

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

In the Matter of the Union Electric Company d/b/a )  
Ameren Missouri's Tariffs to Decrease Its ) File No. ER-2019-0335  
Revenues for Electric Service )

**MOTION TO COMPEL**

The Office of the Public Counsel (OPC) files this Motion to Compel seeking a satisfactory discovery request (DR) response from Union Electric d/b/a Ameren Missouri as follows:

1. On January 30, 2020, the OPC submitted DR 3062 through 3088, attached herein, to Ameren Missouri. According to the computation of time given by the Public Service Commission's (Commission) Order Setting Test Year Adopting Procedural Schedule, those DRs were to be answered by February 6, 2020.

2. The OPC's data requests seek various responses regarding Ameren Missouri's capital structure, and Ameren Missouri witness Darryl Sagel's testimony. OPC DR 3072 specifically asks for copies of recent annual goodwill impairment tests performed on Ameren Illinois that Mr. Sagel references in his rebuttal testimony.

3. Ameren Missouri objected to OPC DR 3072 on February 4, 2020, on the grounds that the question is not relevant, and that the annual goodwill impairment tests sought are not within Ameren Missouri's possession or control.

4. Pursuant to Commission Rule 4 CSR 24-20.090(8), the OPC and Ameren Missouri conferred by telephone through counsel on February 5, 2020. Although Ameren Missouri provided a response, the requested tests were not included, and the OPC and Ameren Missouri were unable to resolve the dispute. The OPC and Ameren Missouri later participated in a discovery conference with the regulatory law judge on February 10, 2020, in compliance with Commission Rules. The dispute remains unresolved.

5. Parties submit data requests in a Commission case as a means for discovery.<sup>1</sup> The same sanctions provided for failure to comply with discovery process provided in the rules of civil procedure apply before the Commission.<sup>2</sup> Such sanctions include entertaining a motion to compel, staying proceedings until a party follows a request for documents, or dismissing the proceeding.<sup>3</sup>

6. An objection to discovery based on relevance for grounds other than inadmissibility before the Commission is groundless “if the information sought *appears* reasonably calculated to lead to the discovery of admissible evidence.”<sup>4</sup> The OPC’s DRs appear, and in fact are, reasonably calculated to lead to admissible evidence as the OPC is directly inquiring into tests referenced in Mr. Sagel’s testimony.

7. Mr. Sagel disputes Staff of the Public Service Commission witness Jeffrey Smith’s determination of Ameren Corporation’s equity ratio. Mr. Smith excludes goodwill from his calculation of equity. Mr. Sagel responds that, “As Ameren Illinois is not currently recovering goodwill through rates charged to customers, any future impairment, *despite being highly unlikely based on recent impairment tests*, would have no impact on the financial health and integrity of Ameren Illinois and Ameren Corporation, and certainly would have no bearing on the financial health and integrity of Ameren Missouri.”<sup>5</sup>

8. Mr. Sagel’s discussion of the impairment tests demonstrates their relevance to Ameren Corporation’s equity ratio. OPC witness David Murray testifies to Ameren Corporation’s equity ratio being directly linked to Ameren Missouri’s capital structure, and, by Ameren Illinois’ goodwill being relevant to Ameren Corporation, the impairment tests for Ameren Illinois are

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<sup>1</sup> 4 CSR 240-2.090(2).

<sup>2</sup> 4 CSR 240-2.090(1).

<sup>3</sup> Mo. R. Civ. Pro. 61.01.

<sup>4</sup> Mo. R. Civ. Pro. 56.01. (emphasis added).

<sup>5</sup> *Rebuttal Testimony of Darryl Sagel*, ER-2019-0335 p. 15-16 (Jan. 21, 2020) (emphasis added).

consequentially relevant to Ameren Missouri's capital structure. Furthermore, Mr. Sagel's citation to the tests makes them additionally relevant to rebutting his testimony and his understanding of those tests.

