

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

Department of Energy Data Request Set 1

Received: April 5, 2024
Request No. DOE 1-1

Response: April 15, 2024
Witness: Linder, Watson & Arcand
Yardley, Saxe & Sailors

REQUEST

Reference: Petition (March 26, 2024) including confidential information/documents provided under separate cover, as updated in any future filing and/or in SEC proceeding (hereinafter “the March 26, 2024 filing”)

Have the Petitioners, affiliates and/or their counsel sought Federal Energy Regulatory Commission (FERC) approval for the transfer?

- a. If yes, please include a copy of the application provided to FERC for approval of the transfer of ownership as well as FERC’s official response(s) if any.
 - i. Please highlight any changes to the Statement of Operating Conditions (SOC) identified in the application for change of ownership (if any).
- b. If not, please include a detailed justification for why Petitioners, their affiliates or their counsel have not sought FERC approval? Is there another basis for the Petitioner(s) conclusion that FERC approval was not needed or need not be sought?

Please provide relevant documentation.

RESPONSE

No. Petitioners, their affiliates, and/or their counsel have not sought FERC approval for the transfer of upstream ownership of PNGTS because, based on my experience in the natural gas pipeline industry, it is my understanding that FERC does not restrict or require approvals for upstream changes in interstate natural gas pipeline ownership.

To the extent this question requests a legal opinion, counsel for PNGTS provide that following legal response:

Under the Natural Gas Act (“NGA”), FERC has exclusive jurisdiction over PNGTS as an interstate natural gas pipeline. *See* 15 U.S.C. § 717 *et seq.*; *see also Schneidewind v. ANR Pipeline Co.*, 485 U.S. 293 (1988); *N. Natural Gas Co. v. State Corp. Comm’n of Kansas*, 372 U.S. 84 (1963) (“The NGA long has been recognized as a ‘comprehensive scheme of federal regulation of all wholesales of natural gas in interstate commerce.’ The NGA confers

upon FERC exclusive jurisdiction over the transportation and sale of natural gas in interstate commerce for resale.”) (internal citations omitted).

While FERC approval generally must be obtained for sales of the assets of interstate natural gas pipelines, FERC and U.S. Supreme Court precedent make clear that interstate natural gas pipelines are not required to obtain FERC approval of a transaction that results in a change in upstream ownership. *See California v. Federal Power Comm’n*, 369 U.S. 482, 489 (1962); *see also Arkla Energy Resources, et al.*, 62 FERC ¶ 61,115 (1993) (The interstate natural gas pipeline “itself will remain subject to the Commission’s jurisdiction regardless of who owns its stock.”); *Florida Gas Transmission Company*, 14 FERC ¶ 61,104 (1981); *Florida Cities v. Florida Gas Transmission Company*, 32 FERC ¶ 61,157 (1985).

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

Department of Energy Data Request Set 1

Received: April 5, 2024
Request No. DOE 1-2

Response: April 15, 2024
Witness: Linder, Watson & Arcand
Yardley, Saxe & Sailors

REQUEST

Reference: March 26, 2024 filing

Have the Petitioners, their affiliates and/or their counsel applied to FERC for an amended Presidential Permit concerning the transfer of ownership of the border-crossing facility at the Pittsburg, NH entry point as seems to be required based upon the Natural Gas Act (Section 3), E.O. 10485 (amended by E.O. 12038)?

- a. If yes, please include a copy of the application to FERC for the amended Presidential Permit as well as FERC's official response.
 - i. Please highlight the areas (if any) of identified direct effects¹, indirect effects², and cumulative impacts³.
- b. If no, please include a detailed justification for why Petitioners, affiliates and/or counsel have not sought an amended Presidential Permit. Is there another basis for the Petitioner(s) conclusion that FERC approval was not needed or need not be sought?

Please provide relevant documentation.

RESPONSE

No. Petitioners, their affiliates, and/or their counsel have not applied to FERC for an amended Presidential Permit concerning the transfer of upstream ownership of PNGTS.

¹ Defined as effects "caused by the project and occur at the same time and place (e.g., impacts directly associated with the construction and operation of the cross-border facilities" (40 C.F.R. §1508.8(a)) with a specific focus on how the transfer of ownership may impact changes from the originally identified direct impacts in the initial Presidential Permit.

² Defined as effects that "are caused by the action and are later in time or farther removed in distance but still reasonably foreseeable" (40 C.F.R. §1508.8(b)) with a specific focus on how the transfer of ownership may impact changes from the originally identified indirect effects (impacts) in the initial Presidential Permit.

³ Defined as effects "on the environment that result from the incremental impacts of the action when added to other past, present, or reasonably foreseeable future actions regardless of what agency (federal or non-federal) or person undertakes that other action" (40 C.F.R. §1508.7) with a specific focus on how the transfer or ownership may impact changes from the originally identified cumulative impacts in the initial Presidential Permit.

PNGTS's Presidential Permit only requires approval if PNGTS transfers the permit or the border-crossing facilities to another entity. PNGTS is not transferring the permit or the facilities to another entity and, as a result, the entity holding the Presidential Permit or permitted facilities, namely, PNGTS, is not changing.

