

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

In the Matter of Elm Hills Utility) Operating Company, Inc.'s Request for) a Water and Sewer Rate Increase)	Case No. WR-2020-0275
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**REPLY TO ELM HILLS RESPONSE TO THE OPC'S MOTION FOR ORDER
REGARDING THE PRODUCTION OF DOCUMENTS**

COMES NOW the Office of the Public Counsel ("OPC") and for its *Reply to Elm Hills Response to the OPC's Motion for Order Regarding the Production of Documents*, states as follows:

1. On September 18, 2020, the OPC filed its *Motion for Order Regarding the Production of Documents*.
2. Elm Hills Utility Operating Company Inc. ("Elm Hills") filed its *Response* to the same on September 25, 2020.
3. The OPC now presents this *Reply* to Elm Hills' *Response*.

**The Commission clearly and obviously has jurisdiction over the parties
from whom information is requested**

4. The main emphasis of Elm Hills' *Response* to the OPC's request for an order regarding the production of documents is to claim this Commission lacks jurisdiction over the parties from whom information is requested.

5. This argument is based on a clear misinterpretation of both fact and law and is plainly wrong.

6. The Jurisdiction of this Commission is set forth in Mo. Rev. Stat § 386.250.

7. Elm Hills cites to and misinterprets two provisions of this statute to argue that the Commission lacks jurisdiction.

8. First, Elm Hills cites to section 386.250(3) which states that the Commission's jurisdiction applies "[t]o all water corporations, and to the land, property, dams, water supplies, or power stations thereof and the operation of same within this state." Elm Hills effectively argues that the phrase "within the state" modifies all preceding nouns including "water corporations."

9. However, Elm Hills's interpretation both ignores the word "and" that sits between "Water corporations" and "the land, property, dams, water supplies, or power stations thereof and the operation of same" as well as the last antecedent rule of statutory interpretation.

10. The last antecedent rule of statutory interpretation states that "relative and qualifying words, phrases, or clauses are to be applied to the words or phrase immediately preceding and are not to be construed as extending to or including others more remote." (*Rothschild v. State Tax Com.*, 762 S.W.2d 35, 37 (Mo. banc 1988) quoting *Citizens Bank & Tr. Co. v. Dir. of Revenue*, 639 S.W.2d 833, 835 (Mo. banc 1982)); *Hendricks v. Curators of the Univ. of Mo.*, 308 S.W.3d 740, 745 (Mo. App. WD 2010) (stating same); *Caplinger v. Rahman*, 529 S.W.3d 326, 333 n.8 (Mo. App. SD 2017) (stating same).

11. Under the last antecedent rule, the phrase “within this state” should only be applied to the immediately preceding clause of “the land, property, dams, water supplies, or power stations thereof and the operation of same” and not to the phrase “all water corporations” which is explicitly separated by the word “and.” Therefore, the statute should be read to extend the Commission jurisdiction to “all water corporations” and then separately to “the land, property, dams, water supplies, or power stations thereof and the operation of same within this state.”

12. Moreover, because the phrase “water corporation” is defined in Mo, Rev. Stat. § 386.020 to include “every corporation, company, association, joint stock company or association, partnership and person, their lessees, trustees, or receivers appointed by any court whatsoever, **owning, operating, controlling or managing** any plant or property, dam or water supply, canal, or power station, distributing or selling for distribution, or selling or supplying for gain any water” (emphasis added), the Commission’s jurisdiction extends to those parties from whom the OPC is seeking information because they own, operate, control, or manage Elm Hills through its parent company CSWR LLC.

13. The Second part of the statute that Elm Hills cites to is section 386.250(4), which states that the Commission’s jurisdiction applies “[t]o all sewer systems and their operations within this state and to persons or corporations owning, leasing, operating or controlling the same.”

14. Once again, Elm Hills attempts to read the phrase “within this state” to indicate that the Commission has absolutely no jurisdiction over any entity across the state line, and, once again, the Company is obviously wrong.

15. Under the last antecedent rule, the phrase “within this state” only applies to the word “operations” and not to “all sewer systems.”

16. Of course, even if the Commission were to disagree and apply the phrase “within this state” to “all sewer systems and their operations,” there would still be no legal justification for allowing it to modify the phrase “persons or corporations owning, leasing, operating or controlling the same.”