9. Regarding Ameren Missouri's claim that the goodwill impairment tests of Ameren Illinois are outside Ameren Missouri's control, it should be noted that Mr. Sagel serves as a Vice President and Treasurer for both Ameren Illinois and Ameren Missouri.<sup>6</sup> The OPC does not understand why Ameren Missouri can produce documents and witness from other Ameren subsidiaries like Ameren Services, but why an officer of Ameren Illinois cannot secure recent goodwill impairment tests.

**WHEREFORE**, the OPC requests that the Commission compel Ameren Missouri to provide the goodwill impairment tests requested in OPC DR 3072, or in the alternative consider such other relief as the Commission deems appropriate.

Respectfully,

OFFICE OF THE PUBLIC COUNSEL

/s/ Caleb Hall  
Caleb Hall, #68112  
Senior Counsel  
200 Madison Street, Suite 650  
Jefferson City, MO 65102  
P: (573) 751-4857  
F: (573) 751-5562  
[Caleb.hall@opc.mo.gov](mailto:Caleb.hall@opc.mo.gov)

**Attorney for the Office of the Public  
Counsel**

**CERTIFICATE OF SERVICE**

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<sup>6</sup> See attached excerpts from Federal Energy Regulatory Commission (FERC) Form No. 1 filings for the fourth quarter of 2018.

I hereby certify that a true and correct copy of the foregoing was served, either electronically or by hand delivery or by First Class United States Mail, postage prepaid, on this 10<sup>th</sup> Day of February, 2020, with notice of the same being sent to all counsel of record.

/s/ Caleb Hall

Item 1:  An Initial (Original) Submission OR  Resubmission No. \_\_\_\_\_

Form 1 Approved  
OMB No.1902-0021  
(Expires 12/31/2019)  
Form 1-F Approved  
OMB No.1902-0029  
(Expires 12/31/2019)  
Form 3-Q Approved  
OMB No.1902-0205  
(Expires 12/31/2019)



# FERC FINANCIAL REPORT

## FERC FORM No. 1: Annual Report of Major Electric Utilities, Licensees and Others and Supplemental Form 3-Q: Quarterly Financial Report

These reports are mandatory under the Federal Power Act, Sections 3, 4(a), 304 and 309, and 18 CFR 141.1 and 141.400. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider these reports to be of confidential nature

Exact Legal Name of Respondent (Company)

Ameren Illinois Company

Year/Period of Report

End of 2018/Q4

OFFICERS

1. Report below the name, title and salary for each executive officer whose salary is \$50,000 or more. An "executive officer" of a respondent includes its president, secretary, treasurer, and vice president in charge of a principal business unit, division or function (such as sales, administration or finance), and any other person who performs similar policy making functions.
2. If a change was made during the year in the incumbent of any position, show name and total remuneration of the previous incumbent, and the date the change in incumbency was made.

Line No.	Title (a)	Name of Officer (b)	Salary for Year (c)
1	Chairman and President	Richard J. Mark	523,000
2			
3	Executive Vice President and Chief Financial Officer	Martin J. Lyons, Jr.	684,000
4			
5	Senior Vice President	Craig D. Nelson	305,100
6			
7	Senior Vice President, General Counsel and Secretary	Gregory L. Nelson	505,000
8			
9	Vice President and Deputy General Counsel	Chonda J. Nwamu	326,500
10			
11	Senior Vice President	Ronald D. Pate	323,900
12			
13	See Footnote	Bruce A. Steinke	383,000
14			
15	Vice President	Kendall D. Coyne	284,300
16			
17	Vice President (begin June 1, 2018)	Eric M. Kozak	210,000
18			
19	Vice President (begin September 1, 2018)	Michael G. Mueller	99,467
20			
21	Vice President and Treasurer (end June 30, 2018)	Ryan J. Martin	130,400
22			
23	Vice President and Treasurer (begin July 1, 2018)	Darryl T. Sagel	142,500
24			
25	Vice President (begin July 1, 2018)	Theresa A. Shaw	137,500
26			
27	Vice President	Dennis W. Weisenborn	300,000
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29	Vice President	D. Scott Wiseman	258,300
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Item 1:  An Initial (Original) Submission OR  Resubmission No. \_\_\_\_\_

