledge, the Exchange Act periodic reports, taken as a whole, do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, all of the distribution, servicing and other information required to be provided under Form 10-D for the period covered by this report is included in the Exchange Act periodic reports;
4. I am responsible for reviewing the activities performed by the servicer and based on my knowledge and the compliance review conducted in preparing the servicer compliance statement required in this report under Item 1123 of Regulation AB, and except as disclosed in the Exchange Act periodic reports, the servicer has fulfilled its obligations under the Servicing Agreement, dated as of May 8, 2018, by and between PSNH Funding LLC 3 and Public Service Company of New Hampshire, in all material respects; and
5. All of the reports on assessment of compliance with servicing criteria for asset-backed securities and their related attestation reports on assessment of compliance with servicing criteria for asset-backed securities required to be included in this report in accordance with Item 1122 of Regulation AB and Exchange Act Rules 13a-18 and 15d-18 have been included as an exhibit to this report, except as otherwise disclosed in this report. Any material instances of noncompliance described in such reports have been disclosed in this report on Form 10-K.

In giving the certifications above, I have reasonably relied on information provided to me by the following unaffiliated party: The Bank of New York Mellon, as Indenture Trustee.

Date: March 27, 2020

**PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE,**  
as Servicer

By: /s/ Emilie G. O'Neil

Emilie G. O'Neil  
Assistant Treasurer – Corporate Finance and Cash  
Management and senior officer in charge of the  
servicing function of Public Service Company of New  
Hampshire

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## Exhibit 33.1

REPORT ON ASSESSMENT OF COMPLIANCE WITH SERVICING CRITERIA FOR  
ASSET-BACKED ISSUERS

The undersigned hereby certifies that she is the duly elected and acting Assistant Treasurer-Corporate Finance and Cash Management of Public Service Company of New Hampshire, as servicer (the “Servicer”) under the Servicing Agreement, dated as of May 8, 2018, (the “Servicing Agreement”), between the Servicer and PSNH Funding LLC 3 (the “Issuing Entity”), and further certifies on behalf of the Servicer that:

1. In my capacity as Assistant Treasurer-Corporate Finance and Cash Management of the Servicer, I am responsible for assessing the Servicer’s compliance with the servicing criteria set forth in Item 1122(d) of Regulation AB (the “Servicing Criteria”);

2. With respect to each of the Servicing Criteria, the undersigned has made the following assessment of the Servicing Criteria in accordance with Item 1122(d) of Regulation AB, with such discussion regarding the performance of such Servicing Criteria during the fiscal year ended December 31, 2019 covered by the Issuing Entity’s annual report on Form 10-K:

Regulation AB Reference	Servicing Criteria	Applicable Servicing Criteria	Inapplicable Servicing Criteria
<b>General Servicing Considerations</b>			
1122(d)(1)(i)	Policies and procedures are instituted to monitor any performance or other triggers and events of default in accordance with the transaction agreements.	X	
1122(d)(1)(ii)	If any material servicing activities are outsourced to third parties, policies and procedures are instituted to monitor the third party’s performance and compliance with such servicing activities.		X
1122(d)(1)(iii)	Any requirements in the transaction agreements to maintain a back-up servicer for the pool assets are maintained.		X
1122(d)(1)(iv)	A fidelity bond and errors and omissions policy is in effect on the party participating in the servicing function throughout the reporting period in the amount of coverage required by and otherwise in accordance with the terms of the transaction agreements.		X
1122(d)(1)(v)	Aggregation of information, as applicable, is mathematically accurate and the information conveyed accurately reflects the information.	X	
<b>Cash Collection and Administration</b>			
1122(d)(2)(i)	Payments on pool assets are deposited into the appropriate custodial bank accounts and related bank clearing accounts no more than two business days following receipt, or such other number of days specified in the transaction agreements.	X	
1122(d)(2)(ii)	Disbursements made via wire transfer on behalf of an obligor or to an investor are made only by authorized personnel.	X	
1122(d)(2)(iii)	Advances of funds or guarantees regarding collections, cash flows or distributions, and any interest or other fees charged for such advances, are made, reviewed and approved as specified in the transaction agreements.		X
1122(d)(2)(iv)	The related accounts for the transaction, such as cash reserve accounts or accounts established as a form of overcollateralization, are separately maintained (e.g., with respect to commingling of cash) as set forth in the transaction agreements.	X	
1122(d)(2)(v)	Each custodial account is maintained at a federally insured depository institution as set forth in the transaction agreements. For purposes of this criterion, “federally insured depository institution” with respect to a foreign financial institution means a foreign financial institution that meets the requirements of Rule 13k-1(b)(1) under the Exchange Act.	X	

