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Issues:	Evaluation of Transaction, Standard of Public Detriment
Witness:	Roberta A. McKiddy
Sponsoring Party:	MoPSC Staff
Type of Exhibit:	Reclassified Rebuttal Testimony
Case No.:	GM-2001-585
Date Testimony Prepared:	August 31, 2001

MISSOURI PUBLIC SERVICE COMMISSION

UTILITY SERVICES DIVISION

RECLASSIFIED REBUTTAL TESTIMONY

OF

ROBERTA A. McKIDDY

GATEWAY PIPELINE COMPANY, INC., et al.

CASE NO. GM-2001-585

Exhibit No. 19
Date 9-05-01 Case No. GM-2001-585
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Jefferson City, Missouri
August 2001

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<u>Denotes Highly Confidential Information</u>

TABLE OF CONTENTS OF

RECLASSIFIED REBUTTAL TESTIMONY OF

ROBERTA A. McKIDDY

GATEWAY PIPELINE COMPANY INC., ET. AL

CASE NO. GM-2001-585

RECLASSIFIED REBUTTAL TESTIMONY

OF

ROBERTA A. McKIDDY

GATEWAY PIPELINE COMPANY INC., ET. AL

CASE NO. GM-2001-585

Q. Please state your name.

A. My name is Roberta A. McKiddy.

Q. Please state your business address.

A. My business address is P.O. Box 360, Jefferson City, Missouri 65102.

Q. What is your present occupation?

A. I am employed as a Financial Analyst for the Missouri Public Service Commission (Commission). I accepted this position in May 1998. Prior to my appointment to the Financial Analysis Department, I served in an administrative support position with the Utility Services Division, Accounting Department.

Q. Were you previously employed before you joined the Commission's staff (Staff)?

A. Yes, I was employed by the State Emergency Management Agency for the state of Missouri. I also have previous experience in the areas of accounting, insurance, real estate lending and consumer protection.

Q. What is your educational background?

A. I earned a Master of Business Administration degree from William Woods University on June 8, 2000. I earned a Bachelor of Science degree in Business Administration with an emphasis in Finance from Columbia College in July 1997.

Q. What is the purpose of your testimony?

A. The purpose of my testimony is to address the transaction proposed by Gateway Pipeline Company, Inc. ("Gateway") to purchase all of the issued and outstanding shares of the capital stock of UtiliCorp Pipeline System, Inc. ("UPL") from UtiliCorp United, Inc. ("UtiliCorp") from a financial and economic perspective.

EVALUATION OF TRANSACTION

Q. Please briefly describe the proposed transaction.

A. According to the Joint Applicants, "UtiliCorp has agreed to sell and Gateway has agreed to buy all of the issued and outstanding shares of the capital stock of UPL (the "Transaction"). After the Transaction, both MGC and MPC will continue to be owned by their non-regulated parent, UPL, and both MGC [Missouri Gas Company] and MPC [Missouri Pipeline Company] will continue to be regulated by the Commission as provided by law. The essence of the Transaction is that the parent of UPL will be changed from UtiliCorp to Gateway with no change in the ownership of MGC or MPC, the regulated Missouri utilities" [Source: Original Application of Joint Applicants at page 3].

Q. Please provide an organizational chart that illustrates the current corporate structure along with how the corporate structure would change should the Commission choose to approve the proposed transaction.

A. Attached as Schedule 5 are two diagrams, which illustrate the current corporate structure and the corporate structure that will result should the Commission choose to approve the proposed transaction.

Q. Why is Mogas Energy LLC ("Mogas") shown on your diagram when it is not shown on the diagrams of corporate structure contained in Appendix 6 attached to Joint Applicants' original Application?

A. Mogas will be the sole owner of Gateway's common stock and Staff believes it is important to identify all parties of which Staff is aware that are involved in a transaction. It is especially important to identify any entities that have the potential to influence the level of risk to which the regulated assets of Missouri Pipeline Company (MPC) and Missouri Gas Company (MGC) can be exposed.

Q. Please briefly describe the operations of Mogas.

A. Mogas Energy, LLC **____ ____ ____** [Source: Gateway's Response to Staff Data Request No. 3819.] Mogas's principal investors are Dennis M. Langley, an individual, David J. Ries, an individual, and TCW, a national provider of investment management services.

Q. Please briefly describe the operations of Gateway Pipeline Company, Inc.

A. Gateway is a Delaware corporation with offices located at 7662 David Peak Road, Littleton, Colorado 80127. According to the Applicants, **__________ ________________________** [Source: Gateway's Response to Staff Data Request No. 3803] and incorporated on February 1, 2001, and received authority to conduct business in the State of Missouri on April 17, 2001 [Source: Certificate of Good Standing from Secretary of State's Office that was filed with the original Application]. Joint Applicant states in its original Application to the Commission that, "Gateway

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conducts no operations subject to the jurisdiction, control and regulation of the Commission and therefore is not a "public entity" as that term is defined by § 386.020(32), RSMo 2000." [Source: Original Application of Joint Applicants at page 1 and 2.]