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OMB No.1902-0021  
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Form 1-F Approved  
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Form 3-Q Approved  
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# FERC FINANCIAL REPORT

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Exact Legal Name of Respondent (Company)  
UNION ELECTRIC COMPANY

Year/Period of Report  
End of 2018/Q4

Name of Respondent 20190415-8016 FERC PDF (Unofficial) UNION ELECTRIC COMPANY	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2018/Q4
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OFFICERS

- Report below the name, title and salary for each executive officer whose salary is \$50,000 or more. An "executive officer" of a respondent includes its president, secretary, treasurer, and vice president in charge of a principal business unit, division or function (such as sales, administration or finance), and any other person who performs similar policy making functions.
- If a change was made during the year in the incumbent of any position, show name and total remuneration of the previous incumbent, and the date the change in incumbency was made.

Line No.	Title (a)	Name of Officer (b)	Salary for Year (c)
1	Chairman and President	Michael L. Moehn	547,000
2			
3	Executive Vice President and Chief Financial Officer	Martin J. Lyons, Jr.	684,000
4			
5	Senior Vice President	Mark C. Birk	410,000
6			
7	Senior Vice President and Chief Nuclear Officer	Fadi M. Diya	490,500
8			
9	Senior Vice President (end April 30, 2018)	Cristopher A. Iselin	106,033
10			
11	Senior Vice President, General Counsel and Secretary	Gregory L. Nelson	505,000
12			
13	Vice President and Deputy General Counsel	Chonda J. Nwamu	326,500
14			
15	See Footnote	Bruce A. Steinke	383,000
16			
17	Vice President	Kevin D. Anders	247,700
18			
19	Vice President (begin April 26, 2018)	Ajay K. Arora	193,904
20			
21	Vice President (begin January 1, 2018)	Stephanie P. Banker	260,000
22			
23	Vice President	Kendall D. Coyne	284,300
24			
25	Vice President	Timothy E. Herrmann	356,000
26			
27	Vice President	Tara K. Oglesby	212,000
28			
29	Vice President and Treasurer (end July 17, 2018)	Ryan J. Martin	142,547
30			
31	Vice President and Treasurer (begin July 18, 2018)	Darryl T. Sagel	129,226
32			
33	Vice President	Patrick E. Smith	247,200
34			
35	Vice President (end August 31, 2018)	Michael G. Mueller	198,933
36			
37	Vice President and Chief Procurement Officer	Dennis W. Weisenborn	300,000
38			
39	Vice President	Warren T. Wood	263,700
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**BEFORE THE PUBLIC SERVICE COMMISSION  
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In the Matter of the Union Electric Company d/b/a )  
Ameren Missouri’s Tariffs to Decrease Its ) File No. ER-2019-0335  
Revenues for Electric Service )

**PUBLIC COUNSEL DATA REQUESTS 3062-3088**

The Office of Public Counsel (Public Counsel) hereby presents the following Data Requests to Union Electric d/b/a Ameren Missouri (Ameren Missouri). Please provide electronic responses to the following: [opcservice@opc.mo.gov](mailto:opcservice@opc.mo.gov) and [caleb.hall@opc.mo.gov](mailto:caleb.hall@opc.mo.gov). The data requests are continuing in nature and require supplemental responses as soon as further or different information is obtained that is responsive to them.

