

**STATE OF NORTH CAROLINA
UTILITIES COMMISSION
RALEIGH**

DOCKET NO. G-5, SUB 667

BEFORE THE NORTH CAROLINA UTILITIES COMMISSION

In the Matter of
Joint Application of Public Service Company) ORDER SCHEDULING HEARINGS,
of North Carolina, Inc. and Enbridge Parrot) ESTABLISHING DISCOVERY
Holdings, LLC to Engage in a Business) GUIDELINES, AND REQUIRING
Combination Transaction) CUSTOMER NOTICE

BY THE COMMISSION: On October 20, 2023, Public Service Company of North Carolina, Inc., d/b/a Dominion Energy North Carolina (PSNC) and Enbridge Parrot Holdings, LLC (EP Holdings) (together, Joint Applicants) filed a joint application pursuant to N.C. Gen. Stat. § 62-111(a) and Commission Rule R1-5 for authorization to engage in a business combination transaction (Transaction). Attached to the joint application were the following: the Purchase and Sale Agreement (Agreement) entered into by Dominion Energy, Inc. (Dominion Energy) and EP Holdings; a Cost-Benefit Analysis; and a Market Power Analysis.

On November 15, 2023, EP Holdings filed the direct testimony and exhibits of Michele Harradence, James Sanders, and Christopher Johnston, and the expert direct testimony and exhibits of John Reed of Concentric Energy Advisors. On November 15, 2023, PSNC filed the direct testimony of D. Russell Harris. The joint application and testimony are hereinafter collectively referred to as the Joint Application.

The Joint Applicants request that the Commission authorize the sale by Dominion Energy of all of the membership interests of Fall North Carolina Holdco LLC (NC Holdco) to EP Holdings, a holding company and direct wholly-owned subsidiary of Enbridge Genoa U.S. Holdings, LLC (Genoa Holdings).¹ Subject to and following the Commission's approval of the Transaction and pursuant to the Agreement, EP Holdings will become the indirect parent of PSNC. PSNC will become an indirect subsidiary of Genoa Holdings, will no longer be an indirect subsidiary of Dominion Energy, and will operate under the tradename "Enbridge Gas North Carolina".

The Commission's Order Requiring Filing of Analyses issued November 2, 2000, in Docket No. M-100, Sub 129 (Sub 129 Order), requires that merger applications be accompanied by a market power analysis and a cost-benefit analysis. The Joint

¹ On November 20, 2023, the Commission issued its Order Approving Corporate Reorganization authorizing the reorganization of PSNC's relationship with its corporate parents whereby PSNC will become a wholly-owned direct subsidiary of NC Holdco and will own all the issued and outstanding shares of capital stock in PSNC. NC Holdco is a direct wholly-owned subsidiary of Dominion Energy.

Applicants submit that the Cost-Benefit Analysis and Market Power Analysis attached to the Joint Application comply with this requirement.

The Public Staff presented this matter at the Commission's Regular Staff Conference on December 18, 2023, and recommends that an order be issued setting the Joint Application for hearing, establishing deadlines for petitions to intervene and the filing of testimony, establishing appropriate discovery rules, and requiring public notice. The Public Staff further recommends that the procedural order state that the Joint Application satisfies the requirements of the Sub 129 Order.

Based upon a review of the Joint Application and the recommendations of the Public Staff, the Commission finds good cause to set the Joint Application for hearing, establish deadlines for petitions to intervene and the filing of testimony, establish appropriate discovery rules, and require public notice. Further, the Commission finds and concludes that the Joint Application satisfies the requirements of the Sub 129 Order.

The guidelines regarding discovery in this docket, subject to modification for good cause shown, are as follows:

1. Any deposition shall be taken before the deadline for the filing of the Public Staff and other intervenor testimony. Notice of deposition shall be served on all parties at least seven calendar days prior to the taking of the deposition. Notice of deposition and all other discovery notices, requests and motions shall be served on the appropriate parties by hand delivery or facsimile, or by electronic delivery if the receiving party has agreed to receipt by electronic delivery.

2. Any motion for subpoena of a witness to appear at the expert witness hearing shall be filed with the Commission before the deadline for the filing of the Public Staff and intervenor testimony, shall be served on the person sought to be subpoenaed at or before the time of filing with the Commission, and shall make a reasonable showing that the evidence of such person will be material and relevant to an issue in the proceeding. See N.C. Gen. Stat. § 62-62. Unless an objection is filed, the Chief Clerk shall issue the requested subpoena within two business days after such a motion is filed.