17. Once again, by including the phrase “persons or corporations owning, leasing, operating or controlling the same” after the phrase “within the state” and separating them with an “and” the legislature made its intention clear: the Commission’s jurisdiction applies to sewer system operations inside this state and to any person who owns, leases, operates, or controls those operations whether that person be found within or outside of the State.

18. Moreover, because the OPC is seeking information from individuals who own, lease, operate, or control Elm Hills’ sewer operations through the ownership and control of its parent company CSWR LLC, the Commission has jurisdiction over the entities under the plain language of this statute.

19. Having laid out why Elm Hills interpretation of sections 386.250(3) and 386.250(4) are wrong, the OPC will now render the entirety of the preceding argument irrelevant.

20. Notwithstanding any of the arguments already made, this Commission has clear statutory authority over the entities from which the OPC seeks information because of the elastic clause found in 386.250(7), which states that the Commission has jurisdiction “[t]o such other and further extent, and to all such other and additional matters and things, and in such further respects as may herein appear, either expressly or impliedly.”

21. Because section 386.450 expressly states that the Commission may issue an order requiring any out-of-state corporation, person or public utility to produce documents within the state, the statute expressly (or at a minimum implicitly) provides for the jurisdiction of the Commission to do the same, which is captured and reduced to law by the action of section 386.250(7).

22. Given the elastic nature of section 386.250(7) and the clear intent of the legislature to supply the Commission with the jurisdiction to carry out the powers it has vested in the Commission, there can be no serious argument that the Commission lacks the statutory jurisdiction to execute an order pursuant to section 386.450 with relation to an out-of-state corporation, person or public utility.

23. With the matter of statutorily enacted jurisdiction eliminated, we can now address the second half of the jurisdiction equation, the question of minimum contacts in this State.

24. We shall start with the three individuals from which the OPC seeks information: John Rigas, Daniel Standen, and Tom Rooney.

25. As stated in the initial *Motion*, these three individuals are all listed as members of the Board of Directors for Central States Water Resources, Inc.

26. Central States Water Resources, Inc. is registered in Missouri and actively manages CSWR LLC, the parent Company of Elm Hills.

27. The fact that these three men are the members of a board of directors for a Missouri Corporation actively managing a Missouri water and sewer utility provider clearly establishes the minimum contacts necessary to require them to answer questions in Missouri.

28. The next entity to discuss is US Water Systems LLC, which wholly owns CSWR LLC.

29. Because US Water Systems LLC wholly owns – and thus exerts complete control over – CSWR LLC and because CSWR LLC is registered in Missouri, US Water Systems LLC has the minimum contacts necessary to require it to answer questions in Missouri.

30. The third entity to discuss is the Sciens Water Opportunities Fund.

31. As stated in the original *Motion*, the front page of the Sciens Water Opportunities Fund’s website (<https://scienswater.com/>) states as follows:

Sciens Capital Management LLC is an alternative asset management firm founded in 1994. With headquarters in New York and offices in London and Guernsey, Sciens has been investing in real assets strategies since 2007.

Sciens launched the Sciens Water Opportunities Fund in 2018 to make investments in the U.S. water sector. Sciens' approach is to identify the biggest challenges facing the U.S. water and wastewater industry today and solve them through the formation and development

of national and regional leading companies that seek to meet these challenges. **Sciens works closely with the management teams of its portfolio companies supporting them in achieving their strategic goals.**

(emphasis added).

32. As stated in the original *Motion*, the Sciens Water Opportunities Fund lists CSWR LLC among the three companies in its portfolio on its website (<https://scienswater.com/our-portfolio/>).

33. Because the Sciens Water Opportunities Fund publicly acknowledges that it was created for the express purpose of facilitating Sciens Capital Management LLC's investment in CSWR LLC (and by extension Elm Hills), and because the Sciens Water Opportunities Fund publicly acknowledges that it "works closely with the management teams of its portfolio companies supporting them in achieving their strategic goals" it has sufficient minimum contacts with CSWR LLC (and thus with Missouri) to require it to answer questions in Missouri.