To the extent this question requests a legal opinion, counsel for PNGTS provide that following legal response:

While interstate natural gas pipelines with Presidential Permits are required to obtain FERC authorization to directly transfer their Presidential Permits or the permitted facilities to a different entity, under the NGA and the terms of the Presidential Permit itself, no such authorization is required for a transaction that only results in a change of upstream ownership. *See* 15 U.S.C. § 717, *et seq.* This is because the entity holding the Presidential Permit is not changing. Indeed, in this case, PNGTS is the entity that owns the facilities and holds the Presidential Permit. Because the transaction at issue here is an acquisition of the upstream ownership interests in PNGTS, no direct transfer of the Presidential Permit or of the facilities will occur and PNGTS will continue to hold the Presidential Permit after the closing of the transaction. *See Portland Natural Gas Transmission System*, 76 FERC ¶ 61,123 (1996); *Portland Natural Gas Transmission System*, 80 FERC ¶ 61,345 (1997).

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

Department of Energy Data Request Set 1

Received: April 5, 2024
Request No. DOE 1-3

Response: April 15, 2024
Witness: Linder, Watson & Arcand
Yardley, Saxe & Sailors

REQUEST

References: March 26, 2024 filing

Does the transfer of ownership trigger any contractual clauses that allow current contracts for the transportation and delivery of natural gas to any distribution company to become augmented or renegotiated?

- a. If yes,
 - i. Which current contracts are subject to becoming augmented or renegotiated;
 - ii. How might the current contracts be augmented or renegotiated; and
 - iii. Will any augmented or renegotiated contracts impact natural gas supply or rates in the State of New Hampshire; if so, how?

Please provide relevant documentation, including any assumptions Petitioner(s) made in responding to this question.

RESPONSE

No. None of the current PNGTS contracts for the transportation and delivery of natural gas to any distribution company contain any provision allowing for augmentation or renegotiation of such contracts as a result of the transaction that is the subject of this proceeding. My answer is based on my experience with entering into and administering gas pipeline contracts in the interstate gas pipeline business.

To the extent this question requests a legal opinion, counsel for PNGTS provide that following legal response:

Legal counsel confirm that, as a matter of law, none of the transportation and delivery contracts for natural gas to any distribution company contain any provision allowing for augmentation or renegotiation of such contracts as a result of the upstream change in ownership proposed in this transaction.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

Department of Energy Data Request Set 1

Received: April 5, 2024
Request No. DOE 1-4

Response: April 15, 2024
Witness: Linder, Watson & Arcand
Yardley, Saxe & Sailors

REQUEST

References: March 26, 2024 filing

Might any of the current PNGTS contracts for the transportation and delivery of natural gas to natural gas distribution companies be considered a voidable contract:

- a. If yes,
 - i. Which current contracts might be considered a voidable contract;
 - ii. Under what conditions are each of the identified contracts above voidable;
 - iii. Does the transfer of ownership as proposed in the May 26, 2024 filing trigger any voidable clauses; and,
 - iv. If any voidability clauses are triggered by the transfer or ownership as proposed in the Petition, how does potential voidability impact natural gas supply and rates in the State of New Hampshire?
- b. If no, please identify any assumptions Petitioners have made in reaching this conclusion.

RESPONSE

No. None of the current PNGTS contracts for the transportation and delivery of natural gas to natural gas distribution companies contain any provision allowing it to be voided, based on change of control or otherwise. Further, while virtually all of PNGTS FERC certificated capacity is contracted via long-term firm transportation contracts with natural gas distribution companies and other customers, the limited quantity of seasonally available capacity is sold under either short term firm or interruptible contracts. The pro forma versions of these contracts in PNGTS's FERC tariff (which form PNGTS cannot deviate from without FERC approval) do not contain a provision allowing it to be voided based on change of control or otherwise.

To the extent this question requests a legal opinion, counsel for PNGTS provide that following legal response:

Counsel for PNGTS has not identified any circumstance that would constitute a basis for argument that such contracts are voidable.

CONFIDENTIAL

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

Department of Energy Data Request Set 1

Received: April 5, 2024
Request No. DOE 1-5

Response: April 15, 2024
Witness: Linder, Watson & Arcand
Yardley, Saxe & Sailors

REQUEST

References: March 26, 2024 filing

When do the Petitioners propose to close on the proposed transfer of partnership interests (a/k/a sale) and what is the latest reasonable date when the Petitioners anticipate that closing is possible? Please provide any relevant documentation.

RESPONSE

To the extent this question requests a legal opinion, counsel for PNGTS provide that following legal response:

The shaded information on closing date is not publicly available and therefore PNGTS and Sellers submit the information requested as confidential business information.

This response is provided subject to N.H. Code Admin. R. Puc 203.08. The Petitioner(s) have a good faith basis for seeking confidential treatment of the information pursuant to this rule; and will submit a motion for confidential treatment regarding such information with the NH PUC in advance of any hearing in this proceeding.

