



# The Commonwealth of Massachusetts

## DEPARTMENT OF PUBLIC UTILITIES

### NOTICE OF FILING AND REQUEST FOR COMMENTS (CORRECTED)

D.P.U. 21-60

May 12, 2021

Petition of National Grid USA pursuant to G.L. c. 164, § 96(c) for a waiver of jurisdiction of the Department of Public Utilities regarding the sale of The Narragansett Electric Company.

On May 4, 2021, National Grid USA (“National Grid” or “Company”) filed with the Department of Public Utilities (“Department”) a petition and supporting affidavit for a waiver of the Department’s jurisdiction under G.L. c. 164, § 96(c) (“Section 96(c)”) over National Grid’s sale of its wholly owned subsidiary, The Narragansett Electric Company (“Narragansett”), a Rhode Island corporation providing electric and gas distribution services with a principal place of business in Rhode Island. Section 96(c) requires that holding companies receive Department approval of transactions involving holding companies that result in a change of the company’s control over any foreign electric or gas company. Section 96(c) further provides that a holding company may request a waiver of this subsection by the Department by submission of an affidavit with explanation and documentation substantially supporting a conclusion that the proposed transaction will have no adverse impact on the petitioning company’s subsidiaries subject to the Department’s jurisdiction. The Department may grant a waiver if it agrees with the conclusion provided in the affidavit. The Department is required to issue a decision on such a waiver request within 45 days following the date of the holding company’s submission of the affidavit. National Grid is a holding company with the following wholly owned subsidiaries subject to the Department’s jurisdiction in Massachusetts: Massachusetts Electric Company, Nantucket Electric Company, Boston Gas Company, New England Power Company, and New England Hydro-Transmission Electric Company. The Department has docketed this matter as D.P.U. 21-60.

Specifically, National Grid is asking the Department to waive its jurisdiction, if any, over the Company’s sale of its outstanding common stock ownership in Narragansett pursuant to the terms and conditions of a March 17, 2021 share purchase agreement by and among PPL Energy Holdings, LLC, National Grid, and PPL Corporation (“PPL”), as modified on May 3, 2021. On May 3, 2021, PPL Energy Holdings, LLC, assigned its right to acquire Narragansett to its wholly owned subsidiary, PPL Rhode Island Holdings, LLC (“PPL Rhode

Island”). PPL Energy Holdings, LLC, and PPL Rhode Island are both Delaware limited liability companies, and PPL is a Pennsylvania corporation. Pursuant to the terms of the share purchase agreement, as modified, PPL Rhode Island has agreed to purchase 100 percent of the outstanding shares of common stock and equity interest in Narragansett from National Grid for approximately \$3.77 billion. National Grid states that the transaction will have no adverse impact on its regulated Massachusetts operating companies or their customers. National Grid states that its operating subsidiaries, including Narragansett and the Massachusetts operating companies, share costs incurred by its service company, National Grid USA Service Company, Inc., but that any future impacts associated with the transaction will not be experienced by Massachusetts customers without the Department’s review and approval and a Department determination that the cost impacts were mitigated to the extent possible. National Grid also states that the acquisition by a National Grid plc subsidiary of PPL WPD Investments Limited, the holding company of Western Power Distribution (“WPD”), from a PPL subsidiary is a condition precedent for the Narragansett sale. National Grid plc is a public limited company incorporated under the laws of England and Wales, and WPD is the United Kingdom’s largest electricity distribution business. National Grid is an indirect, wholly owned subsidiary of National Grid plc.

Any person interested in commenting on the Company’s filing may submit written comments to the Department no later than the close of business (5:00 p.m.) on **Tuesday, June 1, 2021**. The Company may submit written reply comments to the Department no later than the close of business (5:00 p.m.) on **Friday, June 4, 2021**. Additionally, any person who desires to intervene in this proceeding shall file a petition for leave to intervene no later than the close of business (5:00 p.m.) on **Friday, May 14, 2021**. A petition for leave to intervene must satisfy the timing and substantive requirements of 220 CMR 1.03. Receipt by the Department, not mailing, constitutes filing and determines whether a petition has been timely filed. A petition filed late may be disallowed as untimely, unless good cause is shown for waiver under 220 CMR 1.01(4). To be allowed, a petition under 220 CMR 1.03(1) must satisfy the standing requirements of G.L. c. 30A, § 10. All responses to petitions to intervene must be filed by the close of business (5:00 p.m.) on the second business day after the petition to intervene was filed.

At this time, all filings must be submitted only in electronic format in recognition of the difficulty that parties and the Department may have filing and receiving original copies. On March 10, 2020, Governor Baker issued a state of emergency related to COVID-19 for the entire Commonwealth, and there remain ongoing limitations related to the COVID-19 pandemic. Ordinarily, all parties would follow Sections B.1 and B.4 of the Department’s Standard Ground Rules (D.P.U. 15-184-A, App. 1 (March 4, 2020)); however, until further notice, parties must retain the original paper version and the Department will later determine when the paper version must be filed with the Department Secretary.

All documents must be submitted to the Department in **.pdf format** by e-mail attachment to [dpu.efiling@mass.gov](mailto:dpu.efiling@mass.gov) and [kerri.phillips@mass.gov](mailto:kerri.phillips@mass.gov). The text of the e-mail

must specify: (1) the docket number of the proceeding (D.P.U. 21-60); (2) the name of the person or company submitting the filing; and (3) a brief descriptive title of the document. The electronic file name should identify the document but should not exceed 50 characters in length. Importantly, all large files submitted must be broken down into electronic files that do not exceed 20 MB. In addition, one copy of all written comments and intervention requests must be emailed to the Company's attorneys, Stacey M. Donnelly, Esq., Cheryl M. Kimball, Esq., Robert J. Humm, Esq., and Jessica Buno Ralston, Esq., at [stacey.donnelly@nationalgrid.com](mailto:stacey.donnelly@nationalgrid.com), [ckimball@keeganwerlin.com](mailto:ckimball@keeganwerlin.com), [rhumm@keeganwerlin.com](mailto:rhumm@keeganwerlin.com), and [jralston@keeganwerlin.com](mailto:jralston@keeganwerlin.com). To the extent a person or entity wishes to submit comments or intervene in accordance with this Notice, electronic submission, as detailed above, is sufficient. To the extent a member of the public is unable to send written comments by e-mail, a paper copy may be sent to Mark D. Marini, Secretary, Department of Public Utilities, One South Station, 5<sup>th</sup> Floor, Boston, Massachusetts 02110.

The Company's filing and all related documentation submitted to the Department or issued by the Department in this matter will be posted on the Department's website as soon as practicable at: <https://eeaonline.eea.state.ma.us/DPU/Fileroom/dockets/bynumber> (enter "21-60"). At this time, a paper copy of the filing will not be available for public viewing at the Company's offices or the Department due to the state of emergency. To request materials in accessible formats (Braille, large print, electronic files, audio format), contact the Department's ADA coordinator at [DPUADACoordinator@mass.gov](mailto:DPUADACoordinator@mass.gov).

For further information regarding the Company's filing, please contact the Company's attorneys, identified above. For further information regarding this Notice, please contact Kerri DeYoung Phillips, Hearing Officer, Department of Public Utilities, at [kerri.phillips@mass.gov](mailto:kerri.phillips@mass.gov).