

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

IN THE MATTER OF QUESTAR GAS)	CASE NO. QST-G-23-01
COMPANY’S AND ENBRIDGE QUAIL)	
HOLDINGS, LLC’S JOINT APPLICATION)	NOTICE OF APPLICATION
FOR APPROVAL OF THE PROPOSED)	
SALE OF FALL WEST HOLDCO LLC TO)	NOTICE OF MODIFIED
ENBRIDGE QUAIL HOLDINGS, LLC)	PROCEDURE
)	
)	NOTICE OF VIRTUAL PUBLIC
)	WORKSHOP
)	
)	NOTICE OF TELEPHONIC
)	CUSTOMER HEARING
)	
)	ORDER NO. 36124

On October 20, 2023, Questar Gas Company (“Questar”) and Enbridge Quail Holdings, LLC (“EQ Holdings”) (collectively “Applicants”) filed a copy of a Joint Notice and Application (“Joint Application”) currently pending before the Utah Public Service Commission (“UPSC”) that seeks approval of EQ Holdings’ acquisition of Questar’s parent company, Fall West Holdco LLC (the “Transaction”). The Joint Application outlines the multi-step corporate reorganization process by which Questar will become a wholly-owned subsidiary of EQ Holdings if the acquisition is approved. In response to the filing of the Joint Application, the Idaho Public Utilities Commission (“IPUC”) opened this case to review the Transaction as it relates to Questar’s Idaho customers who are rate regulated by UPSC.

At the IPUC’s January 2, 2024, Decision Meeting, Commission Staff (“Staff”) presented a Decision Memorandum recommending the IPUC petition to intervene in UPSC Docket No. 23-057-16, the Utah proceeding reviewing the Transaction (the “UPSC Proceeding”). Staff believed that intervening in the UPSC Proceeding and obtaining party discovery rights was the most efficient way to gather information relevant to Staff’s review of the Transaction.

On January 29, 2024, the IPUC directed its counsel to file a petition to intervene in the UPSC Proceeding. Since the petition to intervene was granted, Staff has participated in the UPSC Proceeding and kept the IPUC advised of its progress.

At the IPUC’s March 19, 2024, Decision Meeting, Staff recommended that the IPUC issue a Notice of Application, set a virtual public workshop and public customer hearing, and set deadlines for written comments. We now issue this Notice of the Company’s Application, Notice of Modified Procedure, and set a public workshop and telephonic public hearing.

NOTICE OF APPLICATION

YOU ARE HEREBY NOTIFIED that Questar represents that it is a public utility distributing natural gas in Utah, Wyoming, and Franklin County, Idaho.

YOU ARE FURTHER NOTIFIED that Questar represents that, pursuant to an agreement between the UPSC and the IPUC, the UPSC determines the rates and terms of service for Questar’s Idaho customers.

YOU ARE FURTHER NOTIFIED that EQ Holdings represents that it is a wholly owned subsidiary of Genoa Holdings (a Delaware limited liability company) formed in 2023 to take ownership of Questar and certain affiliated entities.

YOU ARE FURTHER NOTIFIED that the Applicants represent that, following a corporate reorganization process, all outstanding shares of Questar will be held by Fall West Holdco LLC (“Fall West”), which will then be conveyed to EQ Holdings.

YOU ARE FURTHER NOTIFIED that the Applicants represent that, following the Transaction, Questar will operate under the trade name Enbridge Gas Utah and will continue to be locally managed by executives with expertise in the retail natural gas industry.

YOU ARE FURTHER NOTIFIED that the Applicants state that the base purchase price for Falls West is \$2,950,000,000, but that amount is subject to adjustments for cash, debt, working capital, capital expenditures, and other sums.

YOU ARE FURTHER NOTIFIED that the Applicants further represent that Questar is not seeking to recover costs of the Transaction in rates and the Transaction will not otherwise result in changes to existing rates, rules, regulations, or classifications.