**DEFINITIONS**

1. “The Company” or “company” means: Union Electric d/b/a Ameren Missouri (“Union Electric”), its subsidiaries and affiliates, past or present; its employees, officers, directors, agents, consultants, attorneys, and all persons acting under contractual arrangements with or acting on behalf of Union Electric; any merged or consolidated predecessors or predecessor in interest; and any merged or consolidated successors or successor in interest.
2. "Document" should be interpreted to include, but not be limited to, the original or any copy, of any kind, any, exhibit, pleading, transcript, calendar, cancelled check, photograph, form, memo, ledger, tax return, report, record, order or notice of the Commission or other governmental action of any kind, study (including engineering, feasibility, general economic, and market studies), survey, summaries, comparisons, calculations, handwritten note, minutes, logs, graphs, indices, computer files, computer inputs and outputs, internal operating manuals, data sheets, recordings, electronic mail or text messages and attachments, or any other written, or retrievable matter or data of any kind.
3. Any document that is not exactly identical to another document for any reason, including, but not limited to, marginal notations or deletions, should be considered to be a separate document.
4. Please provide data responses in 5 business days and/or objections within 3 business days.

OPC Data Requests 3061 through 3084 pertain to Darryl T. Sagel's Rebuttal Testimony. OPC Data Requests 3085 through 3087 are requests for general information, which includes a request for updates of previous data requests. Consider each data request is continuing in nature and requires a supplemental response as soon as further or different information is obtained that is responsive to the request.

### **DATA REQUESTS**

- 3062) P. 3, ll. 10-14, Mr. Darryl Sagel indicates Ameren Missouri's capital structure is "independently evaluated, developed and managed over time..." Please provide the names, titles and employers for each individual responsible for evaluating, developing and managing Ameren Missouri's capital structure since January 1, 2014, as well as the policies and procedures that guide him/her in performing these duties. For each person identified, please explain his/her specific role in evaluating, developing and managing Ameren Missouri's capital structure and whether he/she performs these duties for any of Ameren Missouri's affiliates. Also, please provide all Ameren Missouri Board of Director (BOD) materials as it relates to the evaluation, development and management of Ameren Missouri's capital structure since January 1, 2014.
- 3063) P. 6, ll. 6-9, Mr. Sagel indicates using a capital structure "that contains a lower common equity content than Ameren Missouri's actual capital structure could actually result in an increase to the Company's cost of capital." Fully describe how Ameren Corp's lower common equity ratio has caused it to experience an increase in its cost of capital as compared to Ameren Missouri. Does Mr. Sagel have examples of actual occurrences of a higher cost of capital because of a lower equity ratio? If so, please provide such examples and supporting documentation.
- 3064) P. 7, ll. 4-6, Mr. Sagel indicates that Ameren Missouri's capital structure is "independently managed and is neither dictated by the parent company nor controlled for the benefit of Ameren Corporation shareholders." Please identify the entity that dictates Ameren Missouri's capital structure, as well as the names, titles and employers of the individuals responsible for managing Ameren Missouri's capital structure since January 1, 2014. Please identify the names, titles and employers of the individuals responsible for managing each of Ameren Missouri's affiliates' capital structures during the same period.
- 3065) P. 7, ll. 9-13, Mr. Sagel indicates that Ameren Corporation "works mutually with Ameren Missouri to identify objective considerations for establishing a prudent capital structure..." Please identify the names, titles and employers for the individuals at Ameren Corporation and Ameren Missouri who work together to establish a prudent capital structure. For the period since January 1, 2014, please provide copies of all documentation generated in the process of developing a prudent capital structure for Ameren Missouri.

