

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

Docket No. DG 17-198

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

**Petition to Approve Firm Supply and Transportation Agreements and the Granite Bridge
Project**

**MOTION OF CONSTELLATION LNG, LLC
FOR LEAVE TO INTERVENE OUT-OF-TIME**

In accordance with the New Hampshire Code of Administrative Rules in PUC 203.17 and the standards of RSA 541-A:32, Constellation LNG, LLC (“CLNG”) hereby files this Motion for Leave to Intervene Out-of-Time in the above-referenced proceeding before the New Hampshire Public Utilities Commission (“Commission”). As a result of the acquisition of the Everett LNG Facility, which transaction closed on October 1, 2018, CLNG became the assignee of the contract between ENGIE Gas & LNG, LLC (“ENGIE”) and Liberty Utilities (“Liberty”) that is a contract among the items under review by the Commission in this docket. As discussed in greater detail below, CLNG seeks to step into the shoes of ENGIE in this proceeding and submits that the granting of this out-of-time intervention will not prejudice any party currently in the proceeding nor impair the orderly and prompt conduct of the proceeding. It is CLNG’s understanding that ENGIE intends to withdraw its intervention in coordination with CLNG’s request thus the Commission’s granting of CLNG’s late intervention will not add any new parties to the proceeding.

By way of background, the Commission has initiated this proceeding to consider a petition by Liberty for approval of certain contractual arrangements, and for Commission prudence findings regarding proposed investments, including a delivered supply contract with

ENGIE. On March 7, 2018, ENGIE filed a timely intervention in this proceeding which was granted by the Commission in Order No. 26,135 issued on May 18, 2018.

On March 29, 2018, ENGIE, and its corporate affiliate ENGIE Gas & LNG Holdings LLC, entered into a Membership Interest and Asset Purchase Agreement (“Agreement”) with Exelon Generation Company, LLC (“Exelon”). Under the Agreement, which closed on October 1, 2018, Exelon purchased 100 percent of the issued and outstanding membership interests in Distrigas of Massachusetts LLC, which owns the Everett LNG Facility. The transfer included substantial physical assets, employees, data systems, intellectual property, and other assets. Also pursuant to the Agreement, Exelon, or its affiliate CLNG, took assignment of ENGIE’s interests in certain contracts, including the delivered supply contract that has been submitted by Liberty for Commission approval in this docket.

As the assignee of the subject contract, CLNG has stepped into the shoes of ENGIE and, as such, respectfully requests the Commission grant its late invention in this in this proceeding. In support of this petition, CLNG states the following:

1. CLNG is a Delaware limited liability corporation that imports liquefied natural gas (“LNG”) and sells such LNG in as vaporized natural gas or LNG liquid to customers in New England, which include local gas distribution companies, electric generating facilities, and natural gas marketers. CLNG became a party to these contracts as the result of transaction-related assignments from ENGIE as of the date of closing, October 1, 2018.

2. CLNG’s principal place of business is located at: 1310 Point Street, Baltimore, MD 21231.

3. After a competitive process, ENGIE was selected as a firm supplier for Liberty at the city gate on the Tennessee Gas Pipeline. As of October 1, 2018, ENGIE assigned this contract to CLNG.

4. ENGIE submitted a timely intervention in this proceeding which was granted by the Commission in Order No. 26,135 on May 18, 2018. As stated in ENGIE's intervention, the proposed contract is on file in this proceeding in redacted format. Additionally, the contract is subject to the provisions of the Commission's Order Granting Confidential Treatment, Order No. 26,166, dated August 1, 2018, in which the Commission ordered that no competing gas suppliers are permitted to view each other's confidential information.

5. As the assignee of the ENGIE contract that is among the items under review in this docket, the rights and privileges of CLNG will be substantially affected by the outcome and conduct of this proceeding related to this contract.

6. Additionally, CLNG submits that granting this late intervention to allow CLNG to step into the shoes of ENGIE in this proceeding is appropriate under the circumstances of the assignment, and CLNG's participation may assist in facilitating an expeditious and just resolution of the proceeding related to this contract.

7. CLNG submits that its interests cannot be adequately represented by any other party in this proceeding. Moreover, as a result of the assignment of the contract, ENGIE has indicated to CLNG that ENGIE will be withdrawing its party status in coordination with CLNG's motion herein requesting intervenor status. Therefore, granting CLNG's late intervention would not add a new party, but rather would reflect the means by which the commercial transfer of the subject contract can be recognized in the regulatory context.

8. CLNG's participation is in the interest of justice and the orderly and prompt resolution of the proceeding, and it will neither delay nor disrupt this proceeding.

WHEREFORE, CLNG respectfully requests that the Commission grant its motion for leave to intervene out-of-time in this Docket No. DG 17-198.

Respectfully submitted,

Constellation LNG, LLC

By its attorneys,

/s/ Susan B. Bergles

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Dated: December 12, 2018

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Petition to Intervene Out-of-Time has, on this 12th Day of December 2018, been sent by email to the service list in Docket no. DG 17-198.

/s/ Susan B. Bergles
Susan B. Bergles

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NOTICE OF APPEARANCE

Pursuant to New Hampshire Code Administrative Rules PUC 203.16, please enter my appearance on behalf of Constellation LNG, LLC in the above-referenced proceeding. I am licensed to practice law in the state of Oregon and I am an attorney in good standing. I agree to adhere to the New Hampshire Code Administrative Rules PUC 200 and any orders of the Commission or agreements between the parties in this docket, including orders or agreements addressing confidentiality.

Respectfully submitted,

/s/ Susan B. Bergles

Susan B. Bergles

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Pursuant to New Hampshire Code Administrative Rules PUC 203.16, please enter my appearance on behalf of Constellation LNG, LLC in the above-referenced proceeding. I am licensed to practice law in the state of Pennsylvania and the District of Columbia, and I am an attorney in good standing. I agree to adhere to the New Hampshire Code Administrative Rules PUC 200 and any orders of the Commission or agreements between the parties in this docket, including orders or agreements addressing confidentiality.

Respectfully submitted,

/s/ Jeanne Dworetzky

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