[REDACTED]

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

Department of Energy Data Request Set 1

Received: April 5, 2024
Request No. DOE 1-6

Response: April 15, 2024
Witness: Linder, Watson & Arcand

REQUEST

References: March 26, 2024 filing

Please provide a history of the ownership of the PNGTS facilities, including transfer of partnership interests in whole or in part (a/k/a sale(s)) of the facility. Have each of the previous owner(s) requested New Hampshire Public Utilities Commission (PUC) and/or NH Site Evaluation Committee (SEC) review and approval prior to the identified transfer(s). Please provide relevant documentation and references to PUC and/or SEC docket numbers, if any. Please also identify any know reasons or justifications for failure to seek PUC and/or SEC review.

RESPONSE

PNGTS has owned the PNGTS facilities at all times since they were first developed through the present. Upstream transfers of partial ownership interests of interstate pipelines are typically not subject to review or approval by either federal or state authorities. See Response to DOE 1-1. The confidential document attached as PNGTS Change in Partnership Interests lists previous transfers of partnership interests in PNGTS. PNGTS and Sellers are conducting due diligence on whether requested PUC or SEC review and approval of these upstream partnership transfers was sought and if not what the reasons may have been for seeking or not seeking such PUC or SEC review. The requested information is provided confidentially as it is non-public business information.

To the extent this question requests a legal opinion, counsel for PNGTS provide that following legal response:

The information on fractional transfers in ownership changes upstream of PNGTS is not publicly available and therefore PNGTS and Sellers submit the information requested as confidential business information.

The attachment is provided subject to N.H. Code Admin. R. Puc 203.08. The Petitioner(s) have a good faith basis for seeking confidential treatment of the documents pursuant to this rule; and will submit a motion for confidential treatment regarding such information with the NH PUC in advance of any hearing in this proceeding.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

Department of Energy Data Request Set 1

Received: April 5, 2024
Request No. DOE 1-7

Response: April 15, 2024
Witness: Yardley, Saxe & Sailors

REQUEST

References: March 26, 2024 filing

Please provide copies of the Transition Services Agreement, the North Haven Infrastructure Partners Statement of Assets and Liabilities, the Blackrock Global Infrastructure Fund Statement of Assets and Liabilities, the Purchase and Sale Agreement, and pre-filed direct testimony including all confidential information. If already provided, please identify when the material was provided to the DOE and to whom. Please provide updates (if any).

RESPONSE

Unredacted copies of the Purchase and Sale Agreement and the testimony of Messrs. Sailor and Saxe were hand-delivered on March 27, 2024, to the attention of Attorney Schwarzer at the Department of Energy Office subject to confidential treatment pursuant to Puc 203.08 (c).

Unredacted copies of the Transition Services Agreement and the respective Statements of Assets and Liabilities were uploaded in electronic format through the Department of Energy's Secure File Transfer Protocol on April 2, 2024, subject to confidential treatment pursuant to Puc 203.08 (d) and (e).

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

Department of Energy Data Request Set 1

Received: April 5, 2024
Request No. DOE 1-8

Response: April 15, 2024
Witness: Linder, Watson & Arcand
Yardley, Saxe & Sailors

REQUEST:

References: March 26, 2024 filing

Please provide a copy of all material (including but not limited to the Petition and data request responses or the equivalent) provided to the Maine Public Utilities Commission (MEPUC) related to the current proposed transfer of partnership interests. Please provide updates (if any).

RESPONSE

A redacted copy of the Petitioners' Request for Section 708 Exemption or Approval of Organization was provided electronically to Attorney Schwarzer on March 28, 2024. Unredacted copies of the confidential documents filed in MEPUC Docket No. 2024-00072 are being provided separately to the DOE through its Secure File Transfer Protocol and hand-delivered in paper copy to the Office of Consumer Advocate. At this juncture, no discovery responses have been provided in the MEPUC proceeding.

Copies of confidential material submitted to the Maine PUC are provided subject to N.H. Code Admin. R. Puc 203.08. The Petitioner(s) have a good faith basis for seeking confidential treatment of the documents pursuant to this rule; and will submit a motion for confidential treatment regarding such documents with the NH PUC in advance of any hearing in this proceeding.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

Department of Energy Data Request Set 1

Received: April 5, 2024
Request No. DOE 1-9

Response: April 15, 2024
Witness: Ms. Watson

REQUEST:

References: Transition Services Agreement (Attachment 7 to the March 26, 2024 filing).

The Transition Services Agreement references both a 2024 Budget and a 2025 Budget. See Article 7 Fees and Payments, Attachment B. Please provide a copy, or draft copy, of the proposed 2025 budget. If the budget and/or draft copy of the budget is not yet available, please identify when Petitioners anticipate that the 2025 budget will be available for review.

RESPONSE

The shaded information requested in Data Request DOE 1-9 is not publicly available, therefore PNGTS and Sellers submit the information requested as confidential business information. A Supplemental Motion for Protective Order and Confidential Treatment was filed with the PUC on April 8, 2024, for the TSA.