Regulation AB Reference	Servicing Criteria	Applicable Servicing Criteria	Inapplicable Servicing Criteria
1122(d)(2)(vi)	Unissued checks are safeguarded so as to prevent unauthorized access.		X
1122(d)(2)(vii)	Reconciliations are prepared on a monthly basis for all asset-backed securities related bank accounts, including custodial accounts and related bank clearing accounts. These reconciliations are: (A) mathematically accurate; (B) prepared within 30 calendar days after the bank statement cutoff date, or such other number of days specified in the transaction agreements; (C) reviewed and approved by someone other than the person who prepared the reconciliation; and (D) contain explanations for reconciling items. These reconciling items are resolved within 90 calendar days of their original identification, or such other number of days specified in the transaction agreements.	X	
<b>Investor Remittances and Reporting</b>			
1122(d)(3)(i)	Reports to investors, including those to be filed with the SEC, are maintained in accordance with the transaction agreements and applicable SEC requirements. Specifically, such reports: (A) are prepared in accordance with timeframes and other terms set forth in the transaction agreements; (B) provide information calculated in accordance with the terms specified in the transaction agreements; (C) are filed with the SEC as required by its rules and regulations; and (D) agree with investors' or the trustee's records as to the total unpaid principal balance and number of pool assets serviced by the servicer.	X	
1122(d)(3)(ii)	Amounts due to investors are allocated and remitted in accordance with timeframes, distribution priority and other terms set forth in the transaction agreements.	X	
1122(d)(3)(iii)	Disbursements made to an investor are posted within two business days to the servicer's investor records, or such other number of days specified in the transaction agreements.	X	
1122(d)(3)(iv)	Amounts remitted to investors per the investor reports agree with cancelled checks, or other form of payment, or custodial bank statements.	X	
<b>Pool Asset Administration</b>			
1122(d)(4)(i)	Collateral or security on pool assets is maintained as required by the transaction agreements or related pool asset documents.	X	
1122(d)(4)(ii)	Pool assets and related documents are safeguarded as required by the transaction agreements.	X	
1122(d)(4)(iii)	Any additions, removals or substitutions to the asset pool are made, reviewed and approved in accordance with any conditions or requirements in the transaction agreements.		X
1122(d)(4)(iv)	Payments on pool assets, including any payoffs, made in accordance with the related pool asset documents are posted to the servicer's obligor records maintained no more than two business days after receipt, or such other number of days specified in the transaction agreements, and allocated to principal, interest or other items (e.g., escrow) in accordance with the related pool asset documents.	X	
1122(d)(4)(v)	The servicer's records regarding the pool assets agree with the servicer's records with respect to an obligor's unpaid principal balance.		X
1122(d)(4)(vi)	Changes with respect to the terms or status of an obligor's pool assets (e.g., loan modifications or re-aging) are made, reviewed and approved by authorized personnel in accordance with the transaction agreements and related pool asset documents.	X	
1122(d)(4)(vii)	Loss mitigation or recovery actions (e.g., forbearance plans, modifications and deeds in lieu of foreclosure, foreclosures and repossessions, as applicable) are initiated, conducted and concluded in accordance with the timeframes or other requirements established by the transaction agreements.	X	

