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STATE OF MISSOURI
PUBLIC SERVICE COMMISSION
TRANSCRIPT OF PROCEEDINGS

Evidentiary Hearing

November 10, 2014

Jefferson City, Missouri

Volume 10

In the Matter of the Application)
of Grain Belt Express Clean Line)
LLC for a Certificate of) File No.
Convenience and Necessity) EA-2014-0207
Authorizing it to Construct, Own,)
Operate, Control, Manage and)
Maintain a High Voltage, Direct)
Current Transmission Line and an)
Associated Converter Station)
Providing an Interconnection on)
the Maywood - Montgomery 345 kV)
Transmission Line)

MICHAEL BUSHMANN, presiding,
SENIOR REGULATORY LAW JUDGE

ROBERT S. KENNEY, CHAIRMAN
STEPHEN M. STOLL
WILLIAM P. KENNEY
DANIEL Y. HALL
SCOTT T. RUPP
COMMISSIONERS

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1 P R O C E E D I N G S
2 (EXHIBIT NOS. 100, 101, 102, 200, 201, 202,
3 202HC, 203, 204, 204HC, 205, 206, 206HC, 207, 208, 209,
4 400, 401, 402, 403, 500 550, 551, 552, 553, 554 AND 575
5 WERE MARKED FOR IDENTIFICATION.)

6 JUDGE BUSHMANN: Let's go on the record.
7 Good morning. Today is November 10th, 2014.
8 The Commission has set this time for an evidentiary
9 hearing in the matter of the application of Grain Belt
10 Express Clean Line, LLC for a certificate of convenience
11 and necessity authorizing it to construct, own, operate,
12 control, manage, and maintain a high voltage, direct
13 current transmission line and an associated converter
14 station providing an interconnection on the Maywood -
15 Montgomery 345 kV transmission line. That's Commission
16 File No. EA-2014-0207.

17 My name is Michael Bushmann. I'm the
18 regulatory law judge that will be presiding over this
19 hearing.

20 A number of parties have requested to be
21 excused from the hearing. Those requests from the
22 Office of Public Counsel, Transource Missouri, LLC,
23 Missouri Division of Energy, Missouri Industrial Energy
24 Consumers, Kansas City Power & Light and Kansas City
25 Power & Light Greater Missouri Operations Company and

1 Tradewind Energy have been granted.

2 Infinity Wind Power has been excused except
3 for making an opening statement today and presenting
4 testimony from one witness on November 13th. IBEW
5 Unions is excused except for November 21st and Sierra
6 Club is excused after today.

7 So let's have the remaining counsel make
8 their entries of appearance at this time.

9 For Grain Belt Express Clean Line, LLC.

10 MR. ZOBRIST: Carl Zobrist, Jonathan Steele,
11 Lisa Gilbreath from the Dentons Law Firm in Kansas City,
12 Missouri, home of the pennant winning Kansas City
13 Royals, almost champions of the World Series.

14 And with me from Houston, Texas from Clean
15 Energy Partners, LLC is Cary Kottler, the General
16 Counsel, and Corporate Counsel Erin Szalkowski.

17 JUDGE BUSHMANN: Thank you.

18 And for Commission Staff.

19 MR. WILLIAMS: Nathan Williams, Alex Antal,
20 Whitney Hampton, Cydney Mayfield, P. O. Box 360,
21 Jefferson City, Missouri 65102.

22 JUDGE BUSHMANN: For Missouri Landowners
23 Alliance and David and Jackie McKnight.

24 MR. AGATHEN: Paul Agathen from Washington,
25 Missouri, basically home of the eleven-time World

1 Series Champion Cardinals.

2 JUDGE BUSHMANN: And from Eastern Missouri
3 Landowners Alliance d/b/a Show Me Concerned Landowners
4 and Missouri Farm Bureau.

5 MR. JARRETT: Yes. Good morning, Judge.
6 Terry Jarrett appearing on behalf of Show Me Concerned
7 Landowners and Farm Bureau.

8 JUDGE BUSHMANN: Thank you.
9 Matthew and Christina Reichert and Randall
10 and Roseanne Meyer.

11 MR. DRAG: Good morning, Your Honor. My name
12 is Gary Drag from St. Louis, Missouri.

13 JUDGE BUSHMANN: Thank you.
14 Rockies Express Pipeline.

15 MS. DURLEY: Colly Durley and Sarah Giboney
16 from the law firm of Smith Lewis, Columbia, Missouri.

17 JUDGE BUSHMANN: Thank you.

18 I apologize to counsel, but we don't have
19 enough microphones for everybody at the seats, so I just
20 wanted to mention while I'm thinking of it that if you
21 don't have a microphone, you probably will need to come
22 up to the podium to do any examinations so that people
23 on the internet can hear you.

24 For Sierra Club.

25 MR. ROBERTSON: Henry Robertson, Great Rivers

1 Environmental Law Center, 319 North Fourth Street,
2 Suite 800, St. Louis 63102.

3 JUDGE BUSHMANN: Thank you.

4 The Wind Coalition and Wind on the Wires.

5 MR. REED: Yes, Judge. Stephen Reed for Wind
6 Coalition and Wind on the Wires. My address is
7 P. O. Box 579, Holts Summit, Missouri 65043. With me
8 today is Sean Brady with Wind on the Wires, the Regional
9 Policy Manager.

10 JUDGE BUSHMANN: Thank you.

11 Infinity Wind Power.

12 MS. PEMBERTON: Yes, Judge. Terri Pemberton
13 of Cafer Pemberton, LLC from Topeka, Kansas on behalf of
14 Infinity Wind.

15 JUDGE BUSHMANN: Thank you.

16 And United for Missouri.

17 MR. LINTON: Good morning, Judge. David
18 Linton on behalf of United for Missouri, 314 Romaine
19 Spring View, Fenton, Missouri 63026.

20 JUDGE BUSHMANN: Thank you.

21 Have I missed anybody?

22 I think I have a complete list.

23 I'd like to also remind people in the
24 audience to please silence any cell phones or other
25 electronic devices that you might have so that they

1 don't interrupt the hearing today.

2 We have several pending motions that I need
3 to rule on as a preliminary matter. Some of them that
4 were filed more recently still have time to respond that
5 will extend into next week, and so I will deal with
6 those probably next week either by writing or at the
7 hearing on the 21st.

8 The ones that are now pending for resolution,
9 the motion of Missouri Landowners Alliance to withdraw
10 the rebuttal testimony of Allison Wolverton is unopposed
11 and that motion is granted.

12 Missouri Landowners Alliance also filed a
13 motion to strike certain testimony of a Grain Belt
14 Express witness, David Berry.

15 The motion argues that the testimony should
16 be stricken because the Alliance did not receive some
17 requested information during discovery and as part of a
18 motion to compel.

19 The Commission has already ruled on that
20 issue and for the reasons stated in its Order denying
21 the motion to compel, the motion to strike testimony is
22 also denied.

23 Grain Belt Express has filed a motion
24 in limine seeking to exclude some rebuttal testimony and
25 prohibit witnesses from testifying about eminent domain

1 on the grounds of relevance.

2 While it's correct that the Commission cannot
3 decide issues relating to whether particular property
4 could be taken by eminent domain or the amount of
5 compensation that would be paid, general policy
6 discussions of eminent domain could relate to one of the
7 issues in this case, which is whether the proposed
8 transmission line is in the public interest.

9 The testimony of the witnesses cited by Grain
10 Belt Express in its motions relates in general to the
11 public policy of eminent domain and so are relevant to
12 the issue of the public interest, so the motion is
13 denied.

14 And finally, Missouri Landowners Alliance
15 filed a motion to strike the testimony of certain Grain
16 Belt Express and Infinity Wind Power witnesses on the
17 basis of Section 536.070, Section 11, Revised Statutes
18 of Missouri, which concerns the admissibility of
19 evidence involving the results of statistical
20 examinations or studies, surveys, audits or compilations
21 of figures.

22 There are actually two issues involved here,
23 one relating to the statements and opinions of the
24 expert witnesses and one relating to the documents that
25 were attached to that testimony.

1 I found the arguments of Grain Belt Express
2 and Infinity Wind Power on the issue of expert testimony
3 to be persuasive.

4 Any complaints about the sources of the facts
5 and data upon which the witnesses rely will go to the
6 weight, not the admissibility of their testimony, so the
7 motion is denied as to the testimony.

8 With regard to the attached documents,
9 Witnesses Moland, Zavadil and Cleveland created those
10 documents themselves, so I don't think the motion is
11 well taken with those.

12 The attachments to Mr. Berry's testimony were
13 not created by him, but there are other provisions
14 besides 536.070.11 that support their admission, such as
15 exceptions for public governmental records and reports
16 and reliable market reports and commercial publications.
17 So the motion is denied as to all those documents.

18 However, I do not see any provisions that
19 would support admission of the two-page attachment
20 designated as ML-1 to the surrebuttal testimony of
21 witness Matt Langley. The statements and opinions in
22 his testimony are all admissible, but Exhibit ML-1 will
23 not be received into the record.

24 I believe that's all of the pending motions
25 that I can take care of at this point.

1 As far as the order of witnesses, we will
2 follow the order filed by the parties in their joint
3 list of issues and witnesses.

4 I noticed that some witnesses are scheduled
5 to testify on specific days due to scheduling conflicts,
6 so we can be flexible on those witnesses on those days
7 to make sure that they get completed when they need to.

8 As far as exhibits, I believe that those are
9 all taken care of, so we shouldn't have to take any time
10 right now to do any marking.

11 I think the next thing that we're ready to do
12 is opening statements.

13 MR. WILLIAMS: Judge, if I might make a
14 correction on the record.

15 JUDGE BUSHMANN: Yes, sir.

16 MR. WILLIAMS: And it's a very minor one. I
17 just want to make sure nobody is misled as to which
18 witnesses are sponsoring which positions.

19 In Staff's position statements, one of the
20 positions is attributed to Mr. Beck, which should be
21 attributed to Mr. Murray.

22 It's the position that appears on page 13
23 about a reconciliation statement, that the contracting
24 transmission service revenue is sufficient to service
25 the debt financing of the project. I just want to make

1 that clarification.

2 JUDGE BUSHMANN: Okay. Thanks for making
3 that clarification.

4 Okay. The testimony -- or opening statement
5 now from Grain Belt Express Clean Line, LLC.

6 MR. ZOBRIST: May it please the Commission.
7 Good morning. Carl Zobrist on behalf of Grain Belt
8 Express.

9 We are here today to talk about the
10 Commission issuing -- considering and hopefully issuing
11 a certificate of convenience and necessity for what we
12 refer to as the Missouri facilities of the Grain Belt
13 Express project, and that specifically concerns a high
14 voltage, direct current transmission line that will
15 cross the state of Missouri, a converter station that
16 will be located in Ralls County, Missouri that will
17 deliver 500 megawatts of low-cost wind power to
18 Missouri.

19 And I'd like to begin this discussion in the
20 context of American infrastructure, which is really what
21 this is all a part of. And the chronicler of American
22 infrastructure from my point of view is none other than
23 David McCullough, and we all know David McCullough here
24 in Missouri because he won the Pulitzer Prize for his
25 wonderful biography of President Truman.

1 And in the early pages of his book he talks
2 about what President Truman did as a County Commissioner
3 essentially in Jackson County where he built two
4 courthouses, the courthouse is Kansas City and the
5 courthouse in Independence, and importantly, he extended
6 the county road system of Jackson County into rural
7 Missouri.

8 David McCullough also talks about The Path
9 Between the Seas, when the French were unable to build
10 what President Reagan called the American Canal in
11 Panama. Teddy Roosevelt and the Corps of Engineers the
12 and United States of America stepped in and created
13 probably one of the world's greatest infrastructure
14 projects, the Panama Canal.

15 Closer to home McCullough talks about the
16 Brooklyn Bridge, which was a bridge between Manhattan
17 and Brooklyn and the rest of Long Island.

18 And in the introduction to his book he quotes
19 a commentator at the time from Harper's review who said,
20 it so happens that the work which is likely to be our
21 most durable monument, and to convey some knowledge of
22 us to the most remote posterity, is a work of bare
23 utility, not a shrine, not a fortress, not a place, but
24 a bridge.

25 And it is Clean Line Energy Partners which

1 seeks to build a bridge to our energy future.

2 Michael Skelly, who is the CEO of Clean Line
3 Energy Partners, will be the first witness that you
4 hear.

5 The mission of his company that he leads is
6 to develop, build and operate transmission lines to
7 facilitate the development of wind generation and other
8 renewable energy projects that would otherwise not be
9 built.

10 His company is proposing to build not only
11 the Grain Belt Express line but three other lines,
12 the Plains and Eastern in the southern part of the
13 United States, again from the wind rich areas of
14 Oklahoma, the Rock Island Clean Line from the wind rich
15 areas of Northwest Iowa to Illinois and the Centennial
16 West Clean Line from New Mexico into the Western
17 United States.

18 And here is a map that illustrates what this
19 company is trying to do. You'll see the purple areas in
20 the center part of the country. These are the wind rich
21 areas of the United States of America.

22 The Rock Island is the north project, Grain
23 Belt Express is the middle one, Plains and Eastern is
24 the bottom one, and then the Centennial West is the big
25 one on the bottom that goes into Southern California.

1 And what, Commissioners, I would ask you to
2 look at in this map is where are the deep blue lines.
3 The deep blue lines represent large transmission lines.
4 There are virtually none in the wind rich regions of the
5 United States and that is an omission that this project
6 seeks to cure.

7 This is an HV, high voltage, DC, direct
8 current, line. Why is that being used? Because it is
9 the most efficient method to transmit large amounts of
10 electricity over long distances.

11 It is not only more efficient in terms of
12 electricity. It is lower costs. It involves an
13 improved reliability and it actually results in a
14 smaller footprint in terms of the easements that would
15 be required for the project versus -- and that's what
16 you see on the right. That's the DC footprint.

17 If you were to use an AC system to the left,
18 you would see the much wider footprint that you would
19 have to have to be able to transmit an equivalent amount
20 of electricity.

21 The specific project that the Grain Belt
22 Express proposes will come from Kansas 770 miles to the
23 Indiana/Illinois border. It is an approximately 600 kV
24 high voltage, direct current line, traverses eight
25 Missouri counties and has a converter station in Ralls

1 County. 500 megawatts will be delivered into Missouri,
2 3,500 into Illinois.

3 The estimated cost is \$2.2 billion, with the
4 Missouri portion being \$500 million. Importantly, this
5 is not going to be funded by ratepayers. It will be
6 funded by the participants. It is a shipper pays model,
7 otherwise sometimes referred to as a merchant
8 transmission project.

9 It is the customers who use this line will
10 pay for it, the wind generators in Kansas and
11 load-serving entities in either Missouri, Illinois,
12 Indiana or farther east that take service from this
13 line.

14 There is no regional cost allocation under
15 the RTO tariffs, and because there is no cost
16 allocation, the RTOs themselves have not, in quotes,
17 approved this. So it's not part of, for example, the
18 multi-value projects of MISO. It's not part of the
19 priority projects of SPP.

20 Those are cost-allocated projects. This is
21 not. This is a participant funded project.

22 At the same time the RTOs, SPP, MISO and PJM
23 will complete and the company will sign interconnection
24 agreements with each of these, so reliability and grid
25 stability will be maintained.

1 There are three segments to the line. It
2 starts around Dodge City in Western Kansas, proceeds
3 north and then across the state of Kansas to St. Joseph.
4 That 370-mile portion of the project has been approved
5 by the Kansas Corporation Commission.

6 And the project is planned to run 206 miles
7 across Missouri and then 200 miles across Southern
8 Illinois to American Electric Power's Sullivan
9 substation at the Illinois/Indiana border.

10 As I indicated, there will be three converter
11 stations, one in Ford County, which is where Dodge City
12 is, to convert AC to DC, and then we have the
13 500 megawatt converter station in Ralls County, and then
14 the final converter station in Illinois near the
15 Sullivan substation.

16 And so the project will connect one of the
17 best U.S. wind regions in Kansas to coal-dependent
18 regions with RPS, Renewable Portfolio Standard,
19 requirements, in the balance of the United States.

20 Let me begin and talk a little bit about the
21 route selection process. It is an elaborate process
22 that Grain Belt Express has spent the last two, three,
23 maybe even four years on, to work not only with public
24 agencies but with public interest groups such as the
25 Sierra Group and the Nature Conservancy, as well as

1 affected landowners and businesses.

2 Timothy Gaul from the Louis Berger Group is
3 the sponsor of the route selection study. I'm lucky
4 enough to have one that is spiral bound for me, but it
5 is Exhibit -- Schedule 2 to Mr. Gaul's testimony. And a
6 number of the maps that I'm going to show you here in a
7 moment are contained within this very comprehensive
8 document that I think will show you the detail and the
9 comprehensiveness of the effort that Grain Belt Express
10 pursued.

11 You will also hear from Mark Lawlor, who is
12 the Grain Belt Express Director of Development. They
13 will both talk about the process and how the route
14 selection began with a series of conceptual routes, move
15 to alternative routes and finally to the proposed route
16 that Mr. Gaul sponsors in his testimony.

17 These were the conceptual routes that were
18 first studied by Louis Berger, and as a result of a
19 variety of environmental, demographic, geologic
20 conditions, it was the northern route that was chosen
21 that comes from Kansas to the northern part of that
22 state, across Missouri and then over to Indiana.

23 It began with a series of roundtables with,
24 as I said, local public officials, business leaders to
25 talk about characteristics of the proposed route.

1 This was a year-and-a-half process that began
2 in June of 2011. There were 24 of these meetings that
3 were held. Over 250 people attended. This process
4 concluded at the end of December 2012.

5 It was then followed up by a series of open
6 houses that were open to the public, so members of the
7 public, government officials were certainly welcome, but
8 this was a very intense process where a lot of feedback
9 was obtained. Detailed maps were shown to members of
10 the public and local businesses.

11 Over a thousand people, by our calculation
12 1,288 folks, attended these meetings that took place
13 from July of 2013 and concluded at the end of 2013.

14 And as a result of that very detailed and
15 comprehensive process, this is the route that has been
16 selected. And again, this is in Mr. Gaul's route
17 selection study, Schedule 2 to his testimony.

18 We understand that the project will have an
19 impact on land, and because of that Grain Belt has
20 adopted an Agricultural Impact Mitigation Policy.

21 Steps will be taken to reduce and, if
22 necessary and appropriate, to compensate landowners for
23 soil compaction and erosion, reduction in crop yields,
24 irrigation and aerial spraying.

25 And I should say in terms of irrigation there

1 are only three pivot systems on the entire route
2 throughout the state of Missouri.

3 Mr. Lawlor will sponsor the testimony with
4 regard to this policy and related policies.

5 We have a surrebuttal witness, Mr. Tad
6 Wesley, who is an agronomist from Macomb, Illinois who
7 has degrees from Western Illinois and Kansas State
8 University where he taught for a period of time.

9 We have brought -- because there has been
10 questions raised regarding the effect of the
11 transmission line on land values -- Mr. Thomas
12 Priestley, who is an environmental planner with the
13 national consulting firm of CH2M Hill.

14 He has spent much of his career studying
15 transmission lines and concludes, and based upon the
16 literature that is available, the transmission lines
17 have little, if any, effect on land values and that any
18 devaluation diminishes quickly after the passage of time
19 and with distance from the line.

20 Mr. Wayne Galli, who is our Vice-President of
21 Transmission, will also talk about GPS systems. There
22 will be little, if any, negative effect on GPS systems.

23 We saw in the local public hearings a number
24 of the witnesses presenting rebuttal testimony raising
25 concerns about health, and particularly what we call

1 EMF, electric and magnetic fields.

2 You will hear from probably the leading
3 expert in this area in the country, Dr. William Bailey.
4 He has been a consultant to the National Science
5 Foundation, the National Institutes of Health. He is an
6 advisor to the Department of Energy and the governments
7 of Canada and the Netherlands.

8 He will explain to you the difference between
9 AC current and the static fields of DC current. They
10 are different. They are very different.

11 The only AC source of EMF in this project
12 will emanate from the converter station in Ralls County,
13 which is a very short line, and even so it is in the
14 category of ELF, extremely low frequency.

15 Dr. Bailey has been reviewing these issues
16 for the past 20 or 30 years and has concluded that the
17 health concerns regarding EMF pose no risk to human
18 health. No known risk to human health. Let me get that
19 right.

20 There are also economic benefits from this
21 project. Dr. David Loomis, who is an economist from
22 Illinois State University, has run several studies and
23 concluded that during the construction phase over 1,300
24 Missouri jobs will be added and once the project is in
25 operation 70 long-term jobs.

1 And in terms of collateral jobs that will
2 occur in manufacturing and associated industries, he
3 estimates over a thousand to almost 4,000 jobs.

4 There are also economic benefits that Robert
5 Cleveland, who is an engineer with -- now with Leidos
6 Engineering -- he just changed jobs last month -- that
7 he has determined by virtue of running the PROMOD,
8 production cost model.

9 He has concluded that there will be overall
10 lower demand costs for energy in Missouri as a result of
11 the project, lower energy production costs for utilities
12 in Missouri, and, of course, a reduced overall amount of
13 emissions of pollutants because we're bringing in wind
14 energy.

15 I'm going to go through the five factors that
16 you will be assessing with regard to the evidence
17 presented by this project.

18 The first is whether there is a need for the
19 service.

20 Missouri has an RES. We call it the
21 Renewable Energy Standard. And it will require all
22 investor-owned utilities by 2021 to source 15 percent of
23 their energy from renewable energy sources.

24 We found out just last month that Ameren has
25 stated that it needs 400 megawatts of wind in its

1 October integrated resource plan report.

2 Although the RPS requirement in Missouri is
3 only upon specifically investor-owned utilities, the
4 standard has been adopted by a number of public power
5 and cooperative utilities in Missouri. So they have a
6 need for this.

7 The City of Columbia itself, who is one of
8 the major public power utilities in the state, has an
9 even more aggressive RPS standard. The City of Columbia
10 says that 25 percent of their resources must come from
11 renewable energy by 2021.

12 And in last October, on October 6, the City
13 Council of Columbia demonstrated interest in this
14 specific project in a resolution that was opposed by the
15 Missouri Landowners Association but the City Council
16 passed it expressing interest in this project.

17 The Renewable Energy Standards of Missouri
18 will require Missouri utilities to need 12 to 15 million
19 megawatts annually of renewable energy. There are other
20 states that have similar requirements. The Grain Belt
21 Express project will fulfill that need.

22 The project also addresses critical issues
23 with regard to resource adequacy that you,
24 Commissioners, deal with on almost a daily basis.

25 Faced with the retirement of fossil fuel coal

1 plants probably accelerating is a result of the clean
2 power plan, whether it's in the proposed regulations or
3 some new form of regulations. The Grain Belt Express
4 project will address that need.

5 As it stands, the proposed EPA regulation
6 would require 23 percent reduction in carbon emissions
7 for Missouri, and this project can provide 2.2 to
8 2.6 million megawatt hours of energy to Missouri, and
9 Kansas wind generation stands ready to meet that need.

10 David Berry is our Executive Vice-President
11 of Finance and Strategy. He has provided a levelized
12 cost of energy analysis.

13 This is the graph from page -- I think it's
14 29 of his surrebuttal. Grain Belt Express is the one on
15 the end. It is the cheapest source of energy compared
16 with other wind in Missouri and MISO, as well as
17 combined cycle coal and the other more expensive
18 fossil-based sources.

19 Mr. Berry has concluded -- and I'm going to
20 go through these very quickly here because he'll be on
21 the stand and you can ask him questions about the
22 numbers.

23 But essentially in the final analysis the
24 all-in cost for this project is 3.5 to 4.5 cents, very
25 economical, very cost effective and very beneficial in

1 terms of environmental benefits.

2 In order to gauge the interest of Kansas wind
3 generators to provide wind energy to the project, the
4 company in November of 2013 issued a request for
5 information.

6 And in a response to that RFI in January of
7 this year, 14 developers, representing 26 potential wind
8 farms, responded with more than 13,500 megawatts. The
9 lowest price of which, the 4,000 best megawatts, were an
10 average of two cents flat for 25 years.

11 And so we've got a project that is intended
12 to deliver 500 megawatts to Missouri, 3,500 megawatts to
13 Illinois and Indiana, for a total of 4,000. The
14 expression of interest was almost three times that.
15 Actually over three times that.

16 And again, the average wind speeds in Kansas
17 range from 8.5 to 9.0 meters per second. Missouri wind
18 is much lower.

19 You're going to hear dueling economic models
20 here, Mr. Berry's with Mike Proctor's.

21 And Mr. Berry will tell you, and he did in
22 his surrebuttal, will explain how when certain
23 corrections are made to Dr. Proctor's model, it shows
24 that this project, the Grain Belt Express project, is
25 less expensive than any other competitor, including MISO

1 wind, as well as other nonrenewable alternatives.

2 The financial resource. Does this company
3 have the financial resources to carry out this project?

4 It has two major equity owners. The first
5 should be familiar to you. It's National Grid, which
6 operates major electric and gas regulated public
7 utilities in the state of New York and throughout
8 New England, over eight million customers.

9 National Grid plc from the United Kingdom is
10 one of the largest utilities in the world. Importantly
11 to this case it has extensive background and experience
12 in transmission.

13 The other equity interest is from the Ziff
14 Brothers, which is a multi-billion dollar investment
15 firm in New York, again, well recognized for the
16 investments that they have made in energy and other
17 infrastructure projects.

18 The financing tool that this project will use
19 is called Project Finance. Because they won't have
20 rates to implement to recover their costs, they will use
21 a Project Finance model which when permitting and
22 licensing is completed will then -- will have long-term
23 transmission service agreements signed.

24 Project specific debt will be issued, and it
25 will be secured by the revenue stream from the

1 transmission capacity contracts, and that capital will
2 be used to complete development activities to construct
3 the project and to place it into operation.

4 This is a model that Mr. Berry talks about
5 that has been used not only with these other
6 transmission projects but with other energy projects
7 throughout the United States.

8 Clean Line management, Mr. Skelly, will be
9 your first witness. He has worked in the wind area for
10 the past 20, 25 years. He was the Chief Development
11 officer at Horizon Wind.

12 This team has financed billions of dollars of
13 energy products in the United States and throughout the
14 world.

15 And in answer to the question, does Grain
16 Belt have the financial qualifications to be granted a
17 CCN, David Murray, Manager of Financial Analysis, has
18 said, yes, it does.

19 Mr. Skelly again will talk about the
20 operational qualifications of his team. Wayne Galli,
21 who is both a professional engineer and has a Ph.D.
22 from Purdue, is the Executive Vice-President of
23 Transmission and Technical Services. He spent six years
24 at Southwest Power Pool and was Director of Transmission
25 Development at NextEra Energy Resources, formerly

1 Florida Power & Light.

2 The project, as I said, also backed by
3 National Grid and National Grid USA.

4 Stan Blazewicz, who is the Vice-President for
5 U.S. Business Development, he is an engineer who was
6 actually in the nuclear Navy, will talk to you about the
7 experience that National Grid will bring to this project
8 from engineering operations and other management skills.

9 In terms of the folks who are going to assist
10 in getting this project done, Grain Belt Express has
11 retained for advice on design and construction issues
12 Power Engineers, and it also selected a number of
13 preferred suppliers here in Missouri that it will work
14 with to execute the project once certain -- we've
15 proceeded with certain additional approvals.

16 And that includes ABB that will manufacture
17 transformers out of St. Louis, Hubbell Power Systems in
18 Centralia and the others.

19 So the final fifth factor is public interest.
20 It is in the public interest, this project, because it
21 will over deliver over -- and there should be the word
22 million there -- 18 million megawatt hours annually of
23 low-cost renewable wind energy. It will lower renewable
24 energy costs to comply with Missouri's RPS, as well as
25 that of future and current EPA requirements. It will

1 reduce emissions. It will decrease the use of water to
2 cool thermal plants.

3 The Missouri converter station will provide
4 specific benefits to Missouri. It will enhance the
5 reliability of the grid in that part of the state,
6 provide a new source of electricity for Missouri. It
7 will not cost ratepayers anything because it is a
8 participant funded shipper pays.

9 If an electric utility, City of Columbia,
10 Ameren, were to buy off of -- buy power off of the
11 company, then presumably it would go through their
12 process of selecting this as part of their portfolio.

13 And, of course, if it goes into rates and
14 comes before you, that would be something that you would
15 be overseeing.

16 There are economic benefits also to the
17 project, the construction and permanent jobs, as well as
18 the increased property tax revenues to political
19 subdivisions where the facilities are located.

20 So these are the five factors, the need for
21 the service, the qualifications, the resources, the
22 feasibility and the public interest.

23 You have the right under Chapter 393.170 to
24 impose conditions. We recognize this is an innovative
25 project, so there are conditions that you may find

1 suitable.

2 Staff has proposed a number of conditions,
3 the vast majority of which have been accepted. We
4 produced a table in Mr. Berry's surrebuttal, No. 14,
5 that goes through the conditions that were recommended
6 by Staff.

7 To the degree they were not accepted or we
8 requested modifications, Mr. Berry on financial issues,
9 Mr. Lawlor on land development issues and Dr. Galli on
10 technical issues, have explained that in their
11 surrebuttal testimony.

12 For example, we have said there is a need for
13 flexibility regarding minor deviations to the location
14 of the line as a result of surveying, final engineering
15 and design and landowner consultation.

16 Rockies Express through their expert witness
17 has submitted nine recommendations. We've accepted
18 three of them. One was rejected and Dr. Galli explains
19 that. The other five were essentially contingent upon
20 future studies and collaboration, and if those studies
21 would require us -- require Grain Belt Express to
22 accomplish certain technical objectives, we have agreed
23 to do that, but we believe it should be subject to these
24 future studies and collaboration as more details come
25 out.

1 Regulatory approvals for this particular
2 project have been granted by two other public utility
3 commissions.

4 The Kansas Corporation Commission granted a
5 certificate of public convenience and necessity to the
6 Grain Belt Express project at the end of December --
7 pardon me -- at the end of 2011, and they granted a
8 siting permit last year to this project. So the Grain
9 Belt Express is a public utility in the state of Kansas.

10 It is also a public utility in the state of
11 Indiana. Both the Indiana Utility Regulatory Commission
12 and the Kansas Corporation Commission have found that
13 the public interest is served by this project and
14 granted Grain Belt Express that status.

15 It's also important to note that the company
16 has received a key approval from FERC, and that is the
17 authority to charge negotiated rates for transmission
18 rights. That approval came in May of this year.

19 In closing, one of my favorite little
20 books about infrastructure is called The Big Roads.
21 It's about the interstate highway system in the
22 United States.

23 It took many years for this hallmark of
24 American civilization to develop. It began in the '20s
25 very fitfully and went through the '30s.

1 And there is a quotation by Thomas MacDonald,
2 who was an Iowa Commissioner. He was the Iowa
3 Commissioner of Highways and was appointed by, I
4 believe, President Wilson to begin the interstate
5 highway system, is now known as the father of the
6 interstate highway system.

7 And he notes that this is a partnership
8 between the Federal government and the State
9 governments.

10 He says the nation's highways have reached
11 far beyond the possibilities of any one organization and
12 only the cooperation and combined efforts of the States
13 and the Federal Government will produce the results
14 which are demanded.

15 And that's the case here with these
16 interstate transmission lines. That is a situation that
17 we are faced.

18 The opportunity that Grain Belt Express
19 provides is a wonderful opportunity for the state of
20 Missouri and for the region. This is an opportunity
21 that this Commission should recognize and should
22 embrace.

23 Thank you very much.

24 JUDGE BUSHMANN: Questions?

25 CHAIRMAN KENNEY: Yes, hold on.

1 Mr. Zobrist, thanks very much. I have a
2 couple brief questions and thanks for the Powerpoint.

3 The Agricultural Impact Mitigation Policy,
4 who is the witness that can testify to the specifics?

5 MR. ZOBRIST: Mr. Lawlor, Mr. Lawlor, Mark
6 Lawlor.

7 CHAIRMAN KENNEY: And the distinction between
8 direct current and alternating current and the health
9 effects thereof, who is the witness that will testify?

10 MR. ZOBRIST: Dr. Bailey, William Bailey.

11 CHAIRMAN KENNEY: Okay. That's what I
12 thought.

13 MR. ZOBRIST: He's from Exponent, a large
14 consulting firm, and he's from I think the Baltimore
15 area.

16 CHAIRMAN KENNEY: Maybe you can or can't
17 answer this. How many other high voltage, direct
18 current lines are there in the United States right now?

19 MR. ZOBRIST: There are a number. They're
20 mainly in the East Coast and the West Coast. And I
21 think that Dr. Galli has gone through those.

22 But if you look at that wind map that I have
23 there, you look at the real thick blue lines, that's
24 where some of those are.

25 I know one comes down from Quebec into

1 New York State, and I believe that National Grid,
2 Mr. Blazewicz, can probably talk about that. That's a
3 direct current line. Correct? Yeah.

4 CHAIRMAN KENNEY: Thank you.

5 JUDGE BUSHMANN: Questions.

6 Mr. Zobrist.

7 COMMISSIONER HALL: Yes. Good morning.

8 MR. ZOBRIST: Good morning.

9 COMMISSIONER HALL: The PowerPoint that you
10 presented there, can we get a hard copy of that?

11 MR. ZOBRIST: Sure. I'd be glad to. It may
12 take me a day or two. I've got to find a color copier
13 but we'll get it --

14 COMMISSIONER HALL: I don't need it in color.

15 MR. ZOBRIST: Okay.

16 COMMISSIONER HALL: Who will you have testify
17 who can answer questions about current contracts that
18 you have with generators, load carrying entities or
19 landowners?

20 MR. ZOBRIST: Mr. Berry will talk about the
21 status, and I think Mr. Skelly perhaps generally can
22 about the status of those negotiations. But we do not
23 have contracts yet, but we have talked with a number of
24 folks --

25 COMMISSIONER HALL: With generators, load

1 carrying entities or landowners?

2 MR. ZOBRIST: Right. Well, now, with
3 landowners in term of easements, we do have some on
4 that, and I believe Mr. Lawlor would be the witness to
5 talk about that.

6 COMMISSIONER HALL: Okay. And you said
7 Mr. Skelly as to the negotiations?

8 MR. ZOBRIST: I would say Mr. Berry is
9 probably the best witness on that, on both load-serving
10 entity interest in the project and wind generators.

11 And, of course, we do have Infinity Wind and
12 Tradewind Energy here to respond to their views of the
13 process.

14 COMMISSIONER HALL: Okay.

15 MR. ZOBRIST: They are wind generators,
16 Commissioner.

17 COMMISSIONER HALL: The Chairman asked a
18 question about the Agricultural Impact Mitigation Policy
19 and what witness you have that could provide information
20 on that, and I look forward to hearing from Mr. Lawlor
21 on that.

22 But I do have a question about -- there was
23 some testimony that Clean Line would be open to
24 including aspects of this policy in easement agreements
25 kind of on an ad hoc basis if it was necessary with a

1 particular landowner.

2 But I was wondering whether or not Clean Line
3 would be opposed to, if we were to grant the CCN, making
4 it a condition that this policy be followed.

5 MR. ZOBRIST: You know, I'm not going to
6 negotiate with you right now, Commissioner, but I can
7 say that the company would be open to that. I think I
8 just want to make certain that our people understand
9 exactly, you know, the nature of the Commission, and I
10 would welcome your questions to, say, Mr. Lawlor about
11 that because that is a policy that the company has
12 adopted.

13 COMMISSIONER HALL: Okay.

14 I understand that the decision that the
15 Arkansas Commission reached back in 2011 was a different
16 line than the line we're talking about here.

17 MR. ZOBRIST: Correct.

18 COMMISSIONER HALL: But I was -- what is the
19 status of -- which line is that?

20 MR. ZOBRIST: That's the Plains and Eastern,
21 which is the southern line.

22 COMMISSIONER HALL: What's the status of that
23 line?

24 MR. ZOBRIST: I'm going to have to talk to
25 Mr. Kottler to make certain. I know that they had a

1 hearing recently in Tennessee before the Tennessee
2 Regulatory Commission, and I just don't know the status
3 of the Arkansas Commission at this time.

4 COMMISSIONER HALL: Okay. Can you explain to
5 me what the Arkansas Commission concluded? Because I've
6 read this decision and I'm a little confused by it.

7 MR. ZOBRIST: I read it a couple months ago.
8 I was confused as well. And I'm not sure I'm competent
9 to -- Mr. Kottler is here and he's not admitted
10 pro hac vice, so he's not going to be addressing any
11 witnesses, but he could certainly respond to your
12 question if you'd like him to right now, Commissioner.

13 COMMISSIONER HALL: Yeah, I would. I'd be
14 curious as to how Clean Line interprets the Arkansas
15 ruling.

16 MR. KOTTLER: Sure.

17 So Arkansas has a bit of an odd statute, and
18 in their Commission they applaud the efforts of Clean
19 Line and the basis of the project but note that we
20 didn't have current existing facilities and current
21 existing customers at the time, and it put the project
22 in a catch-22 of sorts, where there wasn't an ability to
23 build the project or acquire those customers until we
24 had public utility status, and that put us in a bit of a
25 conundrum.

1 So we're currently improving the siting
2 approvals for the Plains and Eastern project in Arkansas
3 through the Department of Energy and Southwestern Power
4 Administration.

5 That project is moving forward, and we're a
6 public utility in the state of Oklahoma. Oklahoma
7 Corporation Commission has granted us public utility
8 status. And we currently have an ongoing docket in
9 Tennessee where we're seeking to become a public utility
10 in the state of Tennessee from the Tennessee Regulatory
11 Authority.

12 COMMISSIONER HALL: That's all I have. Thank
13 you.

14 MR. ZOBRIST: Great. Thank you.

15 JUDGE BUSHMANN: Thank you.

16 Opening statement by Sierra Club.

17 MR. ROBERTSON: Good morning.

18 The Sierra Club supports the application for
19 the certificate of convenience and necessity because we
20 need more wind energy in the state and in this country.

21 Wind is the lowest cost source of new
22 generation and that position will only improve as the
23 costs and risks of new fossil generation increase and
24 the retirements of aging coal plants snowballs.

25 Ordinarily the Sierra Club would not likely

1 take a position on a transmission line except perhaps to
2 oppose it, but we have an overriding concern with the
3 pollution caused by coal-fired generation and the harm
4 it does to the public health and the global threat of
5 greenhouse gases that they pose to the durability of a
6 hospitable climate.

7 We especially welcome the injection of
8 500 megawatts of wind energy into Missouri.

9 Ameren Missouri is not required at this time
10 to state whether we'll accept that energy or not and
11 that should not be a precondition to the grant of the
12 CCN.

13 Even if Ameren does not accept it, Missouri
14 will benefit from having 500 megawatts more wind energy
15 on the MISO grid.

16 Grain Belt consulted with environmental
17 groups including the Sierra Club in the routing of this
18 line, and it worked particularly closely with the Nature
19 Conservancy to ensure there would be no environmental
20 harms.

21 We are satisfied that the line will not have
22 adverse environmental impacts, and, indeed, we think it
23 will be an environmental benefit.

24 And that's all I have.

25 JUDGE BUSHMANN: Questions.

1 CHAIRMAN KENNEY: No, thank you.

2 JUDGE BUSHMANN: Thank you.

3 Opening statement by Wind on the Wires and
4 the Wind Coalition.

5 MR. REED: Good morning. Steven Reed for
6 Wind on the Wires and the Wind Coalition.

7 Wind on the Wires is a not-for-profit
8 organization. It's a collaborative organization
9 dedicated to wind energy's fair access to the electric
10 transmission system in the market throughout the
11 Midwest, with the primary focus on the MISO footprint.

12 Our Board of Directors at Wind on the Wires
13 are comprised of wind developers, environmental
14 organizations, wind energy experts, travel
15 representatives, clean energy advocates and businesses
16 providing goods and services to the wind energy -- the
17 wind industry in Missouri and across the country.

18 The Wind Coalition is the industry trade
19 association created to promote the development of wind
20 energy resources as clean, reliable and affordable.

21 The Wind Coalition is the wind energy
22 industry's voice within ERCOT, the Electric Reliability
23 Council of Texas, and the Southwest Power Pool, or SPP,
24 which includes the states of Texas, Kansas, Oklahoma,
25 Nebraska, Arkansas, Missouri, New Mexico and Louisiana.

1 The Wind Coalition works to expand
2 transmission capacity to increase wind power use within
3 the region and to facilitate wind power export.

4 Jointly Wind on the Wires and the Wind
5 Coalition have referred to ourselves as the Clean Energy
6 Intervenors, or CEI for short, in this proceeding.

7 So CEI supports the Grain Belt Express
8 because of its unique ability to deliver wind from the
9 best wind resource in our country, the Grain Belt, to
10 two of the country's largest wholesale electric markets;
11 that is, MISO and the PJM.

12 This serves multiple benefits for both
13 Missouri and larger regions of the country. Two of
14 those benefits are, it can help many states comply with
15 their state Renewable Portfolio Standards and Federal
16 clean air requirements with some of the cheapest wind
17 energy available in the U.S., and it can provide low
18 wholesale market prices through the addition of low-cost
19 wind energy.

20 It benefits Missouri and uniquely benefits
21 multiple states across the country, which is key here
22 because few transmission projects have the ability to
23 connect three wholesale markets and deliver the benefits
24 of those natural resources in the plain states at a
25 lower cost than what we have with our current

1 transmission grid.

2 Our testimony does not address all of the
3 issues in this case. We leave the market analysis and
4 impacts to Clean Line to explain. But our witness
5 Michael Goggin of the American Wind Energy Association,
6 AWEA, and our testimony bring to you the wind industry's
7 perspective on the need for the line and the public
8 interest it serves.