3. Formal discovery requests related to the Joint Application and Joint Applicants' prefiled direct testimony shall be served on the Joint Applicants no later than 14 business days prior to the filing of the Public Staff and other intervenor testimony. The party served shall have up to ten business days to file with the Commission objections to the discovery requests on an item-by-item basis, but in no event shall objections be filed later than ten business days prior to the deadline for the filing of Public Staff and other intervenor testimony.

4. Formal discovery requests related to the prefiled testimony of the Public Staff or intervenors shall be served no later than five business days after the filing of that party's testimony. The party served shall have up to three business days to file with the Commission objections to the discovery requests on an item-by-item basis, but in no

event shall objections be filed later than eight business days after the filing of that party's testimony.

5. Formal discovery requests related to prefiled rebuttal testimony shall be served no later than two business days after such testimony is filed. The party served shall have up to three business days to file with the Commission objections to the discovery requests on an item-by-item basis, but in no event shall objections be filed later than five business days after rebuttal testimony was filed. Discovery related to rebuttal testimony shall be limited to new material introduced in such rebuttal testimony and will be carefully scrutinized upon objection that such discovery should have been sought during the initial period of discovery.

6. Discovery requests need not be filed with the Commission when served; however, any party filing objections shall attach a copy of the relevant discovery request to the objections. Each discovery request, or part thereof, to which no objection is filed shall be answered by the time objections are due, subject to other agreement of the affected parties or other order of the Commission. Upon the filing of an objection, the party seeking discovery shall have two business days to file with the Commission a motion to compel, and the party objecting to discovery shall have one business day thereafter to file a response. All objections, motions to compel, and responses shall be served on the other affected party at or before the time of filing with the Commission.

7. A party shall not be granted an extension of time to pursue discovery due to that party's late intervention or other delay in initiating discovery.

8. Where any action specified herein is required to be taken within a specified number of days, the time within which the action must be taken shall be computed in accordance with Commission Rule R1-27.

The Commission urges all parties to work in a cooperative manner and to try to accommodate discovery within the time available. The Commission recognizes that in the past most discovery has been conducted in an informal manner without the need for Commission involvement or enforcement, and that such has been generally successful. The above guidelines are without prejudice to the parties conducting informal discovery or exchanging information by agreement at any time with the understanding that such will not be enforceable by the Commission if outside these guidelines.

Further, the Commission finds good cause to require PSNC, EP Holdings, and all other parties who file exhibits and workpapers that include tables of numbers and calculations to provide the Commission Staff, Public Staff, and any other party upon request, an electronic version of all such exhibits and workpapers, with formulas intact.

Finally, the Commission finds good cause to require the Joint Applicants to consult with all of the parties and file, no later than Tuesday, June 6, 2024, a list of witnesses to be called at the expert witness hearing, the order of witnesses, and each party's estimated time for cross-examination of each witness. If the parties cannot agree, the remaining parties shall,

no later than Friday, June 7, 2024, make a filing indicating their points of disagreement with the Joint Applicants' filing.

IT IS, THEREFORE, ORDERED as follows:

1. That the Joint Applicants submitted a Cost-Benefit Analysis and Market Power Analysis in compliance with the requirements of the Sub 129 Order;

2. That hearings for the purpose of receiving public witness testimony on the Joint Application shall be, and are hereby, scheduled as follows:

Raleigh: Monday, May 13, 2024, at 7:00 p.m.
Commission Hearing Room
Dobbs Building
430 North Salisbury Street
Raleigh, North Carolina 27603

Virtual Hearing: Tuesday, May 14, 2024, at 6:30 p.m.
Held remotely via WebEx;

3. That the public witness hearings will be conducted solely for the purpose of receiving the testimony of customers in accordance with Commission Rule R1-21(g). The Commission reserves the right to limit testimony at the public witness hearing pursuant to Commission Rule R1-21(g)(5);

4. That the Tuesday, May 14, 2024, public witness hearing on the Joint Application shall be held remotely via Webex, beginning at 6:30 p.m. A link to view the hearing will be available at www.ncuc.gov. Members of the public that would like to testify must register in advance of the hearing, no later than 5:00 p.m. on Tuesday, May 7, 2024.

