

In the Matter of:

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

GR-2021-0108, VOL. XI

August 03, 2021



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BEFORE THE PUBLIC SERVICE COMMISSION

STATE OF MISSOURI

TRANSCRIPT OF PROCEEDINGS

Evidentiary Hearing

August 3, 2021

Jefferson City, Missouri

Volume 11

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

CHARLES HATCHER, Presiding
Regulatory Law Judge
RYAN SILVEY, Chairman,
SCOTT RUPP,
JASON HOLSMAN,
GLEN KOLKMEYER,
MAIDA COLEMAN,
Commissioners.

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P R O C E E D I N G S

JUDGE HATCHER: Let's go on the record.

Good morning. My name is Charles Hatcher. Again, I am the regulatory law judge assigned to this hearing. Today's date is August 3rd, 2021. And the Commission continues its evidentiary hearing in File Number GR-2021-0108. Again, I want to state for the record we are having a hybrid hearing, meaning that some participants are physically in-person here in Courtroom 310. Other participants are participating via WebEx, which is a video conferencing Internet application. Those will be both computer participants and phone-in participants.

Everyone on the WebEx, please mute yourselves until you need to speak. For those on the phone, calling into WebEx, you unmute by pressing *6. And one last warning on WebEx, the chat function is not private. I highly recommend that you do not use it. It is not part of the official record and it can be seen by other people. It is not private.

With that said, let's jump into our issue today. I understand we are starting with ultrasonic meter recovery. I spy a couple of meters in the courtroom here. And I understand we're going to start with mini opening statements. Excellent. And opening statements, we'll go first with Spire. Mr. Aplington.

1 SPIRE OPENING STATEMENT BY MR. APLINGTON:

2 MR. APLINGTON: Thank you, Your Honor. May it
3 please the Commission. My name is Matt Aplington and I
4 represent Spire Missouri, and I am very excited to be here
5 today and have the opportunity to talk to you about
6 ultrasonic meters at Spire. There are a lot of important
7 issues in this case. We talked about many of them yesterday,
8 but I chose to present on this issue because in my opinion,
9 this is the most important issue in the case.

10 Spire's gas safety and field employees work
11 closely with the Commission's own safety staff year-round to
12 make sure that our distribution system is as safe as possible
13 for our customers and communities. As we have accelerated
14 replacement of old mains and services with new modern
15 materials, such as plastic pipe, we've seen a reduction in
16 the number of leaks and natural gas incidents. However, for
17 all the attention that is rightfully placed on the safety of
18 our system, we have always lacked the technology to
19 proactively manage the safety of customer-side piping beyond
20 the meter.

21 This year that changed in Spire Missouri, as
22 we began installing the next generation of natural gas
23 meters, one that is sitting here next to me.

24 JUDGE HATCHER: Mr. Aplington, I'm going to
25 ask you to stop. You're only a couple of minutes into your

1 opening. It's my understanding that we have a couple of
2 people in the old hearing room on WebEx. We're going to give
3 them a couple of minutes and then we will restart.

4 MR. APLINGTON: Very good.

5 JUDGE HATCHER: Okay. Mr. Weitzel, did you
6 sign into WebEx?

7 MR. WEITZEL: Yes.

8 JUDGE HATCHER: You're in the wrong hearing
9 room.

10 MR. WEITZEL: I know.

11 JUDGE HATCHER: Okay.

12 MR. WEITZEL: I'm here. Don't worry about
13 me.

14 JUDGE HATCHER: No problem. Sorry for
15 calling you out.

16 MR. WEITZEL: That's fine. I deserve it.

17 JUDGE HATCHER: Again, for everyone on the
18 WebEx or listening on the livestream, we're at a pause right
19 now. We've run into some technical difficulties this week
20 with this hearing, which has caused us to create a new WebEx.
21 And having those two numbers floating out has created a
22 little bit of confusion. So we are currently just pausing
23 for a minute. And, now we do have everyone here.

24 Mr. Aplington, please go ahead. Thank you.

25 MR. APLINGTON: Spire Missouri opening

1 statement take two. May it please the Commission. My name
2 is Matt Aplington. I represent Spire Missouri and I am so
3 excited to have the opportunity to talk to you today about
4 ultrasonic meters at Spire. There are a lot of important
5 issues in this case and we heard about many of them
6 yesterday. But I chose to present on this issue because I
7 feel strongly that it is the most important issue in this
8 case.

9 Spire's gas safety and field employees work
10 closely with the Commission's safety staff year-round to make
11 sure that our distribution system is as safe as possible for
12 our customers and communities. As we have accelerated
13 replacement of old mains and services with new modern
14 materials, such as plastic pipe, we've seen a reduction in
15 the number of leaks and gas safety incidents. However, for
16 all the attention that is rightfully placed on the safety of
17 our system, we've always lacked the technology to proactively
18 manage the safety of customer-side piping beyond the meter.

19 This year that changed in Spire Missouri, as
20 we began installing the next generation of natural gas meters
21 which we call ultrasonic meters. An example is sitting up
22 here at the podium with me. These devices bring incredible
23 benefits to our customers. The primary benefit of this
24 device is safety. In my experience, the scariest scenario
25 that our field employees and customers face is when a fuel

1 line becomes open on the customer's side of the meter which
2 can quickly fill a home with natural gas. Our new ultrasonic
3 meters continuously measure the flow of natural gas into the
4 home and contain a valve that automatically shuts off the
5 flow of natural gas to a home when the meter senses an open
6 fuel lock. This prevents the home from filling with gas and
7 will prevent explosions and fires from incidents, such as
8 copper theft in an unoccupied home.

9 The importance of this safety feature cannot
10 be overstated. I'm convinced that it will save lives. We at
11 Spire Missouri firmly believe that we have the duty to
12 safeguard our most essential assets, our employees and the
13 customers we serve. These meters also bring additional
14 safety benefits to our customers and employees.

15 For example, the ultrasonic meter contains a
16 temperature sensor which will automatically shut off the flow
17 of natural gas when it detects a fire, preventing natural gas
18 from fueling a fire at a home. The ultrasonic meter is also
19 capable of being turned off via remote control that can be
20 deployed to our field technicians. This will allow them to
21 make buildings gas safe without the need to approach the
22 structure to physically turn off the meter valve. Here,
23 again, we know that this technology will prevent serious
24 injuries to our first responder field employees.

25 The ultrasonic meter also delivers

1 game-changing measurement accuracy for our customers. The
2 device uses ultrasonic measurement technology in place of the
3 diaphragm technology invented in the 1800s. This old
4 technology relies on a series of moving parts and gears which
5 tend to degrade over time. When this happens accuracy
6 suffers. By contrast, the ultrasonic meter has no moving
7 parts and delivers incredible accuracy, both out of the box
8 and for the entire life -- service life of the device.

9 I want to stress that the ultrasonic meter
10 delivers all of these benefits right out of the box without
11 being connected to any network. There are no network costs
12 involved in this case. And the meter itself costs just \$27
13 more than a traditional diaphragm meter and will have a
14 20-year service life. That means that Spire can deliver all
15 of these benefits for just \$1.35 per year of incremental
16 cost.

17 Other parties in this case oppose this new
18 metering technology primarily due to the slightly increased
19 cost and the potential that the cost of some legacy meters
20 may become stranded. While cost is an important
21 consideration, if we can save the life of a customer or an
22 employee for pennies a month, I believe we have an obligation
23 and a duty to do so.

24 To place these incremental costs into
25 context, having utilized diaphragm meters for every

1 residential installation during the test year of this case,
2 the cost would have been approximately \$8.4 million. If we
3 had used ultrasonic meter for all those installations, the
4 cost would've been approximately \$9.8 million for the device.
5 The installation costs would have been the same.

6 Contrary to the suggestion of those parties
7 opposed to ultrasonic metering, Spire has not instituted a
8 full-scale meter replacement program. We are merely
9 introducing ultrasonic metering technology as the new
10 residential standard in Spire-operating areas. Finally, even
11 if we weren't convinced of the incredible benefit and value
12 of transitioning to ultrasonic meters, technology would have
13 pushed us to the same result. As an industry, we are moving
14 away from conventional diaphragm meters and many
15 manufacturers will soon stop producing them.

16 At Spire Missouri East we must also pivot on
17 meters because our legacy measurement network will no longer
18 be supported by our vendor in just a few years.

19 For all of these reasons, we believe it's
20 critical that the Commission recognize the value of this new
21 measurement technology, including rates, the modest cost we
22 have incurred so far to begin the transition to these next
23 generation meters.

24 You will hear next from our witness,
25 Mr. James Rieske, who is our director of measurement, who

1 also has a demonstration, if the Commission would like, of
2 how the diaphragm meter technology operates. Thank you.

3 JUDGE HATCHER: Thank you, Mr. Aplington.

4 Ms. Myers.

5 STAFF OPENING STATEMENT BY MS. MYERS:

6 MS. MYERS: May it please the Commission and
7 good morning. My name is Jamie Myers and I'm here
8 representing Staff of the Missouri Public Service Commission.
9 As already mentioned by counsel for Spire, Spire Missouri has
10 incurred costs by replacing some of its existing metering
11 infrastructure with new ultrasonic meters. Initially, as
12 noted in the rebuttal testimony of Staff witness, J.

13 Luebbert, Staff's recommendation was that the Commission not
14 permit Spire to recover the cost of the ultrasonic meters in
15 FERC subaccount 38.1. And further, not permit Spire to
16 include the costs of the ultrasonic meter installations in
17 FERC subaccount 382.2.

18 However, after the June 9th technical
19 conference, where Spire provided additional information to
20 the parties regarding its replacements of existing meters
21 with ultrasonic meters, and additional information Staff
22 gathered through the discovery process. Staff refined its
23 recommendation regarding Spire's replacement of its existing
24 metering infrastructure as presented in the surrebuttal
25 testimony of Staff witness, Jay Luebbert.

1 Staff does not object to the Commission
2 allowing Spire Missouri to include the cost of new ultrasonic
3 meters in instances where the service was already
4 disconnected, the existing meter needed to be replaced and/or
5 the alternative replacement option would be to purchase and
6 install a new diaphragm meter. But importantly, not every
7 existing meter Spire has replaced with an ultrasonic meter
8 was replaced for the reasons just stated. And therefore
9 Staff recommends the Commission disallow the cost of meters
10 and installations, again, those costs booked in FERC
11 subaccounts 381.1 and 382.2, that were not replaced
12 consistent with the Staff's recommended instance.

13 And again, this is consistent with Spire
14 counsel statements that Spire is not undergoing a meter
15 replacement program, just in instances where it is needed.
16 Specifically, Staff recommends the Commission disallow 26
17 percent of the cost of the meters and associated replacement
18 cost. Based on Spire witness, Mr. Rieske -- I apologize if I
19 mispronounce your name -- rebuttal testimony, 26 percent of
20 the existing meters Spire replaced with ultrasonic meters
21 were less than ten years old and have not been required to be
22 tested in accordance with Commission Rule 20 CSR 4240-10.030
23 Paragraph 19.

24 Additionally, Staff and OPC noted in
25 testimony concerns of both parties have with the lack of

1 information and justification Spire has provided for its
2 meter replacements. To address this going forward Staff
3 recommends the Commission require Spire to file quarterly
4 reports that detail and describe changes to Spire's meter
5 replacement strategy for each Missouri service area as well
6 as justification for any changes in replacement strategy.

7 Staff further recommends that justification
8 should include, but is certainly not limited to, cost-benefit
9 analyses for changes and replacement strategy, alternative
10 approaches Spire has considered, and potential customer
11 impacts of changes. Staff witness, Jay Luebbert has written
12 rebuttal and surrebuttal testimonies on Staff's
13 recommendations for ultrasonic meter recovery and is here
14 today to answer questions on this topic. Thank you.

15 JUDGE HATCHER: Thank you, Ms. Myers. We'll
16 move now to Office of the Public Counsel.

17 MR. COFFMAN: I'm not here.

18 JUDGE HATCHER: I was just going to note
19 Mr. Coffman, I am counting you as excused and you'll let me
20 know when you want to be unexcused.

21 MR. COFFMAN: That is fine with me.

22 MR. CLIZER: I just want to make sure
23 Mr. Coffman got his chance.

24 JUDGE HATCHER: I appreciate it, Mr. Clizer.
25 I have been informed that your opening is now on the

1 computer.

2 MR. CLIZER: I see it there.

3 JUDGE HATCHER: I will direct the camera
4 appropriately.

5 MR. CLIZER: I've had Dr. Marke go back to
6 make sure the WebEx is looking at it right.

7 DR. MARKE: Excuse me, Judge. Is it
8 possible to zoom in at all?

9 JUDGE HATCHER: I wish. Sorry.

10 OPC OPENING STATEMENT BY MR. CLIZER:

11 MR. CLIZER: If it would please the
12 Commission, John Clizer on behalf of the Missouri Office of
13 the Public Counsel. I'm going to start off this discussion
14 today with just a quick reminder of what a meter is and why
15 we are here. I want to talk first while pointing out that
16 when you think about an electric utility, right, what is the
17 most expensive thing they're going to build? It's going to
18 be a power plant. So they're going to make up the biggest
19 amount of, you know, plant they've got in plant, ironically.
20 What about a gas utility. Well, for a gas utility, they
21 don't have that power generating station. Their biggest
22 contribution to the plant, they're going to be the pipes, the
23 distribution system, and the meters. This is a very
24 considerable part of the actual rate base that Spire's
25 seeking to recover. That's what we're talking about here.

1 So this idea that we're dealing with only a couple of million
2 dollars, that is not entirely true. That is only what they
3 are seeking to recover in this case, but you have to remember
4 Spire has about, you know, 1.2 million residential customers.
5 Every single one of them is going to need a meter. So the
6 replacement we're talking about going forward are going to be
7 quite sizable in amount.

8 Finally, just remember, the ultimate goal of
9 a meter is just to report your gas usage. Everything else is
10 ancillary. Okay. Is my mic working? Okay. Sorry about
11 that.

12 JUDGE HATCHER: I'm sorry, I got a request
13 to see you because we couldn't zoom. I forwarded your
14 opening to everyone.

15 MR. CLIZER: Perfectly fine. I'm just going
16 to continue.

17 JUDGE HATCHER: I apologize for
18 interrupting, Mr. Clizer.

19 MR. CLIZER: No, that's fine. So let's
20 compare the two options we have here. And, actually, let me
21 clarify this. When I say two options, I mean the two options
22 that have been brought up in this case. In reality, there's
23 actually quite a few different metering measuring
24 technologies out there, some for different applications. But
25 for right now, we're going to focus on just diaphragms and

1 ultrasonics.

2 So right off the bat, let's talk about how
3 old they are. Diaphragm meter technology has been around for
4 a very long time, about 100 years. Ultrasonic meters have
5 also actually been around for a fairly long time. They
6 easily date back to the '70s, but they are, you know, just
7 now, as this is kind of coming forward for residential
8 meters, at least in this state.

9 A diaphragm meter is going to measure gas
10 flow with the displacement of gas in an actual diaphragm. So
11 you have that little diaphragm inside a meter. As the gas
12 comes in, it expands the diaphragm, that pushes a lever. The
13 lever clicks a mechanism. That tells you how much gas is
14 used.

15 An ultrasonic meter actually is measuring
16 the sound that is traveling through a gaseous medium, in this
17 case, natural gas, flowing through a pipe, which is
18 interesting because it actually can be disrupted by noise
19 pollution, but the amount of disruption I'm not sure I can
20 qualify exactly how much that is.

21 How long do these things last? Well,
22 according to the existing depreciation schedules, diaphragm
23 meters are supposed to last on average about 35 years.
24 Ultrasonic meters, on the other hand, are lasting 20 years.
25 And that is specifically because they have a battery inside

1 them and when the battery runs down you just replace the
2 whole meter. Although, it should be pointed out that Spire's
3 depreciation witness in this case, actually, originally
4 recommended a 15-year, which means they're roughly, you know,
5 less than half of the actual life of a diaphragm meter. That
6 is a very important point that I will be readdressing later
7 on. Of course, Spire has ultimately agreed to maintain the
8 20-year life that was originally ordered by the Commission,
9 but they had already indicated they believe it should
10 actually be shorter.

11 Finally, the diaphragm meter is what you
12 almost certainly already have on your house if you're
13 receiving gas services. Ultrasonic meters are going to
14 require a brand-new meter that is marginally more expensive
15 to be installed. And that is the key to the whole problem
16 here. There are two arguments that the OPC is raising. The
17 first has to do with the fact that we believe that this
18 switch from diaphragm to ultrasonic meters is just
19 gold-plating of Spire system. It is an unnecessary switch
20 designed to build out rate base.

21 The second, is that we believe there is a
22 massive stranded investment problem that is going to be
23 created by this switchover and that the Commission needs to
24 take action to address that stranded investment problem if it
25 allows for the switch from diaphragm to ultrasonic meters.

1 Let me break down both of those issues,
2 starting with gold plating. So really quick, let's just
3 talk, you know, what is gold plating. And this is a big old
4 block of text, but effectively, a utility that is regulated
5 at a certain percentage of its capital investments, i.e.,
6 rate of return, has a strong incentive to over invest in
7 order to increase their overall profit. This is formally
8 known as the Averch-Johnson Effect, named after two
9 economists who wrote a paper on this issue. It is informally
10 known as gold plating.

11 And, again, the basic idea is if you provide
12 profit to utility based on a percentage of what they build,
13 then they have a reason to build as much as possible. In
14 this case, Spire Missouri is over investing in meters. They
15 are attempting to drive up their rate base and increase their
16 overall return through this unnecessary switchover.

17 Let's address several of the arguments that
18 Spire has made here, starting with the argument that
19 diaphragm meters are obsolete. This is not true. Spire's
20 entire position is based on the fact that one manufacture,
21 their preferred supplier, Itron, has told them they're going
22 to stop supporting diaphragm meters. The problem is Itron is
23 not the only meter manufacturer. There are many other
24 manufacturers of diaphragm meters and they have indicated
25 that the continued use, manufacture, and production of

1 diaphragm meters is going strong. Honeywell, Sensus, these
2 are just some of the major main players who have indicated
3 that yes, we are going to continue producing and supporting
4 diaphragm meters well into the future. And to verify that,
5 here are just a couple of pictures of various websites
6 demonstrating the existence and availability of diaphragm
7 meters on the market today.

8 Let's talk about those safety claims,
9 because Spire has made the safety argument a very big part of
10 this case. The first thing I want to point out is that the
11 remote shutoff feature that Spire touts, that Spire puts so
12 much emphasis on, can be achieved by diaphragm meters. And
13 let me stress this point: The difference between a diaphragm
14 meter and an ultrasonic meter is how it measures gas. The
15 remote shutoff capability is independent of the nature of the
16 measurements. I will prove through cross -- all things
17 hopefully working -- that you can get diaphragm meters with
18 the remote shutoff feature and many of the other safety
19 features that Spire touts as being the reason they need to
20 use ultrasonic meters.

21 Now, the one thing that is missing in all of
22 this, is that we don't know what the cost comparison is
23 because -- and I'll get to this later -- Spire did not do its
24 due diligence to figure out what the actual cost of using new
25 diaphragm versus new ultrasonic meters would be. Moreover,

1 according to Spire's own testimony, the ultrasonic meters
2 they are currently installing don't actually have the main
3 safety feature that they stress as the reason why we need to
4 have these meters.

5 Finally, I just want to throw out there
6 because this gets brought up every time the gas safety talks
7 -- I'm sorry, every time gas companies talk safety, you know,
8 if they're going to reference back to the same ole major
9 natural gas disasters like Merrimack. Merrimack had nothing
10 to do with the meters. Right? That was a problem with the
11 regulators on the distribution system being left open, which
12 caused gas in the lines which led to the explosion. The
13 actual diaphragm meter safety shutoff valve is not going to
14 prevent very many of the major natural disasters, if any,
15 that we see historically.

16 Let's move onto to the accuracy and
17 longevity benefits. This is also undermined by the Company's
18 own evidence. Spire claims that ultrasonic meters is
19 superior because they are going to remain accurate for a
20 longer period of time, because -- and they won't break down
21 because they don't have the internal moving parts. However,
22 this is irrelevant because Spire is or plans on retiring
23 these meters after ten years, according to a safety
24 requirement.

25 Now, I'm going to have to come back to this.

1 I'll circle back to this. There's a little bit of confusion
2 on this point that I want to address on a later slide. But I
3 wanted again to emphasis this: Even absent the testing and
4 replacement, diaphragm meters still last nearly twice as long
5 as ultrasonic meters. And that's with the current
6 depreciation rates. If Spire gets its lower rates, which it
7 indicates it wants, they are definitely going to last twice
8 as long.

9 Just pause for a moment and think about
10 this. Imagine you're buying a car and you have two options.
11 Option A is a car that lasts ten years and costs 30,000.
12 Option B is a car that is going to last five years and costs
13 \$40,000. But Option B has rear backup assist, which is a
14 nice safety feature. If you are legitimately make a
15 purchasing decision, you're going to factor in how long the
16 car lasts. You're going to factor in the actual cost.
17 You're not going to just automatically go, oh, it's a safety
18 feature. We absolutely need that. You need to make a
19 cost-benefit analysis decision, and that's something the
20 company simply has not done.

21 A company who is about to embark on a
22 capital expenditure they could easily break into hundreds of
23 millions of dollars would be expected to do basic due
24 diligence. They would be expected to have a cost-benefit
25 analysis performed, to requests for proposals for

1 solicitation of bids for people to come and say here are the
2 different options for meters, both ultrasonic and diaphragm,
3 and anything else on the market. They would have a planned
4 replacement strategy in place. Spire has none of these
5 things. They didn't do any of the basic due diligence that
6 you would expect for a company making this kind of capital
7 investments.

8 So to summarize, Spire's claimed benefits
9 are reaching at best. And right now, the Company is
10 attempting to skirt what is going to be the much more costly
11 investment that is going to come second. And that is the AMI
12 infrastructure and network that will need to be built and
13 deployed to gain benefit of AMI functionality.

14 I want to throw out there, I know this is
15 not key to this case, but it's important to point out. There
16 is basically no real case for AMI meter technology when it
17 comes to gas companies, but I acknowledge, at least for now,
18 the Company isn't requesting recovery of AMI technology. So
19 that's all I'm going to say to that.

20 To finalize, again, this company has
21 performed no due diligence. They haven't done their RFPs.
22 They haven't done a cost-benefit analysis. And they -- all
23 they have regard to plans are a plan to make plans. This is
24 not how a competitive business would operate and it's not how
25 a regulated utility should be allowed to operate.

1 Let's move on to the second issue, the
2 stranded investment problem. The OPC's position can be
3 summed up succinctly as this: One customer, one meter. When
4 a customer pays for a meter, they should actually get to
5 enjoy the benefit of that meter in full. They should get
6 what they paid for. This is a basic concept. Right now,
7 Spire customers are paying the cost and profit on meters for
8 which they are receiving only about a third of the benefit.
9 And yet despite only receiving a third of the benefit, the
10 customers are paying the full price of the diaphragm meter,
11 and its replacement, and they're going to pay for the
12 ultrasonic meter too. To state it differently, customers end
13 up paying for more than one meter at the same time, and this
14 is what the OPC has a problem with.

15 Go ahead. I'm more than happy to ask
16 questions -- answer questions.

17 JUDGE HATCHER: This is the judge.
18 Mr. Clizer, I just have -- how do you account for the
19 inventory that Spire states it purchases in advance? And
20 even ignoring their testimony, thinking this through, one
21 customer; one meter. We can't take that literally because a
22 company would have to have the replacement meter. And so now
23 that is going to be in rate base. So it really doesn't work
24 out one to one because -- and the gas company will always
25 have an extra meter sitting in a stockroom somewhere for the

1 just in case.

2 MR. CLIZER: I guess it would come down to a
3 prudence evaluation on exactly how much that inventory is
4 compared to the amount that's in, you know, rate based. If
5 the Company is carrying inventory equal to the amount of
6 meters they have installed, that's probably a problem. Some
7 small amount of inventory, yes, that could be reasonable.
8 But you'd have to have a prudence evaluation is the way I'd
9 answer that.

10 JUDGE HATCHER: Thank you. I knew you'd
11 thought of it.

12 MR. CLIZER: So I want to stress that Spire
13 knowingly caused this problem, because they have been
14 interpreting a requirement to test meters every ten years as
15 a requirement to fully replace and retire the meters after
16 ten years. And that's regardless of the meter's accuracy.
17 Basically, whenever they test a meter, it's gone because in
18 their opinion, it costs too much to refurbish the meter.

19 Now, this is where things get a little
20 confusing. Because Spire actually has a variant that's
21 supposed to let them not test every meter after ten years.
22 Instead they get to do a statistical sampling. But this gets
23 convoluted because Spire also claims that they have to be
24 able to replace the diaphragm meters after ten years because
25 of this rule. So they haven't been replacing every meter

1 after ten years. They have lots of meters that are 20, 30
2 years old, but they also claim that this rule requires them
3 to replace the diaphragm meters after ten years as a
4 justification for why they can shorten the whole replacement
5 strategy.

6 Does that make sense? Or -- not does it
7 make sense, do you follow what I'm trying to explain? That's
8 a rhetorical question.

9 The problem here is that Spire -- and this
10 is a -- Spire has acknowledged itself that its replacement
11 strategy has created a discrepancy between the actual life
12 and the depreciable life of the meters that Spire has known
13 about for years, but it hasn't done anything to attempt to
14 correct this problem. In fact, over the last four rate
15 cases, Spire has been continuing to recommend the exact same
16 35-year service life for these meters. And the result of all
17 of this, is that Spire's full diaphragm meter accounts are
18 only about a third recovered. And the amount of unrecovered
19 that we're talking about here is more than \$180 million in
20 plant. I mean, this is a very considerably large amount of
21 money.

22 And Spire wants to retire all of this and
23 replace it with ultrasonic meters, which we book to a new
24 account. When it does that, of course, the customers are
25 still going to end up paying both the amount in the diaphragm

1 account, and in the new ultrasonic meter account, and our
2 customers are quite literally going to be paying for two
3 meters at the same time. That is what the OPC is attempting
4 to prevent.

5 So how do you fix this problem? Staff has
6 proposed disallowing 26 percent of the ultrasonic meters.
7 And you just heard Staff counsel explain that that's
8 basically the number of meters that were retired before that
9 ten-year period. Now, OPC would put forth that it shouldn't
10 be the ten-year period because Spire has a variance, the
11 requirement to replace every ten years. They should do it
12 before the end of their average service life, which is the
13 35-year period. Of course, if you do that, you're going to
14 disallow all of the meters because pretty much all of them
15 are being retired before the average service life. I don't
16 have the exact number. There are probably a few that aren't
17 actually being retired past their 35 years, but you'd have to
18 have the Company and/or Staff actually look into that. We
19 can make an attempt, but it would be a little tricky.

20 If, however, the Commission says no, we want
21 the ultrasonic meters. We are going to let it go forward.
22 That's fine. What we're asking in the alternative is that
23 you do something to correct the problem that we've identified
24 with this stranded investment. And the way to do that, in
25 our opinion, is to make an adjustment to the existing

1 diaphragm meter plant reserve accounts.

2 Now, we offer two options. In reality,
3 there's probably a whole plethora of options, and you'll
4 probably see a few more brought up in our brief, but let me
5 just go through the two options we've put in our position
6 statement.

7 The first is that you just make an
8 adjustment to the diaphragm meter reserve accounts, and
9 that's it basically. You just bring up the diaphragm meter
10 reserve accounts so the customers don't have to pay for two
11 meters at the same time. The alternative, and this would be
12 the easiest, is that you take the diaphragm meter reserve
13 account, make an adjustment to it to clear off the
14 unrecovered balance, put that unrecovered balance in a
15 regulatory asset, amortize it over 20 years, sort of, the
16 remaining life period of the meters, and then give it a
17 return of through cost of long-term debt, but not a return
18 off. That would mean that the Company would be able to
19 recover the costs of the diaphragm meters but not profit on
20 the diaphragm meters. And they would also be able to recover
21 the costs of the ultrasonic meters and profit on the
22 ultrasonic meters.

23 So the Company would be recovering for two
24 meters but only earning profit on one, which I would consider
25 to be the absolute least the Commission could do for

1 customers. If they are going to let the Company recover for
2 two meters, the least they could do is only let the Company
3 profit off one meter.

4 So to wrap this up, once again our point,
5 one customer equals one meter. You shouldn't have every
6 customer, every customer basically paying for two meters.
7 Spire has put forward very little effort to justify its meter
8 conversion. It didn't even file a direct in this case. It
9 hasn't done its due diligence. There's actually very little
10 on the record to support this conversion. This whole
11 decision is being driven by a desire to build rate base. And
12 I shouldn't have to, but again, if you ask yourself why, it's
13 by adding all this rate base they're going to increase their
14 profits and it's going to flow through to their parent
15 company. You get that substantiation I talked about in my
16 general opening.

17 And Spire -- I just want to throw this out
18 there -- it clearly considers this meter conversion to be a
19 foregone conclusion, because they've already promote -- put
20 forward promotional material on the corporate website of
21 Itron, the meter supplier they're buying from. So the
22 Company is -- they basically think they've already got the
23 Commission signed off on this. I don't think the Commission
24 should operate that way. But that's only my two cents.

25 With that, I will ask if there's any

1 questions? Any other questions?

2 JUDGE HATCHER: Are there any commissioner
3 questions for Mr. Clizer? There are no bench questions.
4 Let's go ahead and move on to Mr. Rieske, our first witness.
5 If he would make his way to the witness stand, please, sir.

6 Mr. Rieske, would you please raise your
7 right hand?

8 (Witness sworn.)

9 JUDGE HATCHER: Thank you, sir. If you
10 would please state and spell your last name for the court
11 reporter.

12 THE WITNESS: James Rieske, R-I-E-S-K-E.

13 JUDGE HATCHER: Spire's witness.

14 MR. APLINGTON: Thank you, Your Honor.

15 JAMES RIESKE, having first been duly sworn, testifies as
16 follows:

17 DIRECT EXAMINATION BY MR. APLINGTON:

18 Q. May I call you Jim?

19 A. Please.

20 Q. Excellent. And where do you work?

21 A. I work for Spire at 700 Market, at our
22 corporate headquarters.

23 Q. Is that in St. Louis?

24 A. That is in St. Louis.

25 Q. You're the same Jim Rieske who filed

1 rebuttal and surrebuttal testimony in this proceeding on June
2 17th and July 14th, respectively?

3 A. Yes.

4 Q. And do you have any additions or corrections
5 to make to that testimony at this time?

6 A. I do not.

7 Q. If I asked you all those same questions
8 again today, would your answers be the same?

9 A. Yes.

10 MR. APLINGTON: I move the Commission to
11 enter all of Mr. Rieske's testimony as Exhibits 32 and 33.

12 (WHEREIN; Spire Exhibits 32 and 33 were
13 offered into evidence.)

14 JUDGE HATCHER: Are there any objections to
15 the admission of Exhibits 32 and 33, James Rieske's rebuttal
16 and surrebuttal testimony, respectively? Hearing no
17 objections, so admitted.

18 (WHEREIN; Exhibits 32 and 33 were admitted
19 into evidence.)

20 MR. APLINGTON: Very good. I tender the
21 witness for cross.

22 JUDGE HATCHER: Thank you, Mr. Aplington.
23 Next we go to Staff, Ms. Myers.

24 MS. MYERS: No questions, Your Honor.

25 JUDGE HATCHER: Mr. Clizer.

1 MR. CLIZER: Thank you, Your Honor.

2 CROSS-EXAMINATION BY MR. CLIZER:

3 Q. Good morning.

4 A. Good morning.

5 Q. Is a Mr. Rieske?

6 A. Rieske.

7 Q. Rieske, all right, thank you. I wanted to
8 make sure I was pronouncing that correctly.

9 A. Yes.

10 Q. Do you have a copy of your testimony in
11 front of you?

12 A. I do.

13 Q. Could you go to Page 3 of your surrebuttal?

14 A. Which surrebuttal?

15 Q. I believe either. I'm confused by the
16 question. Oh, actually, I apologize. Go to Page 8 of your
17 rebuttal, we'll start there.

18 A. All right.

19 Q. Beginning at Line 19 and continuing on to
20 Line 1 of the following page, you ask: Did Staff or OPC
21 discuss any of these customer safety benefits in their direct
22 testimony. And respond: No, Staff and OPC did not discuss
23 any of the customer safety benefits of the ultrasonic meters;
24 is that correct?