Q. Why was Gateway formed?

A. According to Gateway's response to Staff Data Request No. 3810, **____
____**

Q. What is Gateway's relationship with Mogas?

A. Gateway responded to Staff Data Request No. 3804 that, "Mogas Energy, LLC **_____________________________**

Q. Please briefly describe the operations of UPL.

A. UPL is a Delaware corporation and a wholly-owned subsidiary of UtiliCorp. Joint Applicants state in the original Application to the Commission that, "UPL conducts no operations subject to the jurisdiction, control and regulation of the Commission and therefore is not a "public entity" as that term is defined by Section 386.010(32), RSMo 2000." [Source: Original Application of Joint Applicants at page 2]

Q. Please briefly describe the operations of MGC and MPC.

A. MGC and MPC are both Delaware corporations, in good standing, and wholly-owned subsidiaries of UPL. Both MGC and MPC are engaged in owning and operating natural gas transmission pipelines in the State of Missouri and are subject to the jurisdiction of this Commission. MGC was incorporated on December 29, 1994. MGC's authority to conduct business in the State of Missouri was renewed on April 18, 2001 [Source: Certificate of Good Standing from Secretary of State's Office filed with original Application]. Similarly, MPC was also incorporated on December 29, 1994, and MPC's authority to conduct business in the State of Missouri was renewed on April 18, 2001 [Source: Certificate of Good Standing from Secretary of State's Office filed with original Application].

Q. Does Staff have concerns about this transaction from a financial perspective?

A. Yes, it does. Before discussing the particulars of this proceeding, I would like to provide a bit of procedural history supported by documentation filed in Case No. GM-94-252. The direct testimony of Company witness, Dennis R. Williams, in that case discusses the financial implications of UtiliCorp's purchase of MPC and MGC at page 4, lines 5 through 23 and page 5, lines 7 through 9 and lines 16 through 25. Beginning at page 4, Mr. Williams' direct testimony reads as follows:

> Q. How has UtiliCorp planned to finance the new pipeline companies?
>
> A. UtiliCorp initially will finance the acquisition with short-term debt. On a more permanent basis, UtiliCorp tentatively plans to finance these entities with 50 percent common equity. This is a tentative financial structure because both entities are still in the developmental stage. This developmental stage plus changes in the intrastate pipeline business account for the equity ratio. As the entities mature and the relationship between the interstate and intrastate pipeline business becomes better defined, we would expect that the equity ratio of each company would decline somewhat perhaps to the range of 40 to 45 percent.
>
> Q. Are there regulatory assets in these companies which may be the subject of some controversy in this type of proceeding?

> A. If regulatory assets are defined as deferred rate case expense and other such regulatory authorizations, the answer is no.

On page 5, at lines 7 through 9, Mr. Williams' direct testimony reads as follows:

> Q. Is there a premium, i.e. purchase price in excess of book value, associated with these properties?
> A. No. The properties are being acquired at book value.

On page 5, at lines 16 through 25, Mr. Williams' direct testimony reads as follows:

> Q. Does the fact that MGC is currently transporting gas at discounted rates mean that UtiliCorp will wait until customers are connected to the system and then increase transportation charges?
> A. No, it does not. The transportation rates of MGC and MPC will always be constrained to some degree by competitive forces including the price of propane and the eagerness, financial strength and competitive drive of future competitors. For this market, there will never be a captured or traditional utility customer base.

Q. Why is this information relevant to this proceeding?

A. As UtiliCorp did when it acquired these pipelines, Gateway proposes very optimistic capital structures for the MPC and MGC. Gateway also provides some very optimistic pro forma financial statements without providing much detail of either how this financial information was derived or how the projected levels for revenue and expense will be achieved by Gateway. In the Joint Application, Gateway claims that rates will not increase. However, Staff believes one of the most likely ways for Gateway to increase revenues to its projected levels, since Gateway has provided no specific plans for customer growth, would be through an increase in rates.

Q. In Case No. GM-94-252, UtiliCorp stated that it planned to finance the acquisition of MPC and MGC with short-term debt. At what interest rate did UtiliCorp project this financing would be secured?

A. UtiliCorp projected this short-term financing would be secured at an interest rate of 3.56 percent.

Q. How does Gateway intend to finance the acquisition of MPC and MGC from UtiliCorp?

A. Gateway indicates it intends to finance the acquisition of MPC and MGC from UtiliCorp by securing **____________________** in the amount of **__________** at a projected interest rate of **___** percent to **___** percent [Source: Gateway's response to Staff Data Request No. 3810]. In addition, Mr. Dennis Langley contributed in excess of **_________** to Mogas Energy, LLC, which funded Gateway's **____ _________** Staff does not know whether these funds contributed by Mr. Langley were personal funds or funds secured through institutional lenders by Mr. Langley. **___ ____ __** Mogas [Source: Gateway's response to Office of Public Counsel's Data Request No. 2002].