To register, please complete the electronic remote Public Witness Registration form located on the Commission's website at <https://ncuc.gov/Hearings/remotepublicregister.html>. If assistance is needed, please contact 919-733-0837.

Only individuals registered by 5:00 p.m. on Tuesday, May 7, 2024, will be allowed to testify at the Tuesday, May 14, 2024, remote public witness hearing. This hearing will be canceled if no one registers to testify by 5:00 p.m. on Tuesday, May 7, 2024;

5. That a hearing for the purpose of receiving expert witness testimony on the Joint Application is scheduled to begin at 10:00 a.m. on Tuesday, June 11, 2024, and continue as necessary until conclusion. The hearing will be held in Commission Hearing Room 2115, Dobbs Building, 430 North Salisbury Street, Raleigh, North Carolina;

6. That the parties shall comply with the discovery guidelines established herein and shall work in a cooperative manner as to discovery;

7. That on or before Monday, May 13, 2024, any persons having an interest in this matter may file petitions to intervene in this proceeding pursuant to Commission Rules R1-5, R1-7, and R1-19;

8. That the Public Staff and intervenors, if any, shall file their testimony on or before Monday, May 13, 2024;

9. That the Joint Applicants shall file their rebuttal testimony, if any, on or before Wednesday, May 29, 2024;

10. That the Joint Applicants shall consult with all other parties and file, no later than Thursday, June 6, 2024, a list of witnesses to be called at the expert witness hearing, the order of witnesses, and each party's estimated time for cross-examination. If the parties cannot agree, the remaining parties shall, no later than Friday, June 7, 2024, make a filing indicating their points of disagreement with the Joint Applicants' filing;

11. That an officer or representative of PSNC and EP Holdings are required to appear before the Commission at the time and place of the expert witness hearing to testify concerning any of the information contained in the Joint Application;

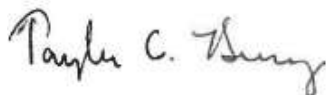
12. That all parties filing supporting exhibits in PDF format shall provide to the Commission Staff electronic versions of the exhibits filed in native Excel format via email at NCUCexhibits@ncuc.net, where applicable, including all of the supporting tabs and formulas, within three days of the filing of such exhibits; and that the Joint Applicants, and all other parties filing exhibits and workpapers that include tables of numbers and calculations, shall provide the Public Staff and any other party upon request an electronic version of all such exhibits and workpapers, with formulas intact; and

13. That PSNC shall mail the attached notice to its customers, as a bill insert or by separate mail, in conjunction with its next billing cycles and shall file a certificate of service prior to the scheduled public witness hearing.

ISSUED BY ORDER OF THE COMMISSION.

This the 10th day of January, 2024.

NORTH CAROLINA UTILITIES COMMISSION



Taylor C. Berry, Deputy Clerk

**STATE OF NORTH CAROLINA
UTILITIES COMMISSION
RALEIGH**

DOCKET NO. G-5, SUB 667

BEFORE THE NORTH CAROLINA UTILITIES COMMISSION

In the Matter of
Joint Application of Public Service Company)
of North Carolina, Inc. and Enbridge Parrot)
Holdings, LLC to Engage in a Business)
Combination Transaction)
NOTICE OF HEARING ON JOINT
APPLICATION TO ENTER INTO
BUSINESS COMBINATION

NOTICE IS HEREBY GIVEN that on October 20, 2023, Public Service Company of North Carolina, Inc., d/b/a Dominion Energy North Carolina (PSNC) and Enbridge Parrot Holdings, LLC (EP Holdings) (together, Joint Applicants) filed a joint application pursuant to N.C. Gen. Stat. § 62-111(a) and Commission Rule R1-5 for authorization to engage in a business combination transaction (Transaction). The Joint Applicants request that the Commission authorize the sale by Dominion Energy of all of the membership interests of Fall North Carolina Holdco LLC (NC Holdco) to EP Holdings, a holding company and direct wholly-owned subsidiary of Enbridge Genoa U.S. Holdings, LLC (Genoa Holdings).¹ Subject to and following the Commission's approval of the Transaction and pursuant to the Agreement, EP Holdings will become the indirect parent of PSNC. PSNC will become an indirect subsidiary of Genoa Holdings, will no longer be an indirect subsidiary of Dominion Energy, and will operate under the tradename "Enbridge Gas North Carolina". On November 15, 2023, the Joint Applicants filed testimony in support of the joint application. The joint application and testimony are hereinafter collectively referred to as the Joint Application.