25 A. That is correct.

1 Q. Did you address any of the customer safety
2 benefits of ultrasonic meters in your direct testimony?

3 A. I did not provide any direct testimony.

4 Q. Did anybody at Spire provide direct
5 testimony supporting the ultrasonic meter conversion?

6 A. Yes.

7 Q. Who was that?

8 A. Scott Weitzel.

9 Q. Scott Weitzel. Flipping back to Page 7 of
10 the rebuttal testimony, beginning at Line 18, you say:
11 Within the next year, the Company intends to begin installing
12 the Itron Series 400 ultrasonic meters at customer premises
13 that are served by low-pressure utilization pressure natural
14 gas distribution systems. The Series 400 contains an
15 additional feature of the automatic shutoff valve; is that
16 correct?

17 A. That's correct.

18 Q. So the current meters being installed do not
19 contain the automatic shutoff valve. Correct?

20 A. That is not correct. The current meters
21 have an auto shutoff valve that's based on sensing the flow
22 of the gas through the meter. So the current ultrasonic
23 meters will shut off when they sense abnormal flow conditions
24 through the meter. The meter that's being talked about in
25 this question, the 400 Series, adds an additional feature

1 where it monitors the inlet pressure to the meter from the
2 customer service line and will shut off the meter when the
3 pressure exceeds a configured threshold, which is directly
4 related to the things -- both issues are directly related to
5 what happened to the Merrimack Valley incident that caused
6 customer incidents.

7 Q. Do the current meters have a remote shutoff
8 feature?

9 A. Yes.

10 Q. Is it your position that current diaphragm
11 meters do not have the remote shutoff feature?

12 A. Current diaphragm meters that we have
13 installed in our system do not have a remote shutoff feature.

14 Q. Is it possible to acquire diaphragm meters
15 with a remote shutoff feature?

16 A. Absolutely -- well, it's possible to
17 retrofit diaphragm meters with a remote shutoff feature in
18 the Honeywell device that you showed in your testimony, I
19 have on my desk in my office.

20 Q. Honeywell also sells a device that currently
21 comes equipped with remote shutoff features. Correct?

22 A. They have an ancillary device that can be
23 added to the meter that provides a remote shutoff capability.

24 MR. CLIZER: I would like to mark an
25 exhibit. We're at the line, it should be OPC 219.

1 JUDGE HATCHER: Yes, that is the number on
2 my sheet.

3 BY MR. CLIZER:

4 Q. Mr. Rieske, I'm handing you -- can you pass
5 these out for me? On that computer right there, can you hit
6 escape for me, to exit out of the PowerPoint, Mr. Rieske?

7 A. Excuse me?

8 Q. Hit escape to exit out of the PowerPoint.

9 A. Sure.

10 Q. Can you bring up a web browser?

11 A. (Witness complied.)

12 Q. Can you go to smartenergy.honeywell.com?
13 Smartenergy one word.

14 A. What's the rest of it?

15 Q. .honeywell.com. You might just want to add
16 that right into the URL instead of searching for it in
17 Google. Can you scroll down a little bit? Now it's being
18 blocked by the cookies. Hit reject all and then cookies for
19 me. Thank you. Can you hit on industries at the top?

20 A. (Witness complied.)

21 Q. Gas.

22 A. (Witness complied.)

23 Q. Scroll down to metering. It is on the
24 left-hand side, under metering solutions. Keeps scrolling.
25 Metering.

1 A. (Witness complied.)

2 Q. There's a hyperlink at the bottom of that
3 box, explore. Scroll down a little bit.

4 A. (Witness complied.)

5 Q. Wait for this to load. You're at the AC
6 25NXS smart meter gas meter. Can you scroll down to the
7 bottom of this page?

8 A. (Witness complied.)

9 Q. All the way down to the bottom. And can you
10 hit the data sheet in English. No, no, not the brochure.
11 There you go.

12 A. (Witness complied.)

13 Q. Hit allow.

14 A. (Witness complied.)

15 Q. Can you verify that this document is the
16 same as the document I've handed you, to the best of your
17 knowledge?

18 A. It would appear as though it is.

19 Q. Would you agree with me that under the
20 product -- well, this is a diaphragm meter. Correct?

21 A. I'm not familiar with this particular meter,
22 but it does say down here that it's a diaphragm measuring
23 unit.

24 Q. And you would agree that under safety
25 features it includes autonomous shutoff based on high

1 pressure, high temperature, high tamper and high flow rate,
2 safety alert to head end system during valve closure/open,
3 high flow rate alarm, reverse flow detection and alarm,
4 remote valve shutoff, and high response mode communicates
5 every 15 minutes during emergency situations like high
6 pressure, high temperature, high flow, and valve closure?

7 A. Yes, it does say that.

8 MR. CLIZER: I'd like to offer OPC 219 into
9 evidence. This is the spec sheet for the Honeywell American
10 meter AC 250NXS system.

11 MR. APLINGTON: No objection.

12 (WHEREIN; OPC Exhibit 219 was offered into
13 evidence.)

14 JUDGE HATCHER: Are there any other
15 objections or non-objections? So admitted.

16 (WHEREIN; OPC Exhibit 219 was admitted into
17 evidence.)

18 BY MR. CLIZER:

19 Q. Do you know what the price per unit model
20 for this system is?

21 A. I do not.

22 Q. Did you perform any cost analysis comparison
23 between the ultrasonic meter being put in by -- manufactured
24 by Itron and the available systems by Honeywell or any other
25 meter manufacturer?

1 A. So there are -- the metering system is a
2 system that includes how you acquire reads and how it gets
3 into your billing system. And, so there are factors that are
4 not on this sheet that impact the ability to use a product
5 like this.

6 Q. But did you do a cost comparison analysis?

7 A. So putting it very succinctly, I would have
8 had to replace my entire meter reading system in order to be
9 able to use this meter.

10 Q. Did you do a cost comparison analysis?

11 A. Against a product I couldn't use?

12 Q. So can I say that the answer is no, you did
13 not do a cost comparison analysis?

14 A. I did not compare products that could not
15 fit within the meter reading system that Spire uses.

16 JUDGE HATCHER: Mr. Rieske, if you could
17 make sure to speak into the mic when you're testifying.

18 THE WITNESS: I'm sorry. Yes.

19 JUDGE HATCHER: Thanks.

20 BY MR. CLIZER:

21 Q. Can you go to -- turned off my mic. Can you
22 go to Page 11 of your surrebuttal testimony?

23 A. Page 11?

24 Q. Of your surrebuttal.

25 A. Yes.

1 Q. Would you agree that Lines 13 and 14 say:
2 Frankly, I do not understand the continued dialog about
3 stranded assets as part of the spend included in this rate
4 case?

5 A. Yes.

6 Q. You do understand the stranded asset
7 investment problem on a general level. Correct?

8 A. I do understand the issue that stranded
9 asset issue. I keep pointing out as a part of that that the
10 meter replacement program that Spire uses has not changed.
11 We have simply changed the meter that we use when we perform
12 those replacements.

13 Q. So what is your estimated time frame for the
14 entire replacement?

15 A. Right now we are continuing to follow the
16 targeted replacement strategy that we employed in Spire
17 Missouri West prior to the use of ultrasonic meters. And we
18 don't have an end date. We are targeting underperforming
19 aged meters.

20 Q. And you're replacing every ten years?

21 A. No.

22 Q. What is the dollar amount of the unrecovered
23 balance of diaphragm meters?

24 A. I don't know. I'm not involved in the asset
25 management of our corporation.

1 Q. So just a note. We're handing out our
2 excerpts from Staff's accounting schedules. I handed out the
3 same thing yesterday and I didn't get back all my copies. So
4 I have less than the full amount, but everyone should
5 theoretically still have a copy. I apologize for that
6 deficiency.

7 All right. As I've just handed you these
8 are the excerpts from the Staff accounting schedules filed in
9 this case. Would you agree?

10 A. I have not seen these before. I will have
11 to take your word on the that.

12 Q. Let's start with Spire Missouri West. At
13 Line 19, Account 381 meters, the current Missouri adjusted
14 jurisdictional under column I, that amount 44,418,766.
15 Correct?

16 A. That's the figure that's in that column.

17 Q. And if I flip the page over to the
18 cumulative depreciation reserve, Line 919, Account 381
19 meters. Again, the Missouri adjusted jurisdictional is
20 7,200,722. Correct?

21 A. Yes.

22 Q. I invite you to get out a calculator for
23 this part. If I take the plant that I just stated, and I
24 subtract from it the existing plant reserve, I am left with
25 37,218,044 as the unrecovered plant balance. Do you agree

1 with that?

2 A. I didn't do the calculation. I don't have a
3 calculator.

4 Q. Fair enough.

5 MR. CLIZER: You know what? I believe that
6 that last part can be covered through briefing. So I will
7 just go ahead and end my cross there.

8 JUDGE HATCHER: Thank you, Mr. Clizer.
9 We'll now turn to questions from the Bench. Are there any
10 commissioner questions? We do have our commissioners on
11 WebEx participating. And that is again *6 if you are on a
12 phone if you need to unmute. All right, I don't hear any
13 commissioner questions. I do have some bench questions,
14 though, that I would like to get to.

15 QUESTIONS BY JUDGE HATCHER:

16 Q. Mr. Rieske, when did Spire start switching
17 its replacements to ultrasonic meters?

18 A. So we began the process in some of our
19 affiliates outside of Missouri in May of 2020. We began the
20 process in Spire Missouri West in July of 2020.

21 Q. When did the ultrasonic meters become part
22 of the inventory of meters that Spire uses?

23 A. We received the first shipments in our
24 inventory within about 60 days of we began deploying them.

25 Q. There's been questions raised in this case

1 about why Spire did not come to the Commission at that time
2 of the changeover. Do you have a response to that?

3 A. So Spire did an extensive study of the
4 operation of our metering population and the overall effort
5 that was being made in sustaining that population, both from
6 a maintenance and a testing point of view. That study
7 resulted in us recognizing the need to move to a more modern
8 technology. That all started in early 2019. We made a
9 decision simply to use a more modern meter as our main
10 residential meter standard going forward. In our minds, that
11 was a decision that we made that is very similar to a number
12 of other decisions that we make. And we were using that
13 meter in a fashion that was consistent with our previous
14 metering. And so, in our minds, it was a business decision
15 that we make that is very similar to many others that we
16 don't provide in direct testimony.

17 What I saw in this case was there a lot of
18 questions that were looking forward at AMI technology, which
19 was not what we were deploying as part of this decision.
20 That clouded and confused the issue and caused a lot of the
21 conversations that we're having now. Right? So that was why
22 it was not in direct testimony because we testified to what
23 we were doing, was simply using a new meter standard in a
24 fashion consisted with how we used the old meter.

25 Q. Thank you. In your testimony you have

1 highlighted benefits of ultrasonic meters, which you've
2 stated are available if the meters or not connected to a
3 network. When a meter is not connected to a network, is AMI
4 functionality available?

5 A. So when it's not connected to a network it
6 operates in the same fashion that our existing metering does.
7 Meaning, that the meter reads are acquired by a drive-by van
8 service. So we call that right now in drive-by mode. So
9 until you put it under a network, then you have different
10 characteristics and capabilities that you can leverage off of
11 that meter.

12 Q. And with no network, is a AMR functionality
13 available?

14 A. Yes. That is how the meter operates.

15 Q. Okay. And what does AMR functionality allow
16 Spire to do?

17 A. So there's a couple of things that -- first
18 of all, the ultrasonic meter is collecting reads in an
19 electronic fashion. So when we're in drive-by function, we
20 drive by and read the meter once a month, but we are also
21 able to acquire daily reads going back the previous 40 days.

22 Q. As -- as you drive-by, are you saying that
23 the meter itself is storing the data to give you the
24 one-month reading and also the previous 30 or 40 days?

25 A. That's correct.

1 Q. What are the plans that Spire has developed
2 for incorporating AMI technology?

3 A. So Spire is currently still studying what
4 the next steps might be in our metering program. So right
5 now there is a lot of technology that is available for
6 building out a network, which is essentially what AMI
7 technology is. There's also things to consider about what
8 one might be able to do with the data and what it would take
9 you to be able to develop that. We are currently analyzing
10 all the options and the potential benefits to understand what
11 investments would make sense based on the benefits they can
12 provide to Spire. And there's a lot of information that is
13 available to us and a lot of technology that is available to
14 us, and we are being very thoughtful in our process of
15 evaluating what investments make sense for our customers.

16 Q. I saw that in your testimony. I did not see
17 a timeline. Do you have a timeline planned out?

18 A. We don't have a formal timeline. I can give
19 you -- you know, we are operating in our meter program in
20 what we call iterations, where we look at improvements that
21 we can make in a certain period of time. And I would
22 anticipate over the next year or so that we will continue to
23 study the potential AMI solutions that are out there, make a
24 decision about what, if any, we're going to deploy.

25 Q. What analysis has Spire prepared to assess

1 the cost versus benefits of installing smart meters versus
2 diaphragm meters with AMR devices?

3 A. So we began back in July -- or in late 2019.
4 It really was prompted -- first of all, I was relatively new
5 to the position and we were contemplating -- we had an
6 affiliate that was on a foot-read meter reading system. So
7 we were evaluating technology for that region. And that got
8 us the opportunity to see some technology that was available
9 out there in the industry. But I took the time to step back
10 and we spent about a year studying all aspects of our
11 metering, meter reading, and billing programs. And as part
12 of that, I provided a large amount of data that we had
13 collected that looked at what I describe as the effort to
14 maintain timely and accurate billing reads for our customers.
15 And so I gave demonstrations of the number of field
16 activities that are generated to read, maintain, or repair
17 metering equipment across Spire Missouri.

18 I gave examples of the number of bill reads
19 that are received every month that are deemed not normal,
20 that require a human to review them to determine whether or
21 not we should accurately bill a customer off of those reads.
22 And I also gave the information that we gather every month
23 about the number of meters, despite that effort, were unable
24 to acquire a bill read for that customer. When you look at
25 the effort that's invested in this, we talk about stranding

1 meter assets by upgrading technology. But the effort that
2 goes into the maintenance expenses to sustain the technology
3 that is sitting behind me, which by the way was invented in
4 1843, that expense far exceeds the things that are going into
5 the asset issue. And that is why we made the decision that
6 replacing technology that was requiring that kind of effort
7 was a more prudent decision than continuing to try to sustain
8 technology that doesn't provide the kind of capabilities that
9 the ultrasonic meter does.

10 Q. I would like to explore exactly that. Just
11 a couple of more questions before we move on. As I
12 understood the point that you are making in your testimony,
13 that the rule requires Spire to pull a meter every ten years
14 to test it regardless of the depreciation or accounting or
15 anything else. Once you pull a meter out of the ground, you
16 now incur -- after you pull it out -- I am not going to count
17 those labor expenses, but you incur the testing expense, and
18 then you incur the -- is it a routine rehab expense. You're
19 just pulling it out of the ground, you got to fix stuff?

20 A. I can -- yeah, I can describe that for you.

21 Q. Okay.

22 A. Yeah. So when you pull -- first of all, the
23 rule is very succinct. It says that every ten years we must
24 remove, inspect, and accuracy test a meter. Now, where the
25 confusion I can -- we have a variance that allows us to begin

1 sampling those populations at ten years. So at ten years we
2 begin pulling out a military statistical sample of every
3 vintage year. We test it, and then based on the accuracy of
4 that group, we will target underperforming group of meters
5 for more accelerated replacements.

6 There's been a lot of confusion about that.
7 In Spire Missouri East, the average life of a diaphragm meter
8 under that testing program is 18.8 years. In Spire Missouri
9 West, the average age is 22.1 years. And that's in my
10 testimony that I provided as a part of this case.

11 When we pulled a meter off, which is the
12 only thing the rule compels us to do, we inspect it and we
13 accuracy test it. There's certain number of meters, a large
14 population of them, that inspection and accuracy testing says
15 they're simply not available for reuse. Right? The
16 condition is such, the accuracy is such that you cannot reuse
17 them. If we were going to reuse them, then we have -- again,
18 we perform the accuracy test. Then we have to perform a leak
19 test to make sure that the meter is still -- has its
20 integrity. Then we have to replace the index and certain
21 ware items that are moving components of the meter. And then
22 we have to repaint it to provide a proper coating on the
23 meter.

24 All of the part, going through the parts
25 that are part of that, the labor that is a part of that, in

1 fiscal year 2020, it cost us \$221 a meter to refurbish about
2 17,000 meters. Keep in mind, that is picking the very best
3 of the meters that we pull off of customer premises. We
4 simply assert that it makes no sense for us to spend more to
5 return a used meter to service than it does for me to buy a
6 modern meter that provides me with far greater capability
7 than the meter, the used meter, that I'm returning to
8 service.

9 Q. I want to make sure I understand your point.
10 Are you saying that if Spire just continued exactly what it's
11 doing now, without the smart meters, just replacing the
12 diaphragm, that Spire -- I'm still getting my terms of art
13 down. Spire would make more money if you just kept doing
14 what you were doing, pulling them every ten years, rehabbing,
15 putting them back in the ground, and waiting until they wear
16 out?

17 A. Umm.

18 Q. Let me rephrase it another way. Have you
19 compared the cost benefit of continuing what you were doing,
20 replacing the diaphragms versus installing smart meters --
21 I'm sorry, installing ultrasonic meters only for the purposes
22 of the replacement program and not a separate program? Have
23 you compared those two?

24 A. Yes.

25 Q. Okay.

1 A. Yes.

2 Q. Can you explain a little bit more?

3 A. So there's -- when we compare those
4 programs, the first thing that you look at is, again,
5 providing the values. When we look at the FERC accounts as
6 part of this case -- with the burdens on them and so forth --
7 a new meter was about 200 and -- about \$200, a new ultrasonic
8 meter. A refurbished meter that has already been in service
9 for at least ten years is \$221 to the customer. When I look
10 at the diaphragm meters, the cost to sustain that technology
11 is built out in the -- some of the analysis that we did.
12 Just the field activities alone are \$10 to \$15 million a
13 year.

14 By -- it's the theory of investment. When I
15 invest in new modern technology that doesn't exhibit those
16 characteristics, I continue to reduce that labor expense over
17 time to maintain my equipment. And so when we looked at that
18 as a general model, it was overwhelming that it was a benefit
19 to our customers to invest in that new technology. And while
20 I appreciate the fact that the depreciation, which I did not
21 realize in the -- until we got into the testimony of this
22 case, the disparity between the depreciation life and the
23 practical life of the meter. At the end of the day, our
24 experience tells us a diaphragm meter last almost exactly
25 what an ultrasonic meter will last, again, 18.8 years, 22.1

1 years. The ultrasonic meter is 20 years.

2 So the disconnect in the depreciation --
3 this is not a new phenomenon, and I don't understand why it
4 hasn't been recognized until we got into these cases. But
5 this is consistent throughout the natural gas industry.
6 Natural gas operators all across the country, we are one of
7 the last ones that internally refurbishes any meters as a
8 part of our operation.

9 Q. You brought up the disconnect with the
10 depreciation rates. I was going to circle back to that, but
11 we're here now. Can you comment on that, please, to the
12 extent of your knowledge. And you may not be the right
13 witness, but -- did we get to 35 years on one hand -- that
14 does seem to be a --

15 A. Yeah. And I think it goes back to -- in my
16 experience from a metering perspective, I think it goes back
17 generations of gas and operation, where the idea was we would
18 simply take meters off of one customer premise and
19 recondition -- or test them and put it back out at another
20 customer premise. Over time, that practice faded away in the
21 industry. And that depreciation schedule I think was set up
22 under that premise. Right? And I just don't think that in
23 the course of the day-to-day operations of our companies and
24 our conversations with Staff, anybody really recognized how
25 the depreciation schedule has separated from the practical

1 operational thing.

2 And I will say, you know, when you look at
3 what we have done there are a lot of things that have been
4 promulgated as rules that have continued to make the ability
5 to reuse a device like that impractical.

6 Q. Okay. I think wrapping up on this topic, I
7 want to -- I want to follow your testimony and I do not want
8 to talk about the potential and possible AMR and all of the
9 neat capabilities. You said you purchased an ultrasonic
10 meter, and I'm not going to get into all of the different
11 manufacturers and whatnot. But you bought one to put into
12 your normal replacement program. And I thought your
13 testimony said that there were two main safety mechanisms
14 that were available. And I thought, if I remember correctly,
15 it was a heat sensor and a flow sensor. Can you expand on
16 that?

17 A. Yes. I would -- let me just take a moment
18 to say that for much of my career I managed many of our gas
19 safety activities as a part of my responsibilities at Spire.
20 Part of those responsibilities were I had to respond to
21 events that may have been natural gas-related at our
22 customers at Spire Missouri East. Many of those events
23 happened because of things that happened on customer
24 facilities that caused gas to be present inside of a house.
25 Right? One of the things that really struck me when we saw

1 this technology was the fact that the meter is sensing the
2 flow of gas through the meter. And if the flow of gas
3 exceeds 500 cubic feet an hour for ten seconds, on the outlet
4 side of this meter, there is an internal shutoff valve. And
5 there are many circumstances in which that feature will
6 provide safety benefits to our customers.

7 What's important about that and what has
8 been confused in some of the testimony is, that is an
9 automatic feature. That is not a remote shutoff. The meter
10 is continually sensing the environment through the meter and
11 acting on abnormality when it senses it. So it doesn't
12 require a person. It doesn't require any intervention. The
13 computer -- the meter recognizes a hazardous condition and
14 shuts itself off in ten seconds.

15 Q. I did not hear you mention heat, though.

16 A. The second feature that's on the meter is
17 there's a built-in heat sensor. And so it will monitor the
18 temperature of the meter. When it reaches a temperature of
19 176 degrees, the meter will automatically shut itself off.
20 That 176 degrees was, through careful study, about the
21 temperatures a meter would reach when a house fire was in
22 close proximity to the meter. And so it's intended to shut
23 off in the event of a house fire.

24 Q. Is Mr. Clizer correct that there are other
25 manufacturers that would offer replacement meters that also

1 have these two capabilities?

2 A. There are a couple of different
3 manufacturers that we evaluated that provide those sorts of
4 features. Again, one of the challenges of those is those
5 providers are providing a proprietary communication system,
6 which means that in order to be able to leverage on their
7 product you would have to replace your entire meter-reading
8 system.

9 Q. Okay. Let's switch gears. Let's talk about
10 your -- on -- do you have your testimony available?

11 A. I do.

12 Q. I apologize. I don't recall if this is your
13 rebuttal or surrebuttal. It is on Page 13, Lines 5 to 7.
14 You stated that ultrasonic meters have been widely used in
15 Europe for the last 20 years. My question is: Does this
16 include the gas sector?

17 A. Yes. Specifically, there is -- in England,
18 they have tens of millions of ultrasonic meters that are part
19 of an AMI system for their natural gas customers that they
20 began deploying in the early 2000s.

21 Q. You reference that in your testimony?

22 A. I think I referenced Europe.

23 Q. Okay. Do you know what percentage of the
24 gas sector in Europe uses the ultrasonic meters?

25 A. I do not.

1 Q. Are the meters -- ultrasonic meters, do you
2 know what the manufacturers suggested useful life is?

3 A. Twenty years.

4 Q. I'd now like to look at your rebuttal
5 testimony. Schedule JAR-R2. And I just now realized our
6 initials. Okay. Not on the OPC Schedule JAR-R2, Page 12 to
7 13. There's a schedule titled 2020 Project Timeline. Are
8 you there?

9 A. I am.

10 Q. On the first line of the schedule titled
11 Program, it has quote, AMI strategy completed April 10th,
12 close quote; and quote, Program management plan completed
13 April 17th, close quote. Can you confirm if those documents
14 -- if the documents referenced in this timeline were prepared
15 and completed?

16 A. Yes.

17 Q. Could you please explain the Company's, AMI,
18 strategy for Spire Missouri?

19 A. So again, I'll go back to the AMI strategy
20 is what we call an iterative approach. We have iterations.
21 Right? And so what we do is define what we are going to do
22 in the next 90 days. Now, we may have some forward-looking
23 aspects of that strategy where we're looking, for instance,
24 at network technologies where we're gathering information.
25 The AMI strategy that is referenced in that bullet point is

1 around the deployment of ultrasonic meters as our residential
2 meter standard at Spire Missouri and all of our affiliates.

3 Q. I want to make sure that I understand you,
4 so I am going to paraphrase and ask if I understand
5 correctly. I'm understanding your answer to -- to be that --
6 okay, except for technology and maybe longer-term planning,
7 the Company is looking at that next immediate 90 days. And
8 the -- the quote program that is referenced in this writing
9 is referring to the program of switching your everyday
10 standard meter from this on to that one. And it happens to
11 be a diaphragm to an ultrasonic?

12 A. Yes.

13 Q. Okay. Is there anything to the allegation
14 or the thought that since this has a title and these board
15 minutes that there is a more encompassing or larger global
16 program?

17 A. Well, I think the Company recognizes that
18 there is technology and capability out there that can improve
19 the service we provide to our customers and improve the
20 service we provide to our internal customers at Spire. And
21 so when we think about an AMI strategy, we are looking at
22 it's a benefit-based program. And so we are looking at
23 benefits that we can provide and how we can provide them.
24 And in some cases, like in our current strategy, we're
25 consolidating some of our software into a single platform to

1 make ourselves more cost efficient in providing our meter
2 reading services and our billing processes. So that's -- all
3 of those are things that are a part of an AMI strategy. And
4 we are looking at it and saying what things can we do that
5 are cost beneficial to the Company and our customers, we
6 deploy them. We continue to study what options are out
7 there.

8 I strongly believe that there are benefits
9 in an AMI program that I believe are very important to
10 Missouri customers, but I have not yet reached a point where
11 I can fully understand the equation of the cost and the
12 benefits to be able to determine whether or not we should go
13 forward with those. I will say unequivocally that
14 transitioning to an ultrasonic meter right now, with no
15 further AMI technology, is a tremendous benefit to our
16 customers and that's why we did it.

17 Q. Remind me of the tremendous benefit. I
18 thought that you had said the cost for the refurbish was
19 around 220, give or take, and the cost for the new ultrasonic
20 was around 220. Are we referring to the shutoffs?

21 A. So the benefits are the safety benefits, the
22 accuracy. It is 20 times more accurate than a diaphragm
23 meter, and it eliminates the very reason that drives the
24 meter-testing regulation that exists in our regulations
25 today. That was all built because we knew diaphragm meters

1 got inaccurate over time. And ultrasonic meter potentially
2 eliminates the need for us to have that sort of regulation.

3 Q. Would you still have to take the ultrasonic
4 meters out of the ground, according to the rule, to test
5 them?

6 A. Under the current rules, yes.

7 Q. That seems a bit circular. Are we going to
8 run into the same issue with ultrasonic meters being pulled
9 out and then we have to rehab them because they are not quite
10 the same since we pulled them out?

11 A. No. I think we would be able to have a
12 conversations around that regulation, be able to demonstrate
13 there is no reason to do with an ultrasonic meter what we are
14 currently required to do with a diaphragm meter.

15 Q. Okay. On the line titled -- and I'm still
16 talking about that paperwork under the project timeline
17 paperwork. On the line titled Technology, it has, quote,
18 delivered AMI tools architecture document, end quote, by
19 August 21st. Do you know if that task was completed?

20 A. Yes.

21 Q. And if so, what does the AMI tools
22 architecture document state?

23 A. I am not in a position to know exactly what
24 that document --

25 Q. Your best guess.

1 A. -- was talking about. In general, that is
2 part of the project where we're attempting -- so when we
3 started this project in 2019, as a result of our affiliate
4 study, we had different meter reading systems, software, and
5 data repositories across each of our affiliates in the
6 company. We were sustaining separate technology instances.
7 What we did was, we built an overall plan to consolidate and
8 standardize on those software packages so that we could
9 create the ability to leverage on improvements we could make
10 everywhere as well as reducing the overall cost of that
11 software architecture footprint. And that's what that was
12 really -- that's what that line of the project is about, is
13 standardizing and consolidating our software so we are
14 simple, modern, and efficient.

15 Q. I'm going to move on to meter replacement.
16 Do you have your rebuttal testimony, Page 16, available? I'm
17 looking at Lines 8 through 10. And I'm quoting, quote: We
18 plan to continue replacing diaphragm meters with ultrasonic
19 meters when we are already at a customer premises for another
20 purpose, such as a turn on or an atmospheric corrosion
21 inspection.

22 What will be the factors used to determine
23 if the meter in the scenario specified in your testimony will
24 be replaced?

25 A. So we have a set of data that we maintain

1 that takes the accurate testing we do on certain types and
2 kinds of meters, and it makes it available to our workload
3 planning group. And it prioritizes and scores the most
4 high-priority meters for replacement. And when they look at
5 the daily work for where customers have already scheduled us
6 to be there and we would have the opportunity to replace a
7 meter, we use that data to identify the opportunities that
8 are the highest priority for our service technicians to
9 replace the meter. Right? So it's based on capacity. If I
10 can replace a hundred, I want to pick the hundred that add
11 the most benefit or need to be replaced most readily.

12 Q. Again, I want to make sure I am following.
13 You're talking about data. So I am concluding that Spire is
14 using a statistical analysis of some sort to then move
15 forward out of these hundreds of thousands of meters, as
16 opposed to going to your already scheduled customer premises
17 engagement and then testing that meter? You are not testing
18 that particular meter; you are doing a statistical analysis
19 to determine that that one is in a group of ones that
20 probably should be replaced?

21 A. That's correct.

22 Q. Okay. When meters are replaced that are
23 less than ten years old, what is the basis for making the
24 decision to replace those meters?

25 A. So that is a little bit of the confusion

1 that I saw in the testimony. So we have meters that break or
2 continue to have -- or have operational problems or fail to
3 provide us reads. That is a normal course of business
4 unfortunately for us. And, historically, about 20 percent of
5 the replacements we have done on meters have been because we
6 had meters that were less than 10 years old that had an
7 operational issue.

8 So the number of meters that we replaced
9 less than ten years old, has gone up slightly but that is
10 again, driven by targeting situations where we might have
11 previously done a repair, we now replace them. And, again,
12 it's a prudence to our ratepayers' decision. But,
13 historically, we have always replaced a large number of
14 meters that are less than ten years old because they break.
15 It's unfortunate, but it's the nature of the mechanical
16 meter.

17 Q. I'd like to switch topics to current meters.
18 Do you have Mr. Luebbert's testimony available? I am looking
19 at Page 2, Line 16 to 19. He states, quote: The existing
20 metering infrastructure consists of diaphragm meters paired
21 with automated meter reading, AMR, devices. My question is:
22 Do diaphragm meters in Spire West and East have AMR devices
23 connected to them?

24 A. So, in Spire Missouri West, a diaphragm
25 meter would have to have a -- what they call an ERT network

1 module attached to it to be able to provide electronic reads
2 to the van. So all the Spire Missouri West have ERT network
3 modules. In Spire Missouri East, we use a different
4 technology and they have AMRs that are attached to the meters
5 that provide a radio frequency network read. In Spire
6 Missouri East, they provide that two-way network today, that,
7 as we have testified is obsolete and needs to be replaced.

8 Q. How are -- how are those meters read today?

9 A. So in Spire Missouri West, there's a van
10 that drives monthly billing routes and acquires the billing
11 reads through a van that drives the entire service territory.
12 In Spire Missouri East, there's a fixed network that collects
13 reads and it provides a read. It knows when the billing
14 cycle is due and it'll provide a read to our billing system
15 on the billing cycle.

16 Q. Did you say fixed network?

17 A. That's correct.

18 Q. Can you tell me what that means?

19 A. So there is a tower-based network that has
20 routers on it that interrogate -- well, actually they listen
21 for reads from Spire Missouri East meters.

22 Q. In your rebuttal testimony, Mr. Rieske, you
23 indicated that Spire has not installed any of the ultrasonic
24 meters in Spire East, but had been installing these
25 ultrasonic meters in Spire West. Who reads the meters in

1 Spire West?

2 A. The meters are read by internal employees
3 that drive a meter-reading van daily.

4 Q. How are -- the van is reading the current
5 diaphragm meters?

6 A. That's correct.

7 Q. How -- how are the current ultrasonic meters
8 in West being read?

9 A. So the ultrasonic meters in West are
10 currently operating the same way that the diaphragm readers
11 are. So it -- the van is still reading both the diaphragm
12 meters and the ultrasonic meters.

13 (WHEREIN; WebEx interruption.)

14 JUDGE HATCHER: Thank you, Kayla, for taking
15 care of that.

16 BY JUDGE HATCHER:

17 Q. What are the different methods is use
18 currently or within the test-year period for reading meters?
19 Is it just the van or has there been other methods within the
20 test year?

