

May 9, 2025

VIA ELECTRONIC FILING

Honorable Michelle L. Phillips
Secretary
New York State Public Service Commission
Three Empire State Plaza
Albany, New York 12223-1350

RE: Case 25-_____: Petition of The Brooklyn Union Gas Company d/b/a National Grid NY under Section 69 of the Public Service Law for Authority to Issue Securities

Dear Secretary Phillips:

Enclosed for filing with the Commission please find the Verified Petition and Exhibits of The Brooklyn Union Gas Company d/b/a National Grid NY under Section 69 of the Public Service Law seeking multi-year authority to issue new long term debt securities at any time prior to March 31, 2029.

Also enclosed is a proposed notice for publication in the State Register under the New York State Administrative Procedure Act.

Please contact the undersigned with any questions regarding this letter or the enclosures.

Respectfully submitted,

/s/ Carolyn Rooney

Carolyn Rooney
Senior Counsel
NY Regulatory

**IN THE MATTER OF THE PETITION OF
THE BROOKLYN UNION GAS COMPANY D/B/A
NATIONAL GRID NY
UNDER SECTION 69 OF THE
THE NEW YORK STATE PUBLIC SERVICE LAW
FOR AUTHORITY TO ISSUE SECURITIES**

**VERIFIED PETITION OF
THE BROOKLYN UNION GAS COMPANY d/b/a NATIONAL GRID NY
UNDER SECTION 69 OF THE NEW YORK STATE PUBLIC SERVICE LAW FOR
AUTHORITY TO ISSUE SECURITIES**

Carolyn M. Rooney, Esq.
Senior Counsel
The Brooklyn Union Gas Company d/b/a
National Grid NY
2 Hanson Place
Brooklyn, NY
(516) 477-6042
carolyn.rooney@nationalgrid.com

Dated: April 10, 2025

**IN THE MATTER OF THE PETITION OF
THE BROOKLYN UNION GAS COMPANY
D/B/A NATIONAL GRID NY
UNDER SECTION 69 OF THE
THE NEW YORK STATE PUBLIC SERVICE LAW
FOR AUTHORITY TO ISSUE SECURITIES**

Case 25-M-_____

TO THE PUBLIC SERVICE COMMISSION:

Specifically, KEDNY seeks Commission authorization to issue, from time to time, through March 31, 2029 new long-term debt in an amount not to exceed \$1.8 billion for one or more of the following purposes: financing construction of utility plant, refinancing maturing and/or redeemed issues of debt, redemption of preferred stock, refinancing callable debt, refinancing short-term debt with long-term debt, financing the capital needs of the Company, and other general corporate purposes. In determining the timing and amount of issuance of the debt, the Company intends to maintain its ratio of total debt to total capitalization (excluding goodwill) in line with the capital

structure that the Commission approved for ratemaking purposes in Case 23-G-0225. Issuance of new long-term debt within the period requested would position the Company to refinance existing debt in a manner that takes advantage of favorable market conditions. This has the potential to reduce the Company's interest costs to the benefit of customers.

The Company also seeks Commission authorization to execute instruments in connection with the issuance of debt, including but not limited to indentures, supplemental indentures, promissory notes, debentures, credit agreements, loan agreements, participation agreements, underwriting agreements, bond purchase agreements, remarketing agreements, and security agreements. The terms of each instrument will be substantially similar to the terms for comparable transactions available in the credit market at the time of debt issuance to companies having a credit rating substantially equivalent to the Company's credit rating.

In support of this application, the Company states:

1. KEDNY is a gas corporation organized and existing under the Transportation Corporations Law of the State of New York and has its principal office at 2 Hanson Place, Brooklyn New York 11217. A certified copy of the Company's Certificate of Incorporation is on file with the Commission.

2. KeySpan Energy Corporation owns all of the outstanding common shares of KEDNY. KeySpan Energy Corporation is a wholly owned subsidiary of National Grid USA (effective April 30, 2018, KeySpan Corporation was merged into National Grid USA). National Grid USA, through intermediate holding companies, is, in turn, a wholly owned subsidiary of National Grid plc, a company incorporated in England and Wales. In Case 06-M-0878 (*Joint Petition of National Grid plc and KeySpan Corporation for Approval of Stock Acquisition and other Regulatory Authorizations*), the Commission authorized the merger and stock acquisition of

KEDLI and its parent company by National Grid USA. The closing of the merger and acquisition occurred on August 24, 2007.

3. Certain information required pursuant to Part 37 of Title 16 of the Official Compilation of Codes, Rules, and Regulations of the State of New York (16 NYCRR Part 37), as well as the other information referenced in the Index to Exhibits, is attached hereto.

4. The utility property of KEDNY is stated at “original cost” as defined in Section 31.1(f) of the Rules of Procedure of the Commission (16 NYCRR § 31.1(f)) and excludes any amount for a franchise, consent, or right to operate as a public utility.

5. To ensure adequate flexibility in meeting market conditions at the time of issuance, the Company is requesting authorization to issue secured or unsecured debt, taxable or tax-exempt debt, bonds, medium or long-term notes, debentures, single and multi-installment bank loans, or similar securities or some combination thereof (the “New Debt”). In addition, the Company requests authorization to pursue State and/or Federal loans and loan guarantees. The New Debt will have: a term exceeding one year; maturity dates not exceeding 40 years from the date of issuance; and either an adjustable interest rate or a fixed interest rate. Further, the New Debt may be issued to or through third parties in public offerings and with or without a bank arranger or intermediary.

6. Although KEDNY has not set the date for the sale of the New Debt, the Company requests that such sale be permitted to take place as early as immediately after the effective date of an order authorizing such sale. The Company will determine the most favorable terms for the sale of the securities based on market conditions at the time of issuance, including the amount to be sold, the method of sale, the kind of debt securities to be offered, the interest rate (fixed or floating), the maturity dates and any other terms that the market may require.

7. To ensure adequate flexibility in meeting market conditions at the time of issuance, the Company requests that the Commission not establish pre-approved spreads over Treasury rates as a prerequisite to the issuance of the notes, debt, or other securities. The Company will justify the terms of each debt issuance as part of compliance filing made after each issuance is completed.

