

IN THE COURT OF COMMON PLEAS
MAHONING COUNTY, OHIO

CITY OF YOUNGSTOWN,

Plaintiff,

v.

THE EAST OHIO GAS COMPANY, *et al.*,

Defendants.

) CASE NO. 2026 CV 01361
)
) JUDGE W. WYATT MCKAY,
) By Assignment
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**DEFENDANT DOMINION ENERGY, INC.'S MOTION TO DISMISS
FOR LACK OF PERSONAL JURISDICTION OR, IN THE ALTERNATIVE,
FOR FAILURE TO STATE A CLAIM UPON WHICH RELIEF CAN BE GRANTED**

Pursuant to Rules 12(B)(2) and 12(B)(6) of the Ohio Rules of Civil Procedure, Defendant Dominion Energy, Inc. respectfully moves this Court to dismiss Plaintiff City of Youngstown's claims against it for lack of personal jurisdiction or, in the alternative, for failure to state a claim upon which relief can be granted. The reasons and supporting authority for this Motion are set forth in the attached *Memorandum in Support of Defendant Dominion Energy, Inc.'s Motion to Dismiss* and supporting declaration and exhibits filed contemporaneously herewith and incorporated herein.

Respectfully submitted,

/s/ Michael L. Snyder

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*Attorneys for Defendant Dominion Energy,
Inc.*

**IN THE COURT OF COMMON PLEAS
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**MEMORANDUM IN SUPPORT OF
DEFENDANT DOMINION ENERGY, INC.’S MOTION TO DISMISS**

I. INTRODUCTION

Defendant Dominion Energy, Inc. (“Dominion Energy”) is a not a proper defendant in this case and Plaintiff City of Youngstown (“Plaintiff” or “Youngstown”) cannot state any viable claim against it. Plaintiff asserts negligence and negligence per se claims relating to alleged duties vis-à-vis natural gas lines supplying and/or in proximity to Realty Tower. (*See generally*, Compl., ¶¶ 40-63). In addition to Enbridge-entity affiliates of the natural gas utility company with ownership and operational responsibility for gas distribution facilities in Youngstown,¹ including the facilities alleged to have been involved with the explosion, Plaintiff named Dominion Energy as a defendant. But Dominion Energy is a holding company and the natural gas utility’s former ultimate parent corporation – not a public utility as defined in Section

¹ Ohio law provides that a natural gas company, engaged in the business of supplying natural gas for lighting, power, or heating purposes to consumers in Ohio is a public utility company. R.C. § 4905.03(E). Such natural gas companies are subject to the regulations and jurisdiction of the Public Utilities Commission of Ohio (“PUCO”). *Id.* The Complaint names one PUCO-regulated public utility (The East Ohio Gas Company d/b/a Enbridge Gas Ohio) as a defendant; Dominion Energy is not that defendant.

4905.02(E).² Hence, Dominion Energy could not, as a matter of law, have owned or operated regulated natural gas pipelines like the facilities at issue in this case.

Dominion Energy is an out-of-state holding company that transacts no business in Ohio. Nor does it have offices, real estate, property, or employees in Ohio. Because Dominion Energy has no contacts in Ohio, this Court does not have personal jurisdiction over it in this matter. Neither Ohio’s long-arm statute nor the constitutional requirements of due process support this Court’s exercising jurisdiction over Dominion Energy. But even if the Court were to find that personal jurisdiction exists, these same facts—which are readily ascertainable from publicly filed documents—demonstrate that Plaintiffs cannot plausibly state a claim for relief against Dominion Energy based on damages from an alleged explosion involving an unaffiliated gas utility’s pipeline.

For the reasons set forth more fully below, Dominion Energy requests that the Court dismiss Plaintiffs’ claim against it for lack of personal jurisdiction pursuant to Ohio Civil Rule 12(B)(2) or for failure to state a claim pursuant to Ohio Civil Rule 12(B)(6).

II. RELEVANT FACTS

Dominion Energy is a public utility holding company³ incorporated and headquartered in Virginia. (*See* Exhibit 1, Declaration of Ryan W. Boggs, at ¶ 3.) As a holding company, Dominion Energy is a legally and factually separate corporate entity, distinct from its subsidiaries and its subsidiaries’ subsidiaries. (*Id.*) It does not conduct business directly with the public. (*Id.*) It also does not own, operate, or maintain natural gas distribution infrastructure like

² *See* attached Exhibit 2, Entry of the Public Utilities Commission of Ohio (“PUCO”), at ¶ 3, of which Dominion Energy asks this Court to take judicial notice pursuant to Evidence Rule 201. *See Firestone v. Industrial Comm’n*, 144 Ohio St. 398 (1945), paragraph two of the syllabus (taking judicial notice of administrative orders).

³ Defined as “any company that directly or indirectly owns, controls, or holds, with power to vote, 10 percent or more of the outstanding voting securities of a public-utility company or of a holding company of a public-utility company[.]” 42 U.S.C. § 16451(8)(A)(i).

pipelines and metering stations, make regulated gas sales, or provide natural gas distribution services to anyone, anywhere. (*Id.*)

Dominion Energy formerly owned Dominion Energy Questar Corporation – the parent company of Dominion Energy Gas Distribution, LLC, which, in turn, was the parent company of The East Ohio Gas Company (the PUCO-regulated natural gas utility that serves Youngstown). (*Id.*, at ¶ 4.) The East Ohio Gas Company is a natural gas company, and a public utility as defined in R.C. 4905.03 and 4905.02, respectively, subject to the regulatory jurisdiction and general supervisory authority of the PUCO. (Exhibit 2, at ¶ 3.)

On March 6, 2024—approximately three months before the May 28, 2024 explosion at the Realty Building that forms the basis of this action—Dominion Energy completed its disposition of all right, title, and interest in and to all of the issued and outstanding shares of capital stock in Dominion Energy Questar Corporation to Enbridge Elephant Holdings, LLC (“Sale”). (*Id.*, at ¶ 6; Appendix A (Dominion Energy’s Form 8-K, dated March 6, 2024.)) Prior to the Sale, The East Ohio Gas Company did business in Ohio as Dominion Energy Ohio. Since the Sale, it has been re-branded to Enbridge Gas Ohio, but its corporate structure remained unaffected. (*See generally* Exhibit 3 (Correspondence filed by counsel for Enbridge Gas Ohio in PUCO Case No. 23-972-GA-UNC).)

Because the Sale was completed roughly three months prior to the explosion forming the basis of this action, Dominion Energy had no corporate relationship with the PUCO-regulated Ohio gas utility, The East Ohio Gas Company d/b/a Enbridge Gas Ohio, at the time of the explosion. Even before the Sale, however, subsidiaries owned directly or indirectly by Dominion Energy maintained their own independent corporate, partnership, or limited liability company status, identity, and structure.

Dominion Energy has never had a presence in Ohio. (Exhibit 1, at ¶ 6.) It has never had an office or mailing address in Ohio, and never owned, leased, operated, managed, or maintained any property in Ohio. (*Id.*) Nor has Dominion Energy ever been registered or qualified to conduct business in Ohio, and, for that reason, has no agent for service of process in Ohio. (*Id.*) This point is evident from the face of Plaintiffs' Complaint:

DOMINION ENERGY, INC.
c/o Its Statutory Agent
CT Corporation System
4701 Cox Road, Suite 285
Glenn Allen, Virginia 23060

Although Dominion Energy has officers and a board of directors, it has no employees in Ohio or elsewhere. (*Id.*, at ¶ 7.)

