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VIA ELECTRONIC MAIL

Timothy B. Henseler, Esq.
Chief, Office of Enforcement Liaison
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20459

Re: *SEC v. SCANA Corporation, et al., Civil Action No. 3:20-cv-00882 (D.S.C., Feb. 27, 2020)* – Waiver Request by Dominion Energy, Inc. of Ineligible Issuer Status under Rule 405 of the Securities Act of 1933

Dear Mr. Henseler:

We are writing on behalf of Dominion Energy, Inc. ("Dominion Energy"). We respectfully request a determination by the Securities and Exchange Commission (the "Commission") that, given the circumstances described herein, that Dominion Energy will not be an ineligible issuer under Rule 405 of the Securities Act of 1933, as amended (the "Securities Act"), for any purpose, including the definition of "well-known seasoned issuer" in Rule 405, as a result of the entry of a settlement and final judgment (the "Judgment") against SCANA Corporation ("SCANA"), a wholly-owned subsidiary of Dominion Energy as of January 1, 2019, and SCANA's wholly-owned subsidiary, Dominion Energy South Carolina, Inc., f/k/a South Carolina Electric & Gas Company ("DESC").

BACKGROUND

On February 27, 2020, the Commission filed a complaint (the "Complaint") charging SCANA, DESC and two of their former top executives (Kevin Marsh and Steven Byrne) with defrauding investors by making materially false and misleading statements about a failed nuclear power plant expansion project from March 2015 to July 2017. Mr. Marsh was the former President, Chief Executive Officer and Chairman of SCANA and DESC at the time of the alleged misstatements. Mr. Byrne was the former Executive Vice President of SCANA and former President of Generation and Transmission and Chief Operating Officer of DESC, who directly oversaw the expansion project. As the Chief Executive Officer, Mr. Marsh signed the required certifications for SCANA's and DESC's annual and quarterly reports under the Exchange Act. Mr. Byrne provided sub-certifications to Mr. Marsh. The Complaint seeks to impose permanent injunctions, disgorgement plus prejudgment interest, and financial penalties against all defendants, and an officer and director bar against Messrs. Marsh and Byrne.

The alleged misconduct relates exclusively to the statements and omissions about the planned completion date of the failed expansion of a nuclear power plant partially owned by DESC (the "Expansion Project"). The Expansion Project was one of the largest and most expensive construction projects in South Carolina history. Westinghouse Electric Company LLC ("Westinghouse") was engaged to design and construct the Expansion Project. Various difficulties were encountered in connection with the project, including Westinghouse's filing for bankruptcy protection in March 2017. The alleged statements and omissions were made by Messrs. Marsh and Byrne from March 2015 to July 2017 about the planned completion of the Expansion Project in 2019 and 2020, which was expected to result in significant federal tax credits. The Complaint alleges that the statements and omissions occurred when Messrs. Marsh and Byrne knew that the project was significantly delayed and that it would not be completed in time to qualify for the federal tax credits. The Expansion Project was ultimately abandoned in July 2017. Dominion Energy acquired SCANA and its subsidiaries, including DESC, on January 1, 2019.

SCANA and DESC submitted a consent (the "Consent"), which the Staff presented to the United States District Court for the District of South Carolina in connection with the civil action referenced above. In the Consent, solely for the purpose of proceedings brought by or on behalf of the Commission or to which the Commission is a party, SCANA and DESC consent to the entry of the Judgment, without admitting or denying the allegations contained in the Complaint (other than those relating to the jurisdiction of the Commission, which are admitted), which: (i) permanently restrains and enjoins them from violating Section 10(b) of Exchange Act, and Rule 10b-5 thereunder, Section 17(a) of the Securities Act, and Section 13(a) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, and 13a-13 thereunder; and (ii) orders SCANA to pay a civil monetary penalty totaling $25 million and for SCANA and DESC to pay disgorgement and prejudgment interest totaling $112.5 million, which disgorgement and prejudgment interest amount will be deemed satisfied by settlements in (A) a putative class action against SCANA and certain former executive officers and directors in the United States District Court for the District of South Carolina and (B) a class action against DESC, SCANA and the State of South Carolina in the State Court of Common Pleas in Hampton County, South Carolina (the "DESC Ratepayer Case").