To the extent this question requests a legal opinion, counsel for PNGTS provide that following legal response:

A draft of the 2025 Budget is not yet available.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

CONFIDENTIAL

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

Department of Energy Data Request Set 1

Received: April 5, 2024
Request No. DOE 1-10

Response: April 15, 2024
Witness: Ms. Watson & Mr. Yardley

REQUEST:

References: March 26, 2024 filing including but not limited to the Transition Services Agreement (Attachment 7 to the March 26, 2024 filing).

Please identify, by name, position, title, and years with PNGTS, all current PNGTS employees. Please also state whether those individuals are “Key Employees” and/or “Available Employees” as defined in the Transition Services Agreement and Purchase and Sale Agreement.

Please provide a resume (or the most current resume available to PNGTS) for “Key Employees” and/or “Available Employees” and state whether each named employee is: nearing retirement, currently under review or facing PNGTS discipline (and if yes, why), unlikely to be retained by the Purchaser(s) and/or expected to leave PNGTS within six months post-closing.

RESPONSE

The shaded employee information requested in Data Request DOE 1-10 is not publicly available, therefore PNGTS and Sellers submit the information requested as confidential business information.

This response is provided subject to N.H. Code Admin. R. Puc 203.08. The Petitioner(s) have a good faith basis for seeking confidential treatment of the information pursuant to this rule; and will submit a motion for confidential treatment regarding such information with the NH PUC in advance of any hearing in this proceeding.

[REDACTED]

[illegible]

The confidential information contained on Bates page 000024 is either inextricably intertwined with other information making redaction impossible or is described by the company as completely confidential.



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ELECTRONICALLY FILED ON APRIL 3, 2024

April 3, 2024

Amy Dumeny, Administrative Director
Maine Public Utilities Commission
26 Katherine Drive
Hallowell, ME 04347

**Re: PORTLAND NATURAL GAS TRANSMISSION SYSTEM, ET AL, Request for
Section 708 Exemption or Approval of Reorganization, Docket No. 2024-00072.**

Dear Ms. Dumeny:

Portland Natural Gas Transmission System ("PNGTS") files the following documents under Protective Order No. 1:

- Request for Section 708 Exemption or Approval of Reorganization;
- Exhibit 3 Sellers' Testimony;
- Exhibit 4 Buyers' Testimony;
- Exhibit 5 Purchase and Sale Agreement; and
- Exhibit 6 Transition Services Agreement.

Please let us know if you or the Commission have any questions or require more information.

Sincerely,

A handwritten signature in blue ink, appearing to read "D. Littell", written over a light blue horizontal line.

David P. Littell

c: Service to Active Party List via MPUC e-notification

The confidential information contained on Bates pages 000026 to 000268 is either inextricably intertwined with other information making redaction impossible or is described by the company as completely confidential.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-1

Response: April 29, 2024
Witness: Watson, Yardley

REQUEST

Reference: Petition (March 26, 2024) and all attachments, including any updated filings (hereinafter “March 26, 2024, filing”)

Please provide details on the frequency and methodology of safety inspections and/or maintenance conducted on the pipeline and its infrastructure and identify the people and/or entities and/or regulatory entities by whom those services are performed. Does the proposed transfer of ownership in PNGTS change the frequency and methodology of inspections and maintenance? Will entities that currently serve those functions remain the same?

Please provide relevant documentation.

RESPONSE

TransCanada Northern Border Inc., as operator of PNGTS, manages safety, inspections and maintenance on PNGTS in accordance with the regulations promulgated by the federal Pipeline and Hazardous Materials Safety Administration (U.S. PHMSA), which prescribes the methodology and frequency for these activities. See 49 CFR Part 192.

Following closing of the proposed upstream transfer of partnership interests, PNGTS will continue to comply with all methods and frequency of maintenance, safety and other standards prescribed by U.S. PHMSA. Sellers and Buyers plan for these functions to continue through the term of the Transition Services Agreement and Buyers plan to make necessary arrangements during the term of the Transition Services Agreement to maintain continuity of services thereafter.

The Available Employees expected to transfer from the Seller will be involved to the same extent as they have in the past and any contractors that have been hired will either be retained or the Buyers will hire contractors with equivalent qualifications.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-2

Response: April 29, 2024
Witness: Watson, Yardley

REQUEST

Reference: March 26, 2024, filing

What emergency response plans are in place to address incidents, if any, such as leaks, ruptures, 3rd party underground damage event or natural disasters affecting the pipeline both during business hours and after (24/7)? Does the proposed transfer of ownership in PNGTS change the emergency response plan(s)?

Please provide relevant documentation.

RESPONSE

The TC Energy control room in Charleston, West Virginia currently is responsible for monitoring and controlling the PNGTS pipeline asset from the Canadian border to just south of MLV 13. This control room is staffed 24 hours a day, seven days a week by qualified controllers in accordance with U.S. PHMSA regulations.

Following closing of the proposed upstream transfer of partnership interests, PNGTS will remain fully compliant with all current applicable standards governing emergency response plans by U.S. PHMSA. Sellers and Buyers plan for the current functions to continue through the term of the Transition Services Agreement and Buyers plan to make the necessary arrangements during the term of the Transition Services Agreement to maintain continuity of services thereafter.