21 A. So in the test year in Spire Missouri West,
22 we continued to provide -- or acquire meter reads through the
23 van reading process. In the test period in Missouri East, we
24 continued to receive reads from the fixed network.

25 Q. Now, let's switch to meter types. And I'm

1 looking at your surrebuttal testimony on Page 6, Lines 2 to
2 4. You stated that Spire has over 100 unique combinations of
3 meter and network modules in service in Missouri. How many
4 types of diaphragm meters do you currently have?

5 A. I don't know the exact number. When I
6 looked at it across Spire, I believe we had 38 different
7 types and kinds -- types and sizes of diaphragm meters in
8 service across Spire.

9 Q. You said 30?

10 A. Thirty-eight.

11 Q. Thirty-eight.

12 A. And I'm -- that is approximately. I don't
13 remember. It was somewhere in that ballpark.

14 Q. And moving to your rebuttal testimony, Page
15 3, Line 1 to 2, you stated that in June 2020, Spire started
16 installing Itron's Intelis meter, which is a 250 CFH gas
17 meter. On Page 7, Lines 18 to 19 of the same testimony, you
18 stated that Spire will start next year installing Itrons
19 Series 400 ultrasonic meters. Would you please explain the
20 difference between the 250 CFH meter and the Series 400
21 meter?

22 A. Sure. So the 250 Series meter has the
23 capacity of 250 cubic feet an hour when metering at seven
24 inches of water column. The 400 class meter is simply a
25 larger meter. It has a capacity of 400 cubic feet an hour

1 when metering at seven inches of water column pressure.

2 So just to explain that in a little more
3 detail, 95 percent of our meters are residential 250 class
4 meters. The 400 class starts to -- it's larger residential
5 customers and also some of your smaller commercial-type
6 customers are served by that meter class, but it's a much,
7 much smaller population of meters.

8 Q. Okay. Are there any differences in how
9 those two are read or the AMI functionalities of those two?

10 A. No. They would be substantially the same.

11 Q. And I believe my last topic will be a Landis
12 and Gyr?

13 A. Gyr.

14 Q. Gyr, thank you.

15 A. Yes.

16 Q. Schedule JAR-AR-2, that's the non-OPC JAR
17 schedule to your surrebuttal. You included a letter from
18 Landis and Gyr. When did Spire receive this letter?

19 A. So, as background, we've been -- Landis and
20 Gyr's contract with Spire Missouri East ends in April of
21 2025. We have had months of discussions with them around
22 what the ending of that contract might look like, and if
23 there are things that we would want to do to extend the
24 contract, help us facilitate a change. We can't use their
25 new technology so we have to move to a different technology.

1 And so those discussions culminated about 60 days ago, with
2 them sending this letter basically saying it was their intent
3 to terminate the services with Spire at the end of that
4 contract.

5 Q. Please explain the services that Landis and
6 Gyr provide?

7 A. So, today, when we first entered into the
8 agreement with Landis and Gyr, they deployed the network
9 modules to our meter population, installed the network, and
10 they were responsible for maintaining the network and the
11 devices in exchange for a read fee. And so the services they
12 provide were in maintaining the devices and the network that
13 receives the reads on Spire's behalf.

14 Q. How will you read your meters after that
15 contract expires?

16 A. So that is a ongoing project to look at how
17 we are going to transition off of that network. What we have
18 made the decision to do in the intervening time, is to begin
19 deploying the ultrasonic meters in Missouri East and reading
20 those with a van until we can determine what our long-term
21 strategy has to be, simply because we have to touch every
22 meter and that we've got to begin.

23 Q. And the Landis and Gyr -- because their
24 service stops in 2025, you won't have the meter-reading
25 capability, is that because the Landis and Gyr system is

1 proprietary to them?

2 A. Yes. And the system is built on hardware
3 and software that is obsolete and is troublesome to continue
4 to keep up operational. So their intent is to retire that
5 entire system.

6 Q. And that was part of your calculations in
7 switching to the supersonic -- ultrasonic?

8 A. Yes.

9 Q. Thank you. Is Landis and Gyr responsible
10 for reading all AMR-activated meters in the Spire East
11 system?

12 A. Yes.

13 Q. Will Landis and Gyr continue to read the AMR
14 meters until their contract expires as well?

15 A. Yes.

16 Q. All right. Last question for me --

17 JUDGE HATCHER: And I also would note it's
18 10:43, about halfway between our start time and lunch time,
19 so we are probably looking at a break. I understand that our
20 witness will have to come back and we will then have recross
21 and redirect.

22 BY JUDGE HATCHER:

23 Q. On Page 7, Mr. Rieske, of your surrebuttal
24 testimony, you list the number of field activities performed
25 in Spire East and Spire West since 2017. For the numbers in

1 2020, what percentage of the meters in your system does this
2 represent for Spire East and for Spire West?

3 A. I want to be clear I understand your
4 question. I'm not sure what you mean by that. So the field
5 activities completed -- can you repeat your question?

6 Q. On Page 7 of your surrebuttal testimony, you
7 listed the number of field activities performed in Spire East
8 and Spire West since 2017. For the numbers in 2020, what
9 percentage of the meters in your system does this represent
10 for East and West?

11 A. Yes. So this would represent a tally of
12 field activities completed on our entire population of meters
13 in Spire East and Spire West. So, it just looks at the type
14 of field activity and characterizes it as to whether it was
15 to get a read, to repair, to maintain, or exchange equipment
16 across the entire population. So in Spire Missouri West,
17 that would represent approximately 525,000 meters. In Spire
18 Missouri East, it would represent approximately 700,000
19 meters.

20 Q. Okay.

21 JUDGE HATCHER: Counsel, I'm looking at the
22 time and I'm also looking at right in the middle of witness
23 questioning. I will take suggestions to either continue with
24 this witness. We're going to be going back to recross and
25 redirect or take a break. I'm thinking until 11:00, that's

1 14 minutes, and then we come back with recross and redirect.

2 MR. APLINGTON: That sounds like a good
3 plan, Your Honor.

4 JUDGE HATCHER: Which one?

5 MR. APLINGTON: To take a break.

6 JUDGE HATCHER: Let's take a break. Sold.
7 We are in recess until 11:00 a.m. Thank you all.

8 (OFF THE RECORD.)

9 JUDGE HATCHER: Let's go back on the record.
10 I'm just confirming where we are at. Again, we are in the
11 Spire general rate case hearing. We are having a hybrid
12 hearing. We have participants live here in the courtroom, in
13 Room 310, and also on WebEx. We also have viewers watching
14 on the livestream on the Internet. We have completed the
15 Bench questioning of Mr. Rieske of Spire and we will now go
16 to recross and then redirect. We will follow the same order.

17 So Staff, do you have any recross?

18 MS. MYERS: Just briefly, Judge.

19 RECROSS EXAMINATION BY MS. MYERS:

20 Q. Mr. Rieske, in response to several different
21 questions from the Bench, you provided information stating
22 that Spire has done various data collection or looked at
23 different information. Is this the type of information that
24 Spire would be willing to file with the Commission going
25 forward?

1 A. So much of the information we have already
2 provided as part of data requests in this case. But I
3 certainly think that we will be willing to have a dialogue
4 around the data that we used to evaluate and make decisions
5 about our meter equipment.

6 Q. So you think Spire would be open to the idea
7 of a quarterly report that would be filed with this
8 Commission?

9 A. I would support the idea of having a
10 quarterly report because I think one of the issues I see here
11 is that we have not had enough dialogue around this matter,
12 and I think it would be an improvement for us to have it.

13 Q. Thank you.

14 MS. MYERS: No further questions.

15 JUDGE HATCHER: Thank you, Ms. Myers.

16 Now we turn to Mr. Clizer.

17 RE CROSS EXAMINATION BY MR. CLIZER:

18 Q. Good afternoon again. First, I would like
19 to just nail down, because I agree, there has been a lot of
20 confusion here regarding exactly when Spire is replacing a
21 diaphragm with an ultrasonic meter. So let's give a
22 hypothetical. The Company goes to a customer -- a
23 residential customer's premise to turn on gas services. They
24 are at the premise. Are they going to replace the meter?

25 A. It depends on the capacity we have available

1 for our technicians on that day. So depending on the
2 capacity, we will target instances where when we do a turn
3 on, there is a meter we would like to replace.

4 Q. So if you have the capacity, you're going to
5 make the replacement. Correct?

6 A. It depends, again, on the meter that is at
7 the premise.

8 Q. So what are you checking about that meter?

9 A. So we have the ability for our workload
10 planning folks to look at the age of the meter, what meter
11 population it's a part of and what historical testing
12 standard has been a part of that meter. It provides a score
13 as to the priority of replacing that meter.

14 Q. So you're not just replacing the meter
15 because it is ten years old. You are relying on some
16 historical analysis to say this falls under the population
17 that needs to be replaced. Correct?

18 A. Yes.

19 Q. And you previously testified that the
20 average service life you are seeing is -- I wrote them down,
21 but I want to make sure I get these correct -- 18.8 for the
22 East and 22.1 for the West?

23 A. That's correct.

24 Q. So is that at a high level, roughly, when
25 you are going to be doing these replacements, they are going

1 to be that old?

2 A. So, yes, that would be a good starting
3 point. I think -- you know, we recognize we need to more
4 aggressively replace our metering populations because there
5 are a lot of underperforming populations. So I would expect
6 that to continue to slightly trim downward, but that is where
7 we're at historically.

8 Q. Have you reviewed -- have you reviewed the
9 testimony filed by John J. Spanos in this case?

10 A. I have not.

11 Q. All right. That is the depreciation
12 testimony that Spire has submitted for evidence in this case.
13 So you have not reviewed his recommended average service life
14 for diaphragm meters?

15 A. I have not.

16 Q. You're not aware that he's recommending a
17 35-year life again in this case?

18 A. I'm not.

19 Q. Have you reviewed the testimony of Mr. John
20 Robinett?

21 A. I have not.

22 Q. So you're not aware that Mr. Robinett points
23 out that Mr. Spanos has also recommended that same 35-year
24 life on average over the past four cases?

25 A. I would tell you that I am an operational

1 expert in metering technology and I do not set or manage the
2 way that we depreciate our assets.

3 Q. But, according to you, the average service
4 life for diaphragm meters is substantially less than what
5 Spire's other witness has claimed? For reference, they are
6 claiming 35 years.

7 A. In this case, yes, I became aware of that
8 discrepancy.

9 Q. How long would you see that average service
10 life for meters has actually been in that 18- to 20-year
11 range?

12 A. I don't know.

13 Q. Do you understand that if the meters are
14 retired before the end of their average service life, there
15 is an under-recovery of the asset from the ratemaking aspect?

16 A. I'm not familiar with the details of the
17 financial management of depreciation in assets.

18 Q. Is it your position that Spire should be
19 allowed to earn a profit on meters that are not in service?

20 A. I have no position on that.

21 Q. Just to confirm: You have become the
22 replacement of diaphragm meters in the East. Correct?

23 A. And we began on June 29th.

24 Q. I believe that your rebuttal testimony says
25 something slightly different. That would have been an error.

1 Correct?

2 A. I don't know what you're referring to.

3 Q. You've mentioned there has been a lot of
4 confusion with this issue. You would agree there's been a
5 lot of confusion with this issue?

6 A. Yes.

7 Q. Do you believe that some of that confusion
8 might have been resolved if more effort had been put at the
9 forefront to explain Spire's position?

10 MR. APLINGTON: Objection. Calls for
11 speculation.

12 MR. CLIZER: Withdraw that. No further
13 recross. Thank you.

14 JUDGE HATCHER: Any redirect, Spire?

15 MR. APLINGTON: Just briefly, Your Honor.
16 You've covered a lot of it for me.

17 REDIRECT EXAMINATION BY MR. APLINGTON:

18 Q. Mr. Rieske, do you still have the ultrasonic
19 meter up there with you?

20 A. I do.

21 Q. Could you hold that up so we can see it?

22 A. (Witness complied.)

23 Q. What is that -- what is the name of that
24 device?

25 A. It's Intelis gas meter.

1 Q. Okay. What number is that one?

2 A. Excuse me?

3 Q. Is that the 250 or --

4 A. Yeah, I'm sorry. Okay. The size, yes.

5 This is a 250 capacity ultrasonic meter.

6 Q. Okay. I just want to be real clear about
7 this one. Does that meter that you're holding there contain
8 an automatic shutoff valve that is operated based on
9 continuously monitoring gas flow?

10 A. Yes, it does.

11 Q. Does that shutoff valve require any kind of
12 a network to operate?

13 A. No, it does not.

14 Q. Does that meter contain a temperature
15 sensor?

16 A. Yes, it does.

17 Q. Does that meter also contain a remote
18 shutoff capability?

19 A. It does.

20 Q. Is that in addition to the automatic shutoff
21 capability?

22 A. It is.

23 Q. Is that an additional customer safety
24 benefit?

25 A. Yes, it is.

1 Q. Did you hear Mr. Clizer discuss in opening
2 the Merrimack Valley incident?

3 A. I did.

4 Q. And I thought I understood you to say
5 previously --

6 MR. CLIZER: Outside the scope of redirect.

7 MR. APLINGTON: I will rephrase it.

8 BY MR. APLINGTON:

9 Q. What additional safety benefits are there in
10 the 400 series meter that Judge Hatcher asked you about?

11 A. So in the 400 series meter, they add a
12 pressure sensor on the inlet of the meter. That pressure
13 sensor is also tied to the auto shutoff. So if this meter
14 expects to get seven inches of water column and it gets more
15 than that, it will activate the auto shutoff and shut the
16 meter off because of an increase in the inlet pressure to the
17 meter. So it's yet a third feature tied to the auto shutoff.

18 Q. What type of system operating conditions
19 would trigger that?

20 A. So it would be a overpressure situation very
21 similar to what might have happened at the Merrimack Valley
22 incident.

23 Q. Do you recall Mr. Clizer asking you about
24 other types of devices that could potentially be added to a
25 diaphragm meter?

1 A. Yes, I do.

2 Q. Did you investigate any of those types of
3 devices for deployment at Spire?

4 A. Yes, we did.

5 Q. What was your ultimate conclusion with
6 respect to those?

7 A. So the devices that we considered for
8 diaphragm meters were add-on devices that require the Company
9 to interrupt the service of the customer and attach a device
10 very similar to replacing the meter itself, and causing
11 expenses very similar to replacing the meter itself. And
12 that device had limited capabilities because all it could do
13 was shut the gas off. If there was a person present at the
14 site to activate the auto -- the remote shutoff.

15 Q. Which device between that or the 250
16 delivers better customer benefits?

17 A. The safety features in the ultrasonic meter
18 far exceed the capabilities that are in that sort of
19 ancillary device.

20 Q. There was a discussion with Judge Hatcher
21 earlier about some of the Commission's rules with respect to
22 testing diaphragm meters. Do you recall that?

23 A. Yes, I do.

24 Q. Do you know whether there have been any
25 conversations among the parties regarding amendments to the

1 rules to reflect new technology?

2 A. It has been mentioned in passing, but there
3 have not been any formal discussions about new technology in
4 the construct of that rule.

5 Q. Would you support a rules change to better
6 reflect the new metering technology?

7 A. Absolutely.

8 Q. Mr. Clizer just asked you about confusion
9 regarding this issue. I think you agree there has been some?

10 A. Yes.

11 Q. Do you recall participating in a meeting on
12 November 23rd, 2020, with Staff and OPC regarding the
13 deployment of ultrasonic meters?

14 A. Yes, I do.

15 Q. Did you give a presentation at that meeting?

16 A. Yes, I did.

17 MR. APLINGTON: No further questions.

18 JUDGE HATCHER: Thank you. Mr. Rieske, you
19 are excused.

20 Mr. Luebbert.

21 Okay, Mr. Luebbert, please raise your right
22 hand.

23 (Witness sworn.)

24 JUDGE HATCHER: Thank you. Please state and
25 spell your last name for the record?

1 THE WITNESS: J. Luebbert. It's
2 L-U-E-B-B-E-R-T.

3 JUDGE HATCHER: Staff, go ahead.

4 MS. MYERS: Thank you, Judge.

5 J. LUEBBERT, having first been duly sworn, testifies as
6 follows:

7 DIRECT EXAMINATION BY MS. MYERS:

8 Q. Mr. Luebbert, where are you employed and in
9 what capacity?

10 A. I work for the Missouri Public Service
11 Commission as an associate engineer.

12 Q. And are you the same J. Luebbert who
13 prepared or caused to be prepared the rebuttal testimony
14 that's been premarked as Staff Exhibit 115, both public and
15 confidential versions, as well as the surrebuttal testimony
16 that has been marked as Staff Exhibit 133?

17 A. Yes, I am.

18 Q. Do you have anything in those testimonies
19 that you wish to correct?

20 A. No, I don't.

21 Q. So is the information in these documents
22 true and correct to the best of your knowledge and belief?

23 A. Yes.

24 MS. MYERS: Judge, Staff would offer
25 Exhibits 115 and 133, both the public and confidential

1 versions.

2 (WHEREIN; Staff Exhibits 115P, 115C, 133P
3 and 133C were offered into evidence.)

4 JUDGE HATCHER: Thank you. Are there any
5 objections to the admission of Exhibit 115, public and
6 confidential, or Exhibit 133, public and confidential?

7 MR. CLIZER: No objection.

8 JUDGE HATCHER: Hearing none, so admitted.
9 Go ahead.

10 (WHEREIN; Staff Exhibits 115P, 115C, 133P
11 and 133C were admitted into evidence.)

12 MS. MYERS: Thank you, Judge. And I tender
13 Mr. Luebbert for cross.

14 JUDGE HATCHER: Thank you. And, Mr. Clizer,
15 would you like to go first or second, since I gave Spire the
16 choice last time?

17 MR. CLIZER: I would prefer to go second.
18 However, I'm going to just acknowledge that the traditional
19 course as been to allow cross in the order of people that's
20 closest to farthest aligned, I think. I might be getting
21 that backwards. So I will concede to go first because I
22 believe that is in tradition, unless Spire chooses to go
23 first.

24 MR. APLINGTON: That's fine, Your Honor.

25 CROSS EXAMINATION BY MR. CLIZER:

1 Q. Good morning, Mr. Luebbert.

2 A. Good morning.

3 Q. I had to check. I didn't know if it was the
4 morning or afternoon. In your surrebuttal, you made a
5 recommendation regarding the disallowance from ultrasonic
6 meters. Correct?

7 A. Yes.

8 Q. And your recommended disallowances is 26
9 percent. Correct?

10 A. Correct.

11 Q. And that's to account for the meters that
12 were retired before ten years; is that correct?

13 A. Yes.

14 Q. When you made -- when you made that
15 recommendation were you aware of -- let me careful here -- at
16 least Mr. Rieske's position, that diaphragm meters have an
17 average service life of 18.8 or 22.1, I believe were the
18 correct numbers, for East and West respectively?

19 A. I was not.

20 Q. Would that information change your
21 recommendation at all?

22 A. I don't think that it would change my
23 recommendation, no.

24 Q. Would you agree that it's possible to apply
25 the logic that you applied in making that recommendation to

1 those other numbers, though? Let me break that question down
2 because that might have been a bit confusing. Your
3 recommendation was the idea you were going to disallow
4 everything that was retired before the ten-year period.
5 Right? Was that based off of the assumption that Spire was
6 retiring meters at that ten-year period?

7 A. So part of my recommendation -- I guess part
8 of the reasoning behind my recommendation is that Spire
9 hasn't provided any justification for retiring those meters
10 that didn't even need to be tested at that point.

11 Q. So why not disallow the meters what were
12 retired before what Mr. Rieske's considers the average
13 service life?

14 A. I think an argument could be made to do that
15 as well.

16 Q. Why not disallow all the meters that are
17 retired before what Spire is claiming in its position
18 statement to be the meter's average service life?

19 A. I'm not sure.

20 Q. According to your review of the information,
21 Spire is discarding functional meters that past the accuracy
22 test. Correct?

23 A. That is my understanding that, I think --
24 I'm not sure if it was in his surrebuttal testimony or if it
25 was in a data request response, but Mr. Rieske implied that

1 additional reconditioning was required for those meters as
2 well and that it was cost prohibitive to do so.

3 MR. CLIZER: No further cross.

4 JUDGE HATCHER: And Spire.

5 MR. APLINGTON: Just a few questions,
6 Mr. Luebbert.

7 CROSS-EXAMINATION BY MR. APLINGTON:

8 Q. You recommend disallowing the 26 percent of
9 meters that were replaced before they were ten years old.
10 Correct?

11 A. Correct.

12 Q. Okay. Do you know if any of those meters
13 that were replaced early were broken?

14 A. I'm not aware of what percentage of those
15 would have been considered broken.

16 Q. You would agree that it's possible that some
17 of those meters would have needed to be replaced prior to ten
18 years?

19 A. Sure.

20 Q. Okay. I think you stated earlier that
21 you're an engineer?

22 A. That's correct.

23 Q. Are you in Staff's engineering analysis
24 department?

25 A. I am.

1 Q. Do you know what Staff's natural gas safety
2 department's position is on ultrasonic meters?

3 A. I'm not aware.

4 Q. You don't know if they support or not?

5 MS. MYERS: Judge, I object. Asked and
6 answered.

7 MR. APLINGTON: That's withdrawn.

8 BY MR. APLINGTON:

9 Q. Would you agree that the safety features
10 inherent in the ultrasonic meter are a customer benefit?

11 A. I think there are certainly some safety
12 features that are at least -- have been shown for the meters
13 that have been chosen that could benefit customers. Yes.

14 MR. APLINGTON: No more questions.

15 JUDGE HATCHER: Thank you. Now we switch to
16 Commissioner and bench questions. Are there any Commissioner
17 questions for Mr. Luebbert? Okay. Hearing none, the Bench
18 does have a couple of questions.

19 QUESTIONS BY JUDGE HATCHER:

20 Q. Mr. Luebbert, in Mr. Rieske's -- both of his
21 testimonies, rebuttal and surrebuttal, he highlighted the
22 increased accuracy of ultrasonic meters versus the diaphragm
23 meters. And that's plus or minus, as I understand it,
24 point-one percent versus plus or minus two percent. What
25 would be the impact of this increased accuracy on the average

1 customer bill?

2 A. I don't know.

3 Q. In Mr. Rieske's testimony, he and I
4 discussed those -- the paperwork that was titled, Program
5 and, quote, AMI strategy completed April 10th, and quote,
6 Program management plan completed April 17th. Do you recall
7 that?

8 A. I do.

9 Q. Did you receive any of those documents?

10 A. I believe I had it as the attachment to his
11 testimony, but I don't know that I got -- I received that in
12 any other form.

13 Q. What was your assessment on their
14 completeness and thoroughness for assessment and
15 implementation process for AMI? I'll repeat that. What was
16 your assessment on the documents' completeness and
17 thoroughness for the assessment and implementation process
18 for AMI?

19 A. Are you talking about that document
20 specifically?

21 Q. Yes.

22 A. Do you mind if I --

23 Q. No, go ahead.

24 A. Do you recall if it was his surrebuttal or
25 rebuttal?

1 Q. In rebuttal and it's Schedule Non-OPC,
2 Schedule JAR-R2 and Page 12 of 13.

3 A. And you're asking what my opinion is on the
4 completeness of this document as far as decision-making? I
5 wouldn't say that there is enough information here to, you
6 know, to explain not only I guess what the ultimate plan is,
7 but justify it as well, as far as a full AMI rollout.

8 Q. Just -- I want to make sure -- I'm going to
9 ask this follow-up question just to make sure I've covered my
10 bases. Did you receive any of the paperwork that is
11 referenced by that paperwork?

12 A. Specifically, are you asking about the
13 program management plan?

14 Q. Yes.

15 A. Let me look through what's listed here, if
16 you don't mind. I don't believe -- specifically, for the
17 program management plan I don't believe I received that. And
18 then looking down, I'm assuming you only care about the
19 Missouri West and the East documents. I don't recall seeing
20 a technology or vendor evaluation for Missouri East.

21 JUDGE HATCHER: All right. Thank you.
22 That's all the questions I have. That bounces us back to
23 recross examination. Going in the order we just established,
24 Mr. Clizer.

25 MR. CLIZER: Briefly.

1 RE CROSS EXAMINATION BY MR. CLIZER:

2 Q. You were just asked a question about the
3 increased accuracy and what impact that would have on
4 customer bills and you responded you didn't know. Correct?

5 A. Correct.

6 Q. Would you expect that kind of information to
7 be reviewed in a cost-benefit analysis study?

8 A. Yes, I would.

9 Q. Did Spire complete any cost-benefit analysis
10 study that you are aware of?

11 A. Spire did provide some very high-level
12 cost-benefit analysis in response to data requests that we
13 had sent. And I pointed out in my testimony that a problem
14 with that analysis that they provided was one, that it was
15 high level, but a lot of the numbers were hard coded
16 assumptions without support for those. And, you know, I
17 would expect a more robust cost-benefit analysis if the goal
18 was to replace more than just those meters that needed to be
19 replaced otherwise.

20 MR. CLIZER: Thank you.

21 Sorry. No further questions.

22 JUDGE HATCHER: Thank you.

23 Mr. Aplington.

24 MR. APLINGTON: Just one.

25 RE CROSS EXAMINATION BY MR. APLINGTON:

1 Q. Did you receive information from the Company
2 in response to each of the data requests that you submitted?

3 A. I did.

4 MR. APLINGTON: No further questions.

5 JUDGE HATCHER: Thank you. And redirect.

6 MS. MYERS: Yes, Judge. Just briefly.

7 REDIRECT EXAMINATION BY MS. MYERS:

8 Q. Mr. Luebbert, counsel for OPC asked you a
9 question about the assessment of the completeness of their
10 own lists of documents and you referenced getting documents
11 that were hard coded. What does hard coded mean?

12 A. Just a number without a link to support it.
13 So, you know, an assumption without, you know, a way to
14 calculate what that number was or a reason for why that
15 number is reasonable.

16 Q. Thank you. Also, counsel for OPC asked you
17 why ten years? Why didn't Staff recommended 18 or 21 years?
18 How did you develop your ten years and your recommendation
19 for the 26 percent disallowance?

20 A. Right. In Mr. Rieske's rebuttal, he
21 mentions that, I believe it was 74 percent of the meters had
22 exceeded the ten-year requirement that would require them to
23 be tested but for the variance that Spire received. So my
24 thought there was that for those meters that weren't ten
25 years old, they weren't required to be tested, and they had

1 been replaced without really a justification for that
2 replacement. I would expect that any replacement for a meter
3 that is not even required to be tested would have a pretty
4 thorough cost-benefit analysis for doing so and I have not
5 seen that.

6 Q. And when you say required to be tested, is
7 that a Commission rule?

8 A. Yes.

9 MS. MYERS: No further questions, Judge.

10 JUDGE HATCHER: Thank you, Mr. Luebbert.
11 You are excused.

12 THE WITNESS: Thank you.

13 JUDGE HATCHER: Dr. Marke, come on up.
14 Please raise your right hand.

15 (Witness sworn.)

16 JUDGE HATCHER: Thank you. Please have a
17 seat and state and spell your name for the record.

18 THE WITNESS: Yes. My name is Geoff Marke.
19 That's G-E-O-F-F, Marke, M-A-R-K-E.

20 JUDGE HATCHER: Mr. Clizer, your witness.
21 GEOFF MARKE, having first been duly sworn, testifies as
22 follows:

23 DIRECT EXAMINATION BY MR. CLIZER:

24 Q. Dr. Marke, by whom are you employed and in
25 what capacity?

1 A. The Missouri Office of the Public Counsel.
2 I'm a chief economist.

3 Q. Did you prepare or cause to be prepared
4 prefiled testimony in this case, both direct, rebuttal, and
5 surrebuttal?

6 A. Yes.

7 Q. Do you have any changes you would like to
8 make to either your direct, rebuttal, and surrebuttal
9 testimony?

10 A. No.

11 Q. If I asked you the same questions that were
12 asked in those testimonies today, would your answers today be
13 substantially the same or similar?

14 A. Yes.

15 MR. CLIZER: I offer the direct, rebuttal
16 and surrebuttal of Dr. Geoff Marke which has been premarked
17 OPC's 206, 207, and 208.

18 (WHEREIN; OPC Exhibits 206, 207, and 208
19 were offered into evidence.)

20 JUDGE HATCHER: Any objections to the
21 admission of Exhibits 206, 207 or 208 onto the -- record?

22 MR. APLINGTON: No objection.

23 JUDGE HATCHER: Thank you. They are so
24 admitted. Go ahead.

25 (WHEREIN; OPC Exhibits 206, 207, and 208

1 were admitted into evidence.)

2 MR. CLIZER: I tender the witness for
3 cross-examination.

4 JUDGE HATCHER: Ms. Myers.

5 MS. MYERS: No cross, Judge.

6 JUDGE HATCHER: Thank you. Mr. Aplington.

7 MR. APLINGTON: Just a few questions.

8 CROSS-EXAMINATION BY MR. APLINGTON:

9 Q. Good morning, Dr. Marke.

10 A. Good morning.

11 Q. On Page 5 of your surrebuttal, you suggest
12 that Spire's misinterpreting the phrase testing in the
13 regulations as retirement and replacement. Do you recall
14 making that statement?

15 A. Yes.

16 Q. You're aware that the rules states that
17 Spire must remove, inspect, and accuracy test a meter every
18 ten years?

19 A. Yes.

20 Q. Okay. And did you hear Mr. Rieske testify
21 that that's what the Company is doing?

22 A. I heard Mr. Rieske say that he's using a
23 statistical sample of meters to adhere to the rule that they
24 received a waiver from.

25 Q. Very good. Do you also recall Mr. Rieske

1 stating that after removing, inspecting, and testing a meter
2 Spire finds that it spends about \$221 to return a refurbished
3 meter to service?

4 A. That's what I heard.

5 Q. Okay. But a new ultrasonic meter only costs
6 \$172. Right?

7 A. That's what I heard.

8 Q. Okay. So, in your opinion, does it make
9 sense for Spire to return a used meter to service when a
10 replacement meter costs the same or less?

11 A. And I'm operating under the assumption that
12 said meter is -- needs to be refurbished?

13 Q. Yes.

14 A. Can you repeat the numbers again, sir?

15 Q. Sure. You would agree that Mr. Rieske says
16 it costs \$221 to refurbish an old meter. Right?

17 A. (Witness nodded.)

18 Q. And an ultrasonic meter costs \$172. Right?

19 A. Okay.

20 Q. Okay. So if we agree on those facts, in
21 your opinion, does it make sense for Spire to return a used,
22 refurbished meter to service when a replacement ultrasonic
23 meter costs the same or less?

24 A. If I can only use those two numbers, yes.

25 Q. Okay. On Page 7 of your surrebuttal, you

1 raise some concerns about potential costs of AMI network
2 technology. Do recall that?

3 A. I do.

4 Q. Okay. And to be clear, are there any AMI
5 costs at issue in this case?

6 A. No.

7 Q. You would agree with me, wouldn't you, that
8 the ultrasonic meter contains some built-in safety features
9 that are not a part of Spire's conventional diaphragm
10 metering technology in use today?

11 A. Yes.

12 Q. And we've had some discussion about some
13 standalone products you identified that could add a shutoff
14 valve to an existing diaphragm meter?

15 A. Amongst other standalone features.

16 Q. Okay. Do you know whether Spire
17 investigated any such devices?

18 A. Based off of my discovery, it does not
19 appear so.

20 Q. Did you hear Mr. Rieske testify that he did
21 investigate such devices?

22 A. This was the first I heard of Mr. Rieske
23 saying this.

24 Q. You don't have any information to dispute
25 that, do you?

1 A. Again, I would point to my testimony. Based
2 off of my discovery, I could not adequately or competently
3 say that the Company did its due diligence to look at other
4 costs associated with different vendors or different meter
5 technology.

6 Q. Okay. Well, that's a good point. Of the
7 devices, the standalone devices, that were discussed earlier
8 in the presentation, do you know which ones of those are
9 combatable -- compatible with Spire's existing assets?

10 A. So my understanding is that your existing
11 platform varies between Spire East and Spire West. Spire
12 made a command decision to move forward with an Itron
13 platform on the west side that was in part based off of
14 decisions that they made with Spire Alabama, and that that
15 issue is still outstanding on Spire East.

16 Q. Okay. So, but my question is: Of the
17 various standalone safety devices that were shown earlier, do
18 you know which are compatible with current Spire West assets
19 and which are compatible with current Spire East assets?