DISCUSSION

Under Rule 405, an issuer is an "ineligible issuer" if, among other things, "[w]ithin the past three years . . . the issuer or any entity that at the time was a subsidiary of the issuer was made the subject of any judicial or administrative decree or order arising out of a government action that: (A) [p]rohibits certain conduct or activities regarding, including future violations of, the anti-fraud provisions of the federal securities laws; (B) [r]equires that the person cease and desist from violating the anti-fraud provisions of the federal securities laws; or (C) [d]etermines that the person violated the anti-fraud provisions of the federal securities laws."[1] An ineligible issuer cannot qualify as a WKSI.

Under Rule 405, the Commission (or the Division of Corporation Finance (the "Division") acting pursuant to authority delegated to it by the Commission) is authorized to relieve an issuer

[1] Rule 405, 17 C.F.R. § 230.405 (definition of "ineligible issuer" subpart (1)(vi)).

of its status as an ineligible issuer if it "determines, upon a showing of good cause, that it is not necessary under the circumstances that the issuer be considered an ineligible issuer."[2]

In its Revised Statement on Well-Known Seasoned Issuer Waivers, issued on April 24, 2014 (the "Division Guidance"), the Division identified certain factors that it considers in determining whether the standard for relief under Rule 405 discussed above is satisfied, including:

- the nature of the violation or conviction and whether it involved disclosure for which the issuer or any of its subsidiaries was responsible or calls into question the ability of the issuer to produce reliable disclosure currently and in the future;
- whether the conduct involved a criminal conviction or scienter based violation, as opposed to a civil or administrative non-scienter based violation;
- who was responsible for and what was the duration of the misconduct;
- what remedial steps were taken; and
- the impact if the waiver request is denied.

Dominion Energy currently qualifies as a WKSI under (1)(i)(A) of Rule 405 of the Securities Act. Absent the relief requested in this letter, Dominion Energy would become an ineligible issuer and not qualify as a WKSI for three years upon entry of the Judgment against SCANA and DESC.

Based on the facts and circumstances described below, we believe that there is good cause for the Commission to determine that it is not necessary for Dominion Energy to be considered an ineligible issuer, and Dominion Energy respectfully requests that such relief be granted.

A. The nature of the violation does not affect the ability of Dominion Energy to produce reliable disclosure about itself or DESC currently or in the future.

The sole basis for Dominion Energy being designated as an ineligible issuer under Rule 405 is because it is the current parent of SCANA and DESC, which were named in the Complaint and have consented to the Judgment. As described below, the nature of the alleged misconduct does not affect the ability of Dominion Energy to produce reliable disclosure currently or in the future.

Dominion Energy was not named as a defendant in the Complaint. None of the misconduct alleged in the Complaint relates to any activity by Dominion Energy or any of its subsidiaries while any subsidiaries were under the control of Dominion Energy, or any of Dominion Energy's executive officers.

The Complaint alleges misconduct undertaken solely by SCANA and DESC from March 2015 to July 2017, more than a year before Dominion Energy's acquisition of SCANA in January 2019. The misconduct alleged in the Complaint relates exclusively to alleged material false and

[2] Rule 405, 17 C.F.R. § 230.405 (definition of "ineligible issuer" subpart (2)).

misleading statements or omissions made from March 2015 to July 2017 by two former executives of SCANA and DESC about the Expansion Project's construction schedule and SCANA's ability to qualify for federal production tax credits. The Expansion Project was abandoned in July 2017. The alleged misconduct relates to an isolated incident that occurred well before Dominion Energy acquired SCANA.

After the acquisition, SCANA no longer has reporting obligations under the Exchange Act. DESC continues to file required Exchange Act reports. DESC-specific information is also included in Dominion Energy's own Exchange Act reports as required. DESC's disclosure controls and procedures in place from March 2015 to July 2017 have been replaced by Dominion Energy's disclosure controls and procedures. As a result, Dominion Energy's disclosure controls and procedures are now the same disclosure controls and procedures relating to DESC's reporting obligations under the Exchange Act.

In addition, legacy Dominion Energy employees and executives who were unrelated to SCANA and DESC prior to the acquisition now manage the process to prepare the relevant disclosure by DESC. Once the acquisition was completed, SCANA's SEC reporting department was transitioned to Dominion Energy's dedicated SEC reporting team, which is led by a Director of Reporting & Controls and manages reporting and similar disclosure by Dominion Energy and its subsidiaries, including DESC. The current disclosure process for DESC is part of the multi-tiered review by cross functional employees and executives under Dominion Energy's disclosure controls and procedures. Finally, DESC's Exchange Act reports are signed by Dominion Energy's chief executive officer, chief financial officer and chief accounting officer, the same individuals who sign Dominion Energy's Exchange Act reports.

