



August 30, 2019

Ms. Sabrina Urick  
One Source Gas Company  
52 East Park Avenue  
Niles, OH 44446

SUBJECT: Asset purchase offer of One Source Gas Company

Dear Sabrina:

Northeast Ohio Gas Corporation (NEO) has an interest in purchasing the assets of One Source Gas Company (OSG) where such assets are located in Northeast Ohio, Trumbull County. It is our understanding that the system serves approximately 118 customers currently and is served via a meter station owned and operated by Dominion Energy.

NEO would like to submit the following offer to purchase the OSG system assets including, but not limited to, the mains, services, records, customer data, billing records, maps that make up the OSG system, subject to the following conditions:

1. OSG will provide access to NEO all data, records, maps, constructions documents, and access to facilities, so that NEO can perform due diligence for the asset purchase agreement.
2. All assets currently in service to serve the customers are included in this purchase offer, including but not limited to: mains and services, meter set assemblies, valves, markers and other appurtenances of the "system".
3. This offer is subject to final approval by the NEO Board.
4. The offer is for the assets of OSG only and does not include assuming, ownership, responsibility or liability for any employee(s), employee contracts expressed or implied, nor does the offer include assumption of any contracts or liabilities of OSG.
5. The system continues to function and is not shut in nor depressurized prior to NEO taking ownership of the assets.
6. This offer is valid until September 5<sup>th</sup>, 2019 5:00pm ET.

NEO respectfully submits an offer of [REDACTED] USD.

Regards,

A handwritten signature in black ink, appearing to read 'Ken Oostman', written in a cursive style.

Ken Oostman

President