9 The Grain Belt Express makes low-cost wind
10 energy available to states that need renewable energy
11 resources to comply with their state portfolio standards
12 and it reduces the overall -- or overall carbon
13 footprint, so that states can comply with the proposed
14 clean power plant rule.

15 There are 38 states with Renewable Portfolio
16 Standards, and this line enables wind developers to
17 market Kansas wind to eight of those states, including
18 Missouri.

19 As of the end of 2012 these states have a
20 need of 7,500 to 10,000 megawatts of wind to comply with
21 their RPS, of which Missouri has a need of about
22 1,200 megawatts. The grain belt provides a portion of
23 that.

24 The Environmental Protection Agency has
25 proposed a rule to reduce carbon emissions from existing

1 coal plants starting in 2020. Wind can be used as a
2 compliance mechanism to replace energy from coal plants,
3 although there are a number of variables that need to be
4 worked through before a clear estimate of how much
5 renewable energy will actually be needed for compliance.

6 One of the methods the EPA used to estimate
7 that amount of wind needed would drive a demand in
8 Missouri for up to 9 million megawatt hours. The Grain
9 Belt can help Missouri meet that need, and Grain Belt
10 has the ability to provide about one-fourth of that
11 demand, or about 2.2 to 2.6 million megawatt hours per
12 year.

13 This line can also help Eastern Missouri
14 lower its wholesale energy costs. Mr. Cleveland of
15 Grain Belt provides that data, and his analysis is
16 consistent with numerous independent analyses cited by
17 our witness, Michael Goggin.

18 These analyses aren't targeted on Missouri
19 but they certainly demonstrate the trend that low-cost
20 wind and low-cost transmission tend to lower wholesale
21 electric energy prices.

22 We also present testimony on the potential
23 environmental benefits of the line and wind generally.
24 Mr. Goggin found that Grain Belt's environmental
25 estimates are consistent with his analysis using the

1 EPA's model that estimates emissions reductions due to
2 the addition of wind energy.

3 And finally we provide a qualitative
4 assessment of the economic feasibility of the line. The
5 Grain Belt Express enables states far from Kansas to
6 access some of the best wind resources in the country,
7 and there is no transmission lines similar to the Grain
8 Belt that can directly convey power from the SPP
9 eastward to those states in both MISO and PJM.

10 The hurdle preventing cost-effective
11 point-to-point delivery of wind from SPP into the PJM
12 are the variable transmission system costs that a wind
13 developer cannot manage or hedge over the duration of a
14 typical PPA contract of 10 to 20 years.

15 Grain Belt Express removes those
16 uncertainties by providing a known cost for transmission
17 for a fixed term.

18 Based on the evidence that we and the other
19 supporters of Grain Belt will provide here over the
20 course of this hearing, we ask that you approve Grain
21 Belt Express's application for a certificate of
22 convenience and necessity.

23 Thank you.

24 CHAIRMAN KENNEY: Mr. Reed --

25 MR. REED: Yes.

1 CHAIRMAN KENNEY: -- good to see you again.

2 MR. REED: Thank you.

3 CHAIRMAN KENNEY: Thank you for being here.

4 Just a couple of quick questions.

5 And you said that your clients are leaving
6 the market analysis testimony to Clean Line?

7 MR. REED: Yes.

8 CHAIRMAN KENNEY: Are you aware of any
9 potential projects that would be developed by your
10 clients that are waiting for the Clean Line line to come
11 to fruition?

12 I mean, there was testimony from Mr. Zobrist
13 that there haven't been any specific contracts signed
14 yet between generators and Clean Line, but are you aware
15 of any potential projects or existing projects that are
16 standing in the -- that are, like, on deck awaiting for
17 the line to be --

18 MR. REED: Commissioner, I am not, but I do
19 have Sean Brady with Wind on the Wires here with me
20 today and Mr. Goggin will be here later this week.

21 CHAIRMAN KENNEY: That will be able to
22 testify about projects which they are aware?

23 MR. REED: Yes, projects that we're aware.

24 I am not -- standing here today,
25 Commissioner, right now I'm not.

1 CHAIRMAN KENNEY: Okay. All right. That's
2 all I have then. Thank you.

3 JUDGE BUSHMANN: Thank you.

4 Opening from Infinity Wind Power.

5 MS. PEMBERTON: Thank you.

6 I'm Terri Pemberton on behalf of Infinity
7 Wind, and what you're going to hear here is kind of a
8 theme.

9 As a wind developer we need transmission, and
10 so you've heard it from Mr. Zobrist and you've heard it
11 from Sierra Club and Wind on the Wires.

12 And as a wind developer, Infinity would agree
13 that transmission is what we need in order to bring our
14 product to market.

15 Before I get into all of that I want to talk
16 to you a little bit about who Infinity Wind is.

17 We are a wind farm developer. We have
18 offices in California, Minnesota and Colorado, and we
19 have over one gigawatt of projects either in operation
20 or under development within the states of North Dakota,
21 Minnesota, Iowa, Nebraska, Oklahoma, Texas, New Mexico
22 and most importantly this proceeding in Kansas.

23 Infinity's primary focus is to identify
24 prospective wind energy project sites and get the
25 projects online and up and running so we can get the

1 power to market.

2 We're a full-service developer, meaning that
3 we do everything from prospecting, land permitting, land
4 leasing. We do enter into purchase -- power purchase
5 agreements and we also work on the financing aspects of
6 the project.

7 As such Infinity has a global perspective on
8 the market and knows what it takes to bring a project
9 online.

10 Mr. Matt Langley will be here on Thursday to
11 answer any questions that you might have specifically as
12 to developments of particular projects.

13 We sought intervention in this proceeding in
14 order to support Grain Belt's proposed line because,
15 again, we need the transmission to get our product to
16 market.

17 I really like the map that Mr. Zobrist had
18 put up earlier that showed the lack of transmission
19 within the Midwest.

20 As you're well aware, the Midwest has an
21 abundance of wind energy, and we just don't have the
22 consumers or the marketplace for the production that
23 can -- that could occur.

24 Essentially we're not fully realizing the
25 full potential of wind generation because we have no

1 avenue and no pathway to get the product to market.

2 Our projects are based within the South -- or
3 the SPP, the Southwest Power Pool, and as you're aware
4 of South -- or Southwest Power Pool, it's in the middle
5 of the country, and those are the same states that also
6 have abundant wind energy.

7 So for us to be able to sell our product to
8 companies within the SPP, we're not able to offer them a
9 superior product than what they're able to get already
10 from their own states, so we need to find markets
11 further east in areas that need the resources that we
12 have to offer.

13 There is high concentrations of manufacturing
14 facilities and there is high populations of people
15 living on the East Coast and we're trying to get our
16 product over there for them.

17 As a wind developer, Infinity has the ability
18 to harness the wind that is available in Kansas. We
19 just need the ability to get it to market as I said.

20 Conceptually we don't believe this is any
21 different than the production of wheat or corn,
22 soybeans, any of the agricultural products that we have
23 to offer in Kansas as well.

24 You know, if we didn't have railways or roads
25 or highways, barges, pipelines, things of that nature,

1 we wouldn't be able to produce the products that we can
2 grow locally on the scale that we do. We would have to
3 reduce the production of those products because they
4 could only be consumed within the production area.

5 So as Mr. Zobrist had indicated in his
6 opening, the highway system is really a great analogy as
7 to what Grain Belt Express is trying to do with their
8 project. They're trying to open up a whole new avenue
9 for customers.

10 Right now what we are dealing with as a wind
11 developer, we are operating within the constraints of
12 our regional transmission operators. Ours is, of
13 course, SPP and MISO specifically that we'd be talking
14 about today.

15 And this means that we have to -- in order to
16 get our product outside of the SPP, we have to work with
17 multiple utilities and RTOs in order to acquire the
18 rights to create the pathway to get the product out of
19 our area.

20 Those agreements that we have to enter into,
21 we have a bit of a disconnect because the contracts that
22 we enter into to move the power out are essentially
23 three- to five-year contracts. And when you're dealing
24 with wind development and transmission development,
25 you're looking at long term, so you're looking at, you

1 know, 20-year projects, 30-year projects.

2 So you have projects that are being developed
3 that are 20, 30 years in length, but in order to move
4 products out, we're stuck with these three- to five-
5 year agreements, and because the price can change at the
6 end of that term, there is a little bit of price
7 instability that is associated with the movement of the
8 power.

9 So all we can do -- a long-term agreement for
10 the actual generation of the power to get it to market,
11 the movement of the power is subject to market
12 volatility in some respects because we don't know what
13 the prices are going to be to move the product.

14 This project that Grain Belt Express is
15 proposing to bring online would operate outside those
16 constraints of the RTOs that we're currently under.

17 As a wind developer we're very excited
18 because we're currently seeing great advancements in
19 wind turbine technology, and that allows us to more
20 effectively and efficiently produce the wind.

21 Competitive projects in today's market are
22 operating at higher capacity and lower associated costs
23 per megawatts than we've seen previously, and we expect
24 that just to increase as time goes on.

25 In the area such as Western Kansas, wind

1 energy is -- and you've heard this from Sierra Club and
2 Wind on the Wires -- wind energy is the least-cost new
3 source of power, new build electricity.

4 We're excited again to contemplate the
5 potential for wind power when we consider the
6 advancements being made in the technologies, coupled
7 with projects like Grain Belt Express where we can
8 actually get our product to market. We think the
9 opportunities are boundless.

10 Some of the benefits that we see of this
11 project, as I've already said, it creates an open
12 pathway for us to move the wind power to higher load
13 centers in the East.

14 We believe there is a reduction in line
15 losses due to the direct current versus the alternating
16 current technologies. That means that more of the
17 generated power that is being produced actually makes it
18 to the end-use consumer.

19 The existence of the line will allow for
20 expansion of wind projects -- expansion and developments
21 of new wind projects. This should over-- reduce the
22 overall costs of the per megawatt hour for each unit
23 produced.

24 The environmental benefits. We have -- it
25 would help us reduce our reliance on finite resources

1 like coal and natural gas. The wind is free. We don't
2 have fuel sources associated with the production itself,
3 and also there's conservation of water resources because
4 we don't need water to produce our product like natural
5 gas and coal does.

6 On a general global scale, you know, we have
7 companies out there who are looking for wind projects
8 because they want to reduce their carbon footprint. And
9 these companies are, like, Google, Microsoft, Ford. You
10 know, they want to have a positive impact on the
11 environment, so they are looking for opportunities to
12 reduce their carbon footprint, and wind is one way that
13 they are choosing to do that.

14 We have every belief that if this project
15 comes online, we will have the opportunity to enter into
16 long-term agreements with other companies that are
17 equally interested in reducing their carbon footprint as
18 well.

19 Over the course of this hearing you're going
20 to hear that there is not really a need for this
21 project, and we're wind industry and we're standing here
22 telling you that we see a need for the project.

23 I apologize. I'm trying not to repeat things
24 that other people have already said.

25 What we're hearing right now from industry --

1 and when I say industry I mean investors and purchasers.
2 We're hearing a lot of interest, and the problem that we
3 have -- and this kind of goes to Commissioner --
4 Chairman Kenney's position -- or question regarding are
5 there projects out there waiting to be brought online,
6 and we do have projects that are -- that are sitting
7 waiting to be brought online that we are contemplating,
8 especially for this project.

9 So without this project we would have to find
10 other ways. We would have to revisit the drawing board,
11 if you will, to revamp the projects so that we could
12 bring power online.

13 So there is an interest. We are currently
14 working with this project in mind as we develop our own
15 projects.

16 As I indicated earlier, you have long-term
17 pro-- the long-term thoughts that go into developing a
18 transmission and wind development project. We have to
19 have access to financing obviously capital.

20 These projects are capital intensive, and in
21 order to do that -- it's a catch-22. Mr. Kottler kind
22 of indicated they ran into an issue in Arkansas with the
23 catch-22 issue.

24 And it's kind of a similar situation, in that
25 you can't get investment unless you can show that your

1 project is not riskier than another project essentially.

2 So what we have is we have investors who are
3 willing to invest in our projects but because we don't
4 have transmission to get the product out of the
5 production area, they view that as a risk, and so
6 they're going to be less inclined to inject additional
7 dollars into projects where they don't have a clear
8 pathway to get the product to market.

9 We may not be able to produce if we don't
10 have the transmission, and at that point we couldn't be
11 able to sell the product either, so the investors are
12 going to be less inclined to inject additional dollars
13 into those projects.

14 The same is true for purchasers. You can't
15 go out and purchase -- get -- enter into a purchase
16 power agreement with someone when you don't have a clear
17 path to get the power to them.

18 So we're having conversations with people who
19 are interested but we can't enter into any agreements
20 because we have no pathway to get the product to them.

21 Essentially what does this mean? It's
22 additional investment allows for expansion and
23 development of current and existing projects. The
24 expansion and development means we can generate more
25 energy, and with the efficient pathway to market we have

1 access to more purchasers.

2 These things combined should result in a
3 lowering of wind energy cost on a per megawatt hour
4 basis.

5 And the idea that if you have more of
6 something, the less it should cost. It's not really a
7 novel concept.

8 We view the Grain Belt and the Commission's
9 decision actually -- if you were to deny this
10 application, we believe that that denial would
11 perpetuate market inefficiencies because right now we're
12 not able to fully produce and so you're denying the
13 opportunity for the producers to produce and the
14 purchasers to have an opportunity to purchase.

15 So we believe that creates a market
16 inefficiency because we don't have the transmission
17 path.

18 In summary, and in conclusion, we do have a
19 need for this project. We do have projects in the wings
20 waiting to come online or to be more fully developed for
21 this project, for Grain Belt's project.

22 If this project comes online, we will use it.
23 It's that simple for us. We'll find a use for it.

24 We believe the project is in the public
25 interest because it has the potential to reduce the cost

1 of energy and it offers a cleaner solution to other
2 energy alternatives.

3 You know, we had this discussion sort of
4 daily in our lives anyway about how we need to find
5 cleaner solutions for energy needs and develop a more
6 robust transmission grid, but when it comes down to it,
7 there's a hesitancy to do what is necessary and take the
8 steps necessary to make sure that we can accomplish
9 these things.

10 This Commission, you know, one of the few who
11 is sitting in the position where they can actually
12 embrace the future and take a positive step in ensuring
13 that we can develop a more robust grid and create a more
14 balanced portfolio as far as our energy reliance is
15 concerned, because as we have more wind power online, of
16 course, that allows us to reduce our reliance on other
17 types of energy sources.

18 We hope that the Commission takes that
19 step -- takes the steps and makes the decision to grant
20 Grain Belt its certificate.

21 And with that, that's all I have.

22 CHAIRMAN KENNEY: Ms. Pemberton, thanks.

23 Will Mr. Langley be able to testify
24 specifically about the projects that you were discussing
25 that are in works and the size and location?

1 MS. PEMBERTON: Well, there is certain
2 information that is very --

3 CHAIRMAN KENNEY: Proprietary?

4 MS. PEMBERTON: Right. And so he will be
5 able to generally talk about what's going on but he
6 won't be able to give you specific locations and things
7 of that nature. He can give you general. I mean, it's
8 Western Kansas, so . . .

9 CHAIRMAN KENNEY: All right. Thank you.

10 JUDGE BUSHMANN: Thank you.

11 MS. PEMBERTON: Thanks.

12 JUDGE BUSHMANN: Opening by Commission Staff.

13 MR. WILLIAMS: May it please the Commission.

14 My name is Nathan Williams and I, together
15 with Alex Antal, Whitney Hampton and Cydney Mayfield,
16 will be appearing before you during the hearing of this
17 case.

18 This case is unique. It's the first time
19 someone has sought a certificate of convenience and
20 necessity for a high voltage, direct current
21 transmission line in Missouri.

22 To the Staff's knowledge it is also the first
23 time an applicant in Missouri has proposed to fund the
24 construction of a transmission line by selling capacity
25 of that line. It's not unique in that it's a tough

1 case.

2 Grain Belt Express is seeking authority from
3 this Commission to build in Missouri about a 206-mile
4 section of an about 750-mile high voltage, direct
5 current transmission line to transmit energy -- I mean,
6 electricity from Southwest Kansas just into Indiana and
7 to build a converter station in Missouri to deliver up
8 to 500 megawatts of alternating current electricity into
9 the MISO footprint.

10 Grain Belt Express's route for the
11 transmission line crosses eight counties in Northern
12 Missouri, Buchanan County, Clinton County, Caldwell
13 County, Carroll County, Chariton County, Randolph
14 County, Monroe County and Ralls County.

15 Many of you have been to those counties for
16 the local public hearings that were held within them.

17 And it plans to build a converter station in
18 Ralls County.

19 Grain Belt Express also plans to build a
20 converter station in Kansas and another in Illinois near
21 the Indiana border.

22 Grain Belt Express estimates the cost of the
23 transmission line and three converter stations alone to
24 exceed \$2 billion.

25 In deciding whether to grant a certificate of

1 convenience and necessity in this case, the Commission
2 is tasked with deciding whether the benefits of the
3 transmission line and associated facilities exceed the
4 costs that are associated with them.

5 Much like its discretion in deciding in the
6 first instance what the relevant factors are in setting
7 rates, it will be the Commission who in the first
8 instance decides how broadly or narrowly it views the
9 benefits and the costs both geographically and in terms
10 of indirect, as well as direct costs and benefits.

11 As a multi-state project there are benefits
12 and costs outside of the state of Missouri. As a
13 Missouri State agency, the Commission's primary concern
14 should be with the cost and benefit impacts on the
15 general public in Missouri.

16 In reviewing Grain Belt Express's
17 application, Staff evaluated it under the five Tartan
18 factors the Commission has used numerous times when
19 deciding whether to grant a certificate of convenience
20 and necessity.

21 Those factors are whether there is a need for
22 the facilities and the service, whether the applicant is
23 qualified to own, operate, control and manage the
24 facilities and provide the service, whether the
25 applicant has the financial ability for the undertaking,

1 whether the proposal is economically feasible and
2 whether the facilities and service promote the public
3 interest.

4 The Staff has set out in the position
5 statements it filed last Friday, it is Staff's view that
6 the evidence in this case will not show that the
7 transmission line and converter stations are needed,
8 economically feasible or will promote the public
9 interest in Missouri.

10 Well, while Staff is not recommending the
11 Commission grant Grain Belt Express a certificate of
12 convenience and necessity, Staff is recommending the
13 Commission impose a number of conditions on any
14 certificate it does grant.

15 Those conditions are listed in Staff's
16 position statements, so I will not repeat that long list
17 here.

18 Staff's conditions are designed principally
19 to apprise the Commission of the progress of permitting,
20 construction, operation and financing, to address
21 landowner concerns, to assure cost causers pay and to
22 address safety matters, including impacts on nearby
23 facilities.

24 Staff's witnesses are in anticipated order of
25 appearance Sarah Kliethermes, whose testimony relates to

1 the economic feasibility and public interest Tartan
2 factors and she sponsors certain Staff conditions; David
3 Murray, whose testimony relates to the financial ability
4 Tartan factor and Staff financial conditions; Natelle
5 Dietrich, whose testimony relates to the public interest
6 Tartan factor; Shawn Lange, whose testimony relates to
7 the public interest Tartan factor and safety-related
8 Staff issues; Michael Stahlman, whose testimony relates
9 to the economic feasibility and public interest Tartan
10 factors, and he also sponsors certain Staff conditions;
11 Robert Leonberger, whose testimony relates to the public
12 interest Tartan factor and conditions related to safety
13 and impacts on nearby facilities.

14 Staff's final witness is Dan Beck, whose
15 testimony relates to the Tartan factors of applicant
16 qualification, need and public interest, and he also
17 sponsors certain Staff conditions.

18 Thank you.

19 CHAIRMAN KENNEY: No questions.

20 JUDGE BUSHMANN: Thank you.

21 Oh. Excuse me.

22 COMMISSIONER RUPP: Thank you, sir.

23 Just out of curiosity, the other states that
24 have already provided -- or approved a certificate, were
25 their own Staff, were they on board or did the

1 Commission just go along with the Staff's opinion or did
2 they --

3 MR. WILLIAMS: I'm sure Grain Belt Express
4 could be more certain about the response, but I believe
5 they reached some agreements in Indiana. I'm not sure
6 about Kansas, if it was a Staff agreement as well. But
7 they were not all contested matters.

8 COMMISSIONER RUPP: Okay. Thank you.

9 MR. WILLIAMS: At least with the Staff.

10 COMMISSIONER HALL: One quick question.

11 You heard Clean Line's explanation of the
12 Arkansas decision. Do you agree with that
13 interpretation of that decision?

14 MR. WILLIAMS: I have not looked at that
15 Arkansas decision lately, so I don't have an
16 interpretation of it at this point.

17 COMMISSIONER HALL: I'd be curious --

18 MR. WILLIAMS: If you'd like for us to brief
19 it --

20 COMMISSIONER HALL: I would find that
21 illuminating.

22 MR. WILLIAMS: Or if you want something
23 sooner we could --

24 COMMISSIONER HALL: No.

25 JUDGE BUSHMANN: All right. Thank you.

1 MR. WILLIAMS: Thank you.

2 JUDGE BUSHMAN: Opening by United for
3 Missouri.

4 MR. LINTON: Thank you, Your Honor.

5 United for Missouri has no opening statement
6 and waives its right to an opening statement.

7 JUDGE BUSHMANN: Very good.

8 Rockies Express Pipeline.

9 MS. DURLEY: Good morning. My name is Colly
10 Durley and I represent Rockies Express Pipeline. We
11 refer to it as REX occasionally.

12 REX operates a 42-inch natural gas pipeline
13 across the state of Missouri. The approximate location
14 of the proposed transmission line and Rockies Express at
15 least in some cases will parallel one another, cross one
16 another and in general they're in the same location or
17 general location.

18 The concern that Rockies Express has is that
19 there are recognized potential effects of a high
20 voltage, direct current transmission line on underground
21 facilities, in particular underground pipelines.

22 So REX is concerned about these effects, the
23 effects on the integrity of the pipeline and, of course,
24 on the safety of the pipeline.

25 REX has one witness that it is bringing,

1 Robert Allen. He is an engineer. He will testify and
2 make recommendations as to the conditions he would like
3 to see imposed by the Commission to protect the
4 integrity and safety of the pipeline.

5 JUDGE BUSHMANN: Thank you very much.

6 MS. DURLEY: Okay. Thank you.

7 JUDGE BUSHMANN: The Reicherts and Meyers.

8 MR. DRAG: Good morning, Commissioners.

9 My name is Gary Drag and I represent Matthew
10 and Christina Reichert and Randall and Roseanne Meyer.

11 My clients have intervened in this case
12 because they will be adversely impacted by the proposed
13 project crossing their land, and also they see severe
14 weaknesses in the easement agreement that is being
15 provided to the landowners of Missouri.

16 You will hear opening arguments and testimony
17 from Staff, United for Missouri, Missouri Landowners
18 Association, Farm Bureau and Show Me that clearly
19 demonstrates that Grain Belt has not satisfied at a
20 minimum the public need, economic feasibility and the
21 public interest prongs of the Tarton criteria;
22 therefore, I'm not going to go and replot that ground.

23 I want to show -- well, this has to be
24 changed a bit but -- because I don't have any video, my
25 presentation, my pictures.

1 For the Reicherts, their land right now
2 currently has -- 15 percent of their land is under
3 easement because of pipelines. Adding this transmission
4 line will double that, so we're almost a third of their
5 land is taken by easements.

6 That's a severe encumbrance on the property,
7 and -- you know, and that does have an impact. It is
8 much greater than what is said in terms of the -- by --
9 you know, Grain Belt will say that, well, we're
10 providing fair market value. Well, the impact is much
11 greater than that when you're thinking about losing a
12 third of your property under easement.

13 And the risk that the Reicherts run is that
14 because -- that their land will become a corridor for
15 other transmission lines. They already are a corridor.
16 They have four pipelines which are a problem but at
17 least they can go and farm over them without
18 interference. Transmission lines are another issue.

19 On the Randall and Roseanne Meyer's property,
20 the way the transmission line cuts across their property
21 is at a diagonal. It basically cuts the property almost
22 in half and will preclude any type of aerial application
23 if they ever go to a row crop in that portion of the
24 property.

25 Also what is more important to them is that

1 this line runs right over the homestead site that they
2 had selected and that their daughter had selected for
3 her, her husband and their family, and that too, there's
4 a greater impact there.

5 But these impacts, those are representative
6 of what is happening, is going to happen to the
7 landowners across Missouri. And we can talk about
8 statistical studies that say there is no financial
9 impact on the property.

10 But when you come down to it, you go and look
11 at the properties individually and you see within --
12 like, the Reicherts, the transmission line will be less
13 than 400 feet from their home. Their home is 23 feet
14 high. Those transmission towers will be 150 or 100 feet
15 high. That's a significant impact.

16 Now, there's been talk -- I call it an ugly
17 rumor -- that Grain Belt could be granted a CCN, a
18 conditional CCN.

19 And our stance is that because of the severe
20 deficiencies of the application, putting conditions on a
21 CCN is basically putting lipstick on a pig.

22 We think that it should either be denied but
23 without prejudice, so they can come back and fix what
24 they need to fix.

25 If there does -- if you do grant conditions,

1 we ask you to go and consider two issues when granting,
2 at least with respect to the landowners.

3 One is to equalize the bargaining power
4 between the landowner and the Grain Belt and also to go
5 and put conditions in that would prevent the risk of the
6 landowners not having adequate information or
7 misinformation.

8 In terms of the bargaining power issue, Grain
9 Belt is backed by a multi-billion hedge fund versus the
10 landowners, who if they try to negotiate an easement on
11 their own are basically operating with minimal
12 information.

13 They don't know -- a lot of them will not
14 know what can be done in terms of asking for contractual
15 provisions.

16 And secondly, they have limited financial
17 resources. Many of them are very wealthy on paper
18 because they have land but that doesn't translate
19 necessarily into cash flow to go and pay for attorneys'
20 fees.

21 And so that put -- you know, for them to go
22 and hire an attorney, to pay a thousand dollars or so,
23 is a big issue.

24 And also, in terms of, like, about the
25 misinformation, I have been in meetings with the land

1 agent who has contacted the Reicherts. And, for
2 instance -- now, this is not applicable to the easement
3 agreement but it gives you an idea.

4 She stated that, oh, the power -- that no
5 other nongreen energy producers will tie into the line
6 because they have to build their own converter station.
7 Well, that's wrong.

8 I mean, that's -- you know, if, for instance,
9 for whatever reason the Holcomb power plant, which has
10 been approved, if, for instance, they decide they want
11 to export power to the eastern instead of Colorado,
12 that's 50 miles away. They could tie into that -- into
13 the Grain Belt converter station. There would be no
14 cost and it's an open tariff through the FERC.

15 So, you know, we are concerned about that
16 misinformation, and by putting conditions in terms of
17 the easement agreement and what is required, that will
18 prevent -- that will help the landowners out
19 considerably.

20 A good example is to require Grain Belt to
21 discuss -- to go and provide the landowners information
22 about the homestead exemption under eminent domain, at
23 least tell them that this exists, and also in terms of
24 the Centennial Farm exemption under eminent domain.

25 This way the landowners can negotiate from a

1 point of knowledge and you equalize that bargaining
2 power, and we think that is critically important in this
3 situation.

4 Grain Belt has stated -- I mean, Mr. Lawlor
5 has stated in his testimony that they want to treat the
6 landowners fairly and that he references their
7 Agricultural Impact Mitigation Policy.

8 My question is why didn't they go and include
9 that policy as part of the easement agreement to begin
10 with when it had been fair? It would have avoided a lot
11 of conflicts.

12 They've also -- in Illinois Grain Belt would
13 be required to file an Agricultural Impact Mitigation
14 Agreement. They file it with -- it is a negotiated
15 agreement with the Illinois Department of Agriculture.
16 It is required by state law.

17 It is a very extensive document that gives
18 very detailed requirements for mitigation, and of that,
19 that AIMA is incorporated into all of the Illinois
20 easements by reference and specifically says that in
21 that AIMA.

22 And Grain Belt, through a sister corporation,
23 Rock Island Clean Line, who has already filed an AIMA
24 with Illinois, has access to those terms.

25 Why couldn't those terms have been included

1 in the easement agreement to begin with?

2 In summary, they have a policy but that
3 policy is not contractually binding, and the landowners
4 would have to go -- they would have to go and -- let me
5 back up.

6 Grain Belt's stance has been for the
7 landowners to go and ask for terms and that they will be
8 considered. That should not be the case here. I mean,
9 they already have an AIMA that they're going to develop
10 for Illinois. Why shouldn't that -- why shouldn't that
11 not apply across the whole -- across Missouri also, I
12 mean, at least the terms of that?

13 And in my meeting with the land agent she
14 said, well, we want to treat all landowners fairly
15 across the whole project. Well, if that's the case,
16 then incorporating that AIMA terms into their easement
17 agreements is critical.

18 And basically, as all of you know, a policy
19 statement is worthless in a court of law, and so we need
20 the contractual agreement provisions in the agreement.

21 And finally I'd like to say that Missouri
22 landowners should be treated and should have the same --
23 or be equally protected as Illinois landowners. There
24 is no reason for them not to be.

25 Anyway, thank you.

1 JUDGE BUSHMANN: Thank you.

2 MR. DRAG: Okay. Thank you.

3 COMMISSIONER HALL: You were discussing the
4 AIMP?

5 MR. DRAG: AIMA. Well, there is the IAMP,
6 which is the Agricultural Impact Mitigation Policy that
7 is -- that Grain Belt has put out.

8 COMMISSIONER HALL: Right.

9 And if I understood you correctly, if -- I
10 mean, obviously you're opposed to a CCN being granted.

11 MR. DRAG: Correct.

12 COMMISSIONER HALL: But if one were to be
13 granted, you would like to see the terms of that policy
14 in the easements or possibly -- and this is my
15 question -- as a condition upon the grant of the
16 application?

17 MR. DRAG: We would actually like to see the
18 terms similar or identical or better than as with the
19 Agricultural Impact Mitigation Agreement that will be
20 signed with the Illinois Department of Agriculture.

21 COMMISSIONER HALL: How does that agreement
22 compare to the policy that Clean Line has implemented?

23 MR. DRAG: I'm sorry.

24 It is much more specific. For instance, it
25 sets specific standards for decompaction of the soil.

1 It says they will -- and I don't remember the exact
2 numbers, but I think it's decompacting to 18 inches and
3 chiseling down 12 inches, but I could be off on that.
4 There's a 24 hour -- a minimum of a 24-hour notice
5 period in the Agricultural Impact Mitigation Policy. It
6 just says we will do our best to go and contact the
7 landowners before we come on there.

8 The other thing about the Agricultural Impact
9 Mitigation Agreement is it specifically says that the
10 mitigation applies not just to the construction but to
11 all future work that is done on that easement.

12 That is not present in the policy. So if
13 there's any repairs, maintenance or if they swap out a
14 tower for some reason, the AIMA does go and apply to
15 that. That is not in their policy statement.

16 COMMISSIONER HALL: Are you familiar with buy
17 the farm legislation in Minnesota?

18 MR. DRAG: Yes, on a very general basis.

19 COMMISSIONER HALL: There was some testimony
20 at a local public hearing about that. What is that?

21 MR. DRAG: What happens on the buy the farm
22 statute in Minnesota is that if the -- depending on
23 where the easement is run and depending on the amount --
24 the percentage of the land it takes off of that tract,
25 that the utility company has to buy that parcel, and

1 it's a very -- I think that's a very fair situation.

2 I mean, in fact, it would almost -- I don't
3 know -- depending on the percentage, it would almost
4 apply to Randall and Roseanne Meyer's situation.

5 COMMISSIONER HALL: So instead of buying --
6 or instead of purchasing an easement, the 150-foot
7 strip, it would require the purchase of the entire farm
8 at fair market value?

9 MR. DRAG: Yes, exactly.

10 And it is conditioned. If I remember
11 correctly, there's a certain percentage that the
12 easement had and also where the location of the easement
13 is.

14 So if the easement bisects it, it's one of
15 those criteria that says, yes, that it opens that.

16 COMMISSIONER HALL: And in the local public
17 hearing it was described as legislation. Is it, in
18 fact, a statute? Is it the law?

19 MR. DRAG: That is my understanding on it.

20 COMMISSIONER HALL: That it is just
21 legislation? It's not the law in Minnesota?

22 MR. DRAG: No. It is the law in Minnesota.

23 COMMISSIONER HALL: It is the law?

24 MR. DRAG: That is my understanding, and I
25 can find that out.

1 COMMISSIONER HALL: All right. Thank you.

2 MR. DRAG: Thank you, Your Honor.

3 JUDGE BUSHMANN: Thank you, sir.

4 MR. DRAG: Thank you.

5 JUDGE BUSHMANN: It seems to be a good time
6 for a short break. Why don't we stand in recess for
7 about 15 minutes.

8 (A RECESS WAS TAKEN.)

9 JUDGE BUSHMANN: Let's go back on the record.
10 We still have a couple of openings to do.

11 The next one up is Show Me Concerned Landowners and
12 Missouri Farm Bureau.

13 MR. JARRETT: Good morning. May it please
14 the Commission.

15 I'm here today representing the Eastern
16 Missouri Landowners Alliance doing business as Show Me
17 Concerned Landowners.

18 Show Me is a nonprofit organization and its
19 membership includes 100 landowners directly on Grain
20 Belt Express route and 307 nonlandowner members who are
21 neighbors and other supporters.

22 The members are primarily but not exclusively
23 from the eastern counties on the route. They are hard
24 working farmers and ranchers who use the land to make
25 their living and take care of their families.

1 Grain Belt's proposed route goes through some
2 of the most rich and productive farmland in the country,
3 not just Missouri.

4 I'll keep my opening brief.

5 Show me opposes the application and presents
6 three witnesses for the Commission's consideration.

7 The first witness is scheduled for Friday of
8 this week, Dr. Mike Proctor. He will testify on the
9 economic viability and need.

10 And his testimony boiled down basically to
11 one sentence, is that there is no need for the Grain
12 Belt Express project because Missouri utilities can buy
13 wind in the MISO footprint that is as cheap or cheaper
14 than what Grain Belt Express can sell it for.

15 The second witness also scheduled for this
16 Friday is Kurt Kielisch. Kurt is a licensed real estate
17 appraiser and an expert on property values of land and
18 how transmission lines can affect the value.

19 And the next Friday, a week from Friday, Show
20 Me's final witness is Charlie Kruse. He's an
21 experienced farmer and rancher and former president of
22 the Missouri Farm Bureau.

23 Both Mr. Kielisch and Mr. Kruse's testimonies
24 goes to whether the project promotes the public
25 interest.

1 Considering the public interest is a
2 balancing act between competing interests and
3 agriculture is a major industry here in Missouri.
4 Anything that can negatively impact agriculture should
5 be a part of the consideration for the public interest.

6 In this case I also represent the Missouri
7 Farm Bureau. It's the state's most effective
8 organization working to improve the quality of life for
9 farmers, rural Missouri, and of all Missourians.

10 Blake Hurst, the current President of Farm
11 Bureau, will testify on why eminent domain should not be
12 granted to Grain Belt Express. Farm Bureau has long
13 been a leader in Missouri on eminent domain issues as it
14 relates to agriculture and farmland.

15 I have just two more points that I want to
16 make in my opening.

17 First, a little bit about Dr. Mike Proctor.
18 He worked for this Commission from 1978 to 2009 when he
19 retired. He was the chief economist for this Commission
20 from 1992 to 2009.

21 He participated in the design of regional
22 markets for both the Midcontinent ISO and Southwest
23 Power Pool. He represented the Missouri Commission on
24 various working groups at both SPP and MISO.

25 In retirement Dr. Proctor continues to work

1 as an independent consultant, acting as a consultant for
2 SPP on transmission planning and the allocation of costs
3 of transmission upgrades and transmission planning and
4 benefit symmetrics from transmission upgrades designed
5 to meet the reliability, public policy and economic
6 needs of the SPP region.

7 Dr. Proctor knows Missouri. He knows SPP and
8 MISO. He is a variable font of knowledge on the issues
9 he's testifying about.

10 I urge you to ask him questions and take
11 advantage of his extensive knowledge and experience on
12 the issues in this case.

13 And my second point is that Staff's
14 statements of positions that they filed in this case
15 does an outstanding job of showing how incomplete and
16 inadequate Grain Belt's application truly is.

17 I know you've already reviewed it but I would
18 urge you to read it again.

19 Staff witnesses are very experienced. Like
20 Dr. Proctor, they know Missouri and they know SPP and
21 MISO, and unlike the other parties in this case, they
22 have no axe to grind.

23 Their responsibility is to provide
24 independent, neutral analysis and recommendations based
25 on the public interest.

1 I'm not asking you to give Staff's position
2 any special consideration, but I urge you to give
3 Staff's analysis and recommendations appropriate
4 consideration, of course, along with all of the other
5 parties' positions in this case.

6 And I did want to mention a little bit about
7 the Arkansas case that Commissioner Hall asked about.

8 The Arkansas Commission stated that they
9 could not grant public utility status to the Clean Line
10 project in that case based on the information about its
11 current business plan and the present lack of plans to
12 serve customers in Arkansas.

13 So one can infer from that what it wants, but
14 it certainly seemed to have some concerns about the
15 current business plan and the lack of plans to serve
16 customers in Arkansas.

17 And with that I'm happy to answer any
18 questions.

19 CHAIRMAN KENNEY: Mr. Jarrett, good to see
20 you again. Thank you.

21 MR. JARRETT: Good morning, Mr. Chairman.

22 CHAIRMAN KENNEY: I just have one quick
23 question about a condition that was suggested that we
24 could impose a condition prohibiting Grain Belt from
25 exercising or using eminent domain.

1 Is that legally something we can do? Do you
2 have an opinion in that regard?

3 MR. JARRETT: Well, certainly the statute
4 plainly says that the Commission can impose any
5 conditions it deems reasonable and certainly has wide
6 discretion there.

7 And the Harline case talks about where the
8 Commissioned granted various conditions, limitations,
9 restrictions and so forth and that the certificate
10 issued in that case was affirmed ultimately by the
11 courts.

12 So I think the condition, as long as it's a
13 reasonable condition and the condition has the evidence
14 to support it, I think they can impose any conditions
15 that they deem reasonable and necessary.

16 CHAIRMAN KENNEY: That would be two separate
17 legal analyses. Right? The CCN in the first instance?

18 MR. JARRETT: Correct.

19 CHAIRMAN KENNEY: And then ostensibly the
20 power to exercise eminent domain flows from the grant of
21 the CCN.

22 So we could grant the CCN on the one hand and
23 impose a condition that says you may not exercise
24 eminent domain even though that's governed by a separate
25 statutory scheme?

1 MR. JARRETT: Again, I can only go to what
2 the statute says and what the case law has said, and it
3 says any type of reasonable -- any type of reasonable
4 conditions.

5 Now, I know Staff has recommended two
6 conditions limiting the use of eminent domain until
7 certain conditions have occurred and certain mileposts
8 have been met.

9 And certainly in the alternative we would
10 agree with that. Our basic position is they shouldn't
11 get it at all, but we certainly support Staff's position
12 on those limitations in the alternative.

13 CHAIRMAN KENNEY: Okay. Thank you.

14 JUDGE BUSHMANN: Thank you.

15 MR. JARRETT: Thank you.

16 JUDGE BUSHMANN: Missouri Landowners Alliance
17 and David McKnight.

18 MR. AGATHEN: Good morning. May it please
19 the Commission.

20 My name is Paul Agathen and I am representing
21 the Missouri Landowners Alliance and Mr. David McKnight.

22 I'm going to limit my comments here to just
23 two issues for a number of reasons. It's getting late
24 and a lot of material has already been covered.

25 But both issues I believe constitute fatal

1 flaws in the Grain Belt case, and if you agree with
2 that, you don't even need to go further into all of the
3 myriad of other issues and testimony and schedules which
4 have been filed.

5 Let me start with the easy one first.
6 Missouri law, Section 229.100, Revised Statutes of
7 Missouri, requires that Grain Belt get what's commonly
8 called a franchise from the county commission in each of
9 the eight counties where the line will be built.

10 Back in 2012 they did secure documents from
11 those eight commissions, which at least appear to be
12 some form of easement, but since that time five out of
13 the eight counties have rescinded those easements.

14 So at this point our position is that Grain
15 Belt has valid franchises from only three of the eight
16 counties which they are required to get franchises from.

17 The rescissions were included as Schedule LDL-4
18 to the rebuttal testimony of our witness Mr. Louis
19 Donald Lowenstein, and some of them might be read as a
20 little vague but certainly one or more are perfectly
21 clear that they have rescinded -- the county commission
22 has rescinded the franchise that was originally granted
23 to Grain Belt.

24 Without those, unless they present those to
25 you before you issue an order, you simply cannot approve

1 the certificate of convenience.

2 The second issue I wanted to address is the
3 first of the five Tartan principles, the issue of need,
4 which, of course, the applicant here is required, they
5 have the burden of proof, to show that the line is
6 needed.

7 If you address that issue by looking at the
8 needs of the citizens of Missouri, it's clear that there
9 is absolutely no evidence which would show that the line
10 is needed by the citizens of the state of Missouri.

11 Grain Belt claims that it's needed by the
12 citizens of Missouri, and I think this is their only
13 statement of need in Missouri, is to support the
14 utilities in achieving their quotas under the renewable
15 energy requirements.

16 The fact is, though, that the four investor-
17 owned utilities are not going to be making any use of
18 the Kansas wind transmitted through the Grain Belt line
19 and meeting those requirements.