34. The last entity from which information was requested was **_____

_____**

35. As indicated in the original *Motion*, **_____**

involvement with CSWR LLC (and hence Missouri) arises out of this excerpt from the Company's independently audited financial statements:

****[CSWR LLC] is a wholly owned subsidiary of US Water Systems, LLC. (the "parent"). The Parent was formed by investment funds affiliated and managed by Gullfoss Investments, LLC. The Parent, on November 19, 2018, completed the acquisition of a 100% ownership portion on the units of the Company****

36. This establishes the minimum contacts necessary to require **—————
—————** to answer questions in Missouri.

37. “*International Shoe Co. v. Washington*, 326 U.S. 310, 316, 66 S. Ct. 154, 158, 90 L. Ed. 95 (1945), establishes that for personal jurisdiction to exist, ‘due process requires . . . a defendant . . . [to] have certain minimum contacts with [the forum] such that the maintenance of the suit does not offend “traditional notions of fair play and substantial justice.’”¹⁰ *United Mo. Bank, N.A. v. Bank of N.Y.*, 723 F. Supp. 408, 410 (W.D. Mo. 1989); *State ex rel. Nixon v. Beer Nuts, Ltd.*, 29 S.W.3d 828, 834 (Mo. App. ED 2000) (stating same); *Davis v. Baylor Univ.*, 976 S.W.2d 5, 7 (Mo. App. WD 1998) (stating same).

38. The OPC is seeking information from individuals who are all openly, actively, and continuously engaged in the operation, maintenance, ownership, and control of Elm Hills, a Missouri water and sewer utility.

39. There is no justifiable argument to be made that requiring these individuals to come forward and explain their involvement with this Missouri utility in Missouri would offend “traditional notions of fair play and substantial justice.”

40. As has been demonstrated, this Commission has at hand both the statutory provisions and minimum contacts necessary to establish jurisdiction over the entities from whom the OPC seeks information.

41. Elm Hills’ argument that the Commission lacks this authority is thus patently false.

The information requested by the OPC is unquestionably relevant

42. At various points in its *Response*, Elm Hills attempts to assert that the information requested by the OPC is irrelevant. This is wrong.

43. As a threshold matter, the OPC points out that, for purposes of discovery, “[r]elevant materials include materials reasonably calculated to lead to the discovery of admissible evidence. *Edwards v. State Bd. of Chiropractic Exam'rs*, 85 S.W.3d 10, 22 (Mo. Ct. App. 2002) (citing *State ex rel. Wilson v. Davis*, 979 S.W.2d 253, 255 (Mo. App. S.D. 1998)).

44. The OPC has already explained at length in its initial *Motion*, that the information it seeks is relevant as it is likely to lead to the discovery of admissible evidence regarding the actual capitalization of CSWR LLC by and through its owner Sciens Capital Management LLC.

45. On that note, the OPC wishes to address the following statement from Elm Hills’ *Response*:

Every investor-owned utility regulated by the Commission has equity investors. But that fact alone does not make the kind of investor-specific information OPC seeks relevant to Commission cases involving those utilities. And the Commission does not concern itself with detailed information about those investors, including the corporate structure of those equity investors or whether, and to what extent, those equity investors may or may not have used debt to acquire their equity interest in the utility.

46. This statement is demonstrably false.

47. Contrary to the Company’s claim, the Commission can and has concerned itself with detailed information about a utility’s so-called “equity investors.”

48. For example in GR-2014-0086, the Commission directly cited to and relied upon information related to business structure of a utility's equity investors – including a private equity firm – when reaching its decision. *See In the Matter of Summit Natural Gas of Missouri Inc.'s Filing of Revised Tariffs To Increase its Annual Revenues For Natural Gas Service*, Report and Order, GR-2014-0086 pg. 12 (“Because SNGMo is solely owned by Summit Utilities, Inc., which is solely owned by Infrastructure Investments Fund, which is advised by JP Morgan Asset Management, those entities determine SNGMo's business conduct as to each SNGMo service territory.”). Further, the issue of business structure as it relates to the issuance of debt has been specifically raised with regard to CSWR LLC's progenitor company First Round CSWR LLC. *See In the Matter of the Rate Increase Request of Indian Hills Utility Operating Company, Inc., Report and Order*, WR-2017-0259 pgs. 50 – 52.

49. In addition to the foregoing, there are other issues with Elm Hills' *Response* that demonstrate inherent problems with their position.

50. For example, the Company states that it does not know anything about any debt instruments issued by any entity above CSWR LLC in the business structure, but then also states that it knows for certain that there are no covenants or similar contractual arrangements, **including debt instruments**, that would preclude CSWR, LLC, or its affiliates from issuing debt” on their own. Obviously both of these statement cannot be true.