Provided separately to the DOE subject to N.H. Code Admin. R. Puc 203.08 is a confidential document entitled USNG Emergency Response Plan (US). The Petitioners have a good faith basis for seeking confidential treatment of this document and will submit a motion for confidential treatment with the NH PUC in advance of any hearing in this proceeding.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-3

Response: April 29, 2024
Witness: Watson, Yardley

REQUEST

Reference: March 26, 2024, filing

Are there any ongoing or planned upgrade(s) or remediation(s) to the PNGTS (facility and pipeline system) to enhance safety and reliability? If so, what are they and what is their timeline? Does the proposed transfer of ownership in PNGTS change any of the ongoing or planned upgrades or remediation to the pipeline system?

Please provide relevant documentation.

RESPONSE

For the wholly-owned PNGTS assets, no known investigation activities are being conducted and there are no active or anticipated remediation activities planned. In December 2023, flooding resulted in temporary exposures to the 12" Rumford Jay Lateral (Rumford, Maine). These locations are no longer exposed due to temporary remediation, with permanent repair planned to occur during 2024.

The proposed upstream transfer of partnership interests in PNGTS will not cause a change of the existing remediation plan.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-4

Response: April 29, 2024
Witness: Watson, Yardley

REQUEST

Reference: March 26, 2024, filing

What are the current training and qualifications of personnel responsible for operating and maintaining the pipeline, including but not limited to “Key Employees,” Available Employees” and any vacant positions in those two categories? Does the proposed transfer of ownership in PNGTS change any of the required qualifications and training of personnel (including vacant positions, if any) responsible for operating and maintaining the pipeline?

If there are any vacant positions, how are the duties and tasks associated with that position(s) currently being addressed?

Please provide relevant documentation.

RESPONSE

Available Employees and Key Employees are required to complete regular training modules across a wide variety of topics, encompassing the operator qualification programming prescribed by U.S. PHSMA set forth in 49 CFR Part 192. Sellers and Buyers plan for these programs to continue through the Transition Services Agreement and Buyers plan to make necessary arrangements during the term of the Transition Services Agreement to make sure they can maintain continuity of services thereafter to maintain full compliance with all required standards by U.S. PHSMA.

Please refer to the Petitioners’ response to DOE 2-6 with respect to the currently vacant position.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-5

Response: April 29, 2024
Witness: Watson, Yardley

REQUEST

Reference: March 26, 2024, filing

Who or which regulatory entity is currently responsible for safety, inspections, maintenance, and performance of the pipeline; does the proposed transfer in ownership in PNGTS change this responsibility?

Please provide relevant documentation.

RESPONSE

U.S. PHMSA regulates these aspects of the pipeline.

The proposed transfer of partnership interest in PNGTS will not change this federal responsibility. Please also refer to Petitioners' response to DOE 2-1.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-6

Response: April 29, 2024
Witness: Watson, Yardley

REQUEST

Reference: March 26, 2024, filing and Responses to DOE 1 Data Request (hereafter “DR1”), and the discussion held on April 11, 2024 (hereafter “Discussion”)

Based upon the Petitioners’ response to DOE DR 1-10, it appears that TransCanada (TC) currently employs four individuals, and contracts out the remainder of its services, including but not limited to pipeline maintenance and operation services.

- 1) Which position is currently open and when does PNGTS hope to fill that position? Please include a description of that position.
- 2) How are the duties and tasks associated vacant position(s) if any, currently being performed and by whom?
- 3) Will the current outside contractors be retained after the proposed transfer and if not why?

Please provide relevant documentation.

RESPONSE

No independent contractors or consultants are providing material services to regional PNGTS operations. Normal day to day operations and work management is conducted by the existing field employees. Current contracted services would include snow plowing at all above grade facilities, larger facility repairs, building maintenance, Right-of-Way brushing and clearing, and pipeline pigging.

1. The only vacant position is for a Pipeline Technician. Please refer to Petitioners’ response to DOE 1-10 for a description of the role. Sellers intend to fill this vacant position as soon as possible.
2. Two field employees dedicated to PNGTS currently perform the duties and tasks associated with the vacant position.
3. Petitioners expect that after the proposed transfer, PNGTS will use contracted services consistent with prior historical practices.

This is an excerpt, proved by the New Hampshire Department of Energy, is from DOE's DR 2-7 which includes confidential information as shaded below. This is provided to allow the Commission to understand the company's response to DR 2-7 which appears on the next page.

DOE 2-7

Reference: DR 1 (DOE 1-5) and Preliminary Discussion held at the DOE on March 28, 2024

During DOE's preliminary meeting with Petitioners on March 28, 2024, the anticipated closing date was initially identified as [REDACTED]; in addition the Petitioner's response to DOE 1-5 stated that [REDACTED] (CONFIDENTIAL)

If there was a shift in the timeframe, what has prompted the shift? See also [REDACTED] (Deemed CONFIDENTIAL by DOE in this context).

Please provide relevant documentation.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-7

Response: April 29, 2024
Witness: Watson, Yardley

REQUEST

Reference: DR 1 (DOE 1-5) and Preliminary Discussion held at the DOE on March 28, 2024

During DOE's preliminary meeting with Petitioners on March 28, 2024, the anticipated closing date was initially identified as [REDACTED]; in addition the Petitioner's response to DOE 1-5 stated that [REDACTED] (CONFIDENTIAL)

If there was a shift in the timeframe, what has prompted the shift? See also [REDACTED] (Deemed CONFIDENTIAL by DOE in this context).

