

BEFORE THE PUBLIC SERVICE COMMISSION  
STATE OF MISSOURI

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TRANSCRIPT OF PROCEEDINGS

Procedural Conference

February 15, 2017

Jefferson City, Missouri

Volume 1

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Derald Morgan, Rick and Cindy Graver,  
William and Gloria Phipps,  
and David Lott,

Complainants,

v.

Carl Richard Mills, Carriage Oaks  
Estates, Distinctive Designs and Caring  
Americans Trust Foundation, Inc.,  
(f/k/a Caring American Foundation,  
Inc.),

Respondents.

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) File Number  
) WC-2017-0037  
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NANCY DIPPPELL, Presiding  
REGULATORY LAW JUDGE

REPORTED BY:  
Jennifer Leibach, CCR Number 1108  
TIGER COURT REPORTING, LLC

A P P E A R A N C E S

1  
2  
3 KARL FINKENBINDER, Attorney at Law (VIA TELEPHONE)  
4 Schenewerk & Finkenbinder  
5 500 West Main Street, Suite 305  
6 Branson, Missouri 65616  
7 417.334.7922  
8 karl@sfalawfirm.com  
9 FOR: Complainants

10  
11 BRYAN WADE, Attorney at Law (VIA TELEPHONE)  
12 WHITNEY SMITH, Attorney at Law  
13 Husch & Blackwell  
14 901 St. Louis Street, Suite 1800  
15 Springfield, Missouri 65806  
16 417.268.4116  
17 bryan.wade@huschblackwell.com  
18 FOR: Respondents

19 JACOB WESTEN, Legal Counsel  
20 Public Service Commission  
21 200 Madison Street  
22 P.O. Box 360  
23 Jefferson City, Missouri 65102  
24 573.751.5472  
25 jacob.westen@psc.mo.gov  
FOR: The Staff of the Missouri Public Service  
Commission

RYAN D. SMITH, Attorney at Law  
Office of Public Counsel  
200 Madison Street, Suite 650  
P.O. Box 2230  
Jefferson City, Missouri 65102  
FOR: Office of Public Counsel and the Public

PROCEEDINGS

JUDGE DIPPELL: This is Case Number WC-2017-0037 in the matter of Derald Morgan, Rick and Cindy Graver, William and Gloria Phipps and David Lott, Complainants versus Carl Richard Mills, Carriage Oaks Estates, Distinctive Designs and Caring Americans Trust Foundation, Respondents.

My name is Nancy Dippell, and I'm the Regulatory Law Judge assigned to this case. We've come here today for a bit of a procedural conference. We have several things going on since the Complaint was filed. We've had a Motion to Dismiss, an Amended Motion to Dismiss, Motions for Mediation, Motions to Not Have Mediation.

So first I'm going to let each of the attorneys make an entry of appearance and let's just go ahead and start with the complainants.

MR. FINKENBINDER: Karl Finkenbinder enters his appearance on behalf of all the complainants: Derald Morgan, Rick and Cindy Graver, William and Gloria Phipps, and David Lott.

JUDGE DIPPELL: Thank you. And Respondents?

MR. WADE: Brian Wade and Whitney Smith for all the named respondents in the case.

1 JUDGE DIPPELL: Thank you. And Staff?

2 MR. WESTEN: Jacob Westen, attorney for  
3 the Staff of the Public Service Commission.

4 JUDGE DIPPELL: And Public Counsel?

5 MR. SMITH: Ryan Smith on behalf of the  
6 Office of Public Counsel. We're ready to proceed.

7 JUDGE DIPPELL: Okay. So like I say, I  
8 called you-all here today so we can try to figure out  
9 where to go from here procedurally, and I'm getting a  
10 little bit of feedback of myself, so I don't know if  
11 that's interfering with -- with you-all being able to  
12 understand me. Let me know if you have trouble.

13 So I guess the first thing I want to do  
14 is ask the -- well, let's see. We had yesterday an  
15 Amended Motion to Dismiss filed, and I wanted to know  
16 if that in any way resolved the issues, I guess.