Regulation AB Reference	Servicing Criteria	Applicable Servicing Criteria	Inapplicable Servicing Criteria
1122(d)(4)(viii)	Records documenting collection efforts are maintained during the period a pool asset is delinquent in accordance with the transaction agreements. Such records are maintained on at least a monthly basis, or such other period specified in the transaction agreements, and describe the entity's activities in monitoring delinquent pool assets, including, for example, phone calls, letters and payment rescheduling plans in cases where delinquency is deemed temporary (e.g., illness or unemployment).	X	
1122(d)(4)(ix)	Adjustments to interest rates or rates of return for pool assets with variable rates are computed based on the related pool asset documents.		X
1122(d)(4)(x)	Regarding any funds held in trust for an obligor (such as escrow accounts): (A) such funds are analyzed, in accordance with the obligor's pool asset documents, on at least an annual basis, or such other period specified in the transaction agreements; (B) interest on such funds is paid, or credited, to obligors in accordance with applicable pool asset documents and state laws; and (C) such funds are returned to the obligor within 30 calendar days of full repayment of the related pool assets, or such other number of days specified in the transaction agreements.		X
1122(d)(4)(xi)	Payments made on behalf of an obligor (such as tax or insurance payments) are made on or before the related penalty or expiration dates, as indicated on the appropriate bills or notices for such payments, provided that such support has been received by the servicer at least 30 calendar days prior to these dates, or such other number of days specified in the transaction agreements.		X
1122(d)(4)(xii)	Any late payment penalties in connection with any payment to be made on behalf of an obligor are paid from the servicer's funds and not charged to the obligor, unless the late payment was due to the obligor's error or omission.		X
1122(d)(4)(xiii)	Disbursements made on behalf of an obligor are posted within two business days to the obligor's records maintained by the servicer, or such other number of days specified in the transaction agreements.		X
1122(d)(4)(xiv)	Delinquencies, charge-offs and uncollectible accounts are recognized and recorded in accordance with the transaction agreements.	X	
1122(d)(4)(xv)	Any external enhancement or other support, identified in Item 1114(a)(1) through (3) or Item 1115 of Regulation AB, is maintained as set forth in the transaction agreements.		X

3. To the best of the undersigned's knowledge, based on such review, the Servicer is in compliance in all material respects with the applicable Servicing Criteria set forth above as of and for the year ended December 31, 2019 covered by the Issuing Entity's annual report on Form 10-K.

4. Deloitte & Touche LLP, an independent registered public accounting firm, has issued an attestation report on its assessment of the Servicer's compliance with the applicable Servicing Criteria as of and for the year ended December 31, 2019 covered by the Issuing Entity's annual report on Form 10-K.

Executed as of this 27<sup>th</sup> day of March 2020.

**PUBLIC SERVICE COMPANY OF NEW  
HAMPSHIRE**

By: /s/ Emilie G. O'Neil

Name: Emilie G. O'Neil

Title: Assistant Treasurer- Corporate Finance  
and Cash Management

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Exhibit 33.2



ASSESSMENT OF COMPLIANCE WITH  
APPLICABLE SERVICING CRITERIA

Management of The Bank of New York Mellon (formerly The Bank of New York), BNY Mellon Trust of Delaware (formerly BNYM (Delaware)) and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A.), (collectively, the “Company”) is responsible for assessing the Company’s compliance with the servicing criteria set forth in Item 1122(d) of Regulation AB promulgated by the Securities and Exchange Commission. The Company’s management has determined that the servicing criteria are applicable in regard to the servicing platform as of and for the period as follows:

Platform: Publicly-issued (i.e., transaction-level reporting initially required under the Securities Exchange Act of 1934, as amended) asset-backed securities issued on or after January 1, 2006 and like-kind transactions issued prior to January 1, 2006 that are subject to Regulation AB (including transactions subject to Regulation AB by contractual obligation) for which the Company provides trustee, securities administration, paying agent or custodial services, as defined and to the extent applicable in the transaction agreements, other than residential mortgage-backed securities and other mortgage-related asset-backed securities (the “Platform”).

Period: The twelve months ended December 31, 2019 (the “Period”).

Applicable Servicing Criteria: All servicing criteria set forth in Item 1122(d), to the extent required by the related transaction agreements as to any transaction, except as set forth in the column titled “Not Applicable to Platform” in Appendix 1 attached hereto.

With respect to servicing criterion 1122(d)(2)(vi) the Company’s management has engaged a vendor to perform the activities required by the servicing criterion. The Company’s management has determined that this vendor is not considered a “servicer” as defined in Item 1101(j) of Regulation AB, and the Company’s management has elected to take responsibility for assessing compliance with the servicing criterion applicable to this vendor as permitted by the SEC’s *Compliance and Disclosure Interpretation 200.06, Vendors Engaged by Servicers* (“C&DI 200.06”). The Company’s management has policies and procedures in place designed to provide reasonable assurance that the vendor’s activities comply in all material respects with the servicing criterion applicable to the vendor. The Company’s management is solely responsible for determining that it meets the SEC requirements to apply C&DI 200.06 for the vendor and related servicing criterion.