Q. How would Staff compare the financing option proposed by Gateway in the instant proceeding with that proposed by UtiliCorp in Case No. GM-94-252?

A. Staff's analysis shows that the option proposed by Gateway will be more costly than that proposed by UtiliCorp in Case No. GM-94-252 due in part to Gateway's proposal in the proposed transaction to use **_____________** to fund a portion of the

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purchase price. In this case, Gateway proposes long-term debt financing in the amount of **__________** at an approximate interest rate of **___** percent to **___** percent. Looking solely at amount of debt and applicable interest rate, a simple calculation shows that Gateway's annual interest expense would be in the range of **______________________________** to **_________________________________** However, Gateway projects its interest expense at December 31, 2002, as **__________** In Case No. GM-94-252, UtiliCorp proposed to finance the purchase price for MPC and MGC as short-term debt financing in the amount of $56,748,800 secured at an approximate interest rate of 3.56 percent [See Schedule 4].

Gateway implies it will realize a total <u>decrease</u> in interest expense for the MPC and MGC operations of approximately **_____** million or **_____** million for MPC and **_____** million for MGC by the period ending December 31, 2002. Since Gateway has provided no definitive plans to show how this <u>decrease</u> in interest expense will be accomplished, Staff can only assume Gateway intends to make decreases to interest expense through a reduction in its liabilities. Staff witness Mark L. Oligschlaeger will address the issue of Gateway's projected capital structure in his rebuttal testimony.

Q. How does Gateway propose to finance the remainder of the purchase price?

A. Gateway proposes to finance the remainder of the purchase price with an **________________** that carries a projected **____________________________ _________** In general, **______________** is more costly than **_____________** If Gateway achieves its projected **_________________________________** the cost of common equity would exceed that currently achieved by UtiliCorp at

December 31, 2000, which was a negative 0.30 percent for the MPC operations and a negative 10.20 percent for MGC.

Q. How do the actual financial results of MPC and MGC's operations compare with the projections provided to the Commission by UtiliCorp in Case No. GM-94-252?

A. The actual financial results of MPC and MGC have fallen short of UtiliCorp's projections. UtiliCorp provided evidence of this in its response to Staff Data Request No. 3808 in this case, saying quite candidly that:

> The companies that are being sold in the subject transaction were not considered strategic. Moreover, reported earnings were not consistent with expectations. Based on these factors, it was the desire of Seller to dispose of these assets at as high a value as possible...

I have attached Schedule 1 to my reclassified rebuttal testimony. It compares the capital structures envisioned by Mr. Williams in his direct testimony in Case No. GM-94-252 with the actual capital structures reported by UtiliCorp for MPC and MGC at December 31, 2000. Mr. Williams envisioned capital structures for both MPC and MGC consisting of common equity in the range of 40 to 45 percent. In actuality, the capital structures of MPC and MGC consist of 28.86 percent common equity and 16.92 percent common equity, respectively, at December 31, 2000. The achieved returns on common equity associated with the common equity ratios reported for MPC and MGC are (0.30) percent and (10.20) percent, respectively. Schedules 2 and 3 are based on responses to data requests and illustrate the impact Gateway's proposed transaction will have on the overall costs of capital for MPC and MGC. Under UtiliCorp ownership, the costs of capital of MPC and MGC are 5.89 percent and 3.42 percent, respectively. Under Gateway ownership, the costs of capital for MPC and MGC will rise to

_____ percent, respectively. This is a **________________** over UtiliCorp's "achieved" cost of capital at December 31, 2000. For MGC, this is a **__________ _______** over UtiliCorp's "achieved" cost of capital at December 31, 2000. An increase in overall cost of capital will result in an increase to the cost of service for MPC and MGC. An increase in cost of service (i.e., revenue requirement) might then translate into higher rates charged to the consumer (only if Gateway files a rate case with this Commission **_____________**). Staff would view such an increase as a detriment to the public based on the fact that the increase would be a direct result of a management decision related to return on equity rather than a direct increase in expenses related to providing safe and adequate service. Such a decision by Gateway would provide no benefit to the public.

Q. Will MPC and MGC issue their own debt or equity under Gateway's ownership?

A. **___** Gateway indicated in its response to Staff Data Request No. 3810 that, **____

____

____

____

____

____**

[Source: Gateway's response to Staff Data Request No. 3810.]