8. KEDNY seeks authorization to issue up to \$1.8 billion of new long-term debt securities, during the period ending March 31, 2029 based on the forecast reimbursement margins set forth in Exhibit 2 to this Petition. The balance sheet reimbursement margin is \$4.033 billion as of December 31, 2024 with a pro forma margin at March 31, 2029 of \$7.311 billion.

9. KEDNY's proposed issuance of debt securities would be used for financing its construction expenditures, refinancing maturing and/or redeemed issues of debt, redeeming preferred stock, refinancing callable debt, refinancing short term debt with long-term debt, financing the capital needs of the Company, and for other general corporate purposes. With regard to its construction expenditures, KEDNY has proceeded with prudent capital projects necessary to reinforce its system infrastructure and enable the Company to continue to provide safe, adequate, and reliable utility service.

10. Accounting Treatment. The Company requests permission to defer and amortize issuance costs associated with the New Debt, and any costs associated with any optional refinancing of existing debt as long as the Company can demonstrate it obtained reasonable interest cost savings for customers or that the refinancing was otherwise prudent.

11. Exhibit 9 contains the Company's current estimate of the costs of issuing debt; however, this is an estimate only and the actual costs may differ from this estimate. KEDNY requests that the actual costs of issuing debt be deferred and amortized over the life of the debt.

The Company will submit a verified report of the actual costs and expenses of each debt issuance following closing of the subject transaction.

12. No franchise or right to own, operate, or enjoy any franchise, and no contract to consolidate or lease, is proposed to be capitalized directly or indirectly.

13. Petitioner provides the following exhibits herewith:

Exhibit 1: General; Authority Sought; Use of Proceeds

Exhibit 2: Capital Structure
Changes of Balances in Depreciation and Amortization
Reserves and Retirement Work in Progress
Reimbursement Margin Calculations as of December 31, 2024
Reimbursement Margin Forecast January 1, 2025 to March 31, 2029

Exhibit 3: Statement of Financial Condition
Balance Sheet
Details of Charges in Certain Balance Sheet Accounts
Additional Information

Exhibit 4 Sources and Uses of Funds

Exhibit 5 Affidavit of Principal Accounting Officer required by Sections 37.1(o) and 37.3(d) of the Commission's Rules of Procedure

Exhibit 6: Affidavit of Principal Financial Officer required by Section 37.6(j) of the Commission's Rules of Procedure

Exhibit 7: Proposed Accounting Treatment

Exhibit 8: Verification of Christina Bostic

Exhibit 9: Estimated Cost of Issuance

WHEREFORE, KEDNY respectfully requests that the Commission issue and order in this proceeding:

- (1) Authorizing KEDNY, pursuant to Section 69 of the Public Service Law, to issue up to \$1.8 billion of new long-term debt securities at any time through March 31, 2029 in the manner requested in this Petition;
- (2) Authorizing the Company to use the proceeds of such sale for construction of utility plant, refinancing maturing and/or redeemed issues of debt, redemption of preferred stock, refinancing callable debt, refinancing short-term debt with long-term debt, financing the capital needs of the Company, and other general corporate purposes.; and
- (3) Granting such other and further authority as may be deemed necessary in relation to the foregoing.

Respectfully submitted,

THE BROOKLYN UNION GAS CORPORATION,
d/b/a NATIONAL GRID NY

By: /s/ Carolyn M. Rooney
Senior Counsel
The Brooklyn Union Gas Corporation d/b/a
National Grid NY

Dated: April 10, 2025

**STATE OF NEW YORK
PUBLIC SERVICE COMMISSION
NOTICE OF PROPOSED RULEMAKING**

Pursuant to the provisions of the State Administrative Procedure Act, notice is hereby given of the following proposed rulemaking:

- 1. Proposed Action:** The New York State Public Service Commission is considering whether to approve, reject, in whole or in part, a petition by The Brooklyn Union Gas Company d/b/a National Grid NY (“KEDNY” or the “Company”) requesting multi-year authority to issue up to \$1.8 billion of new long-term debt securities under the Public Service Law Section 69.
- 2. Statutory Authority:** Public Service Law, Section 69
- 3. Subject of the Proposed Rule:** Issuance of long-term debt securities.
- 4. Purpose of Proposed Rule:** To approve or reject KEDNY’s petition for authority to issue long-term debt securities.
- 5. Substance of the Proposed Rule:** The Public Service Commission is considering a request filed by KEDNY for multi-year authority to issue up to \$1.8 billion of new long-term debt securities. KEDNY requests that the authorization granted by the Commission in this proceeding be valid for a period beginning on the effective date of the Commission’s order and ending on March 31, 2029. The Commission may approve, reject or modify, in whole or in part, KEDNY’s request.
- 6. Text of proposed rule and required statements and analyses may be obtained by filing a Document Request Form (F-96) located on the Commission’s website <http://www.dps.state.ny.us/f96dir.htm>. For questions, contact:** Central Operations, Public Service Commission, Bldg. 3, Empire State Plaza, Albany, NY 12223-1350, (518) 474-6530.
- 7. Data, views or arguments may be submitted to:** Michelle L. Phillips, Secretary, Public Service Commission, Bldg. 3, Empire State Plaza, Albany, NY 12223-1350, (518) 474-6530, email: secretary@dps.ny.gov.
- 8. Public comment will be received until:** 60 days after publication of this notice.
- 9. Regulatory Impact Statement, Regulatory Flexibility Analysis for Small Business and Rural Area Flexibility Analysis:** Statements and analyses are not submitted with this notice because the rule is within the definition contained in section 102(2)(a)(ii) of the State Administrative Procedure Act.