20 A. I don't -- I do not.

21 Q. Do you know how much those devices cost to
22 purchase and install?

23 A. The meters themselves?

24 Q. The standalone devices?

25 A. I do not.

1 Q. Do you know whether those devices
2 continually sets flow rates or do they just provide for
3 automatic shutoff -- oh, I'm sorry. Or do they just provide
4 for remote shutoff capability?

5 A. I can't speak to that.

6 Q. Okay. For example, the Elster device
7 discussed on Page 12 of your surrebuttal testimony, it only
8 provides for remote shutoff capability. Right? I'll give
9 you a minute.

10 A. That's what the snippet says.

11 Q. It does not continuously sense flow rates.
12 Correct?

13 A. I can't speak to that.

14 Q. But you would agree that the Itron 250 and
15 400 series do continually sense flow rates?

16 A. That is a feature of an ultrasonic meter.

17 Q. Would you agree that by sensing flow rates
18 continuously, those devices have the potential to prevent
19 natural gas incidents?

20 A. That's what's been put forward.

21 Q. Do you disagree with that?

22 A. I can't speak to that.

23 Q. Okay. You're an economist?

24 A. I am.

25 Q. Do you have a professional opinion on the

1 value of a life?

2 A. I do.

3 Q. What is that?

4 A. As an economist, I generally point to -- the
5 idea of safety and valuing lives is obviously something that
6 we're dealing with constantly from a policy perspective.
7 We're dealing with it right now. Case in point, with what's
8 going on in COVID. There's been an active decision to go
9 ahead and move forward with certain economic activities. As
10 an economist, I would never say that any cost matters. We
11 wouldn't go ahead and just bankrupt a company, you know.
12 There's a reason why we have a natural gas safety unit at the
13 PSC and not an electric safety unit at the PSC. If you want
14 to take that to the fullest extension. The US Government
15 generally looks at a life if they value regulatory decisions
16 moving forward between \$2 million and \$10 million. That's a
17 full life that you factor in. That's the standard that I
18 would operate from.

19 Q. Okay. So if we take your assumption of \$2
20 million to \$10 million per life, how many lives would need to
21 be saved to justify Spire's investment in ultrasonic meters?

22 A. Right. So two things would need to be
23 considered. One, I would need to see some historical record
24 to determine what is the likelihood of a life being saved
25 with this feature. To do that, what I did was I relied on

1 PHMSA studies as well as the discovery that I issued to the
2 Company.

3 JUDGE HATCHER: Dr. Marke, would you tell me
4 what PHMSA?

5 THE WITNESS: Right. Pipeline hazardous
6 safety --

7 MR. APLINGTON: Materials Safety
8 Administration.

9 THE WITNESS: There you go. What you find
10 with the PHMSA studies is that most of the meter incidents
11 that take place that result in fatalities the vast majority
12 of them are auto accidents. It's a car that's been driving
13 and it hits a meter. At that point, you know, even PHMSA
14 acknowledges that whether or not the fatality was a result of
15 the car crash or the subsequent, you know, fire that resulted
16 of that is open for debate.

17 But to get back to your question, sir, if --
18 let's say \$10 million. Let's stay on the high side. You
19 know, I don't know if I can do like an back-of-the-envelope
20 calculation as to, you know, what costs would have to -- what
21 I would need to offset in terms of costs and benefits.
22 Honestly, that's one of my problems with this case as an
23 economist, is just finding the inputs to make that call. I
24 can't look at it in a vacuum.

25 BY MR. APLINGTON:

1 Q. Okay. Just to be clear: The automatic
2 safety features of the meter prevent incidents that are more
3 than just meter related. Right? They prevent incidents that
4 are on customer-side piping behind the meter?

5 A. I don't know. Can you give me an example?

6 Q. Sure. So let's take copper theft?

7 A. Okay.

8 Q. So let's say there is a home, somebody
9 breaks into it, steals the fuel runs, the natural gas fuel
10 runs in the home for the value of the copper. Familiar with
11 that circumstance?

12 A. I am.

13 Q. Okay. In that circumstance, there's an open
14 fuel run behind the meter. Correct?

15 A. Yes.

16 Q. Okay. And in that circumstance, the Itron
17 Intelis meter would automatically shut off to prevent that
18 flow. Correct?

19 A. That's my understanding.

20 Q. Okay. So, do you have any information about
21 how many lives are lost on average as a result of
22 behind-the-meter incidents?

23 A. I don't have any information on how many
24 times -- how many incidents your copper theft example
25 happens. That's -- therein lies like the problem in terms of

1 my analysis.

2 Q. Okay. So, as you sit here today, would you
3 recommend approval of deployment of ultrasonic meters if they
4 saved two lives?

5 A. I can't make that -- I can't respond to that
6 in an affirmative based off of the information in front of
7 me.

8 Q. How about now as an economist?

9 A. No.

10 Q. All right. Let me change to a different
11 topic real quick. In your surrebuttal on Page 28, you cite
12 to the Company's response to DR-2155, regarding the operation
13 of the STL pipeline. Do you recall that?

14 A. Yes.

15 Q. Okay. And do you recall that afterwards the
16 company supplemented DR to change its response?

17 A. I'm sorry. So I'm on Page 28, and it's the
18 STL pipeline where I'm going to read it. It says: Is the
19 STL pipeline currently in operation is light of the DC
20 Circuit Court of Appeals ruling on the S-- on the Spire STL
21 pipeline. The response is no.

22 Q. Correct. Yes. Thanks for reading that.

23 A. Okay.

24 Q. Do you recall that Spire later supplemented
25 that DR to change its response?

1 MR. CLIZER: I'm going to object on the
2 grounds that if I remember correctly, that portion of
3 Dr. Marke's testimony was related to propane assets, which is
4 a part of the stipulation and not related to ultrasonic
5 meters.

6 MR. APLINGTON: I agree, John. I'm just
7 trying to clean up the record so no one is confused about
8 whether the pipeline is still operational. We just made an
9 error in the DR.

10 JUDGE HATCHER: Clean record wins.

11 MR. CLIZER: Okay.

12 THE WITNESS: Mr. Aplington, I honestly
13 don't remember.

14 BY MR. APLINGTON:

15 Q. Okay. Your understanding is that the
16 pipeline remains operational currently. Correct?

17 A. Correct.

18 MR. APLINGTON: That's all.

19 JUDGE HATCHER: Mr. Aplington, if that's all
20 for your --

21 MR. APLINGTON: That's all the questions I
22 have.

23 JUDGE HATCHER: Thank you, sir. Okay.

24 We're at 11:43. I intend to finish with
25 Dr. Marke before lunch. I do not anticipate getting to

1 Mr. Robinett before lunch.

2 Dr. Marke, we will jump right in. I have
3 the same two questions for you as I did for Mr. Luebbert.

4 QUESTIONS BY JUDGE HATCHER:

5 Q. Mr. Rieske in his testimony discussed the
6 increased accuracy of the ultrasonic meter versus the
7 diaphragm meter. And I again reference the plus or minus
8 point-one percent with the ultrasonic versus the plus or
9 minus two percent with diaphragm. Do you have an opinion on
10 what would be the impact of this increased accuracy on the
11 average customer bill?

12 A. Minimal. It's a difficult question to
13 answer. We actually thought about this very question before
14 we came down here this morning. So if we were to look back
15 to historical gas costs -- I mean, that's the thing. I would
16 need empirical data. And gas, historically, has been a very
17 volatile fuel. It's leveled off in the last five, six years,
18 but gas usage is also going to vary considerably, depending
19 on the weather. So if you were to compare just therms used
20 per company on a per year basis, it's going to vary
21 considerably.

22 The two percent accuracy -- I address this
23 at length in my testimony. I think it's a misleading number.
24 GM-5 in my surrebuttal testimony references the discovery
25 that I asked about it and asked for if the empirical data to

1 substantiate those numbers. Of note, you will -- what I
2 would like to highlight is that Mr. Rieske is utilizing
3 pre-deployment, out-of-the-box meter data. So rip open the
4 box, let's test it, it's good versus historical assets that
5 have been in the ground for decades.

6 There is no comparison -- there is no
7 additional comparison as to what's the out-of-the-box
8 diaphragm. What's the out-of-the-box rotary? What's the
9 out-of-the-box turbine? What's the out-of-the-box thermal
10 mass? There -- what about different vendors? What about
11 Aclara? Honeywell? There's no emphasis on this. We've got
12 a very narrow bit of information that's saying well, the
13 accuracy benefits are profound. I would counter with
14 anything brand-new, out-of-the-box, is going to show a better
15 result.

16 If you were to compare ultrasonic meters 20
17 years from now versus the ultrasonic meters out of the box, I
18 would venture to say the ultrasonic meters out of the box
19 should achieve marginal benefits in terms of accuracy.

20 Q. If I could push that question just a bit
21 further. Am I to assume that you -- and likely -- I don't
22 want to ask your opinion on the other witnesses -- are you
23 not discussing the possible increased accuracy with respect
24 to a customer knowing their bill or getting a better, more
25 accurate bill is the reason you're not focusing on that

1 because with whatever inaccuracy you're going to have pluses
2 and minuses?

3 A. That's right.

4 Q. Okay. I have one more question. Again, the
5 same question I asked of Mr. Luebbert. I'll, again, ask it
6 both upward ways. In Mr. Rieske's rebuttal testimony, his
7 Schedule Non-OPC JAR-R2. This is the 2020 project timeline
8 question.

9 Did you receive any of those documents, the
10 one that is listed in Mr. Rieske's schedule as titled
11 Program, and it has the AMI strategy completed and the quote,
12 Program management plan completed? Did you receive that
13 material? And, two, did you receive the materials that that
14 material is talking about, i.e., the actual projects or
15 quote, programs?

16 A. Okay. As I'm seeing it, it's a two-part
17 question. To answer the first part, did I receive it? In
18 part. And if I can, I'll explain that. As an economist, I
19 look at the economic impact of decisions made in a market
20 failure. And that's what we operate under here. There's no
21 -- you know, in a competitive market you've got competition
22 and that serves as a self-regulatory mechanism in place. So
23 one of our jobs is to be -- is to look at management
24 efficiency. I asked -- I -- I went ahead -- my methodology
25 is as follows. I went ahead and -- first of all, in this

1 case, we notified the Company of concerns we have about AMIs
2 in meters a year in advance to this issue, and requested the
3 Company engage in dialogue with us, and that did not happen.

4 My second issue, in my methodology, is to go
5 ahead and do discovery. And this is where I ask a series of
6 questions. I asked over 150 different discovery-related
7 questions in this case.

8 The third part is I indepen -- I do an
9 independent verification myself. In this case, I reached out
10 to manufacturers. I reached out -- I looked at empirical
11 studies, and experts in the field. Then I made my
12 conclusion. To your question, that encompasses the second
13 part. In my surrebuttal, under GM-1, I asked this question.
14 I asked to receive this information. In GM-2, I included the
15 document with highlighted sections to emphasize my skepticism
16 of the Company's claims.

17 On GM-2, I'll read just the highlights, so
18 this won't be long. Under Execution Strategy, I read: A
19 complete implementation will be developed. Under
20 Organizational Readiness, I read: Prior to deployment and
21 organizational readiness, checkness (sic) will be performed.
22 Under Training, I read: A training plan will be created.
23 Under Customer Communication, I read: A customer
24 communication plan will be developed. And so on, and so on.
25 I did not receive any of these documents to support those

1 plans, those strategies. This document here, this three-page
2 document is the strategy for the \$100 million dollar-plus
3 investment the Company is planning on making.

4 To the second part -- oh, I guess I answered
5 the second part, did I receive the materials.

6 Q. What are you referring to when you say the
7 \$100 million dollar investment?

8 A. That's a good question. What I mean is the
9 1.2 million customers that are going to be -- that are going
10 to have their current meters that they are paying a return on
11 and of for, and will continue under the Company's guidelines,
12 the proposal to pay a return on and of, as well as the
13 marginal increase of the additional ultrasonic meter. If we
14 say \$176 times 1.2.

15 Q. Okay. So you're giving me the numbers at an
16 outlook as if this is a Program, capital P, to replace all of
17 the meters?

18 A. The federal government actually has many
19 statutes that have been approved, dating from the Carter
20 Administration, the Reagan Administration, the Clinton
21 Administration, the Obama Administration, calling for any
22 regulatory action that includes an additional -- costs that
23 exceed hundred million dollars there has to be some sort of
24 cost-benefit analysis to justify it, on its impact on
25 customers. I don't see that here. We're talking about just

1 Spire customers.

2 Q. Okay. But you got to the 100 million?

3 A. I did.

4 Q. By multiplication and believing that there
5 is a program?

6 A. Based off of the Company's response that
7 this is -- their standard meter moving forward that they will
8 deploy.

9 Q. Okay. Does the federal government rules
10 distinguish when you spend that \$100 million? Because from
11 what I was taking from Spire's testimony is giving it the
12 best benefit of the doubt to your position, they are going to
13 replace all of them, but it might take 20 or 30 years. Do
14 the federal rules account for how long the spending is when
15 you get to 100 million?

16 A. Yes.

17 Q. Okay.

18 A. So typically -- two issues with that. One,
19 and this has been hammered a lot, there's been a lot of
20 inconsistency with the testimony, with the discovery, with
21 the rollout process, the lack of information describing this.
22 Even sitting here today, I don't have a clear idea how
23 quickly they plan on doing this, at what cost. That's the
24 real question here, is I don't know at what cost. If you
25 were to ask a very central level -- and I came up with 176

1 million just off the top of my head. I haven't heard any
2 other number out there. There's another number that's been
3 positive out there is what the total cost of this expenditure
4 would be relative to doing nothing, doing something else. As
5 far as the federal government is concerned, it typically
6 looks at it on -- and, again, this is across the United
7 States -- on an annual basis.

8 Q. I'm following what you're saying. I want to
9 distinguish, though, there's two very different perspectives
10 on what's going on. And just within the meter issue, there's
11 got to be three or four different sub-issues?

12 A. Right.

13 Q. Has OPC, in your knowledge, ever been
14 involved with Spire's -- let's call it the normal meter
15 replacement program, small p? Just the normal, everyday
16 course. I believe what Spire witness was explaining is
17 they're just switching from that meter to this meter. There
18 is no AMI or AMR or any kind of anything else, but our
19 regular normal course of business when a meter breaks or
20 needs to be replaced, we're not going to use that one. We're
21 going to use this one. Has OPC ever opined on that in the
22 past?

23 A. Not to my knowledge.

24 Q. Is OPC's position really arising only
25 because of the view that this is a Program, capital P, for

1 smart meters and AMI and AMR?

2 A. That's a good question. So, initially, it
3 was. Can I explain?

4 Q. Yes. Initially, it -- go. Sorry.

5 A. When I started my investigation, my
6 methodology a year ago, that was our concern, is that the
7 docket was labeled -- in the GO docket for the DAO, the
8 depreciation authority order. It was labeled as a smart
9 meter. In that case, we said hold on a second here. We're
10 not sure about the benefits of AMI. In fact, we haven't seen
11 it anywhere and we would like the Company to engage us before
12 they make that investment. We were operating under that
13 premise when I first started discovery. It turned out that
14 that was not the case.

15 My second level of concern, then -- or my
16 methodology was, okay, we're replacing ultrasonic meters.
17 Did we look at any other types of meters? Did we compare
18 prices across boards? Did we compare -- was there any
19 analysis conducted? The response was no, we didn't perform a
20 cost-benefit study. They are obsolete.

21 As I think most people that go through, you
22 know, any formal education will sit there and won't just
23 accept something at face value. There is at least one neuron
24 that says can I prove that? Can I support that? Can I
25 substantiate that? That's where my discovery process came

1 in. In the investigatory process, I apologize. That was me
2 getting on the Honeywell sites. That was me contacting
3 Aclara, you know, as providers, to get a sense of what was
4 the proper due diligence done. In my estimate, sitting here
5 today, I do not believe it was.

6 Q. In your opinion, would the Company have also
7 been required to do due diligence when deciding -- if they
8 decided now let's keep using the diaphragm?

9 A. I would've just expected some analysis to
10 provide. Just to show me some evidence where you looked at
11 the cost and the benefits. How much -- how often are we
12 talking about safety-related meter side issues over the past
13 20 years? Mr. Rieske spoke a lot about, well, we did
14 testing. And none of the empirical -- and Mr. Luebbert's
15 testimony, you know, supported this too. It wasn't at the
16 level that I see other utilities perform. It wasn't at a
17 level that gives me confidence moving forward with supporting
18 it.

19 Q. Which -- the testing of what?

20 A. The hard code -- the analysis, I should say.
21 The actual analysis that was performed. In this case, it was
22 a response to the Staff DR. In my response, it was that
23 there wasn't anything provided.

24 Q. If there hadn't been a smart meter
25 depreciation case, do you think OPC's position would have

1 come out so strongly on the issue of meters and smart meters
2 or is this a separate issue? Because depreciation is -- has
3 been referenced in testimony as being advocated as the
4 appropriate amount of depreciation to continue to be used for
5 the smart meters?

6 A. Right. Right.

7 Q. Which certainly, I think, could lead to an
8 issue of there's is a program. So I'm just -- I'm trying to
9 see if that's intertwined at all?

10 A. It is intertwined. To the second part,
11 obviously having a huge amount of capital P stranded
12 investment out there is what gives us the heart palpitations.
13 To the second point -- and I concede this in my testimony
14 itself -- there could very well be a good argument for
15 ultrasonic meters and the safety benefits there. The Company
16 just didn't perform it, didn't show it. They're asking me to
17 take it at face value based off of no requests for proposals,
18 no additional bids. No --

19 Q. Please tell me your criticisms, then, of
20 taking at face value of the testimony we heard today that the
21 costs are close? I think 172 to 220, somewhere in there, and
22 adding in the heat shutoff --

23 A. Right.

24 Q. -- and the flow shutoff, both of which
25 require no connectivity. Why can't I take those two facts on

1 face value?

2 A. Great question. It's -- if there's -- it's
3 an apples to oranges comparison. You're asking -- the
4 Company is comparing a brand-new out-of-the-box meter to a
5 refurbished meter. Okay? Why just that? Why not other
6 brand-new out-of-the-box meters? Why not different bids?
7 Why not just some sort of analysis to justify that. And then
8 -- and this is an important point because I really can't
9 overlook the fact that what we're getting here are wildly
10 different average lives, whether it's ten years, 18 years, or
11 35 years. And just to underscore this, the 35-year can't
12 Fleming depreciation study is based off of the Company's
13 historical records.

14 Q. Which is wrapped up with the depreciation
15 issue. So, I see. It's gets complicated quickly.

16 A. Right.

17 JUDGE HATCHER: I'm going to stop there for
18 my questions. Let's get back to recross, try and finish up
19 before lunch. Recross for Dr. Marke. First we go to Staff,
20 Ms. Myers. Counsel.

21 MS. MYERS: No questions, Judge.

22 JUDGE HATCHER: Thank you. And for Spire?

23 MR. APLINGTON: Just a few, Your Honor.

24 I'll be very brief.

25 RE CROSS EXAMINATION BY MR. APLINGTON:

1 Q. Dr. Marke, did you attend the June 8th
2 technical conference in this case with Mr. Rieske regarding
3 ultrasonic meters?

4 A. I was unable to attend that conference.

5 Q. Okay. With respect to the written materials
6 that you talked about wanting and not receiving, did you ever
7 call Mr. Rieske and ask him to send it to you?

8 A. No.

9 Q. Okay. You would agree with me, wouldn't
10 you, that eventually all of the diaphragm meters in service
11 currently at Spire will need to be replacement with
12 something?

13 A. Yes.

14 Q. Are you aware that Spire has already used
15 Itron-branded diaphragm meters in Missouri West for many
16 years?

17 A. Yes.

18 Q. I heard you talk about some federal
19 regulations and different administrations, but is there a
20 Missouri regulation that requires a cost-benefit analysis and
21 regulatory decisions with \$100 million plus impact?

22 A. No.

23 MR. APLINGTON: No further questions.

24 JUDGE HATCHER: Thank you. Brings us to
25 redirect, Mr. Clizer.

1 REDIRECT EXAMINATION BY MR. CLIZER:

2 Q. I'm going to work backwards. So starting
3 with the recross of Spire. You were asked a question about
4 attending June conference. Did anybody from OPC attend that
5 June conference?

6 A. Yes.

7 Q. You were asked about the written materials
8 you requested and whether or not you had requested those.
9 How do you understand the responsibility of parties in a rate
10 case to provide evidence?

11 A. That's incumbent upon the utility to answer
12 the questions asked.

13 Q. Did the Company provide any of these written
14 documents in their direct?

15 A. They did not.

16 Q. Have they subsequently provided them?

17 A. I would say in piecemeal.

18 Q. All right. Sorry. I don't know what's
19 happening to me. I apologize. Apparently I'm breaking down.
20 Moving on to the questions from the Bench. You were also --
21 had a series of questions regarding OPC's involvement in the
22 replacement issue. Do you recall that?

23 A. I do.

24 Q. I think you might've testified on this, but
25 just to make sure. Were you aware of the depreciation

1 reserve problem prior to Spire making its request?

2 A. No.

3 Q. You were asked a series of questions
4 regarding, you know, the big P Program, you know, it's
5 probably going to take 20 to 30 years. Do you recall that?

6 A. I do.

7 Q. What was your understanding of Spire's
8 position moving forward with regard to the replacement
9 program?

10 A. My understanding? Sitting here today, it
11 sounds as though the Company will replace meters on average
12 between 18.1 and I think it was 22.1 years in service.

13 Q. Did you hear Mr. Rieske testify that they
14 might be accelerating that?

15 A. I did.

16 Q. Does that affect your analysis?

17 A. It further supports my uncertainty with
18 being able to go ahead and support ultrasonic meters.

19 Let me just give you an example here.

20 Mr. Rieske, I want to say, in his rebuttal testimony posits
21 that one of the big cost savings behind this from an
22 operational standpoint is to replace the meter when we
23 already have somebody that's present, you know, driving in
24 his truck. But now I hear, you know, in today's opening
25 that, well, we'll look at a statistical sample and feed that

1 through, you know, effectively a buffer. Whether or not that
2 makes sense, regardless of whether or not we're present.
3 Those simple things, you know -- I mean, it's either one or
4 the other.

5 Q. Regardless of the intention, your
6 understanding of Spire's program replacement strategy has
7 changed over the course of this --

8 A. Yes.

9 Q. -- case and I'd say probably this hearing?

10 A. Yes. Very much so.

11 Q. All right. This relates to both questions
12 from the Bench as well as original cross questions from
13 Spire. I'm going to hand you a copy of what was previously
14 entered into evidence as OPC 219. Do you know what this is?

15 A. Yes, I do.

16 Q. So let's start with the cross that you
17 received from counsel from Spire. He asked, among other
18 things, for example, about copper theft and high flow rate
19 alarm. Do you recall that?

20 A. I do.

21 Q. Actually, let me back up. The exhibit that
22 I've handed you, it's a spec sheet for a diaphragm meter
23 produced by Honeywell. Correct?

24 A. That's correct.

25 Q. Does this diaphragm meter have a high-flow

1 rate?

2 A. Yes.

3 Q. Does it have temperature alarms?

4 A. Yes.

5 Q. Does it have almost all of the safety
6 benefits that Mr. Rieske points to with regard to ultrasonic
7 meters?

8 A. It does.

9 Q. Did Spire ever prepare a cost-benefit
10 analysis to compare using this meter or a similar type of
11 meter to this to the ultrasonic meters?

12 A. There's no comparison to any meter.

13 Q. When the judge was asking you about some of
14 the criticisms that you had regarding their case, is this
15 what you were referring to that lack for a cost-benefit
16 analysis?

17 A. This is what I mean by inefficient
18 management. Again, if this was a -- if this was a private
19 sector, you couldn't just go ahead and start replacing fixed
20 assets for the end of their useful life without some sort of
21 empirical basis to substantiate that. Otherwise, you run the
22 risk of going bankrupt.

23 Q. Were you here when Mr. Rieske testified
24 about this document?

25 A. Yes.

1 Q. And he made reference to the fact that they
2 wouldn't consider it because it would have other fixed costs
3 associated with it?

4 A. Yes.

5 Q. Is there a concern that you see it with the
6 current ultrasonic meters and fixed costs?

7 A. Yes.

8 Q. Care to elaborate?

9 A. You need to look at the totality of this
10 investment. So there are three parts to this. I would say
11 -- I would posit that we're in part number two, which is the
12 meter itself. Part number three is the AMI investment that
13 may or may not come to light. Part one was the platform that
14 Mr. Rieske put forward, at least, on Spire West side, which
15 is Itron. All three of those parts need to be looked at in
16 their totality and their costs. What you end up having --
17 what you end up -- what ends up happening, absent some sort
18 of analysis, just basic analysis, is path-dependant decisions
19 that feed off of each other. In this case, what you've got
20 is effectively a cheat code to increase your rate base off of
21 each of these investments and make it larger.

22 In this case, for example, is Itron that
23 they use the Itron platform in the West. And then Itron says
24 -- and this is an inherent risk -- Itron says well, we're not
25 going to go ahead and use diaphragm meters now. Okay. Now,

1 we're locked into, on the West side, the Itron platform, and
2 that means we need to go ahead and use Itron ultrasonic
3 meters. So it just keeps building out.

4 The difference, from my vantage point -- and
5 again, what we're trying to do here as economic regulators
6 and why this differs from England and Europe that isn't
7 cost-based regulation; it's performance-based regulation --
8 there is a perverse incentive for this company to build out
9 rate base. This is a platform to do it.

10 Q. You were asked by the judge what you were
11 referring to when you talk about \$100 million investment. Is
12 that tying into what you're describing?

13 A. It is.

14 Q. So your fear is that this will just
15 continue? I mean --

16 A. It's -- it's just -- it's a construction
17 company at this point. It just becomes you're getting more
18 and more, you know, earnings based off of just building out
19 stuff, and building out stuff, and building out stuff. And,
20 effectively, if you're a customer, again, let's not lose
21 sight of the big picture here. I just want my monthly
22 reading. I just want to know what my gas usage is at the end
23 of the month.

24 But now we're into this perverse position
25 where I'm paying one, two, maybe three meters, and all of the

1 ancillary services on top of that, to provide me, again,
2 monthly reading. This is how rates increase larger than they
3 should.

4 Q. I only have a last question regarding that
5 exhibit. Is that a standalone device or is that a whole
6 separate meter?

7 A. I read this as the entire meter, all of the
8 products and features that are included within it.

9 Q. And we don't know what the cost is for this
10 meter?

11 A. That's correct.

12 Q. And we don't know because, again, no
13 cost-benefit analysis?

14 A. No cost-benefit analysis.

15 Q. So tying that into the question you received
16 from the judge regarding increased accuracy, is the financial
17 impact of that increased accuracy something you would expect
18 in a cost-benefit analysis?

19 A. Absolutely.

20 Q. What was your initial response from the
21 Company when you asked for a cost-benefit analysis?

22 A. We did not perform one.

23 Q. All right. You were asked some other
24 questions by counsel for Spire. One related to the value of
25 a life. Is valuing life something that other companies have

1 to do on a regular basis?

2 A. Yes.

3 Q. For example?

4 A. Car companies.

5 Q. And you said that you had no inputs. Right?

6 A. Right.

7 Q. You were asked briefly by Spire regarding,
8 you know, AMI network costs and whether or not that was part
9 of this case. Do you recall?

10 A. Yes.

11 Q. Does Mr. Rieske point to AMI benefits as
12 part of his testimony for support of the meter?

13 A. Yes.

14 Q. What is the problem with the AMI?

15 A. I'm sorry, can you repeat the last question?

16 Q. What is your concern -- I'm going to
17 rephrase it.

18 A. Okay.

19 Q. What is your concern regarding the AMI
20 investment?

21 A. AMI investment, not ultrasonic?

22 Q. Not ultrasonic, AMI.

23 A. Right. So, my concern over the AMI
24 investment is the same concern I have for electric utilities
25 with AMI investment, and that is a very expensive feature

1 that remains dormant or otherwise not utilized. And it's
2 heightened on the gas side because the dominant feature for
3 an electric company is the ability to use time at these
4 rates. Not a feature that's applicable here for the natural
5 gas company.

6 So putting aside the issues on the electric
7 side, I struggle to find a compelling argument for AMI
8 investment. Simply put: We don't have -- and we get a lot
9 of calls from consumers. I have never gotten a call from a
10 consumer that's demanded that they want hourly interval
11 natural gas data.

12 Q. You were asked the cost of -- a question
13 regarding the cost comparison between a replacement and a
14 refurbishment.

15 A. That's correct.

16 Q. Do you recall?

17 Does the answer to your question change if
18 one considers that one of those meters is already rate based
19 and the other isn't?

20 A. Yes.

21 Q. How would that affect the answer?

22 A. I mean, overall impact on customers for one.
23 It's a managerial -- could you please ask the question again?

24 Q. How would the fact that one meter, the
25 refurbished meter, that's already in rates versus the new

1 meter not being rates, affect your answer? Of course, if you
2 don't know --

3 A. There are a lot of factors that would need
4 to be considered. I mean, the short, simple answer here is
5 an overall concern on rate impact of the large P of the
6 stranded investment that's associated with this.

7 Q. Are there other factors that would to be
8 considered?

9 A. Absolutely. Including, but not limited to,
10 safety, expected life of said meter moving forward, you know,
11 empirical data, not out-of-the-box data, but you know, if --
12 sitting here, if what I hear from Mr. Rieske is effectively,
13 the Company's not going to have any operating expense moving
14 forward because the ultrasonic meters won't need to be
15 anything -- won't need to do anything. There is no data
16 that's been provided to date that shows, well, what's an
17 ultrasonic -- what does -- how does an ultrasonic meter
18 performing at ten years? At 18 years? It's an apples to
19 oranges comparison.

20 Again, all of this -- and it's not like
21 ultrasonic meters are new technology. This has been around
22 since the '70s. You -- the Company should have been able to
23 perform or provide some sort of confidence in the capital
24 decision that they were going to make.

25 Q. I think the last line of questions I have,

1 the very first thing you were asked by Company related to
2 Page 5 of your -- I can't remember if it's your rebuttal or
3 surrebuttal -- but the statement about misinterpreting
4 testing. Do you recall that?

5 A. I do.

6 Q. What was your understanding as Spire's
7 replacement strategy with regard to the testing from the
8 initial data responses you received?

9 A. That the Company had to replace meters every
10 ten years per the Commission rules.

11 Q. At what point did you become aware of the
12 variance that the Company had received?

13 A. After surrebuttal testimony.

14 Q. Would you say it's fair that your
15 understanding of the actual replacement strategy put in place
16 here has been changed?

17 A. It's frustrating because the Company has
18 decided to -- the 10-year and the Commission rule, but this
19 again -- they got a variance from the rule to prevent this
20 very thing from happening. And then -- and we heard
21 Mr. Rieske today says, we plan on accelerating that moving
22 forward. So it runs counter to previous company managerial
23 decisions and ultimately, just ends up -- we have the
24 stranded investment problem becomes more pronounced moving
25 forward.

1 MR. CLIZER: I believe that's all of my
2 redirect. Thank you.

3 JUDGE HATCHER: Thank you, Mr. Clizer.

4 Dr. Marke you are excused.

5 THE WITNESS: Thank you.

6 JUDGE HATCHER: 1:30 is when we'll come
7 back. I see we are going to finish with Mr. Robinett after
8 lunch. That will wrap up the ultrasonic meter recovery
9 issue. That's Issue 26. And then After Mr. Robinett, we
10 will move on to Corporate Allocations and Affiliated
11 Transactions, that is Issue 19. And I see three witnesses
12 there. My plan is to finish up that issue in its entirety
13 today, also. Come back at 1:30 after lunch. Any other
14 announcements? I always get to the end and I don't really
15 know how to drive it home. Thank you. 1:30. We're at
16 recess.

17 (OFF THE RECORD.)

18 JUDGE HATCHER: Okay. The time of recess
19 having expired, let's go back on the record. And to bring
20 everyone up to speed, again, we are having a hybrid WebEx and
21 in-person hearing. This is a Spire general rate case
22 hearing. The file number is GR-2021-0108. We were beginning
23 the testimony of Mr. Robinett.

24 Mr. Robinett, would you please raise your
25 right hand.

1 (Witness sworn.)

2 JUDGE HATCHER: Thank you, sir. Please sit
3 down. I'm sorry, I meant to tell you that you were already
4 sworn in from yesterday. I made a note to myself and
5 everything. You were sworn in twice. Thank you. Please
6 state and spell your name for the court reporter.