Q. How will the prospective owners determine the capital structures of MPC and MGC?

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A. In a discussion with Mr. David J. Ries, Staff was informed that the capital structures of MPC and MGC would be allocated by Gateway similar to the way UtiliCorp allocates the capital structure to its operating division, Missouri Public Service (MoPUB). This means that **______________________________________** As a result, Staff would determine the cost of capital applied to the rate base of MPC and MGC in future rate proceedings **______________________________________

____

_________** Ultimately, the determination of cost of capital will depend on the availability of information as well as the methodology that is deemed most appropriate at that time.

Q. How do the capital structures of MPC and MGC proposed by Gateway compare with the current capital structures of MPC and MGC under UtiliCorp ownership?

A. In Case No. GM-94-252, the projected capital structures were overly optimistic. Similarly, the proposed capital structures in this case appear overly optimistic. I have attached Schedule 2 to my reclassified rebuttal testimony to show the actual capital structures reported by UtiliCorp for MPC at December 31, 2000, compared to that proposed by Gateway on a pro forma basis at September 30, 2001. I have also attached Schedule 3 to my reclassified rebuttal testimony to show the actual capital structure reported by UtiliCorp for MGC at December 31, 2000, compared to that proposed by Gateway on a pro forma basis at September 30, 2001. As I stated earlier in this testimony, the common equity ratio under UtiliCorp ownership at December 31, 2000, for MPC was 28.86 percent with an "actual" cost of common equity approximated

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at (0.30) percent. Gateway, on the other hand, projects that MPC will have a common equity ratio of **_____** percent at September 30, 2001 with a return on common equity approximated at **___** percent. Gateway has provided no definitive plans on how it will increase the net income associated with the properties in order to achieve its projected return on common equity. Therefore, Staff has been unable to determine how Gateway intends to accomplish such a return on common equity for MPC when UtiliCorp has been unable to do so even with its financial resources. The common equity ratio of MGC at December 31, 2000 was 16.92 percent with an "actual" cost of common equity approximated at (10.20) percent. Gateway projects a common equity ratio and return on common equity for MGC that is identical to that projected for MPC. Similarly, Staff has been unable to determine how Gateway intends to accomplish such a return on common equity for MGC when UtiliCorp has been unable to do so with its financial resources.

Q. How has Gateway characterized its financial statements on a pro forma basis?

A. In Staff's opinion, Gateway as UtiliCorp did in Case No. GM-94-252, paints MPC and MGC's financial future in an overly optimistic light. UtiliCorp generated approximately $7.4 million dollars in revenue from the operations of MPC and MGC or $5.2 million and $2.2 million, respectively, for the period ending December 31, 2000. After taking into account Operating and Maintenance Expense, Depreciation and Interest Expense, UtiliCorp reported Earnings Before Income Taxes at approximately $3.0 million or $2.0 million and $1.0 million, respectively, for the operations of MPC and MGC. Gateway projects the operations of MPC and MGC will generate approximately **____** million and **___** million in revenues, respectively, for the period ending

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December 31, 2002. This is an approximate increase in revenues of **____** million over those realized by UtiliCorp for the period ending December 31, 2000.

Q. In general, have MPC and MGC been profitable under UtiliCorp ownership?

A. No. At December 31, 2000, MPC showed a net loss of $27,333. Likewise, MGC showed a net loss of $349,738.

Q. Did this Commission address concerns about the financial viability of MPC and MGC in Case No. GM-94-252?

A. Yes. In the Commission's Report and Order in Case No. GM-94-252, it states the following:

> The Commission has considered the arguments as put forth by LGC regarding possible detriment to the public as the result of the proposed sale. Evidence of record shows that UCU, through its operating company, MPS, is already regulated by this Commission and has provided utility service in the State of Missouri successfully for a number of years. No evidence was presented to indicate MPS has had notable service or economic difficulties. Evidence does exist to infer that the financial position of UCU is much superior to that of Edisto Resources, indicating that improved stability, capability, and commitment may result from the proposed sale. There is no challenge on record as to UCU's financial capability to absorb .this proposed transaction or its ability to successfully operate a transportation pipeline efficiently and economically...

Q. Does Staff believe this Commission should address similar concerns in this proceeding?

A. Yes. I will discuss the reasons why this Commission should address Staff's concern for the financial viability of MPC and MGC in this proceeding.

Q. Does Gateway have a business plan or strategic plan that explains its plan to achieve its projected results?

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A. **___** Staff did request a copy of such plans to which Gateway responded as follows:

> **____**

Q. Does Gateway provide any definitive plans for **____**

A. No.

Q. Does Gateway provide any definitive plans for **______________________________**

A. No.

Q. Does Gateway provide any form of "market analysis" with its Joint Application in this proceeding?

A. No.

Q. Does Gateway propose to increase rates of the MPC and MGC operations in the near future?

A. Gateway makes no indication that it will seek a rate increase for the MPC and MGC operations in the near future. In fact, Joint Applicants state that:

> There will be no change in the operations of MGC or MPC. MGC and MPC will continue to provide service to their customers pursuant to the rates, rules, regulations and other tariff provision of MGC and MPC currently on file with and approved by the Commission until such time as they may be modified according to law.
>
> The existing customers of both MGC and MPC will continue to experience quality day-to-day utility service at approved rates and the transaction will be entirely transparent to them.
>
> The Commission will retain full authority to regulate the rates and terms and conditions of service rendered by MGC and MPC as provided by law.

