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THE PUBLIC SERVICE COMMISSION

STATE OF MISSOURI

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TRANSCRIPT OF PROCEEDINGS

Prehearing Conference  
July 19, 2017  
Jefferson City, Missouri  
Volume 3

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In the Matter of the )  
Application of Elm Hills )  
Utility Operating Company, )  
Inc., and Missouri Utilities )  
Company for Elm Hills to )  
Acquire Certain Water and )  
Sewer Assets of Missouri ) File No. SM-2017-0150,  
Utilities Company, For a ) et al.  
Certificate of Convenience )  
And Necessity, and, in )  
Connection Therewith, to )  
Issue Indebtedness and )  
Encumber Assets. )

KIM S. BURTON, Presiding  
SENIOR REGULATORY LAW JUDGE

REPORTED BY:  
Angie D. Threlkeld, CCR  
TIGER COURT REPORTING, LLC

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A P P E A R A N C E S

DEAN L. COOPER, Attorney at Law  
Brydon, Swearngen & England, P.C.  
PO Box 456  
Jefferson City, Missouri 65102-0456  
  
FOR: Elm Hills Utility Operating Company, Inc.

RYAN SMITH, Senior Public Counsel  
Governor Office Building  
200 Madison Street  
Suite 650  
PO Box 2230  
Jefferson City, Missouri 65102  
573.751.5562  
  
FOR: Office of the Public Counsel

JACOB T. WESTEN, Deputy Counsel  
Governor Office Building  
200 Madison Street  
Suite 800  
PO Box 360  
Jefferson City, Missouri 65102  
573.751.5472  
  
FOR: Public Service Commission

1 JUDGE BURTON: Let's go ahead and go on the  
2 record In the Matter of the Application of Elm Hills  
3 Utility Operating Company, Inc., and Missouri Utilities  
4 Company for Elm Hills To Acquire Certain Water and Sewer  
5 Assets of Missouri Utilities Company for Certificate of  
6 Convenience and Necessity and in Connection With  
7 Indebtedness and Encumber Assets, File Number  
8 SM-2017-0150, et al.

9 Today is July 19th, 2017, and the time  
10 currently is 11:10 a.m. The Commission has set this time  
11 or this time thereabouts for a prehearing conference  
12 based on the Office of Public Counsel's request.

13 At this time I'll ask the parties to enter  
14 their appearance for the record, and we will begin with  
15 Elm Hills Utility Operating Company, Inc.

16 MR. COOPER: Thank you, Judge. Dean Cooper  
17 on behalf of Elm Hills. And the court reporter has the  
18 address.

19 JUDGE BURTON: Thank you.

20 And on behalf of Missouri Utilities Company?  
21 Okay. Let the record reflect that there's been no entry  
22 of appearance.

23 On behalf of the staff of Missouri Public  
24 Service Commission.

25 MR. WESTEN: Thank you, Judge. My name is

1 Jacob Westen, and I represent the staff of the Public  
2 Service Commission. And my contact info has been  
3 provided to the court reporter.

4 JUDGE BURTON: Thank you, Mr. Westen.  
5 On behalf of the Office of the Public  
6 Counsel.

7 MR. SMITH: Ryan Smith for the Office of the  
8 Public Counsel. My information has already been provided  
9 to the court reporter.

10 JUDGE BURTON: Okay. Thank you. Now, it's  
11 my understanding that we still need to resolve some  
12 issues or identify what issues are contested. I know  
13 that there has been some -- a response filed to staff's  
14 recommendation by both Elm Hills Utility as well as OPC.

15 Have the parties had an opportunity to meet  
16 or discuss what issues are still in dispute that need to  
17 be resolved by the Commission?

18 MR. COOPER: I'd say we're still in the  
19 process of doing that, Judge. I mean, we have had some  
20 communications, but I can't say that those have worked  
21 their way through yet.

22 JUDGE BURTON: Okay. Do we have an idea of  
23 the time frame we are looking at for a hearing, an  
24 evidentiary hearing?

25 MR. WESTEN: Judge, do you mean like in how

1 many weeks or months should we have the hearing?