**Carolyn Rooney
Senior Counsel
National Grid
2 Hanson Place
Brooklyn, NY 11217
(516) 477-6042**

THE BROOKLYN UNION GAS COMPANY
DATA PRESENTED
SECURITIES

1. General:

A. Petitioner:	The Brooklyn Union Gas Company
B. Petition Verified:	April 10, 2025
C. Public Hearing:	None requested
D. Territory Served:	Gas service in the Boroughs Queens, Kings, and Richmond, City of New York

2. Authority Sought:

Authority to issue securities, credit and Loan agreements, and for certain other relief described in the Petition.	Not more than \$1.8 billion of securities, plus plus insurance costs.
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3. Use of Proceeds:

KEDNY seeks Commission authorization to issue, from time to time, through March 31, 2029, new long-term debt not to exceed \$1.8 billion for one or more of the following purposes: financing construction of utility plant, refinancing maturing and/or redeemed issues of debt, redemption of preferred stock, refinancing callable debt, refinancing short-term debt with long-term debt, financing the capital needs of the Company, and other general corporate purposes.

**The Brooklyn Union Gas Company D/B/A National Grid N.Y.
Reimbursement Margin as of December 31, 2024**

<u>Funds Applied: Long-Term Utility Plant</u>		As of 12/31/2024
Utility Plant	\$	10,008,238,858
Less: Accum Prov for Depreciation		1,740,588,652
Net Utility Plant		8,267,650,206
Construction Work in Progress		832,772,174
Total Net Utility Plant		9,100,422,380
Net Deferrals		1,188,143,124
Reimbursable Plant		10,288,565,504
 <u>Funds Available: Long-Term Capital</u>		
Capital Stock		1
Premium on Capital Stock		472,627,082
Other Paid-in Capital (net of goodwill)		1,332,281,560
Net Common Stock		1,804,908,643
Preferred Stock		1
Long-Term Debt		4,450,000,000
10 Yr Fixed Rate Maturing 10-MAR-2026		500,000,000
30 Yr Fixed Rate Maturing 10-MAR-2046		500,000,000
30 Yr Fixed Rate Maturing 14-MAR-2048		650,000,000
10 Yr Fixed Rate Maturing 05-MAR-2029		550,000,000
30 Yr Fixed Rate Maturing 04-MAR-2049		450,000,000
5 Yr Fixed Rate Maturing 05-AUG-2027		400,000,000
10 Yr Fixed Rate Maturing 05-AUG-2032		400,000,000
10 Yr Fixed Rate Maturing 15-SEP-2033		400,000,000
10 Yr Fixed Rate Maturing 15-SEP-2033		150,000,000
30 Yr Fixed Rate Maturing 20-JUL-2054		450,000,000
Less: Unamortized Discount on Long-Term Debt		-
Advances from Assoc. Cos		-
Net Long-Term Debt		4,450,000,000
Total Funds Available		6,254,908,643
 Balance Sheet Reimbursement Margin	 \$	 4,033,656,860
 Pro forma (Jan-Mar 2025) Adjustments:		
New Plant Construction		267,702,000
Depreciation Accruals		(50,957,765)
Deferred Taxes		(9,653,087)
Net Deferrals		(9,173,000)
Pro forma Margin at March 31, 2025	\$	197,918,149
 Pro forma (FY2026 - FY2029) Adjustments:		
Maturing Long-Term Debt		500,000,000
New Plant Construction		4,216,232,836
Depreciation Accruals		(1,139,038,001)
Deferred Taxes		(363,903,441)
Net Deferrals		(132,878,000)
Pro forma Margin at March 31, 2029	\$	3,080,413,394
 Total Reimbursement Margin at March 31, 2029:	 \$	 7,311,988,403

(a) Amount and classes of stock authorized by law or certificate of incorporation, as last amended.

The Brooklyn Union Gas Company authorized share of capital stock pursuant to its Certificate of Incorporation consists of 100 shares of Common Stock with a par value of \$0.01, and 1 share of Cumulative Preferred Stock with a par value of \$1.

(b) Case number and date of the Order of Authorization of the capital stock authorized by the Commission.

In its September 12, 2007, "Order Authorizing Acquisition subject to Conditions and Making Some Revenue Requirement Determinations for KeySpan Energy Delivery New York and KeySpan Energy Delivery Long Island", issued in Case 06-M-0878, the NYPSC authorized the merger of KeySpan Corporation and National Grid subject to the adoption of various financial and other conditions. One of the conditions was the requirement that the Company issue a class of preferred stock having one share (the "Golden Share"), subordinate to any existing preferred stock, the holder of which would have voting rights that limit the Company's right to commence any voluntary bankruptcy, liquidation, receivership or similar proceeding without the consent of the holder of such share of stock. The NYPSC subsequently authorized the issuance of the Golden Share to a trustee, GSS Holdings, Inc. ("GSS"), who will hold the Golden Share subject to a Services and Indemnity Agreement requiring GSS to vote the Golden Share in the best interests of New York State. The Golden Share was issued by the Company on July 8, 2011.

(1) Amount actually paid to corporation for such stock

(a) Common Stock

Case No.	No of Shares of Stock	Par Value Per Share	Total Par Value	Premiums Received	Amount Paid to Corporation
06-M-0878	100	\$0.01	\$1.00	\$0	\$1

(b) Preferred Stock

	Case No.	No of Shares of Stock	Par Value Per Share	Total Par Value	Premiums Received	Amount Paid to Corporation
Preferred Stk - Golden Share	06-M-0878	1	\$1.00	\$1.00	\$0	\$1
		1		\$1.00	\$0	\$1

NOTES:

4. Terms of Preference of each class of preferred stock: None.
5. Statement of each class of non-par stock showing amount transferred from Unappropriated Retained Earnings or other accounts: None

Notes 6, 7 and 8. A brief description of debt is as follows:

Following is a schedule of bonds, notes, or other evidence of indebtedness by series where applicable.

8. CAPITALIZATION

Debt Authorizations

On June 17, 2022, the NYPSC authorized the Company to issue up to \$1.8 billion of new long-term debt securities, with the authorization valid for a period beginning on the effective date of the commission's order and ending on March 31, 2025. Under this authorization, on August 5, 2022, the Company issued \$400 million 10-year and \$400 million 5-year unsecured long-term debt with fixed rates of 4.866% and 4.632%, respectively. On September 15, 2023, the Company issued \$400 million 10-year long-term debt with a fixed rate of 6.388%. On July 18, 2024, the Company issued \$150 million long-term debt with a fixed rate of 6.388%, which constitutes a further issuance of, and forms a single class with, the \$400 million long-term debt issued on September 15, 2023. In addition, the Company also issued \$450 million 30-year long-term debt with a fixed rate of 6.415%.

