

STATE OF NEW HAMPSHIRE

Inter-Department Communication

NHPUC 5SEP13PM4:39

DATE: September 5, 2013

AT (OFFICE): NHPUC

FROM: Lynn Fabrizio,  Director of Administration

SUBJECT: DG 11-040 National Grid *et al.* Petition for Transfer of Assets
Confirmation of TSA Transfers and Authorization of Escrow Release

CC: Debra A. Howland, Executive Director
Docket Service List (by e-mail)

TO: F. Anne Ross, General Counsel

On August 29, 2013, National Grid USA and EnergyNorth Natural Gas and Granite State Electric Company d/b/a Liberty Utilities filed with Staff certifications of certain transition service transfers and a disbursement request for a pro rata release of Pool A escrow funds in accordance with the terms of the settlement agreement reached in the above-captioned docket. Commission Staff (Steve Frink, Grant Siwinski and myself) have reviewed the filing and confirmed that the transition services described in the TSA Transfer Certifications have been fully transferred in accordance with the terms of the Transition Service Agreements approved in Commission Order No. 25,370.

Based on Staff's confirmation of the transfers, attached are a draft letter and confidential disbursement request form for your signature authorizing the release by the escrow agent to National Grid USA of \$756,000 from Pool A Escrow Funds.

Please let me know if you have any questions on this matter.

Attachments

DRAFT

September 5, 2013

Richard Burlingame, Jr.
Director, U.S. Mergers and Acquisitions
National Grid USA
40 Sylvan Road,
Waltham, MA 02451

Victor D. Del Vecchio
President
EnergyNorth Natural Gas, Inc.
Granite State Electric Electric Company
d/b/a Liberty Utilities
11 Northeastern Boulevard
Salem, NH 03079

Re: DG 11-040 NATIONAL GRID USA, et al
Joint Petition for Authority to Transfer Ownership of Granite State Electric
and EnergyNorth Natural Gas, Inc. to Liberty Energy Utilities Corp.
Pool A Escrow Pro Rata Release Authorization

Dear Mssrs. Del Vecchio and Burlingame:

Per the terms of the settlement agreement reached in the above-captioned docket, Commission Staff have reviewed your disbursement request filing dated August 29, 2013, and confirmed that the transition services described in your TSA Transfer Certification have been fully transferred in accordance with the terms of the Transition Service Agreements. Accordingly, attached please find Staff's confirmation and a signed, confidential Schedule 3.1 Disbursement Request form authorizing the release by the escrow agent to National Grid USA of \$756,000 from Pool A Escrow Funds.

Please let me know if I can be of further assistance on this matter.

Sincerely,

F. Anne Ross
General Counsel

Attachments

Schedule 2

Pool A Release Certification

On this ____ day of September, 2013, the Staff of the New Hampshire Public Utilities Commission (“Staff”) hereby confirms that National Grid USA has completed and transferred the following Transition Services¹ to Granite State Electric Company in accordance with the terms of the respective Transition Service Agreement(s) for the three-month period April 1, 2013 – June 30, 2013 (“Current Period”):

1. HR – 3 Pension Administration
2. Electric Ops – 1 Planned Major Maintenance & Capital Construction
3. Energy Supply – 5 Distributed Generation Services
4. Project Mgt – 1 Project Management Services
5. Security – 3 NERC/NPCC-Reliability Compliance

¹ All capitalized terms used but not otherwise defined herein shall have the same meanings as in the Settlement Agreement dated April 10, 2012 and approved by Order No. 25,370.

In addition, Staff hereby confirms that National Grid USA has completed and transferred the following Transition Services to EnergyNorth Natural Gas, Inc. in accordance with the terms of the respective Transition Service Agreement(s) for the Current Period:

1. HR – 3 Pension Administration
2. Gas Ops – 1 Network Strategy Support and Planned Major Maintenance
3. Gas Ops – 5 Mandated Programs, including Leak Survey Support
4. Gas Ops – 8 Gas Engineering and Design
5. Gas Ops – 9 Quality Assurance/Analysis & Process Improvement

Accordingly and pursuant to the Settlement Agreement dated April 10, 2012 and approved by Order No. 25,370, Staff hereby authorizes the prompt release and disbursement of the following amount from the Pool A Escrow Funds to National Grid USA:

	# of TSA Services	# of Schedule L TSA Services	Adjusted # of TSA
Services:			
Completed in Current Period:	10	1	9
Previously Completed:	44	4	40
Cumulative Completed:	54	5	49
Total # of TSAs:	153	10	143
Adjusted Cumulative Completed Divided by Adjusted Total:			<u>34.27%</u>
Total Pool A Escrow Funds (non-reserved):			\$12,000,000
Pool A Escrow Funds for Disbursal (% x total):			\$4,112,400
Less Pool A Escrow Funds Previously Disbursed:			\$3,356,400
Total Disbursement Amount for Current Period:			\$756,000

STAFF OF THE NEW HAMPSHIRE PUBLIC
UTILITIES COMMISSION

By: F. Anne Ross, Esq.
General Counsel

SCHEDULE 3.1

DISBURSEMENT REQUEST

[REDACTED]

¹ All capitalized terms used but not otherwise defined herein shall have the same meanings as in the Escrow Agreement.