20 Staff has submitted testimony which shows
21 that the three-investor owned utilities on the western
22 side of the state have already taken care of their
23 requirements, their quotas, and, in fact, have extra
24 RECs that they can sell. So that leaves Ameren as their
25 only option.

1 Mr. Zobrist mentioned in his remarks to you
2 that Ameren recently issued their plan for the next ten
3 years, integrated resource plan, which says that they
4 will be buying 400 megawatts of wind energy.

5 We will be presenting further documentation
6 with regard to that 400 megawatts. Only 100 of those
7 megawatts is going to be purchased in the first ten
8 years, over the next ten years. Only 100 megawatts.

9 And if you look further, Ameren has basically
10 categorized the best options for purchasing wind energy,
11 renewable energy. They agreed as part of their
12 stipulation in the last plan to do a more extensive
13 search of potential wind sites.

14 And they did that. They came back and their
15 current plan has that list, and it is narrowed down to a
16 select few states which are closer to Missouri and,
17 therefore, more economical than is the wind from Kansas.

18 Dodge City is some 500 miles from Ralls
19 County where the wind is going to be delivered. So it's
20 just a matter of economics. Ameren, nor anyone else,
21 has anything against Grain Belt. They have nothing
22 against Kansas wind, but the economics, as
23 Dr. Proctor points out, simply do not support importing
24 the Kansas wind on an economic basis.

25 Theoretically, as Mr. Zobrist mentioned, it's

1 not only investor-owned utilities that can be purchasing
2 the Kansas wind, it could be the coops or the muni's.

3 Most of them, of course, have no obligation
4 to purchase any more renewable energy than they're
5 already purchasing. So to say that they are a potential
6 buyer is obviously just speculation. And if they are in
7 the market for more renewable energy, for whatever
8 reason, it makes little sense to say that they would buy
9 the Kansas wind if none of the investor-owned utilities
10 have found that to be the most economical basis to
11 satisfy their own quotas for renewables.

12 Not that Ameren has the market on the ability
13 to make this kind of an analysis, but if none of the
14 investor-owned are going to be buying Kansas wind, it
15 just makes little sense to speculate that the coops or
16 the muni's might do so.

17 So if they're not going to be buying any wind
18 from Kansas, you might ask why not just grant them the
19 certificate of convenience. Let them go out and try to
20 find buyers. If they can't find buyers, then they can't
21 finance the line, and if they can't finance the line,
22 then they're not going to build this. So what's the
23 harm?

24 Well, the problem is they won't be selling
25 wind energy in Missouri but there is a huge market where

1 the prices are higher than in Missouri in the PJM
2 footprint and in the East Coast.

3 In fact, I think counsel for Infinity said
4 that is their goal is to get their wind energy over to
5 the East Coast where the price is higher.

6 So if, in fact, there's a line built from
7 Western Kansas through Missouri and into Indiana and
8 there's absolutely no energy purchased from that line
9 which is used by customers in Missouri, what we end up
10 with is just a huge transmission line across our state
11 which serves no public purpose whatsoever.

12 Obviously you've heard from all of the people
13 in Northern Missouri of the problems that would impose
14 for them, but they're not the only people in Missouri
15 who would be affected by a transmission line going
16 through our state which does not serve the people of
17 this state.

18 For years now the Federal government has
19 subsidized wind farms through a program called the
20 Production Tax Credit. The program hasn't been reviewed
21 yet this year -- or renewed yet this year, but Grain
22 Belt assumes it will be in a space case analysis.

23 If the Production Tax Credit is renewed, then
24 an estimate is that U.S. taxpayers will subsidize the
25 Kansas wind farms under this program in the amount of

1 about \$4.9 billion over the first ten years of their
2 operation. So it's no wonder the wind farms are so
3 eager to get this line built.

4 And what is Missouri's share?

5 Well, the population of Missouri is about
6 average for the other states in the United States. It
7 comes out to 1.2 -- no -- 1.9 percent -- excuse me -- of
8 the total population.

9 So 1.9 percent of the 4.9 million would be
10 approximately \$93 million from Missouri taxpayers
11 subsidizing the Kansas wind farms.

12 These numbers I'm giving you are in nominal
13 dollars over the ten-year period. Obviously if you're
14 looking at a present value of those numbers, it does get
15 reduced somewhat but it's still a considerable figure.

16 No one knows if the Production Tax Credit is
17 going to be renewed this year, and if not, the subsidies
18 disappear, but then the base case cost estimates of the
19 Kansas wind double. So with the Production Tax Credit
20 it's kind of heads we lose and tails we lose.

21 The bottom line is that any notion that any
22 of the Grain Belt energy will be sold in Missouri is
23 pure speculation and will still be pure speculation when
24 the Commission issues its order in this case.

25 MR. AGATHEN: I believe that's all I have.

1 Thank you.

2 JUDGE BUSHMANN: Thank you, sir.

3 I think that concludes opening statements.

4 We are now ready for witness examination.

5 Mr. Zobrist, do you want to call your first
6 witness.

7 MR. ZOBRIST: Yes, Judge.

8 Grain Belt Express calls Michael P. Skelly to
9 the stand, please.

10 JUDGE BUSHMANN: Could you raise your right
11 hand, please, Mr. Skelly.

12 Thank you.

13 (Witness sworn.)

14 JUDGE BUSHMANN: Thank you.

15 DIRECT EXAMINATION

16 BY MR. ZOBRIST:

17 Q. Please state your name.

18 A. Michael Skelly.

19 Q. Where are you employed?

20 A. Clean Line Energy.

21 Q. And what is your position there?

22 A. I'm the President and CEO.

23 Q. And did you bring with you here today

24 Exhibit No. 100, the direct testimony of Michael P.

25 Skelly, on behalf of Grain Belt Express Clean Line, LLC?

1 A. I did.

2 Q. Okay. And if I were to ask you these
3 questions, would these be your answers?

4 A. They would.

5 Q. Are there any corrections to your testimony?

6 A. No.

7 MR. ZOBRIST: Your Honor, whatever your
8 preference is. I can move this for admission or do it
9 at the conclusion of redirect.

10 JUDGE BUSHMANN: Now would be perfect.

11 MR. ZOBRIST: Okay. I move the admission of
12 Exhibit 100 at this time and tender the witness for
13 cross-examination.

14 JUDGE BUSHMANN: Any objections to the
15 receipt of that into evidence?

16 Hearing none, it will be received into the
17 record.

18 (EXHIBIT NO. 100 WAS RECEIVED INTO EVIDENCE.)

19 JUDGE BUSHMANN: First cross-examination is
20 by Sierra Club.

21 MR. ROBERTSON: Judge, would you prefer that
22 I use the lectern or --

23 JUDGE BUSHMANN: You're fine right there as
24 long as you get in and use the microphone.

25 MR. ROBERTSON: Thank you.

1 CROSS-EXAMINATION

2 BY MR. ROBERTSON:

3 Q. Good morning, Mr. Skelly.

4 A. Good morning.

5 Q. On page 10 of your direct testimony you list
6 the four -- or the three other high voltage, direct
7 current transmission projects that Clean Line has
8 engaged in, and on page 14 of your direct testimony you
9 discuss utility commission approvals that those lines
10 have been granted.

11 The Grain Belt Express, from what states has
12 it obtained commission approval?

13 A. From the states of Indiana and Kansas.

14 Q. Now, was the Kansas case contested or was it
15 done by stipulation?

16 A. There were people opposed to the project, if
17 that's -- if that answers the question.

18 Q. But it was granted?

19 A. Yeah, it was granted, yes.

20 Q. And what about Indiana?

21 A. As I recall, there were no intervening
22 parties who objected to the project.

23 Q. Have you applied yet to Illinois?

24 A. Not yet, no.

25 Q. Why is that?

1 A. We are in the process of preparing a -- doing
2 a public outreach that will help us to prepare a route
3 similar to the process that Mr. Zobrist outlined
4 earlier. We're going through that process. It's been
5 underway for some time now in Illinois. And we
6 anticipate filing in Illinois in the first half of 2015.

7 **Q. All right. Now, your northernmost line, the**
8 **Rock Island, what states would that line transit?**

9 A. So that project begins in Northwest Iowa in
10 O'Brien County and traverses several hundred miles
11 through Iowa and crosses the Mississippi River into
12 Illinois and then would deliver 3,500 megawatts of wind
13 energy to the Collins substation, which is the nexus of
14 what -- it's sorts of the westernmost part of the high
15 voltage 765 kV AC system.

16 **Q. And what state is that in?**

17 A. That's in Illinois.

18 **Q. So only Iowa and Illinois would be crossed by**
19 **that line?**

20 A. That's correct.

21 **Q. Have you applied to the Commissions of those**
22 **states for a certificate or the equivalent thereof?**

23 A. Yes. Both of those processes are underway.

24 **Q. So you've not received approval from Iowa?**

25 A. Not yet.

1 **Q. In Illinois, what is the status of that**
2 **proceeding?**

3 A. The status of that proceeding is that we
4 have -- obviously we have -- it's been underway for
5 several years now, and the latest is that the
6 administrative law judge has produced a -- I'm hard-
7 pressed to remember the term of art, but it's basically
8 a recommended -- recommendation to the Commission which
9 is quite favorable, and we believe that the Commission
10 will render its decision in the relatively near future,
11 as in the next -- as in a matter of weeks, not months.

12 **Q. The remaining -- the remaining two lines, the**
13 **Plains and Eastern, transits what states?**

14 A. So the Plains and Eastern project begins
15 south of Guymon, Oklahoma and crosses Oklahoma and
16 delivers 500 megawatts of energy to a converter station
17 similar to what we're proposing in Missouri in Polk
18 County, Arkansas. Then the line will continue east and
19 deliver 3,500 megawatts to the TVA system in Shelby
20 County, Tennessee, just -- just north of Memphis.

21 **Q. Has that line received Commission approvals**
22 **in any of those states?**

23 A. So it has received approval in Oklahoma, and
24 Arkansas, I think we discussed that. I'm happy to get
25 into more detail if necessary. And the -- actually just

1 last week we had hearings similar to these in Tennessee.

2 Q. And the last one is Centennial West?

3 A. Centennial West.

4 Q. Yes.

5 A. So Centennial will begin in Union County,
6 New Mexico, which is Northeastern New Mexico, some of
7 the best wind resources -- even though they're almost
8 900 miles from California, they're some of the best
9 resources within a thousand miles of California.

10 And that project is -- will go across
11 New Mexico and deliver energy and pick up energy in
12 Arizona and then deliver energy to Southern California.

13 That project, in terms of its approvals, we
14 have an agreement with the Renewable Energy Transmission
15 Authority, which is a state agency in New Mexico which
16 was set up to help the state and private actors build
17 more transmission in the state. So we have an agreement
18 with them which is akin to a state approval.

19 In addition to that, because it's a three-
20 state line and in the west, there's a program through
21 the Western Area Power Administration that we are
22 participating in.

23 And under that program the Western Area Power
24 Administration would have the ability to cite that
25 particular line.

1 And we have entered into the preliminary
2 agreements with the Federal agencies, Western Area Power
3 Administration and BLM, around the siting of the line.

4 We are going fairly slowly on that project
5 because the -- simply because when one goes through a
6 Federal permitting process of that magnitude that
7 involves a lot of public land, it's a tremendously
8 expensive endeavor and takes many years. So we are
9 going a bit more slowly on that particular project.

10 **Q. Now, New Mexico, do you still need utility**
11 **commission approval there?**

12 A. Well, the agreement that I referred to with
13 the New Mexico Renewable Energy Transmission Authority
14 would provide utility like status for us, so we think
15 that's sufficient for New Mexico purposes.

16 **Q. Have you applied to the Commissions of**
17 **Arizona or California?**

18 A. Not yet, no.

19 **Q. Well, Commissioner Rupp raised the question**
20 **of whether any State commission has granted approval**
21 **where its staff opposed. Do you know the answer to**
22 **that?**

23 A. A state where the staff opposed.

24 The -- well, we don't know how Illinois will
25 decide, but if the Commission goes with something that

1 is similar to what the administrative law judge has
2 recommended, then I'm speculating, but it would be --
3 the Illinois Commission Staff did have some objections,
4 yes.

5 MR. ROBERTSON: All right. That's all of the
6 questions I have. Thank you.

7 JUDGE BUSHMANN: Cross by Wind on the Wires
8 and Wind Coalition.

9 MR. REED: No cross. Thank you.

10 JUDGE BUSHMANN: Questions by Staff.

11 MR. WILLIAMS: Thank you.

12 CROSS-EXAMINATION

13 BY MR. WILLIAMS:

14 Q. Mr. Skelly, will -- if this line that you're
15 seeking a certificate from this Commission is built,
16 will you be able to discriminate in terms of the nature
17 of the suppliers who can put power on the line?

18 A. No. No, we will not.

19 Q. Why not?

20 A. Under FERC rules. So the FERC sets rules
21 around transmission access, and basically the rules call
22 for open access.

23 Nevertheless, we believe it's important that
24 we develop projects that can attract the support of
25 folks in the environmental community. So we take very

1 seriously the beginning -- the beginning points of our
2 projects.

3 We chose Dodge City not only -- not only
4 because of the tremendous wind resource in that area but
5 also because there aren't today any projects there that
6 are -- would -- you know, coal plants, et cetera, that
7 would perhaps repel the support of some of the important
8 allies that we need in building these projects.

9 **Q. Now, in terms of who might buy capacity on**
10 **the line, before I asked you about the supplier's side.**

11 A. Yeah.

12 **Q. Now I'm asking about the recipient side.**

13 **Will you be able to discriminate on who may**
14 **take power from across that line?**

15 A. So if the expressions of interest that we've
16 gotten are any indication -- so we conducted an RFI
17 about a year ago to gauge interest in the project and to
18 identify all of the suppliers who would like to ship
19 industry on the line.

20 **Q. I'm just asking --**

21 A. All of them were --

22 **Q. I'm just asking if you have the capability of**
23 **discriminating in favor of saying municipalities as**
24 **opposed to investor-owned utilities or if you're going**
25 **to have an obligation to allow whoever wants to on the**

1 receiving end to receive -- to take power across that
2 line if they're successful in the option?

3 A. Well, I'm sorry. Could you just repeat the
4 question?

5 Q. Okay. Before I asked you if you could
6 discriminate on the supply side for power coming across
7 the line. Now I'm asking you if it's somebody who is
8 buying capacity to receive power across it, are you able
9 to discriminate against them based on some
10 characteristic?

11 Say they're a municipality as opposed to an
12 investor-owned utility or some other factor that you
13 could use to discriminate, aside from financial ability
14 to pay?

15 A. Well, the last criteria that you mentioned,
16 which is financial ability to pay, is arguably the most
17 important, but we believe that -- and our experience to
18 date suggests that there's a great deal of interest from
19 investor-owned utilities, municipalities, cooperatives
20 and so on both in purchasing renewable energy generally
21 speaking and specifically from our projects.

22 Q. And my question to you is, on somebody who is
23 acquiring capacity in order to receive energy across the
24 line, are you able to discriminate amongst those
25 groups? Let's limit it to municipalities,

1 investor-owned utilities and cooperatives.

2 Can you discriminate amongst those groups or
3 do you have to sell the capacity to -- I'm assuming
4 the -- I'm not sure exactly what all the criteria are,
5 but I'm sure financial, what they bid for it and their
6 resources would be factors you'd take into account?

7 A. So the situation would be that a coop says I
8 want to buy capacity to get access to this resource and
9 an IOU says the same thing?

10 Q. Correct.

11 A. So can we discriminate between those two?

12 Q. Just because of their status as being a
13 cooperative versus an investor-owned utility or a
14 municipality.

15 A. No, I don't think -- I don't think we can
16 discriminate like that, no.

17 MR. WILLIAMS: No further questions.

18 JUDGE BUSHMANN: Questions by United for
19 Missouri.

20 MR. LINTON: I have no questions.

21 JUDGE BUSHMANN: Rockies.

22 MS. DURLEY: No questions.

23 JUDGE BUSHMANN: Reicherts and Meyers.

24 CROSS-EXAMINATION

25 BY MR. DRAG:

1 Q. Mr. Skelly, are you aware of the approval of
2 the Holcomb power plant in Holcomb, Kansas?

3 A. That project has been under development for
4 well over a decade, and as far as I know, it's not
5 approved.

6 Q. Do you know that the fact is that that was
7 approved roughly around May 30th of this year, that
8 Kansas gave the go ahead on that?

9 A. Yeah. As I understand it, that it is one of
10 a number of approvals that that project will need to
11 obtain.

12 Q. And do you know that -- do you know that that
13 power plant is only approximately 58 miles from your
14 Dodge City converter?

15 A. I did not know that, no.

16 Q. Okay. And do you know that only -- that
17 approximately 30-- 22 percent of the power from that
18 proposed plant will be available to go elsewhere on the
19 grid?

20 A. So it sounds like the suggestion is this is
21 almost literally a coal to New Castle metaphor, because
22 the Sunflower plant, as you know, will generate the coal
23 and we will deliver to the Sullivan substation where
24 there are -- there's a significant number of coal plants
25 in operation.

1 So I don't understand why anybody would bring
2 that Sunflower coal to the New Castle substation
3 effectively.

4 **Q. But it is feasible that if they want to go**
5 **and tie into your -- with a 58-mile difference, that**
6 **it's feasible that they go and tie into your converter**
7 **station and transmit power over?**

8 A. That strikes me as technically feasible but
9 economically nonsensical.

10 **Q. I'm not asking you for that. I'm asking,**
11 **basically it's feasible, and so that your line does**
12 **not -- you would have to transmit, if they make**
13 **appropriate bid, you would have to transmit that power.**
14 **Correct?**

15 A. If they did something that economically
16 nonsensical, then I suppose we would have to look hard
17 at that.

18 **Q. But you don't have -- you have no idea -- you**
19 **don't have background numbers, construction costs and**
20 **all that, so you can't judge how well it's nonsensical**
21 **at this point in time?**

22 A. I'm very familiar, and I've been in this
23 industry for 20 some years, with the economics of new
24 coal power plant construction and the economics of our
25 transmission line and the value of energy delivered to

1 the various delivery points of our project, and so I
2 think I'm qualified to say that that is economically
3 nonsensical.

4 **Q. But it's still -- they could -- you cannot**
5 **turn them away if they do give you the best bid on**
6 **transmitting their --**

7 A. We would have a number of deep reservations
8 about that, because if somebody comes to you -- if
9 you're in any business and somebody comes to you with an
10 economically nonsensical proposition, then you would --
11 you're always going to think twice about taking that
12 party seriously.

13 **Q. But under the Federal Energy Regulatory**
14 **Commission regulations, that open tariff, if they -- if**
15 **they go and satisfy the bidding process, then in terms**
16 **of being the best -- providing the best cost to you -- I**
17 **mean, the best profit to you, you have to take that**
18 **power irrespective?**

19 A. I suppose you're right but it doesn't make
20 any sense.

21 MR. DRAG: That's fine. Thank you.

22 JUDGE BUSHMANN: Questions by Show Me
23 Concerned Landowners and Farm Bureau.

24 CROSS-EXAMINATION

25 BY MR. JARRETT:

1 Q. Good morning, Mr. Skelly.

2 A. Good morning.

3 Q. Do you have a copy of your direct testimony
4 with you?

5 A. I do.

6 Q. I might have a few questions that refer to
7 that, so I might refer you to certain pages and lines as
8 we go forward.

9 A. This is dated March 26?

10 Q. Okay.

11 A. Yeah.

12 Q. Your direct.

13 I see that your business address is Houston,
14 Texas. Is that where you live as well?

15 A. Yes.

16 Q. Now, my understanding is the Grain Belt
17 project is in the development stage. Is that accurate?

18 A. That is accurate, yeah.

19 Q. Okay. Can you describe what the development
20 stage means?

21 A. Well, development is that phase of a
22 project -- of really any project between an idea and the
23 beginning of construction.

24 So this project has been under development
25 for approximately four years now, and we've made a

1 tremendous amount of progress over the last four years,
2 and perhaps it's helpful if I describe what development
3 culminates in.

4 So development culminates, in the case of a
5 transmission line, is a set of -- it's a phase of the
6 project of evolution where you have the permits to build
7 the project, where you have executed the technical
8 agreement and the interconnection agreements with the
9 relevant RTOs in order to allow the project to be
10 interconnected.

11 It also -- the development also involves the
12 engineering of the line itself. The development
13 includes the -- again, the specification of the
14 right-of-way. It's actually where the project is going
15 to go.

16 And it also includes the -- achieving the
17 minimum number of commercial arrangements that -- with
18 buyers and sellers such that the project can attract
19 outside financing. So that's why what I would
20 characterize as the development of the project.

21 **Q. And you say that -- the last few things you**
22 **mentioned, the permitting, the RTO interconnection and**
23 **the commercial arrangements, you were talking about that**
24 **is what the development stage culminates then. Correct?**

25 A. Well, when you have all of those things, then

1 the development has -- has concluded and then one can
2 start to build the project.

3 Q. And as we sit here today, all of the
4 permitting hasn't been completed yet for the Grain Belt
5 Express project, has it?

6 A. That's why we're here, yes.

7 Q. So it's correct that not all of the
8 permitting has been secured? Just a yes or no question.

9 A. I think that's -- yes, not all of the
10 permitting has been secured.

11 Q. And what about the RTO interconnection, has
12 that been accomplished?

13 A. Those are all underway.

14 Q. Okay. As a matter of fact, there is still a
15 lot of interconnection studies yet to be completed.
16 Isn't that correct?

17 A. There is a lot of work on -- a lot -- a
18 tremendous amount has been accomplished but there is
19 still work to be done.

20 Q. And as a matter of fact, some of those RTO
21 interconnection studies have not even been started.
22 Isn't that correct?

23 A. No, I don't think that's correct.

24 Q. For example the PJM Phase 3 study?

25 A. The PJM Phase 3 study is a study that I

1 cannot remember the exact details of but my colleague
2 Wayne Galli can walk you through that in detail.

3 **Q. All right. So the answer is you don't know?**

4 A. I don't know what?

5 **Q. You don't know --**

6 A. About the Phase 3 study?

7 **Q. -- whether the Phase 3 study at PJM has even**
8 **been started?**

9 A. I do not know about the PJM Phase 3 study
10 details but my colleague Dr. Galli does.

11 **Q. Thank you.**

12 **Would it be a fair characterization to say**
13 **that lots of conditions have to fall in place before**
14 **construction and operation of the Grain Belt Express**
15 **project can begin?**

16 A. This is a complicated project and many
17 conditions have -- the development of the project is
18 effectively that, the satisfaction and completion of
19 many, many tasks in order to prepare the project for its
20 construction.

21 **Q. And so sitting here today, you can't**
22 **guarantee that this project will ever get built, sitting**
23 **here today?**

24 A. I cannot guarantee the decision of the
25 commissioners here, nor can I speak for commissioners in

1 Illinois.

2 Q. And I'm speaking also of whether or not you
3 have any customers. Do you have any customers signed
4 up?

5 A. So we have a tremendous amount of interest
6 on --

7 Q. That's not my question. My question is do
8 you have any actually signed up?

9 A. Customers, just to -- maybe if -- I should
10 have explained this in more detail.

11 MR. JARRETT: Well, I'm asking a yes or no
12 question, Judge.

13 BY MR. JARRETT:

14 Q. Do they have any customers signed up?

15 A. Customers will not sign up for a project
16 whose development is not completed.

17 Q. So your answer is no?

18 A. That's correct.

19 Q. I do want to refer now to page 11 of your
20 direct.

21 A. Okay.

22 Q. Are you there?

23 A. Yes.

24 Q. And I'm specifically referring to -- it
25 really begins the answer on line 3 and then going down

1 to lines 5 and 6, where you talk about the extensive
2 outreach to landowners, state and local governments,
3 businesses, agencies and the general public.

4 Did I read that correctly?

5 A. Yes.

6 Q. Okay. My question is really focused on
7 Missouri only.

8 So when you mention state and local
9 governments, who in state and local government in
10 Missouri do you mean?

11 A. So at a local level those would be both
12 county elected officials and people who work, you know,
13 county engineers, people who work with counties.

14 At a State level those would be
15 representatives from -- so State representatives, State
16 senators. At a State level those would be statewide
17 elected officials.

18 And we're -- can I explain a little further?

19 Q. Well, I do have a question to clarify.

20 Also the Public Service Commission, I know
21 you have given various presentations in open agenda
22 meetings. Is that correct?

23 A. That's correct, yes.

24 Q. Okay. Any others from the State level? Like
25 how about the Governor's Office?

1 A. We've stopped by the Governor's Office, I
2 did, a couple years ago.

3 We are, as you know, proposing, you know, a
4 half a billion dollar investment in the state of
5 Missouri, and that's typically the size of a project
6 that governors and other statewide elected officials
7 might take an interest in. So, yes, we have stopped by
8 and visited with the Governor.

9 **Q. How about officials at the State Department**
10 **of Economic Development?**

11 A. I have had -- I think I was in a meeting with
12 some of those folks.

13 We did a -- as you know, we -- well, as you
14 may know, we work closely with many manufacturers in
15 Missouri, and we had an announcement about a year ago
16 with some of those manufacturers to discuss their
17 participation in the project, and somebody from that
18 department was at that meeting, yes.

19 **Q. Okay. And you mentioned counties. What**
20 **about cities, mayors, city council, did you meet with**
21 **any of those folks?**

22 A. I'm certain that I've met with several
23 mayors. I will say that my colleague Mike Lawlor who
24 leads these efforts can provide you with a great deal
25 more information on all of those meetings and contacts.

1 Q. Very good.

2 And then you also mention businesses. What
3 businesses are you referring to there?

4 A. Well, the main interactions are --
5 particularly on my side have been with ABB, who is one
6 of the largest manufacturers in electrical equipment in
7 the world.

8 I have dealings with their folks both here in
9 Missouri and their global leadership teams who are based
10 in Erlongen (phonetic sp.), Sweden, and those
11 discussions are around the provision of equipment for
12 the project.

13 We also have had a lot of discussions with
14 Hubbell, and Hubbell will be providing some of the
15 equipment for the transmission line itself, and I've had
16 a lot of meetings with their leadership teams.

17 General Cable, similar types of discussions.

18 So we -- at my level most of the discussions
19 have been with the leadership teams of those different
20 organizations.

21 At a company level or a project level we have
22 done a series of opportunity -- business opportunity
23 discussions at a county-by-county level so that we can
24 identify local surveyors, engineers, land clearing
25 companies, et cetera, that might ultimately participate

1 in helping to build the project. It's important for us
2 to identify those folks upfront.

3 I have been involved in a number of those
4 discussions. I attended some of those meetings. And
5 vendors often are interested in talking to a guy like
6 me, so I'm happy to talk with them, and I continue those
7 discussions regularly on e-mail and telephonically.

8 Q. Sure. And just to kind of drop back to the
9 State officials. I know you talked about the Governor's
10 Office and that you have met with Economic Development.
11 You also mentioned State representatives and State
12 senators. Did you meet with any of them?

13 A. Sure, yeah. Yeah.

14 Q. All right. Now, in Mr. Lawlor's surrebuttal
15 testimony, he testified that there are 528 landowners on
16 the Grain Belt Express route. Does that sound about
17 right?

18 A. That sounds about right.

19 Q. All right. How many of these landowners have
20 you personally talked to?

21 A. So I don't know exactly, but I attended a
22 number of the open houses that we conducted.

23 At that point in time the route development
24 was at a stage in the process where we had identified
25 basically the corridor, several mile wide corridor, and

1 this is sort of the whole route refinement exercise.
2 And at those I talked to dozens and dozens of
3 landowners. I don't know today which of those
4 landowners ultimately were on the route that we
5 selected. Subsequently we have conducted office hours
6 along in the different counties.

7 **Q. And my question was how many have you**
8 **personally talked to.**

9 MR. ZOBRIST: Judge, I think he's getting
10 there, so I would ask that the witness be permitted to
11 respond fully. It was an open-ended question by
12 Mr. Jarrett.

13 JUDGE BUSHMANN: No, it really wasn't, and
14 you're starting to talk about what the company has done,
15 so I would allow Mr. Jarrett to go ahead.

16 BY MR. JARRETT:

17 **Q. All right. And so how many of these open**
18 **houses did you attend in Missouri?**

19 A. I believe four, and then several office hours
20 as well.

21 **Q. Okay. Now, you know -- you're aware that**
22 **there were eight local public hearings held in this**
23 **case, basically in each county where the route has run**
24 **through. Did you attend any of those local public**
25 **hearings?**

1 A. I was anxious to attend but apparently there
2 is some legal reason why it was better that I not
3 attend.

4 **Q. Really? Okay.**
5 **So the answer is zero?**

6 A. That's correct.
7 Other members of the leadership team -- in
8 fact, just about all of the leadership team of Clean
9 Line did attend.

10 **Q. I understand. My question was whether you**
11 **did.**

12 A. Right.

13 **Q. I want to refer to your Schedule MSP-- MPS.**
14 **Excuse me. MPS-1.**

15 A. I'm sorry. I could -- if you could just help
16 me identify the schedule.

17 **Q. It's the schedule at the end. It's entitled**
18 **MPS-1. It's a nine page. It's basically the -- you**
19 **list the members of the team --**

20 A. Oh, okay.

21 **Q. -- and the qualifications.**

22 A. Okay.

23 **Q. So I wanted to focus on little bit on your**
24 **experience.**

25 I note looking here you've got a lot of

1 **experience building -- or building and developing wind**
2 **farms. Correct?**

3 A. Correct.

4 Q. Okay. About how long does it take from
5 **concept to actual operation does it take to build a wind**
6 **farm?**

7 A. It depends on the jurisdiction. Sometimes a
8 year. Sometimes a decade.

9 Q. Okay. So a pretty wide range there.
10 What about -- and I don't want to ask you
11 **about individual ones, so I'll just ask you the general**
12 **question.**

13 When building projects like this, how common
14 **is it that you have budget overruns; that is, you have**
15 **an initial price, an estimate, on what the cost will be,**
16 **but then by the time it's built there's been cost**
17 **overruns and the cost is actually greater?**

18 A. Are you referring to wind farms or to --

19 Q. Yeah, I'm referring to the wind farms that
20 **you have experience with.**

21 A. I'd say it's about half and half. Half go a
22 little over and half come a little under.

23 Q. Okay. And I just have one final question.

24 I note that you went to the University of
25 **Notre Dame?**

1 A. Yes.

2 Q. And that you got -- then you got your
3 advanced degree from Harvard Business School. Correct?

4 A. That's correct.

5 Q. Why would you want to go somewhere other than
6 Notre Dame for your --

7 A. Well, actually I do have an answer to that
8 question. My brothers -- we're immigrants from Ireland
9 and education is very important in our family. And my
10 brothers both went to Notre Dame -- both went to Harvard
11 and I could not let that stand.

12 MR. JARRETT: Well, just to conclude, go
13 Irish. Thank you, Mr. Skelly.

14 THE WITNESS: Thank you.

15 JUDGE BUSHMANN: Questions by Missouri
16 Landowners Association.

17 MR. AGATHEN: Thank you, Judge.

18 CROSS-EXAMINATION

19 BY MR. AGATHEN:

20 Q. Mr. Skelly, I'm not sure if I can see you.

21 A. I see you.

22 Q. Thank you very much.

23 My name is Paul Agathen. I represent the
24 Missouri Landowners Alliance.

25 First, just to clarify, if a wind farm buys

1 **capacity on your line, will you have any control over**
2 **the price that they charge when the energy is sold to**
3 **utilities like Ameren?**

4 A. Ameren would presumably run a competitive
5 process to make sure.

6 **Q. Will you have any control over the price?**

7 A. No.

8 **Q. Thank you.**

9 **The wind farms can basically charge whatever**
10 **the market will bear. Correct?**

11 A. Wind farms typically sell in monopsonistic
12 markets.

13 **Q. Is that yes or no?**

14 A. The -- it depends on your definition of a
15 market, and with monopsonistic buyers that market always
16 yields a very low price.

17 **Q. And that tends to be the market for that**
18 **particular circumstance. There may be other**
19 **circumstances with a different market then?**

20 A. The market you're referring to of Ameren
21 buying power is a monopsonistic market.

22 **Q. And?**

23 A. And, therefore, that yields very, very low
24 prices because you have one buyer and many sellers.

25 **Q. My question is, the wind farms can basically**

1 **charge whatever the market will bear. Correct?**

2 A. Yes. And my point is --

3 **Q. Okay. We've got your point.**

4 **The question was, they can charge what the**
5 **market will bear. Right?**

6 A. Yes, which is not a lot.

7 **Q. Is it also true that if the line is built,**
8 **you'll be free to charge whatever amount you can**
9 **negotiate for the capacity on your line?**

10 A. We will be in a similar dynamic and our --
11 our rates will be market based, and they -- under
12 various FERC rules they have to be open access and just
13 and reasonable, similar to the way a gas pipeline
14 charges its rates.

15 **Q. Do you remember the question?**

16 A. Yes.

17 The question was can we charge what the
18 market will bear, and there are limitations around --
19 it's not -- it's not actually a yes/no answer because
20 there are restrictions around what we can charge.

21 **Q. But you're free to charge whatever amount you**
22 **can negotiate for the capacity. Is that correct?**

23 A. No, because there are FERC constraints around
24 that.

25 **Q. Which would be what? What FERC constraint**

1 would preclude you from negotiating whatever amount you
2 can get?

3 A. The requirement that rates be just and
4 reasonable.

5 Q. Has not the FERC already given you the
6 authority to charge negotiated rates for your capacity?

7 A. Yes, but there are constraints beyond that.

8 Q. And where would those constraints be found?

9 A. In the FERC rules.

10 Q. What rules?

11 A. I'll have to -- well, my colleague Dave Berry
12 can produce the exact ones or we can come up with them.
13 I can't cite chapter and verse of the FERC rules.

14 Q. Will that limit you from charging, say, three
15 cents instead of two cents? Are they that explicit or
16 do they just say just and reasonable?

17 A. FERC typically focuses more on rates of
18 returns than two cents versus three cents.

19 Q. Right.

20 But in your case they have given up
21 regulating your charges on the basis of rates of return,
22 have they not?

23 MR. ZOBRIST: Judge, at this point I'm going
24 to object in that it's calling for a legal conclusion
25 from a lawyer who is not a witness. He's explained his

1 understanding of the FERC process but now he's asking
2 him his opinion with regard to specific FERC rules and
3 regulations, and the witness has said he's not familiar
4 with them.

5 JUDGE BUSHMANN: Mr. Agathen, your response.

6 MR. AGATHEN: I'll go on to another question,
7 Your Honor.

8 JUDGE BUSHMANN: Very good.

9 BY MR. AGATHEN:

10 Q. On a different subject.

11 Grain Belt is saying that one reason the line
12 should be approved is that it would enable the
13 construction of 4,000 megawatts or so of wind generation
14 in and near Western Kansas. Is that a fair statement?

15 A. Yes.

16 Q. Now, when you went to FERC for authority to
17 negotiate charges on your line, you had to convince them
18 that the Kansas wind farms would have alternatives to
19 your line, did you not?

20 A. I don't recall the specifics of that
21 pleading.

22 Q. Well, when the FERC is asked to approve a
23 transmission tariff allowing for negotiated rates, isn't
24 it true that one of the factors they look at is whether
25 or not your customers will have alternatives to your

1 **transmission service?**

2 A. Again, I don't recall the specifics.

3 **Q. Do you recall what you told the FERC about**
4 **whether or not the Kansas wind generators would have**
5 **alternatives to the Grain Belt line?**

6 A. I don't recall the specifics of the pleading.

7 MR. AGATHEN: May I approach, Your Honor?

8 JUDGE BUSHMANN: You may.

9 BY MR. AGATHEN:

10 **Q. Mr. Skelly, I'm handing you what purports to**
11 **be a copy of your application to the FERC regarding**
12 **Grain Belt Express Clean Line. Does that look familiar**
13 **to you?**

14 MR. ZOBRIST: Judge, he is asking a nonlawyer
15 questions about a FERC filing and we haven't even seen
16 what he's giving the witness, and I find this whole line
17 to be beyond the scope of this witness's testimony and
18 moreover asking for a specific legal analysis of
19 documents that no one else has seen.

20 If there are questions regarding the law,
21 then they should be briefed if the Commission is
22 interested, but this line of questioning is
23 inappropriate and I object.

24 MR. AGATHEN: I'm simply going to ask the
25 witness what he told the FERC in their application.

1 JUDGE BUSHMANN: Do you have a copy of that
2 document for counsel?

3 MR. AGATHEN: I could show it to counsel.

4 MR. ZOBRIST: Well, the other thing, Judge,
5 Mr. Skelly -- if there's an affidavit that Mr. Skelly
6 prepared, that might be fine, but this is prepared by
7 the lawyers, the law firm that represented Grain Belt
8 Express in FERC proceedings, and I object to the CEO
9 being cross-examined on a legal pleading unless there
10 are facts that he attested to.

11 JUDGE BUSHMANN: I agree that it's
12 inappropriate that he be asked for a legal opinion. If
13 he does have personal knowledge of something and if he
14 can testify to that.

15 Would you be showing counsel what you're
16 going to show the witness?

17 MR. AGATHEN: Certainly, Judge.

18 JUDGE BUSHMANN: Thank you.

19 Mr. Agathen, also after you show the witness,
20 can you ask your question from the podium so that it's
21 able to be heard, the podium over here?

22 MR. AGATHEN: I can. My only reservation
23 would be I'm going to ask him isn't this what the
24 document says and he would have to have it available.

25 JUDGE BUSHMANN: Well, why don't you leave

1 that there for him. Can you do that?

2 MR. ZOBRIST: You know, Judge, if the
3 question is simply was that sentence contained in a FERC
4 filing that Grain Belt Express made, I can stipulate to
5 that, if that's the only question.

6 MR. AGATHEN: That's the only question at
7 this point.

8 JUDGE BUSHMANN: Okay. Do you want to
9 identify the statement for the record, have the witness
10 identify the statement for the record?

11 MR. AGATHEN: Yes.

12 BY MR. AGATHEN:

13 Q. Could you read into the record, please, the
14 sentence or two sentences, whatever it is that are
15 highlighted in yellow there in your application to the
16 FERC?

17 MR. ZOBRIST: Judge, I will just say, subject
18 to check I have no problem with this at all. I just
19 don't have a copy of the pleading in front of me, but I
20 have no objection subject to confirming that what
21 Mr. Skelly is reading is in the FERC application that
22 the company made.

23 JUDGE BUSHMANN: Okay.

24 THE WITNESS: Okay. It says moreover, there
25 are potentially competing transmission projects being

1 considered in the area.

2 I'm guessing that in the area that --

3 BY MR. AGATHEN:

4 Q. Excuse me one second.

5 Could you just read into the record first
6 what it was that you said.

7 A. Okay. I don't know that I said this but this
8 is what this document says. Okay?

9 Moreover there are potentially competing
10 transmission projects being considered in the area that
11 provide an alternative to the project and, therefore,
12 will discipline applicant's negotiated rates.

13 Q. And end quote?

14 A. End of highlighting.

15 MR. AGATHEN: Thank you.

16 MR. ZOBRIST: Mr. Agathen, can you just
17 identify the page from which that quotation was read?

18 MR. AGATHEN: Page 13.

19 BY MR. AGATHEN:

20 Q. If you'd turn to page 28, please. Could you
21 tell us who signed that document on behalf of Clean Line
22 or Grain Belt?

23 A. Jessica Friedman.

24 Q. And who is that?

25 A. She is a lawyer with Van Ness Feldman, which

1 is a law firm in Washington.

2 Q. Signed that document on behalf of Clean Line
3 or Grain Belt?

4 A. It says counsel to Grain Belt Express Clean
5 Line, LLC.

6 Q. Would someone at Grain Belt have reviewed
7 that document before it was filed on your behalf?

8 A. Sure, yes.

9 Q. On a related subject, is it fair to say you
10 believe the transmission system leading out of Western
11 Kansas is congested?

12 A. I do, yes.

13 Q. Are you aware of the fact that under Federal
14 law the U. S. Department of Energy can designate
15 congested areas as National Interest Electric
16 Transmission Corridors?

17 A. I'm generally familiar with that, yes.

18 Q. And those corridors are discussed in a DOE
19 publication called the National Electric Transmission
20 Congestion Study. Is that correct?

21 A. Do you have the date of that study? Because
22 those studies happen periodically I think.

23 Q. December. Does that sound right?

24 A. It sounds like the date of one of those
25 studies.

1 Q. Is it true that DOE has not designated any
2 path or corridor leading out of Kansas as a national
3 interest corridor?

4 A. I'm not sure there have been designations of
5 any corridors anywhere for quite some time.

6 Q. Do you remember the question?

7 A. You can restate the question if you'd like.

8 Q. Has the DOE ever designated any path or
9 corridor leading out of Kansas as a national interest
10 corridor?

11 A. Not that I'm aware of.

12 Q. Would you agree that congestion is neither
13 good nor bad but is simply a direct measure of the
14 extent to which there are differences in the cost of
15 generation that cannot be equalized because of
16 transmission constraints?

17 A. No, I would not.

18 Q. What you agree that the National Electric
19 Transmission Congestion Study, which was published by
20 the U. S. Department of Energy in 2009, is an
21 authoritative document?

22 A. No.

23 Q. You would not?

24 A. No.

25 Q. Why not?

1 A. At the time of its writing it might have been
2 an authoritative document. That was five years ago and
3 the energy world evolves quickly. There have been a lot
4 of advancements in technology, a lot of changes in the
5 energy landscape. So anything that is five years old
6 loses its authority over time.

