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*Attorneys for Dominion Energy Utah and  
Fall West Holdco LLC*

**BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH**

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In the Matter of the Application of Questar  
Gas Company dba Dominion Energy Utah  
and Fall West Holdco LLC for Approval of a  
Partial Corporate Reorganization

Docket No. 23-057-15

**VERIFIED JOINT NOTICE AND  
APPLICATION**

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Questar Gas Company dba Dominion Energy Utah (“Dominion Energy Utah,” “DEU,” or the “Company”) and Fall West Holdco LLC (“Fall West”) hereby provide notice to the Public Service Commission of Utah (“Commission”) of a proposed corporate reorganization whereby Dominion Energy Utah, which is currently a subsidiary of Dominion Energy Questar Corporation (formerly Questar Corporation, and referred to herein as “DEQC”), will be transferred to a new holding company called Fall West Holdco LLC, as more fully described below (“the Reorganization”). DEQC’s corporate parent, Dominion Energy, Inc. (“DEI”), recently announced a planned sale of DEU and other DEI assets to Enbridge, Inc. (“Enbridge”). DEU seeks this

Reorganization to facilitate those transactions. The proposed Reorganization will have no adverse effect on DEU's customers, the Commission's ability to exercise its jurisdiction, or the natural gas operations, service, and rates of DEU.

DEU will cooperate in assuring that the Commission and interested parties are fully informed regarding the Reorganization and the Transaction (defined below). In addition, to the extent the Commission deems it necessary or useful, DEU will provide additional requested information in a technical conference, in response to discovery requests. If the Commission deems it necessary, DEU will also participate in a hearing to provide further information and to respond to questions of the Commission and interested parties.

## **I. BACKGROUND**

1. Dominion Energy Utah is a Utah corporation with its principal place of business at 333 South State Street, P.O. Box 45360, Salt Lake City, Utah 84145-0360. DEU is a public utility engaged in the distribution of natural gas to approximately 1.2 million customers in the states of Utah, Wyoming and Idaho. Its Utah public utility activities are regulated by the Commission, and the Company's rates, charges, and general conditions for natural gas service in Utah are set forth in the Company's Utah Natural Gas Tariff No. 600 ("Tariff"). Copies of the Company's Articles of Incorporation are on file with the Commission.

2. Dominion Energy Utah is a wholly owned subsidiary of DEQC. DEQC is a Utah corporation and a wholly owned subsidiary of DEI. DEU Exhibit A contains an organizational chart showing the current corporate structure of DEQC and its subsidiaries. In addition, Wexpro Company, Wexpro Development Company, Wexpro II Company, Dominion Energy Wexpro Services, Co., Questar InfoComm, Inc., Dominion Gas Projects Co., LLC, and NYSearch Robotics, LLC are all subsidiaries of DEQC (collectively with DEU, "The QGas/Wexpro Related

Entities”). Finally, Dominion Energy Gas Distribution, LLC, The East Ohio Gas Company, and DEO Alternative Fuel, LLC (collectively, the “EOG Related Entities”) are also subsidiaries of DEQC.<sup>1</sup>

3. Prior to 2016, DEQC was known as Questar Corporation. It was a publicly-held Utah corporation. In 2016, DEU and DEI sought Commission approval of the merger between DEQC and DEI. *See* Joint Application in Docket No. 16-057-01. The Commission approved that merger as well as a Settlement Stipulation between the interested parties, which set forth a number of merger commitments. *See* Settlement Stipulation in Docket No. 16-057-01, dated August 15, 2016 (the “Merger Stipulation”); Order Memorializing Bench Ruling Approving Settlement Stipulation in Docket No. 16-057-01, issued September 14, 2016. Upon closing of that merger, DEQC became a subsidiary of DEI, and the QGas/Wexpro Related Entities remained subsidiaries of DEQC.

4. On November 6, 2019 and due to the dissolution of Dominion Energy’s Master Limited Partnership, DEI transferred the EOG Related Entities into DEQC. As such, those entities became subsidiaries of DEQC.

5. On September 5, 2023, DEI publicly announced its intention to sell DEU and Wexpro Company to Enbridge, an unaffiliated third party that has agreed to purchase that interest, subject to the receipt of the required regulatory approvals. Enbridge is also separately purchasing the EOG Related Entities, as well as other DEI assets.