For these reasons, the violations alleged in the Complaint do not affect the ability of Dominion Energy to provide reliable disclosure currently or in the future.

B. The Judgment is expected to include scienter-based violations.

The Complaint alleges scienter-based violations, specifically allegations that SCANA violated the antifraud provisions of Section 10(b) of the Exchange Act and Rule 10b5-1 thereunder, as well as Section 17(a)(1) of the Securities Act. The Judgment is expected to include the scienter based violations. As previously noted, under the terms of the Judgment, SCANA will neither admit nor deny these allegations.

Under the Division Guidance, "where there is a . . . scienter-based violation involving disclosure for which the issuer or any of its subsidiaries was responsible, the issuer's burden to show good cause that a waiver is justified [is] significantly greater."[3] For the reasons discussed in this letter, we believe that Dominion Energy satisfies this higher burden. None of the misconduct alleged in the Complaint including the alleged scienter-based violations relates to any activity by Dominion Energy, any of its subsidiaries while any subsidiaries were under the control of Dominion Energy, or any of Dominion Energy's executive officers. As the Complaint makes clear, all of the alleged misconduct occurred before Dominion Energy acquired SCANA in January

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[3] Division of Corporation Finance "Revised Statement on Well-Known Season Issuer Waivers," April 24, 2014.

2019. Additional bases for the conclusion that the higher burden is satisfied are discussed in detail below.

C. The alleged misstatements were made from March 2015 to July 2017 by former executive officers of SCANA and DESC.

The misconduct alleged in the Complaint relates exclusively to alleged false and misleading statements or omissions made by former executive officers of SCANA and DESC about the Expansion Project during an 18 month period from March 2015 to July 2017. None of the alleged conduct occurred after Dominion Energy acquired SCANA and DESC. In addition, the former executive officers named in the Complaint announced in October 2017 that they would retire from SCANA and DESC effective January 1, 2018, one year before Dominion Energy acquired SCANA.

D. SCANA and DESC took remedial action before the acquisition, and Dominion Energy has continued to take remedial action after the merger.

The misconduct alleged in the Complaint occurred from March 2015 to July 2017. After the alleged misconduct ended in July 2017, a number of remedial steps have been taken, as discussed below, by SCANA and DESC before January 2019, and by Dominion Energy following the acquisition in January 2019.

<u>SCANA Abandoned the Expansion Project and Secured Repayment of Some of the Losses from Westinghouse's Parent</u>

SCANA's and DESC's remediation efforts, which started in July 2017, initially focused on the Expansion Project. DESC entered into an agreement with Westinghouse's parent for the return of a portion of the fees that DESC had previously paid to Westinghouse as part of the Expansion Project. This agreement was important given Westinghouse's bankruptcy in 2017. More importantly, SCANA made the decision to abandon the Expansion Project in July 2017, which eliminated the underlying basis for the alleged misstatements concerning the project's construction schedule and federal production tax credits for the project.

<u>The Two Executive Officers Named in the Complaint Retired at the End of 2017 and Forfeited Compensation</u>

Once SCANA abandoned the Expansion Project, Mr. Marsh offered his retirement to the board of directors of SCANA and DESC (the "<u>SCANA Board</u>"). At the same time, the SCANA Board began the process of seeking the retirement of Mr. Byrne. Both retirements were approved by the SCANA Board in October 2017 and ultimately became effective on January 1, 2018. As a result of the retirements, Mr. Marsh and Mr. Byrne forfeited performance share awards granted with respect to the 2015-2017 period under SCANA's long-term equity compensation plan with a total grant date fair value of $2,200,619 and $799,569, respectively. In addition, the SCANA Board determined not to make any cash payments to Mr. Marsh or Mr. Byrne (or any other SCANA officer) for 2017 under SCANA's short term annual incentive (bonus) plan.

