

In the Matter of:

SPIRE MISSOURI INC.'S d/b/a SPIRE REQUEST FOR AUTHORITY , etc.

GR-2021-0108, VOL. II

May 17, 2021



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STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

TRANSCRIPT OF PROCEEDINGS

Discovery Conference

May 17, 2021

Via Webex

Volume 2

In the Matter of:
Spire Missouri Inc.'s d/b/a)
Spire Request for Authority)
to Implement a General Rate)
Increase for Natural Gas) File No. GR-2021-0108
Service Provided in the)
Company's Missouri Service)
Areas)

CHARLES HATCHER, Presiding
REGULATORY LAW JUDGE

REPORTED BY:
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TIGER COURT REPORTING, LLC

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PROCEEDINGS

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2 JUDGE HATCHER: Let's go on the record.
3 Today is May 17th at a regularly scheduled discovery
4 conference. This is in the general rate case of
5 Spire Missouri, Inc., File No. GR-2021-0108. Today's
6 discovery issues are brought to us by the Office of
7 the Public Counsel.

8 Mr. Clizer, would you like to go ahead
9 and -- first, would you like to mark any off? I have
10 counted six discovery requests. Have any of those
11 resolved?

12 MR. CLIZER: Your Honor, we believe that
13 we have resolved discovery request 3004. And I'll
14 also go ahead and say that Spire has been working
15 very closely with us to try and resolve some of these
16 issues and that I believe we might have additional
17 issues resolved, but that I'm going to ask the
18 Commission to -- or I'll put this: I believe that we
19 have several resolutions potentially in place, but
20 I'm hoping that we can substantially postpone this
21 overall meeting, so to speak.

22 Let me -- let me explain. We are working
23 with Spire. Several of the issues that we have, we
24 think that we might be able to resolve within the
25 coming week. We'd like to potentially reconvene

1 sometime next week to see if they're fully resolved,
2 but I'd like to use this opportunity to lay out what
3 my issues are on the record and discuss what our
4 proposed resolution of them are so that we can save
5 time next week, if necessary, and hopefully we won't
6 have a very contentious meeting today.

7 JUDGE HATCHER: Perfect. I love it.
8 Please proceed.

9 MR. CLIZER: Okay. I'm going to just
10 simply run through the list of data requests as they
11 were attached to my initial filing. The first data
12 request was 1001. It was issued by Bob Shallenberg.
13 And without just reading the entire request into the
14 record, it effectively was asking for the information
15 on which Spire Missouri relied for -- that outlined
16 why I chose to file this case.

17 Oh, and one thing really quick I'd like
18 to state for those of you on the call, I am joined in
19 the conference room at the OPC offices by Bob
20 Shallenberg, Lena Mantle, and Dave Murray who are the
21 individuals who issued these data requests. I asked
22 them to be here in case they needed to provide any
23 additional context or if the Commission had any
24 particular questions that I was unable to answer
25 myself. So --

1 JUDGE HATCHER: Mr. Clizer, sorry to
2 interrupt. Can you tell me the date that this was
3 filed on? And I'll have the same question for the
4 others.

5 MR. CLIZER: I apologize. I would
6 actually have to look up that information.

7 JUDGE HATCHER: Not important. You go
8 right ahead.

9 MR. CLIZER: Okay. I can -- I will
10 try -- I will try and send that information via email
11 to the -- to you and copy all of the other parties to
12 this case after this meeting.

13 As I was saying, this data request was
14 request the document-- documentation supporting the
15 decision to file the case and to drive the amount of
16 rate increase requested and the filing dates for the
17 case. The company initially responded with an
18 objection that the information being sought could be
19 construed as attorney/client work product or attorney
20 contact -- client privileged information and then
21 followed up with a response that the information
22 being sought could be found in the direct testimony,
23 accounting schedules, and minimum filing requirements
24 filed at the onset of the case.