Description	Case Number	Date of Order	Interest Rate	Date Issued	Date of Maturity	Amount Authorized and Issued	Amount Outstanding 12/31/2024
<u>Bonds (Account 221)</u>							
3.407% Senior notes due 2026	15-G-0309	12/18/2015	3.407%	3/10/2016	3/10/2026	\$ 500,000,000	\$ 500,000,000
4.504% Senior notes due 2046	15-G-0309	12/18/2015	4.504%	3/10/2016	3/10/2046	\$ 500,000,000	\$ 500,000,000
4.273% 30 YR Fixed Rate Debt due 2048	15-G-0309	12/18/2015	4.273%	3/14/2018	3/15/2048	\$ 650,000,000	\$ 650,000,000
3.865% 10 YR Fixed Rate Debt due 2029	18-G-0559	2/8/2019	3.865%	3/4/2019	3/4/2029	\$ 550,000,000	\$ 550,000,000
4.487% 30 YR Fixed Rate Debt due 2049	18-G-0559	2/8/2019	4.487%	3/4/2019	3/4/2049	\$ 450,000,000	\$ 450,000,000
4.632% Senior notes due 2027			4.632%	8/5/2022	8/5/2027	\$ 400,000,000	\$ 400,000,000
4.866% 10 YR Fixed Rate Debt due 2032			4.866%	8/5/2022	8/5/2032	\$ 400,000,000	\$ 400,000,000
6.388% 10 YR Fixed Rate Debt due 2033			6.388%	9/15/2023	9/15/2033	\$ 400,000,000	\$ 400,000,000
6.4097% 30 YR Fixed Rate Debt due 2054			6.409%	7/18/2024	7/18/2054	\$ 450,000,000	\$ 450,000,000
6.388% Fixed Rate Debt due 2033			6.388%	7/18/2024	9/15/2033	\$ 150,000,000	\$ 150,000,000
						<u>\$ 4,450,000,000</u>	

As of December 31, 2024

9. Statement of Advances or other indebtedness to affiliated interests:

NOTES PAYABLE TO ASSOCIATED COMPANIES (233)	-	
ACCOUNTS RECEIVABLE FROM ASSOC. COMPANIES (146)	(12,882,743)	
ACCOUNTS PAYABLE TO ASSOCIATED COMPANIES (234)	97,162,758	
Indebtedness to affiliated interests		<u>84,280,015</u>

10. Statement of other indebtedness:

(a) Customer Advances for Construction		<u>-</u>
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(b) Current and Accrued Liabilities:

ACCOUNTS PAYABLE (232)	236,404,768	
CUSTOMER DEPOSITS (235)	13,973,119	
TAXES ACCRUED (236)	9,218,274	
INTEREST ACCRUED (237)	72,987,064	
TAX COLLECTIONS PAYABLE (241)	1,384,067	
MISC. CURRENT AND ACCRUED LIABILITIES (242)	243,073,306	
Derivative Instrument Liabilities - Hedges (245)	<u>(127,983)</u>	
		<u>576,912,615</u>

Total Other Indebtedness		<u><u>661,192,630</u></u>
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11. Amount of interest accrued:

Long Term Debt	12 Months Ending December 31, 2024
<u>Bonds (Account 427)</u>	
3.407% Senior notes due 2026	17,035,000
4.504% Senior notes due 2046	22,520,000
4.273% 30 YR Fixed Rate Debt due 2048	27,774,500
3.865% 10 YR Fixed Rate Debt due 2029	21,257,500
4.487% 30 YR Fixed Rate Debt due 2049	20,191,500
4.632% Senior notes due 2027	18,528,000
4.866% 10 YR Fixed Rate Debt due 2032	19,464,000
6.388% 10 YR Fixed Rate Debt due 2033	25,552,000
6.4097% 30 YR Fixed Rate Debt due 2054	13,070,563
6.388% Fixed Rate Debt due 2033	4,338,516
	<u>\$ 189,731,579</u>
<u>Advances from Associated Companies (Account 430)</u>	
Money Pool Interest	172,464
	<u>\$ 172,464</u>

<u>Other Interest Expense (Account 431)</u>	<u>12 Months Ending December 31, 2024</u>
Interest Charges - FIN 48	1,642,300
Interest on Unwind Discount	1,876,364
Excess Reserve- Gas Tax Cuts NY	2,459,560
Low Income Program	(2,537,819)
Paving Deferral	971,894
Deferred CEF Interest Expense	403,881
Deferred EES Interest Expense	(1,371,127)
Levelization Deferral	381,600
Customer Deposit	591,521
NYS Energy Bill Credit	891,568
Rating Agency Fee	679,996
Miscellaneous	1,372,220
 Total Other Interest Expenses	 <u><u>\$ 7,361,958</u></u>

12. Rate and amount of dividends declared during each of the five years last preceeding and amount of dividends paid:
Common Stock:

	Declared and paid
2024	None
2023	None
2022	None
2021	None
2020	None

13. Statement of contingent assets and liabilities.

See the attached excerpt from the notes for the Company's contractual obligations, financial instruments, and contingencies disclosed in the Company's financial statements for the period ended December 31, 2024.

Note 11. COMMITMENTS AND CONTINGENCIES

Legal Matters

Federal and Regulatory Investigations into Allegations of Fraud and Bribery

On June 17, 2021, five former employees of National Grid USA Service Company, Inc. in the downstate New York facilities department were arrested on federal charges alleging fraud and bribery. The five former employees subsequently pleaded guilty to the charges, pursuant to plea agreements. NGUSA was deemed a victim of the crimes. On June 23, 2021, based on the US Attorney's announcement, the New York Public Service Commission ("NY PSC") issued an order commencing a proceeding to examine the potential impacts of the employee misconduct on the capital and O&M expenditures of National Grid's downstate New York gas companies.

