

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

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In the Matter of the Joint Application of  
Questar Gas Company dba Dominion Energy  
Utah, and Enbridge Quail Holdings, LLC for  
Approval of the Proposed Sale of Fall West  
Holdco, LLC to Enbridge Quail Holdings,  
LLC

Docket No. 23-057-16

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**DIRECT TESTIMONY OF MICHELE HARRADENCE**

**FOR JOINT APPLICANTS**

October 20, 2023

**Joint Application Exhibit 1.0**

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**I. INTRODUCTION**

**Q. Please state your name and business address.**

A. My name is Michele Harradence. My business address is 500 Consumer Road, Toronto, Ontario, M2J 1P8, Canada.

**Q. By whom are you employed and what is your position?**

A. I am employed by Enbridge Inc. (“Enbridge”), and I am Executive Vice President & President, Gas Distribution and Storage at Enbridge, and President and Chief Executive Officer for Enbridge Gas Inc. (“Enbridge Gas”), which includes accountability for its primary gas utility, Enbridge Gas and Gazifère Inc. (“Gazifère”).

**Q. What are your qualifications to testify in this proceeding?**

A. I have listed my qualifications in Joint Application Exhibit 1.01.

**Q. What is the purpose of your testimony in this Docket?**

A. The purpose of my testimony is to provide an overview of the proposed transaction (the “Transaction”) pursuant to which Enbridge Quail Holdings, LLC (“EQ Holdings”), a Delaware limited liability company, will acquire all of the outstanding equity interests (“Interests”) of Fall West Holdco LLC (“Fall West”), the parent company of Questar Gas Company (dba Dominion Energy Utah (“Questar Gas” or the “Company”) from Dominion Energy, Inc. (“Dominion Energy”).

I also discuss a number of the commitments that are being made by EQ Holdings and Questar Gas in connection with the Transaction and how the Transaction will benefit Questar Gas and its customers, and is just, reasonable and in the public interest.

22 **Q. Please provide an overview of the Transaction.**

23 A. On September 5, 2023, Dominion Energy and EQ Holdings entered into a Purchase and  
24 Sale Agreement (the “Agreement”) setting forth the terms of the Transaction. A copy of  
25 the Agreement is attached to this Joint Application as Joint Application Exhibit 6.0.  
26 Pursuant to the Transaction, EQ Holdings will acquire all of the Interests in Fall West and  
27 thereby indirectly acquire all of the equity interests of (i) Questar Gas, (ii) the Wexpro  
28 Companies,<sup>1</sup> (iii) Dominion Gas Project Company, LLC and (iv) Questar InfoComm Inc.  
29 EQ Holdings is a direct wholly-owned subsidiary of Genoa Holdings, LLC (“Genoa  
30 Holdings”), a Delaware limited liability company. Genoa Holdings is a direct wholly-  
31 owned subsidiary of Enbridge U.S. Inc. (“Enbridge U.S.”), a Delaware corporation.  
32 Enbridge U.S. is an indirect wholly-owned subsidiary of Enbridge, a Canadian  
33 corporation.

34 The Transaction is described in further detail in the Agreement.

35 **II. ENBRIDGE’S IDENTITY, MANAGEMENT AND EXPERIENCE**

36 **IN THE ENERGY INDUSTRY**

37 **Q. Please provide some background about Enbridge.**

38 A. At Enbridge, our goal is to be the premier energy delivery company in North America and  
39 beyond—for customers, communities, investors, regulators, policymakers, and  
40 employees.

41 Enbridge, through its subsidiaries, is a diversified energy company that is uniquely  
42 positioned to help accelerate the global transition to a cleaner energy future, and is doing

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<sup>1</sup> The “Wexpro Companies” include Wexpro Company, Wexpro II Company, Wexpro Development Co., and Dominion Energy Wexpro Services Co.

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43 it in ways that are beneficial to our customers and that are ethical, sustainable and socially  
44 responsible. Enbridge is advancing new low-carbon energy technologies—including  
45 hydrogen, renewable natural gas, and carbon capture and storage. Enbridge is committed  
46 to reducing the carbon footprint of the energy delivered by Enbridge companies, and to  
47 achieving net zero emissions within Enbridge’s operations by 2050.