III. LAW AND ARGUMENT

A. Standards of Review

The determination of whether a state court has personal jurisdiction over a foreign corporation is a two-step process. *Lucas v. P&L Paris Corp.*, 2012-Ohio-4357, ¶16 (7th Dist.). First, the court must determine whether the state's long-arm statute and applicable civil rule confer personal jurisdiction. *Id.* (citing *U.S. Sprint Communications Co. Ltd. Partnership v. Mr. K's Foods, Inc.*, 1994-Ohio-504, *183-184. Second, the court must consider whether granting jurisdiction under the statute and the rule would deprive the defendant of the right to due process of law pursuant to the Fourteenth Amendment to the United States Constitution. *Id.* Under the second part of the analysis, the court must determine whether the nonresident possesses certain minimum contacts with the state so that the suit does not offend traditional notions of fair play and substantial justice. *Id.*

Plaintiff bears the burden of establishing that the Court can exercise personal jurisdiction over Dominion Energy, a nonresident defendant. *Bobcat N. Lima LLC v. JW Oilfield Equip. &*

Pump LLC, 2022 Ohio Misc. LEXIS 4120, ¶1 (7th Dist. Oct. 25, 2022). “Whether an Ohio court has personal jurisdiction over a nonresident defendant, depends upon: (1) whether R.C. 2307.382(A), Ohio's long-arm statute, and Civil Rule 4.3 permit the court to assert personal jurisdiction; and, if so, (2) whether bringing the defendant within the jurisdiction of the Ohio courts would violate traditional notions of fair play and substantial justice under the Due Process Clause.” *Figley v. IVEX Protective Packaging, Inc.*, 2016-Ohio-3501, ¶ 17 (3rd Dist.) (internal citations omitted). When a court decides that jurisdiction is improper under Ohio's long-arm statute, it need not address whether due process requirements have been met. *Starks v. Choice Hotels Internat'l*, 2007-Ohio-1019, ¶ 10 (1st Dist.).

A Civ. R. 12(B)(6) motion to dismiss for failure to state a claim is procedural and tests the sufficiency of the complaint. *State ex rel. Hanson v. Guernsey Cty. Bd. of Commrs.*, 1992-Ohio-73, *548. The trial court must presume all factual allegations in the complaint are true and draw all reasonable inferences in favor of the non-moving party. *Mitchell v. Lawson Milk Co.*, 40 Ohio St.3d 190, 192 (1988). The court need not, however, accept as true any unsupported or conclusory legal propositions advanced in the complaint. *Rooney v. Ohio State Hwy. Patrol*, 2017-Ohio-1123, ¶ 14 (10th Dist.).

B. Dominion Energy is not subject to jurisdiction under Ohio’s long-arm statute

R.C. 2307.382 sets forth "specific activities that allow Ohio courts to exert personal jurisdiction over a nonresident defendant." *Figley* at ¶ 18 (internal quotations omitted). Civil Rule 4.3(A), which permits out-of-state service of process on a defendant to confer personal jurisdiction, is coextensive with R.C. 2307.382, and the two provisions complement each other. *Id.* (internal quotations omitted).

R.C. 2307.382 and Civ.R. 4.3(A) allow Ohio courts to exercise jurisdiction over nonresident defendants where the cause of action arises from several enumerated circumstances, including that defendant's: (1) transacting any business in this state; (2) causing tortious injury by an act or omission in the state; or (3) causing tortious injury in the state by an act or omission outside the state if it regularly conducts business in the state. R.C. 2307.382(A)(1), (3), and (4); Civ.R. 4.3(A)(1), (2). *See Cincinnati Equine v. Sandringham Farm*, 2016-Ohio-803, ¶ 12 (1st Dist.).

Here, Plaintiff invokes Ohio's long-arm statute under R.C. 2307.382(A) and (C), alleging that personal jurisdiction over Dominion Energy is proper because its acts or omissions allegedly caused tortious injury, and it "regularly does and solicits business in the State of Ohio[.]" However, Plaintiff cannot establish any of the factors under R.C. 2307.382 with respect to Dominion Energy. Dominion Energy does not transact any business in Ohio, and Plaintiff has no basis to assert otherwise. Dominion Energy is incorporated and headquartered in Virginia, conducts no business with the public in Ohio or elsewhere, and does not have offices, real estate, or property in Ohio. Dominion Energy is a holding company only, meaning its sole purpose is to hold the stock of other companies. Even prior to the Sale, Dominion Energy never actually owned the service lines, meters, and other equipment that are used for providing natural gas distribution service anywhere, including in Ohio. Accordingly, Ohio's long-arm statute fails to reach Dominion Energy because it does not transact business in the state, and it has no employees who could have acted in (or outside of) Ohio so as to cause a tortious injury to Plaintiff. *See LaFarge North America, Inc. v. Forbes*, 2008-Ohio-5864, ¶¶19-22 (11th Dist.) (holding that the court lacked personal jurisdiction over a foreign company that was formed

under the laws of a different state, not licensed to conduct business in Ohio, and did not conduct business or have representatives or agents in Ohio).

Plaintiff's allegations pertain to a regulated natural gas distribution utility line. (*See* Compl. at ¶¶ 30-38). Although the Complaint does not allege a relationship between Dominion Energy and any of the Enbridge entities, the claim against Dominion Energy is presumably based solely on its former parent/subsidiary relationship with The East Ohio Gas Company's indirect parent company, Dominion Energy Questar Corporation. However, that relationship is not enough to support a finding of personal jurisdiction over Dominion Energy because Plaintiff does not allege that Dominion Energy has any independent contacts with Ohio related to this matter. *See Levengood v. Levengood*, 2000 WL 874720, *8 (5th Dist. June 7, 2000) (holding that the fact that the stock of a subsidiary is held by a foreign corporation and that foreign corporation exercises control over the subsidiary through the ownership of stock, the corporate identity being formally preserved, is not sufficient to subject such foreign corporation to the jurisdiction of a court of this state). Another Ohio Common Pleas Court considering whether it could exercise personal jurisdiction over a parent holding company adopted guidance set forth by the Northern District of Ohio in *Baker v. Eli Lilly*, that a parent corporation is not liable for the acts of its subsidiaries when there are no facts in support of ignoring the corporate structure. *Smith v. Household Realty Corp.*, 2015 Ohio Misc. LEXIS 8643, *5 (10th Dist. April 13, 2015). Because the holding-company defendant in *Smith* (just like the holding-company defendant in *Baker*) provided an affidavit averring its lack of contacts in Ohio, the court determined that no provisions of Ohio's long-arm statute applied. This Court should similarly rule that Dominion Energy's lack of contacts with Ohio warrants dismissal on jurisdictional grounds because Ohio's long-arm statute does not reach it as an out-of-state holding company.

C. This Court's exercise of personal jurisdiction over Dominion Energy would violate due process

Even assuming Ohio's long-arm statute would reach Dominion Energy (which it does not), Plaintiff's claims against Dominion Energy cannot proceed because this Court's exercise of personal jurisdiction over Dominion Energy would violate due process requirements. A court may exercise jurisdiction over a nonresident defendant only if the defendant has sufficient "minimum contacts" with Ohio so that summoning the defendant would not offend "traditional notions of fair play and substantial justice." *Lucas v. P&L Paris Corp.*, 2012-Ohio-4357, ¶¶ 30-31 (7th Dist.) (citing *Internatl. Shoe Co. v. Washington*, 326 U.S. 310, 316 (1945)).

To establish jurisdiction in keeping with due process, a plaintiff must demonstrate that (1) the non-resident defendant purposefully availed himself of the privilege of acting in the forum state or caused a consequence in that state, (2) the cause of action arose from the defendant's activities in the forum state, and (3) the defendant's acts or consequences caused by the defendant had a substantial enough connection with the forum state to make the exercise of jurisdiction over the defendant reasonable. *Id.*, ¶ 31; *Fritz-Rumer-Cooke Co., Inc. v. Todd & Sargent*, 2001 WL 102267, *4 (10th Dist. Feb. 8, 2001). Regarding the due process limits of personal jurisdiction, a distinction is made between general jurisdiction and specific jurisdiction. *See Wedemeyer v. USS FDR (CV-42) Reunion Ass'n*, 2010-Ohio-1502, ¶ 40 (3rd Dist.) Here, Plaintiff cannot satisfy either jurisdictional standard.

