

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

In the matter of the Application of Summit Natural Gas of )  
Missouri, Inc. (SNGMO) for Authority for Summit ) File No. \_\_\_\_\_  
LDC Holdings, LLC to Pledge SNGMO's Capital Stock )  
As Security in Regard to Certain Indebtedness. )

**APPLICATION AND  
MOTION FOR WAIVER OF NOTICE**

**COMES NOW** Summit Natural Gas of Missouri, Inc. (hereinafter "Applicant" or "SNGMO") and, pursuant to 20 CSR 4240-2.060 and 20 CSR 4240-4.017, for its *Application and Motion for Waiver of Notice* ("Application") states to the Missouri Public Service Commission ("Commission") as follows:

**APPLICANT**

1. The Applicant is a wholly-owned subsidiary of Summit LDC Holdings, LLC ("Summit Holdings"), which is a wholly-owned subsidiary of Summit Utilities, Inc. ("Summit"). The Applicant is a corporation duly incorporated under the laws of the State of Colorado, with its principal offices located at 10825 E. Geddes Avenue, Suite 410, Centennial, Colorado 80112. A copy of a certificate from the Missouri Secretary of State showing the Applicant is authorized to do business in Missouri as a foreign corporation was submitted in Case No. GA-2012-0285 and is incorporated herein by reference in accordance with Commission Rule 20 CSR 4240-2.060(1)(G).

2. The Applicant conducts business as a "gas corporation" and a "public utility" as those terms are defined at §386.020, RSMo, and provides natural gas service in the Missouri counties of Benton, Caldwell, Camden, Daviess, Douglas, Greene, Harrison, Howell, Laclede, Miller, Morgan, Pettis, Stone, Taney, Texas, Webster, and Wright, subject to the jurisdiction of the Commission as provided by law.

3. Other than cases that have been docketed at the Commission, the Applicant has no pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court within the past three years that involve customer service or rates.

4. The Applicant has no annual reports or assessment fees that are overdue.

5. All correspondence, communications, notices, orders and decisions of the Commission with respect to this matter should be sent to the undersigned counsel and:

Summit Utilities, Inc.  
Attn: Matthew Kaply  
Senior Director, Regulatory Affairs  
2 Delorme Drive  
Yarmouth, Maine 04096  
Telephone: (207) 781-1200 ext. 1430  
Email: [mkaply@summitnaturalgas.com](mailto:mkaply@summitnaturalgas.com)

Summit Utilities, Inc.  
Attn: James Lydon  
Regulatory Affairs Specialist  
2 Delorme Drive  
Yarmouth, Maine 04096  
Telephone: (207) 781-1200 ext. 1740  
Email: [jlydon@summitutilitiesinc.com](mailto:jlydon@summitutilitiesinc.com)

#### **CORPORATE AND TRANSACTIONAL BACKGROUND**

6. On January 24, 2019, SNGMO filed an application with the Commission, docketed as File No. GO-2019-0216, requesting authority to undertake a corporate restructuring which would permit a newly-formed parent company (referred to therein as “Midco”) to take and hold all of SNGMO’s capital stock and pledge that capital stock in support of financing for up to \$225 million of indebtedness. The application stated the proceeds of the financing would be used, in part, to pay off, in full, all amounts outstanding under SNGMO’s credit facility and to refund and replace outstanding secured indebtedness held at the SNGMO level.

7. On March 13, 2019, the Commission issued its *Order Granting Application* in File

No. GO-2019-0216, in which it asserted subject matter jurisdiction pursuant to the terms of a Stipulation and Agreement in Case No. GO-2005-0120<sup>1</sup>, and authorized the corporate restructuring and the Midco entity's pledge of SNGMO's capital stock for the purposes described in that application.

8. The corporate restructuring occurred on May 8, 2019, at which time the newly formed Midco entity, Summit Holdings, entered a \$310 million debt financing for use by Summit Holdings and its subsidiaries, which indebtedness is secured by a pledge of the capital stock of its direct subsidiaries, including SNGMO. In File No. GO-2019-0406 the Commission granted SNGMO's subsequent application seeking authority for Summit Holdings authority to increase the amount of debt secured by its pledge of the capital stock of SNGMO to a total of \$310 million.

#### **RELIEF REQUESTED**

9. By this Application, SNGMO requests that the Commission grant Summit Holdings authority to enter into additional indebtedness secured by its pledge of the capital stock of its subsidiaries, including the Applicant. Such authority is required by the terms of a Stipulation and Agreement in Case No. GO-2005-0120, as approved by the Commission's *Order Approving Stipulation and Agreement* issued December 14, 2004.

10. The purpose of this indebtedness is to take advantage of historically low interest rates and increase capacity for capital expenditures and working capital needs.