17 MR. FINKENBINDER: Your Honor, this is  
18 Karl Finkenbinder, attorney for the complainants, and I  
19 did just have a chance to review it this morning.  
20 Obviously this was filed last minute, so I think what  
21 was stated in the Motion to Dismiss was -- the Amended  
22 Motion to Dismiss was pretty identical to what was  
23 previously filed as a Motion to Strike, a Motion for  
24 Mediation.

25 It was a lot of the same stuff, but on

1 behalf of the complainants, we do not believe that it  
2 would resolve it. I know Brian's going to argue that  
3 because of what has happened subsequent to the  
4 Complaint being filed, the dynamic has changed, but  
5 even if that were the case, we believe that what has  
6 occurred is still put -- still puts this matter before  
7 the PSC and it would have jurisdiction.

8 If the complainants -- or if the judge  
9 requires the complainants to file an amended complaint  
10 to address what's happened very recently, since the  
11 beginning of the new year, unbeknownst to the  
12 complainant, we can do so, and address it  
13 pleading-wise, but that's -- that's at least our  
14 perspective on what was filed yesterday.

15 JUDGE DIPPELL: So -- so excuse me. The  
16 complainant's position, then, is that the way the  
17 corporation was formed and so forth does not relieve  
18 their -- their complaints.

19 MR. FINKENBINDER: That's correct, Your  
20 Honor. And even though I have not been able to file  
21 Suggestions in Opposition to it, I was prepared -- I  
22 think I will state that I think that the Staff has  
23 filed a Motion for Mediation, which we agreed with, and  
24 we filed something in conjunction with that.

25 And the Staff counsel laid out several

1 different reasons that we also agree with, and I think  
2 were very appropriate and on point. And in particular,  
3 even though Mr. Wade addressed them in response -- in  
4 another pleading in response to those, he didn't  
5 adequately -- we don't believe that the respondents  
6 adequately addressed those issues specifically.

7           And I think the main one that we've got a  
8 big problem with is that the bylaws of the new  
9 corporation that they have set up still give the  
10 respondents all the control and all the power to do  
11 whatever he wants, which is what has occurred from day  
12 one out there. He's going to have multiple votes, he  
13 has multiple lots that do not have any water or sewer  
14 to them, yet they have a right to vote according to the  
15 bylaws.

16           So what he's done through the setup of  
17 these new bylaws has created a method in which he can  
18 -- the votes or the voice of my clients will be  
19 worthless. They might be able to cast a vote, but it  
20 will never do anything because he's able to control it  
21 by multiple votes. And the Staff counsel pointed out  
22 appropriately that that does violate Section 393, and  
23 we don't believe that any of those -- of the pleadings  
24 filed by the complainant even addressed that. They  
25 ignore it, wholesale. At least with regards to that

1 particular issue.

2                   And so even if Caring Americans, which  
3 was the named respondent, no longer owns the water and  
4 sewer, if the Court were -- if the Judge were to  
5 believe that the complainants need to amend their  
6 complaint, we can do that, but the same issue is going  
7 to come up. We still have the same problems in that it  
8 does not -- it does not meet -- sorry, the non-profit  
9 company that the respondents have set up in an effort  
10 to remedy the issue still do not meet one of the  
11 exemptions from the PSC regulations and jurisdiction.

12                   JUDGE DIPPELL: Okay. And Mr. Wade, did  
13 you want to respond to that?

14                   MR. WADE: Yeah -- yes, I would like.  
15 Judge, the history, briefly, I represent a gentleman  
16 and the various entities. He's 78 years old, he's a  
17 widower. He developed this subdivision a number of  
18 years ago and it has not developed, I assume, as he  
19 anticipated.