General jurisdiction encompasses situations where a foreign corporation's continuous corporate operations within a state are so substantial and of such a nature as to justify suit against it on causes of action arising from dealings entirely distinct from those activities. *Id.* at ¶ 43 (citing *Gallert v. Courtaulds Packaging Co., Inc.* 4 F.Supp. 2d 825, 831 (S.D. Ind. 1998)). Dominion Energy is a non-resident defendant without any operations or assets in Ohio, so there

are no facts to satisfy the requirements of general jurisdiction. Thus, Plaintiff must come forward with facts to establish specific jurisdiction, which depends on an affiliation between the forum and the underlying controversy. Specific jurisdiction is present when a defendant's in-state activity is continuous and systematic, and that activity gave rise to the cause of action. *See Goodyear Dunlop Tires Operations, S.A. v. Brown*, 564 U.S. 915, 919, 923 (2011). And here, Plaintiffs also cannot establish specific jurisdiction against Dominion Energy.

Specific jurisdiction exists when the matter before the court arises out of or relates to the defendant's contacts with the forum state. *LG Chem, Ltd. v. Goulding*, 2022-Ohio-2065, ¶ 13. A defendant's contacts with Ohio must satisfy the three-part test that the Sixth Circuit had established in *Southern Machine Company v. Mohasco Industries*: (1) the defendant must purposely avail itself of the privilege of acting in Ohio or causing a consequence in Ohio; (2) the cause of action must arise from the defendant's activities in Ohio; and (3) the defendant's acts or consequences caused by it must have a substantial enough connection with Ohio to make the exercise of jurisdiction over the defendant reasonable. *Kauffman Racing Equip., L.L.C. v. Roberts*, 2010-Ohio-2551, ¶¶ 51-71 (citing *Southern Machine Company v. Mohasco Industries, Inc.*, 401 F.2d 374, 381 (6th Cir. 1968)); *Henderson v. SMC Prods.*, 2019-Ohio-5275, ¶ 64 (6th Dist.). To this end, for a court to lawfully exercise specific jurisdiction over a defendant, the defendant must have taken "some act[ion] by which the defendant purposefully avail[ed] itself of the privilege of conducting activities within the forum state." *LG Chem, Ltd.* at ¶ 13 (*quoting Hanson v. Denckla*, 357 U.S. 235, 253 (1958)) (internal quotations omitted). Purposeful availment occurs when the defendant deliberately reaches out beyond its home—by, for example exploiting a market in the forum state or entering a contractual relationship centered there. *Id.* (internal quotations and brackets omitted). Even when purposeful availment has occurred,

personal jurisdiction extends only to certain cases: the plaintiff's claims must arise out of or relate to the defendant's contacts with the forum state. *Id.* In other words, there must be an affiliation between the forum and the underlying controversy, principally, an activity or an occurrence that takes place in the forum state and is therefore subject to the state's regulation. *Id.* When there is no connection between the plaintiff's claims and the nonresident defendant's contacts with the forum state, specific jurisdiction is lacking regardless of the extent of the defendant's unconnected activities in the state. *Id.*; *Devonshire Reit II Operating P'ship, LP v. Shopone Ctrs. Operating P'ship, LP*, Lucas C.P. No. G-4801-CI-0202302851, 2024 Ohio Misc. LEXIS 152, *46-47 (Feb. 21, 2024).

Here, Dominion Energy has no contacts with or activity within Ohio that would permit this Court to assert personal jurisdiction over it in this lawsuit. It is a legally distinct entity from The East Ohio Gas Company, the PUCO-regulated utility and operating company that had responsibility for the safety of natural gas service lines in Youngstown, Ohio. Dominion Energy does not have a mailing address in Ohio, and it is not registered or qualified to conduct business in Ohio. Even prior to the Enbridge transaction, Dominion Energy never conducted business in Ohio, did not own, manage, or lease any property in Ohio, did not control the business decisions that The East Ohio Gas Company made, and did not have any employees in Ohio. Absent any contact with Ohio, there is no basis for this Court to find that Dominion Energy purposefully availed itself of the privilege of acting in Ohio. Respectfully, Plaintiff cannot meet its burden of proving the facts required for specific jurisdiction over non-resident Dominion Energy. Dominion Energy's lack of contacts with Ohio also fails to satisfy the requirements of due process necessary for this Court to exercise personal jurisdiction over it.

D. Plaintiff cannot plausibly state a claim for relief against Dominion Energy

Plaintiffs' claim against Dominion Energy is premised on two allegations, both of which are demonstrably false even at this stage in the litigation:

17. Defendant, Dominion Energy, Inc. (hereinafter "Dominion Energy") is a Virginia corporation that transacted business in Mahoning County, Ohio. Among other things, and at all times relevant to this Complaint, Dominion Energy acted through its agents, servants, employees, contractors, affiliated subsidiaries and/or entities in conducting the business of owning, operating, maintaining, or transporting natural gas and alternative fuel and also transmits, maintains, and oversees natural gas pipelines and distribution lines, including the gas lines which supplied natural gas to Realty Building and thus, is vicariously liable for their actions.

30. At all times relevant to this Complaint, the natural gas lines in and near the Realty Building vault were owned, maintained and/or controlled, either jointly or separately, by the Enbridge Defendants.

The papers and Declaration that Dominion Energy has attached to this Motion demonstrate that Plaintiffs' allegations are not plausibly true. As demonstrated above, Dominion Energy does not own, operate, or transport natural gas and/or natural gas pipelines; it is merely a holding company. And it did not transact business in Mahoning County or otherwise establish purposeful contacts in Mahoning County. These facts are unquestionably established by the documents of which Dominion Energy asks the Court to take judicial notice, as it is permitted to do in considering a Civil Rule 12(B)(6) motion to dismiss. *State ex rel. Banker's Choice, LLC v. City of Cincinnati*, 2020-Ohio-6864, ¶ 7 ("While generally limited to the allegations stated in a complaint, a trial court may take judicial notice of 'appropriate matters' in considering a Civ.R. 12(B)(6) motion to dismiss for failure to state a claim." (citing *State ex rel. Neff v. Corrigan*, 1996-Ohio-231).)

The Complaint alleges that Dominion Energy, as part of the collective "Enbridge Defendants," owned, maintained, and/or controlled the natural gas lines at the Realty Building.

(*See* Compl., ¶30). This allegation is squarely contradicted by readily verifiable public records. As a threshold matter, Dominion Energy completed the Sale of all interest in the The East Ohio Gas Company's corporate chain to Enbridge Elephant Holdings, LLC on March 6, 2024, approximately three months prior to the May 28, 2024 explosion. (Exhibit 1, ¶5; Exhibit 2). Thus, Dominion Energy bore no corporate relationship whatsoever to The East Ohio Gas Company, or any of the other-named "Enbridge Defendants." Even before the Sale, Dominion Energy was never the operator of, nor did it have exclusive ownership or control over the gas distribution lines themselves; that responsibility rested exclusively with the PUCO-regulated utility, The East Ohio Gas Company. Accordingly, any regulatory duty to properly maintain, document, or operate the natural gas service lines in question belongs to The East Ohio Gas Company, not Dominion Energy.

Hence, the same facts demonstrating lack of personal jurisdiction over Dominion Energy (*i.e.*, Dominion Energy's not having business operations or employees in Ohio, not having ownership or operational control of natural gas pipelines, and not being a natural gas utility with regulatory responsibility for safe operation of natural-gas distribution/service pipelines in Ohio) also plainly demonstrate that Plaintiffs cannot state a claim for relief against Dominion Energy. Because Dominion Energy never distributed or sold natural gas at the Realty Building (or anywhere else in Ohio), it cannot possibly owe any duty related to such activities. Even if this court were to find that personal jurisdiction exists (which it does not), this Court should nevertheless dismiss Dominion Energy from this case pursuant to Civil Rule 12(B)(6) for failure to state a claim.