Please provide relevant documentation.

RESPONSE

There has been no shift in timeframe. [REDACTED] is the outside date to close the transaction after which the transaction fails. The Petitioners plan to close within 180 days from execution of the Purchase and Sale Agreement to avoid increased financing costs that would be incurred beyond 180 days.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-8

Response: April 29, 2024
Witness: Watson, Yardley

REQUEST

Reference: March 26, 2024, filing, DG 23-087, and DR 1 (DOE 1-3 and 1-4)

PNGTS recently entered a natural gas supply arrangement (reviewed in NH Docket No. DG 23-087) with Northern Utilities, INC. In the Petitioners' response to DOE 1-3, the Petitioners stated that "...None of the current PNGTS contracts for the transportation and delivery of natural gas to any distribution company contain any provision allowing for augmentation or renegotiation of such contracts as a result of the transaction that is subject of this proceeding... Legal counsel confirm that, as a matter of law, none of the transportation and delivery contracts for natural gas to any distribution company contain any provision allowing for augmentation or renegotiation of such contracts as a result of the upstream change in ownership proposed in this transaction."

Petitioners' response to DOE 1-4 states in relevant part, "... None of the current PNGTS contracts for the transportation and delivery of natural gas to natural gas distribution companies contain any provision allowing it be voided, based on a change of control or otherwise Counsel for PNGTS has not identified any circumstances that would constitute a basis for argument that such contracts are voidable."

- 1) How many types of contracts (e.g., Firm Transportation Contract and/or any other type of contracts) does PNGTS currently have in place with Northern Utilities, Inc.? Please identify all contracts by the following:

Name of the Contract	Contract Type	Current Status (e.g., Active / Inactive)	Contract Start Date	Contract End Date	Comments/Notes

- 2) Will PNGTS continue with these identified contracts currently in place with Northern Utilities, INC without any modification(s) of any contracting clauses?

- 3) Will PNGTS continue to have ongoing relationships with TransCanada Pipelines Ltd (TCPL) to effectuate its contracts with Northern Utilities, INC? Does PNGTS anticipate any potential change in the current arrangements?
- 4) Will the proposed transfer of PNGTS impact the agreement (reviewed in Docket No. DG 23-087) between TCP and Northern Utilities, Inc. If so, how? Please be specific.
- 5) Will the proposed transfer of PNGTS impact any of the contracts listed in DOE 2-8 Part 1? If so, how? Please be specific.

Please provide relevant documentation.

RESPONSE

1.

Contract #	Rate Type	Status	Start Date	End Date	MDQ	Reservation Rate	Receipt	Delivery
208543	FT	Active	9/1/2018	11/30/2032	40,003	\$0.60	Pittsburg	Newington - Granite State
233339	FT	Active	11/1/2020	10/31/2040	10,000	\$0.74	Pittsburg	Newington - Granite State
240520	FT	Active	11/1/2022	10/31/2037	10,000	\$0.82	Pittsburg	Dracut
284292	FT	Active	4/1/2024	3/31/2054	12,500	\$0.82	Pittsburg	Dracut
208570	IT	Active	9/1/2018	1/1/2200				
208715	TTS	Active	9/1/2018	1/1/2200				
208778	PAL	Active	9/1/2018	1/1/2200				

Note: FT denotes Firm Transportation, IT denotes Interruptible, TTS denotes Title Transfer Service, PAL denotes Park and Loan and MDQ denotes Maximum Daily Quantity in Dth/d.

2. Yes
3. Though there will no longer be the same corporate relationship, there will continue to be a relationship between the parties to effectuate contracts that both parties have with Northern Utilities. No change in the current arrangements is anticipated.
4. No. The proposed transfer of PNGTS will not impact the agreement reviewed and approved by the NH PUC in Docket No. DG 23-087.
5. No.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-9

Response: April 29, 2024
Witness: Watson

REQUEST

Reference: March 26, 2024, filing and email from Petitioners' McLane counsel
on April 17, 2024

Please provide a copy of the following Firm Transportation Contracts:

1. Northern Utilities, Inc., Customer Number 049286305, Contract Number 208543
2. Northern Utilities, Inc., Customer Number 049286305, Contract Number 233339
3. Northern Utilities, Inc., Customer Number 049286305, Contract Number 240520
4. Northern Utilities, Inc., Customer Number 049286305, Contract Number 284292
5. Liberty Utilities (EnergyNorth Natural Gas) Corp., Customer Number 830408873,
Contract number 208544
6. Liberty Utilities (EnergyNorth Natural Gas) Corp., Customer Number 830408873,
Contract number 233320

Please provide relevant documentation

RESPONSE

Please refer to the PDF attachment entitled "NH DOE – Customer Contracts."

