

EXHIBIT “A”

STATE OF NEW HAMPSHIRE
BEFORE THE
PUBLIC UTILITIES COMMISSION

RE: LIBERTY UTILITIES (ENERGYNORTH NATURAL GAS) CORP. D/B/A LIBERTY
UTILITIES

DOCKET NO. DG 14-__

**Petition for Approval of a Firm Transportation Agreement With Tennessee Gas Pipeline
Company, LLC**

NOW COMES Liberty Utilities (EnergyNorth Natural Gas) Corp. d/b/a Liberty Utilities (“EnergyNorth” or the “Company”) and petitions the New Hampshire Public Utilities Commission (the “Commission”) for approval of a firm transportation agreement with Tennessee Gas Pipeline Company, LLC (“Tennessee”), including a determination that the Company’s decision to enter into the agreement is prudent and consistent with the public interest. In support hereof, the Company states as follows:

Introduction

1. By this Petition and the accompanying Pre-Filed Direct Testimony of Francisco C. DaFonte, the Company seeks approval to enter into a 20 year contract with Tennessee pursuant to which the Company would purchase on a firm basis up to 115,000 Dth per day of capacity. The Company is seeking the Commission’s advance approval of this transaction given the substantial financial commitment that is required for this long-term agreement.

2. As explained in Mr. DaFonte’s testimony, the proposed firm transportation contract with Tennessee is prudent and in the public interest because the Company needs this long-term firm transportation capacity resource to reliably satisfy existing and future customer load requirements in its service area, and it is the best cost resource to meet the capacity needs of

the Company's customers. In addition, the proposed firm transportation contract on the proposed Northeast Energy Delivery ("NED") pipeline project will likely provide opportunities to expand natural gas distribution service to other parts of the state, and within the Company's existing franchise territory. Further, the NED project will provide increased distribution system reliability via a secondary point of delivery on the west end of the Company's distribution system. The Company is seeking final Commission approval of its decision to enter into this contract by July 1, 2015, a regulatory approval deadline established in the Company's Precedent Agreement with Tennessee.

Background

3. On February 13, 2014, Tennessee announced an open season to offer firm transportation service on its proposed NED project from a primary receipt point at Wright, NY and primary delivery points off of the Concord Lateral at the Nashua, Manchester and Laconia city gates and a primary delivery point at a new interconnect off of the NED mainline at or near West Nashua commencing on or about November 1, 2018. Currently, the entire EnergyNorth system in southern New Hampshire is served exclusively off of the Concord Lateral. This new interconnect will provide a secondary feed on the west side of the distribution system which will enhance reliability and allow for more economic future system expansion.

4. Before Tennessee announced the NED project, EnergyNorth had already established that it would need additional firm capacity to meet the needs of its customers. Specifically, in its current Least Cost Integrated Resource Plan (the "IRP"), which is pending before the Commission as Docket DG 13-313, the Company determined that for the period November 1, 2013 to October 31, 2018, it would require additional resources to meet its

forecasted customer demand. *See* Docket DG 13-313, Exhibit 1, pp. 66-67; Transcript from December 1, 2014 Hearing at 10-11. Since then, the Company has conducted a further long-term demand forecast, and determined that it will have a significant resource deficiency over a 24 year horizon. *See* Pre-filed Direct Testimony of Francisco C. DaFonte at 16-17. As a result, the Company identified the need for incremental pipeline capacity to effectuate additional deliveries of natural gas to its city gates in order to reliably serve its customers into the future, and as explained by Mr. DaFonte, evaluated potential resources to meet this need. *Id.* Applying its Commission-approved resource planning process, which includes cost and non-cost factors, the Company determined that the “best cost” capacity option for its customers was the purchase of additional capacity from Tennessee through its NED project. *Id.* at 36-39.

5. Accordingly, on October 24, 2014, EnergyNorth entered into a Precedent Agreement with Tennessee, a copy of which is included with Mr. DaFonte’s testimony as Attachment FCD-2. Pursuant to the Precedent Agreement, if EnergyNorth received the Commission’s approval for this transaction, EnergyNorth would enter into a Market Path Firm Agreement pursuant to which EnergyNorth would purchase from Tennessee on a firm basis up to 115,000 Dth per day of capacity for a twenty year term. Service would be provided at a negotiated fixed rate for the 20 year term. To provide the transportation service, Tennessee would construct a gas pipeline along the route depicted on Attachment FCD-1. Mr. DaFonte’s testimony identifies the critical milestones that must be achieved for the NED project to be completed. *See* DaFonte Testimony at 26-27. EnergyNorth would not be obligated to make any purchases from Tennessee if the Commission did not approve this transaction by July 1, 2015.