20                   So there are less than ten actual  
21 homeowners in the subdivision. And it's been that way  
22 for some period of time. Mr. Mills has historically,  
23 he had an operating permit through DNR to run the  
24 water/sewer system. I don't think there's any question  
25 that there's been acrimony between some of the

1 homeowners and Mr. Mills about the operation of that  
2 water and sewer system, although he's had an operating  
3 permit for a number of years and hasn't had any issues  
4 with regard to the operation of it, to my knowledge.

5 With regard to how this particular action  
6 of Mr. Mills through some estate planning process  
7 transferred the real estate, water and sewer to a  
8 non-profit organization that he formed. At an annual  
9 meeting, Mr. Mills disclosed that he had transferred  
10 that property to a company called Caring Americans.  
11 And that lead to the complainants filing this action  
12 alleging that this Caring Americans was not -- was  
13 selling water and sewer for gain and therefore subject  
14 to PSC jurisdiction.

15 We initially filed motions --

16 (Reporter asked for clarification.)

17 MR. WADE: After the Complaint was filed,  
18 we responded with a Motion to Dismiss generally  
19 alleging that the PSC did not have jurisdiction over  
20 this particular development. In response to PSC Staff  
21 filed a motion or recommendation suggesting that the --  
22 although the PSC did not rule, it suggested that the  
23 PSC did have jurisdiction but that the PSC would not  
24 have jurisdiction if, for example, a non-profit water  
25 and sewer company were formed and it accepted the



1 assets and ran the water and sewer system.

2 We didn't have -- we didn't agree with  
3 that condition and still don't, but I think Mr. Mills  
4 in an effort to avoid cost of litigation wanted to try  
5 to resolve it, so we had some conversations with the  
6 PSC Staff about it, and scheduling mediation, et  
7 cetera. We elected to just -- given the options, we  
8 elected to form the non-profit water and sewer company,  
9 and that took some time to -- to get those ducks in a  
10 row.

11 And you can see from the Amended Motion  
12 to Dismiss, that that non-profit water and sewer  
13 company has been formed, and that in fact the water and  
14 sewer system real property had been transferred to this  
15 company. So there is a new company. It had the assets  
16 of the subdivision in it. The membership, according to  
17 bylaws, is any member that lives within the subdivision  
18 --

19 (Reporter asked for clarification.)

20 (An off-the-record discussion was held.)

21 JUDGE DIPPELL: So the membership  
22 includes?

23 MR. WADE: The membership includes all  
24 those persons in the subdivision that are -- that  
25 receive or are to receive water and sewer services from

1 the water and sewer company. So that includes  
2 everybody that owns basically property within the  
3 development.

4 And I heard Mr. Finkenbinder take issue  
5 with the fact that there's some control by Mr. Mills  
6 over this non-profit water and sewer company. Let me  
7 first say that if there's an issue in that regard, it's  
8 not for the PSC to work out, it's for some other  
9 mechanism because they are all members of this company,  
10 and so they can either take issue with the -- through  
11 the corporate bylaws, through the corporate articles,  
12 or through I guess circuit court, hopefully not, but  
13 they have a mechanism by which they can address that.

14 Second, what he didn't say when he  
15 complained about the way it's set up is that even  
16 though there are members that have property that don't,  
17 at the current moment receive water and sewer services,  
18 they have to pay to participate in -- and pay a portion  
19 of those costs and -- associated with the operation of  
20 water and sewer system.

21 So that -- and we patterned these bylaws  
22 and articles. We found other non-profit water and  
23 sewer systems that were set up near this area, and we  
24 got copies of those documents to the extent we could,  
25 and we patterned these after those.

1           And then we -- so after we got that  
2 process started, and this goes to the Motion to Strike  
3 we filed, we sent the bylaws and the articles to  
4 Mr. Finkenbinder and to the PSC Staff counsel, and we  
5 said hey, give us your comments, and let us know what  
6 you think, what's your input.

7           And instead of getting any input or  
8 comments, we got a motion -- the motion filed with the  
9 PSC saying that it was inadequate without discussing it  
10 with us, and it was subject to confidentiality, so we  
11 thought that was unfair. That's why we filed a Motion  
12 to Strike. We didn't get any comments from Karl other  
13 than a motion saying we ought to do mediation.

