

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of Harrison)	
Pipeline Company LLC for Authority to)	Case No. 18-116-PL-ACE
Operate as an Ohio Pipeline Company)	

APPLICATION

Pursuant to Rule 4901-1-24(D) of the Ohio Administrative Code (“O.A.C.”), Harrison Pipe Harrison Pipeline Company LLC (“HPC” or “Applicant”), is a wholly owned subsidiary of Republic Development Partners, LLC (“Republic”), whose parent company is an affiliate of Arclight Capital Partners, LLC. HPC respectfully submits this Application to the Public Utilities Commission of Ohio (“PUCO” or “Commission”) pursuant to Ohio Revised Code Sections (“R.C.”) 4905.02, 4905.03(F) and 4905.63 for authority to operate as an intrastate pipeline company in the State of Ohio. In support of this Application, HPC states as follows:

1. HPC is a Delaware limited liability company which is registered to do business in Ohio by the Ohio Secretary of State’s Office (Exhibit A).
2. HPC is a direct wholly owned subsidiary of Republic. Republic develops, operates and maintains midstream infrastructure assets, including the Republic Midstream, LLC a crude oil pipeline consisting of a gathering system, a central delivery point consisting of 300,000 bbls of crude oil storage, and a 28-mile intermediate pipeline that delivers into Kinder Morgan Crude and Condensate Pipeline. Republic recently divested its Trans-Union Interstate Pipeline, a 43-mile, 30-inch interstate pipeline that runs from Claiborne Parish, Louisiana to El Dorado, Arkansas. Republic is a wholly owned affiliate of Arclight Capital Partners, a private equity firm based in Boston, Massachusetts, which has invested approximately \$19 billion in over 100

transactions. The management team of Republic has extensive history developing midstream assets including the development of Eureka Hunter Pipeline, an approximately 200-mile, high pressure, 20” gathering pipeline located in Ohio and West Virginia.

3. Republic plans to construct and operate a 12-inch Fusion Bonded Epoxy coated steel pipeline with .375-inch wall thickness, with a designed Maximum Allowable Operating Pressure (“MAOP”) of 1,000 pounds per square inch (“psi”) in Harrison County, Ohio. The pipeline will serve the proposed Harrison Power Plant, which is the subject of Case No. 17-1189-GA-BGN. A map depicting the location of the proposed pipeline is attached as Exhibit B.

4. HPC plans to file an application with the Ohio Power Siting Board seeking a certificate to construct and operate the proposed pipeline.

5. HPC has the requisite technical, financial and managerial capability needed to operate this type of natural gas transmission system. Its management is experienced in the pipeline industry. See attached Exhibit C.

6. HPC seeks Commission approval to become a pipeline company which will operate, maintain and transport natural gas through the new pipeline system to the proposed Harrison Power Plant. It is possible that other large commercial or manufacturing customers along the pipeline route will seek transportation of natural gas through the new pipeline. However, the impetus for constructing the pipeline is to serve Harrison Power Plant so that it may use natural gas for its generation of electricity.

7. HPC has the requisite financial ability to construct and operate the proposed pipeline. See Attached Exhibit D, which is being filed separately under seal.

8. HPC or one of its affiliates will enter into a special contract pursuant to R.C. 4905.31 after the pipeline is constructed. At this time, it has not negotiated the final terms, but prior to serving Harrison Power Plant, it will file an appropriate application pursuant to R.C. 4905.31.

Should HPC or its affiliates serve customers other than Harrison Power Plant, it will file other special contracts for Commission approval. Thus, HPC is not proposing a tariff at this time. In the event that, in the future, HPC would determine to establish a tariff, it will make the appropriate filing with the Commission.

9. In support of this Application, Applicant is providing the Commission with the following exhibits:

- Exhibit A: Proof of Ohio Secretary of State's Office registration of NRG Pipeline with the as a foreign corporation entitled to do business in Ohio
- Exhibit B: Proposed Pipeline Route
- Exhibit C: Summary of Technical and Managerial Background
- Exhibit D: Pro Forma Financial Statement (filed under seal)

WHEREFORE, HPC respectfully requests that the Commission grant its approval for this Application and any other relief that the Commission deems appropriate.

Respectfully submitted on behalf of
HARRISON PIPELINE COMPANY, LLC



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EXHIBIT A

Ohio Secretary of State Registration





Harrison Pipeline Company's Ohio Secretary of State Registration has been requested and will be filed in this docket when received.

EXHIBIT B

Map of Proposed Pipeline

Harrison Pipeline Company

Legend

-  Harrison Pipeline
-  Ohio River System
-  Rover Compressor Station
-  Rover Pipeline - Cadiz Lateral

22

Cadiz-Piedmont Rd

Sally Buffalo Park

Big Lake

Industrial Park Rd

EXHIBIT C

Technical and Managerial Experience

DON KIRKENDALL

Chief Executive Officer

Mr. Kirkendall has more than 36 years of energy industry management experience including the acquisition, construction, management, and operation of interstate pipeline companies, gas and crude marketing companies, exploration and production companies as well as extensive involvement with midstream companies. Prior to joining Republic in late 2015, he was the Senior Vice President of a producer owned, midstream group responsible for the design, construction and operation of a large diameter gas gathering and transportation system in the Utica and Marcellus basins of West Virginia and Ohio. Mr. Kirkendall's responsibilities also included all commercial aspects and system expansion to provide extensive service to third party producers.

In 2006, Mr. Kirkendall helped found and was president a small public exploration and production company with producing properties in the Permian Basin of Texas, Southern Louisiana and in North Dakota. In the late 1980s, he co-founded and managed a private natural gas marketing company. He has also owned and managed an exploration and production company that targeted 3-D seismic bright spots along the Gulf Coast into South Texas within the Miocene, Frio and Yegua formations. Prior to moving into exploration and production and marketing, Mr. Kirkendall spent seven years with a large interstate pipeline company.

Mr. Kirkendall holds a BBA from Southwest Texas State University with dual concentrations in Management and Finance.

GREG TREFZ

Senior Vice President, Business Development

Mr. Trefz brings 25 years of commercial, business development and marketing and trading experience within the energy industry. In a management capacity, he has held several business development roles within large public and private midstream organizations. Prior to joining Republic, Mr. Trefz was the Director of Business Development for Eureka Hunter Pipeline, a high pressure wet and dry gas gathering system in Ohio and West Virginia. Additionally, Mr. Trefz served in the same capacity for NET Midstream and was involved with a development of LaSalle Pipeline, Eagle Ford Midstream and NET Mexico, all greenfield development projects. Mr. Trefz's responsibilities have included the sourcing, diligence, structuring and negotiation of commercial agreements critical to the execution of successful pipeline projects.

Prior to joining Republic in late 2015, Mr. Trefz co-founded a pipeline development company which sought to design, construct, own and operate pipelines that would serve as the "on and off ramps" to the interstate pipeline grid. His energy career began in the commodity marketing and trading sector with a number of large global energy companies. Greg holds a BS in Finance from Oklahoma State University and a Graduate Certificate in Energy Risk Management from the University of Houston.

EXHIBIT D

Pro Forma Financial Statement

Harrison Pipeline Company's Pro Forma financial statement filed under seal.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

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in

Case No(s). 18-0116-PL-ACE

Summary: Application of Harrison Pipeline Company LLC for Authority to Operate as an Ohio Pipeline Company electronically filed by Teresa Orahood on behalf of Dane Stinson