25 The OPC's concerns here primarily lies in

1 the fact that while information claimed as
2 attorney/client privileged or attorney/client work
3 product, attorney work product, the company didn't
4 supply a privilege log to let us know what exactly
5 what information was actually being claimed as
6 privileged. Having spoken with Spire, I believe that
7 there was at least one document they were claiming as
8 privileged.

9 Effectively what the OPC would like with
10 regard to this DR is just a privilege log letting us
11 know the existence of the documentation that was --
12 that pertained to this DR the company is claiming
13 privileged.

14 JUDGE HATCHER: Okay.

15 MR. CLIZER: I'm pausing here just in
16 case, I want to let Spire or any other party
17 intercede directly to each of these DRs without just
18 going through all of them.

19 JUDGE HATCHER: Mr. Aplington, you're
20 muted, sir. Sorry. You're showing as unmuted.
21 Can't hear you.

22 MR. CLIZER: I see he's called in.

23 JUDGE HATCHER: Okay. We'll wait a
24 second and let him call back in. Welcome back,
25 Mr. Aplington. Still not hearing you if you're --

1 oh, now I got your video. I think we have it now. I
2 just heard you set down your headphones.

3 MR. APLINGTON: Can you hear me now?

4 JUDGE HATCHER: Yes.

5 MR. CLIZER: Yes.

6 MR. APLINGTON: Okay. Great. Sorry
7 about that.

8 Yes. Thanks, John, for running through
9 that and that helps us to understand a little bit
10 better. As you noted, John, our primary issue with
11 this one was that we felt was seeking primarily work
12 product. There is at least one presentation that I
13 put together along with Mr. Whiteall (ph) to our
14 leadership counsel that has to do with the filing of
15 the case, some strategy, litigation position type of
16 thing. And so we could get you a log on that, a
17 privilege log, but that's the concern is that it goes
18 to really litigation strategy that would be protected
19 by work product or privilege.

20 JUDGE HATCHER: And since it -- we're
21 more or less poised to do a repeat of our initial
22 discovery conference, we will continue this until
23 next week. Let's move on to issue two, which by my
24 count is data request 1027.

25 MR. CLIZER: Yes. Thank you, your Honor.

1 This was again issued by Bob Shallenberg, and it
2 sought copies of all documentation presented to Spire
3 Inc. and/or the Spire Missouri officers and/or
4 directors regarding formation of Spire Services.

5 The response that we received was
6 effectively that the information we were being --
7 requesting could primarily be found attached to or in
8 the direct testimony of the John Flaherty -- no,
9 Thomas Flaherty, I apologize, Thomas Flaherty, that
10 was filed in the last general Spire rate case. Spire
11 has subsequently updated its response with additional
12 copies of testimony Mr. Flaherty produced, as well as
13 work papers, and I thank them for that.

14 Having reviewed some of the information,
15 we maintain -- we still believe that it does not
16 pertain to material that was generated prior to the
17 creation of Spire Services, which is what we're
18 primarily concerned with, but we are interested in
19 working with the company to either confirm or
20 identify what material existed prior to the creation
21 of Spire Services or figure out if there is
22 additional information.

23 And because we're on the record, I want
24 to make this very clear. The information that we are
25 seeking was that which existed prior to the creation

1 of Spire Services that was relied upon by the Spire
2 Incorporated board of directors and Spire Missouri
3 officers in determining to create Spire Services, the
4 service company.

5 JUDGE HATCHER: Okay. And,
6 Mr. Aplington, if you are clear on that, I will give
7 you the opportunity to respond if you'd like.

8 MR. APLINGTON: Sure. Yeah, we will
9 look. I mean, that gives us a little bit better
10 understanding, John, just in the last couple days of
11 what exactly you're looking for. So, to be honest, I
12 don't know to what extent there is additional
13 materials beyond what -- the update that we provided
14 on Friday, so we will commit to looking and seeing if
15 there's anything else to produce there.

16 JUDGE HATCHER: Okay. Let's move on.
17 Data request 3004 has been resolved. It's off my
18 list. And moving on to, I'm going in numerical
19 order, data request 3011.

20 MR. CLIZER: Yes.

21 JUDGE HATCHER: And to summarize, this is
22 all of the Spire Incorporated board minutes since
23 September 30th, 2017.