6. As explained in Mr. DaFonte’s testimony, EnergyNorth participated in the negotiation of this Precedent Agreement as part of a consortium of nine local distribution

companies (“LDCs”), each of which entered into a precedent agreement with Tennessee on similar terms and conditions. This consortium approach allowed the LDCs to leverage their aggregate capacity commitment in the Northeast Energy Direct project to negotiate a deeply discounted anchor shipper rate as well as other key beneficial terms and conditions. Because of this approach, the terms and conditions for each individual LDC precedent agreement are nearly identical for each utility with some minor exceptions such as the delivery points, which are unique to each company, and individual company administrative information.

7. For the reasons set forth in this Petition, as well as Mr. DaFonte’s testimony, the Company submits that the Company’s entry into the Tennessee firm transportation agreement is prudent and consistent with the public interest.

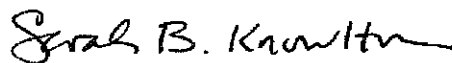
WHEREFORE, EnergyNorth respectfully requests that the Commission:

- A. Open a proceeding to conduct a review of this matter and determine that EnergyNorth’s decision to enter into the proposed arrangement with Tennessee is prudent and consistent with the public interest;
- B. Complete the review and issue a final order no later than July 1, 2015, and;
- C. Grant such other relief as is just and reasonable and consistent with the public interest.

Respectfully submitted,

LIBERTY UTILITIES (ENERGYNORTH NATURAL
GAS) CORP. D/B/A LIBERTY UTILITIES

By its Attorney,



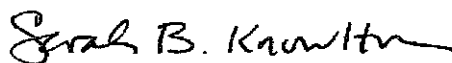
Date: December 31, 2014

By: _____

Sarah B. Knowlton
Assistant General Counsel
15 Buttrick Road
Londonderry, NH 03053
Telephone (603) 216-3631
sarah.knowlton@libertyutilities.com

Certificate of Service

I hereby certify that on December 31, 2014, a copy of this Petition has been forwarded to Susan Chamberlin, Consumer Advocate.



Sarah B. Knowlton

EXHIBIT “B”

**THE STATE OF NEW HAMPSHIRE
PUBLIC UTILITIES COMMISSION**

DG 14-380

**LIBERTY UTILITIES (ENERGYNORTH NATURAL GAS) CORP.
d/b/a LIBERTY UTILITIES**

Petition for Approval of Long-term Firm Transportation Agreement

ORDER OF NOTICE

Liberty Utilities (EnergyNorth Natural Gas) Corp. d/b/a Liberty Utilities (EnergyNorth) is a public utility pursuant to RSA 362:2, that provides natural gas service to approximately 86,000 customers in southern and central New Hampshire and in Berlin. On December 31, 2014, EnergyNorth filed a Petition for Approval of a Firm Transportation Agreement (Precedent Agreement) with Tennessee Gas Pipeline Company, LLC (TGP) along with the confidential and redacted direct testimony of Francisco C. DaFonte, Vice President, Energy Procurement, Liberty Energy Utilities (New Hampshire) Corp. EnergyNorth also filed a motion for protective order and confidential treatment regarding the Precedent Agreement. EnergyNorth requests final Commission approval by July 1, 2015, which is the regulatory approval deadline established in the Precedent Agreement.

EnergyNorth seeks pre-approval of a twenty-year Precedent Agreement with TGP on the proposed Northeast Energy Delivery (NED) pipeline project. Although not mentioned in the filing, EnergyNorth's affiliate, Algonquin Power & Utilities Corp. ("APUC") announced on November 24, 2014, that it plans to invest in the development of the NED pipeline project through Liberty Utilities (Pipeline & Transmission) Corp., a wholly owned subsidiary of APUC and Kinder Morgan Operating L.P.

<http://investors.algonquinpower.com/file.aspx?IID=4142273&FID=26297428>

The terms of the Precedent Agreement would require EnergyNorth to purchase on a firm basis up to 115,000 Dth per day of capacity at a negotiated fixed rate for the twenty-year term. To provide the transportation service, TGP plans to construct a gas pipeline along the route depicted on Attachment FCD-1 to Mr. DaFonte's testimony. As part of the Commission's approval, EnergyNorth seeks a determination "that the Company's decision to enter into the agreement is prudent and consistent with the public interest." Petition at 1.