Over the past three years, National Grid has fully cooperated with the NYPSC's investigation, which was resolved through a settlement that was approved by the NYPSC on December 19, 2024. In the interest of ensuring that the Company and The KeySpan Gas East Corporation (the "Downstate New York Gas Companies" or the "Companies") customers were not financially impacted by the criminal conduct, the Companies agreed to defer for the benefit of customers \$20 million of revenues previously collected in rates. As of December 31, 2024, the Company and KeySpan Gas East have recorded regulatory liabilities of \$13 million and \$7 million, respectively, for their share of the settlement.

Other Litigation

In addition to the matters described above, the Company is subject to various legal proceedings arising out of the ordinary course of its business. The Company does not consider any of such proceedings to be material, individually or in the aggregate, to its business or

13. Statement of Program in effect for the amortization of deferred debits and deferred credits at	December 31, 2024
Unamortized Debt Expense	\$ 19,324,412
Clearing Operating	\$ 100,126
Preliminary Survey and Investigation Charges	\$ -
Unamortized Loss on Reacquired Debt	\$ -
<u>Regulatory Assets</u>	
Carrying charges	38,306,574
Capital tracker	14,754,424
Demand Capacity Surcharge Mechanism	4,995,253
Facilities system surcharge	2,940,812
Gas costs adjustment	10,833,613
Revenue decoupling mechanism	6,081,459
Arrears reduction	86,708,553
Environmental response costs	2,809,603,768
Postretirement benefits	13,494,787
Rate plan net regulatory asset	180,856,216
Other	235,547,705
	<u>\$ 3,404,123,164</u>
<u>Deferred Debits</u>	
Energy/Area Development Loan Investment	2,493,131
Gas Cost Sharing Agreement	55,394,442
Suspense Account-Consolidations	(3,383)
Miscellaneous Deferred Debits	14,763
Construction Projects (Prepaid)	820,364
Prepaid Demand Charges	54,114,320
Total Deferred Debits	<u>\$ 112,833,637</u>
<u>Deferred Taxes</u>	
Accumulated Deferred Taxes	<u>\$ 1,101,264,556</u>
 Total Deferred Debits	 <u><u>\$ 4,637,645,895</u></u>

13. Statement of Program in effect for the amortization of deferred debits and deferred credits at

December 31, 2024Deferred Credits

Construction Advances	\$ -
Levelization	81,773,162
FAS 112 - OPEB	6,850,933
FIN48 Income Tax	67,283,675
Sales Tax Accrual & Interest	1,041,623
Shareholder Return on Regulatory Assets	143,430,763
Positive Revenue Incentives Offset	6,707,454
Total Other Deferred Credits	<u>\$ 307,087,610</u>

Other Regulatory Liabilities

Carrying charges	19,818,671
Derivative instruments	7,469,879
Energy efficiency	17,996,145
Rate adjustment mechanisms	4,188,027
Environmental response costs	101,405,929
Postretirement benefits	51,547,681
Regulatory deferred tax liability	242,534,066
Other	101,730,898
Total Other Regulatory Liabilities	<u>546,691,296</u>

Deferred Taxes

Accumulated Deferred Income Tax Credits	-
Accumulated Deferred Income Taxes - Property Related	1,678,897,414
Accumulated Deferred Income Taxes - Other	916,726,325
Total Deferred Income Taxes	<u>\$ 2,595,623,739</u>

Total Deferred Credits	<u><u>\$ 3,449,402,645</u></u>
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16. Statement of Income for the period from January 1, 2024 through
December 31, 2024 -- see Page 14
Balance Sheet at December 31, 2024 with analysis of
various accounts -- see Pages 15-18

	12 Months Ending December 31, 2024
UTILITY OPERATING INCOME	
Operating Revenues (400)	\$ 2,197,013,435
Operating Expenses:	
Operation Expenses (401)	1,052,142,003
Maintenance Expenses (402)	108,928,892
Joint Expenses (402.1)	-
Depreciation Expenses (403)	194,836,482
Amortization and Depletion of Utility Plant (404)	-
Amortization of Other Utility Plant (405)	914,907
Amortization of Utility Plant Acq Adj (406)	-
Amort of Property Losses (Elec 407, Gas 407.1)	-
Amortization of Conversion Expenses (Gas 407.2)	-
Regulatory Debits (407.3)	109,190,856
(Less) Regulatory Credits (407.4)	(120,271,577)
Taxes Other Than Income Taxes (408.1)	375,198,274
Income Taxes (409.1, 410.1, 411.1, 411.4, 411.8)	48,839,178
Gains from Disposition of Utility Plant (411.6)	-
Losses from Disposition of Utility Plant (411.7)	-
Total Operating Expenses	\$ 1,769,779,015
Net Operating Revenues	\$ 427,234,420
Revenues from Utility Plant Leased to Others (412)	-
Expenses of Utility Plant Leased to Others (413)	-
Other Utility Operating Income (414)	-
Total Utility Operating Income	\$ 427,234,420
OTHER INCOME	
Income from Merchandising, Jobbing and Contract Work (415, 416)	\$ -
Income from Nonutility Operations (417, 417.1)	(1,788,476)
Nonoperating Rental Income (418)	(20)
Equity in Earnings of Subsidiary Companies (418.1)	12,148,243
Interest and Dividend Income (419)	41,319,879
Allowance for Funds Used During Construction (419.1)	25,718,861
Miscellaneous Nonoperating Income (421)	27,389
Gain on Disposition of Property (421.1)	-
Total Other Income	\$ 77,425,876
OTHER INCOME DEDUCTIONS	
Loss on Disposition of Property (421.2)	\$ -
Miscellaneous Amortization (425)	-
Miscellaneous Income Deductions (426)	93,487,576
Total Other Income Deductions	\$ 93,487,576
TAXES-OTHER INCOME AND DEDUCTIONS	
Taxes Other Than Income Taxes (408.2)	\$ 105
Income Taxes (409.2, 410.2, 411.2, 411.5, 420)	(14,400,294)
Total Taxes-Other Income and Deductions	\$ (14,400,189)
Net Other Income and Deductions	\$ (1,661,511)
INTEREST CHARGES	
Interest on Long-term Debt (427)	\$ 189,807,007
Amortization of Debt Disc. and Expense (428)	1,543,207
Amortization of Loss on Reacquired Debt (428.1)	-
Amortization of Premium on Debt-Credit (429)	-
Interest on Debt to Associated Companies (430)	172,464
Other Interest Expenses (431)	7,361,958
(Less) Allowance for Borrowed Funds Used During Construction-Cr. (432)	(12,423,034)
Total Interest Charges	\$ 186,461,602
Income Before Extraordinary Items	\$ 239,111,307
EXTRAORDINARY ITEMS	
Extraordinary Income (434)	-
Extraordinary Deductions (435)	-
Income Taxes, Extraordinary Items (409.3)	-
Net Extraordinary Items	-
Net Income	\$ 239,111,307