IV. CONCLUSION

Plaintiff's claims against Dominion Energy must be dismissed because neither Ohio's long-arm statute nor the requirements of due process support any finding that Dominion Energy falls within the jurisdictional reach of Ohio courts. In light of the attached sworn testimony establishing that Dominion Energy is a holding company only, one which does not – and has never – conducted business in Ohio and does not have any employees in Ohio, there is no lawful basis to establish that Dominion Energy has availed itself of the privilege of acting in Ohio. Accordingly, Dominion Energy respectfully requests that the Court grant its motion and dismiss Plaintiff's claims against it on the basis of lack of personal jurisdiction.

In the alternative, this Court should find that Dominion Energy's status as a holding company without ownership or operational control of any natural gas distribution assets in Ohio or elsewhere precludes Plaintiff from plausibly alleging any ownership, control, or duty related to the service line at issue in the Complaint. Accordingly, Dominion Energy must be dismissed.

Respectfully submitted,

/s/ Michael L. Snyder

Michael L. Snyder (0040990)

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*Attorneys for Defendant Dominion Energy,
Inc.*

CERTIFICATE OF SERVICE

I hereby certify that on August 3, 2026, a copy of the foregoing **Motion to Dismiss for Lack of Personal Jurisdiction or, in the Alternative, for Failure to State a Claim Upon Which Relief Can Be Granted** was electronically filed through the Court's e-filing system. Service of this filing will be made by operation of the Court's electronic filing system upon all counsel of record.

/s/ Michael L. Snyder

Michael L. Snyder (0040990)

Counsel for Defendant Dominion Energy, Inc.

EXHIBIT 1

**IN THE COURT OF COMMON PLEAS
MAHONING COUNTY, OHIO**

CITY OF YOUNGSTOWN,

Plaintiff,

v.

THE EAST OHIO GAS COMPANY, *et al.*,

Defendants.

) CASE NO. 2026 CV 01361
)
) JUDGE W. WYATT MCKAY,
) By Assignment
)
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)
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DECLARATION OF RYAN W. BOGGS

I, Ryan W. Boggs, do hereby declare and say under penalty of perjury as follows:

1. I am over the age of eighteen (18), and competent to testify to the matters set forth herein from my personal knowledge.
2. I am Deputy General Counsel for Dominion Energy Services, Inc., the services company affiliated with the holding company Dominion Energy, Inc.
3. Dominion Energy, Inc. is a public utility holding company incorporated and headquartered in Virginia. As a holding company, Dominion Energy, Inc. is a legally and factually separate corporate entity, distinct from its subsidiaries and its subsidiaries' subsidiaries. Dominion Energy, Inc. does not conduct business directly with the public. It also does not own, operate, or maintain natural gas distribution infrastructure like pipelines and metering stations, make regulated gas sales, or provide natural gas distribution services to anyone, anywhere.
4. Dominion Energy, Inc. formerly owned Dominion Energy Questar Corporation – the parent company of Dominion Energy Gas Distribution, LLC, which, in turn, was the parent company of The East Ohio Gas Company.

5. On March 6, 2024, Dominion Energy, Inc. completed its disposition of all right, title, and interest in and to all of the issued and outstanding shares of capital stock in Dominion Energy Questar Corporation to Enbridge Elephant Holdings, LLC (“Sale”). Prior to the Sale, The East Ohio Gas Company (a subsidiary of Dominion Energy Questar Corporation’s subsidiary) did business in Ohio as Dominion Energy Ohio. Since the Sale, it has been re-branded to Enbridge Gas Ohio, but its corporate structure remained unaffected.
6. Dominion Energy, Inc. has never had a presence in Ohio. It never had an office or mailing address in Ohio, and never owned, leased, operated, managed, or maintained any property in Ohio. Nor has Dominion Energy, Inc. ever been registered or qualified to conduct business in Ohio, and, for that reason, has no agent for service of process in Ohio.
7. Although Dominion Energy, Inc. has officers and a board of directors, it has no employees in Ohio or elsewhere.
8. I have personal knowledge of the Form 8-K that Dominion Energy submitted to the United States Securities and Exchange Commission following completion of its disposition of assets, including the East Ohio Gas Company, to Enbridge Elephant Holdings, LLC, and I affirm that the copy attached hereto as **Appendix A** is correct and authentic.
9. I declare under penalty of perjury under the laws of the United States and the State of Ohio that I am authorized to testify on behalf of Dominion Energy, Inc. and that the statements herein are true and correct to the best of my current knowledge, information, and belief, based upon documents and information currently available. I am aware that

if any of the foregoing statements made by me are willfully false, I may be subject to punishment.

Dated: August 3, 2026

By: /s/ Ryan W. Boggs
Ryan W. Boggs

APPENDIX A

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 6, 2024

Dominion Energy, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Virginia
(State or other jurisdiction
of incorporation)

001-08489
(Commission
File Number)

54-1229715
(IRS Employer
Identification No.)

120 Tredegar Street
Richmond, Virginia
(Address of Principal Executive Offices)

23219
(Zip Code)

Registrant's Telephone Number, Including Area Code (804) 819-2284

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	D	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.01 Completion of Acquisition or Disposition of Assets.

On March 6, 2024, Dominion Energy, Inc. (Dominion Energy) completed the previously announced disposition of Dominion Energy Questar Corporation (the Company), including the East Ohio Gas Company (d/b/a Dominion Energy Ohio) (East Ohio) and related entities, pursuant to the Purchase and Sale Agreement dated as of September 5, 2023 (the Purchase Agreement), by and between Dominion Energy and Enbridge Elephant Holdings, LLC (the Purchaser), a wholly-owned subsidiary of Enbridge Inc., a Canadian corporation (the Transaction). Pursuant to the Purchase Agreement, Dominion Energy sold to Purchaser, and Purchaser purchased from Dominion Energy, all of Dominion Energy's right, title and interest in and to all of the issued and outstanding shares of capital stock in the Company.

At the closing of the Transaction, Purchaser provided total consideration of approximately \$4.3 billion in cash, subject to post-closing adjustments, and the assumption by Purchaser of approximately \$2.3 billion of related long-term debt, totaling a value of \$6.6 billion for the Transaction.

East Ohio includes Dominion Energy's regulated natural gas sales, transportation, gathering, storage and distribution operations in Ohio that serves approximately 1.2 million residential customers.

The Purchase Agreement and the Transaction contemplated thereby are more fully described in Dominion Energy's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on September 5, 2023, which description is incorporated herein by reference. Such description and the foregoing description of the Transaction and the Purchase Agreement do not purport to be complete and are qualified in their entirety by reference to the full text of the Purchase Agreement, which is filed as Exhibit 2.1 hereto and to such Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(b) Pro forma financial information

Pro forma financial information with respect to the Transaction is not required to be filed with this Current Report on Form 8-K because Dominion Energy has previously reported the results of the disposed business as discontinued operations in its Annual Report on Form 10-K for the year ended December 31, 2023.

(d) Exhibits

- | | |
|-----|---|
| 2.1 | <u>Purchase and Sale Agreement, dated as of September 5, 2023, by and between Dominion Energy, Inc. and Enbridge Elephant Holdings, LLC (Exhibit 2.1, Form 8-K filed September 5, 2023, File No. 001-08489, incorporated by reference).</u> |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DOMINION ENERGY, INC.

Registrant

/s/ Steven D. Ridge

Name: Steven D. Ridge

Title: Executive Vice President and
Chief Financial Officer

Date: March 7, 2024

EXHIBIT 2

THE PUBLIC UTILITIES COMMISSION OF OHIO

IN THE MATTER OF THE NOTICE OF
THE EAST OHIO GAS COMPANY D/B/A
DOMINION ENERGY OHIO AND
ENBRIDGE ELEPHANT HOLDINGS, LLC.