7 **Q. Regardless of the subject matter?**

8 A. Not regardless of the subject matter, but
9 when it comes to congestion, yes.

10 **Q. Would you agree that even if a transmission**
11 **path is congested, this does not necessarily mean that**
12 **the transmission expansion is warranted to reduce**
13 **congestion or its impacts for an affected region?**

14 A. I'm sorry. Could you repeat the question?

15 **Q. Sure.**

16 **Would you agree that even if a transmission**
17 **path is congested, that does not necessarily mean that**
18 **transmission expansion is warranted to reduce congestion**
19 **or its impacts for an affected region?**

20 A. Not always.

21 **Q. Would you agree that finding that a path or**
22 **flow gate is congested should lead to further study of**
23 **the costs and impacts of that congestion?**

24 A. It depends on the extent of the congestion.

25 **Q. Would you agree that finding a path or flow**

1 gate that is congested should lead to careful regional
2 study of a broad range of potential remedies to larger
3 reliability and economic problems?

4 A. Regional would be one step. Interregional
5 would be an additional important step.

6 Q. Is it true that the only studies involving
7 the Grain Belt line by RTOs are what are commonly called
8 no harm studies?

9 A. Could you repeat the question?

10 Q. Sure.

11 Isn't it true that the only studies involving
12 the Grain Belt line by RTOs are simply what are termed
13 no harm studies?

14 A. No.

15 Q. Aren't they simply looking at whether or not
16 you will harm the reliability of their systems as
17 opposed to economics of what it is you're proposing?

18 A. So when you say aren't they, who is the --
19 who does the pronoun refer to?

20 Q. The RTOs.

21 A. So just repeat the question if you don't
22 mind.

23 Q. Let me rephrase it.

24 Do the RTOs look at economics of what it is
25 you're proposing?

1 A. They look at -- so the RTOs do a number of
2 things. They look -- they do broad interregional
3 studies collectively. They also do specific studies
4 with respect to our specific request, which is to
5 interconnect with SPP, MISO, PJM.

6 The no harm studies do not involve and the
7 interconnection studies involve the costs of the
8 facilities that need to be built in order to accommodate
9 our interconnections.

10 In addition to those studies, the RTOs
11 regularly -- and my colleague Dr. Galli can talk about
12 this -- look at different AC and DC solutions to
13 accommodate different generation mixes.

14 And those include the -- a study that was
15 done, the Eastern Interconnect -- the EIPC studies,
16 which is the Eastern Interconnect Planning
17 Collaborative. All of the RTOs participated in that
18 project.

19 And in addition to that, MISO has done a
20 number of studies over the years looking at DC and AC
21 alternatives to -- to study different generation mix.

22 And, in fact, in the EIPC project that all of
23 the utilities in the Eastern Interconnect participated
24 in, they identified as an important solution a project
25 that would originate in windy areas and terminate -- at

1 various projects that would originate in windy areas and
2 terminate at different points on the 765 and 500 kV
3 grid.

4 MR. AGATHEN: Judge, I would ask that that
5 answer be stricken. It was nonresponsive.

6 I simply asked him if the RTOs did any kind
7 of an economic study of their proposal.

8 JUDGE BUSHMANN: Overruled.

9 BY MR. AGATHEN:

10 Q. Did they do any kind of an economic -- a cost
11 benefit analysis of your proposal?

12 A. The economic studies were the ones that I
13 referred to with EIPC and so on. With respect to our
14 specific project, they don't look at the economics of
15 that, but they do -- SPP, for example, does specific
16 studies that look at AC alternatives and DC alternatives
17 to accommodate the task of exporting wind from SPP.
18 They're not project specific but they are grid planning
19 studies, and my colleague Dr. Galli can talk about those
20 in great detail.

21 Q. So MISO did not do an economic study cost
22 benefit analysis of your proposal?

23 A. The studies that I mentioned were the SPP
24 studies that looked at AC and DC alternatives as part of
25 their long-term planning processes. MISO does similar

1 studies and I'm not as familiar with those.

2 **Q. How about PJM, did they do any kind of an**
3 **economic evaluation, a cost benefit evaluation, of your**
4 **proposal to interconnect with PJM?**

5 A. So PJM looks at, again, our interconnection
6 costs and any upgrades that would be required. They
7 also do studies that my colleague Dr. Galli can talk
8 about in greater detail about different generation mixes
9 and the types of interconnections and the types of lines
10 that would needed -- that would be needed to get built
11 in order for PJM to accommodate different generation
12 mixes, and those studies are economic in nature.

13 **Q. There is no cost benefit analysis in that**
14 **study, though, is there?**

15 A. Yes, there is. Yeah. Yeah.

16 **Q. By whom?**

17 A. By PJM or SPP or whoever is doing the study.
18 Those are technical and economic.

19 **Q. On a different issue I just may need some**
20 **clarification from you here.**

21 **You're going to be selling capacity on your**
22 **line primarily to the generators, the Kansas wind farms**
23 **and the load-serving utilities. Is that correct?**

24 A. That's correct.

25 **Q. And then you note at page 12 of your direct**

1 testimony, lines 16 and 17 -- do you have that there?

2 A. Yes.

3 Q. You note there that there is a third category
4 of customers who might buy capacity on your line. Is
5 that correct?

6 A. The retail purchasers? Is that your
7 reference?

8 Q. Yes.

9 A. Yes.

10 Q. You note that retail purchases of electricity
11 who might seek to buy transmission lines on your line is
12 another category. Right?

13 A. Correct.

14 Q. Is it your understanding that the FERC would
15 require you to sell capacity on your line to qualified
16 retail customers in Missouri?

17 A. I'm not familiar with the definition of
18 retail customers in the state of Missouri, so I can't
19 answer that question. Different states define retail
20 customers in different ways.

21 Q. How are you using the term at page 12 of your
22 direct testimony, lines 16 to 17?

23 A. I think what we're referring to is we
24 regularly have conversations with large electric loads,
25 and there are -- as is publicly known, there are many

1 particularly advanced technology companies like Google
2 and Amazon and Microsoft that buy wind directly.

3 And I'm pretty sure the reference there is to
4 entities -- IKEA also does this. So I'm quite certain
5 the reference is to companies like that.

6 **Q. So those are retail customers at present who**
7 **then would be buying capacity on your line. Is that**
8 **correct?**

9 A. It's possible, yes.

10 **Q. Has Grain Belt to your knowledge been in**
11 **discussion with one or more retail customers in Missouri**
12 **about buying capacity on your line?**

13 A. We've had discussions with a number of the
14 companies that I just mentioned in Missouri. In
15 Missouri the retail -- because -- but those discussions
16 have focused more on PJM because PJM has a deregulated
17 market.

18 And in Missouri the electric sector is still
19 regulated, so retail customers are -- if I'm not
20 mistaken, typically would buy electricity only through
21 the utility, the municipality -- the municipal coop or
22 IOU in their -- in their respective geographic area.

23 **Q. Well, I'm still confused then.**

24 **Who are you talking about at page 12 of your**
25 **testimony, lines 16 to 17, who would be buying the**

1 **capacity directly from you at retail in Missouri?**

2 A. In Missouri I'm not sure there would be
3 anybody until the -- unless the rules around retail
4 procurement changed in Missouri.

5 **Q. So it's your position, for example, that**
6 **under the present rules you could not sell capacity to a**
7 **retail customer which is presently purchasing from a**
8 **municipal system or an REA coop?**

9 A. Yeah. What we've seen in other states -- and
10 a number of these high-tech companies have done this in
11 other states where they wanted to get access to this
12 resource.

13 They would work out an arrangement with their
14 local utility so that they were effectively the retail
15 customer but all of the power would flow through and the
16 billing arrangements would flow through whatever their
17 retail provider was.

18 So we would love to explore those kinds of
19 things in Missouri because we think there's a demand for
20 them.

21 **Q. That meaning you would love to explore the**
22 **opportunity to sell capacity to existing retail**
23 **customers in Missouri?**

24 A. Indirectly, yes.

25 **Q. Indirectly meaning what?**

1 A. Well, if there is --

2 MR. ZOBRIST: Judge, we're getting back into
3 the legal discussion. He stated his understanding of
4 Missouri's regulatory environment and the legal
5 restrictions in this area, but I think we're getting to
6 the point now where again he's being asked to give a
7 legal interpretation of electricity is regulated in
8 Missouri with regard to retail customers, and so I
9 object.

10 JUDGE BUSHMANN: Mr. Agathen.

11 MR. AGATHEN: I'll move on to a different
12 question.

13 BY MR. AGATHEN:

14 Q. Going back to page 12 of your direct
15 testimony, right after you state that buyers of capacity
16 on your line might include retail customers, you state
17 at lines 22 to 23 as follows: Neither the project nor
18 its Missouri facilities will provide service to end-use
19 customers or provide retail service in this state.

20 Do you see that?

21 A. Yes.

22 Q. And on that basis you say the project will
23 not be regulated by this Commission?

24 A. That's correct, yes.

25 Q. But at this point due to the legal issues I

1 **guess involved you're not precluding yourself from being**
2 **able to sell capacity to what is now a retail customer,**
3 **are you?**

4 A. So there are many large loads throughout the
5 country that want to buy 100 percent wind or 100 percent
6 solar and we would like to provide them with that
7 option.

8 And if that option presented itself in
9 Missouri, we would work with the -- whoever their
10 utility was and anybody else that we needed to work with
11 in order for that customer to get what they wanted.

12 **Q. On a different subject, you have a contract**
13 **with Nation--Nation-- National Nagrid -- National Grid.**
14 **Is that the name of it?**

15 A. National Grid, yes.

16 **Q. Excuse me for mispronouncing it.**

17 **Which gives them some type of option to buy**
18 **your company. Is that correct?**

19 **In general?**

20 A. In general, yes.

21 **Q. Is there any provision in that contract which**
22 **would require the approval of this Commission before**
23 **they buy your company?**

24 A. Typically -- I don't know the specifics of
25 the Missouri statute, but typically whenever utilities

1 are bought or sold or interests exchanged, even if we
2 sold more shares or less shares, typically those go
3 through various state approvals.

4 Q. Thank you.

5 Do you recall you told the Kansas Commission
6 when you applied for approval for the Grain Belt line
7 that the line would deliver approximately 15 million
8 megawatt hours of energy?

9 A. I don't --

10 Q. Does that sound about right?

11 A. It sounds in the -- in the right ballpark.

12 Q. And now are you telling this Commission that
13 it's going to be over 18 million megawatt hours?

14 A. That sounds correct, yes.

15 Q. What accounts for the difference?

16 A. I'm not sure at what point in time that was
17 in the Kansas process, but the project began as a
18 3,500 megawatt project. Today the project that is
19 before us is a project that would deliver 500 megawatts
20 to Missouri and 3,500 megawatts to PJM, for a total of
21 4,000 megawatts, and that may account for the
22 difference.

23 Q. So somewhere along the line the project
24 changed from 3,500 to 4,000?

25 A. That's probably -- I'd need to sort of go

1 back and -- and reconstruct all of the different things,
2 but as the project was conceptualized -- I do know that
3 the project was conceptualized four years ago as a
4 3,500 megawatt project and today it's a 4,000 megawatt
5 project.

6 **Q. But you don't know at what point it changed?**

7 A. I don't know the exact time it changed, no.

8 **Q. Is it fair to say that one of the risks that**
9 **investors in Clean Line knowingly undertake is that the**
10 **company may not obtain regulatory approval from one or**
11 **more of the State commissions which must approve the**
12 **project?**

13 A. I would say, yes, the investors are aware of
14 that risk.

15 **Q. And that particular risk is one factor which**
16 **impacts the expected rate of return on equity for the**
17 **owners. Is that correct?**

18 A. It's one of a number of risks in our business
19 that I'm sure they think about.

20 **Q. If this Commission does not approve the Grain**
21 **Belt line, could Clean Line still be profitable if your**
22 **other projects are approved?**

23 A. Possibly.

24 **Q. Under your current business plan, if the**
25 **others were approved and operated as you envision them**

1 to be, would Clean Line still be profitable even if the
2 Grain Belt line was not approved?

3 MR. ZOBRIST: Let me just object. That calls
4 for speculation, Judge.

5 JUDGE BUSHMANN: Mr. Agathen.

6 MR. AGATHEN: I'm just asking him if under
7 their business plan, isn't that the case if the Grain
8 Belt is not approved, their business plan would show
9 that Clean Line would still be profitable.

10 JUDGE BUSHMANN: I think the witness can
11 answer if he knows.

12 Please go ahead.

13 THE WITNESS: So if all of our other projects
14 got approved and got built?

15 BY MR. AGATHEN:

16 Q. Yes.

17 A. Yes, then we would be profitable.

18 Q. Is it fair to say that none of the wind
19 generators will be buying capacity on the line until you
20 have all of the needed regulatory approvals to build it?

21 A. So at some point when we get the regulatory
22 approvals, yeah, then we'll enter into agreements
23 whereby if we build, they'll buy the capacity.

24 Q. But they won't enter into those binding
25 contracts until you have all of the regulatory

1 **approvals. Is that correct?**

2 A. Yes, that's correct.

3 **Q. And the same for utility customers who are**
4 **looking to buy capacity online?**

5 A. I think that, yes.

6 **Q. So when the Commission issues an order in**
7 **this case, you won't have any customers at all, will**
8 **you?**

9 A. We will have -- we will not have binding
10 agreements when we enter into an order, if the
11 Commission enters an order.

12 **Q. You've had discussions with a number of wind**
13 **developers about buying capacity on the line. Right?**

14 A. Yes.

15 **Q. And the same for load-serving utilities?**

16 A. Correct.

17 **Q. Do you have any memorandums of understanding**
18 **which are not binding but just, I guess what the name**
19 **implies, that the wind developer would seriously**
20 **consider buying capacity if you have all of the**
21 **necessary approvals?**

22 A. Yeah. We have a number of those in place,
23 and my colleague Dave Berry can walk through the
24 specifics of those.

25 **Q. And those are with wind developers. Right?**

1 A. Correct.

2 Q. Do you have any at all with purchasers,
3 utility purchasers?

4 A. No.

5 Q. On a different issue, directing your
6 attention to page 6 of your testimony, lines 4 to 6.

7 Are you there?

8 A. Yes.

9 Q. You say there, do you not, electricity
10 customers in Missouri will not bear any costs of the
11 construction of the project?

12 Is that what you say there?

13 A. That is what I say there, yes.

14 Q. But if, for example, Ameren buys capacity on
15 the line and purchases energy from one or more of the
16 wind farms, they will then be paying you for the
17 capacity on the line, they being Ameren. Right?

18 A. What we have found in every discussion --

19 Q. Is that true or not first?

20 A. No, it's not true.

21 Q. So Ameren, if they bought capacity on the
22 line, would not pay you for that capacity?

23 A. We anticipate that the wind generators will
24 buy the capacity in that particular situation.

25 Q. But you just told us, did you not, that load-

1 **servicing utilities like Ameren could purchase capacity on**
2 **your line?**

3 A. They could.

4 Q. **And they could make the arrangements directly**
5 **with the wind generator to buy the energy, could they**
6 **not?**

7 A. They absolutely could.

8 Q. **Under that scenario Ameren would pay you for**
9 **the capacity on the line, would they not?**

10 A. They would.

11 Q. **And would they not seek to recover that in**
12 **all likelihood from their own retail customers?**

13 A. I'm not familiar with how they recover all of
14 their costs, but that sounds plausible.

15 Q. **And if Ameren dealt directly with the wind**
16 **generator and paid them for the energy, that charge**
17 **would include the capacity charge that you impose or**
18 **that you charge the wind generator. Correct?**

19 A. Yeah. And presumably all this would happen
20 because Ameren determined that it was in the best
21 interests of their customers.

22 Q. **Correct.**

23 **And my question gets to who is ultimately**
24 **going to bear that and it's going to be Ameren's retail**
25 **customers, is it not?**

1 A. Yes.

2 **Q. Thank you.**

3 A. Can I clarify?

4 MR. AGATHEN: I'm happy with the state of the
5 record as it is, Your Honor.

6 JUDGE BUSHMANN: You can wait and your
7 attorney will have an opportunity to ask you questions.

8 THE WITNESS: All right. Yeah. Okay. Fine.

9 BY MR. AGATHEN:

10 **Q. Are you familiar with what's called the**
11 **regional transmission planning process at MISO and PJM?**

12 A. Yes.

13 **Q. Under FERC's regulations you could have**
14 **voluntarily participated in the regional transmission**
15 **planning processes at MISO and PJM, could you not?**

16 A. No.

17 **Q. Are you familiar with FERC Order No. 1000?**

18 A. Generally, yes.

19 **Q. Do you recall a provision there which states,**
20 **quote, nothing in this final rule prevents a merchant**
21 **transmission developer from voluntarily participating in**
22 **the regional transmission planning process even if it is**
23 **not seeking regional cost allocation for its proposed**
24 **transmission project, end quote?**

25 A. You know, FERC Order 1000 is almost a

1 thousand pages long and I'm not familiar with every
2 single page --

3 **Q. Understand.**

4 A. -- and line.

5 MR. ZOBRIST: If we're just quoting a FERC
6 order, Judge, if Mr. Agathen wants to read the line into
7 evidence, subject to check, we'll concede that that's
8 what the FERC order says.

9 JUDGE BUSHMANN: Is that satisfactory,
10 Mr. Agathen?

11 MR. AGATHEN: Almost.

12 BY MR. AGATHEN:

13 **Q. Mr. Skelly, do you recall that Rock Island**
14 **Clean Line, one of the sister lines, filed an answer to**
15 **comments of Interstate Power & Light Company before the**
16 **FERC?**

17 MR. ZOBRIST: Well, Judge, I'm going to
18 object. This is a different company and a different
19 proceeding. It doesn't involve Missouri and I fail to
20 see its relevance in this context.

21 JUDGE BUSHMANN: How is this relevant,
22 Mr. Agathen?

23 MR. AGATHEN: Well, the witness stated
24 earlier in answer to a question that they would not have
25 been allowed to participate in this regional

1 transmission planning process, and yet what I'm going to
2 offer here is that Clean Line filed a document with the
3 FERC quoting the order which says that they could.

4 JUDGE BUSHMANN: Okay. Proceed.

5 BY MR. AGATHEN:

6 Q. Do you recall filing comments, you being
7 Clean Line and the Rock Island Clean Line, before the
8 FERC in answer to comments of Interstate Power & Light
9 Company?

10 A. To be totally honest, no, I don't recall the
11 specifics of that.

12 Q. Would you accept subject to check one of your
13 comments quoted Order No. 1000 from the FERC, which
14 stated as you quoted it, quote, nothing in this final
15 rule prevents a merchant transmission developer from
16 voluntarily participating in the regional transmission
17 planning process even if it is not seeking regional cost
18 allocation for its proposed transmission project?

19 Would you accept subject to check that that
20 was a part of your comment?

21 A. Sure.

22 MR. ZOBRIST: Could you just read into the
23 reference the page and line of that, please?

24 MR. AGATHEN: This is in FERC Docket
25 No. ER12-365-000, and the comment is at page 2 of their

1 filing.

2 MR. ZOBRIST: Okay. Thank you.

3 BY MR. AGATHEN:

4 Q. On a different subject, do you intend to have
5 the Grain Belt line fully subscribed and in operation by
6 the year 2019?

7 A. That is our aspiration, yes.

8 Q. At page 16 of your testimony, lines 8 to
9 10 -- are you there?

10 A. Yeah.

11 Q. -- you state that Missouri's RES
12 requirement -- requires -- excuse me -- electric
13 utilities by 2021 to generate or purchase
14 15 percent of the electricity they sell from renewable
15 energy sources. Is that correct?

16 A. Yeah.

17 Q. Isn't it true that Missouri utilities could
18 meet that 15 percent quota by purchasing renewable
19 energy certificates as opposed to generating or
20 purchasing electricity from renewable sources?

21 A. I'm not -- so first of all there's national
22 RECs. There are RECs that require direct delivery of
23 electricity. I'm not familiar with the ins and outs of
24 the Missouri statute on RECs.

25 Q. So you don't know whether or not you're

1 accurate then when you say that Missouri law requires
2 utilities to generate or purchase 15 percent of the
3 electricity they sell from renewable energy resources?

4 A. So I am not familiar with the statute, but I
5 do know that direct delivery of renewable energy is very
6 important not only for RPS compliance but if you think
7 about the evolving generation mix and the imperatives
8 around carbon reduction, the only way that that will be
9 achieved is through direct delivery of energy.

10 Q. So you don't know the rules regarding RECs in
11 Missouri. Is that correct?

12 A. I don't know them, but I do know how carbon
13 will be affected and under the rules that are evolving
14 under Rule 11D.

15 Q. So you do or do not know how the rules apply
16 for RECs in Missouri?

17 A. I do not know how they will apply in
18 Missouri. I don't know the ins and outs of the Missouri
19 RECs.

20 Q. Thank you.

21 At page 5 of your direct testimony, lines 13
22 to 14, you say the project will create an estimated
23 1,315 jobs in Missouri during the construction phase and
24 as many as 70 permanent jobs. Is that correct?

25 A. That's correct.

1 Q. And other Grain Belt witnesses basically
2 reiterate much the same claim, do they not?

3 A. I believe so.

4 Q. Would you agree that if energy is delivered
5 from your line to utilities in Missouri, that the energy
6 will displace generation from coal plants and gas plants
7 in this state?

8 A. No, not necessarily.

9 Q. Could it displace gas generation and coal
10 generation in this state?

11 A. It might but that might not necessarily mean
12 a reduction in jobs.

13 Q. Well, we haven't gotten to that point yet.

14 A. Okay.

15 Q. Did you check with Mr. Moland as to whether
16 or not coal or gas generation would be displaced if the
17 Grain Belt line goes into service as you envision it?

18 A. I'm not sure. Could you restate the
19 question?

20 Q. Sure.

21 You said -- let me ask a different question.

22 Are you saying you don't know if there will
23 be a reduction of coal and gas generation in Missouri as
24 a result of the Grain Belt line being implemented?

25 A. So my colleague Mr. Berry can talk at length

1 about the economic dispatch models that we used, because
2 it's -- all these models simulate not only generation of
3 Missouri but throughout MISO and SPP, so the specifics
4 of what would happen with each plant would be
5 speculative on my part.

6 **Q. So you don't know what the effect would be in**
7 **Missouri?**

8 A. I don't know the exact effect, no.

9 **Q. Well, do you know any kind of effect in**
10 **Missouri, whether it's exact or not?**

11 A. Okay. I would suspect that it would mean
12 less coal burned primarily.

13 **Q. And natural gas?**

14 A. I'm not so sure about natural gas.

15 **Q. Coal at least?**

16 A. Yes.

17 **Q. Is it fair to say the energy delivered from**
18 **your project would be the equivalent to the capacity of**
19 **four to five new base load coal-fired units?**

20 A. So coal based load units typically hit their
21 maximum efficiency in the 5 to 600 megawatt range, and
22 they run around 90 percent of the time. So that would
23 mean -- yeah, I guess if we're doing 4,000 megawatts,
24 around four to five coal plants, yes.

25 **Q. Or the equivalent of three to four new**

1 **nuclear generating units?**

2 A. I believe that --

3 **Q. In that range?**

4 A. In that range, yeah.

5 **Q. How many megawatt hours of coal generation**
6 **can be displaced in Missouri before some jobs at those**
7 **plants are lost?**

8 A. I don't know the exact number.

9 **Q. Do you know an approximate number?**

10 A. So there are changes taking place in the
11 Missouri generation mix with or without us and we will
12 presumably affect those on the margin but I don't know
13 the exact effects.

14 **Q. That's what you said, you don't know the**
15 **exact effects, and then I asked you do you know the**
16 **approximate effects.**

17 A. And I don't --I don't know if it's, like, one
18 job or ten jobs.

19 **Q. Thank you.**

20 **Or more?**

21 A. Or more.

22 **Q. If Missouri suddenly imports 2.4 million**
23 **megawatt hours per year from Grain Belt, have you done**
24 **any analysis of what impacts that will have on**
25 **construction of transmission upgrades in this state?**

1 A. So that analysis is done by MISO, and again,
2 my colleague Dr. Galli can talk about that in more
3 specific detail, but our understanding is that that
4 would not result in the need for any upgrades to the
5 MISO system.

6 **Q. Could it result in the elimination of**
7 **upgrades if your line is built?**

8 A. Possibly.

9 **Q. And might that result in the loss of jobs or**
10 **have you looked at that?**

11 **It takes people, does it not, jobs, does it**
12 **not, to upgrade transmission projects?**

13 A. Yes.

14 So again, Dr. Galli can talk about that in
15 more detail, but what it will -- that analysis would
16 require looking at are we -- with this injection of
17 energy are we obviating the need for some other
18 transmission build, and I don't know if we've done that
19 kind of but for analysis but --

20 **Q. If you have done that analysis, have you done**
21 **any further analysis about how many jobs might be lost?**

22 A. So the question -- can I -- can I try to
23 restate the question?

24 **Q. Sure.**

25 A. Okay. So the question is, if we build our

1 line, will that mean that other lines don't get built,
2 and if those lines don't get built, will there be other
3 jobs that would not be created?

4 Q. Actually you asked it better than I did.

5 A. Okay.

6 We have not done that analysis, no.

7 Q. Thank you.

8 Have you done any analysis of the impact on
9 coal companies for the loss of sale of coal to the
10 plants -- coal plants whose energy would be displaced if
11 the Grain Belt line is built?

12 A. Of specific Missouri coal -- Missouri coal
13 companies or --

14 Q. Either.

15 A. We have not done the analysis of the P&Ls of
16 coal companies to see how they would be affected by what
17 we're doing.

18 Q. How about the railroad lines that ship the
19 coal, have you done any analysis of what impact that
20 might have?

21 A. So the question is, have we looked at the
22 U.S. rail transportation patterns to find out how they
23 might be affected by reductions in coal due to the
24 construction of our line?

25 Q. Yes.

1 A. No, we have not.

2 Q. And the same I assume would hold true for
3 barge traffic which hauls coal?

4 A. We have not looked at the impact of our line
5 on barge shipments of coal from -- presumably
6 Appalachian coal you're talking about?

7 Q. Any type of coal.

8 A. So I think it's Appalachian coal that moves
9 on barges.

10 Q. Actually Ameren's power plants, don't they
11 not use barges for transportation from powder river coal
12 or do you know?

13 A. I think -- I'm quite certain that all powder
14 river coal moves on trains.

15 Q. To some point?

16 A. And then it's transshipped to barges?

17 Q. Yes.

18 A. Quite possibly.

19 Q. Have you done any analysis at all to
20 determine what impact your line might have as far as the
21 loss of jobs in any sector?

22 A. No, we have not.

23 Q. To your knowledge when your people were
24 promoting the line to local county officials and members
25 of the public, did they ever once mention the economic

1 **benefits that they were touting could be partially**
2 **offset or totally offset by losses in other sectors?**

3 A. I'm sorry. Who was touting again?

4 **Q. Your employees.**

5 A. Okay.

6 So --

7 **Q. Did they ever mention the potential offsets**
8 **in these jobs that they were telling people would be**
9 **created?**

10 A. Yeah, I wasn't privy to every conversation,
11 but typically when we talk about our projects to a wide
12 variety of stakeholders, we talk about how our jobs will
13 create economic opportunity. People ask about their
14 effects on other sectors of the economy.

15 We acknowledge that a cleaner energy mix will
16 involve some transitions that those -- and that means
17 jobs and economic development in certain parts of the
18 country. So any intelligent discussion of our -- or any
19 in-depth discussion of our project does involve a
20 discussion around what happens if we build the project,
21 what happens if we don't build the project and the
22 pluses and minuses on both sides.

23 So again, I wasn't privy to every
24 conversation but in my experience those conversations
25 include all of those things.

1 answered. He already said that they don't do an
2 economic analysis of what the coal producers or other
3 folks pursuing some other model is. So I object. It's
4 been asked and answered.

5 JUDGE BUSHMANN: Sustained.

6 BY MR. AGATHEN:

7 Q. Did you ever mention in any of your
8 literature anywhere that if the line and the wind farms
9 are built, the taxpayers would pay out over several
10 billion dollars in tax credits to the wind farms?

11 A. Yeah. We don't get into -- typically on our
12 websites we don't get into the different subsidy and
13 incentive schemes that are available to different energy
14 producers.

15 Q. So you would not have mentioned that?

16 A. We did not mention it, no.

17 Q. Why not?

18 A. Again, the discussion of the merits of all of
19 the different tax incentives for different types of
20 energy would -- there are entire think tanks that
21 dedicate themselves to that task and we are not one of
22 those think tanks.

23 Q. So it's fair to say that you cite in all of
24 your literature, not just your website, that you promote
25 what you see as the benefits of the line but you make no

1 **mention of the downsides from your line?**

2 A. I do think that we --

3 **Q. Is that a fair statement?**

4 A. No, I don't think it's a fair statement.

5 **Q. But you can't point to any mention at all**
6 **anywhere in any of your literature, for example, of the**
7 **billions of dollars that would be paid to the wind farms**
8 **in Production Tax Credits?**

9 MR. ZOBRIST: Objection, Judge, asked and
10 answered.

11 MR. AGATHEN: I'll withdraw it.

12 BY MR. AGATHEN:

13 **Q. Are you familiar with the analysis that**
14 **Ameren did regarding the economic benefits of the**
15 **different options for meeting its future wind**
16 **requirements?**

17 A. At a -- at a very cursory level.

18 **Q. Do you know how wind generation compared in**
19 **that analysis with other forms of generation in terms of**
20 **job creation?**

21 A. I'm not sure if I'm recalling the exact
22 document, but in our -- in my experience in the wind
23 business and as recently as a year or two ago, when I
24 looked at Ameren's evaluation of the cost of wind, it
25 was dramatically higher than our experience in the

1 market.

2 Q. Do you know how it compared to other forms of
3 generation as far as job creation goes?

4 A. No, I'm not familiar with that analysis by
5 Ameren.

6 Q. On another issue. Do you believe there is a
7 lot more potential wind capacity in the Western Kansas
8 area than your line will be able to accommodate?

9 A. Yes.

10 Q. Is it also true that at or before the time
11 your line energized it will become a public utility as
12 that term is used by the FERC?

13 A. I'm not familiar with the exact definition
14 that FERC uses, so I have a hard time answering that
15 question.

16 Q. At some point, though, you would envision
17 becoming a public utility under FERC's terms. Right?

18 A. Again, I can't remember exactly what FERC
19 calls a public utility.

20 Q. Would you agree that the FERC's open access
21 transmission tariff includes the obligation to expand
22 your transmission system if necessary to provide
23 transmission service to additional customers?

24 A. Again, I don't -- it's a legal question, and
25 I'm guessing that FERC can't say you have to quadruple

1 the capacity of that line, but I don't know the FERC
2 rules around that.

3 Q. Would you accept subject to check that in the
4 FERC Order in Docket No. AD12-9-000 issued January 17th
5 of the year 2013, on page 19 the FERC stated as follows,
6 quote, we have reaffirmed here that all merchant
7 transmission developers and nonincumbent cost-based
8 participant funded transmission projects become public
9 utilities at the time their projects are energized and
10 depending on the circumstances may become public
11 utilities even earlier?

12 MR. ZOBRIST: Judge, first of all, it's
13 asking for a legal conclusion. Secondly, this is a
14 legal matter. And if Mr. Agathen wants to make an
15 argument in the post hearing briefs, that may be
16 appropriate, but questioning a witness on FERC documents
17 in a State proceeding is really not relevant and
18 fruitful for the purposes that we're here today for.

19 JUDGE BUSHMANN: Mr. Agathen.

20 MR. AGATHEN: Well, the question obviously
21 goes to the -- not obviously. The question is going to
22 go to the issue of if there is wind capacity in Western
23 Kansas in excess of what the Grain Belt line can handle
24 at the moment, will they not be required by the FERC to
25 increase the capacity of their line in order to handle

1 that additional untapped wind generation.

2 MR. ZOBRIST: Well, then I have a further
3 objection, that it calls for speculation. That's not
4 what we're presenting to this Commission and that is
5 certainly not what was presented to the Kansas
6 Commission which has approved this project.

7 MR. AGATHEN: Well, of course, if they're
8 obligated to double the capacity of their line by the
9 FERC five years down the road, I would think that's
10 certainly relevant to this Commission's consideration
11 when they're approving this application for a
12 certificate.

13 JUDGE BUSHMANN: I think Mr. Agathen is
14 entitled to question the witness about his knowledge of
15 the document but not to have to provide a legal opinion
16 or his legal interpretation of it.

17 MR. AGATHEN: Fair enough.

18 BY MR. AGATHEN:

19 Q. If under FERC regulations you would
20 include -- you would be obligated to expand your
21 transmission system if necessary to provide transmission
22 service to these other wind generators in Kansas, if
23 that's the case, how would you go about expanding the
24 line that you're asking for the Commission to build
25 here?

1 A. Well, one of the most important features of a
2 DC line is you can carry a lot of power in a limited
3 right-of-way, so it's the most efficient use of
4 right-of-way.

5 And at the level that we're building it,
6 which is 500 to Missouri and 3,500 to PJM, we are
7 building it to carry that amount of power. We're not
8 building the line so that it can carry 10,000 megawatts.
9 And there are physical limitations around how much power
10 it will carry, and we're building it around those
11 specifications.

12 So I guess your question is would FERC order
13 us to build another line?

14 **Q. No. My question is if FERC ordered you to**
15 **add an additional, say, 6,000 megawatts of capacity, how**
16 **would you do that?**

17 A. I have no --

18 MR. ZOBRIST: Judge --

19 THE WITNESS: -- that's -- you would have to
20 build -- Dr. Galli can talk about it at more length, but
21 I assure you, you'd have to build another line.

22 BY MR. AGATHEN:

23 **Q. Right.**

24 **And parallel or whatever to the existing**
25 **line, or the line that you're asking to build?**

1 A. It would be highly anomalous to build it in
2 parallel to the existing line because then you would run
3 afoul of FERC rules and -- around reliability.

4 **Q. But you'd have to build a new line somewhere?**

5 A. I don't know that we would have to. We --
6 you know, we believe that wind energy is going to be a
7 more and more important part of the generation mix, and
8 we'd want to move as much energy as we can through --
9 through this line and with this limited right-of-way.

10 But we don't -- you know, we don't plan to
11 build more. And if -- your question -- it sounds like
12 your question is a legal question around -- and for this
13 I'd have to be a FERC lawyer, and as you know, there are
14 people who dedicate their entire careers to that.

15 And I don't know that FERC could order us to
16 go build another line from Kansas to Indiana, but it
17 certainly strikes me as -- as -- like, I mean, would
18 then FERC pay for it? Who -- I don't know how they
19 could make us do that.

20 **Q. So your answer is you don't know how you**
21 **would handle it if FERC ordered you to do it?**

22 A. No. My answer actually is I cannot
23 imagine -- again, I'm not a FERC lawyer. Okay?

24 **Q. Let's assume hypothetically that FERC orders**
25 **you to do that.**

1 MR. ZOBRIST: Judge --

2 BY MR. AGATHEN:

3 Q. Do you know how you would handle it?

4 A. I would say --

5 MR. ZOBRIST: Judge, I object. It calls for
6 speculation. We're really running down a line of
7 questions here that is not relevant to the
8 considerations before this Commission.

9 JUDGE BUSHMANN: Well, I think the witness
10 has already answered the question, so why don't you move
11 along.

12 MR. AGATHEN: Excuse me, Judge. I'm trying
13 to eliminate some questions here.

14 THE WITNESS: Thank you.

15 BY MR. AGATHEN:

16 Q. You testified in the case at the Arkansas
17 Commission for your Plains and Eastern line. Correct?

18 A. That's correct.

19 Q. And your plans for the Plains and Eastern
20 line was to extend from the western terminal in Oklahoma
21 across Kansas and into Tennessee?

22 A. Across Arkansas?

23 Q. Yes.

24 A. Yes.

25 Q. And did you make many of the same arguments

1 to the Arkansas Commission that you're making in this
2 case, about the creation of jobs and the environmental
3 benefits of wind generation?

4 MR. ZOBRIST: Judge, I'm going to object to
5 what is going on in Arkansas before another State
6 commission on another project. It's not relevant to the
7 Grain Belt Express project in the application before
8 this Commission.

9 MR. AGATHEN: We certainly had questions from
10 the bench this morning about the Arkansas case.

11 MR. ZOBRIST: And, again, when Commissioner
12 Hall asked those questions, they were of a legal nature
13 and we can explain those in the post hearing briefs.

14 JUDGE BUSHMANN: What's the relevance of the
15 line of questioning about Mr. Skelly's testimony?

16 MR. AGATHEN: Basically that what the
17 Arkansas Commission did was deny the application under
18 very similar circumstances to what is being presented to
19 the Commission here.

20 JUDGE BUSHMANN: I'm going to sustain the
21 objection.

22 BY MR. AGATHEN:

23 Q. Are you familiar --

24 MR. AGATHEN: Judge, I hope this is a
25 different line of questioning.

1 BY MR. AGATHEN:

2 Q. Mr. Skelly, are you familiar with the
3 provision of Federal law referred to as Section 1222 of
4 the Energy Policy Act of 2005?

5 A. I am.

6 Q. Does this law allow certain transmission
7 utilities such as Grain Belt to partner with the
8 Department of Energy and the Southwest Power
9 Administration in building new transmission facilities?

10 A. Subject to fulfilling the requirements of the
11 law, yes.

12 Q. Back in 2010 Clean Line submitted a proposal
13 to partner with the DOE for the Plains and Eastern line.
14 Right?

15 A. Correct.

16 Q. And that application just sort of laid
17 dormant for a while?

18 A. No.

19 Q. Well, when the Arkansas Commission turned
20 down your application for utility status there, that was
21 in about January of 2011, was it not?

22 A. Yeah. I guess I'm taking issue with the lay
23 dormant because --

24 Q. Okay. Let me withdraw that.

25 Isn't it true that the Arkansas Commission

1 **turned down your application there in January of 2011?**

2 MR. ZOBRIST: Judge, same objection. I
3 thought you just sustained my objection to getting into
4 the Arkansas matter.

5 JUDGE BUSHMANN: I sustained the objection
6 about what Mr. Skelly might have testified in the
7 Arkansas Commission, but in general related -- there has
8 been other questions about other lines, so I'll permit
9 that to some extent.

10 THE WITNESS: May I hear the question again,
11 please?

12 MR. AGATHEN: Sure.

13 BY MR. AGATHEN:

14 **Q. Did the Arkansas Commission turn down your**
15 **application roughly in January of 2011?**

16 MR. ZOBRIST: Well, I'm going to object.
17 He's asking about the Arkansas order. It's a legal
18 matter. We're going to -- we're going to brief that to
19 the Commission if it's interested. I don't know why I
20 need to have Mr. Skelly talk about dates of other
21 regulatory commissions on a different project. So I
22 object to relevancy.

23 JUDGE BUSHMANN: Overruled.

24 MR. ZOBRIST: I think he overruled my
25 objection.

1 THE WITNESS: Okay.

2 MR. ZOBRIST: You can answer the question,
3 sir.

4 THE WITNESS: It's -- so if turned -- I don't
5 know exactly what turned down in legal terms means, but
6 they said no without prejudice.

7 BY MR. AGATHEN:

8 Q. And then later that same year in August of
9 2011 did you file an update with the DOE asking them to
10 partner with you on the Plains and Eastern line?

11 A. So throughout the process -- okay. So if --
12 would it be helpful if I walked you through the
13 chronology of 1222? Is that what you're asking about?

14 Q. No.

15 Well, the chronology in Arkansas?

16 A. Or the chronology of 1222?

17 Q. No.

18 I'm asking about how you are asking to apply
19 1222 in Arkansas.

20 A. Okay. So what exactly is the question?

21 Q. Did you, after you were turned down in
22 Arkansas, go back to the DOE and update your plans with
23 the DOE under 1222?

24 A. So in the summer, I think it was June of
25 2010, we responded to a DOE RPF where they requested

1 proposals under the provisions of Section 1222, and we
2 applied at that time for the Plains and Eastern project
3 and the Grain Belt project shortly thereafter. And you
4 asked about an update. I think you said 2011.

5 A. Yes.

6 Q. But between 2010 when we first submitted this
7 response to the RFP we were providing continuous updates
8 to DOE and visiting with them periodically about the
9 project, updating them on various matters with respect
10 to the project. So that's a process that began actually
11 in the summer of 2009 and continues to this day.

12 Q. Do you remember sending a copy of the update
13 to the Department of Energy on August 17th, 2011 which
14 begins Dear Lauren, and I guess it's sent to the
15 Honorable Lauren Azar?

16 A. I don't recall the specifics of that but
17 that -- she was a DOE at that time.

18 Q. Do you recall what the contents of your
19 update said about the Arkansas Commission?

20 A. No.

21 Q. Would you accept subject to check that in
22 your update to the Plains and Eastern line dated August
23 2011 -- this is an update to Plains and Eastern Clean
24 Line proposal under Section 1222. At page 9 you stated
25 as follows: Under the heading Arkansas Public Service

1 Commission you said, Plains and Eastern Clean Line's
2 application for a certificate of public convenience and
3 necessity to the Arkansas Public Service Commission is a
4 prime example of why we are pursuing Federal siting
5 authority through the DOE's Section 1222 authority in
6 order to make the Plains and Eastern Clean Line a
7 reality.

8 Would you accept subject that that's what
9 your update said?

10 A. Yes.

11 Q. Would you also accept subject to check that
12 on page 9 as well you said the following, quote,
13 although it is preferable to work at the State level for
14 regulatory approval when developing long-distance, high
15 voltage transmission lines, State laws and
16 administrative codes can present barriers to development
17 due to the inability to fit interregional generation
18 projects like Plains and Eastern Clean Line into the
19 existing regulatory framework. Section 1222 has a
20 strong role to play in remedying such situations.