51. To see why, assume for a moment that US Water Systems LLC issues debt to finance its investment in CSWR LLC. Assume further that the US Water Systems LLC debt instrument includes a provision that neither it **nor any of its subsidiaries** will issue any additional debt leveraged against the CSWR assets (including Elm Hills). Because US Water Systems LLC wholly owns CSWR LLC, CSWR LLC will be bound by the terms of US Water Systems LLC's debt instrument even if CSWR LLC never signed any agreement itself. This, in turn, means that CSWR LLC will be prevented from issuing any debt in its own right.

52. As can be seen, the problem here arises because of the ability of a parent company to bind its subsidiaries in a debt agreement. Because CSWR LLC (and Elm Hills be extension) is a wholly owned subsidiary of US Water Systems LLC, which is itself controlled by Sciens Capital Management LLC (the same company that appears to own all the other entities at issue), it is easily possible that Elm Hills would be prevented or otherwise hindered in issuing debt due to terms found in some debt instrument issued by an entity above it in the business structure.

53. The Company's claim that it does not know **anything** about **any** debt instruments issued by any entity above CSWR LLC in the business structure, but that it knows for certain that there are no covenants or similar contractual arrangements, **including debt instruments**, that would preclude CSWR, LLC, or its affiliates from issuing debt on their own cannot both be true. Either Elm Hills knows what the terms of any debt instruments issued by any entity above CSWR LLC in the business structure are or else it cannot know for certain that there are no

covenants or similar contractual arrangements, including debt instruments, that would preclude CSWR, LLC, or its affiliates from issuing debt on their own.

54. All of this brings up a third point worth discussing, which is that the entities from which the OPC seeks information are not random equity investors, but rather, are the direct controllers of CSWR LLC and, by extension, Elm Hills.

55. If CSWR LLC were a publicly traded company, and the OPC were seeking documents from its public investors, then the Company might actually have a point; however, that is not the case here.

56. The entities the OPC seek information from are not passive investors. They are active managers who exert total control over the operation of CSWR LLC and its subsidiary utility companies.

57. The motivation of these individuals, their business decisions and financing, can and should be investigated by the Commission.

58. Moreover, when it comes to the true passive investors (what the OPC referred to as the “outside investors” in its initial *Motion*) who have done nothing more than buy an equity interest in the Sciens Water Opportunities Fund, the OPC has already made clear that it does not care to learn anything about them including their identity.

59. The sole question here is what happens after Sciens Capital Management LLC gains control of the capital that is being raised to finance CSWR LLC. Specifically, how does that financing get transferred from one arm of the

company to the other, is that financing co-mingled with debt at any point, and, if so, on what terms was that debt raised.

60. Again, these questions are basic and fundamental in nature and relevant to the question of determining Elm Hills proper rate of return in this case.

Mo. Rev. Stat. § 393.140(12) has no relevance to this issue and Elm Hills has misinterpreted the statute

61. Elm Hills raises an argument premised on Mo. Rev. Stat. § 393.140(12) that the Commission does not have jurisdiction over any of the entities from which the OPC seeks information because those entities are not engaged in regulated activities and their operations are conducted in such a way that they are “substantially kept separate and apart” from the public utility.

62. There are a litany of issues with this argument.

63. Let us start by setting out the relevant portion of the statute itself:

In case any electrical corporation, gas corporation, water corporation or sewer corporation engaged in carrying on any other business than owning, operating or managing a gas plant, electric plant, water system or sewer system which other business is not otherwise subject to the jurisdiction of the commission, and is so conducted that its operations are to be substantially kept separate and apart from the owning, operating, managing or controlling of such gas plant, electric plant, water system or sewer system, said corporation in respect to such other business shall not be subject to any of the provisions of this chapter and shall not be required to procure the consent or authorization of the commission to any act in such other business or to make any report in respect thereof. But this subdivision shall not restrict or limit the powers of the commission in respect to the owning, operating, managing or controlling by such corporation of such gas plant, electric plant, water system or sewer system, and said powers shall include also the right to inquire as to, and prescribe the apportionment of, capitalization, earnings, debts and expenses fairly and justly to be awarded to or borne

by the ownership, operation, management or control of such gas plant, electric plant, water system or sewer system as distinguished from such other business. In any such case if the owning, operating, managing or controlling of such gas plant, electric plant, water system or sewer system by any such corporation is wholly subsidiary and incidental to the other business carried on by it and is inconsiderable in amount and not general in its character, the commission may by general rules exempt such corporation from making full reports and from the keeping of accounts as to such subsidiary and incidental business.