Q. Does Gateway provide definitive plans on how the **________________ ______________** will be achieved?

A. No.

Q. Does Gateway provide definitive plans on how the **________________ ________** will be achieved?

A. No.

Q. Does Staff consider definitive plans in these areas as being essential to supporting the projected financial results set forth by Gateway as well as essential to maintaining the financial viability of MPC and MGC into the future?

A. Yes. Without such supporting documentation, Staff believes the pro forma financial statements provided by Gateway are nothing short of speculative. Staff

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believes this opinion is sufficiently supported by UtiliCorp's inability to meet its financial projections and its own admission, "...Moreover, reported earnings were not consistent with expectations...," referenced earlier in this testimony. [Source: UtiliCorp's response to Staff Data Request No. 3808] Furthermore, Gateway is a newly established entity with no proven track record in providing natural gas service. While Staff does not question Mr. Ries' operational abilities, without definitive plans for ensuring the financial viability of MPC and MGC, Staff is concerned about the impact this proposed transaction may have on Missouri ratepayers should Gateway fail to be successful in its operation of MPC and MGC. UtiliCorp, the current operator, has a successful track record in the State of Missouri and sufficient financial resources necessary to provide safe and adequate service to Missouri ratepayers and the incentive to continue operating these pipelines despite the fact that reported earnings have been less than projected.

Q. How do the prospective owners intend to address material transactions and the day-to-day operations should the Commission approve this transaction?

A. Gateway responded to Staff Data Request No. 3810 that, ** ________

____

____

____________________________ **

Q. What is a super majority vote?

A. There are apparently different definitions, which are usually set forth by the board of directors of a corporation. Gateway's response to Staff Data Request No. 3818 indicates that, ** ________________________________

____________________________ ** In essence, a super majority vote

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will equal the voting rights of Mr. Dennis M. Langley since he will own **________** of the stock in both Gateway and Mogas as described above.

Q. Is Mogas a party to this proceeding?

A. No.

Q. Is this a concern to the Staff?

A. Yes, it is a concern to Staff from a financial perspective. Staff's concern is that Mogas could potentially pledge UPL's common stock as collateral or security for its own debt without Commission approval, thereby, placing the assets of MPC and MGC at risk.

Q. Does Staff have additional concerns regarding the proposed transaction?

A. Yes. A review of Gateway's response to Office of the Pubic Counsel's (OPC) Data Request No. R04, which was included with Gateway's response to Staff Data Request Nos. 3817 – 3819, indicates a trend in that all of the companies in which Mr. Langley acknowledges having a significant interest became FERC jurisdictional in the late 1990s. Gateway's response to OPC's Data Request No. R04 provided the following information:

> A. The corporations, partnerships, limited partnerships or other business entities in which Dennis Langley has been a primary shareholder, partner, equity holder, which has been subject to the regulation by any state or federal agency with jurisdiction over natural gas transmission and distribution, is as follows; provided however, this excludes any natural gas pipelines in which ownership may have been held in the form of small minority interest in a publicly traded company:
>
> 1. KansOk Pipeline Partnership was regulated by the Oklahoma Corporation Commission from the early 1990's until approximately mid-1998 at which time the Federal Energy

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Regulatory Commission assumed jurisdiction. During this period of time the FERC regulated the rates of KansOk Partnership because those rates were not regulated by the Oklahoma Corporation Commission.

2. Kansas Natural Partnership and Kansas Pipeline Partnership were regulated by the Kansas Corporation Commission (including their predecessors) from the late 1980's until the mid 1998 at which time their jurisdiction was converted to the Federal Energy Regulatory Commission per the order of the FERC.

3. Riverside Pipeline Company, LP, was an interstate pipeline regulated by the FERC from the early 1990's until mid-1998. In mid-1998 by the order of the FERC, Riverside Pipeline Company, LP, Kansas Pipeline Partnership (which had since been merged to also include Kansas Pipeline Natural Partnership) and KansOK Pipeline Partnership were combined into one entity called Kansas Pipeline Company which is currently regulated by the Federal Energy Regulatory Commission. Mr. Langley's relationship with Kansas Pipeline Company and its predecessors ceased in November, 1999, when his stock in The Bishop Group, Ltd., a Kansas Corporation which was the ultimate owner of said pipeline, was sold.