21 Would you accept that subject to check?

22 A. Yes.

23 Q. Thank you.

24 Have you started the open solicitation
25 process for taking bids on the Plains and Eastern land?

1 A. Yes.

2 **Q. Even without Arkansas approval?**

3 A. We are confident that the process that we are
4 fol-- we are following for Plains and Eastern will
5 result in a project that can be built.

6 **Q. Without Arkansas Commission approval?**

7 A. Correct.

8 **Q. And you will be given condemnation authority**
9 **through the Section 1222 process to condemn land in**
10 **Arkansas even though the Arkansas Commission has not**
11 **given its approval. Is that correct?**

12 A. Well, it's actually not -- that's not
13 actually the way that it works.

14 **Q. Well, somebody will be given condemnation**
15 **authority in Arkansas. Right?**

16 A. The Southwestern Power Administration has the
17 ability to acquire right-of-way in a series of states,
18 including Arkansas, and so they would -- they would
19 acquire the right-of-way.

20 **Q. On behalf of the construction of your line?**

21 A. Correct.

22 **Q. And you would end up owning the line?**

23 A. Not exactly. I mean, there is -- it's quite
24 complicated in terms of what we anticipate the ultimate
25 structure of that will be but --

1 **Q. But you would end up controlling the line**
2 **anyway?**

3 A. We would end up with the capacity rights to
4 the line.

5 **Q. Thank you.**

6 A. We believe.

7 **Q. You're anticipating that the project will be**
8 **fully permitted by the middle of next year. Is that**
9 **correct?**

10 MR. ZOBRIST: Judge, what project are we
11 talking about? I don't --

12 MR. AGATHEN: The Plains and Eastern line.
13 I'm sorry.

14 MR. ZOBRIST: I object. This is really
15 getting this hearing that relates to Grain Belt Express
16 project off track, and I fail to see the relevance of
17 all these questions on a project from Oklahoma to
18 Arkansas to Tennessee.

19 MR. AGATHEN: Well, the point, Judge, is that
20 under Section 1222, under certain circumstances if the
21 Arkansas Commission has turned them down for the
22 certificate, they can proceed pursuant to Section 1222
23 to build the line anyway and condemn the property in
24 Arkansas.

25 We will also be showing that they have filed

1 a similar Section 1222 application with the DOE with
2 respect to this line.

3 I would certainly think the Commission would
4 be interested in knowing whether they have plans in the
5 event the Commission turns them down on the Grain Belt
6 line to be able to proceed under Section 1222 to
7 accomplish the same thing without this Commission's
8 approval.

9 JUDGE BUSHMANN: In that case I'll overrule
10 the objection as it relates to plans relating to
11 Missouri.

12 In other words, I mean, you can -- you can
13 proceed to inquire about plans relating to Missouri.

14 MR. AGATHEN: Pardon me? I'm sorry.

15 JUDGE BUSHMANN: You may inquire about plans
16 relating to Missouri.

17 BY MR. AGATHEN:

18 **Q. Is it true back in the year 2010 you filed a**
19 **proposal under Section 1222 for the Grain Belt line?**

20 **A. That's correct, yes. It's on our website.**

21 **Q. I sent you a couple of data requests asking,**
22 **in effect, if this Commission turns down your**
23 **application, will you have permission under Section 1222**
24 **to proceed without the Commission's authority.**

25 **Do you recall those recent data requests?**

1 A. Generally, yes. Yeah.

2 MR. AGATHEN: Judge, I'd like to read into
3 the record Data Requests 3.1 and 3.3 and ask Mr. Skelly
4 if he recalls responding to this as I'm reading these.

5 JUDGE BUSHMANN: Any objection, Mr. Zobrist?

6 MR. ZOBRIST: Assuming we've got the right
7 DRs and the right questions I don't have any objection.

8 JUDGE BUSHMANN: All right. Please proceed.

9 BY MR. AGATHEN:

10 Q. Data Request 3.1 asked, quote, if the DOE and
11 SPA, meaning Southwest Power Administration, accept your
12 September 2010 project proposal under Section 1222 of
13 the Energy Policy Act for the Grain Belt line with
14 appropriate updates to reflect the present status of the
15 line, would Grain Belt need any approval or
16 authorization from the Missouri Public Service
17 Commission in order to build the Missouri portion of the
18 project?

19 Do you recall that general data request?

20 A. Generally, yes.

21 Q. And your response was, Grain Belt Express is
22 not seeking regulatory approval from the Department of
23 Energy under Section 1222 of the Energy Policy Act.
24 Grain Belt Express is focused on the approval process
25 through the Missouri Public Service Commission.

1 The question calls for a legal conclusion,
2 and I have no knowledge of the legal requirements that
3 may or may not be imposed by Missouri law under the
4 hypothetical scenario posed in Item 3.1.

5 Does that sound correct?

6 A. That sounds correct.

7 Q. And then data request --

8 MR. AGATHEN: I've just got one more, Judge.

9 BY MR. AGATHEN:

10 Q. Data Request 3.3 asks, quote, if the DOE and
11 Southwest Power Administration accept your September
12 2010 project proposal under Section 122 -- excuse me.
13 Strike that -- under Section 1222 of the Energy Policy
14 Act for the Grain Belt line, with appropriate updates to
15 reflect the present status of the line, could Clean Line
16 or Grain Belt or the SPA on their behalf exercise the
17 power of eminent domain for the proposed line without
18 Grain Belt having obtained a certificate of convenience
19 and necessity for the project from the Missouri Public
20 Service Commission?

21 Do you recall that general question?

22 A. Yes. Yes.

23 Q. And your response being as follows: Grain
24 Belt Express is not seeking regulatory approval from DOE
25 or Southwestern Power Administration. I understand that

1 the Department of Energy and Southwestern may have
2 siting authority on certain circumstances; however, this
3 question calls for a legal conclusion.

4 I have no knowledge about whether or not
5 specific approval would be required in the hypothetical
6 scenario described in the question above.

7 Does that sound correct?

8 A. That sounds correct, yeah.

9 Q. And when you say siting authority there, did
10 you in effect mean the ability to condemn property?

11 A. Yes.

12 Q. So as I understand this, you don't know --
13 and understandably your not being a lawyer -- you don't
14 know whether if the Commission denied the application in
15 this case you could or could not condemn authority --
16 property in Missouri?

17 A. That's correct.

18 Q. Do you have any reason as we sit here today
19 to believe that the situation in Arkansas where you are
20 proceeding is any different than the situation in
21 Missouri?

22 MR. ZOBRIST: Objection, Judge. We're again
23 comparing two different -- two different proceedings
24 under two different sets of statutes, two different
25 projects. Relevancy. It is not relevant.

1 JUDGE BUSHMANN: Overruled.

2 THE WITNESS: So it sounds like you're asking
3 me to speculate on what the Missouri Commission would
4 decide.

5 BY MR. AGATHEN:

6 Q. No, not at all. I'm asking you, to your
7 knowledge, if the Missouri Commission rules against you,
8 is there any difference in the situation here in
9 Missouri than in Arkansas with respect to proceeding
10 under Section 1222?

11 MR. ZOBRIST: Well, Judge, that does call for
12 speculation because it calls the witness to have to
13 speculate as to what this Commission might do, what
14 conditions it might impose and other issues, so it calls
15 for speculation.

16 JUDGE BUSHMANN: Overruled.

17 The witness can answer the question.

18 THE WITNESS: So let me just make sure I
19 understand.

20 The -- so the Missouri Commission says no?

21 BY MR. AGATHEN:

22 Q. Correct.

23 A. And if it's just a blanket no way, no how, or
24 it's no, but think about these other things --

25 Q. No. It's no that you failed to make your

1 case. You didn't prove a need. You didn't have the
2 franchises. You just got turned down.

3 MR. ZOBRIST: Well, let me object to that.
4 He's now imposing legal issues that we disagree with, so
5 I --

6 JUDGE BUSHMANN: I think the original
7 question was to explain the differences as the witness
8 knows them, and he can answer that question. I think
9 you've gotten afield from what the original question
10 was.

11 THE WITNESS: Okay. So -- should I --

12 JUDGE BUSHMANN: You may go ahead and answer
13 the original question.

14 THE WITNESS: Okay.

15 We would look at the no and try to figure out
16 a way to turn it into a yes, and if that called for
17 modifying the project, delivering more energy to
18 Missouri, whatever, we would look at it and try to --
19 to -- to make our project work within the parameters as
20 we understood them of the no.

21 But -- and then if -- and then we would look
22 at all of the different alternatives to build the
23 project.

24 Because we are deeply convinced that this is
25 the direction that the country is heading in in terms of

1 its energy mix, and we're also convinced that direct
2 current solutions are the best solution in terms of cost
3 effective supply of clean energy and they're the lowest
4 impact in terms of right-of-way usage. So we would look
5 at other alternatives to build the same project.

6 BY MR. AGATHEN:

7 **Q. What question did you just answer there?**

8 A. What would we do if Missouri said no?

9 **Q. That was not the question.**

10 A. Okay.

11 JUDGE BUSHMANN: Can you restate the
12 question, Mr. Agathen?

13 MR. AGATHEN: Yes.

14 BY MR. AGATHEN:

15 **Q. If Missouri says no, are you aware of any**
16 **circumstances in Missouri which are different than in**
17 **Arkansas which would preclude you from proceeding under**
18 **Section 1222 to build your line?**

19 MR. ZOBRIST: I think that calls for a legal
20 conclusion, Judge.

21 JUDGE BUSHMANN: Overruled.

22 THE WITNESS: Okay. So to go through
23 Section 1222, there are very specific statutory
24 criteria.

25 BY MR. AGATHEN:

1 **Q. Are you aware of any differences in Missouri**
2 **than in Arkansas?**

3 MR. ZOBRIST: Judge, he's asking for a legal
4 conclusion. I don't know -- and if he's not, then he
5 needs to be more specific. He's asking about Arkansas
6 law and how would that affect Missouri law. And if it's
7 legal, than I object to it because it calls for a legal
8 conclusion. If he's asking for something else, then I
9 think more facts need to be included in the question.

10 JUDGE BUSHMANN: I think the witness can
11 testify as to his knowledge of the difference between
12 the Arkansas/Missouri situation.

13 MR. AGATHEN: That's all I'm asking.

14 JUDGE BUSHMANN: I think that's all the
15 question is. It's not asking for a legal conclusion.
16 It's what the witness knows.

17 So, sir, if you can answer that question, I'd
18 appreciate it.

19 THE WITNESS: All right. Now -- I'm sorry --
20 I need the question again.

21 BY MR. AGATHEN:

22 **Q. If this Commission turns you down and you**
23 **don't see any other alternatives, as you sit here today,**
24 **are you aware of any differences between the situation**
25 **in Arkansas and the situation in Missouri which would**

1 **preclude you from building your line pursuant to**
2 **authority of Section 1222?**

3 A. Okay. Section 1222 is --

4 **Q. Could you start out with yes or no?**

5 A. It's -- I don't feel like it's a yes/no
6 question.

7 **Q. Are you familiar with any differences?**

8 A. Between Missouri law and Arkansas law?

9 **Q. That would certainly be a part of it, yes.**
10 **If not, that's fine.**

11 A. The laws in Missouri and Arkansas are quite
12 different. The requirements to fulfill Section 1222 are
13 the same across -- irrespective of the state that is
14 involved.

15 And we would look at the Grain Belt project
16 in its current form and we'd look at the Missouri
17 decision and we would decide what our options might be.

18 You're shaking your head.

19 **Q. I'm looking for an answer to my question.**

20 **Are you aware of any differences as you sit**
21 **here today?**

22 A. I mean, there are countless differences
23 between Arkansas and Missouri law.

24 **Q. Are you aware of any differences which would**
25 **impact your ability to proceed in Missouri under**

1 **Section 1222?**

2 MR. ZOBRIST: I think the question has been
3 asked and answered, Judge.

4 JUDGE BUSHMANN: I agree. Let's move on,
5 Mr. Agathen.

6 BY MR. AGATHEN:

7 **Q. Do you still have the application with the**
8 **DOE under Section 1222 for the Grain Belt line pending**
9 **there?**

10 A. It is inactive at this point.

11 **Q. Inactive in the sense that it's been filed**
12 **and not approved at this point?**

13 A. We have indicated to DOE that we want to
14 concentrate on Plains and Eastern.

15 **Q. So the application has not been withdrawn?**

16 A. I do not believe it's been withdrawn.

17 MR. ZOBRIST: Judge, we'd just like to get
18 the witness some water if we could, please.

19 JUDGE BUSHMANN: Sure.

20 Mr. Agathen, while you're looking, I just
21 want to check for planning purposes about how many more
22 questions you might have.

23 MR. AGATHEN: I've got a quite a few left
24 here, Your Honor.

25 JUDGE BUSHMANN: Do you know how long that

1 might take? I hate to interrupt you.

2 MR. AGATHEN: No. I'm ready for a break at
3 any time.

4 JUDGE BUSHMAN: If that would be all right,
5 why don't we have a lunch break now, and we'll be in
6 recess until two o'clock.

7 (THE LUNCH RECESS WAS TAKEN.)

8 JUDGE BUSHMANN: Why don't we go ahead and
9 get started again. And I think, Mr. Agathen, we'll go
10 back on the record and you can continue your
11 cross-examination.

12 MR. AGATHEN: Thank you, Judge.

13 CROSS-EXAMINATION (CONT'D)

14 BY MR. AGATHEN:

15 Q. Mr. Skelly, I think we've established that
16 Clean Line and Grain Belt submitted a project proposal
17 under Section 1222 of the Energy Policy Act of 2005 to
18 the DOE in September of 2010. Correct?

19 A. Correct.

20 Q. Would you accept subject to check that the
21 following statements are included in that submission
22 that you made, and I'll start first with page 19. And
23 again, this deals with the Grain Belt, not the Plains
24 and Eastern.

25 On page 19 your submission states, quote,

1 with the conceptual transmission overlay more low-cost
2 energy in the western regions is available to energy
3 markets as economically transferred to the high-priced
4 East Coast regions, end quote.

5 Subject to check would you accept that that
6 was in the submission that you made under Section 1222
7 to the DOE?

8 A. Sure.

9 Q. And would you accept subject to check that on
10 page 22 the following statement also appears, quote, in
11 August 2010 Ameren Services Company created Ameren
12 Transmission Company to develop and construct a number
13 of transmission projects in Illinois and Missouri over
14 the next 10 to 15 years. There are four initial
15 projects in the \$1.3 billion portfolio collectively
16 called the Grain Rivers Project illustrated below in
17 Figure 13.

18 These projects are designed to allow for
19 the integration of renewables, paren, including over
20 5,000 megawatts of wind seeking to connect to Ameren's
21 system, close paren, improve reliability and relieve
22 congestion, end quote.

23 Do you accept that subject to check?

24 A. Yes.

25 Q. Two more.

1 Subject to check would you accept that your
2 submission to the DOE under Section 2022 at page 46
3 contains the following statement: Clean Line
4 anticipates that it will sell most or all of the
5 transmission rights on the Grain Belt Express Line --
6 strike that -- on the Grain Belt Express Clean Line
7 through long-term agreements with either load-serving
8 entities or renewable energy developers.

9 Would you accept that subject to check?

10 A. Yep.

11 Q. And finally would you accept subject to check
12 that the following statement appears at page 48, quote,
13 without the certainty provided by Section 1222 or a
14 similar statute with respect to right-of-way
15 acquisition, there is real doubt that the cost effective
16 renewable energy from the resource area can be made
17 available to MISO and PJM.

18 Will you accept subject to check that that is
19 what your submission says?

20 A. Yes.

21 Q. And you're speaking there when say about the
22 resource area, that's the Western Kansas wind farms?

23 A. Correct.

24 Q. Thank you.

25 Is it fair to say that the amount you can

1 charge for capacity on your line is effectively capped
2 at the difference in power prices between the two end
3 points of your line?

4 A. The difference in power prices is one of the
5 factors.

6 Q. All right. You're saying my statement is not
7 correct then --

8 A. Yes.

9 Q. -- or incorrect?

10 Pardon me?

11 A. Your statement is not correct.

12 Q. Let's see if we can do this subject to check
13 also.

14 In your Rock Island Clean Line application to
15 the FERC, Docket No. ER12-365, would you accept subject
16 to check that you stated on page 31, quote, the
17 Commission has recognized that negotiated rates for
18 service over merchant transmission projects are
19 effectively capped at the differential and power prices
20 between markets at either end of the project, end quote?

21 Would you accept that that is a statement
22 that was contained in that FERC application?

23 A. Yes.

24 Q. Is it true that if you're looking to sell
25 capacity on your line to a load-serving utility, the

1 cost to that utility of constructing its own renewable
2 generation acts as a cap on what they would pay for
3 renewable energy from the Grain Belt line?

4 A. So just to make sure, could you just restate
5 the question if you don't mind?

6 MR. AGATHEN: Sure.

7 Can I have you read it, re-read it?

8 (THE COURT REPORTER READ BACK THE FOLLOWING:

9 QUESTION: Is it true that if you're looking
10 to sell capacity on your line to a load-serving utility,
11 the cost to that utility of constructing its own
12 renewable generation acts as a cap on what they would
13 pay for renewable energy from the Grain Belt line?)

14 THE WITNESS: It's one of the factors.

15 MR. AGATHEN: Thank you.

16 BY MR. AGATHEN:

17 Q. Assuming your line is built, the wind farms
18 could sell their energy to any load-serving utility they
19 wish to, couldn't they, assuming that the load-serving
20 utility can get delivery of the energy?

21 A. Assuming they're buying the capacity from us?

22 Q. Assuming that the wind farm buys the capacity
23 from you, they can essentially sell to whatever load-
24 serving utility they wish. Correct?

25 A. And assuming we're not -- assuming we have no

1 step-in rights under their contract or anything to make
2 sure that they can meet their obligations, then that
3 would be the case I think.

4 Q. So there is nothing that would prevent --
5 strike that.

6 There is nothing you could do to prevent the
7 wind farms if they buy the capacity to sell to load-
8 serving utilities which are all outside of Missouri?

9 A. The physical characteristics of the project
10 will be to deliver 3,500 megawatts to PJM and 500 to
11 Missouri, and so that power would come to Missouri.

12 Q. And could be purchased by anyone in any of
13 the MISO states outside of Missouri. Correct?

14 A. In which case the project would still produce
15 the economic benefits that we have cited in the -- in
16 our application.

17 Q. Sure. I'm not questioning that.

18 My question is, can all of the power be sold
19 to load-serving utilities outside of Missouri?

20 A. In theory that's possible.

21 Q. I've got a question. I apologize if I asked
22 you this before. But you have not signed any
23 memorandums of understanding with load-serving
24 utilities. Is that correct?

25 A. You did ask that question before and I have

1 the same answer.

2 JUDGE BUSHMANN: Judge, the rest of my
3 questions -- and I'm going to have some exhibits along
4 with it -- deal with matters that have been labeled by
5 Grain Belt as highly confidential.

6 JUDGE BUSHMANN: Do you prefer to go
7 in camera for that?

8 MR. AGATHEN: I don't have any preference to
9 do that.

10 MR. ZOBRIST: I'm sure he doesn't, but not
11 knowing exactly what it is, it is matters that have been
12 disclosed to him as confidential. I --

13 JUDGE BUSHMANN: Are these exhibits highly
14 confidential that you're discussing?

15 MR. AGATHEN: Yes. I will have them marked
16 and offer them into the record and they are marked
17 highly confidential. Some of the questions I think will
18 be matters that Grain Belt probably does consider --

19 JUDGE BUSHMANN: Okay. In that case we'll go
20 in camera.

21 And let me caution attorneys that I'm not
22 responsible for the people in the audience. It's up to
23 the attorneys to make sure that the appropriate people
24 are sitting in the room that need to be.

25 MR. ZOBRIST: Well, I can assure the

1 Commission that my folks are here but I don't know --

2 JUDGE BUSHMANN: If there is anybody else in
3 here that doesn't need to be here --

4 MR. ZOBRIST: There may be either members of
5 the media or representatives of the intervenors who have
6 not signed affidavits; then they should leave.

7 JUDGE BUSHMANN: Are there any members of the
8 press here? If so, you may need to leave at this point.

9 You may proceed.

10 MR. AGATHEN: Thank you, Judge.

11 (IN CAMERA PORTION OF TESTIMONY)

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1 JUDGE BUSHMANN: We're back in public
2 session. You may proceed.

3 MR. AGATHEN: Thank you.

4 (EXHIBIT NO. 309 WAS MARKED FOR
5 IDENTIFICATION BY THE COURT REPORTER.)

6 BY MR. AGATHEN:

7 Q. I'd like to distribute Exhibit 309 at this
8 point.

9 Mr. Skelly, do you have a copy of what's been
10 marked as Exhibit 309?

11 A. I do.

12 Q. The dollar values represent dollars per
13 megawatt hour presumably. Right?

14 A. Yeah.

15 Q. And the price covers only the cost of
16 generation as opposed to transmission?

17 A. I believe so, yes.

18 Q. And the circled areas represent the
19 approximate areas where the energy is being generated.
20 Is that correct?

21 A. Correct.

22 MR. AGATHEN: I'll offer 309, Judge.

23 JUDGE BUSHMANN: Objections?

24 MR. ZOBRIST: No objection.

25 JUDGE BUSHMANN: Exhibit 309 is received into

1 the record.

2 (EXHIBIT NO. 309 WAS RECEIVED INTO EVIDENCE.)

3 MR. AGATHEN: And we'll now distribute 312.

4 (EXHIBIT NO. 312 WAS MARKED FOR

5 IDENTIFICATION BY THE COURT REPORTER.)

6 BY MR. AGATHEN:

7 Q. Do you have a copy, Mr. Skelly, of what's
8 been marked as Exhibit 312?

9 A. Yes.

10 Q. And that indicates existing transmission
11 lines among the best wind resources are limited?

12 A. Correct.

13 Q. And the oval in the middle of the country
14 there is supposed to represent where the best wind
15 resources are located?

16 A. Broadly speaking, yes.

17 MR. AGATHEN: I'll offer Exhibit 312, Judge.

18 JUDGE BUSHMANN: Any objections?

19 MR. ZOBRIST: No objection.

20 JUDGE BUSHMANN: Exhibit 312 is received into
21 the record.

22 (EXHIBIT NO. 312 WAS RECEIVED INTO EVIDENCE.)

23 MR. AGATHEN: I think I'm done, if I could
24 have one moment just to check.

25 JUDGE BUSHMANN: Yes.

1 MR. AGATHEN: That's all I have, Judge. I
2 just wanted to make sure that I reoffer all of the
3 exhibits that we've used with respect to Mr. Skelly's
4 cross if they have not been offered.

5 JUDGE BUSHMANN: The only one I see that has
6 not been offered is 307.

7 MR. AGATHEN: And we are not going to be
8 offering 307.

9 JUDGE BUSHMANN: And everything else has been
10 offered and received except for 314, which is pending a
11 discussion.

12 MR. AGATHEN: Thank you, Judge. That's all I
13 have.

14 JUDGE BUSHMANN: Do any of the commissioners
15 have any questions for the witness?

16 CHAIRMAN KENNEY: Yeah, unfortunately.

17 JUDGE BUSHMANN: Mr. Chairman.

18 QUESTIONS

19 BY CHAIRMAN KENNEY:

20 Q. I don't think I'll be too terribly long. I
21 want to go back to some questions -- good afternoon.

22 A. Thank you. Good afternoon.

23 Q. I want to go back to some questions that were
24 asked earlier about MOUs with wind generators, and I
25 think you indicated that there were some MOUs used with

1 wind generators?

2 A. Correct. I don't know the exact number but,
3 yes, we do.

4 Q. And what are the just general contours of
5 those MOUs? What do they -- what are the terms
6 generally, without revealing anything that is
7 confidential?

8 A. Yeah. Yeah. So Dave Berry can walk us
9 through the specifics of those --

10 Q. Okay.

11 A. -- but it's general collaboration. We keep
12 one another informed. They often support our public
13 outreach efforts and help other stakeholders understand
14 the need for projects like ours. That's what they --

15 Q. Do those MOUs or any of those MOUs specify
16 financial terms?

17 A. No. Not at this stage, no.

18 Q. Are those MOUs necessary or helpful when
19 obtaining project financing? Does the existence of
20 those aid you in demonstrating to lenders that this is a
21 viable project?

22 A. Not at a project financing level. At a --
23 the level of investors who are paying for the
24 development effort, they are obviously interested in
25 making sure that there are generators active in the

1 resource area and that they're interested in working
2 with us.

3 So, no, they're not committing themselves,
4 nor are we to them, for investors who are back in the
5 development effort. It is of interest for them to see
6 that there are MOUs activity on that front.

7 Q. So it's demonstrative of the economic
8 feasibility of the project?

9 A. Correct. Correct. Yeah.

10 Q. Is it more common to have MOUs execute with
11 wind generators or with load-serving entities?

12 A. Typically the development cycle for wind
13 farms goes -- begins many years before utilities would,
14 say, announce an RFP for wind.

15 So I can recall a number of instances when I
16 was in the wind development business where I might be
17 working on a project for five or six years with -- while
18 getting the Heisman from the load-serving entity and
19 then ultimately --

20 Q. Meaning the stiff arm?

21 A. Yeah.

22 Q. Okay.

23 A. But as we brought a project to -- to the
24 point where it was feasible that numbers could be
25 attached to it, that it was clear that we were going to

1 get the regulatory approvals. At that point in time the
2 load-serving entities would take an interest in the
3 project. That's my experience.

4 Q. So the lack of any commitments from a load-
5 serving entity at this stage of the game shouldn't be
6 demonstrative of anything?

7 A. We don't think so, no. And again, in our
8 experience that's one of the last items to fall in
9 place.

10 Q. Typically the load-serving entity is going to
11 contract with the wind generator through a PPA.
12 Correct?

13 A. That's correct.

14 Q. Is it your experience or is it your
15 understanding that the PPA would contain terms related
16 to the transmission of the electrons from the wind
17 generator to the LLC?

18 A. So typically the terms of the PPA would call
19 for delivered energy at a specific point. In our case
20 the -- the load-serving entity would understand that the
21 energy would be coming via our line but they wouldn't
22 get into the economics of that. They would be looking
23 at the delivered cost of generation plus transmission.

24 Q. So the contractual relationship is between
25 the LLC and the wind generator, not between the LLC and

1 you?

2 A. That's -- we believe that that will be the
3 case as we reach that point, yes.

4 Q. And you believe that that's the case because
5 that's typically how it's been done in the business?

6 A. Correct.

7 Q. Okay. You were asked some questions about
8 the potential of FERC ordering Grain Belt to build
9 additional capacity?

10 A. Yes.

11 Q. Is that -- in your experience has that
12 happened before, where FERC has directed a merchant
13 transmission to --

14 A. I've never heard of that happening, no.

15 Q. I want to ask a few questions related to a
16 document that may be more appropriately directed to
17 Mr. Gaul, but I want to ask you about it anyway because
18 you're the head guy.

19 So the Missouri Route Selection Study,
20 Section 5. Are you familiar with that document?

21 A. Generally.

22 Q. And it's attached to Mr. Gaul's testimony, so
23 I'll ask him, too, but I just wanted to see what you can
24 tell me about it.

25 There's a Section 5 that deals with

1 alternative route evaluation. Are you familiar with the
2 general --

3 A. Generally, yes.

4 Q. -- alternative routes were evaluated?

5 A. Yes.

6 Q. Were any routes evaluated that would send the
7 transmission lines underground?

8 A. No.

9 Q. Can you tell me why not?

10 A. It's not technically or economically feasible
11 to do that.

12 Q. So let me first ask about the technical
13 feasibility. Why is it not technically feasible? What
14 is it about the characteristics of HVDC that makes it
15 technologically infeasible?

16 A. Well, Dr. Galli can talk about this in
17 greater detail, but basically what happens -- as I
18 understand it, what happens, as the voltage increases
19 you need more and more insulation, and you would end up
20 with a cable that was so large you couldn't -- you would
21 have reels of a thousand feet roughly.

22 And so you would have many thousands of
23 splices, and the splicing technology to connect cables
24 of this size I believe requires clean rooms at each of
25 the junction points.

1 So the cost would be -- if it was ever
2 done -- and it hasn't been done -- would be a huge
3 multiple of what we project the cost to be and it would
4 not then be economically feasible.

5 Where you do see cables is in certain
6 offshore applications where the entire cable is
7 basically manufactured and then rolled onto a ship, and
8 that same ship spools out the cable over 50 or 100 miles
9 or whatever the distance might be. And it -- only a
10 ship can carry a spool that big.

11 Q. So it's technologically -- or technically
12 feasible for offshore underwater applications but not
13 terrestrial applications?

14 A. At this voltage I'm not aware of any offshore
15 projects that could carry this much power. I know there
16 are some that could carry perhaps 2,000 megawatts.

17 And again, Dr. Galli knows and follows all
18 these HVDC developments around the world and can give
19 you more specifics but that's my general understanding.

20 Q. What would it economically, what would it add
21 to the line to do it even if it were technically
22 feasible?

23 A. I don't know --

24 Q. Is it many multiples?

25 A. I'm going to guess and say ten times as

1 expensive.

2 CHAIRMAN KENNEY: All right. I think I'll
3 save the rest of my questions for Mr. Galli and
4 Mr. Gaul, and thank you for your time.

5 JUDGE BUSHMANN: Any other commissioner
6 questions?

7 COMMISSIONER STOLL: I don't really have any
8 questions. I thank you for your testimony and I think I
9 will save my questions for the various witnesses that
10 are coming up and save you from having to do that right
11 now.

12 THE WITNESS: Thank you.

13 COMMISSIONER STOLL: Thank you.

14 COMMISSIONER KENNEY: No questions.

15 COMMISSIONER HALL: I have a few.

16 QUESTIONS

17 BY COMMISSIONER HALL:

18 Q. Good afternoon.

19 Can you tell me why your current plan
20 includes the 500 megawatt converter in Ralls County?

21 A. Well, we think there's a demand for clean
22 energy in Missouri. We think that as the energy mix
23 evolves in Missouri, that we will find customers that
24 want to buy power at -- from Clean Energy delivered to
25 Ralls County, and we think it's good for the project to

1 produce as many benefits as it possibly can for the
2 state of Missouri.

3 And so it's good for the project and good for
4 the state we believe and, therefore, it makes a lot of
5 sense.

6 Q. When you say that you think the demand is
7 there, is that based upon interactions with -- with
8 load-serving entities?

9 A. Yes.

10 Q. Investor owned, as well as --

11 A. As well as other entities in the state.

12 Q. Okay. You had some discussion earlier about
13 the fact that the 500 megawatts would be dropped into
14 the MISO footprint at Ralls County and that doesn't
15 necessarily mean that Missouri ratepayers will be the
16 recipients of that energy but you -- so you said in
17 theory it would be possible that they would not, with
18 the implication being in reality they will, and I was
19 wondering if you could explain to me why -- why you
20 think that is?

21 A. Well, if you're outside Missouri, then there
22 would be a cost of moving the power from our converter
23 station to some other state. And many of those states,
24 at least states to the north and west, have lower cost
25 resources in their states.

1 But it's -- so we think it makes -- it will
2 be more attractive from a price perspective for
3 customers in Missouri.

4 Q. Okay.

5 A. And I might also add that we -- and Dave
6 Berry will talk about this at greater length. We
7 believe that the energy delivered from our project is
8 attractive as -- in terms of price as renewable energy
9 and just as plain electric power. We believe that the
10 economics are very compelling under a whole range of
11 future scenarios.

12 Q. The converter -- and I know there's other
13 witnesses who can testify to this issue with more
14 specificity, but my understanding is that the converter
15 station that you guys -- that the company envisions
16 could actually take up to a thousand megawatts.

17 And so if the demand was there and MISO
18 cleared it, you would be open to dropping a thousand
19 into Missouri?

20 A. Sure. Yeah.

21 Q. Looking at Exhibit 312, I'm curious if you
22 know about the HVDC line on the West Coast.

23 A. I do.

24 Q. Tell me about it.

25 A. A very interesting project if you're

1 interested in HVDC history.

2 There are some great articles from the
3 New York Times in the early '60s and early '70s in which
4 this line is discussed.

5 And the discussion is -- echoes -- our
6 discussions today echo many of the discussions back then
7 in terms of who pays for it, how much it will cost,
8 should it be owned by the public sector, should private
9 investors invest in it and so on.

10 The line was originally envisioned as
11 basically a north/south transfer. So the Pacific
12 Northwest, because of all of the investments made in
13 hydroelectric power during the '30s, '40s, '50s and
14 early '60s, had an excess of power during the springtime
15 runoff from the snow melt and so on in the Pacific
16 Northwest.

17 And at that same time -- and that excess
18 occurred from, you know, June into the summer months at
19 exactly the times when growth in Southern California was
20 leading to the need for new -- new energy options, and
21 so the line was built in part to move hydropower
22 north/south.

23 Over time as the Pacific Northwest, as its
24 load grew, they -- because the Northwest is a winter
25 peaking region of the country, it was found that it was

1 very helpful to move power from Southern California to
2 the Pacific Northwest during winter months. So it
3 assumed this sort of north -- this south to north
4 function.

5 And then over the last decade or so the
6 project has played a very important reliability role in
7 basically keeping the lights on in the Northwest, and
8 it's one of these sort of workhorses of the grid that
9 was much debated at the time, but the fullness of time
10 has shown that it was a tremendously valuable addition
11 to the electric power grid in the United States.

12 Q. Turning to your prior discussion of the
13 Sunflower coal plant in Kansas. You said that it would
14 be economically nonsensical for your transmission line
15 to carry any generation from that plant. Why do you say
16 that?

17 A. Well, the coal that is burned in the Indiana
18 region, some of it is -- and Southern Illinois, some of
19 it is Illinois coal. A lot of it is powder river basin
20 coal. So the distance is shorter from the powder river
21 basin to the Holcomb plant than it would be to Indiana.

22 So if it's shorter, presumably -- I mean,
23 railroad rates are hard to figure out sometimes, but
24 presumably it's cheaper to move coal to that area.

25 But that savings is eaten up by our

1 transmission charge, and if we move their power east, it
2 would cost them a couple of cents a kilowatt hour and
3 that would not be feasible for them to compete with coal
4 burned in other parts of the PJM market.

5 COMMISSIONER HALL: Okay. Thank you. I have
6 no further questions.

7 JUDGE BUSHMANN: Now is an opportunity for
8 attorneys to recross based only upon commissioners'
9 questions.

10 So Sierra Club, any recross?

11 MR. ROBERTSON: No thank you.

12 JUDGE BUSHMANN: Wind on the Wires and Wind
13 Coalition.

14 MR. REED: No, sir. Thank you.

15 JUDGE BUSHMANN: Staff.

16 MR. WILLIAMS: Thank you.

17 RECROSS-EXAMINATION

18 BY MR. WILLIAMS:

19 Q. Mr. Skelly, you remember when
20 Commissioner Hall asked you questions about the
21 500 megawatt Ralls County converter station and the
22 company's believe that there's -- belief that there's
23 demand in Missouri for energy from that converter
24 station?

25 A. Yes.

1 Q. Won't the -- well, tell me about how the
2 capacity option is going to work. I mean, is it going
3 to be something specific for capacity through that
4 500 megawatt converter station in Missouri?

5 A. So my colleague Dave Berry can talk about the
6 mechanics of this in greater detail. We've just done
7 this on our Plains and Eastern Project, where bidders
8 can -- on that particular project we offered service to
9 Central Arkansas and service to TVA, and we would
10 anticipate conducting a similar exercise for Grain Belt.

11 Q. Well, won't that -- won't the bidding for
12 capacity to deliver into Missouri going to show
13 something about the desire and need for wind energy --
14 or energy to be delivered into Missouri?

15 A. Yeah. I think that Kansas producers share
16 our view that there will be a strong demand for low cost
17 wind delivered into Missouri.

18 Q. And won't that be borne out or not borne out
19 by the capacity option? Is that what you're
20 anticipating?

21 A. Yeah. Yeah. That's -- I think that's fair
22 to say.

23 MR. WILLIAMS: No further questions.

24 JUDGE BUSHMANN: Questions by United for
25 Missouri.

1 MR. LINTON: No questions.

2 JUDGE BUSHMANN: Rockies Express.

3 MS. DURLEY: No questions.

4 JUDGE BUSHMANN: Reicherts and Meyers.

5 MR. DRAG: No questions.

6 JUDGE BUSHMANN: Show Me Concerned

7 Landowners.

8 MR. JARRETT: Yes, Judge.

9 Just a couple of questions, Mr. Skelly.

10 RECROSS-EXAMINATION

11 BY MR. JARRETT:

12 Q. Do you remember your conversation with
13 Chairman Kenney where he was talking about when the
14 load-serving entities might begin to show interest in
15 signing firm -- or firm commitments to buy -- to
16 purchase power? Do you remember that conversation?

17 A. I do, yeah.

18 Q. And please correct me if I mischaracterize
19 what you said, but you said pretty much after -- after a
20 project like this would get financing and regulatory
21 approvals and get closer to construction, get
22 construction financing, that kind of thing, that is when
23 the load-serving entities would begin to show interest.
24 Is that correct?

25 A. Well, not so much on the financing front but

1 more on the permitting and regulatory and interconnect
2 front.

3 Q. Okay. I wanted to ask you about how load-
4 serving entities procure power, and I'll give a
5 hypothetical.

6 Let's say, for example, a utility in Missouri
7 knows it's going to need 100 megawatts of power in 2018.
8 Wouldn't that load ser-- wouldn't that utility sign a
9 firm commitment to procure that power well in advance of
10 2018 absent any type of emergency situation?

11 A. It depends. And it also depends on the
12 delivery point. So we're -- some of our energy we'll
13 deliver to Missouri and some of it to PJM.

14 And PJM sometimes one sells to -- not to a
15 utility but to a financial counter party who takes --
16 takes the risk and reward of the energy, the value of
17 that energy going up in price. So the PJM market is
18 very different from the Missouri market.

19 And then in terms of timing, we've seen
20 situations -- or I've experienced situations where a
21 utility will come out with an RFP. For example, this
22 time of year in November, an expected project online at
23 the end of next year.

24 Q. And is that after, say, all of the financing
25 is in place?

1 A. Well, in that case the utility would go
2 through a series of criteria and look at the different
3 projects that were presented, the online dates.

4 And if they wanted something online next
5 year, they would make a judgment as to whether or not it
6 was feasible for the proposing party to actually get
7 there in terms of approvals or what have you.

8 So -- and if a developer has done a good job,
9 then, you know, he or she would have anticipated that
10 years in advance and would have taken the steps
11 necessary so that the project could be on time. In
12 other words, you've got to be -- like in a lot of
13 businesses, you have to be ahead of the market.

14 Q. Do you remember there was a question or two
15 from Commissioner Hall about the Sunflower coal plant
16 and about -- the term you used -- it would be
17 economically nonsensical for that project to connect to
18 your line.

19 Do you remember that?

20 A. Yes.

21 Q. Would the same -- would that also apply to,
22 say, a company that might want to build, like, a natural
23 gas peaker plant close to your converter station in
24 Kansas?

25 A. So the most efficient way to move gas is

1 through the interstate pipeline system, and you can move
2 natural gas for hundreds and hundreds of miles at very,
3 very low losses, you know, 1 or 2 percent of the energy
4 in the gas, and we have a well-developed pipeline system
5 in this country.

6 So it would -- there's two reasons. One is
7 that the cost of gas in Kansas -- and this is pointed
8 out I believe in Mr. Berry's testimony -- is very
9 similar to the cost in Indiana.

10 So you wouldn't pay -- you wouldn't want to
11 pay the transportation charge to move across our line to
12 get to Indiana. You'd be much better off building that
13 peaker in Indiana, both for the losses -- because our
14 losses are in the 4 to 5 percent range versus 1 percent
15 in a pipeline.

16 The other reason is that it's a slightly
17 higher altitude in Western Kansas than in Indiana, so
18 there's a slight disadvantage in terms of the efficiency
19 of combustion because of the higher altitude in Western
20 Kansas.

21 Q. What about the Missouri converter station,
22 could a plant other than wind hook up to the project at
23 the Missouri converter station?

24 A. And to move energy --

25 Q. To move energy through the rest of Missouri

1 and points east.

2 A. Through the rest of Missouri, because it's
3 direct current, it would -- that would require
4 additional converter stations, so that would challenge
5 the economics of such a proposition.

6 I think that the same logic would hold true
7 in terms of building gas in Missouri to ship to Indiana
8 versus just building a gas plant in Indiana.

9 Q. Why would they have to build another
10 converter station? Don't you already have one plant in
11 Missouri and couldn't they just hook up to that one?

12 A. Yeah, they could -- they could hook up there.
13 I'm sorry. I thought you said to move energy throughout
14 Missouri, and we would only be able to move your energy
15 from Missouri to Indiana or to Western Kansas.

16 Q. Well, that line hooks up into MISO right
17 there, doesn't it? Correct?

18 It could go anywhere in MISO from that
19 converter station. Right?

20 A. Yeah. I just don't understand why -- perhaps
21 I don't understand the question clearly, but I don't
22 understand why you would build -- you'd tap into our
23 converter station and convert to DC only to reconvert to
24 AC to deliver exactly where you started. You'd be
25 better off delivering it directly into the MISO system

1 in Ralls County.

2 Q. But you can't sit here today and say
3 absolutely it would never happen? Theoretically it
4 could happen?

5 A. It doesn't -- I can't find any reason why it
6 would ever happen. It doesn't really make sense with
7 all due respect.

8 Electrically it doesn't -- there's a grid in
9 Ralls County that a gas generator can hook into, and it
10 would do so with AC power and deliver into the grid with
11 AC power.