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With respect to the Platform as of and for the Period, the Company provides the following assessment of compliance in respect of the Applicable Servicing Criteria:

1. The Company's management is responsible for assessing the Company's compliance with the Applicable Servicing Criteria.
2. The Company's management has assessed compliance with the Applicable Servicing Criteria, including the servicing criterion for which compliance is determined based on C&DI 200.06 as described above as of and for the Period. In making this assessment, management used the criteria set forth by the Securities and Exchange Commission in paragraph (d) of Item 1122 of Regulation AB.
3. With respect to servicing criterion 1122(d)(4)(i), for certain transactions in the Platform the Trustor (as such term is defined in the related transaction agreements) may direct the Trustee (as such term is defined in the related transaction agreements) to file, or cause to be filed, all filings identified by the Trustor to be necessary to maintain the effectiveness of any original filings identified by the Trustor to be necessary under the Uniform Commercial Code as in effect in any jurisdiction to perfect the Trustee's security interest in or lien on the Underlying Securities (as such term is defined in the related transaction agreements). As of and for the twelve months ended December 31, 2019 the Company was not instructed by any Trustors to perform such activities. Absent the receipt of instruction from a Trustor to perform such activities, the Company's responsibility for criterion 1122(d)(4)(i) for the Platform is solely with regard to the manner of holding trust assets and investment of trust assets in eligible investments and the Company does not have any duties as to the original UCC filing and any continuations to perfect the security interest unless instructed to do so by other parties in the transaction agreement.
4. Based on such assessment, as of and for the Period, the Company has complied, in all material respects, with the Applicable Servicing Criteria other than as identified on Schedule A attached.
5. Schedule B attached includes Management's Discussion of Material Instances of Noncompliance by the Company noted in Schedule A, including remediation efforts taken by the Company

KPMG LLP, an independent registered public accounting firm, has issued an attestation report with respect to the Company's compliance with the Applicable Servicing Criteria as of and for the Period.

The Bank of New York Mellon

BNY Mellon Trust of Delaware

/s/ Alphonse Briand Jr.

Alphonse Briand Jr.  
Authorized Signatory

/s/ William D. Lindelof

William D. Lindelof  
Authorized Signatory

The Bank of New York Mellon Trust Company, N.A.

/s/ Antonio I. Portuondo

Antonio I. Portuondo  
Authorized Signatory

Dated: February 28, 2020

Schedule A

**Material Instances of Noncompliance by the Company**

Management's Assessment of Compliance with Applicable Servicing Criteria set forth by the Securities and Exchange Commission in paragraph (d) of Item 1122 of Regulation AB as of and for the Period, disclosed that material instances of noncompliance occurred with respect to the servicing criterion set forth in Items 1122(d)(3)(i)(A) as follows: Certain reports to investors were not prepared in accordance with the timeframes set forth in the transaction agreements.

Schedule B

**Management's Discussion of Material Instances of Noncompliance by the Company**

1122(d)(3)(i)(A): *Reports to investors, including those to be filed with the Commission, are maintained in accordance with the transaction agreements and applicable Commission requirements. Specifically, such reports are prepared in accordance with timeframes and other terms set forth in the transaction agreements.*

1122(d)(3)(i)(A):

Noncompliance:

During the Period, certain reports to investors were not prepared in accordance with the timeframes set forth in the transaction agreements.

Remediation:

- Transaction identifiers will be verified and made uniform, as needed, between the BNY Mellon Investor Reporting website and the system that generates investor reports.
- All desktop procedures for the Platform will be reviewed to make sure the correct transaction identifiers are listed for all reports that need to be made available to investors on the BNY Mellon Investor Reporting website.
- A review of the BNY Mellon Investor Reporting website will be undertaken on the relevant Payment Dates to verify that all pertinent reports have been successfully posted and assure any needed remediation occurs on the same date.