CASE NO. 23-972-GA-UNC

FINDING AND ORDER

Entered in the Journal on March 6, 2024

I. SUMMARY

{¶ 1} The Commission approves, subject to Staff's recommendations, the joint notice of parent company transaction filed by The East Ohio Gas Company d/b/a Dominion Energy Ohio and Enbridge Elephant Holdings, LLC and finds that the transaction is reasonable and should not adversely impact Ohio customers.

II. PROCEDURAL HISTORY

{¶ 2} Pursuant to R.C. 4905.04, 4905.05, and 4905.06, the Commission is vested with the power and jurisdiction to supervise and regulate public utilities.

{¶ 3} The East Ohio Gas Company d/b/a Dominion Energy Ohio (EOG or the Company) is a natural gas company and a public utility as defined in R.C. 4905.03 and R.C. 4905.02, respectively. As such, EOG is subject to the jurisdiction of this Commission. EOG is a wholly owned subsidiary of Dominion Energy Gas Distribution, LLC, which is a wholly owned subsidiary of Dominion Energy Questar Corporation (DEQ), which in turn is a wholly owned subsidiary of Dominion Energy, Inc. (Dominion Energy). Dominion Energy is a holding company that is not a public utility as defined in R.C. 4905.02.

{¶ 4} Enbridge Elephant Holdings, LLC (EE Holdings) is a Delaware limited liability company and direct, wholly owned subsidiary of Genoa Holdings, LLC (Genoa).¹ In turn, Genoa is a direct, wholly owned subsidiary of Enbridge (U.S.) Inc., a Delaware corporation and indirect wholly owned subsidiary of Enbridge, Inc., a Canadian corporation (Enbridge).

{¶ 5} Enbridge, in the filing subject to this proceeding, is described as a leading North American energy infrastructure company, the core business of which includes gas distribution and storage. EE Holdings states that Enbridge owns and operates North America's largest natural gas utility by volume of natural gas delivered and third largest by customer count. Additionally, its natural gas distribution operations are engaged in natural gas sales to, and transportation for, approximately 3.9 million residential, commercial, and industrial customers in Ontario and Quebec, Canada. EE Holdings reports that Enbridge's common stock is publicly held and is traded on the New York Stock Exchange and Toronto Stock Exchange and that, due to its size and strength, Enbridge maintains a strong investment grade credit rating with S&P, Moody's, and Fitch, with access to approximately \$8.3 billion in credit facilities. As such, EE Holdings contends that Enbridge has the financial wherewithal to fund investments in system modernization and expansion.

{¶ 6} On September 5, 2023, Dominion Energy entered into a Purchase and Sale Agreement (Agreement) with EE Holdings pursuant to which EE Holdings will purchase all of Dominion Energy's rights, titles, and interests in and to all of the issued and outstanding shares of capital stock in and of DEQ (the Transaction). With the Transaction, DEQ will become a wholly owned subsidiary of Genoa, and EOG will no longer be an indirect subsidiary of Dominion Energy; instead, EOG will be an indirect subsidiary of Genoa and Enbridge.

¹ EE Holdings is not a public utility as defined in R.C. 4905.02 or subject to Revised Code Title 49 nor would it be as a result of the subject transaction.

{¶ 7} On October 20, 2023, EOG and EE Holdings (the Companies) filed a Joint Notice of Parent Company Transaction (Notice) to inform the Commission of the execution of the Agreement and to provide the Commission the opportunity to elect whether to review the Transaction and any impacts it might have on the Company or its customers under the Commission's general supervisory authority. In the event the Commission does exercise its general supervisory authority over EOG here, the Companies urge the Commission to determine that the Transaction will not adversely impact EOG's customers. Indeed, Dominion Energy and EE Holdings submit that the Transaction will allow EOG to continue to deliver energy, service, and value to customers, enhance the Company's already diverse and capable employee base, and continue to provide leadership in the communities it serves. EOG, of course, will remain subject to full regulation by the Commission, with the Transaction having no effect on the Commission's authority to regulate EOG's service, quality, and rates. To that end, in the Notice, the Companies aver that the Transaction will have no immediate effect on the rates, terms, or conditions of service to EOG's existing customers, and the Company will not seek to recover through rates the transaction costs related to the Transaction. Furthermore, EOG does not expect the Transaction to have any impact on its currently pending base rate and alternative rate plan applications.

{¶ 8} On November 8, 2023, Ohio Consumers' Counsel (OCC) filed a motion to intervene.

{¶ 9} On January 30, 2024, OCC filed a motion to consolidate this matter with EOG's pending application for an increase in rates and for an alternative rate plan.² The

² *In re the Application of The East Ohio Gas Company d/b/a Dominion Energy Ohio for Approval to Increase Natural Gas Rates*, Case No. 23-894-GA-AIR; *In re the Application of The East Ohio Gas Company d/b/a Dominion Energy Ohio for Approval of an Alternative Rate Plan*, Case No. 23-895-GA-ALT; *In re the Application of The East Ohio Gas Company d/b/a Dominion Energy Ohio for Approval to Change Accounting Methods*, Case No. 23-896-GA-AAM; and *In re the Application of The East Ohio Gas Company d/b/a Dominion Energy Ohio for Approval of Tariff Revisions*, Case No. 23-897-GA-ATA.

Companies filed a joint memorandum contra OCC's motion to consolidate in this docket on February 1, 2024, to which OCC filed a reply on February 8, 2024.

{¶ 10} On February 2, 2024, Staff filed comments regarding the Notice (Comments).

{¶ 11} On February 5, 2024, the attorney examiner issued a procedural schedule under which interested persons had until February 20, 2024, to move to intervene and file initial comments regarding the Notice and Staff's Comments; reply comments were due to be filed on February 27, 2024. The attorney examiner also granted OCC's motion to intervene.

{¶ 12} On February 20, 2024, the Ohio Energy Leadership Council fka Industrial Energy Users-Ohio (OELC) filed a motion to intervene citing its "real and substantial interest" in the issues raised by the Notice concerning the Transaction.³ OELC states that a significant number of its members are commercial customers that receive natural gas utility service from EOG and, thus, may be impacted by the Transaction. As such, OELC claims a real and substantial interest in this proceeding. Further, OELC states that it will advocate for adequate, reliable, and efficient delivery and supply of natural gas for all commercial and industrial customers at competitive, reasonable, and transparent rates should the Transaction be approved. Next, OELC asserts that its participation will not unduly prolong or delay this proceeding and that its participation is in the public interest. Finally, OELC maintains that no existing party can represent the interest of its members. Accordingly, OELC submits that it satisfies the liberal standard for intervention associated with Commission proceedings and should be permitted to intervene in this matter pursuant to R.C. 4903.221 and Ohio Adm.Code 4901-1-11. Upon review, the Commission finds that OELC's motion to intervene is not unreasonable and should be granted.

³ No party filed a memorandum contra OELC's motion to intervene.

{¶ 13} On February 20, 2024, OCC filed initial comments regarding the Notice. On the same day, EOG filed correspondence informing the Commission it would not file initial comments but respectfully reserved the right to file reply comments. OELC did not file comments with its motion to intervene.

{¶ 14} On February 27, 2024, the Companies filed joint reply comments. OELC also filed reply comments.