Q. What specifically is Staff's concern?

A. Staff's concern is that Mr. Langley, by a "super majority vote" could potentially circumvent the Commission's jurisdiction over the regulated assets of MPC and MGC by taking action to bring them under **_______________**

Q. How could this occur?

A. As part of the proposed transaction, UtiliCorp contemplates the sale of certain unregulated assets commonly referred to as the **______________________

____________________** [Source: UtiliCorp's response to Staff Data Request No. 3812]. Mr. David J. Ries informed Staff in an early case discussion and Staff's understanding is that Gateway has some intent to **____________** at some point in the future. **____________ ____________** Should this occur, the potential exists for regulatory jurisdiction and oversight of the pipelines, which are the subject of this proceeding, **____________ ____________** Staff views such a **____________ ____________** as a potential detriment to the public interest. Staff witness Carmen Morrissey will discuss how **____________** could affect Missouri consumers.

Q. Did this Commission address a similar concern in Case No. GM-94-252?

A. Yes. The Commission did address a similar concern in Case No. GM-94-252. **____________ ____________ ____________** Based on evidence presented in Case No. GM-94-252, the Commission imposed the following condition upon UtiliCorp as a condition of approval:

> B. As to the physical separation of MPC's intrastate pipeline from a portion of a pipeline which crosses the Mississippi River, all parties agree that the prohibition against connecting the intrastate system to the interstate system is a condition which was imposed at the time the certificate was issued to MPC in Case No. GA-89-126, and that it will remain a condition of the certificate if transferred.

STANDARD OF PUBLIC DETRIMENT

Q. What standard did Staff utilize to develop its recommendation regarding the proposed transaction between UtiliCorp and Gateway?

A. Staff utilized the standard of "detriment to the public interest" as it has in the other cases in which I have participated. If the Joint Applicants fail to show that the proposed transaction between UtiliCorp and Gateway is not detrimental to the public interest in Missouri; i.e., if it is demonstrated that the Missouri public will be harmed by the proposed transaction, then the Commission should reject this application and not approve the proposed transaction. Staff counsel has advised that the not detrimental to the public interest standard is based on case law generally cited in Commission Orders as State ex rel. City of St. Louis v. Public Serv. Comm'n, 73 S.W.2d 393 (Mo. banc 1934); State ex rel. Fee Fee Trunk Sewer Co., Inc. v. Litz, 596 S.W.2d 466 (Mo. App. 1980). Staff counsel also advises that the Commission has incorporated the not detrimental to the public interest standard in its rules. 4 CSR 240-2.060(8)(D).

Q. How is Staff defining the term "public?"

A. Consistent with Staff's position in other cases, Staff views the members of the "public" that are to be protected as those consumers taking and receiving utility service from the MPC and MGC gas pipeline operations in the State of Missouri.

In this case, Staff would define "public interest" as referring to the nature and level of the impact or effect that the proposed transaction between UtiliCorp and Gateway will have on its Missouri customers. There is a fundamental concern in the regulation of public utilities that the public being served will not be impacted adversely or harmed by this proposed transaction. Public utilities in Missouri are charged with providing safe and adequate service at just and reasonable rates. If this transaction results in adverse or negative impacts to MPC and MGC's gas pipeline customers, then the Commission should not approve the Joint Applicants' Application or, in the alternative, impose conditions sufficient to overcome the detriments of the proposed transaction.

In the merger case involving KPL and KGE, which occurred in 1991, the Commission identified the "public" as Missouri ratepayers. At pages 12 to 13 of its Report and Order (Case No. EM–91–213), the Commission stated the following:

> The Commission has found no evidence in this record that KPL would be unable to render safe and adequate service to its Missouri ratepayers as a consequence of the proposed merger. However, the Commission has found that the savings sharing plan proposed by KPL as part of its merger application has the potential of exposing Missouri ratepayers to higher rates than would be the case without the merger which would be detrimental to the public interest . . . .
>
> The Commission has also found that there is potential for a detrimental effect on Missouri ratepayers from the merger through increased A & G and capital costs . . . .

Although this case does not involve a merger as defined by the cited paragraphs from Case No. EM-91-213, Staff believes the Standard of Public Detriment is still applicable to this proposed transaction. Clearly, the Commission was identifying the Missouri ratepayers as the relevant "public" in its Report and Order. This is the standard that is being used by the Staff to evaluate the proposed transaction between UtiliCorp and Gateway.

Q. What is your current recommendation regarding the proposed transaction based on information you have received up to the date of this filing?