11. Such authority would not be detrimental to the public interest because the public health, safety and welfare is being served by the Applicant's ability to obtain debt capital on more

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<sup>1</sup> That agreement in part stated that Summit (f/k/a CNG Holdings, Inc.) would not "pledge MGU [now, Summit Natural Gas of Missouri, Inc.] equity as collateral or security for the debt of CNG Holdings, or any of its subsidiaries . . . without Commission approval." The same basis of jurisdiction also applies in this case.

advantageous terms. Granting the authority requested will not cause any adverse impact on customer service or rates.

12. The relief requested herein will have no material impact on the tax revenues of the political subdivisions in which any of the structures, facilities or equipment of the companies involved are located.

### **APPENDICES**

13. The parameters of Summit Holdings' debt financing for which SNGMO seeks the authority described herein are set forth in the attached **Appendix 1C**.

14. Attached hereto as **Appendix 2C** is the Pledge Agreement by which Summit Holdings has previously pledged its interests in the capital stock of its direct subsidiaries, including the Applicant, to secure indebtedness under the existing Credit Agreement and the Note Agreement. No new pledge agreement will be required for the transactions that are the subject of this application.

15. **Appendices 1C and 2C** have been identified as Confidential in accordance with Commission Rule 20 CSR 4240-2.135(2)(A)(3) and (6) as they contain market specific information and information representing strategies employed in contract negotiations.

### **MOTION FOR WAIVER**

16. Commission Rule 20 CSR 4240-4.017(1) provides that "(a)ny person that intends to file a case shall file a notice with the secretary of the commission a minimum of sixty (60) days prior to filing such case." A notice was not filed 60 days prior to the filing of this Application. As such, and to the extent required, SNGMO seeks a waiver of the 60-day notice requirement.

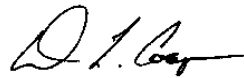
17. Rule 20 CSR 4240-4.017(1)(D) provides that a waiver may be granted for good cause. In this regard, SNGMO declares (as verified below) that it has had no communication with

the Office of the Commission (as defined by Commission Rule 20 CSR 4240-4.015(10)) within the prior 150 days regarding any substantive issue likely to be in this case, other than those pleadings filed for record. Accordingly, for good cause shown, SNGMO moves for a waiver of the 60-day notice requirement of Rule 20 CSR 4240-4.017(1) and acceptance of this Application at this time.

**WHEREFORE**, SNGMO requests the Commission to issue an Order as follows:

- A. Authorizing Summit Holdings to enter into indebtedness described herein secured by the pledge of the capital stock of SNGMO;
- B. Waiving the requirement of a sixty (60) day notice of intent to file as set forth in 20 CSR 4240-4.017(1) for good cause shown; and,
- C. Granting such other relief as may be necessary or appropriate in the circumstances.

Respectfully submitted,



Dean L. Cooper Mo. Bar #36592

**BRYDON, SWEARENGEN & ENGLAND P.C.**

312 East Capitol Avenue

P.O. Box 456

Jefferson City, MO 65102-0456

Telephone: (573) 635-7166

Facsimile: (573) 635-0427

[dcooper@brydonlaw.com](mailto:dcooper@brydonlaw.com)

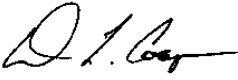
**ATTORNEYS FOR SUMMIT NATURAL GAS  
OF MISSOURI, INC.**

**CERTIFICATE OF SERVICE**

I do hereby certify that a true and correct copy of the foregoing document has been sent by electronic mail this 11<sup>th</sup> day of February 2021 to:

General Counsel's Office  
[staffcounsel@psc.mo.gov](mailto:staffcounsel@psc.mo.gov)

Office of the Public Counsel  
[opc@opc.mo.gov](mailto:opc@opc.mo.gov)

  
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**VERIFICATION**

State of MAINE                    )  
  )  
County of CUMBERLAND        )        ss

I, Hallie Flint Gilman, under penalty of perjury, and pursuant to Section 509.030, RSMo, state that I am the Senior Vice President and Chief Legal Officer of Summit Natural Gas of Missouri, Inc. (“SNGMO”), that I am duly authorized to make this affidavit on behalf of SNGMO, that I have knowledge of the matters stated herein, and that said matters are true and correct to the best of my knowledge and belief. Additionally, no representative of SNGMO has had any communication with the office of the Missouri Public Service Commission as defined in Commission Rule 20 CSR 4240-4.015(10) within the immediately preceding 150 days regarding the subject matter of this Application.

DocuSigned by:  
*Hallie Flint Gilman*  
0BE7C88E029048D

**APPENDICES 1C AND 2C**

**HAVE BEEN IDENTIFIED AS CONFIDENTIAL**

**IN ACCORDANCE WITH**

**COMMISSION RULE 20 CSR 4240-2.135(2)(A)(3) AND (6)**

**IN THEIR ENTIRETY**