Provided separately to the DOE subject to N.H. Code Admin. R. Puc 203.08 are confidential firm transportation contracts. The Petitioners have a good faith basis for seeking confidential treatment of these documents and will submit a motion for confidential treatment with the NH PUC in advance of any hearing in this proceeding.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-10

Response: April 29, 2024
Witness: Watson

REQUEST

Reference: Petitioners' responses to DOE DRs Set 1

Please identify the following witnesses identified in the Petitioner's responses to DOE Set 1 DRs by first and last name and by title, employer, and "Seller" or "Buyer."

Linder,	Witness for Petitioners' Responses to DOE 1-1 through 1-6 and 1-8
Watson,	Witness for Petitioners' Responses to DOE 1-1 through 1-6, 1-8 through 1-10
Arcand	Witness for Petitioners' Responses to DOE 1-1 through 1-6 and 1-8

RESPONSE

Sorana Linder, Director of Rates, Tariffs, and Modernization, TC Energy Corp., Seller.
Janine Watson, Vice President of Natural Gas Strategy and Business Planning, TC Energy Corp., Seller.
Jonathan Arcand, Senior Director of Investment, Energir, L.P., Seller.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-11

Response: April 29, 2024
Witness: Watson

REQUEST

Reference: Petitioners' responses to DOE DRs Set 1

Please identify by first and last name, title, employer and "Seller" or "Buyer", "Seller's Counsel" "Buyer's Counsel" (or in combination) who is referenced in :

Petitioners' Responses to DOE 1-1 re "my experience" (fact response);
Petitioners' Responses to DOE 1-3 "My answer" (fact response); and
Petitioners' Responses to DOE 11-1-, 1-2, 1-3, 1-4 and 1-6 references to "counsel for PNGTS"

RESPONSE

Petitioners' Response to DOE 1-1: Janine Watson, Vice President of Natural Gas Strategy and Business Planning, TC Energy Corp., Seller.

Petitioners' Response to DOE 1-3: Janine Watson, Vice President of Natural Gas Strategy and Business Planning, TC Energy Corp., Seller.

Petitioners' Legal Responses to DOE 1-1-, 1-2, 1-3, 1-4 and 1-6: Counsel for PNGTS and Sellers, Bracewell and Bernstein Shur, and counsel for buyers Vinson & Elkins and McLane Middleton.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-12

Response: April 29, 2024
Witness: Watson

REQUEST

Reference: Petitioners' response to DOE 1-10

Please identify by position, title and function any vacant positions that, if filled, would qualify as "Key Employees" and/or "Available Employees." How long has the position(s), if any, been vacant? On what date did it (they) become vacant and why? If known, what is the former employee who filled the position doing at this time (if employed in the industry, Employer and Title if known)

Please answer re whether there are any disciplinary concerns with identified Key Employees and Available Employees (without constructively identifying them) and if so, what are the issues? This was asked but not answered in DOE 1-10.

How long have the generically identified "Key Employees" and/or "Available Employees" held their current positions with PNGTS?

RESPONSE

The only vacant position that would qualify as either a Key Employee or Available Employee is the "Pipeline Technician" position described at 2-6. The position became vacant during Q4 2023 and has been vacant for approximately six months.

None of the Available Employees or Key Employees are involved in any investigations or disciplinary action.

As a group, the Key Employees and Available Employees have held their current positions for a range spanning 3 – 25 years.

New Hampshire Department of Energy
DG 24-050
PNGTS, TCP, NNEIC, BGIF IV and AIV-B
Petition to Transfer Partnership Interests

DOE Data Request Set 2

Received: April 19, 2024
Request No. DOE 2-13

Response: April 29, 2024
Witness: Yardley

REQUEST

Reference: Petitioners' responses to DOE 1-9 and 1-5, 1-7

How do the Petitioners propose to provide DOE with any amendments, edits, or deletions made to the documents that the Petitioners have provided to the DOE after the PUC issues its Order(s) on the proposed transaction and before the transaction is closes? (DOE reminds the petitioners that any amendments, edits, or deletions made in any document(s) the Petitioners have already provided to DOE would need to be provided in a follow-up response to DOE DR 1-7, consistent with DOE DR Set 1 *Instructions*. Please clearly denote any changes)

How do the Petitioners propose to provide the DOE with the final executed documents resulting from the proposed transaction (after any NH PUC or ME PUC process has concluded)?

RESPONSE

In the event that the PSA or TSA are revised between the time the PUC issues its final order and the transaction closes, the Buyers will provide an electronic copy to the DOE. The Buyers will provide an electronic copy of the final executed copies of the PSA and TSA to the DOE after closing.

The confidential information contained on Bates pages 000284 to 000439 is either inextricably intertwined with other information making redaction impossible or is described by the company as completely confidential.

