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STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

TRANSCRIPT OF PROCEEDINGS

Prehearing Conference

November 13, 2013
Jefferson City, Missouri
Volume 8

In the Matter of PGA/ACA Filing of)
Atmos Energy Corporation for the)
West Area (Old Butler), West Area)
(Old Greeley), Southeastern Area)Case No.GR-2008-0364
(Old DEMO), Southeastern Area)
(Old Neelyville), Kirksville Area)
and in the Northeastern Area.)

MICHAEL BUSHMANN, Presiding
REGULATORY LAW JUDGE

REPORTED BY: Monnie S. Mealy, CCR, CSR, RPR
Midwest Litigation Services
3432 W. Truman Boulevard, Suite 207
Jefferson City, MO 65109
(573) 636-7551

1 A P P E A R A N C E S

2

3 For Staff of the Missouri Public Service Commission:

4 Mr. John Borgmeyer

Mr. Kevin Thompson

5 Mr. Robert Berlin

Public Service Commission

6 200 Madison Street

Jefferson City, MO 65102

7 (573) 751-3234

8

For Office of Public Counsel and the Public:

9

Mr. Marc Poston

10 Office of Public Counsel

200 Madison Street

11 P.O. Box 2230

Jefferson City, MO 65102

12 (573) 751-5558

13

For Atmos Energy:

14

Mr. James M. Fischer

15 Mr. Larry Dority

Fischer & Dority, PC

16 101 Madison, Suite 400

Jefferson City, MO 65101

17 (573) 636-6758

18

19

20

21

22

23

24

25

1 P R O C E E D I N G S

2 JUDGE BUSHMANN: Let's go on the record.

3 Today is November 13, 2013, at 2:00 p.m. The
4 Commission has set this time for a prehearing
5 conference in the case captioned as In the Matter
6 of PGA/ACA Filing of Atmos Energy Corporation for
7 the West Area (Old Butler), West Area (Old
8 Greeley), Southeastern Area (Old DEMO),
9 Southeastern Area (Old Neelyville), Kirksville area
10 and in the Northeastern Area, File No.
11 GR-2008-0364. That's quite a caption.

12 My name is Michael Bushmann. I'm the
13 Regulatory Law Judge assigned to remand of this
14 matter. Let's start with Counsel making their
15 entries of appearance for Atmos Energy Corporate?

16 MR. FISCHER: Let the record reflect the
17 appearance of James M. Fischer and Larry W. Dority
18 of the law firm of Fisher & Dority, PC. Our
19 address is 101 Madison Street, Suite 400, Jefferson
20 City, Missouri, 65101.

21 JUDGE BUSHMANN: And for Office Public
22 Counsel?

23 MR. POSTON: Mark Poston appearing for the
24 Office of the Public Counsel and the Public, P.O.
25 Box 2230, Jefferson City, Missouri, 65102.

1 JUDGE BUSHMANN: And Commission Staff?

2 MR. BORGMEYER: Appearing on behalf of the
3 Staff of the Missouri Public Service Commission,
4 John Borgmeyer, Bob Berlin, and Kevin Thompson.
5 Our address is P.O. Box 360, Jefferson City,
6 Missouri, 65101.

7 JUDGE BUSHMANN: And for the record, could
8 the persons on the phone please identify
9 yourselves?

10 MR. MARTIN: Sure. This is Mark Martin,
11 Atmos Energy Corporation. My address is 3275
12 Highland Point Drive, Owensborough, Kentucky,
13 42303.

14 JUDGE BUSHMANN: Thank you, Mr. Martin.

15 MS. HISE: And this is Erica Hise with
16 Atmos Energy Corporation. My address is 5430 LBJ
17 Freeway, Suite 1800, Dallas, Texas, 75240.

18 JUDGE BUSHMANN: Thank you, Ms. Hise. Is
19 there anyone else on the phone that's not already
20 identified? I don't hear any.

21 Well, the purpose of the prehearing
22 conference today is pretty simple. I just wanted
23 to find out what the parties think what should
24 happen procedurally in order to resolve the matter.

25 So if there are no additional material

1 facts that need to be discovered or found, is it
2 just that we need to have briefs and a new order?
3 Or if there are important facts that are not known
4 at this point, does there need to be additional
5 discovery and possibly a supplemental hearing?