12 Q. That's for Missouri, right, if you wanted to
13 send it to Missouri?

14 A. Yes.

15 Q. But what about if you wanted to send it --
16 wanted to send it into Indiana and PJM?

17 A. You could do that but you'd have the same
18 challenges that I discussed in moving gas fired power
19 from Kansas to Missouri or Kansas to Indiana.

20 MR. JARRETT: Okay. Thank you. I don't have
21 any further questions.

22 JUDGE BUSHMANN: Missouri Landowners
23 Alliance.

24 MR. AGATHEN: I have no questions. Thank
25 you.

1 JUDGE BUSHMANN: Redirect by Grain Belt.

2 MR. ZOBRIST: I just have a couple of
3 questions.

4 REDIRECT EXAMINATION

5 BY MR. ZOBRIST:

6 Q. Mr. Skelly, you were asked I believe by
7 either Mr. Jarrett or Mr. Agathen about Missouri
8 utilities, whether they'd be likely to purchase wind
9 power delivered to Missouri if it were close to their
10 load.

11 Would Missouri utilities be likely to
12 purchase wind power delivered to Missouri because it is
13 close to their load?

14 A. We believe so, yes.

15 Q. And what advantage would they have over other
16 utilities then in buying power because it is delivered
17 close to their load?

18 A. So two advantages. One is it ought to be
19 cheaper because they don't have to pay the cost to move
20 it, and the other advantage is there's -- you wouldn't
21 have congestion risk.

22 So if, let's say, a Missouri utility decided
23 to buy wind from North Dakota and do so through the AC
24 system, they would be able to secure short-term
25 transmission arrangements to get that power to Missouri.

1 But the cost of those arrangements could vary
2 over time, and that would put -- somebody would have to
3 take that risk, either the utility ratepayers or
4 somebody else, and that is a less satisfactory we
5 believe and really lower quality transmission offering
6 than what we will provide.

7 Q. Switching to the companies that you've
8 identified as candidates for purchasing equipment.

9 Based upon the due diligence that you and
10 your colleagues have conducted, is it your present
11 intention to purchase equipment from ABB, Hubbell and
12 General Cable that is manufactured here in this state?

13 A. Yeah. Well, this is a no brainer for us on a
14 bunch of accounts. They're right here in the state.
15 They're not local or national leaders. They're all
16 global leaders in their respective industry. And
17 there's a high likelihood we would buy these products
18 from them anyhow, and the fact that they're in Missouri
19 makes it a slam dunk.

20 Q. I believe that Mr. Agathen was asking you
21 some questions about wind farms and the control over
22 prices that they would have in selling to investor-owned
23 utilities rather than Grain Belt Express, and you I
24 believe used the term monopsonistic pricing. And I've
25 only took one course in economics but I remember

1 monopsony and I remember monopoly.

2 So would you define those two terms and put
3 them in context with your explanation?

4 A. Yeah.

5 So monopsonistic, what that means is there is
6 one buyer. Okay? Monopoly can -- well, monopoly means
7 there is only one seller.

8 One of the features of the electric power
9 industry, particularly in regulated markets like
10 Missouri, is -- and this happens regularly in the wind
11 industry, is that there's a load-serving entity that
12 wishes to acquire a new source of generation, new wind,
13 new solar or whatever.

14 In the case of Kansas, if a utility raises
15 its hand, it says that it would like to buy wind, it
16 will get sometimes 100 offers of sellers.

17 So there's 100 folks who want to sell and one
18 that wants to buy. That is a dynamic that leads to low
19 pricing, and you could almost say it's -- it's -- it is
20 true cost of service when -- when you have that sort of
21 dynamic in place.

22 Q. Mr. Agathen asked you about National Interest
23 Electric Transmission Corridors. Has the Department of
24 Energy designated any National Electric Transmission
25 Corridors?

1 A. Not that I'm aware of.

2 Q. Is there -- is there a process at either MISO
3 or PJM to assess the benefits of interregional projects
4 like the Grain Belt Express at the present time?

5 A. Not that I'm aware of.

6 Q. Now, you were asked a number of questions by
7 Mr. Agathen about the Plains and Eastern Project in
8 Arkansas and the Grain Belt Express project here in
9 Missouri. Can you summarize the differences between
10 those two projects?

11 Yeah, I should say at the time that you
12 sought approval for the Plains and Eastern Project in
13 Arkansas.

14 A. Oh, yes, sure.

15 The most important difference was that we had
16 not -- Arkansas at that time did not have a renewable
17 energy standard and not -- the utilities in the state
18 weren't buying any wind.

19 And so we at that moment in time did not
20 sense that there was a great market on what we were
21 selling in Arkansas.

22 In the case of Missouri there is a renewable
23 energy standard. All of the load-serving entities in
24 Missouri are buying wind and have been doing it for some
25 time now.

1 In addition, there was a market in -- an
2 electric market through MISO in -- that the one could
3 connect one's converter station to in Missouri.

4 So we believe there's a market for the
5 product and, therefore, we proposed to build a converter
6 station in Missouri to serve that market.

7 Since then things have evolved in Arkansas.
8 All of the utilities are now buying wind. Either they
9 have RFPs out on the street or they've actually bought
10 wind, and that includes Entergy coops, OGE, et cetera.

11 So we have gone back, and as part of that
12 project we are proposing to build a converter station in
13 Central Arkansas.

14 Q. Finally, with regard to the question that
15 Mr. Agathen asked you about incentives available at the
16 Federal Energy Regulatory Commission.

17 Are the incentives that Grain Belt Express
18 would be eligible for, are these equally available to
19 nonmerchant transmission owners in transmission
20 projects?

21 A. So we don't get Federal incentives for
22 building our project, and if wind farms are built, they
23 would get incentives irrespective of whether or not they
24 transport their electricity on a DC line or through the
25 AC system.

1 MR. ZOBRIST: That's all I have, Judge.

2 Thank you.

3 JUDGE BUSHMANN: Mr. Skelly, that concludes
4 your testimony. You may step down, sir.

5 THE WITNESS: Thank you.

6 MR. ZOBRIST: May he be excused, Your Honor?
7 He has some other business that he needs to attend to
8 out of state if the commissioners have no further
9 questions.

10 JUDGE BUSHMANN: Any further questions?

11 You may be excused.

12 MR. ZOBRIST: Great. Thank you.

13 JUDGE BUSHMANN: Let's take a short break.
14 We'll be in recess until about five minutes after 4:00.

15 (A RECESS WAS TAKEN.)

16 JUDGE BUSHMANN: Okay. We're back on the
17 record.

18 And, Mr. Zobrist, could you call your next
19 witness, please.

20 MR. ZOBRIST: Yes. I call Mark Lawlor to the
21 stand.

22 (Witness sworn.)

23 DIRECT EXAMINATION

24 BY MR. ZOBRIST:

25 Q. Please state your name.

1 A. Mark Lawlor.

2 Q. And by whom are you employed?

3 A. Clean Line Energy Partners.

4 Q. And what's your position there?

5 A. Director of Development.

6 Q. And, Mr. Lawlor, did you prepare direct
7 testimony in this case marked as Exhibit 101 and
8 surrebuttal testimony marked as Exhibit 102?

9 A. Yes.

10 Q. And if I were to ask you those questions,
11 would your answers be as appear in Exhibits 101 and 102?

12 A. Yes.

13 Q. Do you have any corrections to either
14 Exhibit 1 or 102?

15 A. No.

16 MR. ZOBRIST: Your Honor, I move the
17 admission of Exhibit 101 and Exhibit 102 and tender the
18 witness for cross-examination.

19 JUDGE BUSHMANN: Any objections to those two
20 documents being received?

21 MR. LINTON: Judge, this is Dave Linton with
22 United Missouri. I do have a motion to strike.

23 JUDGE BUSHMANN: Okay.

24 MR. LINTON: May I refer you to page 9, the
25 last sentence which starts --

1 JUDGE BUSHMANN: Which exhibit are you
2 talking about, direct or surrebuttal?

3 MR. LINTON: Direct.

4 Page 9, the last sentence starting at
5 line 23, carrying over to page 10, and then lines 1
6 through 3 on page 10.

7 I would characterize that testimony as
8 hearsay in that it's a representation of a statement
9 made out of court for the truth thereof and -- but it's
10 not even hearsay. It's just a representation of mental
11 impressions expressed for the truth thereof here, and I
12 move to strike it for that reason.

13 JUDGE BUSHMANN: Give me again those line
14 numbers starting on page 10.

15 MR. LINTON: Page 9, line 23, and lines 1
16 through 3 on page 10.

17 JUDGE BUSHMANN: Any response?

18 MR. ZOBRIST: Yes, Judge. It is not hearsay.
19 It is simply Mr. Lawlor's report of what the general
20 response was from meetings, discussions with
21 individuals, but not attributing any particular
22 statement.

23 We've had testimony so far in this hearing
24 with regard to Mr. Skelly and his meetings with -- and
25 other Clean Line Energy meetings with county officials.

1 We have not quoted people word for word but have said
2 these were the issues that are raised. These are the
3 impressions.

4 So I don't believe this falls within the
5 hearsay rule. I think it is simply a general statement
6 as to what the reaction was received when these meetings
7 occurred.

8 JUDGE BUSHMANN: Motion is denied.

9 Any other objections to those two exhibits?

10 Hearing none, Exhibits 101 and 102 are
11 received into the record.

12 (EXHIBIT NOS. 101 AND 102 WERE RECEIVED INTO
13 EVIDENCE.)

14 JUDGE BUSHMANN: Cross-examination by
15 Sierra Club.

16 MR. ROBERTSON: No questions, Your Honor.

17 JUDGE BUSHMANN: Wind on the Wires and Wind
18 Coalition.

19 MR. REED: No questions.

20 JUDGE BUSHMANN: Commission Staff.

21 MR. WILLIAMS: Thank you.

22 CROSS-EXAMINATION

23 BY MR. WILLIAMS:

24 Q. Mr. Lawlor, turning to your surrebuttal
25 testimony, which would be Exhibit 102. On page 7 you

1 referred to providing notice by certified mail to -- I
2 believe it's 528 individuals who were within the
3 right-of-way described by the proposed route.

4 Do you see that?

5 A. Can you give me that page again, please?

6 Q. Sure. Page 7. It's at line 10 in particular
7 in the answer.

8 A. Yes.

9 Q. And whenever you say at the time of filing
10 you're referring to the March 26, 2014 filing here at
11 the Missouri Commission?

12 A. That's right.

13 Q. And you said the notice was provided by
14 certified mail. Was there a return receipt requested?

15 A. The way it was -- the way the certified mail
16 process that we use, there are different types. It's
17 online tracking system, so you can see when someone
18 signs for a receipt of a parcel, and then the postal
19 employee loads that up electronically and then we can go
20 back and check that.

21 So they don't send back the green cards that
22 we're used to seeing. They do it electronically, so we
23 can see who has received -- accepted delivery of those
24 mailings.

25 Q. And were -- did all 528 of the intended

1 recipients then receive the notice?

2 A. I had mentioned somewhere in my -- it might
3 have been back in my direct testimony, that a large
4 majority -- there is only a handful that did not receive
5 or did not accept receipt of those notifications, and in
6 those cases what we did is went ahead and -- well, we
7 confirmed that the addresses were -- were, you know,
8 correct and there wasn't, like, a number out of place,
9 and then we would mail by first class mail a copy of
10 that notice.

11 The reason is that sometimes folks do not
12 accept certified mail. They don't want to get it, so
13 they refuse acceptance. And so we send those by first
14 class mail to ensure to the fullest extent we can that
15 people are notified of the filing.

16 Q. How did you obtain the mailing addresses and
17 identify the individuals that you sent the certified
18 mailings to?

19 A. We went to the recorder of deeds in each
20 county with the -- and identified the parcel ID number
21 and the associated address that the county sends --
22 sends its tax bills to.

23 So it's the most accurate way to identify the
24 landowner and their addresses because those counties
25 send out tax bills on an annual basis.

1 Q. So you went to the tax assessor's office
2 or --

3 A. Sorry.

4 Q. -- you went to the recorder's office?

5 A. There is a combination of both. Yes, so we
6 went to the recorder's office to find the parcel ID
7 number and then to the tax assessor's office to get the
8 line list of the landowners' addresses based upon those
9 parcel IDs.

10 Q. And I'd like a little more explanation --
11 explication of the notice with regard to what you told
12 the 528 people in terms of how their land would
13 potentially be impacted.

14 I mean, did you say our proposed route is
15 going to cross a parcel that you're shown to be the
16 owner of record in the county or exactly what did the
17 notice say with regard to their parcel of ground?

18 A. I believe I attached a copy of that notice
19 to my direct testimony if that's what you're asking,
20 what --

21 Q. If it's there, that's fine.

22 A. Okay. Yeah.

23 Q. You can refer to it.

24 A. Let me just look up the schedule.

25 So I am -- I was going off of memory of my

1 schedule there, but it might not have actually been
2 attached to the -- to the direct testimony.

3 But in either event, basically what it was
4 was a letter -- or notifying the landowner that the
5 application had been filed, and it indicated that their
6 land would likely be involved in the proposed route for
7 this project.

8 It identified the docket number for this case
9 and explained the procedure that we expected the case to
10 take and allow them to -- provide contact information
11 for us, for land agents, et cetera. So I do think it's
12 in here. I apologize for not being able to put my
13 finger on it for a moment. Maybe I could ask counsel
14 for --

15 MR. ZOBRIST: You might look at Schedule 11
16 to your direct.

17 THE WITNESS: Thank you. I didn't get all of
18 the way to the end I guess.

19 I might have to ask for a copy of that. I
20 see it referenced but not in my -- not on the copies.

21 MR. ZOBRIST: May I approach the witness,
22 Your Honor?

23 JUDGE BUSHMANN: You may.

24 THE WITNESS: Thank you.

25 So Schedule 11 is a copy of the notification

1 that we sent to all of the landowners who owned property
2 along the proposed route.

3 BY MR. WILLIAMS:

4 Q. As shown by the records of the recorder of
5 deeds and the tax assessor?

6 A. That's correct.

7 Q. And did you do any further targeted
8 activities towards the landowners aside from the
9 certified mailing and the first class mail if they
10 refused the certified mailing? Was there any steps you
11 took after that?

12 A. Well, there are a couple things. No. 1,
13 we -- in addition to those mailings I described, we
14 published in the local papers when the filing of the
15 case was filed. We held a number of what we call office
16 hour meetings in all of the counties for --

17 Q. Was there anything that was targeted
18 specifically towards the 528 as opposed to more
19 generically?

20 A. Well, no. I mean, once we identified the
21 handful of folks that had not signed for their certified
22 mail, we then confirmed addresses and re-sent by first
23 class mail.

24 And I think there was only two instances
25 where, you know, there wasn't an address to be located,

1 because in one case someone was deceased and the other
2 case there was some missing records for the county.

3 And so I could say safely -- safely say that,
4 you know, all but two parcels had received -- you know,
5 it's not uncommon for, you know, ownership to be in
6 probate, so in those cases it's sometimes hard to
7 identify.

8 You know, we did all of that, not because it
9 was required by statute or anything but because, you
10 know, it was what we think is the best way to notify
11 individual landowners of the project.

12 MR. WILLIAMS: I'm just trying to find out
13 what you did. Thank you.

14 JUDGE BUSHMANN: United for Missouri,
15 questions.

16 MR. LINTON: Yes, I have one, Your Honor.

17 CROSS-EXAMINATION

18 BY MR. LINTON:

19 Q. Good afternoon, Mr. Lawlor.

20 A. Good afternoon.

21 Q. My name is David Linton, and I would like to
22 direct your attention to page 21 of your direct
23 testimony, line 12.

24 You basically -- you state that Grain Belt
25 will not seek to exercise eminent domain unless and

1 until it has exhausted all reasonable efforts.

2 Am I correct in inferring from that statement
3 that if you do undertake all reasonable efforts and you
4 don't get satisfaction, that you will then utilize
5 eminent domain if you receive the certificate?

6 A. Yeah, the statement means exactly what it
7 says, is that we'll exercise -- or, you know, we'll take
8 every step we can to negotiate with landowners, but
9 there are situations where that may not result in an
10 easement.

11 Q. And in those cases if you receive the
12 certificate you will seek eminent domain?

13 A. I mean, each case is individual and unique to
14 the circumstances, and assuming the project is moving
15 forward with construction and there are no other, you
16 know, alternatives or remedies, that is an option
17 available to the company.

18 MR. LINTON: Thank you.

19 JUDGE BUSHMANN: Rockies Express Pipeline.

20 MS. DURLEY: No questions.

21 JUDGE BUSHMANN: Reicherts and Meyers.

22 MR. DRAG: Yes, Your Honor, we have some
23 questions.

24 Your Honor, I'm going to present some -- two
25 exhibits, No. 555 and 556.

1 (EXHIBIT NOS. 555 AND 556 WERE MARKED FOR
2 IDENTIFICATION BY THE COURT REPORTER.)

3 JUDGE BUSHMANN: Okay.

4 MR. DRAG: May I approach?

5 Your Honor, may I approach?

6 JUDGE BUSHMANN: You may.

7 MR. DRAG: 555 and 556.

8 CROSS-EXAMINATION

9 BY MR. DRAG:

10 Q. Mr. Lawlor, good afternoon.

11 A. Good afternoon.

12 JUDGE BUSHMANN: Could you speak into your
13 microphone, please.

14 MR. DRAG: I'm sorry.

15 JUDGE BUSHMANN: Thank you.

16 BY MR. DRAG:

17 Q. Would you please turn to Schedule MOL-13 in
18 your direct testimony, please.

19 Wait a minute.

20 A. Is that the rebuttal?

21 Q. I think that's the surrebuttal. I'm sorry.

22 MR. ZOBRIST: I have an extra one.

23 THE WITNESS: Thank you. Okay.

24 BY MR. DRAG:

25 Q. Okay. Now, will you please turn to

1 Exhibit 555?

2 A. Okay.

3 Q. The exhibit says on the second page, which is
4 the real page, Agricultural Impact Mitigation Agreement.

5 A. Page?

6 Q. No. No. Schedule -- Exhibit 555.

7 A. Right.

8 Page 2?

9 Q. Well, yeah. It's the --

10 A. The title page?

11 Q. Correct.

12 Okay. Now, do you recognize this document?

13 A. Yes.

14 Q. And was this produced by you in response to a
15 data request by the Reicherts and the Meyers?

16 A. I believe so.

17 Q. Okay. Thank you.

18 And are you familiar with this document?

19 A. Yes, generally.

20 Q. Okay. Now -- because I'm going to work
21 through the three documents kind of simultaneously. So
22 now can you turn to Exhibit 556.

23 A. Okay.

24 Q. And turn to the cover page and where it says
25 Transmission Line Easement Agreement. Do you recognize

1 this?

2 A. Yes.

3 Q. And what is this document?

4 A. This is a form of easement that we use for
5 transmission easements in Missouri.

6 Q. Okay. Thank you.

7 Now, what -- I'm not going to ask you to
8 compare the -- these line by line, but I do have -- I
9 want to highlight some of the differences.

10 If you will turn to Exhibit 555, if you'll
11 turn to that. Please turn to page 5, Item No. 7,
12 Restoration of Soils of Compaction and Rutting.

13 You will see Items 1 and 2. It will say
14 Clean Line will decompact soil to a depth of 18 inches
15 for any cropland that has been traversed by construction
16 equipment. I'm not going to read the whole sentence.

17 And then the second item is Clean Line will
18 chisel to a depth of 12 inch any pasture or hayland that
19 has been traversed by the construction equipment.

20 Can you tell me where those -- that specific
21 instructions are in your policy statement?

22 A. So --

23 Q. Or let me rephrase it.

24 Are those specific instructions in your
25 policy statement, those specific terms?

1 A. Yeah, Exhibit 555 is an Agricultural Impact
2 Mitigation Agreement between the Rock Island Clean Line,
3 LLC and the Illinois Department of Agriculture, and so
4 this is a document that is required in Illinois with the
5 Department of Agriculture and --

6 Q. Let me interrupt you for a minute. Let me
7 back up.

8 Isn't it true that Green Belt -- Grain Belt
9 has to go and produce an Agricultural Impact Mitigation
10 Agreement for when you file with the Illinois Commerce
11 Commission?

12 A. It's not exactly the sequence, but we expect
13 to file a -- or enter into an Agricultural Impact
14 Mitigation Agreement with the Department of Agriculture
15 in Illinois.

16 Q. Right. And isn't that required by statute in
17 Illinois?

18 A. I'm not sure if it's by statute or if it's by
19 regulation.

20 Q. That's fine. Okay.

21 But it is required in one form?

22 A. Yeah, in one form or another it's at least
23 common practice.

24 Q. Okay. So the reason we requested a copy of
25 the Illinois version for Grain Belt, in discovery you

1 said it was not -- not had been produced, so that's why
2 we're working off of the Rock Island one.

3 And also you in your testimony -- well, I
4 cannot -- but did you base your -- your policy on this
5 AIMA from -- for the Rock Island Clean Line?

6 A. I don't understand the question.

7 Q. Okay. Did you go -- hold on.

8 So much paper.

9 Here we go.

10 In the Reicherts' first set of data requests
11 to Grain Belt we asked, provide copies of all documents
12 analyzing the impact that the project will have on
13 agricultural land. This includes all working documents
14 supporting GBE's -- Grain Belt's -- agricultural impact
15 mitigation policy.

16 And then you -- and then the response was,
17 Grain Belt Express's agricultural impact mitigation
18 policy, Schedule MOL-13 attached to Mark Lawlor's
19 surrebuttal testimony, is based on the Agricultural
20 Impact Mitigation Agreement that was drafted by the
21 Illinois Department of Agriculture for the Rock Island
22 Clean Line project.

23 Is that a true statement?

24 A. If I -- if I hear that correctly, it may not
25 be 100 percent accurate.

1 statement to that effect?

2 A. Yes.

3 And I should correct my previous statement
4 that we also recognize -- or we acknowledge the issue of
5 soil compaction in the policy as well.

6 So fertilization and compaction are addressed
7 in our -- in our policy statement, yes.

8 Q. But nothing in terms of this specific that
9 binds Grain --

10 A. Not -- not specific as to what was negotiated
11 between Rock Island Clean Line and Department of Ag in
12 Illinois, no.

13 Q. You can turn to Exhibit -- I mean, page 6 of
14 555, No. 13, and it discusses the requirement to have --
15 to employ an agricultural inspector to verify
16 compliance.

17 Is there anything in your policy requiring an
18 inspector to this specificity?

19 A. No. Again, the difference is between a
20 policy statement and agreement with a third party.

21 Q. Just two more items.

22 Page 2, D at the top, where it says all
23 mitigative actions pursuant to these policies will
24 extend to associated future construction, maintenance
25 and repairs.

1 Is there anything in your policy on that?

2 A. Yes.

3 Q. And can you tell me where?

4 A. The first paragraph of the policy

5 addresses --

6 Q. Okay.

7 A. -- construction, operation and maintenance of
8 the project.

9 Q. Thank you.

10 And last -- so you have emphasized that this
11 is a policy. If you'd turn to page 7 on d., No. 18d.

12 A. Of the 555?

13 Q. 555. I'm sorry.

14 A. Page 7.

15 Section again.

16 Q. 18d, d as in Delta.

17 And it says, Clean Line will incorporate by
18 reference, the terms of this agreement, in easement
19 agreements executed with landowners on agricultural land
20 in Illinois. However, in the event of a conflict
21 between this agreement and an easement agreement, the
22 easement agreement will control.

23 Now, you have stated this is a policy. So
24 this is your -- your policy is not binding on you in a
25 court of law as far as you know?

1 Let me rephrase that. Strike that question.

2 Is there any statement in your policy that
3 incor-- that includes this as a reference into the
4 easement agreement?

5 A. The easement incorporates the policy but does
6 so in more specific terms in terms of what we will do to
7 mitigate and compensate for agriculture impacts.

8 There's not a specific cross-reference, but
9 the easement in many terms -- many situations are more
10 specific and provide certain legal rights and
11 obligations that are appropriate for an easement but may
12 not be appropriate for a policy and vice versa.

13 Q. Okay. Based on your response, I'm going to
14 walk you through Exhibit 556, which is the easement
15 agreement.

16 So if you can look at -- and you'll have to
17 have 555. Can you show me or tell me in the easement
18 agreement where you have the specific terms of
19 compacting soil to a depth of 18 inches or chisel depth
20 to 12 inches in your easement agreement, what section is
21 that in, what section that's in, and if you could look
22 at 556, please, and tell me where the terms --
23 comparable terms of Item 7 on page 5 are located?

24 A. Well, 556 is our Missouri form of easement
25 and --

1 Q. Correct.

2 A. -- 557 is an Illinois agricultural impact
3 statement.

4 Q. I understand that.

5 And what I'm trying to do is identifying the
6 differences between the two. It has relevance to the
7 Missouri landowners in terms of easement agreements that
8 they will be required to sign.

9 And so what I am asking you, you have just
10 stated that your -- that the easement agreement that
11 we -- well, let me back up.

12 You just stated that Schedule MOL-13 is a
13 policy statement. It is not contractually binding. Is
14 that correct?

15 A. I did not say that, no.

16 Q. Okay. Is -- is Schedule MOL-13 contractually
17 binding with the easement?

18 A. No.

19 Q. Okay. Thank you.

20 And you stated -- I'm paraphrasing -- that
21 the specific questions I asked you about clauses in
22 Exhibit 555 were incorporated in the easement agreement.

23 So based on that -- and that's a paraphrase,
24 so I'm not -- so based on that if you can turn to
25 Exhibit 555 and Item 7 on page 5, and then in terms of

1 decompacting and the chisel depth, can you tell me where
2 in the Missouri agreement those specific terms are
3 found?

4 A. These are completely unrelated documents, so
5 I don't understand the question honestly.

6 Q. Okay. Are there specific terms for
7 decompacting soil or chisel dep-- the chisel depth of
8 soil in the Missouri agreement?

9 A. No.

10 Q. Is there any terms about decompaction or
11 chisel depth in the Missouri agreement?

12 A. No. The agreement and the attachments for
13 compensation address mitigation in their own terms, and
14 they don't have specific depths because circumstances
15 may be different depending on the land use.

16 And, you know, we don't have a requirement in
17 the state of Missouri like there is in Illinois to
18 specify chisel depths, so it's not referenced in the
19 easement or by cross-reference to any other policy.

20 Q. Well, in your testimony -- in your
21 surrebuttal testimony you state -- on page 9, line 20,
22 you state, our intent is to treat land-- sorry. Our
23 intent to treat landowners fairly and desire to minimize
24 agri-- agricultural impacts are also evident in our
25 agreement to the conditions set forth in Schedule DB-2.

1 So my question, is it fair to Missouri
2 landowners that you--all -- that you go and that Illinois
3 landowners have a better contractual agreement with you
4 than what Missouri landowners will be receiving?

5 A. I think there's --

6 Q. Do you need the question restated?

7 A. I do.

8 Q. In your opinion is it fair that Missouri
9 landowners who have an agreement -- an easement
10 agreement that does not include specific terms for
11 mitigation, is that fair to Missouri landowners when
12 Illinois landowners will have this agricultural impact
13 agreement which is much more specific and which is
14 binding on the specific tasks that you have to do?

15 A. I do not believe that to be unfair, no.

16 Q. Now, do you feel -- now, in a conversation --
17 and I can play a snippet of it if you would request it,
18 but in a conversation with a land agent employee of
19 Grain Belt, she stated that Grain Belt wants to go --
20 will go and treat all landowners across the project line
21 equally.

22 How is, in your opinion, is giving more
23 substantive contractual protection to Illinois
24 landowners versus the fewer protection of Missouri
25 landowners treating all landowners equally across the

1 project?

2 A. I don't agree with the premise therein in
3 your question that -- that the general clauses are more
4 or less beneficial. So basically I'm not sure how to
5 answer that question.

6 Q. Is -- is it Grain Belt's policy to treat all
7 landowners across the whole project equally?

8 A. Yes, as a general rule it is our policy.
9 It's stated in our code of conduct and our -- our
10 materials, in our culture train-- training with our
11 agents and our employees to treat landowners equally.
12 So absolutely it's within the company's policy to do so.

13 Q. So based on that would you have any
14 objections to going and including the terms that will
15 be -- that will be stated in the -- in the Agricultural
16 Impact Mitigation Agreement for Illinois, would you have
17 any problems going and incorporating those terms by
18 reference into the easement agreements for Missouri?

19 A. In concept I do not think that there is a --
20 is a show stopper, but the problem is is there are State
21 specific requirements in the state of Illinois, such as
22 drainage tile codes, that we don't have in Missouri,
23 such as chisel depths and the like that were determined
24 by a different state's agency and a number of other
25 examples whereby that may not be appropriate for

1 Missouri. It may not be in the public interest.

2 The uniqueness of this agricultural
3 mitigation agreement is that it is through a third
4 party, in this case, the Department of Agriculture, who
5 has specific policies and statutes and reasons for
6 coming up with some of these.

7 So, you know, on the whole it may not be
8 appropriate but conceptually, you know, we wouldn't have
9 a problem, and we feel that many of those are addressed
10 in our company's agricultural impact mitigation policy,
11 which --

12 Q. But as you just stated, that's not
13 contractually binding?

14 A. Right. Well, that's -- well, that's a
15 different question. I mean, making the mitigation
16 policy contractually binding is different than
17 incorporating the terms of another state's AIMA.

18 Q. I'm sorry. Can you repeat that, please?

19 A. Making the -- making Clean Line's
20 ag impact policy statement contractually binding is a
21 different proposition than making another state's
22 Department of Agricultural requirements binding.

23 Q. No. I understand that.

24 But would you say that the policy -- and
25 I'm -- because I don't want to get into having you

1 provide a legal -- trying to do a legal opinion.

2 Would you -- so in your opinion in your
3 opinion, not from a legal perspective, would you say
4 that the terms of the AIMA for Illinois better protect
5 the landowners and the landowners' interests as compared
6 to a very general policy statement?

7 A. Not necessarily.

8 Q. And why is that?

9 A. Again, the Department of Agricultural --
10 Agriculture in Illinois is incorporating terms specific
11 to that state, whether by statute or State policy or
12 otherwise, that may or may not be, you know, what you
13 would want to have in Missouri.

14 We -- our policy and the agreement are gen--
15 you know, generally overlap, and our policy law may not
16 be -- while may not necessarily be contractual binding
17 to this, self-binding on the company, we've, you know,
18 committed ourselves to these policies.

19 I think we've demonstrated our willingness to
20 incorporate terms into an easement that landowners wish
21 to add. So, you know, the process has worked adequately
22 in Missouri for this project, and again, you know, if
23 these policies need to be incorporated in specific
24 terms, then we can do so with -- you know, with
25 landowners.

1 Q. But doesn't that put the landowners at a
2 disadvantage because they need to infer, one,
3 understand -- they may not be aware -- I mean, you're
4 basically -- strike all that.

5 By negotiating the terms one by one within
6 individual landowners, isn't that placing the landowners
7 at a disadvantage because of lack of information or lack
8 of legal assistance?

9 A. I'm not sure that I can opine on that.

10 MR. DRAG: Okay. That's fine.

11 I have no other questions.

12 JUDGE BUSHMANN: Show Me Concerned
13 Landowners.

14 CROSS-EXAMINATION

15 BY MR. JARRETT:

16 Q. Good afternoon, Mr. Lawlor.

17 I wanted to begin on page 7 of your direct,
18 if you could turn to that.

19 A. Okay.

20 Q. Okay. And starting there at lines 3 and 4
21 you talk about the public outreach effort in Missouri
22 occurring in three stages. Correct?

23 A. Correct.

24 Q. Stage One is the development of a potential
25 route network. Is that correct?

1 A. Stage One is the identification of a resource
2 area more specifically.

3 Q. Okay. Well, I'll just -- I'll just read your
4 answer.

5 Stage One began with the inception of the
6 project through the development of a potential route
7 network.

8 Is that what you say there?

9 A. Sure. Yeah. Stage One encompasses the route
10 network, right.

11 Q. Okay. And then Stage Two includes activities
12 between the development of the potential route network
13 and open house meetings. Is that correct?

14 A. That's right.

15 Q. Okay. And then Stage Three is the post open
16 house meetings through the selection of the proposed
17 route?

18 A. Yes.

19 Q. And you indicate that Stage One began in May
20 2010. Correct?

21 A. Correct.

22 Q. Now, as I understand your testimony, you
23 talked about originally the resource area was going to
24 have a dropoff -- or the end was going to be in the
25 St. Francois substation. Is that correct?

1 A. That's correct.

2 Q. Okay. And studies indicated that wouldn't be
3 economically feasible, so you chose on a location in
4 Indiana ultimately for that. Is that correct?

5 A. No. We -- we added an additional delivery
6 point to the Missouri delivery, which involved the
7 Sullivan substation point of interconnection but it
8 didn't replace Missouri. It was -- there was always
9 delivery to Missouri.

10 Q. Right.

11 And then you indicate there on -- I'm on
12 page 8 now, lines 10 and 11, you indicate that Grain
13 Belt Express submitted an interconnection request to
14 MISO regarding that line.

15 What is the status of that interconnection
16 request?

17 A. We're in the feasibility stages of that with
18 MISO.

19 Q. So that hasn't been completed yet?

20 A. Yeah. I mean, well, they're iterative in
21 that you have to go sequentially through a set of them.
22 So the entire interconnection process can stretch over a
23 number of years. It depends on the situation.

24 Q. But my question is it's not completed yet, is
25 it?

1 A. The full interconnection study process?

2 Q. Correct. Correct.

3 A. It is not complete, no.

4 Q. Thank you.

5 Now, down at the bottom starting there on
6 line 20 of page 8, you talk about meeting with a large
7 vari-- or wide variety of stakeholders.

8 You were here, were you not, when Mr. Skelly
9 was on the stand?

10 A. Yes.

11 Q. And do you recall me asking him several
12 questions about some of the leaders that he had met
13 with?

14 Are those largely sort of the same leaders
15 that you mentioned here are the ones that he's talked --
16 talked about?

17 A. Well, I think as reflected in my testimony,
18 that was -- I think what you talked to Mr. Skelly about
19 were a handful of examples but it wasn't the entirety.
20 So my testimony here was -- it goes on to describe
21 additional organizations throughout the state.

22 Q. Okay. And then on page 9, line 12, you
23 indicate a series of informational meetings with local
24 utilities and cooperatives, local civic groups, local
25 economic development organizations and Chambers of

1 Commerce, county commissions and -- commissioners and
2 other officials, and then you talk about more
3 organizations you met with.

4 It looks like various associations, State
5 associations, again, associations of electric
6 cooperatives, Missouri energy development associations
7 and other organizations.

8 About what timeframe were these types of
9 meetings held?

10 A. You know, they really span the entire
11 development phase of the project.

12 Q. Okay. I'm sorry. I didn't mean to cut you
13 off.

14 A. No. That's -- I mean, a lot of these began
15 as early as 2010 and continued, you know, through the
16 filing of the -- of the case this year. So it
17 spanned -- it spanned many, many years.

18 Q. That was going to be my next question is when
19 they began, so thank you.

20 A. Yeah.

21 Q. And then on page 10, starting at line 4, you
22 start -- I -- I assume what you talked about before
23 included Missouri but it also included other states, is
24 that right, the route selection -- or the route resource
25 development process?

1 A. Yeah. Originally it began as just Kansas and
2 Missouri organizations and entities and then expanded to
3 include Illinois and Indiana once we added the
4 additional delivery point.

5 Q. And then here on page 10, starting at line 4,
6 you talk about what meetings were conducted specifically
7 in Missouri. Correct?

8 A. That's right.

9 Q. And what you describe there on lines 8
10 through 14, are those the community leader roundtable
11 meetings that you mention later on in your testimony or
12 are those some other type of meetings?

13 A. Yeah. I mean, it says there on line 8
14 roundtables, so, yeah, they are referring to the
15 roundtable meetings.

16 Q. Okay. And you indicate -- and you indicate
17 in your testimony there at line 18, 41 counties were
18 represented and more than 250 people attended the
19 24 roundtables. Is that correct?

20 A. Correct.

21 Q. I'd like to refer you to your Schedule MOL-1
22 now.

23 THE WITNESS: I might need a copy of that
24 too.

25 MR. ZOBRIST: Okay.

1 BY MR. JARRETT:

2 A. Okay. And I note that those began -- these
3 community -- this document is entitled Community Leader
4 Roundtable Meeting Statistics. Correct?

5 A. Correct.

6 Q. And I note that the date of the first one was
7 June 15th, 2011. Is that correct?

8 A. Correct.

9 Q. Now, I notice the first eleven of those, from
10 June 15th, 2011 to June 30th of 2011, were held in
11 locations in counties south of the Missouri River.
12 Correct?

13 A. Correct.

14 Q. Okay. And then eleven of the next twelve
15 were held in counties and cities north of the Missouri
16 River, correct, with the exception of Camden County?

17 A. Right. Correct.

18 Q. So if my calculations are correct, you held
19 twelve meetings in the southern portion of the state and
20 twelve in the northern portion of the state. Is that
21 correct?

22 A. That looks to be right.

23 Q. All right.

24 And again, you'll have to maybe trust my
25 calculations or you can make them yourselves. I counted

1 of the counties -- of the meetings that were held north
2 of the Missouri River, you had 91 participants out of
3 the 255 total for the -- for the entire roundtable
4 process?

5 A. I haven't -- I haven't tallied them, no.

6 Q. Subject to check, would you say that's about
7 right?

8 A. North -- north of the river about 90?

9 Q. 91.

10 A. Yeah, that looks about right.

11 Q. And again, my reading of this, I think seven
12 of the 24 meetings were held where the counties
13 represented turned out to be the actual counties where
14 the Grain Belt -- Grain Belt Express finally settled on
15 the route, is that correct, or sound correct?

16 A. I'm going to check.

17 Q. Yeah. I mean, specifically the March 5th
18 meeting in St. Joseph, the March 6th meeting in
19 Hamilton, the March 6th meeting in Carrollton, the
20 March 7th meeting in Moberly, the March 8th meeting in
21 Bowling Green and the March 8th meeting in Hannibal and
22 then the December 12th meeting in Monroe, and that is
23 seven meetings. Did I -- I may -- did I miss any? I
24 may have. I don't know.

25 A. Monroe County, December 12th is also.

1 Q. Yes, I did mention that one. Yeah.

2 A. Okay. You got that. Yeah. Okay.

3 Q. So that sounds about right, seven meetings?

4 A. Right.

5 Q. All right. Let's go back to page 12 of your
6 direct. It probably takes me longer to get there than
7 you. And there at the top of page 12 that's where you
8 start discussing Stage Two. Correct?

9 A. Correct.

10 Q. And you indicate there that you presented the
11 potential route network to State and local planners and
12 elected officials. Correct?

13 A. Correct.

14 Q. Conservation-focused nongovernmental
15 organizations and other stakeholders in the northern
16 portion of the study area. Correct?

17 A. Correct.

18 Q. When you say other stakeholders, what do you
19 mean there?

20 A. Let me get to the sentence.

21 Can you tell me which --

22 Q. Yeah, it's just the very first sentence
23 there.

24 A. Okay.

25 Q. It's on line 5, end of line 4, starting of

1 line 5.

2 A. And these could be local economic development
3 organizations. They could be legislators. They could
4 be, you know, local Farm Bureau chapters. This is sort
5 of a catchall for a number of other stakeholders that
6 are in that area.

7 Q. All right. And then you also indicate that
8 the potential route network was presented to Federal and
9 State regulatory agencies. Correct?

10 A. Correct.

11 Q. And then on line 11 you talk about scheduling
12 13 open houses. Correct?

13 A. Correct.

14 Q. And these meetings were designed to solicit
15 more granular input and routing feedback from landowners
16 and local residents along each potential route. Is that
17 correct?

18 A. Correct.

19 Q. And then down on line 17 you indicate that
20 11,500 -- wait a second.

21 Excuse me. Lines 19 and 20. You indicate
22 that you mailed invitations to approximately 11,500
23 people, or more than. Correct?

24 A. Yes, correct.

25 Q. And these were in the northern counties.

1 Correct?

2 By this time you had chosen already that you
3 were going to go the northern route rather than the
4 southern route?

5 A. Yes.

6 Q. I want to go back to Schedule MO-1 -- MOL-1.
7 I'm sorry.

8 A. Uh-huh.

9 Q. And I just want to make sure. The first
10 meeting of the community leader roundtable was June 15,
11 2011?

12 A. Yes, in the southern part of the state.

13 Q. Okay. Now, I want to go to -- I want to go
14 to Schedule MOL-3.

15 A. Okay.

16 Q. You're getting there quicker than I am.

17 Okay. Schedule MOL-3 is entitled Public Open
18 House Meeting Statistics. Correct?

19 A. Correct.

20 Q. And the total attendees down there for those
21 series of meetings, 1,288. Is that correct?

22 A. Correct.

23 Q. Now, with 11,500 invitations and 1,288
24 attendees, I calculate that as an 11.2 participation
25 rate. Does that sound about right?

1 A. It does subject to check.

2 Q. Obviously.

3 I never said math was my strong point.

4 And again I note -- I note that all of these
5 meetings are held in the northern counties. Correct?

6 A. Correct.

7 Q. Now, we've already established, as you say,
8 indicated the first community leader roundtable was held
9 on June 15, 2011. Right?

10 A. Yes.

11 Q. And if we go to MOL-3, the date of the first
12 public open house was July 15th of 2013. Is that
13 correct?

14 A. That's correct.

15 Q. And I calculate the difference between
16 June 15th, 2011 and July 15, 2013 as two years and one
17 month. Is that correct?

18 A. Yes.

19 Q. And then back on Schedule MOL-1, the last
20 community roundtable -- leader roundtable was held on
21 December 12th of 2012. Correct?

