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March 26, 2024

**VIA EMAIL**  
**VIA HAND DELIVERY**

Mr. Daniel C. Goldner  
Chairman  
New Hampshire Site Evaluation Committee  
21 South Fruit Street, Suite 10  
Concord, NH 03301

**Re: Joint Petition to Change Ownership of the Portland Natural Gas  
Transmission System**

Dear Chairman Goldner:

Enclosed for filing pursuant to RSA 162-H:8, please find the Joint Petition of North Haven Infrastructure Partners III (AIV-B) SCSp, an affiliate of Morgan Stanley Infrastructure Inc., BlackRock Global Infrastructure Fund IV, SCSp, an affiliate of BlackRock Financial Management, Inc., TC Pipelines, LP, and Northern New England Investment Company, Inc. ("NNEIC") (collectively, "Petitioners") for approval of a change in upstream ownership of Portland Natural Gas Transmission System ("PNGTS"). The Joint Petition is being filed electronically and an original paper copy will be hand-delivered to your attention along with the filing fee addressed below.

The SEC issued a Certificate of Site and Facility authorizing the construction and operation of PNGTS's natural gas pipeline facilities on July 16, 1997 (SEC Docket No. 96-01). TC Pipelines, LP and Northern New England Investment Company, Inc. (together, "Sellers") currently hold 100% of the partnership interests in the PNGTS. Pursuant to the proposed transaction, North Haven Infrastructure Partners III (AIV-B) SCSp and BlackRock Global Infrastructure Fund IV, SCSp (together, "Buyers") will indirectly acquire 100% of the partnership interest in PNGTS.

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The Petitioners respectfully request that you appoint a three-member subcommittee pursuant to RSA 162-H:4-a, III and that the Subcommittee expeditiously review the Joint Petition and render a decision within 90 days pursuant to RSA 162-H:8, VI. Accompanying this filing is a check payable to the Treasurer-State of NH in the amount of \$3,600, pursuant to the fee schedule set forth in RSA 162-H:8-a, II(d)(3) for the administrative review of a transfer of ownership of a certificated facility by a 3-member Subcommittee.

We understand that RSA 162-H:8 was recently amended in a way to require that requests for changes in ownership or transfers of certificates be signed and sworn to by the executive officer(s)<sup>1</sup> of the corporation(s) making application to the SEC. Pursuant to this new requirement, the signature block to the Joint Petition includes a separate signature and notarization for each of the four respective executives of the petitioning companies. Because the Joint Petition includes certain information that is specific to one or more of the Petitioners, but not all of them collectively, the affirmation accompanying the notarization has been tailored to make clear that the signatories swear only to the information as it relates to their respective entities. This approach recognizes that, for example, the executives of the Buyers cannot swear to information that is germane to or only in the possession of the Sellers, or for that matter one buyer cannot swear to information only in the possession of the other buyer.

Further, with the amendment of RSA 162-H:8, VI, we understand that the process for approval of changes in ownership has changed from an adjudicative proceeding to an administrative proceeding requiring approval of the requested change in ownership within 90 days of receipt of a petition. Under the SEC's prior practice, during the adjudicative hearings witnesses would be expected to swear to and adopt their testimony at the outset of their live testimony before the SEC. To address this change, the Pre-Filed Testimony filed in support of the Joint Petition includes appropriate attestations by the witnesses to the truth and accuracy of their testimony, which the Subcommittee members may rely on during their deliberations at a Public Meeting.

In addition, because Attachment 7 to the petition, the Petitioners' Transition Services Agreement, and the buyer entities' respective Statements of Assets and Liabilities (Attachments 4 and 5 to the Petition), as well as the testimonies of Messrs. Sailors and Saxe (Attachments 2a and 3a to the Petition), contain highly sensitive and confidential financial and commercial information, we are contemporaneously filing a Motion for Protective Order and Confidential Treatment requesting protection and confidential treatment of the aforementioned documents. This electronic filing includes redacted versions of those documents, while the unredacted versions have been stamped CONFIDENTIAL and are being hand-delivered to your attention in a stamped and sealed envelope along with the original paper copy of this filing.

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<sup>1</sup> Northern New England Investment Company, Inc. ("NNEIC") does not have an executive officer. Therefore, the director of NNEIC will be the signatory.

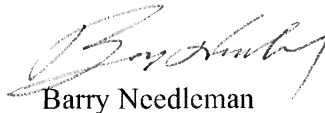
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We recognize that the Joint Petition is the first filed with the SEC since the changes to RSA 162-H:8 came into effect. We believe that the Joint Petition and its supporting attachments conform to the new requirements of the statute; however, if you have any questions about the filing or the substance of this letter, please do not hesitate to contact me.

Finally, please note, consistent with Site 202.04, the appearance of Attorney David Littell, admitted in Maine, from the firm of Bernstein Shur on behalf of the Sellers. Attorney Littell's office address is 100 Middle Street, West Tower, Portland, ME, 04101. He can be reached at (207) 774-1200 and dlittell@bernsteinshur.com.

Thank you for your assistance.

Sincerely,



Barry Needleman

Cc: Drew Biemer, Administrator