III. MOTION TO CONSOLIDATE

{¶ 15} As stated above, OCC seeks to consolidate this matter with EOG's pending base rate application. OCC asserts that the rates, terms, and conditions of service to EOG's customers may be impacted by the Transaction in ways known or unknown and, therefore, the Notice should not be isolated and considered outside the context of the rate case. Conversely, OCC also argues that the Commission's duty to set just and reasonable natural gas rates must account for the effects of the Transaction on rates to be paid by EOG's consumers. OCC posits that consolidating the proceedings will provide the Commission with a single forum to consider the related matters. OCC maintains that the Commission has the authority to consolidate the merger proceeding with the rate case and that doing so is consistent with Commission precedent, citing a case in which the Commission consolidated a rate case with a Commission ordered investigation. OCC further points to the Ohio Rules of Civil Procedure in support of its argument; specifically, Ohio Civ. R. 42(A) allows the consolidation of cases involving common questions of law or fact. OCC additionally argues that consolidating the matters would protect consumers and ensure that the full effect of the Transaction on consumer rates is accounted for. OCC contends that, in this matter, the Commission must examine the Transaction to evaluate whether it will result in efficiencies in operation or economies of scale, a potential benefit to EOG consumers that may not be realized by consumers if not considered in future rates. Yet, the test year in the rate case — calendar year 2023 — does not account for those potential benefits. Furthermore, says OCC, relying on forecasts based on the current parent company's presumptions may

not reflect the new parent company's future strategies, which may skew future capital needs and, therefore, future rates. OCC states that a combined proceeding will allow for a comprehensive analysis and a streamlined case process, saving time and resources for the parties, the Commission, and all interested stakeholders.

{¶ 16} In a memorandum contra OCC's motion, the Companies counter that consolidation of the proceedings is not supported by Commission precedent, could lead only to delay resolution of the Notice and cause complications and inefficiencies in the rate case, is otherwise unreasonable, and should be denied. The Companies assert that Commission precedent does not support consolidation. Instead, citing to *In re Notice of a Merger Involving the Parent Company of Vectren Energy Delivery of Ohio, Inc.*, Case No. 18-1027-GA-UNC (*VEDO Merger Case*), Finding and Order (Jan. 30, 2019) and three other cases⁴, the Companies maintain that precedent explicitly defers consideration of any potential rate impact of parent company transactions to a subsequent rate proceeding where benefits are known and denies consolidation where future costs and benefits impacts of a merger transaction are unknown and will not occur until after the test period. The Companies state that there is no overlap between the Notice and the pending rate case; instead, the Transaction falls outside the date certain and test period of the rate case. As such, precedent from the *VEDO Merger Case*, et al., supports the examination of the effects of the Transaction in EOG's next rate case, when the related costs and benefits are known and measurable. Further, the Companies assert that the case OCC cites in support of consolidation is distinguishable in that the Commission ordered investigation was initiated with the specific purpose of investigating the utility's financial condition concurrent with the pending rate case.⁵ The Companies also state that Ohio Civ. R. 42(A) does not support

⁴ The other cases cited by the Companies are *In re Central Tel. Co. of Ohio*, Case No. 85-588-TP-ATA, Finding and Order (Sept. 10, 1985); *In re Ohio Edison*, Case No. 85-792-EL-ATA, Entry (Aug. 6, 1985); and *In re Cincinnati Gas & Electric Co.*, Case No. 81-66-EL-AIR, Entry (June 10, 1981).

⁵ See *In re Cleveland Elec. Illum. Co.*, Case No. 95-1139-EL-COI, Entry (Dec. 14, 1995).

consolidation in this instance because this matter and the rate case do not contain common issue of law or fact. Whereas rate cases are initiated under and governed by R.C. 4909.18, the Commission reviews parent company transactions under its general supervisory powers to ascertain the continued managerial, financial, and technical capabilities of the jurisdictional utility and general impacts on Ohio consumers. Moreover, the purpose of consolidation under the Civil Rules is to avoid unnecessary delay but, here, consolidation would significantly delay consideration of the Notice and adversely affect the Transaction's desired closing date. Finally, the Companies note that OCC will continue to have the ability to assert its interests in future proceedings, as the Transaction will have no effect on the Commission's jurisdiction over EOG. As such, OCC may pursue its arguments regarding the effect of the Transaction on customer rates in a future base rate proceeding and/or other relevant action.

{¶ 17} In reply, OCC provides a lengthy narrative of Enbridge's multi-layered acquisitions of natural gas utilities in Ohio and elsewhere and continues to reiterate its position that the proposed Transaction presents issues deserving of scrutiny in conjunction with EOG's rate case. OCC characterizes the Notice as lacking transparency, especially in comparison to similar filings in other states regarding other Enbridge subsidiaries' acquisitions of other natural gas utilities, and consolidating the proceedings is crucial to full consideration of the Transaction. OCC argues that the Commission should not be bound by the Companies' desired timeline nor otherwise rush its analysis. Instead, OCC posits that the Commission cannot make an informed decision on the appropriateness of the Transaction without first establishing a procedural schedule with ample time for discovery, the filing of testimony, and a full evidentiary hearing. In short, OCC broadly submits that consolidation is necessary for consumer protection.

{¶ 18} The Commission is vested with broad discretion to manage its dockets to avoid undue delay and the duplication of effort, including the discretion to decide how, in light of its internal organization and docket considerations, it may best proceed to manage and expedite the orderly flow of its business, avoid undue delay, and eliminate unnecessary

duplication of effort. *In re Application of Columbus S. Power Co. and Ohio Power Co. for Authority to Establish a Standard Service Offer*, 11-346-EL-SSO, et al., Opinion and Order (Aug. 8, 2012) at 24, citing *Toledo Coalition for Safe Energy v. Pub. Util. Comm.*, 69 Ohio St.2d 559, 560, 433 N.E.2d 212 (1982). Further, under Ohio Adm.Code 4901-1-27, the Commission has authority to regulate the course of a hearing and take such actions as may be necessary to avoid undue delay. The Commission considers consolidation as a matter of administrative economy where consolidation will enhance the efficiency of proceedings or where the dockets in multiple cases involve the same matter. *In re Application of Suburban Natural Gas Co. for Approval of an Alternative Form of Regulation*, Case Nos. 22-1132-GA-ALT, et al., Entry (Mar. 8, 2023) at ¶ 9. Here, the Commission finds that there is not sufficient commonality of law or fact to support consolidation of this proceeding with EOG's pending rate case. Furthermore, it is not necessary to delay our consideration of the Notice while the rate case remains pending and subject to several requisite steps to litigation, such as the completion and filing of Staff's report of investigation and potential objections, conducting local public hearings, submission of testimony, and, ultimately, an evidentiary hearing, briefing, and an Opinion and Order. Additionally, the concerns raised by OCC can be addressed, as is necessary, in a future base rate proceeding or other relevant forum. Accordingly, the Commission denies OCC's motion to consolidate.

IV. JOINT NOTICE OF PARENT COMPANY TRANSACTION

A. *Summary of Comments*

1. STAFF COMMENTS

{¶ 19} Staff states that its managerial, technical, and financial review was conducted through data requests and information discussions between Staff and the Companies; Staff also reviewed the Transaction's impact on customers. Regarding the managerial and technical review, Staff observes that day-to-day management of the Company will remain the responsibility of current EOG management. Additionally, the day-to-day technical operations of the distribution system will remain the responsibility of

current EOG employees. According to data requests, EE Holdings does not expect or plan to make changes to the management or technical operators of EOG. Staff states that Enbridge has interests in and operates several pipelines in Ohio, including Texas Eastern Transmission, LP, NEXUS Gas Transmission, LLC, and Generation Pipeline, LLC, and is thus familiar with Staff's gas pipeline safety division. Staff has no concerns with Enbridge's current gas pipeline safety operations in Ohio nor with Enbridge's anticipated future compliance regarding the same. Staff also notes that Enbridge operates a large natural gas distribution system in Canada and has familiarity with the natural gas industry.