2 JUDGE BURTON: Yes.

3 MR. WESTEN: Okay. Just checking.

4 JUDGE BURTON: But let's try to narrow the  
5 field down to a certain month to start out with.

6 MR. WESTEN: Right.

7 MR. COOPER: I was going to say we would  
8 probably push for a relatively quick hearing. So...

9 JUDGE BURTON: I'll be honest, I'm not  
10 surprised.

11 MR. COOPER: Yeah.

12 MR. WESTEN: Are you thinking July or August?

13 JUDGE BURTON: It is -- I'll just throw July  
14 out.

15 MR. COOPER: I was not thinking July. I was  
16 thinking probably we would produce some testimony maybe  
17 by really early August, 2nd or 3rd type time frame; and  
18 then, gosh, that probably leads to a hearing in mid to  
19 late September or early October.

20 Now, if somebody thinks we can move more  
21 quickly than that, we'd be happy to do that as well.

22 JUDGE BURTON: Let me pause real quick and  
23 ask is there a potential to resolve any issues through a  
24 stipulation?

25 MR. WESTEN: Staff is certainly open to the

1 possibility of a stipulation still. I know that there  
2 are -- there's a couple of issues that might need to be  
3 resolved or might not be able to be resolved by  
4 stipulation. But to the extent that we can stipulate to  
5 those prior to the hearing, should we need a hearing,  
6 staff's certainly open to that.

7 MR. COOPER: Yes, Judge. That's, I guess,  
8 part of what I was referring to earlier, is that I think  
9 there's still communication ongoing.

10 JUDGE BURTON: I want to ensure we have  
11 enough time for the parties to all participate and see  
12 what issues can be resolved and to be able to identify  
13 what the specific issues are that need to be resolved by  
14 the Commission.

15 So let me just ask this: Looking at the  
16 schedule, what is the thought as far as how many rounds  
17 of testimony would be needed by staff and OPC? Because  
18 I'm assuming that the Company is going to be requesting a  
19 chance to submit rebuttal.

20 MR. COOPER: Yes, Judge. So I guess I was  
21 envisioning Company direct, some rebuttal from the other  
22 parties and some surrebuttal, followed by a hearing.

23 MR. WESTEN: That's staff's anticipation.

24 MR. SMITH: That's agreeable with OPC. I'd  
25 also comment that I believe in the response of each of

1 the parties, I think some of the issues have been  
2 removed. Some of the issues have -- some of the parties  
3 have stated their agreement. And we would be happy to  
4 put something on file, you know, in the future that could  
5 more squarely frame each of the issues the Commission  
6 would need to decide.

7 JUDGE BURTON: Okay. Then pulling up the  
8 calendar, there is the Missouri-American Water Company  
9 hearing -- I believe that's the AAO case -- in  
10 WU-2017-0296, which I would assume would involve at least  
11 some of the counsel that's sitting here today. So I  
12 don't want to conflict with that schedule.

13 And it also appears that we have some  
14 hearings September 19th and the 20th or the 21st, which  
15 are going to be local public hearings involving the  
16 commissioners themselves, which might make it difficult  
17 to have a hearing in this building at the same time.

18 Let's take a look at -- well, they also have  
19 those issues for the first week of October.

20 MR. COOPER: I don't think we want to fall  
21 too far back, because --

22 JUDGE BURTON: Right.

23 MR. COOPER: -- these are all systems with  
24 immediate problems and immediate issues that need to be  
25 addressed. So...

1 JUDGE BURTON: The options I would consider,  
2 assuming that we would be able to handle this in one day,  
3 would be September 20th or, if it's not too difficult for  
4 Mr. Smith and Mr. Westen at least -- and I believe you're  
5 involved as well Mr. Cooper --

6 MR. COOPER: I am.

7 JUDGE BURTON: -- we could do September 26th,  
8 which is the day before that AAO case, which I would  
9 assume all parties here would prefer to avoid.

10 MR. SMITH: I have a conflict on the 20th  
11 right now.

12 JUDGE BURTON: Would it be feasible and  
13 realistic -- because one of the requirements I'm going to  
14 insist upon is enough time for the commissioners to see  
15 the position statements and list of issues from the  
16 parties a week before the hearing. What about -- let me  
17 take a look at this. We can go as early as  
18 September 14th -- that would be a Thursday -- or the  
19 13th. There's only a discovery conference scheduled on  
20 that date.

21 Because if you look at the following week,  
22 September 18th through the 22nd, the Commission is going  
23 to be -- at least some members of the Commission down at  
24 Missouri Southern University and other parts of the  
25 state, which I think would be too difficult to have them



1 come back, other than September 20th. So that's just not  
2 feasible.