SCANA Board Made the Board Chair Independent from Management

The SCANA Board also made changes at the board level in 2017 and 2018. After Mr. Marsh's retirement, in light of the novel and complex issues facing SCANA in connection with the Expansion Project, the SCANA Board separated the roles of Chairman of the Board and Chief Executive Officer, and the SCANA Board elected its independent Lead Director to serve as Non-Executive Chairman to provide independent board leadership at such a critical time. The SCANA Board's decision to separate the roles was intended to direct specific focus on senior management and board leadership efforts to regain shareholder, customer, and community confidence. The SCANA Board also decided not to elect the new Chief Executive Officer to the board so that the SCANA Board was fully independent.

SCANA Board Determined Not to Pay Bonuses to Executive Officers for 2017

Although some SCANA executive officers (including Messrs. Marsh and Byrne) would have qualified for individual bonuses for 2017 performance, the SCANA Board determined that no bonuses or incentive compensation would be paid for 2017.

Dominion Energy Has Robust Disclosure Controls and Procedures and Other Policies Including its Code of Ethics; Dominion Energy Personnel are Responsible for Dominion Disclosure

Dominion Energy is a well-capitalized, diverse energy company with significant resources that has established a culture of compliance placing a premium on ethics and integrity. Dominion Energy's approach to disclosure comes from the top down, driven by its core values of ethics and excellence. Dominion Energy does not take shortcuts when reaching for its goals and fulfilling its obligations. Its reputation depends on ethical behavior.

Dominion Energy's disclosure controls and procedures have been designed to address both the quality and timeliness of required disclosure. More importantly, the disclosure controls and procedures have been designed to include multi-tiered levels of involvement and review by multiple personnel within the disclosure process to provide assurance that no individual or small group can unduly influence material disclosure decisions. Each quarter, Dominion Energy engages in a robust process managed by a dedicated SEC reporting team, led by a Director of Reporting & Controls, to gather, review and report the required information. Proposed disclosure is reviewed by each business and segment leader as well as by multiple personnel in the financial disclosure group, by members of management from investor relations, finance, tax, regulatory, accounting, treasury and other areas of specific expertise. Disclosure is further reviewed by an experienced internal legal team that includes lawyers with expertise in the federal securities laws and also by external legal counsel that has expertise in the federal securities laws as well as a broad understanding of Dominion Energy's business. Dominion Energy has a disclosure committee comprised of management level employees that represent all areas of the company (each business unit, tax, treasury, environmental, accounting, regulatory, risk, investor relations and administrative services). The disclosure committee meets each reporting period to discuss significant disclosure prior to approving the draft reports. Dominion Energy has a broad sub-certification structure to support the required certifications by Dominion Energy's chief executive officer and chief financial officer, including certifications by each disclosure committee member after each quarterly meeting. The certification process is managed by the office of the corporate secretary to provide an additional layer of corporate governance oversight with respect to the certification process. This process relates to disclosure for Dominion Energy as well as each of its subsidiaries that have reporting obligations under the Exchange Act.

Dominion Energy also has rigorous systems and policies in place to ensure compliance with laws and regulations. Dominion Energy has adopted a Code of Ethics and Business Conduct to define responsibilities of employees and officers and has established a comprehensive ethics and compliance program. The Board of Directors oversees the ethics and compliance program through its Audit Committee. Dominion Energy also has a chief compliance officer who chairs the company's compliance council. Members of the compliance council are high level officers representing the business units and key areas of responsibility. Additionally, the ethics and compliance team members work with the law department, corporate security and human resources to ensure that Dominion Energy follows all applicable laws, regulations and company policies, and maintains high ethical standards in its business activities.

Dominion Energy has implemented a comprehensive annual training for all employees, officers and Board members on the Code of Ethics and Business Conduct. New hires also receive this training when they begin work at Dominion Energy and employees of businesses acquired by Dominion Energy such as SCANA and DESC receive training as part of the acquisition integration process. In addition, other interactive ethics and compliance training and education events are made available to leaders and employees throughout the year. The code requires employees to know and comply with all regulatory requirements that apply to their business areas. Those affected by various regulatory requirements receive training on federal and state codes and standards of conduct, and other applicable regulations. Additional training programs are in place to regularly educate Dominion Energy's employees about various disclosure matters, including the federal securities laws. For example, Dominion Energy engaged in extensive training with respect to DESC starting in 2018 in anticipation of the acquisition. The training participants included the Dominion Energy legacy executive who stepped into the role of President at DESC as soon as the acquisition closed in January 2019, as well as focused training for employees who would be involved in the disclosure process following the acquisition. In addition, Dominion Energy has provided additional training to employees engaged in the disclosure process as part of the integration of DESC into Dominion Energy starting in 2019.