Account Title	December 31, 2024
<u>UTILITY PLANT</u>	
UTILITY PLANT (101-107, 114,117,118.1,118.2,120)	\$ 10,841,868,682
LESS: ACCUMULATED PROVISION FOR DEPR., AMORT. AND DEPLETION (108-113, 115, 119.1, 119.2, 120.5)	1,740,588,652
TOTAL NET UTILITY PLANT	<u>\$ 9,101,280,030</u>
<u>OTHER PROPERTY AND INVESTMENTS</u>	
NONUTILITY PROPERTY (121)	\$ -
LESS: ACCUM. PROV. FOR DEPR. AND AMORT. (122)	-
INVESTMENT IN ASSOCIATED COMPANIES (123)	-
INVESTMENT IN SUBSIDIARY COMPANIES (123.1)	297,706,635
OTHER INVESTMENTS (124)	-
SINKING FUNDS (125)	-
DEPRECIATION FUND (126)	-
OTHER SPECIAL FUNDS (128)	124,340,867
Derivative Instrument Assets (175)	1,093,856
TOTAL OTHER PROPERTY AND INVESTMENTS	<u>\$ 423,141,358</u>
<u>CURRENT AND ACCRUED ASSETS</u>	
CASH (131)	\$ 4,393,443
INTEREST SPECIAL DEPOSITS (132)	-
DIVIDEND SPECIAL DEPOSITS (133)	-
OTHER SPECIAL DEPOSITS (134)	8,212,681
WORKING FUNDS (135)	-
TEMPORARY CASH INVESTMENTS (136)	-
NOTES RECEIVABLE (141)	-
ACCOUNTS RECEIVABLE (142, 143)	580,995,689
LESS: ACCUM. PROV. FOR UNCOLL. ACCTS. CR. (144)	112,825,845
NOTES RECEIVABLE FROM ASSOC. COMPANIES (145)	37,014,421
ACCOUNTS RECEIVABLE FROM ASSOC. COMPANIES (146)	12,882,743
MATERIALS & SUPPLIES (150)	-
Plant Materials and Operating Supplies (154)	27,780,906
Stores Expense Undistributed (163)	(34,073)
GAS STORED UNDERGROUND - CURRENT (164.1)	86,420,687
LIQUIFIED NATURAL GAS IN STORAGE (164.2)	3,292,984
PREPAYMENTS (165)	191,643,995
INTEREST AND DIVIDENDS RECEIVABLE (171)	-
RENTS RECEIVABLE (172)	96,136
ACCRUED UTILITY REVENUES (173)	197,034,711
MISC. CURRENT AND ACCRUED ASSETS (174)	252,225
Derivative Instrument Assets (175)	11,268,773
Derivative Instrument Assets - Hedges (176)	-
TOTAL CURRENT AND ACCRUED ASSETS	<u>\$ 1,048,429,476</u>
<u>DEFERRED DEBITS</u>	
UNAMORT. DEBT EXPENSE (181)	\$ 19,324,412
UNRECOVERED PLANT AND REGULATORY STUDY COSTS (182.2)	-
Other Regulatory Assets (182.3)	3,404,123,164
PRELIM. SURVEY AND INVESTIGATION CHARGES (183)	-
CLEARING ACCOUNTS (184)	100,126
TEMPORARY FACILITIES (185)	-
MISCELLANEOUS DEFERRED DEBITS (186)	112,833,637
DEF. LOSSES FROM DISPOSITION OF UTILITY PLANT (187)	-
INVESTMENT IN RESEARCH AND DEVELOPMENT (188)	-
Unamortized Loss on Reacquired Debt (189)	-
ACCUMULATED DEFERRED INCOME TAXES (190)	1,101,264,556
TOTAL DEFERRED DEBITS	<u>\$ 4,637,645,895</u>
TOTAL ASSETS AND OTHER DEBITS	<u>\$ 15,210,496,759</u>