3 MR. COOPER: Well, that certainly gives us  
4 some things to talk about, I guess.

5 MR. SMITH: Right.

6 JUDGE BURTON: I don't expect all the parties  
7 to tell me the scheduling right now, because I understand  
8 there are some limitations here. But I do want to give  
9 you options and give you an idea of where the Commission  
10 is going to be coming from as far as conflicts.

11 MR. WESTEN: Thank you, Judge. I think that  
12 the parties -- well, not that I want to speak for the  
13 parties. But I think we can take these dates and try to  
14 come up with something and get a proposed procedural  
15 schedule to you very quickly based on this.

16 JUDGE BURTON: The only other option, if you  
17 are willing to move back, would be October 4th, which is  
18 in the middle of five other local public hearings.

19 MR. COOPER: The 20th of September is  
20 probably an open day because that's the FRI conference in  
21 Columbia.

22 JUDGE BURTON: That is probably right. So  
23 let's mark that one off the table. The Commission  
24 normally prefers to avoid hearings on Mondays, I think,  
25 unless we're starting something, especially whenever we

1 have those. But I will throw those dates in as well, for  
2 September 18th and the 25th. But, again, that 25th date  
3 is probably in the ramp-up time for the AAO case.

4 Because, unfortunately, it looks like, again, October 1st  
5 is a Sunday, and then the 2nd, the 3rd, and the 5th there  
6 are local public hearings.

7 So the available dates are October 4th or we  
8 push it back, October 9th or 10th.

9 MR. SMITH: The 9th is Columbus Day.

10 MR. COOPER: That's a holiday.

11 MR. SMITH: That's a holiday.

12 JUDGE BURTON: Everyone would earn extra  
13 money for working that day; right? October 18th -- I  
14 mean, excuse me, September 18th, September 14th, which  
15 really does put the pressure on the filing of testimony  
16 schedule, I'm sure, October 9th and 10th and October 4th.

17 Are there any other dates that the parties  
18 would like us to consider?

19 MR. COOPER: Let's work with those to start  
20 with.

21 JUDGE BURTON: All right.

22 MR. WESTEN: Yes, thank you, Judge.

23 MR. SMITH: Thank you.

24 JUDGE BURTON: How much time do the parties  
25 need to submit a proposed schedule?

1 MR. WESTEN: I think we can probably get one  
2 by next Monday.

3 JUDGE BURTON: Next Monday.

4 MR. WESTEN: Yeah, not very long.

5 JUDGE BURTON: Okay. And, Mr. Westen, will  
6 you be the responsible party? Not saying everyone's not  
7 responsible, but we'll put the onus on you.

8 MR. WESTEN: I can coordinate, Judge, yes.

9 JUDGE BURTON: Okay. And, as always, if  
10 there are any issues where you need me to verify some  
11 potential dates, feel free to email me. I just ask that  
12 you email all Counsel of record.

13 MR. WESTEN: Absolutely.

14 JUDGE BURTON: Is there anything else that we  
15 need to address while we're on the record?

16 MR. COOPER: Not to my knowledge.

17 JUDGE BURTON: All right. Well, then I hope  
18 everyone has a good day, and I look forward to seeing the  
19 filing next Monday.

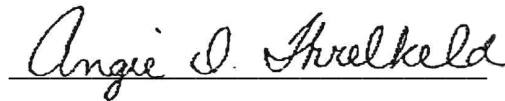
20 We are off the record.

21 (Off the record.)  
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CERTIFICATE OF REPORTER

I, Angie D. Threlkeld, a Certified Court Reporter, CCR No. 1382, the officer before whom the foregoing hearing was taken, do hereby certify that the foregoing hearing 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.