6 So I throw that open to the parties to see
7 what you think. Mr. Fischer, i guess what's your
8 position on that?

9 MR. FISCHER: Well, Judge, I think we do
10 have a pretty much fully developed record except
11 for one area. The Supreme Court remanded the case
12 for additional evidence on fully distributed costs,
13 and that would be one piece of evidence that I
14 think would need to be added to the record.

15 Otherwise, the -- the -- the Court
16 directed the Commission to consider again whether
17 Atmos compensated its affiliate above the lesser of
18 the fair market price, which we've got a lot of
19 evidence on or fully distributed costs, but I think
20 it's that small piece of evidence that we probably
21 need to have supplemented in the record to fully
22 comply with the -- with the Court's directive.

23 The Court didn't reverse the Commission on
24 the merits. It reversed the Commission's use of
25 the -- the evidentiary standard of the presumption

1 of prudence. And it didn't get to the merits. So
2 I think at that point with that additional
3 evidence, I don't think we need to have a
4 full-blown hearing to look at everything.

5 It's already there except for this -- this
6 piece. So we would want some opportunity to
7 supplement the record with that. I hope, though,
8 that since we've been through this three times
9 almost now -- we had two different districts
10 opinions upholding essentially the same issues.

11 The Supreme Court is -- doesn't like the
12 use of the presumption of prudence in an affiliated
13 transaction case and had remanded it back on that
14 ground.

15 But I'd like to pursue today the
16 possibility of settling the case without having a
17 lot more time and effort being spent on it.
18 But we'll have to see if we can get there.

19 JUDGE BUSHMANN: Okay. And assuming for
20 the sake of argument that settlement doesn't work
21 out, what's your view of how we need to get to
22 presenting this additional evidence and getting it
23 into the record?

24 MR. FISCHER: Well, I think it -- if we
25 can get to a settlement, I think we would like to

1 have some discussions with the parties about what a
2 fully distributed cost study, how it should be
3 structured so that we don't have a lot of dispute
4 about - about the methodology.

5 And that may take some time. I would
6 think this probably early March, we would be
7 presenting some evidence of the fully distributed
8 costs after we've had some discussions s that among
9 the parties.

10 And then if we need additional -- anything
11 else, then I guess we can talk about it at that
12 point. But I think that would be ex -- expedited
13 way of handling that kind of thing.

14 JUDGE BUSHMANN: Okay. Mr. Poston, what's
15 your view of -- on that?

16 MR. POSTON: We would certainly support
17 settlement discussions with the company. That's
18 probably the preferred approach.

19 I don't necessarily agree that fully
20 distributed costs is the only issue that's going to
21 be -- needs to be looked at on remand.

22 There's both sides of the asymmetrical
23 pricing statute are at issue on remand, and we
24 would just like to be given the opportunity to
25 present what evidence we think needs to be

1 supplemented to support that standard.

2 And then at that point, we would like
3 opportunity for discovery on whatever supplemental
4 testimony or whatever evidence they provide.

5 JUDGE BUSHMANN: Okay.

6 MR. POSTON: So that's it.

7 JUDGE BUSHMANN: Mr. Borgmeyer, what about
8 you?

9 MR. BORGMEYER: I think Staff would also,
10 obviously, discuss any kind of settlement that the
11 company wants to put forward.

12 As far as re-opening the record or re --
13 adding new evidence to the record, I think Staff
14 would -- would want a full and fair opportunity to
15 analyze and review whatever is being offered as new
16 evidence.

17 I think Staff's view is that the record
18 was sufficient on its own and could just be
19 rebriefed based on the legal standard that the
20 Supreme Court said should apply.

21 But if there is new evidence introduced, I
22 think Staff would want a full opportunity to
23 analyze that and, like Mr. Poston said, I don't
24 know that we're prepared -- that we're prepared to
25 agree that if the record is open that it would be

1 re-examined on a -- on a narrow basis. There may
2 be other issues if the record is opened.

3 MR. THOMPSON: Yeah. If they're going to
4 get a chance to make an additional showing that
5 they met the standard, then we'd like an
6 opportunity to make an additional showing that they
7 didn't.

8 JUDGE BUSHMANN: Sure. Well, in reading
9 the Supreme Court's opinion, it appears that the
10 Court didn't think that the record was sufficient.
11 So there -- on a couple of issues, both relating to
12 the affiliated transaction rule.