48 Enbridge also recognizes the importance of a secure, reliable, and affordable supply of  
49 energy, which is delivered every day through four core businesses:

- 50 • Liquids Pipelines;
- 51 • Gas Transmission & Midstream;
- 52 • Gas Distribution & Storage; and
- 53 • Renewable Power.

54 The energy transition requires a practical approach, and Enbridge is committed to lowering  
55 emissions while meeting growing energy demand; supporting our customers’ needs today  
56 while anticipating their needs tomorrow; and developing new energy sources while  
57 keeping energy costs in check.

58 Enbridge companies move about 30% of the crude oil produced in North America,  
59 transport nearly 20% of the natural gas consumed in the U.S., and operate North America’s  
60 third-largest natural gas utility by consumer count and largest by volume of natural gas  
61 delivered.

62 Enbridge’s values are Safety, Integrity, Respect, Inclusion, and High Performance. Above  
63 all else, Enbridge aims to make a difference, economically and socially—as an industry  
64 leader, as a responsible corporate citizen, and as an exceptional employer.

65 Enbridge was named to the Thomson Reuters Top 100 Global Energy Leaders in 2018;  
66 has been selected to Bloomberg's Gender Equality Index five years running, most recently  
67 in 2023; and has been ranked among Canada's Top 100 Employers 20 times, most recently  
68 in 2023.

69 Headquartered in Calgary, Canada, Enbridge has a workforce of more than 12,000 people,  
70 primarily located in the United States and Canada. Enbridge (ENB) is traded on the New  
71 York and Toronto stock exchanges.

72 **Q. What is Enbridge's financial status?**

73 A. Enbridge has deep financial resources. As of December 31, 2022, Enbridge had total assets  
74 of C\$179.6 (US\$131.5) billion and annual operating revenue of C\$53.3 (US\$39) billion.  
75 Additional details about Enbridge's financial strength and capabilities are addressed by  
76 Witness Johnston.

77 **Q. Please briefly describe Enbridge's experience with retail natural gas utilities.**

78 A. Enbridge Gas, which provides service in Ontario, has over 175 years of experience in  
79 delivering safe, reliable, and affordable natural gas. Enbridge Gas is North America's third  
80 largest natural gas utility by customer count and largest natural gas utility by volume of  
81 natural gas delivered with rate base in excess of C\$15 (US\$11) billion. Additional details  
82 about Enbridge's experience with retail natural gas utilities are addressed by Enbridge  
83 Witness Sanders.

84 **Q. What values does Enbridge employ in connection with its operations?**

85 A. At Enbridge, our core values – Safety, Integrity, Respect, Inclusion, and High Performance  
86 – reflect what is truly important to us as a company. The values represent the north star for

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87 the organization, a constant beacon by which Enbridge makes its decisions, as a company,  
88 and by which its individual employees make decisions, every day.

89 In particular, safety is paramount at Enbridge. See Enbridge's [Safety Principles page](#) for  
90 more information on Enbridge's safety practices for the employees and contractors, the  
91 communities in which Enbridge operates, and the environment.

92 Our core values are more specifically defined as follows:

93 **Safety**

- 94 • **Relentlessly ensure** the safety of communities, customers, contractors, partners  
95 and employees;
- 96 • **Proactively identify and prevent** safety issues;
- 97 • **Act immediately** when a safety issue is identified; and
- 98 • **Continually strive to improve** safety performance.

99 **Integrity**

- 100 • **Do the right thing**;
- 101 • **Act courageously** and speak up;
- 102 • **Maintain truth** and transparency; and
- 103 • **Take accountability** for our actions.

104 **Respect**

- 105 • **Value everyone's contributions**;
- 106 • **Listen to understand** first;
- 107 • Be considerate and **support the well-being of all**; and
- 108 • Treat everyone with **unfailing dignity** and defend against intolerant behavior.

109 **Inclusion**

- 110 • Want and encourage **diverse perspectives** for the best decisions;
- 111 • See and **celebrate our differences** as a strength;
- 112 • Foster a **sense of belonging** and team; and
- 113 • **Champion fairness** and equity.