Angie D. Threlkeld, CCR

<b>1</b>	<b>A</b>	76:1,7,12 77:6,16,22 78:12,21,24 79:3,5,9, 14,17	<b>coordinate</b> 79:8
<b>10th</b> 78:8,16	<b>a.m.</b> 71:10		<b>counsel</b> 72:6,8 75:11 79:12 80:8,11
<b>11:10</b> 71:10	<b>AAO</b> 75:9 76:8 78:3	<b>C</b>	<b>Counsel's</b> 71:12
<b>1382</b> 80:4	<b>ability</b> 80:6	<b>calendar</b> 75:8	<b>couple</b> 74:2
<b>13th</b> 76:19	<b>Absolutely</b> 79:13	<b>case</b> 75:9 76:8 78:3	<b>court</b> 71:17 72:3,9 80:3
<b>14th</b> 76:18 78:14	<b>Acquire</b> 71:4	<b>CCR</b> 80:4,19	<b>D</b>
<b>18th</b> 76:22 78:2,13,14	<b>action</b> 80:9,13	<b>Certificate</b> 71:5 80:1	<b>date</b> 76:20 78:2
<b>19th</b> 71:9 75:14	<b>address</b> 71:18 79:15	<b>Certified</b> 80:3	<b>dates</b> 77:13 78:1,7,17 79:11
<b>1st</b> 78:4	<b>addressed</b> 75:25	<b>certify</b> 80:5	<b>day</b> 76:2,8 77:20 78:9, 13 79:18
<b>2</b>	<b>agreeable</b> 74:24	<b>chance</b> 74:19	<b>Dean</b> 71:16
<b>2017</b> 71:9	<b>agreement</b> 75:3	<b>checking</b> 73:3	<b>decide</b> 75:6
<b>20th</b> 75:14 76:3,10 77:1,19	<b>ahead</b> 71:1	<b>Columbia</b> 77:21	<b>difficult</b> 75:16 76:3, 25
<b>21st</b> 75:14	<b>Angie</b> 80:3,19	<b>Columbus</b> 78:9	<b>direct</b> 74:21
<b>22nd</b> 76:22	<b>anticipation</b> 74:23	<b>comment</b> 74:25	<b>direction</b> 80:7
<b>25th</b> 78:2	<b>appearance</b> 71:14,22	<b>Commission</b> 71:10, 24 72:2,17 74:14 75:5 76:22,23 77:9,23	<b>discovery</b> 76:19
<b>26th</b> 76:7	<b>appears</b> 75:13	<b>commissioners</b> 75:16 76:14	<b>discuss</b> 72:16
<b>2nd</b> 73:17 78:5	<b>Application</b> 71:2	<b>communication</b> 74:9	<b>dispute</b> 72:16
<b>3</b>	<b>Assets</b> 71:5,7	<b>communications</b> 72:20	<b>E</b>
<b>3rd</b> 73:17 78:5	<b>assume</b> 75:10 76:9	<b>Company</b> 71:3,4,5, 15,20 74:18,21 75:8	<b>earlier</b> 74:8
<b>4</b>	<b>assuming</b> 74:18 76:2	<b>conference</b> 71:11 76:19 77:20	<b>early</b> 73:17,19 76:17
<b>4th</b> 77:17 78:7,16	<b>attorney</b> 80:11	<b>conflict</b> 75:12 76:10	<b>earn</b> 78:12
<b>5</b>	<b>August</b> 73:12,17	<b>conflicts</b> 77:10	<b>Elm</b> 71:2,4,15,17 72:14
<b>5th</b> 78:5	<b>avoid</b> 76:9 77:24	<b>Connection</b> 71:6	<b>email</b> 79:11,12
<b>9</b>	<b>B</b>	<b>contact</b> 72:2	<b>employed</b> 80:8,11
<b>9th</b> 78:8,9,16	<b>back</b> 75:21 77:1,17 78:8	<b>contested</b> 72:12	<b>employee</b> 80:11
	<b>based</b> 71:12 77:15	<b>Convenience</b> 71:6	<b>Encumber</b> 71:7
	<b>begin</b> 71:14	<b>Cooper</b> 71:16 72:18 73:7,11,15 74:7,20 75:20,23 76:5,6 77:3, 19 78:10,19 79:16	<b>ensure</b> 74:10
	<b>behalf</b> 71:17,20,23 72:5		<b>enter</b> 71:13
	<b>building</b> 75:17		
	<b>BURTON</b> 71:1,19 72:4,10,22 73:2,4,9, 13,22 74:10 75:7,22		

