



The Commonwealth of Massachusetts

DEPARTMENT OF PUBLIC UTILITIES

NOTICE OF FILING AND REQUEST FOR COMMENTS

D.P.U. 17-18

January 26, 2017

Petition of National Grid USA for a waiver of jurisdiction of the Department of Public Utilities over the indirect acquisition by National Grid USA of Swan Lake North Hydro LLC, pursuant to G.L. c. 164, § 96(c).

On January 19, 2017, National Grid USA (“National Grid” or “Company”) filed with the Department of Public Utilities (“Department”) a request for a waiver of the Department’s jurisdiction under G.L. c. 164, § 96(c) (“Section 96(c)”) over National Grid’s indirect acquisition of Swan Lake North Hydro LLC (“Swan Lake”), a Delaware limited liability company developing an approximately 400 MW pumped storage hydro project in Oregon. Section 96(c) requires the Department to approve transactions involving holding companies where those transactions would result in a change of the company’s control over foreign electric companies. Section 96(c) further provides that a holding company may request a waiver of this subsection from the Department. 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, Colonial Gas Company, New England Power Company, and New England Hydro-Transmission Electric Company, Inc. Pursuant to Section 96(c) the Department has 45 days to issue a decision in this matter. The Company requests review and determination of its filing by February 15, 2017. The Department docketed this matter as D.P.U. 17-18.

Specifically, National Grid is asking the Department to waive its jurisdiction, if any, over its indirect acquisition of Swan Lake pursuant to the terms of a purchase and sale agreement between EDF Renewable Development, Inc. (“EDF”) and Swan Lake North Holdings LLC (“Swan Lake Holdings”). EDF is a Delaware corporation that owns one hundred percent of the membership interests in Swan Lake. Swan Lake Holdings is a Delaware limited liability company jointly formed by Grid America Holdings Inc. (“GridAmerica”) a directly wholly owned subsidiary of National Grid, and FFP New Hydro LLC, a Delaware limited liability company otherwise not affiliated with National Grid. Pursuant to the purchase and sale agreement between EDF and Swan Lake Holdings, Swan Lake Holdings has agreed to purchase one hundred percent of the membership interests of Swan Lake. This will result in National Grid holding 50 percent equity in Swan Lake Holdings, which in turn will own Swan Lake. National Grid states that no aspect of operations of Swan Lake will result in any cost or service quality impact on the customers of its wholly

owned Massachusetts subsidiaries. National Grid further represents that Swan Lake's operations will be financed and conducted on an independent basis from the Massachusetts subsidiaries.

A copy of the Company's filing is available for public viewing at the Department's offices, One South Station, 5th Floor, Boston, Massachusetts 02110, during regular business hours. Copies are also on file for public viewing at the offices of the Company, 40 Sylvan Road, Waltham, Massachusetts 02451. These documents are also available on the Department's website: <http://web1.env.state.ma.us/DPU/FileRoom/dockets/bynumber> (enter "17-18"). To request materials in accessible formats for people with disabilities (Braille, large print, electronic files, audio format), contact Theresa Kelly at Theresa.Kelly@state.ma.us or (617) 305-3642.

Any person who desires to file written comments or to participate otherwise in this proceeding shall file an original and two (2) copies of such written comments or petition for leave to intervene in the proceeding with Mark D. Marini, Secretary, Department of Public Utilities, One South Station, Boston, Massachusetts, 02110, no later than 5:00 p.m. on **Wednesday, February 8, 2017**, and serve one copy on counsel for the Company, Meabh Purcell Esq. at 40 Sylvan Road, Waltham, Massachusetts 02451.

A petition for leave to intervene must satisfy the timing and substantive requirements of 220 C.M.R. § 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 C.M.R. § 1.01(4). To be allowed, a petition under 220 C.M.R. § 1.03(1) must satisfy the standing requirements of G.L. c. 30A, § 10.

All documents should also be submitted to the Department in electronic format using one of the following methods: (1) by e-mail attachment to dpu.efiling@state.ma.us and the hearing officer [sarah.herbert@state.ma.us]; or (2) on a CD-ROM. The text of the e-mail or CD-ROM must specify: (1) the docket number of the proceeding (D.P.U. 17-18); (2) the name of the person or company submitting the filing; and (3) a brief descriptive title of the document. The electronic filing should also include the name, title, and telephone number of a person to contact in the event of questions about the filing. All documents submitted in electronic format will be posted on the Department's website.

Any person desiring further information regarding the Company's filing should contact Meabh Purcell Esq. at 40 Sylvan Road, Waltham, Massachusetts 02451, (781) 907-1789. Any person desiring further information regarding this notice should contact Sarah Herbert, Hearing Officer at One South Station, Boston, Massachusetts 02110, (617) 305-3500.