

**BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI**

In the Matter of the Application of Summit Natural       )  
Gas of Missouri Inc. for Authority to Participate in       )  
A Corporate Restructuring Which Will Result In       )  
The Taking and Holding of All Its Capital Stock by       )  
A Newly-Formed Subsidiary of Summit Utilities, Inc.    )

**File No. GO-2019-0216**

**MOTION FOR EXTENSION OF TIME TO FILE RECOMMENDATION**

**COMES NOW** the Staff of the Missouri Public Service Commission through the Staff Counsel's Office and requests an extension of time to file its Staff recommendation from February 7, 2019, as ordered by the Commission in its January 24, 2019, Order Directing Staff Recommendation to no later than February 22, 2019. If Staff can file sooner than that date, it will do so. In support of its Motion, Staff states as follows:

1. On January 24, 2019, Summit Natural Gas of Missouri, Inc. ("SNGMo") filed an Application requesting an Order of the Commission (a) finding that the Commission lacks jurisdiction to review the proposed corporate restructuring, or, in the alternative, and in summary, approving the proposed corporate restructuring; pursuant to §393.250 RSMo., (b) waiving notice to the Commission, pursuant to Commission Rule 4 CSR 240-4.017(1)(D); and (c) expediting Commission consideration.<sup>1</sup>

2. SNGMo states at page 1, paragraph 1 of its Application that it is a wholly owned subsidiary of Summit Utilities, Inc. ("SUI") and is a corporation incorporated under the laws of the State of Colorado with its principal offices located at 7810 Shaffer Parkway, Suite 120, Littleton, Colorado 80127. SNGMo at page 2, paragraph 2 of its Application relates that it conducts business as a "gas corporation" and a "public utility" as those terms are defined at Section 386.020 RSMo.

---

<sup>1</sup> Commission Rule 4 CSR 240-2.080(14), paragraphs 17 and 18 of the Application.

3. SNGMo at page 2, paragraph 2 of its Application states that (a) SUI proposes to (a) form a new subsidiary referred to as “Midco”, and (b) SUI plans to contribute to Midco all of SUI’s interest in the capital stock of SNGMo. At page 3, paragraph 8 of its Application, SNGMo says that the principal advantage of the proposed transaction is that the terms of the long-term debt to Midco are more advantageous than the terms that SNGMo can access under an existing Credit Agreement which will result in a lower cost of service for SNGMo than would otherwise be the situation.

4. At page 6, paragraph 17 of its Application, SNGMo requests an order from the Commission by no later than March 15, 2019, to enable it to meet its commitments to its lenders and “take advantage of lower cost debt capital at the earliest possible opportunity.”

5. At page 4, paragraph 11, SNGMo states that it does not believe that SUI’s proposed formation of Midco or SUI’s proposed contribution to Midco of its interests in the capital stock of SNGMo would represent a “reorganization” as that term is used in Section 393.250 RSMo. SNGMo then goes on to state:

. . . The Company [SNGMo] is presently a wholly-owned subsidiary of Summit [SUI] and adding Midco into the chain of ownership between Summit and the Company would not represent any meaningful regulatory change in that the Company would continue to be a wholly-owned subsidiary of Summit, albeit as an indirect wholly-owned subsidiary as opposed to a direct wholly-owned subsidiary. . . .

Section 393.250.1 RSMo. states:

Reorganizations of gas corporations, electrical corporations, water corporations and sewer corporations shall be subject to the supervision and control of the commission, and no such reorganization shall be had without the authorization of the commission.

6. SNGMo requests an Order from the Commission finding that it lacks jurisdiction over this matter and dismissing the Application or, in the alternative, (a) approving the proposed corporate restructuring as not detrimental to the public interest pursuant to Section 393.250; (b) authorizing Midco to take and hold the capital stock of SNGMo; (c) waiving, for good cause shown, the 60-day notice required by Rule 4 CSR 240-4.017(1), and (d) granting such other relief as may be necessary or appropriate in the circumstances and further granting such orders and relief by no later than March 15, 2019, bearing an effective date of March 26, 2019.

7. On January 24, 2019, the Commission issued an Order Directing Staff Recommendation, in which the Commission directed its Staff to file a recommendation addressing the requests in the SNGMo Application by February 7, 2019. Staff has worked diligently on performing its analysis of SNGMo's filing but requires until February 22, 2019, to complete its analysis. If Staff can file sooner than that date, it will do so.

8. SNGMO did not offer in its Application to respond to Staff Data Requests in less than the 20 day response time provided by Commission Rule nor did the Commission in its January 24, 2019, Order Directing Staff Recommendation direct a shortening of the Data Request response time. However, prior to filing, SNGMO did indicate to Staff that it would provide a quick response time to Staff Data Requests and SNGMo has done so, for which Staff is appreciative. SNGMo has also indicated to Staff that Staff may represent in this Motion that SNGMo has no objection to Staff's request for additional time to no later than February 22, 2019, for filing Staff's Memorandum Recommendation.

**WHEREFORE** Staff hereby requests an extension of time to file its Staff Memorandum Recommendation from February 7, 2019, as ordered by the Commission in its January 24, 2019, Order Directing Staff Recommendation, to no later than February 22, 2019. If Staff can file sooner than that date, it will do so.

Respectfully submitted,

**/s/ Steven Dottheim**

Steven Dottheim

Mo. Bar #29149

Chief Deputy Staff Counsel

(573) 751-9285 (Fax)

(573) 751-7489 (Telephone)

steve.dottheim@psc.mo.gov (E-mail)

Attorney for Staff of the  
Missouri Public Service Commission

**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing was served via e-mail on Counsel for the Parties of record to this case, on this 7th day of February, 2019.

**/s/ Steven Dottheim**