APPENDIX 1

REG AB REFERENCE	SERVICING CRITERIA	Applicable to Platform		Not Applicable to Platform
		Performed Directly by the Company	Performed by Vendor(s) for which the Company is the Responsible Party	
<b>General servicing considerations</b>				
1122(d)(1)(i)	Policies and procedures are instituted to monitor any performance or other triggers and events of default in accordance with the transaction agreements.	X		
1122(d)(1)(ii)	If any material servicing activities are outsourced to third parties, policies and procedures are instituted to monitor the third party's performance and compliance with such servicing activities.	X		
1122(d)(1)(iii)	Any requirements in the transaction agreements to maintain a back-up servicer for the pool assets are maintained.			X
1122(d)(1)(iv)	A fidelity bond and errors and omissions policy is in effect on the party participating in the servicing function throughout the reporting period in the amount of coverage required by and otherwise in accordance with the terms of the transaction agreements.			X
1122(d)(1)(v)	Aggregation of information, as applicable, is mathematically accurate and the information conveyed accurately reflects the information.			X
<b>Cash collection and administration</b>				
1122(d)(2)(i)	Payments on pool assets are deposited into the appropriate custodial bank accounts and related bank clearing accounts no more than two business days of receipt, or such other number of days specified in the transaction agreements.	X		
1122(d)(2)(ii)	Disbursements made via wire transfer on behalf of an obligor or to an investor are made only by authorized personnel.	X		
1122(d)(2)(iii)	Advances of funds or guarantees regarding collections, cash flows or distributions, and any interest or other fees charged for such advances, are made, reviewed and approved as specified in the transaction agreements.			X
1122(d)(2)(iv)	The related accounts for the transaction, such as cash reserve accounts or accounts established as a form of over collateralization, are separately maintained ( <i>e.g.</i> , with respect to commingling of cash) as set forth in the transaction agreements.	X		

REG AB REFERENCE	SERVICING CRITERIA	Applicable to Platform		Not Applicable to Platform
		Performed Directly by the Company	Performed by Vendor(s) for which the Company is the Responsible Party	
1122(d)(2)(v)	Each custodial account is maintained at a federally insured depository institution as set forth in the transaction agreements. For purposes of this criterion, “federally insured depository institution” with respect to a foreign financial institution means a foreign financial institution that meets the requirements of Rule 240.13k-1(b)(1) of this chapter.	X		
1122(d)(2)(vi)	Unissued checks are safeguarded so as to prevent unauthorized access.		X	
1122(d)(2)(vii)	Reconciliations are prepared on a monthly basis for all asset-backed securities related bank accounts, including custodial accounts and related bank clearing accounts. These reconciliations (A) Are mathematically accurate; (B) Are prepared within 30 calendar days after the bank statement cutoff date, or such other number of days specified in the transaction agreements; (C) Are reviewed and approved by someone other than the person who prepared the reconciliation; and (D) Contain explanations for reconciling items. These reconciling items are resolved within 90 calendar days of their original identification, or such other number of days specified in the transaction agreements.	X		
<b>Investor remittances and reporting</b>				
1122(d)(3)(i)	Reports to investors, including those to be filed with the Commission, are maintained in accordance with the transaction agreements and applicable Commission requirements. Specifically, such reports (A) Are prepared in accordance with timeframes and other terms set forth in the transaction agreements; (B) Provide information calculated in accordance with the terms specified in the transaction agreements; (C) Are filed with the Commission as required by its rules and regulations; and (D) Agree with investors’ or the trustee’s records as to the total unpaid principal balance and number of pool assets serviced by the servicer.	X		
1122(d)(3)(ii)	Amounts due to investors are allocated and remitted in accordance with timeframes, distribution priority and other terms set forth in the transaction agreements.	X		
1122(d)(3)(iii)	Disbursements made to an investor are posted within two business days to the servicer’s investor records, or such other number of days specified in the transaction agreements.	X		
1122(d)(3)(iv)	Amounts remitted to investors per the investor reports agree with cancelled checks, or other form of payment, or custodial bank statements.	X		