EnergyNorth avers that it needs the long-term firm transportation capacity from TGP "to reliably satisfy existing and future customer load requirements in its service area[.]" and the TGP contract is the "best cost resource" to meet those capacity needs. Petition at 1-2. EnergyNorth posits that the TGP contract will also "provide opportunities to expand natural gas distribution service to other parts of the state, and within the Company's existing franchise territory" and "will provide increased distribution system reliability via a secondary point of delivery on the west end of the Company's distribution system." Petition at 2.

EnergyNorth recently identified its need for additional firm capacity in its pending Least Cost Integrated Resource Plan (IRP) filing in DG 13-313. Petition at 2-3, citing *Liberty Utilities (EnergyNorth Natural Gas) Corp. d/b/a Liberty Utilities*, DG 13-313, Exhibit 1, pp. 66-67; Transcript of December 1, 2014 at 10-11. Since preparing that IRP filing, EnergyNorth has determined that it needs additional pipeline capacity "to effectuate additional deliveries of natural gas to its city gates in order to reliably serve its customers into the future." Petition at 3.

EnergyNorth negotiated the Precedent Agreement as part of a consortium of nine local natural gas distribution companies (LDCs). Petition at 3-4. Each of the nine LDCs entered Precedent Agreements with TGP, which are "nearly identical ... with some minor exceptions

such as the delivery points, which are unique to each [LDC], and individual [LDC] administrative information.” Petition at 4.

EnergyNorth’s filing raises, inter alia, issues related to RSA 374:1 and 374:2 (public utilities to provide reasonably safe and adequate service at “just and reasonable” rates); RSA 374:4 (Commission’s duty to keep informed of the manner in which all public utilities in the state provide for safe and adequate service); RSA 374:7 (Commission’s authority to investigate and ascertain the methods employed by public utilities to “order all reasonable and just improvements and extensions in service or methods” to supply gas); and 378:7 (rates collected by a public utility for services rendered or to be rendered must be just and reasonable). These issues include whether EnergyNorth reasonably investigated and analyzed its long term supply requirements and the alternatives for satisfying those requirements, and whether EnergyNorth’s entry into the Precedent Agreement with TGP for additional pipeline capacity is prudent, reasonable and otherwise consistent with the public interest. In addition, in the event the Commission’s investigation is not completed before July 1, 2015 and EnergyNorth elects not to terminate the agreement before that date, the filing raises the issue of who bears the risk of an imprudence finding.

The petition and subsequent docket filings, other than any information for which confidential treatment is requested of or granted by the Commission, will be posted to the Commission’s website at: <http://www.puc.nh.gov/Regulatory/Docketbk/2014/14-380.html>.

Each party has the right to have an attorney represent the party at the party’s own expense.

Based upon the foregoing, it is hereby

ORDERED, that a Prehearing Conference, pursuant to N.H. Code Admin. Rules Puc 203.12, be held before the Commission located at 21 S. Fruit St., Suite 10, Concord, New Hampshire, on February 13, 2015, at 9:00 a.m. at which each party will provide a preliminary statement of its position with regard to the petition and any of the issues set forth in N.H. Code Admin. Rules Puc 203.15; and it is

FURTHER ORDERED, that, immediately following the Prehearing Conference, EnergyNorth, the Staff of the Commission and any intervenors shall hold a technical session to review the petition and allow EnergyNorth to provide any amendments or updates to their filing, after which the Staff and parties shall file a proposal for the remainder of the procedural schedule; and it is

FURTHER ORDERED, that a hearing on the merits of the petition be held before the Commission on May 20, 2015, at 9:00 a.m.; and it is

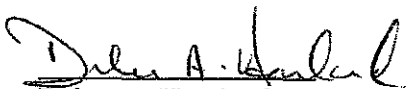
FURTHER ORDERED, pursuant to N.H. Code Admin. Rules Puc 203.12, EnergyNorth shall notify all persons desiring to be heard at this hearing by publishing a copy of this Order of Notice no later than January 26, 2015, in a newspaper with general circulation in those portions of the state in which operations are conducted, publication to be documented by affidavit filed with the Commission on or before February 11, 2015; and it is

FURTHER ORDERED, that consistent with N.H. Code Admin. Rules Puc 203.17 and Puc 203.02, any party' seeking to intervene in the proceeding shall submit to the Commission seven copies of a Petition to Intervene with copies sent to EnergyNorth and the Office of the Consumer Advocate on or before February 11, 2015, such Petition stating the facts demonstrating how its rights, duties, privileges, immunities or other substantial interest may be

affected by the proceeding, as required by N.H. Code Admin. Rules Puc 203.17 and RSA 541-A:32, 1(b); and it is

FURTHER ORDERED, that any party objecting to a Petition to Intervene make said Objection on or before February 13, 2015.