14           So it seems to me that this -- the  
15 formation of this non-profit makes this moot, that the  
16 PSC -- that you need to rule upon the issue of  
17 jurisdiction, and then I think we're done. It does not  
18 mean that they have no remedy. They certainly have the  
19 remedies through their ownership interests and the  
20 non-profit.

21           It's equivalent to a cooperative and as I  
22 understand the statutes, if it's operated correctly,  
23 then they will pay for their utility usage, and that at  
24 the end of the year, there will be an accounting of the  
25 true-up, and if there are any excess revenues from the

1 operation of the non-profit, then it will be reimbursed  
2 or allocated back to the owners of the -- of the  
3 non-profit system.

4 So I think that it complies with the  
5 non-profit statutes and it's set up and it owns the  
6 assets currently, and I think -- I think, I hope, we're  
7 done with involving the PSC.

8 JUDGE DIPPELL: Okay. Mr. Westen --

9 MR. MORGAN: Your Honor.

10 JUDGE DIPPELL: Oh, I'm sorry.

11 MR. MORGAN: Your Honor, this is Derald  
12 Morgan, and I --

13 JUDGE DIPPELL: Mr. Morgan, you're  
14 represented by an attorney in this matter, so I'll have  
15 to let you speak through them.

16 MR. MORGAN: All right.

17 (An off-the-record discussion was held.)

18 JUDGE DIPPELL: I was about to ask  
19 Mr. Westen, has Staff had an opportunity to review the  
20 documents, the corporation documents?

21 MR. WESTEN: So are you referring to the  
22 documents attached to the Amended Motion to Dismiss,  
23 Your Honor?

24 JUDGE DIPPELL: Yes.

25 MR. WESTEN: Despite the late filing,

1 Staff has reviewed them. I would not say that we've  
2 had an opportunity to extensively consider the legal  
3 consequences of those documents.

4 There are still two items that  
5 immediately jumped out to Staff regarding the 393  
6 statutes. The first being that it wasn't explicitly  
7 clear on the face of the documents attached to the  
8 Amended Motion to Dismiss that the five board members  
9 were actually members of the company and actually owned  
10 property or lots there in the subdivision. I think  
11 Mr. Wade's statements this morning have suggested that  
12 that is actually the case, that all five of those board  
13 of directors are members of the company and therefore  
14 own lots within that subdivision plot.

15 The only other item that Staff has not  
16 been able to determine based on the documents in the  
17 Amended Motion to Dismiss is the number of votes per  
18 customer. The non-profit 393 statutes for both sewer  
19 and water are very clear that each member gets one  
20 vote. Votes in 339.839 RSMo for sewer and 393.921.7  
21 for -- RSMo for water.

22 And both of those suggest that if you are  
23 a customer, you have one vote per customer for any  
24 issues that come -- that come before the board or that  
25 organization. That fact wasn't immediately clear in

1 the filing, and I don't know that Staff can make any  
2 comment as to whether or not this is a complete 393  
3 that follows the statutes without that information.

4 JUDGE DIPPELL: All right. And what  
5 about Public Counsel, did you have anything you wanted  
6 to add, Mr. Smith?

7 MR. SMITH: I think we need more time to  
8 evaluate the motion. It's been filed yesterday. OPC  
9 had similar concerns about equal voting among the  
10 members and how those voting shares are being  
11 allocated. So at this stage, nothing really else  
12 substantive to add.

13 JUDGE DIPPELL: Okay.

14 MR. WESTEN: If I may, this is  
15 Mr. Westen.

16 Staff used its role in this case not  
17 being a party with an agenda, but simply obligated by  
18 the regulations to participate in this Complaint. And  
19 should the complainants and respondents reach some kind  
20 of settlement outside of this proceeding, Staff would  
21 not have any input in that or say whatsoever.