114 **High Performance**

- 115 • **Align** to deliver results on things that matter;
- 116 • Embrace change, take measured risks and **adapt** to stay ahead;
- 117 • **Trust**, empower and provide autonomy; and
- 118 • **Simplicity** over complexity.

119 **III. PLAN FOR OPERATING QUESTAR GAS**

120 **Q. Please describe the plans for Questar Gas.**

121 A. Following completion of the Transaction, Questar Gas's headquarters will remain at 333  
122 South State Street in Salt Lake City, Utah, and will continue to be locally managed by a  
123 seasoned team of executives with expertise in the retail natural gas utility industry. Upon  
124 announcement of the Transaction, I noted that, today and for the long-term, natural gas  
125 will remain essential for achieving North America's energy security, affordability, and  
126 sustainability goals. Enbridge remains committed to supporting natural gas as critical  
127 infrastructure for the long-term to provide safe, reliable, and affordable energy and Questar  
128 Gas plays an important role in fulfilling that plan. Additionally, Enbridge will continue to  
129 support policies and practices for the diligent management and operation of these assets to  
130 provide the current and future customers of Questar Gas choice with respect to their energy



131 needs. Enbridge's focus across all the operations of Enbridge companies is to deliver the  
132 energy people need and want.

133 **IV. PUBLIC INTEREST CONSIDERATIONS AND BENEFITS**

134 **Q. Will the Transaction serve the public interest?**

135 A. Yes. Questar Gas will benefit from the Transaction by being a part of the larger Enbridge  
136 group of companies. Enbridge has the experience, expertise, resources and financial  
137 strength and wherewithal to ensure that Questar Gas has access to innovative programs,  
138 funding and credit as needed to support the operations and growth of Questar Gas as part  
139 of Enbridge's larger plan to create a natural gas utility platform. This is further described  
140 in Witness Sanders and Witness Johnston's testimony.

141 **Q. Are EQ Holdings and Questar Gas making any commitments regarding the**  
142 **operations of Questar Gas upon completion of the Transaction?**

143 A. Yes. EQ Holdings and Questar Gas are making a number of important commitments  
144 regarding the management, operations and financing of Questar Gas, including ring-  
145 fencing commitments. Some of these commitments are described below and others are  
146 addressed by Witness Johnston and Witness Sanders. Enbridge supports and will continue  
147 to support EQ Holdings in making these commitments and seeing that they are fulfilled.  
148 Further, consistent with Enbridge's policies and practices, Enbridge supports and will  
149 continue to support the commitments made by EQ Holdings and Questar Gas to comply  
150 with all existing laws, rules, regulations, provisions of its Tariff, orders, and directives of  
151 the Commission, as applicable, following completion of the Transaction.

152 Enbridge supports and will continue to support the further commitments made by EQ  
153 Holdings and Questar Gas that senior officers and management employees will be made

154 available to testify before the Commission and provide information relevant to matters  
155 within the jurisdiction of the Commission.

156 **Q. Do EQ Holdings and Questar Gas intend to continue supporting economic**  
157 **development in Questar Gas’s service territory?**

158 A. Yes. EQ Holdings and Questar Gas commit that Questar Gas will continue to install,  
159 upgrade, and maintain Questar Gas’s infrastructure as necessary for safe, reliable, and  
160 affordable operations as described in greater detail below and in the testimony of Witness  
161 Sanders. Enbridge supports EQ Holdings and Questar Gas in making this commitment and  
162 will ensure that resources are made available to fulfill this commitment.

163 In addition, EQ Holdings also intends to continue to advance Questar Gas’s investments  
164 in clean technology. Enbridge and its affiliates have significant expertise with clean  
165 technology. For example, Enbridge Gas continues to deploy capital with local  
166 municipalities and cities to construct infrastructure to capture methane from landfills and  
167 upgrade it to pipeline-quality natural gas (renewable natural gas). Furthermore, Enbridge  
168 Gas also operates North America’s first utility scale power-to-gas plant to manufacture  
169 green hydrogen. In 2021, Enbridge Gas initiated a pilot project, whereby that hydrogen is  
170 blended into the natural gas stream for approximately 3,600 customers. This is a first of its  
171 kind in North America.