YOU ARE FURTHER NOTIFIED that the Applicants assert that the Transaction is in the best interest of Questar customers because it will place Questar under a financially stable parent company primarily focused on natural gas with enhanced safety protocols and community investment programs.

YOU ARE FURTHER NOTIFIED that the Application and supporting documentation have been filed with the IPUC and are available for public inspection during regular business hours at the Commission's office. These documents are also available on the Commission's website at www.puc.idaho.gov. Click on the "Natural Gas" icon, select "Open Cases," and then click on the case number as shown on the front of this document.

YOU ARE FURTHER NOTIFIED that all proceedings in this case will be held pursuant to the Commission's jurisdiction under Title 61 of the Idaho Code.

YOU ARE FURTHER NOTIFIED that all proceedings in this matter will be conducted pursuant to the Commission's Rules of Procedure, IDAPA 31.01.01.000 *et seq.*

NOTICE OF MODIFIED PROCEDURE

YOU ARE FURTHER NOTIFIED that the Commission has determined that the public interest may not require a formal hearing in this matter, and it will review the case through written submissions under the Commission's Rules of Modified Procedure Rules 201-204 of the Idaho Public Utilities Commission's Rules of Procedure, IDAPA 31.01.01.201-204. The Commission notes that Modified Procedure and written comments have proven to be an effective means for obtaining public input and participation.

YOU ARE FURTHER NOTIFIED that persons desiring to state a position on this Application may file a written comment explaining why they support or oppose the Application. Persons who would like a hearing must specifically request a hearing in their written comments. **Persons shall have until April 10, 2024, to file written comments.** Comments must be filed through the Commission's website or by e-mail unless computer access is unavailable. To comment electronically, please access the Commission's website at www.puc.idaho.gov. Click the "Case Comment Form" and complete the form using the case number as it appears on the front of this document.

To file by e-mail, persons must e-mail the comments to the Commission Secretary and all parties at the e-mail addresses listed below. Persons submitting a comment by e-mail must provide their name, address, and the Case Number under which they are commenting. Persons submitting a comment by e-mail also acknowledge that submitting a comment in an open case constitutes a

public record under *Idaho Code* § 74-101(13), and all information provided by such person is available for public and media inspection.

If computer access is unavailable, then comments may be mailed to the Commission and the Parties at the addresses below. Persons submitting a comment by mail must provide their name, address, and the Case Number under which they are commenting. Persons submitting a comment by mail also acknowledge that submitting a comment in an open case constitutes a public record under *Idaho Code* § 74-101(13), and all information provided by such person is available for public and media inspection.

For the Idaho PUC:

Commission Secretary
Idaho Public Utilities Commission
P.O. Box 83720
Boise, ID 83720-0074
secretary@puc.idaho.gov

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bburnett@kmclaw.com
jtessmer@kmclaw.com

YOU ARE FURTHER NOTIFIED that the Company may file reply comments, if necessary, by no later than **April 17, 2024**.

YOU ARE FURTHER NOTIFIED that if no written comments or protests are received within the time limit set, the Commission will consider this matter on its merits and enter its Order without a formal hearing. If written comments are received within the time limit set, the Commission will consider them and, in its discretion, may set the same for formal hearing.

YOU ARE FURTHER NOTIFIED that all proceedings in this case will be held pursuant to the Commission's jurisdiction under Title 61 of the Idaho Code, and specifically *Idaho Code* §§ 61-502 and 61-503. The Commission may enter any final Order consistent with its authority under Title 61.