ACCOUNT TITLE	December 31, 2024
PROPRIETARY CAPITAL	
COMMON STOCK ISSUED (201)	\$ 1
PREFERRED STOCK ISSUED (204)	1
CAPITAL STOCK SUBSCRIBED (202, 205)	-
STOCK LIABILITY FOR CONVERSION (203, 206)	-
PREMIUM ON CAPITAL STOCK (207)	472,627,082
OTHER PAID-IN-CAPITAL (208-211)	1,332,281,560
INSTALLMENTS RECEIVED ON CAPITAL STOCK (212)	-
CAPITAL STOCK EXPENSE (214)	-
APPROPRIATED RETAINED EARNINGS (215)	-
UNAPPROPRIATED RETAINED EARNINGS (216)	2,193,022,456
UNAPPROPRIATED UNDIST. SUBSIDIARY EARNINGS (216.1)	206,142,538
REACQUIRED CAPITAL STOCK (217)	-
ACCUMULATED OTHER COMPREHENSIVE INCOME [219]	-
TOTAL PROPRIETARY CAPITAL	<u>\$ 4,204,073,638</u>
LONG TERM DEBT	
BONDS (221)	\$ 4,450,000,000
REACQUIRED BONDS (222)	-
ADVANCES FROM ASSOC. COMPANIES (223)	-
OTHER LONG TERM DEBT (224)	-
UNAMORTIZED PREMIUM ON LONG TERM DEBT (225)	4,805,985
UNAMORTIZED DISCOUNT ON LONG TERM DEBT (226)	-
TOTAL LONG TERM DEBT	<u>\$ 4,454,805,985</u>
CURRENT AND ACCRUED LIABILITIES	
NOTES PAYABLE (231)	\$ -
ACCOUNTS PAYABLE (232)	236,404,768
NOTES PAYABLE TO ASSOCIATED COMPANIES (233)	-
ACCOUNTS PAYABLE TO ASSOCIATED COMPANIES (234)	97,162,758
CUSTOMER DEPOSITS (235)	13,973,119
TAXES ACCRUED (236)	9,218,274
INTEREST ACCRUED (237)	72,987,064
DIVIDENDS DECLARED (238)	-
MATURED LONG TERM DEBT (239)	-
MATURED INTEREST (240)	-
TAX COLLECTIONS PAYABLE (241)	1,384,067
MISC. CURRENT AND ACCRUED LIABILITIES (242)	243,073,306
Obligations Under Capital Leases - Current (243)	923,895
Derivative Instrument Liabilities (244)	4,892,750
Derivative Instrument Liabilities - Hedges (245)	(127,983)
TOTAL CURRENT AND ACCRUED LIABILITIES	<u>\$ 679,892,018</u>
DEFERRED CREDITS	
CUSTOMER ADVANCES FOR CONSTRUCTION (252)	\$ -
OTHER DEFERRED CREDITS (253)	307,087,610
Other Regulatory Liabilities (254)	546,691,296
ACCUMULATED DEFERRED INVESTMENT TAX CREDITS (255)	0
DEFERRED GAINS FROM DISPOSITION OF UTILITY PLANT (256)	-
ACCUMULATED DEFERRED INCOME TAXES (281 - 283)	2,595,623,739
TOTAL DEFERRED CREDITS	<u>\$ 3,449,402,645</u>
OTHER NONCURRENT LIABILITIES	
Obligations Under Capital Leases - Noncurrent (227)	\$ 71,357.00
Accumulated Provision for Property Insurance (228.1)	-
Accumulated Provision for Injuries and Damages (228.2)	30,450,068
Accumulated Provision for Pensions and Benefits (228.3)	-
Accumulated Miscellaneous Operating Provisions (228.4)	2,373,559,570
Long-term Portion of Derivative Instrument Liabilities	127,983
Accumulated Provision for Rate Refunds (229)	-
Asset Retirement Obligations (230)	18,113,495
TOTAL Other Noncurrent Liabilities (Enter Total of lines 25 thru 30)	<u>\$ 2,422,322,473</u>
TOTAL LIABILITIES AND OTHER CREDITS	<u><u>\$ 15,210,496,759</u></u>

Common Capital Stock and Premium on Capital Stock

	Common Capital Stock	Par Value Per Share	Total Par Value
	No of Shares of Stock		
Common Stock Issued	100	\$0.01	\$1.00
	Premiums Received	Amount Paid to Corporation	
	\$ -	\$ 1	
	December 31, 2024		
UNAPPROPRIATED RETAINED EARNINGS (Account 216)	\$ 1,966,059,392		
Balance -- Beginning of Year			
Changes (Identify by prescribed retained earnings accounts)	-		
Adjustments to Retained Earnings (Account 439)	-		
TOTAL Credits to Retained Earnings (Acct. 439)	-		
TOTAL Debits to Retained Earnings (Acct. 439)			
Balance Transferred from Income (Account 433 less Account 418.1)	226,963,064		
Appropriations of Retained Earnings (Account 436)			
TOTAL Appropriations to Retained Earnings (Acct. 436)	-		
Dividends Declared -- Preferred Stock (Account 437)			
TOTAL Dividends Declared -- Preferred Stock (Acct. 437)			
Dividends Declared -- Common Stock (Account 438)	-		
TOTAL Dividends Declared -- Common Stock (Acct. 438)	-		
Transfers from Acct. 216.1, Unappropriated Undistributed Subsidiary Earnings			
Balance -- End of year	\$ 2,193,022,456		
Appropriated Retained Earnings (Account 215)			
TOTAL Retained Earnings (Account 215, 215.1, 216)	\$ 2,193,022,456		

The Brooklyn Union Gas Company D/B/A National Grid NY

Exhibit 3
Page 18 of 18

Additional Information
None.

The Brooklyn Union Gas Company D/B/A National Grid NY

Long-Term Debt Needs

(\$ in Thousands)

		FORECAST					TOTAL
Operating Activities		FY2025 Q4	FY2026	FY2027	FY2028	FY2029	FY2026-2029
	Depreciation & Amortization	\$ 50,958	\$ 249,741	\$ 272,665	\$ 296,065	\$ 320,568	\$ 1,139,038
	Deferred Taxes	9,653	77,154	86,637	96,733	103,380	363,903
	Deferrals (Net)	9,173	36,692	32,062	32,062	32,062	132,878
	Net Cash Flow from Operations (Excluding Net Inc.):	\$ 69,784	\$ 363,586	\$ 391,364	\$ 424,859	\$ 456,010	\$ 1,635,819
Use of Funds							
	Construction Expenditures	(267,702)	(1,011,294)	(1,006,068)	(1,077,069)	(1,121,801)	(4,216,233)
	Total Use of Funds:	(267,702)	(1,011,294)	(1,006,068)	(1,077,069)	(1,121,801)	(4,216,233)
	Net Financing Requirements:	\$ (197,918)	\$ (647,708)	\$ (614,704)	\$ (652,210)	\$ (665,791)	\$ (2,580,413)
Financing Activities							
	Funded thru Retained Earnings and/or New Common Equity, %	48%					
		\$ (95,001)	\$ (310,900)	\$ (295,058)	\$ (313,061)	\$ (319,580)	\$ (1,238,598)
	Funded thru New Long Term Debt, %	52%					
		\$ (102,917)	\$ (336,808)	\$ (319,646)	\$ (339,149)	\$ (346,212)	\$ (1,341,815)
	Short-Term Debt Redemption	-	-	-	-	-	-
	Long-Term Debt Maturity		(500,000)	-	-	-	(500,000)
	Total Long-Term Debt Needs:	\$ (102,917)	\$ (836,808)	\$ (319,646)	\$ (339,149)	\$ (346,212)	\$ (1,841,815)

COMMONWEALTH OF MASSACHUSETTS)

ss.:

COUNTY OF MIDDLESEX)

Christina Bostic, being duly sworn, deposes and says, that she is the Treasurer of THE BROOKLYN UNION GAS COMPANY, Petitioner herein; that she makes this affidavit in satisfaction of the requirements of Sections 37.1(o) and 37.3(d) of the Commission's Rules of Procedure, 16 NYCRR, Part 37; that she is familiar with and has knowledge of the accounting records of Petitioner, and that to the best information and belief, the accounts of Petitioner have been kept strictly in accordance with the accounting order or orders of the Commission applicable thereto, that since the effective date of such orders there have been no charges to asset accounts not in accordance therewith; that, except for normal recording delays, all required credits and debits to such asset accounts have been made for the amount and in the manner prescribed therefore in such accounting orders.