- 3066) P. 8, ll. 7-10, Mr. Sagel indicates that “evaluation and management of a suitable Ameren Missouri capital structure over time involves sensible consideration of Ameren Missouri-specific business and financial risks, including key rating agency-defined credit metrics required to support its strong and stable investment grade credit ratings.” For the period since January 1, 2014, please identify all individuals involved in such process, including their names, titles and employers, as well as the names, titles and employers of those that perform these functions for Ameren Missouri’s affiliates. Additionally, please provide all presentations to the Ameren Missouri BOD as it relates to the “evaluation and management of Ameren Missouri’s capital structure” since January 1, 2014.
- 3067) P. 8, l. 17, through p. 9, l. 2, Mr. Sagel discusses Ameren Missouri’s BOD. Please provide a copy of Ameren Corp’s and Ameren Missouri’s current bylaws. Is Ameren Missouri in compliance with its bylaws? If no, what are the areas of non-compliance? Please identify and explain the reason for significant differences in Ameren Corp’s and Ameren Missouri’s bylaws.
- 3068) P. 8, l. 21, through p. 9, l. 2, Mr. Sagel identifies Ameren Missouri’s BOD responsibilities. For the period since January 1, 2014, please provide all presentations/materials presented to Ameren Missouri’s BOD before it authorized financings or cash distributions.
- 3069) P. 11, ll. 18-21, Mr. Sagel indicates Ameren Missouri’s BOD “exercises discretion over the amount of dividends paid to Ameren Corporation over time, considering among other factors, its own capital reinvestment needs and maintaining a prudent capital structure.” For the period since January 1, 2014, please provide all presentations/materials presented to Ameren Missouri’s BOD for purposes of considering among other factors, “its own capital reinvestment needs and maintaining a prudent capital structure.”
- 3070) P. 13, ll. 12-16, Mr. Sagel indicates that “Ameren Corporation’s consolidated capital structure is meaningfully influenced by the respective capital structures of each of Ameren Corporation’s regulated subsidiaries and their respective funding approaches.” For each quarterly period since January 1, 2018, please provide the eliminating adjustments made to Ameren Corp’s affiliates’ financial statements to derive the reported consolidated capital structure.
- 3071) P. 14, ll. 3-8, Mr. Sagel indicates that Ameren Missouri has higher-risk operations than Ameren Corporation’s other primary subsidiaries. Please identify Ameren Corporation’s other primary subsidiaries.
- 3072) P. 15, l. 23 through p. 16 l. 4, Mr. Sagel indicates that any future impairment of Ameren Illinois’ goodwill is “highly unlikely base on recent impairment test...” Please provide unredacted copies of the annual goodwill impairment tests performed on Ameren Illinois’ goodwill asset since 2014.
- 3073) P. 17, ll. 7-10, Mr. Sagel identifies Ameren Corporation’s pre-tax loss of \$2.6 billion related to its exit from the merchant energy business. Please identify the current balance of tax assets related to this pre-tax loss. Were the tax savings associated with this pre-tax

loss shared with the entities that are parties to the Ameren Corporation Tax Allocation Agreement? If yes, please indicate how much of this savings was shared with Ameren Missouri. If not, what entity or entities received these tax savings?

- 3074) P. 17, l. 22 through p. 18, l. 2, Mr. Sagel indicates that Ameren Corporation's dividends were well in excess of dividends received from its subsidiaries over the last several years. Please provide the amount of deficiencies for the period specified by Mr. Sagel. Please identify the funding sources used to cover these deficiencies. Provide all supporting documentation for your response.
- 3075) P. 18, ll. 8-9, Mr. Sagel indicates Ameren Corporation is more leveraged because it invested in ATXI and Ameren Illinois. Please provide the policy that allows Ameren Corporation to support investment in ATXI and Ameren Illinois, but not Ameren Missouri. Please provide all BOD materials from each of these companies that authorizes such policies and procedures. Please provide a copy each companies' policies and procedures as it relates to capital flows between Ameren Corp and the companies (Ameren Missouri, Ameren Illinois and ATXI).
- 3076) P. 22, ll. 19-20, Mr. Sagel indicates "Moody's has not changed its FFO to debt ratio downgrade threshold for Ameren Missouri of 19%." Please identify all changes Moody's has made to Ameren Missouri's FFO/debt ratio over the last ten years. Please identify the date and the reason for Moody's change to Ameren Missouri's FFO/debt threshold.
- 3077) P. 23, ll. 14-15, Mr. Sagel indicates "Ameren Missouri debt investors look exclusively at Ameren Missouri's credit profile." Is Mr. Sagel's testimony supported by documentation? If yes, please provide such documentation.
- 3078) P. 23, ll. 21-22, Mr. Sagel indicates that "Mr. Murray suggests that because Ameren Missouri's business risk has declined, it is afforded a lower debt cost of capital..." Please provide a citation from Mr. Murray's testimony in which he indicates that Ameren Missouri is "afforded a lower debt cost of capital?"
- 3079) Schedules DTS-R4, DTS-R5 and DTS-R6, Mr. Sagel provides charts in Schedules DTS-R4 through DTS-R6. Please provide the underlying source data used to create these charts.
- 3080) Who created the charts used as Schedules DTS-R4 through DTS-R6 attached to Mr. Sagel's testimony? If Mr. Sagel or Ameren Missouri did not personally create the charts, please indicate the compensation provided to the party who created the charts. Please also indicate why Mr. Sagel depended on another party to produce the schedules if Mr. Sagel or Ameren Missouri did not create the schedules.
- 3081) Referring to the previous data request, if Mr. Sagel or Ameren Missouri did not create Schedules DTS-R4 through DTS-R6, how did the party who created the schedules determine the scope and objective of the work product it provided to Mr. Sagel?

