

BEFORE THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Joint Application of)	
Generation Pipeline LLC and NEXUS)	
Gas Transmission, LLC for Approval of)	Case No. 19-0366-GA-UNC
Proposed Membership Interest Transfer)	

JOINT APPLICATION

Now come Generation Pipeline LLC (“Generation Pipeline”) and NEXUS Gas Transmission, LLC (“NEXUS”), and hereby request approval for the sale of 100% of the membership interests in Generation Pipeline to NEXUS. In support thereof, Generation Pipeline and NEXUS state the following:

1. Generation Pipeline is an Ohio limited liability company and is a public utility and a natural gas company as defined in Sections 4905.02 and 4905.03(E) of the Ohio Revised Code (“Revised Code”). The Public Utilities Commission of Ohio (the “Commission”) authorized Generation Pipeline to operate as a natural gas company in Case No. 15-1104-GA-ACE.

2. The holders of 100% of Generation Pipeline’s membership interests are proposing to sell all of their membership interests to NEXUS, pursuant to a Membership Interest Purchase and Sale Agreement, a copy of which will be made available to the Commission’s Staff upon its request at the Columbus, Ohio offices of Vorys, Sater, Seymour and Pease LLP.¹

3. NEXUS is a Delaware limited liability company. It is jointly owned (i) 50% by an indirect, wholly-owned subsidiary of Enbridge Inc. (“Enbridge”), and (ii) 50% by an indirect, wholly-owned subsidiary of DTE Energy Company (“DTE Energy”).

¹ The current holders of 100% of Generation Pipeline’s membership interests are Appalachian Midstream Partners, LLC, NM GEN, LLC, North Coast Gas Transmission LLC, JayWest Investments, LLC, SAG Partners LLC, Summit Ventures, LLC and GAMESJJ, LLC.

4. Enbridge is a North American energy infrastructure company with strategic business platforms that include an extensive network of crude oil, liquids and natural gas pipelines, regulated natural gas distribution utilities and renewable power generation. Enbridge safely delivers an average of 2.9 million barrels of crude oil each day through its Mainline and Express Pipeline; accounts for approximately 62% of U.S.-bound Canadian crude oil exports; and moves approximately 22% of all natural gas consumed in the U.S., serving key supply basins and demand markets. Enbridge's regulated utilities serve approximately 3.7 million retail customers in Ontario, Quebec, and New Brunswick. Enbridge also has interests in more than 1,700 MW of net renewable generating capacity in North America and Europe. Enbridge's common shares trade on the Toronto and New York stock exchanges under the symbol ENB. For more information about Enbridge, visit www.enbridge.com.

5. DTE Energy is a Detroit-based diversified energy company involved in the development and management of energy-related businesses and services nationwide. Its operating units include an electric utility serving 2.2 million customers in Southeastern Michigan and a natural gas utility serving 1.3 million customers in Michigan. The DTE Energy portfolio includes non-utility energy businesses focused on power and industrial projects, natural gas pipelines, gathering and storage, and energy marketing and trading. DTE Energy's common stock trade on the New York stock exchanges under the symbol DTE. For more information about DTE Energy, visit www.dteenergy.com.

6. In the past, the Commission has asserted jurisdiction under Sections 4905.05 and 4905.06, Revised Code, over transactions in which the ownership of a public utility has changed.

7. Following the closing of the sale of 100% of the membership interests in Generation Pipeline to NEXUS, Generation Pipeline will continue to exist and intends to

continue to provide the same quality of service to customers as is currently being provided. The transfer of ownership of Generation Pipeline to NEXUS will be seamless and transparent to Generation Pipeline's customers – which currently consist of two large industrial customers under contracts approved by the Commission.

8. The legal entity and regulatory status of Generation Pipeline shall not change as a result of the transaction. Upon closing of the transaction, Generation Pipeline will remain a separate public utility subject to the Commission's jurisdiction. Generation Pipeline will continue to provide public utility service, and will continue to own, operate and maintain the facilities necessary to provide such service. Generation Pipeline's activities will continue to be accounted for separately, with separate books and records maintained. The transaction will have no effect on the rates, terms, or conditions of service to Generation Pipeline's existing customers. Generation Pipeline will continue to offer adequate service at reasonable rates and will continue to provide service under its existing, Commission-approved tariffs and special arrangements. Existing procedures for the Commission's review and approval of new rates and new contracts will continue to be observed.

9. After the closing of the transaction, Generation Pipeline will continue to possess the requisite managerial, technical and financial expertise to operate as a natural gas company and public utility; the change in ownership of Generation Pipeline will not affect that expertise.

10. The change in ownership Generation Pipeline will not affect its day-to-day operations or its managerial and technical ability to provide adequate service. North Coast Gas Transmission LLC ("NCGT") currently handles Generation Pipeline's day-to-day operations and will continue to do so during a transition period after the transaction's close. During such transition period, the day-to-day operations of Generation Pipeline gradually will be assumed by

Spectra Energy NEXUS Management, LLC (“Spectra NEXUS Management”), an indirect, wholly-owned subsidiary of Enbridge. Spectra NEXUS Management currently is the operator of NEXUS, which owns an interstate natural gas pipeline certificated by the Federal Energy Regulatory Commission in *In re NEXUS Natural Gas Transmission*, 160 FERC 61,022 (August 25, 2017).

11. The change in ownership of Generation Pipeline will not adversely affect its existing financial ability to provide adequate service. Enbridge’s most recent annual report can be found at <http://annualreports.com/Company/enbridge-inc>. DTE Energy’s most recent annual report can be found at <http://www.annualreports.com/Company/dte-energy-co>.

12. Approval of the proposed change in ownership of Generation Pipeline will have no adverse effect on Generation Pipeline or its customers.

13. The transfer of ownership of Generation Pipeline to NEXUS is in the public interest and should be approved.

14. In order to facilitate timely closing of the transaction, Generation Pipeline and NEXUS request that the Commission approve this Joint Application as expeditiously as possible.

WHEREFORE, Generation Pipeline and NEXUS respectfully request that the
Commission approve the transfer of ownership of Generation Pipeline to NEXUS.

Respectfully submitted,

/s/ Michael J. Settineri

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Summary: Application - Joint Application for Approval electronically filed by Mr. Michael J. Settineri on behalf of Generation Pipeline LLC