By order of the Public Utilities Commission of New Hampshire this twenty-first day of January, 2015.



Debra A. Howland
Executive Director

Individuals needing assistance or auxiliary communication aids due to sensory impairment or other disability should contact the Americans with Disabilities Act Coordinator, NHPUC, 21 S. Fruit St., Suite 10, Concord, New Hampshire 03301-2429; 603-271-2431; TDD Access: Relay N.H. 1-800-735-2964. Notification of the need for assistance should be made one week prior to the scheduled event.

EXHIBIT “C”

Information on Liberty's Agreement with Tennessee Gas Pipeline for Firm Transportation

Liberty Utilities (EnergyNorth Natural Gas) Corp. d/b/a Liberty Utilities (Liberty) is a public utility that provides natural gas service to approximately 86,000 customers in southern and central New Hampshire and in Berlin, New Hampshire, as well as providing propane air service to approximately 1,200 customers in Keene. Like all New Hampshire utilities, Liberty is required to provide safe and reliable service to its customers.

On December 31, 2014, Liberty filed a Petition for Approval of a Firm Transportation Agreement (Precedent Agreement) with Tennessee Gas Pipeline Company, LLC (TGP). The Precedent Agreement is a long-term contract for additional natural gas pipeline capacity. Under the agreement, TGP will deliver natural gas to Liberty's distribution system over TGP's Northeast Direct project should the project be built. In support of its request, Liberty states that there is a need for more gas supply resources as soon as next year and a significant resource deficiency by the end of a 24-year planning period.

The Precedent Agreement will take effect only if TGP's Northeast Direct project is built. Approval of the Precedent Agreement is separate from any approval of, or permissions for, siting or construction of the Northeast Direct project. Approvals and permissions for the Northeast Direct project are not matters over which the Commission has any say. Those approvals and permissions are currently pending determination by other regulatory agencies, including the Federal Energy and Regulatory Commission (FERC). While the issues related to siting and construction are important, they are not relevant to the Commission's determinations in Docket DG 14-380, the docket opened by the Commission to consider Liberty's request, and are not issues over which the Commission has jurisdiction. Should the FERC approve the TGP's proposed Northeast Direct project, New Hampshire's Site Evaluation Committee expects to be asked to approve the siting of the portion of the project in New Hampshire.

The purpose of the Commission's review in Docket DG 14-380 is to determine whether the terms of the Precedent Agreement are prudent, just, and reasonable, from the perspective of balancing Liberty's shareholders' interests with its customers' interests. The determination will depend on analysis of Liberty's projected service requirements and an economic review. DG 14-380 is not a review of the Northeast Direct project proposed by TGP. If the Commission approves the contract and the pipeline is built, Liberty will be allowed to recover the capacity costs associated with the Precedent Agreement from customers on a dollar-for-dollar basis. Liberty is not permitted to generate a profit on capacity costs.

Only those comments related to the terms of the Precedent Agreement or its impact on Liberty rates and service will be considered in this proceeding. Because the Commission has no jurisdiction to decide issues relating to the approval of the Northeast Direct project, members of the public who wish to comment generally on the Northeast Direct project are asked to direct their comments to the other appropriate regulatory agencies.

More information about Liberty's request for approval of Precedent Agreement can be found at <http://puc.nh.gov/Regulatory/Docketbk/2014/14-380.html>.

EXHIBIT “D”

PUC backs Liberty-Kinder Morgan pipeline deal

New Hampshire Union Leader/New Hampshire Sunday News (Manchester, NH) (Published as New Hampshire Union Leader (Manchester, NH)) - October 6, 2015

- Author/Byline: DAVE SOLOMON; New Hampshire Union Leader
- Section: Business
- Page: 2

CONCORD -- The energy company that wants to build a new natural gas pipeline through southern New Hampshire just got a big boost from the N.H. Public Utilities Commission.