REG AB REFERENCE	SERVICING CRITERIA	Applicable to Platform		Not Applicable to Platform
		Performed Directly by the Company	Performed by Vendor(s) for which the Company is the Responsible Party	
	<b>Pool asset administration</b>			
1122(d)(4)(i)	Collateral or security on pool assets is maintained as required by the transaction agreements or related pool asset documents.	X		
1122(d)(4)(ii)	Pool asset and related documents are safeguarded as required by the transaction agreements	X		
1122(d)(4)(iii)	Any additions, removals or substitutions to the asset pool are made, reviewed and approved in accordance with any conditions or requirements in the transaction agreements.	X		
1122(d)(4)(iv)	Payments on pool assets, including any payoffs, made in accordance with the related pool asset documents are posted to the applicable servicer's obligor records maintained no more than two business days after receipt, or such other number of days specified in the transaction agreements, and allocated to principal, interest or other items (e.g., escrow) in accordance with the related pool asset documents.			X
1122(d)(4)(v)	The servicer's records regarding the pool assets agree with the servicer's records with respect to an obligor's unpaid principal balance.			X
1122(d)(4)(vi)	Changes with respect to the terms or status of an obligor's pool assets (e.g., loan modifications or re-agings) are made, reviewed and approved by authorized personnel in accordance with the transaction agreements and related pool asset documents.			X
1122(d)(4)(vii)	Loss mitigation or recovery actions (e.g., forbearance plans, modifications and deeds in lieu of foreclosure, foreclosures and repossessions, as applicable) are initiated, conducted and concluded in accordance with the timeframes or other requirements established by the transaction agreements.			X
1122(d)(4)(viii)	Records documenting collection efforts are maintained during the period a pool asset is delinquent in accordance with the transaction agreements. Such records are maintained on at least a monthly basis, or such other period specified in the transaction agreements, and describe the entity's activities in monitoring delinquent pool assets including, for example, phone calls, letters and payment rescheduling plans in cases where delinquency is deemed temporary (e.g., illness or unemployment).			X
1122(d)(4)(ix)	Adjustments to interest rates or rates of return for pool assets with variable rates are computed based on the related pool asset documents.			X

REG AB REFERENCE	SERVICING CRITERIA	Applicable to Platform	
		Performed Directly by the Company	Performed by Vendor(s) for which the Company is the Responsible Party
1122(d)(4)(x)	Regarding any funds held in trust for an obligor (such as escrow accounts): (A) Such funds are analyzed, in accordance with the obligor's pool asset documents, on at least an annual basis, or such other period specified in the transaction agreements; (B) Interest on such funds is paid, or credited, to obligors in accordance with applicable pool asset documents and state laws; and (C) Such funds are returned to the obligor within 30 calendar days of full repayment of the related pool asset, or such other number of days specified in the transaction agreements.		
1122(d)(4)(xi)	Payments made on behalf of an obligor (such as tax or insurance payments) are made on or before the related penalty or expiration dates, as indicated on the appropriate bills or notices for such payments, provided that such support has been received by the servicer at least 30 calendar days prior to these dates, or such other number of days specified in the transaction agreements.		X
1122(d)(4)(xii)	Any late payment penalties in connection with any payment to be made on behalf of an obligor are paid from the servicer's funds and not charged to the obligor, unless the late payment was due to the obligor's error or omission.		X
1122(d)(4)(xiii)	Disbursements made on behalf of an obligor are posted within two business days to the obligor's records maintained by the servicer, or such other number of days specified in the transaction agreements.		X
1122(d)(4)(xiv)	Delinquencies, charge-offs and uncollectible accounts are recognized and recorded in accordance with the transaction agreements.		X
1122(d)(4)(xv)	Any external enhancement or other support, identified in Item 1114(a)(1) through (3) or Item 1115 of this Regulation AB, is maintained as set forth in the transaction agreements.	X	

Exhibit 34.1

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors of  
Public Service Company of New Hampshire  
Hartford, Connecticut

We have examined management's assertion for the Public Service Company of New Hampshire and subsidiaries ("PSNH" or the "Company") regarding compliance with the servicing criteria set forth in Item 1122(d) of the Securities and Exchange Commission's Regulation AB ("Regulation AB") for the Rate Reduction Bonds Series 2018-1 (the "Platform") as of and for the year ended December 31, 2019, excluding criteria items 1122(d)(1)(ii), 1122(d)(1)(iii), 1122(d)(1)(iv), 1122(d)(2)(iii), 1122(d)(2)(vi), 1122(d)(4)(iii), 1122(d)(4)(v), 1122(d)(4)(ix), 1122(d)(4)(x), 1122(d)(4)(xi), 1122(d)(4)(xii), 1122(d)(4)(xiii), and 1122(d)(4)(xv), which management has determined are not applicable to the activities performed by the Company with respect to the Platform. PSNH's management is responsible for the Company's compliance with the servicing criteria. Our responsibility is to express an opinion on management's assertion about the Company's compliance with the servicing criteria based on our examination.