Bruce L. Blair
Public Utility Analyst IV, Gas Division
New Hampshire Department of Energy

Professional Address:

New Hampshire Department of Energy
21 South Fruit Street., Suite 10
Concord, NH 03301
Telephone: 603-271-0523
Email: Bruce.L.Blair@energy.nh.gov

Academic Background:

- Doctor of Arts – Idaho State University, 2020, Public Policy and Administration
- Master of Arts – Binghamton University (SUNY), 2014, Political Science
- Master of Arts – University of Alabama, 2007, Political Science
- Bachelor of Arts – University of Alabama, 2005, Russian Language and Literature
- Associate of Arts – Enterprise State Junior College, 2002, History

Positions Held:

- Adjunct Instructor, University of Alabama, Jan. 2024 - present
- Public Utility Analyst IV, New Hampshire Department of Energy, Dec. 2023 - present
- Instructor, University of Alabama, August 2022 – Dec. 2023
- Assistant Professor of Public Administration, Clayton State University, Aug 2021 – August 2022
- Instructor, College of Western Idaho, Aug. 2020 – Aug 2021
- Fulbright EDUFI Research Fellow, Department of State, Aug. 2019 – Aug. 2020
- Clinical Assistant Professor, Idaho State University, Aug. 2015 – Aug. 2019

Professional Experience:

I am an expert in energy policy and administration with an emphasis on energy distribution and transportation mechanisms and policy on the international, federal, and state level. I also have a substantial background in quantitative analysis, public approval, and public/private partnerships. I have extensive subject matter expertise in energy regulation and policy through research and teaching in various areas including but not limited to public budgeting and finance, science and technology policy, sustainable nexuses, pipeline politics, and quantitative analysis and measurement. I have extensive training in quantitative analysis and in public budgeting and finance including but not limited to attending the Inter-university Consortium for Political and Social Research. I am also a Fulbright Scholar and spent 2019-2020 in Finland studying nuclear energy policy and administration with an emphasis on nuclear waste permanent disposal and transportation as well as mechanisms of energy finance.

Publications:

- 2021. “Institutional and programmatic determinants for graduate public affairs’ online education: Assessing the influence of faculty workload.” *Teaching Public Administration*. 40(2): 181 – 198.
- 2017. “University Housing: A PPP Approach.” *Journal of Public and Nonprofit Affairs*. 3(3): 320 – 335.

Select Presentations:

- “Political Alienation and U.S. Presidential Elections” Presented at The Maple Leaf and Eagle Conference, University of Helsinki, May 14th – 17th, 2024, Helsinki, Finland.
- “Impact of Decreasing Civic Engagement on U.S. Presidential Elections” Presented at the Citadel Symposium on Southern Politics, The Citadel, March 7 – 8, 2024, Charleston, SC.
- “Carefully Crafting a Story of Fear: Narratives of Nuclear Waste Management.” Presented at the 79th Annual Midwest Political Science Association Conference, April 7 – 10, 2022, Chicago, IL, USA.
- “City Slickers vs. Country Squires: City-County Consolidation in Georgia,” Presented at The Citadel Symposium on Southern Politics, The Citadel, March 3-4, 2022, Charleston, SC.
- “European Pipeline Dependency and the Escalating Russian and Ukrainian Situation” Symposium on Russia and Ukraine, Clayton State University, October, 2021, Morrow, GA, USA.
- “The Politics of Fear: A Macro-Narrative Understanding of the Narrative Policy Framework.” Presented at the 78th Annual Midwest Political Science Association Conference, April 14 – 18, 2021, Chicago, IL, USA.
- “The Politics of Fear and Nuclear Waste Management.” Presented at The Nuclear and Social Science Nexus: Challenges and Opportunities for Speaking Across the Disciplinary Divide, Nuclear Energy Agency, December 12-13, 2019, Paris, France.
- “Fear and Loathing in Nuclear Waste Management.” Presented at the Finnish Society for Environmental Social Science Colloquium, November 20-22, 2019, Jyväskylä, Finland.
- “University Housing: A PPP Approach.” Presented at the Annual Meeting of the American Society for Public Administration, March 18 – 22, 2016, Seattle, WA, USA.
- “Exploring applications of hierarchy theory to sustainability science.” Presented at the Annual Meeting of the Ecological Society of America, August 9 – 14, 2015, Baltimore, MD, USA.
- “Competing Cycles.” Presented at the 68th Annual Midwest Political Science Association Conference. April 22-25, 2010, Chicago, IL, USA.
- Triangulating Dependency: Pipeline Politics in the Former Soviet Union

Additional Research:

- The International Transportation of Spent Nuclear Fuel from Finland to the Idaho National Laboratory: The fulfillment of a 50-year promise through shifting definitions of waste

- Presidential Permits and the Diverging Definition of Public and National Interest for Petroleum, Electrical, and Natural Gas Transportation Infrastructure.
- The Administrative Regulatory Process of International Transportation of Petroleum, Electric, and Natural Gas Resources.
- Presidential Permit Process of Keystone XL
- Shifting Narratives of Water Transportation Across Canadian and Mexican Borders

Technical Skills:

- Quantitative and Qualitative Analysis
 - OLS, Maximum Likelihood, Survival Analysis, and Time Series Analysis
 - Programming in R and STATA
 - Survey Design and Implementation
- Microsoft Office Suite Intermediate to Advanced Level Knowledge
- Smartsheet, Intermediate Level Knowledge
- Russian Language, Intermediate Level Knowledge
- Ukrainian Language, Intermediate Level Knowledge
- Finnish Language, Beginning Level Knowledge