A. Based on information received during the course of discovery, Staff is of the opinion that the proposed transaction **would** be detrimental to the public absent certain financial conditions. However, based on the structure of this transaction and the fact that the transfer of non-regulated assets are involved in the proposed transaction, Staff does not know if any financial conditions proposed would be sufficient to remove the detriment to the public. Unlike the recent proposed restructuring cases filed by Kansas City Power and Light (Case No. EM-2001-464) and Laclede Gas Company (GM-2001-342), this proposed transaction has the potential to place the assets of MPC and MGC at risk, which will cause a detriment to the public. Given the fact that Mogas is not a party to this case, Staff believes any financial conditions imposed upon Gateway, MPC and/or MGC would be rendered null and void should Mogas and/or Gateway choose to **______________________________** thereby potentially making <u>all</u> pipeline operations (MPC, MGC and **____**) **______________________** via renewed **____**

Q. Do you have other concerns?

A. Yes. Gateway provides no definitive plan of how it will make the operations of MPC and MGC financial viable on a going forward basis. At best, Gateway provides little more than speculation.

Q. Please summarize your concerns with this proposed transaction.

A. There are three primary reasons why, in Staff's opinion, this transaction would be detrimental to the public interest. They are as follows:

1. The potential exists for higher financing costs and an overall increase in cost of capital. An increase in overall cost of capital will result in an increase to the cost of service for MPC and MGC.

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An increase in cost of service (i.e., revenue requirement) might then translate into higher rates charged to the consumer (only if Gateway files a rate case with this Commission or at the FERC.) Staff would view such an increase as a detriment to the public based on the fact that the increase would be a direct result of a management decision related to return on equity rather than a direct increase in expenses related to providing safe and adequate service. Such a decision would provide **no** benefit to the public.

2. Gateway provides no formal plans to support the pro forma financial statements provided to Staff. Without supporting documentation, Staff believes the pro forma statements provided by Gateway are not credible, and nothing short of speculative.

3. The potential exists for regulatory jurisdiction and oversight of the pipelines, which are the subject of this proceeding, **_____ ____ ________** Staff views such a **____________________ ________________________** as a potential detriment to the public interest. Please refer to Staff witness Carmen Morrissey's testimony, which discusses how **_______________** could affect Missouri consumers.

Q. Does this conclude your reclassified rebuttal testimony?

A. Yes, it does.

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BEFORE THE PUBLIC SERVICE COMMISSION

OF THE STATE OF MISSOURI

In the Matter of the Joint Application of Gateway Pipeline Company, Inc. Missouri Gas Company and Missouri Pipeline Company	))))	Case No. GM-2001-585

AFFIDAVIT OF ROBERTA A. MCKIDDY

STATE OF MISSOURI	)	
	)	ss.
COUNTY OF COLE	)	

Roberta A. McKiddy, being of lawful age, on her oath states: that she has participated in the preparation of the foregoing Reclassified Rebuttal Testimony in question and answer form, consisting of 23 pages to be presented in the above case; that the answers in the foregoing Reclassified Rebuttal Testimony were given by her; that she has knowledge of the matters set forth in such answers; and that such matters are true and correct to the best of her knowledge and belief.

Roberta A. McKiddy

Roberta A. McKiddy

Subscribed and sworn to before me this 31st day of August 2001.

D Suzie Mankin

D SUZIE MANKIN
NOTARY PUBLIC STATE OF MISSOURI
COLE COUNTY
MY COMMISSION EXP. JUNE 21,2004

SCHEDULE 1

HAS BEEN DEEMED

HIGHLY CONFIDENTIAL

IN ITS ENTIRETY

SCHEDULE 2

HAS BEEN DEEMED

HIGHLY CONFIDENTIAL

IN ITS ENTIRETY

SCHEDULE 3

HAS BEEN DEEMED

HIGHLY CONFIDENTIAL

IN ITS ENTIRETY

BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION

UTILICORP UNITED
ACQUISITION OF
MISSOURI PIPELINE COMPANY AND MISSOURI GAS COMPANY

CASE NO. GM-94-252

DIRECT TESTIMONY
OF
DENNIS R. WILLIAMS

Q. Please state your name, business address and position.

A. My name is Dennis Williams. My business address is 911 Main, Suite 3000, Kansas City, Missouri. I am Director, Regulatory Affairs for UtiliCorp United Inc. ("UtiliCorp").

Q. Mr. Williams, you have testified before this Commission on several previous occasions, but for purposes of this record, please briefly review your education, professional designations, and business experience.

A. I was graduated from Central Missouri State University in 1974 with a Bachelor of Science degree in Business Administration, majoring in accounting and finance. I am a certified public accountant and member of the American Institute of Certified Public Accountants and Missouri Society of Certified Public Accountants.

From 1974 to 1978 I was employed in the regulated industries division of Arthur Andersen & Co., an international public accounting firm. As audit senior, I was primarily responsible for supervising audits of electric, gas, and water utilities.