State regulators have approved a deal between the state's largest natural gas utility and Kinder Morgan to buy space on the controversial Northeast Energy Direct pipeline.

Long-term contracts like the one approved for Liberty Utilities are necessary to demonstrate the need for the pipeline in proceedings before the Federal Energy Regulatory Commission. Approval of the contract doesn't necessarily guarantee success with FERC, but failure to approve the contract would have been a major blow to the project.

The decision by the three commissioners conflicts with the PUC's own expert witness and the agency's consumer advocate, both of whom strongly opposed the deal. The professional staff on the commission, however, signed off on the shipping arrangement in late June, setting the stage for approval by the full commission on Friday, Oct. 2.

Liberty serves nearly 90,000 customers with natural gas connections from Nashua to the Lakes Region. In its filing with the PUC, the company maintains the additional space on the proposed Kinder Morgan pipeline is needed to meet existing demand and anticipated growth in natural gas customers.

Liberty first filed its request with the PUC on Dec. 31, asking for approval to enter into a 20-year contract with Kinder Morgan subsidiary Tennessee Gas Pipeline to purchase up to 115,000 dekatherms per day of capacity on the proposed pipeline.

The state's other natural gas utility, Unittel, with 29,000 customers mostly on the Seacoast, has declined to contract for any space on the NED project.

Conflicting testimony

Melissa Whitten, a utility consultant hired by the PUC staff, testified in May that the pipeline deal would leave Liberty with "substantial excess capacity that it would not completely absorb or grow into over the life of the contract."

Consumer Advocate Susan Chamberlin called the deal "a Mercedes when a Honda would be fine," while Pradip K. Chattopadhyay, assistant consumer advocate, testified that the deal is not in the interests of Liberty customers and should not be approved.

The group representing pipeline opponents, the Pipeline Awareness Network (PLAN), had unsuccessfully intervened in the PUC hearings, hoping to block the shipping arrangement. PLAN representatives have repeatedly pointed out that Liberty is the wholly owned subsidiary of a Canadian company that is a partner with Kinder Morgan in the pipeline project.

The commissioners, appointed by the governor subject to Executive Council approval, ruled that the deal is in the public interest, and will enable Liberty to expand service to unserved or underserved parts of the state, particularly in the Keene area.

"It is prudent and reasonable to acquire the capacity necessary to serve not only current load but also potential future load," they wrote.

If it turns out Liberty does not need all that capacity, the PUC order requires the utility to reduce cost-recovery from ratepayers by up to \$300,000, a provision that helped win over the staff support.

"The company's commitment to an earnings reduction is a serious and unusual undertaking for a precedent agreement," according to the PUC order.

Bay State approvals

The decision in New Hampshire comes a month after Massachusetts regulators approved similar contracts between Kinder Morgan and three Bay State utilities -- Berkshire Gas, National Grid and Springfield-based Columbia Gas.

The Massachusetts Department of Public Utilities approved the agreements on Sept. 1 despite intense opposition from pipeline critics, the state attorney general's office and several state lawmakers.

Kinder Morgan's director of business development, Curtis Cole, called the decisions by state regulators "a significant step" in bringing the project to fruition, as he addressed the New Hampshire Energy Summit on Monday morning at the Holiday Inn in Concord.

"The (gas distribution) companies have spoken," he said. "The LDCs (local distribution companies) in New England have said, 'We absolutely need this capacity,' and have gone in front of the regulators to say, 'This is the best way to serve our customers.'?"

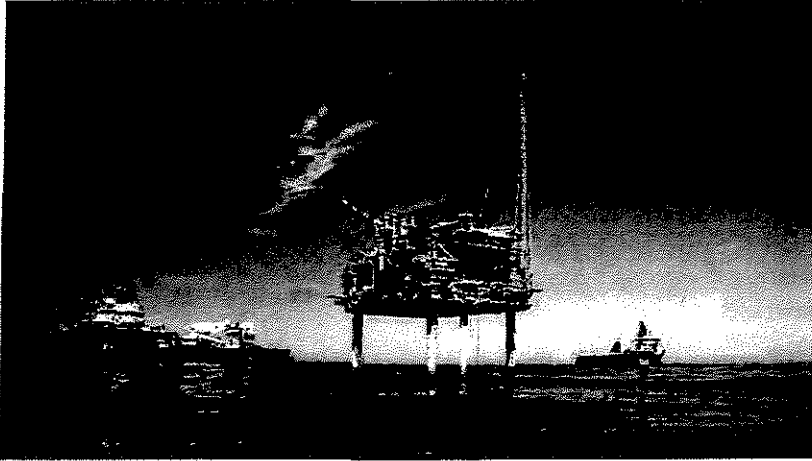
dsolomon@unionleader.com

- *Index terms: Business*
- *Record: 949968*
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EXHIBIT “E”