Christina Bostic
Treasurer, The Brooklyn Union Gas Company

Sworn to before me this
April 10, 2025



Melissa Sue Dowling
Notary Public
My Commission Expires September 2, 2027

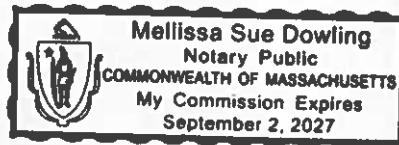


Exhibit 6

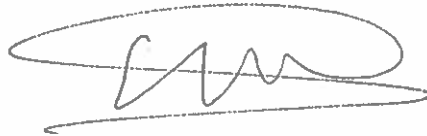
STATE OF NEW YORK)

)

ss.:

COUNTY OF KINGS)


Christopher McConnachie, being duly sworn, deposes and says, that he is the Chief Financial Officer and Vice President of THE BROOKLYN UNION GAS COMPANY, Petitioner herein; that he makes this affidavit in satisfaction of the requirements of Sections 37.1(o) and 37.3(d) of the Commission's Rules of Procedure, 16 NYCRR, Part 37; that he is familiar with and has knowledge of the accounting records of Petitioner, and that to the best information and belief, the accounts of Petitioner have been kept strictly in accordance with the accounting order or orders of the Commission applicable thereto, that since the effective date of such orders there have been no charges to asset accounts not in accordance therewith; that, except for normal recording delays, all required credits and debits to such asset accounts have been made for the amount and in the manner prescribed therefore in such accounting orders.



Christopher McConnachie

Sworn to before me this

April 24, 2025


Notary Public
ASHER FRIEDMAN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01FR0019610
QUALIFIED IN KINGS COUNTY
COMMISSION EXPIRES 01/08/2028

Proposed Accounting Treatment Relating to
the Proposed Issuance of New Debt Securities

Entry 1

Debit Account 131	Cash
Debit Account 226	Unamortized Discount on Long Term Debt
Credit Account 225	Unamortized Premium on Long Term Debt (pending market conditions)
Credit Account 221	Bonds

To record the issuance of the new series of Debt Securities and the associated discount or premium, pending market conditions.

Entry 2

Debit Account 181	Unamortized Debt Expense
Credit Account 131	Cash

To record the costs associated with the issuance of the new series of Debt Securities

Entry 3

Debit Account 428	Amortization of Debt Discount and Expense
Debit Account 225	Unamortized Premium on Long Term Debt
Credit Account 429	Amortization of Premium on Long Term Debt
Credit Account 226	Unamortized Discount on Long Term Debt
Credit Account 181	Unamortized Debt Expense

To record the amortization of the costs and discount or premium associated with the issuance of the new series of Debt Securities over the life of the issue.

Proposed Accounting Treatment Relating to
the Proposed Refinancing of Existing Debt

Entry 1

Debit Account 131	Cash
Debit Account 226	Unamortized Discount on Long Term Debt
Credit Account 225	Unamortized Premium on Long Term Debt (pending market conditions)
Credit Account 221	Bonds

To record the issuance of the new series of Debt Securities and the associated discount or premium, pending market conditions.

Entry 2

Debit Account 181	Unamortized Debt Expense
Credit Account 131	Cash

To record the costs associated with the issuance of the new series of Debt Securities

Entry 3

Debit Account 428	Amortization of Debt Discount and Expense
Debit Account 225	Unamortized Premium on Long Term Debt
Credit Account 429	Amortization of Premium on Long Term Debt
Credit Account 226	Unamortized Discount on Long Term Debt
Credit Account 181	Unamortized Debt Expense

To record the amortization of the costs and discount or premium associated with the issuance of the new series of Debt Securities over the life of the issue.

Entry 4

Debit Account 221	Bonds
Credit Account 131	Cash

To record the retirement of existing Debt Securities

Entry 5

Debit Account 189	Unamortized Loss on Reacquired Debt
Credit Account 181	Unamortized Debt Expense
Credit Account 226	Unamortized Discount on Long Term Debt
Debit Account 225	Unamortized Premium on Long Term Debt
Credit Account 257	Unamortized Gain on Reacquired Debt

To record the deferral of the gain / loss on the retirement of existing Debt Securities

Entry 6

Debit Account 428.1	Amortized of Loss on Reacquired Debt
Credit Account 189	Unamortized Loss on Reacquired Debt
Debit Account 227	Unamortized Gain on Reacquired Debt
Credit Account 429.1	Amortized of Gain on Reacquired Debt-Credit

To record the amortization of deferred gain / loss on retirement Debt Securities

VERIFICATION

I, Christina Bostic, Treasurer for The Brooklyn Union Gas Company d/b/a National Grid NY, named in the foregoing Petition, do hereby affirm that the contents of this document are true to the best of my knowledge.



Christina Bostic
Treasurer

Dated: April 10, 2025

Estimated Expenses of Issue for The Brooklyn Union Gas Debt Expressed as a Percentage of Principal

Maturity in years	2	3	5	7	10	20	30
Underwriting Commissions	0.200%	0.250%	0.350%	0.400%	0.450%	0.725%	0.850%
Other Issuance Expenses*	0.085%	0.085%	0.085%	0.085%	0.085%	0.085%	0.085%
Total Issuance Expenses	0.285%	0.335%	0.435%	0.485%	0.535%	0.810%	0.935%

* Other issuance expenses are usually approximately \$0.43 million per issue. This equates to 0.085% for a principal amount of \$500 million, but this proportion would rise for smaller issuances.