HEARING PROCEDURES:

The Commission has scheduled the following hearings for the purpose of receiving public witness testimony on the Joint Application:

Monday, May 13, 2024, at 7:00 p.m. Commission Hearing Room Dobbs Building 430 North Salisbury Street Raleigh, North Carolina 27603	Tuesday, May 14, 2024, at 6:30 p.m. Held remotely via WebEx
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The Tuesday, May 14, 2024 public witness hearing on the Joint Application shall be, and is hereby, scheduled to begin at 6:30 p.m. on Tuesday, May 14, 2024, to be held remotely

¹ On November 20, 2023, the Commission issued its Order Approving Corporate Reorganization authorizing the reorganization of PSNC's relationship with its corporate parents whereby PSNC will become a wholly-owned direct subsidiary of NC Holdco and will own all the issued and outstanding shares of capital stock in PSNC. NC Holdco is a direct wholly-owned subsidiary of Dominion Energy.

via Webex. This hearing will be held remotely to facilitate participation from the public. The public witness hearing will begin at 6:30 p.m. and end at the earlier conclusion of the last witness' testimony or 9:30 p.m. A link to view the hearing will be available at www.ncuc.gov.

To register, please complete the electronic Remote Public Witness Registration form located on the Commission's website at www.ncuc.gov/hearings/remotepublicregister.html. A confirmation email will be sent to the email provided after the registration form is submitted.

Further instructions, including the call-in number, will be provided to you by email approximately one week before the hearing. Witnesses calling from a different number than provided at registration may experience delays or other difficulties in providing their testimony. If assistance is needed, please contact 919-733-0837.

Only individuals registered by 5:00 p.m. on Tuesday, May 7, 2024, will be allowed to testify at the public witness hearing; this hearing will be canceled if no one registers to testify by 5:00 p.m. on Tuesday, May 7, 2024.

The public witness hearings will be solely for the purpose of receiving the testimony of public witnesses in accordance with Commission Rule R1-21(g). The Commission reserves the right to limit testimony at the public witness hearing pursuant to Commission Rule R1-21(g)(5).

The expert witness hearing will be held in Raleigh on Tuesday, June 11, 2024, beginning at 10:00 a.m. and continuing as necessary until conclusion. The hearing will be held in the Commission Hearing Room 2115, Dobbs Building, 430 North Salisbury Street, Raleigh, North Carolina. The expert witness hearing, shall be conducted solely for the purpose of receiving testimony of the Applicants, the Public Staff, and any other parties of record.

Consumer statements may be submitted to the Commission via the web form at <https://www.ncuc.gov/contactus.html>. Consumer statements are not evidence unless those persons appear at a public witness hearing and testify concerning the information contained in their consumer statements.

The Public Staff is authorized by statute to represent consumers in proceedings before the Commission. Consumer statements to the Public Staff should include the customer's name, contact information, and any information that the writer wishes to be considered by the Public Staff in its investigation of the matter, and such statements should be addressed to Mr. Christopher J. Ayers, Executive Director, Public Staff, 4326 Mail Service Center, Raleigh, North Carolina 27699-4326. Consumer statements may also be faxed to (919) 715-6704.

The Attorney General is also authorized by statute to represent the consumers in proceedings before the Commission. Statements to the Attorney General should be addressed to The Honorable Josh Stein, Attorney General, c/o Utilities Section, 9001 Mail

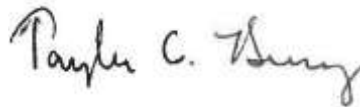
Service Center, Raleigh, North Carolina 27699-9001. Written statements may also be e-mailed to utilityAGO@ncdoj.gov.

Persons desiring to intervene in this matter as formal parties of record should file a petition pursuant to North Carolina Utilities Commission Rules R1-5, R1-7, and R1-19, on or before Monday, May 13, 2024. Any such petition should be filed with the North Carolina Utilities Commission, 4325 Mail Service Center, Raleigh, North Carolina 27699-4300.

Information regarding this proceeding can also be accessed from the Commission's website at www.ncuc.gov under Docket Number "G-5 Sub 667."

This the 10th day of January, 2024.

NORTH CAROLINA UTILITIES COMMISSION

A handwritten signature in black ink that reads "Taylor C. Berry". The signature is written in a cursive style with a large initial 'T'.

Taylor C. Berry, Deputy Clerk