NOTICE OF VIRTUAL PUBLIC WORKSHOP

YOU ARE FURTHER NOTIFIED that Staff will hold a virtual, public, informational workshop for customers taking service from the Questar on **WEDNESDAY, APRIL 3, 2024, AT 1:00 PM (MST)**. The purpose of the workshop is to provide customers with an overview of the Application and Staff's analysis regarding the proposed acquisition of Questar by EQ Holdings and its potential impact on customers. At the workshop, customers may ask Staff about the Application and how customers may further participate in the proceeding. Representatives of the Companies may also be available. To participate online, please visit **idahogov.webex.com**, and enter meeting number **2633 552 9472**. Then click on the green "Join" button. At the next window, please enter this password: **WednesdayMeeting**. Next, please click on the green "Join Webinar" button. At the next window, please enter your name and e-mail address, and then click on the "next" button. Then click on the green "Join Webinar" button.

To participate over the phone, please call **1-415-655-0001** and enter meeting number **2633 552 9472** when prompted.

NOTICE OF TELEPHONIC CUSTOMER HEARING

YOU ARE FURTHER NOTIFIED that the Commission will conduct a public telephonic customer hearing in this matter on **APRIL 10, 2024, AT 11:00 A.M. (Mountain Standard Time)**. The purpose of the public hearing is to take testimony from members of the public and customers of the Company. To participate, interested persons can call **1-415-655-0001** shortly before the designated time, and enter the **meeting number 2631 080 0497** when prompted. Those planning to testify are encouraged to start calling in to the hearing at about 10:45 a.m. (Mountain Standard Time) on April 10, 2024.

YOU ARE FURTHER NOTIFIED that the telephonic hearing will meet accessibility requirements of the Americans with Disabilities Act. Persons needing the help of a sign language interpreter or other assistance to participate in or to understand testimony at a public hearing may ask the Commission to provide a sign language interpreter or other assistance at the hearing. The request for assistance must be received at least five working days before the hearing by contacting the Commission Secretary at:

IDAHO PUBLIC UTILITIES COMMISSION
P.O. BOX 83720
BOISE, IDAHO 83720-0074
(208) 334-0338 (Telephone)
(208) 334-3762 (FAX)
secretary@puc.idaho.gov

ORDER

IT IS HEREBY ORDERED that the deadline for written public comments is April 10, 2024, and the deadline for the Company to file a reply, if any, is April 17, 2024.

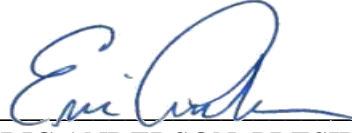
IT IS FURTHER ORDERED that Commission Staff shall hold a virtual, public, informational, customer workshop on Wednesday, April 3, 2024, at 1:00 PM (MDT).

IT IS FURTHER ORDERED that a telephonic public hearing be held on the Company's Application on Wednesday, April 10, 2024, at 11:00 A.M. (Mountain Standard Time).

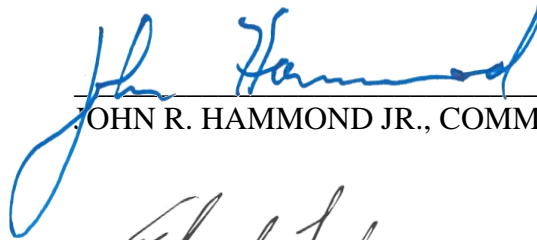
IT IS FURTHER ORDERED that parties comply with Order No. 35375, issued April 21, 2022. Generally, all pleadings should be filed with the Commission electronically and will be deemed timely filed when received by the Commission Secretary. *See* Rule 14.02. Service between

parties should continue to be accomplished electronically when possible. However, voluminous discovery-related documents may be filed and served on CD-ROM or a USB flash drive.

DONE by Order of the Idaho Public Utilities Commission at Boise, Idaho this 27th day of March 2024.



ERIC ANDERSON, PRESIDENT

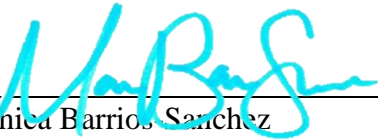


JOHN R. HAMMOND JR., COMMISSIONER



EDWARD LODGE, COMMISSIONER

ATTEST:



Monica Barrios Sanchez
Commission Secretary

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