22 A. That's correct.

23 Q. And by my calculations, from December 12,
24 2012 to the first public open house on July 15th, 2013,
25 that that is about seven months. Does that sound about

1 right?

2 A. Yes.

3 Q. I want to turn next to your surrebuttal,
4 specifically page 3.

5 A. Yep.

6 Q. All right.

7 On line 14 you indicate that the proposed
8 route was finalized in March of 2014 and involves only
9 528 landowners. Correct?

10 A. Correct.

11 Q. Of those 528 landowners how many have signed
12 voluntary easement agreements to date?

13 A. Between 30 and 40.

14 Q. So that would be less than 10 percent of the
15 total?

16 A. Yes.

17 Q. Okay. Then going back to line 16 there on
18 your surrebuttal testimony where you say additionally,
19 as Ms. Dietrich states at -- I assume that meant --
20 means at page 3, there are a number of duplicate
21 comments -- a number of duplicate comments were filed in
22 the EFIS system. Correct?

23 A. Page and line again.

24 Q. I'm sorry. It's page 3 of your surrebuttal,
25 lines 16 and 17.

1 A. And the question is?

2 Q. Is did I read that correctly?

3 Additionally, as Ms. Dietrich states at
4 page 3, there are a number of duplicate comments that
5 were filed in the EFIS system?

6 A. Yes.

7 Q. And by that do you mean from landowners?

8 A. Um, just the public at large.

9 Q. So just -- okay. So the public at large, it
10 includes landowners and anybody to file comments?

11 A. Yeah. EFIS is open to anybody, yeah.

12 Q. Okay. Let's go to -- and I apologize for
13 switching kind of back and forth, but let's go to --
14 let's stay on your surrebuttal. I have one more
15 question on your surrebuttal before I go back to direct.

16 Page 5, lines 11 through 22, and I'll
17 paraphrase this so -- because I don't want to read it.

18 But Ms. Dietrich I guess in her testimony
19 testifies to Grain Belt Express contacting elderly
20 landowners and telling them to sign an easement
21 agreement because all their neighbors had done so, and
22 you answered that you personally investigated those
23 claims with your land agents. Is that correct?

24 A. That's correct.

25 Q. Did you talk with the elderly landowners that

1 made those comments?

2 A. There were only one instance that we were
3 able to identify of -- by reference. We had to do some
4 digging through our land agent notes, and reading the
5 comment on -- comments on EFIS that Ms. Dietrich
6 mentioned, we were able to connect some names and go
7 back to our land agent notes and refer to that meeting.

8 So there was only one instance where we found
9 something that needed to be investigated, and what we
10 found is contrary to what this comment filed on EFIS
11 said is that the -- the meeting with that particular
12 landowner was quite cordial and ended well and there
13 was -- in fact, our land agent was thank-- thanked for
14 getting the landowner in this case a glass of water.
15 She was, I guess, having some troubles and appreciated
16 her assistance.

17 So based upon the notes and the experience
18 there, it -- it didn't seem to line up with the accounts
19 that we read on the EFIS system.

20 Q. Well, I appreciate that but that doesn't
21 answer my question. I asked you whether you personally
22 contacted that landowner, yes or no.

23 A. No, I did not.

24 Q. Thank you.

25 Now let's go back to your direct, Schedule

1 MOL-10. Are you there?

2 A. Schedule or --

3 Q. Yeah, Schedule MOL-10 on your direct.

4 Yeah. That's the letters of support. I'm
5 sorry.

6 A. Yeah. Yeah.

7 Q. And there is 400-- 400-- 403 pages here?

8 A. Right. Yep.

9 Q. Now, it appears that there are at least a
10 couple of versions of -- of letters, that there's a lot
11 of duplicate -- I mean, a lot of the letters use exactly
12 the same language. Would you agree?

13 A. Use a lot of the same language?

14 Q. Well, for example --

15 A. Yeah, we have form letters in some instances
16 where they have the same body of the letter but --

17 Q. Right.

18 A. -- they're all by different individuals.

19 Q. Correct.

20 And did Grain Belt Express provide those form
21 letters to these folks?

22 A. Yeah, or else they were downloaded off the
23 website or, you know, some other fashion, but yeah.

24 Q. Okay. And then there's -- let's see. Let's
25 go to MOL-12 in your surrebuttal, and these are -- these

1 are more letters of support.

2 Now, are these letters that came in after you
3 filed your rebuttal -- or your direct I mean?

4 A. Correct.

5 Q. Now, I note that from pages 153 to 164 there
6 are letters to the Kansas commissioners. Is that right?

7 A. Page -- say again.

8 Q. Let's see. Page 153 to 164 appear to be
9 letters of support to the Kansas commissioners.

10 Correct?

11 A. 153 to 164?

12 Yeah. I think this must have been -- looking
13 at the dates they were in the middle of this year.

14 Q. Right.

15 A. So I think probably -- folks can go to our
16 website and download support letters, so they must have
17 downloaded the wrong letter, because at this point in
18 time we were, you know, past our order granting our land
19 site application in Kansas. So the individuals are from
20 Missouri but it looks like they --

21 Q. Right.

22 A. -- downloaded the wrong support letter.

23 Q. Okay. But other than those letters, for the
24 most part these are the same forms of letters that are
25 in Schedule MOL-10 of your direct. Is that correct?

1 A. Some of them are, yeah.

2 MR. ZOBRIST: Mr. Jarrett, could you give me
3 that page number, because 153 on mine is to Missouri but
4 maybe I've got the wrong page.

5 MR. JARRETT: MOL-12.

6 MR. ZOBRIST: 12. Thank you.

7 MR. JARRETT: Let me just check real quick.

8 I don't have any further questions. Thank
9 you, Mr. Lawlor.

10 JUDGE BUSHMANN: Missouri Landowners
11 Alliance.

12 MR. AGATHEN: Thank you, Judge.

13 CROSS-EXAMINATION

14 BY MR. AGATHEN:

15 Q. My name is Paul Agathen. I'm representing
16 the Missouri Landowners Association.

17 A. Good afternoon.

18 Q. As the Director of Development, is it fair to
19 say you have responsibility for the company's public
20 outreach program in Missouri?

21 A. Yes.

22 Q. Is it fair to say that a part of your job
23 over the last several years was to encourage people to
24 support Grain Belts's efforts to build the transmission
25 line?

1 A. Yes.

2 Q. And a part of your effort was to get people
3 to sign the letters of support that you've included, for
4 example, in your Schedule MOL-10?

5 A. Yes, among other things.

6 Q. Correct.

7 And in that effort you told people that
8 you -- your line would be able to bring low cost energy
9 into Missouri. Is that correct?

10 A. Yes.

11 Q. And you told people the line and the wind
12 farms would create jobs and tax revenues for Missouri.
13 Is that also correct?

14 A. Yes, they would.

15 Q. On the subject of the cost, if Grain Belt
16 delivers, say, 2.5 million megawatt hours of energy a
17 year into Missouri, the same amount of energy will
18 necessarily be displaced from some other source of
19 generation similar, won't it?

20 A. What was the question?

21 Q. If you bring in 2.5 million megawatt hours of
22 energy into Missouri or any other number, whatever it
23 may be, that same amount of energy is going to be
24 displaced from other sources of generation; in other
25 words, if you bring in generation, it won't be generated

1 somewhere else?

2 A. Not necessarily.

3 Q. Why not?

4 A. It just depends on the dispatch of the energy
5 and its -- how it's dispatched into the system.

6 Q. I'm not saying it would be displaced in
7 Missouri. It's going to be displaced somewhere.

8 A. Okay. What was -- what was the question?

9 Q. Won't it be displaced somewhere? If you
10 bring in whatever amount of megawatt hours in Missouri,
11 however the many that may be, that means that that same
12 amount of megawatt hours will not be generated from some
13 other plants?

14 A. Again, it depends on the dispatch. So I
15 don't necessarily --

16 Q. How could it not be? Under what
17 circumstances if you bring in 20 million megawatt hours
18 are you not going to have somewhere else generating that
19 same amount?

20 A. Well, I mean, it just depends on the time of
21 day and hour and when that generation is -- is
22 generated. And generally speaking it's -- you know,
23 could there be displacement? Yeah. But I can't say
24 to -- to the question that that is megawatt hour per
25 megawatt hour displacement.

1 Q. Really? Why wouldn't it be?

2 MR. ZOBRIST: Judge, I object. It's
3 argumentative at this point.

4 JUDGE BUSHMANN: Sustained.

5 BY MR. AGATHEN:

6 Q. Some of the energy which would be displaced
7 from the wind farms would be from coal plants, would it
8 not?

9 A. Some of the energy from -- from what? This
10 project?

11 Q. Yes.

12 Isn't --

13 A. Possibly. Possibly.

14 Q. Isn't it definitely going to displace coal
15 generation?

16 A. Again, it goes back to my previous answer.
17 It depends on the dispatch. It could displace other
18 forms of generation. It depends on what is being
19 dispatched.

20 Q. How have your witnesses come up with this
21 list of emission reductions from coal if, in fact,
22 you're not displacing coal generation?

23 A. I didn't say that you wouldn't. I'm just
24 saying that your question was would it replace -- or
25 displace the equal amount of coal.

1 Q. No. No. Let me read it back.

2 Some of the energy which would be displaced
3 by the wind farms would be from coal plants, would it
4 not?

5 A. Some of it, it's possible, yes.

6 Q. Well, if it's not at least in part from coal
7 plants, how do you get emission reductions?

8 A. What? I said some of it is, so I'm not --

9 Q. Some of it is from coal plants?

10 A. Yes.

11 Q. Okay. Some of the displaced energy would be
12 from coal plants at Missouri, would it not?

13 MR. ZOBRIST: Judge, I'm going to object.

14 This is far beyond the direct and surrebuttal filed by
15 this witness.

16 Mr. Agathen is certainly welcome to ask these
17 questions of people like Mr. Moland, Mr. Cleveland who
18 has adopted the Moland testimony and has filed
19 surrebuttal, perhaps Mr. Zavadil and perhaps Mr. Berry,
20 but this is not the witness who has provided any
21 testimony on these issues.

22 JUDGE BUSHMANN: We have open cross, so he's
23 entitled to ask. If the witness doesn't know, he can
24 say so.

25 BY MR. AGATHEN:

1 Q. Some of the displaced energy would be from
2 coal plants in Missouri?

3 A. Yes, that's my understanding.

4 Q. Isn't it true that the variable production
5 costs at coal plants are significantly lower than the
6 \$40 or so per megawatt hour delivered price from the
7 Kansas wind?

8 A. I missed the first part of your question.

9 Q. Sure.

10 Is the variable cost of the generation which
11 is being displaced lower than the delivered cost of the
12 Kansas wind?

13 A. You know, I'm -- I'm not versed in those
14 matters, so I would defer to our other witnesses.

15 Q. So then for all you know every megawatt hour
16 of wind energy delivered in Missouri over the Grain Belt
17 line will increase the cost of energy here. Right?

18 A. No.

19 Q. You don't know?

20 A. No. The answer is no. I don't believe that
21 to be the case, no.

22 Q. Well, you'd have to know what the variable
23 production cost of the existing generation is before you
24 could answer it, wouldn't you?

25 A. I know that the variable cost of wind energy

1 in Kansas is cheaper than other forms of new generation
2 that can be procured.

3 Q. New generation, sure, but what about existing
4 generation?

5 A. You know, it totally depends on what -- what
6 the source is.

7 Q. You don't know, do you?

8 A. It's not -- you know, not part of my field of
9 expertise.

10 Q. So you don't know?

11 A. I don't know all of the different variable
12 costs of generation sources in Missouri.

13 Q. One thing you discussed when seeking support
14 for your line was that the wind farms and transmission
15 line would bring new jobs to Missouri. Right?

16 A. That's right.

17 Q. For example, the line was supposed to result
18 in about 70 permanent operating jobs in Missouri,
19 approximately?

20 A. Approximately, yes.

21 Q. Okay. Is it fair to say your claims about
22 new jobs were based largely on the estimates from the
23 studies sponsored in this case by Dr. Loomis?

24 A. Yes.

25 Q. Did you ever actually read that study?

1 A. I have.

2 Q. Pages 8 and 9 of the study list some of the
3 limitations of the study. Is that correct?

4 A. I don't have the study in front of me, so --

5 Q. But at some point in the study he does list
6 the limitations of the study, does he not?

7 A. I don't know. I don't have the study in
8 front of me.

9 MR. AGATHEN: May I approach?

10 JUDGE BUSHMANN: You may.

11 BY MR. AGATHEN:

12 Q. I'm handing you a two-page document which I
13 would represent is a copy of part of a study that
14 Dr. Loomis submitted in this case. Does that look
15 familiar?

16 You'll notice the notations at the bottom?

17 A. Page 8. Yes, it looks familiar.

18 Q. Could you read the highlighted portion,
19 please?

20 A. It is also important to note what the
21 analysis of the impacts of construction and operation of
22 the transmission line and new wind farms does not
23 include specifically the net effects of the proposed
24 project.

25 Q. So his study does not include the net effect

1 of the project. Correct?

2 A. It depends on what you mean by net effect.

3 Q. Well, but my question to you, when you read
4 the study, how did you take that -- what did you take
5 that to mean --

6 MR. ZOBRIST: Judge --

7 BY MR. AGATHEN:

8 Q. -- if it didn't include the net effects?

9 MR. ZOBRIST: -- that's not relevant, what
10 this witness thinks of another witness's study who is
11 yet to testify before the Commission. So I don't think
12 it's relevant and it asks him to call -- also calls for
13 him to speculate.

14 JUDGE BUSHMANN: Well, I think he can answer
15 the question if he has knowledge of it.

16 BY MR. AGATHEN:

17 Q. What did you take that to mean?

18 A. I took it to mean that the purpose of
19 Dr. Loomis's study is to quantify and measure the
20 benefits of the project.

21 Q. The gross benefits. Correct?

22 A. Correct.

23 Q. And the net benefits then would subtract from
24 gross benefits, any loss of jobs for example, would it
25 not?

1 A. Presumably. That's not the purpose of the
2 study is to look at job losses. It's to look at job
3 creation.

4 Q. When you were out talking to people
5 soliciting them to sign these letters of intent, did you
6 tell them that the study you were talking about and the
7 number of jobs was simply a gross amount and not the net
8 amount?

9 A. No. This study, like a lot of economic
10 impact studies, look at the benefits of a project, and
11 they are --

12 Q. Right. And you told people about the
13 benefits of the project when you were out soliciting
14 your letters of intent?

15 A. That's right.

16 Q. Did you tell them that this was only the
17 gross amount and not the net amount?

18 A. I did not tell them what the study did not
19 study, no.

20 Q. Would you agree that if the line is built, it
21 will have some negative repercussions in other sectors
22 of Missouri's economy?

23 A. It would be speculation on my part, so I
24 don't know.

25 Q. Well, what about the loss of revenue from the

1 coal plants that aren't generating electricity because
2 of the importation of the Kansas wind, isn't that a
3 detriment?

4 A. I don't know. It depends on how they recover
5 their costs.

6 Q. Well, they'd have less revenue. Right?

7 A. I don't know. I don't know how.

8 Q. If they generate less coal, they get less
9 revenue. Right?

10 A. I do not know.

11 Q. Are there less taxes paid if there is less --
12 if there is less energy being generated?

13 A. I am not sure.

14 Q. How many megawatt hours of wind energy would
15 need to be delivered to Missouri before people in coal
16 plants start losing their jobs? Any idea?

17 A. No.

18 Q. Did you ask Dr. Loomis?

19 A. No.

20 Q. How about the coal companies that sell less
21 coal to the coal plants, wouldn't they necessarily incur
22 some degree of economic detriment?

23 A. I don't know.

24 The purpose of that study again was to look
25 at the benefits of the project and job creation, tax

1 benefits. That's --

2 Q. And my question to you is, wouldn't there --
3 would there not also be some economic detriments which
4 are suffered as a result of the line?

5 A. I cannot speculate on that.

6 Q. You told us in discovery that you weren't
7 aware of any detriments at all from the Grain Belt line
8 on jobs or taxes, didn't you?

9 A. Can you repeat the question?

10 Q. You told us in discovery that you weren't
11 aware of any detriments at all from the Grain Belt line
12 on jobs or taxes?

13 A. I think that's -- that sounds right, yes.

14 Q. Did you discuss that question with Dr. Loomis
15 before you answered it?

16 A. No.

17 Q. Did anyone at Grain Belt ever tell you that
18 there might be economic detriments from the line in
19 addition to the benefits you were telling people about?

20 A. Did anyone tell me there would be? Is that
21 what the question was?

22 Q. Yes, detriments, as well as positive creation
23 of jobs that you were telling people about.

24 It was never mentioned to you?

25 A. You know, it may have -- we understand how

1 that is a possibility, like I said. There could be some
2 displacement, but it's not like --

3 Q. It's not the question.

4 Did anyone at Grain Belt tell you that there
5 might be economic detriments in the impact on jobs and
6 taxes as a result of the line coming in?

7 A. No. Mostly we discussed the decrease in
8 emissions, pollution and cases of asthma and other
9 environmental detriments by incorporating this project
10 into the State's energy mix. That's what we --

11 Q. And so when you were out soliciting letters
12 of support, those are the type of facts that you gave
13 people. Right?

14 A. That's right.

15 Q. Nothing about the detriments --

16 A. No.

17 Q. -- correct?

18 A. We based the benefits on -- yes, we based the
19 benefits on the economic benefits and the environmental
20 benefits, economic, et cetera.

21 Q. And not any mention at all about the
22 detriments. Correct?

23 A. I think I've already answered that.

24 Q. Correct?

25 A. Yes. I -- yes.

1 Q. Have you heard of the production tax credit
2 for wind farms?

3 A. Yes.

4 Q. If those tax credits are removed, isn't it
5 true that taxpayers will end up paying billions of
6 dollars in tax credits to the -- to the Kansas wind
7 farms?

8 A. I -- I do not know what the numbers would
9 look like.

10 Q. Well, a lot of money. Right?

11 A. Well, it's tax credits, so they're not --
12 they're not actually getting paid any money. It's a tax
13 credit to their tax liabilities. So --

14 Q. So --

15 A. So I do know how --

16 Q. So the wind farms don't pay as much taxes as
17 they would have otherwise?

18 A. Generally speaking.

19 Q. So somebody has to make up that tax
20 difference, do they not?

21 A. It depends on how you look at it.

22 Q. I guess it would.

23 Would you view these tax subsidies for
24 Missouri taxpayers as an economic detriment to workers
25 in this state?

1 A. Would I view the tax credit as a detriment?

2 Q. Yes.

3 A. No.

4 Q. While you were telling people about the low
5 cost of the Kansas wind energy, did you mention that the
6 busbar cost of the energy would more than double without
7 all of the tax credits?

8 A. I'm not sure if it would necessarily double,
9 but we frequently talk about the impact with wind and
10 the absence of PTC and how the project is still going to
11 be economically feasible and viable and provide a
12 benefit to utilities and customers. So that comes up
13 frequently, yes.

14 Q. Mr. Berry's surrebuttal testimony includes a
15 resolution which was passed by the City of Columbia
16 dealing with renewable energy. Correct?

17 A. That's correct.

18 Q. Did you make one or more presentations to
19 people of the City of Columbia which led to that
20 resolution?

21 A. Yeah. I made one presentation at the City
22 Council.

23 Q. And you were present at the City Council
24 meeting when that resolution was passed. Correct?

25 A. I was.

1 Q. As was I?

2 A. Yes, you were.

3 Q. And there was also someone there representing
4 the City's electric department or some kind of electric
5 advisory committee there answering questions seated off
6 to our right?

7 A. The Director of -- Director of Utility for
8 Columbia Water and Light, yes.

9 Q. During the discussion by the City Council at
10 that meeting some of the Council members asked that
11 gentleman several times to confirm that the resolution
12 would not bind them to buy energy from Grain Belt, did
13 they not?

14 A. I don't remember all of the questions, but I
15 think that is probably accurate.

16 Q. Do you recall that one woman on the City
17 Council seated to the left of the -- our left of the
18 mayor asked you if the project would be getting any kind
19 of Federal subsidies?

20 A. I can't say that I remember that.

21 Q. Did you ever mention to the Council about the
22 tax credits that the wind farms would be receiving?

23 A. I don't recall.

24 Q. You don't recall telling them or you don't
25 recall whether or not you told them? I'm not sure what

1 you don't recall means.

2 A. I can't remember what your first question
3 was.

4 Q. Did you ever tell anyone at the City Council
5 about the tax credits that these wind farms would be
6 receiving?

7 A. I don't recall that coming up.

8 Q. Did you tell them about it whether it came up
9 or not?

10 A. I don't -- I don't recall.

11 Q. At some point -- this is a different subject.

12 At some point in the year 2011 you learned
13 that Section 229.100 of the Missouri statutes said
14 something about getting permission from county
15 commissions to build the line. Is that correct?

16 A. What was the year you cited there?

17 Q. 2011.

18 A. That sounds about right.

19 Q. If I call that authorization of franchise, is
20 that right, just as a shorthand?

21 A. It's more of a consent but --

22 Q. Is franchise okay?

23 A. That's fine.

24 Q. Is it fair to say you were one of the people
25 at Grain Belt with the primary responsibility for

1 obtaining the county franchises?

2 A. Yes.

3 Q. You began the process of seeking the county
4 franchises sometime in 2012, right, the year 2012?

5 A. Based on my recollection I think that sounds
6 right.

7 Q. Have you looked at Mr. Lowenstein's
8 Schedule LDL-3 which he says contains copies of the
9 franchises he received in eight counties which will be
10 crossed by the line?

11 A. I've seen that schedule, yes.

12 Q. And those are the documents you're relying on
13 for your county franchises in this case. Is that
14 correct?

15 A. Yeah, they contains copies of the county
16 franchises, yes.

17 Q. The ones that you're relying on?

18 A. In what context?

19 Q. For having received a county franchise.

20 In other words, those are the documents which
21 you are saying, yeah, these are our county franchises?

22 A. Yeah, those are the resolutions passed by
23 each county.

24 Q. When you were meeting with the county
25 commissions for the franchises, did you publish any kind

1 of notice to the public about those meetings?

2 A. It is not our responsibility to publish
3 notice for county commission meetings, so no.

4 Q. Did you issue any kind of public notice of
5 any kind about seeking any kind of permission from the
6 county commissions for any facility of any kind?

7 A. Again, we -- we don't -- we don't notify the
8 public of county commission business.

9 Q. So the answer is no?

10 A. No.

11 Q. Is it true that you sought the county
12 franchises before you even identified your final
13 proposed route for the line?

14 A. Yes, that's right.

15 Q. So when you were seeking the franchises, at
16 that point you had not yet had notified any property
17 owners that they had line-- land on the final proposed
18 route of the line. Right?

19 A. I'd have to look at the dates of all of the
20 county franchises of when they came in, so --

21 Q. Did you not receive them all in July, August
22 or September of the year 2012?

23 A. Okay. That sounds right.

24 Q. So do you remember the question?

25 A. Had we notified landowners. We had not had

1 our open house meetings at that point in time.

2 Q. So you had not notified any landowners that
3 their land may be on the proposed route?

4 A. No. The 229.100s were something that the
5 county commission issues.

6 Q. At the meetings where these franchises --
7 where franchises were awarded, was there any property
8 owner, even one of the county commission meetings, who
9 was there to learn about it or discuss the franchise?

10 A. I don't recall who was at all of the
11 meetings.

12 Q. Do you recall anyone being there to learn
13 about the county franchises, any member of the public?

14 A. There are typically members of the public
15 there at these meetings, so I can't -- I can't say what
16 they were there to do.

17 Q. Was there any mention of the need for a
18 county franchise or permission from the county
19 commissions in any of the material you distributed to
20 community leaders at your roundtable meetings?

21 A. I'm sorry. Can you ask that again?

22 Q. Pardon?

23 A. Can you ask that question again?

24 Q. Sure.

25 Was there any mention of the need for a

1 county franchise in any of the material that you
2 distributed to community leaders at your roundtable
3 meetings?

4 A. Not that I recall.

5 Q. Did you ever mention the issue in any of the
6 material that you distributed to people at the open
7 house meetings?

8 A. Did we distribute material about a county
9 franchise to people at open houses?

10 Q. Yes.

11 A. No.

12 Q. Did you ever mention it in any of the
13 newspaper notices that you published?

14 A. Which newspaper notices?

15 Q. Well, you published dozens and dozens of
16 newspaper notices, did you not, about different
17 meetings?

18 A. Oh, about our outreach meetings. No. Those
19 wouldn't be pertinent to the purpose of those
20 publications or those advertisements.

21 Q. So they weren't mentioned?

22 A. No. Again, it's a -- it's an agreement
23 between the county commissions and -- and Grain Belt.

24 Now, the county submitted -- you know,
25 they're responsible for notifying the public of their

1 meetings and their business for those meetings, so
2 that's where notification publicly would have taken
3 place.

4 Q. Well, you certainly could have published it
5 voluntarily on your own, could you not?

6 A. That's typically not how county business is
7 conducted.

8 Q. That's not the question.

9 Couldn't you have voluntarily published a
10 newspaper notice saying we, Clean Line Grain Belt, are
11 going to seek a franchise from the county commission on
12 such and such a date?

13 You could have done that, couldn't you?

14 A. I mean, these are basic consents from the
15 county to cross rights-of-way. They're not -- they
16 don't require public notice to be advertised by Grain
17 Belt.

18 Q. No, sir. I'm not asking whether or not
19 that's the case.

20 I'm asking, couldn't you have voluntarily
21 published a notice to the public that you were having a
22 meeting with the county commission to discuss using
23 public roads for your right-of-way?

24 A. I don't know why we would have but, I guess,
25 yeah, theoretically, sure.

1 Q. You don't have a copy of Mr. Lowenstein's
2 schedules with the franchises up there, do you?

3 A. I do not.

4 MR. AGATHEN: May I approach?

5 JUDGE BUSHMANN: You may.

6 BY MR. AGATHEN:

7 Q. I'm handing you a document and asking you
8 if you recognize that as the testimony of Mr. Don
9 Lowenstein, which include copies of the franchises that
10 we've been talking about?

11 A. Yeah. It appears to be his testimony.

12 Q. If you'd look at Schedule LDL-3, that's the
13 franchise you claim from Ralls County at pages 8 through
14 11. Is that correct?

15 A. Well, I see, yeah, No. 3. I'm not sure
16 what -- I'm not sure what the pages 8 through 11 were
17 referring to, but I'm on --

18 Q. The franchise from Ralls County is at pages 8
19 to 11, is it not?

20 A. Well, they're two separate documents, but I
21 know where you are.

22 Q. Okay. Could you go to page 8, please, which
23 is a part of the franchise from Ralls County. Correct?

24 A. Page 8 is an intergovernmental agreement for
25 a transmission line.

1 Q. With Ralls County?

2 A. Yes.

3 Q. Okay.

4 A. It's not part of a franchise necessarily
5 but --

6 Q. Now, when you gave us the documents -- strike
7 that.

8 We requested documents from you at the outset
9 for copies of the franchises that you claim you had from
10 each county, did we not?

11 A. I don't remember the specific data request,
12 how it was worded, but I'm sure there was something to
13 that effect.

14 Q. Okay. Could you go to page 8 there, please?

15 A. Okay.

16 Q. That is a part of some document from Ralls
17 County. Correct?

18 A. It is.

19 Q. Could you read in, please, numbered Section 1
20 there?

21 A. County grants constructor permission to build
22 and maintain utility lines over the ground surface only
23 of certain of the county public roads and connected
24 rights-of-ways in Ralls County, Missouri.

25 Q. Has Ralls County or the county commission or

1 any of the commissioners on the Ralls County Commission
2 ever notified you which of the certain county roads you
3 could use to build or maintain your transmission line?

4 In other words, did they provide you any
5 documents in addition to those that you're looking at
6 which affected franchise or further described the
7 franchise?

8 A. Well, this document that we're looking at now
9 is generally referred to as a road agreement. So I'm
10 not sure what the -- what the question is exactly.

11 Q. Subsequent to the issuance of those
12 documents, did the county or any county official ever
13 send you a list of the roads that you would be
14 authorized to use?

15 A. I think the operat--

16 Q. I'm not asking for an interpretation of it.
17 I'm just asking, did they ever send you some
18 supplementary document which had a list of the roads
19 that you could use?

20 A. Well, that's not what this document does
21 though. So I can't answer the question because that's
22 not what -- it says lines over the ground surface only
23 of certain public county roads. So what they're saying
24 is you can only go over -- over the ground of roads in
25 the county, so . . .

1 Q. Okay. Let's forget all of that.

2 A. Okay.

3 Q. Subsequent to the time that those documents
4 were issued, did anyone with the county ever send you a
5 list of certain roads that you could use for
6 construction or maintenance of your line?

7 A. No.

8 Q. Pardon me? I'm not sure that the court
9 reporter got that.

10 A. The answer was no.

11 Q. Could you look at page 15 of that same
12 exhibit. That's part of the documents -- franchise
13 documents from Randolph County, is it not?

14 A. Again, you're referring to what we call a
15 road agreement, so it's just important that it be
16 distinguished between that and the -- and the county
17 consent, the 229.100 consent, so . . .

18 Q. And what pages would you say is the county
19 consent shown on?

20 A. Page 12.

21 Q. Just page 12?

22 A. 12 through 14.

23 Q. Okay. I'll ask you the same question. Let's
24 forget an interpretation or anything else.

25 Did Randolph County Commission or any

1 commissioners or any public officials ever send you a
2 document subsequent to the issuance of those you're
3 looking at which listed the roads that you could use for
4 construction or maintenance of your line?

5 A. No -- no such document would -- would be in
6 order or to follow either in Randolph or Ralls County,
7 so I'm not sure what document I would be anticipating.

8 Q. It's a simple question.

9 Did the county send you a document listing
10 the roads that you could use?

11 A. Well, I guess I disagree with the premise of
12 the question which is that such document would be
13 coming, so . . .

14 MR. AGATHEN: Judge, could you please
15 instruct the witness to answer?

16 JUDGE BUSHMANN: Mr. Lawlor, I think the
17 question just calls for a yes or no answer.

18 THE WITNESS: So no.

19 MR. AGATHEN: Thank you.

20 BY MR. AGATHEN:

21 Q. None of the Grain Belt witnesses has filed
22 any of the county franchises as evidence in this case,
23 have they?

24 A. Not to my knowledge.

25 Q. On a different subject, if anyone buys energy

1 in Missouri from the Grain Belt line, it would have to
2 be either an investor-owned utility or a coop system or
3 a municipal system. Right?

4 Those are the end users that would buy the
5 energy?

6 A. Yeah, generally, right. Right.

7 Q. Is it your position that those entities would
8 benefit from being able to buy your energy from the
9 Kansas wind farms?

10 A. Well, those entities and their customers.

11 Q. Did you contact any of those entities about
12 the possibility of intervening in this case on your
13 behalf?

14 A. It's possible.

15 Q. Would you accept subject to check that in
16 Data Request No. 31 I asked you to please state whether
17 Grain Belt or Clean Line contacted any of the following
18 entities about the possibility of intervening in this
19 proceeding, any Missouri investor-owned electric
20 utility, any Missouri electric cooperative, any
21 association of Missouri electric cooperatives, any
22 Missouri municipal utility system or any association of
23 Missouri municipal utility systems and that you
24 responded yes?

25 A. That -- that sounds right.

1 Q. On a different subject, you've told people in
2 Missouri -- strike that.

3 You've told people that in Missouri a
4 commission approves the project as a whole and not a
5 specific route for the line. Is that correct?

6 A. Are you -- are you reading from somewhere or
7 are you asking if that's a general --

8 Q. I'm just asking you the question.

9 Have you told people that the Missouri
10 Commission approves the project as a whole and not a
11 specific route for the line?

12 A. I think that's a general-- generalization of
13 how the process works, but what it means is that there
14 it's not a -- it's not a routing state as compared to
15 what we have in, say, Kansas or Illinois or perhaps
16 where they -- there is a line siting application, so
17 they look at the broader.

18 Q. So it's your position that the Missouri
19 Commission does not approve a specific route for this
20 line?

21 A. Not in the same way in which other states do
22 that have a statute that addresses, you know, a siting
23 line application to -- to that.

24 Q. So does that mean that if the Commission
25 gives you a certificate, you can put the line wherever

1 you want?

2 A. No. That's not what I said, no.

3 Q. Well, then they must have approved some form
4 of a route. Right?

5 A. They must have or --

6 Q. Yes.

7 Where you could put the line wherever you
8 wanted. Right?

9 A. It's my understanding that there is basically
10 a franchise area that is the operative component of the
11 statute. So while there's some level of line review, it
12 is not the same as what we see in other states where
13 there is a specific line siting application.

14 Q. Well, I'm not clear.

15 Are you saying that the Commission does or
16 does not approve the route that you have proposed as
17 part of your application?

18 MR. ZOBRIST: Judge, I think the witness has
19 answered the question twice and that if this is getting
20 into his legal opinion, then I object because it calls
21 for a legal opinion.

22 MR. AGATHEN: I'll withdraw it.

23 BY MR. AGATHEN:

24 Q. You did not file a legal description of the
25 route with this Commission, did you?

1 A. Not at this point in time to the best of my
2 knowledge.

3 Q. Are you going to?

4 A. I'd have to check with the -- you know, the
5 statute to see when the filing of the legal description
6 is required.

7 Q. Do you know if such a filing is required?

8 A. I seem to recall a reference to filing a
9 legal description.

10 Q. So that would be after the Commission issues
11 a certificate?

12 A. No. Again, I'd have to look at the statute
13 to refresh my memory on what it requires.

14 Q. You've asked in your application that you be
15 allowed to make minor variations in the final route of
16 the line for various reasons. Is that correct?

17 A. That's correct.

18 Q. Are you asking there to make these variations
19 in the final route without any additional authorization
20 from the Commission?

21 A. Yeah. In reference to Staff's condition, we
22 are asking for the ability to make minor modifications
23 to the proposed route based upon information that is
24 identified subsequently through -- through various
25 studies.

1 Q. Without additional permission from the
2 Commission?

3 A. Right. That's common in most states to have
4 the ability to make minor modifications. Otherwise, you
5 know, the process is -- becomes highly inefficient.

6 Q. So if you wanted to move the line a few feet
7 from the proposed route you could do that without any
8 further permission?

9 A. Yes, but it would need to be justified on
10 routing requirements, routing criteria and/or surveys
11 that -- that would require that or landowner input.

12 Q. If you had to move it for routing reasons on
13 to the property of a different landowner, do you think
14 you'd have the right to do that without further
15 Commission permission?

16 A. Yeah, we typically don't have modifications
17 that bring in other landowners, but in those cases
18 that's a little more unique, so I'm not aware of the
19 requirements of the State law to provide notification
20 and the like.

21 Q. That's not my question.

22 Is it your permission -- is it your position
23 that you would have the right to move the line on to
24 someone's property who had not been notified that the
25 line would be there and do that without further

1 permission from the Commission?

2 A. Yeah, I guess the scenario, the factual
3 scenario would play into that, so I can't really
4 speculate on that.

5 Q. So you don't know whether you would have to
6 come back to the Commission or not?

7 A. Well, there is not a -- yeah, I mean, there's
8 not a statute that guides on that, so --

9 Q. Right. And I'm asking you what your
10 intent -- what your interpretation would be if the
11 Commission granted you the permission to alter the route
12 as you have asked them to do.

13 MR. ZOBRIST: Well, Judge, I think that --
14 again, he's asking for a legal conclusion. It also
15 calls for speculation because it depends on what the
16 Commission does.

17 So I think the question is problematical on
18 both those grounds, either calling for a legal
19 conclusion or speculating what the Commission might do
20 and what conditions it might impose.

21 JUDGE BUSHMANN: Sustained.

22 BY MR. AGATHEN:

23 Q. What's the maximum distance you could move
24 the route of the line without seeking further permission
25 from the Commission?

1 MR. ZOBRIST: I think I have the same
2 objection, Judge. That's calling for a legal
3 conclusion. We're talking about numbers of feet
4 depending upon what the Commission might say, what the
5 law might say.

6 JUDGE BUSHMANN: Sustained.

7 BY MR. AGATHEN:

8 Q. On a different subject, your Schedule MOL-10
9 is the one that contains the initial letters of support
10 to the Commission. Correct?

11 A. Correct.

12 Q. Could you go to page 53 of that document for
13 a moment?

14 A. Yes.

15 Q. That's the letter signed by someone from the
16 City of Salisbury, is it not?

17 A. From Tom Burkhart. It looks like it's Tom
18 Burkhart.

19 Q. From the City of Salisbury?

20 A. Right.

21 Q. And page 56, is that signed by someone from
22 the City of Brunswick?

23 A. Yeah, it looks like Joe Moser.

24 Q. Is it true that an attorney representing
25 those cities wrote a letter to the Commission saying he

1 knows of no support for the Grain Belt project from the
2 officials in either of those cities?

3 A. I am not -- I'm not sure I'm aware of that.

4 Q. Do you recall that he said that the City
5 Council of Salisbury is actively opposed to your
6 project?

7 A. I'm not aware of the City of Salisbury's
8 position. I just know that these individuals signed
9 support but not in any official capacity for the City.

10 MR. AGATHEN: May I approach?

11 JUDGE BUSHMANN: Can you show counsel first?
12 Can you show counsel first?

13 MR. AGATHEN: Sure.

14 BY MR. AGATHEN:

15 Q. I'm handing you a copy of a letter from an
16 attorney dated March 21st, 2014. It's addressed to the
17 Missouri Public Service Commission, and ask if you have
18 seen that letter?

19 A. It doesn't -- doesn't jog my memory, but it
20 appears to be what it is.

21 Q. And does he say, the attorney, that those two
22 cities do not support your line?

23 A. Yes. It says I know of no such support for
24 the project by the government officials in those cities.

25 Q. Thank you.

1 A. Uh-huh.

2 Q. Pages 82 to 96 are letters from people at
3 Hubbell, correct, one of the companies that your line
4 has got a memorandum of understanding with?

5 A. Well, without going through every single one,
6 that appears to be right.

7 Q. Doesn't that facility there in Centralia
8 employ 600 people?

9 A. Yes, I believe that's right.

10 Q. And another preferred supplier is General
11 Cable. Right?

12 A. That's right.

13 Q. And pages 99 and 100 you have two letters of
14 support?

15 A. Yeah, in this -- in this schedule there
16 appears to be two letters from General Cable.

17 Q. Out of 185 employees who work at that
18 facility?

19 A. Um, I believe there is additional letters but
20 not grouped in this form from -- from General Cable.

21 I seem to recall collecting, you know, half a
22 dozen to a dozen myself at a meeting there.

23 Q. Where would they be?

24 A. Somewhere in here or else my surrebuttal
25 support letter schedule.

1 Q. If they were there, it would show they were
2 from General Cable?

3 A. I would suspect.

4 Q. Okay.

5 A. It may not be on the letterhead like these
6 are but it could be.

7 Q. The next section starting at page 101 is
8 called Construction Related Business Representatives.
9 Right?

10 A. Yep.

11 Q. Do any of the people who signed the letters
12 there purport to be speaking for someone other than
13 themselves?

14 Look at page 103 for example. That's signed
15 by someone from Continental Cement. Right?

16 A. Yes.

17 Q. You don't actually have the support of
18 Continental Cement, do you?

19 A. This letter is not -- the signature doesn't
20 purport to be on behalf of the entity, so no. It simply
21 identifies who this person's organization, they're
22 associated with it. It doesn't say that they are
23 speaking on behalf of that company.

24 Q. And if you go to the section beginning at
25 page 167, you have that labeled as Teachers and School

1 Districts. Right?

2 A. That's right.

3 Q. You don't have one letter there, do you,
4 which claims to be from a school district which supports
5 your line?

6 A. From a school district?

7 Q. Yes.

8 The section is labeled Teachers and School
9 Districts, and my question is, do you have any letters
10 there at all from school districts?

11 A. So, yeah, this schedule described on my
12 testimony, it says -- it lists support from individuals,
13 companies and organizations in Missouri. So in some
14 cases they're organizations, in some cases they're
15 individuals and in some cases they're organizations.

16 So everybody who signs these, unless they put
17 them on their own letterhead, typically signs on as
18 supporting these individually.

19 Q. Well, I asked you if any letters in that
20 section we're talking about purport to say that a school
21 district supports your line.

22 A. I don't see any from -- officially from a
23 school district.

24 Q. Would you go to your direct testimony,
25 please, page 9 --

1 A. Uh-huh.

2 Q. -- lines 14 to 20.

3 Do you see that?

4 A. Yes.

5 Q. Could you read that into the record, please?

6 Let me skip that.

7 Which of the groups that you have listed
8 there, mentioned there, at page 9, lines 14 to 20, do
9 you have letters of support from?

10 A. I can't say off memory, but this is referring
11 to our outreach with individuals, entities throughout
12 the state organizations.

13 Q. And I was wondering if you got a letter of
14 support from any of these people that you were involved
15 with in your outreach program.

16 A. I'm not sure. We have, like, 800 and some
17 letters of support but -- so I'm not sure.

18 Q. Would you take subject to check that our data
19 request to you, No. 35, and your response were as
20 follows: From which of the organizations listed at
21 page 9, lines 14 to 20 of your direct testimony, does
22 Grain Belt or Clean Line have a letter of support or
23 comparable document, and your response was none?

24 A. Subject to check I would go with that, yes.

25 Q. Go to page 17, please, of your direct

1 testimony, lines 13 to 15.

2 A. Lines 15 to what?

3 Q. 17 -- excuse me. 13 to 15.

4 You have some groups listed there as well, do
5 you not?

6 A. Yes.

7 Q. Do you have letters of support from any of
8 those groups?

9 A. Probably from individuals within those
10 groups, but I don't believe we have any from the
11 organizations formally.