Water woes imperil Deep Panuke output

THE CHRONICLE HERALD
Published February 25, 2015 - 8:53pm
Last Updated February 27, 2015 - 11:46am



ORIGINAL
N.H.P.U.C. Case No. <u>DE 14-380</u>
Exhibit No. <u># 56</u>
Witness <u>John Rosenkranz</u>
DO NOT REMOVE FROM FILE

The Deep Panuke project in Nova Scotia's offshore is now expected to produce roughly 50 per cent less natural gas than forecast because of its water problems.

Encana Corp., the gas field's Calgary-based owner, said Wednesday it has slashed the field's reserve estimate by about 200 billion cubic feet. Deep Panuke, which has been operating for 1½ years, is now expected to flow another 80 billion cubic feet of natural gas.

The project has produced about 69 billion cubic feet of gas as of Dec. 31, the company said. Deep Panuke has been in production since August 2013.

The field, which has four subsea wells, is about 250 kilometres southeast of Halifax.

An Encana spokesman said the company recently re-evaluated Deep Panuke because of higher than expected water production at this stage of the project.

"While the reserves attributed to Deep Panuke represent only about one per cent of Encana's overall proved reserves, this is disappointing news for our staff and stakeholders," Jay Averill said via email.

Averill said the company can't predict how long Deep Panuke will operate because the timeline depends on such factors as well and reservoir performance and how production is managed.

For instance, Encana announced in November that Deep Panuke would become a seasonal operation that produces during the heating season.

"Through seasonal operation, we expect to extend the life of the project while helping to meet the demand for natural gas in the winter months," Averill said Wednesday.

Deep Panuke's water troubles, which came to light last fall, seem to have intensified last month.

Doug Suttles, Encana's president and CEO, told analysts earlier in the day that officials are still working on the water problem.

"The platform was designed to handle large amounts of water production," Suttles said during a conference call to discuss financial results.

"We've been doing a lot of work between late last year and this year, just seeing, various production techniques, do they allow us to produce, ultimately more gas from the field. And we continue to test that."

Despite the water issue, Deep Panuke is producing at its target level of 180 to 200 million cubic feet per day so far this year, he said. Deep Panuke was originally expected to flow 300 million cubic feet per day.

Meanwhile, word that Deep Panuke likely won't operate for as long as expected was a surprise to the province and energy industry.

An Energy Department spokeswoman said government officials learned of the change via Wednesday's call and need time to study its potential impact on gas users or royalties paid to the province.

"We're pleased that Encana remains committed to the Deep Panuke project," Kyla Friel said. "The (department) is currently evaluating the impact a reduction in reserve projections will have."

A Halifax natural gas consultant and broker said it sounds like the field could run out some time in 2016 after about three years of production.

"Industry-wise, that's a pretty big move," Todd McDonald, CEO of Atlantica Energy, said of the change in Deep Panuke's expected output. "To have the big of a reduction that quick is a pretty big surprise."

Encana has previously said the project would operate for six to 13 years, although the company has since talked about selling Deep Panuke. However the project sells into a premium-priced gas market in New England and the Maritimes.

Deep Panuke is one of two producing gas fields off the province's coast. The other is Sable, where output has been dwindling for years. An industry think-tank, the Atlantica Centre for Energy in Saint John has predicted that Sable will run out of gas by 2017.

McDonald said gas users in the region will pay roughly 40 per cent more for the fuel once supply has to be imported from other regions due to shipping charges.

A spokeswoman for the Maritimes Energy Association, which represents supply and service companies in the sector, said Wednesday in an email that the downward revision of the Deep Panuke reserves was disappointing.

However, Julie Hebert added "many opportunities still exist for our member companies. They will continue to provide support to this project while demonstrating their exceptional skills and abilities. Successful execution of this project, however long that may be, is the top priority of our member companies."

EXHIBIT “F”

Filed
Date Filed: 02/13/2015
Business ID: 721370
William M. Gardner
Secretary of State

State of ~~New~~ Hampshire

Filing fee: \$25.00
Use black print or type.
Leave 1" margins both sides.