22 So to the extent that the parties are --  
23 the complainants and respondents are talking to each  
24 other and working on a settlement outside of our input,  
25 that's, you know, beyond the scope of what Staff would

1 review.

2 JUDGE DIPPELL: All right. Okay. Well

3 --

4 MR. FINKENBINDER: Your Honor.

5 JUDGE DIPPELL: Yes.

6 MR. FINKENBINDER: Sorry, this is Karl  
7 Finkenbinder, and I apologize, I didn't mean to  
8 interrupt.

9 JUDGE DIPPELL: No, go ahead.

10 MR. FINKENBINDER: If it's appropriate,  
11 may I respond to a couple of the statements by  
12 Mr. Wade?

13 JUDGE DIPPELL: Sure, go ahead.

14 MR. FINKENBINDER: Okay. I think that  
15 it's important, and I think Staff counsel highlighted  
16 it again in conjunction with what I previously said,  
17 the one-member-one-vote issue.

18 But additionally, as he already briefed  
19 out and we joined in his brief that the slightly  
20 related issue is also whether or not somebody has a  
21 right to vote if -- or if their lot or their ownership  
22 of the lot within the corporation doesn't receive any  
23 service at all, which is the vast -- which is the case  
24 with the vast majority of the lots that exist out there  
25 now.

1                   And those two issues, we believe, and I  
2 know what Mr. Wade says is that now that he's formed  
3 this non-profit, that no longer brings in the  
4 jurisdiction -- or now it does not fall within the  
5 jurisdiction of the PSC, but that's not completely  
6 true.

7                   One of the exemptions, the way it would  
8 become exempt from the PSC is if he had formed a  
9 properly -- properly formed non-profit company pursuant  
10 to Section 393, and we're saying that since he has not,  
11 it still falls within the purvey of the PSC because it  
12 no longer meets one of the exemptions.

13                   And to go slightly back, Your Honor, I  
14 think it's important to understand what's happened and  
15 why we did this. My clients didn't hire me to just run  
16 off and file something before the PSC without talking  
17 to the respondents. We have -- it is like pulling  
18 teeth to deal with Mr. Wade's client. And I'm not  
19 blaming Mr. Wade. I've known him for a long time, I  
20 get away with him fine.

21                   But his client has been one of the most  
22 obstinate persons I've ever met in my entire life and  
23 we have tried to meet with him on multiple occasions.  
24 We've tried negotiating with him. He refuses. We  
25 warned him before we filed this Complaint with the PSC



1 that -- asked him if there's any way we can work  
2 something out because what's happening is my client has  
3 no say, they have no idea what's going on.

4 He unilaterally controls the budget. He  
5 sets the fees, they get bills in the mail with no idea  
6 what this means. He unilaterally controls the system  
7 itself, so much so that he's done things -- he's shut  
8 it down on multiple occasions, it's failed on multiple  
9 occasions. It's burned out purposes that my client are  
10 paying. Each time a pump fails, they pay over a  
11 thousand dollars to go fix it because the system is  
12 just unilaterally controlled by one man. It's one man.  
13 That's it. Who's doing everything. He files the  
14 paperwork, he sets the budget.

15 There's no transparency and is that's why  
16 we ended up where we're at. We didn't want to run and  
17 file a lawsuit because we thought PSC had jurisdiction,  
18 but before we filed this, we did ask them if they would  
19 be willing to meet and try to resolve this. We were  
20 ignored, and then when we finally did this, when we  
21 finally made the Complaint, it got Mr. Mills'  
22 attention. He realized that what he had done may be  
23 inappropriate, and then halfway through this process,  
24 or through the Complaint itself, unbeknownst to any of  
25 my clients, he makes the transfer.

1           And Mr. Wade simply sends these documents  
 2 out for review, but we had no idea that he was going to  
 3 actually effectuate the transfer during the tenancy of  
 4 this Complaint. And I think that -- that -- those  
 5 actions just are further proof and evidence that  
 6 Mr. Mills does whatever he wants, when he wants,  
 7 without any input from my clients. And that's  
 8 ultimately what the problem is.