7 THE WITNESS: John A. Robinett. It's
8 R-O-B-I-N-E-T-T.

9 MR. CLIZER: I just realized my
10 understanding is that his testimony having already been
11 submitted and accepted, I may immediately tender him for
12 cross. So I do so tender him for cross.

13 JUDGE HATCHER: Let's go to Ms. Myers.

14 MS. MYERS: No questions, Judge.

15 JUDGE HATCHER: Thank you. And let's go to
16 the Company.

17 MR. APLINGTON: No questions from Spire,
18 Your Honor.

19 JUDGE HATCHER: Thank you. And I'll ask for
20 our commissioners. Again, we have all five commissioners on
21 the WebEx. If any are on a phone, it is *6 to unmute. But
22 are there any commissioner questions? All right, hearing
23 none. The Bench also has no questions.

24 Thank you, Mr. Robinett. You are excused.

25 THE WITNESS: Thank you.

1 JUDGE HATCHER: Okay. As we reshuffle here
2 in the courtroom, we are moving on to Issue 19. This is
3 corporate allocations and affiliated transactions, Issue 19.
4 Our first witness will be Mr. Timothy Krick of Spire.

5 MR. CLIZER: Mini openings?

6 JUDGE HATCHER: Thank you, Mr. Clizer.

7 Mr. Krick, stay there. And you are already
8 sworn in. We'll just cover that right now. Yes, we do want
9 to do mini openings. I appreciate the reminder. Let us
10 start off with Spire.

11 MR. COOPER: Thank you, Your Honor. Dean
12 Cooper for -- do we have the microphone on? Should it be on?

13 JUDGE HATCHER: That one stays on. It
14 should be on all the time.

15 SPIRE OPENING STATEMENT BY MR. COOPER:

16 MR. COOPER: Thank you, Your Honor, maybe.
17 The Commission's Affiliate Transaction Rule that applies to
18 Spire Missouri indicates in its purpose section that the
19 rule's intended to prevent regulated utilities from
20 subsidizing their non-regulated operations. In addressing
21 this purpose, among other things, the rule calls for a
22 Commission-approved CAM, or cost allocation manual. Spire
23 Missouri has a Commission-approved CAM that was approved in
24 GC-2011-0098. In fact, Spire Missouri is one of a very few
25 Missouri utilities, and perhaps the only one of the Missouri

1 utilities, that has a CAM approved by the Commission.

2 The cost reflected in Spire Missouri's
3 filing are consistent with the Missouri Affiliate
4 Transactions Rule and the Commission's -- or the Company's
5 Commission-approved Cam. Spire Missouri customers are
6 protected by the Company's adherence to the methodologies
7 reflected in that CAM.

8 Currently, costs are transferred to a
9 separate entity, Spire Services, for allocation to its
10 affiliates to include Spire Missouri. This is done in a
11 similar way to how such allocations are performed at many
12 Missouri utilities. Staff witness Majors explained that the
13 use of service companies to obtain necessary corporate
14 support services for multiple entities under a holding
15 company structure is a common practice for utilities, and it
16 is believed to be an economical approach for provision of the
17 services. Spire Missouri certainly agrees. Staff proposes
18 no disallowances or adjustments based on Spire Missouri's
19 affiliate transactions or corporate allocations.

20 Missouri customers benefit from the way Spire Missouri's
21 costs are shared by other affiliates as providing corporate
22 services to a number of affiliates on a centralized basis is
23 inherently more cost-effective than having each affiliated --
24 or each regulated affiliate provide the services for
25 themselves.

1 At Spire Missouri, we're a standalone
2 utility. The expenses included in rates would increase.
3 Moreover, even if an adjustment were entertained, the
4 adjustment proposed by the OPC in this case, the reversal of
5 approximately \$84 million of shared costs is not based on
6 specific allegations of imprudence, but instead generally
7 proposes to disallow 50 percent of costs incurred by Spire
8 Missouri and instead assign those costs to Spire Missouri's
9 holding company, Spire Inc. The result of this would be
10 shared service costs borne by Spire Missouri and the holding
11 company in equal amounts. This does not pass the commonsense
12 test given that Spire Missouri provides natural gas service
13 to almost 1.2 million customers on a daily basis, while Spire
14 Inc. conducts no regulated or unregulated business of its
15 own.

16 Ultimately, the process used by Spire is
17 reasonable and provides for an equitable distribution of
18 shared costs. There's no reasonable basis for the adjustment
19 proposed by OPC and specifically, no basis for the \$84
20 million reallocation of costs from Spire Missouri to Spire
21 Inc. Spire will provide the testimony today of Mr. Timothy
22 Krick, who is the vice president controller and chief
23 accounting officer for Spire Missouri. That's all I have,
24 Your Honor.

25 JUDGE HATCHER: Thank you, Mr. Cooper.

1 Let's move to Staff.

2 Ms. Myers.

3 STAFF OPENING STATEMENT BY MS. MYERS:

4 MS. MYERS: May it please the Commission,
5 and good afternoon. My name is Jamie Myers and I am here
6 representing the staff of the Missouri Public Service
7 Commission. First, it is important to note that when Staff
8 refers to corporate allocations in this case, Staff is
9 referring to the allocations of costs allocated to Spire
10 Missouri and/or other Spire Missouri affiliates. Due to the
11 nature of the corporate structure of Spire Inc. as counsel
12 for Spire just briefly described, all transactions under what
13 Staff classifies as corporate allocations are allocations
14 among affiliates and are therefore subject to the
15 Commission's rules regarding affiliate transactions of gas
16 utilities, which is contained in 20 CSR 4240-40.015. And as
17 also noted by counsel for Spire, Spire also has a
18 Commission-approved CAM.

19 In the course of any rate case requests,
20 Staff performs an update of all the costs incurred by or
21 allocated to the Missouri regulated utility. Staff then
22 makes recommended adjustments to cost that are incurred or
23 allocated. In the instance of Spire Missouri, and
24 specifically in this case, Staff reviewed all costs allocated
25 to Spire Missouri and all costs incurred by Spire Missouri,

1 and in some instances, made adjustments that allocated a
2 portion of those costs to other affiliates.

3 One example of such an adjustment is noted
4 on Page 3 of Staff witness, Keith Majors' rebuttal testimony,
5 in which Mr. Majors notes that through Staff's recommended
6 payroll annualization, a substantial portion of the salaries
7 and wages of Spire Missouri employees were allocated to
8 various Spire Inc. affiliates using a three-factor allocator
9 that uses an average of fixed assets, revenue, and wages.

10 OPC's witness has stated in testimony that
11 Spire Inc. and Spire Services are not being allocated their
12 fair share of costs. OPC's remedy for this alleged
13 unfairness is set a negative adjustment of \$84 million, which
14 is presented in rebuttal, or \$64 million, which is presented
15 in surrebuttal is necessary to Spire Missouri's revenue
16 requirement.

17 Staff, however, has found no evidence in the
18 course of its audit during this rate case that suggests that
19 Spire Inc. or Spire Services, Inc. have a material purpose
20 separate and apart from the operations and lines of
21 businesses of the regulated and non-regulated affiliates. As
22 such, Staff believes it would be inappropriate to require
23 that Spire Inc. or Spire Services, Inc. should be arbitrarily
24 assigned and required to retain some level of corporate costs
25 beyond the discrete adjustment Staff has already recommended

1 in the course of its adjustment.

2 Staff witness, Keith Majors, has written
3 rebuttal and surrebuttal testimonies on Staff's
4 recommendations regarding corporate allocations, also known
5 in this instance as affiliate transactions, and is here today
6 to answer any questions on this topic. Thank you.

7 JUDGE HATCHER: Thank you, counselor. And
8 now Mr. Clizer.

9 MR. CLIZER: While I recognize it won't be
10 on the livestream, I'm still going to put the PowerPoint up
11 for the courtroom.

12 JUDGE HATCHER: For those on WebEx,
13 Mr. Clizer has turned to his affiliate transactions, opening
14 PowerPoint. As we have found previously, our camera does not
15 zoom, but he has brought that up on the TV in the courtroom
16 so everyone on WebEx you can follow along.

17 OPC OPENING STATEMENT BY MR. CLIZER:

18 MR. CLIZER: If it would please the
19 Commission. John Clizer, once again on behalf of the
20 Missouri Office of the Public Counsel. So, we're here today
21 to discuss affiliate transactions and I want to throw this
22 out here before I get any further. There's a little bit of a
23 nomenclature issue, corporate allocations, affiliate
24 transactions. I'm going to be referring to affiliate
25 transactions. That's what we are interested in at the OPC.

1 The Affiliate Transactions Rule, making sure it's complied
2 with.

3 So, moving on, let's grab a brief overview.
4 There are two essential problems with this case, both of
5 which are intertwined. The first is the actual violation of
6 the Affiliate Transaction Rule. And the second is the
7 improper allocation methodologies. As I put forward in my
8 general opening, I believe that the second one, in many ways,
9 explains the first one. So that's why I said that they're
10 intertwined. But it's helpful to try and see them as
11 separate issues.

12 Before we get too deep into the weeds here,
13 let's take a moment to just consider how affiliate
14 transactions are supposed to work. So to do that, let's take
15 a moment to look at a brief demonstration. Imagine you have
16 a regulated gas utility and a subsidiary -- a fellow
17 subsidiary unregulated appliance company both under one
18 parent company. Right. So the regulated gas utility, of
19 course, sells natural gas services. The unregulated
20 appliance company it sells, say, water heaters. Something
21 that runs on gas, but it's not part of the regulated gas
22 business.

23 If the regulated gas utility provides
24 general overhead support, basically helps to run the
25 unregulated appliance company, the unregulated appliance

1 company has to provide cash payments back in order to meet
2 the Affiliate Transaction Rule. And in particular, they have
3 to provide cash payments that are the greater of either fair
4 market value for the services provided or the fully
5 distributed costs for the company to provide those services.

6 If the company just provides general
7 overhead support, though, and doesn't make -- doesn't receive
8 any compensation, you have a subsidy. This is what's in
9 violation of the rule.

10 So let's apply the situation to the Spire
11 model. At the top, you have Spire Inc., that's the parent
12 company. Underneath it, I've three affiliates: Spire
13 Missouri, Spire Services, and the other Spire affiliates.
14 There are several, but right now they're just grouped
15 together. So what happens here is that Spire Missouri is
16 providing services to its parent company, Spire Inc. and it's
17 charging the costs of those two Spire services, which is then
18 go to reallocate the cost back out to everyone.

19 Now, I should point out that the allocation
20 of cost error, there should be another one going to the other
21 subsidiaries. I'm not saying they all go back to Spire
22 Missouri. Honestly, I couldn't put it on the slide without
23 becoming too, you know, busy. But the situation here is that
24 when you allocate the cost back to Spire Missouri that it's
25 charging to provide the services, those are canceling each

1 other out. And what's left is just Spire Missouri providing
2 services to Spire Inc. without compensation. And, once
3 again, we have a subsidy.

4 So what is Spire Missouri actually
5 subsidizing? Well, a lot of stuff. For example, it's
6 subsidizing the regulatory and financial reporting that it
7 generates on behalf of Spire Inc. This includes proxy
8 statements to shareholders, tax returns, and the SEC required
9 10-K. All of these documents are prepared by Spire Missouri
10 employees on behalf of Spire Inc., yet Spire Inc. pays
11 nothing for the generation of these documents.

12 Spire Missouri also manages the overall
13 corporate headquarters for the Spire enterprise, of which
14 Spire Inc. makes use because of it has people working there
15 and it lists it as the place of business for its filings,
16 like on tax returns and with the Secretary of State. Again,
17 Spire Inc. pays nothing for this.

18 The personnel, which includes eight outside
19 directors on Spire Inc.'s board and five executive officers.
20 Those executive officers are Spire Missouri employees. They
21 work for Spire Inc. in the sense that they provide management
22 services, managing Spire Inc., and Spire Inc. pays nothing.
23 Spire Inc. pays nothing for its eight outside directors,
24 which is again, charged to Spire Missouri. And business
25 management functions which range from cash management,

1 auditing, strategic planning, and over 30 more pages in the
2 affiliate transaction report. So there is a lot of stuff
3 that Spire Missouri does for Spire Inc., or else pays for for
4 Spire Inc., of which Spire Inc. bares no cost whatsoever.

5 And if you look at the overall about of
6 money that's charged through Spire Services to all the Spire
7 entities, you see that Spire Missouri is picking up the bill
8 for about 76 percent of that. Everybody else is getting 23
9 percent while Spire Inc. is getting less than one percent.
10 And that less than one percent -- I won't go into the details
11 on that. It's in the testimony of Mr. Schallenberg and I
12 want to make sure that we avoid confidentiality.

13 So let's take a brief moment to look at the
14 rule. And I know that there's a lot of text on this slide,
15 but basically what I want people to focus on is this Sub 2 to
16 Part A to 20 CSR 4240-40.15, which is the Affiliate
17 Transaction Rule. And what that basically says is a utility
18 cannot provide goods or services for less than the cost to
19 make those goods or services or the fair market price.
20 That's what I was saying before. A utility cannot provide
21 goods and services to an affiliate without reasonable
22 compensation, which is defined there.

23 So, again, it should be fairly obvious that
24 you have a rule violation going on. Why? Because Spire
25 Missouri is providing goods and services to Spire Inc. And

1 Spire Inc. is paying nothing for those goods and services.
2 You can pick any one of those examples I threw out.
3 Preparation of a tax return for a consolidated business
4 entity. Spire Inc. benefits from that. Does Spire Inc. pay
5 for it? No.

6 The SEC 10-K, which is something only Spire
7 Inc. has to file. Who prepares it? Spire Missouri. Does
8 Spire Inc. pay for it? No. Spire Inc. is not paying
9 anything for the goods and services Spire Missouri produces
10 for it. Therefore, it's paying less than the fair market
11 price or fully distributed costs, and therefore it is
12 violating the plain language of the Affiliate Transaction
13 Rule.

14 Now, one of the arguments that you -- I can
15 to see probably thrown out here is this idea that Spire Inc.
16 is a holding company. It doesn't have any assets. It
17 doesn't have any revenue. It doesn't do anything. First of
18 all, I just want to throw it out there, the Affiliate
19 Transaction Rule does not distinguish between holding
20 companies and other affiliates. It treats every affiliate
21 the same.

22 The second, is that Spire Inc. was made for
23 a specific purpose and that was to support the non-regulated
24 business endeavors of the Spire enterprise. And that's in
25 Spire's own words, which is something that we'll get to,

1 hopefully, in the course of this hearing today. So when you
2 have the commission staff stand up and say, Spire Inc. has no
3 separate business interests beyond Spire Missouri, that's not
4 how Spire explained the situation to the Commission when it
5 first reorganized this way. That's an important point to
6 understand.

7 Spire's decision to separate out its parent
8 company, Spire Inc., had benefits in that it allowed the
9 Company to pursue non-regulated business activities, and
10 pursue they have. But it also came with risks. And
11 following the Affiliate Transaction Rules is one of those
12 risks. I think it's a good point to have a short regulatory
13 self-check. Right? Again, simply ask yourself what would a
14 non-regulated, non-affiliated company do in a situation like
15 Spire Missouri, who is providing services to another
16 corporation? The answer is not provide those goods and
17 services and then charge itself for the costs. It would
18 provide the services and charge for them, just like every
19 other competitive business does.

20 Because Spire Missouri isn't doing this,
21 because it's simply providing goods and services to Spire
22 Inc. without charging Spire Inc. for those costs of those
23 goods and services, Spire Missouri is clearly subsidizing the
24 operation of Spire Inc.

25 So, let's take a moment to talk about how we

1 actually got here. And this is where I pivot to that second
2 issue I brought up, which is the allocation factors. The
3 whole problem here comes down to the allocation factors used
4 and the business model that Spire is employing. Basically,
5 the allocation factors are designed in a manner to exclude
6 Spire Inc. from receiving any costs and instead charge almost
7 all of the costs back to Spire Missouri. And I want to make
8 clear, this is not an accident. The system was purposely set
9 up this way to ensure Spire Inc. never had to pay. And it
10 persists, in many respects, even Spire -- if the Commission
11 agrees that Spire shouldn't have to pay because you have the
12 vast majority of costs being assigned back to Spire Missouri
13 when it shouldn't otherwise be.

14 I want to give an example of how this
15 allocation factors were in the problems that I'm referring
16 to. This first example is taken from my general opening, so
17 some of you are probably going to remember it. It starts by
18 asking you to consider Spire Inc.'s president and CEO.
19 Again, this position is filled by a Spire Missouri employee
20 and not a Spire Inc. employee. A 100 percent of her payroll
21 is generally, on a usual basis, indirectly assigned using a
22 three-factor formula. Now, you already heard Staff explain
23 this three-factor formula's going to look at revenue, fixed
24 assets, and payroll. Spire Inc. claims -- sorry, Spire
25 Missouri claims Spire Inc. has no revenue, fixed asset or

1 payroll, and therefore charges none of the salary of the
2 person managing the complete operation of Spire Inc. to Spire
3 Inc.

4 Let that sink in for a minute. You have a
5 company who is not paying the salary of its own president and
6 CEO. This is not equitable. This is the problem. I'm also
7 just going to throw out there the idea that Spire Inc. has no
8 payroll, fixed assets or revenue is wrong, and we'll get into
9 that during the course of the hearing as well.

10 But let's look at another example. This is
11 700 Market Street. This is the sixth floor of 700 Market
12 Street. Now, I know you're looking at that saying I can't
13 make out anything there. That's fine. I'm going to circle
14 these little offices. These offices that you see circled in
15 yellow, these are the offices where Spire Inc.'s officers
16 work. The red circle is the boardroom where we're pretty
17 sure Spire Missouri's board meets. I say pretty sure because
18 we only know that the board meets somewhere on the sixth
19 floor and that's the best boardroom I think I can find. We
20 know they meet somewhere on the sixth floor, though.

21 So, what do we know about 700 Market Street?
22 Well, again, we know the officers work there. Spire Inc.
23 officers work there. We know that Spire Inc. lists 700
24 Market Street as an address on numerous legal filings. And
25 we know that their board of directors meet there. And yet

1 the Company says that Spire Missouri -- or Spire Inc. incurs
2 no benefits whatsoever from having its officers, address on
3 legal forms or having its board meet there. And instead,
4 again, assigns zero cost to the overall rental of 700 Market
5 Street to Spire Inc.

6 This is a slide from the general opening you
7 might recall. And it's my way of explaining exactly how the
8 system works. Again, you're going to have almost all of your
9 workforce employed by the regulated utility. And you use
10 those employees to do work on behalf of everybody and pull --
11 sorry, bill their time, bill their -- to a shared services
12 pool of allocated costs. And then you take those costs and
13 you allocate get them back out to all of the other
14 subsidiaries using these three-factor formulas which you say,
15 well, Spire Inc. doesn't have any of those and therefore give
16 nothing to Spire Inc.

17 Once, again, we will show that Spire Inc.
18 does actually meet the requirements for that three-factor
19 test. But more to the point, the allocation factor sending
20 out this three-factor test -- sorry, the Commission-approved
21 allocation manual that sets out those three-factor tests
22 makes it very clear that if at any point the three-factor
23 test becomes unfair, unreasonable or inequitable, it needs to
24 stop and be readjusted to properly allocate costs. The fact
25 that Spire Inc. is receiving nothing, and by plain definition

1 is violating the rules, is more than sufficient to establish
2 the need to use some other allocation methodology.

3 And the problem here comes down in large
4 part to the indirect allocation that Spire is performing.
5 Spire is supposed to be directly allocating as much cost as
6 possible, but they're not. Instead, almost all -- and I mean
7 almost all of Spire's costs are indirectly assigned using
8 these formulas instead of being directly assigned. This has
9 created a problem because it's nearly impossible to fully
10 correctly allocate costs or audit the system because
11 everything is just being shunted into the shared services
12 account and allocated back out using these factors.

13 So solutions; how do we fix this problem?
14 First, again, what you're supposed to do, which is in the
15 CAM, direct charge as much as possible instead of relying on
16 general allocators. Then, whatever you can't directly charge
17 you indirectly charge based on the ratio of direct charges.
18 Let me walk through exactly what I mean here because it's a
19 little bit confusing.

20 So direct charge; this is an individual's
21 salary. Right? Individual A, she records the time she spent
22 working on projects for each separate affiliate. Her salary
23 is directly charged to each affiliate based on the percentage
24 of time she's been working for said affiliate. And this is
25 something that everybody who works in this building should

1 probably be intimately familiar with. This is very similar
2 to how the PSC operates when it assigns assessment costs
3 among utilities because it has its employees track, okay,
4 which utility am I working on or at least, what flavor of
5 utility, for lack of a better term. And then allocate out
6 the assessment costs based on that tracking.

7 The indirect charges are assigned basically
8 saying okay, if Affiliate A got assigned 25 percent of direct
9 costs, you assign it 25 percent of the indirect. Indirect
10 follows direct. But this only works if you follow that
11 assigned directly as much as possible, possible maxim that's
12 in the CAM. And it can't work here because again, Spire is
13 directly assigning virtually none of its costs. Spire Inc.
14 should be directly assigned much more.

15 So let's talk about examples. What could
16 you directly assign to Spire Inc.? Again, the cost of
17 preparing those proxy statements, 10-K, the tax form, those
18 could be directly assigned. Rent for using 700 Market
19 Street. The salary of its officers, outside directors.
20 That's an obvious one. Auditing and financial services.
21 Have the people working at Spire Missouri, who are doing work
22 for Spire Inc., auditing Spire Inc., write down Spire Inc.
23 and allocate their salaries, or a portion thereof, directly
24 to Spire Inc. This is going to resolve the affiliate
25 transaction issue that the OPC is up here, you know, barking

1 about.

2 So what is our adjustment? Again, there's
3 been a little bit of confusion on this, apparently. OPC's
4 adjustment is to remove exactly half the costs assigned to
5 Spire Missouri to represent the amount by which Spire Inc.
6 has been subsidized. Now, the dollar impact on the revenue
7 requirement if this is about 65 million. And let me be
8 clear. You heard 84 million earlier. That was an earlier
9 version of Bob's testimony where he said I know this is the
10 amount, but I don't know how much of it is capitalized.
11 Once you capitalize a portion of it, it drops down to 65. So
12 that's what the change is. And if you want greater
13 clarification you're going to have to ask him because I will
14 quickly run out of my depth from that point.

15 But the great difficulty here, the reason
16 that we resulted -- sorry -- the reason that we've gone to
17 using this mechanism, is simply because of the massive amount
18 of indirect cost allocation that has made it almost
19 impossible to fully or functionally audit this company and
20 determine exactly how much should be allocated to Spire Inc.

21 I'm going to throw out there an alternative.
22 If the Commission is unwilling to just put 65 billion down,
23 and I can fully understand why, the alternative is to say,
24 look, at a minimum, Spire Inc. should bear the cost of its
25 own executive officers and its own board. And then you

1 should have Spire Missouri be reimbursed for the direct
2 services it has provided to Spire Inc. That is a simpler
3 solution. Well, actually, it's not simpler, but it is --
4 well, it's an alternative. We'll just leave it at that.

5 So, in conclusion, again, Spire Missouri is
6 subsidizing Spire Inc. and it's doing this to the provision
7 of goods and services without charge. This is a direct
8 violation of the Affiliate Transaction Rule. The
9 subsidization is occurring due to manipulation of the
10 allocation methods, which is because the company is claiming
11 Spire Inc. has no fixed assets, revenue or payroll. These
12 allocation methodologies are wrong because they are purposely
13 set up to exclude Spire Inc. and violate the rule.

14 And I want to leave off with this one last
15 point. If you don't order any change, any correction,
16 nothing is going to change. And the reason I bring this up
17 is because in the last case, this Commission ordered the CAM
18 to be rewritten. Three years, no new CAM. It's still
19 waiting out there. And while I respect that we've all had to
20 slow down because of COVID, I don't think you'll ever see a
21 new CAM unless you give the Company a monetary reason to want
22 to write the new CAM. That's why I would propose again the
23 Commission make the adjustment the OPC is suggesting, so that
24 we can clear off this issue moving forward.

25 As I have mentioned before, our witness on

1 this issue is Mr. Bob Schallenberg. He's had, I believe,
2 over 40 years working in this field, first for the PSC and
3 then the OPC. He's an exceptional old hand at this and knows
4 more about this than anybody else you could talk to. I
5 encourage you to ask any questions you have of him. And with
6 that, I will leave for questions.

7 JUDGE HATCHER: Thank you. No questions.
8 Let's jump into our first witness. Timothy Krick.

9 JUDGE HATCHER: Sir, you're already sworn
10 in. We'll go ahead and jump right in. But please remember
11 you are sworn in. We will start with Spire.

12 Mr. Cooper.

13 MR. COOPER: Judge, we would tender
14 Mr. Krick for cross-examination.

15 JUDGE HATCHER: That will move us to
16 Counselor Myers.

17 MS. MYERS: No questions, Judge.

18 JUDGE HATCHER: Thank you.

19 And Mr. Clizer.

20 TIMOTHY KRICK, having first been duly sworn, testifies as
21 follows:

22 CROSS-EXAMINATION BY MR. CLIZER:

23 Q. Good afternoon, Mr. Krick.

24 A. Good afternoon, sir.

25 Q. Do you have a copy of your surrebuttal in

1 front of you?

2 A. Yes, I do. Give me a moment here.

3 Q. That's okay. I need a moment myself.

4 A. Rebuttal, let's see. Okay. I'm there. I'm
5 sorry, there were a lot of documents on this topic.

6 Q. I understand. You would agree with me --
7 sorry. You would agree with me that -- actually, turn to
8 Page 2. I'm not sure if I said that part.

9 A. No, you didn't. Okay.

10 Q. You would agree with me that on Page 2,
11 Lines 21 through 23, it says: The CAM provides for the
12 three-step method. This method begins with the premise that
13 the maximum -- to the maximum extent practical, all costs
14 that can be specifically attributed to a business, segment,
15 are direct charged.

16 A. That's correct. And I would --

17 Q. I -- we can leave it at that for a moment.

18 A. I stress the word practical.

19 MR. CLIZER: Your Honor, I would like to
20 mark an exhibit. I believe it should be OPC's Exhibit 220.

21 THE WITNESS: I think somebody left a water
22 up here. I didn't want to accidentally drink from it.

23 JUDGE HATCHER: All right, 220 has been
24 marked for submission and is being distributed now. And if I
25 can ask counsel to all let's check our exhibit sheets. I'm

1 showing 219 as OPC's Honeywell ad sheet. And this would be
2 220.

3 MR. CLIZER: That is what I said.

4 JUDGE HATCHER: Anybody have different
5 numbers? Anybody have 221? Okay. We'll mark it as 220.

6 MR. CLIZER: And, unfortunately, this has
7 been marked confidential by the Company. So unless the
8 Company changes that, I believe we will need to go in-camera.

9 JUDGE HATCHER: Mr. Krick and Spire counsel,
10 I'll give you all a few minutes to look this over.

11 THE WITNESS: Matt, do you want to -- this
12 looks like -- report.

13 (WHEREIN; the parties are in discussion.)

14 THE WITNESS: The print is very small. I'll
15 do my best.

16 MR. CLIZER: Matt, I have no problem with
17 marking the exhibit confidential and I will go slowly. And
18 if I ask a question you believe is confidential, you can
19 notify me. How does that sound?

20 MR. APLINGTON: I think that will work.

21 JUDGE HATCHER: Okay. I am just going to
22 announce for everyone listening and on the WebEx and in the
23 room how we are going to proceed. I'm going to -- that's my
24 understanding, and look to counsel for corrections. At the
25 end of questioning, Counselor Clizer will move for the

1 admission of Exhibit 220 as a confidential-marked exhibit.
2 And as far as the questions from Mr. Clizer to Witness Krick,
3 we will proceed slowly to make sure and allow for Spire to
4 speak up if we get into any confidential areas. Is that a
5 fair recitation?

6 MR. CLIZER: I believe so.

7 MR. APLINGTON: That's correct, Your Honor.

8 JUDGE HATCHER: Okay. Mr. Clizer, your
9 witness.

10 BY MR. CLIZER:

11 Q. Mr. Krick, you would agree with me that the
12 exhibit I've handed you is a data response provided to the
13 OPC from Spire, signed by yourself, which includes the
14 attached Excel file?

15 A. There are -- to me it looks like the annual
16 CAM report we submit. There's various columns that are
17 referenced to this DR that -- yes, it looks familiar. I
18 believe I signed over 200 DRs for Mr. Schallenberg, but yes,
19 to the best of my knowledge, this is -- I'm familiar with it.

20 Q. I will say that this was a large Excel file.
21 We did our best to try and make it legible. We printed it
22 out on legal paper to that end. I apologize for the small
23 font.

24 A. I can see it without my glasses on, so.

25 Q. Very good. All right. So the question was

1 asking what is -- what is the test year ratio Spire
2 Missouri's shared costs direct charge versus allocated shared
3 costs. Correct?

4 A. Correct.

5 Q. And the response was to see the attached
6 confidential file, which is the Excel file I previously
7 mentioned. Correct?

8 A. That is correct.

9 Q. So let's go through this for a second.

10 A. Okay.

11 Q. Starting with director and officers
12 insurance. Noting that the OPC DR-1504 not-Missouri column,
13 which is the -- how do I describe this?

14 A. Yeah. What this is meant to interpret is
15 that's the total cost and this went to all the other
16 affiliates.

17 Q. What I'm trying to indicate here is that you
18 agree with me that for the director and officers insurance,
19 zero percent is directly assigned to non-Missouri entities, a
20 hundred percent is indirectly assigned. Correct?

21 A. Correct.

22 Q. And as far as cost assigned to Spire
23 Missouri, again, zero percent is directly assigned and a 100
24 percent was indirectly assigned; is that correct?

25 A. Correct.

1 Q. And the same is true for corporate costs
2 with the subheading director fees, expenses, director
3 stock-based --

4 A. Yes.

5 Q. -- compensation?

6 A. Yes, sir.

7 Q. And, effectively, the same is also true of
8 the outside audit and depreciation furniture and fixtures,
9 again, a 100 percent is indirectly assigned?

10 A. That's right. We're assigning based on
11 factors approved in the Commission-approved cost allocation
12 manual.

13 Q. From my point, a 100 percent is indirectly
14 assigned. That's the critical part I'm asking you about
15 right now.

16 A. Yes, that's very clear by this schedule.
17 Yes.

18 Q. So, for general and administrative expenses,
19 you do see 20 percent being directly assigned to Spire
20 Missouri. None of the other affiliates received direct
21 allocation; is that correct?

22 A. Yeah. Those -- for this the schedule. But
23 again, this is a schedule just of Spire Missouri charges. So
24 those other affiliates would have direct charges that --

25 Q. I'm sorry.

1 A. -- may not be presented.

2 Q. I'm talking about the column which you put
3 together was indicating what is directly and what is
4 indirectly charged to not-Missouri. By this column, I,
5 again, it's difficult to refer to. I believe it would be
6 columns N through P?

7 A. Yes. Okay.

8 Q. And, so, according to this, again, a 100
9 percent of costs are indirectly assigned for general and
10 admin expenses to everyone but for Spire Missouri?

11 A. As reported in this report, in line with the
12 definitions of this CAM report that was created a long time
13 ago.

14 Q. Can I -- I've got a lot of cross to get
15 through. I'm trying to keep this running fairly smoothly.
16 So, if you could stick to yes or no questions, I'd greatly
17 appreciate it. I'm sorry, your counsel will have every
18 opportunity to redirect you on these points. I'm just going
19 to walk through this.

20 A. Yes.

21 Q. It's a 100 percent indirectly assigned.
22 Property and liability insurance, again, a 100 percent
23 indirectly assigned across the board?

24 A. Yes.

25 Q. For rent it's a 100 percent indirectly

1 assigned across the board?

2 A. Yes.

3 Q. Now, personnel costs, we actually do see
4 some break down. We see that 31 percent has been directly
5 assigned to Spire Missouri?

6 A. That's correct.

7 Q. But the other 69 percent was indirectly
8 assigned?

9 A. Yes.

10 Q. For the EDP system, again, we see Spire
11 Missouri was a 100 percent indirectly assigned. Right?

12 A. Yes.

13 Q. And then if we go all the way down to the
14 bottom at total, and I want the total direct versus indirect
15 per CAM at the bottom, the amount indirectly assigned to
16 Spire Missouri was 80 percent. The amount directly assigned
17 was 20 percent?

18 A. Yes.

19 MR. CLIZER: I would move for the admission
20 of OPC 220.

21 (WHEREIN; OPC Exhibit 220C was offered into
22 evidence.)