<b>entry</b> 71:21	<b>happy</b> 73:21 75:3		<b>needed</b> 74:17
<b>envisioning</b> 74:21	<b>hearing</b> 72:23,24 73:1,8,18 74:5,22 75:9,17 76:16 80:5,6,9	<hr/> <b>K</b> <hr/>	<b>Number</b> 71:7
<b>et al</b> 71:8	<b>hearings</b> 75:14,15 77:18,24 78:6	<b>knowledge</b> 79:16	<hr/> <b>O</b> <hr/>
<b>everyone's</b> 79:6	<b>Hills</b> 71:2,4,15,17 72:14	<hr/> <b>L</b> <hr/>	<b>October</b> 73:19 75:19 77:17 78:4,7,8,13,16
<b>evidentiary</b> 72:24	<b>holiday</b> 78:10,11	<b>late</b> 73:19	<b>Office</b> 71:12 72:5,7
<b>excuse</b> 78:14	<b>honest</b> 73:9	<b>leads</b> 73:18	<b>officer</b> 80:4
<b>expect</b> 77:6	<b>hope</b> 79:17	<b>limitations</b> 77:8	<b>ongoing</b> 74:9
<b>extent</b> 74:4	<hr/> <b>I</b> <hr/>	<b>list</b> 76:15	<b>onus</b> 79:7
<b>extra</b> 78:12	<b>idea</b> 72:22 77:9	<b>local</b> 75:15 77:18 78:6	<b>OPC</b> 72:14 74:17,24
<hr/> <b>F</b> <hr/>	<b>identify</b> 72:12 74:12	<b>long</b> 79:4	<b>open</b> 73:25 74:6 77:20
<b>fall</b> 75:20	<b>Indebtedness</b> 71:7	<hr/> <b>M</b> <hr/>	<b>Operating</b> 71:3,15
<b>feasible</b> 76:12 77:2	<b>info</b> 72:2	<b>make</b> 75:16	<b>opportunity</b> 72:15
<b>feel</b> 79:11	<b>information</b> 72:8	<b>mark</b> 77:23	<b>option</b> 77:16
<b>field</b> 73:5	<b>insist</b> 76:14	<b>Matter</b> 71:2	<b>options</b> 76:1 77:9
<b>file</b> 71:7 75:4	<b>interested</b> 80:12	<b>meet</b> 72:15	<b>outcome</b> 80:13
<b>filed</b> 72:13	<b>involve</b> 75:10	<b>members</b> 76:23	<hr/> <b>P</b> <hr/>
<b>filing</b> 78:15 79:19	<b>involved</b> 76:5	<b>mid</b> 73:18	<b>part</b> 74:8
<b>financially</b> 80:12	<b>involving</b> 75:15	<b>middle</b> 77:18	<b>participate</b> 74:11
<b>foregoing</b> 80:4,5	<b>issues</b> 72:12,16 73:23 74:2,12,13 75:1, 2,5,19,24 76:15 79:10	<b>Missouri</b> 71:3,5,20, 23 76:24	<b>parties</b> 71:13 72:15 74:11,22 75:1,2 76:9, 16 77:6,12,13 78:17, 24 80:9,12
<b>forward</b> 79:18	<hr/> <b>J</b> <hr/>	<b>Missouri-american</b> 75:8	<b>parts</b> 76:24
<b>frame</b> 72:23 73:17 75:5	<b>Jacob</b> 72:1	<b>Monday</b> 79:2,3,19	<b>party</b> 79:6
<b>free</b> 79:11	<b>Judge</b> 71:1,16,19,25 72:4,10,19,22,25 73:2, 4,9,13,22 74:7,10,20 75:7,22 76:1,7,12 77:6,11,16,22 78:12, 21,22,24 79:3,5,8,9, 14,17	<b>Mondays</b> 77:24	<b>pause</b> 73:22
<b>FRI</b> 77:20		<b>money</b> 78:13	<b>position</b> 76:15
<b>future</b> 75:4		<b>month</b> 73:5	<b>possibility</b> 74:1
<hr/> <b>G</b> <hr/>		<b>months</b> 73:1	<b>potential</b> 73:23 79:11
<b>give</b> 77:8,9		<b>move</b> 73:20 77:17	<b>prefer</b> 76:9
<b>good</b> 79:18		<hr/> <b>N</b> <hr/>	<b>prefers</b> 77:24
<b>gosh</b> 73:18		<b>narrow</b> 73:4	<b>prehearing</b> 71:11
<b>guess</b> 74:7,20 77:4	<b>July</b> 71:9 73:12,13,15	<b>Necessity</b> 71:6	<b>pressure</b> 78:15
<hr/> <b>H</b> <hr/>			
<b>handle</b> 76:2			