13 So it may be that if this doesn't work, if
14 it doesn't work out, then we may need to have a new
15 procedural schedule, which the parties can agree
16 to.

17 So I guess since there's a possibility
18 that settlement at least is an option, I'll give
19 the parties a chance to explore that option.

20 So I guess what I would propose would be
21 that in about a week, maybe November 21st, the
22 parties -- after -- after I leave and you've had an
23 opportunity to discuss matters, you can file either
24 a status report -- if you find that your settlement
25 discussions proceed and there's a possibility that

1 might work out, perhaps you just need more time.
2 So in that case, you can file a status report and
3 just keep the Commission involved in -- informed on
4 how it is proceeding.

5 If, for instance, these -- the settlement
6 discussions don't go anywhere and you don't think
7 that there's any possibility that that's going to
8 be fruitful, then I would suggest that you file
9 kind of a status report, just file a joint proposed
10 procedural schedule and see how the timeline might
11 work out for additional discovery, if necessary,
12 and additional evidence.

13 So it gives you a little flexibility to
14 deal with the options there depending on how your
15 discussions go.

16 MR. DORITY: I appreciate that, Judge. I
17 think that's helpful.

18 MR. FISCHER: Yeah.

19 JUDGE BUSHMANN: I don't think there's
20 anything that I need to be here for in that case
21 after -- after that, unless there's anything else
22 that any of the parties need to bring up anything
23 else before we get to that point?

24 MR. POSTON: I don't think so.

25 JUDGE BUSHMANN: Staff?

1 MR. BORGMEYER: I don't think so.

2 JUDGE BUSHMANN: Company?

3 MR. DORITY: No. I don't think so.

4 MR. FISCHER: Good. Thank you.

5 JUDGE BUSHMANN: All right. I think
6 that's -- that's all that can be addressed today on
7 the record. So we'll go off the record.

8 MR. THOMPSON: Thank you, Judge.

9 JUDGE BUSHMANN: And the phone bridge is
10 own it till -- it's open till four.

11 MR. DORITY: We'll leave it open.

12 JUDGE BUSHMANN: So that gives you a
13 chance to have your talks, so I'll leave you to
14 it.

15 MR. BORGMEYER: You order with November
16 21st being the --

17 JUDGE BUSHMANN: I'll issue a notice
18 saying that I had this direction during the
19 pre-hearing conference, and so that way, there's
20 something in writing.

21 MR. BORGMEYER: Okay. Thank you.

22 (The proceedings were concluded at 2:11 p.m. on
23 November 13, 2013.)

24

25

1 REPORTER'S CERTIFICATE

2

3 STATE OF MISSOURI)

4) ss.

5 COUNTY OF OSAGE)

6

7 I, Monnie S. Mealy, Certified Shorthand Reporter,
8 Certified Court Reporter #0538, and Registered Professional
9 Reporter, within and for the State of Missouri, do hereby
10 certify that I was personally present at the proceedings as
11 set forth in the caption sheet hereof; that I then and there
12 took down in stenotype the proceedings had at said time and
13 was thereafter transcribed by me, and is fully and accurately
14 set forth in the preceding pages.