172 **Q. Are there additional benefits to Questar Gas and its customers from the Transaction?**

173 A. Yes. EQ Holdings and Questar Gas will commit to each of the commitments set forth in  
174 the Utah Commitment Matrix attached to the Joint Application as Joint Application  
175 Exhibit 5.0. Upon completion of the Transaction, these commitments will provide benefits

176 to Questar Gas and its customers. Enbridge supports each of those commitments and will  
177 ensure that support and resources are necessary to see those commitments fulfilled.

178 **Safety**

179 **Q. Please describe Enbridge's view towards safety in its operations.**

180 A. Enbridge's mission is to fuel quality of life for its employees, customers, and communities.  
181 Operating safely is essential to achieving that mission. It is the duty of each Enbridge  
182 company to keep the public, the members of the Enbridge team, the communities where  
183 we operate, and the environment safe. Safety is one of Enbridge's core values.  
184 Accordingly, Enbridge assesses and refines safety systems and programs, and monitors  
185 and measures safety performance and the health of Enbridge's safety culture to deliver on  
186 Enbridge's commitment to operate systems safely and reliably, and ensuring that every  
187 member of the Enbridge team goes home safely and soundly at the end of every day. To  
188 ensure that all members of the team strive for excellent safety and reliability outcomes,  
189 Enbridge ties each employee's incentive compensation to safety and reliability metrics.

190 **Ethics**

191 **Q. Please explain the role of ethics in Enbridge's culture.**

192 A. Everyone who works for Enbridge and its subsidiary companies is accountable for  
193 upholding high standards of conduct and understands that transparency around  
194 performance is essential for building trust with our stakeholders.

195 Enbridge's Statement on Business Conduct ("SOBC") is the foundation of Enbridge's  
196 commitment to ethics and compliance. Upon joining an Enbridge company and annually  
197 thereafter, all active team members are required to complete SOBC training and certify  
198 their compliance with its provisions. They must also disclose any actual or potential

199 conflicts of interest. In 2022, the Board approved a revised SOBC, which became effective  
200 June 2022. Please see Enbridge's [SOBC](#).

201 Enbridge's Whistle Blower Policy encourages employees to turn to their people leaders  
202 first to share concerns. The policy sets out the procedures for reporting concerns about  
203 potential fraudulent or inaccurate accounting, auditing or financial reporting violations,  
204 and ethical misconduct or violations of law or policy. Should team members feel  
205 uncomfortable reporting certain concerns through this channel, the Ethics Helpline allows  
206 the option of filing a report confidentially and anonymously. The policy also indicates how  
207 such concerns are handled, and articulates Enbridge's approach to preventing further  
208 violations of policy as well as our prohibition against retaliation against any person making  
209 a complaint in good faith. Please see Enbridge's [Whistle Blower Policy](#).

210 **Q. Please discuss how Enbridge's commitment to the sustainability of the environment**  
211 **is reinforced by its ethics.**

212 A. Sustainability is foundational to Enbridge's business. Enbridge is committed to reducing  
213 its emissions, building lasting relationships with stakeholders, and advancing diversity,  
214 equity, and inclusion. Enbridge's 2022 Sustainability Report<sup>4</sup> and Witness Sanders'  
215 testimony provides detailed information with respect to Enbridge's commitment to  
216 Sustainability. Please see Enbridge's [2022 Sustainability Report](#).

217 **Q. Please elaborate on Enbridge's activities to support the communities served by**  
218 **Enbridge companies.**

219 A. Enbridge's corporate citizenship program, Enbridge Fueling Futures, supports programs  
220 that strengthen the safety, vibrancy, and sustainability of the communities served by  
221 Enbridge companies.

222           *Safe communities:* Enbridge supports local safety initiatives and organizations that help  
223           make communities safer places to live. Enbridge’s commitment to safety – one of five  
224           Enbridge core values—is about more than our operational safety. It’s also about the safety  
225           of the communities where employees of Enbridge companies live and work. Enbridge’s  
226           2022 contribution to safe communities was C\$3.5 (US\$2.6) million.