9           JUDGE DIPPELL: Okay. Well, and I'm  
 10 going to have to agree with Mr. Wade that it seems like  
 11 basically the jurisdictional issue is the key here, and  
 12 that the PSC needs to rule on that. Is there -- is  
 13 there anything else that you-all want to bring up with  
 14 me?

15           What I'm thinking is that I will leave  
 16 you-all to discuss, perhaps there's some agreement you  
 17 can come to or another way to figure this out, and in  
 18 the meantime, I will have -- get the Commission to rule  
 19 on the jurisdiction issue, if there's no agreement or  
 20 if you don't -- I mean, maybe you'll come back and say  
 21 yeah, you want to go ahead and mediate it, but -- try  
 22 that before -- before the Commission rules on the  
 23 jurisdiction issue, but that appears to me to be the  
 24 way to proceed.

25           Is there any other input from --

1 Mr. Wade, did you want to have any other input?

2 MR. WADE: No. Mr. Finkenbinder made a  
3 number of factual arguments that I disagree with, but I  
4 agree with the Court's analysis as to how to proceed.

5 JUDGE DIPPELL: Okay. Mr. Finkenbinder,  
6 did you have anything further?

7 MR. FINKENBINDER: No, Your Honor. The  
8 only thing I would request is may I have -- since  
9 Mr. Wade filed that new pleading yesterday, may I have  
10 time to file Suggestions in Opposition to it and why I  
11 think that the PSC does have jurisdiction?

12 JUDGE DIPPELL: Yes. And in fact, I will  
13 also give Staff and Public Counsel a chance to file  
14 anything additionally. Do you think you can do that in  
15 a week?

16 MR. FINKENBINDER: Yes, Your Honor, I can  
17 do that within seven days.

18 JUDGE DIPPELL: Okay. Let's say seven  
19 days, then, for responses to that motion. Try not to  
20 drag this out any longer. With it falling over the  
21 holidays as it did and changes in Staff and everything  
22 else that was going on at the Commission, I apologize  
23 if this has drug out a little longer than maybe it  
24 should have, but hopefully now we can -- can get things  
25 rolling and get this decided and off of everybody's

1 case load. So did anyone else have anything that they  
2 wanted to say on the record?

3 MR. WESTEN: Just a quick clarification,  
4 Judge. Should the parties expect an order from you  
5 saying seven days starting from tomorrow, making that  
6 the February 22nd, Wednesday?

7 JUDGE DIPPELL: Sure, that sounds good.  
8 I'll issue a short order when I -- after this.

9 MR. WESTEN: Thank you, Judge.

10 JUDGE DIPPELL: Uh-huh. Okay. If  
11 there's nothing else, then, that needs to be on the  
12 record, we can go ahead and conclude the on-the-record  
13 portion and I will leave you-all. The line is open  
14 until noon. So I'll leave you-all to discuss things  
15 among yourselves. We can go off the record.

16 (End of Proceedings.)

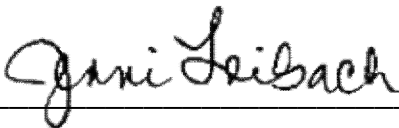
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CERTIFICATE OF REPORTER

STATE OF MISSOURI        )  
                                  )    ss:  
COUNTY OF WARREN        )

I, JENNIFER L. LEIBACH, Registered Professional Reporter, Certified Court Reporter, CCR Number 1108, and Certified Real time Reporter, the officer before whom the foregoing matter was taken, do hereby certify that the witness/es whose testimony appears in the foregoing matter was duly sworn by me; that the testimony of said witness/es was taken by me to the best of my ability and thereafter reduced to typewriting under my direction; that I am neither counsel for, related to, nor employed by any of the parties to the action in which this matter was taken, and further that I am not a relative or employee of any attorney or counsel employed by the parties thereto, nor financially or otherwise interested in the outcome of the action.

  
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Court Reporter



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