24 MR. CLIZER: Yeah. The board of director
25 minutes along with the board of director committee

1 minutes and the materials for both of those.

2 So we received initially the board of
3 director minutes; however, there was some degree of
4 redaction made to the minutes that we received. We
5 also received some of the initial board of director
6 materials, but we noted, based on pagination, that
7 some of the information, some of the pages had been
8 removed. Spire has since updated their response with
9 the committee minutes and materials as we requested,
10 and I thank them for that. However, once again we
11 noted some amount of redaction within the committee
12 minutes as well as, I believe, some amount of missing
13 materials based on pagination once again.

14 Spire seems to suggest that one of its
15 primary concerns is regarding the sensitivity of this
16 document or these documents. We have both, Spire and
17 OPC, kind of reached a mutual understanding that we
18 can resolve some of the sensitivity issues by
19 allowing OPC to review the requested material in
20 person at an office here in Jefferson City, which I
21 believe the company is amenable to. We are hoping if
22 we can do that within this coming week with the
23 potential to make copies of that material which we
24 find most relevant and we'll work with the company to
25 ensure that, we're not just going to ask for

1 everything to be copied, but if that is agreeable, as
2 long as we have unrestricted access to the minutes
3 and materials, the unredacted versions and the
4 complete set of materials to review sometime in the
5 course of this coming week at an office here in
6 Jefferson City, that would resolve this issue.

7 JUDGE HATCHER: And, Mr. Aplington, we'll
8 turn to you if you would like to make comments or
9 just acknowledge your understanding.

10 MR. APLINGTON: Sure. So, yeah. We have
11 been working I think pretty diligently to try to get
12 material to you all. You all have the unredacted
13 versions of the governance committee and audit
14 committee materials, so I think those are -- those
15 are resolved. The compensation committee material,
16 that -- that's no problem.

17 The board of directors' full board
18 minutes, we had pretty lengthy discussions about
19 those redactions already and I think OPC has a pretty
20 good idea of what those are. So I have no problem
21 providing the full board minutes unredacted for
22 review in person.

23 I think the only question is whether
24 there's anything in the strategy components that we
25 would not want to provide in person, and so I would

1 suggest that we take the next week to fully vet that.
2 Because I -- I have not yet seen those materials
3 either. So I think we should take the next week to
4 work on that. I think that's the crux of the issue.

5 JUDGE HATCHER: Okay. Mr. Clizer, that
6 takes us to your last --

7 MR. CLIZER: Actually --

8 JUDGE HATCHER: Oh, sorry. Go ahead.

9 MR. CLIZER: If you -- the strategy
10 committee meeting, and I'm not saying that there's
11 one particular committee that is the most important
12 to us, but I know for a fact that our witness, Dave
13 Murray, is particularly interested in this meeting as
14 we believe that it is very germane to his particular
15 issue. And we have been able to access similar
16 material in the past from other companies. For
17 example, Ameren Missouri's last general rate case
18 provided us a very similar set of materials. I guess
19 I'm a little bit confused as to what exactly is the
20 basis for why Spire would think it can withhold any
21 of the strategic committee materials from us. Again,
22 I'm more than willing to work with the company
23 regarding the securities documents by reviewing them
24 only in person at their offices, but I -- does the
25 company have a particular basis upon which it would

1 think it can withhold the documents?

2 MR. APLINGTON: Sure. So, some of --
3 some of the issues -- there's a couple of issues.
4 Some of the issue is relevance. So, for example, if
5 there's a potential M&A acquisition that was being
6 looked at by a nonregulated affiliate, then had
7 nothing to do with the company and it didn't go
8 through, we wouldn't think that was relevant.

9 Another issue, and part of -- part of the
10 reason why I said that I haven't even seen them is we
11 have to make sure that we're abiding by all the FERC
12 standards of conduct. So if there's a nonregulated
13 potential transaction involving, you know, a
14 midstream entity, I -- I need to not see that myself
15 so that it doesn't influence anything going out of
16 Spire Missouri. So there's a lot of layer of review
17 to make sure that we're compliant with everything
18 here and that -- that's part of the issue.

