

DECISION MEMORANDUM

**TO: COMMISSIONER ANDERSON
COMMISSIONER HAMMOND
COMMISSIONER LODGE
COMMISSION SECRETARY
COMMISSION STAFF
LEGAL**

**FROM: ADAM TRIPLETT
DEPUTY ATTORNEY GENERAL**

DATE: MARCH 19, 2024

**SUBJECT: IN THE MATTER OF QUESTAR GAS COMPANY AND ENBRIDGE
QUAIL HOLDINGS' JOINT APPLICATION FOR APPROVAL OF THE
PROPOSED SALE OF FALL WEST HOLDCO, LLC TO ENBRIDGE
QUAIL HOLDINGS, LLC; CASE NO. QST-G-23-01.**

On October 20, 2023, Questar and Enbridge Quail Holdings, LLC (“EQ Holdings”) 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 Commission opened this case to review the Transaction as it relates to Questar’s Idaho customers who are rate regulated by UPSC.

At the Commission’s January 2, 2024, Decision Meeting, Staff presented a Decision Memorandum recommending the Commission 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 Utah 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 Commission directed its counsel to file a petition to intervene in the Utah Proceeding. Since the petition to intervene was granted, Staff has participated in the Utah Proceeding and kept the Commission advised of its progress.

STAFF RECOMMENDATION

Staff recommends that the Commission issue a Notice of Application, Notice of Modified Procedure, Notice of Virtual Public Workshop, and Notice of Customer Hearing. Staff recommends an April 10, 2024 public comment deadline, an April 17, 2024 company reply deadline, a virtual public workshop on April 3, 2024, and a customer hearing scheduled before the Commission deliberates.

COMMISSION DECISION

Does the Commission wish to issue a Notice of Application, Notice of Modified Procedure, Notice of Virtual Public Workshop, and Notice of Customer Hearing, with an April 10, 2024 public comment deadline, an April 17, 2024 company reply deadline, a virtual public workshop on April 3, 2024, and a customer hearing scheduled before the Commission deliberates?



Adam Triplett
Deputy Attorney General

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