Our examination was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and attestation standards established by the American Institute of Certified Public Accountants, and, accordingly, included examining, on a test basis, evidence about the Company's compliance with the applicable servicing criteria, including tests on a sample basis of the servicing activities related to the Platform, determining whether the Company performed those selected activities in compliance with the servicing criteria during the specified period, and performing such other procedures as we considered necessary in the circumstances. Our procedures were limited to selected servicing activities performed by the Company during the period covered by this report and, accordingly, such samples may not have included servicing activities related to each item included in the Platform. An examination involves performing procedures to obtain evidence about management's assertion. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risks of material misstatement of management's assertion, whether due to fraud or error. We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion. Our examination does not provide a legal determination on the Company's compliance with the servicing criteria.

In our opinion, management's assertion that the Company complied with the applicable servicing criteria as of and for the year ended December 31, 2019 for the Platform is fairly stated, in all material respects.

/s/ Deloitte & Touche LLP

Hartford, Connecticut  
March 27, 2020

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**Exhibit 34.2**

**Report of Independent Registered Public Accounting Firm**

The Board of Directors  
The Bank of New York Mellon  
BNY Mellon Trust of Delaware  
The Bank of New York Mellon Trust Company, N.A.:

We have examined The Bank of New York Mellon's (formerly The Bank of New York), BNY Mellon Trust of Delaware's (formerly BNYM (Delaware)) and The Bank of New York Mellon Trust Company, N.A.'s (formerly The Bank of New York Trust Company, N.A.), (collectively, the Company) compliance with the servicing criteria set forth in Item 1122(d) of the Securities and Exchange Commission's Regulation AB (Servicing Criteria) for the publicly-issued (i.e., transaction-level reporting initially required under the Securities and Exchange Act of 1934, as amended) asset-backed securities issued on or after January 1, 2006 and like-kind transactions issued prior to January 1, 2006 that are subject to Regulation AB (including transactions subject to Regulation AB by contractual obligation) for which the Company provides trustee, securities administration, paying agent or custodial services, as defined and to the extent applicable in the transaction agreements, other than residential mortgage-backed securities and other mortgage-related asset-backed securities (the Platform), except for servicing criteria 1122(d)(1)(iii), 1122(d)(1)(iv), 1122(d)(1)(v), 1122(d)(2)(iii), 1122(d)(4)(iv), 1122(d)(4)(v), 1122(d)(4)(vi), 1122(d)(4)(vii), 1122(d)(4)(viii), 1122(d)(4)(ix), 1122(d)(4)(x), 1122(d)(4)(xi), 1122(d)(4)(xii), 1122(d)(4)(xiii) and 1122(d)(4)(xiv), which the Company has determined are not applicable to the activities it performs with respect to the Platform (the Servicing Criteria), as of and for the twelve months ended December 31, 2019. With respect to Servicing Criterion 1122(d)(4)(i), the Company has determined that for certain transactions in the Platform the Trustor (as such term is defined in the related transaction agreements) may direct the Trustee (as such term is defined in the related transaction agreements) to file, or cause to be filed, all filings identified by the Trustor to be necessary to maintain the effectiveness of any original filings identified by the Trustor to be necessary under the Uniform Commercial Code as in effect in any jurisdiction to perfect the Trustee's security interest in or lien on the Underlying Securities (as such term is defined in the related transaction agreements). As of and for the twelve months ended December 31, 2019 the Company was not instructed by any Trustors to perform such activities. Absent the receipt of instruction from a Trustor to perform such activities, the Company's responsibility for Servicing Criterion 1122(d)(4)(i) for the Platform is solely with regard to the manner of holding trust assets and investment of trust assets in eligible investments and the Company does not have any duties as to the original UCC filing and any continuations to perfect the security interest unless instructed to do so by other parties in the transaction agreement. Management is responsible for the Company's compliance with the Servicing Criteria. Our responsibility is to express an opinion on the Company's compliance with the Servicing Criteria based on our examination.