N.H.P.U.C. Case No.	<u>DE 14-380</u>
Exhibit No.	<u># 57</u>
Witness	<u>John Rosenkranz</u>

Form FNP-1
RSA 292:5-b
& 293-A:15.03

APPLICATION FOR REGISTRATION OF A FOREIGN NONPROFIT CORPORATION

PURSUANT TO THE provisions of voluntary corporations and associations and the New Hampshire Business Corporations Act, the undersigned corporation hereby applies for a certificate of registration in New Hampshire, and for that purpose submits the following statement:

FIRST: The name of the corporation is Pipe Line Awareness Network for the Northeast, Inc.

SECOND: It is incorporated under the laws of Massachusetts.

THIRD: The date of its incorporation is February 8, 2015 and the period of its duration is ongoing.

FOURTH: The complete address (including zip code) of its principal office is c/o Kathryn Eiseman, 17 Packard Road, Cummington, MA 01026.

FIFTH: The name of its registered agent in New Hampshire is David Moloney and the complete address (including zip code) of its proposed registered office in New Hampshire is (agent's business address) 56 Pierce Lane, Hollis, NH 03049. (Note 1)

SIXTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are: To educate the public about fossil fuel infrastructure and the alternatives; to protect the environment, the climate, health, safety and consumer interests from proposed and existing fossil fuel infrastructure; to study and promote efficiency measures, expansion of programs that manage "peak use" and other, lower impact energy solutions; to engage in legal and regulatory advocacy in connection with fossil fuel infrastructure and alternatives; to assist the activities of groups with similar purposes. (Note 2)

State of New Hampshire
Form FNP 5 - Application for Certificate of Withdrawal 3 Page(s)




APPLICATION FOR REGISTRATION OF
A FOREIGN NONPROFIT CORPORATION

Form FNP-1
(cont.)

SEVENTH: The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet.)

<u>Name</u>	<u>Office</u>	<u>Address</u>
<u>OFFICERS</u>		
<u>Kathryn R. Eiseman</u>	<u>President</u>	<u>17 Packard Road</u> <u>Cummington, MA 01026</u>
<u>Ken Hartlage</u>	<u>Vice President</u>	<u>53 Prescott Street</u> <u>Pepperell, MA 01463</u>
<u>Ken Hartlage</u>	<u>Treasurer</u>	<u>53 Prescott Street</u> <u>Pepperell, MA 01463</u>
<u>Cathy Kristofferson</u>	<u>Clerk</u>	<u>244 Allen Road</u> <u>Ashby, MA 01431</u>
<u>DIRECTORS</u>		
<u>Rosemary Wessel</u>	<u>Director</u>	<u>90 Trow Road</u> <u>Cummington, MA 01026</u>
<u>Ivan Ussach</u>	<u>Director</u>	<u>MRWC, 100 Main Street</u> <u>Athol, MA 01331</u>
<u>Jim Cutler</u>	<u>Director</u>	<u>421 Beldingville Road</u> <u>Shelburne Falls, MA 01370</u>
<u>David Moloney</u>	<u>Director</u>	<u>56 Pierce Lane</u> <u>Hollis, NH 03049</u>
<u>(All officers are also directors.)</u>		

Pipe Line Awareness Network for the (Note 3)
Northeast, Inc.

 (Note 4)
(Signature)

Kathryn R. Eiseman
(Print or type name)

President (Note 4)
(Title)

Date signed: 2/11/2015

- Notes: 1. New Hampshire law requires out-of-state nonprofit corporations to have a registered agent/ registered office.
RSA 293-A:15.07 Registered Office and Registered Agent of Foreign Corporation.
Each foreign corporation authorized to transact business in this state shall continuously maintain in this state:
- (1) a registered office that may be the same as any of its places of business; and
 - (2) a registered agent, who may be:
 - (i) an individual who resides in this state and whose business office is identical with the registered office;
 - (ii) a domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or
 - (iii) a foreign corporation or foreign not-for-profit corporation authorized to transact business in this state whose business office is identical with the registered office.
2. This statement is not required by statute but may be helpful in determining the availability of the corporate name.
3. Exact corporate name of corporation making the application.
4. Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or another officer; or see RSA 293-A:1.20(f) for alternative signatures.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee and **DATED AND SIGNED ORIGINAL** to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989. Physical location: 25 Capitol Street, 3rd Floor, Concord, NH 03301.