23 JUDGE HATCHER: Exhibit 220 marked as
24 confidential --

25 MR. CLIZER: Yes.

1 JUDGE HATCHER: -- has been offered. Are
2 there any objections to its admission onto the hearing
3 record? Hearing none, it is so admitted.

4 (WHEREIN; Exhibit 220C was received into
5 evidence.)

6 BY MR. CLIZER:

7 Q. Can I ask you to turn to your rebuttal, Page
8 9?

9 A. Okay. I believe I'm there. Yes. Sorry.
10 Yes.

11 Q. You agree with me that on Page 9, Lines 14
12 through 16, you say: It's because of the nature of that
13 rule, neither Spire Inc. nor Spire Services make any use of
14 the building at 700 Market Street.

15 A. Yes.

16 Q. All right.

17 MR. CLIZER: I would like to mark another
18 exhibit, OPC 221.

19 JUDGE HATCHER: Go ahead. So marked.

20 MR. CLIZER: It's going to be a little bit
21 tricky. I will explain later. So I printed this off big
22 because, again, it is very difficult to see.

23 THE WITNESS: Okay. Looks like a floor
24 plan.

25 MR. CLIZER: It is a floor plan. It is

1 attached to your report.

2 THE WITNESS: Okay. I'm ready.

3 BY MR. CLIZER:

4 Q. Mr. Krick, would you agree with me that this
5 represents a floor plan that was provided to the OPC in
6 response to a Data Request Number 1059 of the sixth floor of
7 700 Market Street?

8 A. Yes. Yes.

9 Q. All right. If you can make it out, and I do
10 apologize. Again, we blew this up as much as possible to
11 make sure it was legible.

12 A. I'm familiar with the floor, so --

13 Q. Okay.

14 A. -- I can answer your questions.

15 Q. You would agree with me that Suzanne
16 Sitherwood is in the office in the far, bottom left corner?

17 A. Yes.

18 Q. And I believe Mr. Stephen -- well, actually,
19 do you know who Suzanne Sitherwood is?

20 A. Yes. She is the CFO of Spire. She is also
21 the chairman of the board of Spire Missouri.

22 Q. Would you agree she's also president and
23 chief executive officer of Spire Inc.?

24 A. She is of the Spire Enterprise, yes.

25 Q. Would you agree with me that Mr. Steven P.

1 Rasche is in the top far right-hand corner?

2 A. Yes, but I think he'd like me to correct his
3 last name. It's Rasche.

4 Q. I assumed I probably mispronounced it.
5 Would you agree with me that he's the executive vice
6 president and chief financial officer of Spire Inc.?

7 A. Yes, but I would more refer to him as the
8 CFO of the Spire Enterprise, not of the holding company. He
9 also serves on the board of Spire Missouri.

10 Q. Would you agree with me that, I believe,
11 Mark Darrell -- I hope I'm pronouncing his name correctly --
12 is on this floor?

13 A. Yes.

14 Q. He is the senior vice president and chief
15 legal compliance officer for Spire Inc.?

16 A. Yes.

17 Q. And this name I know I will get wrong.
18 Would you agree with me that Mr. Michael C. --

19 A. Geiselhart.

20 Q. Thank you -- is on this floor as well?

21 A. Yes.

22 Q. And would you agree with me he's the senior
23 vice president to strategy and corporate development
24 officer --

25 A. He is.

1 Q. -- for Spire Inc.?

2 A. Yes. Of the Spire Enterprise, I'll clarify.

3 MR. CLIZER: I would move to offer Exhibit
4 221.

5 (WHEREIN; OPC Exhibit 221 was offered into
6 evidence.)

7 JUDGE HATCHER: Any objection to the
8 admittance of Data Request 1059 and the responding map marked
9 as Exhibit 221? Any objections? No objections. It is so
10 admitted. Go ahead.

11 (WHEREIN; OPC Exhibit 221 was received into
12 evidence.)

13 THE WITNESS: Will I need to refer to this
14 for future questions?

15 MR. CLIZER: I do not believe so.

16 THE WITNESS: Okay.

17 MR. CLIZER: And can you remind me later to
18 take a procedural matter with you regarding the best way to
19 introduce that to the record? I have it is a PDF format,
20 electronically. I don't know if that'd be easier than the
21 six pages I have taped together.

22 JUDGE HATCHER: Yes, please. If you could
23 email that to the judge, I'll take care of it. Or you can
24 email it to our exhibits @PSC.Mo.Gov, and it will go through
25 that machination.

1 MR. CLIZER: Thank you. I'm going to have
2 -- ask for another exhibit to be marked. It should be OPC
3 222. Wait -- yes, 222.

4 JUDGE HATCHER: Mr. Clizer, you are correct
5 on the number. The sheet that you provided skips and goes to
6 223. I'm going to mark it 222, to make sure that the record
7 is correct and precise.

8 MR. CLIZER: My apologies, Judge. I was
9 making that very late at night.

10 BY MR. CLIZER:

11 Q. Mr. Krick, do you know what this is?

12 A. I'm not a lawyer, but it appears to be a
13 registration for some compliance requirement related to the
14 Company.

15 Q. This is the 2020 annual report for Spire
16 Inc. filed with the Missouri Secretary of State.

17 A. Okay.

18 Q. I direct your attention -- again, and I want
19 to first double check under the entity name, it is Spire Inc.
20 that we are referring to. Correct?

21 A. It appears so, yes.

22 Q. And the registered LE agent is one Ellen
23 Theroff?

24 A. Yes.

25 Q. And will you correct me if I mispronounce

1 her name?

2 A. Yes.

3 Q. And it lists her address as 700 Market
4 Street, Sixth Floor, St. Louis, Missouri 63101, United
5 States?

6 A. Yes.

7 Q. And the principal place of business or
8 corporate headquarters is that same address?

9 A. Yes.

10 Q. And that same address sans the sixth floor
11 appears for the addresses for both the officers and Board of
12 Directors on that front page. Correct?

13 A. Yes.

14 Q. If I turn to the second page and I look at
15 the officers, I see that for every single officer the
16 business address is again listed as 700 Market Street, St.
17 Louis, Missouri 63101. Correct?

18 A. Yes.

19 Q. And the same for the Board of Directors.
20 Correct?

21 A. Yes. That appears to be the address to mail
22 them something. That's correct.

23 Q. And I note that on this sheet it declares
24 that Mark Darrell, Michael Geiselhart, and Steven Rasche?

25 A. Rasche.

1 Q. I apologize again -- are all listed as other
2 officers. Correct?

3 A. Yes.

4 Q. And on the third page it identifies Suzanne
5 Sitherwood as the president of Spire Inc. Correct?

6 A. Yes.

7 MR. CLIZER: I would offer OPC Exhibit 222,
8 which is, in fact, marked 222. Right?

9 (WHEREIN; OPC Exhibit 222 was offered into
10 evidence.)

11 JUDGE HATCHER: The motion to admit Exhibit
12 222, the 2020 annual registration report, are there any
13 objections? Hearing none, it is so admitted. Go ahead.

14 (WHEREIN; OPC Exhibit 222 was received into
15 evidence.)

16 BY MR. CLIZER:

17 Q. Mr. Krick, could you please turn to Page 8
18 of your rebuttal, please?

19 A. Yes.

20 Q. Would you agree with me that Page 8, Lines 9
21 through 11, it says: The CAM specifies these costs should be
22 allocated based on three-factor formula, which is comprised
23 of fixed assets, revenue, and direct payroll, of which the
24 holding company has none and does not produce or consume
25 goods or services?

1 A. Yes.

2 Q. And just to be clear, the holding company in
3 that phrase is referring to Spire Inc.?

4 A. Yes.

5 MR. CLIZER: And I would like to mark yet
6 another exhibit, which should be at this time PSC 223.

7 JUDGE HATCHER: So marked. Go ahead.

8 THE WITNESS: Am I able to elaborate on my
9 surrebuttal response there?

10 MR. CLIZER: I am assuming that you are --

11 THE WITNESS: Okay.

12 MR. CLIZER: -- your counsel will redirect.

13 THE WITNESS: All right.

14 BY MR. CLIZER:

15 Q. Sir, I'm pausing only because the item in
16 question is the consolidated federal tax returns for Spire
17 Inc., which is a very large document. I have constructed a
18 very much -- a smaller versions of the smaller sections I
19 actually want to cross on.

20 Please advise how you would like me to
21 proceed.

22 JUDGE HATCHER: Do we have any negative
23 opinions that we would not be able to take the much smaller
24 section onto the record, assuming that there would no
25 objections?

1 MR. APLINGTON: I think, Your Honor, unless
2 the witness refers to other sections in his answer, we can
3 attempt to use the skinny version.

4 JUDGE HATCHER: So we are going to be
5 marking Exhibit 223. I am so sorry, I'm going to mark it as
6 the skinny version. Let's proceed.

7 MR. CLIZER: I apologize to the Court. I
8 was torn between wanting a complete record and wanting to
9 save trees.

10 JUDGE HATCHER: Mr. Clizer and Witness
11 Krick, for the benefit of the commissioners and myself, and
12 also the court reporter, as we go through the questions would
13 we keep in mind that many of us are not accountants and refer
14 to line numbers so we can find what you're talking about more
15 quickly? Thank you.

16 BY MR. CLIZER:

17 Q. Mr. Krick, as I said earlier, do you
18 recognize that this is the consolidated federal tax return
19 for Spire Missouri -- Spire Inc., I apologize, filed for the
20 tax year 2019?

21 A. It is consolidated for Spire Inc. and
22 subsidiaries.

23 Q. Fair enough. I'm going to use what I have
24 termed the skinny version just to ease navigation. So, if I
25 turn to that first page, which is actually Page 123 of the

1 whole document, we see the Spire Inc. and subsidiaries column
2 on the far right, that's after you take out eliminations for
3 double counting adjustments. Correct?

4 A. I'm not familiar with that adjustment. I
5 would -- it -- I don't think it's double counting.

6 Q. Fair enough. Honestly, I'm going to move
7 past that.

8 A. Okay.

9 Q. That's not the issue. Let's move to Page
10 124.

11 A. What page?

12 Q. The next page, which is Page 124 of the
13 overall document.

14 A. Okay.

15 Q. So this is the breakdown of the various
16 entities within the Spire Inc. enterprise, on an individual
17 entity basis. Would you agree with me on that?

18 A. Yes.

19 Q. And we see for under Spire Inc., under Line
20 1A of --

21 JUDGE HATCHER: For anyone on WebEx or
22 listening on the stream, counsel is discussing some possible
23 confidential information. We will return to questioning in
24 just a moment.

25 MR. CLIZER: I apologize, Judge, can we go

1 in-camera?

2 JUDGE HATCHER: Before I grant your request,
3 Mr. Clizer, I would like to repeat the admonition that I have
4 heard on my employment here. The Commission has very strong
5 preference against going in-camera, as that blocks the access
6 of the public to the information. That said, I understand
7 that we are talking about some company financials that may
8 not be public information. Have you discussed with counsel
9 any possibility of limiting your questions to either not
10 mention a specific number or to keep this part of your
11 questions, at all possible, in the public realm?

12 (WHEREIN; the parties are in discussion.)

13 JUDGE HATCHER: I will also entertain --

14 MR. CLIZER: I believe it is possible to get
15 through this without going in-camera.

16 JUDGE HATCHER: Okay. Let's steam forward.

17 BY MR. CLIZER:

18 Q. Again, Mr. Krick, under the column header
19 for Spire Inc., at Line 3, you would acknowledge that there
20 is a positive number for gross profit indicating that the
21 Company has reported to the IRS that it has gross profit?

22 JUDGE HATCHER: Page 124?

23 MR. CLIZER: Yep.

24 JUDGE HATCHER: Line 3.

25 THE WITNESS: I will acknowledge that in our

1 tax return, knowing that gap accrual accounting and tax
2 accounting are apples and oranges, I've heard the term used
3 today. And I don't see all affiliates on there in the
4 consolidated tax return. I believe there may be some other
5 affiliates rolled up into that Spire Inc. number. Tax -- the
6 tax department reports to me, but I am not familiar with each
7 and every detail in every schedule.

8 BY MR. CLIZER:

9 Q. Again -- well, let me just roll through
10 this. We're almost done. You would agree with me that at
11 Line 16, for rent, there's, again, a positive number.

12 Correct?

13 A. Yes. That means a deduction, though.

14 Q. I'm aware. I'm just asking that there's a
15 positive number there.

16 A. I feel like I need to clarify.

17 Q. Again, your counsel will be able to
18 redirect.

19 A. Okay.

20 Q. Let's just read through this.

21 JUDGE HATCHER: Mr. Krick, let's --

22 THE WITNESS: Okay. Yes, Judge.

23 JUDGE HATCHER: Thank you.

24 BY MR. CLIZER:

25 Q. At Line 23, pensions, profit sharing, et

1 cetera, plans, again, a positive number?

2 A. Yes.

3 Q. Twenty-four, employee benefit programs,
4 again, positive number?

5 A. Yes.

6 (WHEREIN; the parties are in discussion.)

7 JUDGE HATCHER: While they discuss,
8 Mr. Krick, and also for our WebEx and livestream listeners, I
9 apologize for the briskness, but the way that the system is
10 set up is you'll be able to answer and expound on your
11 answers on your re-examination about your return.

12 THE WITNESS: Thank you, Judge. I do
13 apologize.

14 MR. CLIZER: I apologize. I just want to
15 get things rolling as quickly as possible because I have a
16 lot to go through.

17 JUDGE HATCHER: No, you're good. You are
18 taking a second to discuss, so I thought I would let all of
19 our listeners know what was going on.

20 BY MR. CLIZER:

21 Q. If you could turn to Page -- it's 139 in
22 this skinny document. And, again, I would just point out
23 under the breakdown for Spire Inc., there is a miscellaneous
24 administrative expense, there's a positive number?

25 A. Yes.

1 Q. You had mentioned earlier that you felt
2 there were some affiliates that weren't listed on this
3 consolidated tax return. What affiliates would those be?

4 A. I know we have more companies than that. I
5 do not see Spire STL Pipeline, for example. But I'd really
6 need to inspect the entire document to answer that question.

7 Q. Thank you.

8 MR. CLIZER: No further cross. Oh, wait, I
9 would like to actually admit this exhibit. Pardon me.

10 (WHEREIN; OPC Exhibit 223C was offered into
11 evidence.)

12 JUDGE HATCHER: Okay. What has become known
13 colloquially as the skinny, this is Exhibit 223. It is a
14 portion of the consolidated tax return for Spire Inc. and
15 various sub companies.

16 THE WITNESS: Subsidiaries.

17 JUDGE HATCHER: Subsidiaries.

18 THE WITNESS: It's a consolidated for all
19 the -- for Spire, and its subsidiaries, yes.

20 JUDGE HATCHER: Does anyone have any
21 objections to the admission of Exhibit 223?

22 MS. BOCKSTRUCK: Your Honor --

23 MR. APLINGTON: Your Honor --

24 MS. BOCKSTRUCK: No, go ahead.

25 MR. APLINGTON: The exhibit should be marked

1 as confidential in its entirety.

2 JUDGE HATCHER: Any --

3 MR. CLIZER: I have no objection to that.

4 MS. BOCKSTRUCK: And there are several pages
5 that were not discussed during cross-examination. Can those
6 be excluded?

7 MR. CLIZER: Would Spire prefer I go back
8 and discuss them?

9 MS. BOCKSTRUCK: It's okay. We've decided
10 since it's all going to be marked confidential, it's fine.

11 JUDGE HATCHER: Okay. The exhibit is marked
12 confidential, Exhibit 223. Are there any objections to that
13 admission of that marked as confidential exhibit? Hearing
14 none, it is admitted.

15 (WHEREIN; OPC Exhibit 223C was admitted into
16 evidence.)

17 JUDGE HATCHER: Mr. Clizer, go ahead.

18 MR. CLIZER: Now I do end cross-examination.
19 Thank you.

20 JUDGE HATCHER: Thank you, sir. Now we turn
21 to questions from the Bench. First, I'll ask for any
22 commissioner questions. Okay, hearing none, the Bench does
23 have a couple of questions.

24 QUESTIONS BY JUDGE HATCHER:

25 Q. The first question I'm going to ask of all

1 three witnesses -- yes, all three witness for this issue. So
2 this is my question. Do you know if the Commission has
3 considered affiliate transactions between regulated
4 affiliates differently? From affiliate transactions between
5 a regulated utility and a non-regulated affiliate?

6 A. I've noticed that language in the
7 Commission-approved CAM, and I don't fully understand that
8 distinction. So I -- this document was approved well before
9 I was in this role. But I have seen that language in there.
10 I interp-- we treated them the same way at Spire.

11 Q. Okay. Thank you. I have other questions.
12 Do you have a copy of your direct testimony handy?

13 A. Yes, sir, Judge.

14 Q. Thank you. And I am going to be looking at
15 Pages 3 to 4. In those pages, you described the developments
16 in Spire's CAM since Spire's last rate case. And Mr. Clizer
17 also referenced that. For the record, that Case Number to
18 rewrite the CAM is GW-2018-0367. Upon checking, it's my
19 belief that there has not been a submission in EFIS since
20 October 15th of 2018.

21 Mr. Krick, my question is has Spire
22 submitted a rewritten cost allocation manual or update during
23 the pendency of this rate case?

24 A. Not to the Commission, but we have had
25 several meetings with the commission staff and the OPC. In

1 my opinion, we have made great progress with the commission
2 staff and we have come together on some changes that we
3 believe will more modernize the CAM and clear up some of the,
4 I guess, disputed areas because the CAM was written so many
5 years ago. OPC has been a party to those discussions too,
6 and we've just been so far apart. And I feel like some of
7 their changes we just -- we can't accept. And I feel like
8 they've come unprepared to several of those meetings and the
9 discussion just didn't lead to something that was a
10 reasonable proactive outcome.

11 Q. Can you give us a status as to where in the
12 process the Spire CAM is?

13 A. So we have a -- we had a meeting with Staff
14 and OPC, I believe, several months ago. We gave our final
15 edits -- or our most recent edits again to the parties. We
16 had a separate meeting with Staff to see if we could jointly
17 get something filed. But with the pendency of this case,
18 it's -- it's dropped in the list of priorities, to be honest.

19 Q. Has Spire received any waivers from the
20 Commission for its affiliate transactions?

21 A. I'm not sure how to answer that question.
22 I'm not sure.

23 Q. Do you not know if Spire has received any
24 waivers?

25 A. I'm not aware of any.

1 Q. Okay. And I believe this is my last
2 question: Are Spire NGL, Spire Storage West, and Spire STL
3 Pipeline regulated by FERC?

4 A. Yes.

5 Q. Is Spire Marketing regulated?

6 A. No.

7 Q. Is Laclede Development Company?

8 A. No.

9 Q. Laclede Insurance Risk Services?

10 A. It is regulated by the state of South
11 Carolina.

12 Q. Spire Oil Services?

13 A. Not regulated.

14 Q. Spire C&G, Inc.?

15 A. Not regulated.

16 Q. Thank you. I counted them as one question,
17 but that certainly was several.

18 A. I'm glad I was able to answer them.

19 JUDGE HATCHER: The Bench has no further
20 questions. That triggers us to recross.

21 Ms. Myers.

22 MS. MYERS: No questions, Judge.

23 JUDGE HATCHER: Thank you, counselor.

24 Mr. Clizer.

25 MR. CLIZER: No questions. Thank you.

1 JUDGE HATCHER: Thank you, Counselor. And
2 redirect.

3 MR. COOPER: Thank you, Your Honor.

4 REDIRECT EXAMINATION BY MR. COOPER:

5 Q. Let's start with the Judge's last question.
6 The Judge listed several subsidiaries, I believe. Is that
7 what those entities were?

8 A. Subsidiaries or affiliates, yes.

9 Q. Would those all be examples of subsidiaries
10 or affiliates that are not listed on Exhibit 223?

11 A. I -- some of them, yes, appeared not to be.

12 Q. You were asked about the CAM effort,
13 rewriting effort, I think GW-2018-0367. To your knowledge,
14 is there any deadline identified in that -- in that docket --

15 A. No.

16 Q. -- for filing of a CAM?

17 A. No.

18 Q. Going back to Exhibit 223, which is the
19 skinny version of the tax filing. I think you mentioned
20 during cross-examination that there was a difference between
21 gap and tax accounting. Would you like to provide any
22 further explanation of that?

23 A. Yes. Absolutely. Gap is -- follows
24 generally accepted accounting principles. Accrual
25 accounting, tax accounting generally follows more of a

1 cash-basis accounting and you can only take deductions when
2 that expense has been paid or incurred. Also, a big
3 difference in tax accounting is accelerated depreciation for
4 capital investments, where the government allows you to take
5 accelerated depreciation on capital investments faster than
6 you can do for gap purposes. And the purpose of that is to
7 encourage and stimulate investment because it defers future
8 tax -- tax payments.

9 Q. Would the uniform system of accounts be
10 another way to look at financials as well?

11 A. Yes.

12 Q. How would you describe the impact of USOA?

13 A. I'd say USO -- USOA is a commonly accepted
14 method under gap for regulated utility companies, a format of
15 reporting. But I would -- I'll add that there are
16 differences between FERC and gap.

17 Q. Do you have your rebuttal testimony there
18 before you still?

19 A. Yes.

20 Q. On Page 8, you were referred to Lines 9
21 through 11, of that testimony?

22 A. Yes.

23 Q. And I think -- well, first off, that answer
24 goes further than just Lines 9 through 11. Correct?

25 A. Yes.

1 Q. What's the rest of your answer?

2 A. I think the point I wanted to make there is
3 that the Commission-approved CAM specifies these are the
4 factors we use. We're in compliance with that. And I'll
5 admit, although, the holding company is not receiving an
6 allocation under those scenarios, we do strive to allocate
7 all the costs that are benefiting the affiliates. And it's
8 my belief that would the affiliates cease to exist or the
9 subsidiaries cease to exist, the holding company would not
10 incur these expenses beyond any wind down of business. So
11 you can't -- these expenses would not exist had it -- if it
12 were not for the affiliates. And that's why I feel like it's
13 fair to allocate them out to the affiliates.

14 Q. As a follow-up to that, there's been some
15 mention of, you know, regulatory and financial accounting,
16 and space for board meetings, directors, executive officer
17 salaries, that sort of thing. If we go back to a time period
18 prior to the formation of the Laclede Group, which is the
19 predecessor of Spire Inc. Correct?

20 A. Correct.

21 Q. Would -- I guess at that point in time the
22 only company was the operating company. Correct?

23 A. Correct.

24 Q. And would that operating company have had
25 proxy statement to shareholders, tax returns, SEC filing

1 requirements all those things that we had mentioned?

2 A. Yes. I'll also add that Spire Missouri hold
3 its own debt and therefore is a separate registrant. So even
4 within the formation of our 10-K and 10-Q forms, there is a
5 lot of extra work and effort that goes into -- and the
6 different level of audit that goes into Spire Missouri
7 because they are a separate registrant.

8 Q. I guess my real question is, is that if the
9 holding company were not there, would the operating company
10 still have these sorts of activities it would have to
11 participate in?

12 A. The operating company would have those
13 functions and those costs and presumably not be sharing them
14 with the scale that they are today with other affiliates.

15 Q. Now, going back to your rebuttal testimony
16 on Page 9, Lines 14 through 16, you were referred to an
17 answer there and you say because of the nature of their role,
18 neither Spire Inc. nor Spire Services make any use of the
19 building. Why do you say that?

20 A. I say that because the -- you know, I was
21 given a chart of the sixth floor where many of our executive
22 sit. The activities they perform are on behalf of all of the
23 affiliates. We don't have separate meetings just for Spire
24 Inc. There is no separate group of people that talks about
25 the activities of Spire Inc. We talk about the activities of

1 Spire as an enterprise. And, therefore, they're working on
2 behalf of all affiliates.

3 Q. Do you still have Exhibit 220 in front of
4 you?

5 A. Which one was that?

6 Q. That's the one that's the -- perhaps, a
7 piece of the CAM report. Oh, you need -- you need the legal
8 sized paper.

9 A. Hold on, I've got a pile here. Give me --
10 this one?

11 Q. Correct.

12 A. This one? Okay.

13 Q. Are there costs -- this is a general
14 statement of cost that are assigned to Spire Inc., types of
15 costs that would not show up on this CAM report?

16 A. Yes.

17 Q. What would those be?

18 A. Whenever the Company is engaged in some type
19 of study or potential acquisition target, those expenses are
20 -- go directly to Spire Inc. They don't take a trip through
21 Spire Missouri. Spire Missouri is not supporting, providing
22 those services.

23 Q. Another follow-up -- I guess this if for
24 everyone's edification, mine in particular. When we look at
25 this report, this CAM report, are the numbers reflected here

1 for Spire Missouri necessarily what is included in the cost
2 for which Spire Missouri seeks recovery within this rate
3 case?

4 A. It's a subset, just a subset of the cost we
5 seek to recover. For the record, one of the things we've
6 tried to do with the CAM workshop is to -- all parties get
7 together and come up with a report that we all feel is much
8 more useful. This was developed before we added several
9 companies and we've tried to comply with the spirit of this
10 report. We've actually proposed what I consider much more
11 meaningful formats and information. But, again, we just
12 haven't been able to come to an agreement on that.

13 Q. Let me try to get at this way: Are there
14 adjustments that the Company makes when it files its case to
15 exclude from its request any costs related to -- for example,
16 executive compensation?

17 A. Yes. Absolutely. So that's a good
18 question. When you look at -- there's cost that we allocate.
19 Let's take executive compensation for stock-based
20 compensation, and a big part of our A&P program, which is
21 cash bonus. Although we allocate those costs to affiliates,
22 because on a segment basis from an accounting perspective, we
23 do want to push those costs down because we believe they
24 benefit the segments and the affiliates. But in this case,
25 and in the last case, there is a very large adjustment to the

1 test year in Spire Missouri that it -- we're not seeking
2 recovery on those executive expenses. I think the number I
3 looked at today -- I can't remember -- I think it was 9
4 million. So, we are not seeking recovery of executive-types
5 of stock-based compensation and bonus to the tune of \$9
6 million in this case, that are allocated to Spire Missouri.

7 Q. It was pointed out to you -- I think this
8 was a part of your surrebuttal testimony -- that the
9 three-step method begins with the premise that to the maximum
10 extent practicable, all costs can be specifically attributed
11 to a specific segment or direct charge. Do you believe that
12 that is done by Spire Missouri?

13 A. Yeah. I feel like we strike the right
14 balance, that we've identified different functions that
15 provide services to many affiliates or provide services to
16 many parts of the business. Take the purchasing department,
17 for example, they're buying things that, you know, may
18 support capital, may not support capital, may support other
19 affiliates. So rather than having a person that's buying
20 things every day, try to track each and every ten minutes of
21 their day and what affiliate they're benefiting or whether
22 that's capital or overhead, you know, we use these
23 long-standing causal factors to allocate the costs in a fair
24 and reasonable manner.

25 MR. COOPER: Judge, I'd like to mark an

1 exhibit at this time, if I could. Judge, are we up to 47 and
2 48?

3 JUDGE HATCHER: Forty-seven on my list.
4 Forty-seven is marked. Go ahead.

5 BY MR. COOPER:

6 Q. Mr. Krick, do you have Exhibit 47 -- what
7 has been marked as Exhibit 47 --

8 A. Yes.

9 Q. -- in front of you?

10 A. Yes.

11 Q. Do you recognize that document?

12 A. Yes. This is an exhibit we commonly put in
13 our quarterly presentation to investors and also other
14 investor presentations.

15 Q. There were indications, I guess, in part of
16 your questioning in regard to the percentage of -- and in
17 fact, in counsel's opening -- about the percentage of cost
18 borne by Spire Missouri versus Spire Inc. versus all other
19 affiliates for Spire Missouri?

20 A. Yes.

21 MR. CLIZER: I'm sorry, what part of the
22 cross or the redirect are we referencing? Sorry, what part
23 of cross?

24 MR. COOPER: Yeah, let me get back to that,
25 John. At an initial level, of course, your opening had

1 identified a chart or a pie chart, I guess, identifying that
2 relationship. But I think the nature of the
3 cross-examination also went to the allegation of how the cost
4 from Spire Missouri were allocated to Spire Missouri, Spire
5 Inc., and the appropriateness of those allocations.

6 MR. CLIZER: That's just referring to
7 affiliate transactions in general. Under that theory, any
8 cross I would've done would've qualified. And as to my
9 opening, that's well beyond the scope of cross.

10 MR. COOPER: Judge, I do think it provides
11 context for the cross-examination that Mr. Krick underwent
12 this afternoon. I mean, the items, such as the employee
13 numbers, -- numbers, rate base was alleged as part of this
14 conversation. So I think that this is important to the
15 Commission to understand the relative position of these
16 affiliates.

17 MR. CLIZER: And there's no actual reference
18 to anything that was brought up in cross, specifically.

19 JUDGE HATCHER: Objection overruled.

20 BY MR. COOPER:

21 Q. Mr. Krick, across the top of that document
22 it's listed Alabama, Gulf, Mississippi, and Missouri, what
23 are those referring to?

24 A. Those are the utility -- regulated utilities
25 that we operate.

1 Q. And Alabama and Gulf, are both of those
2 located in the state of Alabama?

3 A. Yes.

4 Q. And below that title, for example, customer
5 numbers, what would be the customer numbers for those various
6 affiliates?

7 A. Those are as footnoted, the number of the
8 12-month average customer numbers ending September 30, 2020.

9 Q. And they range from 1.1 -- well, 1,186,500
10 for Missouri on one end to 18,400 on the other end for
11 Mississippi?

12 A. Yes. And I'll save you the time from doing
13 the math, Missouri accounts for nearly 70 percent of the
14 utility customers.

15 MR. COOPER: That's all the questions I
16 have, Your Honor. And if I didn't do so, I guess I formally
17 offer Exhibit 47.

18 (WHEREIN; Spire Exhibit 47 was offered into
19 evidence.)

20 JUDGE HATCHER: Exhibit 47 from Spire has
21 been marked. This is Page 17 of the Spire second-quarter
22 fiscal 2021 update. Are there any objections to the
23 admission of Exhibit 47?

24 MR. CLIZER: For procedural purposes, I'll
25 stand on my prior objection.

1 JUDGE HATCHER: I appreciate that. I'm
2 going to continue to overrule that. We have gotten into what
3 else is being allocated and this exhibit and that testimony,
4 while not initially seeming to point to that, did conclude
5 that.

6 Okay. That is it for our witness.
7 Mr. Cooper, please confirm you were done.

8 MR. COOPER: I am finished. Thank you, Your
9 Honor.

10 COURT REPORTER: Did you admit the exhibit?

11 JUDGE HATCHER: And the exhibit is admitted
12 onto the hearing record.

13 (WHEREIN; Spire Exhibit 47 was received into
14 evidence.)

15 JUDGE HATCHER: Mr. Krick, you are excused.
16 If we can have --

17 THE WITNESS: Thank you, Judge.

18 JUDGE HATCHER: -- Keith Majors for Staff.
19 Please come down. Please raise your right hand, Mr. Krick.

20 (Witness sworn.)

21 JUDGE HATCHER: Thank you. Please have a
22 seat and spell -- state and spell your last name for the
23 court reporter.

24 THE WITNESS: Keith Majors, K-E-I-T --

25 MS. BOCKSTRUCK: Judge, for the record, you

1 called him Mr. Krick. That's Keith Majors.

2 JUDGE HATCHER: Oh, just now?

3 MS. BOCKSTRUCK: Yeah.

4 JUDGE HATCHER: Oh, I'm sorry. I apologize,
5 Mr. Majors.

6 THE WITNESS: That's fine. Keith Majors,
7 last name M-A-J-O-R-S.

8 KEITH MAJORS, having been first duly sworn, testifies as
9 follows:

10 DIRECT EXAMINATION BY MS. MYERS:

11 Q. Briefly, Mr. Majors. Where are you employed
12 and in what capacity?

13 A. I'm employed by the Missouri Public Service
14 Commission as a senior regulator auditor.

15 Q. And are you the same Keith Majors who
16 prepared or caused to be prepared the rebuttal testimony
17 that's been premarked Staff Exhibit 117, and the surrebuttal
18 testimony that's been premarked Staff Exhibit 135?

19 A. I am.

20 Q. Do you have anything you wish to correct in
21 any of that testimony?

22 A. I do not.

23 Q. Is the information in these documents true
24 and correct to the best of your knowledge and belief?

25 A. It is.

1 MS. MYERS: At this time, Judge, I would
2 offer Exhibits 117 and 135.

3 (WHEREIN; Staff Exhibits 117 and 135 were
4 offered into evidence.)

