

**STATE OF NEW HAMPSHIRE
SITE EVALUATION COMMITTEE**

ORDER AND NOTICE OF PUBLIC HEARING AND MEETING

October 15, 2024

PLEASE TAKE NOTICE that the Site Evaluation Committee for the State of New Hampshire will conduct a public meeting on Friday, November 22, 2024, at 9:00 a.m. in person. The meeting shall be held at the offices of the New Hampshire Public Utilities Commission, 21 South Fruit Street, Concord, New Hampshire.

The business of the Site Evaluation Committee at said hearing shall include the following docket and any other business that is lawfully before the Committee.

Docket Number 2024-04

**Joint Petition of Nautilus Generation, LLC and Q-Generation, LLC for
Approval of the Transfer of Ownership of Essential Power Newington, LLC**

Background

On August 30, 2024, Q-Generation, LLC and Nautilus Generation, LLC (collectively: 'Petitioners'), filed with the New Hampshire Site Evaluation Committee ('Committee', or 'SEC') requesting approval of the proposed upstream change of ownership of Essential Power Newington, LLC (EP Newington), whose ultimate corporate parent is The Carlyle Group Inc., held through the corporate intermediary Nautilus Generation, LLC, to Q-Generation, LLC. Upon closing of this transaction, Q-Generation, LLC will indirectly (and wholly) own both Nautilus Generation, LLC, and EP Newington. This filing (Petition) was made to the Committee pursuant to the statutory requirements of RSA 162-H:8 and RSA 162-H:5, I.

Appended to the Petition was the Petitioners' Motion for Confidential Treatment, made pursuant to RSA Chapter 91-A, regarding: (1) the Audited Statement of Assets and Liabilities of Quantum Energy Partners VIII, LP (Attachment 4a to the Petition) and the Statement of Assets and Liabilities of Nautilus Generation, LLC (Attachment 5 to the Petition); (2) certain portions of the unredacted Petition and included organizational charts (Attachments 2 and 3 to the Petition) that contain certain confidential financial information of the Petitioners that is not publicly available; and

(3) specific portions of the unredacted Pre-Filed Testimonies of Michael MacDougall and J.B. Oldenburg; which, it is asserted by Petitioners, contains confidential non-public financial and commercial information exempt from disclosure.

On September 11, 2024, the Chairman of the Committee, Mr. Daniel C. Goldner (Chairman, New Hampshire Public Utilities Commission), issued an acknowledgement of the Petition.

The Petition and other information pertaining to this matter are available on the Committee's website at <https://www.nhsec.nh.gov/projects/2024-04/2024-04.htm>.

Nature and Location of Certificate Facility

The Committee granted the original certificate to EP Newington (then named Newington Energy, LLC) in May 1999. *See* SEC Docket No. 1998-01. The certificate was twice transferred, with the Committee's approval, in April 2008 (SEC Docket No. 2008-01) and in June 2016 (SEC Docket No. 2016-02). EP Newington owns and operates a 525 megawatt combined-cycle, dual fuel merchant electric generation facility located in Newington, in Rockingham County, which has been in operation since 2002. The primary fuel of the facility is natural gas, and the secondary fuel is ultra-low sulfur distillate oil. A natural gas pipeline of the Portland Natural Gas Transmission System, and an oil transfer pipeline owned by Sprague Energy, serve the EP Newington facility.

The Petitioners state that, upon Committee approval of transfer, Q-Generation, LLC will ensure that operation and maintenance of the EP Newington facility continues in compliance with all terms and conditions in the EP Newington SEC Certificate, with continuity in operational and maintenance capabilities, and adequate financial, technical, and managerial capability being exercised by Q-Generation, LLC.

Authority for Hearing

The Committee's authority to undertake these proceedings is set forth at RSA 162-H:8 and RSA 162-H:5, I.

RSA 162-H:8, VI directs that "[t]he [C]ommittee shall administratively approve changes of ownership and transfers of certificate within 90 days of a petition if it determines the new certificate holder has adequate financial, technical, and

managerial capability to assure construction and operation of the facility in continuing compliance with the terms and conditions of the certificate."

RSA 162-H:5, I directs that "...a certificate shall not be transferred or assigned without approval of the [C]ommittee."

Further criteria governing this proceeding are delineated in New Hampshire Code of Administrative Rules Site 301.13, 'Criteria Relative to Findings of Financial, Technical, and Managerial Capability.'

Intervention and Public Comment

A person demonstrating that his or her rights, duties, privileges, immunities or other substantial interests are affected by this proceeding may file a motion to intervene on or before November 12, 2024. Motions to intervene should comply with the requirements of N.H. Code of Administrative Rules, Site 202.11 and shall be filed with:

Andrew Biemer, Administrator
NH Site Evaluation Committee
21 South Fruit Street, Suite 10
Concord, NH 03301
admin@sec.nh.gov

Objections to motions to intervene shall be filed by November 19, 2024.

Written comments from members of the public will be accepted through the conclusion of the proceedings. Written public comment shall be e-mailed to admin@sec.nh.gov.

At the public meeting, the Committee will allow Petitioners to make an opening statement/presentation regarding the Petition. The Committee will then hear public comments on the Petition. The Committee will consider the Petitioners' Motion for Confidential Treatment under the standards of RSA Chapter 91-A, and render a decision regarding same. The Committee will also consider motions to intervene, if any are filed. In addition, the Committee will review the Petition and direct questions regarding same to the Petitioners and to any other parties. The Committee shall deliberate on the merits of the Petition, render a decision on the Petition, and issue a

written Order of the Committee, by November 27, 2024, applying the statutory standards delineated above.

ORDER AND NOTICE

It is hereby ordered, that the Site Evaluation Committee for the State of New Hampshire, will meet in public session for consideration of the transfer of certificate Petition pending in the above-referenced docket, on November 22, 2024 at 9:00 a.m. at the offices of the New Hampshire Public Utilities Commission, 21 South Fruit Street, Suite 10, Concord, N.H. 03301; **and**,

It is hereby **further ordered**, that Petitioners shall cause a copy of this order and notice of public meeting to be published no later than **October 29, 2024**, in the Portsmouth Herald newspaper which is a newspaper of regular circulation in Rockingham County. The Petitioners shall bear the cost of said publication; and,

The Petitioners shall file an affidavit attesting to said publications of notice with the Chairman of the Committee on or before **November 5, 2024**.

By Order of the Site Evaluation Committee, this fifteenth day of October, 2024.



Daniel C. Goldner, Chairman
New Hampshire Site Evaluation Committee

Service List
Docket#: 2024-04

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