64. At the offset, the OPC seriously contests the idea that any of the entities from which the OPC seeks information has truly been “substantially kept separate and apart” from the public utility. As a reminder, the three individuals from which the OPC seeks information have all been listed as board members for the company that directly manages CSWR LLC, so they have clearly not been kept separate and apart from the public utility. As for US Water Systems LLC, Elm Hills stated in a response to one of the OPC’s data requests that it did not believe that US Water Systems LLC maintained separate financial records from CSWR LLC. It is hard if not impossible to explain how a company could be considered to have been kept separate and apart from the public utility when it does not even keep its own financial records separate and apart from that utility. Lastly, with regard to the Sciens Water Opportunities Fund, the OPC simply notes that its website publicly states that “Sciens works closely with the management teams of its portfolio companies supporting them in achieving their strategic goals.”

65. Whether or not any of these entities have truly been “substantially kept separate and apart” from the public utility is entirely irrelevant, though, because section 393.140(12) is completely inapplicable.

66. To begin with, this provision only applies when the utility engages in “carrying on any other business than owning, operating or managing a . . . water system or sewer system which . . . is not otherwise subject to the jurisdiction of the commission.” This provision is consequently meant to provide separation between a utility’s regulated and non-regulated activities, not serve as an escape hatch for the utility’s parent company to avoid scrutiny.

67. Because no party has claimed that either Elm Hills or CSWR LLC is engaged in business outside of maintaining or operating a water or sewer system, this provision is inapplicable on its face.

68. Second, the effect of section 393.140(12) is not to eliminate the jurisdiction of the Commission over any such entity that meets the necessary criteria to warrant its application. Instead, the statute simply states that the “corporation in respect to such other business shall not be subject to any of the provisions of this chapter and shall not be required to procure the consent or authorization of the commission to any act in such other business or to make any report in respect thereof.”

69. The problem is that this provision only applies to the chapter in which it sits, *i.e.*, chapter 393. The statutory provisions setting forth the jurisdiction of the Commission and the ability of the Commission to issue an order to compel documents, however, resides in chapter 386. Therefore, even if the statute did apply to the entities from which the OPC seeks information (which it does not), it would not invalidate the

Commission's authority under chapter 386 to issue an order for the disclosure of the information that the OPC seeks.

70. Finally, even if 393.140(12) did apply, and even if the Commission ignored the issue regarding separate statutory chapters, the provision itself includes a savings clause that states: “[b]ut this subdivision shall not restrict or limit the powers of the commission in respect to the owning, operating, managing or controlling by such corporation of such gas plant, electric plant, water system or sewer system, and said powers shall include also the right to inquire as to, and prescribe the apportionment of, capitalization, earnings, debts and expenses fairly and justly to be awarded to or borne by the ownership, operation, management or control of such gas plant, electric plant, water system or sewer system as distinguished from such other business.”

71. Thus even under the terms of section 393.140(12) itself, this Commission can still “inquire as to, and prescribe the apportionment of, **capitalization**, earnings, **debts** and expenses fairly and justly to be awarded to or borne by the ownership, operation, management or control of such . . . water system or sewer system.” (emphasis added).

72. For all these reasons, section 393.140(12) has no relevance to the issue at hand and, even if it did, contains special provisions that specifically allow for the type of investigation that the OPC now seeks. Elm Hills reliance on this provision is thus greatly misplaced.

Existence of good cause for issuance

73. Elm Hills' *Response* seeks to argue that the OPC lacks good cause to support the issuance of a Commission order for the production of documents because the OPC has not sought enforcement of its subpoenas. The Company's logic is faulty for several reasons.

74. First, part of the problem in this case (as the OPC pointed out in its initial *Motion*) is that the OPC was unable to serve one of the subpoenas because the information supplied to the Missouri Secretary of State by one of Elm Hills affiliate companies (Central States Water Resources Inc.) was faulty. At the same time, Elm Hills has taken the position that the OPC cannot talk to the individual to be served and has further refused to provide any updated contact information or accept service on his behalf. By taking these actions, Elm Hills has thus effectively thwarted proper service of this subpoena and thereby obstructed the OPC's investigation. This should constitute good cause necessary to issue the OPC's requested order on its face.