5 JUDGE HATCHER: Exhibits 117 and 135, which
6 are the rebuttal and surrebuttal of Keith Majors have been
7 offered in -- as evidence in the hearing record. Are there
8 any objections to their admission? No objections. They are
9 so admitted.

10 (WHEREIN; Staff Exhibits 117 and 135 were
11 received into evidence.)

12 MS. MYERS: Thank you. And I tender
13 Mr. Majors for cross-examination.

14 JUDGE HATCHER: Thank you. And I believe
15 we're going now to Mr. Clizer.

16 CROSS-EXAMINATION BY MR. CLIZER:

17 Q. Good evening, Mr. Majors.

18 A. Good evening.

19 Q. Do you have a copy of your surrebuttal in
20 front of you?

21 A. I do.

22 Q. Could you turn to Page 9 for me?

23 A. I'm there.

24 Q. Would you agree with me that Lines 9 through
25 12, it reads: It is difficult to comprehend why

1 Mr. Schallenberg would have this Commission believe that
2 similar corporate structures formed by the three largest
3 utilities operating in Missouri, Evergy, Inc., Ameren
4 Missouri, and Spire Missouri, would be something the
5 Commission would prohibit?

6 A. That is what is written in my testimony.

7 Q. Basically, the testimony, therefore, you are
8 comparing Spire Inc. to Evergy, Inc., and Ameren Missouri,
9 the basis to support your position?

10 A. In part.

11 Q. Have you reviewed how the shared service
12 model for Evergy, Inc., and/or Ameren Missouri operate?

13 A. I am familiar, generally, with both of those
14 entities. I have worked on both entities' audits in prior
15 rate cases.

16 MR. CLIZER: Your Honor, I'd like to mark
17 another exhibit.

18 JUDGE HATCHER: Okay. Go ahead. We're at
19 224.

20 MR. CLIZER: This would be a FERC financial
21 report Form No. 60 for Ameren Services Company. And I will
22 offer again that I have a complete version and then the
23 thinner versions because it's a large document. This is
24 marked as non-confidential on its face, according to FERC.

25 JUDGE HATCHER: I'm sorry. I'm just

1 misdirected because it was Ameren.

2 MR. CLIZER: That's what I said.

3 JUDGE HATCHER: Let's go ahead.

4 MR. CLIZER: Okay.

5 JUDGE HATCHER: With the skinny version
6 under consideration, I have not asked for admission yet.

7 MR. CLIZER: I'm handing you a full copy as
8 well as a small copy so you can navigate.

9 JUDGE HATCHER: While they're getting passed
10 around, this might be a good opportunity to point out it's 10
11 after 3:00. I do intend to take a break very shortly. I
12 apologize. We might be interrupting the testimony of
13 Mr. Majors and then coming back to it. But I am looking at a
14 break very, very shortly.

15 BY MR. CLIZER:

16 Q. Mr. Majors, can you identify this document?

17 A. I'm sorry, the large version or the --

18 Q. The large version.

19 A. Okay. This is -- the title of this document
20 is FERC, F-E-R-C, financial report FERC Form No. 60, annual
21 report of centralized service companies. The year of the
22 report is December 31, 2020, and the name of the company is
23 Ameren Services Company.

24 Q. And if you were to turn to Schedule 17,
25 Analysis of billing associate companies account 4-7, which is

1 the only other page on the skinny version?

2 A. I am at that page.

3 Q. You would agree with me, according to this
4 form, Ameren Corporation is direct charged costs in excess of
5 \$10 million?

6 A. That is what is listed on this form.

7 Q. And is indirectly charged costs in excess of
8 \$1 million?

9 A. That is correct.

10 Q. Would you agree with me this information is
11 accurate that Ameren Missouri is direct charging and indirect
12 charging a far substantial large -- far more substantial
13 amount of money than Spire Inc.?

14 A. As compared to what time frame?

15 Q. This test year.

16 A. Could you point me to a number of your
17 supposed --

18 Q. How much has Spire Inc. been directly
19 charged? Or how much has been directly charged to Spire Inc.
20 during this test year?

21 A. Are you asking the information from the CAM
22 filing?

23 Q. Sure.

24 A. I believe it's approximately \$339,000.

25 Q. Would you agree with me that the \$10 million

1 that's directly charged is substantially larger than that
2 300,000?

3 A. If those were comparable numbers, those --
4 it would be higher.

5 Q. Would you agree with me that there have been
6 no costs indirectly charged to Spire Inc. during the test
7 year -- or rather in the most recent CAM filing? Let's stick
8 with that.

9 A. Other than the \$339,000?

10 Q. Was that directly charged or indirectly
11 charged?

12 A. I believe that was -- I believe those were
13 direct charges.

14 Q. There were no costs indirectly charged to
15 Spire Inc.?

16 A. That was listed on the CAM filing?

17 Q. Right.

18 A. That's correct.

19 Q. Would you agree with me that the million
20 dollars that has been indirectly charged to Ameren
21 Corporation is larger than the zero dollars charged to --
22 indirectly charged to Spire Inc.?

23 A. I would agree with that statement.

24 Q. Do you know whether Ameren Service Company
25 have employees?

1 A. Yes.

2 MR. CLIZER: I would move to exhibit --
3 sorry, I would move to admit Exhibit 224.

4 JUDGE HATCHER: Is this confidential?

5 MR. CLIZER: On its face it says the Federal
6 Energy Regulatory Commission does not consider this report to
7 be confidential in nature -- of a confidential nature.

8 JUDGE HATCHER: Okay. Exhibit 224 not
9 marked as confidential has been offered into the record.

10 (WHEREIN; OPC Exhibit 224 was offered into
11 evidence.)

12 JUDGE HATCHER: And for the record, being
13 offered is the skinny version, which is two pages in length.

14 MR. CLIZER: I would offer it in full if the
15 Commission so desires, but I'm offering on the prior
16 precedent.

17 JUDGE HATCHER: Are there any objections to
18 the admission of Exhibit 224?

19 MS. MYERS: No objections to entering the
20 skinny version, if that's what we're admitting.

21 JUDGE HATCHER: That's my understanding.
22 Mr. Clizer?

23 MR. CLIZER: Yes.

24 JUDGE HATCHER: Yes, only the skinny.

25 MS. MYERS: No objection. Thank you.

1 MR. APLINGTON: I don't believe it's
2 prohibitive of anything, but we'll waive objection.

3 JUDGE HATCHER: So admitted.

4 (WHEREIN; OPC Exhibit 224 was admitted into
5 evidence.)

6 MR. CLIZER: I'll go right on to mark
7 another exhibit, 225.

8 JUDGE HATCHER: If I can interrupt, would
9 you be more comfortable trying to finish, hopefully, in the
10 next five to ten minutes or would you rather I call a break
11 now. We'll come back at 3:30?

12 MR. CLIZER: I'm not going to finish in five
13 to ten minutes.

14 JUDGE HATCHER: Okay.

15 MR. CLIZER: I can tell you that much.

16 JUDGE HATCHER: We will take a recess until
17 3:30. Mr. Clizer, I appreciate your patience. Mr. Majors, I
18 appreciate your patience. While I'm thanking people, I'd
19 also like to thank the IT staff. We've had many issues with
20 this hearing and they have come through making sure that our
21 livestream is still producing and our WebEx, is making sure
22 to communicate for all of us. Thank you all. We will return
23 at 3:30. We are in recess.

24 (OFF THE RECORD.)

25 JUDGE HATCHER: Let's go back into session

1 and we'll pick up with cross-examination by Mr. Clizer of the
2 Office of the Public Counsel, and he will be questioning
3 Mr. Majors, testifying for Staff. The issue we are on is
4 corporate allocations and affiliate transactions. This is
5 Issue 19. Keith Majors is testifying.

6 Mr. Clizer, the witness is yours.

7 MR. CLIZER: Once again I had move to mark
8 another exhibit. I believe I'm on to OPC 225.

9 JUDGE HATCHER: So marked. Go ahead.

10 BY MR. CLIZER:

11 Q. Mr. Majors, I'm going to try to attempt to
12 short-circuit this, make it a little easier. Can you agree
13 with me that this essentially the same form that we just
14 reviewed for Ameren Missouri, but for Evergy Services, Inc.?
15 And not Ameren Missouri, my apologies, of Ameren Services?

16 A. Yes, it is.

17 Q. I've turned to Page 204.1, which is the only
18 other page of the short version I've handed to you. You
19 would agree with me that under Note 1, summary of significant
20 accounting policies organization, it reads: Evergy Services,
21 Inc. is a wholly-owned subsidiary of Evergy, Inc., a public
22 utility holding company subject to the regulations of the
23 Public Holding Company Act of 2005. Evergy Services, Inc.
24 did not provide services to Evergy, Inc. or its subsidiaries
25 during 2020.

1 A. Yes, that's what it says.

2 MR. CLIZER: I would go ahead and offer OPC
3 Exhibit 205 into evidence -- 225.

4 (WHEREIN; OPC Exhibit 225 was offered into
5 evidence.)

6 JUDGE HATCHER: I have not heard a request
7 for confidentiality and I would note, again, with this one it
8 also seems to be a public report. Are there any requests to
9 mark it as confidential? Hearing none. Then we will ask for
10 admission of Exhibit 225 onto the hearing record. Any
11 objection? Hearing none, so admitted.

12 (WHEREIN; OPC Exhibit 225 was received into
13 evidence.)

14 BY MR. CLIZER:

15 Q. Mr. Majors, can you turn to Page 6 in your
16 rebuttal, please?

17 A. I'm there.

18 Q. On Page 6, at roughly Lines 3 through 23,
19 I'm going to paraphrase here. You addressed the idea that
20 Spire Inc., Spire Services do not have a material corporate
21 purpose separate and apart from their regulated and
22 non-regulated utilities, and you draw a comparison to Aquila,
23 Inc. Correct?

24 A. Yes.

25 Q. You say, for example, a good example of

1 corporate structure and function that had separate purpose
2 and focus from regulated utility operations was that of
3 Aquila, Inc., at Line 14 through 15?

4 A. Yes.

5 Q. On Line 20, again jumping to the words
6 Aquila, Inc.'s primary focus was clearly no longer Missouri
7 regulated utility operations and Staff recommended Missouri
8 customer rates be calculated assuming substantial retention
9 of costs at the parent level to reflect corporate activities
10 not premised upon or required by Missouri utility operations?

11 A. That is what is written in this testimony.

12 Q. Have you had a chance to review the verified
13 application filed by Spire in the creation of Spire, Inc., or
14 rather the restructuring of Spire, Inc., that was submitted
15 in Case GM-2001-342?

16 A. I have read that. It's been quite some
17 time, but I have read that.

18 Q. Fair enough.

19 MR. CLIZER: I'm going to ask for yet
20 another exhibit, 226.

21 JUDGE HATCHER: So marked. Go ahead.

22 BY MR. CLIZER:

23 Q. I'm going to give you just a moment to
24 review that.

25 A. Would you like me to read it to myself in

1 its entirety or review it for substantial completeness?

2 Q. I guess more of the latter, if you want.
3 This is just the verified application.

4 A. It appears to be complete.

5 Q. And, again, this is the verify -- you would
6 agree with me this is the verified application of GM -- filed
7 in GM-2001-342?

8 A. Yes.

9 Q. This was the case wherein Laclede Gas
10 Company was restructuring to move Laclede Group, Inc. -- make
11 it a parent. Is that a fair assessment?

12 A. Yes.

13 Q. And just so that we have everything clear,
14 Laclede Gas Company was the predecessor to Spire Missouri?

15 A. Yes.

16 Q. The Laclede Group, Inc. was the predecessor
17 to Spire, Inc.?

18 A. Yes.

19 Q. Can you turn to Page 5?

20 A. I'm there.

21 Q. Would you agree with me that under reasons
22 for proposed restructuring it states at Line -- Paragraph 13:
23 The primary purpose of the proposed restructuring is to
24 establish an optimal corporate structure that will permit
25 Laclede to more effectively pursue both its regulatory

1 utility obligations as well as the unregulated business
2 opportunities afforded by increased competition in the energy
3 industry and other developments?

4 A. That's what is written in this document.

5 Q. And at Paragraph 14, by creating a corporate
6 structure that more clearly provides for separation of
7 traditional utility functions from unregulated business
8 activities, going forward, the proposed restructure will
9 reinforce the financial strength of the regulatory utility by
10 ensuring that the business risks for the unregulated
11 operations of the Laclede Group, Inc., and its subsidiaries will
12 not be transferred to Laclede Gas Company's utility
13 operations. Indeed, as part of the proposed restructuring,
14 Laclede Gas Company will obtain additional legal protection
15 from the liabilities of the unrelated subsidiaries of the
16 Laclede Group, Inc., and similarly, the Laclede Group, Inc.'s
17 unregulated subsidiaries will obtain additional legal
18 protection from the liabilities of each other unregulated
19 subsidiary and from the liabilities of Laclede Gas Company.
20 A structure which provides future separation between
21 regulated and unregulated activities will also serve to allay
22 -- I'm sorry -- to allay further and any concern by the
23 Commission that the assets and operations of the regular
24 distribution company not be used to subsidize the operation
25 of any unregulated business. At the same time, customers of

1 the regulated utility will continue to receive the same
2 reliable high-quality service that they've enjoyed in the
3 past.

4 Would you agree that that's --

5 A. That was an accurate and well read
6 recitation of what is written here.

7 Q. Thank you. I do my best not to ask the
8 witness to read things themselves.

9 And, again, in Paragraph 15: Such
10 separation will also benefit the Laclede Group, Inc.'s
11 unregulated subsidiaries by providing them with additional
12 financial and operational flexibility to pursue unregulated
13 business opportunities to develop new products and services,
14 and to meet new competitors in the energy-related fields on
15 equal regulatory terms. The new structure will allow the use
16 of financing techniques that are more suited to the
17 particular requirements and characteristics and risks of the
18 Laclede Group, Inc.'s unrelated business separate from the
19 creditworthiness of Laclede Gas Company?

20 A. That was accurately read.

21 MR. CLIZER: I would offer -- I would either
22 offer Exhibit 226 or ask the Commission to take
23 administrative notice of this file, which was pulled from its
24 EFIS records, for Case GM-2001-342.

25 (WHEREIN; OPC Exhibit 226 was offered into

1 evidence.)

2 JUDGE HATCHER: Exhibit 226 has been offered
3 into evidence. Are there any objections to making that part
4 of the hearing record?

5 MR. APLINGTON: No, Your Honor.

6 JUDGE HATCHER: No objections. It is so
7 admitted.

8 (WHEREIN; OPC Exhibit 226 was received into
9 evidence.)

10 MR. CLIZER: I'm going to go ahead and mark
11 another exhibit, 227.

12 JUDGE HATCHER: So marked. Go ahead.

13 BY MR. CLIZER:

14 Q. Would you agree with me, Mr. Majors, that in
15 determining what the focus of a business is it would be
16 helpful to know what the strategic long-term plans, corporate
17 plans, business plans and/or marketing plans of that business
18 are?

19 A. It would. That's why I asked for them in
20 the data request.

21 Q. So on that note, this is the data request
22 that you sent to Spire, requesting, among other things,
23 copies of Spire Inc.'s strategic long-term plans, corporate
24 plans, business plans, and marketing plans?

25 A. Yes. This is one of our many standard data

1 requests that we submit in a rate case.

2 Q. Did you receive an actual copy of the
3 strategic long-term plan, corporate plan, business plan or
4 marketing plan, other than the blurb that's included in the
5 response?

6 A. I do not recall one specific, but if there
7 was a response, I reviewed those responses. But I don't
8 recall anything -- there's nothing listed in this document.
9 Mr. Selinger was particularly good about listing if there
10 were attached documents. So if there's not one listed
11 there's likely not one attached.

12 MR. CLIZER: I'll go ahead and offer 227.
13 (WHEREIN; OPC Exhibit 227 was offered into
14 evidence.)

15 JUDGE HATCHER: Exhibit 227, which is Data
16 Request 0027, and its response has been offered into the
17 hearing record as evidence. Are there any objections?
18 Seeing no objections, it is so admitted. Go ahead.

19 (WHEREIN; OPC Exhibit 227 was received into
20 evidence.)

21 BY MR. CLIZER:

22 Q. Mr. Majors, can you turn to Page 3 of your
23 rebuttal testimony?

24 A. I am at Page 3.

25 Q. Would you agree with me that Lines 26

1 through 28, it reads: Through Staff's payroll annualization,
2 a substantial portion of the salaries and wages of Spire
3 Missouri employees are allocated to various Spire Inc.
4 affiliates using the three-factor allocator?

5 A. Yes.

6 Q. There's further a footnote there at the end
7 that says: The three-factor allocator uses an average of
8 fixed assets, revenue, and wages. These are separate
9 allocators for corporate-wide utility -- there are separate
10 allocators for corporate-wide utility only and Missouri only?

11 A. Yes.

12 Q. Is that three-factor allocator taken from
13 Spire's Commission-approved cost allocation manual?

14 A. It would've been from Data Request 34, I'm
15 thinking. I have the actual number here. I'm sorry.

16 Q. Take your time.

17 A. Half of 34 is 17, Staff Data Request 17.
18 They were prepared by Matthew Young.

19 Q. Does it indicate whether or not those three
20 factors are taken from Spire's Commission-approved cost
21 allocation manual?

22 A. If they weren't taken directly from the cost
23 allocation manual, they would be substantially similar, if
24 not the exact same.

25 MR. CLIZER: I have another exhibit I would

1 like to mark, Your Honor, 228, I believe.

2 JUDGE HATCHER: So marked. Go ahead.

3 BY MR. CLIZER:

4 Q. Now, admittedly, due to the nature of the
5 way it was uploaded into EFIS, it can be a little bit
6 difficult to discern from face value, but can you identify
7 what this is?

8 A. Yes. This is -- it's not dated, but it's
9 the -- I've read the latest, greatest issue. It's the Spire,
10 Inc. CAM, cost allocation manual. I'm not sure what date or
11 version this is, but this appears to be substantially similar
12 to the one copy I have.

13 Q. For the record, it is the filing made into
14 EFIS Number BA -- BAFT-2015-0326.

15 JUDGE HATCHER: And I would like to make
16 sure, for the record. Mr. Majors, I heard you say Spire,
17 Inc.

18 THE WITNESS: I'm sorry. It would be filed
19 under Spire Missouri.

20 JUDGE HATCHER: Thank you, sir.

21 BY MR. CLIZER:

22 Q. And also further, cost allocation manual is
23 colloquially referred to as a CAM. Correct?

24 A. That's correct.

25 Q. Great. So I can stop saying the whole name.

1 Can you turn to Page 15?

2 A. I am there.

3 Q. So, on Page 15, we see how indirect and
4 allocated costs are to be allocated effectively. Correct?

5 A. Yes.

6 Q. And starting at that second paragraph, it
7 says: The Laclede currently uses a general allocator based
8 on fixed assets and investments, revenues and direct payroll.
9 Correct?

10 A. Yes.

11 Q. Which largely tracks what you have in your
12 testimony. Correct?

13 A. Yes.

14 Q. And you agree with me that the next line
15 says: These factors should be continuously monitored for
16 fairness, relevance, reasonableness, and appropriateness.
17 And if the business or operational considerations supporting
18 the propriety of the general allocator computation change
19 materially, and continued use of allocation method resulted
20 in an equitable allocation of costs, Laclede shall
21 immediately change one or more of the component factors to
22 ensure the costs are being allocated on the most equitable
23 and appropriate basis. Laclede shall document the reasons
24 for the change and the reasons for the selection of new
25 factors.

1 A. Yes, that's what is listed in that
2 paragraph.

3 Q. And turning to the next page, the first
4 paragraph on 16: In addition, each party shall -- shall be
5 free in a subsequent rate case to proposed changes to the
6 calculation of the components used in Laclede's fully
7 distributed cost determination. The financial metrics to be
8 included in the general allocator and in the allocation
9 factors described below?

10 A. Yes.

11 Q. You can read more of that.

12 MR. CLIZER: I'll go ahead and offer Exhibit
13 228.

14 (WHEREIN; OPC Exhibit 228 was offered into
15 evidence.)

16 JUDGE HATCHER: Exhibit 228 has been offered
17 as evidence into the hearing record. This is marked on the
18 front page of Appendix 1-CAM, and it purports to be the CAM
19 of Spire Missouri. Are there any objections to the admission
20 of Exhibit 228 onto the hearing record? Hearing none, it is
21 so admitted.

22 (WHEREIN; OPC Exhibit 228 was received into
23 evidence.)

24 BY MR. CLIZER:

25 Q. All right. Can you turn in your surrebuttal

1 to Page 8?

2 A. I am there.

3 Q. At Lines 8 through 10, you state: I
4 completely disagree. Due to the corporate structure at Spire
5 Inc., all transactions under the term "corporate allocations"
6 are affiliate transactions and must comply with the
7 Commission's Affiliate Transaction Rules. Correct?

8 A. Yes.

9 Q. I would like to explore with you a little
10 bit how the Commission's allocations -- sorry -- Affiliate
11 Transaction Rule operates.

12 A. I have a copy of the rule. Would you like
13 me to pull it out for a reference?

14 Q. That would be great. I'm going to hand you
15 a demonstrative.

16 And Commission, let me know whether or not I
17 should mark it is as a demonstrative. I was intending to
18 introduce this just so that the transcript would make sense.

19 JUDGE HATCHER: You will have it marked as a
20 demonstrative exhibit for the record to make sense?

21 MR. CLIZER: Because I'm going to be
22 referring to the A Corp., B Corp., and C Corp. in this, I
23 feel like having it in the record will help understanding the
24 transcript. It would be, again, purely a demonstrative. Let
25 me wait until the end of my discussion and then you can

1 determine whether or not it's necessary.

2 BY MR. CLIZER:

3 Q. All right. So, let's walk through this
4 really quick so we all are on the same page. Here we see
5 three corporations in a fairly simple corporate family
6 structure. You have the A Corp., that's the regulated
7 utility; the B Corp., the unregulated affiliate; and C Corp.,
8 is an unregulated parent. And both A Corp. and B Corp. are
9 fully owned subsidiaries of C Corp. Does that make sense?

10 A. Yes.

11 Q. Okay. Thanks. I'm just going to refer back
12 to this for the purposes of this discussion to make things
13 simple. All right. I want you to assume for a second that A
14 Corp. is providing personnel to manage B Corp. Is the
15 provision of management personnel a service, in your opinion,
16 as it would be defined under the Affiliate Transaction Rule?

17 A. Yes.

18 Q. If B Corp. does not provide any compensation
19 to A Corp. following the provision of this service, would you
20 agree with me that it has received a financial advantage, if
21 I define a financial advantage as the transfer of
22 information, assets, goods or services of any kind to an
23 affiliate entity below the greater of fair market price or
24 fully distributed costs to produce?

25 A. You're saying that A gave to B at no cost

1 that would violate the rule?

2 Q. I'm asking whether or not you would consider
3 that to be a financial advantage?

4 A. Oh, yes.

5 Q. Yes. Now, if I give the exact same
6 situation, but instead A is providing management personnel to
7 manage C. And, again, C provides no compensation to A. Has
8 A provided C with a financial advantage, if I define
9 financial advantage as a transfer of information, assets,
10 goods or services below the greater of fair market price or
11 the fully distributed cost to produce?

12 A. Yes.

13 Q. And if I changed out the term management
14 personnel and instead replaced it with auditing services,
15 would the same situation hold?

16 A. Yes.

17 Q. And if I changed out the term auditing
18 services then for preparation of income taxes, would the same
19 hold?

20 A. It would.

21 Q. Thank you.

22 MR. CLIZER: Again, Your Honor, I would
23 offer this as a demonstrative in the record so that it
24 becomes clear what I'm referring to when I say A, B, and C
25 Corp. Although, the record will probably survive without it.

1 (WHEREIN; OPC Exhibit 229 was offered into
2 evidence.)

3 JUDGE HATCHER: I'm going to go ahead and
4 treat this as an exhibit and we'll just call it a
5 demonstrative exhibit. Are there any objections to the
6 admission of 229, a demonstrative exhibit showing a table of
7 corporations? No objection heard. It is so admitted.

8 (WHEREIN; OPC Exhibit 229 was received into
9 evidence.)

10 JUDGE HATCHER: Lisa, what exhibit number
11 did I just say?

12 COURT REPORTER: Two-two-nine.

13 JUDGE HATCHER: Well, that is 228.

14 MR. CLIZER: No, I think that is 229. I
15 believe you're absolutely correct.

16 COURT REPORTER: Yes, the CAM Appendix was
17 228.

18 JUDGE HATCHER: The CAM was 228. Thank you.
19 229, no objection, so admitted. Go ahead,
20 Mr. Clizer.

21 MR. CLIZER: The good news is that I am
22 approaching the last of my line of questions, and I thank you
23 for bearing with me. I know this has been long.

24 BY MR. CLIZER:

25 Q. Can you turn to Page 8 -- oh, you're on Page

1 8 of surrebuttal, or should still be there.

2 A. Yes.

3 Q. Would you agree with me that Lines 19
4 through 21, it says: As I discussed in my rebuttal
5 testimony, Staff is not aware of the current existence of any
6 functions or cost drivers that would support substantial
7 allocation of cost to Spire Inc.

8 A. Yes.

9 Q. I will make this a little bit faster,
10 handing both out at the same time.

11 MR. CLIZER: I'm on 230. Right?

12 JUDGE HATCHER: Yeah. I'm on 230. We just
13 did 229.

14 MR. CLIZER: 230 and 231; 230 being the 2016
15 cost allocation manual, 231 being the 2020 cost allocation
16 manual.

17 THE WITNESS: I'm sorry, could you repeat
18 that so I can get these straight?

19 BY MR. CLIZER:

20 Q. Absolutely. 230 will be the 2016 cost
21 allocation manual annual report and 231 will be the 2020 cost
22 allocation manual annual report.

23 A. Okay. Got it. Thank you.

24 JUDGE HATCHER: I also note just for future
25 reference, when we get to that, the front page of this has

1 handwritten confidential.

2 MR. CLIZER: Yes, and I am -- I have spoken
3 with Spire and I'm going to ask this question in a manner
4 that will keep this from having to go to in-camera.

5 JUDGE HATCHER: I appreciate both of your
6 cooperation in that matter. The Commission does prefer to
7 keep it proceedings public.

8 BY MR. CLIZER:

9 Q. All right. So this will be relatively
10 simple. Under the 2016 cost allocation manual, you will
11 agree with me that there are costs listed for Spire
12 miscellaneous expenses at Page 13?

13 A. Yes.

14 Q. And the 2020 cost allocation manual, there
15 are no such costs listed?

16 A. Yes.

17 JUDGE HATCHER: Mr. Clizer, I'm lost.

18 MR. CLIZER: That would be 2016 cost
19 allocation manual.

20 JUDGE HATCHER: Yes.

21 MR. CLIZER: In the box or column row
22 labeled Spire miscellaneous expenses.

23 JUDGE HATCHER: Yes.

24 MR. CLIZER: There are numbers listed.

25 JUDGE HATCHER: Yes.

1 MR. CLIZER: And in the --

2 JUDGE HATCHER: I see. There's no numbers
3 listed. I'm following. Thank you. The right-hand corner
4 for those also lost in our streaming audience, is what
5 Mr. Clizer is pointing out the lack of numbers in the far
6 right columns of the Spire miscellaneous expense row.

7 BY MR. CLIZER:

8 Q. Mr. Majors, can you explain why this change
9 occurred between the 2016 and 2020 cost allocation manual
10 reports?

11 A. Not specifically. It could be that the 28
12 million listed in the --

13 Q. Oh, let's not reference the number
14 specifically, sorry.

15 A. Okay. It could be that number total in
16 Spire miscellaneous expenses is included in other areas of
17 the report, but that would be conjecture, so I can't tell
18 you.

19 Q. That's okay. That's what I was hoping to
20 hear. With that, are you aware whether or not Everygy
21 Services has its own employees?

22 A. No.

23 Q. You're not aware or they don't?

24 A. I am not aware.

25 Q. Okay. Thank you.

1 MR. CLIZER: No further questions. Oh,
2 thank you. Your Honor, I'll move to admit 230 and 231.

3 (WHEREIN; OPC Exhibits 230C and 231C were
4 offered into evidence.)

5 MS. MYERS: Judge, Staff doesn't have an
6 objection. I just would note that in each of these it's one
7 page of the report that is being admitted.

8 MR. CLIZER: I am more than happy to supply
9 the entire CAM if the Commission would like.

10 MS. MYERS: Again, I think we're okay with
11 the skinny version, but it is just one page.

12 MR. CLIZER: I will also, again, note that
13 these are recorded in the electronic filing system of the
14 Commission.

15 JUDGE HATCHER: That was my question. Okay.
16 Are there any objections?

17 MR. COOPER: No. I guess where I was going
18 with that, Judge, is similarly, if we would choose to cite to
19 other aspects or other pages of this cost allocation manual,
20 will we treat this as if it's been -- notice has been taken
21 of it, essentially, or it's been adopted by?

22 JUDGE HATCHER: Does anyone object to my
23 admitting the skinny version and taking notice of the full
24 version?

25 MR. CLIZER: No objection.

1 JUDGE HATCHER: Okay. I'll ask again on the
2 exhibits and will make my order on taking notice. Any
3 objections on exhibit -- the admission of Exhibit 230 and
4 231, which are the skinny versions, the one-page versions of
5 the cost allocation manual, 2016 for Laclede Gas Company, and
6 2020 for Spire Missouri? Hearing no objections, the skinny
7 versions, one-page each, are both admitted.

8 (WHEREIN; OPC Exhibits 230C and 231C were
9 received into evidence.)

10 JUDGE HATCHER: At this time the Commission
11 will take administrative judicial notice of the full cost
12 allocation manuals just admitted as Exhibits 230 and 231,
13 specifically the 2016 Laclede Gas Company CAM and the 2020
14 Spire Missouri CAM.

15 MR. CLIZER: With that, I have no further
16 questions. I'd like to thank the witness. That was a long
17 process.

18 MR. COOPER: Judge, the only thing -- you
19 intended to submit those as confidential exhibits. Correct?

20 JUDGE HATCHER: Thank you. One or both?

21 MR. COOPER: Both.

22 JUDGE HATCHER: Madam Court Reporter, we're
23 going to back up for just a second.

24 Are there any objections to the admission of
25 Exhibit 230 confidential, and Exhibit 231 marked

1 confidential? Hearing no objections, they are both so
2 admitted. The Commission's previous statement of taking
3 notice of the full CAM reports stands.

4 Mr. Clizer has no more questions. That
5 takes us to Spire.

6 CROSS-EXAMINATION BY MR. COOPER:

7 Q. Mr. Majors, in regard to Ameren, is Ameren
8 financially a much larger company than Spire Missouri?

9 A. Yes, but I could not tell you right now by
10 the extent of how larger -- how much larger, but yes.

11 Q. In regard to Exhibit 224, which was the page
12 from the FERC filed for Ameren, I think you started to say
13 when asked to compare those numbers to the numbers found in
14 the Spire Service's allocations, maybe that you did not know
15 what the basis of these first numbers were or what was being
16 addressed in this exhibit; is that correct?

17 A. Yes. Part of the difficulty would be that
18 from what I recall Spire, Inc. filed for a waiver from the
19 FERC Form 60 reporting requirements. That's my recollection.
20 So that's why there's no Spire Services FERC Form 60. So
21 those would be separate and distinct comparisons to the
22 Ameren Service Company FERC Form 60.

23 Q. And we've discussed that Spire has -- Spire
24 Missouri has a Commission-approved cost allocation manual.
25 Correct?

1 A. Yes.

2 Q. And do you know do any other Missouri gas or
3 electric corporations have a CAM that's been approved by the
4 Commission?

5 A. Yes. There are CAMs that are in -- being in
6 existence but -- that have been approved by the Commission,
7 but I think they were all in the process -- at some stage of
8 the process of being rewritten.

9 Q. So -- so there are applications that are out
10 in the world right now. Correct?

11 A. I believe there's also a workshop docket
12 open.

13 Q. And would you agree with me that those CAM
14 applications have -- their processing has slowed as a result
15 of that workshop docket concerning a new Affiliate
16 Transaction Rule?

17 A. I have not been involved with that process,
18 but I have no reason to dispute the statement that you just
19 said.

20 Q. Now, as a part of this case, you examined
21 Spire's affiliate transactions to include corporate
22 allocations. Correct?

23 A. Yes.

24 Q. And do you believe that Spire Missouri
25 allocates shared service cost in a way that is consistent

1 with its CAM?