Our examination was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and in accordance with attestation standards established by the American Institute of Certified Public Accountants to obtain reasonable assurance and, accordingly, included examining, on a test basis, evidence about the Company's compliance with the Servicing Criteria and performing such other procedures as we considered necessary in the circumstances. Our examination included testing selected asset-backed transactions and securities that comprise the Platform, testing selected servicing activities related to the Platform, and determining whether the Company processed those selected transactions and performed those selected activities in compliance with the Servicing Criteria. Furthermore, our procedures were limited to the selected transactions and servicing activities performed by the Company during the period covered by this report. Our procedures were not designed to determine whether errors may have occurred either prior to or subsequent to our tests that may have affected the balances or amounts calculated or reported by the Company during the period covered by this report for the selected transactions or any other transactions. We believe that our examination provides a reasonable basis for our qualified opinion. Our examination does not provide a legal determination on the Company's compliance with the Servicing Criteria.

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As described in the Company's *Assessment of Compliance with Applicable Servicing Criteria*, for Servicing Criterion 1122(d)(2)(vi), the Company has engaged a vendor to perform the activities required by this Servicing Criterion. The Company has determined that this vendor is not considered a "servicer" as defined in Item 1101(j) of Regulation AB, and the Company has elected to take responsibility for assessing compliance with the Servicing Criterion applicable to this vendor as permitted by the SEC's *Compliance and Disclosure Interpretation (C&DI) 200.06, Vendors Engaged by Servicers* (C&DI 200.06). As permitted by C&DI 200.06, the Company has asserted that it has policies and procedures in place designed to provide reasonable assurance that the vendor's activities comply in all material respects with the Servicing Criterion applicable to the vendor. The Company is solely responsible for determining that it meets the SEC requirements to apply C&DI 200.06 for the vendor and related Servicing Criterion as described in its assertion, and we performed no procedures with respect to the Company's eligibility to apply C&DI 200.06.

Our examination disclosed the following material noncompliance with Servicing Criterion 1122(d)(3)(i)(A), as applicable to the Company during the twelve months ended December 31, 2019. Certain reports to investors were not prepared in accordance with the timeframes set forth in the transaction agreements.

In our opinion, except for the material noncompliance described above, the Company complied, in all material respects, with the aforementioned Servicing Criteria, including Servicing Criterion 1122(d)(2)(vi) for which compliance is determined based on C&DI 200.06 as described above as of and for the twelve months ended December 31, 2019.

We do not express an opinion or any form of assurance on the statements in Management's Discussion of Material Instances of Noncompliance by the Company as set forth in Schedule B to the Company's *Assessment of Compliance with Applicable Servicing Criteria*.

/s/KPMG LLP

Chicago, Illinois  
February 28, 2020

**Exhibit 35.1**

CERTIFICATE OF COMPLIANCE

The undersigned hereby certifies that she is the duly elected and acting Assistant Treasurer-Corporate Finance and Cash Management of Public Service Company of New Hampshire, as servicer (the "Servicer") under the Servicing Agreement, dated as of May 8, 2018, (the "Servicing Agreement"), between the Servicer and PSNH Funding LLC 3 (the "Issuer"), and further certifies on behalf of the Servicer that:

1. In my capacity as Assistant Treasurer-Corporate Finance and Cash Management of the Servicer, I am responsible for assessing the Servicer's compliance with the servicing criteria applicable to the Servicer set forth in the Servicing Agreement and Item 1122(d) of Regulation AB;
2. A review of the activities of the Servicer and of its performance under the Servicing Agreement for the twelve months ended December 31, 2019 has been made under the supervision of the undersigned pursuant to Item 1122(d) of Regulation AB and Section 3.03 of the Servicing Agreement; and
3. To the undersigned's knowledge, based on such review, the Servicer has fulfilled all its material obligations in all material respects under the Servicing Agreement throughout the twelve months ended December 31, 2019 except as listed on Annex A hereto.
4. Deloitte & Touche LLP, a registered public accounting firm, has issued an attestation report on its assessment of compliance with the applicable servicing criteria as of December 31, 2019, and for the twelve months ended December 31, 2019.

Executed as of this 27<sup>th</sup> day of March 2020.

By: /s/ Emilie G. O'Neil

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Name: Emilie G. O'Neil  
Title: Assistant Treasurer- Corporate  
Finance and Cash Management

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ANNEX A

LIST OF SERVICER DEFAULTS

Nature of Default

Status

None.

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