SCHEDULE

Utilicorp United Inc.
Pro Forma Combined Income Statement
Year Ended December 31, 1993

	UTILICORP UNITED INC.	PRO FORMA ADJUSTMENTS MISSOURI PIPELINE	PRO FORMA ADJUSTMENTS MISSOURI GAS CO.	PRO FORMA COMBINED
Gross Operating Revenue				
Gas Sales and Transportation Revenue	$681,534,000	$4,727,700	$1,431,507	$687,693,207
Electric Revenue	546,853,000	-	-	546,853,000
Total Gross Revenue	1,228,387,000	4,727,700	1,431,507	1,234,546,207
Operating & Maintenance Expenses				
Gas Purchased for Resale	406,058,000	-	-	406,058,000
Other Operating & Maintenance	495,315,000	1,396,055	1,100,850	497,811,905
Total Operating & Maintenance Expenses	901,373,000	1,396,055	1,100,850	903,869,905
Depreciation & Amortization	73,164,000	1,155,757	525,774	74,845,531
Amortization of Acquisition Premium	1,357,000	-	-	1,357,000
Taxes Other Than Income	72,036,000	-	-	72,036,000
Utility Earnings Before Int & Inc. Taxes	180,457,000	2,175,888	(195,117)	182,437,771
Other Income (Expense)	35,044,000	4,212	-	35,044,000
Interest Expense	99,612,000	1,366,697 (1)	704,634 (1)	101,683,331
Income Taxes	29,541,000	313,160	(346,404)	29,507,756
Net Income (Loss)	$86,348,000	$500,243	($553,347)	$86,294,896

(1) Assumes acquisition is accomplished through initial issuance of short-term debt at 3.65%.

Gateway Pipeline Company Inc. et. al
GM-2001-585

Schedule 4-2

Pro Forma Combined Balance Sheet
At December 31, 1993

	UTILICORP UNITED INC.	PRO FORMA ADJUSTMENTS MISSOURI PIPELINE	MISSOURI GAS CO.	PRO FORMA COMBINED
Assets				
Utility Plant in Service	$2,422,925,000	$37,125,486	$19,281,765	$2,479,332,251
Construction Work in Progress	22,294,000	-	-	22,294,000
	2,445,219,000	37,125,486	19,281,765	2,501,626,251
Less Accumulated Depreciation	865,021,000	552,769	264,061	865,837,830
Total Utility Plant, Net	1,580,198,000	36,572,717	19,017,704	1,635,788,421
Non-Regulated Property, Net	681,575,000	-	-	681,575,000
Current Assets				
Cash and Cash Equivalents	70,273,000	-	-	70,273,000
Accounts Receivable	234,632,000	846,245	283,017	235,761,262
Inventories	101,775,000	-	-	101,775,000
Prepayments and Other	31,413,000	24,796	4,321	31,442,117
Total Current Assets	438,093,000	871,041	287,338	439,251,379
Deferred Charges and Other Assets	150,658,000	-	-	150,658,000
Total Utility Plant and Other Assets	$2,850,524,000	$37,443,758	$19,305,042	$2,907,272,800
Capitalization and Liabilities				
Common Stock	$42,039,000	-	-	42,039,000
Premium on Capital Stock	722,420,000	-	-	722,420,000
Retained Earnings	87,244,000	-	-	87,244,000
Total Common Stockholders' Equity	851,703,000	-	-	851,703,000
Preferred and Preference Stock	83,916,000	-	-	83,916,000
Long-Term Debt	1,009,736,000	-	-	$\boxed{1,009,736,000}$
Current Liabilities				
Long-Term Debt - Current	1,791,000	-	-	1,791,000
Short-Term Debt	70,000,000	37,443,758 (1)	19,305,042 (1)	126,748,800
Accounts Payable and Other	474,012,000	-	-	474,012,000
Total Current Liabilities	545,803,000	37,443,758	19,305,042	602,551,800
Deferred Credits and Other	359,366,000	-	-	359,366,000
Total Capitalization and Liabilities	$2,850,524,000	$37,443,758	$19,305,042	$2,907,272,800

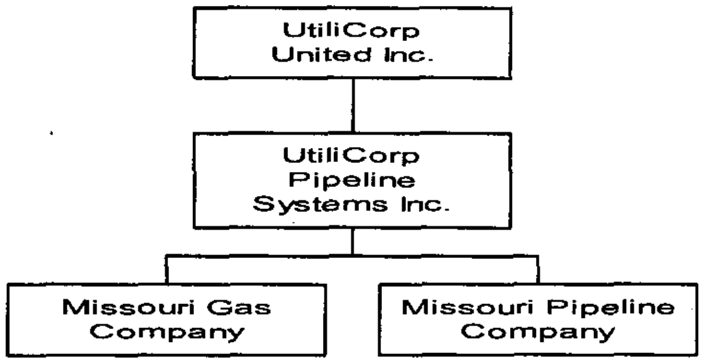
(1) Assumes acquisition is accomplished through initial issuance of short-term debt at 3.65%

Schedule 4-3

Gateway Pipeline Company Inc. et al
GM-2001-585

SCHEDULE

Current Corporate Structure



Proposed Corporate Structure