227           *Vibrant communities:* Vibrant communities are places that offer opportunities for every  
228           citizen. Enbridge Fueling Futures supports activities that build potential in youth, celebrate  
229           culture and community, honor Indigenous peoples and culture and empower people to  
230           achieve their full potential. Enbridge’s 2022 contribution to vibrant communities was  
231           C\$11.8 (US\$8.6) million.

232           *Sustainable communities:* Enbridge supports initiatives that contribute to a sustainable  
233           future by helping to improve, grow and nurture the environment. In particular, Enbridge  
234           Fueling Futures supports environmental education projects to advance the energy  
235           transition and habitat conservation and remediation. Enbridge’s 2022 contribution to  
236           sustainable communities was C\$1.7 (US\$1.2) million.

237           Through Enbridge Fueling Futures, Enbridge is energizing communities through the  
238           volunteerism and generosity of employees of Enbridge companies. Employees are  
239           empowered to contribute and strengthen the communities served by Enbridge companies  
240           on behalf of Enbridge by supporting causes that are important to them. Enbridge provided  
241           C\$4.6 (US\$3.4) million to 2,097 organizations through employee donation matching,  
242           volunteer grants, as well as community project and leadership grants in 2022.

243           The Enbridge Fueling Futures program directs substantial support each year to The United  
244           Way— supporting and building community resiliency. Since 2018, Enbridge has invested

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245 more than C\$32.1 (US\$23.5) million in support of local United Way chapters. In 2022,

246 133 communities across North America benefited from:

- 247 • 2,000+ Enbridge team members' participation;
- 248 • 2,900 volunteer hours by Enbridge employees; and
- 249 • C\$4.7 (US\$3.4) million of total giving from employee, contractor, and retiree
- 250 donations, boosted by Enbridge's corporate match.

251 Enbridge is committed to supporting and strengthening the communities near pipelines

252 and facilities of Enbridge companies, and being a good neighbor means the world to us.

253 Additional information, along with a listing of community investments, can be found at

254 <https://www.enbridge.com/about-us/our-values/corporate-citizenship>.

255 **Teamwork**

256 **Q. What is Enbridge's approach to teamwork among its employees and its operating**

257 **businesses?**

258 A. Enbridge employees are encouraged by and have said that the most important actions and

259 behaviors contributing to building pride in Enbridge and energizing the team come from

260 the working environment that has been created:

- 261 • Being accountable;
- 262 • Communicating effectively;
- 263 • Building relationships and collaborating as one team;
- 264 • Leading by example; and
- 265 • Engaging and developing our people.

266

**V. CONCLUSION**

267 **Q. Would you please summarize your testimony?**


268 A. It is my firm belief that the Transaction will benefit Questar Gas and its customers, and  
269 that the Transaction is in the public interest and provides a net positive benefit. Enbridge  
270 has the necessary financial, technical, and managerial expertise to own and operate Questar  
271 Gas. Enbridge is a strong and well-financed company that will strengthen Questar Gas.  
272 Enbridge's lasting investment focus means that Enbridge intends to own Questar Gas for  
273 the long term – lending stability to, and confidence in, Questar Gas' continued role as a  
274 dependable supplier of natural gas service at reasonable rates.

275 **Q. Does this conclude your testimony?**

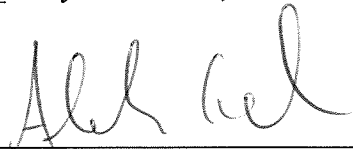
276 A. Yes.

Country of Canada            )  
  ) ss.  
City of Toronto, Canada     )

I, Michele Harradence, being first duly sworn on oath, state that the answers in the foregoing written testimony are true and correct to the best of my knowledge, information and belief. The exhibits attached to the testimony were prepared by me or under my direction and supervision, except where otherwise stated, in which case they are true and correct copies of what they purport to be, to the best of my knowledge, information and belief. Any exhibits not prepared by me or under my direction and supervision are true and correct copies of the documents they purport to be.

  
\_\_\_\_\_  
Michele Harradence

SUBSCRIBED AND SWORN TO this 19<sup>th</sup> day of October, 2023.

  
\_\_\_\_\_  
Notary Public

Alexander Heuton  
LSO#: 776741