6. When the Transaction is consummated, DEU and Enbridge will seek Commission approval of the Transaction. DEU anticipates filing a Joint Application seeking that approval in

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<sup>1</sup> Dominion Energy Cove Point is also currently a subsidiary of DEQC, but will be conveyed to another owner within Dominion Energy in a separate transaction, unrelated to the Transaction referenced herein.

the near future. All substantive issues related to the Transaction will be examined and addressed in that docket.

7. Concurrently, and in order to facilitate the efficient advancement of the Transaction, ownership of DEU will be transferred to DEI through a dividend in-kind, resulting in DEI directly owning 100 percent of the outstanding and issued shares of the QGas/Wexpro Entities. Following this dividend in-kind, DEI will contribute 100 percent of the outstanding and issued shares of DEU to a new holding company called Fall West Holdco LLC in exchange for DEI receiving 100 percent of the shares of Fall West. Fall West will then, following Commission approval, be conveyed to Enbridge. DEU Exhibit A also illustrates this reorganization.

8. DEI also plans to transfer the EOG Related Entities to Enbridge in a separate transaction, and that transaction will be addressed with regulatory bodies other than the Commission.

9. Because it is anticipated that the regulatory process for the EOG Related Entities and Questar Gas/Wexpro will be presented before different commissions and will proceed on different tracks, it is also anticipated that the regulatory proceedings for those respective transactions will follow different processes and timeframes. As a result, Dominion is restructuring the ownership of the EOG related entities and the QGas/Wexpro related entities such that they will be owned by separate holding companies. This will facilitate more efficient transactions of those subsidiaries to their ultimate purchasers, and permit regulatory proceedings in Utah, Wyoming, and Ohio to proceed without conflict and at pace. It is necessary for Dominion Energy to affect the Reorganization prior to closing the Transaction.

10. The Proposed Reorganization will not in any way constrain, limit, impair, or modify the Commission's ability and jurisdiction to effectively regulate the Company's public utility

operations and ensure consumer protections. The Company will continue to be regulated by the Commission in the same manner as it is today. Further, the Proposed Reorganization will not impact any Commission orders, rulings, or regulations in effect and applicable to DEU.

11. No costs associated with the Reorganization will be allocated to Utah customers, the Reorganization will not result in any changes in DEU's natural gas operations or in DEU's rates, and DEU will continue to provide safe and reliable service to its customers in Utah.

12. Dominion Energy Utah requests that notices and communications with respect to this Application be served upon the following:

Kelly B Mendenhall  
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## **II. THE REORGANIZATION WILL NOT HARM UTAH CUSTOMERS**

13. The Reorganization will not adversely affect DEU's ability to serve the public, nor will it impact Utah customers' rates. Indeed, Dominion Energy Utah will remain a subsidiary of both Fall West and DEI. It will continue to be managed and operated by its management in Utah. It will also maintain the same focus on providing safe and reliable service to customers in Utah. In addition, because DEI will continue to be subject to its commitments as set forth in the Merger Stipulation, as it always has, DEU will receive the same organizational and financial support that

it has previously received. Finally, if the Commission approves this Application, Fall West would honor all of DEQC's commitments set forth in the Merger Stipulation, including those set forth in paragraphs 1, 2, 8, 10, 14, 23, 26, 40 and 53.

14. Moreover, the Reorganization will provide greater transparency and simplicity when the Commission, the Utah Division of Public Utilities ("Division"), and the Utah Office of Consumer Services ("Office") consider the Transaction. The current corporate structure of DEQC is relatively complex in that it involves numerous subsidiaries, only some of which have any connection to Utah. Through the Reorganization, the Questar/Wexpro related entities will be placed in a holding company that will not involve entities that are unrelated to DEU's operations. This simplified structure will also make the transaction more understandable and transparent.

15. Also, as noted above, the Reorganization will also position the QGas/Wexpro Related Entities to ensure administrative efficiency by allowing proceedings in Utah to proceed without any conflict or delay with regard to the proceedings in other jurisdictions related to the EOG Related Entities.