19 MR. CLIZER: I'd like to, if I may,
20 respond on the relevance issue, just to point out, as
21 David Murray explained in his direct testimony which
22 has now been filed, a large part of his capital
23 structure analysis is governed by the idea that Spire
24 Incorporated is using Spire Missouri -- I want to
25 make sure I say this correctly -- to -- yes, to allow

1 for additional leverage.

2 So I guess my point is the existence of
3 other transactions, transactions with affiliates, is
4 actually highly relevant to this case per, you know,
5 the testimony that's already been filed.

6 As to the FERC issue, honestly, that's a
7 little bit outside my wheelhouse, but I would look
8 into that more.

9 Again, I would like to think that we can
10 get this resolved in a week, assuming that we can see
11 the unredacted material, and I'm more than willing to
12 postpone for a week. But I want to make sure this is
13 out there now so it's no surprise to anybody, I do
14 not accept the argument regarding relevance at this
15 time, and I think I've laid out my argument for why
16 that is.

17 JUDGE HATCHER: Thank you, Mr. Clizer.
18 Let's go on to the last two data requests. And these
19 are both related to the weather normalization rider.
20 Mr. Clizer.

21 MR. CLIZER: I'm going to cover both of
22 these together. 8001.1 and 8002.1 were both issued
23 by Ms. Lena Mantle. They both sought a very specific
24 analysis, effectively of the monetary impact, the
25 current, both because of Spire's give-back position

1 in the weather normalization rider case and the
2 anomalies that have been identified in direct
3 testimony. Having discussed with Spire, I believe
4 we've come to the conclusion that Spire did not
5 perform these very specific analysis that Ms. Lena
6 was -- I'm sorry, Ms. Mantle was requesting and that
7 they suggested they would be able to provide a
8 written update to their response indicating as much.
9 Assuming that that response comes through, this issue
10 will be resolved.

11 JUDGE HATCHER: Okay.

12 MR. APLINGTON: I think that's right,
13 John.

14 JUDGE HATCHER: Excellent. Let's turn to
15 when we want to pick up again. We've all referenced
16 a week, and I have looked at my calendar. Thursday
17 afternoon and Friday are probably my only difficult
18 times, but I wanted to offer all of you to kind of
19 pick your day. I'm not married to exactly one week
20 or doing it next Monday as we did last time. So
21 Mr. Clizer, Mr. Aplington, I'll take bids. Anybody
22 like Tuesday?

23 MR. APLINGTON: Tuesday afternoon would
24 be fine.

25 MR. CLIZER: I believe I can work with

1 Tuesday afternoon as well.

2 JUDGE HATCHER: Success. We'll take care
3 of the Webex arrangements Tuesday the 25th. Anybody
4 want to nail down a time? We said afternoon. Two
5 o'clock?

6 MR. CLIZER: I would believe that two
7 o'clock works for us.

8 MR. APLINGTON: Sounds good do me.

9 JUDGE HATCHER: Perfect. I hear no
10 objections. We will set it for two o'clock, a
11 reconvention. And if anybody, I'm looking at
12 Mr. Clizer and Mr. Aplington, prefers to cancel our
13 follow up, just let me know by email, so, by, you
14 know, Monday close of business and I'll email
15 everybody else. Okey dokey. Are there any other
16 issues to discuss while we're all here? Would you
17 like me to leave the Webex open, and I'll take the
18 court reporter with me and let you all converse,
19 question mark?

20 MR. CLIZER: I'd defer to Spire.

21 MR. APLINGTON: I think, you know, based
22 on the conversation that we all had this morning, I
23 think -- and this conference too -- I think I've got
24 a pretty good handle on the issues. So let us go get
25 to work on that and I will follow up offline if

1 needed.

2 JUDGE HATCHER: Excellent. Sounds like
3 we all have our assignment. Nothing else coming up,
4 we are off the record to adjourn.

5 (Off the record.)

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