{¶ 20} Financially, Staff states that the proposed acquisition of EOG by EE Holdings appears to be credit neutral for the Company overall. Staff notes that because EOG will be maintained as a separate legal entity, the Company will be structurally isolated from contagion risks associated with other EE Holdings affiliates, should such risks exist. Further, EOG will continue to provide public utility service, will continue to own, operate, and maintain the facilities necessary to provide such service, and will continue to be accounted for separately. Staff also states that, because EOG and EE Holdings have committed to not seek recovery in rates for transaction costs⁶, costs associated with the transaction should not negatively impact EOG or its customers. Additionally, the purchase price for EOG will be allocated to the fair value of its tangible and intangible assets and any excess will be recorded as goodwill on EE Holdings' balance sheet, and not the Company's. Continuing, Staff observes that EOG has investment grade credit rating profiles with Moody's, Standard & Poor's, and Fitch, and it is anticipated that EOG will maintain its own credit rating post-transaction and will continue to issue its own long-term debt. And, since the new parent company is a large, investment-grade holding company with strong

⁶ In this context, transaction costs are understood to mean those incurred to structure, negotiate, and execute the transaction; professional service fees, including investment banker fees, counsel fees, audit fees, and accounting fees; and direct internal labor and external services needed to evaluate the merger, negotiate its terms, obtain regulatory approvals, obtain shareholder approvals, and execute transaction costs. *See In re Vectren Energy Delivery of Ohio*, Case No. 18-1027-GA-UNC, Finding and Order (Jan. 30, 2019).

operational expertise and ample access to capital markets, the impact of the Transaction on the credit quality of EOG is likely to be minimal. Finally, Staff notes that one of EOG's most significant credit challenges is its elevated capital expenditures program due to aging infrastructure. EOG's capital expenditures are estimated to significantly exceed depreciation leading to ongoing negative discretionary cash flow and requiring short-term liquidity support. Currently, the Company has been able to maintain adequate liquidity support through an \$800 million intercompany lending agreement with its current parent company. Staff reports that Enbridge has committed to provide EOG similar access to liquidity support through an intercompany lending arrangement to fund working capital requirements.

{¶ 21} Finally, Staff comments on several anticipated impacts on customers. Staff states that, initially, customers will experience a rebranding transition as EE Holdings changes printed materials, i.e., bills with a name change and new logos, as well as website URL changes, new social media platforms, and revisions to building and fleet signage. Staff reports that EE Holdings anticipates completing the rebranding of EOG within 180 days of closing. Staff recommends that the Company keep Staff informed of all rebranding changes, timelines, and information provided to customers during that 180-day window as customers adjust. Continuing, Staff states that the cost of the transition may eventually be recovered in customer rates, but EE Holdings could not provide Staff with an estimate of the total transition costs. Staff believes that EE Holdings should provide Staff with annual updates on charges that could result in transition costs to customers and recommends that EE Holdings also provide updates on any changes in systems, policies, and procedures for at least three years. Given EE Holdings' commitment to safety and investments in the natural gas industry, Staff believes that Enbridge will have a positive impact on safety and compliance.

{¶ 22} In sum, Staff concludes that the proposed sale of EOG to EE Holdings is not unreasonable and should not adversely impact Ohio customers. Rather, customers should receive uninterrupted and adequate service as the current management and technical

personnel will not change. Staff does recommend, however, that EE Holdings should provide updates to Staff regarding all rebranding changes, timelines, and information provided to customers during the 180-day rebranding period and, for a period of at least three years, should provide Staff with both annual updates on charges that could result in transition costs to customers and updates on any changes in systems, policies, and procedures.

2. OCC's INITIAL COMMENTS

{¶ 23} OCC asserts that the Commission must conduct a thorough evidentiary proceeding in this matter. OCC contends that Enbridge is seeking review or approval from public utility regulators in four other states to move forward with various utility purchases. Compared to those transactions, for which applications including the purchase agreement and testimony were submitted, OCC claims the Notice in this matter is deficient in providing the Commission the information it needs to form a decision. OCC believes full exploration of issues ranging from impacts on rates, services, and labor, environmental consequences, regulatory oversight of a foreign corporation, the interplay of various Enbridge subsidiaries, and long-term plans must be investigated to prevent any ill-effects from the Transaction. OCC states that Staff's Comments finding that the Transaction does not harm Ohio consumers are premature and should not be adopted. Instead, the Commission's review should be geared toward safeguarding consumers with an in-depth evaluation of any potential cross-subsidization, unequal investment favoring other states, or disparities in consumer programs and an analysis of whether there are ring-fencing protections, favored nations clauses, or performance-based incentives that ensure Ohio consumers equal treatment compared to those in other states. As such, OCC submits that the Notice and Transaction should be reviewed through a fully litigated, public evidentiary hearing preceded by ample discovery and pre-filed testimony. Finally, OCC reiterates its request that this matter be consolidated with EOG's pending rate case. Alternatively, OCC requests that the Commission reassess the operative test year and date certain, delay the

rate case, or require a new, post-Transaction rate case to revisit its potential impacts on Ohio consumers.

3. REPLY COMMENTS

{¶ 24} In reply comments, OELC expresses its support for OCC's position that a full procedural schedule be issued and an evidentiary hearing be held in this proceeding. OELC posits that the Notice filed in this case is inadequate and lacking in specificity given the size and scope of the Transaction, especially in comparison to applications filed in other states and in previous proceedings before the Commission involving other interests. While OELC states its agreement with all of OCC's comments, OELC specifically highlights the concern of whether Enbridge will ensure that EOG's consumers receive affordable and reliable services. OELC acknowledges Staff's discussion of the credit challenges posed by EOG's elevated capital expenditures program and Enbridge's expressed commitment to give EOG liquidity support but questions the specifics of that commitment and whether it can be relied upon. In short, OELC believes there are questions regarding the Notice and Transaction that remain to be asked and answered and, thus, supports OCC's request that this matter be fully litigated.

{¶ 25} In response to OCC's request for a full procedural schedule, including an evidentiary hearing, the Companies note that, despite having more than three months to engage in discovery and receiving copies of all responses to Staff's data requests, OCC's comments contain no specific information that undercuts the conclusions in Staff's Comments. The Companies assert that, instead of providing pointed support for its argument that there is insufficient information for the Commission to make an informed decision, OCC asks the Commission to expand the proceeding to consider matters outside the limited scope of this matter by repeating many of the same arguments asserted in support of its motion to consolidate. The Companies state that such a path is unnecessary; enlarging the timeframe for discovery would not lead to information OCC could not have gathered to date and there is no cause for a hearing, especially over matters outside the scope of this proceeding. Rather, the Companies submit that the Commission has all the

information necessary to inform its decision regarding the Notice and can address and consider the rate impacts of the Transaction, if any, in EOG's next rate proceeding. *See VEDO Merger Case*, Finding and Order (Jan. 30, 2019). Moreover, the Companies relate that OCC misrepresents the information provided to and/or available to the Commission to make a decision in this matter where EOG provided the Commission with a copy of the Agreement and, further, there are publicly available links to a summary of the Agreement as well as the purchase and sale agreements subject to proceedings in other states.

{¶ 26} In line with the *VEDO Merger Case*, the Companies urge the Commission to follow Staff's Comments finding that EOG will continue to have the managerial, technical, and financial ability to provide adequate service and the Transaction will not adversely affect customers. The Companies stress that OCC does not seriously challenge EOG's continued managerial capability and, ignoring that EOG has had local management despite its current parent company's location in Virginia, merely speculates that the transition may lead to a shift from local to centralized control and decision making. Similarly, although OCC ponders the unrelated possibility of effects on labor agreements, the Notice makes clear that EOG's key technical personnel will remain in place. Continuing, the Companies maintain that OCC's concerns regarding Enbridge's ability or commitment to support EOG's future capital investments is wholly unfounded and contrary to OCC's acknowledgment of Enbridge's significant financial resources and access to capital markets. Regardless, the Companies submit that, per the *VEDO Merger Case*, the Transaction's effects, if any, on base rates is an issue properly reserved for a future EOG rate proceeding. Finally, while acknowledging that the Transaction will impact EOG's customers, the Companies reject as speculative OCC's concerns that those impacts will be detrimental and commits to complying with Staff's recommendations, if adopted. The Companies further reiterate that, as recognized within the Notice, the Commission will continue to have full regulatory authority over EOG as a public utility subject to the provisions of Revised Code Title 49. Furthermore, and contrary to OCC's arguments that the Commission should consider other Enbridge subsidiaries' acquisitions of public utilities outside the state of Ohio, the

Companies aver that the Commission's evaluation is properly focused on EE Holding's proposed acquisition of EOG. As recognized by Staff, EOG will be maintained as a separate legal entity isolated from contagion risks, if any, associated with the business activities of other Enbridge affiliates.