- 3082) P. 25, ll. 11-15, Mr. Sagel indicates that he does not consider Ameren Corporation's stock outperformance of 4.2% over its peers as "statistically significant." At what threshold does Mr. Sagel consider any stock outperformance or underperformance to be "statistically significant"?
- 3083) P. 34, l. 8 through p. 37, l. 8, Mr. Sagel discusses Ameren Corporation's and Ameren Missouri's ratings history since 2011. Please provide all rating agency reports published on Ameren Corporation and any of its subsidiaries for the period December 31, 2011 through the current period.
- 3084) P. 38, l. 3 through p. 39, l. 11, Mr. Sagel discusses Ameren Missouri's FFO/debt ratios and pro forma impacts on Ameren Missouri's FFO/debt ratios using differing equity ratios. Please provide Mr. Sagel's workpapers supporting the figures he provides in this part of his testimony.
- 3085) P. 43, l. 12 through p. 44, l. 11, Mr. Sagel discusses the potential impact on Ameren Missouri's FFO/debt ratio if Mr. Schallenberg's proposed \$218 million disallowance is accepted. Please provide Mr. Sagel's workpapers supporting his estimate that Ameren Missouri's FFO/debt ratio would decline by 4.5%.
- 3086) Please provide Ameren Missouri's Board of Director minutes and presentations for the calendar years 2018 and 2019.
- 3087) Please provide updated information in response to OPC Data Request No. 3000. This information should include, but not be limited to, the most recent rating agency presentations (and underlying spreadsheets), rating agency reports and correspondence to and from rating agencies.
- 3088) Please update Ameren Missouri's response to OPC Data Request No. 3001 for the period October 1, 2019 through the date of the response to this data request (estimated to be February 7, 2020).

*Submitted by David Murray, January 30, 2020*



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JOHN N. ROARK, JR.

ROBERT C. SMITH (1923-2016)  
RAYMOND C. LEWIS, JR. (1926-2004)

LEGAL NURSE CONSULTANT  
JENNY BECKETT, RN

February 4, 2020

Mr. Caleb Hall  
Office of the Public Counsel  
P.O. Box 2230  
Jefferson City, MO 65102

Re: File No. ER-2019-0335 – OPC DR Nos. 3072 and 3083

Dear Caleb:

The Company objects to DR No. 3072 on the grounds that it seeks information that is neither relevant nor reasonably calculated to lead to admissible evidence, and because the requested document is not within Ameren Missouri's custody, possession, or control. Subject to those objections, a response will be provided.

The Company objects to DR No. 3083 on the grounds that it seeks information that is neither relevant nor reasonably calculated to lead to admissible evidence and is overly broad to the extent it seeks rating reports for Ameren Missouri affiliates that are prepared for those affiliates on a standalone basis and thus have no bearing on Ameren Missouri's credit ratings.

Sincerely,

*/s/ James B. Lowery*

James B. Lowery

Cc: Geri Best, Carolyn Mora, Yvette Scott, Wendy Tatro