2 A. I believe so, yes.

3 Q. And do you believe the allocation process is
4 reasonable and provides ultimately for a lower cost to Spire
5 Missouri's customers that they would see in the absence of
6 that process?

7 A. Yes.

8 MR. COOPER: That's all the questions I
9 have.

10 JUDGE HATCHER: Thank you, Mr. Cooper. That
11 takes us to bench and commissioner questions. I will ask if
12 any of our commissioners have any questions for Witness
13 Majors. All right. Hearing none, I do have several
14 questions.

15 QUESTIONS BY JUDGE HATCHER:

16 Q. Mr. Majors, do you have a copy of your
17 rebuttal testimony?

18 A. I do.

19 Q. Would you please turn to Pages 2 to 4. In
20 those pages, you refute OPC's claim that a number of costs
21 are allocated solely to Spire Missouri. What specific
22 adjustments in Staff's accounting schedules or in its cost of
23 service report identify adjustments that allocate the
24 category of costs listed?

25 A. Would you like me to go through each of

1 these?

2 Q. Yes.

3 A. So, Item 1 on Page 3, preparation and
4 distribution of Spire Inc. 2019 proxy statement, notice of
5 annual meeting of shareholders and annual report. So, these
6 would be handled by the, what I would call, middle in-house
7 management of Spire Missouri, Inc. And all those -- all the
8 labor costs that were included in Staff's revenue
9 requirement, were allocated based on various factors,
10 depending on the department -- those individuals are employed
11 in. Some were allocated on what would be a corporate-wide
12 three-factor allocator. Some would be allocated on a gas
13 utilities-only allocator. And some would be allocated based
14 on a Missouri utilities-only allocator.

15 So, specifically, for each of these items
16 there's no -- you wouldn't see a specific adjustment of,
17 here's the proxy statement preparation costs. They would be
18 included in Staff's overall salary and wage annualization.

19 And, so I'll continue going down the line
20 here. Item 2 would be the same. That would be handled by
21 the tax department, those employees. Item 3 would be
22 finance. And those three would be the labor. There might be
23 some more labor adjustments in here.

24 But Item 4, would be the leasehold expenses.
25 And so those would have been included for both 700 and 800

1 Market. Those would've been allocated at the most current
2 appropriate allocator. There are separate allocators for 700
3 and 800 Market Street. Those leases, which I don't believe
4 have changed very much, would've been included in an
5 annualized lease adjustment.

6 Item 6 would have been Spire, Inc. not
7 employee directors or Board of Directors. These would have
8 been included at the test year other than -- okay. The
9 director's expenses would've included -- been included at the
10 test year amounts. Staff did not have a specific adjustment
11 related to the cost for the non-employee directors.

12 Although, we did recommend some removal of some expenses for
13 the Board of Directors retreat, and board expenses, and other
14 miscellaneous expenses that the Commission has disallowed in
15 prior rate cases. It's pretty much Staff's standard
16 adjustments for those accounts.

17 Cash management function, Item 8. I'm
18 sorry, I skipped Item 7. Spire Inc. executive officers, for
19 the majority of those, those will be -- not the majority of,
20 excuse me. Those would've all been included in Staff's
21 payroll annualization, similar to Items 1 through 3.

22 Item 7 -- excuse me, Item 8, cash management
23 function. That would be a function of treasury employees,
24 again, in Staff's payroll annualization.

25 Item 9, financing decisions and execution.

1 That would also be in treasury and finance. Again, part of
2 Staff's payroll annualization. I would -- for brevity, Item
3 10, again, Staff's payroll annualization. Same with Item 11.

4 Item 12, in brackets, I had assumed this is
5 for Mr. Schallenberg's testimony. That would be internal
6 audit. Those would, again, be included in the labor
7 annualization. Acquisition analysis. Those typically would
8 -- if there were a specific -- I -- I -- if there were a
9 specific cost that the Company had acquired -- so say they
10 had acquired the services of an advisor, perhaps, JP Morgan,
11 to specifically analyze a transaction. Those would be booked
12 to the Spire Inc. holding company. To my knowledge, none of
13 those were incurred in the test year.

14 And, again, these are from
15 Mr. Schallenberg's -- this is from Mr. Schallenberg's
16 testimony. I think day-to-day market analysis of general M&A
17 activity would be a function of the internal payroll. And
18 that would be -- I think it's a good thing and an appropriate
19 thing for management to be aware of acquisitions in the
20 industry. And so that would be an appropriate function of
21 management. And so that would be included in Staff's payroll
22 analysis.

23 Q. For our listeners, you said M&A. Did that
24 refer to mergers and acquisitions?

25 A. Yes, sir. And so, on 14 and 15, it's the

1 same answer would be all internal labor, including the
2 Staff's payroll adjustment.

3 Q. Thank you. I forgot to ask the question I
4 promised to ask of all of our witnesses this afternoon. Do
5 you know if the Commission has considered affiliate
6 transactions between regulated affiliates differently than
7 affiliate transactions between a regulated utility and a
8 non-regulated affiliate?

9 A. Yes. So, the example that comes to mind
10 would be the acquisition of Aquila and Great Plains Energy,
11 Case Number EM-2007-0374. In the report and order, I believe
12 that's the correct number -- in the report and order, the
13 Commission granted a waiver between transactions -- between
14 -- of transactions between Kansas City Power Light, at the
15 time, and Aquila, Inc., which was renamed Greater Missouri
16 Operations. That's one bundle of -- one cost type of -- one
17 type of affiliate transaction where the pricing model and the
18 Affiliate Transaction Rules, really, it doesn't make sense to
19 apply that because it's two Missouri regulated utilities.
20 You wouldn't want one profiting off of services provided to
21 the other.

22 And in your question, you had asked me the
23 provision of utility -- of services to -- from a
24 non-regulated -- from a regulated to a non-regulated. I
25 would ask, is the non-regulated utility, would that be -- I'm

1 sorry, the non-regulated entity, there would be two
2 situations that I can think of. It would be a pure
3 non-regulated entity, such as Spire Oil Services or Spire STL
4 Pipeline, which is regulated by FERC. But the other
5 non-regulated entity would be an example of these Spire
6 Alabama properties or the Spire Mississippi properties, which
7 yes, are non -- are not regulated Missouri utilities, but
8 they are regulated utilities in another jurisdiction.

9 And so again, the not asymmetrical pricing
10 model is -- in my opinion, should be viewed somewhat less
11 restrictive in those transactions because, again, Staff's
12 philosophy is that those transactions should be at cost.
13 There should be no -- and the flipside is true. In this
14 case, we have included some costs from, again, labor cost
15 coming from Spire Alabama. There are no Spire Mississippi
16 allocated costs because the Company does maintain some
17 personnel there that provide services to Spire Missouri and
18 the Missouri utilities -- Spire Missouri Utilities East and
19 West. So either transaction going either way, the Company
20 has included and Staff has included those costs at the fully
21 distributed cost of the Company. And so there is no markup
22 on those transactions.

23 But I will say, if the -- if the affiliate
24 transaction -- they do comply with the Affiliate Transactions
25 Rule, because the cost to provide those services is equal to,

1 in Staff's opinion, and the Company's opinion, the market
2 rate to provide those services. Staff -- the Company -- it's
3 -- as -- the Company and most other Missouri utilities that
4 I'm aware of, set their labor at a market rate. And so Human
5 Resources, in that function, will procure what are called
6 market salary wage studies. And they will price out each
7 position, usually at the median market rate. And these
8 surveys, in some cases, they are utility-specific. In some
9 cases, they are more of a broad-base market.

10 So to contrast that, if they want to price
11 out a gas technician, they would use a gas utility survey.
12 In fact, I did -- there was one provided -- excuse me -- in
13 response to Staff data request, where the -- it was provided
14 by the American Gas Association, that will -- that will
15 identify what's the market -- going market rate for a gas
16 utility employee or a gas pipe inspector or whatever, or what
17 have you.

18 But getting back to the point, that's how
19 Staff would surmise that the cost to provide those services
20 would be at the market rate.

21 Q. Thank you. Why is Spire Inc., the holding
22 company, not charged any of the costs through a percentage of
23 the corporate-wide three-factor for that 700 or 800 Market
24 Street factors?

25 A. I think the driver of the 700/800 Market

1 Street factors, I believe that those would be based on the
2 other factors that are driving the allocation of costs. So,
3 for example, Spire, Inc., in and of itself, has no revenues.
4 All its revenues are derived by its gas-regulated utilities
5 or its non-regulated affiliates. And the same with plant and
6 service. There is no Spire, Inc. plant on its own. And so
7 there is some direct charge for allocated labor of \$336,000
8 that was in the 2020 report. And so that might be one cost
9 driver, but that would be a minuscule amount compared to the
10 cost allocation pool of the three factors.

11 And so, I guess, the point I'm trying to
12 make is there's not -- there's no cost driver that's -- that
13 should be absorbing costs that is owned by Spire, Inc. I
14 mean, there's no -- Spire Inc. doesn't -- doesn't exist in
15 and of itself to be a holding company. It exists to support
16 its affiliates.

17 Q. On Page 4, of your rebuttal testimony.

18 A. Okay, I'm there.

19 Q. What costs are allocated through the
20 corporate-wide three factor?

21 A. So it's Staff's revenue requirement, in
22 general, you're asking about?

23 Q. Yes.

24 A. Okay. It would be some of the labor. There
25 would be some test year. If Staff did not recommend an

1 adjustment to a specific item, it would remain in the test
2 year as incurred and as allocated. I would suspect there --
3 there are a lot of -- from paperclips to copier leases to all
4 -- a variety of things that were allocated in the test year
5 with a corporate-wide three-factor allocator that Staff
6 simply does not adjust. And so what Staff did adjust,
7 though, with labor, some of those would've been with the
8 corporate-wide three-factor allocator.

9 Q. Okay. Let's turn to your surrebuttal
10 testimony. Please turn to Page 9.

11 A. I'm there.

12 Q. You state there that the three largest
13 utilities operating in Missouri have similar corporate
14 structures. Do you know if Evergy received a waiver for
15 affiliate transactions between its affiliates when it merged
16 with Westar?

17 A. I believe that's the case. I was looking
18 into that this morning. I know they have an existing waiver
19 between the former Kansas City Power and Light and former
20 Aquila. I do believe there is a waiver. It would be
21 between, for transactions between Kansas City Power and
22 Light, now Evergy Metro, and the former Westar properties,
23 for those affiliate transactions.

24 Q. Do you know if the back office employees of
25 Ameren Services, are they charged at-cost to Ameren

1 affiliates?

2 A. Yes.

3 Q. Are the back office employees allocated to
4 Spire affiliates employed by Spire Missouri?

5 A. Yes.

6 Q. Can you explain further, the 700 Market
7 Street and 800 Market Street, what those allocation factors
8 are based on?

9 A. I can. I can attempt to. I have the
10 complete CAM report for 2020.

11 Q. We want to make sure not to mention any
12 numbers quite yet.

13 A. No, I won't mention any numbers. It
14 would've been -- it would've been in some fashion driven by
15 other allocation factors. So if -- well, in part. So,
16 700/800 Market, and 800 Market is, in part, the call center.
17 Part of it -- part of the call center is 800 Market. So
18 those would be directly allocated to either East or -- well,
19 it would be directly allocated to some part of Spire
20 Missouri.

21 The former Laclede Energy Resources, the gas
22 department, I believe is over at 800 Market. Those would be
23 directly allocated. So for -- by square footage, if it's
24 able to be directly allocated, that would be most
25 appropriate. But let's say for the tax department, it would

1 -- I don't think it would be possible to directly allocate
2 that cost nor would it be appropriate. I think the more
3 appropriate function or fashion of allocation would be some
4 three-factor allocator, which again, that's why Spire Inc.
5 would not be absorbing any of those costs because they --
6 they don't have any other purpose other than the holding
7 company.

8 BY JUDGE HATCHER:

9 Q. You just pulled up the 2020 CAM?

10 A. Yes.

11 Q. That's exactly my next question. That
12 report shows amounts charged to affiliates by Spire Missouri.
13 Are the allocation factors in Appendix A, beginning on Page
14 47 of that report, are those the allocation factors that
15 Staff reviewed during this rate case?

16 A. I would say we reviewed the -- we reviewed
17 for -- we reviewed the allocation factors that we asked for
18 separately in a data request, I believe it's 17. Those have
19 a lot more information on how those allocation factors were
20 derived, much more information than this report. And those
21 would -- these were based on Fiscal Year '20, which was
22 Staff's test year. So, yes, they would have been examined by
23 Staff, but more in the context of a data request, that was
24 provided separate from this report.

25 Q. Has Staff quantified corporate support

1 services provided by Spire Missouri employees to its
2 affiliates in comparison to other services being provided?
3 For example, do Spire Missouri employees provide gas
4 procurement services to Spire Alabama or Spire Marketing?

5 A. The -- for labor, Staff would've identified
6 the -- by individual. Let's say there was someone in gas
7 procurement, and they provided services to Spire Alabama.
8 Yes, those would've been allocated to -- it would have been a
9 gas utilities allocator. So, the answer would be, I think,
10 yes, we would've allocated those costs to other Spire, Inc.
11 entities.

12 JUDGE HATCHER: I have no further questions.
13 Thank you for your patience. That takes us to recross. And
14 your Staff's witness, Mr. Clizer, you're up.

15 RECROSS EXAMINATION BY MR. CLIZER:

16 Q. Can you go back to Page 3 of your rebuttal?

17 A. Yes.

18 Q. When the Judge asked you about this list,
19 and was asking about costs paid -- costs paid solely to
20 Missouri. I want to course correct here, because what I
21 believe Mr. Schallenberg actually was arguing is that Spire,
22 Inc. doesn't pay these costs. So to take just this first one
23 as an example. The preparation and distribution of Spire
24 Inc.'s 2019 proxy statement, notice of annual meetings and
25 shareholder annual reports, would you agree with me that the

1 preparation of a legal document, like a proxy statement, is a
2 service?

3 A. Yes.

4 Q. Would you agree with me that the preparation
5 of Spire Inc.'s 2019 proxy statement, is a service being
6 provided to Spire Inc.?

7 A. Yes.

8 Q. Would you finally agree with me that Spire
9 Inc. has not paid any portion of the cost for this service?

10 A. I don't think -- nothing's been -- can you
11 -- can you repeat that?

12 Q. Well, let me ask it: Has Spire been
13 allocated any portion of the costs for this service?

14 A. No costs that have remained with Spire Inc.

15 Q. Effectively, Spire Inc. has not paid
16 anything for this service?

17 A. No.

18 JUDGE HATCHER: No, meaning you agree with
19 Mr. Clizer?

20 THE WITNESS: Yeah. No, there are no costs
21 that were ultimately retained by Spire Inc. in preparation of
22 the 2019 proxy statement. I'm -- the one on Page 3.

23 MR. CLIZER: That was it. Thank you.

24 JUDGE HATCHER: Recross to the Company.

25 MR. COOPER: Briefly, Your Honor.

1 RE CROSS-EXAMINATION BY MR. COOPER:

2 Q. Mr. Majors, you were asked a couple of
3 questions about 7-- and 800 Market Street. Do you know
4 what's on the -- well, let me back up. Mr. Clizer earlier
5 today talked about a floor plan on the sixth floor, I think,
6 of 700 Market. Were you here for that?

7 A. Yes.

8 Q. Are you aware of what's on the other floors
9 in those buildings? And let me give you some examples, if
10 you know. Utility engineering?

11 A. I might cut to the chase. I've been in 700
12 Market. There -- I've been to various floors of 700 Market,
13 and engineering is somewhere in the building.

14 Q. Gas safety?

15 A. Yes.

16 Q. Gas supplies?

17 A. Yes.

18 Q. I think you mentioned the call center?

19 A. That -- I -- that would be at 800 Market, I
20 believe.

21 Q. Are those examples of functions that would
22 all support Spire Missouri and its utility business?

23 A. Yes.

24 Q. Would Spire Inc. have a need for those sort
25 of services itself?

1 A. Absent the ownership of regulated utilities,
2 no.

3 Q. Okay.

4 MR. COOPER: That's all the questions I
5 have, Your Honor.

6 JUDGE HATCHER: Thank you. Counselor Myers,
7 redirect.

8 MS. MYERS: Yes, Judge, just briefly.

9 REDIRECT EXAMINATION BY MS. MYERS:

10 Q. Mr. Majors, in response to some questions
11 from the Bench, you referred to the asymmetrical pricing
12 model and the Commission rules. What exactly were you
13 referring to there?

14 A. It would be in the Affiliate Transaction
15 Rule. I have a copy of it right here. The gas utility --

16 Q. Right.

17 A. -- of the Affiliate Transaction Rule.

18 Q. Are you referring to what is known as Number
19 2, the standards?

20 A. Yes. Number 2, subpara -- subparagraph a --
21 sub-subparagraph one, the rule compensates an affiliated
22 entity for goods or services above the lesser of the fair
23 market price or the fully distributed costs to the regulated
24 gas corporation to provide the goods or services for itself,
25 and it goes on. It's called the asymmetrical pricing --

1 asymmetric pricing model.

2 Q. Correct. And so, again, that's in 2A of the
3 Commission's Affiliate Transaction Rules for gas utilities.
4 Further, there's additional standards there, 2B. Are you
5 familiar with 2B?

6 A. Yes.

7 Q. And is that applicable to Spire in certain
8 instances?

9 A. Yes.

10 Q. Would you mind reading that provision?
11 You've been reading so well.

12 A. Subparagraph B: Except as necessary to
13 provide corporate support functions, the regulated gas
14 corporation shall conduct its business in such a way as not
15 to provide any preferential service, information or treatment
16 to an affiliated entity over another party at any time.

17 Q. So 2B sets an exception for corporate
18 support functions; is that correct?

19 MR. CLIZER: Calls for legal conclusion.

20 MS. MYERS: I'm merely asking if that's what
21 the language says.

22 MR. CLIZER: No. That is a request for
23 legal conclusion regarding the effect of Rule B on Rule A.

24 MS. MYERS: No, it 2A and then 2B, and it
25 clearly says: Except as necessary to provide corporate

1 support functions. I just asked Mr. Majors if that's what it
2 states.

3 JUDGE HATCHER: Mr. Clizer, anymore
4 objection?

5 MR. CLIZER: If the question is just does
6 that state -- is that's what it states, then that's not
7 objectionable. That wasn't the question.

8 BY MS. MYERS:

9 Q. If that was not my initial question, I
10 rephrase to be is that what 2B states?

11 A. That is what 2B states.

12 Q. All right. Thank you, Mr. Majors.
13 Additionally, you were asked some questions what is now
14 admitted as OPC Exhibit 228. Do you have that still with
15 you, a copy?

16 A. I do.

17 Q. It was the Appendix 1 CAM document.

18 A. I'm there.

19 Q. All right. And, specifically, I believe
20 counsel for OPC had asked you some questions about Page 15 of
21 that document?

22 A. Yes.

23 Q. The second paragraph on that page, you were
24 asked -- and I believe Mr. Clizer read that second sentence
25 of that second paragraph out loud. Do you recall that?

1 A. Yes.

2 Q. And so, again, has Spire proposed to modify
3 its currently Commission-approved CAM document in the working
4 case?

5 A. I believe so, yes.

6 Q. And so would Staff be open to changes to the
7 CAM document if Staff felt they were appropriate and if
8 allocations needed to be changed?

9 A. Yes.

10 Q. Thank you. Mr. Majors, you were asked quite
11 a few questions about what costs were retained by Spire Inc.
12 in the test year; is that correct?

13 A. Yes, I was.

14 Q. What amount of costs have been retained by
15 Spire Inc. in the test year? Mr. Majors, it appears you
16 might be referencing the 2020 CAM report, but I don't know
17 that that number is necessarily confidential.

18 A. I believe it might be in Mr. Schallenberg's
19 testimony.

20 Q. Okay.

21 A. If you'll give me a moment. Pardon me.
22 355-61087 -- I'm sorry, \$355,610.87.

23 Q. Correct. And what kind of costs are these
24 included in that total number?

25 A. I believe the details were identified in

1 Mr. Krick's testimony. They would be -- there are some IT
2 costs, IT labor costs, and I don't recall what -- there were
3 some other labor costs, but the category would be labor and
4 other labor-related costs.

5 Q. Okay. So, in your judgment, could you use
6 this roughly \$350,000 of retained costs as the basis to
7 allocate a portion of GHQ costs or other overhead costs to
8 Spire Inc.?

9 A. Yes.

10 Q. And how might that work?

11 A. You would take that number and you would --
12 might add it to the pool of wages that you are allocating,
13 using the three-factor allocator, everything that was not --
14 all of the square footage that was not directly assigned.
15 You might be able to allocate a very minute portion of those
16 costs.

17 Q. You've also stated that any allocation of
18 GHQ costs to Spire Inc. would likely be de minimis in nature.
19 Why is that?

20 A. Again, because there's no actual -- there's
21 no cost drivers for Spire Inc., as Spire Inc. as an entity in
22 and of itself.

23 Q. I think that's all, Mr. Majors. Thank you.
24 Thank you for your time on the stand.

25 MS. MYERS: No further questions, Judge.

1 JUDGE HATCHER: Indeed, thank you. You are
2 excused from the witness stand. Mr. Schallenberg is up next.
3 And while we exchange witness positions, a quick announcement
4 from the Bench. As I've just stated, we are starting with
5 Mr. Schallenberg. My intention is to finish with his
6 examination and cross-examination tonight, thereby finishing
7 all of Issue 19. I would note that is currently 19 minutes
8 before 5:00, and that's all.

9 Mr. Schallenberg, if you could give me a
10 nod. You've been already sworn in, as I recall?

11 THE WITNESS: I have.

12 JUDGE HATCHER: Please take a seat. I
13 remind the members, you are still under oath. And we'll go
14 ahead.

15 Mr. Clizer, your witness.

16 MR. CLIZER: I tender the witness for cross.

17 JUDGE HATCHER: Counselor Myers?

18 MS. MYERS: No questions, Judge.

19 JUDGE HATCHER: Mr. Cooper?

20 MR. COOPER: No questions, Your Honor.

21 JUDGE HATCHER: Do any of the commissioners
22 have questions for Mr. Schallenberg? And, again, we do have
23 all five commissioners at this hearing, and it's *6 to
24 unmute. I'm not hearing any questions. The Bench does have
25 several questions.

1 ROBERT SCHALLENBERG, having been first duly sworn, testifies
2 as follows:

3 QUESTIONS BY JUDGE HATCHER:

4 Q. First, let's start with the top question
5 that I have been asking everyone. I've gotten pretty
6 good at it, so I'm going to paraphrase. Are you aware if
7 the Commission has considered affiliate transactions
8 between regulated affiliates differently than affiliate
9 transactions between a regulated utility and a
10 non-regulated utility?

11 A. Yes.

12 Q. Do you know what specific cases we can refer
13 to that were litigated rather than settled?

14 A. The answer is yes.

15 Q. Can you share those cases?

16 A. The merger of KCP&L and Aquila. I think it
17 was -- I don't remember its name at the time, it changed a
18 lot. There was a request to allow them to exchange goods and
19 services at cost and not have to deal with the fair market
20 value of the exchange and the Commission-adopted a variance
21 for them in that case. I think there's been a waiver also
22 granted in the Westar -- what was it? I know it as KCP&L,
23 and that merger. One was granted. I don't know that was
24 contested, but one was granted in that case.

25 Q. Thank you. I appreciate that. I would also

1 like to start off referencing some of the testimony we've
2 just had. Do you know if the dividends from Spire Missouri
3 and other regulated companies flowed through Spire Inc.?

4 A. They flow to.

5 Q. Would that be revenue for Spire Inc.?

6 A. It's called dividend income. If you want to
7 call that revenue, but the normal term is dividend income.

8 Q. Okay. Let's turn to Schedule RES-D-6, which
9 is the 2020 CAM report. I'm sorry, it's the cost allocation
10 -- yes, it is the cost allocation manual annual report
11 submitted on December 15, 2020.

12 A. I have the document.

13 Q. Thank you. If you could turn to Page 35.

14 A. I have that page.

15 Q. Is it your understanding that the amounts
16 charged to affiliates are based on costs to Spire Missouri to
17 provide that service?

18 A. I'd say no.

19 Q. Do you know what they are based on?

20 A. They are based on allocations pools that
21 would accumulate dollars and then go to the allocation
22 methodology. And then assign that out, which could be far
23 different than actually what the cost was when it went into
24 the pool.

25 Q. All right. Would you please now turn to

1 Page 40? Are the goods and services provided to Spire
2 Missouri from Spire Marketing, Inc., Spire NGL, Inc., and
3 Spire STL Pipeline LLC, charged at amounts above cost? I'll
4 repeat that.

5 Do you know if the charges from those three
6 subsidiaries that I just listed charged at amounts above
7 cost? Are the goods and services provided to Spire Missouri
8 by those three affiliates charged at amounts above cost?

9 A. Yes. That's what's shown on this page.

10 Q. Do you know if the charges -- it's the same
11 three affiliates, Spire Marketing, Inc., Spire NGL, Inc., and
12 Spire STL Pipeline, LLC, do you know if the charges from
13 those three flow through this rate case or through Spire
14 Missouri East and West's respective PGAs?

15 JUDGE HATCHER: For our audience listening,
16 a PGA is a purchased gas agreement.

17 THE WITNESS: Yes, in the sense that the PGA
18 is an estimate that is built for the cost of gas. And the
19 ACA is the true-up to actual cost. So actually the -- the
20 true-up as to what you ultimately have to pay is in the
21 actual cost adjustment.

22 BY JUDGE HATCHER:

23 Q. And do you have a copy of your surrebuttal
24 testimony with you?

25 A. Yes. Yes.

1 Q. Would you go to Page 2, and I'm going to ask
2 you about Lines 22 to 23.

3 A. Yes.

4 Q. At that point you state that Spire Missouri
5 provides goods and services to its parent and affiliates
6 below cost. What evidence do you have to support that
7 statement?

8 A. For Spire Inc., I have the fact that when
9 goods and services are provided by Spire Missouri to Spire
10 Inc., it goes into those allocation pools. And, for example,
11 like a dollar. They could provide a service that was a
12 dollar, and you put it in the pools, and Spire Missouri would
13 pay, you know, the majority of that dollar back. So that's
14 my basis for saying -- and Spire Inc., like the way the
15 system is, the other parts of that -- that cost would be
16 given to utilities other than Spire Inc. So Spire Inc. would
17 get a service, but the cost of that service would be
18 allocated out to other Spire Inc. entities including Spire
19 Missouri.

20 Q. So when we're talking about below cost,
21 you're not saying that Spire Missouri is providing goods
22 below cost because they don't get reimbursed 100 percent. I
23 believe you're saying that it's below cost because Spire --
24 because the cost to Spire Inc. isn't the true cost; the cost
25 is distributed to the other affiliates, thus it is below cost

1 to Spire Inc.?

2 A. Yes. If you think of it when the goods are
3 service -- when the good or service goes from Spire Missouri
4 to Spire Inc., the dollars in that transaction, there won't
5 be a transaction of which Spire Inc. will pay Spire Missouri
6 for that -- that transaction.

7 Q. I'm splitting hairs here, but I just want to
8 make sure that I'm understanding. You're not saying that
9 Spire Missouri is not made whole. So in our theoretical
10 example, a Spire Missouri employee sits down, types out some
11 required form for Spire Inc., it is Spire Missouri that is
12 reimbursed for 100 percent of whatever that cost is, but it's
13 from several different pools of affiliate money, so to speak?

14 A. That would -- no.

15 Q. No?

16 A. Because when you talk about that pool, part
17 of the money that's going into that pool is going to be paid
18 by Spire Missouri. So if you take \$100 and you put in
19 service to Spire Inc., and then you -- \$100 then goes into
20 the pool. Spire Missouri will be out the \$100 and will get
21 charged a percentage of that \$100 for costs that wasn't for a
22 good or service that it used, but it is for the cost of good
23 or service that was provided, like, to Spire Inc.

24 Q. Okay. Thank you. This is my last question.
25 Based on your knowledge, has the Commission, when considering

1 its Affiliate Transactions Rule, has the Commission made a
2 distinction between transactions that occur between two
3 regulated affiliates versus transactions between a regulated
4 and a non-regulated affiliate. Based on your knowledge, has
5 the Commission made that distinction?

6 A. I'm told there's one case, where the
7 Commission in an order made that distinction. I can't say
8 that I've personally seen that order or read it. But the
9 rule provides for the Commission to provide variances. I
10 guess there's a question about, you know, the procedure that
11 was used. But it's only case-specific. Variances to the
12 rule by the variance provision apply to one and only to the
13 situation that is applied. It doesn't become a general
14 variation for everybody else.

15 Q. Thank you. I appreciate that.

16 JUDGE HATCHER: The Bench has no further
17 questions. That kicks us to recross.

18 Ms. Myers.

19 MS. MYERS: No questions, Judge.

20 JUDGE HATCHER: Thank you. For the Company?

21 MR. COOPER: No questions.

22 JUDGE HATCHER: Thank you. Redirect by
23 Mr. Clizer?

24 MR. CLIZER: Very Briefly.

25 RE CROSS EXAMINATION BY MR. CLIZER:

1 Q. I think that you already did an admirable
2 job making sure this was clear, but just for the sake of
3 safety, Spire Missouri is not made whole for -- let me start
4 -- you were asked a question from the Bench about whether or
5 not Spire Missouri would be made whole for the goods or
6 services it provided to Spire Inc. Right?

7 A. Yes.

8 Q. And you indicated that Spire Missouri would
9 not be made whole for the goods and services it provides to
10 Spire Inc.?

11 A. Yes.

12 Q. I know you've already explained why.

13 MR. CLIZER: I have no further redirect.
14 However, I would like to throw out this: You had asked a
15 question regarding -- the very first question you asked, and
16 Mr. Schallenberg had mentioned two cases. I was going to
17 offer if the Commission would like, we can try and track down
18 the case numbers for those and offer those tomorrow. Of
19 course, other parties are free to interject. I didn't know
20 if the Commission wanted that.

21 JUDGE HATCHER: Mr. Clizer, I -- I sincerely
22 appreciate the offer. I'm going to decline. The reason I'm
23 going to decline is because we have Staff in the background.
24 I'm talking about Commission staff. And they and myself will
25 be looking that over. I mainly don't want to take time away

1 from the parties to get together and discuss.

2 MR. CLIZER: Perfectly reasonable. I just
3 wanted to throw that out there.

4 JUDGE HATCHER: If we get to the end of the
5 week and I haven't found it, I might ask for some help.

6 That said, Mr. Schallenberg, thank you, sir.
7 You are excused.

8 Let's talk announcements real quick. We're
9 beginning at 9:00 a.m. tomorrow. Again, I arrive here at the
10 building at 8:00. I will immediately unlock the doors, but
11 if you arrive before that, I'm sorry, you're going to have to
12 sit out in the foyer.

13 Mr. Clizer, we discussed rescheduling the
14 WNAR, the weather normalization issue.

15 MR. CLIZER: Rate normalization mechanism.

16 JUDGE HATCHER: Issue 28. We've talked
17 about, perhaps, moving that to tomorrow morning. I see nods
18 and nobody seems surprised. We shall move Issue 28.

19 MR. APLINGTON: Your Honor, I believe it's
20 Issue 30.

21 JUDGE HATCHER: No. All right. It's kind
22 of funny. It's a funny story. I was creating this memo and
23 I was running out of time, so I was cutting and pasting Issue
24 28 on everything. It was this last one, and this one didn't
25 get fixed. So Issue 30. Thank you.

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Issue 30 is going to be moved to the beginning issue for tomorrow. We do not have times on our issues, but just to review, tomorrow we will have WNAR/RNA. This is Issue 30. We will also have cash working capital, Issue 8, and incentive compensation, Issue 13. I have no other issues for Wednesday. Again, we will start off with the WNAR at the beginning. And someone please remind we will be doing mini opening statements.

That said, we are adjourned for the evening. We are off the record.

(Off the record.)

CERTIFICATE OF REPORTER

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I, Lisa M. Banks, CCR within and for the State of Missouri, do hereby certify that the witness whose testimony appears in the foregoing hearing was duly sworn; that the testimony of said witness was taken by me to the best of my ability and thereafter reduced to typewriting under my direction; that I am neither counsel for, related to, nor employed by any of the parties to the action in which this hearing was taken, and further, that I am not a relative or employee of any attorney or counsel employed by the parties thereto, nor financially or otherwise interested in the outcome of the action.



Lisa M. Banks, CCR No. 1081

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