B. Commission Conclusion

{¶ 27} R.C. 4905.04 through 4905.06 provide that the Commission has general supervision over public utilities within its jurisdiction and the responsibility to be apprised of the manner in which their properties are operated, managed, and conducted with respect to the adequacy of service or security of the public. EOG is a jurisdictional utility, and the Commission maintains an interest in its continued operations and ability to serve customers in the state. Moreover, the Commission has historically reviewed proposed mergers and transfers of parent-company ownership of Ohio utilities to ensure that the transactions are in the public interest. See *In re Joint Application of Generation Pipeline LLC and NEXUS Gas Transmission, LLC*, Case No. 19-366-GA-UNC, Finding and Order (Aug. 14, 2019); *VEDO Merger Case*, Finding and Order (Jan. 30, 2019); and *In re Northeast Ohio Natural Gas Corp., Brainard Gas Corp., Orwell Natural Gas Co., and Spelman Pipeline Holdings, LLC*, Case No. 18-1484-GA-UNC, et al., Finding and Order (Jan. 3, 2019).

{¶ 28} In light of these general supervisory and regulatory powers granted by R.C. 4905.04 through 4905.06, the Commission has reviewed the Notice, Staff's Comments, and the initial and reply comments of OCC, OELC, and the Companies. Upon that review, the Commission finds that the Transaction identified in the Notice does not appear unreasonable and should not adversely impact Ohio customers. Contrary to OCC's claims, the Commission has before it the information needed to make a determination regarding the managerial, technical, and financial ability of EOG, and we find that, under EE Holding's ownership, EOG will continue to have the managerial, technical, and financial capability to provide uninterrupted, safe, adequate, and reasonably-priced natural gas service to Ohio customers without anticipated adverse impacts to consumers. The Commission further finds that it is not necessary to hold an evidentiary hearing in this matter. The majority of

concerns raised by OCC and OELC in advocating for a full procedural schedule and evidentiary hearing in this matter are speculative and fall outside the scope of our review of the Notice. Furthermore, OCC and OELC have not demonstrated any dispute regarding any issue of fact. Whether the Transaction will result in efficiencies of operations or economies of scale that will influence customer rates, whether the cross-subsidization occurs that precludes recovery of certain costs, and what form liquidity support for EOG's future capital expenditures program expenditures embodies—among others—are the sort of questions and issues that can be considered if and when they become ascertainable. Indeed, as we expressed in the *VEDO Merger Case*, these complex matters are inherent to and better suited to investigation and litigation during EOG's next base rate proceeding or other more relevant forum. The Commission further notes that any proposed recovery of transition costs in a future proceeding will be subject to past precedent regarding the recovery of advertising and marketing costs by public utilities. Moreover, the Commission will hold the Companies to their commitment to not seek recovery for any transaction costs from Ohio consumers.

{¶ 29} Accordingly, the Commission approves the Notice, subject to Staff's recommendations that the Company keep Staff informed of all rebranding changes, timelines, and information provided to customers during the 180-day rebranding window and that EE Holdings provide Staff with annual updates on charges that could result in transition cost to customers, as well as updates on changes in systems, policies, and procedures, for at least three years.

V. ORDER

{¶ 30} It is, therefore,

{¶ 31} ORDERED, That OELC's motion to intervene be granted. It is, further,

{¶ 32} ORDERED, That OCC's motion to consolidate this matter with the pending rate case be denied. It is, further,

{¶ 33} ORDERED, That the Notice filed by the Companies be approved, subject to Staff's recommendations. It is, further,

{¶ 34} ORDERED, That nothing in this Finding and Order shall be binding upon this Commission in any future proceeding or investigation involving the justness or reasonableness of any rate, charge, rule, or regulation. It is, further,

{¶ 35} ORDERED, That a copy of this Finding and Order be served upon all parties of record.

COMMISSIONERS:

Approving:

Jenifer French, Chair
Daniel R. Conway
Lawrence K. Friedeman
Dennis P. Deters
John D. Williams

PAS/dr

**This foregoing document was electronically filed with the Public Utilities
Commission of Ohio Docketing Information System on**

3/6/2024 3:13:08 PM

in

Case No(s). 23-0972-GA-UNC

Summary: Finding & Order that the Commission approves, subject to Staff's recommendations, the joint notice of parent company transaction filed by The East Ohio Gas Company d/b/a Dominion Energy Ohio and Enbridge Elephant Holdings, LLC and finds that the transaction is reasonable and should not adversely impact Ohio customers electronically filed by Ms. Donielle M. Hunter on behalf of Public Utilities Commission of Ohio.

EXHIBIT 3

CHRISTOPHER T. KENNEDY
Direct: 614.224.3912
kennedy@whitt-sturtevant.com

April 16, 2024

Ms. Barcy F. McNeal
Public Utilities Commission of Ohio
180 East Broad Street
Columbus, Ohio 43215

Re: *The East Ohio Gas Company d/b/a Enbridge Gas Ohio*, Case No. 23-972-GA-UNC

Dear Ms. McNeal:

On March 6, 2024, the Commission entered its Finding and Order in the above-captioned proceeding in which it approved, subject to Staff's recommendations, the joint notice (Notice) of parent company transaction (Transaction) filed by The East Ohio Gas Company (EOG or the Company) and Enbridge Elephant Holdings, LLC (EE Holdings). Among other thing, the Order requires EOG to keep Staff informed of all rebranding changes.

The Company hereby provides notice that on March 6, 2024, the Transaction closed. The Company is now doing business as Enbridge Gas Ohio, and has registered the Enbridge Gas Ohio trade name with the Secretary of State of Ohio, effective March 8, 2024. At this time, the transition to the new Enbridge Gas Ohio trade name is not expected to involve any change in the Company's corporate status or legal name, which will remain The East Ohio Gas Company.

Given the transition to the new trade name, the Company hereby formally files a revised tariff sheet, effective April 16, 2024, which updates the cover page of its tariff with the new trade name. Please update accordingly the Commission's copy of EOG's tariff. At this time, EOG expects that any additional revisions to EOG's tariff sheets to reflect the new trade name will be in conjunction with a future compliance filing in EOG's pending base rate case, Case No. 23-894-GA-AIR. Please note that a copy of this correspondence will be filed electronically in the above-captioned docket and Case No. 89-8006-GA-TRF.

Respectfully submitted,

/s/ Christopher T. Kennedy

*Counsel for The East Ohio Gas Company d/b/a
Enbridge Gas Ohio*

Enclosure – EOG Tariff Cover Page
cc: Counsel to all parties (via electronic mail)

The KeyBank Building • 88 East Broad Street, Suite 1590 • Columbus, Ohio 43215
180 North LaSalle Street, Suite 2020 • Chicago, Illinois 60601

www.whitt-sturtevant.com

2026 CV 01361

INDEX

OF

GAS RATE SCHEDULES

OF

THE EAST OHIO GAS COMPANY
dba ENBRIDGE GAS OHIO

FILED WITH

THE PUBLIC UTILITIES COMMISSION OF OHIO

Issued: 4/16/2024

Effective: 4/16/2024

Filed under authority of the Public Utilities Commission of Ohio in Case No. 23-972-GA-UNC
Daniel A. Weekley, Vice President and General Manager

2026 CV 01361

**This foregoing document was electronically filed with the Public Utilities
Commission of Ohio Docketing Information System on**

4/16/2024 4:15:19 PM

in

Case No(s). 23-0972-GA-UNC, 89-8006-GA-TRF

Summary: Correspondence Correspondence submitting revised cover page for the Commission's copy of the Company's tariff electronically filed by Mr. Christopher T. Kennedy on behalf of The East Ohio Gas Company d/b/a Enbridge Gas Ohio.