16. Finally, approval of this Reorganization will not prejudice the rights of the Commission, the Division, the Office, or other parties regarding the potential sale of Questar Gas. The Reorganization will not impair the Commission's, Division's, the Office's, or the public's ability to address fully any issues relating to the Transaction. In the proceeding that will be filed to seek approval of the Transaction, all interested parties will have the opportunity to examine any matters related to the Transaction, and to provide testimony or comments on the Transaction.

### III. TIME FOR PROCESSING THE JOINT APPLICATION

17. The prompt completion of the Reorganization is an important first step in facilitating DEQC's corporate restructuring in advance of the Transaction. In order to avoid any encumbrances, inefficiencies, and unwarranted delays that could arise in the Transaction or any other transaction given DEQC's current corporate structure, DEU respectfully requests Commission review and act upon this Application within 60 days, or as soon thereafter as reasonably possible.

18. DEU respectfully requests that the Commission advance this Application as a formal proceeding to be presided over by the full Commission pursuant to Utah Code Ann. § 63G-4-206, and Utah Admin. Code § R746-1-104(2).

19. DEU requests that the Commission schedule a Scheduling conference in this Docket as soon as possible.

WHEREFORE, DEU and Fall West respectfully request that the Commission:

- a. schedule a scheduling conference on this Application as soon as possible and, in any event, within two weeks of the filing of this Application; and
- b. issue an order approving the Reorganization and imposing the referenced Merger Commitments upon Fall West until such time as the Commission approves the Transaction; and
- c. grant such other and further relief as may be deemed necessary.

DATED: September 8, 2023.



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*Attorneys for Questar Gas Company dba Dominion  
Energy Utah and Fall West Holdco LLC*



**VERIFICATION**

COMMONWEALTH OF VIRGINIA

CITY OF RICHMOND

Corynne Arnett, being first duly sworn upon oath, deposes and states: She is the SVP Regulatory Affairs and Customer Experience of Dominion Energy, Inc.; she has direct personal knowledge of the matters addressed herein; she has read the foregoing Application; and the statements made in the Application are true and correct to the best of her knowledge, information and belief.



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Corynne Arnett

SVP Regulatory Affairs and Customer Experience  
Dominion Energy, Inc.

Subscribed and sworn to before me this 7<sup>th</sup> day of September, 2023.



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Notary Public



**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of the **VERIFIED JOINT NOTICE AND APPLICATION** was served upon the following persons by e-mail on September 8, 2023:

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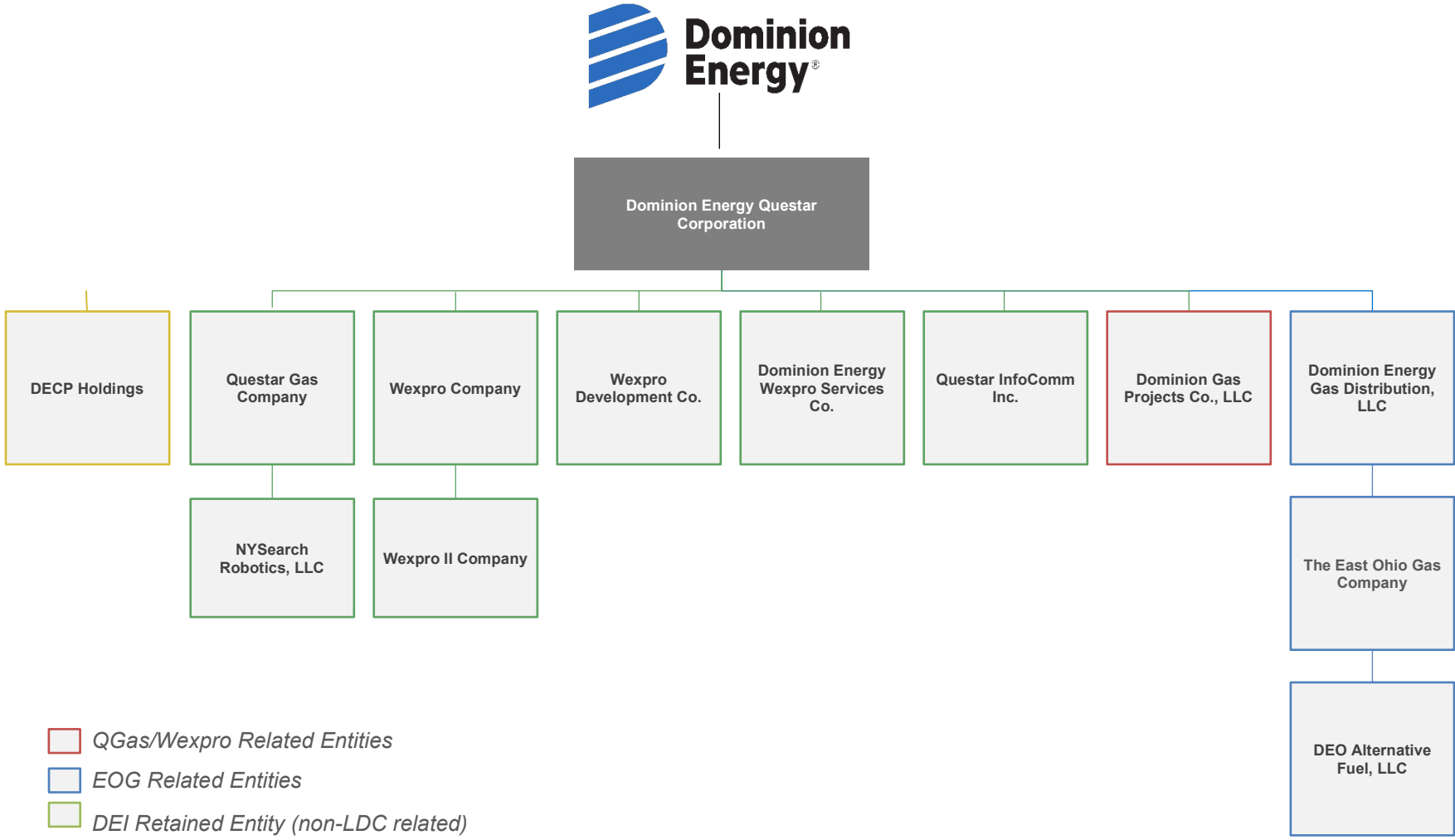
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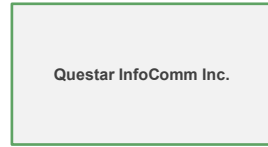
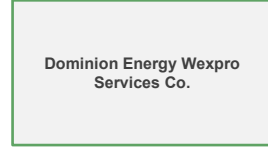
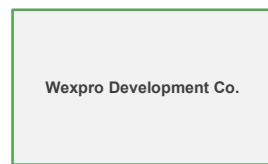
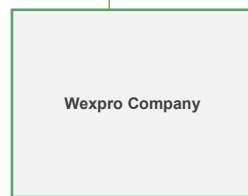
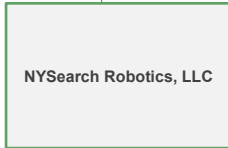
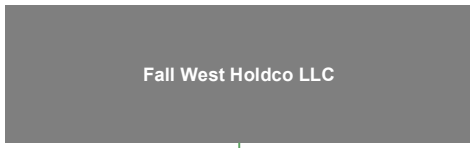
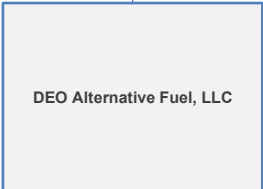
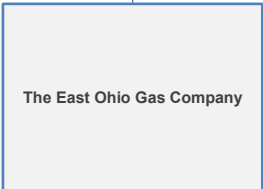
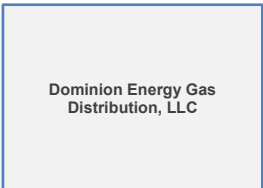
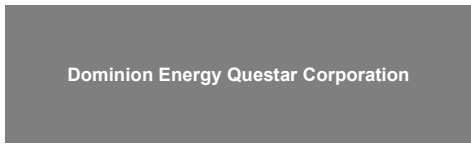
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# Pre-Transaction Structure



**Post-Transaction Structure**



- QGas/Wexpro Related Entities
- EOG Related Entities
- DEI Retained Entity (non-LDC related)