15

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19

20 _____
Monnie S. Mealy, CSR, CCR #0538

21 Registered Professional Reporter

22

23

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25

<p>A</p> <p>accurately 763:13</p> <p>added 756:14</p> <p>adding 759:13</p> <p>additional 755:25 756:4 756:12 757:2 757:22 758:10 760:4,6 761:11 761:12</p> <p>address 754:19 755:5,11,16</p> <p>addressed 762:6</p> <p>affiliate 756:17</p> <p>affiliated 757:12 760:12</p> <p>agree 758:19 759:25 760:15</p> <p>analyze 759:15 759:23</p> <p>appearance 754:15,17</p> <p>appearing 754:23 755:2</p> <p>appears 760:9</p> <p>apply 759:20</p> <p>appreciate 761:16</p> <p>approach 758:18</p> <p>area 752:11,11 752:11,12,12 752:13 754:7,7 754:8,9,9,10 756:11</p> <p>argument 757:20</p> <p>assigned 754:13</p> <p>assuming 757:19</p> <p>assymetrical 758:22</p> <p>Atmos 752:10 753:13 754:6 754:15 755:11 755:16 756:17</p> <p>B</p> <p>back 757:13</p>	<p>based 759:19</p> <p>basis 760:1</p> <p>behalf 755:2</p> <p>Berlin 753:5 755:4</p> <p>Bob 755:4</p> <p>Borgmeyer 753:4 755:2,4 759:7,9 762:1,15,21</p> <p>Boulevard 752:22</p> <p>Box 753:11 754:25 755:5</p> <p>bridge 762:9</p> <p>briefs 756:2</p> <p>bring 761:22</p> <p>Bushmann 752:16 754:2 754:12,21 755:1,7,14,18 757:19 758:14 759:5,7 760:8 761:19,25 762:2,5,9,12,17</p> <p>Butler 752:11 754:7</p> <p>C</p> <p>C 753:1 754:1</p> <p>caption 754:11 763:11</p> <p>captioned 754:5</p> <p>case 752:11 754:5 756:11 757:13,16 761:2,20</p> <p>CCR 752:21 763:20</p> <p>certainly 758:16</p> <p>CERTIFICATE 763:1</p> <p>Certified 763:7,8</p> <p>certify 763:10</p> <p>chance 760:4,19 762:13</p> <p>City 752:7,22 753:6,11,16</p>	<p>754:20,25 755:5</p> <p>Commission 752:1 753:3,5 754:4 755:1,3 756:16,23 761:3</p> <p>Commission's 756:24</p> <p>company 758:17 759:11 762:2</p> <p>compensated 756:17</p> <p>comply 756:22</p> <p>concluded 762:22</p> <p>conference 752:5 754:5 755:22 762:19</p> <p>consider 756:16</p> <p>Corporate 754:15</p> <p>Corporation 752:10 754:6 755:11,16</p> <p>cost 758:2</p> <p>costs 756:12,19 758:8,20</p> <p>Counsel 753:8,10 754:14,22,24</p> <p>COUNTY 763:5</p> <p>couple 760:11</p> <p>Court 756:11,15 756:23 757:11 759:20 760:10 763:8</p> <p>Court's 756:22 760:9</p> <p>CSR 752:21 763:20</p> <p>D</p> <p>D 754:1</p> <p>Dallas 755:17</p> <p>deal 761:14</p> <p>DEMO 752:12 754:8</p>	<p>depending 761:14</p> <p>developed 756:10</p> <p>different 757:9</p> <p>directed 756:16</p> <p>direction 762:18</p> <p>directive 756:22</p> <p>discovered 756:1</p> <p>discovery 756:5 759:3 761:11</p> <p>discuss 759:10 760:23</p> <p>discussions 758:1 758:8,17 760:25 761:6 761:15</p> <p>dispute 758:3</p> <p>distributed 756:12,19 758:2,7,20</p> <p>districts 757:9</p> <p>Dority 753:15,15 754:17,18 761:16 762:3 762:11</p> <p>Drive 755:12</p> <p>E</p> <p>E 753:1,1 754:1,1</p> <p>early 758:6</p> <p>effort 757:17</p> <p>either 760:23</p> <p>Energy 752:10 753:13 754:6 754:15 755:11 755:16</p> <p>entries 754:15</p> <p>Erica 755:15</p> <p>essentially 757:10</p> <p>evidence 756:12 756:13,19,20 757:3,22 758:7 758:25 759:4 759:13,16,21 761:12</p>	<p>evidentiary 756:25</p> <p>ex 758:12</p> <p>expedited 758:12</p> <p>explore 760:19</p> <p>F</p> <p>facts 756:1,3</p> <p>fair 756:18 759:14</p> <p>far 759:12</p> <p>file 754:10 760:23 761:2,8 761:9</p> <p>Filing 752:10 754:6</p> <p>find 755:23 760:24</p> <p>firm 754:18</p> <p>Fischer 753:14 753:15 754:16 754:17 756:7,9 757:24 761:18 762:4</p> <p>Fisher 754:18</p> <p>flexibility 761:13</p> <p>forth 763:11,14</p> <p>forward 759:11</p> <p>found 756:1</p> <p>four 762:10</p> <p>Freeway 755:17</p> <p>fruitful 761:8</p> <p>full 759:14,22</p> <p>fully 756:10,12 756:19,21 758:2,7,19 763:13</p> <p>full-blown 757:4</p> <p>G</p> <p>G 754:1</p> <p>getting 757:22</p> <p>give 760:18</p> <p>given 758:24</p> <p>gives 761:13 762:12</p> <p>go 754:2 761:6</p>
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