<b>prior</b> 74:5	<b>request</b> 71:12	<b>state</b> 76:25	<b>understanding</b> 72:11
<b>problems</b> 75:24	<b>requesting</b> 74:18	<b>stated</b> 75:3	<b>University</b> 76:24
<b>procedural</b> 77:14	<b>requirements</b> 76:13	<b>statements</b> 76:15	<b>Utilities</b> 71:3,5,20
<b>process</b> 72:19	<b>resolve</b> 72:11 73:23	<b>stipulate</b> 74:4	<b>Utility</b> 71:3,15 72:14
<b>produce</b> 73:16	<b>resolved</b> 72:17 74:3, 12,13	<b>stipulation</b> 73:24 74:1,4	<hr/>
<b>proposed</b> 77:14 78:25	<b>response</b> 72:13 74:25	<b>submit</b> 74:19 78:25	<b>V</b>
<b>provided</b> 72:3,8	<b>responsible</b> 79:6,7	<b>Sunday</b> 78:5	<hr/>
<b>public</b> 71:12,23 72:1, 5,8 75:15 77:18 78:6	<b>rounds</b> 74:16	<b>surprised</b> 73:10	<b>verify</b> 79:10
<b>pulling</b> 75:7	<b>Ryan</b> 72:7	<b>surrebuttal</b> 74:22	<hr/>
<b>push</b> 73:8 78:8	<hr/>	<b>systems</b> 75:23	<b>W</b>
<b>put</b> 75:4 78:15 79:7	<b>S</b>	<hr/>	<hr/>
<hr/>	<b>schedule</b> 74:16 75:12 77:15 78:16,25	<b>T</b>	<b>Water</b> 71:4 75:8
<b>Q</b>	<b>scheduled</b> 76:19	<b>table</b> 77:23	<b>week</b> 75:19 76:16,21
<hr/>	<b>scheduling</b> 77:7	<b>talk</b> 77:4	<b>weeks</b> 73:1
<b>quick</b> 73:8,22	<b>September</b> 73:19 75:14 76:3,7,18,22 77:1,19 78:2,14	<b>testimony</b> 73:16 74:17 78:15	<b>Westen</b> 71:25 72:1,4, 25 73:3,6,12,25 74:23 76:4 77:11 78:22 79:1, 4,5,8,13
<b>quickly</b> 73:21 77:15	<b>Service</b> 71:24 72:2	<b>thereabouts</b> 71:11	<b>work</b> 78:19
<hr/>	<b>set</b> 71:10	<b>thereto</b> 80:12	<b>worked</b> 72:20
<b>R</b>	<b>Sewer</b> 71:4	<b>things</b> 77:4	<b>working</b> 78:13
<hr/>	<b>sitting</b> 75:11	<b>thinking</b> 73:12,15,16	<b>WU-2017-0296</b> 75:10
<b>ramp-up</b> 78:3	<b>SM-2017-0150</b> 71:8	<b>thinks</b> 73:20	
<b>real</b> 73:22	<b>Smith</b> 72:7 74:24 76:4,10 77:5 78:9,11, 23	<b>thought</b> 74:16	
<b>realistic</b> 76:13	<b>Southern</b> 76:24	<b>Threlkeld</b> 80:3,19	
<b>rebuttal</b> 74:19,21	<b>speak</b> 77:12	<b>throw</b> 73:13 78:1	
<b>recommendation</b> 72:14	<b>specific</b> 74:13	<b>Thursday</b> 76:18	
<b>record</b> 71:2,14,21 79:12,15,20,21	<b>squarely</b> 75:5	<b>time</b> 71:9,10,11,13 72:23 73:17 74:11 75:17 76:14 78:3,24	
<b>reduced</b> 80:7	<b>staff</b> 71:23 72:1 73:25 74:17	<b>today</b> 71:9 75:11	
<b>referring</b> 74:8	<b>staff's</b> 72:13 74:6,23	<b>type</b> 73:17	
<b>reflect</b> 71:21	<b>start</b> 73:5 78:19	<b>typewriting</b> 80:7	
<b>related</b> 80:8	<b>starting</b> 77:25	<hr/>	
<b>relative</b> 80:10		<b>U</b>	
<b>removed</b> 75:2		<hr/>	
<b>reporter</b> 71:17 72:3,9 80:1,3		<b>understand</b> 77:7	
<b>represent</b> 72:1			