75. Second, there is no requirement that the OPC seek enforcement of its subpoenas through a state court before it proceeds with a request under section 386.450. By ignoring the subpoenas issued by this Commission, the entities in question have already demonstrated that they do not respect this Commission's authority to such an extent as to generate good cause for the Commission of issue an order for the production of documents. Demanding the OPC pursue the subpoenas further before issuing such an order is illogical.

76. Third, and most importantly, Elm Hills has already taken the position that the Commission lacks the power to issue subpoenas outside of the state under

Section 393.140(10). The Company has thus taken the position that the issuance of the OPC's subpoenas were futile. *Tri-Cty. Counseling Servs. v. Office of Admin.*, 595 S.W.3d 555, 569 (Mo. App. WD 2020) ("An administrative remedy will be deemed futile if there is doubt about whether the agency could grant effective relief." (citing *Bartlett v. U.S. Dep't of Agric.*, 716 F.3d 464, 472-73 (8th Cir. 2013))).

77. "The law does not require the doing of a useless and futile act." *Duncan v. Mo. Bd. for Architects, Prof'l Eng'rs & Land Surveyors*, 744 S.W.2d 524, 531 (Mo. App. ED 1988) (citing *State Savings Assoc. of St. Louis Kellogg*, 52 Mo. 583 (1873)); *see also Paric Corp. v. Murphy*, 903 S.W.2d 285, 289 (Mo. App. ED 1995) ("A participant is exempted from the exhaustion requirement where resort to the plan procedures would have been futile.").

78. Having taken the position that the Commission could not issue a subpoena – regardless of whether or not that point is correct – Elm Hills cannot now argue that the OPC lacks good cause under 386.450 to seek information because it did not try to enforce what the Company claims is a meaningless subpoena.

79. For all these reasons and those laid out in the initial *Motion*, there exists good cause to issue the order requested by the OPC.

Miscellaneous matters regarding request for order

80. At one point, Elm Hills states that the OPC has presented "no proof" to support the argument that the OPC had tried and failed through conventional means to secure the information sought. In reality, however, the OPC attached numerous

exhibits to its filing that included the data responses sent and the objections/answers received as well as all the subpoena responses received by the OPC.

81. At one point, Elm Hills states that all parties in this case “are in agreement the appropriate capital structure for setting rates in this case is one composed of 50% debt and 50% equity, which is reasonable based on other similarly situated water/sewer utilities.” This is false. While the OPC has made and presented its analysis assuming a 50/50 capital to equity split based on what little evidence has been made available, the OPC does not believe that this is the correct capital structure and is seeking the evidence requested in its *Motion* for this very reason.

82. Elm Hills states repeatedly that it does not have access to the information being requested. This is irrelevant. The purpose of the OPC’s request is for the Commission to issue an order requiring those parties who do have the evidence to come forward and present it. Elm Hills claim that it does not possess this information is thus immaterial except as to show why good cause for the OPC’s request exists.

Reply regarding motion for waiver

83. Elm Hills’ response to the OPC’s request for a waiver amounts to little more than the claim that they expect a substantial increase in rates.

84. This is not a justification for denying the OPC access to important and relevant information.

85. The only people who will be harmed by any delay in Elm Hills rate increase will be the Company's investors/owners, who are the very people from whom the information is being sought.

86. The OPC is not seeking an "indefinite" delay as Elm Hills attempts to suggest. Rather, the OPC expects that this could be resolved in a matter of weeks (if the Commission issues an order and it is actually obeyed).

87. The length of any delay is entirely dependent on Elm Hills and its owner's willingness to divulge relevant and important information. They can resolve the issue today if they would just stop obstructing the OPC's investigation.

WHEREFORE, the Office of the Public Counsel respectfully requests the Commission *Reply to Elm Hills Response to the OPC's Motion for Order Regarding the Production of Documents* and rule in the OPC's favor regarding said *Motion*.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that copies of the forgoing have been mailed, emailed, or hand-delivered to all counsel of record this twenty-eight day of September, 2020.

/s/ John Clizer