12 Q. Let's go to a related subject. I'm going to
13 ask to distribute -- let's see -- Exhibit No. 315.

14 (EXHIBIT NO. 315 WAS MARKED FOR
15 IDENTIFICATION BY THE COURT REPORTER.)

16 BY MR. AGATHEN:

17 Q. Do you have a copy there in front of you?

18 A. Yes, I do.

19 Q. It's a four-page document titled at the top
20 Summary of Support for the Grain Belt Express Clean Line
21 in Missouri. Right?

22 A. Correct.

23 Q. And it's dated March 6, 2014?

24 A. Correct.

25 Q. Just three weeks or so before Grain Belt

1 filed this application in this case. Right?

2 A. Correct.

3 Q. Was this document compiled by you or someone
4 at Grain Belt?

5 A. Yes, me and a combination of others.

6 Q. You're familiar with the document?

7 A. Yes.

8 Q. And it begins in the first sentence there by
9 saying community leaders, organizations, individuals,
10 local businesses and landowners throughout Missouri have
11 shown their support for the Grain Belt Express Clean
12 Line. Correct?

13 A. That's what it says.

14 Q. We sent you a data request asking for the
15 letters of support from the groups that you had listed
16 there, didn't we?

17 A. I think that sounds familiar, yes.

18 Q. And instead of sending us those documents you
19 said they're all included somewhere in your schedule of
20 letters of support, 400 or whatever pages. Correct?

21 A. Well, yeah, but this -- this mentions
22 Missourians. It doesn't say that these people listed
23 below are company representatives acting on behalf of
24 their company.

25 Q. Well, it says community leaders,

1 organizations, business leaders, et cetera, all support
2 the Grain Belt Express Clean Line, does it not?

3 A. Yes.

4 Q. Maybe we can cut this short.

5 Would you admit that many, many of these
6 groups that you have listed here do not, in fact -- have
7 not, in fact, submitted any kind of letter of support to
8 you?

9 A. Yeah, well, that's not what I was claiming in
10 the document to begin with, so I would not agree with
11 that.

12 Q. You would agree with that?

13 A. No, I would not agree with that
14 characterization.

15 Q. All I'm asking you is would you agree that
16 many of the organizations that you have listed here did
17 not send you a letter of support as an organization?

18 A. Yes, that's right and that's what I said.
19 This doesn't say that they did.

20 Q. Let's take an example, the Kiwanis Club.
21 That's on your list --

22 A. Right.

23 Q. -- as a supporter?

24 A. Well, let me --

25 MR. ZOBRIST: Judge, I want to object because

1 Mr. Agathen is misleading the Commission because there
2 is a statement that says Missourians from the following
3 groups have expressed support for the project, and if he
4 puts it in that context, then I think it will be clear
5 what Mr. Lawlor is trying to do.

6 JUDGE BUSHMANN: Is that an objection?

7 MR. ZOBRIST: Well, I'm objecting because I
8 think the nature of the questions are argumentative and
9 that's why Mr. Lawlor is saying what he's saying,
10 because this letter doesn't support the premise of the
11 question, so, therefore, I believe it is argumentative.

12 JUDGE BUSHMANN: I think Mr. Lawlor has
13 actually answered the question.

14 Mr. Agathen, was there something you wanted
15 to ask about this document in addition to that?

16 MR. AGATHEN: Yes. I was moving on to the
17 example of the Kiwanis Club.

18 JUDGE BUSHMANN: Okay.

19 BY MR. AGATHEN:

20 Q. On page 2 of Exhibit 315, just as an example,
21 one of the economic development and civic organizations
22 which you have listed there is the Carroll County
23 Kiwanis Club. Correct?

24 A. That's what -- sorry. That's what it says.

25 Q. But you didn't have a letter from the Kiwanis

1 Club itself supporting you, do you?

2 A. And again, that's not what I'm saying this
3 letter says.

4 Q. That's not the question I asked you.

5 Do you have a letter from the Kiwanis Club
6 itself which says that they support the Grain Belt line?

7 A. From which Kiwanis?

8 Q. From any Kiwanis Club.

9 A. I -- I can't say off of memory of all of
10 them, but that's -- to my knowledge it's likely that
11 there may not be one from the Kiwanis Club or any of
12 these organizations listed here.

13 MR. AGATHEN: I'd like to distribute now
14 Exhibit 316.

15 (EXHIBIT NO. 316 WAS MARKED FOR
16 IDENTIFICATION BY THE COURT REPORTER.)

17 BY MR. AGATHEN:

18 Q. Do you have a copy of Exhibit 316?

19 A. It doesn't appear to be labeled as such, but
20 if that's what was just handed out. Well, I'm just
21 saying I don't have it labeled but . . .

22 Q. But you have what appears to be labeled as in
23 my document 316?

24 A. I think so, yes.

25 Q. In Exhibit 315, your summary of support for

1 the Grain Belt Express Clean Line in Missouri, two of
2 the organizations you had listed there were Edward Jones
3 and MFA Oil. Correct?

4 A. Can you give me a quick page or line?

5 Q. Well, I'm not sure.

6 A. Okay. I see MFA. Yeah.

7 Well, it's important to note also that
8 Exhibit 315 is really a partial document. It's an
9 attachment to an e-mail that I sent, and it's really the
10 only place in which that this document exists and that
11 was to an individual who asked for this particular list,
12 and so this was put together for -- on the request of
13 the one individual.

14 Q. I found those two organizations on the third
15 page. The third one down is MFA Oil, right, on
16 Exhibit 315 as one of your supporters?

17 A. Uh-huh. Yes.

18 Q. And then about halfway down, Edward Jones
19 Financial Services?

20 A. Yeah, I see it.

21 Q. Two very well-known companies throughout
22 Northern Missouri presumably?

23 A. Yes.

24 Q. And when we asked you for copies of the
25 documents from those two organizations, you sent us the

1 letters from Exhibit 316?

2 A. I believe so.

3 Q. Who is the person who signed this letter from
4 Edward Jones?

5 A. It looks like Shane Adrian, A-d-r-i-a-n.

6 Q. What position did they hold there with
7 Edward Jones?

8 A. It does not specify.

9 Q. Pardon?

10 A. It does not specify.

11 Q. And the second page of Exhibit 316 is a
12 letter from someone from MFA Oil?

13 A. Larry Edwards.

14 Q. Do you know who he is?

15 A. Possibly. I may -- I may have met Larry, but
16 I can't recall at the moment.

17 Q. What position does he hold with MFA Oil?

18 A. It looks like it's called BP Manager, so I'm
19 not sure what that means.

20 Q. You've got three environmental organizations
21 listed there as well. Right?

22 A. Yes.

23 Q. Missouri Coalition for the Environment,
24 Missouri Prairie Foundation, Sierra Club of Missouri?

25 A. Yes.

1 Q. Do you have letters of support from any of
2 those organizations?

3 A. I don't recall, but I think they all
4 testified at the public hearing in a more formal
5 capacity on behalf of their organizations.

6 Q. Do you have any documentation to that effect?

7 A. Just the public record, transcript from the
8 public hearings would be where they would have made
9 those supportive comments.

10 Q. Those were well after March 6 of 2014, were
11 they not?

12 A. Right. Right.

13 Q. Did you have any documentation as of March 6,
14 2014 to support the claim that those three environmental
15 organizations supported your line?

16 A. Again, this document says it's a list of
17 Missourians who have expressed support. It doesn't
18 necessarily mean it's a support letter.

19 Q. So you don't have anything from those three
20 organizations?

21 A. Not -- not, you know, that I can point to at
22 this moment.

23 Q. Is it fair to say that a number of
24 organizations on your list of supporters took exception
25 to being included on that list?

1 A. No.

2 Q. Have you looked at Mr. Lowenstein's testimony
3 where it includes documentation from individuals -- or
4 excuse me -- from groups that were included and said
5 that they would like to be deleted?

6 A. I'm aware of letters from MFA and
7 Edward Jones that appear to be requesting clarification
8 of what -- you know, what was stated about the company's
9 support.

10 Q. Actually, didn't your attorney get a call
11 from an attorney from Edward Jones saying take us off
12 your list?

13 A. Right. I think the folks at Edward Jones
14 were confused that it was -- by -- by someone that we
15 were claiming that they were supportive of the project,
16 the company.

17 But, you know, the fact that these letters
18 show on Exhibit 316 that the individuals who happened to
19 work or be associated with these companies are the ones
20 who support it. So, yes, we were able to clear that up
21 with MFA and Edward Jones.

22 Q. By promising them that you'd take them off
23 your list?

24 A. Well, we didn't -- I mean, yeah, we took --
25 we pulled out these support letters from our attachments

1 to my schedule, but this list, 315, was just sent to one
2 individual who requested that we do so.

3 Q. And as soon as you sent it to him, you
4 immediately got feedback from people saying take us off
5 your list, did you not?

6 A. Right, because there was misrepresentation
7 about what this list depicts, and it caused a lot of
8 problem, right, people -- companies thought that they
9 were on the record as supporting something when they
10 were not and we didn't purport that they were. So,
11 yeah, it was unfortunate.

12 MR. AGATHEN: Your Honor, before I forget
13 I'll offer Exhibits 315 and 316.

14 JUDGE BUSHMANN: Any objections?

15 MR. ZOBRIST: No objection.

16 JUDGE BUSHMANN: Exhibits 315 and 316 are
17 received into the record.

18 (EXHIBIT NOS. 315 AND 316 WERE RECEIVED INTO
19 EVIDENCE.)

20 MR. AGATHEN: Thank you, Judge.

21 BY MR. AGATHEN:

22 Q. I have just a few questions now on your
23 surrebuttal.

24 Do you have that with you?

25 A. Yes.

1 Q. I'd like to direct your attention to page 11,
2 line -- line 8 I think. If I can read my notes.
3 Starting at line 8.

4 A. Page 11, line 8?

5 Q. I think so.

6 You mentioned there a transmission vegetation
7 management plan?

8 A. Yes.

9 Q. Is that the plan -- is that a plan that's in
10 existence at this point?

11 A. No. You don't develop a transmission
12 vegetation management plan in the development stages.
13 It comes later after you've done some design work and
14 structure design engineering work.

15 Q. If you go to page -- the next page at line 7,
16 you mention a post-construction restoration plan.
17 Correct?

18 A. Yes.

19 Q. Is that a plan which you presently have
20 written?

21 A. No. Again, those are developed once you've
22 completed design work for your project.

23 Q. Then at page 15, line 8 you mention a
24 stormwater pollution prevention plan. Correct?

25 A. Yes. That's a permit that you -- you get

1 from the State Department of Natural Resources.

2 Q. Is that written yet?

3 A. No. It's really a permit, so you have to
4 apply once you have your construction area identified.

5 Q. So you won't have any of this material until
6 after the Commission issues its order in this case, or
7 at least you will not have presented it as evidence in
8 this case?

9 A. Yeah. A stormwater pollution prevention plan
10 is submitted just before construction once you've staked
11 and surveyed your construction site and they --

12 Q. How about the other two plants, they won't be
13 in evidence here either, will they?

14 A. They're not -- they're not developed at this
15 stage in development.

16 Q. On a different subject I'd like to direct
17 your attention to page 6, lines 8 to 9 of your
18 surrebuttal.

19 Do you see that?

20 A. 6, lines 8 through 9?

21 Q. Yes.

22 A. Yep.

23 Q. You say there in some limited circumstances
24 condemnation may be necessary, such as when a landowner
25 cannot be located or to clear up title issues. Is that

1 what you say?

2 A. That's right.

3 Q. You don't mention that you'll use the process
4 of condemnation if the landowner simply refuses to
5 accept your bottomline offer, do you?

6 A. That's not what it says, right.

7 Q. Do you recall a letter which was submitted to
8 the Commission by the assessor of Randolph County,
9 Mr. -- I'll spell it -- T-r-e-g-n-a-g-o?

10 A. Tregnago. And submit it to whom?

11 Q. To the Commission.

12 A. The Public Service Commission?

13 Q. Yes.

14 A. It's been a while, but, yes, I do -- I do
15 recall that happening.

16 Q. Do you recall that at page 2 he expressed
17 concern about power plants, coal fired power plants,
18 closing down in his county and that the taxes paid by
19 the owner, Associated Electric, exceed \$5 million
20 annually?

21 A. I -- I don't -- I don't have that document,
22 so I can't speak to that.

23 Q. Did you discuss with the assessor what level
24 of property taxes you thought that they would be paid by
25 Grain Belt?

1 A. To Mr. Tregnago?

2 Q. Yes.

3 A. Yes.

4 Q. Did you mention to him about the displacement
5 of coal fired energy by the Grain Belt line?

6 A. That was not the subject of our conversation.

7 Q. So you did not mention it to him?

8 A. No, it didn't come up.

9 Q. Despite the fact that he was concerned about
10 the \$5 million annually that they might lose if those
11 coal fired plants closed down?

12 A. What was the question?

13 Q. You didn't mention to him anything about the
14 possibility of displacement of generation from those
15 coal fired plants, did you?

16 A. I did not.

17 Q. Is it true that Grain Belt hired a research
18 group to conduct a telephone survey of people in the
19 eight counties where you propose to build the line?

20 A. Yes.

21 Q. And the intent was to determine how many
22 people supported or opposed the line?

23 A. Yeah, the intent was a little more involved
24 than that but . . .

25 Q. That was the general gist of it though?

1 A. Well, it measured the views of the
2 individuals -- individuals being surveyed about the
3 different aspects of the project, the different benefits
4 and how that influenced their support or lack thereof.

5 Q. And you asked them whether they supported or
6 opposed the line?

7 A. That was one of the questions I think that
8 was asked multiple times, yeah.

9 Q. And the phone survey was conducted on
10 October 7th and 8th of this year. Correct?

11 A. I'm -- I'm not sure. It's possible.

12 Q. It would have been after the Staff filed its
13 testimony regarding the comments people had submitted to
14 the Commission about the number of people that opposed
15 the line. Right?

16 A. I don't -- I don't recall the exact dates,
17 so . . .

18 Q. But it was after Staff filed their testimony?

19 A. Their rebuttal testimony?

20 Q. Yes.

21 A. I believe so.

22 Q. And it was about a week before your
23 surrebuttal to that testimony was due, was it not?

24 A. Again, I don't remember the exact dates that
25 the survey took place.

1 Q. But it was prior to the time your surrebuttal
2 testimony was due?

3 A. No, I don't think so.

4 MR. AGATHEN: May I approach, Your Honor?

5 JUDGE BUSHMANN: You may.

6 BY MR. AGATHEN:

7 Q. I'm handing you a copy of a couple of data
8 requests that we submitted to you and ask if you'd read
9 into the record No. G-32 and your response.

10 A. Please state the first date and last dates on
11 which telephone calls were placed as part of the survey
12 response. The survey was conducted from October 7th
13 through October 8th, 2014.

14 Q. Thank you.

15 The first question asked of people in the
16 telephone survey was do you support or oppose the line.
17 Correct?

18 A. I don't -- I don't have a copy in front of me
19 but --

20 Q. Does it sound right?

21 A. -- it sounds close, yeah.

22 Q. And then on the basis of that first question,
23 you had some -- strike that.

24 On the basis of that first question you had
25 more supporters than opponents in only two of the eight

1 counties that the line was going to be in. Right?

2 A. Based on memory that's probably -- it could
3 be --

4 Q. Does it sound right?

5 A. It could be right.

6 Q. And then you read in three statements to the
7 person taking the survey which the route -- the research
8 group says was intended to better inform them about the
9 lines. Is that correct?

10 A. Correct.

11 Q. And the last statement -- the first statement
12 talked about additional property taxes which could be
13 funded for schools, roads and bridges?

14 A. It sounds right.

15 Q. And then the people taking the survey in the
16 second statement, they were told that the line will
17 bring in \$500 million in investments and lead to jobs
18 and economic development. Does that sound right?

19 A. That sounds right.

20 Q. And then the third and last question, you
21 told the people taking the survey that the line would
22 provide new renewable energy sources to Missouri.
23 Correct?

24 A. That sounds right.

25 Q. And then after they were given that

1 information, they were told that sometimes people change
2 their mind after taking a survey like this and then you
3 reask the first question, do you support or oppose the
4 line. Right?

5 A. That sounds right.

6 Q. And after they were informed about these
7 three different items they told them about, you still
8 had more supporters than opponents only in the same two
9 counties as you originally had, didn't you?

10 A. I can't remember. I remember the results
11 showing that people were more supportive on the whole
12 after learning of the benefits than prior is what I
13 recall.

14 Q. Do you recall that in only two counties out
15 of the eight you had more supporters than opponents?

16 A. That's possible. I don't -- I don't have the
17 results in front of me.

18 Q. Will you take that subject to check?

19 A. Okay.

20 Q. You didn't tell people about some of the
21 downsides from the line, like the tax subsidies they'd
22 have to pay?

23 A. You say you. We -- I and we did not prepare
24 the study -- or the survey questions.

25 Q. You were the main contact person with Grain

1 Belt with the research group, were you not?

2 A. I was the main contact but I didn't develop
3 the questions.

4 Q. Did you approve them?

5 A. No.

6 Q. Where did they get their information then
7 that they used in telling these people about the
8 benefits of the line?

9 A. Presumably from our website and public
10 available information.

11 Q. You didn't present the survey results at all
12 in your surrebuttal testimony obviously, did you?

13 A. I'm not sure that I was aware of the results
14 prior to my surrebuttal being filed.

15 Q. You were the main contact with this research
16 group?

17 A. That's right.

18 MR. AGATHEN: I think I'm done, Judge. One
19 moment.

20 That's all I have.

21 JUDGE BUSHMANN: Any questions from
22 commissioners?

23 CHAIRMAN KENNEY: Yes, unfortunately.

24 QUESTIONS

25 BY CHAIRMAN KENNEY:

1 Q. Mr. Lawlor, good evening.

2 A. Good evening.

3 Q. I will try to be brief.

4 I'm going to go back to the question that was
5 asked of you about the elderly landowner who -- that
6 Ms. Dietrich referenced in her testimony that
7 Mr. Agathen asked you about.

8 A. Yes.

9 Q. Do you remember that?

10 A. I do.

11 Q. I'm lost -- I forgot the question I was going
12 to ask. It was so long ago.

13 What was the outcome of that? Did that
14 elderly landowner end up executing a voluntary easement,
15 do you know?

16 A. My recollection is that they wanted to wait
17 for the Public Service Commission's order before doing
18 anything.

19 Q. Has that been the general response? I think
20 there was testimony that maybe 30 out of 528 landowners
21 had executed voluntary easements. Is that about right?

22 A. Yeah. I mean, as I mentioned in my testimony
23 and perhaps maybe some of the DRs, that the goal of our
24 easement, our negotiations, is not seeing how many
25 people get signed up at this stage but more informing

1 the landowners of what the easement is, what it says,
2 getting in front of them, starting that relationship.
3 It takes time. So -- but yes, it is common for that to
4 be the response.

5 We saw the same thing in Kansas. Limited
6 easement signing until after the order took place and
7 then they go up after that.

8 Q. Okay. I'm going to ask you some questions
9 about the -- it's Exhibit 555, it looks like, the
10 Agricultural Impact Mitigation Agreement with the State
11 of Illinois.

12 This is required by law in Illinois.
13 Correct?

14 A. Yes, it's my understanding.

15 Q. There is no comparable rule or regulation or
16 statute in Missouri that requires Clean Line to enter
17 into some type of agreement like this with our
18 Department of Natural Resources or any other agency. Is
19 that -- do you know that to be the case?

20 A. I do know that to be the case. That is a
21 correct statement.

22 Q. But there is nothing that would prohibit the
23 Missouri Public Service Commission from ordering
24 something similar to this as far as you're aware. Is
25 that right?

1 A. Yes. I would say similar with some
2 exceptions that are Illinois specific.

3 Q. So we could modify this agreement to fit
4 Missouri's landowners' circumstances?

5 A. That's right. I think the last page is the
6 language that references our easement -- or requires
7 that this be referenced in our easement.

8 Q. So that actually is a good segue to my
9 question.

10 Would you have any philosophical objection to
11 this Commission ordering something like this document to
12 be incorporated into your Missouri easements?

13 A. With the exception of some of the Illinois
14 statutory requirements?

15 Q. Sure.

16 A. No. We would not have a phil-- I would -- I
17 would not have a philosophical objection. Again, it's
18 in line with our stated policy as a company.

19 Q. So there is already a policy and it's
20 attached to your testimony. Did you-all have any
21 discussion about incorporating that policy into the
22 Missouri easement?

23 By you-all I mean the members of your
24 executive team, may be less colloquial. It's getting
25 late.

1 Q. Good evening.

2 A. Good evening.

3 Q. I want to ask just a couple of questions
4 about the compensation package available to landowners.

5 A. (Nods head.)

6 Q. And I'm looking largely at page 20 of your --
7 of your direct testimony.

8 The easement payment would appear to be set
9 on 100 percent of the fee simple value of the easement
10 area. So that would be as if you were owning the
11 property. You'd be giving the landowner 100 percent of
12 the value of owning that property?

13 A. Yes. While just only having easement rights,
14 right.

15 Q. All right. And in order to establish market
16 value, you would do that through -- well, how do you
17 intend to determine market value?

18 A. We hire firms, or in this case a firm, that
19 does this in the industry for other utilities that will
20 look at sales in the county over a period of time and
21 also classify different land types.

22 It will look at agricultural land, dry crop,
23 pasture, forest, on and on, classify the different
24 types, look at historic land sales.

25 And, you know, typically it's -- when you

1 have enough data, it only goes back a year, so you tend
2 to use that, if you need to go back farther, but it's
3 based on actual sales in that county of comparable land.

4 Q. Sales of 100 acres, 200 acres, 300 acres and
5 you'll extrap-- and you would extrapolate from that what
6 the value of -- of a 150-foot segment would be?

7 A. Yes.

8 So you would -- you would basically come up
9 with -- if it's irrigated crop ground, it's going to
10 have a particular value in the market and so that's --
11 our easement would pay for the amount of square footage
12 or acreage in that type of -- or that -- hopefully I'm
13 not confusing it. But, yes, it's based on the land type
14 and the value.

15 Q. And do you anticipate or have you already
16 taken into consideration unique situations with a
17 particular piece of property, where putting a line
18 across a segment of that property for reasons specific
19 to that piece of property might affect more than just
20 that 150-foot section?

21 A. I mean, there could be unique situations
22 based on -- based on the activity at that particular
23 agricultural -- at that farm --

24 A. Yes.

25 Q. -- that an easement across that section would

1 have an impact beyond 150 feet?

2 A. Yes.

3 Q. So when you're negotiating with landowners,
4 have you -- in the 30 or 40 cases where you have
5 agreements, have you taken that into account in setting
6 a fair value -- a fair return for the landowner?

7 A. Yeah. And I can't speak to the 30 or 40 that
8 we've done, but as a -- as a principle, yes, individual
9 land situations can and will be considered if the
10 compensation that, you know, we're offering does not
11 account for that or it can be demonstrated.

12 So it's, you know, usually pretty rare
13 because the compensation we're offering is well ahead of
14 what's traditionally done in the industry, so . . .

15 But in the event that there are unique
16 circumstances, that -- that can be taken into
17 consideration.

18 Q. So you don't know if any of the 30 or 40
19 voluntary agreements have taken that into account?

20 A. Not for sure, although, you know, sometimes
21 there might be a specialty crop being grown, you know,
22 where we look at, you know -- you know, for crop
23 damages, for example, we'll look at that individual
24 parcel.

25 So there could be any number of modifications

1 that are based on -- it usually is around, you know,
2 expected property damage, but I'm not sure the 30 or so
3 that we've had specific instances that you're referring
4 to.

5 Q. Okay. Have you been involved in those
6 negotiations?

7 A. Not directly, but I'm one of the individuals
8 that helps supervise that effort. So we have a Director
9 of Land Services that internally is sort of the primary
10 point, but I -- we're on calls with our land agents on a
11 weekly basis and get updates and go through questions.

12 Q. The 30 or 40 that you have so far, did they
13 come in all at once early on or are they coming in two,
14 three a week or so? How is that -- how is that working?

15 A. More -- more steadily over time.

16 You know, we're not -- again, our -- our main
17 objective of our agents in the field are not signing
18 easements. If that's where the landowner is ready to
19 go, then we will do it, but right now it's getting
20 survey access, so we can go out and start some of our
21 environmental surveys or it's going through the
22 compensation sheet so they understand it.

23 So that's a by-product of the work that we've
24 been doing but not the driving factor of what they are
25 doing today.

1 Q. You haven't been trying to get voluntary
2 easements as a stated goal?

3 A. Yeah, but as -- in conjunction. So usually
4 you know right away if someone is, you know, going to
5 sign up on an early -- early on in the process. And,
6 you know, absolutely we're encouraging that, but more
7 importantly we want to spend our time getting accurate
8 information out there.

9 As you imagine with this number of
10 landowners, there's an ongoing effort to get good
11 factual information into their hands. So it's not --
12 we're not excluding -- we're not -- signing easements is
13 one of our goals.

14 Q. How does this compensation package vary from
15 the industry generally? You said it was more generous,
16 or I can't remember the exact term. How does it vary?

17 A. Well, my knowledge of transmission easements
18 in this region are that -- you know, historically have
19 been somewhat less than 100 percent fair market value,
20 anywhere from 50 to 75 percent.

21 So that's -- you know, typically you don't
22 start out at 100 percent of fair market value.

23 In addition to that we are making structured
24 payments. So for every transmission structure on the
25 property, there will be an additional payment for that

1 either in the form of a large upfront payment or annual
2 payments as long as that line is there. So that's going
3 to be a choice of the landowner, if they want upfront or
4 annual.

5 So you combine that with a 100 percent
6 easement payment, plus the crop damage and other damage
7 compensation that we've allowed for sets this apart, I
8 think, from what we've seen in the past.

9 Another quick example is there is not a limit
10 on, you know, crop damages. A lot of easements will
11 limit it to two years, three years. This covers any
12 potential crop damage or yield reduction for -- you
13 know, without limitation.

14 COMMISSIONER HALL: That's all I have. Thank
15 you.

16 JUDGE BUSHMANN: Recross based from bench
17 questions.

18 Wind on the Wires, Wind Coalition.

19 MR. REED: No thank you.

20 JUDGE BUSHMANN: Commission Staff.

21 MR. WILLIAMS: Thank you. I think just a few
22 questions.

23 RECROSS-EXAMINATION

24 BY MR. WILLIAMS:

25 Q. I was a bit intrigued by your statements

1 about -- and it sounded like you were saying depending
2 on the nature of the ground the payments might differ
3 even within the county.

4 For example, if you're looking at farmland,
5 bottomland versus hill farming, maybe it's only good for
6 pasture land versus trees, you'd have different
7 categories of compensation depending on the nature of
8 the ground itself?

9 A. That's right.

10 MR. WILLIAMS: No further questions.

11 JUDGE BUSHMANN: United for Missouri.

12 MR. LINTON: No questions.

13 JUDGE BUSHMANN: Rockies Express.

14 MS. DURLEY: No questions.

15 JUDGE BUSHMANN: Reicherts and Meyers.

16 MR. DRAG: Your Honor, first off I made a
17 moving mistake, and I forgot to offer in Exhibits 555
18 and 556 into evidence. I'd like to do that at this
19 time.

20 JUDGE BUSHMANN: Any objection to those
21 exhibits?

22 MR. ZOBRIST: Only because it's after
23 six o'clock.

24 JUDGE BUSHMANN: I assume that's a no?

25 MR. ZOBRIST: No objection.

1 JUDGE BUSHMANN: Those exhibits, 555 and 556,
2 are received into the record.

3 (EXHIBIT NOS. 555 AND 556 WERE RECEIVED INTO
4 EVIDENCE.)

5 JUDGE BUSHMANN: Did you have any questions?

6 MR. DRAG: I have one question for
7 Mr. Lawlor, and that is based on Commissioner Hall's
8 questioning of you.

9 RECROSS-EXAMINATION

10 BY MR. DRAG:

11 Q. Would you have any problem with the
12 Commission including as a condition that you notify the
13 landowners when you're talking to them that the option
14 of payment for external factors, like where there is an
15 impact beyond the right-of-way, that you would -- that
16 they have that option to go and request that?

17 Do you understand my question?

18 A. Not exactly.

19 Q. Let me rephrase it.

20 A. If you'd restate it.

21 Q. Okay. Let me rephrase it then.

22 Commissioner Hall asked you about do you
23 ever -- in your -- the 30 or so easements that have been
24 signed, have there been situations where because of the
25 impact of the easement area, that you are paid more than

1 the fair market value to take into -- to take into
2 consideration that impact, and you said, no, that you
3 did not -- if I remember correctly, you said, no, you
4 did not recall that happening but that was an option.

5 Now, do you agree with that?

6 A. I recall that conversation, yes.

7 Q. Okay. Good.

8 Do you have a problem with the Commission
9 setting as a condition that you must -- in your
10 negotiations that you must tell the landowners that --
11 that if there is an external impact to the neighboring
12 land, that they can request compensation more than the
13 fair market value?

14 A. So for the first part we already knew that
15 and we already -- you know, those circumstances come up,
16 you know, and that's -- that's part of our standard
17 negotiation.

18 But the last part of your question was a
19 little bit confusing in that I didn't understand what
20 you meant by --

21 Q. Okay. Basically what I'm asking is to make
22 it a mandatory disclosure to the landowner when -- when
23 you nego-- when you talk to them about the easement,
24 would you agree to a condition by the Commission that
25 you disclose that they have -- that if the landowner

1 believes there is an impact beyond on their peripheral
2 property, that they could request more than fair market
3 value?

4 A. Perhaps subject to the actual language,
5 because there is a couple terms of art that you used
6 there that -- that, you know, cause -- cause me
7 reservation to say.

8 So to the -- to the principle of your
9 question, I don't think we -- we would have a problem
10 with that, but it would be subject to how it is exactly
11 worded.

12 Q. I understand.

13 So philosophically you have no issue about
14 mandatory disclosure?

15 A. Right. Right. No. That's like I said.
16 We -- we already do that.

17 MR. DRAG: Thank you.

18 JUDGE BUSHMANN: Any other questions?

19 Show Me Concerned Landowners.

20 MR. JARRETT: Yes, just a few.

21 RECROSS-EXAMINATION

22 BY MR. JARRETT:

23 Q. Mr. Lawlor, do you remember Chairman Kenney
24 asked you a question about people waiting until the
25 Public Service Commission issues its certificate before

1 signing a voluntary easement?

2 A. I recall that.

3 Q. All right. And I believe that you answered
4 something to the effect that most people do wait until
5 the Commission issues the certificate. Correct?

6 A. Yeah, a large number do.

7 Q. And I think you mentioned even that had been
8 your experience in Kansas?

9 A. Right. Right.

10 Q. Do you think that one of the reasons why they
11 wait until the Commission issues its certificate is
12 because when they -- when the Commission issues a
13 certificate, normally that grants Grain Belt Express
14 eminent domain power to condemn their land and they know
15 that?

16 A. I wouldn't agree exactly with that process.

17 Q. Do you think it's possible that --

18 A. It could be one, you know --

19 Q. It could be one?

20 A. Yeah, it could be one factor for some folks,
21 yes.

22 Q. How about another reason that maybe they want
23 to avoid or can't afford the legal expenses of fighting
24 the condemnation proceeding? Could that be a possible
25 reason why they might wait?

1 A. I'm not sure I understand that question.

2 Q. Well, let me say it again.

3 Could it be that some landowners wait until
4 after the Commission has issued a certificate to
5 determine whether Grain Belt is going to get eminent
6 domain power and they know at that point that they
7 cannot afford the legal expenses or they want to avoid
8 the legal expenses of a condemnation proceeding?

9 A. I can't speculate as to what people -- how
10 people --

11 Q. You don't know whether or not that could be
12 one possible reason why people might go ahead and sign a
13 voluntary easement after the Commission signed -- issues
14 its certificate?

15 MR. ZOBRIST: Objection, calls for
16 speculation.

17 MR. JARRETT: If he knows.

18 JUDGE BUSHMANN: If you know.

19 THE WITNESS: I suppose that it's possible.

20 BY MR. JARRETT:

21 Q. Commissioner Hall asked you questions
22 regarding your direct testimony on page 20 regarding the
23 voluntary -- the compensation package that you are
24 offering?

25 A. Yes.

1 Q. And especially the statement Grain Belt
2 Express will make an easement payment equal to
3 100 percent of the fair market fee value of the easement
4 area. Is that correct?

5 A. That's right.

6 Q. And that's what you're currently offering?

7 A. That's right.

8 Q. Is there any guarantee you can make today
9 that this will be the same offer once Grain Belt Express
10 has eminent domain power?

11 A. Yeah, that's our position, and -- and we had
12 the same position in Kansas before and after our
13 filing, so . . .

14 Q. Does that also apply to the offer for
15 structured payments?

16 A. Yes.

17 Q. Now, Commissioner -- so you're basically
18 committing that that will continue to be the offer even
19 after you get eminent domain?

20 A. I guess by get eminent domain you mean after
21 we get -- get an order or what do you mean --

22 Q. Yes, when you get a -- after you get -- if
23 you get a Commission order.

24 A. After a Commission order, yes, it will still
25 be our offer.

1 Q. All right. And so then when you -- if you
2 have to file a condemnation proceeding, you will tell
3 the judge that you will pay more than what they're
4 entitled to by law?

5 A. I'm not sure. I'm not sure.

6 Q. Well, what you're offering now is more than
7 they're entitled to by law. Correct?

8 A. Yeah. Yeah, I would say so.

9 Q. And so if you enter into condemnation
10 proceedings with landowners, are you going to tell the
11 judge that you're willing to offer them more than
12 they're entitled to by law?

13 A. I'm not sure. I mean, we haven't really
14 discussed that as a company how that would work.

15 Q. Now, Commissioner Hall also asked you about
16 some special considerations and unique circumstances.
17 Correct?

18 A. Yes.

19 Q. Do you tell landowners on Century Farms that
20 they are entitled by law to an adder when you talk with
21 them?

22 A. You mean Century Farms as it relates to --

23 Q. Eminent domain. Under eminent domain they
24 get a -- they get -- they get an adder, more than --

25 A. Under a condemnation proceeding there is --

1 there is such an adder.

2 Q. Do you tell folks that when you're
3 negotiating your voluntary easement?

4 A. That's -- that's part of a condemnation
5 proceeding. So, I mean, in our case we're going to
6 exceed the value of that with the offer that we're
7 having now, because in a condemnation proceeding you
8 only calculate the value of the property before and
9 after and it's typically much smaller than 100 percent.

10 Q. But you don't tell people about that?

11 A. Right, because it has to do with condemnation
12 law. Right.

13 Q. You also talked about covering crop damage
14 without limitation with Commissioner Hall. Correct?

15 A. Right.

16 Q. Again, if you enter into condemnation
17 proceedings with the landowner, will you guarantee that
18 you will cover crop damage without limitation like
19 you're offering voluntarily now?

20 A. I believe -- I mean, it's part of our
21 easement. It's written into our easement, the
22 compensation. So without speaking on behalf of what the
23 company might do in the future, I think that, yes,
24 that's going to be the same as the easement has been.

25 Q. But you -- well, you contradicted yourself

1 there. You said you can't speak for what the company
2 will do in the future but that it will be included.

3 A. What I said, I assume that it would be.

4 Q. Oh, you assume but you don't know?

5 A. Right. Right.

6 Q. In your negotiations with landowners, do you
7 also mention that there's an eminent domain ombudsman
8 created by law that they can call and get information
9 about their rights under the eminent domain law?

10 A. In our negotiation of easements --

11 Q. Correct.

12 A. -- stage?

13 Q. Yes.

14 A. I don't know that it's a standard component
15 of our conversations, but I think it's come up in
16 conversations.

17 Q. All right. But that isn't -- that isn't
18 something you mention routinely?

19 A. No. Because it's -- again, it has to do with
20 condemnation proceedings, but, again, it's come up, you
21 know, multiple -- multiple times, multiple occasions.

22 Q. And how does it usually come up in those --
23 in those instances? Somebody asks specifically about
24 it?

25 A. Yeah, it just varies. Maybe they ask. Maybe

1 there's -- it comes up in conversation about, you know,
2 how Missouri law is structured. I mean, in my
3 experience it's come up in many different contexts.

4 Q. But does Grain Belt Express offer that
5 without being questioned about it, the ombudsman that
6 you can call?

7 A. I don't think that's typically -- I mean,
8 it's not, like, in our typical, you know, part of our
9 conversation.

10 MR. JARRETT: I don't have any further
11 questions. Thank you.

12 JUDGE BUSHMANN: Missouri Landowners
13 Alliance.

14 MR. AGATHEN: I have nothing, Judge.

15 JUDGE BUSHMANN: Redirect.

16 MR. ZOBRIST: Just a few.

17 REDIRECT EXAMINATION

18 BY MR. ZOBRIST:

19 Q. Mr. Lawlor, would you take a look at the
20 easement agreement that Mr. Drag showed you,
21 Exhibit 556?

22 A. Yes.

23 Q. Let me direct your attention to paragraph 3.
24 Does that contain a provision regarding what Grain Belt
25 will repair or pay a landowner with regard to damage?

1 A. It does.

2 Q. Would you read that into the record, please?

3 A. Grain Belt will repair or pay, at Grain
4 Belt's option, landowner or its tenants for any damage
5 to landowner's or landowner's tenants' improvements,
6 livestock and/or crops as a result of the Grain Belt
7 Express exercising its rights under this agreement.

8 Q. And then there are other provisions in that
9 paragraph that follow?

10 A. That's right.

11 Q. Now, do landowners express individual
12 concerns about their property in their discussions with
13 Grain Belt Express to your knowledge?

14 A. Yeah, sure, quite often.

15 Q. And do you include landowner requests in your
16 easements?

17 A. We -- yeah, we oftentimes make modifications
18 that represent those requests.

19 Q. Now, you were asked I believe by -- I've
20 forgotten. It's either Mr. Agathen or Mr. Jarrett --
21 about local consents with regard to constructing the
22 project.

23 Will you obtain all required consents prior
24 to beginning construction of the project?

25 A. Yes.

1 Q. And will the project be constructed with all
2 required environmental permits received, such as
3 stormwater prevention plans?

4 A. Yes.

5 Q. Now, you were asked about the support of
6 certain environmental groups. Did the Nature
7 Conservancy support your routing process?

8 A. Yeah. The Nature Conservancy actually
9 assisted in our routing process. They provided mapping
10 and GIS consultation and their own environmental
11 biological expertise in the routing, and they actually
12 helped -- helped us throughout the entire process.

13 Q. Did they make any public announcement of
14 their support for the project either on their web page
15 or in notice?

16 A. Yeah. They've announced their support as
17 a -- as an organization publicly on the website.

18 Q. Now, Mr. Agathen asked you about this
19 telephone poll in October. How many counties did that
20 cover?

21 A. Just the counties where the proposed route is
22 located.

23 Q. Just those eight counties?

24 A. Yes.

25 Q. Were Missourians as a whole surveyed with

1 regard to the project?

2 A. No.

3 Q. Was anyone in St. Louis or Jefferson City or
4 Columbia or Kansas City or Springfield surveyed with
5 regard to the project?

6 A. No, they were not.

7 Q. You were asked about support of load-serving
8 entities by Mr. Agathen. Am I correct that there are no
9 load-serving entities in Missouri who are opposing the
10 application?

11 A. That is correct.

12 Q. Mr. Agathen also asked you about whether this
13 project would displace coal units. Do you recall that
14 discussion?

15 A. Yes.

16 Q. Okay. Is it -- are coal units in Missouri,
17 to your knowledge, are any of them slated for retirement
18 regardless of the Grain Belt Express project?

19 A. Not to my knowledge.

20 Q. Are -- well, skip that.

21 As part of your notice to invite individuals
22 to come to either open houses or to the public
23 discussions that you had with them, roundtables, have
24 you ever made efforts to personally contact landowners
25 by telephone?

1 A. Around which meetings?

2 Q. Right. Around the public meetings, not
3 the -- and I've forgotten the term. It's the open
4 houses. If you've -- if you've -- office hours.

5 A. Yes. The office hours that we hosted after
6 the filing of the application, we advertise those in the
7 newspapers in all of the counties. We advertise them
8 through our newsletter.

9 We -- I think in most of our -- certainly
10 first several rounds across the state we had our land
11 agents call everyone that they had a phone number for to
12 come and attend those meetings. So they received
13 personal calls, those landowners did. So yes.

14 MR. JARRETT: Nothing further, Judge.

15 JUDGE BUSHMANN: Thank you, Mr. Lawlor. You
16 may step down.

17 Okay. It appears because of the late hour I
18 don't think we're probably going to be able to fit in
19 Mr. Galli tonight, so why don't we plan on -- I don't
20 know what the schedule is as far as whether you need him
21 to appear on Wednesday.

22 MR. ZOBRIST: Judge, he will be here
23 Wednesday, but we would like to lead off with
24 Mr. Blazewicz from National Grid, assuming none of the
25 parties has an objection to that, and then we'll proceed

1 with Mr. Wayne Galli, Dr. Galli.

2 JUDGE BUSHMANN: We can be flexible on the
3 schedule with the parties' consent.

4 MR. ZOBRIST: Then we'd like to lead off with
5 Mr. Blazewicz on Wednesday and then go back to Mr. Galli
6 and proceed as we've agreed to.

7 JUDGE BUSHMANN: All right. Then we'll stand
8 in recess until Wednesday at 8:30 a.m.

9 WHEREIN, the hearing concluded for the day
10 and will continue on Wednesday, November 12, 2014 at
11 8:30 a.m.

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