<u>Ratepayer Relief</u>

Dominion Energy has taken or agreed to take a number of actions (either directly or through DESC as a subsidiary of Dominion Energy) to remediate the consequences of the abandonment of the Expansion Project and the misconduct alleged in the Complaint. In particular, Dominion Energy has agreed to: (i) refund through DESC in the form of monthly bill relief approximately $2 billion previously paid by electric ratepayers with respect to costs associated with the Expansion Project over a period of several years, (ii) provide bill credits of $6.2 million to DESC gas utility customers, (iii) exclude from rate recovery approximately $2.4 billion in costs of the Expansion Project and (iv) exclude from rate recovery approximately $180 million of costs associated with the purchase of the Columbia Energy Center in South Carolina, which is intended to replace a portion of the generation capacity previously expected to be provided by the Expansion Project.

Dominion Energy has also settled certain actions against SCANA and DESC by former SCANA shareholders and South Carolina ratepayers. As a part of those settlements, Dominion Energy caused SCANA and DESC to make a cash payment of $115 million and agreed to transfer certain DESC-owned real estate or sales proceeds from the sale of such properties for the benefit of the plaintiffs in the DESC Ratepayer Case. Dominion Energy is currently in the process of transferring property, plant and equipment with a net recorded value of $54 million to satisfy the settlement agreement.

E. Denial of this request and loss of WKSI status would significantly impact Dominion's ability to access the capital markets quickly and efficiently.

The ability to access capital markets quickly, efficiently and on a cost-effective basis is critical to Dominion Energy, its shareholders (which now include former shareholders of SCANA) and, most importantly, its ratepayers, which are approximately 7 million individuals and businesses to which Dominion Energy provides critically important electric and natural gas services on a daily basis. Dominion Energy depends on both internal and external sources of liquidity to provide working capital and as a bridge to long-term debt financings. Short-term cash requirements not met by cash provided by operations are generally satisfied with proceeds from short-term borrowings. Long-term cash needs are met through issuances of debt and/or equity securities.

Dominion Energy began registering the offer and sale of securities on an automatic shelf registration statement on Form S-3ASR (the "Form S-3ASR") beginning in 2006. Dominion Energy has continually maintained a Form S-3ASR to register indeterminate amounts of multiple classes of securities since 2009. Most recently, Dominion Energy filed a new Form S-3ASR that registers indeterminate amounts of multiple classes of securities on June 26, 2020.

Dominion Energy frequently relies on the significant benefits of being a WKSI to enable quick and efficient access for Dominion Energy and certain of its subsidiaries to the registered securities markets. As an ineligible issuer, Dominion Energy would specifically lose the ability to use each of the following WKSI benefits, each of which Dominion Energy has relied on in the past five years:

- file a Form S-3 that is automatically and immediately effective;
- register an indeterminate amount of securities on Forms S-3ASRs;
- offer additional securities of the classes covered by a registration statement without filing a new registration statement;
- add additional registrants without filing a new registration statement;
- add a prospectus supplement to register the sale of shares by selling shareholders without filing a new registration statement;

- include certain information omitted from the registration statement at the time of effectiveness through the filing of prospectus supplements or incorporated Exchange Act reports;
- take advantage of the "pay as you go" filing fee payment process;
- qualify a new indenture under the Trust Indenture Act of 1939, if needed, without filing or having the Commission declare effective a new registration statement; and
- use free writing prospectuses other than one that contains only a description of the terms of the offered securities or the offering itself.

In particular, Dominion Energy relies on its ability to file a Form S-3ASR for an indeterminate amount knowing that it can quickly and efficiently manage the amounts and classes of securities to be issued over a three-year period as its own capital needs and the market for its securities evolves. Since the beginning of 2017, Dominion Energy used its Form S-3ASRs to: (i) issue $4 billion in senior notes in 6 separate offerings, (ii) remarket $2.4 billion in junior subordinated notes pursuant to the terms of previously issued equity units, (iii) issue approximately $1.6 billion in equity units and register the approximately $1.6 billion in shares of its common stock issuable upon the settlement of the related stock purchase contracts, (iv) register the resale of approximately $1.5 billion in shares of its common stock as a part of a forward sale transaction, (v) issue $800 million in shares of fixed-rate reset cumulative redeemable perpetual preferred stock, and (vi) establish at-the-market equity offering programs covering an aggregate of $2 billion in market value of shares of its common stock. Dominion Energy also relies on its automatic shelf registration statements to support two ongoing offering programs: (1) direct stock purchase and dividend reinvestment plan, and (2) its variable rate demand notes program.

Dominion Energy's ability to quickly access the registered securities market for unplanned capital needs has been critical in its efforts during the COVID-19 pandemic. As part of its strategic response to COVID-19, Dominion Energy issued $2.3 billion of registered senior notes under its S-3ASR in two offerings in March and April 2020. These issuances were outside of, and in addition to, Dominion Energy's planned long term debt issuances for 2020. The current S-3ASR registers an indeterminate amount. If Dominion Energy had been offering and selling securities under a Form S-3 that required registration of a stated amount, Dominion Energy would likely not have had a sufficient available registered amount to quickly raise the additional unplanned $2.3 billion. Dominion Energy was able to successfully raise the additional funds because it was a WKSI and could utilize its S-3ASR to take advantage of favorable market conditions in a short time frame during a period of extreme market turmoil and uncertainty.

WKSI status allows Dominion Energy and its subsidiaries to add selling shareholders through the filing of a prospectus supplement. For example in December 2019, Dominion Energy used its Form S-3ASR to register the resale of over 6.0 million shares of its common stock by the master trust for its defined benefit pension plan. Dominion Energy again used this feature when it renewed its Form S-3ASR in June 2020 to register the resale of over 4.9 million shares of its common stock by the master trust for its defined benefit pension plan.

WKSI status also allows Dominion Energy and its subsidiaries to address changes in or additions to co-issuers, which directly benefit Dominion Energy's regulated subsidiaries and their ratepayers. Dominion Energy frequently depends on its status as a WKSI to facilitate direct access to the capital markets by its subsidiaries through the automatic shelf registration process available to WKSIs, via the filing of Form S-3ASRs as co-registrant with the issuing subsidiary. The shelf registration statements register an indeterminate amount of multiple classes of securities to be used by the issuing subsidiaries that would not qualify as WKSIs without being a co-registrant with Dominion Energy. Dominion Energy's subsidiaries, including regulated subsidiaries like DESC, historically conduct direct financing activities at the operating company level when that structure may be more favorable to ratepayers. Factors that Dominion Energy measures when determining whether a financing is at a parent versus subsidiary level include the credit rating of the subsidiary compared to the parent (which may favorably affect pricing). For example, Dominion Energy (the parent) has ratings at high BBB levels compared to single A ratings at its operating subsidiary levels. This may result in better pricing, the potential to reduce cost of capital and possible impact on electric rates in connection with electric rate cases at the state level. Impact of the loss of WKSI status by Dominion Energy would directly alter how the regulated subsidiaries that rely on Dominion Energy's WKSI status access the registered capital markets. Ultimately, any adverse impact from a delay or additional costs associated with the loss of WKSI status on Dominion Energy's regulated subsidiaries may ultimately have an adverse impact on Dominion Energy's ratepayers through the applicable ratemaking process.

Similarly, Dominion Energy periodically uses a non-term sheet free writing prospectus to provide additional material information in addition to only terms of the offered securities or the offering itself. During the past five years, Dominion Energy and the WKSI Subsidiaries have used this WKSI benefit approximately 30 times. For example, in connection with the offer and sale of senior notes in March 2020, Dominion Energy included additional information in its free-writing prospectus about additional liquidity efforts related to an abandonment charge relating to Virginia legislation. Without the ability to disclose information through the free-writing prospectus, the offering may have been delayed at a cost to Dominion Energy, its shareholders and ratepayers.

CONCLUSION

For the reasons discussed above, we respectfully request on behalf of Dominion Energy that, pursuant to Rule 405, the Commission (or the Division pursuant to delegated authority) waive any disqualification under Rule 405 with regard to Dominion Energy arising as a result of the Judgment.

We thank you for your assistance in this matter. Please do not hesitate to call me at (412) 667-7936, or my colleague, Katherine K. DeLuca, at (804) 775-4385, with any questions regarding the foregoing.

Sincerely,

Hannah Thompson Frank

cc: Katherine K. DeLuca